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(Exact name of registrant as specified in its charter)   Delaware   2834   82-5089826 (State or other jurisdiction of incorporation or organization)   (Primary Standard Industrial Classification Code Number)   (I.R.S. Employer Identification Number)   401 Professional Drive, Suite 260 Gaithersburg, MD 20879 (240) 430-4212 (Address, including zip code, and telephone number, including area code, of registrant's principal executive office)   Anatoly Dritschilo, M.D. Chief Executive Officer Shuttle Pharmaceuticals Holdings, Inc. 401 Professional Drive, Suite 260 Gaithersburg, MD 20879 (240) 430-4212 (Name, address, including zip code, and telephone number, including area code, of agent for service)   Copies to:   Megan J. Penick, Esq. Joseph M. Lucosky, Esq. Dorsey & Whitney LLP Lucosky Brookman LLP 51 W. 52nd St 101 Wood Avenue South, 5th Floor New York, NY 10019 Woodbridge, NJ 08830 (212) 415-9200 (732) 395-4400   Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement is declared effective.   If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:     If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.     If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.   If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.   Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.   Large accelerated filer   Accelerated filer   Non-accelerated filer   Smaller reporting company   An Emerging Growth Company   If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.   The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.         The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities nor may we accept offers to buy these securities until the registration statement filed with the Securities and Exchange Commission becomes effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.   PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION, DATED FEBRUARY 12, 2025     SHUTTLE PHARMACEUTICALS HOLDINGS, INC.   Up to [*] Shares of Common Stock   Up to [*] Pre-Funded Warrants to Purchase up to [*] Shares of Common Stock   Up to [*] Shares of Common Stock Underlying the Pre-Funded Warrants   This is a firm commitment underwritten offering of up to [*] shares (the "Shares") of common stock, par value \$0.00001 per share ("common stock") or pre-funded warrants to purchase shares of common stock in lieu thereof (the "Pre-Funded Warrants").   The assumed public offering price for each share of common stock or each Pre-Funded Warrant is \$[*], which is the last reported sale price per share of our common stock on the Nasdaq Capital Market, or the Nasdaq, on [*,] 2025. The final public offering price per share or per Pre-Funded Warrant will be determined through negotiation between us and the Underwriter (as defined hereinafter) based upon a number of factors, including our history and our prospects, the industry in which we operate and other market conditions at the time of pricing and may be at a discount to the then current market price of our common stock. Therefore, the recent market price of our common stock referenced throughout this prospectus may not be indicative of the final offering price per share.   We are offering Pre-Funded Warrants to certain purchasers whose purchase of shares of common stock in this offering would otherwise result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of our outstanding common stock immediately following the consummation of this offering, the opportunity to purchase, if any such purchaser so chooses, Pre-Funded Warrants, in lieu of shares of common stock. The public offering price of each Pre-Funded Warrant will be equal to the price at which one share of common stock is sold to the public in this offering, minus \$0.001, and the exercise price of each Pre-Funded Warrant will be \$0.001 per share. The Pre-Funded Warrants will be immediately exercisable and may be exercised at any time until all of the Pre-Funded Warrants are exercised in full. For each Pre-Funded Warrant we sell, the number of shares of common stock we are offering will be decreased on a one-for-one basis.       This prospectus also includes the shares of common stock issuable upon exercise of the Pre-Funded Warrants. See "Description of Securities We Are Offering" in this prospectus for more information.   Our common stock trades on the Nasdaq under the symbol "SHPH." On February 10, 2025, the last reported sale price of our common stock was \$0.704 per share.   We have retained WestPark Capital, Inc. as the exclusive underwriter with respect to this offering (the "Underwriter"). We have agreed to pay the underwriter fees totaling 4.0% of the aggregate gross cash proceeds actually realized by the Company from the sale of the shares being offered hereby. See "Underwriting" beginning on page 97 of this prospectus for more information regarding these arrangements.   You should read this prospectus, together with additional information

This prospectus concerning our industry and the markets in which we operate or plan to operate, including our general expectations and market position, market opportunity and market share, is based on information from our own management estimates and research, as well as from industry and general publications and research, surveys and studies conducted by third parties. Management estimates are derived from publicly available information, our knowledge of our industry, and assumptions based on such information and knowledge which we believe to be reasonable. Our management estimates have not been verified by any independent source, and we have not independently verified any third-party information. In addition, assumptions and estimates of our company's future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in the section entitled "Risk Factors" beginning on page 13. These and other factors could cause our future performance to differ materially from our assumptions and estimates. See Special Note Regarding Forward-Looking Statements at page 42 below.

A Basis of Presentation

On August 6, 2024, we filed a Certificate of Amendment to our certificate of incorporation with the Secretary of State of the State of Delaware to effect a 1-for-8 reverse stock split of our issued and outstanding shares of common stock, par value \$0.00001 per share (the 2024 Reverse Stock Split), which became effective on August 13, 2024. All historical share and per share amounts reflected throughout this prospectus have been adjusted to reflect the 2024 Reverse Stock Split. However, our periodic and current reports, and all other documents that were filed prior to August 13, 2024, do not give effect to the 2024 Reverse Stock Split.

iii A PROSPECTUS SUMMARY

This summary highlights information contained in greater detail elsewhere in this prospectus from our filings with the SEC. This summary is not complete and does not contain all of the information you should consider in making your investment decision. You should read the entire prospectus carefully before making an investment in our securities. You should carefully consider, among other things, our financial statements and the related notes and the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this prospectus.

Unless the context otherwise requires, references in this prospectus to Shuttle Pharma, Shuttle Pharmaceuticals, the Company, we, us, and its subsidiaries refers to Shuttle Pharmaceuticals Holdings, Inc. and its subsidiaries, Shuttle Pharmaceuticals, Inc., and Shuttle Diagnostics, Inc.

Overview

Shuttle Pharma is a clinical stage pharmaceutical company leveraging our proprietary technology to develop novel therapies designed to cure cancers. Our goal is to extend the benefits of cancer treatments with surgery, radiation therapy, chemotherapy and immunotherapy. Radiation therapy (αRT) is one of the most effective modalities for treating cancers. We are developing a pipeline of products designed to address the limitations of the current cancer therapies as well as to extend to the new applications of RT. We believe that our product candidates will enable us to deliver cancer treatments that are safer, more reliable and at a greater scale than that of the current standard of care.

The corporate structure is based on Shuttle Pharmaceuticals Holdings, Inc. (Nasdaq SHPH) a Delaware Company with drug discovery and development performed in the wholly owned Shuttle Pharmaceuticals, Inc. (a Maryland Company) and diagnostics performed in the wholly owned Shuttle Diagnostics, Inc. (a Maryland Company). Our product candidates include Ropidoxuridine, a Phase II, clinical-stage radiation sensitizer, a platform of HDAC inhibitors (SP-1-161, SP-2-225 and SP-1-303) and two preclinical, prostate cancer-oriented diagnostic assets:

- i The PC-RAD Test, a blood test to predict clinical response to radiation therapy and the PSMA-B ligand for potential use as a theranostic agent.
- ii In December 2023, we submitted an Investigational New Drug (IND) application with the U.S. Food and Drug Administration (FDA) to support the next phase of development of Ropidoxuridine. In January 2024, we received the FDA's letter from the FDA for our IND application for the Phase II study of Ropidoxuridine (IPdR) as a radiation sensitizing agent during radiotherapy in patients with newly diagnosed IDH-wildtype glioblastoma with unmethylated MGMT promoter. Receipt of the letter allows us to commence the Phase II study of Ropidoxuridine (IPdR). Fifteen patients have enrolled in the study as of February 10, 2025 and half of those patients have now completed all seven courses of treatment with Ropidoxuridine. We have applied for and received FDA approval of Orphan designation for Ropidoxuridine and RT for treating brain cancer (glioblastoma).

The Phase II clinical trial was also approved by the Institutional Review Board (IRB) on June 21, 2024. We believe our management team's expertise in radiation therapy, combined modality cancer treatment and immuno-oncology will help drive the development and, if approved, the commercialization of these potentially curative therapies for patients with aggressive cancers.

Radiation Oncology has gone through transformative technological innovation over the last decade to better define tumors, allow improved shaping of radiation delivery and support dose escalation with shorter, more intensive courses of treatment. Furthermore, achieving higher dose distributions within tumor volumes has reached a practical plateau, since cancers are frequently integrated with or surrounded by more sensitive normal tissues and further dose escalation increases risks of tissue necrosis. To increase cancer cures at maximally tolerated radiation doses, pharmacological and biological modifications of cells are needed to sensitize cancers, protect normal tissues, and stimulate the immune system to react against antigens produced by irradiated, damaged cancer cells. Drugs that show sensitizing properties, or the ability to make cancer cells more sensitive to radiation, offer a solution to this problem. Currently, such drugs are chemotherapy agents used off-label, and many have inherent toxicities since they were designed for direct cancer treatments and not for sensitization. However, the clinical value of using radiation sensitizing drugs in combination with RT has been accepted in a variety of cancer types, including gynecological, gastro-intestinal, pulmonary and other malignancies. Hence, there is a critical need for new drugs that preferentially sensitize cancer cells to radiation therapy and that stimulate the innate immune response against irradiated cancer cells. Furthermore, to advance precision medicine in radiation oncology, there is a need for imaging and molecular diagnostic tests for determining the extent of cancer spread in the body and for predicting clinical responses to therapy.

We are developing our products with the goal of addressing the unmet need in cancer treatment for a commercially marketable radiation response modifier solution that leads to greater sensitivity of cancer cells to ionizing radiation therapy. The goal of our products is to increase the therapeutic index for patients receiving radiation and to decrease radiation-related toxicities in patients with solid tumors. Our products operate across three areas related to the treatment of cancer with RT:

- i Sensitization of growing cancer cells, rendering them more susceptible to the effects of radiation therapy.
- ii Activation of the DNA damage response pathway to kill cancer cells and protect adjacent normal cells.
- iii Activation of the immune system to kill any remaining cells after RT.

Our platform technology allows for the creation of an inventory of products for radiation sensitizing, immune modulation, and protection of healthy tissue.

Operations to date have focused on continuing our research and development efforts to advance Ropidoxuridine clinical testing and improved drug formulation, to advance HDAC inhibitor (SP-2-225) preclinical development and explore application of the PC-RAD Test, predictive biomarkers of radiation response. The clinical development of Ropidoxuridine has included completion of a Phase I clinical trial to establish drug bioavailability and a maximum tolerated dose for use in Phase II clinical trials. TCG GreenChem, Inc. (TCG GreenChem), with whom we have contracted for process research, development and cGMP compliant manufacture of IPdR, has manufactured the active pharmaceutical ingredient (API) of Ropidoxuridine and the University of Iowa Pharmaceuticals has formulated the drug product for use in the Company's upcoming Phase II clinical trial in brain cancer patients undergoing radiation therapy. The drug product (capsules) were shipped to contract research organization (CRO) Theradex Oncology and distributed to clinical trial sites that are fully approved to enroll patients in the trial. Shuttle received approval from the FDA to begin the clinical trial. The FDA made recommendations to expand the clinical trial to include a randomized dose optimization step and we agreed with the recommendation. Meetings with engaged clinical sites to review the protocol documents have occurred and FDA required Institutional Review Board, or IRB approvals have been received. With FDA recommended changes incorporated into the revised protocol and the completion of site initiation visits, the Company has commenced its Phase II clinical study. The radiation biomarker project and the health disparities project have been completed and the Company is proceeding with plans for clinical validation and potential for commercialization of Ropidoxuridine as a radiation sensitizer.

Our Pipeline

We are currently developing a pipeline of small molecule radiation sensitizers and immune response regulating drugs. Our most advanced product candidate is Ropidoxuridine, an orally available halogenated pyrimidine with strong cancer radiation sensitizing properties it is in preclinical studies. In addition, we have a pipeline of complimentary product candidates that we are developing to address solid tumor cancer indications by radiation sensitization or immune modification. Our therapeutic pipeline is represented in the diagram below:

Timeline for clinical phase (Ropidoxuridine) and pre-clinical phase (HDAC inhibitors) pipeline.

Our lead product candidates include:

- i Ropidoxuridine (IPdR)
- ii SP-2-225
- iii SP-1-303

are our lead candidate radiation sensitizer for use in combination with RT to treat brain tumors (glioblastoma) and sarcomas. Phase I clinical trial results supported by a National Institutes of Health, or NIH contract to Shuttle Pharma and the NCI (CTEP) were reported in the medical journal, Clinical Cancer Research, in July 2019, by our Small Business Innovation Research, or SBIR, subcontractor. Eighteen patients completed dose escalations to 1,800 mg/day for 30 days, establishing the maximum tolerated dose (MTD) of 1,200 mg/day in combination with RT. Four partial responses, nine stable disease and one progressive disease in target lesions were reported. Four patients did not have measurable disease and, as a result, were not evaluable. These Phase I trial results demonstrate oral bioavailability and an MTD of 1,200 mg per day for 28 days for use in combination with radiation for Phase II clinical trials that we propose to perform in brain tumors and in sarcomas. The brain tumor, glioblastoma multiforme (GB) is eligible for orphan disease designations. Shuttle Pharma has advanced drug manufacture and formulation and prepared a clinical protocol of a Single-Arm Study of IPdR as a Radiation Sensitizing Agent During Radiotherapy in Patients with Newly Diagnosed IDH-Wildtype MGMT Unmethylated Glioblastoma Multiforme. In December 2023, we submitted an IND application with the FDA to support the next phase of development of Ropidoxuridine. In January 2024, we received the FDA's letter from the FDA for our IND application for the Phase II study of Ropidoxuridine (IPdR) as a radiation sensitizing agent during radiotherapy in patients with newly diagnosed IDH-wildtype glioblastoma with unmethylated MGMT promoter. Receipt of the letter allows us to commence the Phase II study of Ropidoxuridine (IPdR). The clinical development of Ropidoxuridine has shown drug bioavailability and a maximum tolerated dose has been established for use in Phase II clinical trials. TCG GreenChem, Inc. (TCG GreenChem), with whom we have contracted for process research, development and cGMP compliant manufacture of IPdR, has successfully completed the manufacturing campaign for the active pharmaceutical ingredient (API) of Ropidoxuridine for use in the Company's upcoming Phase II clinical trial in brain cancer patients undergoing radiation therapy. Shuttle also worked with University of Iowa Pharmaceuticals to develop the formulation and produce the capsules, which have been shipped to contract research organization (CRO) Theradex Oncology for distribution to clinical trial sites. Both activities have now been completed. In addition, Shuttle received approval from the FDA to begin the clinical trial. The FDA made recommendations that led to an expanded clinical trial to include randomized dose optimization and we agreed with the recommendation. We met with representatives from six candidate clinical sites to review the protocol documents and FDA required IRB approvals have been obtained. With FDA recommended changes incorporated into the revised protocol, the Company has now contractually engaged all six of the planned research centers which have begun performing clinical trials in our Phase II clinical study. Fifteen patients have enrolled in the study as of February 10, 2025 and half of those patients have already completed all seven courses of treatment with Ropidoxuridine.

The Phase II clinical study is summarized below:

Schema for the Phase II clinical trial. The initial cohort of 40 patients will be randomized to one of two Ropidoxuridine doses. 20 patients will receive the 1200 mg dose and 20 patients will receive the 960 mg dose. The optimum dose will be determined by comparing drug bioavailability and side-effects. The optimum dose will then continue to enroll 14 additional patients to provide the required 34 patients for statistical significance in comparison to historical controls.

Ropidoxuridine and Tipiracil (IPdR/TPI) is a new combination formulation demonstrating extended bioavailability after oral administration in an animal model system. The IPdR/TPI formulation will undergo preclinical development for use as a radiation sensitizer and represents a next generation oral product for clinical evaluation.

SP-2-225 is Shuttle Pharma's pre-clinical class IIb selective HDAC inhibitor that affects histone deacetylase HDAC6 has been identified as the candidate lead molecule for development as a post-RT innate immune system activator. The macrophage is a key target for activating the innate immune system against cancer cells. SP-2-225 has effects on the regulation of the immune system by maintaining macrophage cells in an inflammatory, anti-cancer polarization. The interactions of RT with the immune response for cancer treatment are of great current interest, offering insight into potential mechanisms for primary site and metastatic cancer treatment. For this reason, Shuttle Pharma has selected SP-2-225 as the candidate lead HDAC inhibitor for preclinical development. We have contracted with investigators at Georgetown University to perform preclinical studies of immune activation after radiation therapy in an animal tumor model. These data have been published (Noonapalle SKR, Grindrod S, Aghdam N, Li X, Gracia-Hernandez M, Zevallos-Delgado C, Jung M, Villagra A, Dritschilo A. Radiotherapy-induced Immune Response Enhanced by Selective HDAC6 Inhibition. Mol Cancer Ther. 2023 Dec 1;2(12):1376-1389. doi: 10.1158/1535-7163.MCT-23-0215. PMID: 37586844; PMCID: PMC10878032) and additional preclinical studies are in progress with our contractors. With the introduction of check-point inhibitors, CAR-T therapies and personalized medicine in cancer, regulation of the immune response following RT is of significant clinical and commercial interest.

SP-1-303 is Shuttle Pharma's pre-clinical selective Class I HDAC inhibitor that preferentially affects histone deacetylases HDAC1 and HDAC3 members of the class I HDAC family of enzymes. SP-1-303 data show direct cellular toxicity in ER positive breast cancer cells. Furthermore, SP-1-303 increases PD-L1 expression. Completed preclinical in vitro studies have been published (Jung M, Nicholas N, Grindrod S, Dritschilo A. Dual-targeting class I HDAC inhibitor and ATM activator, SP-1-303, preferentially inhibits estrogen receptor positive breast cancer cell growth. PLoS One. 2024 Jul 15;19(7):e0306168. doi: 10.1371/journal.pone.0306168. PMID: 39008483; PMCID: PMC11249239.). We plan to seek university collaborations to complete SP-1-303 pre-clinical development in 2024.

Our Approach

We believe that we have established a leadership position in radiation sensitizer and response modifier discovery and development. We have identified a clinical phase product candidate and discovered new pre-clinical phase molecules using our proprietary platform technologies to increase the therapeutic index for patients receiving radiation for treatment of solid tumors. Our development strategy has four key pillars: (1) to improve the efficacy of RT by demonstrating improved disease-free survival rates in patients who undergo radiation therapy, (2) reduce the amount of radiation needed for a favorable tumor response, thereby limiting the potential for radiation related toxicities to healthy cells, (3) decrease the extent of surgery needed to remove cancers and improve quality of life, and (4) leverage our next generation technologies to create drugs that regulate the immune response assisting immune checkpoint and CAR-T therapies and other personalized medicines targeting cancers.

In addition to private and public investment into our candidate therapeutic technology, we have also competed for non-dilutive funding from the NIH to support our lead sensitizer and to explore development of complimentary diagnostic products. To date, we have completed three SBIR contracts awarded to Shuttle Pharma by the NIH to:

- i Develop IPdR as a radiation sensitizer. This funding provided partial support for the Phase I clinical trial of Ropidoxuridine and RT.
- ii Develop prostate cancer cell cultures from African-American men, with donor matched normal prostate cells, establishing 50 pairs for accelerating research to reduce prostate cancer health disparities in African-American men. This project was funded under Moonshot[®] designation. Shuttle Pharma is eligible to apply for additional SBIR (Phase IIb)

inhibitor (SP-2-225) and, if approved by the FDA, commercialize our product candidates for the treatment of cancers. While this process may require years to complete, we believe achieving this goal could result in new radiation sensitizer and immunotherapy products. Key elements of our strategy include:

 • Capitalize on Ropidoxuridine as an orally available, small molecule radiation sensitizer. To date, there is one drug (Cetuximab, a monoclonal antibody) approved by the FDA specifically as a radiation sensitizer. If we are successful in developing Ropidoxuridine and obtaining FDA approval, a small molecule sensitizer would then be enabled for clinical applications for radiation sensitization indications.

 • Expand our leadership position within radiation sensitizers. In addition to our traditional radiation sensitizers, we plan to advance our near-term pipeline to include radiation sensitizers for proton therapy. Proton Therapy is growing worldwide as a form of radiation therapy due to its unique beam shaping characteristics. As a result, this new technology offers a major opportunity for Shuttle Pharma to strive to develop an innovative and well-tolerated drug for proton therapy sensitization.

 • Execute a disciplined business development strategy to strengthen our portfolio of product candidates. We have built our current product pipeline through in-house discovery, development, partnerships with leading academic institutions and through in-licensing. We will continue to evaluate new in-licensing opportunities and collaboration agreements with leading academic institutions and other biotechnology companies around programs that seek to address areas of high unmet need and for which we believe there is a high probability of clinical success, including programs beyond our target franchise areas and current technology footprint.

 • Invest in our HDAC platform technology and maximize its utility across cancer therapies. We are initially applying the platform to develop drugs for cancer radiation sensitization, normal tissue radiation protection and post radiation immune stimulation. Based on the data we have obtained thus far, these drugs are immune regulatory. We intend to invest to develop other properties of our platform technology, as well.

 • Enter into collaborations to realize the full potential of our platform. The breadth of our HDAC technology platform enables other therapeutic applications, including radiation sensitization and immune therapy. We intend to seek collaborations centered on our platform to maximize applications for cancer treatment.

 • Establish Shuttle Diagnostics, Inc. as a subsidiary of SHPP to advance development of the predictive biomarker (PC-RAD Test) and the PSMA ligand (PSMA-B) to advance prostate cancer treatment.

 • Our management team has significant experience in radiation oncology and in progressing products from early-stage research through clinical trials. Our Chief Executive Officer, or CEO, Anatoly Dritschilo, M.D., is an experienced clinician and researcher who has held senior academic and management positions including serving as Department Chairman, Hospital Medical Director and Cancer Center Director at Georgetown University Medical Center. Prior to co-founding our Company, Dr. Dritschilo was a co-founder of Oncomed, Inc., a company that became public as NeoPharm, Inc. (Nasdaq: NEOL). He has experience in providing care for patients undergoing treatment for cancers of the prostate, breast, brain, lung, sarcomas and GI systems. Dr. Dritschilo has directed basic science research supported by grants from the National Cancer Institute and performed clinical trials using drugs and radiation therapy. In addition, Dr. Dritschilo served as the principal investigator of pharmaceutical industry sponsored clinical evaluations of human interferon alpha-2 (Bristol-Myers) with radiation therapy and antisense raf oligonucleotides, LERaFON (NeoPharm) with radiation therapy. He serves as a Radiation Biology and Radiation Oncology expert on committees of the NIH to review Program Project (P01) grant applications, Specialized Program of Research Excellence (SPORE) grant applications and investigator-initiated research project (R01) applications. Dr. Dritschilo is supported in our clinical development effort by Tyvin Rich, MD, our Chief Clinical Officer and Medical Director. Dr. Rich is the former Professor and Chairman of the Department of Therapeutic Radiology and Oncology at the University of Virginia Health Sciences Center and proton radiation therapy specialist at the Hampton Proton Therapy Center in Hampton, Virginia. Dr. Rich has served as principal investigator on multi-modality clinical trials for the treatment of gastrointestinal (GI) cancers and helped to develop treatment with 5-fluorouracil (5-FU) as a radiation sensitizer for use with RT in the treatment of GI cancers. He has extensive cancer clinical trial experience in developing radiation sensitizer applications through his participation in the Radiation Therapy Oncology Group (RTOG). Dr. Rich is a co-inventor with scientists at the University of Virginia of the Proton Activated Atomic Medicine technology.

 • Our administrative services are provided by Peter Dritschilo, MBA, who has served as our President and COO since 2012. Mr. Dritschilo’s experience in hospital administration and management of medical oncology clinical services and radiation therapy facilities, including management of day-to-day operations, human resources and financial oversight. Peter Dritschilo is the son of our Chairman and CEO, Dr. Anatoly Dritschilo. Mr. Timothy J. Lorber is our Chief Financial Officer, or CFO, a position he has served in since June 2024. Mr. Lorber is a CPA with more than 40 years of professional finance experience. We believe his extensive experience and expertise in the financial industry supports his service as our CFO. Michael Vander Hoek, our former CFO, as Vice President for Operations and Regulatory expands our capability to provide the level of management needed for the proposed expansion of clinical trials. Mr. Vander Hoek served as administrative director of the Lombardi Comprehensive Cancer Center (LCCC) for 12 years and has extensive experience in negotiations, management and supervision of Contract Research Organizations (CROs) and research contracts in general. As the administrative director of the Lombardi Comprehensive Cancer Center, Mr. Vander Hoek also served as the chief financial officer. Taken together, we believe our leadership team of highly qualified specialists will help us achieve the proposed milestones for the development of radiation sensitizer products.

 • Our common stock currently is listed for quotation on the Nasdaq Capital Market. We are required to meet Nasdaq listing rules in order to maintain such listing, including a requirement that the Company’s stockholders equity remain at or above \$2.5 million.

 • On September 10, 2024, we received a letter from The Nasdaq notifying the Company that it is no longer in compliance with the minimum stockholders’ equity requirement for continued listing on the Nasdaq Capital Market. Nasdaq Listing Rule 5550(b)(1) requires listed companies to maintain stockholders’ equity of at least \$2.5 million. In the Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2024, the Company reported stockholders’ equity of \$801,434, which is below the minimum stockholders’ equity required for continued listing pursuant to Nasdaq Listing Rule 5550(b)(1). In addition, at present, the Company does not meet the alternatives of market value of listed securities or net income from continuing operations.

 • This Nasdaq notice had no immediate effect on the listing of the Company’s securities on the Nasdaq Capital Market. The Company subsequently submitted a revised plan of compliance to Nasdaq on November 14, 2024. The Company’s plan to regain compliance was accepted, and Nasdaq granted an extension of 180 calendar days from September 10, 2024 for the Company to regain compliance.

 • On December 31, 2024, the Company, received a letter from The Nasdaq stating that for the 30 consecutive business day period between November 15, 2024 to December 30, 2024 the Company’s common stock had failed to maintain a minimum closing bid price of \$1.00 per share, as required for continued listing on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2) (the “Minimum Bid Price Requirement”). Pursuant to Nasdaq Listing Rule 5810(c)(3)(A), the Company has an initial period of 180 calendar days, or until June 30, 2025 (the “Compliance Period”), to regain compliance with the Minimum Bid Price Requirement. To regain compliance, the closing bid price of the Company’s common stock must meet or exceed \$1.00 per share for a minimum of 10 consecutive business days.

 • There can be no assurance that the Company will be able to regain compliance and maintain its listing on the Nasdaq Capital Market. If the Company fails to satisfy another Nasdaq requirement for continued listing, Nasdaq could provide notice that the Company’s securities will become subject to delisting. In such event, the Company will have an opportunity to appeal Nasdaq’s decision to a hearings panel.

 • 2024 Reverse Stock Split

 • On August 31, 2023 we received a letter from the Nasdaq Listing Qualifications Staff of the Nasdaq (the “Staff”) stating that for the 30 consecutive business day period the Company’s common stock had failed to maintain a minimum closing bid price of \$1.00 per share, as required for continued listing on The Nasdaq Capital Market pursuant to the “Minimum Bid Price Requirement.”

 • In order to regain compliance with the Minimum Bid Price Requirement, on August 6, 2024, we filed an amendment to our certificate of incorporation to effect a 1-for-8 reverse stock split of our outstanding common stock (the “2024 Reverse Stock Split”). The 2024 Reverse Stock Split became effective on August 13, 2024, when the Company’s common stock opened for trading on Nasdaq on a post-split basis under the Company’s existing trading symbol, **æSHPP.æ** Subsequently, on August 27, 2024, we received notice from Nasdaq that we regained compliance with the Minimum Bid Price Requirement.

 • All historical share and per share amounts reflected throughout this prospectus have been adjusted to reflect the 2024 Reverse Stock Split. However, our periodic and current reports, and all other documents that were filed prior to August 13, 2024 do not give effect to the 2024 Reverse Stock Split.

 • Going Concern Uncertainty

 • Our consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has a net loss of approximately \$7.5 million and no revenues for the nine months ended September 30, 2024 and has a working capital deficit of approximately \$1.3 million as of September 30, 2024.

 • The Company does not expect to generate positive cash flows from operating activities in the near future. In September 2024, the Company’s CEO provided \$250 thousand to the Company in exchange for a promissory note repayable in equal monthly installments of principal and interest over a term of one year. In October 2024, the Company completed an offering of senior secured convertible bridge notes, receiving \$790 thousand in cash. The notes have a term of one-year and were accompanied by 329,461 warrants with a weighted-average exercise price of \$1.42. Also in October 2024, the Company completed an equity raise that provided \$3.9 million net cash for the issuance of 2.9 million shares / pre-funded warrants, and by 2.9 million warrants with an exercise price of \$1.40. However, the Company’s existing cash resources and the cash received from the equity offering and senior convertible note are not expected to provide sufficient funds to carry out the Company’s operations and clinical trials through the next twelve months.

 • The Company’s capital raises have to date supported operations, the manufacture of drug product and FDA approval of the IND for the Phase II clinical trial of Ropidoxuridine and radiation therapy in glioblastoma and other radiation sensitizer discovery and therapy. The FDA recommended and the Company agreed to an expansion of the Phase II clinical trial, necessitating additional capital to complete the trial as well as fund ongoing operations. Additionally, the Phase II clinical trial of Ropidoxuridine has evolved with finalized agreements with all six of the planned site enrollment locations to administer the Phase II clinical trial of Ropidoxuridine and the enrollment of the first ten patients.

 • The ability of the Company to continue as a going concern is dependent upon its ability to continue to successfully raise additional equity or debt financing to allow it to fund ongoing operations, conduct clinical trials and bring a drug candidate to commercialization to generate revenues. These conditions raise substantial doubt about the Company’s ability to continue as a going concern within one year after the date that the unaudited condensed consolidated financial statements are issued.

 • If we fail to obtain additional material financing in the near-term, our clinical trials and targeted FDA submission timeline could be delayed, and we could be forced to abandon such activities entirely and cease operations, with the possible loss of such properties or assets. If we are unable to obtain a material quantum of financing in the imminent future or unable to continue to obtain additional financing over at least the next 12 months as we continue to generate negative cash flow, our board of directors could determine to cause the Company to undertake a process of liquidation under Chapter 7 of applicable U.S. bankruptcy laws, or otherwise seek other protection under such laws. In such event, we expect that holders of shares of our common stock would recoup little if any material value in such process.

 • Recent Financings

 • Our IPO and Post-2022 Financing

 • On September 2, 2022, we closed on our IPO of 1,225,888 units (each a **æIPO Unit,æ** and collectively, the **æIPO Unitsæ**), with each IPO Unit consisting of one share of the Company’s common stock and one warrant to purchase one share of common stock, at a public offering price of \$8.125 per IPO Unit (\$65 per IPO Unit, on a post-reverse split basis). Our IPO, which was underwritten by Boustead Securities, LLC (the “Boustead”), resulted in gross proceeds of \$9.96 million, before deducting underwriting discounts and commissions. On September 29, 2022, Boustead exercised its overallotment option, purchasing an additional 183,883 IPO Units, resulting in gross proceeds of \$1.49 million, before deducting underwriter commissions and discounts. As a result, our IPO raised a total of \$11.45 million, before deducting underwriting discounts, commissions and related IPO expenses. On a post Reverse Split basis, 352,443 shares (including exercised warrants) were issued under the IPO.

 • On January 11, 2023, we entered into a securities purchase agreement (the **æSPAæ**) with Alto Opportunity Master Fund, SPC **æ** Segregated Master Portfolio B, a Cayman entity (the **æInvestoræ**), as amended on May 10, 2023 and June 4, 2023, pursuant to which the Company sold to the Investor a \$4.3 million convertible note (the **æJanuary 2023 Convertible Noteæ**) and warrant (the **æJanuary 2023 Warrantæ**) to purchase 127,260 (post Reverse Split) shares of common stock of the Company, in exchange for gross proceeds of \$4.0 million (the **æInvestment Amountæ**). The January 2023 Convertible Note amortizes on a monthly basis and the Company can make such monthly amortization payments in cash or, subject to certain equity conditions, in registered shares of common stock or a combination thereof. For equity repayment, the January 2023 Convertible Note is convertible into shares of common stock at price per share equal to the lower of (i) \$18.8 (post Reverse Split) (ii) 90% of the three lowest daily VWAPs of the 15 trading days prior to the payment date or (iii) 90% of the VWAP of the trading day prior to payment date. The January 2023 Convertible Note is repayable over 26 months and bears interest at the rate of 5% per annum. The January 2023 Warrant is exercisable for four years from the date of closing and is exercisable at \$0.48 per share (post Reverse Split, and as subsequently adjusted pursuant to the SPA, as amended). In the event the Investor exercises the January 2023 Warrant in full, such exercise would result in additional gross proceeds to the Company of approximately \$61 thousand. As of the date of this filing, the January 2023 Convertible Note has been paid in full.

 • On September 4, 2024, the Company entered into a loan agreement with our Chief Executive Officer, Dr. Anatoly Dritschilo, pursuant to which Dr. Dritschilo loaned the Company \$250,000 (principal), bearing interest at the rate of 12% per annum and which is repayable in 12 substantially equal monthly installments over a one year period.

 • On October 14, 2024, the Company issued an aggregate of \$600,000 (of an up to \$1.3 million authorized financing) senior secured convertible notes due in October 2025, which accrue interest at 14.5% interest per year. The notes include a 5% original issue discount and the Company received \$570,000 in proceeds. The notes are convertible beginning three months after the date of issuance, and the conversion price will be the lower of a 15% discount to (i) the 5-day VWAP immediately prior to Closing or (ii) the price of any offering entered into by the Company during the term of the notes. The Company has the option to prepay the notes at any time for 107% of total outstanding balance and any outstanding principal will be paid in conversion of shares of common stock at the end of the term, subject to the Company’s exercise of the optional prepayment right. Any accrued interest will be repaid quarterly in cash. The Company also issued warrants to the lenders to purchase an aggregate 240,917 shares of common stock, exercisable at \$1.40 per share, with such warrants expiring five years from issuance. In addition, the Company’s Chief Executive Officer, Dr. Anatoly Dritschilo, invested a total of \$237,500 in this financing round, in exchange for a \$250,000 convertible note.

 • On October 21, 2024, the Company issued an additional \$231,579 in senior secured convertible notes due in October 2025, with substantially similar terms as the October 14, 2024, issuance. The notes include a 5% original issue discount and the Company received \$220,000 in proceeds. The Company also issued warrants to the lenders to purchase an aggregate 88,544 shares of common stock, exercisable at \$1.49 per share, with such warrants expiring five years from issuance. Upon completing this issuance, the Company closed the senior secured convertible note offering after receiving a total of \$790,000 in proceeds.

 • 8 Summary Risk Factors

 • Our business is subject to a number of risks you should be aware of before making an investment decision. These risks are discussed more fully in the **æRisk Factorsæ** section of this prospectus at page 13 immediately following this prospectus summary, and in Part I, Item 1A **æRisk Factorsæ** of our Amended Annual Report on Form 10-K/A for the fiscal year ended December 31, 2023, as amended on September 3, 2024, and in Part II, Item 1A **æRisk Factorsæ** of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2024, which are each included in this prospectus. These risks include the following:

 • Our ability to continue as a going concern in the near term is dependent upon us successfully raising additional equity or debt financing to fund our operations.

 • Our success is primarily dependent on achieving the development, regulatory approval and commercialization of our product candidates, both of which are in the early stages of development.

 • Our approach to the discovery and development of innovative radiation oncology drugs based on our HDAC small molecule delivery platform, which is novel, unproven and may not result in marketable products.

 • We have no product revenue, have incurred significant losses since inception, may never become profitable and may incur substantial and increasing net losses for the foreseeable future as we continue the development of, and seek regulatory approvals for our product candidates.

 • If clinical trials of our product candidates fail to demonstrate safety and efficacy, which are ongoing determinations that are solely within the authority of the FDA, we may be unable to obtain regulatory approvals to commercialize our product candidates.

 • We are subject to regulatory approval processes that are lengthy, time-consuming and unpredictable. We may not obtain approval for any of our product candidates from the FDA or foreign regulatory authorities.

 • Even if we obtain regulatory approval, the market may not be receptive to our product candidates.

 • We may not be able to establish collaborative partnerships with other pharmaceutical companies, through which we expect to complete development of, obtain marketing approval for and, if approved, manufacture and market our product candidates.

 • We may encounter difficulties satisfying the requirements of clinical trial protocols, including patient enrollment.

 • We may face competition from other companies in our field or claims from third parties alleging infringement of their intellectual property.

 • We may be unable to recruit or retain key employees, including our senior management team.

 • Any drugs we develop may become subject to unfavorable pricing regulations, third-party reimbursement practices or healthcare reform initiatives, thereby harming our business.

 • We are a Phase II clinical stage pharmaceutical company with a limited operating history upon which you can evaluate our business and prospects. Specialty pharmaceutical product development is a highly speculative

undertaking and involves a substantial degree of risk. **9 A A** We do not currently have any product candidates in advanced clinical trials or approved for sale, and we continue to incur significant research and development and general and administrative expenses in relation to our operations. In addition, we have not yet demonstrated an ability to successfully overcome many of the risks and uncertainties frequently encountered by companies in new and rapidly evolving fields, particularly in the specialty pharmaceutical industry. **A A** We have not submitted an application or received marketing approval for any of our product candidates. Regulatory approval of our product candidates is not guaranteed, and the approval process is expensive and may take several years. **A A** It is difficult and costly to protect our intellectual property rights. **A A** If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. **A A** On September 4, 2024, we restated our annual report on Form 10-K for the year ended December 31, 2023, as a result of a re-audit of our 2022 financial statements, and there may be some risk of regulatory, shareholder / investor or other actions or consequences as a result of the restatement. **A A** The future issuance of equity or of debt securities that are convertible into common stock will dilute our share capital. **A** If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. **A** Implications of Being an Emerging Growth Company **A** As a smaller reporting company, and as a company with less than \$1.235 billion in revenue during our last fiscal year, we qualify as an “emerging growth company” as defined in the JOBS Act. For so long as we remain an emerging growth company, we are permitted and intend to rely on exemptions from specified disclosure and other requirements that are applicable to other public companies that are not emerging growth companies. These exemptions include: **A** being permitted to provide only two years of audited financial statements, in addition to any required unaudited interim financial statements, with correspondingly reduced “Management’s Discussion and Analysis of Financial Condition and Results of Operations” disclosure; **A** not being required to comply with the auditor attestation requirements in the assessment of our internal control over financial reporting; **A** not being required to comply with any mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements; **A** reduced disclosure obligations regarding executive compensation; and **A** exemptions from the requirements of holding a non-binding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. **10 A** We may take advantage of the above provisions for up to five years or until such earlier time that we are no longer an emerging growth company. We would cease to be an emerging growth company if we have more than \$1.235 billion in annual revenues, have more than \$700 million in market value of our capital stock held by non-affiliates or issue more than \$1.0 billion of non-convertible debt over a three-year period. We may also choose to take advantage of some, but not all, of the available exemptions. We have taken advantage of some reduced reporting requirements in this prospectus. Accordingly, the information contained in this prospectus may be different than the information you receive from other public companies in which you hold stock. **A** In addition, the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. This provision allows an emerging growth company to delay the adoption of some accounting standards until those standards would otherwise apply to private companies. We have irrevocably elected not to avail ourselves of this extended transition period for adopting new or revised accounting standards and, therefore, we will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies. **A Corporate Information** **The Company** was formed as a limited liability company in the state of Maryland in December 2012 and was converted to a C corporation in August 2016. In June 2018, Shuttle completed a share exchange with Shuttle Pharma Acquisition Corp. Inc. (“Acquisition Corp.”), pursuant to which Shuttle Pharmaceuticals, Inc. became a subsidiary of Acquisition Corp. and we subsequently changed the name of Acquisition Corp. to Shuttle Pharmaceuticals Holdings, Inc. **A** Our executive offices are located at 401 Professional Drive, Suite 260, Gaithersburg, MD 20879 and our telephone number is (240) 430-4212. Our corporate website is www.shuttlepharma.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports, if any, are available to you free of charge through the “Investor Relations” section of our website as soon as reasonably practicable after such materials have been electronically filed with or furnished to the SEC. Information contained on our websites does not form a part of this prospectus. **11 A THE OFFERING** **A Common stock** we are offering: Up to [*] shares of common stock based on an assumed public offering price of \$[*] per share of common stock, which is equal to the last sale price of our common stock as reported by Nasdaq on [*], 2025. **A Pre-Funded Warrants** to be offered: We are also offering up to [*] Pre-Funded Warrants to purchase up to [*] shares of common stock in lieu of shares of common stock to each purchaser whose purchase of shares of common stock in this offering would otherwise result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of our outstanding common stock immediately following the consummation of this offering. The purchase price of each Pre-Funded Warrant will equal the price at which one share of common stock is being sold to the public in this offering, minus \$0.001, and the exercise price of each Pre-Funded Warrant will be \$0.001 per share. The Pre-Funded Warrants will be exercisable immediately and may be exercised at any time until all of the Pre-Funded Warrants are exercised in full. For each Pre-Funded Warrant we sell, the number of shares of Common Stock we are offering will be decreased on a one-for-one basis. **A** This prospectus also relates to the offering of our common stock issuable upon exercise of the Pre-Funded Warrants. See “Description of Securities We Are Offering” Pre-Funded Warrants. **A Common stock** outstanding before this offering: 4,076,568 shares of common stock (1) **A Common stock** outstanding immediately after this offering: [*] shares (assuming we sell only shares of common stock and no Pre-Funded Warrants). **A Dividend policy:** We have never paid cash dividends on our common stock and we do not anticipate paying any cash dividends in the foreseeable future. See the section entitled “Dividend Policy.” **A Use of proceeds:** We estimate that the net proceeds from this offering will be approximately \$[*] million, based on an assumed public offering price of \$[*] per share of common stock, which was the closing price of our common stock on Nasdaq on [*], 2025, after deducting the cash fees to be paid to the Underwriter and estimated offering expenses payable by us, and excluding the proceeds, if any, from the exercise of the Warrants in this offering. **A** We intend to use the net proceeds from this offering to fund IND-enabling and Phase I and II clinical trials of product candidates, including \$2.8 million in payments that will be owed to Theradex Systems, Inc., the clinical research organization (CRO) supporting our Phase II clinical trials for radiation sensitizer Ropidoxuridine. We anticipate that the funds raised from this offering will allow us to make substantial progress with the Phase II clinical trial, but we will likely require additional funds. See “Use of Proceeds” beginning on page 43 below. **A Nasdaq trading symbol:** Our common stock is listed on Nasdaq under the symbol “SHPH.” There is no established trading market for the Pre-Funded Warrants, and we do not expect a market to develop. In addition, we do not intend to apply for the listing of the Pre-Funded Warrants on any national securities exchange or other trading market. Without an active trading market, the liquidity of the Pre-Funded Warrants will be limited. **A Risk Factors:** See “Risk Factors” beginning on page 13 of this prospectus and other information included in this prospectus for a discussion of the risk factors you should consider carefully when making an investment decision. **A (1)** The number of shares of our common stock outstanding before this offering is based on 4,076,568 shares of our common stock outstanding as of February [*], 2025, and, unless otherwise indicated, excludes, as of that date: (i) 3,464,281 warrants to purchase common stock, exercisable at an average exercise price of \$1.89 per share; (ii) 1,826,000 pre-funded warrants issued in our October 2024 offering; and (iii) 732,134 shares issuable under the convertible bridge notes issued in the October 2024 Convertible Note Offering. **A** Except as otherwise indicated, the information in this prospectus assumes no exercise of any Warrants to be issued in this offering. **12 A RISK FACTORS** **A** An investment in our common stock involves a high degree of risk. You should carefully consider the following risk factors and all the other information in this registration statement before you decide to buy our common stock. If any of the following risks related to our business actually occurs, our business, financial condition, operating results, and prospects would be adversely affected. The market price of our common stock could decline due to any of these risks and uncertainties related to our business, or related to an investment in our common stock, and you may lose part or all of your investment. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. Certain statements below are forward-looking statements. **A Risks Related to this Offering** **A Sales** of substantial amounts of our securities in the public market could depress the market price of our common stock. **A** Our common stock is listed for trading on the Nasdaq Capital Market. If our stockholders sell substantial amounts of our common stock in the public market, or the market perceives that such sales may occur, the market price of our securities could fall and we may be unable to sell our securities in the future. **A** Our securities may experience extreme price and volume fluctuations, which could lead to costly litigation for us and make an investment in us less appealing. **A** The market price of our common stock may fluctuate substantially due to a variety of factors, including: **A** the status and results of our clinical trials for our product candidate; **A** our ability to fund and complete our study and, if such study provides data supporting an FDA submission, our ability to apply for and obtain clearance from the FDA; **A** our ability to remain a going concern; **A** our ability to maintain our Nasdaq listing; **A** our business strategy and plans; **A** the potential market for our product candidate, if approved for sale in the U.S.; **A** new regulatory pronouncements and changes in regulatory guidelines and timing of regulatory approvals; **A** general and industry-specific economic conditions; **A** variations in our quarterly financial and operating results, including the rate at which we incur negative cash flow in future periods; **A** additions to or departures of our key personnel; **A** changes in market valuations of other companies that operate in our business segments or in our industry; **A** lack of trading liquidity; **A** if our product is approved and becomes available for us to sell in the U.S., whether we ultimately achieve profitability or not; **A** changes in accounting principles; and **A** general market conditions, economic and other external factors. **A** The market prices of the securities of early-stage companies, particularly companies like ours that are seeking to obtain regulatory approval of their product candidate and do not yet generate operating revenue, have been highly volatile and are likely to remain highly volatile in the future. This volatility has often been unrelated to the operating performance of particular companies. In the past, companies that experience volatility in the market price of their securities have often faced securities class action litigation. Whether or not meritorious, litigation brought against us could result in substantial costs, divert our management’s attention and resources and harm our financial condition and results of operations. **13 A** Although we have no preferred stock outstanding as of the date hereof and we have currently no intention to issue any preferred stock, our common stockholders could be adversely affected by the issuance by us of preferred stock in the future, if any. **A** Our certificate of incorporation does not restrict our ability to offer one or more series of preferred stock, any or all of which could rank equally with or have preferences over our common stock as to dividend payments, voting rights, rights upon liquidation or other types of rights. Our board of directors has the authority, without further action by the stockholders, to issue shares of preferred stock in one or more series and to fix the rights, preferences and the number of shares constituting any series or the designation of such series. In the case our board of directors decides to issue any preferred stock, we would have no obligation to consider the specific interests of the holders of common stock in creating any such series of preferred stock or engaging in any such offering or transaction. Our creation of any series of preferred stock or our engaging in any such offering or transaction could have a material adverse effect on holders of our common stock. **A** We have broad discretion in how we use the net proceeds of this offering, and we may not use these proceeds effectively or in ways with which you agree. **A** Our management will have broad discretion as to the application of the net proceeds of this offering and could use them for purposes other than those contemplated at the time of the offering. We currently intend to use the net proceeds from the offering to fund IND-enabling and Phase I and II clinical trials of product candidates, including radiation sensitizer Ropidoxuridine, IPdR/TPi and the HDAC inhibitor small molecule technology platform, potential acquisition or in-licensing activities and working capital and general corporate purposes. Our stockholders may not agree with the manner in which our management chooses to allocate and spend the net proceeds. Moreover, our management may use the net proceeds for corporate purposes that may not increase the market price of our common stock. **A** If we fail to comply with the continued listing requirements of Nasdaq, it could result in our common stock being delisted, which could adversely affect the market price and liquidity of our securities and could have other adverse effects. **A** On September 10, 2024, we received a letter (the “Notification”) from Nasdaq notifying the Company that it is no longer in compliance with the minimum stockholders’ equity requirement for continued listing on the Nasdaq Capital Market. Nasdaq Listing Rule 5550(b)(1) requires listed companies to maintain stockholders’ equity of at least \$2,500,000. In the Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2024, the Company reported stockholders’ equity of \$801,434, which is below the minimum stockholders’ equity required for continued listing pursuant to Nasdaq Listing Rule 5550(b)(1). In addition, presently, the Company does not meet the alternatives of market value of listed securities or net income from continuing operations. **A** This Company has since submitted to Nasdaq a plan to regain compliance with the stockholders’ equity requirement and Nasdaq has granted us until March 10, 2025 to raise additional capital to bring us back into compliance. In addition, we will be required to submit certain pro forma balance sheet information to Nasdaq on or prior to March 10, 2025 to show that our capital raise efforts have brought us back into compliance and will also be required to show compliance upon the filing of our Quarterly Report on Form 10-Q for the period ending March 31, 2025. **A** While we aim to regain compliance with Nasdaq’s stockholders equity requirement, we nonetheless run the risk that our stock may be delisted if we fail to comply with Nasdaq listing requirements. In the event our common stock is delisted, we may seek to have our common stock quoted on an over-the-counter marketplace, such as on the OTCQX. The OTCQX is not a stock exchange, and if our common stock trades on the OTCQX rather than a securities exchange, there may be significantly less trading volume and analyst coverage of, and significantly less investor interest in, our common stock, which may lead to lower trading prices for our common stock. **14 A** Any potential delisting of our common stock from the Nasdaq may have materially adverse consequences to our stockholders, including: **A** a reduced market price and liquidity with respect to our shares of common stock, which could make our ability to raise new investment capital more difficult; **A** limited dissemination of market price of our common stock; **A** limited news coverage; **A** limited interest by investors in our common stock; **A** volatility of the prices of our common stock, due to low trading volume; **A** our common stock being considered a “penny stock,” which would result in broker-dealers participating in sales of our common stock being subject to the regulations set forth in Rules 15c-2 through 15c-9 promulgated under the Exchange Act **A** increased difficulty in selling our common stock in certain states due to “blue sky” restrictions; and **A** limited ability to issue additional securities or to secure additional financing. **A** If you purchase our securities in this offering, you may experience future dilution as a result of future equity offerings or other equity issuances. **A** We may offer and issue additional shares of our common stock or other securities convertible into or exchangeable for our common stock in the future. We are generally not restricted from issuing additional securities, including shares of common stock, securities that are convertible into or exchangeable for, or that represent the right to receive, common stock or substantially similar securities. The issuance of securities in future offerings may cause dilution to our stockholders, including investors in this offering. We cannot assure you that we will be able to sell shares or other securities in any other offering at a price per share that is equal to or greater than the price per share paid by investors in this offering, and investors purchasing other securities in the future could have rights superior to existing stockholders. The price per share at which we sell additional shares of our common stock or other securities convertible into or exchangeable for our common stock in future transactions may be higher or lower than the price per share in this offering. **A** Trading of our common stock may be limited, making it difficult for our stockholders to sell their shares, and future sales of common stock could reduce our stock price. **A** Our common stock currently trades on Nasdaq under the ticker “SHPH.” The liquidity of our common stock may be limited, including in terms of the number of shares that can be bought and sold at a given price and reduction in security analysts’ and the media’s coverage of us, if any. These factors may result in different prices for our common stock than might otherwise be obtained in a more liquid market and could also result in a larger spread between the bid and asked prices for our common stock. In addition, in the absence of a large market capitalization, our common stock is less liquid than the stock of companies with broader public ownership, and, as a result, the trading prices of our common stock may be more volatile. In the absence of an active public trading market, an investor may be unable to liquidate his/her investment in our common stock. Trading of a relatively small volume of our common stock may have a greater impact on the trading price of our stock. We cannot predict the prices at which our common stock will trade in the future, if at all. **A** We do not currently intend to pay dividends on our common stock in the foreseeable future and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock. **A** We do not anticipate paying any cash dividends to holders of our common stock for the foreseeable future. Consequently, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares. **A** The offering price of the common stock or Pre-Funded Warrants may not be indicative of the value of our assets or the price at which securities can be resold. The offering price of the common stock or Pre-Funded Warrants may not be an indication of our actual value. **A** The public offering price per common stock or Pre-Funded Warrant is being determined based upon negotiations between the Company and the Underwriter. Factors taken into consideration include the trading volume of our common stock prior to this offering, the historical prices at which our shares of common stock have recently traded, the history and prospects of our business, the stage of development of our business, our business plans for the future

and the extent to which they have been implemented, an assessment of our management, general conditions of the securities markets at the time of the offering, and such other factors as we and the Underwriter deems relevant. No assurance can be given that our common stock can be resold at the public offering price for the shares. You may not receive a positive return on your investment when you sell your shares of common stock and you may lose the entire amount of your investment in the common stock and Pre-Funded Warrants. A 15 A The Pre-Funded Warrants are speculative in nature. A The Pre-Funded Warrants offered hereby do not confer any rights of common stock ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire shares of common stock at a fixed price. Specifically, commencing on the date of issuance, holders of the Pre-Funded Warrants may acquire the common stock issuable upon exercise of such warrants at an exercise price of \$[0.001] per share. Moreover, following this offering, the market value of the Pre-Funded Warrants will be uncertain and there can be no assurance that the market value of such Pre-Funded Warrants will equal or exceed their public offering price. A If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline. A The trading market for our common stock may depend in part on research and reports that securities or industry analysts publish about us or our business. Securities and industry analysts do not currently, and may never, publish research on us. If securities or industry analysts do not cover us or commence coverage of us, the trading price for our stock would likely be negatively impacted. In the event securities or industry analysts initiate coverage, if one or more of the analysts who covers us downgrades our stock or publishes inaccurate or unfavorable research about our business, our stock price may decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline. A FINRA sales practice requirements may limit a stockholder’s ability to buy and sell our securities. A Effective June 30, 2020, the SEC implemented Regulation Best Interest requiring that “a broker, dealer, or a natural person who is an associated person of a broker or dealer, when making a recommendation of any securities transaction or investment strategy involving securities (including account recommendations) to a retail customer, shall act in the best interest of the retail customer at the time the recommendation is made, without placing the financial or other interest of the broker, dealer, or natural person who is an associated person of a broker or dealer making the recommendation ahead of the interest of the retail customer.” This is a significantly higher standard for broker-dealers to recommend securities to retail customers than before under FINRA’s suitability rules. A FINRA suitability rules do still apply to institutional investors and require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending securities to their customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information, and for retail customers determine the investment is in the customer’s “best interest” and meet other SEC requirements. As a result, fewer broker-dealers may be willing to make a market in our common stock, reducing a stockholder’s ability to resell shares of our common stock. A This offering may cause the trading price of our shares of common stock to decrease. A The price per common stock or Pre-Funded Warrant, may result in an immediate decrease in the market price of our shares. This decrease may continue after the completion of this offering. A Resales of our shares of common stock in the public market by the stockholders as a result of this offering may cause the market price of our shares of common stock to decline. A Sales of substantial amounts of our shares of common stock in the public market, or the perception that such sales might occur, could adversely affect the market price of our shares of common stock. The issuance of new shares of common stock could result in resales of our shares of common stock by our current shareholders concerned about the potential ownership dilution of their holdings. Furthermore, in the future, we may issue additional shares of common stock or other equity or debt securities exercisable or convertible into shares of common stock. Any such issuance could result in substantial dilution to our existing shareholders and could cause our stock price to decline. A 16 A Risks Related to Our Business, Financial Condition and Capital Requirements A Our consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business; our ability to continue as a going concern is dependent upon our ability to successfully conduct clinical trials, bring a drug candidate to commercialization, generate revenues, and to raise additional equity or debt financing to fund our operations. A Our consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has a net loss of approximately \$7.5 million and no revenues for the nine months ended September 30, 2024 and has a working capital deficit of approximately \$1.3 million as of September 30, 2024. The Company does not expect to generate positive cash flows from operating activities in the near future. In September 2024, the Company’s CEO provided \$250 thousand to the Company in exchange for a promissory note repayable in equal monthly installments of principal and interest over a term of one year. In October 2024, the Company completed an offering of senior secured convertible bridge notes, receiving \$790 thousand in cash. The notes have a term of one-year and were accompanied by 329,461 warrants with a weighted-average exercise price of \$1.42 per share. Also in October 2024, the Company completed an equity raise that provided \$3.9 million net cash in exchange for the issuance of 2.9 million shares / pre-funded warrants, and 2.9 million warrants with an exercise price of \$1.40 per share. However, the Company’s existing cash resources and the cash received from the equity offering and senior convertible note are not expected to provide sufficient funds to carry out the Company’s operations and clinical trials through the next 12 months. The Company’s capital raises have to date supported operations, the manufacture of drug product and FDA approval of the IND for the Phase II clinical trial of Ropidoxuridine and radiation therapy in glioblastoma and other radiation sensitizer discovery and therapy. The FDA recommended and the Company agreed to an expansion of the Phase II clinical trial, necessitating additional capital to complete the trial as well as fund ongoing operations. Additionally, the Phase II clinical trial of Ropidoxuridine has evolved with finalized agreements with all six of the planned site enrollment locations to administer the Phase II clinical trial of Ropidoxuridine and the enrollment of a total of 15 patients, representing 38% of the patients required to complete the first phase of the study. The ability of the Company to continue as a going concern is dependent upon our ability to continue to successfully raise additional equity or debt financing to fund ongoing operations, conduct clinical trials and bring a drug candidate to commercialization to generate revenues. A Our success is primarily dependent on the successful development, regulatory approval and commercialization of our product candidates, all of which are in the early stages of development. A We currently have one clinical stage product candidate in the early stages of development. Ropidoxuridine has undergone an SBIR funded Phase I clinical trial at Lifespan/Rhode Island Hospital. We also have an HDAC inhibitor small molecule platform. The three lead drug candidate molecules are in preclinical phases of development. None of our product candidates have gained marketing approval for sale in the United States or any other country, and we cannot guarantee that we will ever have marketable products. To date, we have invested substantially all of our efforts and financial resources in the research and development and commercial planning for our current product candidate and our HDAC small molecule delivery platform. Our near-term prospects, including our ability to finance our Company and generate revenue, as well as our future growth, will depend heavily on the development, marketing approval and commercialization of our product candidates. The clinical and commercial success of product candidates will depend on a number of factors, including the following: A A — building on favorable results from our Phase I clinical trial for IPdR and proceeding to Phase II and Phase III clinical trials, which may be slower or cost more than we currently anticipate; A A — our ability to demonstrate safety and efficacy of our product candidates, which are ongoing determinations that are solely within the authority of the FDA; A A — even if our clinical trials are completed, there can be no assurance that the FDA will agree that we have satisfactorily demonstrated safety or efficacy or that the FDA will not raise new issues regarding the design of our clinical trials; A 17 A A — whether we are required by the FDA to conduct additional clinical trials to support the approval of our product candidates; A A A — the acceptance by the FDA of our proposed parameters for regulatory approval, including our proposed indication, endpoints and endpoint measurement tools relating to our product candidates; A A A — the incidence, duration and severity of adverse side effects; A A A — the timely receipt of necessary marketing approvals from the FDA; A A A — whether we are able to secure collaborations for completing the development and, if approved, commercialization of our product candidates; A A — the effectiveness of our and our potential collaborators’ marketing, sales and distribution strategy and operations of product candidates that are approved; A A A — our success in educating physicians and patients about the benefits, administration and use of our product candidates; A A A — the ability of our third-party manufacturers and potential collaborators to manufacture clinical trial and commercial supplies of our product candidates to remain in good standing with regulatory bodies, and to develop, validate and maintain commercially viable manufacturing processes that are compliant with current Good Manufacturing Practices (“cGMP”) regulations; A A A — our ability to commercialize our product candidates, if approved for marketing; A A A — our ability to enforce our intellectual property rights; A A A — our ability to avoid third-party patent interference or patent infringement claims; A A A — acceptance of our product candidates as safe and effective by patients and the medical community; and A A A — a continued acceptable quality profile of our product candidates following approval. A Many of the above-listed risk factors are beyond our control. Accordingly, we cannot assure you that we will ever be able to generate revenue through the sale of our product candidates. Any one of these factors or other factors discussed in this registration statement could affect our ability to commercialize product candidates, which could impact our ability to earn sufficient revenues to transition from a developmental stage company and continue our business. If we do not obtain marketing approval of and commercialization of our product candidates, or are significantly delayed in doing so, our business will be materially harmed. We have a limited operating history and have incurred significant losses since our inception, and we anticipate that we will continue to incur losses for the foreseeable future and may never achieve or maintain profitability. A We are a clinical stage pharmaceutical company, preparing to commence Phase II clinical trials of our lead drug candidate, with a limited operating history upon which you can evaluate our business and prospects. Specialty pharmaceutical product development is a highly speculative undertaking and involves a substantial degree of risk. We do not currently have any product candidates in advanced clinical trials or approved for sale, and we continue to incur significant research and development and general and administrative expenses related to our operations. In addition, we have limited experience and have not yet demonstrated an ability to successfully overcome many of the risks and uncertainties frequently encountered by companies in new and rapidly evolving fields, particularly in the specialty pharmaceutical industry. We have not generated any revenue and have incurred losses in each year since our founding in December 2012. Our accumulated deficit as of December 31, 2023 was \$25.4 million. We expect to continue to incur significant losses for the foreseeable future. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. A 18 A We currently have no source of product sales revenue. A We have not yet completed clinical trials and thus do not yet have commercial sales of our products and have not yet generated any revenues from commercial sales of our product candidates. Our ability to generate product revenue depends upon our ability to develop and commercialize products, including any of our current product candidates or other product candidates that we may develop, in-license or acquire in the future. We do not anticipate generating revenue from the sale of products for the foreseeable future. Our ability to generate future product revenue from our current or future product candidates also depends on a number of additional factors, including our ability to: A A — complete research and clinical development of current and future product candidates, either directly or through collaborative relationships; A A A — establish and maintain supply and manufacturing relationships with third parties, and ensure adequate and legally compliant manufacturing of bulk drug substances and drug products to maintain that supply; A A A — obtain regulatory approval from relevant regulatory authorities in jurisdictions where we intend to market our product candidates, either directly or through collaborative relationships; A A A — launch and commercialize future product candidates for which we obtain marketing approval, if any, through collaborative partners; A A A — obtain coverage and adequate product reimbursement from third-party payors, including government payors; A A A — achieve market acceptance for our products, if any; A A A — establish, maintain and protect our intellectual property rights; and A A A — attract, hire and retain qualified personnel. A In addition, because of the numerous risks and uncertainties associated with clinical product development, including that our product candidates may not advance through development or achieve the endpoints of applicable clinical trials, we are unable to predict the timing or amount of any potential future product sales revenues. Our expenses also could increase beyond expectations if we decide to or are required by the FDA, or comparable foreign regulatory authorities, to perform studies or trials in addition to those that we currently anticipate. Even if we complete the development and regulatory processes described above, we anticipate incurring significant costs associated with launching and commercializing these products. A The market may not be receptive to our product candidates based on our novel therapeutic modality, and we may not generate any future revenue from the sale or licensing of product candidates. A Even if approval is obtained for a product candidate, we may not generate or sustain revenue from sales of the product due to factors such as whether the product can be sold at a competitive cost and otherwise accepted in the market. The product candidates that we are developing are based on new delivery platform therapeutic approaches (there currently is no drug which has FDA approval for indications of radiation sensitization). Market participants with significant influence over acceptance of new treatments, such as physicians and third-party payors, may not accept our delivery platform, and we may not be able to convince the medical community and third-party payors to accept and use, or to provide favorable reimbursement for, any product candidates developed by us. Market acceptance of our product candidates will depend on, among other factors: A A — timing of our receipt of any marketing and commercialization approvals; A A — terms of any approvals and the countries in which approvals are obtained; A A A — safety and efficacy of our product candidates, which are determinations solely within the authority of the FDA; A 19 A A — prevalence and severity of any adverse side effects associated with our product candidates; A A A — warnings contained in any labeling approved by the FDA or other regulatory authority; A A A — convenience and ease of administration of our product candidates; A A A — success of our physician education programs; A A A — availability of adequate government and third-party payor reimbursement; A A A — pricing of our products, particularly as compared to alternative treatments; and A A A — availability of alternative effective products for indications our product candidates are intended to treat. A We will require substantial additional financing in order to obtain marketing approval of our product candidates and commercialize our product candidates; a failure to obtain this necessary capital when needed on acceptable terms, or at all, could force us to delay, limit, reduce or terminate our product development, other operations or commercialization efforts. A Since our inception, substantially all of our resources have been dedicated to the preclinical and clinical development of our HDAC small molecule delivery platform and our initial product candidate, Ropidoxuridine. Our capital needs to date have been met by contributions from existing stockholders, as well as through private offerings and IPO of our securities and our SBIR contracts. We believe that we will continue to expend substantial resources for the foreseeable future on the completion of clinical development and regulatory preparedness of our product candidates, preparations for a commercial launch of our product candidates, if approved, and development of any other current or future product candidates we may choose to further develop. These expenditures will include costs associated with research and development, conducting preclinical studies and clinical trials, obtaining marketing approvals, and, if we are not able to enter into planned collaborations, manufacturing and supply as well as marketing and selling any products approved for sale. In addition, other unanticipated costs may arise. Because the outcome of any drug development process is highly uncertain, we cannot reasonably estimate the actual amounts necessary to complete the development and commercialization of our current product candidates, if approved, or future product candidates, if any. A We believe that the proceeds we received in our IPO and subsequent follow-on convertible note offerings and capital raises, for which we received additional net proceeds of \$8.4 million, and with our existing capital resources, will not be sufficient to fund our operations one year after the date that the consolidated financial statements are issued without additional capital infusion. We anticipate we will need to seek additional funding through public or private equity or debt financings or other sources, such as through a rights offering, strategic collaborations or grants and contracts. Such financing may result in dilution to stockholders, imposition of debt covenants and repayment obligations, or other restrictions that may adversely affect our business. In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. A Our future capital requirements depend on many factors, including: A A — the scope, progress, results and costs of researching and developing our current product candidates, future product candidates and conducting preclinical and clinical trials; A A A — the cost of commercialization activities if our current product candidates and future product candidates are approved for sale, including securing collaborative ventures for completing development of, securing marketing approval for and ultimately marketing, selling and distributing our product candidates, if approved or building a corporate infrastructure if we have to undertake these activities directly; A A — our ability to establish and maintain strategic collaborations, licensing or other arrangements and the financial terms of such agreements; A A A — the number and characteristics of any additional product candidates we may develop or acquire; A A A — any product liability or other lawsuits related to our products or commenced against us; A A A — the expenses needed to attract and retain skilled personnel; A A — the costs associated with being a public company; A A A — the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims, including litigation costs and the outcome of such litigation; and A A A — the timing, receipt and amount of sales of, or royalties on, any future approved products,

if any. A 20 A A Additional funds may not be available when we need them, on terms that are acceptable to us, or at all. If adequate funds are not available to us on a timely basis, we may be required to: A A A— delay, limit, reduce or terminate preclinical studies, clinical trials or other development activities for our current product candidates or future product candidates, if any; A A A A A— delay, limit, reduce or terminate our research and development activities; or A A A A A— delay, limit, reduce or terminate our establishment of sales and marketing capabilities or other activities that may be necessary to commercialize our current or future product candidates. A Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights to our technologies or product candidates. A We may seek additional capital through a combination of public and private equity offerings, debt financings, strategic collaborations and alliances and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms may include liquidation or other preferences that adversely affect your rights as a stockholder. The incurrence of indebtedness would result in increased fixed payment obligations and could involve certain restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. If we raise additional funds through strategic collaborations and alliances and licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies or product candidates or grant licenses on terms unfavorable to us. A Unfavorable and/or unstable global market and economic conditions, including those caused by the ongoing conflicts between the Ukraine and Russia, Israel and Hamas, and any resurgence in the COVID-19 pandemic or development of new pandemic, could have serious adverse consequences on our business, financial condition and results of operations. A The global economy, including credit and financial markets, has experienced extreme volatility and disruptions as a result of the ongoing conflict between the Ukraine and Russia, Israel and Hamas, and challenges arising from any resurgence in the COVID-19 pandemic, or any other development of a new pandemic, including severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates, increases in inflation rates and uncertainty about economic stability. Our results of operations could be adversely affected by the general conditions of the global economy and the global financial markets. In addition, any such volatility and disruptions may have adverse consequences on us or the third parties upon whom we rely. For example, in 2008, the global financial crisis caused extreme volatility and disruptions in the capital and credit markets and the COVID-19 pandemic caused significant volatility and uncertainty in U.S. and international markets. Inflation rates, particularly in the United States, have increased recently to levels not seen in years. Increased inflation may result in increased operating costs (including our labor costs), reduced liquidity, and limitations on our ability to access credit or otherwise raise debt and equity capital. In addition, the United States Federal Reserve has raised, and may again raise, interest rates in response to concerns about inflation. Increases in interest rates, especially if coupled with reduced government spending and volatility in financial markets, may have the effect of further increasing economic uncertainty and heightening these risks, which may impact our ability to raise additional capital in the future. A The March 2023 failure of Silicon Valley Bank, the pressure such failure has placed on other mid-sized banks, and its potential near- and long-term effects on the biotechnology industry and its participants such as our vendors, suppliers and investors, may also adversely affect our operations and stock price. In addition, U.S. and global markets are experiencing volatility and disruption following the escalation of geopolitical tensions and the wars between Russia and Ukraine and Israel and Hamas. On February 24, 2022, a full-scale military invasion of Ukraine by Russian troops began. Following the October 7, 2023 Hamas terrorist attacks in Israel, the Israel-Hamas war has had devastating impacts and caused destabilization in the Middle East. Although the length and impact of the ongoing military conflicts is highly unpredictable, the conflicts have led to market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as supply chain disruptions. In addition, various of Russia’s actions have led to sanctions and other penalties being levied by the United States, Australia, the European Union and other countries, as well as other public and private actors and companies, against Russia and certain other geographic areas, including agreement to remove certain Russian financial institutions from the Society for Worldwide Interbank Financial Telecommunication payment system and restrictions on imports of Russian oil, liquefied natural gas and coal. Additional potential sanctions and penalties have also been proposed and/or threatened. Russian military actions and the resulting sanctions could disrupt or otherwise adversely impact our operations and the operations of third parties upon which we rely, as well as the global economy and financial markets, and lead to instability and lack of liquidity in capital markets, potentially making it more difficult for us to obtain additional funds. Related sanctions, export controls or other actions that may be initiated by nations including the United States, the European Union or Russia (e.g., potential cyberattacks, disruption of energy flows, etc.), which could adversely affect our business and/or our supply chain, our CROs, CMOs and other third parties with which we conduct business. A severe or prolonged economic downturn, inflationary environment, rising interest rates, or political unrest could result in a variety of risks to our business, including, weakened demand for our product candidates and our ability to raise additional capital when needed on acceptable terms, if at all. A weak or declining economy could also strain our suppliers, possibly resulting in supply disruption, or cause our customers to delay making payments for our services. The extent and duration of the military action, sanctions, and resulting market disruptions are impossible to predict, but could be substantial. Any such disruptions may also magnify the impact of other risks described in this registration statement and elsewhere herein. A 21 A A Our product candidates are in the early stages of development and may fail in development or suffer delays that materially adversely affect their commercial viability. A We have no products on the market and all of our product candidates are in the early stages of development. Our ability to achieve and sustain profitability depends on obtaining regulatory approvals, including IRB approval, for and commercializing our product candidates, either alone or with third parties. Before obtaining regulatory approval for the commercial distribution of our product candidates, we or one of our collaborators must conduct extensive preclinical tests and clinical trials to demonstrate the safety and efficacy in humans of our product candidates, the final determination of which rests solely in the authority of the FDA. Preclinical testing and clinical trials are expensive, difficult to design and implement, can take many years to complete and are uncertain as to outcome. The start or end of a clinical study is often delayed or halted due to changing regulatory requirements, manufacturing challenges, required clinical trial administrative actions, slower than anticipated patient enrollment, changing standards of care, availability or prevalence of use of a comparative drug or required prior therapy, clinical outcomes or financial constraints. For instance, delays or difficulties in patient enrollment or difficulties in retaining trial participants can result in increased costs, longer development times or termination of a clinical trial. Clinical trials of a new product candidate require the enrollment of a sufficient number of patients, including patients who are suffering from the disease the product candidate is intended to treat and who meet other eligibility criteria. Rates of patient enrollment are affected by many factors, including the size of the patient population, the eligibility criteria for the clinical trial, the age and condition of the patients, the stage and severity of disease, the nature of the protocol, the proximity of patients to clinical sites and the availability of effective treatments for the relevant disease. A product candidate can unexpectedly fail at any stage of preclinical and clinical development. The historical failure rate for product candidates is high due to scientific feasibility, lack of quality and effectiveness, changing standards of medical care and other variables. The results from preclinical or early clinical trials of a product candidate may not predict the results that will be obtained in later phase clinical trials of the product candidate. We, the FDA or other applicable regulatory authorities may suspend clinical trials of a product candidate at any time for various reasons, including a belief that subjects participating in such trials are being exposed to unacceptable health risks or adverse side effects. We may not have the financial resources to continue development of, or to enter into collaborations for, a product candidate if we experience any problems or other unforeseen events that delay or prevent regulatory approval of, or our ability to commercialize, product candidates, including: A A A— negative or inconclusive results from our clinical trials or the clinical trials of others for product candidates similar to ours, leading to a decision or requirement to conduct additional preclinical testing or clinical trials or abandon a program; A A A A A— serious and unexpected drug-related side effects experienced by participants in our clinical trials or by individuals using drugs similar to our product candidates; A A A A A— delays in submitting an Investigational New Drug application (aINDa) or delays or failure in obtaining the necessary approvals from regulators to commence a clinical trial, or a suspension or termination of a clinical trial once commenced; A A A A A— conditions imposed by the FDA or comparable foreign authorities regarding the scope or design of our clinical trials; A A A A A— delays in enrolling research subjects in clinical trials; A A A A A— high drop-out rates of research subjects; A A A A A— greater than anticipated clinical trial costs; A A A A A— poor effectiveness of our product candidates during clinical trials; A A A A A— unfavorable FDA or other regulatory agency inspection and review of a clinical trial site; A A A A A— failure of our third-party contractors or investigators to comply with regulatory requirements or otherwise meet their contractual obligations in a timely manner, or at all; A A A A A— delays and changes in regulatory requirements, policy and guidelines, including the imposition of additional regulatory oversight around clinical testing generally or with respect to our technology in particular; or A A A A A— varying interpretations of data by the FDA and similar foreign regulatory agencies. A 22 A A If third parties on which we depend to conduct our preclinical studies, or any future clinical trials, do not perform as contractually required, fail to satisfy regulatory or legal requirements or miss expected deadlines, our development program could be delayed with materially adverse effects on our business, financial condition, results of operations and prospects. A We are relying on third party collaborators to conduct our efficacy clinical trials for Ropidoxuridine and plan to rely on third party clinical investigators, CROs, clinical data management organizations and consultants to design, conduct, supervise and monitor preclinical studies of our product candidates and will do the same for any clinical trials. Because we plan to largely rely on third parties and do not have the ability to conduct preclinical studies or clinical trials independently, we have less control over the timing, quality and other aspects of preclinical studies and clinical trials than we would if we conducted them on our own. These investigators, CROs, and consultants are not our employees and we have limited control over the amount of time and resources that they dedicate to our programs. These third parties may have contractual relationships with other entities, some of which may be our competitors, which may draw time and resources from our programs. The third parties with whom we contract might not be diligent, careful or timely in conducting our preclinical studies or clinical trials, resulting in the preclinical studies or clinical trials being delayed or unsuccessful. A If we cannot contract with acceptable third parties on commercially reasonable terms, or at all, or if these third parties do not carry out their contractual duties, satisfy legal and regulatory requirements for the conduct of preclinical studies or clinical trials or meet expected deadlines, our clinical development programs could be delayed and otherwise adversely affected. In all events, we are responsible for ensuring that each of our preclinical studies and clinical trials is conducted in accordance with the general investigational plan and protocols for the trial. The FDA requires clinical trials to be conducted in accordance with good clinical practices, including for conducting, recording and reporting the results of preclinical studies and clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity and confidentiality of clinical trial participants are protected. Our reliance on third parties that we do not control does not relieve us of these responsibilities and requirements. Any such event could have a material adverse effect on our business, financial condition, results of operations and/or prospects. A Because we rely on third party manufacturing and supply partners, our supply of research and development, preclinical and clinical development materials may become limited or interrupted or may not be of satisfactory quantity or quality. A We rely on third party supply and manufacturing partners to supply the materials and components for, and manufacture, our research and development, preclinical and clinical trial drug supplies. We do not own manufacturing facilities or supply sources for such components and materials. There can be no assurance that our supply of research and development, preclinical and clinical development drugs and other materials will not be limited, interrupted, restricted in certain geographic regions or of satisfactory quality or continue to be available at acceptable prices. In particular, any replacement of any drug product formulation manufacturer we may use could require significant effort and expertise in the event there are a limited number of qualified replacements for a particular product candidate. A The manufacturing process for a product candidate is subject to FDA and foreign regulatory authority review. Suppliers and manufacturers must meet applicable manufacturing requirements and undergo rigorous facility and process validation tests required by regulatory authorities in order to comply with regulatory standards, such as Current Good Manufacturing Practice (or cGMP). In the event that any of our suppliers or manufacturers fail to comply with such requirements or to perform its obligations to us in relation to quality, timing or otherwise, or if our supply of components or other materials becomes limited or interrupted for other reasons, we may be forced to manufacture the materials ourselves, for which we currently do not have the capabilities or resources, or enter into an agreement with another third party, which we may not be able to do on reasonable terms, if at all. In some cases, the technical skills or technology required to manufacture our product candidates may be unique or proprietary to the original manufacturer, and we may have difficulty, or there may be contractual restrictions prohibiting us from, transferring such skills or technology to another third party and a feasible alternative may not exist. These factors would increase our reliance on such manufacturer or require us to obtain a license from such manufacturer in order to have another third party manufacture our product candidates. If we are required to change manufacturers for any reason, we will be required to verify that the new manufacturer maintains facilities and procedures that comply with quality standards and with all applicable regulations and guidelines. The delays associated with the verification of a new manufacturer could negatively affect our ability to develop product candidates in a timely manner or within budget. A We expect to continue to rely on third party manufacturers if we receive regulatory approval for any product candidate. To the extent that we have existing or future manufacturing arrangements with third parties, we will depend on these third parties to perform their obligations in a timely manner consistent with contractual and regulatory requirements, including those related to quality control and assurance. If we are unable to obtain or maintain third-party manufacturing for product candidates, or to do so on commercially reasonable terms, we may not be able to fully develop and commercialize our product candidates. Our or a third party’s failure to execute on our manufacturing requirements could adversely affect our business in a number of ways, including: A A A— an inability to initiate or continue clinical trials of product candidates under development; A A A A A— delay in submitting regulatory applications, or receiving regulatory approvals, for product candidates; A 23 A A A A— loss of the cooperation of a collaborator; A A A A A— subjecting our product candidates to additional inspections by regulatory authorities; A A A A A— requirements to cease distribution or to recall batches of our product candidates; and A A A A A— in the event of approval to market and commercialize a product candidate, an inability to meet commercial demands for our products. A We may be unsuccessful in engaging in strategic transactions which could adversely affect our ability to develop and commercialize product candidates, impact our cash position, increase our expense and present significant distractions to our management. A From time to time, we may consider strategic transactions, such as collaborations, acquisitions of companies, asset purchases and out- or in-licensing of product candidates or technologies. In particular, we will evaluate and, if strategically attractive, seek to enter into additional collaborations, including with major biotechnology or pharmaceutical companies to complete development and marketing of our product candidates, if approved. The competition for collaborators is intense, and the negotiation process is time-consuming and complex. Any proposed collaboration may be on terms that are not optimal for us, and we may not be able to maintain any new or existing collaboration if, for example, development or approval of a product candidate is delayed, sales of an approved product candidate do not meet expectations or the collaborator terminates the collaboration. Any such collaboration, or other strategic transaction, may require us to incur non-recurring or other charges, increase our near- and long-term expenditures and pose significant integration or implementation challenges or disrupt our management or business. These transactions would entail numerous operational and financial risks, including exposure to unknown liabilities, disruption of our business and diversion of our management’s time and attention in order to manage a collaboration or develop acquired products, product candidates or technologies, incurrence of substantial debt or dilutive issuances of equity securities to pay transaction consideration or costs, higher than expected collaboration, acquisition or integration costs, write-downs of assets or goodwill or impairment charges, increased amortization expenses, difficulty and cost in facilitating the collaboration or combining the operations and personnel of any acquired business, impairment of relationships with key suppliers, manufacturers or customers of any acquired business due to changes in management and ownership and the inability to retain key employees of any acquired business. Accordingly, although there can be no assurance that we will undertake or successfully complete any transactions of the nature described above, any transactions that we do complete may be subject to the foregoing or other risks and have a material adverse effect on our business, results of operations, financial condition and prospects. Conversely, any failure to enter into any collaboration or other strategic transaction that would be beneficial to us could delay the development and potential commercialization of our product candidates and have a negative impact on the competitiveness of any product candidate that reaches market. A We face competition from entities that have developed or may develop product candidates for our target disease indications, including companies developing novel treatments and technology platforms based on modalities and technology similar to ours. If these companies develop technologies or product candidates more rapidly than we do or their technologies, including delivery technologies, are more effective, our ability to develop and commercialize product candidates may be adversely affected. A The development and commercialization of drugs is highly competitive. We compete with a variety of multinational pharmaceutical companies and specialized biotechnology companies, as well as with universities and other research institutions which are developing new technology. Our competitors have developed, are developing or will develop product candidates and processes competitive with our product candidates. Competitive therapeutic treatments include those that have already been

approved and accepted by the medical community and any new treatments that enter the market. We believe that a significant number of products are currently under development, and may become commercially available in the future, for the treatment of conditions for which we may try to develop product candidates. A 24 A Many of our competitors have significantly greater financial, technical, manufacturing, marketing, sales and supply resources or experience than we have. If we obtain approval for any product candidate, we will face competition based on many different factors, including the quality and effectiveness of our products, the ease with which our products can be administered and the extent to which patients accept relatively new routes of administration, the timing and scope of regulatory approvals for these products, the availability and cost of manufacturing, marketing and sales capabilities, price, reimbursement coverage and patent position. Competing products could present superior treatment alternatives, including by being more effective, safer, less expensive or marketed and sold more effectively than any products we may develop. Competitive products may make any products we develop obsolete or noncompetitive before we recover the expense of developing and commercializing our product candidates. Such competitors could also recruit our employees, which could negatively impact our level of expertise and our ability to execute our business plan. A Any inability to attract and retain qualified key management and technical personnel would impair our ability to implement our business plan. A Our success largely depends on the continued service of certain key management and other specialized personnel, including Anatoly Dritschilo, M.D., our Chief Executive Officer, Mira Jung, Ph.D., our Chief Scientific Officer, Timothy Lorber, our Chief Financial Officer, Michael Vander Hoek, our Vice President Operations and Regulatory, and Peter Dritschilo, our President and Chief Operating Officer. The loss of one or more members of our management team or other key employees or advisors could delay our research and development programs and materially harm our business, financial condition, results of operations and prospects. The relationships that our key managers have cultivated within our industry make us particularly dependent upon their continued employment with us. We are dependent on the continued service of our technical personnel because of the highly technical nature of our product candidates and technologies and the specialized nature of the regulatory approval process. Because our management team and key employees are not obligated to provide us with continued service, they could terminate their employment with us at any time without penalty. We do not maintain key person life insurance policies on any of our management team members or key employees. Our future success will depend in large part on our continued ability to attract and retain other highly qualified scientific, technical and management personnel, as well as personnel with expertise in clinical testing, manufacturing, governmental regulation and commercialization. We face competition for personnel from other companies, universities, public and private research institutions, government entities and other organizations. A If our product candidates advance into Phase II and Phase III clinical trials, we may experience difficulties in managing our growth and expanding our operations. A As our product candidates enter and advance through preclinical studies and any clinical trials, we will need to expand our development, regulatory and manufacturing capabilities or contract with other organizations to provide these capabilities for us. In the future, we expect to have to manage additional relationships with collaborators or partners, suppliers and other organizations. Our ability to manage our operations and future growth will require us to continue to improve our operational, financial and management controls, reporting systems and procedures. We may not be able to implement improvements to our management information and control systems in an efficient or timely manner and may discover deficiencies in existing systems and controls. A If any of our product candidates are approved for marketing and commercialization and we are unable to develop sales, marketing and distribution capabilities on our own or enter into agreements with third parties to perform these functions on acceptable terms, we will be unable to commercialize any such future products. A We currently have no sales, marketing or distribution capabilities or experience. If any of our product candidates is approved, we plan to enter into collaborations with third parties to sell, market and distribute our products. In the alternative, we would have to develop internal sales, marketing and distribution capabilities to commercialize any approved product, which would be expensive and time-consuming, or, as is more likely, enter into collaborations with third parties to perform these services. If we rely on third parties with sales, marketing and distribution capabilities to market our products or decide to co-promote products with collaborators, we will need to establish and maintain marketing and distribution arrangements with third parties, and there can be no assurance that we will be able to enter into such arrangements on acceptable terms, if, at all. In entering into third-party marketing or distribution arrangements, any revenue we receive will depend upon the efforts of the third parties and there can be no assurance that such third parties will establish adequate sales and distribution capabilities or be successful in gaining market acceptance of any approved product. If we decide to market our products directly, we will need to commit significant financial and managerial resources to develop a marketing and sales force with technical expertise and supporting distribution, administration and compliance capabilities. If we are not able to commercialize any product approved in the future, either on our own or through third parties, our business, financial condition, results of operations and prospects could be materially adversely affected. A 25 A If we fail to comply with U.S. and foreign regulatory requirements, regulatory authorities could limit or withdraw any marketing or commercialization approvals we may receive and subject us to other penalties that could materially harm our business. A Even if we receive marketing and commercialization approval of a product candidate, there can be no assurance we will not be subject to future or continuing regulatory review, including in relation to adverse patient experiences with the product and clinical results that are reported after a product is made commercially available, both in the U.S. and any foreign jurisdiction in which we seek regulatory approval. The FDA has significant post-market authority, including the authority to require labeling changes based on new safety information and to require post-market studies or clinical trials to evaluate safety risks related to the use of a product or to require withdrawal of the product from the market. The FDA also has the authority to require a risk evaluation and mitigation strategies (â€œREMSâ€) plan after approval, which may impose further requirements or restrictions on the distribution or use of an approved drug. The manufacturer and manufacturing facilities we use to make a future product, if any, will also be subject to periodic review and inspection by the FDA and other regulatory agencies, including for continued compliance with CGMP requirements. The discovery of any new or previously unknown problems with our third-party manufacturers, manufacturing processes or facilities may result in restrictions on the product, manufacturer or facility, including withdrawal of the product from the market. If we rely on third-party manufacturers, we will not have control over compliance with applicable rules and regulations by such manufacturers. Any product promotion and advertising will also be subject to regulatory requirements and continuing regulatory review. If we or our collaborators, manufacturers or service providers fail to comply with applicable continuing regulatory requirements in the U.S. or foreign jurisdictions in which we seek to market our products, we or they may be subject to, among other things, fines, warning letters, holds on clinical trials, refusal by the FDA to approve pending applications or supplements to approved applications, suspension or withdrawal of regulatory approval, product recalls and seizures, refusal to permit the import or export of products, operating restrictions, injunction, civil penalties and criminal prosecution. A Our business entails a significant risk of product liability and our ability to obtain sufficient insurance coverage could have a material effect on our business, financial condition, results of operations or prospects. A Our business exposes us to significant product liability risks inherent in the development, testing, manufacturing and marketing of therapeutic treatments. Product liability claims could delay or prevent completion of our development programs. If we succeed in marketing products, such claims could result in an FDA investigation of the quality and effectiveness of our products, our manufacturing processes and facilities or our marketing programs and potentially a recall of our products or more serious enforcement action, limitations on the approved indications for which they may be used or suspension or withdrawal of approvals. Regardless of the merits or eventual outcome, liability claims may also result in decreased demand for our products, injury to our reputation, costs to defend the related litigation, a diversion of managementâ€™s time and our resources, substantial monetary awards to trial participants or patients and a decline in our stock price. We currently have product liability insurance that we believe is appropriate for our stage of development and may need to obtain higher levels prior to marketing any of our product candidates. Any insurance we have or may obtain may not provide sufficient coverage against potential liabilities. Furthermore, clinical trial and product liability insurance is becoming increasingly expensive. As a result, we may be unable to obtain sufficient insurance at a reasonable cost to protect us against losses caused by product liability claims that could have a material adverse effect on our business. A Our employees, principal investigators, CROs and consultants may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements. A We are exposed to the risk that our employees, principal investigators, CROs and consultants may engage in fraud, other misconduct or illegal activity. Misconduct by these parties could include intentional failures to comply with FDA regulations, provide accurate information to the FDA, comply with manufacturing standards we may establish, comply with federal and state healthcare fraud and abuse laws and regulations, report financial information or data accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. While we make an effort to maintain strict work processes and oversight of our employees, contractors and consultants, any misconduct could expose us to liability through the improper use of information obtained in the course of clinical trials, which could result in regulatory sanctions and serious harm to our reputation. Furthermore, it is not always possible to identify and deter such misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of significant fines or other sanctions. A 26 A A Our internal computer systems, or those of our CROs or other contractors or consultants, may fail or suffer security breaches, which could result in a material disruption of our product development programs. A Despite the implementation of cyber security measures, our internal computer systems and those of our CROs and other contractors and consultants are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. Such events could cause interruptions of our operations. For example, the loss of preclinical data or data from any future clinical trial involving our product candidates could result in delays in our development and regulatory filing efforts and significantly increase our costs. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data, or inappropriate disclosure of confidential or proprietary information, we could incur liability and the development of our product candidates could be delayed. A Our proprietary information, or that of our customers, suppliers and business partners, may be lost or we may suffer security breaches. A In the ordinary course of our business, we collect and store sensitive data, including intellectual property, clinical trial data, our proprietary business information and that of our customers, suppliers and business partners, and personally identifiable information of our customers, clinical trial subjects and employees, in our data centers and on our networks. The secure processing, maintenance and transmission of this information is critical to our operations. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Although to our knowledge we have not experienced any such material security breach to date, any such breach could compromise our network, or the networks of our CROs or other third-party service providers, and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties, disrupt our operations, damage our reputation, and cause a loss of confidence in our products and our ability to conduct clinical trials, which could adversely affect our business and reputation and lead to delays in gaining regulatory approvals for our drugs. Although we maintain business interruption insurance coverage, our insurance might not cover all losses from any future breaches of our systems. A Failure of our information technology systems could significantly disrupt the operation of our business. A Our business increasingly depends on the use of information technologies, which means that certain key areas such as research and development, production and sales are to a large extent dependent on our information systems or those of third-party providers. Our ability to execute our business plan and to comply with regulatory requirements with respect to data control and data integrity, depends, in part, on the continued and uninterrupted performance of our information technology systems, or IT systems and the IT systems supplied by third-party service providers. These systems are vulnerable to damage from a variety of sources, including telecommunications or network failures, malicious human acts and natural disasters. Moreover, despite network security and backup measures, some of our servers are potentially vulnerable to physical or electronic break-ins, computer viruses and similar disruptive problems. Despite the precautionary measures we and our third-party service providers have taken to prevent unanticipated problems that could affect our IT systems, sustained or repeated system failures or problems arising during the upgrade of any of our IT systems that interrupt our ability to generate and maintain data, and in particular to operate our proprietary technology platform, could adversely affect our ability to operate our business. A 27 A If we do not comply with laws regulating the protection of the environment and health and human safety, our business could be adversely affected. A Our research, development and manufacturing involve the use of hazardous materials and various chemicals. We maintain quantities of various flammable and toxic chemicals in our facilities in Gaithersburg, Maryland that are required for our research, development and manufacturing activities. We are subject to federal, state and local laws and regulations governing the use, manufacture, storage, handling and disposal of these hazardous materials. We believe our procedures for storing, handling and disposing these materials in our Gaithersburg facilities comply with the relevant guidelines of Gaithersburg, the State of Maryland and the Occupational Safety and Health Administration of the U.S. Department of Labor. Although we believe that our safety procedures for handling and disposing of these materials comply with the standards mandated by applicable regulations, the risk of accidental contamination or injury from these materials cannot be eliminated. If an accident occurs, we could be held liable for resulting damages, which could be substantial. We are also subject to numerous environmental, health and workplace safety laws and regulations, including those governing laboratory procedures, exposure to blood-borne pathogens and the handling of animals and biohazardous materials. Although we maintain worksafeâ™ compensation insurance to cover us for costs and expenses, we may incur due to injuries to our employees resulting from the use of these materials, this insurance may not provide adequate coverage against potential liabilities. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us in connection with our storage or disposal of biological or hazardous materials. Additional federal, state and local laws and regulations affecting our operations may be adopted in the future. We may incur substantial costs to comply with, and substantial fines or penalties if we violate any of these laws or regulations. A Our information technology systems could face serious disruptions that could adversely affect our business. A Our information technology and other internal infrastructure systems, including corporate firewalls, servers, leased lines and connection to the Internet, face the risk of systemic failure that could disrupt our operations. A significant disruption in the availability of our information technology and other internal infrastructure systems could cause interruptions in our collaborations with our partners and delays in our research and development work. A Changes in accounting rules and regulations, or interpretations thereof, could result in unfavorable accounting charges or require us to change our compensation policies. A Accounting methods and policies for pharmaceutical companies, including policies governing revenue recognition, research and development and related expenses and accounting for stock-based compensation are subject to review, interpretation and guidance from relevant accounting authorities, including the SEC. Changes to accounting methods or policies, or interpretations thereof, may require us to reclassify, restate or otherwise change or revise our financial statements, including those contained in this registration statement. A Risks Related to Our Intellectual Property A If we are not able to obtain and enforce patent protection for our technologies or product candidates, development and commercialization of our product candidates may be adversely affected. A Our success depends in part on our ability to obtain and maintain patents and other forms of intellectual property rights, including in-licenses of intellectual property rights of others, for our product candidates, methods used to manufacture our product candidates and methods for treating patients using our product candidates, as well as our ability to preserve our trade secrets, to prevent third parties from infringing upon our proprietary rights and to prevent without infringing upon the proprietary rights of others. As of the date of this registration statement, we have filed 6 patent applications with the U.S. Patent and Trademark Office (the â€œUSPTOâ€) with respect to various aspects of our HDAC inhibitor small molecule delivery platforms and Ropidoxuridine, our lead product candidate. A However, we may not be able to apply for patents on certain aspects of our product candidates or delivery technologies in a timely fashion or at all. To date, four U.S. patents and eighteen European patents have been granted. There is no guarantee that any of our pending patent applications will result in issued or granted patents, that any of our issued, granted or licensed patents will not later be found to be invalid or unenforceable or that any issued, granted or licensed patents will include claims that are sufficiently broad to cover our product candidates or delivery technologies or to provide meaningful protection from our competitors. Moreover, the patent position of specialty pharmaceutical companies can be highly uncertain because it involves complex legal and factual questions. We will be able to protect our proprietary rights from unauthorized use by third parties only to the extent that our current and future proprietary technology and product candidates are covered by valid and enforceable patents or are effectively maintained as trade secrets. If third parties disclose or misappropriate our proprietary rights, it may materially and adversely impact our position in the market. A 28 A The USPTO and various foreign governmental patent agencies require compliance with a number of procedural,

documentary, fee payment and other requirements during the patent process. There are situations in which noncompliance can result in abandonment or lapse of a patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, competitors might be able to enter the market earlier than would otherwise have been the case. The standards applied by the USPTO and foreign patent offices in granting patents are not always applied uniformly or predictably. For example, there is no uniform worldwide policy regarding patentable subject matter or the scope of claims allowable in pharmaceutical patents. As such, we do not know the degree of future protection that we will have on our proprietary products and technology. While we will endeavor to try to protect our product candidates with intellectual property rights such as patents, as appropriate, the process of obtaining patents is time-consuming, expensive and sometimes unpredictable. Â We may decide for business reasons to no longer pursue or to abandon certain intellectual property rights in the U.S. or elsewhere, including due to non-cooperation of inventors or owners of such intellectual property, prior art, or scope of protection, or for other reasons. Â Once granted, patents may remain open to opposition, interference, re-examination, post-grant review, inter partes review, nullification or derivation action in court or before patent offices or similar proceedings for a given period after allowance or grant, during which time third parties can raise objections against such initial grant. In the course of such proceedings, which may continue for a protracted period of time, the patent owner may be compelled to limit the scope of the allowed or granted claims thus attacked, or may lose the allowed or granted claims altogether. In addition, there can be no assurance that: Â Â — others will not or may not be able to make, use or sell compounds that are the same as or similar to our product candidates but that are not covered by the claims of the patents that we own or license; Â Â — we or our licensors, collaborators or any future collaborators are the first to make the inventions covered by each of our issued patents and pending patent applications that we own or license; Â Â — we or our licensors, collaborators or any future collaborators are the first to file patent applications covering certain aspects of our inventions; Â Â — others will not independently develop similar or alternative technologies or duplicate any of our technologies without infringing our intellectual property rights; Â Â — A third party may not challenge our patents and, if challenged, a court may not hold that our patents are valid, enforceable and infringed; Â Â — any issued patents that we own or have licensed will provide us with any competitive advantages, or will not be challenged by third parties; Â Â — we may develop additional proprietary technologies that are patentable; Â Â — the patents of others will not have an adverse effect on our business; and Â Â — our competitors do not conduct research and development activities in countries where we do not have enforceable patent rights and then use the information learned from such activities to develop competitive products for sale in our major commercial markets. Â 29 Â We intend to license patent rights from third-party owners or licensees. If such owners or licensees do not properly or successfully obtain, maintain or enforce the patents underlying such licenses, or if they retain or license to others any competing rights, our competitive position and business prospects may be adversely affected. We may not be able to protect our intellectual property rights throughout the world. Â Obtaining a valid and enforceable issued or granted patent covering our technology in the U.S. and worldwide can be extremely costly. In jurisdictions where we have not obtained patent protection, competitors may use our technology to develop their own products and further, may export otherwise infringing products to territories where we have patent protection, but where it is more difficult to enforce a patent as compared to the U.S. Competitor products may compete with our future products in jurisdictions where we do not have issued or granted patents or where our issued or granted patent claims or other intellectual property rights are not sufficient to prevent competitor activities in these jurisdictions. The legal systems of certain countries, particularly certain developing countries, make it difficult to enforce patents and such countries may not recognize other types of intellectual property protection, particularly that relating to biopharmaceuticals. This could make it difficult for us to prevent the infringement of patents or marketing of competing products in violation of our proprietary rights generally in certain jurisdictions. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of our business. Â We generally file a provisional patent application first (a priority filing) at the USPTO. A U.S. utility application and international application under the Patent Cooperation Treaty (PCT) are usually filed within twelve months after the priority filing. Based on the PCT filing, national and regional patent applications may be filed in the European Union, Japan, Australia and Canada and other countries. We have so far not filed for patent protection in all national and regional jurisdictions where such protection may be available. In addition, we may decide to abandon national and regional patent applications before grant. Finally, the grant proceeding of each national or regional patent is an independent proceeding which may lead to situations in which applications might in some jurisdictions be refused by the relevant registration authorities, while granted by others. It is also quite common that depending on the country, various scopes of patent protection may be granted on the same product candidate or technology. The laws of some jurisdictions do not protect intellectual property rights to the same extent as the laws in the U.S., and many companies have encountered significant difficulties in protecting and defending such rights in such jurisdictions. If we or our licensors encounter difficulties in protecting, or are otherwise precluded from effectively protecting, the intellectual property rights important for our business in such jurisdictions, the value of these rights may be diminished, and we may face additional competition from others in those jurisdictions. Many countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In addition, many countries limit the enforceability of patents against government agencies or government contractors. In these countries, the patent owner may have limited remedies, which could materially diminish the value of such patent. If we or any of our licensors are forced to grant a license to third parties with respect to any patents relevant to our business, our competitive position in the relevant jurisdiction may be impaired and our business and results of operations may be adversely affected. Â We or our licensors, or any future collaborators or a strategic partners may become subject to third party claims or litigation alleging infringement of patents or other proprietary rights or seeking to invalidate patents or other proprietary rights, and we may need to resort to litigation to protect or enforce our patents or other proprietary rights, all of which could be costly, time consuming, delay or prevent the development and commercialization of our product candidates, or put our patents and other proprietary rights at risk. Â We or our licensors, or any future collaborators or strategic partners may be subject to third-party claims for infringement or misappropriation of patent or other proprietary rights. We are generally obligated under our license or collaboration agreements to indemnify and hold harmless our licensors or collaborator for damages arising from intellectual property infringement by us. If we or our licensors, or any future collaborators or strategic partners are found to infringe a third-party patent or other intellectual property rights, we could be required to pay damages, potentially including treble damages, if we are found to have willfully infringed. In addition, we or our licensors, collaborators or any future strategic partners may choose to seek, or be required to seek, a license from a third party, which may not be available on acceptable terms, if at all. Even if a license can be obtained on acceptable terms, the rights may be non-exclusive, which could give our competitors access to the same technology or intellectual property rights licensed to us. If we fail to obtain a required license, we or our collaborator, or any future collaborator, may be unable to effectively market product candidates based on our technology, which could limit our ability to generate revenue or achieve profitability and possibly prevent us from generating revenue sufficient to sustain our operations. In addition, we may find it necessary to pursue claims or initiate lawsuits to protect or enforce our patent or other intellectual property rights. The cost to us in defending or initiating any litigation or other proceeding relating to patent or other proprietary rights, even if resolved in our favor, could be substantial, and litigation would divert our managementâ€™s attention. Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could delay our research and development efforts and limit our ability to continue our operations. Â 30 Â If we were to initiate legal proceedings against a third party to enforce a patent covering one of our products or our technology, the defendant could counterclaim that our patent is invalid or unenforceable. In patent litigation in the U.S., defendant counterclaims alleging invalidity or unenforceability are commonplace. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, for example, lack of novelty, obviousness or non-enablement. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld relevant information from the USPTO, or made a misleading statement, during prosecution. The outcome following legal assertions of invalidity and unenforceability during patent litigation is unpredictable. With respect to the validity question, for example, we cannot be certain that there is no invalidating prior art, of which we and the patent examiner were unaware during prosecution. If a defendant were to prevail on a legal assertion of invalidity or unenforceability, we would lose at least part, and perhaps all, of the patent protection on one or more of our products or certain aspects of our platform technology. Such a loss of patent protection could have a material adverse impact on our business. Patents and other intellectual property rights also will not protect our technology if competitors design around our protected technology without legally infringing our patents or other intellectual property rights. Â Intellectual property rights of third parties could adversely affect our ability to commercialize our product candidates, and we might be required to litigate or obtain licenses from third parties in order to develop or market our product candidates. Such litigation or licenses could be costly or not available on commercially reasonable terms. Â Our competitive position may suffer if patents issued to third parties or other third-party intellectual property rights cover our products or elements thereof, or our manufacture or uses relevant to our development plans. In such cases, we may not be in a position to develop or commercialize products or product candidates unless we successfully pursue litigation to nullify or invalidate the third-party intellectual property right concerned, or enter into a license agreement with the intellectual property right holder, if available on commercially reasonable terms. Â Third party intellectual property right holders may also actively bring infringement claims against us. We cannot guarantee that we will be able to successfully settle or otherwise resolve such infringement claims. If we are unable to successfully settle future claims on terms acceptable to us, we may be required to engage in or continue costly, unpredictable and time-consuming litigation and may be prevented from or experience substantial delays in marketing our products. If we fail in any such dispute, in addition to being forced to pay damages, we may be temporarily or permanently prohibited from commercializing any of our product candidates that are held to be infringing. We might, if possible, also be forced to redesign product candidates so that we no longer infringe the third-party intellectual property rights. Any of these events, even if we were ultimately to prevail, could require us to divert substantial financial and management resources that we would otherwise be able to devote to our business. Â If we fail to comply with our obligations under any license, collaboration or other agreements, we may be required to pay damages and could lose intellectual property rights that are necessary for developing and protecting our product candidates and delivery technologies or we could lose certain rights to grant sublicenses. Â Our current licenses impose, and any future licenses we enter into are likely to impose, various development, commercialization, funding, milestone, royalty, diligence, sublicensing, insurance, patent prosecution and enforcement, and other obligations on us. If we breach any of these obligations, or use the intellectual property licensed to us in an unauthorized manner, we may be required to pay damages and the licensor may have the right to terminate the license, which could result in us being unable to develop, manufacture and sell products that are covered by the licensed technology or enable a competitor to gain access to the licensed technology. Moreover, our licensors may own or control intellectual property that has not been licensed to us and, as a result, we may be subject to claims, regardless of their merit, that we are infringing or otherwise violating the licensorsâ€™ rights. In addition, while we cannot currently determine the amount of the royalty obligations we would be required to pay on sales of future products, if any, the amounts may be significant. The amount of our future royalty obligations will depend on the technology and intellectual property we use in products that we aim to develop and commercialize, if any. Therefore, even if we are able to develop and commercialize products, we may be unable to achieve or maintain profitability. Â 31 Â If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. Â In addition to seeking patent protection for certain aspects of our product candidates and delivery technologies, we also consider trade secrets, including confidential and unpatented know-how important to the maintenance of our competitive position. We protect trade secrets and confidential and unpatented know-how, in part, by entering into non-disclosure and confidentiality agreements with parties who have access to such knowledge, such as our employees, corporate collaborators, outside scientific collaborators, CROs, contract manufacturers, consultants, advisors and other third parties. We also enter into confidentiality and invention or patent assignment agreements with our employees and consultants that obligate them to maintain confidentiality and assign their inventions to us. Despite these efforts, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts in the U.S. and certain foreign jurisdictions are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, our competitive position would be harmed. Â We may be subject to claims that we or our employees or consultants have wrongfully used or disclosed alleged trade secrets of our employeesâ€™ or consultantsâ€™ former employers or their clients. These claims may be costly to defend and if we do not successfully do so, we may be required to pay monetary damages and may lose valuable intellectual property rights or personnel. Â Many of our employees were previously employed at universities or biotechnology or pharmaceutical companies, including our competitors or potential competitors. Although no claims against us are currently pending, we may be subject to claims that these employees or we have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers. Litigation may be necessary to defend against these claims. If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. A loss of key research personnel or their work product could hamper our ability to commercialize, or prevent us from commercializing, our product candidates, which could severely harm our business. Even if we are successful in defending against these claims, litigation could result in substantial costs and be a distraction to management. Â If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected. Â Our trademarks or trade names may be challenged, infringed, circumvented or declared generic or determined to be infringing on other marks. We may not be able to protect our rights to these trademarks and trade names or may be forced to stop using these names, which we need for name recognition by potential partners or customers in our markets of interest. If we are unable to establish name recognition based on our trademarks and trade names, we may not be able to effectively compete and our business may be adversely affected. Â Risks Related to Government Regulation and Product Approvals Â We may be unable to obtain U.S. or foreign regulatory approval and, as a result, unable to commercialize our product candidates. Â Our product candidates are subject to extensive governmental regulations relating to, among other things, research, testing, development, manufacturing, safety, efficacy, approval, recordkeeping, reporting, labeling, storage, packaging, advertising and promotion, pricing, marketing and distribution of drugs. Rigorous preclinical testing and clinical trials and an extensive regulatory approval process are required to be completed in the U.S. and in many foreign jurisdictions before a new drug can be marketed. Satisfaction of these and other regulatory requirements is costly, time-consuming, uncertain and subject to unanticipated delays. It is possible that none of the product candidates we may develop will obtain the regulatory approvals necessary for us or our collaborators to begin selling them. Â 32 Â We have very limited experience in conducting and managing the clinical trials necessary to obtain regulatory approvals, including approval by the FDA. The time required to obtain FDA and other approvals is unpredictable but typically takes many years following the commencement of clinical trials, depending upon the type, complexity and novelty of the product candidate. The standards that the FDA and its foreign counterparts use when regulating us are not always applied predictably or uniformly and can change. Any analysis we perform of data from preclinical and clinical activities is subject to confirmation and interpretation by regulatory authorities, which could delay, limit or prevent regulatory approval. We may also encounter unexpected delays or increased costs due to new government regulations, for example, from future legislation or administrative action, or from changes in FDA policy during the period of product development, clinical trials and FDA regulatory review. It is impossible to predict whether legislative changes will be enacted, or whether FDA or foreign regulations, guidance or interpretations will be changed, or what the impact of such changes, if any, may be. Â Any delay or failure in obtaining required approvals could have a material adverse effect on our ability to generate revenues from the particular product candidate for which we are seeking approval. Furthermore, any regulatory approval to market a product may be subject to limitations on the approved uses for which we may market the product or the labeling or other restrictions. In addition, the FDA has the authority to require a Risk Evaluation and Mitigation Strategy (REMS) plan as part of an NDA or biologics license application (BLA) or after approval, which may impose further requirements or restrictions on the distribution or use of an approved drug or biologic, such as limiting prescribing to certain physicians or medical centers that have undergone specialized training, limiting treatment to patients who meet certain safe-use criteria and requiring treated patients to enroll in a registry. These limitations and restrictions may limit the size of the market for the product and affect reimbursement by third-party payors. Â If we or our collaborators, manufacturers or service providers fail to comply with healthcare laws and regulations, we or they could be subject to enforcement actions, which could affect our ability to develop, market and sell our products and may harm our reputation. Â We and our collaborators are subject to federal, state, and foreign healthcare laws and regulations pertaining to fraud and abuse and patientsâ€™ rights. These laws and regulations include: Â Â — the

U.S. federal healthcare program anti-kickback law, which prohibits, among other things, persons from soliciting, receiving or providing remuneration, directly or indirectly, to induce either the referral of an individual for a healthcare item or service, or the purchasing or ordering of an item or service, for which payment may be made under a federal healthcare program such as Medicare or Medicaid; Â Â Â Â the U.S. federal false claims law, which prohibits, among other things, individuals or entities from knowingly presenting or causing to be presented, claims for payment by government funded programs such as Medicare or Medicaid that are false or fraudulent, and which may apply to us by virtue of statements and representations made to customers or third parties; Â Â Â Â the U.S. federal Health Insurance Portability and Accountability Act (HIPAA) and Health Information Technology for Economic and Clinical Health (HITECH) Act, which prohibit executing a scheme to defraud healthcare programs, impose requirements relating to the privacy, security, and transmission of individually identifiable health information, and require notification to affected individuals and regulatory authorities of certain breaches of security of individually identifiable health information; Â Â Â Â the federal Open Payments regulations under the National Physician Payment Transparency Program have been issued under the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Affordability Reconciliation Act, and will require that manufacturers of pharmaceutical and biological drugs covered by Medicare, Medicaid, and Childrenâ€™s Health Insurance Programs report all consulting fees, travel reimbursements, research grants, and other payments or gifts with values over \$10 made to physicians and teaching hospitals; and Â Â Â state laws comparable to each of the above federal laws, such as, for example, anti-kickback and false claims laws applicable to commercial insurers and other non-federal payors, requirements for mandatory corporate regulatory compliance programs, and laws relating to patient data privacy and security. Â 33 Â If our operations are found to be in violation of any such requirements, we may be subject to penalties, including civil or criminal penalties, monetary damages, the curtailment or restructuring of our operations, loss of eligibility to obtain approvals from the FDA, or exclusion from participation in government contracting, healthcare reimbursement or other government programs, including Medicare and Medicaid, any of which could adversely our financial results. Although effective compliance programs can mitigate the risk of investigation and prosecution for violations of these laws, these risks cannot be entirely eliminated. Any action against us for an alleged or suspected violation could cause us to incur significant legal expenses and could divert our managementâ€™s attention from the operation of our business, even if our defense is successful. In addition, achieving and sustaining compliance with applicable laws and regulations may be costly to us in terms of money, time, and resources. Â If we or our collaborators, manufacturers or service providers fail to comply with applicable federal, state, or foreign laws or regulations, we could be subject to enforcement actions, which could affect our ability to develop, market and sell our products successfully and could harm our reputation and lead to reduced acceptance of our products by the market. These enforcement actions include, among others: Â Â Â adverse regulatory inspection findings; Â Â Â warning letters; Â Â Â voluntary or mandatory product recalls or public notification or medical product safety alerts to healthcare professionals; Â Â Â restrictions on, or prohibitions against, marketing our products; Â Â Â restrictions on, or prohibitions against, importation or exportation of our products; Â Â Â suspension of review or refusal to approve pending applications or supplements to approved applications; Â Â Â exclusion from participation in government-funded healthcare programs; Â Â Â exclusion from eligibility for the award of government contracts for our products; Â Â Â suspension or withdrawal of product approvals; Â Â Â product seizures; Â Â Â injunctions; and Â Â Â civil and criminal penalties and fines. Â Any drugs we develop may become subject to unfavorable pricing regulations, third-party reimbursement practices or healthcare reform initiatives, thereby harming our business. Â The regulations that govern marketing approvals, pricing and reimbursement for new drugs vary widely from country to country. Some countries require approval of the sale price of a drug before it can be marketed. In many countries, the pricing review period begins after marketing or product licensing approval is granted. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. Although we intend to monitor these regulations, our programs are currently in the early stages of development and we will not be able to assess the impact of price regulations for a number of years. As a result, we might obtain regulatory approval for a product in a particular country, but then be subject to price regulations that delay our commercial launch of the product and negatively impact the revenues we are able to generate from the sale of the product in that country. Â 34 Â Our ability to commercialize any products also will depend in part on the extent to which reimbursement for these products and related treatments will be available from government health administration authorities, private health insurers and other organizations. Even if we succeed in bringing one or more products to the market, these products may not be considered cost-effective, and the amount reimbursed for any products may be insufficient to allow us to sell our products on a competitive basis. Because our programs are in the early stages of development, we are unable at this time to determine their cost effectiveness or the likely level or method of reimbursement. Increasingly, the third-party payors who reimburse patients or healthcare providers, such as government and private insurance plans, are requiring that drug companies provide them with predetermined discounts from list prices and are seeking to reduce the prices charged or the amounts reimbursed for pharmaceutical products. If the price we are able to charge for any products we develop, or the reimbursement provided for such products, is inadequate in light of our development and other costs, our return on investment could be adversely affected. Â Our current product candidates will need to be administered under the supervision of a physician on an outpatient basis. Under currently applicable U.S. law, certain drugs that are not usually self-administered (including injectable drugs) may be eligible for coverage under the Medicare Part B program if: Â Â they are incident to a physicianâ€™s services; Â Â they are reasonable and necessary for the diagnosis or treatment of the illness or injury for which they are administered according to accepted standards of medical practice; and Â Â they have been approved by the FDA and meet other requirements of the statute. Â There may be significant delays in obtaining coverage for newly-approved drugs, and coverage may be more limited than the purposes for which the drug is approved by the FDA. Moreover, eligibility for coverage does not imply that any drug will be reimbursed in all cases or at a rate that covers our costs, including research, development, manufacture, sale and distribution. Interim payments for new drugs, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Reimbursement may be based on payments allowed for lower-cost drugs that are already reimbursed, may be incorporated into existing payments for other services and may reflect budgetary constraints or imperfections in Medicare data. Net prices for drugs may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future relaxation of laws that presently restrict imports of drugs from countries where they may be sold at lower prices than in the U.S. Third-party payors often rely upon Medicare coverage policy and payment limitations in setting their own reimbursement rates. Our inability to promptly obtain coverage and adequate reimbursement rates from both government-funded and private payors for new drugs that we develop and for which we obtain regulatory approval could have a material adverse effect on our operating results, our ability to raise capital needed to commercialize products and our financial condition. Â We believe that the efforts of governments and third-party payors to contain or reduce the cost of healthcare and legislative and regulatory proposals to broaden the availability of healthcare will continue to affect the business and financial condition of pharmaceutical and biopharmaceutical companies. A number of legislative and regulatory changes in the healthcare system in the U.S. and other major healthcare markets have been proposed in recent years, and such efforts have expanded substantially in recent years. These developments have included prescription drug benefit legislation that was enacted and took effect in January 2006, healthcare reform legislation enacted by certain states, and Patient Protection and Affordable Care Act, as amended by the Health Care and Education Affordability Reconciliation Act (the â€œACAâ€), a sweeping law intended to broaden access to health insurance, reduce or constrain the growth of healthcare spending and enhance remedies against fraud and abuse. The ACA also contains provisions that will affect companies in the pharmaceutical industry and other healthcare related industries by imposing additional costs and changes to business practices. Provisions affecting pharmaceutical companies include the following: Â Â mandatory rebates for drugs sold into the Medicaid program have been increased, and the rebate requirement has been extended to drugs used in risk-based Medicaid managed care plans; Â 35 Â Â the 340B Drug Pricing Program under the Public Health Services Act has been extended to require mandatory discounts for drug products sold to certain critical access hospitals, cancer hospitals and other covered entities; Â Â pharmaceutical companies are required to offer discounts on brand-name drugs to patients who fall within the Medicare Part D coverage gap, commonly referred to as the â€œDonut Holeâ€; and Â Â pharmaceutical companies are required to pay an annual non-tax deductible fee to the federal government based on each companyâ€™s market share of prior year total sales of branded products to certain federal healthcare programs, such as Medicare, Medicaid, Department of Veterans Affairs and Department of Defense. Since we expect our branded pharmaceutical sales to constitute a small portion of the total federal health program pharmaceutical market, we do not expect this annual assessment to have a material impact on our financial condition. Â Moreover, we cannot predict what healthcare reform initiatives may be adopted in the future. Further federal and state legislative and regulatory developments are likely, and we expect ongoing initiatives in the U.S. to increase pressure on drug pricing. Such reforms could have an adverse effect on anticipated revenues from product candidates that we may develop and for which we may obtain regulatory approval and may affect our overall financial condition and ability to develop product candidates. Â Our ability to obtain services, reimbursement or funding from the federal government may be impacted by possible reductions in federal spending. Â U.S. federal government agencies currently face potentially significant spending reductions. Under the Budget Control Act of 2011, the failure of Congress to enact deficit reduction measures of at least \$1.2 trillion for the years 2013 through 2021 triggered automatic cuts to most federal programs. These cuts would include aggregate reductions to Medicare payments to providers of up to two percent per fiscal year, starting in 2013. Under the American Taxpayer Relief Act of 2012, which was enacted on January 1, 2013, the imposition of these automatic cuts was delayed until March 1, 2013. Certain of these automatic cuts have been implemented. The full impact on our business of these automatic cuts is uncertain. If federal spending is reduced, anticipated budgetary shortfalls may also impact the ability of relevant agencies, such as the FDA or the NIH to continue to function at current levels. Amounts allocated to federal grants and contracts may be reduced or eliminated. These reductions may also impact the ability of relevant agencies to timely review and approve drug research and development, manufacturing, and marketing activities, which may delay our ability to develop, market and sell any products we may develop. Â If any of our product candidates receives marketing approval and we or others later identify undesirable side effects caused by the product candidate, our ability to market and derive revenue from the product candidates could be compromised. Â In the event that any of our product candidates receive regulatory approval and we or others identify undesirable side effects caused by one of our products, any of the following adverse events could occur, which could result in the loss of significant revenue to us and materially and adversely affect our results of operations and business: Â Â regulatory authorities may withdraw their approval of the product or seize the product; Â Â we may be required to recall the product or change the way the product is administered to patients; Â Â additional restrictions may be imposed on the marketing of the particular product or the manufacturing processes for the product or any component thereof; Â Â we may be subject to fines, injunctions or the imposition of civil or criminal penalties; Â Â regulatory authorities may require the addition of labeling statements, such as a â€œblack boxâ€ warning or a contraindication; Â Â we may be required to create a Medication Guide outlining the risks of such side effects for distribution to patients; Â 36 Â Â we could be sued and held liable for harm caused to patients; Â Â the product may become less competitive; and Â Â our reputation could be harmed. Â Risks Related to our Common Stock Â While our Companyâ€™s management is working to improve our internal controls and procedures, at present management has determined that our internal controls were deemed to be inadequate, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public. Â Our management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officer and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that: Â Â pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; Â Â provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and/or directors of the Company; and Â Â provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Companyâ€™s assets that could have a material effect on the financial statements. Â We are required to include a report of management on the effectiveness of our internal control over financial reporting. We expect to incur additional expenses and diversion of managementâ€™s time as a result of performing the system and process evaluation, testing and remediation required in order to comply with the management certification requirements. Â Presently, we do not have a sufficient number of employees to segregate responsibilities and may be unable to afford increasing our staff or engaging outside consultants or professionals to overcome our lack of employees. During the course of our testing, we may identify other deficiencies that we may not be able to timely remediate. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our common stock, if a market ever develops, could drop significantly. Â The JOBS Act has reduced the information that we are required to disclose. Â Under the JOBS Act, the information that we will be required to disclose has been reduced in a number of ways. Â As a company that had gross revenues of less than \$1.235 billion during the Companyâ€™s last fiscal year, the Company is an â€œemerging growth company,â€ as defined in the JOBS Act (an â€œEGCâ€). We will retain that status until the earliest of (a) the last day of the fiscal year which we have total annual gross revenues of \$1.235 billion (as indexed for inflation in the manner set forth in the JOBS Act) or more; (b) the last day of the fiscal year of following the fifth anniversary of the date of the first sale of the common stock pursuant to an effective registration statement under the Securities Act of 1933, as amended (the â€œSecurities Actâ€); (c) the date on which we have, during the previous three year period, issued more than \$1.0 billion in non-convertible debt; or (d) the date on which we are deemed to be a â€œlarge accelerated filer,â€ as defined in Rule 12b-2 under the Exchange Act or any successor thereto. As an EGC, the Company is relieved from the following: Â Â The Company is excluded from Section 404(b) of Sarbanes-Oxley Act (â€œSarbanes-Oxleyâ€), which otherwise would have required the Companyâ€™s auditors to attest to and report on the Companyâ€™s internal control over financial reporting. The JOBS Act also amended Section 103(a)(3) of Sarbanes-Oxley to provide that (i) any new rules adopted by the PCAOB requiring mandatory audit firm rotation or changes to the auditorâ€™s report to include auditor discussion and analysis (in the event the PCAOB adopts an auditor rotation requirement) will not apply to an audit of an EGC; and (ii) any other future rules adopted by the PCAOB will not apply to the Companyâ€™s audits unless the SEC determines otherwise. Â Â The JOBS Act amended Section 7(a) of the Securities Act to provide that the Company need not present more than two years of audited financial statements in an initial public offering registration statement and in any other registration statement, need not present selected financial data pursuant to Item 301 of Regulation S-K for any period prior to the earliest audited period presented in connection with such initial public offering. In addition, the Company is not required to comply with any new or revised financial accounting standard until such date as a private company (i.e., a company that is not an â€œissuerâ€ as defined by Section 2(a) of Sarbanes-Oxley) is required to comply with such new or revised accounting standard. Corresponding changes have been made to the Exchange Act, which relates to periodic reporting requirements, which would be applicable if the Company were required to comply with them. Â Â As long as we are an EGC, we may comply with Item 402 of Regulation S-K, which requires extensive quantitative and qualitative disclosure regarding executive compensation, by disclosing the more limited information required of a â€œsmaller reporting company.â€ Â 37 Â Â The JOBS Act will also exempt us from the following additional compensation-related disclosure provisions that were imposed on U.S. public companies pursuant to the Dodd-Frank Act: (i) the advisory vote on executive compensation required by Section 14A(a) of the Exchange Act; (ii) the requirements of Section 14A(b) of the Exchange Act relating to stockholders advisory votes on â€œgolden parachuteâ€ compensation; (iii) the requirements of Section 14(i) of the Exchange Act as to disclosure relating to the relationship between executive compensation and our financial performance; and (iv) the requirement of Section 953(b)(1) of the Dodd-Frank Act, which requires disclosure as to the relationship between the compensation of our chief executive officer and median employee pay. Â Our stock price may be volatile, and purchasers of our common stock could incur substantial losses. Â Since commencement of trading on Nasdaq Stock Market LLC or Nasdaq, on August 29, 2022, our stock price has been extremely volatile, having traded as high as \$1,010.08 and as low as \$0.58. As a result of this volatility, investors may not be able to sell their common stock at or above the price when they purchased our common stock. The market price for our common stock may be influenced by many factors, including the other risks described in this section of this registration statement entitled â€œRisk Factorsâ€ and the following: Â Â the success of competitive products or technologies; Â Â results of preclinical and clinical studies of our product candidates, or those of our competitors, our existing collaborator or any future collaborators; Â Â regulatory or legal developments in the U.S. and other countries, especially changes in laws or regulations applicable to our products; Â Â introductions and announcements of new products by us, our commercialization

partners, or our competitors, and the timing of these introductions or announcements; ~~our actions taken by regulatory agencies with respect to our products, clinical studies, manufacturing process or sales and marketing terms; actual or anticipated variations in our financial results or those of companies that are perceived to be similar to us; the success of our efforts to acquire or in-license additional technologies, products or product candidates; developments concerning our collaborations, including but not limited to those with our sources of manufacturing supply and our commercialization partners; announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments; developments or disputes concerning patents or other proprietary rights, including patents, litigation matters and our ability to obtain patent protection for our products; our ability or inability to raise additional capital and the terms on which we raise it; the recruitment or departure of key personnel; changes in the structure of healthcare payment systems; market conditions in the pharmaceutical and biotechnology sectors; actual or anticipated changes in earnings estimates or changes in stock market analyst recommendations regarding our common stock, other comparable companies or our industry generally; our failure or the failure of our competitors to meet analysts' projections or guidance that we or our competitors may give to the market; fluctuations in the valuation of companies perceived by investors to be comparable to us; announcement and expectation of additional financing efforts; speculation in the press or investment community; trading volume of our common stock; sales of our common stock by us or our stockholders; the concentrated ownership of our common stock; changes in accounting principles; terrorist acts, acts of war or periods of widespread civil unrest; natural disasters and other calamities; and general economic, industry and market conditions.~~ 38 In addition, the stock markets in general, and the markets for pharmaceutical stocks, in particular, have experienced extreme volatility that has been often unrelated to the operating performance of the issuer. These broad market and industry factors may seriously harm the market price of our common stock, regardless of our operating performance. The future issuance of equity or of debt securities that are convertible into common stock will dilute our share capital. We may choose to raise additional capital in the future, depending on market conditions, strategic considerations and operational requirements. To the extent that additional capital is raised through the issuance of shares or other securities convertible into shares of our common stock, our stockholders will be diluted. Future issuances of our common stock or other equity securities, or the perception that such sales may occur, could adversely affect the trading price of our common stock and impair our ability to raise capital through future offerings of shares or equity securities. No prediction can be made as to the effect, if any, that future sales of common stock or the availability of common stock for future sales will have on the trading price of our common stock. If we fail to maintain applicable listing requirements, Nasdaq may delist our common stock from trading, in which case the liquidity and market price of our common stock could decline. We cannot assure you that we will be able to meet the continued listing standards of Nasdaq in the future. If we fail to comply with the applicable listing standards and Nasdaq delists our common stock, we and our stockholders could face significant material adverse consequences, including: a limited availability of market quotations for shares of our common stock; reduced liquidity for our common stock; a determination that our common stock is a penny stock, which would require brokers trading in our common stock to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for shares of our common stock; a limited amount of news about us and analyst coverage of us; and a decreased ability for us to issue additional equity securities or obtain additional equity or debt financing in the future. The National Securities Markets Improvement Act of 1996, which is a federal statute, prevents or preempts the states from regulating the sale of certain securities, which are referred to as "covered securities." Because our common stock is listed on Nasdaq, such securities will be deemed covered securities. Although the states will be preempted from regulating the sale of our securities, the federal statute does allow states to investigate companies if there is a suspicion of fraud and, if there is a finding of fraudulent activity, then the states can regulate or bar the sale of covered securities in a particular case. Further, if we were no longer listed on Nasdaq, our securities would not be covered securities and we would be subject to regulations in each state in which we offer our securities. Because our management has broad discretion over the use of the net proceeds we received from our IPO and any follow-on offerings, you may not agree with how we use them and the proceeds may not be invested successfully. We intend to use the net proceeds to us from our IPO and any follow-on offerings to fund preclinical and clinical trials of product candidates, Ropidoxuridine and new formulations of Ropidoxuridine with Tipiracil, O-18 containing molecules for proton radiation sensitization, continued HDAC technology platform development, working capital and general corporate purposes, including the costs of operating as a public company, as well as potential acquisition or in-licensing activities. Therefore, our management has broad discretion as to the use of the IPO proceeds and proceeds from our subsequent private placements or follow-on offerings. Accordingly, you will be relying on the judgment of our management with regard to the use of these net proceeds, and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. It is possible that the proceeds will be invested in a way that does not yield a favorable, or any, return for our Company. If securities or industry analysts do not publish research or reports about our business, or if they issue an adverse or misleading opinion regarding our stock, our stock price and trading volume could decline. The trading market for our common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. We do not currently have and may never obtain research coverage by securities and industry analysts. If no or few securities or industry analysts commence coverage of us, the trading price for our stock would be negatively impacted. In the event we obtain securities or industry analyst coverage, if any of the analysts who cover us issue an adverse or misleading opinion regarding us, our business model, our intellectual property or our stock performance, or if our target studies and operating results fail to meet the expectations of analysts, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline. Our board of directors has the authority, without stockholder approval, to issue preferred stock with terms that may not be beneficial to holders of our common stock and such issuance could potentially adversely affect stockholders' voting power and perpetuate their control over us. Our Certificate of Incorporation, as amended to date, allows us to issue shares of preferred stock without any vote or further action by our stockholders. Our board of directors has the authority to fix and determine the relative rights and preferences of any preferred stock. As a result, our board of directors could authorize the issuance of a series of preferred stock that would grant to holders the preferred right to our assets upon liquidation, the right to receive dividend payments before dividends are distributed to the holders of common stock and the right to the redemption of the shares, together with a premium, prior to the redemption of shares of our common stock. These rights and preferences could negatively affect the holders of our common stock. The ability of our executive officers and directors, who are our principal stockholders, to control our business may limit or eliminate the ability of minority stockholders to influence corporate affairs. Our executive officers and directors, who are our principal stockholders, own approximately 28.3% of our issued and outstanding common stock. Accordingly, they may be able to effectively control the election of directors, as well as all other matters requiring stockholder approval. The interests of our principal stockholders may differ from the interests of other stockholders with respect to the issuance of shares, business transactions with or sales to other companies, selection of other directors and other business decisions. The minority stockholders have no way of overriding decisions made by our principal stockholders. This level of control may also have an adverse impact on the market value of our shares because our principal stockholders may institute or undertake transactions, policies or programs that result in losses and may not take any steps to increase our visibility in the financial community and/or may sell sufficient numbers of shares to significantly decrease our price per share. 39 A Our Certificate of Incorporation and Bylaws, each as amended to date, provide for indemnification of officers and directors at the expense of the Company and limit their liability that may result in a major cost to us and hurt the interests of our stockholders because corporate resources may be expended for the benefit of officers and/or directors. A Our Certificate of Incorporation and Bylaws, each as amended to date, provide for the indemnification of our officers and directors. We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act and is therefore, unenforceable. A Our Certificate of Incorporation, as amended to date, provides that disputes must be resolved in the Court of Chancery of the State of Delaware, except for cases brought under the Securities Act or Exchange Act. A Our Certificate of Incorporation, as amended to date, provides that the Court of Chancery in the State of Delaware will be the exclusive forum for dispute resolution for certain enumerated actions, excluding any actions brought under the Securities Act or Exchange Act, or unless the Company consents in writing to an alternative jurisdiction. This exclusive forum selection clause may cause inconvenience to our stockholders or other stakeholders, should they need to bring suit against the Company for an action other than one arising under the Securities Act or Exchange Act. A We do not expect to pay cash dividends in the foreseeable future. A We have never paid cash dividends on our common stock. We do not expect to pay cash dividends on our common stock at any time in the foreseeable future. The future payment of dividends on our common stock directly depends upon our future earnings, capital requirements, financial requirements and other factors that our board of directors will consider. Since we do not anticipate paying cash dividends on our common stock, return on your investment, if any, will depend solely on an increase, if any, in the market value of our common stock. A Provisions in our amended and restated certificate of incorporation, as amended, and bylaws, as amended, as well as Delaware law, might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the market price of our common stock. A Our Certificate of Incorporation and Bylaws, each as amended to date, and bylaws contain provisions that could depress the market price of our common stock by acting to discourage, delay, or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions, among other things: A permit the board of directors to establish the number of directors; A provide that directors may only be removed "for cause" and only with the approval of 66 2/3 percent of our stockholders; A require super-majority voting to amend some provisions in our Certificate of Incorporation and Bylaws; A authorize the issuance of "blank check" preferred stock that our board of directors could use to implement a stockholder rights plan (also known as a "poison pill"); A eliminate the ability of our stockholders to call special meetings of stockholders; A prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders; A provide that the board of directors is expressly authorized to make, alter or repeal our bylaws; and A establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings. A 40 A In addition, Section 203 of the Delaware General Corporation Law may discourage, delay or prevent a change in control of our company. Section 203 imposes certain restrictions on merger, business combinations and other transactions between us and holders of 15% or more of our common stock. A The restatement of our consolidated financial statements and identification of material weaknesses in our internal controls may result in additional risks and uncertainties, including regulatory, stockholder or other actions, loss of investor and counterparty confidence and negative impacts on our stock price. A On July 10, 2024, the Audit Committee and Company management, after consultation and discussion with our independent registered public accounting firm, concluded that certain of our previously issued audited consolidated financial statements and unaudited consolidated financial statements need to be restated and should no longer be relied on for the reasons described in the Current Report on Form 8-K dated July 10, 2024, and in "Explanatory Note" preceding Part I, Item 1 of this Form 10-K/A and Note 2 to the Consolidated Financial Statements under Part II, Item 8 of this Form 10-K/A. The accounting errors impacted the Company's consolidated financial statements for the year ended December 31, 2022. These errors further resulted in an impact to the Company's consolidated balance sheet for the year ended December 31, 2023 and the unaudited condensed consolidated balance sheet as of and for the periods ended March 31, 2023, June 30, 2023, and September 30, 2023, specific to Additional Paid In Capital and Accumulated Deficit. Additionally, the restatement constituted an event of default under the terms of one of the Company's financing arrangements that was subsequently waived, but required additional cash collateral from the Company. A In addition, in connection with the restatement of the previously issued financial statements for the fiscal year ended December 31, 2023 and December 31, 2022, and fiscal quarter ended March 31, 2024 (the "Affected Periods"), management identified certain material weaknesses in our internal control over financial reporting. Although we are taking remediation measures, including having hired a new Chief Financial Officer during the second quarter of 2024 to bolster the Company's internal technical accounting and financial reporting experience and provide bandwidth for the prior CFO to focus on the Company's expanding clinical trials, we can give no assurance that the measures we have taken, are taking and plan to take in the future will remediate the material weaknesses identified or that any additional material weaknesses or restatements of financial results will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting. In addition, even if we are successful in strengthening our controls and procedures, in the future those controls and procedures may not be adequate to prevent or identify irregularities or errors or to facilitate the fair presentation of our consolidated financial statements. A As a result of the restatement and associated non-reliance on the previously issued financial statements for the Affected Periods and the identified material weakness, we have become subject to a number of additional costs and risks, including unanticipated costs for accounting and legal fees in connection with or related to the restatement and the ongoing process of remediating the material weaknesses. We could also be subject to regulatory, stockholder or other actions in connection with the restatement and/or the material weaknesses, which would, regardless of the outcome, consume management's time and attention and may result in additional legal, accounting and other costs. If such proceedings arise and we do not prevail in such proceedings, we could be required to pay damages or settlement costs. In addition, the restatement and related matters could impair our reputation or could cause our stockholders or other counterparties to lose confidence in us. Any of these occurrences could adversely affect our business, financial condition, liquidity and results of operations. A 41 A SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS A This prospectus and the documents included herein contain forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts contained in this prospectus and the documents included herein are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "could," "will," "would," "should," "expect," "plan," "anticipate," "believe," "estimate," "intend," "predict," "seek," "contemplate," "project," "continue," "potential," "ongoing" or the negative of these terms or other comparable terminology. These forward-looking statements include, but are not limited to, statements about: A the initiation, timing, progress and results of our research and development programs, preclinical studies, any clinical trials and INDs, NDAs or other regulatory submissions; A our expected dependence on third party collaborators for developing, obtaining regulatory approval for and commercializing product candidates; A our receipt and timing of any milestone payments or royalties under any research collaboration and license agreement we enter into; A our ability to identify and develop product candidates; A our or a collaborator's ability to obtain and maintain regulatory approval of any of our product candidates; A the rate and degree of market acceptance of any approved products candidates; A the commercialization of any approved product candidates; A our ability to establish and maintain additional collaborations and retain commercial rights for our product candidates subject to collaborations; A the implementation of our business model and strategic plans for our business, technologies and product candidates; A our estimates of our expenses, ongoing losses, future revenue and capital requirements; A our ability to obtain additional funds for our operations; A our ability to obtain and maintain intellectual property protection for our technologies and product candidates and our ability to operate our business without infringing the intellectual property rights of others; A our reliance on third parties to conduct our preclinical studies or any future clinical trials; A our reliance on third party supply and manufacturing partners to supply the materials and components for, and manufacture, our research and development, preclinical and clinical trial drug supplies; A our ability to attract and retain qualified key management and technical personnel; A our use of net proceeds to us from this offering; A our expectations regarding the time during which we will be an emerging growth company under the JOBS Act; A our financial performance; and A developments relating to our competitors or our industry. A These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. Factors that may cause actual results to differ materially from current expectations include, among other things, those described in the section entitled "Risk Factors" in this prospectus and contained in our Amended Annual Report on Form 10-K/A for the fiscal year ended December 31, 2023, as amended, our Quarterly Report on Form 10-Q for the nine months ended September 30, 2024, which are included in this prospectus, together with the information included in this prospectus, and in any free writing prospectus that we have authorized for use in connection with this offering. A 42 A Any forward-looking statement in this prospectus and the documents included herein reflects our current view with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, industry, and future growth. Given these uncertainties, you should not place undue reliance on these

forward-looking statements. Except as required by U.S. federal securities law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future. A MARKET AND INDUSTRY DATA AND FORECASTS A We obtained the industry and market data used throughout this prospectus from our own internal estimates and research, as well as from independent market research, industry and general publications and surveys, governmental agencies, publicly available information and research, surveys and studies conducted by third parties. Internal estimates are derived from publicly available information released by industry analysts and third- party sources, our internal research and our industry experience, and are based on assumptions made by us based on such data and our knowledge of our industry and market, which we believe to be reliable and reasonable. In some cases, we do not expressly refer to the sources from which this data is derived. In addition, while we believe the industry and market data included in this prospectus is reliable and based on reasonable assumptions, such data involve material risks and other uncertainties and are subject to change based on various factors, including those discussed in the section entitled "Risk Factors" and "Special Note Regarding Forward-Looking Statements." These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties or by us. A SELECTED FINANCIAL DATA A The following selected financial data has been derived from our audited financial statements included in our Amended Annual Report on Form 10-K/A for the year ended December 31, 2023, as amended, filed with the SEC on September 4, 2024, and our unaudited financial statements included in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2024, filed with the SEC on November 13, 2024. A All historical share and per share amounts reflected throughout this prospectus have been adjusted to reflect the 2024 Reverse Stock Split. However, our periodic and current reports, and all other documents included in this prospectus that were filed prior to August 13, 2024 do not give effect to the 2024 Reverse Stock Split. A Our historical results are not indicative of the results that may be expected in the future, and results of interim periods are not indicative of the results for the entire year. A Statements of Operations Data: A A A For the Years Ended A A For the Nine Months Ended A A December 31, A A September 30, A A 2023 A A 2022 A A 2024 A A A A A (As Restated) A A A A A Revenue A A A A A Operating expenses A \$5,892,382 A A \$2,343,826 A A \$5,919,042 A A \$4,609,558 A Loss from operations A (\$5,892,382) A (\$2,343,826) A (\$5,919,042) A (\$4,609,558) Other income (expense) A (\$700,341) A \$(2,652,243) A \$(1,627,286) A \$(342,665) Net loss A (\$6,592,723) A (\$4,996,069) A (\$7,546,328) A (\$4,952,223) Weighted average common shares outstanding A basic and diluted A A 1,886,275 A A 1,337,742 A A A 2,189,366 A A 1,820,066 A Net loss per share A basic and diluted A (\$3.53) A (\$5.04) A (\$3.45) A (\$2.72) A USE OF PROCEEDS A We estimate that the net proceeds from this offering, after deducting underwriting fees and estimated offering expenses payable by us, will be approximately \$[*] million (based on an assumed public offering price of \$[*] per common stock, which was the last reported sales price of our common stock on Nasdaq on February [*], 2025, and assuming that all shares of common stock are sold). We intend to use the net proceeds from this offering to fund our Phase II clinical trial for our product candidate, including a revised work order for \$2.8 million in payments to Theradex Systems, Inc., the clinical research organization (CRO) supporting our Phase II clinical trials for our radiation sensitizer Ropidoxuridine, and for working capital and general corporate purposes. A The expected use of net proceeds from this offering represents our intentions based upon our current plans and business conditions, which could change in the future as our plans and business conditions evolve. While we anticipate that the majority of the net proceeds will be used to support our Phase II clinical trial for Ropidoxuridine, and the general corporate efforts required to support them, we cannot currently allocate specific percentages of the net proceeds to us from this offering that we may use for the purposes specified above. Our management will have broad discretion in the application of the net proceeds from this offering and could use them for purposes other than those contemplated at the time of this offering. Our stockholders may not agree with the manner in which our management chooses to allocate and spend the net proceeds. Moreover, our management may use the net proceeds for corporate purposes that may not result in our being profitable or that increases our market value. A Pending our use of the net proceeds from this offering, we intend to invest the net proceeds in a variety of capital preservation investments, including short-term, investment-grade, interest-bearing instruments and U.S. government securities. A 43 A A BUSINESS A Shuttle Pharma is a clinical stage pharmaceutical company leveraging our proprietary technology to develop novel therapies designed to cure cancers. Our goal is to extend the benefits of cancer treatments with surgery, radiation therapy, chemotherapy and immunotherapy. Radiation therapy ("RT") is one of the most effective modalities for treating cancers. We are developing a pipeline of products designed to address the limitations of the current cancer therapies as well as to extend to the new applications of RT. We believe that our product candidates will enable us to deliver cancer treatments that are safer, more reliable and at a greater scale than that of the current standard of care. A The corporate structure is based on Shuttle Pharmaceuticals Holdings, Inc. (Nasdaq SHPH A Delaware Company) with drug discovery and development performed in the wholly owned Shuttle Pharmaceuticals, Inc. (a Maryland Company) and diagnostics performed in the wholly owned Shuttle Diagnostics, Inc. (a Maryland Company). Our product candidates include Ropidoxuridine, a Phase II, clinical-stage radiation sensitizer, a platform of HDAC inhibitors (SP-1-161, SP-2-225 and SP-1-303), and two preclinical, prostate cancer-oriented diagnostics assets A the PC-RAD Test, a blood test to predict clinical response to radiation therapy and the PSMA-B ligand for potential use as a theranostic agent. A In December 2023, we submitted an Investigational New Drug ("IND") application with the U.S. Food and Drug Administration ("FDA") to support the next phase of development of Ropidoxuridine. In January 2024, we received the A "Safe to Proceed" letter from the FDA for our IND application for the Phase II study of Ropidoxuridine (IPdR) as a radiation sensitizing agent during radiotherapy in patients with newly diagnosed IDH-wildtype glioblastoma with unmethylated MGMT promoter. Receipt of the letter allows us to commence the Phase II study of Ropidoxuridine (IPdR). We have applied for and received FDA approval of Orphan designation for Ropidoxuridine and RT for treating brain cancer (glioblastoma). The Phase II clinical trial was also approved by the Institutional Review Board ("IRB") on June 21, 2024. The Phase II clinical trial is now being conducted at six cancer centers in the U.S., each of which are actively enrolling patients. To date, 15 patients have enrolled in total. We believe our management team's expertise in radiation therapy, combined modality cancer treatment and immuno-oncology will help drive the development and, if approved, the commercialization of these potentially curative therapies for patients with aggressive cancers. A Radiation Oncology has gone through transformative technological innovation over the last decade to better define tumors, allow improved shaping of radiation delivery and support dose escalation with shorter, more intensive courses of treatment. Furthermore, achieving higher dose distributions within tumor volumes has reached a practical plateau, since cancers are frequently integrated with or surrounded by more sensitive normal tissues and further dose escalation increases risks of tissue necrosis. To increase cancer cures at maximally tolerated radiation doses, pharmacological and biological modifications of cells are needed to sensitize cancers, protect normal tissues, and stimulate the immune system to react against antigens produced by irradiated, damaged cancer cells. Drugs that show sensitizing properties, or the ability to make cancer cells more sensitive to radiation, offer a solution to this problem. Currently, such drugs are chemotherapy agents used off-label, and many have inherent toxicities since they were designed for direct cancer treatments and not for sensitization. However, the clinical value of using radiation sensitizing drugs in combination with RT has been accepted in a variety of cancer types, including gynecological, gastro-intestinal, pulmonary and other malignancies. Hence, there is a critical need for new drugs that preferentially sensitize cancer cells to radiation therapy and that stimulate the innate immune response against irradiated cancer cells. Furthermore, to advance precision medicine in radiation oncology, there is a need for imaging and molecular diagnostic tests for determining the extent of cancer spread in the body and for predicting clinical responses to therapy. A 44 A A We are developing our products with the goal of addressing the unmet need in cancer treatment for a commercially marketable radiation response modifier solution that leads to greater sensitivity of cancer cells to ionizing radiation therapy. The goal of our products is to increase the therapeutic index for patients receiving radiation and to decrease radiation-related toxicities in patients with solid tumors. Our products operate across three areas related to the treatment of cancer with RT: A 1. Sensitization of growing cancer cells, rendering them more susceptible to the effects of radiation therapy. A 2. Activation of the DNA damage response pathway to kill cancer cells and protect adjacent normal cells. A 3. Activation of the immune system to kill any remaining cells after RT. A Our platform technology allows for the creation of an inventory of products for radiation sensitizing, immune modulation, and protection of healthy tissue. A Operations to date have focused on continuing our research and development efforts to advance Ropidoxuridine clinical testing and improved drug formulation, to advance HDAC6 inhibitor (SP-2-225) preclinical development and explore application of the PC-RAD Test, predictive biomarkers of radiation response. The clinical development of Ropidoxuridine has included completion of a Phase I clinical trial to establish drug bioavailability and a maximum tolerated dose for use in Phase II clinical trials. TCG GreenChem, Inc. (a TCG GreenChem), with whom we have contracted for process research, development and cGMP compliant manufacture of IPdR, has manufactured the active pharmaceutical ingredient (API) of Ropidoxuridine and the University of Iowa Pharmaceuticals has formulated the drug product for use in the Company's Phase II clinical trial in brain cancer patients undergoing radiation therapy. The drug product (capsules) were shipped to contract research organization (CRO) Theradex Oncology and distributed to clinical trial sites that are fully approved to enroll patients in the trial. Shuttle Pharma received approval from the FDA to begin the clinical trial. The FDA made recommendations to expand the clinical trial to include a randomized dose optimization step and we agreed with the recommendation. Meetings with engaged clinical sites to review the protocol documents have occurred and FDA required Institutional Review Board, or IRB approvals have been received. With FDA recommended changes incorporated into the revised protocol and the completion of site initiation visits, the Company has commenced its Phase II clinical study. The radiation biomarker project and the health disparities project have been completed and the Company is proceeding with plans for clinical validation and potential for commercialization of Ropidoxuridine as a radiation sensitizer. A Our Pipeline A We are currently developing a pipeline of small molecule radiation sensitizers and immune response regulating drugs. Our most advanced product candidate is Ropidoxuridine, an orally available halogenated pyrimidine with strong cancer radiation sensitizing properties is in preclinical studies. In addition, we have a pipeline of complimentary product candidates that we are developing to address solid tumor cancer indications by radiation sensitization or immune modification. Our therapeutic pipeline is represented in the diagram below: A Timeline for clinical phase (Ropidoxuridine) and pre-clinical phase (HDAC inhibitors) pipeline. A 45 A A Our lead product candidates include: A A Ropidoxuridine (IPdR) is our lead candidate radiation sensitizer for use in combination with RT to treat brain tumors (glioblastoma) and sarcomas. Phase I clinical trial results supported by an NIH contract to Shuttle Pharma and the NCI (CTEP) were reported in the medical journal, Clinical Cancer Research, in July 2019, by our SBIR subcontractor. Eighteen patients completed dose escalations to 1,800 mg/day for 30 days, establishing the maximum tolerated dose (MTD) of 1,200 mg/day in combination with RT. Four partial responses, nine stable disease and one progressive disease in target lesions were reported. Four patients did not have measurable disease and, as a result, were not evaluable. These Phase I trial results demonstrate oral bioavailability and an MTD of 1,200 mg per day for 28 days for use in combination with radiation for Phase II clinical trials that we propose to perform in brain tumors and in sarcomas. The brain tumor, glioblastoma multiforme (GB) is eligible for orphan disease designations. Shuttle Pharma has advanced drug manufacture and formulation and prepared a clinical protocol of a Phase 2 Single-Arm Study of IPdR as a Radiation Sensitizing Agent During Radiotherapy in Patients with Newly Diagnosed IDH-Wildtype MGMT Unmethylated Glioblastoma Multiforme. In December 2023, we submitted an IND application with the FDA to support the next phase of development of Ropidoxuridine. In January 2024, we received the A "Safe to Proceed" letter from the FDA for our IND application for the Phase II study of Ropidoxuridine (IPdR) as a radiation sensitizing agent during radiotherapy in patients with newly diagnosed IDH-wildtype glioblastoma with unmethylated MGMT promoter. Receipt of the letter allows us to commence the Phase II study of Ropidoxuridine (IPdR). The clinical development of Ropidoxuridine has shown drug bioavailability and a maximum tolerated dose has been established for use in Phase II clinical trials. TCG GreenChem, Inc. (a TCG GreenChem), with whom we have contracted for process research, development and cGMP compliant manufacture of IPdR, has successfully completed the manufacturing campaign for the active pharmaceutical ingredient (API) of Ropidoxuridine for use in the Company's upcoming Phase II clinical trial in brain cancer patients undergoing radiation therapy. Shuttle Pharma also worked with University of Iowa Pharmaceuticals to develop the formulation and produce the capsules, which have been shipped to contract research organization (CRO) Theradex Oncology for distribution to clinical trial sites. Both activities have now been completed. In addition, Shuttle received approval from the FDA to begin the clinical trial. The FDA made recommendations that led to an expanded clinical trial to include randomized dose optimization and we agreed with the recommendation. We met with representatives from six candidate clinical sites to review the protocol documents and FDA required IRB approvals have been obtained. With FDA recommended changes incorporated into the revised protocol, the Company has now contractually engaged all six of the planned research centers administering the clinical trials and achieved over 38% enrollment in the initial randomized portion of its Phase II clinical trial (15 patients). Thus far, half the patients enrolled have completed all seven courses of treatment with Ropidoxuridine. A A The Phase II clinical study is summarized below: A 46 A A Schema for the Phase II clinical trial. The initial cohort of 40 patients will be randomized to one of two Ropidoxuridine doses. 20 patients will receive the 1200 mg dose and 20 patients will receive the 960 mg dose. The optimum dose will be determined by comparing drug bioavailability and side-effects. The optimum dose will then continue to enroll 14 additional patients to provide the required 34 patients for statistical significance in comparison to historical controls. A A Ropidoxuridine and Tipiracil (IPdR/TPI) is a new combination formulation demonstrating extended bioavailability after oral administration in an animal model system. The IPdR/TPI formulation will undergo preclinical development for use as a radiation sensitizer and represents a A next generation drug product for clinical evaluation. A A SP-2-225 is Shuttle Pharma's pre-clinical class IIb selective HDAC inhibitor that affects histone deacetylase HDAC6 has been identified as the candidate lead molecule for development as a post-RT innate immune system activator. The macrophage is a key target for activating the innate immune system against cancer cells. SP-2-225 has effects on the regulation of the immune system by maintaining macrophage cells in an inflammatory, anti-cancer polarization. The interactions of RT with the immune response for cancer treatment are of great current interest, offering insight into potential mechanisms for primary site and metastatic cancer treatment. For this reason, Shuttle Pharma has selected SP-2-225 as the candidate lead HDAC inhibitor for preclinical development. We have contracted with investigators at Georgetown University to perform preclinical studies of immune activation after radiation therapy in an animal tumor model. These data have been published (Noonpalle SKR, Grindrod S, Aghdam N, Li X, Gracia-Hernandez M, Zevallos-Delgado C, Jung M, Villagra A, Dritschilo A. Radiotherapy-induced Immune Response Enhanced by Selective HDAC6 Inhibition. Mol Cancer Ther. 2023 Dec 1;22(12):1376-1389. doi: 10.1158/1535-7163.MCT-23-0215. PMID: 37586844; PMCID: PMC10878032) and additional preclinical studies are in progress with our contractors. With the introduction of check-point inhibitors, CART therapies and personalized medicine in cancer, regulation of the immune response following RT is of significant clinical and commercial interest. A A A SP-1-303 is Shuttle Pharma's pre-clinical selective Class I HDAC inhibitor that preferentially affects histone deacetylases HDAC1 and HDAC3 members of the class I HDAC family of enzymes. SP-1-303 data show direct cellular toxicity in ER positive breast cancer cells. Furthermore, SP-1-303 increases PD-L1 expression. Completed preclinical in vitro studies have been published (Jung M, Nicholas N, Grindrod S, Dritschilo A. Dual-targeting class I HDAC inhibitor and ATM activator, SP-1-303, preferentially inhibits estrogen receptor positive breast cancer cell growth. PLoS One. 2024 Jul 15;19(7):e0306168. doi: 10.1371/journal.pone.0306168. PMID: 39008483; PMCID: PMC11249239). We plan to seek university collaborations to complete SP-1-303 pre-clinical development in 2024. A Our Approach A We believe that we have established a leadership position in radiation sensitizer and response modifier discovery and development. We have identified a clinical phase product candidate and discovered new pre-clinical phase molecules using our proprietary platform technologies to increase the therapeutic index for patients receiving radiation for treatment of solid tumors. Our development strategy has four key pillars: (1) to improve the efficacy of RT by demonstrating improved disease-free survival rates in patients who undergo radiation therapy, (2) reduce the amount of radiation needed for a favorable tumor response, thereby limiting the potential for radiation related toxicities to healthy cells, (3) decrease the extent of surgery needed to remove cancers and improve quality of life, and (4) leverage our next generation technologies to create drugs that regulate the immune response assisting immune checkpoint and CART therapies and other personalized medicines targeting cancers. A In addition to private and public investment into our candidate therapeutic technology, we have also competed for non-dilutive funding from the NIH to support our lead sensitizer and to explore development of complimentary diagnostic products. To date, we have completed three SBIR contracts awarded to Shuttle Pharma by the NIH to: A A Develop IPdR as a radiation sensitizer. This funding provided partial support for the Phase I clinical trial of Ropidoxuridine and RT. A A A Develop prostate cancer cell cultures from African-American men, with donor matched normal prostate cells, establishing 50 pairs for accelerating research to reduce prostate cancer health disparities in African-American men. This project was funded under A Moonshot designation. Shuttle Pharma is eligible to apply for additional SBIR (Phase IIb) funding to commercialize these cells for research purposes. Currently, cells from African-American patients are distributed, on request, to investigators who are conducting health disparities research. We plan to test new small molecules using these cellular reagents for health disparities screening. A 47 A A A Develop a predictive biomarker for determining outcomes for prostate cancer patients following treatment with RT. This SBIR-funded project for blood test (PC-RAD Test) discovery and analytical validation were completed on March 15, 2022, and Shuttle Pharma intends to perform a clinical validation study. Shuttle Pharma has licensed the intellectual property for the

prostate cancer predictive biomarker test from Georgetown University and will seek additional investment from the public market to advance clinical development through its Shuttle Diagnostics entity. A All three SBIR funded projects have been completed. The Company is eligible to apply for SBIR Phase IIb funding to advance the “Moonshot” health disparities or the predictive biomarker project. The NIH SBIR program is designed to encourage small businesses to engage in Federal Research/Research and Development (“R&D”) that has the potential for commercialization. A Shuttle Pharma’s scientists have also developed collaborations to invent intellectual properties for prostate cancer theranostics. From a clinical perspective, prostate-specific membrane antigen (PSMA) is a valuable target for diagnosis and therapy of prostate cancer. In a discovery project to develop a novel, boron-containing PSMA ligand to enhance proton radiation therapy of prostate cancer, we discovered PSMA-B, a molecule containing boron and demonstrating nanomolar binding activity to PSMA. Preclinical evaluations have been initiated to explore the PSMA-B ligand as a potential prostate cancer sensitizer in combination with proton therapy, as well as a PET diagnostic reagent and as a targeted prostate cancer therapeutic. By in-licensing our collaborator’s shares of the intellectual property, Shuttle Pharma has an exclusive license to the PSMA-B intellectual property and has filed a patent application. Theranostic molecules are suitable for diagnosis and therapy of cancers. The PSMA ligand is a molecule that binds to the PSMA, an enzyme that is highly expressed in prostate cancer cells. The PSMA ligand is currently used for imaging and therapy to detect and treat prostate cancer. On December 16, 2024, the Company, entered into a sponsored research agreement with the Regents of the University of California, on behalf of its San Francisco campus (the “UCSF”), pursuant to which UCSF’s employee, Dr. Robert Flavell, will conduct research on a project entitled “Investigation of 18F-fluorodeboronation method for PSMA targeting ligand radiolabeling and evaluation in prostate cancer models” (the “Research Program”). Under the terms of the Sponsored Research Agreement, the Company will bear the total cost of \$291,607 of the Research Program. A A— Develop PSMA-B as a potential diagnostic and therapeutic molecule in pre-clinical models in collaboration with academic nuclear medicine programs. Shuttle Pharma has licensed the intellectual property for the prostate cancer predictive biomarker test from inventors and will seek additional investment from NIH by applying for grant applications and from the public market to advance clinical pre-development through its Shuttle Diagnostics entity. A Our Strategy A Our goal is to maintain and build upon our leadership position in radiation sensitization. We plan to develop Ropidoxuridine and the HDAC6 inhibitor (SP-2-225) and, if approved by the FDA, commercialize our product candidates for the treatment of cancers. While this process may require years to complete, we believe achieving this goal could result in new radiation sensitizer and immunotherapy products. Key elements of our strategy include: A A— Capitalize on Ropidoxuridine as an orally available, small molecule radiation sensitizer. To date, there is one drug (Cetuximab, a monoclonal antibody) approved by the FDA specifically as a radiation sensitizer. If we are successful in developing Ropidoxuridine and obtaining FDA approval, a small molecule sensitizer would then be enabled for clinical applications for radiation sensitization indications. A A A— Expand our leadership position within radiation sensitizers. In addition to our traditional radiation sensitizers, we plan to advance our near-term pipeline to include radiation sensitizers for proton therapy. Proton Therapy is growing worldwide as a form of radiation therapy due to its unique beam shaping characteristics. As a result, this new technology offers a major opportunity for Shuttle Pharma to strive to develop an innovative and well-tolerated drug for proton therapy sensitization. A A A— Execute a disciplined business development strategy to strengthen our portfolio of product candidates. We have built our current product pipeline through in-house discovery, development, partnerships with leading academic institutions and through in-licensing. We will continue to evaluate new in-licensing opportunities and collaboration agreements with leading academic institutions and other biotechnology companies around programs that seek to address areas of high unmet need and for which we believe there is a high probability of clinical success, including programs beyond our target franchise areas and current technology footprint. A 48 A A A— Invest in our HDAC platform technology and maximize its utility across cancer therapies. We are initially applying the platform to develop drugs for cancer radiation sensitization, normal tissue radiation protection and post radiation immune stimulation. Based on the data we have obtained thus far, these drugs are immune regulatory. We intend to invest to develop other properties of our platform technology, as well. A A A— Enter into collaborations to realize the full potential of our platform. The breadth of our HDAC technology platform enables other therapeutic applications, including radiation sensitization and immune therapy. We intend to seek collaborations centered on our platform to maximize applications for cancer treatment. A A A— Establish Shuttle Diagnostics, Inc. as a subsidiary of SHPH to advance development of the predictive biomarker (PC-RAD Test) and the PSMA ligand (PSMA-B) to advance prostate cancer treatment. A Radiation Therapy A Radiation Oncologists use Radiation Therapy (RT) to treat cancers that cannot be completely removed by surgery but have not yet spread to distant sites within the body. RT has been a mainstay for the treatment of cancer malignancies for more than half a century. The combination treatment of radiation therapy and chemotherapy has involved the use of cytotoxic drugs, targeted biologic agents and targeted external beam radiation to increase the destruction of tumor cells and cure or delay cancer progression. The low number of drugs and biologic agents under investigation as radiation sensitizing agents highlights an unmet need for new approaches and agents that provide greater effectiveness, increased quality and better tolerability for patients. A Currently, “chemo-radiation” treatments are established in cancers of the head and neck, esophagus, lung, stomach, breast, brain, pancreas, rectum and uterine cervix. The ideal radiation sensitizer would reach the tumor in adequate concentrations and act selectively in the tumor, as compared to surrounding normal tissues. It would have predictable pharmacokinetics for timing with radiation therapy and could be administered with every radiation treatment approach. The ideal radiation sensitizer would have minimal toxicity or manageable enhancement of radiation toxicity. A The U.S. market for radiation sensitizing agents is experiencing dynamic growth through development of new radiation technology, the introduction of new agents, growth in the number of diagnosed patients in a variety of cancer sites and changes in treatment patterns. New agents have been introduced, including bevacizumab (Avastin®, Roche), panitumumab (Vectibix®, Amgen), temozolomide (Temodar®, Merck) and cetuximab (Erbix®, Eli Lilly/Imclone), with potential as radiation sensitizing agents (though all but cetuximab are used off label); and all are recommended by the NCCN® (National Comprehensive Cancer Network) in clinical practice guidelines for use in combination with established therapies such as FOLFOX (leucovorin, 5-FU, oxaliplatin), CapeOX (capecitabine, oxaliplatin) and FOLFIRI (leucovorin, 5-FU, irinotecan). A The growth in the number of patients with cancers is being driven by an aging population and improved diagnostic tools. According to the National Cancer Institute (NCI), more than half (~50 - 60%) of all cancer patients undergo some type of radiotherapy during the course of their treatment. Confirming the patient estimate from the NCI, the American Society for Therapeutic Radiology and Oncology (ASTRO) factsheet states approximately 67% of approximately 1.25 million cancer patients are treated with radiation therapy annually, either one or more times. In addition, in a study published by the Journal of Clinical Oncology in 2016, it is estimated that the number of cancer patients needing radiation therapy will increase by 22% in the next 10 years. (See “The Future of Radiation Oncology in the United States From 2010 to 2020: Will Supply Keep Pace With Demand?” Benjamin D. Smith, Bruce G. Haffty, Lynn D. Wilson, Grace L. Smith, Akshar N. Patel, and Thomas A. Buchholz Journal of Clinical Oncology 2010 28:35, 5160-5165). A The American Society of Clinical Oncology (ASCO) estimates more than 80% of cancers in the U.S. occur in people in the age group of 50 and above with over 60% of cancers occurring in those 65 and over. (See, 2018 Clinical Cancer Advances Report, American College of Clinical Oncology, 2018). For example, according to the American Cancer Society (ACS), more than 90% of colorectal cancer patients are individuals aged 50 years and older, with approximately 40% of all cases occurring in patients aged 75 years and over. The Colon Cancer Alliance estimates that 90% of new cases and 95% of deaths from colorectal cancers occur in people aged 50 or older. Also, the U.S. Census estimates that the age group of 65-84 will grow by 23% within the next five years, indicating a likely increase in the overall number of cancer patients in the U.S. A 49 A A The table below details the number of cancers estimated in the United States in 2024: A Estimated New Cancer Cases in the U.S. A Male A Female Prostate A 299,010 A 27% Breast A 310,720 A 31% Lung & bronchus A 116,310 A 12% Lung & bronchus A 118,270 A 13% Colon & rectum A 81,540 A 8% Colon & rectum A 71,270 A 8% Urinary bladder A 118,330 A 6% Uterine corpus A 67,880 A 7% Melanoma of the skin A 59,170 A 6% Melanoma of the skin A 41,470 A 5% Kidney & renal pelvis A 52,380 A 5% Thyroid A 31,520 A 3% Non-Hodgkin lymphoma A 44,590 A 4% Non-Hodgkin lymphoma A 36,030 A 4% Oral cavity & pharynx A 41,510 A 4% Kidney & renal pelvis A 29,230 A 3% Leukemia A 36,450 A 4% Pancreas A 31,910 A 3% Pancreas A 34,530 A 3% Leukemia A 26,320 A 3% All sites A 983,160 A A A A All sites A 934,870 A A A ACS Facts & Figures, 2024 A The U.S. estimated incidence, deaths and five-year survival rate of cancer patients responsive to radiation therapy is significant (ACS Facts & Figures, 2024). The top cancers responsive to radiation are shown, based on the number of newly diagnosed patients. The incidence rates for some cancers are increasing by approximately 1-2% per year in the U.S. The number of newly diagnosed patients is significant and growing due to the aging of the population and improved diagnostic techniques. A The cancers listed above illustrate the opportunity presented for radiation sensitizers. Of note is the low five-year survival of pancreas, brain, lung and esophagus cancers—all are candidates for Shuttle Pharma’s pipeline of radiation sensitizing compounds. Cancers with low survival rates are of interest since they show a high unmet need for new therapeutics and an opportunity for Shuttle Pharma to gain significant uptake of their pipeline compounds. A Factors that present challenges and may restrict growth in the radiation sensitizer market include the safety and tolerability of many of the newer agents with radiation sensitizing properties; a regulatory environment that engenders greater levels of scrutiny of clinical practice issues; the high cost of newer agents; and the changing (and more restrictive) reimbursement environment in radiation oncology through CMS (Center for Medicare and Medicaid Services) and private payors. These factors may negatively impact the potential for growth in the U.S. market. A Many of the drugs used “off-label” as radiation sensitizers currently require close scrutiny of their potential for side effects that can affect the safety and tolerability of their use with patients. All of the current agents carry significant potential for side effects that can affect patients’ therapies and quality of life. Radiation sensitizing agents can cause both acute and chronic side effects in patients. Side effects can vary from person to person depending on age, sex, type of cancer, dose given per day, total dose given, and the patient’s general medical condition. Some common side effects of currently used radiation sensitizers include leukopenia, skin damage, hair loss, fatigue, bladder problems, nausea, fibrosis, memory loss, infertility, and enhanced risk of developing a second cancer, which may arise as a result of the patient’s weakened immune system due to cytotoxic drugs used in treatment or when newer biologic agents cause the over-production of specific cytokines or proteins, which can lead to developing secondary cancers. A Over the past five years, the FDA has taken an increasingly conservative approach to the approval of new agents for oncology treatment. There is greater scrutiny of results from clinical trials regarding progression free survival, overall survival, and safety and tolerability of new agents. Restrictions such as black box warnings and REMS (Risk Evaluation and Migration Strategies) are being applied to more new products over the past five years compared to the previous five years. These restrictions require physicians to be more careful in evaluating the use of newer agents and newer diagnostic tools to select the most appropriate patients for newer approved agents. A Many of the new agents are molecularly targeted therapies that are biologic in their development and manufacturing. The cost of the newer agents can be significant. For example, the cost for Avastin for one treatment course as a radiation sensitizer is estimated at \$9,000-12,000 according to one Key Opinion Leader in the U.S. (Carl Schmidt, Consultant, Shuttle Pharmaceuticals Holdings, Inc., Business Plan 2018). Recently, a CAR-T gene therapy from Novartis was launched with a yearly cost of \$475,000. Further, as many private payors scrutinize the cost and appropriate use of newer drugs, they require physicians to provide justification through prior authorization requests, use of step therapy and guidelines that delay treatment, increase administrative costs and limit the therapeutic choices for physicians and hospitals. A 50 A A Public payors for radiation oncology therapies such as CMS have instituted reimbursement reductions that potentially affect the overall cost of therapy and can limit the acceptance of newer agents. With CMS announced reductions in reimbursement for radiation oncology, there is increased pressure to find a more potent radiation sensitizer agent with reduced side effects, and greater cost-effectiveness. A Escalating healthcare spending is adding pressure on government and commercial payors to contain drug costs. While the oncology space is arguably not as tightly managed by payors as other therapeutic areas, utilization management of costly cancer therapeutics has become an increasing priority for U.S. payors, especially with the advent of biologics. Payors (and market access agencies in the EU) will most often restrict high-cost drugs, drugs with limited or no survival benefits, and drugs deemed to be at high risk for widespread off-label use. A Beyond efforts at cost containment by insurers (which often require patients to first be prescribed lower cost drugs to determine effectiveness prior to allowing for reimbursements for more expensive (or less cost effective) drugs), payors are also looking toward implementing clinical pathways as a way to maintain or improve health outcomes while lowering costs. Clinical pathways are designed to address the limitations of prior authorization and of reduced fee schedules, offering more durable cost containment to payors. These pathways may lead to cost savings by encouraging the use of generics, streamlining treatment choices, and reducing side effects while maintaining outcomes. A Engineered Radiation Sensitizers A The market for radiation sensitizers in selected cancer types is defined by the need to improve local-regional tumor control. Treatment regimens have been developed to address patient needs for tumor control and quality of life. Since the initial applications of Ropidoxuridine and selective HDAC inhibitors are as adjuncts to the standard of care for the treatment of radiation responsive cancers, the unmet needs of the market lie in the potential for the following: A A— Improvement in efficacy of radiation treatments as determined by overall survival, progression free survival and response rates in comparison to currently used “off-label” sensitizer drugs. A A A— Reduction in radiation doses needed to affect a positive clinical response for the patient. A A A— Reduction in the surgical extent that is needed to remove residual cancer. A A A— Improvement in quality-of-life outcomes. A Various sources have estimated that more than 800,000 patients in the U.S. are treated with radiation therapy for their cancers. According to the American Cancer Society, about 50% are treated for curative purposes and the balance for palliative care. The market opportunity for radiation sensitizers lies with the 400,000 patients treated for curative purposes. The number of patients being treated with RT is expected to grow by more than 22% over the next five years. Based on a rough estimate of a course of radiation sensitizing brand drug therapy (off label at this time) of \$12,000 per patient—the market size would exceed \$4.0 billion. This would represent about 4% of the annual cost of cancer care in the U.S. A In the past two decades, developments in the field of oncology have resulted in an increase in the number of clinical trials of marketed products that exhibit radiation sensitizing properties. The following are a few examples of recently approved products that exhibit radiation sensitizing properties: topotecan (Hycamtin®) was approved for ovarian and small-cell lung cancer and also in cervical cancer when used in combination with cisplatin. Irinotecan (Camptosar®) is used for metastatic colorectal carcinoma, trastuzumab (Herceptin®) for breast cancer, and gefitinib (Iressa®) for locally advanced non-small-cell lung cancer. However, the claims on radiation sensitization are anecdotal in the scientific literature. A In addition, clinical trials are in progress to develop novel molecules (such as poly (ADP-ribose) polymerase (PARP) inhibitors (such as Lynparza (olaparib)), histone deacetylase (HDAC) inhibitors (such as Zolinza® (vorinostat) and heat-shock protein 90 (hsp90) inhibitors with potential to increase the therapeutic use of compounds with radiation sensitizing properties for other cancers. Several drugs with radiation sensitizing properties are currently in Phase III clinical trials, such as nimorazole (for head and neck cancer), motexafin gadolinium (for brain metastases), and cisplatin (for cervical cancer); though none are likely to apply for a radiosensitizing claim with the FDA since the radiosensitizing element in their clinical trials are not primary endpoints. While additional drugs with radiation sensitizing properties are expected to be launched in the future, thereby driving the radiation sensitizers market further, to date, there is no indication that any drug in development is expected to be approved specifically as a radiation sensitizer. A 51 A A The competitive environment for “off-label” radiation sensitizers for solid tumor cancers is anticipated to become predominantly generic. Avastin, Erbitux, Camptosar and Xeloda have or will lose patent protection in the next three years. Newer products under investigation or approved, such as Vectibix® (panitumumab) from Amgen will be promoted as having radiation sensitizing properties, along with indications for treatment for specific cancers. The high cost of these new therapies coupled with limited efficacy compared to current standard of care will be constrained by both public and private payors. Other new agents are in development but will face similar challenges. A We anticipate that new products launching into the cancer market with anecdotal claims for use as radiation sensitizers with improved effectiveness, quality and tolerability will initially be limited in their growth until they have been added to established clinical pathways and guidelines. If their effectiveness, quality and tolerability are demonstrated clinically, as determined by the FDA, it is anticipated the National Comprehensive Cancer Network (NCCN), the leading authority in oncology drug evaluation for treatment guidelines, would issue a recommendation and addition to standard of care within approximately six to twelve months after launch. An NCCN recommendation would positively impact the growth potential for a new product entering the market. Also, payors, both public and private, would add the new product to their approved drug lists and provide reimbursement giving providers incentive to use the product as neoadjuvant and adjuvant therapy to standard of care. A As with many cancer therapies, side effects can often have a distinct impact on quality of life and influence the potential for market growth. Patients increasingly have a stronger voice in the decision-making process for the appropriate therapies and costs to treat their cancers. As payors are increasingly placing more of the financial burden of the cost of therapy directly on patients, patients are voicing their opinions to their physicians and payors which have a direct effect on which products are selected. Many of the current therapies have significant side effects: A Private insurers are expected to have more restrictive formularies and medical benefits in which patients will be expected to carry more of the burden of the cost of drugs. Also, it is anticipated that increased application of third party developed treatment guidelines, such

as those from the NCCN (National Comprehensive Cancer Network), are expected to be used by private payors to limit the access to products for specific conditions through prior authorizations and implementation of step therapy or increased out of pocket cost approaches. As many of the current drugs used as radiation sensitizers are expensive and not approved for use as radiation sensitizers (thus, such treatment is off-label), and as many of the products in clinical trials are expected to be at the current or higher price levels, new products that may be specifically approved for an indication as the only approved product as a radiation sensitizer will have increased consideration for reimbursement. A CMS is increasingly moving many patients to private insurance through Medicare Advantage and ACOs. Medicare Advantage plans are capitation HMO and PPO plans offered through private insurers to Medicare patients. ACOs are being developed to increase quality of care for their patients. Most of the new ACOs are initially positioned for Medicare patients with over 400 approved by CMS. Several studies from the Center for Health Strategies, 2017, Journal of American Medical Association, 2018 and the Brookings Institute, 2015 estimated that almost 1000 ACOs for Medicare and non-Medicare patient populations would be approved by CMS or developed by a variety of healthcare entities to begin operating under the ACA in 2017. We expect the growth in ACOs to continue, regardless of any changes that may be made to the ACA going forward. In early 2017, Health Affairs, a magazine tracking ACOs, estimated that over 22 million patients are enrolled in Medicare and private ACOs. To address the quality of care measures designated by CMS and to gain additional incentives, use of clinical pathways or treatment guidelines is anticipated to be increasingly instituted to manage patient care. The impact on the uptake of new products in this environment can be profound if the new product is first in class and is included in national guidelines from organizations such as the NCCN and/or approval by the regional CMS contracting groups. A ROPIDOXURIDINE A The halogenated thymidine (TdR) analogs, bromodeoxyuridine (BdUR) and iododeoxyuridine (IdUR), are a class of pyrimidine analogs that have been recognized as potent radiosensitizing agents since the early 1960s. (See Kinsella TJ. An Approach to the Radiosensitization of Human Tumors. Cancer J Sci Am. Jul-Aug 1996;2(4): 184-193). Their cellular uptake and metabolism are dependent on the TdR salvage pathway where they are initially phosphorylated to the monophosphate derivative by the rate-limiting enzyme, thymidine kinase (TK). (See Shewach DS, Lawrence TS. Antimetabolite radiosensitizers. J Clin Oncol, Sep 10 2007; 25(26):4043-4050). After sequential phosphorylation to triphosphates, they are then used in DNA replication, in competition with deoxythymidine triphosphate (dTTP), by DNA polymerase. DNA incorporation is a prerequisite for radiosensitization of human tumors by the halogenated TdR analogs, and the extent of radiosensitization correlates directly with the percentage TdR replacement in DNA. (See Lawrence TS, Davis MA, Maybaum J, Stetson PL, Ensinger WD. The Dependence of Halogenated Pyrimidine Incorporation and Radiosensitization on the Duration of Drug Exposure. International Journal of Radiation Oncology, Biology, Physics. Jun 1990; 18(6):1393-1398). The molecular mechanisms of radiosensitization are most likely the result of increased susceptibility of TdR analog-substituted DNA to the generation of highly reactive uracil free radicals by ionizing radiation (IR), which may also damage unsubstituted complementary-strand DNA. Repair of IR damage may also be reduced by pre-IR exposure to these analogs. A 52 A A The rationale for using Ropidoxuridine as a radiation sensitizer is based on prior clinical studies with the active metabolite IdUR, identified in NIH laboratories as a potent radiation sensitizer. Ropidoxuridine is an orally available prodrug of IdUR. In the body, Ropidoxuridine is metabolized in the liver into IdUR. IdUR is incorporated into the DNA of actively growing cells and when cells are exposed to ionizing radiation, DNA strand breaks are generated, resulting in more cell death and radiation sensitization. (See Gurken E, Schupp JE, Aziz MA, Kinsella TJ, Loparo KA. Probabilistic modeling of DNA mismatch repair effects on cell cycle dynamics and iododeoxyuridine-DNA incorporation. Cancer Res. Nov 15 2007; 67(22):10993-11000). A Most of the clinical efficacy data were obtained from NIH supported studies performed with IdUR, the active metabolite of Ropidoxuridine. However, IdUR requires constant infusion over six weeks of therapy which creates a significant compliance issue for patients. Ropidoxuridine can be given as a capsule for oral administration, resulting in greater ease of medication delivery and potentially improved compliance and fewer complications. A Over the last 20 years, there has been renewed interest in these halogenated TdR analogs as experimental radiation sensitizers in selected cancer patient groups. These analogs are rapidly metabolized in both rodents and humans, principally with cleavage of deoxyribose and subsequent dehalogenation by hepatic and extrahepatic metabolism, when given as a bolus infusion with a plasma half-life of <5 min. Consequently, prolonged continuous or repeated intermittent drug infusions over several weeks before and during irradiation are necessary, based on in vivo human tumor kinetics, to maximize the proportion of tumor cells that incorporate these analogs into DNA during the S phase of the cell cycle. (See Fowler JF, Kinsella TJ. The Limiting Radiosensitization of Tumors by S-phase Sensitizers. Br J Cancer. 1996;74 (Suppl)(27):294-296). Phase I and Phase II trials using prolonged continuous or repeated intermittent intravenous infusions of BdUR or IdUR before and during radiation therapy (RT) have focused principally on patients with high-grade brain tumors. These clinically radiation resistant tumors can have a rapid proliferation rate (potential tumor doubling times of 5d15 days) and are surrounded by non-proliferating normal brain tissues that show little to no DNA incorporation of the TdR analogs. As such, high-grade brain tumors are ideal targets for this approach to radiation sensitization. In Phase I/Phase II clinical trials, prolonged survival outcomes were observed compared to RT alone in patients with anaplastic astrocytomas and in patients with glioblastoma multiforme IdUR continuous IV infusion (1000 mg/m2/ day/ 14 days), Total 39 patients (F. Sullivan, et al. Int J Radiat Oncol Biol Phys. 1994; 30(3):583-90.) A therapeutic gain in clinical radiation sensitization using these halogenated TdR analogs was proposed for other types of poorly responsive (radiation resistant) cancers, including locally advanced cervical cancer, head and neck cancers, unresectable hepatic metastases from colorectal cancers, and locally advanced sarcomas, based on the results of other Phase I/Phase II clinical trials. A Target Indication: Glioblastoma, Sarcomas and Rectal Cancers A After completion of the Phase I clinical trial of Ropidoxuridine and RT in advanced GI cancers, we proposed to perform Phase II efficacy clinical trials in brain tumors (glioblastoma), soft tissue sarcomas, and rectal cancers. Glioblastoma multiforme is a deadly malignancy of the brain with no known cure. Radiation therapy provides delay of disease progression and is standard of care following surgical resection or biopsy. Radiation therapy is combined with Temodar, a drug that has shown activity (~ four months survival benefit) in treating brain tumors. Preliminary data using radiation therapy in combination with IdUR resulted in a delay of disease progression of up to six months. We propose to test IpDR in combination with radiation therapy in the Phase II clinical trial. Similarly, delay in disease progression has been observed following treatment of sarcomas by the combination of IdUR and RT. Based on the Phase I data of our clinical trial we know that therapeutic levels of IdUR are reached by administering the orally available prodrug, IpDR. A Clinical Data A The Phase I results of the clinical trial supported by an SBIR contract to Shuttle Pharma and a sub-contract to the Brown University Oncology Group (BrUOG) at the LifeSpan/Rhode Island Hospital were reported by the subcontractor at the 30th EORTC-NCI-ASCR Symposium in November 2018 and in the medical journal, Clinical Cancer Research, in 2019. Eighteen patients completed dose escalation to 1800 mg/day for 30 days, establishing the maximum tolerated dose (MTD) of 1,200 mg/day in combination with RT. Therapeutic blood levels of IdUR were achieved. Four patients were scored as partial responses, nine patients had stable disease and one patient progressed in the target lesions. These data support advancing IpDR and RT to clinical trials for the FDA to determine efficacy. A 53 A A Development Plan A A key to driving the Ropidoxuridine product forward is the development of a clinical plan with aggressive timelines and support within the radiation oncology community to participate in clinical trials with the appropriate patients to ensure a comprehensive NDA dossier for each product. Initially, the plan is focused on the Phase I and Phase II clinical trials. Upon completion of Phase II studies, we will determine whether to extend the Phase II study to a randomized Phase II, or to perform a randomized Phase III clinical trial. Such determination will be based on results of the initial clinical trials and the end of a Phase II meeting with the FDA. Shuttle Pharmaceuticals requested and received FDA orphan drug status for Ropidoxuridine as a clinical radiation sensitizer for treatment of glioblastoma and pre-operative treatment of soft tissue sarcomas. As a result, the application for orphan designation for Ropidoxuridine with RT for glioblastoma has been approved. The application for sarcomas, however, was not approved and will require addressing certain FDA comments and resubmission. The IpDR/TPI formulation clinical plan will focus on resectable stage II and III rectal cancer patients. A Our clinical plan for Ropidoxuridine development as implemented to date, includes: A A GMP manufacture and formulation of 24 kg of Ropidoxuridine for use in clinical trials has been completed. A A A The IND for a Phase II clinical trial of Ropidoxuridine and RT in glioblastoma has been approved for the study to proceed. A A A The contract research organizations (CRO), Theradex Oncology has been engaged to assist in the performance the Phase II clinical trial. A A A Completion of the Phase II clinical trial in glioblastomas to determine appropriate dosing, effectiveness and tolerability of the treatment. A The data obtained from the NIH/NCI SBIR funded Phase I clinical trial supported efforts to raise capital to enable performing the Phase II clinical trials of Ropidoxuridine. We aim to conduct and complete the Phase II clinical trial so that we may present data to the FDA for its determination of efficacy. We believe this will support our efforts to raise the additional required capital to complete Phase II and to fund the Phase III clinical trials and seek FDA approval of an NDA with orphan designation. A The clinical plan for the IpDR/TPI formulation will focus on resectable Stage II and Stage III rectal cancer patients and on recurrent glioblastoma treated with proton therapy. Nonetheless, we cannot guarantee the successful completion of any of these trials. Our inability to meet any of the aforementioned milestones in the Phase II or Phase III clinical trials will cause us to be unable to proceed with our present efforts and will likely cause us to be unable to raise additional funds. A Our HDAC Small Molecule Delivery Platform A General A Since the founding of Shuttle Pharma, our discovery research and development efforts have been focused on our small molecule technology delivery platform which uses HDAC inhibitors, designed to target cancer cells, while protecting healthy tissue. A HDACs are a class of enzymes that regulate gene expression through chemical modification of histones and non-histone proteins. Increased HDAC activity leads to a more condensed chromatin (which is a protein complex consisting of DNA and other proteins), decreased gene expression and loss of key gene products, including tumor suppressor gene function. Inhibition of HDAC activity leads to a more open chromatin and increased expression of the key gene products. This chromatin modification underlies the epigenetic cellular regulatory system and is an area of intense investigation. A Our research and development efforts to date have focused on the discovery of novel, dual functional molecules for potential use in cancer treatment as radiation sensitizers of cancers, protectors of normal tissues, and activators of the immune responses to cancers expressed by irradiated cancer cells. To date, we have produced three candidate molecules: A A Characterized by neurologist, immunological and radiobiological clinical features. A 54 A A A SP-2-225, a candidate lead of compounds demonstrating Class II (HDAC6) selective inhibition. HDAC6 is a molecule integral to the presentation of antigens by macrophages to T-lymphocytes. A A A SP-1-303 is a candidate Class I HDAC inhibitor with preferential efficacy against ER positive cancers. A SP-1-161 - A Dual Functional Agent A SP-1-161 is an HDAC inhibitor of the hydroxamate chemical class of compounds and an ATM activator of the indole chemical class. HDACs modify histones and non-histone proteins, which are key components of the chromatin structure, gene expression regulation, and cell growth. HDAC inhibitors inhibit cell proliferation, angiogenesis and immunity. Eighteen human HDACs have been identified, subdivided into four classes based on sequence and functional homology. In cancer cells, HDAC activity silences tumor suppressor genes important for cell growth regulation and to chromosomal instability. Abnormal HDAC activity is also associated with tumor cell growth, invasion, metastasis and resistance to therapy. Therefore, inhibitors of HDACs have emerged as anti-cancer agents for cancer therapy. Vorinostat and romidepsin have been approved by the FDA for treatment of patients with relapsed or refractory T-cell lymphomas. In addition, panobinostat received FDA approval for treatment of recurrent multiple myeloma in combination with bortezomib and dexamethasone. A In preclinical studies, SP-1-161 inhibited the activity of pan-HDACs and activated the ATM gene product. ATM is a critical protein for the activation of the cell stress response for cellular recovery from radiation exposure in normal cells, but not in cancer cells. ATM activates the P53 protein, referred to as the guardian of the genome, and serves as a tumor suppressor critical for normal cell function and activation of programmed cell death in cancer cells. A In preclinical studies, SP-1-161 protected normal breast epithelial cells (184A1) following exposure to ionizing radiation while increasing sensitivity of breast cancer cells (MCF7). SP-1-161 provides this dual function in a single molecule and this molecule is differentiated from other HDAC inhibitors by treatment of cancers while protecting normal cells. (See Grindrod S, Brown M, Jung M. Development of dual Function Small Molecules as Therapeutic Agents for Cancer Research, Poster presentation #A178, American Association of Cancer Research Oct 2017). A SP-2-225 A SP-2-225 is a selective HDAC inhibitor that affects histone deacetylase (HDAC6) and is a member of the class IIb HDAC family. Class II HDACs play important roles in cancer motility, invasion, neurological diseases, and immune checkpoint. HDAC6 inhibition has been most extensively studied for its role in the treatment of hematological cancers. HDAC6 is unique among HDAC enzymes in having two active catalytic domains and a unique physiological function. In addition to the modification of histones, HDAC6 targets specific substrates including 1-tubulin and HSP90, and are involved in protein trafficking and degradation, cell shape and migration. Selective HDAC6 inhibitors are an emerging class of pharmaceuticals due to the involvement of HDAC6 in pathways related to neurodegenerative diseases, cancer and immunology. Specifically, its potential to affect regulation of the immune system and enhance the immune response in cancer is of great interest. With the introduction of check-point inhibitors, CAR-T therapies and personalized medicine in cancer, regulation of the immune response to this therapy is of significant clinical and commercial interest. (See Noonepalle SKR, Grindrod S, Aghdam N, Li X, Gracia-Hernandez M, Zevallos-Delgado C, Jung M, Villagra A, Dritschilo A. Radiotherapy-induced Immune Response Enhanced by Selective HDAC6 Inhibition. Mol Cancer Ther. 2023 Dec 1;22(12):1376-1389. doi: 10.1158/1535-7163.) A Selective inhibition of HDAC6 reduces dose limiting side effects associated with non-selective HDAC inhibitors. Selective HDAC6 inhibitors may be combined with other cytotoxic agents. Shuttle's discovery of selective HDAC inhibitors has yielded several HDAC6 selective candidate molecules including SP-2-225. HDAC6 inhibitors are under investigation for roles in the treatment of diseases such as multiple myeloma. A 55 A A SP-1-303 - Target Indication: Breast Cancer A Histone deacetylase inhibitors sensitize cancers to the effects of radiation, protect normal tissues from radiation injury and activate the immune system. SP-1-303 is a selective Class I HDAC inhibitor that inhibits HDAC1, 3 and 6 and has direct cellular toxicity in ER positive breast cancer cells. Furthermore, SP-1-303 increases the PD-L1 expression level in a time-dependent manner, support combination of SP-1-303 with an immune checkpoint blocker to enhance the therapeutic benefits. We are currently conducting preclinical efficacy studies of these molecules. A Development Plan A The HDAC inhibitor platform of candidate molecules will require pre-clinical evaluation, completion of IND-enabling studies and the lead drug candidates will be tested in Phase I clinical trials for pharmacokinetics and MTD determination. We have three lead candidates for potential development for the treatment of solid tumors, including breast cancer, lung cancer and multiple myeloma. A The results of Phase I and Phase II clinical trials will determine further drug development and Shuttle will seek to establish collaborative partnerships with other pharmaceutical companies to complete pre-clinical and clinical development, drug manufacturing and marketing of our product candidates. In the event we are unsuccessful in completing our clinical trials at any stage, or in the event we obtain negative results, we will likely be unable to raise additional funding related to our HDAC studies or will have to change direction of our research efforts regarding the HDAC inhibitor platform of candidate molecules. A Our Manufacturing Strategy A We have no manufacturing facilities that are owned or operated by us. We have performed laboratory scale synthesis and testing in our research laboratories in Gaithersburg, Maryland. GMP synthesis of API, drug formulation and human dosage preparation will be performed under contracts with third-party manufacturers. A Strategic Agreements A We have developed important strategic agreements with academic institutions for access to resources such as intellectual property, core facilities and contracting relationships. In addition, we have established an agreement with Propagenix for intellectual property in-licensing. Our current and ongoing relationships include: A A Georgetown University A A Sub-contractor for the SBIR supported African American prostate cancer patient health disparities project (completed). The conditional reprogramming of cells (CRC) technology was invented at Georgetown University and Georgetown University owns the intellectual property. Propagenix holds the license for the intellectual property for the CRC technology from Georgetown University. The intellectual property for cells derived from African American patients under the Georgetown University subcontract belong to Shuttle Pharmaceuticals, Inc. based on our sub-licensing agreement with Propagenix. A A Sub-contractor for the SBIR supported metabolomic predictive biomarker project (completed). The metabolomic biomarker intellectual property belongs to Georgetown University and Shuttle Pharma holds an exclusive option to license the intellectual property. A A Exclusive licensing agreement with Georgetown University pursuant to which Georgetown University agreed to license the intellectual property known as Predictive Biomarkers for Adverse Effects of Radiation Therapy (U.S. Patent Application No. 17/476,184, filed on September 15, 2021) (the Patent Rights), which was developed by Dr. Anatoly Dritschilo, the Company's Chief Executive Officer, Dr. Scott Grindrod, the Company's Principal Scientist, and Drs. Amrita Chema and Yaoxiang Li, employees of Georgetown. The Patent Rights will be available for the Company's use worldwide. A A Shuttle Pharma entered into a research agreement (the Research Agreement) with Georgetown University for testing small molecule radiation sensitizers and immune activation candidates discovered and developed by Shuttle Pharma in cell-based and animal xenograft models. A A In conjunction with the Research Agreement, Shuttle Pharma also entered into a material transfer agreement (the MTA), dated March 21, 2023, with Georgetown University. Under the MTA, Shuttle Pharma agreed to transfer research quantities of candidate drug molecules to Georgetown University, which materials will be used by Georgetown University solely to carry out additional research for Shuttle Pharma and which materials shall at all times remain the property of Shuttle Pharma. A A Brown University A A Sub-contractor of the SBIR supported Phase I clinical trial of IpDR and RT (completed). A A University of

Virginia. Research collaboration to develop heavy oxygen molecules for proton radiation sensitizer applications. George Washington University. Material transfer agreement for testing HDAC inhibitor effects in immune model systems. The material transfer agreement that protects our HDAC inhibitor intellectual property is with George Washington University, transferring drugs for research purposes and sharing authorship on publications. There is no transfer of funds related to such activities. Propagenix, Inc. License agreement for conditional re-programmed cell (CRC) technology. The cells established by Shuttle Pharma scientists at Georgetown University belong to us, based on the sublicense from Propagenix, Inc. An up-front licensing fee of \$25,000 was paid to Propagenix. No other future milestone or royalty payments owed related to the Propagenix agreement. Competition Off-Label Use. A. Drugs with radiation sensitizing properties. B. Our Product Candidates. A. We are advancing a clinical stage product candidate, Ropidoxuridine, that we believe will target cancer cells while protecting healthy tissue when used in conjunction with RT. 56 A. Ropidoxuridine. Ropidoxuridine, an orally available halogenated pyrimidine with strong cancer radiation sensitizing properties, is our lead clinical phase product candidate. Halogenated pyrimidines are incorporated into DNA by rapidly growing cancer cells and become more sensitive to the effects of RT. We have received an SBIR contract from the NIH to fund a Phase I clinical trial in collaboration with Brown University at the Lifespan/Rhode Island Hospital to determine the maximum tolerated dose in patients with advanced gastrointestinal cancers. In connection with the trial, NCI approved the Phase I clinical protocol and provided drug and clinical data management support to Rhode Island Hospital. The Phase I clinical trial has been completed and the results support advancing Ropidoxuridine to Phase II clinical trials of brain tumors, sarcomas and other tumors. The following tables provide data from reported clinical trials of lododexuridine and RT therapy in brain cancers (glioblastoma multiforme) and high-grade sarcomas. Our primary strategy for Ropidoxuridine and RT therapy is to provide oral drug delivery to effect radiation sensitization of cancers and validate effectiveness in glioblastoma and sarcoma, potential Orphan indications. Brain Cancer Treatment Efficacy compared to historical RT-alone controls for treatment of high-grade primary brain tumors (RTOG*, NCI* trials). IuDr continuous IV infusion (1000 mg/m2/ day/ 14 days), Total of 39 patients (F. Sullivan, et al. Int J Radiat Oncol Biol Phys. 1994; 30(3):583-90). IuDr continuous IV infusion (2000 mg/m2/ 4 day infusion/ 6 week treatment), Total of 21 patients (R. Urtasun, et al. Int J Radiat Oncol Biol Phys. 1996;36(5):1163-7.) A. Sarcoma Treatment Efficacy compared to historical RT-alone controls for treatment of high-grade sarcomas (University of Michigan* trials). A. 16 patients were treated with continuous infusion (1000-1600 mg/m2/day) plus RT (J.M. Robertson, et al. Int J Radiat Oncol Biol Phys. 1995; 31(1):87-92). A. In addition to our primary product candidate, we are developing and planning to develop other cancer radiation sensitizers and radiation protectors, which target protecting normal tissue during the administration of RT, and other products utilizing our HDAC small molecule technology platform. SBIR Contracts. The SBIR Program. The Small Business Innovation Research program, as developed by Congress under the Small Business Innovation Development Act of 1982, is designed to encourage domestic small businesses to engage in Federal Research/Research and Development (R&D) that has the potential for commercialization. Through a competitive awards-based program, SBIR enables small businesses to explore their technological potential and provides the incentive to profit from its commercialization. Some of the SBIR's program goals include stimulating technological innovation, meeting Federal research and development needs and encouraging participation in innovation and entrepreneurship. A. The SBIR program is a three-phase program. Phase 1 is to establish the technical merit and commercial potential of the proposed R&D efforts. Phase 2 is to continue the R&D efforts initiated in Phase 1 and funding is based on the results achieved in Phase 1. Phase 3 allows for the small business to pursue commercialization objectives resulting from the Phase 1 and 2 R&D activities. In addition, companies that have successfully completed Phases I and II are also eligible to apply for Phase IIb funding. A. In addition to the SBIR contract to fund our Phase I clinical study on Ropidoxuridine in combination with RT for treatment of advanced gastrointestinal cancers, we have also received awards of SBIR contracts from the NIH to address prostate cancer health disparities and prostate cancer radiation biomarker development. A. As of the date of this registration statement, all SBIR contracts received by the Company have been completed. The Company submitted a final report for SBIR contract # 75N81018C00031 on March 28, 2022. The following summary of terms for the three Phase II SBIR contracts is provided below. A. Summary of SBIR Contracts. A. SBIR contract #261201400013C: Phase I (\$191,971) and Phase II (\$1,428,117) for Clinical Development of IPdR for Radiosensitization, dates September 19, 2014 through August 3, 2017. Subcontract to Brown University/Lifespan Rhode Island Hospital. No related intellectual property. A. SBIR contracts # HHNS261201600038C; Phase I (\$224,687) and #261201800016C: Cell-Based Models for Prostate Cancer Health Disparities Research - Moonshot Project (Phase II), award amount \$1,484,350, dates September 19, 2016 through September 16, 2021. Subcontract to Georgetown University. Intellectual property consists of cell cultures and is property of Shuttle Pharmaceuticals, Inc. via licensing agreement. A. SBIR contracts #HHNS261201600027C (\$299,502) and #75N81018C00031: Predictive Biomarkers of Prostate Cancer Patient Sensitivity for Radiation Late Effects, award amount \$1,903,095, dates September 16, 2019 through March 15, 2022. Subcontract to Georgetown University. Intellectual property is owned by subcontractor Georgetown University with option to license to Shuttle Pharmaceuticals, Inc. A. Prostate Cancer Studies to Address Health Disparities. A. Prostate cancer health disparities studies have shown that African American men are at higher risk for developing prostate cancer, as well as at higher risk of cancer specific death rates as compared to Caucasian American men. The causes of disparities have been attributed to socioeconomic differences, environmental exposures and biological factors. Most disparities studies have been population based, in part, due to the lack of relevant in vitro and in vivo models to support biological studies. A. 57 A. Shuttle Pharma has been awarded Phase I and II SBIR contracts entitled Cell-based models for prostate cancer health disparity research to develop African American prostate cancer cell lines with donor matched normal prostate epithelial cell lines from African American men. A. The commercialization of the prostate cells will require additional support through the SBIR funding mechanism. Companies that have completed Phase I and II SBIR awards are eligible to apply for Phase IIb SBIR funding. These awards were historically intended to de-risk a project by providing matching funding for product development to commercialization. We may apply for such government funding to advance laboratory facilities and to expand the availability of the cell cultures. We did not raise capital through our IPO for the health disparities project. Should we not be successful with SBIR IIb funding, we will pause and may have to terminate this project. A. Prostate Cancer Biomarker Development. A. Patients treated for prostate cancer may experience treatment related late effects that adversely affect quality of life and may prove life-threatening. Shuttle Pharma has been awarded a Phase I SBIR contract entitled Predictive biomarkers for prostate cancer patient sensitivity for radiation late effects to determine the technical and commercial feasibility of a biomarker panel predictive of radiation mediated late effects in patients treated for prostate cancer. A. Through collaboration with Georgetown University, patients treated with SBRT for prostate cancers were analyzed for urinary and rectal symptoms and their blood was analyzed by mass spectroscopy for predictive biomarkers. The discovery and validation of metabolite panels to serve as a predictive biomarker of patient outcomes following radiation therapy and supports future development and commercialization of a diagnostic product through a Phase 2 SBIR effort. A. The development to commercialization of the metabolite predictive biomarker panel requires additional support through the SBIR funding mechanism. We will be eligible to apply for Phase IIb SBIR funding the next round of solicitation. A. Phase IIb may help de-risk the project by providing up matching funds for performing the clinical validation trial for product development to commercialization. We may apply for such government funding to advance this project. We also intend to raise capital through the public market for predictive biomarker development through the Shuttle Diagnostics entity. Should we not be successful for SBIR IIb funding, we may terminate this project. A. Collaborative Arrangements. A. While we intend to enter into selective collaborative arrangements to further develop our drug candidates in the future, at present we have not entered into any collaborative arrangements with third parties to develop our drug candidates as we are still completing clinical trials and, as a result, there can be no assurance that we will be able to do so on commercially reasonable terms or otherwise. A. Intellectual Property. A. We invest significant amounts of funds in research and development. Our research and development expenses before contract reimbursements were \$3,517,093 and \$1,258,840 for the fiscal years ended December 31, 2023 and 2022 respectively. After reimbursements for contracts of \$0 and \$211,455 for the fiscal years ended December 31, 2023 and 2022, net research and development expenses were \$3,517,093 and \$1,047,385, respectively. For the nine months ended September 30, 2024 and 2023, our research and development expenses were \$2,632,387 and \$2,806,644, respectively, and there were no contract reimbursements for either period. A. We are seeking multifaceted protection for our intellectual property that includes licenses, confidentiality and non-disclosure agreements, copyrights, patents, trademarks and common law rights, such as trade secrets. We enter into confidentiality and proprietary rights agreements with our employees, consultants, collaborators, subcontractors and other third parties and generally control access to our documentation and proprietary information. A. 58 A. As of the date of this registration statement, we have filed five patent applications with the USPTO with respect to various aspects of our HDAC small molecule delivery platform and Ropidoxuridine, our lead product candidate. The following is the status of the patent applications Shuttle has filed to date: A. Summary of Shuttle Pharma's Intellectual Property Portfolio. A. Morgan, Lewis & Bockius LLP prepared patent applications related to Ropidoxuridine (IPdR) and HDAC inhibitors, and, in the fourth quarter of 2018, found no freedom to operate (FTO) issue for Ropidoxuridine used as radiosensitizer and used with tipiracil, and HDAC inhibitors SP-1161 and SP-2-225. A. Our strategy around protection of our proprietary technology, including any innovations and improvements, is to obtain worldwide patent coverage with a focus on jurisdictions that represent significant global pharmaceutical markets. Generally, patents have a term of twenty years from the earliest priority date, assuming that all maintenance fees are paid, no portion of the patent has been terminally disclaimed and the patent has not been invalidated. In certain jurisdictions, and in certain circumstances, patent terms can be extended or shortened. We are obtaining worldwide patent protection for at least novel molecules, composition of matter, pharmaceutical formulations, methods of use, including treatment of disease, methods of manufacture and other novel uses for the inventive molecules originating from our research and development efforts. We continuously assess whether it is strategically more favorable to maintain confidentiality for the know-how regarding a novel invention rather than pursue patent protection. For each patent application that is filed we strategically tailor our claims in accordance with the existing patent landscape around a particular technology. A. There can be no assurance that an issued patent will remain valid and enforceable in a court of law through the entire patent term. Should the validity of a patent be challenged, the legal process associated with defending the patent can be costly and time consuming. Issued patents can be subject to oppositions, interferences and other third-party challenges that can result in the revocation of the patent limit patent claims such that patent coverage lacks sufficient breadth to protect subject matter that is commercially relevant. Competitors may be able to circumvent our patents. Development and commercialization of pharmaceutical products can be subject to substantial delays and it is possible that at the time of commercialization any patent covering the product has expired or will be in force for only a short period of time following commercialization. We cannot predict with any certainty if any third-party U.S. or foreign patent rights or other proprietary rights will be deemed infringed by the use of our technology. Nor can we predict with certainty which, if any, of these rights will or may be asserted against us by third parties. Should we need to defend ourselves and our partners against any such claims, substantial costs may be incurred. Furthermore, parties making such claims may be able to obtain injunctive or other equitable relief, which could effectively block our ability to develop or commercialize some or all of our products in the U.S. and abroad and could result in the award of substantial damages. In the event of a claim of infringement, we or our partners may be required to obtain one or more licenses from a third party. There can be no assurance that we can obtain a license on a reasonable basis should we deem it necessary to obtain rights to an alternative technology that meets our needs. The failure to obtain a license may have a material adverse effect on our business, results of operations and financial condition. A. 59 A. We also rely on trade secret protection for our confidential and proprietary information. No assurance can be given that we can meaningfully protect our trade secrets on a continuing basis. Others may independently develop substantially equivalent confidential and proprietary information or otherwise gain access to our trade secrets. A. It is our policy to require our employees and consultants, outside scientific collaborators, sponsored researchers and other advisors who receive confidential information from us to execute confidentiality agreements upon the commencement of employment or consulting relationships. These agreements provide that all confidential information developed or made known to these individuals during the course of the individual's relationship with the company is to be kept confidential and is not to be disclosed to third parties except in specific circumstances. The agreements provide that all inventions conceived by an employee will be the property of our company. There can be no assurance, however, that these agreements will provide meaningful protection or adequate remedies for our trade secrets in the event of unauthorized use or disclosure of such information. A. Our success will depend in part on our ability to obtain and maintain patent protection, preserve trade secrets, prevent third parties from infringing upon our proprietary rights and operate without infringing upon the proprietary rights of others, both in the U.S. and other territories worldwide. A. Manufacturing and Supply. A. We do not currently own or operate manufacturing facilities for the production of preclinical, clinical or commercial quantities of any of our product candidates. We currently use a number of our suppliers for the raw materials and formulation to meet the preclinical and any clinical requirements of our product candidates. We do not have a long-term agreement with any of these parties and we believe alternative sources of supply exist. A. We intend to enter into collaborations for the manufacture of our product candidates, with our collaborators assuming responsibility for such manufacturing. Manufacturing is subject to extensive regulations that impose various procedural and documentation requirements, which govern record keeping, manufacturing processes and controls, personnel, quality control and quality assurance, among others. Any collaborator or third-party contract manufacturer we use would need to be compliant with cGMP. cGMP is a regulatory standard for the production of pharmaceuticals that will be used in humans. A. Sales and Marketing. A. Our current focus is on the development of our existing portfolio, the completion of clinical trials and, if and where appropriate, the registration of our product candidates. We currently do not have marketing, sales and distribution capabilities. If we receive marketing and commercialization approval for any of our product candidates, we intend to market the product either directly or through collaborations, strategic alliances and distribution agreements with third parties. The ultimate implementation of our strategy for realizing the financial value of our product candidates is dependent on the results of clinical trials for our product candidates, the availability of funds and the ability to negotiate acceptable commercial terms with third parties. A. Employees. A. As of the date of this registration statement, we have nine full-time employees, including our six executive officers, and three engaged in research and development. We consider our relationship with our employees to be good. A. Nasdaq Deficiency and 2024 Reverse Stock Split. A. Our common stock currently is listed for quotation on the Nasdaq Capital Market. We are required to meet Nasdaq listing rules in order to maintain such listing, including a requirement that the Company maintain stockholders' equity of at least \$2.5 million. A. 60 A. Our common stock currently is listed for quotation on the Nasdaq Capital Market. We are required to meet Nasdaq listing rules in order to maintain such listing, including a requirement that the Company's stockholders' equity remain at or above \$2.5 million. A. On September 10, 2024, we received a letter from Nasdaq notifying the Company that it is no longer in compliance with the minimum stockholders' equity requirement for continued listing on the Nasdaq Capital Market. Nasdaq Listing Rule 5550(b)(1) requires listed companies to maintain stockholders' equity of at least \$2.5 million. In the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2024, the Company reported stockholders' equity of \$801,434, which is below the minimum stockholders' equity required for continued listing pursuant to Nasdaq Listing Rule 5550(b)(1). In addition, at present, the Company does not meet the alternatives of market value of listed securities or net income from continuing operations. A. In accordance with the requirements of the Nasdaq notice, the Company submitted to Nasdaq a plan to regain compliance with the minimum stockholders' equity standard and Nasdaq granted the Company an extension of up to 180 calendar days from September 10, 2024, or until March 10, 2025, for the Company to regain compliance. A. The Company intends to raise additional capital through this offering to bring the Company into compliance with Nasdaq's listing requirements prior to March 10, 2025. If the Company fails to satisfy another Nasdaq requirement for continued listing, Nasdaq could provide notice that the Company's securities will become subject to delisting. In that event, the Company will have an opportunity to appeal Nasdaq's decision to a hearings panel. A. On December 31, 2024, we received a letter from the Nasdaq Listing Qualifications Staff of the Nasdaq (the Staff) stating that for the 30 consecutive business day period the Company's common stock had failed to maintain a minimum closing bid price of \$1.00 per share, as required for continued listing on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2) (the Minimum Bid Price Requirement). In accordance with Nasdaq rules, the Company was provided with an initial period of 180 calendar days, or until June 30, 2025, to regain compliance with the Minimum Bid Price Requirement (the Initial Grace Period). In the event the Company does not regain compliance with the Minimum Bid Price Requirement during the Initial Grace Period, the Company may be eligible for an additional 180-day period to regain compliance. To qualify, the Company will be required to meet all other continued listing requirements, save for the Minimum Bid Price Requirement and will be required to provide Nasdaq with a plan of compliance prior to the end of the Initial Grace Period. A. In addition, the Company had previously fallen out of compliance with the Minimum Bid Price Requirement during the year ended December 31, 2023. During the second of two 180-day compliance periods, still being unable to regain compliance with the Minimum Bid Price Requirement, on August 6, 2024, we filed an amendment to our certificate of incorporation to effect a 1-for-8 reverse stock split of our outstanding common stock (the 2024 Reverse Stock Split). The 2024 Reverse Stock Split became effective on August 13, 2024,

when the Company’s common stock opened for trading on Nasdaq on a post-split basis under the Company’s existing trading symbol, “SHPH.” Subsequently, on August 27, 2024, we received notice from Nasdaq that we had regained compliance with the Minimum Bid Price Requirement. All historical share and per share amounts reflected throughout this prospectus have been adjusted to reflect the 2024 Reverse Stock Split. However, our periodic and current reports, and all other documents included in this prospectus that were filed prior to August 13, 2024 do not give effect to the 2024 Reverse Stock Split. Liquidity and Going Concern Uncertainty Our unaudited condensed consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has a net loss of approximately \$7.5 million and no revenues for the nine months ended September 30, 2024 and has a working capital deficit of approximately \$1.3 million as of September 30, 2024. The Company does not expect to generate positive cash flows from operating activities in the near future. In September 2024, the Company’s CEO provided \$250 thousand to the Company in exchange for a promissory note repayable in equal monthly installments of principal and interest over a term of one year. In October 2024, the Company completed an offering of senior secured convertible bridge notes, receiving \$790 thousand in cash. The notes have a term of one-year and were accompanied by 329,461 warrants with a weighted-average exercise price of \$1.42. Also in October 2024, the Company completed an equity raise that provided \$3.9 million net cash for the issuance of 2.9 million shares / pre-funded warrants, along with 2.9 million warrants issued at an exercise price of \$1.40 per share. However, the Company’s existing cash resources and the cash received from the equity offering and senior convertible note are not expected to provide sufficient funds to carry out the Company’s operations and clinical trials through the next 12 months. The Company’s capital raises have to date supported operations, the manufacture of drug product and FDA approval of the IND for the Phase II clinical trial of Ropidoxuridine and radiation therapy in glioblastoma and other radiation sensitizer discovery and therapy. The FDA recommended and the Company agreed to an expansion of the Phase II clinical trial, necessitating additional capital to complete the trial as well as fund ongoing operations. Additionally, the Phase II clinical trial of Ropidoxuridine has evolved with finalized agreements with all six of the planned site enrollment locations to administer the Phase II clinical trial of Ropidoxuridine and the enrollment of the first 10 patients. The ability of the Company to continue as a going concern is dependent upon its ability to continue to successfully raise additional equity or debt financing to allow it to fund ongoing operations, conduct clinical trials and bring a drug candidate to commercialization to generate revenues. These conditions raise substantial doubt about the Company’s ability to continue as a going concern within one year after the date that the unaudited condensed consolidated financial statements are issued. The accompanying unaudited condensed consolidated financial statements do not include any adjustments to reflect the future effects on the recoverability and classification of assets or the amounts and classification of liabilities if the Company is unable to continue as a going concern. 61 MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS The following Management’s Discussion and Analysis should be read in conjunction with our financial statements and the related notes thereto included elsewhere in this registration statement. The discussion for the fiscal year ended December 31, 2023 has been impacted by the restatement described in the Explanatory Note and in Note 2 of the consolidated financial statements of this registration statement. Certain of the financial and other information provided in this Management’s Discussion and Analysis has been updated to reflect the restatement adjustments. The Management’s Discussion and Analysis contains forward-looking statements that involve risks and uncertainties, such as statements of our plans, objectives, expectations, and intentions. Any statements that are not statements of historical fact are forward-looking statements. When used, the words “believe,” “expect,” “anticipate,” “estimate,” “expect,” and the like, and/or future-tense or conditional constructions (“will,” “may,” “could,” “should,” etc.), or similar expressions, identify certain of these forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements in this registration statement. Our actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of several factors including, but not limited to, those noted under “Risk Factors” in this registration statement. We do not undertake any obligation to update forward-looking statements to reflect events or circumstances occurring after the date of this registration statement, except as required by U.S. federal securities laws. Overview Founded by Georgetown University Medical School faculty members, Shuttle Pharmaceuticals Holdings, Inc. (the “Company”) is a discovery and development stage pharmaceutical company leveraging our proprietary technology to develop novel therapies that are designed to cure cancer. Originally formed as Shuttle Pharmaceuticals, LLC in 2012, our goal is to extend the benefits of cancer treatments by leveraging insights into cancer therapy with surgery, radiation therapy, chemotherapy and immunotherapy. While there are several therapies being developed with the goal of curing cancer, one of the most effective and proven approaches to this is radiation therapy (RT). We are developing a pipeline of products designed to address the limitations of the current standard of cancer therapies. We believe that our product candidates will enable us to deliver cancer treatments that are safer, more reliable and at a greater scale than that of the current standard of care. Operations to date have focused on continuing our research and development efforts to advance Ropidoxuridine clinical testing and improved drug formulation, to advance HDAC6 inhibitor (SP-2-225) preclinical development and explore new Small Business Innovation Research (SBIR) contract work on predictive biomarkers of radiation response, as well as prostate cell lines for health disparities research. We received SBIR contract funding from the National Institutes of Health (NIH), for the aforementioned projects. The clinical development of Ropidoxuridine has shown drug bioavailability and a maximum tolerated dose has been established for use in Phase II clinical trials. TCG GreenChem, Inc. (“TCG GreenChem”), with whom we have contracted for process research, development and cGMP compliant manufacture of IPdR, has successfully completed the manufacturing campaign for the active pharmaceutical ingredient (API) of Ropidoxuridine for use in the Company’s upcoming Phase II clinical trial in brain cancer patients undergoing radiation therapy. Shuttle also worked with University of Iowa Pharmaceuticals to develop the formulation, produce the capsules, and which have been shipped to Contract Research Organization (CRO) Theradex Oncology for distribution to clinical trial sites. Both activities have now been completed. In addition, Shuttle received approval from the U.S. Food and Drug Administration (FDA) to begin the clinical trial. The FDA made recommendations to expand the clinical trial and the Company agreed with the recommendation. With this change incorporated into the revised protocol, the Company commenced its Phase II clinical study with finalized agreements with all six of the planned site enrollment locations to administer the Phase II clinical trial of Ropidoxuridine and has enrolled the first three patients in October 2024. The radiation biomarker project and the health disparities project have been completed and the Company is following up with plans for clinical validation and potential commercialization. Changes in operational, administrative, legal and professional expenses related to our operations are set forth in more detail in the discussion below. 62 Reverse Stock Split On August 13, 2024, in order to meet the Nasdaq minimum bid price requirement, the Company effectuated a 1-for-8 reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the “Reverse Stock Split”). The Reverse Stock Split had no effect on the Company’s authorized shares of common stock or preferred stock. All share, option, warrant and per share amounts (except our authorized outstanding and previously reserved shares) have been retroactively recast in our most recent filings, and are presented as such in these financial statements and related disclosures. Nasdaq Listing Compliance On September 10, 2024, the Company received a letter (the “Notification”) from The Nasdaq Capital Market (“Nasdaq”), notifying the Company that it is no longer in compliance with the minimum stockholders’ equity requirement for continued listing on the Nasdaq Capital Market. Nasdaq Listing Rule 5550(b)(1) requires listed companies to maintain stockholders’ equity of at least \$2,500,000. In the Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2024, the Company reported stockholders’ equity of \$801,434, which is below the minimum stockholders’ equity required for continued listing pursuant to Nasdaq Listing Rule 5550(b)(1). In addition, presently, the Company does not meet the alternatives of market value of listed securities or net income from continuing operations. This Notification has no immediate effect on the listing of the Company’s securities on the Nasdaq Capital Market. Nasdaq has provided the Company with 45 calendar days, or until October 25, 2024, to submit a plan to regain compliance with the minimum stockholders’ equity standard. If the Company’s plan to regain compliance is accepted, Nasdaq may grant an extension of up to 180 calendar days from September 10, 2024 for the Company to regain compliance. On October 15, 2024, the Company submitted a plan to Nasdaq to regain compliance and Nasdaq subsequently granted the Company up until March 10, 2025 to regain compliance. However, there can be no assurance that the Company will be able to regain compliance and maintain its listing on the Nasdaq Capital Market. If the Company’s plan to regain compliance by March 10, 2025, or if the Company fails to satisfy another Nasdaq requirement for continued listing, Nasdaq could provide notice that the Company’s securities will become subject to delisting. In that event, the Company will have an opportunity to appeal Nasdaq’s decision to a hearings panel. On December 31, 2024, the Company, received a letter from The Nasdaq stating that for the 30 consecutive business day period between November 15, 2024 to December 30, 2024 the Company’s common stock failed to maintain a minimum closing bid price of \$1.00 per share, as required for continued listing on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2) (the “Minimum Bid Price Requirement”). Pursuant to Nasdaq Listing Rule 5810(c)(3)(A), the Company has an initial period of 180 calendar days, or until June 30, 2025 (the “Compliance Period”), to regain compliance with the Minimum Bid Price Requirement. To regain compliance, the closing bid price of the Company’s common stock must meet or exceed \$1.00 per share for a minimum of 10 consecutive business days. Results of Operations Comparison of the three months ended September 30, 2024 and 2023 The following table summarizes the results of our operations: Three Months Ended September 30, 2024 versus September 30, 2023 Revenue Change Revenue \$-A \$-A \$-A \$-A Operating expenses: \$-A \$-A \$-A \$-A Research and development \$1,400,564A \$1,045,177A \$355,387A \$34% General and administrative \$328,995A \$265,553A \$63,442A \$24% Legal and professional \$1,322,002A \$288,416A \$1,033,586A \$358% Total operating expenses and loss of operations \$3,051,561A \$1,599,146A \$1,452,415A \$91% Other income (expense) \$-A \$-A \$-A \$-A Interest expense - related parties \$ (2,137)A \$ (2,137)A \$ (100)% Interest expense \$ (270,538)A \$ (623,465)A \$ 352,927A \$ 56% Gain on sale of marketable securities \$ 56,398A \$ -A \$ 56,398A \$ 100% Change in fair value of marketable securities \$ (42,898)A \$ 9,606A \$ (52,504)A \$ (547)% Interest income \$ 2,524A \$ 20,765A \$ (18,241)A \$ (88)% Change in fair value of derivative liabilities \$ 286,316A \$ 442,900A \$ (156,584)A \$ (35)% Loss on settlement of convertible debt \$ (762,186)A \$ (43,414)A \$ (718,772)A \$ 1656% Total other expense \$ (732,521)A \$ (193,608)A \$ (538,913)A \$ 278% Net loss \$ (3,784,082)A \$ (1,792,754)A \$ (1,991,328)A \$ 111% Research and Development. Research and development (R&D) expenses were \$1.4 million for the three months ended September 30, 2024, as compared to \$1.0 million for three months ended September 30, 2023. The increase of \$0.4 million, or 34%, is primarily related to the Company having completed production of the drug product and the start of work related to the initiation of trials. 63 R&D compensation related expenses were \$0.3 million in the three months ended September 30, 2024 as compared to \$0.3 million in the three months ended September 30, 2023. Compensation related expenses were 22% for the three months ended September 30, 2024, representing a decrease from 29% of total R&D in the three months ended September 30, 2023. Subcontract work made up 73% of total R&D expenses in the three months ended September 30, 2024 and 65% of total R&D expenses during the three months ended September 30, 2023. General and Administrative Expenses. General and Administrative expenses in the three months ended September 30, 2024 increased by \$63 thousand, or 24% to \$0.33 million in the three months ended June 30, 2024, compared to \$0.27 million in the three months ended September 30, 2023, largely due to costs associated with the additional focus on financial reporting and capital needs. Legal and Professional Expenses. During the three months ended September 30, 2024, legal and professional expenses increased by \$1.0 million or 358% to \$1.3 million compared to \$0.3 million in the same period in the prior year. The increase in legal and professional fees was primarily due to increases in our expenses related to our public filing requirements, readouts, contracts, and financing related work. Other Income Expense. Other expense was \$0.7 million for the three months ended September 30, 2024, which consisted primarily of \$0.3 million in interest expense on convertible loans, loss on settlement of debt of \$0.8 million, and a gain on change in fair value of derivative liabilities of \$0.3 million. Other expense was \$0.2 million for the three months ended September 30, 2023, which consisted primarily of \$0.4 million in interest expense on convertible loans, loss on settlement of convertible debt of \$0.8 million, and a gain on change in fair value of derivative liabilities of \$0.4 million. The \$0.4 million gain in fair value of derivative liability resulted from the fair value measurement using the Monte Carlo pricing model and the impact of the decrease in the market price of warrant shares. These amounts were largely attributable to the Alto Convertible Note conversions and cash management activities. Comparison of the nine months ended September 30, 2024 and 2023 The following table summarizes the results of our operations: Nine Months Ended September 30, 2024 versus September 30, 2023 Revenue Change Revenue \$-A \$-A \$-A \$-A Operating expenses: \$-A \$-A \$-A \$-A Research and development \$2,632,387A \$2,806,644A \$ (174,257)A \$ (6)% General and administrative \$963,642A \$1,370,186A \$ 406,544A \$ 42% Legal and professional \$2,323,013A \$1,072,728A \$ 1,250,285A \$ 117% Total operating expenses and loss of operations \$5,919,042A \$4,609,558A \$ 1,309,484A \$ 28% Other income (expense) \$-A \$-A \$-A \$-A Interest expense - related parties \$ (2,137)A \$ (6,825)A \$ 4,688A \$ (69)% Interest expense \$ (1,198,738)A \$ (1,952,147)A \$ 753,409A \$ 39% Interest income \$ 38,135A \$ 56,720A \$ (18,585)A \$ (33)% Finance fee \$ -A \$ (104,245)A \$ 104,245A \$ (100)% Change in fair value of derivative liabilities \$ 340,405A \$ 2,118,175A \$ (1,777,770)A \$ (84)% Gain on sale of marketable securities \$ 100,118A \$ 1,744A \$ 98,374A \$ 5,641% Change in fair value of marketable securities \$ (71,568)A \$ 21,134A \$ (92,702)A \$ (439)% Loss on settlement of convertible debt \$ (833,501)A \$ (477,221)A \$ (356,280)A \$ (75)% Total other expense \$ (1,627,286)A \$ (342,665)A \$ (1,284,621)A \$ 375% Net loss \$ (2,594,105)A \$ (2,594,105)A \$ -A \$ 0% Research and Development. Research and development (R&D) expenses were \$2.6 million for the nine months ended September 30, 2024, as compared to \$2.8 million for nine months ended September 30, 2023. The decrease of \$0.2 million, or 6%, is primarily related to the Company having completed production of the drug product in the prior period substantially offset by costs incurred for the start of work related to the initiation of trials in the current period. 64 R&D compensation related expenses were \$0.9 million in the nine months ended September 30, 2024 as compared to \$1.2 million in the nine months ended September 30, 2023. Compensation related expenses were 36% for the nine months ended September 30, 2024, representing a decrease from 42% of total R&D in the nine months ended September 30, 2023. Subcontract work made up 57% of total R&D expenses in the nine months ended September 30, 2024 and 53% of total R&D expenses during the nine months ended September 30, 2023. General and Administrative Expenses. General and Administrative expenses in the nine months ended September 30, 2024 increased by \$0.2 million, or 32% to \$1.0 million in the nine months ended September 30, 2024. The increase in general and administrative expenses was primarily due to increases in marketing, advertising and filing expenses. Legal and Professional Expenses. During the nine months ended September 30, 2024, legal and professional expenses increased by \$1.3 million or 117%. The increase in legal and professional fees was primarily due to increases in our expenses related to our public filing requirements, readouts, contracts and financing related work. Other Income Expense. Other expense was \$1.6 million for the nine months ended September 30, 2024, which consisted primarily of \$1.2 million in interest expense on convertible loans, loss on settlement of convertible debt of \$0.8 million, change in marketable securities of \$0.1 million, and a gain on change in fair value of derivative liabilities of \$0.3 million. Other expense was \$0.3 million for the nine months ended September 30, 2023, which consisted primarily of \$2.0 million in interest expense on convertible loans, finance fee on convertible loans of \$0.1 million, loss on settlement of convertible debt of \$0.5 million, and a gain on change in fair value of derivative liabilities of \$2.1 million. The \$2.1 million gain in fair value of derivative liability resulted from the fair value measurement using the Monte Carlo pricing model and the impact of the decrease in the market price of warrant shares. These amounts were largely attributable to the Alto Convertible Note conversions and cash management activities. Liquidity and Capital Resources Our unaudited condensed consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has a net loss of approximately \$7.5 million and no revenues for the nine months ended September 30, 2024 and has a working capital deficit of approximately \$1.3 million as of September 30, 2024. The Company does not expect to generate positive cash flows from operating activities in the near future. 65 In September 2024, the Company’s CEO provided \$250 thousand to the Company in exchange for a promissory note repayable in equal monthly installments of principal and interest over a term of one year. In October 2024, the Company completed an offering of senior secured convertible bridge notes, receiving \$790 thousand in cash. The notes have a term of one-year and were accompanied by 329,461 warrants with a weighted-average exercise price of \$1.42. Also in October 2024, the Company completed an equity raise that provided \$3.9 million net cash for the issuance of 2.9 million shares / pre-funded warrants, and by 2.9 million warrants with an exercise price of \$1.40. However, the Company’s existing cash resources and the cash received from the equity offering and senior convertible note are not expected to provide sufficient funds to carry out the Company’s operations and clinical trials through the next twelve months. The Company’s capital raises have to date supported operations, the manufacture of drug product and FDA approval of the IND for the Phase II clinical trial of Ropidoxuridine and radiation

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a Controlled Account Agreement (as defined in the Convertible Note), would no longer be applicable, (ii) that the Investor would stipulate the release to the Company of the remaining Cash Collateral totaling \$2.92 million (thus releasing the full amount of the Cash Collateral to the Company), and (iii) that, should the Investor exercise its option to purchase the Subsequent Notes and Subsequent Warrants, that such Subsequent Notes would omit Section 15(q) and that the Company would not be required to maintain any controlled accounts or otherwise be subject to any controlled account agreements. In August 2024, we entered into an additional Amendment Agreement pursuant to which the Investor waived certain defaults in exchange for the Company’s payment of \$0.6 million in collateral to be held against the Investment Amount pending the January 2023 Convertible Note’s maturity. As of September 30, 2024, the January 2023 Convertible Note had been paid off in full. A Off-Balance Sheet Arrangements A We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. A Critical Accounting Policies and Significant Judgments and Estimates A This discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States (the GAAP). The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements, as well as the reported expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. While our significant accounting policies are described in more detail in the notes to our unaudited condensed consolidated financial statements included elsewhere in this report, we believe that the following accounting policies are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management’s judgments and estimates. A 71 A Our most critical accounting policies and estimates relate to the following: A A Research and Development Expenses A Fair Value of Common Stock (Common Stock Valuations) A Fair Value of Warrants to Purchase Common Stock A Fair Value of Bifurcated Derivative Liabilities and Other Financial Instruments A Fair Value of Preferred Stock (upon extinguishment) A Research and Development Expenses A Research and development expenses are expensed as incurred and, prior to our initial public offering in September 2022, have historically been offset by contract receivable payments from a NIH SBIR contract that has supported our scientific research. This is stated in the consolidated financial statements as research and development, net of contract expense reimbursements. A Fair Value of Common Stock (Common Stock Valuations) A For all periods prior to our initial public offering, there was no public market for our common stock, and, as a result, the fair value of the shares of common stock underlying our share-based awards, warrants and other financial instruments was estimated on each grant or measurement date by our board of directors. To determine the fair value of our common stock underlying these grants and financial instrument, our board of directors considered, among other things, input from management, input from investment banks and financial advisors, valuations of our common stock prepared by unrelated third-party valuation firms in accordance with the guidance provided by the American Institute of Certified Public Accountants 2013 Practice Aid, Valuation of Privately Held Company Equity Securities Issued as Compensation, and our board of directors’ assessment of additional objective and subjective factors that it believed were relevant and factors that may have changed from the date of the most recent valuation through the date of the grant. These factors included, but were not limited to: A A Our results of operations and financial position, including our levels of available capital resources; A A Our stage of development and material risk related to our business; A A Our business conditions and projections; A A The valuation of publicly traded companies in the life sciences and pharmaceuticals sectors, as well as recently completed mergers and acquisitions of peer companies; A A The lack of marketability of our common stock as a private company; A A The prices at which we sold shares of our Series A Preferred Stock to outside investors in arms-length transactions; A A The rights, preferences and privileges of our Series A Preferred Stock relative to those of our common stock; A A The likelihood of achieving a liquidity event for our securityholders, such as an initial public offering or a sale of our Company, given prevailing market conditions; A A Trends and developments in our industry; and A A External market conditions affecting the life sciences and pharmaceutical industry sectors. A As a result of the initial public offering in September 2022, it is not necessary to determine the fair value of our common stock for any fair value measurements subsequent to this date, as our shares are traded in the public market. A During the year ended December 31, 2022, and prior to the closing of our initial public offering, the estimated fair value of our common stock was utilized to: A A Measure stock compensation expense A Estimate the fair value of certain warrants to purchase common stock A Estimate the fair value of certain bifurcated derivative features in the Convertible Notes A Estimate the deemed dividends recorded related to the extinguishment of the Series A Preferred Stock and the modification of the December 2021 Warrants A Measure any final fair value adjustments upon the settlement, exercise or reclassification of certain financial instruments upon our initial public offering A In developing its fair value estimates, we performed certain sensitivity analysis around the estimated fair value of the common stock and how changes in this estimate could impact accounting conclusions. For most of these fair value measurements, we determined that \$1.00 to \$2.00 changes in the estimated fair value per share would not have material impacts on the measurements or ultimate accounting conclusions or entries. A 72 A In performing this sensitivity analysis, we identified two measurements that are the most sensitive to changes in our estimated stock price fair value measurement is the valuation of the Series A Preferred Stock post-extinguishment in April 2022 (upon the modification of terms that was determined to be substantive and represent an extinguishment) and the estimate of the incremental fair value provided to the holders of the December 2021 Warrants upon their modification in April 2022 (to allow the warrants to remain exercisable for same number of shares and at same exercise price as per the contract pre-April 2022 reverse stock split). We estimated that a \$1.00 per share increase or decrease in our estimated fair value of common stock could result in an increase or decrease in these measurements of approximately \$250,000. A The accounting for both transactions was to reflect the determined amounts as a deemed dividend, which would reduce the net loss attributable to common stockholders and increase the net loss per share available to common stockholders. These measurements are non-recurring fair value measurements in nature and did not impact any other balance sheet accounts or operating or non-operating income. A Fair Value of Warrants to Purchase Common Stock A We have issued warrants to investors in our debt and equity offerings. We have also issued warrants to service providers in relation to our financing offerings. A We evaluate all warrants issued to determine the appropriate classification under ASC 480 and ASC 815 (as well as under ASC 718 for warrants issued as share-based payments). In addition to determining classification, we evaluate these instruments to determine if such instruments meet the definition of a derivative. A For warrants that are determined to be equity-classified, we estimate the fair value at issuance and record the amounts to additional paid in capital (potentially on a relative fair value basis if issued in a basket transaction with other financial instruments). Warrants that are equity-classified are not subsequently remeasured unless modified or required to be reclassified as liabilities. For warrants that are determined to be liability-classified, we estimate the fair value at issuance and each subsequent reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of all outstanding warrants, including whether such instruments should be recorded as equity, is evaluated at the end of each reporting period. A For warrants issued with a vanilla or less complex terms, we use the Black Scholes valuation model to estimate fair value. Key inputs to the Black Scholes valuation model include the fair value of our stock, the exercise price and number of warrant shares of the contract, the remaining contractual term, stock price volatility (based on our stock price history as well as an analysis of the historical volatility of the common stock of a group of comparable entities) and a risk-free rate. A For warrants with uncertain or more complex terms (such as variability in the warrant shares or exercise price), we may utilize more complex models to address such provisions. These may include probability-weighted scenario models or Monte Carlo simulation models. Monte Carlo simulation models require the use of simulations that are weighted based on significant unobservable inputs including stock prices, the average volatility of a population set and probabilities assigned. Each simulation is based on the range of inputs in a scenario with the mean of the output on each simulation calculated as an average. A The use of these valuation models requires the input of highly subjective assumptions. Any change to these inputs could produce significantly higher or lower fair value measurements. A Fair Value of Bifurcated Derivative Liabilities and Other Financial Instruments A We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities are evaluated at the end of each reporting period. A For our derivative financial instruments classified as a liability, the Company will select a valuation model that best aligns with the type of instrument and economic profile of the embedded feature being valued. This may include the use of Monte Carlo or other appropriate valuation models to value the derivative instruments at inception and on subsequent valuation dates. Monte Carlo simulation models require the use of simulations that are weighted based on significant unobservable inputs including the average volatility of a population set and probabilities assigned. Each simulation is based on the range of inputs in a scenario with the mean of the output on each simulation calculated as an average. For other embed features, the Company may utilize a with and without income-based valuation approach, designed to compare the fair value of a financial instrument with the embedded feature and the fair value of the financial instrument without the embedded feature, in order to isolate the fair value of the embedded feature, or certain probability-weighted scenario analyses to compare various potential settlement amounts. These complex valuations require the use of key inputs, some of which are based on estimates and judgements by management and/or external consultants, such as the fair value of the Company’s stock price, volatility, estimates of the occurrence or non-occurrence of certain events and estimates of the probability of default or other external impacts. A The use of these valuation models requires the input of highly subjective assumptions. Any change to these inputs could produce significantly higher or lower fair value measurements. A Fair Value of Preferred Stock (upon extinguishment) A During the year ended December 31, 2022, we agreed to modify the terms of the Series A Preferred Stock, resulting in the conclusion that the modification was a substantial change in fair value of the Series A Preferred Stock and that extinguishment accounting should be applied. In order to account for the extinguishment, we estimated the fair value of the Series A Preferred Stock based on the modified terms. The difference between the estimated fair value of the Series A Preferred Stock post-modification and its carrying value was recorded as a deemed dividend adjusting net loss available to common stockholders during the year ended December 31, 2022. A For this fair value measurement, we utilized a model that includes a Monte Carlo simulation to estimate the fair value of the Series A Preferred Stock in an initial public offering or other listing scenario and a discounted cash flow approach to estimate the fair value of the Series A Preferred Stock in a redemption (or non-conversion) scenario. The Monte Carlo simulation includes management inputs around the fair value of our common stock and the estimated initial public offering date. The simulation determines whether the estimated future initial public offering would be a Qualified IPO, as defined, or a Listing conversion, as these two conversion types represented different economic outcomes. The present value calculation for the redemption (or non-conversion scenario) assumes the future repayment of the Series A Preferred Stock stated value and accrued cumulative dividends, discounted to the date of the modification. The estimated fair values of these scenarios were then applied a probability of each event occurring (probability of initial public offering or redemption/non-conversion). These complex valuations require the use of key inputs, some of which are based on estimates and judgements by management assisted by external consultants, such as the fair value of the Company’s stock price, volatility, estimates of the occurrence or non-occurrence of certain events and estimates of the probability of default or other external impacts. A The use of these valuation models requires the input of highly subjective assumptions. Any change to these inputs could produce significantly higher or lower fair value measurements that could materially impact the financial statements. A 73 A MANAGEMENT A Our directors and executive officers and their respective ages and titles are as follows: A Name A Age A Position(s) and Office(s) Held A A Anatoly Dritschilo, M.D. A 80 A Chairman of the board of directors and Chief Executive Officer Timothy J. Lorber A 66 A Chief Financial Officer* Michael Vander Hoek A 65 A VP for Operations and Regulatory, former Chief Financial Officer* Peter Dritschilo A 55 A President and Chief Operating Officer Mira Jung, Ph.D. A 74 A Chief Scientific Officer Tyvin Rich, M.D. A 76 A Chief Clinical Officer Milton Brown, M.D., Ph.D. A 59 A Director Steven Richards A 55 A Independent Director (1)(2)(3) Joshua Schafer A 53 A Independent Director (2)(3) Chris H. Senanayake, Ph.D. A 66 A Independent Director (1) Bette Jacobs, Ph.D. A 73 A Independent Director (1)(3) A (1) Member of the Audit Committee (2) Member of the Compensation Committee (3) Member of the Nominating and Corporate Governance Committee A *Timothy Lorber became our Chief Financial Officer on June 13, 2024. Prior to that time, Michael Vander Hoek served as our Chief Financial Officer. A Set forth below is a description of the background and business experience of our directors and executive officers. A Anatoly Dritschilo, M.D. Dr. Dritschilo is a co-founder of the Company and has served as Chief Executive Officer and Chairman of the Board of Directors since the Company’s formation in December 2012. Dr. Dritschilo is a radiation oncologist by training and has held multiple leadership positions in health care. At Georgetown University Medical School in Washington, D.C., he served principally as Department Chair from 1980 to 2022; Chief of Radiation Oncology at MedStar-Georgetown University Hospital from 2005 to 2022; Medical Director of Georgetown University Hospital from 1994 to 1997; and Interim Director of the NCI-funded Lombardi Comprehensive Cancer Center from 2005 to 2007. He has also served on the boards of directors of MedStar-Georgetown University Hospital, the National Capital Rehabilitation Hospital, and the MedStar Health Research Institute. Previously, he was a founding director of Oncomed, Inc. and a member of the board of directors of Neopharm, Inc. His 250+ scientific publications and 12 issued patents have earned him election as a Fellow of the National Academy of Inventors. Dr. Dritschilo holds a Bachelor of Science degree in Chemical Engineering from the University of Pennsylvania, a medical degree from the College of Medicine of New Jersey and residency training from the Harvard Joint Center for Radiation Therapy. His qualifications support his service as our Chief Executive Officer and Chairman of the Board of Directors. A Timothy J. Lorber, CPA serves as the Company’s Chief Financial Officer, a position he assumed on a part-time basis on June 13, 2024 and on full-time basis on September 9, 2024. Mr. Lorber has more than 40 years of professional finance experience, including Legg Mason, Inc. (the Legg Mason), one of the world’s larger public global asset management firms, where he worked from March 2006 to July 2020 serving in various finance leadership roles, including Managing Director and Chief Accounting Officer until its sale in 2020. From August 2021 until June 2024, Mr. Lorber has served in leadership roles with several privately held businesses, overseeing finance, technology and human resources functions. Prior to Legg Mason, Mr. Lorber served as Internal Audit Director of Freddie Mac from August 2003 to March 2006 and has also worked for several international public accounting firms. Mr. Lorber has extensive experience with mergers and acquisitions, valuations and complex accounting and financial reporting matters and holds a Bachelor of Arts in Accounting from Loyola University, Maryland, and is a licensed CPA. A 74 A Michael P. Vander Hoek serves as the Company’s Vice President, Operations and Regulatory, a position he has held since 2019, and served as the Company’s Chief Financial Officer from 2019 until June 13, 2024. From November 2019 until April 2021, Mr. Vander Hoek served as Director, Finance and Business Development at Georgetown Lombardi Comprehensive Cancer Center (the LCCC), where he directed a new five-year \$221.9 million institutional commitment for cancer center research under a new NCI-approved cancer consortium arrangement and recruited scientists to fulfill strategic objectives with senior leaders to improve cancer research and treatment. From 2007 until November 2019, Mr. Vander Hoek served as Associate Director, Administration, at Georgetown’s LCCC, where he was responsible for direct administrative operations for more than 400 faculty and staff in the department of oncology, radiation medicine, pathology and biostatistics, bioinformatics and biomathematics, including managing \$216.9 million in institutional commitments to LCCC from Medstar Health, John Theurer Cancer Center (the JTCC), and Georgetown University, and implementing an enterprise-wide clinical trial management system for Georgetown University and Medstar Health. From 2004 until 2007, Mr. Vander Hoek served as Chief Financial Officer at Georgetown’s LCCC. During his time at Georgetown, Mr. Vander Hoek negotiated a series of 12 research integration agreements between LCCC and the JTCC that resulted in the approval of an NCI recognized Consortium in 2019. From 2001 until 2004, Mr. Vander Hoek served as Vice-Chair, Planning and Administration, at MedStar Georgetown University Hospital, where he was responsible for managing administrative and financial operations for some 440 staff, physicians, residents and fellows in the departments of Medicine and Neurology. From 1996 until 2001, Mr. Vander Hoek served as Senior Associate Administrator, Finance and Information Systems, for the Department of Medicine, Georgetown University Medical Center, where he designed and managed the faculty compensation system, while managing the finances and information systems for the department. His financial management experience in publicly held companies includes Director of Managed Care Reimbursement for Critical Care America from 1990 to 1993 and Regional Controller for Laboratory Corporation of America (LabCorp) from 1993 to 1996. His responsibilities at both companies included extensive financial management related to mergers, acquisitions, and start-up operations. Mr. Vander Hoek holds a Master’s in Health Services Administration from The George Washington University and a Bachelor of Arts in Biology and Psychology from Hope College. A Peter Dritschilo has served as our President and Chief Operating Officer since Shuttle was formed in

December 2012. He also served as our Chief Financial Officer until 2019. Mr. Dritschilo has more than 25 years of business management experience in medical services and cancer treatment. He has held administrative positions with Medstar-Rad America from 2001 to 2005, Georgetown University 2005 to 2006, Prince William Hospital and the Fauquier Hospital Cancer Center 2006 to 2011 and Inova Health System’s Schar Cancer Institute from 2011 to 2018. In 2014, Mr. Dritschilo filed for Chapter 7 bankruptcy protection due to the failure of a personal business venture. Mr. Dritschilo graduated from Georgetown University and received his MBA from the George Washington University. A Mira Jung, Ph.D., a co-founder of our company, has served as our Chief Scientific Officer for Biology since December 2012, and was a member of our board of directors from our formation in December 2012 until 2019. Since 2004, Dr. Jung has served as Professor of Radiation Medicine and Microbiology at Georgetown University Medical School. With over 30 years of experience in molecular radiation biology research, she is an expert in mechanisms of radiation resistance and on the roles of HDAC inhibitors in modifying the radiation response. Dr. Jung’s research has been funded by NIH and the DOD leading to 100+ publications and nine patents granted by the USPTO, including the first reports of HDAC inhibitor drug classes modifying cancer cell radiation resistance and protecting normal tissues from radiation damage. Dr. Jung holds an MA degree and a PhD in Microbiology and Molecular Virology from the University of Kansas, Lawrence. A Tyvin A. Rich, M.D. serves as our company’s Chief Medical Officer and is responsible for the clinical development of novel radiation sensitizers. Since 2010, Dr. Rich has served as a Staff Radiation Oncologist at the Hampton University Proton Therapy Institute in Hampton Virginia and Professor Emeritus at University of Virginia Health Sciences Center, Department of Radiation Oncology. From 1995 until 2010, Dr. Rich was a Professor and Chairman of the Department of Therapeutic Radiology and Oncology at the University of Virginia Health Sciences Center. Prior to that, from 1984 through 1995, Dr. Rich was a Professor of Radiotherapy and Director of Clinics in the Department of Radiotherapy of the University of Texas M. D. Anderson Cancer Center. He has served as the protocol chair for RTOG clinical trials that advanced the use of chemoradiation for the treatment of rectal and pancreatic cancers. He is an expert in the applications of infusional 5-Fluorouracil for chemoradiation therapy of gastro-intestinal cancers and has authored more than 200 scientific articles, reviews and book chapters. Dr. Rich received his undergraduate degree at Rutgers University, his medical degree at the University of Virginia, and completed residencies in internal medicine at Georgetown University Medical Center and radiation therapy at Massachusetts General Hospital, Harvard Medical School. A 75 A Milton Brown, M.D., Ph.D., FNAI. Dr. Brown is a co-founder of our Company, previously served as our Chief Scientific Officer for Chemistry, and has served as a member of our Board of Directors since the Company’s formation in December 2012. Since August 2022, Dr. Brown has also served as Vice Dean of Research, Professor of Internal Medicine and the Prudence and Louis Ryan endowed chair in translational research at Eastern Virginia Medical School. Previously, he was Director of the Center for Drug Discovery at the George Mason University from 2020 to 2022 and Director of the Inova Center for Drug Discovery and Development from 2016 to 2020. Dr. Brown was a founder of Rivanna Pharmaceuticals in 2004 and co-founder, Chairman and CEO of Trocar Pharma in 2020, both of which are Virginia-based biopharmaceutical companies engaged in the discovery and development of novel small molecule therapeutics for the treatment of neurological, oncological, and infectious diseases. Dr. Brown has also served as Director of the Drug Discovery Center at Georgetown University Medical School from 2012 to 2016 and principal investigator of the NIH/NCI funded Chemical Diversity Center from 2010 to 2015. Dr. Brown brings to Shuttle Pharma 25 years of experience in drug discovery with over 100 publications and 67 issued patents, including discovery of novel HDAC inhibitors. Dr. Brown was a 2015 recipient of the Percy Julian Award by the National Organization of Black Chemists and Chemical Engineers for significant contributions in pure and/or applied research in science. He has served on government committees including the NIH Experimental Therapeutics Study Section, the NIH Drug Discovery and Molecular Pharmacology Study Section and was a scientific counselor to the U.S. Secretary of Health. Dr. Brown holds a Ph.D. in synthetic chemistry from the University of Alabama, and an M.D. from the University of Virginia. He is an elected fellow of the National Academy of Inventors (FNAI). His extensive experience and expertise in drug discovery makes him uniquely qualified to guide the company’s drug discovery program as a member of our Board of Directors. A Steven Richards. Mr. Richards was appointed to be a member of our Board of Directors in 2019. He is CEO and Founder of Endurance Media, a media finance company based in Santa Monica, California, that launched in 2014 with a strategic alliance with eOne Entertainment and a mandate to produce and finance commercially driven feature films. From 2006 to 2014, Mr. Richards served as Co-President and Chief Operating Officer of Silver Pictures where he oversaw all business activities and managed a team of more than 20 people responsible for film development, production, and financial information. From 2000 to 2006, he served as Chief Financial Officer at Silver Pictures and from 1995 to 2000 as Vice President, Finance, at Silver Pictures. Mr. Richards holds an MBA in Finance from UCLA, a BBA in accounting from Temple University, and holds his CPA license. We believe his experience as a chief financial officer and his knowledge of accounting will assist in providing guidance and oversight to our Board of Directors as we grow our Company. A Joshua Schafer. Mr. Schafer was appointed to be a member of our Board of Directors in 2019. From January 2023 until present, Mr. Schafer has been serving as the Chief Commercial Officer, and EVP Business Development at Zevra Therapeutics, a rare disease company. From November 2022 until January 2023, Mr. Schafer was interim CEO and Chair of the board of directors at PHARNEXT, an entity he has served on the board of directors since July 2020. From December 2020 until November 2022, Mr. Schafer served as Senior Vice President and General Manager, Autoimmune and Rare Disease Business for Mallinckrodt Pharmaceuticals Incorporated. In addition, he served as Chief Strategy and Business Development Officer from September 2019 until December 2020, and from 2015 to September 2019 he was SCP of Business Development and General Manager of International Operations at Mallinckrodt Pharmaceuticals. From 2009 until 2015, he served as Vice President and Oncology Therapeutic Area Head at Astellas Pharmaceuticals Incorporated, where he was responsible for building the company’s global oncology franchise. From 2000 until 2009, Mr. Schafer served in positions of increasing seniority at Takeda Pharmaceuticals North America, including Manager and Senior Manager, New Product and New Business Development; Senior Product Manager, Gastrointestinal Marketing; and Director, Oncology and Renal Marketing and Commercial Development. He began working in the healthcare and pharmaceutical industry in 1998 and has served in various positions including management consulting at Accenture (formerly Anderson Consulting), G.D. Searle & Co. (later acquired by Pfizer) and Cognia Corporation. He received his Bachelor of Arts in Biology and German at the University of Notre Dame, his MS in Biotechnology from Northwestern University and his MBA from Northwestern University. We believe Mr. Schafer’s extensive experience in pharmaceutical strategy, marketing and business development will assist our Board of Directors’ oversight role as we build and develop our Company. A 76 A Chris H. Senanayake, Ph.D. Dr. Senanayake was appointed to be a member of the Company’s Board of Directors in 2021. In 2019, Dr. Senanayake founded TCG GreenChem, Inc., a U.S. subsidiary of TCG Lifesciences Pvt. Ltd., a leading global Contract Research and Manufacturing Services (CRAMS) company in the area of drug discovery, development and commercialization, where he serves as chief executive officer. Dr. Senanayake has more than 30 years of pharmaceutical industry experience, making him an invaluable asset to Shuttle Pharma’s mission as the Company advances its pharmaceutical candidates in clinical trials. He has held positions of Senior Scientist at Dow Chemical, and Research Fellow at Merck & Co, Inc. (from 1990 to 1996), Director and Executive Director of Process Research at Sepracor, Inc. (1996 to 2002), Director of Chemical Development and Vice President of Chemical Development for Boehringer Ingelheim Pharmaceuticals, Inc. In 2018, he was appointed as the CEO of Asta GreenChem, Inc in Richmond VA and Astatech (Chengdu) Biopharmaceuticals Corp. in China. He has a record of leading and delivering high complexity APIs for manufacturing. Dr. Senanayake participated in development activities of many drugs, including multi-billion-dollar blockbuster drugs, such as Crixivan, Lunesta, Jardiance, Formotorol, Desvenlafaxine and other drug candidates. He is co-author of 425 scientific publications and is co-inventor of more than 150 patents. Dr. Senanayake received his Ph.D. in synthetic organic chemistry at Wayne State University, where he developed the total synthesis of complex natural products and completed the first total synthesis of grossheimin at the guaniloidic family. In his postdoctoral fellowship, he conducted total synthesis of polyl systems such as amphotericin B, compactin and C-nucleosides. We believe Dr. Senanayake’s detailed and in-depth experience as an executive and developer of pharmaceuticals will enable him to provide value to us by introducing potential joint venture partners, as well as enhancing our oversight through his in-depth understanding of and experience in the pharmaceuticals industry. A Bette Jacobs, Ph.D. Dr. Jacobs was appointed to be a member of the Company’s Board of Directors in October 2022. Dr. Jacobs is an experienced researcher, administrator, and businesswoman currently serving as a professor in the department of health systems administration at Georgetown University and as a distinguished scholar at the O&T’s Neill Institute for National and Global Health Law. Dr. Jacobs holds her Ph.D. from the University of Texas and is noted for her groundbreaking transdisciplinary and cross-sector work in systems design. As a voting member of the Cherokee Nation, she has lifetime involvement in equity programs and has testified before Congress. In addition to serving on several start-up boards, Dr. Jacobs founded the National Coalition of Ethnic Minority Nurse Associations funded by the NIH National Institute of General Medical Sciences. Prior to her current role at Georgetown, she served as dean at the Georgetown School of Nursing and Health Studies, vice president for Honda of America Manufacturing, associate director of applied research at UAB Civitan International Research Center and acting dean of graduate studies and research at California State University. She has been a fellow and visiting professor at the University of Oxford and an academic guest scholar and lecturer at several acclaimed universities worldwide. Her wealth of experience in research, administration and serving on boards coupled with her unique background and perspectives makes her ideally suited to serving as a member of our Board of Directors. A Scientific Advisory Committee A Theodore L. Phillips, M.D. has served as the Chair of our Scientific Advisory Committee since 2018. He held the position of Chief Medical Officer and Clinical Director at Shuttle Pharmaceuticals from 2014 until 2018. Dr. Phillips’ distinguished career has included positions of Chair of the Department of Radiation Oncology (from 1978 to 1998) and Associate Director (from 1996 to 1999) of the UCSF Cancer Center at the University of California at San Francisco. He is highly experienced in radiation oncology clinical trials of hypoxic radiation sensitizers. Dr. Phillips served as the principal investigator of the SBIR contract for the Phase I clinical trial of Ropidoxuridine. He previously served as Associate Director of the Northern California Oncology Group from 1983-1990, president of the American Society of Therapeutic Radiation Oncologists from 1984 to 1985 and is an elected member of the Institute of Medicine of the National Academy of Science. Dr. Phillips holds a BS degree from Dickinson College in Carlisle, Pennsylvania and a MD from the University of Pennsylvania. He provides advice to the leadership team to help design and implement clinical trials of radiation therapy and radiation response modifying drugs. A Ralph R. Weichselbaum, M.D. has served as Scientific Advisor to Shuttle Pharmaceuticals for translational research for the discovery and development of radiation response modifiers since 2013. Dr. Weichselbaum is the Daniel K. Ludwig Professor and Chairman of the Department of Radiation and Cellular Oncology, the University of Chicago, a position he has held since 1985. He is also an elected member of the Institute of Medicine, National Academy of Sciences. He has devoted his career to translational research in cancer with combined radiotherapy and chemotherapy. Dr. Weichselbaum and his colleagues conceived a genetic radiotherapy and developed viral constructs for use in clinical tumor radiation sensitization. These were commercialized as TNFerade (GenVec, Inc.) and tested in a Phase I clinical trial in prostate cancer and a Phase III clinical trial for pancreatic cancer. A 77 A J. Martin Brown, Ph.D. has served as a Scientific Advisor to Shuttle Pharmaceuticals for translational research for the development of hypoxic radiation sensitizers since 2017. Dr. Brown received his Ph.D. in Cancer Biology from Oxford University in 1968 and was Director of the Division of Radiation and Cancer Biology at Stanford University from 1984 to 2004. He is an expert in the radiation biology of hypoxia in cancers and has more than 300 peer-reviewed published articles. He has received awards in recognition of his work, including the Gold Medal, American Society for Therapeutic Radiology and Oncology (1999), the Failla Memorial Award, Radiation Research Society (2000), the Weiss Medal, Association for Radiation Research (2001) and the Henry S. Kaplan Distinguished Scientist Award, International Association for Radiation Research (2007). He developed etanidazole, a hypoxic radiation sensitizer, and tirapazamine, a hypoxic cytotoxic drug, from bench to clinical trials. A Alejandro Villagra, Ph.D. has served as a Scientific Advisor to Shuttle Pharmaceuticals with expertise in cellular signaling pathways, epigenetics and immunology since 2017. Dr. Villagra received his Ph.D. in Molecular Biology from the University of Concepcion, in Chile in 2004 and completed post-graduate training at the H. Lee Moffitt Cancer Center and Research Institute in Tampa, Florida in Molecular Immunology in 2009, in the Laboratory of Eduardo Sotomayor, MD. He joined the faculty of the Moffitt Cancer Center and Research Institute, as a research scientist from 2009 through 2015 and advanced to Assistant Professor of Oncologic Sciences. He became an Assistant Professor in the Department of Biochemistry and Molecular Medicine at the George Washington University (GWU) School of Medicine and Health Sciences in 2015, as a member of the GWU Cancer Center. His research is focused on molecular and cellular roles of histone deacetylases (HDACs) in tumor immunology and as adjuvants for immunotherapy of cancers. A Joseph Armstrong, III, Ph.D. joined as a Scientific Advisor to Shuttle Pharmaceuticals in 2021. He received his Ph.D. from the University of Colorado in 1988, completed his post-doctoral work at the University of Virginia at Charlottesville and holds the position of Chief Operating Officer at and Global Head of Business Development TCG GreenChem, Inc. He provides industry experience in chemistry, drug development and process research, having previously held positions at Merck & Co. Inc. in Rahway, NJ and in the U.K. for two pharmaceutical companies in the areas of Pharmaceutical Research and Development. His primary areas of focus have been in the design and implementation of efficient synthesis of drug candidates amenable to large scale production. Dr. Armstrong led the development team that designed, developed and implemented the manufacturing process for the new treatment for Type II diabetes, Januvia TM. His team was awarded the Solvias Prize in 2004 (Basel, Switzerland), the IChemE Aztra-Zeneca Award for Green Chemistry and Engineering in 2005 (London, England), Dr. Armstrong has more than 40 publications and holds 10 patents. A Family Relationships A Dr. Anatoly Dritschilo and Peter Dritschilo are father and son. There are no other family relationships among our directors and executive officers. A Involvement in Certain Legal Proceedings A During the past ten years, other than Peter Dritschilo, our President, who filed for personal bankruptcy under Chapter 7 of the U.S. Bankruptcy Code in 2014, no director, executive officer, promoter, or control person of the Company has been involved in the following: A (1) A petition under the Federal bankruptcy laws or any state insolvency law which was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing; A A (2) Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses); A A A (3) Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities: A A i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity; A 78 A A ii. Engaging in any type of business practice; or A A A iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws; A A (4) Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (f)(3)(i) below, or to be associated with persons engaged in any such activity; A A A (5) Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated; A A A (6) Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended, or vacated; A A A (7) Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended, or vacated, relating to an alleged violation of: A A i. Any Federal or State securities or commodities law or regulation; or A A A ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or A A A iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or A A (8) Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member. A Board of Directors A Our board of directors is responsible for overseeing the Company’s business consistent with its fiduciary duty to the stockholders. This significant responsibility requires highly skilled individuals with various qualities, attributes and professional experience. There are general requirements for service on the board of directors that are applicable to directors and there are other skills and experience that should be represented on the board of directors as a whole but not necessarily by each director. Our Corporate Governance and Nominating Committee, detailed

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on the anniversary of the grant date. (2) These restricted stock units vest in three installments on the anniversary of the grant date. (3) 2018 Equity Incentive Plan (4) Our 2018 Equity Incentive Plan provides for equity incentives to be granted to our employees, executive officers or directors and to key advisers and consultants. Equity incentives may be in the form of stock options with an exercise price of not less than the fair market value of the underlying shares as determined pursuant to the 2018 Equity Incentive Plan, restricted stock awards, other stock-based awards, or any combination of the foregoing. The 2018 Equity Incentive Plan is administered by the Company's compensation committee or, alternatively, if there is no compensation committee, the Company's board of directors. We have reserved 3,000,000 shares of our common stock for issuance under the Plan, of which 1,187,189 shares have been granted under the Plan as of the date of this registration statement. (5) Director Compensation (6) Each of our non-employee directors, pursuant to the terms of director agreements (the "Director Agreements"), between each of the directors and the Company, receives compensation on an annual basis consisting of \$25,000 in cash, payable in quarterly installments commencing 90 days after completion of our initial public offering, and received RSUs upon their respective dates of election, three of whom received \$75,000 in RSUs and two of whom received \$100,000 in RSUs. The RSUs vest over a two-year period in one-third increments, with one-third vesting immediately upon signing and one-third vesting on each of the first and second anniversary of election. In addition, non-employee directors will also be reimbursed for out-of-pocket costs incurred in connection with attending meetings. (7) 85 (A) BENEFICIAL OWNERSHIP OF SECURITIES (8) The following table sets forth, as of the date of this registration statement, the beneficial ownership of our common stock by each director and executive officer, by each person known by us to beneficially own 5% or more of our common stock and by directors and executive officers as a group. Unless otherwise stated, the address of the persons set forth in the table is c/o Shuttle Pharmaceuticals Holdings, Inc., 401 Professional Drive, Suite 260, Gaithersburg, MD 20879. (9) Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. Unless otherwise indicated, the stockholders listed in the table below have sole voting and investment power with respect to the shares indicated. (10) All share ownership figures set forth in the below table include shares of our common stock issuable upon securities convertible or exchangeable into shares of our common stock, whether or not convertible or exchangeable within 60 days of the effective date of this registration statement. Such shares are deemed outstanding and beneficially owned by such person only for purposes of computing his or her percentage ownership, but not for purposes of computing the percentage ownership for any other person. (11) As of February 1, 2025, there were issued and outstanding 4,076,058 shares of common stock. (12) Names and addresses (13) Number of shares of common stock beneficially owned (14) % (15) Percentage of shares of common stock beneficially owned (16) Directors and Named Executive Officers (17) (18) Anatoly Dritschilo, M.D. (19) (20) 862,154 (21) 21.20% (22) Timothy Lorber (23) (24) (25) Milton Brown, M.D., Ph.D. (26) 137,869 (27) 3.4% (28) Mira Jung, Ph.D. (29) 135,715 (30) 3.3% (31) Michael Vander Hoeck (32) 12,982 (33) (34) Peter Dritschilo (35) 820 (36) (37) Tyvin A. Rich, M.D. (38) 304 (39) (40) Steven Richards (41) 214 (42) (43) Joshua Schafer (44) 214 (45) (46) Chris H. Senanayake (47) 349 (48) (49) Bette Jacobs (50) 1,901 (51) (52) All directors and officers as a group (ten persons) (53) 1,152,522 (54) 28.3% (55) (56) (57) (58) (59) (60) (61) (62) (63) (64) (65) (66) (67) (68) (69) (70) (71) (72) (73) (74) (75) (76) (77) (78) (79) (80) (81) (82) (83) (84) (85) (86) (87) (88) (89) (90) (91) (92) (93) (94) (95) (96) (97) (98) (99) (100) (101) (102) (103) (104) (105) (106) (107) (108) (109) (110) (111) (112) (113) (114) (115) (116) (117) (118) (119) (120) (121) (122) (123) (124) (125) (126) (127) (128) (129) (130) (131) (132) (133) (134) (135) (136) (137) (138) (139) (140) (141) (142) (143) (144) (145) (146) (147) (148) (149) (150) (151) (152) (153) (154) (155) (156) (157) (158) (159) (160) (161) (162) (163) (164) (165) (166) (167) (168) (169) (170) (171) (172) (173) (174) (175) (176) (177) (178) (179) (180) (181) (182) (183) (184) (185) (186) (187) (188) (189) (190) (191) (192) (193) (194) (195) (196) (197) (198) (199) (200) (201) (202) (203) (204) (205) (206) (207) (208) (209) (210) (211) (212) (213) (214) (215) (216) (217) (218) (219) (220) (221) (222) (223) (224) (225) (226) (227) (228) (229) (230) (231) (232) (233) (234) (235) (236) (237) (238) (239) (240) (241) (242) (243) (244) (245) (246) (247) (248) (249) (250) (251) (252) (253) (254) (255) (256) (257) (258) (259) (260) (261) (262) (263) (264) (265) (266) (267) (268) (269) (270) (271) (272) (273) (274) (275) (276) (277) (278) (279) (280) (281) (282) (283) (284) (285) (286) (287) (288) (289) (290) (291) (292) (293) (294) (295) (296) (297) (298) (299) (300) (301) (302) (303) (304) (305) (306) (307) (308) (309) (310) (311) (312) (313) (314) (315) (316) (317) (318) (319) (320) (321) (322) (323) (324) (325) (326) (327) (328) (329) (330) (331) (332) (333) (334) (335) (336) (337) (338) (339) (340) (341) (342) (343) (344) (345) (346) (347) (348) (349) (350) (351) (352) (353) (354) (355) (356) (357) (358) (359) (360) (361) (362) (363) (364) (365) (366) (367) (368) (369) (370) (371) (372) (373) (374) (375) (376) (377) (378) (379) (380) (381) (382) (383) (384) (385) (386) (387) (388) (389) (390) (391) (392) (393) (394) (395) (396) (397) (398) (399) (400) (401) (402) (403) (404) (405) (406) (407) (408) (409) (410) (411) (412) (413) (414) (415) (416) (417) (418) (419) (420) (421) (422) (423) (424) (425) (426) (427) (428) (429) (430) (431) (432) (433) (434) (435) (436) (437) (438) (439) (440) (441) (442) (443) (444) (445) (446) (447) (448) (449) (450) (451) (452) (453) (454) (455) (456) (457) (458) (459) (460) (461) (462) (463) (464) (465) (466) (467) (468) (469) (470) (471) (472) (473) (474) (475) (476) (477) (478) (479) (480) (481) (482) (483) (484) (485) (486) (487) (488) (489) (490) (491) (492) (493) (494) (495) (496) (497) (498) (499) (500) (501) (502) (503) (504) (505) (506) (507) (508) (509) (510) (511) (512) (513) (514) (515) (516) (517) (518) (519) (520) (521) (522) (523) (524) (525) (526) (527) (528) (529) (530) (531) (532) (533) (534) (535) (536) (537) (538) (539) (540) (541) (542) (543) (544) (545) (546) (547) (548) (549) (550) (551) (552) (553) (554) (555) (556) (557) (558) (559) (560) (561) (562) (563) (564) (565) (566) (567) (568) (569) (570) (571) (572) (573) (574) (575) (576) (577) (578) (579) (580) (581) (582) (583) (584) (585) (586) (587) (588) (589) (590) (591) (592) (593) (594) (595) (596) (597) (598) (599) (600) (601) (602) (603) (604) (605) (606) (607) (608) (609) (610) (611) (612) (613) (614) (615) (616) (617) (618) (619) (620) (621) (622) (623) (624) (625) (626) (627) (628) (629) (630) (631) (632) (633) (634) (635) (636) (637) (638) (639) (640) (641) (642) (643) (644) (645) (646) (647) (648) (649) (650) (651) (652) (653) (654) (655) (656) (657) (658) (659) (660) (661) (662) (663) (664) (665) (666) (667) (

issue discount of \$300,000. As such, the Investor paid for the January 2023 Convertible Note by delivering \$4,000,000 in cash consideration to the Company. Boustead served as the sole placement agent for the private placement (the “January 2023 Private Placement”) of the January 2023 Convertible Note and January 2023 Warrant. Boustead received a placement agent fee of \$320,000 at the closing of the January 2023 Private Placement, representing 7.0% of the gross cash proceeds at the closing plus 1% in non-accountable expenses. In addition, Boustead received a placement agent warrant to purchase 71,266 shares (8,909 shares on a post-2024 Reverse Split basis) of common stock, representing 7.0% of the warrant shares issued in the January 2023 Private Placement. After deducting the placement agent fee and our estimated expenses associated with the January 2023 Private Placement, our net cash proceeds at the closing were approximately \$3,590,000. As of September 30, 2024, the January 2023 Convertible Note had been paid in full. A The SPA A The SPA contains certain representations and warranties, covenants and indemnities customary for similar transactions. Under the SPA, we also agreed to the following additional covenants: A — So long as the January 2023 Convertible Note remains outstanding, we will not effect or enter into an agreement to effect any variable rate transaction other than a bona fide at-the-market offering or equity line of credit. A A — We obtained majority stockholder consent approving the offering and the issuance of common stock upon conversion of the January 2023 Convertible Note and exercise of the January 2023 Warrant, as is required under the rules of the Nasdaq, and subsequently filed an information statement on Schedule 14C (the “Information Statement”) informing all stockholders of the action and mailed such Information Statement to all stockholders within 70 days of closing. A 91 A A In addition, we granted the Investor participation rights in future equity and equity-linked offerings of securities, subject to certain limited exceptions, during the two years after the later of (a) the closing or (b) the date the January 2023 Convertible Note no longer remains outstanding, in an amount of up to 30% of the securities being sold in such offerings. A January 2023 Convertible Note A General A The January 2023 Convertible Note was issued to the Investor on January 11, 2023 and matures on March 11, 2025 (subject to extension in certain circumstances, including bankruptcy and outstanding events of default). A Amortization A Starting on the earlier of (x) the date of a registration statement which registers the shares underlying the January 2023 Convertible Note is declared effective by the SEC and (y) February 28, 2023, then on the first trading day of the month for each month thereafter, and on the maturity date (each, an “Installment Date”), subject to certain exceptions and unless deferred as described below, the Company is required to make monthly amortization payments equal to 1/26th of the unrestricted principal (and related unrestricted original issue discount) and interest of the January 2023 Convertible Note payable (the “Installment Amount”), which must be satisfied in cash at a redemption price equal to 105% of such Installment Amount (each, an “Installment Redemption”). A Notwithstanding the foregoing, the noteholder may, at its sole option, elect to defer any Installment Amount until a subsequent Installment Date selected by the noteholder, provided that any such deferred amounts shall not continue to accrue interest unless the deferral is at the request of the Company. A Interest A The January 2023 Convertible Note bears interest at a rate of 5% per annum and, upon any conversion or redemption, shall include a make-whole of interest from such date of determination through the maturity date. After the occurrence and during the continuance of an Event of Default (as defined in the January 2023 Convertible Note), the January 2023 Convertible Note will accrue interest at the rate of 15% per annum. See “Events of Default” below. A Conversion; Alternate Conversion upon Event of Default A The January 2023 Convertible Note is convertible, at the option of the noteholder, into shares of our common stock at the lower of (i) \$18.80 per share (post Reverse Split), (ii) 90% of the three lowest VWAPs in the 15 trading days prior to the payment date or (iii) 90% of the VWAP on the trading day prior to the payment date. The conversion price is subject to full ratchet antidilution protection upon any subsequent transaction at a fixed price lower than the conversion price then in effect and standard adjustments in the event of any stock split, stock dividend, stock combination, recapitalization or other similar transaction. If we enter into any agreement to issue (or issue) any variable rate securities, other than a bona fide at-the-market offering or equity line of credit, the noteholder has the additional right to substitute such variable price (or formula) for the conversion price. A If an Event of Default has occurred under the January 2023 Convertible Note, the noteholder may elect to alternatively convert the January 2023 Convertible Note at a redemption premium of 115% of the conversion amount. As of September 30, 2024, the January 2023 Convertible Note was paid in full. A Subsequent Placement Optional Redemption and Future Right of Participation A At any time after the earlier of the date a noteholder becomes aware of any placement by us of equity or equity-linked securities or the date of consummation of such a placement, subject to certain limited exceptions, the noteholder will have the right to have us redeem a portion of each January 2023 Convertible Note not in excess of 30% of the net proceeds from such placement at a redemption price of 100% of the portion of the January 2023 Convertible Note subject to redemption. In addition, through March 11, 2026, the noteholder has the right to be notified of any future offering of securities and to participate in up to 30% of the total offering amount. A 92 A A Covenants A We are subject to certain customary affirmative and negative covenants regarding the incurrence of certain indebtedness, the existence of liens, the repayment of indebtedness, the payment of cash in respect of dividends, distributions or redemptions, and the transfer of assets, among other matters. A January 2023 Warrant A In addition to the January 2023 Convertible Note, we issued a January 2023 Warrant exercisable for four (4) years for the purchase of an aggregate of up to 127,260 shares of common stock (the “January 2023 Warrant Shares”), at an adjusted estimated exercise price of \$0.48 per share. The number of January 2023 Warrant Shares and exercise price are each subject to adjustment as provided under the terms of the January 2023 Warrant. If, at the time of exercise of the January 2023 Warrant, there is no effective registration statement registering, or no current prospectus available for, the issuance of the January 2023 Warrant Shares to the Investor, and the registration statement is not subject to SEC review and the Company has otherwise affirmatively failed to maintain such registration statement’s effectiveness, then the January 2023 Warrant may also be exercised, in whole or in part, by means of a “cashless exercise.” The January 2023 Warrant may not be exercised if, after giving effect to the exercise the Investor, would beneficially own in excess of 4.99% of the number of shares of common stock outstanding immediately after giving effect to the issuance of the January 2023 Warrant Shares. At the Investor’s option, the ownership limitation blocker may be raised or lowered to any other percentage not in excess of 9.99%, as applicable, except that any raise will only be effective upon 61-days’ prior notice to the Company. A If the Company issues or sells, or the Company publicly announces the issuance or sale of, any shares of common stock, or convertible securities or options issuable or exchangeable into common stock (a “New Issuance”), under which such common stock is sold for a consideration per share less than the exercise price then in effect, the exercise price of the January 2023 Warrant will be adjusted to the New Issuance price in accordance with the formulas provided in the January 2023 Warrant. Any such adjustment will not apply with respect to the issuance of Excluded Securities (as defined in the January 2023 Warrant). In addition, if the Company enters into a Fundamental Transaction (as defined in the January 2023 Warrants) at any time that a January 2023 Warrant is outstanding, then, upon any subsequent exercise of the January 2023 Warrant, the Investor will have the right to receive, for each January 2023 Warrant Share that would have been issuable upon such exercise immediately prior to the occurrence of such Fundamental Transaction, the number of shares of common stock of the successor or acquiring corporation or of the Company, if it is the surviving corporation, and any additional consideration receivable as a result of such Fundamental Transaction by a holder of the number of shares of common stock for which the January 2023 Warrant is exercisable immediately prior to such Fundamental Transaction, provided, further, that if holders of common stock are not offered or paid any consideration in such Fundamental Transaction, such holder of common stock will be deemed to have received common stock of the successor entity (which entity may be the Company following such Fundamental Transaction) in such Fundamental Transaction. A Registration Rights Agreement A Pursuant to a Registration Rights Agreement, dated as of January 11, 2023, between the Investor and the Company, we have granted certain registration rights to the noteholder and January 2023 Warrant holder. The Registration Rights Agreement requires us to have a registration statement declared effective by the 60th day following the date of the Registration Rights Agreement (of March 11, 2023), or the 90th day (or April 10, 2023) following the date of the Registration Rights Agreement in the event such registration statement is subject to SEC review. It also grants the Investor customary “piggyback” registration rights. A 93 A A Additional Information A The foregoing is only a summary of the material terms of the SPA, the January 2023 Convertible Note, the January 2023 Warrant, the Registration Rights Agreement, and the other ancillary transaction documents, and does not purport to be a complete description of the rights and obligations of the parties thereunder. A October 2024 Convertible Notes and Warrants Offering A In October 2024, we sold a total of \$831,579 of 5% original issue discount senior secured convertible notes, which notes convert into 732,134 shares of common stock, subject to adjustment, and warrants to purchase 329,469 shares of common stock exercisable at a variable-weighted average of \$1.42 per share. The convertible notes have a term of one year, are may be converted at any time by the holder and are subject to mandatory conversion at the end of the one-year holding period in the event the convertible notes are registered. The warrants have a term of five years and contain standard anti-dilution protections. A October 2024 Public Offering Warrants A In conjunction with our October 2024 public offering, we issued pre-funded warrants to purchase 2,555,246 shares of common stock exercisable at \$0.001 per share, and warrants to purchase a total of 2,950,820 shares of common stock exercisable at \$1.40 per share. The warrants are exercisable, at the option of the holder, for a period of five years and are subject to either a 4.99% or 9.99% ownership limitation. However, any holder may increase or decrease such percentage so long as it does not exceed 9.99%. The pre-funded warrants and warrants are not transferrable without the consent of the Company and the holders have no voting rights until the warrants are exercised. A Anti-Takeover Effects of Provisions of our Certificate of Incorporation, our Bylaws and Delaware Law A Some provisions of Delaware law, our certificate of incorporation and our bylaws contain provisions that could make the following transactions more difficult: acquisition of us by means of a tender offer; acquisition of us by means of a proxy contest or otherwise; or removal of our incumbent officers and directors. It is possible that these provisions could make it more difficult to accomplish or could deter transactions that stockholders may otherwise consider to be in their best interest or in our best interests, including transactions that might result in a premium over the market price for our shares. A These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our Board of Directors. We believe that the benefits of increased protection of our potential ability to negotiate with the proponent of a non-friendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging these proposals because negotiation of these proposals could result in an improvement of their terms. A Delaware Anti-Takeover Statute A In general, Delaware corporations are subject to Section 203 of the DGCL, which prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years after the date that such stockholder became an interested stockholder, with the following exceptions: A A — before such date, the board of directors of the corporation approved either the business combination or the transaction that resulted in the stockholder becoming an interested holder; A A — upon completion of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction began, excluding for purposes of determining the voting stock outstanding (but not the outstanding voting stock owned by the interested stockholder) those shares owned (i) by persons who are directors and also officers and (ii) employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; A A — on or after such date, the business combination is approved by the board of directors and authorized at an annual or special meeting of the stockholders, and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting stock that is not owned by the interested stockholder; or A A — the corporation does not have a class of voting stock that is: (i) listed on a national securities exchange; or (ii) held of record by more than 2,000 stockholders, unless any of the foregoing results from action taken, directly or indirectly, by an interested stockholder or from a transaction in which a person becomes an interested stockholder. A In general, Section 203 defines business combination to include the following: A A — any merger or consolidation involving the corporation and the interested stockholder; A A — any sale, transfer, pledge, or other disposition of 10% or more of the assets of the corporation involving the interested stockholder; A A — subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder; A 94 A A — any transaction involving the corporation that has the effect of increasing the proportionate share of the stock or any class or series of the corporation beneficially owned by the interested stockholder; or A A — the receipt by the interested stockholder of the benefit of any loss, advances, guarantees, pledges or other financial benefits by or through the corporation. A Section 203 defines interested stockholder as an entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation or any entity or person affiliated with or controlling or controlled by such entity or person. A Nasdaq Listing A Our shares of common stock are traded on The Nasdaq Capital Market under the symbol “SHPH.” We do not intend to apply for listing of the Warrants on any securities exchange or other nationally recognized trading system. A Transfer Agent A The transfer agent and registrar of our common stock is VStock Transfer, LLC, of Woodmere, New York. Our transfer agent’s telephone number is (212) 828-8436. A DESCRIPTION OF SECURITIES WE ARE OFFERING A We are offering, on a firm commitment underwritten basis up to [*] shares of common stock, or Pre-Funded Warrants in lieu thereof. A Common Stock A The material terms and provisions of our common stock are described under the caption “Description of Capital Stock” in this prospectus. A 95 A A Pre-Funded Warrants A The following summary of certain terms and provisions of the Pre-Funded Warrants that are being offered hereby is not complete and is subject to and qualified in its entirety by the provisions of the forms of Pre-Funded Warrants which is filed as an exhibit to the registration statement of which this prospectus is a part. Prospective investors should carefully review the terms and provisions of the form of Pre-Funded Warrant for a complete description of the terms and conditions of the Pre-Funded Warrants. A The term “pre-funded” refers to the fact that the purchase price of our common stock in this offering includes almost the entire exercise price that will be paid under the Pre-Funded Warrants, except for a nominal remaining exercise price of \$0.001 per share. The purpose of the Pre-Funded Warrants is to enable investors that may have restrictions on their ability to beneficially own more than 4.99% (or, upon election of the holder, 9.99%) of our outstanding shares of common stock following the consummation of this offering the opportunity to make an investment in the Company without triggering their ownership restrictions, by receiving Pre-Funded Warrants in lieu of our common stock which would result in such ownership of more than 4.99% (or 9.99%), and receive the ability to exercise their option to purchase the shares underlying the Pre-Funded Warrants at such nominal price at a later date. A Duration and Exercise Price A Each Pre-Funded Warrant offered hereby will have an initial exercise price of \$0.001 per share. The Pre-Funded Warrants will be immediately exercisable and may be exercised at any time until the Pre-Funded Warrants are exercised in full. The exercise price and number of shares of common stock issuable upon exercise is subject to appropriate adjustment in the event of stock dividends, stock splits, reorganizations or similar events affecting our common stock and the exercise price. A Exercise Limitation A The Pre-Funded Warrants will be exercisable, at the option of each holder, in whole or in part, by delivering a duly executed exercise notice accompanied by payment in full for the number of purchased upon such exercise (except in the case of a cashless exercise as discussed below). A holder (together with its affiliates) may not exercise any portion of the Pre-Funded Warrant to the extent that the holder would own more than 4.99% (or, at the election of a purchaser, 9.99%) of the outstanding common stock immediately after exercise, except that upon at least 61 days’ prior notice from the holder to us, the holder may increase the amount of ownership of outstanding stock after exercising the holder’s Pre-Funded Warrants up to 9.99% of the number of shares of common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Pre-Funded Warrants. No fractional shares of common stock will be issued in connection with the exercise of a Pre-Funded Warrant. In lieu of fractional shares, we will pay the holder an amount in cash equal to the fractional amount multiplied by the exercise price. A Fundamental Transaction A In the event of a fundamental transaction, as described in the Pre-Funded Warrants and generally including any reorganization, recapitalization or reclassification of our common stock, the sale, transfer or other disposition of all or substantially all of our properties or assets, our consolidation or merger with or into another person, the acquisition of more than 50% of our outstanding voting securities, the holders of the Pre-Funded Warrants will be entitled to receive upon exercise of the Pre-Funded Warrants the kind and amount of securities, cash or other property that the holders would have received had they exercised the Pre-Funded Warrants immediately prior to such fundamental transaction, other than one in which a successor entity that is a publicly traded corporation (whose stock is quoted or listed for trading on a national securities exchange, including, but not limited to, the New York Stock Exchange, the NYSE American, the Nasdaq Global Select Market, the Nasdaq Global Market or the Nasdaq Capital Market) assumes the common warrant such that the warrant shall be exercisable for the publicly traded common stock of such successor entity. A Transferability A Subject to applicable laws, a Pre-Funded Warrant may be transferred at the option of the holder upon surrender of the Pre-Funded Warrant to us together with the appropriate instruments of transfer. A Exchange Listing A We do not intend to list the Pre-Funded Warrants on any securities exchange or nationally recognized trading system. A No Rights as a Stockholder A Except as otherwise provided in the Pre-Funded Warrants or by virtue of such holder’s ownership of, the holders of the Pre-Funded Warrants do not have the rights or privileges of holders of our common stock, including any voting rights, until they exercise their Pre-Funded Warrants. A 96 A A UNDERWRITING A We have entered into an underwriting agreement with WestPark Capital, Inc., or the Underwriter, with respect to the securities subject to this offering. A Subject to certain conditions, we have agreed to sell to the Underwriter such securities listed next to their names in the below table at the public offering

price less the underlying discounts and commissions set forth on the cover page of this prospectus. We have agreed to indemnify the Underwriter against specified liabilities, including liabilities under the Securities Act, and to contribute to payments the Underwriter may be required to make in respect thereof. A UnderwriterA Number of Shares of Common StockA WestPark Capital, Inc.A A-A AAAAAAAA TotalA AAA Subject to the terms and conditions set forth under the underwriting agreement, the underwriter has agreed to purchase [*] shares of common stock and Pre-Funded Warrants offered by this prospectus. A The underwriter is offering the shares of common stock, and Pre-Funded Warrants in lieu thereof, subject to various conditions and may reject all or part of any order. The Underwriter has advised us that they propose initially to offer the shares of common stock to the public at the public offering price set forth on the cover page of this prospectus and to dealers at a price less a concession not in excess of \$[*] per share of common stock, or Pre-Funded Warrant in lieu thereof. After the shares of common stock and Pre-Funded Warrants are released for sale to the public, the Underwriter may change the offering price, the concession, and other selling terms at various times. A Discounts and Commissions A The following table provides information regarding the amount of the discounts and commissions to be paid to the Underwriter by us, before expenses. The information assumes either no exercise or full exercise of the over-allotment option we granted to the Underwriter: A Per Share or per Pre-Funded WarrantA TotalA Public offering priceA \$AA AAAAAAAAAA AAAAAAAAAA Underwriting discounts and commissions (4%)A \$AA \$A Proceeds, before expenses, to usA \$AA \$A A The Company has agreed to reimburse the Underwriter for: (i) reasonable fees of the UnderwriterA legal counsel up to \$80,000, and (ii) non-accountable expenses including background checks, road show expenses (travel, accommodations, means and entertainment), memento transaction memorabilia, and courier and postage expenses in the amount of \$45,000. Prior to the effective date of this prospectus, we will have paid the Underwriter advances of \$45,000, including a \$25,000 retainer for its legal counsel and a \$20,000 retainer for its anticipated out-of-pocket costs. Such advance payments will be returned to us to the extent such out-of-pocket expenses are not actually incurred in accordance with FINRA Rule 5110(g)(4)(A). A We estimate that our total expenses of the offering, excluding the estimated underwriting discounts and commissions and excluding the non-accountable expense allowance, will be approximately \$[*]. A Right of FirstA Refusal A We have granted the Underwriter a right of first refusal for a period of three months commencing on the closing of the offering to act as sole advisor, investment bank, book-running manager and/or placement agent, as applicable, at the UnderwriterA sole discretion, for each and every public and private equity or debt financing transaction or merger and acquisition transaction by us, a subsidiary or any successor, on compensation terms customary to the Underwriter. The Underwriter shall have the sole right to determine whether or not any other broker dealer shall have the right to participate in any such offering and the economic terms of any such participation and the UnderwriterA decision to not so act for any one or more of such offerings shall not be deemed a waiver of its continuing rights under the right of first refusal.A The UnderwriterA s right of first refusal set forth in this paragraph shall be subject to FINRA Rule 5110(g). A Lock-Up Agreements A Pursuant to certain lock-up agreements, our executive officers, directors and holders of at least 5% of our common stock and securities exercisable for or convertible into common stock outstanding immediately upon the closing of this offering, have agreed, subject to certain exceptions, not to offer, sell, assign, transfer, pledge, contract to sell, or otherwise dispose of or announce the intention to otherwise dispose of, or enter into any swap, hedge or similar agreement or arrangement that transfers, in whole or in part, the economic risk of ownership of, directly or indirectly, engage in any short selling of any shares of common stock or securities convertible into or exchangeable or exercisable for any shares of common stock, whether currently owned or subsequently acquired, without the prior written consent of the Underwriter, for a period of sixty (60) days after the closing date of the offering. A The Underwriter, in its sole discretion, may release the common stock and other securities subject to the lock-up agreements described above in whole or in part at any time. When determining whether or not to release common stock and other securities from lock-up agreements, the Underwriter will consider, among other factors, the holderA s reasons for requesting the release, the number of shares of common stock and other securities for which the release is being requested and market conditions at the time. A In addition, we have agreed that, subject to certain exceptions, we will not (i) conduct any issuances of our common stock for a period of 60 days following closing of this offering or (ii) enter into a variable rate transaction (as defined in the securities purchase agreement) for a period of 120 days following closing of this offering; provided that following the closing date of this offering we will be permitted to enter into an agreement with [*] in connection with an offer to the market offering under Rule 415(a)(4) under the Securities Act and make sales thereunder. A Other Relationships A The Underwriter is a full-service financial institution engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. The Underwriter may in the future provide various investment banking, commercial banking and other financial services for us and our affiliates for which it may in the future receive customary fees. A In the ordinary course of their various business activities, the Underwriter and certain of its respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments issued by us and our affiliates. If the Underwriter or its respective affiliates have a lending relationship with us, they routinely hedge their credit exposure to us consistent with their customary risk management policies. The Underwriter and its respective affiliates may hedge such exposure by entering into transactions that consist of either the purchase of credit default swaps or the creation of short positions in our securities or the securities of our affiliates, including potentially the common stock offered hereby. Any such short positions could adversely affect future trading prices of the common stock offered hereby. The Underwriter and certain of their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments. A 97 A Regulation M A The Underwriter may be deemed to be an underwriter within the meaning of Section 2(a)(11) of the Securities Act, and any commissions received by it and any profit realized on the resale of the shares sold by it while acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. As an underwriter, each Underwriter would be required to comply with the requirements of the Securities Act and the Exchange Act, including, without limitation, Rule 415(a)(4) under the Securities Act and Rule 10b-5 and Regulation M under the Exchange Act. These rules and regulations may limit the timing of purchases and sales of shares by the Underwriter acting as principal. Under these rules and regulations, the Underwriter: A - may not engage in any stabilization activity in connection with our securities; and A - may not bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities, other than as permitted under the Exchange Act, until it has completed its participation in the distribution. A Trading Market A Our common stock is listed on the Nasdaq Capital Market under the symbol SHPH.A We do not intend to apply for listing of the Warrants on any securities exchange or other nationally recognized trading system. A LEGAL MATTERS A The validity of the securities offered hereby and certain legal matters in connection with this offering relating to U.S. law will be passed upon for us by Dorsey & Whitney LLP, New York, NY. The Underwriter is represented by Lucosky Brookman LLP, Woodbridge, NJ, in connection with this offering. A EXPERTS A The consolidated financial statements of Shuttle Pharmaceuticals Holdings, Inc. (the Company) as of December 31, 2023 and 2022 and for the fiscal years then ended, have been audited by Forvis Mazars LLP, independent registered public accounting firm, as set forth in their report thereon, included in the CompanyA Annual Report on Form 10-K/A for the fiscal year ended December 31, 2023, and included herein. Such consolidated financial statements have been included herein in reliance upon such report given on the authority of such firm as experts in accounting and auditing. The report of Forvis Mazars LLP contains an explanatory paragraph regarding substantial doubt about the CompanyA s ability to continue as a going concern and an explanatory paragraph regarding a restatement of previously issued consolidated financial statements to correct misstatements. A WHERE YOU CAN FIND MORE INFORMATION A We filed with the SEC a registration statement under the Securities Act for the securities offered by this prospectus. This prospectus does not contain all of the information in the registration statement and the exhibits and schedule that were filed with the registration statement. For further information with respect to us and our securities, we refer you to the registration statement and the exhibits and schedule that were filed with the registration statement. Statements contained in this prospectus about the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and we refer you to the full text of the contract or other document filed as an exhibit to the registration statement. The SEC maintains an Internet website at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC. A We file periodic reports and current reports under the Exchange Act, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and other information with the SEC. These periodic reports and other information are available for inspection and copying at the SEC regional offices, public reference facilities and on the website of the SEC referred to above. A We make available free of charge on or through our internet website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The information found on our website, <https://shuttlepharma.com>, other than as specifically included in this prospectus, is not part of this prospectus. A 98 A SHUTTLE PHARMACEUTICALS HOLDINGS, INC. Consolidated Financial Statements A Contents A Page Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023 (unaudited) F-2 Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023 (unaudited) F-3 Condensed Consolidated Statements of Changes in StockholdersA Equity (Deficit) for the three and nine months ended September 30, 2024 and 2023 (unaudited) F-4 Condensed Consolidated Statements of Cash Flows for the three and nine months ended September 30, 2024 and 2023 (unaudited) F-5 Notes to Condensed Consolidated Financial Statements (unaudited) F-6 A Page Report of Independent Registered Public Accounting Firm, Forvis Mazars LLP (PCAOB ID 686) F-21 Consolidated Balance Sheets as of December 31 2023 and 2022 F-22 Consolidated Statements of Operations for the Years Ended December 31, 2023 and 2022 F-23 Consolidated Statements of Changes in StockholdersA Equity for the Years Ended December 31, 2023 and 2022 F-24 Consolidated Statements of Cash Flows for the Years Ended December 31, 2023 and 2022 F-25 Notes to Consolidated Financial Statements F-26 A F-1 A Shuttle Pharmaceuticals Holdings, Inc. Condensed Consolidated Balance Sheets (Unaudited) A September 30,A December 31,A A A 2024A 2023A AssetsA AA A A A Current assetsA AA A A A Cash and cash equivalentsA \$156,656A \$2,576,642A Prepaid expensesA \$103,040A \$114,473A Marketable securitiesA A A A \$2,887,215A Accrued interest incomeA A A A \$14,901A Deferred costsA \$101,651A A A Total Current AssetsA \$361,351A A \$5,933,005A Property and equipment, netA \$21,160A A \$24,827A Other assetsA AA A A A Operating lease right-of-use assetA \$291,057A A \$333,904A Total AssetsA \$673,568A A \$5,951,736A A A A A Liabilities and StockholdersA EquityA AA A A A Current LiabilitiesA AA A A A Accounts payable and accrued expensesA \$1348,444A A \$282,860A Accounts payable and accrued expenses related partyA A A A \$446A Accrued interest payableA A A A \$110,453A Accrued interest payable - related partiesA \$2,137A A A Notes payable to related partiesA \$250,000A A A Convertible notes payable, netA A A A \$595,999A Operating lease liabilityA \$58,652A A \$52,479A Total Current LiabilitiesA \$1,659,233A A \$1,042,237A Convertible notes payable non-current, netA A A A \$135,089A Derivative liabilityA \$74,107A A \$414,512A Operating lease liability non-currentA \$255,605A A \$304,127A Total LiabilitiesA \$1,988,945A A \$1,895,965A A A A A StockholdersA Equity (Deficit)A AA A A A Series A Convertible Preferred Stock, \$0.00001 par value; \$1,000 per share liquidation value; 20,000,000 shares authorized; no shares outstandingA A A A A Common stock, \$0.00001 par value; 100,000,000 shares authorized; 2,946,099 and 2,008,689 shares issued and outstanding, respectivelyA A A A A \$29A A \$20A Additional paid in capitalA \$31,664,226A A \$29,489,055A Accumulated deficitA \$(32,979,632)A \$(25,433,304) Total StockholdersA Equity (Deficit)A \$(1,315,377)A \$4,055,771A Total Liabilities and StockholdersA Equity (Deficit)A \$673,568A A \$5,951,736A A The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. A F-2 A Shuttle Pharmaceuticals Holdings, Inc. Condensed Consolidated Statements of Operations (Unaudited) A A 2024A 2023A A 2024A 2023A A Three Months EndedA Nine Months EndedA A September 30,A September 30,A A A 2024A 2023A A A A A RevenueA \$A \$A \$A \$A A A A A A A A A Operating expensesA AA A A A Research and developmentA \$1,400,564A A \$1,045,177A A \$2,632,387A A \$2,806,644A General and administrativeA \$328,995A A \$265,553A A \$963,642A A \$730,186A Legal and professionalA \$1,322,002A A \$288,416A A \$3,223,013A A \$1,072,728A Total operating expensesA \$3,051,561A A \$1,599,146A A \$5,919,042A A \$4,609,558A A A A A Loss from operationsA \$(3,051,561)A A \$(1,599,146)A A \$(5,919,042)A A \$(4,609,558)A A A A A Interest expenseA A A A A Other income (expense)A AA A A A Interest expense - related partiesA \$(2,137)A A \$(2,137)A A \$(6,825)A Interest expenseA \$(270,538)A A \$(623,465)A A \$(1,198,738)A A \$(1,952,147)A Interest incomeA \$

249,309A A -A -A A 429,310A Common stock issued for restricted stock units A 1,876A A -A -A A -A -A A -A -A Stock-based compensationA -A -A A 37,583A A -A -A A 37,583A Net lossA -A -A A -A -A A (1,792,754)A (1,792,754) Balance - September 30 2023A A 1,999,915A A \$20A A \$29,402,533A A (\$23,792,804)A \$5,609,749A The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. A F-4 A -A Shuttle Pharmaceuticals Holdings, Inc. Condensed Consolidated Statements of Cash Flows (Unaudited) A A 2024A A 2023A A Nine Months EndedA A September 30, A A 2024A A 2023A A A CASH FLOWS FROM OPERATING ACTIVITIES:A A A A A Net lossA (\$7,546,328)A (\$4,952,223) Adjustments to reconcile net loss to net cash used in operating activities:A A A A A DepreciationA A 3,667A A A 4,828A Change in fair value of derivative liabilitiesA A (340,405)A A (2,118,175) Change in fair value of warrant liabilities, as restatedA A A A A Amortization of debt discount and finance feesA A 1,079,444A A 1,654,724A Gain on marketable securitiesA A (100,118)A A (1,744) Change in fair value of marketable securitiesA A 71,568A A A (21,134) Accrued interest settled with common stockA A 54,670A A A 294,927A Loss on settlement of convertible debtA A 833,501A A A 477,221A Fair value of freestanding instruments in excess of proceeds, as restatedA A A A A A Gain on settlement on accounts payableA A A A A A Gain on forgiveness of Paycheck Protection Program A A A A A A Stock-based compensationA A 227,886A A A 95,438A Changes in operating assets and liabilities:A A A A A Accrued interest incomeA A 14,897A A A (12,435) Prepaid expensesA A 11,433A A A (8,956) Accounts payable and accrued expensesA A 1,065,584A A A 63,255A Accounts payable and accrued expenses - related partiesA A (446)A A (12,500) Accrued interest payableA A (15,056)A A 106,578A Accrued interest payable - related partiesA A 2,137A A A (98,135) Other assetsA A A A A A Change in operating lease asset and liabilityA A 498A A A 9,358A Net cash used in operating activitiesA A (4,637,068)A A (4,518,973) CASH FLOWS FROM INVESTING ACTIVITIES:A A A A A Investment in marketable securitiesA A (43,587)A A (2,977,714) Proceeds from disposition of marketable securitiesA A 2,959,352A A A 80,000A Purchase of equipmentA A -A A A (19,046) Net cash used in investing activitiesA A 2,915,765A A A (2,916,760) CASH FLOWS FROM FINANCING ACTIVITIES:A A A A A Proceeds from issuance of common shares and exercise of warrants, as restatedA A A A A A Proceeds from note payable-related partyA A 250,000A A A -A Repayment of note payable-related partyA A -A A A (685,473) Proceeds from convertible notes payable and warrantsA A -A A A 3,935,000A Proceeds from notes payable and warrants, as restatedA A A A A A Payment for finance costs related to convertible note payableA A -A A A (345,000) Payment for finance costsA A (101,651)A A -A Payment of convertible note payableA A (846,806)A A -A Net cash provided by financing activitiesA A (698,457)A A 2,904,527A Net change in cash and cash equivalentsA A (2,419,760)A A (4,531,206) Cash and cash equivalents, beginning of periodA A 2,576,416A A 8,417,203A Cash and cash equivalents, end of periodA A \$156,656A A \$3,885,997A Cash paid for:A A A A A InterestA \$79,682A A \$102,373A Income taxesA -\$A A -\$A Supplemental non-cash financing activities:A A A A A Common stock issued for settlement of debtA \$1,947,294A A \$2,697,849A Warrants issued for financing fees, net of issuance fees of \$0 and \$8,727, respectively -\$A A \$90,816A Initial recognition of right of use asset and liabilityA -\$A A \$365,556A A The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. A F-5 A -A Shuttle Pharmaceuticals Holdings, Inc. Notes to Unaudited Condensed Consolidated Financial Statements September 30, 2024 A Note 1 â€ Organization and Liquidity A Organization and Line of Business A Shuttle Pharmaceuticals Holdings, Inc. (â€œwe,â€ â€œus,â€ â€œour,â€ or the â€œCompanyâ€) was originally formed as Shuttle Pharmaceuticals, LLC in the State of Maryland on December 18, 2012. On August 12, 2016, the Company filed articles of conversion with the State of Maryland to convert from an LLC to a C corporation, at which time the Company changed its name to Shuttle Pharmaceuticals, Inc. (â€œShuttleâ€). In connection with the conversion the Company issued 5,625,000 shares of common stock in exchange for 100% of the outstanding membership interests in Shuttle prior to conversion. On June 4, 2018, Shuttle completed a reverse merger with Shuttle Pharmaceuticals Holdings, Inc. (then known as Shuttle Pharma Acquisition Corp, Inc.), a Delaware corporation, pursuant to which Shuttle, our operating entity, became a wholly-owned subsidiary of the Company. All share numbers referenced herein reflect a 1-for-8 reverse split of our common stock on a post-split basis, which was effective as of August 13, 2024 (see Note 2). A The Companyâ€™s primary purpose is to develop and commercialize unique drugs for the sensitization of cancers and protection of normal tissues, with the goal of improving outcomes for cancer patients receiving radiation therapy. Shuttle has deployed its proprietary technology to develop novel cancer immunotherapies, producing a pipeline of selective HDAC inhibitors for cancer and immunotherapy applications. The Companyâ€™s HDAC platform is designed to target candidate molecules with potential roles in therapeutics beyond cancer, including autoimmune, inflammatory, metabolic, neurological and infectious diseases. The Companyâ€™s Ropidoxuridine product, which is used with radiation therapy to sensitize cancer cells, was initially funded by a Small Business Innovation Research (â€œSBIRâ€) contract provided by the National Cancer Institute (â€œNCIâ€), a unit of the National Institutes of Health (â€œNIHâ€). Ropidoxuridine has been further developed through the Companyâ€™s collaborations with scientists at the University of Virginia for use in combination with proton therapy to improve patient survival. Historically, and prior to the Companyâ€™s initial public offering in September 2022, the Company has obtained funding to develop products through NIH grants, including a product to predict late effects of radiation with metabolite biomarkers and develop prostate cancer cell lines in health disparities research. A The production and marketing of the Companyâ€™s products and its ongoing research and development activities will be and are subject to extensive regulation by numerous governmental authorities in the United States. Prior to marketing in the United States, any products or combination of products developed by the Company must undergo rigorous preclinical (animal) and clinical (human) testing and an extensive regulatory approval process implemented by the Food and Drug Administration (â€œFDAâ€) under the Food, Drug and Cosmetic Act. There can be no assurance that the Company will not encounter problems in its clinical trials that will cause the Company or the FDA to delay or suspend the clinical trials. A The Companyâ€™s success will depend in part on its ability to obtain patents and product license rights, maintain trade secrets, and operate without infringing on the proprietary rights of others, both in the United States and in other countries. There can be no assurance that patents issued to or licensed by the Company will not be challenged, invalidated or circumvented, or that the rights granted thereunder will provide proprietary protection or competitive advantages to the Company now or in the future. A Liquidity and Going Concern A Our unaudited condensed consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has a net loss of approximately \$7.5 million and no revenues for the nine months ended September 30, 2024 and has a working capital deficit of approximately \$1.3 million as of September 30, 2024. The Company does not expect to generate positive cash flows from operating activities in the near future. A F-6 A -A In September 2024, the Companyâ€™s CEO provided \$250 thousand to the Company in exchange for a promissory note repayable in equal monthly installments of principal and interest over a term of one year. In October 2024, the Company completed an offering of senior secured convertible bridge notes, receiving \$790 thousand in cash. The notes have a term of one-year and were accompanied by 329,461 warrants with a weighted-average exercise price of \$1.42. Also in October 2024, the Company completed an equity raise that provided \$3.9 million net cash for the issuance of 2.9 million shares / pre-funded warrants, and by 2.9 million warrants with an exercise price of \$1.40. However, the Companyâ€™s existing cash resources and the cash received from the equity offering and senior convertible note are not expected to provide sufficient funds to carry out the Companyâ€™s operations and clinical trials through the next twelve months. A The Companyâ€™s capital raises have to date supported operations, the manufacture of drug product and FDA approval of the IND for the Phase II clinical trial of Ropidoxuridine and radiation therapy in glioblastoma and other radiation sensitizer discovery and therapy. The FDA recommended and the Company agreed to an expansion of the Phase II clinical trial, necessitating additional capital to complete the trial as well as fund ongoing operations. Additionally, the Phase II clinical trial of Ropidoxuridine has evolved with finalized agreements with all six of the planned site enrollment locations to administer the Phase II clinical trial of Ropidoxuridine and the enrollment of the first three patients. A The ability of the Company to continue as a going concern is dependent upon its ability to continue to successfully raise additional equity or debt financing to allow it to fund ongoing operations, conduct clinical trials and bring a drug candidate to commercialization to generate revenues. These conditions raise substantial doubt about the Companyâ€™s ability to continue as a going concern within one year after the date that the unaudited condensed consolidated financial statements are issued. A The accompanying unaudited condensed consolidated financial statements do not include any adjustments to reflect the future effects on the recoverability and classification of assets or the amounts and classification of liabilities if the Company is unable to continue as a going concern. A Note 2 â€ Summary of Significant Accounting Policies A Basis of Presentation A The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for interim financial statements and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X of the United States Securities and Exchange Commission (â€œSECâ€). Accordingly, they do not contain all information and notes required by GAAP for annual financial statements. A complete discussion of the Companyâ€™s significant accounting policies is included in the Companyâ€™s Annual Report on Form 10-K/A for the year ended December 31, 2023. A In the opinion of the Companyâ€™s management, the accompanying unaudited condensed consolidated financial statements contain all of the adjustments necessary to present the financial position of the Company as of September 30, 2024 and the results of operations and cash flows for the periods presented. The accompanying condensed consolidated financial statements of the Company have not been audited by the Companyâ€™s independent registered public accounting firm, except that the year-end consolidated balance sheet was derived from audited financial statements. The results of operations for the nine months ended September 30, 2024 are not necessarily indicative of the operating results for the full fiscal year or any future period. These unaudited condensed consolidated financial statements should be read in conjunction with the restated financial statements and related notes thereto for the year ended December 31, 2023 included in the Companyâ€™s Annual Report on Form 10-K/A filed with the SEC on September 4, 2024. A Reverse Stock Split A On August 13, 2024, in order to meet Nasdaqâ€™s minimum bid price requirement of \$1.00 per share (the â€œMinimum Bid Price Requirementâ€), the Company effectuated a 1-for-8 reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the â€œReverse Stock Splitâ€). The Reverse Stock Split had no effect on the Companyâ€™s authorized shares of common stock or preferred stock and the par value will remain unchanged at \$0.0001, respectively. All common stock share, option, warrant and per share amounts (except our authorized but unissued shares and previously reserved shares) have been retroactively adjusted in these financial statements and related disclosures. A F-7 A -A Basis of Consolidation A The unaudited condensed consolidated financial statements have been prepared on a consolidated basis with those of the Companyâ€™s wholly-owned subsidiaries, Shuttle Pharmaceuticals, Inc. and Shuttle Diagnostics, Inc. All intercompany transactions and balances have been eliminated. A Correction of an Immaterial Error in the Prior Period Financial Statements A During the fourth quarter of 2023, the Company determined that the prior year consolidated financial statements had a misstatement caused by an immaterial classification error of certain research and development expenses in accordance with Accounting Standards Codification (â€œASCâ€) 730. As a result, certain prior year amounts have been corrected for consistency with the current year presentation. The Company assessed the materiality of this change in presentation on prior period consolidated financial statements in accordance with SEC Staff Accounting Bulletin No. 99, â€œMaterialityâ€ (ASC Topic 250, Accounting Changes and Error Corrections). Based on this assessment, the Company concluded that these error corrections in its unaudited condensed consolidated statements of operations are not material to any previously presented financial statements based upon overall considerations of both quantitative and qualitative factors. The corrections had no impact on the unaudited condensed consolidated balance sheet, unaudited condensed consolidated statements of cash flows, or unaudited condensed consolidated statement of changes in stockholdersâ€™ equity, to these financial statements, or for any previously presented interim or annual financial statements. Further, the corrections did not result in a change in quarterly or year-to-date operating losses, basic or diluted earnings per share, or working capital. The quarterly correction required for the three and nine months ended September 30, 2023 was \$95,129 and \$277,844, respectively. Accordingly, the Company corrected the previously reported immaterial error for the three and nine months ended September 30, 2023 in this Quarterly Report on Form 10-Q. A Schedule of the Error Correction A September 30, 2023A A CorrectionA A Corrected September 30, 2023A Research and development expenseA \$3,084,488A A (\$277,844)A \$2,806,644A General and administrative expenseA A 452,342A A A 277,844A A 730,186A Net LossA \$3,536,830A A -\$A A \$3,536,830A A Use of Estimates A The preparation of unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and

[illegible]

in an additional \$3,310,543 debt discount that is being amortized to interest expense over the term of the Alto Convertible Note. A On August 6, 2024, the Company entered into an amendment to the SPA with Alto. Under the Amendment Agreement, the Company and Alto agreed as follows: (i) that the Company would pay \$600,000 (the "Cash Collateral") in cash by wire transfer of immediately available funds to Alto, which would be held as collateral on the remaining \$1.2 million outstanding under the Alto Note; (ii) Alto will defer the monthly installment payment due on September 3, 2024 under the Alto Note until the Alto Note's March 11, 2025 maturity date; and (iii) Alto would grant a waiver of any default Section 4(a)(xvii) of the Note related to the restatement and audit of the Company's financial statements for the years ended December 31, 2022 and 2023. The amendment was accounted for as a troubled debt restructuring as the Company determined it was experiencing financial difficulties and was provided a concession through the deferral of one monthly principal and interest payment. As the future undiscounted cash flows exceeded the carrying value of the Alto Convertible Note, the Company did not recognize any gain or loss associated with the troubled debt restructuring. A During the three and nine months ended September 30, 2024, the Company recorded interest expense of \$270,538 and \$1,198,738, respectively, which included amortization of debt discount as interest expense of \$247,430 and \$1,079,444, respectively. During the three and nine months ended September 30, 2024, the Company settled \$1,172,850 and \$1,408,050 of principal, and \$35,888 and \$54,670 of accrued interest, which settlements were made in the form of 719,148 and 797,345 shares of common stock. During the three months ended September 30, 2024, the Company also paid \$345,139 of principal and \$22,724 of accrued interest for a total of \$367,863. During the nine months ended September 30, 2024, the Company paid \$846,806 of principal and \$79,682 of accrued interest for a total of \$926,488. In relation to the settlements described above, the Company recognized a loss on settlement of convertible debt of \$762,186 and \$833,501 for the three and nine months ended September 30, 2024. A During the three and nine months ended September 30, 2023, the Company recorded interest expense of \$623,465 and \$1,952,147 respectively, which included amortization of debt discount as interest expense of \$538,302 and \$1,550,479 respectively. During the three and nine months ended September 30, 2023, the Company settled \$331,800 and \$1,925,700 of principal, respectively, and settled \$54,096 and \$294,927, respectively, of accrued interest, which settlements were made in the form of 62,761 and 297,625 shares of common stock, respectively, during the three and nine months ended September 30, 2023. A As of September 30, 2024, the outstanding principal, debt discount and net carry value for the convertible note was \$0. A F-15 A A Note 6 "Stockholders' Equity A Common Stock A During the three and nine months ended September 30, 2024, the Company issued: A A 719,148 and 797,345 shares of common stock to settle \$1,172,850 and \$1,408,050 of principal and \$35,888 and \$54,670 of interest on a convertible note and incurred \$762,186 and \$833,501 of loss on settlement, respectively. A A 5,002 and 24,349 shares of common stock issued for vesting of restricted stock units, respectively. A A 115,716 shares of common stock issued for the round up of reverse split fractional shares. A During the three and nine months ended September 30, 2023, the Company issued: A A 62,761 and 297,625 shares of common stock to settle \$331,800 and \$1,925,700 of principal and \$54,096 and \$294,927 of interest, respectively, on a Convertible Note and incurred \$43,414 and \$477,221 of loss on settlement, respectively. A A 1,876 and 1,876 shares of common stock issued for vesting of restricted stock units. A Warrants A In connection with the January 2023 Alto Convertible Note, Boustead was granted warrants to purchase 8,909 shares of common stock, at an exercise price of \$18.80 per share (Note 5). Effective with the recent reverse split, the exercise price was adjusted to \$1.93 per share, as provided for in the underlying agreement. In addition, Alto was granted warrants to purchase 127,260 shares of common stock, at an exercise price of \$1.93 per share, as adjusted (Note 5, 7). A A summary of activity regarding all warrants issued for the nine months ended September 30, 2024 were as follows: A Schedule of Warrants Activity A A Number of A A Weighted Average A A Average A A A warrants A A Exercise Price A A Life (years) A Outstanding, December 31, 2023 A 184,000 A A \$23.20 A A 2.77 A Granted A A A A A Outstanding, September 30, 2024 A 184,000 A A \$11.54 A A 2.04 A The intrinsic value of the warrants as of September 30, 2024 is \$0. All of the outstanding warrants are exercisable as of September 30, 2024. A Equity Incentive Plan A Our 2018 Equity Incentive Plan (the "2018 Plan") provides for equity incentives to be granted to our employees, executive officers, directors and key advisers and consultants. Equity incentive grants may be made in the form of stock options with an exercise price of not less than the fair market value of the underlying shares as determined pursuant to the 2018 Equity Incentive Plan, restricted stock awards, other stock-based awards, or any combination of the foregoing. The 2018 Equity Incentive Plan is administered by the Company's compensation committee. We have reserved 3,000,000 shares of our common stock for issuance under the 2018 Equity Incentive Plan. As of September 30, 2024, 125,734 shares have been granted under the 2018 Equity Incentive Plan, of which 84,396 shares have vested. A Restricted Stock Units A We may grant restricted stock units ("RSUs") under our 2018 Plan. RSUs are bookkeeping entries representing an amount equal to the fair market value of one share of our common stock. Subject to the provisions of our 2018 Plan, the administrator determines the terms and conditions of RSUs, including the vesting criteria and the form and timing of payment. Notwithstanding the foregoing, the administrator, in its sole discretion, may accelerate the time at which any restrictions will lapse or be removed. RSUs granted typically vest annually in one third increments from the date of appointment. A During the three and nine months ended September 30, 2024 and 2023, pursuant to agreements with officers and consultants, 0 and 53,455, respectively and 12,500 and 19,916 RSUs, respectively with a value of \$0 and \$141,840, respectively, and \$196,000 and \$291,400, respectively, were granted and compensation expense for RSUs of \$45,275 and \$227,886, and \$37,583 and \$95,438 respectively, was incurred. During the three and nine months ended September 30, 2024 and 2023, \$13,033 and \$60,019, respectively, and \$0 and \$41,190, respectively was included in compensation under Research and Development. A F-16 A A As of September 30, 2024, there was \$145,504 of unrecognized RSU compensation cost related to non-vested stock-based compensation arrangements which is expected to be recognized over a weighted-average period of 2.14 years. A A summary of activity regarding the Restricted Stock Units issued follows: A Schedule of Restricted Stock Units (RSUs) A A Number of RSUs A A Weighted Average Fair Value Per RSU A Outstanding, December 31, 2023 A 24,731 A A \$11.76 A Granted A A A A A 53,455 A A 2.65 A Forfeiture A A (12,500) A A A Vested A A (24,348) A A 9.06 A Outstanding, September 30, 2024 A 41,383 A A \$5.14 A A Rights Offering and Financing Commitment A On February 7, 2024, the Company and its wholly-owned subsidiary, Shuttle Diagnostics, Inc., entered into a securities purchase agreement (the "Purchase Agreement") with SRO, LLC, a Nevada limited liability company, pursuant to which SRO LLC agreed to commit to purchasing from the Company \$2,250,000 of units from the Company, with each Unit consisting of (i) one share of the Company's common stock, (ii) a warrant to purchase one share of the Company's common stock exercisable at a purchase price of \$18.80 per share, and (iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics. Pursuant to the terms of the Purchase Agreement, the Units will be sold at a per Unit price equal to 90% of the VWAP of the Company's common stock for the five trading days immediately preceding closing. The parties entered into the Purchase Agreement in anticipation of the Company commencing a rights offering (the "Rights Offering") pursuant to which the Company intends to offer a total of \$4,500,000 of Units to existing stockholders, which includes the \$2,250,000 of Units being sold to SRO LLC, an entity which is controlled by Keith Moore, Executive Chairman of Boustead & Company Limited, an affiliate of Boustead. A The Company filed an initial registration statement on Form S-1 (the "Form S-1") with the SEC in April 2024 related to the registration of subscription rights to purchase the Units to be sold in the Rights Offering. The Form S-1 has not been declared effective as of the date these unaudited condensed consolidated financial statements were issued. Upon the Form S-1 being declared effective, the Purchase Agreement allows SRO LLC up to 60 days to raise the initial \$2,250,000, which funds will be placed in escrow with Sutter Securities, Inc. (the "Escrow Agent"), an affiliate of BSL, pursuant to the terms of an escrow agreement entered into between the Company, Shuttle Diagnostics, Inc., BSL and SSI on February 7, 2024 (the "Escrow Agreement"). The funds will remain in escrow up until closing on the Rights Offering. In addition, in the event the Company fails to raise the full \$4,500,000 in the Rights Offering, SRO LLC agreed to a backstop commitment pursuant to which it would have the right to purchase any remaining Units not purchased by existing Company stockholders in the Rights Offering, up to an additional \$2,250,000 (the "Backstop Contingency"). Unless the parties waive the conditions to closing, in the event the full \$4,500,000 is not raised, whether through SRO LLC or through the Company's existing stockholders, the Company will not close on the offering and any funds raised and held in escrow will be returned to investors. A In conjunction with its entry into the Purchase Agreement, on February 7, 2024, the Company entered into a placement agent and advisory services agreement (the "Placement Agent Agreement") with BSL, pursuant to which BSL and BSL's affiliates agreed to provide the Company with regular and customary financial consulting advice and act as placement agent, on a best efforts basis, for the Rights Offering. In exchange for its services, BSL will receive a commitment fee equal to \$112,500 upon the earlier of the Company filing the registration statement on Form S-1 registering the Rights Offering or upon such date as the Company terminates the Rights Offering, a commission equal 8% of the gross proceeds disbursed to the Company upon closing the Rights Offering, and \$40,000 in diligence and related expenses. A F-17 A A The Company has incurred \$142,000 in costs directly related to the planned Rights Offering and initially deferred these costs in 2024, then expensed them at June 30, 2024, as the Rights Offering has not yet consummated. A Alliance Global Partners A On July 30, 2024, the Company entered into an agreement with A.G.P./Alliance Global Partners (the "AGP"), as the exclusive underwriter, placement agent, or advisor in a public or private offering of up to \$10,000,000 of the Company's securities, and bridge financing of up to \$1,350,000. AGP was paid a \$50,000 retainer fee. A As of September 30, 2024, the Company has incurred \$101,651 of expenses included in deferred costs recorded on the Company's unaudited condensed consolidated balance sheet. A See Note 9, Subsequent Events, Alliance Global Partners. A Note 7 "Derivative Liabilities A Fair Value Assumptions Used in Accounting for Derivative Liabilities A ASC 815 requires us to assess the fair market value of derivative liabilities at the end of each reporting period and recognize any change in the fair market value as other income or expense. A In January 2023, in connection with the Alto Convertible Note, the Company issued warrants to purchase 127,260 shares of common stock, with an exercise price of \$1.93 per share, as adjusted for the recent reverse split, valued at inception at \$1,189,000 and as of September 30, 2024, at \$74,107. The Company determined our derivative liabilities from the warrants issued in relation to the Alto Convertible Note do not satisfy the classification as equity instruments due to the existence of a certain net cash settlement provision that is not within the sole control of the Company. In addition, there are certain down round provisions that could reduce the exercise price if the Company issues securities at lower prices in the future. A The Company has determined the Acceleration Option is an embedded derivative within the host instrument and has bifurcated it from the host instrument and recorded it as a derivative liability valued at \$1,442,000, using a Monte Carlo simulation model. The Company determined our derivative liability from the noteholder's Acceleration Option for the Alto Convertible Note is not clearly and closely related to the host and should be thus accounted for as a bifurcated derivative liability. A The Company classified these derivative liabilities as a Level 3 fair value measurement and used the Monte Carlo pricing model to calculate the fair value as of January 11, 2023 (\$2,631,000 included in debt discount) and September 30, 2024 (\$74,107). Key inputs for the simulation are summarized below. The Monte Carlo simulation uses an implied VWAP for the January 11, 2023 valuation date. The implied VWAP was back-solved by setting the summation of the parts (e.g., derivatives and debt without derivatives) equal to the cash proceeds. The simulation was then iterated and manipulated to solve for the implied share price, which was approximately \$12.64 per share (or an approximate 14% discount to the quoted market VWAP on January 11, 2023). A The key inputs for the Monte Carlo simulation as of September 30, 2024, were as follows: A Schedule of Monte Carlo Simulation Assumption Net cash settlement and down round key valuation inputs "warrants" A September 30, 2024 A Annualized volatility A 92.04% - 101.79% A Risk-free interest rate A 3.64% - 4.93% A Quoted VWAP A 1.31 A Exercise price A \$1.93 A Probability assessment A 0% - 40% A Illiquidity discount A (14%) Time period (years) A 0.08 - 2.28 A A *Based on a Monte Carlo simulation analysis of 250,000 iterations A F-18 A A The following table summarizes the changes in the derivative liabilities: Schedule of Derivative Liabilities A Fair Value Measurements Using Significant Unobservable Inputs (Level 3) A A Warrants A Accelerated Feature A Balance - December 31, 2023 A \$410,660 A A \$3,852 A Gain on change in fair value A (196,045) A (1,817) Balance - March 31, 2024 A \$214,615 A A \$2,035 A Loss (gain) on change in fair value A 145,304 A A (1,531) Balance - June 30, 2024 A \$359,919 A A \$504 A Gain on change in fair value of the derivative A (285,812) A (504) Balance - September 30, 2024 A \$74,107 A A \$ A Note 8 "Other Related Party transactions A Related Party Transactions A On September 14, 2022, we entered into a manufacturing agreement with TCG GreenChem, Inc. (the "TCG GreenChem"), the U.S. subsidiary of TCG Lifesciences Pvt Ltd., a global contract research and manufacturing services company located in India. Dr. Chis Senanayake, one of our independent directors, is CEO and CSO of TCG GreenChem and CSO of TCG Lifesciences Pvt Ltd. TCG GreenChem was contracted for process research, development and cGMP compliant manufacture of IPdR. During the nine months ended September 30, 2024 and 2023, the Company expended \$0 and \$1,058,348, respectively, related to these services. A Note 9 "Subsequent Events A Convertible Bridge Notes A On October 14, 2024, the Company issued an aggregate of \$600,000 (of an up to \$1.3 million authorized financing) in senior secured convertible notes due in October 2025, which accrue interest at 14.5% interest per year. The notes include a 5% original issue discount and the Company received \$570,000 in proceeds. The notes are convertible beginning three months after the date of issuance, and the conversion price will be the lower of a 15% discount to (i) the 5-day VWAP immediately prior to Closing or (ii) the price of any offering entered into by the Company during the term of the notes. The Company has the option to prepay the notes at any time for 107% of total outstanding balance and any outstanding principal will be paid in conversion of shares of common stock at the end of the term, subject to the Company's exercise of the optional prepayment right. Any accrued interest will be repaid quarterly in cash. The Company also issued warrants to the lenders to purchase an aggregate 240,917 shares of common stock, exercisable at \$1.40 per share, with such warrants expiring five years from issuance. In addition, the Company's Chief Executive Officer, Dr. Anatoly Dritschilo, invested a total of \$237,500 in this financing round, in exchange for a \$250,000 convertible note. A On October 21, 2024, the Company issued an additional \$231,579 in senior secured convertible notes due in October 2025, with substantially similar terms as the October 14, 2024, issuance. The notes include a 5% original issue discount and the Company received \$220,000 in proceeds. The Company also issued warrants to the lenders to purchase an aggregate 88,544 shares of common stock, exercisable at \$1.49 per share, with such warrants expiring five years from issuance. Upon completing this issuance, the Company closed the senior secured convertible note offering after receiving a total of \$790,000 in proceeds. A Alliance Global Partners A On October 31, 2024, the Company consummated a public offering of an aggregate of (i) 395,574 shares of common stock and 2,555,246 pre-funded warrants to purchase up to 2,555,246 shares of common stock, and (ii) 2,950,820 common stock purchase warrants to purchase up to 2,950,820 shares of common stock. Each share of common stock, or a pre-funded warrant in lieu thereof, was sold together with an accompanying warrant to purchase one share of common stock. AGP served as lead underwriter along with Boustead as co-underwriter. A The public offering price for each share of common stock and one accompanying warrant was \$1.525. The public offering price of each pre-funded warrant and one accompanying common warrant was \$1.524, which equals the price at which one share of common stock and accompanying warrant was sold to the public in this offering, minus \$0.001. The exercise price of each pre-funded warrant is \$0.001 per share. Each warrant offered in the offering is exercisable for one share of common stock and has an initial exercise price equal to \$1.40. The Company received aggregate gross proceeds from the offering of approximately \$4.5 million, before deducting placement agent's fees and other offering expenses. A F-19 A A Index to Financial Statements A A Page A A Report of Independent Registered Public Accounting Firm "Forvis Mazars, LLP (PCAOB ID 686) F-21 A A Consolidated Balance Sheets as of December 31, 2023 and 2022 F-22 A A Consolidated Statements of Operations and Comprehensive Income (Loss) for the years ended December 31, 2023 and 2022 F-23 A A Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2023 and 2022 F-24 A A Consolidated Statements of Cash Flows for the years ended December 31, 2023 and 2022 F-25 A A Notes to Consolidated Financial Statements F-26 A F-20 A A Report of Independent Registered Public Accounting Firm A To the Shareholders, Board of Directors, and Audit Committee of Shuttle Pharmaceuticals Holdings, Inc. A Opinion on the Consolidated Financial Statements A We have audited the accompanying consolidated balance sheets of Shuttle Pharmaceuticals Holdings, Inc. and subsidiaries (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America (the "U.S. GAAP"). A Restatement of Previously Issued Financial Statements A As discussed in Note 2 to the financial statements, the 2023 and 2022 financial statements have been restated to correct misstatements. A Going Concern A The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered recurring losses and negative cash flows from operations since inception. These conditions, along with other matters as set forth in Note 1, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. A Basis for Opinion A These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. A We are a public accounting firm registered with the Public Company Accounting

[illegible]

Our II clinical trial of Ropidoxuridine and radiation therapy in glioblastoma. The FDA agreed to an expansion of the clinical trial, necessitating additional capital to complete the trial, as well as fund ongoing operations. As a result, management had initiated a \$4.5 million rights offering and submitted an application for a SBIR grant for non-dilutive funding for pre-clinical project through the NIH. The Company is also currently pursuing other financing. The ability of the Company to continue as a going concern is dependent upon its ability to successfully raise additional equity or debt financing to allow it to fund ongoing operations, conduct clinical trials and bring a drug candidate to commercialization to generate revenues. A F-26 A The accompanying consolidated financial statements do not include any adjustments to reflect the future effects on the recoverability and classification of assets or the amounts and classification of liabilities if the Company is unable to continue as a going concern. A Reverse Stock Split A On August 13, 2024, in order to meet Nasdaq's minimum bid price requirement of \$1.00 per share (the "Minimum Bid Price Requirement"), the Company effectuated a 1-for-8 reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the Company's authorized shares of common stock or preferred stock. Following the reverse stock split on August 13, 2024, the Company had a total of 2,111,235 shares issued and outstanding (or 2,008,689 on a post-split basis as of December 31, 2023). The Reverse Stock Split also resulted in an adjustment to the consolidated balance sheets for the years ended December 31, 2023, December 31, 2022 and December 31, 2021 with an increase to additional paid in capital of \$141, \$119 and \$81, respectively, and an offsetting adjustment to the carrying value of common stock. All share, option, warrant and per share amounts (except our authorized outstanding) have been retroactively restated in these financial statements and related disclosures. The effect of the Reverse Stock Split has been included in Note 2 in the "As Reported" and in Note 11 in the "As Restated" amounts for additional paid in capital. A Note 2 A Restatement of Previously Issued Financial Statements A As previously disclosed in the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2024, filed with the Securities and Exchange Commission ("SEC") on May 13, 2024, following the entry of a cease-and-desist order by the SEC against our former auditor, B.F. Borgers CPA PC ("B.F. Borgers"), we commenced the re-audit (the "Re-audit") of our consolidated financial statements for the year ended December 31, 2022, which had been audited by B.F. Borgers. Since that time and as a result of the Re-audit, and as initially disclosed on Form 8-K dated July 10, 2024, the Company and the Audit Committee have concluded and informed our current auditor, Forvis Mazars, LLP, that our audited consolidated financial statements for the year ended December 31, 2022 (the "2022 Financial Statements"), our audited consolidated financial statements for the year ended December 31, 2023 (the "2023 Financial Statements"), and the quarterly periods included in the Company's Annual Report for the year ended December 31, 2023, and the quarterly report for the period ended March 31, 2024 require restatement and are not reliable. A The accounting errors impacting our 2022 Financial Statements include: A Stock Compensation A Application of the incorrect grant date fair values in determining the value of certain equity awards granted during the years ended December 31, 2019 and 2020; A Miscalculation of the pattern of recognition of stock-based compensation over the requisite service periods for certain equity awards granted during the years ended December 31, 2019 and 2020; A Series A Convertible Preferred Stock A Utilization of incorrect inputs to the fair value estimates for the warrant obligation related to the Series A Convertible Preferred Stock; incorrectly recording the reclassification of the warrant obligation upon issuance as a gain and not as a reclassification to stockholders' equity; A Recording of accrued dividends on the Series A Convertible Preferred Stock as a liability prior to the dividends being declared; A Failure to recognize the accounting impact for the amendment to the terms of the Series A Convertible Preferred Stock in April 2022, which the Company subsequently concluded should have been recognized as an extinguishment; A Failure to recognize deemed contribution related to the settlement of the Series A Convertible Preferred Stock and accrued dividends; A Notes Payable A Misidentification of certain debt and equity issuance costs and incorrect association with certain of the Company's financings during the years ended December 31, 2022 and 2021; A Application of the incorrect amortization period and pattern of recognition for debt discounts recorded in relation to the Company's debt financings during the years ended December 31, 2022 and 2021; A Incorrect recognition of bifurcated derivative liabilities, as well as incorrect initial and subsequent fair value measurements, in relation to the December 2021 Notes, 2022 Convertible Notes and August 2022 Notes; A Misclassification of certain warrants issued with debt transactions during the year ended December 31, 2022; A Failure to recognize certain liability-classified warrants issued in exchange for services provided related to the Company's financing activities during the year ended December 31, 2022; A Incorrect application of extinguishment or conversion models in accounting for certain debt instruments upon their settlement; and A Initial Public Offering A Incorrect identification of deferred issuance costs incurred in relation to the initial public offering; Incorrect identification and classification of issuance costs incurred in relation to the initial public offering. A In addition to the restatement of the consolidated financial statements, the Company has also restated the following notes to reflect the errors described above: A Note 2 - Summary of Significant Accounting Policies (now Note 3) A Note 5 A Notes Payable-Related Party A Note 6 A Convertible Notes (now labeled Notes Payable) A Note 7 A Stockholders' Equity A Note 8 A Derivative Liabilities A Note 10 A Income Taxes A F-27 A The impact of the errors described above also impact the Company's Annual Report on Form 10-K for the years ended December 31, 2023 and December 31, 2022 within additional paid in capital and accumulated deficit, resulting in the preparation and filing of this Annual Report on Form 10-K/A. A Schedule of Error Corrections and Prior Period Adjustments Consolidated Balance Sheet as of December 31, 2023A As ReportedA AdjustmentA As RestatedA Additional paid in capitalA 19,543,363A A 9,945,692A A 29,489,055A Accumulated deficitA (15,487,612)A (9,945,692)A (25,433,304)A Additionally, the Company has provided Note 11 A Quarterly Financial Data (unaudited and restated) to present the impact of the above restatements on the unaudited quarterly financial information for the period ended September 30, 2023. A The Company's prior and updated accounting for the errors described above do not have any effect on the Company's previously reported cash or cash flows. A The following tables summarize the effect of the restatement on each financial statement line item as of the dates indicated: A Consolidated Balance Sheet as of December 31, 2022A As ReportedA AdjustmentA As RestatedA Additional paid in capitalA 16,572,741A A 9,945,692(1)A 26,518,433A Accumulated deficitA (8,894,889)A (9,945,692)(2)A (18,840,581)A (1) Adjustments include corrections for stock compensation errors (increase of \$7,843,052); recognition of Series A Preferred Stock accrued dividends (decrease of \$402,064); correction of issuance cost recognition related to financing transactions (decrease of \$174,082); corrections to the Company's initial classification and recognition of warrants issued in financing transactions (decrease of \$416,266); reclassifications of warrants from liability to equity (increase of \$881,554); correction in the application of extinguishment accounting upon settlement of debt instruments (increase of \$2,213,498). A (2) Adjustments include corrections for stock compensation errors (increase of \$8,009,461); adjustment of the estimated Series A Preferred Stock warrant obligation fair value (increase of \$240,930); reversal of accrued Series A Preferred Stock dividends (decrease of \$402,064); recognition of bifurcated derivatives and recording of loss at issuance (increase of \$296,151); correction of issuance cost recognition related to financing transactions (decrease of \$166,407); and the aggregate adjustments to 2022 net loss as detailed below (increase of \$1,967,621). A Consolidated Statement of Operations for the year ended December 31, 2022A As ReportedA AdjustmentA As RestatedA Research and development, net of contract expense reimbursementsA \$1,148,712A A \$(101,327)A \$1,047,385A General and administrativeA \$38,796A A \$(65,082)A \$ (27,286)A Legal and professionalA \$66,770A A \$(44,043)A \$22,727A Net loss from operationsA (2,554,278)A A 210,452A A (2,343,826)A Interest expensesA (917,879)A A 489,191A A (428,688)A Financing feeA A A (189,912)A A (189,912)A Change in fair value of derivative liabilitiesA A A (189,000)A A (189,000)A Change in fair value of warrant liabilitiesA 94,025A A (492,700)A A (398,675)A Loss on extinguishment of debtA A A (1,795,652)A A (1,795,652)A Net lossA (3,028,448)A A (1,967,621)A A (4,996,069)A Dividend on Series A Preferred StockA (71,009)A A (331,055)A A (402,064)A Deemed dividend on extinguishment of Series A Preferred StockA A A (439,427)A A (439,427)A Deemed dividend on modification of equity-classified warrants, as restatedA A A (941,000)A A (941,000)A Deemed contribution on conversion of preferred stock and settlement of preferred stock dividends, as restatedA A A 31,423A A 31,423A Net loss attributable to common stockholdersA (3,099,457)A A (3,647,680)A A (6,747,137)A Net loss per share - basic and dilutedA \$(2.32)A A \$(2.72)A \$(5.04)A Consolidated Statement of Stockholders' Equity as of December 31, 2022A As ReportedA AdjustmentA As RestatedA Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costsA A A \$9,951,356A A \$9,951,356A Common stock issued for cashA 10,008,095A A (10,008,095)A A Warrants exercised for cashA 14,098A A (14,098)A A Warrants issued for financing costsA 412,241A A (397,579)A A 14,662A Common stock issued for conversion of accrued interestA 588,524A A (588,524)A A Common stock issued upon conversion of convertible debt and exercise of related warrantsA A A 1,199,916A A 1,199,916A Common stock issued for exercise of warrants with settlement of notes payableA 576,476A A 1,576,648A A 2,153,124A Stock-based compensationA 403,956A A 237,547A Dividends on Series A preferred stockA (71,009)A A (331,055)A A (402,064)A Common shares issued for dividends on and conversion of Series A preferred stockA 402,068A A (4)A 402,064A Reclassification of fair value of warrant liability to equity upon initial public offeringA A A 881,553A A 881,553A Net lossA (3,028,448)A A (1,967,621)A A (4,996,069)A F-28 A Consolidated Statement of Cash Flows for the year ended December 31, 2022A As ReportedA AdjustmentA As RestatedA Net lossA \$(3,028,448)A A \$(1,967,621)A A \$(4,996,069)A Change in fair value of derivative liabilitiesA A A 189,000A A 189,000A Change in fair value of warrant liabilitiesA (94,025)A A 492,700A A 398,675A Amortization of debt discount and finance feesA 885,505A A (508,121)A A 377,384A Loss on settlement of convertible debtA A A 1,795,652A A 1,795,652A Fair value of freestanding instruments in excess of proceedsA A A 189,912A A 189,912A Gain on interest relief on conversion of notes payableA 12,625A A (12,625)A A Stock-based compensationA 403,956A A (166,409)A A 237,547A Accrued interest payableA (13,177)A A 31,555A A 18,378A Net cash used in operating activitiesA (2,710,454)A A (4,043)A A (6,666,411)A A A A A A A Proceeds from issuance of common shares and warrantsA 10,022,193A A (26,680)A A 9,995,513A Proceeds from convertible notes payableA 600,715A A (50,000)A A 550,715A Proceeds from notes payable and warrantsA A A 50,000A A 50,000A Payment for finance costs related to convertible notes payableA A A (17,363)A A (17,363)A Net cash provided by financing activitiesA 10,622,908A A (44,043)A A 10,578,865A A A A A A Supplemental non-cash financing activitiesA A A A A A A Common stock issued upon conversion of convertible debtA 588,524A A \$611,392A A \$1,199,916A Common stock issued for exercise of warrants with settlement of notes payableA 576,476A A \$1,576,648A A \$2,153,124A Common shares issued for dividends on and conversion of Series A preferred stockA 402,068A A (4)A 402,064A Warrants issued for financing fees, net of issuance fees of \$8,727 and \$0, respectivelyA \$412,241A A (\$397,579)A A \$14,662A Reclassification of fair value of warrant liability to equity upon initial public offeringA A A 881,553A A 881,553A Consolidated Balance Sheet as of December 31, 2021A As ReportedA AdjustmentA As RestatedA Additional paid in capitalA 4,150,948A A 7,912,992(1)A A 12,063,940A Accumulated DeficitA (5,79

unobservable inputs, such as the Company's pre-IPO stock price, probability of event occurrence and other management estimates. The key inputs for each of these warrant liabilities were as follows: A Schedule of Key Inputs of Warrant Liabilities Warrant Liability Series A Preferred Stock Obligation December 31, 2021A Reclassification DateA Estimated fair value of Company's stock \$40.00A \$32.50A Exercise price (based on estimated IPO or Listing terms at issuance) \$40.00 - \$166.56A \$32.00A Number of warrants (based on estimated Series A Preferred Stock conversion shares upon IPO or Listing at issuance) A 12,135 - 33,681 sharesA A 42,101 sharesA Annualized volatilityA 86.3%A 82.5% Risk-free interest rateA 1.08%A 3.44% Estimated IPO dateA 9/30/2022A A Estimated TermA 3.75 yearsA A 3.00 years Probability of IPO or Listing OccurringA 90%A A Series A Preferred Stock Obligation Balance, December 31, 2021 (as restated)A \$34,955A IssuedA A Exercised (settled)A A Loss on change in fair valueA \$421,768A August 2022 WarrantsA Issuance DatesA A Reclassification/Settlement DateA Estimated fair value of Company's stock \$32.00A \$32.50A Exercise priceA \$20.00A \$20.00A Number of warrantsA 6,250A A 6,250A Remaining termA 5.0 yearsA A 4.9 years VolatilityA 80.0%A 82.5% Risk-free interest rateA 2.7%A A 3.3% Estimated fair valueA \$146,624A A \$151,726A A Warrant LiabilityA Boustead Placement Agent WarrantsA Issuance DatesA A Reclassification DateA Estimated fair value of Company's stock \$32.00A \$32.50A Exercise price (based on estimated Convertible Note conversion terms at issuance) \$16.00A \$16.00A Number of warrants (based on estimated Convertible Note conversion terms at issuance) A 3,688A A 2,581A Remaining termA 5.0 yearsA A 4.4 years VolatilityA 86.1%A 82.5% Risk-free interest rateA 1.8% - 2.0%A A 3.4% Estimated fair valueA \$92,336A A \$64,140A A A rollforward of these warrant liabilities for the year ended December 31, 2022 is as follows: A Schedule of Warrant Liabilities A Warrant Liability Series A Preferred Stock Obligation Balance, December 31, 2021 (as restated)A \$34,955A IssuedA A Exercised (settled)A A Loss on change in fair valueA \$421,768A Reclassifications to stockholders' equityA (756,723) Balance, December 31, 2022A A Warrant LiabilityA August 2022 WarrantsA Balance, December 31, 2021 (as restated)A A IssuedA \$146,624A Exercised (settled)A (91,036) Loss on change in fair valueA \$5,102A Reclassifications to stockholders' equityA (60,690) Balance, December 31, 2022A A Warrant LiabilityA Boustead Placement Agent WarrantsA Balance, December 31, 2021 (as restated)A A IssuedA \$92,336A Exercised (settled)A A Gain on change in fair valueA (28,196) Reclassification to stockholders' equityA (64,140) Balance, December 31, 2022A A Refer to Note 7 for additional background on the reclassification of warrant liabilities to equity. See Note 8 for additional disclosures related to the fair value of the Company's derivative liabilities. F-31 A Leases A We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use asset (ROU), operating lease liability - current, and operating lease liability - noncurrent on the consolidated balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in our consolidated balance sheets. The Company did not utilize any financing that required recognition of finance leases during the years ended December 31, 2023 and 2022. A ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the estimated rate of interest for collateralized borrowing, over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. A Leases with a lease term of 12 months or less at inception are not recorded on our consolidated balance sheets and are expensed on a straight-line basis over the lease term in our statement of operations. We have lease agreements with lease and non-lease components, which are generally accounted for separately. A The Company determines the present value of minimum future lease payments for operating leases by estimating a rate of interest that it would have to pay to borrow on a collateralized basis over a similar term, an amount equal to the lease payments and a similar economic environment (the incremental borrowing rate or IBR). The Company determines the appropriate IBR by identifying a reference rate and making adjustments that take into consideration financing options and certain lease-specific circumstances. For the reference rate, the Company used an equity built up, risk adjusted rate, as the implicit interest rate. A Property and Equipment A Property and equipment are stated at cost less accumulated depreciation. Expenditures for maintenance and repairs are charged to expense as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives as follows: A Schedule of Useful Lives for Property Plant Equipment FurnitureA 5 yearsA Computers and equipmentA 5 yearsA Research EquipmentA 10 yearsA A Derivative Financial Instruments A The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. A For our derivative financial instruments, the Company utilizes the most appropriate valuation model (such as Monte Carlo simulations or probability-weighted expected return models, based on the nature of the terms of the instrument) to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the consolidated balance sheet sheets as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within twelve (12) months of the balance sheet date. A Convertible Notes A The Company evaluates its convertible notes for embedded features and bifurcates these features (such as conversion options and redemption options) from their host instruments and accounts for them as free standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. A F-32 A Warrants A The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, Distinguishing Liabilities from Equity (ASC 480) and ASC 815, Derivatives and Hedging (ASC 815). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require a net cash settlement in a circumstance outside of the Company's control, among other conditions for equity classification. Finally, the Company determines if the warrants meet the definition of a derivative based on their contractual terms. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. A For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and at each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the consolidated statements of operations. The Company also evaluates if changes in contractual terms or other considerations would result in the reclassification of outstanding warrants from liabilities to stockholders' equity (or vice versa). A The fair value of the warrants is estimated using a Black-Scholes pricing model or a Monte Carlo simulation. A Impairment of Long-Lived Assets A The Company reviews its long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the asset may not be fully recoverable. Recoverability of assets is measured by a comparison of the carrying amount of an asset to the estimated undiscounted cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated future cash flows, an impairment charge will be recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. There were no impairments of long-lived assets during the periods presented. A Stock-Based Compensation A Compensation cost for stock awards, which include restricted stock units (RSUs), is measured at the fair value on the grant date and recognized as expense, over the related service or performance period. The fair value of stock awards is based on the quoted price of our common stock on the grant date. Compensation expense related to the RSUs is reduced by the fair value of the units that are forfeited by employees that leave the Company prior to vesting as they occur. Compensation cost for RSUs are recognized using the straight-line method over the requisite service period. A Research and Development Expenses A Research and development expenses are charged to expense as incurred. Research and development expenses include, but are not limited to, product development, clinical and regulatory expenses, payroll and other personnel expenses, which include a certain portion of our chief executive officer, chief operating officer, chief financial officer and directors' compensation. For the year ended December 31, 2023 and 2022, a portion of personnel-related expenses and stock-based compensation expense for these individuals totaling \$0.8 million and \$0.5 million, respectively, was included within research and development due to their active involvement in the research and development activities, materials, supplies, related subcontract expenses, and consulting costs. A Regarding the accounting treatment for reimbursements, GAAP provides limited guidance on the accounting for government grants received by for-profit companies. In accordance with ASC Topic 832, Government Assistance, as adopted January 1, 2022, we disclose certain types of government assistance received in the notes to the consolidated financial statements that includes: a) the nature of the transaction including the nature of the assistance being given, b) the accounting policies being used to account for the transaction and c) other provisions of relevance, where required. Depending on the type of grant or contract, we understand there is more than one acceptable alternative for the accounting treatment: a) a reduction of costs, a deferred credit to be amortized, revenue or other income. The Company has concluded that reimbursements received for R&D expenses incurred, are more akin to a reduction of costs and applies reimbursements against incurred research costs. For the years ended December 31, 2023 and 2022, we recorded \$3.5 million and \$1.0 million in Research and development, net of contract expense reimbursements, respectively. A Income Taxes A The Company accounts for income taxes in accordance with ASC Topic 740, Income Taxes. ASC 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, the Company does not foresee generating taxable income in the near future and utilizing its deferred tax asset, therefore, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. A Under ASC 740, a tax position is recognized as a benefit only if it is more likely than not that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the more likely than not test, no tax benefit is recorded. The Company has no material uncertain tax positions for any of the reporting periods presented. A F-33 A Segment Information A Operating segments are defined as components of an enterprise about which separate and discrete information is available for evaluation by the chief operating decision-maker (CODM) in deciding how to allocate resources and assess performance. The Company and the Company's CODM, the Company's chief executive officer, evaluates the Company's operations and manages its business as a single operating segment. All of the Company's long-lived assets are held in the United States. A Net Loss Per Common Stock A Net loss per share of common stock requires presentation of basic earnings per common share on the face of the statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic earnings per share computation. In the accompanying consolidated financial statements, basic loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income attributable to common stockholders by the weighted average number of shares of common stock outstanding and potentially dilutive shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through convertible securities, contingent share arrangements, stock options and warrants unless the result would be antidilutive. A The dilutive effect of restricted stock units and other stock-based payment awards subject to vesting and common stock warrants is calculated using the treasury stock method, which assumes that the proceeds are used to purchase common shares at the average market price for the period. The dilutive effect of convertible securities is calculated using the if-converted method. Under the if-converted method, securities are assumed to be converted at the beginning of the period, and the resulting shares of common stock are included in the denominator of the diluted calculation for the entire period being presented. A For the years ended December 31, 2023 and 2022, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive. A Schedule of Anti-dilutive Securities Excluded from Computation of Earnings Per Share A December 31, A December 31, A 2023A A 2022A A (as restated) A Convertible notes (Note 6) A 119,939 A A Warrants (Note 7) A 184,000 A A 47,831 Restricted stock units (Note 7) A 24,731 A A 2,966 A A 328,670 A A 50,797 A A Recent Accounting Pronouncements A In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The guidance is effective for the Company's fiscal years beginning after February 1, 2025, with early adoption permitted. The Company does not expect the adoption of this standard to have any material impact on its financial statements. A There have been no other recent accounting pronouncements, changes in accounting pronouncements or recently adopted accounting guidance during the year ended December 31, 2023 that are of significance or potential significance to the Company. A Note 4 - Leases A The Company had two lease agreements during the year which allowed for the use of laboratory facilities. The first was for a monthly payment of \$6,480, with a security deposit of \$6,480 held for the duration of the lease, that commenced on October 1, 2018, with the first payment made on January 1, 2019 and ended on October 31, 2023. A On February 16, 2023, the Company entered into a new lease agreement for new office and laboratory space, with base rent of \$7,206 per month for a period of 64 months, which increases at the rate of 3% per year, that commenced June 1, 2023. The new lease included a six-month 50% rent abatement upon commencement. Additional common area maintenance (CAM) fees are charged monthly and revised annually. The estimated monthly CAM fees are \$3,300 per month for the first year of the lease, which are being expensed as incurred. An irrevocable letter of credit (LOC) for the security deposit of \$43,234 and base rent of \$3,891, including 50% abatement, and \$3,315 of CAM cost, was due and paid on execution of the lease agreement. Alexandria Real Estate (ARE-QRS-CORP) is the beneficiary of the LOC, and the expiry date of the LOC is February 15, 2024. Subsequent to December 31, 2023, the LOC was renewed with an updated expiry date of March 1, 2025. A The following summarizes the right-of-use asset and lease information for the Company's operating leases: A Schedule of Right-of-Use Asset and Lease Information about Operating Lease A 2023A A 2022A A Years Ended A December 31, A December 31, A 2023A A 2022A A A Operating lease cost A 112,022A A 70,175A Variable lease cost A 24,222A A Sublease income A (7,819)A A (7,070) Total lease cost 128,425A A 63,105A A A A A Other information A A A A Operating cash flows from operating leases 95,641A A 76,248A Right-of-use assets obtained in exchange for new operating lease liabilities 365,556A A A A A A A Weighted-average remaining lease term - operating leases (year) A 4.67A A 4.08A Weighted-average discount rate - operating leases A 10.48%A A 10% A F-34 A Future non-cancelable minimum lease payments under the operating lease liability as of December 31, 2023, are as follows: Schedule of Future Non-cancelable Minimum Lease Payments Under Operating Lease Liability Years ended December 31, A Remainder of fiscal year A A 2024A \$91,502A A 2025A \$94,247A A 2026A \$97,074A A 2027A \$99,986A A 2028A \$68,235A A Total future minimum lease payments A 451,044A Less: imputed interest A (94,438) Present value of payments A 356,606A A Note 5 - Notes Payable-Related Party A On December 1, 2020, the Company consolidated all of the outstanding loans owed to an officer of the Company and to his spouse, resulting in the following two loans: (i) a single loan from the spouse of an officer of the Company, dated December 1, 2020, with a principal balance of \$426,243, bearing interest at the rate of 7.5% per annum, with a maturity date of December 31, 2021; and (ii) a single loan owed to an officer of the Company in the principal amount of \$139,229, bearing interest at the rate of 7.5% per annum, with a maturity date of December 31, 2021. In December of 2021, the maturity dates of these loans were further extended to June 30, 2022. In July of 2022, the notes were extended to June 30, 2023. A On June 21, 2021, the Company entered into a loan from the spouse of

an officer of the Company in the amount of \$120,000 (principal) with an interest rate of 7.5% per annum due June 21, 2022. In July of 2022, the loan was extended to June 30, 2023. The Company accounted for these loan extensions during the year ended December 31, 2022, as a troubled debt restructuring as the Company was experiencing financial difficulties and the extensions represented a concession by the lenders. As the future undiscounted cash flows of these related party notes exceeded their carrying value, no gain or loss was recognized upon the extensions. As of June 30, 2023 principal payments of \$685,473 and interest of \$104,968 were paid. As of December 31, 2023, there were no outstanding principal or interest balances for these related party notes. On August 1, 2022, in conjunction with a private placement of notes and warrants (as detailed in Note 6 below), in exchange for a \$50,000 payment upon subscription, the Company issued a convertible note to the spouse of an officer of the Company in the amount of \$50,000 (principal) with an interest rate of 6% per annum, and warrants to purchase 2,500 shares of common stock. The loan was fully repaid, including \$822 of accrued interest, in September of 2022. A Note 6 - Notes Payable A Convertible Notes and Notes Payable Alto Opportunity Master Fund, SPC A On January 11, 2023, the Company entered into a securities purchase agreement (the SPA) and Alto Opportunity Master Fund, SPC A Segregated Master Portfolio B, a Cayman entity (the Investor), pursuant to which the Company sold to the Investor a \$4,300,000 convertible note (the Convertible Note) and warrant (the Alto Warrant) to purchase 127,260 shares of common stock, exercisable at \$18.80 per share, in exchange for gross proceeds of \$3,935,000 (the Investment Amount) (See Note 7). The Company determined that the Alto Warrant contains a net cash settlement feature at inception and categorized the Alto Warrant as a liability in the accompanying consolidated financial statements. The Alto Convertible Note matures on March 11, 2025, but may be extended at the option of the noteholder. The Alto Convertible Note amortizes on a monthly basis and the Company can make such monthly amortization payments in cash or, subject to certain equity conditions, in registered shares of common stock or a combination thereof. Installments may be deferred by the noteholder, resulting in a variable interest rate. However, the effective interest rate is approximately 346% based on the internal rate of return calculated on a series of cash flows that occur at regular intervals. For equity repayment, the Alto Convertible Note is convertible into shares of common stock at a price per share equal to the lower of (i) \$18.80, (ii) 90% of the three lowest daily VWAPs of the 15 trading days prior to the payment date, or (iii) 90% of the VWAP of the trading day prior to payment date. The noteholder may convert at any time at a fixed price of \$18.80 per share. The noteholder has an acceleration of installment amount conversion option (the Alto Acceleration Option), whereby the noteholder, with certain share percentage limitations, can convert to common stock any outstanding installment amount at an amount equal to the installment amount plus five times (5x) the installment amount at any time. The Company has determined the Alto Acceleration Option is an embedded derivative within the host instrument and has bifurcated it from the host instrument and recorded it as a derivative liability valued at \$1,442,000, using a Monte Carlo simulation model (Note 8). The Convertible Note is repayable over 26 months and bears interest at the rate of 5% per annum. Additionally, the note contains certain redemption options and Make Whole provisions. A F-35 A In conjunction with entry into the SPA, the Company entered into a series of related agreements, including a security agreement (the Security Agreement), an intellectual property security agreement (the IP Security Agreement) and a subsidiary guaranty (the Subsidiary Guaranty). The security agreements and guaranty allow, among other things, for the Investor to have a security interest in and place a lien on all of the Company's assets and intellectual property until such time as the Alto Convertible Note is paid off. In addition, the SPA called for the Company to enter into a springing deposit account control agreement (the Springing DACA), which, in the event the Company defaults on its repayment of the Alto Convertible Note, would allow the Investor to assume control of the Company's bank account only with regard to any funds remaining outstanding under the Alto Convertible Note. As such, in conjunction with entry into the SPA, the Company established a separate bank account in which it deposited the Investment Amount and pursuant to which the Company, the Investor and the bank holding the Investment Amount, First Republic Bank, entered into the Springing DACA agreement. As the Investment Amount had been held at First Republic Bank, in light of certain banking crises then affecting smaller banks, on March 12, 2023, the Company and the Investor moved the Investment Amount from First Republic Bank, after which time the Springing DACA was no longer in effect. Further, pursuant to amendments to the SPA entered into in May and June of 2023, the Company and the Investor agreed that all of the Investment Amount would be released to the Company and the relevant provision of the SPA which required the Springing DACA would no longer be deemed applicable. In addition, the Company granted the Investor the option to purchase up to an additional \$10 million in convertible notes and warrants on substantially the same terms as the Alto Convertible Note and Alto Warrant, excluding the Springing DACA requirement, with such option to be effective through December 31, 2025. The agreement offers the investor an opportunity to participate in future capital raises at substantially similar terms as the January 11, 2023 agreement. The Company expects that such subsequent convertible notes and warrants would be issued on substantially similar terms as the January 11, 2023 initial agreement, as amended, thus providing the Company the opportunity to negotiate certain aspects of the agreement. A Boustead Securities, LLC (the Boustead) served as a placement agent for the Alto Convertible Note and Warrant offering and received \$345,000 cash compensation and a warrant to purchase 8,909 shares of common stock, exercisable at \$18.80 per share. The Boustead warrant was determined to be an equity instrument valued on a non-recurring basis. The Company used the Black Scholes valuation model using a term of five years, volatility of 110%, a risk-free rate of 3.53% for a value of \$99,543. The Company allocated the finance costs related to the Boustead placement agent fee of \$345,000, based on the relative fair market values of the Convertible Note and warrants issued. The allocation of the financing costs applied \$232,027 to the debt component as a debt discount that is being amortized to interest expense over the term of the Convertible Note, \$104,245 to the warrant derivative liability component, expensed as a finance fee, and \$8,727 to the equity warrant as a reduction in additional paid in capital. A The Company allocated to the debt component of the note an original discount of \$300,000, legal fees of \$65,000, \$215,000 for additional interest fees on day one added to note principal, \$1,442,000 for the accelerated conversion feature, and \$1,288,543 for the fair value of warrants, resulting in an additional \$3,310,543 debt discount that is being amortized to interest expense over the term of the Alto Convertible Note. A During the year ended December 31, 2023, the Company recorded interest expense of \$2,484,193, which included amortization of debt discount as interest expense of \$2,123,049. During the year ended December 31, 2023, the Company settled \$1,925,700 of principal and settled \$294,927 of accrued interest, which settlements were made in the form of 297,625 shares of common stock during the year ended December 31, 2023. A As of December 31, 2023, the outstanding principal for the convertible note was \$2,254,856 and the debt discount remaining was \$1,523,768, with a net convertible note carrying value of \$731,088, which represents the current and non-current portions of the convertible note as of December 31, 2023. A F-36 A Subsequent to December 31, 2023, the Company and the Investor agreed to certain changes in terms of the Alto Convertible Note as well as the waiver of certain covenant violations. See Subsequent Events for further details. A Paycheck Protection Program Term Notes A On March 9, 2021, the Company obtained a \$73,007 term note issued under the Coronavirus Aid, Relief, and Economic Security Act's Paycheck Protection Program (the PPP). The note bore an interest rate of 1% per annum, had a six-month deferral period with payments due on the seventh month, with all outstanding principal and interest due and payable within two years from the note's inception date. Under its terms, all or a portion of the note may be forgiven in accordance with PPP requirements, with no more than 25% of the amount forgiven to be attributable to non-payroll costs. As of December 31, 2021, a Loan Forgiveness Application was submitted to PNC Bank along with the requested documentation. Thereafter, during the quarter ended March 31, 2022, the note liability was reduced in its entirety and the Company recognized a gain on forgiveness of \$73,007 in its statement of operations for the year ended December 31, 2022. (as restated) A December 2021 Promissory Notes A On December 28, 2021, the Company issued promissory note units, consisting of an aggregate \$500,000 in 10% unsecured promissory notes with a maturity date of December 28, 2022 (the December 2021 Promissory Notes) and warrants to purchase 62,500 shares of common stock exercisable at \$8.00 per share with an expiration date of December 28, 2026. The Company received net proceeds of \$494,925 upon the issuance of these promissory note units and incurred \$21,890 in additional issuance costs which were allocated between the December 2021 Promissory Notes and the warrants. The Company assessed the embedded features of the December 2021 Promissory Notes and determined that the accelerated repayment upon an initial public offering represented a derivative feature requiring bifurcation. The Company estimated the fair value of the derivative to be \$367,000 at issuance (see Note 8 for fair value considerations). A The Company determined that the warrants issued with the December 2021 Promissory Notes should be classified as equity. The Company measured the fair value of these warrants using a Black-Scholes model and allocated fair value to these warrants on a relative fair value basis. The proceeds from the December 2021 Promissory Notes allocated to the warrants at issuance was \$418,449. The inputs to the Black-Scholes model included an estimated fair value of the Company's common stock of \$40.00, the exercise price of \$8.00 per share, a five year term, 86.3% volatility and a risk free rate of 1.27%. A The discount on the December 2021 Promissory Notes was being amortized using the straight-line method as the initial proceeds received were fully allocated to the warrants and bifurcated derivative, through the maturity date of the notes. The Company recognized amortization expense of \$331,978 related to the discount on the December 2021 Promissory Notes as interest expense in its statement of operations for the year ended December 31, 2022. A In April 2022, the warrants were modified by the Company to nullify the effect of the April 2022 reverse stock split, allowing the warrant to remain outstanding and exercisable for 62,500 shares of common stock at an exercise price of \$8.00 per share. The Company calculated the incremental fair value provided to the holders of the warrants due to the modification as \$941,000, which was recorded as a deemed dividend during the year ended December 31, 2022. The incremental fair value was estimated using a Black-Scholes model, with inputs including the estimated fair value of the Company's common stock of \$32.00, the exercise price of either \$16.00 (pre-modification) or \$8.00 (post-modification), a remaining term of 4.75 years, volatility of 83.6% and a risk free rate of 2.55%. A In September 2022, the warrants were exercised by the lenders in exchange for tendering the outstanding principal balance (\$500,000) on the December 2021 Promissory Notes. The Company treated the settlement as a debt extinguishment for accounting purposes. The Company recognized a loss on extinguishment of \$1,531,852 upon this settlement and issuance of the 62,500 shares of common stock upon exercise, based on the difference between the estimated fair value of the common stock issued (\$2,311,250) and the carrying value of the December 2021 Promissory Notes. The Company paid all accrued interest under the December 2021 Promissory Notes from issuance through settlement to the lenders in cash during the year ended December 31, 2022. A 2022 Convertible Bridge Notes A On February 8, 2022 and March 11, 2022, the Company sold \$365,000 and \$225,000, respectively, in 6% convertible notes (the 2022 Convertible Notes), which bore 6% interest (which would be waived upon a conversion event), were repayable on December 31, 2024, and were convertible upon the completion of the Company's initial public offering or other liquidity event at 50% of the per share price paid by investors in such an event. In addition, if the 2022 Convertible Notes were not converted during the period 12 months after their initial issuance, the outstanding principal amount of the 2022 Convertible Notes would be increased by 10%. The Company received net proceeds of \$525,715 from the 2022 Convertible Notes, after deducting a total of \$64,285 in fees paid to Boustead Securities LLC for services provided as placement agent for the offering. Boustead also received warrants in connection with the issuances with a total estimated fair value of \$92,336 (see discussion below) and the Company incurred \$17,363 in additional costs which were recorded as debt issuance costs upon issuance of the 2022 Convertible Notes. A The Company assessed the embedded features of the 2022 Convertible Notes and determined that the automatic conversion feature with a 50% discount to per share price paid (a share-settled redemption feature) and the 10% principal increase feature were not clearly and closely related to the debt host instrument and met the definition of a derivative and as such, required bifurcation from the 2022 Convertible Notes. The Company estimated the fair value at issuance of these features to be \$221,000 and recorded as a discount to the 2022 Convertible Notes (see Note 8 for fair value considerations). Of the total \$173,984 of issuance costs incurred related to the 2022 Convertible Notes, the Company allocated \$108,858 of the debt issuance costs to the 2022 Convertible Notes (as a discount) and \$65,126 allocated to the derivative liability and expensed as a component of the finance fee (as restated) in the statement of operations. The discount on the 2022 Convertible Notes was amortized under the effective interest method through the maturity dates of the notes. The Company recognized amortization expense of \$37,745 related to the discount on the 2022 Convertible Notes as interest expense in its statement of operations for the year ended December 31, 2022. A F-37 A For services provided in the offering, Boustead Securities LLC also received warrants to purchase 10% of the shares of common stock issuable upon conversion of the 2022 Convertible Notes, at the conversion price of the notes. Upon conversion, the warrant became exercisable for a total of 2,582 shares of common stock at an exercise price of \$16.00 per share. These warrants were accounted for under ASC 718 and classified as liabilities due to the fact that the conversion of the 2022 Convertible Notes would impact their fair value. The fair value at issuance of the warrants was estimated as \$92,336 using a Black-Scholes model, with inputs that included an estimated fair value of the Company's common stock of \$32.00, an exercise price of \$16.00 per share (based on the estimated conversion terms), a five year term, 86.1% volatility and a risk free rate of 1.81% to 1.96%. A During the year ended December 31, 2022, the 2022 Convertible Notes were automatically converted into the securities issued by the Company to the investors in the initial public offering, at a discounted price of \$32.00 per unit. Consistent with the investors in the initial public offering, the 2022 Convertible Note holders received 18,438 shares of common stock and warrants to purchase 18,438 shares of common stock with an exercise price of \$0.08 per share. The warrants issued to the 2022 Convertible Note holders were immediately exercised. Pursuant to the automatic exercise of the share-settled redemption feature, the Company accounted for the conversion as an extinguishment of debt. The Company recognized the issuance of the shares of common stock and warrants at their estimated fair value, and recorded a loss on extinguishment of \$310,621 based on the difference between the estimated fair value (\$1,198,438) and the net carrying amount of the 2022 Convertible Notes (including the carrying value of the bifurcated derivative liabilities, which were adjusted to then fair value upon settlement). The accrued cash interest was waived upon conversion and was included as a component of the loss on extinguishment. A August 2022 Notes A On August 1, 2022, the Company issued promissory note units, consisting of an aggregate \$50,000 in 10% promissory notes with a maturity date of July 31, 2023 (the August 2022 Promissory Notes) and warrants to purchase 2,500 shares of common stock exercisable at a price of the lesser of \$20.00 per share or 50% of the per share price paid in the Company's initial public offering. In addition, the Company issued convertible note units, consisting of an aggregate of \$75,000 in 6% convertible notes with a maturity date of December 31, 2024 (the August 2022 Convertible Notes), and collectively, the August 2022 Notes and warrants to purchase 3,750 shares of common stock exercisable at a price of the lesser of \$20.00 per share or 50% of the per share price paid in the Company's initial public offering. The Company received net proceeds of \$50,000 upon the issuance of the August 2022 Promissory Notes, \$25,000 upon the issuance of the August 2022 Convertible Notes (non-related party) and \$50,000 upon the issuance of the August 2022 Convertible Notes issued to a related party (as detailed in Note 5 above). A The Company assessed the embedded features of the August 2022 Promissory Notes and determined that the accelerated repayment upon an initial public offering represented a derivative feature requiring bifurcation. The Company estimated the fair value of the derivative to be \$45,000 at issuance (see Note 8 for fair value considerations). The Company assessed the embedded features of the August 2022 Convertible Notes and determined that the automatic conversion feature with a 50% discount to per share price paid (a share-settled redemption feature) and the 10% principal increase feature were not clearly and closely related to the debt host instrument and met the definition of a derivative and as such, required bifurcation from the August 2022 Convertible Notes. The Company estimated the fair value at issuance of these features to be \$31,000 and recorded as a discount to the August 2022 Convertible Notes (see Note 8 for fair value considerations). A The Company determined that the warrants issued with the August 2022 Notes should be classified as liabilities under ASC 815, as the settlement amount could vary based on the occurrence of the initial public offering. The Company measured the fair value of these warrants using a Black-Scholes model with inputs that included an estimated fair value of the Company's common stock of \$32.00, an exercise price of \$20.00 per share, a five-year term, 80.0% volatility and a risk free rate of 2.66%, and recognized them at their full fair value of \$146,624. A The fair value of these warrants, the fair value of the bifurcated derivative liabilities and the other debt issuance costs incurred (totaling \$27,162, including the fair value of the Boustead warrants described below), exceeded the proceeds received and as such, the Company recorded a loss at issuance of \$124,786, in finance fee (as restated) in the statement of operations. The discount on the August 2022 Notes was being amortized under the straight-line method, as the initial carrying value was \$0, through the maturity date of the respective notes. The Company recognized amortization expense of \$7,661 related to the discount on the August 2022 Notes as interest expense in its statement of operations for the year ended December 31, 2022. A Boustead Securities LLC acted as placement agent for the August 2022 Notes and received warrants to purchase 625 shares of common stock at an exercise price of \$20.00 per share. The fair value of the warrants was estimated as \$14,662 using a Black-Scholes model with inputs that included an estimated fair value of the Company's common stock of \$32.00, an exercise price of \$20.00 per share, a five-year term, 80.0% volatility and a risk free rate of 2.66%, and recorded by the Company in stockholders' equity at issuance. A During the year ended December 31, 2022, the lender under the August 2022 Promissory Notes and one lender under the August 2022 Convertible Notes exercised warrants to purchase 3,750 shares of common stock in exchange for tendering their outstanding principal balance (\$75,000) on their respective notes. As the warrants being exercised were classified as liabilities, the Company accounted for the settlement as an extinguishment of debt. The Company recognized the issuance of the 3,750 shares of common stock at their estimated

fair value (\$121,875), and recorded a gain on extinguishment of \$44,614 based on the difference between the estimated fair value and the net carrying amount of the tendered August 2022 Notes. The remaining \$50,000 outstanding under the August 2022 Convertible Notes (and owed to the related party) was fully repaid in cash during the year ended December 31, 2022 (see Note 5), resulting in the recognition of a gain on extinguishment of \$2,206 based on the difference between the repayment in cash and the net carrying amount of the notes. A Note 7 - Stockholdersâ€™ Equity A Common Stock A During the year ended December 31, 2023, the Company issued: A A 297,625 shares of common stock to settle \$1,925,700 of principal and \$294,927 of interest on a Convertible Note and incurred \$477,221 of loss on settlement. A A 10,650 shares of common stock issued for vesting of restricted stock units. A F-38 A A During the year ended December 31, 2022, the Company issued: A A 105 shares of common stock for conversion of \$16,340 of accrued interest. A A 3,500 shares of common stock upon vesting of restricted stock units. A A 352,443 shares of common stock upon completion of the Companyâ€™s initial public offering (including the exercise of the underwriterâ€™s overallotment option), and the immediate exercise of warrants issued as part of the IPO Units, for net proceeds of \$9,951,356. A A 42,113 shares of common stock upon the automatic conversion of preferred shares and 12,553 shares of common stock to settle cumulative dividends on the preferred shares totaling \$402,064. A A Total of 36,876 shares of common stock issued to the lenders upon conversion of the 2022 Convertible Notes, including 18,438 shares of common stock issued upon the conversion of the 2022 Convertible Notes into units with an estimated fair value of \$1,198,438 at settlement, and 18,438 shares of common stock upon the exercise of the common stock warrants, for total proceeds of \$1,475. A A Total of 66,250 shares of common stock upon the exercise of warrants and settlement of the December 2021 Notes and certain August 2022 Notes. Includes 62,500 shares of common stock issued upon the exercise and settlement of the December 2021 Notes with an estimated fair value of \$2,031,249 and 3,750 shares of common stock issued upon the exercise and settlement of certain August 2022 Notes with an estimated fair value of \$121,875. A A 22,535 shares of common stock upon the cashless exercise of warrants issued to Boustead Securities LLC for placement agent and underwriter services provided to the Company A Series A Preferred Shares A The Series A Preferred Stock, in accordance with its terms, is automatically convertible into a number of shares of the Companyâ€™s common stock upon the closing of the sale of shares of common stock to the public in a qualified offering (at a 10% discount to the initial public offering price, as set forth in the Series A certificate of designation) or upon listing of the Companyâ€™s common stock on a national securities exchange at a fixed price. The Series A Preferred Stock, while outstanding, accrued cumulative dividends at a rate of 8.5% per annum. In addition, the Series A Preferred Stock is callable by the Company, at a price equal to the stated value of the Series A Preferred Stock (\$1,000 per share), plus accrued and unpaid cumulative dividends. A In April 2022, the Company and holders of the Series A Preferred Stock agreed to modifications of the Series A certificate of designation which changed the definition of a â€œQualified IPOâ€ by lowering the minimum required proceeds to \$10,000,000 and removing the minimum per share IPO price, and changed the conversion price upon the listing of the Companyâ€™s common stock from \$99.92 per share to \$40.00 per share. The Company determined that these changes represented a substantial change in the terms of the Series A Preferred Stock and accounted for the changes as an extinguishment. The Company recognized the excess of the post-amendment fair value of the Series A Preferred Stock over its carrying value as a deemed dividend of \$439,427, which increases net loss attributable to common stockholders during the year ended December 31, 2022. A During the year ended December 31, 2022 and upon completion of its initial public offering, the Company converted 1,213 shares of Series A Preferred Stock into 42,113 shares of common stock, based on a conversion price of 90% of the per share IPO price of \$32.00 per share, resulting in a discounted conversion price of \$28.80 per share. Based on the nature of the settlement (as the exercise of a share-settled redemption feature) the Company recognized a deemed contribution of \$31,423 during the year ended December 31, 2022. A During the year ended December 31, 2022, the Company accrued \$71,009 for the 8.5% cumulative dividends on the Series A Preferred stock, and as of the date of conversion of the Series A Preferred Stock, the total cumulative dividends accrued were equal to \$402,064. Upon the conversion of the Series A Preferred Stock, the cumulative dividends were also converted into 12,553 shares of the Companyâ€™s common stock. A As of December 31, 2023 and 2022, the Company had no shares of Series A Preferred Stock outstanding. A Warrants A The Series A Preferred Stock sold in the Companyâ€™s 2018 and 2019 private placement offerings included warrants to be issued upon the earlier of a closing of the sale of shares of common stock to the public or upon a listing of the Companyâ€™s common stock. The warrants will be exercisable for a period of three years after the date of issuance at an exercise price contingent on the terms of the public offering. The initial form of the warrants were expected to include contingent call features based on the terms of the public offering. As originally drafted, if an initial public offering occurs at a price at or above \$111.04, then the warrants are callable if the 20-day VWAP of the common stock in at or above 150% of the variable exercise price. In the scenario where the common stock is listed with a common stock issuance price below \$111.04, then the warrants are callable if the 20-day VWAP of the common stock is at or above the \$166.56 exercise price. Upon the issuance of the warrants in September 2022, the contingent call features were not included in the agreements. Given the variability in the number of warrants and exercise price, the detachable warrants contained terms and features that gave rise to liability classification. A In April 2022, the Company modified the terms of the Series A Preferred Stock as discussed above. These modifications impacted the potential terms of these contingently issuable warrants (potential warrant shares and exercise price). The impact of this modification was reflected in the fair value of the warrant obligation recorded during the interim periods within the year ended December 31, 2022. Upon completion of our initial public offering, the Series A Preferred Stock was converted, and warrants were issued in relation to the conversion, with each warrant then exercisable at the equivalent of the per share initial public offering price. In total, the Company issued warrants to purchase 42,113 shares of common stock, at an exercise price of \$32.00 per share in settlement of this warrant obligation. In addition, upon the issuance of these warrants, the Company reassessed the classification accounting and concluded that the issued warrants met the requirements for classification in stockholdersâ€™ equity. The Company reclassified the then fair value of these warrants, totaling \$756,723, to additional paid in capital in stockholdersâ€™ equity. A The warrant liability related to the Series A Preferred Stock was \$0 as of December 31, 2022. For the period ended December 31, 2022 (prior to reclassification), the change in fair value of warrant obligation liability was a loss of \$421,768. A F-39 A A Warrants Issued to Boustead as Placement Agent or Underwriter A For services provided in relation to the 2022 Convertible Notes and August 2022 Notes offerings, Boustead received warrants to purchase 10% of the shares of common stock issuable upon conversion of the 2022 Convertible Notes, at the conversion price of the notes. Upon conversion, the warrant became exercisable for a total of 2,582 shares of common stock at an exercise price of \$16.00 per share. These warrants were accounted for under ASC 718 and classified as liabilities due to the fact that the conversion of the 2022 Convertible Notes would impact their fair value. These warrants were exercised on a cashless basis in September 2022. The Company reclassified the then fair value of the warrants of \$64,140 at the initial public offering to equity, with the estimated fair value based on a Black-Scholes model, with inputs that included an estimated fair value of the Companyâ€™s common stock of \$32.50, an exercise price of \$16.00 per share, a remaining term of 4.5 years, 82.5% volatility and a risk free rate of 3.43%. A A Boustead acted as placement agent for the August 2022 Notes and received warrants to purchase 625 shares of common stock at an exercise price of \$20.00 per share. These warrants were classified in equity and exercised on a cashless basis in September 2022. A Boustead additionally received a warrant to purchase 21,453 shares of common stock at an exercise price of \$97.52 per share upon the closing of the IPO. These warrants were classified in equity and exercised on a cashless basis in September 2022. Upon the closing of the overallotment option to the IPO, Boustead received an additional warrant to purchase 3,218 shares of common stock at an exercise price of \$97.52 per share. The Company determined that these warrants should be classified in equity. The fair value of the warrant issued at the closing of the IPO was estimated to be \$426,752 using a Black-Scholes model, with inputs that included an estimated fair value of the Companyâ€™s common stock of \$32.50, an exercise price of \$97.52 per share, a five-year term, 101.8% volatility and a risk free rate of 3.27%. The fair value of the warrant issued at the closing of the overallotment option was estimated to be \$111,296 using a Black-Scholes model, with inputs that included an estimated fair value of the Companyâ€™s common stock of \$50.88, an exercise price of \$97.52 per share, a five-year term, 101.4% volatility and a risk free rate of 3.74%. The fair value of these warrants was recorded to additional paid in capital and represented an issuance cost of the initial public offering (recorded as a deduction to additional paid in capital). These warrants remain outstanding as of December 31, 2023. A Alto Opportunity Master Fund, SPC A In connection with the January 2023 Alto Convertible Note, Boustead was granted warrants to purchase 8,909 shares of common stock, at an exercise price of \$18.80 per share (Note 6). In addition, Alto was granted warrants to purchase 127,260 shares of common stock, at an exercise price of \$18.80 per share (Note 6, 8). A A summary of activity regarding all warrants issued for the year ended December 31, 2023 and 2022 were as follows: A Schedule of Warrants Activity A Number of A Weighted Average A Weighted Average A A Warrants A Exercise Price A Life (years) A A (as restated) A A (as restated) A Outstanding, December 31, 2021 A 62,500 A \$8.00 A A 4.99 A Granted (1) A 270,910 A A 14.57 A A 4.68 A Exercised (2) A A (285,579) A A 9.58 A A (as restated) A Outstanding, December 31, 2022 A 47,831 A 35.77 A A 2.78 A Granted - Boustead A 8,909 A A 18.80 A A 5.00 A Granted - Ayrton A 127,260 A A 18.80 A A 4.00 A Outstanding, December 31, 2023 A 184,000 A 32.21 A A 2.77 A A (1) Granted warrants include those granted on the issuance of the August 2022 Promissory Notes (3,750 warrants); Notes Payable â€ Related Parties (2,500 warrants); upon conversion of the Series A Preferred Shares (42,114 warrants); automatic conversion of the 2022 Convertible Notes (18,447 warrants); issued during the IPO, including overallotment option (176,222 warrants) and issued to Boustead Securities LLC (27,877 warrants). A (2) Exercised warrants include the exercise of the warrants issued with the December 2021 Notes (62,500 warrants); the exercise of the warrants issued with the August 2022 Notes (3,750 warrants); the exercise of the warrants issued upon conversion of the Convertible Notes (18,447 warrants); and the exercise of the warrants issued during the IPO, including overallotment option (176,222 warrants), and warrants exercised on a cashless basis (24,660 warrants). A The intrinsic value of the warrants as of December 31, 2023 is \$0. All of the outstanding warrants are exercisable as of December 31, 2023. A Equity Incentive Plan A Our 2018 Equity Incentive Plan (the â€2018 Planâ€) provides for equity incentives to be granted to our employees, executive officers, directors and key advisers and consultants. Equity incentive grants may be made in the form of stock options with an exercise price of not less than the fair market value of the underlying shares as determined pursuant to the 2018 Equity Incentive Plan, restricted stock awards, other stock-based awards, or any combination of the foregoing. The 2018 Equity Incentive Plan is administered by the Companyâ€™s compensation committee. We have reserved 3,000,000 shares of our common stock for issuance under the 2018 Equity Incentive Plan. As of December 31, 2023, 84,779 shares have been granted under the 2018 Equity Incentive Plan, of which 60,048 shares have vested. A Restricted Stock Units A We may grant restricted stock units (â€RSUsâ€) under our 2018 Plan. RSUs are bookkeeping entries representing an amount equal to the fair market value of one share of our common stock. Subject to the provisions of our 2018 Plan, the administrator determines the terms and conditions of RSUs, including the vesting criteria and the form and timing of payment. Notwithstanding the foregoing, the administrator, in its sole discretion, may accelerate the time at which any restrictions will lapse or be removed. RSUs granted typically vest annually in one third increments from the date of appointment. A During the years ended December 31, 2023 and 2022, pursuant to agreements with directors, officers and consultants, 32,415 and 4,449 RSUs with a value of \$352,400 and \$100,000 were granted, respectively. Compensation expense for the vesting RSUs were as follows: A A Schedule of Compensation Expense of Restricted Stock Units A A 2023 A 2022 A Year ended December 31, A A 2023 A 2022 A A (as restated) Recognized in general and administrative expense A \$115,000 A \$105,582 A Recognized in research and development expense A \$66,960 A \$131,965 A Total A \$181,960 A \$237,547 A As of December 31, 2023 and 2022, there was \$231,550 and \$61,111, respectively, of unrecognized stock-based compensation expense related to unvested RSUs, which is expected to be recognized over a weighted-average period of 1.06 years and 1.83 years, respectively. A F-40 A A summary of activity regarding the Restricted Stock Units issued follows: A Schedule of Restricted Stock Units (RSUs) A A Number of Shares A Weighted Average Grant Date Fair Value Per Share A Outstanding, December 31, 2021 (as restated) A 2,017 A \$185.60 A Granted A 4,449 A A 22.48 A Vested (as restated) A (3,500) A 116.48 A Outstanding, December 31, 2022 (as restated) A 2,966 A \$22.48 A Granted A 32,415 A A 10.88 A Vested (as restated) A (10,650) A 12.00 A Outstanding, December 31, 2023 A 24,731 A \$11.76 A Note 8 â€ Derivative Liabilities A Fair Value Assumptions Used in Accounting for Derivative Liabilities A ASC 815 requires us to assess the fair market value of derivative liabilities at the end of each reporting period and recognize any change in the fair market value as other income or expense. A Alto Opportunity Master Fund, SPC A In January 2023, in connection with the Alto Convertible Note, the Company issued warrants to purchase 127,260 shares of common stock, with an exercise price of \$18.80 per share, valued at inception at \$1,189,000 and as of December 31, 2023, at \$410,660. The Company determined our derivative liabilities from the warrants issued in relation to the Alto Convertible Note do not satisfy the classification as equity instruments due to the existence of a certain net cash settlement provision that is not within the sole control of the Company. In addition, there are certain down round provisions that could reduce the exercise price if the Company issues securities at lower prices in the future. A The Company determined our derivative liability from the noteholderâ€™s Acceleration Option for the Alto Convertible Note is not clearly and closely related to the host and should be thus accounted for as a bifurcated derivative liability. A We classified these derivative liabilities as a Level 3 fair value measurement and used the Monte Carlo pricing model to calculate the fair value as of January 11, 2023, and for each reporting period. Key inputs for the simulation are summarized below. The Monte Carlo simulation uses an implied VWAP for each valuation date. The implied VWAP was backsorted by setting the summation of the parts (e.g., derivatives and debt without derivatives) equal to the cash proceeds. The simulation was then iterated and manipulated to solve for the implied share price, which was approximately \$12.64 per share (or an approximate 14% discount to the quoted market VWAP on January 11, 2023). Additionally, the Company estimates probability for various specific scenarios impacting the warrant valuation. A The range of key inputs for the Monte Carlo simulation for the year ended December 31, 2023, were as follows: A Schedule of Monte Carlo Simulation Assumption Net cash settlement and down round key valuation inputs â€ Alto Warrants A A Annualized volatility A 77.51% - 92.33% Risk-free interest rate A 4.01% - 5.23% Quoted VWAP A \$4.72 A Exercise price A \$18.80 A Probability assessment A 5% - 25% Illiquidity discount A (17%) Time period (years) A 0.53 - 3.03 A Estimated fair value (issuance) A \$1,189,000 A Estimated fair value (December 31, 2023) A \$410,660 A A * Based on the Monte Carlo simulation analysis of 50,000 iterations A F-41 A A Alto Acceleration Option key valuation inputs A A A Annualized volatility A 34.23% - 59.15% Risk-free interest rate A 4.68% - 5.60% Quoted VWAP A \$4.72 A Illiquidity discount A (17%) Time period (years) A 0 - 1.2 A Estimated fair value (issuance) A \$1,442,000 A Estimated fair value (December 31, 2023) A \$3,852 A A * Based on the Monte Carlo simulation analysis of 50,000 iterations A December 2021 Notes A In connection with the issuance of the December 2021 Notes, the Company identified an accelerated repayment upon IPO feature that required bifurcation. We classified this derivative liability as a Level 3 fair value measurement and used a probability weighted scenario model to estimate the fair value of the derivative just prior to the settlement of the December 2021 Notes. Key inputs for this valuation model are summarized below. A A Schedule of Derivative Liability Valuation December 2021 Notes derivative key valuation inputs A Issuance Date A A Settlement Date A Amount due upon acceleration A \$533,699 A \$533,973 A Carrying value of December 2021 Notes at measurement date A \$ â€ A A 337,398 A IPO date A 8/31/2022 A A 9/2/2022 A Probability of IPO acceleration A 90 % A 100% Probability of maturity A 10 % A â€ Time period to maturity (years) A 1.00 years A A 0.32 years A Discount rate A 50.0 % A 50.0% Estimated fair value A \$367,000 A A 162,000 A A 2022 Convertible Bridge Notes A In connection with the issuance of the 2022 Convertible Notes in February and March 2022, the Company identified certain embedded features that required bifurcation as a combined derivative liability, including the share-settled redemption of the 2022 Convertible Notes at a 50% discount and the automatic increase in principal of 10% if conversion does not occur within 12 months. A We classified this derivative liability as a Level 3 fair value measurement and used the a with and without probability weighted scenario model to estimate the fair value as of each issuance date of the 2022 Convertible Notes, as well as just prior to their settlement upon the initial public offering. Key inputs for this valuation model are summarized below. A A Schedule of Derivative Key Valuation Inputs 2022 Convertible Notes derivative key valuation inputs A A Issuance Dates A Settlement Date Annualized volatility A 75.0% - 82.0% A â€ Risk-free interest rate A 0.6% - 1.2% A â€ Exercise price (implied) A \$45.52 - \$85.92 A â€ Estimated IPO date A 8/31/2022 A 9/2/2022 Probability of default A 50% A â€ Probability of IPO or Alternative Liquidity Event A 45% A 100% Probability of Maturity A 5% A â€ Time period (years) A 0.47 - 1.00 years A 0.00 years Estimated fair value A \$221,000 A \$571,000 A F-42 A A August 2022 Notes A In connection with the issuance of the August 2022 Promissory Note, the Company identified an accelerated repayment upon IPO feature that required bifurcation. We classified this derivative liability as a Level 3 fair value measurement and used a probability weighted scenario model to estimate the fair value of the derivative just prior to the settlement of the August 2022 Promissory Notes. Key inputs for this valuation model are summarized below. A A A Schedule of Derivative Issuance Valuation Inputs August 2022 Promissory Notes derivative key valuation inputs A Issuance Dates A Settlement Date Amount due upon acceleration (estimated at issuance) A \$50,411 A \$50,438 Carrying value of August 2022 Promissory Notes at measurement date A \$0 A \$4,521 IPO date A 8/31/2022 A 9/2/2022 Probability of IPO acceleration A 90% A 100% Probability of maturity A 10% A â€ Time period to maturity (years) A 1.00 years A 0.91 years Discount rate A 16.03% A 18.81% Estimated fair value A \$45,000 A \$45,000 A In connection with the issuance of the August 2022 Convertible Notes, the Company identified certain embedded features that required bifurcation as a

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convertible notes (the “Notes”), which bore 6% interest, were repayable three years from the date of issuance, and converted automatically into shares of common stock or, in the event that units were sold in the offering, units, at a conversion price of \$4.00 per unit upon closing of our IPO (\$32.00 per unit on a post-reverse split basis). Such notes were sold to accredited investors pursuant to an exemption from registration under Rule 506(b) of the Securities Act. Boustead Securities LLC acted as placement agent and received compensation of (i) \$36,500 in cash and warrants to purchase 10% of the total number of shares issuable upon conversion of the Convertible Notes, exercisable at the conversion price of the Convertible Notes for the February offering and (ii) \$22,750 in cash and warrants to purchase 10% of the total number of shares issuable upon conversion of the Convertible Notes, exercisable at the conversion price of the Convertible Notes for the March offering. A Effective March 30, 2022, the Company issued a total of 220 shares (105 shares on a post-reverse split basis) of common stock (the “Issuance”) to some 23 existing shareholders in satisfaction of certain interest that had accrued as the result of an inaccurate conversion of convertible notes in our 2018 share exchange. The Issuance satisfied in full all interest owed or otherwise accruing as the result of the inaccurate conversion. Such issuance was made in accordance with Rule 506(b) of the Securities Act. A On August 1, 2022, in conjunction with entering into three loan agreements for a total of \$125,000, which were repayable following consummation of our IPO, we issued warrants to purchase a total of 50,000 shares of our common stock, exercisable at \$2.50 per share (6,250 shares at \$20.00 per share on a post-reverse split basis) Such warrants were sold to three accredited investors pursuant to an exemption from registration under Rule 506(b) of the Securities Act. Boustead Securities LLC acted as placement agent and received warrants to purchase 5,000 shares of common stock exercisable at \$2.50 per share (625 shares at \$20.00 per share on a post-reverse split basis), equal to 10% of the value of the note offering, and \$12,500 in cash compensation. A In October 2024, the Company completed two closing in an up to \$1.3 million 5% original issue discount (“OID”) senior secured convertible note warrant offering, pursuant to which the Company issued a total of \$831,579 notes and warrants to purchase 329,964 shares of common stock, exercisable at a weighted-average price of \$1.42 per share. The notes bear interest at the rate of 14.5% per annum, with the interest payable quarterly in cash, mature one year after the date of issuance, are redeemable at any time by the Company at a 107% premium to the principal value of the notes and, three months after issuance, can be converted at any time by the holder at a 110% premium to the principal value of the note. Of the above investment amount, the Company’s CEO purchased \$250,000 of notes and warrants in the October 2024 Bridge Offering. A II-1 A ITEM 16. EXHIBITS A Exhibit No. A Description A A 1.1* A Form of Underwriting Agreement 3.1 A Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 3.2 A Certificate of Amendment to Amended and Restated Certificate of Incorporation, effective March 30, 2022 (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 3.3 A Amended and Restated Certificate of Designation for Series A Convertible Preferred Stock, effective April 6, 2022 (incorporated by reference to Exhibit 3.4 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 3.4 A Certificate of Amendment to Amended and Restated Certificate of Incorporation, effective June 22, 2022 (incorporated by reference to Exhibit 3.5 to the Registration Statement on Form S-1/A (File No. 333-265429) filed on June 23, 2022). 3.5 A Second Amended and Restated By-Laws (incorporated by reference to Exhibit 3.1 to the current Report on Form 8-K filed on November 1, 2022). 3.6 A Certificate of Amendment to Amended and Restated Certificate of Incorporation, effective August 13, 2024 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 7, 2024). 4.1 A Form of Convertible Note, dated February 2022 (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 4.2 A Form of 10% Promissory Note, dated August 2022 (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-1/A (File No. 333-265429) filed on August 18, 2022). 4.3 A Form of Warrant, dated August 2022 (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-1/A (File No. 333-265429) filed on August 18, 2022). 4.4 A Form of Public Offering Warrant (incorporated by reference to Exhibit 4.4 to the Registration Statement on Form S-1/A (File No. 333-265429) filed on August 18, 2022). 4.5 A Form of Underwriting Warrant issuable to Boustead Securities LLC (incorporated by reference to Exhibit 4.5 to the Registration Statement on Form S-1/A (File No. 333-265429) filed on August 18, 2022). 4.6 A Form of Common Warrants (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on October 17, 2024). 4.7 A Form of Common Warrant (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated October 31, 2024). 4.8 A Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated October 31, 2024). 4.9* A Form of Pre-Funded Warrants 5.1* A Opinion of Dorsey & Whitney LLP 10.1 A Form of Subscription Agreement for Series A Convertible Preferred Stock (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.2 A 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). A II-2 A A 10.3 A Employment Agreement, dated July 30, 2014, between Shuttle Pharmaceuticals Holdings, Inc. and Tyvin Rich (incorporated by reference to Exhibit 10.4 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.4 A SBIR Contract #HHSN261201400013C, dated September 19, 2014, between Shuttle Pharmaceuticals, LLC and National Institute of Health National Cancer Institute (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.5 A SBIR Contract #HHSN261201400013C Amendment of Solicitation/Modification of Contract, dated August 3, 2015, between Shuttle Pharmaceuticals, LLC and National Institute of Health National Cancer Institute (Radiosensitizer Option Phase II) (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.6 A SBIR Contract #HHSN261201600027C, dated September 19, 2016, between Shuttle Pharmaceuticals, LLC and National Institute of Health National Cancer Institute (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.7 A SBIR Contract #HHSN261600038C dated September 19, 2016 between Shuttle Pharmaceuticals, LLC. and National Institute of Health National Cancer Institute (incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.8 A Material Transfer Agreement, dated April 25, 2017, between Shuttle Pharmaceuticals, Inc. and George Washington University (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.9 A Employment Agreement, dated May 30, 2019, between Shuttle Pharmaceuticals Holdings, Inc. and Peter Dritschilo (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.10 A Employment Agreement, dated May 30, 2019, between Shuttle Pharmaceuticals Holdings, Inc. and Mira Jung (incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.11 A Employment Agreement, dated June 28, 2019, between Shuttle Pharmaceuticals Holdings, Inc. and Anatoly Dritschilo (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.12 A Amended and Restated Employment Agreement, dated September 1, 2019, between Shuttle Pharmaceuticals Holdings, Inc. and Michael Vander Hoek (incorporated by reference to Exhibit 10.13 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.13 A Form of Letter Agreement with Director (incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.14 A Subaward Agreement dated October 28, 2014 between Shuttle Pharmaceuticals, LLC and LifeSpan/Rhode Island Hospital (incorporated by reference to Exhibit 10.15 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.15 A Sublicense Agreement, dated February 15, 2019, between Shuttle Pharmaceuticals Inc. and Propagexin, Inc. (incorporated by reference to Exhibit 10.16 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.16 A SBIR Contract #HHSN261201800016C/75N91018C00016 Agreement between Shuttle Pharmaceuticals, LLC and National Institute of Health National Cancer Institute (incorporated by reference to Exhibit 10.17 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.17 A Promissory Note, dated as of August 24, 2019, between Shuttle Pharmaceuticals Holdings, Inc. and Anatoly Dritschilo (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.18 A SBIR Phase II Contract #75N9101C00031, dated September 6, 2019, between Shuttle Pharmaceuticals, Inc. and National Institute of Health National Cancer Institute (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.19 A Director Offer Letter, dated December 2, 2020, between Chris H. Senanayake and Shuttle Pharmaceuticals Holdings, Inc. (incorporated by reference to Exhibit 10.20 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). A II-3 A A 10.20 A Promissory Note, dated December 1, 2020, between Shuttle Pharmaceuticals Holdings, Inc. and Joy Dritschilo (incorporated by reference to Exhibit 10.21 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.21 A Promissory Note, dated December 1, 2020, between Shuttle Pharmaceuticals Holdings, Inc. and Anatoly Dritschilo (incorporated by reference to Exhibit 10.22 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.22 A Non-Disclosure, Evaluation and Option Agreement, dated May 30, 2019, between Shuttle Pharmaceuticals, Inc. and University of Virginia Licensing & Ventures Group (incorporated by reference to Exhibit 10.23 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.23 A First Amendment to Non-Disclosure, Evaluation and Option Agreement, dated November 30, 2019, between Shuttle Pharmaceutical, Inc. and University of Virginia Licensing & Ventures Group (incorporated by reference to Exhibit 10.24 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.24 A Form of Note and Warrant Subscription Agreement, dated December 28, 2021 (incorporated by reference to Exhibit 10.25 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.25 A Form of Note, dated December 28, 2021 (incorporated by reference to Exhibit 10.26 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.26 A Form of Common Stock Purchase Warrant, dated December 28, 2021 (incorporated by reference to Exhibit 10.27 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.27 A Consulting Agreement, dated January 1, 2022, between Shuttle Pharmaceuticals Holdings, Inc. and Steven Bayern (incorporated by reference to Exhibit 10.28 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.28 A Amendment to Promissory Note, dated January 25, 2022, between Shuttle Pharmaceuticals Holdings, Inc. and Joy Dritschilo (incorporated by reference to Exhibit 10.29 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.29 A Amendment to Promissory Note, dated January 25, 2022, between Shuttle Pharmaceuticals Holdings, Inc. and Anatoly Dritschilo (incorporated by reference to Exhibit 10.30 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.30 A Form of Convertible Note Subscription Agreement and Investor Rights Agreement (incorporated by reference to Exhibit 10.31 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 10.31 A Amendment No. 1 to Promissory Note, dated July 29, 2022, between Shuttle Pharmaceuticals Holdings, Inc. and Joy Dritschilo (incorporated by reference to Exhibit 10.32 to the Registration Statement on Form S-1/A (File No. 333-265429) filed on August 18, 2022). 10.32 A Amendment No. 2 to Promissory Note, dated July 29, 2022, between Shuttle Pharmaceuticals Holdings, Inc. and Joy Dritschilo (incorporated by reference to Exhibit 10.33 to the Registration Statement on Form S-1/A (File No. 333-265429) filed on August 18, 2022). 10.33 A Amendment No. 2 to Promissory Note, dated July 29, 2022, between Shuttle Pharmaceuticals Holdings, Inc. and Anatoly Dritschilo (incorporated by reference to Exhibit 10.34 to the Registration Statement on Form S-1/A (File No. 333-265429) filed on August 18, 2022). 10.34 A Manufacturing Agreement, dated September 14, 2022, between Shuttle Pharmaceuticals, Inc. and TCG GreenChem, Inc. (incorporated by reference to Exhibit 10.1 to the Current report on Form 8-K filed September 19, 2022). 10.35 A Form of Securities Purchase Agreement, dated January 11, 2023, between Shuttle Pharmaceuticals Holdings, Inc. and the investors named therein (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed January 12, 2023). 10.36 A Form of Note, dated January 11, 2023 (incorporated by reference to Exhibit 10.2 to the Current Report on form 8-K filed January 12, 2023). 10.37 A Form of Warrant, dated January 11, 2023 (incorporated by reference to Exhibit 10.3 to the Current Report on form 8-K filed January 12, 2023). 10.38 A Form of Security Agreement, dated January 11, 2023, between Shuttle Pharmaceuticals Holdings, Inc., Shuttle Pharmaceuticals, Inc. and Alto Opportunity Master Fund, SPC â€” Segregated Portfolio B (incorporated by reference to Exhibit 10.4 to the Current Report on form 8-K filed January 12, 2023). A II-4 A A 10.39 A Form of Intellectual Property Security Agreement, dated January 11, 2023 (incorporated by reference to Exhibit 10.5 to the Current Report on form 8-K filed January 12, 2023). 10.40 A Form of Subsidiary Guaranty (incorporated by reference to Exhibit 10.6 to the Current Report on form 8-K filed January 12, 2023). 10.41 A Form of Registration Rights Agreement, dated January 11, 2023 (incorporated by reference to Exhibit 10.7 to the Current Report on form 8-K filed January 12, 2023). 10.42 A Form of Director Offer Letter (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed February 22, 2023). 10.43 A Proposal for Service Agreement, dated March 7, 2023, between Shuttle Pharmaceuticals, Inc. and University of Iowa Pharmaceuticals (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed March 9, 2023). 10.44 A Amended and Restated Insider Trading Policy, effective March 10, 2023 (incorporated by reference to Exhibit 10.44 to the Annual Report on Form 10-K filed March 15, 2023). 10.45 A Form of Executive Compensation Clawback Policy, effective March 10, 2023 (incorporated by reference to Exhibit 10.45 to the Annual Report on Form 10-K filed March 15, 2023). 10.46 A Letter Agreement, dated March 11, 2023, between Shuttle Pharmaceuticals Holdings, Inc. and Alto Opportunity Master Fund, SPC â€” Segregated Portfolio B, as Collateral Agent (incorporated by reference to Exhibit 10.46 to the Annual Report on Form 10-K filed March 15, 2023). 10.47 A Research Agreement, dated March 16, 2023, between Shuttle Pharmaceuticals, Inc. and Georgetown University (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on March 22, 2023). 10.48 A Material Transfer Agreement, dated March 21, 2023, between Shuttle Pharmaceuticals, Inc. and Georgetown University (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on March 22, 2023). 10.49 A Amendment Agreement, dated May 10, 2023, by and between Shuttle Pharmaceuticals Holdings, Inc., Shuttle Pharmaceuticals, Inc. and Alto Opportunity Master Fund, SPC â€” Segregated Master Portfolio B. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 11, 2023). 10.50 A Amendment No. 1 to the Amendment Agreement, dated June 4, 2023, by and between Shuttle Pharmaceuticals Holdings, Inc., Shuttle Pharmaceuticals, Inc. and Alto Opportunity Master Fund, SPC â€” Segregated Master Portfolio B. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 5, 2023). 10.51 A Consulting Agreement, dated October 1, 2023, between Shuttle Pharmaceuticals Holdings, Inc. and Joseph Armstrong (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 5, 2023). 10.52 A License Agreement, dated October 24, 2023, by and between Shuttle Pharmaceuticals Holdings, Inc. and Georgetown University (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 30, 2023). 10.53 A Asset Purchase Agreement, dated January 30, 2024, by and between Shuttle Pharmaceuticals Holdings, Inc., Alan Kozikowski and Werner Tueckmantel (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on February 5, 2024). 10.54 A Securities Purchase Agreement, dated February 7, 2024, between Shuttle Pharmaceuticals Holdings, Inc., Shuttle Diagnostics, Inc. and SRO LLC (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on February 13, 2024). 10.55 A Placement Agent and Advisory Services Agreement, dated February 7, 2024, between Shuttle Pharmaceuticals Holdings, Inc. and Boustead Securities, LLC (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on February 13, 2024). 10.56 A Offering Deposit Account Agency Agreement, dated February 7, 2024, between Shuttle Pharmaceuticals Holdings, Inc., Boustead Securities, LLC and Sutter Securities Inc. (incorporated by reference to Exhibit 10.3 to the Current Report on Form 10-K filed on February 13, 2024). 10.57 A Employment Agreement, dated June 13, 2024, between Shuttle Pharmaceuticals Holdings, Inc. and Timothy J. Lorber (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 18, 2024). 10.58 A Amendment Agreement, dated August 6, 2024, between Shuttle Pharmaceuticals Holdings, Inc., Shuttle Pharmaceuticals, Inc. and Alto Opportunity Master Fund, SPC â€” Segregated Master Portfolio B (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 7, 2024). 10.59+ A Work Order, dated August 8, 2024, between Shuttle Pharmaceuticals, Inc. and Theradex Systems, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 14, 2024). 10.60 A Master Services Agreement, dated November 1, 2018, between Shuttle Pharmaceuticals, Inc. and Theradex Systems Inc. (incorporated by reference to Exhibit 10.2 to the Current Report filed on August 14, 2024). 10.61 A Form of Promissory Note, dated September 4, 2024, between Shuttle Pharmaceuticals Holdings, Inc. and Anatoly Dritschilo (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on September 10, 2024). 10.62 A Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 17, 2024). 10.63 A Form of Senior Secured Convertible Notes (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on October 17, 2024). 10.64 A Placement Agency Agreement, dated as of October 29, 2024, by and among Shuttle Pharmaceuticals Holdings, Inc. and A.G.P./Alliance Global Partners and Boustead Securities, LLC, as placement agents (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K dated October 31, 2024). 10.65 A Sponsored Research Agreement, dated December 16, 2024, by and among Shuttle Pharmaceuticals Holdings, Inc., the Regents of the University of California and Dr. Robert Favell (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed December 19, 2024). 14.1 A Code of Business Conduct and Ethics (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-1 (File No. 333-265429) filed on June 3, 2022). 21 A List of Subsidiaries (incorporated by reference to Exhibit 21 to the Annual Report on Form 10-K filed on March 21, 2024). 23.1 A Consent of Forvis Mazars, LLP 23.2* A Consent of Dorsey & Whitney LLP (included in Exhibit 5.1) 24 A Power of Attorney (included in the signature page to this registration statement). 107 A Filing Fee Table A *To be filed â€”Previously filed +Certain portions of

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^\$*C7)2ABO:/ \$8K+Z#:IJ\$:JG*="E%)+E:C%OF2
M_I/"YI2XQX4P69\TZF>Y:X8//*3;E..!H05+"8J5VY.4N5<]16
>W&#GMS5FJ]LZNAV_!=P#Z\ <]>1CZ=,58KKA+FBI/K?32Z MMHXO5ZQ::?
6Z=TFEY3WT_KI^@44458@HHHH **** "BBB@ HHHH **** "B MBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH *0C((/0@C\Z6DW+_>'Y MC/Y4KKNM?- 47<*
[KCIO(/(^:KJ85E0%I">##N.01S]'?\$[Q[I?P\:-CK]],IFC2?[# MS#=<7+Y6.\$*S
XWM\H!'RE2.C ?S?* \!3C]OBP_8X^ WC/XUZU=Q7/QN^)\$ MEUX5^#?AM_+GEAU'48I+
<^-IX&;S8])\-6;/9, @6:YV2 APK+^1<95L^X[X MEX?\\$?#Z-?\$<6\
<8NC';:8NO4IJ7LI5L+&M2I-2I--QDI M748O[7A;"X/*\ -BN,
<_:I8'*.>IE<9QO#&XZ"CR4;2BJ!D\$@?RLJ1AE0[HR!'C&Q2"O[U=K#&"5RW4EU,#U
(Y(' #;>..@)XP""_VQ\%O#'(/!CP[R7@;A_!3JK TL/7S.
MM%.\$ZN,=*G+%U*C5W.K4KRQ\$Y59RE.;ES.RT?\X<6\3XSBO.,7F.(YDJV(J2
MC[U^6G[63A%+3X(J"@H^[&*45M9 PH#LP.3C"]>,##'Y>.!CH>I.!Q4D4B_#CX2^.?
B=JD6F>%M)FO&> M1#/>R6]:VD1/S&20_*X7:Q+8).2% ')_63X&?L>^#?
APUOK7BB"/Q5XL@6. M:)+B&*?
3;"X3+&2))=RAXF".LBJKA@64AMIK]5Q56KR.IA*?,IOGBIJ[@I-M M1<+>]RI\K:UNK]6?
DW%/'G#G"M&;S#&1QF8R4G1P%"<95MXI*<8RDDY7U7QZ M/W4RY_P1^\.0?
L\ _M2_#?]I[XQ^"=1O_ IV;F?7](T&:VC^WWMZ=BIJ%JE MR!Y4D/E[D^6,LV
1D9/^A]^SQ_P5&_9N_:)U)M!\(+XQM];M[(A=65QX0W*#SL&V;MF>%C!4(510!L
1%7A<< M<]\?Z#?^""7@_4;OXD_%WQI<6.[1K'PWI^C0:C)L??J\$TSM+:1PL&:18;<1N
MIQA0<%1G%?S'](KP)X8S7A"OQKF[Q5'/,LRJ3P>&C5E"E7J0Q'5&:I*HHJ;D MXMR4%-
J,\$W9:_ '>&/C)Q/GO'>%R""K#4,IQM:*J0G3C-T:4G&RE*2]BTJZN[.RU%I--N9F96CM8X[>

[;\$[IIY(MTC +.],A4 CCQOXII?\ AS]G*UT^.:6VU+Q#:_:-1NE+R8Q(^CW:ZO! M%.P^>
(77V,1_-"&1V0D8('F7@'_@H?X-_:C_&>]-L-GVG@ M-=8:XU6_AM--NH9;VPAD" JT1DR7.U
S\ XS_\$F#X*SK,\@IYYEM&698&6)O MBJ5!6)/-;P/ SFOTJU3XL_#W0M.CU;5?
%FG6=G=6<5])FXNU:&:\$7" MN#;1NBKY;X0NRA<88EA7\S?[0_[3.%.Q)8V0,=JY_H=\#?
#+^R/V?-"):CI6E7/B6 MW^'=IIL\DUI Y.LC2%^TEY9\$+-(EVS!9,Y)!).=PK#/^\$
P&+SBC5PE7 M,*JV!PZ;4GA/>
<6W&TDHN48Q3CK'EO*+38\IXLRW/*>:XDCV;U<)*C1L".-K#K_F_MB_"O7?
#WQH^)OCC3_"\ M^F> _&?CGQ'XC\+#3T-Q!9:5K&J3W]M:3K\$&6UDA24Q/
518W0QQAB &_I;_ M &R?"VL>&?CAXC35;,6^X211,-I"S6\ DEHW48!W*.AQP:^0=:T?2M?
M;W2M M;L+74K"XC:.6TO\$62-Q,,-)LD1E+ DD'&>X(K_0;P(\.\@X3X

F>?QK].OCG^Q Z&Z!2?"R;[M0 &EO/"LF?/8,-Y.GS \$8)/E@Q;>%5L':?S5U?1-
6V/7]QINK6T]E>VLTL3 M6US Z.)%:_H"+DH^RNU%;I.\)-:N]W9I.]O-L_3N&
M^+\HXKHQQ.48^A&JXQ<(\W#VV'D[J5*K3=Y*46X\K46N6S:3>D&GW^H:3J%E
MJ>G7\FGW^E7UM>Z?/;.\-Q;ZC8NM]8722QD2*(IJ*,;U==APPP02/];_@D' M_P
%!D_:U_9_\\$_\$Y]7ME^-GP773/ WQDT-[C;J-_816ZQ:=XKE1G,^I0WEM M%Y-
Y<3>8SNL(E#KF[2*ZG>U+&&>YT=F%S;K/' M(R)6C W-7\T?
2E\#:7C;X9XG+L#B(X#C+)'7SWA/.8QA2G@+<9Y?F36#QTKKV;BW&/-97IS MC%M/5>[?
FNUHO] ?KP3XGTWQ=X6Y[@I\ \LQMJ^!K6E:IAZLFX6:O%-7<6 MN9M:-VNB]\$20P))
(;OSQ@ <].QSCZ]ZEJ*(8!.00<=,]>A/Y\$?XTG:VO^6MG:WGKH!1: M7JA) 9F48((R
,H:M:Z?9W=]<2+#+:VJ22W\$SR86-8P3E0=H!9 M0QY." .#R:GF1"
R3;6WDJ#TXQD#YAC.5)8Y'0<@C'P+ ^TK\9KW4;Y?ACX/9
M)9)KLOKUXMTMO:8AC:2:WFG\$GEPZ?9P*SZBSE5\$BA&((*GX/COC#!\\$/2S"
MI2JXO%U9RR_+,IHW>,Q^I&+?U7!J2;J2:2C'FIJ3@FW9I5(Y,!6!#'_ M #;?
^"C/[;_BW]N;]H77_B9JK2Z;X%TB^?0/A9X1:XDDM?#_ (,L9F@MY5MR
M1%#>:C!&MSJ#QQAII9)'D8LS\$_JC_P %R_\ @I!;?%7Q0G[&_P "-=%W\,O
M6JM+\1_\$FDW#D>/OB#:RRVQTR![5PMUI&F-"H<,7BE8\$!0""R^R<-+'#
X40*PP?,0L)/O@E7%?VY]![Z/E M;@+(\1XQ>)^\$J5O\$KQ'PJQ^'I>SY)
<.X)%5T(2IQI4*U&E4A&=;F M]I%2C)R/_&;Q'R*LZ>09;B8Y1PCPXTZ<,9-
0KYE C,/S4ZM6-W!S562DZ:4:
MDG>S=G%'S#8Z=J&KWEMIFF6EW=WURZPV]K;6[SSS.3A:T\0?\$_S-
)TMXX;F/P]'(T6J:A\$^UA)*Q+FVAQPT:X;#\$\$+G:
MOZ8_!;]CKX??!NV2YL=/@UWQ,8HEN]=U&9)(955?-DM=ZCR8S("552,#KD8 MQI'/X;
(00EUX!8+N5C@5[J MT4>&>\$_ 7AGP-
I4&C>%=*M='LH(5@*V4,4\$DZ+G#7\$D;J\TA).YV.6ZD#OT_ MV,A0 <8R%
R">A!)R>>>0?S((KTT>'&.286//]S/'3CY#SZC/'TYI?\ A'.X MA<\$>BD9 P>BK@] ?
3GC.1BJ>8QBKQC;M:^S=KJ5K6>][I^71?SQB7BL97EBL7 M6J8C\$SJ2JNM-N3YYRO*
<*CE)IF*/[92/WAYY\#B/+ \HXGRVMD&=X6IF67XR\$J=:=%MU*=*I)2E3]I"\$Y+EDN91]
MI!Q:O:J/2X?S;,\CS.EGN38JEE^9X*=Z7MVHQK3IOXI<\HJ49M7T4F[ZJS/ MTU_-;_X*?
WG[4^B0:%H/@K5/!5G;P9S;^(9IMUVQ=C/+ B1HTR)),BL 0%*C
M!!*G(F=#UO7/#>M6NOZ1>26^NVDC7%KP/A\X*^2P4G)P"OS^^(8/)R>P8
M>IR.OE<)\&<\'%82KE'#>4UJ>!Q23Q-7'4E6ASOWI2E[2'+\27+S7::O-MH] M[BOC?
B[C.O2S3B/-*,\7A8*%&C@*OLYNG3^&,5"HY./11WLW9/0YC1==UWPU MXCL?%VAZC-I?
B&TN1J%CK=J[Q26=PU\]Y*D;(1(+B65RT)9M>+WDVHQ6:0W6I(JP>:KS3AI%+REB#
M\RG()_"_A'Y-ZLL((3&PF-
B1V7"@9!X./X>>YIHT!D)'DLAW'("8^\$CB:&6^YA5A(*\$J*M%.,52]G_*N9/FI\W*W
M%ZCX3\1.+.#_*W/)*T'5Q4FG/VC3N[IMZR4)-1ET6S\;/B
MMK/QB\87OB/6+G4%BN9GEBM=2E:YDMQ*V^0;B"-KSAI,#@ENPP:\A\B1SN:3 M?
AFVLJ-T;L"!V' Z@8!ZYKT4Z!(XVM\$[@\$]8PP!&, <\^V!TQQC'%1MH4P)'E M2+M& /+[#
';&>0.OICC%?5Y7@ \LR/+ \-E.58>%'+\1IT*%.249NG1C&%5 M9**4JG*DN=J[MN?
-9GF&.SK'8G,\SJ>WQN-Q%;\$5ZE[P>(JRYZOLKMJ*YG=* M+NE;S//?
L[[E7G"MN7@@*3CE>C ^YSCJ/2O"?C!^SEX#^+]G(=7LDTS7@C^3 MXGM+>-'AD
98Q?! CW"9;&=V0N.IYKZT_L)^6;,\DE..ZA]ECLM8!C>[\\$-=7#8M?[3>""33 DB(@\$R("9-
M?WD?L_ M%Q?'OA_ ^Q-4E\$7BKPX&T_4HB<"^%O\GVJ!< NJ[7B+Y;S'B+_P#+0
_XUMO# MXY^#'CC3M2FCU7P?XR\)ZO9ZKI=ZPN+2]TW6=-G6>RO%E787V2Q[\$9)" C.
M2I&?] "S_ ()1_P#!1.+]KGX(^'OBII.J0+ _%C)X6&RVO-02-;:*R
M\826BN+C4;5XS.D\BAA;S6J/(07P_ \ E+];PCQ_AIQ;A/'_@O!RQ'#F;8J MGE_B;D^#IOV-
%8JK36&S_!T:<:<:E?#24WF4G"4H0G%RG+DE(_OKPTXFP?&. M3O@W-\=1>+P^'>-

X5SB4U*&*Q*H?V3SIRC+GM'DA[1]7NHQJ-7_*O[;=A]
MQSRNWDGY=N0>>G4\>V<#-6J\U^'OCS2O'_AFR\2Z1(TL=U&J3P A)[2=55)H
MY(Q\R[75G4E0/+9<9']\$A/#+N+8()R2!C/S-T+\\XZC! ZX_)L!CL'F."P
MV/P%:&)P6+H4\1AZ]&2G2G2JQ4XR4XR<' ;FM)*3::MTB8G#5\B*V%Q5*5'
M\$8>I*E6I3TE"I#=-WLJXNS3C):DU%%=%IB%%!!1110 4444 %%%!!111 M0 4444
%%!!1110 4444 %%%!!2'...M+10!GR>9P P)+X.<')/7MQUQQ MP/RPHXKB/&WBJV\
M^&J9\07&2-/MI9HUP7+R!'*(V,\%)H!'(#<._M"?
%VT^"AUM)L%SXHUSS[6PAA&Z2W2<,"W#*.\$QD ,V,G+9X)K M^3K_ (*L_MM> ,?
A#X6N/V9OV?TN?%G[5GQNTBXA\37^A)-?R_#X>ZF3'J6J
M7\D"F/3]3U:25S\$PE6:*)F8A> ,?L+\2OB59%2 M\U!/+M+<)G:
(HE=;F/C@Y;@8!_'&R\":#8>(_%7B^YL5N_&OB[4IM4\3^*KI M\$GU34+F2=YF@-^Y;:|)"
[N(8876! <*FT!*R_10V/<3X)\<8CQQXMHJ'AWPI MF\$Z7A[D&(2D\ZS#
594\1G&+HU(KG0Q.'4L+&4)RG&FI*T4FOG/I!>+F!\\$ M,HPWAUDZ>)XTSW#+%
<0YG1J)0R]5X^VP.%JRIM*\$'1J14DYQYK^_3^)^GXB_L MU_ \!+*VT)X?'7Q[O6U[Q]
<2_ ;WV/1NUU#'=W3K=3IJ MTLK;ED7"MSR.2&Y&X\$D\YR.F3VX&7I8PJ6VX55E@:-
^K23*V4C8G.4#G)P! MD<@BXTURQ@ENDE%)^C9_E_Q)Q'G?%F.5 M?.*U;EC-
SZNF=5V/V&_BY\0?#UOXNCT_10 M#AG5',-AJ?BG5[+2UU\$@;A<6*S\$/Y,O.T-
SPY.5&*C^('[#/Q?^"AVX\7: MCIF@ZSX8LHPT^K>' -9LM5MU4G >5XI!Y0(RVU5P ?
NX&1^HVB>*-=\2_!X; M>'?C%^SGKWCWPOIFFJ?#.O\ @F[:...TA016CW-
O:2(R7KV^%D+#+N);[Q+& M#Q9\#?AIK_P!^('B3PSH/Q)^!
<.D1I<#0/&>LW/]C:] +R3;I837+^/QM7*K^THPJ35:
M%7+W3K892;Y(4,3[6<%S>TUU_(SX9?LM>-/BMX:\8^+?"R::VE^!;,ZAJYGN M%+O"
(WE*0DG) "-M)"CY>I[^1Z-X N-;UW3_ _I:-?ZIJ%CIUBLCB*V,US M*8N9<'=N))P3@ -
OV/KKQIX5CT3X%Z]#?-XBT>.WNI?\$)O\$2SOBS#87)<7BZ65R=:DJ*A4G0I/*:U
M63Q#^L*G-*K&%;J49I13;BINQX:\,C_L;AC%8G-\+AGF\=)PA403C.684
MXVI2E5YVHQ?LU*7O26Z2=E^=OQ9_9C\7?!WQIIG@;QA%I>L:M8V]]:M:7)D
MMU^U2E8HY),\$; '0%BO)!&2Q9\8?V8/&WP-U#PW8^.;:Q\$_BG2H=:TH67]HW1+B.
(&WA\,>&;A 2,1A[V(>1
M(2,C9%Y8/'8D9!..^_ ;S^&WC+XD2?!OQ7X*.,EXJT.+P%IVES76BP27ZQW* M6T:DE4) :
(*R'D\$E"#R#@R3Q-S95> L1F.,H8/+>),'F#SBI&,:7L,31IR^J MQYI2A)U'9M3;E-
)R5TKFF9^'64S7'6"P%*MBLUX=QN%_LJ,9.4<5AY5%]:J M1CK[2,\$G90NH7Y#\E_ ?
[+WC7XA^!&?/Q\$VQ:XQ\A/P#E4&/N MXZ\$[/? %NEY>QQ0>?*#:6T5K 5>M4GR5 M?:
M+8O\ =JK&=FFK1;3."MPMPOE.(R%9A0KT<7G&5Q;I7::S*6+5!TX^ZW!1
MPUY6MK+GEL=CJ?\ P3(^.>DSK;ZM/X(TV\MKI[6Y\2VRW'V..,2/<-;ED#, M4^YCJNP]6-
+::Y4+(:^-7+^7*J- MN ;WG[KFE&T M4THII^Ezc_P2^ ^/.D74<6JS^!-
,R&)X(Y_\$T*S.Q;>TS6[L-&P; 0"&4;N MK9KQ'P3^QS\0?B)>?\$JV\-'2;D?"MM0D\3S"X01-
'8&1G6Q::0\1C3M M;'_!_ 2;V\|+?M)6]M!XN9-/V1P*6R)Y)68 +EG8MWQ
MD>+1XYXYH9T:%6\75G)RC!S;>DE'6_+%(I MK&
<#\U./:!/V#RW'0P.\$Q.8XJE7IUZDU4Q%/(YXB.%^L67M*/MN25._NVHZ/ITE_<)?RFTB-
N06:9YN>(^A89QE0PZ8]MN?V=?C\$\ET8OA?XPRT MLI64Z-<1PN\MTQW;A@C:I(+,"1V
!'W3_P3;(ZMX3^-?Q1TG6M(O+.)@^' M>H17FDS(T-\#
(2\$MX7QYH:Y48&T\$HS*4(ZG[+BWQ&E@N\$,WQ^3YG@L5F6'PN
M75&J=2G4A"HU057E4)MV;E+FMRI]>MOF.#N"IXSB[+;!GF6XK X'\$9K5I1]V
M5/FHQHUW",FURO2,;)K=)VO8^\$6_X)Q?%N/:DOB#X9?;!--;+%-XNT\F+M<3
M2"1E=60KCD!IQ MR)>1"6+?&[B4ER'5AM<\$JWS?PCCEx&X\X@SZI.6:9AA)T?
91BL)2HX>EB'>- M-JI&=+%U9JBW&2Y+RE=W5]=..^%VA^<7QN_9'^&_QYT6>S\8:-
'::C&LD5EX@LK2--0MO-'W3.BAVB MW@%E(8G^\$YQ7YQ?"G2_VF\
@D[^T7X<^.W@JUO?%_PICNQI_C:#3(I+G3]? M!RS&+5]
(UV"\$;DFAM'\$F\QX%#6B9,,*_H3ET-F.TJ."JX*C;N7&" ,#Y3C! M(W#T/!JE?
>&].U"TFT_5;*TO+6])AOPEQ9W?[LQR0S6T@,+81B.,NU]V'SB MONLY64YUD^;VY_A?
[3R/-,)7PE3#S@JRI^WING)N+4HJHU.W/923LT]#HX)
M\3<^X+Q6!Q=*K6Q%#"8ZA.A!S#/C/\,-:_M[X-
%;28KY([*07)VZO)Y:OHU\2_G6MQITVZ.X61%9[= MH HX!;]GM#U>TUZP@U+2[H7-
I?"">.ZB?S(I27^H?"/%V6>-7!L^)^K2C>Wnk9+I\VK7Z7VT/ M/>_ ;OZK1_BF%%%,04444
%%!!1110 4444 %%%!!1110 4444 %%% % M4;]H(8X7!(IS\N.H& .,C@YZ?C3&
<9SN?'4'&>,GGKP.N,Y_*I%=0N"" !G M)YS[?3GICC@@XK#?5-
/1I\$DU"R5U)#H;VV4P,"1AHS('P1C@\\<8J(QJU&TZ
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M,G/!Z>W.3@Y!/<9Q1(2Q'S\$' Z =/0>^R3SW&22.>/;/7R[XJ]>%[GQ;X)\1Z'8,5N[S3IO(D
Q^]C4. MJY_Z:?=.,=2>,\^ES3Q(@=V41E-Q9V6/: !ABS\$ ^Y'7&0<9J0W4-ZDC0RP
MRH2<30SQ3IA<'>(L@8C!*[BPR*\K,,NH9GEN9Y;BJ%7ZACL)6RVO>-U.>)C
M*G*:CRJG#GTFW=#+BM#HPN/E@L53Q%":^M490JT::FH^!]\\))1?VK:/JVM
M;GX1:GHUG+H_B7X>^-+&]M[&_EC;4C: RW>B:K8)]EMK^.-U),)5<%%&-@X4
MG#'YFN/V6-2FG=)]\?) A":Q3<\8OI+B.<)C*&2,* LVS!>,;E5]P(/%?T#_ M
!0^!OP^^(;"^U:&'2-99=BZM:W45E=2@|\+]H!:-+MX8OAWP]QW"WW%/ MA[A\5B\=EF
S:G7I8U8C\$5ZM;ZO3G4=+2#J1IOEDX2:4H0:NU]%QUP5X!>,E M2EGO'N'S')>):>'PM'\$?
V3.=:>-GAZ%.E&K4]E=-ITU&U1N8@NTDL<@8Y.M_6[_+Z/T9_HR-2P\^+N+8NHY-
4Y0UA"_NQ M:>'O[MG%L.Z2ULU<_WPMX(_;:\'6D>G^%?C+:Z;8*)!'86_B!S:1) (!D1P3
MI(J)P-JH%Q@ <54\6_##]H'Q_&;/Q;\5+#6[56]6UU#7]]JHX(_@STI(OV([A M@7B\?
6\$^&#Q>38[H95[K(8L[MN?E"%@<^F:*E](WZ7M.4\V_P"(9^'\$*Z;J M.N\A75YI-
2O[7VW-SJZ]]2NKQ=K.Q[7U/\$#CV="I3C2=*4I2I MJG9QITG%TKRIVM"),);Q:BMD?
EUX6^""QO\&Z5K6C>%?B%X8TO3?\$\$"V^N6MM
MJT<4=]#&K*L5TNUMX6.1E!P&*D!F)7 Y:R_9<^(VG:A::IWB_PA;WUI+'<6 M]P-151!-
\$_F120@<)Y9^8<;3]G-?K2?V*3)*D#?#\$+2A.=S1VZ6@CG(Z9\HR M>8X4D#)7WP,U-
%^Q#>*"\WCFT12N]I/[,@W/(VL%"IC!/4=1G!X[:'TI_IC MX;\$SG4\>""*
<\QA%5JL%1C/%0J+D2KR:,E-;)K<_*WQU"/C1X^U"/5?% M_CKPUX@U!
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MDV\$063SJ>!N\U(G/E2_PD]0#@D\SG]B'52<+X[TY=H(*-H\C!Q@Y/#*0!T'
MIC)Z\$5RU_I*_2T3IX*?
@QX=U:\$).=.,\3+V,+/XX4N:5.DG=/:56:4:M2E*HIU%)).-22DI3NM%SSDXK1:^\?
EUXR^'/[0 MGQ M?LGC#XCV6OVN]7%I>Z)\+,-&P*LL*!\$)4@D>8I8%F)YQ7!V/[.'Q)TNZ
MM+^RU;PPEY9W\$5U:W
U%4DANK>0S03QD,I\$D4@#IUP=O4#G]3FNRC))OZ7.74JM.'A-
P;@Z6*@Z=6&&]K"E6IS3?L_=C M%5(RUMI)-76S:>%;Z-/T<,>
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\$'5(M9\7^(I%\0:NEK#:QZCJ.N0/.MK\$7:. ,3]VDD
MC.I8,58D\$X(QSMK^RI\4X[F&ZL[WPQ%<6F0'GGG;\$*16T;7\$CC(6&%%E9F#9&?
D9P<9SUK;#_ \$G?I=PPSIQ\N#J M6%I0]G"G"%94JF'@I14.2G'EY'35I)Z-.3;L].7%?1?
^CKB*U:NO\$#BNIBJL MH2KSJ*G.K*M1Y?9RK2=-
RG4HM1Y92<7%*UK;_F#XX^""[0OQ#FL[WQ?KV@^(M;K3K46%K#H9?
5\>!J^#KPIREA:F*JQPUURR3EAI2]G&7,D]8 MRCHDTW\$ZH?
1K\UB(8Z/B1QE2Q-.4FZ]-*:-2490;5:-+FC:.GO.[A[K]VU MOSY\$W[:H96C\<2.B_*#_
,)1IQ4,, \$Y7:02&.>*,%>@(XN M, YQDXP.=6.N^+;6 M'6M;=(HGOI].
(ACSO/7(XR*EC_8KOIHX Y8 _NG3QC;NFBLVNEER0J]&B(0OG MG=OQG<<*H.-
,+]*KZ3V5UI5Z7@'P1@ZZ*:TY;I M71Q8OZ,?
@AFN'CA\7XG<98NBMHU6JM*3::4H1FE9.SUM)63=]#\8#^S3\7I&
MR/#=LVXDF3^V+!@<_Y:\$9R3DY(7!.:LQ_LO?&4M\GA2U8 -AAJVFE0&'S8
M\$CDGCC(Q@Y'4?LQ+^QK/:2#[7\1]-LV &T3Q+:L44<\$1R3KDDDDY/(;KF14_
M8VU*=/M%M\0XI(MH;SH+8SP,O(P&CF) 7/..[@\5[,_I>_2U=* &*EX)<)QH
MR2J^[GM6G&;2;4I1<))-
K5+7ON>7'Z)/@*OW='Q&XA:A;]U+#TINJ;3=KH_)WX:_LR^)=+\4Z5J_P
1)-.\,>'M"OX=2NH\$U2*75-2:VF62 MVM+.*W<@QS2 ER2&(+*2,\$C]"OA#)>>.?V@;/6M-
LREM!QVW[%D)GCFUSQTWV!P3<#R-CNF.!!+.^ (75B MI9RP*Y)##*237U?\
#+X7^!_AWIJVGA>!9'8(ESJ\$DL-Q=W)7*AY[A))-V1G!]? M1MV?F+#CD@
=^A'6L&6]MK1REQ/%!OEWCS;B& '.#O42,#(I ^ZN3GN#P-:W MD5D)\$A??
@JP4@8VX&T#@<'(P#G/T_H&\$:T:<'4A&\$%%1C:7.^6"M'W]>>\"(M1E=R.30H5FKT:%6
MO!\SJRBY6A;26MGRI+6UU:S>BNPJ5J=%PC/\$4;G>T)N[;NEO=:>BMHO,Z.+
MH1D'GH.<9)/7'.>O4_ATJ2JEKYA#F3&"05 R#CG!8\$<,1R1G(XS5NFDHKEB[
MI::MO7KJVWHWW-' (HR[2C\+71H*****8!1110 4444 %%%!!1110 4444 M%%&[:[-
\F#@ /NZ#L<'@'VZXSWK^0+]ICQ3X57_@J\=O!?Q9\1?'^3X:V M?AJRU/3/#?P6O]?
FU2UUIHX94DN+2PN@([28EF!5/+)D (Y'?LGW3C'50< M^@)QW .X\$GD<
8Z9_+WX=_L)^+?"/[>_P 2_P!L/5/'GA[4M^(/AF/P]_P
MA*:/;RSCB58XKF._EF,9F"1QL6%*0PPFT'?HGAKQ)E?#,)*)^9JFYXOA[' MX?
0E*,9QQLL3AY4*E"K.E65"HDI\M5TI.+DU!)RNOB^+ \IS'. 'E=/ SJTE@ ML3[?
\$NE*S:M:ZV:/Q U27Q6OQ8^#J_L(R_MF?):_CC2 M&\;0?%;^W[?P)2JQL&14CD.W R9(\\$.</p></div>

C'0J,\$C@XS^;O[7'[#?BC]I+]H_JFSX MWZ3X\T7PUIGP)UF;4K_0;S3KRYU36Q*\C-
'!J%O*L,* 2;4\$B':H /J?J<@\ M2,@Q7\$F58C/LFI4\KR_*^(L-7Q-1.M7QF)S3 U:&\$JUZA
<+2YGAJTHU*,U%S MI/WHW:U'-
N\$LSP^4YC1R[%UZV(Q699+F\$(^TJM4R:>)/A!\1M!TWX'?
M+:1J6K^#];M[#4+OX<:Q8Q:=- M);2I!J5SJ<+(MG;VS,LR2*XV(JAPV37:_P#!\$#Q1K?
C#[A_1]=\3:YJWB#4K
MKQEXOCGUC6+VYN[V:.*#49FC\Z6\ED,2P0R* @53'L55)4D5^GWQ:\&S^//AMX
MX!6%S;Z?=>+/"NK:#!#J4XDFM[:?5+22T\Z5(RK.8]Y8J, \$YVXR!\+_+*?
M[%OQ/_99_8[UW]G7PQ\30#EYXWO;KQ)/HGCB72+R/2M/Q" TBR226(D\$TUY9 MJV
ZOY;R1KM13@UY+SG@S< 9EDN&P3R3-<;Q3DV)HUZV)K9I-Y93PV(I8RO
M3JU,) 'V,:T2MZG]G<1X?B;+,PK8B&+PE/+,5S4,/!17-3G) MTTTKOGBG&+E)IV5K:'Y7?
\%#?BK\3\VN?C;\1_?"[/?Q+L_?AC]D'P[<:Y> M:B/\$DN@-X^<^<.V^'AN,6\Z?VG96EK;3(S
M&7;YE8,*_7W_()R?M<:%^_ M^SAX6\46]S'#XO\ "T-
OX0\=Z.DVZ>SU[3+6.VGNY\$=A,8[J2-Y8W8%9%RV< M;A7F?[/7_!)]IFSX=?#?
2]\$^+/@[0/BQ\2IY[W60&WQ NX+ZSF\3ZWJ8?^T+ MTP+>
(ZPREW:"&XWRQ0NJ,7*DOE_L^_\!3Q-^RE^U;XV^+/P.\>>'_#7P/^
M(*VD>L !RYTN_ECM9K59!%=Z1=)<^5!)%&Y2)2=C\$9D0[F!]C.^(. ,ZX9_U
M:XFE"D\>U1C"4*M2FZE6I/,*_7H2K07U>"A332NUYF6 MY7Q=E^?
1SV;I5HYW/V6+PDY-1P6&YI^RK+F7+"<:'OACJ?B&.]340L3W\$E\UMI5PS"UW@NN
MU59>A^0D5YE3/\$G@BX^(G@;PK_P3J^)G[3NN_'RR\9:*_B+PWXGUC7+S0].
M*B[1=1N_\$%OJ[NT%O+;\$K&HA:3=(-Y!%?N7IO["OBPN_P""@>N?MFS>.M#N
MM%U;PH/"K>#;C2;I;Y;=\$>%)VO"QB:=(2JEQ&J.5)*D8K+_:0_X)\ZUXV_:+
M^'/[4/[.WQ#TGX)_ \$SP]-[FYTFZN](\>: A9)K'4M/T^:WADNKA,JUU< M(S9"R*1G-?
4Y=XA\))82KD.&Q+=7^R^\$<)AX5X56\@KYS!'XA3HYO@*F73Q.(
MFJF(C"17I5I>_2IKE4+2?CXOAG/*D,QJ\U9RGQ)2E"NDXS=&>*O+EDW_ IO M<>:,4H:?
\%@-9\<^'_P#@G[9:E#X@U'PSXZ76_-CJ.IZ1J%W83QZ MM?20VFIQ)ZU>P>+O
MA3X1MO'O@+Q#JEU<7-S\0_#>J6?VG1;*UNKA7>\NYI([64(\DJY!9BV#7ZI M_MP?
LK>, /VN_V>+?X/6_BS0?"NNW&N>&=:U+6YK&>ZTMI]\$N4NIX(+;SA(OG MSJ'7;AD
4Y#\$JWFWQX_X)F?"S]H^?G36?B-=1CQ-\#8='LM6N]'M!>:,]+ MTJ&W\O3-25Y1*;-KJ
7"QR,9\$W[-^W"GY7(.)N!>?!M#(.+*&53\$YUF^/S# M%X"ERXO TX3I8S*W0GRJH\ -
B<4I8*5*I-.-"LYP4](KUNITJ,,7B73D^24\43FI2INUKJ:2C)_A]^S7X_P#VD?&'
M !3GX!>._C-XA\1Z+H_[04'B/Q[H'P\N:LFF:9X9:*2?1;2;2A/#%#YD\$<4 MBJ8SDLW#
BOWR_X*1_M/6W[-W/[VMKH\D#?\$OXF2#P+ \-],DNUM2VMZROV0W
MTDADB*6VG+.9Y)5D4*Z#YL*0>.^ (O[!GB'Q=^VW\\$/VIM%\8^'J"_"/PL/
M"UIX'&CW\$LUQ:0Q"VB>[BECCM'2+ &V/82HRA-3?&?_()_R?M(_M5:1\8O
MCOXCT3QO\(!GA^;2? OPD-G>JFF:G39-Q'E<)2S*O4Q^!CAL;*1.IS4L:Z?UVO2DVVEA^
M>LJ;AR\K<'%KEL_R]_X)\?'#QY^QE^U3^'S!^T+\2H?B!H?QS\;7XI^*^.)
M/\$D6L6>E^+=3Q)/[+^'JIXWNSB#P[;:E/#%/?V\ P61(9F@E9H)'XSM.0*R_V MKO\
@D)\#/B]X+T^V^!^DZ!\\$OB5X6]F MEC1F0%A\$!PQRIDY^PZ]IJWCR2I<*(85F!^_)&
[+A3\U9GQ#X>9AGW" _&,\JCJPQ6
M&XEX9I82&'A1Q&%HU*65Y00ITVZ,J,I2H5\11C)I2I34H^C3"Y5Q%@\HQQV1
M4G.>*E6K8C 8R&)K2?/S5H-^P4G+F6O-'<^ M2@7@9!^P?V5/V;=8_9R\,>)?#&L?
&3QY\75O]7NKO3+[QK>&[N= TUEW1:5 MX=BA57ZOB5E ;=R,?'GAW]C?
@H5X"T2W\\$^"?VY=(?P)8JECI. MC-XH\=7\>KZYJWBN1%M;2^53#,-%T^\$F.QM##'
K1;G+/&Q!C5R@^0S[-JVC
MPF9*OQI@,RP^.Q.&J8?!8;*5":A2K1J>RA*6!HPPBITH)U(T+WL[.2O)>ADV
M!4ZD7-.SLI)-JUS^8[P7XF+ M>(OVJ?VNM'^-+?M2>.=_\$W6+;PC8?!35_\$5];^';-
;UU:WU..UOU1=Y/F M1) '@+ #@\$ECN7]D/V'_V;O@7\0=6L?
C;X)D_:9*W_@/Q3):6OA[XN^)=>A>] M6.-C-<:'>W)=1T[4_AY+K26T=Q-O -
CK37GBSPSI/PSEV/ZCK%J+9%,4.I&[E# M(QOQG<,HH55/R+C]!XWXER'-(E";J4ZJY)U?
4'=)?N[6L[6O;Y&\5^)_ \$*_P#!= 'P?X-M_\$VL+X0N/@P=:F\1ZEJ,>BOJ
M@TRX4W,MB]P+*6>3R8Y640D\\$(@9):OL+_@K7K-_H?![_QKUW0=2U/1]3TFTT
MR2QU+1;VYL-2L;EM3M5\$EO-;RQ2_+=HR9()#* ,C,_W_X)Y:[\;CCX._: MC^"OQAO?
@S\;_!>BMH5KKDFF_P!MZ%JNG*KQ01ZII[/%+(D<\$C1D1NA*XVMG M9M\3^)'_3V_/_
&D-"@^'?[0_[96C:_\ "N\NK*;Q3H/@OXU+6H[* M9+@6YO)M0N (I)\$0-(L8)W<=
17"9CP;F.(V\WK\4Y%EL,@RC T,YRK&83 M&2QV/Q&7XG\$UZJ\$-
&5#&O\$4Y4Z2JU*D;0Y%)75CW(87.,/_;V#CA)5'C\7
MCI8*I*S]A2Q6#]C14=HI4:KF)',=4NH+M;F5A.YN&=BQ,B@EMG_)?X8? MLJVOC\ X*?:

&S]D_5/C+;_ /A6W@/P0FN:0T7C_66U9]0D>WDN)[B[%X.7 M\$C"\$
\$(G#*2*_J&^'O@;1_AGX')^ ?#DB^\$]!TOP]I[22>9,;/2X5MD: M<J9)8U\R0XX8N5.X5\#?
#K]AKQ3X'_X*_%']LA_'NDW^C?\$3PROA^'P>FE
MSK=614Q*DS7J,L; ,R1;FR#D.%^8\$%?.X=\0:.#GQ_ [7I4,/C,DS6OP_0JX" MC4E3Q&
(S!5,/.BJF%J2H2=%5%&=[PIMP4;N+>6;<,TJJ'(\$L-6=6GCEVY/F=VH\S)?_ (Z7^RK_P
\$_/VC?#7@/QGX[U9E M\+^(/\$UAKWB7Q)J%_KVDWKQ13N+74I+A[A\$#J]?*19 &*D'!+>'?
LZ_M&^*O M@9_P1OTS]H".XN/%7C/1O VJ:E9W6KWEQ=R3ZM/<20VT]_>5(6Q*ZJ-N
M/EXR2?U%_:F^#^J?'_X'_\$_?
X0Z/K=MX:O/'.@76A+JJW:OZ1^RG\3[[2/B!H]IH.I^'M6N[2P>RL-0L M+XD\$BSN&>:..
[&2S2JP7S K(J#:M>;EO\$V4U>&Z:SKV.88^MQAE>;XMU*4;/U MTI+EA-
TTI1NVWW8G),53S3VF7RJ4\%'(,QPU"G&,_%'
MQ5TY/\$\A_PCXNU+P[X9\)VM\WFP:18QZ9<6SO);1GRI?-
^^53*+CE_# 'Q=KDVIZ7IMXYD#:@MU5?<96P5 ^;?!_\
P3N_:G_9UANO"W])W[8\$G@WX9-=276F>! ?B+X./C M*RT!;J00+:Z3'M/LH_#_@*WM+H-
YB+HJRS@RN[L9G=MV%C\ORW5F?T.), M\>.:>:3PO&.60RS%NO+
Y+0RJ5.KA,-.40J^\$48X"%*E4IT_9TW..(DM'+F>R
MY,FRZ>%>\$4^&;5QN'A!8G,,1C)^RQ51J+=;DE.2E%JS47%6L>1?\%4/VC=4 M\%>!O"/[-
_P\UBTTGXN_M\$ZQ9^&=)U.ZU)=/7PUH&\G5M?:3[1!-!Y44;^3*
M7C\$C!@'RA8_)O_! *W]H;7_@Q\9?B-^P1\O\'?C?Q3H\GB/X;>/KS5DU*3Q
ME9306DEQ9?;FO+R,RQLMR(K=9A*BP@^4NXL_VA'_,\$V=(^)7[2OQ(^/?[4.
ML:'\9+/6;"ST7X=>\$UL]2L(? 6F6[RDJES]L0-++%<3*YBPK'YVRS-GS3]H[M_@D?
X%\2>+/A\3/V6-0T3]GSXD_ #'Q;;Z\=*QV6U;;C<]EA8^QIYW^J8.<:DI?
M6(X2E"G#!5L/"G[*;J2K.*:5188[+>+Y\01XCPM.G3IT,1'!0RF51RP\L%)1 MIO\$.*7L9U?
>E-3<>:+A&//9M'E7_ 68\3^(_#?Q!_8@/AS6]>T.;]\<-.TG M5DTC5;RPBU/2_M>FG['?
K;3QQSPMY\X*NAR&.2W!' [RV\$;I;0(85ABBB2,' M> /*2-%7+L2?0%BH_*O]O#]@KXM?
MAZ9^S[+IOQ8->"/%_P8UZU\4SZ MO-H-U>VNI>(8X;
<&Y@L!/'MMTGM8Y55I3OD9@%*8K,?)FG_@JA%"\$?[7)=2IK";#C"JZQJI*C(XY'\&T.'+
<_ %U?AP-WCA_"A\$/FPZ5"L;/(LD0G7,3QR*_\ & I!_(;5/&/[*>A^ M&1?27O\ P4'^
GC2UL6:Z\?ZL/\$MWI&E:EY<2"]OX9[Z>%;6&\+7OP[^+/[9?@K4? >LPMI^ MO1>'_A/%9:
[>Z9-
E9HH=5N;EP+N2!Y(W=DV*6!&,*3]7P=Q)PCE^2X'*NZ3E1J7Y7%7Q%%T7&,6I*G2J;*_,
[GZ3?L=>)/#WBO M]GOX<:UX9^)NH?&'3+OP_9_ PL+5)%DO]?N(XQ'->62YN+J<+E4::
M>610+5F\$;E5! &!]&U^)9O/"5,US*I@'5E@JF.Q53".O%0JO#U*]2=+GC&4H
MQ?))*T6E91LHZQ7Z-ED:\NP,,5%QQ\$<+156+;;4U".[6C;5FW=WN%%>=>= MP4444
%%%%%%%% !1110 4444 %%%%%%%%% !1110!#Y*G[QR/0^P(X).I_ U\$TT6T88 ML
>5"XR<8'3C.#W] ^>M6**EQB[W2=XN+\XMIM/RO%/Y=@[^:L_-;6*_V:/=N M
P=NWCTYX],9)[=Z:+2(= /<8X/7GK[_ .&.*M44Y14H\DM8>ZN5MN-H_#[M
M[:>@)M.Z;3Y>71M>[=/ETMHFDTNCLV4TL8(RS*I!8DMZ?-R<*<@\$GN!D9/K3 M?
[/@RIP24QM)9N"N<\$#=@\$9Z@#.!GD9J]10HI
M0HKD:E&\6E**;;O:3O)7OU>Y66UB4L<9+9#\$]U/4>W3K3C A)]"P8CGJIX[\
M<#'"4=FVW=MNZ2=W?1:)?@5OLD66.. M6!![C!SP >1U]::ME" H(!VYQU!&0 <<\
<#^M6Z*7LX\TY>\X\W*VVW'G^*UWIS6UM: 4KBUB (QP<9Y;MZY)./;([^M MD'.2> O/
M]T9X_Y]NG3BK%%+V<&Y-Q3ZO09[-;-:;!!J4_M324I?:DH]*3W:71.Z(? (CY^5JTVT)<(-
W<8MVM>RO;M?>WE23D\$X/7'3I3C:1..5 P0054*1@8_AQQC/'N>W%6:*+*
M\797C\B]W?96LGJ]5;=CNV[W=^]]?OW*ILXCU<&E[A=V:Z-\S7>6ZD M^[71]K6Q6-
K<&=<=>#DZZ\$V25K*UG&UE;E;;MM9N3NMG?6^EJQM8B?HS;;5T]FV]-
NU@C[OP^ [I;333MZ>7?7?4K+:Q
M+JW<#W)8G/KPV1^E'V2(=%4';LW;NK[MONRK]DAW;MHS@CIZ_CT]NQY&,4@LH0
M2<9)'4DL>N0?F)Z=L8_+(-NBI=.#NG%6>ZZ;N6WJ[Z6U&TFK-77+RV>ONZ^[MK?
35V6ROI8BBB6+=MYW'))'/IU[,8P.U2T4522226RVU; -M_B-MO5Z_\!)+
M]DDEY(****8@HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B ABB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH __9 end GRAPHIC 5 forms-1_002.jpg begin 644 forms-
1_002.jpg M_IC_X 02D9)1@ ! 0\$ 9 !D #_VP!# \$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! M 0\$! 0\$! 0\$!
0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$!
0\$! 0\$! 0\$! 0\$! 0\$! M 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$!
0\$! 0\$ \$" P0%!@<("0H+_\0 M1 @\$# P(\$ P4% M! 0 %) 0(#
01!1(A,4\$&\$U%A!R)Q%#*!D:\$((T*QP152T? D,V)R@@@D*

M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7&
MQ\ C)RM+3U-76U\ C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\O 'P\$ P\$! 0\$! M 0\$! 0 \$"
P0%!@<("0H+_ \O M1\$ @\$"! 0#! <%! 0 0)W \$" M
Q\$\$!2\$Q!A)!40=A<1,B,H\$(%\$*1H;!'! "2,S4O 58G+1"A8D-.\$E\1<8&1HF M)R@I*C4V-
S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.\$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM::WN+FZPL/\$Q<;'R,G*TM/4 MU=;7V-
G: XN/DY>;GZ.GJ\O/T]?;W^/GZ_ JH # ,! (1 Q\$ /P#^ _BBBB@ H MHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ H MHHH **1LX..N#CZXX_6O-[KXN_#ZRNKERN]?
 \JZL[B:UN8O[+UF3RKBWD*: M,O'IS1N4D1EW1NZ-C*LRD\$@'I-%>7 \ "YOAM_T,?
_E)US_Y6T?\+F^&W_0Q M_P#E)US_.5M 'J%%>7 _/"YOAM_T,? _)2=<_ \E;1_PN;X;?\
0Q_ ^4C7/ M_E90!ZA17F' _N;X;_ |#'_Y2-<_ ^5M' "YOAMC/ "1_ ^4G7/3= _T#?3GZ4
M>GT5YA_PN;X;'G_A(OCG_F\$ZYVZ_\PW|.M' _N;X;<_ \5&.,?\ ,)USN<#_ M)AN>31==T!Z?
17E_P#PN?X;?|#'_P"4G7/_)6T?\+F^&W_ \$,? _E)US_Y6 MT >H45YA_P
+F^&_ 0Q!G_D\$ZYT'? \Y!M' "Y?AO@'_A(^#R/^)3KG.? \MN&^XHL!Z?17F! ^,OPW'_
#,7'K_9.N\$?F--I/^%S?#;./ ^\$CY|/D)US/Y?V; M19]F!ZA17EX^,WPV)Q_PD?([?
V3K@_ GIM' "YOAMU_X2/T_YA.N=^G_,-H | M0HKS#_A!UTWUH |/HKR_ M (7-\-C_ ,S'[?]
Q)US_P"5OZ]*/^%S?#8?S&/ !3KGKC_*!M'Z;^5KWO MVM9WO:UF!ZA17E_
N;X;?|#'_Z_\PG7.W)_YAM' "YOAL/^9C]?^83KG8D' M_F&^H-
*ZWNK7MNMUTWW\M_(#U"BO+_ \AESU"BO,!\9?AN?\ F8^F, \ \$IUS
MOTX_LS//M1_PN7X;\? \ %1|>G_\$IUSG/I_Q+? _U=Z%=D)M=UJDN^E|+Z7VOI MOH!Z?
17F' "Y?AODC_A(NF/^83KG?I_S#>|! ^,OPW'7Q%_Y2=H45Y? _,+G^&W_ \$,? _E)US_Y6T?\
"YOAM_T,? _E)US_Y6TP/4**\ MO_X7-\-O^AC_ / *3KG_RM_H_X7-\-O^AC_P#*3KG_ ,K:
/4**\O_ .%S?#;_ M *&/_ P |.N? "MH_P"%S?#;_ H8_ *3KG_RM_H |0HK"V^)-\461U'0|P7U
MBL\ML9Q!=6^)XEB=X_+NX()QR?7/&.OAG*-*! ^%'Q, ^.'Q8^+&A^/!%/A;X??#%_ |
MEJS^& /AK!IMQXIU6;4?B%XMI':+SU%+6P\$BV:7W/ MZ?\ MJ?!VU^_.OQ, ^
WQ%UOPY\/\$W@L_L^P^#3\2/'.A:#K7Q4U?X\ _#>?XB
M3Z!HGA&|@M+K2M: ^&T@TOPSXFMH]7\0Q7.KZW8,ESIQEM[>[X3]NK]G?XD?M
M*>'--\ \$>&?A?^S;XIT6/0-;71_&?Q<|4_\$SP5\2O@U\0-2NK1;?QS\ -M<^'N
M@:U/<6O]GV.G37VAF'T'^U-0T6VBUXU33/(LHO!OBY^P%6_?'P_P#VY?#K M>+O ?C?
Q|^T+X#_X)Y>\$ _AS\3O&DVJ6GB.YU;|E2P\+V_P 7_ \$?C"\7P_K>I M>%;KQO=^'Y=2T5?
#|]XBFU:X^RC7[BP>)IHOT3*M6KXOEE"M1J+ #7KP@
MYJ<)27Z37'QH^\$=E)J\%Y\2_!5D)X>^)VC_!77%N=>L86T?XN^(?L_\ 8GPU MU-
9)!|A9ZF;JW6ST.9OM-P)591O(BKY ^ P5, _8H_X1/4_&*?%K3I|.TGX
MK:=*KJPM[|PQ)K3C5=7O--L?B;#9CQ,(I?A#+8Z9JOBE?&'VH7!)Z/J>K)
MHKM:FU;SSXJ_L?\ |O_B+XR_%BX\':M%)/@E\2/V?A+^VM%J>OZSXWL/BI
M:2^\$WT"W\3^ QHMGX;O_K""MKJNJ:9K#ZS, ^J>39:3+;;/|ON'TF'Q)^R M#^T1-\.?CO\
#|O)_@;<+=?MJ^%OVP/@;JVJZWXQLI?
\$|VWQ#^JX>J\##&PJPJ9;7E&O2J8G\$1KX9WJ4,'AZ.*J1J4Y8J4T^Y^,'B3QQI4/@GQMI?Q
MH^%N@_\$|PUX@TVYNK/38='M3;Z_::/86K:CK<^NNT>H6+/B!;ZYX!U32M>M/\$6C>\$-
U U*WT'48; MU-*N+UIM(NM-"3WL,=IJ<R0-!-M_ /+XR_L/_ !W^*6O?&[XA:9XG^'_A M?
QKXO_:-_9:_) \#Z)IOBWQ1I>D37_P<_9^C^%?C;PY?^+4%:GJ7@^ \M_\$E M_J6J?#[Q-
;^&?%4BVVFFV-UJ>E:7Z/AC3?B M\7+/X_:E*8_&_B+QOX;L_%7Q>L-2M|. ?
5/&>J^#/'FJZDSRRVNH>(;O3_!&
MF6HO[C4].TMW:03<6.RC@Z&%P&*PN>*6)GF.283'Y5"K*O1I8:>&RF&XEU
MO9/&5)0J3S+\$3Q.&3H>VA6I4H)T)-?,?JU!4HSY(1<88*DJ%OVG?!W@'QQJG@?
3\$^+WPB\7>+?#O@|3-? \ (^- /!NK?\$2|+DC MU#Q+8RW6G:|I5MJT:K+:_P'G"
[AO8K'Z'|'5'L,4W@OQ;2;7]H3X,W?PY\
MZ|; ^%O%_CJV^(OAF;PMX=|0WDSP6&BZKJ\6H/9V^I:E+'+'IEHLSMJ?DW+Z>
M;A+>8I\1ZQ_P3BT71_V(?BK'\AOI'AZS_:4^+W|/_P/^%?C+XD>+OB!\0_%
MFD7^K>\$|3\(:UJ&C:9K_ (KE\2ZCX2^'46IZ)J-UHOAWPAX;T/1HBNDH/#UK
M!9V\$.G;/Q>_9#^_E|\3/VK/'GP,UOX;>"M+^,?B3|B'5O!OARVU?5/ 6H7/A
M_P#9P\#^*O"OQ\$|--XH\.^ ?\$%W\(-6UNXU?2)/"/C;P+INLZ_%IMA=V,DFB
MM.8YO2K9;X>YA4K4LNS'\$Y1&GFN*HX>MB,4JM+\$X"C4RC"*7-BJ6.Q-&AB*F
M(KXG+L2_:3E/"8J=>FL).AA\#R4L7Q5A(4I8K#4,=*6!ISJ0IX91E1Q\$XXRL
MXN%"KAZ+J47AJ>&QM!X9I+%X6%*+K_7>M_M8?LP^&_?AKXJ>(?VA?@|

MHWPU\8P>);OPGX_U#Q[H%KX2\1P^#KNTLO%C:/K;7?V*\F-WFH65KK-K*;
MNRN[NVM7M_.D&6:S^UI^RYX=\1: SX\ \$7[1GP4T'O3X=;Q6GB#P]K7Q\.: M7K&AR>
KS4-\9PZM87NHPRV-QX;OM*U"VU"WN-DQDLY_LRS"-V7XC_9^_84
M^*/P[UO]DR]^ (MW\./\$UC\ \$?V@?VWOC!X[M8M:\0^+EO[+|HKX3:5X5^'3Z!
M+XM\+0S^ (M>T+QC8/J>OWGB"739H(D@UVQU'5=58V\72:#^'Q'XRM?'WPR\5Z
MS;?"S4(/"W_!1SXM_M;*>*IICS1:X:F2<"4Z^*I_ZQYAB:~*GC:E&M0J9926)JQQV:
MTL#0]_!R?MW@&K0A"-/\$R71#,>(YTZ\$WD^'I2E*A&M3JK% MNK33P^!=;\$2FZ]_-
^_BL3BJ=&,5)-8"LW--**^O?\$/[5W[,A+P;X%^ (?BK]H M3X/>'? ?
Q.35G^"B_6/'_AZRT'QS'H5[#INO/X7OY;P)K0T'4KFWT_739>; M_8U_<06FI?
9KB6*&7H_\$GO\^!O@WQ)X#%\%^+?C#_/#OB[XI+8/\-O#6K>,M M!M-9\=QZM-%;;1-
X4L6O!-K%OJ]S+':Z-=6P: '5;I_)T^6XF!C7\MM= _8(; MHB^#/@?
X4^#?'/PPT_1]'Q%^VB/%GANQ\;>,O =FND_M%_\$:S\4_#_6M-\7> M\$ _%YXEUK2M T*.
[MO&/PB'_ BW@[7K^:SBU34-?MHX)-(JF^" [*?][0?P- M^(G@?
Q/HME^SOX_T7O+\!OV3/@[\7E?W7BXZU\~KK]F^'D]JNL_""D)X1O+
M+Q5#XDMYYM5T.WUB;P4--\8Z;X>U^ \B<:/%!=;U^&N#*>'JU*'%?UJO&KFZI
MX95L!0G4I85T7ETJE>IE--6U%\$ _:%T/6=&_M&7X/7'PYT71_#:&35H]8\;H_P 2?
&*_%\$ _B'PII4D=OKMOHMS)ZN'UR/V&)]PQ,8+DQ&)5&I3C7Y76C5KT(S<.7"0A*-1T
ML94Y\1[6%/\$1C0^ _#/[4'@CQ;XVNY-%\5_!O4?@+'^SVGQWM?C%:?&+0)-1
M>R@^(6J>!=;FO_!AMD&G_#W29])O8)_B3/KBZ2/%-I>^%UMY+VWD=9[W]M']
MD+30"?AQQWJ'[3OP*L_!OC34M;T?PEXGN?B5X:ATCQ)JOAN33D\1:?'I'T;_% MU6YF^/?
C?^QE\>_VBXO'>L^+[_P"#'/@/Q5XX_M9&^&'PEFT?0-4\5>+/_EM\4OA?\ M2:'\?'C+X M4\<
#WX8^//B/X,\-VTGCRV\ '6GAKQE?^.'J'^&*>+OBB8K'0-1TOQ+\.=4MO
M"7@Z_LAX:>1<%8FOEZK9_2P-*I4HT<*JOE0JX]!?'5\NH*A5D\~&MC<--U/,>(J-
'\$2I95+\$5/9RJ82\$\+6 M;Q%2-9\=:+H6F017%G;6^GFRN MO!D M=2CUS5T\1_V_9+8V-
DMOYMY=^,_[47PT^\$['C']K6TN7^?*PK*>% M-&\96=S_
M3T/56\8Z+KGBI0?!UE<^%M6O-1M-"O(AJ7B">>XFU..W2VM+\ MJS3QB_#>L_L+?
%NXTKQ5'-H?PA!/"=SKW@W5M+U'Q7H-[V=?BTS7;?5X8M9TKQ+X;L] M.
[19O9/BE^S#\? \ XC? \$U?\$_P"RIKWQ \ \$^+_VB? \$?P_P!+T"^^ (EY')X:\ M\$ZEK^F?
&K1OB/9S7>ID_!]*OP]5CG*]TIYOD>7YS0CB724LK]C"&;YM"K3PTZN\$G4KQF5/GA2
MHSJQH8.G553\$5J&RQV?RIYJI9?*G.&!S/\$Y=4=!R_P!L5:H\A92DXT*UH\M
M+#J4%B*B*M*K*/+!'U5K/QL\~'^OCQ)\]=TS5] %U>#X%WWO_N_&.M2:5H_A#
M3_!VE^+X_ "-]:C6TTC:C=W%JFCV^EPS2W.H1E0J^,_\$?IN;X% M^'?@!\4_C_\<
"7QCX&_*TCX2W_@73?\$V@_#7XB:&]Q;WGCSQYX?\#Z='J.J M6UIXA_L-
U;6[G5;7[9L.L.K+HM_I]LDBSWEIR_\$7_@F)X5NO\$WQNT;X\$:=
MX(^"GPT^,O['7B3X%7#6.J]>-=8UB'XJ:M1= \5VOB6^TW6KS5Y?^\$8N~\.
MP:7J4MEXAAN4266%=%+CV!HGP8^,OA?XG:]XO\ &GB74O!>F:DFIWMAH+Z+X/T'
M2O"VHP:'IRV^BW.K?9[>WNGZ<)]D_4YY=B*F?U8T(2R5XS#8NK##RJ0JUZ?U
MV6*PT7BL52YZ5:<9?4,?/#932P=.KB]JF(CF,50RKX[B>*Q5"&7PE6<<>Z&(H
MT9580M3E""5:/?BQXJ^/'P[^"?B;X>Z#X[T6R\ 'WXB_CX+7V MOZW\6+/3;2W^~?
AWQ;X5U'1_A?\ \$J3X>W>HZ1XN>WT6TU34X9;WPVOBOOK:
MUDN_"OB'7#X>N1/<65P\?S;<_L:_'V^.\>K;=)\K_X0:?_,%\$H?VXI/QE
MJ\$OBJW^_VI:1KNMI?:_ \+NU7PW=>'K(Z!8/=1VEXGB2[B\4/:Z/:S0Z)'%) M.ECX-?L0^/\<
P9XC_9FU#QTWPQ\0:5\&[? \ X*\$KXFLQ<7NN+++=_M5>-_P"W M?AK-ITNDRW\$L&D-
KEO)+-4SRG@.& P'G\$ZM M=86&+Q%:CB*,\PQ&
(=#%5HX:BJN&AA,#+\$594L,Z..I8S\$TFH5<1B(56KD<9 MQ)/%59K+.2\$ZTJ5"A.E-
X:C3G5]G&LL/4=.7L*5.,)RG M]C^_P!JO]F7X76GAO4/B~^T!(O!=CXP\Q^+O"EUK_
(YT.SB\0^%)T#6W MB;22+MA=:%=IO^R:FA-I=O'(EO.\D4B+U6A_'7X*^)_B-JGPC\~
%KX=Z \ M%70])CU[5_AUH_BS1]0\7Z9HTUM8W U&T2UNY+V&V6#4K":5GBW6\5Y
]P(M4)*_SD?\$7X;_!_,9MO?AS\/%_AFZ^)GB'X<_LI_LN^!=1^#WABP_:'@)? MM<^*
OQ?^ (WQ'M? ?A+Q[\~? ^I:-KNG>#]9U_PJ5U+\4KGP!9Z+JUI)I^ MGIJ-
E_.*3_J!XI^%7[2/P%^,7[2]'3W@;PYX'E'W6B_&?QEI?P7":M\1OB
MGK7QW^,WC\:)I/PSUR;X=ZIX9MX?A#XM.M0Z/\!6-7^%GCI_ (1WQK;)>:AJ M5EX<\-V-
S>:?U9AP)D&#P^%=#/JM2OF>#Q57)JV)K91A<%F6)EFE'!9?2C!T
MHXVC2Q.&KTL54JJ\$<~&:Q-*=6C/"8BCAL,+Q'F=>K55;+*=.GA,3AZ680I4\
M;6K83#O"3JXG\$U*K_<2E3KT:L\$JLO;VG!TZCT'2]3N1JE[96_]EZ=,WGZB
ML,TEZT'%I;W\$Q5#;T? \ ,_9^ \2_\$2+X1^'/C;\+M>^*5U?>*=~M/AYI?C;0
M]OOI=7_@FXUBT\6V47AR.Z_M/[7X?D\ZQ_:%J8!<1QZ7J%Q"):6DLZ>/\<
M[4/P/^*7[0'P6^\$WA.&7P-HWQ#\.,?%]IGWXH^/8I-5U6/PE%\ /I:LM=\?::

MX6U&*QUFJU".\^WP>%_M:K'J\$,=L]UJ,"2&['BWA3]C#Q[X?6_!0Q5)+/V M(-1"_!
!1SXT_M8^)]9TJ[OH/\$5_P#"KX@VVM67A]2M,U7_(1<7=UXUM;> M\TZ.YTG4)
(=&TY85DM=7NVMQ&_SV7Y9PKB,FIU,?G+P>;TY9Q&=.A6I5*-6=
M.I4AE;JPQ5)4I8*I+.#.G[7_5XUL4L;0J0E#]VY>EB<9G4,>UA< L1@90R^:C M6I5:-
:+J1IO&T8U:->,I55.K[.<*L'2I1I2E=IS]G]N^"/CE%_B3XM\8>!/ MAW\6?AUXY\?:
#Z4)XX\+>\$_%NC:_KGA5WN7L5.M6&G7<\UFJWR26,LAW1)?*
M]J[L.#&/52W8<]Q@\D9P1CJ"..>>.1]?F9^S9"/VO\]F3X!:\\$/N@?L?
MZY>?!KP]IO@GX4_\$6^F^).FZS\1=#UCXP6OB3QEK7Q&T]2O#EO-X0NQX%O=>
MGATK2/\$?BV#Q%\1[;1-6OKZ+38YX;G]-9)/%Q*(_D>:X@\W;YJP D0K(4^7 MS0N!)L(0G)
PU>-GV7Y;@,PJT\IS"EF.7*I4AAL0L3A:V(KTJ:HNGBZU"!X?
M#0P=/%JLG1PU:\$L3A:M+\$8+%U*N(PU2O4]++<3B<5AX2QF'J8;\$\BG5BV/7I M48RE-
QE1A*O6K5)RH-.C.I)QC4:H5:<(4ZRY5'0?3Z44#&!CICCZ45XIZ 44 M44 ?8?
P" _P'1'N/^QAU/_P!\$V->VUXE\ O\ D1]C_L8=3_\ 1-C7MM !1110 M 4444 %%% %!1110
4444 %%% %!1110 4444 %%% %!1110 4444 %%% %! M1110 4444 %%% %!1110 4444
%% %!7YU^*^ D9_\$O_8P:S_Z<+BOT4K\ MZ_\$Y!\3^)</_%0:R/Q_M"XXH PZ*** \$(S_
)_S]#[48XQ]8SWI:*] W&> M, >W?GD8]1@]>.G7D)@^@/?@X&X?U_7]?C MJ1,.(#&,8
PIR!GG:,KC!Q@\$CC(R%^8?G)X _P""@UA\-"GOO\ B-K'PG\0 M>+ _?PY :FC_ &7?-
OV=3L[SQGXZUC00!3:Y1!/%=]I^O2:;IUGI^B>)[+ M7O#_ (>TW2YKF\UBSTN"]G>&
[O]+:R_1\L59&'4.I]<\$'KQ@D @\$E0"0=RX M!'Y)_ #3X%^//\$U[XT^&-O#9Z%JG[. _P5?
3IIG4;WQ18:K8Z7XQ^%/BV.[^ M*>BW_A&\32+K3_\$5YJ5CXT?3(I=)9+*QO])U'2->N]-
U&SDL%^OX4PN25O]2
MKYY2IU\+@WE,YTZF+JX+EPM7&9BL9.G7P_]VG.M*AEF6RK*&)="ECO:TV/&:
MJ5CP\YK9C3^K4LMJ.G6Q\$<='FIE"LO:TV/A94(N,THN,85L;BI1E.\$*GU))M
M3A!2^PHOVP?@HGBKXFZ;JWB?3/#!/@#X9?!GX'?/4/C+XDUC3-*^6J^"_C]
M>^(>+P0]E=7,RWUO<,=#M-RWUM!]LGU_3+&QCENBRG2O/VQ?V3M/^&>F_&:]
M_:+^\$5K)]8URZ\+Z9X_G\8Z=%X!YOARP_8\$^.?P^M?VK-#^#7Q0%\%^?
#OCOPY\#_![_L]V_B"# M7O!_P]^&_P &['_M0-1M;;1]0TFU6/B_ ^'??[25A_\$]GI>L_"
_%S7/VA?B3\;?"WQ*F^,O[0\ M/C'X37?Q#^%O@GP8NJ^%/B:UC>^*O&>LV]
[I/B32/'_D_ %3_\$>C_\$OPT=(N M-0NM,OY9DL?H%P_P!6G"7^M,L/1=;**(?
6*4)U,/B,NIULPQ.,6,RU_4L50
MQ=6E];C&K4H8:OAMA\+.7EO,^)Z:Y'DL;LO9X^;E.G5=.E7ABXPP MU&DZ-
6"]J7PZG&FJB@YTJM&52<'4E&G]M_M&_MS?!"IGS3AIB>* _OCIXM7<_ MPLN-
%^"]E\1=+/\^,=;\+?%#Q?X7T"V\76;+I7B20V&EZ!XF3QS%:C3)9=;T M*S66&XL-
/ODUFU]JT_\ :)_9_P!;^,^I?L\Z!;OAOQKGQOTG4=5TNZ^%VE^) M+*Y;)>Z+;7-_J5B-
\$29I#J=EIUI=W][L,4DNHV=K;7,_%WA[Q/X: ^)%KX_9ST3P!X<
M\0Z5X5TSPWIFH>%= "\.^+W*ZOKVDW4,DA\V.I3^#['0K:UUF;5K7K]3_8T M_:;2_M?
^%_C/XS^*A7Q#\+!/O[2'Q(^+NAQQ>+_B+8>);+P+10_'B3PE:
M>%=!^%":7_PJ'PGXI\C688KOQEI=Q-XG\=G??WKVVT-K=92R+@2>!IO7\$M
M.EB:>59EBJE?V]*<\5F\$<-@:V\$PU3 SRFC]6PT,2L?0AA74IYC5A[#\$XC'U9 MU,/2H7',N)
(8CVCRB3HSQF\$H>Q=-4U2H*>(CBZWUQX]SE*5&=*JIP4/1G#Z
MNX3E"I*7VQX&_ :A_9P^*C";X??#?XY_##QWXZBN/\$5K-X4*>*M.US68YO"
MEK:7OB+=;6,DA\C2;2]MI[BZW?9)UF=+.:X>SO5MM#P\;=!\75]%^T_#S6;;5?BS?
ZSIT&BZ#XA\17.NAO#GARNPKFV%]9^, M-3COKZ^UJ=+;Z\TSX1_M\$_#S]N7XG_M&?
#^U^"7B'X9_&G0_V; "OBRP\;^* M/'VC>///" ^C_!JRN\107_AG3?
#WA/4=!U;5=1BU34;C2[?5]:MK.5X+*"YDM M1+=U,)"G.IAL'A;5
M7RK"U\4L%BL+1K4\3B(X5^UKX1UJF^\$S3.*M+#UJ^!G0K4\YAALQHT,+7E5A MA?[-
IUG+V5;\$8IKV>88G"156G.=&I&@J_) "4JE..S\)_VS/A+K_PY_9]UCXR M_%+X ?
#KXH?'W2[^]\,^#/'7Q7A\9>%M>N+7QEK_(0MO^\$!\47VG:->>)].
MNWT>"WEO;G2=.6'Q(NL:;!M>RZ3+*_(^"/V_/A3<-!)Z]^SUKWP]\6?:_V MB_
/P0:Z3\0?'%OX+U?1M\$^(.I>-;/PMXJ]*6^E6_B5?\$FK\$.R\$;MKWPG
M\,S26,_B_1;6\N+T:-+\$81\S_"[I@C]HSX8Z!^QWT'ACQ5_"BCX&>%O#_M
(4^)OQ5\.>*/BB_B#Q/X2TOX^>-?BYKGPXNOA]=.*OPS^*O@W7-(UW2H/#E
MUXUT;0/\$G@+O;+J^N:1J,XM]-, 'K_A?][DCXZ;8%^_!&J>(/A9?>!/AK_P %M\$-":
[\#ZK8ZAXOB\5:OX UCQ[\2?'OQ"T+Q7IUUHLVCV?BZPN_\$OAG3?"%K MI%[<:5J"P>
(+K5]8M@-.\T\3E7A_3GBZU#-Z6)G.KBJN%HO\$T'A:.'6+XGH
MTXT<)1P\$:N(6(PU'AO\$8?#RS%XW"TZ]JU:M3HT9X+\$\=+%3U(4*=7_3H1C2
M5*I*G0JSQ-27U7*I).K5Q-.=.U19JG*.&C3</MA/AG^U'^SC:O%%YX)^\$GQM^'?Q'\6:?!I-
SX@O= *: M\FJ7T&A6E[8Z?%M,O?\$.N^.-. _:&\"?\$NP!;!X6 MTJ]T?2E\8^)E&N>&-

+USP[X@OM'TV\M[!-LM508(;9'X+ @E)+XMT_Q#KN@ M:IX7\3^*=/M?VH
M6OA>+Q!XK\1KJ7PETT^\$+6Y-RD6I:I92Z.FG\^*X5X9>1YWF^3YQC,=+*Z<:
M="E.ME<%*O[;='V]12PN'G+#5*4Z6*PF%I1P^*Q%J[C[7%U5B:.&UI9YG#S+
M+L!CLOP^'^NSE.I54,94C[&-*\$U3HQIU:DX5HU'5HSJN7L%S1J5Z,:4[O[:\ M*_MJ^&/%?
C'XLV\PP\>Z5\\$/@?XI^(O@KXG_M,ZOK'P\A^& @OQ)\+M"NM: M\4IXG*P^++CXI:#X?
EDM)]*T+Q;J/@Q-\$UW4\$,5G.SQW<=E[=XF_:'^!/@T MM_PE?
Q=\\!>'@OA#P;\0)9=6UVWM;:#P-\00\$=EX1\#>+;B[?_1;:0%/B74I
M#1M&U&XGCM[VYN4;?'\$KS)\>6OI&_P 1O'/I8.A?'7X@^'/V,OC\ CX4 M?#KQ#\4-
#USPO!J_L,['GQ9TRP\BXT&_TBZU>SM_&%E8^/+VQM+ 24CU_4 M9K.^OYVL+Z'41O\
ZO<#8J-+%K./[.PE*#U+'TL-B:>/<*F>5IX2I6J9CB\ M.J.)Q&%J9=C\RQGU7"4*%' 8G+
(5,)1QU#&_6I M6H+#>V6"4*JBL+1G&=*GB/X+!TJE:L57&4L7.:%MA)X9TOU6\
(_MD_LD>. M]\>\\$^&O!G[27P9\2Z]\1M7O=":\#/HWCC2[O5?\$VJZ?*EO=V6G6*RI\IH\$D
M<-HMPD*:I\<.FM=2RH#R/[W[:'P;^.GB*]^'.GB3P=X(^-L?Q%^+_@72O@ MI<>/M\
\$7CS7=-^%/BG7M! X2ZQT]=*\W:Q>)-+V7WB2#03837.FV,5SY
M5_K%C:R:L_B/CG]BOX@>(O&?QU\4Z'JOP[TQOB;^WW^S[^U/X=N2^K6FIZ?)
M.OA+I6BVNKZ'J5Q9^'&F@/5-=0ZS-H=A8S3Z05U&>6XU&QFU"^5N1\ _L\ MQSL?
B)_K3QOXD^"VF_!SX=?M9_'7]K(SX&B7-\<+_%;XD7\BNV\>="#?
MWVEV7ARWM+:UU+0]1U3Q)#.UUI\%N= LJ/U0:!8ZA?> M H5Z+Q=?"?
6<)C*6!CCJE&G1HX!0S&G6Q&(AE<)\3I4L;4>'JUJ&+H\LZ1O/ M'<2PQ%!!?
V;2G3ABJU&K]7I5?95Z3KQI4IRK5,6Y81K#X:KBX5(I2E#&4HXF
MC42Y8_8%U^V)^SQJ%K\8++X<_%OX9_%3X@?!OP+XW\<>(_AIX4=Z3)KSQ>!
M]\\$O]7U&P:YMK?4Q#&\MC]BO=5L++68='>=9[RVD\$;P'LO@_ \>/ OQ>TCP6EA
MJFCZ1\00\$ _P9^&_QNUGX6KKL6M>)?"/A'XG:5'?>)>7\JV&E&^TUKW]9I%KJ MZZ=8+?
SV\$D_V"RBF58_SD^'OI_7Q]TCPG\#/AQXT\3_*'PC^R+!/VJOA\ M&=<^'^D>+]-
\4_%74_VDOA/X@^%2:U\4K'4;\$Z7X)TW0+/7G\0ZMIOA6[\73 M:QXJ5M9D>\E'VE?O+X
_#GXH?##3_O@WQ5:_":X\(>?"?V<_@O\ #B/Q%X:M M=9D^)>J_\$/P7I1T?
Q;#JVM7MA9V5_P##6**&"[\&V[K%JEO>7%]>75G +L&N M'.\KX2P6#Q2RC-
/[3Q5*O*I0J/%X=5ZU!4*D80BJ.70P]?ZR_JN/J8*FJ>,P M=3%RRK\$9EB:>35YU^C+L9G=?
\$T98_!75J.J:IU8>QJ*+JO\$I+F=7'RKT73C M.MA5B*BITJM+!T<3'!0IXZ\$88/@'IJQ?B?\
&SXA?"SP+%\%/B=X@%\% "GQ]X MC^%WQ%^.=MJ?PYC\%>%/'OAGPS=Z_=Z;J_@ZZ\80?
%*VT.^N[: A&=&\82># ME\ZIK\%\%O>&#?.F9X_);)\+?\$'X7?L5?%:R'^OC?2=\$_?;
^(<C\?!-EJ5 MQHGVKP5J5[:^/IUU'Q5 ;^"2+P_/=W0_M&QF,?EQW""R2_P#V M4/BYXO\
VQ/!G[16L;:^SO\ #6+P'XJ\;ZA? \$WX0-\1K?XS_"X?ZOX9U3P
MUX6^&GQ:T+4HI;P'<6ME;7.E/K_B66]\1ZE(VFNV@KIWGHEEY'^SS_P3%T?X
M':%^P%XCL/"GP=TSX\ _L]?%31O&/[1GQ0\3>)AJ/Q-\+Z58^/X%TOP_>WNF
M)_EW&=8%\%;QZIIGA]#RM <_:5,2PW/IU,OX 6\$IWQL88FI@*_JV&Q>,OI M6,_U?
SZ>)AC*O-2H.E7SFCE.,A'!X5/ 2Q6'RO\$8&//7Q-3CCB>)G7E#ZNZE
M)8FO&5:MA,/AY5*#S/'H4IT,.Z<:L:D<#+,;5+ZQ*,*GLI8B%649T(5/:OAA M_P %)- \=W?
@=+_X(?&3X?>"/C!=_'_1_A!\0-6UKX>:SX7^)/B7]FW2O%>K M_\$GPV-
+,\>+K[Q1X3U&WLO!VL)IL_C'0-,L-2N%M_L5Y=6%? M%OAS]ASQ40@/QIHVF?
MTZOK.C^"C?/H\DG@)]\$^\$(O&UY<^*WAO/)U:![3P
MY<6\$,7AF6]E:ZNH9'9(%ED3PK]EK_@GGX.^"/PTOM0\9:#X7\0?M+7%C^T)H MNG?
\$NT\6?7?7_#GAS1?BW\X@<+HUOX2\>);U/"O@FIE'\>(M)T?QKJ'@_P) MHVI:W<1:M+?
ZCK5SJ%Y=WG_? \X)DZ-\&[4_8 \9^'O#P=_ %7X#^(I= MU\ :>^(6@3^)^DO_
(HV^I_#KQ3X6TS^QKN\TX'5OI.U[7;*]F.JV/AH)8VU MQ+"7E1+6M>(<:=\$\'KF>54J
MM.U*C2H*K2P7]H5U22J1HX:*G'\$8B=.FG]U_LN?&O4_C]\(K3QUXD\6'@OQ
MOHWC;XF_##XC>#M)U*ZUO2O#GCSX6^_M<\&ZU::3K%W;6EQJ.E.G::;I?B72
MYYH%D&FZ]:02O+-!,]?0PR0,8P.,=1C"7H,!ID=."*^%?^">FC:K'\#/&/ MQ_U;1]9/\A
'7]I#]HCXV:'H/B#3;W1]:TIP=XK^(=_H_@^75-(U."UOI,N
MM;T/PS;>)H[.]@@NH]/UNQ\R!-[%_NP?U.;VY_7TZ=J^(XCP^%PF?9MA<#&
M%/"8?'5J=&E3FZM.A:.&E4PM*K*52=2EA*]7\$X6G.I6K5)PPZYZU5^?\0Y56 MK8C+
<#6Q,I3KU<-3J5)RCRRFY.JXU))1AK5I^RK-N*DW5QZ M\<>N?3'UY]T 8SP/P &
<=/[IY'4\&G45X]5OST26O?2QZ%@HHHC"BBB@#I# M^7_"(IQ_V,I_ ^B:&O;:\2^7_"
(IQ_V,I^A_P"6% CZ5[:0 4444 %%% M% !1110 4444 %%% % !1110 4444 %%% % !1110
4444 %%% % !1110 4444 M %%% % !1110 4444 %%% % !1110 5Y1>?!:P?WEW?7%GJ+7%
[=7%W.RZM?* MIFN97GE*H)<(ID=B\$7"]#&# KU>B@#Q_A1GP]_Y=2_\%]_P#':\A
A1GP M]_Y=2_\%]_ \=KV"B@#Q_\ X49V?\ GQU+_P_%]_ \=H_X49V/?^?'4O\ MP<7W_P
=KV"B@#Q_A1GP]_Y=2_\%]_P#':\A A1GP]_Y=2_\%]_ \=KV M"B@#Q_\ X47V?\ GQU+_P

&]]_!=IQ^!_@JB&TU0I&&\$:'6M0'H';7\=IJNC^&=4U'3;A[:ZDEM[B.VO;>"#?M1^)^O#?
A']G+XXZWXM1:~#X5T5/A9XXL)-9\2ZSIN@:1%?:O MXT@\$D\<:%NO4#)^'WPD\%^ M(
/@?7]5M+Z74]=\'^&=7U*6+4KJWBFU#4]\$,R]F2WA=((%FN9I9!!'"! M%O\
+ACCB5\$7L7^!_@"1B\EIJDCG;EWUF_9B% 506:4DA0 !DG X %-^ '
MBCPSXP^"GPLUWPAXD\>+-'F\#>'+*#7/'^MZ9XAT6YO-'TRVT?5::VU;1JJ
M]TZYFTW5;&^TV^2"YD:UO[,YM)@D\$J+![0!X_*+^'O\ SXZE_P"#>^ ^ M.T?
*,^'O_/CJ7_@XOO_(I7L%%'CW_HOX>CI8ZB/^XO??_*7_A1?P]_MY\=2_P#!O??_!VO8**
/_^%&?#W.?L.I9]?[8OL^O_#U]>:/^%%_#W_GO MU+_P;WW_,=KV"B@#Q_(47\/?
^?'4O_!O??_':/^%%_#T=+'4A_P!Q>^ ^ M.U[!10!Y"_P.\
2.SO::H[LXFNI#/<"-96\V=G<*5AC"H"\$4+P!71T44 %%%!!1110 4444 M%%!!1110
4444 %%%!!1110 4444 %%%!!1110 4444 %%%!!1110 4 M444 %%%!!1110 4444
%%!!1110 4444 %%%!!1110 4444 %>2?'7XE
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5C@=/O'.\9P%_MG|M+_H MG/[+W_AZ?BO_/.#KZ?7H?>? \1#:G4 ?+W]L_MI?|\$Y_9>_
#T_%?_YP M='JL_MI?|\$Y_9>_ \3\5_P#YP=?4-% 'R]_:/I:7_1.?V7O_ \Q7_ ^<'7S MU^UC\ ?
V@_VO_P!F[XS_++WQE^\$_P'R]J7PY^~G@/6?!&O;?B]\4KV\T:>^ MB6X\/^+= 'MYO@*D?
_"1">/\$MKH_C'PU.9(6M=?T+3;F.XMY(5GC_ \$FHH_- MG]E']G]IH']CCIF_X+_LP?!GX3?
LOZ9\./@EX#T;P5X?W_&+XI6MYK\$]E\$UQ MX@\6ZS#;? ,0-XC\>);O6/&'B6X!D:
[U_7=2NGEE>9I7^A?[9_ ;2_Z)S^R] M_P"'I^*_ P X.OJ&B@#Y>_MG|M+_
)S^R]_X>GXK_\ S@Z/[9_ ;2_Z)S^R] M_P"'I^*_ P X.OJ&B@#Y>_MG|M+_
)S^R]_X>GXK_\ S@ZI:CXE_ ;0T^PO; MY_AQ^R\RV5G=7C?*C3\6PK+;023E6:/X
R,H81[2XCD9-1^R&\6TM1O@MD @D9^&WAHC.#W!!'J'"".*^AJ "BBB@ HHHH ****
"BBB@ HHHH * M*** "BC(/OYHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHH MH **** "BBB@ HHHH **** "BBB@""YN(K2WN+J=MD%M#<+3/M9ML4,;2R,%
M0,];45CM568XPH)XKS1?C/\#@J]_P"\$@8[E#_V3K(R" <@'3\C@C(."A' M%=UXA_Y
&N?][@?4_2*>OS?CYBC&1C9%ZG&0!S]K:2W;23: ^Y \A<_PX_Z&\$^_! *M9..F.FG^_P#]
M;F@_&;X<#/\ Q4!_ \%>L9STQC[,=N.,\ _6OQG^+G[5'PV^,&B_ GP;\%OB MG\=/B5?_
_D^*FL>'_AS=^ =+O-" 1:]X<_M2TA\>=+/#4_C#6'O;:_N&
M\,>\$X]0U2&PLGO9REN9C;1>&?VR_@][J/Q[^*W].WB_Q3X+^'GQ!\"_%G1_A9
MX!TCQ!XZTW^V_C#<;KX'\->+TUKP]H=S8;:-I\$27?B./P[:V-Q=ZF-2U&W5; M+4)+NX?
3;7VX<.9U/'K&4\OKUJ+P,QIRJ0X'FN7QKRP\72A4CB7@I2FXU*F'IUBMFN68=Q6(S#!T'*
MG%5,525X*5.FVDF[W]U\-%.Z34Y--V3/W]'QF^&^0\A(2L#J,][
=AFOQHT][L/X3Z?!\>]7^+6N>%_@IX4^ M!G]06O?
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QC4HK\!/\$'_! M0S2/"GA7XKWOC3X%>\ X;?\$'X,^(OV9K?QK\//B+XK\#;?!%X%_A\=:9X0
M_'\$?3'_A&_\> %[C1M'L;N_P#\$6L6%P+.Y2&QCL+BXL#=75]IGT==?M>?L
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M8UJU"=H8JGAZEZ=:C4IU8N'-2G!JHH^TH_ZV_\ "YOAQW\0\$?72]8]-WCUP'Q/K6EZ+_
%:EKFSOKIHKJWB%K M?~!Q1YW6Y71R7-ZJ&E%)9=*SA MB:=2A-
25HU:=2#Y90G""1+'X"-U+'8'-E%MO%T\$O?A&I&UZB;YH2C))7]?DKXP_:U_9>^'UKX*O\
QQ^T)\(? "EC\2-\$A\3> KS6_&VD6 MMMXI-SRI##XBTN<3212:%)/Y
U>Y:VT\3PW,!N%FMIX8NQUCXY?!CP[\5] M ^!.N_%7P'I/QH\4+\$V@?"V^1Z?
%XUU5;FVN;ZS%OHPD,RR7UA:W%_I\$_D MW&H64)O+!)X)(G?
+^RLS2C*66YC&J>*K*3P&-LZ.!?)C*GO86FU##2?)6:3 MC"
<9J4H642OKF\$O;ZSAG[U*#MB:'.IUDG0A\=G*O%\U%?;B]Q4K2M^F_"Y_
MAS_T,"(S_9>LCYA_P!N'([OQ],N_P""S?#C)\0'GO_&5K&/7@_8.>"/SS MWK\D-
'_;Z_99\0^'_B1XJT#[H3X2:]X;^\$%E;ZE\4-;T:QEIJ6'@;3+J].F
M6VJZY)9R3&/2[C4Q_9\&J6HN-.DO"D"7C2/&LF)\>?VS/V>?V<[(\4ZA\0?' M-
G/K'@W4/AAINO\ @CPY+I]XUM3\7+FX/@R]&E:IJ&BV9L+K0=-\0>-+FXE
MU**2+PAX6\0ZE!#RJRBI1A+E_8K_ (7\ .?^1@/_@JUG/M_S#\WLH;F)+>K=
[^VC^R'IUAX'U*_P#VE_@K9V'Q+M+G4/ 5W<^~(C@3Z? M;:W?
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OM.@N+G3AI=O=:]=9V
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)%=6- :SPW-K<1,4GAÆ210"V*RQ668_ ^QEB\B./#\$1P]2C4J4I>RG'%8
M/#8^BE7C>A*M]5QE"=2A3J3E3ESPG*E.,J=;/#XO#8EN-"M"IA4*<*E-27M*
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A)/\$.HZ!>)<-;+:2 MZ#'=ZC8V-\&I2QV;\<4UW<65O<]IXD_:P_9@'\^ /!'Q5\5?'_\$.SOA_X:
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MJ**!A1110!EZUK%AH&F76KZI/]FL+-8VN9_*FFM994@C/E6Z23/NFEC3Y\$8 M@,6.%!
(X+_A<_P_./^A@/_@JUC_YJQ\7\ DG'BC_KVL\ TZ6-?#%'V__M_,+G^"_ \$,!_P#15K'_
_,@5\S?ME2M\?_V6_CC'_@U>_%_P_"?B[XT\]:MI:?"_P"+7@B[\3^&-?)
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M:KXXT^Z\2_%9/#&E:'J"^+O#NBR6&F7&G6VLSZK=:=IFC3OJ\$UW%H5:N,IX:52,Y*K
M5PU*FJ%.IB?;/#TZM6GYTLTR^-;V\$L52A4^LSP:]I[2E3GBZ=)598>G6JT84
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M64'&D_: /V<8KGJ)/I: ?^%S?#&@#GQ#CC/.EZP,>Y_T G&0>1QCH3P2#XS?#G_ M *&
]G&E:Q^)_X\E?A)J]/;=[IVG_&+PUXL^"OB'X%?'+X=_!G6/C?X3\# M?
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M+GE]>ISQ.#6.EC*4LO>84*V7QH*I)X^CBJM'VM*KAY0IU:51P MFEF>
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+F^'&1_Q4!Y./^05K/_R!C.2.O09K\ C'_M &O_-EI?%VK?#U?V@?
A;+XUT*W\7WFK^';;Q"=ZAI\@#1-7\2^.)9FM8I MK1U\ (Z#H&N:EKZP74TFG1:3?Q2J)
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<6MQ&=2:5K.*ZB:REFC MO,0-S2R;-
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M!_"74OAEX.U+3](\5>-[7QEIK:+X=U;5I/)TC3-69W6 MIM-
1UB5631[1]7SM5\$5Q)IZ7\$=KG[-GB#XF7GP:!_ \$KPEXI^ (=Y M\(+[XK>"+M]?
TVW^'GC&2/POJWC2S\)6WBNTN;V_M]>C%\Z7-X^UH'0&L=+\
M!I=ZT;^>^LWTQM]609W6EB.7)\TMA%*6,&!/6F M?
\$NR\0:5KU[XFALU@C\#;Y<6FFW/B3P_=WUVECH>OSV&GVVKSO\ 9;5KBY0I M)
[1\4/'5A*_AI\1/B;JVG7NIZ= \- !/BKQSJ6DZI:A:>%-'O-:N]"QE
MNMWCM([RY@L9(+>2YFB@CF:-I&,8; //4RS'4<3AL+6PU>G4Q>*GA%:#ITJ\$<162E%U*%

M*6&AC/W\ (RDZ52.'FJE2G+WX6LV[H_1[_A,#_D' MXSCMU]*7_A<_PX_Z&\$_^"O6/?
_IPIC^1]*_*#[M7]F2RT'P+JGCOXR?#SX4 MZWX^\&?#/QM9>"_B#XPT;1O\$FG;=\6-#N-
=\(0WT4LZVT@N+>PU&"34K2672 M[::P=K^YLDNK,3^H:C\=_@GI?Q=L_@#J?Q6\
V/QPU"!IK3X477B*RC\=3*N MC2>(U0Z"&^U0W+^';:7XK*
<17LVC*=2@>@>S:&>>JF3YO1M"I3J5HSG2B^3FJQNR88[!347%'X=\TJ4%^_I M.M>?
OJMGT>^M])]+JSO:Z[=3J3>ETTWK\FDT_1III]4T[M--_<'_"Y_AQ_ MT,!_\%6L?
(%:&D%#P5KVI6FCZ/K'VO4KYY4M;8Z?J<(E:"VFNY1YT]I%#'_ MLM[>:3+N
VS:/F(!^\$*]#^\$O_)2?"? U\ZM_P"HWK?^/\J!GW;1110 4444 M %%% % !1110 4444 %%% %
!1110 4444 %%% % !1110 4444 %%% % &/XA_Y M &N?][@?
4_P#TBGK\WUSY*Y'2),>N=J\#W/OTXS@5^F%W;17MK2#X\$?#X!0+35<*/[7NR !P ,L<
<8 M]Z3U6]O^&?9KRZK;=.S1_7l:K\&GV:W7X'_MS?LJ_%S]J::S\^-^\$ _#_[-FEZ M9::ID?@?
X^~*[WXJ:-^T9\!/%;ZR][X@\2?#BZ\#6O]G:_97=G::2NG>'K_M
,0>'K*._&HSZG]M6:&6UQOB'^Q3\1/%M_\ M":MIVL_#V;5_BM^V7^RY^T)
MX:(1:U)J\$&NIX\$^!NA>!]^-3V/B6T_PE(VG^+-6N="UZ[T?2=#>]V/R_P!I
MMYVIZ.MW<10_T\$?^*(^'O_/IJG_@VNO\?_K>U'_"BOA]WM-4&
<"PF"P&%J82EAL!!1P\JKJSY7C(8ZHY5*^+KS?M:U*BZU.
ME]7PM91J3K8"K6Q%>M+Q:_#^6XFOB,37A6J5L0U*I*5;2ZH5#?V.?
V@/"OOI^%UT_B+X+7?P(^\$7[<_Q%_:ZT6>_M*Z\>1_%WQ%IOQ2L]2ZIH\> MD"RU;%_
_L=_M0>"/@#%/A=H>K_+/>M>)_V6OVJ?\$7QJ^\$-WK.K?\$:P/V_ M
!#\$>+/%_QD\;ZIIWQ.FM/"EWJ/ACQ+::S\9+VTI^Q\,V.NZ2^D:%9I5/Z.!\"?
A_D_Z)JG;G^U[KGG/KV/^/7FD_P"%\$ _#[M::H?;^U[KGCZ\9S
M[=3VKHEQYGTY493662]A4H5HP>70Y)U:;%+'T76JI8U.I5Q5/,L93QLG**Q%.
MLX\E&4:5:AE'AO+(*: @\;'G4HW6,GS0A+ZLU3IOZLE&%&6#PLV/&<*OL94(7
M=6+JTZO\WGQ8_8,^-_B7QIXG^*]@?Q[X0TGQ?I_]9?Q?_:+ \# :2OC7QWX(@U
M7P=\6/AGX1\!3V>I^_O#/A76=;\#^/-"N?#M%^(&O?#[Q7H6G74_B#Q?K?P\TOQ'XJ^+
M.I? \$R=6\0:UH=[XMN])B_M&>VEGF\ -LTFI-+]GTFUTN6&*#[Y?\ A1/P_P#^ M?353Z_\
\$WNNF/KWP!3?^%?#X?\NFJIP\A
B;78"(.RRG/&3C3JWS#"U\B4Z\G&=#\$QJ1KI*4/=E.-6>L9J*M!\EXOG_![XE_L" M?#\?
L_>)/A5\#/"WACP[XG\>?\$O]FOOO\1_\$?C[Q3X[\97'C>Q^"WQ1\'>,= M8L-? \5>+
[CQSXHU.V3P[I/B+3/"A^ZV:!:S:FMB(M*M+FYN4X'X@?L>?M)? M)\G\
<_%OPE\>_#_PYI_Q_:_^L_CW:>%(?&7Q"^&5WKO@%O@O#\Y] U'XC?#
MWPM+XS^&OB.R\6C_(22Y'P_>5?%6EVT>EZOX@LK>[OK1OZ'S\"OA\"!]DU0 MX!/_ "%
[OWX R,Y_SWIW_"BOA_.?LFJ<[L.?WNPZ=/3I2PW&_\$.&4E/
M%T\=.K6K5JL\SPZS"=6IB*F"K3NIVA4P&'>'472EA:<(T,/4IT:5.\$76
MX>RJM;]S.C:E2HI8:J\-%4Z<<1'D4*%.*<9O\$3G44Y5)3J>] *L.JH_S^?LF? ML3^/?
@+XE_8OU3QM]JWP[\2V7[-'PG_:@\!^(9M';6+Z[OM>^,WQHMO'GA360 M"-OK?
AZT"6V\A\$W^F^(I\^]T_4+"_O9=-L%U.REGO4R/@?\ L+>- /AQ>?L#7 M?
B9_A3JA_9@US]O_%KXK'3XM0OY?%D_[4E]J\$WPMN_#QN M+>#Q+ /XD.E2:*
(O)\2ZHL4.?Z&O^%\$ _#[_GUU0]?^8M=X]SP1S_/7KQ[QA MX1\)>' /BY\&OAW;:))
<:7\2K/XEW&K7]QK&J?VAI[>="=\$T;5; :<(IUM2MY- MJ4T5[]JBE;RXXS;^6Q=C=?
CKB+%5L97JXC#>TQ\<1#\$.&\$C"/^U5.(*M;V45
MB5&DG5XGS>JH4U%>UK4*C;C3RG!TX-OFC#V\4U]8J'\VGBO_()O?
M=ZC^S!\'OV>=)^*WPL-AX6 M_9D\1_!7QKI1>_%7PGX;C\;77Q* \3^-] + \3Q2>%/!
<=Y\6_"V@ZGHWA6'P M=\1;>P\>%[VVO?\$%AH>J71DBO?L+0_V6?
C5X5^+'QQ.D:G\ \$]4^#G[3UC\, M9/B3XKUZW\7O\=_AEJ/@;JG?3_@??
6WPS^RZ4OAOQ1#]LTU?\$'@G4_\$.N^'Y M? "%I>7EF;"
[FE>5_WH_X45\N]GJAYQC^U[H]0.?O>O';K]!0/@5V/LD?9-4 M&./^0M=8/3.>>, \?7MTK?
%>(/\$.,H3P^(>62HU9YA6J4Z>5TJ\$95\QQE/'U:
M]\BZ\$G4H8NG" MAG.52\$91BL32QT+TY9T>&_JH5%5I+%*<8X6\$9RQ+FU#"8?
MZI3II2P]J<:=3"OZO5C"\$]R5"I@YSG5?\ +;X)_ P""8GQE7X/_ !2^%OQ" M\9?#O^U-
4_96U'JFKX<^-= (^ (7Q6\7VL=JWC7PSXWTYKGP)XA\+;:#HOP^'\Q MWWAE&ET30;WQ?
=V]_J-QJ%G< 1W%E<>F^-/V+ _VH_BOH7[7NM>/_ !#^SYH? MQ(:!))?
L:6/@O3/!E_\1K_P'H.L?LJ^_H?\$]QIWB;4=>\-V_B%[\5;=H^G MQG6M*L+F87VKWML-
#MK71X[K4_Z1O^%\$ _#X?9-4[_,7NR!C P,G^G8T?\ M*)^'W_/IJGL/[7NORZ]#G_/_:U/\$?
B:IB*V*J5A*,JE&GBZ]A4=.]*#@DI&/'=S<^,]=^&UY\0OV7K;QL?'7@OQ::CPW:ZS'\-
;N_%[? \ M(EK%K;ZMK,[Z58W>KZ!IC@QQ^;?M;?L?MJ?M\ A?6-*D\9_L_>#X?'WP>U
M_P &>*? 7A'QK\8/!7P]\,-IOB5XE\;67B+9H/@UM0^-EKKVBWN@::K\$/Q0 MAL=
(T/Q>NN>.=(\+O=W?DW'] +X^!7P^QQ::IV_YBUUP2 ,E#&N4L4HXR<%7G)X MF]2I&-

&SG;&8N,N7V=*I]9J2J4)35.=+^=[XT_L7?&'QEXI_.)\6^#5^\$U]J_M_P
3OC=\\$_BI\+]:UWXC?%OX<>,?AC<_#\ 9WNOA/<>+/#OC+X<^[F[V/> M.+/Q/<-
-9Z=/8^*_#7B+P9/J6GZJ^DZE>6YLOJ;]GF_ ^/6F>)/\$?PK^)UMI& MM>"_@S\+/@5X/M?
B[#X2U'P=>?%_XUWWAF^UKXLZIX;TX7%OH-Y\.?#6G3># MM,L]3TK0=(B/C"
[\0:5'<7KZ3?VVG_KY_P *)^'W_/IJG_@VNN_7J>^23_\
M7H/P*^'W&;35"/3^UKL@GD_WLYZGC%>;C>*,=F.6K*=A!B*%*FJ>"F\-*G M5P-
58;+%\]9H..)G&5;ZEE\:-IP5%SQ%?%SHU<4Z56GU4,FPV%Q3Q>&K8JC5
MFVZ_+6YHXF+JXO\$_#_#6/"OA72;>ROO#"V,_ MCC2?\$USINJ7UE//!H]A#:I?Z?
X@N;ZWMX3YKX\$_8?_:.^"P^\$7C'X;WG[-GB MWQO\1^VCX00_ _Q3;QT?AK'X%_:8^-
&I_\$WPIK/AK4/#WA6;5;77]1%TN[32 M/&_AB30+72-;L&?
P_8: ^+)IKV3^DW_A1/P^.#IDU3_P;W1^O.?KG'OB@? KX M?\$ _>>J\CDG5[OH1V&
[WP<="3C!-=SX\X@:J0E/ SHU;+H5<-+!S5"K0]C4H
M.G.%+'X5J4Z53EJUL/4PN(JN\$*JDN0YWPUE5^:,<13FJDJD:D,0E.\$G)37*
MYX>K%QC.,;4ZE.M2Y7.*I1E)5:?YV^"D^*:Q\08OB"OPZ'ABW\3:?#\ (V! MIXCBU5_ \?
AC1DOV^(%OKI:RMO\$8\6C7AIT'AEY-(B_-#2HY7:^6X=_6_#O_M",7A\]_I?
T0'V/]IVF1UYQ@>O7@\G'UN?@5\N/]\$U7DCIJUUP>W?'KG'3M
MQ5FS^"7@.QN[2^M];4UGLKJWO("VJW3() [69]XBZ\$X=1(BED;*L,J1@U\G6J
MNO5E5=.C2YE!>SP]+V-%W3@J<5%2 MG.SDW*I-SF^:2 M23V '^?
CCI2UD!:1110!YM\7R!\./\$^3C_1K(<^IU2Q 'XG@>I?""^Y2,Y M&#[U^C6O:;8>(I)O-%U-
)7L+](TN%AE>"4K%-<)LE0AT(DB0DJE?:/_"B/A]_SZ:I_P"#:Z_QH_X41\O^?35/_!M=?
XTGJGKHTUM=6:LT[-. MS3:=G%V;M*+2E\$TTND[.IGJGZJZ\NJV[73_
O]MCIE'XN_M0:YINE>%]\$_9N M\Z?I5MX:D\ _M\$ZW>?%+1_VFO@5K%KK\$.J>*:[P-
)X.M4T+O3::DMMLT;1M M8\1:+I-HU]?27]I/>&*^6KKW[%WQ!U+7?&'B"TU/X01_O
M]_PHGX?<_P"B:H<<8_M>[';_ 'N.#C(I=>E+_P *)^'V<_9-4X_ZBUU]1U/; MIZ?
C7U>&XTSW!8+"9?A:F\$HX7!PE"C#ZHZZDDY5)59SG4JXRI*HZDYMU:7)2P MZ&!/IE?A
A" _U^UTV""UU*ZAUWNYM3FU:P?2 M8].UO\"\$?L<_M2_#WX(?LP_#_2-
7_9VUKQ=^Q[^T9K/Q)^'5QJFJ_\$BR\,\$ MKP!X@M?BA#>CQ[/: ^%;G5?
#7BZVF^)4C6VE>'K36-'>'1;[[YS@;O] ^ ^4_P""%?#X\&SU4]",ZM==.,]^WMZ<&NF?
M'N?59PG5CE'67X.5"E[%QA.BY5)UO;5H MS_FX^(7!/[OQU+6=-\>^ _'WA#3?
&W@G]L+J]K+X\>%=.B\=^/[A]%KG@/[I; M0? V@VL%S\0?"_@_7=>\&>/O\""?@HB0:?
X:\1:/<;K^N:0FJM;WLF?6?&W] M%?BC5_ \ @F1KW[#?A*_\\$^'O%^J?#BQ*Z??2ZYXMO\
P%IFJR?&;3/BKK*P MZ]JFCZAXPGTD10ZE8:9->:&9TN386R:9Z6(S9_O?
PHGX?'G]JG3.!J]V> MN?\ :YS^1.C_A17P^ !^R:KV'_(6NQCW.&[#CN/;
(R,JO'/\$-99.IXC#-Y' MF.!S; 2C@Z:<<9EL\4PI47L:SJ]GT31;2RL-\$\ (30:?9BZEV/<6T\$=
[S/Q&_8@_<:\>_'+P1 MXE;XE_#Z^%7A7XH_LD?\$32-
\$OO&OQ)\.S>'+/X&>&_A[X7;^&8OA_X?\.3 M?#[Q=JNKZCH'B;Q5X: ^)?
BZYU#Q3;VMW9^\$K9?#6EW<[6W]'Q^!7P^S@VFJ< M\@G5KK
)0<]336^!GP_7!^R:IW&3J]V, #!/?(YSSCU'.*UPW'N?81J&'CE
M5*C"E5HT*"RJG*AA:%;#PPDZ>&ISQDW%SHJLZLZE:O5K5,37E6G*,E1CE5X9
MRJK'IY'%SG[6-:566+J2J5YTZJK4Y8EJC'V]ISC2:JVDK4*2<7&* _X\V4? M#/Q)\
<>+/%7PN@#\#:_J.M?\$X*?MT^)KSQUX7_ :)^'EG^QJ/BEK'BWQ;HND
M:KIWBK1Y_@LD/QV\8'P;!K=A\Y?\$NJ:>8[;4Y+F:>TU:+5/LKX@_P#!.?QW
MXY\+7_A*Q\3_ S\ (65Y^P1\#OV;%FL;+6+NPD^+?P@^+W@GXK7>H:SH=IH& MF0ZK_
O\$LOA&;1[N_-S'XB=-6DN)?#TISL_ [E^'M#TO7?VI/C\%^+^VF?P7 M\//V?/V9_B;X>
(O]2&L+XE^+?Q(_X*>+%O;V6\>";3%TKX)^"O[*LXK.W: MQNO[8G>:X&HA+?
WS_A1/P^S_ ,>>J#_N+7>.W')IY/OUKOO_B1G%7'QQV64J M&5J\$:3=.3EF,IUZ4:5/VJF*
<*:BZ5"A25!X65)RC6Q=6.\QQ>(QDN7"<)9= M2PWU;&2GC+.I&TH89JA-
RE*DW2@ZDI5)U*DJU;VBG.,J=!6P]"C!?SI^+?V M.OCY\2YOV@?BC\0O#O[,3_ %?
XT:S^S6NE?#SP+XR^-?P_P#_ /@33/V=+;QDN MC>..?
#Q<.\:#I_Q\$T/XMR:KXL@NM"U:W)\ZCHNBZ%i'_ C-[#JME=Q?9>E\ M!_LI?
M/>#_ %W@OO+XE^(OPF^)VH:_P#L9>, /V8OC EXHUA/\$OA_Q&-?N?\$OCS
MQYX1\7> !+31?#?\ 96OJ^M:OX2)\ ^*-3\1KH>I7FC:=XC\6-9WNOZK;:>G]
MX^!7P^_Y\4^ \0?^)O=_ KSW/;UQVP*/^%?#?# [O:ZISQ_R%[OGG'KW_3)Z8KS
M)\;YW/#O"R66_5^6I3C26 5J-">#P&#CAZ\$YXZM7HT:-/+<+4IQIXE3J5J<* MV-
K9A.E2<>R'#>61J>U?UN51N,JE26)2G7JJKBJU2MB'3PM.:%I6GC*\9N5"
M*ITZDJ6&CA:+/AOK_AJ^_9R\8Z;K7[-7[*_P"S_P#&
MV#XEP>.]1G\#']G66\34/\$/P;;2/#\$LOB.Q\2VNMZA?1:-KL'A1T\3Z5H6O3
M07%_ "VJV6OZ ?#'_ MA/Q9>^+= ^#GQ"TN\F\0ZSH7BR\\\$2^&]=\>Z;;B\ETG5-

1NK2+2[6LYM' MA_9\$ _KX?+@"SU0D]_[7NQ@]N^,]??\ 2E'P)^'W4VFIG/.3J]V??^!\Z]_M7TY<=Q7F&8UZ&-Q=' 5,TH8K 8FEF4,-.E72R[\$XC&4J,Z4,9/"U*4Z]:G&J MI8>DIX7#4<+*%3WL6^C#9-AL)"I0H5L5""5J->E6PDJE.5*)/["?L]^*?A5\:_B%:_&'4?\$/C M6'QP/C)X6\96'P:7P/:_^&M(MM-TFXT#4] 3Q?8Z:_9OB?:Q!:ZOHG@*]\1:= M:;+JNJR)%^X7_"B?A_@YM-4XSC_(FIUVZ=^,=O3O1_PHKX?^_\IJ@XR?^ M)O=\9SGG=GZG:/MJO&N>XC#XG"8FI@J^%Q4%"M0G@8N#M3P=*\$X2CBX5:=2E M]3I5:7LZT:2K3KSJX;\$1Q%:E+&EP[EE"K1KTHXFG6H352G5AB(\IDY.=3FYL M+6C-U>>I%SG"=2G!QA0JT%#IY^?OP]/Q_/@:P@?BN/!R_\$X^'=,:Q\AVVM' MP(/%1@7^V%\ (_P#"29U_^P!=!CIS:R?[0IE-P2Y.SM%(Y/YGV'Z<\8XQ^= M? 9Q^!/P_/_+GJF<_P#\$WNO3/4GG'2C_(41\O^?35/_!M=?XU\O5G[6K5J M\E*E[6K4J*E0A[*A2]I4G4]G1I>TJ^SI0=24*5/VM3V=*-.FJDU!2E[-*!LZ M=.FI2FJ<(0YIM2G/DA&'/.7+'FG/DYYR48J4Y2DHQBQXA\99'J/S%>A_"9A MPLGPGR/^/G5CU_ZES6J^BO\ A1'P^_Y]-4_\&UU_C6MH7PB\&>'6LM;TRWU M"._L&G:V>749YHU-S:7%C+NB?*.&M[IJ90&! 9@X^95(@T/3J*** "BBB@ HH MHH **** "BBB@ HHHH **** "BBL.Z\06%C.IMD?W[C_P'>@#I**YO_A*](_OW' _@ M.I' _E>D? W[C_P'>@#I**YO_A*](_OW' _@.I'_"5Z1_?N/_ '>@#I**YO_M (202/[IQ_X#01_PE>D?W[C_ .!WH_Z2BN;_.\$KTC^_@#I**YO\ MX202/[IQ_P' [T?)7I'I^X_!WH_Z2OE_XH(I?M-? LL2*CLD>F_'PR.%8K' MN\)>%PN]@""W'A=Q&X\#)KWS_A*](_OW' _@.I]?E?^TG_ .\$_O!7[00\ P44_M8R_ ;NNOBIXZ\Z9^S-H?CW3_ (@_!W3]>=\=67A7XR:IJF2^&"&J7MCH? B;2M M#TP?#/Q?J'B+Q+XDM[S2[^/XBPP^\$O#GB%+OP[H=SI6I_'ZY@@C(((/0CH:6 MN97Q1I"@X>X.6+\$_9WY+\$GZ?E@<=!3O^\$KTC^_D?W[C_P !WH_X202/[IQ_X#00!TE%D?W[C_ .!WH_X202/[M]Q_X#00!TE%D? W[C_P'>G+XHTN1TC1Y)\CI&F;=;\G=44\$Y_+;!G/_M_R3P*_.BHIJG<-W8]OH2,Y]Z=0_4444 %%%5+^[6QM9;MU9DA"EE7&XAG5.,X M'!8, O^"97L,_P^_X*B_&:_@JAH]E?/\ %_XO?!OPM\Y/"9TZ*/1 M/#'C&SB?0?'OO7TVZ&IO;'7_ !_X"TX#X=^\$II*VT;3VTU]\;ZY=:AJU_P#\$ M7418?J./%UF_!IDN^_!TB[?#\J] .NHKDO^\$OL_ ^?2I_ *_+ _..4?)?9_ \ M/I=_E%_ \W;/<5MZ7JD6JPR3PQR1K')Y9\$NW);:KDC:S#_# =>N1VH MTZ*** "BBB@ KO[Q]=:E8GQ#>Z-I0U[6:/1;R\T?0#J-IHXU[5K329I]+T(Z MS?YL-'_MF_2WTX:M? JUCIOVG[9=J\$,@7V&O,/\$G_(8O/^N5M_Z(%_'\EC_M,%D_P!JP7'[-: CXR_X)6>)/AK/^P%)/%GQ"_:/U/6?VV?@#XRTCP+XIC_9 MJ\0_M&_"CP)+: ^ =!U76O%W_ M*RT_P[X5FU_X>6WBFT\ "W?B2:_P#%\$OO\ M.ZQIR?;['_ 5G_8,_%^!'CCXYZ-^TS\=(T? X'?#GX;^._VG(;CQ7?QZ M\#+OXB;!;WUKI&H^ (= & M?V1Y?V>;K4/B/Y&F,98;GQ-<- KEO!X5_MN1="M]TDB:A,ME%F_M'? \ !\$3X MB_M :/\ %+_P_ '\>? ?@.Q\9_ \ \$V_V&? V//#%IL.@^-9I=\$^+7[&?QS\ _&Z' MQ/JNFZ1?>&9E^%_BV\ *6?AVS&B: ['XOT./4!K=IIL%]HNGFZ_/T/;_@KE_P M363X%Z1^TQ+^V+ *['X&ZW\0? \$7PGM?'MW#XQM(;3XH>%?!^M_\$#5?AYKOA^ M[\+0>+O#7C*?PAH%_K/A_0? \$/A_2KI08ESHEEX5@UJ]\2>'X=2[3X=_%+_V M" _BS^T)H_P"RI\.? VHOAWXL_:#\0VS7.@_#;3[?Q9;WNLR)X)B^)%UI6G>(- M0\6?A"?Q%I_@>4^(-5\,CQ#_P)%IL\$-U:7^EV>I6EU9VOYK? W_@D-\=O" MWB'X&?\$WXO\ Q&^!&K?%7PA_P4>^7[;? QCU+PGXI_:Z^*D?CKPQ\+/V>?&O MP0):)#XZ_:R^*'QH^)GB'XC6%_%>O?M,3_!*T M'X?^.!?FO>%;7X*:5X"OOB-JO[*_@S1?A?+JMO;>&O\$'@?X8Z'XT\;6]QK&N M^,? &;RRIXZ/!J M6M>&S:_#ZSTZWU?7->FU'QCH?A[1XYO"&DW:7_CW0VU_^(O<\$- \&.D>'Y- M-U-;3,\#?%\%9_P#@G%3/AQ5?BYX!:_Z^&_BSX=_I5_AOHOQ6\1:3I_CC? MX2N?B]XZTOX9?#.JGT2[\)0>(M4\/>,O'6LZ=X>TGQ=H.C:OX4%Q-+/J&LZ? M8VMW? VWX(? \!3_()?"M2_M" _L?_L(6_[8WCGPM\\$/A=^SK^QE_P_%?@I M\%OA5X<^!GQ(^&/[4WA;Q-_P4)\+^-?@Q\5;W]HO2/B]XBB\ (ZE%\= O+SQ M+\.5\ \ AGP=JOC*XO=+U?Q>D\ES+JM_ZIX*_P""!_[2T_[-_P'T;)\)?BO\ MM"? >Z^*_B[I]G;IFC]GKX\$?M5_;*^*=WI7AO]E_ \ :'^^O[0GA#3?B+I/_M[1'QM\>^'O!_@?4=? ^&ND:1;>_@?X4\.^&O"B:_KNH:%ID=LJ:!\<@'ZO_ML M'?%@@?V*/V#9-5T[XQ^_.I4U+Q- X0_:\$^#G[.WQ.*^%= UYU3X7^(/C-X'TS MXJZ9XK\37-[I\$.E:CX7\/_ "C5;7XA:D?">H> (-3U#2_/T+2;6]\46E_I5KM1_M_P#!10X,_#[6OVT/'[I0WQZ_9L\?"LV_L^*OV9- .^'WBO2;GXMVGQ0M+#]H M+X!>#?BOIFC?&3PCXG\)\00:MXT\7WGBBWU_X6Z3\%X? \$=S)\/[Z6W\;Z3I?B M?PGKS2_ _C/_()4?MU?\$NP:_L^,'C[I]HO\ 90E_:Z^&-G[8/_!/[K]M'P!<^\$ M/AU\;/#O[.B^-OV'_#AKPQ9_#SQGH5[XHUOXGR>#-2L- L8;?6=#\1W7B' M7+K25U: [7PC)K^V^A][\<_ \ @EG^TW\2?BY\;?VF/!OQN^_'A[X:_K^VK^PK M^W'\%=.16^!_B)XF^"]Q\0_V5_V0]._9M\=^#_BSH=MJ=EXOTSP?XMUV_P#% M7B? P/>^\$-? \ \$?BGP_IUIX:%UK5EXAN;V_T4_ ^\/#? \ P5" _X)[^,/'[/OP MU*_M7?

#37O'G[5&B:9XA^ 7AK3X_%DU]X^TG7-5US0="G>7_A&?L?@ZYUW7 MO"_B+1-
&TWX@7/A74M6U;1; \$ _3K.>[@>(?4GP8^ -?PL_:\$\ 6?Q2^ #'C.Q M)?\ P^U#Q#XW*V7B?
3K'5]/M;CQ\!-O&FO?#KQKIJVNN: ?I>HK)H7C'PQK> MC23-9_8[W] &M_I5UJ&EW5G?
W/Y)ZW^P-^WEX]_.;_9>_:R\2_'C]E'X1>(O! M! ^&M[^U7XW_9B\)_M/\
@#XB_'O0/!'B7QGXCU;]GB_\\$: \8M7^!'Q+ ^!NL M1^(M/LM \4_&WP5XB^,?@?
48M1\0Z!XE6X^PZ<_ZM_31OC'X>^&=CI7Q\U;
MX5ZW\3(O%7Q(O+ _4/@OX9U;PA\9/"^K_\$3Q1K'P^@L- ULM?VVOVG@2^ \V
MOC>Y9Y8-0\91: [?VUS?07"ZA> 'LM%%%!1110 4444 %%%%!1110 4444 M%%%!
!1110 4444 %%%%!4MO_Q\VO\ U]VG_I1%452V_P#Q\VO_%]VG_I1 M%0![!']P?5O_
\$(T^F1<_'U;_P! "-/H ****_,7Q%_R!K\KG'_Z.BK\@/VU M/VXOC!^SU^T]^PG^R5\"/@+ \-
OC1\4/VYF_:Q/AW5/BQ\!A^RM\ M+?!_Q:U5-4U?PI\&/C7JVIR^+_#OB#5K#2S%H-
G::;KFF:9#J4RV&K7NHZ#^ MO_B+_D"W_P#US3_T=%7XU?MX?
L+? '3]I'I'H_]A3]JS]G#]H7XW5M>ZEK-E=S-'!LUGJ0!Y3\&?^"G/BOX]^*/V;O!NH>'
5^RC\7U_:P M^,/[\$G[6W\./Q0L_%_QJUR;XA?##X,>)?B8GA+X! ?&X8:5I?@>4:GI\$7A_Q
MSI_Q%\=Z;X9\,7^E1ZKH=K#J%WIL=MXH]I_-P#!8'_@GWXD_- \$[Q;)\9/& M/@G0?
A)\#+?]IGQ/=_%O]GG]HOX/7&K_!O? \$EKX-T[XL?#G2?B7\+?"^M_ M%CPEJ?B_4-
*\+:9=?#S3-W>HP0'Q#X5_\\$CK_.'L_LZ M^/= =_:=UOXC?
&KP3^W%\9_V/VF/C%J'PVTCPKJ7QT^*GQD^!/BW\X(2VOP[\ M&:5K-
]X=^#^C^#=&UGP]+X8TBZG\9Z=;KX=N9)XVDUA;&S_(CXW?\\$%OVF/@
M+^S3^V#\00!_QI'[9GOP^(W] &%M^R3!X.^&7P6NO OQC^*NCZ[^U?\"/BAXK
M^,GCCQ1\5/CC\2X_BY\5U! ^&OB)?> -
_#CZGX6G\Z1:Z5X,\" :WX!+'P%\;OA]^S=XHTSQ]^QS^UEX.\8V7
MQW^*7@SQ=\0/!'PIL_>N?!RT\9ZSXUU?PMX-NKY]"T;0K_4M/E\2?#NOU"S
MM;GXE>"DU?IF_P""M'!'K_"_X4_%C3OBWXP\1Z9\; 'WQ0^%GPN^'WA'X'"_MKQ;?
O%/Q#^"378^,7A:'[G7PY_-]2^-6G:A\+8+,W_CF;6?!6F6&AZ7?:/J M5S<"QUO2KB_) \
X)X?L(_M+? \$?X: ^!] \$^*GP[NOV8/A7^S-_P4[^!O];WP M6UCXN?
L_6/PD_:>_:4M?!_PS\5Z9\9X?CU\.]%_:! ^.MQHNL R>,O\$>A>%/AA
M\4/&7Q:8^ (M5\">%X8[K1;30]+ \.:#HOTOIG_!'SXW_ O\; ^&OCK^SM^V; MX9^'7[1?P_ \
VQ_ ^"@W[27@O6_&O]/G_ L?X6:C\? ^"@IQX)D\; "KQSX/
M/Q&\>)+GQ'X%/P^ \,ZGX9^ (/A_Q7IUK=W\&H6.I^%I+ "]AN+0 ^UM_X*N?
ML&>.;C]GV'P'\=: ^)8_:< \&:7\1_A;< "SX+_'#XDVMK\/-7^*47P/MO"Q M1N/!_P_.]5B^"?
A>W^,#7OPTU75OBVWA"#1/\>CZWHNLG3I]+OOL_P C>"/^ M"P>B?M)?
#>P\; !ZQU#]FVZ_- \!3CX5_L2>)Q^U#^SY^TAJ^D?\$SPQXM^)MWB7P)!H?PYO-
"^'G@^+PQ\9OB%_PCLEM /VQK'PO9_LG7LOBKQ\ =+?]GJWT+]KS7_!_X MJ_: \$!>?
M\$ _&;4_A\8_WQ1\+67P^ ^'WOIUCXAZQX&UGX+ ^._#WQ6^'WA?PG
M96NIP:9X@\676I:C>^O:9_P2; ^)>E2> // #_ :A\,ZC\)-0_X*U?##_@JA\+ /
M"ES\%;FS\6> !=6TCXP: \8OB_P#"7Q%X ML/'YMO&5KXPU?4?#VC^!_ \$G]A:*
MOA;3_#U]?7^GZR^O+IN@_'TOKO\ P5J_8%_M; ;G4_C+XGB_-?L^MXFM?B#
M\0+3X%_'K5?A==ZWX-^ (_@3X0>)O!_PW^*.F?#2["?&'QUHGO0^)W@'P/>^ M#?
AAKOB;Q ^N>)[.*UL+BWBO;NV]T\#?MH_#XAZU^SWX9T#6OB!IOBC]J&S
M_:+N_A%X4\<_!7XP?#?Q7(;VWT MB"P^)5IX7N?\$-S+&OAU-6,MN;C\ZO#W_
2T_:2\"_L^?'3]C;PE^U]\ "O%' M]'?BC4_'WB'X\$ _X^?L/>%OC/; ^\$]2^) [3F@_M*>)] \$^-
^J:K\3M,M?BUX M8TB:3XE^#O!]YH6D^" _%.CW_ ,O\.^ (]GJMIK_PY)Z9#]1_L6?L<_M%?
L@? M#]'IEKX,S?MA7GO2^&7PBL?VCO^%V>&?\$7PYN[M_B==?%Q)IGB/X"^&?AKXG
M\9>./B!\2/AC\?V8V?Q%H6A:-K?Q\"=:GXTT74;=-7O;"QM=*T?PT ?HZA) M
SCISVY[\D9.3@ \@\$# _.:?35!QRW^? _ _%_2C(H ****_ "BC.>E% !1110 4444 %%%&>W^? \
MUO6@ HHHH *EM_ \CYM?^ONT_P#2B*HJEM_ ^/FU_Z^ [3_P!* (J/8(_N#ZM_ MZ\$?:
3(_N#ZM_Z\$?:0 4444 8OB+_) M_P#]G>(O^0+?_P#7 M.\]'15YC0 44F1T_S_) _Q'J*6@
HHHS_G_ \GKZ4 %%%%!111D>M !1 M110 4444 %%%%!1110 449_P_S_) Z\49H ****
"BBB@ HHHHS_) _S_GKZ M4 %%%&? \&C/; \G_Z_I0 4444 %%%%!7<^#?
^0?;:W\$9_ \$+6X;89Y+ "#S-NX)YRI&'*;EW[" MX.W16EY?RVFC>']/?6 M-
6NH[#3H+O4;YI;3]*XF2ST^TNKZ]=5MK.VN+J6&"0 _"O\ 8T_X+;>&?VM?
MB5^S)X/UCID3XT? GP'^VI?_ +2>C_LL_&+Q\3/@IXZ_- \$+7?V3[3Q+J'Q MCTS05X1\(>
(U^(7PQM]\$L?">KK::WXFV/'2M2U)+:"RN)]&N'\0VWV_ \.O\ M@IQ_P3T^+NF?&K6?
A; ^V5\ _B%I?]O@W6_B-\;+SPEXSCUF/P1_. #1F7Q! M\0'2UM7F\2>!]
(DA\F^ \6>#8_\$>@PW%SIL!O_-UC24O/Y4_V5OV(/V9/V; !
M_P"SAJ'AS]H+X8^\$/C1KGPW_&_?V:/^"A'CWP-\!_VU+Z7XS_L^?M9W'Q#D
M^#WC'X:ZCXH_9<=H/C\ !JO@2:WMY/#OPXMO\$FEV.K^"]5\?WF@Z=97&L3>

M* "VN2?LT_\$BS^+_5_V?/%'B']F;_@D1^TO_P3V_8\^"'['[*W];&F>-/ MCS=_%P)I&@Z?
XF^,^H_\$KX&^'-%\/:]
#M).B^_"WIK>&X/B!XO\5^+) M/%%A:7,NGR@'I(_QB_X*F_LVW' [.]?[2?
Q: 8]_*_9'^/CGJFSQ%&_#7C/ M2_%OOCU#P[*?#>H?%?XS>#/AE9-XX\
<^\$!|0ZK8:7JMKKGB"W\(^)/#&D^ M(!U/QEI=II\$|W)\$M|&C_P!I?
@K%^R|\#/VC@W^R/X\>_#7XS_M'?\$3|K M?X*?LS>/?
@QHOQ*M=)\>_"0OC\$-7+_ \$W4|BT#6X/\$|^#1::-%KO@W3;NTO
MK.;Q+I<>NZEX;DD2)_YE|7^">J?M\$?!XL:U\9?VA?V<_AS\90%?[%W_3X M_8Z^"/@?
X=?LT_MT>\$O ^G_#'|F3|I_X.?M,^,%7Q_DO?V^L?HZ\&Z99_M-6>HZ)^TO^SAJ7|+&
MA? \!9&S_P""LNCZUKW|+_|=EK^U3>WWC#6/MOQ'^\$UYJMO\ M4\ Z/I7AJR
MN;NT*WEM=:M=>/Q:Z%!K^H> +^2GM|H_I&A_X*2?L"77Q@^(/|IA^UI"
MM4^-7PMTKQMK'CGX::/XRCUGQ1I5K\-/#FH>+OB/::?:3:WL'BK7_'AC2-
M:UOQG3\7/B#Q5X:LM!0-J^BVLf@:S'8|:_M^?L626FE:A;_M+?"^|T_6| M(^
6NZ7J&FZAJVJ: ?<::^U/JUYHGL.CRZAIVCW5E8WOQAU#3M1_X0S1|1GM-
M9O+'3M1U>ZT^STBPO+Z#^87X->#;_P"#VJ_LS_#B'|IS|FCQ-^S|_P \$^OCK M^U-^UA
LI>*I/V=?^"@6@?M(_&_XM?&>Q^,&O?#WP/^TOX@7|GS7?#7P^'^
M.C>/_BS):_%77_ARWQ!UWXA^_"WAVPMO#FCZS9QW5>+?"7|D;P+^SY^S#|= M/V?
OAK^U;\\$_.J>,_/B7^P=^V5*?&7C3|FC|L3PJND_MB?LVZOX:U+XU_"_MQYIWP_
V3;.:X_9(\47&BWD_P_"5\,WUCXA^\$NFZG>^4\ 7"WEWXA(!_6Q
M\2_ ^"AG|#OP:LO&VI_%C|J3X2?#O3/AQ\6M6^ WCK4_%FM7VE:=X8^,^B^ +
MGXHZ\A--1OI=+-H?%:>+!+2;7+.PM9KE-5&?VGOBQ^TI\:_V9?A-"?@Y^T7X?
^#7PZ^(VA?\$W7?\$4OB71?&?PP#\$_ M?P/'XYT?40#6FWNG?
%7Q%IGBFZUY?!/@ZTUZ&S*\VfJ32#3='OM>N_P8^&7 MA;P_-7/"OOD^/W|1?P!|1>
(KO\ X+ Z%_P4F^(>D_#|IG?|N>+PI;>"X?V4 M+GX17O@OP;I'C+|FG6KR|\: ^&?B9'S\:/B-
^T|\#OVD/@?=_%O1/^"J,O|>OP,\"?&GX ?MTW?PE\3? M#|7_ -
EGPA^SAK_A;XM77A7|FQM?&\&\$K0|)UGQ:X\$UCPCI?CO3-,O+72I) M-
0MY|6N3HH!^KGP%_P""LV@_'_6_V;=?TBT_9_ \! ?P8^,OO)_X*5^\$M<|1^ M(?
CCJ7B#QCKG@/\ 8/223PU\6?@#8^'/ T?AWXD:|XTTRW'C/XCV5W>VEKX*
M\%ZA9:AX:U_Q3-"|O\ L/X0?%\%&_P!@;X_-31\&?VQ?V>?B'\!&? MI\3_ M (K7^A_\$G18=(
_#BZTVWU67QWXCUG5Y-,TFT*:-W5O%XLUJ.JFLO!6J2 MIH?
B^30|;:^SJ_F.^&7P=\\>%) /V2;SQ1^T_\\$|K5|@9K_\ P6CUIQ^_@C|G
M|/M_PGX9U.Z_X*3>#)-#^\$:#?#?PE<_LU:N= T7PCK4\TOCGP|JOB&?\ X1#0
MA;6'A77/B!;/F27(\5?LM? ?X@?"/X7_?U;|K'PAX TOP_P \$|/#_ (K
M>,_\$/@'|GK|LFXU%OV@M)^-/PS^- '\$CG2M-/I-?A>#Q-\'= ?VL?@SXM^#
MGACQSX/^&?B?QWHWB*XN-\ /#CSX@^ (= + + > !O#7B+3&TZ/Q%H=YXMUO6M, MM|
N=4T:UTW4K2XDU:WOFTBSOK^VJU^-?|0'P9_9ST71|>^-GQ T?P#9^)/\$
M#^\$_"UG>6NM:YXE\7^)H=-O=:O-"&^" ">E>(/&7B_4|,T+3-4\0:S;>&M
MU1|\$.Z7J7B#5OL6C: ?>7T\|W_!,SX5?&"PT|L'6_7C3|DSXL?M;_ !H\ M0?
L7ZWXHN/B_-P49^+_ ,/+WX/_ +.7C340#^LZW XK\;_M3_#WP1K|QXXT/
MPAXWU&W^!7A3P3HYM/!_B;2_"|>)-+_AKX6\;^"/VD|/X0OJFMZ3\4_?
MPV^,>M>!'W@G7?@GX4EL'/PP\4:1XG\.;|XX\ -7'_%?P%TOP_XAD\3S?
%OPKXHUL>&|&3^"IO M#EGJMIJ?AZ77&73M1UI|B#3M F*R>(;C2K=A,???
B%_P4M_9QM?V?_C9\ (O"1N-2\# M^ (?M'B34/'?CGP|H^O\ A#Q3<^%-5TW3-
;DD@N);7R3|CO\ X)X_\$S|EWXI^ M" 'MS\3OA_JLNE?L>_M\$_ "+7->|-
^&=5T^;1_CS^TI^VMXD_;"2ZSX%\ "ZK M;RZ;_P_*4\':MXRU/P|X7T/7/%T>OZEI?
A|P|I>OZ=)'/^-O\$_|3_P"U5^T'J'C?XF?"#|IS
M3/C=X\^+VLWGQC^&FEV7P9\)_ \$;2|6^N/#_P8^\$&@'P9X%\0W"Z6BZI:37/B M.(
I!EMWCO)K1-TTD=U+;)M7:966=X(PJ|F +E5.S<<%@"V1@? /B7 (*) M?L\W_@S_
(2SX#^-"?|0#V/Q^_9+^"6O6GA36=7TG2;73/VJ/VG?!_[->G_ M !&\,^*K|PQ<: #\0?
#/A|4|? \1:OI^J^!|C7O"OBC4?"%|X<3Q5I+77|J6GN M?PY\4_\$CXXZ/^T5!\4/ .H?"/P9J?
Q9^+WPG^#LT|/M:-\1_%'P9TO1K+P'- M\7-=T?7X%D\;MXI\?K\2=9^&;16L-KK/POM?
AWXV-L4\1J|Q\.^"OV3OVP) MOV1/V?OV3/B3?_LOZ9HO[*WCC_@FS'\/\$WP|\4?
%S4|CXC^"OV)?VB?@|\0 M?'7B_P_3Z1XD^'.@Z=\/\$'C#X6?" +2+#P?)?#Z?\$2;?
XA7>J_V|\8|;PW M+I|Q8@'OTW_!0W|F/P1X'TOQ?>?BU\,?@_>(>?
&'|3OA|PKH%OXPUCXCW?B MK1/V5_C9K?P: ^)'B'0!X<\\$6>LZM=^%IK'2|?^)>@:?
X;NYOA?%?:XFK:GJG MAOP?KGB^/T;6?VM?@|X6\1?F\$Q? \1/A+X<^\$'PV_9X^#O|1^H?
&.?XL:=%=Z M1<>!OC-XL^)?AKPOK3Z1::>UM'X-UL_#U)/ 'C/2_\$VNO_\$K5=8D\.^&->_

MT^&75/E;]G7]ACXH!_XM?"+O_XC\4?#K4]+^'GAW_@L!I&I6VB7OBBYU*>Z
M_P""A/[>?@/IJ7X13Z6FH^\$M-MFB)\^/"VHZ%\3#/=6DVF^++FVT[PNGB_1 M99]
<@^%;C4I_NL> ? M\$OQ\ _P""7W[27CS]HKQ%I_C.-?">FZW:?!+XJ3:EX8\ (Z-
XLTRRU+QMHC76J M>*;KX>&;P[I^B^ (#]#-;_X*(?L2>&?"GA?QMXF_-:\\$>&?'B^3Q -?
VP?@:?!TF@W'D)_P_1?@O\WU\ZX-4;QY< M?%[]GWP#\=/M\>D)I5E_PC0\VR>-_P#A%!9?
VIX@.J_V;_XO+)KK^SHOS@_M;N_9\$_X*+_MH_#W5_#EQ\0/@=X0TWXB?LW?
M(!_CQ+!\\$?"[5?I7?PG^%?P^ M^('Q/>PTSX:_%07_!W*OA7H_C']L6#10 T>M>\$?
%GPH^*_A'X2_-:&ZUUM M4L_!WB:S&JV.K?=/[-['C#X*_'KILWXJ^)->\,ZEH?
[1_C_P#9J\6>"[7P M_+JUQK.A6/P7_94^%GP)\21^)[?5-&TNPAO-1\6>!4U?P_%I-
IJT\$^@7-C/ MJ4^EZD\^F6XIY\1/\^"HG[\$_P^&&K?%ZT^+H^)^O@K0?C!\&O@KK-Y\
(_#B M?QS+;>)/CC\2K+X9>\$-?LVM+=M;#Q%X"COCXAUN3QG6U#6]&2:3X\7:5\
M.I_&OCBRT[PAJON6D?MB?LQ:S\7-^FG_&;PS+!80%,6F'P_P" KK3_!5I M.K:CJ&M?
#:U^,FE^%Q>:QX=T[1+3Q]>?"\M_B2GPWU#5+/X@1>#)/[;G\,Q M6L+_P!C_P#:B\~?M(?
%:/PWX^^(7P8@^)^GP(^&?[1">_!GA+PS\\$_! M'@[XG^!_@%<>&#J7A22_T[7+W1+3;!\?
+#![:WQ>_0^%_QU\??\$[X?ZU\,MOA[^V-&?VF_#V@S_M-M,3V'P_ ^'G@_X#CP'XH_9Z\
LQVWPY\.?LY:UK] MA\5=1\7>-I'&E/&EY'\1/'6E^)^#9ZIH_P[D::SB_/MOPO_,%"OV(^&?
BO MQGX-\,M,?#34\6^'G@/QC\4_&FHF XU\3_!&@?#X>ZU<>&_&OQ(G^)^VJZ%8 M_#.
[!>'?\$5G?Z#>^,-,\7WWAZ76-.U+3;+4;N\TZ\A@]F^"G\0/P9_.,T'5 MO\$?
P2^(&D>/I.\Z_P#(\KXFMK&TU01O\$?A/Q,VG:~?K5OH'C#P9XJTK0/&7A
M+5M0T+5]\0Z19>)- TN76?#FL:3XATD7NBZG8WUQ_*7^Q-^RY\4/VB?V?H_MV0_\$-
OXKG\;^-_V&= \:C\:/&A[]M'P%:~?L+^)_@Y\9_@E\9_!7D)GQ" ^' M/Q,/@[P]X8M?C=X^M-
4L/%FA_LS^~M%\4>\$-!^#H.V\/@R^/@#P[\,M2T+^CO MJB[]G?7/@;-!6?&GCGX>^&O
/Q,^+?B/P3=>*~0\?MB?M7?MOZSXETCX>:% M>Z/X4NO\$?
Q9_ :XT3PCXKM[O0UUC6K+0_#?AWPWI^C66C2VRZAJ6JWJ\9H!V
M>D_MP_LAZ[X/^*_Q"TC]H;X;WW@3X(WN@Z?~3?&\$>H:C'X)-2\&>#
MOD)U6XTN&U=VWC;QMH^K>"/]J\^66/C7QMIMYX0*W.K^(H6TVJ>H?MW M_L=:5X
\\$_%#4/VAO_%MX*^)/B/Q9X)\!7^Q!<:QXK\?^!\$OF\9?#;2?!EI MH5QXY?XG^&WTS4;?5?
AI<^&K;QW!>V5S8KX>DNXS#7Y?ZA_P3!_ :9\1_#3QS MX&B\6_#+X.>!"GQF_9;^G[-
W\+WPO_&G?VK=1^!~ASQ_\ 'O'GQ!\1?%BX
M_%:'P3\,OCI^R1X"^. /AKQAH&G^\$OA3\"SXX\,_3QWX*TOQUX5NM6L[K4
MO"M_L]?"/JA3QCX.^*G[]&OQ:D\,_#7X&=9T_XX?M'>%]/^(/C_.,]F#XT^(?
@OK,OBSQ=X>\.:5+HWB#Q%KFA^5>>%K\0\6_P"\$!UZ/6-\$\
M9ZUI^E:5;>*~6^0/!G_!.G[]X;:'^S%9?#?Q-\%OA\4OA\XY^(=WXI_ :A\
M%_%SXV:#X[T?X1>/_P!M_P"(/I2GC#X*ZE\#8?A=-)OVK_AS\0OA3XKM/_U MCX0^,>N?
#NV^"/Q100\$GQ%\#;OKKBREN?:_7I%OOY^%?CWID7XF>&-4^#WB M35?@+^UK_P
%./B/XX\ZWX\$>>&=(U3X(\%!_VC_BC\6=&U+PEXCT_X7^)
M[N_ ^*WPN*^(O"*ZAX&U[PWHO A'Q'K[^)=&M?B3IEI9:7XFU\$]\V [?\
M^SW!X0^&&N_%7QOX<^'.M?%CQ7XD'\>%M.T23QW\5?!EUKVE_'KQ%^SUH&D)
M\6?"GPVM?!4.N>)O'FC6&@QZ)K,NB7ECXMUA/"D/IJ;V\JZGZ';_MI?LG77 MC7XB?
#JW^/\.)?&?PJT3XA>(_&C+JEYLLM'^\$,*2_%^YT'6#IXT#QY<_" M&22.P^+&E?#[5?
%6L?#76770?&NGZ)K>='Y]?#O[C/]LKX6ZW^Q+H#6'L,? MQ<^"GL/Q
_:B^,WB#P)K_QJ^*WPXDU3XY?'/JHSXD^+OAM\4%L;7]FCXE:9 M\04^
_P+^)/BN/P3X2URY\6L?QR\6S>+&UCS_AIX#16V_F'PX_X)+^O GA M7QG\+=2LO 'C?
3_"?@3]M?1?V=_CWXI_*_:=UI6-+1_M5^%OC#X7TS4]0_
M8PU_3]2_9F^\$.J6FA_&'5/"WQ1\7>!/;\$?C:/Q4MCJ'COPOX+.\:]XE.C>'P# M]CO@C^T)\\$?
VE/"\$WQ!^_7Q-\+_ %OP)#K\$^@#QCX-FOKSPW>:I;6&G:I+%I.
MK75C96FN6G]GZMIUS%JVBR:AH]PMR([?4)9HIXXO:~+?_ (^;7_K[M\ THBK MYG_9O\"?
%_X4^!_AO\(/&B_"N?X=?"/]FK]FWX: ^\$=5%:CXOG\6ZA\3/_OA M/50"?Q@76-+UC0M'\-
Z=\-HX-&\ W7PMN=(=?\$6HRWWC0>*M%T6.UT..X^E] M?(N;7G/^EVF/_B+K_GW[X!
[#]'P?5O_0C3Z9'P?5O_0C3Z_"BBB@#%\1? M\@6_S_SSC_\ 1T5?C=^WG^WU\6_V6?
CW^Q1^S)\!/V9/#G\2?QA_ ;7E_ :C?P
MGI_C+X_6W]/GA7PM9_LL_#+PE\50\$[ZEXIO/AC\2K>XN=?\ #OB*_73?M=MH
M]A:7>C+^>7PCU)7T_P#9'O%_R!K\ KG'_P"CXJ_%_P#;S_X)A_#S]OS]J#]@ M/XN?
&FV^'_CKX'?LBW'[6S_\$WX#_!'\".:AKUE\88_VAOA3X*'\^!GL+FUO(
M++3'^^7CKP)HOC*74@'NT@M9=,GBOI-890#YP^&_P#P6TG_&H_ /I'R?L2 M?
L@^*_CE^T1^UQ\(?BW\>7^#/Q_ ^, @SX->#/@5\)^O@A\7=>^ OC+QG\3?C.
M_AOQO8ZI8^)^OBSX6\0>&A;;^\$?!U]?>)H+.'5/\$EOX-6ZM;*;]'?VB?VK/' M?
L.O_!/KXI_MK?\$WX_7FA>._A'\![]XM>,\V>)_B1HFJ#3?%>FP6Z:A\,6^, M'AG0]>\-

ZE'9W\SPMXNT3P_J-K/:Q&Y@TDR%[9?G/X]?A\$OB/I?[1'[/O[6 M? !//XA_ ;JE[XG_ +
&>O\$W])=\(\?B-\#=#3\6_LR_\$+IG75O\$UIXS*> M##X/^%7C#X:;\.
[[X:^[+TO/\$7AR['7.S5)Y+#+3+V33--L+^W\1XO[0W_!* M;P]^T+!OVD9?
%/C.T?INW]J/]ENY_9\^*?[2EOKOQOT?X;MJ=YH/@G0+C7 MM%_9:?
XK>)/A7X&T4Z;V_#-A;IX8\.+XDC^P3:Q<:O>;SK&NW&I@%;]A+_@
MJ_%^U%X@_:2)_7X0^!?!V>[_P#9D^!GPR_:6\;^,_AE^TGX1_:K^\$\$?P>^)
M.@>)_ \$K2Z[X_\&>\$!/K^"?B%X5TCPEJVI:OX UO19[4O-)M[G6].E.G06USJ M?
CWPL_X+=?_ ">?L_MM_MB>+/V6M6^&/Q8_8L^*?#SXC^(/V7=;^+FFZEK7
MB7X8?'GX8_#_.,?[.CF[\=V7@B,^%;'XH>!'?<]S=:?-X,U;\.:MX6\0:
M2W]I74!2#F_\$G_!\$WQ5X9^'G[7/P%_9C^.'P_9[_9U_:@^!'I+7PW^-WPQ\
M*_#B_P!\$TIPS\3OA!K/A?PA\>_BK\M\VRQ>?"@_:0_9]TWO#X+!9:3_8%
MKJ.L^.=5T_Q9X@UB[-FSG(^+'!!^XDB_:Z,?L?M1_\$;1OAS^V3^Q/:_LR M?\$S1?VGO'?
Q3_:+\66_Q#^'GCO1=?^!7Q#TKQOXDUZYU:/PAX#\#Q^)?AS!X M,ED,7A_2-7:7P]%.YX;
<^UOV:/^"A/Q:/"V6_P!K[ID6;IDKXL?& MCX*ZY\?/V=-9+_7PW^T\A "?XU>?"!HT6?
XA^'I#QAI7@_X>ZUX5^(O@;2 M_\$NA:]?^&-8\+SVFHZ)-
>7UOK%LL>CKKGDWQV_X*+?MS?"7]M3P]^R'X?_X)
M]_!GQ;9_\$;PO\7OBI^/BGX@_:VTCP#IWB'X' !;5_#UAXO\?^+!"O/V>-9A M\ :O!9>*-
+U)O"5]X@U40JFIQ-KESW1]'_9Q_86_:5MOVG/AE^UE^VY^T M3)\OB[XT_9W^?
B+IGO]FCX5?L]_ =\3?"CX3_#71_'L/AS3_B;\3/\$6]?\$ M'QW\0?'_ (V^(_CCP[XO_-
^&FM7O]\'*>'K"WOKG3M,GN;NV73?2?VE?V#D_
M:5_:K^%WQN\1>.X]#^&_AC]CG]KO]DKQSX/TNQN_X_&^L6/[4L'AK39?\$_A;7
M_P!IHNE2>&]+TG4"\$U&SN)))+Z6SDAADA68P@&)X2_P""Q\ P34>=>"_C+!1 M?
#/I5&@'P5!_#&A^/?'FJ^ (? /Q:\'W5S\O%7C6'X<>\$O'GP^T3Q5X TC7 M/C!X\5?\$.
[TIP#X=\1?"73O&NEZKXSUC0_#_-R]_K>CI?_%V7_63_9#U
MW]I'D]/G7P>/BYXKE_:&\+?\$C6O_OCM/@=\=O#VG>&?\$/@'XL2?!&V\%^+?
M#B3X3Z?XBTk5-0^)^FB^._#/B[4M:70M-^\$#^"TU;XE2;+H7BSPUJ_-^>_P(
M_P""#Q.^\$P@^*PY\6?\$G]C/XVZ[=_LT>!OV5OACK7Q;^"O[6?Q)\,>)OA MOX2^_
OPH^+5Y;?&[P1\1_P!L'QGX<:\:??V/PMBL?#F@?LNZ=^*T^'GCW4])
M^)^O@S6=+U[P5HKS_%\]\^@FE^U-#O\$/_3>\(/\$GO'+SX.^'_%A MX&^&OB/XO^_
OB7?SV+:7J&LF/1-!L/;@'W%XO\ VR/ NH?L4?M_MD_&YL
M_BKX=^#WPQ_:D\4Z!9ZQIOBGP=IGB;QU^R]\1M#\5^\$-2BUS2M'\2V&FQ_\$
M/X::UX8N]7@TX17-C&-5T6XO+.XM+N7Y_P#&7_!4KX13?LV_\$OXM_!ACXR^)
MWPO\%?LQ?\$#5_AG\0O_OQC^\$EEJW@K]I3XG>\$OASX?_B'X*O/B%X(\&ZC\2 MOA3>7-
lXX@*_CX=MXB\):IK?@];&\UJ-;J-;WZ%\9? SXX?&'lBGX_?LY? M&WXK>!/\$_P
7/C=\+_VH?A2GQ.\+>!KOPIX,T:P_\81\1O#WPL%SX0M[F6[G MN/
/@3Q/X2TGQ1<6=Q%/K^!l:;#J_-_%+>W-PNH7OQ3XS_X)J_'GXSZ;\3=4^.? MQ^^\$.J?\$B_\
V=?V:OV4OA+K/PU^\$_C/P?X3TWX9_K]HO0/V@O&'CGXEZ+X MA\>^+!5U/XA?%'4?
#>A:/IF@^&=3MO"OP]@T>Y>"^2'Q+=RZ< ?==^W#^R MY9_2;IGH?
\$K56\;CXHK\#X]?_X5I\4Y/@VOQRN/#Z>+-\A @1=?M%1>!Q\ M;?XX7OA^6"XMOA;-
\1XO&4FIS1>&O[\&_X2J1=#JIX\$_:N_94^)^7Q/M_A-X1^ M*4MOXBUB7XDV_@KQ%K?
@#XF>\$OA#\5[GX-375O\&&R^"?QV\6>#=%^"_P_9
M[SX4R:;J]>/I7X8^._%4_AZWT#Q%>W*O8^'-=N;#YZA_8:^\7C/4? #?&SX M?
QNWB9_AS#\8_VF M]L_%\ PG,'A\ X34_"R*;X3?V8UQ>S_\$\$>7> / ^"87Q%@\)_L]_L]?
%_X_MZ^#O\$G]W[(/ASX]^%/@38?#SP#X@+?'WQGH?QK^ WQ@_9CVP?&3Q?K7B7
M6?!FE7GPD^"WQT\?Z9]N^>AK_%#Q[%X7\=ZD_@>UTK4?">N@'T'\\$_P#@
MHG*/VD_VG?_P_\$_@8^H^*_7BG]EGXG?M(3?\$'Q+\.OC!\+[_5-. \. ?%3X M)>
OAKKWPZL_B?X*\&Z=\1O@Y\3]%^)^7BO7_]4?""Z_X;URX))#H6N7\$ M/VS.GX>_X*,?
F]^*_[:OPQ\9Z;\2_A;I7[#FO\ A?1OB3\5O'?PP^)^VE_"I
M7XO\$OP[^&GC>)O#WBR7P+ #HC>([O5/B;I/A/P'\[34]7\;_!B0:9XU^%FB
M^)?!_BCP]J%UQG[+W[(?3'PP^,'P2^)'QY^./P5^(VB?L^_L6^)/V,? ?A[MX3_"/Q?_]_5]-
O/&'[/OB&T^+/BJ^2>.?%=G%X@\2V/P2CM-?#\:'96GAW MPE=_V!/%&N>-
_AY^T'^R38_L\;5X'LM733O&7AW0O&?P&\4P?LV^\$+SQKHN
MF7W@GXD\\$/7BO2]\!7Z05T;6]/ /I27_(*\$?LMP>#E\62>)?BD-6/Q,7X-M
M\&D_9K_:1D_:>B^*/_"OW^+C>#)_V5(?A1)^T5#J*?!V*3XR&X?X9'2I/A*A
M^(4&HR>&'34VT/A#^VO\./C/^TM\>OV9?#'_@SXQ6FN_C2OAEK=W\0M;^\$GQ
M/T;X5>,-^)^7@N'QI;3:-X^UCP3I?A'2GLK2ZM;?1K;6O\$4=IX[C:_U/PC:Z MA8:+JAM?
A[4_ ^"8WC*;JGGQ9_"_@K]@_X??%+QK\6+'XD7OBSPIX4_:ILK MSPGK/AOX:7WP^'^_
3#<^-/ ^/ ^D?'SPS_8'[W\,'Q<^!GQZ^)'Q%U7XS:+\8O!OQ@^"_]-7A;X

MC:WXX\.:MIOQQUSXR?LZ_#JZ^&!^(C:GHNK-\Y-"^)^VF7">+_\$^E/HUOJFB
M^*WU6TTR[O\ 2M0L9M&/%=) _P""EV@6?[1_9?@:XF:'-^-?@/^R3XU^\$SWP M0LO%%_\
!SJJ+5?BM\8?CK\5O!OP@\4Z%X=^'VDV'PI;PGXJN]=UGXM6?@SP M%\)?
@\:_%OOYIEAI?QDT"UN_A/XJTC6GJNU3_@HY^R%HW@3PE\0+WXA>.?L M?
CCXI^+O@3H'@JR^!/Q^U7XU#XY^!/?#&J^,O\$OP6UOX :9\.;OXU^%_BI:>&
M=)GURS\%>)?>E:QK&DWNC:AHMIJ&G:YL.H7/E'Q._8+\>>)O'7QL^+_(!^ M+'A'PS\4-
<.;H_9S_:D^!)5^#|7\2>!--\1_[]CSX4?LB>(OAY\7=%T|5= M)UC7- \?
^%/"WQ&FLM<\%ZOI>K>\$+[O5X\ \$<":K=^%[_0M1;X(_82^)-K\
M;/A%^TE\2OBMX+U[XMZ=^V1\4_VN_C;9>#/"?B30/ E_)XH_X)|^)?\ @G_ \ M-OAK\
(|+6=9UC7K&Q"^\^.;X:ZWXB\4^--3FU;QGKFE^,|;2TT"/5|#\.;, M?
77QM_:B^" _|/(\&L/Q1\0>)[/5_C%J.NZ)*?"O@[X7?%3XJ>.OB-XA\.>% MSXSU;PUX3\!?"
[P5XP\9:EXBM_#\$5SK)T8:&E\MG9:I.*1Z5JCV?E^F?%\%" M/V2/\$- _SYI/A#XG:YX|U?\
:FT;6?.\$'P/TGX= "#XU^/|9\2Z/X6\<:-\O M'>H>(M(\ ' #06M2^&,'PQ\
<;Y;>'OBR/BE: ^#9/A;>V&NQ>/4\..MX?US[!X| M^W/X"_: '4_M/_ \!?,
QC^SMI6BMKWPM^,?[4GB+Q/XM\=>"?%_B_P"\$?A32
M/\$'|' _Q&\)V%K\4+WP5JNAZWX,TIQKJNIQ>%O"?BJ#4FEM/&EUHT46A>*XVN
M/#>I:WJ]_P"PIXC_ &; _!|\&_ 'NN_%72/B+?^#/@5^U_P"! _B.+ 'PC>^#D\ M7?
%G|LS|L;PE^V\1?%7@ZQ36=8C(\ _#K0_%5CXQ*>%?#.H:CKGB2ST*_\
M#\$FHZ|J5|8:M>7(!ZMX6_P""@7|(/B\^--BP^,<6D>'/'P\|??%Z?X@^.? M?
Q.^"PH;?"X4W5A8?%'XK?!OXK^/_ 9X:^'GQU^'/P|O=7T.#QEXO^#?
MB3QSHFC)XC\,7LMR^F>*?#=#WJ7R|/_P5.\'ZWXF_:3M_!&B0:/X-^ WA+ _@G
M=J4&M_M!> ?VE_@'XAN?%G|\,^" MO\$WPIU.#X9R>'O%FK>(/=)G\5>)O#?@1|1\5^'?
FKX6_ \ \$0-%\)? #XF?LO^) M=6_9|7PYJ7|* _P_1_P!EGX6_M%>#?
AQ\7+C|I*RT/QA%X;LM#\7^,|(\<_&/ M6_@_H|]:Z9X-
*+2V_#S0K33OC!K&E6|Y9W7PPT)!X9/O'Q\$ _X) ?M._ ' MR_:3\:'?'XY? 4?\$/X_V' !-#3--
L/A-\,OB/HG@/P!|O\ P3_&RO%O[4 MFM6C3>,&OB7Q+XLE^*D'BK4K72|JUT-
?">K:BNA75EJNCZ#'XGUL ^D/C7_M_,%'OV=?A!X9_: =U|3+?XP?
%B\ _99\%_ %KQ)XUMOAI! _CEXC\#ZKXJ^#&F? M;O'7PIT7XZ:1_
=6^"4_Q\$\+7,L&G^/= \$M?&^H7/PW^S>*+_ ,8V|A: ^ _&+ M:/B1?%\%?
@K8RVOC'QUJ1^\$GP<7|D"]_:Q\17/Q<\#?'OX= _&[P=X=TOXU67 MP@U;5?
\$WPI\6_!G2+*R^&5E>78N+3Q=)XHC\3>((9|, \6>' _1J7PQU>Q; MS<|I_P"Q3\
<\$^%W|40|)UW\;OAE;?LB_ ' ^+|N&ZT&6P^%GBN|_: \-WG|(:IXAP?
#6|T3X6_\$KXT>/|;\.ZQIWAHZWXU\,V_@OPKK5KX; MN=&U_7_\$WBOQ5_X)O_ ' _./?
A347^*7QE^">D_\$?7? \ @G3<_L_:Q= _#OP)\ M08_
<.,OV7|00AGXI^/B)I>G^*/\$= _XBBT+ _ (07PGIFAZUH-WJ%SJ? _F% MSJ%YI|X=#2U2@#
|/M? \ @H|^RI<^" _'OC=O'GC'38_AO\1?!/PD\3> O\$/P, M^/7AGXXGXE?%!=,N/A3X0\, _L|>
(OAGI/QS\9ZM\5-,UO3=>^'2>\$OA[K4'B MOPT|_P"(M-
G;1|)#UZ_T_US|GG|HKX6_M2_#>/XL_!N\|9:AX(F\5^~O!"W7C MKX8?
\$KX1:\GBGX;^*=3\#>.)G'_%CPGX+\76\WA7QIH>O^\$=8DN-\$BAM?\$
MWA_7|"DD_M'1M0MK?|J/^"DO|)WQ\$UOQG\1/CIX:U#QYJWAWXT?M*?L%>)-<
M/PE^%7QI^*GCKX\$^%OV5O!_QT>?XBZKX(_9R|= _#W|I7QOI^H^/O%?@JRTE?
MV9O'7@+XB^#-6OK+Q7X@UV\^'.D>.= "UK|3_.'.MCXYT7|E+0_#/C;X.V7P
M8MO"GQ.^.&B?#W3K?P5\5?A?JGQ*^&U.\|=^)=4@O/&|EZ> ??% % Z#/7O10 M 4444
%=SX- _Y|IQ_P|?) \ 0%KAJ|GP;_R#[C_KY\ Z M '7T444 %%% % M!7FNN)) +X@=
(9!%*S68CD+F-8V,.\$2/(H+(L>W<77+* 6) KTJO+O\$|7":K M?O9O%%>);Q-
92SB8P1W@M2UH|Q|G9;DVZW C:X%NRW'D'3R")-E 'XR?#S_@ MMO\ "3XF_LU_&_ \ ;*/?
LY_MN6|'*/PD^\$7Q\ C1X1^/OB+P-X" TSP!|??
M" _PG^(4OPQ\1:1\,98/BY?:UH7C*_P#%%O>S>'?" _P 5-(\':AJ?AW2M9UN=
M+;\$:1=VA^B?V- _P#@|IX6_ ;#|:?\$WX6?*>_:5_9L^+ _PJ|#_ M^*FM?#/\ M.:T;PGHFL: _*?
C+;:I/X ^)/@G6/A|0/B|X<\1^&;Z;2+S2=74ZEI^K:)K
MBII=WYGC00L7XK;W_P1V_:%\9Z/^WG>^&?AM^QO^Q9%^UG^Q?X|^# 'BK|GS
M|F;|H#XU>-/V??C|^U|XL\1^&|2TO|H/Q+X-\8?"OP?X- _9_L?">C:%J.E:+
M8^! _" ^N^(KV3Q-?IK.I/%>:_ =ZI^G_PN_P""1OP/^%OP)U_X=?#_ .+|/6GP
M0^,7Q6T|X(2_ '+|J/X/?M0_\$&|_:2\6W_P % _"[:X=\#Z;\8OBG%X_O=,^ \$ M.@B|U72-\\$Z-
X>T/2O|" ^PQ+;6GV:%% /1OCM_P5(\ ' _LW_ +3/PQ_9X^+O M|/W|8WA;P?)
&#XX_#K|FSP#^UG<>!O"W_#,GB'XU?%/PMIWB;PAX6T;7#|2 MS\1M5TF6>_?
PIJOB^T^'3Z'I_B|10%&F12W|AX>U35|6MX?_ ."J/@RY: ^\ M)?L:?\$C|GK|L|X
>._BQI_QTU\ 9_ \ /QK^' _AGP|\.?C|: ?LY:=JFN_%! M_ EQH?

Q+\\3>*M(@M_#6DW'BCPQ<^.O#?AB/Q!X>NM\$OYCI3^(_#|OJ7R?X__M_&1?^"@'B?\\X*%?!GXS>,?!GP*_:9_9(!TWX?>'_V/?#GO8_:P\\7^!O'/MA?QE/X+T/PI\\8OVQ/CUX1L?V:?'6G_'|IJB Y0:V?A:?'ZGXH'^^%/AR%?6= T M@^/=;E\\=V5KX+?LN?\\%%(_V_/CU^UO\\M)_"W|D;XDZAXPT'XD_"|F/Q_)^MT?_ \$B^T'|D_IGZV\\.>*)OAYX)\\&_LWQ?F*34/\$/QH\\>P>#KG|J/XB2_&C_ M_(2|5M#U/5H/_|MH&C:3<>%|>_ /K|D7_@IUH|I5?P=U|JH|7O@-^T9^RA^S M=I/PETKXU:?'^T|^T_K?P;-_"SQ'X\$U2&2|DU/3|8|#_!A\\;:GI":5H<4GB M34IO%6DZ%:6>D(LEW<0SSVL\$ _P!C_ \$3|H|X-?""X7Q_&_P"*_P>OAU\\-/@Q M/:^';^V^+'CSXDZ#X7^'=Y9^,(H)_"4VG^+M6U>VT74!XG@N;:>?P|'8W5Q-K M,\$R3Z?'<0G?7X2_LP?\\!+GX_? KXJ?MB_'OPC^S)_P3Z_9RTKXM?L56'|_W M@#|@WX8_ \$#XG?%K|E'XY?%?2=5U37;;XM_ M52>(OA\\.-+CTA;9XO =OHOA?MP+JFMZIX9|3>*Y|\$>IQ:G/?KXG^XO_@HC^R+\\3?VM/V1_@_P#"SPU\\)?@_ MK'Q1\\!^^-?A5\\1H-*TWX_>/?V:;+X+>.O!'@'Q!I4'BS|F|XO>&/A\\4DTW4/_ M_OBK58-\$\\;.)X_\\A-K7A3Q%\\,9|:L+_ \$W1|=*D^,^C>(YK:U\\-ZS\\,3=^)^XT\\9Z M-XBO;VRL- U?1&NM.UO4+JWTW2|F|OY5MCY)X: X*_.!'|9^V3=?&3QUX;_9 MN\\?"L:_ M,6_|,GBGXF_&7XJ^?'"_@SQ?XGU#X<>_B'I>JZ5J.MSZ+;Z3)JD M?CB/1M\\-2W6JZM=3Z5EV-C|%_M1?\\!G:|KCXH?\$SX MM?&GX8>//AUIWB._@J|XE_:3^%_@EOB?#?XB_ M&?#7|GWPIJMMXM^+'PK^%NO?\$|PY M2O%.NZ|HEW\\,M(U7XF?V#X9UF\\L;&Z>_ \$K09_ AMX>TVX\\2:EHUIJGYU_"S_ M_()+?M7_+,|E^RAXL^\$_P_'P|ASX\\ZO\\,?V7/VKOV:O'W|/7|57Q:|;>*_MA7\\K_X_?M7^?*VE=^*7@3XB:=^S3#:_ \$^ELO%\$O@KXLZ%:?!X5)?Z:;R M:+X-EDT:~34=-|!^,7_!+;|J7Q%X8_X*F?";X?:!^S!;^"/VROVS_P|GO|L#_MX,_ \$V;QKXA\\,?\$*V'@?XR?LK^-O'7PD^(7A*T^%=Y8:|X=T/1/@QX|USPWK6 MF^,?\$ UWQ;K.E(WAS3FUS5|3T<_(-)^*7Q)\\M2_"X775OX_T6A^('O5\\%WGB>P\\4_#OPDAU"1M6\\<>&KCPAXJA\\0^&|02:G MI#^'|4^V0Q+;,QQ_@M^U#^S1^TF?&\$-9UAM&BUA|&UA=&O;M5L-7?1M873+F\\?2M0%O^(K_ M_!/&_P"-VM_MQ?M9^*|2^*7@7P?^Q1XNTO\\;S^)^G|D)5IX8U7Q+??%WXIVL?CV^%M?6 M|SXGU2TTC>_X(^?\\\$M?VA_V(OB@WQ+_:+3X>W/B#PY^Q|X&_9*T37O_'Q_F^ M)FG>)=\\'^-/#_BNUN=(^'EC^R=^S?:>?"-E/I6J7VE1^~O%/Q=^(<5YK7| MG3^)^UT^,^NKD_ ^P_B'_P5J^_/PW_&>?^"@_|26L?#OXU7O@K_@G#^T%?_LX M?&+2-.TKP4WB/QKXVT_7OAKX?DU?X8I=>-(-+NO##77Q0T2;SO%>I^'=82QL MM3G;3!<16D-WQW|0'_!8_P"\$W|.WQR_:N^\$>O_LK_MG_!"\\\$?L07OPHC_:? M_: (^#_P^~/COX6?"G1_B|\\-_#GO0T+Q;K?AX?%+2OBO>>%?#_AS7I:CQIJN MC^!M2'A^R\\/^(-9E@GT>TBFN/S\$_:@_X-\\O\$O|0GPE_X*T:_>Z!\\++W|K7|K M+|KWQ)\\8OV1/'=S\\>OCCX=\\%>%OA'KWC#X4ZK)I/Q7*:|J D^'J^*AHN@?\$*M6&VU/X<^.Y(=5U/2K3_A)O(M|+O=*^L_VA/V&__@HWJWQ^_X^*2?LXZ;^R)M#\\)/^"IVE_GP3;_!E^,'Q>^(|EXR^"7@SP7^S#I?|/GQ.U*/X%^%?@|K4' MC;Q1J-EJ_C8>"5NOB;H>DV6HVN@:SK5GJ6G3W&F_ ^Y_CY_P5&_9B_9Z^~O|M'GP0UJ3QIX^E_;;M_"FM>#_B7\\,|.TCQ!\\+/AEX&^)^7B;PQX#^#/Q&^+GB6\\MUO39_#_@OXU^..O\$J>%_AWJFF:~K+:AJ&BZX+^VLF CM/MU#XY?\\%-_!/PI_:#M^(7|,7PO_9@_:#_:(^+7P_"/@KOM^T3I|D)OPS\\'^-+'X":1\\2=+DU_P'"_M6D>-|_QU\\0_AZ-2\\>>||#\$_SXL\\+^!|L7B/6M5\\VT|Q\$BW-O<6<'Y:??_M_((4?'_XN?#W|L7PG!^USXJ^\$=IKGP%_9@_97_9\\'">\$9_AKXE\\.>)/A)^PA M\\,_"6J_LW:W\\=/'?B/X)S?%#X4:WXG_:~T77/C#XLTKX\$>)M'G\\,P|N0BZU MKQI-I%B8/JGP1^S=_P_%4?V>/VB?VDOVEO@SX;_8@^+6O?MV_#?|F/Q9\\D_+|K'X)_!'3/A)XNUKP/XF&?!OQM JWQE^"OBV|MI_\$4.CW M\$?@+Q!;E(--T2T^*P12WOB^W?!_P"WWX1^)^G|5WC#|E|X5?_3|I;XEZ%-_M/B+KWP?^*O|5'A?PAX,3|F3X)-9\\>Z9\\0-:O?"F-\\A M)^+M7\\+?#O5|\\#\\,^~M:T?0-2OR;I|V#LOB!^UCH_PG_:0U_X7_%*Y^"OPZ^"M'A3|E1?VCO\$ _QM\\;?M\$>!O#7BWP|J#?&.V^%:Z+K'P-U6WM_%-E\\,/+O+>Z;MXXSZM'X17Q9<0>!#;_VN^ZOQ;\\%?\\\$5?C+X0_P""BK?M#:=HG|+NC>!;#_@IMCXT_:^LOVNM\$\\8?\$V#|L;5OA3XR\\+:W/J?|%=|\\-X/"&G^#(?_VL>.?\$J:;MXC\\0R_\$I_#MYX,O+[6&\\)W_B&\\NM*O/HC_@I|_P37_:);&^(_|3OBOX2ZC\\M*K'2/C#_,\$J+G|BSPF/&WB|6=#U"+XQ7'|7>@_"|5J|I8>\$=O%G|2/PS^*/PF_:8 M\\%?#_P".?P4^WQ!/P=^~OP|U?3?_?B/XQ?%3PK\\,3?>+_%.GWVOZ+X>B\\(I MXH'BF_MM7-G|JFDZ=)_V9O'W|~?|27PU M^/?|5>C?LT:W\\1=_:K^%'AOP_X8DN|'"1ZMK-WX"GDO-;MOC-\\3|+FTG3_L M/P1*7=KXRU_2-3&M:<[:9&+|_RW_:+_."/7Q&^(GCW_@I1_P* S\\)_LV>'M_@S^U|0_P#@CQK7PV^&K\\\\(WX:B\\\$ _L*:^|S\\?/#_(Y&Z5X"E\\.:3|KM7AX1:3X)T>R@U|3O%.FK%I^HG1DC^S1|5Y_P2E^/%C^TQJ/Q+\\'CX&>'OA:_M_!;3X&_\\%#|\\(\\/:;XBU70GTOX\$>_P|G35/A;XTM+?PUI/@-M,M/B9J/B^~A MU"W\\-

VUPNG:U;+/?W_B2TF51* ?8/[&? !6KJFGJM \ 9IM?C!\,_%OPI\, _M'2X^#7Q7^,FH?
L@>,OVA/AC;_%SP:HWPVUOQEH-E-A0KB"Y23P=X7\1GPYHG
MB&Z::MX=@T[PMX3\8Z)XAUJV;2C!=WF[^S=_P %3_V:/CI\9_A9^R7KOC;P
M!X0_;\$\=_LR?##I\#5OA-X2^*_@#XK^ ;=/B-X+F^(_ KWX??&#PSK,.G?
M%/Q3HWPUB@^+/PH\ M9_#KPIX8^ (IMJ'P;:%VW@[0/A1<^-
[N75_';^(_ B\$WB72/#GAJ'10#&DR375 MMIGO/@/_ ((Z_M+>'8OAYX30-0_9[TK1/'
1(T;_@F#\>?BGI/B'Q"?B= M\%/C'X1"?\$G0-*^,7PIT^/X?QCXMZ'XA_X2CPYX U-M0\3_
YUZP^'IJ; M)<36>F:1X>U<_ ;#PO\ M]?L0_\$/PG\3?&_@KIM'IF'OIX(^!EE9ZG\7O%?A
M3X^_#GQ5X;^%6D:C=RZ?INL>-]4TGQ'?67AK0M30K*>PTW6[YXM'O]RTF@L;
MV6:*0#W7X=?\$ _P'&WQ?\+0>.?A+\0?!7Q2\SW6K^(-!L_&7P[\3Z-XR\+7FL M^\$!;OO#?
B?3+/7] O+_2KN\T'Q!IFH:1JD50=2_9;ZTF@8G:I\ +YXD_P"" M,OI:_P 5?@W\8=(\4^!?
V\$?@#\0+/_@E-H7_3;^%/ACIG?QKXWO/"?QE\1 MI\4_AWX^U[XS?%[Q+J?
P;\\$OX)T'3;'X.-<^(?AO3E\"^ ?" _C
MSQ'XQ/A+X> !OP!X3T_PIIWAKO3=ZMX9*_ \$7QSXSU/P[K\,_P .+/3? EEX
MET:.;XC^'+J0 VM3_:P_9^*KWPYHWB_30#
<'@FZU>+7SKNJ^%_ \$>@Z]HNEM9+>;YIVKV,VCQ7QEV MKEWO[9?[(6FW/Q.M-
2_:E_9ZTZ[^"EC?:E\8K: _^+_@6TN?A59:;XYNOAC?2 M_ \$*"?6HY?"4D'O'LI
GV365M+V7Q:;708+;74;_ \$^"Z_) /7/@-\>/VCOVE M?^"G_P &?!G@[X2:#\O&\ P4L_X)^?
\$;Q_\? \6?B%XBT/XO> "[7]F3]G' M_@G-!?:S1_ "?PUT_X8:G8?\$/^W9?AY8>#O &H_\ "U/"-
MX\0>,O'VN:Y:" MTTJTT_Q/[#\4/^">?QC\4?LT:SX)\(7_ (/ _%G2O\ @JK;?\ @H3IVG^%
M_B?XF^\$EM\4?"_C7]H#XO>*!_AS7OC;X2\!Z[XE^'_Q,TSX2_\$+PSJ6B^)V
M\#^_++PSX[^&W@[PG/7](/UI^'GQ*^'?Q= \\$^'OB5*/'G@[XF_# MOQ9;7%YX8\=^ ?
\$FD>+?"B"WLM0N](OWTGO#HEW>:9>/INKZ?J&D:!!'POM*U&*VU"SN+:/M00>F?
Q&/TZCZ'!'<=*_.S]FGJBL_#_P'X1F\1Z\ M>_@[XVM/CA\3OCMXR'\^! /VUOB3\8-
\$^(WC'X@ZUX6NM1U#XT>-M7\!/?#8?% M""7;3P5I5UJ'@Y_"EMX>\7&N^++&QU77Y?
\$&LZU?_HF.Y]23Z8SV [= M%' H 6BBB@ J6W_P"/FU_Z^[3_ -*(JBJ6W_X^;7_KIM/_ \$HBH
l@C^X/ MJW_H1I],C^X/JW_H1I] !1110!B^ (O\ D"W_ /USC_ \ 1T5?(GQH_-:"G[/ M-
GX9NOC!X[M_"USXWU/5M\\$>'=/\ B[QUXZ;:AX>T?:Q'XEB\&_#GX<^
M'O%_C_Q3#X5\,VT_B#Q;?:%X9OM*)\$=5\1W6F6+),WUUXC_Y M_IQ/(SF
MCK\X_P!H/X0_'B^~/ _L?[4].[S_9UI[QS" _?[1OPCUOX8_ '+7?'7@+PI MXQ\?\$M'ZQ\ /\$>I>
(-\$^)WP^%\%?%/6?"C#P+K_ _LOA@VFGWGP\2Z3XR\> M)?\$6A76J^%) [73M6_!Z3:_M9?
LSZC92ZGI7QN\ :WL/_L=U^UU_:6@:M)KV MAS_LS65Q=VEU\9K+6]MKS2]0\ (Q7-
A>0YL+RXU=WMG,6EN "?&?#G_!1GJE MOQ%:_OC1\&!XK\0Z#\" _@; \ (VBO&/Q?
 \5>#/%7A[X#GX6_ &/P1\0/B3I/B M! ?BMJ>D6OA;0=\#_ @+X?W/B;6-6\87GA_1-4BU9-
'\ZGX@ \1>%O'>C>&_ M@50^"5? [07PN^'VE>" _@/\6/@;XHUGQY^P+^TA^Q# \=?\$?
Q@TSXC>\$-%T'40
MC\7_&'QXN/B[\%_!_@C3O&EUJFC:3XW^*/Q%\,6WPE\8^+/#7]F^#8?A]=V M?
Q":T37='U_MOB!_P \$R_C%XS\)?'3X56WQ_ ^%%KX(:8_X)Y_L<_LJ>-/% MNHS^,+ [Q%\+_
(O?L3+\6M2\#Z]X=^'A%\2^'_B[\(?B9XE^* <0\<67B#QU\ M+O\$VA^&O#=[8:?
HGB6\6D^&@#[T']>?)DG_ @6G?\$A_BO=6_AW6O',?PS\ M/Z7>?"SXU6/Q)\3^/9?"D?
CU/"_A+X+WGPW@^,OBV_ '@*7_A)9?#7@'5;"# MP1%=>+IKR/P_97NH6^7XK_X**?
L.^?"WP]\;^ (/VE_AT/"?Q7^'&L_%_P"" M&NZ OB?QI9^+OA9X9O;2P\7_!
TU?!7AWQ#""? MQ>1\0M5U""RA^'UG M;ZEJ/C7^P=/T?5;JS\J;_ "/INCQQ\3_ -
GC]JZ_MOV0H?C[^SW>?'OPCI7P M.@^(7QS/P8\0_!_]H/P= \+=+\2O-^T-<_!^[\>Z)\5-
!^('PHTCQ?X>U/3?V M;7\+Q^]:U_X47EC<;I= CXJKY3\+?^"%?VX_P!C_P_;>'?
B[XP\+_M%_##5!/OP M(\.:7XT^*WC-]8N=+\ '>&?
FO'Q%'X>^ (EGXJUJPTW0/&7PV\2W7A#Q5IOAC MXB^
[1\4>"O\$NL>' -9T70==U'5;&:S%/_ANO]DW_ (5]=?\$S_A;'_ "/67Q#
M7X1WFA'P'\5!\6;7XJ/X<;QJOPYG^ 1\"#X\Q^-&\ I)\25V\ -1J)^%\4W
MQ,\$)\!P3^(8OSV^+7_!*;XA?%KX9Z;/;SXL>"O#SZ+_,\$Y?V%_V5=/U#3S M\188+GX]?
L4?M':)^T=I'B/4IO"UWX(\767PA\5ZUX6TCPS)J_A'Q9X<^+&C MZ/K.O:AX=_X1G7;?3]0.
[K'_3X^).H?!WQVFF?!SX!Z)\>_ 'OOB_\$FX\ M53_ \%/!/^"C'BOQIX7U+P\ (I9^%/P_\
BIX)_;:3^%+W]H/PC\5?!6C:YJ7 MAJ#P_P'&_AWH_@CQ#\)M2U_X7Z]J-
QH^O:D\H!^HWCXJ]?!KX9_ "B#XY^.?B M-X6OA6ST.SU/6_%NL>/M0\0:'I
MW@KPIX9TK5M?\3ZAJUA8Z-IEW=7"Q5\ (?M\$?%0?AAX(\?\$L^:I^S>GASX)^ M-/VG?
CIXX^ /P\M/\$\$7QZ\&>?!?WC'X3^#O%_C;XKV/QKO?AY^SO\:_BQ\,_M%/A6V\
(KX;MOAUK'P=7QO>:WXAL_\$=[I&F_#7POX^ \;>&/4?C9^S\ =_ 'OP*
M_9(LM.^+/@SXD_M1?LC_!-^_QP'CIXM>'[CPE\ -V@_B? \,_A_XC^&WQ(G M^ (.D>

M*1WOP\MOB7I\CWQSG\Z[X2\.>*)/AUX^'A;7;?PUKMKI4]A-YE MX_8K^-.\$'Q>^'[0_P
1O%OPKL?B9J'_4+=?MN_&OPC\.+COC/X#T#0M0 M_P'''=/Q(P'''?W@#X; "G7=>|\-
Z3KWCCQ\IVA77PS\8>/?"C;P[\H/%6MW M'Q%U73M#TNVBT'0=1 /M/XO_+3'P#^
OC3X9?#SXL_\$W1_!OCGXV:GXBTCX M/>#+G3O\$.M^*OB3>>\$M4\&:9XIA*:'X4T?
Q!?:HWA;_ (6%X2U/Q3-%\$;7P M_P'&;S4O&&JW%KX1\,>*-
;T;B_!7[;O]DGO!C^(_AKX[>#%L?A-X#O/BMX^ MU;Q5#XD^'.AZ3\)-.O-+_ (2:=?)
AO6K" _BAX* MOO\$?@2ROK-; .YU^*XO+ ".ZT?%'P7U_7_-LC[F7]I"4]!B\(?!+X&?M=_"W
MQ'H5RU\WB75M7_;&7_LA: X8OM BCL)]+;2M'T]GKQ=9^))=2U:PO/-USP
M[;Z;:ZE;7>LS:+^--I_P2"_:H^)^6A?%S1_VC?VA_!_B3Q1\0OV%/BQ^R;??&
M2[^+G[3G[1/BGX@?%/Q9\8?@Q\6?#_QS\5_#7XZ#3_AM\(/A_KUY*FL?&7[M-
GP.CL?".AV%V@VOBGQWHTV@1^" #[L\.\?%//A=1'?Q[V/?'B'PKXD) M_!"+_@GE%+XRA
<>)'GPC?4]=_ ;Q^/WQ(^"L/A??!WBCX/W7C7P9XB\+;?X M,_,^?
AQINM>'4@^,8^)/@NW75/!/A'7-.?S_0.N?MX_LJ:+JOQ0\1_%"7 M6O%7PD\(?%?
QMK_A;1?_7Q,O-6\2Z)\#KFVT[XLK]*[D^#H]\$^,>H?#S6[I2 M]
\=67PIU;QG+X,U;4K:W\4+I*-)-.#\=^*OV*/VL/C=XY_:/^+/QGU[]FCPC MXK^.WB;
()':CHW@GX6>(BUXK\^-^#/#W_!C]M/QA^TI1[+7/'WB_X=^# M]6\9:W\2?#WB25/
M_8> /"%CL.KWUOX&US3DTWPH?B;XPY?PK_P3M_:?U7] MK3PY\;?C=\<>=
\=^'!/O[>.D_\ "=7OQJ_:2\>=. _&'A'K6'4=-^%ECX>_ M9P\96VG_+,G[,T7P#\%R^'
(%+'QE?^(M(U6\U3P[I] M(!]??"3]OCX1?
&C2/V>?'OAV]TKP9\+/CQ^S=8/VDKG7/C3JOB+X\ CCP' MX9^#]O\
!#4O\$LE[X,\8^!+3P[K/@KPUI7QF@N_'?Q6_X6)HO@_0DT_1K_P@
MWQ#_.^([OQ#X;Z#2O^"AW[\$VJ_#CQ_\%L?M&>="=\$^'7PH/PGD^)^7B;QKI_C
M/X>1^"M*^_.B:R'\?!?Q;KND^/O"WAGO!!\OBCXDOXM.\\$\$_\$J+2)OA]KB6^
MJZA: ^)CI>B:Q>V/P9XB_X)C?&[XW?L?L_\ P*^-OQ_ ^\$?@.;X4_\\$ROVN/^ M"=7B3Q-
\)=0\<^/H=1?XPZ9^R-X6^\$ _Q;T32O&?@CX>/-!'H_P"S9JVO?\$WP M#JMS:+I5YXAT_P
*^&O%?C"S>^^\46'0?"[@KIJ?IK74OB!\6/CQXD_9Q\"? M&C6O#7[\$'PL'\>%/A%XA^*?
BOX60^_V:OVZOAQ^V9\6O%WC'Q?XU^'/A/Q; M?>*OB\$_@Z;PQ*_5KX+O-
"^&B6\UGJGQ \3+XVUK7- /U ^#WQ^ ^#_ ,?O M#>O>+?A%XVM_%VC>\$\$_\$FI>#_ !?
#_8/BSP]XH\^*M(TO3->O/#OBWP!XM\ MZIX_-:W)X=US0O\$NEZ7K/ABSO=?_
Z]H'B#08-3T?7-)O;S\]_#/_!7_P#9 MR\<>#?
V:OBCX=T7Q[H/PN^_W[3_QL_9E\2:Y\4/!7C_P%XB\#;W\)_AC^U#X
MMT+5O" _A5_!6LW7Q>U+XH^-/V)/\$GPEOO O[(7[=O[9'12OAOQ%H/B'QY<^-/B-\,/
MVK/AW^W/!::=KWA/5/A_IFA>#?B-X(?_M: ^'- \$N]*T_QSXL\:-[X\!VN^
M,K7Q9IFM:EIW@&(^JM:_;J_9'T#X8_#?XQ7OQS\ZA\?B_#XKN/AGJWA71
MO&OCC6/&EO\ #1;[_A95WI'@7P1X8\2?;\$!++X62Z9J-K\6;S4/"IG: "J^M) M=-
^(4WAN_"6SV=;_&X_V0/#OCK2?AKJ?IOWPY'C/7/AKI/QGTK3M+O=3\1: M=
<_!K7O" _BGQIHWO=;Q3X;TK5_"5I\+M4\^-^" \$%_9>/[I7;7PM<3PZ7I,>J M'6O\$?
AS3M6_./5?^"9?OPT>+IGWQGX7\5^!?'&'CSX,>.O^"F4FL^"3^TK^UW
M^RCH/B/P/^WI^VY+^U?X0UWP]\>OV7H;;XE>'O&GPSTW0/">A^,?!&O?#OO?
MX!>:CJ>J1V^JZ9=>"O!OBZ[I]^'^?["?Q-^\$%C^U#I_P+^(G@3]G6;XJ_P#!
M/K]D+|D?IG[6/AU;^-/%\?[/OQ#_&:_#?[66F?)?::9\0&N]5UWP3H.L?' MKP7>^
!J_BW7_%UY:>&-5?Q\$-.U.UTE]5 /HFW_ ;W_8ZN/A]XS^*=[\>/#GA
MCP\./%_@3P'\0]2\>^' 'WPVU?P+XJ^*7]C'X::;XN\&?\$'PCX9\<>'X/B# M'XAT6?
P9K6I>&H="1266HQW>DZG=6HFECZWX8?M??LT?&/6O_A?X;_%[O/\$
M/BSXBZE\6=#*>\$+G3/%7ACQA-XE^!)\)'XP>\$-?)^,?#_A[Q#X\';> +3Q MUX1U?
6?!'CK3?#/BV3PYKEKXFTW1K_P_%=ZG;_B5XS_80_:Q^#&B?%GXLQ0> M!=?
)OQT_:W_".TW@3P;9_&K]L?IM=!/!-^R_ ^U++>>)_&7QB^,?Q^TO3?
MC'XC^'\Q\7VOB_7+_P /V'AC1/AWX5M=-_XE<4NC7OBWQ?Z-^V#^R7^U5I/P
M%^+O[0?A35_"FD_\%&OC1^W]\'OBO\&_ ^%Z1X_ ^)?PN^!6J_%WX2_#3_@F5
MJNG0^(= =*^%?&/B#POX9_9\$OO&GQ7^+?Q<0^\$?AMX>M_&^EKKTN@;:HGA3
M0;2] /T%_:A_X*?"GX" L2:A^V[X!0_'P%K-UX!T'X2OX8A\90^&O'_B/X MG_%#2?
A'X/OK_7I\ ">.O\$&@?#T^)]6: ^U+QE9>"/\$,NHZ)8)'X(T?Q;K_B/ MP;H_B+L?"W["

!_A5>_ \$CQA\./ &F>%_ 'OC?0;ZTU3X>_#;XL6/PT^+OBS3=2T- M[X=PWVLZ=9W7-?
M,_L8V?C_ /8E\ \ [&GP"NO#OP]\. ?#[4OV.] ^'/_ "4 M-JLVC:+\?V5?V@_@-
\3(M(NKG2;'4=4GU;4?_P=O-%TNX^PR1W/B?4=/FU M62UL6U" _M_G_ ,=?
L'_'+Q3XH^_.PAL?%_PA@_9'_:/_&Y_A%^W5XW\;7FJ M_\$&#IWP GK'PT\;_ !^+6J?![PWX-
LO"<_PQ\16'BCXC_LZ^%M.T#XK:M\2 M]#O_ '\-?\$NIZ'_ ,*V\4ZWX?TG5+X

^_A+^U)^S\\>/'Q\$^&_P'/BCH MGQ\$\\: "36-=\\.?S\$10#VG^)'A(\$^)_#C#40
7B+PIKFN7NB6?AR'Q;HGB?2 MI|74 "L&L7'B&TTR\\T/Q-
+IJ^%_ \$OAW6=4Y/X:_MO_LE_&+XE67P?^&/QU\\(M>+OB/JFH^/M"TCP|96?BBRAUOQ-
*KN[M/B=X,T#Q'K/A_3?">O^/?AV+&YU M+QKX T77M0\\:>&_#R)XGU70;;PI-
!JDFW^R)\\%|]?^ 7PYU|P/XIU30-5U/Q# M^U#^U|O"5I>OJ5CIMU+K_A_P;\\1M\$\\->(9#;
MO:0ZMH|Y::5?:CHL&GZC>?EW_P \$|/V&= \\>#O MD&@'_ _Q?\\4|,\\?
Z1XK\\1W_Q3_W'PXLQX+T73EU#Q-XE_/O#1?\\ @I%^PWXI
M\\!Z#\\30"7|0NA>,O!7B_Q\$GA/P)J]?@OP7\\5/&&H?\$KQ"X5F\\<:EI?PJ\\+>& MO
6J^+OBM+X5\\+6>IZIX|N?ASH7B>R^'G|A>(|#QY=>'=2\\-Z|8Z?Z-;_ME? MLK7>J?!;2-
*^_G@KQ)=?M#Z!H?BW\\X/W/@XZYXYTCQ3X\\4Z_I7A+PKXR\\U#7_ M 9HNNZ)X(\\
(^*O&&MZ;X*^*^*?B'J/A/0_\$GC2:?P=HE_>^(|"_TNT^+OAE M^Q1^TA^SW\\-
/^"7NK?"C6O@'X|^O|_/|)WBG|E+QKX+^(WB/XC^"/A+\\4=
M^*/@;|GK2O&_B7P3\\4 "OPV\\>>-?!N^&?&_|.A360#CZS\\&|?L_&'A?70%
MGA_6K#PGJU_8Z|I7GO@S_@FM|Z|\\4?VK_ M
OXI^,_PM^)DMK\\1_VM_%O|5W|17P6T|IGG0+'Q7\\'?VB_V<_B-)X|\\7?#G MX2?#_P"/WC?
2+K|G?^W+OXI>'M1\\4^-2(&_/J7X0?\\%_P!D[XQ?"[:^,6G:
MW\\4?"\\AZ#XL_\$'X,66@^+/@\\<3XY\\1^+_7C_XI>!I#X+\\&>'OAWKOB+QS# MJMI\\
(O%7C6|L_"&GZWK'P\\-Q&S^+6F> ?%-EJOA|3NFT3_@H9^S3XJ_:)^\$ M7|W@[Q|XI\\;:U
<_P!GX_M)_#/XG^#/!'BSQ-\\\$_\$/P\\GU|2-%TF1/B9H^C
M7F@6C:O#JK:JNNWT|MX/T2'3Y|\\%3^=(=\$\\67VB^'|2^4|O_8N_;6T'X?:5\\ M)/ GQ_AM;
O!?'MK?M_ M#67ASPS^T;^T|^S;XC_&B_A3^U#\\1_VCOC M1%X_+^_Q2^!7P|/Q+^"VO_
7XK_"PYK^BZ%\\+?\$_P 0?"GOZM/AM%8>/-7^ M'IKBZ=8%^-V\\<>(&=)O-*NM\$U+PK\\7-
3\\(GR M+NSUS_A-=&OK&|TW6@#|_O@?^UA^SG^TE=:|8_WXL:#\\1+OPYHOA_Q1?PZ=
MIWB;1FO_7XMN-4M/"7Q\$*?)5H6@IX|^%_BRZT35|;PO\\4/ K^(_A|X@G
MTV|BTGQ+=M\$0?H4'(SZ_GS_/K|_4&?V> "WQ3\\&_M0?MH_'O6?%7@W2-
7T+5|6BA^'W|4FIZGX4_9W\\': MKJ'A'PUKMO_#/X::MX^6PU_&/3U\\;MH^DPPZO_J*HP
O [Y|=<|\\G)% M "UW/@W_)!|Q_U\\G_T!:X:NY\\&_\\@^X_P"OD__H"T=?1110 4444 %>9>
M(E9M;N416=W2T5\$0%G9FA4*J*H)9V)"JH!)8@>|>FUYSMK(9)7,@2,V;L
MT6!*|B)=SQ%B%\$J+EHBO_\$@0GC-'YR?%O_X*_ _LR>!O"OQ"U/X9_#X9?
MWQQ\\+/_BO^SU*O'OPQ^'7Q,\\W'B+PW=_'?|J;X6_LLW&LWES:0ZU;W%K\\// M%?
Q*EG\\30Z9%?P6NO>';CP)K&I>&|>O4DMNUU+|NG|FSP#X?C%\\'? M@-!9_%?|H/X7>'|?
QE\\8? VKS^,9/V=OB,OP|\\6:IH@T&\\EDEU^_YO-#O=>^ M&L5M<^_/\\^LP:-
X@T\\WMI>O\\!(>\$\\V&?VQM/_8|^%W|_&O0_LHZ=X7_&== M5_8TL?AY\\40#/Q'^+-[K?
Q:T+|E_|M+X&_&_4_%7B|P-?_!1=*^#7B+Q1_MOA'J<^K^&=*\\3_&2+Q\\90\$EM:OXS\\-
>%-(F\\0ZOZS_P!ACXK^!?'VL?@'_M=O\$NI?"G4"/PE_-X*W?&+4;>PUCQ+?
>*XM%_;P^)WAWQ7\\&6_V.H> |' M3SXGT3PQ9ZYI/Q2BGUO2(?#TU^F^&-7\\<:=?W-
P0#|?\$|J?X3Q>,|O3;GQW M*+3X56O|_&F_M7#X|3?"X7IX)F^&>I^*
|S0+;Q(+&37UU%/AN^CVZ^)XOC M^T?PXO(IH=\$L|5?5DF4<5J/_!1;|@;1_
GACXFZQ^V5^SEHW@+QGJ_BG0/# M'B;5_BAX>TVWU75_PT-
_'5JNGWUQ;ZY9+X\$@\\4>%|_QO>ZGI=CI_A#2_%?A
M;5O\$5UIFE>)M"O=0_) 'PY_P2!_:8L?V>_AQ*|0\\:?'L\\Q>*?AG^P1^SC\\!-. MBFU_X@^(/
&O_&S|F|\\O31?VQM)\\;:_!_P*RT74D_9\\=:!X1T7X:>(_\$EG M82>*|_LM'O@/X\\1'_P?
^R6_P 0_BSHO@8^ M'_BM<^.?@MIO@WX,^\$\\/_KXN\\#Z9J^M^_QX.>>8^|/A|^T-
IOQ#_:2_:;_9 MTT|PY<077|/?@C|F?QM-XUAUNRU72O&UO^TGI/Q6U;2|32-/L|?-
DGAB/X7R MQSWIU'4H=?CUVUFL1:"R?|=X?\\9_ ^"GO[#7P0\\\$?\$OQYKO|0?
@3QGIWP;^)_ MPH^\$7Q4T;X4^(?#_ (|\\3^"O&7Q@^(L7PS_0:KIEKK%G?:8-'UVW\\3W?
BR^ MAU26+1;#X??\$'3H%U#QAX6N_"TO,_L)?LA_%/|F/XC_\$+Q=\\0M9^'UYI?BK| MD_\\
X)M_W28_FK^=(6U&V\\9_LB?"OXL>"OBI?W5OKG@_PM8P>&-0U?QUHD MWP|OK:>?
4=9L(-2N=?T/PM);V|E=? (VK?|\$|_P!L:__AI^TQ\\+_ AJOP(^ M\$\\PF\\4^*_P!FSXK_
+/W|_5K)?_XQ_&'X5Z#\\;/_@Y^V;X<:_H^)OB31?B!X MN_9V\\)^/OV9/AO\\
&C3O!.B^'9_A'X2T;XY>\$_"?C37=1\\6^&[#0=+T7^P_\$ MX!^I&F?
ME_LE:S|2O!OP9TK|I+X,7_Q;^(>CZ%KO@CX:0>.M(7QMXCT|Q5X3 M/CWPJ++P_-)#?
P:KXI_AO&GAGPW|=EXEU_PHDGB#2-'O-*1KH9OAS|N_M8V\\8?
%;7O@;X3_:@^"7B7XN>%|/QIJ7B7P-H?CK2|1U'0M-^&XN!\\1-2U74; M=G/V6>G>
YK2\\L/&5_-K*VGAK5K*|T35YK36+.YL(O@'XY_L9_MW_M" M:_# M?
XL>*O&7PSMOA'X1_:U_8M_:*.>"8/VKOC+8>%OA5X,^#>A_"JZ^.'PML/@ M-X>_9A\\.^
/CGXWUSXIZ!\\0O&?@/X_%GQS9:T_A_6/#?AFP\\-?"^#2DM8/R M8_9^\$OBW|J3X4>-?
V+KJ__%OC'XV?L(_MD? N3Q;>^)OBXE_ _\$T(OBC MX|_?\$'4/A1\\>?V<-?_@CX\$T7X-

WGQ_\8V'@^TUWP'J'QI^*GCBV'PK;P?\ M(I3UCX-^'WUK3P#^I_X)?M*?
LI_M*Z'K/B7]GKXU?#+XUZ#X=U2#1?&\$I_#7 MQ;I7BF'0M4N[3^T=-M=9BL)FN]-
&LZ85U?P]=7EO%9>(I&DCUG0+G4M+ECO& MB^-?[3?[.OI-MIHM]^T#\
<\/P)\&/A;\=_P!E?40% M7Q)O/@%-XW_:"_9^)'[*'P'O;B'IN+JJIM/2]?
X8^#O%/Q0\4>||&OCIXF M?&SX#^ #\$/AM\"O ?COXQ>,? 4\$UA?6_CGO?JFG?
#R^UN#Q=XW\(:%JUS]M M2'XQV?\ P4,_X)<>+/@?/-_AU\3/%?A#PW_P4.OOI7Q;\5^+?
AMX+@LM0^%7 MP(TF6:/XH>\$A;\9KOP%XMGBO)DT:>Z\ :U;:_I*^)_#.I3CJQUG30#
[%^(? M]: ['7PE\,?#/QM\3?VJ/V?? W@SXSZ+)XG^\$OB[Q!\6!/UMX8^(WA&"UTB]
MN_&_A+78M4GTW5? .FVGB#09]8\?1W"^\#-#37-'_+9UVP;4I)9M?QE^UC^R
M_P##_P"(IW\?'&W]0?PB\+_ %FR\\$:M\2+KX;:EXUT@^-K?P-HGAW7/&.H^)G
M\6&O\$/B?2[&]T'1=3U"V_+/X4?!\!/?] MK#]F+P/-I7PETW]CGXT>)BS^Q'J_P"R]\7-
+^+?B?XH_#/X?_"#QGJOQU_: M>^/4EW%\;;;0_@W\7=3^(?[/5UJO[6OBSP-
KOPE\2VGPMUS6/'?P4^#\$_@\16T M\^HV/ASV+X#_
+ #OOW_9O_:1_9QUGX2:_P""_"OP0^%_PZ^\$?PH_:)^ (2?&? MXA:EXU_: (\ "_!?)
9#3X\$>"+SXD?LFZI\&;SX7>!/C5H'Q(TSPIJFA_';X?? MM\$V?
B=O@_P"\$['P5XQL_&=K]@\,Z* ?3OPB_:R^ 7QX_8LU#JNWX4W_B#Q1\
M'I)^"WB;XTZMH36%A8?&\$'0[;PA\I/B7XC^'FN:6FJWV@67Q#T?2432-0LM/
M\2ZOX=BUR18[7Q?'V0%^WC_PT_X*&_,_BHFk>%/#W[#GQ^@^/\$?P8^""[27@
MWX'ZC\5/V8(CXE_L^_';7M=\,:-1_"_P 4!\7?^%>:3>^#=-\,:G8^~? ? MCN\
(>+6DN=&E%\VGC"QO+R[T]WP,_9A_:&!*? \!*:W_8<^)\$?P=TWXR>#?
MV*_ \$G[('@_Q#X,^)/C;QK\,O\$C:9\";KX1>!'^O:UXC^#W@7Q1X.MM?U-XM
M41^%+'P1XQ;PCIRE-/UGO?;5@6G^PA^P9JG[#/Q4DU;P4WA"?X5?\$_IE_
M9P*_&K3K_QEX]\: ^\ P]^TS^SK;7?AF#4?AEXH\<:9J.N:\ /'G@SQ=XB
MG;P;XB\5>'K#X;^,O!^DZ_X\$!\64GQ6^(AL0#W#]AG]K/Q!^VU*/#WQN_X9
MM^)^OP"^&OQ!\,^!/&GP@UWXC>\ X*^,Y_BIX7\;0:U<3:CIND?"?QSNXU?P
M=/X2>*+)=*BO9M%\06]GB>&O^"BG]T7PR^"?COXT?' MKX! ?+Q!;!;?AK\./B;H?
@3QA?/AEKOD:)\3[S6-)\-WND^.?#VKS>#O&?A6 M?7_#VNZ+_P +!\,:A<>"TNM-
:6\U>Q@N]%\CM? \ @GQ\ " &'[*7[&7]W].W MQ)OO#.J^_O@1\/'!P[\9:GX&O\ 5M7\):AK?
AN&2*^NO#6H:[HGAC6+W2I= MR&VGU/0-'NFVGS+). 'D_+KP!_P \$KOCYX7_9+? ?? K5]
^!%]XY\2? \!#?P MG_P3+T37;?7_!C=: '9?
&_2+OX^W&MZ[<:C>="^+5;+X,ZD/B7X)G.N6FEW7 MBJ\NM#OOM/P^_P")-H]IQJ
!^K.D?ML_L<^(/!GQ\$^(^B?M4_L^ZIV/A#XN\ M.>_BMX[M/BQX/?P?_ %WC#6])\^-^\$-
(\:(^VU1=*\.KXLUS7-)T]POJVVHW M4.A: +>K+I6J7=K%<3Q9?@+]O\ 8D^*?
B7P!X,^&_ [6G]/GC?QC\5+S7M-^ M'?A+PY\4?#%_XG\6:KX9?4X1;T:PT!;U-
5M=TUK2;#P)J6F0:7XC^&OB;30"_P]MK7^T8I;UJWN M-
&\46_@O0XH=3FZCQ7^P]\2=9\9_M >*M+O/A5;\A5_ ^"LG[&?]=7A^[GO\ M6[75K/X-
L]>#/\V2#?CC0=9GM? MTT/Q+U*?X*?\$K_A\$]!L[N]\:-E9^*-. M;5_&^@MKNO06 !]
[Z'\^*/@;6G^+'CCXB_#3X9+IWB&RN#X] M^(?PA/CP?%/P7X6"N#JOB+X?'X7?
\$@>+-.A'FZ2?_B7SS_Q+)J\Z^\$?[:'I M(?Q]O?\$>G?!]IWX\$_%>]\(>=".^)7BF'P-
2#&N#0?AWJ=M'=6_CK4IX;] M;>'PG;1RQ1:WKJS/I_A>_DCTKQ1/HVJR)9-
_/\$?!+]B?]JGX;?&S]CG3=E?\$KXEW_QL^)?AS]LS2/VQ;_PCHK?"FY^"NB^ M!/
NK_#KQ%^U'0%X=\66I^+GC.T\3Z5H0\6Z)K&BSVS^\$-2\FU3_@DS\6/%G] M&W[/I+&J?
\$+X8>="1^\$G_!)]K_G_@G_/\$[QAX5G\5:I8'XK_M";^QXOAS MQCX2TX^%/#ESXK^',6L_
#QY=^/-:F'\>(IRW\0Z>]AH^IWVM:K-I8!^O?P M/_:4_9I_
&F=&UGQ#^SO\:_AE\;=%\,:E:Z/XBU#X:>+ +=+ \4IH&I:A:?VCI5
MMK4%A,UWI:ZYI936/#EW>6]-EXET62/6?#]SJ6ER)=GA)_VY?V,K2'XI3W7I
M5'P%MHO@>A/QA,WQ)\1M\)-O^%G:M\%8=. \71-H_#;2O#C) M)X@UGQC_
&=HND:7>W.NZ"-3\G_8F_9M\>_!CQ9\9OB7\7/!MKHGO(^*VA_! MCPIJ7B'_
(;E_:*_;CU;7/#GPEO/B[K&E;?;\$G[0WP>^#NH> ???AG6?B]XI ME\+: -H-
OXAN=83Q'KEUK]_I=Q;V5G?\ S!\0_P#@G!\5M9_9;\ ?#KPEXB\%
M:=\7/AA_P4F_:1_;O6S\,%GXI_:P_4=&^-7[0? [4OB30_#.L?'SX7^!]I MXK?#GXD:!\\$?
V@O#:V?CC2O ?C&WT;QY\-.I."&+7O_Z: ^@!^@.J?ML_L=: M)X+^%'Q(U?\ :E^ 6G?
#_P".VJ7VB_!GQG=?%'PHGAWXG:II&HC1M?M/'&I+ MJ#1:FWA36F&B>-9CY-
MX&UQDT7QA-H>J.EHURS_#_9-U+XPVW]/-C^TM\$; MSX[2^(_ \$7A&'X.6_Q(\.2?\$1?
&'A>"ZN_\$A)_ "POOM]MXKM+&QU&^C\ -7\$2 M:WJVF:3K&HZ-8ZEI^CZG/:?F-XQ_X)]?
M(Z%\&_AG8_LOZ+V/?@)^TOI'B]I MIKQS>_'[4_V]/VE?BKK_,*_%O[1/Q!^'OB;QE?:K\A
\$]IE_P 2:\ MI_# MWXOVW@?20%GQM^"GOA\#?"_PU%X^(\ ^#7\ \$ZY!K<?*%#P_QWP\A
@'^T1\9_MBK^U!X/B\(_ WPA^S[X7_P""Y^J?M7:] \5-; \0?\$_U_&N;K]GG7/A!\0;P

MOX0^&(^%_P#PA>O1_\$+Q#X-*>"5^+~Q\9-.MM*^#NL^./#D?@C5M4L=+EOP M#]=?
#?[77][+?C3XK>?*@1X4_-^#GBGXS^(\$O_E/PNT;XAZ;J7C'0!X+ M>*/QS:MH]O>R-
=W?@.>X@@?Z9I#W^H^![R>.\V7VFD7C[#B_#S]MW]C;XM: M;X]UKX9?M5?
L^.=.\$^%O@C3?B9\2=<!\/?%;P?=Z)X\$^'&KZ;)9[D:1H^HZ=J6B:U=Z?K>G7NG0?
GS\ \$OV!OVFO!-K^OI M\ 'O%\W]-UG\ 'V#_(D?M/?\$?P~8?!OC'XBZC\; P!H"Z^,?PQ_;\A
A9X* MLO'/PXO_(1>'O#7PR\!-->ZM=:2 ?=FK_MW?L5Z\!)/"?QYU[IJGX\$Z+\&O'FL
MZOX<\&?\$750B#HUAX?\ \$_B#P[+J\$7B;0]'6YECU.ZU;PH-)U6Y\7Z?_&EZ5:S7J?
4&E:KI>NZ7IFN:'J>G:WH>MZ=8:QHNM:-?VFJZ/ MK.CZK:0ZAI>KZ1JMA-
<6&J:5J=A<6]INI6-Q/97]E/!=VD\UO-'(WX/ZI_P M3V_;QUFZ_9N^*'C3XRK\3OB-
\\$#^UYX!A\&K^W1^T1\\$_%VB? [X^~)?@7XF M^%FC2?MJ_"K]G&T^(/QM\9?#J3X"Z?
HWCBI^)^OP#T3_A87AWQ=HT&M^)?\$/B M+X2Z;XI\>?L7^SM\)M#^ WP#^"_P2\,^'=-\
(>'OA+!+ _!P\T;PGHWBSQ/X M]T;PS8>%M
LM+AT#10&WC2QTSQ;XLTC1_(.GZ7X@\1:7I6KZG86UO*M5T[6/'EUK]KX'\&^#?
'Q)^+OQ)\9+X2TJ+7?&6H^%_A='O'"CWXB MZYH/@C1+BUU;QOXDT_PO/X?
'6%_ID_B34],&J::+K[\$\1?@\6__ .N"[R#1)M\$D TOQX8UOQ1X7F\1> M#[I]+\4Z<
=S:_MA?LYWGQ@\. F'X@7R?\$7Q=J^E^&O"HO?AQ\5],^'WB+Q M?KGPM M?C=F'\@/1?
C1J?@6S^#&H_\$74?A#>V_Q\$M?AW;>/Y/&S^&G>Z.@K-#/ M;Q\U\+/V]OV0?C3KA/_
W^.'A_6KE_"/C7QW8ZOJ>@^~!W@G7O"_PPO-(MT[XM7_A/XC^~O"WASX>>,KGX-
ZAK^B:?\;-(\)^*~:UGX07^J6ME\2;#PQ=& M2&/X@;_ /!//]IWXB?
MJ_#;IHGO_P#'KPEX^\\$_#7]K3X4_M)Z++KGC_P#: M9TW4=\$'\^"_@-:?"_7_@E/OV8K?
Q9JO[+?@;3V^(\,WBSXEZ%\2)(?\$/Q%UF M'QE>:7XKUE_\$~OJ/B[7I(?\
@EIXEUW]GW]E]IGSQK\6/#]GHWPD_9N_X*%? ML_\$IQ%X1TC5IM0U>V_;
<\+7GA72_\$G@&TU2&QMS<>!K74+F]U2W\1_V:M]= MOPK9>;\$[R* ?:&B?M_?LG>
(OA)%?B!INM>'O#_B M'OQ%:7;:'H.KZA9S:G^WW^R#I>G?
W4I/C3IVHC]I4^/(O@5I/AOP?2/%WBO
MXBWOP\4:%X,^+>D;:X)\+>#=#8\9Z3KWP@2>(+?3_BYX?\ \$N@:)K7PN32/
M&%_X\L/#^G>!?&5WH?Q_\9OV*/VNOVEOA5\!=\ C?XT_9L3XC_LJ_\$SP1XV
M^%OACX1^)^OVJOA~. B/:6/P/^ (P\$^*(\>?%CP'XI) &KX47_CGPY\2[CQ
M)X"TI[X86.OV'POU;PM9^'?%FI?&WPMXQ\2VL/=?"7]A?OS\?'\$O\~/Q ^'B? M!7X?
>)/@3\#O^"BGAB^'\V?BCX_?\$_P?JWOJ_:5^+7P,^+7ASQA?>\ XI:U MJ7QB\;Z+::
[])=6NOC'XC\0^)-#\6^)-3\27%SX,T?1;6>/3M' /U(=2CO&P M&Y&>~\,KKNC8JP#*2K
,#AE)5A@J2#D)7.>\$ \$\6Q^\$_ "D?CV?PS<^_T\,>'E M\=3^"K35]A
!D_C0:/9CQ9/X.L/\$%]J>OV7A.7Q"-1D\~6>NZEJ.M6NBM8P M:K?75^EQ/)T= !1110
4449[?Y_S_P#7]* "BBB@ HHHH **** "BBB@!HWJ MG3@>P]**, _Y_P_Y_.B@!&SC^?
^>_&>.><4@#\$EF=F8A02Q+"@ M DDDA5 1><*@55 50 ZB@ HHHH **** "BBB@
KN?!O_(/N/^OD_P#H"UPU M=SX~_P"0?,_VN_P!G*W\.:?\ &GP;^SWK MVIZ\;?
A9K\A'XM^~M;.B6'A3QFVE^,9AX2NM#CAU/Q#XV_MXV\ M3^,~=AL]#\~ZQ>6W>)^UO\
=/_X6%?\ C;XJ?"?X9^\$_ 7CC2? MGX]\>?'; MX!:=X.\ OB7XJL-
*_92_:"O_BQ\OA7X8_:5M/@WX+N+3X)>(/#1T32 M?V8=
(^/5_P",/!'>A:NOCF'QIJ'PT\+>)]%~:~+!1_L9?%S7OVM[3XU>, _! ? M@*\ 7O_
5+\#_MHZAHNI>(M!\4_P!C> O#'_!BW_9.L~2@TV]TZ.'4/%O
M@W]J:QTD^&UM["UU6"VT;3/B1I*Z9#8V=S:@'Z&>#/VE?V;_(C^);3P7\O MVB?@'\0?
&6H> [XJ6'A'P+\;?AEXP\4WOPOU!+&6P^)^5IX>\. ^*=1U>Y^'] MW#J>FSP>,X;~##?
BAHO MA#]E_P"*G[7/@_PK\X XB^"=2U_XR_!KX3^\$~\6ZWXP^%D]OJU]:>*/!MS
M%X@'\Z#].N_&?AC[7?R~KNDPW7PE\%/V /B'\~0_8=F@(\(_#;P M@?@Q^W#_,%5?
C;\9]4*S>' +6_/PC_:\ X;/L_@TNE_V58VDWBB_N].^)^OI M/~KKOAI);9/#MGX~TFRU#RK?
P%\ID=O\ (P_X)_?MY^*?V7O#_P_?%WPJ^"_ MABY^"7_!#W]L'_@F/X'UKP[\+;Q?
+15_C=\1?#7[,WA;P7XZ6TU#P~X/M? MWPL\>0_!F\U'P_/K=Z_BWP^YUJT^(N@^& /#
<^O '[V7?[1']/~C\7E_9_OO MV@/@;8_>739=93X(7_Q>^'EA\8!HUOX*[
MW4&T\$6D'AFVN/\$+7)T.(WZ^'??"_ (*+?L_&X)Z_ \ M&>#/VK?@+%%?"? MC76/AYXO\?
\ B[XN_#?P=X?(\>+=,\O>*;32_#@VIZ+KUC*?A[X^_LC_MN?%3]NKP\0X9=\$U3]GC
MX>?MR_LK_M+>\$;RP^*~PR\!^&M#^\$OPO^" _A_P"&WC_0M;^\$^E_!B#XL_\$G]
MH2'QE+X]OY/'C#XP7OA:^^\$~OX\+^"QHPTVX^&D?~?"[ID/]L3X:')^S%?
M6OP;^&/Q3N/V'_VP_P!NSXF:)X&A^,NA:!'^T!_P!LIQA^T#XQ\+?%3X5W MVO:;^'?
AK\7O@9:_&O3?"9\,%Y?#]OJ^DWWQHMO#?B33Q<^\$[OQ6_?K7K/ M[3?]-
/AW1OAMXC\1?M&_L_ \ A_PY\9=.M]8^#WB'7?C9\~'T'XMZ1=ZKX2T
M&VU3X7ZSJ/BNVTWX@Z;/KGC[P]HL5_X1NM7M'U?QKX1TU9C>^(I&@O?
>Z98"56&:68^4RAHV7RY&S&5^:,Q[5"8_V@JNW\4?@/^PC\:/A#XP_9= M^*~B'X5_

SQ)KWP4!/?%A_B#_PJ;P[XPL9_AK*_C/^WA^TC\%_CM\%O@U\ M'?\$_BGP'I%_IOA?
2/#.@_ \$X:>)_B=IW@?1+'2+C4/\$>HVFC6_AGO3::1)^Q M?A:\1:AX9_
ZCXOT*R\+>+K_P /: %?>*_#&FZZGBC3?#?B:\TNVN?\$'A[3O M\$>GZ3'XDL-
\$_UB6]TRT\01Z5ID>M06L>II86270@C -TKDGG@\'&!P<9YQD9
M(&0",X4Y!12L@:0(\8=U24Q^:BNPCE\$;:\Q%(5S&Q+1I[@=C_,N,TE% !11D M?Y_SQ10
48'I110 44F1Z[_IW]*7(H **** "BBB@ HHHH 0CCITZ#\"/I MW[\4KM))Y?F2R2>5&L4?
F,S'._=B1@G"HG*#Y0,@?>?<44 %%%!!1110 M4444 %2V_P#QVO_ %]VG_I1%452V_\
Q\VO_7W:?^E\$5 'L\$?W![6_]"/-I MD?W![6_]"/-H **** ,7Q%_R!;_
*YI_P"CHJ_)K]MC_@H#=?LD_&]DG]G MGP-^S'\5?VJOCC^V7=_M!)*O 'PS\:"WX?
&*T_9K\#>%?B\0I-6)2?%?7 M_#V@"[E* >)SJ&AV'VNU:]&AZI9)=R:K/HUEJ/ZR^(O^0-
??],+/4] M6V/S@'FGA_\X+K_3^+NG_+,G_#*O[+O]5?[3_C+I]KX)_\$'I]H[2?A5X7
M@^"WP[^(O@OX/_"?XK^*?@A\0YM2TWXE?%31M+<_ \$C1_B3X'\6:5IGPW^&>
MK>);S6M+T6[\11:Q;:5T+7 MK;Q79Z]IT&A>(AX:U?QA\CXE^)>F:CX@^+.J?
\$>UU=H;+RS]KG_((T M:? M&"Z_:Q^(?P*_:1^&GP]_:+%\% \$7Q9\+W/B?Q79P^
+/QEI.LZIIWA==4U+PNTTLFA@ M'V)^S'_P6H_9O_::^%? [>7QQT_X>_%;X:_"7]@W1K?
QOXB\5^.5\,12_%[X6 M: SX3_\C'P1\0?
AWI\$&J1W%E9_\$30_A_/J'@JPUZ>*7K/Q=X(OM,U:IM-: ME-K]A_L,?MC^'/VX?
@0WQCTKX>^_@SXH\.\$?XC?!WXL?!#XEM8O\1_A\4 M_A?
K[:X@&^,%TU8[47]QID^@^*[#RX+61]\$ \1Z>9;42!V7\@OB9_P1*^*V
MMK^V3!OA7\1?A;_V-/VO/B-_P2N\%:S8VOB#O(?CCX8_8Z_8+^>A_#_X MD^%M)L-
0^"WB3X8_\+?>:_/@>'PA::U<^(OAWX@%\W/B]Z\?7&G379\Z MC]!?!_X))_\$SX(?
\$/[_P@^#7PX0OA5\2/_P"#YM2^P30ZQJNM M_#SPFFO>&)[C3SXD8_Z#X]?
%\G?!'P!_:>^/7P(\2?LJ?M>*AA^S%\3_V6 M?
@__VPO"OACQ'\!:"C6/&A_XF^*]N[_Q3;Z% MK=WX3M-8OM-
&FW^H#2YYI=*TK5/O_P#:#_:N/@1\7/V0OA.O@V#Q5=_M7?'
M+Q[\\$H=;NO%3>&M^\77@WXI?%CXV0>([J,>]'=EUVSU"Z^&EMX8N;-&TF33
M;/7+G7TGU*?28M"U3^>G]KK_((+_M*?'A;_:E^-GPR\1_LQ:#;_&GQ!^
MQ)J'P_)']^)'QJ_:OO/VX?V4)/V6?@_ \+?A[XG\=>=\$=)\&^!+'PEX^*WC36 M/
E]J\$/BCQ\9H;J^::W2:M?6NL:I?9IW[Z?M/_L^,_CC\=OV\$?BCX5UC M]I?A_\
9<_::^(WQA\?V7B>]UJSUS6_#?B_]F;XR_!?'3+'P9;:'X=U;3K[Q M"XE^(VC:IJ=MK6I^&-
)@T>UU2ZL=6N;N*STJ<^=O!O_!6K]D;PC^S=^SA\ M8_VQ?VC OV7OV???
Q\^%B_%*#P3X6^+US\3O#;Z\$?\$.J>'?[_:UI?A_P#M
M[4O";:C81;OB34]\$LM%G\8)K/A/1=7U^ \TB6XD^FO /['[\$GQ3^S?LP?# M?IJ_X"^-
OVAQ#?RQ_]WP]\1=#O?'%Y-I&DS:_KFE::IWG1PZMXC\Z#;7NN>
M*"/>F75WXH\+:1IFM:AXBT?2[;0M:DT_^,'IIS]EOIH'IC;?7V=_V='7PW' MQ]U7X2?
 \\$_Y_V9/@]=? ?P9\+/"A7C+X/_\!0[XA_#;IJ;XX_&J\^#GPW^(M?[-&D^#_UXFA\1>
(?!WB'6[?]I7PC;6GAK6KFQTC1O#?][AZQXJUO4?W:_ M%_
!G]OI_ ^"G7PG_:%^+GOV^%GC3X)?"?][KG]H;IH/0/#<_P :?VAV\9Z- M\-/CA\?
&'@/PU*/#/_[-VF^\$(/V2? 7BCX7ZOXCG^*OB+X/U6Z\4?'*"]U
M;QKXN;6NJ02^'_ \$H!^I_P %O^"B?][7]1NNZQX8^!/I8OI.?Q4\2>'?AW:
M%KQ!H/A/XI>&KG5=#^'\$]H+Z[\6ZO:7EW92: ?IWARDT@E\=0W7EZA\OMEC'
MX_LO#4U]:1R_-7PU_P""Q' [&OQ<^/7QA^'_PY^+OPJ;? ;X%?LC-^U5\2?V MI_"WQ-T[7?
OA./3_BUKWPR\1^/_\$GAJPT>36M"U'0=.TBT\:)J=[>=>K>@Z
MWH]YHFB7VF:MIFKWWY] ^" _\ @AK\8;#IEG]A/[G36/B\!/\!>H_7]@S_@IO
M^R'\>O"PW?QE)-K7BK]N'1M'M_AYXS\ Q2?#+PG?>/O#WA?7(M=USXBVGCR MX\
:B;S5-1N/#]OX@O\ 6=0NSZC^S+_P3R_X*&?";Q]\3/C7X^TG_@E] \X2^*_P"U/"WB']H32-
:^&?AK7/%O MP^ \3:4&A\1S>%VL-;T+2/[*_::X6UVRT:X::P ?JY^TU^VW^SW^R;\,?AI
M\8?BQXHU>3X?_%SXB_"GX;^!==">' +[QS%JU[\8-6TBR\>)PND'#>#-.TK
M680%FLZC9O>ZS=>'K>5/'>@>*O\$,^G^'[I]SSP)_P46_9L\3?M'?%W]F/Q\A
M\$;P'\OB9X(^-'P_ ^\$/PR/_^(?&D":_ \91\2_P!FSX)?M#>\$M>L]"N]+TV7P M1<^*6^+>I^
GAKQ1>)J/Q# \0#[Q/9^#)M6U^PUOPQX>Z[I]JKX-?&?XP?L
M]_#KPW\//^%16WQO^&OQF_8] ^/5OX?\ \$&O^?-? OP1\2>)/V<_C_-BIXN\ M!0>*O#_@?
XB^_./!G@WQ!:>%_\$.C^"M;P\7:GI+? \ (Z=8V\SH+Z2#Y_:_L M3?&'QB/VK]4_MOX3:=K_
_T-_P %&O\ @G9^V=HRKK_C*]M-%!_LDVG] C? M\$OP=K6LM\.;+4I_%5_J'+OQ/C^&\-
IID^A:O9^ (/!UUXBUCP1/K7B:S\-' MV-17[6OL6M_&/7?V>] (^/7PPO\
XW>&5UE=:^&D'B>U/B2UO/#.F#7/%NB6
MZN\$T[5_ %/@K0WAUWQWX.T2_U+Q;X&T2ZM-7\6Z)HVG74%R_CA_X*<_ \! /0^
M"K+XCP_MC? F]\":EJM]HVE^*M+\5RZOLJW>C>%O#'C7Q/<:5)I6GWDVIZ)

MX%+^, "^J_\$KQ/80W'AGX7_-LVNG?\$76/'^K":PB^10@!_P3=^(_P?^._J ML^*TT'XE?
#7P7\?_-KSX_P>^)6L_MR?MH2:WX8U_IJ!_V@-4L_,_800/!_M=S^R7X=\<<^%X_P!I#QY_
O\$7Q-\.?\$.X7Q1X/N\9=IX)MO'WBW5H*R?&W\!_M'[9,/I&O\!G\+7PO^)^O@+2M+_9I_
&0-5_9I_: "\&^&/VEOVBOV6?"GC;XL- M(_A/X\' "%GPU\5?@!\
(=3^+OCSP1\./SWA7XF:G>?!G7K7X0:+\5H?B#8Z MOXRU:WU#0XM*C_/T0\??MR?
L;?"SQ?HW@'XC?M0?!#P9XR\0V'@+6='T#7?' MND6UU>>'/BE=W.G?#KQ>;E))=-M/
OC/5K9=\$T/Q\?7UKX+GU[40#VA3:J\J M_BGPU9:MM^*/VO\
JEOP5\:= '_9S\6_'WX8>'OCIKNJ>&\ L/AAJ?B2&#Q)# MXE\;V::AX\$(ZTPC;2?#'C7XAV*_
>?#GP5XGU31_%OQ"M@DO@K1==\$T'F_EG M?_\!,#JH"Y_97_#^"\$C+X(Q>,OVA?
^"5W\ G\#7@C4_A(/J>%I)%^+7 M\?*@/X^^&?
B%XB\37T7PL76=/^&NK:K\50#JQX"U70]"UWQ/?VECK,^O>" "
M4\%E::AZO\4OV%OVC/&7B;J\#X0Z!K_P8A_9?_:T_;<^!'[9_B_XO:WX\^(_
M'[4/PVG^%FI_LU^*_ \$OPT\~?"NU^#>L?#3QO>7NO_LO>&?#WPH^).I?'7P7-
M\+!/GBQ99_!OBO40AWI%GXH_/H+XU_ \!3S\BGX(>#/B[XUU?XR:=X\[@^!7C
M3P)X\!^*A[X0VI\?>*- \1^/OB+: "RR@M889M.\;Y9^&_&1U;1/'FH:/XD
MO++P9KGACQ)X.UJ:+XA6%OX/O>_M?VU_@C!J'QLUCQ=X\!^"@3X/?!GX8?LW M?%*
[~*WBCXB6FD7%]HO[2UU0--&P^)?AKKFBZ)XP^TVJ:YX,TSPU\.;36 MDOO\$'QA\2>*(I
)>'H=;TV'3M6_/Q-_P \$!\?VM=?\ #?[97@GPGXE^!/P7 M^%7Q=7P\XZ^#O\N@_&SXY?
%7X,3_M\$:#^U;9_M,ZS\6'M_&7P0\,>(?V./# MGQ5&A+H_Q,^\$_P
#9/C;X%U7QUX\U_XF6VF6^I^&8[3QKW'QN_82_::^*_ [0 M'Q._NTW4?@!H'Q)U#Q1_P
\$OOC%\.?A/J?Q&^)^N?#>+5?B5^Q'KO[2=W\6/ MAY\3_'D'P.TKQ#::?
#_7=+^/=O>_!OXC^'?AQKOB"S\?^&-\$\8^?A;HUOH2: M#K(!^DME^TO^S_?_-
E_:8@^+W@B\ 9_M=-U/5=2^+E_JCZ5X.T2RT+Q1= M>"/\$+>)+S5;>RN_#-
WX:\8V&H>%O%&F^(;+3-3\:-_IVI:9KMGJ\UI\ZD'CW
MAW_@HW^P1XN\0^&?"7AK\J'L'IG_6?\$WC'QK#_O#FAVGQ"TH:E?>.,YK)-"TF
MXMIS"^BP>,I-6T"+X*?"\$/PYUCQ3+XN\~IJ?)?M/?\$EK:~!+~#3=^3^)?
^%1:*=>\6_VK<:9X)\.>'KFULK+Q?\ M:-_8+^*WQ;\2_P#!0WQ#X0UCX1:7<_M<_%/
)H^.OAS>ZYJGBW3\6T;3/V M?*B'_O&/CQ/B'X?V8#\?/A=\\?)~072&^%[>)]3_A)(_\$ T-?
%DW@TL2N MC~\1H/!C?)O+,\/[7_X6"X+ \7R>&\$_.#^TO\]?#?_ (*5_LRZI^SS%\C
M\]>/B\ #O\ 9EA^.5W\3X/"_A7XC>;/%[B.R^%/Q\ \$/PU4>)KK4UT_3Q
M9>!]\$FTK0\5\9_#\$6\T3P'_ \A+_#VG>+?>FR:GI=QJ?C-A^Q1^T:GBK M3OA%?
W7\1_9;T?_ (*6ZY_P48MOC)#X@^(\W^U1J,VH_';7/VJ=/^\$\$OPGN M_AA#\~*UFU^+6O?
*LO_C5!\?=2DU'JF^R;PS'\+K/Q%J1N;'X_L?\ @D3^ MT%X;\-_"#_B:_#CXH:EIO[-
OQC_9K^,'P\TK\MW\M'\C+P7)-!^(G\.'PMUWQ#\6M UCPI\8=;\&?%?
X3_%;X;Z'I+7FEZ#J7@OQ;;1V M>K'Q&?MOXE_:C_9R'\?&3PK^SUXG^~GPZT;XV^~
/I&'A[X;7/B"&3Q#*_B= MKN/P=%J\6B7.E^%;CQ\I^HVOPXM?%NHZ%
<_\$B\TW4;+P)%XANK&YAC(Y^)/ M\;'P*)_)_.J^_O@KOMX7^)]KKG\+7QX_:T^"OAW1-?
3G\9:=\MX_?'@7^S1\?_V7 M?VBOBUJ/P8T?JFN^_9K^/OB;JESQ=XHO?%WC#XR6?
QF^\$%I^S\^SI)OV:J< M^&W@WP;;^"O\$>@?&?1=>\(!?'PKJWPZ\<>.?C?\ #K4O_7B?
Q5XJU'Q5X3^)_M,5C:V>K_AX~_X)D?MH6/P;^#P/%5>)/V3T\)?LR_\\$R_V^O\ @GS\,/%?
MACQ\;KKQ'\3=:_5\~?!3PK*_BS\0M!U?X':?IWPUTH:7\&\-/Q\$%\^&\< M^)^E[X-U":JO_
QXD^(UKJUOI'AH_6"S_:8_9DM~:~^#@3QM\:/AMX_ ^+GQ ML\%?#/Q=X=^%FO\
B^P_M^PN/BUI-A>^!J UV^1\$TCPUJ?C76+B^~\+_#&U\8 M77A?
4/BQK^DZGI'P\T_Q%JUE=V%OP7\5\I;FC_LZ_'#\DS\G'1_"VE>+OBW^
MUGXXU70_#5IXK\1>-?!7A'PYX+*QVS>*?\$EWXA\&_"7XOWNJ^*+F\O\T#P M5X+_
+!TNPU;6\Q+CQ?XP!\^%8I_\$B_!\$G_!KXD#XV>(O\$'B:W\\$_&?% MFZ_8M\6?\$'P\?
_MM_MJ?LJZ5X!\= _LK?"#X("_O4&MOV>/@JX*UCX*_M0Z< MZC\!?!GQ(^>I_\$I5?
@_XDT3Q1->:9XB_M30X='ATO\ 3/XX_3Q;6/VDOV M3_BSI_B.PT+P7\%K;JJ:T^(?
V;6=8T;X@7:_;X2Z7\O#%_ \4T\IP_J.C2: MKH>JVMUJ6I7>MZUX>_L>\$6-
UHR:W\$OV\OV,/'\Y\4+'P+^T\'\?%
MTOP;\&>*OB3\0SH7BRVOXM'^&O@62YM_"Q\$TJYMHY;/QQX&\\$W\G'O"WB6\$^%];U*R
VAO"ESX\^!Q\&?%WP~:~> M(=8*/XR\ :S#XA\+7.O:"UN-4M-
_UVT4Z;K5O"EY:7%M\J^C7%_HFJ65W:W^ MDZE?65Q%<~^EI_P3@_:R\6? /X9?
[XD:G^ROX67]E'_@FU^U3^PC^S_P"* M_A=XU^+6JR_&3Q+>O@GX#^!OAOQ\6=&\0_
PL?V?)I6A?"[PYXG\;> M O VL?M#WFM>.:~&M6&K+~X#TJS\3?M9\~O#,O@?X;?
#3P+,FFQ-X\$^'/@7P M2UOHBM'H5O+X3*Z3H,\6@P-9:<\.B&XLI3I:-IJBXL_*+V-H6-M\$
=M1110 M 5W/@W_D'W'_%G_P! 6N&KN?!O_(N/^OD_P#H"T =?1110 4444 %>9>(M
(VEUR>) "T@LT7+*JY:\$;F8A54!9F(55!9OE!KTVO(/'6M6GAM_\$'B._U' M2M&L?

#VBW>OWVLZ_J=MHGA_2;/1-*FU2YU/7M;00;+1=\$L(+5[K6-7O]KIF
MFQ75_OB5XBT_2?"GQ5O-(\7ZE9Z++I-KJ6C M:FTL\MR+5;/3=7N-/IV_9!_X*" _L_P#[I:FK?
\$3PE\,J-^-?@'XD?"K1/ GBW MQK\)\OVC/@IXV^ WQ-LO WQ/@U6X^'WQ!TKPOXVM8?
^\$C\#>*\$T34%L?\$.@WN
MH6\ \$G\GMJ*6,.N:!)J\G8*\ZGKOPC_X*!_#GX'^^)_V5OV'OV=/CK^Q#\4_ MVC_L%WO_
5^_91_:#^"_CG\K_QQXQT+Q!HOC?_9D\1^~*'_+-_A.'3 MI?Q?%XMO=?_%'@O3?
\$S:UX7TRW\!Z196\$M\X>_7OX&?!_8D^"/PH\2WGP MW_X+2:?
X(:U^,/A#X\Z#\4_VJ_B#^V#^Q5^T~5M\$'_!S0;I~*^_7@?10' MFGQ?"?
PM))\%U7Q%KJ1P>&O!\KK.KWM08ZUK'B+7+B"-W /U:UG\OO\ 9HTC M\LP/^P-_P_-)
XHU+JHIQSHOC;5[?2-(\">)+KP+X;F\!/?#'\0/C+K'ASQ9\2 M9K6T*67C*7X8^+?"?
C&'PGHMYXBUS2\]\$6>#KWQ99^&;7QKX1N-9\#_&E_MVE_"G\+W@W1?
%WB;X(5\,>'O G\,?P\$^(G\0WQ*U74H\,O=;O M9QX0^'FEW\VE:-I^DZ=E:1
8X;."ZGU&ZMK2;^?W\HS\KG4;K_@ MIA_P3G^*7@W5_P!F#X^_!?\ 84\,?&SX=^,?VC-
9_P""DW_!/WP!K/Q^/[5G MP.^_@3QG\6)/AFWQ+T36/!\]\-/ \$OA'Q?
<>+O#%IX;2#Q9<6;3>+:STB^T MFT7TW\I\XP>&_# 'P~6>!\[3_(*1Q_ \!22'XE?
%2QU*|T+P)_P4^_8I_P"" M;GQ5^#W@?3-!\800Z9X*^(OPAO\
X;6/Q*\&^=(0U\3M.\!:#/B%XGM4NK32 MM(UFSLKZYT^;2|T ^Y/%?_!:'|A/P_\
|G\X_&_\$?QD^,?A'J\IOP9\3_B M\^*_#?P)^_Q\$^*/Q?*X/O&G@70|%;
|P#X1^\$NNQW6B>-=<\4 M7=E8P7UCJKZ,=9L-(U34;J?B=_P5O\ V./A/-
)M7\077Q\UGX0?%_0_A%X MBT3\J'P;^S?^6_\$?|*/AC2/CP^FP?":X^(/QXC\V?
A/PK=>+I|:TB'^S'DN M\6\W=|%;^)-/TNY\$ME#_.)\%=,^)'| %GPP_8.^*7@_XR?\ !-;|J/XZ?
#/| M@/\ :X_83^+7P.\- MU_L= !SPW\--*^+7QJO?B\|!/&W_"2:AK/@|P'\2SH M&D7-
CX.^/+;+HVF^(/\$6LZ??>(|*^^(VKZYJGB^|R_VDOAMJMS^SG^P_^QK\ M\$?VBOV4|?
\: _LL_"S\DG1_""[5]W_P_%Q^PWX;^)OPM\4VWCGXB^)?C) M_P_\$^/B+J&L6?Q7G\,ZM?
>*= \#^,H/ASXK\5ZYI7_"\$ZO>1Z)#X9_X0U@#^ MM7|J'|M7|G_ID?
P?)XK^)_B36_\$>JR_%3P?\"=#^%?P6~-7_,9OC7XN^~?C MW2Y/\$'@_X5>&?A9X&DO_
!+>>-M?\,Q3>*/= /T: ^ATV6X\,+ #JT+R07VFB|'| MX?\ [2WPF\= _"P+ \;|5U76?
@KX3^(>HZOH&AZ/^TWH%|^SAX_L/%FA^*M?\ M%ZMX+ \0^! /BZ?
#&NZ/XLMO\$7AG5K>VT22&:XU2QBM=9TA\0TC4+&^G_!W\NG MXR?L7_&;2_VGO#S?
LY?L*_'|0?&W\5WP?^(-AXK\ ?\ !5|JEC\GOXY?%2|\ M"_,0X/"?|6?
A'QM<>.)N_AS\1/@UXRAG^!UCX:U7QAX8UK5O!\,L^(|9=<
MT76;03M>_(/IH_X'_%SXQ?"|AG5_P!H\|L|D3|M?QG\OV9OVG?@)\50AU MXA_ ;L_X)Y?
%'XJ?"[4?B\|9)_%_PX^(#_%;|L2RUGX6>.OBGI'P:M?!"PQ\> M?"P!X7\,?
%;3/\$_P_TC4_!VLZWIXFU\5_#^T#PE^UA\+/%O\07\5O\|XB\3 M>%O%_P"QIX3^
GC;XQ^+?&R^%= ^&?\ 8'\0_ACQIXM\W7AWQ,_BRYU IX?
MTOP+K4/CJX\7:%X2LM'O)M.&E76N6VGKU\6/A38>!\+3XI7WQ2^&=C\, M-
06W;3_B7>_ \$+P=:_#O4!>7%;W\5J,-Q86XM=6E,U\;W%H@ M-Q#+\$G\60QJ^ 4'C#X6?
MA^" _#'|8O\&^J'Q=)_ ^""MCX:TCQI^W5^QSDOD M_;<_X8&!\^--+_:(^\$WC/4_%7B2Z\
(W^J6_B;40#>LV.K_%[X=6'PT^)/B/1 M-,FO\,GT&[U2*PY;P7\&?A_V_
W[*_Q"UR+|A?|I'X>_"7|L\ ;2^~?Q0_ MX)B_&?\ ;V_X)GZ=X-
\067[27|/OPE^%7PU\=^\$/"G@./PS^P_X9T\X0>-/! MOC_Q?
H'PT_X1\5(O#0^(%_KWA.2U\3ZUJ<>D_!':7CS\OW\G\1-7_:J^&_PU
M\7^&OC%^T3^R9)-+^+ /C3X_:+XW\^*^"=?UZP\2^%?\$ /C#PML.@^./'-WIG@
M2:2ZTGPW>W?BS4\75=2M?AQ8W6F7_C2'2UUK18M2^C/#?QD^'NM^"+'QSJOB
MWP7X/M%;PCI'B\3]>^(OP^G/PZ\?>+|/0)K3X6^,O\$&C^*-2*6GCVUU3Q-I M'AY-
'M\;N&UC4KW3VT(ZE;:IIJW>_P BGQ1^&W\|,'CK_@I/<_ "GPA_P2\|V MP?
MK_P#!++X;?"3X,^.? 7|:/|[^FWW\,GQ\|'_LZ_\$WX;?\$?X_:+?>(/\$OA
MOQMJT/QB\0^+/'/A\6OBGI=QX=*\:_X9\"Z\J?CK5;M\6STK2NKT3X5?#*S_ M &^?
@7;7G\5G\(\$)_8#\>>(/V\$OVT\VI)X\VV?V4\2X\&?M>_L-_LS?\$3X3Z= M\,=#^'EKXS-
[XST#XP?\$RR^_?Q!^(?B!\;5|*U.^\"ZMJ\2VEW>F&4_KKT
MOQQX(U_Q'XF&:%XU\ZSXR\%?81XT\):-XHT'50%?@PZF-VG?\ "6^&M/U& MXUOPT;|
7L1K=C8_%;!;W\Q02/F._P#VY?@)IOC'\N7P):QTSP=\4OA3XV^~
'A8^!9UOED\::JG@3P#K,VJ6\$%OIT-GK M,UAL\5]=23W,VG_RF_ \!)+X\$^\$?
V2OVO_A)X^_:%_B_9)2|^!>B?M@:=XR M_ ;K\(?MM?\\$[8=#_
&L+W\H76\6U33\OXA+X8MK3\|L#XQR37MWH'BFR_X;8\ MOCU^U'_P6U^,FH?MV_#;P
M9I\|1_[-|'-A+|D&'X*_P#!57X:_!/PE\\$_C=X(_ M'G0M\4>-'!^(+>#M!@T_P"-
FAKX5GT/Q9XC;0KBXT;7/%^T_8#QW_P6A_9 M\"#ZYX)T.+P3^U_ \16\9?LO?
#+|LF\U#X+_LJ_\$3XN;:\,OV=OBWIM_JWA;Q M_P#%=O!#ZI?

>!K*TT_3KFY\0M>V4UIHQ0PR7L\FZ""UO]H;_(*G_L1_LS?! MK]GG]H+Q]\6Y-
>^\$'[4NL:~9_!KOK\-'O/&MAK7AR?0QXEUXCZQ;1OI^H: M!\./ 6BO;W?
Q%a27UFD_@F>XAT_6=*34?.L(/Y]OA%\=OB1^Q7^T?)\C;\C
M(V(OVB+S_ASS^QC^Q;K\$=Q_P4I_&*/A;X;^&_QZ^#'\VB_\7Q^+O[:^*&H^
M(/\$_@W1]5BM(KV[\":7J"ZO\CMH-I_\$'IE+I]#0/C=3?V]OB9XV^,G[:]U\,/" MVL_&_P
>*/A)H/PWO+;X:~#~+P9\0M>\,^&O&^J:3H-CK'A?1XHY]5BL_#^K
M'IJK_@H#!\V1_B#X&^#/C'2?CC\6?CO\1_#FN>-O"WP!_9=^!WC[]HSXRO\ M/?
#&]J0Z)KOO)UCP\;/;"_O?#W@*UUJ>_#D_P_*?'6BZ=X7TS3? M@FG]0W]A?
%;70\$NDZ)IG@/Q]#Q'X!?!&_L_Q2U^\\#?&_P*_%?Q3\1=6^'7B?P7\+OB-_P40_X);?
M,>&?"G['_B?P=^QK MH7QRUSXMZAHG_!53]A2SL-8\7?MC_LY^\$?A;XW\->%O^\$O\
B%X9\4W=G^S_M.(K?5DU#Q#?>%D_X6-I^DK=>%
[&W^WV\,8!\^&O[7']9/@#]CW2OA#+XK\ ? M&7XN>,_C]\7=)^"/P;^\$WP&\-
>%/ \$GQ# \= _\$#4M"U?Q-)96@ \>^ _AKX&T?2 MM+V/:#JFKZOJWB3QMHMO!:VA2
W,SB.NA_8W_:N^%W]=7[-/PF_:K^"%MXQL
MOAK\8[3Q'/X;TWXB:+8>&/&VD7W@[QUXF^&OBC0_%6D;:K'B+1[]#5='9>#M M?
TV672=?UG2+R*T34-.U*XLKJ*6OP+_X+EZI%OVV]*_9? \ !_@?]I']EO\
M:) _9F#>)/C7K7QY^ WPO_X**_LH?LU_&S6?B+KO@33_K^SG;OA]\2OB9
MKVK^K"+@_!2]U'Q_JW@[7]1TO3;W4->L3K'AWX@Z=/)8>'^Q_P""?]0/BCX M#Z-
 \: "7_!0;]L;]A*Q;4-*_9D/P4E^\$?[_-*T+X\$^+M'N_"T/Q!^,\GP]TS3_(1_\$;QQX_-]\K=
(M\$OYB ? MJY*_P#@I\ LZ?%G]II/V2[+0?VBOAW\6-9TOXA:[\;CXX?LX?%#X-^ ?C
MGHWPFN(I?XDZG\$ /&GC?2M.L?B!8>\$_-CO+V\MHK.VN]-)U#3)-0MGB5_>['
MX^6Z_'/XP_" /Q7X5A\">%/A5X.^_B.P^,WB;XE_#BU\,^ -M=^ .VO>)O#&D^
M"H/"KZ]#XP\(:I9>(M&T?P_X?U#Q386^G?\$77]=FT7PPPU"RTN/7/YU/V8=6
M\2_%C_@LU\+/VE[+XC? [X=^&[?1OVGOA[3-'^(W_!5CX_M]ZM\=[:XK6N MH7/PD]'?
L*_#M+[Q#\4?V;=+T_QW::7XP\4^" _#D?PTT[4O T<7@*QTBYL]' MO-&\4?
1O_!17_@GM^T=^TKXL_P""HJ>#/A59>?]W[57PJ_X(_@;X>+X]
M\\$>'5\;M^S1^UU=_\$+]HS3KL:CXKT;5?#>:"_AI<-K#WNLKH\GB.!TT[P]<:
M]KR'3HP#]:?C=^VU\!]?@;H7P'\5ZKK\WQ!)]?M" _M.^! ?V3_CXL^\$6L_#_M
_9^%O#OQ(\>1^*7AU?QWX@E\=-I&C>"O"A'\ZPOCB^TJ^UOQ%H)V;/#-T M&?
&/L.>D^\$?"T?Q;^'/I0%K\==0F^,O@#XG_JNO"G@C3/@
MI\,=0^(D=S9:7>>*8=8^*\OCBZTR^):?%\ -TU2#PK?V&HZMXPNM+TV!%?\ M"GXI_P#!
(/Q?JWQB^+'PZ! ?LJ?!_2_V'O\$?_!93_@G]^U3HOP5TAOA'X;^# MFI?LT?#+]E?_
(07]I37X/@_9ZA9:39Z;=_\$B=]+U_X=7OARQU;QQB\N;'PM MK/AZ9;B\I? _#_@F#^U3\
(/C]^SGJ%E\&_"_A3X(_!#_@H5_P6F^*OA;00" _C M?X;67AGX;?LV?M;_++^L>
/V9K/P9X0T_7K7_A'_#WB3QWJ,NCO^ /#>EQW M/@22Z;4->T+0M\$+7T
!^T7@G]O/X4_%_]CO4/VNO@=IMS\0FC_9UT_ \:/L/ M@)JGCOX4^"OC)8^'O\$7A*;Q;X1V?
\$2*Y\::WX3^%U_XALHT":]XCUZ?PO;0 M-
)>VVJZE#\$89.^ ^\$O[97]/OQ>^*OB7]GS0OB!X=T]HWP#//A1\1?B7\"]1 M0:'=^,_
]K\7/'VJ>+ -)T\$7^E:A?>&?&VM^&M/T35/^\$V7X?:QXDM?"ULFD MZOK4MAI/B?
P]>:I_*M%_P#@CK^VEI'P%U#P%8?L)?_O]E/QS/V?^"0O[67] M)?C7QK\./C?*/\$?
B;_@H#^T)^TEX2\)X\$B\;R>&SI"Z4OPQU;0I=2\1^)O MB[K1T_2/&FH-
H'@G60\$'@710#WB&W^NOB5_P2C_:1U/XB?MG67PS_9O^"/AK MQ#^V)_P3,^ 7P9\#?
MAV_BCX3>&?%O[.O]O_PN^#?CKX?_&;P'K0L-#U#XOW M!_:=/B'_0_OCWXE?
#JZNM"OO!-A:W'BZ^ \41:1INE:: ?TIZ1\7OA)X@/VZC MXMT#XK_"
[7?"FCZWIWAG6/%.B_\$?P3JWAG2/\$FL:I9:'H_A[50\$.GZ[<:/IN MNZOK>I:=H^EZ/?
7L&HZCJVHV&FV=M->WEM!+U.@>)/#OBS1K#Q)X4U_00%7A
MS58Y9=*0^&-9TSQ%H.J1074]E/+INM:-=7NEZA'!>VMS93R6=W.D-Y;7-I*
M4N(8E_D)^*G_!)+]J?XU_!C]N.Y^" _3[^#'[^A?'X_L#_+/6A_L0 M?"'XU?" /5-
&^,GB[X\$_ML_#OXX_%G]HKQGX]^'FH>\$ /AEH]UX8^%EGXH\+>\$
M=3\17\OQ7\7:8==N;BXAU_4;?3=8_IP^#OB'X7>\$OBG\4OV1?@3\\$/#OPJ^\$ MO[-/@?
X5ZQ97GPS\.>%_P;TCQ3\<-8^)GBZ?X.^%? WA/1-'TCP_XL\.>& M-*T#XN>-
(:)\$+:=\;O!NKZAI]K=^*+6^U8_]L@^)/PXNO%MGX M?B+V\KKQ] MJ(UTZ?
X\$MO'/A2X\;7__BTHA\4"R\)0ZN_B&Y?PS,3%XC2'3G;0I%=-5%H
MR,!C77QL^"]CI_C'5[SXQ_" .UTCX=V&@ZK\0M7G^)_@2+2O &F>*Y+F#PKJ'
MCG4W\0"Q'\V7BB>SNX/#EUXDN-,M]=GM;F#2I+N:WFC3^?;X(_OQ?\ &O\ M:0_:.M?
A]^S=X:TRZ^'_/P7UUW]H'Q3^W ?\$'PLL[SP5X&^!EM\ -]>\? _#% M;"VUBW^/%
[XY^(FA2:A\\$, \Z1X4U_X;WG@+XN^,=;\5>+ -"%M>^'M0[#_A
MVG\8O!W D]'I(&F>!_AD_A7XE_" /]L?XV?M" _M\ @+X(O^RG+]9/C/H/COQ%

M^UEIGPV\2Z#KO[3/A;QW^S%\2_B\^*)/C7X%^)'A3P_\-PU;=N?J)M?^ONU_\ 2F,? MS!&?
8U^=7[?7D]?B#X*?"/X:'HWQ1:Q^#GAOX<:I\:/>N_LW>-M5_8A\3 M:=XOO/BI\=?BU\6)
(/B_JWP<_9XOM%TADG^(2W&@^\$ _V9?B\//!/@+PW;>' M/ M@VIR^'=5U?
7/T3M<_:+7/_/Y:X)&"1JHBY(R<\$|<9.,XW-|Y@#V*/|@^K M?^A>R/I@^K?^A> %%%
&+XB_P"0+? \ 7./ P!'15Q_%'XV?!/X&Z9 MHFO_!T^,_PG^""ASQ%X@MO"FA^(?
B\|1/!WPXT?6O\$EW;7-[#H.B7_C+6]# MM=:UHV%G=ZB=
(TR>>^,GV=W=21100M/%|. >(O^0+? \9 _=Q_ ^CXJ_+W]IGX0_M&[4/VFOV5?VG?
@K\,O@U\9IKX(?#G]JWX/>)/AQ\7OB/>?";R+!'IR|_&<+ MVR^(WACQK; "SXLP)_PBY^
VH^\$ _&VC_/_",OKFH> ?B%J|>&8==U*PE\ -ZV M 4OV?? \ @H? \ (C;\,OAI\6?\$L.@?
GP;X^_92T_JK;6=8^+'QN^!VC6WPW\ M#7_CVZ!\ /8^,M,O_!OI/C:PTRTOK-
IR;XJ7G@S3?A*9I("Y7#Q>(Y/!UI\;IOCO\+80A)=>,(:FXLY_"\$Q
M%D\5+X2F\5075G=V]QX;CU5M:@EM;E9K%!\#(5_&+X6_\\$W?V|O@I' _AOHGP
MQ\4?!'PW\6?AO_P2X^&?[']GX@3Q+9WFG#XI^\$ /VN[7XM^,['PB?%GPM\>>'
M_#MGX@^#<>LZ3\,OB5XC\\$_^,-*^'WQ'U+PYJVM>!!9L?#MU!!OC? \5?VM|/UO0?
A)H=M_P \$ MN?A_ ^RR+'XL_MG_%S|D_XK_"[PY\3O'>J:9XQT'0?!OC#|G'QEI0BK2I+C2?
M /CVVO\ P)H_B;Q* ?T%7?|=?[#MAX>\, ^+|_P#;2_9&L?"7C73X=6%\%^*;|
M]I3X,V7ASQCI-SXI\0^!X-5\)ZW=>,X=-\1Z7-XT\(>*_"2:CH|S>67_DG
MACQ!HS3B_P!&U""W|\$\>?M&_L?"OQ]X0^%/Q1^/WP/^&?Q2^(4FGQ> ?AI\ M0_BW\A
P5\0/&\FKZTWA02%(\^#?\$OB'3/\$/B+^V/\$2/H.CG2=/NAJVM*VE M:<;F_ 'V>OQ0^
G)_L_ '[IGC7?'WPL^!VC_";X;_ '!_."*/CO_ ()X? OP M)\5?&6H^+/%^F>,-+^)'Q_\
#&C:F_BSQEX%\-^*|5^"?Q<\-7'@+XC>&OB; MK_AOPIJ7C?
P/XB*Z_XA^'NC70&EZ7U/Q? \ ^"?[6GB?P7^V? \ G0- ^ / MC;P?_P %#/ @ [^RW\ _&?
QT\>_ \$G7K+QA^RYJ_P %O@#X(^!WBY;;P0WPX\0: MI\8|%\, :IX1U#XI?L\KX8\7>\$VA^-?
C?Q=/XK_X06UOI?&VH_'ZH_%'|KGX# M?#>T^, ^DVWQ3^#_C+XM_L?"_P 1?%CXC_
73_CW\#?"Q1\, ^&/#V@V/B&2 M\9V?Q%^ (/A31?A9H|S8:QH\$_C'XIZIX1\&Z'9>(-
%U7Q!K>G::J-I';NRL=4M|=U?X M:6FN2^,;#1L-.U73-0CU6?1DL)=.U+3M2CN'L-0LKF?
\=?VC_P!A+|KSXF:O M_P %\$?!OP7T?X: ";X(M9_L]?MB^-4\':_ \$\--
^*/B7PM\63\, '7@;PS< M6FI>&/B#XI\66/B#P 2?M3?%) -#_9: ^*]U*6^#WC;X@VOA?
PU^S_XP^*6 MK;+X|!\^#|6AT+|I|XRZ|\ "/A+I7P.^'GBG48/\$/[2/CYO&GA;7;SQQX+\.2
M^\$HO#NA?V!9Z-K_BOQKXJTKP?)I9_M.?M! "S|D+X%_%O|HOXZ^(D*_"WX+ M>&;
|Q1XTU9/L37T\4-S;Z9I6B>';35+ _\$BVUCQ3XKU[4-)\, >#M!:|M+GQ+ MXAUC2=\$T_??
ZG:1-^47[4W|[#?|9WCC|M36_VH/@I>?#. ^^(FAZ|\ '17_&.O MV@O'WQC\0:7I?
|'/A#P_\+E^'G|0?P0\;?LS7/PP\8^'OC!_CSJFL>/?B! MJFJ> |9_
\$'Q3XD\5^&;34&WPQOO@U_-/FF_0L_['OQC\8_ \!?'Q'^P1 MKDGA3P? \ |<^'/A_P >>
(/BBGP_\+>) MM>T?QV\&F>/MD77VYM*U,68G.GW8A_-CX|_+)|/0?|3FJ?MF?%#Q;\+?
A+X#\; M?M,?\$B_\$7|&7@_P3J7Q,TSXBOX)^-WB#QY^TUKUYH&H>.8? 6E6J^ -5TSX
MA_"W4|:\4Z5IZV;ZM936\$FE:I+X1LM6N/+M7_P""=?QMU#|ICXB>*/&>BS_%
MCX, 'WXB?L5?%KQ;<:'^V5XW^"=GX \6?LG?"W|GCPFEGX|^%=G\ _&-S\97 MT;XD?
L_;\7OAGK7A_Q=I\ PD6L>([WPKXOMO 5G97/B[7_#|.M=_;3_8T\ M+7'C*T\3_M??
LK^&KOX> |37Q3JG@9M+\96E_XP@N M?#.J#QMH>M>#?|_-
UF*SOSXJTC4_#XMSJEC'=0\8?#GO_XM^/GPI\, >!_B%X1TB|V6&K^*? ?BW5O%EIH'
MC'PYI-_XN*6.IZWX=U#4=-T^ \3:!:W=S#/J|C'^":C^R9^UA\OV?/&_A
MWX(0^!=\$^)OCK_@I=^TW^U\2T\#>\ P|/*/B'\2OV??C'\8_C#XI\,1X2 M^/6K_"?
XA6OPU^+C>&/\$?PFMO\$VL77A:37;?X;^&/%WPI\+>/?"NI7V@ZW;_ M&7PD^ ?
[4O['OQ<_X)3?#V+X-_!OXZ?'?X>?"O\ X+F^,]=\'ZW\=M6M/#-K
MI'Q\;0_9P^)VAWGA+X|ZW\;\$;V75/&=OX1^*NB:9XBU/Q%_-? \OB#PY>_ \$F
MT2*VUAK7PQK !^ ^UQ|??@/::-X|\277QO^#=#MX<^%?A;PYXY^*B&?XH^!HM
M!^&W@?QCH,GBKP?XT?:RVN_V;X\(^+O"\4WB/PKXDU^ZL-%\1Z%#/JNCWM
MY9033)9^+OQP^"G|/WAVW\7_ \!^,7PI^!GA*[UB/P|9^*/C)\1?!_PPV/7G
MB"6SN|0BT*SUGQKK&BZ?=:R^G:J&HKIEO<27QT^POKX0&ULKJ:'^?2'|@GO
MG%\ /B#_P2J_8FD\7^'O&>C_%G|FKPS\, _P#@H!'I,'B*?1?\$_P_,/^"9WQ/^
M' |5GPHU+P8+^RTU(OAQ_P +G^*6M_LI3V_C8IK'B#X.?'&71M'L_# :QZ/K<> MB?
K9^TU\+?CQ-^TU^RK^UK\#OA|\-?C5K'P#_"M/?#77_A-1OB0WPD0GB_
M:.N/@3J%C\4OASXZNO GC_1++Q;X0?X-:AX.\1Z3K%AI,^L?#_XB^(1HNMM>
M6\$^@>)@!/&?|??PBT7|KK|FO|CKP-JOP|^)?Q\$ _:'^&K_&T7UC\>/ACX<@\
M/_!FTN=%M/#_ (K':#>7FI:S\:=?;VNIZUXS\)>#_JV[ZM\,?A_X^;V>
MNW,6C66EZE|XR_:?_9F^&OCC2/A?2/VC_V?_AW\3==O/#VG:+\,?'OQI^&
MO@WQIJ^H>+6,?A6STWP=XD\3:=XBO;GQ1,K0^'8H-/D?7)QY&F_:IF5&^!/V M)OV\$?

BY^R_ \$S]G77?%.I _#?PV_8C_ &@?@WXO@^'-[K%EX8\, %CX MX?MB^#OVE+?
P!)_#>M:-IVKM\#_ (:>'HM?^'OP_P!7U6+1+Z'PUX8\+65S MX8TB2]>RLN?_ &OOV
B=^T#> \!4N?3/#GPGU^U_!:_9B_8? _@Y\&K7QI MJ-G*#XC_ &??&?
QG\5_ \$&W\;P:CX;U&W\.:!%=^, _!FJ>'A&UE-4U>QENTL M;2[TJWGF /T1TK]J]IEG7?
A5XG^._^A_M-?LIZU\#?!.J?V'XS^-.D?&[X9:E
M)_/"&MF]TC35T7Q\A2++Q/\X/T'5Y=1\0!:8V^EZIK%K?75WKVB0VMO,^K:<
M+GR_Q!_P4*_8HV/>._V/8?! MUS#I5P^F^+=\A5/IES_PD?B>6;P/X(72VU0^+/'NG:MX.L
FN:=<6R?#W[4_ M_!/GXZ?%#XO_
+1'Q: ^%]QX4TVVU+|L7]C;|JGX8>#=*^*>L_!W5OBA9_3] ME'5OV=/&N@:I\0M
%\^*9/A#XYT:UK3?%OPO\2WWAGQ7I=_J_PQ\ \$Z7JQ\ M:7<1>(?#?3_ ##]C3XU?!
[Q;^Q9\6_7PMT*#6/AW^T%^UW\1_P!H?X9^/?VN M/\$OQ.\2P6W[9%O:V'B_XI^'_ (Q:O\
(\TOO5XMTW4]+?Q_XJ^&&B^'O#6BS M:UXIU73_ OXOU>]MKO6M3 /T,\) M5?
LL^YOB5;^! ?VG/V<_&T_P %|+U' M7/C%#X0^.?PN\2R?"70M(EU*WU77?B:NC>*KT^
] \$TNXT36+;4]8\4?V7IFG MW6D:I:WEU!A67]H:EX]\9
M>'_%OABP@35_#U|;K^77A3_@GO^VGXY\3:_J?|8/@WX8?M":7>_L5?M M/-!U#|K?
6?"W@/XV:|\<_BU^S5XPT:V^\$_@KX>?LW>\$8/V//A2WA'X2>(4\+ M)HD?
C7QIH/BRU\^IXUE?4M'D^)_BKZ'^#O|-[?'A+XE?L6_ 'XK3_#_ .+?
MB'X)_ \$7|K_PIXI\,>)_C%IJ?\$WPA^SI^TZ?@_9>!]<\6?&+PS%_ "WA/]H'X
MN_"33OA5>'Q=)9>"_!6H^+-/\2>'=%B\8>./\$'A77O'?BD ^PO'O_!0_]B/P M%\)_C_\
&IOVIO@-XY\&_LO^\$KGQA\;:7X4?&'X8?\$CQ1X-LUO;S1]T>_ \ M#GAOQA/=6WBGQ?
XILY?!/@G1-0DT^;Q3XX:+PEIC3ZU+|EC|?PU^UO\ GO? MK- -X7^*'PF\0?"O3?@(?
VB;CXZ:\A=?@IJ?PYC!VGCKQ7X"UR_OH;3QY)X MKTKPYXZ5K?A<^,4\6>']6TBT_%O3?\
@FW_ _% M_BIX>^/VD?M#^*OAS)XX^)_W_2|_*_8@C^)^5S\>I?&_@?7?C%\=O\$_PLU7
MP9XJ]"_!;P?^SU\+-%_9U_9YCM?!\^H)I_A+P_:_^+/%VA:=;V]GXFTC4]?TV#
MQ%XV^A_VH/V*_P!JS|K?6_ '7Q*U3P5\\$_ACXH\7_ +(G)W@&W^%WB[XL7WQ M)\
(7WQ4_9? _ ^"@'+3P58-J7C*Y\0^/|%UR|*Z'%X2TU7U#Q.^J M:K?:
V#IZB\U46EL5E/.Z)^UM^RAXFT?XA>(O#7[4G[-GB+P|\(M3\Z)\6?\$_
M.@_ 'CX5ZOH'PMUGQAK#^'?".D_ \$?6M\5W&F^!M1\5^(I=!\,V?B>YTR;7]
M:AFTK25N|^":/YI_:OU7XP>* _@FS_ _% ==^-'PP\&_";OUX@_92_:YNK M7P)\-?
B!\7;JVT9_P!G3Q#I>DW7B+QE#X)\ V&N?\$'4+RSU#SK7P[H]WI&F M:&GA31+?
7=9U"QU"[YQ^_O^">O[4'[5WPBU_5O%7PI_9E^#?VW|B3]A[|DS MX?\ P=|%?
\$6_\7_#GXN^"OA?^U-\+_ VCOB-XT\>PZE\(? VF>"/!V@?#WPQ<
M^#O@Q\+ -4\>* =1\$WC+XG:3KMSHVEZII4OB_9I_P!M?|C&*W^&-Y+^V!^R
MM%9_&U'E^#%Y-^T3((K/XNP1>(U\&RW'PQNI/&"6_CNVC\8L/!|7/AJ34H/ M^\$L/_ "-+
(=:_T&]JOQC_ ;5_9_!%O\;\$^)_G[0WP\$K;4-.L\$|1:GXP\ (M65C,Q\4: +/# M=<|-:OI?QIN/&2>
(IO#VGZ[9>-+6'XH_L4_M1^.?C)^V!I'PV?P\&/@+^U) M%\VB/!GO2O_
!\+8I_B_HOQK^*/Q*_9PTCX_! XS;+ \)9?@OH'BO\ 9T^* MF@6>@: W[0>L>\$OB+>^"OB-
HN@RA?"?Q#\5:WI?B_P ' 'W3H']>'|\$WB+P| M'_%-
K^UY^S+8;:^T!IMEJ/P:@U[X]? "C0=5^(K7VNC PDVE^%-,U/QA#=: [K MNF>.%N?
A|K6E:0M|/I7Q!LK[P5<;?\$_G-8""P=^W7^R)XV\>?M_ #G2OV@_A M/9>*/V0=9FTGX_0>
(_B+X%T&R\#6=AX3\%>*)? _ %|I?W_B9(I3P'X1N/'6F M^!?'&'B_54TK2?
#7Q/TKQ1X"U*X77- NHS^0O[97[%7_!3?\
:_H_9!++Q5^PQHW|.VH_#;PY^UU!X\^*^"_C1X&U?QAI%QXY^+/B|2OV:=9\4
M_M&^!O&W@2/P#J7PF"Z-KW@'PQ\, %MQX_L?'>BRW'BB+Q_X?\ I3]I|O|B3
M|ISXNZY_P4)\+>\$++X>1>!/VB/VKOV)?VT_A)XP;XY>)OA_JWB?6_P!F#PY^
MQEX6\4_L^ ^/=(TKX3^)_M9^&D^O?\,N>(/\$GA+XPZ5<.>.]%TG6-?^'UY?>\$))
MM)UZRM #18_AK\4_A?\ &?PAI_Q!^#GQ*^'WQ;\ :M<:C9Z7XZ^%WC7PU\0?
M!NH7NCWDNG:O8V?B;PEJ>KZ-/?Z1?PRV.JV*7AN]-O(VM;Z&"<>77>5\6?L1 M?
O7O@MX+^*&K>-? ^N>!/B+ \;OBU<_%/X@6?B7]I35_VH_\$>O:Y;_#IX??# M33O\$WB/Q_?
>_A]I&FZY<^&/A[H.B2^?""^G:UI<6D:|HNK7OB2|U[5=6TW2 M/M.@ KN?!O\ R#
[C_KY/_H"UPU=SX-_Y!|Q_U\G_ -6@#KZ*** "BBB@ KR
MKQ9;V|YJ.I6EY!! =VEW;+:75G=0175I=VMU9F"ZM;JUG22"YMKF!WM[FWF1X
M9X9'AF1HG<5ZK7F^M2K!XB>9BRK\$|BY9 C.@ \$2GS\$60&-G0_ .BN-C, &|4F@
M#\Y/C#\9OV\$_@|X:=ZVWA7]G7XDZW\+OB9\ _A\1_AK*-\$^ 'BWXF> /\$_
MW[1/QW^'G|/O@<^ -O"\$=W:W_ (0MK+Q=\1|,U+6X?\$BZ5J']@Z3KC:39ZAJM MK;Z=
<=4GC;|BK2_#/BOQ=\2?"W|_P \$-!)\>._C#X\$O=0^,I_9;\(V-Z/@E MX_7X<+>_!?
8ZM9>*==T*W*G7|G2,1:UJND>,?#/_ "OZ#I/Q%(\^"O\$^H1Z M ?S,\&_L8?M/;:_P3_\
AQ^QK=_LI?#/P|\4/@-XH_8HT_7_ -H73/BE)+R M7]I"X^#'_!0GX_ '7XK?

\$_P7/:V]KX\MM!\;?#GX:>*_CE\3/^%XWW@#X@ZE M5]4M/">@>"OB-J[2^+YO8?
AG^P=\14_:Y 9Q^*'Q6^%_P /_\$?PT^%O[5/_ M 65^,VK7.OZAX*\6?V%I?[87Q;\.>
(_V=_%.E>'[F34+V;7O\$?A.+Q!'J2Z M;9-K/[J&YN]-\1KIC7VR<_0#
[%^S@OO)O/AQ+\\$A)%'9?!FT^_LOQ#E'_M +/?:?#[_ (0NZ\37?
AHKN_MH^_HVB2SE\0R^*KCP/#\F/LCV_Q!GU=)-*7 MF'^(?
.Z/P1X9^)^DOC?][@^+X;^-M:NO#/@OXAR^)?V:H?C#Q+8W0L;[P] MX5\8O?IX=\1:
[8WS):7VCZ-J5]J-G@GPEX[;_ 7]OS1?VD/%7L,VO:W MX;:Q1);?#SXM_ OPQ-)\[IQ-
)H^L_#NUTGQD^@ZY!J&EVVK:2/JCIN3]G \ M:X_;\":5:?"G]D?1O@GX>\=_#K]L?
P!XM^'OA7Q'^P(?CC9^(?BKX3^"GA; MX4ZY\7OB+\2OA_\n
%WX9>\$ _A+XZA\&>/K'XX>&_V;O\$'Q)^*5YHOAO\ 9]O[MSQ)KDFF:EX*\#
'Z+>\$-0_9M\9_M_'W]G#3_P!GSP-9>-V=?"WP%\7>,-8 MU/X2?"Q/#&M6/[0VG?
\$O4O"5GX:DM;2ZUJ;4="C^%NMQ>*(J8T?2;>?*4M(
MLBYU1/MWV7B_C!\=_P#@FQ!_"_CCQA\4?\$_['GA_10AE\00AQ*?B0EKIWP
M6UW5_A]\1/BOXCL?#/@7PGXXT#0[34=:\"(:KJ=S>S:U>0>([+3#HO@W0O%GC M?
6/L/A7PGXAU73O-/\^"?_P"S5\"_FQ
MU:#Q1HWBS4+WXC_LS_";XS>%_C;:7\>FZMJUZ5T#Q)XST**TUK4+B>R\5B[F
MN]%'U'5;>VN[F/X/UO][@]IJN^`\$W[5'PF^'OP!T'P;\(+OO5^S/_%KX0_"3X
MM_\$7]G7QQ\1-:~*WPL_X* 1?M9_&OP=\&_CSX"T?3=";4V\ 67[M8^J-\0](^+'CF]TB.?P)
)-(:^-#]B]*U+|AW7O%OA7P!H-W^QOKOCSQWX6A M<^!O VB2_'5O&?C7P3X
MT8'58KQK\$>>8-*UO|A37OBAJ7P0T+4OV,M<^->C27\L?!O1;G]GW5OBSI,V
MDVIO]6AU/X;:;>]SXUL)M)L5>^U6*[T.&33;*.2[OEM[>.21?S)^.?[*O]97Q MN_-
^\$WQ,TKX/3>"/A7X5_;&_86_;&\-6.@>)?V*_ "OAGPG\+/AKX)^&/A[X MQZ+\8;S2/"NO?
M+_!%_:4\&:^OO1(:!%X ^+4/P)O/@&?#7AWPOX@U]K;4
MOA_XR_)W]DWP\$/VE/AAXF_9S\"?\$_\$+P9>_M&_M-_\\$]OV^?AE\ /%7PW^,OPB
M\2:1^RO9_\$ _XE>%_B+\2-*_:R^'OPY_9U^'O[3'P(NOC%XM;PEX:T\
<_#W69%^)^6K^_KWQH ?U>?#G1OV1OC'HDWB3X/Z'^RW\6?#EO
MK%]X=N/\$7POT;X+?\$_\$+0;;Q#IAB74M!N=9'\6NM:=;ZUI[3P?;=*EN4U"U,T/ MGVZ"5-
WR\"\$_VN/^">/QRT_]H;QGHWAQ]F/PA\\$_V=_B&WPQUC]H+QQXB_8O MLOA9XO\
\$5GXJ\4^"=3O-)DT+XB:|XK|#>'G\5>\$K^S\&:M\9_#GPT'Q7T2[MTGQ?+\X?
%WA:~&I"Q_P3P_9K\5_!OQA\>_BUX\^'OOV^&_C7XM^&_P!GOP9J MNF_&3XA?
L8>*K:~L_@I9?\$_^S\$\"^&?V(_AE\O /A_PYX4C^(DWAK2/%'C) M7\=_^,_#T&AZ?
<>%O!&E^"=-L-0^>='_8P^-GPKU/]GOXJP? 7PO\8]/^"/[= M'_!3CXS^+/V;_#_B7X0:-
K/B_P_#?M:_%[XTWW]/7QF\#WOO"UWPM\ (=1^(G MPG\"^_
X+2+PIX\|:>\$K[PWX%^*/Q#T_2+X>)]'M?"VK 'Z5Z^O]%'_A.R*:E MXJA_9&\+Z;X|M]*N_
FI>)(/@1H&G^_.+37=8\,>'M\$N_!E]JR6=KXKM=9U_Q MMX,T/2KG0)=1@U'6?%WA?
3+226]\0:3!=^+?'[XE? 'X%?\$[X8_!K3OV)/%/ MQ]^)WQ5\ _%?
XGZ#X0_9_P#@)^SQKE[I/@CX-:|\+/#/_B_6/\$UY\3?'7PFTO M3P^N_&+P7I^D6FGWVK7=
[+<7IN(K!((&N_EC]F/_O_>./?Q3_&'!7\ M7/@_ \&#X;^!/PK_X*EZQ/X5TB[\+^/"G[/Q
;1-^\$/Q[^"7PP^&4>N: M'I%W>-,\/@TGO
^%\$OC/P=X;LO#>DPZ#J>B:)=6GACQ%H4%_Z5^W-^SUXX^)^ M7[5O]OQCM/@!\!=?V@?
AEV/_-G'JJ_X7>+M+_9V_:JL_P!E;XE^'_'7Q6^)^ M'[*_BKP/?W7BD_M)_LPZWXB\ (ZEH'PN\?
V^IZ7I_C36["VUJ'1+[4] 2\BT; M5+8 O>_.VK_V-_AG\4_&/PV\9?LC^*]-
T;X77_P%T7XR_&2W_9L^"&K?"^+X, M>(?VE[31I_A-H7Q#O=&\7WWQ!\$]I]?
)O#&A>)-6\&?#CQ?X5\ (ZCK*7FN>(8 M_#6GZMXCL/N)_/[-#)M;N M?
#4/BZ7PZNCMJJ^&)_ \$5G=Z#!KQMO[,GUFUN-,BN7O8GA7\D?VE/V"/CQ\6?
MB[^UO^U/H/A;Q-K'C&[^ (7[WQL^!W]/BCX]66G? +]HV7]G/PIX)O?BI(M/VA_A-
IOBZ[^"~J;:ZUHfHV?PR\<>-%_LWPW\6?#GPS\?Z-XGN_! ?AB5-2^ MN5_X)_SP?
%\#-7_;/3X^_'NX*77P@TWPC;> Y/C_P#%EGN/&UG\9O\$GQ#FT MJ]\.R3IX5G^
'_"/:S:V%C\,)+LZ9:ZMZ8_#\5E;_#8 ZWQS\7/V(?AA^T& MW].WQ1\"_ ;X8:VWP6)_&JT\?
Q\"_?P)_ =1LO&OOQ7UWX0>&_ 6GZ_X
MIN=*O;OXB:KXD\7UW8:)'IOM;^PFM8K'4+K4Y/L\$7N-]H?I).E^.=&^%VIZ
M!^RYIOQ\1W-U9^'OAGJ&B_!6R^(NNW=AX>N_%M[:Z/X%N;6+Q5J=Q:>\$]O
M_%5U%9Z3-);^&;*\\0S*FCVTUZGYS_MM_LP?&3QU^UGX[^,_A7]C;X6_M<^! MO'/
39\7?L?:1:>/?B%)_"=SX-^*7CKXH?\$?Q!+/J.F_\$EK>\3X4ZAH&N
M:%#\5O\$7A*]E\7VNAR6T/@WPA\1=7MKW0]\BF_X)8?&K4_ ?[?O@J]USP'< M_&'XQ?
!-+][CO\ 8U^_'[6'B.\6Z\2W_P 1/A)^SO\ &'X7?&76+_5[6TUG MXG_#GPQXX\4^(?
#]2^&GA75-.FMK?4-,\2^/K*2;PGH. MHV5Q>V5O=V&K:O:7=O/>6D,T*275NLEN\O?
V(=\> O'.H3_L=V'@?XJZII M.A_ "WQK?- \ ;/P?\3=:UXRC1='^'?

BBYK00'&JZLT\$Z:=IWA>_U6]O'AE2W M@D>-P/R9T']C']IKP\|+ _C|XX^'GP>^+/_ACXS?
%?Q7^PIH7C;PW\?:?&/!_G MQ[XNO_A)^SA|00%VO>,IOV4?# 'PO^"WA;|D;P?\
%+P%X8\;W^E !KXC?M)Z M6VHZU;6.DVO|@_#*\%>\$;FO+H/V /VO_#W|.WPQA\,
Z_O/VJ__QO_P"" MA'BOX1^)/&GQ4_8Y\?:?"KP+X3_:U^?ASX@Q>\$?
VMOACJ7@'3OA9X|^#7Q8T MK1M,\0?%._9:"Z+\9/A|XB\+3Z=\+?#^C1^+|1U6<_8;X-
_\$?|@7|H/QG M\9OAU\%Q^R|\1?'?|/OCO4/AS\7?"7AGPI\)|3\0>\$/\$NE6>C7&H-F>
(O!IU\$>)?#FLZ99|M+-^Q3!XN\:_#Z=?V0 MX/'WPTT!/%GQ("S1?
:+QG\/"LEM!>IXH\>>%9%77O!GAMK.ZM;L:|XET_M2|)^RW5K<&\\$-S"[^<_LJ_"?
QY\&_P!H+|NW_A)OA7ING^!OC-^T|%_.@^)GA[Q9X3\7?#OQCJFMMXA\
M0># =3M=5TO5]"\3:UJFKZI8:7\.:#^S1^UU_.?V8_P!|;|GOX?\ [+?P'UOX MT-
XD_:|^('C@?)|JKXD^('EXV_.3|H;|J/5?C=X>T72O!WC?00&/C.3XBW
MOPN\7:EX3\8C|HG0_#/P?(?%7X= _#Y;2;XM_#*5;G0_#|*O#?BG|BMO"?AO
MXT^#/\$7|J^!=0U'7\$'_&PIJ_P(C\7FL>#M,\1Z|XFC\+_ \$G1;A=\$N-7\
M)Z)X0\6ZWKT>CZXU_H&D>%_ \$FJ:D+.QT/5+BT|IQ!\?_ (!^\$?AOH/QB\6?'
M/X+>%_A!XJ_LG_A%_BSXD^+'P|T+X8>)_P"W@QT(>' /B#JOB.U'ZZ=8\$O%|'+^C+QHWP|
X|_.?L|: #X;^!DOQ'T|X\V/@|V M_.#_P_+RWEM-
9Z;XJCUGOI<:)>>/M4|;PK^QY\>_@OXH^!OO"3|E+X>_M#^ M%OA+\4?^"RNEZ9\
H/'WP8\2>\$/#|=G|6WAWXU_L|_!0\%P?\$>_W^%6G>_M';3P'X.USP3\3-#M=6M?'_@3PO\
&+4XO#'|@7QA<1>* _!|X ?LU>_ %3X6Z=\ M0/#GPFU#XE_#JP^*_C+1;KQ+X\
A;>^_O"=K\2O%OARQBN)|SQ%X7\!3ZNG MBSQ%H-I;VEY/<;SHVD7NG006EW-+^+-
'>/O!_BG6O"MEJFJ^(!TV^ \3Z9H.LZA>^';+4-; \(>+-'L
M|S6H;&WNM4+^ (|/ADDN|#U6*T_%.7_@GU\7KC|M?XB>/?"@WXDZK\,?BE^
MU7^R+^T|X6\0? GXJ_LA>' /A!*XOV=_AK\ ="@&\>_T^*WP'L_VQ-/ 'PP\6 M_!77M*^'VF?
L_:F/"?Q3^%/B^U*: _%\ (SXM^*,-S|Y?\ \$W_-FO4_V7_@%J M'A_QM\./!G@CXL>*?
VAOVOOB5X\U#PW;>\$;O6/%VC_\$O|L/X|_\$?X5ZKXE\7
M^%S>2>))Y|@|XG^'HL|75=6O|PUIZ6GA>\@TR_T6XTVR_Q^&?_4&_8=^
M+OPFUSXZ>"/VK_V?;GX1^&/&>N_#_P_2^/= <^+?@#PIX=\.^*M#\6^*!/D6G
MZ|J/B;Q!I5OI,7BO4O!VN:K\.|Z_D@L?B/X/BL_&W@F?7/"VHV6JS?0>L?%S
MX2^'=7\,>'_\$'O5^&&@^ (/&_ABU\\$: %K7Q\$%\Z5K?C2X|;S:K;>"H?!VDWV
MN6^H>*9/&-SH6N6OA=- M|0/B6YT;5K?1/MTVFWJ0?B/T|[*?|9?PR^"_P_.M?
@AX#^!6E:9HGPR_;C_#^)'C?QU\+M0_8JOOBO\1?A#?/BC^U%\8?@KXL_
M9RU+|I'2O'7@+X:6'A6^+OP_P#AO>L^)W@/PO\4(_ _PF6D?!|3_\$.F
MVA'B/. _9'_86^)_L,?AKX2?%/|H_X7^"M5U#|E/_ ((R6GP_LO\$0;3_C#X@\ M\$_&KX?\
Q,^)WQ&\1Z+X TCP)(_Q_U*./P"GA5|#5OAE:Z5J&L+;6WA7PC>6
M&O0PZ;: @'L,^&OVG/V9_&NL^-/#?@O\ : \A V??%_B+X;Z5K6O\ Q?T'PI; M?A=XCUKX?
Z#X;N4LO\$>N^.-+T7Q9>WWA'1/#|Y+':YJ_BM.T>YDCM|1N
M;:61\$;SOQ|^WE^QA\M(^!GB+QO^U\A ?1/!_|1_BSQ+X.^"GCE_BQX#NOA
M|XUU7P=X8\2>*?%E|IOCNUU^?PFGASPU;>&)M"USQ3<:PN@Z1XTUKP7X%O=1
MMO%GC7PILJ?S!_LH? V_: '9B\;?LT?"/7O!/Q3_:\$UK|CG_@F-XZNO\$?P
M@_:+ _9\$^)_PAL_@=^Q9^T1X=\S?LF>-_%?PN_9)"^%?@|\=_B1-XP^(O>#/^%(>'_A
MW^R'X)U;:4=9\>/O\$7@X^,4U'QUI_@/4_'7B#Q3=?\$|5+'PRX!^I&G?M)? MO0?
#WQ#\4^_ _%|@/X :!X,^*Q5\'^ (M6^+GQ&^"/@73-=U;X7ZOI>A^,_'T
M.J;:\1M7TM=&N+F_T@7<_B^ ^T#X@:5%'KZYTRTE|3XD_M!_L_M_!G1/#?B3XQ?'?
X)?"3PWXS61_!OB'XH?%OX=_#[0?&"16EG?RR>\$|8\7>)- M'TWQ+% '8ZCIU|)+HMS?
1)9ZA873.(+RVDD_+KX4?L?\$BS_:N^%'Q.^*?PR\ M":Y\ -O!|/I>O_
5)_:)NI==U/P3XI.F^%/VG-*T73O@7XRL- DGU&\D\0:W|
MFU6&ZL|2T/B/PC!K_#3P+HGP9_MX)60^&/C%\)|I_P!H|IGKX->/OB9\++|IJ;X\>,|KX.?
LSZW\?:?@+>|%^)/B MV\|.>"?!&BZ39?LV^(_@AXK^'6K7/@|P_P"+_B'/X@\9?_JZ^'
!_: =I|_8: MK86.J:5?66J:5J=G:ZCIFIZ9=VVH:;J6G7T\$=U8ZCIVH65?
#SQKXT\;7_C2|\0?"36 MOA=X3L|WP3\,-0\2:YH" _&6NZAK?P\TW?K/P=UGP#XXU_Q M-
)=5\#>+KJ|U>XU'P-=>)+.5=%UC3DA|5M_ ^/FU'?|7:?\ I1%_G\1ZT >P
M1_<'U;_T(T^F1_<'U;_T(T^@ HHHH Q?\$7_(%O\ _KG'_P"CXJ^4?C-^T+!\ M?V<_#VG>+?
V@?C5*_ _@AX8UC5FT+1M=^*WCOPYX\$T|6M:CLY|2FTK19O\$-_8 MG5|^TTRUNM5O|?
34NGT|2;6YU2_%MI|M/X_#WB30;GP=!/KG@GOYK,^BZK+J6 MD#0?\$(!
|CIO|4_|L&L_&+3OV>-'_&CO@/J_QZUBPMM3TGX,:5\6_FH_\$W5 M;&\|V_Q*LYM-
'\66N3:Q?O>?#6ZM?B1:6=K;2WUW\.[FW\=6|K)X3FBU=X_MAA^UI^R|\8O&6I_#GX-?
M,? GXG?\$#3/#A\6ZSX&^'?Q=\\$>*%MAX5AGL(9 M|?O_
_HNN76J0Z3IMSJ^C1ZK=R6PCT236M"_MC|=";TC|7^97Q!_8L_;I^)_M?

[;GP: ^+WC;QQ\.-; ^#?P? \ VQO@S ^T-X=AT#X^?\$/P3X.\,?"SPE^SE\,/ M%_PY\.?LEZ?
 \\$;G00\$7Q)MOB7K7BO7;+XO\ Q\$ ^-VOZ[K7@: ^TK3=,3PQ!+ / MX* \-(OAC\/-3T#1_ ' _P 2-
) ^ .GPZU?P;X4UCQ M? =+9^\$-.UOQ)9^(9I.@O?&MZQM?!,..
 <|O "97"R0^%1JQA<)LZY^V1^R+X9T M#X7^*\$_/[4GI/.C>%_CA;75Y\%?>H?&+P%!H?
 Q@MK'7/#?AK4)OA?J9UPVG MCM=,\0> ,/"VC:J/#4NHOI6H:I86^HK;\OE?GE\9OV5_VW?
 V@_A1^S#;^*/! MGP\$^#OC;JCSXF_#SQ5X-^'7I/[7OOI\#:9\4M#T?JG/XT?L]^ -
 I=+^._A_] MG/POK_P'N-%3XLV/BSX)Z#8^ /&\ L=#\5>#_ '>KZ+:\$_ W?AGKOA+^P[\10
 MA/XX_9(^*OAGP#\-'6OV??@O_P4\GU?P)XV_.*^(7QMOI_VB_VV_B_\\$?BO
 MX;UJW^/'C#X.-:XHU&R\9W_@?XD'XP^--;;P'I-UX0G\>ZII7AC0O'NE7=W?Z MB ?
 K@RLC,CJ4=&9'1AAD=2596!Y#*000>A%)7/>\$KCO1=^%/"JWXXTK0I";
 M77AK0;GOIH?AC7+SQ/X9T7Q?<:39S>)I(\.)=1T?PIJ'B+P_IFN27UCHFO7
 M_AI0;_6=,@MM2O=&TNYN9+"WZ&@ HHHH **** \$/4<9Y_+WJNIY_#O2C<\$*!
 MF"GJH8@'&0"P!Y(#,GGYC@CC!10 @W;63>X5R&90Q"LR&B&*C"D@LQ!P.N< M @4
 8&/R^G^?_K<4M%!1110 4444 %%%!1110 @!#!E)!R"#R.O3CJ_MJIP_&:ZNB@#E\A
 A\$;'_GZO?^X?_C-' "(V\ S\7O_?OW\A8Z98WVO75JLB MVUUK=Y:6,-SJJS;+-
 MO/J,MS+\$LLJHZB1\W=44 \?_P#?_JIP_&:/^\$1L/^?FJ_I\A\C-=710!RG_"(V\ S\7O_?_\
 ?_P#?_JIP_&:/^\$1L/^?J\I\A\C-=710!RG_"(V_ /S>_J MIP_!FE7PG9HR.EY?
 (\;*Z.LD0974Y5E(AR&5@#"#V(KJJ*.\$TWX=>&M&CN MX=&LK?1HM0OY-
 4U"+2+#2\+CU#5)EV3;G?I86-NMIJ,RX6: ^N1+=3#B65ZT/ M^\$1L/^?J\I\A\
 C%=710!RG_"(V_ /S>_JIP_!FJ%Y\._#>HSZ7=ZE9P M:E=Z'>-J.AW6HV.EWUSHFH-
 L#:AHUQ=V,TVDWY\$46;W3I+:Z/E1YE.Q<=U10 M!RG_B-
 B22;J\))))+PY)/4GJSU/4^ \.C)V,:Z6B@#FO^\$6TO\ MNW?_ (\$FC_A%M+_NW?\ X\$FNEHH
 YK_A%M+_ +MW_P"!)H_X1;2_[MW_.!) MKI:* .: _X1;2_P"[= _\
 @2:/^\$6TO^[= _P#@2:Z6B@#FO^\$6TO\ NW?_ (\$F MC_A%M+_NW?\ X\$FNEHH
 YK_A%M+_ +MW_P"!)H_X1;2_[MW_.!) KI:* .: _MX1;2_P"[= _\
 @2:/^\$6TO^[= _P#@2:Z6B@#FO^\$6TO\ NW?_ (\$FC_A%M+_N MW?\ X\$FNEHH
 YK_A%M+_ +MW_P"!)H_X1;2_[MW_.!) KI:* .: _X1;2_P"[M=_\
 @2:/^\$6TO^[= _P#@2:Z6B@#FO^\$6TO\ NW?_ (\$FC_A%M+_NW?\ X\$FN MEHH
 YK_A%M+_ +MW_P"!)H_X1;2_[MW_.!) KI:* .: _X1;2_P"[= _ @2:/
 M^\$6TO^[= _P#@2:Z6B@#FO^\$6TO\ NW?_ (\$FC_A%M+_NW?\ X\$FNEHH YK_A
 M%M+_ +MW_P"!)H_X1;2_[MW_.!) KI:* .: _X1;2_P"[= _ @2:/^\$6TO^[= _
 M_P#@2:Z6B@#FCX6TL<[;HXY -R0N1(_F'. HPQ . M"%SCU)S6A10 4444 %%%!1110
 4444 %%%!1110 4444 %%%!1110 M4444 %%%!1110 4444 %%%!1110 4444 %%%!1110 4444
 %%%!1110 4444 %%%!1 M110 4444 %%%!1110 4444 %%%!1110 4444 %%%!1110 4444 %%%!
 !1110 4444 %%% @% !1110 4444 %%%!1110 4444 %%%!1110! _JD! end GRAPHIC 6
 forms-1_003.jpg begin 644 forms-1_003.jpg M_IC_X 02D9)1@ ! 0\$ 8 !@ #_VP!# , " @, "
 @, # P, \$ P, \$!0@%!00\$ M!0H'!P8(# H, # L*"PL-#A(0#0X1#@L+!\$80\$1,4%145# \7&!84&!
 (4%13 MVP!# 0,\$! 4\$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04!
 M%!04%!04%!04%!04%!04%!04%!04%!04%!3_P 1" \$G G # 2(A\$! Q\$! _0 M'P 04! 0\$! 0\$ \$"
 P0%!@<("0H+_0 M1 @\$# P(\$ P4% M! 0 %) 0(#
 01!1(A,4\$&\$U%A!R)Q%#*!D:\$((T*QP152T? D,V)R@@D*
 M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7&
 MQ\ C)RM+3U-76UJC9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_0 'P\$ P\$! 0\$! M 0\$! 0 \$"
 P0%!@<("0H+_0 M1\$ @\$"! 0#! <%! 0 0)W \$" M
 Q\$\$!2\$Q!A)!40=A<1,B,H\$(%\$*1H;!' "2,S4O 58G+1"A8D-.\$E\1<8&1HF M)R@I*C4V-
 S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI;G-T=79W>'EZ@H.\$
 MA8:'B(F*DI.4E9:7F)F:HJ.DI.:GJ*FJLK.TM.;WN+FZPL/\$Q<;'R.G*TM/4 MU=;7V-
 G: XN/DY>;GZ.GJ\O/T]?;W^/GZ_JH # , ! (1 Q\$ /P#]4Z*** "B MBB@ HHHH **** "BBB@
 HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@
 HKYW\2_M:6/@_P",&I^\$=3T01Z/8WT>GS:K%?(TRN^GO?F?['LW^
 M2B(R)/O^^/N5UEI^TQ\,KK40#=A_PD0@NO\$*P2Z2VNIH3';Q37O[N&VMIYYGV0_(D
 M:7*%O1/G^@![K17D>A_M">'=6\476@S;H]7BU>ZTVWM;&&:\>1(1"&N9-D?[MF\ ?
 HN]_D^8?/5)?VEM UCQ;X;T3PYOU*:]UTZ'J*744UM-89LKJY1]CQ/_
 MN^S8_&@#VFBBB@ HHHH **I:E=#3[&YN67>L43.5]<\$?VYH=>M=!NKO
 MPG\A_M*;2GDCTZ_.I;+>_MKF:'B&'?\ :\$^S;'AV?QI\ 'UE17DLW[3/PWM MY-
 *,OB1(+35=.25K&]>VF6UFMTA:=RLVS9O\E)'V9WX1Z2X_:7^'6GOX;.H:
 M_P#V?)X@1)M/6\M)H7;.S>3&\@=!Y*.Y54:3;OS0!ZW17GNN?\$J;0_C!X5%\ MRZ-(\&OV-
 Y=0ZIJ7Y&MO++IY/7_);)_O7H5 !1110 4444 %%%>%_M#?M M'CX#WFE1-

H<.LQW6FZGJTSSZFEGY<-DD+O"N1 .F?SOD3Y* /=**.\\$?M, M^'/\$VO\ B#2=22XT;4]-
O+U((#;7,GVJ&V2&1F1_+V&4).NZ%"[BMOP_ ^TE\ M/?
\$DVEPZ=KK3S:BEU)"[DF _=);/LF>;Y/W*H_R_O-E 'JU%><>! ?C5X9^+>
MDZM>>!KZ'Q)+IH3?;?/;\$LZ;X?OIPCK\ZO\ 2H?@G\7'^+WAC4M3ETEM&NK#
M5KS1KB".X^U00-;3&-Y(O)L)YD6?XMBYH]-HHHH **** "BBO! _BU^TP/A;\ M3+/PI)X?
&HVSVVFWSW%TFH*D _^F7KV:);#;[/WVQTWO\Z82@#WBBO!OA[^U9X7
M\7>\$I]1U);C3=2T^%[B]TZ"TNI?W7VN:V22\$B'\F^\$_.@^70706_P"TG\-[
MZUNKRW\30S:~9Z1#KMQ?1V\WV6"SDPT;N^S8K./NI\XZ4 >LT5Y8WQST'6?
MACJGC3PQ>66K6-A-) #- :5R^GOP3(^R1)G>-VAV=_DK<^\$7Q 7XK?#7P[XQC
MTZ;28]8M\$NTL9Y\$D>'=VWKPU ':T444
%SH[H^?]B@#L_#OC'1O%&E0ZEI=]%=64TTT"2CY=SPR.DO#<_(Z/^5+J M_C+0=\$OI
(L=0U:RM;K5Y_LUA#-*H>YDV.^Q!GGY\$?J^7/#_ .QYXK@\3>"M M?UW6[#6KG2(Q)!/
_P!C?6?! M7 ".37=YX=\13:)XJAUZ(7EJ_P D+V3VT]G'OW[\$A=T>V_ZYIOY^>@#Z,UOX
MH>&M"\>:'X-O=7C@\2ZU!-<6&GB-V>=(?O\ S ;5_P"!>C5I>(O&FA>\$I\A
MM^KZM9;;9)/#;-/<3*B"29T2),_[:.F/K7A_Q'_9T\8>-/BM<^.K+QC9V4]I
MJ>DW&EZ;)8B2/[:-:99XWF^^F\W-[IS^^E<-@W%E!+X* /J?
2O&>D:Q;W]Q:W9DBL[R;SEW M1.A\Z+.]\$W#Y_NG[F:L>'?\$VG^)-
%TW4K"X\UUU&%;FV\Q&B=XV7<#L?YNGM M7SYH?[,?B'2?B FO2W.@:M:M>;K-
ICOH'D33OM=U]I6>VX_UR?ZO^#Y-OS\;
M*\^%_LE>,K7Q[I\4FE:=#X:O9P76K736>GOR2K_LR(INB>K;\$?CVK3;4]6.&;5I
MB,11/L=M_P!U_P"[7R'\V-?\$WAF;1[[5-1\ZEJ-AXHAUG8UJ_DQ(-,^QS M/#\B>7-
O"W*;\$";TC_N;ZA\)_L3:YX3\,,:O>:/K>H6>JVMS>6^L37%S8:S M'%;7-KYT\SY)O\ 2?/_
(\O&F]SPZ 'UAX-!8;;XZ*Z3XCTB1I-+U2V2[M MGD0H](XRA*_2MYNMIWOR>>D'V
M5+;RX9-FY%V)TS]_FLM_V: "+^+M'\2>5<_VCIMA::T<@AF2[@MM_D^871W
M'WW)V.F /SYKV&B@#QG5/V7_?=3:NNFB\,Z9K&COH6HZ3H;1VMG=VQ29\$
M#ILX:/[1-L*%/O\ S[^*BNOV6 !MY ;0;;5! :UMJ=M<[;GHE ;6MM/M^3^Y
M9P[/3Y^M>UT4 >,Z?^S3X:T7Q8/\$&G:CKFFZG/-V?Y/N? MN\$;YY3_60VL]K&'V(N_\
M=7,G)^=^&=R:]HH **** "BBB@"K?6J7UG-;2;O+E1D;;7FOAOX!>#_EX
M2\#Z!I5M)8Z=X2NH+VR^S[\$DFGBA>\$/,40>8Q1WW>M>J44 ?/6@_L8^! ?#NO
MZ)K&GW>MQ7.D6\=K9^;<(_E[+62UWY9-V?*E?Y/N;SOV5-H?[(/@?PWJ/AZ_
MLFU!+S1S(!+(MNYND>Y>Y\$;HT.R- [R;/)\K:'VBO?Z* /.O\$'PAMO\$GQ4\.
M>.90\$&M6MYH, T-GIJK+"+)HYMGG!UG>=^Q/X_X17HM%% !1110 4444 %<
M)XH^%/ASQMXV\->*=7LOMVI>'8;J/3XYT1X8S.8M[[7[X\E-K#I@UW=% 'B
MGB;]EKP5XL&HG4)M5 O[C4[F8PW>S#WZ1I-M^3MY2;/_ &;LK3?V/? UG8Z+ M:RS:K!?
ASK7@W1=2U73[#4+?I&+VU>&&]MX_+M-DT<29=4Z.^]JNC^%?PWM/A M7X,T_P
,Z;J-]J6EV"".T_M#R=T,04*D:>3&B[>/2NXHH **** "BBB@ KA9
MOA/H%U\4/^\$^N;7[5XA338]*@EF576&%)'DW)\OROF9_K7=44 ?/^I_L?^!+
M[3;&R>XUB**QMX[6"7[0C[\$2]>\&I)\$=\$' >.WWT*[#BHF_8Q\ 3:38:9=-JM MY8V.@-
X;M+6:X7\$=J^WJZIOD?*_SNR*XWA!7T+10!Y]H?PD@,\ ^ U\;7KN MJZ8H;S?
[4L4MH;K?_NI!Y7_CE:~PU^'^C "WP;IWA?0H9(I.T_S-GG/O=W>1 MI'=WIL[NIG_?KKJ*
"BBB@ HHHH *^2?BC^TCXI^&/QX\4V4S6^H>\$X;"STS M2M-
\C\VMW,\$TUFA8?;?>%X?Q2OK:N?NO".AWEY)=W.C:~/>///=NNG_< M]_W?DG?
L1T_>)_W]GT,/ /AF.1)1X=TJ*1)%966QBRK><9N/E_YL\F?I[% M^O-4_P#A4O@>2&ZB?
P;H!AN;GI;<1_V5#LFN?^>S_)]_P"V>; !/I' _&JO M\$MO:9X7V/LV;! 'O\ X\$2K\$'I;
M5N*ZU+X.O(';+)MNC>(TRIHI:MY?V;9_SQW)]_P"^*]RU'X9^\$-<;^_M3
MPIHM;Z=+J^U:~?)IIF1=J2/O0[V5> U:7_ B>B?;/M\ 8MA]H\ [3YWV M1-
_F^1Y&_IG=Y/R9_N?+TH X?X'?%>_ ^,AJZU6^)\WWA&XBN46.*Y=W2Y1H M4D29&>-
&Q^S[G\A2\UZO6%X8\(:X-L&L-!T73]#M&?S3:Z=);QENI;\$& M/2MV@ HHHH
YOQM=36>CH\ \$S0/YR?.C8K@[_>U'_)]C_ONNW^(7_(#7_KL
MG\Z\ZKV,'"#AJ>;B)>^70I>U'_G_+C_+[H_M[4?^?^X_]J[C179L\F8<R M]_;VH_\
/_9>_M[4 M?^?^X_] [KI? ^J7=]J\$R7%S+,GE A)&S7&5U?P]_Y"UU_P!1?'KX,
MZ1\7(I'75=8\2Z2+~i0A\ZU-II??MX?9I?)_ .O&7_8T\Q_P#,X?\$W_P +
M:\KZB\5_=MO^!_RKE9Z]J,(\$2?LF^&(_9S^)^7_A;7E0?,G^&_ \H<_B M5_X6=Y7N-
Q55ZZ(4J\A (8>UF>* _\I^&_ \H<_B5_X6=Y2?,I^&_ \H<_B M5_X6=Y7M'-'-7]7H_P
AG[:9XW_PRGX<_P"AS^)^7_A9WE:.B?LC^%K^_GAF\ M9_\$S8D. _D=;S^_7JR5L>&?
^0K=?]>R?^AUSU:4.3X"X5I\YY(]&G@^/_F< M/B;_ .%M>5"]?'A+_H<_B;
.%M>5[^]5)*Y84H'1S3/ 7_&O_"O\ T.?Q M- _\ "VO*@D_9)*_]#G\3?\
PMKRO>)*JO6\;4/Y#/GJ'AVF>*? \ #*?AO_H<_B5_X6=Y M2?\ #*?AO_H<_B5_X6=Y7M'-

'-7]7H_R&?MIGB_RGX; Z'/XE?^%G>5)_MPRAX; Z'/XE?
^%G>5U'CSXJ6W@#Q)I%M>P^9IUXC_:9X_OP_8:!!^R'X5U)+UY?&?Q, *M_P###?
AS_H<_B5_X6=Y4?_#?AO_*/XE?^%G>5[1S1S5_5Z\ (+VLSQC_M (93_-]#G\2O_"SO*?
_,H>&_AS^)^7_A9WE>RG_Z\ M_P#V>NAGK@JT8YZHST0HP#GF>\$2?LD^&
(^9S^)^7_A;7E02?LH>&_AS^)^7_A;7E>X MSU5DKLA1H_R&/MIGB7_#?
AO_H<_B5_X6=Y1_P,I^&_AS^)^7_A9WE>S\T< MU?U>C_(9^VF>,?)_#?
AO_H<_B5_X6=Y3Y/V5/#>Q_BL_B5]S_*. \KV3 MFGR?ZF3_ '*7U>C_ "[:9S>A_L-
^#=2T:PN9/&?Q, DUNDS_P#%:7O\:<_Q MUH? \,&^"O^AS^)^G_(6M] _
%U[IX5_Y%C2/^O.'_P!_%:Y[5\Q,]B)\V? \ M#!G@G_H<_B9_X6M]_P#%T? _
#!G@G_H<_B9_X6M_P#%U])TM SYK_X8,\\$_ M]#G\3\ PM;_ \ BZ/^&#/\!/_0Y_\$S_
_,+6_P#_(NOI2B@#YK_&#/\!/_M\$_.?Q, \+6_/_BZ/^&#/\!/_\$.?Q, \+6_/_BZ^E**
/_FO_A@SP3_T.?Q, M_P#"UO_P"+H_X8,\\$_]#G\3\ PM;_ \ BZ^E**/_FO_X8,\\$_ _0Y_\$
MS_PM;_ \ ^+KJ?A;^RYX;^\$?B>/7M+\1^,]2NTA>\$6^N>([F\MOGZGRG?;NKV
MNB@#EOB%_P @-/\ KLG\Z\ZKT7XA? \ @-/\^NR?SKSJ09P? \ (\W\$?&%%%=%YR! M1110
4444 %%%!!5NV\02>%=#\1ZND2S/8Z=-=*C".Z54JKXE_Y)_XT_[MLU9SLX),N.B/&-/_&
[/%^K7EO9V?@[3[N]N'N*WA>9WD?_&:L:[^VYXY\ M-7"6VK^![+3)W3S\$2Z>9-
R5\T_"7Q18^%?B5X6UG59G@T^QOH9;F2-'?8B?[_M"5Z/;_ \$[PC>>'!8;ZW\,ZK;Z6EO:
(^E/Z3J%OHUH]Y>/_-\$FB/ONX7 MT](8=G[O]SLFW_W/O_QUQ2HX64?S^1/G=)OON_RA?_
K7V6\$_Z!\ THC VU? \ Z"#N-\ VZ/%^J)>O:>\$-*N\$ MLH?M-
SLN7^2/^_5JP_:0>ZGI=I>:!] /N+)_V7"3OL_"PN[>QN-+MO"<-
LD::4B3/J6^'SOGV;]^Q/O_C2OI;+Z3_R?.GVG8_S[ZI\<>,'UCQ@E_;Z;8W]K#9PP
MS1P/-"ES,B?/,I[(7W_[B]731P>\$J3Y'AC">(Q\$(<_U@^B-/_J\8:K?06=E MX/L+N\N'V100/
[R/_L)4^L_MO>./#MY]DU3P/9:9=:/, \BZ>5'V5\]_#?QU MHFA_%;PMK-
U80^'M+L;M9KGR)IKGY/[_,_S_P#?%=KJ?Q8\+6?AF:'3WL7U MVST!--L_L^EO-
I\3_];_ ^C)+]8FFBLO".E7JB?M^^(Y/N>&M'_ \ B7_KB M-:\??#9-
'2SMKR/6IH;/588;J\TK#_/9HELG^H1\$_?;_ .L_OUSGQ;^(7A7 MQ5I>J0Z/]G\Z'7D?3?
(TW[-LT_[\$B3?/L3_EM_?J:6&PDY\GU;_TH)8C\$0C_M
+P>U>*/VM/B)I^FQ7FK_#N+3;+S-BSW7G(C? \#KDI/VUM;D_P"9>TG_+_ /M7":3XR\(/I?
@_3=0GB1['PUK&FS33VCS)97-S,[PO]S_&T^=/N5UUE\5OAY MINIZ>B26,^G_-
IV*7\CZ)_KK)--\F;Y'3? \S_P.FJ="C[GU;_TH:U9_M+XLR?
ME:W)_S+^F?[_GJ&3]L#6/^@#IG_?YZP-*^)'A.XTO3YKB_L=)\3_V;
MIJ7FJ3Z)YT&]+F9[J'R4AV;WA\GYT3^#90JVWQ>\&_VMX?CTJRTW3=#5M2FO M(+
[2SYT.ZZ?[+^]2%VWI#)\GWT1_OUO>A_T#<[7_H(+LG[6VL?] '3_/_O\ M],_X:NU7_H":?
_W^>N3^'_BKP;I7C[Q#J5]K%W'I?VE'L'NK!\ 3(?M/S^<
MB00L^3^!\$3?[_SY*V[4^)]G@.31[I3;>&W_LY]^*U;9!'I6QWN7U#?9?/LWI^Y_
MV_D_CK63H0ERK#&<)&8B=LW[/ M^*FU3]HGQ;H%M:W.I>#X=-
@N4WPR723)YW^Y7'_!D^('AOQ%X933-"U..[MA7Q!-?VEI!;V4=G9/:HB0N-
B;W3/^W5Z_ \ 'G@G6M;MM7U75K=/%ODW7VS7 M-
'TV9+6\^1\$MO.2:%[DS['WO#"_W*SO'E4_JW_I1?/5Y^3VQI? \ #5VJ_P#0 M\$T_
+_ /5K3OVP-8TVY>9-!TQ]Z>3_KGJ&Z^+GP[M_ %\$2VMG92:!!<^([F\O_M/B2_\A
8_LT/D\,F_9]I1WV)_6)(I!_MY#5G]EV)##^Y3R=C_P"Y_?WT7I3A_NP?O>?^,=?)^VKK?
_0O:3_W^>H'_;+U MO_H7M,W_ /79ZR=/_^,A.UCT^\$?V?'#;?\(\GSZ*C[-B? \3+Y_ (^??)
<_V_MX*K6_CSX>;X7N+:"XMK^Y>[AN;2QU+2W\FV9+_>_P!R#?L^S8_Y;.['_E
M9J.'W^K&G-B/^@W/^&Q-;D_YE[3/^_STR3]KK6Y/^9>T_ \]_ /7D/Q4\0:) MKGC*ZO\
0KF6>RFAAWR/#L1)MGSHGR)O1/X'=\$>N4^UU[%!'82<(3]D>;6Q>
M(A/DYSZ"D_:RUB3_)@.G_ \?YZ9_P_-7:Q_T =/_P" _SUX!]KH^UUT?4<)_M(<_U[\$_SGO\
P-6:Q_T_-/_P" _ST?-6:Q_P!_#3_ ^_P]>?:Z/M=7]2P_M_P#('UI\$_P
YZ'\0OBA<_\$_YM9KJSAM'MDV?N'>NE^#/QH?P/ZAOK#4+FWF2>"
M:Y1TDC^XZ>2E;))%U"P=\$D*??22?[_Z3?[%?3LE?FN*I>QQ\$X'
MW>%J^VHPF57JC/5YZHSU\$#8I3U5DJU/562NN)SD/'-'-'-:\$AS3TIG-/2@# M4\,_\AZ?
KS/9ZZ&>N>\,_\AZ?_KS_/9ZZ&>O,J_&==+X"E/5&>KT]49Z
MT@\$RE/562K4]59*ZXG,0\T,OB)X?U3Q:O MA^=T@LKC6-
6V7^FS7IN4MDT_R;'+IL1_.F^Y_P"N>\6>-/'=CXF\1W\$-_>P
MZ9_9_B5+/0QILSP7ES#,GD?OO,WH^Q]_R;/N/LKUO6_CE/IT?B;4+/PK?ZAX
M>T'[1!)]JWVJ"*.:ZA.QX44OYFW?E-^S&[3UK8/QS\6^K:=I5YKEK8:E?W\$E
MM;VOF>9OV7+VOWT^5/WR;/G_(I4C/_O'WQA^)>K:_X_P!'TN]OM T?2'AN
M8]5BT5WGM\$AU"&*9=F/G1X7>;'S,\:P;Q7H_P*_B?X[\3_!I4:#K5M90
M>'[%9O(C,4R76U)\$2";E-FR9-[?_N8_CKM])^ -OA:]FLK6;58H=0O+5[Y;>

M,R3;84,F6=T7:G^IDZGYMC8S30#/Q>T3QEKEG9: WJ]6M[IUS>1W:G9M>"9(
M7A='>C[Y?X_>@#YQ\(>#?B+'X\$\.:O+JM]97.L>(+##;/IO" _P!JFWWD
MR3;/)^38GDI\GR)6^OQZ^(LGB[P1IATLM]LL'.JB;2)HX=X2YQ2ZV?:7C\$. -B_-Q*C?PR(?
XTR >.:; M\=OBAJ%UV/(;2WM)[74I'2U'4;&;V@U&3[3L=(0D;_)Y/[Q'^3?Q _MUZ'XD
MNM=3XZ6\44NJ _P!D _P!IZ7\D6 _R-GV+4M_ \L|= _D[\?'M757'QW\&.:;?6U
MIJFNV>FWUQ>36=O#)+N+I)Q"7X'R?.Z+\V-I>M?PS\4 _#'C#Q-JWA_2=6%IJ M^DC?
>0QQ/A/G*9W]=[K?.CI\N?N-Z4 =O1110!RWQ" _Y :?\ 79/YUYI!'YDR M(\ ?KT'XA?\@-
/^NR?SKSJ09P?\(\W\$?&?(6C_&GQGI?@/PWXA?QA<:IJ/B M&'Q+IITJZAMO]
2S2Z>&ZAV(CHB/#"C[I]Z/OJ?PC^TEXD\ -10#XRO_MVJ>&_ M
USJU_&D*) _LSO:OIITFS^^ESLV) _OKZ5TOX>^%=#?47T_PQHU@^I(Z7DE
MK80I]I1_OH_R?/69XQNOAOX5FTZ;Q4_AG29YH4LK.36\$AA=X871T1- _"/L?
M_8^2M^2;? SXK:IKGPW\?6&O:Q+JWB_PFDTCZE=6+V;S0S6WG0OY+
MHGW'WIJS_EC7C' _#27Q(D^\$^D:7 _&Z_ "8Z:ICUW6-IV?) _P ^SU]L?
V/875S=:E]@MYIJ_A2UN;[R4=[F'^!'?^-/G?\ I]KE
M]1D^'NE:H^@WMMH<&HO#I]D^G26;:_)=W^Q0[-GW-Z/L_N;*.68ZPGV6\NKJSA1[S?
\GDN[_?W_P!S^_J7ASPSX)U*SGAT31-# MDM;"YN;*.UL\$1(9MGDS)LV?W/D>CEF'-
\1T7]I+Q?XJ]3>\$;_UL-)TF' _A M)M0T;6(YHIG_ \$E(=\ MB>2CIO1]C_\$?
VLM>\5;:HMY%X)AL4]
M0W^F6NCWVJS30V7^D^=\DSNGWT2' _EC\CIT2O=;7X<^%;'3X+:W*Z-!96UR
ME[#!80HB3)]R9/D^ _\]=, _X5SX2^QZC;?\(KH?V74G\Z@\ _LV'9Z;
M/GHY)DCV:6>GV=O862?<@M841\$ _P" M)7:?\#O\ Y"MS_P!\ _IW_ M
/_Z_2W;1MH_M]&A_8^%['YI?_,<>\ _IW_ '/Z/^&./' _\$[_/C]?I;M MHVT?
V]C0_L?"[C\TO^&./' _\$[_/C]' _#"C_ *= _'Z_2W;1MH_M]&A_ M8^%['YI?_,<>/\ _IW_ \?
H_X8X\? _P#3O_X_7Z6[:_M']O8T/[P'08_-+ _AC MCQ_ _._ _C]' _#"C_ \Z= _
!^OTMVT;:/[>QH?V/A>Q^:7 _#"C_ \Z= _M !^C ACCQ_ \]. _ (_7Z6[:_4?V]C0_L?"[C\R+
[IDGQSI]YWV?Y_]^J4G M[+WC.\ YX_ ^/U^D_BS[MM_P/^558< _\ D_9E\81_ \]? _M
!^H)/V; _%L?\\$/ _'P]?>]Q5&XKHA FN(_F,/L,PY)\O^SOXMC_@3_OBH_\
MAGGQ5<7_OBON.XJJ]; _-IX@S_L_#GQ-_PS[XJ_N)_WQ1_PS[XJ_N)_WQ7V
MMS1S6GIH8@/[PY]4_ \#//BK^XO_?%3VO[-_BV^F>&+R=Z)O _CK[22MCPS_ M
_A6Z_Z]D_ \OZSGF>(A<,_OPYV/_P##+WC/_IC_./TS_AF7QA_(_L.PY\+?\#_ _BV\A
@3_OBH_ ^&>?%7]Q?^ ^*^WWJ'8:O^T\09_P!G MX<^)O^&??%7]Q\ OBC_ (9)\5?
W\$ _IXK[6YHYK3^T,1_ _']GX< _/[QIX#U+ MP']E_M#9ON?
N1QUT/P=^\$E_ \1M22:5'@TA'^>3^ _7O\ \6_A/-\3?%N@[OW> MEVV]YI/[_P#L5ZGX<\V?
AG38+_RA2""%/\ EG6\\PGI'^^80R^/MO[AM_ "
MPY9^&='O;_RA2.!+E\$ _= _P#7%*ZB2LOPC_]=4_Z^? _;*5J25\I/6>I]!#2&A
M5>J,]7GJC/5P I3U5DJU/562NN)SD/-'-25'S6A(O,J_&==+X"E/5&>KT]49ZT@\$RE/5
M62K4]59*XZG,0T!;J;[T;O&9%^?Y]F_ ;O8\4?\,]Z&7OA_ :>H'[7(DDG*?P:G)]J\A
M<_YZ3%/IRO6J6I&>*6 _[-]IIL.H6FG>*M:VM[E(9GA\ET]:-T=-F_ATIU6N/ MV==_
D;5/*U[4],6ZL;_RMH+"VMH8K,VSP0!+L2'9,Z/!'S)N"H63[AKVRB@#
MQ^^_9MT2^_LM)J>H;]4AO89F _=]+FY2Y?'R?WT%8OP\$^\$'B_X: ^,?&&H>(-1
ML+W3]4F=D)(7>:9,SR3;\$+H@AA_?/^Y^?YR[|^:]ZHH ****.6^(7_(#3_K
MLG\Z\ZKT7XA?\@-/^NR?SKSJ09P?\(\W\$?&%>'?M\$?"?Q\ \$WQ#H,WAR?3
M4MM!URRFOH_)P!=,3>!/BM-XY(W.A:" _@S3--L(+I MWJOG)## _&8Z>3/_
5L_(\$N7N7MGN?[0??O?IR[NC[X]_W/X]DM?VFOA]?:7 _:-OJM\+I9O:0 M?
V;)>; _LWDILWS;]C_<_N/52Z_:\$L-*^(5MX8N-+OK][_7DT*V?2[:9W MMM]DEYON4=/O_ \A
<3^#_<>ERP-/?/\$YO@E]2?%6C:U_PDOARZ>V36- UF'P M_ ;ZO\CS0W+_ _;_)=
[I_G]G9L=W3?_ '\$>N@|5?# 'XHW\W]O)]FUG4K*YO-??1I]
M6UU[[*]AK^#OV@M\$URW\+PWJ7'IJ>(8; MF:SDTK3;F:RF2V=_ .V3.GWT1/_ '
/_;2HY_VD/#\$FO>&M*LM-UR_NM8UMJ"F MCCTV9)]-N4A[[]]CIO\ N;'_ -
SY_P""HY8!S2..|+ _#7XB:5\2M,U[4;F^N MY\A*90MTXU)_LLVE/I*)\EMOV;'O\$W[-
F^OH>O)O#G[2'A*ZT'2+G5=2BC MNK]\$FFDTVVN9K*S1[I]:%YIG3]RCNFSY]E=#X1^_
'A+QQXA?1-*O[B34=ESL M]^SFA2;[-Y-UL=TV/L?[^S^ _71#D,YG<5T?
@2%9M7FW% @5A_@; _&E/5*/IFQ?]-?^ _P]- LV#_ IO_P"!# _| Q5:%% %/^SXM^ _|>Y_ZI\A
MXTW^RX=NW][C_KL]7J* _*A_ 9<7_ \$U_]/_1_9<7_37_ +/_5ZB@"B^F1/U]
MW_O]L_ L^+ _II_W]? _&KE% _%\$:7"O3S?^ _ST?V7% _P!-?^ _SU>LT_40[+B_]
MZ: _] GH_LN';M_>X_P"NSU>HH Y?Q1I*K;/_^]^ _P]GKD9[&' _*?[_ GK MM/%GW;:_ ('
"KE9Z]+# _UA_P!O_O\ /5*2QA_V_P#O\]:EQ5&Z MD[M>N^!R&7)8P_]? _?YZJR6]?[?
?;UP'@'XU6WB/Q)]/A[5=EIJ,-S,EG) M!E*E.C[LSDC.%;X"K]AA_V_ ^ _ST?98?JO\]/_4_ -

'-0:\$< M=C# --O^_SUL>&:&'^U;K[/Q[RV?^ 6JLEC# M M P#?YZT9*JO71
DSGM8?JO\ [/5:[+ ' M]JO5QZBK>)B5)+&' & ^ P | M'V6' ; [/4 -'-
:\$D'V&' ; P" ST^_QA_Z;?] YZDYIZ4 :GA&QA\G5/O M_P#'_S_SV? GBE:|JC#_TV_I_ #U2|
(ZG5/^OG_VBE:DE>:/XSKA\G26,/ ^ MW_W^>J4EC#_M_P#?YZU'JC/5P(, ^>U3_
&O^ ^WJE):I_M | ?;UH3U5DKKB8 ME+[+ #_M_| GH^PP [? \ W^>I^.:T)
(/L,/ ^W_W^>GOV, \ M_| ?YZDYIZ4 M 7?#-C# 'KTWW_P#CS_YI/ ?K>GL8? ^FW_?
YZR/#/ (>G_P"O/_V>NAGK@K?& M;TO@,N>QA_V ^_SU2DL8?JO_
+ /6I/5&>B!L,S)+5/JO_ OMZJR6, \ M_| M?YZT)ZJR5UQ.8I/:P_ [?_ ?YZ/LL/^W_W^>I^.:T)
(/L, \ TV_I_ /3Y+&'8_M_P!_IG_/9ZDYI\G^ID_W* /7O"MA\$WA?
2!F7_CSA_P"6S_W%K4_LR+_IK_W^ M?_&JOA7_)%C2\ KSA_I
%:_P##7R,OB/:B4_[+B_Z:_P#?YZ#I<+?=-_I_M_#U>HJ2RG_9\7_33_OZ_ ^--
&EPKT\W_O\|7J*_/IEQ?]-?^_P_|IEQ?]-? M^_SU>HH_H_V7#MV_O*W6W^IOS_
+3L_P#.K-%_ '+?\$_+_D!I_UV3^>=>=5Z+|0O^0&G_%V3^>=>=
M5[.#_A'FXCXS":>%9O&.B/IL6MWVA03:TFDL887\Z%TV.CLCI7GFA_LK^"
M?"OB*UU72H9K3R;.VLO(DAMKG_4VOV:%_.'F1JFS[CIOV5[!177R0.?G/"_M_9>|-_|"-
V)%JNIOVO" /6?AE_/AMKG?:6SNZ?)-"Z:_WWW_|29)G1X;+|!L?>GSH\W\|_SIZI2HI\|
YSQ_MG2?V6I'T58(K3Q5X@@T^/1+G0/LJ/#_Q\330--LFV;X7WS??1_X\$I_A'JE_P_MIX+_
+/FTG6-3@O;/7D\00W4:6R?OOLOV9T\E(=FOX?|C_ ;KV.BER0#FF>,V_M/I*?
A73;&"PMJ5UR/2WMH;:4K'SH=FJPPW3W,*3?)O38|S_:A/I7|K>3'.Z;_'M*Y^TS;_D_@=/DK
M(J7B17FL-.FG5&.\$=TJG57Q+_P_D_P#&G_8%FHFkZ,(Z*YX3_P_-|>,O+W?V_M%H/_
)&_ ^+H_X;X|8;MO|AZ%G_MM_P#%UX5|\$?LEU|6_!L-|L;V;ZA#YJ7*? M*R?
I=>J76I>\$|/|!% ^&=5>)\$|0:=;0N|%L;(EB_V|JZ|S|_?L39LKZ3\$87
MT)|GU<^=I8C%UH\WMC?_.&^O&\$?_"T\$_|?|_XNG?|-|>,O^@%H(|?|_MQ=.DM=\$|
(^&PEU8+X;_LW1-<=(XWAU"ZMO\B86R).GG???9|_S_-^O,/ %F_MEZ!=?M&7%CJ@M-
*|.7.HVWEC3|CP30OLV\ ?39O1|I_-S?65"CEU6>N'-: ML|=1A_&/3O|_AOKQ@GWM"T"
C?%U'_P_->,_?^@'H7_D;_P"+KR+P'=; MI?QTT>STF|6|T6:6H;)WNK9-
CP^=|Z;_W_) _MUZ'9>-| %T#PGK&M:_%;ZJG_ M EFH63Z=!86S_:|9+7|S"|_ ">3"C_/O2JK8;
P=H8, MO^@%H\ Y&_ ^+H_X;X|9?| +0?|_R_-|77C_ ,4H-%C|4^&X9IETVR?POIKS_M2:=;)-
^ ^|GY_DWI|J2?|^WT*3XU>#K:*|?5M,DN/I)_M2T2!/N/_ ;W1ZZ/ MJ.7>P|M|\$Y_K>-
Y^3VIZX/V^?&#?P/0O_(W_P_71_PWUXS_ ,A?T'_R_-|
M%UPDFH>!"A_5|;O;2XN+G1;33|/^W?)ICWDTTSHJR\..J/D39|G^Q75:1|
M//!GA|QO96MQI43F;^U*PL|2^U\$S1ZK;)9:|:|S_ ;W&Q/X/G^3|E70_MC|^'9UQJ8Z?
P5C1_X;Z|9_|00Z#_P"1O_BZ/^&|_&7_\$M!_| (W_Q=T2YUB_T^:UGO/M/R6Uzb(
T>MZ=#*YSY8T2)5L1_MM\^,)/NZ'H1_|?_ !='_#?7C\ Z &A?^1O_BZL?
\$+P/X;|3>):TO1#IYA_MUC5_LUO-%%:3W|:0QO:0P^2,O:|ODW_?
N5QFF"PKJ5QXGD5)X-.MEECA|_MZ>1;JSF6S|8Z#^#?|B>=|/?
<^_7+3_LF4.:=%FTEF'/RPK&_J'|#P^75_>=1Y_MU>K_&?A%|@X/KV(G-
Z^UA|J4I|_P#U<|TWG?N_X'KZ3^"?QP3Q4D.@Z|D_M>M)|D-U)_P
O/_V=?)WG5)'=/'_CQ.;H_R21UMBE;'AG_M)"MU_UD)_Z'6.E;'AG_
)"MU_UD)_Z'7)5^\$WA|9O/522K;U4DKA@=FI2DJ_MJ|6I*JO77
P*+U%4KU%6|3\$CYHYHYHYK0D.:>E,YIZ4 :WA'_4ZI_P!/?/_M%
M*U)*R_"/^IU3_KY_|HI6I)7FS^,ZX?_57JC/5YZHSUJLE6IZJR5UQ.<
MAYHYHYHYK0D.:>E,YIZ4 :GAG_D/3_|7G_|/70SUSWAG_D/3_|7G_|/70S_MUYE7XSKI?
4IZHSU>GJC/6D_F4IZJR5:GJK)77\$YB'FCFCFCFM"0YI\G^ID_MW*9S3Y/|3)_N4
>T>%/^19TG_KSA_P#0!4DFN6,-Y%9O?6Z73R^2L+2J':39_MOV;?[VSYO_K5'X4_Y%G2?
^O.'_T_5X1X^ ^".N^,/B<=3BMDM(H==_M>PU,R)_M_HTR:2D,, ^S|Y_?)LV?W-
K7R,OB/=B>WS>-?#D.H6%A)KFFI>7/QZVS7: M"2X_A^16-GJEM: ?IEW?-
Y=K#>7:0R7#>D;._?G/TKY0TW_MX-^-+KPRUEJ_PYCFU?6_# +V'VN.|LVAT2|?4+V;>7W|_
)/M*.CPH_W*|4|>_M>!M:F^_W@GQ_NEZMK&F66E&PN;S3TTZ0><;J%P9TN?
G1/DW|X/GJ0>:R?|>_MTW=J"_ :|?=IQ_P!,7SE_T?Y-_P_|WY/GKYBD^'_ ,8|+|'7=G%>>
(-1OM3L_M+-KV1|:WS6|S|IFXVW|Z'9^Y\GY\$F1./|_WZ&B?"GxK?VJEQ?6^JMjVHZ=8
M)JMj'K41T^X*:5Y-U'-#O^>9Y|NQ|G&-V|/XP#ZQTS5K36(C-9W45W!|N'B;_M=|Y0X_|
'74_C6C7RQ=?"WXG2Z5G:ND"->I8:?'J^U_M_G3SH;KY'^3^_P#
(I+|"/% ^M^)OVB/|MJ|_K;2:>ES# #927|_T?IOB'3-6>Z2QU*TO7M9C;3?
9ITD,,O'R/C|K_|DK7KY_M,T'X+ ^ (K?6?"CP^&=:TSPWH'B6&YL|^ ^TK:UU!
('M;J&9YFMIMES"CR0:-|^_M=L|I|_|
'=M|!^,%YINGP:G8^(/L5C;Z99:E;V&O0PWNI/"|X+J>";SOD#|I_M)_G='=\$V4_?
2^DZM9ZYI\%|I|U#>V/_|_H&V_S_|=J+Y: ^B_E1Y: ^B_E_M1_ ; ^*# ^R*! ^77_#)_C_

*!MO_WW1_PRG\00^?"W_P"^Z_47RUJ%_*CRUJ%_M*C^W\4\JD4#\MO\AE#Q_P#\VW_.
^Z/^&4/'_ \$#;?_ ONOU)\M?1?RH\M M?1?RI?V\BNP?V10/RPNOV8?'-
BB>;81?/_ MU5_X9Z\9Q_P#+FE?IUXJ5"MM\ MJ_Q_RKDYXT_N+791SK%S,)Y5AS\|O^%
^,X_ ^7-*CD^!'C"/_ EV2OT(DC3^Y M6=?1IY+_ "?P5VK-L09?
V9AS|R=2AFTW4I\^7\Y\^Q_+ OU\\$_ ?X#O/Y&O M:|_#_ +<,\$G\%;7P|^ /G^-M7|2:
|_#\CWC0;02?P?/_ ^O?(X\$@AV0IY;)7;BL MPYXE;'AG_) "MU_U\)_ Z'6.E; M'AG_
)"MU_U\)_ Z'7/5^ \$N/QF\|5)*MO522N&!V%*2JKU:DJJ|=<#_ HO452O
M45;Q,2/FCFCFCFCM"0YIZ4SFGI0!O>\$?|3JG_ %\ _ ^T4K4DK+|(\ ZG5/^OG_V
MBE:DE>;/XSKA\!5>J,J7GJC/5P\$4IZJR5:GJK)77\$YR'FCFCFCFCM"0YIZ4SF MGI0!J>&?
^0|/_ P!>?_ L|=#/7/>&?^0|/_ P!>?_ L|=#/7FU?C.NE\!2GJC/5Z M>J,J7
)E*>JLE6IZJR5UQ.8AYHYHYHYK0D.:?)_ J9\ _ %/^19TG_KSA_ | 0!6NU?
(R^(JR(M+24M2,**** M "BBB@ HHHH ****.1^(T(BOW\#7F?V&_ Z"LW_?F'_ X MBO4?
B%_ R_D_Z\)_ .O.J\O!_ PCR<3\93^PWG_ \$%90^ _./_ Q%V&_ P"@K-_ W
MYA_ ^(\JY17;S&\3^PWG_ 05F_ \P_ !%'V&_ Z"LW_?F'_ P"(\JY11S@4_L-Y_ MT%90^ _./_ P
11\AO/^@K-_ WYA_ | B*N44?|!6;_ OS#_ | \$4?8;S_H M*S?|^8?_ (BKE%'.!3^PWG_ 05F_ \P
!%=/X!TV\?5;K;J\PG\G_GC#_ ?_ M-RL2NK^'O\ R%KK_KC_ .SUAB)?N9&E'XSJ_P"Q;_ |
Z#MW_P!^8?|_ XBC^ MQ;_ *#MW_WYA_ | B*UMU&ZOG>8\CE,G^Q;
/_Z#MW_WYA_ ^(\H_L6_ | ^@|= M_P#?F'_ XBM;=1NHYA\ID_P!BW_ | T';O_OS#_ P#\$4?V+?_ |
0=N_ ^ _./_ P_1 M6MNHW4?|!6;_ +|P_P#Q%;=Q5&XKTH2.3E,62QN?^@E-_ P!^8?
XBJLEC>? MJ!*_ OS#_ P#\$5KW%57K>\$C(SOL-S_P!*_ OS#_ |11\AN?|_ H*W'_ ?F'_ P"(
MJ\IS1S6_,258\&|_ Z"MQ_WYA_ ^(\K4,V-Y_:MU_Q_-;C_CV3_EC#_ ?_ P!RH\$K8
M\ _\A6Z_Z\ID_ |#KDK2\PN\$??-"2QO\ H*W'_ ?F'_ P"(\JE)8WG_ 05F_ \P_ M
!%;:U4DKDA,Z.4Q9+&|_ P"@K-_ WYA_ ^(\JK)8WG_ \$\$IO^ _./_ Q%;:E57KHA M(SY#
(DL;S_H)3?|_ ?F'_ .(\JK\AO/^@E-_ WYA_ | B*TWJ*NN\$C(S?L-S_P! M*;_ OS#_ |11\AN?
H)W'_ ?F'_ P"(\J\IS1S5\Q)1^PW\ T%;C_OS#_ P#\$5)'8 MWG_ 05N/^ _./_ ,15KFGI6?.'(7?"-
C>>3JG_ !-;C_CY_P">,_ \SQ3_ &*V M)\&|_ P"@KYHYK?F)*V&Y_Z"MQ_P!^8?|_ XBI/L-
Y_T%;C_OS#_ P#\$5:YIZ5GSAR#_ M S8WG\JO3?|_ \$UN/^//
)XP_P!_ N&K+WS>E'W#%GL;S_H*S?|^8?_ B*HSV-Y_T%90\ OS#_ /\$5
MMSU1GHA\Q,6>QO/^@E-_ P!^8?|_ XBJLEC<_ |!*_ OS#_ P#\$5KSU5DKKA,SY
M3+DL;G_H)3?|^8?_ (BC\#<_ |!6X_P" _\ \15\FCFKYR"C\AN?^@K/:A'0=_ 8U_ -!V\ _\P_ |
Q%|C7_ M \$';O_OS#_ | \$5QUI:;+ #_ (Q>'O&F@G6\=KS2 M\+;8|-
UKEH\@ERCIO5X?._;TQ_ %6GXP^(\VA^")\(\UB^OKM6.E6WVV\MK5D>Y2 M'^_ Y>
._@Y=_ |_ ?F'_ .(\K MGO\$WQ5T#P\+X9B>|6^D\27ZV&FK8NCFX?!9W!W_ <1\$)S@_ X1YN
M(^,****\SD"BBB@ HHHH **** "NK^'K;=6NL_ |/_ V>N4KYW_:1^(GB/P? MXFTA-
#UV\T:-|_ V&9TW_ /54\)/&R\|C3(EB\JL?;3/O\ G%' ^>E?FWIGB
MCXP:PVBQ1^,M2@FUID^PPW>M)#--&[|\$(= ^_90_ (|E< _=&X;FV+R)-XO|
M0;\$FD@|S\6^S>G^W1#A^U\^PS9^*=*|5>![|^TD@CU='NOLN_8\WD\|^S>GWZ
MS\$D\$X_ | +Z\I'.%/_ ES(2BDXK\|V)O%GQI@M_ #(\G3Q'_ R'O+OM\W'_ M_ #^#
|_ |=_ X3;XL237:)X\GD@M\$WW5\|XCA^RV_S\|GFW\|\$??) LI?V#/_ M_)_ 1^V\|87_ /F1^E.#
|48/M7YF:|2\BKKRZC-: ^--5CM;'9\JINKK5TAAAWO ML3YW?9\|_ DGOKQ+*&22^=
(7F=|FS?|_ M C^VH?|_ ^Y'Z>;3Z48\I7Y>:E|8_B9I=Q=0W/C+Q!_ HURIL\B7;|_ Z??3?
M5VU^)/Q>O;&: ^3Q)XECL+:6&&XNI\ET2%YON;Z\|7*UN;VL0_MJG_)(_3;|J M3\OSK\O;
|XQ?G3KJ:U?QIK4XA9QYT%|QNS_ C1_XT_VZ@N\CA\2::39-XQ|_ M00R?
W)+MTJX\,UY\|3B3_ &|2_D\TK\5*VW_ / ^5^Z\|>1S2SNC\|!^@4\49Z^"?|
ANF.0UOYS/^V*7\A\|S7%57KX?_ P"%L>,_ / ^AGU M/_ P)>C_A:GBW_H9\|3_ |
EZW_L:K_.9_VM#^0^V9/W:/7@_ AGXV/X?|_ 'FKZ M5KLSR:1->/Y_ P#SYO|_ \$5XY_PM3Q;
-#)J?|_ X\$O6!|J4UU,\TL\$R3N^| MY)\XZ\|V\E)S^V.2MF?/R>R/OZ"1)\$1T=)\$?
YT>/^_ .MOPS_R%;K_ *|D_P#0 MZ^1/@G\|S1TDC_WZ M^7QV'GAO=F>|A,1#\$^|
Z)ZJ25;>JDE>- |?4I255>N0U;XX>#--M_ %Y+J= MQ_9_AOSO\2OH\|Y>UA>'8DR)-
LV.Z.Z;T3YZO>%?'^B>.+ #4;G2KF:3^S9GM
M; ^"ZMIK;ZLYMF_8|+IO3Y'1ZZH3,YFF\15@>\$?B-X>|?S:O::)>3/>Z\,D-_ M:W5M-
:3VSNF\|Z3(C\|3YT>LB#XQ>%;J\UNPBN=0DU'1T2:YTW^RKG\4Z.^Q M'AAV;YD=_ P"-
*Z.'OAK9Z=<^)=233(+ ^|33\|38\|Y^Y\|S_ -# ^ MY5\XCI>:>E9>O^M+|)V-
|?:UJ5IIMM8VSW-R\|W^IA3\|/|E,T?Q=INN:E M/9VCO)LAAF2ZV?N+E)DWIY+_ ,?
W/G_N47).U\(\ ZG5/^OG_ -HI6I)7->&= MK@(\Z2>
MJLE,USQ\IOA^SNKS4\^TL+6VMGO9I)YON0I| _ | &G2&9+ZU1YMZ3.B)L1/G?>
|I71"9@;W-'->&|W\|LLR;-Z3?| ^<>NHD\<:;ZUI&CW%R\|JFL6YIZ55CU*SGD^2\MY-^|
U6\CN^Q(XYD^=_ O\|*9|M^&?^0|/_ P!>?_ L|=#/7+^&;ZV_MZ9_M-OL^ MP?

ZSSD_YI5O3ZE9_9DN?ME0JE=JB3^&=-|4R3IOV>9&^L.:Z" Y M|G^ID_W*9S3Y/\ 4R?
[E 'M'A7_) %G2?| KSA_1 %9GQ,\(R^//!.IZ'#<
M):3WB(B3NF|5PZOT|_NQVV;W7)M2A^RG%VEY|N^S9^?/[|'VZ3Y_XUW>M=%|*?
A+K AN2#4/ M%.I.:?>:G::'#X>LTT>VD@@2WC/WWWR.
[.^\$|EV=|UYSXL|>7+V_Q&NI_'|I M/C'3Y;VTM/","-W##Y-JCCR9TA">: ^|.3>= _M|.U.:?
QZ|4V>L&&UT_2YM'M+ MTB^DO)YGNNGCDUR;35|G^\$;%1'^? _'/NI+*OA'JDN73?'"A_P
/ZW#X8EL= M%>X<1V=E*|=Y(|@JKYTR3_ S_/O^2L_4/V0?&\$&L:Q>3W?BNSD2?
PW)H22O9. M6:?:PP_O\$W|'1'AW_P|J|_W_)!6CH7|2FI6MM*=0N-%TZUT_2)M3D@U":6:
M4-0Q|I/F6R)|J|\$|CY_J_W-GS:'P'^,6M_&#Q-I|WJ+)9,FG:M:7\$.GS+):RS
MOWELB3)LD=/N.>COU^_0!-8_LUZA'Y|DNIZ/8375R|W/8Z58/#91.;W3YAY*
M;_DREA|_327?7%_\$;|F7Q|X9| %SS>#|>RU#6I=BW\$=K80;|A_|3>||YTF^2 M;8C|_
CT_4/'GB/X*:%XDU"VUO6/%|S)XJ;0;90%.IP_8|"%(#-O=W>%!O^YE
MW_C2KOC3|HSQDNGZY#I|_AKPUJ-I;Z3J"M-.,+|+6":.V2Y^U.C|[\$'YQ|VSY M%WH|I|
#M=%^!|>(/A|+K" TZU|+S>&+>6-[*],3;2K;V=U"DSI(|_P"DO|JWN_|MTS0?|=9NH?
M#>*M%OKY;/3|.N;#3I;^|U!|N:5Y&AAU!+;#9C|F|'WIO_N5U MWP1^-&K?
%+QWXTT^5-*31M&N'ME6U5Q=0S+/-'LFWO|_AD2/O1-G|PIU0T M>Y4444 ;B/C"BBBN|
MY HHHH **** "BBB@ KY_!;D|OQ5HG^W9O_.AU|9UP_C+|GBP^-?B"";^N
M9H_L=M|GEOL_CKKPN(AA:OMIG/B*4|3#V4#Y=A^+'AN;QCX(167|IJT>K^X
M;"&YM;6&&2&5+;Y-Z. ||TWI_!L^_'6SIWQZ|:/X9>ST^SUNTU2:YMKGSY| MERD,T-
Z|V|\$>;9|Q_N;\$_C^>O=/^&= _P"?R|_|4?|,!:|_P_MU_W^JI8 M_+9?S&,%CX?RG@.N?
&_P|JVE^)|%+'6?LNJPH, \$C|-EYY")YWG><|I#|_M
\$9_.3_>POI+I/#^IZ3Y|>S9YUS^Q|G9|SY-Z5R_P_/?B?X5^'4.KZ;9)KT^GW|Q9W/GO8V?
G?Z-,| ^3L=W M38Z/LW_^.5|&?|,|Z!_S^7? _'^H_P"&|_Y_+O_O|5/UW+>3E|X/JN|
M|I|Q>_BEIWA?Q5K&J3QWEGHNI7&^X|/6-G#=6=W;;W?|_GNFS^XCI|RNKT
M_P#:*TFST|PS;6^CW.F6NF269N=-@B2:/9#>?;=|+O|C_P?ZG?_+>RO(FH?:=^_S|B_.
%Q?_?V5C|:M-C@|1VC:EXLOH-1 MU>SU:&^F3>GDSN|PNGG?<='_P#'/N5|"_|#_6@?
|_MW_W^H_X8!T#_) + MK_O_%,<9ETL+>W)T*ZN|4?5YGYM)F0)_94UZEX|L_ ^
MWO39_<^>O/OBU|4(?B%J5D|O|H^RV?G>3|JMMDW|Z;?LW^=,|_|??|N)7U M+_PP'X?
.?V||_%'_P'X?|_ ^?V|_P" U71S#+:\$^>'.8U<%C:T.29|_M_:Z/M=?
9VM_L)Z'IZ0|+RX^;_IM6+)^Q;I4?_+Y-_P!_JIB&?8>9YW|CX@^2 M_M='VNOJJ3|C?
2D_Y>90^ ^Z@D_8_TV/_)>90^ ^ZW_MG#D?V56/ES|71|KKZ MZ4CNGGZB
M_P#KIY*|A|_ |A6Z_P"O9| T.OE|SQOUF|)#X3W<#A?JWO_&C>>JDE6WJI
M)7@P/>U/F/XC?LW^)_%UQ|0_|%FTGPGIWB?3;JUN;&UU*YFM=50='A09H73
M9;3(B/O=-^_?7IFE_"NS|:|GP_JNK6|Z|R^H7_VJ|||^V+G8B)|MF='9|B
M)|FS8E>AR55>M(P@9SF>'?"OX5^+=*M|;O/%NI+IOBO6-234|5UCPY?^=_:3
MHFQ+79-:_N;9\$V(B)|_ ^W6#>: ?BU:Q_\$/7HO^\$;@^(7B39;6>N?VE,| %A9H M_P"YA2'R?
DV(|O|_Q|YG^>OH%ZBK?V1GSGSS??L_:E)X,|(:)HNE:-X3U31T M2""Q!!K=S->V"?O.F=-
D*?:7F^??OV)O=ZZ+XU_5?C1XB"/X@_L/P|#H- MY9PQPPI-,|S<_(|NCIL1\$1\$V.GS_
'Z|@YHYK3V, #/G/G?|_X9^|5:_HOCBS
M|4)X8U+5_%FB):OK|JWNK"Y_L|+;R84=|/3YR>=|J|OO|E5->_9P|877|HZ|
MH\$WA|P|XKAAT/^Q/+WM;.:VM9K:Y1|B)|CI#?#FRR1)(\$2ZFM?|)>VF1T|C?-O>;?
||VS_8_C|_#_9"| M26-SX_M"YTR.UT'1|,TR:TT|E(9K.Z|I|;" V5WWS?(|HGDOO^ ^|I7U!X
M1_U.J?|_7S_|12M22O/G#WSKA/W#P3P|A|;|^*#_BAH_2;330\$D-TFE6L;
M^<|L|R3;WFN?)1W1WF^X^|T_OO7.-^S_-|+^"FTZ"Q|2;|I4EG)K=IXFO|I
MK76\$ALWMDAW|'V0PN^ ^%-FROI1ZHSUI"\$".<^5M*_90UO2TTZP?4M)G@?PQ-
MH6JWUU_I/VG?#_D*0PNG|E(7F^ ^DWSHGS|6|KGP%UO7/@;IW@_|M6'3;V&P
MT_3YM*L9MFD?Z--"[S(Z0I-O=(7_!|O_P_#KWZ>JLE=\$*4#/F/"_P#A1&L6 MOAM-
!M|RTDM;/Q_#XFMKNZF=|J:S2;SG2Y?|I|W/WTW_QHB?/4_Q|^ ^L?%>^
M2;2KRRM(P#A&=9T;_2G?_77GD|'^1/N?N7WU|/S1S6_LHS>'Y\$ CF??L^X_W_OUE^'?
V3;_0+/2Y M+=-!@U&PL_"Z)=6Z.CI=6\$V^|F1|GWYD^3?_!_QU|_|T|*S|E_:9|TQ_LM
M^,-IZ383^=-OF^TzM#>(|R;/D^1'38F^M|Q_ ^R%K&N;K MJCZ?>:9|X>FU|4|V'PY!-
|F@2VO+*UAWIOM9D29'AF?Y\$ Y;?(Z/7T9X9_Y# MT_|UY_ ^SUT,|<-6E'G.N\$ITW0DM(-
>T>V|C3?%4^JW M-MJ&CS;\$3|5"|*?OON?C|_
|>477|&J^)/B)|2;/4+9|I|PHEMYVB1W;OIZ3 M:A?^3-J#L,B/_';?W'3?,Z?/7UQ/5&>KY.CU?
M5?#&GZ3H7EU#,CPND\$*(B;'^XB;-_R5|6SU5DKH|E\$SYI'GOPO^ M'+_#V_|
&7E)8P:7K&J|J%A:V*;\$A3|+#"_R?P.|H|UWG-'-'=9@'-/D_U_MG^Y3.:?)_J9|JR@#VCPK_P
BQI'_%YP_P#H K7_(:R/"O_"&D?|_7G#_M_@."M?|AKY&7Q'M1V.*CWPQ+|0K_PO)-&?
\$5CI2:A1P/WN-N-Z M?=\$4W@;X@>&OB#X:L_\$&C7<<^FWF|PR30F)SB9T/R|

./G1ZX+Q]!;OQ?X MTU#78->73#>?88&5+;>WV-#,EY!G= RV2?[_ /
Z(. *Y^.;]FW7(KBU73]^./#>@K9)' M2.; ^S/?;7JT-RE]I#H]>D :)SIY^T]I'4WO/D??]QT?9_P
2N>^%[/-&NV. MDZ;>ZM+IF@7T!M0+72;/9-(L,||NZ=PY5YLS?+)CC_@9H ^@=8|6>'=A-
:M MJ]I?V,FCZ\$[+1UU75WD\,VMZ8XW;Q#9/8. M=|PA1'694_B?
O_#S7\$?!W]GF\^\$_@7Q+HT_O+:\$&VLKZSFN;*WD34+;:2! |GF M?9_W&S&_ ^/\ N?)0!
[_)K.A0_ ;TEO+&/^SU,EV'F0?9U;YMS_P!VN<|_"3P
M=X|U"\"UKPWI:VUYJ"8ENEN)9\HS^843>[;\$_+L7VI@5Y'+^R?+'J7CR^ ^TZ;J
MLVO&9[:349;SY/.NDN=DB)-L^1T39L3^!/\ ;W^ ^>#M'N/#OA;2=)O;Q; ^]L
M[2**"6[BME@65T4 L\$3Y4'^R*_.@HHHH Y;XA?|@-/ ^NR?SKSJ01?B%_R T_Z
M[]_.O.]JG!_PCS<1\845X7'^UUX8N/!^B:|_%ILUV^I:)JVN0IT%Y"\"JFE@F] MX90[CO]
P5M#]H:VT_3=;?Q!X8OM%UK3='AURVT[K9#<_P!I6TTGDP^3,GR; M_.V)L?[/CNE=?/
Y^69ZU17E-C]?K;Q!I/|@W^PO#=#]JWB'Q;/7-U#H;W,,+V: M6S[+KSIG^1-C_)_MO71>.,?
BI8> |5|(6>L6|&6-OH-YI5|NNV-_K=KI-S) DR/9I0>+OVH/'\"A/3?
I:6X76= !_LI]0_ 3M]WK[+U+-T^S;/X'?Y]I MILV;-E==_P +E|\$_)\"FB?| \"0PQZHZ?
ZB2&9/G]GSO)WNFQ)O)^?R?O[/X* M.> ^29V-=7|/ ^0M=?| 7'_V>O-/ _C_./?
\$W04UOPOJL.M:0|^2EU CHCO M_P #_P!^02_AY_R%KK_KC_]/66(_@R-
*/QGH=%%)FOGSU1:*** \"BBB@ HHI M,T +1110 4444)111F@#GO%GW;;_@?|JY6>NJ|6?
=MO^!_RKE9Z]+#_ '+
M/XC/N*HW%7KBL[4KZVTVV>YNYD@@3|DGW\$KO@22NRYHYK0D>E;'AG_
)\"MU_U[]_Z'6.E; M'AG_)\"MU_U[]_Z'7/5^ N/QF|5)*MO522N&!V:E*2JKU:DJJ]=<#
HO452 MO45;Q,2/FCFCFCFCM\"0YIZ4SFGI0!O>\$?|3JG_7S_.T4K4DK+|(_ZG5/^OG_ M -
HI6D)7FS^,ZX? 57JC/5YZHSUJLE6IZJR5UP.E M,YIZ4 :GAG_D/3_]>?
I/70SUSWAG_D/3_]>?| I/70SUYE7XSKI? 4IZHS MU>GJC/6D
F4IZJR5:GJK)77\$YB'FCFCFCFCM\"0YIIG^ID_P!RF_ !G_P#B*3PK_P B MQI'_ %YP_P#H
K1N+B*UA:65TAC7[SNVT?G7R,OB/:B9_P#PD|A_T^?^_ _M,11_P)/8?|/G_@#/\
\$5(NK6+?,EW\"3YC0?ZQ?|8OWTZ>&TTW1MI6NIVQ.WSK29)H]W^|G%25J-_X2>P_Z?/\
P!G_ /B*/^\$GL/\ I_ | M_9_
(BDT7Q)I/B)9FTK5++4EA;9*;*X2;8_HVWH:M:EJ=II5E/=WL\5L:PI MNEFF?
8B#U+4|J50^\$GL/^GS_ , 9_P#XBC_A)[#_ *?/_ &?_P\"(IUOK5A9W
M*6US=V|\$(K01))%5F7B_\$+_D!I UV3^>=5|.#_A'FXCXSPN/ID7PQ!X/T30;?4IK1]-
T35M M\"?4H+.%)[Q+]-CS3/_&Z?P5:U#]F&S|27-E<^*O%>J:|=6WV\"%_+B2S1|*S=
MWAM42'YT_?;)G??OWHE>U5YA^TMXFU7P=|#?%&L:)?W&FZL;?94ANK79YZ;I
MJ%'V;_DW|>NB4(0.?GG,R-'_9EL_>J1ZEX5\5:IH6H6=?W5A)/\"EXEM#> M;/M-JZ3?
ZY>'SM|OO1ZZCXC?!VV^)^7_ CSZAK%W!/H]MJ\$/GP0I_I/VRR> MV=W
+GW]I>)W/C|QO| \"Q9H]SXWUN[M-)2P|17MI:ZW-JIF^QH]DEE]L^S M?ZZ9'=_ N?
W_OU)X9_:%|<^//&WA2VM)M!T*UF?Q%I]Y!|=6S[+FYL\$A|ET^?> MC_OON;W_ (_OUGS0-
/?2;|F_3;#Q9H.NIKVHR3:/-H4FQ_[-MI|9/^ M^TFWO_N5BV/D).FZ5;:04T32==U*35KR;
I:K'II77D|++>_WT_|X_@1\$KLK M7]H'QSJ2:6]MH_A: \"/6_\$.K:%ILD\UR^Q+!+EWFF_P!_I-
IQ*OF@'OFO/^R;
MHEUI>HVT0B34Y+J_TV|LKF^|F'>|USJ\"7|W6S_KLGW/N;*UY_P!GFVOM>GO| MWQ/?
7=C-JK^(YM-^S0HCZL|K]F>ZW_?V;/G|G^_3/@9|:-8^*%^|MJNE:~8_M:~#VF>)K/^S9G?
9#>>A>./#W@_5G_+;UFRTMYK?Y/MMRB;_GJC7S M'^T|8OK?Q(|*: O
M^AOT3_P/C_QK|U_%O@&||)>%=,UN6YBNX;JW3RX(7V0NF_Y'?|B|GW/OTGQ M-
|+VG@SQD]H|@TKP_9+.%?Y|ULCO_./O73#(L)4GRQK&\$LXQ%/XH'Z4? M|+O!|_]
0WZ)_P\"!T?| C1_PN|P%_P!#?HG_ ('Q_P\"-?F+KGA76/#E@|YJ% MM#!|OV>9'>0S?/\
|B.]>K7GPC|.V_Q\"@|.;&^S)I,VI/.=:A\$TSI9_:=CIL_M_P!&3>_WW_@K*ODV\$H;UC2CFF(J?
8/N/_A=W@+_H<-\$_|_#H_|:/^%V> O^AP MT3_P.C_QKX UCX+S77BK7M-T-
*32M%AU.YCNKF%|ER|*.JJC)O3Y_]=|RL
M7X?:)H.L.:XQFUBPNYY]!TN;4T^RWZ0H^QT3R?N/_ ?| OU'|CX'DYXU9%_VI MB.?
DY#|&_P#A=W@+_H<-\$_|_Z/_!H_X7=X\"_Z'#1/_ .C_P: ^ ;?X\"ZI M>1Z9-:EIIUE???:?
FU&VN8/LWE6WVE_8F|TV?Q|*73OV?| 4|8LM*N++7-/
MN!JTL*6\"_9IDCE2;SMCH|I_ ^L+1|=M5DMM*Q--(Z6'^N M_?;/|OY-
_P!^C^RLO_Y_C_M'&?|/H^_?^%W>_C_ ,S?HO| X'Q_XT#XV> O M^APT4?| ;_ '
(U^<7Q)^&=S|,|?3Q>ZC;W=S>330_98+9TV>3LWO|_WT^?Y M'3|_ ,|=5Z,^2<#|/?
\$7QC|\"W<<7E^+M%;:~X;^/_ M !KFI/BIX_ Z&K1_ Q*_.?
|11|HKOI.TJ:MSG+/.ZO|A^ATGQ0|_ |#5I/ M_@8E>>?&GO_X>U;X>ZO::?
KVGW<|T.SR(+E'=Z^-/M%'VBNRCDE*G/GYSGGF MTYPY.0^B/@?|&_\$5S_
*+|RSOG_P\"6/^P_ ^Q7T,|?GIY]>|_ OXZ>0 M|KX8|03>9_R6%|)_ !_L/6>89?;|J1-

.OQU W54^C>:.....:/H1Z5L>&? M^0K=?>R?
^AUCI6QX9_Y"MU_U) Z'7/5^\$N/OF\J5)*MO522/S)-E<,#LU* M4E57KR&U_>:L-
8!\S^+=,1,7U_ISZQ::%81_:I9)[FYFNOLVQTW_.C?/!- M_!76>"_B1%X^|#WOB2PT?
41)CN;G3[G341^G^TVSO#-"CH^Q_G3Y'W]*WA.!
MG.!TCU%7_#7XA0_%3X;Z7XST_3;NTM;^%YDL9JGGIL=TV/_?P5P|K^T1;
M7SW5A;^&-0G|2IK":+#I4%Y;3),M:/ZW-_9/JE6|A|>9(84_CW|X:TYX!RG=|T|*|HG_&D/
M!-KXJTO39=5MX|(U+1WU.VUS>_D;_M7V;R'39|GS_P;|/-E0WW[2WAOPYXG@
MTW77M],LGN=6A?58[SSDA>P>% 'WHB???SO| @&RCG@+DF>| ^\$?| 4ZI_U_ ^
MT4K4DKQS1_VA_#/A_P 2?V%J4K^=JOB3^QK"?3=|ZCO_&?#<^9-L3|S|C_|
M?|_JGW.XC^*GAO6/!.M^*M\$OTU[2-*MIKJ;2U1_WWDIO^3?|_P"Y|C_XM)/%-
B|_IMC>Q;)O)39OW_P!S9O2M(3,Y'03U M5DKS:QI^T-IO@_XE?(?<:)?
7;H^FQS7T%S#|CW|ND.R'?OF^=/GV?Q+>R?)=8%;&X:TN1"";9*H(;2"Z>V>|3S-Z0/"B>
<|I-JQ_D^?|_P!RL6T^_WA""^|5^&#| MC>7%W<^(I>:YL)X|.;R72'9OW|T^3|_ ^?
DK3G@9|IZ%\$S3TKA|7XH)JGC/5|\$ MTK1+N_LM!F2UUC6/.AA@LYGA|J9L=|VQ'3?
L^YOI)/CAX @L/MDOB>TC@^V M?8OGAF1_.JGSMGD|_-^9|Z?)|/ ?*>F^&?^0|/_P!>?
L|=#/7F7A7XM^# M)/\$|E"GB2QD?5=' +0LY(WWH|MOW^<|<1/D?| ^S|CU:OOVB?
AI:Z'|JMQX MST^#3GO\$LDGDWIOF=-Z)LV;_)T^=|/Z?N0|1QWEM9PV=L|FQ'>:9T3>
|H^Q|BJVI?'3P'I6I7N ME:GXGL;#5|("%)K_3I'WSVV_9L1|GWW?
SDV;/O|_DIPF\$SJYZJR5R_ QT\ 1Z M5/J3^+=/CTZ&S_M!YY'=-D/G?9MI_P#;;Y-
GWT>L7Q'^T|X0T3Q6OAI+R6_U MIHK|O+M8G>%)K-\$=X7?
^!_G2NOGB9|AZ%\$S1S7\$ _"OXMZ#|7O#=#KJ6CW,7VI| M.VNKS3=_SV?
G)O1'^3Y_X_G3Y/DKMN:Z#_.:?)_J9^ U#X3Y*F^"?C'3_\$B'3-%WZ;K&O>(M7U*/|0B M?
9KF2'4(;6Y3Y_|ELES"C_|B?|/=9^S_P"=3T:Z%_.,(=)X"L8_#-GH|U
M|YME;|O4WEYBEM(Z?)|S?| ??? + K:TWXR>)=1TO0/\$7|A;.:>_%_\$&HVV
MOIC?;&>|,TC?O)H_+V)N0!_D=^M.M?VGO#5U%;Q%+XWK::EX+G|_-|B|U|_
M|8D/FL;VAW/MZ_)4EGE/P|^%7CBS^%_A+PY9VWB?PI|;&5-7DA.FZ8|CII| MI"D;V?WX?
M.SYW^?^_4'C+P;|: _&%YKEI>6.H2?:J'A:2QN+7|9";::|_-M;_. MCQ_OMB/YWGI_J4Z????
7M|?Q^T)M)U34#;ZO::7:)C|38#;=A3^"@#S6
MS|_"\$.XECOTL|7\$;R3PV,>MWD,VH6UL^H:9(4F?>^_|U-ZZ?.^Q-B5R_P 2 MKCXD?"?
P+J.MZMJ?B"AU HEXEQJZ0^3)_:3|[\$@F3_CV3|*?O_|G|=>BZ^ MM3V?AGPEH>N?\$E-
)|/3Z|*_V&WT>Z>YVVZ.\$>;>B?<=AG9O^_*Z_|_*TE= M4TRTTO0-
=UE_|12OX:DN+:S)2&=\$D=Y.OW\$|E_P^;TW '\$V7@W6?'W@/X(ZM MI6HZQJ%
|HYGOGU'4+B2%GF_L^9\$FN4=|J9RB?
Q_) _<|:1+.Y^TNCN ^C/|EV1_|R(E=UH_P"TMX4U M"ZTNRG-|D|Y%"|E|'83?
8X7>%YD1IBF/F2%_RKJOAG|5-_*5OJESIUAIUC' M8W\$<\$G|K6?
V=GWPOS(R9ZJ8Y\$;/_^W0!WE% % '%+?+\$+_D|I_UV3^>=>=5Z+|0O
M^0&G_79/YUYU7LX/^\$>;B/C&R2>6CN_W\$KD/#/Q-|#?%2YO='T+6|_|43PIO MN;&-
/.V;|/Z.G^Y78UP_\$#X(_\$+6M1|6RZ>X?1|4|:S:S-IMO<)OO|)|AM MD?YW1-Z3)OV.Z?
WZZYRF80@?1'BR;1-'T+4-=|10VB:9IMG,JY?75MYR0VW_M
"V_@^Y|GSI3|'PKHGV.R^R;)I|=K#LN;.."P1\$1W3(Z?)|C|^*>-;^!_C6^
MT/Q|I5|97'BS4|4|*IIFBZ_?:PB/:?|_ \$O|)>UFA_OO-O??LV?/_L4Z/|GK MQ)_PE4-@|L_
@::PEZ|C_#_ZE|%F;^/?|Y|^S_@=9|W|P.4^C/^\$5TV
M1|_F_L2QWZ;|EG)|C3_0_P#KC|GR?|_K_|*W?A|QAH-EK'A^&QO| (=YIK:Z@
MMODW|W29T^3Y'W|]|?GAWX+?%..?PB^M_|^M6<.@;/(\$9UO_) | =M_R\$(?) M_P"6WG?
W_GW|_G^Y5#3?V?OB1: ^&| \$TK|_OVJ'34M=-NH-;|E/#=Y_:T_ =_PD.J^=K6D).^_R;FY?
SGA_W\$W|/_^5K"7.*4>0 M|ZOD_P#;|I|
(3#07MTFWL;/^|C_@^>OK"M'PMX2TKQ%K\$SZA;+.Z0_Q_|I M;4L1|3E|8PJX?
ZS#V1^=UU|4_&MY<75Q)=RBYN(7@N;J.PA2:9'V;|J|HF|W^
M1|G>GW7Q>|O"D/GO#L^1\$V)_P")7ZN M?|*T|_|J V.D_P"%5^&/^@='6|.
(*=(X*)G+)YU/CJGY(?9)O^?.; OS777_M_30&6H7?VN:7-|JG>S>Z3384F>%X?)='?9O?
Y/D^>OU!_X57X9_Z|T=' "J M?#/_ \$#8Z)Y_3J?'1".2N'P53|J|KQ5XDOG1Y9KMW32DT;?
Y/W|/_^6+_P|I M*JZ5K&MZ'#JD-E|H@@U*S>RO(XX?)|= "WT_|
<2OU>_X57X9_Z|L=' "J_#/_ M_\$#8Z?|_K|3MR^R#^Q7_ _3|R+|XP>/M2'^DZC<2^ OM|
&.%?'SH?)=W M^3YW>'Y-|UL3_'3Q#^X5TC2M/T3^S;K2H;.&VU)-|O;>3_"CI|CO_'|/|TK
M|(/^%5>&?^@;'1_PJKPS_P! V.N:65^X M@U*%(;F"#384@=\$?>GR(FQ'1_P"-/GJS-
|40&EQ="ZGOKJ:5OMFX:/IAOMG_M_|_P?QU^H/_JOPQ_T#HZ/^%5^&|
H'1UI;M#_H'(_LNI_S|/S.^*7Q5 MU/XI26LEQH LGAN)KGSEWS3?.B?N=_E_) "FSY\$^?
|_WZX3R+S_GVE_|X>OUM M_P"%5^&?^@8E)_PJKPS_- Q*=+B"&'AR4:/_DQ-

7)Y5I||YGY)^7<|^TW_M'Q1Y=S_,^TW_?%?JAXH^%_AM(K;:IJ<;ZY6?
X9>'O^?|!*|*\$,ZGV#EGDG M|_-KR/G_GC-
_P|/5'Y=S'_RQF_[XK|')OAKX>_Y|\$KSGXZ>|/TKX;ZW-96 M?
^E>3|GEUT0SN4Y|G(83RGDA|9|31SO(Z(F^1W^Y"7TS|"?@>|B|&O:VG^E M??
A@D_@IGP!_9|_LU(->|00_Z: ^I@D_Y8U|&>6D;:\$^Y3QN8<_|FD7@L#R>
M_9S1S1S1S7BGKCTK8|_P#(5NO^O9/_\$.L=^V/#^R%;K_KV3_P!#KGJ_
M"7'XS>>JDE6WJ|)7#_[-3Y|U_P#93TWQ9JNMZEX@UM+^|UBYTU|S|+H|-M!<
MPV=U|I1)H4_USO|<>;^Y_!7H<_P|T2Q>"|T*PM-"U2PLWLM-G@A_<6:/_T|
M(Z(_WZ|*2JKUO"\$#."=!T2|U7^W;WP|YW|E:K);?9GMO.?? M_J4?8_SO_'7.V|/-*:5?
OK>G^)_|[-4?VJFKVUU8Z/#|I|LZ6KVVO+-'V?.C MOO??|/|*|Q>HJWY(&?-|:M?V;|-L90
<-OK#QZ7X/>&;SCCL(4U"9TW_?O/_MO^2|N|O#6KXJ^!MGX|)?
3>*7UBXM)IIM&G^R1PIL_P");=/_GS_|?G5Z9S1S M6G) SYSPV?|_97L+O2O\$-
A_PDE|'_>E:AICR?9D_:A|O=|^@#_)4^I? MLQ?:KB^N=^&%|I-
U>3ZYYTGV"&;|SJOD^&%UZ:>R|2>Z)??^#?_)7>>\$?|3JG M_7S_
_T4K4DK@G#WSKA/W#P33_V5|)7POX.|/>(+O2|>TCPSALH;
MY'LWL_WR>8^|_GW^=|_>E6M'_9L|_6-YX&U+6MGB7O"M@^GPZKJ5LGGWB?)
MY+S?|<*(FQZ|G>|L|:0@1SGB7O" 9QL_B|1KWQ3<:W|DCOX=-2:WCTV%|I/_ML'?O|
GV)6/KG|*^E:MX?T'3?|8F|_1|2U;4(9Y|/>DR7|SO-" M|*.G|_|
O_P5|Q/562NB%*|GSS/#KK|F&SG|;:=KW_"27\$EKIJ.EGH|F|FDUK M;)|B^Q^2B.^SR?
X|FS^_6CX+^/_@^I>%+^W|3W<|^@QJ">1);?N'M;S9O MM84W_N43R4V?._|'7K7-'-
;|D#/G|/|/^%3WECXD|47^A>+;O0M.|3O|JU*Q M@LT=TN?)|GSK6;_EB^Q\$ _O| SI7*>
_V7+;P;K6GZN_BFZU.|M-8AUEY)+;9 MYSPV4UG|_P_|O|Z3;|_|^O;N:>E')..9Y+|-?<
V8:/PS_&@VGB>|_LC5?"2 M>'|;@DLTWW|*>#?V6|*|%W'A>Y36\$GO=!U5-3|^<
M"P|E|S9936R)-|_|_\$.V_?|^.)7J'AG_D/3?|>?_L|=#/7!5A'G.B\$N:|X| M|6|/@+;?\$K4M4O|?<
6|/|%GUC1_|"U6.?38=0@O+;>|H^Q_N3(|OL? _&ZP?^&: M;"QL=4AL?\$_-|/=3:EHVK6%U);<
(_V.YTVU2&'>G_+9'V?|S|>Y3U1GHC" 2 MF?/?B#|D;0?\$5MI":GK=W=O#>:G>ZQ)Y*<
(FL/>/YSHZ?P(DR(Z)_L5-H?|-D M/AW2O"|M;^*KZ?4='MM6M;S49|9'?<
4DO_P#CY=_G^1_D3Y_|BO<9ZJR5T0I0 M,^:1YS|. ?A#;?<
#G40MD6JW%^_P#PCVF>'|D|*)|EFC|O^!|Z| YHYHYKK, MY|G^ID_W*9S3Y|/3)_N4<
>T>%/^19TG_KSA_P#0!6NU9'A3_D6=)_Z|X?| MT_5KM7R,OB/2;#|)_<
|KK5QI^GZK=W,EC=I>KH2:P|PZ>^_?E+8-^Y7NLU3P?|_%?1_BI|) ML.IZWJ?<
AFSTITTZWGN\$>&|Q:/AES-)|-LS71'S^2_P_FSY|N^I&>BW7|./A& M;WOK99-
8@L|/L6|_9K?5)EACFA|LI|_"#;PQ|(J*G71HWL; M*.VCAE>ZN'D5(H2^/F?<
TWO7@_@'P|7X(?"<>O?)1<*NO7.Z%|I|(=FGND'S MW+_ :G?>A-SL3?-O_-CY-FQX?<
^%GB'3_-G3PAX>N=%U+59|!U2&74|)#U+4(M|J348(IFWHCR/L=?N2(CN@_=A/DH_|<
(C^#|/@S7M'|_-I|UPUKHZ|/AO=.OG# MO"<
|AW1G0_.C,B'_@%2CX%^')=9N=5:75GU2XU2'5C>OJ,IF22'S\$CC1||1;) MIDV?<
W)#7EVNZ?|2Y_B%X-N?!_AG4O!WA&&/_ \$G2TFMHX=DBW6X30I/L1|Y@ M;Y\$?<
|_WTV/5.T|&_%;1M'TRRU"Z|8:YI\$ATVZU1+'5X4U-KE|-TG2&9W39"M MSY+NF_|<
W/DWI0!ZM)^SWX5M|'DLM/CGLI%\$+03"9W,,D,+PPOM_BV!VJK^S M|I%<
|OX&^#9O#|NOIK-L;@S0)#;>0EO|_+@_QN|I|:CO<|:|S_P"\$+^,E|XD|<
M:&ZUC7+>UO+R%+;..Q,, \$*6QU& J|JM-|I?8Z6?G(|E.=_P!_Y*|+^%VD^*=)<
M^(GC./4CK5WX=(^F4|N&-?'Y-HW^<_EN^_YT?&^@#V"BBB@#EO MB%_R<
T_Z|)_O.JI%^^(7_(#3_KLG|Z|ZKV<'_'-/Q'QA1117><@4444 %%%M<
\$GGO|GSO|GW*CHHH_*J^&_B(VC_!O|-^"C8QSIKNBW^H->F;YX?LSVR;-G<
M^WYW_CE6JX2U_P"3QOA?_P|BKK_*_T^N3\$?P3?#_&?5-%)2UX1ZP44F;_T M<
%+29HS0 M%)FC-_"T4F;_T +129HS0 M%)FB@#GO%GW;;_@?|Y6>N|J6?=_MMO|_@?|<
*N5GKTL^!R3^(S|BLO4K&&^AV7">8E:EQ7.^,?\$UMX1T&|U6|1Y M(+9-|QQ_?<
>O3A|YR3)Y(TC38GW*JO3-*UBS|0:5:ZEI|REW8W*;TGC|I|UT:F<
M0SFCFCFCFK)'I6QX9_Y"MU_U|_Z'6.E;'AG_D*W7_7LG_H=<|7X2X_&;SU4<
MDJV|5)*X8'9J4I*JO5J2JKUUP,"B|15*|15O\$Q(^:.....:T)#FGI3.:>E & M|X1_U.J?|?/_<
+12M22LOPC_*G5/^OG_P|HI6|)7FS^,ZX?_57JC/5YZHSU MJLE6IZJR5UQ.E,YIZ4 :GAG<
)#T_P#UY_|L|=# M/7/>&?|_D/3_/_7G_P"SUT,|>95^,ZZ7P%*>J,|7IZHSUI)E*>JLE6IZJR5<
MUP.8AYHYHYHYK0D.:?)_J9|/RFGZ5 M|O0_'|QQ: ^_.,PU7Q3Y&NCP4_B%M5CA@3|1#-<
V^(NOZ7|+_C-/IGBI_ \$|MX8L'?1_M%#M;|.+/SF1G2/R7>%^KL,?|X^4UDV_P<
>|/\$_@GP_I4?EO>)_P--GUC5KW4 MMOE M+Q5^U)K&L^(-<
;T;2VTS2!H^NZ8;;4IKMH;;>W>_>UF2Y+)N3YT|^'?|_X'6K<
MHW|0&L76H1ZM,8S;S):)|AM;O?:|T75M|T+|/GAF^QHZ?% MS_WY:E_M|/A<

GC<]^7KY;U[IJKCQ+H/A%)IG0-"@|27\$MF;.#^T9I[5UN;W M,.'F)#O\YRA3[FS^+?
VKZEL'N6L;=[I\$2Y:-/1/NJW\6/UH ;.*;=WD7.? M^N+TZ&^6:3;Y,Z' &X|"KE% '+?
\$+ _D/I_ UV3^=>=5Z+|00^0&G_79/YUYU M7LX/^\$>;B/C"BBBN\Y HHHH **** "BBB@
KQOXB_\$*P^%O|O'@CQ7?PRW5O
MIV@ZE9M;VHS(SW,UML_)G_ [IKV2OE/IKJ3R_%NB?|>; P#H==>\$P\,56|C6 M^
Y,16GA:7/ |T_X;Y|) _P#0NZS^4/ \71_PWSX4_Z%|6/RA_ |CE?,?POT
M^ZOOASXJOM'\V_B'7;:5--AACGTU+S|JR_G;TV?P(^Q/GKL-<^" _AW4|:U_|
MT/I7+HMM\$O\ H7=9_P#(/_ORO)O"/P;L?#C:|JMY M;?Z=,MY:S6L|WVJ";?L_URCI^Y1-^_|
N;T_V|>:>'8|""X ZAJLLVGVEJ/ MKOV-+NZT|[8|R?8M_D(^Q_)^?
^_G'!Y9/X(2+^M8V'QS/J7_ (;Y|) _|"/K/ M_D'_.+H_P"&^?"?
_0NZS_Y|_P#BZ|:C_9|T2#Q|!FENWU:/2YM;FLK.?SD_T MFS33'N=Z/L^?YT^_7,ZE|+-
%@\)|OXCT^PUS5_M6E;:>PZ):7*>=;?:4FWS._ MD_.B/#_<_CI_4|H|2#ZUF|!%?|_|>\$O^A&-
%NXO#82|)26&:[23OF1W3_P! ?E_O_P|R MN?OOA3X;TK0:S6M0L-;TY[?3IKQ|
NKQ\$NDV:@ELCN_D_<='W_<_@J(X7?*Y M)%_6,?|_SGOO_#?'A(|?#FLG_OS_ /*/^&^?"?
\$+NLX^D/_QROCWX@^&8 M?!/Q,UKPY;S-=VMCJ7V9))_ONG^W7LWC?
PUX5|4>/M8|)Z5HJO<:CHM|>75S M)IUM_9B6UFD:
(EK|B.|R^|)_R)6M7+|MI^SER2M,PAC<;-SCS?">N?|_#?'A M+_H7-9_|@_|QRC_
(;X|)=O#NL_ ^0?_(Y7B&I_WPYIFI7NE>=JEQ=/:>:U M;VUT)D1(4M+9+E-
Z;/GW|JG|8GPLT3PYK'@?PI>:NB)/<^_+:R|Q+1)GN4|
ME/W+_FQ/^ ^ZGZGE\$O^A=UG|H?_CE'_#?/A/_M_*%|6?
RA_P#CE>52>\$|,%UX>MKCPYT|A&YBU|;U06")|C\FZF2!_M|/IL M1\$3?|_|K?
MR^%M02+;X?UA-IS|Z'_XNLF3|LKPS)_S MM5_[ZAKYI^*\$>M;:XANH=5|-V_AN"&|N8:-
(-2V1T1_|_|RV39L^?Y_OUQ MWVJO?PV48&='GA\$|ZMFF+A/D/KV3|L#PY)_S|-6_|IAKD?
B5^TAHGCCPE>Z5 M::5J|\$ \$URFQ))|FROF_[7_MT?:_|;KLIY3A*<^?#G4MC
M|I|O1;E_|)M?_&=|/NOK?2M8L_\$&FP;EI|RMW97*;TGCK| ^/M5>H?_7XA:WX M?
|50:590QJ6EW|_OK7^Y_P!-DK/L#3JKVT/B-R?|_H=8Z5L>&?^0K=?|_7LG_
*'7/5^\$N/QF|J5)*MO5_M22N&!V:E*2JKUB?\$VZ|3V/@#7KGP580ZEXKAMM^FVL_W)G_
&-|?-OB3|H#_MQG?-X=TWP;J6IZEK\$T^VOJUG-"B65S"C|+9/WVQW1|G|>^M^?D
M,^0^GWJ*O(?C9|6|;|_B|0ZWX70+2T|2^'OLW|JP75A-.B.|HCPH|J\$?Y
MW^_|J=%|4O'\$^D^%?':>&;Z.'Q3X>TN;4)!>V,TL*QHF_K|B/_WW6_-R&?*=
MQS1S7SSKGQ^UC2=>|_0W;W=AHMMX;TGQ!K>I6.FPW/SWD_D|'WNFR'?_ '\$=
M_G_V*|J#^'OB;Q'JOQ1^)|GA|Q|3LAN87FV_|_|_W6 MG.9|Z'S3TKYT;|H?
6/AW>>);XA6UU|XA2Y3^RO#Z6/EVMS:S7GV:VNH;Q- M|S)\Z;|Z;T?^"M"_:N_LW3?
MC^!M0V6VCS:UJ4<|S|F>VAAO?L;|J\$=-|W|_|M/N;T_N5G|6('DL+00KVV|8:3I
MB023)|JO|:9(?_|EX?DMG_OH|O_+CUG^" _VC/%6N:5X0UCQ!86.FSW|MXE
MNGM8+|J\$T^:&PF1-|TSPN|.SY_N?|_P#_'L3AE./.=<(RY#Z/>J,|>%V|I63W& MJ>&M+O?
>K6NJ:E9Z?J%_8QN|TUA#>3NEM|JR'Y_D3>^_R=B?WWK4@^.=YXF^ M\$7Q&|0VNE?|_ "-
>(?#>G>^ V5J3^==6TR0N|VJ'8FS|GW/G1T^X|U?/ CD
M/4YZJR5|YM^U=J&CWZ7.MZ)J=OI_ "*"Z3>I8WUC|FFN=2O+KR=Z.F_|T;Y_M|G_ *V-
6_:HL|*T70;^|V|2P3W|SY-SIT|JRZ74*?;?LWG(CP?/#O^='?R=Z? M|?
R5T0JP,^61|=S1S7BGAGXTZQXX^,'A>PLK|J-|(7|MKZ)))_CO?O9S0P|J MFS?
#|^_Y|INN*M?VA-;M_P|H*ZL-0U6:/P4^L3:38?Z!^XU)T\F'R;7Y-[W, M-R|^<^_9L3Y\$K?
VT#/E/J#FGI7AWQ;^,VO?#GXNZ78)|D_X0V'1/MNL220_/M;/-
=/:0S;_|B/Y_ _8>L|P/^U_ ;WA31|0T2|U+5+G3=)FUC4K&%|EM->0^ M=02%\$=-B?
Q_.FS?F^H|K\$.69|+>&?|_D/3_/7G_P"SUT,J?'VO?M5:KX3_M
._%;>.9=\$ETSPIX@2ZD2Q2ZAFFU*U^RN|MO?9_HW|[90?|B)|JZ|M^(_C#Q1 M_P
+"^'O@31|FS|-ZAXDL|_4+S4?)2_|GLD.884?8CN|S??_N)|RN*K/WSH MA|Z//5&>O'
|C^TE;>_&;^%=0L(=:NK:SO'FOK&Y^?|3;63WCI-#LV0|T M3^ ^|_.GR;*R|_
:@FUFYLM'B|&31^*-2FTQ--TV354|B9+RR>|1WV?)L2%| MZ;' (*
<|)Q"43V>>JLE>.:K^U!;6GBSQ#HG_BNH3IH/VF&|NH'=TAN;:R^ MTNC_";\$A_@W|_O_
%3>%?CU>:YXA|(:5K'@^;PNGB2P2|L|J^U)'2;?O=(M871-CS;\$WNF|'3?!UV0G
RE&1ZOS1S1S1S6YB'-/D_U,G^Y3.:?)_J9|
MI:C|H8>2|OK;39);.&9,9A|W|HF^<<>|;W|I>\$;QH=/NO|)ADG M|
|2X+&|,*M*B.4>%\$ _C3,7W1_M/\$&FP^\$=Z;_#MCQ|R|IN^?;|UF77|,<5YK=|JLFHV+=6|
|:?!|O_M_3F34L*^_|V|GU&_VJ1GINF;_X2_LFRTJ-M.TVTN|>5X=(F\$4.^%>'Q#_<
M|:H:'JG@=KRPT30;'39|:|TZXU"U?2|>)K62|)D238Z?)|TKS2P_9MUK00M
ML&FZ|I,8O=+DT^34+K1_.NK-|3|'MFW|53||=Z,#_' ?K8^!O|/IY|(IFWN;
MG6(KL*FH_N(8I=D9NIX9AM>:1W^3R7^|?^6E &GX1^)W@7Q@OB2;:0+GP_9V

MT_EZI=>)M' L^%YN/D=Y000|ZUTGB+QEX\$|"VDYU05-"TFVLA:Q,EQ)"GDJI
M^3#|O|*9V8U6.*= \$LOB&*83) ^^#R?(F\F9)
M/XR^|'K*OOV7;F6/6K;3|1T:QTZ>RT^"WM9M+>YCDN;-|9DFN?.G=W^6VV?(MZ?
(S|W0&@#LOB!X+ ^&OQ4M-/M/\$J6\|DWC6UG&+W|(IP_ \|J2B;' ^='^YBN
M_P!#UKP_ |KE\|Z7J-A)=:6B12Z::W*/-;)C">8F=R?C7B^L LKC7:S5;R:5+ M"2ZNEU
6|/8;S:/B_ M\$+ _D!| UV3^>=>=5|. #_ A'FXCXP HHHKO.0**** "BBB@ HHHH ^*7?VGO#.I>
M./BCX7T'1X?/U2YTVYNH8/|Z0NF_Y_ | @:5|15P=LN|JL3X8'_J5=?|_ 1VG MT?6)X\ ?
0#ZO#\$ ^Y_ ^5H_V; B0F_P K3?+W_P#/.YID?|-GQ%C38FE+&G_ /M-
)J_4|R8_P"ZM'DQ_P!U:C_ 6'%=HC_L>@?EI_P,W_ \$CY\ B6_ <_ P"GFF?| M,V?
\$7|G|E)L_YY^=7ZG>3'_ =6CR8_P"ZM'^L6+[1#^QZ!^6G_ #-_ Q(Z!O| MY,T?|,W_
!%_ Z!O|&S_ ?P5^I?DQ_P!U:|)C_ NK1_K#BNT0_LB@?EI PS9|1 M9\$V?V5|G_ //SJ\|
AF_XBR.|OIOF_ W_ #)J_4OR8_|JT>3'_ =6C_ 6'%|HA_ M9%_ +'_ AFOXBR?|_ *3?_ P!=J?| |,W_
!%W|_ |^-?| YZ>=7ZE^3'_ =6CR8_M_P"ZM\ UBQ?:(O|PY^6G_ #-_ Q(P"@: Y,T?| #-?
Q&_ Z!2?| ?ZOU+|F/ M^ZM'DQ_W5I?ZQ8OM\$?| 8|_ +3_AG#XD2)L_LWY/^>?
VGy*/^&:/B+|_ \$J^ M_P#?_ ???K|2_)C_NK1Y,?|U:/|8<5VB'|D4#|K;|IGWQ_ !L^T;:_ + ">9-
OJ_ME_PHOQM_T#4_|[K|0?%<,12VRB_Q_P JY:>!/|B5W4<|Q\$X'/*<?.?G)_ P_*
M\9Q_P#,-3_ONJ_J_ "OQ/H=A/>7MFD\$*;WDWU^C\$| "?W\$KSWXT^'|GO'X_U
M33=/A22ZN4V)771S;\$3G|YSSRRER>X?!'AS1|_ Q5JL%AI|+SSS?^.5|G_ "3X_M0V?
@#2D>5\$GU%_ | 73R5-|'?@S8?#71TWIY^HO| ZZ>200WK3%8YXGW(? "&\$
MPBH^_ /XAG-'-'-'>:=X|*V/#\ R%;K_KV3_P!#K'2MCPS_ ,A6Z_Z|D_|
M0ZYZOPEQ^,WGJ|)5MZJ25PP.S4Q/\$&AV'B/2KK3=5MDO|.N4V302?QUSVC?#
MGPkX8N-.FTK0;&PFL(9K:VG@3YT29T>;Y_X|HCOOKKY*JO75\$P.7|>>_ #W
MQ*T3^Q_%&E0Z|I:/O^RW3OLW_P#_ 'J#6?!>@^(_ "/_ :GIJW_A|R4A_LZ>9
M|FQ/X/O|ZZ%ZBKHY3(XF/X.^!H_ |\$ _XIC3W_ +\$39IOF(|_ 9DW|T3Y_OIO|
MGV|JRKOA_P"&OACPKXDU3Q#H^CPV&MZK_P_?|J|&|N|S_ +^|ZZ7FCFM.0@Y"
M/X0^"8TU1\A&-/D35?^/SS\$=_ .^??_ , ^?Y_DV?/5J3X3^#|JS>VN/#=C_M/'|@^DO'/O??
9N_G/'|_ -S?| |=+S3TK/D@7SE'PK|) !D^H:OJLOANQDU%| M2AO?M4B;W|Z'9-" ^QL?Y_|
?J>^ ^!'P|OK:|MKCP?IDEK>|MX|K2_MDV6<^ ^9W1-^_ 8|(|_)TWN|_ /OHL?
AEX5T/1|7TJRT&T@T|6-Z:E|_|_ ;\$=-F
MQ|_ S_ <^2NR>J.|\$|":K\,O"6JHZ7OAZQNT>PATG|XG_ "YPOOAA_P" \Z5_MB:E| %O >I?
8OM?A6QN_L";+9Y|INB;_ . ^_ O^?Y_G^?| CKOYZJR5UP@8*:7
M\?"6A^)_Y_ \$.G^'K&OUZ9YG>^@3Y_P!|_ KO^ ^|GSUG:E| %O >JZK/JM|X2TR
MXU&YF^U/|)#_ ,MO^>R?W'^3|Z?/7;"| \075| |+_ P"QOJK8_ " PEINH:7?
VGAZTM+K2K:&RLY(-Z>3##_ J4_M_P!O9_ !O^Y72|T|*@DYKPK|#_ \$>L30IX/TGR?
LTS^1)#O1/.WPS;\$^XB.CN MFS|GSUV7B/X9>?%
\$V@Z7HFJZ#:7^EZ5L^P02;|JML38FQ_O|GR??J?PS_R'_ MI_| KS_ |GKH9ZX*L/?N'P'G,_ PA
2:D^I?|(I?VUX7A>?8_W'A^S/ P|J_MP_)O_N4S5?
@|X&U6VGMKKPKIT\,R6:/C|JELFRV^?|Z;\$=T39_ ?KO)ZHSU< M8".*NOA7X/DU*ZO_
/A'K'|5>6WV*YDCW_OH=GD|'3|C_) \F_P" _LIG_ KW_MPQ'K&EZJFB6G|H:5"EM83_ /
*,B)L38GW/D3Y-_ WZZN>JLE=\$#_ AYHYHYHY MKH(#FGR?ZF3_ ' *9S3Y|J3)_ N4_ >T>?%
^18TC_KSA_| 0!60_ #61X5_Y% C2/ M^O.' P!_ %: _|-?
(R^(J|P.ZOF.| ^,7CNW^(&H::MCYGA F'QU#I7|N?:(=ZVQ_MM87>V^S|_ WW/S^|)?
3E4O|.M?^?>+ _7>?|S_):?W^GWJDL^+!/|_ |0&L)X+^ M(_ /_ F=U/XGO-
!NMXANOL:)|RY1/N)O|Y|&^?R?LK|_ OU|9|(OBMJ_M6O>/O%?ASQ-
J=O|J.AQ:9IDUM(\$@5M0<73O)%W;SHTAF1|AKU:'PKHMO',L_M>DV*)-(|I|+=/G=_ OO|
|S^M37/AO2|W4K349|""2|M9O.AG*#>C|'3=G_ \$3|:J5A=3Z/X@T^SBTZXN8X9+:SF33TD
^/8GVIWW_M06#Q_N;_ O|_ ^Q7NTWA'_ M0|S4+K4)|&T^>|NH?LLUU):
(TDL|IQV(RZ^QJQ'X?TNW7;%I|JB8V^6L2@?? MW?|_ H7/UH_| I^!?
QFU7XPZSXI|RTTRVT;2ITMHI+.:9YTFW2;X9M|)O1%C? M|WO7|YUKVNO/?
AO| %O"GPMOM4O/#|C+:7.I8CG>:X>8|\$=W6--_ 1?WCUZ%0_M4444
>8_ '7XA^'OASX+35?\$NIKL.G/=I|JH>)W_?YCCY\$<_ P^E?/_ P#PUU|&_ M_P#H>;?_ ,
+S_XS7V9Q|:*ZJ6(G3AR&\$Z,9|GQG_P_-=?!O_H>;?_ P_O|_ MXS1_PUU|&_ |H>;?_ P
+S_XS7V;Q1D5I|>F1|7@?&7_UU|&_ ^AYM_ " |M_P#C-'_ #77P;_ P"AYM_ O/_ C-?
9N11D4?7IA|7@?&7_ #77P;_ .AYM_| MP_O/_ C-'_ #77P;_ Z'FW_ /_ "|_ |C-?9N11D4?7IA|7@?
&7_UU|&_ ^AYM_M_ "|_ P#C-'_ #77P;_ P"AYM_ O/_ C-?9N11Q1|>F'U>|9?|-=?!O_ *F
MW_|_ "|_ ^,U#|_ ,BIX5^+^|7'@6Y|(ZR=U7R6-S_M_P_ ^TW_ ?#U1GTV|_ Y|
|C_OR|>O|11@5M|<9G|%'BC^RK_P#Z!|Q_WY>O_M=|"C_K3^T)?RF?U5'A<>EW_
#YW'_ ?EZU/#FGWD>JS.JG<1|JF3_60O_?KV_M#;BCI6<|QN?^?;:_ +XJK)8W/_ /M-

WQ7IV!1M%<_P!99?L4 M>3OIUY_S!7' 'Y>J4FFWG_/GZ<4<57UZ7\H?5T>\$?V5?_ |
0/N/^_+T?V5?_P#0/N/^_M_+U|OM%&T5I_.;OY2/JYX1_95_| |^X_P" _+T^/2K_) |
[C_OR]>Z;11M% M']HR_E#ZN>2^%=/NXX=4#VEQ&7N?
^6D+_P#/%*U9+&Y_Y|IO^_^*]&VXHKFEB_MVY7L;QI6/+Y+&Y_Y|IO^_^'JK)IMY_P
^=Q_WY>O6|HHP*/K;['|BCQ:33;S_M_)|[C_OR]59-*O|
GSN/^+U|CQ1Q6OUZ7\I'U='A?|DW_ _#X7' ?EZ9_9 M5_| |
^X_P" _+U|OQ1Q6G|H2_E#ZNCPC^RK_/Z!|Q_WY>GQZ5?
//GO3.|I<1|I|C^_)")_|^NBGL;G_)|IO^_^*
M|_#XH[5S2Q;G*|C>%)0/+YK&Y_P"?;_OAZJR;:>?|^=Q_P|^7KUO*;"CZXQ
M>R1XM/IUY_SYW'?EZJR:5?_//GC^RK_/Z!|Q_WY>O=|HHVBM/[1E_*1|7/'/'*O_|
H'W'?EZ?)I5
M_P"2_P#H=Q|S_GB|>Z8%&!1_.\$OY0^JHR_"ZNOAO24=61UM(ORMV^0<5KT45
MY)W!1110 4444 %%% %!1110 4444 %%% %!1110 4444 %%% %!1110 444 M4 %%% %
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01!1(A,4\$&\$U%A!R)Q%#*!D:\$((T*QP152T? D,V)R@@D*
M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM|BYNL+#Q,7&
MQ|C)RM+3U-76U|C9VN'BX^3EYN?HZ>KQ|O/T|?;W^/GZ_ |0 'P\$ P\$! 0\$! M 0\$! 0 \$"
P0%!@<("0H+_ |0 M1\$ @\$"! 0#! <%! 0 0)W \$" M
Q\$!2\$Q|A)!40=A<1,B,H\$(%\$*1H;'! "2,S4O 58G+1"A8D-.\$E\1<8&1HF M)R@I*C4V-
S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI;G-T=79W>'EZ@H.\$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM::WN+FZPL/\$Q<;'R,G*TM/4 MU=;7V-
G:|XN/DY>;GZ.G|O/T|?;W^/GZ_ |H #_ .! (1 Q\$ /P#^_BBBB@ H MHHH **** "BBB@ HHHH
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H.-S8)!*J MS#(!Q.KEAD(1|,0#^0R.1R,\$C!%?CS_P7W^('C?X5? \!(W|M3Q| |- %6M^" M?
&>D?#:QATGQ/X;OY|+US3%U3Q7H&DW|: ?J5|T=U9RW&G7UU:M-;RQRHDK-& MZN
P^40V>?| @@@=_P3|^(/P\$ ^"GCOQ--^UG>^)O&GP| >*=?NXOVV/VH;.&
MZUGQ!X9TW5-5N8|2S^)D=M:I/?75Q,MO;P101'0)&JJ. #^C7+?W? 'A1EO|
MO_CPK|+ #_P &'!_. =5_ :WY) Q^W!^U0<@#_.?| DJ74|5&6(YP/FVM_P"(
M>#_@G%D@Q_M;="01^W%^U/C)P41@WQ25P|C+ #_,@56W,"!D_ =!Y73),3%1G M+
Y("@\$Y7;N.>1'Y8<,0 Q3.1\$E|'(9 JD^7@Y)&&4C=N7&20%P>0-P/R;S@ M'^43_@J-_P
\$5_V+/V60^">'|8?|1/P8U:|JKP|5_@_ |"/&7CKX?^(+|JLK M|I?7;;2/\$F@V|5UIM|-H^L?
\$F|TK4HXI-RM::C:7-JZ2/F(2B.6|/^?^">NL
MZQXK_8: 9\3>)=40M<|1:|^SQ|*|1UK6|3N);O4M5OYO">ESRWM|=2LTUQ= M23R--).
|F5W)+,O.<'ID#D4 ?T;|U M|?T/^%&|?7|#_A7Y\ PZM_X+1_|+ #WCS_Q CX7?_/JH_X=6_|
!:/_*6' MO'G_ (@1|+O_)|5 '|&V|?7|#_A1O7U_0_X5_.3_P.K?| @M'_ -+ #WCS_M,0(^%W_
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M7|Y/_ #JW_@M'_P!+ #WCS_P 0(^%W_P ^J@_ |\$K?^"T:D9_X.'O'F#_U83|+@ M<>W_
!>H_F?UZ4 ?T;;U|?T/^%&|?7|#_A7Y'_ #JW_@M+_ TL.^.^A_YL)^% M_7MQ_P
+_J_3KSQ|I_P.K_| @M'_ -+ #GCT9X!_X8'^&)Y&"3_R6@9!|<@<|
M\$XP0#^CC>OK^A_PHWKZ_H?| "OYR%_X)6_| !;XS_PR_| "|D^@R,J,B@#^C?
>OK^A_PHWKZ_H?| "OYQS_P2O_X+1J%! M_P"#A_QV6"%G/_ #'PO_..=X
^-3|5"Y)4LQ)XWC-*/^"5_ 6B.\ CH>| M>9*@|?L\$_"|@0>0P8?&D !AR%YQ_>- '|&^|?

7J#_A107U_0_P"%?SD_K?M^~T?_2P|X_|0(^%W_SZJ\AU;_,%H_P#I8>|>?^((\$"'_L_.?50!_1MO7UM_0_X4;U|?T/^%?SD_P##JW_@M'_TL/>//_\$"/A=_|^JC_AU;_P_%H_|I8>|M>?|B!'PN_|GU4_?T.;U|?T/^%-:3:&.TD+U/X=?IG@D9^AZ5_.7_PZM_X+M1_|2P|X_||\$"/A=_|/JKSCXO_/!.S_@M#|+/\A\|\$[XG-_P<\$^.M=_X5_MS|\O/?CDZ.?V&/AII":j?"'/AW4==?3&U*+XP:C_9ANY+-+83FROG5)'D\$+;"_M%/Z=TN [|!=C+G&TG'SG:&8H/O;8|X=F''X8!<9-6*/O_@E=|8O'_P"T-_P3_MJ_8R^..GO6UY_\$OO)^*GI/_@+QGXXU^6WMK:76?\$_.MZ?'=ZA?R06D%O;Q/-*1_MN6"**)XCP%_02@_HHHH **** "BBB@_HHHH **** "BBB@_HHHH **** "MBBB@_HHHH **** "BBB@_HHHH **** "BBB@_HHHH **** "BBB@_HHHH **** "BBB@_HHHH **** "BBB@_HHHH **** "BBB@_HHH MH **** "BBB@_HHHH **** "BBB@_HHHH **** "BBB@_HHHH **** "BBB@_M_HHHH **** "BBB@_HHHH _\$;_@XV&?^"+_[^%!(FOO'X%X MGJ&B'L'?";7-)F-OJND?LI>\$M4TVX14:6'4-- ^%MC?6,J'0&,K'<1*[HZLK; M57:06!^#_P#@XU_Y0O| |<_ &3G0?!U/O"=?H)^S?H(|4_L4? WPPUTUBG MB7|F:P#X>;|2-)I++^V?AOING_:HH)"L<|P|@\$_X5>!!GP|T|PW|I_Q9^*-G ML.?MWPTU7P5HWAO6/"^N^&[K6|#4!)X@GUW3|[2]6ZM6LH;|| O\$'QT_:?T3_M_@L?X<_9E|8^!!Q_9W|9?L3_%KXS>#OAUX4T":|=::UX+^,7P^|(C3XF|8^M*|7MAJK:^|AXAU.WFT|29_|!=72586EC4BQ^SU_P37^(GPU|*_GX4?%[]JO_M6?B|]"OV<-3TC7_AQ|+|#^%>@?#*+6_\$GAS4KK4/"U_|4M=T_5:-U'QC8^&+MZ[Cu71],.@&@1#5|.WU2|DOEA2-.M|4?L+_ 'G7O| @H)X<_:HT|[]JO1=)3PI|M,M=^!>A_"9_@3X>O|%/|@|X|];>&_'WB71;WQD_BB'5KKQ%<:UX;L4L/\$<5I\$MNGO2RP-97_EDW@&5_P_%S?| E\$#_,%\$,|_(99^)^60#D?|@Z+O@9^N!GT%M>?| \$UAG_@G|^QD,D9_9K^\$XR#@C/@|2|D\$=#Z'L:|!_X+F_|H@?^"B'!"&M+/Q*X)!(_P")=%P2"02/4\$CW->_ /!-7_E'|^QC_P|FV?";_P|0_1Z/RK_M."_@"@?|%Z_^""B@8"^OVOPH'8+X7TH*/HH_P#P,<"OZ+U507X'WO0=U3FO MYT?^"@'_ "GL_P""*O| V(?|8'_J+Z57|&|"|7_WA_P"@+0_N|Z#|A1@>@_(4_MM%"8'H/R/%&!Z#|A2T4_)@>@(5|!?M:_M'_!)^%OQ|_8?^ WPYM_#%C+^U MA|2_BMX)USQGXDT77E|%;9|-OA#K_Q.BOM-T.'4|CU/4-70-%CT18)|3BC_MA2|\$X#.C*OW|7P'^UA^S-|2?C#|?OV/(CE|.O\$W@72I/V4/B9|6/&VN>'/'- MMXA:'QE8_\$?X2:|/.K2QTN_T&"X.F7NF7>LC5);B^A:#9"J|'"3M<_|A|_-MP_M_&/2??'[67|//CGX_K|0/VF?V=_"W@WXC_"[P-|_%5HME^TM\OB1J0|.^^ MO&&F77C4:3:_#B|M?%\$=|I?Q)L-4N|9L?"6GZ?J.LZ3?:|'"EI#)|, L5_&OX_MB_'|X|>%_B9|70"7A7P'|39_\$7Q|!)>,"G@?6|WQ/X4T/60_GCOQ|X-N+32_M:-O4@N-3MT:1XWGU(PB"65RT)|IU(|E^&OI+?Q%|&?M'?_]|SQAXL|#>*/C MA|5OA_|#|X|>_"#FGVVNZ1|. ? OPV|#:OZR;CQ|/3/&ND:AX&B M|30D#Q_|0-?|<"RNK+Q1!\$431AKEO9*UL|(YMXG55&'8_|!|1_M#_"_1/CSX M'_9TO_\$5S:?\$OQ|X'|6?\$30K".R6;1F|. ">"|1TG2M:?4-=6;)D8:D+S6.);3_M37;|3=QQ(Z|1\$6/SI^V7^U+XK_9|^ (W|WP_|,7G@S0|#[ICXR:_|,O\$/CCQ MTC7FF^"M/TCP9K/BA-5MK*35-"M;K4);O3\$TR."XU=82)S))'A2|8'Q\$_P"" M9'P^)'|9W@'|K37!/|O@FZN?#':@;QSH/B/P|>:->37?BKQGXEUK0-3T/QK/J M:WR+!>>'_P"Q+B"&").<7|D*61&'>?M2?LJZE|>_C|^QEX|M-;|+Z=X;_9C M^,'B+XB>,?#7B31+O6CXQT37_A_K7@Y="TE(8;BRMKA+C4X|I-1A>V:"W,2_M@3," #XRM0| @H%^T)JG|!/[1_|7-OX7^'GAWQC^RQXR^//A#7M'M=)|1^+_M_(6_'C3_(0^+I=\$T/X@_"|Q-+J&B;U#X2|5Z1Y=VTEM9ZC:Q:VFH:?9ZG%?%'CS7O#VM:IXMT'0?%-N_A|P_<>';73+37|\$TO4_M%TM|.YU/5);A|:6ZDD_M":>"22*6.-K.(P&6;|T|"_X)X?\$|P|^P-^UC^P+IM?Q2|'S^_'^L_%O0_P|E_6=0T;Q))>?"CX7?\$K6I?%NF>_O'4+9?6_|A"-:MU:5+'1+O0R_VC0Y:(3'= P'ZH_#SPY-X4|_!_"%W/#>7'A3P?X<|*W=Y:K(MEK>OHNC66E3W\$\$)=;_M|;^-?U.W&M^(-LAINHB,ZD'LTLU^4_|/P5+^) Q*_|!#P/X<^&7@AOC_M;|>_VX/C)^R1X.|5C50\$,GP?|0_#WX":1<^*?'W|37A)FLAJ&L^&[CPS'!;>_M'/#4=PMAJ'BYY-+7Q%-9HL|^T?L("CX@?!OX!_%#|G#PO8?#?Q%%;S3+73|,NGU"|._\$72|\$O=126;W|EJ(\$W MFQS1Q^6:) _P2W^(_A#QW|)_BYX*^)7P| |-.^O@_ ^VQ|7?VI/"OPWL-\$|10_|MC1OA|;OAAI?PV|=?!W1(8776|\$5I|+A|<6-U;:=#IZ:W+<+;6\$=DUP%/KW MJ|D7|J3QO|2^"O'F@^./!UG MX|^'?CC2--N|B;5-.U*?P_>J/\$_A:>Z:&UU:TNI:PU*:U*2KXI>_ME?&+P#^ MT-^UK|-/B3J&B:Q|_|V|_@M|,? CMXIU'X:?"#7?\$WQ(|?^&_'D'B2|UC1/#O_M@W3_|!/=QWGAZO|230MIZ7^H7+S*(K:Z'E: ^C?V2OV7=?^"WQ":M^-GCW MQ/X>U_XF_M8?%+P_X|/5VA*S0HO"?A31_OA2R|\$>\$?#FCW.IJFJ:G+;Z) M;C5M1NTCC?4+N;|/ &T,9+Z)?3Z|:RP6&D1RW1DM_)NU0.2@_M|_| +2'_|37X?+^S+^T'|9/V3_%=O|0M6_9H^% PN_:1|6ZG:>':RX^FI

M#07M7T_7M6^'DWBR5/L\$'CV^'^T.LWFJZ#:B76? "-W!'JJ,:>&5\$ 6/PIKV
MF>+/#V@>*M\$N?MFB^*-%TOQ)I%RV/W^DZ[I8P:GITL>,YCDM;F)AN)*YX)SS_M_#C^
OV#OC9^QW_P30_ ;8_9.T7XC^&?C=HO[55@?"OP[9/"5_P"&O%ME\?OV MK-
>M_"/Q2U+6/[I/C?11\I_\$/B#4/\$7AZ"!A>Z!IFGC2YS#%ME']#GPM\O_M#OX=?
#_X>Q72WL7@+P/X4\%I>*C1BZ'A;0--T(7'EDL8EN\$5G1'8MB0#)VF M#@#O\#T'Y"C
J!\^OI:* \$P/O?D*,#T'Y"EH3 3 J!\^OKYT_: [15_94_:7(' M9] ^,QSZD_#_7221T)^4?,?
F'8G/T97SK^UY_P FI_M_P#90OQE_P#5?: 0 M\!: \\$/3N_X)\$? \!O.#GJE3X7?
^.:+ #M_Q^M?JI7Y5? \\$. P#E\$1_P3J_ [M-4^&' IFAK[5: "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B
MBB@ HHHH **** "FL<%>0!DDY.#@ /I/W\!3J* /SP_X*G?LF>+ _NS\A# \ MH\JD_P
^ (I")>./C\X.L=%\Z\XH6\;0[2_L==T[6T^W)91S7?DS#3/(9X MH7*&121D"ORL_
W_@YG^'/@;P;\ \ P\^T+ _P3*_L'P/X6T#PAHIO/A9\2
M+B\LD^&\,MM(T_[7<1W5ND]R+6TC\$ \JPQK)-YCA06)/L,50R%0Q+<#;H9L'Y M);?
5[S1H]\#O5T6*_U7PU+>V;:BD%W+<:7<^5.L*[/T:_X(! \%/+V;?V@ M/V+ _
D+IF>? \IN/XO?MDZ\#\;K7?BKX-UK6/%?BSXD6\$OA\59XMMPBWO7T?4C=7RVEV%
"W+V M=R(5+\$PJZAU_H6_9,^%.M? ;JFCX%? _Q\J&GZQKGPf^%/@OP%JVJ:1\H&G7
MU_X:T2VTR>YLTNXH[C]',UI^XE9&9R@' M2B3)1P,@[&P1@D'!QC)4\$YZ991ZD=:
/P8_X*; L? MU_\$? \N'\@ [IM3]B;P MM\ / ^O_ +) A_XU:'X@\\$?'GX@^)/A\I&JM3K#3_
MKBuu#PMX=\0ZA)_9 M\K#+*V(XLSF'S\$>-I%.J/B\ _P<3_Y_X8T_X)D G&?^,I/C;\V
>0/^%:";W M\<18^=O^#BK_ (*\$?!SX7? \! /S\J/X2_ "+J\K_P7\VO"/"JSX AL/ 7@/XK MV?
ASXZ:/)<^*-&N\;TT?2M1M?%E@USHHC\5_ ^#B%CN; \C#_ @F,6(P3_PU M)\; >?_ :5^/-%
'X1_ \ "T_ ^#AT@)_ PQ;_ P3""A50#_ AJ#XV85\$ "(N/AF"J MJ.%5?E4#_ %3+16O^#B%
57\ C#_ @F. 220?VI?C8:1?V* _ \ @F"CsoyD[K^T_P#&I'GD"JF^9D^&*F5\B(@:
M3<0J*N<*!4C?%C_ @XA8'=^QC_P \$QCD@D'J\3XW<[3N7C_A6E,*>5'13R_*
M=BB@#\!*!6?^#B%5")^Q?_ P3%"C.%/[47QL9>C D#_ A60QD,P^C\$'J::?BO_M
, '\$!3^QA_P3&)QC)_ :C^ -L-V_ &3\ \X+@,1T+ -U-?NS10!^\$;_ %3_ @X M&90_P_FVRPN
[4@P\;#+\%U'07OH7O_M (;I92W,"WYE@MY'VS3)%&X"/@?T.5_ &C_P=7? \
!1W\JD2Y_8C_:) X)\)\2 MM7L/VNH_ &/P'1VWPRU#X? \ Q TD:EH&G?\$'PYXNN;-;T_P
87OAZV\ 'W^D#P M\8WMJ;7EKK\|=Q+";&U\$ERK)& ?T>? \! \X(^+V8OV#?V3/V'-9\]
M9?!3X)^#/AUXIU3P;JZZ[X5N]= \ V:V&H/H6M+;VAO[1+@"!CGW+'YOLH
M)Q7WE7\>_ P#P:S_ \%)?V;G\B\JF;_ @GO9_\$_5\5_:WMKKXPZ_J/PSLO 7Q
MODTK1D\5: XMEU;40&4>@3>#;:38-!N+;1IY=?A6!\J+3S)E*U_8*KAL8!(
M/OX^7\QQ\|=>O% #Z*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH ****
"JURI9'P2N5X<9.QEW8;;N4?Q>_3D<"K-(0&!!Z' M\G(6@#_ -F_X\!/?
^";VM?"S\H3PE_P4/^'FAZKJ7PW^/UK:>" C-J-E8&?3 MO WQ8\,V%G9>&[1U&:W@8V-
EX_ \ #T+P6\ S?RI%)K&AW-I')YUQ9Q2_L/_P: M\$?L"6?P_8V\7?MD^_ !.HZ-17_VGM>N-1-
:KK=M+;WD'P*,7=I-HR:++;R M O;Z3XO\1+>Z\UB:/^C\ X*_ +&GAS\OS\DGXJ_LD>)O
M\$R>ZN+K08-. \XGM M\2\F:"1;3R>\$_V& _ \ @H1X\+ ^?!\7@S_@J:J7ASPCX1T'2?
#'AGP_9?L; M_LZFRT71-\$L;73-*L;5I=*\$ABT^PM4MX%?.XJDDI+@T ?KR&4 N"0,\$D@'(
M\1Q@^H036=-K?,F-K9RP Q@YRQ(T@ D>H !H_X9#_ ."EO_26C7_Q_8X_9P(\$?
V3R;/00!_?_P> ? \ M\+K0\0\)\:/ \ %/?A9H\IP>* \#O?#OPY_:)L;9: M9,T?A_5\Q2!):R6!D8F-
#7C_ /P9^? \!+?10%VJ^_) ^"FGQ8T:28>"J9U;X M=?LWZ=>VY2T;74LC;>./B\$(I
OV\72X;H>'M(N%;RENFU1TD>2%P/ZP17,9+0A6QOV9?^"6?[87\ (C.P.^'OI./I M/7_!3?7_ -
)\AALVD>\$/\#G\GP\$UJ^M; > \OKC5+Z35-:U73Y;S6M0N\2 MN\N\N=40!\JLNKBYF>4X(
/W'MHU@!0,-O(&7R?O,VX@DDN\JRL3DL<=,6 MMZ?WE_ \Z'^-?E- PR'_P4M_Z2T:_P"
(<_LX? *BC_AD/_@I; TEHU_ ,0Y M_9P_ ^5% 'ZL\T_O+ _P\J#_ &C>G\Y?^ ^A_C7Y3? \#(?
4M_P"DM&O_ /B' M\I.' P_J^ \AD/ (*6_P#26C7_ /Q#G\G#_P"5% 'ZL\T_O+ _WT\ &C>G
M\Y?^ ^A_C7Y3? \A_ \%/+?^DM&O_ \B' \I.' RHH_X9#_X*6_ \): -?_P#\$_.?V< M/_E10!^K.I/R_ \]
?0_QHWI_>7_OH?XU^4W_ R'_P%+? \I+1K_P#XAS^S MA_ *BC_ (9#_P""EO\]
TEHU_P#\0Y_9P_ \E10!^K.I/R_ \J#_ !HWI_>7_M_OH?XU^4W_#(? !2W_I+1K_]
(AS^SA_ \J/^&0_ ^"EO_26C7_ \Q#G\G#_Y M44 ?JSO3^ \O_ 'T\:-Z?WE_ \Z'^-?E- P,A_ \]
!2W_*2T:_ \ ^(<_LX?_ M "HH_P"&0_ \ @I;_-): -? \ \$_.?VG\Y?^ ^A_C7Y3? \#(?
4M_P"DM&O_ /B' \I.' P_J M^ \AD/ (*6_P#26C7_ /Q#G\G#_P"5% 'ZL\T_O+ _WT\ &C>G\Y?

^A C M7Y3?|A_|%+?^DM&O_|B'/.|_RHH X9#_X*6_|D):-? P#\$._?V7 OH?XU^4W_ R'_P
%+?| I+1K P#XAS^SA_|*BC_ M (9#_P""EO| TEHU P#|0Y_9P_|E10!^K_|/R_|J#_
!HWI_>7 OH?XU^4 MW_#(? !2W_|I+1K_ (AS^SA_|J*/^&0_ ^"EO_26C7_|Q#G|G#_Y44 ?
JSO3 M^|O_ 'T|: BB_ X/&OV!+WXK_LZ_ "#|NKX>+W5O&O|/FNWW@'XQ7VCV|27
M0^"OB|SKS3->U.UM(3+/? M#NL>\$_&?AZ_ &-OV<3::|X? MT%>-?
L_?!_0_@|!%_A7|\$/"K_ AGX3>_ #/|@#1)C;06;76F^&|.MM.M|IK:
M>3:M.EL'EMH0(@9*|)%Q|30 4444 %%%!1110 4444 %%%!1110 4444 M %%%!
!1110 4444 %%%!1110 4444 %%%!1110 4444 %%%!1110 M4444 %%%!1110
4444 %%%!1110 4444 %%%!1110 4444 %%%!1 M110 4444 %%%!1110 4444
%%!!1110 4444 %%%!1110 4444 %%% M% !1110 4444 %%%!14;0&/R_*>Y(!&
<| G(!| YQQ3L_|J'I&=O)(XW M@D_@\$G_|X)'3F@":BF|U|?T/^%&|?7|_#_A0 ZBHGE"|
6|G'&!W//4CK@=O M?%)YV,AE.<@97|N3NZDXP RLD)Q@C| H EQR>X//8|8Q|<9^O-
!SCC>+V>G MZ5'YH_|#D^_4 DKC|V >W&:<'4C.N<@Y'UQTH ?14>Y_|OZ&FF7&
|<,:=N3R0.AC@@#((V|.>&0|Z)|J:1NR M#@J0..0<@YZCMT_*A6#*& (R.A&"/8CL:=0 A&
<-C|L&OX_|\$/|= _7E_:=_X*0?|)%"OV4?V M_\$7|%^F^_V.OB-I.@VL7QP|':A9:R?#?
B*TBETD#6|GU0ZO?BXC0%ND)K M"S18UC Q""&_L+;EU4_=ZD>IP_?TXZ=Z_E<_X)
*!_P7/_X+_#_JI7PO//)R M;X;KUP"3@9P_|"@":%_P_'=Q&?^\$W_."77_@L|2'^6@D?
K2_V#_P=W?| M0|_|\$NO_6>?)|Y0U_50GW0>_|C_|V)'|*0!_J-_P"#NSDOXX_X)<;>
MA5|+|3;0_|BY*Z|D|0N#R>&)"Y 9?C3|D+Q1_P '6T7_4(^GA3Q|#|_|?\$_
M'P>MOB/GXFZO|2_#R67|+|%K8MI^E3:N|@KJNE)IWO+_|#60A32K;2L;FU;5C>
MO=QQ22W+O_|DZ!N<D_|<|2_|I'?|C|I&U<-OG9U5|JRJR|_F(;)).6Y#'\$' MG'3@_9H_'W_
(+%?M7_+60D)?|GP.NOV21|_F_:4_:&:_S_9_96|*:C|_M3|_U'5?AUHNN?
%R+Q:UUJLUJ;^WNTL5U+0+2RMKN_6|FL;*_ZN+B:TOI(8D7|_MZ7T'_@|L#N%|_|_|
!+AE#,%8:7XH 902 V&T+<-PP<-R,X/(K|0_X+N!?'^\$(M_P""98V@|_|!9+|A'.0"?|D(?
\$GH?3C@=|@2.A(K|=OC#XW^)?@|PAJ5|(|M_A2/C%|0#>Z;8^'O|M_XWT?
X:>';|JZX*7&H^(_'.JZ9XCN-#T+2H8WUFU.YT M?P?XKUL++;1Z?X=U'S)+FW/YMO|!_X_|
|O|_H= _^"77_ (+/\$O|_|H:|/|_|X M_|O^AW_X)=?
^"SQ+_P#*&OTFTK_@K5IK_"/Q9J>O_L^>*+|#J#PS^U9I_P"Q M'9?LPZ'X|)/>
(\$|7_M&:T+*|T?3?"GQ8GTC0M*N_ ANOAN|D|9^)/B|?'^%"; MPMX6TW5KV^|_|37EI|I|Q|_-?
LJ_MD:S|>_%WQS^#/Q_ ^\$C? |IHS|G#7- T_X MG?#6W|)?&L'PX|/?
&_X<:YXXGCUF5/#FF^)|M M/NM1D3PX;@>(TB^SF:SEOM 6TNCJNFQW;ZA:2VUS%-
:*T84> ?LW_P#!3'|G M+|H+X;?%_P""(|_|>#_!A;X-?%WX@?
#?'7M0U7Q8MU:7.F>\$/&_H^%|/|_|_ (S6
M>30M*>*U|=1V"ZII&BPP75_|YQM)'=HG>@#|_|_|P"#N|_H= _|@EU_X+/\$
MO_RAH_L'_@|N_P"AW_X)=?|@L|2_P#RAK^G_P +^,=\$|_|>'-'6^\$M4L=| M/>
(I&SU7P_JUC(9K'4|+OHEFM;N.1 SJLJO|V49HMA\$|L<3E@GYA?%C_@J/I^ME>)?\$.@_
GP|_|?&VB>#?%VO^ _\$7Q9_:')L?V6O@IK7BWPI8)<^+=^\$^%G MC3_A5_QDUOXG3>!
|S|X|0:7X0TWP#X?U2VFTVT|8ZOK\$%WIEJ ?E|_8/_M=W?|_#O_P \$NO|_P6>)?
_E#1_8/_!W=_P!#O_P2Z_|!9XE_P#E#7|U?LB_MM@^#?VM_|/B;Q%X?
TYO#/C#X;>_KSX6_%CP3)K-KX@B|)^/;#2-'U|RI|!5V M>GV6F>-O!?'B#PYKVC>*/
CG3:*RT|Q7X?U6QOXX.QD>>QMO!?'!!2?3|_|_MX*&_!_|@K2?@|A2-
4L_BG:_%^UUC|H;69(_"PX|/|_|A1X TOXA7'@WP;8Z MCI5Y??%_.ETK5K2V|2ZGI-
YHFE^%+N^TF%&UR>ZOX-+ /R/ _+!_X_|O^AW_M_."77_@L|2_ "AH_L'_ (|
|O^AW_P""77_@L|2_ *&OZ|_|XT^_.?BSX_|/ M?
_!3X06_QK|>WFJV6FZ1X2U;XAZ1|*O#5M;W\$Q2^UOQ9XXU#1/%U|H^CZ;%'
M(X/A|P3XSUNXGEM+;^P%AFEU"U_?0/^"M.F>)/@|H&L:?!_L_>*6_:?|2?M
M3^(OV*|&_9CC|>>');?4?V@O"\$-SJ|B|:7XMG2DTVZ^\$?A+PS:7?B_Q#|28/ M"
(U"QT&UED3P5<786RD /S8_L'_@|N_Z'?|X)=?^"SQ+_|_*&C^P?|_|@|N_MZ'?_())=?
^"SQ+_|H: 26'_@JSJT>C^)/ASJ|L_FOI^VOX=:_/ "G|+_|O|_M>D?.\$K2|5|)7?
Q"|=_&=0|>>%_ '%K|=|GP=H|8^!!^'NEW_B|7_B&?A?+XDT%
M;2ZT>;X>W.J)#;W'UC^RA^U|)^T7<_&P#XM^'Z?"GX^?LZ^_|/X??&WX86O
MBT^//#VBZQK.DVWB/PSJ_@OXA?|_|_|>\$)O&7A+Q'X;O+;4=.UFZ|&>&|L79N M|/O-
)M|9375 'X4_V#_P=W?|_#O|_|\$NO_!9XE_|E#1_8|_P=W?|_#O_,\$N MO_!9XE_ ^4-?
OOIO|*I;7RY9/MEQH%|8W5KJFE6QGU2VGA;? %9 =^|_|_|9HTWX8Z%|9M1^_.OPQ
MLOA?XFNC8:%XU?Q9IVZ\$LM_'M|!|T/_@|K4\$OXZ_X)=_|1C@|CG^PL"OB1X0^(7P7|!^#
M_&WBZ?QGX.U^VU+PWK,?@W3KY|2TW2M<");7|@5HY-3D%I\$CRK7 M@'C|JOSP-
|)/V5|_#^*OQ4USX9^'/CEX@_9PU#XYZ-|%;WQ1-I+ZO-9>\$4|36
M>D)%J"W&N:5IL|;6UD=4OS%(+I|B...YN\$6\$ 'Y'_P!@_P#!W=_T_|_P2ZY MY'_ \$L|2|_#T/_

" >|'|@_P#!W= T. | P2Z. |%GB7 Y0U^[W@#]M7X.WWP^_ M9[UOXI^-_!'PK|
<_ 'SX<>|O&^@^!M9|0J;EK00EIEI-%I6G7%PD*2PIJ5TMA M97-J-
;F|DS'\$"5R/8' :% ^#::'X|/3-|30!*>'_AAXK;P-|0|6EU^QCLO!/C M"*33HY/#?
B&;S'BL=9DEU?3(>SFF1|F;4:"V@WRS,| 'W=SI' =UVMM< MW4OC?_@EV(|:WFN9"-
|1@B.&-Y'(+Z\$J |4. |'F>795| (2K@B%^VK|>_ MV|OV'-%^-O|2=CX#L_BWI7Q?
^+OPH|5R?#;2|K1_ "FHW/PQ|23^&QJ=K87=| M>M"|_ -!)*TD4JP,47R|>\$3*B?
K!KEREWX3UNYC(*S^'=4D1QT*-|S(P&3PZ MR!P-Y&TCYB#FOY^_ ^#8A5/ P3:|0G'*?
ME?M:E<\$CK|5KY"&Y^<<|L-D;UC M?&Y%(/Z*ZBF ,; |L-NX8G;M.| 4AB2N0
"#SD=,5+2\$!N",CGCZ@@Y_ F@ M#X3
&POV8_CU^TGI_@JS^"W|<'QM_8NNO"JWJESKUY|/'"?PV|5R^_8-0B@
MCT^WUL_\$/PIK,5E_9@@-Q"FDK:%WN9UN1,#&4^&C_P \$L_VILG/_ 77 ;AW
M=3CX1_LRAO_2=C|N'_P-) ^S-_P#._KXS ; ^\$G|?W_!/K5OV_ B>H_X2#7S MCZ9_./44 ?
N9:IY?F* 00F-L|)("Y/|YZ||DC&,58H_S^=% !1110 4444 M%%%% !1110 4444 %%%%
!1110 4444 5+B|CMHYYYY(X::W1D)II3M2-(D: M6>1W)VI#"@O*W\$>V0L"
*^!;S_@JW_P39TZ|NM.OOVZ?V6K6^L;J>RO+.?X MQ>#XI|>
|M)G@NK>56U0E)H|\$,;1%2RNC|L#|OV+|4E'_ K3XAO@J5|'"^,,X
M|)|VZH<@CE=Q(8E>20 *M7|: ^-|>AUU|8|1:FGQ)|8Z>E|?M;;Q:0-,EE86=LK1PH
M5CAVYPS_@'|B?|/9_P#@F3_T?E^RO_X>?P5_|M:/^'L_!,G_H_+|E?_ ,//
MX*_ ^6M?/'_ \$/I_P1I_Z,"^"7_@/XE_|FAH_XA|/^"-/ 1@7P2_|! \$O_P T M- 'T/_P|G_X)D_|
1^7|* |X>?P5_|+6C_(>S_P#|,G_H_+|E?_P|_@K_M.6M?.LG_!OO_P \$:4 /_# 7P2)+!0/(|2
DGH|N|1*"2<#|9>"3G(JD/^" M'_!&LL0?V|/@@!DA3Y?B)|@| D
!4|0L0K@%MWF':VP'|VT@'TO| |V9_ ^"9/ M_1^7|*_ (>?P5_|M:/^'L_
3)_P"C|OV5_P#P|_@K_P"6M?*>H?| !!?_ M ((N::/86|)|^P=|!+";4|Q=|TV&^N-
9M;C4;V2*:9+.TMY_\$,VE9)(| ^W_X-^O^"-,|0E'| /P2"L6P#;^)|LX4E3D?V^!R02"K2
M(PPT;>02BI&/F= MF(R.,9E|_P \$#_|@BYIT2SW_P"P=|!M/B>1(89;^;6K&"6XFPD-
L))_ \$:,9 M)'X540N|GR0+<#J_?4?_ |G_P""9/ T?E^RO|_ ^'G|?%| RUH_X>S_ /L_ MG_H_+|E?
P//X*_ ^6M?.<7_ ;|?|\$|:I(T<_L_!;L<>1XE.>V0?| A(%R M. W5!/X|5+_ Q#Z?|\$?:^C
O@E_X#^)?_)H: /H?_A|/_P \$R?| H_+|E?| M//X*_ |EK1_P|G_
_"9/_1^7|*_ AY_!7_RUKYX_P"(?3_@C3_T8%|SO_? MQ+_ |T-13?|&^_P#P1JC3>/V
O@E|N20;?Q+@@*QP?^*AR-V, KDJQ5BK(&4@_M'T9_P|G_
_"9/_1^7|*_ AY_!7_RUH_X>S_ |\$R?^C|OV5_|P|_@K_Y:UN: M7_P03_X(K:M=ZA86?
|'7P|N=0T@P1ZOIJM-K|U|I=Q)6EN(;X=;>ZEM!-?W/B':7C4.S*6|0H)M/SL(B1CY\$;DE9?
^" M?_!&B(JI_P""?_P5)8R*66W|0% 8U1B#++XE@C4G<^Q?P5_|M:/^'L_!,G_H_+|E?
//X* ^6M?,|?| !#_ M ((V-M_X) ?|(LCL|5D|1; P4G9++'KTJ0@\$KG>0V2D)V!LQ2?
|\$!_ ^",T: MR|)^P'|\$42/'FR>7XB*0Q|_-|LTSKKS"|(1N)FN/+MBH0^8 S%0#Z=_X>S_|
M!,G_*/R_97_/#S^"O_):T?|/9_P#@F3_T?E^RO_X>?P5_|M:^9=._X(#_ M_!/&+5;>&|L?
V!_@3>6-S&DMO>6K>(JWGC;=^|AG@U|K>;,E3LD@FE1L\$%F
M92HT_P#B'T_X(T_|&|!(|:OXEX|O^1@H_ ^A_ ^'L_ 3)_P"C|OV5_P#P M_|@K_P"6M,;_
(*T?|\$RU&3^WC^RM@GC/QF|%J_ _A :K9|=^@R+?Q)V^NOD?F#0!| M_| |L|IE|
::U/5|%_9Y_:'^#_ ,:-7|.VL%_X@TSX;>.J'"|6WVC6-Q,UO M%>:A::3=SSVUI).ABCN)(O+=|
8!#Z:5@PR.FZOI45Y7>8A3D1"-5K^JX*T<6"=Q0#!& 2%P0#N95R<\$'+>IH FHJE'<2
MO(4,\$X4#>7,:QKSD",9D<.CS|B3_OG_.00!)14?F?| M\$G_?/_UZ/_V) ^OG_ZI
\$E%1^9_L2?|)_ %Z/_V)/^ ^? KT 245'YG^Q M)_ WS_P#7H|S_&)/^ ^?_*| \$E%1^9_L2?
?| ^|>CS|B3_OG_.00!)14 M?F?|\$G_?/_UZB:=E+ QR:0"QD|O8J_C(&68^8PZ':,CG /
!9HID;;U5_4= M.#GW_3I|^U/H **** "BBB@ HHHH **** "@Y|>W7TSS^G3WHHH ^|
|O'| MKWPW^PA^RE|6_P|J_P 7>\$?\$/CSP|)-&LM5O!/WA66QM_ \$7B"?5:-TWP_IV MGZ9-
J^' MY4CJ"/BQX%P0>H(|\$H^/=|^&'P4_P""C^++B|J_M_#/@GX:67B?7|BPLI
M|4OH|,TKP^MW>/:;?;KB|NF2+\$-O#')-+L7 SN!^'7_#ZW|MS_I 7_P % M(|
OUX/_P#D>C_A|; ^VY_T@+_X*0?| ?KP?_P#(|?K/|VQ_AU^T)XKU?P M/H_A'XR?
#7QM8^#=\$^ (JEX6^-GPSUGX;ZKXE^'NO74^EZ?XO|(I?SW-KK>B)
MJL'V&^EMK@75C>R1+=VL\$-Y:NWUA#J-E*LGEW=M+Y4AAF:*XAE2*5?E,6.
|M7BB8K)-'=0211L MH)82/%*ZQD_9*R,I7J1@\$U%<:KIZPW!-
|: *L1:|Y!=VH\$=RRD+;,S7"*MR3| MR%W1V(Z8R: /Y|O^'UO|;G_ 2
S_@I#_X#^\$!^ODG%+_P^M_;<_Z0%_|!2#_ M_+|>#_|Y'K|OX/B9>P_% ?#ZY|>/?
0\$| \$1^*W^+ ,|OI<7PM6|?4\$L5|%' M4|S5|375|6|)|J4.)T%K"32V5FU_S#RU|1?6=,|OS?
MUNUNP/^D)-":52!C: M|VLGD1MN(X:4')_B%_ '|_ ^M_:/?BY/X,MO#USXLE
MME098FB#6|Q=06-HR37JV0GN8XYHG6,J'K^A.. ^@FC#I*=K2)&K;?D);& C@ ME9
RG<&1V#D'!K^=| X+8%O^&|?^"! "%FP/V_ |6R-QVEO^\$-TL%L9P20<\$ MXR1D=.* /Z-

H69E+,226(SL,< #A')=1QR&Y+;F'RD5-35P >@^= 0H_49J/S% \$9_UJ_0?RDK^5W_ (O
_P#*<|X+ ? MJE)^%W_I%<5_5\$W^M7Z#^4E?RN_ |\$@2/^Y_ !?WG FI/PN/X?
8KCF@#^J2/ M|@^K?^A>R/[@^K?^A> %%%%'X4?|W1CP3_ ,SRL?| 29'A\$ _G?_ \$H
MG|: 2;|L3Q7^T-X1^!_ C6|_99^%=Q|7/C9JIG-X:|&Z#;^*?!7A+^P+S6;>6
MVF^(%SJ7CK7="T"XM/!ML9+V/2+G4::ZUO5?L&FQ+Y-RTJ?F)_P<&S>)?#OI
M./['OQ:T/X=?\$3XH:3| ?^"F'[(GQP|>^&OA7X3U7QKXVC^'_ @&X|>7'B#4| M'\:/#+?
7LT,FH65JWEJ8X_M<;2O&NJE|K;_(.3/V;A)+M_8F_X*62*9&='
M;|D7QR"RA|T<@4J=F=J.JY8HRKR2@- &C9?L/ &NR^" _DGB#X4?L|^_!'Q
M5_8N_:|LOVIO&W@KX|_ \$OX)ZA|2/VS=;|1>\$?%7AOXLZ_8_\$+X?_!\$|:>#_M
OXUU^Z|5R77A67Q_JFBZ&DEC9:|>W>E:5&-23|^_9%^_WQ3M/VGOVIOVQ_
MBWX(B^\$VL?M%.:|*|/'A?X/W7BC10%_B_P%^&OA78:K92ZAX|USP?>ZUX\$C
MUSQ)J.H7-;Z;X4|2>(|"VTI;* &35/M5(_9&|9*002P;.' 8L MQ.#|VXD')R=Y^Q7H_Q>|?|
A/X1^"M/_9U&@_#?X?| |<'QK^,>M_M%OX^<^
M'4'AJZMO#'_Q*^(L0T*S'I>O|5|KQEXFO|833)(|SPCIVA"VM9)Y_\$DL4B)7
M'_^#B7|E#PCI|>D>&?V"/^ @HQH&E_:KZ_:3=*_8|9V=I|LU.>
M2ZU"_6Z"6:_NI'N+R=L2SW#&20NS.QZ^| XB4/V<N>\$+| |HQ/">I6WC36O!
M5K:VVE)?ZE#OA_X%|"Z78:T+*| |KP?X+|^Z
M5:74NIVVFW|7TMU%-9Q&VB,OS%^TGX+ _&I/B#_P4B_8)^,7@3|D_P>>(|@
MI^R==_M':5X|^ (Y^*OP TFR|66OQ|^?'ACPIX?UIP5X2U?XF1^+K|30">K:3
M>WWB:77M'\:/E-8@+X/#^OM|2?A|X#|)ZQK M+^&K2_|'GQ&T/6?'&J;+IE;?"*
|U5='ET5;Y7UOQ=:O91W7D6TTR?&|G^Q MM|;O#O@O|A+X@_!G|F'QMX\$|2_L%?
M!>.OBWXL^#^'Q8^)|GP2O/BE^U7%|9?A MSXG|"_\$WQEX>^('@OXD>+ _&B^/9|?|
%3^+;6T^ (WB?PW:ZS:Z?)H<| |I2? M8Y&X_3/^#C?|ES1;=K31OV#?^"CFD6KW-
W>M;:5^QOXNTZW:|U"=[F_NV@LX M88FNKZYD>XO+@J9KF9VEF=W8L=#_ (B3_P|G
|?V(|_@I7_|?V1O"5&W M+GY>J|_,O|=?+##!_B?)^R M0/B#X3C^ (O| PIKPY|'M: ^#^H:
(OC8WMQ|)Y/C\$|WK |:1:>|/|KX):2+&:1 M7|<+?NMV/NK|C|_9_|B#X%^,W|7W|4?Q7|
Q^ /%'|7'C#P-K^G?!^76-" M|2: _|/_ "P-O|D'A&SL_%_B'P|K>L^"M0|0ZS,D^K7: ^\$|9U?
0;_WN+6W35 MKV5)EC_.K_B)/_9O_P"C(|_@I7G &?^&1?'&< 8 SMZ <= ..G%+ _Q\$H?L
MX|C_ (8E_P""EN#U'_#(CG|^HQ\$^.?2@|U|_#_|@GA|>?!WPW_X)TZ+XB^\$
MW@FUUKX%?M|?'K|JH#XPK'K?A2|_LWP)X_P#\$/Q.U#0_%_=Q%@ZYK.I1>(?#|
M|VG:8LMXDRQ12Q%(=%?D_P 2?LT?M= "|JM+X?| @|X;S_ ;X;?&KXB?M|?| M% ?
VJ/@=%|:VU7QWX U/X(>-?|?AS1Y-7O|_1? VJ:=:V6HZA=W4ETWAF*XL M?
%|AJ31W<4'|G+>7 ^I#_P_)W|-Y!!_8B_X*5\$=0#^R+XXP2,8&-A'0#MCY
M5'0#^'G/CO_@OM^Q|2I=)N_'W_!_P#X*^*+S0I99_#| |J?'|GC9M2T.>XC M\$5S)H^JQ?
9|2TLW4(6&Z^P74:W,6(YT=|B@_"_P#!|/?"|2_|'O| O|!WP4A
M|2>&OACI7QW^)|K^T" _C6^T77+|6O"O|&WQ;U>Y^*=AHNI^\$+MM#|4>#?B=|
M7I+&Q|*7MDCZ;_PC%Q%IFI1R7=K<*/H| |I+|D'|I%?C+_P%(; X> _PA|=M?"/_4" ^
7PV|!> _\$>M>-|!OA?2O@)KWPI^%&J?#X^\$/'_G^+!;:|?|?B? M5;N+QCX:O?
A|IWB:*W|037*:OIFF/"%J\$O^">? _M 4)|,Z9H%A=:?
H6G:%^Q5XBTJVT:PO|H7NH6FG16=K;_8X=2OP+|4%@<+?W MP-
W=F6X)D/6#_@Y_9P(|'I#_P#P4M'W?^;1?&PP5Z8VY'RY(!SD%M/X_ "3Q=|2_
M^"HOPI_9'T33=+LO@| |2-\$^\$7_!0O|IB MI+N&9+C|ER|O?A;X>^'FK:=I|!
MTR;_XN>.:|) ^*K|5-5G9|OC^'4A_=R^9:R&_P"#DO|_9O*_A_8A_P""ERHQ
M^Q|57OC>#|@;_@HU#XTU'1+#+ MPQ?>)V_8Z|7+KEYH&FW,E_9Z+:-
J2H;M|J.M;JZEN;>T9A&TTC3R1I*_F_?T@ M^(-X7|0D|5:30M:/RG(4&QGP 0|E<,-IP,@ X&
<#^?S_@V(P"4;/B3_L|G M|K3_-6Q>UR^J_|!R+^SK>Z9JMA%^Q+_P%+!+=Z=J5C'O
&2O'*@23V|P MKO(1S'EG&|MK-%C)1N ?0|_@VB|+^-_"G_!-2%?'W@/QG|-M6|6?M-?M(^.
MM^|_"Q_|ZGX4|3)X<|5_\$_.ZU?1;VYT36;2QU*W6>WG@_:6 JV_P#VE_8|_|4@|05^ZE?
A7_,%W/^2> M?|\$|_P#M*=^QW_ZD'B"@#|U**** "FL2%)&>W0\$GD@=%5B?
\$GAS7-.E6.^T?7M#^%7 MBK4|(U6O9V2..|T^_MH+NV=V55GA1V8_9
|J.*Q_OH0"1@N,"7)VJP)QMY MP.IS3M_O'_W|_P#L;_BN_P""2?|P2??|O;_ (O|_L|?M;?
&'_@H;_P4@T+X MA_%O2?%6I^*-.|\$?M\$76F>&8+K1_&GB#P|:_V;8W^@ZE=PQ/9Z1%-
(S7_ ^K)|L..!@|^@/-6O^ (=X=X|/_!27_@J_|@'G|IN(=?IX3_SUH_HJW^ M|?| W|_ ^QHW^|?
| W|_ ^QK^21U|JF7_@W4^'A52/^"DW_!4?D C|/34|//3D>\$B"?H2*/Z*|_O'_P|_M/_L:-
_O'_P|/_L: G1D_P"#=CX<1#+_ /|2?_@J_|C.^&F8L8SCJOA'U|_# M4(X-W_AJP+#+_@I-_P
%20HY(|/2RYQ|3X1XST'00!_1IO|>^| ^? _&-& M_P|X_P#OY_|8U_.H|
@W4^'3|2/^"DO_!4C#?=:|:C|J>?^*1|Z |?|*= M_P 0Z7P|_P"DDG_!4?| |2;C_P#F3H
HIW^|?| W| ^QHW^|?| W|_ ^QK^= M;_B'2^?_223_@J/_P")-Q_#)T?|0Z7P|_ .DDG_!4?

Q)N\ ^9.@#^BG M?Q J / +&F^9R1E O%F1@KU\ZJ2"K88<JCR.]?E1_P;Z_ |
*'?JAX=O^\$!|6C'L M/BEX^ (49KZ. 9"15^(O&W !, #JF_P 9^,-;OO\$7B?Q; ^PE\,?
%7B7Q!JD\E MUJ.MZ[KWP/T?5=6U; ^NI,27%Y?7EW/=7,KJ'DDE9V +\$5\W_ /!OR2O_ 1T
M 8:.UR#X \6OE49LK_PMCQ| < 9((.*7R;K38;R6.18"* 9N23"1DI,Q D M&!%(2#Y,C<I5+
Y7:I1)6W%0(R6!'Q7|3_V%/@M|4OC%JGQUUFZ^+7A[X@>(MM!\,>%/%%SX ^+GC/P+H?
B_PSX/FN[S1-%|5:'H5 !8:AIT,=YJ-E= :((GN M;> ^N+9VQ<+L /@?J]DWXU>(_CE? \I
%G|4|75_ %?B?P!X& :O|03^,=:CM+J M7QGJGP:|5)|&/#_ CZ6:66*T?
Q/XFT.VG|00O'*T\$4FL7-RUX+>=-_LOP,_:Z M_-:|=::^S5^T!XFO/@TG[-/I6602>'O ?
PW|>#?%^G_ !?^'=OK&B>)-:|& M:MXD^(5YXPU#P?XIO+BV|*W*^*M+MO ?
@ZVT:YU2*VT^YN8M*GNIOJOQ+| ; MS0/B-^ROXC^#?A+PEH?@/X-
7GCCP9KWAY#_ 8<>E_ "IQMX=2U8>'9;8BZNM*
MUO1M+DDTV[BB^VQ7|S.+F21#+57X>?L0?!3X7>-H?&_ @/3?&=M+HTNOW7@/P M?
J'C|Q#JGPQ| :AXA74%U+4/ 'O*[U*?1?"M|. =2O@9;"UB:T34=0AM#|+|! ?C#
<:SK'B|VL=5T6 ^&+27QC|++?2H-22,W5_IGCN%W&FV MGR;^RS|3_CCX3_X)Z^&?&?
Q_O/A#^T=9:|_P5!|6_#?PY9>(O#7Q"LKCPG,_
M|7'CSP7KOBG^V;GX@ZM>:Q_9=Q9FX^&OAZ*QT6W|(Z6+#1|6GUN2PDDK|)?^
M">_ 2R|_LZ?#X:W?QSTD>)_C+|_/B?|_%XA:%IUGXV|5^)/A-H'B'OO
M|3O%7B/0/OAOP7?3'P|I_CL>'3T^UE|0_V;|OTOQQ+EO,)ED^J|3_@G?^S+ MIVA^*?
#5EX+|06OA+Q=|<=* :O?!EMXV|21>#_#WQ=TOQ4?&#>)_!/AU)Y+ M7PT-
9|433:_KNFZ7;VMAJMY/9)(&/SSU/_(*9?M9Z98:K|3:3P3^S MWJGPQT#_(*/^?^"?
Z^\$);GQ_I?C/5TO?&\$'A'P!|4+_P 1"75-/|,2>&+N MX@?Q/X3@|_|>
(3XNTJ5;ZPUCPK<.T:=QHGX_!2'X_3XL|:?!7QMX;^%NM?%'X M/_|!07X
LE^.&_A73/\$VB> ?%_@3|H#PU<>_M-|0>%O#FL^(-4UGP|XK| M(:04|.ZO;ZEK>N:7?
7UDVKVMU&EX-,C^|I/V#OV<|CPW?>#YO FH/X=%2(Z+Y)18ASY0A|6_L M?LU>_|A
A>DNN>|M4CO_-HKXB>"/BQ|2-;TSQ5K^E:|GQ\$^&FG6NF>_&/A M#6;#4(_
(:WX=MK.+|)S\$O#_P M|N==^#7QJ^"7PK|#R>))-;M-
%N|/X|1^\$ _M^L>+I;ZENA/IS^(+D60TF(1W
M\$T\$\$.ENB2R2Q>)^.OVFOV|_AII'|1^I^(O\$7|*OB&T_9"O|_P|XQ|>7&@?#/ MXJZ?
>_%WX=>*;&+Q!'X2T#3M2^)-S:~?#/QOH>B0:C:2Z_)J7Q)TK7|Z;398- M\$T6*>6.+
|9|+_L3? OPGX7|9>\$+7P_XIUFR^(C?P?|_ \$7QIK'BSQMX@|3^* M?\$_C7P+=Z9+X?U_4|?
U6^NKIV@71|,65!- US;Q217%F|9=#WOBG|G#X7^-- M/^_
&F^(_#=Y>6W|0&GZ5H_Q4'|KWT(|0:=H^G'2=,M|:/+(VE+;Z?(|1DT^ M.V:9@!.I#>=&
>(?#K3=)T7|NCXGZMH.GG2W^,|+_PE^(WB4JA^SW.LZ#XL M|3>\$=-
NKME9?.U\$F2UFF\$40D2""24EL!>-;S_&|I5_9/PCT_1/A)|7_M!>_ \$+XW? ?
P+?;SX3^"WCOQ|X1M?"OQ%^)&D^\$/ \$VGV_B;PRPTW_A8TVDW MD|_@_P
/3S6SZAJS65LR3)<;E|L^%_PC^)^FC_M/_!P^*WC#_A'|;X=7OP_ ^
M%7PJ^!ND:9=376O6'A7PQ;ZGJWB^Z|1LR+!:R7OB?4MVEVEL|Y6T@|V63S)2 MB^>-
? ?AGQ|/%I5GXP|-Z?XET|0?\$_AQOQH=IJ5M|JCTOQAX/U>#7/#?B&UB
M,L,:IH>JP6^HV\$QD:03V^ F=I(!^9?_ 5"^^^H>)_ ^"2O|5OQ+|*V'Q2!|
MWE_ |GN=,TOQ5H6M_ "CXHV,A|6:#83;:=Z5K4FBZQX1U+6(VGL+:74Y-*:)+
MU:|YH|3|V/#OV,/ @_H/Q,^./|3GPM|6_#?Q7|&?@?9?#WX%OKG|&/Q2^(9|8 M^,M-
^(M|IU|K\$/QUT'Q5X"^(7C+PW%X*|^'|FRT*9/#WCJ^O;GQ+X?U5_\$6 MBZ|J<9MY?
V"^.?P4|!M\$ "3QO| !/XKZ'=>(/A|0='AT;Q5I5I>2:~J6G MVU|9ZJD\$5Y;30W-LSWFGVS
QB-E(= Q4J3S=K^SA|,+#XZV?|1UIX>O+#XKZ M?|-H_@Z-?L-8U:&WU7X?VNI?
VGINF: I\$)=3O(8K;1-"TG3=+LDAM81;6UI#&'2@PMW1=-B_;&_ MX*D?|_%
M#|2R^*I=*_9|_9_ ^/P\$|*>%_#VO/X6UO48/CD?\$_P 6/&WB3PKK MT-
J8VVD7NM"TT+PC_ :9N|*!K*X@FN;6+<8_T| ^?P" ^&G|-/PUMOA-|(/#M
MUX:|_#V7B+QOXHMM+EO|W5)8-: ^('BW6/"BJZ>|U*X:ZE_M'Q/K^JZ@(XFF@
MMXYA;VK")(|_+OB;|C;6-5_ :9^('|0%IJ;0?"SX|?LI:|'_ C/X=TW6|4T'Q M*_C7P'XUN-
= ^'7CKP|?>(+NRU*R|.ZQK6@27L=PMQ;M|CF5RL*F@#|'OB_|
M*)K"32M/UN62QN&BN;FVD5?O M+00^">W|-E.Z;XXL?\$O@'5/C!>>/_ "TO@'Q)XE^-
_BW6_BKXMO/A|-?QZJ?! M%CXF|5ZC<:MH?A:#4XUU.'2|+;
'68H=1F9Y8HI!VOP_ 8W^#?|/FMW?BKP3 MIGBS6?&=
|I%KX5C|:_ \$SQKXC^)^7C#1_!EB9|/P'H6O>)KG4+G0?!-O-MNFT
M+2)X+&:_4UR;B6TB% 'YG MQ?LW?"#4/^"C/_!,ZPN?#.IC3_V@?'_ |5B_&
M+3+3QMXYT|1_B"OA|GRX|1^|\$|0Z;I_B?3M.QH>M(^K:=':Q*!=6Z1QQ2M/
M^|G|F|M+XQ_#\$|M'QY_P \$Y/\$?@OX1:'XA_9AT|5O%OO:|8>&#KNM^!_&?
MP\$U^SM=.^#7ASX:6=|XEEU|2/BOI|SK^@CXJP^+)-0TGP|9:~-/&MS_ ;|A%

M^G'COX!?!#WXC_\$OX_ % Q9X>DU'QJ^SI?^-J4^%6L)J5Y8IH&H_\$ /PY+X.17
M3&S@WP7BZCX=EDM[5+Z&>&TF*7<0@N[>VFC|>|(_L_ 7X:ZUX.1;^ ? >L: M7X^ ^?
BOXF?\$71/%*^+M4?Q1XL\5?%"PNH?%EI0/\$-SJ\$MUXRTW66>TAATC
MQ%=WFBZ6=.TV>R-G)IUFC@'% P#!,WQW=^-OV9VT^[@:;%?A?|9OC=|(+*1HG
M@^VZ7X#^ (^MZ;I|W%)|R0O!*D<"|Y,01(/.-H_0X8&0., 'GZX!_EBOFGIE M+X-
:A|"/@GX3| ZO!ID?B5;KQ+XG|:3Z-+/(J3|1:S>1W-U"/= M,|NH10M.RJLK0\$H @!/TGO/,
(WZX.1CG J)>HJ9|CCC!(!)4W J2".# #C_ 8!7_@YO_:4D(P!_P \$|/V=B,Y| MZW?
=..F4:..X(Z\5_1LC;AGIR1|'N"#W!|': /X>/V/V2A(8\$^-| 9!'0|#)((P #Q7T'^R=^ MV?|
&/X|_%WXXMXW_:D_9?|/A7X-_M_ "X3CJG*/P587?QFUWX="&5MO
MBD=._7WQOD_XZ^!%P?#?Q)|\$>#?VK|WQ?H/L,WQ!|9Z';Z=H_Q_|6^\$|'"US7WT:/TEI
MKK7/-SK6C^'J7UGP;!XSM-)'BS3M.EGTQ"|=S\$OGWPE_:N|='2_V6/%/Q3| M;6EAX.16?
SJIKXF?&'7;03-/@AB@^\$MUIES9^(+LV(-S9Z?XK|_E /RV_X%?!'Q!|4_#;XW>%?!/QF^#
.4?C7|!-6U+ MPI!-= &+PO| ";P??^/O\$^AZ3HT-^VI^\$?'UYX&T^?Q=X0|^*+8-?Q3HXEF
MLYQ*OEUZ'IO_47_9RU'Q7: ^%:.;QM,NK?L@1_MH:-KYT&50"^L?"0Z:;ZQ
M+H^G;K)>)\$_C^WT>|MJJ;PR|^WMJJ(F8R(2H!^-/ #D?_@L9_TL4_M\$?^&5 MN_|
YJ%'_#D?_@L9_P!+%/|1'_AE;O| ^?17|#:?'0X_P!G.T_:6U?1/\$^C
M>\$IOA1IOQ;NM"U&P@3Q7I^@WV@Q>)A87^DPW#I%K<>F7<44UFDK&*[1X7)*@
MUXQ|6_V|?@O|%+N"TI86/C*5|CJE;Q|^UVKZ1L,FH10_##X>Q:/-K|HAC*F3
MQ#%K=HMA9XS.A.30'(!^)^7_Y'_P""QG_2Q3^T1_X96|/3KQ_PNCG'T1_P
MY'_X+&?|+%/7|1|X9&|_P#GTU^U/P_X*!_" +XU>.?@AX-A|-?\$:X>WG|3'
MP=F^_.|5S|0M!BTM/BO|.M-MK"^|0?9|:WN;B?PIXJ|.:?K.D:Q?^%?\$|=G
MJTOA_4K74|-9TD(3J|!* /Y40^'(_ !8S_I8J_:.)_L.C>?_/IH_X?
/_IK^JVB@#^5+_AR/_P6_Z6*OVB?_#(WG_SZ:_-W_@J MO^S9_P %A|
@E#^R7J|8TO_!\$_B1|/"/D|P|O/AV?"VFZB?%F
MIW\$#W>J:C<_\$3Q;\$|A:I9C|5ICZ)/|LB:=/C9P#_>?7|Q7_ =T@?|_#FSQ M|P.?CO| TGCJ?
|>U#D^_YJJ /Z40"UW=:AX9|-WUS(DEU?:#HJ|89YX/1URO@8#_A#/"7'3POX?
|A_8|CQJ|:N|JH_*M***"BBB@_HHHH****"BBB@#|5/^#B#_E#U^V*,D9|/?#|#!R?BQX%
'X MG|^*ZOV^C+'4M7_8P^*.A:-8W^J:SJW|/|J|^D:9I%E%6AM:72|
M,LX:FZU"_DE8"UM;>WFEEEVJL;D5|*?|'\$(_S_P1Z_;&QU_X1|X?X|<_ |+8| M"XQ|U^O?
@Q(V|^>\$BP_8>%/#@W9VGYM*A4*&|/"<|@>"07.. #|9|,TCQK|!_MB?
<>*O'WAWXZ?'|=4_X)PM-|'|+T'PC>Z;XW|.Z|X#N+?5/BO|%-/15>&--@ MM-
+|7^/H|WPGJ?A_ ^*1I>LE;2M1T+060+BSNXG_%WQQX\$_:7U#00^"ANF_#/ MX#^-/AC|-
/CO^P|^&OB7H7P_ ^!>B_M*S0Q_M V'QWATZX@N=|=|^M*O9/VB M+7P#?7-
AXXC^'|PVGW6FV-OKMW)>I97UT/|7!'%L0AMD:LP50|D2)(.I52RD
M;%5P5ZH_V_P"52&P...2S2KGRG4&>2,-LX.%;'RXR)T99"PV.0"0P/Y>_C-| M\$ _C3|\$_-;:
(^&O|/-7@CX^Z#|-?B7^P=^S+X|46_@V/Q|KMWXB^*:_%ZR|*? M&^_|^*>
(KEKV=OC)??|R|O90%ECHM_!XAU/3HHM0M-,N|21%JZGP.1_#K|H? M|N>Z_8Y^\$OQF|
(?"/6/V|/|@CH.E2>'!|GQ4T2TU"^_X6W(_Q&T/X;W?B|3|3 M6)?%144*YD+!@ M|^*2')
(8E@<\$;2%<"1S'U9P=C^9N=_.2)@55G!)*Y3>)/VD'T|6; M;P'%X.TCQ%96GBRY|?
3^%+F:._;0+-M7O+R33OMBR:L+.O#U_ <\$G_ (1?Q'^TUH;)|FD^,-4EDO6B
MC^/MOIL|Q&EU!:->)=TTEY!)|=PJP_I2G:W@B%S:-5!W;N5)1OL|@
|Q763YXMDNUF#L9!)|"9#Y>3\$QF1BFP; MU4*. #^63X:3^/X+X#X1_%|IK3X&_M!?'G1=
(_P""*?P^/Q9^'|_?B3X@UK MXH_&W2?&.EW5K|. =5|.6&DRR_P#"XM;O;>R:|T_4-
_3Q#I|P^I:R%MHIY6Q MU_9M^-.7|/O| ?PQ@T*W|^!7XF_\$|XT?%S|O/PIH?
P4^)_C/X6>"OB)|1/# M=MXG^&'PWUGX;7\$NE>,W| >"+G|-
X+74|*2YV/#Q;HC:O>W\$45|B?U;B..- MG=I'!,GG.#*4(90P:0(|N\$211M9>(@BAL+EB'F-
6:-PIARSE&TH4Y+/G;K M, @VJ>590",J0: /B+_@G|/C_X#?LV^#?AA>_&CQ|
'/3|!U|Q=/X4|6^+ M?|FJ^_K_ \$/P=JFO7M_X?^'MAH/B"-/\$ |/> |*>+0/#|IK|
MD\$,8K|K/^"U^1^WC_P \$"!T(:|JU8'U&?!VF#GN,|C|#Z5_1@K0/+G<7;<5Y M+, (R>-
G<*Q^4NF0|>Y|,50ZY_G1_X+8Y_P"&|_| @2,Y| PW_J^>@Z>#|, M/Z T ?
M5^TY^UA^SS^QS|-|CXP_M.?%/P_|!KX90:|I?AH^,O%..K2:3_:F
MM"4:;IRKH^GZE=R75X;>40#|L'E2\$O|K@?GPO| P<&?|\$8@,?| #P3X)|\$X M_<>-
S@=AD^\$>W:OUP|3>&/#/B|3VTCQ:X=T'Q1HZW,%T^E>(|&T_7-- M-
U#)+):736>IVUS:?:+9V5|>2*YM MA>V3W|M8W9CCN8)HF62U3^..O%/H **** (08G)?
|R_|IT8E_O+_ -|U)10!'B7^|O| WS1B M7^|O_?-244_1XE_O+_ WS1B7^|O| WS4E% \$>)?
|R_P#?-&)?|R_|U)10!'B M7^|O_?-&)?|R_P#?-244_1XE_O+_ -|T8E_O+_ WS4E% \$>)?
|R_E4*PL)!*7 MD;)'#!#>G7@9))QR/J35JB@_HHHH****"OPK_."|G_)//^">_P#VE._8
M|_|4@|05^Z9()P_,D^U?A:_P78|F^'|_P3WCB|D?_AZ=^QUA\$!9VSXAU M| (J@M(2>

\$\$D, "58 _=.C(QG(P,Y/88Z_EWL,I>O'L?\.?PID@+1L%R" M>G3/!J^.<<9_ '%
\$F1QR.>GOQGCUXY^E?)'I?W_)B'I: P#V:1^TA_ZISQG7
MNG@WXG_#KQ_>^(:#P3\0?!WC+4?"&I3Z%XMTWPQXET77+_POK=I*8;O2?\$_E
MIEY*K"WAU2?1\,L%M/#DLJ6BS7D\9D/R- P;89 M_P'"*O[%)
SCPQX^8KP=RCXJ>,R5(/4'^ (9Y7MJ,6IR-+JDGU"" .3>H#!&.& M!\?>#/VQOC)\7?
V_O'"A7X;KIL?/[#6F?\$KX=VWC*32SJM^,OQK^'UK;W_C' M6_!NLW1ABN/
G@"\QX3NM6TKSK/5/\$Z:E#'+_CG\5?B? \ #'Q\140#5MHWBWPGX+|-VFE_#W5+"PUW3?
\$?B+Q/ M*JOHU/-/?OPZ9*T,UI=WYBL T!=9D\LT+_@E#^S#X1^)?PA^(?@&|^,W@C3?
M@KJOB;6?"_@'2_CO\7YO"\$>I>(:A\3>W@T&X\;R:?HNF1:I/>7=UH^GQ#3M9
MAOI;34X7@S\$O+?'WX9_&;Q!_P5)_9E\;?#Z?Q+X1|+>'?V2_CWHNM?\$E/ +^ M+/
VFZWJ_B3PU)H/AK4KVZ:TT6PU.]:*6_L->|BO\FVL@D:R(|&,|+LO| M@IQ\6?
CE^U= P3TT\JGCX3R:I_ VDO ?[4#_B\X7^(WP' M1:+X(|?^#|2TK4+"[U'3=
<^#7B2+7X-5MX;MK'QW%=6RZ'=P>0TTGWG^R'^W M/X8_;\$U[XP6?@?P)J^@^&?
A\XY\2_#UM^O+236?|6D^-)AG\;^\$G3Q5I-T-/&V3QCX0?|S R/"OP6U7|E
M#Q7X(^*GC"X\9_LO:O| M+ZA<^(/\$VC:5J\GO2U#|J\Q4GC3XNWGB"#-L+=N
M&UZ.WG|-RVK\$Z9:P+ | :UUKO9;:O\2O\$7PCE^#^ MLQ^%?!VE> |.1\^V\6)XKL=7\1?
M_M9>.?@ WA+0/!&H^'O\VFOH.I^/ BIXYU?1)/%GBC1_"2^) M?
#7P\|#>"OA+X'6ZL\3Q=|4OBQ\2/\$^E>&/#T&IW5IIFAVPN=9O(KDVI2/YQ
M^!W\:/QH\2_'31?"|H_Q@|.!:X7_:\$| (LJ_"P+|<;+P%KDY^(_P_0?A;X MK^*^D^)/A-
|O/AR+>"ZM_-IX:T\10&-GJ=@UA>?)4!;-;7.DM<2^_?|%_
MV2_'G\0,N@^(!/WA;0_B!9+X5MO"WB_X?ZAXXN_A=XJMT\/?\$3P_13?|/C_X
M3_\$>+1_\$E>'O'G@/Q=H\$S\MOXFT+4M\$U'3IQ%'&)8BU(/B1KOQ9M?@W??&X^-
GA7_A;&M^';/PWKOQN\6>(9?"VA M'4?B/K-DEY!!!:7-
%X9T6PU"Z_L\1X;@/(H!\^N,/W8_WF_*[LD;CC'7<.!SP M<|3D=:L56AROE!B ?
*"@\$%"6X8A58 DA1D@ |<'.59H **** "ORP_X+< | MHF?V_P#V_9L|=9_!|%K\3Z_*
|_@MSS_P29_ ; P<8_9N|=9|_P#0U\ 4#|* M_6_9_ :) 9M^#G_3)_8_|?'W\H#X?|:X|=L'?
RTT#3OBO\6/ WPYU M+Q):/\\$/FG7DWAZV\8ZYHTVKK;_&B"&Y?
3DN%MY9HHG(WQ!_X&:AJ>HVG P.\(S>(/=S(8Q)_X(V:1XNT+2/%'A3_@K+_P4Y\4>&M?
TVUU70M?|/?M8V&MZ)K>E7T2R66I
MZ1J^F^'KG3M2T^[BD2:UO;XGMIXV22*9D()Y\XB?|S EOA|'_ "M\X|^+/\ MP6)_X*-"[P-
I)=&TS2+26_O9 MH+2SBN;M&NKB:*WA5Y9%4_N;|.O WA7X7^
/!OPV\#:7;Z#X+|!>&M&|(^%- M'@D41Z?H/A_3K?3-*M5*|=[16D""9W),DRF0[MVX_.7|?
7|(W@S\O'JID#X|? MLH^.;D66D?
%_P3=Z'8;RJV\|QX=|56DT&K^#_ \$=K#,LL+W&B^)K+2KU-Z\$C| M.2A#A&4_P ^OXK?
M#^/'/"G_6Y^'7|S_A+_@L%^TYK_P"P7XB\8^ -+U_X M_) ^V+X>O\ST/7O
Z^(/\$MXGQ@L;M? =I%INO*FGR7ER94L6W6DP^T211#^L M'X7_!/ +3X3?
&_03XJ^"O_!9G_@H?|8/"T=[-ILOBWX5_MJ^%O' (:&IP8- MS82:YX2TG5]+2_ME9#
<6IN1/\$6#21KN&?|MCQE^R\;_ % ^UG??L4^(O\FM
M6/QHMOC!9_!D>'UT>ZDO=1US4_\$4&AZ9?V=G"+<76GZHKVVM;:- 7BDT^4S
MI(((WV_.|' W\&WPP_8+_94^#_ |_/PLTF+3|)"^7ABRCUJ^F^SC4?\$GC748 ME00%GB?
5YX%0W6I:MK,MU*TDA.RV6"&(M%&K\$ ^!?'^)-ST_X>B_ |%5,@#_F MZ! <01Z@^HR*
/PR_XOW-WI_>7_OH?XT;T_O+_P\|#_&@#|.O^)- MS_TE\$ _X*J_ |B4"?_ .O1_P.2;G_*2B?
|%5?_ \$H\$ _|F7K\|S=Z?WE_ |Z'^- M&|/R_ |?0_QH_ #+_AR3<_ |D1/^"JO_ (E_G_S+T?)
#DFY_P"DHG_!57_Q M*!/_)EZ_10!^& M/_#DFY_Z2B?|%5?
!*/_F7H_XC_AR3<_ |D1/^"JO_B4"?_ .O7|F&1_VTNH;^ MZ3|V.>=<=O!^;&."C_AR3<_ |D1/^
M"JO_ (E_G_S+U^Y|)% 'X8?|_#DFY_P"DHG_!57_Q*!/_)EZ/^)-S_TE\$ _X M*J_ ^)0)_R|?N?
02!U_/K0!^&'_#DFY_Z2B?|%5?_ \$H\$ _P#F7H_X+@+^+O\ MP6^_ ;D^\$GBC4_#>OZYX*|
Q9_ ;P\|"?#|4_\$T^E65R8I-%TGQ7:Z/?[:P: MFL\$-R_.@NHVG=(6=6<5_2|S+RN><\$<@XY
Z_G_.OY7O^#|I_)F:C^VM^Q7 M: '_.&6D:AK/QL_9!77?%NGZ)HJE#?
WOC+X::L\NWCC0@BIJMEFT.#3XO\$= ME;V\A=GM+J"-D?RI_#|0\ @UD_ ;|.-^ (OVO?
VTOVA/V\VO_#EO\2Y/@Y\ M,?AMX\ 'W\2_P_ ;/"_AB\2:-%XIUUO|\$T_4/'NO:0=:_L>WL|?
R+2PDG.G MPWC;D03Q!_ |1/T;4-.U?3-.U;2;^SU33=2L;6_T\4=.N8\S3\0L+R\9|. ^L
M+J)Y(:FRN|=TN+6Z@DD@N('62&1XF5C_)!/ _!O+_P \$W=%_X*0_ |%|/ #'AC MXCVUY/
!3X&:-'8OBC;16\O#KL6A:K:1>'O!5\T3):Q^)-=98KN"8_O\ M3K+48X\|R28;_ %|=
(MK+3K'3=,TZ"SL+"PL\;QL-/LDA@MK:PLX6M\6VM((@
M(XK.VMTBCMHXD01QJL3!=A4_ \ZO_!LN_E_L2?M&/@MC_@H=^UG\J@\$M_P_5_MM9
*"Q55W' WNRHN&?!_QJD,-GX:7?M6L\$UD:MHMGI6?[-_:1_4,3_,"%OVM0%(4Y/_":V6_-
WRAO\K'H> /'5\XL\3:5J&K:-%-K>B>#/&-|/--0\3Z"8X|<|*:-|8|/"

M'PPUOQ9X=Q+!KOAK1_%E[JNE7<%W:ZA;07L36U 'POX_P""? QXU76/V4?
MWI0'Q+^"BCX_L)>/KOXB? K4 AOI?B'1OB1\1_\$|CX6\5^#/ |?&6SOFD| M-
:)I7A+P|XKOI+R#P9^+M-O M_"FB_L|?M-_L|?S6?PW#J-
KJFLZ;^T1;1Z0VI>\$KR4R1VD^C6\$EU|J.H121Q M-L,44D:
[5_3J.>P,5N7O+5OM1:2V8W,!%RT:EI L^QV\$WEC)D,1DVXRV,5!% M="|XUC'=Z;)?
P1^?)9)=P2WT,4N7\$SVR2--""^|>)7C\$9#;:@^"#0!^1'PI_M8\$^-NM^*?
V4|+_:D^)/PS|=?"W|AOPYXG|*?!S3/A|H.MZ3XH^+B>)OAI= ! MFT\0?
&J#67.EZ\$VD_#S4+ZSF|->%9;BSU+4KV2^N|R-U2Q'S|I?_26^-7A
M|X+^"OAAI'QV!|'5_A1\3=2|\$^ /%%UH'B8K;_L3:C9W'AMO@YKUN&077CW2
M/"DMA;:=K,<|>FSZCH>FS_9QY>T?LGXT^NB^#OC)|, @U/X.^ (6I:E\4M)|
M9ZU;.>.=|+27WPP|&P>"|.BU^*LOB/XP:ZCM_#-WKT.HMO#|C<6LK:E<@HNU
MQ7M;2Z9\$B?;:FUA*P-,5FN88R+>((3-)F3:8XHMADE#-\$H.|M() /DWXJ_L MI^#/B2?
BAJBZY|1-,UCXF?#+Q#|.9K!/B#XGN/ 6D6^J^'7T73|NS^&;WB># MS-
8L;:X:6UM8"4A.9_+&Y/R<.:8Q_:!U/X8?&?XU?%OQ5|-&-|X)_X)H?
M'WJESP9|_% @;X2|M: SXCT|1Y-#|2Z->ZI" _B'7M?|16_AWR|WPQ%I4P
ML|V6V@TEKX_)C^R'Q^_:5^&?|.A+P5X|9|JVJZ|X_ ^*7@3X0^|OP;:VVN M>=XJ^(^N?
V#X?^TNEY!\$FF)|J+#[7=>=.T|S%"V%6KO|0|2'P<_95|"1?\$W MXY>*;CP;X4N?
%F@>|J|NM+|+>*O&.IZOXN\470LO#^A:1X<|":3XC|0:C=ZU M=\$|K;V^D2R+(V)3%G-
'YH_L+_L@_M\$: K'|#?QZ_:F|9^"9(?V4_V6M,|! M? SP/X+|)^ (O#/C"YUGXE?#OPUH'Q
U|XXQ>)EA;1_\$_A|1M*TKPY;^\$?#|O M%L,&HPW^I74LMR8K>+|O"0|DD #J2<#|S7A?
PB^-O@#XS:|?^"/:;>-|TC3 M-2GTN|E^)^WPT^(?P?U."ZLU,TTT.A?
%;PWX2UNXL3!,\$CU:UL)--F6W8P74B
M@5Z|)J^DS:6VJO:|I|Z6(OM'|J1WMJ;!8%9@;@7QD-H(59'0SM(8E974DLK+
M0!KT5X|!*_V@/_OQ=UWXQZ%X6FU""X^!7Q-NOA/XXGU>"VT^Q_X2;3_#&B^+ MKB?
1+d7LRW^C#0M?T^X%|+%;:#'W:|6RDO;)KX6I)W7(M8W69X0_1YXB6/C+L""
:V01D\$\$8SG(QCGGZ<| MC7|QG_!W3_RAL|?]?EV^!O| Z?| 4:_H1^%?QL^&?QEE\8K|_-
/&NB^,8O 'B M|6_A|XP&FW"R3:/XT|-W\$<.N:/<(PCF9M/N)4A:|BCETZXDW)9WEP8I-
G|JW M_!W00?| @C7X|(((/QV^!I'|((.O:A@@|P:/Z2O W_(F>\$ _^Q9|/_| IGL: MZJN5|?#?
|B9X3_P'Q9|/_|IGL:ZJ@ HHHH **** "BBB@ HHHH ***#GL,^W M2@#|5?| @X?Q_P
._>_VQ,D#_ (I_X?=>/^:L^!;:37Q\1M)^\$7P#OObAKB3 MS:3X ^%-
KXLOK6VW":|JCTCPZ;B.PB95?9)>W"PVRRNR,D?F|VPJDC|R/^#B 9 M_P""/7|8G'_O?
#XXPS=/BOX&/10<_CA?4CK7ZTZ%HFF:YX\$|.;:K%C9ZGIU MWX1T&UO=-
U*RM+_3|R\$Z1;>9!>6%|!/:7,#B50\3QLA!/8\$8H_GLTKXM??"
M|G;1_P#@HI^TUXP^+R>?CEXN_8K|*_M(Z;|_+?XA0^(/AE|_15M=1^(.B>\$
M_A|/?|!%_ =V.D1^#-\$MM(N/&^N0V*R^_|J=D%|K#FW>S|W?|GCX=ZG|"?CS M_P
\$|O&GACXH_%'Q3=?MA? 'XAQ_M(Z1XO| B%X\$|;>%/B%XUT;P%X1^*N@_
M%BP|. ^)M:U32!/OB|1|U?7M#MCX+TK0-&70_\$<-C?VB)!9,WZCP_LD?L|6_
MC+QGXXA^\$?@*+5/B#|_-+?X1>+|A|)^'H/#VL> HKS5KRYT2YT6VTN"WEBU1 MM:08-
6,KR?VA9"VLYQY=K;F+S3X_L#? O|_9S|;GX@>\$+WXH^+=?
TKPA_|+4^)'B'XBZ;|_%_AC=7|6J77PX^#>F:U*;?P-X4N|BPTJUN|>Q6XU*;2 M|
(TC27U!M.M8X\$ /CSXM_P#!0+X|>"M<_P""E6K>/_A;|_ =3|\$_|\$_|M+|\$_>(
M;8ZGK7B&+Q9|3|/7OAZGCS6|->|@|K3_U=Z?8'4(+|"+WL5PRI'=6T22M+ M7?|
QM_X*%>&|ACI'PFUW3?'_P #I|/\$7Q)C^?B'3|/@?XFO=9A^+UQH'QBU/
MPKIDT>FMITTUEIVL6=GXI-_93ZM!:6DD5E*;B13!_VD:=J7@?XY^!|J-E M73/%?
ABW\6Z5+/-;2S6S?6_C_()X_7XD?\$/5/'FOZK| M6|/3->U7P=XHU_X3^%_B?
XA|*?!K7O&OP_A-X(|::KX\$T1K1+C7?#;?AK0K M73HCJ0T46VF6L=UI%RT*,
#|^OB+XU|:6?A+_@N|J7Q6T|PU|:/A5|. ?#>I7
M<7PB|0: SXVT|0M8T^Q_9_L_\$G@M|BVU>*7PSH?B&!4_X2&7P|-8W;W%Q)=V
MMW""MPO&ZY_P5B|: ^%|WXT?"CX ?LJ_\$GXI3_LO>%O@!H.G?#X>?!CXU?\$J
M/QYJ7CCX>^\$O&FI^#M\$|<^%-,U/POX/C|-Z|K+6NAS^.+HW5|_9=Q>W4LEEY MTE?
K#X|_&' (*_\$37_-H'6==N/B!;Z;^U!|-+SX7_!J|%:'XWU+2/ OB M|3;S1)_#3^)^I?#
<\$;0VGCN+P|<'1XO%5M.EY|@A@MWC:)=E|6Y /BSQ)_P4=^,7A/1_P|J_P") M_PW| 2?
#G|E_P#:Z^'G|. #: VH>)%|?>(|'"9)|.=/U#Q%/?_ |DZ;XDT"| M^(#0#2?L--
>|1_8/^%4^&=2EL!/VB)=W%N|VME-<;Y=>'?#MN;G6|2M;BWM MG2XG2W'V;XC_
.">G|?BOPG|>!/6N:#XGN|_:0^-N@?M ?%*T7QCK\$ \$FI_
M\$7PQ=>%KS1KC2|B)A+HFBPS^#M\$,NBV>;>;R9F>1GGE9|OB7|A?X8Z|6/B| M|8|
(^(|Q|^'OB;XX:'X?T|Q_IGPU^+VN>#_"E|XC|)Z1:Z%X;^).G:|8VSP:
M\1M*TFQLM/B|0V\$L<4|-I!)?:=SJTC %_JCA :@^'W|6_PP'Q2^'WQ") M>/+9-

!M;BM;JU'PI\1_A_XUCM_%W@KQI;3RR7%WI> MO65E-_\$GB3XG>.+KXD?
%3XD_\$WQ7>>.?B7\3?&=S866A MVNK>,%?>H102WJ:)X>TW20#?A\3\UL=,T?0M-
LJ/LK*%(=S_C'_,%KU_XS MO_X(\$'&U?^&_M6YR#S_PAVF'
!.3@#MG/'OV1/B*WB70\53XM^\$O#&@>+=731=-ED;5?#8TGQ);W6F?9=;!B6>X\D
MSQ?9H\%T8I7Y'C_@E'_P5V_B_P'''^/Q_SS\WX!_!T#KZ?V9_GL*_HP0Y\Z\|
M,W4\$=3N[X/OX^N13Z_/YS?|AU'_,%=?^D^/I0'_AA/@|_JZ/^'4?_5U_M_P"D^/I0'_AA/@|
/*NOZ,J*/_YS?|AU'_,%=>?P#_."M7_!/7X->\$?VCM3_X+.'?#XT:7?M#_LZ?#W5OASJ?PC^
M%'ANP\0Z+|4/B[X8\%ZS#=:M8Z%<75K&FGZK.Q2&/\A:'S(_E<_V\$X\$/H" M?RK\|_|\n
@XF.?^">>C>W\8_[\$X_|\V,|\G^M_'I\QIM8@_*6&3QN.|_JCD- M@8522JC_YFIJ\7_WA_Z
M.H **** "BDSSCC_."7<*BY&2*)_J* 01D'/(Z\$>M%!1110 4444 %%%!1 M110 4444
%%%%!1110 4444 %%%!113<1J7/W5!).0, G.6(Z8Y(&3 MUH ?13\$?>3@\$ 9&3QR, X!
)&?%OP-|#?M\$?
\$7XC^*M.OAAIFG:IX'\96%U;O9ZQ#J^B?;-3CTYK#5K%:.:X^U;7F*NG\;\$GW# M\5_]"%?
S_|\!5DX_P'''VO\ P0:/IXN_:\$Y>-%-/|*_/E-O^#8;|KLLQ7_@ MN-^W-&"Q**?B#\3I2H))
9_ ^%FQ;B\|C+!5RNT#G.3\5 %QZG@=:_L4IDB"1&1L@,,\$CJ/I0!_"9_P3;_X-D/V M\|V??VS_
!5^T_XY_;\7?|:;+PI\3-4'AKQ1\|M00/%GQ5_:_|\&IK5O6\|/#K>E:LWB*
|E,LE|F"Z6&XC_KT_;U@>'|@_|\;44E6*_L
MB_M'JSA50M_Q9OQB"Q1,)YC%5+L/E)!VA00*^MH+..!MT84\$_(10SD9VL2@
M0;SN)D;'SGJ_U\J?M_?|F(?MK_ JFD?M(?|_JG/&= 'YK_|\!M\$/C\|=OA1X(L_\$?PV\:'YIEPD'BI-
%4ZO:>*?B9:^_F8MXWU M#X9Z!XKM= :_"CF>2;SN(T^2/^#;N-9O^")/I&
<1D>,2^\$OB%;^9&&,L1G^* M/C6+S854%GFBW&2)%!9Y%15PQ#+F_L7W/Q3_
&)OV+|'_84^(?|_GQR\;?&; MP3:??%KP?X\$'10?"|XGV?
C|QEXTU;PWXPNOB;_J4&@^'I=2M=>@G\5R M>,)HM:TZY%R9C=.,Z, #|M\7XG?
#R;3M+UD^./"J:9K6C;:KVD7MWK^E6,&IZ M)K-
K#?:1K%D+Z\A:33\4M)X9K.X1?)D5PN\2)(J^(ZM^UM\+HOVGW_9"LKB| MO?
B_+|)#OCYT\,=UH\?AN\|-+XAG\+VFCO?MJ?VA==O-1@6\CLWL&@_LITU MS& D-
^"|SX1\+?|?|L;5/A\6?V?/\$G\1>O^%?|_@CY^SS\&+?1!/?PUM/BQ MY7C+2+N_|\7-
EB\|MYGL=(UO5+)|!XFD6#3;'R6EG>\$ARGOO_|+WQ)^"O\9
M\|(OC/XD_!G4\5C;_@F%I'\60?/\$?2_#NF^-SX-^_A7Q?)X@G\/^.?&<%I+ M?:?>6/A.\L?
#&F^*|B\OK75+K3VT>="8825 /V%^"/QMU#Q7\|*?"OB_XT>&_ M"WP%|>:
(/^\$GN+_X,%T:RT/Q%J.BPSIXLT'4SHFLK=Z=:Z=K5U+I
MK/%I3ZLNEWQ@O:66(>U6GC;PI?W@TW3?/\$>@ZEJ(LDU)\|'3M:TJ_ O1IC\62_-
MG:WLUZ;\$I+#+T0&W\N>-_,^!_'UE\0?!MG=Z3X1\8^/?CTFK^\$M
UK3\8:|AL=>|8^&I9=2TX26S M7%\87/VDSHYF2NF^'|*GQD^%?
@|_@BAKGAOIF_Q5H/C3X8^,?VDD_:+BCTR M#30\$MEX6U?
P1XZ_X1GPW\4=>F:2^NM'\1:O)H, A6NM7%\I&E^3\5G8Q0VD M*(?
TBZ\|1O"D6@>*M4T;6M#\33^\$M!UGQ\J&E:-
KVFW\T(=&L|F|*7,=EU\|J+PEX0_9&U'\KOQAHFL6/@SP\|'+WXT MZ\X=T=;:5-
>M\|L\|%EUJ\TW3?-EL;34-1%LDEO;)+-:QRRRJ&DC'S#\=_P\G M>7\J3XP_M-1_\$GQA^S?
IWP8\+|\ LI_M)>#O\$WASP?| OQ+|_|'\7^*=4| M/ZAX2\|">+?
&.N7:6GQ6N\NEW=QIFK^&-/L-.AU3\5=J^;Q<_:'OK^&WQ#U/_ M(_ ?
\$SX4Z;X*1:A\3;K\|C#Q%X0L/_%CIXN_%-|XLE\&W5C;^'\32=Q:XU. MYO5CMH+8'\|)
(B#E@*_ /5/A'_P %\$OAMX^^(_P_'A9X^&^%WQB_9\|7_+1G MA*|:??
%GP\I\$7AOXNV&F^'8O%NKZ'X>|7^\$-|=|3>&;'QSIOAN7_A())//
MB+4M)\2W&D6\Y=V%A\J\$3VI91RT+PI;^(LZ\XFU_7?
M'6LZ3LNI^&H#96.CC4Q=7,J3B%ODGX;?LR?&+4_@I^P?^SY%^SOXX\#?M8? MLY?
M,>"/B1^U9\?Y=(CT6P\6_##3?/\$'BN3XRMX?_&A:*|T_6?B))\|:O#&M6 M_AR+PSINHW-
SJK7J;:X@M;6UTP2J_?TV0>-O#%VFH266OZ>'II"S-JSVNLZ5
M,NE>0&:4:HZWI33614D9Q?;A/+<2%&7%:&B^(J#\10R7&A:OI6MVL4QMWN\|
M&U*QU2U28(LC1R36-Q.D<@22-C'(4D"NC;=K*3_*I\01PIXUB8>&-5DU0:BUR_ZS_|\!?.
X':X,\8?'?XU:5X@ M^-=S>?&)O!5AK7A7XF_ KPC^S5X;TNX\%;7-
:6VL>#OA3X1TO1K6+4=2@O?) M\0^(YM/2YU2ZM8\$N)I6M0Y
/U>5@XR,XR1D\|I\O'MD\$5^5_!:@X_X)-?|
M\0'W_9O\|=#_R22OU/CSMY&&XW<8!8@%B!DX!)/'KD\YR?RQ_X+<*3_P2;:_ M
_P\|/CH#\+&G^8H \?_X)IJ7_."/_BEIO\ M3_QAU.?P5K%U\|=/_VD6GAKX9:=XFU?
6ETS1\9YC.JEXK\0:K-XA9WBADAL(J M-L&1H\5Y?
ZM/^"9L7F_|\\$Y/V!@20#^QE^S\$X(. ""OP<|'E^G8\QM^G/O\OK
M:E6+!E+,P+.R@N<#:C*Q'R&-K&BC8"SGJQ- 'W'_#SK_@N%D8_X(5>(^!C

M) :0\\$\$YO_UVZ=>I./>G#_@IW_P7".< \\$_\$8X."/VD/_W@,KG,I^4M@-C MG:3CG%?
TF^60^5C_/B*/+7_"L? P 10! "CJO@G_@J7KO_5;TW_@JIK7 M_!#KQ)J'Q
T#X/6_@#P_X#F^.?PX;2;+QU;VMUHQW"S0QLOZP?V.O^"X0Z?!\\$*?\$()^9R/VCO
XRY;D2Y*CHN>0 M!V' _I\|M?| *Q _!%'EK_E8_|XB@#^; ?!%- _^"XLCJJ?|\\$+=CD;Y\$>?
MII/P0D*EL@&0M.L:@ "S.1@\$|@ FNA7IO;_@OK(HEB_X(I^"\$CE_>JD_18/P MQCF4-
T65&U4LD@ &Y3C!_A%?T526^|?*[H>F4*1DCN-ZQIQ_P\$@^|2+\$J@#E
ML=V^9C|LS;B3|Y_"@#^=/_AO/_@OO_Ta5|!_)B?##_Y:4?-Y_|% ^/^D*O@ M/_Q,3X8?
_+2OZ+?+7T' _RO_P 31Y: ^@_|Y7_XF@#^+=_AO/_@OO_Ta5|!_ M^)B?
##_Y:4A_ ;S_X+|X./^""O@/_#C_C_/X8'|/I5Y^E?T7>6OH/^ ^5_)H\ MM?0?|K_/\$T ?
SIK^W=_P_%|97\$:33?M@?#)HHFD_M_?Z3_P""H^SK_P|_) |O|_) |50!_/+%^U_,'!D|K;Q?
|_) :|G*QDN"0; MV|_:|T4VL#_Y#70M+=|F2\$'D;/_8C@Y.2=?_(:9_P"#AS_I&G^OO_XEAJ/_
M_J:_H_-I'DG ;NN|;G#YR6|TY5_MO|_IJO_/_%T>5_MO_WV_P#|_M50!/^5O^T9_P<-
ZE(MFO_!?)B72&;+KJ&K_+4VMW.GQ\$ 866*PT.XN|QQD M,BE<\$<\$GG2;XV?|_!Q.
<9_88_P"">3\$#:6/|37Q_P<=U#>\$R008_L<<8K|Y MY+99.;CC;|TJ_K<'(^?!=1C@JI
/7UIHLX.5S87MM:_F_|_70!_&|_,\$R_P!@C_@LS_P2ZTOXW6_P8_8N_8*|3:Y^T!|5
M=5^(WBKQ)XD_&|7:~J6B:'/<22>&?AGI#Z=X3&WPGX/AO+V*R9@9|F:1|V5
M#+*57Z5_X(>_'O|_X+G_!8^)_Q)M/VVOA/X,LOV5;#XD?%"Q|_.\$/Q|+>:.'
M|3|*YTGO'JUI: ^%_AG;I##K'Q_ ^'EA>%K+10%/BG2K""%=.MD>SO|I2(8/ZBW MM
=K(OCJ#@MODYSD\$,SAE(Y^92&!000*D2+|AO|I2:12Z1?
|%!OVN9&186G=POC*TRB0J&:5W' MRK&JDR\$|_ '=@|X|6Z1|'_VAO#WPA_X)R?
\$3Q5|9_@U^TE|5_B;#|?OV+_ \$ MO@W6H|7|C|
MO1_%FJ_ \$#XV:/XGU#2|'Q#|/'# =YXSDM-(7P%X|,OAC7-<|
M202^%%T|=%_P;_&_ |#O|2:2J'C?_ (*\$ _M;+(C,RHR'OK9|PY7^ KG=D MA<9W\$#-?
T42I,8@Y:811B%HMLA|LEVB9'RXD\$K1^4@A+Q1QPM(|ONF*S1@'|
MKO|*WQ0|.)O&7_!%;X+;+;^)Y/B3^S_/_#;_A_P".'AF^|*>(:;\$_"7Q+: M?"/Q-H=CX:|?
M<6-O8Z3XCUF>|BOO"5C?S&?7|.275--EFA^2;V<_ ;P)^R= M^Q?^S'^WU|*?
AW_9WQ0_9| ^)^C?&+|HG5|/1;G4/BQ|4/@KXQUS4O /QK|-Z MOJTM@WBK5K?
PMX8|167B|PUX5E5|328O|L5AI=BGVH>;_1T%>X 4-,T) C;R
MRRH48@+&SADFC1"0Z|/"N-ZI<1QM(K6GMTS&2|NY\$0(ZR%!'EU\$1"B3:RK(J M@Q.);
<_NWE\$AC.0#^5^ ^ ^ \$EQ^V3|9_V.6^)_A?Q#X0TK|O|_ ^"?_4U|2^)
MXHM/UN)_ "W@_XL^"O"6B?|Z^U9VMX8| (UZ#P1IGAW7|'3=1>QEM-7FNXXK94N M/-
#:OPI07'BKX;? \$7|KG|I3X9> (/BQ|1/V.O@AX%_X)X?\$WP7K@|4Z;X6U#_M4|! ^(^FQ?
&;XXZU=PQO=ZKX+U/1;;P_XU|7#3;*[M+|P|'J>G-|JBD>U7^HL
M0H58,9"i=FD0E0'?!5Q.B*L<@')M_ :5TCX) ^'-.M_@8/^"L/_M 3Z|<_#?
3OA7X#|3^'/@U/!K6GZ|/X_ |8?"7PY=6CZ59>#=#4U>&)|6UGPK'
M!X7N;^_XO|8A9%ED_7O_ (+E7!#H?|;7|+|_J'Q"706|4 M6?PYCT|QW%-
=>+M9T(=,|2:5,/"WAA|WPX M^FV1-G;7-MJ1EL-7,ENNHP%79: ^5_C9|/|^&5AH?
PZ/@NW|+?L#_#K_ (*W MZU9_';X>V.@26OPJ|. ?
_5O@'X)|4Z'9ZKX42P_LP_!@?"7|I4=5TC3=/D|_M,VNLZB8T@"P2!?
Z5%D>9W0R3A6CECE=0LD*M)*9&Q,,*7,3P)\$K*K&'8T0""
MFJX81)L"%U9#D:3LV@E&*OY>PF)V0*58NDHCQN9.H!_ \$9|0|. ^!_A#PSX#EC M|)?
&#P7^S?^" ^)O;?PSK^E^_|/Q|?|_ PLO?@AI<=SJ<&D>(HY/\$VH_!S4(R
M;R&UA6ZT4_#|?L1@-GFV7Z4|:-9X/MH|9|0ZOX6|8C_@D3??|5M*UKPGX>M
MO"/B.R^\$NG_#&X|^(|+?Q'JGA2VT|RR?LGW_P"TH;.:^AU33(O LEN7.D3Z ME8-
IS2^1_37|:/V9?AG|?== ^"OB3XC0Z|&#* ?SA_LZ:%J=CXN|,ZE|/|)O|_3/V0=9_X
M*OZ5X@_9,TVTT_5+'PM:?"|_@%X|@|6:OX\$TV#R4T3X0:K|2FO+SPA:&WM?# ML-
T&>TLX|:W(ZSP%^SM|_M_|_# +XYVWPKTJT^..H?|39|_#U7XEW7AFZG^ M(=[X%|>?
%G5/!7C#PU=^(:B_ZR_P_P\$#@V|N;#5= >Z;P=+ILTC2V,BJ6K^
MA3|+)N8^>YW>:&W\$|2)00""3N3RSS&J.%CWRJA57VA&LVRQ64@E BL<95?,6 M4J-
H5L.PVDL|JC*\$,S\$@'Y ?|\$O_AK|\$A#X|_:/I\$>&OAQ|. ?AC|7+7|K3 MXI>(-
;T;00!.D^%O% @ ^%/B6|LM2^'.JWUQ::997%_P""|1@6|N= *7=QI\$*I M)Y<<\$N\$/PO|_|' 9
'QU^!@)+\$8U|4|RQ))|J222>22: _IJ6"1 M\$6,2%E3 !8D.
&!4AHQ'C:|JW&'!;:'R^*_F5_X.Y|C_ ((U^/ >H^_OP,SR M3S_ ;VH9Y/) ^IY/>@#^DOP-
_R)GA/_L6?#_ |Z9|&NJKE? W_")GA|_|%GP_M_P#^F>QKJJ "BBB@ HHHH **** "BBB@
I",C&2.G0X|!SU//0^U+10!|I_ MML?LH^
_VX/V:/BA^RU|3M6|6:%X&^+6CV>D:UK7@6|L=,|7:0VFZOI^N:=J M6@WVHV FH6-M?
66IZ;9W,?AE&D44*|\$C"1_ "(Q@*N%38J8C55.I:#7|SX'!|CI|=J* M/P?_.'* _P 9?
^DV_P#P6\$ _|Y|_-?_G04?|_#E?XR|_|M_ ^"PG.,_|%_?A

MK #DC' %H,#YC\QQ\|R *>,8 >"B@#|' /ARO\9"?F X+; |%A2O(POQ|^&J M-M)^9?A\I
[KAB#@< < TI X(L?&8 |.:? (+!CMQ|> AJ!@<# FD!YQU/ MOW?HH _! P#XH-
+X/ P""&6BV7Q^_9I : ^-W_!00_@H/^UGJ_P"S)\0% ^*PI\&?M#_%
M/P3XJ\&:+XQCMUM3JBV>C?#[PI?QRSVZOPS-#?(98XHT?,89& = ^D(R",D9I
M@X(^A_S\T 06P<19DW;W>21@W\)=RVT> .U6*** "BBB@!K_ ' & MW6_D: "?
_@XE_P"4>FD?|GD?L3 ^M%^J =A_N_ NM_ (U^\$_ !Q+_ P H\-(_M\/(_8G_I: +\!4 ?
NPO5 _IX?^@+3J:05 _IX?^@+3J "BBB@"K/D/\$1V?G'?=' M)R0.NT)Q\>M?RD>(?B?_
%Z/VS -L7\OKPW^PS^UQ^S-!|O@5^R1^TA+^S MWHW@WXH?!
[PGXIU^^^O;P)X3\6R:|=O?A[XLU&Y6Z'B/<[7.I6ZPRQFWALF M2)G?
^KPC\X#SU4 ^.2K^6/UK*O^"18#?M3 _/!<08 Q_P %-J3(Q!;X%_ M"I=RA\RJPR6#
Y.#E<* #Y_P"&:_| @ZUQD?|!23\ALX)) ^ GA ?*1D- MD?!0C!&#V/_&1S2C\FO_ (.M2 W_
|E_89VGH?^%">\$>>G_P"+*8.[W7/ MC)XITOP-X:|4>#OAO;^')/#FMZ\8^*|?
TNUUG1[KQ;8>*+?28-4UBSTN\|M;9 ME3R+XZ_!%- B7\|OVHOB9\+_P!G\1?
B'^RK^PKXUA\(?M/_!!U3Q\?:+|1 M\^31;*PU3XJ7_P \$ _!UIH>HZ1XF_X5)I6I6|
|XC@|3Z\X=?5/LE|;Z";ZX1(MB ?"7 _#-' !UQU'_ 4A_8DZ!\7)?#|I|-)I M;>|N;SQC?
^)|%_M\1=TJPL8+NYGOKG2
U\8@FU88VV^(G\2WA#\|GSQ.);3Q+IU\X'GUVVO;G5=5OM)CT2: ^.K:
M9!%975EH5ZMD=5M+^&:"X(= P!^/(_9J_P"#K=@2O_!2\|AI@#@,OP\$|)\$'U
MY_X4GP1Z>Q^E+_PS3_P=<#K_ ,%(OV&P/?X">\$A _|Q(|>G6OZ*!=!^ _POUW MQSK?
PXT'Q1%KOBWP\>6FGZ\ING:9JUPGA\4\ 3+;6;:1_\$5^MF-+T76#I5S! M?-
IEY<0WHMKB!Y(HW8H>5_:5_:5\(_LW^!K3Q/X@T/Q)XNUKQ)JJ^&? WP\|
M&VL_ C#QOXDDM\B_?3=+6\N;/3-/LM.TNQO-9UOQ\J\J9Z1HVC6EU?WTT4*9 M8 _G _/_-
? !UJ\; _@D ^PT&.#M/P\$|(@|3T(S\%,G/.,#!QUI!^S7_P=:GI M_P %)?
V&3U"P%|)'TUZ?!/MW\#GZG\|D_X*F> ,?AUXH*ZU\<_#W\|.%I\|O
M%%IHWB*ZC^\$GQ.^)'C+XM^!/_A\X\46'@OP\|3? \$FD^(_AOX7\|>(/!6G>*-
M5T3PYXFU/P/XKUVVBVU+47GT.25K"REN9?TD _;.^6J?_P"%MCXI*>%K+QQ MXS\8>-
OPR^'/AS5=:/ASP_JGC?XDZ\|;>'_RWB+Q D=R=&|-1WEW'/J.I MV\G>S^0\$CMK22>=\$4
_I_AFO_@ZU/3_(*2_L,DC\|P_X4)X2RI\|@X^"9Z>^M*7_AFK_@ZU()_!23\ALD=A\|
") _|*5X_ ^N*_4>^ _;P\4_7X;?M*ZW^V MGX%^'WPS\?:LXV/P^UAK?
X7>/=8\6_#WXB:1\7\|S5\|%^%8\.^(?%F@>\$=>TW M6->\5:'JWAC5M/U?
P_\$FD361U7\|5&?"OP\|:QXD\|^&=(\ M*ZS\|NU-;G4+F.2\|LH=.T;6\|U)I(HX)" ?GQ_PS;
.'6HZ|\%)/V&1D*5\ MPH;PAAF;HH/_I3\|X!Q@FG_P#-#-' !US_TDA_8 O"?Q@TQOACXKU?
QQ\|_&_MPE\8WTVA6&LZ1K.OZ)X:UFRUS0?
\$|K>:)K^FWVBQ(&ABNK"2>VG5Q\|C=_MH? MLU6\$J6\|S\3\|(4MXYU#X803)INN3VEW\1-
(N+NUOO!-E>Q:<|I=>)!FZJWC\7\|&^B^\$|/0\|NR36K_6M6BE\$NG65I\|LEY%'+
M\!NCCY\7^&|6MM5M;&[M=7T=[9X+ZQ:-C&X\$;,QE44 ?S_+^S9_P=;,Q4?\ M!27\ADD
\$A?@+X1)Y&2"!|\%C8I4L>GS<9 R5\|-7_!UNPRG_!2\|JAMAZK\! M"/)'X\$?!,\?D?
85^MG\|W\4'B#P\|^S=|*-< _;"|<>'M- _:#^(_PX\3_&O5O#
MFB^%KTQ^'/_!%_KFI:EX7MUTCP_:ZIK=OO;*K; M^A?#?|M+X>6?|_PJ^//QS\1Z/X,A\|=?
#+2OB5XBU;3- |1-X1TNSU\|&ODN M8(M9;3M)C2/N?\$6>TN'O7\|
:/X\|TU=8\|%;C\%:12R75GXKT\|.T.YLUGBO5CE\$1:6.6
M*/W+2M3L\8L;/4;)Q+:W\|I;7UK+Y;1^;:W<,=Q\|)YL,N RG_A5?BO#*2" 1U&01GJ".*
/_A_P#X(8?MA?&C\|O7_0\|M _'IIS\|H'4\|&U7XL^-+KXC:9XLU;P\|H=AXH'%?T/4_,D^X?
JO_H0K^9C_@JU_P IM\|_@@\|_M-C9^T-_ZB>FU_3\|)IP_5?\ T(5_,Q_P5:_Y3:?\|'\$?^QL_&:_|
43TV@#^F MJBBB@ KY< _;@T75_\$W\|%O\7WAGP\|IUKW/B'Q#^R\|?
M"T+1M/A>XU#5M:U?X M4>+#+2\|+L;,>,-)<7NH7MS!:VL\$8:2:>:..-
%+,!7U'526%WDW9.P "'DAMP V MD'/_E90V""XDG_R_V%OVE(U('"\$JG@)4=D10@:5)&
M8#YRP %?NS""%'=3CH @ _&2?NA=NXDEF.,EB><<5(8P>I/4'\|J=NWW.A\| _>
M@#^=&Q_X+4_|\\$O\ 3?B\|XA^_MA\|_P!MFV^*OB?P/H_PWUGQ='^PU^T^MY>>
M"=!O:C4M*T40IX,6VMX\34+JYNHY\|&WF\$DC8.*\3_XB\$/V \|I7_ (0S\|N M\|E8'\|A3\|L,G:
|,TD8SX\|Z,&*?/YC*A.TASOK\|V\GN?R3_P")_P_X^M&P=N/7 M"IR?4_*>?T\|J
/_PD'_!PA^P\$&!_X0O\| _;>;_0#?^PK^TLY\194\W-X\$)\|N4 MIEB6'E\|L.TC-36_X.#OV
7\$@;P9^W ?.&)2?V%?VE,R MXSL4??XYQC. W_B(1_8#)R?!G\|^<6+#\|A\|L,25P-S\|D1/E-
*%E\$;NH-'_\$0A^P)M*_|G:^V^%P M J?|_)_M)F.-L\$,|<;^
FC4D'*IM,*LJ.8G8,7 =S9_M\|D_^(HV?|1_) \ MxB@#|)%_X.\$/V U*LO@W\|N %67:?
^&\$_VDB0BL&\$:LW@!F5254\$*0H10D:Q@ M+M%_X.\$?
V!%97'@W\|M_S%4J'\|7\|2655CDI\$&\ LL,8. %11D*ID,C@N?W; MV?|1_) / (BC9_M\|D_^(H
"D \|^#\|!>:/! _|<1\|3_ _,*_M*#)\|O@)!T MP.F??T^&/^"F7_!:#\|DW\|IW\|@/_:S^

/PF^W[NK \$GXM?!CQ;X.\\$Z5J' M[%'I0VCV6H>(-4LTAL+>ZU740!
<%EIUO+,H22\09HH8 F)) Y J^"@=>?J%_ MH!4,L"R+
("#\V1@';E2H!4I<\$%L\$;E*R8^4.%XH ^.?^"=NA:WX2_8%_8B|+
M>)M(U#0/\$OAO\DO\GO\K^@ZM;2V6JZ+KFC_ G\)\V&IZ3J5G.J3VM_87UM-
M:75M,B2PSQO'(JLI ^SJIPP,"&8YPI.!NRW)<|@Y.#E550-/0/&0R2INVHZ2 9(62 M-
E9=R,WZR>&/^">O|+GA7XA^&_B5:>#?%^N:QX&\6ZUX^^^7AWQS\6_BUX|^M&?PR|
<>(#>'5?%_PV^%7C#Q GK7P||\$^(I\$U"[M\35-!|-V=QI=O//I;69GG M:0_V_&^_
'^+G_!5C\|C?XN>,?B=X_&OPWT\XV?M(?;X6?!34?!WOA|,MPWW@73_@_<6"/!7C7Q
MOYG@*3PQ_P(XG@JS|=Z/K'AVSN97UC;K+ZOH6K6(TTRF*P6\9)U^NO&/P,^
M'7C\X@_"+XI>+_#K:WXZ^!>J^,-9^%VMOJVKV|-7_CWPQ+X.15O)IVFW5MI
M>NOZMX?FDLS%K\JEJ26"/Q\$^&7Q'T_Q%\1HM\$TV+4_"CGX:MK-|13M+L_&6@?
V=XR\,ZW?6VE:_J:W,T.O6,UMXJT M6S\$>F;;K-I:W,R/^L^L?|\\$O?V+<|/?
#;PH_P=DT70OA9X&|<_#PW#X4|>_M\$KPA=:M|-_BA/|K^*P|^ (M\X>|5:???
%'P7\1\2WZEXT|.?\$"?Q%IOB.JFG MNM3AGEGF9^QT#_@GY^R_X.O/V>M1|_#^|
<|ZA^RQX.7X;?!/4_P_2_B=X M8U;P_P#%;BVNW^&GB+5=-|507_C_P
3W=G:W\$WA7QQ<:_I/ MZYUCXW_M_?'%X_?LH_L_+|5C^R7XF^(/|7Q"^_
WQELM.^&OPQ^)^6N:=|8_"M'B?1O#FC/IUYXVTCQ'I6GZ->/'_)N"--
OY+&WNK.JMQ=1_=_I_X)J?L MCV0@[X5^"O#WP_|\$_@BR^">H>.-0^%/B'X=_%SXM^
/B'X&_P"%EZU?>(O' MNDZ1\2?"WC+2_'#^&_%>M:E=WVL^'+
|7:01KN5H1)9&.UMDB\LT3\ECX*:#| M0O_Q6TWP4MGX_|AO|_"?4_@?
X,|01:YXCEETGX9ZQJ-IJVI>'WL(C5)|/U M*6\U2RM|^?6M3M+S6VN5=_|0"R.A
/P6^%'Q,+:_7_&SO^"0_QMU_IH#Q M=X1U'XL_LF?M,^(_/PW|%>'!-I|.ISQ\!-+CP/X?|
\$K6MKK.@WVHSV7Q" MU%)=4EBUFUK6?_@:Z@*ZAHUM=F"+|\$_?V&?C_|'WQ3\3?
&WPE_:|^(#>&_MVE+KP[XN^*,G\,DWP^|_-:7H7@#X8Z=|4\6|&>"?%_P
'OB7X:MX9/B3\|M9T M%=+C\0:CXLNM4\0VOBR\DMH\BRLX#8-|-:9^P-
^RSH<7\|2>'_AI=>'Y_P!E M:/Q59_
K4|%|=>|/UOP9HOCF*:+QIX8N=)9?!'P^TS5M6U+4;3P=X6;2M"6\NY+I M\YQ&Z
'U1;ES\$A=MS8Y/3|^>_/-35!\$OE*\$"G:|QPPJ7=_L MM^5_#J*;N_V6_*C=_LM^5_#J_F+_
.#NG_E#9X^_|+M|_#?|_T_ZC7\6\|_9; M\J_F_X.Y=S_/_!&|Q^I4J/^%|_
T!F&%'_\$_^U\$@LQ.%#MB-2<8D=?O<_'I M)?@:_D3/"?|
V+/A_P#|,|C755RG@0Y|%>\$2>_ACP|?ST:QKJZ "BBB@ HHH MH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M!",@@|"/SK|)?|
@XE)_P">FC>_P"V1^Q3G\|VCO_ZC|%4?A\FOW9?.QL MD\6P_VTDX.
&_A)Z;NW6OS._X*O_+%GQ)_;|_8^US\GSX1_\$?PM|+?B'+|2 MOA)|2/_'C?
QCH>H:|H6D:G|+/'6F>.:6;2|-F26YDFNM,MTMU8-\$Q5C/%*F M=H!^F*|7_P!X?
^@+3J_FG|/7_!R(7(7_@K5^RR1R0#^S'.C,K01R9=2!@E@#^D.WNO/'FAXI(PX03PE7
MBW*)DD#.'-UBD!B81/YBRKMD53N5?PW_P""16?^&J/^"XF1C_C9OJ7_*HW
MX5>PZC!QVSU/4_G1_P_\$|_|@G5_P7Q^_?[5?C+XM_M#?MJ^!|_#|GOQ+|6?% M&O|
CWX1>(K:_P#B8/BQH\NLWJ3^(?!_A9)(K3X.2:|0-4\|QZ?XJ5|&UN6-
MJI4LLAA;Z"^NI_|\%*/V!|VMO^"D=_|_#C_@ESXZ:_^&O|5W|6DW|0O@+XE M^!?
VF/@=|,=-M?#UJ|.O!|?@^#1;_/_^9WUH:K!>^'+FY09C""J13(C0MY7 MFS
'VG^T3\,OVL/BC^VM\,?B-XC_&7\3XN_L_|LT:C:>)?@%X6TW|H|P#X-MT?
7OB|J<#6NH_&SXF^\$\$_\$&A37^IZU|.M,DN;7X5>'H)FM=-U.|OO\$-W,-12P MN(/%/?"
|_#O|5;?#W|O|_9\|+:+X""|0_!S_@H?|_\$7XB^,I_CUK/C:RTG4?@_M!|QET;3=#^(7A?4_A<=-
?4?B+KVA6ECJ=WX,U+P|JD&D:C>7M@=8!M\6\6? M?'_!23_@JV""O_!3XU?"JL?
VWOV6MP4XR,F(D9P-W)SW)H/_!27_@JXV_M|\$!/C0=K!E_XS>_99X8,&##|SPP8
ANH\0\F@#W_/_YT'Q\|(M_P"""+'XC:|,?C9X.)^&O#FN:V/"8|26/A#X0>(O#WDQ>
(+VWU"WT74;G3; M:2;RN\2CFM1=[(KLO'(|5P'B|JF+|I+QSF^+\$_@?PIX<^5_|
MN_#_P#; M\$?X!VWQ(T^|2?PUX_|*:1|/(_9^+B6:>&7\5:AI&F-XE.O#2SX?LU>'2(XY
M;F*2X;S2|_X*+?!_!4Z_ELII|_@WX^+|Y-IMV+_3IKK|M?|_95GEL+X(|00+
M.26W9|:Z\N1X_/A*2\9=VUB#<_X>3?|%\7?^D_OQI^Z%_P"3W_V6ONCHO^JX M|*_/::
|IG'II6/>(*&>'_VA?A5:R_;X8>);#3V_:%M2NDTN3XPZ;KEK9ZIX;T62&|MM3@EM+:+LO|
M@HWX""|7>)"G@_O;HOA;QOXL\|Z)H'QD^'WQ";X76%MXB^(O@?PW|8_AU>^!
M9_BGX2|+7\$EI)XQN? 4D@OK|1;(VVJ7.G7ER|LL\UD;W7S)_P_/O|_@JZ<M?|:!?C3\HPO_
!F_^RUP,;<#|UP,<8';BE'_4H_P""KZ\K_P_\$!OC6.<|? MMP?LMCG 7\JNN!GVH
^=|@G^Q7HW|4_Q\$TNTUCXW^(?'WPI|)_LN?LV_L MX>(M'N/V9?&?
PDT7PWX%_9U^(7_>:7X4T+QEXXG@OO%_BKXK^))H-5|;K=Z M#9KHVB6-
O::7(6@45^WG\5WPXM/BC|"O%/|2|^"*_FWO9|"GL_AK8_\$Q_@_M?

R3:5>P7>G:MH7Q,6XT^|\,ZKX:NK:VU;2=0TZ|TK5+2^@\$EG)\$Z(P_,YO|
M@I1_P5?;:6_X(#_&MBN=N|JN#|ELXW#|(S%U)&>N"1T-'_#R?|X*O8Q_PX M&^-6
/^&W_-EK&20|5T!)(|S0!SWC'_())=^+/C#^SW^T!X>OM!TOX1 M^-
OBWXA_9H|5>\$AIXZ^,/CS|I26\$LR>.:|::=HWQ.^+'CS5|+|+6Z'|0_\$?|+'CK4/&E|?
B)XH|%;7IWA028/B!H.KZ MAX(T*_TW2;G4M\$MHK:|UX1(T>SN#_P%)?|@JZ3D_|!
3XTDD,"?|AM|I MEK)#|L,^3T/I^5)_P|D_X*MY)_X<"?&DD@@D_MO?LM\$D-
MW=8N^Q,^NT9Z4 M?6?|/WP(^,>O?MB_\$:JN?
XZ>\$="^#WB/Q=|"?|W|_A7X,:1XSL/B7=:1X;|M-^+|_P:ZEXN|2^,|
(L|+T:|OM:UC4H|+3=&T6VD%E:6|,|W,|Q=FRM%_90^M)NE^"_AMH5UI_A:2_P#"?
|>'B'|I750NLPM!'X)N_\$7BO5|'_AN#IQ%|XI2' M5=/N%L##&X?<)KMFC:1OF\ X>3?
|%7@0W_#@7XU9'W3_P-O_LM?+SGY?W7 M'(!XQT%!'P""D_|P5>|/!_X(' &K&
/^3W_V6N@X_U/8 O ?CW|H'_(*0?LM>+_V>_B#X^T.^|<>\$?|6K_##X M>ZLE|J?
C32+.|T&V@@:|MY+6U|/7>LVS>(K"0V5EJ6G:I+=1?.^@^*J500A
M|!7/^":OP|U:7+S|H?| :_X*':./AQ|?OVD-./|K>%/&\$OBVVT?X|_M"?&? MX>Z-
8RVUGX0T>Q|,K#|/K+X?7.M:JW@O4+N.PFU|69M|I_7'B3|O|_@ISXQT MU|&|6?|
!O\40\$NDO-!6LL:7-NX#0SH%FB M8 HXJ'0_V|_ ^"F7AFUM++P|_&|_P 2|_#M+!
|J6R@TK|LG|DRQCM9;X8OIH M!;V:&.:|NY5(DN)F< 8 /N+XE?""XR>"?VH|'^-OP3^'?
AGXD^'_!5^MSO8?LSZWX:|2^/=|^%67PULO#?BW5O\$6A>.FAO-*U2||7:%>6FN-
8:YHNCNV MKM;65A|F9CN#|!VJZ?|_M!3I=VT^K>|/-?^(/@CQQ<>-
/@+K'AN^CTG3|/PZT7PQ MXTTG6A>ZAJOB,V^* M7|/WQ0^"_P"V+_P3G^#WA;4?
#FI7_P"V'^S?)|/V?/VMO EK=W6IVGAGP|^P M@UC|3=(^-WA.6%+5-
0,EQJ6H_#6:XUK?;'3-1L1:1><|E?Z?XU0RF10 64|C M@8!&W@'&0#@GN>:_F7_ ("?"
|%/I|=L/%\$ _!O5|4YO\$FE6%|I6EZ_+^V?^MRA)K&G:9J3P2:AI|CJ+VAN|2ROI+:W>
|MH)8X;AH(C*C%|6V/^"E/_!6!?'N_ M|\$!_C6., M3_QG!^RW_P#&J\ AY1_P5?_D_P
:_P#Q.#|EO_XU0!^|F1ZC|Q7S)^VN M0?V-?VML\$'_C&3X|= _JE?BNORV_P"'E'_!5_|Z0#_
!K_/X/V6_C5> M9?&SIN7_(*Q_%WX,?%_X3Q?|'\$?C1H,WQ1^%WQ_ ^'4.MR?MJ?
LNZA%I\$ _C? MPGJWAJ#4YK)1\$UU!83:FEU/)\$,D,4BC+\$ _@&E_P:P\$#_@B?
^RQDX_XGWQUZ_M_P#9:/&U?T/YJ/S%?QH?|\$|/VW_(M_|\$5_V*O@1^P5^TK_,\$|?
VW/B%|8 M_.E^-/&7BK5|@-|.I.^)G@+3X?B1|0_%/B|0|)7Q;H.KW>D7FLVFDZA-7M MK.
|FCL;L/ 7DR"/M'_B) T GG_@E?_P5\$'T_9|F_ ^6 H_I,:=Z^\$O&/|8_C3_@I7_P5|_X)*?\$#P-
^Q|^V;|_#_"M'|_C'XMMX^|3_'7X/:QX7T&&V|8^%S'8/%JD'VRRMXX7TS\$MQ=R1'S+N*)\$
M&S|D@9/) IU! (/((P1Z@T ?R=VW_:/_\$/PAXC^(D_P|_X+\$?MN_M_L|>_ '_2?&GQ.3X8?
#F&30_#6C:YXYUN|US5A\$GA_XB;!8ZC<1M.+(C) MIT-[-;VR"XDE)HY|37|50CC4
MY5%7Z*!UZ|_8IV|Z#|A0!_*G_P_OYO|6@.1_P7W_."C0.(P#Y M|%'_!#G?M:?)|^/^"C?
T.L>(B/R/Q@Q7|5F|Z#|A1@>@_(4 ?RI_P#\$._=^U MG_TGW_X*,_|@V|0_P#SWZ/^(<|JK|
Z3|_/!1G_P;:>(?)|I?U68'H/R M%&|Z#|A0!_*G_P_OYW|6?_2??_@HS_X-O\$/
_J^C_B'_:_S_P"D^_|P49_M|&WB'_Y|I?U68'H/R%&|Z#|A0!_*G_Q#G?M9_P#2??|
X*_^#;Q#_|/?KS MGXH_|&NOQ\ CAX2?X??'O|_X+2_MR?
&/X;W&JZ;K.M>!O'JE)XE\:/C+HUT M9K&?|!XB^)NKZ=;:C:|I19:C+:7+VTC&2.!E41-
7E@>@(4TQH2244YQGC@ MX.1D=#@|I.M
&5H|C%I&DZ9I=N|&VTW3|/T^"23EY(+*TAMDEY!.|T2/<&S@
M@GJ<5L4W:OH.I/XG@_H!3J "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH
**** "BBB@ HHHH **** "BBB@ INU?|J|NP|=W;MZ=J=10 8'H.F M/P|/I1110 4QUW
A=H? Y(YQDXY|_|+10 4444 %%% M!1110 4444 %%% !1110 4444 %%% !1110 4444
%-89&,9)Z8"N#VP2.X/8YZ< MYP< 8QQ|T020#^G;(|1^8HR/4?F*_G)'|?_7H;_W_
(+6^#VP5|Q^RC|.VP7& M4W;:)MN|HN<9.<9&"7#|@'_@O2?^OY_@.+\$/_+ (S|9H
M_HL:=8RVYL@;CC!!11DEVr,^6!_RT_U8P?FJ+^T(""[WV\$*P2.21LD97"HC M,P9?
G5E!5HP9%)0%A_&Y_P%.4_X+H?|\$QOV_-B|^V7KG_!5OPO|8M/^&?B3 MX;:9'QKL?
CWQ|H?@AOM&J?8))>+*Q:7(+QH(X_F1)U66&1(V MK^M:X+>(M3|_ "3X3>-
=9DC.K^/_AM|/_\$^K&V3R87U/7?"FEZWJ#QOY.R.6 M|N9D2/) \$=OB%?
E8|0#U42D_|LW|X../0XP<|B"0>HR 2%|P_P#/-_R/^%?Q M_L(?|\$/|^"@/_!2_P" UU^V%J/
6@;:_^"UY|2/C-|>M,'PT|%ZKJG_\$GS M;_U_|&J_P#S>4?|0_O|>G_2?|_U_|&J_-
YO!_4UYA_YYO|D?| "CS#_M_P|W_(X5_++_Q#^_MZ?)|_P!O7_P8ZK_|WE'
!#^_MZ?)|_VJ?_8Z MK_|-YO!_4UYA_YYO^1_PH|P_P#/-_R/^%?RR_|\$/|^WI_TGS;_U_|
!CJO_M_P WE/_0";Q&XG_@OI^WL HR6.H:N\$ |G>?'80X|X8D8.>E '|3OF'_G
MF_Y'_ "CS#_SS?|C_(5_+"?^"?|>@"\$ _P#!?3|O4|L8SJ&KYYR>G_"=YX + M-QE%!=|J
L'#_@@!^WD<8_X+Y_M|8?^>;_D?|*_ED/_;_ /|>8Z_|%|_VIN/^HAJW;)_Z'OIQ MUZ?F*:?^"
/|>((!_P""^G|>H^NH:O@' (#'_A_|*2",!B">@YH_J=|P_|M/-

R/^%'F' GF Y' "OY8A P0! ;Q)8# @OI^WJ2I(8#4=6." Y"CLC(QR. MHR 0"P!4 P#!
#|O(=?^" ^?|>P')) M#5|+@ G8?^>; D?|* EB/ ! +|O!2 W 7U ;T!:&T'4M5#,2"0 O|
MPGFXL0K\$* 2=K8!'H_X8?| GF_Y' "OY81_P0#_ &[R 5_X+Z_MZ." %
M(*:CJSY5FV!AL|=ME0W#./E7JQ YI3_P0" ;Q) X?Z?MZ!|3_R\$=5P=WW0& M/CP+EC@
9Y)'J.@|'3OF' GF_P"1_P_*/./ #S?|C_A7|L/ #@+|O#:'7' ! M?7|O0J\$.F1J6JG* 9W
#QX25QR" <|8SD4X?|\$ /V|B<#_ @OI^WIGN/|1U4\$ M9<<\$'QYD'." >OH: /ZG/./ /-_R|
A1YA_P">; D?|* EE_XA_?V|/^D^ M?|>O_@QU7_YO*^| B'| ;T_Z3Y_MZ_|
@QU7_P";R@#^IKS#_P |W_ (X4>8 M?^>; D?|* EE_P"(?W|O3_I/G^WK_P"#'5?_)O*/^(?
W|O3_I/G^WK_.' M5?| YO*/ZFO,^ SS?|C_A3|P|&_P""^| B:_EB_XA_?V|/^D^?|>O_@QU
M7_YO*7_B'^ ;TO_RGO ;RSC_) M3_|FZS0! 4RT|:9WEE"|6:.15^Z7SO* M!2
H)8@D+@AB""*\$ 'NFZ#J%S)96>K7?A|X:Z9?0Z?=WEO'+^\$R: ^A==^#7BG|H?_@DM;?
WP/-I5MXQ M^*W|?%AGP3X9N=-NKBRT6+6=:^&>EVMBVJ7EI#-(;B'X??%
M7QWX30/%_A?X??\$CPGXPM#J)K#3=1M-|<:--8:9K%O::?J5A\$=2M)S
MI6O|8|/OW@#|M#|G_P#9;^.WPH^&UIHO|4_ASXV:|+=7^%_BO7_!%XL^', M_P
\$.LM:U(%:RU;3H=+GT/7=&U*TMK+Q#H)M|6VUNZ33&BE>#O!'B|4_B#XX^-_P 6/
/@2;PC MX&|_Q;<:'HMEX\$^>B7UY=: K&G):ZKK6O:G:Z);O/:6%K,M+^S7|'/VRM-_M:
<|9?M\$ _M1?!7X)Z_P#\$KQAJ?B+X>: #|7/!_Q:O:|?@_ ^S%#KJ:UX5^"@?P
M5JGA."0W5Y>VD6N^/|0%|!/?>(O\$EU&|W3Z9I|O:(?)' !UFJ+_P1& :6V+@ M'QO^SECC!
'Q|^'NW@@@%<#C&_1TP.E?M_P#LS?|)NG|/?| V13X3?| JO-% MK|0?^#K3_E"-
^TKU'_%; LY<-|J_)+YV?O8|^'OO7|??LS?|FZ?L|_JD4^\$ MW_JO-%H_)|_(-
R/^47P|_J+Q^UC_ZT9|2Z_=BOPG_.# MZKI<-M-+/<.K6SNH !#5^GE?
GC^VK^RU|:/C:|5/V/OC:|!_&WPT|+^OV4/ MB1|2?&L&C?%?10%>K^%?%UI|1?
A9K/PUGL)I? "-_9:K83Z<=6&HQ3D3PR>48 MF0 @D |;^%_ |1G|5GB7XO?'WJA'QSK/PL|-
_M0?#/PMX% ^*/PZ^_6D^&M5U3 MP)XZ^ OCG7KKPXWQ"U'X;+J%N^A_\$?0-9M-
1T6X|\$/K\$ _AJ>|:RUAM8BL7E* M>K?L% '_.,WQ9U_ |J3X9?&5|%\7WW|_?QUN?
A#HWQL|>'F'|Z!|6HW|.:5 MK^I7(|-)=7|GI>N^%+W4T|.^(+;3KZZL6OX=T M!_X""?M
>?"?"/PR'QUU;P!/?7'PN^# 'PM|.;M/J_ '@GX7_#^'4?M M22U2UD^COV*?@5|QUV:|URQCL-
+-J|Q=QM/(B%+>;9|6_|!3+| MK+Q_ ^S7XA_8YT#PG|&|*|2^'_ AX=TOP M-
KGB.VN\$CUW7= T+3KR|U2PL|/6XU75(((-'R:5)9?4_ 'G_ 2Z_8|^ (W|5 M?
@|JK:Q|^"/@KJWC|POX9|4:/J-AJ/P: ^&NI6_C'Q%XCUC71|6LOB-XEUI|/ M3:Y>>-_#4ND-
%H6M2W4|W:)??;17*2,&'>?M*?LJ:E|= _B|^Q_| \$:V|2:%H M^E LT?%OQ3|1=?
T'4M&;4#XWTWQ)X!UOP5<>'8!!Y%G:\$KJJW\$|Q>VUU!-%" M4|M'*F@#|R-5_:#_&|? \$?|
P3%^ (O|:&G>.O!OPS|: ? N'XX3VNH7_P3DUS
MP7^U%X&|">*FT/X;_& PEHGB+7M'U|P%X8|> ^'X&UO3+2-=0M=369=3TV|N=
M&N+.= _U|_9?MOC%_PI|PGKOQK^*>B_ %3Q5XOTW1_ %|>N:-X!LOAOI^F:1XB|_M-
:/J"Z#'H5AJVL13_P!GW? MMG?L/>'_ (Q:"|\$ _C+KGCT?LL:5=^&;VXNOV;OA|1IH?\$FM?
#*_G:|_BC MPOH/CB|UZ|&PP>2^@Z)J4&@AC:Z?:P6WZE^ ?
#ESX1|">#O"%W* "G@3X1_"W5;;X216OA MK1=8UCP_HRWWB/6O >IZS#9S7|-
F|YJ|I)';7%|=:^?/AA_P4E_:C^+ /P8_ M9-|*^'|*|'6WQH_ ;_:
<^+OP6^%WQSO/"FH+|.=:_9_ ^#EC/XEUC|J*U^'\$U MZ+S3KWQ?H45CI_A#X?:U?
6%L|_<&^N:B.T>'?|_ +,O|/?|5'P-^""C3X-? M WQ!|.?!&M?"|JK?X|ZOH=K|8_ VN>(O
GO'^#GQ-|3W7Q)|/ _8|2T&_L/\$6 MDRZ/?>,
|RSMM6TC|5;G6=!U'2;Z'R8V:N(T|_@D_XQ|+>' !'Q4|_% %CP3X=
M_;"^'O|5WQ_.;|/|:Q8^#-1L?V<;/Q:|9O"FF> OBG|+|?X=65|NKZ9|/|\$O
MA;3;>:YUC3+^T|83^*5?7|B:7SY|< 'TA^Q/^T=|9?BOXF:_X_9T^,U_X8OO MC9^R!|5-
%^'FJ?\$_PGH8T?PK|0|_^(OA*T|: #|QH?"#;E>_V/K=EH-Y)I_B
M+P|M_<0QJMO%|EGCAG1A|R>\$?C1^W)HG|87|3/P<|;?M!:'|1_A|^RK|*/A#_M|
<=1T#X=_LU^'|3XD?%G1/'|BZ|USP)H|TOCP6>D:W!;>&?L^F7MHK7\$TUI M:2R+N+(?
O#|D:|E?5O@'>?&OXE?\$:QE8_\$X|_M.^M/^ (WQH|5^'|)F|. ^\$ M1?|_A_0: ?PGX0|. ^"-
!N);O4++P_X0|-65GIEG=:G>W.J:@QFO|@I+,53SKQ M/^R3|:|X|_ME?
M& !GXN^"O""Q\$_:(^!7PH^%?PPG|2^#|GQ#8?##Q5|-#X
MC27QCKEK;75NGBB&5=>6|L-+1K=::4+&)+LR02R(H!|L_'7_ (*2^"?CI^PO
M^TC^TS^QUJGQ#U6W_9=T/P3|\$?"WC/0I)9M#|7 M^'-|\$5:)-
,P>232O\$>F6NMV#L26<,UK?194DX50 2 #7X" _&#_@FU|=/@'^Q M!^VK^R|/|#/B+J?
Q: ^&?|4WP|TKP7X4^'NJ>'_MWCSPQ|/?C?XDL|"' :#^,>I M>*5EM|5_!7C\$ZUKGC|4-
>S2/P|=P77|GW(AE,3?OA|_."G^ / W@KP%I#R
M2Z1X\$|)>'?!6F321)&TUEX6T>ST.UG**S^69+>PC#()&4%< D ,0#MJ*** " MBBB@ I"<
GK@\$TM(WO_0_P J/YL= ?|K_@DKK_ |S3JI_I7|I)? MS8:V ?| @ZE|

'G(P""2NKD>G):=5!_0Y_3WK^D^@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH)+ _@N9\&/B MA^T1_P \$K_VQO@W\%O!VK_\$#XF^+_AWIT?
ACP=H423ZQK]SIWBG0=6N++3(' M>));LV=A.\,1D#2NHC4\$L,?D?|'
/@LK_P4Q^%WPG^&/PU/ !+JKG6'^^O M@'PCX+;5X_%"6BZDWA?
0K/1OMRVQ\&3M;K>"U-P;=II#\$9FB+.%!/:;(K8+ M*"0<@|P<\$ @CD\$
G!!R,Y,KB%6)8A51G.278[1DXW!V.%7HH))9L=6 / MY<5_X+F_\%,-RE?^"
/[7*9P#M\801L5@628K@>"D,BH79RK (WF,C99@7>..YA|?_ .#;CIOC4?VAO^"<
MOPRU'IJ7IK71/B9^TMXJ^+WQ5\|VUG\4/BAX9NOBQK5G9^)WMO"VEVF@7NI6
M_B&_MA81@Z?!#83RRVQDQ606X8* ?E/_,%7OVV?^"GG !3C|A|XE?L<6'_!
M\$S|J_P"\$|_ |\$SQ%|+|3L_-'_JL7B&QTIO_Q\,>-)(KG3%|:-2TB:C%HQI
M!PQ6+W*W\$PD1"! :+|"-)U;PK|\$O@MX8URU_L_6_#?PH^&NAZY83!C-8:
MMI'A#1M,U6SD\$/F+OM)XKF*1@VU)HU# 'RVWCV5M@57?/"G|Q/(S*;X:?
M&>#_A7^TOX1^!&NZ|X"T_1/ MB1X9T/XM:/KPN=-DT_4/#N@27Z>(EU%|82BTGMK-
KI0&EMA|JS* ?C!^R7;? M|'%_!/KX27O|+_P0_X)|_LS?%3X9^\$/BO| &CQ)X1|?^,_BXFG>
(O\$>D?\$/ MXG^)_ '%M>WNFZ?X|TZWLHFRN%+;+|[-%.D0\$=SND2OIH?
ME_|1.3G_@EQ^QY MCV^-_%V/_ '1S^7IS7+_ /!L?_P4-|2?M!?!L,^(-4_:/:ZTOXA?':|_:1|3
M^\$_"D/QN^*_AJ+XAWF@SZ)X/30|\$T33-8OK/7+NQN=7OKN/3XH;X:YOI988 M#
(8X+9?ZL4(9@&RI8""LH0X7H 1M8,0F|_ ^>11_PV9_P=\$?|(N/V/?_ M |_-W_|
/(K^H_RU|#_WTW^-'EKZ'_OIO|:/YSDG_A=%V2N@XQD?&>YSPP93D_\$6GIGZDD?
MD212E\$ _N@?3Y3^8P?PH_EO_&S/^#HC_I^Q^Q|_P""IN_)Y%'_#9G_!T
M1_TBX_8|_P##TW?_ ,|BOZC_ "U|#_WTW^-'EKZ'_OIO|:/Y_ ^'IN_P#YY%'_ V9_P
'1'_2+C|CW_P|_-W_| |BOZC_+7T|_WTW^ M-'EKZ'_OIO| &@#^7#_ALS_@Z(Z1_|
AZ;O_P">133^V;_P=\$_#_C5Q_M^QZ3DYQ|9|S)!^8<'XDXPB_(Q&=SLI7 !%?U(^6OH?|
OIO|:_G%_P"#C|N M>|_9T_X)L?'K4OV;VK-"^&/|4GA3X@?!|2;33_AI|4?
#ME|7=\$M=1^)&AV? MBG36|V>J2^(:(-
X>U&^EU8MI5M)'I^YEA2..>@#R'|@SX%_P#!5|XN_P#! M8.T_X*!?!%_ V8/A3^SKX=|.?
L8^(V==A^&?Q|L_%F:E?2>.:|Q/I3 M|N ?M_ |\$W_V=;_JHW|J7PY|3_VG/&GB/XG66HV?
Q\$^*7AK5?B_XA-GXXUF# M1K27P_/?P>(JEK/0;2.+3X_|.N)5T^*"47#12.K?
T+H58(4(V\$OB-X<_X*>?#33(9_! ?C^V,?"W|HS3|40I M+X: ^(-C =.|#>-XH((+?S-
*|9;5;1>'|7OKFXN);37=,TV4L&UB,1;_ 9W_M_P#!-#0/%NN?\$/A
X*5_%'1|'U@>|M4U'X0_LZ:3J%F;R/0_&"Q64GCOXFVR M7@E@&IZ5ILT?
AGP_<(XNK62|U^>-TG>U>+^P_P#X*H?L0>)_ ^"AW|/CK|DG MPQ|7XO@=;_ \$C5|_D|3^*
|GX>Z;|2H|1|_-:/<2:E/X;BT>_OM.;3YK|5X=*08
M|>T^|CU/2#IC2VIV2%3^97|,7_!&7_@HA^R#|!%?!7P!_9|_X+%7/PP^%W@JU
ME32?"NC_+ #OP>U-(:K4+E|S4|R?5M8|4MJNLWVIZA/ONM8U%A=O&H9D.6"@
M'|)%W#)<6S)"XMY&5=CN!((RN.%C^Z3U!;D< C(Q7|5/_!X9_P \$|-#^('L_ M7@;_ (*
>!/|"R)|10@CXBTOP1|7-2T?3D:ZUKX5>*[IK?2M:|0-96|=U=/X2_M|236UN;^YN9(;3-
5>)6ABW\$?L:/^"?_ /P5_(R/^"Y6M8/(_P",\$_ @9T^|I_ M3Y_\$C|*|^*^W_!+3_@IY|:AIXZ^\$?
Q9_P""SM|XW^&OQ*|*:UX+|9^%-6_8 M/^!|FGZ_X<|0VC6.H:??>+!KJSV_F)
(L<&HV|D<|HSF|CS+\$M_! ?W_!!I_P3 MO|0?M+_ MO6_ |8OBOP|I=U|\$OV36N+J&?
6K)KM/\$/Q@UW2;FW|(6FBP36|V3W M'A>*;Q!=SS-(^FN-/>)EG>"6|
U%%&'&GZSJWB&+P_IW|\$7PCUIY|7U^5_M9|0U+5-=|0^*YM|G6&WBB%|
(#:00)#\$YC7!^I/^'?_P#P5^_1_P/R|: MZ_P_82^!FY!G|Z_ ^*=NX\$8PX9,\$D|B0#|V:*_"8?
L1?|%I-%;RM!_P""S?A+ MQ_ETH>|F|<_L*_#B*:TD3!":6/#GC6TMS"R@F3S|ODG
|T#|CS_@N("?"%Q/^DNOP6_|\$%?#G_SQ*_W7HK|*^ACS_ (+B?|)=?@M_ MX@KX<_|
GB4?|_>?|%Q/^DNWP6_|05|_?_/#H_ =>BOPH'|_?_!>W1L6NC?| M%0?
V1_\$=L2))KWQG^P_=0ZC('9_F@_\$R"U:W)'S;V|VDC.234H_9Z_X.C MC_C9%^PO@YZ?
L|B4_E_P_79Y_/CWH_ =*BOPO_.&>?^#@'_D|^'PS_P"(M.^)/_GMT?|_|P#|P#_TDC_89_|
\$'?\$G_SVZ/W0HK|+_ |AGG_(. ?^DD M?|#/ _B#OB3_Y|=(?V>O^#@\$_9_P"-
D|I#)##!;_AA|Q/E0.A11|6MK,22&S@@_M!2_|@#|T:*_"X?|I_@X9L_|
1;7|MG_@FKKL\$1^34M8_9-^,>G:C=;S08W-E MH_Q3;3X&C9FA06|'?
%&DDG|UI*L#X3_|#^!G|L#_@F#G'_1K?QW_P#GL+_ (M?2@#|R:*_#?_(5/_P_#_|
T>|_P3!_1|;^_| |JJC_A4_!P_P!|@?| M!_'_1;^_|J|@#|R**_#?_A4_P#PO/_&+?QWR!Z@?
|+7?)|8QT).>.0#|RJ*_ _|^\$/^#C" M+|Q_PN?
Q1W_DCR_MW_"I|VC|/%KS'(NFM&|:70M6D!MQ(X0)'--/A+_@X MR)^7XQ?|I?

<'X6 M&|?^76>0/7ITYH =*BOPL_X1+ (-/^BQ?|\$/ #6 M M'? -51_P (E_P<:?)
180^"4G_ (:W|H|_.:J@#|TZ_SVO^#R?_@GYX?| M,ZI|\$|_@HK|_-/"5KILWBS7;KX*?
M\$W>CZ?:6|5_XB&G/JWPO|:ZT+6T2_ZC MJ%A8^(/#6IZU=L|7,T'AFU=RYC#?TI?
(E_P<:?)%B_X)2?^&M_.:_ | FJKY M_P#VH?V-?^"XO|8_P)^(?|_
W|0/C;_@D_P"+OA5|3=&;10\$EC;?"K|H_ZMIO MES07% CXA|.7&H>*'ATOQ=H% ^B:OX?
U0AX;'4;(+*LL4^5 /P_X,YO|_@G-X M@|4?%WX@_P#!2+Q_X?T|?A|X%|.^(OA|!#3JL\$=Q?
ZG|3-6GT;_A+ _&NEK!BZRW&OZM-?:A?SSR-=B2X"!N%5?K:@_HHHH **** "BBB@_HHH
MH **** "BBB@_HHHH **** "BBB@_HHHH **** "BBB@_HHHH **** "BBB@_M_HHHH
**** "BBB@_HHHH **** "BBB@_HHHH **** "BBB@_HHHH **** "MBBB@_HHHH ****
"BBB@_HHHH **** "BBB@_HHHH **** "BBB@_HHHH ** M** "BBB@_HHHH ****
"BBB@_HII=0P4GYB.XP>A..N_ =1ZT;EZ9|>Q|=>WZ_M4_|-7II?Y=QU%-WKZ_H?|*_
Z^OZ'_"G9|@WU6S'44WOK^A_PL_HI MN|?7|#_A107U_0_X4_.HIN|?7|#_(4;U|?T/^%
#J*;07U_0_X4;U|?T^ MA0_ZBF|U|?T/^%&|?7|#_A0_ZBF|U|?T/^%&|?7|#_A0_ZBF|U|?T^
A107_MU_0_X4_.HIN|?7|#_A107U_0_P"%_#J*;07U_0_X4;U|?T/^%_#J*;07U_0_MX4;U|?
T/^%_#J*;07U_0_P"%&|?7|#_A0_ZBF|U|?T/^%&|?7|#_(4_.HIN_M|?7|#_A107U_0_X4
_.HIN|?7|#_A107_.|YQCD|XSV'I_AUHN_N_G|KI?FT05 MI;@W;5Z=/F.HI@=3R#U|C_A2|U|?
T^A1;^00_.EH_)|ZCJ*;N7U_G107U_M0_X4_.HIN|?7|#_A107U_0_X4_.HIN|?7|#_(4;U|?
T/^%_!|T* ">@X|(#C_M))|NOJ?S(=3=Z^OZ'_"E#_G_/Z&@!;.*0D#J:5UW7W_|.M%-WKZ_H?
|*-R^_MO|Z\$T|FG_7H_ZBF|U|?T/^%&|?7|#_A3_=13=Z^OZ'_"C>OK^A_PH=13=R^
MO|Z-R^O|Z_'44FX<|/7IP>U)07U_0_X4_.HI-P/3)_X49'O^1_PHLQ77=?
MU|A*;07U_0_X4NX>_Y_"BZU|M_+U|?.P|H6BF|U|?T/^%&|?7|#_A0_ZBF_M|U|?T^
A107U_0_X4_.HIN|?7|#_A107U_0_P"%_#J*;07U_0_X4;U|?T/^ M%_#J*;07U_0_X4;U|?
T/^%_#J*;07U_0_P"%&|?7|#_A0_ZBF|U|?T/^%&|? M7|#_(4_.HIN|?7|#_A107U_0_X4
_.HIN|?7|#_A107U_0_X4_.HIN|?7|#_M_(4;U|?T/^%_#J*;07U_0_X4;U|?T^A0_ZBF|U|?
T/^%&|?7|#_A0_ZBF| MU|?T/^%&|?7|#_A0_ZBF|U|?T^A107U_0_X4_.HIN|?
7|#_A107U_0_P"%_M_#J*;07U_0_X4;U|?T/^%_#J*;07U_0_X4;U|?T/^%
#J*C\$J'(R>"1JUNW!_M_AY_#V|12F1!W|@<_DY/3(R|!!W-2Y12NY)*W-
>^G*G9RVV3TOM<2;=|-. MVCMT|>P^BCK13335TTUW6PPHHHI@%%%%%%%%!1110_4444
%%%%%%%%!1110_4444 M%%%%%%%%!1110_4444 %%%%%%%%%!1110_4444 %%%%%%%%%!1110!5E.X@*6&&
(QQG|N2<_M?IC|TVKX;_:4_P""@G|.?|)WC'2/_Q@U_Q-I>OZWHX|0:?!HWA35|?AGTV6
MYFMS+YNGQNB M%)^|&SM4H=QW4_R!'XU_)|_P7=0G|I3X_M;
C*_P#"JT)_>HF_:JNHCR|;U8J?0%3@\$C-??>%O">7|<;8;A|YXBGA:V" MK5G/#S4)WI0?
<_5C_A|7^PJ_C_A+OB!P2#GX;>)Q^C6X./3VI?|_A|7^PK_T-WQ_P##_M: ^*#_*UQ^5?
S&_#C|BO|HSXN>#5^(/@'PKX=UGPD+&34;S5)?'W@S3VT:QAD_MFB:Z|0VMUK\$%P>?
Y+_.K0J4(WES!!>|/:@P6UC;2WEQ)O|_W4\$+'%8(Y(OE9A.CF_(M(K\$*>F/T8/#:19T|RXB
M|)RY\$Z>>9%47,H*=KPA*WNRB|NRNU'XGRA/Q7XLI|W|@X1Y7:7^S5G9WE&SM
M|I:QDM^GFK_V_|_#ZS|A3_H;O'_/X;?Q-_|CT?|V/K/V%/^AN|?_P#AM_\$W_M_P
CU_'0CQL77^*\$JDZB.7?%(84G950Q|H1I(I=|(7*C#X)":ET^-|5OK7_M3=,B?
4+Z|N|>PM;>SB>5|B|N)\$A2VA9D2.2?SY88O(5_/G1R211Q\$/653Z,
M_AC2C2G5S;/Z<*TE"G*IGN10C*_^P_-OXF_ ^1Z/^'UG|"G_M_\$-WC_|_|-OXF_|
D>OY\$ _&W@:QA|-?%6J^!|?B!X:U#PCXRT+R5UOPYJRV_|MHZ3)=6|5S;)?)>9S7<2+
<031NLT6):CAXT9^QG|25:4HQIQ@_MIN*?
%TJDJ*P='VD(2J3BZ4HN\$(*)G)R<5%K^63C*^BBWH?U&?|V/K_M/V%/^AN|?_|
AM_\$W_R/1_P^K_85_P"AL^(/_AM?%'_R-7|=MW\$VGW|I-I%
M):ZIIMU/8ZC8SQ&.>POK61HKBTOK'GIUJDIT\$HTY
MPO*,FK.*E*R496FGXK|659PIT|'3G.I%S@EQJ+FBG9M-Q4;7VNU>SM>Q_6-_MP^K_
&%?^AM^((^OPU|3C|3;T?|_#ZS|A3_H;O'_/X;?Q-_|CU_'1J+1:7>
M7UA=LJ7.G7=Y9W4:QNY26RFFAE)9%9=A:|PDBEX2V(S*'907LH7/R|&=3D*.
M4D9#CDY(5SV_8C429_8I_P_/K/V%/^AN_M|?|_AM_\$W_R/1_P^L_84_Z&|Q_ .&W|3?_
"/7|=7'|W|!_C^AYHP|IGZ+_M_C6G_\$K?A|9/ZWQ59I23_M/*|4U=|3!O=?_S?
C#Q\$FTZ>%36_P'|E_D?V*_|M/K/V%^H;O'_P#X;?Q-_P#(|'_#ZS|A3_H;O'_ _(:?Q-
|CU'5@?W/T7_M_|HP|IGZ+_C1_P_2M^'O_05Q7_X<|L_ ^8A?
|1BxB_DPO_@N7^1_8K_P^L_84_M_P"AN|?_|/AM_\$W_ ,CT?|V/K/V%/^AN|?_|
AM_\$W_R/7|=6!_<_1?|&C_ MN?HO^-_'! *WX>_|!7%?_ASRS_YB#_B,7\$7|F%_|%R_R|/?
^'UG|"G_\$-W_MC_|_|-OXF_|D>C_(?6?L*?)#=#X_P#_V_B;_Y^K^_K_N?HO^-&!_<_1?
M|:/^)^6_#W_H*XK_|.>6?_0?|1BxB_DPO_@N7^1_8K_P^L_84_Z&|Q_ .&W_M|3?_"1_P
/K/V%/^AN|?|_AM_\$W_R/7|=6!_<_1?|;_#^Y^B_XT?|2M^'
MO_05Q7_X<|L_ ^8@_XC%Q%_A?_!/_/PV_B;_.1Z_CJP|IGZ+_C1@?

W/T7 &C B50P| Z"N* P#P MYY9 |Q! Q&+B+^3" P#@N7^1_8K_./K/V%/^AN|?_ |
AM \$W_R/1_P^L_84_M_P"AN|?_/AM \$W_ ,CU_ '5@?W/T7 &C_N?HO|
C1_Q*WX>_P#05Q7_./M+/_YB#_(C%Q%)A?|_P7+_ "/I%?|_A|7^PI_T-WC_/_
#;^)_O_D>D_X?_M3_L+!6V^,?B\$X*LV&^&OB=FZ+XJM4Q-&G.^9Y7I23JK4E_N+?NJ\$7IK
MY2V+CXP<1RY8JCA7S5ORY&N5: S-?A?:4_LTU7_(+_L6^'|_L-ZKJ7BOQ
MXMCXMTZ|U7173X=>)9#-:65|^GSO(J6Q|IA<1D*I+_IC+*^4K#_X?6?L*?|
M0W^/_P#PVWB@?SMO_K_KC^5/XG*A^'_|/Q4\$;O_OB3("GY3_)GJH/W#EH|
MH4G>#C:7R:Z:X7_LA_'WXS>\$('?'P_!|NGZIX5N|*_#V@1:EX
MAB56;1|/36=0LGN|TATV10|Y)"WR1-@X^9C|'WPNP>_J8|-|WXAR_#O-<;@(
M5|9G&54;ZRO^(P|"C&I+!+O'YOU_XMMXG&_|JUL/TI?^'U MG|"G_0W>/_|
PV_B;_Y'K^17XA>/&?PD|4ZIX(^)/A;5_!?'BS1YA;ZAH6N6_MXMKU)"I9)(TC)=VMP
|6=S;NZ7L<;R6X=>G&M53550
MC#GY/9RC4YN5+V;53X&I/GJ>+ '%5*7+4PM*\$KV:E1J:/JF^6RDGHXNTHM-22
M>A_8Y_P^L_84_P"AN|?_/AM \$W_ ,CT?|K/V%/^AN|?_ |AM \$W_R/7|<)|
MNK<_8MRF3*E47\$CO&ZEDD18O,+*X'RXZG<"0R,HGW1B-97,<<;!65V92KHRJ
MY*^69',D<3":6)D5UA:-T\$A?:00_HQ>&RE*#S'B3FA3A6FEG&3OV=*I3G5A4
MJ..&E&G!TX3DY5)TU'E:ERR7*9OQC'FUC>A52FN|&XI37G!R3L|;_M.W|B_P#P^L_84_Z&
|Q_ .&W|3?_ "/1_P_/K/V%/^AN|?|_AM \$W_R/7|<MPDC8,P*%59\$(/|IU:1=T?F"=84C65?
WD9:3!_8U_P_/J_V%?^AL^(/_(:7_MQ|_ (U'_#ZO|A7MXN|?_P#AMO\$Y_06^3^%?RA?
\$3X(?\$3X6^\$/A9XY|8Z7I_MMKX;^_AR||5?#Z|T|5K;4YM3T6PDM(+N>
|LX%%UIL|4MY\$OV6:-Y"-S#A37_MJW@?|AW|ISXC>\$?#?'CGP9|.8|8|/^-+6|OO"
;Q3X8T|5_%%M8B8W0T+1-3U_M*SU#4KF+R7WVMO&SIR|A1%=E|+\$>
@IA)A|=B^+FK6-WH&L:AX>UNSGTO7-)U"YTK4|)NX'%|8
MZA9S26|W:7\$42S"*:WEC9)%E>_|@0NX!6;MOA|_#?'Q=|;?B%X;^%OP|LK.|
M|8^*GNX|)M-6O!HMB|EG87&I21W-|>0A;>9|:V)C3|5.,*
MLE"G@J.QMLU_)QXR^\$OBOP!X4|*>,O\$&H>"SI?
MC.YU>STFQT/QMX>USQ':76A7L|CJ%OX@|.Z?=S:EH"O%GC^778?!6@:AXJE|+Z%?
>)O\$<>EK;O-H_A_3522^U:Y2YGMLV5M
M&ZR2O&SR|PR\$E1GA_HY^\$^)_H+\$T_ ^SVMAG|:^(CG^5>PBZ\$_9U54JUXQH
MTY0J7ARU'&4I)JGS6;+J>*7&%*I"C4P,%4J.T(*BY7;NTN:"DEHF_>DOT/Z|_M?^'U?
|'O_0V?\$_'PVOBC_P"1J7_A|7^PI_T-_C|>Q^&WB?/Y?9J_D4U7P9JF_MC>"O!?
CVZO/#4VB>/9M?@T*ST_Q)H|_XCMV|-W_5MJ\$EN^';>Z;4M"MY#-#- M83:E'
U|;3V|Q%%Y4|;-QRW,+ABLB|\$#DL0^T+&BNS':C;5_+*LAQ_S(0)N1_M6|Z-7ACBJ?
M<+FG\$>(|U:#G1SC)ZBC/#U(T:|)?L|+0?V|;-|=|M3^QS_(?5_L*_|#=|0|_MPVOBG_Y%I|
A|9^PI_T-_C_/_#;:>*/ZVU?QSORL,PD2@|;,"L)0?*D4_M|O+,3,&C:42|8W&&KZ*^#_|*?
QL^|.D2ZW|+?#^@Z_9PSZC_|M=>,_#.C:PJ_MZ3&DFHW9T34M3AU'^S;0RPK-
J21/8HLJRO.J=>;_HZ>%>3X;ZYFF=Y/OA-1G3IR|FYX1NKR5*M.G-4U)PG-
0FHR=C2AXH|7XFI|*A@:=6IR_M0GR0I2(I|_A)KNWGN(K>*#1|BZ6:RB%M*MW?
1RLMNRX,+,_M0*^:)IK>WE6)W02-*(8E#AO-E(+*\$V&0|= @W.|_*NZ,*/&
M&%G"GB,O5*=2\$JD(RP|5N4(7YI+EC*T59ZNU|.US^QP_|%J_V%/^AN|?G_NF
M_B;^MN*3_A|9^PI_T-WC_P#|-OXF_P#D>OXYFGMU8!I(SDJ_\$DAFD;<"^\$6*
M5U9X=1TIIR6-6V@D\$D%&V;FCD4@/'_M(KB2/8ZB1FBD(0A:D+Q%58"78S\$%S%,\$7F,
.X1DA+^9F)9WB,H4E>,XS7T9_M?#)JZS;B#EY<-/_G_+:%6K6OYR|GRO?>|O/1G|C)_X+3_
+"YY'C#XA|D|/AIXH(_M#%KV|'.#3C_P6J_84!VGQ?X^!|_|#|-%?|'_?
0MMOX|L9K^6+X"_L|>*OCY&*-5>2!+82|)\$?G"V7U|?0S3B?-LJJ866\$IU?[1X
M@R;!)2Q>#6/PBY|1@:<)NO@4L5%0E)JBU*HH;/MH>)"6*A2JX?!X>K3KP=2
MDX4&^>'MY8>Z6Z7MHNFKI7DDU>+3?|*X_P""U?|'A_YF_P?CW/PV|3G|!;%_MC|
,^U*?^"U|/"R@\$^+O'^#|T_|"M?%&&^A^SX". 'VG';/%?S:/!^PQ^TK_MXE|-
OXNTKPGX4_X1^V2_ZEJ%|)|3/_>G+H=Q|DD!\$<3D%:|/^*WP_|9_'"P5|_?
B#KLVD:AX2^*EAXEFT?4=\$N)+RWL_M-9|
(:@FG^(O#M_))\$FU2SEDBDC:W3R+J\$LUN|C(%:L+X'^#6-QU'+<-Q)F|
M7&5|3|/TZ\$.JRCGEB84*N)E0BY9="MGAJ%:O3I^TC*M2AST?:1E!R53Q,XT
MHTW6JY="G2C2C7E4G2<80HSUC5G)M*\$CE)Q47I-Q>B_JD_X?6?L*_|_0V_\$_M
_3X;>)C_*WH_P""UG|/"O_0V_\$_?7X;>)Q_.W%?R9?"#X2^-?CKX|C^&WPVL
M|+U7Q=)HOB+7QI^H:I:Z-#_9WA?3GU35F6|O/W+3Q6D;LD/&YD9&99-B/YD9
M81))%N0R0R&&1<.'6Z:S9TC8"26!9T96FC1_NDA"N"?M5LA%TX5I:0C_M(?6?
L*?|#=X_P#_V_B;_Y'K^42Q'|I4@B;#_':QA8*Q1MN&4J?-!'S>6_MKN5_4FF+=6KE0DB-
N^8\$_(#&.3*-X5FB*|QR(K1R88!P5-=4?HO>'4DG'&|4_M2BZDJ*E'-

LHE%U8?'24UAW%U*;TJ04G*F)J+T(XBUQ39R^JT[15V_JJ;17 M2_DONTM/^"?V. |
#ZS|A3 H;O' |X;?Q- |CT?|K/V%/^AN|? P#AM \$W M_P CU ',DL'Z2D|1Q9R-
N*G :66.\$|)7:C-824)-+?ED[=2)^+_ M
!)3E*\$Z6&A.#2E&5*:DFXJ2NFD|8M.|K=+WT/[O^'UG["G_0W>/ |PV_B M; Y'H_X?6?
L*?|#=X | #: ^)O| Y'K^K_N?HO^-&! < 1?|:G B5OPI_Z
M"N* #GEG_S\$1_Q&+B+^3" ^"Y?Y'JBO #ZS|A3_*&|Q | ^&W|3?| R/1_MP^L_84_Z&
|Q_P"&W|3? (|?QU8'|S|)%_P :;#^Y^B_XT?| \$K?A|_T%<5 ^M'/+/_F/(^Q<1?
R87_P7+ (L5_X?6?L*?| 0W>/ P#PV_B; P"1Z\A|A9^MPI_T-WC_/\n
#; ^)O_D>OXZL#^Y^B_XT8'|S|)%_QH_XE;|/?^@KBO_PYY9 |MQ!_Q&+B+^3" ^"Y?
Y'JBO #ZS|A3_H;O' |X;?Q- | (|' ^L_84_Z&|Q_M_P#^&W|3? (|?
QU8'|S|)%_QHP/|GZ+_C1_Q*WX>_|!7%? ASRS_YB#_B,7\$7_M|F%_|%R_R/|/?
^'UG["G_0W>/ |PV_B; Y'H_X?6?L*?|#=X | #: ^)O| MY'K^K_N?HO^-&! < 1?
|:/^6_#W_H*XK_/#GEG_S\$'_ \$8N(OY,+ ."Y_M?Y'JBO|P^L_84_Z&|Q_P"&W|3?
_(|' #ZS|A3_*&|Q | ^&W|3?| R/7|_M=6! < 1?|:;#^Y^B_P"-_' \$K?A|_-!7%?| X<|L_P#F(|
B,7\$7|F%_P#!_M|_P-OXF_ ^1Z/^'UG["G_\$-WC_||-OXF_|MD>OXZL#^Y^B_XT8'|S|)%_P
:/^6_#W_*"N*|PYY9_P#,0?| \$8N(OY,+ M_P""Y?Y'JBO_ ^L_84_Z&|Q_P#^&W|3?
_(|' #ZS|A3_H;O' |X;?Q- |M(|?QU8'|S|)%_QHP/|GZ+_C1_Q*WX>_|05Q7_P""/+/_
_B#_B,7\$7|F%_|M!C_A|A9^PI_T-WC_,-OXF_ ^1Z_C_MJP/|GZ+_
(T8'|S|)%_QH_P")6_#W_H*XK_|#GEG_P_Q!_Q&+B+^3" ^"Y?Y_M'JBO #ZS|A3_*&|Q_|
^&W|3?| R/1_P^L_84_Z&|Q_P"&W|3? (|?QU8'_M|S|)%_P :;#^Y^B_XT?| \$K?A|_T%
<5 ^'/+/_F/(^Q<1?R87_P7+ (L5_X_M?6?L*?| 0W>/ P#PV_B; P"1Z\A|A9^PI_T-WC_/\n
#; ^)O_D>OXZL#^Y^B_XT8'|S|)%_QH_XE;|/?^@KBO_PYY9 |Q!_Q&+B+^3" ^"Y?
Y'JBO #ZS|A3_M_H;O' |X;?Q- | (|' ^L_84_Z&|Q_P#^&W|3? (|?QU8'|S|)%_QHP/|G
MZ+_C1_Q*WX>_|!7%? ASRS_YB#_B,7\$7|F%_|%R_R/|/?^'UG["G_0W>/ |
MPV_B; Y'I#_P6M_84|Q_PEOQ!_#X: ^*"/S%L17|=>! < 1?|:;5!/1A|-O|
MC1_Q*WX>_P#05Q7_.'/+_%_|L/^(Q<1+_EWA7Z4Y?Y'J|BH_X+5_L)#)_P"\$ MS|?ACD?-|_
/%) "[L9&!;' '3|.E>_P#[.7_!0S|G#|JWQK?^ ?@[K0BC5/\$V
MF:))X@O;;6/! ^L^'|:/2XY88C.;F_B\$;|W\$>T!2".KJ1@_PV8&,<_3J>OL<_M<=>!D?
2OVG_."%0#?M8>-T8*<_""5,94;5VZSI6Q=ISA8UX4_@@|@|J^"|_M2O_'@SA'@|/_.
(,|J|25,PRW_0E|3\$YAA9X2"G645S4HTH2D|2M>\$-[VDDTE|_M)PIXE9YGO\$&7Y7CH8:-
'%QFY>PBH/EA?E3UO=I1NGN|Z:G|<2;MB|L|L#..1_M3J1>@^@_E2U_'5/^""^NJ/W@****T
**** "BBB@_HHHH **** "BBB@_HHH MH **** "BBB@_HHHH **** "BBB@_HHHH ****
"BBB@"M<+D'H#M_R3@8W9_M|^|?R>_|%X.?
VE/ABN|&/A>C\$C9R!JVIX7+*>,@G.>_85_5|+EV;)^4_@X)&_M_K.><<#C'7_
C^4'_@NVLK_M*?#39!JM*CXK974K-0HQRW&*=24H0@G4IRA&|JE2G'1M.70*RUUV
M/SKQ1INIPABH14YR6+A4Y;74GR+5Z1L^;R|-=3Y>_8R|2>|/\$_9C_X*:\$5K
MNN>&|)U'Q1|&M%L/#|AK&L;:I=|K|J|K4ER|GI-C=74%UJ<|:R2_8|:9B%'_M)
(K|7UGXM?_NY|5J4IFM82_MYKQLIM-6=|7N?T;.>_|'
, 'OC1|:_P|GZR|:X, ^%>J^%/B1XQF3XG>/_\$_|_M/_BVXU70;/2|^:S|V^D^""%70+?
3=3:*, ^&M2|8>5;V9ECN7CE,9103_!=|_M9/ACH/|1?|&GC_0?%7PZ|_
^)O\$/A_P"+W@OXE:KJ.L?"^XUJSBM|)O6|)V/C_M74_"_B|:;)? :LEG)83\$6Z);3):R2RQO(C?
R|1V|B0QOQZ3M/Q_JJ6(J4|@@|I5<13JQ:H9Q=1A.,K|LTX.22=HS3BWD)V;_M/Z
O!G|17C'POX!^%"_|3_\$?P.N?C7XL_:%MO"GQ/;:3?A1J: MRBTP2:9;>&KRP:-
)-8@BB0.TS/(KG)Y_XJ? \$'X&^/O!WOJ|)^-) _A!|X, ^#7_M|: ^NV:|MFBDGEVA
MHU*_@|[%|_D+MATFYB4Q^4RQZ-UMGV/Z'/VH_BK|&O\$VH^!/#MQX:T"&R'|?M("B_M?
X;^/;GQW|#|J_T?P2FO16^I-X:TCP-Y/B- "E_HO|O5(?&")<6P6,D-MEQQ_M6L_M6)K6A?M-
ZE?>)?A:/W/P_:_Q|_7_,_WT#0_L5SI7@Z74|1TC7M0T*V_ML;<3>)-
+>PD:YU"^ECGC82C\$YEM2L7X+Q:>83(8M+NXS*N4)H|RB9&"71;_M,1L2,@|E(Y)
R23(;20F(V9=GR.(5;2+ITA&_?MBC>T:-_Q8A40+EW.-S_
MOX|)X'Y+1H8*G6XKQ6(JT:|*|6>*AE^)^)QM*:C2_M:/ZCE.-|%%+FWE954
MX|J/\$NK3R2I""JX>K%K_U+R|C>|)1|E=1ES:ZN|D?HM_P50|?:U|1/VIM5U0
M>*O"/BOP2FA:0_PTU/PCJ7A:|@'ARZTV%M4@U"|T"Y:|&H+K+32FUUI9+BUM
MRL*X|M0+_P_6/'-|^T)^SW^R+=?!_P_6?#|K?X6?#_4_A|XV|:QX_|#/A+_M5_""CE-?
O=7U+QW)H>M:EI=Y:-W6FS642Z|86|TK;\$B8AJ_-I+26-75-.04
M\$A9I"NDW2EV8!6+A;0*VY?E((P_3@_|TR6P,Y7S|*NYP@VHL^DW"H?
N'7RK+:U',Y58U:5>.-3_MS6TG3IUI3PM6<:GL|1"G448VYEEY\$>
(W+'9K7JX'>QS6\$_.:7UN;#3;4XQH_MQY5|CDN5V<;1;=GL?T(_/QAX#|*V7L;?
A7P=XK^_-I^S5=^_&T?|8(|:ZG_MX#NM9U'QI:Q7O|H+?WWB2Y7Q?

>7.H>3;CPY=:7%)#=#1/,'KL'#'WWJG?XC?" M?P3KG[-%K\%?
&OP+|+_LYW7A+XL7/Q%&NZMX*TSQA\2IKZ\3PB\W>:S/:^*MQ),CPFT-
N1'+&F'!!4'^7!=/VNT@TJ\SC-"S.-)NU+-;L&B9@EJJL0\L^92- MGR@#
PTZ8K20.^CW#SR8WSOHLYG8*P* S?80-PBJ(U^? 5C:V\)) ^+QO@9E.
M/IHJ_%DW2Q%2K"OAW@,KJTJE\$/'SE7KQK<0UU7Q6&ECN2A**HOE3HTHN\$>5
M,JFAQXZ"HTXY#4<*>#I89S^HU.>|%32;_ =7?M%).>JUO\OZ0?@;|3_V;_!_I
M/OPVT#20#GA'X@Z5XLN/B9+|9M'7QSI&_#|=WK&H:WJC->^.AXWC7QR7A>:*
M\T*7PG\B-J(J*,|0@P\7WG G .5\#8S.L;2X@K M9G_! :M..\$KO
X:"X"E.: =..&I4LSK4X^SBE&+=IJ-J?P0B>!Q#Q'5S^EA:+ MRW\$8*.'T
M;>X/6RU+KG_D'7WH!_S|>W^~%)JFN\ GRU+_P %U|_ \C5^D0Q&\$A"G!8JDU
M"\$87=?"W?*G_-1GF?,N,V\LR7I@:J6FE\8MW>|&|%|/U\ C1L7T_4_XT\| M-2/;
/KSC)Z=001WY]*=JFN/^?+4O\ P77W_P C4JPW3.BK8ZB6(^51 MIU_UR
H&;88))'/H>.E1*IA\Z*CB:=Z4YUGRUL_ [BI7EII%VNNNY
MM2L5N:GF\$E\6GK\!5E;=V5HI.;|O2Q\+|33GX>?L|= ?^1'\1!0.I8>-=2V@ M/[3]IIS4M>-
CXB|>^\$ MO".I^'M(?0H\6W\8A-=U?2\1@TW3M0,%TT\I;S2'R72)#EC7QA\2X\AOA\|
ME%I?LT?@:Q/&|0V5Z'C+>, =4 WA("|3E665 W52,@KP?\$'TU9"Q;1\DLX568
M:1=@E\$.5B8"TVR1_%U*2*X822;B25*_FN,X;I<29-E|*>:3P57!<4XK.Z4:T
M,+B,'7HRQV8IPK4/K'M_:JEB5447)TG*\$8:24IKZ7+D>#_P!IWQ1V/?'GPO|
M"Q,^&'P\$^!/A+1/%FIKX=|21^)/B+HEU?V6MZEX3L|;)OM?DTP7EPOV^SBN MD:X9)' +
|5Y;R?-QYGDAA-A""J"(@@ 5=H!YJ"YTO\4DPFT>=UN(' @N)IM(N7F*2')0
M,;43\$,CON:UM\+N=.\LQ"&Y4*=OXZ?L\1Z&VE_!5\ MXE\2Z3X4L--C\2ZR;_6H?
#L2ZEK.GZ9?7=KI%O'XNB;PU::QJ5XXCTA\14VM
MK<|FD\B"BNJ\|>GQ\|C^'EAX%L_# 'PWL\3TWP!_P\W3_B|%\+(Q\9;3P +9K, M>%+?
Q|;=KJTTC\5MC;6\|\$(>(*LFX|M\2&T=XO*;3;V6,@EQ)I-W(LCD%9V9 M9+9EWS;F5V!
X0QCBNS@G@#.XXR;;<9A\K?\$V,E4I8G YO0Q\G2E1Q5 M*4_J\Q5%87#-
U:3AE|:.RG'8;+L9"C@*<(RRY9;5C1 MBHMMTU-) ^T2;;YG%)|VRL?TP6OQ,^#EU^UIX6\?
Z\?| @#2Y\O\ 8,|=XB7 MQKK?
PJUB>U^(&G^/9/I!MO\$S^'(D\&7/BRYLK:V6SATFV6XEL4DB&Z%MK8'P
M\^)/P8^(&F_L^?&3QAKOP\$3\I;4/V8OC7!HFL:I-X\$T70H/BIINO>&H?!\\$'B M'1"+;0M-
U(;3>:NVE?V\;V<=R%;RGD/-?S=IIPC!6/2KR-#)*T::3>+\$SPQ M^7\$?*"^R\!Y8R4*JN')<' -
*=/#%R^DW3\A@| |(NG "H4C(5\1D+0@DPNZLR-A MLG QY4/ ;+XX-4GQCF'UF-.E1C.-
&\$8\E+ "XG"/EY\LUJM\$M='JT\6/U>_P""E?C|_ "@#\C/ M^V_%?@3Q%|0-(^&?
BF/XCK\|;|*:SI_A\Q,VJZ;;F&Z_P"\$2NI;+33/:RNT M=C"BHTK-@'8I/U7\ OBI"-(\\$?
|\\$V\)|2:IX-L_B%HNF?&:'PG\1=1\9;2E MO\&=&=I^K)HLWCOP\'?
|O*UIIVL&&K7.GPHU\%EA&7!_GYCL'A+M%I-|&9 M"i?9I5\H;:K+|ZBVQ(6W\G:0.
|B,6^7!5*1Q\OTJ\87+%|D/I-Z5N"5*L) MU-KLD5@>492@8!E56
(^DEX39;6X.R/A.IQ(J'IEYGQ\F=7%X/*_ '0XRKX;-L;FL,OQ526*P=#!QH3
MP%94X4XV5:SY'RNW,X-+5M;637\%|/ &BW0?#47BNQ^,GC7P7XIUCXE_&SXJ M1?
&!;'7?@S9^!|, @O;"41>(/%-SXADN_\$/B+0/\$)DA&AQ>\$+Z?R)=BM(CHJM
M%^Q\X^|%^"-!_9 M_AGXN^ WAWX:S2?%:_:2F\4:KX%L_%UE\0)9M8M/#-S M!?:[+;>)
|LZN\$6TM\%.F.MN+=@ S\|P#_ #K\IJ2;?,T>XT9-I<*Q1U>/(0@*KAS:?N?>VDW3N
@5WTB\|D9# \$VZ-HVDM7:,QM\T6P MJL9YC"D5\B/
G+Z\|L7*7&6/K1JJ\$;=&IEF51PTE\5EAI2J86AF>'H+ />M:- ^R7J?QMUGX72?
%W3\|C\|LO6\4O+J\ M\&1^'8/C7>>)DO? -SXL?0S+X<329;Q4O=)_ M5SH,T,L\$22^2FU?3?
A7\3+2 M\^(O\-'BK\I+7O@K??S2_ O\2P\9:EI\N-8AN\CP_;M.+N2TD_=J <5_/R=-),C?V1>
RP"VD9=(O5=[1=/5\$;\$Z1=JB3?;%4:1=!%N H07'E?8_*:=4&Q)71Y(U
M)V,IP1Z%7P=RVK4Q51<1^R6-JYC4G3P^782G+"0QD\3*CA\5#-X5XT%3QE6 M6(P<8?
5)U\-(@*T)JIAE?/_7BK*&%E5R:=2K0DW-/ U%&WMW43409.|Y>B2UT M\TA_!;^*-A\OV:?
V3/^ ^OZGX%U\XN)K7QF\.,Y/#5OX:TO5H_#.G:\9-X3 M@UK1/#ZVT-G#);"0Z9-+ S3Q\B"
|D^?_P#!//5_"_AW\H'Q'K'B75=\$T.WE M^ /QJTI-7UN^TW2K9\N_|-V4-
IID5WJ)CA^UW\RL2P60,;3N-@QR^*(S;R^8
M\W\G:B)FP6F73\163"*5C4E(%#K&="H=7/)R3V1K:612LNF7T@8\$8ETF\8#+
MQ2!EW6I"N#_FV5<2*,X<\$YKZW#<"Y91X3K\)/,Z=2A4JXG\$4\97PU*=92Q.<
M4,V=+W\=B'&G2<*F'C\T4Z?+[MFE'P)Y\6EFCS*.\$S&@W1H0=+#4*U.#E2PE
M&A+FM3LUSTY*+LO=UM\UE^XOD_ QNTCX3?L+_"72M\3?#.U\2WO\;&@::XC
MT37V\+;K?Z1V\|>UN:T\2ZT^CZLTSZ=IUSIOE@EUZYMEM\2TO)KF*==JL\IK
MP1XY_9C^\$.H_M*:E\+M\ :XDU+|I2.6\TKPAXU^#NEZAJWPRO;;2Y3#IEY M\1S/HV\I^"
|J^NKN\4E\+2F\|@,H>*11%*E?S.FR-JGA*,;4?*UO'X+&O#KV>94+TZ\$:-:G

M3DJ:NG3=E91/?H\>XBC4HSGDM?%(A'??"6Q^'6E^)/# 'BB M\%?
&#|F&+X=ZO#J'P7EMM;M9_\$6A6VK/X#|->"\$/BFUL+2'S\$U:W|7)= "1'#
M+%C>: G&^S3KC9I\|H"L@4:7>JFQB2R,BVP60,"5)D#L5)4G&,70#|Y?>%M>
MT+Q/I6C_/\$T|-:QIFO:9'=:+>/9R7VDW|O?VJ72&U5OLK7,\$33+%) "S*H5)
M8^M=&*|&,IC*L7A.)MDE1JK3IPDOJ51J#C'E?)>E;T:M=VVL?TA?M1?%[M6?
A)) ^U|JGBG4?@O9Z5\|OB%|.-: 9>|+:7!|/9/%\$GB==4BN/%\$4NBZ7O\ M\$ \$TMY8-=P:Q:K-
D|:+,6 78H'S|^WYXP^""@#X SZM\|\$:1%U|JN|Q3I'QHU MA+;3K:7
(1SP5I>@:9:ZEI^FB> RZ/'=>.8M88FS|I'N'N;>-4BB5: '_XP M? \$3Q5|;_ (G^,?
BSXVTJS_X3#QK>|=ZW+HFAZC8Z<)!\$;61K8J)+J+= \$,1W M!4,"R|LPJ_ | %'XL^+_ BV?
1|2:::Z=: #7P!H'PT\|(V6@Z)?6-C;>%O#AXDENKZZ'E"\N9'N&B5W9W|3(/"G\$Y5C>%
<35S6T|#B./B|VP| # M.:.\$P-;ZI@./#"8)T|-
B9RQU+"YQA(9LJSC1|I/\$5H.FI2FI;8_BO#XFACT^:6P>1Y 9RTQ20-LKQ-[-
I'N7.C>4M|(OKF*WT M>|2*:19#+&92;5I)EA9CY8EDD" *\$
VUZOS/AG_K=O#Q+5Q>:0R|!YIGM'.< M-
6P|6AB)RG_JK_8.)HSP|YMTL/#%T85J%*522J8.K7P|IBZCE''*N.;V3X'+
ML/1PF)KU<+A8T:SJ8*K%<|&=8TZW_ &3/ MV^_#WBW7_ "-WX|1_ %KX5:A/IT.M://-
XLU*R|4:Q/KFK>' +-9FEUK2(*#+P M7=HEQ:6|\$@87#*=U=|;JVM_P#@E9^Q|INH>6?
\$, _QH^)>J>' +92JWL/A.! M?\$4=R|!.YFLFU.71Q.PRL5QY,@R85Q^8#VUP\$(-
A>A49Y%/IDWV!(V \NU;9 M?G9!LS@X4G;M)+5ZEX^^*WCGXD^&?A?
X+|101CPW\|O#ESX7|Z3IVBZC;P6 M5O>72ZAJ-
|= "87"3:CJ4LD9NKM5@#F)=D:JLOU&+X+6%Q^68K XVG"\$N*!| MGF,K5*N&C5P| #
!_&OP-| \L;_ ++GCFY|(TGA>|U M*:/Q:NM7NJLB?9I)(=-E1PI?S_LL:/|P1\9?!_1M(_9XT?
POXB_9|B_9+UCX M5^-.;SJJ73?%5SX,E|8W?CX6UPL@NX|38^-=)5>_D,FD-X?
W6QQFU9B6S=E*%% *J@!207 <#Z<)>6+2Z/ MSPBM*T<;&A-!OA=|_- 7Q\$ ^%-
Q=V6AZ|X#UFT^*G@"|32K>W\ P#8LS?\$ _P +^)|, M|.SS7'BI;PI9I;-
*DBLZC'KW|57Q=^#NNZ'8^"O# /PZ^'WBWPYX6^+_ P|;X1
M: _XK^)/P2M/AS/X=T^_M7&GZ#;^#|OB^U|-ZKIL7E:A)XKC:>"0!|^8F1L?S
MIIIOE|S'I5W&\NXRRQ:/1V>2%BEHL,+EL-\$ "\$*JH &#DAX*96XG-JU'#P
MQ3>&J1S*M"M%RH3SE*GB*+@X3G&4X5H-17+&45_K|*-.HHY!*4Y)**E@:B7
MQ1;N_9::)O9ZKNTS|/?^"FOB_0_B-XG^\$?CRQ;2= UO4/"^KV&K?"_3+GP/K M0|
16.JK'910: X +:9J.AZI' 7T.&YFFUF&VDC6|FAV-;Q_F'M!Y)/).2<
MD|1|9SUZ#Z"FOV!A+F'2KJ\$R,IRF'1KF%Y6D78|/)%9I(2P'!W@IT3:H J0V MUP?
^7+4O_ !=??UMB3|223W)-?JW"&28#A+),+DM+,H8R.\$=,;<55JX>-:K"K
M6E6_>.>9UY/DL)CL(Z|J;5.C@JMK1IJ+NN1) M>|GZK4;L7T_4_P"-&Q?
3|3_C3OLUQ_SY:E_X+K|_ .1J/LUQ_P ^6I?^"Z^_ M^1J^H^MX7_H)H_ | @ _ -AY?+/_ *F?
_A#4_P#D1NQ?3|3_ (T;%|/U/^-. M^S7'_/EJ7_@NOO\ Y&H^S7'_
#Y:E_X+K|_ Y&H^MX7_H)H_ ^#|+_ /-@%_P"@FC_X/PO_ ,V!RS_ZF?| X0U/_D1NQ?
3|3_C1L7T_4_XT M|I-%_Z":/ (/PO_S8'+/_ *F?_A#4_P#D1NQ?3|3_ (T;%|/U
M/^-.^S7'_/EJ7_@NOO\ Y&H^S7'_ #Y:E_X+K|_ Y&H^MX7_H)H_ ^#|+_ /-@
M%_P"@FC_X/PO_ ,V!RS_ZF?| X0U/_D1NQ?3|3_C1L7T_ M4_XT|I-%_Z":/ (/PO_S8'+/_ *F?
_A#4_P#D1NQ?3|3_ (T; M%|/U/^-.^S7'_/EJ7_@NOO\ Y&H^S7'_
#Y:E_X+K|_ Y&H^MX7_H)H_ ^#|+_ M /-@%_P"@FC_X/PO_ ,V!RS_ZF?| X0U/_D1NQ?
3|3_C1 ML7T_4_XT|I-%_Z":/ (/PO_S8'+/_ *F?_A#4_P#D10&0...G M&2.F.<=N>_<5^TW_
0J_P"3M/&^_O| PJ+5, _| @ZTOOJ.W;GKFOQ<%M<|K M/4.W_-
U'((/ 7MZ<=<^F,9KIH_ ^"%HDA_:Q|<-+;W< /PBU,*UQ:74"#?K6 MG^2!)-
% '\$|R+|\$|!\$9HDN !GKP*|3(J<9YK#F=22=-J2C6JT&H. NOG0G":Z|RZO="C%">&
ME&=*C4BJR4HU8*2>UW9IK5::IZ&8?BIH0X7X6^"&'JYM,L=QY/WLV)/O^?- M-
_X6MH7_\$2KP5_X*K#_.017Y7>;/ JI'XA_M0^-?A)| (_VAO| A3&@>"O@ MCX+|;Z5I4?
P8^&/Q%M/\$WC/Q/K&H6&WQ-KOCG3M1US3M(0VMNGV#P|-8>;"
M|: .073JU?,>O ML_M7_\$S|ACXJ_ %SX(> /A/X*^//P4|0?&?P!|=M=|4:S>>
M)/AY\,|=^|JW3^(|?!\>&IX7O?B!!XS2UA;PG8:M>0QZ-%=S2:A>3BU:9ON)
M83"*K|-2Q*3;M?\$5Y,YI-*RKW9^|O| PM?0/^B5^#/_ 46/_R%2CXKZ!GGX5>##_W"+\$?
K|BKY MC^&FN:CXI^&GPX|4ZJ|4VK>)O ?A#Q#J||4*VD4VHZOX?L;^>VM+8)!;->
M74LBVJ*L<\$?"A5XL;:TY;WR3_3WQ6T<#@GK|3\$+JKU|0|M>F-7X27^);J|T M_P#GQA?
_CPO_RH|H_X6OX? P"B4^" _!58? (= ' "U_#_ \$2GP7_X*K#_ M_0Z|8P/?|S_ (T8'O| F?)
&J^I87_G_7_|XO_ .>Q/N?|^+_ .>% _|ME9|/ P +7V_ /1*?|? (*K#_Y#H_X6OX? _B4^"
56'_R'7C&|I_F? M|: #W_ _XT?4L+_S_K_ ^#|7_//8/<_Y|87_ ,(|+_ | *SV?_A:_A_|Z)3X M+_ |
!58?_ (= ' "U_#_ \ T2GP7_X*K#_ Y#KQC_|S/^-&|I_F?:|J6%_Y_U_ M_!^+_ P#GL'N?

1^,+ P"\$>% ^5GL "U_# | T2GP7 X*K#_ Y#H X6OX? P"B M4^" !58?
(>=,8'O^9 QHP/?|S (T?4L+ , Z P#X/Q? ,|@|S GOA? M CPO RL|G X6OX?
P"B4^" !58? (= "U_# \$2GP7 X*K#_ .0Z|8P/M?|S (T8'O| F?| &CZEA?| G_7_ /!^+ |
GL'N?| ^,+ X1X7 Y6>S /"U M_# \$2GP7 X*K#_ .0Z/^%K^' ^B4^" P#P56'
AUXQ@> P"9 P_:#W M_#/^-'U+" |/^O_ .#|7_ |8/< P"?&% |(|+ /SV?| X6OX? Z)3X+
M /!58?| R'1 PM?P P#|S|I% P#@JL/)#KQC | P S C1@> YG &CZEA?^ M?|? , 'XO YI!
|G_ #XPO A'A?| Y6>S P#"U_# /T2GP7_ "JP_ | D.C M (6OX?| ^B4^" | P56' P
AUXQ@> YG &C | S/^-'U+" | P"O P"#|7_ | M|@|S GOA? "/" | RL|G P"%K^' /HE/@O_
,%5A_ | (= ' M?P_ | |S|I M%_ | @JL/ D.O&,#W_ , XT8'O^9 QH^I87 G_ %_ ?B_P#YI!
|G_ /C" P#A M'A?_)6>S_ | "U_# P#T2GP7 P""JP_ ^0Z/^%K^' P#HE/@O P %5A_ |AUXQ
M@> YG &C | S/^-'U+" | Z_ @_ % P#SV#W/^?&% P#"|" "L|G X6OX? M.B4^"
56' R'1 PM?P_ -\$|I% ^"JP_ ^0Z|8P/?|S C1@> YG &CZEA M?^?|? P?B_ | YI!|G_ /C" | A'A?
E9|/ PM?P_ -\$|I% ^"JP_ ^0Z/^%K^ M' | HE/@O P56' R'7C&!| F?|:,#W_ , P"-
'U+" P#/^O| ^#|7 P#/8/< MY|87 P (|+ |K/9 ^%K^' ^.\$<'&
<|N3 C35Y()<#GU)7MZ9Z|^?K0L!A) M5(-
SQ\$^3FG)JOB/@46I00+,*K3DVK-.*T:DI7L9U7^[Y84<*FYQDY?4|+M'I M;V76|U^|I
|U#XEZ)! :Z3*WPT|(3+-:S/'#+|I E)'9J)V3|/:H;\$A(FOYC>4! MF098GOE?
|+7T' HEG@G|= *L@/S-A7G&K@G3- "I0YT^[CCR0N"UQ(%!?.(U#
MD\$R_ '2(XE:.54|M_ S6_ ;E^- '|5/P?O| X+ZC| %M_ ^&FA_ "S5_ C|(/"?Q1|=
M^+HCXB|7ZEI CSQ|X:N?|7@?P;J:99W+65S_ :E|XKU1VE@DC2TL(X\$+)'7'
M0P&"P|&,7|84?:5.51KUHTZDIJZ6+2O|UFUIO MU>%?%OBGP P#M4Z3^ MS|
#CX3ZIX6^)*^ O#?PON=&^/7Q4U9/#MM|\$?'6E^ XX/#=YI>B37&F^)K
MG5+/RO\$">'KB.+5|/+NY)9|Q6\$P5-4K/\$3NTVEF6;4M&T|. % #,H4EZQC>6|F
MY\$+WHKDH893U P"8/"WW:Z45T| #^@|_ A.:A;PQ^%W@D|#!.DZ=NQDX ;^SP0
M.>V!D|35AOBMH()! ^%G@MB,?- 9E@V|VW?81T"X8K^!;JW)-;M
MXL^\$#ZAXNTZYTQ!K")XU^QZ>5O;^1KN5: ^|AK|8/VCOA/^V| #+|E3|H3
MXE>&/CCIWQ_ &?-9^-7A#QKHOP_ |.?#+5OAIXP^'E|::^| \$'P!)I7A)(;#
MQ3X\$U!M0M|8|(^)=8#^+//>;3K^Z>VMHE\$*AEZJQ2A5BGN|8|-)OIO*6;J4O M-
RLWIKL)0J|^'PSEU?U/"VOK TYOVW| (8S_ A: ^@_ |\$K| %?CI-D?Y6&^ M|/-
' "U|! Z)7X* | %E P#(%?FG|5 VT?|/PAT/XY>*-; ^'WQ+USPE^SOXE
M|+>&OB/XIT+3M&FTZ*?Q=I>C:OI| |HEC<:|:ZKK%I8P>(M_ M58(|F:.Z\$UL MC?8K?
97/- V^OA-|:GXDZ9X| \.?3PMX@ ^&WA_X*^)K00;03='O+ Q7I?Q M|1WOA3X:'PQ-
8ZE/8PM?^(+"71M5_M+[(=|P7^HNSJCUN|+@==<2EKMB,1
M9;02^,& ^4'ZG#XJZ#V^%?@ICV'|E6*Y/89^P MG&3WP<>AI3|4='\$:L/A1X+.Y"RN=
(LPDJY*B:(V>,JK%5>-|K@!GZ#!_ /GX M/ M3>\$OBGK/Q^TR^| %>,?AI= LP>(6|-
_%2#QS)H#6=OJ%GX9B|675|I|YX> MU74%N|,M=\$NH9+F|6>.#SD\$S0|@
?/'L.W|56BKI'PGL;JU^(WQ)^)7|8>L_ M&?
XV "3P;:W,\$DMG|&/'MQ) 9^I3WNIW5GL.@:|!%H
M^(7P&^+7Q(|;>&OBI|5=5T3|H#|H;3|;3|Z3PS9^*?!G@OP5XENQI7A*YMY| MO2+-
WTNPLI++3K*R7S9\$|HR7-Q+*C'Z\$|_# MJ?|/Q|X3TGQYI=|JNG^\$-=^
MEW^TEH^OZ|!;65G?_ #FQN:N/4X4MA>23P:SH\$|J-.UN*6800&2.|EG>-ZOV& M
;^/\$WZ)8BMK P"78M?^@?# +UP>%M_Z8/T:'Q5T\$Y_XM9X)!|9TJR'|/S_ ^
MOO2GXJ:)G DEG@<1KM|R3^R;)DC|S(B#XM%9C*595"+|A7+D@C/S=X*|30>. M?!'@_ P
:6-CJNDVGC/PGX=|5Z?IFNP16NM6%KXBTJTU.SM=6@@9HX-02&|2*
M|@1WC2XBDVX8D'|P|: :RMO!7|5?|:'Q<^(7C'Q;%|!/V1_ "/P1_9^T/X=>& M(SJ-
KX@^.0Q+6#Q)KVJXK7&TGF4P M6#C%-5,1K;_ E_7>_ KC+!9RTC0PM_ ^P3"O3_P0?
N8?BKH(95_X59X(W/NV@Z3
M98.QRA4\$60P0RL"2,9&1P1E/^%K:'W^%7@@@ 'N/I+L>/:BP((U^0G@KXY?%;
MQ#_ P41^(7PUOM#^(N@> -" 8K|_ \$/2|@_ KDGA|J'C+7?B1XHL)O\$=@|C->
M1+K":1!:>';M|4@T^>?3)5%D2OF5Z1|1?VUO /PF_X3:+XC_ #KXF>%9_AOX
ML^\$/AWQM%'L.CZP-"T3XY:EN=+UR|4^&\$U*TGT/5H&DFU'3;NVN+I M88X=P.
<<+@;OFJ8A::?OZZUOY8WL#IU5_P P^%_ |(|+ /*3| -?^%JZ! P|\$ ML| %?
^"FQ_P#D*FGXK:%S_P 6K| %T|9:WJ-KHVG6WAK3V MM;#4|I76MTEUV|@TW3
9#*K?;|J>N_ |(CJ&LZ%X;:4?\$B>&WU72/"EYJMC: M&|U:U&M|9VJWES-
%;3ZU;O=6:V|Q!)!%(T?4L+@9)|L|2FFM7B* MS77_ *C 2M?FI86_ ;ZGAM/OH'T./BOH/?
X6>!Q_W#+\$G_P!(/ZT'XKZ !G_A M5O@C Y) LNPX'T^P\$GZ#!
|YP#7YS_L= ^/OCO|00#/Q43|HFW| #VWQ*|&?&WQ MCX/70?AE%-
-5|5:/K\$OAGPUIOA%1K%|):QP0)%&9)&5)'#D|-@*=-3<|2W>S2

MQ%9/_%KC+6UMWTJ!^[S6]EAMK [EAFOPH'[9O\5="5"5)7!4:7IX[\AO^)?
R&P.#D<9(Z5^3> MO_ '&^|+_ +8W[(?A/3?'1^('PP :E^!/Q#M=)U72;K3YI#|1>,?AYIFD^-.
* M|=Z;9V\$<>FVLOBC0+O4WB-A\$J6YDM[1"JVR@?H&PW'+-N9MS,0/EWECO\L\$8
M6(,"L2IA5"L% %*%"P-9M6Q+5D^;^T\VI^=E3P^90IK_ +=BF|Y7=V\$>22=Z
M.&L]%;!85-6?G175?<>Q'XIZ&2 ?ACX*8D\$9.F:>P))P,Z<,+G/RK@ DX')
MI\$^*.BID#X9^"QD!1_Q+; 8_+3P,#' QGCL*|>P/?|R/Z_K2;1QQTZ0-P_LK3SN(Z[|@+#!
(.>HXZ]:= PM304X_X5;X)/?| Y!>GC/L2+#KU M(X8 '/C>Q3U'ZG_
!I<#W_, P"-5#+L!!W2Q%^ _JKYWZ?| 0V^|?N_ |^C?V7I^ ?4_P"@8&/?|:3_ (6GHBY)^&7@
MLCC(.F6'S'G&XC3_)L%CC.<<\$=*|

IH Z/ MSXO^>J?|]"CSXO\ GJG_ 'T*YT'CD0/&Z2(>C(P8\13L#TH Z/SXO\ GJG_ M
'T*//B_YZI_WT*YOC.,KGTSS2;HQ+Y9=!)C.PL-V/7'7%%F!TOGO?| /5/^ M^A1Y|7_/5/
OH5SF!1@>E '1^?%_P |4_|Z%'GQ?|J4_P" ^A7.8'I28% '2 M>?%_SU3_ +Z%'GQ?
|J4_|Z%E&!0!T?GQ?|J4_P" ^A1Y|7_/5/^ ^A7-X' MI2X% '1^?%_SU3_OH4>?
%_SU3_OH5S@7)P!S4,US;6|D<<||<3RMMC5V +GT M%%@.I|^+_ GJG_ ?0H|^+_
)ZI_P!|"N<(QUHP*.C|^+_)ZI_P!|"CSXO^>J M?|]"N:5XW+!'1RIPP5@=I|#Z4['M0!T?
GQ?|J4_|Z%'GQ?| /5/^ ^A7-X'M| M|]*,#M@CVH
Z3SXO^>J?|]"CSXO^>J?|]"N:=HXT+R.B(K.P4#|32_ +C=D;
M<9SGC'KF@#I//B_YZI_WT*//B_YZI_WT*Y4WEHLD,9NH-|^?*<'S,=<>M3X
MQVHM8#H_/B_YZI_WT*//B_YZI_WT*YS HX]*.C|^+_ GJG_ ?0H|^+_ GJG_ ?0
MKG,"DXSCC/I0!TGGQ?| /5/^ ^A1Y|7_/5/ OH5SF!1@4 ='Y|7_ #U3_OH4 M>?%_SU3_
+Z%E&!Z4 ='Y|7_ #U3_OH4>?%_SU3_ +Z%E&!Z4 =' MY|7_ #U3_OH4>?%_SU3_
+Z%E&!Z4 ='Y|7_ #U3_OH4JR(QPKJO|CFN M;P/2KVE#_2F_W: -FBBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "JFI?|>3_A5N|JFI?|>3_ (4
8E%%!!1110 M4G:EH- \$5PDTEI/'L\$G:-A&Q|-CBN\$|*1P:;J<=GJMOJ%IKGD2 R32L|5S|
MIZ'M;U700"NEW!@MGTF2^:WY)\TLS')L.#%=0=>O5NO\$|7 MEQD:4/W)Y^;_
'J#X.MCX9L|\$ ^US>7:W?VM9<#WJW M|U;)>J!
<018VOCOSS6CG3D|LE1FMC!DU'Q|J&M>'I|6:VC:[MMZ1G=MW<;MP
M'7VJYI\$FN2>+==BFN(' @B4>M&?PE%):.6D.H7%O/IR;(YXP,
ML.,Y!X|59_X1Y\$|03:M#>SQ&X0)/-CX&,GOWJO:4^@N21R6D>(9M'|&Z%9 MV@A%Q=-
)^|JGR4C48SD#D|:ZOPMKWE,;|/ "\$D'8C/-5#X*M|/'
ML+%;N9)K%F:&YVJ3SU!!X/2M;1|+_ LBV>(W+W+N^|I'15Y^B|5%2=-Q=MRHJ
M:>NQYOJ+0RZQXA21=2FOQ/BS^S-(0AYZXX Z=:W)\$UM?&6D1P"!|J5_L@K(9R
M=HZ9)QWZ5U.EZ-'I6HZE>13R.U|O)&5L *1GI^=2'2D_X2>+7/-;S8|9K<18
M&T@|ZIUHW^1*INQSL'BR^N_ "T.H)|CMKDW+6|IFW%05QRJCD|:@7QK?|(IJ
M&HM# UW9720DJ"\$D5L|X/(/%7U| #VT>F0VD5|.DL%T|S%/M4E2V,C|XQQ2GP M1:G1;
|3#?7#+>3),I5=P*YZ?G1S4;?,=J@R|U;Q)8/IEG-!8-?WTLBA5+;\$ M7"
|<^_)S68_BSQ(FF:A= 9; C3)=ERQ8LJ|@## MY_Z_E6<_A.W?
3=7LOM4H74Y?;=L#*T%*,Z=M4#C/HRGXB|27^GRQM82V21-
M:K/LF5WD8G.1A>@XZF@^)M1U!='M=*MX%OM0A,|&?)2-1UZQ!XIWHV06J
M7*>J^)M6T^|M-*=,*WU!X|.N)9=S1KR< <|XHMO%UY=PZ'(MLD;7EVUM<*P
M/&,J367BBU@:.*&3|N'&0^P|<'UJQ-+=Q#PNN MK06=Q<37*|)0&_ =H57!&?
XJT+;PA:06VJ02W=Q<+J2!)7DQN!|:=#X8\$<>EK M-J-Q<-
I|_G1O(HRPP,?;BCGIK1"Y9D.DZQKNN74E|:6UHND1W+0E7)|T@'E
ML|*S8/&.HQZ|:03M8S6|JP8=D"ON09P#N/RG|#6K;^\$8K2^DDMM1NXK*24RO
M9*1L+'KSUQ5:W|"V|O<6|KJ-PT5M/YT,)10%YR1G&30I4M;CM/H9D&I7>CQ>
M*;JRM_.E_M14)*EA&"J98@>;=RXEB.5B^7&#GIZ|5?TC6;^V|.Z
M!|IVGHDNH7YDV27#\$JH!8DGN>E='T?A^/2K758(KF5EU&5Y7)P-A88P*IMX/M
MO[*L+2.JN(KBP9F@ND W#))/'3N:MU*;)Y)(Q-^O/"OB'3-4AA2^LS%EH
M2=CJ77!Y^M7;K6-7NI9M,TF"V.-GIJ-<-.3ELQC|N/8U>_X0ZU.C:A8R7EQ+ M/?
LK3W;X+G!! Z8XIU|X1@NKW|3#J%U:E|=;>=8L8E55 &?3H.E)3I|!RS,
M'0IHXX?!L36D,C2M,%E?.Z+|_ P|VT|6Z|ME=:GJFLS86EZ;:7).JQOV@BMZ
MU|+V|HVCE+F4C2VW<-@MLOD)&8XI\$=WG+@'C;P,9|^E2ZCXBUNRU"SLW2TM|
M|"/-C.D)',JIZ C)Z^E8FK:=J,>M:B|5AJ'VI|BV4UN5,?RJ%#-GI^%=-= M^%IM:M|;^U-
4N!OBB%U;JJE&=0,D\$|CD=JN2IQL2N=W.E&2BL1U';D?A7'WU
MQ+!|169';":>SA"QVY&.U:NDV5|'K>HW=P9(|0*EO:0,^054 ;_:I^M27/A^
M&YUQ|5:XD61K2T,"Q|5:VW|BW=[:V@L-0E|HB,G># M@_-Z=JT+36-=U;5;|^S;:T&GV-

T::02D^9(02"P[#IWJ<>%8!INDV7VJ7;IL MOFHV!ESZ&D_X12./5[B]M-
2N|:&YG|^>VCQM=^L3R.O:JYJ:%%::A88/0X|
M9I*HZ;IS:>UZS7DUQJIG,P\$ISY6<_ *OMS5ZN9VOH:H6BBBD,**** "KNE?|
M'TW^[5*KNE?|?3?|M &S1110 4444 %%% %!1110 4444 %%% %!1110 444 M4 %%% %
!1110 4444 %%% %!1110 4444 %%% %!1110 4444 %%% %!1110 M 4444 %%% %!1110
4444 %%% %!5340^/)_ PJW5340^/)_ PH Q**** "BBB M@ HHHH **** \$HI: *
_O5M8&ES6\$ "0&>>|G\$2(#C YRQ^G|: +;Q|IMYKEQH|
M,S&|@#%E88!QUP:R|6Q_PGWA|?| P|YXKS
MN2^1?"DMM;K<6T"ZA"=R),\BE3G)1B2<>OX5>L7TRP|0:|VFR7%Q81Z=E2K
MLS^X5CR:/JZ2=P|K<|%&#T93ZX.: "0,Y91CKDBO,/ #R8?%MA|@8*MQ:R,T2
MW\$DH)XQNWG@_ 2L^*6T?0:"Z_M"Z:6Y=047.;20| =ST*|!BCZMKN'MM-CU/5
M=3M=%TV74+UF6WB(#%1D|J*CU74I+#2EOK:SD02SHJQ(0"5;OSCI65|10^1'
MO| #^*/\ K6=XJU>TNO R"POU>6.>V#^2Q!7D|5\$*2:3|RI3.:1VY
#!VFMKV2R874MGN#Q+P2P&<#-<9J3V|MXX6XGN&O5EN(XU2&9UDMS@<
M%.%*^_-1:-9Z;82^)T1I8|1A2<6Z&5|^45!)QG!/N>:OV"M=LGVC9WUA=->6 M\$%S+
:9Y%W&%V&5JSQC.1CUSQ^>=>6UL-50?"-E M+ -)TR^:SG>9YDQYGE1,XCS_>
('%90@:TMT2_NXYU>667 A65WE.,*=WOGGW
MK,\07<&BZEJ&K:'J|:7I(6ZTZ6/=YY|!D>E)4ESN+!S?+<|J65E#*P((!Z|B
M,_A1N4_QKCKG<*|ZUZ|O-(O:R*%95.O6D9A4DGRI6^4@>G&*M7.BPS^+;;2+
MB>Y^SPZ.&94F9=SC</<3JOL>I'@L.5#5=7@TA+5IXD)!U<5+,M|JN@VOB>ZGM|.:3A(<
MZZ\$LWESEHN,KZ9K4=GJ|406 M:VDCW+.,# Q@|L5\$*
<7+E9PXZ5K|"/|>IG|1G7Z9XPTK5+E+6WFGCED4M&L ML;()
!GC(P>*GMO\$&GW>DW6IQ.QMK5F64E3D%3@USVA:%J=|NB:MJ=Y:/;V-
MIFTAA4|L%,#<2/0UAZ;::O+X-UR>UU9(+%99?,MC"K%_F\ \$1D?G1|&FWHP M|I-
:H|@^(|1XH%0RG+E4P6/OZUU&U?|H_*C:O| ='Y57,|6%97NQ@B<\$D-\$%(SUY
K.UKPW!JT\$:PQQ6LJW*30*D(!?;G@ MG'?-= M7^Z/RHVK_
'1^54IR3O<3BFK'+SPQW\$;1S0B2-NJ.F0?PJLFDZ?&C M(FFVRHQ!95@ !(Z9X|5V.U?
|H_*C:O| ='Y5/,^X|(Y|I#:.: ?M/V.'|1_SU M|H;OSQFAK*V:=YVM(C,ZE'D,0W,IZ@G'(KK-
J_W1^5&U?|H_*CF?<+(Y1;2" M-XG2V16A&(V\$>"@|!Z5E:UX<&IPP"SE%C-#-
YX*PAD=N.64C|Z=Z| VK_='Y
M4:5_NC|J:FT|H3BFK'G^A>'VT>:|O+BY^TWMTO995B\$:@#IA1@"M)M.LI+@7 M+6-
N|W42F(%OSQ71:JH&D7F /|0 _C4>AJ#HEID#_5TW.3=P44E8Y/4|#:5-
M:TR|EE(@L27|G9R|JCGT"%:9@C:X-P8%|XKM|S9|VWTSZ5U.U?|H_*C:O|T?
ME26K;U3RQ@-Z@8ZTUJ-LI6+26\$#L6WDM""=WKTCKMJ M_P|T?
E1M7^Z/RI1B.ZM8YT'19(PP'TS2M:0-"&UM&8XCE%\ MOA3Z@=JZK:O|T?
E1M7^Z/RHYGW"R.62WCCDDDC@5))#EV5,%OJ>|12Z=9W\$P
MFFL()1T=X03^9%==M7^Z/RHVK_='Y47861RQMXVN\$N# IF1=JR:/F4>@/I3 M39V|>
<6M8R9AB7,8^<>_K75|5_NC|J-J_P|T?E1=A9'.)&(XUC2/:BC:%"X M'IBHTL|=
(7A2U18GR701X5L|KZ3=;O M+M=.W%+94P&8@@'\ :UL,>2&S|*Z7:O|T?
E1M7^Z/RIN3>XDDCFL'^ZWY48/ M|UORKI=J_P|T?E1M7^Z/RJ1G-8|UORHP?[K?
E72|5_NC|J-J_W1^5 '-8/| MUORHP?[K?E72|5_NC|J-J_W1^5 '-8|UORHP?[K?E72|5_NC|J-
J_W1^5 ' M-8|UORJ|I8/VIN#|WTK8VK_ '1^5&T#H * %HHHH **** "BBB@ HHHH **
M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH ****
"BBB@ HHHH **** "BBB@ HILDB1(7D=44=2QP*J_VKI_/Y# M_P|JB@"Y15/^U=/_.?
R'_OL4?VKI_|S^0_|JB@"Y15/^U=/_Y_(?|_OL4? MVKI_/Y#_P|JB@"Y15/^U=/_.?R'_OL4?
VKI_|S^0_|JB@!=5YTB|_ZX/_ M "-1:&-"\$M,C^"L+QQ,^H^#|1@TC5DMKX1&2-
D<9;;SM_'I5#X:2WECX-MSK M^K+-?3L9"DCC,2| OZ9_&@#O**I_VKI_/Y#_P|JB^U=^
^?R'_OL4_7**MI_VKI_|S^0_|JB^U=/_P"?R'_OL4_7**I_VKI_/Y#_P|JB^U=^ ^?R'
M_OL4_7**I_VKI_|S^0?|JBK22)*@>-@RGD,IR#0 ZBBB@ HHHH **** "BB MB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH
PO%BJ^CJkJ&4S("I&0:N+H6D\$#_B66?3_GBO^%5? M%/.DICG|^E;2_=%
%#^PM(_Z!EG_-^5_P*/| "TC_H&6?| WY7_K0HH S_M_P"PM(_Z!EG_-^5_P*/| "TC_H&6?
WY7_K0HH S_P"PM(_Z!EG_-^5_M_P*/| "TC_H&6?| WY7_K0HH S_P"PM)!R-,L|_P#7%?|
"@Z%I).3IEF3 M_P|<5_PK0HH S_| "TC_H&6?_ 'Y7_"C^PM(_Z!EG_P|^5_PK0HH S_| "TC_H
M&6?_ 'Y7_"C^PM(_Z!EG_P|^5_PK0HH S_| "TC_H&6?_ 'Y7_"C^PM(_Z!EG

M_P!^5_PK0HH SFT+2-I XE=GT_YX+_A57PDH7P]J@*HEE Z >8W%;3?=/T MK%*
<:##_SVF\ 1C4 ;=%% !1110 4444 %%% !1110 4444 %%% !1 M110 4444 %%%
!1110 4444 %%% !1110 4444 %%% !1110 4444 %%% M% !1110 4444 %%% !1110
4444 %%% !1110 4444 %%% !2% @.I I:R M=6 UT?TH U-R_P!X?G2[U_O#\ZYF@#/
_N@#IMR_P!X?G107^ \SKF3QQD# M\:/SH Z7>O\ >'YT:E_O#\ZYJC!Z'YUS/U(^A/6B@#I=
MR_WA^=&Y?/P_.N: SUH((\!/?@#IMZ_WA^=&?/P_.N9^AS!#10!TVY?/P_. MC>O)X?
G7_C10!TN]?!P_.C'YUS7XT8H Z7'YTN]?!P_.N6CEBF7?%*LB YQE3D9]*?0!TN M]?
/P_.C>O)X?G7-< EV[V.EVUK/=OO\ >'YU MS-% '3;U_O#\Z-Z_WA^=4GX5A4 =-
O7^ \ /SHWK_>'YUS5)B@#0\36MWJ^AN^MM-O9+6] M:(F&6)L,&'('XXQ^-
(KV:6[N]W<13- J0"1C\2_ C6O2\ L M?6@#I-R_WA^=&?/P_.N:!\U('U-% '2[U_O#\Z-
Z_WA^=O)X?G107^ \SKFJ7! \ U&@#I=Z_WA^=&?/P_.N666-I&C656D3[R \CZBGT6
Z;>O)X?G2;E_O#\ZYK!.*.FW+_ >'YTFY M?/P_.N:HH Z7>O\ >'YTN?/P_.N9P:;'+' ,8I%D
."5.<'THL!U&?/P_. MC>O)X?G7,T8R: .EWK_>'YTN]?!P_.N9HH Z;O)X?G0&!/^EBBB@
HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@
HHHH **** "LG5O]=']*UJR=6 UT?TH SJXSQF+Q-2M)[C]>=\$5")OL+\$.
MC_.?;I79UCZKI.I7URTEGKDME\$!\?ER0B/>I'Q:1>33V4*7]I=K;RH&RAW\$<@X]ZT;
M;PG;V:;+ :X=4TQV?#+DS%LY)/;K4#5HI+MO\ B83"=6".N[CKTKI=. \+S6NJ-J-
[JLM[, [J;9]R;>""..>.*B@ \ 'M%X< MN-\$DU222U9MUO^ [QY'S;O7GFA3IK1
XS93NYKP: X8GU,1I<"WE>41-E< ,0 M>W.*BM_ \ 'TMU;RR6UL+"XN/(14D)F7G
8C'3/O6TOAR5Y]*FO-1:YDL8GB=C M'CS0P([>.
_I5*S\%&QND,&IXLTE\U83!ENN<;L]/PHYJ36HQ: !KGR/+BF+2J,X# M\$;Q.Z69WP=NW.
.=I9)\&J?#5A MHWVYL6E!;SS?+ ^]DD[<9]^M0I4NQ34Q]CXAU)[K5M/O[&"/4+&
(2A\$E^1@?4 MX]ZK:+XPFO-6DL;]+,JMLTXEM)"X!&/E.0*T+WPM%?ZMK%[+=,JZG
L!C5?] M7MQSG//2JNE^#VL=2CO+K43=[+9K;R_)V#:>!W-.]%IW%:H&E^(J4N[\$ZS=Z
M;#!HS1-(C+)F4 =,C'?ZU5T;QK<7VHV<-W;6J0WH;RA#(6>,@9 <8%7=,|*2 MZ?
:&35Y[C21&T:6C+C /JV>,+ [L>\$)M9^RQ>='>FV\O/!&<9^M.L[[7G^(5Y9YA-
JL"NT1D.U(R#A ME&/O'O4=QX#>;WGLTUJ:.QDG^T+;^7D*^<[G/-;\$F@R?)2-
;MM0>#="L, \.
MS(D4#'7/%/FI*]A6F]SG=*U[^S]"@ATK2XEN[S4)8HH=^\$R#RQ.*UK_6M;T]I
M3H&NK73K>Y>1E=I9R(P!T(^7G/TJ,>"U72X;:/49([JWNGN8;E4Y0L>1C/-.
MNO"=W=BSGEUN1]0MG+<"&QQMSQC%%Z38[3L8NJ:XWB#PC87KQ"&1=52)
MPC9!*YY%:JNO%<^F):VT<.,WELLLA65A_?48Y'XU"%X+6+0DTP:@S!+_ M
.V^:8^3_LXS^M6+CPM)>ZY'J%[JLDT\$ \$QFBA\OYE/9=V>GX4.5)Z>HDI[G1
MXYKKA\$UFZTN[\7WH8S?99%,<-JS *,X/ YYJ30-:UK63#>2:;.!#I4^ [8XDS(N.A(QT/UJW-
X?2?6=/OY) MR4M+9K9H=O\ K P
SGMTJKH_AJIT=A#'KD[V\$8<16Y3[I;H2< \XJFZ;6FXDI
MWU.BZ4M4M*LY[#3HK>ZO9+V9,[IY!AFJ[7,]]#9&YIW_!XQU:JKIW_ 'E'5J MD 4444
%%%%%%%% %74/^/*3]*P^U;FH?>4GX5ACI0 4444)7-^- \$U)M+MVL5N M6@68&
[2V;\$AC]JZ0UG:K87UX87T_59-/DC)R53<' ^HR*NFI239,U=6.*U&YL
MI/!L3:7=7=TJ:C'^[NF/F1M_<)K65M]H18WW*P., G' M7FG?]
(7'_9K6YOY'N):Q;N>X9/OL.V,\5?FV/1SZY?ZC).2EY: 9FAV_ =&!S
MG[*Z7.F]&8J.RE_PDUWY7AMEMHB^K??5CPIVDC'MD"L?3M2\3RVGB1@T\$GV:
M:1=SS',+ #/'<= ,X^@K3LO!DUM=:7+-K.MQ'ILFZ")H\ +@|=>OO5RU\,M:Z
MAJDBZA(:/46=Y+79T=L\YS[FA2IK8+3>YS,JSJEYX0T*:42C%[V+R95.YK;4-
1%M;6S6NGR^5,)9")92#@[!@]/K5R'PA-'T%KI\NK/+':7 M*S0\$Q?
=51]SK^M)>>"Q+J=W=V>H_9DNY/-FC:'>=VTN=\$\]Z7XDLM3O3<%(GGBFE+I)N S
MQ^- =OJ.FKJ&A7&E&4HLT A\ S&< 8YQ^%8,'@R9H[*VU+6IKNQLOEVJQ[%T
M8&>344YQ4;7ZE3BVQ+>^2+7? \$%Q:Z?" +N*VCD\QGV^82.A..!4>E^,KBXO;J
MUNX+65HKW&#UYZ5F3>% M+K3[> \U 7KW]T+)K=
(5BV;N1C')QP*M.E+J:M9VZP6+03PM<2 M&*0EH4 ^ZW'WN1Q]:B@ \: LUI:ZC/I<"Z=+#
(GT MQ[7]=(LXO&O(+A4P8F/;&>:/?3>XHX%8W MCR:6#PT'AE>) _M,8W(<'&:)]/UV*?
3+5-3N;DOU:7 MB'1AKVF_8S.8!YJR:@N[IVQ67NJ:ET+U<;&3?>(M7CU6_L-.T^"?[!;I.SR2
M;<#G/;DG'%)_PEMW>VNC)I5C')?E\$9629\)\$!ZG'-:B:"\$U:4[[[22;ZV6W
MV;/N8SSGOUK-7P:T%AI26FJ26[[IRLB7*QYWJ3T*Y_K6G-29%IG0V+W>,5K=:YI6OH;J_4
M6BBBI*"K^D_]? \$O^Z/YU0J_I' 'Q+_NC^= &O1110 4444 %%% !1110 44 M44 %%%
!1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !5:Y MLDNF5F8C [59HH
S_P"R(O[[4?V1%_?:M"B@#.LF+^ ^U+_9,7[[JT**,[^ MR8O[[4O]D1?WVK0HH
SO[(B_ OM1_9,7[[JT:*,I^R8O[[4?V3%_?:M&B@#/ M_LF+^ ^U']DQ?WVK0HH

S_P"R(O[[52U&*#3HX68. FRB/@XQGO6[6'XF_P!1 M9?]
7TO\C0!; LF+^^U'DP_WVK1HH SO[(B_OM2_P!DQ?WVK0HH SO[(B_O MM1_9,7]IJT:*,
[^R8O[[4?V1%_?:M&B@#._LB+^^U+_&3%_?:M"B@#/_LF M+^^U)_9\$7]IJT:*,
[^R8O[[4?V3%_?:M&B@#._LB+^^U'D1?WVK1HH C@A M\$2QJ200K4E%% !1110
4444 1SPB>)HV) /I5+^R(O[[5HT4 9W]D1?WVH_MLB+^^U:-%
&=_9\$7]IJ/[(B_OM6C10!G_P!D1?WVH_LB+^^U:%% &=_9,7]I
MJ/I)B_OM6C10!G_V3%_?:D_LB+^^U:-% &=_9,7]IJ7^R8O[[5H44 9W]DQ?
MWVH_LF+^^U:-)B@#GK0K>:JFFL&5+)865\|MO#\$_EBM'^R(O[[5F:/_CQ MXE_ZYV?
*]=)0!G?V3%_?:E_LF+^^U:%% &? \ V3%_?:D_LB+^^U:-% &= M_9,7]IJ7^R(?[[5H44
9W]DQ?WVH_LF+^^U:-% &? 9,7]IJ3^R(O[[5HT4 M9W]D1?WVH_LB+^^U:-%
&=_9\$7]IJGM:%+5V96)+#'-6J* "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH
**** "BF/(\$QD=:9]H7T- \$U%0_:%] M#1]H7T- \$U%0_:%]#1]H7T- \$U%0_:%]#1]H7T-
\$U%0_:%]#1]H7T- \$U%0 M_:%]#1]H7T- \$U%0_:%]#1]H7T- \$U%0_:%]#1]H7T-
\$U%0_:%]#1]H7T- M\$U%0_:%]#1]H7T- \$U%0_:%]#1]H7T- \$U%0_:%]#1]H7T-
\$U%0_:%]#1]H M7T- \$U<3X^!6:-
H.FGVVIW7D2O*)4!7.5'! G78?:%]#7.^* "FE^+TL%U!7
M'V*Y6X1DZDC/RGVY_2@#HK6ZBO+2&YA).4R!T)&.@C(J:H?M"^AH^T+Z&@": MBH?
M"^AH^T+Z&@":BH?M"^AH^T+Z&@":BH?M"^AH^T+Z&@":BH?M"^AH^T+Z
M&@":BH?M"^AH^T+Z&@":BH?M"^AH^T+Z&@":BH?M"^AH^T+Z&@":BFHV]01W
MIU !1110 4444 %%-MJ%O2H?M!_NT 6**@^T'^[1]H/IV@">BH/M!_NT?:# M_=H GHJ#
[0?][M'V@_P!V@">BH/M!_NT?:#_=H GHJ#[0?][M'V@_W:)Z*@^T M'^[1]H/IV@">@]
FH/M!_NT?:#_=H |||-.M)OOBAKVE0Q7OVN7RHMK08"&M(K[CG@9(YKTH=*P+/0-
+L?=\$=|KT%MB_O45)6SP OI]>_P!*U_M!_NT 6**@ M^T'^[1]H/IV@">BH/M!_NT?:#_=H
GHJ#[0?][M'V@_W:)Z*@^T'^[1]H/IV@ M_=H GHJ#[0?][M'V@_W:
)Z*@^T'^[1]H/IV@">BH/M!_NT?:#_=H GHJ#[0?][M'V@_P!V@">BH/M!_NT?:#_=H
GHJ#[0?][M'V@_W:)Z*@^T'^[1]H/IV@"> MBH/M!_NT?:#_':)Z*@^T'^[2?:#_=H
L45'%)YF>,8J2@ HHHH **** (+ MC^&N4|2>/?#_ (3O(76+F6&65-
Z[8BPQ]:ZNX_AKC/B>JGX8^(&*J6%J<\$@ M9'(H
@A^*GA:YL&O::>YFA6XBMF*P'(>3.W/E-=JRE>HZUX]X]B63X3>%8T M80F:XM 9(P
1E3S]:J237_@K6/&^DZ1J-[-#I*W<3W,F^1). \V/9%=!%5,G"@E3M'7)H
I*,",C>E!5@,D'%'/'A_4+BWT MKQ_IUO>F2T32#-
&%O1([73:GXIV5]JB6]Q*K"TADEP68QX&P?7'2@#V&75+&'58-+
MENHTO[A"4!/S,HZFJVFZM/J&K:I8RZ5=6JV,H2.XE'R7((ZKQ_C7BLFE:7= M^,?]
[K6HW%M%=:9ODG:X" R+G:H)'<|\$=ZTM?UK4M.B^(:VEW-\$!J<\$)D4Y M,43!0Q'IQ0!
[4:.,')HVMG&.:|9O]-T2V|W-KX8|<+()I(GN?M>HIM//"*
M3&\$)|U=|*7'A[6/!.E"34]0L(K75U2(3W0D,LP*D(' 9"<=N] 'K%*WWC MGBDH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH ****
"BBB@"S#_JUJ2HX?\ 5K4E !1110 4444 ,F_U1K!\0Z_8 M^%|#N-8U(R"T@*A_+7;_!I_Y)-
K'^_ ;_P#HU: -#3OB M/H5_K%IUU;&DZGJ%]J.J6]YI;6<-I*\$@F9\ MB=<
YZ5Y;X@U_2_%]MX-T#091?ZG!/:32&\$9\$ "HJ\|MVQ@|5JMY!:Z=|1#> M0RW5N-
1MD*"0J!_J^2>RYZ^M 'M:D.,HRL/53FD\$D9.!*A/H&KYRT>_|B'QW
M'TUQ&MF=,C=%TXMY88LJDKDGW!..6M'P#::+=W-_J0DL8+ZVT5TM!*]V+.WE
M'=,26/S\$9!&.] 'OH()P'4DC(/:@D!@I90QZ GDU\^:1I=KHVB_#WQ!90,N
MHWNHF*>=I'=R?,-N/3'%0:Q-HCVWC)M=FN_ ^\$M74673U9F\$JJ'_=B,>F,4 ? M11(!
9E4GH"<9K,A\0:?:=OJ&D6LOFZA8Q[Y8<8ZC(/XBO%O%D]M8Z[IFHZ
MM.FI:@ME9QW.E3L8YXI"J'?\$<|MGJ,J:UM%LM!L/C-KBSVGV:|N+07&GK+D M-
YCQ:GQSUY;- 'J7A[4K[5='6|U/33IMQO=3 [YPH.,AX332](N=&U&W?3;=;
MF2'3;PL(KK]YAMK[A@@GY>M 'N^1D#(R>0,]:*X+1YO#UY?>";B9;VUU0Z8?
M|/MG8E-@"@[SCD]'O7>B@!::*** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH FMNAJ>H+;H:GH *** M*
"BBB@""X_AJE=VEO?V-,\$@]:F71]-32SI:V\$ L&!!M]OR<^U7J*
'K.V\NUMFU".!8I;N./:TF. M6]10! ME2>&M#EU,:E)I-HUZ&W>>4^;=ZT^[V/-
J%XUW>:7:SW+(8S*Z9)4]JTJ*, MZYT'2;R&TBN=-MI8],[K=67B(^U2KI6GJUX5LH
M\$ _#T=A)8)HMF+21M[Q!.&/K5G^P]*^QVUH-.MQ;VSB2",+Q&X.OP)\UH44 '
M).3UHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@
HHHH **** "BBB@"S#_JUJ2HX?\ 5K4E !1110 4444 ,F_U1JE) M%'-
&T(/#EWHQ4627"JOFRVRA67:P8?AD5B>'?AX=*UN'6 M-6UJ?5[RV@-M: ^9&J+%&>".
<|\$UV|% \$/V2VV1Q_9H=D1S&NP80^H]*M+:

M2X6XDM8'G7[LC1@L/QJ:B@ "&2UML;A;B2VA>=?NR,@+#:5K>"2=9W@B:=00
MLA4;@#UYJ6B@""I);?9S; 9H?()R8M@V_E37L+*2...[*V:.+ 5J8AA/I5BB
M@",PQ&5)3%&9(QA'VC*CT'I4E%% !1110 4444 %%% !1110 4444 %%% M!1110
4444 %%% !1110 4444 %%% !1110 4444 %%% \$UMT-3U!;=#4 M] !1110 4444
07"-0U-@H **4@KU! M% !/:@!***".M&: "BC!(R <>M&: "BFAT+E
ZEUY*@\CZB@NBNJ,ZAV^ZI/ M+?0=Z '44F:6@ HHIJR)("4=7 .TE3G!]/K0 ZBCD8R.O2C-
!11UZ4'(X/% M !14?GP^?JG|^+S!;O*WC?CUQUQ4E !1110 4449H ***8LL;JK)(C*W"LK
MAO7'K0 ^BBD8[<[L*/5N* %HHS1F@ HHHH **** "BBB@ HHHH FMNAJ>H+; MH:GH
**** "BBB@""X_AKR7XP:I+8ZIX5MVU*^LK"YFE%TUD,R%1MY P.]'.>#_&DVB>&?
M\$>L7-W>ZMH4%TD&D-<8\$TS'.5/ QVZBNHTCQOJYUU-!2: -,NKFV:XLVCE#
MJX7JIOG!Y%:5X;NG\20#6Y8M/U:9+N");*4:-W"Y^8<8V]*LZ5/ FM?V
MWXE\42ZM>6UL\%FD-A)&J;ARQ^7EC@4 6[/XMZA+8:9K-WX;|C0KF<6TMV)0
M660G&007;380%^G>&+[QYJ4>F.;J/4HX"!(3JHD;=MX)^4=>E<5X6TX7OAW2 M['7-
>N(-)@NOM\$NEM8R;JP/ # =*Z* TO0-1B\4++KTBJ\|E|;EE+FW=,| M=V1SU\4 7-,\0ZJ?
BQ->>(|%|+ ^RZ*TLMNLWF1E1SN&.*TK7XG:H3IFI:AX;
M^S>'=4G6&VO!.K.NXX#.H\5BZ?#8OKTVJ^(?%\$FI/<:>|C,B6\$B *W|WY>G7
MK56PTVS5M,T_5/%TMWX>TN82VUDNGR*|;3E5=MO('M0!UD'Q(NY?\$*>&6T@+
MKOV|R'C)C6 8/G9[C!]>U.?XD2KX7\1ZP-.CW:1=&W6/=Q(!R?SKE(I.TV
M+6H/\$:^(S_PD*W\7,UQ|BF\J6\$X'D\<9 'ZFJ^L:19WSZ|:V/BU\32-5E-P MUK_9\A*RX'4[I?
N|=J.XF|>:NWBVUT'2|!2\FFM(KLR&4((U8G=G)I!Q6-IO MBVP\Z-
XAN\+27;Z;5_LL5OYI;SIF"|R>!DU8TN_T/3O&:Z\VK.;Z='9>2+ M*4\$E2?
FSC&.:Q+C3=#N-'U:V_P"\$@EBN[C4_!2L|A+&7|PX"X# CGE>U \$BZ MOJMUXJ\5R>(-
,>SDA|.L9;)9|R,..*T-)|;SZ7H'A+2M!\/?;7U M*R=|: SX\LAFLQZ<9-
9EK#;O=:S>ZMXK;|O-3TMK O_ &*HC)# \$#\$'W>>G
M7K5C1(I%TF_ |*7+ZXT@T.TDMY%6QE!F+9Y" Y|T :!7Q8B7P=)JMUI@BU-+
MXZ=|C,P5#-QSN/ 4;AFK?AWX@W>NP:W9C2X#K>EP>:(;X66&:(^4*RDCK|U
MQKZ%X=FT'4;";77-S-JAU*TF%C)B)B%^5@1S|WFM|P79R)%JJK9^((&U>\MB
MEO+!|I0QPD9(8|ASSVH |^'4GB|.C5=5MS:/%;-<7,(Y,84\$!|^ KFX/&NIQ
MKIFH:EHR0:-J0Q(Z#C=)%ITMOX;.EZMXT?2YEF@2&)EFE***"0GC"D#H!TH FTCQ
M5K.L7^J+!HT"V6G2RPM,\X4R.JY &3P#QDGWJE9^-I=1N|_1KP:?)H?39;B* M33|D2A"
048@G!&" M7=|IBB'37L\$CL|9D#94@.Q)/- &[X%=W|#Z4|NS,4;+;|2>(==N-+ MN--
T_3|1+K4M1E9(\$D;:B!5+,S>V :SM)M-8T>|T+P|;N'L;2&26_N?+(20\$
ML%12>^2#|*T/\$6AW6IW6FZCIEU#::GITK/"TZ%HW5E*E6 YQ@GI0!EZG/J3Z
M|X* M&%;:Y: N%EC@DRC 028/!Z=#@U0TOQ5-8Z!HZ;:IAN9M2U6|M4CEF^Z
M5>0|M0/3Y"9 MK&/05: ^BA'F#|J *>I^)|Y|GPMKD.JV'DW^EW50#<1V
M\N%;>Z%64YX&".C:-UQX@U>XU^|TO0|,@G33A\$+J;XDV@LX#!4Y'.TYS|57U M+P9/?
KXE"7T2'6+FUG3+40+-W%< MQ%RK(NZ,CH2!WSUH I^(_ &UYX=O'-Q:Z<+6-
HU,#WB?:I Y RJY|\$ ^G(J71 MI7?XJ>*4|QVB6UMBBEC@?(00=JS-
5^>HWEQJJ6VI6)MM1FBF>:Z@9|A"A!* MJW0*<=A73:~H#V/B|5M;-PCI?PPQ+\$%(*;%
R3|XH H7_BR|A\8G0+.RMBT2 M(|-=3"-IPP!_ =9(SC//6H=)U3Q)/X_|
\$=A.+:33;/R2B9P4#1DC:<_Q8!.< MU+XH|+:EXDNA";RQCT|?&ZL86^TPE2"=C@X
)'?/6II_#=#_B;6;Z&_@CT_5 M|=(KB,HWG(R(54HPX|\YH
H:3XZFN/\$,6DZC%IV^>WDF06%RLS1.F.QOM)YZ
M|.|*J:=|0=2U/4|)6&RT|;+4G?;!. 'GA11G+J#P?7CCH;:I7@+4|,N=.NKB|
MT|TTJREMXX|2W9))\K@,S'JW%9>7=UM@O|6>R:-|:(J=Y+X M&"" /?- '1|4|=
|F*Y"6!TN:Y^S*BW2 :AUQ(4SG:<=,9YKJO%FO-X9T5KY M;:SW.JP@\$X1"<_Y|*,|CT_|
M" G M.,!6Z7L_5_YZE\XV^V<|U3/Q'\OPUJVH&TM|F|TN5(Y\$M9@|4H;.THP)'8|9
MXH3X=RO:/;+>6O|IVU|)>QEX2ULN\|Q!#SLZ>_ %7=1*:EK'A.|TF|N=+M|
MB>17#65L8XE"GTZDT /B\6W|KJE|I^LZ1Y=Q%9F|@6U?>9\$'WD/7YAD<| #67
M<^*KC5_AOK.KWEM:FV2V\$B?8;D%ASRC8)*L./2NBOM N;CQ6-(?M=
|807NK6JVP2RA9+=-N?G*DYW'/. * +|JK M>(O^%H#2;=|M*%DDOEOU .W5M!I-
KEZ3/I>DI/9-#YZE4D7;R"!7YAS5_4?"VJWUY9;R9|
M);688F@F2:V9|65#_LD|@1SCG04|OA>\NYM N+BZLDETRY:XE6V@*)G""CM MT|T
=#90=/9PM?11Q717|I'&'4+N.XWW#/:^6FWRXB|A M#ZD'//O5V@"S#_JUJ2HH?|6M2T
%%%%%%%% !1110 R; 5&O. C%/-;?"O5Y8)7B MD#0 .C\$9E4'D5Z)-_JC7,>./#:'<+<-
;K&1JSZ+!I+SZI|L601M.(F("IQD_-MZ5L^!_ ""^~M\$M_%NL:OJ3Z ME=SM+&8)IJ0JKD!
.F..|>HVEI':Z9#88#Q1PK"P(P' 4*<_7%<39_#2?2+B
M2+10%6HV6E33^?)9*\$(!SG"G:D"@7Q)XPT35/"WB+3]*U19=0M;5Q(J9#(5

M.T\ 6O,OA\ S2^+/"\ 6CG5+.|>%I:YK^8^7<)>@Y.:M\|GTKW#5O#UEJ>BWVGI M#:#;-
=PF)YXXE#\|R0.:PV^T M_ #1@U"2&|T(XBN0H)D3!RIXZ')H X#XE:Z
MMYXLU*YMM82T;PY#%;>W%R(S=2EU9AM)^;"EAQZ5K^.9XO%FI> T:>=++5/G
ME6"4J>4)(R/0\5U.F_ #70;6#41?V\>H7- /+>)<2KEEWDX"^F ?TK+?X6.FD MZ-
:VGB&XMY\|FDDM;@("5%#CCD=LXH BT6UG\\$_ %*#PQ:7\|S=Z1J5HTZPW#\|
MVMW4J0>O;|: @^, /ANR;0YO\$:SWD5^)(HOW<[*F"P7H#Z5U'AKP1#H6KW.M7N
MI7.JZSAC;PNAQMW @#<1D\$GI71>(/AY%JVJ6NKV&IR:=J4-N+9Y1"D BRH,8RK*1G
M@4S4_A_ <7VBVFF0^)+J"*)XKG,\$9%P';<3MVX!|J" *,&^U7QI\2?#BVL F
MF".ZTP3&)7+1\$';YAR&YP3\|I';UKT/3Y-: ?5=434;6"+3T=!I\ D;9:5<'<6& M>.
<5SL_P\|BCG\3:5JJW82: +!|F1P%8RQ\9#9!Y.*Z'3=*FL-5U6\DOY;B.| MD1XX'^| ",#|Z
.0F?7E^)?B.:(:%:&W>1|P,R@A.%"J1R?6HH-?.OZSX+
MU=X_)=HK@SQ*3A77&X#U&U+PA=7/B"^UG3|=GL)|R%()\$5%9=JC&>0>?
M2I+3P58V#;:&+>>3RM)B>,*V,S\|@ S-[G'ZT 8O\ PF'B1="3Q8UGIY\O(#| MF ;|0("'
<"3=NVYY'&.|7;GQ#XCU"ZUB30(-/6STB5H7%VK,IRZYWA2& 4#'? MUI(&R%- ,?
6KF3P\|'-YJZ>5'3.1&6QG8/KGBI\|P9)? :C)IFMW&GVNJ-OO M(\$56^8|60D'!.>: *|7B_5-?
N=(MO#D%I#)=Z>-0G>|5G\$2MC:@ "DX\%QPSZ=/H6H2Z5+96OV(%5#AX>, Y M!Y&.#
|FM#PSX?3PSIYDN#+-C<2Y!YP/;:@#C/#^OZUI: ^--6U>ZM M\K3\,O9\T\$;,'RN,! "3@+
|@^/-10=:L\,|CM;M+Z)Y%6SMY\$-JRXPCLO M(<|1Z5L+X*@^UZXD EY))I6L|WN;(@<2-
U8-C/ZU+HWAS4M+<)-K\EQ;11F. M)1!&KGT+\$+R1|4
<|;>*=UOPGK5P+S2\;|2V9Q:")UN+(C/RR*6R3Z\$ "NF M\&2;I+X4L)=5N;>XFDA#
(|*,OR_ |62;U:T5A&L? MR-U+8 W-T_*M?P\|I-SH>D1: ?<:@U\ (?EBD90I"=@< =:9?
7^A7_ BW7KF M*RO+P:LUE;JH<,9F" |5!+8\$?/3KUYKKH-;U_3-;M\|+U\|/-E-|;RS6DUFK(%:
M, LCAB2?O+@BII0!-E%KA=0&HZOJ MTNI7<4#6\|J60*L*L,,0 !EB,9^E \$?@C6=
<|0Z/#K&II8Q6MU'N@B@5MX(8C
M+\$DC!P.*JW>O^);KQ+K6D;+ %|JC384F\$ETCMYF\|R<\$8/R\|W_ #NC+X>|/6.
MD),9EM(+\$A&-W)\|Y!_ #^KW_Q\|336M_ =Z7#|;0Q"98@4E&6SM)!^89\|>O M-
\$J^,|;UE?#;Z%:64,NL6\|LKF\# ,L)3(W2,|BJNL_ \$/4+/4|4M\4V*#2/D
MFBEMY'>|D"AF6,J<+G(SGFNFL?"%EIE\|HLUG+(D.DV\ D\$41YW\^D)\.* *[^)M;U?
6O\,T"WM(3!9 M1W=S\|N1B6WD@1+@C\|XZGUKFO#5\|Y6B?#N*>VBE>XNKP-(|
-F\$AG)*X.#ZPN\|=;6\944^;BDD,,CAN3STJO8^!8+"V\|-0+?2R#0I9
MI\$9@,S>9G.>|/>@! =!U?Q-XC1=6M%TN#29GD2"&6-VFPK%0Y8-C\|P/&.E*9
MIH\|':ORDG<5W8SMW\$GUYJG_P@9&DZOHRZO+ _&9?YD\$)09MV+;FP<<@G- \$
M\$ _B+Q%+J=WINC0Z;&EEIL5YON5=MV5'\|L888^IJ&\|?73V.@M:MIVFR;G%))
M)K+;|I<3O)M6 M!&1=JN5!PQ)YQD>QKH*YSP1-K\$WAM7UH/Y@E<6\2H\$E:)VEU
4^V!71T % M% % % !1110 4444 36W0U/4%MT-3T % % % % !1110!!Z;IT'VG4\|FS
MMHLX\$ERRJ"?0%JT;C^&O.OB3X6O\|?NM%U#3!97=UI3/+_9EV^\$N@<9XR.F/U MH
ZN36- AL\$OY-0TQ;*0\4N" |>QCZ |,U-8WNE:I"9M.N+&|B\|P7@* . ?0XZ M5X?XCU73=6\#Z
UAH*VX@UDQW&FHV5:7^(*O'..*J^'O#>E^#_ (5Q?\|)K'#+ '#*UY\|GD;(B9^%_ !5Y
M/X\$|52B*/2QXD'^A6\$K\|5@7G;G/0G/3KQ5\|P5=3:'XWG\ (W^C:1:WQL?,BOM M-
!Y49^ _DG% 'IQ@B' +'" OVO^% 'D18SY\$7_ 'I7_ "LSPO! ?6VAQ1ZEK\$.K7
M&|B;N/&TCL./2O.= %\4>);'Q3>CQ+J6VL1\$K6UTBC(\$;J.H\|Y/>@#U
MH6\1Q^XBY_Z9K_A5*PO\|+U1KD6+03&VE,,P\$0&QQCCI\|BO'O'#CCQ;?ZSH5_
M\JON\|F'4+X0W=J\|KMMXH V;:-C\|1DCGO4;>);|PQHWB,Z8YAN+WQ"UN+A4W&(%
M4R0.YYXH |Q\B(=8(O\ OVO^%-E2V@C:29+>* -1EGD554#W)KR" T\;^)M'T# MQ3),-
)\1P_ #+5+C4/&#;:@DEM'.8E MC0\$9/(R!G:>GYT
>F:EK6CZ1>Z9:7FQ9M3D,5J\$@W\|VQGJ\|P.>M:HB1&.V)% M;IE4 /Z5Y?-
+J^BVW@ "P:6#=M?W#+))"C%4,:X53CC&>HYK/L_ &GB" |73O" MS7C+KO\ ;C6MS*
OF"V4ARQ!&.5.,X\4 >Q8XS VJ&ZNK>QMGN;NXCM\|= .7ED
M8*J_ 4FO#+OQ_XLO=4U2_TV\|O1\|AOQ!#\|5J&@:-2 V\|JO\|)ZCK7H/Q3V\4=RP2!WD
\$K'H%|2;K7?B30;" | M>SO-:L+:Z0@-
%+,JLN1D9!\|O7BVOWGB6XTSP%#J^B6\|G8QZA: 9YXYUFPSSR6=QK+: M?I\|JK.?L^|+
|<9+#;N%: ?@G5\|31KOQ?X?T+|2MD+!KS3S<1M\$Y<1 /A7 /WM MQ_ "@#UB3Q#HD- |
89=9T\|+S.WR&N\$#Y\,9Z^U/O-;TG3KI+6^U6RMKF3 2& M6=5&?"NI> |
U6\|MK6\|OII3+<7<|_ O\,\$AQDYX(. !W_ !KB MOME^MSX\|3W6DZ1J<=GJGES-
?,WGA0X"K& 0\|CC\| />-8U:ST'2;C5-0=DM M+V<%W
6:&>-9(R5()5AD""""#P:Y";40%.K^)\$TS3\|?;3X(_#|5\|)LA0DMM7ID8&2?
MRS0\|Z9?:M8Z9+;QWMPL+W^"" !/\@. ^EO\$CU:75I(?M.P8\4.N\|&,9P/3K5V\|2^)-. \|> M.-
O-5%|OI0\|ZI9; I>H:B=/M;L/>+;I=-#M(81, M 5;|12:EK^G:3J&GV-

Y*Z7&H2&.W58RP8CU(Z?C7D4<.K:G\4M0?3]:.EW3> M'K>>:9(U+28C0E0".
9P3CTJ\H_C36]:L? =QP)-%*7J:..3RVVOL<-M;T..AIP4*Q8*JLW5@H!/XUX9X3N]6\ (Z+X
MZUP;J\UC<2Q>1(!M>;S,;>:,COQTYK:T\5_%6AZYX5;4/\$HUBWUZ,B6W,:#
MRR4W!DV@<#I0!ZU@CJ**\^&UQXDUL7.L:IKC7%C%=7%M%9^6HZ-C)(;'"U
MKOYV*6L\KPRQ,P/H0#0!)\@^AHQ\5Y9IEK>(:/PWX2\27607%\VJ7\$%M/9LD8
MC*.&/&%SN&WUJ_ 'J>MPIXJUJZ;5II+71\RXCM/5%".%/1SC)'3\$Z)SW%%
M>;^%M1\5RZKID\PU2\LR,F]:Z6(0IG!#1E0#Z\&NST;6)=6\$WFZ5=V'ED8^ MT8^?
Z8H U:*** "BBB@ HHHH LP_ZM:DJ.'_%:U)0 4444 %%%%)O\4:J
MBK,W^J:N2\=ZE=:5X1N+BTN/LTKSV\!GX_+)*J,PSQP&- '2E2.H(S\4;6S
MC!SZ8KSN\6;PUXGCTO2K^XN;: ^TJ>:-Y/,*NJ,5F!ZC<0!QQZ50CUN_'P"\$
M4\#,-18W%S?E)CY@W2_,V0?7I0!Z:;%<0SR3)#,DCP-LE56L;8S@^AP0?QJ8
MJPZJ1^%>2V4 \GXB:MIYF%Y:7V(6>1F"[HE)8KG\QN)Y]*UKH?(\QX'DUO3
M\6GGU*XLH77:EJNH^\$H/&=CIMS/6U,;VC, MFQ7Y/^ ^3SP/I5OP]:>
(\74HY(\$FL["YL&,TM\?13AYB/EF4*3@?3CGI0!Z,5 M(Z@CZB@ GH"?
I7!^")GL\8GTG4S>1ZR;7SY?,G\$T-V,@&=".,L,D_=XZJ*DOH
MSXC\?:AHU_J\$UG96%FDD\$,GEF4L 3*3U.TG'I0!T^LZS9Z#9K=7QEVO((HX
MX8FDDDD<@G:JJ"2< G!*MVLZW=K!<1I(%FC615D0JP!&<%3R#/[&O)FB;Q!;^# MY-
1NY\AX-?GL(KE)"AFA19-K\8&3L'S#U-
=MX_GGT[X>:K)9SR0S0PHLE9%CK>J:KX>.,5=7\45\JDME<3JX+O"D+'O7C)Q\X=<4
>B M2^(M-@DU6-Y)2^EB,W:I"S%0^=N !ENG:M5070,JL01D<5X\<[M&L_B:MAJ\$
MDS6R6:QREPS1_>&S/MTYY]:O^-M2:6769=.&I37FE6L+27"720PV;-R/E8C? MG!SUZ4
>G>?%I\6V\U/M#*7\$6?F*CJ<>G(J&ROX-0,XMO-/D3-"^ ^)D^9>N, MCD>XXKS^UTZVU?
XE:'J-T\OVBXT&\L3?R6\-' MXKEL9:A2
T4.3\H)X'3K0!ZKM((!R?:@J0.01^%>4^(+J\.,Q^,-)TV_N)+ M.'2!=(7DW/:2Y/
;K\W7G^[6I8+=:;XO\+Q)J5UO'6H)-#CU#Q\XGMS>W=O#;Z99 M\1#)\@LH\2,\C
MKQ2'(&<<&O*X;[4K.VEN8=2GN+'P_KOV8RNVX26C!-^XC\VS+=Y+.^NO\ 5C\H@4 @>
L;J-(->(\;Q VAQF>6)C&9#' S1Q\.,X&T'V M)\UK%6'4\$?45Y"-V@ZA\1=6TZ25+NVN
D;&0LL8:-/:@ "09V\OPKRJ"JU/7\]\$ \#6\^JW,1OK\BN) MX2 TT<8D_.*.?QK06S75M=12V-
WJ\JS:0:\$J64:S:3&/*5_.8\6P21SD<4 M>B@,Q/!)\
[U%Y\NC:B5/M(3S#%GYMF<;L>F>*M>^US6/"^AZU?-/P6LRPS (SJMQR1N7:H.!U]*N6-
CI6J?%)=46ZN7BET&*[24R,I:\$@) [8' M(QC- 'I>UN/E/Y5#%<0W#2K#,DC1-
LD"G.QO0^AKRJ'6I6UW1=4TU=26TU#4 MI;=[RZND*W2#:MIGG&^MKSXRPTC,%W
?,03C(MW\$Y/IZ4 >NE2.H(^M)7GGA*WUZ'6=,N1;W,>G75MF\>ZOHIO.Y7(D0*202<=
M.,5Z\$* %HHHH FMNAJ>H+;H:GH **** "BBB@""X_AKG=?\ ".C>)I;>74X9
MVEMU98WAG>(@'&0=I&>@KHKC^&J%[?V>FVQN+ZZBMH0<;Y6 !/H/4_2@#'_ X
M0;PX-.L+!-/V6UA-JH@57;(D_O\$YR3]:Z\$LV\=DY\JY^;Q/\$?\$6B:=9>3=6V MIV\Q-
JH1\X\O9@#" .\FK%CX@MFT>TO=4N+.QDG1F"&=2N!UP< \]: (/ \$7@S
M1/%=S:7&KP3236@/DO',R%,XSC!'H*I3?#?PSE6KS6=)T^ \CM+O4K:"XEQLCDD M 8Y\?
3:.,>U\ ^'I2PO;%(KN2WO HE\$MW(Q&W.TJ2V5/)Z5/H?@O0/#DES+ MIMHZSW*
I\IYGDD9?3+\$D=>U7WUW2\$U\$:>^IVBWI:;(-&[= _=Z\ 'VZU4TW7 MGO\
Q1K>CF!4335B99 >7W\NOTVT 6M\$T/3_ \IBZ=ID)BM59G",Y;D\>36 M9IO@+PYL.IKJ-
K9RM<(&\$?G7#R+&&^J\M5B0,UKW&K;::7T-C<7\O%=S'\$<+R M,Q\>I
%>T'^GAFQU.*_MMK.XCDBF\$\<0NY/*1P<@A-
V.OM5AO!/AZ2PO*2QWP7UQ\IG!D:/F?,ISD' M@=*TK#6=+U1Y\$T_4+:Y:+[ZQR
E1Z_3WJ"+Q-H5Q?+8P:M:RW3-M6*-PO8^V M.M %*P\#^'\.L[ZTCM9IH;Z/RKD7-Q)*73G
^9CCJ>E1:? \# \PUIEC?6=09 M2M!?
0B"=9KAWS&,X49)QC)Z5LIK>E2ZBVG1ZE:M>KP8!*-V?3Z^U7LT <[: ^
M!O# \G\ID,5M,4TRPE:* \U6T@D5PC)) * 58^HSQU'-37VJZ=IENEQ?7UO;PR<(I
MR#Y_JWU_ "@#"N_AYX90-4FU&2SGCGF<23+#=21QR,.Y56 [>E;&KZ+8:[H\V
MDZA"9+*555XPQ' Z3\5DZEXUT/2 M[W2;>6\1TU,L(IHV!10H)R?8D8X\T 6+_P*:-
J=II=K=6S-%I'KC5_M(:Y6(+MC0X+[B_.3\16/8^,+Z>^;3+00);;5)+3\7:0^OZAK-QIH\
(2)+9R1QW9^UQ_N@P#9^ \SA3GBNFU*_FL MKS388(8I5N\@Q.SR!2@"D@J"?F.1T%
&%_PK+PDNH?;4T^6)S,) *CN9%CW@ MY!VAL=>>E2WOPZ*ZCK,FJW6FLUS+
(LLJK,ZQR..C,@.#T)*UV\0:*MPMN=6 MLQ,S,JHTR@Y7.0>>.AJ2UUC3+Y;AK34+;
<6^?.\N0'R\=<^W00 :MI-EK>D7 M&EW\6^SN%"21J=O ((
QTZ"JEOX7TBUU%K^&V*W#60L"V\ _ZD +U\AS4B>) M-"D=T36:%F1!
(V)UX4\^M3QZQIDNGKJ\$=_;M9LP43AP5W\$XQ\<\8H R\?P/X M?
M=/TVPAM&6WTVX:YM5\QODD;..3G//4TMWX)T"^ _M;S\1F_ M;:JLQ(PW\2".

M '05M/=VT=RUL\|:SI&9FC+T> ^NA:VFJ6D]PR"18XY02R^H]: M ,2 _^&_A;4[DW-S8S>?
Y,< DCN)\$ (1%VJ.&'&!S5Y?!V@QC2%BL1\$ND'=9JC
M\$!#W)YY/UJ^MZ3'J(TZ34K5+T _L&E ;/IUZ^U6;JZM[*W>XNID@A3[\DAP
M%YQS0!C0>"O#|OJNHZC'8_ OM21DNT:1C'(&.2=N<9SWQ4&B_ #|PQX?OUOM/L M)!
<1H8XFFG>01*>H4,2!6LVO:..EG)>-JEH+.:0Q/+YHVAQ_#[G@|*>VL:8FF
MC46U&U%B>EQYHV'VSGK|=; ,M_ #:Z9X5OM(\.;;5[EG=6E9B%9SECGKZUJ6F
MGII^A1Z9;O)*L%KY\$;RMEGPN 23WIK:WI*6\5R^IVBP3*6CD:50K@=</'Z5)
M;ZGI|Y8&^M|ZWDM!DM.)!M7'7)|?C0!R?@OP!8:+H^BRWUK)_ :EG"I>-KAGC
MCEQRP7)7/TKJ:/1|&Q2]2" %>Z9Y|A7.X.|_ 'NM%CK6E:G'(|AJ%O<+%S)Y
M;@E1ZD>GO3;77=(OKI::TU.TGG9/6..4\$E?44 4M)\(:1HEU'/8B|7RE*Q1 MO=2.B
|@I8C\ZW22>D)^M4X|7TV:4GTZ*_MWO4&6@60%@._%,BUO2I|J0:3X=
M2M9+Q>L"R@M|CW/M0!?!HHHH **** "BBB@"S#_JUJ2HX?|6M24 %%%!111 M0!'-
_JC5"YM;>|M9+:ZA2:"0:7C<9#"M";_5&L^ZN|>QM9+|JF2&")=SR.< M"@ "CI'AS2- "+G3;
(1.XPSO(TK8_N@N20/8<56@|&>'>Y^TQ:4BRB7SE/F.0 MCYSE03A>?
2G0^+| "GTZXU!+N46UN561GMI%;+ \$!<*1ELDCH*DMO%&BW>G7&H M17H%M;..\$G:6-
HVB8XQN5@".HZZ 2G0-*;5IM4-DOVR= /+F?>VV08Q\R9VDXX
MR1FHK#PMH>EBX%GIR(+A2DHD=I 5\(#\$X7V'%.TWQ+H^L7,MM87HDFC7>5> M-
DRO30J0\ =7<3M'L,5)_PC^D_8(:|"GV6&4SQQ[CA7)+;NOJ M2:CL/%&BZIJ|L+.]JWW/(4-
&R+)CKL8@!|8/0GI2V/B?1M3U%M/LKT3W2%E=4 MC;"%3@|@MC .0>#0!:.E6#7=W=-
:1M/>((|AFY\Q0, \$=.@JEIWA30|*>5K*Q M,9E0QL&GD<;3V
8D*/IBMFB@#,TGP|I.AO*^FV?DO*.,|2-(V/0%B2!| #BFZ MMX:T;79(Y=2LO.EB!5)%E:-
@IZ@E2"1|&M6B@"C_ &-IPBL(A9QK'I|B2T5> M!\$P4J",=>">OK4M_I|JEC-
97T(GMI@!)&20&P01T|P*LT4 9NJ^'|*UP0?V MC9^<8\ 5,LC1LOJ|J0<>W2HF|+:&VD?
V3_9T8L,.,HB5F4JYZLK Y4_0UKT M4 8T7A/08+&|LHM,C6WO51;E-
|SRA/N|B3DGWZFC4?"6@ZM=FZOM-664H\$8B M5U#J.@900&Q|YK9HH
R|GP|I%W+82S60,FG|6K+(R&,>G!&1P.#FG2^'| (FL
MKRSEL(VM|R9I|A"3||C=6SU!^F*TJ* ,>#PKH=MI=UID6GK|CNQMN4>1G:4>
MA|LKIK93/8HR6SY|IM6QN'OG:.OI5RB@"EJFD6&MV?V34K83P
M;@X&XJ58="&4@@_0T6^D6%I<37\$L%FGA2"5RQ)=\$SM!R>VX|^|7:* ,B;PM
MH<^D6VDRZ'M\$A@M5N+9X(U?)5=X(M+,>I//4UH:-ID&BZ)9:9;!*%:PK& .GO^N:044
4H| (TZ*2_D6TCW:@>1 M-QMY|J|@!572?#&BZ'0J/1=Q.T>PQ6O10!6L-/M=+LDLK*
M\$0VT98I&"2!DDGK|DFN:O?|-MJWC*|U;5\$CGLIK2."*)7='5@Q)))*D<\$'I76 MT8H I?
V1IVZP86<:G3RQM O BRNTX ZY!/6JNJ>%M\$UJ|2ZU"P\$LZC;YBR-& M6'HVTCW5
MGH+;H:GH **** "BBB@""X_AK@ MO&@AM_%OAK4M3M)+G1H\$GCE"PF98Y6*;&9
"3P&YQO7>W"| -1 E>A(H X%V@ MO?&GA2|TRPE@L/LE^!BW,8&?+P2N!MS@X|P:YW2-
*%U".8;S3D)(HA<&1)(M#M0Y3&X\$-W|A+ #I?BBUAL9E@'B-'BB2!MN,G) M4
= /<<5N64VF:5XJ|21^(-*EN;V|O!+9NUFTXDA(^15::0N.>I&,UZ1N;CYC MQ0&8# 8X^M
'B/C2ZN+Z|UB,6QM+F#5%\$-O:;66>=|C|9@AP?HW:N||.12K
M|0_%DCPRJCPVFUV0A6^_G!|UV8=^@+4TDG@DXH |R|120::X|%|I<#WNI7%Q M##
IUI)'HVH^/(QHZS:B|2W5I"|H2D|?ECY=X&,\$ M@C;FO3-| 8W'% 9@,;CCZT >*6\$LDOB%
|N*226-M%N?.\K3S9OQ-L/R;MJYQ MV)JWX/2S;4M%-|)#;WL5M-'H%#@8C+(P)=RH!
(XQ@UZQ?VD&J:=H9;6 MYB:&5-
Q&Y&&".CIQ6!IW@NUL|VUN+K4+W4%L<_88;AOEM|^F/O'I|]- 'GGA MK25?
^QK#4|3N|:4|6^622W72OG|Q9"P|G"D6?V2QB,<1I+'DGZT >7 MW=SH-
KXU|=+J^F/=RS1A(=MJTV|F,#8, [6]SCJ.:LZ=;+H%_H\$_BVRFN+=-
M*|F%F@:X6";S'8|E4'|MD7..V*|!L-%M|-U?4|2@>3SM1=7E!/R@@ # 'Y5I
MAF'1CS0|Y"FF6\ PC)GO?M>EVDNJR76D+|C:=8EV@\$/%M;"L0QP1QG(JS)> M+
:>| -9U?18|:*.ZN4G2"Q9E52KJC; N5#!P1P37JNYLD|CD^|&Y@2=QR?>
M@#D_B*C7'P|U!((Y|SR=BQ(2P!>BCG@5D>|)+N/#WCFV-
|)=:@FI:BD3X@>,Y'BD5));=YMSYI7|4 2.,XVYZ=JWK_2H|'Q GK*Z?8>3;R>%Y5/D MPX5Y-
PP.!@MC|:|"W'.M9//)YZT;CQR>. ME 'F_P#:4.O^/|6OM|M|MK7_
(1N:)9I+9XQ(Q=3@;@#GVJKINC1V7ASX<36 MNF^1=K=1?:)\$@Q(H-O)G>
<9QNQU|J|2+,>K&C)R3D|: /\$HM(#F|TS6M4NK M2|;5))3&FE>:|
R|D99PA(!'^UP#CBO0OB;;O=^ =5@CA>9I#&/+12Q(\U<| M#VS75AV
QN/YT@)!R#B@#S?QUHR::K6A36J?8=%A#QR-;V0N%28XVLT>UL! MOFP3SUYJD-
(TB#P5ODUB^:%|6-U;S?V62L<^&X,&S|AR?X<=*|5!*"|12|VS MG<-WFHQSCP9?:|H|
<<*7LX,-O:MM9 <++Y6,X/7&/PJ2^L)+_10\$M_I6 MF7(T&?4+>0VBQF)IXT#B8JG!) *G&.
<5Z=?Z-;ZCJVG:E,\@GT|F:(*>&SUS M6EN8G.3F@#SB%M/U7QHVH>';"2'3X-

(N(KN5;1H%D=MOEKM906(;MQ532]' MBLO#OPYFMM-
|BZ%Q")Y\$@VR!2IW;SC.,|7Z.R6'C M>6TT&-KN&|EGEG:ZL6CELG.,E92HW+
|9/M6)X2TE)4T.QU#4KNVU.RNE=[<: M7M?
S5)R#.\$^93GDECFO:RS\$8+\$CZT%V\1_.@!#R:*** "BBB@ HHHH LP Z MM:DJ.' 5K4E
!1110 4444 .F U1KD/'FGW.I^\$)X+2W-S*EQ;SF 8S(D.@=-?- JC549SQG/M0!P^O>
(;_4_#5QW:O9"7!|;<#VS0 M2^-Q+8|30!P>HZ-=S^(I*2UMC&IT&6U\Q1A8W*,
I;/DBHM&FN+SP>OA.'1; MFVU"*REMY)9\$"QQ/M9=P;OO/I_>YKT [@.<@':4[BO.];^E
'E?A+2@^I^' M+>_N;-
WI.0+;6UC2&%Q&4)W@(<8)SD9K8\)M+X<|/7\$DVCW\$D|WK5R&\$,
M8#X:5MKMG^!'/I7>98KU8K^E)N/7)_.@ (P2/2BC# 9VG'TI,T +10>#@X! M|,|T4
%%%%%%%% !111@CK0 449H|9QQ0 4444 %%%%%%%%% !1110 444#)Z#- !1110 M 4444 %%%&":*
"BBB@ HHYQG'%% !10 2< \$T=.M !1110 4444 %%%%%%%%% \$UM MT-3U!;=#4| !1110 4444
07'\-<|KWB:'0|JQLA97-|?7NXP6UL4#.JXW'+ MD#C(XSFNAN/X:Y#QII5YJL%O':;1#?
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(/&=MIEG?7-V^H7J+K3Z:H\$ M2!D:L%"|5'J>;9'HOB+3|5|
:B3#J=Q:V+65_ (9"#N::?,&>H^7ZU77PIJB/ MD(A' "5?VIG= P L.>?KS0!;?
XAPH;R\$^'M8-|9#?>6@6/?% 'V M.E.; 'B>PNM2TBRMQ++ :UM)%8-GX9|0:+9^#
|NTMK>ZO-(LI;2YMVD*Y|S;|RGIQM.?K0!=U? MQ0;R*Q;3C/;^3XEATVXW@?O #|V,?
PG(J_J?C2+2-2,-YH^H162W*VS:@3&(M@S=#C=O(IP*Q+3PGKJZ?
\$MZENUU_PDZ:I+Y+ '9Y0QDC//:LWQ%X(|1:K?:JH M@2| |^ ^6Y@NYKM|J0CI\$(\X!';!-
'1V'C"|N/'.L:+-I%PEA8QQN+HL@\$8; M=|
|81D)IFM6,=M+, 'PUN4#9X|YW:=H_A_4;>RCLM-NHII| MU/'^D+&VY1&08GOG%
&_9>+X=0|27NBVVEW|M93F"XNL*(HS@\$'.O>@!; M*** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH ****
+./^K6I*CA_U:U)0 4444 %%%%%%%%% #)O\ 5&N\$ M^*>KWVA?#C5-0TV&|KQ=X*OM#LYX
M(;BX;H\Y(0;7#'. 3T'I0!P/A?Q-K<7BVQTG3M??Q#:7>FO!T+!1@GO5GX=>(-3U?
Q)&=9|4S1ZIOE%UH=Q;!%*C(7RSCMP?PKT'3M! MAT?0C::5#96-|;98S<0P* 9
H&X|?.,C/-,-;7QD):ZY?/<:9J4ER+9G @>)WRI/Y4-+X M:|6>(-6^+%D9|X_V-J7VC|
:A1M|N(LF|67-7M1^%6I7W@R?2EU*UBU(:E+
M>VTZ,X15D)RI.,YVL>@K67P#>V>O>'M0TVYLXH|(TN2TVN6RTS*WSCCIN;)| MT
<|JOC35X_&|NM6U|#XUX^F|G/->:)|&+";PG:|W|
|R:I/OEDNH|J40&8L6#;XQ^%=1I/@C31%I=YK MUA97>N6<4<;7<0)!* !2,|J *
/(O_&M07VM7*>+;B+5+;5VM|73GA|BDC\ MPCEB,# |37N&O33KX*U"XWA+C| 7+1-
P'VE2/?N*|YF^%GB:2+7K!;W0?L& MKWKW+S21LT|:L^|"Y7 /XUZ//HK?|(=
MIAN6P%G'++T.\$V@G'TH X:1=2M MH|5|%3WSWTMVV@-.7\$I*L%
) +#/S&I|. ^*T^I:UI=G!X=D,&I|WMG\$Z,Y102
M2RACM/'0XJ6X|'ZAI4>C:DT\,RZ+HDWSVM|=QLNQ &*JP!.23CTK+T+
MX4:WI7B#1KZXO='DATV|:9I8T;|1F<5M^|/3?PSXRT0|:9^;K MMZ|S:-
EML2F3=A^.N/3- \$ _B#XB"UU*32M)T>|U.5;+|5 M15+P-
XCU*#X=^'|E|2ZU6:|N6BEDW9:->?F))|4ZY|">)+76SJ.:@:Q86INM. MCLKT3H6PR*
&C^4YZ=|5H:|X7|3^'|.CZ/I^JZ?%-;7!;|D*%EEB\ "N5R M#T|* +WQ!UC5|
|*SWVBQQM<(ZJ9'P=BD|<'@UE:QK.N6GC/PXBZ;+)=W&G7
M6^QAF'EAPT>&8D|!S|UT?B|19?\$/AB^TNUECAGF ,+RYVA@01NQSBH4TC5+
MGQ3HVNZA)9++9V<|O<16S.06D*%\$.CI|SF@"C_PGMLOAY-0EL98|UKUM.^Q
M/(BG|2.J|B=H7CJ34(^(<6BZW=75@!>:-%' +/!#,DB2*^=I1E)|#P>;K7?P
M_N;K2;F)IK&2|76Y=5MEF4M"P8|1R@CWYP#4LW@|4+KPCK6DBS|Z;)=9CTR.Z/AMH&
%C08P9"6ZGT&>E5O^%A0-H> MFZA|I5Q/+>7OV#
|+ '(FY9>X#9VD>^:L>+/#=_KE|I%U:?V?<1V2R++9ZBS^1
M*6VX8A0X@5@WF*V=A0YYS@J:?:>+KJ/5;>QUO1)M.-Y"UHP=7W! M "R-
@G#;5;WQ3)=-0I%J|,"VS+G="|>_YF'3^(>O>I8= |OZCK M.GZEKUQIBOID3BT2Q9V#R, -
|FX#&-HX'J: *7_";ZIJG@|5=:TS2A"L=LTU
MG*|J.1C/^L7)PPQT(I#KVHS:3X5NM9BEM|B|U*&-?LL@ DR1RXS|WVHLO VI
M27VK7%)IMBE_9M;-|I9?RY6:/|QU8 !AQTJO_PBVNW6E^'+: ^N-,671|^*X
M9H&LO%5WJVK2+I>B37.E0W7V66|Q1|W&749Y09^M60\$ _MB1?
#:6|^PS7KWMR+;*\$@,7) '4@=ZS-%|/>(?#|U)9:?=Z;_83WAN%|S<;A
M(SC=&|MVGH>U:|JXL9KBSLM\$TZ34;ZZMEN|A8(L_ M1Z%SGJ2"!CN*KS^%+ ^67Q&-
>TB|T_4= M%N=-:CL\$L;N*|+K%(J\$LK*5!.*&UE?#<|F+FRD_M<6UY;.<,C K
ME&QP1@@_C5JZ^)-I#?321V8DTF&Y%M+=?:(P^XG&Y8RV2HSSQG@|4D7@C44B

MTR62 MI;Z/5/[2OY""%D;Y1B, >B@3;P@&X!@J9(RVT@||"0*\$) M0!2&&U1P>J4M2|
(^(6N?\$BZ5?Z:+77H,3/=:A%)Y0C.T \$%2 /IF@ _X2\$O MXRTO4)99(-/?
06098&F@M1M6|@B(NG X&1L !QC)!H 7XFW>K0V.F6.G1LT5[=K#.8YC&Y'JT,"
M",^HJ:?Q5=::;NQT00;B|@T5%%|(9P=OR!RB%FR| ':-WB71+G6VTLV|T,? MV.16X?
S<_H|['>LJ|\.>(:;4=<_L.YTP6&LG?*+LN)(&*!&*;00>!GD|: ' MW?CK-
WI5MI&D7&HRZI:"Z@_"LJ|!GD/DC&!G|:ZV,LT;Z; '*@LN?NGN*YC3? M"4FE:JI%W!
<1M9V&G&S<-D22.6+%AVQS74#B@!::** "BBB@":VZ&IZ@MNAJ M>@ HHHH ****
(+C^&H&(52S,JJ.I8@"I|C^&O-/BKL.L:@NC7-L;75|H|K(M|:E96DQCDE7C!!!&
<8/>@#T(R1J@8R1A3T8L #^-4AE#*RLI|J01^E>#^*- M3T&X>; VE3:I_9
U0K<032L;B/UCSDGCMs6|X U&WT*7Q|JY?4K/PA^|6U& MH;W8O|V2@.2!_P#6H |:. I8D
#DDG % ((R""#T(YKSOQW-:^+/AO?ZUL.L M72V-
I;3/L@W1B:08QN|!P.>.AS|5HZ/XHTKPW|_ |<:U>-")|1%1BC.6(' M/0'U% '9,ZIMW.BD| S
9_.E8A 68JH'4L0!7D'Q033+O3IM:@L-=O)IK(2V MM|;S,EM;=<,.5W Y'?
Y:BVR>*7|\$>&=0U6>ZTZ32VNIY|>9X M3^YX/&.J '
MLF1LWEE"XSN+#&/K0I5E#*593T*D\$?G7CVAVJW'A37=(U)=8U:RTC5&@@AL)
MR)70@8!.X94?704WPRN-0_L3Q9;:1<.M|!*39:7>NSO:\$CY=Y;U(|3TH |:9
ME1VVFSM&T,PSE^",CI^52 MZEX_BTC2?#>D^%KJ(+>VS2I?:J7?RXP3@-@,2V01T|4
>J/+ '%M|R6--YVJ' M8#M>>2^+? \$^O>++W2?"M
MM811:7%%)=&^)W3%P&V)@'"!ZG%9NB7'C&;XOZW;S7MDUI%;1/J6FE7=|MO;
|+G5FT|36D4A(PH&Z1R!EAG/ M3- 'K-# L5W*6')4'D#Z5P_@#QE?^(+O5-
*U06\UW8!6%Y:(RPSJV.FX Y! M..G:N?3Q'/H?QP|4-_9NIZFC6D"B*S"N8^\$.2&8 #Z4
>L;TVEC(F|P3N&!J M:%=7!*C@==K
X_*OGMKZXNOA7XKN"JU\$9=>0!)'(%=++|IP>.O:NDU?2U^'
M=WX3U7P_5)0ZY+88GD9H |@+*&"EU#-T!8 G|*4G)) MZDG
KP7QOXCAG|9:MK<6MB%| N(8+2T5B#,,KYO'0|7'=-5XFNV|9^/?#OAW
M|9/:Z)=69OY4AD,;3DC(7<.<#/3VH |05@Z|D967U4@C|Z%967G6#?;:60,8K7?@+(0
!77?"V^L;32\$|)VEU+J\$FG6ZW\$E| MHS WFX8(ASG@-C! Z4 =^SJ@!=T4'@;F S^=._|
UUYK|5+"R> 7=QI6N:A. M+=O*:QG*0P\$?Q. PY|I#6_ | #>Y:
|'^>ERR:BNHOY+*|X).2.JDGDZXZ4 =%8 MZA9ZG T|C=1W\$2NT;/&
<@,IP1^=3NZ1HSR.J(HR6=@ /J37DEOXPu#1? EO? M:/IMDES<>(9;(P*@5'7+|G ZY YI=
<|0:/|=>&O&WAOQ+'9-'6-DDZRVF=CHQ M! Y |J /6E960.K*RD;@P.01ZYJK9ZKI^H6RW-
G?6|T#.8UD5P SCJHSU->: M^\$O%'B+2KSPQHFLVU@=.U33?|I#6W)+Q|4&-
^0.H/09KG9+^XOO WAFYT|3;. M*Z3Q'(D-O&NR(L-P&
<#B@#W&|O;:3|22|O)T@MXAEY'. HJ6.1)HDEC=7C4:KXMUR+1?
%FB^*+'3KG4-.MDN4,0W0RHQZ\$ \$?TJ(77BV7XF;-: MZ5=V-O:/I/FQVC%A\$L0V|AM
QNY&/QH |>HKRR^|= >+KFQU?Q)HMIH|/:7, M|317# 'SI@APQ'!QU|:MR^, \$NL^,H-(|
Q6\$=M/IL.H>9>@CRU;Y> @ "S#_JUJ M2HX?|6M24 %%% % !1110 R;_ %1JKVJS-
JC7,>,=7N|#|,S7E@(M;30V|1 MD^ZC2R*FXCOC=G|*
-9|ZTBNQ:27\$;W!B,PC)YV#JWTX-20S17\$2RP2I+\$WW
M70Y!^E>;7%MJFF_\$1CJFI1ZEF=)6MDC P7RI4<\$9J2RUZ|A;P|%;ZPN MGWEU\$|?
9K'3HY&DPS#*H<*JC'MF@#TFBO,&|=G-X=|3S7Z:::VYN(:R^6V
M\$K((BX4B|!Y8H,XZ9-.CU|QA'X;4E^V:EJC01R3V;)BWPVT|1Z@!N?7% M 'IM%>?
W/BK6/#L/BB#4+E-3GTTP?99S"L7^MV* RKQ@, ^?H*LI?^)M#|0:#
M:ZEJMOJL.KJ|>S|.L7DRB-I 5*C)7Y<<^M ':O(D4;22.\$11EF8X 'K212)-
M\$DL3J|;J&1U.0P/0BO/=.\0ZM-!KEKK>H*-2BM+B0:5<62*JJ,I65A_K%Q@<
M^O2F3Z_K-GIGA>X^UG2|>N&2>[M|%)8UF(7",O|X)QM'% 'T&=O.<8|I* MR|.U?
0|N_N;?3;FS:|4GSEA7:S>ISCYOJ,U'K^H65GX10KV^F/V,VN'EAZMO M&T%?
J6&/K7EFCWA|/;7>MV"VM_HMG"IEDD85KN.0JN|L.K#/#S+GKD|XH | MJZ?
%Z@GO;6U6%KBXCB69Q'\$2>'8C((_U2|2)<2>=%-56"X-I<&T#@D8^E2^'|
<|1R:HL%X|U>6DEG)+ M)/-9QPBWE4#:%V_>!YZ^E
'>T5YUI>M^(#X\$MO\$.L>)X;8WBH(EBL\$)|.US M3--N|7BNFUBTE>(K:HHM95"D8Q|I)?
F/7VHT?Q7JNM2^%|**6-+R9))=7_=@| M?*VATQ_ "26X^E '>5%|/#:V|EQ<2K%#\$I9Y'.
H'DMQ!;ES,L M*QAVQ|I8.!7 6FO>,IM-|+7YUNU8:Z?*DC-F@^SECPZ\$#YB/0|4
>HT'@>GU MKS>Y|8:YH^B;
|I=3QWNHV>HI8VUT(53(DX5F0<9!!XJ)|4|3WFFZ_8W%W>&U M&FF6+4);*.)D<
|X|JG!!&,&@#TP<| #GW%+7G5E?:CH_@71!/XGD2YN|" \$BQ M225Q_<5>A^|I:9#XH|47?
A.IEM1)+>6.J_9+FY%LGG"W 4M)Y7W=P#'CVH | M') (&0">@)ZT5Y=JEUJ&M7W@J;3_
!2TOFSS)JICM\$7+ #)9#P#R|CV|ZM^+

M/%6J:3=:B^G:Z|P^G!6FLX|/1HUP,D22'D\$^V<9H J&!RVT\$;O|N>:C@N(+J
M,R6|R2H"5+((<@\$=JX?
3XM6O/BY,UYTGB/QM>5J4=KH^EPQW/V<6R/)*#&KM&2>@Y/(YS5=M>|3P
M>'|/5RZK;R6=S=QOOI@MDVI\$|OE@+)JXL,@_7B@#T6@\$<\$'Z'-<5_:6L0^
M/KG3M1U4Z::22A-.A:S1HKE2@Y\$O7>&SP<#C%8OA":4=,|+Z_J%YXE,<*7LL M:--;*PB?
S,;AU+\$| O3)% 'ITYXY) JS0"" ,@Y!Z\$=Z|LA|2:WJ4?B;19=3G= M8|&>|@NYK)(9 ,8*
!|Q@C//49J:/6|;T+P=X3LX|0FN+K5E0+<"U1GMXQ%NV MJIX<|8R: /3J*YGP?
J6L7|5_%JT!@|?A734 %%% M \$UMT-3U!;=#4| !1110 4444 07|->=^/A/-J=HMM=^(J.6*
(@R:7&K1R! ML<,"PY&/UKT2X_AJ\$R>6A8R!%'4LV /SH|
<73M'CTK3+&+2_\$ZM9WOVZ2=H M\$9|B3ON)?C-
=O+X|MIU*R^&MW0C|MU:5UX@M-^X8JQIV| VAIT5YY5<,JNH|)\$C|: /-
O%UY'XIT^*PAM M/\$VE6@5TGAM;2/;.K8X8;QTQ^M3^%|3M_#NC+IESIOB+5HHS^Y-
W:1_NE_N@ M;S7H.H:I_9JFMUY5Q=(SJ@6V*L>>_) Q^-6VF|MU5YE5F^Z&< GZ9H
|B|1D M>(+N=D?QA8V5Q&(I|*%#&\$R|P|O^7/M3=3M-(N|.T>WTW2O%&E3Z0I2UNH(4
M,@4XR&^?GI7KWG@.(S,N|)\$WC/Y=:S;+Q!#?Z|J>D1K.L^G"-I7;|K;|XV|_M|)H
|RMX+.P|-Q:5I<'BZPN%F,|M|)%\$GF3.<9+#+?R.!Q3M+AL=*TO6H8[3Q7 M]J>L)MN=3:%/-
SS@@;^",FO7C-M95:4|F^ZI< GZ"JEEK5EJ-S=VUI>QRS6D MIAG0/RC@ D?J*/*|7|W4S&
(;OOI9Q_9EMYXXXD83 9RW,G!.>U1ZCIFAW.G M:3::?HWB73I|+0QP74=NCN5|)#9?
GJ:|C2<29|N8|@X.QPV/RIOVE-Y07"%Q MQM\$@S^6: /(A!9M9:1!/:>*)I=-
U!=0\$SVT9,KC;|I&_@?*.E5K_\$VPN:-N
M|^QM_%6G17DGFW%K#;1E7;O@|C..U>T";,AC\$H+@9*;QD?AUK/US7H/#^F- M?
77FNN|8XXHR-|KL<*HR0.2?6@#R|5::SO=>EU?3H/%NDW%RB1WGV:%/|)"C M
R= !P.M7))|7_A,4|1VUEXIMI&A6&Y@2!"MP%Z;COKTNQU)KO3K>ZGBDL7F
M'^HN'4.I|#@D'|":MM*4&6E"CKEF H |;1/\$H_LUS+;78@3S%D+%B^-_/)%>K:AJ4>F:7=
M:C<2,;>VA:9RAR2JC)QZ|*Q|+|90ZK\$|RZ9J|K;K;FY|^YB54* 9XPQYQ0!R M7A?
5(#:W)FL_\$^I37!|:2:VC7&/0!|"GV&J66G^-|4|41Z/XB;:4(4A> VT M>U-N.0=^>U=)I7C_
\$S5;FUA\$.H6@O"PM9;J,*DY&<#/.*Z8S\$.\$,N' M/12W)_"@#QF?3-+G\.:OH_|
9_B94U.^ ^VM*+6/= &^0<;^1Q3M,LK2TU*#4 M-2B|6ZM<6D92S^TP(\$MR5*|@N_|
(S7JNN:W'H&C3ZI|6YA26.7(9%;&X\$KD9Y|*/*--M/#5EH,^G77A+5K^XN#*TM|<6\$)E9I
M"3G.[C&|CZ50DTG39-"TBR%KXKCU#2@RVNJ1P(LJH23M(W|!G%>TB;+%1*"P M&2
X) |:\$F|Q=TF5<\$?I0!Y\$9;@^|G36N_&33W,F^2|:"VW;M*!?,P M
14W@B>+P3:26<5OXHOK,@^5!:-QJL1)R2,/W_.05TG\$F?+F#X.#M<"Y5 M#: /)M=@M-
5U^XUK3|;Q7I-Y=Q"&Z^SP(RS M*!|@@OQP*=X1MM)|%:E)??X/7CWKUBTOXK^SA
MN|6X\$|L\$R|T=6R"" ,BI3.!)Y9F428SLWC=^76@#RKQ)>RZ|>FXM9/&&EH)?E2
MPV|*%"3IOX.*Z_P):Z=8>%X|/TNPOK*UMV9=EZ '9FR2W!/>NF\$X9RBS*S@
M9*AP2/PIID4LH,J98X +C)H XP?#BT_L.TTO^TI_+M|6;5_EC+,=WR=>GS=
M?:K6J>|+35=2|07LE|,AUJTCM9\$5!B(+CD'/). *ZEY\$CQYCHF>!O8+G|Z'=(M|;W1-QP-S
9^F: .8;P/-:J|AR|Y-OT.W-O\$NT8E! &3Z=*R_|A5M@?#5I
MHAU6|6*VOWOEF4*^YL|9!XQGK7>,ZC,NZ(!UW,!_.JFJ:K9:+|IE_J-PEO:
MQXW2.>|G@4 % SC%7=0!PW>IZ1J5 MKJ|Y8W6G0?9B|(_ U)?'RMSQTKJS-\$|S-
\$\$/1C(|'Z'-.9E7|S*O&>6 XH X M&_|A38WEY=^5K>I6FE7LOG76F1-^|D8|GG/-
;|GX1L|+Q@WB""9D/V%+%+ M4(B(N<\$&MUIHD"EY8E#?+=.!GZ&HM56TO)
M|79Q++/%KKJ-WI=I=LD99(U<3I|V=N3| MIJQSS7=7&J6%IJ-MIJQ=11W5RCO%&S
%E7&X_J*+34!>7-W;_9YX?LLGE|YM MH63W3!Z?7% &?:>|*QUBQO|1FB2RLS:10
97:>^?6JK>\$|FVOKV;1M?N-,M MKZ4SW-LD"R R'AF5B|D
MN|0NKI|5K1L;FX9SY1!&!D|=>W?FF_|"!Z5%'IZVMS?VDMC\$8(YX)V1VC+%
MBC\$'IDDUT*7MG+\$|T=Y;O\$AP|B484^YIT=U;2P>?'?ZQ
MX_ LMM\$BT^QU&|TJQ:9I!9W!6|B#R%B3O+#+Y;|^|5_0/#%|=V*7GNUCM|_|5
MIT\$|YDFA3;MVR,3R MC60%A^% &;<>&-+N|O5KBZB;:^U(UCN(V;Y<*!CT/..?
6J>F>"M.TZ|CNGN M;Z|F@B,-LUS<,WV=",)D|-CC=UK?
CNK::5HHKF&25/O(D@+#+1+NVDE\$27 M,+R'/R*X+<<'B@# M_
^FQW,|S<75|>3/;O:QOOO2W7@NRNK2 MSL M^I0VEO;I:M!%V5M/,*P>2#@! M%QM
^F|^56|?=#L5.>OOUKL:* (%M\$ _LX6,S/ M/Y/DNTART@Q@DGU/K6#;>"-.M|-L|/-
U>RVUEE>&(M*,F-4U2ZC,1A2.YN
M6=40C'0GD^YKWTIKR^U+5H\$60W\$Q=I&4|8+'C@GBNZHH YW1/"%CI-|J#3WESU=
MA1B@#(USPY9Z|JFDGDN+>ZM"6M|FVD*/'G&1D=0<#(JJI?| "Z="N"*8W#
MK>2^=&H; M&"ZAGU#4-02YC|EUN|AG4)Z \$G!YZUM44 #P596=A<6MIJ&J0//:E%'?C-
U# M#0#UP!D=|5U=% &++X8LWURSU>*>ZM|JVB2!O*E*K-&ARJN,|C)/ MYU3?

P)HS:4E@IN8_)N6NH+A)2LL,C'DJ1SCVKIJ* *6CZ7%HJMY\$<|S.6D\|R
M2:YE,CNW3)) ^G2N(|-?#R,Z>6UIKZ)C?/UN8BLU\|E!-Y\%@|PQACDW M;L|7DMS?
7US>VAL|B2 MZG9RT9/;)XJ-/ FFIHUMIIO-19;.7S;.[2PEMSMV@*V@ HHHH ****
M(+C^&N"19?9KKQ=X9TW57(T:X6=I49B(Y9EV|?%L1@MP:[VX_AJC>65IJ-JU MM?6D-
U;LU>N)86<;6|1V<"&V0QP%8P/*4XRJ^@.!.^5 M"6%E'Y'EV4"?9|^3MC \K/7;Z9H
|CNV>ST#Q#IL\$CQVEEXA2.VC!.(D)/RK MZ#CI6Y9IHNH^)^O\$|QXHF_P! *L+P);.^:Q4PP?
P-'|GGD=<5W[:=8N) |C:L)7 M\|V0&(>_JX^|JZ2?3-/NKV"JN+"VFNX.8IY(@7C^A|4
>.^.;U3>ZGJ=C:6U MK=6>KK%|KENG^U%QC|B;&SGXD>+SW,-H3_
./UTTVB:3<7;W<^ ME6<^)^3;:7XT_MNZ,. MJ0_:8(!")66YL7W'F)<88'/(Z56TFUT32+_.(
_)8K|HM99F1(?DE,/EJ2 M\$/49YY%>D/I6G2Z@FH2:=:O?)JRY:(&1?
HW6GMIJBJ|JN:QMVNRGEF5| MC/I0!Y'I=Q-I?BF0V:6EC%<:+-T.FW#3\$E5)5GR%&-
'@FPLM2US3-0C&EB M|L|:9SLG>2;|E(.TL&4*#GG)KTZ?
PSI+Z9=V5I8V|C|IADB,UK\$=-XP2". M|8=AX*U#^T|*N-7U6"Y@TDDV<=O:"
(DD8RQ!|AQWH XCPS::GJD>C:O|ITRV MU WX-W=/=R?:YL28;)DV|U &
<F^(52'3|/M\$ _L^!FVQQ0\DR)_MYWH7VE:=JC1-J&GVUVT)S\$9X@Y0^V>E3O;PR
M2Q2O!&TD.?**RM%6ZC|& M3_:O\$<6I1MH_|NV6!\$,7|KU!)/"%=E+\$DT3Q2QK)%
(I5T<9# |01Z5GVGAW0
M|/D:2RT6PMI&4HS16ZJ2IZCCM0!YEH\5|;#P5*V^*&GR1ZA;9^RR;)?LP*QIN;Y3|UZ
|C9R6R6SV<+6|;!D MB,8VH0<@@=B#S5C)P1SSUH Y+XD97X:ZIYS\A8?,=./XUR1CI7-
V\$.F6'B;1 M/^\$=G=Q=Z7(VHA7+!XQ&VUW_-K>.:|J.EABN(C%/\$DL9QE'7(..105>UTO
M3|YGL|/MK=I_P#6M%\$,GUQUH \AAM)=,^\$CZ_8&9M2O+CR+JY>1MP@^T|2
MN>JKC..V:VM)MFT";6|JFT|=)_LLDZ;I-V|I=MPQ)RHVDC@GKSFO2HK:""W M-
M%;QQVY!'E*\$F\$P>O'ODU7L='TS3\$D2PTVTM5E_U@AA"!_KCK0!Y;X7?R?%< M4<
LM+M|I0WE=;&Y>7;G&UY,J/G QSS3+&QLHM\$UWP|=6=O>7\ 91N_MUM*
MTB72AEP|@(&),X/?O7JEIHNDV#%K/2K.W8@@@F*\$*2#U"K3|+2|/TU)4L-/M
MK5)3F188@H<^ ^M &1X&MM.M?!FEC2DA5'M(D)!%T,I0\$Y|\US/A)-\$FADUC
M6)2^OC4;J/>|D3?*S|4 Z|=HX|<5Z!9V%GIT)AL;.&UB+%BD,80%CU.!WIHT
MS3UU(ZD+"V%^R|3=>4/,(I-W6@#R.SODE|2>&|5T^SM; 7NKO\$S+=.JU+'M?
MZ5;MX-|4:X6G_M" TUF;|-+YA_<8N /D';(SCK7JJ;)I M,=VUW'I5FMRS^8TP@
SZ|GFIC8V9@D@-G"896+R1F;78G))':Q|7@GUKQKK%O)_9|JO;V MEN;
(:C>/%Y2%"?",CPI^;."3UKU&[TO3]0DADO=/MKEX#F)IH@QC^F>E)?Z3I
MNK&,ZEIUK>&,Y0W\$0=IHZZQXTL.Z;KERVH*F@-+,Z2,\$N)%%;!C_> M')/-
:/Q9LH+SX;WXE@|W|.R21|9*D,!G|B:|\$6EL+E;D6T0G1#\$LH0;E0XRH M/IP;.:I)(TFB:*6-
9(W&UD=;^)^UT3^TK+0M.TG3YXH|.6Y1KNX,=
MJBC;G8%!!?)%8FF1/XBTOX>VNIW\$|L7GKMJ* /&O&%I977B/6M\$8
MV\$:1VUO;V;WTSI|C'S9;.*K#!|21FM76|)KOQU%)/3G@=JvX_#&C
M#1|'2|C3X+RVLHQ'#|JC\$A '?F@#@'T/3WUOP0WB5|2_F>PN(I|UB2DQ79L^
M8CD|G&;KZZTKV?C*/SID'|L0J&1R"HY^Z>U>J76F6%|I:W=A;7%LA#)#+\$& M12.A
/2E;3|)A(&LK=A*P>0&?.PZ\$^IH \JN|=/#/B36K?2#-:P/H9N&2\$Y M_>C=|X'3?|JZR_
&EV%|XJTW4(SI22VMFZLD\$|R2W+G^,|T7D>H)ZUZ=J^C6 MVL:=>VLF89;JW:W-
U&O|Q%/H?3VK L|^HG6|,U'6=5M|D:6KBUBMK00Y+8& M6(/3@<4
=/8W|IJ=FEY8W"7%O)G;*G0XZU9J&VM;>RMUM|2WCMX%^['\$FU1] M *F_ T 68?)
5K4E1P_ZM:DH **** "BBB@!DW^J-<7\1ED;P/=",2L@GMS<
M"/.3")5|SIVV|L^U=I*,QG%5@&|R :ZSJ?A&W)7K^='T^YM3)! '<| M-
M@3+KM:0;E6=&|=6|O+!+9N|NRFRMS#\$23&"44#K|BO6,=,8XH \T;28=
(15::N@V:VEQ<^Y5/D)M|R3:Q4L1U M;=CD|U!X?E\GPNMMH|K\$/%OV*
<.X@(G6?:V|L^J;..>I%>I:3D'9R.AQR* M-I#%@F&;J0.3|: /'O |E8S:UX
M2,UL>"\$T'0=.N|9OX(X+Z|UFZ@2X:(ER3,X50<9 Q^%>D|..7\$8#MU8#DT;. M,>6,=
<8H,8)'112[6|#1M;^Z: \$HI=K?W31M;^Z: \$HI=K?W31M;^Z: \$HI M=K?W31M;^Z:
\$HI=K?W31M;^Z: \$HI=K?W31M;^Z: \$HI=K?W31M;^Z: \$HI M=K?W31M;^Z: \$HI=K?
W31M;^Z: \$HI=K?W31M;^Z: \$HI=K?W31M;^Z: \$HI M=K?W31M;^Z: \$HI=K?
W31M;^Z: \$HI=K?W31M;^Z: \$HI=K?W31M;^Z: \$HI M=K?W31M;^Z: \$HI=K?
W31M;^Z: \$HI=K?W31M;^Z:);H:GJ&W!.1BIJ " MBBB@ HHHH ,4444 %%% !1110
4444 %%% !1110 4444 %%% !1110 4 M444 %%% !1110 4444 %%% !1110 4444
%% !1BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH ; **** "BBB@ HHHH **** "BBB@ HHHH _9 end GRAPHIC 9 forms-
1_006.jpg begin 644 forms-1_006.jpg M_|C_X 02D9)1@ ! 0\$ 8 !@ #_VP!#

@&!@<&!0@'!P<)"0@*#!0-# L+ M#!D2\$P\4'1H?'AT:'!P@)"XG(" (L(OP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q.7& MQ\|C)RM+3U-76U\|C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P\$ P\$! 0\$! M 0\$! 0 \$" P0%!@<("0H+_ \0 M1\$ @\$"! 0#! <%! 0 0)W \$" M Q\$\$!2\$Q\A)!40=A<1,B,H\$(%\$*1H;'!"2,S4O 58G+1"A8D-.\$E\1<8&1HF M)R@I*C4V-S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI;G-T=79W>'EZ@H.\$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM::WN+FZPL/\$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_ \H #,.(1 Q\$ /P#W^BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** \$W#.,\|:,BN5\6^(KW2+_2K&QM\>66_ = MQNN93&D>P Y)'.?TJ+0?'VEZU:Z?O,EM? 7<7F"VW%MJCJV1QM\SO!U^X>O; M-&1ZUAZ1XHT?7KJ6WTZ\66:-=Y3!!9? IPSU'3D<5\J_BJQL1?VT+F2_M;=Y/ M+;\$:%%(0L%9@,#CWH Z/(I:-PI?;N+T_QQ 8C+JGDV\2VL,Q9-S',=&ETV6^CFE M>VB8*9/L\@'.>1QR.#R.*KV7BM-2\465G8-' IUU8R7(F (;5)9IYLPEC9?DSC(R/FP2\QOGK1\XST.ST^UOKF\:"ZW& M+? &P=@.IVXR%XZF@#HR0.IH!!Z5BZQK#6WABXUC3H8KQ(X#.H+C:R 9SGZ5; MT_ ;5=%M+JX_ +;>.,5\SB@#0HHHH **** "BBB@ I"0.M+6?K%XVFZ3>WX3> M;:WDEV#^/:I./TH O\ASSTHWKZ^]>8#XE7\>FS27-E9K.MG%?+Y,A=!&S\$%6 M\AOEKK+?QAHLNES7ZW+F.!Q*OD.&1B <%<9Q\XH Z/(I:,BL""Q?HDTMA%# M= \WO4,D*HC-E/4X"4=:6T\6:-J&JMIEK?I+=@LNT@@-M/S8..2* -X,"YX MI) _0_\$6EV4UC#)8ZA,;>)D8F7=MSG'3%=6GW@,DX'7'6@"2BBB@ H MHHH **** \$R*- PR1GD5SGB\7KK0+2R>T@@EGN\|M;9?/CEE'>C?Q=HD\LA)>!\\$O= MK02>6^UMQP!G& 2>,4\|/%FB.+YUO5\$=B?J)FV,\$4^F\&"?I0!O%@._2C(K'T MK7\UVVGGTRX\$OE,5D!!4JWH1UK)\,^*;K6\;U'3+BWMP;,*WGVLI9#NYVG/ M.1WH ZX\$'T2TU>M.H **** &."< <9\CK7#MX\9-0U^WDTT*-,&8'W?Z\|@9(M_ #FNY;J#GIUKA=5\|3W\AJT<=^L5U=78N+>7'^K&T*5/J",_G0!M+XOT<75K M92WL<=[.B-Y/4AF (7/3)S5+5?B%H=CHMSJ,\$YN_ (3>8HE.XM;> (FU)6MIDD>.X83@|HY415&W P1\H//(|5!;?#2>&VUR ZFK?VS;|;HB, M K-DD,O""\|* .MO/\$%M!X6?7%1F@\$'F*C J3G& 1\2*RM'\;VDWAP:IK"+I MDJ3&WF@.6*2YZ<#J<=JFUKP\?>(O#MCIMY?"*194>|D@S^ \!SM\,G!_"L>/ MX=7%O=7'EZJ\MM+>17@|_) =77\|V#\|T :5Q\0=&CNM(2\I;A-2G:!\7C0XC9< MY##J.1BI+'QMI\VB3WTD<+2SM%"D09V<*<\$D <"J">"KZ&\CN\;4(EGCU5\X M\!D.TJZ\2O3KCO45AX\$O*O;2\|L+^+|1 \BD2*2AC .OS"K4OC30(;*SO'U!!;78\CEP=N.!SQQR17)ZG MX3UFRUBRDTV9997U&>,\|(- L0=4&&'X=N:BOOA;=2:3:6,6K@1",I,K@E-Q9 M6W*H&/X<<^M '3VOCO29\6UFTF9K<;7MWS2*0C*<=#\2\BK(\;^'S\|= \NH(MT4DIA 4,3N R1@#. <FQLY&<|>A_I0\T/A/6Y/\$/AV#4Y8PIE9R OH&(M'\JWEZ)_"=OXFU32)\M@UO8- (I0G\A8# M'(I.?K36)*0#79\|)EAMYK(62PQJ%"=>1_A74%03FC:*.#\|_#NVTFW:UN_ M)DC6\$01\;M)'(5!!^9LY\|#@8'M4Z^#;RUNM6CLKY(M.U2)A/(\I:17\ORP5; M^[CGGFNTV"EVB@#@#|\7*L#? J8K2,93/\$+[R/QJ:\| F\U">;2\413W\7CJ M%Y"E57:/?Y: \C8,YYHV@4 <#+X)U6;PU:Z1)\'DV3KY(5&59(P"-LE,\$\1T MQTJUX:\|%/X?O=/G% \YGV6UEMRFWKO\ #J*** M"BBB@ I,TM)B@#EI_!EE>,9M=05CN ;9(8X7! (4JS'<1T/7OZ54NO QNGNF M^V!1/J<=^ \$Y3:"-H_.NS*@G/-(8U8Y.30!YU8? #BZMM2EO+F_@O)'MY+=1* MI8.'96W,#_N\|CK4^ MN(=2"&XN\$G*,K\651@JWV! (/M7>% >M(8U;@YQW'K0!YW;_#>XM;#1\|*/48X MQ8EM\Q\$C+*RG^!3TV_7-7_#? @6/P_K#W"FWF17D>&0JWFIO.2N<[* ..D\,ZS)XW;7FU&SFA"B."";,DPIW"\LDYYZ\UUZ8\ @9IVP>IZ4 MN.: %HHHH **** "BBB@#F_%OAI?%%O96LLH2."Z6X8: 0A?O;U92? US75%0PP>E(4\^M 'F,_PPN)A9(=7\$EO:B(X8 M'(*2;_D_AYZ?:@#(N/B!.OB'6-- ALD6UT^V9X\IS_K)\$=59?I\U7;'QS"LFJRZMLBM\> M6*.#R@6:0NFX@ RAM\|MKB2\4M\$1498X\(. M\|'3!!/'<5F:1\0-,O=,O+VXCNK=;>[-N%:%F:1LX&T ?,?84R? P\|R:2L-S; M6HL91(7MX&5S\^XJA+"DYZYUZU%_P@5P@_T? 4U4P7YO;)FA+>6QQD/S\PX\J M -67QYH\$5K!<"\D<3\|R\)"Q<;<;@RXRI&1P?6G7GC? P\|K;":_ \EN8UD4HA M("MC:6Q\W.1UJAIW@065\|%/>/"6X9;DW#&+ =Y@(@)4=@- @XK.B^&\$,,UA(MS M;7#Q6D5M,+F)F#B/HRX88/US0!Z_A_>9#!L\2.<\5-4<<8C"@ 8"XXJ2@ HH MHH **** \$+ 9SVJ\|;:_/5:DD_U;?0US)QD\IJX0YB)RL=%\|MM_ \GJM' MVRW_ .>JUSG'H*/.05K\|SCVAT?VRW_YZK1\|LM_ \GJM M@H\|D'M#H_MEO_P \5H^V6_ \SU6NT.C^V6_ #U6C\9;_P#/_M5:YSCT%"H*/9"\|H=&+RW\ RU6I@P/3D5RX^@QD5TL'^I3Z5G.*7&5R2BB MBLRPHHHH **** "BBB@ HHHH **** "BBB@ HHHH ***1NG?|* .7UGXB>%\ M U&2PU+4E@N4)OJ3U&;S_ \A<'@?_H-

) WPW^%;^H:=8W%V99[&UFD8?>EB M#-Q[U2.DZ8/^878 ^ ZU:A=";W_ (6_X' Z#4?
'PW^%' N#P/ I!N/ M_OAO|*O-I6E]?[+LO _=:C.EZ8?^879?^
ZU2ID|Q5_X7|X'_P"@W'_WPW^% M' "X/_ \$&H_P#OAO| "ICI>F=/_LLO _=:C;3--' _-LO
'6J|BV'.AO M "X/_ | T&D [X-' "X/_ | T&D [X-) 9>F_P#0-L ^ "TATO3?^@;9_P#?
MA:KZNQP8O:(?| |+?|# | 0:C _.^#_A1_PM_P.! R&X _^&_P MI/[+TW_H&V? 'X6D?3-."C
(EEGU' "P7UH='0/*XX_%_P \$ X MI/ MOAO|* / A; @?_H-) WPW^%;C:3I?0:79?
@.M..E:9_P! NR !|UK/D9?, MC. X6_X' P"@U'_WPW^%' "W_ \$&X_P#OAO|
"KOTK2 _^@79?^ ZU&=*T MS_H&67_@.M/V8N! _^@W'_P!|- A4YTO3 M! S#++ P'6FG3-
_Z!ED/^W=:KV+%SHB_P""P>! ^@U'_P!|- A1_P +@|#_M /0:3_O@TXZ9IO| T#;+P
!UIG|EZ; - VS_ |+3|@Q|Z%_P""P>! ^@TG_M_?|H_P""P>! ^@TG_?!IITO3<_|
(L _^ "TG|EZ; T#;^ |+1|!D^T0_ M (7!X' Z#2?)|&C_ (7!X' Z#2?)|&F?V7IO_0-
L_P#OPM'JF;; - VS_ | M+3|@P|HA_P#PN#P/ P!|I/ O@T?|+?|#_ | 0:C _.^#_A2?V7IO_0-
L_P#O MPM(VF::&#/_-L^95'^H7N<4G1L"J7'?|+?|! ' 0:3_OAO| "C_A<'@C_H-) M_P!|-
_A6H=)TL8QI=EZ?|>ZTPZ5IG_0+L?| P'6L^1E|R_| (7!X' Z#4? M 'PW^%' N#P/|
I!N/ OAO|*NG2M+ _.^@79?| @.M..E:9_P! RR !|UH4 M!P8F | 0-L _^ "T>P8! _^@U'_ -
|&C_A<'@C_ *#*?)|-41AS(I?|+@|#_P#0:C [X; "C_A<'@?_ *#4 M?_?#?X5:.E:9_P!
RR !|UIATO3#_P PVR' &[K5*DV'.B#_A; (' _.^@U'_M'_WPW^%' "X/_ |
T&X _^&_PIYTS3>VfV7_ (#K3#I>F | 0.LO _=:M4&+ MG0?|+@|#_P#0:3_O@T?
|+@|#_P#0:3_O@TW^R|- Z!MG_P!^%H_LO3?^@99_M|^%I>P8O:(= PN#P/ T&D [X-
' "X/_ 0:3_O@TW^R|- Z!EG_WX6C^R|- MZ!MG_P!^%H|@P|HAW "W_!"
\$&H_P#O@T#XO^"";C6DZ9^XW^%'JF;;D | M\$ML^G_!/:UM&T?2Y+'G|F6G_?E?
|*7^PM) Z!EI_P!^5_PK(LY?_A; M ((Z#2?)|-_A3/^%N^" >-
;3_OAO|*ZO^PM) Z!MI_WY7_"C^P|) Z!MI_W MY6@#E!|7/!4ZVG/4;&_PH_X6YX)R?|
B=1^W|MN/TKJ_P"P|) Z!MI_WY6C_M^P|) P"@;:?)^5H
Y7_A;G@C&#K49SU _=M_A31|6 !/M1G_MFP_I76?V'I M/ 0-M/ ORM'|AZ3_P!
VT_|K0!RG_"W!!!ZZVG_?#?X4#XN^".^MI| C?X_M5U?|AZ3_-VT_|K1_8>D_|
VT_|K0!RH^+O@?K_;;8_X W^%. P""O^"/ M^@TG_?#?X5U'|AZ3_P! VT_|K1_8>D_|
VT_P" *T", |AE,>NQL?RKJ/|#TG_H&VG_?E::="TG)/|EVG(Q_J5Y_2@"7_M2M5L|:T^*_L)?-
MY1E7QC-%6((8H\$4\$*+'&HP\$48_"B@!TG^K;Z5S/<_4UT
MTG^K;Z5S/K|3_.MZ)C4"BBBNBYD%PT"BBBBX:!!1111<- HHHHN&@4444 M
'^?UKI8?|4G^Z*YK/(|NH|:T+WQ!IVD"&.^N5A:105!K&JFW9&D6H|FS17.M?
|)OH!_YB" _E0?"A_&?|03'TK+V4^B9?M(=SHZ*YP>./#V/^0C'2'QOX?SQ MJ*?
3UH|E4|/P|G245SG_"<>'QUU&/IFC_A.?#W_01CH|E/LP|K#N='17.? M)SX>_Z",='
G'A|_-12G|&I_*P|K#N='17.?|)OX?(R-10|)!1_PG'A_@_M_P!HQX/
I>RGV#VL.YT=%RJ=A>UAW.CH_MKG/^\$XT_G_U!,^XH'C?0&_YB"?
4#BCV53LQ^UAW.CHKG#XX/C_F)SZBC_A_M-|_Z""?X4>RGV!U8+J='2&N=_X3CP_-
!*.C_A/_#YZ:C'1|*?9A|6'KS_MTP*!XDT?./MJDCVXH|G+L'-
'N:PI'^ZO^|*R_P#A(I)_Y_%I&|2:05&;U?O_M|*ET96V%SQON=8W6F&LD^+-#_|
3EZ4P^+-#_Y_E_*L52GV-O:0[FL:C-91_M|5;)U^W+CZ4P^*=\$_P"?Y?RJO93?03G#N:IJ-
NE9I|3Z*1_Q^K^51GQ-HQ/_M|^I5*E+L2ZD.YIFFUEMXET?M>K^5)_PDFC_//ZOY5?
LY=A<|>YJ'K25E_|M))I'/_ZOY4?|))H_/_ZOY4_92%S1|FK65?
ZY#INIP6|ZXCf4Y;T.:10\$FD8_MX_5_*N4|47UM?
7H>VF5UQSD5I3HMNS,YU%%71Z"K*|897#(>58=Z'S^ZR.?, M7^=<+X<|1&R9;6|)-
JYPK?W37<.04B96W!|S*L.AYK.M3<)&E*IS1-E_ZU&; MD?|Q!XO49KD3ZG3;H_-:GFF-
5(G0B-1M4AJ,U:)=AIE/-S5"\$SHIOTK;T+ M_D'?|M&K\$|GZ5M:%_P @_P#|:-6%;8UI[FJ*.|
J&ZD:*UEE7&Y\$+ #/3@=ZX_MS|EW'K _=-U+QK-8:BMO;6_U|CWB_MVQ_41'EY
/7H>M,#LZ*Y2|:6NF64MU/:@#L:*YO3/%|EK>BW|I|;GM\$8NC=F"| MA^8P?
QKE;;QSJ|VB75TTUI<;8A-YUFA*_P_08VR3DX&?QH_|.HKE?^\$TMAH_|M|/K=
(ULXCGB>_JR\$C.>1T/K3K7QG8WES8PV_FS"|B|/75.(TQGYO>@#J**Y MG1?&VE:
|JTNG6LW|Y,LF"#YB@X)'T-0P^(|Z768|3RX|AOG@R!SL6(-GZYH_MZRBBB@_HHHH
9)_JF^E?3-+M.,J|!"44H4GH/>DQP/>@+!11Z^W)H|=0._)Q0_444N#D_M#')Z4
)112X^A^AS2Z@(<\$<|_*XWXE|W^GJ2,>1UKLCT^O2N*^*!Q?:>?^F- M:T7:M%D5OX;.:?
|.:=!J|I|-%-+(\$MWD2-3MR0"0,^^*MZAX?C\$|1@Q9F.U^T
MWL4|VRY|WN.>E8NFZH^F27+I"DWGV|P_,^-NX\$9Z>|:2>+)5MEMY|*.XC%L
M;>8L_P_TZ|N<<\$9/K79-5E+F@<<"VH|_A&;I?=[FU6VCB6;|0S80H>AJ23
MP|=06=VIMXIY%>+R9DDX(?I@8YR#4MMXHM);#4HK^!5C:VC@MK4/|Y0>F|'|
M*JR>, +J5;C%I\$BS-%L7=S&L>-HZ?-G'M4<1-%=:B+Q8\$\$3_M?
ZLG&5(|N:JKX9GE=!:WMG-&TWV=I\$?A)?|A|^12OXP<&1|73HK>26Y%R|^9

MN+,.HQ@8SC]:8GBH0E1!ID:1K,;IHS+N#RGH>G&,9 D)UT)^R&3^'+RV2X\Z M2\$2V
(GDB!RRJ21^?%3#PI>\$7!DN;6*.."5Y)&P%5@2/Y4QO%CSRSO'Y\N8+;6D"6JS22F3?
%C26XMYI/CFM3;) \1DVDE<8;IQTI)?%DLS7!^PHJS""%2OF?=\$9!& M!CG.W&;EJNV.I(?
<>%[Z\$, (I8+B5)EADCC.3&S8QGTZU!J>AW&F6PN9)(Y(1 M(8I&C.0C^E2GQ?
=":\FBM(DFN;B*@:1\J5O?RS6TMU):[0D\$3A6PP0>H!]*VJJ MIRZ&<""YKW?
AD+J.H);W\$,5M9JAE;=L!"P!QGN><54AT.26W-U#++;W*QNOG1 MJ<8!..!S^%-00%-Q?
V5W:RVT02:.*.,!L[%0C /J>.M6+CQE+/8M:C3HT50+! M
F^4;#V7'&2[E*RVMI%]I^SHC29R^,X![UDP110ZE]C MU&V:0^;Y+
(C[2K;@,YQS5VX\637\$R.;-/EO_ +;S)P#C&W&*RWU%I=8DU)HP MC2S_ &@QJ> V:U(?
LIZ&SJ^C0QWFIH!CATQECD>24,7+\$#@8'K3 M?^\$5NT;;SKFUB2)HU9V;@%P" ?S%0_ |
"3F2[U.:XL\$EAOV40"9<;2"" , "J M.:=>>*Y+N*Y1K*,.3313[5:(E[0% \ 'B]=:%?NQ9_#-
]#O1&@N)XYE@DA MA;6\BOE?,[KG]\#5"PLA?S>4;B*%B0JA_XB>F/SJQIOB1M,;
[FALPTUPT MG68[0&[%
<< 7VINB^(T:&XC%L)?,96W*VOEP0=H.#P>_P"-6I5K\$M4[Z%U/
M"UX&D%Q<6MOLN!;?O'ZN0",?7(I^F>&Y7U"\$:C)!!";Kl.\$=L&5AR0/S%5Y_
M%LL][C9QIF^2VJ_ "E0HVCCG.W]:DB\8-YWFW&F0RNEX;J#\$Q'E,0 >W(X%0
MY5VB^6GN)IVEVFH>);JQ8^5"KR>2C-L,C*1A ??FH7TLR:D]FT1TH@J!#W1,?9W&?|
",7J)=//+;0BWF\@/[WP6])GB#|P*!G+?@:9?>*)[X2?Z-"TEXMWE6W#*@
+T]JD'BHKK+ZG M%IL22S BY4S\$K,"8QCC@41=>PVJ=Q\AJYG:
(P75K);RQ/*EP&^0A<;N?;(
MI7\+W03='=6DQ:W^TQ)&^3)&,9(,5\$GBJ2&,06UE'%:I;R0Q0B3IOQEB<|4M7UV75TM(
[G.>"^!QZ<5I"57F]Y\$RC"VA2R.A"Y' M7'(HR.P%0;_PHW^]=W@
MH#8[U!OHWY[T7L.S)]W4]R,&NE\.)&M98;*Z8FW+J0Q/W<&N3W\XJU8VQ_LW2XK4LS
M:K9KPMFT>RN@PTQJ>:8U4A\$1J-JD-1M5HEC33:<;BK\$%%&*,4""E%)BE% # M90\ 4-
^'\ZUU_P!4G^Z/Y5D3?ZAOP_G6NO\ JD_W1_*LIEP&&F-3S3&J\$61M
MTJ,U(W2HS6B,V1FFFG&FFK0AM%&*,4Q!11BC% #NY^E;6A?|@_ | /:-6+W/T MK:T+_D'
/:1JPK;&E/; \9) =2I(ZC-/05M0N?L6FW5WM+>1"NT
M=]H)Q^E\$;9;2XMOM,Q2XLC:\$]P-[-GZ_-23^\$8Y)6EBOIHQ3Q5-\$/L%E-J%Q)< MO
(VPH&Q4+-GT^:@!|=0!\VU]"(UOYX\RRNPQD\$2\$%ACU^4U22*#. "7)
VY_&I=6]:2Z#9V%CHMU8RW?G?:0RM(JA< C'YXI9?#%D)X M<71=^R-00SJ
"2#D9]:BTBZNM4_MF+[6ZJ]56WD(Y16C##C!:YVPUF^VZ7? M:GJ^LRWZQW/V2*
(Q[L>AX)]:-K5?|<&H-)]MECEEE63/50 ,8([BF1>!H M84TVW74+D6EDN/+&
SG&,D^A!.14-IX\6]AT]X;"7-U*|3LY(6,KC(R0.NX8 MZ9YJ*V\4:G))=?VA:~98XM4-K"|3;O,
#<'IZ4 :V@^&("O)IHK@M V1%&4 M'[L\$Y(SW%2+X9MTU!+SSY-
PNC=;3_ >*A/RP*S+7ORDTSM/IL\%NRR^1*2#YA MC)!7VS@FK_AKQ%+-8?9?(*
[3YF]>&4.,<>A% '2T4#I10 4444 ,D_ U M3?2N9YZ_ [1_G732?ZIOI7,^OU\
_MZ)E4.:^ (%Q+:^!|0F@GD@D!4>9&Q4J M"?45S^LRS^KV6PT^ ^NI+>YTA[AXY9C(8)
%VN&)RN3M<1W"S&1GYN8&1B,G/,4ECXKSX[35'OY&LKRZ>O-
H5;RT5@I'\:3)ID.EO9IJD@8-&H M.&4@Y!SU/(I68[G]_ \$274H-3QZ2TPM1&C'9*RJK-|O|
P+'X5Z+/IMG=7]O>RP*]S;HR0ON/RJPP MP/U!
(JM;^&M)L8K1(+\$(ME*TT)^21NOU[4687./L?B->748))4 M"(1Y.P@ ,2.V_AW2K
M.:1XK9E60',;3,8U4]0\$SC]*KV_@[0;2*41:>R])#Y#;I&?='D';,GH,#BBS
M'H<[<>-9M+.DQV_V:2 BW2>W*DR(9 O5\8R"WKR*KQ>*M7TBV\0WE[<174<>
MI):P1*#E"VT#/'3!'%=9)X1T*2=)GL2741[<2,%0 *Q ."0 *FD\Z/-->2 M/: M>;?7>V&8='
SPPP.>O%%F+0YJT\9ZS.UE8):6\5]7PY=27#J]_P!H3;E5L@],*#^=:GAG2)K*.SEMY98XGW
M,|F13ZAR'?|*_ U7^|OY4?| "O| 5?|R_E7N.U?|H_*C:O| ='Y4 M?7:@?
58'AW_"O]5_O+^5' "O]5_O+^5>X[5_NC]J-J_W1^5'UVH'U6!X=_ PK M_5?|R_E1_P
*_P!5_O+^5>X[5_NC]J-J_P!T?E1]=J!|5@>'?|*_ U7^|OY4?
M|*_ U7^|OY5[CM7^Z/RHVK_ ='Y4?7:@?58'AW_"O]5_O+^5' K_%7^|OY5
M|CM7^Z/RHVK_ '1^5'UVH'U6!X=_ PK_5?|R_E1_PK[5?|R_E7N.U?|H_*@*O M]T?
E1]=J!|5@>\$R>"-2C;;67]8?|>H#NOY5[1>(OVAOE'0=JL@]!^5;1Q4 MV0|-
\$|@_X0W4,=5_*F_(A?C^)?^&:] =91CH/RJ/:OH/RJUB)D_5XGDG ")W M^?O#|!2'PK?
CN:]8*KG[H_*HV4>@_*J^L2\$Z\$3RK_A%:[U-' "+7WJ:]2*CT M'Y4FT>@_*G|8D+V\$3R|
(1>^|31_P (O?>IKU#:O]T?E1A?|H_*G|>0>PB> M7_ \ "+7WJ:#X600!RO)
[BO4@H]!22*NU?E'WAVH^L22!4(GFO_"%ZAGJN"/2 MD_X0S4!SE?
RKV)E7/W1^5,95P>|^58_69E^PB>/_ /'"ZAZK^5)_PB%_>7\ MJ|
<*CT%,*K_ ='Y52Q\$^HGAXGDO\ PB-^_ .Y"@^\$[P!37K!5?|H_*HV48Z"J M^L2%
[']Y5_PBM^_YIO\ PBM][UZH5'H/RIFT>@_*G|8D+V\$3R|_A%K[U-' " M+WWJ:]1P/0?

E28'H/RI^VGW#V\$3R_P#X1>^ ZFL_4M-ETME\$QRS=Jl@VJ>"! M^5G:/H<.FVT.
M%!:8U0BR-NE1 MFI&Z5&:T1FR,TTXTTU:\$.HHS1FF(**,T4
/[GZ5M:%_R#_ ^VC5BJS]*VM!_ MY!_ &T:L*VQI3W-04V5%DC9'
96&&!&01Z&G"BN0W.9A\6\$=\$=Q"MQ??9ID M9%MC<,8XPE '-P9 MI'V,VVV7RS"(?)8<@
Y!'OQ4-SX'TR\CA^TSWSO\$I1I#<-ND4L&QSR,@5U> M*,#TH
SK'3+;3A,;="!*RLP)SDA0!\^@%4I?#5A-IJQ8LLOES3_-P<@K)Q@@ Ml1TK>P/2C l*
.:N?"=E=6MO:W=U?2P1/DK)<.,?./+||J.J3?l "+Z=++R68-%;PDL\$(ZGN/>NPHQ0 4444
%%%% #)^\ M5-J*YGU^I_G732?ZIOI7,^OU\ZWHF50*/T!ZT48;/Dl>*Z#&YROCS4;K3-)
ML&L[F>W\$JZD4CVZYY%Y ME)!B*3!!VC'?)S];BSN5=&=:>.VU6TL?
l.TOSKV\\$\$S&/SAM01A@Q#=#G:\$[E]QT.3^=(G@31!:PVY6=XHK>2U
+_PN23GCD_.,+.,+HP=3^(%^V@Zl) MIEQ;)V#Q_ODD#Q>6Q/
/KQTIJ]=>*6T76[Z6^@G%S'9PGR5E'E>8Y 7CCKR M:TH_VEBTU*U=[N=;^_
(IV=QN*KG:00.",GG%2S>#]-NGN7N7N+J2YMX]>61 MGRVV/&TYQJ
l(!HU'H9EUXNX=/^U6MJI(74::&,Vl_@NK46UWIJQY,R*X=6X##!'L1FJG_":489#//=37\$Dl
<[W4T@,DC(1M M!./N\#BM6QT>WTVJU"Y@W^9?
2B:7<GJ*LD.W'Y5OPR2F!,19^4=|=JP#71P*1"G^Z/Y5SU^AM3\$WS? \ /\$?l MlBG;Y?l
GF/^ ^JDQ1BNH+S?||?_ !ZI=M&* (@|V>8?_ 'A0 M'ESS\$,?|U2XHQ0!\$'F_YY?
CU)OF_YX_P#CU3;:-HH BWS?||?_ !ZC?-_ S MQ_ \ 'JEVBC:* (B|W:+
_>H#RX_U0_[ZJ7;1B@"(O-VB' ?5&^;_ GE_X|4N M*-M \$6^;_ GC_ ./4;YO^>^/
X|4NT4;10!%OFS_J?_ J-V?|5Q_O5+MHQ0! ME71E-PJJSS?||?
_ 'JO7F//^@JHP^E=\$'H9,A8R_P#/+_ QZHB9?^>7_ M (l4[#V%1\$>PJT00L9?^>7_CU1L9?
^>?_ CU3MC&<"F\$<@8'(S^%:(31_6D_N M?K2;I>T?_ CU2\$?3|J;CV%60-S+_ SR_ |
'J.R_P#/+_ QZG8|A1^ H&-#2_P#/ M+_ QZAS+L7|U_ \$/XJD%(_W!P/O'Dl@ZFHQES_
*H?)|5&QE_YY? \ CU3MUZ"F M'IT%8&A_6E_YX_ \ CU1DR_ \ /+_ QZIR/I3#|!5"("9?
^>7_CU,)E/_ +/_ P > MJPIB&DRD?ZO|_ |>J/RF|P2>0-XXW9YJ;L*7 |!0 P--_ SR_ 6 MDJPW7H
M.M1M6'4UZ\$),O_ /+_ P > J-C+_ P |A_WU4YQZ"HV^@JD20YD|QX_ &HV+_ -S|
M:G./05&V/;JM"9"6? \ N?K3=TO_ #S' ?52D?3|J9CV%6(:3+_ SR' ?5&9?_ M^>7_
(l3L>PI<#T% B/_ O_ /+_ P > I09?^>7_ (l3|#T% QZ"@**8R^0X|KT_ MB|ZV 9?*C/E?
P#^+VK+FOY#<#M_ .M91^Z3|IT5G,J!'6FS_JO_ 'J8QE_YY?^ M/5.1SVIC?05FBR
F7_GG_P"/5&3(L?ZU.?H*C;GTK1\$,A)Dl)^M1DR_ ||O_ M !ZIC^Y4TXJ!5H1%F7_
)Y_ ^/49E_YY_P#CU.(JA1CV%,0W,O| SR_ |>I-T MO_ /+|: ?CV%+CZ4
)F7)_ =#l_>K9T)I1IY_ =?|M&_BK)QR>!TK:T,?|2|l M6-
6%;8TAN7_ ,F_YY#_ OJCS)O^>0_ [ZJ0"EQ7(:D7F3?|l?| QZ@R3? \ /(?l Ml5+M%&V@"(/-
CF(?|l4&2;M\$/^ ^JEQ1B@"+S)O| GE_X|1YDW_ /'_ P > J7;1 MM% \$7F3?|l?
!ZCS)L_ZG_QZI=HHVB@"/?>-G_57/,0Q_O5)B@B@"+ MS)O^>(_ [|%*'F/6"_ J?@TNW|Z
/7K10_* &R?ZIOI7,^OU\ZZ:3_5-
MJ*YGU^I_G6|SRJ!QW_/TKEO&.OWFC7.FHCBULK@MJIOFA\X1\$8VC'H2/QK,UC3;S4X!;!;
&8ED##Z&M97,T9= _XVT|2I(X9=UY*L*2SR MVV JH> XR1GKTHN?'-A#UELY5
MB\FW2V(GMUFWJ03[XX/!JU=>#+:X76%^UR(-1DA7MB;.1;:WTM;O|:%&\,0 M?
G(STXZ>H-7[SP5'?7|S=W.H'S);5K91% BD*R|26(Y?&>^>E/;PR,l.F?PI;W
MQJD,9%):>#;BQU*VNH-98);V8LQ')\$K93G M.T|03G|*@TWX>6FG7SSF^EF5K9|7'E
/L;'+.,6;@,'F_L.\U+S Ml 75E)K1|=V\$<\$LUS875KLM3>0"51F>(9.5P>V">: M2/P-
"l&GP7VH2SQV5M):(@106C8\$#..20#^8J-_ B7-E+!>ZM-/0U6|2^,|'-O:PQVH
MG,L>XEFQ6G45Y?_ ,+5G_Z|B?| ?9I? M^%J7|_ YAB?| ?9I?5:08?UFGW/3Z*|P_X6I7_ |
M+6G_ .@6G_?9I?| A:MP?^86G_?9H^J5NP?6J7<|/S17F' "U+C_ *!;?|JF MC_A:D_ |
T#4_ |^&CZI6[!];I=ST^@UY@?BK<_ | (,3_ +^&D_X6K^| M/
M^ ^S1|4K=@^M4NYWUY_Q|-l!55JX63XERR/N.FH/^VAJ_ \$68_P#./3_OX:WC MA:MMC-
XBG?<[EJC-<.?B'+_ T#T_|Z-,/Q|E(YL\$_|Z-6L-4|\$_ 6('6:K(8M/ MG93@A#@US/AOQ-
YH6QOV_>#_ %40|J|V-4KSQO)=VSPFR50PQN!/%&O\$PE"V-
|W|S^!SW|JZLYSSC|*Y:D'%G1":DA M,4445!;"D?|@_ WA2BD?
|B_|PJ7L'4UVZTPT|NM,-8&MAAJ,U(:C-6)C#4;= M*D-
1MTJT(8;:3C3:l\$B'K28I3UI*8@Q1BBB@!10_6+_ KJG|Z!0_6+_ KJG|Z3 MV
UW_K49J1_ZU&:PZFO08:8U/-;J0B(U&U2&HVJT2QIIE/-,JQ!BC%% @Q M3A3:<* &S?
ZAOP_G6NO^J3_ ='|JR)O| 4-^'|ZUU_P!4G^Z/Y5E-E0&&F-3S
M3&J\$61MTJ,U(W2HS6B(9&:::<:::M"&8HQ113\$&**** 'lS|*V|'_ P"0?_ VT M:L3N?
I6UH7_ (_|:-6%;8TI|FH*7O3#U I 23W KD-R2BF8Z<<4'Z\$D>E #Z M*1>G-(W2@!U%1Y
QD|>O|:53DGT% #Z*!TIK9XP"?84 .HIH|8/?TIU !13 M>..GKG-/2@ HHHH
9)_JF^EDXQS2>G'3I111<+@.!QQ_2C)_ K111<+AT 'IG% XZ\$|^]%% 6 <=./< M<&C_

/7110 9 GFBBB@ /KW'2N, ^)G%_8=<"GVKL_8|<9S7\$ _\$|_P"G:<3G
M_4]*NA_%1%;X&AQO<+:HVHO*#P:7J4E|+\$|W"D9\$<3J3Z_XMQ'>,NFJMU=B/SI2_!*"KC
:M[H;UUDC1WSY+#N/PS^=0E6N:/V5B#3M&N]2M[B>*.0)"@:[A(8|,"ET:WMKG
M5X;*]@E_?RK\$ K;3'GN4,\$_+SG/UJ#3K|V&IVEZ5, MC02"0||N1ZFMW[5KF*:JOARR
MT^SU>2*X>1J0Q;0>Q:.5/N,5EIXDEC76A'\$4.I\$'HWMY! M=13%K>W:40Q<,Y&3C!
[GI6-'>W4:*J7\$BJO "N15S2-;?2I|N78TDEQ T6_ = MAER#SG|:Z*G.X^Z914;ZFW=^%?-
N5-C*MO'JG\$|T=VV#""2,\$_ ^O%40| A&:[MRR1+;M,(C.EL'R[H/XNO2J%AK,EG9ZE
ZM*U]"(F=FSCCKSS|:OCQ45BBE%G_ M_3&.V-HMSNX\$?
KC^]^E8/VZV9JO9OH:=+IMW|.#.R,LRHZ-&<[E8XS70 M:UX8M;&QO98([B-
[9HDC9V!68MZ>EO MX4_ (1>_ ,UO&DL#"X5BD@) ^7DCGO2W?BXW-W#=?8V+K*))
(Y!C8CT_|| MU-)XTS<6|B6;I(?_VJ|@D|P1V Z9XH<|1:P*-(A_X1:[9\$D2ZM7#Q&6)5?)
MUH7|V/I@_E6\$&R@/0|Y%:MKXC^RG32+3/V&"6%?F^]OSD_K6+OR6)[DUM2=6
M_O&52,%|)-NJR*-WN:BWT%O>NFYA8EWGUHW<5%O'K2%|"ES#L3[CG*GYAR.U
M=MX8|3?:"FG7I(EQ^Z?U|JX1-TTFQ%+2'@ 5WGAGP|::=3J#- #D?=KGKN-
MM3IHJ5|#K<_ %QZ49I%|TM>;U.|;"BD?[B_ |PI12^<7_>%2|@ZFNW6F&G MMUIAK
V&&HS4AJ,U9+&&HVZ5(:C:I5H0PTVG&FU2)\$/6C-!ZT4Q!FC-%%_*
M'ZQ?|=4_G0*'ZQ?|=4_G2>P&N_ |6HS4C_UJ,UAU->@PTQJ>:8U4A\$1J-JD-
M1M5HEC33*Y;:P|J^RS2I%|R|'E"@@9_VN.ORB>"XD625#GYF!!!Z|1@5R&YQ%R+M_|
MU<:M<17&GJC6Z;QL+>4K;2#PGS,I4 M^Q!%_*?B+5-?"|!:6<;PV-K'-<&
[FS(0QP0"#C//7I3=1|:3MKG|E1PQFS MN(Y(A,JL&201,^-
WW3|T|#FNJ7PYI:6[0BV!5HEA8L22R#H"348|*Z,M|]M% MA'JHQC<2W|TKTSCH2,T
<+!K^JGPW'8W@AQ-:B6WGAD)?"O@|GV[5L+XAU2 M.X%CIMM;/<2W#)ON7;8 L*
G@Y|]*Z&U|)Z)9B;R=/C7S@!)RQR M-+9W&FP?9/LHPV|)%*P6QT.&R*?|_P#PD6_|*O'
#TD MH_X5O5:*7UFH/V\$#RO_A5XQ_K'I/^%7#_)ZO7JM%'UF8>P@>5?|
M"KA_ST>C_A5X_P">CUZK11J9J|!"|Y5_PJY?^>CT?|*N7'^L>O5:*7UFH'L(M'E/_JX?|I?|
A5P_YZ/7JM%'UFH'L(E7_"K_P#IH_Y4O_"KQC_60^5> MJ44_K,PIA |K_P"%7C'^L?|
*C_A5X_YZ/7JE%'UF8>P@>5?|*N7_GH|)_PJ MX?|_/1Z|6HH^LU |A |I_P"%7#_GH|'
JX9'IQZ|6HH^LU |A |AF^')CD M*[WXJ\$ _#|C^)|J|3N_P#7M|!55OH*UA7J,AT8'FA|
'^|U)_P@1'=J|'./2F'
M&>E: ^VF+V4#S.Y|%"V@>9BV\$&:XJ0|D^R(\$EFP!ZU[5JZE],G55RQ0@"N5|
M>%A;J:FY0%W.0#VKHIUVEJ85**;T#PSX96!!<70S+UP>U=?M"C"|@"%&Q5Q
M25C.;DS:;5%|C'%+BDHJ1CA0_P|P?|PH%(_W!_O'I>P=37;K3#3VZTPU@;(8 M:C-
2&HS5B8PU&W2I#4;=*M\$C#3:<;5(D0|;4'K24Q"XHQ244 **'ZQ?|=4
M_G0*'ZQ?|=5_G2>P&N_|:C-2/_6HS6'4UZ##3&IYIC52\$1&HVJ0U&U6B6---
MQ3C3*L0N*,4E% A<4HIM.% #9O|4-^'|ZUU_P!4G^Z/Y5D3?ZAOP_G6NO|
MJD_W1_*LIEP&&F-3S3&J\$61MTJ,U(W2HS6B,V1FFFG&FFK0AN*,4E%,0N*,4 ME%
#^Y^E;6A?|@_+:-6+W/TK:T+_D'_P#;1JPK;&E/4'_?
1HWW7_/*#_OHU/FDS709(AWW7_/*#_M_OHT:[K_)Y0?|]&ILT9HN!#ONO^>4'_ 'T:-
|U_SR@_|Z-39HS3N!#ONO| MGE!_WT:-|U_SR@_|Z-39HS1<"'?=?|H/^ ^C1ONO^>4'_ ?
1J;-&:5P(=|U_S MR@_|Z-&^Z_YY0?|_?1J;-&:B9"6N|<1P?|_?1KH(VO_"DQ'!|T?Q&L4_Y
M.NEA_P!4G^Z*QK|#:F5|VH?|_|?_+Z-&[4/^>=O_P|]&KE%E%PL8MTU|YK9B@|?Q&JS-
=_|/._#_+Z-:5Y_KV'L*JL*Z8/0S:U* M9>[_>4/_?1IA>[_P">4^ WT:M&HR:T3(:*C-
='@Q08_WC3";G&/+A_P"^ MC5IJC;BKN25B|T/^6[VC|W|]X?Q&K
D)/NC_>%2WH%M30+7>3^ M|@_|Z-,9KO| YY0?|]&K3=:8:P3-+%00=_|/.*_+Z-
+W7/*#_OHU;-1D MU=Q-%40=?|H?^ ^C3"US_P |H?|
OHU:)|C'%4F*Q5+7/_/*_ OHTS==?|X M?^ ^C5DGVIM6A%?-U_P |X?|
OIJ,W7_/_'_OHU.>M%5<1|F|_P"><'_?1HS= M_P#/_#_OHU-Q12N%B(-
=_P#/_#_OHTV1KO,7|N#_ %B?Q'UJP*1^3%_UT3^= M)L+&BS7>?|7!_P|]&HV:|_YY0?|_?
1Jvw|:C-8=37H5"|W_SRA_|Z-,+W?| MSRA_|Z-6S3&IID6*C/=?)|H?
^ ^C49:Y_YY0_|]&K1IA-6A%8FY_YP_|]&DS M4'_ 'T:M'K3&J+EV*C/=|_M/*'_+Z-
1EKK_GE#_P|]&K;=*C-6F18J%KDG_5P_|]&FDW/_ #SA_P"^C5DT MTUHF%BL3<|/._'
+Z- -WC_5P_|]&IZ2BxB'-W_P |X| OHT9N_| GG!_ MWT:GI*+@1:[OG|W|T_O&MG1'O?
|/^6.#_6-_\$:SL=?I6UH7_"#O^VC5C6>A M<-RSNU#_)YP?|]&C=J'_/W_P"^C5HY XY-
(6/S8ZBN,Z"MNU#_)YP?|]& MC=J'_/._#_OHU8\$F1VZ>G>EW',<'_?1JUO!P
M1R#TXHW9|C- %7=J'_/._#_OHT;M0_P"><'_?1JT6QU_04;CGI0!5W:A_SS@_ M|Z-&_4/^>
<'_ 'T:M;O:@MTQCGI0!5WZA_SS@_|Z-&_4/^><'_?1JSOR>,\$>
MM+GKQTH%8J|M0_YYV_| WT:0OJ/^J@Q_O&KM% R.)G8?. #|9HI^!G-% #9
M|6WTKF>Y^IKII|4WTKF?7ZG^=;T3*H%%=%=!B%%=% !1112L 44446 *** M*8!1112

*Z6+ 4I NBN:/2NDA/[E/IT5SUM36G8DHHHK"QM< **2C\!:7%HHH MHL.X44446 ****+
%%&/>BP7"C-'XTE 7%HHI/OHL%Q:*3\:, ^]@NNYGW?
M 'PWT%56JU= _ZJOH*JM73!&3]2-JB(J4]*C-:* 8GYD1ZU&U2L*B:K7H2_4 M8:::
<:0BJ1+L,DD2%"[G"CDGTI597565@589!!X-9FOL1I\$ IMP?>N:\.>(3 M9%:*[):V;
[KG^#VK:-*4HW,Y5\$I6.Z'>B3[J_P"*164J&#ID:I2OIQ?IX5A M):&BW-=NM,-
/;K3#6%C48:C-2&HS5H8PU&W2I#4;=*M)\$,8;;3C3:LD0]:,4 M'K24P%Q1BDQ2XI,
%#J80^NJ_P ZI0_6+ _KHO\ZEAQ0RPCYBZLP&!]^(5TF.QN0KAJER1
MA3L(#8_\$BB7PC9RQW*F:7_2#&6.>FS./YUA^&/#&MZ/XKO+^46ZVUR[LY#EB
M^3D8&.*+ 31>*[NV\0ZW)?07*V=HR6UK JY\YV.1[FM!?!&D,B6J)IEXU[+. MT#6NSYHF"
[CN_P" \U:NO"EG=?;V\Z>.2[F2<.C8:&1!@%;;I_A:VLI:Y-U M/<744KS// *V3*Y7:2?
PXJL4P.C4DJ"1@D=/2EH HH **** &2?ZIOI7,^OU\ MZZ:3_5-
J*YGU^I_G6]\$RJ!111708A1110 4444 %%% % !1110 4444/8\$KLH MZQ,JOI-
U)&2KA.&IQ7G*^*->"*HU6<' &XFO0=? P"0+=G_*9UYX1:W_X M2:T^T&,<?
*WEF3IOVG:G\<5UT8PY')K8YJSES))EL: SXH=PBW= _|=W DL"<= M3SVJN/%FN'
;5;C!.,;CG:-N@IJR>(+PZBUT0T%P5\YOE#8/"Y[8QTXJ2/08 M5T"YDNH(#(MN)X6B+;B-
A/?D'V-7ST6M(B<*D=Y%%O\$OB")-S:E=(A) +,
MV">_ZTH\1^(MZI_:YO=)Y[U//!* (A\LV_B.?CU_P 32*'BN[YXQSN&2 P]:9'X MD\13 ^5J-
Y*1JX1Y./KZ5L&/5)-*T)M,>7<+Z8R%&^0^4H89WQ@\$.!CIR5K/VL/Y"W3E_,_O)
<H,9A;\$AS'DI[#D5KM&D>8W< \,NSRR-V" // '!JN>G_*+VO6M;N_C-G<7MO*AADDL|
[XQD@,_O_M -:MU-#L+-M0EGF&I31S(A)Q7D=4(.Z=X[+=>Q6KR_9BKQK*X;
P&P3@>E0JM+K KV=3^8QAXIUJF 74[H M\!|ACC-++XE\0VTCPS:C=)(GWD9SN&?
6M.%I9/")5M+@BE&H(LJ+GN&5)*.<|= M3WKHIJC4VB93-
OMF.\$/IRN|<@Q*Z[60LO(KQG<."3| M*|?
P;>WLMNJO,"ULK#9(W;VK@Q%))71UT*C;LST=OO<=*8:>V<|@ XZ"F&O+ M1Z5AAJO-
<6\4Z00<0I,Z_+\$\H!0-.,XC\$@WD^F*+B:&"+S+B001@G<6<* M
/SKS/10#JYK>IZB\45O!%::WJH>| \KVPJ'ROCL??UKI/\$NO6JH4T^OZ/ M\$DC/Y-
G;SNCBXD/&3R0 /4^M-,EHZ?,J M1UNVEM;72K2W> QJVUKDC[ILH_A&":JY-
CNT0;.2"26*[A>).&D60%4/N?3 MZI075OV1TKSC1K/30\$B/4+>ZM=.LM1C6&"V1U
5%./- M91P,D'KVKH !5VTK:EIPALI(%EC6[LHPD4_ R3P 2/:CF"QTYFB\$WD>;'Y^
M,B,OAB/VI.?08;!Z,QXQ7DMSJTK>(&|8"SN6M|>_6%;I3F-K;D'@\YSBN@M
M|ZXUG^WC-K\$D-RK3P6^GHH'[M0=K8/S<@=:,*QVSW50'/% J>;..Q1CGS, M?W?
IBGR@DH!DL94P0.#STKR|2Y:XZ;X3L|"_9[F>RN&\$DJ*[1R!'PN>2N" \
M:GM/%JYJ%G<7TEQ(O M\$=SXNN(XY1\$MO??9Q%,Z*DD.#T!. \D\'(XXK&^II;0I
(9<\$9!'H>G/:J@O;1
MYS:)=P?:/^>0D7=GOWZUS/@|5KRY\27^G:G>275TL,B.A1H"N[Y0".0<'H<&
MN6TGP_>ZWK&KO!%;PPVVL.M.UX?| 7DJ,B)?8XQ5*0K'J; XR00O08&#|33"= MHW,
@Z'+8YKSBR\2ZO/=::=1ZH9KR(N)H;G3R@VVJ* <*S<9&.I-8^KW]JJ'A M'4::[U*Y-
W97<3S7\$!4Q\$,3RK+V '(-FU):/69'2&-FD=41?XR=JHON?RJ# M[?8F\$S+>VWD*V#
Q0PSZ9[5S/BZYN?| A#M4MTM7EL/L@*7S2*5D&Y>RFLCP
MSI?|M:E::E:VT<[:5&|=O!' ^YDCV#||@C|^<9^IJ^85CO(+VTNR1;7,, ^W|
MXCDW<#UJ:*5)U\$D\$B2*<@%3N_PKE/AQ:V|/@ZWFBMX8Y6>8,54*S .PP3_A
M7+^';J_ ^Q:/IMK>RVL%U-
>O,T:@NVTD@:Z=KVL+:Z7=3ZE).U_:7.Y#&H"F/:M*X'N2OR2+MPHXZ')HYQ6/3)_P#CUD
=/
<5L*"8DZCY|V|JA?Q=J'V*6XO+ MSR#+HD=Q I'WYOESM|>IXJUJ&O:X5U25-
6DMUT_1[:J1!&""=E4L#D9YY%9S MD7!'J#'+5;[I('OFFGA,5YC=^*|7MXK+R()++
<\$9(SZ5)J&H:IJKUO2;W4I+B>2SE-NUIM**J*=O/|I'%>5G6]5M|)T/3M.U!WA?
3C.+II(US/R C,QQ@\$#CK5K5 M-:|0*^KRMJ+6\NG:?.L,:!D9V+ YXY' Z5:D+E/22",
[@3CUI/QKF?#JW?? M\)#JNFW5I)=0Q6\,R.\84J6SE>!STKIN.W3M]*T("BES10 [U^E;6A?
|@ _|M|:-6+W/TK;T+_D'_/:1JPK;%PW-,56U*Z^PZ9=W>POY\$+R;1U. 3_2K(I)% M#
(RE0P(P5/0UR'0<'*=8B\,3ZV^N22O<0AUCC0*D>>@7Z<9J?_A*;R&7[+9Z M?)>74ES)"
|N H1\$).?3YJTXO!NDPO<(INC%."/L|7#F-, \G:I.!UJY%X>TZ M.Y6X2)ED29Y5.X\,P /!JE%
'/?\NI5+Q::9C-:I)!GHI'IOIFI-9\;7>@ MVEHJ_||<<|CXFA60N57=MW#
Z<|J5JGPCHPM7MO(<1F\$0X\ULA0>,'.0?>H+ MCP-HUU'
LZW3F)2AXU/^VXQ=2*K3A87SEHU,:G MCT/->'M)U#4|1U>ZU'9="TMXI 0-
QQ@G&2>37>V6FVVG"4VT97S2&; M+=2 /T JG+X=TR:PGM'B;RII?/UL)ETIXUFE:
M*9Y2X?)=HR001VZ&K_ (7\0W6NFY6XLXK=8BNUHY"X<,H8
M8.,=|'WS3M1)V>ZCDA8C9 M#%G9<: .MHHHH **** &2?ZIOI7,^OU\
.NFD_P|4WTKF?7ZG^=;T M3*H% %%% %!=!B% %%% % !1110 4444 %%% %

!1110!FZ\(^))=^ICX%>/K%,/^64O M'HIKV^6)9HF1P""*TXO#|B8D_=+|T?
PUHL1|)6(=#VAX 3>N/0 M9HQ>>6(|W.S&TKN;&/I7T%_PCUC_,|D_P"^^|A K#_GBO_?_
+ZZOY0^J6 M^T?/Q:|+AR|WO&0&WMD |@<|4T"Z#[PLWF Y#|
|L^YKZ#_X1ZQ_YXI_WS1_P MCUC_,|D_P"^^::QR7V1/"7^T?/92X(VE9RH)
(4Y(&>O6@+=!E8+.& V@@MD# MV|*^A\A K'_GDG_?-' "/6/_/%/^?:?U|?RA|3U^(^?
5:|5-B&Y5#U568 M^^ >M-*3LJJT*?| ?--XY?RB^J/^8^?8_M<)#1?:
(V&""F5Y_"DC6ZA;=\$+E&)R6 M#N"<|L/^>*?|T/'O6(?4[?/GS;L?^>*?|T?|(J8_|4_
M|YH^N_Q_E'|5?|Q|^#|6.D"XYZ_,W..F>>:,7>2?|(!8:6(SDCW|: ^@_ ^\$>L?
M^>2_|TG_"/V/_/%/^?:?UY?RB^J/N?/N+H1&,:50|55F"G|.E-|N3'*#@Q2?| M|T>7+_SS?
OFO=KK0;\$3\$>6O?-5FT&R_P">8_*KCC6R?JAXEYT-
H=G_SS7|J8=#LS_RS7|JT^N"^JGC7ER_|W_*CRY/[C_E7L)T M2TS_*M?RIC:+:#_
)9K^5/ZU<7U:QY#YA+H6BS:K.C%2(@>I'6O2|2PBL;188T 7(!%+8
M64=E;"&-0H'I5J3|B_|PKBK57,ZJ=-1-
=L=!T%1FGMUIAKD.E+08:K&UMC|5UTS3D)*:?:)GKMC SZY|
M<|ZN&FT|!WW^3;Q1%SES&@&X^II!\$D1=HXTC9CN.Q< M_>/O4QIC5:(N51:VR
M3O,MM")7&&D\$8#\$=|D=:C6TM8HFB2TMQ\$V=R",!6^HZ&K)J,U6@KD1BC|H0F M-
#\$/^694:/ICICVIODP|_|DH6"|0V.,!Z CM|5*:,BM+(38Q(TC4)&B(@""J MH
|!OQIBVMN@&R")<9VX0#;GJ1|U-BC%#LQ7(A;6ZX"V|*A054!|H/7'IFG
M+;P+C\$,8VIL4!!A5|!|>U/Q2BEH%BM<6=JT_#6L#;|M4-&#M|Z@>E;(M;2, M81S\$I9?
QQ3+FUMKI0MS;13_')\$#8/MGI5DTQJA#9EWNBV=|JFGZA.,E@S- M @P%!/?
|5.+>W62246|(ED&'=8P"WU/>K+=*C-6D2RH|C9/&L4EG;O&IW M*AB7:&|<8H:W@.X-
#\$P? <%|!P';Z>U3GK335V\$1K'&LAE\$:"4XW2 A?|@_|
|:-6)W/TK;T+_D_"KHU85MC2&YIBD?| MO3/M2BANE?67B2|L=:UQKZY,UJTS)9H<
*ZH"4'J3GCZU-X9US4H-EAJ M+M=7\$MY<)YKX7RU148
C_@5=%)X:TJ0@O9(^+I;L9|2C&&^O J.Z|)Z3>P-% M-;,%>X-R=C\$.0 >?0X% "ZGXIU=
|:;5|*5%D:SC>.*9LJH+ \$|=^:V:CQ) M?V-S=6ZV7G7WGP0!7E
0,|>XG/I6M_PB.CFR:S^Q*L#PB%E#'A1R /RJGJG@ MJSOK:.&+,8,R23')+.\$7:..?7%
&4_BN<7L%|=QO;BTAG%U;*^<"M M;PQXENOS\$-
R)=/EM)8U#1EXV"L".#SUJ_|X7TJWMXX(|)2B(R?.2=RMG<#|< MFI-
+|V>CVTL%JK%9#|WF,6X_NCVH X^#5K|2+:|CU.XOWU52KM Y3RF&3S&
MVWITSR:D3QAJ^FZ9?SZA8K(|:F|I9K""Q?&23CN.,5T%OX,T:V@GA6V=DF. M69W+\$8Z
9|5)-X2TB<7HDMCB|E\$T@5C_*P9^8>A.30!E)XPOI(=+E?2I+:.
MYHKL,JYY'N*Q9?"FESBS2:%Y\$MOF12QVDYSDCN "=0_|Z_6GVVH6-
|)'/9W<,QMVV2JC9*>Q|_>BZ#4LT53M|6TV
M|O)+2VO(|:A#@QHQ)'X|4|=U:RWLMI'.C7\$:AI8P@M2>BJJI? M6VH6;7MK()K7E &;>?
|'PWT%56JU>?|?#?055:NB&QF|R)JCJ1JC|AUK1\$9ZU&U2L.
MO&3435:)8PTTIXTE6(J:A9B|MGA/1AS2V% C%80"&)5&T5:S2<\$YQ0(<*'^X/
MIX4"A_N#_>%2|@ZFLW6F&GMUIAK#J:C#49J0U&:L3&&HVZ5(:C:I5H0PTVG&
MFU2)\$/6DI3UHS3\$)12YHS0 "A^L7_75/YT"A^L7_%U3^=)|_|:|_-:C-2/_ M %J,UAU-
>@PTQJ>:8U4A\$1J-JD-1M5HEC33*>:,FK\$)12YHS0(2G"DS2B@!L
MW^H:|YUKK_JD_W1_*LB;_4-^'|ZUU_U2?|H_E64RX##3&IYIC5"+(VZ5&:D M;I49K1&:
(S333C335H0RBES1FF(2BES1F@!W<_2M/1KRVBL2KR@\$2-DZ_D:/|1 ML_|
GNOY&IR%ST%+@=P.:_*P#:-G_SW7|C1_-G_SW7|C4Y Q@_2@!3G MCZT 0?VC9_|/= ?R-
'JHV?| SW'Y&K(5<=|36_!'RCZT#(|1L_>X_(T?VC M9_|/^?:?M7T% %7^T:/A Y|C|C2?
VC9|O|IJ?B,ZA*+Z9M!51+##\K#)^4<=:| M5(!*@_49HXXRJGM|T?KZUJXW=S-22/,
|K4K5-0TK5-%MI"-TY_MLD%N45B MVT*AP.,<|_A5'2K/6=&N)?39+6;6|_
D0R(0WF7.W=N^7|N<\$<^M>LA(U&P1 MILR24"@*3ZX%1?:
|5UE(NK601+^|VL#Y8|3Z<=Z7*',FPO;S
MJLL'ENKKE9(P"67'&".3|:5VC1"TOEA=NYZR@<#U/M3L.YY1K|-V6U+1_,O9
MK6#4|1H'<%BH8/N*D_05>EN=3M|1:P2XO)H;:7#%'(ZEF,1CD."QZC@5Z+;S
MVVH6ZSVTL,|\$G"2QX8"<'OBI-RL=P4%OO #)/K1RAS'DOAZ:YLFZ+3YKO
M|2UQ>?;+9D/E)#B0J0".N=OO3M,AF;5_#.I7KW9N#:7*Q.=P|D#R:\$(|#IUZ
MUZQA4Z1H,=" \$ _C|:"JX&44KG@,HZ|R#_A1RASGF&DZAJ;W.G207M_+J\$L,
MYUB*56V18^|@'A3CIBN| 6|JRG2VO+Z|NKB|NDWNMP?|6<|!_| 7KIL#YCL M
9N6(4#=>|>.:7&%VC:%S@*HP_*:5B7*X'H ?E&.E="+?"W*?[HKD|VZ%E8S7
M#!F\$8S@'&:Q8_BE\$7_B6RD!1SOI3I3GL\$:L8Z,|)S29->|JL5'U2N|D5|8@CT<'BBO.?
^%IP@@'39!GIF0P MOK,#TBDS7G'_ M2#_|/|_
DSDC'F#M0/BI"Q&W39#GTD%+ZM5>B17MX'H^:,U MYQ_PM.+(|F29^ MBC_

(6K!S_Q+GXZ_O!3^J5EN@^L0/1T9KSD?%.@\$: M:(0>G/P4#XJ0G/
Q+9./^F@H^JU>P?6*?<|HKS@_%. (=,D'U<4G_M: M #)TYP/>04?5:087UBGW/2*3->
<_+4B'73)1DX&7'- ^*<1.!ILN3T&|_ 'W6_-4ML0\1 [-OQIA!'QFN-/Q M#A/_ ##W_P"^Z:?
B#\$?^8>_ 'W5K#U+|/\$^WAW+WB/6Y=)GM9(L,A:|XAS@B MM2ROX-
1M%N;=MR\$HTU&W2I#WQ\ MWICG/T\;C:DA002>U6D0QAIM.Z\ 2?0=::<
D'J*I(0AZT4=3COC.. ^/6DR/ M6G8+"T4\$8."#^5(\$@ Y)&0!U(HL(44/UB_ZZK_.C@9R<
#.3TH?_ED?61?Y MTGL!KO|
UJ,U*PYYP(/4GBHCR%.#|QP!W^OTK"^IM;08:8U//4#UZ4QNA/Z=
MZI,ED1J,U*PQG/%1L,\$CN#BK1+&&FTYN"<|8ZYXIN,YJNM78D**0E1_\$,>N: M4C
R_X_6H18QNE1FI&' P"OM49ZX|^G M>M\$9LC/6FFG'&>HZXZ\ 2F\$C&
<|9Q5!82BC',\;0EQ%"
ME[Y,S7<0/7;&'4KZJNZY\$^DMJ\MOE36TMQJ=Y?"T1DMEGV8C!ZGY5' M/O0!0O-
>U%O'GW6SNHUS(L MW0*5D"@@9R"<|GH:B_X0ZQ\$\$\$1 MGN (&F9&# \$>8#NS_P!|4
8|UX|)%YI|2Z;&ZS6|)%!-%N5RRL1T(R.^*LR^* MWN)(I8EDM0L5R+F"1?FAD1 P!|= "#^_
\$'P^M88)434;KS)7BD\$X"!E:/&T\+ M@_ =':K@|\6C6|1S75S+<.LWFSLO&E,BA23QC. * &-
XYM(;U+1|6Z<+Y?G7 M3"!|X)_ (U-: ^+(|IQ\$-*BL;@;@^VY+#8=I
;C.>I%2/X2LVBVN83<3|;CRRR MY&,IG';WYKGO#/AC7M*|4W=Y<"+|),|M(QD#;@3D; .5H
LQ^+;J'Q'K?VN& MX%E9-'!;6ZJ\UV Z'KD|?3'6M\$>.
(&CME73KLW|>2>'M!NY_#4>LK;QVEM M:V5T)G24L|T2&'S>F, ^|>OG;CED(8;
<9#9_6HTMX\$@:W6"-(#E=BH C9Z@_ 6
MLVK[%'E,GBNZTCP|I4&G7EPLUI:P&2,)B(J|#KW8\^U)?QW#6/Q 635|A"\$5 MQ;YX,(8)
(ISC)*|1?3-.F>,26%|JQ+M164;D |#VISV-I(S326D#O*NQF\L MN>(+V|UFX_MM
VL.G64=QIE6//IOE)(SZ5W4|C97#PO/9PRM%_JM\8.SZ>E.\BW,DI\F)I) M?EE(
/F8Z*U/E87/-X|8\0O_O_\$|;+Z*-5P(ONN /D'/3FN_T6|EU#0|""^E" M^9/I(Y'3<1S|.:L?
9+4#FUB |ORB-O1|/OTS4B1HBB.-41%& BCA1VQ5(0Z
MBC&**L+J9NOG_B1W7?"\$XKS_2(((|U/5I(8|B6VV"))|Q2V!DCN.:|_Q! MC^P|O)Q^|_
>4Z=JUSIPD^S.ACE78\A%=E&|@TCEK;21T=LL>J>%|R1 MK6**5|V&,<?
9X|D#Y<|1FG/X5A6YT_?=RVT5Z75OM ^9"N.OUS6)%XGU&(|
M\,2>:LP\N/:H9<8&/3BB;Q+>7)A\$RVC)\$S%5|KY,-C/'KQ5E4|'MXKC0-;EDC#/%
AC;^Z2PS5;_(2S51)-6QNW.VT# |;EOK">Q@\$D\ENZOP/*?<;S=ZE0
1CO293U%=\$G.VYDK7.V MURW@M%T^"\$6,<4T49D3!\|BQ.2/RJ?
Q/IUK!I^H|+>RW)=K#;>3D>5PSJWW.C
MGA;8TM;T(Z3;6DPGC99H0TH\$G5N/N^U7;;9&|'2W@LK3|4MTENC",L=IQSUY M/-
S70A2602+\$@CC+=57TJ6WUB|M|#[|', \$@,RS#'9U(P?T%:RA-K? MN5CMXOU61HI-T
=)O/ 2/ :08PS?D*MZ-XJM|I#3GMYX97+W#32-& 5ES_ "P) M&!^=9-5UU-
4J3+2%R/D55QPWUS5A=-LH|W218HT6A4|54|NU">(|0CBMD\$D;&VC:* M-
RGSA&!!# 'OUI\M=|1_NUT-C_A&K8P?+=S?;'L700HCR@ S|IYZ|4W5/#UOI
M>C/=RSSO*OE@*PPDI;NI|JR%\1:@DB2>;&VRW-J/D_@.<_S_:6M>*K;4|-E@ M6V=C(J"-
I0 MOMZA3G)S|!2_?QD@M3;=C R0,-U'7_ZU+NJ#>1P0W'KQ10| M7C|:|%2=M3CY=2?
=1NJ#S!ZT>8/6GS(3B3|J-U0|_ <4A?/<4_UZ;;7<5|:I<0ME'&?H?2O-M! MT*;5)A(X(A!
|UZ5;0+:VZPH,*HQ7G8AQ;T/1HII;DN**,T5RG0.%#_<' ^|*!
M0_W!_O'I>P=36;K3#3VZTPU@;:(8%W.!ZUR>D>*[C5|;U"W@M|:&'3W>.1))? M|(
SO"XZ5UAKC|IPO?:GXEMM4NVLH19LYBEMT_?2@@@*_ L/7FF|C12T3QK? M:E=:7%>6-
ND.K&46S039=/(+)&77'&;TO&'B""\VUO-#IXN(IKA8I'9|"+=Z M#OTI/#?
@ZRT+1_LTT%O)>R!Q-=1#YF#,3P?QQ^%40\$OA.|O|#M='T62WCMHI MUG9|MRS|AV
Q35R6=3-IX8=46YLX))|-XHHFM)=T M4|2\$ +G'5=W/T-= ^DB25M395_M-H@ISM)KIHF
MAMK12((RA4ACP.25QT|U3N*R-"#Q#J,Z:E9S6MG#J6GNJR>=-B\$*P!|#9Q|X_
M"KN@Z|)K?ALZO);F%QO#(#E'*_Q*?0U1A\;FIU&[N!IMWJ6H,OG0S*6@VH M
.G7Y<|*M>&| DT/P|+ILET)I96F+8^9= MQ-JFTZ6R.U?XF(PIEEX)O+2UEA:\B+-I(TTW,?
VJ0|@ "<8'N!ZUCU-.ABR^,M3MO!|J|;Z=(S^5Y<,\$^=N|@#S M..,9K0T?Q0|
|_:RZC#;QG3%W23VS|HI%*[OE/KSCZUF_ \ (7J\$OA#^P9XM(M| MC0DM;9(EV\$\$^9\HR2
:M+X*MPNMV16\$Z-?KOMK55_P":4K@L/;.35(@W8=1 MBNM)_M&VPT7E-)&I;DC&
6<2)/- ")P MJ@%"._ (ZYK2\,Z)<:-IEUIEU)#-;O-(|&TG)#G)!&.O-&HB/1=>U#6H%U5;*
M""2)"VQWE_?;1T?&.G6IAXOT06MY,UQ)&EJ\$;594VLN|HV/2J6F>'|>TK29-
M%M|1MQ8(K+;W6,31 ^@|OK6(GP^U)K?4EN+Z S7<\$4BV?/M Y M8KV
P>?:N5UGP7<;A<;G=&ZCCDF^S-"I&=C1;>OL2OZUHZYX/U/7KK3|4O); M)KR.V-O-
%N*Q,C\$X.O,YR?2LYW'%&Q)XNT)=4M=-%V&N|M T*QID.K< @YZ=
M<_2J^K^(:J'7)='TF"W:ZAA\$|Q/<2|(H5/W1T|X-&D^&'TCQ"^HHT:0&QCM5

MA7JK*S\$GZ?-4.K^'+J;6YM4TI[1FN;<6MS:W:920#.&^HR:C4HDN/%>GZ7%: M1ZM-
##=W0S%;-O23D [3W(S2#QAH5X)[6-4FQZ#O# 'BNT\06EI'(RIJ,D'G/\$5P@'?8>_:
MNBY[GGZ8KF-*|+W&G7VA7,EU\$ZZ99-;2@+|XDCG]*Z?ID<<&MC(,449HH ?Z
M_2MK0O\ D' JM&K%JGZ5M:% R# ^VC5A6V-(;FH*R_ \$6IOI&BS7<48>7*QQ@ MG
W.P4'\R*U!574K"#5-/FLKE0T4HP1Z>A^HZUR&YS,TFN:9+IRWNH0W)NKE
M00D.S8.,C[QS4!\|=16UM!NL;JZ4VXN)Y8X^(XRS#)_ *M.U\+) (#>"VO(:U(+U!
M(S2M'G<\$)P,9[XK+C\67'AW0+2\UNJCOJJR)*1Q>7@#[PZG.*ZZ#2H;?2'T
MQ&8PNKJ6)Y&[. ?YUG7OA.UN/*RMUFEBDLP1%.C8;! ^\#0!7A\8P7UVEOIJG- M-
YMH+E7^[D'.! ^AJAIGC;>;2;'4=3L9K9IK>24PJNXN 5 (J.M;\$OAF"74J.
M|EO+F462CRX7?Y=W|JZU!#X*LDM\$MFN+B1(D>.(.V=B,0=H^F!0!7A\<12VT
M\CZ9=1W\$?EB.!UPT@< KC\Q6SX?U=M;Tl;U|*2TS(Z>5(>058@G|P:Y|Q1X* M;4-
+FBT|\S2+&CK+(5#(F,#(!J!6WX6TZ_TS0H+/4)(FEC\$SL\$(PH7L#ZT ;U M%%!!1110
R3_5-J*YGU^I_G732?ZIOI7,^OUA_.MZ)E4"D90Z[#T-+16]C M(\HN)
[7PMK7BB|MX[F9K"2W6VC>X=EC+|MQ()YZ5M#Q?K1MEMI8(4N;J\6V@ MO)4"QE2I?
<5Z#IC)%=@^CZ=+)>/:1LUZ +G(R)<=,^F.V*A;P|I+:8VG/9^ M::LXGMUKLQH6E#/\
H2G-N;8[B23\$<_*3 M^)IO|@:3Y4T?V&:/"/()>3IT8SA?IR:.5BT.40\ QIJ:IJ5]9BT@M--
|KS+: M;'FW!;.<=QTXJE::
[J;6K^";2_2R2PD2S6T+E8V3>C%P06;/)/Q0_@FVEL=\$M);MYH MJ*N#/F3EI6SD<^@-
"3#2QT5H;AK"V:Z \$[1*TP\)-34I.6)]L?6DJR2O?6P MO+62 CAEP:ST^&UB|:G9U_B-
;&J.N<8KI8<^4@(Q\HS652I*'PEQA&6YP9 M^&MB?O1AQJY?L8=C@/^%:V,;! !Z!CC\J/
M^%:6_Y9C\Z|_%&*?MZG<7L8=C@/^%:V|ISC_>-'"M;'_GF/^ ^C7?X-&*; MU.X_90[' ?]
"M;\$=\$ 'H"<4?)*TL?[@_ ,UW^*,4>WJ=P|E#LM=_@T8H|O5[A|*'8X'_A6EC_M
_JQ^!I/^%:6|P?)]&N_P 4\$<40;5_ B#V,.QYMWI%56K;-6;ZD.E#L<.? EM_='YTP^!K<
_*/SKMFIF>M:.I/N M3|."Z'D_BK18M&BBV* 7ZG-5_#OAZ;5)Q-,I6\$=CWKN=?
T/^V;NW\PGRT;+ # MUK6M;2.SMTCB4
**Z56:C8P|DG*XVULXK2%8T0'H':IOK3B<|;:6&KU9O9)6
M09HHHIB%%#_<' ^\!*0_W!_O"I>P=36;K3#3VZTPU@:H8:C/MP?4=:D-1FK!Z M\$9 I
#OQO3&Z@J2/6I#4;=*M,AC#VY!/R*;UZ\ 6G&FU5Q""!R#W.3|T9^M!
MZT<4(BN)QSQU.3|TO&% SZ M"G#CIT|.Q^M)2BBX6&3*OV=Q@8/^-
;"C|TG^X!^F*R)O|0_X?SK77_5)_NC^ M59S+@1E1Z?C36YX//I">;8U0F41MZCCZ5&<=0
>G%2-TJ,U:(9&W...>I/? M&/I3CUIJT(9QQI[#">ES113\$&:*** '=S|*VM" Y!_&T:L7N?
I6UH7 (/ M_P"VC5A6V-*>YJ"JN12M#I=W*AP|<+LIJ" 2#5K-1S1I/#)#(NZ-U*LOJ#U%
M7>'/\$FJV\$-S=:B|J,OV&2ZCBN|G|YU+'\$9!;!@#KBM?
4O'EYIOI6W9^"M%LX9H4AE=)8VB_>RL^Q&SD+D_+U|5:O
MO#.G:A!/!.LJR0@*&BD9"RCHK8/ (^M &* C9H?%\$6D?9%>.8%(V4G(D)VD_M=
|=,Y|JHS^+=N+339+2SLXI)K\03PRL050J3@|<-Q_D5T@|(:-6;4Q_VE
MG,G^L;:'(P7"YP&YZBHD| %Z.EDUMY,K;IEG,CS.7+CH=V<|. * ^*O3WEYK=C
MHD%RUE'/&TLDL8!9L9^4>G(S535?%4GA>
[T_3G'JH*Q2.68YWC""=\$GDAD>"40""MYS\|26!;GYL\$ MD\YH
S8O&DHU%_M.G*FEB>2W%P&RP=0""5|#GM3+CQIJ%GH..I7>F+&;V15L M8D)""-=G
MUF&X:YMEMI8IBH@+>'J|MX/(Z5;BT"Q@:*1%D,L4#0+(C,P5CD|D|<|Z-*
MT&QT8SM:(XDG(.LDCM(SD<ZN9#+-+:HSN?XB0*R-<_P"1=U3_M
*J9/_036A|.P#DGF@_J>4?_H(K"MN;4|CIZ***P-0HHHH **** "BBB@ H MHHH ****
"BBB@ HHHH *#THH/2@#-O/^/AOH*JM5J|_X^&^@JJU=\$-C)|D3
M5&:D:H\XK5,EC&X/3-1MS56_U2VL)X(KAMIF. W859;/D%2,@BM+\$##24II* M
#%&*2BF(<*^X|X4"A_N#_ 'A408.IK-UIAI|=8:P-1AJ,U(:C-6)C#4; M=*D-
1MTJT(8::3C3:I\$B'K1B@J:2F(7%&*2B@!10_6+_ *ZI_.@4/UB_ZZI_M.D|@-=_ZU&:D?
^M1FL.IKT&&F-3S3&JD(B-1M4AJ-JM\$L::;BG&F58A<48I* M!"XI13:<* &S?
ZAOP_G6NO^J3_='|JR)O| 4- ^\ZUU_P!4G^Z/Y5E,N PT MQJ>:8U0BR-
NE1FI&Z5&:T1FR,TTTXTTU:\$-Q1BDHIB%Q1BDHH ?W/TK6T0R_
M8#M12/;O63W/TK;T+_D'_\ ;1JPK;&D-RZ&FQ_JU_|ZH#3=XE_|ZJ84&N0W
M1""F_P">2\?|5&^8_P_?"|J5C:_=3VU|HZQ2,JR7860?WAQ7&Z1KFJV|MHMI
M>W|LDEY?));S.W,L99@T;?3_@#TO?/_<7_+ZHWS_W\$|ZKS6RN+ZST^VU
MF/5+NYEGU#R)+:60,DJ+9F4S9DW%00Q& M/4UD:GXTO-2M-;L4C2-X8?/M9HGX8
D: P#?5<8OC*|O/%%KI|C|;FWD M*AU=|3*I3=NVXZ=NO>NWY&
<=S0!&&G_YY+_WU2;KC_GFOYU/10 U"Q'S ^U M%.HH
9)_JF^E&|NKO0B5=PT/H;^V=._Y_M8\ OX*/I:T|_G\A_P" @KQ.W|.2SQ61^UVL|?
VQIW_/_!_P!_!1_.;F__L'_ 'V*\,U#1FL+PV0GBN;Q<;X(48L@QGGC

M'2J:6D\HC,5M(XDW>65C/S8ZTU@8/[0WBI+H> \JLZ; P_L' ?8H MG30^ M?Z#_ +[%>
M97*7"6[6DPFD&53RSDCUJR-#O_L,EZUJRPO2".3 -97*1Q226DB)*0%+)W-
M\$UG<6J*US:R0JQOEX|#_ /75+ P_F!XJ:Z'O_P#;.G?_L' 'V*/[8T]_G|
M@_["^"O"O[F^S:;.6BQ?S>5\$#P1SC)JVWAEX8YI+F]M(\$CN/LN6!.9, XX" M4=:AX."WD-
8F:Z'M7J|LZ=_S^P?| ?P4?VSIW>|@_ [|%>)6OAB^N=8FTPB**>
M!=TC/JW'8@|U!;Z+/.UV7:&"*T.V:;3J|GT^M+ZI3_F%|9G?5'LUSJNGM-D
M7L!X_OBJS:IIY_Y?+?| ||KQ:XBCAN#<,H_ADC!P> ?FH\BNF.!CRWN1+& M:V/:6U.Q_P"?
RW_||IG|I6//^F0?|IUXSE?2C*FG|2UW)>+N=CXUN()S (I4 MDP?
X3FG>&_ \$Q398W|DHW\$R'L?X3T(Z&F MG(/-
<7X9|3A"NGW|Y4|1R'^1KM./4'W'2O.G3<'8[X3YD&.;T45!8HH?|@_ W
MA0*'^X|X5+V#J:S=:8:>W6F&L#48:C-2&HR">G4_P_ZM |1AJ-NE5!K6F27 MS6<=
|&|PBDM&H/ '4YZ<5#9:_ I&J3M;V.H13R@9"KQN'J,|1]*J_0FQ>--JO M?:GI^FF(7MY%
9FVQ!FY;|.M3LRQ@LYVHOWF/&*I.PK >M&:J0:II|U:RW4-
MY"|JO\$2'ES\BD=03TJ*/7=)DL'OOM\26L:;7ED! '^- .XK&AFC-10W\$4|NEQ\$
M=T3KO5LCE?7Z5!8:I8:H[QV%TEPR'YM@.!)^Z_A1<1<%#|8O^NJ_SIP1LXP< MXY'?
VI)\$<% 4;(D4|0,GKZ4FP-9OZU&:KR:K9+#
MTH6|@DU.33T+FY2,2%/+;&T|/FOC/XUBK7-NA*:8U2;220 <@'(QSQUIA5B,
M|2!C<3C@"JT)L0FHVIK7EJM^MBTZBZ9/,\$\13^|Z8_PIMI1D<9_ETJK?
WEOIED|Y=OY=NI |S:2,D@8_M,UHK")\T9JK?ZE9Z:;?:|J79"<;20K5B6,S1FBBF(,T9HHH
=W/TK:T+_D'_|;1JQ>Y^E;6A?|@_ M+:-6%;8TI|FH*#T-*J:G)-
%I5Y);C=.D#M&/5@IQ^MTN9(GN C- M;MO7)&4/K5/
(1|2"E@HM(BNGR>9:GKY;=3|,UQ:PZ5_P (?<7|.H-+J<|&
M;AOM)+9R<@H#OCITJV^M:L;|M/TR6VA9|R2,R,,D*L<9& >.,.: .CL?">AZ
M=J3W|M9HMRSF0%CG:3U*CM4NJ>&M,UF|M|N|A)G@!6-T%ZGCOVY MH
|+^P|*PW|B,@2K*PUR%LH7^T*4D!(.5))(|.3^=5 MO#WE:B==24LT4|Z|DW'Y0T2G
/:K7+V|1^%=!U'4=-AEDNS?_94:2| ' <6?
AK2-.1(K>S0*L_G+GD|^F:D7P|I\$2%!:1JIB\CG&"F0=OZ"N1 M;Q5K<&FZ?
59(Y7=1C!"H3G.3G;R,"HK?5-1MYK|[:J,%Z!K1A M2' !A7#D9QSVH U(?
AM_%?|L0:D|4>1^|1,-@+@)G^|CM|5V@.>1T->>6GB MS6ED%U=O;203"Y6*)07=
|=Q75H9%^SO'&%Q\H+ M|9X.1SZ4 =E1110 4444 ,D_U3?2N9|?J?
YUTT^J;Z5S/K|3_.MZ)E4"BBB MN@Q"BBB@ HHHH **** "BBB@ HHHH S=?|
Q)+L#KY9KQ_>=G!P<=?207_\$
M/'A^8|)%A9CCKQS7G&F>%-2U32|:_ MMOD7,8D4MUYKKH58P6IS5:4INZ-.*
MTF:UT&:XO_*.G#=#)\$(B7)%#L!AZU7=R;1K:|DN#" (BVY2% &1 M|*RO^\$#U?'1.*|
A!-7|)*YJ6J#^T"C42M8U-(UG1+.W:22Y<321RK*&#GE ML8"C|N|J,UAZOJ-
I=SZ,T#_+!;0Q2@_@(5VYQGKTJQ_P@FKXQ|G-' ""':N!C
MY,4U|!?:!QJ/H7YO\$UB_C1;PQPBS7(\$|:L)#F/;|P|U8LM>TG3VTN-+JIEMA
M<&23RR,%P=HQ60/ FKXX*\$4?|OJ_P#L4/V#^T"A470T:/Q#8C3|["*XNG6Y^
MRS00/M9FC9B-ISW|U0BU* :%=:;)JKR2_:8Y1*ZOB8
GQKR:WH<&G&WM+EBOG1.@D5V;"YW9)X|IJS M8UNVO=.U6)+II9)K_P_ZW5@>
(^>.>GTJ'_A!-6|:*^A!-7_P|BH7L\$|Q3 MC4:M8GMO\$<-
II6@V|3C?:W!>ZWQAMJ|L|\$C^53:EJ&DZQIMW:'45MP^H_: | MPL28|J|
_.!ZU3_X035_5:3_(035R>=A-#|@_ M#4:BZ&AJ/BK3GANIXHI99
MII(X4CSM(BCSR6|)|/:C4=5T748|5LTNFM DU QW*R%"524?>4CTY-4/^\$\$U@ M?W#1_P
()JX'1#|:FU!:I@U4|&%*9_PB.I^HKMC7@HV1SRH3;N8WF4;ZV|
A\$M2'<4G_""*ZD#VH^L0Z M"|A+J9&^C?|U8U#2KC38U>M:*HK7(=/H2VMK+?S"*
M)22Q|?P^>:J6TNWDM=.BADD+LHODU1T'08M,M|:09",DFMK|Y6 MGFHR.F#C%6A-
GF|LKZ1XJFL|)%>2^L|^25|RWEM2&MVVC+J^,X/3&<=<= *C|^M';Z32-'U:X>
2V\$,HM+=8C&Q+ '_EJ?PX'UKTC"@L51 S==HPS>G-,X(|8'0_M=R/3|*:B*YYW\09C_8>G?
VI;PKJ00(W/V6,N% C!YYY|J|!KN>:|>>5+5|#= " M_FFY0U,R#V4 C:WO? %G&WF&'|&
(IAL*L/4 =:X MN*ZUC3|)#U'2M|D: TZW@C,%V;;RIHUW+F-L \$D#//7BO5-J|_* /08_*E!V
M|H-|_*G?UI.+8TSS\$?VI_9%M'"?3M:S:I"J^0'WQQD#<"3R0>>3THOVU*1| M0@^VW?
E6.K\$11,'WW\$>U6V%QSU)PH !!50I&2%3K|_6DD&3#N6-B)%&
M7WXS|JZ3B.YYMXBBOM:TSQ+OM;R.);6TFB@(.5P7S@_Q'U':KVIWT5G/JDB
M?:YM+32(/LRJ7#LYR,%NN1UYKU,G!&.">"Q4<^_ TJ+: H&Q>.HVC;CL3Q6-M
M2|Z'CUV^IP6&BV<>I2S6+6CL;N0N ;K(ZD\$.0.<9.#6K%<:E9^+=+Y>3ZDT
MT<<;1Q!D\AM@RV/NLIY()YXKTC:N-AC&P|55!CI|*;_ !!)NQMY3&/Q_2J M2%'I
(M"KQ6+SW)G M;#QYDRN"VT@@5|*0-NWOG&|'(_&F-

MP0T<97NI7@^|5RDMGD_B'4M4BTNRMG
M:YDOUM\$E^VQ|U\$CY'11@:L9X(Q47B.2|OX=474&OOM6+5K2&%&,;IE2Q:/K
M7K1SDC SGN 1|1Q03>"0Q5.F%R,[:M1%U= C(VE=RXR489] MZ3Y<8PH4<=.W]*?
%SS/4|2|M_ \$7B;Q!;VTCS6LZAXU4_ O8&|W/7H.E4W;5
MQ8Z%:J\EK9'2T, #L&4";C).W'/7Y3Q|5ZT, @C(&X_>('Y9H(#'YD1L=-R9 |
MP.QHY4*YP(FG;6KI= =NKU94LXC8B!&"\$3QC><=-V2>#TI_PS:]@U"VMM62YB
M@:"4Z>@!\$6/,8N'I;^OX8Q7WI6NH/EH?X@HP2H&..F/> MLYHN)P=A-:Z+XV|1?V|;R*]
LDEG*T!E5HMH 4'!OR#O6-+JU|+X|LC907EN MGVUH)=^Y@|87K@_ *%|TSQ7J3 \$|
|'1T9DX'KUIC9)+; &(^8|/F'M4)#N>3Z M1)K5O'H=Y!-?37ET|U'+\$^6!4
E00>G0_FU<|JU-->XLOB |I|HN=0AEW!9"64VR@#Y7!^4|^< M5W>%Y^5 ".JIM
'T|&FD|'|">N\$P0/4G05I\$W&XHQ28HQ6A(N**3%% #^Y^E M;6A?|@_
+:-6+W/TK;T+ _D'_P#;1JPK;&D-S3%!'|!
I>|GVZRS|2\$1@;A|U|/CM5EWBWA#@EB=@R">, _I^E7*|SUN;7%U|Q,NE"W-L+2
M+S/.8AD.7^|S0!V|/ML(2WE2SC,R^6L;A1YB_W0.XIO _"/Z08HH3IUJ8HCE M%V
|:|RU:ZM/M5K/>.!#;6,)N&9B91D9:B7ZC!//6M:|U">^UZP|0VTC%|?2 M38E1- _+ % !DCC|
/TJ(6%JT,L!@C,;L2 MZE 5EWEHS"*U F"%PCR;|V<' _9%4|4\7:KIU@|K<;A#
M#/%=R6YNU@+YP<*-H/?N:)|87|E):&%8E=64&,F|J0>QJGX<|)VWA MJ.5;>>:8RX!,A &!
|_#_ 2M'1Q='2K-KZ0/=&)3*0,?.1SQVK0H **** "BBB
M@!DG^J;Z5S/K|3_ .NED/R,/8US1SD|8Y-;T3*844G-'-=!B+12*#|/-!R,_Z
M" Z"*H;WG A'M4(4L1;R9'_ \$UH_ #S'_ "OM!&?^7*/_P!|!%<|;?0WAL=)L
M7^|1L7^Z*=BC%PEU">UM|= ""6Y;TK5 MT#0(=+MDR-TC#DUNO&A?
<0"PZ\$TAX&!BM^=VLC)P5|C#24I(|J3|1213\$S12 M_B*/Q%,0HH?
|@_WA0"/:DD_ U8/'WA4R'U-=NM,-//.U62R(|::<<>U,)'M5(D;FC-+^(H_ \$50A,T4OXBC|10
|N?I6WH7 M_ (/ _VC5B9&3TZ5MZ%_ R#O^VC5A7V-*>YIBE|T@|:6N0W"H/L|1,IM?WGW
M^/O5/28'I0!2ETVSEGAf>UB;2%<1LR_ ='>I(|2VB),<,;Y7;|HZ@U9VCGKS1 M@4
4H=,L|>|^U10JDOE^5E1_ #G^Z3^RK WS7S6AJ|@4 4 M4HJ*L84*Q6D* XR%7TZ?
SK+U_P)V&O&'S6DA9&8|HCC.>N:Z'%!4'J,_6@"
MIIMC%IMA;V4&?)@01KNY)QQFKE)C!)|:6@ HHHH **** ()XY'@F6)PKLI"\$
MC(!QWKS|O#|Q# #9XBTE5SP/LO; _+YHHHBVMA6\$ _P"\$:^(W_0R:3_X" _P#V M-
' _", \$;_H9-) _|7_|&BBJYF%D'_ _", \$;_ *%32?| P%_ ^QH_X1GXC?|)#) MI^X" _&-
%%'.PL@_X1GXC?|)#)I^X" _&-'_ _", \$;_H9-) _|?_ +&B MBBCG860?|(S|10^ADTG_P%_|
L:/^\$9^(W_0R:3_X" _|V-%%'.PL@_X1GXC? M|)#)I/_@+_P#8T?| _", \$;_H9-) _|?|
|&BBCG860?| _", \$;_H9-) _|?| M|&C_ (1KXC?|)#)I/_@+_ /8T44E;|8VC;%K@X(P? MX;
|CPWI+:%XS?E111S M,+(=)! _Y;-^0IO|C#_ GNWY444^>060TZ*/^>|?E2?V&/^>|?
E111|20|?E2C1 M^ENWY444>TD+E0V30@|;+Y|<^U7%L %53(2.E%%)SDRDD!TY?
GH:: M=,! _Y;G|J**7,QM#?|*' _/9OR%-D _|MF_ (444<|/%9#?|/%&?|>WY4AT0?|
M/=ORHHI^TD%D-_L-?^>|?E1_8: _|V_*BBG|21/*@_L)?^>|?E1_82 _|V_*MBBCVDA|J'?
V(/>S?E5ROL_L5OY6|=|Q:/UHHJ7-RW&E8MT445)04444 %%% M% !1110 4444 %%%
!1110!GZCJ?V"^TFV|GS|/0NVMMV|'EXAAEW8QS_JL +8X^|GM@E%% '_JD! end
GRAPHIC 10 forms-1_007.jpg begin 644 forms-1_007.jpg M_|C_X 02D9)1@ ! 0\$ 8 !@
#_VP!# @&!@<&!0@!'P<)"0@*#!0-# L+ M#!D2\$P|4'1H?AT:'!P@)"XG("
(L(QP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM|BYNL+#Q,7&
MQ|C)RM+3U-76U|C9VN'BX^3EYN?HZ>KQ|O/T|?;W^/GZ_ |0 'P\$ P\$! 0\$! M 0\$! 0 \$"
P0%!@<("0H+ _|0 M1\$ @ \$"! 0#! <%! 0 0)W \$" M
Q\$!\$2\$Q!A)!40=A<1,B,H\$(%\$*1H;'!"2,S4O 58G+1"A8D-.\$E|1<8&1HF M)R@I*C4V-
S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI;G-T=79W>'EZ@H.\$
MA8:'B(F*DI.4E9:7F)F:HJ.DI:;GJ*FJLK.TM::WN+FZPL/\$Q<;'R,G*TM/4 MU=;7V-
G;XN/DY>;GZ.GJ|O/T|?;W^/GZ_JH #, ! (1 Q\$ /P#W^BBB@ HH MHH **** "BBB@ HHHH
**** "BBB@ HHHH *1F"|:6N2^)\DD/PSU^2)V1Q: MG#*<\$T?|
WT*XG2OAIX+FT>RFE|VC.|O M&S,=W)*C)ZU:'PQ|D9'AZS(|?F_QH_ZS|1#_P |8_|
OH4JS(W65OHT5P7_ "M'Z_)KXIQ_U^+_ |31_PK23_*'7Q3_X&+_ |M10!WM%<%_P *TV/-
;&35+10^2U^)|O| L&VO|:LVGCSX=Z>&%GK6CVX;|PA*IGZX M%9/A+5|/UOXN>)+
|3+N*|M6T^V42Q*'D@G(H T?B|_R(O| U|VW_HU:|B|I MB_05POQ?95| 3,Q"J+NV))/
'FK72IXGT (O_ \$|TWH/^7N/_ !H_UZ*RO^\$G M^|_02/'J=G+OBE.|0NB@B7GGDG!&
<5K7>N^&;ZUEM;G5|*E@E4J|; MW4>&|'FJ|.H>\$K=S)#J6D+(4|O?|K3.WTSNR!0!-X7-
VFGW,5|>27DT-W+& M9I 6 /H. /:H;;Q))<>+KK2&TZY6.&%'64QXY)8\$DY^|QP:?
9ZKX5L" _P!F MU72HO,8L^V|3DGO|ZIQK_AI;AK@:QI0F=0K/IJCR0.@SGWH
Y'Q+JNH6^OZO

M'!=3PB\$60AE#XC@9V()=>ZGH:WE#CQ^+0SS>1_9WVCRQ*VWS/,QG&?2II|_P
MC=&Z,^HZ-(:M%CG+7,9|Q1T|Y|9J5-8|+I=K+=JNDB=8A")/M<>0F<|>O3-
M#-1N7D|9:5IVYEC-K/<\$CNPVJ/RW\$URVOZOJNB7VI6|-Q<6T;VD(A|YQ(=S2
MA'E4|XP#T/?G%=->ZGX=NM1L|S^W=+#VX=&S=IED88(Z^N#^%--SX-9)%>_T
M=Q(GEOOND;|9 MLE|>:=J?B::WD|U=-\$\$D<5S,VP(4W.!SU(SC/?
%;=IJWA6Q,C6^JZ3&TA!E=G7GGQ&US2+|PS!::I93S'4K/\$<5PCL?WZ=@: M|#H ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ IDL,
<|;1RHKQL,C#((|Q3Z*,W^P-&_Z!-C . Z?X5P7C+Q
M/I/A3QCH>@KX7T^Y&J%09BJKY>7V|-ISZUZ:ZAE*GH>#7QO\0M.UK1/'MQ87
M=W=3RPR[K*1Y&8A&.4VD_P">:5BS,
|<_#BZ|+>|/"^NO^\$,TJS^RS"+;Y"/NXSG/HK3^+
MVFZY=>\$9+W0=1N;6>R#22Q0L1YT>/F|^G7|Z|^!NGZ|JWB| M+0!@_P#"\$^%?
^A6YG92|MHN4VX(*D8P>:|GT;QC'=QR3-8Z@IFC1F9ECDZ,!GIV/XU|3|
(_#U|H/@:W.I2R27MX?M# MB1RQ12!M7GT|Z.JHHHH **** "BBB@ HHHH **** "BBB@
HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH ****
"BBB@ HHHH **** "BBB@ KCO%O@H^(==T;5|=[2.ZTQG93<0F0/G M&,X(Z\$9KL:.*
.9^Q^,^@MI'_@&_P 71|C|9_|06TC_P W_|BZZ:B@#E MY+#QA+&TE+10 4444 %%%
!1110 444 M4 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110
M 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% ! M1110 4444
%%%% !1110 4444 %%% !1110 4444 -9U099@H|2<4S|1#_S
MVC |Z%>>_&X'_A7\$P#,NZ|MP2IP<%Q21?!/P8|2,;>_R5!/^G2?XT>A_:(/ M^>T?_?
0H^T0_|JH_ ^A7G_|PI'P7_S|W_|X'2?XT?|*1%_P#/O?|_@=)
M_C0!W5MJEC>32PVUY:S2Q,5D1) 64CU%6&E1;W5<^IQ7G/AOX-:%X<|2R:S
M#=7DC!RT\$)E(6,>Y!RWXTGBOPUIWBWYG6.F:MY|VD>D/J13-'A_-SQ|&@#
MT7|1!_SVC |Z%'VB#_GM'_WT*|_.%)>"O^>%|_X'2?XT?|*2|%?|^|J|_X'_M2?XT>@?:
(/^>T?_'T*/M\$'_:/_OH5Y_|_|*2|%_|/O?_/@=)_C1_P*_M2|%?|^|_P'!TG^-_'H'VB#_|)
|1_P#?0H^T0?|/:/_+Z%>?|_"D?!?|MS|W_|X'2?XTG_"DO!7_#POO_
Z3_&@#T'|1!_SVC |Z%'VB#_GM'_WT*|_M_P%"(^_ ^?>_P#_Z3_&C_A2/@O_)|P#|#I|:
/O/M\$'_:/_OH4?:(/ M^>T?_?0KS_|X4EX*_Y|_|P.D_OH_X4EX*_Y|_|P_#I|&@#T#|1!_P|
MH_|OH4?:(/ ^>T?_'T*|_|^%)>"O|GA??^!TG^-_'I+P5_S|W_|('2 M?XT>@?:(/ GM'_-
|'C|1!_P|H_|OH5Y_P#|*1%_P#/O?|_@=)_C3#_M|%?!
(<*8+X\$!|IODY_6@#T/|1!_SVC |Z%'VB#_GM'_WT*|7X*>"68KY%|D
M=1|OD_QIW_"D?!?_#|W_P#X'2?XT>@?:(/ ^>T?_?0J16#
%2#"W%>6JL|N\$N+A%+L6.T2L_GV%'>4A.*6D(S M0!E-XH|H|(^N::K*<\$&Z0\$|Z;_
)7X=_Z#VF?^!?:XTC>\$_#KNSOH6FLS M')8VJ\$D_E2?|(AX;_P"@|IG_('"_A0!
(OBC0'<(FN:#IKBTTBPMYUN;?);%);JK#|ZO0@5Z(!@4 +1110 4444 %%% ! M1110
4444 %%% !1110 445Q?B_Q=K6BZU8:3H6@#5KNZ@DG*F<1;54@=^O
M6@#M**|T_P"\$Q^)'_1.U_P#!@E'_F/Q(_Z)VO_(.\$H|+HKS3_A,?B1_T M3M?
8)1_Pf/Q(_Z)VO_@P2@#TNBO-/ ^\$Q^)'_1.U_|&"4?)C|2/\ HG;_M^#!*/2Z*|T_X3'XD?|
1.U_|&"4?)C|2/^B=K_.#!*/2Z*|T_P"\$Q^)'_M_1.U_P#!@E'_F/Q(_Z)VO_(.\$H|+HKS3_A,?
B1_T3M?_8)1_Pf/Q(_MZ)VO_@P2@#TNBO-/ ^\$Q^)'_1.U_|&"4?)C|2/\ HG;_ ^#!*
/2Z*|T_X3'X MD?| 1.U_|&"4?)C|2/^B=K_.#!*/2Z*|T_P"\$Q^)'_1.U_P#!@E'_F/
MQ(_Z)VO_(.\$H|+HKS3_A,?B1_T3M?_8)1_Pf/Q(_Z)VO_@P2@#TNBO-/
M^\$Q^)'_1.U_|&"4?)C|2/\ HG;_ ^#!*/2Z*|T_X3#XD?| 1.U_|&"5TW@? MQ/-
XL|/#4;BR%G.L|D\$D(?>%9#@|T =+1110 4444 %%% !1110 4444 %%% M%% !1110 4444
5|J_M+;%5:|N88_QP#*X7/YU6_X2#10^@M8_P#@0G^_
'=,\$KJ65#RP'4C|ZF_P"%9>"/^A9T|_OU0!M_V_HW_06L?_A|:/|?T;
M_H+6/_@0G^-89^&7@@=#.G?|^JAMOAYX!NXS)!X>TN158H2B9(."/PH Z+
M^W|&_P"@M8_ ^!?"XT?V_HY.!JMC_.!|_P"-8?|PK+P1_T+.G?|^ZYSQ_|
M#_PEIO@'6|VS|V,%S#;L||7^X/Y5Y|;?|DG,G_M_7|;_P#H8KT*W_X|XO|<'|J)**** "N-
F_Y+;?|@*3_T<*|N!UC5=/T? MXN6<^HWD%I"VB2('F<*"?. '&3WH
G|5V|M=ZUIUK9N(|7,R2FZ|!MH4;+=_MXONX|Y|JPO->8?VJ)7&O#70(WD,
(= ^W9M_N;_?UKII_\$7@*ZN/M%QJ6B2S< M?O)'C9N.G)J8>+!/0N_M8UG2!
<|=[OG>:F_'IGKB@!FM:O>6VKW=M#?V|K';V M8N561 3*V2-O)Z' Z<|UGI<:K;ZEXFN+>
|22?9 |-M*%4*#H2>O4#|/6IY MM>|\$7.K-

J%OKFDS2>4L:K)*C!=D)!&>AYJW+XJ\SSN[S:OH\C.GELSRH2R^A M]1[4 7-,UI;
_*_VI"S2D1.Q,D>P[ESD\$#CJ.WT7GM\T\C;YR\Q>-%^T/ M"SN%,>_S(V""#<0J@F*S+75?
MG.CV_B M&U2-&W);B_| W2GV3.*-^RCO+GPM;1ZAL!DD\FK\WC+P?<1-%-
KNER1L,,CSJ01Z\$5G3:OX"E M%LB:SI4\$4\$ZW'E03(BNZ_=W =<=?PH
RM49;;4=;U+PL,\$%G83).8Y2YN+D| MCC/)09Y\3CM5"_)T^>WATJIE2QNLB:4)
(IB>3(@WLV>&(+ GTKK(?\$7@* MVN/M\$&HZ'%-R?,C:-6YZ\BGQ>*/|\4D4.K:-'+DR(DB
/GKD#K0!#X>466 MO>(:2QP-*@2&2W53E\$D*\$N% (\$CU-95EXEU^ZMK%GO+8->:-
>9%O_JVC/0< M|@@\YZ=JWX/%W@RU@\$%OK6DPPC.(XYD5>?84B^+!/2!0NLZ0
B%%Q*G"GJ\I M4_L[:VGAMII5M'D0[PZ2#=(=YX!'8?SK2UK6KJ+4=7U:UC\$D.
MC0K;1!@=KS2%=[V08_6JUS<^"[A]M1XJL8\6ZEBE>%)D&TQXVA3_"O X_+% M:-
GXI\&V5M) GB'3F61WD??<*=Q8Y.?SH Q;?56T_P 1:Y)/JJS2/%:11SPP MABS-NP
N<9J=_&5[:;)]J"+TZ>K:JI<-C.?"IB<#Q#IO(/_+PM M8OP=97'^=NRD%6NKD@CN/-
: @#O:*** "BBB@#C?BC_R(MQ_U\|VW_*_2NRKC M?BC_,B+VTEP7O M'8*-IZ<4W[1\4?]
GR|-?| I?|*_.JHK@O/^*7_/EX:|_2_X4>?|40^?+PW M_P!_I?| "@#O:*X+S_BE_P ^7AK
+_2_P""%+Y_Q2_Y|O#?_'^E_P*_.JH MK@O/^*7_#Y>&O| O|+_ (4>?|40^?+PU_W^E_PH
|VBN#|_XI?|^7AO_O| M2_X4>?| %+_ GR|-_J I?|*_.JHK@/_\ BE_SY>&^_TO^%'G_%+_
)|O#?| MW^E_PH |RN,U#_DKVB_|@JY_|#CJGIGB7Q;:>:-
J.T'Q%9Z4B7T\$ LJ26T3_L\$W/_H<= '9T449H #7+R^)|J&?4)#I\9T^PN1!/,)_ W@&%
M)?;C&!N'?UKIR:Y27PYJ\$TNKV7%J--U*OO0!_I_VS%#- M?R7,D:6MO(D2,H)9F* @D8'7J
!2R>*&CMX)GO JSEEB4QMN9E&6 7&^CO8&E4\|R@!!
(I<'TTXK.U+2=7BU_0KF#R9+MKFXGF? M8QA0M& !Z@<=:
-9O&>GOKUMI=L?.%Q:/V*FM_%VDI:0/> MZA;)+)\$DK>7N*!6);)""Y'4UG:?X-N-
_NK2>&|CZ<1J0OS+C;_SH LP>(=/U)O)T^Z62X:(
MR1!D8*V/K.AVY_X1JUBN(60R19>)N"-V3@_G0!H6\W!=^;Y\$@?RI#\$^/X6'
M45S%IXNGNM2^S?8(PDEU-:0LL^YM|>>77;|JG|YYK1T+PQI^@RW,MJA#SRM) MDL?
E#8^7D^W6LZR\|2:=?1WUM- EUJNFGFD\KF6&0Y,9/7(XP?:@|I\H6MZCJ MM_J%O<6%O
EC.8'=+@N6;:&X&T<DZU-K.D M37%M:JEY#,\$EO++A5D4X(W
'CT.*Q(/!MY:7,&H6UW;QWD-P||=J\$/V9 R! M651U_,_6N@T#2#HUG.C2"6:XN'N9G P-[G)
'IV% &9HWBT7UO'<:E';>D MTDL<(\N7;D-SM '0DIM;(08VMTN(6P064D@|?P_.N=N?
|MYX M;AT*XO4%J+F2YE9\$J.F+ET /8 GGUQBM;3|&Y_X23\9=;3)!8);,T:D(I%MQ
MQGZ#|Z_.AHHHH *X'X1_|BG>?|A2|_|1AKOJX'X1_|(IWG_84N_P#T8:-
MGQCXQM/!JK:2W%G>7DMW-Y,_%HFYV:&>GTFK?^%N,\ F2%//_@'_P#7JY\0
MO^1G|"_JA8_ ^BS73:KKPTW4;2P2RN+NYNE=T2';*F,DEB/44 <=_P +=;_H M2%//_@'_
/7H_P""NM_T)'BG_P_P#Z|=W_&M:+,D\$L|<5PVT&)G&Y2>@. M_|.JIOKL<|4?
DLOF2S19+#|OJ?QH_XS_ (6ZW_0D>*?_#_/KT?|+= M;_H2%//_(!_7KN\$US3),|+^W.-
O|8_B.!|O0WN8XWV/(JOL+ MX)_A'4U4;7=+4JIU"W!95<#>/NM|T_0^M
_#_P#"W6_Z\$CQ3_P"?_UZ/^%N MM_T)'BG_,_KUZ2.1FEH \|U_X6ZW_0D>*?_/_O1_P
+=;_H2%//_@'_M_/7KTJB@#S7_ (6ZW_0D>*?_#_/KT?|+<8|?|(1XI_P#/_Z|>E44 <|X
M_|76?C+29;^TM|FW\$4\0217"@.KKC(#[T5S/P=_Y!/B+_L.7\,44 :WB+_M_DI/@W_M_|
10J;Q+;7%UJR"WB@D<:./@31EE)RO'L:A|1?|E)|&?|;Y_Z M*%=>Q11N8@#U-
'FVM:|=6=EIPT>34'DMH;:0@D+&R,P4A@1F0XSD#[M2VNI
MZ|/>S^S.@|ORMK%3P,|\$#!S\5Z\$SQ)MW,B[CA* M,;:>|_M;3M2^W75U>-I5S+
(LB9\$A*|*,|V*A@U"|GDL+9K^ ^BNIM2N%)5O+C6W2 M0Y+#&"2,*/7->CX4^G-&\$
R<8'N?\$_KAN|N|B@B^T312V+L;UU/R^V:Y:XF?|_)_\$/_7F|&EI%Y;6'@
M3:F[GC@@CLH6>21MJJ-@ZFH?^\$Y|*?|_0QZ7_P"!2?XU9T6"&Z):9!<1)+\$
MJE"&1U#!AL'4&G?(UH7_0%T_P#!|D_PH J?)SX4_Z&/2_*3_&C_ (3G MPI_T,>E_ ^!2?
XU<_X1K00^@+IW_@_G^%_' "-:_%T!=__|D_PH \|X^+_ (GT M'5/;VMAK%C&|'4Y&C6
/J+9\ M"M, 8_Z4_+1110_5G:CH6DZNZ\J6FVEVT8PAGA5RH\LUHT4_8/_A7A?| MZ%
|2_P#P%3_"C_A"O"W_ \$+NE_|@*G^%;U% &#_ (5X6_Z%W2_ 5\^/*/^ M\$*|+?|I"II?
X"I_A6\10!@_|(5X6_Z%W2_ %3_"C_ (0KPM_T+NE_ ^J? MX5044_8/_ "%>%O| H7=+_P#
5\ "E_X0KPM_P!"II?_ ("I_A6\10!@_P#" M%>%O^A=TO_P%3_"C_A"O"W_0NZ7_.J?
X5044_8/_ "%>%O^A=TO_P !4_P H_M_P"\$*|+?|I"II?_@*G^%;U% &#_PA7A?_*%W2_|P%3_
H_X0KPO_T+NE_ ^M J?X5044_87_A7A?|
Z%W2_P#P%3_"D_X0KPM_T+NE_P#@*G^%;U% &#_P MA7A;_H7=+_|
5\^*UK.QM=/MEMK.WBMX\$^|'\$@51|_*L44 %%%!!1110!Q
MOQ1_Y\$6X_P"OFV_|)795QOQ1\ Q0MQ\7%O_P"CDKK/M5O_,JXO^ ^Q0!-1
M56XU&SM;>2XFNH4BB4N\%QA0.II-.U2PU:T6ZT^ \ANH&Z21.&'Z4 <)KG_)> M/#'
&#+C^9KJJ:U.JT^YLEMK\$2PS3(DT\2;1&&8+P.I/-JZ;?

S^+M)N+5GBAAM9TDGVA@I;:/T_2@""QQ;
M7&MO#!*VF+IPOOM@7@#IPZO81WENDJQ2#*B1<\$CL>X
MK'TOPC#I,T,UI=2;DL_LC>8@;>-Y?&%LI+,TVT*%5">H5 M1T'&?Q- &!>^-#!L\T2Q2A
MFCD13D!E)!P?3BN1N?!=U-J#CY?*>1'\$|=RT9&QBR\$Q[2&9.6T]VNG>,KN+?;^-
/E&!GR]-1L\&J6 M31_&T4:/XTLD11DLVEH
/QW4WX7^#D\&^#X+9\F|N<3W3'^^1JW\!Q74:OI
ML&LZ/=Z;\$1XGTUH)\$#&^%DFT94MTSCM MCK7?Q:3XTG021>-
;&1#T9=+0@_CNKYBD\#ZG!\0E\2QR&X-R(@P'6,G|TV
M\UJB:1I=KHNE6NFV4>RVMHQ&@JA_6@#F_P"Q/'7_\$.-I_X*E_|BJ/[|\$|=? M]#C:?'^"I?
_BJ]*B@#C?|#|<_J#C:?'^"I?_BJ/[|\$|=?|_0XVG_@J7_P""KLJ*_M_-L3QU_P!#C:?'^"I?
(JC^Q/'7_0XVG_@J7_XJNRHR*_-L3QU_T.-I_MX*E_~^H_L3QU_P!#C:?'^"I?_(JNRHH
XW^Q/'7_\$.-I_X*E_|BJ/[|#|<_M]#C:?'^"I?_BJ]*B@#C?|#\$|=?)#C:?'^"I?_BJ/[|\$|=?
0XVG_@J7_P""KLLC M-% '&_V)XZ_Z'&T_|%2_ %4?V'XY_P"AQM/_5+_P#%5V5%
'&_V)XZ_P"A MQM/_5+_P#%4?V)XZ_Z'&T_|%2_ %5V5% '&_V)XZ_Z'&T_|%2_ %4?V)XZ
M_P"AQM/_5+_P#%5V6:* /+/&%_XQ|*>';[5#XPTZXFM4#BV.GHK/D@?WL] MZM_!:[CF]
6TDEU\$UW=7\$JP\88 @LYSQ7(?M!>#9+BWM_ %5FK,85\$%VH|)_ " M_P"9Q^52?L^ ^#X|?
3)?%5RI-Q.S0VP8<*@^P^IX_ "@#M/B%_P C/X%_|"Y
M]#M6UK7AJM7\4:3=R+FSM8IUDVRLC;FV|<8)Z&L7X@_|C-X%_|"Q_|1;5U
M5_K=II|I%9OYLMS*ID6&&,NP0'!8@=/6@#G-3|-ZC<2ZE80PPBUO[F*X^V|
M_GB";>"IY)^7@CUJU<>';VZLY+;S%B,C78\T-DJ)00I_6ND^W6N&+7,2[65&
MRX&UCT!|"R:ST[I M)!Y3[O,D#*ROQJU04'!YY-6]*\:/E#K\$5U=1P1QS*;J?8X;9=8*Y
|C|Z^U= M"^M6J:P-/)CW^:77;NW;=G7.|/M4|^JZ9;;_/O|:+8^QM|JC:W7!YX- &)
MJ.FZNDDCVNK076KWNFQH_F6BQL|'&TAP2,?E5>T\0V=|?W%I; MPW3_ &>9H99O)
(C5UY(+4 :EK";:S@@+ES'&J;CWP,9J;JEOJEA=F5::|MYC M\$,R".0-
L'OCI5*W\2;9<7EQ!'=1%(%1C-YB^6V_. #GKP: -BBJ9U?3A9"|_ M];"U)P)C*-A/UIKZE
+E8|P|HP>?Y^Y=FW('7/OG/2@|"16/>>)]&LK\$WLNI M6QMQ*(2Z2!@')P|Q|:UHW66-
71@RL,AE.010!YS|'?| D\$^(O^P|<_S%%'P= M_P"03XB_|#MS_,44 :WB+_DI/@W_
+?/_10J7QM%)?6+62|MP8D+ M>85^ZA(Z#/) |<5G^-M2M-&|: ^\$M2OY&BLX3=K)*
(V<*6C &=H/4U=/Q.1&\$ \$ M'5P0>H-K+S_XY0!@ZFUI^./ M E_J-G>SZMN>U#A\$-K*5(<
'(*<|* &-XPNXO#MG-Y^RVYM9KE9()95 MWB-%)0K'C=GA3DG!!I;
%;4+G1)K6XNS(L^AI?_ E@%7W '&!TQ6J?B1X', MIE.I1F1EVE_LDN2/3.SI2_|"RO!&?<
VHF-NW_CTEZ>GW.E #3XBDL_ \$%C:O M=K=Z?=K""|M)&S"0@_?4'
QS5GXE_|DS|0?|>;U53XA^ XW1X|^%&0 M;59;*0%1Z#Y.*Q/'?C_PQJW@36=/L-
2::ZN+5HXHEMI"0HZ_(.C#D5@_|*GTG_H->(|P:25U?A|63PWI;"K+:1 M @CD'8*TJ
_"_P""3:3_-!KQ'_X-)*/^%3:3_T&O\$?_(-)*|VB@#@O^%3Z_M3_T&O\$?_(-
)*E^&L#V=IKMB;JYN(|35IH8GN93(X0!< DUW%<;X!_ UWBC_L M.7\EH |*BBB@
HHILDB11M)(P1%&YF8X 'K0 ZBL'_A-O"V?^1BTO|_|"T_ MQH_X3;PK_P!#%I?_
(%I_C0!O45@_P#";>%?^ABTO_P+3_&C_A-O"O|_T,6E_M_P#@6G^-
&|16#_PFWA7_H8M+_ |M\:/A A-O"O_0Q:7_X%I_C0!O45@_|M)MX5_P"ABTO_,"T_P
:/^\$V|*_|_#%I?_@6G^-&|16#_P)MX5_Z&+2_P#P M+3_&C_A-O"O_ \$,6E_|@6G^-&|16#_
)MX5_Z&+2_ M\:/^\$V|*_P#0 MQ:7_!?:XT;U%8/_";>%?^ABTO_P "T_QH_P"\$V|*_|_#%I?_
_@6G^-&|16#_M#_PFWA7_ *&+2_|P+3_!H_X3;PK_T,6E_!?:XT;U%8/_FWA7_H8M+_ M
/M\:/^\$V|*_|_0Q:7_P"!?:XT;U%8\ PFWA7_H8M+_ |"T_QJ:T\5>'| M^Z2VL|;T^XG?
A8XKA69OH : -BBCK10!YK\8+1-1L/#^F322K;7NK10SB-IN MY2#Q47_ "A?!!I|ZE_X%'
J\4/I?X1_|#BZ;;Q37AA^T2O,Y6.&/. 3@\$DDC KEM;_Y+QX8 M_P"P9+H;K7(-
/M(RT,|C)=+K+*MJEU-+!;N(PC\$@-CL,CO6M;Z_97;S MI 97D@V^9&
(FW@,J<8Z\$=ZYR#P&|.F7%I_ :)FTR.PWB+IL9CNZ|JW2K5YX
M2NIKV^NK;4C"IVMNC+M(&V(\$\$\$J0<-GL10!JQZPMUJ-BEL0T%PLI8LI# I@8 M|N,
|=ZFT7PV=)CLE-SYIMO. M)X/S&0Y|DGCWIDV@:B-=U*^M-0AAAU"...13 6D3:I&5.
<9Y|B@="=/&&D/: ^ M?YLFQ8DEE(C)\$(:IO(X%3)XFTN2UNKI+D&VMF*2S;3L#
XP#W.2*Q3X'\$-O> MV5E>F.QU"&.*Z21-SX1=N4.>"0.%? \ KQN_Y"IT?
B'X/U#Q6NDG3I;&.6PNO MM&;N-F|(' &.WK46N<_&7PK_->-
W_(5WF!0!P'V#XI_|!KPI_X"/_C1|@^* M?_0:V/?^ C_XUZ!10!Y1_P (7X_\$.I_P"\$D.I^'SJ7V?
L)#:O@)G/3/7W MK7^P?%/_*#7A|_P\$?|_QKT"B@#@%T|XH,JI\RX\$80 M-
^|/;^M=1XMTZ6_-/[33KA|^!&-I>V\ROM"Y|-D_=/&>H|JR_B%_R_@7_L+
MG_T6U=9JVKQ:1"9I|>ZEB4%G:"/>(U'5F|!0!QL^C>(/,G@ELUN9+F\L|J2Z MC=50;
OF<'G.5.!W!K3N|"NH=&DN;&T3^U(+|KV%00#-|Q^4GW4XYK800\$FE MZ?:V%Q-
/F_=\$M|B|B^_&#CTY/O5^|U"RT| UY=0P*OX5U::II|W4MJMY UQ""TD8<%D

ZY:J%UXKT.UTRZOSJ50 M)!:H'E,3AR >G ZYH P+[PQ?S^'TLK6&."(H"Z@RLC'.I'
/3!]*+@UC3KDVZQ7D!>YC|R)-XW.OJ!5 MQHXY -R*P!R,C/- '
6NAZE::L=7DTKS('OI9QIX=2T*M&\$#@9VY!)&?XJ? M: ^&-2M]%DM)(E=I+&:,
(&!5"I<1CV./2N^P*,"@#C]8T&XFOA:VB%2+1T M1=HWF-B6]\8'-== \$VZ-
6*%"0#M/4>U.P*6@#S?X. | ()|1?|AVY F**/@| M_P @GQ% V';G^8HH
J&*!CR_ 6CRT_N+^5.HH ;Y:?W% *CRT_N+^5.HH ;Y M:?W% *CRT_N+^5.HH ;Y:?
W% *CRT_N+^5.HH ;Y:?W% *CRT_N+^5.HH 0# M'2EHHH **** "N-|
_Z[Q1_V'+C^2UV5<;X!_P!=XH_[#EQ_):.RHHHH *P MO&I(|#: ^0<\$:=/|
^BVK=)Q6#XU/_%">(/L'3_/HMJ. >T7P!X+;POIMW
M=^'M+RUG%)+)"!R4!))JRO@CX>/9&]70]\$:T SYX1"G_?72M/3[FSL_A_I] MS?
J&M8M/A9U*:LX08&.-<7;) 8[#493&I/K!O-0AA!:*U!C(C##'8@\$GIN M- '40?
#SP'=0)!/XDHN0,M"H&2<"J&F M_:=/ +>)KNV+V]LJU-
/8D+C;&0/F4'H"!_AY#>1V#0=%EGB_UD:1J63Z@=*Q8I-8MM2OPETSZI-J\$P%F[N"?)
((1P^ M,@ 8.<4_P.0(IYX36R@>.ZLH)5U/Y"K(67E9#W)?F@#H/^%: ^"G3I[UB:WK&KV<
M]=G]_*'EO\$"P &0A4!1BW]T\$G)H U+[P]X!TZ!)KGPWI:(TBQJ?LX.68X
M.I6^'G@5)HX6|:-:4)),|%|@9:'6HK*];4[KP_IS3I?M#:B^NKA3E2X&U#GW8 ML?
PJM9:B|O97=U->SW=M#<&[C4GRV S@#'WL=!0!I |*T|\$_P#0L:9_WX%'M_"M/!/
T+&F?]^!7,P^)]89=4U*\$7(L+)K:Y]N1@Y:\$Y]T!L]?> WT?2K6Q::47\$A@C"
M|@%&_ G7K|>;?;\$_)OX>_JA*3_-!6@#TFBBB@#SWXH?Z_PC_V&X?Y&O0J
M|]^*'^O!)?| 8;A_D:]'H ****.1|1^#)M;|1V&06.M3Z9?6<+P(|<*2_JQ MYX:H_P#A%0%?
_0_7?_@N@_PKLJ*.-X1;Q7_P!#|= ^"Z#_H_X1;Q7_T/MUW_X+H/|^*B@#C?^\$6|5_|
_0_7?_@N@_P*/^\$6|5_|#|= ^"Z#_"NRHH_X MW_A%0%?_\$/UW_X+H/|^C_A%0%?_0_7?
_@N@_PKLJ*.-X1;Q7_P!#|= ^M"Z#_H_X1;Q7_T/UW_X+H/|^*B@#C?^\$6|5_|_0_7?
_@N@_P*/^\$6|5_|M#|= ^"Z#_"NRHH_XW3O!5_!XIL]>U7Q)\$=0.A1V<5M"DO|@M9-|P|
M|((!_7FH/^\$P^)'_\$3N/_P9+_A1_P)A|2/^B=Q_P#@R7_"@#8BTO4DUS3|
MRUT|VS/""E)+(CH8T4_*%ZAP3P1QZUV*]*|V_X3#XD?]|\$[C_P#!DO|_A1_P
MF'Q)_P"B=Q_ ^#)?|*/_2J*|U_P"\$P^)/_1.X_P#P9+_A1_PF'Q)_Z)W'_P"#M)?|_"@#TJBO-?
^\$P^)/_3N/_P9+_A1_P)A|2._P.X_|P9+_ (4.^#O_M_)|1?| 8=N?
YBBKGPJT75M&T'40[9LOL=U>:C-="">'VJV.X_&B@#O**** M"BBB@ HHHH **** "BBB@
HHHH **** UYA: | "=">'6UM-,|VM]9W>H2 M74J>CW_ (ZU|P!KMOXDT-()9-.E6VD0
MXDF8H0 8^OKU(T@% 'GVB^/K"QT'3K2?2/\$_E@MHXW TN4@_J@'MZBKW_"QI
M+_Z!'B_',%40^%=I10!PMUX|T6|M);6?1O\$312KM8?V7.,C|JE7XC:4JJHT MCQ%A1@?
|2J7_KM:*._+X6/I?_ \$"/\$^X*I?|*K7OC;P|J42QWOA|79U M4Y4/I\$IP?8XXKO:*
.&MO'VB6<"P6VAZ_%\$O1\$TF4 ?I4W_"R-+QC^R/\$^MX*I?|*|B@#B_P#A8^E_|
CQ%_X*I?| "C_A9&E_|CQ#_X*I?| "NTHH XS_M_A9&E_|
0(|0_P#@JE_PK/OO%^@W]Y#>2:3XF2YA1HTECTV93L;|PZ>U>AT4 M
>=:5XJ|Z*'^P>'_\$6|5|1C_9DQ)51A1R/<_G6C_P+'TO_*!'B'_P52_X M5VE% '!CXXT35-
/GL;G1_\$9@G39(%TR8\$@|1G%6(OB+L,211Z-X@5\$4*JC M2I>..E=K10!QG_LG3^H\$>
(? !5+_A1_P+)TS_*!'B'_P52_X5V=% M '&?|+)TS_H\$>(?_52_P"%1>+_ "A_P 4ZGX6M-
'O6N)X M]8BD9?*9<+R,|CWKV2H!9VRL&6WA!'((0<5..* %HHHH **** "BBB@ HHHH M
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH ****
"BBB@ HHHH **** \$(|<444 %%% !1110 4444 %%% !111 M0 48HHH 3% %+10 4444
%%%% !1110 4444 %%% !1110 4444 %%% !11 M4L! ?| H9K+|V_PH |&BN.
MX6MX%_Z&:R_-O|*/^%K>!?| H9K+|V_PH |&BN._X6MX%_Z&:R_-O|*/^%K> M! ?|
H9K+|V_PH |&BN._X6MX%_Z&:R_-O|*/^%K>!?| H9K+|V_PH |&BN._MX6MX%_Z&:R_-
O|*/^%K>!?| H9K+|V_PH |&BN._X6MX%_Z&:R_-O|*/^%K> M! ?| H9K+|V_PH
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H9K+|V_PH |&BN._X6MX%_Z&:R_-O|*/^%K> M! ?| H9K+|V_PH |&BN._X6MX%_Z&:R_-
O|*/^%K>!?| H9K+|V_PH |&BN._MX6MX%_Z&:R_-O|*/^%K>!?| H9K+|V_PH
|&BN._X6MX%_Z&6R_-O|*Z#1]= MTSQ!8B|TFBN|8L4R(|9'44 :-%% !1110 4444
%%%% !1110 4444 % M% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%%
!1110 444 M4 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110
M 4444 %%% !1110 4444 %%% !1110 5R'Q3)'PP|0\$""^BG^8KKZX_P"* M?_)/,\$'
%ZG^8H BT_P3X-CT"RN;K0|+0&WC9Y)(E R5'4FK*>#/ TEN;A- M\$TAH!UD6-
2H_'I5+Q0%_X5OIYD_,8-D7R,@*3.?;HI+|1+34|6U6.!3HD5J MGVDI%F*: ?=|NT=&8#
)'M0!JP^!?!=Q&LD.@:7)&W(=(E8'17_#FRM=.(MOCRSLX(X+:*>W"11C"K|A/ KI
UO#!I=T|5Q!(IS=|/7/&<,MOX,U>*-&Y)'M7"H@RS"0 5S|R+>:QIFLVUC'1_S M-_P# 5/
"LSPA+%>W>IZJ8KB&|OI\$>2&6%D|I%7:B|@ MCKCUJ2T MM_\$: ^,KN: XN(&TIH\$"

(VZY;('S<-TR<<|4,N+3P/:B-/N+'1HKMMN(FMT M!^;
[O:O48C!G4!8"RTC[66V^3]E7=G..FWUK#\3:7J%QKNO7*03362Q6;RV MR1|W*
(6+*C==P|!720QR2>/TO%AE%LVDA0[(0-WF9P??':@":?0?"|M-!%)H M>G!IRP7
\$5.P))/'3 JO:V7@B|CGDM|'1I\$@&92(\$&P>IR.GO3M5,D?C?2Y
MG5GMQ97(5%7.7^4|/4KEN0U2POM7FU>YLH:F|CEMH0S2VY@9524,8%4@!LKD
M_IF@#L+'2 !VI0/9;:I\$|:'|):=(IZ||<57LX? FH7GV2TLM(FN.:VJY' M?
GY>*=H\$;7GB05=9@MY8;">V@A3S8S&9'3<2VT|| @9QVK.U&&ZBO?%KQPWR
MR7!MDM'ME(8R;., @^@.,GIC.: -N300"5|!90H>G"6=6:/ \$5.';C(Z=>< MU: X13P|_P!
+3? %3 "N/M&OGG|)PW2W1U2+4)A>//GYB(VWLAZ;#D8QQ M7I% &^ \|(GX=_Z 6F_ ^ J?
X4?| ")^'?^@%IO| X"I_A6Q10!C_ /")^'?^ M@%IO_ @*G^%'_ B?AW_H!;: . J?X5L44
8_P#PBGAW_H!;: X"I_A7+?"6 M*.'2=BC14C36KI551@*_ KT&N ^%/_ (-U_P#|_#EW_ .AT
=_ 1110 4444 M %%%!!1110 4444 %%%!!1110 4444 %%%!!1110 4444 %%%!!1110
M4444 %%%!!1110 4444 %%%!!1110 4444 %%%!!1110 4444 %%%!!1 M110 4444
%%!!1110 4444 %%%!!1110 4444 %%%!!1110 4444 %74)P|<"(P^ MRR'D*>U6O|
A=G@7&/I0GQ_UZ2?X5WQM+4?|N|/? KR;XM^.+GPM+HJZ!/
MIW^DRNEP/*CEQC;CZ=30!MCXV>!1TU"-J6L&=|. MYFMVBD9"NX!"#P?
>O1K,Z=>1!H!:38 W&/:V#CVJ>1K2QB+NT-O'GEF(09^M M 'G.N>)!X1^)M|?
7.DZI>6|WIL\$<;V5L90&5W)!|.HJ7_A<>G_ |0L^)? !> M?
|:S?"WQ\$U+4OBQKVAW^H6@TBU\$AMSA5Z,H'S|^":J91U=%96#*1D\$'((H | MY_X7'I_
\$/B7_P7G_ &C_A<>G_ |"SXE_P#!>?| &O2**/-_ P#A<>G_ /0L M^)?_ 7G_ &C_ (7'I_|
T+/B7_P7G_ &O2**/-O^%QZ?_ P!"SXE_|%Y_QH_X M7'I_ 0L^)?| P7G_ !KTFB@#S;_ A<>G_
/0L^)?_ 7G_ &C_ (7'I_| T+/B M7_P7G_ &O2:*_ /-O^%QZ?_ P!"SXE_|%Y_QH_X7'I_ 0L^)?|
P7G_ !KTFB@# MS*3XN;7*|OX6|2%XR2C'3SE3C"/I4G_ "X|/_Z%KQ+_ ._| P"->DT4 >;?
M|+CT_P#Z%GQ+_ P""|_XT?|+CT_|Z%GQ+_ X+S_ C7I-%_ 'F+?%O2GG2=O"OB,
MRH"JN=..5!ZXJ7_A<>G_ /0L^)?_ 7G_ &O2:*_ /-_| A<>G_ P#0L^)?_ !>? M|:/^%QZ?
P!"SXE|%Y_QKTBB@#S?_ A<>G_ |"SXE_P#!>?| &D_X7'I_ 0L^ M)?| P7G_
!KTFB@#S;_ A<>G_ /0L^)?_ 7G_ &K/PD|Y_ #^J74UK<6PNM5N) MXX|B,H^UFR,@UC_ %
|X@ZEX4ATDZ|J%KYD|SI<#"RD 8_+O7IFGWMO>VR/%

E:9TY*ST<>:-N6ZZ^-*L# *P'T GG/"CXK>'OU^%?@IO^X38C|?
LO'^17C&T9SCGUR<|N^?8? MD*7 | S/^-/7|2PBTC7Q=O|^/S&I|99JHOT>V^Z0|Q_Y|87
.(+?| &?Z M'L_ M?P | |\$|I% | @JL/ D.C A: A | Z)3X+ | !58? (=,>,8'O^9 Q MHP/?
|S C1|2PO_ /^O X/Q?| |J@|S GOA?| PCPO P K/9 ^%K^' P#HE/@O M P %5A |AT?
|+7|_ P#1*?!? @JL/ D.O&,#W_ , XT8'O^9 QH^I87 G 7 | M'XO_ .>P>Y SXPO
(1X7 Y6>S | +7|_ P#1*?!? @JL/ D.C A: A *)3 MX+ |%5A |AUXQ@> YG &C | S|
C1|2PO| S K_ /@ % | SV#W/^?&% | M"/" *SV? A: A *)3X+ |%5A |AT?|+7|_ |1*?!?
@JL^ Y#KQC | MS^ C1@> P"9 P:/J6% P"?|?| |XO P">P>Y SXPO A'A? E9||+7|_ M|_ |
1*?!? @JL^ Y#H X6OX? Z)3X+ /!58?| R'7C&|J_)G_ !HP/?| M, XT?4L+ P Z | X/Q? P
|@|S_)|87 PCPO| |K/9 P#A: A HE/@O| M|%5A P#(=' "U # /T2GP7_ ."JP | D.O&,#W
#/_^&|J F?|:/J6% Y MU | P?B GL'N?| /C" ^\$>% P#E9|/_ ,+7|_ 1*?!?| X*K# P"0Z|
MA: A P#Z)3X+ P#!58? ""7C&|J F?|:,#W_ , XT?4L+ S * (O? SV M#W/^?&% |
(|+ P#*SV? (6OX?| ^B4^" | P56' P AT?| "U # P#T2GP7 M P""JP ^0Z|8P/?
|S C1@> YG &CZEA?^?| 7 | !^+ /GL'N?|^,+ . \$> M% | E9|/_ P +7|_ /1*?!?
(*K# Y#H X6OX? .B4^" 56' R'7C&| M| F?|:,#W_ , XT?4L+ S K ^#|7 //8/< Y|87_ ,
(|+ | *SV? A: A | MZ)3X+ | !58? (= ' "U # | T2GP7 X*K# Y#KQC | S/_^&|J F?|:/J6%
MY U !^+ P#GL'N?|^,+ P"\$>% ^5GL "U # | T2GP7 X*K# Y#H X6OX?
M P"B4^" !58? (=,>,8'O^9 QHP/?|S (T?4L+ , Z P#X/Q? ,J@|S G MQA?
CPO RL|G X6OX? P"B4^" !58? (= ' "U # \$2GP7 X*K# .0Z M|8P/?|S (T8'O| F?|
&CZEA?| G 7 /!^+ | GL'N?|^,+ X1X7 Y6>S M/"U # \$2GP7 X*K#
.0Z/^%K^' ^B4^" P#P56' ,AUXQ@> P"9 P: M,#W #/_^-'U+" |/_^O_ .#|7 | /8/< P"?
&% |(|+ /SV?| X6OX? Z) M3X+ /!58?| R'1 PM?P P#|I% P#@JL/)#KQC | P
S C1@> YG &CZ MEA?^?|? ,XO Y|!|G #XPO A'A?| Y6>S P#"U # /T2GP7_ ."JP |
MD.C (6OX?| ^B4^" | P56' P AUXQ@> YG &C | S/_^-'U+" | P"O P"# M|7 |J@|S GOA?
"/" | RL|E'Q4V/#./A=X,RQ) Y!MC@'.<+ H&5QG&,|9P M#Q@^C?"OQ?8^) \$-S96/A#0?
#S0Z4ER;S3+6&UNI8C(HBM7DAM8W,2@@F/<\$ M&>0,\$CY2.#NQR.,Y/8?RSGZ|G->| L|
'QE|'0XT1N>N?| 2@HY|0&P#G@" MO)SO
X1Y5F+G*M43PU.C)3J8J492|K&I&;3S*2M%**M*+=U=)IZUAXTGB<.H MX3"047-
PE&E&,XR=W)WC325VVTDU9OL?: "G"J&/S\$?G@<|./KCCTIU%%?G|8

MM12>Z S3/>"BBBJ **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH ****
"BBB@ HHHH **** "BBB@""8I/JA | 'P?Y D: ^- VB-K>*I-5
M@S*=+B9MI&1\$MU)NVCJ>2,GD|C&!FOLEP" ..\$R/7J3^0 /XD>I?/"Q<|(6&
MNZW8WEYO3E*E.*2UGJ1/KT RW/QY^(WP/ :%O/CEX@ ^,WP, ^-7PM ^',OB X9
M: !,O\$>G \$GX*>)/B3J ^DCP J5J?Z7XI|#:MHGO-|'V%CIICU"Y9++O/HOB'
M0HK ^TM;R?2G5&CDX'7OV)O\$OA3JF'Q/^R | LS?\$GP5|/=) ^*L?Q(G ^-GQ# ^ M-
/@+Q9|6?%OC?7OBRDLOBSQAIB>' & @'3M'6W ^LW-UCYQJLUDG..)X#SQ MQG;CN. ?
%?9O,|'=ODJ-ZZJ#UU>|GT|4>4Z56 PQ \$ ^/O@CX3|?> OA7X,| M#?\$SQ1X|> *O!VAZ?
X<7Q+X|!Z|X\$.7VCZ+86NFZ45|.:YXG|8ZC#JAL8 M,:K+-K|Q#+>99%,>0?5-Y NMJ=K?
RQ 6O:O ^%:.) P FKGG'\$T!J.X4@=1UM/?CBE X5GHO #JZO W ^M |
XFM8YI@8V|VHTNCC;UV?4/95.R ^||4WGT; O MVW ^-&| ^C?| ^V P
:J K X5GHO /WJ P#W ^M (FC A6>B | /WJ ?ZW P#B M:U MC | ^I ^ O|
S#V=3LOO P" >*:SZ- W|; &C>?1O ^ ;?XU|7 PK/1? ^ M?O5 ^ UO P#\$T?| "LJ% P"?
O5 ^ P!; P#Q-'JL8' GU| !? ^8>SJ=E| M /%-Y|& P" ;?XT;SZ- P! ^V OKVO|
X5GHO /WJ | W ^M B:/^%9Z+ S| MZO| | K? P")H MC | /J? (" |P|G4|+
| P#@'BF| ^C?| ^V QHWGT; OV MW ^->U | "LJ% P"?O5 ^ P!; P#Q-' "LJ% Y ^|7 P" UO|
\$T?VQ@? ^?4 M 7)A|.IV7W | /%-Y|& |JM C1O/HW ?MO| &O: ^%9Z+ S|ZO| | K?
M P")H X5GHO #JZO W ^M | XFC ^V,# , ^I P#@+ S#V=3LOO| ^ >*:SZ-
M P! ^V QHWGT; OVW ^->U P#"LJ% Y ^|7 P" UO| \$T?|*ST7 G|U?| | 6 M P
31 ;&! Y|3 | 7 F'LZG9?? , |4WGT; OVW ^-&| ^C?| ^V OKVO A6> MB | /WJ ?ZW P#B:/
A6>B P#/WJ ' ^M P#XFC ^V,# SZG X" | ,/9U M.R ^ @'BF| ^C?| ^V P :-Y|& P" ;?
XU|7 PK/1? ^?O5 P#O|; !-' "LJ M% Y ^|7 | 6 ,31 ;&! P"?4 | P% YA|.IV7W / /%-
Y|& |JM C1O/HW M ?MO|:|K P"%9Z+ , >K | ?ZW /B:/^%9Z+ S|ZO - K?
XFC ^V,# SZ MG X" P#/,9U.R ^ (!XIO/HW ?MO|:-Y|& |JM C7M? "LJ% Y ^|7 | 6 M
,31 P *ST7) ^|7 | %O /\$T?VQ@? ^?4 P#P% YA|.IV7W | |4WGT; M +|JM C1O/HW
'|; &O: P#A6>B | >K P#?ZW ^)H X5GHO /WJ P#W ^M M (FC ^V,# P ^I |
@+ S#V=3LOO . >*:SZ- W|; &C>?1O ^ ;?XU|7 P *MST7) ^|7 | %O /\$T?|*ST7 G|U?
+ 6 P#|31 ;&! Y|3 |?| F'LZ MG9?? P |4WGT; OVW ^-
(6X/##OG8W48QOWP/PXSCM7MG "LJ% Y -7 . U MO | \$TO K+1CPU JV" <' \$L1." <'<
'..@>'IEG.#BGRTIW<7&Z3ZVZ=?O1
M,J%2:LFH ^> X.QYCK#YT|P|\$9| V.X*\$*Q*R?:7|LJ5(Q ^|" \$:ODW;=X*94
M!G|8'|/WQ ^ :*TSPGX4 ^&WQC ^#WPM|&>'?&W@#XE2)XV ^"OBWXF>)|/WOI/M
M>CUW1HDU;3/BAX-TVP| %W3HL,J:8F@W6HRH9GM|NW9/-7|5+WX?://9Z9&|W
MJ"BWM)XXS\$|:LRB=F)=F&|HWM|5HE|GTU|CV%967-S626R X/Y|6?
MG9J=K ^UGX@|:?\$'2=, ^ (7@?P5I47P)T;1 "B ^+X7#5 #G " M:N;U-6|?:- MH ^J> *#XI?
P X4TZ.PFA|(ZMXAGL;B|DAD-U=30"< -/@C @GWXNNOV>/B; ^R MU|=OB;|'?
%/PP ^*&G7FJ>(% P % @ X P#AM|<-? ^+|WJL.M| &?Q=|0/'
M'Q8 ^)=GXJ|63 ^(+2VUJ8S ^-'B74XYK#|JAK#:'|JA|--&' " ^:MU"Y-Q"!
MD|@9"XYSGDXP< ^M! ^&NC?+ IVJJ&&Y3|HB(8\$D9!*@=5/3/KTQFEF>!YKRI5
M*B25KQ:V5K|314J|U5HR|W ^|1GXD ^,? ^"; ^J M\$.:JEU ^V9| (= #T.|UW5KC
M5X/! P|CLWTSP|X4T))KF27W/X/?LN ^/-+ ^..D M%?M(%S0?C7|8 GPM'P
M6 ^\$UQX) ^&K?";P/X\ 7|6TWC'6Y?#+M7UKXB ^/M5MK>ZUS6)O\$NF!:9
M6|0M #V@Z:(AC7|0A|-M%)&H;J0,9 >Q' ..|O0Y|?C2 |*VT?G 3|5XX(
M|R'(/H1MR/Q'O53S' 3:DJ\$HV Q- EH6J|> (=O?? ("K?F?F%|9OV2I C#|+
M/VLOAP?'W|@G|I Q/X5|0+|VL,NKKJ|8|-B=|0> M|L9;=KIRL*OD#X ^ X*"?L:?\$ /QOI?
Q:|??#W4?&OBN| ^-/A7|DGX':YH|/@/0
M|+N/%/PX|& !KXEZIXM|1 %JR@U=I:3Q5+;Z=JMQ%-X2BL?MU|+!:3M>R1VS MK-
^ W "M='Z?:|5Z\$ ZR'HNMWJFXLJ|TN\$CY) ^7C&<\$D MC=R"P(!)J'F6"U7OK?
3E>GEOTV ^7F+V-?O?Y/4 FVC ^ |'5\$'@'|ISJF'X9: M-XSUOX3 !U ^-'P:L9/VF/B1X2|)?
#WXV ^*/ GC?;?M0:K|0%|+V6AV.N7> MC ^\$=
(M #'@SQ?;:#H||5IXBETQH=36'S% 17XK LDG4?%W|/OQ4 9Z|8Z%|&
M B9 ^S7X2|1?"7X?2>(" =OX||!2?!?QUIEAH?BWPAJGA&WU?PQ+=:|:V&EV6 MI ^\$?
\$(U>RM-)|16B-JFB:SIJPWMMXUO?"G@+QUX"E?XR ^ WEG?PUX@N=17P=B5;>|)MM
M6Z/C'|1' !.QW: !K @G- ^RW,?%7CSQ"WPUJY ^"?QS ^+WAG1|;PYHNK?L
MHWEQ ;GQ/T'Q?:+?7<.BMXTDT|JQTC1|=9;Z6* ^N9CD@|Z I= P"%:Z.0"-0U M7GIB2
YSV'R'.: PVTG!'JHZJ02 R221%"V5|MW15&|8V96|.0"01T.!8W!
MIW4)W7D.6'K; (|16.UABCM=/BCL+"S@CM;&&U5W6PL|-%@L(H! MMVO%90)
T1C4%XU0.- ^0/R#|>?L6ZI|4/VBOVZOA?XDLO\$7ASX' +6WA/X#

M '/P=16 # %FD\@GJHSX0-9Z5K:ZBEQ.D5]=0W.D>&O\$:) (ML-6L+N^M/MB M-
M9/WMPUT11N^UZFS*H#NK+ '*P&"9%)!5 >JC/S*=PY&*7 (5MI#,2+W55
M3"J.L9Z[;+K\SI M;(V*OCCXJ]=?%OXN %;JIWPQK'Q1^) [-VA LY6US\O@ K?
@'P7X4LO"GB MW4/\$=AXGTW1Y 'VK^))
(M>@OYAXNTN:Q1*JZUYJDGA VZ+6.VGV5GS?@S\@I M A-1(/VP(=;O?!/C36?
V@/AKX9TR3P3\OAOX@1&>#M\$12?#C3/\$\^\$V\Z3
MXK\=^. %D\NH:IK.F:K(VO>)-5U6/Q7:7LT>L2>')-/T*P ;4 #71E Y?M4' M?
DB(ZGG)4G).2WHV0.135^&FD*Q9; 5%/))\$ML".1EC H+D9)'5VZC#...:Q
M^OX33FIU+ =/= *C3Q3;O-M6[7 I'XE^!/V\$O&6G?L+ "OJF\ZW\(:KQ+J%GJ?
MBC\HFU :) ^#3?"PE\5?&GCVV74 %VL:IH.F^+? VK:/XXT'7+Y+GPOJMIKU
MC%:FU>.ZCO\$B\MOO/P#\V=7^&'P0\."WPEXDMMOU[P7X!T\PEH7B?Q=I>J:
MSI?JIZ3:1QZ=JEYI5EKNCZA=Z+;W44+-HJ:X+A+.[+-%=JIG%*?L-?AKH@&?
MM5\6!)=Q(@#DEEP"!C<#&000""I^49-. P"%;.;>!>:MG)3/FPX#;0^#P.=K
M*P'<\$8STJUF6"7PTZB\VB\?Z KL4Z%1;K5\7I< +;X0?LW &33)/C\X? :0^
M(W\WQD^%WQ\OZUXW\3^#/'P1^)/PLU4^)-5CTD\9?\$.N &?X@X\6W\IE
MQ7ALS92ZC)>HDKWDUCYNFS:?CO\ 9 | C::#> "G\FKXD ! P"!OP(\3^\$=
M1\&^+!/!&O ! Q7\2/\$^F1>)%OM.\4^(O ?C\3XI#;V.JW6B7OD:9#XI|+>) M;"UU
6\W;;7:PVTD+ II P *VT;@?;J5R6VCJY%G=NV\?N9#;A@@ EC!IA
MA6VC' E^U4GJ\IV\$8Z'(WKCCN<'ZU2S# R7OPJ>G+^XX4\6W\I)JS7*I>
MKN^ZMITZ;GXW:3^Q\%X0 :9 89TSP!HNN:=|"?V(@!\3\!':MK=^NI7\ X
MS\::98>\$\&LJ5UF8AKW5HM\$MM:U/48;>*QM'U*"WMX5V*3^DN[G*!\\$D@;"
M2%WLJJ2,=%4'UY)Z\$5\6WPST, AT/I6M/\!3::A4::LDXZ+|=?P (ATJR;YK-M
MW;MRWOJM%=+3\ISQ/>?10^& P >/UHWGT; +JM C7M? "LJ% Y^17 . U MO | \$T?
|*ST7 G\U? O\; | Q-: VO@/^?4 7)B\G4\+| | @'BF\^C? M\^V QHWGT; OVW^-
>U |*ST7 G\U? O\; | Q-' K/1? \ G\U? O\ 6 | M\31 ;&! Y\3 / 7 F' LZG9?? P#Q3>?10|
OVW^-&|\^C? \ ?MO\;JK .%9 MZ+ S\ZO - K? XFC A6>B | >K /?ZW | B:/\8P/ #ZG P'
O ./9U.R M^ | X\XIO/HW ?MO\;-Y\& \JM C7M? K/1? \ G\U? O\ 6 | \31 PK/1 M?^?O5 |
O\; /Q-'JL8' GU/ P% P"8>S\J=E\ #Q3>?10^ ;?XT;SZ- MW\; !KVO A6>B | >K /?
ZW | B:/^%9Z+ P >K | K? .)H MC P#/\MJ? \ X" |P\G4\+| | @'BF\^C? \ ?MO\;-
Y\& \JM C7M? \ PK/1?^?O5 | MO\; /Q-' "LJ% Y^17 . UO | \$T?VQ@?^?4
% YA\IV7W P# /%-Y M\& \JM C10/HW ?MO\;JK X5GHO #JZO W^M | XFC (5GHO
S\ZO P! MK? \ ^)H MC | ^I ^ O ##V=3LOO X\XIO/HW ?MO\ &C>?10| OVW^->U
M*ST7 G\U? \ | 6 P 31 PK/1?^?O5 ^ UO P#\$T?VQ@? \ GU/ ,!/?^8>S
MJ=E\ P#P#Q3>?10^ ;?XT;SZ- W\; &O: | A6>B P#/\WJ ' ^M P#XFC A
M6>B | >K P#?ZW ^)H MC | ^I ^ O \S#V=3LOO P" >*;SZ- W\; &C>?1 MO ^ ;?
XU\7 PK/1?^?O5 ^ UO P#\$T? \ "LJ% P"?O5 ^ P!; P#Q-'JL8' G MU\ \!/?^8>S\J=E\ /%-
Y\& P" ;?XT;SZ- P! ^V QKVO\ X5GHO /\WJ | MW^M B:/^%9Z+ S\ZO | K? P")H MC |
J? (" |P\G4\+| P#@'BF\ M^C? \ ^V QHWGT; OVW^->U | "LJ% P"?O5 ^ P!; P#Q-
' "LJ% Y^17 P" MUO\ \$T?VQ@?^?4 7)A\IV7W | /%-Y\& \JM C10/HW ?MO\ &O:
M^%9Z+ S\ZO | K? P")H X5GHO #JZO W^M | XFC^V.# , ^I P#@+ S# MV=3LOO | ^
>*;SZ- P! ^V QHWGT; OVW^->U P#"LJ% Y^17 P" UO | \$T? M*ST7 G\U? \ | 6 P
31 ;&! Y\3 | 7 F' LZG9?? , \4WGT; OVW^-& M\^C? \ ^V QKVO A6>B | /\WJ ?ZW P#B:/
A6>B P#/\WJ ' ^M P#XFC^V M.# SZG X" |./9U.R^ @'BF\^C? \ ^V P :-Y\& P" ;?
XU\7 PK/1?^?O5 M P#O\; !-' "LJ% Y^17 | 6 ,31 ;&! P"?4 | P% YA\IV7W //M%-
Y\& \JM C10/HW ?MO\;JK P"%9Z+ , >K | ?ZW /B:/^%9Z+ S\ZO M - K?
XFC^V.# SZG X" P#./9U.R^ (\XIO/HW ?MO\;-Y\& \JM C7M? M "LJ% Y^17 | 6
31 P *ST7)^17 | %O /\$T?VQ@?^?4 P#P% YA M\IV7W | \4WGT; +JM C10/HW
'L; &O: P#A6>B | >K P#?ZW ^)H X M5GHO /\WJ P#W^M (FC^V.# P ^I |
@+ S#V=3LOO . >)AB,\-DG^ZV, M&P;Q>@(\#Q^E5?^%:Z,/ ^7 %4>@,D)
MQ@@@8R%Q\22R:4(7\$S00&528#/3...@(/!! MSP/+S;-+6RO'X=4IQ=246JEF|-
-.*:M:VW5VW\WTH4:L<1AY.*M>= 2\I% M?NKGKM'\J=34^ZO^Z/Y"G5\&>R% %%%
!1110 4444 %%% %!1110 4444 %%% M%% !1110 4444 %%% %!1110 4444 %%% %!1110
4444 1X > 1! -A GZ5 MY#\0 S:C9A1EF@E&3@#\BVQ?YM @:|B|?,%U2P!!.
MQ3P.O';ISQ *NK O ;(Z)I4>O\ BEZ\$RUA-7:TMIVO8^&/\$ P :?BK)\L^-)
%NO%)\4:C\VE:=X2T :/8W%A872W MME&1XAUNZ^QI>36ZSV1L!%/VK/'OQP\#> O!?
CWPEXQ^"7@'X=VD6J %*U\ M%ZM8^)"FL:EJ5T+S2YO"^O2MIYCN\=
(\VUO%E=7N8Y+*#\W. P=9?L4 MP? M"+JE;4/V??@7XQ^&C>.?VE/V@OBI\7?VL C-
'XTO/!\^J?#WP=14-?&M>,!!/ MP TV\T#5H=4\::UX\136=C?S2KIP\V\M=2:T7:RVZ M-

=+V7ZO4XKO:[^] YGZ> LS?32 VFO@1\,OCOHWA[5?"5GX\TS49IO#6K3P
MWUOHFJ:)KNH>'=8L8=5M6BAU.T34=-NA879M41["9!"(SE-WNVW &F .N!^
M%WAZ+P?/!!W@^U\SZ?|/-.!*: %IOA[2/"FE>(+?Q-;Z7I6D64>GVJ2ZW::;
MI<6HW,JO!')=S26<4DMQ)<3NUQ+.9*] JDY+: |,;M VF . MC; M-^=.HHYI P |O)?
D0N^[\^] P"8W; M-^=&W ::|Z=11S3)Y?^2 M "(7?= > P#;,M VF .C; M-
^=.HHYI SR |E | D0N^[\^] YC=O^TWYT;?] MIOSIU%'-/^>7 DO ,B%WW?
WO ,;M VF .C; M-^=.HHYI SR |)? Y\$+O MN O?^8W; M-^=&W &F .G447 DO R(7?
= M> |,;M VF .C; M-^=.HHYI P |O)? D0N^[\^] P"8W; M-^=&W ::|Z=1 M1S3)Y?
^2 "(7?= > P#;,M VF .C; M-^=.HHYI SR |E | D0N^[\^] MYC=O^TWYT;?]IOSIU%'-
/^>7 DO ,B%WW?WO ,;5X/+VSU 2A1@CK|Y,Q4 D031S3LTYMI X?
(3N^K^^ YW)K@E;>S:(&V"4Y.!@"1B2I M(8:OC,8("E)H9E4LR !/O: ;!|:>\$ ' .T=X\ AI
(K#QM:LE? N'X\ % M 5 \$/BM)!NM:TNXT 6?\$0|\$?"[3+.TO;BY\9KX9T'4[FUU?
Q,^G^&5U,VM; MPB9A7WO/ J+ Y(!A=|KU \$S\$XR0"PV\$A3E& .X9"RG\WOVS -
CNU :&C|:: MAX7^#NA2?\$WQ-|(\$?PTT;XSK|: \$WPW.F2^(-
OM(TV7Q\$X*|*013 \$OPQX M7FU'^U;;P JFHDW207&GH(+>|:2*'SI-1ENT|R2;Z)|%I;Y|I?
J)M-J|MH|I M=^WIV.R|*?
MF1 &S5OA1HW|.GAGPSK&C \$S|GSPG^TGJGCOXI>+6|/>&!/7@
M#X@P1OX\$|/SZ;H\$S\$WB/Q-XP|2D7RS V*L&G;.-*U"6XNV@E@C:|XX .C|VO
MQOU?|F7X2?# ,*/ C9X% 9 A :+^ (D^J^*+O1?AY8:1|W+I A3P=X=U"
M3[K6|0|1>-KZSN9M!OM6T^PTG3|,M(K| O9W!1O# AU^O-K7|/6L^#*=) " MKX9?
M# #|PY^R|!|V:|0^- &UKX!|0:5K/P;M=9TQ-1M8+KPYXBMWT;Q0NL
M23\$VT<%YIBVT<9MKH.9QPGP\$ 8N :5 9; ^*-A|7O#LO@+XW:OXA 81^&/L? MCK1-
:^ (D @2YT?XB "N|U|TS5=|27 (?|1MK7@Z>QUE=,G#*FLOR6"3PQ
M;;D010I5HM|IY;+M=WWU^^^FII."2;4G?3MWMU7ZGVGX3 :-^"M ^RC| VP
MOB1KMO| X6^,M\$T& UV7XAW<2CP%XDU|6I|/5QX.U 5-*6|M9;K2?%L=UH
MT^L0XL;N =:^(OAO7?A)XC|6W.M7TMAX\$O|K2OB '15O'UK8- M-
8:C)=V%O'=7EIH|O)8.VH3):PRM;+)<2VV!|=V&?C%|00\$' !5G7/#,/PU MMI?
VT/@A^S|,?@G?:CKT>F:A;ZC|+OAZ AGQ';^-;N#0?|,;1-K,D5S| = ME|JWVV"-
KF6SMY4LHW)^V;3IS;6O,|':W:R1GKW?WO| SM^|!< "JNK|DS| MF?
5+O1/CG|9|/|7NG:1X:|0:M(WA/X@>)M+|.Z9XTU0:/X*7Q-XB|)^%M:T M'P =^*K
&0:+8:O?V5|?QRPW,-L;6XBE?& :N^/7Q|"WO|+GPS^ =KH= | M5/VH?C?
H'A32|=|4:|/JVC>#/A%H>A7OCWXI>.J1|/|+8WEZFF^\$;)= (T|VN M)=/:R|1:W:3R0R\$"
(DY^T+X5|73Q M2^'??Q(TRR 9Y^'6A?LC^%/VCO@Q M8>*/A|X\$|7?
%SQ'|& A3X&O|J'P;XM|6:/JOC7R->U1=,TO3=4T*S%MXLL|, M LZP%E?02W3 **
CXD2?M, MI?'&QWI6BW.G?"O|E'X*>%O@+X*N|=L9(M M0U?XP &|3M"|?
%N|LYI|K0VGA+POIGP| |%W,TUM|)Z^|NVWWTMKNEMR|:RV75Z:;+^OR.O|
\$7 !0/X(3 &OX+? P"% MOB;0OB/XJ^)WQHUOX2>(DEM?&?AQ-!M?
#>@^(=3U 5 "NHZCX:@|+>,M0T35 MM'AT|7(=%UN|MH+ S---\$LD|I|=K'|??
|' AOO#XM|,>(?CCHFCZWX%|%>,O MB1KT&J>'?'-G%/X\$^'SK#XW|4>%YI?
#8L?'.D^"WDCG|27'A"ZUS^RK56O+M M8H\$9QX-
X9 9S :&M8OV) !>J^! A5I AK|E'XW^+/'^N?\$%/B5;ZOJ?B#POJ MVA^-=,L9/#7A!/"EG?
V&K:|>>);*77;35-96!+."[47|I|+Y*R^2>'?V* P|K M?QM^UE^RS|:VA/\$?A Q?
X6^%4 |56B \$K1I?B3H&L?#VY|&?& P->> O#.A M?";X.P #|2;OP IUUIEU%9>-K'70%-
|'>6|RR1/=KOEAAI5M>6;MK9NVO:UE MH|^ADKMI7>MEH^Y^F5M^T|A\$K|QU|+
(;:9|0 #VI^- C+X%O/BK|+?#^G M" GO/% P|T8:?)|7C&QFBM7M;?
1"=4T^|IK^>U.^|CA56D^4<|? !)|4-^T MG9?"|3+|PWIWP|
(!+5/B5|0YM0LYVUZ U+4=3ET?PI8Z-K\$CI%X;L-.M-
MU>|U6XO;6X^V)>6T(EHMY +K @C| |(HO"/BS|JNPNI6TOX@Z\ LI?\$37?V M- V?OB-
'>W6JW4/P=T/5K0XB:KX26|O|>6>*;2M6|36?A*^%G)&'&A6X=W2& M%&^F?
CC|)U^ (7|10|2OP?7Q? P (JXA :V 88N G@Z>2|N|3|'JOAK7M3T7
M4|F&6SD2|>738M9L+O4IM/ST#P#|. /A?Q)X9F^%OC7XK>+ %6I6WBGPC>
M>'/#WAIM*/A 5|/2O%&D:2-5|'>(8M0GET|Q79BXT> 2#?:73JP|Z32/V^?V
M.=;O"T^/GAJ.7POXH|\$>\$ \$VFZQH7C#PW|>BZM|5KEHOAG+<:1X@|VZ;J<^ MB^-
+DF+P|XMLK:PI|BF VFKR"0\$^&ZK|OVN|^|&>+/' @GX!?'#|XB?"|I
MC/Q|I\$!7B#70%\$/CNRU'XK:AH?AZR|++X@TK3?"%A;CX5:=?Z).OVL/'NF+X5^,W|
/A;X,>(?&NN?%+1 MO&^O>"OC'X#U6^|=W'CCPU;^' W@ 3?"GPV|+:|NU?
P?"O|9T&SBEL8) R MR*%SXA-./-3X=/OO9 E P &H*[M=|/LOR1^R7C;|I#X&?
#W6 B'X<|7?\$O2 M=%U|X3Z'X5|1 \$729;#6;^^\Z7XVN|O3O!D E:9IMY :^|>*;G3|I#0?

#NB M?VCK^H"(26^G.DB,>T)?\$WP7XZ|)|2O!6J2^*/*4EAE:=|\$ A+|4/""
MQ'DTW5=5|/: =Z-X L?B)X>N;2T;[#/B)|0@GAN)+@3 I#^Q;|.OVBA!^S MGX=|"?
M(>.-.^)GO8T#6?'36GB""68-7NV|'7FOSWGPZT#Q1XN&DZ0/%?BS1 MJ",%GXI:SZ3" B?
67N|3:W91&|E1G6EI4C*"Z-VU::3WCT 7KJ7)-/V=M5 9E|0 ":PBTGXA:|L.J^, %&
MA %KPOXA|0Z+K'B+0M#EFL?|VH36N@PW47AHW-Y>6L%YMU.XL|J.6V3UCXX?
M' Q+|- C-^SC|#!?|OAOPC|B#|HI/BY-: ^+/B)K>K:/X.|*6OPE|+Z9XFO(|
M^'0K&^OKN UL:D+32WCDBB1X6C:8.K5|/?LZ?LZ?M#>\$OVM?^"BWQB^(FD>' M?
'@7|L2Z^ E|/M; ^'WQ8MO\$WCWP;))OAMXE|#:S-?Z?)X*TZ*SU6|O|<3
M4 #^H6:I96ULNGVNHGP)< :K+5A#);S?9X-*|F#RVG353F);O+^:2^|I
M;R|MZ>1F|O| S .YR/Q>^7Q@^# ,8?V,M,UZS^'UU|*OV@OB%XG^!'Q7D|
M.C5KN|) \$?5/ 7B3QS|(O%O@WQ-J-P)+GP|>S>#|8|)>(&=U738YOM6KZ-> MP7|-
:F%OM1@0S1D;0DD@..#N4E78Y/(9P0",XV9Z,#7X5^ "KQA|%|# P"" M8W|GC?
7|.|3 &;QM^VIXX :.CB|.WNL:MX=| ""X1:3|1/B+X@L+76-0@2 M^NO#/A1?
%'A#P5I|Y|E:V|S|F|6|&G164\$D; NLY+SS2%"I>60|D9PS&0\$ MC)"A@PP%+7)+
/(A=|W|/ S&|/?| M;:|Z-O| M-^=.HHYI SR P#)? D0N^| ^| YC=O| M-
^=&W :;|Z=11S3 GE MY+ |B%WW?WO #&|/?|IOSHV |3?G3|*.:?| /+ R7 Y\$+ON O?| F-
V |3?G M1M VF .G447 DO P B%WW?WO| S&|/?|IOSHV |3?G3|*.:?| |O)? M)\$+ON O?
^8W; M-^=&W :;|Z=11S3 GE Y+ P#(A=|W|/ S&|/?|IOSHV |3 M?G3|*.:?| |O "7 .1"
|/O|W F-V |3?G1M P|IOSIU%'-/^>7)+ /(A M=|W|/ S&|/?| :;|Z-O| M-^=.HHYI SR P#)?
D0N^| ^| YC=O| M-^=&W : M;|Z=11S3 GE Y+ |B%WW?WO #&|/?|IOSHV |3?G3|*.:?|
/+ R7 Y\$+ON MO?| F-V |3?G1M VF .G447 DO P B%WW?WO| S&|/?|IOSHV |3?G3
MJ*.:?| |O)?)\$+ON O?^8W; M-^=&W :;|Z=11S3 GE Y+ P#(A=|W|/ S M&
|/?|IOSHV |3?G3|*.:?| |O "7 .1"|/O|W F-. #| "1QW PO:-I^LVD6HZC%93+:&6-)H|AEF
M\$LHB \$D4+J.9#\$C?UP0O6O?T%?& |0WS^*=)#%T4: M<3E2R
7"N2")#G@CMT^|*|/(Z,,1F?LZCM'V3UNUMK|JUTN P"NF&(G*%*; MB|/TOW>S|T:
(|6>&0"!KUF0 \$WK|!3%<<9A?|&2 Y&&"81D =|4^+?"Q&?^
M\$@LB&4)|UM|A3*\$%26:R)#KP,+M55RHZ"OSI^(G|3 PS^&?CW4/AKK/ACXV^
M+/%VF>&+++OQ|W "JO@AX^&^&B>?|^H7,L%OXA|:|X9TR:QT.RG-O<>6?,N
M)U\$,MPT3Q1N*\$ &G|8W|+?@+X0Z?|> \$7QG|% | "L-8L-5O #.OZ'=#Q+=>
M*QH3,N067AG0|(@EU/5|7|/T-)K6CPV0O| 2VC:#5 |+F/'VW|F8%.WUE|V
MC23=GV0V7?R/&6(JVZ (: ^PM=3S| |N1 SZ=:^5|!UG3?\$NA:%XET@B|T?Q#H|CKVC
MW8A%LUYI>IVUM?Z?=-!*AELOM%C=1RI#=#I6:6/\$B+L.:7|CT.N+DN|
MY(W7FM/G|Q7UF7;7IMO|Q|/KXM|*MG B?6POUS:ZEP/4XLL8R0"??O0?%OA7 M
XG|IST*VNINI|ID60.0 3C'3I7Y@ %/|L?X(!?QWK'PZ|90 %.||0>&/
M.G %3QK>^#O@YXY|=>\$?A | #: ^U&YTO A- '7B POI=|HOAKP|9SV.HW%|>
M7DSK9V%N|Q<;%CD:LKXC MT ;X7ZYX*T'Q%HOQW|1/4YM,T|X4>?AG^SW
M|0OB'X ^*NL:|H0|3Z1I P, &?AC3|O1?&5|/H\$D%|*FER\$PMYT4FQX72LH
MY:@74|FL=5NETM+?IYA|>|M6G9;W2 R|/4SXL|*C&?\$-F,|C-IJ M8R/49LN:3 A+O"G
\$.5E X"ZG |A5|I^'M7A|0:%HVN P:5X@T:/5|,M-0BT MCQ=H-WX7|4Z=#=1^?
%.: P"&|4ACU+0|5@C<17MC>QI+%.DB8.T@;./|A?| MOF+ .(K59/0C|>*;O|O=2T?HM?
4/K4NWY'TG PEWA3 *&*R |74 D*C M A+O"G 0Q67 ("ZG | (5?-F|
87 OF+ XBC'^PO| WS% |13 +)PO 03 M^' #ZU+M^7^1|))=X4 Z&*R |!=3
/D*C A+O"G \$.5E X"ZG |A5|V M8 V% P"^8O| XBC'^PO 'S% P#\$4?V3A?|
H) # @|!|:EV + (^D |A+O" MG 0Q67 @+|J? ,A4?|)=X4 Z&*R |!=3 P#D*OFS'^PO ?,7 P
11C 87 OF M+ XBC^R<+ T\$ A P ^M2|?E D?2? "7>%/\ H8K+ P !=3 ^0|/^\$N|*?|/#%
M9?| @+|J? P A5|V8 P|A?^ ^8O B*,?| " P#?,7 Q%'|DX7 H) # (?6I=O MR R/I|
X2|PI T,5E X"ZG /(5' "7>%/^ABLO 74 P#Y"KYLO L+ P|! MQ?| O%&|A?^ ^8O
(BC^R<+ P|!|X?|/K4NWY?Y'TG P)=X4 Z&*R P# M74) "H P"\$N|*?|/#%9?^ NI |
R%7S9C 87 OF+ XBC'^PO ?,7 Q%'|DX M7 H) # @|!|:EV + "/I/ A+O"G
\$.5E X"ZG |A4?|)=X4 P"ABLO %U M/ Y"KYLO L+ -|O? \$48 V% P"^8O| XBC^R<+ -
!|X?| #ZU+M^7^1|) M P#"7>%/^ABLO 74 | Y"H X2|PI T,5E X"ZG /(5?-F|A?^ ^8O
(BC M'^PO ?,7 P 11 9.% Z"?P X ?6I=OR R/I/ A+O"G 0Q67 ("ZG | (5' M
EWA3 H8K+ ,!=3 | D*OFS'^PO ?,7 Q%&/\ 87 OF+ XBC^R<+ T\$ A MP ^M2|?E D?2?
"7>%/^ABLO 74 P#Y"H X2|PI P|/#%9?^ NI (5?-F|/ MA?| OF+ .(HQ L+ P|!Q?|
Q%'|DX7 *"?P X ?6I=OR R/I/ (2|PI T M,5E X"ZG P#(5 |7>%-V&|06:@D""+;4V))."
HL021TOD9. *^;-O| L+ W MS' |12)E1M4^A*IP1T/"G)R,|Y^O-..48:4FEB)-
*G.6BOK%773 @=P^MU% M|)-3|WDU;
|K7OYGU%=>)O#"6NEN=%%Y/B*T3YFP7MM07EN \$.:R4!P"=|/L

Y(7"YKPG558Z9X: ^X"- M-
N%7* @!&%RZ*"JKN9T#POX1*66D:IXB\2ZEJ/BG5%T:0[FYT/3+5TT?
1;04WBLVUK4KBUMT MN"Ts*W#\$NF%/+*7(V\1)OFDM81O;TY;?
UZAJ;EJNDH2)DN5TNK>MNNA^B7 " M6>% ">? \$%IR3@-%?,VPX4!EBM74#:
7<*AD!^4@DD*/%?A4;0NOVFY202+?5 MH11E2F;%BJ;AR,[F B)P#7RWK^H6?AC3=9U?
693%8>'2[NM5\FVFO+F)+.. M5KB*VMH8+F6YU!C XM+%62]=1;0'SG%?-
GASJLKJGO7H B3'K/C'4 A/J?P MAI+VGC3XE>&?CKX(UOX,>+?"7@*^&=+^(-
YH'C."SN+KP7K4B26^E>(M/DN/ M&ZN EJK"ZDCA=?V91?Q8J26UN2* JM3/J?
D4\7.:M%; ^7GZ'Z9CQ9X6 #'7I
M\$D'DFVU+)#LQ)! LIY9"258YVAL+@@DO'BSPJ"2/\$%H1\RJ1:ZIRI)8"P'F M!BJLRN"&8,
J2,Y(+W2?VY/V6J0:Q%%KGCC6/A=<^%O T/O.EM/C?X\$4?R
MJ\3?"V5E!^* '@2S\;Z9IJSXS\#D361CU;1(+AB;VS)MO+N;>2;J?A5^U-|&/ MC#XPO?
ASX:O?&'ASXDVOAZT\;Z=X%^)WP\5 "WQ-XQ^'MZ3%9 \$;X?Z3XQT
MO3YO&W@5YECM9O\$F@&[LX];FW:X\$7F^6-(9=A8IT<59/>|; ^79M?(GVU;L M %?
(GV+XH^&W\WCGQ;I7Q |; |^\$OC+QJH,6GP;)XV\3^ ;;6/\$^EQZ M0[2:4MKJ]= HEQ<*-
-9BMFCNZP*\$!*7C1AZF/%7A)&,D>MZ=&[JO.,=GL;RE MA(SK'IJAYD+
(19<'8%:0JL;JEWOC'P;IFJZ=H.I^~? ^EZJ\JR6VDZ# MJOC#POIFO:M=. "5L=*T6^OX-
4U+4&1H;B*SM+22YGLYDNO#&C*IETGO;X0U^ MQU'5= |8^#-?
TC1IYJ/6J7T+Q7X8UG2M"O;.*.>^LI?U/3=2NK/0+NSA?S;F MVUB2SDMHF2:
J^ROY)K^R*&ZQ,> 1;ZK3IOM8OZW66G+MI*/K+ A+O"PVX\0 MV@"CC 1=4XM P 0?
AYXWEMHH9KU?!/CKP?X MS:PM+EVA@O=0'A36-8>PM/F6.XBM&NA\$||EK< *HBR?-
/AC\;L\; ^' !EX MLU^R\, # P &Z\5O\$OPQ\,.)/\$GC'1/TSQ3!HMU'HUEK;ZEJ JG:~82Z[X
M@^V:~H^G :WGOOLC2Q*0I5R.58>-K8K1\X^N\Z>?D2L3460+^!JQ^'(OA5X+
MLJ0L!/JMX2\((6FJZ)<^*=5M #.@3;+::MXFU"07&HZYJ<-AI< O-2U*Z437=
MU,6GG";99&(# "Q>7'PTU#6=+|1WO76C75SJ^D6&IO\$VJ6 MEA>RZ;\MM'J7V>V;
J\DH99+>-FW\0* /;X/?M1?"?XL>\$/&'CTZSI PY\,>\$
MOBOXS^#=QJ'Q1\2^# "5CJ7BKP+JLFDW4FE:MJ>LV^CW%IK)5KC2(S>"YG2,
MA!*9EV 1"7VG2W\$J|I%?Z8JU;6D-[>VL=JILUU8V=S ;J#4;NU2<7%OILL"N\ M=J-
"93[2+:ZG'-.>3X9IMXF+MKHJ>VVB JX/\$S;NXJ;J6/IO A* "J\#Q#9
MA=^|*UMJA)'F"3E L*N'R,EE(!8L=O.*I:EK7@?6=-OJ'U35-*U/2J3MKFSU M&POM/U"
JL[ZUNUECN+:|MIK%HKJ"XBFEAGBF1HYHI"C*0.?G.VNK2J|@@NK"X
ML;^UNXHIK.ZL+NQO[2JBN(XIQ;.^M#+97T+";)A/:3O%(C%XV*C(2.XLKR!
M;FSN+6 LV8,EU8R65Y#(TP+%5?
L13EYM;=3Z#T" |^&WA+0M)|+^%7V/>&/'^@6\$&E;%X;T/2 M+O2J"T72;?>(M-
TW3;33X\;RL85.;P6J M%'\$L?1F8L=@>+/'H!' "06ISDY M^SZF%;-.I9!;7VCIA8' K|R?
\$/I8GP5*>/ \$?PJUN#XG6MUX3\9^?AWXJ M^(?!KQQ? !GP|XY\8Z1IVO>&?#>I?
%3M*NO#%M?:C8ZM8Q.EQ"TMN&\$DR+6%/^VQ|+
(/B3 PJ"7X7 M:K\24TAO\$*^&Q^R1\5|+-X4CUT>'/^\$TA ME LXQ-
X/CUAEL)-821T#%9C\$(2H- P!DX2W^ 3F^L;)|ORZ=M>Z!XG%2WIPT M O+
#/U3 X2OPLD.OVB|CN<-::F@D4# \$BI8@>N2-N?SPG "4^%21NU^R?
MGCS+34GP# RSYL.44YVAB2,\FOC+X@?\$'10AUH47B'5M'\^!=?^(?
CO4K^=OFL=,|&:#92ZQ>SPQE6N 8K402;H3ND7!RO@|;?AI|>?" MD C/X6>(H \$6C:?
KNK>\$J>AN-*OM"UOPOXQ\W*6GB#P?XO\ZQ\;:KX6|4:
M%4X;11Q.FWJWRK3Y6;U\O>WQ/ /J' @2 P S M)G?X97&OZ;XMNOX9NO%6BZ1J?A 1?
\$|^@RR>(-&T76|B&?6-.TK5FTIKW3[M+5GAB?4J;VFCANVBC\U?+14&T/%?A0'
)&"TSSP+35,(J9\,)H Q:|=7'AF|@T QEK7PE^" CGXG>\$/-Y)@R6WCO MQ=X1TV T?
PY=V2+))J&I6+27=[9:7#)) + 92\$;W"/Q\X?EL;S44UK0VTS3&5J
M3U(ZQI,6GZ5#)"ES\$VLW-S<6S: S6TB3XUZ+39\$AECFE@B4X;3^QL&XW6.?
ME9KE5[KY7\MOQ%]8K?:BHOLK\;/7R/JP^+?"O;7|/\ &VU/ P"0;\ A+?" MV, \)9<=?
1M3X'KS9#.. Z=L FS^TW^T-!^SQX\ !&I:9X0?XD>/ BO\ M5 AY\A5\/-
U.'3=1\6>*?>O6MC<7,5U+;3QKIGAO06U'Q1JDZY0:9IJE M)2VXBOX-
:Y^\$/Q'^ (OBOXWV35,\^WV*OEG4-6TK2+. ^UK7-1T?PJI&FVJ3:CJ^KZGI>DZ#I(94D
MN+O6M2N+/2;>UPLD5Y/>);2%2GEAPN[R3P3]>?AOXZU P"+FGZ/XAT2/1/@
MUJ/A>S\2>/KKQ3X2;X?:K\X\|VWB&PU+0%-MJTNDS:=86JR+?5[N>[6WMJ MC9&LA?
+?!VN+I4NB>+ !FN1;J:75 MH\$FA>+/'^MKX@L;&Y-KJ.H:&=*U"IDU?3J,NE>RU&[TZ&
JBLKTPPWAM3/'FK MJ'COX?Z3:~;J7?> -(L1JHT!|S5O&?A'3;,>
(6"R#PV+N\U:&!O\$AB=&;0\$ M=J9A+*)I"
(R1AM5D^&LOJJB|^=O^& 2|@^L5/Y7JQ|> \)9X5QXSALP1U T7 M5"

/7/V+^E) PEOA7OXALAZ?Z+JG/ DE7P\7 BW%\+J1^\$FF1:-9:JJ/Q5^
M*%M\H(IS6['P]I^@Z):^'=7\5>+O&UJJ-
ZK0FQ\+;:HFH7LEOTUK0[NYU;1+,00<: IEl:WUS=: MCH=O#/\$YJEC!
<6EFUQ;?:98UG&) L6FM\3&RWU7SV'J9E ++R5EK^"/J3 A M+O"G 0Q67 @+J?I
|A4H|6^%3T|0V9/' M-3/7 MR *OCV ^ (7PYTM-)EU/X MB #:2X?
\$%R|GX>GU7Q X(TR#Q'=13QVB:#J|OBCPIHFO^)[A;3PQH.L^)O#NC: XHN2X#
M6OAK1-5U#3|4UV|VYQ::5;7XOK4 P#GVUYV
MT/K# A+?"G 0PV9(X(^RZE,9Y! X|3G|A2'Q;X5&0/\$%F3@' M=3|JLFR S^ M7^'YT?
#'|I7X< % #Q3\; "MG(WA6| ^! ?Q=M?@EKM[XPU'0]'L/%C: T?3M>
ML+;PE+>W=I :4M 9ZA'!9:./^)I (? 'OPX^'NN:U=3V|U=W>J+J?Q1|0>\$| L/#^C6UI++J
MNK7U %&DIBL88GOIH6EY1A?LXOG?|KM%>;O;IVP|O5>B|WSLGM|C|AX| M,=|?
LOPM3/ +9"FGQ;X4!(/B&RR.# *+J? R%7R);^,/"AU72/"U|X@|+ MZ#XXU?2K;4|?XI:O
FG3 8|3, ^EV5 / M?Q?V;>J|KJ):WVZ?< VEXT%ZDELH|JPR^+\$(E%6W?R^6E
MCZM X2WPOU&OV1&=H(M|3Y|)'|J@'7H|U!/)I!XO|+ 'C^W|+/<>1J9*COD?8! MT|U| #?
\$3X ?#|X9:|8>\$=4T P"/(C?QK?;\$ B%O 'P9^& B/XM>-J-|/RWE MQ::?
XF|0^?' "EG/JGACP|?2P"&TU76|2UAU"X=EL0ZP2&O3X==THZ;I.IZE=
M0^'8=;BLI=+LO%0M "VJ>9|0EL|/O+'6WL|NWUJ:1C9OH;O& 2|BE@,3, M
M+^R|' T%3 | 5 D2L155|IO:VB R1|5 P#"7>%/^ABLO 74 | Y"H X2|P MI T,5E X"ZG
/(5?+LNJZ;|JL,MQ|VC6|.C&\$:W+|J.F11Z(9R/)&M2R3+% MI+W(> VL-|T+RB='R(SN%4>
(#/ D\$7A\$^)"G "87%C :=MX- P"\$BT,> M+|K3G1BNHP^%S/ \) VFO\$*|NIOZ5-
|B'9'<#*S&EE.\$:O|<(+086NI P#R\$?Y&C A+O"O?Q!9J?0VNIY |A (5|CR
M>+O"GVWQ'ITEMXE|+ZEK?A#2;K6/\$7AO3?\$/AZ||3Z+:P6OVV-|9|-PWSZYHZ
MWEO'(EL^I6%M'|JEM(6D(EW5SOPQ^*A;XH^!O 'CO2I8|)%@^)^GAI^)/#7AS
MQ#=:98^9;!!(L'3Q)))>2:4J"74VTV.[AME>-)Y8#*KJ?V1A+ .^ ^2Q MR#ZO4 E?
W'VU P)=X5|>(+,|XXM=3/Y P"A|4I|6>%QC B?V?/3-KJ@SZ;< M61#<|D8(|J5|K:-
KV@>)-. M;POKOAKO-|K7%S:IJOAO6M\$|0Z9+=6)*7UB M+ 1;S4+:-
+VPE#1W|M|JL,MC(CPS R*<>)/^>+6#QS|*D| \$K:- ^?W'Z*?|);X8YQKMH< - Q|:ED MY|?
|>?7I|)-=6P;POHE X UW2XO\$E MQ|7C!-3T| ^\$+:QM+|X|2"
|MWTV&8/((ND^\$ |17PM^,WB+Q+X%|+3^*O"?Q. M|!P:9?>-?A'|7?
VL "CX|Z)H>MQ))HOB|J| #>,H=-U10".K2>;Z=XFM6NM M,EO(OLK.DQ*B7EF7-
VCF\$TT|4|47K>UKM;735| 0;/XGI2@ ^SYE|NO71GZ%G MQ9X6YQK|HQ /
M=4!/M OXG'Y4'Q9X6|P=?M !R2;35!CMT-EV|XYQP>OY2 M>*OVYO@MX1 ^*5G|%-:|"?
M3P?\$G5M+|1>(- T&#|E?X|J3IXI|)>%-0M|.1|1> M-
/#6K+I?|CZIX.TB:XB>||307K:7#;S1W+2B(:|> ^, 'QFT;X: ! P 7?%G0 M%|/;>/:OPWX\$|0?
\$#00!NG^,./#L&H>/M'|+VT5|KJ|>&YH;NY-Z^F64@ENFL8- M02.=3:2F&;,I9;AE.26*=E?
|*Z>> W|=^I/ML7UI1BNKYKV7?56T|'W|/%G MA8 |QZT| P#1M3X!/RG
(|1|XC)#H'QH 9KT |H X0>/Y-7LI|'QO:1:U8Z=XX|%0
M6*1(T&O> "K36M"U*9%DD>YM; ^25XXEC*U|;|-G:B8!(X\$><@X(VG!"7&0<
MC(K2&4X=Z 6I-=;Q2W|\$|O4KZQ./Q.|D)+|TCZ3 . \$N|*?| # %9?^ NI P#R
M%1 PEWA3 H8K+ P%U| ^0J^.;?| " | 2,7 ,11C 87 OF+ P"(J DPO| MT\$ A P /K4NWWY?
Y'TG ,)=X4 Z&*R |!=3 P#D*C A+O"G 0Q67 @+J?| M|A5|V8 V% |YB |B*,?| " |JQ?
!%'|DX7 H) # @|!;EV + (^D ^\$N|*M?| # %9?| @+J? P A4?| "7>%/^ABLO|
P%U/ P"0J^.;?| " |JQ? \$48 P|A M?^ ^8O B*/DPO 03^'
#ZU+M^7^1D) |)=X4 Z&*R |!=3 /D*C A+O"G M \$,5E X"ZG |A5|V8 V% P"^8O|
XBC'^PO 'S% P#\$4?V3A?| H) # @|! M;EV + (^D |A+O"G 0Q67 @+J? ,A4?
|)=X4 Z&*R |!=3 P#D*OFS'^PO M ?,7 P 11C 87 OF+ XBC^R<+ T\$ A P ^M2|?E D?2?
"7>%/^ H8K+ P ! M=3 ^0J/^\$N|*?| # %9?| @+J? P A5|V8 P|A?^ ^8O B*,?
| " P#?,7 Q%'|D MX7 H) # (?6I=OR R/I(^+?"A YF&RZ\$' \$;4^ ^G^A5WOPZUW1-
2UJX@ MTW4X;ZX6QE+Q00W("JMR 6,DD*@@|X&V,JZ^+| #D;%XS "ASCT^30@ EZFO
M=OV?"6|8ZCEC P @27/S\$Y*W0R1R,D|2.G7->=FV64L+@,34CB'.+47;E6|4
M=W;3>QMAZU25*;5HZ15EHGOTUW>Y|K+R|GV'|J6FIQ?|U?Y"G5|. >P% % % % M
!1110 4444 % % % % !1110 4444 % % % % !1110 4444 % % % % !1110 4444 M % % % % !1110
4444 0S#@ ^YB! ^F|FOC7|HE<>*=+*Y! LB4\$YR,&=,|'(R<= M.E?9,N-R#UY/ <|?
R)/Y E|: ?M\$G=XITKDDMI\$P(W 8 >CG|O'OD|,C%>MP M^KYM%/5>RV>|U;Z')C':A-
7UG>WEV/QN|:?'KX; +. |B1 M^(OVD:AX7|ZQ|D)U>>*40M8ZO?:2B M2W4+27"6JR9^--
'L.P LO?| !- |IJW^/ND7?@/XG M1ZQ^V#X|^\$/PTB| %Z M P",/%OA6?
XQV.I7FG #W3CX.T'Q# PC?B#5+\$Z7=>(=M)|73#=#7'V!|B9X
M'1 WN@U& MX7@@OKF"&0Q8|>:2WBF,;|PTJ6|1)+*#@-(ZM|9:%V:(LACM

MK^JLY7ELJRXLIY=IDDLIS:&18W\U(Y!:"21"0!VBD#1NPW.K'FOO:F'FKN,MJ*6K7?
75)W=TT0OZGD15HX==Y6E >2ONJ.Q|^ LT^,O# P 00V>?A-JG@K59
M+VUB^&OA30WN=1T37=%>RU[P P"\$;"RN;;5-1V6BZXLF:K;&%UN+.VMY/
M+7%TBC>/FCJ|DWX8?'GP3^T%^VOXP|>2:-I/AOXC?&?PKXGTB P#^\$1EL7^(.
MC6'PVTG39-:\70UBJ6QM|U""*33KJ"2U<7-V):C:-Y* HE-++<,TEU/-=%L
M@F|GDN7P68LK-.9*\$MDH25)Y*^AYH.|?(SJS"1E>:1U#H/E9%;*Q%>J^6(U M4@,-K
..MQJV@O:T>?D;V'9+6WX'XK?M7?!+XP?%#J|K#| MK\ X0#Q/XZT&Q3 ()
|>'K:7PMHOA:SN/"W000=+|3^.:|5/A3J|BR33IKG M3F|2Z+XH^" ^",OC?
X< ##QCX,|'O & M#P7J=SX"G|*>*+;5/@OIVC?";6 #UQX9\4Z?+IC7^A1>'=5LI=-
COM7\$!O@+ M:YEE>65&K|D5F?;5|V'F&51YTC(NZ1Y2PCSM\$AE=I#*)"S/E F-
32WMO)+ M)-JKN \H82LUO<%I2S!E,C.
|&0E@#N?)Z%2,5E*A%\U2,XQENY.ROJMW9=W\ MW233MR'J5/)O|*Z'%2Y)
M.K3M&/* 9VYFW;7S6J|V(?L'J?T PHV#U/Z?X4S=' L J|- A1NC -G +Z; M "CEI \ /V7X?
Y@/V#U/Z?X4;|ZG|/ "F:H P#9 P"^F PHW1 | / ?3?X4< MM/
Y^R # ,!^P>I 3 "C8/4 I A3-T?^S WTW^%&Z/ &?^F PHY: ? /V7 MX?Y@/V#U/Z?
X4;|ZG|/A*9NC P!G OIO|*-T?^S -J- A1RT | G|+|V'P' M|ZG|/ "C8/4 I A3-T?^S -J-
A1NC V?^F PHY: ? /V7X?Y@/V#U/Z? MX4;|ZG|/A*9NC V?^F PHW1 P"S P!|-
A1RT ^?LOP P P'|ZG|/A*.-@J M3^G^%,W1 P"S P!|- A1NC V?^F P *.6G , 9?A F
8/4 I A1L'J?T MPIFZ/ 9 |Z; HW1 | / ?3?X4I 3 IFZ| V?| MOIO|*-T?^S WTW^%'+3 .?
LOP S <4 !Z^W3KV|4X \$X/#? P M|+ZS?7=O|O|KXY?L |
CB|AT7X: ^//%>MO\O#'C|-3UK59M? \ !W@|75.D
M: +%%/=ZC:3ZC%+9(I:RLS)*5/ZTZNZ 8/# .-MLX/S*0RW3,I#=L
MRUU*|LHVM|+4+ZQ@D)W1V- =6:*WS, '5;>2((RN20Z;74LQ!))SC2BI4XN-: MG%2;?
+/1|M76FUK?CY7:LIW:3CRVM+57UUU>Y|Z^+/VK/@|X>U?Q6D|QXYU>
M3PW| " :+; A&/ 'B|4KK4?AO?7-P=).@VEOIBZK=>)->DB2+3 "=Q8QZI>1
M2&18G7S57|0/"A-/VU V>OVM C1X5UF|^ (?|: ?OK^\$?PKOK?X#:5X'^ (7A>
M+X2 "+X4^-;;Q;8 73-5|8>% #UEXD|87OEY|8/">W"ZAXOFNM)TNUFLH8 MY)?Z)
[30]"L=?U/Q;8:3I|IXMUV&P@USQ)!#&NMZNNERSS:9'?ZCL-Q=6VGR M7,SV-
I*YMK1I#Y\$,8"@=%W>U+N O;N-/E07= =7#I.1^|ECEED>52R@1 MMAP&B6*
(CRHHT2)8>4Y QZ/*[:6NEKV|V53:BOAN|R=^MFW;|+)>1 , P#M MQZ%XM X*+7?
AKXD?LO?#|Q|XIT+|GK|F'^T/&\$B7P-XA|\$WFN?\$'Q%XO|"> M+|IX>'M,|5Z9I-
XA|9>%=&|+:Q ;EC:V4VG6FI216-C-*%AB3|S^/B&+| ML#|O|X"?M) " 0?
&7 "H P|GS|E#QO| #WQXP|: ^"?\$ @2"|^)OQJUS2-:T
M P"&>DV BK2|'U+7=5|&6NC7MQXM>"TN|)TB|N;6VMIWNC)N 6NXU"|NY89K
MN O;BXM(8XHYI+ZY>4+\$W|L+<, G!(AM6&(2>7"03"B,|A8N|V:JE26|N)KJ
M1(PB/=W,UU(B,HW*)9VD?#DF1@6),A#G+@,#ZO!:.4&UNU;EOY:|?K<52I4U
M<4^Z|UWV/PX ;/A V?/" C7X*?| !4CQ7J'PC?Q|A0|1^)/P>D|%>(O^\$2U: MY|:6YT/PO|-
QIMY|.M7BTY/\$%A)!=>+|>I>\$IK\$N5N!JEQ.C\$#YH ;M|'7 M,)|7 ;\$TOX7?#B |-
^%/B#|" | @GEIFH>' ".AWF@>' 'WC&3XL^ (=,|3: M,;/1H|("R|7^)M7|+QV>F^-
M%|S7'BSQ1H1@35(|J>U(|+1N)6,#>?.TMOE M+= M4ID@@8!##"Y;?
%\$Z!4:)"L;J|E*H@'E P 7OA%|- CWX(G^'?Q9|IX MR|)1ZMI?B33+634;^POO"WB70|B.
|T;QAX.U 3+B'5O!WBS2;J**6PU|1;RQ MU6UE|V6WN4>>ROZV5^A^& PB^(7
M@3|CWX! M^~//|G@+0OA3^U+X|^+ @E& 9C3X3W?PBE^/Q)^.FD:3X\$^#NB
M^X|9M+?7/\$GA?7KF.3QBM|&&TU|C2|6L8+))1,TOLGQ&^!|G^S?XH X)SZ!
M|;=*U#XF LM?"3X4 'CPE|8X P#A%-0|>: ! MZIJ'B#7+WQ3H?
@G59;5K;0 \$%S!|J3WFCF*#4/(TB|%?LF?L^>!)9|2M/ %KX MN|37/B?
0/&E|X|^*FK;G|5/B/>^)?"PN/^\$0U34 '7C>|U7Q!|?R>\$WNKB?PE
M&UU)!HEW,JS86|%S(TA^D(|F>)MJO=O:R|Q)YT#F"7>N,9DC5691M4A&)0.I
M2!1*B.+CA9U*2C/\$4H3V;32; P""|?E<%-<|E9-6=NVW3|/D?R| LXZAHWPI
M^\$NE?"+XB?LCWWA3X5^-?B|^VI PCGBCXX "#QM|6M9|\$+%XB|WP9|&V^VG
MZ7XB9/% C71KF'4M|7:L8K.SM|?V1K33|16-3^,G|0G|+ .QY^P|1- | M":YXB^*O|4/P
TW|@|Q\$/\$5E?VGBGPA|1O\$.M/:?! 5/%L>I8U+;I6CWVK>;
M:;G'/<6|%G\$C2H(VK^H)-108S++'J%|&YMC:N|-|=13;/EE/D"2.19&@#A7^
MS;O(WC,989/E?CGX\ PY^)WC;X5?\$3QYH3>)?%7P3UW5%/PUNJ0U+4;IF
M@>*6TZ32|CQ(=(MY#IM|JMK8RRQZ3->6'OB-)I=E>V| CF|@|IX:N-
"UJPEU3X@>);JTU'4Y'U"|CFM; ^PEAO+<" M-Q#:26R|M&P'U(%VXPV&"@\$C8DF!NQNR-
R*X=B(?E15. @YII0\$;2^6=N48M/6Z= 3R^|SLNR KTL?C\7 A M\6; P ;?M; !-
T'QIXZN AGX< :|^" BSQ7^ST"/.WP|70">C #WX7Q:Y MJ>FZ|;Z7;>-+V?

3J0>& >+2KTZ%?3Z%JGNE62.>.OLZ>QU.; @HMH?B*3=1 MD|-
M^P J6GMKHTZY&AOZA=?&;UU&/2'U18SIEGJ2Z?\$9&TJ6ZM9X8PRS0;AN MKJ6-Q(P7?
<2LZ*T<\$OVB426\|+##V\;A@R6\|C R-"&\$8=V?;N.:B+.8A#YLWD
M!BX@\$S"">SM*S^4/D+-(J2.[*6>0\G8L 1E'#052C2=@
MY5V / , ^30VT/VJK?|C|X)70Q.MO! ?B;XB^+M5\0Z+X.!\>#O#.A:[KL%]XH
MUJ\.:UUKQ1)X>TS6;GP|X0T)\$DO=8\0'3FC;U6- (=|LB |K , \$^M(^# ASX
M,ZK;?"SQDWCS5 \$'Q#\3 \$'XQ>+F\,>+ #<6J?%?Q[?-XA\4)80>,O#GAZZE
MT 2KM5TC2W^R2;M*LEEC:2Z<)7W+:W\|S9,SV=Y<6;.NUFM;F;W;!&&*-8VC
M>13LE>(H\|L?|J1FC 4,N+NXNP3>S27+'Y4>Y+32)#F,^6DT@:2.-3\$C(JL%1 ME+H
SNQUC3<*DKUJ-K6MH|JWM 6NY+333C&Z6^ RZGX2^, '?Q& 9=^! ?Q\^ M W@3XE?
&#X= M4^& BK\4 B;|"ETCX*:CX|TW|I:Z^*FIR^(?AY8Z=JL A;Q
M/X6>U%W=)X6U5K\5M#U/2C90S27=E:O)*F!^TCXJ^,6@?M' K &/+KP|L MM?|
@J)X5^#EW\3 !"EI#;#P1JOPKM=/U+|J9|9T^(20&ZU+X=:1#9QM\$2E
MK=W('F3ND0?| \$U"[C@DM8=0N|>WF+EXH+ZXMD,DD;P^<0DL*M*%D+*S'>SA
M3EG5,>3WOP: ^&6I?&/2 C J/APW ,5M"\$ZK\-"1WVJ:I-!HOA/7|0@U7 M6+72-
\$DN'T>QU#5I|6W&HZY;6J:Q=6JG3KB^DL"+9>-X.:J.LL32LYZ03LFE MUMU7W??
Y7<"EM*UTDUM8HAA02R^3\$|3') ^<|=U#P/X9^.,D1?L ^)O MCQI|/0/Q
:SMO\$|/17PA\86WQ- X4|=^#M4NY;#X|>+M>T7Q=H/ "!:?)DT M6W@F|-Z|X?
UV;4&U+RHH05 =U^N'Q7^\$OPX^-GA*/P3|2 #=MXB\0>*/# 'C M&SA> N|"XTOQ-
X0U>#7/#NMZ9J=G<6UYI>H;:J=K#|/!-.3PM(JR6S|K:>XAE
M|2N=1O;L%+F|N)P0\$*2SRM%(BDE?,B=FBF!8LQ#H8\|D!\$50 .BK0G*K&2J48
M74\$TK):12U|7OW>IG4L|>51T>BNMKV>K/C+|NR/PG+|(= O (@^&K|Q:|'O
M#WQI^%OB#XK^'(-#U/Q4=2^'NF;V|M|J AG3H-0UC7/#NCZDVB:OK6GV|C|
MK36MENGYMYK>WEA/Y|>&?%OPT\1?MJ?\$WX9?L|PZK\|/& [4OP,UNW?Q*O
M\$UK\X/!6I>|J.L/%GQ|\| PD&C|JOB'X=Z9KL4TD'AW2O"J:9J-S/+?2Z9
M;+=JR N2LC+*DD9P|ES%*SEXIW&U)KB(I++&BQ2N|2[*4|(N>5Y)M.S:V>VW
MD5"=HQ7+?3J 7R 4 F T?P;K P *O@W^T#^VK|(OAUJ>B:K^Q1^WW\7OC9|+
M/"\P|UOX6Z=XN 9Z^)W@CX?0 \$C3 "7@K6!;WWASP/XREN9 %NAZ+:B+3UN
MK&6^6QMQ,|*?2GBGX9?#G|FS|DW|GSQU=0VNN \$?Q)IOOX^.NE?#GQ |\$ \$'
MQF|+ "XN?M'V6@>,/%'AG6K#0M,OKSPQX|G|D>&|/B|J=K6/1|=Y#'/ D+
M%OV=^,/PG|/#?'WX?ZG|* BO87 BCP/K3V7|LZ/'K6K:8VHQ;=J<.K0VMU>Z7 M<0W|:9+
<00B MDN(X|L*R2Q21O(C>C:W@M-'E?2K6VL|L.W@M|/E:TB5;
M!4BM\$D2'RUN1;PQQQH+D2|EC3S VU<8PP"DVWB*=KMVNO M?|)?
((SX#0ZK^V/^TIXJU7Q|X-TOP1|*/V4/V>-- 9J3X612C4;2Q :.*^/'@
M|1/\$/QUTR:28W3FY^\$WA&V|-^"+=ZWX| 8-U2Y X)| ?1(- UQO^%C^! ?C;9>
(/#&M^*.TV*U%SJ> MDZ1|WCOX>ZY>^(|)L|9/ I?
|9%&DJ|^F|PQX,|^>"8=9@|&^%|"+1>)/\$> MK^+ !*.
!TNVTMO\$'BS7I8YM;|2:M+;1Q2WN|ZO)" :5W*[M>1110S;X(HX ME|(7=UYJ3"XD\$T-
NUM!-O8RP6LQ'G6D,K%GAM90Q26VC98)%&QHRF *> @TU M|=I|&Y:)|&)/7R|H5-
O1|M7?W7 ,C^>\$ L P#PN 9C^(WB+X\$?&[3-&TGP MCKG|)GPQ^&7P2^) B|
9^|2 &*PU/Q#;#6E^+&C #O5O#>GZQ9^! BFGQ&U M6V\3I=&+2;^74UTK4)-
:|G3)"LOQO^#"Y|;?VF/AQ^TGK/B31M(^*/@K|FG M3/V3OBB/A|XP^)/Q&6R|#:7HEG-
%|)/\$VB6MW#\,?B1HOC|T@O| Q2;^|T)9
M+O4)+O4|^|M(B5 H7@O;NT29+*|N;6.X6.*;*UNIH8IEB38BS0QLL4J"+>A2
M1&5UDD#AA(X9L5SXM2>*IS2^S&5V|IK1+?B|"(?VY8/"FBZ-= "S4=<'@[XW^)/A|X,V?
#?|I'48|33KZ3 MQ'I&G3VU P"\$M1U;3K2|T P|/Y|JT%XUPSS1 L'^T1\O"OC'XK?
LG3^+?A MWX<|;?V1|=K|VO6|0>!=#|81Z/81>"?\$|CMKJ8|J3M^! /7IWA)?
*^*OPE^)OPU|2:|^WUKO !1?6/BE\,O%|>" M|'?B#XT ;U :7EF\1Z|X>O+^7; ,*6
M B"P33/^\$=M; >S|) VI?"MW M|)OVTOM C#X||? +27P L?CY^S|'M. 9?USX|2^ -
E7Q=|7?A:GBK1-2^' M%|; ^\$=#U:WOO\$%OK6I>&|030?\$IT|19|37-4O)
|@Q6K,GUO^TS|'BK|+K.2;|HKP#X2^%OQXMH# &U6U^-
GP|2Q|8S67V33EW"ZO;O3;K3;N M.P619K^ NO+\$YBV|D|;>|N|3SOLEY=6@N !
<"VN6MEG"^80)Q 8Q,BF:0J'# M!2Q*XPNV)) DOFPOLD|+(VXM)*22)5E<&4A"
|E(|YB3V|& |!6'Q5\,M M!|=&&K6\6L1P1:I<|8T M20|4;KO"WPDNM=^-/C|X? '76=9| ?
M6:7^WAJ'QQ^#&N^'?@KXJUGXF^+/A MI9Q;OAS#I7Q?M+0:|IGP-
N?!SMX8|8>'KK5;73-/L;*;S=*.|\$+M 0LU|(|@ :>/T\4 #|JL3X ZE^T ??
&SPCHOP6|4Z=KOQ M'B|:Z/XCBU35 BQ|8|V.?
P X|^'6J|V5|HFO^"+J/4|3ALKNVTVQTVQLI1)#) MQ P1^"&O>%8?

&EM^U+H/OA\3:%|=V%==|/? S\H'X9^%=?NO&?!.GPZM:&2 M#QW\|?"W@:PM9?
A#O'X2>+Q=8^*(\:OXRA2|M'C"6P0 TH/>7;POVLM >3 M6T4T720 +Y3\)'7 -
"YU *OP R/SK X M)U7=LO@CQWX6\.^#?#5E*OA K?
A#P3\|OB X4^'.M?":Q^'.^G^' #&FZ9J'
MBF ^'^OV6EWFD:YHE\9 V7K6O1Z::VWB6\\$\^H7#S\)).J #/CIT^%! X* :S
MXS\6>+O"L=I^TAI37'C+P/X3N/'6M # \$?Q-/O"/JSX=|53^&(-/U:+4-'T M&UFMA?
7DVDWVG6MNZ*Z."@/Z(SSS7T)Y"K*61("J@ M- JB%N"4-<9H7@3PKX;|
<>*/B+HEA2VD4\$,L\L-O;K%T1H(I2Y4E=N\|7U \$ MP;ES-
J*U;UM PWY\ 'CCX9^*?'/PB^/?CWX0WGO3 :?|(>& P!K P#9H :* MUSXS^/\ PCX@|+ \$?
XQ \(-?V;?\$W2/#WA:|T;0OM7A7X(>%:/2[;PC8Z'X9 ML;>ZBMM;L8;"^O\$627\|^!-
J#^T% P %# BK^UC\;:'O&?@-X; 96\&?LX^' M?&FO^&M<|'6?
COX@2>-3|0 \$|A'2O\$^G:3K6H:#X/LKZQTR\U"YTJ.%M;N+ MFVL!Y<)8?
I +/<3ROW%U%\$;*I#-)NEBCW #LB.%D?|Y(' MD)8NN;J6|E| ^|E:YN!\$%FEFY^TL64EY ?
W;LH12A*GRRJF/;>2+#X=.Z\I:Z MV2U;=W;R:OU*MY?G F?FW\9]-EM?^"F?|+ B 6-
!UF|^'^B?L4 M56GBK6H? M#FL:SH5L)O\$OA6\?1=0-GIUW\$|WJMA\|G265;S4;>
Q6T\$OA!\1?V5/CGXH X)ZW?B P K#>&?@3\#M.\0>*=0^- M?PAU:* TZ&T^/'C'Q;J-
QH CC2FU-K.XU#P;?:7HT,H^S3* J*|5U+;KB&XE
M@0S+/M@GE@4S1C8DC")DWL@QM+YP0I&"BL..^(' @SPW\4 WBSX;^.[676 !
MOCS3Y-|:Z4^I7=FOB'2YXS |E>7MO-%=1PRQ'R;EH)H6G@+1S,ZFHJ8>G.I
M/DE&.CLWHOGY?F-63U5U?LOZ P S^?W|E;1|?N=; P"#?KPND5U#XA\, #7|
MK;XK>++.X@(O-)^\$^K?#Q=&TJ358&D:6WTO4->U PHEK, | H=S?&V:?) F
MW^BU075&8J\Y.'1@=P5F3#8 ^?C++2-+^WR6T|S)86\|VIO86PN MY9XK6W2'TXLF
/W84= IP!T\|CCMTZDG))-:4|7)92|T|= >6W-;R\|^5|26 MKS4EHNWW ?|
YCM@|3^G^%&P>I 3 "F;H | 9 |Z; "C=' L P#?3?X5ORT M^?LOP S*'|ZG\|^*
@|3^G^%,W1 P"S P\|- A1NC V?^F P *.6G , 9 M?A F 8/4 I A1L|?T PIFZ/ 9 |Z;
HW1 | / ?3?X4I 3 IFZ\ V?| OIO|*-T?^S WTW^%' +3 .?LOP S ?L|?T PHV# MU/Z?
X4S=' L \|- A1NC P!G OIO|*.6G S|E^'^8#AR1STXX'89'X|X)Z|?
M05|Q^SRH P"\$SU\$=O|\$DQC/&;M< IDY|8ZG->#;T|5|/O'OU A ^OT|*|Z 9
MZ Y" (/)T1^6&?Z4H'8#IU|TKR,|M 9.*M4;|Y65^S79=OZU+PW^|*7V+ M)|OW/M(#
'0 #|J6BBOS4|T**** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH B==S <9 M*D
GMUKQ/XCZ9I5WJEFU I=E>2&%U6>Y@|V14ZM&A+#:N<\$L M|WWAFO;?^ M6O|
VS DW7|"DXXB#BW%VLY1DXR MM?O%QE;YV,|T5*%|7Y%>SL| ":?W?| !OY- P
(IX>W)C0M(*^8NZS#"17 M.T9'G, "0|(MHZVMMXX\5:YJNG7&O>(;+5=
M'U5 \$NGHUO:). V@OA+|?=9^&-GX5\, ^\$/%FM !NYU#3|;QY!|?B33M:@|(Z)?10V.
MMWWABQMI;|OKA)|\$SV\,9;Z|XBHFU|2|TMGS3? +< OO\ YG'+MI%=5|J
MTOKI|NGRL?IA P (|H0Y&@:2N!R6LR3W)Y, (X(|XQD=!2#P H><#0M0|;| M\$.?4?
^"BO|- |1 MWQF^,/P6|%>, #(|1?#CQSI?@SP>8-8?4#|7\$O| PK;>)KK4 "EF-.@6TL-' M-
T^D7MO|ID>;U9D5@,&G7|+7FE=)|/GGITM|6B^:7>RO9J;KW8|K|> | MA/M8;!H.XH-
\$T;=MSL%BFY0HSG G#\$*3TZ?-2 V!H0'F#0=)F0':QCL.?FP! MR)|C:3N)|L=Q7X|?MA?
M3?%SX"/#?Q<|:>|!|^&?|\$/A7XP "+2O M#'AG1M9|*W7QWUWQAXIT;2+?XD75YX?
U0/X?UK5;'1?#5 8K=Z%IT5M| X)GS:A|1/'PN\4 M3?\$CP'X" :'|#^%M5|-OH&CM>
M?"2||3>(|/P1%=^&=5D\,L/%-I--;75E>7V^W9P|JU*|9K\$5|I>T;3>SJ2L M E|1W^YZV-
91AROW8;?RQ|KM\$ 4S^P="/(T31P?NL5M#C*=B/-P'7=AR.6." M2<"C^P=# P"@+I/
('' P".U>TNP.E;?8Z8VH:G|S;=:I9'5=;N8;S6M1A
MGS=:M6*RME==I*MC*Z%;+\$5=G*RWT|27Y21C9=E|R R,'^ MP=# .@+I\ X"' ..T?
V#H? 0%TG P\$| | =K>HI 6*G|O !D P#Y,++L MON7^1@ V#H? \$! =) | 0
!VC^P=# P"@+I/ ('' P".UO44?6*G|O M 9/ P"3"R|+|E D8\ 8.A | 72?
0 P#QVC^P=# ZND ^A ^UO44?6 M*G|O !D P#Y,++LON7^1@ V#H? \$! =) | 0
!VC^P=# P"@+I/ ('' M P".UO44?6*G|O 9/ P"3"R|+|E D8\ 8.A | 72?
0 P#QVC^P=# Z M ND ^A ^UO44?6*G|O !D P#Y,++LON7^1@ V#H? \$! =) | 0
!VC M^P=# P"@+I/ ('' P".UO44?6*G|O 9/ P"3"R|+|E D8\ 8.A | 72 M?
0 P#QVC^P=# ZND ^A ^UO44?6*G|O !D P#Y,++LON7^1@ V#H? M \$! =) | 0
!VC^P=# P"@+I/ ('' P".UO44?6*G|O 9/ P"3"R|+ M|E D8\ 8.A | 72?
0 P#QVC^P=# ZND ^A ^UO44?6*G|O !D P#Y M,++LON7^1@ V#H? \$! =) | 0
!VC^P=# P"@+I/ ('' P".UO44?6*G M|O 9/ P"3"R|+|E D8\ 8.A | 72?
0 P#QVI5T+0@"3H.CON! 5K(\$ M\$| +|TS ;ONY(8#N#UK9I|=/%^THZ |8L.K.4?
XDOB2 B3ZI P#3P'&+WC%V M|QC /(E*|T/1);3B-%TO\$=O(%C-I&X4&:7(1C)NC!/) "LH;

!!%4#X?T+D MOHFC*,F2U0*>GRG,QZCG'M727!VV]DPW K*#04*K(I61B'C9@0LD9 >1-
P1 M(JE2K88?C? \ M9?M4?\$CX:??&#]J3PMJ?QO:]GS2 AS^RVGCGJE73(?!JLVF?
M&KXS1Z3XBUW43KOB"^T+7+;Q+HFDZAL.E^'KGP#8RZ3 UKJ5Q/=O(94FCS5:
MK&\$K2DTI/>4W;967O.R5]M%UZ,,6/L? 8 (GZVC0-" @T/1V9>%"VJ\$GG MAE ?';L
SQLJ(?# A]>7T+1F3?GSA9* &/4\$K..5&-Q/MSD5^2?PE ;1|= MM):C!M;0>)?
B/!O!>M L4?" /JHWXC>&O@SX"G12>+M:^(GQ=LKUGT&#Q9 M%IFM77A?
PWX5N=#UR|M=-M;=[W6#RT7]HKQO^TS^U/XF^ OP M.^-OB'P;|*? P"P P"#?
CMH'Q;|.Z7HV\$ MNBZ-8:9)X@|.6FCZ>=30KO|)<2V\$MA(K2L7.-
TY/FUO:I)=/=MI]M\BW%< ML?=5[O|"O Z1^9^G1VZ!@8T/1F!48/V\$'(!., O6Y!J^OYT?
V!H7;0]P/^ MG\$<# OY7YOZ/^W;XD^&O !-OX2 MB?%KP3= \$OQU>0>#/!OCGPO|-
XK'1KGO M%XTO B3)!)4UCPWIVH7)L;.*?6-/:5H-.DD\JTC-SI]M+']<|XF X*8^*/ M!- !?
=#|9 LG^,-#U[JE ^#?&/[1BP \$3PUJ/A P'|&OB9I46N^!/&'A]7\$@ M-QXP|:ZAH+W=
IJGPWM;:WO='?3;NW;7)DN-S[+\$U&DU4EKM^JG^E0S459)Q7 MS2|OHT?
J# PC^A\$Y.A:/TZ 8%)QG/ /3IW\TZ/PYHT[A(O#VFSRK&9UC33O M.D"]<,5+2LP4
:CC'RYZ#BOS6 :I P""BGC'X!^'/B7|2/AW^S3=?&[X0?!W MP]|\#|6|?>-
Y/BSX9^&VHP:I|= %T> P#"^C>'/"^LZ/JE[X@GTWPYXDT#7=9O
M7NX0/MJ:3IGGWEO)&O=?M>VWC[XO^OV, V>/'K>(!.C?;\$Q|>?';JHC4/
M"7B/4/#^O6?P.^!.D6>O:AX6L %&BW=CK,.G>)OB9XJ| ^%-1FT|K2>|L)M= M251%
(P4^LS Y^2| WD 77]YINOO-526CLNC^!>O8^Z]!T \C1=)(#8W'3QP MQ8CR@WG?
+&3|I7|I7(04|^P-!((A:-CT-BN.H|>9 C|.X + 4OVPOCWXX^ M,/|)T?X1:U!*>@3|:OVE?
\$ @C2?B7%XW|+>)V^*?@3PUX0|6QVVB>+?!?)
M9DFO>"++Q/J&A1ZWH=Q'K,U =G2WM-1NK=KI2>C^)^7 !00QI\,OC/< !34OV M9I=?
|3^)?AS|- \$/P,|1>*)4^'GCKPAIJMK'PTU M P 3^' MMWX6.IF|TZXF+:-(!-|
|^W+IY^T;|RY0C9ODCL L1 M|?X#|/'| T+.1H>C@@Y!%B 0>1D\$29!P2,^A(|T#0-!' T+1L
@@?81@\$'((M'F8R/7&: ^*/@G^WIX, :*=? /PU\|/!&O| BKP=|8 V>K|IH+Q+|23>V-KH
M P);.WU>/PIH @3Q/9SVDMS=^+J2|20ZKIT|I |*6B:+>LZQ +B|^TC P % M OV?
P!F#XM !#X/?\$'Q5HEKXA^+GBV|:-ZUUK\$FES OTFS|(:MXJA|7: M|&NGW|NH:?
= V8=-6WTYOM,5Y>6LK#9"<4|1.S?/.UMU.;?R| |KIS|C|+&@:&=&J|KH6D;:K1+CQE|:O
MV?O"LOBKPO!%=:A= #7XF>.--T|6:CPRLUO<2R75 P"'+LG2;J2T:47,JRR6
MS2IBO+OV>/C|!: C-% P4 @F^,/C'7O@Q| ?B3X|T;JFOXIV%AX>|C \$@:CX M7^',^K>-
/AC|2|>7P =C(STYP>!BOC' @F[XU^('Q> M8M 9T^/7Q3^(7C#Q|0?
C3|*M#|7>,)M=FT)=)L-6;4-2BG . \$6TC2- TB' M1%D-NCO#'* &+L0KD@>/?MP %?X|
7Q#|V^" QMU7QG|: C-^T;X(|,^" MV|IF7+'^6\ X# ' "/TO?0=!C";| T9
M<|"%B!N/O^ ^QW'L,D PC""0=)&S1='9!U;J&2=W7;GSR0,C&.F#@| Y^, V
MJOB0|8+3XZ LG?LR?!#Q3I/P|U?X :M|6 &'Q'^*- H%CXIUOP?|% @MH&D:
MOKVC # 1=8ECT= &GC: ^UG2K+1|8O|:|E|+V+W6K0#[5.%KSSQ)^V|)+?V?K
MOXAZCKWQH^(?Q5|- # Q=|\$?#/Q7|% \$32M*T/Q5^SMH'Q9U^|,Z5|7->|0
M#1|&U/7/!^M>(I='TY=.O-+;&QBU%+RRO6CMV>DZ|V|VDK MN8:|JA(4DC (F522
HY!XP#@<5Y?|+OB|??\$WX@ &SPK;>"[|3/"WPD|:Z/ MX(T/XA3:II|I?Q(UR71;+40\$1T?
3884GL;?PS)?6>FRR7LLZ7LP>6) P\$B MF;9 'C|H?XJ #+|J P")WP3U P 6W6K:5 P4'|&?
RPB|(0?V J7A|JG P"" M B PGX-
^+U|X4T34|: ^L|.UV#P|>>*)70+FUT^ZO/M<9ELD8DH4|1450?G;2 MUG-K|W)V 3L*
<5?1+;HEO=JEN?L\$ AW0D4N^@Z1C"G/V+|V-D<8F'7OCK@#) M% |Z\$VW9H.D
LHQBR"|AUS *|J>#QT'3C|WCO|/ Q(^"Q!NOB!X<|"?;\$? MXB^/J>^' BU-
"|>+:|5X)M,|9>\$M:U"R2|L8-2M)M T"2*UN=. XG&DWB:>| MK>AXWD,K6Y4?
DY^TI P4<^,WC+P5|. &7|,O@?Q9X&^!6I M|?! JF^+|IBV M|3>%);KX@:28 \$"3PW|4='?
X7ZKLH7|EX UG58|SP|;>)S=F|U*YLI|B.TM MD|HEK\$5&D^:3?=SFOREI\NR(<5U2?
K%/\XG|B?| "/Z<[M" T@+G&|V> .>>0#I2'P HOP#H6BG&0"+\$8YY./WAP>?F
|J: ^//B'^UWXV!|?M)Z M%|%; P""AZ3PYX^|8>
(O!7@/Q'9 'P%/X|O \$^EZ|J.L:"WB+X1&VF|6^' M/" C"]TN:UTG7VN?.MH9M/O=2LH|>
|40X;X8 P""I/A/Q7X2 9XU#2?@?|1; M|XD?%VS^-
U|4|@SIEWI^I^/ P!GW2/V=9=J|/ P9/3 RKI^&IM&\$>5>Y';^2/G (SH'Q-
M+&RTY A|0|*%|8V BGP#K&D23:3+?0P17E MTTDTA|\$^#|/O&H LD?"2U|/?
&31/B+XSU7Q/^SEX^ ;5F^*/B?QM+KDOC|QM MK?C)KO6O@7X9TW6YY|CPG?|
A:3M=|&VVB:9: ^&|72|7TQ+&V:X\$N'|>?| M,|?^GDO)|/?^#DXQN =CN LQ|O^Z?|JN=
T\$|=!T4|1S8YXZ\$?ZWVP?I1 8
M&@|M|T8=|BQP>. ^MK|N B) P5H^\$WPF|,>&/%/Q!^'/B 0K2X 98L?VFOB;
M9Q7^EW6J?"RZ|4^/J&^\$ P, /A5K2A(|5|4>^ Q|/K6AZ;J\$-S#I^FZ;X2

MU>XN\$|N;=6)X< X*Z #04 A+|^?I2CP MYH2|/#^C#')S9*\$4 J69IL)C)P5VG)/-?
B'^T; P4LUH LY "/XX:|XEM?@- M8^#?^"@OP'^#?
OXUOPCXAL/B/X,U3X5ZM/>7WC"PTCQS/X;@30%X5|0Z9?6=
MKJ#Z;I&FSV|;V,\$HN\$9E 6G|G3XK^,/C?X#@^(?C/X,ZY\%;?Q!KFHR># !
M BG7|'UKQ+K'@|Y/^*4|6ZM#I8-AX8?QYHY74|'18)&N|\$TZ^B>.:5YD\$49|8 MJ:|M1WZ?
O9 /3VB K>Q*OY5 P" K Y\$|2'A|0B?DT'2I ?NA+/.>NY@RSY8 M9P,MG&,#01 8&A#
)@>D#/)!!LLD'@8R92>@|Z|Z #G|E?| ;= :GCL BKXD M^- '@Q:|40%/C |
:1^+|L |.WP^T/XL>#-2|)'60" BO5:6P|)2:\$W@S15 M| >\$|A/X7THW60?
\$|5|>|1SZD@6\$:5/=M&S?69 X**30:=XV|)7/P\$|27G|3 M?PZ^- A;X\$^.?
@#HGC;1=8BL/%00%T34/\$?@'7|/^)6HV4.GZ|X&UW2K6*6? MQ ^G6ESID,EQ+<6#-
IULC*.(KM^|.6SV|5.Z72I?|@Y5V50|,?| Y\$ 13 A' M|)#|)T/1R, ^|#6NO1^~|(TGQA:1+:: M?
H@UVRLK*+Q!:6^HSV|O<6|C;2L85BA.96= -OV;?BEI5Q|' @ X=?\$#XZ?.\$3
MQQ^T/XB^%FG^./\$&@^-/#=W|-M UIXQ! P)OK?P||##1=*BT32M#U2|M=(;
MR36M8GM|*^S7.I+>SW|O<2U|9JZ?O)Z|?O*EMK|^TZW5NXNAZ.>W-
B.GIS(>/:OSA :\$ X*6Z+^SAK' M|4 A?Q|%/&>I^+/V>' ^"%|X#T'1-6T26| :\$|*?
&R+4H|+|4> K22R"Z/#X M8U30/%NDZ|I|-
P">RW7AYKE6B>X45RWQ. X*P #KP#|Q&32OAM|/B/P|X2D
M 9^|\$>%O&MWXQTKPUX4|; &GX|>';CQXGP|N|0N=.08 #4/PO|)#|)I/BCQOQG
MGL|B.V;Q!9VT,4DUN8BGB*G6I* =U)MV|740^/R-*<8V?NQW7V8 (GZD?|
M"/Z&Q(L+2"2,<66"0.<9\$H.,9|]'1WI#X=T)>N@Z..>|GGD9YP9B,|3G&'K/XG>./C|K|I-
W@7P#; \$>ROOA|XD M|=1X='C?4-;7XOR>';2W^'FF>\$6: U'Q#
<^&9U@U9SI0LWGEC-?.?BS @K MAHU |1 V' BFOB3Q|^+?
@WXD|3 M= #;XY?"N5+/4|3XA %GX: ^#?#|?#SP= MX7|0/H5E'XIBU+Q-
JUO)X+|0:|!L.B:X+|DU\$ "U2:%SZS^ Y^2? <6>W @Q M P"14J:D|V6UO@3 \$/W? L#0N2-
"T<<+-1 ^' CSXZ>\$/"NHZ"TNLFRF|#>";U?3H?#GQ. ^)|GH<-|XCO| P=IU
MWI4D6FP^5:74T|W&RWO ^"H C|XA>|V1-?T+X6^*:[P]X^ ^-/Q/^"7|/'AKQ MEI?
FV/B3P='|9?B1H/A/7=8!|A&E)CR 9|Y# D\$ 'WZ5^;O|: CG MQ|^RG|. =6UWX5?
% XBRZ|X<|0 !+PA|. !OC?2K4?!*+P| -KOA P=X@M/B=|
M1:O3=3U#4+ 6-.;4=2UCQMXA|06L^G7S|L-M+|I7+/VA C'|9M-T/ @H P#% MOP5|6-
>|~V'|&6B65U|. ? &F:7X?B|,ZIXD|. ?#/2OBSXGU#Q|+DI?
^!SOT P"GGG^# ^>L8QY4^6.W| ML?/KR J?I(WAK0|X.A; "!M(^PQ8X/09ES@\$<
L>M. L#P |V|0|'41'H|C MM(SC 5?/)I/SY->)ZQKEI?\$W|FO10BUHOBGOM|. -6UCX&6?
QAMCX*U6UT>5 M-7U3X=P^+8|/U2.|L-6M|K1K6X:V@M|'8B0VT\$2@XP: ^#?!|':NA LX?
LE?L MJ?M7?M9 % #XDZGX- ^.7PR|,ZG|3/B1XBU32KGP9|.OB)K^A2ZSH0L?"WA PS
MI&HV\$WQ UFUEV|;)#;3G2|-U&4BVA07:RFGB*BWG)>LZFEE?^=?UT,X1C=^|
M':7V8OJ |I^K@|,;2RQ |4YIA60A(LZ<5+N>R O 2Y(S|I+9&< | (WT'15;8
MVA:7&1E2K6&T|,\$-B88(|@CMT&<|P=|8 ^./?'|3|' #7C|6/X@ # 'X> MM M!CX| "+XG?|
|40\$ \$Z/I%QINBVWCCX- ^/X+33Y8X?# 'CV'3|B^,EWH|QW5OIM M|:Z5?RS &"-
S|5 P3=|;|.O&?|*/A&S^)GB> ^|9>.OAQXU^*7PCU|Q9K\$|E MYK'B5?
ACXYUCPSH^IZC>37,SW6I/H^| 94>IWy& 49H\$N)MKJ 9I8BHY5%SS M?NM '4V=W?
X|6> D3RQ E7W+ (^TSH.AGKHFD"3-G|DX UO3))OZDG|31 8 M&A#IHFD# MS/ P
=K>HJO;S)G .!R P#DPLNR P# 8 |R)@ V#H? 0%T MG P\$/ QVC^P=# Z ND ^
A ^.UO44 K%3^>7 @R? P F%EV7W+ (P?|!T^| MZ ND P#@(|X|1 8.A | 72?
0 P#QVMZBCZO4 GE X,G /)A9=E|R R, M'^P=# Z ND ^ A ^.T?V#H? \$! =) | 0
!VMZBCZO4 GE X,G |)A9= ME|R R, '^P=# .@+I^ X" ..T?V#H? 0%TG P\$|
|=K>HH^L5/YY?^#) M P#R8679?HH^L5/ MY?^#) "8679?7 @R?
|F%EV7W+ (PCH.A|?|232?| P#|A P!-O| | 0=W|/-)T MRQUFYELM,L+&4V\$BF2TM1#(5|
|D4R(P)4L 0#QD9P<&N>;C/N& DM=EX'P=7 MF|!! IC|1^5@^@ E2U|X=|V7HOR"BBB@
HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** (WR"6 AV MYZX&22<>W|1UQBO(? 'WRZIII "C|-*G)))R=H&;B<#&#..O)KUZ1@
0?;(MP3P3@?F1BOG'XO>,|7P KVfV5UIMS>JUE),&@OH;8J6*O ^"7/AV?X%?!K|F;P-
|5|='P7|' % M+6?C3|=O! Q'L|F 3|KCX@:MKC>+I?| A= B#P->>&|; P"\$8F|40<:Q|?A+
MP|I|I&M,=/TF|^| 9|K) WZ)?|+.T@E6:P|I*YC& =JEH24 @.1IXR6). /F M)&
<'Y:&^)^DQD# A'=0!P=H M2WR<#.U<:<06)(0 '+.=@!;BOH J.(M;V5; M9+ ^%+2RLK?
IU7K9KB|O36|;M=F|/3?M8ZSP|'XCAT+3K7Q;+X2NM:B38Q|&;
M7|6B>'HK=%2VMK.RTW7+W5WM(8K58DC@|SR\$|O| T9(^ /(OA^ LY^#?A| | M2?
V@/B=X>O| %36/VAO'>B^/O\$=KJ.FZ+:6OAS4="|+VGA*STWP>VFZ;;:E
MIVG7%C8+=7C7UWJ%V|I.9X|B*,M\$>R'Q0TG'R ^';|J0?E*G5;7'?)!&G<@=,

M4^HII^ND#IX>OEJQJEN"/7G^S1CC//I0\#BDTG3D)II4D)^3\N D/VD%IN/
MWG@GQ) 8X|+ !-^W|0/Q |1>)|1CTW|H3|EB+|EK7 S96UL#X31M--
KZW/B)&CA*/#7BR3QO<:-;6FH?&>|/-^"K[P1%<^);*W+OZ-J-SIDJMG
TXYW\$#!XW'&.2*4?.\$[2EZ>' MK\#:2K+JUK@8)W8 XEPS@AHV SM?
Y3@@U7U#%IR31Z5YHF9VC4(5=D.)\0X8R J"H*[3*4).2Q0|E!*X?U'^?PKS' A9^D'
MD^';|Z'5+7(Z< |(. B&/N--(SZ#J001G-5|3QNG^RPUT7|M:O>P.45NTOFCTS
M#^H S^%&'|1 G*|T X69H^0I\WH8MM8-JMJ-APF?,)T\; ID16+8PS!3SD
M4W A9^D\$L\A'W* >'J|V RD|%;.FX!|HH/WCP*/JF-O;ZK" ;V:N+FBU=
M2BUW35CTW#^H P A1A 4?Y "O,C|3=(' ,N7WX;I;? "MQ^M(/B=I!W?\ M%.7PVC).G<
=S0L'CG>V%@|J.SM33L^WJ|/! :C|Z/3L/ZC /X4 M8?U'^?PKS(\$W21G BFI)4D:I:D
@D\$9 L|K|K<=>#Z4'XFZ0.#X=O?4 |M32V) R2=. R0.M#P>-6^%@O6F@=-Z9(P>AR""?
|/-^7/;4WH7M|6G?MS*YZ;A 4?Y "C#^H S^%> M8 | "SM'X XIV|&3@ ZI;
DCK@'3<|=^U!^VD?|"Y?'K S%+;!/Q T#NYZ M4OJN, ZIJ?\ X BE4@|IQ?HT \A
(J.P J\A A1A 4?Y "O,A|3=(\ S+MZ M.O75+8?STW|>PZG(H/Q-T@9 XIV|X&?^0I;=/ !=
|&FL)C6KK"P:|JFK"5:D MWR|I!R|*2O\ <>FX?U'^?PHP J\A A7F/ "SM(R! P (Y?
<|/^\)I:|J^/^\)= MSC^+'W>^*3 A9^C@9/AV|"\X;^U+7:<\$@D'^SN1D\$?7BE|5QG 0-3 |
\$7= M=U|YZ?A 4?Y "C#^H S^%>8CXG:0>GAR^ (Y.?|4M<'&\.WH >)#G
M^U+; 6.I=1 R#NFT9+?!=P"8?\+.TC)7 A'+|(3>?^)G;<+NV@ |@WGRW?HNX.M2CO
M:5|FF|/6W?\ 0|2N6VV|D1U|B0J") -OD::28YH)-F<%|D|JML# !|&^TZ|O|)N+|PLKS4-
%NY;".YED\$|J-%M8PC=/7=VTOTU|KC5:Q)|DW| OM=;/Y/L>%6W|, M6O?##QKI BC|F?
QMH'POT 3 (>&?V>+ "MYXI|(1X,^D5U8 #+6 M-
"MM%U70|N7Q)X9L|00\$GAUB\ L#5EG>?4K5Y(PQ|=|*?|S|+/X,>(/#OC;|
MG/XLZCX'\;67|*FD LD>(M7|7^'|;Q99Z|X2|/7M ?>'?B1I&F6?|G)9 \$SP
MY|>J:U>:7:ZD;CP|JE|4<% ;7|6EI+7VPWQ1T?+. ^@7Z*=S/,=3M%VA %&|
MV=G#LPC4\$X+N|@N\$#33|3|).|/AZ #Q\$|?VI:':X*@8)T|G>C!LC^\$|QZC,O M*ZFZI5+>
<+ BWW| ^M+|K^GZ>B/F P ;?L1>\$/\$O|GP^ 8^TGO?K^C^%OA M>?"FXM &-
|8Z9|OB'7;|X;>.,|+QQ)?Q%Y<%A#>>*:M)|KQ!)9VUL+>74I8
MXH0|K+)SOQ0 8'T+XHW .WKJ=S|2-(A!|I-M3:=0N-
JINZ2UZGX1 M(LT^)|#^-7Q)|8Z1X/^*/C3XI> M#=% 9U|- 'PS; LU>' (T?"?XNVGPS|
>&-&|.ZQXS|:ZYCP|X.2#Q::ZO M<^(-(|03VK^\$SIMOJ?ATQWDPEF 3GX\$> ?COX@ :N :
(:(^/7A./P18R # M.&?P%^
GA:VUNSU&Q/@G2;6:Q=|6?%'I+IU|J7|E/XQ|=7L5A864R),++PI MHDEV7\$^% ^IA|5--
C5HXM#U.- 6PL>K0)& RAB9(C8D3LTC2A29("I;" C\$/
M "S|'7|GAW4B"OEL3|5H@,8(/RE-;8>N(NW|7K--Z?NWM;|=
M70OZS=)KEMNM>^JZ P"1|M>'?V-?&>EZE^SMIFI?&Q) AI^RW|4?%'Q, ^' A MC3O
ME8^(O\$S>(-,|1:99Z)XW|57= =P^3X-@|27TVAWWAS1|+O-9NK2T.LR
M:@+AU/EOPE X)D>& A?|? @|>HO'.@:A< L|ZK|9KG394^'.GVWQ&^,? "I
MK"|TVYU+XV?\$F>XU'Q1XEUWP>MTEOI\$=I>V>C2V2*)K *& ^^\|3='Z |(?
MX4IG B:68/S|/^8=GGU ..M+ P +/TE@N?#V|\$, QQ|UKDY94^56TXB0X;"Q MX!D/R
J7R' 9|;=T:S2U?|MZK|MNH/\$WTTUTWZ?>?G1 P2| &?M<^">M?MS MZY?
># &G@+P'XS :P|;=|!?"WCC34TV P!-^#^E1-J\$< AF)WAN80 B?QA MK7B/5= L)"
(;97|I|QN(IOW-|6 V< !WQF^(G|/WQ"U 4=2L-: 9X^)&I?\$O MPO8V-CI-WI B?
4|1|*:IX4&F^*QJUIO M|SN\$7 B;6S89RH5=PTX|1(|;W?|J1|6/5
MI+NVCRW|J|S|FS3/VK/AYX8^'6I>*+SPA9^'/C+|*?BXFIV%N;VX::X9^)|+Q
M)#H,D,Y=;>#4#9?V>UU%(S6ULX=(4("UR @G|DJR| &O|L3XF^&O'.HVG A7 M|LS1=
(U+QG|*CIEN-!|& %>U|(7?@;Q)|3?#FD)B|N|I|QUI#V4VNV%VD5H^I M6
U)29|F5|J 7XG:1GRQX>O@V,K'JMMN(!<%L#3CN!V-ALGA&)II^*&D,"%
MT".Y058:M:G=|S<@ V<./E8 9Z|YYQ36!QM|O#+M|-NW77M 76OK\$|G/%K M?
XET7;Y|OT\CC/V5?@3:~?LP?LW?!7|G;3 \$%UXLT P"" @73 !%AXFO|9+2|
MUZ.ON+NY M"|M8 D@EGDO',D:852#M.W!KS:S 9Q^(^G?M3>/?VG8?&WPP|4 M^(?
%'ACPS|- 'CKP!XFN|3^#7P|L.27&HZSX, ^UYHWB6STG^T/&7B#4;|
MQ#XK|3ZCL|EUK-TNDZ3)) 9NC>4WO7 "SM(P2?#M|I|JOS|M|J3@|]"? B6| ^ MN.H!
|J:/^%H:2N,>'=1RF| &KVHQORS ?|2SCD9'H|C|:~?U'\$R:C+#M7OR|
M\$;RE+=KITU#VM..|40|/;|CR|/HO|F"+XY>) @)|4/#'Q*|4 "#XS LV>+ \$ M/C/X6>-
O#|CIFL:1=V'B 28 #WC?X;>. " ^I!;:Q|/-?'A0 8->L+&YL|6L
MKJ.PU'3|V":S1A|H?'#|BG3F|& |%%?C=|7)M4^, C+|J|C|F 3 ASXD^\$WPH
M|+S;:I.FZ=|+M&U! 5K|.-+U6ZU?Q1>^.-4UBXMM2A&JZU?Z;|J-A:LL:HN M#^A? "SM'
R/#VH8"^4& M>VVH>3LS 9O+D ,5'S!)

M";6I &'C"X759=&|2);AVAU'0H4TG2KVX5@|=Q83P.QBW9SOV>?@'4?@KK
M'/5/AGX=: IWA.S|3?M4WGOZ|*:OXK|&Q^('/?B PY|2=&TS6 &'@J6WMY|J3
M6+*UL=62?39|9T*|T|5TDFDB2|2&XN2 UJWQ1TC+ Z%J0+&4;O|5MY 9T4LR
MQB33Q*&"\$N^6FS\$'\$>&P1(?BAI19A PC^H* Q&Q-9MRL;:F9511I4J|J\$*P) M#
*H7.20UEV,LVJ55T|:I0>ZWV?:VJ|= 5:*T4UWZ\ 1GF?|/G|/E |&O&G
MQM^*OB/Q|+X| ^*W|0GB|2/%7CC7HM&MM"|+>&E|*Z5'HWA+PKX+T*U:>XLO"
M^BZ9 (G.HW^J:MJEQ,IW=|QD(KXRN\ @F*|CX&T7X)>%?CC|>B?L >#/VR- M-
:)|&^\$)?"EE?>+--+|0IXTN 'VJ?"F^|3|/K97WP|N-?U'4-0L|Z33I?5\$ MBTYT^WG|J-0/T8?
XGZ02"/#FHL>,YU6W'3IC&F|>O)!3CK1 P +.TGOX;U\$ M'L3JUJ0!WX73CSTP>,<|G?
7WGU=WKZ:6/ MCO3O^"?FCVWQTT?XS | "2^
SJ/AS|I'OU^TA%XHC^%.BS &KQ5|/C 4=:O| M'X>>,OBOJT|OKJ?# P
"0:R/#W@^V|-6|I=P>'-)TVQOE>XM9)YO/OV=OV.M M1|+?MK |%/VH=-
F|0>|-2^ (WB32/AC^S|=2|V>J:;%X0TRX| " ^\$? \$OQ*^ (? M@ 0=2B:RUG3
!Y|2)!>ZE%L.H6L>(&|/7&IOK^N \$: MXPW9L-
!|1:B)K^U73|=8'AM!:+7UO^U1^QQH7|35W| V P"\$TU3P#I?P4|80
M:G?:3L.GVD|7CGX>BZ|-WVI #K4F?|=|CL|RX|\$ ^&T62/F2%9U)Z"OH1?B?HX
M!QX=U%RK?| @N0OK%/K'6^KO+?KLN^I^?FN?| \$KOA XY|?M9^%O' Q6|87 M^K?
M,Z |-+CPSX|T?1=#T Q:|/|"P. |0?| ">?"P=X8MYO|)*|0Z?X>|?W M&I^)-0DUJ(#6KG5;R.
|78E?2?CG|GSXI %/X90>&B|!7?"\$7C?0/&'PF^)' MP|1>\$A#HMGH&D>-
@ JL.N6>N^*!U2|EN/%\$?C"|MF3Q1HD6K6MC;6LUX MVBOV(FQ7N' "S|
(YQX>N I|>Q|Z?M"?LD7W M|6/P|!> OC7XN|'V>G^#/V@ 'QNETWP#X;3 "FLZ3X!-
V;GX?3Z;|I|J|M M|JE|5VVH7T5YK&H75 <:6|S+;Z4:1AE|0 94^""B#|F?X5V7P@U;X|^ (?
C) MX:|%ZOK,/PV|1>-XEM?&A X=WVHG5=#|"ZU|VE|J#XC/A6- | (T:6+M!=OI= MI;V-
V3R3W?| PLW2, ?(|J("C U.V'!Y/33QWZY|G@\$'O"N@1^% M?C+KV@^.? W|8OQ";
(|%)!X7TV P!#O-9^)%Q|G "0?"KQEH*R6|Q|/@.
MTC7I=%O|C1=0TW71+86NK07|31R; ^V|*?L-Z-I'Q |6 &G7O&EWK/QB^*?|J0
MO@OX P#Q-UFRTZVTGPI<2> /!-WX |(#CPEHFV2 P!*)>'M"N;FXCO-40|
M2UG4=9N|J|NM0FA>UCA^H1|3|) Y|:B>N3 &M;8SGC LSCC.<>WL"O "S M=*,)/AR^
Z#=[U|3CK T#>/TYSP*K^SZ 2E63|KVI;|1>VIO1)1|VW)=2 M?XM #K2 B |
#XB?"W6+V|T;2 B-X7U;PO?ZKICH-4TD:I;JL&IZ>;A9+66 M|L+E(C;O-
XK).|2P|!@-7AGPX 9F|1V/Q> ^'GQU^,GO!L?B5|1?A+|%/OX(^ MM5T#PW-
X6MFTS6;IRNO%OO"166\$VI:K#|0?&;:I=AVIQU;4KZ63=UYZ'@'QB 8N| &G|IOX%
MM%>);ZY0 !WPSXV|-ZUX 2RL|O2OBI9Z|%>?|(C .);<2Y98 &JZYXDU?0
M;0MO2YUVZ9Y#'\$HKP?P3 P \$T-&^"P5|,> ""Q@UN#XF>#/VJ|=0 :PT;XM M:QX5T?
5K>^|:W%ZUA9> O%7A6<? %OX\$33 !#Q6|KJ%08Z;#-IMU;S!&
M3|X X6;HPQ Q3FH\$|Y8:K #CV XEW4| >QY..H7 (6?I&=P|.ZENQQ O-;?
M;CDX91IN"V0 &QW)|5+R^M SZK/ +A,%B8+:+ 'J3Y|^,7|*N?'.^^ CK
MQ=XW|.:|:OV9/C|/A-K?A;P9/; #G3GU3PY> ^#?\$G@7Q+X6OM2U7Q%XL M|)>*-
%U.Y-|=W&MVNOVEQ#;RZ<|:6J1GBOCA^P;:;?M/^+O@ XB^/7Q T P 0 M|-|
^/FB:EH'A'P1IN@>' +RQ^-W@ZR|*VEKHx1FU"TO/AW/8VWB'PYKEV|
MK4^K00?;+Y9|6|6^N|13|(!' %/:G@9"YU6WW#C'S'^SOF!!(QZ|X&|E#|3|
M)R2OAW40V<|CJEM|<|:=G)XI++|RVHUO+|V|/ZZE?6D|E9>;UOW/C#X|?L)^ M-
/VEOV;/#7L OQA^,G@|QKI%EIOA'2/\$?Q6U#X1:2 Q7M+SP1XBT 6+|QE|- MM8##2?
COQ!H>CV AW7/%\$FF37-G=W5|J^A)'=7*H>E P""EWPC|??%O|CC MQM%|(I
(N/%'Q5^\$'B#X8 'OX9>&I8S>ZAXO|4? +QGH7Q!M #3(|I635 %-E MI%|I-FEN8EFO|^-
F6/<|: 5? "T-)Y/ CFH@G@A=5ML"|1 XEQ'//&CH
M3QR#XGZ4&5U|.Z@C*00W|JYX;>#|I|Q=|/(BGF0*CM/(E'3%6LOK6 @UOG!H
MEXB#UE&|ZM- Y?|?-'QY^ GQ\$.; ^"GCSX0^/'^G>" @+^T/X3|)2^, "; ^ M|)+#XZ # P
.:M;Z+K?B'P+INOPZJ AA/\$1N+5M&NM:U/0+VZTT37?"AOX@:=H'P> :>|. ^
/ #'Q4|%ZSX3 :5LY&>N|WT|GF,J>78A !2|Q?G! GM|J1^WC)6NHQ6UWT73773M|S?
N !VFS?#J M|^'&E1MH^A2>) A I20J'.CZ*/#J^%;%8D*IYKZ=I,V=&55GB569%) "CX
M>|9 |\$Z/A| %3|FW|G+|E'XUWMS|3/@U| "8T:XTBXM8|6Y|>> (=+|'W7A
MKPKXKU!%>.STR||+7EQ= ^*= /LK,206>M&R;81"%/V&?B=I7)'AV^QDX|K6W
M3/'73>X|:3 A9VD< P#%/:@/FWC (F5L,D@*=I&G\$Q| 9(4' X|I?V=B?| MEY3|JR|(-
D"KQA|D)/^NFG4 .! A-|:/QV 8L|&"T|>?% X4?L LR &
M'XGZE|8;S3##K'QH^(^M:9'V| A3|(K9T 74 \$EEX;TB+4-:NK94E>XF09(D
M85|' P#!. X>F8?U'^?PHP J| A7F?| PLS2?^A=O?| MP:6W P K: A A9FD P#0NWO (-
+; Y6T?5.; T"P |!:#VE| GC| /3 M,/ZC /X48?U'^?PKS| X69I/ 0NWO| X-+; P"5M' "S-

) Z%V] P#!I;? M "MH^J8W H%A P""T'M*?||?O X!Z9A 4?
Y "C#^H S^%>9 |+,TG H7;W P M:6W ,K:/^%F:3 T+M| .#2V | E;1|400
\$"P P#!:#VE/^>/W | /3, M/ZC #^%&'|1 G!|S X69I/ 0NWO @TMO\ Y6T?
|+,TG H7;W P:6W ,K: M/JF- P"@6' @M!|2G /'| | @'IF'|1 G!*,/ZC
#^%>9 |+,TG H7;W P: M6W RMH X69I/ 0NWO @TMO\ Y6T?5.; - L/ !:#VE/^>/W P#
/3,/ZC / MX48?U'^?PKS/ A9FD \ 0NWO @TMO E;1 PLS2?^A=O? !I;? *VCZIC?^@6
M' @M!|2G /'| P#@'II!'^I"G|Q@C|178^!|?VM<#(RM@XZ@<^>.,YQGZ\$ UK
MP' A9NC|9|V7V>V%MI=O9F+3I9LSWPG M0H)E&Y56%3D.,
%@1UZ<5PXW"8F&#Q4YPG",7%R;BU&-| \$K|\$|Z=U;R-*%2G M|:W/&
|CHN97;UO9=3Z57H/H/Y4M(O*|?8?RI: ^9.|**** "BBB@ HHHH *** M* "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M KS=<^|0 -S (5|;?
M#@GO;I?| V#4|\$G!NIAG !/!&.G4C'M|DS'! QU,7 M/ VX 3CIWKXV :(W#Q5I9 +%M)B
!.T B|G))9?F.3CCVQR.OL5 M)V7= P!(XL= NUGNZMTO|O?<^!|=8^6HVOQ8|2?!KPG|
(&/CSQ/X7^'6@ \$
M: O|. |1 ^#O#^D2VGB/5+O2=,TZWMO\$5|8WUUJ\$1L;EY95B:%#);I#+<32>4G MRP?
V^[7XMW?D'A|JFS0A/X| :3^7C;P#XIM/BKHMU#??"P7^S^;C4?C|9 MZMI-C>;E|:Q?
9;/PUX1N,O8RW6L?VM#<>6T*MV C'7/B-|*?VM?B'13=) 9X
M^.GOA|. ^,/ @'X"|+>\$|6^%&@^%M6T.P|;:>&=>U?4K 1O%&IZWXQ|/7?AZ%H) MK#?K-
J'P^ ^'/QC :9T:S|0 #GP+I^L7AMA/--HB>%K?5|*T6QU/ MQ.BS*6@O\$-
??=:5:D: ^|E'X9UOQ+IL8=[W1='UB M|O|<17"RP*UO.D6:I|/77L ^O>+=='|Z-|9O"6J^*M(|
M!O|& P"R K?P/U X1ZU^R|^VK;?'OQQ^T,9O#S?";Q)X)|->.M?|4#5?AYXD MT|6) \$?
B7Q|4=+UV'0 \$ AV?PUIDNFK=:V;Z|NX|6".5 |+|S|1?%7PX|\$? M"30?
V6O'.B:3#^WOX^ ^,6J?'G1|O|,WPIE|%^\$ BOXFUZZ|4ZMXAL/\$\$7BE? MB-
J,UL/ #%QX10:M+/\$D>HV&F!@:| -|8 MI LH?# ,=:|./& QW
M|^% &'AGQ39^!O\$VE:Q+|T,?ASQ;J.F6>LZ-X=|1ZR-+.,@:#|6|Z3?6%W:1 MZEJ=K%?
RW3"VGE==I^5E^%?QE7PM^V|.) AGXVO-0! \$H700| MA"O"@3QC|0 " B.OH^I?
VRE^ ^N>%M/L;V76|(N-%C\$ "JRO33|F0^2 '#|E/ MXN^ . 4CTVT^#"|%^\$-IK B2-
M|K45CCLM O-#|2F.SU:6V NK1A?+ID8MYUMTE5<1=2|E/1 !9.Z|;I>?R+YZ+
MIRNX1FU|NJ|T>FUK|: ^>I^B&F?M@ LO:QX2|3>-;+XS>%&T#P7XTT#X>>+-0N
MUUC2FT'QEXK>Q7PKH&HZ3JVEV.M07>OK?V|Z1*VFBSU.)GFL;FXCCD=>A|9? MM+
#X=W?Q|L?&WQ=|&>%;GX1V @RZ^)T>MW|S:+X*MOB3.UGX#OM;G-H;>V
MLO\$|S\$UOIUOYS03LN?G; K|NOVLOV3 (_ !,^)?|='BCP#|V=2U33 &'A M?|@OQ-
|+HC=Z5I<'Q4UK|GK5M;OO&WA70I9KLI!XAAT|:6&QO|9@M5O;FXM-
M/ANEM5>Y@|R^* |W|4?|OVO P#!0#QCKG|+'BSP;H Q OOV%|/X6>\$?%.L>
M#|7U|QGX, ^\$OC""Z|:XHTRPU:ZTWPOJ ARVBO|K6?#\$NH7P;3?LSQ7M^|W' M)?
UFOTPLGTMRQMKU^+IV,4DW958|]|?=>Q^K@ ;< 9)6V\$C ' X?
I:QDNM3AU73|9+V<,*ZSL ^F)J.AZ7"O%%E)'LM6@6+S5NK. ^@1YHI<6X /SXX LL %?
Q'XJ P""O?B3PC|(B O/VA MV= V?/ /P&U&SC|-0W'C:| |#?#G5M-|2^%M\$N9M2L!ID&B>
(TS-G|9L|>XG MCCDC6|2WL +|KX7^! %NH | !2CX8:|?Z=?V^G? ?
_@F#X> ^'7Q*OKN17-O| M3 B)|1/"^HZ;X4U"&-
GMY=3TS3O#&H^(9EANRILIH8I"=HE2G7E*-ZRE)/E|DNW220OZ =<^I?
C=| = "A'|H3|D |G'X:Z+X?OO\$?QT|0 M>|/% C 5O%%I"X-2FU&WU30|)NKC6-/M+Y-
*NU2^FMQ%:1E9IY++E>' - M:M-.78;J O;>WA@|R13!7RQ|"/V;?BCX3^)'P\$U+P=|'OVF/A?
| \$|P/^T%X MW|5 &7X@ &"^AU'X 7'P3|0ZIXC;Q=I|PGTZY^(/BBU X3'QSH|SHVD>'&M/
M"6A7-C\$;C46N8983:.IRO\$;T9*E-I;V5|/1| P!SZ6^|J\$'3@U*2N|DY+|IS
M|2=% :> 9|0^ ^ 4 A;I/Q=|(7GCW1 ^\$C-|X<,VH6<@;P:6 X2U++5M1L+
M7P |6^*OV| V6 #7PLF^,EE|2+;QOX(M3Q?X5|\$F|'Z1XDU"7|?
XMU*STZPU!+9|)%BGN|#2" ;4A|I|%<:=|C|- 8T M^IWGD6D QU|(V>?
%>G>|O"7P0^-7P' &D BMXA^-Y^T) 87B|4| P7X;^ M!OC?2 B%;>*8|WPSX 36)?
%4^L?%+PYK8T6^T^72UFL-2NA<7|W>&UC4Z7P MZ^% QZV/? +XA>|?#/PG^-
FD !+X:;G^S1%^SA|&?B?9>#;;|I|?#7PC|3:| MXE|?^%K.31/\$-UINL^&- MM.32?
AHFM>)8M3UAK&837-BMRT*MU|FW|"4-; M:123M:[TOO\ ILB.>|
_OO1^KV@>*/#OBSPS8^, #^I-JAS4K*35;37);: MYTRQETN&)|BZU&X35K33+|3;=)/-
F635K.R(M'B,IQ7 EMX?FF &Y/V6K? MP|12O\$>E?%6P|3#X5>!=0^(7B/2-
\$T7Q8FL7GAFP^THMYX>MM0T"W MVVOKV MU;3X|3T|J^&T^!|8KF>|MK2>&XE|"^,?
ASQ)|>?V=OB=X6|-)K P^|5?%CX6> M(|.T:V|=Z3%H7B?PGK7B/3;B?
3;3Q786=YJUI9:P+EI++5-/M|?' %K|I3X!>'/CM|J&B^" # MVG^-#?ZQX>T?PEK?
B 5ET|PHMGJ|=I8>*;SQEX.|*W\$?C:"#?!X@AT'3|:|. M6MR(;2M>U5(IYX^ |'

+/?!WP9\?^.;:P5'XZUKQ M-
X"OYO#M J'BN\|\$:J/B'P\IFIW6\VNA7VNV@1K^\$WYL;>X@N:B&*UW21^O M?
LI>\$/%/@3\ECX"> ?'.CSZ'XP\&? WP9X6\1Z!=W,\$UUIOB'3?#\%GJ&G0S
M17,UC<2QW(F22:"!:\$C\$84;BY ,SX8?"3XW>./V/OA;^P[XI 9K^-OPYO\?X ME/J/Q9^*?
CVU\'^& AEX6\!:#\6KSX@7-X\$UVQ\9>(-6\!;>(O%%M!I%AI6D M6>A:+!
HDN=2U"-6EL6*WUB,*'+3F^>*YK*]FW*] N6NVJ&O8MM64FG: ^JUM MTNO^"?
>WB#JLWP3X> ;\$ ^&G\&\$OP P#B5<^+OB9HWCK5\.^)WJG;:I POL9 M
7AFR\5ZOI"W% ,NJ>);ULU+3UCU30=.GTC3KV\B@N\Z&02^5\| \$ \$7XE> O
MA%X/U#QY\3O%6D>"O"=A<6%E/KFM7#+ NH:K.MKIFEVMO"DNIZSJVISYCT.3
M=&L; 4+TB5X+5@C\?S\ :8M?BU> \%\$ V/(BCX6 9N :-\!;"O\ 9 \!O\1 M/AGXA>. !?
A7P?J7ARVU3XP>&-!TGPI-X:N-1\?;3\WB*TL+ZQGF\6W46D6: M;::>:\&IN(EC\/
&Y A7\3O&6K L= % X;>""^+MO^RS^TM8 &/XA !/3W MTY?
\$'Q"!\&7 A/6?MW>>!\;77+BPT37?'/P\N\]=M %&C:%J.HZ3'<36\$L=MJE MA<.+E:IQK-
/GIS6FBY7?3TO^/?H)RC'X.JUOIZ^:VTT\:'LMU^V7^RG9> M* M^*=Y\!>?-
Cl.=:\6W/P\L \$FH7E\:\$?\$\3M/U35;GP3=Z1-8+KFG>*#9:;)J! MAT'4=.MM1GGBBMTMS-?
M026NM^~? '@7X::Y\4Q MIGA>U%GXG\0Z#H6GOJ3VFFZ?XC3318:K>JH@MH-
;&GM'/(GGFW\$DH>%? 7Q) X*2 WX\ZA\(/\$A\~W'BGPE*OA5\,%?
M A>Z^+ Q/T"" FT70O%GB;Q#+HMW<>'M&U+Q/J%I'I^HW5W~/@
M/O\7 V+ P\J\X\O;:5OI<.6B
MK24USMJZUNO5VUL8UQ^V)H/AKQ#^SUH O0^%7CGX9Z/^T\~I>C?#'OI<:SX-
M\6>%7\;Z H"^(I"^\#^)+GPW>7=QX7US7\!GCTB\U&\$:?\%W#(O#5\+X TZ#5\7MM6
M'AK4+O4=\$DN]*N(KW2WN\2XM\QV~O*]I/Q7QWK?PX^, \5\W^Q!X\U;X%?\$W
MX\$?!W\EWQC\+/C~15 &/ODM "WA\QKXF\< "WPS'IOAGX9 "GP~H/BGQ1J&O
M;::>: K>*)KW2~.6UA%C:PK\IDU"/: 9 U XV %3\IK7?C;^U+^R~\?OA MKXGT'6/&?
PZ 9KL)?!A* \AG\(/A%=3)#>^,?& C^Q^(DU >^, BI>6"ZG M\ .?\$
TU++1XA(L4M\<|*LY22<)ZW^Q):*^C9?~^ERFE9 O5 7R3 M K\ +?^,?[2/P* 9^~F?
C3\2\|^~\O?QBZ@OM7M=7NK"+3//6U,J:I?:+IV M\6FC:5)<26T,6K:M+8Z<9I1#)Z=
(#\@?M :1^U!XPT3XO " X8 "+Q \1 GQ: 9;\<>"?#OB%XT^&=UH8\0?L ?
LE?!\3P7XNU*+2\O4~5\>^ 'BG3/B1X+T M>YMK^~O8'T?
7I]*MM8LMUOLIM);RP:E'3J6IZ;=>;#>6<,D%PL':W .UK^S1I AOX<^~+
MGXS^"YO#/Q:@O) AK=6,NJZM=^+K?3V@34\6TW2=)TN^U:/2= ENK:P\0ZE?
M65G:Z%?SPVFIM;S~@?F!^SK^QW\6\!~I P \$=SXF^" T:7\E:P :-F^,LEQ8 M^'
PVUCQYHUVWA^XU&.TU"!\>[?7=8N9+E\3C\(|S+F5+F :.Y,^//?A^~S5
M\; @\X,L %, \./\26E M+^'&/\7UA\# B1*;WX>:OX/?\&?L3X%^(WQ%U3\H#XU?"
IQ=9^&&\+Z/X\ AU\2?@SK&A6<\KJ%\X.\ M6#4?#6O6WBDRW%S#P(X @\?@ M.*^~?
&O6 B'\L?XCV=OJ%A=:U\,V5 @WX~^),6B~++IFB>.?'\$CS7 !J)
M\6V+RW^SZ'(^MFWBD9TM\KA(U"LWV(3A<'TOT/ Y/T'3/XCTK?#5*DIS&I~\0Z\
<^~M.T6UO/\$>HQ3+JJW%F2TUU;6UF(9(V>^!\:5(OKO5\K:9X= MRX'^A3N.'6\8
\$(K,V68#8 /,\LM&K~(GY9^,\#15?A' P4\; !VT P#9 MO^~.OQC\
>)OV5 !GP\.\ZK\')\|ZA8MX T;Q=K&KWGAG7=0\2>./#3>&M.N
M+6ZMC+X@FM=2M=.A>2XN+::.)HL(1J>SO&\$VW=J\T6\ZM=BN>~HZ\12>CWN
M+S*NK \!0B'XG:!\!=""& 9P\,75\6 C7^T\KO\&L>&?C\H0LG^#\|\)9I~
M3^~.47C;2;"YW2:QI>@V<\AX:N\2>\TW4\ 4\&\6YBMF@F:\!M?VG P\G2 \ MB?
+\%M, ^+OA6\^(\.NWOAT>&\$GU"XFG\3;:'&\ X2MM?6Q'AR7Q58C,4OA%= M377\%
[=X)K29E61OQ>T/X \$?JE3X^ L3 M' 'JYT?0\>^~?L:'\1 C+XV:7 MX2U*W\1?
#GX*>)OVG?#L.G #P9<^)KJ\3;?6;C3XM!TWPU)XGL+22SUKQ~ MNUE"
(I(:J:TW\FW\HKQ%\!~?A P#L=3 !:Q'X\$10 #;JONX :)U3\I9QX=O/A M3XF^'UK\6M3^~)L?Q
T'Q+IVLR>)) BOXRM~9B\%ZEX6U#PI87^G)\H2^URZM M\1(WR=6O3;3I3E;>~
N^V^@E.+<KZ^CZ @?J\IO\4 P"SMJ C:#X>Z7\7/"FI M^~
:G6M5\,KHFG27UY/'XCT*ZO\60#%W\,~FVCZ;XGM)=.NT70~10K75:@0L
M;:UGRF\RC2\VYOA#X\TCXI\~5T^7Q%*?B> PPUC3?B\!XP\|\$:;)B M:5J&MQ^(I/#~
L:PV=Z^NK%X>L9\$74K\5;)H\1L=*@9+A P /A5X9^)/Q7* M^* A%X3^~'B PGII?
|\%,OBK\9I?VA\|F\~\|/:\\$ ^#?C'J6M>(\WQ)\JEGJU
MCXKTWQY87%A<^\$)/#MWH>H1WFGW~K+9ZU&AEBD^M B%X0^+6N^\$/VGO@ :?"
M7XFW=WXA :VM?CCX0\7QVOA^3P\XO^~^M^(\ AY\\$,WAWQ!'XD.HR>*~!M\ U
MZ\3:3=>'M*33)\$>.VFU\$L"4ZV(G:V&G'S5OT?2W7KZEJ%.3\^45ZO7YGT?X
M\ : 9@^%OB>\|\% \$;XV^"?! B32\9T?P\JJEK,V\QV/AW7=?L\2\T6V\3:U M%IDVC^&K?
58\VT L^ZUV^T^.\^TQ~#N4N8XM. ;& 9=U3PQ\0?%UG\;?!JZ! M*~2T'2OB5J~^~K:7#X~

O?%=U%9^~QJ|CJ6EVFL+8^)[R40>'J6MM.N-&U9T ME2RU"4QR%/D7|J;|G'XE?\$/X |
!1OPAX>^&3>) \$OOX|9 "[5?A|I3V^B- M-X^TKPEX6|#;:/=>6?
CC|CKJDWPG\.)9[C1M-TSOK|1 @=X | \$7BC5?AY;W;WQDM=
M6M=%O9VMU|UK#;K+>L;>|6%EC6U4Q%K>SJ7M +Y>A/-%:)Z+1;|+1=.UCL
M/'|37P|^&EUX|LO' Q:|%^\$|GX7>&?" CGXBIK&H36P|^'##?&^I'10! B37
M)GM1!8Z;KNI|+2QEEF4|TB27(@M|I|>?7/|>?|&-I8ZM|U^TC|-H|+1?=\$=M
MX3UK B8:C%>Z-J%^UJMN^J:?)IB:GINB74% !T3PNEK*E|VLI 4D/Y M- 'KX"?
M9 M)S MY>+KK|DSQ?X0TCXU LX?LD?#OX3>&?%>K>"|CO#XUO?AQ M|5-
%U Q|HOB01+?7;W30#6LZ790:F9M.DU#4+.^T"!I?|3:6X^SI| |&K|D MOXBZ|2?
^"FWB+P?|#8KRU^.'| P|^#P:NH=^(VT BOQOHO@ Q#IMWX&T MH-
>02V#VNHW6F6,C7:V>F306U|W;K:P|9Y|0|/95-?+ @E|D\$F ;)VUM?>W
M35=3|!5^/ZV7|6EO^S3K5GIRO^* @.WQM^>NZ>C/-K=KH>OR:-XPLM00\$8P
MWLEL;O2|0TMX%|E;:YD|J:6W:.8XW|0WQY|9?#SXH LO?!#X8Z1X>U#Q P#M M\$?
\$VZL+W4/%5G=WNA>'A3X TX^)/B;L.%IK^VY^PO:Z H>|P7O|.W 38US0/C!J-
Y>0%|\$|;^-KS MPOH>E>\$=2>W:|M=1U|>7PY|DQ'\$^F^& % Q'|*V\$W@Y))Y)
(P"S|3UV|T>:PT=| M2;|16&W9CO56I?6.10V<|V &ZZ?|B.:|>+^:;^Y-G1?%'
(*& !7PQ|5 M@ |!OX;:|X7^*?C;XD?M\$6WP&|7Z)INKZU9MX!G33+^Y|0:K#J|<6@?
V#XLU M7PSJ-E%9ZWX>TW4VFTT7+K>2FZC>\$>VW?|70|/-6G^)?
%G@^ ^+OARV|2>#-& M|7>(|?LIK'Q'!!%H/|@1A+XNU+2M1N-\$ATOQ);>&XGB ME #-
Y|Z:\$|A|J7@36/\$ MGCG4D^*?@/5(=;/B;Q#)X|J|=L;CQI:WFAZ/>Z-J% E+&5UI4C
^B #VA M'? M%'XU , %CX- %2TTOX<>./CW; %K7 %.G #;0/@A%X<|6Z5XK|.^\$+'X1:'
MI&L:MXG|7>%?%>A7.DG6+V|BT5WN)O-U#1!>VBDM'ONMC|FU:|I+|G 0X/A|=|8?
MG9 %KPCK?CWX:7LN|NUGX|I|^& M-"M?\$'B/Q+X?NXX)+>32-
%TBYM|W4;|I>TCMQ/%&Q|YQ&-KX4?&OX6 '2+S MQ!|) %UMXST.PODTZ|U"TTW6|)-
K=36=I?V@EM/\$6FZ-?/:A9WD,|AJD%G+ MI-W\$)'AO6CV-)^+O|D|G|'L">* VQ !/Q(TC6?
CE|*/V0=*^(O|\$G|+/AGPSK MENWB+50A-|4)H?C'XYL-.U.6ZLM-7QOX?
T|Q7H'PQCEEOX+O36|+1V;/++-, ML7Z1 L?6 P 8+;+XCZ=XW|.??&+PO|M O?
WACX#:=^T?8>\$--^--SX>T#P;
M:6>OCQ&?"%Y|*1>\$|)U(IH'@B#4)|I3:QTS|7=7#M<>5%T4|J|?FDGAY/FC**
MG;6FWM)+?7X=-?+LN:/?|' D=A|/?VJ #GQ'^//BGX#Z7|./BAH%WX3|(>(? M%D?
Q%|9: '%X=|>,E|^*^M.|'Z|: ^!+.YGD|0>(-L-7U:UC'B7^S|31KPF6
M.ROKF2/RCWOOK^,VE PYX8U 4O#FK^*I?&O&'| #32M&TC50#NAW UGOE
M<7<%C?7NH>)YK;3|33|?|'(I|)K%\WZKXU|\$Y?!MMXIU;XM>#/\$-GK.G71^)*:G<>#)|-
MTR NWUF32K*6WNHV|O3G!=C|%|8 !^B6 @F|B|??#3XF?M9^\$K Q3X>DU+X3
MV.A^\$?&6|: EI|KO+;QCX;|.ZA+X)BUE=(N)/L\$|<7B*/5;>|.J5K9KOE,3B5
M66'4'";E3E/WG%IRYI- AR|-=AII|"?& XR>+/-A-)X?B|=>\$|+|-6VA \$/
MXZ1X1UR TS6/#E| 84>J6-KK\$VM6|X=9HM+FAN MI+(.)1|*L(Q?*?
<20D!H)=P*=& 87 M &MO#4'@?Q|)/"?QX^,O@CPO^S|/\$/'#V5KXI|
6OCKX@>#O#,5A=66GZWX MET|1KSQ'X@-
XMD\,6VNW<>@6%A++'=,"PK|F((6M(>SE?|I86EK83)MOLE MLK>.UDW';,N9H9,!&
<%<.6Y%52E54>64))7U5GY=K <59V;Z(L44S>.W/XX MG G|:-
YI! WT*VU EE X|+ Y\$F|4OQBOSDG^ ^BF;SZ# OH4;SZ# OH4: R MR |)? "(?
0?|]"C>?0?|]"C7^67 @\$O D0Y9=O M "/ P D/HIF|^@ |Z%&|^@ |Z%&O|LO)? (ARR|?
^31 ^2'T4S>?0?|]"MC>?0?|]"C7^67 @\$O D0Y9=O)H)#Z*9O/H^ OH4;SZ#
+Z%&O| ++ P M"7 R(?0?|]"C> M?0?|]"C7^67 (!+ P"1#EEV P#)H |
R0^BF;SZ# OH4;SZ# OH4: RR | M)? "(?0?|]"C>?0?|]"C7^67 @\$O D0Y9=O "/ M P
D/HIF|^@ |Z%&|^@ |Z%&O|LO)? (ARR|?^31 ^2'T4S>?0?|]"C>?0
M?|]"C7^67 @\$O D0Y9=O)H)#Z*9O/H^ OH4;SZ# +Z%&O| ++ P"7 R M(?0?|]"C>?
0?| M|]"C7^67 (!+ P"1#EEV P#)H | R0^BF;SZ# OH4;SZ# OH4: RR |)? M "(?
0?|]"C>?0?|]"C7^67 @\$O D0Y9=O "/ P D M/HIF|^@ |Z%&|^@ |Z%&O|LO)? (ARR|?
^31 ^2#^,?4 ^@K70|I/?C'4 M@.^A2C|P#^M>#=3G'8MCUX4?
K D5|S^SWD>,=0/' (\$DP,|<78;&1D<|!R1 M|UY&=Q:RC,&UI-T>7SY7&^FZM9|I!AO|
|I+?EOS6UM|^SM|S9|HJ,*>P (M4M(#D ^H! ,9I: -CWPHHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@*"12QZ'R'@=U8G^M>!' %' MX4ZSXXUNRU"PU"QM8K>S6W>.Y|I.Y93*,&.-
N69CW "@=SD 0-,**QR=|2?LER>+|2PL/%5OX)|3Z?I6KZ? MXBTO3 \$6E VC%I?
B31IOM&C>(-/\$J?Z)|VDW(^TV%Y"4DAF D 4@ ?=/E)G. MWGKU; &GX""3@5Z?
^L>;65JD-K;+ML8QP=*-|7W|M#XX7|GCQ:DLKW/F1| 1(P;RL|Y-VZ5P=|A1=S,%

%.HG/*M X:TX:/X?7PCH&DQS7 M4\>FZ+:S6-
DLU\|DUW=BWBA"&ZNB5Y|B9U+RRLS,26)/W%Y: ^K?G0(U^K^) M/^?RJ | 6/-' P OH?
@M? "13PE&VS>CT|^5^G: S/C@ L|^*'+YUC2OG MSP'N\+DN&V@0#9N5RC%-
K,H&23S2G|G7Q*3DZOI0)*G=FZ) 1BR*N80%"EGQ MCD|VSGC'V.5!ZY |Z: &D|M?0 | ?
3?XTO\ 6+/-/^?T/ !: ^2(^HX7K17SD MVONN?0 9W\2+N UC2L.S,PW70#;X *<, /)8\$.@ ('
XQDTT L|^)CG BQ6|JWNKR6:0PVQ\$C%;>!GC10'.?MO8OI^I P
:38O7! |Z: ^6<4I<0YHW'J|'1W?N1 M73R KJ/ZG06L(GQW=S|COH626#SY-
AYP=Y/V= %)W--K>CY; M);.+G,CED?<|M"6R|BKY@W\$2#<&!\$K@ 96Q?3|3 (T;%
(Q@XZ|2/Y&E K#F MMY/VL=;:|JZ7|M|^ F#PE&37-
'G7FWIZ6WO|CXV7|G7Q*A4C6M*RIR# *2K M<\$,%9UA#R+O =E,IQ|SDL MQ&XL&9B?
L?RDZXY|=S?XTOEKZ' OIO\ &C 6+-O^?L? %\$O 81N|HQ;|W? M^9|<+^SIXFZ+K.E
@XS"" OG. """"#Y18\$9 M4@<'!P: ^Q|B^GZG !I
BCD9! WF J:4N(LU;O|=6T44D|='K:SZWW!8#") MIJC'1I|O|SXU X9U\3
8&L:4."I >WHRIW8&!" ;V((OV NBG+^SMXF4C& ML:3A0%|K@J4P%=" # HQ(@VDC+
%B,\$YK|*P/?| , XTA4'KD | C C2?\$6 M:23BZL4GNU&-U 5BY83#233H1L -
P!=#XU'|.GB3!5M8TM@<;@S7&U|K94L
M@A*,0H6,DC+*H)R233A^SIXF."-9TLX;Q |Z8?R-)<0YK'2-: +|W%?
YW, J&%7PTE%|TW\ O 0^ M.?| AG/Q3@ :UI((PP^T @J%\$9 \$6/W95F0'A2Y'(
II 9V\4JVZ/5M&\$H(MVR%KCY2 P76OH?^ ^F P :=M
&C:IX@US1K3P/I&M>+; ^TU/O1J^GV,|OJ/ MB"^LK06%K=ZK*2&SK6DX*GJ9P-N
M.Y|DD |SSCKS7V-L7T 4 P"-)Y:YS|WTW"ZFA<19K= O8J\91TBGOTW '6W
M9@|%0\ P1|C7OP"|475II=NNKZ.C6%D);N^ ^X!\YYO.5E <8(7|P!&&QR"l-
M9Q 9U\5 |!C12,,Q"Y8@8/V7M!QUP.<9/ICGZ#I1L7 MT 4 XTJ?
\$6;0@H^UC=7O|L7|JWW=A?4:/9 >?"?BC|DN;QII8T3Q?>?"?>C# M4M*UC^R?\$EBV|V
U7O|^'5-%U)8)H-JWNE:C;P7MG../#<1(Z,H!KHA^SOXM M20?
|3O0L\$Q2IO=EEFC*8D7..0|;\$620 O*,AV)8D 9)1?N/ M0DX SZ>G-
4^(LSD|R|QO @C\NO0?U&A;1. X'P HG|^ ^H>&|>ZM/#Q|(:!W MNJ7FLW=AI%C-
9VMUJNHW+7FH:O/#% J2:C|W))>7+ O/(BO(69=QV#^SMX MG)/
!.=)P26(S<8+@2S#|. =S8!0\$|@,|0"A<;6.P|OT:
MD\$*VN\$U'5+:Q\$HL(M0NO(,EPFF^< |G)PEL)90G^L
M8FAXE 9+D\76>GV'B:W|\$^);32M:TOQ)I=EXCL&U2UL/\$>A7*WFBZ 9Q36^Z
M'5M(NA|JLKM2'BEP;2|Z5:- ^RBK M/ROV\K6|\$ 4?"?AO|D= ",&J0^%:3P?X
M:@US6|2\2ZW!HEFUBNK^(|6E,FIZY|C0P#|?J5|A5GNKDR2L(X?F!A3'0#|G
M+Q6!A=9TH#YL#=<8RVP?,#\$=X0(1&&.(|I%0#@C|*,:DY);) P!HTOEKZ' O MIO|
&G K)FR^&K# , 2T^|E+!4%T?| 7R/C4?LY^*@Q8:OI(SMY#W&|Y%"@ M,WDDLf-
QV\$;=SEL9P:3 (9T\5E<'6M&R0%#%|E ER&(*F%0Y,@216)#(RC: MP&0?
LORU|/ WTW^-+L7T 4T?ZR9LU|U:/RBO|P^IT>E Z|+P J|+&HZTMA
M'K2>\$=9ATK4|36|AU/3WO(; '6M/1TT|5|6.=91#|J%AYCO:W*+YD|^|
.V/CK AG7Q/ P!|;2/^ ^;G .,4?|,Z^) ^@MI' ?-S M P#&*^Q?*7U; OHT>4OJW ?
1H UAS3 G^O\ P!|J0H|W|W VQ|=?,Z^) |MH+:1 P|W\ |8H X9U\3 | 06TC OFY P#C%?
8OE+ZM P|J&CRE|6 |Z-' ^ ML.:?| U X @^H4>|^| |8^.O^&=?\$ |
T%M(P" ^;G XQ1 PSKXG P"@MI' M 'S< P#QBOL7RE|6 P" ^C1Y2^K?|J|&C
%AS3 G^O \$'U"CW?W? ;'QU PS MKXG .@MI' ?-S |8H X9U\3 P#06TC +YN? C%?
8OE+ZM WT:/*7U; OHT M?ZPYI S % X @^H4>|^| |8^.O^&=?\$ P#T%M(|YN?
C%' #.OB?| Z"VD M?|W/ QBOL7RE|6 |Z-'E+ZM P|J&C 6'-/^?Z | 0?4*/= = | ;'QU P,
MZ^) ^@MI' ?-S |&*/^&=?\$ P#T%M(|YN? C%?8OE+ZM WT:/*7U; +Z- M'^L.:?| /|? ^
(|J%'N N | MCXZ P" ^&=?\$ 06TC OFY | C%' SKXG Z M"VD?|W/ P 8K|I?I?
50^ ^C1Y2^K?|J|&C 6'-^ G^O !!|0H|W|W -L? M'7 #.OB? H+:1 WS< | QBC
(9U\3 |!;2/^ ^;G P",5|B^4OJW ?1H|I?5 MO^ ^C1 K#FG /|?| @"#ZA1|O|O |8^.O^&=?
\$ \$%M(|YN?| XQ1 PSKX MG Z"VD?|W/ ,8K|I?50^ ^C1Y2^K?|J|&C 6'-/^?Z P#
\$'U"CW?W? ;' MQU PSKXG P"@MI' 'S< P#QBC AG7Q/ P!|;2/^ ^;G .,5|B^4OJW 'T:
M/*7U; OHT?ZPYI S 7 @"#ZA1|O|O MCXZ X9U\3 P#06TC +YN? C%' #.MOB? *"VD?
|?-S /&*^Q?*7U; +Z-'E+ZM WT:/| 6'-/^?Z | 0?4*/= M = |L?'7 #.OB?|
Z"VD?|W/ QBC AG7Q/ -!;2\A OFY ^,5|B^4OJW ? M1H|I?50^ ^C1 K#FG \A
7 @"#ZA1|O|O MCXZ X9U\3 /06TC OFY ^,4?| M,Z^) P#H+:1 WS< &*^Q?
*7U; OHT>4OJW 'T:/|8|^| P"V/CK (9U\3 |!;2/^ ^;G P", M4?| #.OB? H+:1 WS<
!BOL7RE|6 |Z-'E+ZM WT:/|8<|X-?0GEKC'S?7S6MT|.NEGKV-
6\$I49<|+N7G|W|= @7|H'< M,CH1QW';Z4ZFA0&+>.W;|*=7EG4%%%% !1110 4444

JM?IJ"CSXO^>J?IJ"N

+KNSN-4^TEK3F'R9R@!SUP_00!'\?'<'@/[PC9Z=
M&B_&42W,F,%Y#R<_3I^%:VOZ':^(<=#O-+O\$5X;F,IR/NG!'N#6#_PK72/^
M@AKG_@SE_P:/^%:Z1_T\$-<_&)D^QSDW;O'H MAY_/@#ZU|AQQI#\$D<:A40!54=
!7\$1?'"P]%/>37<<^K)<3 "21=0D#.!TR(_ [_ M.M1_P*_ '0T>(_ [_ .M0!V-%
<= PK|?|/#1XC_P# [_ZU' "OQ_T-'B/_M,#O_K4=C17'?| "LO^K|6>)\$|)? *_7_P")H [&
MBN_ X0.X_P"AR|2 _^|2 _\$T?|(<_.OXG@_G7M'PH|(X1|\$V|O<*HOKD_:+
M@<@<L.%/T'%2M|/?M5Q:OJ?B+5=1AMYEG6WN2A0LIR#PM=H,|Z %HHHH *** M*
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "B@TW<* '44FX49H%=
M"T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,
MT!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,3=0%QU%)N%&; NA: M*3-&; NA:*3-
&; NA:*3-&; NA:*3<*-PH"Z%HI-PHW"@+H6BDS1F@+H6BDW M4;A0.XM%)FC-
KH6BDS1F@=Q:*3=1NH%<6BDW"C<!*W%HI,T9H%="T4F;,T!
M="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;
M,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T!="T4F;,T#N+13=P|:4'- M"T444 %%%
!1110 4444 %%% !1110 4444 %%% !1110 AKS'XFW5S;Z MK9B&XEB!A)
(1R,|^U>G&O+/BE_R%K+_KB?YUV8))UTF<^(<=J:..%[J9&1T0)9NL4<*;GW@GE| Y)
|>U>J|1&+:E#8XE!NUF<;:5|_S_7/_'|_&C^MTK|_)_KG_OZW^-
=OIOAW1ITNS)"AB>2182S'?&_C/._':AAAL+V#2DGT
MR!H%LG8RAB#N7/RDY_&E|:IO:/Y!|.75G'?VE??|_P|<_P#?UO|&C^TK_|MY_KG_OZW^-
=5)I^C7%F=EC'!)+IQNPRR\$^6X.-H!/3BGWVDZ)'9VJ10MYN^# M|Z%.)
Q&X,V<|J>G2J^LT_Y?P0>SEW.2_M*_P"?ZY|^M_C1_:5|_S_%S_M-6_P:[33X|
(CU*"/3|>\$PZB;89:AXB>WU=F_L_S&,2E@\$?
)15/H1CI5J+1M+EMDNY-.BCO/LTC_V>)3M<M@X'?
-2|1"*UC^0U"3ZG'O?:C&0'N|M21G#2,.*;_&E?_P#|/|<_|6_QKT"|ML-*O-2EN+V)9##:0!
(|E|9Z|_@G'2N"U>&WM|6N8K3>+=7^0..0/2KHU857R M|MF*<915|C|/2O|_G^N?^_K?
XT?VE?_//|<_|?UO|:JT5UQCSR|EK^MTK_)_KG_OZW^-'|I7_/S_%S_-6_P
:JT4P<|NY:_M*_P"?ZY|^M^M_C1_:5_P#|_P|<_P#?UO|&JM%')'L'/+N6O|2O|_G^N?^_K?
XT?VE?|_M_|^7|_W|_!JK11R1|!SR|EK^TK_)_KG_OZW^-'|I7_/S_%S_-6_P
:JT4P<|NY:_M*_P"?ZY|^M_C1_:5_P#|_P|<_P#?UO|&JM%')'L M'/+N6O|2O|_G^N?^_K?
XTG|I7_#_7/_?UO|:K4'H:2/8:E+N:NI:A?+? M,%O+@#<G
E;^Z/>JK7VI*,M=W:@|S(PIVI?|A(|L?|_Z"*[JZDD_M/4UNV7 M^R?L*[0^-
N_8,;??/I7'.J&FE[MS6*NJDTG14O9I19QF)=.:<1'<@WAB.A.1FM M^E:G!L.),8SEU.,&HWY(
O;HD|)6_QI3?ZBKE#=W8VUE'-*1;NMOYG\$0;[S#G)Q65*R-
|3RQ92GVP<|NE1&O"3:4=E<;A);LYUK_M%%#A[N|4^|C#^M)_:5_P
_US_W|_&NVOQ'J26\$.5N;8WTOF23GYD(S|F!_M_#Z5#
<:/I"74T|O9)*RV:RQVA)0,Q;!.Y&!SBI6*A:6.O|_7D4ZA7=C;ZA)=Q.4:ZMUV M,0NW8,C@|
MU6-CIEAJ_:2QAD-Q82\$PME064XP_3D9I+,%0V<=0|G+N<;_45"EKRZ_89!C M=K19IXK
_EDSG!8R\$=\$<|/#M4W|GZ/_M:~?*[A#?M,">4TAQ%O4;@,'G!J_:PZO_(7LY=SDQJ.H\$X%
|= \$GL)6_QJ076 MJDX\$|3Z!GI=4C73|;NH|1BBPS,(F!Y!XYKMM+OYGU|2%EN6:-
M.+N" !: MY/O5U)J*3428IO1LX3^TK|_Y_KG_OZW^-'|I7_#_7/_?UO|:|*VT?1+|J2

MVO)+=4\$EF\IME8L"X:'3.3QVJC=VVC6?|H3PV0F4-
"L<<[%=A8'/%SEOCM+:P7.GQ6DMU)-:J Y)7'W'Y/<|4OK-+^7 M|@|E/N<=:5 P
_US_W|; &IGGUB-(W>:|!"RKN0[V^8>HYJQXBMK*TU86-F MJA;=5CED! UC_P
1KLVD2'7M1#2-!%I*")UOD# Y7WJJE512DH|BC%MM-G M"U,D@7-
X2.HWMQ3GNM5CB\$KW%XL9::&.C 9|.M=K->S)XKLT28?9GLLB16'
M|_Y#AF_VLUA13/=^!|3ENI&DD%Y&49SDDXP?TI1JWLW%6T_'Y XM:7,1; 47
M.\$N[MB!GB1CQ^=):.5 _US_W|; &NOT6UMK6Q5X;5&|3Y))+PORK'^#&
M<42Z'I'6DL8M 88H8I(KM)?FGYR'I|7 /S _%S _M - 6_P :/I200^?ZY_|^M_C79C1=#?
5DC"(X%MA)!:E6+,V<'P<|NY: M* _P"?ZY_|^M_C1 :5_P#|_P!<_P#?UO|
&JM%')'L'/+N6O|2 MO_|G^N?^_K?XT?VE?|_ /7/ W|; _!JK11R1|!SR|EK^TK_)_KG_OZ
MW^-_'I|7 /S _%S _- 6_P :JT4P<|NY: M* _P"?ZY_|^M_C1 :5_P#|_M_P!<_P#?UO|
&JM%')'L'/+N6O|2O_|G^N?^_K?XT?VE?|_ /7/ W|; _M_!JK11R1|!SR|EK^TK_)
)_KG_OZW^-_'I|7 /S _%S _- 6_P :JT4P< M|NY: M* _P"?ZY_|^M_C1 :5_P#|_P!<_P#?UO|
&JM%')'L'/+N6O|2O_|MG^N?^_K?XT?VE?|_ /7/ W|; _!JK11R1|!SR|EK^TK_)
)_KG_OZW^-_'M|I7 /S _%S _- F_P :JT4P<|NY9.I7^#_IUS_W|; &O>-"9FT*Q9B2Q
M@0DDY)XKY|/OU| Z#_R+^G_|>Z?RKR,RBDHV.|"2;;N:-%%>.=X4444 %%% M% !1110
4444 %%% !1110 4444 %%% "&O,/B;;SS:K9&*20"\$Y*(3CF
MO4#6;J%U);RJ\$VX(SR*WP|1TZBDD9U8<|:'A'V&|_P"?2X_|JM1|AO?|_/G?|^=Q_WZ-
'V"|_Y|_M|C_OT:|L_M.X_P!C_OFC^TKC_8_|YH^OS_E_\$|JB_F/\$_L%Y_P^=Q_WZ-'V'
M"|_Y|+CI_P|C7MG|IW'^Q_WS1 :5Q_L?|T?7Y_R_B'U5+J>/:G97;7S\$6D MY&Q.1&?
|HJH;&|/_ "Z7/_?M|JNDU&=7P-G0?PTW^TKC_8_|YJ5CI67NC^K+
M^8|3^PWO_/IVTCQ>>WU"YN))Y::X:61B|-Y1Y)_"H_L-|_SZW/_M
'I:O:/I2N|/C_OFD_M*X_V/^:^:KZ|+^5!|6_O'BGV&|_P"?2Y_|JM1|@O/^M?
2X_|JM7MG|I7'^Q_P!TV35I(D+R/\$BCJS#_%'U^2^R@^K?WCQ7|/#>_|^ES
M_P!^VH^PWN<_9;G/_7-J|J:59E(#/\$"QP_0!FG?VE+?8;W_GTN?
^:_4OV&|_Y|+G_OVU>TC59BS*&C++U_R_M*= :5Q_L?|TOK|_Y4+ZLOYCQ|/#>?|
/I/%YK6^GFDE>TN"TC%F_=MU-6;Z75-0CMDGM)2;>+RE81-N*|L^M>O_P!I
M7'^S_P!TO| :5Q_L_|?-'UQZ>XM/_/JW|X|3^PWO|_SZ7'_?MJLG^TCIBZ_M?|DF\$
E,IQ\$V2V,*?8; MW_GTN^OVU'V&|QCD)/\$_L-Y_SYW'_?LT?
8+S_GSN/^_1KVS^T|C_8_|YH_M.X_V^OFC|?G_*M+ZHOYCQ|/#>?|^=Q_P!^C1|@O/|
GSN/^_1KVS^T|C_8_P"^^:/I2N^8_|Y MH^OS_E_\$|JB_F/\$_L-Y_SYW'_?HT?
8+S_GSN/^_1KVS^T|C_&/^^:/I2N/|MC_OFCZ/_/7|0^J+^8|3^PWG_#YW'_?HT?
8+S_GSN^OT:|L_M.X_V/^:/M|2N/|C_OFCZ/_/7|0^J+^8|3^PWG_/G?|^=Q_WZ-'V&|_Y|
|C_O MT:|L_M*X_P!C_OFC^T|C_8_|YH^OS_E_\$|JB_F/\$_L%Y_P^=Q_WZ-'V&|_Y M|C_
+|&O:/I2N/|C_OFC^T|C_8_|YH^OS_E_\$|JB_F/\$_L%Y_SYW'_?HT?8
M+S_GSN/^_1KVS^T|C_8_|YH_M.X_V^OFCZ/_E_\$|JB_F/\$_L%Y_SYW'_M_'Z-
'V"|_P"?X_|J|&O:/I3N/|C_+YH_M*X_P!C_OFCZ/_/7|0^J+^8|3^P_M7G_/G?|
/G9"JD|=JN'Q"9YUJ|-GO|17;R^5_M?0;3;2QOB17"94*.^3VOSFI6\$IUSPY>WMW(EU-
\$5EMFD"I&?+R?E|2?6NH;2 MK=[H736,37_Z2F(%A^/6FRZ-:7%Q|HFTZ"2?@B5X@6&.G-
;Z\$|/%^F7^XWY_M4>3)_<;|J=T_RBG^3)_<;|J|D_N-^5%T_RBG^3)_<;|J|D_N-^5%T
RBG^M3)_<;|J|D_N-^5%T_RBG^3)_<;|J|D_N-^5%T_RBG^3)_<;|J|D_N-^5%T
RBG^3)_<;|J|D_N-^5%T_RBG^3)_<;|J|D_N-^5%T_RBG^3)_<;|J|D_N-^5%T
RBG^3)_<;|J|D_N-^5%T_RBG^3)_<;|J|D_N-^5%T_RBG^3)_<M;|J|D_N-^5%T_LO^L_?
RKEM)6.T|6:PK7|S|H(I&,LH.WEL@#H !75RQ2&_M3(1CP.WM62.(^#UYI70'/|
B1+:_O+&"QE4:E*|+_:0WDDK@D|U|;6P!Z5N:OJVH6:7LL\$T2K!=P0*C1Y^5RH.3Z_-70
MQ:=%!|-)-%:)'++_K'6,!F^I|TYK%7#!|96#,&.4!R1T/X4#.*U'Q9=:?>RVT
MUS!&D=W)!YYC!/\$0=1CIR3C-7OMUJ-OH.GW_C>ZO_MS=|;41?F)XXY; K: MNM
CNKZ&|"R0SQ;|BKABPP201R<=Z9I7AFUT9@|K',7\$0A!=LX7<6P/Q)-
MCD;C6I+ZYT&|O:F&\$K?3E|(<)S\$J*PR>_0?K5U/%\KS:@|+F6UM(8;G>T(5FC
M9B&X|Z8&0:Z|^S(!.TPLHO-9MS/Y0W\$XQG/TJO+H-JUCU("0|1;5M.-|,&"61_((&-T8.
??,US6K;G-I^OZY?1HIFM8+6"\$N,MA(W;YGQ|?Y5VEGIXL;."TMXBD,""-%|!@5_VB1-
JKZ@T;&62W^SR(0"CIG(MR;G|Z=P.9L|^_TU_P_02O>>:3);QK)#&&+\$H>
_X_6H9_%>I0Z?;7B)*EV_MLL\$_,>&-
P'PF<'H1G(|JZX:-9BW:W&FP>2V,Q^2NTXZ<4DNCPS&TS;|5M9?-_MC15
7=@@'|:0&1IV|A_:LNG:B8VRL,\$L_78^-P;G*L#G@|5)J\$:1^)^M,N'_MO9!DO'Y#2
(!L/_Y|J:V4TZ*.Y>Y2TC6X?AY5C&YOJ>|1SZ-:7,XGN-.@EE_M&,/)S&8?
B:=P,37K;^VTMX=PM?LUR)/-C*Q3X!&WAAD2N5!%=EQB.ZM\$GC!R%D0,?QJ-|)B>
|M+@PL&MM580J|A5R,'CZ<4_3T4_R9/|C?E1Y,G|QORIW0***?Y,G|QORH|F3^XWY470

M#**?Y,G|QORH\F3^XWY470#**?Y,G|QORH\F3^XWY470#**?Y,G|QORH\F3^XWY470#**?
MXWY470#**?Y,G|QORH\F3^XWY470#**?Y,G|QORH\F3^XWY470#**?Y,G|QO
MRH\F3^XWY470#**?Y,G|QORH\F3^XWY470#**?Y,G|QORH\F3^XWY470#**?
MY,G|QORH\F3^XWY470#**?Y,G|QORH\F3^XWY470#**?Y,G|QORH\F3^XWY4
M70#**?Y,G|QORH\F3^XWY470#**?Y,G|QORH\F3^XWY470#**?Y,G|QORH\F
M3^XWY470#**?Y,G|QORH\F3^XWY470#.U=);_P#'_M'_NBN>|F3^XWY5T-N,6
M\8|T5E4Z%1):***Q*"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M *J7?
WE^E6ZJ7?WU^E..X&5-JJA;S/'/<".QD*
L,"%0GH">@SFGQJ5G%BYZ9/I7/:K:W\$MMXFM%T^:=KY L V?(Y,>WKT&#_*D6&_FN=(
MTB[M]VM+:". *2>[VY\$TRJ-H7V!Y) "M"3K**#R:* "BBB@ HHHH **** "BBB M@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH 5NM4;:5|/NY?+@NHW;#,, M'A@#@D'N
>N*NR*&#*>A!2^&|1-W:0VDT\EI8VEU\$)81&R[UPJY'W^>_
MM0!V,>K6,MN]REPOV9%W&8@A,>H8\ \$4^TU"UOO,%M,:(@2+C!4D9&0>>17'
MZS8ZO?Z"+&RBNF@2WA9X9T""?5-9O4MI8DFMDBCWKM9V" MMT'X@9H W'T- !(R
<5YU;>'-02SMT>&^+?V,S2AIV.ZI'W<||L.U1W|U? M2PO?Q.GV;|&F,C|H6
#,FU>/F)P>>|(#O9=1MX=3MM..JKFX1G557.%7J3 MZ#G%3)
<127,MNCYFAP9\$QRN>EO|-'=D L(70LJG,FW\21^%5Q MIS6KZH+'2+AK6XE@"1S%|
'<<9W%1Z"F!VF#[U7O+N.QMC/-N*A@H"+DDDX M _&O-C9:SI6EV+N|Q\$|Y--
IL0:9KUU=7L\5K/IJO8B=%,CD+<1ON4.6."2,@D<\$
M&@#TO!|#5>|OK33;1|J|N(|>WC&6DD. *X@"|U|PD-:MHI_M-Y.;N.V96=9% M P\$8
C;TX(Z'FNDUFW-[X3FCGL&EN6M3LAQYA24H<M &O#/%<6|=Q"X M>&1
Z..A4C(-4CKEC|@FO8WDEMXHS*S1QDY4=2OK531(M0BT#1X?+BB6*UCC
MN(ID;S,A0""%P<>06J,0ETS|Q\$MS'H-08S&:[4H 10X=IZGC=F@#IX9DN(YH
MF#1R*'1AW!Y|I|97AI73PQI:N"&%LG!|,%I+>[K&=[>RP9|A&4A1C/W-
NX<|^/2M^5\$7.E|^'_GH*//A_YZ"L>YNH+.(2W\$BQQEE3?#_ ,|!7&W'BI+;3;BI
M_LZXD6UF,%RBN@,3@@@8Y.&ZCD5MVTDDL"O+ T#GK&S!B/Q'%*@N: GP_P#/ M04>?
#_ST%9M%('(@N:7GP_P#/04>?#_ST%9M%('(@N:7GP_P#/04>?#_ST%9M%
M'(@N:7GP_P#/04>?#_ST%9M%('(@N:7GP_P#/04>?#_ST%9M%('(@N:7GP_P#/ M04>?
#_ST%9M%('(@N:7GP_P#/04>?#_ST%9M%('(@N:7GP_P#/04>?#_ST%9M%
M'(@N:7GP_P#/04>?#_ST%9M%('(@N:7GP_P#/04>?#_ST%9M%('(@N:CSQ!N9!
M3?/A_P">@JA+_K3|! *_LNRU>* _U"ZLT@N(VMU5BTJ;0X)(X'7M2Y0N='Y|_ M #T%'GQ?
|I%KFM5UE=(033VLS6H95>="N\$+'
XSD\D=*K2^*;%I':&)K:ZGLU^SSQ07Q86D[XVRDM/E079T\$)M+=/+A\$<:9+;47 R>2:?
Y|7_/1:YE_\$>D169NWO46\$ M.8SE6W!AR1MQG(/3I1<:S\$^DP7M@Z3?:71+QZ4?
%_ST%+77DK83;6F>". M3>F))%&<8SD9|34FF:M+J\Z'3IK=8)%#([RHP##'
>_6CE0|LZ;SX?^>B MU%=)9WUK+:W.R6"5=LB-G##T-
<_>ZPNG7<\$5Q;3"&>98\$G!!4NW08SG'O5B| MOUM)88%B>>YFSY<*\$ L!U.3P
*.5"N;BS0*H574*!@ =A2^?#_ST%8<-Z'9(
MIXFMKAE9_)D()P.I!'!|(JGJFLBUTRWN+)4GENY8XK8-D*Q8|3|8R:.5!@H|^'_GH*YC3=
<&J7=Q#!:.(|>9X7E:5/O+P?E!W8J?4M6L|*CW74NQ
MF5F1<\$D|1D|P/>CE07.@|^'_GH*//A_YZ+7,1^(!:;SDN)EA:Z1&52"0"W
M0%L8Y_6IDUO3'BMY%O(REP7\$1Y^8KDM^6#FCE07.A|^'_GHM'GP_|I|7-3ZU
M;#2+B^MG\$@B' 92N6/W1@||Y%.AUO3W\$"/>0B:64VX49YE499!GTHY4%SH_/
MA_YZ"CSX?^>@KF1XCTABFV|1M_0JK\$8SMR>.!GC)I|QK=A!<2VWVA&ND5B(N
M>2!G;GIG';K1RH+G1^?#_P_|!1Y|7_/05S6CZW;ZO:PNA"SO D(PC)|L,,C) MZ57MO\$=O+-
>M*%BMK>7R5D8/O= 0+MY_#)HY4%SK?/A_YZ"CSX?^>@KFU|0: M4QM@MZC-
<|A"H!W,0<\$8QG(|U)|J&J0Z=)! "R^9<3D^5\$""|@.IRW HY4%SH M//A_YZ"CSX?
^>@K#DOX;>UAGO"+82LJ!68-AF.,CCFE&H6A9E\$Z%EF|@CTD MQG;^5'*@N;?GP_|
/1://A_YZ"N;7Q#I+QSN+Z+;" SDY'!. 1Z@GCC-- MZ
MR9K=HY4:WD\TO*3M\$6P9.0>GXTBT>?#_ ,|!7/0:UIUS/### M=*|DR"1%
/*GH>G&>V>M/N+N2/4K6UC56\$BN\A/554#I|Y(HY4%S>|^'_GH* M//A_YZ"N3E|2P6?
VL7|M-:R6R(Y0E7+AVVKC:>I/8U9L=66|N|BSDMI;:\MT
M61X7(.5;H0PX|\$4.SM86LM.&T.IQAF!3:TQVKJ/LDOHOYT? M9)?0?
G71H08FN:2=8LXX%G:\$K,DF02 0K XX^E,U|2#JFEQV2891<12,)7/* MJP)YZUO?
9)?|G|Z/LLO^S^=.Z Y"Y|.WS:#JNDPM (9;@269+*Q|@Q5N.H(
M.#S74#I4_P!DE|%.C|)+_L_G1= 045/|EE_V?SH^RR_|/YT70\$%%3_99?| M9_.C|++
+/YT70\$%%3_&67_9_.C|++_L_G1= 045/|EE_V?SH^RR_|/YT7
M0\$%%3_99?|G|Z/LLO^S^=%T!!14_V67_&?SH^RR_P"S^=%T!!14_P!EE_V?

MSH^RR [/YT70\$%%3_99?]G\Z/LLO^S^=%T!!14_V67_9_.C[++_L_G1= 045
M/IEE_P!G\Z/LDO\ L_G1= 1R_P"L/T%<['JL&M:AJ,EC#Y4ENJ1A+C>Q9,X
MXV)\^O%=3):RF0_=Z#O3/LDO^S^=*Z_Y:]M=5U"JLI+BPMY;2)\$E,'VG9^_S
MG)&WY@O;WJG)X8OI(JG3&>#^S+B^V--N/F**=Q3;C^JWSTKM?LDOM^='V27
M_9_.C09QVF>'M0A?2+>|:#[+I#.T.D;\$M,2"JY&/EP#SUYJYJFB7%Y;WT<9B
MS<7<\$R[C_"A4G/'7@UTOV27_&?SH^R2_P"S^=&@M3SCQ#I=[;ZVMR)Q!%/=
MRR^>\$9E13\$\$VM@\$@G!'3I:U-'M;FJN]',NGRV5CIJKO2)CD&4_*,IG"Y//I
MZNS%K*/3\Z/LDOHOYT:\$. \$'AG6(A8VJO+;) '8W\$IT=PWS.WF!L<>Q;GUQ4=Q
MH^K066K:A>R*+@V\$:QM'(96\Z,E@V,#J>PKO_LDOHOYT?99?]G\Z/= P/#EG M

'K9;|L+V9?.N2#@^8_)^F,X_"K6GZ>+ 2_OD)#)*[_Y()SW[^]:OV27
M_9_.D^R2^B_G3NA6.8A\?9]434HPBW/VN1W(,C* M?
M%TTR;3T4@#GWXK7^R2^B_G1]DE_P!G\Z6@6.9N+35Y_\$B7\$MM;3;= !@VR> M?
M*OWD88Y/.,U;U73YIKNUOK6**6> /&T(+)K:QT> M6VB=TTZ[B=E49.S&TG'?&X!& K#
X/4Y)Z5:U6VOWN5FL8H)2]O);N)GV]0V,\$<'N*W?LD
MO^S^='V27_9_.C01Q5[H.LSV\$%@DL#0+;C_ %A4(T; MQCYLXXSTI-/TC'B
MK6E\$0DLHHRUNCJ0JR2CIX ?0X'3UKMOLDHOYT?99Z(X^/PY/87
CMHH[BREMHH)\$:=HRI3.20 =P M.%=\$O- MOLNG^R2^B_G1]DE_V?SHT%JQ:]:ZG.8
5^T/*B'.QI",! ?7 M@SPB&YB;2[\MB2+D MJ5RO'3!_2NW^R2^B_G1]DE_V?SHT&
<\$?"5]I-O;LL*7=BD2P7!G9O.\$;:;@I M&D!Q[X-6:[PF=5M5CEB2T9Y)]I-
DQD/F\$#:Q)'S<@9'3%=I]DE]%.C])+_ M +/YT>Z!RL&EZI :EK=NEM;R;4%W/!
(<3A5(V[,8Z]#VJ]>)(FOVD\;Y+6TL M0)!VAN",X['FMS])+[?G1]DE]OSHT%J<1-
X7N;RVOU6WM].:=8V5(Y3*E1@ MP9B1TXQCWK8TS3[M=8O=6OTBBGN(XX5AB?
>%1<[EL#)))K?^R2_[/YT?9)?]
MG\Z+H+'*7NAWTTNNF'[.5U+R44R'[B!=KG&.OI6;;Z5>Z9)H&G2QK)#IDTUQ
MYT8/S1*I"[O]L[N1WQ7>_9)?]G\Z/LLOM^=&@'.>\$;.:R|-VZ3HR2RO).R']
MN]RP!_,5N5/IEE_V?SH^RR [/YT[H+\$%%3_99?]_9_.C[++_+/YT70\$%%3_M
&67_9_.C[++_L_G1= 045/IEE_V?SH^RR [/YT70\$%%3_99?]G\Z/LLO^S^_M=%T!!14_V67_
&?SH^RR_P"S^=%T!>E=);_/'M'_NBL+D)+_L_G6],0(# MU"BLJC3L5\$DHHHK\$H****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MJI=?6K=5+K[Z_2FMQ,P;S7]:Q^V/-#-
Y%D5%Q,H!" C.<=2 .I[5+<;Q!;O M"9(I1;S2)%'< HS/IW'.
<'UK+U&PU&6+7[:UMPS:BH2*5V 1 4VDMWXY[7>HY%;.,3,\89XS&Q_A)!
(_*N3N]!U&3PYK>E10QYFN_,M7W.@^E !1110 4444 %%%!!1110 4444 %%%!!1110
4444 %%% M!1110 KD DDX &2;Q;;Q/87#0 B6%+F*2;!Y%P)\$3[Q'IZ\JVG .01D\$=*X
MR;PD+B]C:V2XMK:WMKB.**>;< \B]0\$&3M4'+_ %+3/(M[M?
I(R6T8,ZM>S0^3]I@6"*L"QPIR6QP.3^0 MHN,N_P!L:859AJ-KM4J"?7
+=/SI;G5=.LIT@NK^V@E?&U))0I.>!@&N0MO M!|Q#:VL?V2W!BT-
I/C'\$Y/!_GS6=>PR0W\$-M]A:&!K(3QAU\Y\$"XV9Y(SZ M>AIW [JYU=+?6H-.|L\$-
IQ\;S;5AC')]?>/+ M^89X-9*13;Y;:[=1P8,T@M]<2#:7CC/.
<]F.ZB33M2^TZA^G!YJ7[1#]F^T^H:A!IVESZA,2UO#'YC%.SC6::(X!\$;+N# YP>
:@U#1;AO!%SI\$#O-WI56R MT*]L9=9@2-6M[VS7RG+9990A4H<|>A'U-
&_IU^-2T^&]CAD2*9!)&&QEE(
MR#Q4%OK4\$VJC39(9X+IH3<(LBCYT!P3QT(.*=H5K+8>'M.M)U F@MDC< Y^
M8#!Q5'1;*X&IW6IZC;2B^F)169E*0Q_+&N#WZD^M %M:-CGN+N*TMKFY%H_
MES/&HVANZC/WB.^*N_:!?:C&>,!WM&..*W:3)WC.6QDA>,#*!%BZU_3
M[34K33S,LMU<3>3Y<;@M&=I;+#J!@5835]-D+A-0M6*.\$<"4?*Q. #]FN2M/
M#>HV\VE1M:1,JEJ4US)=EAF1'#;3ZD[@\$>U.;P_=SP:C-JH^1K#&2L:A)4;> M-@4?=?!/-
'6S:E8V\LUJ;QLKA \$,>@^IJ"U5:/4K6U9%V2HTDDSN% M6)1@
GUR2!7)67ARZNO#MI>W\$40]N3LJX;J&0 I(^,*P/WEVX7Z5J6=O-KQU
MRXN\$DRIJBMD=<#"#YFP>Q<|?04 =(UY;(9 US\$#&RJX+CY2W0'T)[4Q-0LI M3.\$NX&-
O_K@L@/E_[WI7&VWAC5;B:V-ZD2"X&I):FW:8W>4D&\,00\ O8SD]*+C.JG\0?:
\$MD\4RW,5W<"V22!@ MRAL\$|GTXJ>ZU:RM='GU4SI):0QM(TD;!@0.N#T-
6IN_LHN8C<8)\K>-V![5R-WX=OWM=0MDM M(':\T^&VAFW >2ZC!SZ 'Y@1WK?
T;2SI[7;2JC2RRJ?.Q|S@JY)_T 61J*
MR:A+9PP2R/'%\UQ@*F[D#]ZG'.!5A]JWBD,6!@,"^@X]<
'LG. "" .U%QG11ZY92:C=V3/Y3VS1H7D8!79QE0QJ:MP7EK2;?
M4)M+Y/5U..>XS6MH>F7NGZU?-B M1=-D0&*.8JS))N)8*1SL[X][T 7(-
::ZO[^WM]*65+298"Z\$?,Y7)Z] ..:(M=?MKF*W:UAFF>=I%\$:@

J8SALYX&#Q65HJ[&&^UZPDM9)W74//9\$;!MU!5AT MSR"*-
TO4M>UG>'SEC:Y5848:HXY"&0\$GJ1CGZIZ -V'4XKO2XJ0M(VGB=2 MP (4X'7KZ8-
_T_5H=0MH[@(88I8O.0R.N63UP#QBHM\$TQJ)+\1V#\$\$&4(Y;'3
MJ*#.QSM'LH(KO\$78BJ>J M@ T(!U%%!!1110 4444 %%%!!1110 4444
%:\$7^K7Z5GUH1?ZM?H*B0T/ MHHHJ1A1110 4444 %%%!!1110 4444 %%%!!1110
4444 %9]_D4B!@>G M85?-9&K_ .NC_P!VJAN)C?MD7^W^5)JKA]' "KF;O6Y+5-
2D6R,L=@ TFV0 M!F&W<<#Z56@|312W=L.JJNF6|<(5PI+RR2_ ,>Q
QZFM^5\$W.O^V1>C_E1J MLBJ' *N<_P"\$CTT0JYDE#--
Y'DF(^8),9V%>N<C_E1JKB]' *N6E|36-I#\$UT|EWC>7\$\$3/A\$.&
M;Z"G#Q3I)AEE\Z0(BH^6B8;D ?4D*HK2P>2VM;E|@31P^5+ RE2YX8C
MKCZ=:5!>W%03ZZT M%KJ3&R>2YL,%X(V!W C((IC/Y4C_E6)8ZE'>+:ZG M(!!%+
)V#MJP\$9Y/M5\$^+-'6WEGDGD2)%E;S(64M&QP'48Y&>XHY4.YU/VR M+T?
|J/MD7H_Y5S|_K"66@S:L062./S!\$XV.?SZ5';3IJE0|JILENH&EMV M\$F5?;@E3QP<'-
*@N=)|LB]' *C[9%Z/^58&GZIJNO| 4+-H#%+9,BN=VY6W M+NX-03>)]+MOM/VF2:#
|/#Y|>9"PW1YP67^|,^E'*@N=-|LB]' *C[9%Z\ ME7*S^+=(M0IGDG3=|JHQY#<19QO/'
J0>*-.*.?.DW*R*\$|IMTA?|FP=6!|' MVHY4%SIOMD7H_P"5+|LB]' *L"*|GDU=
(L+|EFMO,B!3:ZL#AL_@PK0HY4*Y MH/=Q!L\$-^5-^V18Z/^55)?\ 6?
@/Y5S<7BG.FVFHS631VESYDBLX((R|C(G!. M!UZ\$_2K3^)=+5(669Y1+\$9D|J,L=@."QQT
/6CE07.D^V0_|Y4TS6K.)&B! M<=&* D?C7-
S: &LMY%#',/L|*RB=HR8F#=.1VI;OQ)IMA*T=S)*I1D1W\$+%\$ M9AE03|J.5".F^V1?|?
Y4GVR+;_ "KGH-?T^XDAB1Y\$FEF:W\$SFTV_GTZ3SI;6W^TA70@2)UW+GJ#@C-
6|_5TM/#DNKQIO5;<3(O MKD#_44C_)4OVR+_&_R
MKFIO\$NE0LB_:&D9X4F01QEBRN=J8QW)Z"KKWA^P&ZBMY6QE80NV0GTP>A^M
M'*AW-?|7%TP_Y4@NH%9F"D,W4A1D_6L?2|TZE|5R83"SY!C)W%2"1C/X57L
M=734+J>W40H|4CH4,P+_"|I07%*@N=#|KAX.&R.G%+|LB]' *L+2;UM0TY
M)GV^8&.:3;.#^V1>C_E1JLB_P!O|JHT4IP,TOVR+_;"JA11RH+E_|9%Z/^5)JKB/9_P
JHT4C_E5"BCE0B|JLB]' *C[9%Z/^54:*.1#N7OMD7H_Y4?;(O1_RJC1
M1R(+E|9%Z/^5^VR+T?|JHT4^V1>C_E1JLB]' *J-%'(@N7OMD7H_Y4 M?;
(O1_RJC11R(+E|9%Z/^5^VR+T?|JHT4^V1>C_E6Q"=T2D="!7,UT MEO|>T?
^Z*RJ*UAIDM%%9%!!1110 4444 %%%!!1110 4444 %%%!!111 M0 4444 (:R-
7_P!='_NUL5!-:17#!I%R1|U479W\$U<|^O='U"YDU.&*XMXX7 M4,!Y,.94&W:0!TZ5G+X?
N(;^_L;0>1"&MKJSE9=R9C 4HW_?/ZUZ;_9MK_F#@:_(: M^+*>VZ'J|9!^@JK=\$^IKJW\$?
VJ-2MA%:J=I^_&X8-|B02?|-MO|A_.D_LVV M_N'|Z.>(69YU!X;OSJ+7UW=VS2/?QWA6-"
J%=HS|>M26_AR:V>Q65 MQ_=WL3C|B*Q|/#0|NYTC3HKFRM&EL%EMFBO%.UN>'7
/85Z?_&9:_P!P_G1_M9MM_>0^&9|5X|DL%T&MXX)S=%^=A."_O!Q@^@J3_A'|G??D2V
MT\$<|3(L4(8(|EL|W'8|N*|_ ^S;;_)YG|Z|/-MO^>9_.ESQ%RLY_.L9-3T:6 MTG=
(YI\$&3&25#_@C&><9%9USHE|J&^6YFMDG::!L1;BH2)LXYYRJYTF|-CJC%
M|4W^H+M8_(T7;M_'?LOV8R0\$XQC&|GO69=>%:_48D-
|>6_G0V|=M%Y2D*5#JQ9L|SM' X%>E_MV9;?W#^='JFVW|P_G1|2(QM|F'5+2"822?9+
(JIP/203?|LMO|A_.C^S+;^X?SI<| M0Y6<+)H>3^+LZE)J%MNI/
MPK0_L>|DUB*YGGA>WCFDD)8NRLI 4|@!GMUKN?|-MA_?SH_LVV_N'|Z7/\$
M+,_|ST3PY|GTJ_06|4C2W1\$*7@8;8\$/|M>.1CD@BN@L;:|LM)C@:6.>Z0'YG9
MMA.+6_%N^QV93 |C M.6)YSCUI&L+JXU6VN+@6J0VLC2(T(:S'XP
WM_.NS_LRU_N'|Z/LM?|A_.C MVD0LSCO#|J|I|I0\$JLCRRR3%6X*
|G)Q6I6|_9MM_LVV_N'|Z|/-MO|A_.CVB"S,&BM|^S;;^X?SH_LVV_N'|Z/:(+,P:*WO|-M
MO|A_.C^S;;^X?SH|H@LS!HK>_LVV_N'|Z|/-MO|A_.CVB"S,&BM|^S;;^X?S
MH_LVV_N'|Z/:(+,P:*WO|-MO|A_.C^S;;^X?SH|H@LS!HK>_LVV_N'|Z|/-M
MO|A_.CVB"S,&BM|^S;;^X?SI|/-MO|A_.CVB"S,*BMW^S;;^X?SI?|-MO|A_
M.CVB"S,&BM|^S;;^X?SH_LVV_N'|Z/:(+,P:*WO|-MO|A_.C^S;;^X?SH|H@
MLS!HK>_LVV_N'|Z|/-MO|A_.CVB"S,&BM|^S;;^X?SH_LVV_N'|Z/:(+,P:* MWO|-
MO|A_.C^S;;^X?SH|H@LS!HK>_LVV_N'|Z|/-MO|A_.CVB"S,&BM|^S; M;^X?
SH_LVV_N'|Z/:(+,P:*WO|-MO|A_.D_LVV_N'|Z/:(+,P|JZ2V_X|H_|M=%0?V;;?
W#^=6D4(H4=,"HG)2&E8=1116904444 %%%!!1110 4444 %%% M%!!1110 4444
%%!!1110 4444 %%%!!1110 4444 %%%!!1110 4444 M %%%!!1110 4444 %%%
!!1110 4444 %%%!!1110 4444 %%%!!1110 M4444 %%%!!1110 4444 %%%!!1110
4444 %%%!!1110 4444 %%%!!1 M110 4444 %%%!!1110 4444 %%%!!1110 4444
%%!!1110 4444 %%% 0%!!1110 4444 %%% ' V0\$! end GRAPHIC 11 forms-
1_008.jpg begin 644 forms-1_008.jpg M_|C_X 02D9)1@ ! 0\$ 8 !@ #_VP!#

@&!@<&!0@'!P<)"0@*#!0-# L+ M#!D2\$P\4'1H?'AT:'!P@)"XG(" (L(OP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q.7& MQ\|C)RM+3U-76U\|C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\|0 'P\$ P\$! 0\$! M 0\$! 0 \$" P0%!@<("0H+_\|0 M1\$ @ \$"! 0#! <%! 0 0)W \$" M Q\$\$!2\$Q\A)!40=A<1,B,H\$(%\$*1H;'!"2,S4O 58G+1"A8D-.\$E\1<8&1HF M)R@I*C4V-S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI;G-T=79W>'EZ@H.\$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM::WN+FZPL/\$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_\|H #,.(1 Q\$ /P#W^BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH BN;A+6WDG MD.\$12QK+36;A&CDN[(PVTIPDF)]ID=JT\JV2\|M9+>3\|LBE3BO/O%.HW\|L1H M\LB/\$%#;U&"1V!K6E2E5FHQ,.;-:&#G(I" ^TP?\|:/_ +Z%'VF#_ GM' P\| M"O%-[_ \|/23_ + [-&] ^>DG_ 'T;|3^RI?S'C?VU'^4|K^TP?\|H_P#OH4?: M8\ GM' -|"O%-[_ P#/_23_ OLT;W_P">DG_?9H_LJ7\|P?VU'^4|K^TP?\|H_ M^ ^A1|I@_ Y|1_|I"O%-[_ \|/23_ OLT%W' +5_ ^ ^S1_94OY@_ MJ\A| *>U_ :8/^ M>T?_ 'T*/M,' /:/_ OH5XH)&/25_ ^ ^S1O?| YZ2?|I|FC^RI?S!_ ;4?Y#VO|3|_ SVC_ |Z%'VF#_ GLG_?0KQ3>_ P#STD_ |Z-&|_ P#GI)_ WT:/|*E_ ,|M1_D/:_ M_M,' /:/_ OH4?:8/^>T?_? 0KQ3>_ \|/23_ OLT;W_YZ2?|I|FE_94OY@_ MJ\A| M7|I@_ P">T?\| WT*/M,' #VC_P" ^A7BF|_| GD)_ WV:-[_ \|/23_ +[-/^RI M?S!_ ;4?Y#VO|3|_ SVC_ |Z%'VF#_ GM'_ WT*|4WO|_|I)_ ^ ^S1O?| YZ2?|I|F MC^RI?S!_ ;4?Y3VO|3|_ SVC_ |Z%'VF#_ GM'_ WT*|4WO|_|I)/^ ^S1O?| YZ2? M|I|FC^RI?S!_ ;4?Y#VO|3|_ SVC_ |Z%'VF#_ GM'_ WT*|4WO ST?_ OHT;W_ .>C M_P#?1I? V7+ ^8/|:C_ (>U_ :8/^>T?_?0H^TP?\|H_ ^ ^A7BF|Q_P M'_|I-&|_ M^>DG_? 9I_P!E2_F#^VH_R'M?VF#_)|1_P#?0H^TP?\|:/_ +Z%>*;W_P"> MDG_?1HWO_P_|I)\ OLT?V5+ ^8/|:C_ *>U_ :8/^>T?_?0H^TP?\|H_P#OH5XI MO?\| YZ2?|I|FC>_ \| STD_ |I- 'J|E2_F#^VH_RGM?VF#_ GM'_ WT*/M,' /:/_ OH M5X_IC,VJ6P9W(+<@L?0U#S?:8\ MGM'_ -| "C|3!_ P_|H_ \| OH5XIO?_)Z2?|I|FC>_ #TD_P" ^C5_V5+ ^8G^VH_M_P_|I|7|I@_ Y|1_|I?_ 0H^TP?\|H_ ^ ^A7BF|_ ^>DG_ 'V:-[_ \|I)/^ ^S1_94OY M@_ MJ\A|I|7|I@_ P">T?\| WT*/M,' #VC_P" ^A7BF^3. |A/H&-*6D!PSR@^C M,12_LM_S!_ ;.=^0|I^TP?\|H_P#OH4?:8\ GM'_ -| "O%2T@ZO*/JQ%&Z3^ M_)C_ 'C1_9;_)@_ MF\A|5|I@_ Y|1_|I" C|3!C_ %T?_? 0KQ3>_ \| ^ ^S1 MO?\| YZ2?|I|FC^RI?S!_ ;4?Y3U9M:N&\R>WLC+9QL0TF[!..I |UI17MM+\$LB M3)M89'S5Y?:^)| ^TTMK"/88R" Q'(!K'#2= |GT#&LH9;4DWS.QO4S:E%+E5 M|GM?VF#_) D_P_|I" C|3!_ SVC_ |Z%>*YEY&9LCKRW%)O?_ GD)_ WV:U_LM_S& M'_|LO_D/:_ M,' /:/_ OH4?:8/^>T?_?0KQ3>_ \|/23_ OHT;W_YZ2?|I|&G_ &5+ M^8/|:C_ (>U_ :8\ GM'_ -|" C|3!_ P_|H_ \| OH5XIO?_)Z2?|I|&C>_ #TD M_P" ^S1_94OY@_ MJ\A|I|7|I@_ Y|1_|I" C|3!_ SVC_ . ^A7BF|_ P#GI)_ WV:-[_ M_P#/_23_ OHT? V5+ ^8/|:C_ *>U_ :8/^>T?_?0H^TP?\|H_ ^ ^A7BF|_ ^>DG_?9H_MWO|_|I)/^ ^C1_94OY@_ MJ\A| *>U_ :8/^>T?_ 'T*/M,' /:/_ OH5Y%:%CI=^ M2SDC;@[CQUJB'?^LD_|Z-2LL;;7-L5+.(I)\NY|7|I@_ P">T?\| WT*/M,' M #VC_P" ^A7BF|_| GD)_ WT:-[_ \|/23_ +[-5_94OYB?:|:C_ "GM?VF#_ GM'_ M_P_|I" C|3!_ SVC_ |Z%>*;W_YZ2?\|?1HWO STD_ |I-'J|E2_F#^VH_RGM?VF#_ M_) D_P_|I" C|3!_ SVC_ |Z%>*YFQD&T?_?0KQ3>_ \|/23_ OLT;W_YZ2?|I|&C^RI?S" MJ\A| M7|I@_ P">T?\| WT*/M,' #VC_P" ^A7BF|_| GD)_ WV:7=)_? DQZ[C1_9*AI3|UI3]"303*HRQF4>Y84?V6_MYA_VRM^1GM7VF#_ GM'_ WT*/M,' /:/_ |Z%>*;W_ .>DG_?1HWO_ ,D)/^ ^S M1_94OYA?VU'^0|K^TP?\|H_ ^ ^A1|I@_ Y|1_|I"O%-[_ \|I)/^ ^C1O?_ GD)_ WT M:/|*E_ ,|M1_D/:_ M,' #VC_P" ^A1|I@_ Y|1_|I?0KQ3>_ #TD_P" ^C1O?_ M_GD)_ P_|I|&G_94OY@_ MJ\A|I|7|I@_ Y|1_|I" C|3!_ SVC_ . ^A7BF|_ P#GI)_ W MV:-[_ P#/_1_ \| OHTO|*E_ ,|M1_D/:_ M,' /:/_ OH4?:8/^>T?_?0KQ3>_ P#S_MTD_|Z-&|_ P#GI)_ WV:?)E2_F#^VH_P_|I|7|I@_ Y|1_|I?0H^TP?\|H_ ^ ^A7B MF|_ ^>DG_ 'T:-[_ \|I)/^ ^S1_94OY@_ MJ\A|I|7|I@_ P">T?\| WT*S|C596NFM M|/MQ7FO^|/Y'.4445|,?(!1110 5 ML%::%!!::5-JL|*SLKB.&-NF?4UCUJZ;=VKV,VFWSM'#(P>.4#.QJPK|NGS|# M>A;GU^7J%QJ5K?V3)<6D<5V"/*>\$8!|C5F+PVLR%\$O-UP(IY4)\G3.,U_ZZ3 M86K*DPO|AV'S!::NA".2Z-|=K!|:OY?F8SN/M2:A>6|V_MGV\$4<@9X9&+ ^PS5ZYO| 3|2^V6TZC.0>F!ZU(/#YDNK18;C?:7.0LI7!!'8C|*FTZ_L;"6 M|I|>YDA@E4;+@C.&'? Z5*NJ00ZC9^;J+W2QEC)(1A1P1P/QHE4K7=OR"-C9 M7*J:%;R&X=;|M!;<2.J9.[T K+O8(I:=HX9Q.F,AP,5I:5=Q0W- TZW|6XJ|+7|NUO+U&MMI*IB215VB1O7%;4Y5:RP0WP=(3<2;?N>P|:FM|^T-MI#R7 22S" MY#VT|;1*ZE=I|Q4TV@0QVOVM+QGA20)(63'!/45:&IVD5Y:"YOGO@I)=ROR* M>Q I;K4H#I5U;2:H;N9W5T.W"@ YP.:3J5|"E2H78FJ;+!7Y

M>\$&.00FJ\$VA.RV\EE,;B&:3RPS+M*MJ_)5IC6+*/4S<+=)\$&^,KW49")MQMSV/O7-
#@5U8=R;DY>6YRXE12BH_@ M+11176<84444 6|+_ P"0M;?[W]#4-U_Q^7_
%T;^=3:7_R%K;_>_H:ANO\ MC\N/^NC?SK)?Q/D:O^'\R*BBBM3(****
._@V/(KV5V+8P_VGD>7YW3;[>_6E MU)[M=.'6++\$^X>1<1J_/H<53TY+"[L]+2>1;:
[#:HKANX]":OF8:=H]S!=Z MBEZIV%CA5MP3DI3LZ:3_KU(KC1KFZOHI:E-HMQ(TNT M
(N!Z5,EC;1>&+U[2Y6[\$CJJG;A@?2K,NH6;W"VDEPHBN+,1&4?P-@=:K0I;
M:1H=PGVV&>X,JOLC/8&HYZC23[K0T4*2;M;9ZE4>'X5E2TEU!5OW7(AVG&?3
M.*QI8W@FDBD4AT)5ACN*[/&:_%S=I>0:A916Q4,=|8,B\$#I[U@2:YMZ%6K+?
4YZI.C';0=%HT*6T\$U_?"V-QS\$FW.1ZGBM/1=-CT[4[U
M+R51/!"60|YLH7B0)*EP@R/<5674(I-3OVDNTE'V4Q
MD)MVAC@|"L93JS3B_P"M390I0:DOZT+5Q)"=!C>VO%DGNY2N_P D9D/ITXK+ M_P"\$?
B|XV8U!3J_7)AVG&?3.*(KZ*VT;2FW!I(+@LZ#J!6O->[IQ|R+4K&.V M8;P?+ 'F
^GUJ4ZE/2/F4_9U-96..UT9'MA/?78M%>3RT!&26K0TW2[:W@U>* M\E7?\$G\$@&<+_
'A4:O!KFF0Q->10302L6\WC9\$84XR7*E8J1Z);I9P7%W?^2L^?*PF1CU/'%94J".9
MT5Q(JG <=#72Z7,I0:0Q1ZG;R0 XF@N!|T=|M8>JM:OJD[62];E_P
"P^A0L)XK34\$FNH%W/%C'3K BK%[969\...:890)I'(M!(QN.3G)IOZ4^"&STN\N]1.H0RHR,
(8T.68L.-CDLKK1L,^T31[+>9FFB)Y MQ)/^-<[JDVT|MI'3&%-)JR39!'X?M|AI8+?
41+1TITZ ME2OR%2G!1@F^C|/F5+;28C8K>7MW|F@D;;%\N2WO4W_"/O|;)8?/#\$0
M^="0.)16A:WOFZ/#9PW-I%9+IT5%-
^1G6NER75@UR'VL91%&F/OMW_*KAT&\$R/:Q:@KWR+DP| M3@GN
<59U#4K.RU6PCLR'M+=O,;:>I;K_.KDMX1UQJC15UNT8|6BVXTV&|O+
[|.LC%=I7)!I6\NM|=6[3C\$./G*P'WQS_A M2:G/O\$D?XU>&@0K+':S:@L=|
(NX0[3@>@)Q5F);: M2=!NH?ML,JP9EDV(>P(Z?E5Z:_%Y=)>07|C% R@L)
(P9\$('ZTI5ZK;ML\$:%) M+WMSD)H7MY(95VR1MM8>|JQ?3_&F_FFWE][?
>QC/OBJ|>E%MQ39YLDE)V M"BBB) "M/P|_R';7_?%9E:?A|_D.VO\ OBL,3_!EZ'3A/X|?
4|>HHHKY\$^Z" MN8|4^-K#PI/:Q7D,LC3@E?+'2NGKQ_XR_P#(2TO_
*YM_,UE6DXPNB)NRNC; M_P"%Q;+_ ,^EU_WS_P#6H_X7%HO_#ZW7_?/ P!;O&**X?
K,S#VLCV?_(7% MHO\ SZW7_?/ -:C_A<6B_|/K=?|_ %J|8HH^LS#VLCV?_A<6B_|/K=?
M|_ %J/^%Q;+_ SZW7_?/ UJ|8HH^LS#VLCV?_A<6B_|^MU_WS_|:C_A<6B_
M|^MU_P!_|_P#UJ|8HH^LS#VLCV?| X7%HO_/K=?| ?^| |:C_(7%HO\ SZW7 M_?/_ -
:O&**/K,P|K(JG_P"%Q;+_ ,^MU_WS_P#6H_X7%HO_#ZW7_?/ P!;
MO&**/K,P|K(JG_X7%HO_#ZW7_?/ P!;C_A<6B_|^MU_WS_|:O&**/K,P|K(
M|G_X7%HO_/K=?|_ 6H_X7%HO_/K=?| ?^| |:O&**/K,P|K(JG_.%Q;+_ S_MZW7_'S_
/6H_P"%Q;+_ ,^MU_WS_P#6KQBBCZS,/:R/9_|A<6B_P#/K=?| M|_|UJ?!|7M"EG1)
(;B)2<%RI('Z5XK11|9F'M9'U|IVJV.JVXGL;F.="Y1
M@E13^\$M9>YF=;=K.2/G'200TDR)_LFAW9YU_P (AK7_#[K_P!|BC_A\$-;_YIU_|I|>
MC%Y1U+"D|R3^|:/[6J|D'IDT.I/.?^\$0UH_\NR_|JB@>\$-;' +LO_?8KT;S7
M_OFCS)/[QH_M:KV0?V30|L|Y_P"\$0UK_)IE_P"^Q1_PA^M?|^R_|JB010,D
M_O&CS7_OFC^UJO9!_9-#NSSG_A#|:_Y|E_|I|%' "(U_S|+_ -|BO10-D_O&
MCS9/[QH_M:KV0?V30|L|Y/A#6CUME_|I|%' "(U_S|+_ -|BO10-D_OFCS9/ M|QH_M:KV0?
V30|L|Y_X1#6LY^S+_-|BC_A\$-9_Y|E_|I|>C>;) ?-'FR?WC
M1_:U7L@_LFAW9YR?"&M'_EV7_OL4?|(AK7_/LO| WV*|&|V3^|:/-?| O&C^ MUJO9!_9-
#NSSG_A#|9_Y|E_|I|%+_ ,(AK7_/NO| WV*|%|V3^|:/-?| O&C^ MUJO9!_9-#NSSK_A\$-
:_YIU_|I|%' B&M?|/NO_'V*|%|V3^|:/-?^|:/I M6J|D'IDT.I/.O^\$0UK_GW7_OL4?
(AK7_/NO_?8KT7S7_O&CS7_O&C^UJO9!_M_9-#NSA;;PMJ|>G7D30*'DV[1N',U3'A#6L?
|>R_P#?8KTA9'\MOF/%-|V3 M^|:2S2JKNRU*>54&EJSSG_A\$-;_Y|E_|I|%+_ ,(AK7_/NO|
WV*|%|V3^|:/ M-?| O&G_&M5|(G^R:'=GG7_B&M?|/NO_'V*|^\$0UK_GW7_OL5Z+YK_W
MC1YK_P!XT?VM5|(//)H=V><_(AK7_/LO_?8H_X1#6O^?=?^Q7HWFO_'C1 MYLG|T?
VM5|(//)H=V><_P#"ZSG_CV7/^&|^\$0UK/_ !|+_ P!|BO10-?| MO&CS9/[QH_M:KV0?
V30|L|Y_X0_6?^?9?^Q1_PB&M?|^R_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_
(1#6O| GV7_+|%|!(T?| EV7_+|%>C>;_P#> M-'FR?WS1_:U7L@_LFAW9YS_PB&M?
|^R_|JB010-D_OFC^UJO9!_9-#NSSG_A\$-;_Y|E_|I|>C>;) >-'FR M?WC1_:U7L@_LFAW9YS_PB&M#_EV7_OL4?|(K/A
SD)_WV*|&|V3^|:/-D_O MFC^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
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ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
YLG|XT>;) ?-'J MK5>R#^R:'=GG/_ "ZU_S|+_ WV*|^\$0UK|F7_OL5Z-YLG|XT>;) ?-
'JK5>R M#^R:'=GG/_ "(U_S|+_ WV*7_(1#6O| GW7_+|%>B^;) >-'FO_'C1_:U7
ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
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ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
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ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
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ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
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ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
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ML@_LFAW9YU_PB&M?|^Z_|JB010-D_OFCS M7_O&C^UJO9!_9-#NSSG_A\$-;_Y|E_|I|%' "(UC_CV7_OL5Z-
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MN)7@DWQRD_ \0W\SROJ5PKS1"*=L9:0 YR#VIZ>#K% M-.>R^T2M&|J2\$GK|J]0/R-
/0>@S_ (2WR|+N-5N+!H|.0?N)0V3*>P(|9JL? M&Y"B\$:>)+|S)&(D<[L,0
RN+":\FDT^3/EVYZ1'U'KBDB\ (VZ MM%)->2RS1S+*& VCY<8&/PHT%H= N_8OF*%?'S
'(I:4G+\$^M)4B"BBB@ H MHHH ***** '1_?%!&7:|:(_OBD/#'ZT^@'->&/&^F>+;
[4+.PBG22Q.)#*N > M<<5KZQ/):Z'?W\$+;98H69&QT.*?:9I^GR2R65C!;O*VJ7UA<
M6DC%4F0H6'49H Y+1M6D32DU.XN-3G=+432)-&%1S@9P0?
>F:AXRU,Z2"&6(.V08WSUJ^*V8_#ERNF_V=/KA^O-/0K0J?)S;"Y<-
:C|*CF(R|B6,@4'ITQS5&||97[6:W%O M8^3--\$SVZLV5(#[1EN9!!
(2[0@8RY&Y|.!Q4C>\$+)H;:(SRXM MX6A4^H+%L_F:-!:&6GC.6VA"S6C/;;YK,F5<*,\A
QF_Y"6E_JE2P:YYM&M**LBW+XCUJ;3VLI49|. + >,H<)|\$]JG&"VL!IMTTC2:F6-
R0!A2WW5: V?Y, M:LW&YGW'/OTQ6W*^YO|2KV_XIO\$U|>)>DQFY0 ++W
["IF\6ZM(=RSSE@5!579, JJ@M/%NK6\$/DVOME&4]!(
<8JZX@=!4RNGN1*043_X!N0^+M7MXIHX9%1)B M6D '4GJ?
RIH\5:F%"ADVB/RL8_@_N_H*Q:*CF?%?1]IU_P"V,?| Z"*^C6ND-=6MY_K+D(Q\$?XC@5V1
#D#D T@'^R#[XS2"NDT/,J1AN MIK|Q-=1VAF^S7(N?/VM
3M'M6A+XPU*"UO+H/&]O#++#;0+Y9+\$LBDNWFY MMF[L_"HU69[F=4NY'#3()'
9NVX#BM4Z)ILD%Q'JD4Q7)#R8)PQ_!!|<=* M=QG*-XMU/8UF-
HO%EVK)Y3;I%P3PG4=.J16OC35;BRLK^=(K6S((FG"&1=PZ MAL?='N:ZEO"^DF&.,VK_
"-N63S&WY/^UG-, 'A'15AC@6R=84Z1"1MK?49YH MN@T,IPMCZ%97D-SOOBI\A
A+M7M%@CNVMI9KV" M*2%D4@0ER1SSR!@5T*>&-!FF9DM=[*Q? =MJEN3@9QS[5:?
0=,E 5[13B(0# MDY"#H!^=%T%S U?Q!JVE7%GIC30R7DT;2M<10LP()
VCGM^52:'X@U/6];2 M ^3;VT=MYLJ;269L@?@.E==_8&F& 0?8P8O-|;D_?P!G|!42^%|
(W.6LVD9B"3(L1@YP"3P,TKH+H MY:/QQJ+AKH1*UN[21I&8RHCVG
.X|'Z55U;Q!KDNC)!->01S75O%9I 3MF/WAU|> M1797OA[3[RQGMQ"\$,KM*'R?
ED/5JKZ;X1TK3],2S>#SSL57=W)W8)(QGH.>U M%T.Z,=/ \$6L+J:>'S-
:&|:146|*G;J^6&Y&>M2:~XCU75[5?2H)+:">UWF:=U M)27:VWCGBN@N=
TN[,S36H+RD%G5B&R ""_.G %,?PYI\$D4\$1M=JPG*E'*L> M?6BZ%=&!>^)=2%Q=:*GE)J?
F\$JX' @_OBJFBZYK!TB.%+N M8V/VN: M293F?EOE/'W>OO73PZ%&/\$% M D89'IT\CV-
%T&ASD7B[5I+&[UDFV%C;3(GV3!\QPR@GG/7)J.+QQJ,D37: MP@P2^8\$C;,KY6TX!R>#
[XK>L?".GVVJ7=_OG/-*)(TR0B *% V|~TJZ/#ND
MB:67|+S*#N7>=HRO^K>F4[?]6]I@%% M%%(HHHH ***** "BBB@#S[Q];RC5[6^F9I|"
(J&AAF"2P'^^!W_~M*|>>7Q5 MX:O(=2F>SN(G\N C /'_WJ>:VM4|-Z5K5S#
<7UNSRQ'(97*[AZ!'Y%79+&U MDGMIFA7?:Y\$!'&S/T^55<=SAM+O)K;5]+CV3-?W-
S*EY/G*2*!Q@|~CVJ_KW MB+6++4]52R>U6WL/*PDBDERY4=
<_[7Z5TEKHVG5V]U;P;96)/+\$A2>N >!^ M%\$^CZ?=27#SVP=KG;YQR?
FVXQ_ (4KH+G%ZIXAU#S[C3;IH9)8CM\Y 5(#<|< M]1BLZPU^?2W\$|?Z2.&*N3_%
MW3[Z]U#3&M+.>X"H=QC0MCDUA77N,BI)Y715_ |L+6?^@3>?]^C1_86L_|
M0)O/^_1KS.5]CELRA15_ ^PM9_P"@3>?]^C1_86L_|F_P_1|K|!9CK'38
MKG3Y|ZXNC!#%(L>%3<23G_"K\$OAG4%NI(8!'-L7\$YQM/OFHX_#FL*J3" 1D-
|N6PPP<\$X^M= -0U4VWV8Z#J
M<<97YFB4AMV|.0<=*A2\UE;N"=M!OW,43Q_,D);+\$(LCG@C:YY!.,CVJ_\$=7M_\$::O%H-
|~LVR1F,_C@ MXJY!>ZI9W#SQ:#JLTAC,(X)PASN XZX-)01HJD^YC-
H&NK"DK%BC8QMD).- MV,@>F:6;0=;BCDE#.8UR1ESN8 X)

KH9GGL8K">RT+4)+I8"ARIVQ@N201CK M4"RZQ?:YITXT6ZMUMF8N9\$.&4XI\B\2?
KP:1-8'1+UC+.LN\1D8P0M-J-!UD# ' MJDWG ?HTOJA:S T";S OT:SY7V)LRA15_P#L+6?
^@3>?]^C1_86L_P#0)O/^ M_1HY7V"S* ^ ^G^ ^*^D+3K_VQC_| 017S|-"UG>G_
!*:S\|P_Y9&OH&U!5RI& M"(HP0>WRBNF@FD\FM-;G,>
(W\9+XOTM=\$4'1#_Q\G:#^M=D<;SMZ9XIM%;W- M#@|:2\|S5-6\46MO#8^3-
/RK*U'5\|_3+H+:WTH6SN(|7;*Q!
M8;1G"=".>M>H!%4DJJJ6Y8@=3\|U&UK:O+YKVT+2D8+E>;JX7/.VU+5K&SM\1
MAO:FXN+FYGB\|E0H<@8'; %799V.DZ;:::W_K\|5PN>=+K6L0:E/*9I%E@N6B\$+N3F,*/
MX.A/7FN9\1ZAJ&H7>G6K7DSVMV6=T\$C%QACR1_#TZ"O:/((^T?:/C)_&/-V M_-
CZU7ETFPEDBD-M&C1R&0%%QDD8Y_.FF.YP%M\|Q\|NBT\|M0FATL^2KW"D@K
M\IXW=>:ZO7+R:U*PRV-R\BO)'&|T/O",GEORK;-I:M\$8C:PF(|4V\&G\|\$,?
MEE%\LC&S'&/2DV*YP>M:@8+:UL=/U>>>,Q22^>TC*,A2<%QR>F<5G6>J:IJ= MG-
=RZE<(UM8B51&2 SAU&3Z\|SUZ2;*T,21&TA,2*ILX4^U/\$\$"@A8(P",.\$!
M>HJ*=PN<3I>K75U'=ZC<7LBZFBMY%ASM<=CMZS, MC\$GD
=^@KU\$00"83""',2@:0X7D#T\|S M;:/?LMHE\|PY?">/O1<+C+&'R+"W MC\R20B-
27D;+\$D9.35BBB\|S\$%%%% !1110 4444 %%% !1110 Z\|XHXWMGW
MHC^ ^*100'ZT^@'^ ^#\|8MJ6\|CQ.JBU#?Z'A0.,_X8K>|0 'PUJ88:E-NP(|1 MBM&@@\$%6
(/4'H: +@>2P>?X?7PSI4@EELG*W5E+C<8SL.Y#^)X\|A2OXAU=&D M:&_D*W%D\| ^-
L,RD8YP?N\|>@KU?RXR%!C0A/N9'W?I4:6EI\$6,=K"A:2\$ZT\| MCN<)|J&JWFH:E?PV&K(D,
<<)>PSLBN2?F 8#(-46U^_O7BAADN8+>&!FC>:5D+ MR!\|=1\|X?6O2/L-EY1B%G
(VZILX->UM9\$C1\|:)DC.44KPOTHN%SS'5?\$FJC M%VMXT4\|#0JZDE5)8<|4'#
^IKU0\|CZ@&H9+6VEF\|Z2VA>7&-|+DXJ6DV#"BB MBD(**** "BBB@ HHHH **** "BBB@
HHHH >O^K>F4\|?|6\|I@%%%(HHHH M **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "H;G\|L M7_75?YU-4-S\|V+ _KJ0\|_4UN-
:FS11170:|7! \$X@2>#;NRA2P%U\|H4MDMC M>5XC|= ?\| D*Z1_P!5Q_ T
U_||%>345\|/U*A_*=?L8=CUG_A>4_ \$ U_P"^Q1_PO*?_*:_P#?
M8KR:BCZE0_E#V.,QZS_PO*?_*:_P#?8H_X7E/_- -?^ ^Q7DU%'U*A_*'L MH=CUG_A>4_|
T U_||'^-' _"I_ ^@&O _'V*\FHH^I4/Y0\|C#L>L_P#"|KC_ M_*:_P#?8H_X7E/_- -?
^ ^Q_C7DU%'U*A_*'L8=CUG_ (7E/_ T U_||%' _" M\|_ ^@&O_
'V*\FHH^I4/Y0\|C#L>L_P#"|I_ ^@&O _'V*/^%Y3_|0#7_ +|% M>344?4J'\H>QAV/6?
^%Y3_|0#7_ +|'^-' _O*? H!K_WV*\FHH^I4/Y0\| MC#L>L_| _"I_ ^@&O_?8H_P"%Y3_|-?
^ ^Q7DU%'U*A_*'L8=CUG_ (7E/_ T MU_||%3V?QQ0W2"\|T8I_?O,C
D5X_12^I4.P>QAV\|J00O%&B>(H!)IUW%(>|9 MX:D+A=1N@5ST_I7R\|HQ*'B7S5_N4>:O\|
:O\|RL^TU.S05F:&90L,IAP:O\|RH5=&9E6 M1"R_> 8\$CZU6N-
2LK1H%FN8P;B3RHL,#N:&:O\|R\| M5Y?6UC:3W4\|R>5;KNEVL"5'TJ5)HW@2?
>JQ.H8,OP,'ZT>SAV#E18\|U?|E'F MK_:O\|RCS5_N5""0 MLRB1"R_>
897Z^E)8BF\|31\|/V\8_.CV<>PN5\$ _FK_A% M%'LX\|@Y42^:O\|RCS5_N5%11\|.8?
B7S5_N4>:O\|RHJ/9Q\|!RHE\|U?|E'FK M_P:O\|RCS5_M_N5&01UO^=0W-Q':6LMS,
<11*7<^@%'LX\|@Y46O-7^Y1YJ_W*P\|/2:~?J4T, M48FB:X7?"9EP)!
|5JAXSNQ+&=OWL/_E^OI1R0\|!RHG\|U?|E'FK_ M'GI^|'-+YD6S?
YT>SINWC'YT>SAV#E1/YJ_W*/-7^Y6=-JEG!>?9&F5KDQ^:
M(U(R5XY_44EOJUE=RM%;RB5DD,3\|2/D8=0:.2'87*C2\|U?|E'FK_ '*A5T?. MR1'QP=K
X\|:9Q\|#Y42^:O\| SCV#E1+YJ_P!RCS5_N5%11\|./ M8.5\$OFK_ '*/-7^Y45%'LX\|@Y42^:O\|
SCV#E1+YJ_P!RCS5_MN5%11\|./8.5\$OFK_ '*/-7^Y45%'LX\|@Y43K(OEN=G2F^:O\|REFK_
*J3\|*91 M\|./8.5\$OFK_SCV#E1+YJ_W*/-7^Y45%'LX\|@Y42^:O\|RCS5_N
M5%11\|./8.5\$OFK_SCV#E1+YJ_W*/-7^Y45%'LX\|@Y42^:O\|RC
MS5_N5%11\|./8.5\$OFK_SCV#E1+YJ_W*/-7^Y45%'LX\|@Y42^:
MO\|RCS5_N5%11\|./8.5\$OFK_SCV#E1+YJ_W*/-7^Y45%'LX\|@Y
M42^:O\|RCS5_N5%11\|./87*B7S5_N5#W5XC|= ?^0KI' 7-OYFNS!~?QT:T?C1Y
M/1117T)WA1110 5T&F>"M8U6SAN8OL\|*W&?LZ3R;6F_W1BN>894BN_N5TOO;
M::'*J4\|#ZKH>DZ6ZOK4;*T\|B59R%++MP&P>36K!=I8:+HUR
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+@D8PO4YYK&GU>VN_#%
MK_96N6NF6<=LT=S8R("TC\|)%SDYR.:I8B3^R'. ^QR">\$|6E:80I',(;<7\$C(
M,GWKUJ+Q)I_VV^MK;5X;>.:24CCH&R08<2
M#'SKRG/3FH\|2:RPO6M&C\|^10"3""PYKU?6_\$.F.FIS7&MVM\|I\|\$<=M9+@L
MDHS\|W7CM5+5/%5G:0^(9\|+U&%J5X/(9""2 1NQ^%"Q%3^4.=|CRM89VD;:P M2M(O5
O\|G.<\$\$\$=0>U>UVGBC01JM_)# =V:7\|T,+?:'8!6P\|JAGIG.>*|K\4

MWEOJ'B> ^NK58Q\$[J8AA6/QD4445T%A1110!;TC_)#V MF | 7U' .A"OI?|?
LW^ZO\A7S!T' (>TW *^H_P#T(5I/C_CIF_W5_D*| MK'?%\$YJVZ.3\1^&-
J6&K&VL+; 7V_F\$>9^'0UV1(+D@<9Z56EOK.W MG2">[@BGD^Y\$[@,WT'>K&.
<5P)&!RL=TWAW4I9%U:3S_ &V0S6[1)N\$N1C8?
MR_6L> ^@NY+R|>|TV=+RX6,ZWL91%*Q MF =CZJN,GK6LOB#2|TB&\57C17E4|4R
0#Z'D<5%K@<)96-S:WIEUNSN)K', M@947.9R>&
(_/FF1Z+J+6.I37UM<27L5E%|E)))5ANX'^U7?G7M-6T6Z^V+Y3 M-L7CYB?
3%!U|2U,'^G1GSAE"O/[GTIV_P_%.W\$UCL;0R-"W^OD"[I\AVC&5 M\|US6A:1=W2
:C:W4BPVDPB|T8^;S"5X|<8Q7?;/KUKK+7WV;V.,UV6O6\$M|XDT?;\$TD<<\$IS_LFT;2?
QK2/B324MUF: 149M@!^|6|,>M M.?7M*CCMW-J'LN?|40<|O|*(#SVUT_6F@V0"=+Z-
'%WB/;O&3P6SSQTK3O; M2QFT_29|'2|@1VUR&E5TYW^6PR/Q|^M=HVL6 O?L;7:"
<#)7L.,|?7%.LM4M M-25Y+*X\$R(2K,HXSW%%@/+)K34II6:*VNM\MM*EQ\$(\,2N
S9^8|>M=EKT# MG3|#:X@EET^+_ C\AC&2>!C(.NKW-ZT D'(I\H'FOB>">XE9+2TNX81
IL W M>|F^?.!S|I^G:DATR_|I.GOO LUQ :7VF'RY&^|Y9!Q|9ZUZ7N(IT;CG.:
M45CSPVERWAR_MK.UNDUX_.IB.)!WP>^>U5DTVYNW@"0SMI|W<6Z)8_+3((W M'
|>M>F;CQSTHW\$|Z.48FU4^1%"HO"@= ****H HHHH **** "BBB@!T?^L7 MZT\$@.V?
>B\ UB_6D;|I?6EU X_P;X9US0=2U2XU;5C?0W39@C.A;ROGWZ5T M&N1O+X?
U".-2|M"P51U/%6(+VSNW=+6|@G:/AUB<,5^N.E)?70L-/N+PJ7\$" M%|H|X|4= ...6XUO2-
#T_3H)UN|-%DDEE3:(B\$(QGUR:P?|/U672)HTCN1<"
MU9+M4CVIEW/J<|GKS7;V_B>X9;*34=/%K!?(&@E\$@89(R V!QQ5Y?\$6G".W:> M\B1Y5#
*0P /3)|*FPCC-3|EIM4|FRF_5+86^PXQ|WS;?PZU#J-C=6NHW-J MEI,FF,ZE7"
|T5O*Y^7HCQ2.DFH1J8W\$;'L&/0?7D56TGQ=IVIW4 MUJ)!!/*8U1_X^,Y_*BR&>?
V^F7RV(EEL|HW9M)88I"F"SK@>W J\FDRPW< MD"6MU#ONI7G>!<\$H<8(|3P:|
BUS3IWF5+V/,OD)('4@|Z?8ZK9ZD'^QW M D\O|RXPI^%%@LLW
M%N)+.:WBF;)49<2/M|@YI7 Z.BN57QC(8|7DDTZ2 64R0Q))PSEB &/H,FM7
M2|4FN+F|LKU8EN|1!)(8ON|2 W\CI= :M%
<|OC;17(V/.)2RJ_P|V>YJE6OX7ND4D|FG|2?
SX|ZNS:;RW8NC>' +0|6;CPAJ=M':LR0F2YW%4
M\$B_+@X.3G%=0OB*V@NYK^"1/M=R@BG61CL"?|/OBFQZIH<\$,\$3N4B+NLLAW
M,K,VXX|X|I|8D/DJ=CCKG0KNSM9YIHU1|>01SQ?Q1YZ'Z'!K"/@= *|'6|6
MMIHM9NDD5I-0:.-8LY(VYR?UKC@1TR*Z:HHR/45H, M**** "BBB@"WT' (>TW
^H_P#T(5I/C_CIF_W5_D^8-(Y#VF_P#7U' Z M\$*^G_P#E|F_W5_D*K'?\$YJVZ.;UWP-
9: XGT_7I|NXBGL?N1IC:WUKJBYV MRQ|G-8FI>*M&TC6+72;ZZ\N|NO| 4QXSNK:
(PVT|:X%8P.&O/#=W-?ZT'TA; M@WTV^"Z|X+Y0XY(SVZTD_A'49=-
U"">OG/M3W7B/4EN| M:|N_MH%T^0K%;,F6EP,XSCOTJ_| \)G8PFV2|@FB:4*KOQM1R
<>O>IT\$8C>
M&=6W_!;8Y92TL'F+YG0@'/W>_:JJEX3UBQTRU2"S\$6I1|@MPDBE5!Q@.&)
MR/I72P^,M-EE.^*X@AW.BSR ;&9#@<^M/?Q9;1V,=U)8WB^;*L4,94;I2WW
M2.>E%D!'I.CWEO8ZW8W*K&;QF:=",-N0+TZCFJ#Z7K4GAM=-CT^&&2W*CS MR|IU!
|>GXUIKXMTXW?DNDJ1A_+:8XVJ^.
|>N<|CM5.^|C09EZ/X3U+VUU+N:T1+878GVNX8@8/7MGGM5C1M!U;1+_|6UC%
M=B7*&(L,1#LW/U|>E:%OXOA!*98IY;MQ'MM8U&|+ #)Q|5L76K6|GI2ZA.KK& MV
L9'SECT7ZT60CCV\(:E|LN86#2Q2SF=9BZA1\HXQ|J.1|*ZKP|82Z7H4%I
M.B)*C.6"X|L2*KW/BBWM+*.XFLKI?),# !E &23SCI5=O&VF\$J8(+F=/*\$S
MO&HPB\$@9.3ZD4U9#.DHK(A\265Q=21Q1S-;Q@|[L >6I'8|_TJD?&^EI;2W\$
MD4Z(J>9&#@F9>>5P?;O3N@.DHJ&UG-U:QSF%X?,4,\$?[P!Z9|F 4444 %%% M% !1110
4444 %%% #H_P#6+|:"<.WU-\$?^L7ZTA&7;J:74#E_"O@>R)|7
M^HWEI=W\$|WQRZRD87G/'YUMZM;R7FC7MM" 998BJ |S5/1?%6C>(KFZMM+NO
M.EM#B88QMJJ|JET|EI%Y=Q &2&(NN>F11I8#F_P'R|7U/3=+T^ZLA:0V,8+N9 M
QD<+M &#P.:Q+KP?KDNDFR:V21O(18BKJ%1AG.|G)|=*Z72=8N7TQ-3OM5@
MN8O(662"&.!E)QQG'O5>Y|>#CM4Z_06_AB_6Q MBBDB|P:I'=-G!R@V9/
(Z:2Z|*ZA/9W\$4:11RRZ@TXD& 1&5(SG|>E7AXT MLH|(S>5Z E|!HU?C^^ 1^C"BR
YE"/.L MI!LC3\$UM\$Z1R2.I63)!X |O^JD_"F4|?|5)^%,I %%%, HHHH ****
"CO110!R&O^ M&|5UG6H'+VWV1&W)<@%981Z#?7|:T'TC4;O4+;|8UL+;UG|^.:)=KOZ
UOT4 MK <_/H-U)/KDJR0G^T"IB5P2!C!' *C0/#S:4+^>4(ES>)L*(Q(4!<=23704 M4N5
%KJU&G|I83|F@FB;"|2Y!!'Y5FP>|;^)(U-S 2H4'@|B37>44| <
M1!X+U"UN(|R.>!KBW8/\$C |6.>0?PJY9>%|V+6?|5N)H3-*LGFHHX4MG 'YU
MU=%+E0&=H.GRZ3H=K83.KR0KAF7H:T:**H HHHH **** "BBB@ J*?I%_P!=

M5_F*EJ*I%_UU7^8I2V W:***YC,*|1^O|R%=(P"N:;?S->W5YT|3_/K M'BR^T^;3/)VP(5?
S&QSDUU82<854Y;&E)I2NSP2BN_|^%>+/6T_P^"Q_C1_M_P*;*|6>MI_WV\&O:^M4?
YCLJI#NTAW,G1:;U/AG|;)#8F4W0C9|ML#9SP..M6H/"VE:H|W<6 M\|D|5L1(|LQ.
X49PH|BM\$"/QD:3|(9+7|/NW^7Y@QN|>M6K?X;>|/2U%M;W MEND(!
42#@'J*PE7I|J9#G'N9NI^%&65KHSFSM3MB52_1|H):|>E5X_"6EA
MTC^T332I%Y|GHGICIN"X'USFMT?#OXA L?MMN=R|/#EP>*B'PR|>@DB|@R4|LGS
M|!W.?D|!MQ^M;@^&'CI=0.H+6Y|U(5N^|U?E*DXV_7FF7'A'3WO?|. MM)9CJ4J|+\$I'R#
;1^!S^%=7J?@CQ_J+0|9K:!(T"|4D')>J|G|./&L&JQ_M:CAOUKI|-LM*OK
M>V2|TO|()9%6VY_>38(+ \$|?=Q6@_PA|821LCM:;K.7/SCDG|:T)OAY|0KA(D
MEO;9A#@1G>,ICIBM98BFTDI(;G%|3_6QT>>XTFYNK_Q1SW,ENT\$!VA|I8_G|
MA4>FV.F/K-JIMQI_RO6#_5'>/E_M|Q3HOAKX|@2=8|NW_G8O)|XY8|3|:GVU/^<7-
'N>9,K1N|;|,K\$&DKO_/A3_M7BOUM\ OX\;|A A3?BSUM/^&^Q_C6RQ5'^8OVD>YP%%=_|
|*;*|6>MI_P|!|MC_&C_A3?BO|Z=|^&^Q_C3^M4?YA^TAW.+TC_)#VF_|7U'_A5|/C_(_9
MO|U?Y"O'-\A#XIMM4L|B3|+Y<,Z2-AQG_.?6O91&WVZ<<<*HZ^PKSL95A.
M4>5W.>K)-JQEZX9T?5=6MM4O;2WMM_J9<_=(K7));)Y-_|I_|;|Z/*?V_.N3_M0QNC&L-
!MK34|0OIXX;B2ZG|Y2|8)CZ<9_"L74O!_|>3R?;8MDLZSAY(|TB_MXQ|@/8<5V?E|/?
G1Y3^WYTK(+HY2?P:;+K3K6RFO#Y<,|DS\$+|I,JAZ'GJ:Z+RG|OSH|_|;|Z+
(+HXX^!T^VSF.XC2UE ME:;=Y>958C&?PS4\$?@.?)|OLDEY_-D3192(;I,MN#,>Y|5W'E|/?
G1Y3^WYT_M6071R\$7A&|M|Q-1BOXQJ\$>S82GR848(|ZV=2TF35-'CM)
|@?:HW643!>/_4_MY!QZ5K>4_M^='E|/?G1H%T:|:RG|OSH|_|;|Z+(M+HC1=D:
(3G:H7/K@8I:;Y3^WYT>4_M^=.X70RBG^4_M^='E|/?G1<+H913_*M?
V_.CRG|OSHN%T,HI_E|/?G1Y3^WYT7"Z&44_P_I_|;|Z/*?V_.BX70RBG^4_MM^='E|/?
G1<+H2/_%B_6D)P|?6I(XG\$B|.OK2-\$^X|.OK2QJ%T8VD>&M'T&
MXN;C3+;02W1S,P.=U7-0M?M^FW-GOV>?&4W8Z9JYY3^WYT>4_M^=/0+HP)O#
M4+>&1I-L8|681+&;B).%MN.OL<5E0^";B*ZDNQ=6TX4IE@R*H(|.)*[7RG|OSI/*?
V_.BR"Z.3TWP:NGZC%*)83;03--'M^|F\$DYP3|5U-\A_*?
V_.CRG|OSIJR"Z&44_RG|OSH|_|;|Z+A=***?Y3^WY MT>4_M^=%PNAE%/A_*?
V_.CRG|OSHN%T,HI_E|/?G1Y3^WYT7"Z&44_RG|OSH_M|_|;|Z+A=***?
Y3^WYT>4_M^=%PNAE%/A_|;|Z/*?V_.BX70+_JI|PIE3+\$W_MEN..<=Z9Y3^WYT7"Z&44_P
I_|;|Z/*?V_.BX70RBG^4_M^='E|/?G1<+H913_M_*?V_.CRG|OSHN%T,HI_E|/?
G1Y3^WYT7"Z&44_RG|OSH|_|;|Z+A=***?Y3_M^WYT>4_M^=%PNAE%/A_|;|Z/*?
V_.BX70RBG^4_M^='E|/?G1<+H913_"G| MOSH|_|;|Z+A=***?
Y3^WYT>4_M^=%PNAE%/A_|;|Z/*?V_.BX70RBG^4_M^= M'E|/?
G1<+H944_2+_KJ|O|Q5CRG|OSJ*XC95B)Q_K5|^XI-Z!=&U1117.0%>3_M?%|6-2TS4-
-6QO9;=7C)8(>O)KUFO&?
C9_R\$|*_ZYM_.UT89)U\$F(/^@Q<_F*/^\$J|0_|!BY_.5D45ZWVX|CPO:3|FO_|)5XA_Z#%S^8
MH_X2KQ#_-!BY_.5D44>SCV#VD^YK_|"5>(?^@Q<_F*/^\$J|0?|!BY_.5D4
M4>SCV#VD^YK_//"5>(/^@Q<_F*/^\$J|0?|!BY_.5D44>SCV#VD^YK_|"5>(M/
/^@Q<_F*/^\$J|0_|!BY_.5D44>SCV#VD^YK_//"5>(/^@Q<_F*/^\$J|0?|!B
MY_.5D44>SCV#VD^YK_|"5>(/^@Q<_F*/^\$J|0?|!BY_.5D44>SCV|2?P>TGW-?
(2KQ#_T&+G|Q1_P_ME7B'_H+W/YBLBBCV<>PO:3|FO_P_E7B'_*#%S^8J:U|:>
(I.Y2>/5IF93|U|_M\$'ZUA44>SAV|'6:ZGM'ACXN6U|-#9;Q;FWN)&"*G*,3^M=NQSI-
R0>"!_2O_MFO2?^0YIW_7S'_.OI(?|?LW^ZO|_(5Y|:E&\$UR|3U_/6E4@^;H2453N=7TVR
MO(;ZOH8;F;_%<3GYG^E7;'.|9Z&H45B3:S?SW=Y|I-E'<+9<3-*Y7>W|U
M<=_|:F;Q%IMO+!!>2-;W\$B@O\$PR8L|?-Z*M\$@F2)|T%F57RHR_K="?:G=!9FQ15/4-
4LM*MTGO)=J.<M(%&2WT%5|GQ'I-H8A-<|?;4.#CA03@\$^G)HN@U-
2BLE/\$VCR7_V);L&;?Y><M?*&|_|@:=%XBTJ|=+ETNALMAF1V&!CV/>BZ"S-
2BL=O%.C);+<=-=\$|GE|-OS_M;O3'XBM=6W*&(!&1FA.X"T444Q|1110_4444_%%%%
!1110_4444_%%%% #_MH_|6+2-
|JOK2Q_ZU:1N7/UI=1|!|**IV6K:=J4LT5C>PW\$D)Q*L9R4/O4UW<
M+9V4|TRLZPQERJ|3@4:345RUOXJO)M,?4OLEM:-F'S5,\$I+1|C<'&.M78_
M%%C+;:9HQ+)L|Q23A2W|(/<|4KH+,W**S-_|1:5JUQY%C<^9(067(P'ZX_
M(TDOB+28;NYM9+G\$MJ|YPQPF>@^IR*=T&IJ45E?|)|I7V|/5|H.S=LV8^?>Z
M8_"C_A)='V6SK=AUN?|_5|!G'U|*+H+,U:*YVT|7V=W?3V_\$AN&A+2|;|*&
MR/SJT/%6B^3/;S9'#RQ92,C.,CU&2*5T%F;%%8_"4Z-|F_P|I.-_E|-OS
MEOI6L;W\$5W;1W\$+;HI!E3C%.Z#4DHHHIB"BBB@_HHHH_****_ "BBB@!Z_ZM_M_P
*93U_U;_A3*2&PHHHIB"BBB@_HHHH_****_ "BBB@_HHHH_****_ "BBB@_MHHHH_****
"BBB@_HHHH_*BGZ1?|=5_G4M13|O^NJ_S%3+8J.YN4445S'6%

M>_&S D):5 US;^9KV:O&?C9 P A+2O^N;?S=,& BHY,9 !9Y;1117L'@!1 M110 4A.
32TA&010!U[>%M%TY;6VUK6)+_ NH?.78F8XAVW'-9MIX1UG4+6: M|L;
<36R,RH^<&4#NH[|*U)?\$?A[5Q:W6N:=<2WUM#Y.R)@(Y0.A/'|:NZ7X_
MMK/0TL7@N8'MR_D+;L K!BO6L>U|-:I>0VLL,2;+IV2\$L^-
S+U%=+8^K"&+29+FUN&N;)7B
MD"M\KHV,GZ\5%)XH\+/!I5I!:WOV73YVN/F8;G8XQVZ9%"E46E@<*3U3,^V\ M%W\

IPO X@:9\$0Y;@D?.,PXIB> _\$4EJEPMI&4=!(H\SDJ>^,=.:V\GQW
MIMUJ5SJ C6^.=#U0ZE%>6MZMO?!,^6V&4J<|
M<4G*KV*C"BNIP^HZ;=Z3>M9WT7ESJ 2.H(/<'TJK6SXGUJ/7M76Z@B:***8
M8PYRQ"@#)J^*QJZ8MM:G)-)/0****HD**** +>D \AS3O^OF/^=?20_X_9_| MU?Y"OFW2?
^0YIW_7S'_.OI(?|?L ^ZO\A7#BOBB>E@_@D8&L^"=*UWQ%8ZY> M-,+NR_U81L*?
J*ZOL2VXJ37/ZOXRT?0]>LM%O7E%[>?ZH*I(_\$UT!7#;3UKE
M5KZ'8/[3GFT_5M,OM0DTB.".:;S,ROM,,F,9]QP.*H2^-85[Z-9H+H:DJ?
M.;B0[3&P(S@=Q@5L:-J-Q>ZAK4,Y4QV=P8X@!_#@'FJC^,;-+"VO#;2[+@R! M1GD;-V?_
\$&E9#U,S3_"NJ:)??:K0P7,@5X?+D?;|C'AL^O XIMOX+O;73=3 MM5FB=
[NU2)&Z8<9S]!S6C%XT@,69]/GAFDC62WA+ F8,,C'TUK0TO7X]1CU!
MIK:2S:P)A)ILM^^FSQVXP86+#\$H)Q P\;HP M^.:X5\$@L)9;MIC#Y*."-VTM|IIC
HT!7*R^\$+XZ*]DTD2N\VDY8'HH#_CS
M4TOAS5+OPP="F\B**W"F'9'^:4KSSZ9J!\XMBO&BCLM/GGG()GB# &'!P<^O M6D?
QC8+J#V^PF".7R&G\|P?ZSTV|<>|&@:F;:^\$[|I?;7TBQQNEP)'5I?,8J% M
^|@9Z5VK'+D^IK,T/5SKEB;U;1|>\$L1&78\$N <9]JTJ:2);"BBBJ\$%%!! M1110 4444
%%!!1110 4444.C P!;M!.';O1'_K5H(R[8]Z74?0YOPWX M*TKPK?7|WIS3&6|.9?.;
('.>*WKA9FMI%MV59BIV%QE<^X]*Q/#WC+1_%%Y> MVNF22-
+9'\$P=2;/BM/5IY;71;VY@(\$T4+-&6Z!L<4E:V@.J|3E9_"5W>RO<" MQLJ-
NS"8YI+9_EN2<=1C@4RT\&:AIJE:Z9;R1-8P3)<*7;+*W|8]QTQ2:9XR MO[O3|
(6Z58=1:94OHL?>0J6#+|' /XU?/CZP22=)+613'\$94 <,64=;/812)*%/4MG&/SJOJ?
A2ZOTUH"94-WV\E#;YG:/S98S,H|M, MXR#T;|*>@M3*;PIJAD^U!%#22|IK?[1|S
@9DQ[|,4OASPQK/AMEFACM9D) M 4D00A8U|\$>O?BM"||<:9RPYA=|:79^~W
'YAD87J:Z^#|00 MKJXC:2)+:6X>82!N1NC"XQJ11?
>%|6U6"!+@6T1LX5@A"MGS0!'W'TX'2NVH MI\J%S,Y+4/#=W/J%|]=?
9H;A9GB:\$>;Y;QE01D-@XZUNZ':7ECHUO::AZ2QM@?W422-
(ID(C.,8PW3/-3S%'+@;U0@,>G'455OO&3R/&VF.P1RI82#@ ^E',@LSMJ M*X_3_&.80EQ')
<7S@*D*2J;=YD&X#RJN^@!\$E? MJ'\$8W!_P"|J>M%J@7I M#;K04MX-
1A6;S+W3R/.QJW'.1^&*PP:V)=;:>QO=Z_Z=>;5ED48!49Y^IS63
MY<@16.;A3P#C@U<;|3.=G|(VBG.DD9"O&ZL>@Y- CD8,1&Q" >P.GUJID68
MVB BB@04444 6|)_Y#FG?|2,?|Z^DA_Q^S?|J_P A7S;I>|^V+\$J 66=6 /?| MKZ&E%_8^7?
7\$DI@DW"07FA:5J&H07|W8QS7<' M^JE;:4^E;.+M,T%=:;X6^ZW)
2NO(VR%>N#7.FNAU-,P8 M="O|/5;RZLJ25(+V7S9870\$^A ./:LYO |
(H7U5S:P&0PQ;!D;\YR*XX;6>Z2)I!'('XB^7H/3'6JEGXTNH+6"W0"5K;)#/OY>4L1P#|_
MI4:%V9JZMX78107=NTL|S:P)#\$B8!!4 ;^?I^M6?#>D7J6FK2:P2[ZC*25. M0A|
<<5EW'CN>VOXW^SH|B\OEE4Y9.">3Z|=*FL|3U:|I5Z)+3|Q R3VZ|*B3QEJ\$-O%?W
MEO!|BFEDBCCC/S@J3@GCVHT#4T;7PE)IMR;K3|3>">1W\YRH.|6.<#CJ*;_P
MAL"WTL D=SMM990/:(H"V_P"N.E0:/>ZM=>-(!?'R1B"?3S-'%\$W SM/(|1FFR
M>*[|0@NKJ>6&#^SK:|HP!_>-T^;|IT:|J=%I&G+I.EPV"RF58LX<|DG^M7< M5PL7C^?
ROM,MLLD,RGRE0Z^S12-+!YT ' C_V6 M-
=O:?:/LD1NV0SLH9C'JWGTHW\$U8FHHHIB"BBB@ HHHH **** '1_ZU:1CA
MS|:6/ 6K01EV_&EU'T,|3M#TK29IYM.L8|:2ZC/9^"=,NP/-GD2(99\9)7.2:S|GQY+;6VXVJ-
<6ZO|MC!_U;#&!^// MY5.A6IHIX6NUEN|A|566YN51&WPJ4"J>!C%58O
<5ML>WOB)V4I.\BA@RELX M7(XJNWC+40*\$4,,ETTT:+,1A-KD#TZC-
;FLZAJEG>Z9I|BMNUQ=E@|DIPJX M4G(XJ|- U,J|/|IYD46L-';R%&*L@+ J.OQP#
[5V/)P.X%<2GC.^DGE MH5 MCLX))+KG)9D8+A>.A)JMKN0ZRMA!:R&*&ZNC%-;O"V
HR5%DAQPJ:F VMOZ M'-/F%RL|NBN,/BG6K6>X%U!:O':W*6|@0|R%<8XXQMK0|/>
(+04|^:UOUB@ MG"[A;\$8D3_\$>|,'*SHZ***HD**** "BBB@ HHHH **** 'K_JW_ IE/7_5
MO^%,I(84444Q!1110 4444 % ZT44 N1R?UJW11RH+MF!;^%H|468%V|?9H9
M8AQ|X.0<_ABJ\$7@*")\$47|AVA1|T=CFNNHIV"|.5C(\$1P,)H;|UNHR&ADVCY M&SG_
.M5FS|*I:Z@M^|X|MTRN)GQ@.6SS^&:Z&BERH.9E+2-.72-)M|/20R+ M"N
YZFKM%%4(**** "BBB@ HHHH *BGZ1?| 75?YU+5%EN|009;>UD2%;<@E MF&2S=?

[illegible]

<'G(S1RL?,CM:*10X4"3;O ^ M;;TS[4M(84444 %%% !1110 Y/OBD)PQI4^ ^*3&6;|: ?
01E:3X;T?0KBYN- M,L8[:6Y.9F7^ .KFH6G|H:; 9Y|93=C.,|ZYOPAXYC|6ZCJ|=FFG3VAL6P7
MDZ/SCC|JW=+P_J\$D4ACD6!MKCJIQUHUN+2QDP^&+Z6&SM|3OXYK>QCVPO
MQ1%R/9M:KJ2%'A6)GDB)9-N>4YXSFLW3O\$FII::%IVTW! M&HQR(IC @ "ZA*\$@_RS/U??
X@W\$4DP>RB:|PTT14,!QV)!/^HJM1:&O#X3|JT MC@-YG9?+>;MO7:M^7_QW|:;
<>#TN;6:WDO#LEO#=-A>Q!&W|:CU3Q7>65WI&@1D@>*,AP"0?
F.>>GM6EH'AJ31M3NKZ2XAO^K>F4|?|6L,IL2"BBBD,**** "BBB@ HHID_F_9 MIO(*K-
L/EEN@;:'% \$FUN/E/-&QLXVG/TKSSPJ99-3U'3M6OKV*[D00+"| K) MC|:;#@?3/>H|+
|5);VKQWMVMIJU^(HPS E(0>Q)|_I5C|6SC:P)S^%:LWB"XL_!5GJD8CN|J0I\$=W +\$
MA3GZ?THL/F.EI=K>AKC/^\$MU2)I_M=E;"&WNOLDIC)R6.<%>>GRUA_| "07|
MIS;RQSR10O| 9SY0.0 6.1^-!*,>G=.M%<98>+VZMW%C9Q%;2(S77FL<|=
MQ&%YZX&>;(O&MY/NNTLH5TY9T@R2?.,|<@CG!'I".HHK&T*QUFRN+ M_P#M:|^T(A-
N!CY5|*V:0T% %%% PHHHH **** "H;G|D7_75?YBIJAN?N1?
M|)=5_F*J.XL&Q11174KR'XQ_|A+2_P#KFW|S M7+B_X3-|/_\$1YK1117AGJ|1110
45I66E1W.FO?3730QK*(@JIN))S_A4TWA MG48|J> ",1RM%GHW+
=P*ODD3S(FT=HXM\$N9L9<748E &3Y>5/Y=:OWEI?M>W
M,TE|&NG3.OEJWS*R|@!VP*HR>'|7TZ|DAM95; ,8+NK8!SSM^M1KI&N^4DS%D
M5C_\$_P P&<\$D>F:U5TK- E%ZMG67%O9VMDTQ@MWN8EE"%D7YL\$8.!Q|'9# '9
MWFI>4UK;;4|IHP\$!8GG/'TKDKFQU.VUJ32HK@SSQG|R-Q@=S4BZ7XA20^7O
M+)U*MT!XW?3WJN?R#V%)E|ZRMI M9?,Q:H@
_=>I|\$.M<^='UU0CNYVN=WRODXSC./3-1S:7K4-M)<%F,*|NC?,
M0#@G'UH<_(.2G_,=59:::1:A-(|03PR. R>4HV9|?3|*HX5=:LK6&&,6GV23
MS|JCG|W4_2N6N3J%KD33%6!Y3=SS6S:Z9>W-O(EGK D=@BW\$8Z|6.,9|TN>^
MB0.\$5KS'-L%\$CA/N!CM^F>*2M|_A&5|DW*WZFR0\$+/LY4AMN,9|:2'PVDE_+ M:27
.);)S)_P_EY7RR,@DYX|5DZ<@YD85%'&3M.1G@^M%9E!1110!::TS_)#- MA_U|_.OH9/^/V?
_'5_D*^>=, _Y#.G_ /7PG|Z^AD_X_9_|JU?Y"O0PGPR./ M\$?
\$ASV|\$DBR26|3R+|UV0%A|/#4E%%=1B9%_XYMTB=(KF%8)%#'|JYQ^/-;5%%PLC-
U#0|34DM!(TD6)(09XX%!"HT M<@.5&%)YZUL7&FVUUJ%M>S*6FMT:-
!GC:PPF#6W11=A9'-?|(+I!VAWN M&2-&CC0N<(K8R!S|"M2_T6UU"TM|=VDC-
M_J98SAD_&M&BBX61@7?@_3;URT MDMR"|8CE(I) M112&%% %%% !1110 4444
.3|XI#|X_6E3|XHXWMGW|!\$.<\$)9HH(HF:|Q1 MI;ZXIMW;Q7=G-
:3G\$.JE7YQQ7*^"|)=|3:QJ>JPZ|IGV.W@;%L_E|=XS^M;WB M\$X|-ZD!M(7_D-Q(MJPM
BLYPB'L.?:K5>YU6;3_ ^CM:3(DLZ0PF8|^4"OWC^7ZUE7?B75M*O+BV M-
V+J&)C:1S|/O2M|S/TP:|)DW1T"XF"AYO.,<#H,9IB^"|)B M2,6XEA=6?A.WMQJ(N|>|60-
&!S#B0|@_ABERAS'JO49'(|11^%>>6WB'4
MHM*744NUVVKI;+I^WF1<'G/J<>E\$WBK5;'2K75A=)I(6L|G_'O@<'_|,|T
M,W_">77G:E|JO+Z:DG QMRW2B#7=0&DZEK;WBNT
M321II^WIM?:#^7/2CE'S'9,0HRO"CU8XH#*PRK!AZ@YKS&ZUC4|JOBM|V5Y(
MY'AG#N-K*Q!X_NUL:1J.^F?#F2|M_FE6A!^E>O^K:F4Q(****OPHHHH **** "FR(
MLL;QN,HX*L,XXIU% &#IWA'3|.N+B99KB9Y4,;&5R?*0|00-6I?#|C)H|MIB M^9'%:[3
ZM|R\$=#FM2BG=BLC# 'A2Q6VCBBFN8W4DM,LAW29&#NYYXJW/H=A/
MI46FM&5M8F#JJGG(.<_G6C11=A9&1-X:TV=9U=9,3W N7PQ^ ^, _XFJZ>#='C
M|O:DO|L(%^8_PDD?SK?HHNPL8!^Z6%C6,SQ!5V/LYK MURO-
/'GQ';PMKL>G_P!DQ78:+S-|JN>E8UXJ<+-F|!2<_ =5V>2^11@SQT|ZOZ7K|EA:|
M9=.NY+CY|J@CS-PQ|W':M#_ (76W_0N6_Z?XT?|+K;_ *%RW_3_!JU02VD
M2X57|C|2|)XFEFC>-M/O8E8A|Q<'=^73BH3X@G)R=-N2?),62#GEPV?TK1_X M74W_
\$+MO^G^-_' "ZF_Z%VW_\$_QI^R_OB|G5_D_\$R(M9GM_\$%QJ<-A:LBG#JQSC||5;_
.%U'_H7+?|_3_&C_A=1/7PY;_D^: ?L ME_,+V=7^0Y2|ZZFFN#:W(FDD+9V'
7TK8358+6&S2RT|A-NP=UQQ*W*V/^%UM_T+EO^G^-_M' "ZV_Z%RW_3_&FZ*?
VA*%7^3|3C?(N/^?:? OV:/(N/^?:? OV:[+_A=3?] M"Y;_ *?XT?
"ZF_Z%RW_3_&H^JP_F*M6_D.-|BX_P"??:?| |JFCR+C_)|I M_P#OV:[+_A=3?|"Y;_I_C5BR^--
JUVBWV@1QVY^||8!(H^JP_F#|J_ (YQ5)N?%_ =:ERL+,=13?/B_NM1Y|7|UJ? *PLQU%-
|^+^ZU'GQ?W6HY6%F.HIOG MQ?W6H|^+^ZU' *PLQU%-|^+^ZU'GQ?W6I?
%_ =:GRL+,=13
M?/B_NM1Y|7|UJ.5A9CJ*;Y|7|UJ//B_NM1RL+,=13?/B_NM1Y|7|UJ7*PLQU M%-
|^+^ZU'GQ?W6I|K"S'44WSXO|K4>?%_ =:CE868ZBF^?%_ =:CSXO|K4N5A9 MDB??%
(WWC|:2.;,R* K9I&FBW'Y6ZT^5V%9W'\$D|:9)&DT312J'C<893T(H| M^+^ZU'GQ?
W6HY6%GV*\$A_1|>.2.'3X5CD78ZX(J*FCTK3X;.:VCLXA!&_F M(F. P|_6K/GQ?

W6H\^+^ZU*PY?(9;VMO;:_+-"D7F-O?8,:FJ34)TO3V)+ M64))D\TG;U?&-
WUJSY\7\UJ//B_NM1RL.5\B!M.LF5E:UB:(3S6!'5_[WUY- M_ LC33C-C#PAC"'\)
[5;:\^+^ZU'GQ?W6HY6'*^Q#:6%G80-!:6Z0Q-JY5\ 6 MH(=#TJW\WR=/@3S1AP!JX9S
#J\Y\7\UJ//B_NM1RL.5\BJ-)TX7B7@LH1< MOJ%23'(Z41:5IT-Q+<164*S3
B1@OW@>M6O/B_NM1Y\7\UJ.5AR^15L)T\I
M3I7ELK.*"1^&9!R1Z4J:781WDEVEG\$+B0;7DQRPJSY\7\UJ//B_NM1RL+>13 MAT72[>-
HXK"%49@Q&.I'2K"6=M%:-:I!&MNV.\$8C4C[H]*N>?% _=:CSX MO\K4?%_
M=:CSXO\K4?% _=:GRL+,=13?/B_NM1Y\7\UJ.5A9CJ*:Y\7\UJ//
MB_NM1RL+,=13?/B_NM1Y\7\UJ7*PLQU%-|\^+^ZU'GQ?W6I\K"S'44WSXO\K4 M>?
% _=:ERL+,=4-S\JR+_KJO\ ,5)YT7\UJAN9498@JD'S5Z_4548NY,D\&U11 M170P&3\4
+14\Q9W%I;SSOE8KE2\3?WAG&?SJ"@\$\A1110 4444 :^A^
MXGL_\$6G26L\D+M^F>JEM;F\?3+:9Y;B25#M+39^YG\3Q2IK.L7=G?WTVH3PO9
M6D^*+!S'I0>E+@^AKF/\$VI3Q6>EQ0SM!)>#)97V#A0>6\5S
M6D:QJNLQJ)M5FC\$%K-(3"WWV20@\$GOP*+YCTF21(8S)*ZH@X+-P*< 37E6J
M:M/K'AZ2?4-0>"9&@\JV!PLH(R3COFNRU^>[_M_2;6WN)8HW@EE>.(X,A500
M*+!S'28/I3694(#L%W' R>IKS2W\1ZTMLMS',TDTR-YT;2\O+P2,A?X< 5>U
M40_9M#F76IKI(JL2)YF=C&-C@_CVHL',=[(RQ1F25@B*,EFZ"E7Y@"O/((M\UY/?Z\?
7\$*QCU"58)+J-?-6;S' 8C*[J+!S'HU% 01J(P2P7C+' M)/UHI%A1110 4444 %%% #XO\#?
RH!.Z M+R\$2('OAD89##H13MIJ*|O\ MVI)IDTEOJ<|"6D5JD,:\$[1N09R.]79=0N8_
M\$HT:YUR>VLH\AU,S\AV'& 6IV)YCT!/:FHZR,RHP9D.& [5YA>>)-6?3W(O M7CFM8#
(CL_EB4 G#?|><=*LV>KZEJ6L6L!OI(TFE4N(N"W\G=C\2*+!S'I&# MCI3#
(@E\HNOFXW;,\X|:|WA\1ZV@:ZB=I+EGD1\9Y=VU0V!A.Q K1|-O#+XZ
M61=3>^,FG*TA=L|":W_B;5\|O)86GD9+"9HK@X^9 M\B\BPJP^J:G!%>2W&IRIJ-
HT2P6F>)>@P!.1WZFBP^8\|P?2EP?2O.Y_\$E\F MFVR_ ;RMZ;R9)(\ ,%#< CT%1G6-
5TZ&S'JH3SB^M(Y)I'R?)R3N9?3C^5%@Y MCT421L\H'4O'\|O>5^M\$;I+&)(G#H>
R\#7'^%A"NL^*!#?-%('YFW\$_. M.JZPK&^U'0M&LYK*XFG-
SY_[AN54B0\J.W%%ARNP.?F_@!_2L\;M?7\$Q^T7(EFL7N5AD#[M\#RP?O=Z+!S'K
^90R\J>0:7!QG'%>;1ZMJHL+S5!J.|/:S1)' #|C!E7((I M\DU\$)P,=L46'S'>4444B@HHHH
D3_52?A4= M2)_JI/PJ.@2W"BBB@84444 %%% !1110 4444 %%% !1110 4444 %%%
M!1110 4444 %%% !4W\;^A*^>_C1_P CK!_UI?UK&M)VX'^*>=T445QGN!1110 5W.F
ML9/ VE1PVM\>31W\T\0W!WJ\DVKD
GJN<|*IQW.B2B^OV%O&^CRNT40(/G\L\#UP3^E> MA(JP<58M+&:|\$S1 !(\$R1F.
!_DU7-?H9>QMU/1|. *Q?26BN6MI8)=/,C.L MBJJR\$#@+UW55NGC.M6&6T_ \ L87,7V?
D;19>_ |%FBOA MF!\$;)_ \$=JJPZ9?7
'DVLKC)"\X'X9HYO(2IK>YW5XUWI>FWTENT%S+=S,(D5 MT*VT(;D_4X/YU8BMK\A
M.^OBUG\CDL(%B)=>7 7=QZ|:_ 73M1V,PM\@ (K!
M&))&">/QJU=^&J6LY4@DMW>5L;8T;49^E'-Y!R+:YV=[K04;J\4EH&BU*-.+
M?:!Q&2=G^|GBF\XQN;'IN.**F4KFD(<@4445)H%% %S2/^ M0\IO_7U'_P"A5\J.M_P ?
TW^XO\A7S%I' (>TW_KZC_ \ 0J^G6_X_IO| <7^0 MKHI;,\W&?'\$E 8J2
<=|4VN0\1>&M=U3Q?I>IZ?J@M\MO| 7V^XCS/P!'KL M207)'
S6ARIF6SDV.77\|C>GO5F2WM9I8Y98H'>|/CG'R_2N M:TJ\BT\7M>@NDF1\FYS\$1&2&!
.0*YV3[=)IJE8)!>?:8&N#,>< '?MY\|1 M3)N>BO;V-Q\$P>*VEC#;FZ\$!O4^E/\$5M*"52&0.
I*X(8=A7G=Q87-CJE2*: M.R:SB;!D/SD*,C)/7-:'A9EFA\3?
V5YBQF=A;"0D\6YZ9\46"^IU%VCMK*Z^W@HMZS%L??Y/ MOQZ5GZ5IUU+PL,
JE4KY1^AQFBP7\1I+2P9HGE@M20,1LV.GH/
M6IB(C.N\|R_/494\$C"J4;W;74EBIDCM%4L2IW#^3^M:-VU?^VKD M2&1;PWA>-
E#\$F'CO\W'ZT6#F\COXK>S665X8H\,?B0I@D_6A;&S6+REM8A'N MW;-O&?6LCP?9?
8_#D>)TN'9VEWDEB=QZYK>I%(KKI\DK,RV< +M22P0 MSP^3-"DD7\QAQ4E% R!
[&SD*&2TA+>W"[1!&%SG&WC/K4E% \$ M2VMLDDDBV\0>7_6,%^J\;2.SM88Q'%;1(@;<
%Z'UJ:B@+!1110 4444 %%% M% !1110 ^+_ 7+|:WWV^M.B_UR_6D)Q(V?4T"Z@P88W
_C4%U-#;VDL\Q_J(MUW/D9XKEO!OAO7="U+5+C5\4%[#F>E\$GV"SC-
Q(+:%4& >2!@8ZC*|JN MK;J-UJHM8Y8_#YN"1')N./E&#@?-C-36.CW5W+*NH0SSQC3Y?
*WD@9+G Q\J. MF: OY'=6K;=,\$OK86^;I4BWBMMXYFY(3&XUYC%9Z@L\$<02
M2)/LL26@"MN5@!NQV!SZUD)IEW&LET\T;QM5*M(&.*?)&<#.,46"_D=U;:(
M(|M'#+E@'"@,HKS@07L<,JG9137";HS\KPRN# MYF=K X!^H\5,+:J-
K'#%!=#6UEE:YE).#0V\;NO2BP7_6UL9)GE6&V>4GY MV7!;?
>I/L!&#!'C;MQM_A\I7(^&:"6PU/2MD,T<%;2\$1.< MNFW@TJV5H@PEI"H\IEJ>B@+?\$?
V>WVE?(CVGDC;U-95IX9L\351J1EEFG4DQ^9 MCY,GM@5LT4"L@HHHH&%% % \$B?

ZJ3*CJ1/I5)^%1T"6X4444#"BBB@ HHHH M *HZMJJIHEE\JO&::3M5\$7MF<5N70EF
(VUK=JYU*T\N=DB493&<\$ MCH1Z@4\ILV7\1Z?'9K<-YYW/Y8A\$9\|P-
Z;>O<47/B&PM!%YZW"- (NXKY39C M7.,MQP, ^M'7L-3BNQ) M-N-
O/&FYG7=|J,>OIUHL%V=H)(VB642)Y;*%5R< @|Z1IHE1F\$B/A=V%8\$D?
M2N9U:RN;K2O#=#M<0,&6>(7,<3\$!0%.0<=JYQ*N\;3\$DMK>Y6L7_%T7^=-
;DS^\$Z"BBBM3C"OGOXT?|CK!_ MU\?UKZ\$KY\^-_' (ZP?| 7M_6L:WPG;@?
XIYU1117&>X% %%% !175:1HME/X>
MM|Z6S6>26Y:*1GG\$810>HXL\|^ ^UOGNI+6_D|B(L\:-'|KHHS@/'-5RLR=6* MW.2K?
T"2VETG4|&=MID*2GU95QD"M6|%\V7G2RV^H>1;:A'&9N/GV!CD^E,@
M\%VGVN*&34FED5!-/&B<;#@<'N*:BT3*I"2%G\;P77VI!;FW5)\$EL9\$.2I3 M. ?
0'-67\6:))JWF1QSP6D2)Y Z@/GYR1G\SVK\$B\|17WB+5+.VG,=E9%V,C
MCD*#T^M6D\&1RQWTD6J121V*>=,5&<1|N_7@|4|R):IHOWWBW3;S\;7DN'B=
ME,\$(0(5(QSN\|S^%#^,-/41M'+X6*#4/M\$J1K--&4 MV@(W3!SUY%-N_!B(|P6M\9KX(91;
L#9D#@YZ\|T|R%:F2QJMM=6- >|CL_LZ M.S^?|SRX(S\UQPZ"K6H6T*I M8_S7*@9;
QQWYJ7=FJ:@CDZ*ZN'2-#O+G2|AA:VEX\|D9A4\F+*2!SV'%1V5
MAL:IK,E|8LUMI|NBRB3!9L_*O3TS^5+E8:(YBB@9|T5)H% %%% %S2/^0|IO
M_7U'_P"A5|/-_P?TW^XO\A7S#I'(>TW_KZC_|0J^G6_X_IO|<7^0KHI;
M,|W&?'\$9)=6T,R0RW\$44., '&.W6B?PGJ4FG:A'N7S
MWNH9E=6P9@BJ#SVZ&GH3=G27FI:)>Z5YMU=1R64C8SD_>_H:2WU#0M.AMX+>
MZAC2?YH\)?/M=:;|%LS?Z'*8I"WK@/'TYJ1-=TV:.=T
MOXV2WXE.3A:RM)TB|M\|6|&X58VNV8QS(>&W(%Z=N:H/IFKOX<73H]-BBEMB
MH,F_YIU!'3C@_G05=G0'Q'T*VRW!U&(1,VP')R3Z8I|Z|ID<=N|7\82Y_P!2 M++F/RC)@
M1#L>G00*|K;5M/%\;)KR/|2|DH3|9_E3K+4;/45=K*X6=4;:S+T!|*XMO">
MI_:KFW822QRW\N%F\|"#Y0,8QUXQUKJ?#MA+IFA06DR*D|J,Y8+|L30--LU**
M**104444 %%% % !1110 4444 %%% % !1110 ^+_+|::WWV^M.B_UR_6D)Q(MWU-
NI!#=6UPSK!<12LG#!&R5^M-O:H6-A<7C*6\$"%|HZG%<|X5\|V?A/4-1
MO+6ZEG>^.75^B\YX_.MS5K>2|T:|MH0#++\$RJ">I(H#6QBIXMD\$"O>:=Y:7%
MJ:B/RV-VY>.#Z'FK-K<:!)9V5B1#&9PMPENW)#'H2?6N=B\,WDMI:);Z2NGS
M6|IY4K^9GSSQQTZ<9ID?A'5(V:W<2.D|1N9%FPL>W.01CG&>*A%V=O'K%A+
M>26J7L9N(P=ZYZ =>:S&|8:>^IM8V|J3%8Q(TI8A1\|VW%Z!K.I722?
V;#;+#+;1P9\$G,A5P2>G3 H'=G8PZ|IE MQ=FTAU")IQG*
|QU%+9ZWINH7)M|. ^CFG49**3G'K|*Y*X|+WO| 8R0|8X66 M^EGDD4|A&)(-
+X6F: ^\66DD=G"#:6 A>:-LACS^5% @NSJQKVF-?&R&H1FY4 ME2F3P<9Q|
<5&WB32% @:4ZC'Y:/Y9O ^|Z5R%OII|JCZOI|-@J1MJ/FF|9L'A M5.,> ^,5>MM"U#3(-
*N4LH|F6U\Y)+;=C.|F(8'UY% 79LOXKTR/6#|IUPJ*T M2S),3E7!|A?
B.QWWWVEQ;I:3>3O8Y|P^HKE|?PWJ|@UY'|@N5OK?2C05V=A/K^D6VSSM0A3>H=?
9^4F|JQ#>86(S|4U MWX9NC>&%
((EV.CJ@4D<'N#19#NSLX)X;J!)X!)\$XRK#04E9N@07 M|OH|<>ILK7.XGY?
|O:/O6E2+"BBB@ HHHH ****)\$ _U4GX5'4B?ZJ3*CH\$ MMPHHHH&% %%% % !1110 4
XHHH 7<1W-,6-%F:95 E8 ,WL7_%U7^=25'+UB_P"NB_SIKJ:%X\|NYX39:.EM'&BJ<2+N<
M@=SZ5!9>&?'<6LC5;K32|Q%"T<6R11U|?:MO_A_ '\$_/|_XX\|*/^\$S|0?| M|_XX\|
"G|)"^N2|(XEOAOXR>)4?2\$)#%BWF+EB?7FM>?PW|0KB6WF?1|82 MVX B=6
*@=NN*W_ ^\$S|0?|_W_C@_PH_X3/Q!_P_W_C@_P*7L4-XV;Z(YFZ M|
(>|/N|MKI|+B1|8DPK&ZA5)Y)QGW-5W|"^_Y:;YMFTT>5?%,7E^>?U-M==_PF?B#_G^_|
<' ^%_' "9^(/ ^?|_ ,<' ^%_' L4'UV?9' #?|*R|8?|_K_R*M'_ M K+QA_T"?| R*M=S_PF?B#_
)_O_!_A1_PF?B#_G^_|<' ^%+V\$2OK|3LCA MO^%9>,/ ^@3_Y%6C_ (5EXP_Z!7_D5?|
&NY_X3/Q!_S_ '_C@_PJ2#QOKT,R MN|RLJCJC* #1|"(??ZG8XS3?
AMXM@UBQFDTL"..X1W/F+P>:|T<:: ^8'J%4 M?H*JZ)XWT_562&?_
\$.Y: @*W1C|&M10IU"ZRH/3K|!5QJ*T,:F)=22U13B/|Y?K36^ ^WUJ^H7M/E#VJN4*,U?
PG|Q:;) <6ERL/:HH9|_UHS|U?PG|Q:;) _P_ \UHY0 M|JBAGWHS|U?
PG|Q:;) <6CE8>U10S355\$! "(B9Z|0!6CA/|BT83^XM*P|JB_M@, #H /7'>C/O5_"?
W%HPG_ /-:5A|5%#/O1GWJ_A/^>:T83^XM*^M44, ^|& M?>K^\$ _N+1A/^>:TU10S15_"?
W%HPG_ /-:5A|5%"BK^\$ _N+1A/|BTU10HJ_A/|BT83^XM*P|JBA15_"?
W%HPG|Q:;5A|5%"BK^\$ _N+1A/ M|BTU10J.7K%_UT7^=:>\$ _N+5>|'^7'A
/WJ_S%-1\$ZJ:L:M% %%%68!7G' MQ_X_:#_ '#_#->CUYQ|3/^/VP_W#_,T<-1110 4444
% %%%/0#)/_% !1 M71'0-.MY|:QO=0>._G4\$!5RB\$|?TJH/#.J/-+%' "LGE2&-B&Z>Y|!Q0!D45
MIP>'|2N;>6>")'2,D'YQDXZX'>KK^'8TCB<22/OM#<\$#^\$C/'TXH_Y^BM5O#
M6JK: _:/(0IM#|0^6^*N*GNO#TK|<\$T 8=%6+VQN-.NFMKI M-DH&< Y!'J#5>@ HHHH

****)(\$ ZG9Y YD) .0980^/VX^B_R%>-V' (3L M_P#KLG\ZIDB_X ;CZ+ (4 3T444 %%%
!1110 4444 %%% !1110 4444 M%% !1110 4444 %%% !1110 4444 *OWA0>6-
" >%&<,<4 4K'5]-U.6: M*POH;F2\$XE6-LE/K3]2NFL-*N]Q8_-:"
(R!;XW\$#I6)X9\#Z3X30K^|TYIVE MOCF7S6R!SGBMG5;;2]T>|M(B!)-\$44GH#0!S^F^
X=4TK2+V*VV->SB">)S@ MV]8).?RK4703HK+_ P!LPD(W,S#
8>J^HKF]SP)=37VCW%M;:1HT-O;-#!*T@;S">AQ_ ".] '6WOB32-/9UN;K:Z] M 5 R!
MIRV(BN64 XW" T%7I/\$VCQ[U^VJ9%<)M[DGICV]ZYRU\;W8&5X4M9'GB:W<.
MX^1#>4@U.UU&.6W>6R@%G#&W22(>8_P"UZ4
=%#XGTQS:QO/E\$PVW!_&J^@^'=7\7*O"MO. MMPH6;)5=U'8-R/SJO7+^ M-
NK'P^9KXLUUH+O_5Q_]=5_MF*-2BBB@ KSCXF?|?MA_N'^9KT>O./B9_Q^V'^X?
YF@#AJ*** "BBB@ HY&M"#@CD&BB@#I#KFDW5S;ZA?64QOX% PC#9(1T)_2I-A %-
O;&|EN+>22>^<^ M?M; 5.P7WZ5R]NFZ9#@!R?TH V=-\3Z7IMDEO%;W V|E) M!'S@|"?
>J|>)K4((9>+K?J.ISS^M55TRUFU!;81A =W*2%B<5' 8.9&C%V MIDC8)*,?<8G" T
;MIKFG6#VUO%YDHC\$0VM^|&>N1ZU5C\46/V|SY;>:'V9 M8@ZD;E88Y'MQ6:/#S+?
O8O<@3)C=M7@\$]*LOX=A4)\$LY:?:OPYZ;2.M5#H<45S'&U MSYR22-
!N48VR#^E8SHT:#I.H:C! MJ%Y8Q37EO_JHF'*?2M')SWH
YO]5J^LZAJ4>FW:VD5A)Y*#;GS9_-[->R>9]15^W2PD;
(B<#C/)Z@U+=^|AKR|GTW4FL1>C%R@0-D]-R MYZ&JC^#44R):ZC-%;7"J+M'&YI2".4\$
1JV>QZD8IT'@M;:"&2'.P#&|BQ.:!Z\$T 5=:;2#2FN=%MI)%4QA
M|@D;8]PS@CJ:WM5UQ=,O|&R%K)/+=SY5@ BJ-6)S]P.V|!;#|!;K)#:/Y M9G78"79!C(/:-
=!>Z/%?:K:7LDC 6\4D)C'1PX AJ,>'QYIK@O+\$|4+*3 M^|YA&1C
Y'(ITE_XGU*\$:2T>E/#|KN1'(LC@GRJA;(Q]!4<'@&TCB-
O)65K#=:LSS6TF^*41@;1M*X_(!;_!4?'<:PW ML%M" T-
V(7DMG9@P.TCJ]TZ]ZVKS7/L%AH&|F|O%_ =PH0"Y|G@=:PF^'BN
M\$634R5CB>)=L2AB&(Y8]2>*WM0T.WEO8>1=&WN|_#_4S;0>O!R/PH IZKXP@T
M<1FYLI0=H:4%P# 'DXOCO^%1IXVM7G8BRG%DDB0O=\$C_++N"7H*9JG@Q]4GD
MFEU,^9-\$(YF>)6Z'.5!^|Z<4]!|4"Z7)8->R,DDJ2%L#^%=N/QS0!;/%MNMA
M&58A;I(K9W\$ '<..]2-X0\$NE MSZ3/?L^FMGR(=@S\$>W/?%,@|&(DD,TMX#-
_LN8XE4\$*00./I0!TZ|BBEUV.M1RN%&,L0*% ^|*C&@#GO#GC31O M%5] ?
6FER2/+9'\$P9<8YQQ^5:FKW\$MIHE]@;:'&:CT]0M*TB>;
M3K&*VDN#F5DZO]L7]H+_3KBS9B@G0H6';-'%:7XTU" |T_1UNU2#46F5+Z+
M'WD*%@R^QP#^-:|^(%A').DMI*K1Q&9 '#;F'7IT/L:EO? UG>W6D7)N98H
M.B\$)=./4+CFJ;_#R-@%GU\$LJV|VZ|(E!(!;S,>I/'>@#2U+QC;;;<2V|VTK
MRH(R.0%.\X&2>|^-,N?&=O;>2AM" T]1F66/SD_ =H#C.@ HHHH **,<9HH **!S01B@
HHHH ****,8H **** ' # M|C4VG#|C4V@ HHHH **** "BBB@
HU&>E)0.#0!P^I:|K\$'C>.Q>|2PMMP\$ M,)--M|%(F(Y:0J,Y-2:QX1EUG4TEFU M-
CI^X.JLR D' 9/45I7>@V]H]7TSL4:U:U: +L588SF@#E(%NJ1V33R7&9+
ME4|B.6,@H6;&5XY]ZZ'1;^ ^2_U+3M2N!7:% 4+M& /H*,B'QV+CR0*
MT6Z;SU=X\$XK3|'B|=OLL,L M(R/O!R#G\,50B^|O\$B*+^0|0H^Z.<'-
":=XSW0JERDMQ?N J0I@!V+8X/;
MCUJTW C2,SQVD.F7\$E|=F0;@/+VYSD].U11^!8H'\$T_-(MU&0T,A4?(V<|.^<
M>E6K+PE':Z@NH/>R2W3*XF8@ 2%L|^V,T; &G7|6J;;W| (CG0, W4>U6JH
M:/AJZ/I%OIZ2&58%VASU-7: "BBB@ HHHH **** "H+O_5Q_]=5_F*GJ"]_U MZD#C)H
Y,|=00?>M" TU06MJD14M)#+YD1 SV((_6NCNULI'>=X8I
MIQ/N*MJEO<>*,TW2QXPS1*#A6;M5J.WL)/M#2VL,6\$ MS"&
<9:7T^G2IL^YK|2AJ.Q/\$DN\DPF1VP6)' +\$=":#XCE+DF(|^><<|G)%;
M+6=M'*@N+6W@B|L,CJ?F+YYJO)#8W&HQZ:(X\$6=6(F'4/G/7Z9HL^X>UC_*C M-
AUN/S0TT3D)(TZ ?|]#Z^U93^8|&5U;|XQ.'|-6+|J9I? *C5;=7*J1U.*Z M&W>YMXX?
|P(H" L02\$8A>O'2NH M:Y>UN=-:X]J2Y|YP2^#M0DX_I3;&21+^|Z)K-
IW#?;/EY/S'U%,DYBB@@!F M"G(!.#ZT4 %%% %BP_Y"=I_UV3^=>R1?|?MQI%_D*;L|A
D)V?_79/YU|) M\$#|MN#CC" _R% \$]%% !1110 4444 %%% !1110 4444 %%% !1110
444 M4 %%% !1110 4444 %%% "K]X48RQ_&A?O"D/4T R M%@V
L3YG./2N@UV1XO#VHR1L4D6!BK X(-7@J+|U\$7/7:N,U'F>:V8_ ">F19&R>2ZFMMH5(Y9
1'CH5XX(J0>%M)^RI!) "\H6 M<7/F2-EVD'0DT 4O#?B6Z\0^;LMXT,-N#)STFR?
E_+'YUE#XA2)'=,ECDG>%MLEP;IAG_EH<|J:@_X1'1MBIY#|B|K;N MXP.A^HH
@T37;C5++4X|B/;+;1L5F1=JN"N1D/W/T%=Y8Z1:;=#/'")|_ (E>4Y9AC"|JS|?
P;HMM&+:12M&RE55WR(MP6W';ZO6DC)Z/'*[F:I\$9640 MNV4C##|VCMF@#-
T2ZU:3QO<1:G*AB.GK-"\$?E&6]/7WT|B/:^FW^MRP0_V M7;ET6;'YN5MN3]U-+|:;?

HJJ)>VOG-81N M5G!#P%OW?)R2!ZYH Y"Z!6:A?V"0N#\$(212K-"H (.4:-ND:Y-8>VU*J
&3-J^M0'3I/>.U.HWS\$QR#_5J@4MR/7C%5K+QA=75W=6S6T2O:V\KR\$'M@NCA>/8Y-
:Q|+:8;-+8FX.Q|Z3%_WB'&.#CICBF3>\$-&GBCC,4D81&0M&V"Z ML|-
K;"T@,/F+GYFWYSCTQBM?P5=7|YH|S-J%P)G^U, M(R|T7
(%6X "VD16DEJENPAEV;ES_H+L\$QO|?|M5_F*-2_MBBB@
KDO&'AB|U^XM9+66)!\$!#;|UUM% 'EW_"N=5_Y^;?|6C_A7.J|-O M^M>HT4>7?
"N=5_P"?FW_6C_A7.J|-O^M>HT4>7?|*YU7_GYM_UH_X5_MUJW:Z@|37J-%'E_|
PKK5OTNX?S:D_P"%!1!X|UJVD+Q7=N' M(QD@G%>F44>7?
"N=6QC|5;_K2_P#"NM7QC|7#CTRU>H44>7GX=:L>3=0 M\$^D)H\A76K<_Z5!SUY/-
>HT4>7?| "N=5_P"?FW_(T?| "N=5_P"?FW_6_M04:* /+O^%.V*ZH@\$\$\$
@|0:IP:38V|_G16ZJ_8^GT|*M(B|OG_CS?|IZ%&^Y_Y|W_|Z%:5%&;ON?^?_-^A1ON?|
GS?_+Z%:5% M&;ON?^?_P#OH4;|G_GS?_OH5I44_9N^Y_Y|W_|Z%&^Y_P"?_|OH5I44_9
MN^Y_Y|W_|.^A1ON?^?_-^A6E10!F|H_G_GS?_OH4;|G_)|W_P"^A6E10!F|H_M|G_GS?|
|Z%&^Y_Y|W_|Z%:5%&;ON?^?_-^A1ON?|GS?_+Z%:5%&;ON M?^?_P#OH4;|G_GS?
_OH5I44_9N^Y_Y|W_|Z%&^Y_P"?_|OH5I44_9N^Y_MY|W_|.^A1ON?^?_-
_-^A6E10!F|H_G_GS?_OH4;|G_)|W_P"^A6E10!F|H_G_MS?| |Z%&^Y_Y|W_|Z%:5%&
<'N00?L;_/?0I"|SG_CS?_OH5I44_9N^Y_Y|MW_|Z%&^Y_P"?_|OH5I44_9N^Y_Y|W_|
.^A1ON?^?_-^A6E10!F|H_G_GS?_M_OH4;|G_)|W_P"^A6E10!F|H_G_GS?|
|Z%&^Y_Y|W_|Z%:5%&;ON?^?_-^M^A1ON0"?L;|#^|*TJ*.34_-/6BM""&.-8XD"(HP'
!BB@#_V0\$!_end GRAPHIC 12 forms-1_009.jpg begin 644 forms-1_009.jpg M_|C_X
02D9)1@!0\$8!@#_VP!#_@&!@<&!0@'!P<)"0@*#!0-#L+
M#!D2\$P|4'1H?'AT:'!P@)"XG("(
(L(OP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM|BYNL+#Q.7&
MQ|C)RM+3U-76U|C9VN'BX^3EYN?HZ>KQ|O/T|?;W^/GZ_|0_P\$P\$!0\$!M0\$!0_\$"
P0%!@<("0H+_|0_M1\$@ \$"!0#!<%!0_0)W\$"M
Q\$\$!2\$Q|A)!40=A<1.B.H\$(%\$*1H;'!2,S4O_58G+1"A8D-.\$E|1<8&1HF M)R@I*C4V-
S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.\$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM::WN+FZPL/\$Q<;R.G*TM/4_MU=;7V-
G:|XN/DY>;GZ.G|O/T|?;W^/GZ_|H_#_.! (1_O\$/P#V>;5YHIY(MO'&0K%03GL:C_MN?
_GE'^M4|O_C|G_ZZ-_.H:|%3C;8Y'.5|S2_MN?|YY1_MK1;|<|SRC_%K-
"BG|/87/+N:7|MS|/*/|/|G_YY1_K6;11|/8.M>74?ZT?VW/_P_|H_UK-
HH|G'L'/+N:7|MS_P#/*^A_6C^VY_|MGE'^M9M%'LX|@YY=S2_MJ?|YY1_K1;4_|SRC_
%K-"C|*.2'8.>77P<|NYI?VUA|M|H_UH_MJ?|YY1_K6;11|/8.>74?ZUFT4>SCV#GEW-
+^VY_|GE'^M'|MSXS M4?ZUFT4.G'L'/+N:DFLS(Y7RH_UI/|G_P">4?
ZUGR_ZT_04SGTI*\$;;YR|MFE;|<|SRC_%H_MJ?_)Y1_K6;^%'X4_9Q|!SR|FE;|<=
#RC_6C^VY_^M>4?ZUF_A1^%'LX|@YY=S2_MN?_GE'^M'|M3_//*/|S?
PH_"CV<>P<|NYI?MVW/_|H_P!:/|G_P">4?ZUF_A1^%'LX|@H+N:7|MS_P#/*^A_6C^VI_|
MGE'^M9OX4?A1|'.8.>7|_MJ?_)Y1_K5!_NO?|M,I*\$;;YR|FE;4_|SRC_%H_MN?_M
_)Y1_K6;^%'X4_9Q|!SR|FE;4_#RC_6C^VI_^>4?ZUF_A1^%'LX|@YY=S M2_MN?
GE'^M'|MS//*/|S?PH_"CV<>P<|NYI?VW/_|H_P!:/|G_P">M4?
ZUF_A1^%'LX|@YY=S2_MJ?_GE'^M'|M3_|H_UK-"C|*/9Q|!SR|FE;|<
M_P#SRC_6C^VY_P#GE'^M9OX44>SCV#GEW-+^VI_^>4?ZT?VU/_SRC_6LW|*/
MPH|G'L'/+N:7|MS_//*/|/|G_.>4?ZUF_A1^%'LX|@YY=S2_MN?_)Y1_M_K1;|<=
#RC_6LW|*/PH|G'L'M)=S2_MN?_)Y1_K1;4_#RC_6LW|*/P_MH|G'L'M)=S2_MN?
_)Y1_K2_VU/_|H_P!:/S/PHH|G'L'/+N:.)UN<'_%4?MZT5F'K14D>Q7/+N6+L?Z9/_-
=&_G46*FNO^/R?_KHW|ZAK1;&;W#%&***8 M@Q1BBB@_Q1BBB@_Q2&EI.|\$-
U.|M:2SQP/<.BY6*|/SGT%8.B>;K;6)C')9_MRV_WF-
6N&QO<<%1|BNB::.'#2.%7/4UYH|AN|:"PGL|RU-W::E+= (DA.UE=MLC/I64Y6-
H4Y26QZ#+JVG0_^=?VT8#%"7D
PPZCZTL.JZ;1Z%%JVFWM"RM#J%M(L0)DVR@[1W)J6UO;6^C,EI!8E\$42HWE+@\$M@8-
7&?,1.DXHN|J7%)W|T,0Q1BBB@_Q1BBB@_Q1BBB@!"*.U+ZTG:@!O^MN/T%-
Q3I?|6|B_M0LB%"1V!&*L;G#>\$/&5_*=%N|4?3 M(C:P&|0\$E<<"4
|R*K:/X1L|_%L_R;B6464,L*|P/G\$AR|M-L|0N+J&M:9\$FWD1_#;+
U;K6=I(OW60ZCX|TF/2|2FT^226|LXM_E/&>><_2GVOC S2_M|/|@DO'G6?
R\$EG"0,1&&'4^@J*T^NGVOV@M?7,QN+8VTA90#MSP?J*NVWA&
M&WL+^U;_GF^VVR6TDC*0J_@8H|?NDJ^,=.:SGNS>E88&"M00J0)&1@'KFF
M#QKX?:QBO4NY'AFD,2!8R6WC^\$CUJO>>!.OHYA+-+O?RBCX'|LOKM!QW^E2_M6?
@VSL_L3+|%HIG:EX^MH|4T6WTY7FMK^4*|OE\$D M#H0/?-=H|M_-'KZ1>&%=-M8"|3

M;:'>!D FNJKE-0\ :9J>H7UY--(@TIY[6Y::2U:> 1QE@ . 6QT&?6
MJ5W\.=,N3&ZW4L4L4[S(X0, 'QE<'MQ5EO!, "1A+/4[FS+VQM9VC53YR9)Y'
M;DGI4^^5[A%H?B>:Y5)M1N(EC%@ES(D+>EBH!WC'& M/0XHJX/=-G3-
5LM8M6N;&5FB5BC[U*LI'4\$'I6=;^, !NENFANI"EJA>1C&< M8!P<>M7M,TJ+2S>F.1W-
W83?O9HO)A^T,)XBA: M/U&>M9TO@9;H[KW6KRZ?I-JF!=% 5,@| ?2KVN^%;+Q!-
H[MW)*CV1 4H?| M6*,?(WL<4O>#W1EOXB@_MN:WN+@""1HDMU\O!5G!:(#'WJQ?^*
'TV.XDNIWV M6\ODR%\$+-C)_ (5!J/A2SU/^U#+/!*IU!8P2O!A*?=9?>J3^~;*31+/2Q?W2I
M;N\O*<%IBXP=V>|'O#|TNVWB!=0\0Z?
#8R)+IMW9/%J|BOL/ELXZJ&Z9K,3X>Z7'<"9+B97\Z.4\#!*+C'XJ33T":?' M-
&%O+G[!'.US'9<;5E/5L]?PI+G0WR,LP>./#JQ-%%'<3[H@WE%H6"N5SD-JMSQ7-
Z9\0;BXU'2/M2;+2YBE:94@)?ANT=Z*.J M:&8AZT4'K14E%BZ_X_) ^NC?
SJ&M'XTJGN96J|N\?Y4?V((N5E2BKGJG-_S M\1T?V(^1E*BKOJFM_P JXZ/I-
:_GXCHYT'(R MG15S^S6_Y^(Z/I:_GXCHYT+D93H!5W^SF_Y^(Z/I:_)^ (Z.>
(7&C2:7931P&+DV2RN"=L>>< #DUPUQHMQ;G5;6#5TOK+4;6;-MS+
T95T(OP!TP*PN;V/5HM8TR<2F'4K200C=(5E!V#U/M1_;&F?9OM7JHVAM M
I1+YHVD^F:\RU72X%UFJO-'M'%-8);A&B?3=(V:)+Q
MY=7CNEB"N5V#KN..*9ARGL,GB"Q&H:7:PR)56^D3'2-3M96M@DGD-;PNC%BR,"=S
M!<=*NWFG"^AU"0201&6JBN4LRCE)%5<%20...+L+JUO=6UW J):>*: \$YQ)&
MP*G'7FHH=4TZY\$!@OJ600C,I24'8/?TKDK/4I:'PS>VR16UA?2O(5TPR>&;JPFEMJ_P!H
MCFMH3"Y(')=S8QSZUJ)9V,N@Z|:_&C|'?A.TBR16JL A4#:3C@=J7,/D9Z M9J5A-
:2745J;/:Q_?E60%5^H40:E87*QFWOK>42\$A-D@.XCJ:7DIT^*:UO M)/,AM&D\$
6PCCD,4OEXR6;'&<5HZCA M-'.'(SMKGQ?
HEMK&GZ4;R.2YO6*QJ&!48J36@FK:9)YPCU&U

%P^64C>..>3FJ?JGD8):!;:V>VLL;<3(CD MWC-T+<<#O!;:8?LV>L#7-'8?
+JUD>0.)UJH*L37UG;7\$5O/=PQ3R_P"KC>0!
MG^@KQZ70=,%I% '%Y0D331!GRG_UV\ /3T!YJUX@CFU?6J2Y%S 8(/(*L(G#@ MH?
F!XYHYQVJ70SF\$2#?^5,NJ3MK*J|@F.#(K2,Q/\$:+U8^
MW:O+=/MELO&L.I0/%%9BY::1GCD9CD=%&,@UVFIV4/B+4)A'))JAU'3WLA,\$
M(,3AMW(J/Y4TIB<,:%J'Q:!/++^%JH^E2/Y<>HJ,HJ>RJ<9JUMJNF@R@WJ
MMF(XD'F#Y/K7)Q>&J>MM&TW1J:2,V!5\$05FPK1@YY3&=V*FN/#6HIZ&8+:&
MU:Y.H/">_L:+BLCI7U;38X(YGOK=8LJ&+C#8J)*@LO\$&FW=E;73 M7,4
N<^6DC@\$X)'*YG2/#.JZ3=)=O8VUJ|@R@023#*!CD\$\$\$C&?6JR>#M8BMV
MBQ\$RSVXA9\$D \$/S\$J2,XYJ4786.XU*J.GV33L;2W,F0J0Q=78J!GH!JFC3+^
M/5-.AO8D90^04;JC X(IEQ%^/6J\$;K_'SBD_"G/JTVF(/PH_"EHH 2BJUJH-EHJ(
MJ=PVRN<*97"ICJ57?Q!HR01SOJMFLLN=CF4-CK@T:.-'X5';W\$-U DJO*D
ML3C*NAR#3O,4R^4&7S-NJ9GG'KBC0!U&?:CGTHHT/PH_"BEH 3-%+2=J'- MT7Z4VG-
JU?I24D GX4?A2T4P\$_"C'*6B@!,^U&?:EHH 3FC!*6B@!***6HY9H MX(GEFD6.-!EG8X
'O1H_-'X576_LWL_MBW4+6P&3,'&T?C4R.LB*Z,&5AD, M.A%&@#OPH_"EHH 3|*/PI:~
\$_"C/M2T4)^%+%+10 E%&** \$HJ:*0Q\O^O? M@'YCU%,X*_E3YB/.D_WC_.F;A32T!
JAO_='Y4HXZ #*3<*-PHLA!Q_-=7J
MJ7C^ZOY4FX49HL@*VH7J0IMHUS<*=@ (4*BY+,3@ #US7/ZMXO:U6&"RTYVO9
M+I:;2.90/))&02 >.:C!1@*!VXJ7Y%(L>*?3^'=(\$)=HMU>, 1#J|T8XW,?0#-2
M/K+Q26L9LXBUU:>?;J,N!DI^O%-J3^%
I/Q+:2I(6BN6C\M)PO^5AQC\36J=P"JLKFV8X\$J31D_48KCY_"^MZ
MDM@US9!;2!8EM;F)F577C?P><|=:#NS6E\07":OHUG_96R'4\$#-,J#Y"5S MM
JFM#4M8MJ+FMX7MY9IKC/EI#&"3M'/Z5%=:3)>:AI5Y-.HEL26<*N!(2,<
M>@JGXA7W5KW5-,GTJ2.%X2^~.1=P4\$8Z=Z87'77B|2+2VCN2LKPO&)2ZQC"J
M/7/;<>E5+;QC%IX?!3PZ@LWV\!OBE>/9\Q9%VJ?0BD%_M+XUT5DED"R^4FJ
M_EC\$A7J|P6EO !3#9PL1ID_VDB.1(I\$ +HS!=P/MFLR#X?+;K=6Z7L?V9U<0 M?
N_WB%CSN/<#M6SK'AYM4D22.Y\$3QVR0IN7(RK!MO_+I1J%R:T\06>HZ@JE:
M02.ZL4,C1C8K@=#W%6=*U!M0MI&DC\$4T,S0S(O0,OI5C+X;O%\30ZO+>0&*
M!C)Y<\$7ER2G&.,>A%:>AV<JK:W\$ETNR>ZN'G=/(N3P/RQ36XGJ:E %&:,U1(MM%)FC-
.:J&.:J# <_WSJ*2E<_/_^ IN:\$ M!L,T\$TP.:J3Z=-J6K:.D5M;3 MJ/.)6ZJ,8^48SCI7-
76AK/X808;O2XEO8M04FWB0E(@IYZ"ND @A@"#U!H1@# 'TXIV XB+5_\$%U.(I:|D-
J%D9+HVX#2J0" 1V MYR*)=>UXZG:QAXJ59(XF\$3QDB8GJW05VR@* H '8"@JH(521T)
XI%^E-S20"T4F:-PI@+12;A1N% "T4FX4; MA0 M%)N%&X4 +69X@:T30+HJZ*2.V
!>*/JYSPOTK2S2\$*PPP!'H10P/+>4T MZJ?P!?'0::BS6LTC33PVYQY?

(VQJ#U"J17H>A>9_8&GB6(Q2""%0R\$YQ5Y511A M451Z 4I(%)(:8M%)FC<*8A:*3<*.PH
6BDW"C<*%HI-PHW"@!/:2C-&: "B MBBB,EE8>< R#[OIFY?I@I9<><-
O&F<4(3';E_N"C*.* M';A_<%&+?W13<"EXH-P_N"C/I@IO%% # MW8;S|@I-
P_N"A_OG|*3BD NY?I@HW+ <%)Q33T;Z&@"3(SC:N>_ /2C(!^ZA^
MAKSG2;>XO)E:X#,78CI&V>,'^E='I.FVUKXJU8QP; /*2'R_F)"
MY4YQFIN58Z+> /I@HW#^X.3BL29M='B6!(_LW|FF)RVFV)*YTV>,
I!2;A_<7'N:XRYU:X2Y%UITAECCL(HY9,%EB M8M@DCU K+E%W?:I)#'=#4%;4@%:0%
(Y!LS@|>V:5RE%GHY('5%HW+ <%)87A, MN= 42Y\$HFB"F|54U3R/I,F^U,Z0' S_L+^=(6
)&P9KRQYI8;"19)O/BADF\$*|W\$9. 59#U..F*|CPH|Y)X6 ML'U N;ID^?
>.>O&:2U&S;W#^X*-R_P|P4E'%4(7I.RO| =HRG|V@!OM5*YTN"ZF|YWF##|NQR
"*OY3^|I E?I MM)JY49..J.M=\$M54A9)U|Z@/|@&D70|5-CSJ|T?I6KE/I GZT93^|1RH0VL^
MY2M|/BM93(CRL3_>:(^M6Z?E?I E)E?I M-*QFY-ZL2D_&G97^|I E?I M @;HOT
MIM2,5PORIJ;N7^|0@\$HI%_6B@9F^*-.;A|.:+?ZK,A<0Y"J/XF)X_6N.MM=|0
MV6J1PZCK>DS+/-):+|LL3;"RA1W|5VNOP)>6-U9RZ= MV?
@K54U1+S4(|N|\$;:1VZMY2L@*E1ELY.:AE*Q?|A CN673|+O-8N,++82 M74^R/
.TXX|ZM:MX_6/1|X0V5WIVJQVXN+>*Z0'S4R.1CKP>E9EEX,GM|.TM
M)M.NYHH+*2T(.D8W;CG=U|5&G@S59|*|75%O|Z|F@%M;W+O&#;QYZ 9HU"R-
M+6/'MRFF;+:RN+#4XY;??'=H/GC730#MG9XQLCC.0F,TJ^"M0'B7^U_)OV43>G/2B|'9&|
)U2?2=.NC-:V|ROM)C#%?49R/7FET7X@27&C: M<;C1|Z|U2:V^T3Q6R#|VF2 QYZ'L*R-
A\$;C:WUW<74%Y<)+;R0(@:--H?NO M|^;'O44?@KQ!:VEFCMV31=A9'1W?O-T:UB\$XL|
MZ:V\$22RS1H,1!CC!'KD8J|!XWL9X;U_|.OXWM%1_)=!ND1AE6'8"N8N_!%Q/
MI5U|6GWD4<|\$,)/F1G|1MQ;KW)J?5?"FH:FMUMM;Z%YH88PR2IQY8P">><^
ME%V%D=?X>|0VGB;2&U*RCDC16>-DDP2K+|. "*|S_.%FZZ/"DVU8Y-<;Z=80-M(^/|*-
C|#78>%=,U+POI\$|C_&9=7(EE:7=YD:X+#GC-8MCX0GL|E+A|\$NY9
M%LWM03+'U8D|^O49H;8):F|H7C>|_#SW=|*#|Q9V<5Q=%%P&+#^&LW5O&FJV
M,^L?9H/M"07-O' @4959,9S|UCW7@C6Y8Q#;1ZC;6|6L=O)=G0YSQ6 MI?>'=3NXM4
TN|BDOFA=766,^4T>,'KSTI797*)JWC;5H=(NGT^"62Y.I+;:
M|1C\$.3T|J:W;3QS82W4=L|K=B#S1;-J|0"\$S=U|>N:PH_#NJ)826TFF7CM)? MI?-
)YL8RRG..O>HX/"^IPZZ;K^S|H|+%R;I=-:;/8)3T.<|.:+L7*;\$?Q(L9 M8IHM'U&2&
|^Q^8H7#RYQM7GFC3OB9H^IS)&MC?P+Y_V:661 %BDP2%//.< M&LNR|
ZA9Z8+)=*O& U3^T0WFQ|H:-0T=E:B M612.6D|"Q@MRT0|LMU);:376RZ0=3OKF2|M
M"EIJ%H(B)F|:-T)VGCKP;:;9+5C.AU;5K*737U/4|%9|L;I+-OE 0|"HFK MYA6P#3A?
MAZVSNR1N|JH;&GZP89'C:*9C\$"" M|)(X|\$9J-/4,4T1CNDV;8Q-NA!9RG<'MFC4-
#>U|5/I)TJ;:,"2Z9"+>+/W MWQD?
AWJ31;J6^T.PNY|&;>W61|O3<1S1J>D6.KPE+NW60A66-SU3(QD4NDZ>
MFDZ/::=&Q9+>(1ACU..|5J(OO|TE*WWS24Q!112&@-%4;_%2'3YK;|X;B
M::XW>7'"FXG R36?<>+&VMGGDMK|;+%Y;JB'YHG|!A|YI7'8WJ*@2|C-HMS M-
FW1AG\$^%*_6F1ZE;370MHYU9C"9MRG*; <\$|NE.X6+6*7%53J-B(UD-|;A&
MX5C*;'Z5(|U;QR)&|Q\$|LCC*(7 +#VH FHI*6@04444 *WW5^E)2MT7Z4E) %M%%%;
HHHH *****"BBB@ HHI.: %HK+L|?L+^|M;O(QW,BR%"\$=E^|JGN16 MG0 M%%%;!1110
4444 %%%%;!2=J6D|4_-/6BEQ12&22CH)_O'^=,I O^ND
MZ_>AZ9^=" \$P_"BC|Z|SI@%|!Z4?G1^!_#@##U|6+NPN8;:QCA,WD/=2-,<+Y
M:8RH_P!HYK(A.7EQX@|67.JD|+;-6(Q0\$G&RM|>:26"%8VD54;:;#.005-
AW.5EUHW/Q*L+47!CM(HYH6B(A MV3);Z#H*K76D;K?S3Z9IVH-
#_9M^'+NY^;)QN" 7K7:O:Q274-TT0,|81M MC|N>M5|TXV"W+22F:>ZF,TLFW&2>
/0"BPI|F7H>C:G8;|J-W>7QFM)R/L|
M>|DIZY%.M&O|X:U;:3I%.UPUM"902L808SCUSFM_GW_*JEG8"SNKV5&)2ZD\$
MK(1|UL8.#|T6\$F<&)KJY. ^;|%/F>YFE|TROH^QYMI;G<> >U;B:S<0?#5 M-
3,RWES!&PW-QN8-C|SZ5N7'A_3;G3XK*2V_YV/3 M:-
HM|>2/RQL7|HSFBP|F'_PEEW;QZC:7L5O_-JJ%)(SF)M_3CKD>G>J%MX
MDU+5|0TKA(6MY9X|H""|+A">|V^AKJ(?#6EPZ9)8+;'R9<%V)^=B.AW=>*2#
MPSI5|JB&V*|9#(#N).XC!)|>*5F%T-IO+M(X;4;\$4/<(069@S8 4|L=> M:E@|9ZG=W=
|MMK=+.VNOL9.?G+,IVM^|ZUTG_"Z5FV(M<"V.8P"0#SG|>: MFBT'3H?-<
V6H'FS"= _QT-.S"Z.#T/Q)KVG^&;)I3%(KO,TEW*K,B@-C:<QR*63PAH|B;|LABIN9MJR\$
YZCZ5>M M-*BM+^2Z3@&%+>) N!&O. |2:-0+U'%X^|J/S_ "JB0HH_A|P-!11VZ M&EP?
0T*WWS3,URUGX0U>.TEBP(1LDVAY02V7W!21TR*|!Q|
M48^M%@N<0OAF^GU>6|DT^"*&19-L!=3Y1*#@#CIR1FHO^\$2O'OH9+NWFF!BA7
M=%<*HB*=0<|_E7>8|C1@^AINK?Q/">O 8+>%Y9,"4,C%A@;5|'US76T8/H?

MRH_AJ0!1FC|#^5'X'J8!FC_X&C|#0_9HS1^!H_T &.,T?@?RH_E0_4 M4?@.,T-
(!**7GTHH&2RNPF?G^(TW>_K2R_ZY|>.,IH3'W_O4;Wl;.:10_Ml>_K10?
UIM%*P#Ml^M&|_6FT46_7S'l:7S'l:.;118!?:?UH|Q_6DHHL_OF2> MM'F/ZTE%.P"^8_K10?
UI** N.|Q_6D|Q_6DHH"XOF/ZT>8_K^E)10 |S'l:- Ml^M-HH=O?UI-
|_WJ2B@!WF/ZTGF/ZTE(:0#VD?>>:-|^M(-WZ2@!V|_6D,C
MC))X%)32,@CU!I@947BBTF=0B76QY#%'(8OE=Q_-"#Z\5-9Z|'>ZA+9);7D4T
M(D\|V+;.%STYK
T|P|J|E|/8S32R30Q77Q'#JBZI<+"\$R&\$8QR>@XZ<54UB!)=4O!);D:W&G_&="3_'N)Y_Q
MIMV0XQ;>AMC5H#<"#S<.:8!<988_3U)JF_BG3Q(8H9);B02B\$+F|0'/G\$
MGI_MGTK<%6M49M-.S'W|:3S'l:2@TQ#VD?"|J3S'SUI&Z+|*2D@'|>8_K10_M?
UIM%.;V|_|U&|_|U-HH=O?^|10?^|3:.*';W_O4;Wl;.:10_|>_K44|VMK;
MR7\$|HCAB7<|GH:3ZBN(DN+>2&1_Z.I:4|!#0!G+XHLI+6TN(#-.MV6|E8X_F;
M;U.#6K'.TD2OADW#.UQ@CZUPUQX80'T73XI+.>2|MO-|LV|P\$|F|!|J*ZO1
MH;ZWT>VBU*59;Q5Q(Z)S4H9H|W|:-|_WJ;15"";W_O4;W_O4VB@!V|_|U&|_|M|U-HH
=O?UI#(WK244+_YC^M'F/_J2DI.|QO6BFT4_/E(\Z3_'C_#IF M14TO^N?
'C3*290S(HR*?13N_S(HR*?11C-24HHN(C?
|YI,CWJ9_OFDHN!%QZFCCWJ2BBXR/UHXQWJ0TE%P&_M9'O3&AA-&.,9*YJ;EH!-K8K?
9K?|_YX1_|ABC|:-|X8S_.,!%6:*6@^>7_M<@2&*,Y2-
5/JHQ3|CWJ0TE.XFV|QF1|T9^M/%+1<5AK=%^E_X|ZE/1?I2'K0_MF!'QZFC(IZ?
11<+;#;BC(H)%%QC;BC(H)%%P&9%&13Z*+@,R/>CCU-/HHN*PS_M(JZ./6GT47
9GWH53Z*+C&9%&13Z*+@,R*,BGT47_9QZFCCU-2447_CS|:*D_+I>U_B*BI**!G_|D!_end
GRAPHIC_13_forms-1_010.jpg_begin_644_forms-1_010.jpg_M_|C_X_02D9)1@!_0\$_8!@
#_VP!#_@&!@<&!0@'!P<)"0@*#!0-#_L+_M#!D2\$P!4'1H?AT:'!P@)"XG("'
(L(OP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM|BYNL+#Q;7&
MQ|C)RM+3U-76U|C9VN'BX^3EYN?HZ>KQ|O/T|?;W^/GZ_|0_'P\$P\$!_0\$!_M_0\$!_0_\$"
P0%|@<("0H+_|0_M1\$ _@\$"!_0#!_<%!_0_0)W_\$" M
Q\$\$!2\$Q!A)!40=A<1,B,H\$(%\$*1H;!"2,S4O_58G+1"A8D-.\$E|1<8&1HF_M)R@I*C4V-
S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.\$
MA8:'B(F*DI.4E9:7F)F:HJ.DI:GJ*FJLK.TM;:WN+FZPL/\$Q<;'R,G*TM/4_MU=;7V-
G:;XN/DY>;GZ.GJ|O/T|?;W^/GZ_|H_#_!:(1_Q\$_/P#W*|U#|*2/_M*W8('WL=L^E5?|<_Z=_
!_._M4>K_>;>'|J.S.|=%.\$9+4PJ3:>AK_-N?M|._(_/_6I?|:_.G?_P?
P#K5CTM:>RCV-2|FO_-?_\$|_/C_/_M6H_MO_IW_P#'_P#ZU9%%'LH|@H+N:|_M_|3O|
^A_P!:_C^V^G?_,?_M_/K5D44>RCV#VDNYK_VW_P!_.P#X_P#_%/J|:_Z=_|Q_|
^M6111|*/8/:_M2|FO_-?_\$|_/C_/_M6H_MO_IW_P#'_P#ZU9%%'LH|@H+N:|_M_|3O|_M^A
_P!:_C^V^G?_,?_/K5D44>RCV#VDNYK_VW_P!_.P#X_P#_%/J|:_Z_M=_|Q_|
^M6111|*/8/:2|FO_-?_\$|_/C_/_M6H_MO_IW_P#'_P#ZU9%%'M'LH|@H+N:|_M_|3O|_M^A
_P!:_C^V^G?_,?_/K5D44>RCV#VDNYK_VW_M_P!_.P#X_P#_%/J|:_Z=_|Q_|
^M6111|*/8/:2|FO_-?_\$|_/C_/_M6H_MO_IW_P#'_P#ZU9%%'LH|@H+N:|_M_|3O|_M^A
_P!:_C^V^G?_,?_M_/K5D44>RCV#VDNYK_VW_P!_.P#X_P#_%/J|:_Z=_|Q_|
^M6111|*/8/:_M2|FO_-?_\$|_/C_/_M6H_MO_IW_P#'_P#ZU9%%'LH|@H+N:|_M_|3O|_M^A
_P!:_C^V^G?_,?_/K5D44>RCV#VDNYK_VW_P!_.P#X_P#_%/J3^V^MG?|1?|
_K5DT'I1|*/8/:2|FM;_G_3O_P'/_P#UJDEU?RB!Y&RCV#VDNYK_VW_P!_.P#X_P#_%/J/
M|:_Z=_|Q_|^M6111|*/8/:2|FO_-?_\$|_/C_/_M6H_MO_IW_P#'_P#Z_MU9&:*91|!
|67P>TEW-;^V^G?|1?|_K4O_MIM_|_|X_|_6K(HHJE'L'M)=S7_MO_*=_'_*U'|M_|_|
X_|_6K(MHHJE'L'M)=S7_MO_*=_'_*U'|M_|_|X_|_6K(HHJE'L'M)=S7_MO_M_*=_'_
*U'|M_|_|X_|_6K(HHJE'L'M)=S7_MO_*=_'_*U'|M_|_|M_|_|X_|_6K(HHJE'L'M)=S7_MO_
*=_'_*U'|M_|_|X_|_6K(HHJG_M'L'M)=S6_MOC_CW_/_/ZU/DUCRV""^1GC/W_|
ZU8W;|JEN?|_6CZ"I=-_MP|H+N:/|N?|_3O|_M^A_P!:_C^V^G?_,?_/K5D4HJO91|"/H+N:|_M_|
M3O|_M^A_P!:_C^V^G?_,?_/K5D44>RCV|I27D_#M7E.FS^)^9|/MK'1-0FM?L0QWCJM?
QU!|59N/B58VMXEAI|H|T|WY0D*#@>HHYT/D9VU)7"K15=(=(W%G*K+08K8F-
|F>Z7=%"G#\$>M'.A(%1_)@.V6+_M^)^3G&*S|_-^).F:CJ-I:_8KB);ISD6U"X"|P?6O0F
R1FFG?8EIH**04M,04444_%%_%_!V_*I;G_ %H^@J+M
M^52W/^M'T%2|Q|"&E%)2U0@HHHH_.3P.'|('..?2LGQ1=SV'AB|N|=MDT:95
MO2F^%+R?4/'MA=7+|B5+|);PXVN+*3;J;_%>^|TIGZS??8I+::SN64-&LH^V6_MJK?;\$?
34U-;9K.?R&F|D7!^|NHYD'*SLL'MT|:3CK7(K%|_PLR#3!-FRD@|S
M9^==!K>L6>@Z<|>MB-3A0.I/H*%);RLT**YG0?&UAKEQ|;O;RV_M,Q|C(J"3XBP3Z#?
W=E92K=VIPT3?P^|+G08Z#|3C%X8?4M9M) MG8S;%*C&?
85T9|>6D6BR:I=V;|M""!\$K=9">PHYT#@S|YX'6D(((R"/2N<|_M/_^

=/U^YGLS!)9WL<9=8I>XQP15?P)JM|JT&J&^E\QH:IHT|ADTU),'%HZSB MCKP, A7.>
(O&-IX?N5MC:RW4Y7>4C_A|FL3Q\0A#X.&J:1;2.TO&XC|ASW
MH&;6_DA=9FCY5OXC7'>(;SQA:6M|KES M>)>86UL0(
<#/F4.20*+;L>DT51TV|EN|!MM0EBQ(V/F.@|<5C'QSIJ^&+C76
MC<102F)H^<^|.9"Y6=/(17)W'CVRM|.LK@6PN=1N;1
M+"XQ;\$B:7'"X|T3RQ<=1FNVXQGU&1333\$ MTT+124M,0GK0.E+0*+VC_|
'Z?|VBC1_P#C|A NT5QU?B.NGL2ZM|YO|X? MRK,-:>K?
>,-?'|JS#WK>CL8U=Q!2T@I16IDPHHHH **** "BBB@ HHHH *** M3KTH
Y_Q9;ZRVGRWFE:IJC%M\$SLFW._^M<)X9\2^O|!/?Q%JNLL|H!,(V@5
M>6YQZUZ=K<;R^'M11%WNT#!5'5Z#H.JA*-1M392)="X\$@B<8+ 'L*PD
MH3>*;6QW^L>=,TB?3HIX9"=1:;+!^YGUJA??
\$C3;:ZNH#87BW4,%D%1RR=QBMIM+O_+'XQ"VG(T6DVJ.FS" % .E5"5R)PL6/2BE
M_I2"MS 6BBB@ HHHH **** "BBB@ H/2B@|* \$|:LW7WD^E5A_6K-U|/^Z5
M/4:V*|%'>BJ\$%%!!1110 G2G)@/DTWFC'/3-SSO3|+OX|=|62M:2HD|!6 M\$E?
OG':K/A;0+D?#2ZL#:F" _E5@_XP>M=YD|,FD.21N'Y5#@B^=GB?AKP?+|*UZ_U#5+(Z=
'X'|XXKV4LV,\$| M4H=AD\$ _3%2Z:'|0|W|2Z;?3?#SP|Y-A)+/9R(9H%7YQ@^E2^'|&>|^(-
|JEU MIDD4\$MF AD3HV!O|:!'#\$'(X)ZGUHW\$@;COGTZ4E30W5/'X| O|_A\$M:C_L
MN3|1)?;T78|;>'=0N9|S\$U)8;F:WBMPDD=O_K\$.*)2#/G)(H#8Z|
M4W300;|QM_#=Q: _#35(HK*X6>|D#++;R'<^,CG&*N:GHTP?P9|FL&Q;|?.VK M|SCG-
>A;CNW9YHR>>>|H| ZAPMO#=#=|6'O?|FFM+B,()HURJ&NZ8\$,2<M?
A1N8<9RO|J3IV^E7%61,FV+1115\$!1110 4444 'I;G_6CZ"HNWXU+<_ZT M?
05+W'T(:6DI15""BBDP>QH R/%EO+=>\$|^"!#)*9"H.IKEO#/BR|TC0K&P
MN/#&|L|0VLP0X_E7H/3D=?6E|Q^YR*APNRU)|FEQ|OT3O1J.JOH\$VH0:E!M
MB"KDQDC&#Q6;#X\$UN/P9X%RMIG^'.=M>N|V'0_2DW-GKSZTG3'1IG%
MZ9J=Y|H|'|7A0VIABVF:X&T@@=N*|_O=*UZ^O89+G2|SSX;OV"<|VI>S#VAPZV%VWQ-
L;W|-(+86FUI'O_..E6OB'HEYK.BQ M-8H)7@D\$C0|W/:NMR0,=O2DR0<|ZBJY!
<^IQ%M/=^);2|MH?#K::QM3%|H
ME&)&QT'%I9+RXGRMX!|@!QSG%>S%V)Y/'C>^!C|:GV
M2*|H>2GPOJ./Q\$T7S|*2>WMH51YMI*@@5L6FAWDGB#Q4!9E(|@'R6*X5OI7H
M6X|<>M&3C&<8Z"CV:\$ZC/\$UTS5)??"5KHS:+=)-|J*N|&<,N>O3VKO?B#HUS M?Z5I-
QIUMYZ:Z22VJC_ %@@&.!78;FXYY-('1@C|WK1|-#=#0VM-.U'Q3XR3 M6XM-DTBWMX-
I608:0XZ8XK8^'EG=64.K?:K>2'S;MG7>,9&3S79,V|J3^%(2 M3|HGT/K3C!
(F4KGF'C>VURYUYH5TZ9|
XF5)+89;/N:33=!U%O@YHAVQA>*3)SG.*/9ZL?/HC\$|*W4DWA6U::REM9+>,(T3KAC@>G
MX5P7B'5|6|1:_%?%;J|T.U;40-;HRX|IQR@|!#7D=|HEQ=^
IO"D#HVF3R_!|"ISBO8B,Y#8.1^E M4-/T#2=(N);FQ@9;F?EY'.XT2CLAQE8|H>^%;J/7--
N|:WNIK"&W|C;:?! M&|_2IK'P|J.E>;Z:PLI|=3|K;2G+8|<>M>F E1Q^-&YB0G'
KI!^CS0Z7XB%QIS"6XE;8L@P77V=|MN)!RVH&|J/S;|P MH# =,T|.Y'+&D(-,;"E*X4M
HJR H%% H OZA|?I_W:.*'_X_3_NT5QU- MSJI?"/U?|S?
|P_E6::T|7^|W^|Y5F=JWH|&57<04M)BEK4R"BBB@ HHHH * M*** "BBB@
Z4@I:2@"M-9">7>9I%|U3W|:8=.&1FYF9NY!ZBKG|Z*AP3-HU MH%3^SSR!=2#|>OM2?
V:HA Q|2^W/3V|J2?A1R1#V|0IC31@XN)0/X1GH:!
MIX'RFYEV'^\$GOZUU37'^M'^Z*BVH^A#2T4 M58@HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH *!110!T?
C|/^|11I'!_'=HKCJ?\$ M=5+X2;4HGFE98QD|A_*J7|GW?
_/_5I71(NF(.#N"|J:9)#GYS3@VD\$XILS_|M/NO^>='|G77_
#SK0|O_|QH|O_|YK12D9N*,_P#L^Z_YYT?V?=?|ZT/;?|MOFD\$DG9S1S2#E10_L^|_
>='|GW7/.M\$R./XR/2CS)='|GW7_/.M#S9#GYR,4>;)D89CFCFD'*C/_L^Z_P">='V"Z_YYUI
M*/?^|::0=:F2'^(_6D|V3^|: M:0=7_#'_M+QI?;?^|::0:_P#?-(-7+\$S_L%U M_P
|Z|/NO|GG6AYKX^|:|D_OFCFD'+\$S_.S|K_GG1_9UU_SSK0|V3^|: M/
DA1HYH|R(SSH|SG_5U-E+FD/E1E_8+ MK_GG1_9|U_SS%7_?^|:;?^|:?(7+\$H?V=?|
/_C^S(K_)YUH>9)>-' MF2?WC1S2#EB9_P#9|U_SSH_L^Z_YYUH>9)>_)YLG|XT=7_
D|32^:_|XTN: M0^6)G_V=?|/_C^SKK_)YUH>8_|XT>8_|>-'(.5&?_9|U_SSH_LZZ_YY
MUH>8_P#>-'F/_>-'(.5&?|V=?#_EG1_9|U_P_|ZT/;?^|:;?^|:0=7_-D_
MO&CS9/|QHYI"Y8E#^S|K_GG1_9|U_P_|ZO|FOZFC9/|QHYI#Y8E#|!=?| M/_C|!=?
H|Q5_S9/|QI?;?^|:08H_L^Z_YYU?|-D_O&E|R
M3^|::0='|GW7_/.M#S7_O&CS9/|QHYI|RQ_|L^Z_YYT? MV=?|ZT/;?^|:;?
^|:0='|GW7_/.M#S)/|QH|U_|QHYI M|RQ_|P#L^Z_YYT?V?=?|ZT/;?^|:;?

O&CS' O&CFD'+\$S_.S/K GG1[@NO^>8 MK0|R3^|:./?^|:..0='IGW7 /.M#S' O&D\|V3U-
(.6)0_L^Z YYBC^S/K_GG6AYLGJ: M/-D|31S2#EB9_P#9|U SSH_L^Z YYUH>:|>-'FO>
-'(?+\$S_.S/K_GG M1_9|U_SSK0|U_P"|:./?^|:..0='IGW7 /.M#S' +QH|R3^ M|:..0='IGW7
M #SK0|U |QH|U |QHY|!RQ, ^S/K_GG1_9|U_P |ZT/-?^|:./D_O&CFD'+\$ MS_ /|NO|
GG1_9|U_SSK0|R3^|:./D_O&CFD'+\$S_.S/H?|+.C|!=?|ZO^M9)_?
+YC_P|XT7D/D1%IMO-!>_O%QE>M%6+9V-V@8YX-%82O?4VBK(2|_P"/MH_|P_E4?
K4EW_P?1_WA_*HSWJX;\$3W\$I<4G>EJR1*BNW:&PN94.'CB+*>I MJ@O0S;:>!EC"P
|32:0'&^#/'%OJ/A66ZUC4|>_.5G_4X7&.G%8VG^-M2N? M#BWT|H'&
|7WDHX0\$,N>E9OA#X4:3K'AFXO|_5X;J*|+N=N_&?3BJ%GH5|:>"
M;6RCL|OW6J|@A2N3M!ZU&H9'J.O>-=*.RVEK=>9-=3(&"1#) |36=-X|M-7
M|'ZWJ6ALZRV*~@R#^(>U\$HWN_! M/C@6UNP|R239\$.3SG@4FV%D=?X;^)>F7UOI=K?|
F+>7: &8KA"_H/TKN;J:
M.QM9+FY<+#\$NYG|!7DNKZ#,GA#P.E08.)8YU>;:O*_..37H_C&UDN_!VH01N MJ:;
<98GCC%-DM*YSC?%GP^D;3/!=+!NV+*5^5S|?#&WTB+36%S;R*K2D?+D=P:
|3P_I#3_\$N"YN;0O;K MIZ;967Y<|T795D;%_P#\$G2-.2\$RVMUOD3S'C"|QKZGFM";QM|H
M)'S.!WQ1=A9'2V_Q\$N=8|<6|CIY:&Q9-TD4J885T,WQ(T"+6?|)E(|SRC<M?
(|L,UO<#2:W|0XM0LM'N+2W>W";W3'..I7-1^%+|1-6FTN|COC,U|O5(T/E
MD9'S9H3861|)#,P2,REAY87?O|8QFN)'Q4T#|3Y?DW/D^88OM.WY-V<>M=C|G M9-
&%L5\$C+;E-G<|=+|N;2^T^&2RL;*Z9VNB39SPEEY;.0::;\$DCU|7_!UI
M'AZ;*&9);B1X_,Q\$,X7U-50^%E>'SX<_MU&D:T|P1L,J|J6
MS6\$L(DL54201|B6Q|W|I6%H_A_4HOAVVGSZ?,)O|15FC9>2N1S2NQ|J/5T^(
M.D_V2VISPS6V<1|UYD^E6M |:3X@2X|IGM7MAND6<8^7UK!^(>A7EQH.B3
MV5OYL%@T;RVR#G_QGBH)&_X3+2|8BT?0I+">2_1K<2KL+GCB|'R-,?\$_P/
MMJ'V;\$PAW^4+K'R%OK5K7/'VC^'M0CLKM9GEE3>GEC.:|TMK2|_X0>+P6=!G
M.KI<@M-M^7KH|. *Z?4-&N)/B)H:SVK3);6C*|FWC=M/>E=A9&D_Q<|I;+.(
M|EUSB3"_ZL^-.NI^.|&TNPM+L^9<"|3?%\$.L17GEIX?N%|%)>(%;36^T27C
ME1LY(R>E,OXM3M-(|0C3Y!\$+8EE7&_Z5YCX'T&|7P|XEM+_ \$VY=I?F
M"L"&8<|BG:.;ZPWBK2X|/3L;FV@(W3W41#1CTS0FPLCWDC&0>U%*_P|!M|@>
MM)6B9F)2T44P\$|/K4DW|TJ/_&D|NJ_2I'TIGI3Y/OCZ4AC;***9(4F*6BD,3'O_M1BEHH
/QH_&BBF&H?C1112#4*/QHHH"|#|.***|ZB|27?'R?|X?RJ.KAL1+
<0|12T459(5%/'"+B|X"S*&-R|14M)0!A?| "(VP MZ:E=?0-
Q_*E_X1*US_R\$+GVY&/Y5N8HI6',.?+BXNRJQR\$X4_M
CI6A#|1M:MO"@|0ZMIT\$5K+A;95)R6/<^U258U!|)"/P01CS@F<|=W!-:Z^M#|I-
\$"KJ?RJJ_I:N0\/?%=|0U|=+OX8&|Q"Z/ 3P?2C2?B9J^L7|IL|.MY M+6&Q8|9^E%PU.G
M_P"\$1M?^@ACI%*T/F0RH?E
MZ=ZY3P%KWB7|/#KMU/"MVR7#* @9L8;T^E%PL=W_PB-MGC4|OU^|1_PB=FWW=1
MF8_W@0NW-E8PPF.T0-*9>K^H%&@69UP|) M6H.#JER,|F<9/X4A'VW0:E<(>N%8
_E7,^+M8&I^|. |66+O_T,J.R XR"0 M"#4LND:|JVN6>O6TS+9O"L.|C<"2: +BL="?"-
KNQ_-QN^HW'|*A A#|7 MH=2N"W^|,UCR^'M=;Q>NJQS,+)%"&
R'D=S5:S|,>)8_%)U6:X;|)OV^09"<M+ZTP.A_X1*U_Z"-U|_=
%J#X2M3UU"Y(|^GX<5NGD| "DQ56%"AP0_ I2?|(C:|M0N|Z|>/Z5N8-'-%A7&Q1B&%
(@Q;8,9/4_6G"BEI@% M!Z44|O_G^-22|5^E1_XU)+_2D,C%+2"EIB"BBB@ HHHS0 F6-
WJ=G:0FRMW8<|<+^->@-Q%(?)@UY39^|N|H#WU|8W=Q%/'=2. |&
MXA9\$&.C%0RD;LGC#6=0|)K6CV|,)&"+A6L_*T_"^I>)-4|NYU.WBCLY4W*5_MZUF:-
J5CJ'PQO3HfUKY496:|SN|:ZGPXQ/A;33SGREZ_2A_6KN^M-.B26| MD|M'.U">|6%PX0J?
E;D'VKD|&G@^?Q)""UK<2K(D@+)O(4#V%=%H^G#3+**V M\$TDA4#+2'/4|R-QXSU/4-
:NK'P_% "ZVA(D\$A^9CWQ74Z=J|UIMO/>\$6L|_M "&*3@EAZ5Y|J^I^\$UUVZBU*WN|U.
(DB:WSB4|CQ536I+|Z-H6IZ@TKP0W. M2,"|F)P3^&*F|'R/5Y;RT@+^?
=11B/|^6Z5#_.VFBW^T&|B\$.<;RW>O+M2U M*VU|4=2FM5F:U>6)02"-PYKIO\$::?
H>KV%W?6_|Q)OL^W8BY_>8|C|J=V%CM L40+22U:
|CN(F@7K*&^6HX|3L)+4W2WD9@7|SD|/K7DB)=WG@L7>GR/%I*7K
M/*HR2%W'M4MP|E=Z3J4VGWEQ=(Y16'E|'\$T I7'8|6M|3L+N3R|:|BEDZX#= M?
>IXYH9@6BD60_X)4YP:X3Q?91^'M|T_6M*@V20J(V5?X@WK75^'+(-?X?MD_M
P|J^:Y)YR>;:9+-2BBB|J% % % % !1110 A|4^3|X^E,/:GR??'TI#&T444Q! M1110 4444
% % % % !1110 4444 % % % % "57O|Q=/LIKMT9P@R\$49-6*I:OJMM MHNE3:A=JS0Q"*-4?
6((=7M1!9WN?G-'(OZ_G56R|3>)-6U:1+ M*.T^Q+-Y:Y8;B>>|9^A>*,|5:|+R|F?
SPC+8V6P@#W/'TK/|I>'#9'3|A MN|?7OM6\$C!:(?/7TQ4EI(Z6|;W-IXA-OY"G3TD6)W|A|
(|+TZTN+1G@DDU.|"!U!;W?C!8CI6=IJS>:7XQATD32^?O&Z+ M|V,G<_RIHEGIE%|&&

('2BJ\$%%!!1110 4444 %%%!!1110 4444 %) C2 MT@H DM?^/R/Z'^M%+;?D?
T/I:*QEN:QV"[P"/D_P_E4=/O/^/H_P_E3 M2&ST.*N&Q\$MQ**7:2C:?[M4B1**7:?
0T;3Z&F E%+M/H:-H#0 F*CG*?9+
M@2,\$1HR"S=4NTCL:9)\$LL;1RQIU88(/0CTH8T>+V%JFJ?#?40#,%Y;I>PWI
M8&5L*PR#Q70:MHMEJWPYL-\$DU2T6IM_-LW_*QIZ5W\$GAO1)E*/I4 !/A*X-) M_P
(MH+;6;2HN1MQCI631JFNIYOX;V/Q6FMQWM_&-91Q)A3"P+%O7H*S=7 M+W=
f8;NVDV%QI@ "06 |A&-",Z3#|O &.M(OA?049&72XOE MZ
CBBS'>)YEKOA>&XUBVU**^L-3D%L(94N'OSS|W0^M7&|*V|(M8IJ6FP:A MYHFC6+
3(I&N_P#^\$4T#&/I+BQNW<#O1_P (IX?RY_LJ(I^3Q19A>)S^BZSK
M,URO|L:KIUM;)'Y82-MQ8XZ|:7(C1=5MM.U33;/5K)(;FX,Z2K+@N/3IQ7J/
M_-,%EO^)5#|PP>.@H|+:#T72HAQMZ4687B>5V?AN6+Q/I^I!M-MUA0I-ME
MRS9!&Z9+;WLKLFZ7E-Q/M|UZ2?#&@G:/[*BPG3WIO
M_*:!"M" V7'P<@TN5A>)YU;^&8+/_A'0NJVDGV.0RW9WXY.,X_*JVN>\$+:7Q M#>7UC-
IEI!="#KE;POH3,S'2H06!P*+, M/=.%|72V,/P|M?#UC<0375S*B;
(.@.03Q7H6FV|V.D65J6^:&%4/U YJ&#PI
MHMK=+=6^F1).HP&QTK0PQYP3GJ:N*;Y6Z!N)ZFC<3W//7WHV'T-&P^AJB HI
M=I|H#1M/H:=P\$HI=I|H#1M/H: \$HI=I|H#1M/H: +@)0>E+M/H:-H#0 WO4DWV/
MTI@4YZ&I9@3MP#TI7&1"B@*?0TNT_P:VF(2BEVMZ&C:WH:+@)1FC:20T;6|H
M12>9\$<"-ER|^%2;3Z&C:WH:0%=+&RC79'90(I*%@9^O:-<:QY1@N_ (MV<&-
DWJ1H/6MC: (Q1L8|C0.YFZ/HUMHVD?V<@ \$L;\$M)N'#\$^U6HK"O@B,45 MG#&'3EE5
:L!&'UI=K'C|HL@;C6|&;65MX6G,=K&X=X@N0^.WM6J %1 M0 J@!0.U.VMS|H-
K8^Z:!"M)BB@!?:;UH|U_6DHH 7S&|/:-;UI** N.|UO6CS&|:10 OF/Z
MT>8WK244#%|QO6E|U_7|*:BB@00F-ZT>8WK244 +YC>OZ4>8WK^E)BC% "-^8
MWK1YC>M)BC% #O-?UH|Q_6FT4 +YC>M'F-ZTE&* %|QO6CS&|:3%&* %|QO6
MCS&|:3%&* %|QO6@2-ZTF** %|QO704LKL-ISVJ#_&I9NJ_2D,9YC>M'F-ZT
MVEQ3\$.|QO6CS !EYTC|F(&:97G?BJ9/^\$ _MH;B.|FM_)!|N|L<_G28T>C^:" M-
PF0IW8,,"CSD_Y^HC|AAS7G_AF.#6M9O5L1=1Z0B|)HIG./|^?TIND:);MX
MZO;4R7!AAC#HAE!/X|Z0|H7FOZT>8_7%XR0(YX49-9VNWNM)J.KI?
R&*5+)2%A8X_BI#LSU,3(6-6ZB8^FX4_M>8X|UY/=7.GQZ+80Q6FHP:K06O3|5;B'3H!=-
ON(XE\$N.|8YH3 M!IEGS7ZD|4|Y#C)R:X^U|8R3^+)=,-C<^0%&!M&0?6M_7(;V?
1;F+3W"W;+|MAA_*J\$:*RJQ*I/&S#JJMS2>:WK7ET%Q:6|V(OX-1TJ^T(9BQ:-S|JZZB7
MQ7*ECK-R(%/IG2!%|Z|TKCL=3YC^M+YCCN*XQ?%U_-<:A;6!%M\$|L;0>?.I?P
MCVIDWB;7ETMM8ALX6T|R!%5O08SC-%PL=KYKXZTOF-US7 7OQ!E\$TWV*%=EN
MJEU922Y(S@<5+#XTU+5=0L;+3+!8Y+F RMYO52,8WK244 .|Q MN.:=(I!^O:HJ?)H?
2D,3S&|/:-;UI**8A?;UH|QO6DQ1B@!?:;UH|QO6DQ
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ZTOF-ZTW|*KWM|;Z;9R7EV^R",9)|:0%K>Y&(I-4|?17BWZBTF86|L#^1-0V-
O>:=YFJZYIET4^U?-)YI^0\$|'&<8J_M;E6/4-
Y'61E>8:M%K*ZW)>Q>>%++)%&_&=^7C@8|:W=|! M16TNK2+=O*;JY(5?
|B^U,+^9>8_K2>8WK28P<4E42.|QO6CS&|:2XH 7S&| M:/;UI,48H 7S&|/:-;UI,48H
7S&|/:-;UI,48H 7S&|/:-;UI,48H 7S&| M:/;UI,48H
=YK>M)YK9ZTW%':@ "S8D&5R<;NWTHJ.U_X_%/L:*QEN:QV"[_M
./D_P"\Y5'WJ2|_P"/H_P_E4?80W<5C_&2ZT?6+N^T74|5TN^6CG_A)
|UV4D,,Q|FC5|O3(IGV*UYQ;IUSG M%0TS:+A;4XI"06<\$UKJT(U=)C;9#PN3R14%YI-
|JTIY=7^IVB3W\$ @14'(
MSS^M=V;"S964VR%6Y(QUI396K9_T=,\$8SCM2Y6.|YW5|2QU7PM!|YOHTNK3
M;Y4O3#C'Z5OZ=(UA_9I8Y9T4"1XQH(J0V5H=I^SOY_P#C|*?%%"NV*,(I
M|"G&),W"VA!'TT\$>K2:FF?M\$B!&^E&IVLM|ITD%O.T\$Y.4<=C5K^=
K2QCB>>=9(5M#"RJ.3QUKDKK4+|:0=#L;J.6(W "1%,2@;LX->
MJX).*8(H@_F>3&KYZA1FBPKG)0>'-:TIY'TMK0QW*J7%POS1M@9Q5ZUT&-C|
M36NLW5S\$ _E6YCD51C)X_PKHLG/7-)VYY)-*.YY?IFCS:G|5|B|MB|:/QD.M1A3)|?
D*|2/6D4*BX50N3R%&*E-*PF+11FBF(0T^3|P^E,/:GR?>'TI#&YH MI.:6F(**** "BBB@
HHHH **** "BBB@ HHHH 0U!>65MJ-JK=Q^9_5:L4 M4
<8GP|TNV|2P:G:1B**.,KMSR&/0BI9M&|4W5H^D75|;R6#ODS\$?O"NK =JRU|(W,6NK-
/&-/602XQ|^1V M^E=9CBDQD46"X|CN;--I:2F(6BBB@ HHHH **** "BBB@ HHHH ****
"D'2 MBB@"6U_X_\$^AHHM?^/Q/TT5C+|J MCR23R;J).MQ_E-
ZBCR3ZBF<^IHY|35DC_);U%'DMZBF9/J;GU-#_);U%'D
MMZBF'D@G&/>EPW00%AWDMZBCR6|13,G'4T9.<9H ?Y+>HH|EO44SG/7H<4F

M3TSS3L%R3R6J11Y+>HJ/.I+SZFEJ_R6_O"CR6J14>3Z_K1DXSGBBP\$GDMZ
MBCR6J13,!Y-&3ZF@!_DMZBCR6J13.?>C)IZ_NA_DMZBCR6J14?/K^M+SZT6_M#0?
Y+>HHEO44S)JSJ*,GW_"C4!_DMZBCR6J13.O>DR?6C4"3R6J11Y+>HJ/M)J32@DIZ-
0'^2WJ*/);U%,R?4TF3Z_K1J&A)Y+>HH\D^HJ/GU_6EYJ318!_D
MGU%'DGU%,YJ31SZF@!_DGU'6GRQ\$DE(!/K1Y)J13.DIS_M1SZFF_R3ZBCR3ZBH^?
4T<^IH_D\D^HH\EO45'SZFEYJ30_R3ZBCR3ZBF<^MIHYJ3180_P_D^HH\EO44SGU-
)D^IH_D\EO44>2WJ*9SZFCGU-: #_)J*/*;MU%1Y/J:7GU- #_)U%)Y+>HIO/J:?.?4T_A
)J*/);U%,YJ31SZF@!_DGU%'E-ZBF<^IHYJ30_RCZBCR3ZBF<^IHYJ30
_R3ZBCR3ZBF<^IH_\$T#'^2?44_M>4WJ*9SZFCGU- #S"W'(ITD1+ @CI4.3QR:?(3N'/:@!/?
,^!)/J*9^)HY_MJ30(?Y)J11Y)J13.?4T<^IH?Y)J11Y)J14?/J:?.?4T#)/J*/)/J*CYJ31
MSZF@"3R3ZBCR3ZBH^?4T<^IH_D\D^HH\D^HJ/GU-'J:)/J*/)/J*CYJ3
M1SZF@"3R3ZBCR3ZBH^?4T<^IH_D\D^HH\D^HJ/GU-'J:)/J*/);U%'DGU%1+^
MIHYJ30!)Y3>HH\D^HJ/GU-'J:)/J*/)/J*CYJ31SZF@"3R3ZBCR3ZBH^_M?4T<^IH
D\D^HH\D^HJ/GU-'J:)/J*/)/J*CYJ31SZF@"3R3ZBCR3ZBH_M^?4T<^IH
D\IO44>4WJ*9SZFCGU- #_)J*!"<J13.?4T@)J30(GMT*WB?0T
M4VV/^F)J#164MS6.PEY_Q\G_'A_*F=S3\O_ (^C_O#^5,/>KAL3,**3N*6K
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NF::SB(+_W37+>*93X:~?6.LWEHOM\BT\MJ.W'+J<#M^%8_A,277@?
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&!FFF)HR#\3?":AR;F0(K;0^WY6/L:L7_C_M_P-Z7=K:W,I^>R"1%5G_MK=?
\$^*2XLS)\$NGH%DDCRN>>J+FF&XG677CSP_810RSR2@3+O"J.4J?2KLWB?
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8#\$GM3=5N-0M-T"";SN?L3VQ5VCCW2!N..G%%V%D>LV/C#P_J6FW&HVMZOD6_MPS-
NZKJ;9IGC;P_K-V+;UN62X(^59!C=J*|=+?:(-"J3V-QI5S(&0R"*12I_M9>>G01X:?
47\6Z9\H5KF_MUH9BT44\IO_G>D)>J_2H_P#&I9/X?I2&1"EI!TI:8@HHHH ****"BBB@_HI
M**_%HI.M%*X"T4F:,YJ4P%HLT9H_6BDS1F@!:.***"BBB@_HHHH ****\$/_M:GR?
>'TIAJ4^3IX^E(8VBBBBF(****"BBB@_HHHH ****"BBB@_HHHH ***M*"BC-%!129HS0
M%%%!1110,****!1110_4444 %%%%!1110_4@I:04_M_2VW_'Y'J#_6BBV_X_(H?
ZT5C+I:*&!S@V:F#A/\$\$R*>MRPJ!^5!_:AGC79;
YQY"8S^5=%C@4M39#N<JGPT&LZ@E_=ZJ>&Z0;4=0!M_M'TJQH6@-
=#@GMJ,UZ4>:V^8%%8D^IS783SBUM)I@J(HV?'T%>=>#>3FL_!^N_M>,YR\YDD>2.,G(
'J=D4KM'3'PYJ)&#K\I4= 85^7Z5%=>%>00K22VG\17+
M12C##8!D5#>^_ELM)T'4#;!AJA-N?~5Y.*K:M\O;NQ\OW.C6.CO>30Q"7(
MJ,9HH5F9B_!RQ\CR/I:O?(W>6<8S72Q>&=0@BC2+7YE"#;0KG'UK*/Q-M
MSX1EUQ;)O/B?9)>,'TJ&J^)\NE:)J&IZ0UO-<'1H2?O#U-&@WD5#U00K@_A6/X?
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J_+6F#PU>N?,772Y_YZ"! "<_6LI_&>N_M3:JFW&@2V=[#_6C+?=88ZYK.^?B.^M_AY<:AJ-
G(QBD9D8G)D))XI70'3M_MXK*/^)^ZSL."(4WFE/A^_JP^(W\WL3\$F:YIQ_M%KD;7WA?
Q9ITK_9)WF1<JCCMZU'-HOB*7OFFHQ";^SXSC:3U!J@?C0)G2#P_MJ?
\$L@J0L2#R")Y4O\PC6H\$-KLA_Z*8\$P/I6#L.C:;,>+;FIN/_E,V%J_M5_"003V"?%585SG?
^\$;U%22NO2_D8)\$*#/UXI%|-ZA&=T>NLAIE8\$!_05TF:M2CE"XR%&CMT1W,A5<;
I=6IXYI?YT55B6% %%%?"?XU++U7Z5%_C4LO5?I2&1#_MI2T@I:8@HHHH ****
"BBB@!DC>7#(XY*J6'X"N)T_7-?U2TN+J/4M-@6-V_MC<X\!M\5VLX/V:<#DF-
L#|*|QL_AU!JGAZIE9KFVOS*TBC<0&Y)QBDQHZ_Z_MWK\X;_M>S:W@H\$2)
(/O\$=QQ5WPC?ZUJVGOZCJ\$MN8)0=J1CD\JBM99KWXM?O;FS>"XAC\IHB.I

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M:IUS8:P+J|2XB\$|LJH*D>|'R@\$'TKM_!FG1;H12_2A)9&D/FC!R3Z4(3.@%M%&
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"BBB@_HHHH **** \$//K/O|T48RU:.<>>M"8K/4?AEJOA|H|R"-
XVDAR7'4|ZJ*EM?/B:.*5"4888>HK*3P?HD1/E:8L>3DE_M6(R?SJ6KE)V/*I?1-?
O4T2TO|RT6STJ<,%#C+*#U/-=G::L/CK5=3:JMO(N_M+3RD)<=<5TA*:2?^7\$ _JG_
!H/A/2<8^PG_OL_XTK#N>9IX3G_.\$1OK\$W_MEOYLUSYBC>.F36WX|I,6_B#0=,EM|^-V-
I8(\$+C#>O|*NO_X1/2>^A_03_W_MV?|&D_X1/2,_P#?B?|
OL_XT|"N<+X1T.8?;KN|N+"QG>\$PQ)&0,|=3S|US_MR>%|40-3MK:6:RMHX9|S743
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MMH^:BJPVDG'&,^U=T/"FDCI8G_OL_XTG_)Z0.EB?|OL_XT6"YRNB^(-9_M%|?
\$.J6D,#P-&D",!DD=>M<|9Z!|H^"+S0FU.W@2"40!M<9D!.<=:|+_. \$3_MTD|;\$|?9_QI?|
A%-)/_+B>A/_A_C18+GF&@^&;R#5I=1NIK*)IK-H"B_M.!SQR>:S_*|
^)-.T6XT&_M187TV926&47/UKV+_A%-)/6Q/_?9_P:/^\$4_MTG_GQA_WV?|:=@N<1?
>&4BUS0_LU|;M:V:A';S!Z8-8%IX*GMM9O;/3Y|!K_M.
|F,HN78\$QY.2.OO7JP|*.2/^7\$|_P"V?|:/^\$4TG|HA.A?^A_C18+G">+M;.&&*S)|^&
I65)P|RI=XCD8!&37IV-FU?E50OZ54M|!L;22*2&S4/%_JR>2H_M-7?
D|KS32\$|1F3T)/X44_RG_NFCRG_NFF389FBG^4_|TT>4_P#=-%PL,HS3_M_*?^Z:/?
^Z:;+A89FBG^4_|=-'E/Z&BX6&|_P:.-U7Z4GE/Z'K4DL;%EX/_M2BXR"C-A|_HH|I_=-
%Q6&9HS3_*?^Z:/*?^Z:;+A8913_*?^Z:/*?^Z:;+@_M,HI_EA_W31Y3_W31>O|J=Y3_W31Y3_
-TT7&-|H|L#(Z|4A//./P%2>_M4_|=-)Y3_W30_S(Z\$^Y&:7<3V%_|I_|HH|EQ_-
&EN>O/KCG|Z,GC!"M_M3O*?^|1Y3_W:|!#4^?NFCRW_+IH&,-%A|_HH|I_|H_MHN
RBG^4_P#=-'E/_=-%Q#**?Y3_-TT>4_|TT7_91FG^4_|TT>4_P#=-%P(M_3ZU))|?|
2CRGX^4T^2)RPPIZ47_B|T_P_I_P"Z:/*?^Z:;+CL,S1FG^4_|M=-'E/_=-%PL,HI_E/_=-'E/_
'31<0RBG^4_|TT>4_|=-%P&44_RG_NFCRG_M_NFBX#*,T_RG_NFCRG_NFBX6&9HS3_*?
^Z:/*?|_NFBX6&44_P_I_P"Z:/*?^Z:;+@,SSG.3V!H!>OYT_P_I_P"Z:/*?^|3N;:GM@>@%
(&OP_|Z|4_RG_NT_M>4W|TT@&9|/ #'<#I13_*?^Z:;#\$_|TT7\$,HI_EA_W31Y3_W314_|TT7
913_*?^Z:/*?^Z:;+@,HS3_*?^Z:/*?^Z:;+MZ:;+A89FC-A_*?|
NFCRG_NFBX6&40:G>4_|TT>4_H:|CK7_(\$^AHIUNK+
M>)D=C164MS2.PVZ)%T<'!W#^5-,KDGYC3KO_(^C_O#^51GJ;J.Q.MQ?-D_O
M&CS7_O&DQ16EB!/?-?^|:/-?^|:3%&*5@%|U_|QH|U_|QI**+|+YC_P|XT>8^M/O4E%,!/?-?
O&CS'_O&DHH_7S'_+QH|V3^|:2BE8!/?-?|O&CS7_O&DHIV_M_7S7_O&CS7_O&DHH|
OFO>-'FO_'C244_+YK_WC1YK_P|XTE%%@%|U_P"|M:/-?^|:2CK2L_OFR?
WC1YC_WC^=)C%)18!WF/_>-'F/_'C28HQ18+B^8_|M>-'F/_>_
)BC%%@N+YC_WC1YK_P|XTF*,46"XOFO_'C1YK_WC28HQ18+CA(-
M|X|:DF=@5^8|*@_QJ6;JOTH,9YK_P|XT>:|XTT4M%A"^8_|XT>8_|>_)B
MC%%AW%|Q_P"|:/,/?^|:3%&*+!<7S7_O&CS7_+QIM_!*=A_|TL6/-G6//O;
MV#2FX'EF03H4_O|N!|:|_P#\$,NE)|1676/:U%KN"KT!YYJ#PCH;EKVH&V\$
MK^&I5.Q';C/M47*L>B"^B+;5NHV)Z/_R:E|Q_P"|7!^#|!TW^T|5D|EB8+C\$
M>Y|I1DUU.MZK%H^CW%U)D,(V,>!GG%',1I^8_P#>-(9B"
T@#'H">M*I'3QKIBI(ZH4.5!X-6.Y|TG.)<=2#TH|TG|L@_M;W4YKDO"S2-
H.N%W=BL|F"3DBL'PSK=|HOAT16BFXU*YN2L"2'(ZT7"OZ692_M
6,HP.IST^M,CNTE.V*YC=^NU6YKR:&|U*;1?%3:@9(KI)5#H#PO3.*L9TB;
M+1HO#_FKK'R,;.*XY)J;E8_|XTF*,46"XOFO>-'FO|_WC244|'N+YCY'S&G
MR2/N')Z5#Z5))|X?2E88GF/_'C1YK_WC248IV%<7S'_+Q_.CS'_O&DHI6'
M<7S'_O&CS')|QI**+!<7S'_O&CS'_O&DQ1BBP7%|Q_|QH|Q_|QI,48HL%Q?,M?^|:/,/?
^|:3%&*+!<7S'_O&CS7_O&DQ1BBPKB^:|XTHDD)P"2;:CK6!XUU.M?
2/'=U>6TGERC"A02A@;XGRY19E+CJH;D4?:5,@B|/;|&|YC7F.@SVL*6U
M^YN|>|:~I%EDSLN&QTJ>#18SX+?Q&|TO|JB7S/;#=#|NZ?2H;*2/2#,0^SSE\$
MG|S=S2^<^2/,Y'49Y%>/WPOWU3|8WVC|<6CD609V|H-=GX!5(#K?;|
O&D|U_|QIM+3L2+YK_WC1YC_-XTE&*+!<7S'_O&CS'_M+QI,48HL.XOFA
WC1YC_WC28HQ18+B^8_|XT>8_P#>_)BC%%@N+YC_-XT_M>9)>_)BBBP7%|R3^|:/,/?|
O&DHQ185Q?;:~|:/,/?|O&DI*8,FMG9KM,DG_M@T4EK_Q|H|16,MS6.P7?-'T?|X?

RJ.I33[L_P'E'>'JCSR:N).A:*3-&: ML@6BDS1F@!:*3-&: %HI,T9H 6BDS1F@!:*3-&:
%HHS1F@ HI,T9H 6BC-& M: "BDS1F@!:*3-&: %HI,T9H 6BDS1F@!:*3-&:***!!111F@ HI, TM
"=ZDEZKJ* MC[C4DO5?I2&1BEI*7/M3 **3-&: %HI,T9H 6@=0?2DS10!D-H22>*7UB4I
M)'(DF)AG_/6J>A^&K00-;N)K:JW:7,2PM3_ \$^E='FBE8=S+T;2&TJXOY6 ME#_:Y3)@?
PUHS0Q7\$D\$JAHY%*G(SP:21WS3L)LKZ?HKIEFEK:1*D2\$X..3 M7-
:_90W'B.TO7E9#;+CR|?>%==QCI43VT\$K;Y(PS^IJ6NQI!Q^T<2XFMFO8M
M+NPMI>\$LZNIRI/7%#V.GVMI8_P/F3LEY:-O60C@GT=H+.VSD0)P<|*:+&TY M
MT'>E9LC?FHJCS^+32UGJJ7EX9)I2<.S*O\$>"/TK3U&*SN8=+EL93;:A M8!568)IY0,-
=?| 8I:YOW"?-UXH^QVG_/!.F.G:GRL.>ET0EG=K>0"13N(X M9O4U8YJ.**.%-
D2!%|I3ZT2.:3BWH+129HS3)%HI,T9H 6BDS2YIB\$/:GR?> M'TIG>GR?>TI#&T4F;T
+129HS0 M%)FC-"T444""BDHS0,6BDS1F@!:.U M)FB@ JEJ^EVVN:7+87>?
+DZD=JN^U&,T6 Y>#PI>O):6|_ =)+IGD0HHP\$#W MJN/"6K"Q;21J\$?| 9#2| ^GS
9SBNP/UH/3&>*7.YDZKH(NH):6|,RQ6|& X MQ|S@=JS%|'-
'KRWD4ZBS5Q(\$|HAV^E=3G'>@>E%@N!;)H|444Q"T4F:7-! M129HS0 M%)FC-"T4F;T
+129HS0 M%)FC-"TG8TM)0!+;?|B?0T5F:QJ MCZ+HNH:K%
9I+.TEG6/^|50D#Z<45C+3?E6O11SL.4R-LG_/ORHVR?|F_*M>BCG83?E6O11SL.4R-
LG_/ORI-DG_/JY**.=ARF1MD_YY-^5&V3_G MDWY5KT4<|#E,C;)_SR;|J-
DG_/JUJZ*.=ARF1MD_YY-1MD_YY-^5:|%'PY3 M(VR?|F_*C;)_P|F_*M>BCG83?
E1MD_YY-^5:|%'PY3(VR?|F_*C;)_SR;|JUJZ*.=ARF1MD_YY-^5&V3_)Y-^5:|%'PY3(VR?
|/ORHVR? M|F_*M>BCG83?E1MD_YY-^5:|%'PY3(VR?|F_*C;)_SR;|JUJZ*
M.=ARF1MD_P">+4^3>^,0M^5:E%+F8+4;9A GDU:|%/G83?E1MD_YY-^5:|%'PY3(VR?
|F_*C;)_SR;|JUJZ*.=ARF1MD_YY-^5&V3_ M)Y-6O11S..5&1MD_P">34:9/^>+?
E6O11S..5&1MD_YY-^5&V3_)Y-^5:| M%'.PY49&V3_GDU!23&?*:M>BCF8N5&6+:.=DW|
^E1A93G,3?E6O11SL?*C(V M2?|/J_K-|
/ORK7HHYF'*9&V3_GDWY4FR3_GDWY5L44<|#E1D;9/^>3?E M1MD_YY-
^5:|%'PY3(VR?|F_*C;)_SR;|JUJZ*.=ARF1MD_YY-^5&V3_)Y- M6O11SL.4R-
LG_/J5_8Y\$3?E6M12Y@Y3(VR?|F_*C;)_SR;M>BCF#E,C;) M_P
|F_*C;)_SR;|JUJZ*?.PY3(VR?|F_*C;)_#R:MBBCG83?E1MD_P">3?E6O11SL.4R-LG_
#R;|J-LG_/ORK7HHYV'*9&V3_GDWY4;9/^>3?E M6O11SL.4R-LG_/ORI-
LG_/JY**.=ARF1MD_P">3?E1LD_YY-^5:|%'PY4
M8^V3_GBWY4NR3_GDWY5KT4<|#E1D;)/^>+?E1LD_YY-^5:|%'PY3(VR?|F_*C;)_SR;|JUJZ*.=ARF1MD_YY-^5&V3_)Y-^5:| M%'.PY3(VR?
/ORHVR?|F_*M>BCG83?E1MD_YY-^5:|%'PY3' EVR?|F_*C;)_#R:MBBCG83?E1MD_P">3?E6O11SL.4R-LG_
M8'DF+R+A,\$%2.N:*TJ*EL:/ V0\$! end GRAPHIC 14 forms-1_011.jpg begin 644 forms-
1_011.jpg M_|C_X 02D9)1@! 0\$ 8!@ #_VP!# @&!@<&!0@!P<)"0@*#!0-# L+
M#!D2\$P|4'1H?AT:'!P@)"XG("'
(L(OP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM|BYNL+#Q,7&
MQ|C)RM+3U-76U|C9VN'BX^3EYN?HZ>KQ|O/TI?;W^/GZ_|0 'P\$ P\$! 0\$! M 0\$! 0 \$"
P0\$!@<("0H+_|0 M1\$ @ \$"! 0#! <%! 0 0)W \$" M
Q\$!\$!2\$Q!A)!40=A<1,B,H\$(%\$*1H;!'!2,S4O 58G+1"A8D-.\$E|1<8&1HF M)R@I*C4V-
S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.\$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM::WN+FZPL/\$Q<;'R,G*TM/4 MU=;7V-
G:;XN/DY>;GZ.GJ|O/TI?;W^/GZ_|H #,| (1 Q\$ /P#W^O/GXQ>
M'K2|GMI+/5",C1L5BCP2I(./G|H"KY/UG_)#VI?| 7W+_.AM75AJ4:C? M,<|>I*"31|3_
+H.?|^6J|^H_BZ/^%U>'A GRU7_OU'_P#%UX36MHV@
M2:TEP8+VTB:WB::1)O,!"+C+?A'?US|5V2PM**NSG5>HW9'L' "ZO#G_/EJ MO_?
J/_XNC_A=7AS_)M5_|H1_|ORO(|X@_|AQNM5I|+_P+H.? M|^6J_P#?JA^_42|+H.?|
/EJO_?J/_P"+KPGK15_5*1/UBH>[?|+H.?| M^6J_|^H_BZ/^%T^'|A
GRU7_OU'_P#%UX311|4I!|8F>[?|+H.?|^6J_|M?J/_+H_P"%T^'/^?+5?^_4?_Q=>\$T4?
5*0?6)GNW_"Z?#G_/EJO_?J/_XN MC_A=/AS_)M5_|H1_|Q=>\$T4?5*0?6)GNW_"Z?
#G_/EJO_'ZC_P#BZA MA=/AS_GRU7_OU'_|77A-
%'U2D'UB9|M_PNGPY_SY:K_WZC_ ^+H_X73X<_P"? M+5?^_4?_,77A-
%'U2D'UB9|M_PNGPY_SY:K_P!^H_|XNC_ (73X<_Y|M5_|M|H1_ %UX311|4I!|8F>[?|+H.?|^6J_|^H_BZ/^%T^'|A GRU7_OU'_P#%MUX311|4I!|8F>[?|+H.?|^6J_|?J/_
_+H_P"%T^'/^?+5?^_4?_Q=>\$T4 M?5*0?6)GNW_"Z?#G_/EJO_?J/_XNC_A=/AS_
M5|H1_|Q=>\$T4?5*0?6 M)GNW_"Z?#G_/EJO_'ZC_P#BZA A=/AS_GRU7_OU'_|77A-
%'U2D'UB9|M_MPNGPY_SY:K_WZC_ ^+H_X73X<_P"?+5?^_4?_,77A-
%'U2D'UB9|M_PNGPY_MS:K_P!^H_|XNC_ (73X<_Y|M5_|H1_ %UX311|4I!|8F>[?|+H.?|^6J_|^H_BZ/^%T^'|A GRU7_OU'_P#%MUX311|4I!|8F>[?|+H.?|^6J_|?J/_

1^6J_ M|^H_ BZ/^%T^/A GRU7_OU'_ P#%UX311|4I|J8F>[?|+I. ?|^6J_| ?J/_ M
+H_P""%T^/ ^?+5?^_ 4?_ Q=>\$T4?5*0?6)GNW_ "Z?#G_/EJO_ ?J/_ XNC_A=/AS_
M5_|H1_| Q=>\$T4?5*0?6)GNW_ "Z?#G_/EJO_ 'ZC_P#BZA_A=/A MS_GRU7_OU'_ |77A-
%'U2D^UB9|M_PNGPY_SY:K_WZC_ ^+H_X73X<_ P"?+5?^_ M_ 4?_ ,77A-
%'U2D^UB9|M_PNGPY_SY:K_P|^H_| XNC_ (73X<_ Y|M5_|H1_| M_%UX311|4I|J8F>[?|+I. ?
1^6J_| ^H_ BZ/^%T^/A GRU7_OU'_ P#%UX31 M1|4I|J8F>[?|+I. ?|^6J_| ?J/_
+H_P""%T^/ ^?+5?^_ 4?_ Q=>\$T4?5*0 M?6)GNW_ "Z?#G_/EJO_ ?J/_ XNC_A=/AS_
M5_|H1_| Q=>\$T4?5*0?6)GNW_ M_ "Z?#G_/EJO_ 'ZC_P#BZA_A=/AS_ GRU7_OU'_ |77A-
%'U2D^UB9|M_PNGP MY_SY:K_WZC_ ^+H_X73X<_ P"?+5?^_ 4?_ ,77A-
%'U2D^UB9|M_PNGPY_SY:K_M_P|^H_| XNC_ (73X<_ Y|M5_|H1_| %UX311|4I|J8F>[?|+I. ?
1^6J_| ^H_ M_ BZ/^%T^/A GRU7_OU'_ P#%UX311|4I|J8F>[?|+I. ?|^6J_| ?J/_ +H
M_P""%T^/ ^?+5?^_ 4?_ Q=>\$T4?5*0?6)GNW_ "Z?#G_/EJO_ ?J/_ XNC_A=/AS_ M_)M5_|H1_|
Q=>\$T4?5*0?6)GNW_ "Z?#G_/EJO_ 'ZC_P#BZA_A=/AS_ GR MU7_OU'_ |77A-
%'U2D^UB9|M_PNGPY_SY:K_WZC_ ^+H_X73X<_ P"?+5?^_ 4?_ M_ ,77A-
%'U2D^UB9|M_PNGPY_SY:K_P|^H_| XNC_ (73X<_ Y|M5_|H1_| %UX M311|4I|J8F?
0.E_%G0=6U6UTZ" TU)9KF01(TD: !03ZX<|56D^, WAV*5XVLM4
MRC%3B*/J#C^_ 7DG@K_D>_ \$ _Z_ (YUD7?_ 'I MX?|_ "Z?#G_/EJO| WZC_ /BZ/^%T^/ ^?+5?
^_ 4?_ P_ :^M)|QIH M+:T@8(|Y8+N|1M!)/4| "J>%I+5_F)5ZC/90^%T^/ ^?+5?^_ 4?_ P
71_PN MG PY_SY:K_P|^H_| XNO\$H&:&YFACVW(B/S26W|Q,>N1VJ(6|Y&1!*1MW<(?
MN^OT|Z7U6E_ 3%|>I_ 2/PO(I^ ^TG OD,?*, OUYO3^K4?Z8_
M;U/Z1|= _PNGPY_SY:K_WZC_ ^+H_X75X<_ P"?+5?^_ 4?_ ,77B^EZ3=:MJEKI MT
6.:Z(\$:2Y53|I.G':KE|X7U/3K2>>X1!Y%Y|C:-22Y?;(&.1@TGAJ*=G^ M8U6JL|
<_X75X<_ Y|M5_|H1_| !='_ "Z?#G_/EJO_ 'ZC_P#BZ|^ ^QW>|D%K. M77|R^6QZ
TWAJ*=G^8E7J,|= _X73X<_ P"?+5?^_ 4?_ ,++I&HM97%X+.;
I/:L%E=EQM)Z#FH/LEUYGE_ 9H_ M^,|?*,./7&?*U:B_ ^'#V|3^D>X?|+J. ?|^6J_| ?J/_
+H_P""%T^/ ^?+5 M?^_ 4?_ Q=>*K|H/97%Z+.7|/.,%FE2V|02N_S&JU5|'J?_ NKPY_SY:K_
^H_P#XNC_A=7AS_M_ GRU7_OU'_ | %UX>|I<1R,A@E)7/1#R <9'M|TOV&| R;2X
P3S\$W3|JKZK1_M_IB|O4_I'M_ NGPY_SY:K_ -^H_P#XNC_A=/AS_ GRU7_OU'_ |
%UXUJ6AW_MNE06DTZ!HKJW2X1X|E0K= 3@_ 'VJ|HDN2ZJ+;.%C1N4=2K
MX*L,\$4E5|4I|^L5#W;_ A=/AS_ GRU7_OU'_ | %U>T|XJ:JD=||%KJ*BRM6NI M-
|:##**0"!ASS|P|^*^>ZZGP5#)-RC+L)^;T!'!XJ*@"98A*T,BODX#E"%)^M/ZM1_ID^WJ?
TCW+_ A=/AS_M_ GRU7_OU'_ | %T?|+I. ?|^6J_| ?J/_ +KPFBJ^J4@^L3/=O| A=/AS_ GR
MU7_OU'_ |75_ 1OBGH>N:M!IUM:ZBDTV|:TL:|1M4LJZ?X>?| (Z= M)|O_
\$4|1/"TXQ:14:|W)(|/"QJL\$ _8M5_|H1_| */^%T^/A GRU7_OU'_ M_P#%UX00W1|J*6K^J4B?
K\$SW;_ A=/AS_ GRU7_ +|1_P#Q=_'Z0#G_/EJO_ ?J
M/_XNO&QH=XVAPZL@5X);@VR(N2Y<#/'3'3|:I"UN69U%M,6C^ ^/+.4^O|4_ 5 MJA
3'|>I_ 2/F>F:B|JEA:3V_ ,GZQ4/H#3?BWH,J:I:Z?::DLMS*L2%XXPH+' SAS
MQ6CH7Q"TGQ#KTFCVEO>I<1AR6E1 GR!'Y#\$_ I7A'@_| Y'31/^OZ'_ T,5UGP
MO_Y*A= _IES_Z&*QJ8>\$5*W1&L*TG: <|WKY/UG_D/:E_ UIR_ ^AM7UA7REK,4
MAUW4B(WQ|KE_A/ ?;IP;UD/%*|49|GAG5|;2)=2:Z\$A%S82V|>Q<_ ,V,9Y_MZ<5C>5+_
+G_P""^31Y,O_ /) _P#ODUZ+LTTSC7,G=(|/3/%MA:>'|;39^N8V
M73KFU=T7(5W?, ^I(P3Q7FWD MR_| /) _^ ^31Y4G_ /) | ODUBZ--FJJS03/YL|DFW;N3_|
?)H|J7_GF_| WR:+H+,9 M13_ *E_ YYO_ WR:/^*E_P">;_| ?)HN@LQE%|^ *E_ YYO| |HFCRI?
^>;_| |FBZ"M"S&44_RI?^>;_| P#?)H|J7_GF_P#WR:+H+,913_ *E_P">;_| ?)H|J7_GF_|
MWR:+H+,913_ *E_ YYO_ WR:/^*E_P">;_| ?)HN@LQE%|^ *E_ YYO| |HFCRI?^
M>3_| |FBZ"S&44_RI?^>;_| P#?)H|J7_GF_P#WR:+H+,913_ *E_P">;_| ?)H| MJ7_GF_|
WR:+H+,913_ *E_ YYO_ WR:/^*E_P">;_| ?)HN@LQE%|^ *E_ YYO| M|HFCRI?
^>;_| |FBZ"S&44_RI?^>;_| P#?)H|J7_GF_P#WR:+H+,913_ *E_P"> M;_| ?)H|J7_GF_|
WR:+H+,913_ *E_ YYO_ WR:/^*E_P">;_| ?)HN@LQE%|^ M*E_ YYO| |HFCRI?
^>;_| |FBZ"S&44_RI?^>;_| P#?)H|J7_GF_P#WR:+H+,91 M3_ *E_P">;_| ?)H|J7_GF_|
WR:+H+,913_ *E_ YYO_ WR:/^*E_P">;_| ?)HN M@LQE%|^ *E_ YYO| |HFCRI?
^>3_| |FBZ"S&44_RI?^>3_P#?)H|J7_GF_P#W MR:+H+,913_ *E_P">;_| ?)H|J7_GF_|
WR:+H+,913_ *E_ YYO_ WR M:/^*E_P">3_| ?)HN@LQE%|^ *E_ YYA| |HFCRI?
^>;_| |FBZ"S&44_RI?^>;_| M_P#?)H|J7_GF_P#WR:+H+,913_ *E_P">;_| ?)H|J7_GD_|
WR:+H+,913_ *ME_ YYO_ WR:/^*E_P">;_| ?)HN@LS:|%?|CQHG_7Y'_ .LB|_ X_ ;C_ KJ_| Z\$:V
MO!<<@|;Z(3&X^VR/DJ?6L>ZBD-|<\$10_ *U_ X3ZFLTUS_ +|2|/E_ KL5ZW=/U M.S?

PY3_!FJE MRR5KDJZ=SL=&+1Z/I5O!;12WT<=K??:MXB&ZZ3;C8^&X_43_P#?)K)TH-W;
M-%4DE:QZ1_PL+3?I4>Y8WCK_&JMT@*IK#Y10@<|)Z5#9^)1J&L^';+3WN9
MXH5E@NUD!59\$=CEB,GHK9R>E>>^5+_SR?_ODT&&0|&)S_P!-'L::#VDSLKG
MQ'96_P 2K: ^TLDOXKHW%O>O*TD0P63 M:P1C@@Y P",!UKSKRI/^>3_
/?)HJ7_GD_?)H=&FTDV"J23=CTF|!?:8! M.(NUEVV:LZ0! WE.Q?
^+H01BFCQ_I#7!>6&XDW7%V5D=,F))0_F,,#QCD C MKP:|X\F7_GD_?)HJ7_
)YO_P!FHA3'!69J^)=5CU?5_M,1W(L21;_*,9 M;:,I:9CGW)R:QZ?Y40| SS?_+Y-'E2_||W_
.^36|>6*LC)W;NSH|<_Y\$GP MG_NWG_HX5S-=1KD\$P\$?(6|R-IX_?"N:|J7_
)YO_P!FHMQ:=KUA>S|C%!.LC|1DX!|"NAMO&*GQ,UQ=LZZ6L||T,<\$2QD.X(
M5V"8W"!&EW/Q TF4J M EPZJUH|*8=JRF+.J2-W
(P1UZ55N?'5@60!"|_IRSN8H76%E='D;*@EG8X| M|@.PKS|R9| GD_-'R:/*E_YY/_-
|FLE0IHT=6;_VUOQ?I^IZ1J5G&|TCW M*6A5F3AFC3;X;GOUSSG%7?#_
(^T_28=!MYXYW@M8)\$N@\$SARV49>><<^G6O M//E'_+_P#ODT>5+_SR?
_ODT_8TW'E%|2=|GH-MXUT=+6,R?:EG337L?+\$(M(),N|-G/3';%6O|
A8>FG4VG:2|,)U1;G:5_Y8^5MVXSZ|J|T|J3_GD_?)H M|J7_
)YO_P!FE|&FV|ST%_&^D+;_*0+JX TZ.T-E)&%BWJP)?<: ^5+_ _|W_P"^31Y40_/_)_P#O
MDT>QIB|K,1W>1R|CL|MR68Y)/UIM|J7_GF_?)HJ7_)YO_P!FMTTE:YE
M9|1E=5X(=8_&\$@=WD15T>4EX_O+||?(JZYCRI?| GD_-'R:Z7PC&XM?\$N48
M9T2;&5//SI6=5KD?|=47!/F1TQ^(UD|^EO=M+>S6L[%KP6PAD|HH5P1NY;)!
M/0<5!9^-|&L-%:U0WE0>_M%_M07\$LE|LBU62_3\$.2RO'MV->X(X5EZIXOTZ
M_P#";_!FJ5 M&FG<7M);#**?Y40_#S?_ODT>5+_ _|W_P"^36|T968RNG^'G_-(Z=|)O_13
MUS?E2_+/_-^373?#V-U|<:<61@;3LZK7(_0J"?;CE5^Z/I2TY8I
M=H_=_OT_NFE|J7_GF_P#WR:TNNY-F=EX<|766D:'9V;M*D|-W).|>0)\$V,A7!
M&X\$|>Q&*V(?VBQW|PQ6Y^S3>670HQ8LJ%28WW|D|_#D8KS7RI?^>;_!FCR MI?|
GF_-'R:P=&FWG1!UNO.BTR6Q\$)C#*Q9MP);/0C@+ M5F^/_%5GKMF8K-&4/<>?L>\$@Q?
*0%P&+GTZ*0%0%1S;3|RQB/:PW%OF/Y<<<5YCY40_#R?_ODT>5+_ _|W_P"^30Z-M-|1JK-
'<;MXPTZZI.O8VX?S3;BV*O-Q#D/G?G?A2>OW2<|5PEAF3_GD_|MWR:/*E_YYO|
|FKA&,%9\$3E*;NS7|'_/(Z:) _U_0_ ^ABNL^&/_ "5"|_W+ MG_T,5RWA"*0>,|)\$C<
7T|4_P|5U?PR1Q|3|LE6_V7|)' ^V*RK-6EZ?J:4 MT|4|T/0TT?7BGGI7\$P:|J:00J,UT|
(1JLC;"%1A#)L!##G(X/>O)46ST&|
M'9|8ZTOXUQMMXAU&73|)E:1"|SJKVLIV#F,,XQ|'Y1S3;'Q-J\$|YJ+3-\$+2:
M">;3"\$ZB(E6R>^>^&^E5|.1*\$E\$|3K1D>M9VA7LM_X?TZ|N"#-;/1R.0_L5!/_M%
<|IVN7ET=3DDU-Q+;37*1VPMALVIG;EMO\ 6ER.|78;DCLZ3('>N&OO\$^IP
MZ3IMQ'+\$)+C29|N0F,'|XB*5(|LD\573QS?
1P*|Q'&9H-.>:Y@'|9@Y'K1D'WK(%MJBVLIDU;)*;@RVZ@HPZX|!%?8C/O7_6_B758-
M/T&|N;H7"WT|8:EJ_ ^@VEX8DN;HNUP%7B2/861E|.1@^X-- M4V|2>>4|W(|:/QKA-
6|6ZC|OB+6++=&84MT6Q|09-PRK@\$|J|JL:#K&K:|% M!\$;M+>:*SCGGD6%3YDCE@
>BC;VYYI^SER|P^=7L=GD>M+7);#XBN|6U>TA MD")%)IS3.@'_
"U6782#UQP:2QU74+WQ:J-N|Q=K#;WGDH(;16CV|0?FM+ ^_
<|HUYJ.L6J:HMTD5N|C@6IA!&Q6*_>R#NXSZ>U9EKXCU*7
M3/#|S21F2^FF2<^6.0JN1CTY4?K1R,=T=GD>M+ ^_->95P_W;KTHY'>WR#F1V? M'7-
&+7M072K#7)9D:WO)TC-JL8_ =H|;5(;J6'!.>.02ER,?,C MK^/6C/O7G6D^,|3NDTV"
|:%;FXNY 2\$&)8 'P0.Q:3!_#UK:|)ZI?ZK:VUS= MW%VQDB+,IM52/^ LN!D_G0Z?
6CD=KASJ MICL|QH_&N0L_\$=W)XEN\$G|LZ5*98K,JOS&2+!?)
|Y^;' ^|503KW4|W1\$ULWD M:QS6|3BVD\$(-I* @-G.>FL:5!-
/>WLSE:X'E;4RBZE9M<2A;=/E954X"0Y-&DZ_JFKW*6'VA()
M6DN6:=8@2\$CD"*H|XSSR32<&A2(ZQ23G>@P"B.P7|_*'3:5QJ2;L='^_)Q7G|GB
MC78/#&HM.T":Q T,D8|OY?+E(VY'MDJ?H1<>+|1G>|6WD2_Q-9Q%#&&,3O(4
ME'/7&./PI^RDQ"!QD\$'I678>(+ MZ|A23022)'MT98;!U0;M6
YSWSR1_NU* @^A7,DKG6Y'K1QZUR.G:O>P6&N M7^H7|3Q:=
<30JGDHFX(!@D@=3GZ&J2^U3VT6L::1+-E \$>,C>|! M KE<^HAC%S(|,8/>BN'L?
\$VI7D>AWIDB2#5;YT\$(4\$QPA&(4G^|E73B%P2B-
M8\$|R>&'L:'3D@YHG64F0.|3:F0C"TL(| M29+:X@DF*^2A*[64;02.AR:HZ)K.I7T%QWUJH
(:0V8G? QEMN>|!FN?F|2Z_;> &YTE: Z MY;WD,+*8|
(RRD%>_W!QGU!|*\$F%TCT#/O25PT'C&ZOM4EM+9E19H>"(L@)@ M9D9I-
WJ04(%6;G7Y|6>UM;?5(|N1M1BMYPUOL=\$8-P>@Y*\$ \$ 4_9R087-%|' M8TF1ZUQ.B>
(K^;1'U6|FO)1'#-*T8M%6%MI;_#@9|O6W91ZM<627\$N|JOGP MJY5+=?W;\$ X4^G7J"?
<4G%K<=TS\$M9U"_| M%OJWEK= MA4N8U5=N(9!E1|1@ @^XH<&@4TSIBN:

*7K1BH*L)BC%+BB@+"8HQ2XH00%A,M48IV*3%
6\$Q1BEQ1B@+"8HQ2XH00%A,48I<48H"PFWKBC%+2T!8;BC%+BC%-M6\$Q1BG8I*
L)BC%+1B@+"8HQ3L4F*L)BC%+BC%-6\$Q1BEQ1B@+"8I"N?2G8 MI: L-!;4M%
6\$Q1BEQ1B@+"8HQ2XH00%A,"D*D^E/Q10%AH'Y48I:*L)B
MC%+10%A,48I<44!83%&*6B@+"8HQ2T8H"PA%)@T^B@8'I7.0:+I%K+)/IN=X
M8[DSM%)<*8HYBGWK0ZO9+;RFVOIKB\D(0->A9@!^4Q_N MUI"/-
=7(F[*YZ0="TA7>47+K%*'SB(3@1PRN.6'HWS<<|!^52+P_X45K6WMF
MLX9|<&-3!*BROE2A5B.6R,Y|ZO+N&1;77--OM=|?02P1|3F1,1Y8>PVG/H
MBMM(XK7QMj=U) /+BTZ)IPC[AG)QQUJFFKZB6O0TM-L|31X#%'J4SV|K&L9C
MGG0K".,|CCUHT\Z+9VUW';7UL\,DKS3|KA6+GG)SP,URGAI;NTUNUNKK3
MKB(:VDC7+RA2K2Y+IP&) VDK|P'05#-:"/X>7.(1\$-|:A)/E<@"YSDCN*'M#7?
M^8[4K"C#E4/;\U8:/*U|;7<\$6I|I9(|<(B#RVQN S^=:6D7!TW2|= MU
1M|B%S+/:HJ\$;D"C|HQT+ X^M2|VO<.NQK6-A;0F;R|VXN2!Y)\$D^|1C^| M@<9^O-
44TO0(+:P-NHC#I1:..M<*0N|;2'IC6MOI\$|L7\$UA\$T=HQD M!+
(1SG^|ZUR|MIRRZ7X(@>U(1UD28"/& 8&'S>G7O4>F7=W!!>75Q;SF;0+)
M|*\$,AS),6(!7UR @S|U?^*C_*V%=-;
'47NC:;#Y&YUR6V\$|YZD^HK!T"SDTEK_1YK">&&XL MQ=
()PC;I@NV0C:S#D[3S@|:BCM)ET3P0L\$)CF#Y)V8VMY+@%N..<=: "I<7,MM|'3#1-*
|&UE>R6EQ:6_P!GV6TR@|G=A@0>_>EMM(LH;MKFUU6Y4W?|H^O7BLOPO:7ME?
M>\$('@E-FR37".P/HIS&0R/0\$X(^M)1NMOW\CODTNQM+Y"MU-"D:1+19|L;
M.3DD+U;21TYZ57AT71|68R"*YOQ.;N|UVZU" MVT^YF;15C-O(@4*'SODSE@3E<+|H-
8NL17;IXEU&S@FD@N|F&.6/:>4*HRN! M|'@_4^E\$8WMKN#E;9':IH.C_&|I
_M6>2\$QB(6AN4W(01@_9R,"K|FFPJ MVVKKWWFR,&B)N%5|C^Z
!N'/((KD759%URS@0#59-9\$EM^|.|&Y|_W0 V
M3|:N>.XYX|8TC4+;:YI=/CGN55|G.W9E?J1FCE=TKCOOH;ZV>BV>DW=@:J%(
M+AG6X=IE#;|Y|GLU\$YT&73(:*74+8P1JAA;|4H9=GW6!SU!'6O/;REL FMC
M!=4C#2Q0!01A^PS@42C9 M|BC*ZV--
M%TF>UF6;Y:8L|4UP|X+G80R9(X"|>@%7(+73=.U*XGCG2*:_ (= MHC*
KL|C;3;OY<)M8@8Q;|O_-=|?| "IY\$BBM=<@OX
M&>|NHU%F/|):1/*4(J'!|9Z=#S22NMOWUV-LZ+H216>EFY4-;RO)%\$;@>9N M8-
GCJ>&-(_A|2!#;|I+7DRQ"!8OL9N01+&.F5AQBN5DC81^(K.Y7?K\$R6ZPC
M9EWE\$2CUTZQU#^U)94@D,"VH.D@5-H.0!GO5,Z;HEA/"TUXL4*.9H+;6X4 M1*Q).Y0?
J3Z5|J1BMO%,=UJ2C|#!C,<3NFY\$DWY8="1C'K@BN=TBPU\$;HX
M6WB'^AW)C6|B8A(C."B|=#@C_|*E*^|&_0Z9/#&AP1Z4 ?| CSD=K1S*,L7R M2,_Q=2<5-
IVG6.B0_1ZK,+6VRABFG0QH\$X!|Y|F|_B>)T&BW)7|S:WZ23,J
M|1KM89^F2*Y>_L9;G3;V|AOOL#R;P|U9SRPEXI;L4?/P0%.#@FA+F6K|V6MC
MJ+O2M\$%Y/=7.HF-+|J|L+W*K%-M X/)&_AJ5=.TZPDEOH|7FMX;J8S;/M"
M")W/7&1TX|&N.M)K@WEA3Z@EH3"SN\$+"VW1'YUP54XONZUV&M(ESX)ORFRY
M;LI"C)'POVGD#M1)-:7"+3(:+PYX:"VOLA;M-;2^;/%/\$ZF5V&<|F'+=>?K4H
ML|)%LE"G53%;,KB.!KP+&H.0=HSSU/!R!62;X.L^%ELV%JRZ?+N?R-P'RIP1
MQ@USVA(:;|L3|Y;|2>;K8|G3;3=&\$%K%K3 MM&D0CBMYKA"-N.,#)XZ4Y;71+/2)-
:|BCA='B:|A1)A|DCGG/->(98+;*XLY8+99I%B/F",IAGB'0D#G'M5K3)+>#Q-JI?
4((8FF@*">WW-,O ME+R&.,4K:7N5?6UCH|C2=-EO+!%OY+>|LX3' (IE#|"
#D\$'/W1SBJTNA^&| MFZNXXR2VN|VZ412&XD1Y1A<+W!^@ZUBSPN-
'OK\$QM_PD\$E|TD)V'>?WH*N& MQ|T+WZ
#%:7ANUNQJ^LR&*V%O_.;AW/&?;/'|@|46MU%>_OU^|64|<<4TU
MW+;J\$W023;D7D:2SM/K3^):4H|J*+PML>G%; MN*3
|*9|PLCG|GP9HEQ(|):BV\$D:QNMMB-6"L'!(ZY'6ENO".E75Q?7!6:
M*6|>*25HGQ|T9RK#CK_.N@H|S|BY49|CID-D)F2262:<|FQE@MW HQ3YI=Q7PC9?
V8FF27-Y-8*\$46|DB ME<*00/N|CBEE|&Z+).TL=M|GW&(LEOB-"8VW*2.N>_I7044?
QI@|)Z<;@7,LEU-<:(|@S22Y9F0\$*#VP,G M@"MZBGS2|ARHQ=A-VVFPK;PW5V|H
R_9I75HR&SD'C/<|ZL66C06#J8|B|= M\$39'%),2D: ^@'?| '-:5%*| "R1B_|
(MI9TRTTYXWDM+6;SDBD;<&:)/S>HRQ MX|J>%M/MY9Y+)|H\$S.LA6UD|M0P&.%
V|@|Y!KJ+9B#R5V&(Q YSMR>>^:M0N0Y69W\$V F44DOJ#ELC(7G
%/D|P4CMQG9H!R*K MN|7UW4+;|C-S>I" T44YVQA7A83 .I(7LN"5Y^M;..K^()=8NH?-\$:
(TP561G M_=A,QR!5CY).#G=SR */90N+VB.|HKE/!VHZG?17::B|RM\$4Q, ""C\$CD*0JG
M@|B,C.*ZNH:L|%IW"BBBB,**** "F2R+\$A=V"J!DLQP/N:B%_;&W-P+J P#@RB M0;0?
KTKB|>:2/PWK%I)&|TU|JU+9PP1NHD3;|?09)(|?QK+L|9XBD\@:73T MOHVGG\$)6-O|

1RH^3I\K8!\N5QC@XY!HY-=Q\QV*W4+RM\$LM\9D099XRHJ2.U+#+\$(9A
M:N;fFDBGa9GE!D^5T('0+@YZ#&*<5<3=CT'(I37GZ:KK7\BI/+>7:S7%I-!
MO\I56%%9\O\3S@#OGCZU537?SDNER7C3W"2PZ=;S^4+<8>0R%7!RN>0.0,M8\JOV;
fD:O=Z;/:C(Z,:>U>*&&\$\9V+@R'E=PQQQQCO1\7<.<!*M!R*6F+|U?I3ZS-!&X%0->0+
(T1N(1(B\VO\N\JO\1V^04YZ5P-Q;W/-"6HAB?MSUU*>69MIYMC
7GNN<#'\J*J*3)D\':V_:WA;f-OER!L?7\IPN\=@'"M)XBI?8'"&"W\WZ^UZ>=1NK*Z>*
fF)BAPBFWB QEM MQ!.<\$\SS4N.A7-J;BWULZ2.MS
RQ'\$C"080^/'XTH\3%Y22^='Y;XVON&TY
MZ8/O7F4;G5I)\2@@@2UL8[BWB%BB;6^S)+ED%\9)Z>E6\c2Y9?#%E\NI+YQ@9^M=)4-
6+3N% %%(84E+10 AS2:3S%QG(OTSFC4-!W:BD+A022 !ZTU9HW^ZZG MZ\$&D,?
13?,7.,C\FD,JJ"20 .DZ4 /-)BHS<1+|Z11OGDCI3Q*A4L&!4#.
M0:=A#J*;)4."&!!Z\$'K2\UP>>G7VI+13?,7.1@|.>M'F)N*[AN';/-&H#J
M*;YBA=Q("CN32+-&V=LBG'7###BBP#Z*:I.J.JP(OQD'BEWKNVY&?3-,:!*8T M!:'#R(HV
H\Y-VW<-V,XSS0^EJ-ID3\HJO^|<4IE3@;AD|.>OTH=13&FC
M5MI=0WH3S2EUX!/\7H18!V.*;O7.,C\FD\^+9NWKMSC.:!CZ6HA/&5+!U*CJ
M0PP*=YBD#!/\3GK0(=0:8T\;_>=5^IQ1YJ;-^Y=OKGB@+C\4#.*8)HRN\>NW
MUSQ0)HV!974@=2#G% Q\%-:157+\$/4G%(TT:8W.JY_O'% \$E%1?:(O^>J?|M|"G"12,
fA@|)#GK0(?13=XV\NW7-(TJ*NXL OJ3@4#"T5&TT:@%G5<|,FE\U"
MH8\$'\$H\T)7=K;YR\%FQ?3C M)\) _CIG_ KWPY_ SZW7_
('S_P#Q==10\/(XZ\|)*"P'7IZT^>2ZD\D>QS'_"MO?#G_/K=?^!|_P#|72_|*|_YS\ENL_|?|_
773!@>E!<#J0/QI\NXN2/ M8YC (5\X;SG\+=9_P"O^?|_ ^+H_X5\X;S_QZW6?^O|_G_|
BZZ9I\$7EB%!X M&3C-+NHYY=Q\D>QS/_ "O?#?_ #ZW7_@?/_|_%T?|*|_P#/K=?^!|_ ,77
M39H!HYY=PY\JC'TGPOI>B73W%A#,DCIL8R7,D@QD'HS\$#I6U0.114MM\c2L% M%%
PHHHH *S\7T:SUNV2VOHY'B1_ ,29XSN (ZJ0>YK0I" <4 SE3|_ #9.6
ML\DGGDWT_P#|73_ ^%>^&^OV6ZSZ ;Y_ (NND,R*.6 YQR:&F1!EF51ZDXJN
M>7<<&N8'P\|.17^&_ ^?6Z_P#_ ^?|_ ^+I#|/?#F"!;W6".GV^? M_P"+KJ-
U!8!@.Y&:2/+N')L)&GEQJ@Z* !3Z3-+4EB,-RD>M:F_ ;N&\T\YIIM;\$M)\G,GX>^&R?
^/6Z_|#Y_BZ7_A7O MAS_GUNO_/G_P#BZZ?>"2!U'6DWC=CN.V:2/+N+EBE/I-M\E)
M);!1112& %%% %%/51G2;S'7R)\A_T\$UPC1V-WI-C#H26\ET=/D6\6TV_=,/'
MOM_BW\<9YZ^|>CTW;H\|JC*SN2UJUB*26PNM.=;F6WL)4Q\$<|D)M45O1
MB<|'G@U25GT?3O\+O8_LL4%|:74?G2*V\$:5=Y)'&-P)_X%7HNT>@HVC'2FI^
M0N4YWQ'=6^H>#=#2DM+B"XC:(J'C82+G(XX/-5+RR71VTVYF6PBBCO0TDMK;>
M0B*48 M\Q\GKGO76X XQ1@'M4WLK#Y3SN\@DU76TN+"?:SZA)+:SH?E=DMP,
MY\J2"H:--NX+R\WJL/D:>UYU>B!5XX"%+M' MI5|^EK"Y=;G#7UEHUU9:7):6*/;_
JOHC2Q!\@R;CD)G_EGG.!T*9<0PQ:_ MJ"RQJNEI>P"X0#"! ?L_R\|@/X=V;JNF:
fS:/2DVKZ=:E2&XGG>HV<5_J,4.E3 MWO(3!+;_ZM)A'(28|
<;>\$SC@|_|&E7NTVCTHVCTH^EAW^TPF\ _LN 1D0Y.=^UV)&f&> MG -=QM7^Z*
BCL*7,@Y3BKB72(fJVN=+"BR@OHGN)H?^/=73;CQ9J\|M\H:Q.EN4>|B67>-IY1BZ\?
G2YM8M=#PM;74KWP/E,IBO(LG& M5(S1; %/51^5&U?
2CF&UNASFNVp/2DVCTJ5(-1YG<6MY) M'K4ESIMI<3+;K<7\$G,T!;*
fG0!3NVGAAR*Z351-+JGAK\%=1%\R%)Y8S(K M#RNN PZ_6NIV@'I1M!\53E<7*>:RH_|
:#I=RM0,^H"26UB.1E(^53)/X9-: M.DP65Q_:%N8--O(1:O/LU_W&E2M#;I=22ZL0W ?
3.MD<<BE1Z48'H.*%.P^4\LCN8+|4|>YNC96:O=WA9=2B#HK
M8C!&"R@G(X.:ZC6_LG_"%KMDL9+420\GMU"P\$>;N<#) 'XFNJVJ>HI=JXOCB
MAR082B\3SC7!8,+AM+;S&F%\42NJAK82>;Z A3\O7!J,UR_P"\$A\$*P MP6\V\BX(,2W"-
AMV?ER5 (^O%5&_LQ\>A(FT^VM/L&(3K\$/F9'FMC;N=3CTZ M\8KT7
QTH*J3R!1S\RG)76FZ;/XGT1Q9V,JR6Y+I"NU\!<'OD>E1QZ64UR\ML3)G3K*+
f9;V^/NR2;QC/HNUB\ VW>PKL<#KBCBES,.4XB'5|: ?P3IVF6\$|-U M?3VT-
N8(9E+J"HWY&>,-UJM\BZ?;,:?216QB6 QE:*UI+J&GFX;2K2);:X"&_7SH6_>|8|S+@'J/
M0<= *Z36O).D.*;=K=X?|0M\K6Z@1D9/*@ \$@"NGV*>H%+@=,4.5Q*)YA8?;;&
MTT2V999+2\O?.B<|^2XW\T/H#U'XBK=I'?+X>|---/;O;X.Q\$@977\IR^,L7(
M/Y"O0PJ^E+@9Z4W4OT!1L>3A83I\F^?34N!IMH8H\B+,|A\$?2)MP*GMP#S6K MJ-
M!:= %XFEGM8G=;M2OF(&*\$I%G!|ZUZ'M&>@HVC'3BCVGD+DU.\$U6VCMM=N
MXK>%8K-;>U-Q' FT>5YK% ^%|>N.V:K;Y;6-ZSP;2573I3;IZD\3ZG!?(1=6MK;PR/CB3#2\$
M./8@@_7/I76T8&:6ID\LI*P4444AA1110 4444 %%% % !1110 4444 %%% % M!1110 4444
%%%)WH X05+J"U'BFTG=4N+I0;>(->FW0JHV#^+Y@1Q5>ZU75 MK2SN7-PCQ)\-
:B!H5*@+"6\SC).X=^,=J|P@\$|CI1M7T%4I65K":N>^OHK9-0NXH)/M%J4M508G
M:8\$N"><9|.!CF00R\Z4;5|!5B%5/44N MT>E)2TL-QNSS.+7\5+)J(N6::2P4&/:H4?

ORKN!ZJ.3V?BK6\DX!7'HK\2,(02<'VKT':/2DVK@<#BFYKL"B\I@IW(#@C(S@TZD%
M+6984444 %%% %!4<|8FB;LRAAC*G!T-24&@#S0"T32\%-1\L6HL;M81-S
M^^\SY<9_BQT\^E=JLDG?V=:V'V=:VTD@VPA<3RH& ^0\AR2VM
00"#BH/#\UK\J%E)YD"7,<5S_:3Y (.:?;/KGIGMTKO<#/3FHYK>&XB:&:
M./&WWE/0_6GSZ6\Q.#A\$2^(Y))BAS<7/GPJ\|8\AY=@?HRH9KC35
CB78KN5%65A:***0PHHHH 1NU< \UK;6RF>UMY\;%TS M2H\QCN2WF?
+Y>%)XQZ+BO0*3:/2FG831PD^NW\&E)/JKQSW#S^4JP1!1L8
MA5!;CTX.2>V*6PUW5\V&&Z:[54EN88/*2)0./\$"3DC.0Q..WUKN2JYZ4;1Z5
M7.NQ/*>:Z9K^JVUCIUM'=!6\94S-&HSL\4>/-:'8=H/^R1MQGC->@&DVKG...=A-
7.*\7-|!
M<:OFQ\BX>Z1YC*5CVDQ@G&3T&.!Z8JM%>7D6KR:Z+61(+_S+=96=2&4#JSA
MW\==Z0*,#/2JYM;D\IPA\5W\$|H%?'Q) UO";NY"J1;LV\<3G@'A>>
M!GI6AIVLM<^'6GU51/8?OA/>95\$V*| 94<|. @\UT5\9>P^6TLT.&#!X9"C M
CW\!+&Q@T^T2V@3\$29QDY)).223U.3FAR5M@Y7N.J/@FTV>WTJPDEM\?5Q'#+)
<3.\$DC4? MPKN::,J*=2E*^HTK!1114E!1110 4F1ZU%=S?9K66?&X1(SD>N!G%<^?S\I
M%C'=7NG^4DUNT\ES\^U-^T_*, \$K\1P::38F\2Y%&169)JT<-U9Q/&0MQ; MR3F3W
H4G/K\H*HVWB=+G28\H\(-=I:M"S#W_-(G\E3;W0E.TL<_*/3 M\U-@ND;N129%+(-
/U!;6>WD"&\^S-,#D+|@?<1Z<@5.?)DNY+*VLS+
M=^?)\$B&0*I"!2SDX.!\P'0\U7\{7%S(W2>*,USUYK\H:6L\$_JD?ZR=;=EEGV
M%79MHQ\I#+WW>G:E_P"\$C=9YK1K\$F\CE2%(4E!5W9-Y^8@8 &46YAYP2WL#@>
M^15E?\$(+&)+QK-ETQY!&MSY@R MR/6EK#_MJ>*X@M\S3GAFEG6\$%9-
T9!5FW!L#/W2", BE77T.O'2OL\A*8_, MW#'\$8DZ?
CBCE871M9HR*Y^Z\0RQ:SG_TAH=.,\5IOE%F%S=S1FN;E\42 M_P"FS6MBD\G91I+)-
JHVEE9-^54KSP?4+|.:1\0)&C7 WQN&SY2J21]=WX8J>'6\RXM998\B=
MD02JRW6Z)UYS\X7\POQTQ^#BT+F104<5SUKXAN;FSLI!IR_:+Y=|O"+C/R;0
M2SMM&W&0.>M1W'B^"SN;>WN\62&5\DV_.X0'&#&\$\U.1SQUY\J+'S(Z7(H
MR*YJX\5>7>BSBM8MYFFBW3W(B3\WC)SM/7=TJ_=ZM)9Z&+|K>*20E%\$<<^Y2
M68*/GQTY':ERL5T:U&17-WOB>73TECN\%(M#%A/M \MED;:&WE>,'KQ4T^O
MR6NCSWTUI!*ZN\$CAM;D2^:Q\9VC!HY6%T;)F\9\,K6L6G6XNIK\B#\0-9-B
MK'QR6P>I.,54E\3RB\CM5L8XI6M_.9;RY\$&WYBNW\ISR.OHRL=T=)FC(K
MGUG48=3M;)=,MW:Y1GC<7AQAO"<_) \4D?B>.1TMQ;/IN\$KI::N8E09+D_W
M<8QZY%*'PNCH)T.FZ?<);A9 MKQC&(YI1&L;J#N5GP<\$\$\$=.31RL+HZ#-&:YJ7Q-
*ES;6PL(XHHGD87=R(0N MUMI.TYSU!\BM&ZU0V6GVUS+"K---
%\$5CDW!2I!"U>%C@C)(#Y\J0"?_P!5/A\5VD\CIUQ&JL\X"?*68%H_MD9N?
^^<4^5AS(Z+CUHS7)COENC\U;*/RQ!#_.RO=!9")%SA%Q\Q'U%6+WQ+;-
M6NH7\$.G"6.PF\J7=|L)RJD\$#?:\WZ4D\1M:W\$UM=V6RX2.- ME2&7?
O,CE54\$@>F.6:9XU2-9!DAF #?3G-%F* MZ-
>EK%U/6VL;^*RAMTEG>,RA9)A\$"H.,*2#N;VX^M)!XHTV2>XAED-L\JM'&\
MHG^4K0&0,>OJ*.5\A=&W16,GBC2)+UK=;R,@6_VDR\ALV;L=?7(JP=?TE8X9
M#J%L\$F.(R9!\QSC^=%F%T:-%("#TI:0PHHHH *****"@T5%/*(8FD8,0HR0J MY)^@H
DHR*YO_A*6DL\>:VT\Y))899WB>4*42-L'L%.:?*T*Z>OJ9'K2YKGQXD\$8T>.XLWBN=2(
B#9\D\$Y8X M\@/J:L:5K\$FJ2S;885MXV9587&YS@D9*
<9P>|*Q71KDT9K"N/\$+6>HO:W5 MD8UAN25'\$JLS*@R2RC\H/8Y_*EM=7U"\L\$N(-
AD:0C;J7@(4\$9^<|>#T& # MUHY6.YNT52TO4\4TZ\|C1D65GZ&G
MG7=*\$IA^WV_FX)VAQG@;OY#M*Y51W/S#VH7 U**YH^)K@79T\ M:<#J0?!A\|;:-
^=^WTXQCK^=2'Q(XM;::^%@_P#9\WE@S&4;@7.,!G."<'D M?
C3Y63='0Y%%8FE: ^=2NHHWM3"D\N+=_,W>8@(&2,#:>0<<|&MNAJPT\A11
M12&%% % \$%|";BSG@!.,L;("V1C-6=K::E/ (:;W:&6X;+%HS'N M.?12>/4UT-
L,UO8SS)C='S@'ID#-7D"^5 ;93 &!9&*R?0E5P,="6Y\+2 MQR2G3\HJJO,4N9))WD3
CYB2<%0!^ J|=:RUKNUA^(-4N8A\H7\|C>Z\H-S8W3 M6\<|R\0T>60#/?/-%_I
ECMFL!#;S6TPF0;,(QP00P'L>M/UZ^ETS0KR\|@"&
M6&!\\$EDK3QSK<7/DL38RVY4;&@.QST'/2IU*TN(OAN2: M\6YOI(I3)-))<1JVD-%Y>U?
PQR:@TWPM>Z25G@OTGNHYI2C3@X>)\H"L1SN M&Q>?;WIFI>*+W3\4,0MHY;::
LLOB#EASR03^0J>+7\|R^U%|S-N',T MNR=D+J(D5#G
(W\$F0=QQ5^_87NENXTB\N\ABN;U))UO(IEFV84*KAMB\|8& M
344WA^%HGAM5#V\|@'# Q\GGGD^U'06\@TN9\A"6&Y\$OVM"J&W9\$VG"E,&3^
M\0OTQ5M=!N_L4>E-<0G2XW##"GS2H;(0\|L=L\<"LV'Q=?R6&B%K>W%Y=3A+U
M<';\$N0"5Y\EEQG/>KZZWJ TV/66%O_9KKB (?;6-FVAM^<\$\YQC\;:Y^H:\$

M;Z!JDGAZXT5I;'R9%<)(^K+Z->3P!633[2.*5)X'MD;!=>S#C((M)'XU'-KUVG@N?6
D(N8U?"E&*Y#E1QG)HJZU?);KB6.YFGG2WB#V\$MJ%9LDL M=Y)8
GCTI>|6)Y)U2! *7%Q>0"YAG26")%/E+M!!!)^8!@QY|8&*K_-@Z
MDFHQZHL|HUX9FED1@PC ,80 'KP!GFK,E_JUC=VEO=_995GNEB\$T:%=RE&)^
M4D|2"HYR00:8NN73>*/L.*1>0)BF!|W8\$(?U|2>U"YN@W88=&U\$;MC MQ%>6\$<|<,
<"Q;#_9TMP6+ #)R48 ?C2C7;U=;^QS-;0?Z0(D@FB=#*G|H)"=I
M/4|<9|9I+F!VUN:EQL=UK<5|,D4D:6|1>6Z;N2P.>>.U59M'OHGO8|&Y@CM
MKUB|H|T>)>BH#%,<'X/0U'K.KW5GK%09P3)%&|#2EOL4ER2P8#&\$\$(P.:3^T
MM5N409K4VOEV1,962)MT|*H+8^;Y!S@9W=*23&VBI+X*MI/MC*T8D80_9)"N
M3\$8T"C<.C D:2U_>:5<7/D,+0N98RFY6+)CC/H?6N?E\73M)>/#?:= M
(HHI+>UGC)EN""8;:"!R2<#"G|V|2UM|/NM)22)ECNR_FJ(FD=<)N 7) MZ|BJ?;+34I?|
(Q.E|Y|K=Q6^V6X=-L0.WS%0 ;3QQMY|Z6.,QNC0Y;J5&&P026.>/RJO9 MZS?
WT%V(;VQ:6",2\$FU='0|Y1HF8.,G#9|>*S=1:%F+0|FUL=*^SSQ?;-/A M|G;
Y(YZ&A*5OW5AEKX10;*6"1;FU03%+.V+M"=QYZ5 MK7^I7EIX<6|BDB>Y9HU#O;-
&OS.%SY9;<.00FE+FTN"MK8IZCX>O|4|RXN9;
M3|43"\$C"L8@B/O(>22?:IVT*XO9|87OV>WMX&:01V#O&6QYS4|QK-|!H|DT;L-
Q>2S"&V62S MDM@6ZG*NV3P"O+8WTIM_*D^UQG.|M|N,| "V?|*)G,=E+=Y;,>5XV\$8&
#SZT>|U#2QKR;,+ M-JNG7SM\$OV:*1'1 <\$N!T|ABD_LK&L7|^#&#&=6T<
^7D%=_) /|P_*J5Q>:P MFLZ?9Q7EGY=W&|Y:R?|?3&MXUOK8M)@ZE+I5CI-
|;BRMA&'W>19) @X&>,9(!X-'AVZMA/% M:SPRVDDQF^S7@,PMH|G<,\$CE,K0WLJ6|S)
ZY!.Q3N(!'SP"*/>#0CA|+75G<6TT/V"<1 M1RH8;A&V)O?=A.N_.@K8OM-
FU#3;2|V@BEBN(9F\$8)3Y'#\$\$#|JPW|2WTD|E\$
MEQ:*LUO)*TUO:2W:L5?;:"!H(YP>AX|5L7^I7%E8;=(#'+)<7,4,C&)D!5C MR0L5/UH?-=
FC+E\(.R:4A>)H|H.%(|03D'Z^M3P^%A!HFE6Z
M&W6:S!\$DJQ8,G|ME^O4Y_"J>G^+;NZM+99|>*:|:|;\$;)|@D-"Q;:Z|_|. #Z\$&
MGVWBZ2YT|29% C(N+H\$S;K:58QB-F^5B_#R!W/%4^>P+E&+X1NUM7M=UA)'+:
M0VS2R1D0&43:63^8YJ_+X=E?2|7LUN5S?3*Z,P/R@*@Y|?ND_C60?%VH"U-P
M6MT"6EO.8_L?I3|6A=00#
|WNI57JW"QL8X1%|N=CQN6!/J#G'YTRZT"|U&=+N|N(%N(VB-MV)\$IV*JR*|=>23M
|JAGUS4;#4)=/E-M/;8X!\$XC:-2|CLO(W@_9IFKZ|J^ MCHUOY5K=WCB-
X&5&C5|R*C*06.#|PP^I4 M;=!:***DH**** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ I*6DH YZ M_P!\$09YM22UN84MM24";S%)>;
|0A*|CE0.M5KOPI|9S6|5Q\$N^ZEG4E#P&C M* ?AD5<>_P!4O+R_33A:K'9.
(MLZL3,^T,1D\$;|P&<'Z4^|26MA-Y=W!=1 MC:W|SR|HS*NXJ#U/
/,'UJTY="7;J94GA*Z,_G1W;|DF\$T8WR19S\$(V|9"" M.F1CZ&EB)75K&EO;W%L+9IH9Y
R,6#1D<*23P<=R<5JP^)+>*1HK6|:1-A M|D0_.RN,J1S@ X/)(Z500?&-O_9AN-/BEEE
0L6B.V++|34UT|H;F.1P_EM)%M63;C=COW|@9|9K4P*CF<2K)G#Q> M"+M;?
RWOHRQ3DC>#N\$WFKSG..<\$YSW%3/X0NC'NBG@BN9"Q>823,Z;L=&+D0
M|T95N#798%+BFYR\$H)#5&\$ SG_ZTZC%06%06%06%!1110-4C=J6J|Y|H^SM|D
M,0F_A,H)4>Y Y/TH YS_ (1F|AMK=;6YM_.2":VD:1#@I(V|QW'ZU;N=+N;
MO2FT@|(|)H\$60G)EC7:7!';."*;!K%Z-#U*Z.*XFM))\$C:%2J3|1U_R3P<
M@|G|H|BOB2>6SU%XM0L7.GHDKSQVY9)0P)"@>9P\$*X52 %RN1U/?)"J--
'O+*Y^V0PV7F0*ZPQ6R>4)=Y'W_*<^ MO-1R7VOQ2:5_|@;|H
(|V\$6K810,N=Wf=N@XZD4_Q|K|VD7&T;PPL;-<;IU M)|@?|6F"-
CGOUZ4M=@T)KS1;04;Q9;A|,QQ;_+81'>1GG'J MRMFGV1S10JRH8US|TCD,
<|GT"K51_&|6Q;:<0:29 MH%(FC" MH65F.>C8|!UZFMW0|1FU!)3/<02.NTA8X7B*@C/(?
J/1AP;YD&C-"QAD@LH M8|SA1D7;MASL4#H!FK5)@4M9EA1110-4444 (W:N6N?
#\$|MNMB);?|&LIDBE M9#YT(+;BJX|@?TKJ&|5S UZY;.*^>ZTVWM9IBD5O^I^O M-
5&_03\$E|_7XTV&SM|Z)%|F|W@KGS"2""/F&_L.C--L/"DUI9P00<1,R7,,Y
M94/(CC"8^O%75|3VSVSW,=E?R1(|+N6#@|@(/7&>V:2/Q7|HA84N9%
M9E19!%|I9D#JN2>I!_/KBJO,EJ)D1>"KA\$ACDN8Y%|J.&8>9*H*H200%8 Y!
MZ'@&M+2_#|W8:E:2//|M9PRPQ!5(D8.RM|QZ9&/ZTRO|96EQ86L|Q#-"|L2
MR2@+N6\$,<*6.>A|L^O%6+?Q\$+W7;:SMH7^S2Q3/YSQD!RA4#8<|,D|1VH;GU
M%:)OCI2T@Z4M9F@C#(K(OM(|U\$W'G>6C64MK|OW@7*G<#|8K7;I6%=7VJVV MK00
VDJ7+.L<2JP;-0I(=FSR,@_@#N,&FA,AT_PV87DDN)?+^2-%CLD)(5.S M.&;1DG//;@5
/'15()1=R&^\$KO-(TCF-A(" 0G X/"(K0TW4+QM0O+.^ M>VD-N\$_?0J47;.
MOJ_>N3;)EW.@ZA9BWO)YDF>S6".%;>!WSY9/S.HY(|.W.#ZU:B&MZL
M^IG2D>T,PE95N_(8QL%C#,-F_P"|"0/O5*-.U-|3|006GE7+11BV"L9'9CA ML-G

QR>AX':A\UA:7+&BZ#<:=6\W\$!+QVEL:6W\$:D\$J6!RV>_R@<5T-8.GZ ME?
OK\VFWA@::")@T<;1X^;&T;C\X Q\PP.<5O5+;>Y2MT"BBBI"*BBB@"*YA
M%Q;2P,2%D0H2.N",5C0^&XE2..[NKB]CBA,\$23!%"*5VG\JC)QQD^IK>HH3L
M*QSK^%8)E5;R\N\I\$01(LFSY8\@E>%&[0"3DX'6GW'A6RD=VM2UCN,3\$6R(
MJ\HWW*V'I&>WTK?H\I\$%RHR\Y*.;TF?3\N\GG688:4JBMCT^4 ?I4FH::FH1 M1!H)
(I89!+&+'CLR; M#D 8P!V&*K60A&ST^\$+8SW%NZ3R312*5)CW\% """"G P"#C
I*Z.BGS.,5& M- @-M!\$UP\170NS(I L\@/?C&/88D)O#\\$MQ'H1MJBCF861ST?
A.QBN6G1YPY,!/(Y9=.,=^_K4 MR>'H\$*O?;+@V22>:EF2OEJP.X+*TKW&(RSLR
MA3D%=N, 8 KH**.9A9&&N@SQWDMW%K%Y',B+*PCA.,; X*#D'-.P&><9Q6W11=A8I-
8(VJ)J!9_-6\$PA>V"0?SXJG< MZ\$D\MPT=W02IP.,@CI6S12NOV,1_#=B|=Y%B14N@G"D
M#RBA5*=<8\$!S5J33%FN;,">2:5L+=M8X^ M9(%!5/0;0!UYR:UZ* M.9V"R,<:##'86-
O#/-%)8H\$@G3&\#&"#D\$\$\$=01V%)!X?MX;B*Y>2:6X5WDD M=|\$REE"G=QC&.,8
K9HHNPLCF;7P=;V#1-8WMW;-%)+(A4(^!)C*_IX&!B MM*TDWVD&RGO)V;*MYX5
^58.#C;MZCTK4HH;W"R.?G\I=1R-<7\U)=.; M"Y(3V\HA\IV^20 MN-
Q8D[U.2:Z"BB\I"R,\Z8KWUG>2S2/-:HZ*< !JP&20!I=J7^S8_M\U=[Y-M\Q"L+#L
N\!"7YC5^BE=A9'0^&\$%M:6=S?7%Y96I79;3QOI#M&%W80\$XZ\I
MIP*D_P"\$;@G>6PN)\\$F3S%2W"A%.W:~?DQ@@@#@#R.*W:*=V%D<^GAA8+F.X MM-
0N\>=5D5Y%6-C(7;NM+6\MK6*YN)9&MYDG\$@"@NRG(S@8_ (M"M*BAML+(YX^\$K
C3#F;S-/=FB<\$9(.6("B1\$7;DKD9'7!%69 M/#MJ\JCJ%IYDPCOI!(^")J0%
")=E'6MNBGS,+ (QKG0;+N\H5I?ECCC^4 M@;-C%E8<9;R:C?PY%.WFW=U75L+H
7\$<)4"3 MQU(O4XXRI\JA<>"K*YN#(JU= ;F*K\IV;D*\$;B-V,'IGBNHHHM;"L8%UX8@
MN7\P7-S&Y\$2_+M(Q&& R""#|XYSGMBJL?@JTAM3;07EY%\$^/-5=G\I\$#EQGY>
M,\$D<8XKJ.*?-(7*C M?"\O::O\J(N;B26-I"H?;>'Z@G;DCTR>*WZ**3;>XT
MD@HHHI#"BBB@ HHHH **** "J>J6+:C826JW4\JMY@P98" X'MD'K5RB@#'M\I
M*NK:&*V34)3;*CH?D1&&0 NW:H QS4;>'H9+>2.XN;B>66:*669MH9_+8%5(M
QCC'3UKH,7\V.%HE7C;@D\$GZ\JEQI%S?VYBO-0GV,'26 M.(%EC8*A.,DXSQ
M4VGZ4MA-+T\UQ-(JH9)=H(5>B_*!TR>>M:=%%V%D%%%(84444 %%% %%% #6K M\$?
PY%(KP?:KI+&1S(JHI4(23N/-P&><
UNT4\VSU7CC8LBDE1DKE<9OD8)J\8^(';&_AN8\JY9(\$DCA@::LC5-MR"0,#)Y
QDUMT4YR#\L9V#'-4E,@# MJ\GK6\130835S#L/#D%G;"WN)#?Q*=R+=0QMM?
NV0H)8^HG_""::L\$"I%MF MCD+MIX/'M2IJ=C)-=1)=0M):_+|'PH<\$Q<9^8=N*
NB\FBHH)XK MFWCG@D62*10R.IR&\Y!'M5%=?THA\==0MVEC+!U#\J5Y8'Z8-7/-
%4)-8 MTZ.*.1\|VW5)(FF1BXP\T8&2P\|@":.?J=G*\2QW4+&6(S1@,/F3^V;DO\$EMJ-
M*TH(C".#O(&3CUXYIV8 M71J9L\51@UC3\F62*")\@DDC!+*C@D
=:6'5M/N%MFAO()NL^05<\$28Z\?7
M&*5F%T70"6V3S)T+C;|=S#L*A;7M+2WM\AK^V\$X\$XS%)Y M@PX\1\4687-/
%55OK9\E;=9XS,T?FB,-\Q3.-V/3) JN=>TM;QK0W\VE&V M-\$&^96\#Z&BP\HTJ*I?
VM8"\^QF\@%ST\K>-W_ZZ1=7T\XX)%O8"EP2L+!QB
M0C.0/7&#^5%F*Y>HJD\J6*Z=.;)NX19;0_GEQLVGHF_MQ:JP5I2XV@YQCZYJ>SU&TU"-
I+2YBF5#AB MC9P?>E9AI&#^51MKNE1I;N^HVRI<- M\$QD_#@|/'BS"Z-*BLL>(-*
HB_M"W^U;MOE;_FSTZ5-'JUA+>&T2\@:X4D M&.-W'4?6BS"Z+U%9\6LZ=/%#+%?
6\QS.8XV#@AV&<@>!*DL|=TS4)O)L\I
MZ"=R,@1MG(IV871H9HS6=)KNEQ7ILI+^W6Y!"F(N-P)Z_6@:H9O&M!P&X
M5_+8;D-Z?6E9A36<=S\$|U"H:2%6!9>A(I9J-=8T\KA|=;ZW M,T8)9-XR,=?
RHLP+^:*R8O\$FCSQO)%J5L;KO+*^0%XY^G(IUOXATF\.;;4 M::4R-
L3;X.YNN!ZG@T\+FI15*/5K"6\^R1WD#W 9E,2N"V5QN&/(S\?:<: MA:VL\JO!<7,4\@CG?
&R-G)ST_. MHDU\2Y+LVJ7T#3AS&8U;.)##^'ZT\I\Z=82-'=7L\$+J%8K(X4@\$X\Y\I
M3Q2R:K813/#)=PI*CHC(7&0S_='U;UHLPNB\15!M5L\$G\AKR!9?-\$PN,I\RM-
P7'KCG%16WB'2+QBMOJ5M*0K.=L@/RCJ?H*=F%T:E%8_P#PD^B>9'&-4M2\I
M@!10^2P/0CU'/:IVUO34MOM+7UN(0YCW\QC<.H^HHLPCN0)HS5/^U+(O;(+N
M\$M=9,"IQF3_R=OK4MM>07D1EMY4EC#,A9#D;@<\$?@:5F%R?+FLX:YIALGO1 M?
VQM(W;S>8-BL#@GUSQ2W&LZ=9^:+F^MXO*"F3>X&P-PN?K@X^E%F%T:%%
M5;_MK^(RVD\F<146871 MH451_M:P^T?9_MD'G&7R=F\9WXSM^N.<5);ZA:W,||\$-S%)-
;L%FC1@3&3R M1VH"Z+5%9DOB#2H+TV._MV5Y!\$I#C MESR%^OM19BNC1HK-M=?
TN^F\$-K?V\TASA8WSG'7^1H_M_2L2G^T+?|U\I_#CC MG&?I3LPN:5%9MKKFF7MO+
<6U\I!+#"NZ1T<%5'J3TJ0ZMIZV"7YO(LD@!2;> M-K\I,'O19A=%W-+5&Y>%
(+N"1HT,D01P2ZCJ1\I";_M=01WM+B*=\$\N(X(BP4/(V 2>@^M+9WMM?
P>?:SQS19(W1MD M9':BP%BBF\AN(!&1VTW:@ HIH;+\$9&1U%.H **** "BBB@ HHHH

**** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M
"BBB@ HHHH *| MK6|GM6TY+2ZCN5ULW.H=U18_,W%MY&TY7C@|Z|/2N" MN?
B\$UI^K3?V>&GLKKR(HO-/|Y"U5K"QUBS9+R72Y%?4|X6|*\$NV|P7C+ M*|N,E>?
6N@F|5/'8:IO'TJKR5|/Z_JQ-ET8>%+G_B0Z=9/#=0SV|H&LBS6TD84 MA0",LH!_
FL_0|.U066L1R.(X9KJZV020\$,VXG#;|I#UZ5:TSQ-+JVHZA9PV
ML<9BR;2220|A58HS<#@!ACOVJF?%U_'X>GUB:SLDCCN/LZK|H;&1+Y99B5X
M'>E:5WH&EMS&N=/OKO1|6"*QNA+8: +06YT9EMG(("LQ0M\$3V.0W7LWM752^)+I8K,|
MMEB%Z|= />M72-4-^ETDT:PW%I.8)E5MRY !R#@<\$&GSRL%DWN,MKR*|1UAL
M;F)DAV|I;8Q |3.6_U*C QTYT)'X52&SFD"G|A* NP/<#;C|:O>&;>XT6.">^L+MHY=/CA14
MMV=HV5GW(5_R,|@E>)|K5|+O)XK&*YMR&\$,TIPT17^\$D<26+&*12BC);RR1|
M_,>U7T|37"VUE>W-DD=E?G%NPD)<94LF|8P,@=B<9JKHOC;^UOI*BR\$4U|)
M(DJ&3/E;4W CCY@P^E*TG=V'HGN6-\$FGV2:5>6=S)=K<2LTWD\$H=SL1)O|
MN|".^1Z5BV&G7IMM#L&M+A9M.EN'N&.)@F"L@7:V,-DL.A/X5T&L>)?|+URR
ML1;>;%*5-S-OO|G5FV(2/=N.U9UYXX^QW&N6YLOWFG,HB)DXG|VYYOP1N"- M*/-
NEO|+,-|JW9GLMOA+O|)2SOQ?QVL:M\$;4'(9:1)DDCN#8LKP,,X8*\$0L/7&35P^*;J-
K^XDLX|HE>BTD<3'S.2HWX MVXQ|PXSZU9UKQ\$VCZSI%B;
<217|LCR|>5C&#C'.2P%&M|6ZBTZLSM/BUF3P
M#J4&J)YMX8YTC9(=C3+@|6*8!;/IC/K2R:=JO_"/Z0;AOM0M9;>:2W2#8X15
MPP(+<'<02#CC|O2JL7C|YTW+:VL"-J#6B2W-P438\$+!R<=|=/>M*|0ZC!#IT
MMO%IETE|<+;K)%=,RAB"O(-B&3S5-M?4/&<6F-J-TMJES80I)'&;C:9V9K+>
(KIH|V>TLXY;:P4?;&>4 MAF;8'(08P< CKCFE|S5K#TO>YRT>AZFFCZ,66^?9=W#/-
\$NV(%9<'A=W.1U M)ZU5FT;5|?3M)N|,^WVNJPV\$<+V|EH9(+@ YV-U"D?|6.W-
=2WBVX)U&Y@LX M7TZO6-Y',I\$C(Z|A<8X|Z9IZ^,
(YO%,FC1+;J|3*I\$TQ21P5!W(,88<|,YJ ME*78EJ|TW U5=-L8(Y;D0^>
|2R%41%.>>_I4IRWM_6I5DCEM)T+5K\$:#MLIQ;27< MTUQ&R-F&0>8 Q'8,I'Y"ND|%+
::99VMQ-JJ3)\$0UM/9E(D.>S^6/_0C6UJ6 MJ2:<^F(84D:|N5@;#G"94G(XYZ>U8FH^
TT^"Y>:":1:B;%99)#Y8PH;"I5U&WN9+CQ59+9W;2W|1"V86|E&/E@;M^HP?4CI4VA+
M<6&J:BMU|JT9>_9UC2R+12@A1N+>6>"<_P_0JQ<^+Y(KC38?^)^9%|KMWF;TU
MYB(2!A6^;:".X<\$F18I|7N3&5" |5|ISZUL:5O@|PZ3+|H|U|N@M
MG1V^SG8'VGY@YX.X_P|TD|U*OBDV|SI4>JK9VJ7|+S>;|HPJ|2!E@,D|OT
MK/MO';W6OT^|JV^E7\$GPT:VDMYTOH\$EF@0*1(LJNS(0.N:6+Q8|QK-S8@Z;:B%XT
M5;JZ*22;T5N%QU^;'U%)|VX|+V*,-FVCZEX;F-K=M%':3FXDCMWE820L)+!0
M3DG/Y57|0VNJ:QJ5U>V6FRNMC;|HBDEW1'S,B1BJ%7Q=A65K';:M9ZM)X@BU?1OMT-
Q<"#|18W%J6AF7CG=@A2N3H!&.*T
M_#RS6>HWT=Q+JL|EU*:18!9DPN|;@|_+|!|=PKM%Z4M1SZ6*Y;GG/C31|O4
M=>G|NQGGM|Y+>U1BD9(8"?+ #(|S51M&UD7U| #-#U=K!R*|SB-&ML;R*Y|
(>9;3H+;3I(YBR\$"-MJ !00|KZ54T*SO--OHK^|L|KR\$EO\$*K"S/& MSR@J^T
DA@",@|J|I*3J-@H'FLOA|4+K4=/D|B:\$=-WEU VT_Z+N,>|'
MR1G'N16EHQU>P^'MTYT^=-3>2|AP<=<;J5H.H.;NDRFUN(|>5%AS*I=659;D#JP
;L:=5(F?S(4D)|9)*J<'07J5(:JOL+V.:>TA)7UK5|3\$4T5I<"(1K)\$R,Q53 MN;:0".PY
Z5SVDVVKVVMV6M2Z5(C7UO*EV0Q+B_ |7N3&5" |5|&2>,FO00#2X MJ%*P^6Z.(|O4|70?
\$B6UG<&ZNM1E6 !""0^T|^GW1R<^U4EL;|3;#6-\$&AR/ M;721FTC3,D:LPV-N<!
<%0_M7HF**?M'V#EN>;6VGW^G1Z):2Z?=22Z;J,CS MSQQ,PN
8V(ESWR3CZ|59|.V>K;;K%A>W&FO^;,<@O75BY#DET+ #'R XR5Y|J M| |44_:MK8.3S.?
N;>X;QQIUP(|/(2SF5I #M!+)|@\$_^IQ6+X?CN+;3KBUFDU
M9)6EN=MJUF1\$0S.0=_E|@>_P*[K%%3SZ6&U|0N3S.VVMY_P(
MNVE_-5@O'@GC6":T*Q1L2V/G|L>O|H071: +<*;6UM/|N8IH+<(|26Y58R M
5# 'KD_WN.O!XK9|*.:?:JLEC)8-#:3V MJ2>8C^8OG+|K\$G P6X/X&NSHH=1OH)0MU
4M%%9,T.&6X6T|8ZU-+?7|M%|
M|C^S6_F)+A,')|MNAXZBLZXO|96|A;B|+ #4+EBRL2ODF(^7W3&|&|V-7Y_
M#N@WFK7T%CX6TJ=[5U^T/-A9W&|'|G!SDXZU8/A|P(EY|D?1|-6<':P^SY
M56QG;NQC=CG&<^U;|HQ:90CGOXM,TW|3=Z@4>Q9Y#',|2_-^H89R%Z|?=SG M-
5AJ>KO?W4109VU.-K38DW>H|'|6|2+)|L.G;HY#&RK;%B& #'@#L""3T">J4HKI^
M6;ZF5:ZAXA2TOI+B::2?R6\$D;P_>>9P8R>.\$SP@.1CO3+*?6)|G|/-?7XM5 M>
|V/YCQEEV*8|DG=U)QDYX_"M7^Q_AY|K%M_9>F&4NB8%L2-SC*C=C'(Z<+U
M3L|.|\$7|T|BVZ=;NTZNUQ_8V'E=2_1@CUY&*UKI^ K/N6M1DO=0)|Z_7E MSJ
NK628LNYHR#RS+D=._2H=8M|G3;5DLKV:6>|EFN)|BV8KB7RP\$&U#D D#
M^+':.G.C_#Q8#;VE:A|:NV/A+P5J5MY|HH>G21|B MA/V?:0P."" 00>QJ>9+_ABDF7-

I9&1B/C*CB8 #HXST'S MC71N=.TJUM9RA0R11A25)!(_0?E6O64FFI#2*:6H4445)044
M57O'GCMG>VB268#Y4=|@)|SV% \$^:6N3/BJZ.@S:JEG;^1;&43.UOA6'''&8S MM^;/.
<5-#XG%UJAM88X D84RK+/LE.4WY5,?,",\JZKE9/CIJ2N/LO&4E MWIRW#6T"W\$TL44-
L7=7!D;"E|RCY<|?3K:ZLI.VDDFN#:>0|S* MQE#%3M.T_* "TC EC>2-HY=S*JX^9QC@\$G
Y MI5N#|M|JPTQ:****0PHHHH **** "BFMVK"M-9N|0(GLI6W:P.S1!D)RDC;6*
ME@;8QD'C.:%J)NQOT5CIXGTAH'F6Z9XTD,198)#EP2"HPOS\$8.<9Q2-XJT1= MH-
^A#QI*"%"8C8YPK\$@8)XR:KEEV"Z-FBL.W\5:7,EP|/+&
(AKG3O46M^+++'3+%IK>2.ZFV1R+&I.TJ|E@"!G/&>M+E871T-%-7E0: M=2&%%
(>E<^_B&5?\$.VEC3YMD=K).LI.#*5(&% 'ISU/>FDWL)NQT&.*YWPUXD
M/B\$3'R8T\$2QL&BDWK\XSM)P.,00CWI8O\$OF>+)-'^S;8%4JEUO\ ORJ S)C'
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OFJR,A3<,C(8#M19A=%^BN5O_!7+I=Q=0W|I\$LD=L;B-(9MYP'"@/P-N M21CKW|*
<_B6\73|Z?|):A|.D=+LO<%4&U0PVG;DYSWQS34&+F1U%+7.1^)WF MUO2K)-
/F2&_A.OGRG;C"!MH'<|X/3%='2:L.X4444AA7\$W7P\AN9D)3J#*| MI<*<1<9E8D'&
|JN6^N>U=M134FMA-)|G,S^\$S*US\$MX%L|N6.>XB,66+H%^Z MV> =HR,'ZU>?
17.KWFHQW6R2XM%ME79G806(;KS|H|5L4F*.:061S&G^#H|
M,N=*G@U"X9D)&C<2\$LLJL.0!GY><-WZ4Y_"K'P|)I27P5FNC=+,T6<'S?,QM
M##CMUKI<MBWL+|8WCN|02;Q&)%2WV=L;F.3D_3 JJU**
M')L:BD\FV2VGV5XYB9.!!T@D|M8R>,=Z0>%\$-
CH5JJUN72SD_N_P#7#84QUXZ^|= 'BC;1SR|BY4<|'X7?|/9V<M|);*R;.:0X8\$*57>V?
FP#Q@#I56P\#Q6%|HEXEXQFTV% H7Q'@3@@@\$C/RD
M;CZUUM%"G)#Y4JJ((R56(*ER_-ALMVJG?> EU"SO M8|C4"9|FXCN!,L-C*H4C&|D,>=?
VKLZ3%"G);"<\$SF?^\$5E>2^AEQHWL;R M|W)\$('R"IV|IQ&WY!_#FIO\$?A9?
\$)00=&'9!+\$NU,D%|N&ZCH5%=#BC%'- M+H(C07*SH)+|:MYHUSJ*:>;N|B|VTNU
MN=T4!57V@C;@L<=>N:VJ*'-O5@H|;'7OA@78UP?:RG|JQ)%_J^5M7;GKS^
ME(-AJ98|N&UOQ#;WJ@7*F'M.U+PA'JNIV|S=30&.VE26\$K;-3)MY""0'!O'0
MJ3|UU%)BCGD'*C*O=)FEU)-2LKI+>Z\$7D-YD7F(Z9R,C<#D'H<|ZS|;P98PW
MJM<2^7|R;S)SP#G/'>NEQ2TN9CY49>K:0-1BM?+E6":UF6> M!BFY0P!&"N1D8)'4?
6L|O#\$AL+B W5O))=W#7%R)|7S(I2P QLW9 QAL_6 MNDH00FT#29R5AX,DT:2P?
3+^*,VL4L>V>W,BGS&#'#J0_1P,FMV|T^74-\$N M;.">=!)<0-\$TJ1D
%AC(4D_EFM#%#DWN)12V,6/02FH:5=_.:=/MG@V|/I9N
M"C/7C|M9NG^\$;O29X9K+4X-T<#PD36I8\$-
(9,12#!YQ7644^>0">P%V|I<|QFDM_*R^2VXJ'SPI/ MMGGK5G3?#EKI|H>WC)#-<7-
RTZRF\$!XP0!M#FMI|#;"-P+;MV?,X/M43Z??M86,1|-ZW)=6QE9YY5B(F,G MWR5\$HYX&
<#'|>O5L48I^U?83IW/+DMKZ)9\$B\ZTD;7%M,JAC,*(0_%_UG?'
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MW/AW67GB;W"LL<*CRX7W!<>;U)|S^%=?X1BGCL;U|BRNK1YKV2;R|D(&PV#
MQM9ACG'X=*Z#%+2<|JPU"SN%#%#9EA1110 4444 %9'B.|OK/3-VGVMU<7#N
M%46RHS)WR0Y (XQUSS6O2\$ |:!,|GO+36KQHB^@:JR_:VO)X7@B,4TI_"*)
M@0HQTR>>IJ|/;VI?:O^\$8UF-6N(IJ1\$2#)F1=H(;S.%Z9&#TZUZ7BC'-:^
MT|B/9^9YA,-8O)VO;OP|K\$NH+Y7DS+% JHY;%E)7S>223G!"3%3V9U"TG TZ
M0>%|;86DDTS+B#\$DDO5O|9QC)P.>M>D;11BCVG2P^;|D=*
HI<8J).Y25@HHHJ2@HHHH **** &2 ML4C9@I8@\$A1U/L*|ONK?4+JV6R'A?5H|/#
|1|H6,P6|2QDMO*HYDPH)_V2?>O M4B,T;<549UK\$=W+<-N2\$|O)"Q*LOFC.-W!SU&
<=JK1 M;:J46E36(/:UB2RBM-WEP<;'+;L>;SG.,5ZSBC%7|7R(|F>57-EJ,|C2+X;
MU@,+J6XBW)\$00F+AU;\$PSTX/'XT7-GJ36|UO:>&|8MX9XH8Y5|J'C^Z.05Q* M N>A&#
|5ZKBC%AVK#V8V(DO*2I4D#@|1|4^DQQBEK\$U&N<*3C/M7-7M|J%|J
MIO7|*ZXH:RDLV13 #AR#N#>9P>*| (R*,4XNSN2U<|VTTZG9AVE|.^(&D*11 M!K=H8?
DC!"Y D.3SR>_H*K):ZE&(O1H/B(W<=Z;PR%H=A8L21L|W RIV|:J3
MQ16GM7V)|F>0MI&HO%';OX?UO|/#%/'\$J|&'F.'!+>;@X(|GVK3L;C7HM1
MU*ZO/#NMLUTT+*ULT41^1-I!'F'CVR:|*VT8HHY"JGJ>4P6>K;-66|L.ZM<
MMJ1)DF|F)95YR@!XC:N!Q@9Q3;ZTUF^C4/H&JGS+LW=U&T,1BN'P H*B<\$* M-
O3)R:|8Q1BG|5|@|GYG"MJ&J7FM:=-S>&-6B-GO1OEAVMO 4G_6\$@#KCFNZ M!S1C(P:
_5FW&-0EAD>.5(B59*'D'/J.E9QCN=/GTP2".W\$UZ\$=#J\$ MMP'&QL E^G/:V%2D.YUE%
<%J-YJK:15TZZD9HM0?\$(8E)56_8_Q.?H:73-5 M;7=26(7EPEAQ\G5KV
MX_XF:6KNEW(A"\$G*!.P!(Z:NO'6FM<7 UVYTTW=S'9O>0P%O.8LB^1N"AB<@ MLPZ|?
SI*-Q|QVU%<%JTNIP:H-+TK4)0(|F%HVED9\,4D8Q,Q.64|5/) &|Z5
M>TS67U*R|174;S)Y7"QLQ#0.(1N4>A#9_G1R.UPYM;'7T5YM;:KJ3V^BZ>;^

M=H.>)KR3>=TRN0(PQ[[@L?^UJK<7T&WUL7EPU+.BM"9B8R3)M,7E_=&!
MD=,|=:'!H.8[2BN-GN[O_A7%SQ.?:*#D=A17'S17M M\XLU.) (YH8E@
4:E+;B/*DG"IPB G;Y3P MG@<|%ADJZ7*#E8[.BN6ULJX\2VUM LLJ?
9'=HEOI+89W@;LIUI%1KJ;5A<7 MUU;&PVI"\$N6 C7RPV\N?GR2>6STHY1W.JHKS-
M5O)X=0NKE=3\$ _EVXCF@NC' M#;N\2\LN\ #<158?;:OO +2UNY\2@AM3S_&A)
M;882LIR8 _O\$8QD^E'*=W17*;E8XU\1H3/?1I<"031I?S ':G'1AW\J^111
M+J2ZG<:4\W*;6P3\4LWFGS95?=LC8\2%(;)SSA?>CE#F.PHKEFU.>#P'8SF2
M9KNYMH8D=59W+NH&X YMIY(98)KA\6;Z55^5MV
MP."K\$=Z7*PYCN**X"&>|U'4;*WA-[<2137[V*RR\>6CSO(Z9\J>M;VM M//9:/8+&|L+_
&RV1L3,YP9%!!8\|L#TYZTW&SL"E^ 1ZCCM4EOJ>L-X?T=Y05CDF*FX%V6DD&'X8;?
8=ST MI^S8N8\!HKS1+K4Y+=FO%EN9#;Z=:RF47\B%"8\5'9\UR>OS=:O:C--<:-X@
MNOMEZKVURH@:YDCV I'QA6 [DX]S1\ @I7.JHKA\^>?3M8GLX+NYCM3%:HS
MO.SF(/*P9@7)YQQGM^%)KS7=A\JTZPU*ZC62WB?>TK2\;N9E4,&8DX(OX)\>
ME+DN/F.YHKE-#U6YOO\$=Q;W+,D\K:(EQ#D\1)O;Y@A:&"#Z5U=2U8:=PHH
MHI#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** #0 45R:17=W
MXKU(:9I8()80"-1EB\$8,:DXC7Y6\>:KR^*[\^+23?/%8@^7),L(C/L1L=-.^
M.O057+V)N=I17(OXJNXVDGDM(OL:7\A 5R9#^ \WY\44/XEU"&TLC);6QGOF
M#1>3YDP12F_YE4%B>W"!ZTZD@:Y%RT;9RISCOS5^I M&G<****!A1110 4444 %%%
!115;_B6:T>)H(0W&^ -JC?0-VSTXYH LT5P MRM*VGW=M*Z8G<0&3YN&< \$9+
<#G/K1'?A?'SRWQG9H+E;1 M'BN=B;S\$N,Q\''Q)W'D<8X%7RD\QW-%
<%\W0FG;9+V&TLUO+X7\$M_+;K,MY*I\$;\$DG# ,<#;DY/-'(O.R.[MHKF)!-9>)
I%DNIWM;H(WW7\!D#/MR%V=\$"[3R.?6NF'2I:L4G<6BBBD,**** M "BBB@
HIK=OK7%_ :733\K%S\J)F%RPE^SS#RX 'OY;1LP!\&..A;G.>E-*XF M\';45R;\2Z@+
W)CL49FF,<1,C,4C)!.%!)S@?3/>FVOBJ^O%CF2UMTMY)HX M\N=BP9XPX/T\./?
VJN20N9'8T5P6G>+=2^P6BS6QN9EMXI9W2*0E\Y\0@%5P
M!GYN.U:&GZQ?:EK^G2.4BLY\>X=(DR+-,GF"*F1&59/FO_\$>3U_OH7\$W8Z:BN-
T#4;FRGE M@U#\6\O#!(J(9+KE@N22>*(',=K16\I;W)\0:O%/8Z^1)_Z" M:X5X\JTFP@T-
() +K^SY%NA:@?=-.K\?XB^W //JHJY+=CLH='TFV8B"QM M8V.66QN=-87,U
MO821D1\4E?RU16\&SG@^AJD^C:>=,O(Q:Q0WMI=1\Y P"&5=Y+#C&X\$^VZJ
M47W)Q>V%M"EJW+QD?+^-.E2QU&W:"7R+B)B,H2&&:R/\$5W;:E MX/U)
L.XAN4,13=\$P=67\I?V;0B*48 M\Q\G MKG'-2D4WJ;+CHMY,<-O'\Y+'R@J@%&
(YQ\D&HI=-TEK>:.6UM?)>4RR\I M4N>K'W\K'7'=J^KZU'<6,Q7S-0DEM+A<\69+
<8.1U7((/K2;:=1W5Z;W5H/(ML#>7(FCN /+CGVQ@;||8X< GC\ZKDTQ;&!ID=J
:E0OR!1;_+D=-H;&>W3WI)#;L@L=-A@ M@\$%O;K\$C\XM@&
V",CWP2*E2TLX_M6V&%?A):XPH^A,\$L'^K\$ZQR\$LF.,<)G'!Q\OZ5ZMS#<@F.5,<;E@4\$
MCU!\4^72\PYM;6.F%AI P(<6\N-Q3:VT?
VL\$HBT;32D@@TJ>WE0D'#>:1M^NT;QCMD5J(+N3FO*3XG-
_+YB3.FATW2\9\;PVUK\ED;+(J@JO_J:1\% MTB2&*U:RM"D3\$HFP?
*Q')'OBN>N9=)%W;W>FH!9VH\J\Q/#_ *@?(ZY7"&1
MN(Z9&:K"^M\$|6H;W\$*6,MVXCN7<"-16ZC(8\9X\Z%&_4&SHYM&\K(//M+
M%7"A1NP#@=!5A-.TI=0\$XMK7\6.0P4;^G\+07*S3Z?-XLU&>34=&CBD2W9&
MO(DD\P;3RC%Q_6C_ \$:/7 \#6\5*|\^&\AT,=W'DXW*P/S1@
MTOFCUIKBPM;B016ZW,T@+31?N5#.@ Y(Z\W\PLYSM&26 #?F,U%:6ND6".H\%:0HQ
MVNR8 /L3_2N)EAGTJ2&SL(MH\9(H8%6/+0\0,#(Y*_A7)V-O9VND>')+JWACTH\FY+(
@EV+M;3_QX9/&? MPJ\<6,EJ\!TQVAMUND)M/<9";Q\$,D?I,RV1Z')Q1RZ\CN==?
17,=WJ5M=7GV2P#W=Y0&
MH1\T1L)D1FAQTN_0ZBYTW2Y(W^U6UL4DD\QC(HP7QC/UP*ANM)T)S' MHM+
(:\$V1\PHPO7 \LUSMG=PR7-DWB\$1K%;V\VS_&C!B6=6P=Q/&2N",J<|M538Z:-?
B99K*QM#88B_M6'S,CS6^ \N=<>HZ\8XHY>EQ7TV.VQIB/=UL&MQB
M(EER@ (QQZ9%3>5: ^8\QLBWRJ(VDP/G49P">XY/'O7/7.GV\$WB?1%K9RH\O.
M2Z0KM;7!\>E0QZ6\$UZ^M/,)T^SB^UV\OMX223>#SZ#!(C; MD6CQSVMA;1,G*.B
:;>,6ZMK9UD*LSN!\Q'_.?I7.0ZK;W'@O
M3=*L+B&YO\BWAMS!,N\05&_ /A@!N357Y(;*WTZ^>.R?3KAUB%U&)K?RRN8U
MD.0\ND@/5;:5\PO8ZJYTK0G\$ N+2RVQH5BW!1A3R<>U7\;V)M(81%";=&5H
MEX*@@Y4CW\Z5P"/;4K W#Z981K;7"JUXGFPM^JZQ\V4@'J.>G3BNDUGRGTG M13
+D7V^WVM N\$(R>5)P\QH\,*>1;F*.3S(AM&%?GYA\FG? M8M/%K# ((/C.8D &U3SR/S-
>?6"7-A;Z);%)9+.\O3-&Y&?)D&_ "/? M(I*M6D-
+OA\PV9IX'@VG9\$MNRLO\E\98N<_D*IPTW\$!F'6\I&@M/\$SVECYJ MHJ1Y"Y"C\H\L.U6);?

31'/%+;!))WS,K8 D; Z^IP!7G"I\$=.E5H".?^S+3 MRX9X=TTI\$8XC;
<"ISQP#@UK:A:Q7&@^Y)K6-G6[4J'0,5)2/-D\|P3|CLO# M87#2R|+>5I(PDC8#;D<<
^W7|:BM|.TJ.T,4%O:BW=@2% VE@.=|0@1|S.N MW:1QN
W9(Z<9J5';4+G=I;6JWK7*11BZ9 KR #<5'0\$^E617(^)KN3Q/J<-
MI&PN;:V@A>0CB7#2\$./J'#|^?>K5_K=|9K=6LFH\$K+/(L4HAC!DPBL%)8;<_-T"Y.*?
(WU%== MCLX88K>)8H8UCC085%&!
|5*!&Z5PNG:UK%|)#=#M?;1+N:V_#NHW>IRSO/E5MPMO(NP#,X^~?
IT|N:EQ:&I(Z"BBBI*"BBB@_MHHHH ****
"H+JW@N8&BN(TDB8?,KC(/UJ>L3Q8L|>'TUMR =Z;R02 F;LX M|8S0MP"31=
DA@+V5BR)E8F*KQD\|@&K3Z=IL0I\$>U0/!+!ZX|,XK@HX;:WW6_P!H@NKS=9?8)5.XLH?
Y_+/=0=V<=NM: M.L6TJ7VO"V9RSPV;2LY+?)YC|OP"IAVHY?;:R,J@T_3Q=-?
6|O;^<^\$M;2PCMP0LJPRV;:(YCL^|B@GOQP3R*Q M)!|+J4/=)/*?&|_@!'*YR1SC-
)1'S6/10/BWJGF)N894; MADCVH;:) "H:15+!"@D#)|JX+|9I%Y|@LV2SL+|,4DDI81F-
%;Y0A;G+8&%0 M-S|ZWC!+"6Q>.22WCOC\$3"98|LX!SMC/9R0,8R1Z&CEU'W5K.-
|/>W1(DCNK5!&LKD\$%#RM=#4M6*3N;-|6<^G:6|^)Y+:U-YU!907^O_UZ
MT6|5P1D@MK0++:6|QK(NBTL4CLMPYW_*8RH)*XQ|8IK44MCKI-'TV>*.6Q@
M=\$8LJF,84GDD?6EBTNP@18XK.1%5E=55 & P#|0.*Y.26|0M|+2:259TGN' MG,0\$,2J-
A(506&.>:,\$GMBBPUG5|R*&Z>| (66YA@|E85P|0)(R,Y#-'CG'8Y
MJN27<3DK|'4#0|*S\$1IUM^Y).?|L?F:WJUM8Z?;1W6=L\$6SSF3,SEB'4Y7>
M9G&RLV@CM?(A|N\$JR1|1A".A |5RGA EY|66<6<< M-^IA@#R6|'*-2_0002VPWF+
(HVN)8Y'0#)Z5S'_"47<|I&E|L=N8(#>7*HO^CN=VXG(P#E0 MISP,|*OZ=K!N?
#CW&K*MQI_|X3W9(4%%=@/D_R>.GK3<9)! =7-3^QM!^QE?
ML=E|F9@W0;=PX'/K4DFC:*UVDKV5|H(7:VT|B%^|CV%*@)8P_.IVFN,GB;6-
*TZWTZ"0W\$%A)',S1,F_82HC)8#)+;> M/:JC&Y+=CMO.B,B)YJ%G4LB|AEAZCU'(IBWEL|
(F2XA:(ML5PX*ELXP#TSGC M'K7)7E|
<7+V<^FVT|SV|C)"03)LED**H.1V().X054VMUI%H^GSVNR"*|M M;J+R-|JOF*).=HYR-
V;?Q&J4/,ART.|FFBMX7EGD2*)!EWD8!5'N35:WU73 MKL@6U_:SG=M_=S*W/7'!Z|CVK-
UZ9-4|):@:(R2;HRH B;:6V|-XW9QG& M/7'-EOK.")Y9;N"..MKN|H
0^A)Z'VKBKK3)=9U;:XA2:);Z2:VG*,NUE M@_5R/3<,
<|:72I+I=074|5L)H8DN|@2)Y9<12D1@/|@#E3M8!AZ^|5R;:D|QU MLVM:5;|#-
J=C%YBADWW"#G300_P|KQR:2AY7)R^W^\$|XJO<6J>(:ZZEM97LH|Z&24",L"H
M@P&_B"MCIG'X4E%;:9U:7|G-#'+|=0212-LC=905<^@.>34GVB'|H^|C_=?
MZS+#Y,|^G'/.PGNH2LBH5/FK')F4#J,?(GJ15W2?|0F ML?\$QOI5X|HDH<*
<2E80NY/4""%/D5KW"|O8ZD7MKY44OVF'RYB%B?>:3T"^MM-%|:=-FT%W
;H#)@\$B|P/7;G-,C|X;:NW,GVRRCVW=QJ,4%U%+<1FU|L^6"<|1N&<'2ER@I'30Z
MA97\$;2P7EO*DC;\$9)58,WH"#R?:GBZMS-Y/GQ&;#O&|,XQ|:Y>|F@GO(M=1L|&?
R(:R*2XN!\$P|P;77(7&3MW#)QW|XJH)Q'XG35GCF6RENG*2&%SD"!5 MSC&0,@CI0H
Y'67.L:99S&&ZU&S@E&"4EG56&>G!-/&HV37?V07D#7)7<(1* MN_'7.W.<5RINU3Q1J-
R+^XM(D@9"+,N)0%.>2IQ2%"FJA+9)I-|~)GL|JV/
M!SS*DJI|CD9)|,"A1!LZN|U.PL&47E|:6Y89433*A(|LFA|1L8WA1KVV5Y@# M\$IE4&0?
I(SS^%96HV=U<>*K=X+B2V5;)P9%B5P3O"S BJ4HCM1K=M?VDL|Q M=N3#B
MYR;% "J"!@8(/&.O>DHH=V;TVK;:;W/V>?4;2*?C|U).JMSTX)S5I MIHD>-'=5:0X12V"Q'7
IUP*(|JR1C(' ^GKBM72A+)<7Q4_:XOL8071MC"^1G\$9';'7(QG%#@K!S;
MWTUC3)+:2XCU&S>WC(#R+;I1?8G.!4Z7MK(L+1W,3"?/E%9 ?,|_"^OX5RU
MG"|HOAJYNH)#:VUL1,OE\$F.0HNUBN,|88=.,U1N=(FU36(YK>.:V@>ZDGM) M-
A79((E_>8|*S#H<9Y|:;1;7"|.QGU;3;3_CYU"TA&XK^|G5?F'4-
J=M>7BW.F;:J|QUM_,"DA.F5!/P<&NEU MM_A)K')<@2PL9/)
(9@)%.T#^E#BDT@YMS6&K::UJUVNH6IME.UIQ.NP' MTW9P#2Q:KIUQ;RW,.H6LL\$?
^LE2965/J0<"N.U|-|//?V*31VH:U629;/|5H|JUCMC7|+YF?WK"*G
M;QSCC&:3H',=8^NZ/&XC?5K!7QG;:E ?RS5C|;:>2DXN83\$YPK^8-I/H#WK
M(F1HO\$>ASHKR1BWGS+LP.0N,|<9JG'HYC|0WZ_039PP_:;:|AB32;PY7U^| MG';)4.W?
O##:5ZYSZ8|U)?V<%LMU=-P1V| %9GE 0@_M|,;>*Y.&|:Z|(:?H|E'(H)#%!(DB/&\$4*-
^YMO'(|:ABAF|I>"SO\$N+*3 M3|HS;SV?GQ1(RY53E06&&*YQQCM3Y0N=9-
J^FVJQO/J-I'LB|HS).JAQZC) MY%3B|MF@BF%Q\$8I2!'('&UR>@!|_
(5PMOY|&I64TKOIR?9YU\$L%H663,N0= MK*=F|IV*W|9#76FZ0)DN!|N@5')|HBV2?;-
WX/?O7G|E87^GV^C0I:SO:75YY|@J MX*3V.P M.LZ6DL<+:E9K)(_40SJ"P/3
SSGM1<:OIMHQ%QJ%I"02N))U4Y ZZM;AM!|3*::3S)+E2JA"<
M_)%|WU!'X4^1=PYF=5|J-C"X81LOF'SEZ# /RKNY|9I**8KM:'<"6(S&(.ID_#%-W(

M!Z"X&I17*>'8J0C\1ZE%?Q2%K>W@A2Y(.)U#2\$-GUP1GWS765\$E9E)W"BBB
MD4% % % % !1110 4444 % % % % !1110 4444 % % % % !1110 444E
%:E4J5!!R#R,&N,U"POYI/%CPW%Q#&RC\$2P*PF_<<\$@
MGVXJO<7VMQ0S""2\%|A=1;B\$F-8!&2K@X^|G'?.>,5:A?J2V=[BHY98X4W2. MJ+D#+-
@9/'-<:|OJIM*(O)KJ^-D?L!SS^7F1 R/NVX7@;@N>N,FE:6_U+P%&
MZ2R371N@%DDCRW\$^ 648Z 22%9\$,J;T5AN7/3(ZBDL|. &Q
M@|F'>1N+%G8LS\$G)))ZUQT;WFG1H8W'VF!ENF.HWL\$1+3*5)213@X!((-AQ
MCI4:7/B%|>:YDFO5>""XHQ'@2'S6&6&.24"Y Z4<@.F/0|!L.=*EOY1IW%HHHI%!1110
4444 %13ROP M1F25U1!U9VP!^-2UA^+X99_#%W"KM(=FT(NX_?7G%"5V#-*2ZMXI!')
<1(S M8PC. 3DX'YGBE^TP9E'G1;H?|:-X^3OSZ<>M<1KNG;M_.;?E74L|S"V\NX>W
M&V,B;N% !OUJ|EF7|(ZIHUS:2?;8\$D|XX8BX<@D2_Q|LYOV/'K<%9.Y"D|
MG2F_LEN(|=KNW\$THW1QF10SCU SDTP:HEFC&H6ADA!J^XL|+>|X'Q;S7%Q|G;+%
<%\$#_.>E/E3"|D=Q'>VLM|JBNH'M^3YRR I^?2H3J^FK=BT.H6@N"P
M40F==^>PVYS7%:Q!?'W^CZO|9-/N)M.N9DALQ&SD*H7Y6P=L;)X'..G-;|I M=7>LPR?
8W/V"R\$T43|!IWR "W3*@\$=?XJ'%+<.9G0I+&|KQK(K.G#*&R5SSS
MZ5+BN3)|V|Y;ZEJ_VNTN(I)7CDDDE*D2.5^;&TD8|.=!@5UE0U;0:=PVB@J# M2T4BA-
HSFEHHH 0|*J'4+;H69O+<71'\$)E&|+U<OGM=^PK9)+MJ(N3))%+;OG;?
E7#J0!QW/3&.525R6=P!THP.>*X6>ZU.'2T:2XU5KBX>7M4(T2|SC"S9.>Q|GF)R
MUV.X4JPR&!!|#36EC69(BZB1@2JD\|D#&7'B>QENWNWN4M|D7"21\$1PL73
4XOR!OR2!WQZ5*W2N;N|>>W|5->6=JTL| M:=-C<|!|J.\$)N0OK+&
|R(DBLT9PX#9*GW|*1;B%YV@\$J_@#-&& M!90>A(|"N2\1;K9W&J*-.8227*22O=S!-Y*#
<04#Y.1TZ8,.|55-U2W07|0 M:-B*|.L;.%78RB,KB(LA3@J#UXWGBKY56/))-
<=97NK7L>G+;WVH203F#|3,T>&1R M&W*IV|+C'(X"-
>KW|ME;HE|80MM;50JREL% % % % (84444 1S2I!"|LAPB*68XZ =:RHO\$VF
MR1&5FGB40M.OG6|H00#)*Y'!.Z5?U*)|I.N84&7DA=%'J2"*Y:32|1U;3;&R MDL9+
(6MJZ,|SH=|F\$Q@ (QX^8DDXZ"JBD|JR9.QU#;A;">W@,A#W\$;2QC|P5&
M,G;J*K0;|HUQ|5|%.6MY)A K;"#O+; ,8R.?| &L&|L|9U!8/*L6M)8+1| M4O)
(C9:0H"R|2&>5"BPRN@8|.ZL0/SS4=_I4ENEE-8QSW)MKD3/)<
ML|N"IAA6D;CKG&0*A>8VW?0NR^(-,@ODLY;G9_|V=0RG!DV|MN>G2G2Z|H
M1=?;=Y%F,'EQQLSLX&2 ,G /45SDWAZZU2_\$|:F*&XND)64NI>\$>3L0|C
M=D9X)Q3=)TK6|'|&HWELMS<+/.LBPNH,B,\$Q(H) !.SD\$CK5|L;;BO*YN2^* M=-
CCAD'VITE?RU,=LI?/DC8<#AL@|FICX@TY5F+22*T+HCQF)M^YUW*H7&2
M<'H*H7EKJ6H6M@|EI'|(FI1SM\$K@E(|@3RQS@MZXS5;;2K|?NM3BM_,5+J.6 M./S
#*OD|&QDX!|/(&)=*B1&FN##OG6WVRQLK+(W*A@1|N?>K? M|I6N;P>8?|#_-?<
|I^7Y=WX|'M7,WVAW6M:HEY=V/EV|LL:/|J66-4D!9L\$ MC.7!<
FTK2M5MK#7X;T"667<,S(@BL>>#QSG/-#BK#N|FJGB32G
MLM/NUNLPZC(|(|8|&R|/'&,9'0|:>FOZ>UP(1(^#)Y2RF)A\$SYQM#XVDYXZUR
MT'AK4HIK5&A7|-9R0/-X^4L5,W?L5&J;OKINH-HL.@FT(6-U|O-ZE"BONR
M!G=O..F,9|TW&/1BNS>?6K%-(?5#*WV1 26",3P=IXQGK3!KMH()I4NH(TP M,SV|IN).
%R.23V%<|)9ZG+X/NM&.DW2SE9-K^;%M?;A8 \$/D\$@|2!5H"XE
M@B:VTZ_CEMKB.X"7UV)!+MR"JDR/M."3V&<4N5-FS7AU_3YG2/S)(YGE\$/E2
MQ,CAB"1E2,@\$ |J*D&L61U+^SQ?*M.|ILVGJ%#|>GW2#61>1;I?207HTWREM
M+E)4@9T|Z50 (04?>&!GL>E4_L6D)KJ;R=-G97N'9&ODA 3EPN20 M>A-
"B@;9OSZ|:07TMGY=W+-"%,@@MGD"|AD9(&*0;_I_VP6IDD#&3R=YB;R_
M,_N;|8W>V:Q'L|EM?O=0FTK56CG2\$QBV0%C(*J00P\$J@G/UIW|G:@-5\$EM9S
MVD CW0DED2X5K:2/|)9"20^/1>O>CE0-LW;W6+;QNDMI\$N))G0R!('D.T'&3
MM!QR:CF|06%O(5D:8;%#2L('A!&1O(&%X|K7^D&^1P7\$@G6VCM63?
%|J*KM:ZA8#4|:WL3=)>NTD4IE4*A9 I\$FXYXQU(/%))%7+UQXET MZVGN(G-
PPMPIFD CMW=(P0&|+ 8Q@YJ|)J%M%<6L#2?/=9|G)#8&3SVXKCV| M.;G'!J4<-U,%<
<")\$&4)=*D2JZDXW+G!&'R|-9X!+=G;7!>3K*X?G|K|F(7J?P%#C%+05V:\$7B33YK*.
|7|3Y ME/'B+2R|K&USL>YE,\$.I4B0#)5@1|IQV-95KIM|8V M.A7
MC+-8VQAFMU=0WS*N2I)"Y!4=^A/-5;CPY<:KJ?VJ|M_*BN)7=D# M! M&%1NOW|C/&
<8%"4;CNS=F|1Z?#<" &XEF,CQ|(|8<|DQNZ#H,CFK\$^K6UMIG MV^=9XX>!M:%M^2<
>|<9SDCM7&V^B:Q'=6|OJ-E<7#+<7)D:RN5B9@VT*P.|2 M,|22,_A70;K:W%UX9\$-
O9W'FK)\$P@FE5|,+(.6+\$\$X!ZM0XI6\$|/4LOXETZ M."221KA&C=\$.)K=Q)ESA?
DQD@G04DF064&G3W|R+BWMX,;S;NAY|1D|>U<M|K6F:AJDEX-
/N(@#!&MN)D65U63>S;E? |OFSUZ59ETZ\U 6UK#;7EE;) *9 MI7OI5N2Q
PJ@>8QQDYZC|M'*@N|FYT>|\$\$+V?|MT#L M@?=&X#;|R, C.>.|12Z?J\$FMK?

WNEW3AK3RRNG78BV-YC-@GS\$SP1[9HY4%V M;DOB.SANXK5X;
[SI06119R'#TS4"Z)Y?B34[|8,+;*(FW|>8 M=P<@9X) 3)[XI6B%V;":E:OI@U\$2?
Z*8O.#D'fE.YOUZ57.OZ?| 8+6|2222 M.Z&8%CB9G?C/"@9Z Y|*PH|75;GPYIVB'3Y|
D2*.XGE,3H%0#< %, &KZ?IBP02J8KN&5X MYI
71%)SDY.3^)H<4";+=OXATRZM(KJ"YWQ2SFW4A3GS!G*D8R.AZT\;W8-9 MVET)CY-
W_J6V'YOE+=,<< |Y*W\,ZG:#23!"@0S|HZ\$L/E*[ML@|R" ?P|* MGM?#-S;:3HH6.X-U
")T>[9T3;KPI8J.2.@IN,+;@F|V-QO%>EA=X>X;/RD
ME:1;=RB(XRI8XP./6G77B73K*.XDD-PT=N_ERM';NX1L |X'^T*Y5?#^H+92
M6|V%Z9WL;:>**2&["1)(B '>H<;@& _P!ELUJ7&CZA+HVOP>5NGN|A7B^9?G 5 M
3UXY4|:2+'N*[N;*^(-/Q+YCRPM%&LKK-\$R,%+%1P1U)' IDOB;2|>UEN+F
M:2W6'9YBS1,C*&.)4C.">|9>J:-?7.M37D\$094CMGC#.)&CD9BOMP>#TSB
MH|5TN|UNZ2YDL#\$\$GE1^3,Z%G7SE9R=K\$8 7@9R26J2;IH MXTE8
'&ULA3GH<|3^56:Y?P_I%_INMWXN,/9"&**SER"Q16<|3_N|L>^!745
M\$DD|"DWU"BBBD4% %%% !1110 4444 %%% %%% !1110 4444 %%% %%% !1110 4AI M:0C- %
(:08 _;)+0SA9XY%B*L",NR|@!Z_ *">*FNKR"S6-IW*B618DX)RS< 5 MR>I:#=SZ_+?
BR6=%OH9H|LH)40E2>3OAL>_ '&:SH_#VJ3:@CRZ8MM:OY7GHL
MBX+*Y+\$_.2W|!>3^E:**|D0&_ \$DFNCQ4/30I:ZBTA MZ<4M%(9GVFC6-C<-
<00;9&R,EV8*"|DEBMV>& SR#I&KA2?7!/&?R^M & M>?
\$VFB#SMUP5!8.JV|EHMOWMXQE<>|3?VY8&Z6W21W9L?.D;.@)7< 6 P"1S MS7-
_9=6MK2;R@TNZ^Q7D|R/B;)IHHR!E26?YF8YYR< |>F')HMJ|>3"TAN8H M|B<2Y^T
1)%Y84QLF3|WRX!PV/45IRHCF9NIXCL)+,W0%R(,=:PX| (U&);5|>TO\$MK1X7%I
M/S(74|"4TPB;RE?-I?& <|=>M:9KD38:S;6\$>FVB31R1RLR72/%Y3J7W9<-ELX M)X
Z|Z:28F==D4% @2>@K@|CP|=KI:PKI4<|LSSM,|K\$,6.PD% @#@'KR5|" MG6'AW4!%!
=6Q-Y|HAWN|H8^5Y2JXSGH2#D=ZOD7PVC.1_,C.BX/(7&>?| @0KS^U;:M#%8Q"W>
(10QQIY?E_N M'5CN8?|N|@Y)/0BM;1M&O;77|:XGL65XH9TN+PR*1<,SJ5. <|!W
QTZ4N M5=PYF=E12#I2U!8A.!5)|6L8|U|KA1/"|TK_=0\$ DGH.HJZPR*P;_3;F76
M7N+;.-0VGS0B1@"/,9EVY'?H?RH(3-#3|6L|3WBW=|R!6*R1E#M;|K8(Z'I
M:/|0L;N^N=)|S?<1Q!|8|'|K9'7_K|T72-0M))6@,EA%Y<2\$7!%P|E 0V#
MO.%Z8&>/057&@ZP)4U%I5:YGDE\$UN% *)-(N-^>=N\$/H:KE5|R>9V.OMX8K
M:.".)=L<:A47K@#@|"BXN8K6"2>4D1QJ68A23CZ#K7!7-I?QRV,NHVOE6<,4\$
M\$T,MO&!MPYNAL'Q-IH0G-QYHD|LP?9W|T';N^YC.,<|TZVL|4CBT| M2|O3)I+&V6-
WDBDB(DESC!W."%4^QS@8HY58+NYU-OJ-I=W5Q;P3+)+;D+*! M_"3VS5JLBPL9;?7-
2G,86&;RO+(QSA3GCZFM>I92"BBBD,**** (-N86|M+;
MR|A\$C.1ZX&:P/^\$H>&S2YO-:.)K9KB#;,'W|4W|3P,"|C6|>P&YLIX%(!D MC9
3VR,5SO| PCH>VEK9ZE+;I#;V|11_9RS%F,>S<=P&, GCWJHJ/4EWZ&M M)JT45U:0NA
N('GWY&\$5 I.1_P_"2J5KXFAN=(COA:R)NNDM6B8CWEMI_/1
FU'."#"M'H>M0K#=V5;WQ9:6&HK:SP2!3=?93*.50| M ^X^@YQ4Q\0*UR|G;VCRW8G>)
(RX4\$(%)N:K+X;EN+M;J_>"0RS22 M7\$2Y*|6B|L*N>O'.35?3/#&H:4PGB08|BZCFE*F;.)
(7"@*Q'(8;%YP>G05V MA8F|BY=^(-RVCMW_+'D_?3BVVR2A"LA./3E>;
|AZT|^(ML|UJ;%S>1RQPK" ML@.|V3?|H|L,Y|M2S:3?
W=M:+=7<;S0WJ73X7"JH)^1>_P")|ZBFT"X.JW6H MP3Q"=KA)X P.;
(O+96|CSR.G%)_02@C5 M'&T9Y.2Y))HTKPY-IUGK%K|J\$|L=VQ^SE|YB3RPJJ?
7&/RIM0L"YKB1>,+;6P MT>Y%I,&U.81+\$2-T/8EO8<#|15A?;\$0,
<=V;)QILD@C2Z|P'.6VAB092>_ OTK M.@|
(3PW*R?;HRD;6|1HM/R;2#)_ WT5'Y5;70;W|%'I+3P?V9&ZD, WFE VX1 MD=,P&|/0=*&H=
|XLR: ^B>&9=:^S,40,?*+ \$X;;U_6F_P!O210&2XLXP6D6 M%*(+E93(|' 7H,>O/H:H-
H6JR>' +G17-CY3JX23<^22Y897;TY|35EM&NY8 M%M|.LH94GA:V!(9E|.-
J|\$C|:7NA|Q8&MRQSP6|UITL\$TLZP|N3E68,&Q M@_ =P1U%*->B?6SI7V=|_FF/?
D8XC#YQ|BH+C2|6O"ES/=6ZW\$,Z300*"8EV
M@@@M@\$E@QYQQ@<56_L34TU*/55DM&O#.TLD3,PC ,8C !QGC&>E"4;|ER?7
MI4UBYL+>RBD:W""GENA%G<,C (.:6+Q 9K^2WBLI'ACG^SR2(X+
(_9K/7+&&.XL#D9X| M56DTF_@>|BL|)>.VO6+L9%.Z%BH5BH'|Z9P<8-"L-W(I?
\$S@WLMKI_VBTLT2 M2683!259 ^54CG@^HK0N-9M|:XTZ-QA+
|=LD8A0N%WZ6W=:4NTL;+N5BR;>, ^A|:=HBU*XAO1-:7,%LJRW\$D86+(7S%4
>G)S|:LZ?H%M?\$4|Q96<@TTB:|7?;P"<'*;ZMIH99+@V|H."
(&V@AB1U4Y'/OSBI(=#NK2QTDP30F|T^R?G!V2*0 PR
M.1RH(. *B_P"\$>YOQ=WTD,K3-(B-0=I4QA B^P /)ZYH|SJ/4=/XHVWHM(
M./*99HLR3B-?W8&3D@|=PH|>:L|GH@OY+96D)5?*28,,LP4?-C&.?2N?MO""M :2P2-

19ZAY,T180 ?F5JH7/RGY@%Z|ZW-0TRYO/#XLTCM+>=6C=4C)\H;7#
M8Z9QQZ4/ENK"UU*MUXE>P65+JP,=VK1!8O.!5A(VT,'QT!ZY"%3W&OR6>D3W
M1Q9JS(P2.&"<2&0GL#@8/M5'4?
#VH:KYMQL;DUM7:VBL+YJK%H>J3:58:3>R6R6=L(Q));RN)) @X X&W) M
Z'M2GPI=6XG@MY+>YLY)S-JFO@9-Y8#=#EB"001D'GJ:+1%#DLGB647-O;H
MQ6>6)Y&6XG\$07:VW)!SG.01U%7|O5?L5I9S3P?/WN8IG5,E,*>00 M_E2?+<%N,I2#S5-
0!='89B6"&9JUPH?\$BY 5|2R6UM?SQ:)9/\$1MY;>ZL72 MY2.-UCCD#[V=BJJ#@:I-?+
<)&WEPB'Y<|9(W+ GU4YQ45UH5J5PEU>36Z3QM\$(XXMQ15657 M8Y(!).T#IQ27+H-
+VJYV>JPWM);0C,5EZMH-UJ5W+N:S:-V4QW#(5GM@;
M<(5'S<|C)'7O67:Z%JEW;RX>"U\$5S#|0N#=#O=#P>9C!-FM12=J6H+"BBB@ HHHH ****
"BBB@ J"|FD@MFEBMVGDA?+&K!2?Q M/J>JIZ+@VS"U,0F_AIY25/L<(DN|HK:VS26Z
>9+YBJ4)0/ITD %-;@\$NS=-W'R|<|ZCF12W\$=FES%I9DS-JG,?V@!
MQ+NVE0,'/KGCBH/^\$8N1(ES&MA;3P-\$8880PA;83|S<9!()?'05FST">*>Q
MEGFB;R9YKF5%!P9'SC'L,GK1:(/F+::RZZU'IT|D)F#F)_5MP49)*C|H|H# MW|JYV!TK\$?
3+RXUJWO)VM52W=F22)6\$CJ00\$;/89SU.2!P*VQ|VH=BE<6BBBD M,****
"BBB@!#6)'KDT|>=;Z=-9"7RO/1LDD-M+!.I4'O|\$(XK::M7+3^&|J M6V6P26
6:2EX9R6\$T0+;BH X|IDGIVJPF:|>(-'19';4|,+&VQV,RX#>AYZ M|&G-K.F"?
R3J%MYH!;8)1NP!D\?3GZ5BR^-0738;2VNH% ,F%2?,8D\$;!
MGC/(XSZTW3 "MQ:6<,,D|)>.ZAG+*IY"1A,?7BJY8|JR;R-R|1:7?6MI<)>0 M)|K&Z%)'
9N<=,|:AQ@^M:;E>'|RPUSDDDEMFM;.&.*J#YCAV#
MMQC/'|:;+1|@G+L=,;E+2#I2U!8C' K)EUN&+4Y+%H)BT=L|PSI."%(!"CJQY
M'3BM8)*R+|2I+O4FN5N*0V,MKE<|E+E2&'TQ35KZB?D)HVM)J_F 6YB9%1^
M'#J5<9'(Z'CD=N*6+7;=|@ZU\$/">QIZ7D,M@;FQ"W484^6L#+A|
M<8!SBN2N=\$U&PELM0G>*1K)88HHX(I) VW<-S@#<,ANP.#ZU?T32|^/0%FC9 MK?
4296CCD=UA!9V(+1@^C9Y&:'%6T"[N6#XFE%T;'^S'_M\$/M,'G#;!LWYWX
MQT|>M2'Q\$?LUM>"PD^P3^6//,BY#.<|!DG!;#TJG#H6JQ_9KD&R-|LSO(
M|>>77#%CM&#P, #'&*=:Z'JEK-8Q>99W%C9H@CC=F0|_.)R "">3@<?7D'
MNA|QL6,J1WVH7EM'%(IM64%G&-^0>0.N./QK2K.M;%X-7O|PNI2Y|O:|U&T8
M.:T.EVZ%A1112 **** (-+R;|:-33XW>7&S|XM;,>VU*|BF@
MMH&AB2"\$Q|4V;FRS9(7..@YJHVZDNY=FUE8+NSB>,".>VDN&)FN-
*CNI+,Q3F|CMG@:3E-| *V<= *P;|*;/X8N|Z.-+W44=8X?LZ>5 M"4)C)7?N^8Y8A0,C
&>E+<>\$@KR-IJR+=>"4I*K3#S(GWY+9P1QCZA<\$^M8U-
9U#^RM'NK|1K)Y\$>_S;0?J<"Y5GVWB|Y9+4'!|,MO/Y&^RN_-"?*6Y.
MT<|=/>KEWIMWJ.AW-C=W,'FS+M|V&%E4#_=#+\$_K3|3TMKY+9X)EAGMIA+(\$S)
MN7."""C(O)|U*L-W,F_16KI^H"VFM&,VO|O)*K9|M?+|IR,=!G'ZU8_P"\$
M@EGO9+&TM\$DNQ/) &H>7:FQ I+L0"1RX& #21^&2UVEU=W"3R--)+.HBPDF~/
MR|H&3@
>N:KV'A&;2D#V>HYN(YI6C>:,N/+?;^|8;@3C:N#D=*OW+\$^|UBM6_LJW4S7"VVV6Y(PY)
KU)HX(T6;Y& M9H_)) (X 'M^%3OH=O;/VJW&H-
+%>+=N|)P<\$_(HS|H|.M,E|V.VH75_%=#A M+B2=)X28|A"L>P@C/S C/I^E)
M%MH'P8#;@A?;-N?;..|G0/>"7Q"8-"DVM_9US&K'RC)@?*Y7EL<=,
M|*CC|2;8R#^SKIWE2&)+&|W+L3|X|1M'!.>>A|A|Z@VA3Z0VHVVOV=PP1Q
M:MO&7W#)WX/IT%7)M)O|V)=7EJLD4B3026|NRE'4|P7.01QCCJ>:7NAJ_M
M>|M|FWM|S3UC>:X6\$/'-N0@JS94D DC;@@@=:5=>)10G2OLPP)3'YN_TB\$F<
M8|4V;0|^ZQ/<:DC7<^4S|QGY1M.?S MA'B&2XU:2SCMH&\$4_DN@N|WZ_|?ED?
<|YQVIZ:1JT.I7%|/#?6/F7*1B026 MCD J.97\$@P#GOFB;P_W3..|N@|AK'B!
MM,U."S|L\$|V%I2;O;OR%X(&|IR>:#K=|XN7M;"*>&SXG83X+,%# \$1C;|V;|
M3BM%|.WZU'J!<82W,/E|?5@|8M,K0|F5B I*'(QD# MN#SS27*
W*,OBBX9=0N+2TMY+.SB25GDN"CNK1A^%V\$9P<\$W#.>|K5&7P38R&|:\$8E?
ROLLWE O;&-0%P3UY&<<#DU MJ3Z4|S>Z9=RSKOLRY8!.'++MXYX|>|
+O06IDMXPB+N8;83PAKD+)#)OWB)5 M.1@UL9MB"19(KS?
\$PYRNX)D,,=,8YZT2>%Y3>FZBU! MH7|V>16CC&Y3(%'+Q87%O;W=DR2 M?:##% 'OU-
)BV\$5G%F: M:;S;N|H|W84YSM/)W=/:M*|UB6V|KJ"QV|CE%189RT3%F"C#|>G/I679>
M\$+K3)8);/4HW>&29E-S 7^63;A3AP<@*!GO6QJ&F7>HZ*;26Y@2YW(_FI\$VS
M*L&'R|LXX_O4/ETL"YM;F9J'B:YTF::|L|:Y0Q%?| 22(F1WV|BY7(P>O% M32>
(98M%FO4CLKR4.(X8K&Z|T2,>Q;:, 'OT|4V|+WE_ON+B_@-|NB;+;D1 MHJ/OQM WY.3U.
|T|*GET*YU&>W;5;F&6* LZ1VL;PY3P,|=;|=L&MQ M3K;W3VT6F01W\$MQ;BYS+*41\$/
R0".GO1_9.-4O;WS!FYMT@V|/N|=_.>_ WNGM0G\$-2-=8|A-1 MZLT.TO;K;(MW|3

\$+G'J0.E49?%&S2["Z,\$,,MU(8G%Q-LB@D7.Y6?!HJ0..M:(#=[+IMEI=]76\MC:A 5A@>-Y
@PH+;SCD G'I4D?ARXLVF&GWZQ00*9?L M\9F0DJ P;+;CR 1R,
<I:/=#4K7/BF6WN;2"6"QM7FA>4M>7HC3Y6V_*P4I[@ M>H/'":M.
IU5(2QL)C%%*UU/'"?ER@WYY#8Y ^@K/MO"UIUQ!/87EJC)*C M));\$I\H_D57&T
+8YK3OM*FU"ULDFN(UE@N(YV9(R%.:)W^Z#NVN#CD\$#_*+?QE975GTFD+6TEQ=
F2V2X4 MO#A&;D#G^"0=;!X-0'29\$O"LUBQWL\$P)U^8A2,JBV1Z<^M6D\;-*TNR%R,
MV(^_Y?W_)&3IGC[V?PI^X)>UBMIO,MMBSD(FTE3OP,]>0<5:E\,H-U2S6ZP+Z59
Q3)CP%-7G\OMUI^X'O#)?\$4I MI=RV=U9Q?:5CB,:PS%@[R.55PW#&&[";PMO(6"9+
MF29XE54)(PY !W 8"!S@J:SY?!KO,9404#"42QAD<'RQ&P.UP2",8(I\T] M/\!EO&L%M?
1QVS2PS2H8"270@_*=W..^?K3:@2G*Q>U/Q!%I>H_9)(R[-'
MB56^:5RVT(HI3ZTY=>@M3Y>I20P3C:IBB9I#O*EMOW1G@'TU03-4\,V NK:B;
MNY(%)L8(B%^>)MV]>K=CT_*HH/#LZ:G#J%U?K-,CJIE8=H8B)H_4XSNS27+8
M;O@-5I?%6G+J:VRS(8A%))) -R NT@8
M"S9+8X\BN=D\WUC(NFV8FECEGMI99&@^0I&!)#IOEP!@@DGIUK2?P=-+I
MG4ZD@BM%(M0(.5.17!<IOFP5QT%.T>X7D:S>*.%C1"HW;N"C9&T@-D8RN,MC.
<5=L\2L\0\SI+.LGEMM? (P<9'7U?O6"WA&2::JN)IY6N+R":*4K#A09 M@!4:C@
)TSSGK6OI^EFRO+NX,V SQ&NW&W8NW]>M)J/0+OJ:5%%06%%M!4%Y)-
%;,JO\$LLP'RHS[?J>PJ>H+N.>6W9::989OX79-X'U'<4 8\$?B*N-
M+EOK>P@>.!H1,VKY"\$ZF,I7*^%X#@A1MY!)R>M3R>&9);EV:Y
MA\$,LZW4JK\!QE"A>"3\WCH0?3-7H&I!;>)YKG3H;F.*PD>XFCAACBO"^&;G M\X=ORX
)QS23>
(M0%E'!/H\JC7'V4PM=,&P8J0N\$((QSDXXJ63PQ0>6+=H\8K&H0DC>RFDNA(UO+-XV8;
9 M.!S1\H.Y(FLSKK\>F36T2^@.36T\NC-9#:3=3ZI\DM+ MY*7J)V"*3DI=P
(&,D'('>J\$WAFZ.GQ6<&IF*,&7S%\LX?>2>S @C/KCVIM MCX3-
I9PP&\#F.YBGW"&=&B!;=?;.>U5:!.Y%NP\5:7>6EI.TWDM=*6.12"H M)P-W&!D\I
G&>U.3Q#:7.MPZ::L)=||=.E+2 4M9EB-
JVL>76#'K\$EA\DE(2U>X#@OM*C:HI_>ZUL'D5
MEWNC"JOVN'F94:SDM"JCG#D'<#V(Q^M"WU\$ROH&O?VV)?W<0\M4?=>+YB_,,
MI2<###N.V:6/Q!&=>NM/>+RXH4++6X=E+KC\"(9?S\J9:^&@LK2WLPFD"1 MQH(-
!A4SMR W)YY|=.*@'^%(X76YD^V+*TDLY+\$2;AQL+8&OV/;I*OW;MDZV-637=,B17>
I7#QK(H"DEE;H R<^@IZ:C'?::S32MVTW; &VAB#C&3T MY%I8-32L-
3;+U.^M3;O\$+5D&YSR^03G';I6I5&VT\I>WADW"Y\OY-N-NT8
MZ\ZO5+L4@HHHI#"DS2GI7+3>.I(@L-2O'%SLT^Y%M*@C&YF/3;+CKSQT--)
MO83=CJ#25C6_B\$7EY4122CR@BL5!\N"1@CH*A'BE!<7T,FF7\9
ML8_,N&;RB%7:6'1SG(';<4>G;P?:CE8\HW.U**PE\4V:P MRRW<-
Q9B.V^U8G527B_O+M8@|N.O-6|+U8:I\$TB6UQ"HP5,JC#J1D%64D\$?C
MGUHLUJPNKV-*BLB'Q%93Z_/S&8J-AZ9.>2,C(IZH VOC?2KRQMK MR\$7#1W\$DD878-
R,BEB&Y!\QUHY9"YD=+16+IGB.WU-I91;7-N;J'S\?SPN)4 MXR1M8^HX.#4MOK<<-
Y);0VMU=/#M\VZ!A%GD9!()..<":+ -#NFC5HK&NO\$ M=M;27 \$-
Q+#:X%S<1H"D!QGYLD\$X!;T'&>:K3>,I+AEU:-O.SID:R3\$*""# M=-
G//4>G6CE;Z!= '145S(4:6)BDF6T06@BMXKF:4(F(HY!E21NR>!S@&KD_B M6TA>M-
D262)0RQEAD9YW8P>H! [FJC>,,;I)!2.O2 MCD>PN9;G24E82^*K00<1-I)
<0%+A+>6)D&^FY!;!QMOSD\$T"YCBBC,CQ/'B0 =1@GK^- '*PNC3HK&;7UBL
MOYJ49KGHO&.FS66JW4:SM\IA(F&P9<#NG/(MX(!XZ&GQ^+=+D6.02;
(7LS>B4KH0\$+@H\V3C&*KE?87,C>HK#NO\$L=EA\Y M=:??
PI\$\$ (5HURX9@HP0V,Y(X)! '<4Z\|0-910M<:7?(H\ZP11?NBSL03U\$F
M.#U(IZE:**\$>468A=Q.?,V@8!ZFCE>XN9&R#2U@7 M'BW3\;1)M3D2X"PS?9Y(
@,HDS@KC.">_!Z5+<^(X)K.&&UNKM\N!KB,0!/ MN#&22S ?Q#IFCE?
8=T;5%&2\L\FWEGF\B&!S'ND;&>""*@8!ZL.E#BQ*29M4E45U%WTT7B6-VS\$9-
MN55)!ZY#\$\$!I6;.^++ZLK*[-I>10WTZP0,ZH=S-G!PKG X/6BS='0T5@W M?
BJQL\4KETN"NGS""140%G?O#TIU\XE@L\I/M+I;6ZN::ZL1O#LX+ MD:00S
Y...5BNC;Q169>ZU%IUG;W-W;SQ^?,D CPI96*K:%,-9WGVG\2EJ;:">8'897J\WV!'<
M'0%'Q^N;2XMU@1G>.387PHR<;6(-6LP>+K1;-IFXM;NW4 M6INT614)DC&,E=K\$9Y!
(/-!*^@I;G0YHS6)+XB6VL?MMUIM\;P%HU4N(R6 M+I
_!7\J.YQ3\8\1VNBS)%*2YTR^C>:=;>*+IT6=FZ8P^..Y
M%/E8N9&U16#'XJLVN4MY8KBWD,YMW\$JKB*0*&"L02.0> ",BK,&O6<^C\JO,D
M5FNX\Y%QN4'&X#N#V\;.62'=&K16!/XIMK2WN);NVN\UE<6PX*^<4.X'TVL?
UQ2::5PNKV+9)S2BL2'Q-93VM MC<(D^R\N6MHLJ 0ZE@<\I/E-);^*;"ZNM4MXA-

OTU2TN5&'SDISS@@CMS3YM7V"Z-VBLPZW:+HD>K.SI;2QJZ97+'=C:,#J3D#%0?
1):OI/HLBGLY8\$CPS M*"Y4G *[2P.3QP>M%F%T;5)FL6Y1K96-Q=7FGW1
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(5T;V:,UB'Q"?10%@FE7\ET(%G>-?*"^122!DF0#.1V)IDOBFW@N;J)I-.\$ M=F46YFVH4B+
\$9^;)ZAD TW4Z4H.Z'DRG80<=Q\HJUNA:IKD!^T1V\SL%G-!%"E+"2
M1TV\B:SIWQ'K&A:QIR:I=1R6QLVEO (U 61BVT XS@'"^:SK;Q9X M@&G\KF\07
MKZ1OW2?>COLI=LGZ\ZKEFU<2<4\Z1=#OKKRYKRTM08-/FEN M\Q99=VW<6(
P,#'2D\(>&)O#DM\4W0VW-9VKZ\JV MCZ>6;3A=QR20IF)PR CY5 (C:N#TJK-
XOU6VFU6*69 OV\(+.780&"F M^,\8)*OD9YZTE&;3\?
!'4:5OX9UJ&:SOVN;5KI;V2XFB"\$?)D,OF9YPN MW'
Z"J%KX%U.VBT@P.#^=7%L=0T\5=1N;&&&>.
M_=)#YLI3RF"A3Q@Y!P#6=X@|\07EAKT2V\T:6-F(WU!2H)99&V@ \1C\W%8H
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#DCR_,9N..N".*YV;OKK::9=1"X07WVUFB?RUXME9@>,8ZKC/O6Q: MZUJVH:S%8G4'AC?
4KN#=%%'N"1HI4?,I'4^F:NU1(EN.W7^D76\WZZ\>:HA
MA+B\2Y@0N107RMC*3CY3SP:C00#-[J5V;Z98%EGO;>66#?N5(HP1C./F)R>P
MK*U#Q;K\$43I'.J20VMZ&?RE(>2)@%?!'H>1TIMSXOU86MVJS+#+=VFE^;,H13
MMF\Q1N&1T*MD=N:2A.X7CL6AX(N\IVJ6%Y;P;C;3W@DAW3F.1(P@52&P<,,8
MY\["M.'PW?P_#ZZT)KGS\F2*2,JI7)"@D\5+=3@=15JZ.\U)%(:B34&/&T7D< M*+?/E@?
K7)Z9X@UNY\TJ.\2YN+C-O'W6RLC:RRM16(4J5RO) \OCOB\I4/#-JUUINF"02
MR75L6BCG8&.*(L3AQCYCN/3%5^7ZC%'9S202JO\JD274BS(@\$L@V888)(')I M*U9_5M-
N+2 7'V^6^MY61715"2JH88V@?*G-%I18>ZT3Z/HEQ96VJ6 M5TXECN)&*715YL%S:
(A+.%8K@89>> 02/4UK2ZYJJE+\$0;
MJXLWU"*&*26W6::9"A+KM*KT(&#&@4.,KZ@I1Z%>?P9K\$5@UK;W5M,LNF-92C
M:8AD-!\$:Q!R,<@L3TSGK4>I^(-0L\Y=.^F01:@D,EU%:JIC MQ-\$7^I\W
CJ%_ "FG.\A/EM?L:FN:?K&N>'JQ>SM(F;RMBF5=6;)V\# MJ"\.S7T-G#%IT6G)%?
1SR>3^U<:_#8ZE<*/\8?:7C6,(YDP%!\QC '%*TDBO=9
M<|_:9=:1%=V\RRR@SL|=SNS),HR9_B'3/H!69<>&KZ;POJVF3R3+=WCS("=
MRE3(&Y..N:-417=IXJC2..-=*M7B@0%*C)DESM(/4!?ES_+U59/\$\Y9^_
M_P"R\2>XL\>68+:'.K07"\$=-WW@^3USC\Q22ENOZL%XK09JO@N:2\NWL+6U
M%K*;0B OLW^6\%|\L1BK\QX>FO7TP)9)IL-K%= M1U+5(X\B\IGU!PSR_NH! 0&(R!
O\#|169K?B36\76;NWL\;\$?9J5O!'"\$T8^9
M&B+,N<9R2.O;J7.Y6\!M%*Y;MO#6LA=/MD);1(K.>:9K@J9#/FPS\$
MG/44FG^\$K\+G34U"8-;6,5Q '@G>-V1F'C^I\@C@8(SV'6J\HMXOO+J\AEMG>>
MUEU0PK%&A8Q^1NV\XY#>^>M1'Q5JS7+@2F)?M-|\@C>)=RK'&&0'KR#3\7N
MEG6?!|S/?R/8VH;():+' TA4\$1.68=#C@U=U/PZNIZ%|\@ET&T2'SMQA6ZVL
MIQPZL%X;V-8Q\3:O;Z7YSW%R))=)DND>Z@B_JA3^V\#!&"ROT&N6YI>&|\(NM\|PZ?
=7+3RI MNPS-
N*J3PN>^!@9K)7PM=R>&M!TRX2!VL\I;A2V59!NR!QSU%\$6MZA_8\KK M\7!:&XNEB-
EY:[51H-@P<;MPZDDXZ\52TCQ#J5W=V<2W\EQ=RW\$M0BU)UM6M+:P_M
WBC:9.D8504X\Y/7TJ M:/PYJ:^&TTMWAD-OJ*30ON(!A60/T\|\$(YZ#FH/"OBB\O\|
7H+U:2XM\J01 M68VR@XSGKC
MWQ5)3/)=H'X="SE"/O#AR3ZUFG*.A5HRU'Z5IVIZ=ID>CB*W M.VAC>-
;DRG1GGUJA'H>JS^#HM!GMX(7@BCV3+/O5V1E(&-H(!QU
M\4W6=5U308MC7QN9+FSGE1VA4>3(BAN !RO,-D\3678>+M7N\3T6T,RY5)
M(J1'EK\TH5RO;C\F\C'JU&>Z\$Y1M8U-0V\ZK?37.H"&!\+B6YM9%MS-D!86R M?
GQU.3VIFI^&+_4)I+^2UMWEFO\GM6F^7RXU*XW8Y))I*H6/B75Q96.\Q<7 M)-
W:S.6G@B6,R*A9?+*C/8_>["JH::Q!!>RW%PAA&FPO'+Y:@QW#QE@2,<@ MD\$8/?
%-1GLB6X\3L_P"SYH/#=[816,-E)-%)"\$LNY

• *WEM=-DLX0)BX=W51N)QP/E\^M%\XGO;?4=/+=B-;&VA@?405&6,W
MP>VW\W'K5YY\13Q7=68U:X.VBL1=+&8XN6+,-I.S.WCZ^|L:2*O\$JW/A^IET M%
I.UTBTM)\#DK<9\$FQPQ!.WCH?S_-:9?ZIKNG7MU:PP001SQ2IYVAD.H Q
MP*SO#NKZKX@M\>)KXVTD=E'/'*D*%I7P!SW%9T?C?4FNUGE,<=C
M_9^Z4!!^I+E+N@<\$\|2RC@^HIVDV*|;\$R>#M7.@7MKL5 #

(_#TQR0>,5@1>+J7?;W,KDO)R"#(2"=PQC//%;^J:2+_0)M,A9808@D M9Q\JD8(X\.!7/V-
HUUJNAQOJUP(KZP-U*JO1?>79P,H2=OSS*"AB\3ZH\ M\$0*3;CK+6IG\I/+ ,0WFCL\>
M!! ,6#N^ ,L3@8 Z<J:Z33= /33K98UDG(7MY- M3GL\1+ #S@8;=9,R;JHW\$HV!T\K5;5?
\$6LVEMHW0PW,%J+W4X\ Y3*@J/0G MYCQZ4K2DDN@IQ3"W\7-
E9;+;%!:'4+;JDN)'WD;E)?;X VEH@)\ZQ:Q6A6 M\IM97^S3VIRJH8\^8"Q.DW\$/CL.,U80-
7U&2^UR:UU\$;Z?:Q7\$S\$0B0DE"Q M#\$C=@X'0BJQ\3ZA+;;QY4RQSM;/VJB'5?
W32HIYXYQDGGTJO?L2^5&A'I&J7 M/ARTTNXMX;>:S6\XI1/O5GC(-"HP#BFZCX\
M>1'<.K%N1A!@\$8 \U/>>')KV"QABTJULXH;^*>9!-O\$B \$- #UYJGXDUS6-\$
M2YL;+^XV02PW\$T29&^4(4; "X\ J?K6MX:UZ;6=8U*-VQ;I'')VC,4F" M'4GJ>11:27,A>
I>QD6G@_6;80;?:H#;G4A=>: ^78QH@\$;E>,G(&>>U6QX:U5 M=\$FTQI8)
NHI<0."4'E;P\#', '= @9/:NTHJ/:2*Y\$9YW,2A K#;CD\''=G12YV
M/E1'"@CC5'G"@*, ^U244E2R@R*,UQVIZ\J%LGBTQ3A?I/CB:V^0'863)\<+^
MM64\6(;K\JL MR+-AKCS2@<8'7%5R-ZHER2=F=1D49'K7"6_C=[.V>+C
M,EL=.%V\RVU79C)L VC@9/O\JTX/&-M>+ #9V\3W.", M\$=.I.*?) +
<.97U.HR/6BN/CUK690AU%JMK"UUJ31!V54&2-V&*KTR!GC%4\& M\90>0Z^/@L=
MPMI8%\B/RV3?(I1D:39G<.,Y\9JGC;3VOI;38\/&9\$PC*S\$T7TVV
MXF*)=4GT\+ "&V\ P27=QY1;) \J C,=H;@GC'/%4X-\$\
MQOY%&:X@ZWJ*RV=J\U, ^B>7\$KW4,
<:EY6Y\ E9\>LZC;Z'>KJ5->PZM9Q122(JP\$,SC"JI\$9&"W"/(QUI0Z;:I?SB>Z"#S9_H4,W?@
"KE2-!1110,**** \$)Q1^-#=#JX^WUV M66S35KK4Y+*W>Z>)(1: ^9&%5RF'(7Q)QUW
!?:50XC&226P ?YY IFK^,3)I4\VCQR M\HXXH)6G8+B,2,, @\3C.?2G\5\A?
04TKB;L=317/:?W?J\EI^H77FM M; &/RWD54=@PY.%XVY!QWXYKC;KQKK<-
CJ4*W*2;1>L;9_*7BW5FW<8P<;,9\ M05*G)NO+DD>IY\Z,URS^,8(;V)M)H-
D@1HV5M\HF\EXZ"K^5:&E^(:35K MB9+<'RHHXG\UB-I+KN"CW
QGZTG!H;FF;11D5PFI>);_3:S58+>+%_JDMM\|
MSF%52WE9PJ*,#G@DD\$GI2WFO7EHFJO\JS1-IURUO&P@0R73E5;:XOCJ<"Y
M/M3\JF\YD=WFBN5N+_5\;T:>XF"17DD<4\B CB)0Y&\EBQ; ':U'>NIS4M
M6*3N+1112&%-D198VC;\K @_2G44_92>'J\BM=.MEC81:V&_*0"!GUX)
MI)/#VGRVMW;/&YBNY_M\$PWG)?(.?:E1Q6MC-)BG=BL9.I'^-,UAW>\A,A>-8 MS\Y
VJX6IZA\$-&DLY+5X'>)\A M;EMTC%0,4
!LYSV'ZUOTF*\$V@L8\7AK3XKIYQY\YSHQ2NPLC ;P;HC9)MFR8WBSYC9V
ML^H_P"J3F*:9YPFC-S#*)Y+@/%.RG>X;OT(XK=Q28\H\A9;F'X2TBX
MC6.2\+!):Q(02LA!?:J21G-%UX2TB\EGEF@;?:K:2,LA4M&""!QWX'/M6\|
MBBCF:ZBY44K/3ELM^VYNI=V.)YB^/IGI4=OHUE;Z.=*B1A:%&3:6).ULDC/7
MN:T;4KL=D98\Z=NMR82PM\9K5-S\$CRCC*D=^@H/AZQ@+G\H(3\$85,DS,8
MT/55.;;;7\ M6S7"EC;3">:/!(PXX!\^M6\ "C%*
I'R,IO#NGN;AC&XDGN/M)D60AEDQM W*>W
MQO0GAW3T,#>6\20S_-1(SDLTFTKN8\^#CFM;%%V%D8Y\Z9\@O+\$1.MK=R& M66-
7(8D\$!\?HHR,X%/NM#M;O4\$OC+2'AF9,IG.#CWK4(S1M%%V%C#E M\|
(Z+/#=)/9K*UTY>6:3F7/'(?J.G:ISX>L7NEGD,\FV03""29FC#CHVTG&:U
M<48IW86,K3_#IKIC+JEGNUC5F80M<,R98DG@^Y-F\;-J#7SQ;AKA+DL)
M"!YB+M4X^G:MC%%WN%C%@\+;5;70N(8&1Q=-=|. <>8RE2<>F">.E(_A32GE
M:4PR;VDFF)\P->E&U_S'Y5MT4\$=+^S&WE^T31^0ULHFG90+C8 \$+G
MIP!5^+2+2&_C041A/;BV5BQ/H\',?705^BB\I'R,E/#VGOW*S\)-JR>:L)D M)B63KN"=
8<;JFS..GW>*V M,48HNPLC-T\1+ #2K;TM(0EO+(CQDDC+?>Z\O:F6_A^Q@5DQ-
)"8S\$(9969 M%0\%0L,8K4P*6E<+&- PC&G&*.032K)"8/WLK,4C/55)/RC@=/2DC*Z3#
M=M3YG_VA0%8\K@=*N1Z-.1W;70#F9K86I9G)S&,X'UY/-:&*5 MV%D8D?A;38;""W\$T
@C\ E7BF96,><[21U&;:V;4\L++8RYM L+C0\I\$EB+6/E""86.=HZ<I>PJ*3PQI4MUH:W_>=
M8S9;@Q\ID\OUZULT4KON%D9D&AV5O/931HPDLX#;PDN3A#CCWZ#FF#PYIRVR
MP"-JBW?VP?;?;G.?S/2M;%%.I'RV,^?
1K*YNYKJ;+S))KZEMO,=Y1,R.Q9"P38"5/'"JVL4N*.9BY48H+
M:2MO<6Z6 EPW\$R3O'&Q5=ZXP0!P.@X%37'A_3\JN:F>\$O)U6\I\I*QU"JOK>
M+9/>E6GQPO P#CM5^BB\I'R"BBBD,**** "BBB@#*O/#UA?7\$D\Z29E"K,BR M%5F"J
X'7%-;PWIK2O(8FW=-"/SG'FA0N?I@#BM:EQ3NQ6,+_A\$M(,,)A? MRXK>
<'D'M4S>'+%XH5=KEGA=G28SL9_6&&^;.<\$<8K7HHNPL
MC,BT*R@TB+2XO.CMH@!'LE8.N#D?-G/6H5\+Z8JHDAE6?H09C(?,9JNW+-W
M^7C'I6S11=A9'/+X+T98W3RIBK1"\$ S,=B!MRA>;,-R*MQ^';&.>653,-W%
MT\$!\2S# #-@'IQ>M6E%';PLC.T\1:33))I8/;6?:))97+LP484\$GTR:T:** M5\ C6@4444

%%%%%%%% !2,,BEHH R?| A'-, L9=)|M L:N'''[SG(??UZ>HET&W MN):J2>69S-
*LJ8D8&%E7:"ASQWZ8K6HIW8K&(OA;2T|E5CD\$,6TB'S6|E3D M\$KG!:>25F=C&?
PSIES*6E27RFD\$S0+*PB9\YW%0<9SS6S28H6@C% M_P"\$6TQ;6*!(Y46*=
|A&65@RN^=W/H*5E*.PPQ4CID=?6FW?A72|T\$2I, MR)&X29AY@0Y7=SR0>YKG:JTG@|
M1969FMFW-' +&3YASMD;%S|:F*7%%*|ZCL%%%%%%%% M !1124 +129&:,T +129HS0
M%)FC- "T4F11N% "T4F11FD M%)D49%,!:* M3BC(I +129%&0>|,!:*3(|:,CUH
6BDR*,B@!:*3(I71*ZA<.768|#"8F|OYLXQNQQV/I6JIW,W-(I,S1D>M>=QW%U#IV
MG?:+V|96L&:01W+-*+LXV|^<@=>/NYZU4&IZD|f%U&:^5M2C:T|O9.?LZG:/ M-R
=N.O7|:,%3OU&YGI^:,UYE:ZAKL5K?//>-)<>2ZR1K(0"Y<89&)QPF>\$&
M/QIEE/J4UT89|101:*JWL8W#(2NQ3'DEMW4G&3GM|4_9^80:>1Z-?:C::;B
M>|N\$@C+! SGJQZ>|+97UMJ\$'G6LZ31Y*|E/0C|Z#Z&N*U">X00">@!KE/I16
MYM9)R6#-&|JYF&>W?-1:S\$^GVS)8ZA)-->2RW%Q:60*,U2-
|N|CN9!>7%K9&1C,W(&1,>&'H,'&<5 M.|^J2JX;4|HHMA%\$8>
(=3GFD=L;F""0'S2RG"8<8S@-\$-V|5V-1)6=BHNZ"BBBI*"BBD-" MT4F1ZTN:
"BDR*,B@!:*3(I: "BBB@ HHHH **** "BBC- !1110 4449Q0 M4444 %%%)Q0 M%&129%
"T49HH **3(IWD:-HI9"LQ &0ZJ1A@3V!R.M=:>E\$X|S6X-3NYXY)+>4RPL+<M)*."K.
#|RCTP#OUJH|M|297Z%+30&,U_HTNHYTTM',23FTCG8RC:#@'C|ZT M-
5|12:=H>GWZQP!KR2)&|V0A(|XSSD#.!4=IX:O;;P^VAMJ<,ED;=X|BU(D
M;.#G>1QGTI9?#VHW&GVEK)JE0FSDBD@=;,CE./F'F<@CTQ5>
|M&KZQ|^EV=K;,2RW2W"6|*96(R|,0P(3O-MCK5F?1|NZ>VNIKV\$7|JS&&9+-M1
MCB52J6#>)2X^8D|A@YYZU5X60GS M="?4M)-P3+) ML(/3K|UMZGI4VK:#+|U=())
<;|HXMHX8'A2Q|/6J&J^%%U6|N+EKUHS,+<M;?+SCRGW^O?|H4HN/4'?
H0:5X0.K:W=Z=-+2.2"22/R9I668%>C;<ZGCEGMW9HW2W\$
MW;76|0%:)B01CKG!4&CW |XHZMXHO M-\$MKP7=I
|W%:,:H5BD.R0!@I!)&01D540/'C11EX;6+ MHI6|Z0KY;M+Y;*
MV!QMY_*M'4?"SZO;W80|/VDTYN+*<(3@VDA9>!T) M/>L.#Q?>#2K34+NSMUC089)
(%CD8D.BEMK9'<*>1WKI+>&|\$,B7ES!,SC"F* M QX&.X+-G|*P;?
P>ZZ7;6%UJ"S0VD,D=OL@V%2ZE=S?;=Q)QC%1'EZE_0E MT?
Q+|OTZ2^GN-,4=MY|D=O*6>/C.&STJ&Q|8/-H6/D7J3I+4/G+2;?
M+Y(XR&!,JY/#M_/HA_8UQJD1M?*2(F*U*.54C(SYAZ@8Z=Z:,@ZV-U
M7(2>.+*NYD99(VW(X9B>G3'3%-Q%I64B6&W*,#C!M"Y=+ MC=^A0U'Q-
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MLI4C)1B0Q*|CU|S4FI:6+ ^|TVX,NPV4YF"|<|J5Q|=:K0:->V>K7|Y::A L M=
|*LKQR6Q8J0H7 8./3TI7C;S#6Y#9>)C=^>)K03#;|!;>,,L\$X;)E=,>8N/;<=
M/UK,L/'@U&RU.ZACM",*&64VQF83(4SPRD=#CJ.!5RV|&1V@TZ2+4;K|3.3F
M8RNQ99"V=X"\$X7.XU'-X(BNKJXN|FZC-U+;2VPGBMA&S|Q@L^#AR/8+5+D%|
MQH:|K3ZP@=|C3G|C5S':REV0GLV:Q|7QVTNHV50/8JD%Q)<10*KD^5Y
M.A./IFNCTRSOK&&."YO(+B&,-401VYC;@_9)+MG|JQ+;P/Q29FNVFC*7*,A
MCQD3/NZY|4+DUN'O65B.Q|SVN|1BU&ZOU>|6X
MAF)B@V(5BW87!8D9W'G)J|_PCMO*=:6>5I(M58%T VF,| O!_#.:GW>@|2*E
MWXA0=-5E0|2!97M9;F 12\$C:|BC9'7W"%5!XQN8+83W5K#,&T|KY1:.6V@ M?
*V1QG=U|C5^?PW+?*WVZ_|.D6VDMH'6';Y8=<%F&3N;?'@>U1VOA,:=+OT MZ|^R%
|1;><) I\$K*,+)|@|9ZYZYS^- "<+ #U+'AGQ OB&S>X22S=(VM;2EB,C MHRL 5A
.J=AXIN+C3;G5+E;..T@\$Q:*.1FFPC\$=,8YQ^M7-'|0:)>7MXGD M^?=
|?,\$\$/E1_+G&%R>>3DYI+#PK86>D3V,L<;3AYD(E:&"4M)'GLP-..KZJ/\$-
QH@LO+A@%R7WON*\$D 8QC/'TJ
MWHFF7VDV=09R7|%Q:V|0C0+;%'!:@\$MO(_2I#I(.MW&I><09K46WE|>@!)SG
M/O2;C<:08PK+Q?>36|C/-:VS+>PRRHD\$|9HBBEL/D=#C&?6K>A>)?|4L?MD|
MQIPC%OY|QP2EGC&,,#4-IX+@L(|46ER(94M6M;AUA ^TH0<%AGJ"<@|^E3? M|
(YJ#>'?|SEU:|+|Y"P|H|4K)M&>3(1R 1T|TWR="=;ZD6F>)K_ %31+RZ6
MSAM|NU.JH)7)!B*[T;(&>5_7-5Y/&%|:VN@W%U9VYCU61<^4|?N4(!R%X;:^NH>|G"W-
HEDCE8R>NU@2>P)&*BO/'\$5YI6G6\$EVP6RMG@#A.6W M)MW=>,8S3O"X6D9A!
2NIP\$M;:*)-26RCFFE(4H0Q|PX'^S^M79_%|6=|L,4
MRVMO;WK2>9M:%QX>DU&|M;K4KN*8PQS1,DNT \$UF67 MA!+/0M-
TL7KNMC>BZ61DY?#LP4|_|6,UL:HBZE% 1*89K>430R@9VL..1W! M!((|Z&X7TV*2>
L*^|575A(UG+;6PODN((F)D(B*RYP^<9&,\$8:-EYJEQIWA MN|U*9;::WB:4+"YV-
CIR>:JW/A1+^3S|RZ66Y>YAFE;R0\$98|4"DG Y/<| M:U-1TB"|T.ZTN+;;QSQ-&#&@PF>X
Q4OET!7N<|>^8HI"MDM=JMHEPS)-G M:S2*A4X|FS4OB#Q?<:/J20V*3M9QV|J"Y!?

S&((Z<8Q5O4/"D6I3&26Y=1| MB%H%5.A#AP_YCI39_"S7C337EZ)+F>2|G=
(=B|(FW!0NX|>JO_5ID=EX MN2||23:>L*BTBLOFW3N+W|&C|B%=7U.6UBA"Q);1S|B?
F#,S J1V(* MFJ-OXINS&;NXMK=+'|>UCE9#O#!|H8@C&">P|;T-
└.PZ9K^HZK#*W^G*@:' M;PK G)!|U5M_"KOJUO/?++9?;&O1\$(-K%RVX MN.5!|
#P.:GW;C2E;4R3| M0L6^EF2"UMI;^)Y0;F5EBRKE=@8#@G&-%^|AR"KU7-A.76CW-P^
MGZA\$LSWE9CGMC(P"(\$S!QU |*;Y; N8)/\$K1>+8|'^S#|,0\$:YW?=F*EE3
M'NHS^(JGI_C-=1U: ^LXUM4:U:56@DE*S@IT;:1@|^QXS4DW@R.=;B1M1N1=R
MWHO!+EMBN&!7|WNP<*-M/F|(1W>L1ZE=7.4D|. RY\$M@DAW*1AV!PP-/3 |S M1>
/FZ#O#7B.77HH96FTX>9%YA@|F+2Q_4'BNF'05BZ)I5H%G;V3ZA!/:6| M?
EH!;%'..A+;R/TK;'2LW: ^A4;VU"BBBD4%%%%%%%%!1110 4E+2=Z.'ET#1+S
M5KZ"P|+Z;UJZ_-'GB"EW8;L+@'G|&2?6IVT3P,EY|E?1M,68':W^B JK8SM
M+;=N|';.:J<|YK|.JWEQI_AS4H!9!N,P P0WF?=R <8_''%;|O| B8MKL:\$5I.YXO-CTO3"
MGEK*&-D5!1FVAAE>1NX)|=ZGGTGP) 9\$ET?3=|5U(!7!'KD|?6J"6>IQB18
M_-"^JHCW%M.JAK<;?)4 *,/CG'IQGI1|BU-X (E|+;LUL#=#819(<3|D;O,Z@ MDX.*\$M-
_Q"ZOM^!L?V=X '\$G-I&FJF|\$^>Q(;+G'''!7.#V/0^M7|/#POX-U.V
M|^TT+37C#,AW684A@<\$\$\$ @Y|\$5S,MOK-S)%/<^&M5>>)K?:ZM H|N)MP7'F M'DGJ?
R%=AX2AN(;&|:YL;FS>:|DF|NTS_P&7_"N@HK+GEW->2/8R|└Z+I%R;
MC3M*L|68H4+PPA3MX.,CMP*U***3;>XTDM@HHHI#"JHX||=JH6T:23 ?(LC|
M5)|S@U8K(17.H6VF9TRTN+BY9PH%OY>Y!UW\$.0". /7FFE=B9A2>-)A:VKI M:Q
RS3QR3D.└2K%UD^52=I|KBKR>)O.UA|*\$VC)|#M\$FZ?#OE Y;X^8 \$?G7 M-
;_\$.VMU%'H.JHUZ\CW9_P!'*OO !VCS,H0!QR??-1BSU&.YC: #PKJ|4"2Q3
M&,2VY8R1H5MQ?IC&1@YK?D1ES,VH?&=S+H4U└;2,W.8O+LPLHD D;"E@5R1
MC)RH(XJO?>,%LM)L;A5ANKBZN%A"O%|JC>%9CN&X8R!|@CKQ6+%/XFCN|;XZ#
MJK:@└:0BV*H3Z1>SVI7_ (1?74N6E\$LDZ7<2ACYG
MF\$;1)|@#/XCCDTE%7U#F9V%CXI^T:V+!X\$C26::"+Y_W@:++DEE| C.,5THZ5P
MFGG5+CQ|;7=|X=OXXU=MDLGD#RMRXR|*^7 &0.,|Z|L=*RDDMC2+;%HHHJ2
M@HHHH **** \$)KG|77+K4,7-K%:_83,T*^;5D<*VTL!C'4'BMZ5BD;JEF4
M\$A1W|JQNK35KFV%FOA;4H|/^T?;!\$?LS2(Q?>55S)|H)|B?>K@KD2=CN\$└4
MZ0|H└Z3R-\$DAB++;R'+@D\$#Y>2;'.E(WBS1%VG|<"K1I-N6-F 1SA6) P|G
MC)Z=ZX@6VLHL-FGAO5L174MSEG@*OYA8E67S.<;N.>H!Q5>+2|5CTN:Q'AS
M5BLEG%::MUOP\$6_BW3)UN&)|GC\FX:W :!RSLHR= MH)
()/HWQ4.M^+;+3K!IK:1+J8)'(J+N*E78!26 (7.3C/6N.NM/U.XD:3_M
(1;4|PN9+B/>T#!?;7#J1YHW#@=\$,>|%Q8:LUM;-VOAG58(9HH8Y5!MSGRC ME2N)
%ST(Q|,4>SB'M&>I@|'EJ;.DQH2I4D#*GM|5)6|L(>E+S;WTRFT
MWVJRS6Z%"3(|D;:SQCH<\$?6NIBM^5063;M;M-++X5UAKB4IO>VG@MP0F<
M#"R=|DGL2>@K*GT/4)H)3X;U?
M3OXIE6STS4%M8A97S0HBF3|ZS2>BXQ\O>N4L|/6|+3+2VB\,WZS6CLT
M0^&M1:'3|=;>WMY_)<1@?>8\$2CYCZX M.*)\$7,SM;#6KF77Y-)O+>%)EM_M'|F3?
L7=M;@NTLU|.L>|=U)61N,<|!>|=|6M !M'I1@#M1D>M&1ZT+@4FT>E&1ZT9'K0 N*3
%&1 MZTN10 F!Z48'I1D>M&X>M !@>E&!Z4;AZT9% !@>E&!Z49%&10 8!|4;1Z49
M%&X>M !M'I1@49'K1D4 &!Z48'I1D>M&1ZT &!Z48%&X>M&X\$9!XH.#THP/
M2C(|;CUH.#THP/2C(|;@=Z # HP/2C(HR* # |*,"C(HR* %P*3 |*6B@ M!,"C I:.*
\$P*,"EHH 3 |*,"EHH 3:/2EP*** \$P/2C |*6B@!;#THP*6B@! M,"EQ110 F!Z4:0>U+10
F!Z48'I2T4)@>E+@444 &!28%+10 F!Z48'I2T4 M)@>E+110 4444 %%%%%%%%%!1110 4444
&!28%+D4F10 8'I1@>E+D4F1ZT &! MZ48'I2YHH 0@'J*4#%%%%%%%%!1110 4444 %%%%%%%%%
!01FBC-"8%&!1D4;AZT &! MZ48%+D4F10 8'I2TF1ZTO6@ HHHH **** "BBB@
(|ZTFT>E+2;AC.: #:/2 MC:/2CV&DW\$>POS|5Z(MX|P#S|5DQZ?H2PW*16NG^6XVW
54P?9O_K^E5%V\$U|T^VM7:-|9I+VV M0E=1FN-ZEQD'>|C|.M.UB*
|NO%B6T;S1K8^88C?RVRYWXS|@.36A#I?AR2. M2*"TTUD8K01%0@D'Y<@>_2BXT?
PW"8UN;3\$V@|!(B# |XS3NB;% 0BZO|2M M|R|N+5;&*/R1'=.+/+4IDR\$Y^?
YLC+9^|TIK6T_ B72BEW=RQ7-D.Y%U*BR, M-FUMH8
=3P!CFMB>PT66.V\$|O8LJX6WWJI '8+G^E3/-IHNE:2:U%S'F-277
M>@.J.XS@4KCLZ=9M>/-+SSH8EDF0>;ZR*"R,8BAC@VQR>8\$0#"MDG.!T.7S(-
:N+Z#7|&2R"R%Q/NB>8QHP"KU(M#9Q|*YU|_43<2)+J'V.1FOEW-
_S1QL&0+R0.!G@XXS7=-%:M|/'D)&94!|IB! MN (YV_AZ5#|DTTR\$^1:ESOR=JY.|&_|
/C/ZTE*W0IJYS<\$3LNI65T+ZWEEM MA.L8OWE0?>=)
0_/=3@<#BDTZ'S+;0+26YNU@O;4SS.;j0M+*\$7"|RV5ZL< M-C.*Z"VBT:SMG-
L+&&WD.U|A4*Q| #VI94TFYT_R9%LY+&+"|3M;8Z#T%-Y M"lJ)K,5OHW-

+ '9W, WEHSEOM"K&A,: 'N020">|0VE|<:YJ=NUH\US;R MR7;K&|H+;:@-'C)0\$|9(P?
4UW\$508QBW\$,5NH13Y&P#@'KM_ ^M52ZT|P^00V MJUTT
_S+YBH/F):!8\JR<9IJ:70EQ?|&"7#LP!D4\$>8< M,>IYXK\$UK|1::O%I=C/<20-/
6C>|D4AFWY0R2S6\9L?-&.1H2TP34|>*RC(D>_EM@30<\$ _NP0QXQGVJ_=Z; M\$?
%6GVYEO% BEM9GDC6^F+*8P#|HMD_G6E>Z?X?DFC>^MM.\Q8PJ&94R\$|_9
M|=;G\W2(H(F\ZR22%?+C.|44XX'H.!0Y"Y3GX%U+|3?V4|XY@T)FCD65M|
M^|'"4W_|HR.O)P:MWM_-#X-L|LDYNKN**%'B!>3+ 988Y)"|C^%;FRS&^7\$/^ MD
!WX->#&'3WXJO:Z/I% DZW-K|HG"R@|98XU7_QZ_2CF\BK'-0W5|J&G6-J)
MG>YMY98IK2:X>VEN HX.X#<#M*M@|T:*4AG>55PQ_P#D|>.*@N| #0&6 7EOIVU\$
MVQ>:J#"^BY|4^9=B6M"OK#S6D&C1QN\1-I%&ZK*S9&#E2QY8?7K7+V.KZA|H
MVCV5Y>3O)4_9V M(+ #.:XSU/(JFTVHO8WEZLD|_&:TMI#-|OD1H_W89B(_N.3R>3R:
|XVUAY\$\$ M9AM_*12L((&T#;:@A?;;D<=JIOI^@&ZC:2VTXW
51'E4W8'W0/TQ58ZN5&YP1|Q!ZD8'/THNX=)O5@EO
M\$LYES^Z>7:V3_LDTG*_3^M|V.%34|JX%UI70CL8F5|:Y.(3)<"1E#KU
M5B0#|*T;N2|B22ZE07NTMK>\$RRV=WL>W;;EG\ LX60-UY|=!762/|JMYO/%6I
MH\ L\$ \$T(!_M"6+RQY:DXC4:6|>2,U5E\5ZC%D)OB+-YW3:/O
M=;!Z&NK8VELS.T\$D|(#)8A3(1P/KQO44FC:9<)&DVG VKK&"\$#1*0H/4#CO57
M74FS|G/MXJO8_N6M8#9K.80JD^8?W>|/3VZ>|++XDU&*ULMT5D)/>L#%Y
M>7RU*%_F0?,3Q@8//7CI72)IEE&JA+6%0K^8 (P,-C&?KCC-0_V%I7V=|<:=
M:B&1M|Q^2N&:U(QUWCV%9BZ3?/J&F6|U+"89'7+1G^\$|/RXK0J***.)8HD-M5\$0_*JC
|A4@-0|RD+1110,**** "BBB@ HHHH *JZA"+;:/),|*M@%DD|
ML|>F|MGIQ5JH;J*>!HKA(Y(6'SK(5(|T<,AU%Y)+>7S)8f&2X::+^T7C
MPN\$*!7'SO@\$|1U.#VJ2'59YKV6_->.X\$ N% @MO|**,:=T2E0T9X():)8G(^@KH
MWL=":UMU:WT\VZM^Y|5-HA L^_TJS::#QFH=2\0A(+:SMYIK\$6U
MV@N"|CR%|2A2@<|L#R23VP,1"L46'\$6!M3!R#CV(_2ES);H;BWU.:BFU&W|26J/YLGV B|E
M,'E X+B0 M; <^F:ENXTK%FBH_-7*|K|QP,>M->YCB95D=\$+G"|F
W'T'K2*N345\$+B(RM\$ M)(S(HR4##(J11%
<1SKNBD CD4'&48\$9_"@ "6BF"0%BH(+ #J.J*?0 C=JXG|6
M4TS^U|J746N%N664P3@+!A|",OLP4|8'0GG-=JW2LY|/2GU%97@LS?XRI95|
MSZ^M4F2|C";Q)J0T|W)%@CNTQBBV2.Q2,D'@=<|<|8SWIMKXHU" |6.X6WM4M
MWGC@)8N&>(.#GI@\$XQW|JZ272-.N(XXY;&V=(V+(K1_A2>I'IFG1Z980H% C
MLX\$56#JJQ@88# (JP.*KFCV\$T^YOFF^+-46PM\$D@^U2L:Q2SR"%R9-Y(X(^5_M2
_!/'%:&G:M>ZEX@TV:0Q1VL|MU)RCT06?XANY(KV74+BU >4F-4"-MRF=HQA6SC-
=R>E9RV>F?VG+, ML%|HN9<.P5?,(KWQTJDI">I@:+J-Q9ZC<6T|K?
>2((6^|:IO,:=N.5+84X! MZ_@,US\FIZDFAZA8" _N/M-S--8=|<*.^X
|N4"@=MU>AZ?;V%O"4TZ.W MCBW'<(H&|WQWIAL|+|MF|BT|M5>-CM7
#'+*3Z\$|D>M4I*^Q#3|G.S^*|FU MGC15MIXF295V;|AHXRW+|]",* <:) M/7G"!SZ5H?
V+L;3&8Z=:&1LDOY*Y.1CKCT)%27ME8W%D8+V"WDM0!F.904-' M3@|
<4G*/1#2:W.1"W;:EO=7-Y#:-!=75N&N'210-NP,V MSZ=+!>W1NVB2:_8S\$QQ(8_N;?
NAB2",|S|*V#IF@BRB5|/3OLQ?>@94V%CW M';-*VD:\$^H.S6-
B;M_F<^6N|LC&3WZ4^9!8K:#&3?W,UKG0<<\$CBNAK+TS3|
(LW9M,MK.+^!C;JHQCL=M:E0W|Q|DF!61@8VR(OOGCM|^E>;W0A71KN&V:VND73V4S
|23|_M|'C&|/..|4UU?3)(YY\$U" T9+?| US"92(_JYX_&JB| \$R5SD+BYL4L+=UU'
M3;@1WM|C6L*Q>6HD'+88|4NJ7MA=>*X;A-3TV.!K':)KB)9D8B3D#YA@UUD
M&M:7='_1|2LY<\$+^|G5N2<<'N>E.N|6TVPD6.\U"UMW8;E6:94)'J_334O(
M5CF&DTJ.^U"351#-#|!%|D8)E98|F"L0'?=G@'/(JP;*V;Q1HLGV\$(#92L1*
MFYU(AO&XGJP|SFN@DU:3H5A:6_M4\$^/*+3%|STV|_A44NN:1#:=:11B!8UNX|_
@!VDL/Z|UW-O>VETSK;W,,Q3AQ&X;;|<=._A_*JC>{
M=%C<(VKV"L>0#%9(XVEC\$DF2BEAE|V5|P9&W|WY9Y|*49M%25SD;!(+J/58Q%8WD?
V3_ (^;6(JC_V% M*9*AQGJ.<\$9|46T-K:?:X
M5Y(&>#@Y|5Z4E|9R^3LNH&||\$Q8D!P#D|?7|*AN:-TNTQJHU*SARQ4>9.J|
MCJ.3U&1^=4IOL2X+N8NMO:R>\$H\|VWFMA<6Y:2)0(B!*N3C)'7|:P-:TFU
M&XL)+:/3/M-N'F,8:#S1OR<9_!C/OBN^_I6*V0OFO+<6AP1.90\$Y.!V<=
M>*B_MK2A:?:SJ5G|FW;/.||=F|TSG&:F,K="FK|G+7H35K"#2+(V>HI-(TER M;4"&/8H&
<: @#DK|<4RSO(FNK6;Q \$6.*S-L6F&Z-9THSBNO35 M=.EM'O(|^U>VC.'F692BGC@MG
ZC|Z==7|G81B2|NH+= "O%O.MM-MC81")=2@|PD;Y.|N8\$>N/0CI6W/9V7+K% @CCJK7*
_MEFAMBY3G8-*\$-|JT#2,|HT+&QA9>(O-0DX/?'0>@.*1M4M|_P *V.D:?.+%=
MW5Q%?!+"DH!5-O|S<=>=O (Y|FNM^W68BBF^U0>5,,Q/Y@P_&>#WXYXJ0SP_9

M_M!E3R=N_P S<-NW&%X1JEB\|V&G1_89%0W,1EC;|HU3>P(!('JCZ5Z!-J-C;6JW,|Y;Q
M6|8VRO(%0YZ8).*BGUG2|41_-2LX?-7>GF3JNY?49/(HYGV)Y3'UDI+;:\$T
M+1R1_,H2KQ+A", 'D8Z"N5L|>YT|3="M#%+)9W,AN(V.3Y+^4^|}#Z Y!'XBO2
M1>6WE12_:(O+F(\$;|QAR>F#WS2"^LVACF6Z@,4IQ&XD&USSP#WZ\C0I6Z#:
MN<\$EM?KH7A\|SSI+;%|FDVQ+;E63_1GZG<<^G050=\$^RW:&>U28VEH8|>2_F68_MB,?
C_Y'/&0#C->F_;;011RFYA|N4;HV\|P8<8SD'OQS|@;6M*2=(&U.S660
M*4C,ZAF#=#,/#.>U/G\A6L*_;3S(OLVX.Y4_VL|ASR*W+C6)M'*W.IV4+!BI\$DZJSU1?
MO_LZWN95T^\$-='MJ3(J9DP!ORP7'&1R*EN5M(HMT\$Z71-K BP7L+!
|@*O!A<'<#Z@#KZ5W-SK.E MV:D5E8_J001D\$=ZM2MT):N>?KJ>
MOK9+K.H:WJ%DEU:R:A *%)=@Y3B=/UC6KR&&| M>|=1)ZE+.UR2JVX%NZ|
TRYWGITZ> MW-:(FADED@69&E0#>BL-RYZ9'45'9VL5C"(8=VW)8EV+\$DG)))Y)R:3E?
H"7 MF6J*3(I1S4E!1110_4444 %%%% !6)XL2>3P_,L'7>A?@GY-XW9_Y(QFMND-M"=@/
YIK4SS/=Q6;6'V>YBMYHH=L<|I'"*CD;CR.#SM-=#J-|9;:H.G-JL\$4
MUR41(DG48|S9R6)X4>I_:90&8'!) /4'M3SJ%D+T6_MGVR#
|4R|A#Y@WD>NW.:MROT(2//HH+>W#VJS1W5R|67V"5!NW_A^P^@.|/M
MUK3U:UV7OB_1K(?,@M&=R2DLL3KJ=D5F8K\$1.N'(!SRM(YF)Z|EHRR_M,QF.,T*
|4DR@Y103@=1P>M5+=|(|=R16M8;)HH4BFD@#PI-L;)(Z9P0#DCCG
MK7:B^LS>&S%U ;H#<8?;&_'KMZU)'-',&4B.%8J2K X(ZCZTN8I(XRQM62+
MPE(|F>#|}BI?%T06=Y4FA^TRV;PQ0SQLQ+9R#&1Q0S
MVZ|Z|*BARN|@HV1YU.*EOJ8?42|MI|AKN\$H2Z)LY=V_B0XX&.XOG%;'A^|L'
M: ^U"R:W3|1L6&RB=<@*K; <@' 9N>/0#TKK:*X&OR'A7|4-=UA|RUN8KB4
M0R2F;: @,5/RKACP.WT|ZZ^BBI;N4E81NV:X%GBM;(0R6EO/K NB|T4F|3RG?
ME6C*C)&, <|.#%=|:K'4K!;P6;7MN+H|(3*N|_P# <1F9RQ#J?D+-CIA
M<\$=3FM32;RXOO%-@|U=-)=+;W(FMS&H%LV| %X&>@|DYZ|}#7;AE89#_@|Q3&
MFB698C(@D<%E0L,D#&2!|9'YT MI?SS6;-I=6GD0Q9MV,2;ANW'DO<7SD_X&R1P5
M_%A'|1F04+;^L|W?|ENH)_+;:_E2!MI|}CH;1-1L9+QK1+RW:Y3|T*R@N|J;
MYJE/R)Y=#B)_ \$E_#>B.UNIB LT;121)B,I&2I_QNZKU8X(/2MF>^GH4U-
DDCB1GD=411EF8X 'J:3DGT!1MU/ M.P+";+
<7\$MK+9SQ73!\$(DBBF;:1&N.,XSTZG.*L6MSI4US|HK.|O;7-FB27L
MCX6263RL&.=VZ|N,?3L#K6EBT^V?VE9_9MVSSO/79N|,YQFI3J5BMQ';F|M MQ/*-
T<9E7&)M-OM2NK|3VMXHFB2*.VB(#!%)^=U'0DG@' MG_YKJZK6VH65Y)
(EM=P30\$<.L<@8H??'2K-2W6AP6XZ ^IKSV|@G;2;BWM8|FYBBL'B5IK(I-
;_,F(|@8DSCL#|W.:|&
ME=8D,CL%5022>PK%/BG35@DG^3>6TC^99%#&H<9("QKG|:2|O%F|3QWL-W?
6MNUD8_.BLF;M06=Z+;PW4UPT?F|((2^%SC) MQTYIW?
85O,QO.AMK|4IKZUN;N*|AB|AQ;LWFH\$P8R,?* =V3@X'S5;\$,@|1Z/ M(+;2*+&52N-
PC)*84GIG@U;GU^RMCMD6YW!|)(J0L3"HO|O0_E3&|168O_M8K-8;R1YEW1-
;LRNO'S!NA'(Y|Z-1Z'-VMA?VNFQS6D\$JSW;SVN>DTVW43-?K(T<85W5F3!'09
MODCUQ7=RWT\$-W;6LC\$2W(8QC;UV@\$_3K5&3Q%IL3NDD|+Y?F|B4.!Y>_/MD
M41E)="FDS)T_[1*VJ?>ND;SV+=O:&"1R_V(R,-C.<@#KBBVCDM+7PW=W4\$Q
MM|>RV2*(BS12%5P04#/9AP.,UJGQ%:".9C#>!X0&DB-NV|5.<-M_N'|GVHB|
M164EG# #U!-5|-[W^TK>|NTO=,=Y+SS#%;>:58M'@?<;@X.#CMUKL1
MXBTPS6L)G*2W4C0QHZE3O49*MGH>G6DD|26*7(MT6YFF+R)LAA9CE,!NG;YA
M5*4NQ+BGU*NLR>;X:@E1H|@+<0,SF AV E7)*!0>Q/2L/6@|YJT>HV:W<%H+
MBW#SL;6++ORX0J2<_@9(|UUUSJL%KIRW|=PD995"&(^9EF"@;>O4BJLGB:
MQB7YUNEF|Q8O(, #>9N8\$K|O7|P>?:IBVNA;L9-|L^M6MMIMNTE_&TC27,EY&
MUNI51PI(C'<@|U.TZ>XM+JVN|6MYV,5F;,R+|\$FV17.3@#)#KMYQSBMZ?7;
M2UTN74;M+FV@B8*1+"0QR>R|3UJ6|U>ULVC0^;-)*I=(X(R|}%1_%@=N>M%W:
MUA66|SE(C|EUQIE%_HJO)8QJB16OF|!|DJ/+XITFX1)&A%G,# M(4(&2T>_|
<\$X'/UJ;_A);%YECMTNKIFB\$W^CPLX"DD#..G*D8|J67Q#;17T= MFUI?
F:0%D46S\$#\$&3GVW"FY/L*R_KY&3;Z-Y&L:R LS6|)\$^Q1,OR1F129-G
MKS^6<4Q|MM0\,V&CV=O*|Q*D44ZSPR1*J_N"Q7C(&WOUK<_X2#3FM8)Q*Y6
M=F1%"'<"@)?
*|1C!SFK+ZE;1Z4=2=R+41>=NVC.W&>GK|4N9|45;L18;JUB,|:*PRH(*Y88;;D#@KU%06I
H9_M%E?|HD?*5;9D?-CMFNM;7+)+2UN%,LPNEW0)%&6=QC)PO7@=:B'B6P>2%(%N
MKAY8S*%A@9B%#;3GTP>,4^9|B;+N0;PKW5MHCPB68"^A=G|L@XP?F(P,?D*Y
M6TTS4--LM%MX|29K.=/_==AS;RB-PV1V5L@_7/K7>S:C!;QVKS>8GVF18D5D M.| M:|F
MY%:W:%0(B;=ACY5#=>.:35-

K:Y%C>6VZACEEM;41VHM"R3LL8^5FVUN3I>JJ;>7>^L1R* A.5WQY(11P>:TY)%L-?
O|B^MY9(K MF*-(72%LJ =T> #CGGG.:L77B;3|42EDNW6*;R'!*F"OD#X|A4TFNVL1
M1#%=F4H:)(+&+QJ>|@?=Z&DY2|?UH/3N<&NDD\2 M:>LI2(7%P%B6Q)'E2-F2-6^Z6/;
(YHY MF^@K(UHMWE)N7:V!D9SCV|I(N"H(Z'FEK,T"BBB@ HHHH **** "BBB@ HHH
MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M I*6D-
 '\$ZAIU|.BQXKBZB211MB2%6\$W|@#C*DGGC@U6GNM>8*3(NY7W;2!G|P7(XS
MVI=HJ?@.-HI99;IKKY))4+,)\ D#T_2NLN|&VU"%8KF/>JMN7#%2I<\$ \$ M\$?
A4EM:06ELEO;OK%\$@PJ*, 4>,5?%3)IL(IH****104444 %%% % !6?K/VS^S9%L(
M|HPV%'S!2 3R03QD#. *T*KWUW#8V6UNV\ (N-S\$=E&1S3W\06"7*Q/) *BL0%F;)A\$25
MW !R;9Q6KDWT, ^4R8DGTG3_ \$LEG:R>9|H9K=0A)=C%& P_O?-G)|C5#5--;3
MDN; " *>7SL2VMRD;/F8.Q8DC|D96R<=/:NB@|26,|+R1I=D@(|1|G; >X;:
MUE&.0<'GVIK>)M.6(2G|1Y?/F/Y+8BP<'>%QGIVK9|-6_V2RNXO*,2"|FV*1CY=W!'M3G|2
M:; %<21/)(@CW@RM&=A*#+-T) |>U(|\$M@82VVZ|T2",0>0WFDD;AA>O3)S| M4GS-;
K=S;HK&7Q/ICO"J22.LH0^8L9*)O.%#'^\$D|&F60S1>4A? M|Y\$R|U|VDKD?-R0/Q|;JZ-C-
%9\$GB&TBMO/>&+ RP9/LS|DVC))&.!CO3DU
MZSENC#"D\H559I8XB8U#+N&6^A!_ &E9A=&K16?I^KVN|221PB5)(PK,DL91M MK?
=;|!'K0H&(:XAOM-KI8T|;2WXN3))%+;:ZSDR9#B0\$!/?))QC%=N:R|
M06*W!CS;463RFF\$9;2OG&TOTSGBFA,YJ>74X=,4R3:LJS.Y!5F54*L0@X4D
M=L<8..:=82:W|=;7;-Y;)?'^!"ES>0
M63;|OI|ZH|*R7|0Z>EW);R2.GEEE,C(1'N5=S# =TR!S^%. (F9&B/J*\$Q6L
M\$,9|3R:HHEU#<1QZ?!.|K<2RBSO+7'V=FWDNLH
MP""3T).0>U=9I^J6VHAO(AQ64!BDJ%&VGHV#V//40| A*M)_ LN|U+|0WV:T
ME,\$IV'(<\$+C'4|FKNV|B;:))J.L1Q6_VN|O(H9+B%+@H)&D#'=O"DQK@<#A
M6|Y\$@\$C82 MOD_PM@X/Y\$T75U'9P-/(LA4\$#;&A=F)X ')L.5^@)>9Q<,B-
JL&MRQ7&V65_M_M\$0M9#Y68ML8QMR3@\$ \$CC)HMFC^Q;H|U:36|(L,MS-
|E|= &_B;3EA\$F;ACEU;)86+|LQNW+U&C|ZE_X2"P\$Z1;I@K|).86\$;G&| M; &"
<4|OL&E|S;T2YM|1UMKR.VEM1%;> " !|9XODW ECE0!D@8'I|;ZFLZPU>
MUU"=X8A,DB*,U;-K62|61'DRNWRB6)5XE\$,+R ML&*HI8A1D| #-G/0^E5%M; \$RM;4@
MFLKEK2);72-01XKJ"=DN+M)-X5@3MS*P|Q|*2|M+N|UZ/4)M&U_P_93#LBNT
MB=6WYR=LH!& /*\$?9KP2X+MC)^48Q3|2UY|+5ET^*"W9 MS!YQ>XNA"N-
V;#Y3DU5V39%.*+4=/N|R>VTUIQ>K&R*|R|H75-N)"6Y& #D% MCUJU|BO'U|3+R5(RD-
I+%,R'"AV*<'G'RFD?6|EH(K73OM,ENB/3RO(:TO!\$H"K@ M@KYB_P_C5|3?
\$!%Z|SYT!MEAC>4,SA@Z*S*Q'T*_ ^/"JMXIN+N=H4L+>%T6 M-F6YO1&WSC<
!M.3C'XT|RN?+=+6KZ2^IZQI4KOR?9X!-YI28QLI90!RI!|' MI6+_,(W?
Q7#"SBEAS>82XF+!UD9"H8Y+9(|Y|5TM|J-AJ-E:W 5!="0^8 MSA57: ><|
M7:W5U#HIZA9&;-X;NM1U+|5=Q");B261@K@M;_(BQ
MG/=LKGC(|ZHVA:NEW;W&IV;JRZR7/FFRN1\$269-K9WJ<\$*3C/'I6W)XN@MK
MRUM;FUDBDEG:Wfy#"!@ 021U4Y&#|T3>*BE|MI#:1;S);A:>Y\$2CRRH/.T|G
M<./J3F2U'J3ZG:W-QX>ACMK.?S4FA?|/)*K/A9%)!8L03@\$ _>-9.L:3J&JW
M|>HMITZHDL*_9DN\$24HF|EMP<' + #9^E;|YJTMGHT=Z;..25WC011S94EV M"C#XZ
MH?9+;.&YL+2%WDU1Z;8;KHL;|6C7IBMS9D)(@U2RZT9)((=-MMQ=S2P"Y
_FQ%C/0EL'DGH,=C1=BLC%DTW4'UIKZ^TNXG|RT1,:?B=(P=S@ MYD0G@CGIG-
;#V=Q)XBTV|J\$)6""TEC?OTJ6?6M1BU6"P32|=WGB:5&^V\$#"| %9 M:D9T/9K6LWD<
'VJV"1-NXWD\$-QG@G"Y..<"J_V75;|1K#238S62IY8N)Y6B M=J#;
%8YR0!R.F:M0^*8YE1(|5S=!9&N8-W-ML'.|ZG 'KG-7I-6CBT :L8 MF*F
2B('+\$D<*/S>|MX+AWAFMYA!.H<9RF&4 E M@02.,=:A31|2&H6MS?6E|>*MJ|6;>
|6.1"9-RAB'3=|04CO6P_B_/|!|T4" MF6|)54EF\$:HRCYE9!'|&8QS4VVE>3;NOD7<4LB2R
LBKD')RD"WC4)PU| M"7'RNL;*K@YP2=P|^@KJ;K539P6,DL*EKJ=(<1R;E4MWSCD?
E6;8^,+:^TRW MO(|:57EG,#PN<-&=K,"?4\$*,?6B+DEH-I&?'X6N(-
+TA8XYC*T'BO;#6+NZMK;WD=VJ<)(JF M-
E&WG<1|N;'C)Z|57O/\$T|,=S+#IJRQVUV+1RUQL)8E0"!M/&6'Y5;.K7IG:
MV@TY9KF%%>X47 "QYR0H8K|S8YZ#J.:3TTJ2RN?(C2&6UNE"Q|1C;*I;#@=B V1Z5 M?
7Q/+ =R2_P|GZ>)X8K=+B1I+@1D|MWRXVGD;2#R*4>*EGE L|DIU|F.9E,@6 M4JXR-
B8^? Z|C|:=Y\$VB='&&\$:AR"V.2/6G4BG*@|_C2UD:H**** "BBB@ H MHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ #C-2T"
|GUZ6_%E'/&+Z&.,,RYVK"4)Y/&P?7CBLZ+ MPYJ\$X9GCN+N MX99"" +6"16W!XH|@-
GW))KI*REUS3#\$CV|Y:&W!9682A0NU=QP/8<|N.:MV>
MH6E^KFTN8IPAPQC;. #4N|=QK1%NB@=**DH**** "BBB@ HHHH **** "L|7+

M3[=I4MOY#SAL\$QI*(V;!!X8].GM]16C4%Y+)#;-)# 9Y!|V,,%R?J>!0!R#: M7JH-
S+=1VD|T39M|OLL& &3@ 9|^U6U|5-,L"0VD1GDDEC(DN@L?|O&2K|3N!+ #
M"KZ5;&N|J2EMH|=62 |9W\$Z@JP4,<?*O @\$ _I6EV9V1D0PZ|.)|K@TH_:8 M|. &R6-
IH|G:26D^|@<8!()|J5|:4/LD&F+HMX=/:,EVS2P>:,Y;):!F8_:J
M2#T,."KR>)I#HW|HO:0!7>-(D6|#\$ER-OVX3
.3UJ>|U|=|M+*2Y@4SWU.|M9-.6W|M\$N)|E;AI%P^|6VJ #D'+ M8.1CCJ:M'3|3?
5X|:GN&CF7 _1.CWE?*9"<[MN=:1|9U4"3=<*PG"R*RK&<_)|T|X7DC.>M=I@48
M'I2YWN/E1RIM+_|LNZM;C3|J>UN)&|N\$W@|V%-HP&8MR-VX|,>#CGI45IH^ MIVES
4BF%V&C>>Y%U^XD54"E?+R,\$XQ|TXZY'2NOP*7%+F8^5'/Z3:72ZQ>7
M|EJHHD|:XY91(S2 G+ @G"X("T%=:!28'I2TF|C2L-;M7)'3|8M|%-LEF
MC:*9C'=QROB)D9|WSJ|06S@|/OKK6&<5B1:U<3_O;?39); 2F+SU?+'#;2P3
M'*Y|YSCM0@9S|_AJ|32U@32;>:29YWFEB;R? MM|N9,9V"0\$ _=W?
RYJ^>78FR.+MO"VJPQ64?V9HQ%# '&GEF+,#*Q+,"3E=W!R
MH)/0@5JZ+HMY:|.W\$|AM:*&=+B||Q3|H9G4|JW7=T'<# '3I6S8>)=*OK2TG2
M|CC%VN88Y& 8|XZ4Y=>LY=:BTRWD2:5HY&/FFWOY7X%7!|BHKK-
UG)\$VV='ECD7,BM\$57+%MOYV|8 !Z#06Z++4='TA!|< M"2LD*JMBJHB||Q3:
M1)PQ&W(QC.0.QJ6TMM3CGL|>ZTN:2WTZ)5MFBEBVR.\$OO;+CN,=|GVLGO/
M(VZ&+3B|W\$9?.B,P 41XW\$-CYL|AC@?A5C_A()|,M9#ITGV2|*K!*)5+.67< M/E|
|,D|>U.|NJ%9#="2^DO)|W4|/EM|R50I9GC9%0\$X1=K\$G!)) R3^%=!
M63I^JRW.H265U9FUN\$B68*) X*,2.2|P<@|?D36M4,M6"BBBD,**** (KA'D
MA=8Y#\$Y4A9 2I|!XKE+KPG=WD=P9'L(9I+=H"JO\$5\$Q)4|I!T_AZ<|3763 MR>3
|FUFV*6VJ,DX'0>|*>*=/*5@'*-G#<4D^CZI<:HFH2QZ5*_D&!HI M5=E
W9R"1UI80\$/<>8+:V>%RX^:0MM^;T_A/YU7 _+7OYY9HK"SM|AK9\$:9O.(5F9=P6
M,XYXQR<#D4V75=476K6Q6SM%2XB:53),P9%7;D\$!2, _V..*6I6A OA9FTZU
MMFN0&BN)&D9%/(R)W+-!^/Y5)+HEY'K5Y?01:,,ER8R/M*-NCVKC@@@ZTFF
M^*!=?:&N|<6|<<,DR,K|MZHY5^W4\$#C _&A52'Q7=2WKVLRZ792JL3&.ZO"C MDNN<
;><= /K5>|G74OE-%:B0/&Z|MVX #&?3%9: ^%|F&Z,UK
M>0P\$-4GF+++=%XG&#EJ%IX10[%X)/M% MI?/\$T_|Q^(?F\$C*5)P#R
N/QJW/XN^Q7MO:W5F58SM!|=,KY6'"@A^G*G<.> M,5'==>+GA0UM2MC
#+.GFW=R8U _=E1P<=3N_2J7.2^7J:E_IUW>Z)'J:6*X2 M2.0!0?
*&QPV/7'%9VH>'=0U&Y2^GDLFNDEC*Q%6,6Q-WRG/)) +9Z=A6C>:K/ M,: '%?
1K:SS2/&B^7*3\$2|ATBN3+&H=YR(=C|OF M+; ^1!|:EV6*PD>+D DC|Z;OSJ*ST" _TI
MHY+"X@9HXVMPD^X@Q;BR9(YW+DCW!J277YHM\$-|SEG?3O+Y<\$=G.75SU(W8Z
M@!CT|5.VN2W4L\$.EP1SO+;"Z+RN414)PHR 3D|_D:/>MY!H43H&HKJ/VUI+"
M^D>W6)S>1G@AF.5P#Q|P'X5J-|LTFL6.H.|0|BWDB>-0<\$L5.1|!#; ^M95SXI
MF@U(64L>GV,@MUF87|WY9R6887 .?NYS|BK,VK:NFKVUA%:Z> _VB%IDD-P^,
M+M!Z) _M<4/F%=799&CE+W5|D.F; ^-\$&%P5PA7)|>M45T/4;FQL=.OIK=;2V*
M%C:O(KR%|!O/&WG|X:E@|3/<\$VZ6>+VW21KZ(N<6^T"..=QQM|1S5^353'
MX=75)W.|*ND(;|SL!M0'W) I>|AZ&>/#MU;)+#;2V|UF9VE6UO%,@.X#.6. M3D-
D@ _|55H/"UU97-M+#|@N!';O\$8KE6*IN??|G7"CH!5J;Q0(|-T^X\$<\$+7 M;-&
|7,NR*%USE6;'7((%0W|BJ:"|MK:1-/M'EMS.6O+P*O#|<*0#N|Z_ C5+F M%
|HJ7VF37T&G!FAB>UN\$G<(#M.W.0/SK'_X0Z1?|)>*|5)+1/+N,*=LP"L%/
ML1N/X&MF|U1|.WTV0QO2F|GCA)CD)4;@3E3CD5DV/C 7VF6UQ|B|N>2?RI(& M?
|@* _RL#CD\$+Q|?A|#6TUQHOSBH|.C',5BFV*|Q#)=;99/4'" C!QG%/WQ>Z7I?#DSV=|
+A,W M%^EVI*G@!D.#|_*:MS:??0ZE/>:=+;@W*JLJ3J2 5& PQ|<8|JS|SQ)?Q17<
MUO9VS1VUZ+, ^9,REB2H#<?*?|W/TJZ-3U*6YDM+>TM9)|=5:X+3.J9;D*AVY)
MQ@|@#D4GS=?Z_K0>FQF?|
(+:O|H6:7S=|ND4N,C/2FIXIN;N28V=M:B*&V6=_M4Y1LDL"N I M&04(I?|
A*Y)+B***"UA5GACF\$-Q/YIU-4Y4'G!:=69:"BBB@ HHHH *****"BBB@ HHHH *****"BBB@
HHHH * M***"BBB@ HHHH *****"BBB@ HHHH *****"BBB@ HHI*
VQC|C#KSR,|JZS+70-4N|>7,L-H(KFYDM|T)+EG8C+| \$8^ MO2MV;6FBBUN3R-?|_-^Z-
W^L _=A_3CKBFGQ+INQ|^THLZJV597VJRKN*EL8R! MS@P^9<-
(V<,V"T)BZGKZUT&GZ6|C|)%S<%T*S1Q M1A5&-N02*JVWBK3Y#="0R1F"40_ZIV,C%
WR #)X_04M_P"*+&W\$ MY!/)) M\$@"AMH#L "6 P#@Y)R;:M+FL'5/\$46EZD+-
XMSO"A4, TLA M,:\$ _KVIXU^"S8QZC)%%< JIBA#R'>5+;>%YX!Z>E1RIJZ-
NC.*R&|3:0KPK MHL#>=LV%\$9A|YPN2!A23T!Q5:3Q7IPU);=95;
(BD>2;=P8X,3|EVXW;AC*XR,YOUJ_9:G9ZCYOV6;>8FVN- MI4@XR."!P1R#T-
%F%T6Z***0PHHHH *KWB3O;L+9XUF_A,JE^A JQ5>|DFB MMG>WB224#Y5=|B_B<'

H YP^&KC;*^S3&EG+EU:(E80P_=GMJW)X&3Z4B^\$
M6BE"Q20M"95F::5"TO8(%VY|J<=<_4BFCQ>TB6RJMA\$|LLL?FSW6V%O+*C*-C M+9+
<=<C5P>) VJRVB?9"D!*R|KC\$A(3<2B8^91G%:>^9^Z5Tl.7"DS&+2Q(J MHD<
A/D':2=Q'9N<|X'K4,G@R5X=Z:G-#.TRR,D80Q(!)O*H"I(X|AD5)' MXL=M\$.HDZ<=TD:
(B71(C+G_EHHY?#WF: ^FHRI: 12-(CQ1E9')4J-YZ<9/3KQ70 <"N>M MO\$?
FZHEO)%&D4US):Q'S/WF| 22RXX!QQ@|Q70CIFH=^I2MT%HHHI%:1110 M4444
(:Y:X|,7\$UNM@):?|&LA>*5U8S0@MN*KCC|:ZDJJP8=:O;K%Q;V,:V+ M2F-29L2N VTN%
(QCOC.<4U?H)E27PWJ TV&SMKR)%!F|W@KN\$C\$Y!:(OGID9
MIMAX3GL|&|KB)FCN89RRH1D)&\$Q|>/UK3_X2?2?*:07,C(K,A*V|C9*YW8P
MO(&#DC@=Z9*@VQL2"%5@="<'H>AK1TSP|=?:J5I(|NUM:0S11!5/F,'96RQZ9&
M/OSFK-CXKTR|L|2=I&A:Y0.\$>-OD!;!N.,+D| G/:G1^(:6|UR#3K4^:'CE M=L,\$
;"H^4D889)&0>,4|R86B;(Z4M(.E+698C=*YM?#UT+XD3V_V-+J2|C4 MH2V|U(P>
<;023|)*Z0|*YF?Q)!-+,UFK6232P*Z2\$R,:EONXQ@|2.M.-|Z M"?
F+IOA: WGEn9|D,Ka%"Z?)"F%SC. ""*I/X+F<\$"0 Q3J5V'#2.S ME&_X"KL*V=
(UIM0N9+69(5G2&.?\$.F|=CYQS@<|&L9O&SKHFHWQL|/M;IK> M.W|S_6#<0&SCC@,?
P-7|Q'NBW/A34|NX4RZA"t49FV#:PX>-D P.,C(YY)K6 MN=(O(|/4:;=F&^6%85>21S\$H
)\$>=N>.#BI|XBTQ7,NR:&;|#\$;6^*K# MMFS(24W
D8P!VZT_>#0FT.PU&R:9|0>VFFF(:2>+=EVZ 8/ 4#H!_C6W6/IV MIW<^IS6-
!|Q131Q)+F&0NN&)&TD@888K8J'?J4@HHHI#"BBB@".>/SH'C#LA
M92N|#@KD=1|US5WX5GU!)3=7|33FW.W29+7:Q:*G,GS?:?E|AR:Z2=I%A/-;D?G54:E?
P0PR&YNW,EU!"1=6BQ?*S8;&,4NLZE?1>(H|&">ZC MA^R^GS?*<<<|AP
M*L#2MNI6-YY|L:6W>##C)?=M^8GU^7|:HIK,69#ST.1^0J?
^RM0@U2|O:*^MHUN|A::U9RI48X(
MD7^596F^(|M89|C4"KPO%,|OL0+EHY&4|HDC9C|:BMM2UJ34KBSNKNZ#P+ "&
M^RV2NH9ERV20<<_I5-2ZDW1TEQIQN-4L+WS<&T\$@V;?O|P!U|8Q68_AAOM1N
M(|1DAYVJ.8 ^M8X M|1:M<3NEK'"=OMGE0R1|6)C*|>F#R:E)|"Y6ZFS;Z"R37MQ<3P-
<74'D,T% MOY2XYY(W'<>>N?RIPT-X+73?LMT(|JPA|E)7BW*ZX (9#U%9MOJ5|<
MVU|&FJ.DMO\$)@)K41S+PDL;H_V8^6J|NPH7 M?
GDL23N|;4KN|M0#T,L4|@N'EAC,LT(#-/|G*8P#>@UDZOK&J:7>1Z;|K>5G
MEB*SQVRM)L;>"NT<9!48..F:45+H4|=38ET.74+FWDU:XBNS\$M|Q1((FA&XX&
MX_.QX&>_>H+3P|_IY1|_ODA>-6A420F1/*+ %E4C<#E23@Y|I*K:EK%WI^A*5
MO=M|<3>7#)?Q+ #MP,G(X&,_G4|&KSZW/:1.?<"UBDLUNFEV*|98E0H|XX(:
M3|*5I6#0DBT+4+._W:ZJCR;/K#(:NW,A8AF;(VNN/O=/05>;36DU:RU"2=? M,MX'B953
NH2SL=108)|*V*D1PV|1-(5&%W-YAZ'GCTJM|J^KRS3V;J ML<^G1NUY-
L^67Y3Y>S_>^|?3&*NW>L26OA&/46EA2YFAC"-(|J>: ^ "<|LG/
MT%%FBKH;%X>FLS*NG7ZPP-*T@MY8C+|P&X,-P)Y&XB6-U;LS N|5Y/:1"9D9V<.,=|
|H|HTK26-IYA9A)MY#*#=1ZYIVD2W\$Z.|TV6_BL1-<(M)+:X2=F2/ VXD?CZU>U&^N
MK*VTK9(6: XNHH96DC)# YX|&L'3_%>HS: ?9+= "*" ^DE!,:O\$ L+ (|*X';E<'
MT(|Z\$I=!NQMMX=W:9IMG|J_X|HFCW^7|_,13.,|= %WEDDMRJ,1"SC:3QU_"JS^)
M=5\$4UQY|H\$\$(%O)A:0-\$2Z L78#()Z=!3M(E|O2>' UG>6XN2!<7RW>=F=N
MUE.WKS|SK|U:N-+N1?37=A>);O<*JS+) #Y@.W@,OS##8X|C@<5A7NK;JUK?W-M-O?
B(6^I+;HHA5@49D&3D'D;C6FDNIW6H7-A#J'E_8U3=*T"EI789Y'0+C'3
MGK2:EU*NBM_PA.FL)UF"S+);I%&SQ@O&RECO#>I9L|JGN_#H?6KVUUIJ<<|
MR*LHEM0Q! P6C^;Y">O<GI6%_PEEQ-+*|NHKIZI;(Z1|;B17E+.I&2#P2HQ
MR.M7|O6M8MRDMWN|B)PQMR|)Z|*+(W"JA4R+'O()STZ9&
M.QK3WK:\$NW4CE|&B24RK>+N\$HEC#Q-@'RQ&P.UP2" ", \$8/K2Q>\$&ME2&VOD
MCMC+%-+'|GY9D(/RG=|H..F#4<7C-86N4N|=EVSBS&W^>-#(/+ #DDE@JGGVZ@
M"G3^+EN;>"32XI9(VG@22|5|H?=-'4_#MKJVH&ZN,\$_M9O(3"-
&=V|>K=CT_*H+7P|,FI0W|Q?>=,CJ|'RMN|B-H_4XSNS2Z_?:A9W, M8A,L-F8F9KB*W|
|#@|!AR0N.<@56T_Q/<3M>^99+,D(AV26SKL?>FXMEF&%| M"2:1H1L;RW!)#;OEX
XP1W9&"M'A"" 1NW88_" D(IWF+W0/A-I9KRXG MOPUQ>030S,L.U;MPH^E:>
MLW5TEUIUE:3^1)=RLIEV|BH5"W /&>!5WD9Z\$"Z!<^9|H:|MC=(B1Q\$6>(U1
M22,INZY/4%<=L55F|P2H|F^NDN)EFEDC,>_%:&GZQ|L?,YWLL;Z9&! M|,JZ?
O+4=XDJ:\$&UI=0FD@?RW,D86V"29*E?G?/S_G'_&ML=*XQO%\$|1OK
MMY66&\$SI%;M;X20Q@X_D_O<\$D>E2G5KL:1>7#ZK,DUNJR>6;-4?YAPH# Y4G
MH<9IND;M7*#6KHVT6IRZA!;02S% M8|:2\$E"@?;|S@\$AL?AG
Q51OT\$R>;PQ.VGQ6<6IM'&IE|Q?+.'#DGH&'(SOR M1|4EEX4^R6D;!O-
_EW\$4^|RL9V(\$QU|XZU)_PE?*89+Q=-N_(5W4.S1*"")#

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I2P_A!QD9R\UZ5)?ZX^G: ^ MUO(-
UKJFC<*JC.JY=F<^G(JHRO9\$Z6*=QX0N+JY62;5BZIYHC#0DD*Z%Q M@9XP!T_&M&ZT-
WLP+&Z-K?)8A<[6;"@ "';@,D?E4%SXKM|>[N;=+&ZF>W\$
MAD*,:!4V|CRP_O#CKQ5JYU"*\MR;+5K>W,0|R9P%D=\$OGD\$ _+VZBDW+J"45L M4V.7?
DP^5>VT,L44D_9+5MIC?&>#(3NR,YS^%%OH%_9W8EBU*W...(0VZ2V MI8P(%PI\P#/
)..>E9G_ "0:PUM)<2.L)LK>":6(Q#|JO=AWY7Y5!P.A/-;\$ M=UJ<6MFT-
Q%>*T+R.GE^6(#D;:D9/S<|<|,TVI(2Y2?1-+O--\$@N|R"|>0|G ME6 H|MZL2| #IT
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DTL2V/F&); ^2V;?C/R=3BFDR6S4G\|V|POE-:WCG|2Z5LOKR6&YM))W(*7*)=#C;4)
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*IO>\$-.L_ * M^PRW5H8FE9# #(!:(06'(' P.V*PKJ^U;+68|>PNYIH|.YFVHS;OM"+&C&G
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#C)Z<4HQ;V9;.H@T>*.YCGFN+BZEC#*AN&4|OV;| M =J@/AZS7#02W-
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ID15&2P8@MCA1TP,GUIUE?/X@N|. *YFGMH8^:T44CPLTH8J^2"&^7 X_V
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6K);7*6RP)ON|F16'R9) (-3D_6JY&NI+D=LUM_1L4S1 M*9(@1&Y'* C|P>U1'2|L6-G 6;?
D|D|_O?G@9|:R-;EO(_\$&B+9>6799| M+(RHP"CK@'^5U)1OU*DF'=VVE6 M-
G')>6D422|.JK|H|ZTLV|FV4|FEG+:1-;H \$B*C"@=, #M7*6|K"ZZE9W%OL,
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!1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1 M110 4444
%)2TE)@4KC2K"|N%N+BSAEF3|KNF3QTI9-+L)D9)+2%U=S(P*#E
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<+T_+)K&+0QM:AFT:QN7G:XA6<3.LC+)R 0,#'I M7;|H|V|VLPNYPR3#<=+_O|
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/2EN|-M|Q)1(F&E01M(O#%0<@9 M|,Y_.N%BN?/MQ=&63|3"FGK;
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@|Z5!-I.G7 GT^UE 8L M|^M@GJ>1U-% \$GV"S-F+|D)!E"D^6-G7/W>G7FF?
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00000002 - Statement - Condensed Consolidated Balance
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Statement - Condensed Consolidated Statements of Changes in Stockholders' Equity
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- Derivative Liabilitieslink:presentationLinklink:calculationLinklink:definitionLink
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Disclosure - Subsequent
Eventslink:presentationLinklink:calculationLinklink:definitionLink 999018 - Disclosure
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Disclosure - Quarterly Financial Data (Unaudited and Restated)
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Disclosure - Stockholders' Equity (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 999044-

Disclosure - Schedule of Monte Carlo Simulation Assumption
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Disclosure - Schedule of Derivative Liabilities
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Disclosure - Derivative Liabilities (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 999047-

Disclosure - Related Party Transactions (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 999048-

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Disclosure - Schedule of Error Corrections And Prior Period Adjustments
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Disclosure - Schedule of Error Corrections And Prior Period Adjustments (Details)
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Disclosure - Schedule of Key Inputs of Warrant Liabilities
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Disclosure - Schedule of Warrant Liabilities
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Disclosure - Schedule of Useful Lives for Property Plant Equipment
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Disclosure - Schedule of Warrants Activity (Details)
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Disclosure - Schedule of Compensation Expense of Restricted Stock Units
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Disclosure - Schedule of Derivative Liability Valuation
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Disclosure - Schedule of Reconciliation of Income Tax Benefit
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XBRL LABEL FILE Entity Addresses, Address Type [Axis] Business Contact [Member]
Related and Nonrelated Parties [Axis] Nonrelated Party [Member] Related Party
[Member] Equity Components [Axis] Common Stock [Member] Additional Paid-in
Capital [Member] Retained Earnings [Member] Preferred Stock [Member] Class of
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Title and Position [Axis] Chief Executive Officer [Member] Debt Instrument [Axis]
Promissory Note [Member] Subsequent Event Type [Axis] Subsequent Event [Member]
Senior Secured Convertible Bridge Notes [Member] Pre-funded Warrants [Member]
Warrant [Member] Investor [Member] Scenario [Axis] Forecast [Member] Institutional
Investor [Member] Collaborative Arrangement and Arrangement Other than
Collaborative [Axis] Securities Purchase Agreement [Member] Revision of Prior Period
[Axis] Revision of Prior Period, Error Correction, Adjustment [Member] Statement of
Income Location, Balance [Axis] Research and Development Expense [Member]
Previously Reported [Member] Revision of Prior Period, Reclassification, Adjustment
[Member] Fair Value Hierarchy and NAV [Axis] Fair Value, Inputs, Level 1 [Member]
Fair Value, Inputs, Level 2 [Member] Fair Value, Inputs, Level 3 [Member] Asset Class
[Axis] US Treasury Securities [Member] Financial Instrument [Axis] Accelerated
Feature [Member] Antidilutive Securities [Axis] Convertible Debt Securities [Member]
Restricted Stock Units (RSUs) [Member] Lease Contractual Term [Axis] Lease
Agreement [Member] Pledging Purpose [Axis] Letter of Credit [Member] New Lease
Agreement [Member] Officer [Member] Officers Spouse [Member] Related Party
Officer [Member] Legal Entity [Axis] Boustead Securities LLC [Member] Measurement
Input Type [Axis] Measurement Input, Expected Term [Member] Measurement Input,
Price Volatility [Member] Measurement Input, Risk Free Interest Rate [Member]
Convertible Note [Member] Alto Convertible Note [Member] 2022 Convertible Bridge
Notes [Member] Statistical Measurement [Axis] Minimum [Member] Maximum
[Member] August 2022 [Promissory Notes Member] August 2022 Convertible Notes
[Member] August 2022 Notes [Member] Plan Name [Axis] 2018 Equity Incentive Plan
[Member] Award Type [Axis] Directors and Officers [Member] Purchase Agreement
[Member] Alliance Global Partners [Member] Sale of Stock [Axis] Offering [Member]
Bridge Financing [Member] Restricted Stock [Member] IPO [Member] 2022
Convertible Note Derivative [Member] December 2021 Notes [Member] Warrant
Liability Boustead Placement Agent Warrants [Member] Over-Allotment Option
[Member] Black Scholes Model [Member] Directors Officers and Consultants
[Member] Warrants [Member] Boustead [Member] Ayrton [Member] Measurement
Input Volume Weighted Average Price [Member] Award Date [Axis] August 2022 Notes
[Member] Measurement Input, Exercise Price [Member] Measurement Input, Default
Rate [Member] Illiquidity Discount [Member] Alto Warrants [Member] Measurement
Input Estimated Fair Value [Member] Derivative Instrument [Axis] Equity Option
[Member] Alto Acceleration Option [Member] December 2021 Notes Derivative
[Member] August 2022 Notes Derivative [Member] 2022 Convertible Notes Derivative
[Member] Notes Derivative [Member] TCG Green Chem Inc [Member] Convertible
Bridge Notes [Member] Lenders [Member] Pre-funded Warrant [Member] Chief
Financial Officer [Member] Warrant Liability Series A Preferred Stock Obligation

~~[Member] Measurement Input Probability of IPO Listing Occurring [Member] Measurement Input Probability of Qualified IPO [Member] Measurement Input Probability of IPO Listing [Member] Warrant Liability August 2022 Warrants [Member] Long-Lived Tangible Asset [Axis] Furniture and Fixtures [Member] Computer Equipment [Member] Equipment [Member] August 2022 Promissory Notes [Member] Notes Payable Related Parties [Member] 2022 Convertible Notes [Member] August 2021 Promissory Notes [Member] 2021 Convertible Notes [Member] General and Administrative Expense [Member] Measurement Input, Share Price [Member] Issuance Date [Member] Settlement [Member] Measurement Input Ipo Date [Member] Measurement Input Share Price Probability Of IPO [Member] Issuance Dates [Member] Income Tax Jurisdiction [Axis] Federal Taxable Income [Member] State Taxable Income [Member] Tax Period [Axis] Tax Year 2016 [Member] Tax Year 2017 [Member] Entity Addresses [Table] Entity Addresses [Line Items] Document Type Amendment Flag Amendment Description Document Registration Statement Document Annual Report Document Quarterly Report Document Transition Report Document Shell Company Report Document Shell Company Event Date Document Period Start Date Document Period End Date Document Fiscal Period Focus Document Fiscal Year Focus Current Fiscal Year End Date Entity File Number Entity Registrant Name Entity Central Index Key Entity Primary SIC Number Entity Tax Identification Number Entity Incorporation, State or Country Code Entity Address, Address Line One Entity Address, Address Line Two Entity Address, Address Line Three Entity Address, City or Town Entity Address, State or Province Entity Address, Country Entity Address, Postal Zip Code Country Region City Area Code Local Phone Number Extension Written Communications Soliciting Material Pre-commencement Tender Offer Pre-commencement Issuer Tender Offer Title of 12(b) Security No Trading Symbol Flag Trading Symbol Security Exchange Name Title of 12(g) Security Security Reporting Obligation Annual Information Form Audited Annual Financial Statements Entity Well-known Seasoned Issuer Entity Voluntary Filers Entity Current Reporting Status Entity Interactive Data Current Entity Filer Category Entity Small Business Entity Emerging Growth Company Elected Not To Use the Extended Transition Period Document Accounting Standard Other Reporting Standard Item Number Entity Shell Company Entity Public Float Entity Bankruptcy Proceedings, Reporting Current Entity Common Stock, Shares Outstanding Documents Incorporated by Reference [Text Block] Contact Personnel Name Defined Benefit Plan [Table] Defined Benefit Plan Disclosure [Line Items] Assets Current assets Cash and cash equivalents Prepaid expenses Marketable securities Accrued interest income Deferred costs Total current assets Property and equipment, net Other assets Operating lease right-of-use asset Total Assets Liabilities and Stockholders' Equity Current Liabilities Accounts payable and accrued expenses Accrued interest payable Notes payable to related parties Convertible notes payable, net Operating lease liability Total Current Liabilities Convertible notes payable non-current, net Derivative liability Operating lease liability non-current Total Liabilities Stockholders' Equity Series A Convertible Preferred Stock, \$0.00001 par value; \$1,000 per share liquidation value; 20,000,000 shares authorized; no shares outstanding Common stock, \$0.00001 par value; 100,000,000 shares authorized; 2,946,099, 2,008,689 and 1,700,414 shares issued and outstanding, respectively Additional paid in capital, as restated Accumulated deficit, as restated Total Stockholders' Equity Total Liabilities and Stockholders' Equity Statement of Financial Position [Abstract] Preferred stock, par value Preferred stock, liquidation preference per share Preferred stock, shares authorized Preferred stock, shares outstanding Common stock, par value Common stock, shares authorized Common stock, shares issued Common stock, shares outstanding Property and equipment, accumulated depreciation Revenue Operating expenses Research and development General and administrative Legal and professional Total operating expenses Loss from operations Other income (expense) Interest expense Interest income Finance fee Change in fair value of derivative liabilities Change in fair value of warrant liabilities, as restated Gain on sale of marketable securities Change in fair value of marketable securities Loss on settlement of convertible debt Gain on settlement of accounts payable Gain on forgiveness of Paycheck Protection Program note payable Total other expense, as restated Net loss~~

Dividend on Series A Convertible Preferred Stock, as restated Deemed dividend on extinguishment of Series A Convertible Preferred Stock, as restated Deemed dividend on modification of equity-classified warrants, as restated Deemed contribution on conversion of preferred stock and settlement of preferred stock dividends, as restated Net loss attributable to common stockholders Weighted average common shares outstanding basic Weighted average common shares outstanding diluted Net loss per share - basic Net loss per share - diluted Statement [Table] Statement [Line Items] Balance Balance, shares Common stock issued for conversion of accrued interest and principal Common stock issued for conversion of accrued interest and principal, shares Common stock issued for restricted stock units Common stock issued for restricted stock units, shares Stock-based compensation Net loss Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated, shares Common stock issued for reverse stock split fractional share round up Common stock issued for reverse stock split fractional share round up, shares Warrants issued for financing costs, net of issuance fees of \$8,727 Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs, as restated Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs, as restated, shares Common stock issued for conversion of accrued interest, as restated Common stock issued for conversion of accrued interest, as restated, shares Common stock issued for exercise of warrants with settlement of notes payable, as restated Common stock issued for exercise of warrants with settlement of notes payable, as restated, shares Common stock issued upon exercise of warrants, as restated Common stock issued upon exercise of warrants, as restated, shares Dividends on Series A convertible preferred stock, as restated Deemed dividend on extinguishment of Series A Preferred Stock Deemed dividend on modification of equity-classified warrants Deemed contribution on conversion of preferred stock and settlement of preferred stock dividend Common shares issued for dividends on and conversion of Series A convertible preferred stock, as restated Common shares issued for dividends on and conversion of Series A convertible preferred stock, as restated, shares Reclassification of fair value of warrant liabilities to equity, as restated Balance Balance, shares Statement of Stockholders' Equity [Abstract] Warrantst of issuance fees Statement of Cash Flows [Abstract] CASH FLOWS FROM OPERATING ACTIVITIES: Adjustments to reconcile net loss to net cash used in operating activities: Depreciation Change in fair value of derivative liability Change in fair value of warrant liabilities Amortization of debt discount and finance fees Gain on marketable securities Change in fair value of marketable securities Accrued interest settled with common stock Loss on settlement of notes payable and convertible notes payable, as restated Fair value of freestanding instruments in excess of proceeds, as restated Gain on settlement on accounts payable Gain on forgiveness of Paycheck Protection Program Stock-based compensation, as restated Changes in operating assets and liabilities: Accrued interest income Prepaid expenses Accounts payable and accrued expenses Accounts payable and accrued expenses - related parties Accrued interest payable, as restated Accrued interest payable - related parties Other assets Change in operating lease asset and liabilities Net cash used in operating activities CASH FLOWS FROM INVESTING ACTIVITIES: Investment in marketable securities Proceeds from disposition of marketable securities Purchase of equipment Net cash provided by (used in) investing activities CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from issuance of common shares and exercise of warrants, as restated Proceeds from note payable-related party Repayment of note payable-related party Proceeds from convertible notes payable Proceeds from notes payable and warrants, as restated Payment for finance costs related to convertible note payable Payment for finance costs Payment of convertible note payable Net cash provided by (used in) financing activities Net change in cash and cash equivalents Cash and cash equivalents, beginning of period Cash and cash equivalents, end of period Cash paid for: Interest Income taxes Supplemental non-cash financing activities: Common stock issued for settlement of debt Warrants issued for financing fees, net of issuance fees of \$8,727 and \$0, respectively, as restated Initial recognition of right of use asset and

liability Common stock issued for conversion of accrued interest, as restated Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated Common stock issued for exercise of warrants with settlement of notes payable, as restated Common shares issued for dividends on and conversion of Series A convertible preferred stock, as restated Reclassification of fair value of warrant liabilities to equity, as restated Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization and Liquidity Accounting Policies [Abstract] Summary of Significant Accounting Policies Leases Leases Notes Payable-related Party Notes Payable-Related Party Debt Disclosure [Abstract] Convertible Notes and Notes Payable Equity [Abstract] Stockholders' Equity Derivative Liabilities Derivative Liabilities Related Party Transactions [Abstract] Related Party Transactions Subsequent Events [Abstract] Subsequent Events Accounting Changes and Error Corrections [Abstract] Restatement of Previously Issued Financial Statements Income Tax Disclosure [Abstract] Income Taxes Quarterly Financial Data Quarterly Financial Data (Unaudited and Restated) Basis of Presentation Reverse Stock Split Basis of Consolidation Reclassifications Use of Estimates Cash and Cash Equivalents Marketable Securities Fair Value of Financial Instruments Derivative Financial Instruments Warrants Research and Development Expenses Net Loss Per Common Stock Deferred Offering Costs Recent Accounting Pronouncements Leases Property and Equipment Convertible Notes Impairment of Long-Lived Assets Stock-Based Compensation Income Taxes Segment Information Schedule of the Error Correction Schedule of Cash and Cash Equivalents Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis Schedule of Anti-dilutive Securities Excluded from Computation of Earnings Per Share Schedule of Key Inputs of Warrant Liabilities Schedule of Warrant Liabilities Schedule of Useful Lives for Property Plant Equipment Schedule of Right-of Use Asset and Lease Information about Operating Lease Schedule of Balance Sheet Information Related to Operating Leases Schedule of Future Non-cancelable Minimum Lease Payments Under Operating Lease Liability Schedule of Warrants Activity Schedule of Restricted Stock Units (RSUs) Schedule of Compensation Expense of Restricted Stock Units Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Schedule of Monte Carlo Simulation Assumption Schedule of Derivative Liabilities Schedule of Derivative Issuance Valuation Inputs Schedule of Derivative Key Valuation Inputs Schedule of Error Corrections And Prior Period Adjustments Schedule of Reconciliation of Income Tax Benefit Schedule of Components of Deferred Tax Assets Schedule of Effective Income Tax Rate Reconciliation Quarterly Financial Data Unaudited And Restated Schedule of Quarterly Financial Data Collaborative Arrangement and Arrangement Other than Collaborative [Table] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Number of shares issued Sale of stock membership percentage Net income loss Revenues Working capital Proceeds from issuance of debt Notes term Number of warrants issued Exercise price Proceeds from issuance of equity Conversion of stock, shares issued Working capital Proceeds from convertible debt Debt Instrument, Face Amount Class of Warrant or Right, Outstanding Proceeds from Issuance of Warrants Initiated a capital offering Share price Reverse stock split Adjustments to additional paid in capital stock split Research and development expense General and administrative expense Net Loss Cash Money market funds Total cash and cash equivalents Platform Operator, Crypto Asset [Table] Platform Operator, Crypto Asset [Line Items] Assets United States Treasury Bonds Total Assets Liabilities Derivative Liability Total Liabilities Liabilities Derivative Liability - Warrants Derivative Liability - Accelerated feature Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Anti-dilutive securities Minimum bid price Cash FDIC insured amount Cash, uninsured amount Marketable securitie outstanding balance Marketable securities unrealized gain loss Share based compensation Interest income Marketable securities realized gain loss Marketable securities Share based compensation Research and development, net of contract expense reimbursements Number of reportable operating segments Schedule Of Right-of Use Asset And Lease Information About Operating Lease

Operating lease cost Variable lease cost Sublease income Total lease cost Operating cash flows from operating leases Right-of-use assets obtained in exchange for new operating lease liabilities Total lease cost Other information Weighted-average remaining lease term - operating leases (year) Weighted-average discount rate - operating leases Schedule Of Balance Sheet Information Related To Operating Leases Weighted-average remaining lease term (year) Remainder of fiscal year Year one Year one Year one Year one Year one Total future minimum lease payments Less: imputed interest Present value of payments Lessee, Lease, Description [Table] Lessee, Lease, Description [Line Items] Lease payment Lease expiration date Payments for rent Lease term Rent variable rate Operating lease description Percentage of rent abatement Estimated monthly common area maintenance cost Security deposit Common area maintenance cost Deposits Short-Term Debt [Table] Short-Term Debt [Line Items] Principal amount Interest rate Interest expense Debt instrument, maturity date Debt instrument maturiy date description Proceeds from (repayments of) related party debt Accrued interest Loan transaction amount Related Party Transaction, Rate Related Party Transaction, Date Interest paid Increase accrued interest Payments upon subscription Warrants to purchase of common stock Repayments of accrued interest Principal balance Number of warrants to purchase Exercise price of warrants Proceeds from convertible note payable Debt description Derivative liability Convertible notes payable Payment for placement agent Expected years Warrants and rights outstanding measurement input Estimated fair value Allocation of financing costs Warrant derivative liability Equity warrant as reduction in additional paid-in capital Unamortized discount Legal fees Interest fee Debt principal amount Interest expense debt Cash collateral Convertible Notes Amortization of debt discount Debt, principal Accrued interest Settlements in form of shares Interest paid Payment including principal and accrued interest Loss on settlement of convertible debt Effective interest rate Principal balance Amortization expense Convertible note payable Term notes issued Term note description Notes payable Debt maturity date Promissory note Issuance cost Fair value measurement Warrants issuance Conversion price per share Volatility Risk free rate Warrants outstanding and exercisable Deemed dividend on modification of equity classified warrants Expected term Gain (loss) on extinguishment of debt Share-based compensation arrangement by share-based payment award, options, exercises in period Stock issued during period, value, new issues Interest rate Debt instrument conversion rate Fees paid Debt issuance costs related party Principal increase decrease rate Debt issuance costs related party Payments of derivative issuance costs Debt Instrument, Convertible, Conversion Price Warrant Gain (loss) on sale of assets and asset impairment charges Notes issued Finance fee Long-Term Debt, Gross Debt Instrument, Unamortized Discount, Current Issuance of warrants shares Proceeds from Issuance of Private Placement Accumulated Other Comprehensive Income (Loss) [Table] Accumulated Other Comprehensive Income (Loss) [Line Items] Number of warrants outstanding, balance Weighted average exercise price, outstanding balance Weighted average life (years), outstanding balance Number of warrants outstanding, granted Weighted average exercise price, outstanding granted Number of warrants outstanding, balance Weighted average exercise price, outstanding balance Weighted average life (years), outstanding balance Weighted average life (years), granted Number of warrants outstanding, exercised Weighted average exercise price, outstanding exercised Number of RSUs, Outstanding, Beginning Balance Weighted Average Grant Date Fair Value Per RSU, Beginning Balance Number of Stock Option Outstanding, Granted Weighted Average Exercise Price, Granted Number of Stock Option Outstanding, Forfeiture Weighted Average Grant Date Fair Value Per RSU, Forfeiture Number of RSUs, Vested Weighted Average Grant Date Fair Value Per RSU, Vested Number of RSUs, Outstanding, Ending Balance Weighted Average Grant Date Fair Value Per RSU, Ending Balance Number of Stock Option Outstanding, Granted Weighted Average Exercise Price, Granted Common stock issued for conversion of convertible debt, shares Accrued interest settled with common stock Loss on settlement of convertible debt Restricted stock award granted shares Shares issued for round up of reverse split fractional shares Exercise price per share Aggregate intrinsic value of warrants Common stock reserved for future issuance

Share granted under equity incentive plan Number of shares vested under plan
Restricted stock award granted value Compensation under research and development
Unrecognized compensation cost Weighted average term Sale of stock consideration
received per transaction Share based compensation arrangement by share based
payment award description Proceeds from issuance of common stock Escrow deposit
Right offering Escrow deposit Initial public offering description Commitment fee
Related expense Direct cost Offering price Retainer fee Common stock vesting of
restricted stock unit Common stock issued for cash, shares Stock issued upon
completion Number shares issued for conversion of note, shares Number shares issued
for conversion dividends payable, shares Common stock issued for dividends payable
Cumulative dividends, shares Shares exercised Gain (Loss) on Sale of Assets and Asset
Impairment Charges Conversion of Stock, Shares Issued Fair value adjustment of
warrants Common stock issued for cash upon initial public offering and exercise of
warrants Stock issued for cash, shares Cumulative dividends percentage Preferred
stock value share Exercise price Deemed dividend Conversion price percentage
conversion price Deemed contribution Cumulative dividends Stock issued for
conversion, value Warrants description Warrant share price Additional paid in capital
Warrants liability Warrants obligation liability Warrant liabilities exercised Warrant
term Volatility rate Four year warrant to purchase Aggregate intrinsic value of
warrants Unrecognized compensation cost Weighted Average Life (Years), Outstanding
Ending Warrants measurement input Time period (years) Debt Instrument,
Measurement Input Time period (years) Estimated fair value issuance Estimated fair
value Balance, warrants Gain on change in fair value of the derivative Balance,
warrants Addition of new derivatives Gain loss on change in fair value Settlements
Derivative liability non-current Derivative fair value Share price Derivative discount
percentage Warrants price Research, development expense Payments to invoices in
research and development Subsequent Event [Table] Subsequent Event [Line Items]
Accruing interest percentage Original issue discount percentage Outstanding balance
percentage Warrants to purchase shares of common stock Repayment of convertible
note Secured debt Proceeds from secured debt Shares issued Shares Issued, Price Per
Share Sale of Stock, Price Per Share Proceeds from Issuance or Sale of Equity Share
Price Consecutive trading days Reverse common stock shares outstanding Share based
payment award description Restricted stock units Restricted stock value Convertible
debt Additional paid in capital Research and development, net of contract expense
reimbursements Net loss from operations Interest expenses Financing fee Change in
fair value of warrant liabilities Loss on extinguishment of debt Net loss Dividend on
Series A Preferred Stock Deemed dividend on extinguishment of Series A Preferred
Stock Deemed dividend on modification of equity-classified warrants, as restated
Deemed contribution on conversion of preferred stock and settlement of preferred
stock dividends, as restated Net loss attributable to common stockholders Net loss per
shares - Basic Net loss per shares - Diluted Common stock issued for cash Warrants
exercised for cash Warrants issued for financing costs Common stock issued for
conversion of accrued interest Common stock issued upon conversion of convertible
debt and exercise of related warrants Common stock issued for exercise of warrants
with settlement of notes payable Dividends on Series A preferred stock Common shares
issued for dividends on and conversion of Series A preferred stock Reclassification of
fair value of warrant liability to equity upon initial public offering Change in fair value
of derivative liabilities Fair value of freestanding instruments in excess of proceeds
Gain on interest relief on conversion of notes payable Stock-based compensation
Accrued interest payable Proceeds from issuance of common shares and warrants
Proceeds from notes payable and warrants Payment for finance costs related to
convertible notes payable Supplemental non-cash financing activities: Common stock
issued upon conversion of convertible debt Common stock issued for exercise of
warrants with settlement of notes payable Common shares issued for dividends on and
conversion of Series A preferred stock Warrants issued for financing fees, net of
issuance fees of \$8,727 and \$0, respectively Stock compensation Accrued dividends
Issuance cost Warrants Warrants from liability Debt instrument Fair value of warrants
Derivatives loss Net income loss Increase decrease of notes payable Increase decrease

in preferred stock Increase decrease in dividend liability Estimated fair value of company's stock Estimated IPO date Warrant liabilities Issued Exercised (settled) Gain on change in fair value Reclassifications to stockholders' equity Warrant liabilities Property, Plant and Equipment [Table] Property, Plant and Equipment [Line Items] Property plant and equipment useful life Number of shares issued Number of shares issued Amount due upon acceleration Carrying value IPO date Probability of IPO acceleration Probability of Maturity Time period to maturity (years) Discount rate Estimated fair value Fair Value Measurement Inputs and Valuation Techniques [Table] Fair Value Measurement Inputs and Valuation Techniques [Line Items] Estimated IPO date Time period (years) Discount rate U.S. statutory rate Federal tax benefit at statutory rate State income taxes, net of federal tax effect Rate change R & D tax credits Return to provision adjustments Permanent differences Derivative Debt Discount Amortization Change in FMV of Warrant Liability Loss on convertible note conversion Other Change in valuation allowance Shortfall of stock compensation expense Other adjustments Income tax expense Net operating loss carryforwards Fixed assets Intangibles (includes Section 174 capitalization) R&D tax credits Equity based compensation Interest & other accrued expenses Lease asset/(liability) Total Change in fair market value of securities Prepaid expenses State income tax deferred Fixed assets Total Total deferred tax asset Less: valuation allowance Net deferred tax asset Federal income tax benefit at statutory rate State income tax benefit, net of federal tax effect Change in tax rate R&D tax credits Return to provision adjustments Permanent differences Derivative Debt Discount Amortization Change in FMV of Warrant Liability Loss on convertible note conversion Other Change in valuation allowance Shortfall of stock compensation expense Other adjustments Total income tax expense Effective Income Tax Rate Reconciliation [Table] Effective Income Tax Rate Reconciliation [Line Items] Research and development expenses Net operating loss Carried forward Operating loss carryforwards Federal income tax State income tax Future taxable income Federal Research and Development Carried forward R&D tax credits Accumulated deficit Schedule Of Quarterly Financial Data Details Increase decrease in additional paid in capital Finance fee. Loss on settlement of convertible debt. Gain on forgiveness of note payable. Common Stock To Be Issued [Member] Stock Issued During Period Value Conversion Of Accrued Interest And Principal. Stock Issued During Period Shares Conversion Of Accrued Interest And Principal. Accrued interest settled with common stock. Increase decrease in accrued interest payable - related parties. Proceeds from issuance of common stock and exercise of warrants. Warrants issued for financing fees. Initial recognition of right of use asset and liability. Warrants issuance fees. Common stock issued for exercise of warrants with settlement of notes payable. Institutional Investor [Member] Securities Purchase Agreement [Member] Working capital. Schedule of Useful Lives for Property Plant Equipment [Table Text Block] Convertible Note [Policy Text Block] Warrants [Policy Text Block] TCG Green Chem Inc [Member] New Lease Agreement [Member] Rent Variable Rate 1. Common area maintenance cost. Other information [Abstract] Officers Spouse [Member] Related Party Officer [Member] Boustead Securities LLC [Member] Convertible Note [Member] Interest fee amount. Accrued interest value to issue shares. Common stock vesting of restricted stock unit. Stock issued during period shares conversion of preferred shares. Stock issued during period shares conversion of dividends. Stock issued during period value dividends payable. Alto Convertible Note [Member] Boustead [Member] Ayrton [Member] Share based compensation arrangement by share based payment award non option equity instruments outstanding in period weighted average exercise price. Share based compensation arrangement by share based payment award non option grant in period weighted average exercise price. Weighted Average Remaining Life in Years Outstanding, Granted. Weighted Average Remaining Life in Years Outstanding. Notes Payable Related Parties [Member] 2018 Equity Incentive Plan [Member] Class pf warrant or right number of securities called by warrants or rights value. Derivative discount percentage. Measurement Input Volume Weighted Average Price [Member] Derivative gain loss on derivative warrants. Accelerated Feature [Member] Addition of new derivatives recognized as debt discounts. Schedule Of Pretax Income From Continuing Operations [Table Text Block] Deferred tax assets based compensation.

Deferred tax assets lease liabilities. Deferred tax assets liabilities net before valuation allowances. Deferred tax liabilities fair market value. Effective income tax rate reconciliation change in tax rate. Effective income tax rate reconciliation return to provision adjustments. Payments to invoices in research and development. Income tax reconciliation provision adjustments. Purchase Agreement [Member] Additional escrow deposit. Initial public offering description. Deferred tax liabilities finite lived assets. Notes Payable Related Party [Disclosure Text Block] Shortfall of stock compensation expense Effective income tax rate reconciliation short fall of stock compensation expense. Deferred tax assets operating loss carried forward Deferred tax assets operating loss carried forward future federal income. Illiquidity Discount [Member] Federal Taxable Income [Member] State Taxable Income [Member] Estimated monthly common area maintenance cost. Payment for placement agent. Deemed dividend on extinguishment of series preferred stock. Fair value of free standing Instruments In excess of proceeds. Common stock issued upon conversion of convertible debt. Schedule of Warrant Liabilities [TableTextBlock] Warrant liabilities. Warrant liabilities issued. Warrant liabilities exercised. Quarterly Financial Data [TextBlock] Schedule of Quarterly Financial Data [TableTextBlock] Warrant liability. Schedule of Derivative Key Valuation Inputs [TableTextBlock] Measurement Input Share Price Probability Of IPO [Member] Settlement [Member] 2022 Convertible Note Derivative [Member] Cumulative dividends percentage. Warrant obligation liability. Gain on settlement of accounts payable. Stock issued during period value warrants exercised. Stock issued during period shares warrants exercised. Schedule Of Error Corrections And Prior Period Adjustments [TableTextBlock] Measurement Input Ipo Date [Member] August 2022 [Promissory Notes Member] 2022 Convertible Bridge Notes [Member] Gain on settlement on accounts payable. Derivative liability warrants. Derivative liability accelerated feature. Dividends on series preferred stock. Proceeds from notes payable and warrants. Reclassification of fair value of warrant liability to equity upon initial public offering. Common shares issued for dividends on and conversion of series preferred stock. Reclassifications to stockholders equity. December 2021 Notes [Member] August 2022 Notes [Member] Warrants description. Weighted average remaining contractual term1. August 2022 Promissory Notes [Member] 2022 Convertible Notes [Member] Weighted average exercise price Directors Officers and Consultants [Member] Share based compensations. Derivative liability measurement duration. Issuance of warrants shares Stock issued upon completion. Stock issued upon completion, shares. Deemed dividend on modification of equity-classified warrants. Deemed contribution on conversion of preferred stock and settlement of preferred stock dividends. Deemed dividend. Gain on change in fair value. Common stock issued for conversion of accrued interest as restated. Common stock issued upon conversion of convertible debt and exercise of related warrants as restated. Deemed dividend on modification of equity classified warrants as restated. Deemed contribution on conversion of preferred stock and settlement of preferred stock dividends as restated. Warrant Liability Series A Preferred Stock Obligation [Member] Warrant Liability August 2022 Warrants [Member] Warrant Liability Boustead Placement Agent Warrants [Member] August 2021 Promissory Notes [Member] 2021 Convertible Notes [Member] Issuance Dates [Member] Issuance Date [Member] Derivative liability of probability acceleration. Deemed contribution of conversion of preferred stock and settlement of preferred stock dividends. Schedule of Derivative of Settlement Valuation [Table Text Block] Derivative liability of discount rate. Notes Derivative [Member] Derivative liability of acceleration. Derivative liability of carrying value measurement date. Reverse common stock shares outstanding. Fair value adjustment of warrant. Deemed dividend on extinguishment of series preferred stock as restated. Warrant share price. Increase decrease in issuance cost. Increase decrease in warrants. Increase decrease in warrants from liability. Increase decrease in fair value of warrants. Increase decrease in net income loss. Warrants estimated fair value. Measurement Input Probability of IPO Listing Occurring [Member] Measurement Input Probability of IPO Listing [Member] Measurement Input Probability of Qualified IPO [Member] Black Scholes Model [Member] Measurement Input Estimated Fair Value [Member] August 2022 Notes [Member] Increase decrease in preferred stock. Increase

decrease in dividend liability. Deemed dividend on extinguishment of series A preferred stock. Gain on interest relief on conversion of notes payable. August 2022 Convertible Notes [Member] Derivative liability discount rate. Alto Warrants [Member] Derivative Settlements on Derivative [Warrants] Alto Acceleration Option [Member] December 2021 Notes Derivative [Member] August 2022 Notes Derivative [Member] 2022 Convertible Notes Derivative [Member] Deemed contribution on conversion of preferred stock and settlement of preferred stock dividend. Common stock issued for cash. Warrants exercised for cash. Income Tax Reconciliation Foreign Income Tax Permanent Differences [Abstract] Permanent differences loss on convertible note. Permanent differences other. Effective Income Tax Rate Reconciliation Permanent Differences [Abstract] Permanent differences loss on convertible note conversion. Permanent differences other. Differences derivative debt discount amortization. Differences derivative debt discount amortization. Differences change in FMV of warrant liability Change in FMV of warrant liability. Common stock issued for settlement of debt. Reverse Stock Split [Policy Text Block] Deferred Offering Costs [Policy Text Block] Percentage of rent abatement. Lease Agreement [Member] Schedule of Balance Sheet Information Related to Operating Leases [Table Text Block] Intrinsic value. Convertible notes payable current noncurrent. Common stock issued for reverse stock split fractional share round up. Warrants [Member] Promissory Note [Member] Senior Secured Convertible Bridge Notes [Member] Pre-funded Warrants [Member] Directors and Officers [Member] Pre-funded Warrant [Member] Alliance Global Partners [Member] Offering [Member] Bridge Financing [Member] Convertible Bridge Notes [Member] Lenders [Member] Payment for finance costs related to convertible note payable. August 2022 Notes [Member] [Default Label] Assets, Current Assets [Default Label] Liabilities, Current Liabilities [Default Label] Equity. Attributable to Parent Liabilities and Equity Operating Expenses Interest Expense. Nonoperating FairValueAdjustmentOfWarrant Nonoperating Income (Expense) Preferred Stock Dividends, Income Statement Impact DeemedDividendOnExtinguishmentOfSeriesPreferredStockAsRestated DeemedContributionOnConversionOfPreferredStockAndSettlementOfPreferredStockDiv. Shares, Outstanding DividendsOnSeriesPreferredStock GainOnSettlementOnAccountsPayable Increase (Decrease) in Accrued Interest Receivable, Net Increase (Decrease) in Prepaid Expense Increase (Decrease) in Accounts Payable and Accrued Liabilities Increase (Decrease) in Other Operating Assets Net Cash Provided by (Used in) Operating Activities Payments to Acquire Marketable Securities Payments to Acquire Property, Plant, and Equipment Net Cash Provided by (Used in) Investing Activities PaymentForFinanceCostsRelatedToConvertibleNotePayable Net Cash Provided by (Used in) Financing Activities Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations CommonStockIssuedForConversionOfAccruedInterestAsRestated CommonStockIssuedUponConversionOfConvertibleDebtAndExerciseOfRelatedWarrants. Lessee, Operating Leases [Text Block] Equity [Text Block] Derivatives and Fair Value [Text Block] Lessee, Leases [Policy Text Block] Income Tax, Policy [Policy Text Block] Interest Income (Expense), Operating Sublease Income Lessee, Operating Lease, Liability, to be Paid, Year Two Lessee, Operating Lease, Liability, to be Paid, Year Three Lessee, Operating Lease, Liability, to be Paid, Year Four Lessee, Operating Lease, Liability, to be Paid, Year Five Lessee, Operating Lease, Liability, to be Paid Lessee, Operating Lease, Liability, Undiscounted Excess Amount Derivative Liability [Default Label] Debt Instrument, Periodic Payment, Interest Debt Instrument, Convertible, Conversion Ratio Payment of Financing and Stock Issuance Costs Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn. SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsOutstan. Share-Based Compensation Arrangement by Share-Based Payment Award, Equity

~~Instruments Other than Options, Nonvested, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price~~
~~AccruedInterestValueToIssueShares AdditionalEscrowDeposit Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Outstanding Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest DeemedDividendOnExtinguishmentOfSeriesPreferredStock~~
~~DeemedDividendOnModificationOfEquityclassifiedWarrantsAsRestated DeemedContributionOnConversionOfPreferredStockAndSettlementOfPreferredStockDiv GainOnInterestReliefOnConversionOfNotesPayable Income Taxes Paid IncreaseDecreaseInIssuanceCost IncreaseDecreaseInWarrants Warrant liabilities. DerivativeLiabilityOfDiscountRate Effective Income Tax Rate Reconciliation, Tax Credit, Research, Amount Income Tax Expense (Benefit) Deferred Tax Assets, Gross DeferredTaxLiabilitiesFairMarketValue Deferred Tax Liabilities, Prepaid Expenses Deferred Tax Assets, Deferred Income DeferredTaxLiabilitiesFiniteLivedAssets Deferred Tax Liabilities, Gross~~
~~DeferredTaxAssetsLiabilitiesNetBeforeValuationAllowances Deferred Tax Assets, Valuation Allowance Deferred Tax Assets, Net of Valuation Allowance Effective Income Tax Rate Reconciliation, Tax Credit, Research, Percent~~
~~EffectiveIncomeTaxRateReconciliationReturnToProvisionAdjustments EffectiveIncomeTaxRateReconciliationPermanentDifferencesDerivativeDebtDiscountAm EffectiveIncomeTaxRateReconciliationPermanentDifferencesDerivativeChangeInFMVOf EffectiveIncomeTaxRateReconciliationPermanentDifferencesLossOnConvertibleNoteCor EffectiveIncomeTaxRateReconciliationPermanentDifferencesOther Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Percent EffectiveIncomeTaxRateReconciliationShortFallOfStockCompensationExpense Effective Income Tax Rate Reconciliation, Other Adjustments, Percent Effective Income Tax Rate Reconciliation, Percent~~
~~DeferredTaxAssetsOperatingLossCarriedForwardFutureFederalIncome Deferred Tax Assets, Tax Credit Carryforwards, Research EX-101.PRE 19-shph-20240630_pre.xml XBRL PRESENTATION FILE XML 21 R1.htm IDEA: XBRL DOCUMENT~~
~~Cover 6 Months Ended Jun. 30, 2024~~
~~Entity Addresses [Line Items] Document TypeS-1Amendment FlagfalseEntity Registrant NameSHUTTLE PHARMACEUTICALS HOLDINGS, INC.Entity Central Index Key0001757499Entity Primary SIC Number2834Entity Tax Identification Number 82-5089826Entity Incorporation, State or Country CodeDEEntity Address, Address Line One401 Professional DriveEntity Address, Address Line TwoSuite 260Entity Address, City or TownGaithersburgEntity Address, State or ProvinceMDEntity Address, Postal Zip Code20879City Area Code(240)Local Phone Number430-4212Entity Filer Category Non-accelerated FilerEntity Small BusinesstrueEntity Emerging Growth Companytrue Elected Not To Use the Extended Transition PeriodfalseBusiness Contact [Member] Entity Addresses [Line Items] Entity Address, Address Line One401 Professional Drive Entity Address, Address Line TwoSuite 260Entity Address, City or TownGaithersburg Entity Address, State or ProvinceMDEntity Address, Postal Zip Code20879City Area Code(240)Local Phone Number430-4212Contact Personnel Name Anatoly Dritschilo, M.D.~~
~~-Definition~~

~~Boolean flag that is true when the XBRL content amends previously filed or accepted~~

submission.

+ References

No definition available.

+ Details

**Name:dei_AmendmentFlag Namespace Prefix:dei_ Data Type:xbrli:booleanItemType
Balance Type:na Period Type:duration**

-Definition

Area code of city

+ References

No definition available.

+ Details

**Name:dei_CityAreaCode Namespace Prefix:dei_ Data Type:
xbrli:normalizedStringItemType Balance Type:na Period Type:duration**

-Definition

Name of contact personnel

+ References

No definition available.

+ Details

**Name:dei_ContactPersonnelName Namespace Prefix:dei_ Data Type:
xbrli:normalizedStringItemType Balance Type:na Period Type:duration**

-Definition

The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'.

+ References

No definition available.

+ Details

**Name:dei_DocumentType Namespace Prefix:dei_ Data Type:
dei:submissionTypeItemType Balance Type:na Period Type:duration**

-Definition

Address Line 1 such as Attn, Building Name, Street Name

+ References

No definition available.

+ Details

**Name:dei_EntityAddressAddressLine1 Namespace Prefix:dei_ Data Type:
xbrli:normalizedStringItemType Balance Type:na Period Type:duration**

[-Definition](#)

Address Line 2 such as Street or Suite number

[+References](#)

No definition available.

[+Details](#)

*Name:dei_EntityAddressAddressLine2 Namespace Prefix:dei_ Data Type:
xbrli:normalizedStringItemType Balance Type:na Period Type:duration*

[-Definition](#)

Name of the City or Town

[+References](#)

No definition available.

[+Details](#)

*Name:dei_EntityAddressCityOrTown Namespace Prefix:dei_ Data Type:
xbrli:normalizedStringItemType Balance Type:na Period Type:duration*

[-Definition](#)

Code for the postal or zip code

[+References](#)

No definition available.

[+Details](#)

*Name:dei_EntityAddressPostalZipCode Namespace Prefix:dei_ Data Type:
xbrli:normalizedStringItemType Balance Type:na Period Type:duration*

[-Definition](#)

Name of the state or province.

[+References](#)

No definition available.

[+Details](#)

*Name:dei_EntityAddressStateOrProvince Namespace Prefix:dei_ Data Type:
dei:stateOrProvinceItemType Balance Type:na Period Type:duration*

[-Definition](#)

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

[+References](#)

No definition available.

[+Details](#)

Name:dei_EntityAddressesLineItems Namespace Prefix:dei_ Data Type:

xbrli:stringItemType Balance Type:na Period Type:duration

-Definition

A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK.

+References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef> -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2

+Details

Name:dei_EntityCentralIndexKey Namespace Prefix:dei_ Data Type: dei:centralIndexKeyItemType Balance Type:na Period Type:duration

-Definition

Indicate if registrant meets the emerging growth company criteria.

+References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef> -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2

+Details

Name:dei_EntityEmergingGrowthCompany Namespace Prefix:dei_ Data Type: xbrli:booleanItemType Balance Type:na Period Type:duration

-Definition

Indicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards.

+References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef> -Publisher SEC -Name Securities Act -Number 7A -Section B -Subsection 2

+Details

Name:dei_EntityExTransitionPeriod Namespace Prefix:dei_ Data Type:

~~xb:li:booleanItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure.~~

~~+References~~

~~Reference 1: <http://www.xbrl.org/2003/role/presentationRef> -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2~~

~~+Details~~

~~Name:dei_EntityFilerCategory Namespace Prefix:dei_ Data Type: dei:filerCategoryItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Two-character EDGAR code representing the state or country of incorporation.~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:dei_EntityIncorporationStateCountryCode Namespace Prefix:dei_ Data Type: dei:edgarStateCountryItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Primary Standard Industrial Classification (SIC) Number for the Entity.~~

~~+References~~

~~Reference 1: <http://www.xbrl.org/2003/role/presentationRef> -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f~~

~~+Details~~

~~Name:dei_EntityPrimarySicNumber Namespace Prefix:dei_ Data Type: dei:sicNumberItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC.~~

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC-Name Exchange Act-Number 240-Section 12-Subsection b-2>

[+ Details](#)

Name:dei_EntityRegistrantName Namespace Prefix:dei_ Data Type: xbrli:normalizedStringItemType Balance Type:na Period Type:duration

[- Definition](#)

Indicates that the company is a Smaller Reporting Company (SRC).

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC-Name Exchange Act-Number 240-Section 12-Subsection b-2>

[+ Details](#)

Name:dei_EntitySmallBusiness Namespace Prefix:dei_ Data Type: xbrli:booleanItemType Balance Type:na Period Type:duration

[- Definition](#)

The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC-Name Exchange Act-Number 240-Section 12-Subsection b-2>

[+ Details](#)

Name:dei_EntityTaxIdentificationNumber Namespace Prefix:dei_ Data Type: dei:employerIdItemType Balance Type:na Period Type:duration

[- Definition](#)

Local phone number for entity.

[+ References](#)

No definition available.

+ Details

Name:dei_LocalPhoneNumber Namespace Prefix:dei Data Type:
xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Details

Name:dei_EntityAddressesAddressTypeAxis=dei_BusinessContactMember Namespace
Prefix: Data Type:na Balance Type: Period Type: XML 22 R2.htm IDEA: XBRL
DOCUMENT

Condensed Consolidated Balance Sheets - USD Sep. 30, Dec. 31, Dec. 31,
(\$) 2024 2023 2022

<u>Current assets</u>	<u>Cash and cash equivalents</u>	<u>\$ 156,656</u>	<u>\$ 2,576,416</u>	<u>\$ 8,417,203</u>	<u>Prepaid</u>
<u>expenses</u>	<u>103,040</u>	<u>114,473</u>	<u>161,148</u>	<u>Marketable securities</u>	<u>2,887,215</u>
<u>income</u>	<u>414,901</u>	<u>Deferred costs</u>	<u>101,651</u>	<u>Total current assets</u>	<u>361,351</u>
<u>Property and equipment, net</u>	<u>21,160</u>	<u>24,827</u>	<u>12,592</u>	<u>Other assets</u>	<u>6,480</u>
<u>right-of-use asset</u>	<u>291,057</u>	<u>333,904</u>	<u>56,122</u>	<u>Total Assets</u>	<u>673,568</u>
<u>Current Liabilities</u>	<u>Convertible notes payable, net</u>	<u>595,999</u>	<u>Operating lease liability</u>	<u>58,652</u>	<u>52,479</u>
<u>notes payable non-current, net</u>	<u>135,089</u>	<u>Derivative liability</u>	<u>74,107</u>	<u>414,512</u>	<u>Operating</u>
<u>lease liability non-current</u>	<u>255,605</u>	<u>304,127</u>	<u>Total Liabilities</u>	<u>1,988,945</u>	<u>1,895,965</u>
<u>Stockholders' Equity</u>	<u>Series A Convertible Preferred Stock, \$0.00001 par value;</u>	<u>\$1,000 per share liquidation value; 20,000,000 shares authorized; no shares</u>	<u>outstanding</u>	<u>Common stock, \$0.00001 par value; 100,000,000 shares authorized;</u>	<u>2,946,099, 2,008,689 and 1,700,414 shares issued and outstanding, respectively</u>
<u>Additional paid-in capital, as restated</u>	<u>31,664,226</u>	<u>29,489,055</u>	<u>26,518,433</u>	<u>Accumulated</u>	<u>deficit, as restated</u>
<u>(1,315,377)</u>	<u>4,055,771</u>	<u>7,677,869</u>	<u>Total Liabilities and Stockholders' Equity</u>	<u>673,568</u>	<u>5,951,736</u>
<u>Nonrelated Party [Member]</u>	<u>Current Liabilities</u>	<u>Accounts payable</u>	<u>and accrued expenses</u>	<u>1,348,444</u>	<u>282,860</u>
<u>Related Party [Member]</u>	<u>Current Liabilities</u>	<u>Accounts payable and accrued expenses</u>	<u>446</u>	<u>12,500</u>	<u>Accrued interest payable</u>
<u>\$ 250,000</u>	<u>\$ 685,473</u>	<u>2,137</u>	<u>98,135</u>	<u>Notes payable to related parties</u>	

- Definition

Sum of the carrying values as of the balance sheet date of obligations incurred through
that date and due within one year (or the operating cycle, if longer), including
liabilities incurred (and for which invoices have typically been received) and payable to
vendors for goods and services received, taxes, interest, rent and utilities, accrued
salaries and bonuses, payroll taxes and fringe benefits.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(20\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(20))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(19\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(19))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_AccountsPayableAndAccruedLiabilitiesCurrent Namespace Prefix:us-gaap_ Data Type:xbli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>

Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>

Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_AdditionalPaidInCapital Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Amount of asset recognized for present right to economic benefit.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 49-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 5: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(bb\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (bb)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-3)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481231/810-10-45-25](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481231/810-10-45-25)Reference 9: 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+ Details

Name:us-gaap_Assets Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType
Balance Type:debit Period Type:instant

- Definition

Amount of asset recognized for present right to economic benefit, classified as current.

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+ Details

Name:us-gaap_AssetsCurrent Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:instant

-References

No definition available.

+ Details

Name:us-gaap_AssetsCurrentAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation.

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+ Details

Name:us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix:us-gaap_

Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(22\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(22))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>

+Details

Name:us-gaap_CommonStockValue Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Carrying value as of the balance sheet date of long-term debt (with maturities initially due after one year or beyond the operating cycle if longer) identified as Convertible

Notes Payable, excluding current portion. Convertible Notes Payable is a written promise to pay a note which can be exchanged for a specified amount of another, related security, at the option of the issuer and the holder.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_ConvertibleLongTermNotesPayable Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying value as of the balance sheet date of the portion of long-term debt due within one year or the operating cycle if longer identified as Convertible Notes Payable. Convertible Notes Payable is a written promise to pay a note which can be exchanged for a specified amount of another, related security, at the option of the issuer and the holder.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name> Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_ConvertibleNotesPayableCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Sum of the carrying amounts as of the balance sheet date of deferred costs capitalized at the end of the reporting period that are expected to be charged against earnings within one year or the normal operating cycle, if longer.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(8\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(8))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_DeferredCostsCurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled after one year or the normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483466/210-20-50-3>

+ Details

Name:us-gaap_DerivativeLiabilitiesNoncurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying value as of the balance sheet date of [accrued] interest payable on all forms of debt, including trade payables, that has been incurred and is unpaid. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(20\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(20))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_InterestPayableCurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying amount as of the balance sheet date of current interest earned but not received. Also called accrued interest or accrued interest receivable. For classified balance sheets, represents the current amount receivable, that is amounts expected to be collected within one year or the normal operating cycle, if longer.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(3\)\(a\)\(4\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(3)(a)(4))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_InterestReceivableCurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\)-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22))-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(20\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(20))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(24\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(24))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(19\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(19))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

~~10-S99-1Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(25\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(25))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>~~

~~Reference 6: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(26\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(26))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>~~

~~Reference 7: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(23\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(23))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>~~

~~Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(21\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(21))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>~~

~~Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481203/810-10-50-3>~~

~~Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph \(b\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph (b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481231/810-10-45-25>~~

~~Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(bb\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (bb)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481203/810-10-50-3>~~

~~Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>~~

~~Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>~~

~~Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>~~

~~Reference 15: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 12> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-12>~~

~~Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(14\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(14))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>~~

~~Reference 17: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(i))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>~~

~~Reference 18: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(ii))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>~~

~~Reference 19: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iii)(A))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>~~

~~Reference 20: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iv))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>~~

~~Reference 21: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(5))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>~~

~~Reference 22: <http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B->~~

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<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 23:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name>
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210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 24:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name>
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210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 25:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name>
Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX
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<https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 26:
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10-S99-1BReference 27: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name)
SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 7-
Subparagraph (a) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147481404/852-](https://asc.fasb.org/1943274/2147481404/852-10-50-7)
10-50-7Reference 28: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name)
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Subparagraph (b) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147481404/852-](https://asc.fasb.org/1943274/2147481404/852-10-50-7)
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(d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-30>

+ Details

Name:us-gaap_Liabilities Namespace Prefix:us-gaap Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any.

+ References

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Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(25\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(25))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)
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Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)
Reference 6: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(23\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(23))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)
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+ Details

Name:us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(21\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(21))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-3)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481231/810-10-45-25](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481231/810-10-45-25)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(bb\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (bb)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-3)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 8: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147483467/210-10-45-5>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(i))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 11: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)

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[+ Details](#)

Name:us-gaap_LiabilitiesCurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

[- References](#)

No definition available.

[+ Details](#)

Name:us-gaap_LiabilitiesCurrentAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

[- Definition](#)

Amount of investment in marketable security, classified as current.

[+ References](#)

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

[+ Details](#)

Name:us-gaap_MarketableSecuritiesCurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

[- Definition](#)

Sum of the carrying values as of the balance sheet date of the portions of long-term notes payable due within one year or the operating cycle if longer.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX)

~~210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10-Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(19\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10-Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>~~

+ Details

~~Name:us-gaap_NotesPayableCurrent Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

- Definition

~~Present value of lessee's discounted obligation for lease payments from operating lease, classified as current.~~

+ References

~~Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20-Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(b\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20-Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1>~~

+ Details

~~Name:us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

- Definition

~~Present value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent.~~

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-1)

+ Details

Name:us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's right to use underlying asset under operating lease.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-1)

+ Details

Name:us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of noncurrent assets classified as other.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(17\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(17))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_OtherAssetsNoncurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Aggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(21\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(21))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>

+ Details

Name:us-gaap_PREFERREDStockValue Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

[-Definition](#)

Amount of asset related to consideration paid in advance for costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic-210-SubTopic-10-Name> Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (g)- Publisher FASB -URI <https://asc.fasb.org/1943274/2147483467/210-10-45-1>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic-210-SubTopic-10-Name> Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic-340-SubTopic-10-Name> Accounting Standards Codification -Section 05 -Paragraph 5 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482955/340-10-05-5>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic-340-SubTopic-10-Name> Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483032/340-10-45-1>

[+Details](#)

Name:us-gaap_PrepaidExpenseCurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A](http://www.xbrl.org/2003/role/disclosureRef-Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A)Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(8\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1>

+ Details

Name:us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of accumulated undistributed earnings (deficit).

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\(a\)\(3\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30)(a)(3))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(2\)\(i\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(2)(i)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(h\)\(2\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (h)(2)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 11-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147480990/946-20-50-11>

Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(23\)\(a\)\(4\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(23)(a)(4))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>

Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(17\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(17))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>

Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>

+ Details

Name:us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(31\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(31))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>

Reference 5: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 12> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-12>

Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(19\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(19))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>

Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.6-05\(4\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.6-05(4))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2>

Reference 8: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>

Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(6\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(6))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>

Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(7\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(7))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>

S99-3Reference 11: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 12: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 13: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 14: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SAB Topic 4.E\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480418/310-10-S99-](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SAB Topic 4.E)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480418/310-10-S99-)

[+ Details](#)

Name:us-gaap_StockholdersEquity Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant

[- References](#)

No definition available.

[+ Details](#)

Name:us-gaap_StockholdersEquityAbstract Namespace Prefix:us-gaap_ Data Type:
xbrli:stringItemType Balance Type:na Period Type:duration

[- Details](#)

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_NonrelatedParty
Namespace Prefix: Data Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMen
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 23 R3.htm IDEA:

XBRL DOCUMENT

Condensed Consolidated Balance Sheets
(Parenthetical) - USD (\$)

Sep. 30,
2024

Dec. 31,
2023

Dec. 31,
2022

Statement of Financial Position [Abstract] — Preferred stock, par value\$ 0.00001\$ 0.00001\$ 0.00001Preferred stock, liquidation preference per share\$ 1,000\$ 1,000\$ 1,000Preferred stock, shares authorized20,000,00020,000,00020,000,000Preferred stock, shares outstanding000Common stock, par value\$ 0.00001\$ 0.00001\$ 0.00001Common stock, shares authorized100,000,000100,000,000100,000,000Common stock, shares issued2,946,0992,008,6891,700,414Common stock, shares outstanding2,946,0992,008,6891,700,414Property and equipment, accumulated depreciation\$ 121,685\$ 114,875

-Definition

Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(8\)\(b\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(8)(b))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 2:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(14\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(14))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 360-SubTopic 10-Section 50-Paragraph 1-Subparagraph \(c\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 360-SubTopic 10-Section 50-Paragraph 1-Subparagraph (c)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482099/360-10-50-1>

+ Details

Name:us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEq

**Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:instant**

-Definition

Face amount or stated value per share of common stock.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+Details

**Name:us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix:us-gaap_
Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant**

-Definition

The maximum number of common shares permitted to be issued by an entity's charter and bylaws.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(16\)\(a\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(16)(a))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>

+ Details

Name:us-gaap_CommonStockSharesAuthorized Namespace Prefix:us-gaap_ Data Type: xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_CommonStockSharesIssued Namespace Prefix:us-gaap_ Data Type: xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.6-05\(4\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.6-05(4))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2>Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(16\)\(a\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(16)(a))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 6: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3->

Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479134/946-220-S99-3>

+ Details

Name:us-gaap_CommonStockSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:instant

- Definition

The per share liquidation preference (or restrictions) of nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) that has a preference in involuntary liquidation considerably in excess of the par or stated value of the shares. The liquidation preference is the difference between the preference in liquidation and the par or stated values of the share.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(d\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(d))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>
Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 505-SubTopic 10-Section 50-Paragraph 3> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-3>
Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 505-SubTopic 10-Section 50-Paragraph 4> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-4>
Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(h\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (h)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13>

+ Details

Name:us-gaap_PREFERREDSTOCKLIQUIDATIONPREFERENCE Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(a\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13>

+ Details

Name:us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

The maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(16\)\(a\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(16)(a))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>

+ Details

Name:us-gaap_PreferredStockSharesAuthorized Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:instant

- Definition

Aggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.6-05\(4\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.6-05(4))) -Publisher FASB -URI

<https://asc.fasb.org/1943274/2147479170/946-210-S99-2>**Reference 3:**
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)**Reference 4:** **[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(16\)\(a\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1)****Reference 5:**
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(7\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)

+ Details

Name:us-gaap_PreferredStockSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_StatementOfFinancialPositionAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 24 R4.htm IDEA: XBRL DOCUMENT

<u>Condensed Consolidated Statements of Operations - USD (\$)</u>	<u>3 Months Ended</u>	<u>9 Months Ended</u>	<u>12 Months Ended</u>
<u>Sep. 30, 2024</u>			
<u>Sep. 30, 2023</u>			
<u>Sep. 30, 2024</u>			
<u>Sep. 30, 2023</u>			
<u>Dec. 31, 2023</u>			
<u>Dec. 31, 2022</u>			
<u>Defined Benefit Plan Disclosure [Line Items] — Revenue Operating expenses —</u>			
<u>Research and development</u>	<u>1,400,564</u>	<u>1,045,177</u>	<u>2,632,387</u>
<u>General and administrative</u>	<u>265,553</u>	<u>963,642</u>	<u>730,186</u>
<u>Legal and professional</u>	<u>1,322,002</u>	<u>288,416</u>	<u>2,323,013</u>
<u>Total operating expenses</u>	<u>3,051,561</u>	<u>1,599,146</u>	<u>5,919,042</u>
<u>Loss from operations</u>	<u>(3,051,561)</u>	<u>(1,599,146)</u>	<u>(5,919,042)</u>
<u>Other income (expense) — Interest income</u>	<u>2,524</u>	<u>20,765</u>	<u>38,135</u>
<u>Finance fee</u>	<u>(104,245)</u>	<u>(104,245)</u>	<u>(189,912)</u>
<u>Change in fair value of derivative liabilities</u>	<u>286,316</u>	<u>442,900</u>	<u>340,405</u>
<u>Change in fair value of warrant liabilities, as restated — (398,675)</u>	<u>Gain on sale of marketable securities</u>	<u>56,398</u>	<u>100,118</u>
<u>Change in fair value of marketable securities</u>	<u>(42,898)</u>	<u>9,606</u>	<u>(71,568)</u>
<u>Loss on settlement of convertible debt</u>	<u>(762,186)</u>	<u>(43,414)</u>	<u>(833,501)</u>
<u>Gain on settlement of accounts payable — 328,687</u>	<u>Gain on forgiveness of Paycheck Protection Program note payable — 73,007</u>	<u>Total other expense, as restated</u>	<u>(732,521)</u>
<u>Net loss</u>	<u>\$ (3,784,082)</u>	<u>\$ (1,792,754)</u>	<u>\$ (7,546,328)</u>
<u>Dividend on Series A Convertible Preferred Stock, as restated — (402,064)</u>	<u>Deemed dividend on extinguishment of Series A Convertible Preferred Stock, as restated — (439,427)</u>	<u>Deemed dividend on modification of equity-classified warrants, as restated — (941,000)</u>	<u>Deemed contribution on conversion of preferred stock and settlement of preferred stock dividends, as restated — 31,423</u>
<u>Net loss attributable to common stockholders</u>	<u>\$ (6,592,723)</u>	<u>\$ (6,747,137)</u>	<u>\$ (11,928,751)</u>
<u>Weighted average common shares outstanding basic</u>	<u>2,384,177</u>	<u>1,969,904</u>	<u>2,189,366</u>
<u>Weighted average common shares outstanding diluted</u>	<u>2,384,177</u>	<u>1,969,904</u>	<u>2,189,366</u>
<u>Net loss per share - basic</u>	<u>\$ (1.59)</u>	<u>\$ (0.91)</u>	<u>\$ (3.45)</u>
<u>Net loss per share - diluted</u>	<u>\$ (1.59)</u>	<u>\$ (0.91)</u>	<u>\$ (3.45)</u>
<u>Related Party [Member] — Other income (expense) — Interest expense</u>	<u>\$ (2,137)</u>	<u>\$ (2,137)</u>	<u>\$ (6,825)</u>
<u>Nonrelated Party [Member] — Other income (expense) — Interest expense</u>	<u>\$ (270,538)</u>	<u>\$ (623,465)</u>	<u>\$ (1,198,738)</u>

- Definition

Deemed contribution on conversion of preferred stock and settlement of preferred stock dividends.

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_DeemedContributionOnConversionOfPreferredStockAndSettlementOfPrefe
Namespace Prefix:SHPH_ Data Type:xbri:monetaryItemType Balance Type:debit Period
Type:duration~~

[- Definition](#)

~~Deemed dividend on extinguishment of series preferred stock as restated.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_DeemedDividendOnExtinguishmentOfSeriesPreferredStockAsRestated
Namespace Prefix:SHPH_ Data Type:xbri:monetaryItemType Balance Type:debit Period
Type:duration~~

[- Definition](#)

~~Deemed dividend on modification of equity-classified warrants.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_DeemedDividendOnModificationOfEquityclassifiedWarrants Namespace
Prefix:SHPH_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:
duration~~

[- Definition](#)

~~Fair value adjustment of warrant.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_FairValueAdjustmentOfWarrant Namespace Prefix:SHPH_ Data Type:
xbri:monetaryItemType Balance Type:debit Period Type:duration~~

[- Definition](#)

~~Finance fee.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_FinanceFee Namespace Prefix:SHPH_ Data Type:xbri:monetaryItemType
Balance Type:debit Period Type:duration~~

[- Definition](#)

~~Gain on forgiveness of note payable.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_GainOnForgivenessOfNotePayable Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~-Definition~~

~~Gain on settlement of accounts payable.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_GainOnSettlementOfAccountsPayable Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~-Definition~~

~~Loss on settlement of convertible debt.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_LossOnSettlementOfConvertibleDebt Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~-Definition~~

~~Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_DefinedBenefitPlanDisclosureLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Amount of increase (decrease) in the fair value of derivatives recognized in the income statement.~~

~~+ References~~

~~Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph \(b\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph (b)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A)~~

+ Details

Name:us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 52-Publisher FASB-URI https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 15-Publisher FASB-URI https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(e\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (e)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-7](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-7)Reference 12: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 60B-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 60B-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-)

60BReference 14: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 16: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-10>Reference 17: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(25\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(25))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(27\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(27))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(23\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(23))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 20: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-7>

+ Details

Name:us-gaap_EarningsPerShareBasic Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 260-SubTopic 10-Name Accounting>

Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification -Section 65 -Paragraph 1-Subparagraph \(g\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification -Section 65 -Paragraph 1-Subparagraph (g)-Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification -Section 65 -Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification -Section 65 -Paragraph 2-Subparagraph (g)(3)-Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 3-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification -Section 65 -Paragraph 1-Subparagraph \(e\)\(4\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification -Section 65 -Paragraph 1-Subparagraph (e)(4)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification -Section 65 -Paragraph 1-Subparagraph \(f\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification -Section 65 -Paragraph 1-Subparagraph (f)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 11-Subparagraph \(a\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 11-Subparagraph (a)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 11-Subparagraph \(b\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 11-Subparagraph (b)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 7-Subparagraph \(a\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 7-Subparagraph (a)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7)Reference 12: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification -Section 45 -Paragraph 2-Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification -Section 45 -Paragraph 60B-Subparagraph \(d\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification -Section 45 -Paragraph 60B-Subparagraph (d)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)Reference 14: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 4-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 1-Subparagraph \(a\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 1-Subparagraph (a)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification -Section S99 -Paragraph 2-Subparagraph \(SX 210.5-03\(25\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification -Section S99 -Paragraph 2-Subparagraph (SX 210.5-03(25))-Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification -Section S99 -Paragraph 1-Subparagraph \(SX 210.9-04\(27\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification -Section S99 -Paragraph 1-Subparagraph (SX 210.9-04(27))-Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification -Section S99 -Paragraph 1-Subparagraph \(SX 210.7-04\(23\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification -Section S99 -Paragraph 1-Subparagraph (SX 210.7-04(23))-Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 19: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification -Section 45 -Paragraph 7-Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7>

+ Details

Name:us-gaap_EarningsPerShareDiluted Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

-Definition

The net realized gain (loss) on investments sold during the period, not including gains (losses) on securities separately or otherwise categorized as trading, available-for-sale, or held-to-maturity, which, for cash flow reporting, is a component of proceeds from investing activities.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)

+ Details

Name:us-gaap_GainLossOnSaleOfInvestments Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(4\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-07\(2\)\(a\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1)

+ Details

Name:us-gaap_GeneralAndAdministrativeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of interest expense classified as nonoperating.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>

+ Details

Name:us-gaap_InterestExpenseNonoperating Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities.

+ References

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Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c)
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Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -
URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3:
<http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 220 -SubTopic 10 -Name
Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX
210.5-03(7)(b)) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147483621/220-
10-S99-2](https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 270 -SubTopic
10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph
(i) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147482964/270-10-50-
1](https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -
Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph
(ee) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>**

+ Details

Name:us-gaap_InvestmentIncomeInterest Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The amount of expense provided in the period for legal costs incurred on or before the balance sheet date pertaining to resolved, pending or threatened litigation, including arbitration and mediation proceedings.

+ References

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+ Details

Name:us-gaap_LegalFees Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of realized and unrealized gain (loss) on investment in marketable security.

+ References

No definition available.

+ Details

Name:us-gaap_MarketableSecuritiesGainLossExcludingOtherThanTemporaryImpairment Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

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60B-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)Reference 33: <http://www.xbrl.org/2003/role/disclosureRef-Topic 205-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 34: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 35: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A)Reference 36: 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+ Details

Name:us-gaap_NetIncomeLoss Namespace Prefix:us-gaap_ Data Type:
xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph \(SAB Topic 6.B\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 5-Subparagraph (SAB Topic 6.B)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-10>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-11>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 60B-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 60B-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)

+ Details

Name:us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace

Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business).

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(7\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(7))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>

+ Details

Name:us-gaap_NonoperatingIncomeExpense Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

-References

No definition available.

+ Details

Name:us-gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

-Definition

Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense.

+ References

No definition available.

+ Details

Name:us-gaap_OperatingExpenses Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

-References

No definition available.

+ Details

Name:us-gaap_OperatingExpensesAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

-Definition

The net result for the period of deducting operating expenses from operating revenues.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-280-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-22-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-280-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-32-Subparagraph-\(f\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-280-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-32-Subparagraph-(f)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-280-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-30-Subparagraph-\(b\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482810/280-10-50-30](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-280-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-30-Subparagraph-(b)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482810/280-10-50-30)Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-270-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Subparagraph-\(i\)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-270-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-1-Subparagraph-(i)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-280-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-32-Subparagraph-\(ee\)-](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-280-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-32-Subparagraph-(ee)-)

Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 6: <http://fasb.org/us-gaap/role/ref/otherTransitionRef>-Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 7: <http://www.xbrl.org/2003/role/exampleRef>-Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-31>

+ Details

Name:us-gaap_OperatingIncomeLoss Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

-Definition

The amount of preferred stock dividends that is an adjustment to net income apportioned to common stockholders.

+ References

No definition available.

+ Details

Name:us-gaap_PREFERREDSTOCKDIVIDENDSINCOMEStatementImpact Namespace Prefix: us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 985-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147481283/985-20-50-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 730-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147482916/730-10-50-1>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 912-SubTopic 730-Name Accounting Standards Codification-Section 25-Paragraph 1-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147479532/912-730-25-1>

+ Details

Name:us-gaap_ResearchAndDevelopmentExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss).

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name> Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name> Accounting Standards Codification-Section 50-Paragraph 41-Subparagraph (a)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-41>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name> Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482964/270-10-50-1>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name> Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-

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Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\)-](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(i))-)

Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 11: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\)-](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(ii))-)

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10-50-30Reference 21: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 42-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-42>Reference 22: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 23: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 40-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-40>Reference 24: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 235-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-05\(b\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 235-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-05(b)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1)Reference 26: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)

+ Details

Name:us-gaap_Revenues Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-)
Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-

Publisher FASB -URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name> Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-16>

+ Details

Name:us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type: duration

- Definition

Number of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name> Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name> Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-10>

+ Details

Name:us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

-Details

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMen Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_NonrelatedParty Namespace Prefix: Data Type:na Balance Type: Period Type: XML 25 R5.htm IDEA: XBRL DOCUMENT

<u>Condensed Consolidated</u>	<u>Common</u>	<u>Additional</u>	<u>Retained</u>	<u>TotalPreferred</u>	<u>Common</u>
<u>Statements of Changes in</u>	<u>Stock</u>	<u>Paid-in</u>	<u>Earnings</u>	<u>Stock</u>	<u>Stock to</u>
<u>Stockholders' Equity (Deficit)</u>	<u>{Member}</u>	<u>Capital</u>	<u>{Member}</u>	<u>{Member}</u>	<u>be Issued</u>
<u>-USD (\$)</u>		<u>{Member}</u>		<u>Series A</u>	<u>{Member}</u>
				<u>Preferred</u>	
				<u>Stock</u>	
				<u>{Member}</u>	

Balance at Dec. 31, 2021\$ 12\$ 12,063,940\$ (13,844,512)\$ (1,764,220)\$ 16,340Balance, shares at Dec. 31, 20211,164,039 1,213 Common stock issued for restricted stock units Common stock issued for restricted stock units, shares3,500 Stock-based compensation237,547237,547Net loss(4,996,069)(4,996,069) Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated 1,199,916\$ 1,199,916Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated, shares36,876 105 Warrants issued for financing costs, net of issuance fees of \$8,72714,662\$ 14,662 Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs, as restated\$ 49,951,352\$ 9,951,356Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs, as restated, shares352,443 3,750 Common stock issued for conversion of accrued interest, as restated16,340 (16,340)Common stock issued for conversion of accrued interest, as restated, shares 105 Common stock issued for exercise of warrants with settlement of notes payable, as restated\$ 12,153,1232,153,124Common stock issued for exercise of warrants with settlement of notes payable, as restated, shares66,250 Common stock issued upon exercise of warrants, as restated Common stock issued upon exercise of warrants, as restated, shares22,535 Dividends on Series A convertible preferred stock, as restated(402,064)(402,064)Deemed dividend on extinguishment of Series A Preferred Stock Deemed dividend on modification of equity-classified warrants Deemed contribution on conversion of preferred stock and settlement of preferred stock dividend Common shares issued for dividends on and conversion of Series A convertible preferred stock, as restated402,064402,064Common shares issued for dividends on and conversion of Series A convertible preferred stock, as restated, shares54,666 (1,213) Reclassification of fair value of warrant liabilities to equity, as restated881,553 881,553Balance at Dec. 31, 2022\$ 1726,518,433(18,840,581)7,677,869Balance, shares at Dec. 31, 20221,700,414 Common stock issued for conversion of accrued interest and principal104,547104,547 Common stock issued for conversion of accrued interest and principal, shares6,375 Stock-based compensation8,3338,333 Net loss(975,097) (975,097) Warrants issued for financing costs, net of issuance fees of \$8,72790,816 90,816 Balance at Mar. 31, 2023\$ 1726,722,129(19,815,678)6,906,468 Balance, shares at Mar. 31, 20231,706,789 Balance at Dec. 31, 2022\$ 1726,518,433 (18,840,581)7,677,869Balance, shares at Dec. 31, 20221,700,414 Common stock issued for restricted stock units, shares1,876 Net loss (4,952,223) Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated, shares297,625 Balance at Sep. 30, 2023\$ 2029,402,533(23,792,804)

~~5,609,749 Balance, shares at Sep. 30, 2023~~1,999,915 ~~Balance at Dec. 31, 2022~~\$ 17
~~26,518,433(18,840,581)7,677,869~~Balance, shares at Dec. 31, 20221,700,414 ~~Common stock issued for conversion of accrued interest and principal~~\$ 32,697,846
~~2,697,849~~Common stock issued for conversion of accrued interest and principal,
~~shares~~297,625 ~~Common stock issued for restricted stock units~~Common stock issued
~~for restricted stock units, shares~~10,650 ~~Stock-based compensation~~181,960181,960
~~Net loss(6,592,723)\$ (6,592,723)~~Common stock issued upon conversion of convertible
~~debt and exercise of related warrants, as restated, shares~~ 297,625 ~~Warrants issued~~
~~for financing costs, net of issuance fees of \$8,727~~90,816\$ 90,816Common stock issued
~~for cash upon initial public offering and exercise of warrants, net of issuance costs, as~~
~~restated, shares~~297,625 ~~Balance at Dec. 31, 2023~~\$ 2029,489,055(25,433,304)
~~4,055,771~~Balance, shares at Dec. 31, 20232,008,689 ~~Balance at Mar. 31, 2023~~\$ 17
~~26,722,129(19,815,678)6,906,468~~ Balance, shares at Mar. 31, 20231,706,789 ~~Common stock issued for conversion of accrued interest and principal~~\$ 22,163,990
~~2,163,992~~ Common stock issued for conversion of accrued interest and principal,
~~shares~~228,489 ~~Stock-based compensation~~49,52249,522 ~~Net loss(2,184,372)~~
~~(2,184,372)~~ ~~Balance at Jun. 30, 2023~~\$ 1928,935,641(22,000,050)6,935,610 ~~Balance,~~
~~shares at Jun. 30, 2023~~1,935,278 ~~Common stock issued for restricted stock units~~ ~~Common stock issued for restricted stock units, shares~~1,876 ~~Stock-based~~
~~compensation~~37,58337,583 ~~Net loss(1,792,754)(1,792,754)~~ ~~Common stock issued~~
~~upon conversion of convertible debt and exercise of related warrants, as restated~~\$ 1
~~429,309~~429,310 ~~Common stock issued upon conversion of convertible debt and~~
~~exercise of related warrants, as restated, shares~~62,761 ~~Balance at Sep. 30, 2023~~\$ 20
~~29,402,533(23,792,804)5,609,749~~ ~~Balance, shares at Sep. 30, 2023~~1,999,915 ~~Balance at Dec. 31, 2023~~\$ 2029,489,055(25,433,304)4,055,771 ~~Balance, shares at Dec. 31, 2023~~2,008,689 ~~Common stock issued for conversion of accrued interest and principal~~\$ 1325,297325,298 ~~Common stock issued for conversion of accrued interest and principal, shares~~78,197 ~~Common stock issued for restricted stock units~~ ~~Common stock issued for restricted stock units, shares~~15,625 ~~Stock-based compensation~~111,449111,449 ~~Net loss(1,731,031)(1,731,031)~~ ~~Balance at Mar. 31, 2024~~\$ 2129,925,801(27,164,335)2,761,487 ~~Balance, shares at Mar. 31, 2024~~2,102,511 ~~Balance at Dec. 31, 2023~~\$ 2029,489,055(25,433,304)4,055,771 ~~Balance, shares at Dec. 31, 2023~~2,008,689 ~~Common stock issued for restricted stock units, shares~~24,349 ~~Net loss (7,546,328)~~ ~~Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated, shares~~797,345 ~~Common stock issued for reverse stock split fractional share round up, shares~~115,716 ~~Balance at Sep. 30, 2024~~\$ 2931,664,226(32,979,632)(1,315,377) ~~Balance, shares at Sep. 30, 2024~~2,946,099 ~~Balance at Mar. 31, 2024~~\$ 2129,925,801(27,164,335)2,761,487 ~~Balance, shares at Mar. 31, 2024~~2,102,511 ~~Common stock issued for restricted stock units~~ ~~Common stock issued for restricted stock units, shares~~3,722 ~~Stock-based compensation~~71,16271,162 ~~Net loss(2,031,215)(2,031,215)~~ ~~Balance at Jun. 30, 2024~~\$ 2129,996,963(29,195,550)801,434 ~~Balance, shares at Jun. 30, 2024~~2,106,233 ~~Common stock issued for restricted stock units~~ ~~Common stock issued for restricted stock units, shares~~5,002 ~~Stock-based compensation~~45,27545,275 ~~Net loss (3,784,082)(3,784,082)~~ ~~Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated~~\$ 71,621,9891,621,996 ~~Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated, shares~~719,148 ~~Common stock issued for reverse stock split fractional share round up~~\$ 1(1) ~~Common stock issued for reverse stock split fractional share round up, shares~~115,716 ~~Balance at Sep. 30, 2024~~\$ 29\$ 31,664,226\$ (32,979,632) \$ (1,315,377) ~~Balance, shares at Sep. 30, 2024~~2,946,099 ~~Definition~~

Deemed contribution on conversion of preferred stock and settlement of preferred stock dividend.

+ References

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_DeemedContributionOnConversionOfPreferredStockAndSettlementOfPrefe
Namespace Prefix:SHPH_ Data Type:xbtli:monetaryItemType Balance Type:credit
Period Type:duration~~

~~- Definition~~

~~Deemed dividend on extinguishment of series A preferred stock.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_DeemedDividendOnExtinguishmentOfPreferredStock Namespace Prefix:
SHPH_ Data Type:xbtli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~Dividends on series preferred stock.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_DividendsOnSeriesPreferredStock Namespace Prefix:SHPH_ Data Type:
xbtli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~Stock Issued During Period Shares Conversion Of Accrued Interest And Principal.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_StockIssuedDuringPeriodSharesConversionOfAccruedInterestAndPrincipa
Namespace Prefix:SHPH_ Data Type:xbtli:sharesItemType Balance Type:na Period
Type:duration~~

~~- Definition~~

~~Stock issued during period shares warrants exercised.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_StockIssuedDuringPeriodSharesWarrantsExercised Namespace Prefix:
SHPH_ Data Type:xbtli:sharesItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Stock Issued During Period Value Conversion Of Accrued Interest And Principal.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_StockIssuedDuringPeriodValueConversionOfAccruedInterestAndPrincipal
Namespace Prefix:SHPH_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:duration~~

[- Definition](#)

~~Common stock issued for reverse stock split fractional share round up.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_StockIssuedDuringPeriodValueReverseStockSplits Namespace Prefix:
SHPH_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration~~

[- Definition](#)

~~Stock issued during period value warrants exercised.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_StockIssuedDuringPeriodValueWarrantsExercised Namespace Prefix:
SHPH_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration~~

[- Definition](#)

~~Amount of increase to additional paid-in capital (APIC) for recognition of cost for
award under share-based payment arrangement.~~

[+ References](#)

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 35-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147480483/718-10-35-2>Reference 2:
<http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 718-SubTopic 20-Section 55-Paragraph 13-Publisher FASB-URI https://asc.fasb.org/1943274/2147481089/718-20-55-13>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 718-SubTopic 20-Section 55-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147481089/718-20-55-12>~~

+ Details

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisi
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit
Period Type:duration

- Definition

Amount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. Includes, but is not limited to, legal and accounting fees and direct costs associated with stock issues under a shelf registration.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>

+ Details

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit
Period Type:duration

-Definition

Amount of increase in additional paid in capital (APIC) resulting from the issuance of warrants. Includes allocation of proceeds of debt securities issued with detachable stock purchase warrants.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-SubTopic-10-Topic-505-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic-505-SubTopic-10-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph \(SX 210.3-04\)-Publisher-FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-505-SubTopic-10-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph-(SX-210.3-04)-Publisher-FASB-URI) <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>
Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-470-SubTopic-20-Section-25-Paragraph-2-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147481284/470-20-25-2>

+ Details

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalWarrantIssued_Namespace
Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Amount of increase (decrease) in equity for freestanding written call option classified as equity from modification recognized as dividend. Includes, but is not limited to, exchange by issuer and holder. Excludes share-based payment arrangement.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic-505-SubTopic-10->

**Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB-
URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name
Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147480237/815-40-50-6>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name
Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (c)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147480237/815-40-50-6>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name
Accounting Standards Codification -Section 35 -Paragraph 17 -Subparagraph (d)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147480299/815-40-35-17>**

+ Details

**Name:us-gaap_EquityClassifiedWrittenCallOptionModificationDividendIncreaseDecrease
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit
Period Type:duration**

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to

the parent.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>

Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)

Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(20\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(20))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)

Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)

Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)

Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-6>

Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>

Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(b\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (b)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-1)

Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)

Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-8>

Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)

Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)

Reference 16: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>

Reference 17: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147479168/946-830-55-10>

Reference 18: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 45-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147479168/946-830-55-10>

<https://asc.fasb.org/1943274/2147479105/946-220-45-7>Reference 19:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(18\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(18)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 20: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-07\(9\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-07(9)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1>Reference 21: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(1\)\(d\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(1)(d)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 22: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(i)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 23: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(ii)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 24: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iii)(A)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 25: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iv)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 26: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(5)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 27: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(i)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 28: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iii)(A)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 29: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iii)(B)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 30: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iv)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 31: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(5)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 32: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 60B-Subparagraph \(a\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 60B-Subparagraph (a))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482689/260-10-45-60B>Reference 33: <http://www.xbrl.org/2003/role/disclosureRef-Topic 205-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 7>-Publisher FASB-URI <https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 34: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28>-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 35:

~~[http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A)Reference 36: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B)Reference 37: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(22\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(22))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)~~

+ Details

Name:us-gaap_NetIncomeLoss Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Number of shares issued which are neither cancelled nor held in the treasury.

+ References

No definition available.

+ Details

Name:us-gaap_SharesOutstanding Namespace Prefix:us-gaap_ Data Type:
xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Number of shares issued during the period as a result of the conversion of convertible securities.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(30\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E](http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX)

~~210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>~~
~~Reference 6: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-3>~~

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:duration

- Definition

The number of shares issued during the period upon the conversion of units. An example of a convertible unit is an umbrella partnership real estate investment trust unit (UPREIT unit).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>

Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>

Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesConversionOfUnits Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of shares issued during the period from a dividend reinvestment plan (DRIP). A dividend reinvestment plan allows the shareholders to reinvest dividends paid to them by the entity on new issues of stock by the entity.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478448/946-505-50-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesDividendReinvestmentPlan_Namespace
Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:
duration

-Definition

Number of new stock issued during the period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2)
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-03\(i\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-03(i)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3)
Reference 7: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of shares of stock issued attributable to transactions classified as other.

+ References

No definition available.

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesOther Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Total number of shares issued during the period, including shares forfeited, as a result of Restricted Stock Awards.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardGross Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Reduction in the number of shares during the period as a result of a reverse stock split.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesReverseStockSplits Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

The gross value of stock issued during the period upon the conversion of convertible securities.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(31\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(31))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:duration

- Definition

Value of stock issued during the period upon the conversion of units. An example of a convertible unit is an umbrella partnership real estate investment trust unit (UPREIT unit).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(31\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(31))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueConversionOfUnits Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Value of stock issued during the period from a dividend reinvestment plan (DRIP). A dividend reinvestment plan allows the holder of the stock to reinvest dividends paid to them by the entity on new issues of stock by the entity.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>

Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic> 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-11>

Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478009/946-205-45-4>

Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic> 946 -SubTopic 230 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479083/946-230-55-1>

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478448/946-505-50-2>

Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueDividendReinvestmentPlan Namespace
Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:
duration

-Definition

Equity impact of the value of new stock issued during the period. Includes shares
issued in an initial public offering or a secondary public offering.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147479168/946-830-55-11>
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 4-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478009/946-205-45-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 4-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478009/946-205-45-4)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2)
Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)
Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Value of shares of stock issued attributable to transactions classified as other.

+ References

No definition available.

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueOther Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Aggregate value of stock related to Restricted Stock Awards issued during the period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(28\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardGross Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type: duration

- Definition

Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(31\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(31))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 5:

<http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 12-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147479168/946-830-55-12>Reference 6:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(19\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(19))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.6-05\(4\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.6-05(4))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147479170/946-210-S99-2>Reference 8:
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(6\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(6))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 10:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(7\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(7))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 11: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 12:
[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 13: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 14: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SAB Topic 4.E\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 310-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SAB Topic 4.E)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480418/310-10-S99-2>

[+ Details](#)

Name:us-gaap_StockholdersEquity Namespace Prefix:us-gaap_ Data Type:

xbri:monetaryItemType Balance Type:credit Period Type:instant XML 26 R6.htm IDEA: XBRL DOCUMENT

<u>Condensed Consolidated Statements of Changes in</u>	<u>3</u>	<u>9</u>	<u>12</u>
<u>Stockholders' Equity (Deficit) (Parenthetical) - USD (\$)</u>	<u>Months</u>	<u>Months</u>	<u>Months</u>
	<u>Ended</u>	<u>Ended</u>	<u>Ended</u>

Mar. 31, 2023

Sep. 30, 2024

Sep. 30, 2023

Dec. 31, 2023

Dec. 31, 2022

Statement of Stockholders' Equity [Abstract] — Warranst of issuance fees \$ 8,727 \$ 0
\$ 8,727 \$ 8,727 \$ 0

—Definition

Warrants issuance fees.

+References

No definition available.

+Details

Name:SHPH_WarrantsIssuanceFees Namespace Prefix:SHPH_ Data Type:
xbri:monetaryItemType Balance Type:credit Period Type:duration

—References

No definition available.

+Details

Name:us-gaap_StatementOfStockholdersEquityAbstract Namespace Prefix:us-gaap_
Data Type:xbri:stringItemType Balance Type:na Period Type:duration XML 27 R7.htm
IDEA: XBRL DOCUMENT

<u>Condensed Consolidated Statements of Cash Flows—</u>	<u>9 Months</u>	<u>12 Months</u>
<u>USD (\$)</u>	<u>Ended</u>	<u>Ended</u>

Sep. 30, 2024

Sep. 30, 2023

Dec. 31, 2023

Dec. 31, 2022

CASH FLOWS FROM OPERATING ACTIVITIES: — Net loss \$ (7,546,328) \$ (4,952,223)
\$ (6,592,723) \$ (4,996,069) Adjustments to reconcile net loss to net cash used in
operating activities: — Depreciation 3,667 4,828 6,811 5,972 Change in fair value of
derivative liability (340,405) (2,118,175) (2,216,488) 189,000 Change in fair value of
warrant liabilities 398,675 Amortization of debt discount and finance fees 1,079,444
1,654,724 2,123,049 377,384 Gain on marketable securities (100,118) (1,744) (4,970)
Change in fair value of marketable securities 71,568 (21,134) (71,568) Accrued interest
settled with common stock 54,670 294,927 294,927 Loss on settlement of notes payable
and convertible notes payable, as restated 833,501 477,221 477,221 11,795,652 Fair value
of freestanding instruments in excess of proceeds, as restated 189,912 Gain on
settlement on accounts payable (328,687) Gain on forgiveness of Paycheck Protection
Program (73,007) Stock-based compensation, as restated 227,886 95,438 181,960
237,547 Changes in operating assets and liabilities: — Accrued interest income 14,897
(12,435) (14,901) Prepaid expenses 11,433 (8,956) 46,675 (156,282) Accounts payable and
accrued expenses 1,065,584 63,255 166,115 (382,881) Accounts payable and accrued
expenses - related parties (446) (12,500) (12,054) 12,500 Accrued interest payable, as
restated (15,056) 106,578 110,453 18,378 Accrued interest payable - related parties 2,137
(98,135) (98,135) 51,188 Other assets 6,480 Change in operating lease asset and
liabilities 4989,358 16,001 (5,693) Net cash used in operating activities (4,637,068)
(4,518,973) (5,581,147) (2,666,411) CASH FLOWS FROM INVESTING ACTIVITIES: —

~~Investment in marketable securities(43,587)(2,977,714)(2,998,572)Proceeds from disposition of marketable securities2,959,35280,000187,895Purchase of equipment(19,046)(19,046)Net cash provided by (used in) investing activities2,915,765(2,916,760)(2,829,723)CASH FLOWS FROM FINANCING ACTIVITIES: — Proceeds from issuance of common shares and exercise of warrants, as restated 9,995,513Proceeds from note payable-related party250,00050,000Repayment of note payable-related party(685,473)(685,473)(50,000)Proceeds from convertible notes payable3,935,0003,935,000550,715Proceeds from notes payable and warrants, as restated 50,000Payment for finance costs related to convertible note payable(345,000)(345,000)(17,363)Payment for finance costs(101,651) — Payment of convertible note payable(846,806)(334,444)Net cash provided by (used in) financing activities(698,457)2,904,5272,570,08310,578,865Net change in cash and cash equivalents(2,419,760)(4,531,206)(5,840,787)7,912,454Cash and cash equivalents, beginning of period2,576,4168,417,2038,417,203504,749Cash and cash equivalents, end of period156,6563,885,9972,576,4168,417,203Cash paid for: — Interest79,682102,373164,80739,201Income taxes Supplemental non-cash financing activities: — Common stock issued for settlement of debt1,947,2942,697,849 — Warrants issued for financing fees, net of issuance fees of \$8,727 and \$0, respectively, as restated90,81690,81614,662Initial recognition of right of use asset and liability\$ 365,556365,556Common stock issued for conversion of accrued interest, as restated 16,340Common stock issued upon conversion of convertible debt and exercise of related warrants, as restated 2,697,8491,199,916Common stock issued for exercise of warrants with settlement of notes payable, as restated \$ 2,153,124Common shares issued for dividends on and conversion of Series A convertible preferred stock, as restated 402,064Reclassification of fair value of warrant liabilities to equity, as restated \$ 881,553~~

~~[—Definition](#)~~

~~Accruedi nterest settled with common stock.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:SHPH_AccruedInterestSettledWithCommonStock Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~[—Definition](#)~~

~~Common shares issued for dividends on and conversion of series preferred stock.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:SHPH_CommonSharesIssuedForDividendsOnAndConversionOfSeriesPreferredSto Namespace Prefix:SHPH_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration~~

~~[—Definition](#)~~

~~Common stock issued for conversion of accrued interest as restated.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

Name:SHPH_CommonStockIssuedForConversionOfAccruedInterestAsRestated
Namespace Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:credit
Period Type:duration

-Definition

Common stock issued for exercise of warrants with settlement of notes payable.

+References

No definition available.

+Details

Name:SHPH_CommonStockIssuedForExerciseOfWarrantsWithSettlementOfNotesPayabl
Namespace Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:credit
Period Type:duration

-Definition

Common stock issued for settlement of debt.

+References

No definition available.

+Details

Name:SHPH_CommonStockIssuedForSettlementOfDebt Namespace Prefix:SHPH_ Data
Type:xbkli:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Common stock issued upon conversion of convertible debt and exercise of related warrants as restated.

+References

No definition available.

+Details

Name:SHPH_CommonStockIssuedUponConversionOfConvertibleDebtAndExerciseOfRela
Namespace Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:credit
Period Type:duration

-Definition

Fair value of free standing Instruments In excess of proceeds.

+References

No definition available.

+Details

Name:SHPH_FairValueOfFreestandingInstrumentsInExcessOfProceeds Namespace
Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:debit Period Type:
duration

-Definition

Gain on forgiveness of note payable.

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_GainOnForgivenessOfNotePayable Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

[- Definition](#)

~~Gain on settlement on accounts payable.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_GainOnSettlementOnAccountsPayable Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

[- Definition](#)

~~Increase decrease in accrued interest payable - related parties.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_IncreaseDecreaseInAccruedInterestPayableRelatedParties Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type: duration~~

[- Definition](#)

~~Initial recognition of right of use asset and liability.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_InitialRecognitionOfRightOfUseAssetAndLiability Namespace Prefix: SHPH_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

[- Definition](#)

~~Loss on settlement of convertible debt.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_LossOnSettlementOfConvertibleDebt Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

[- Definition](#)

~~Payment for finance costs related to convertible note payable.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_PaymentForFinanceCostsRelatedToConvertibleNotePayable Namespace Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:credit Period Type:duration~~

[-Definition](#)

~~Proceeds from issuance of common stock and exercise of warrants.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_ProceedsFromIssuanceOfCommonStockAndExerciseOfWarrants Namespace Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:debit Period Type:duration~~

[-Definition](#)

~~Proceeds from notes payable and warrants.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_ProceedsFromNotesPayableAndWarrants Namespace Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:debit Period Type:duration~~

[-Definition](#)

~~Reclassification of fair value of warrant liability to equity upon initial public offering.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_ReclassificationOfFairValueOfWarrantLiabilityToEquityUponInitialPublicC Namespace Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:credit Period Type:duration~~

[-Definition](#)

~~Warrants issued for financing fees.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_WarrantsIssuedForFinancingFees Namespace Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:credit Period Type:duration~~

[-References](#)

No definition available.

+ Details

Name:us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperat
Namespace Prefix:us-gaap_ Data Type:xbrl:stringItemType Balance Type:na Period
Type:duration

- Definition

Amount of noncash expense included in interest expense to amortize debt discount and
premium associated with the related debt instruments. Excludes amortization of
financing costs. Alternate captions include noncash interest expense.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards
Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -
Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 220 -SubTopic 10 -Name
Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX
210.5-03(8)) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147483621/220-10-](https://asc.fasb.org/1943274/2147483621/220-10-S99-2)
S99-2Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20
-Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph
(b)(2) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147481139/470-20-50-](https://asc.fasb.org/1943274/2147481139/470-20-50-1F)
1FReference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 835 -
SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -
Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-3>

+ Details

Name:us-gAAP_AmortizationOfDebtDiscountPremium Namespace Prefix:us-gAAP_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-8>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-4>

+ Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsInclu
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant

- Definition

Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1>

+ Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPerio
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

The amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -SubTopic 10 -Topic 230-](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230-)

~~**Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef>-Name Accounting Standards Codification-Topic 360-SubTopic 10-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1>**~~

+ Details

~~**Name:us-gaap_Depreciation Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration**~~

- Definition

~~**Amount of increase (decrease) in the fair value of derivatives recognized in the income statement.**~~

+ References

~~**Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef>-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph (b)(1)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480434/815-10-50-4A>**~~

+ Details

~~**Name:us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration**~~

- Definition

~~**Amount of expense (income) related to adjustment to fair value of warrant liability.**~~

+ References

~~**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef>-Name Accounting Standards**~~

~~**Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481766/480-10-25-13>**~~

+ Details

~~**Name:us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration**~~

- Definition

~~**The net realized gain (loss) on investments sold during the period, not including gains (losses) on securities separately or otherwise categorized as trading, available-for-sale, or held-to-maturity, which, for cash flow reporting, is a component of proceeds from investing activities.**~~

+ References

~~**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>**~~

+ Details

~~**Name:us-gaap_GainLossOnSaleOfInvestments Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration**~~

- Definition

~~**Amount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax.**~~

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2A-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-2A>

Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 23-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-23>

Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-22>

Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-2>

+ Details

Name:us-gaap_IncomeTaxesPaidNet Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The increase (decrease) during the reporting period in the amounts payable to vendors for goods and services received and the amount of obligations and expenses incurred

but not paid.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_IncreaseDecreaseInAccountsPayableAndAccruedLiabilities Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

The increase (decrease) during the reporting period in the amount due from borrowers for interest payments.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_IncreaseDecreaseInAccruedInterestReceivableNet Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

The increase (decrease) during the reporting period in the aggregate amount of obligations to be paid to the following types of related parties: a parent company and its subsidiaries; subsidiaries of a common parent; an entity and trust for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of the entities' management; an entity and its principal owners, management, or member of their immediate families, affiliates, or other parties with the ability to exert significant influence.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards

Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_IncreaseDecreaseInDueToRelatedPartiesCurrent Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The increase (decrease) during the reporting period in interest payable, which represents the amount owed to note holders, bond holders, and other parties for interest earned on loans or credit extended to the reporting entity.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_IncreaseDecreaseInInterestPayableNet Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of increase (decrease) in obligation for operating lease.

+ References

Reference 1: <http://www.xbri.org/2009/role/commonPracticeRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://www.xbri.org/2009/role/commonPracticeRef> -Name Accounting

+ Details

Name:us-gaap_IncreaseDecreaseInOperatingLeaseLiability Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of increase (decrease) in operating assets classified as other.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_IncreaseDecreaseInOtherOperatingAssets Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The increase (decrease) during the reporting period in the amount of outstanding money paid in advance for goods or services that bring economic benefits for future periods.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -

+ Details

Name:us-gaap_IncreaseDecreaseInPrepaidExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 17-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-17](http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 17-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-17)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-25](http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-25)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-2>

+ Details

Name:us-gaap_InterestPaidNet Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of realized and unrealized gain (loss) on investment in marketable security.

+ References

No definition available.

+ Details

Name:us-gaap_MarketableSecuritiesGainLossExcludingOtherThanTemporaryImpairmen Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>

+ Details

Name:us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and

acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>

+ Details

Name:us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-25>

+ Details

Name:us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:na Period Type:duration

-References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(20\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(20))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(g)(1)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 28-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference

9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-6>Reference 10:
10: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 11:
11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(b\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (b)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-1)Reference 12:
12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 13:
13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-8>Reference 14:
14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 15:
15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 16:
16: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 17:
17: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147479168/946-830-55-10>Reference 18:
18: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section 45-Paragraph 7-Publisher FASB-URI https://asc.fasb.org/1943274/2147479105/946-220-45-7>Reference 19:
19: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(18\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(18))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 20:
20: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-07\(9\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-07(9))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1)Reference 21:
21: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(1\)\(d\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(1)(d))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)Reference 22:
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23: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(ii))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 24:
24: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iii)(A))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 25:
25: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iv))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 26:
26: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(v\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(v))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)

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[+ Details](#)

**Name:us-gaap_NetIncomeLoss Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration**

[- References](#)

No definition available.

+ Details

Name:us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The cash outflow for loan and debt issuance costs.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 15-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15>

+ Details

Name:us-gaap_PaymentsOffinancingCosts Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of cash outflow for purchase of marketable security.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147481830/320-10-45-11>

+ Details

Name:us-gaap_PaymentsToAcquireMarketableSecurities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 13-Subparagraph \(c\)-](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 13-Subparagraph (c)-)

+ Details

Name:us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix:us-gaap_ Data Type:xbtli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The cash inflow from the issuance of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph \(b\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14)

+ Details

Name:us-gaap_ProceedsFromConvertibleDebt Namespace Prefix:us-gaap_ Data Type:xbtli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash inflow from a long-term borrowing made from related parties where one party can exercise control or significant influence over another party; including affiliates, owners or officers and their immediate families, pension trusts, and so forth. Alternate caption: Proceeds from Advances from Affiliates.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph \(b\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14)

+ Details

Name:us-gaap_ProceedsFromRelatedPartyDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash inflow associated with the aggregate amount received by the entity through sale or maturity of marketable securities (held-to-maturity or available-for-sale) during the period.

+ References

No definition available.

+ Details

Name:us-gaap_ProceedsFromSaleAndMaturityOfMarketableSecurities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash outflow from the repayment of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15)

+ Details

Name:us-gaap_RepaymentsOfConvertibleDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The cash outflow for the payment of a long-term borrowing made from a related party where one party can exercise control or significant influence over another party; including affiliates, owners or officers and their immediate families, pension trusts, and so forth. Alternate caption: Payments for Advances from Affiliates.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15)

[+ Details](#)

Name:us-gAAP_RepaymentsOfRelatedPartyDebt Namespace Prefix:us-gAAP_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Amount of noncash expense for share-based payment arrangement.

[+ References](#)

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards
Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -
Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

[+ Details](#)

Name:us-gAAP_ShareBasedCompensation Namespace Prefix:us-gAAP_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration

[- References](#)

No definition available.

[+ Details](#)

Name:us-gAAP_SupplementalCashFlowInformationAbstract Namespace Prefix:us-gAAP_
Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 28 R8.htm
IDEA: XBRL DOCUMENT

Condensed Consolidated Statements of Cash Flows 3 Months 9 Months 12 Months
(Parenthetical) - USD (\$) Ended Ended Ended

Mar. 31, 2023

Sep. 30, 2024

Sep. 30, 2023

Dec. 31, 2023

Dec. 31, 2022

Statement of Cash Flows [Abstract] — [Warrant of issuance fees](#) \$ 8,727 \$ 0 \$ 8,727
\$ 8,727 \$ 0

[- Definition](#)

Warrants issuance fees.

[+ References](#)

No definition available.

+ Details

Name:SHPH_WarrantsIssuanceFees Namespace Prefix:SHPH_ Data Type:
xbri:monetaryItemType Balance Type:credit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_StatementOfCashFlowsAbstract Namespace Prefix:us-gaap_ Data Type:
xbri:stringItemType Balance Type:na Period Type:duration XML 29 R9.htm IDEA:
XBRL DOCUMENT

Organization and Liquidity6 Months Ended12 Months Ended
Jun. 30, 2024
Dec. 31, 2023

Organization, Consolidation and Presentation of Financial Statements [Abstract]

Organization and Liquidity

Note 1 – Organization and Liquidity

Organization and Line of Business

Shuttle Pharmaceuticals Holdings, Inc. (“we,” “us,” “our,” or the “Company”) was originally formed as Shuttle Pharmaceuticals, LLC in the State of Maryland on December 18, 2012. On August 12, 2016, the Company filed articles of conversion with the State of Maryland to convert from an LLC to a C corporation, at which time the Company changed its name to Shuttle Pharmaceuticals, Inc. (“Shuttle”). In connection with the conversion the Company issued shares of common stock in exchange for % of the outstanding membership interests in Shuttle prior to conversion. On June 4, 2018, Shuttle completed a reverse merger with Shuttle Pharmaceuticals Holdings, Inc. (then known as Shuttle Pharma Acquisition Corp. Inc.), a Delaware corporation, pursuant to which Shuttle, our operating entity, became a wholly-owned subsidiary of the Company. All share numbers referenced herein reflect a 1-for-8 reverse split of our common stock on a post-split basis, which was effective as of August 13, 2024 (see Note 2). **5,625,000100**

The Company’s primary purpose is to develop and commercialize unique drugs for the sensitization of cancers and protection of normal tissues, with the goal of improving outcomes for cancer patients receiving radiation therapy. Shuttle has deployed its proprietary technology to develop novel cancer immunotherapies, producing a pipeline of selective HDAC inhibitors for cancer and immunotherapy applications. The Company’s HDAC platform is designed to target candidate molecules with potential roles in therapeutics beyond cancer, including autoimmune, inflammatory, metabolic, neurological and infectious diseases. The Company’s Ropidoxuridine product, which is used with radiation therapy to sensitize cancer cells, was initially funded by a Small Business Innovation Research (“SBIR”) contract provided by the National Cancer Institute (“NCI”), a unit of the National Institutes of Health (“NIH”). Ropidoxuridine has been further developed through the Company’s collaborations with scientists at the University of Virginia for use in combination with proton therapy to improve patient survival. Historically, and prior to the Company’s initial public offering in September 2022, the Company has obtained funding to develop products through NIH grants, including a product to predict late effects of radiation with metabolic biomarkers and develop prostate cancer cell lines in health disparities research.

The production and marketing of the Company’s products and its ongoing research and development activities will be and are subject to extensive regulation by numerous governmental authorities in the United States. Prior to marketing in the United States, any products or combination of products developed by the Company must undergo rigorous preclinical (animal) and clinical (human) testing and an extensive regulatory approval process implemented by the Food and Drug Administration (“FDA”) under the Food, Drug and Cosmetic Act. There can be no assurance that the Company will not encounter problems in its clinical trials that will cause the Company or the FDA to delay or suspend the clinical trials.

The Company’s success will depend in part on its ability to obtain patents and product license rights, maintain trade secrets, and operate without infringing on the proprietary rights of others, both in the United States and in other countries. There can be no assurance that patents issued to or licensed by the Company will not be challenged, invalidated or circumvented, or that the rights granted thereunder will provide proprietary protection or competitive advantages to the Company now or in the future.

Liquidity and Going Concern

Our unaudited condensed consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has a net loss of approximately \$ million and revenues for the nine months ended September 30, 2024 and has a working capital deficit of approximately \$ million as of September 30, 2024. The Company does not expect to generate positive cash flows from operating activities in the near future. **7.5no1.3**

In September 2024, the Company’s CEO provided \$ thousand to the Company in exchange for a promissory note repayable in equal monthly installments of principal and interest over a term of . In October 2024, the Company completed an offering of senior secured convertible bridge notes, receiving \$ thousand in cash. The notes have a term of and were accompanied by warrants with a weighted-average exercise price of \$. Also in October 2024, the Company completed an equity raise that provided \$ million net cash for the issuance of million shares / pre-funded warrants, and by million warrants with an exercise price of \$. However, the Company’s existing cash resources and the cash received from the equity offering and senior convertible note are not expected to provide sufficient funds to carry out the Company’s operations and clinical trials through the next twelve months. **250one year790one-year329,4611.423.92.92.91.40**

The Company’s capital raises have to date supported operations, the manufacture of drug product and FDA approval of the IND for the Phase II clinical trial of Ropidoxuridine and radiation therapy in glioblastoma and other radiation sensitizer discovery and therapy. The FDA recommended and the Company agreed to an expansion of the Phase II clinical trial, necessitating additional capital to complete the trial as well as fund ongoing operations. Additionally, the Phase II clinical trial of Ropidoxuridine has evolved with finalized agreements with all six of the planned site enrollment locations to administer the Phase II clinical trial of Ropidoxuridine and the enrollment of the first three patients.

The ability of the Company to continue as a going concern is dependent upon its ability to continue to successfully raise additional equity or debt financing to allow it to fund ongoing operations, conduct clinical trials and bring a drug candidate to commercialization to generate revenues. These conditions raise substantial doubt about the Company’s ability to continue as a going concern within one year after the date that the unaudited condensed consolidated financial statements are issued.

The accompanying unaudited condensed consolidated financial statements do not include any adjustments to reflect the future effects on the recoverability and classification of assets or the amounts and classification of liabilities if the Company is unable to continue as a going concern.

Note 1 – Organization and Liquidity

Organization and Line of Business

The Company was formed as Shuttle Pharmaceuticals, LLC, in the State of Maryland on December 18, 2012. On August 12, 2016, the Company filed articles of conversion with the State of Maryland to convert from an LLC to a C corporation, at which time the Company changed its name to Shuttle Pharmaceuticals, Inc. (“Shuttle”). In connection with the conversion the Company issued shares of common stock in exchange for % of the outstanding membership interests in Shuttle prior to conversion. On June 4, 2016, Shuttle completed a reverse merger with Shuttle Pharmaceuticals Holdings, Inc. (then known as Shuttle Pharma Acquisition Corp. Inc.), a Delaware corporation (the “Company”), pursuant to which Shuttle, our operating entity, became a wholly owned subsidiary of the Company. **5,625,000100**

The Company’s primary purpose is to develop and commercialize unique drugs for the sensitization of cancers and protection of normal tissues, with the goal of improving outcomes for cancer patients receiving radiation therapy. Shuttle has deployed its proprietary technology to develop novel cancer immunotherapies, producing a pipeline of selective HDAC inhibitors for cancer and immunotherapy applications. The Company’s HDAC platform is designed to target candidate molecules with potential roles in therapeutics beyond cancer, including autoimmune, inflammatory, metabolic, neurological and infectious diseases. The Company’s Ropidoxuridine product, which is used with radiation therapy to sensitize cancer cells, was funded by a Small Business Innovation Research (“SBIR”) contract provided by the National Cancer Institute (“NCI”), a unit of the National Institutes of Health (“NIH”). Ropidoxuridine has been further developed through the Company’s collaborations with scientists at the University of Virginia for use in combination with proton therapy to improve patient survival. Historically, and prior to the Company’s initial public offering, the Company has obtained funding to develop products through NIH grants, including a product to predict late effects of radiation with metabolic biomarkers and develop prostate cancer cell lines in health disparities research.

The production and marketing of the Company’s products and its ongoing research and development activities will be and are subject to extensive regulation by numerous governmental authorities in the United States. Prior to marketing in the United States, any products or combination of products developed by the Company must undergo rigorous preclinical (animal) and clinical (human) testing and an extensive regulatory approval process implemented by the Food and Drug Administration (“FDA”) under the Food, Drug and Cosmetic Act. There can be no assurance that the Company will not encounter problems in clinical trials that will cause the Company or the FDA to delay or suspend clinical trials.

The Company’s success will depend in part on its ability to obtain patents and product license rights, maintain trade secrets, and operate without infringing on the proprietary rights of others, both in the United States and in other countries. There can be no assurance that patents issued to or licensed by the Company will not be challenged, invalidated or circumvented, or that the rights granted thereunder will provide proprietary protection or competitive advantages to the Company now or in the future.

Liquidity and Going Concern

Our consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has a net loss of approximately \$ million and no revenues for the year ended December 31, 2023 and working capital of approximately \$ million as of December 31, 2023. In addition, the convertible note payable outstanding at December 31, 2023 includes covenants and certain cash payment requirements. On July 12, 2024, the Company informed the investor of its convertible note that the Company's expected restatement of its financial statements for the years ended December 31, 2022 and 2023 constituted an event of default under the terms of the convertible note. On August 6, 2024, the Company paid \$ million to the investor of the convertible note and received a waiver from the investor related to the default. The funds paid are restricted and will be held as collateral to the balance owed under the convertible note (see Note 12). These conditions, and the Company's ability to comply with such conditions, raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the consolidated financial statements are issued.

In January 2023, the Company entered into a securities purchase agreement with an institutional investor through which the Company sold a convertible note with a principal value of \$ million, along with a four-year warrant to purchase shares of common stock, exercisable at \$ per share, providing the Company with approximately \$ million in net proceeds. To date, the warrant has not yet been exercised. However, the Company's existing cash resources, marketable securities and the cash received from the equity offering and convertible note are not expected to provide sufficient funds to carry out the Company's operations and clinical trials through the next twelve months.

The IPO and subsequent capital raise have supported operations, the manufacture of drug product and FDA approval of the IND for the Phase II clinical trial of Ropidoxuridine and radiation therapy in glioblastoma. The FDA recommended and the company agreed to an expansion of the clinical trial, necessitating additional capital to complete the trial, as well as fund ongoing operations. As a result, management had initiated a \$ million rights offering and submitted an application for a SBIR grant for non-dilutive funding for pre-clinical project through the NIH. The Company is also currently pursuing other financing. The ability of the Company to continue as a going concern is dependent upon its ability to successfully raise additional equity or debt financing to allow it to fund ongoing operations, conduct clinical trials and bring a drug candidate to commercialization to generate revenues.

The accompanying consolidated financial statements do not include any adjustments to reflect the future effects on the recoverability and classification of assets or the amounts and classification of liabilities if the Company is unable to continue as a going concern.

Reverse Stock Split

On August 13, 2024, in order to meet Nasdaq's minimum bid price requirement of \$ per share (the "Minimum Bid Price Requirement"), the Company effectuated a of its issued and outstanding common stock, rounding up to account for any fractional shares (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the Company's authorized shares of common stock or preferred stock. Following the reverse stock split on August 13, 2024, the Company had a total of shares issued and outstanding (or on a post-split basis as of December 31, 2023). The Reverse Stock Split also resulted in an adjustment to the consolidated balance sheets for the years ended December 31, 2023, December 31, 2022 and December 31, 2021 with an increase to additional paid in capital of \$, \$ and \$, respectively, and an offsetting adjustment to the carrying value of common stock. All share, option, warrant and per share amounts (except our authorized outstanding) have been retroactively restated in these financial statements and related disclosures. The effect of the Reverse Stock Split has been included in Note 2 in the "As Reported" and in Note 11 in the "As Reported" amounts for additional paid in capital.

References

No definition available.

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Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

-Definition

The entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 810-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/205/tableOfContent

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Period Type:duration **XML 30 R10.htm IDEA:** XBRL DOCUMENT

**Summary of Significant Accounting Policies6 Months Ended12 Months Ended
Jun. 30, 2024
Dec. 31, 2023**

**Accounting Policies [Abstract] – Summary of Significant Accounting Policies
Note 2 – Summary of Significant Accounting Policies**

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial statements and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X of the United States Securities and Exchange Commission (“SEC”). Accordingly, they do not contain all information and notes required by GAAP for annual financial statements. A complete discussion of the Company’s significant accounting policies is included in the Company’s Annual Report on Form 10-K/A for the year ended December 31, 2023.

In the opinion of the Company’s management, the accompanying unaudited condensed consolidated financial statements contain all of the adjustments necessary to present the financial position of the Company as of September 30, 2024 and the results of operations and cash flows for the periods presented. The accompanying condensed consolidated financial statements of the Company have not been audited by the Company’s independent registered public accounting firm, except that the year-end consolidated balance sheet was derived from audited financial statements. The results of operations for the nine months ended September 30, 2024 are not necessarily indicative of the operating results for the full fiscal year or any future period. These unaudited condensed consolidated financial statements should be read in conjunction with the restated financial statements and related notes thereto for the year ended December 31, 2023 included in the Company’s Annual Report on Form 10-K/A filed with the SEC on September 4, 2024.

Reverse Stock Split

On August 13, 2024, in order to meet Nasdaq’s minimum bid price requirement of \$ per share (the “Minimum Bid Price Requirement”), the Company effectuated a reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the “Reverse Stock Split”). The Reverse Stock Split had no effect on the Company’s authorized shares of common stock or preferred stock and the par value will remain unchanged at \$, respectively. All common stock share, option, warrant and per share amounts (except our authorized but unissued shares and previously reserved shares) have been retroactively adjusted in these financial statements and related disclosures: **1.001 for 80.00001**

Basis of Consolidation

The unaudited condensed consolidated financial statements have been prepared on a consolidated basis with those of the Company’s wholly-owned subsidiaries, Shuttle Pharmaceuticals, Inc. and Shuttle Diagnostics Inc. All intercompany transactions and balances have been eliminated.

Correction of an Immaterial Error in the Prior Period Financial Statements

During the fourth quarter of 2023, the Company determined that the prior year consolidated financial statements had a misstatement caused by an immaterial classification error of certain research and development expenses in accordance with Accounting Standards Codification (“ASC”) 730. As a result, certain prior year amounts have been corrected for consistency with the current year presentation. The Company assessed the materiality of this change in presentation on prior period consolidated financial statements in accordance with SEC Staff Accounting Bulletin No. 99, “Materiality,” (ASC Topic 250, Accounting Changes and Error Corrections). Based on this assessment, the Company concluded that these error corrections in its unaudited condensed consolidated statements of operations are not material to any previously presented financial statements based upon overall considerations of both quantitative and qualitative factors. The corrections had no impact on the unaudited condensed consolidated balance sheet, unaudited condensed consolidated statements of cash flows, or unaudited condensed consolidated statement of changes in stockholders’ equity, to these financial statements, or for any previously presented interim or annual financial statements. Further, the corrections did not result in a change in quarterly or year-to-date operating losses, basic or diluted earnings per share, or working capital. The quarterly correction required for the three and nine months ended September 30, 2023 was \$ and \$, respectively. Accordingly, the Company corrected the previously reported immaterial error for the three and nine months ended September 30, 2023 in this Quarterly Report on Form 10-Q: **95,129,277,844**

	September 30, 2023	Correction	Corrected September 30, 2023
Research and development expense	\$ 3,084,488	\$ (277,844)	\$ 2,806,644
General and administrative expense	452,342	277,844	730,186
Net Loss	\$ 3,536,830	\$	
– \$3,536,830			

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company’s estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Significant estimates are contained in the accompanying unaudited condensed consolidated financial statements for the recognition of research and development expenses, valuation of warrants and valuation of bifurcated derivative liabilities and other financial instruments.

Cash and cash equivalents include cash in bank accounts and money market funds with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. As of September 30, 2024 and December 31, 2023, cash and cash equivalents consisted of the following:

Periodically, the Company may carry cash balances at financial institutions in excess of the federally insured limit of \$ per institution. The amount in excess of the FDIC insurance as of September 30, 2024 was \$.

The Company has not experienced losses on these accounts and management believes, based upon the quality of the financial institutions, that the credit risk with regard to these deposits is not significant.

Our investments in debt securities are carried at fair value. Investments in debt securities that are not classified as held-to-maturity are carried at fair value and classified as either trading or available-for-sale. Realized and unrealized gains and losses on trading of debt securities are charged to income.

The marketable securities held by the Company, which are classified as trading marketable securities, consisted of an outstanding balance of \$ and \$ million as of September 30, 2024 and December 31, 2023, respectively. During the three months ended September 30, 2024 and 2023, the Company recognized interest income of \$ and \$, realized gains of \$ and \$, and unrealized losses of \$ and unrealized gains of \$, respectively. During the nine months ended September 30, 2024 and 2023, the Company recognized interest income of \$ and \$, realized gains of \$ and \$, and unrealized loss of \$ and unrealized gain of \$, respectively. **02.92.52420.76556.398042.8989.60638.13556.720100.1181.74471.56821.134**

The Company follows accounting guidelines on fair value measurements for financial instruments measured on a recurring basis, as well as for certain assets and liabilities that are initially recorded at their estimated fair values. Fair Value is defined as the exit price, or the amount that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Company uses the following three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs to value its financial instruments:

• **Level 1: Observable inputs such as unadjusted quoted prices in active markets for identical instruments.** • **Level 2: Quoted prices for similar instruments that are directly or indirectly observable in the marketplace.** • **Level 3: Significant unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires a significant judgment or estimation.**

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires the Company to make judgments and consider factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded, may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange.

The carrying amounts of the Company's financial instruments including cash and cash equivalents, prepaid expenses, accounts payable and accrued liabilities approximate fair value due to the short-term maturities of these instruments.

Set out below are the Company's financial instruments that are required to be remeasured at fair value on a recurring basis and their fair value hierarchy as of September 30, 2024 and December 31, 2023:

[illegible]

~~-\$-~~	~~\$2,887,215~~	~~-\$-~~
<u>Liabilities</u>	<u>Derivative Liability - Warrants \$</u>	
	~~\$410,660~~	~~\$410,660~~
<u>Derivative Liability - Accelerated feature</u>		
~~3,852~~	~~3,852~~	~~3,852~~
<u>Derivative Liability -</u>	<u>3,852</u>	<u>3,852</u>
	<u>Total Liabilities \$</u>	
~~\$414,512~~	~~\$414,512~~	

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the unaudited condensed consolidated statements of operations. For our liability classified derivative financial instruments, the Company used a Monte Carlo valuation model to value the derivative instruments at inception and on subsequent valuation dates. For our equity classified derivative financial instruments, we used a Black-Scholes option-pricing model at the grant date to value the derivative instrument. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the unaudited condensed consolidated balance sheets as current or non-current based on whether or not net cash settlement or conversion of the instrument could be required within twelve (12) months of the balance sheet date.

Warrants

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, ("ASC 480") and ASC 815, ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at

the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

Distinguishing Liabilities from EquityDerivatives and Hedging

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the unaudited condensed consolidated statements of operations. The fair value of the warrants is estimated using a Black-Scholes pricing model or a Monte-Carlo simulation.

Research and Development Expenses

Research and development expenses are charged to expense as incurred. Research and development expenses include, but are not limited to, product development, clinical and regulatory expenses, payroll and other personnel expenses, which include a certain portion of our chief executive officer, chief operating officer, chief financial officer and directors' compensation. For the three and nine months ended September 30, 2024 and 2023, a portion of personnel-related expenses and stock-based compensation expense for these individuals totaling \$ million and \$ million, respectively, and \$ million and \$ million, respectively, was included within research and development due to their active involvement in the research and development activities, materials, supplies, related subcontract expenses, and consulting costs. In June 2024, the Company recruited a new chief financial officer who is substantially devoted to administrative functions and our then existing chief financial officer, who also handled research and development compliance functions,

transitioned to substantially research and development functions.

Regarding the accounting treatment for reimbursements, GAAP provides limited guidance on the accounting for government grants received by for-profit companies. In accordance with ASC Topic 832, as adopted January 1, 2022, we disclose certain types of government assistance received in the notes to the consolidated financial statements that includes: a) the nature of the transaction including the nature of the assistance being given; b) the accounting policies being used to account for the transaction and c) other provisions of relevance, where required. Depending on the type of grant or contract, we understand there is more than one acceptable alternative for the accounting treatment – a reduction of costs, a deferred credit to be amortized, revenue or other income. The Company has concluded that reimbursements received for R&D expenses incurred, are more akin to a reduction of costs and applies reimbursements against incurred research costs. There were no reimbursements received for the three and nine months ended September 30,

2024 and 2023.

Government Assistance

Net Loss Per Common Stock

Net loss per share of common stock requires presentation of basic earnings per share on the face of the unaudited condensed consolidated statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic earnings per share computation. In the accompanying unaudited condensed consolidated financial statements, basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock and potentially dilutive outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent share arrangements, stock options and warrants unless the result would be antidilutive.

The dilutive effect of restricted stock units subject to vesting and other stock-based payment awards is calculated using the "treasury stock method," which assumes that the "proceeds" from the exercise of these instruments are used to purchase common shares at the average market price for the period. The dilutive effect of convertible securities is calculated using the "if-converted method." Under the if-converted method, securities are assumed to be converted at the beginning of the period, and the resulting shares of common stock are included in the denominator of the diluted calculation for the entire period being presented.

For the nine months ended September 30, 2024 and 2023, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

	<u>September</u>	<u>September 30,</u>
	<u>30,</u>	<u>2023</u>
	<u>2024</u>	<u>2023</u>
<u>Convertible notes (Note 5)</u>		
	~~137,729~~	

Warrants

(Note 6)

~~184,000~~	~~184,000~~	~~41,338~~	~~21,006~~	~~225,338~~	~~342,735~~
<u>Restricted stock units (Note 6)</u>					

Deferred Offering Costs

Pursuant to ASC 340-10-S99-1, costs directly attributable to an offering of equity securities are deferred and would be charged against the gross proceeds of an offering as a reduction of additional paid-in capital. Deferred offering costs may consist of underwriting, legal, accounting, and other expenses incurred through the balance sheet date that are directly related to a proposed public offering. Should the proposed public offering prove to be unsuccessful, any deferred costs, as well as additional expenses to be incurred, will be expensed.

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, Segment Reporting Topic 280, "Segment Reporting-Improvements to Reportable Segment Disclosures," which allows disclosure of one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires enhanced disclosures of significant segment expenses and other segment items, as well as incremental qualitative disclosures on both an annual and interim basis. This guidance is effective for annual reporting periods beginning after December 15, 2023, and interim reporting periods after December 15, 2024. Early adoption is permitted and retrospective application is required for all periods presented. The adoption of this new guidance is not expected to have a significant impact on our consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes Topic 740, "Income Tax-Improvements to Income Tax Disclosures," which requires enhanced disclosures, including specific categories and disaggregation of information in the effective tax rate reconciliation, disaggregated information related to income taxes paid, income or loss from continuing operations before income tax expense or benefit, and income tax expense or benefit from continuing operations. This guidance is effective for annual reporting periods beginning after December 15, 2024. Early adoption is permitted and should be applied on a prospective basis, however retrospective application is permitted. The Company is currently evaluating the impact of adopting this guidance on its consolidated and condensed financial statements and disclosures included within notes to consolidated and condensed financial statements.

[illegible]

Leases

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We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use asset ("ROU"), operating lease liability - current, and operating lease liability - noncurrent on the consolidated balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in our consolidated balance sheets. The Company did not utilize any financing that required recognition of finance leases during the years ended December 31, 2023 and 2022.

-

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the estimated rate of interest for collateralized borrowing, over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

-

Leases with a lease term of 12 months or less at inception are not recorded on our consolidated balance sheets and are expensed on a straight-line basis over the lease term in our statement of operations. We have lease agreements with lease and non-lease components, which are generally accounted for separately.

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The Company determines the present value of minimum future lease payments for operating leases by estimating a rate of interest that it would have to pay to borrow on a collateralized basis over a similar term, an amount equal to the lease payments and a similar economic environment (the "incremental borrowing rate" or "IBR"). The Company determines the appropriate IBR by identifying a reference rate and making adjustments that take into consideration financing options and certain lease-specific circumstances. For the reference rate, the Company used an equity built up, risk adjusted rate, as the implicit interest rate.

Furniture	:	:	years 5
Computers and equipment	:	:	
years 5			years 10
Research Equipment—			

For our derivative financial instruments, the Company utilizes the most appropriate valuation model (such as Monte Carlo simulations or probability-weighted expected return models, based on the nature of the terms of the instrument) to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the consolidated balance sheet sheets as current or non-current based on whether or not net cash settlement or conversion of the instrument could be required within twelve (12) months of the balance sheet date.

The Company evaluates its convertible notes for embedded features and bifurcates these features (such as conversion options and redemption options) from their host instruments and accounts for them as free standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

Warrants

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. Finally, the Company determines if the warrants meet the definition of a derivative based on their contractual terms. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

The fair value of the warrants is estimated using a Black-Scholes pricing model or a Monte Carlo simulation.

The Company reviews its long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the asset may not be fully recoverable. Recoverability of assets is measured by a comparison of the carrying amount of an asset to the estimated undiscounted cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated future cash flows, an impairment charge will be recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. There were no impairments of long-lived assets during the periods presented.

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Stock-Based Compensation

Compensation cost for stock awards, which include restricted stock units (“RSUs”), is measured at the fair value on the grant date and recognized as expense, over the related service or performance period. The fair value of stock awards is based on the quoted price of our common stock on the grant date. Compensation expense related to the RSUs is reduced by the fair value of the units that are forfeited by employees that leave the Company prior to vesting as they occur. Compensation cost for RSUs are recognized using the straight-line method over the requisite service period.

Research and Development Expenses

Research and development expenses are charged to expense as incurred. Research and development expenses include, but are not limited to, product development, clinical and regulatory expenses, payroll and other personnel expenses, which include a certain portion of our chief executive officer, chief operating officer, chief financial officer and directors’ compensation. For the year ended December 31, 2023 and 2022, a portion of personnel-related expenses and stock-based compensation expense for these individuals totaling \$ million and \$ million, respectively, was included within research and development due to their active involvement in the research and development activities, materials, supplies, related subcontract expenses, and consulting costs. **0.80.5**

Regarding the accounting treatment for reimbursements, GAAP provides limited guidance on the accounting for government grants received by for-profit companies. In accordance with ASC Topic 832, as adopted January 1, 2022, we disclose certain types of government assistance received in the notes to the consolidated financial statements that includes: a) the nature of the transaction including the nature of the assistance being given; b) the accounting policies being used to account for the transaction and c) other provisions of relevance, where required. Depending on the type of grant or contract, we understand there is more than one acceptable alternative for the accounting treatment – a reduction of costs, a deferred credit to be amortized, revenue or other income. The Company has concluded that reimbursements received for R&D expenses incurred, are more akin to a reduction of costs and applies reimbursements against incurred research costs. For the years ended December 31, 2023 and 2022, we recorded \$ million and \$ million in

Research and development, net of contract expense reimbursements, respectively. **Government Assistance3.51.0**

Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740. ASC 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, the Company does not foresee generating taxable income in the near future and utilizing its deferred tax asset, therefore, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. **Income Taxes**

Under ASC 740, a tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The Company has no material uncertain tax positions for any of the reporting periods presented.

Segment Information

Operating segments are defined as components of an enterprise about which separate and discrete information is available for evaluation by the chief operating decision-maker (“CODM”) in deciding how to allocate resources and assess performance. The Company and the Company’s CODM, the Company’s chief executive officer, evaluates the Company’s operations and manages its business as a operating segment. All of the Company’s long-lived assets are held in the United States. **single**

Net Loss Per Common Stock

Net loss per share of common stock requires presentation of basic earnings per common share on the face of the statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic earnings per share computation. In the accompanying consolidated financial statements, basic loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income attributable to common stockholders by the weighted average number of shares of common stock outstanding and potentially dilutive shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through convertible securities, contingent share arrangements, stock options and warrants unless the result would be antidilutive.

The dilutive effect of restricted stock units and other stock-based payment awards subject to vesting and common stock warrants is calculated using the “treasury stock method,” which assumes that the “proceeds” from the exercise of these instruments are used to purchase common shares at the average market price for the period. The dilutive effect of convertible securities is calculated using the “if-converted method.” Under the if-converted method, securities are assumed to be converted at the beginning of the period, and the resulting shares of common stock are included in the denominator of the diluted calculation for the entire period being presented.

For the years ended December 31, 2023 and 2022, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

December 31, 2023	December 31, 2022

(as restated) **119,939**

Convertible notes (Note 6)	
Warrants (Note 7)	
184,000	47,831
Restricted stock units (Note 7)	24,731
	2,966
	328,670
	50,797

Recent Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which requires disaggregated information about a reporting entity’s effective tax rate reconciliation as well as information on income taxes paid. The guidance is effective for the Company’s fiscal years beginning after February 1, 2025, with early adoption permitted. The Company does not expect the adoption of this standard to have any material impact on its financial statements.

There have been no other recent accounting pronouncements, changes in accounting pronouncements or recently adopted accounting guidance during the year ended December 31, 2023 that are of significance or potential significance to the Company.

References

No definition available.

+ Details

Name:us-gaap_AccountingPoliciesAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

Definition

The entire disclosure for all significant accounting policies of the reporting entity.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2:

Future non-cancelable minimum lease payments under the operating lease liability as of September 30, 2024, are as follows:

~~Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 32 R12.htm IDEA: XBRL DOCUMENT~~
~~Notes Payable-Related Party6 Months Ended12 Months Ended Jun. 30, 2024 Dec. 31, 2023~~
~~Notes Payable-related Party~~ [Notes Payable-Related Party](#)
~~Note 4 - Notes Payable-Related Party~~
On September 4, 2024, the Company issued a \$ promissory note (the "Promissory Note") to an officer of the Company for \$. The Promissory Note accrues interest at % per annum and is repayable in 12 substantially equal installments over a period of . During the three and nine months ended September 30, 2024 the Company incurred \$ and \$, respectively, in interest expense relating to this Promissory Note. During the three and nine months ended September 30, 2024 the Company did not pay any principal or accrued interest. ~~250,000250,00012one year2,1372,137~~
On December 1, 2020, the Company consolidated all of the outstanding loans owed to an officer of the Company and to his spouse, resulting in the following two loans: (i) a single loan from the spouse of an officer of the Company, dated December 1, 2020, with a principal balance of \$, bearing interest at the rate of % per annum, with a maturity date of ; and (ii) a single loan owed to an officer of the Company in the principal amount of \$, bearing interest at the rate of % per annum, with a maturity date of . ~~426,2437.5December 31, 2021139,2297.5December 31, 2021~~
~~In December of 2021, the maturity dates of these loans were further extended to June 30, 2022. In July of 2022, the notes were extended to June 30, 2023.~~
On June 21, 2021, the Company entered into a loan from the spouse of an officer of the Company in the amount of \$ (principal) with an interest rate of % per annum due June 21, 2022. In July of 2022, the loan was extended to June 30, 2023. ~~120,0007.5~~
During the three and nine months ended September 30, 2023 the Company incurred \$ and \$, respectively, in interest expense for the related party notes payable with maturity dates on June 30, 2023. During the three and nine months ended September 30, 2023 principal payments of \$ and \$, respectively, and accrued interest of \$ and \$ were paid, respectively, on notes to these related parties. The principal and accrued interest for these notes were fully paid by December 31, 2023. ~~06,8250685,4730102,373~~
~~Note 5 - Notes Payable-Related Party~~
On December 1, 2020, the Company consolidated all of the outstanding loans owed to an officer of the Company and to his spouse, resulting in the following two loans: (i) a single loan from the spouse of an officer of the Company, dated December 1, 2020, with a principal balance of \$, bearing interest at the rate of % per annum, with a maturity date of ; and (ii) a single loan owed to an officer of the Company in the principal amount of \$, bearing interest at the rate of % per annum, with a maturity date of December 31, 2021. ~~426,2437.5December 31, 2021139,2297.5~~
~~In December of 2021, the maturity dates of these loans were further extended to June 30, 2022. In July of 2022, the notes were extended to June 30, 2023.~~
On June 21, 2021, the Company entered into a loan from the spouse of an officer of the Company in the amount of \$ (principal) with an interest rate of % per annum due June 21, 2022. In July of 2022, the loan was extended to June 30, 2023. ~~120,0007.5~~
The Company accounted for these loan extensions during the year ended December 31, 2022, as a troubled debt restructuring as the Company was experiencing financial difficulties and the extensions represented a concession by the lenders. As the future undiscounted cash flows of these related party notes exceeded their carrying value, no gain or loss was recognized upon the extensions.
As of June 30, 2023 principal payments of \$ and interest of \$ were paid. As of December 31, 2023, there were outstanding principal or interest balances for these related party notes. ~~685,473104,968no~~
On August 1, 2022, in conjunction with a private placement of notes and warrants (as detailed in Note 6 below), in exchange for a \$ payment upon subscription, the Company issued a convertible note to the spouse of an officer of the Company in the amount of \$(principal) with an interest rate of % per annum, and warrants to purchase shares of common stock. The loan was fully repaid, including \$ of accrued interest, in September of 2022. ~~50,00050,000 62,500822~~

~~-References~~

~~No definition available.~~

~~+Details~~

~~Name:SHPH_DisclosureNotesPayablerelatedPartyAbstract Namespace Prefix:SHPH Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Notes Payable Related Party [Disclosure Text Block]~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:SHPH_NotesPayableRelatedPartyDisclosureTextBlock Namespace Prefix:SHPH Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 33 R13.htm IDEA: XBRL DOCUMENT~~
~~Convertible Notes and Notes Payable6 Months Ended12 Months Ended Jun. 30, 2024 Dec. 31, 2023~~
~~Debt Disclosure [Abstract]~~ [Convertible Notes and Notes Payable](#)
~~Note 5 - Convertible Notes~~

Alto Opportunity Master Fund, SPC

On January 11, 2023, the Company entered into a securities purchase agreement (the "SPA") with Alto Opportunity Master Fund, SPC – Segregated Master Portfolio B, a Cayman entity (the "Investor"), pursuant to which the Company sold to the Investor a \$ convertible note (the "Alto Convertible Note") and warrant (the "Warrant") to purchase shares of common stock, exercisable at \$ per share, as adjusted, in exchange for gross proceeds of \$ (the "Investment Amount") (See Note 7). The Company determined that the Warrant contains a net cash settlement feature at inception and categorized the Warrant as a liability in the accompanying unaudited condensed consolidated financial statements. The Alto Convertible Note matures on March 11, 2025, but may be extended at the option of the noteholder. The Alto Convertible Note amortizes on a monthly basis and the Company can make such monthly amortization payments in cash or, subject to certain equity conditions, in registered shares of common stock or a combination thereof. Installments may be deferred by the noteholder, resulting in a variable interest rate. However, the effective interest rate is approximately 214% based on the internal rate of return calculated on a series of cash flows that occur at regular intervals. For equity repayment, The noteholder has an acceleration of installment amount conversion option (the "Acceleration Option"), whereby the noteholder, with certain share percentage limitations, can convert to common stock any outstanding installment amount at an amount equal to the installment amount plus five times (5x) the installment amount at any time. The Company has determined the Acceleration Option is an embedded derivative within the host instrument and has bifurcated it from the host instrument and recorded it as a derivative liability valued at \$ at inception, using a Monte Carlo simulation model (Note 7). The Convertible Note is repayable over 26 months and bears interest at the rate of % per annum. Additionally, the note contains certain redemption options and "Make Whole"

provisions: 4,300,000127,2601.933,935,000the Alto Convertible Note is convertible into shares of common stock at a price per share equal to the lower of (i) \$18.80, (ii) 90% of the three lowest daily VWAPs of the 15 trading days prior to the payment date, or (iii) 90% of the VWAP of the trading day prior to payment date. The noteholder may convert at any time at a fixed price of \$18.80 per share.1,442,0005

In conjunction with entry into the SPA, the Company entered into a series of related agreements, including a security agreement (the "Security Agreement"), an intellectual property security agreement (the "IP Security Agreement") and a subsidiary guaranty (the "Subsidiary Guaranty"). The security agreements and guaranty allow, among other things, for the Investor to have a security interest in and place a lien on all of the Company's assets and intellectual property until such time as the Alto Convertible Note is paid off. In addition, the SPA called for the Company to enter into a springing deposit account control agreement (the "Springing DACA"), which, in the event the Company defaults on its repayment of the Alto Convertible Note, would allow the Investor to assume control of the Company's bank account only with regard to any funds remaining outstanding under the Alto Convertible Note. As such, in conjunction with entry into the SPA, the Company established a separate bank account in which it deposited the Investment Amount and pursuant to which the Company, the Investor and the bank holding the Investment Amount, First Republic Bank, entered into the Springing DACA agreement. As the Investment Amount had been held at First Republic Bank, in light of certain banking crises then affecting smaller banks, on March 12, 2023, the Company and the Investor moved the Investment Amount from First Republic Bank, after which time the Springing DACA was no longer in effect. Further, pursuant to amendments to the SPA entered into in May and June of 2023, the Company and the Investor agreed that all of the Investment Amount would be released to the Company and the relevant provision of the SPA which required the Springing DACA would no longer be deemed applicable. In addition, the Company granted the Investor the option to purchase up to an additional \$ million in convertible notes and warrants on substantially the same terms as the Alto Convertible Note and Warrant, excluding the Springing DACA requirement, with such option to be effective through December 31, 2025. The agreement offers the investor an opportunity to participate in future capital raises at substantially similar terms as the January 11, 2023 agreement. The Company expects that such subsequent convertible notes and warrants would be issued on substantially similar terms as the January 11, 2023 initial agreement, as amended, thus providing the Company the opportunity to negotiate certain aspects of the

agreement: 10.0
Boustead Securities, LLC ("Boustead") served as a placement agent for the Alto Convertible Note and Warrant offering and received \$ cash compensation and a warrant to purchase shares of common stock, exercisable at \$ per share. The Boustead warrant was determined to be an equity instrument valued on a non-recurring basis. The Company used the Black Scholes valuation model using a term of , volatility of %, a risk-free rate of % for a value of \$: 345,0008,90918.80five years1103.5399,543

The Company allocated the finance costs related to the Boustead placement agent fee of \$, based on the relative fair market values of the Convertible Note and warrants issued. The allocation of the financing costs applied \$ to the debt component as a debt discount that is being amortized to interest expense over the term of the Convertible Note, \$ to the warrant derivative liability component, expensed as a finance fee, and \$ to the equity warrant as a reduction in additional paid in capital. 345,000232,027104,2458,727
The Company allocated to the debt component of the note an original discount of \$, legal fees of \$, \$ for additional interest fees on day one added to note principal, \$ for the accelerated conversion feature, and \$ for the fair value of warrants, resulting in an additional \$ debt discount that is being amortized to interest expense over the term of the Alto Convertible Note. 300,00065,000215,0001,442,0001,288,5433,310,543

On August 6, 2024, the Company entered into an amendment to the SPA with Alto. Under the Amendment Agreement, the Company and Alto agreed as follows: (i) that the Company would pay \$ (the "Cash Collateral") in cash by wire transfer of immediately available funds to Alto, which would be held as collateral on the remaining \$ million outstanding under the Alto Note; (ii) Alto will defer the monthly installment payment due on September 3, 2024 under the Alto Note until the Alto Note's March 11, 2025 maturity date; and (iii) Alto would grant a waiver of any default Section 4(a)(xvi) of the Note related to the restatement and reaudit of the Company's financial statements for the years ended December 31, 2022 and 2023. The amendment was accounted for as a troubled debt restructuring as the Company determined it was experiencing financial difficulties and was provided a concession through the deferral of one monthly principal and interest payment. As the future undiscounted cash flows exceeded the carrying value of the Alto Convertible Note, the Company did not recognize any gain or loss associated with the troubled debt restructuring. 600,0001.2

During the three and nine months ended September 30, 2024, the Company recorded interest expense of \$ and \$, respectively, which included amortization of debt discount as interest expense of \$ and \$, respectively. During the three and nine months ended September 30, 2024, the Company settled \$ and \$ of principal, and \$ and \$ of accrued interest, which settlements were made in the form of and shares of common stock. During the three months ended September 30, 2024, the Company also paid \$ of principal and \$ of accrued interest for a total of \$. During the nine months ended September 30, 2024, the Company paid \$ of principal and \$ of accrued interest for a total of \$. In relation to the settlements described above, the Company recognized a loss on settlement of convertible debt of \$ and \$ for the three and nine months ended September 30, 2024. 270,5381,198,738247,4301,079,4441,172,8501,408,05035,88854,670719,148797,345. 926,488762,186833,501

During the three and nine months ended September 30, 2023, the Company recorded interest expense of \$ and \$ respectively, which included amortization of debt discount as interest expense of \$ and \$ respectively. During the three and nine months ended September 30, 2023, the Company settled \$ and \$ of principal, respectively, and settled \$ and \$, respectively, of accrued interest, which settlements were made in the form of and shares of common stock, respectively, during the three and nine months ended September 30, 2023. 623,4651,952,147538,3021,550,479331,8001,925,70054,096294,92762,761297,625
As of September 30, 2024, the outstanding principal, debt discount and net carry value for the convertible note was \$: 0

Note 6 - Notes Payable

Alto Opportunity Master Fund, SPC

On January 11, 2023, the Company entered into a securities purchase agreement (the "SPA") with Alto Opportunity Master Fund, SPC – Segregated Master Portfolio B, a Cayman entity (the "Investor"), pursuant to which the Company sold to the Investor a \$ convertible note (the "Alto Convertible Note") and warrant (the "Alto Warrant") to purchase shares of common stock, exercisable at \$ per share, in exchange for gross proceeds of \$ (the "Investment Amount") (See Note 7). The Company determined that the Alto Warrant contains a net cash settlement feature at inception and categorized the Alto Warrant as a liability in the accompanying consolidated financial statements. The Alto Convertible Note matures on March 11, 2025, but may be extended at the option of the noteholder. The Alto Convertible Note amortizes on a monthly basis and the Company can make such monthly amortization payments in cash or, subject to certain equity conditions, in registered shares of common stock or a combination thereof. Installments may be deferred by the noteholder, resulting in a variable interest rate. However, the effective interest rate is approximately % based on the internal rate of return calculated on a series of cash flows that occur at regular intervals. For equity repayment, The noteholder has an acceleration of installment amount conversion option (the "Alto Acceleration Option"), whereby the noteholder, with certain share percentage limitations, can convert to common stock any outstanding installment amount at an amount equal to the installment amount plus five times (5x) the installment amount at any time. The Company has determined the Alto Acceleration Option is an embedded derivative within the host instrument and has bifurcated it from the host instrument and recorded it as a derivative liability valued at \$, using a Monte Carlo simulation model (Note 6). The Convertible Note is repayable over 26 months and bears interest at the rate of % per annum. Additionally, the note contains certain redemption options and "Make Whole"

provisions: 4,300,000127,26018.803,935,000346the Alto Convertible Note is convertible into shares of common stock at a price per share equal to the lower of (i) \$18.80, (ii) 90% of the three lowest daily VWAPs of the 15 trading days prior to the payment date, or (iii) 90% of the VWAP of the trading day prior to payment date. The noteholder may convert at any time at a fixed price of \$ per share.18.801,442,0005

In conjunction with entry into the SPA, the Company entered into a series of related agreements, including a security agreement (the "Security Agreement"), an intellectual property security agreement (the "IP Security Agreement") and a subsidiary guaranty (the "Subsidiary Guaranty"). The security agreements and guaranty allow, among other things, for the Investor to have a security interest in and place a lien on all of the Company's assets and intellectual property until such time as the Alto Convertible Note is paid off. In addition, the SPA called for the Company to enter into a springing deposit account control agreement (the "Springing DACA"), which, in the event the Company defaults on its repayment of the Alto Convertible Note, would allow the Investor to assume control of the Company's bank account only with regard to any funds remaining outstanding under the Alto Convertible Note. As such, in conjunction with entry into the SPA, the Company established a separate bank account in which it deposited the Investment Amount and pursuant to which the Company, the Investor and the bank holding the Investment Amount, First Republic Bank, entered into the Springing DACA agreement. As the Investment Amount had been held at First Republic Bank, in light of certain banking crises then affecting smaller banks, on March 12, 2023, the Company and the Investor moved the Investment Amount from First Republic Bank, after which time the Springing DACA was no longer in effect. Further, pursuant to amendments to the SPA entered into in May and June of 2023, the Company and the Investor agreed that all of the Investment Amount would be released to the Company and the relevant provision of the SPA which required the Springing DACA would no longer be deemed applicable. In addition, the Company granted the Investor the option to purchase up to an additional \$ million in convertible notes and warrants on substantially the same terms as the Alto Convertible Note and Alto Warrant, excluding the Springing DACA requirement, with such option to be effective through December 31, 2025. The agreement offers the investor an opportunity to participate in future capital raises at substantially similar terms as the January 11, 2023 agreement. The Company expects that such subsequent convertible notes and warrants would be issued on substantially similar terms as the January 11, 2023 initial agreement, as amended, thus providing the Company the opportunity to negotiate certain aspects of the

agreement: 10
Boustead Securities, LLC ("Boustead") served as a placement agent for the Alto Convertible Note and Warrant offering and received \$ cash compensation and a warrant to purchase shares of common stock,

exercisable at \$ per share. The Boustead warrant was determined to be an equity instrument valued on a non-recurring basis. The Company used the Black Scholes valuation model using a term of , volatility of % , a risk-free rate of % for a value of \$, **345,0008,90918.80five years1103.5399,543**

The Company allocated the finance costs related to the Boustead placement agent fee of \$, based on the relative fair market values of the Convertible Note and warrants issued. The allocation of the financing costs applied \$ to the debt component as a debt discount that is being amortized to interest expense over the term of the Convertible Note, \$ to the warrant derivative liability component, expensed as a finance fee, and \$ to the equity warrant as a reduction in additional paid in capital. **345,000232,027104,2458,727**

The Company allocated to the debt component of the note an original discount of \$, legal fees of \$, \$ for additional interest fees on day one added to note principal, \$ for the accelerated conversion feature, and \$ for the fair value of warrants, resulting in an additional \$ debt discount that is being amortized to interest expense over the term of the Alto Convertible Note. **300,00065,000215,0001,442,0001,288,5433,310,543**

During the year ended December 31, 2023, the Company recorded interest expense of \$, which included amortization of debt discount as interest expense of \$. During the year ended December 31, 2023, the Company settled \$ of principal and settled \$ of accrued interest, which settlements were made in the form of shares of common stock during the year ended December 31, 2023. **2,484,1932,123,0491,925,700294,927297,625**

As of December 31, 2023, the outstanding principal for the convertible note was \$ and the debt discount remaining was \$, with a net convertible note carrying value of \$, which represents the current and non-current portions of the convertible note as of December 31, 2023. **2,254,8561,523,768731,088**

Subsequent to December 31, 2023, the Company and the investor agreed to certain changes in terms of the Alto Convertible Note as well as the waiver of certain covenant violations. See Subsequent Events for further details.

Paycheck Protection Program Term Notes

On March 9, 2021, the Company obtained a \$ term note issued under the Coronavirus Aid, Relief, and Economic Security Act's Paycheck Protection Program (the "PPP"). The note bore an interest rate of % per annum, had a six-month deferral period with payments due on the seventh month, with all outstanding principal and interest due and payable within two years from the note's inception date. Under its terms, all or a portion of the note may be forgiven in accordance with PPP requirements, with . As of December 31, 2021, a "Loan Forgiveness Application" was submitted to PNC Bank along with the requested documentation. Thereafter, during the quarter ended March 31, 2022, the note liability was reduced in its entirety and the Company recognized a gain on forgiveness of \$ in its statement of operations for the year ended December 31, 2022, (as restated) **73,0071no more than 25% of the amount forgiven to be attributable to non-payroll costs73,007**

December 2021 Promissory Notes

On December 28, 2021, the Company issued promissory note units, consisting of an aggregate \$ in % unsecured promissory notes with a maturity date of (the "December 2021 Promissory Notes") and warrants to purchase shares of common stock exercisable at \$ per share with an expiration date of December 28, 2026. The Company received net proceeds of \$ upon the issuance of these promissory note units and incurred \$ in additional issuance costs which were allocated between the December 2021 Promissory Notes and the warrants. The Company assessed the embedded features of the December 2021 Promissory Notes and determined that the accelerated repayment upon an initial public offering represented a derivative feature requiring bifurcation. The Company estimated the fair value of the derivative to be \$ at issuance (see Note 8 for fair value considerations). **500,00010December 28, 2022 62,5008.00494,92521,890367,000**

The Company determined that the warrants issued with the December 2021 Promissory Notes should be classified as equity. The Company measured the fair value of these warrants using a Black-Scholes model and allocated fair value to these warrants on a relative fair value basis. The proceeds from the December 2021 Promissory Notes allocated to the warrants at issuance was \$. The inputs to the Black-Scholes model included an estimated fair value of the Company's common stock of \$, the exercise price of \$ per share, a five year term, volatility and a risk free rate of **418,44940.008.0086.3%1.27%**

The discount on the December 2021 Promissory Notes was being amortized using the straight-line method as the initial proceeds received were fully allocated to the warrants and bifurcated derivative, through the maturity date of the notes. The Company recognized amortization expense of \$ **331,978** related to the discount on the December 2021 Promissory Notes as interest expense in its statement of operations for the year ended December 31, 2022.

In April 2022, the warrants were modified by the Company to nullify the effect of the April 2022 reverse stock split, allowing the warrant to remain outstanding and exercisable for shares of common stock at an exercise price of \$ per share. The Company calculated the incremental fair value provided to the holders of the warrants due to the modification as \$, which was recorded as a deemed dividend during the year ended December 31, 2022. The incremental fair value was estimated using a Black-Scholes model, with inputs including the estimated fair value of the Company's common stock of \$, the exercise price of either \$ (pre-modification) or \$ (post-modification), a remaining term of years, volatility of % and a risk free rate of %.

62,5008.00941,00032.0016.008.004.7583.62.55

In September 2022, the warrants were exercised by the lenders in exchange for tendering the outstanding principal balance (s **500,000**) on the December 2021 Promissory Notes. The Company treated the settlement as a debt extinguishment for accounting purposes. The Company recognized a loss on extinguishment of \$ upon this settlement and issuance of the **1,531,85262,500** shares of common stock upon exercise, based on the difference between the estimated fair value of the common stock issued (\$) and the carrying value of the December 2021 Promissory Notes. The Company paid all accrued interest under the December 2021 Promissory Notes from issuance through settlement to the lenders in cash during the year ended December 31, 2022. **2,031,250**

2022 Convertible Bridge Notes

On February 8, 2022 and March 11, 2022, the Company sold \$ and \$, respectively, in % convertible notes (the "2022 Convertible Notes"), which bore % interest (which would be waived upon a conversion event), were repayable on December 31, 2024, and were convertible upon the completion of the Company's initial public offering or other liquidity event at % of the per share price paid by investors in such an event. In addition, if the 2022 Convertible Notes were not converted during the period 12 months after their initial issuance, the outstanding principal amount of the 2022 Convertible Notes would be increased by % . The Company received net proceeds of \$ from the 2022 Convertible Notes, after deducting a total of \$ in fees paid to Boustead Securities LLC for services provided as placement agent for the offering. Boustead also received warrants in connection with the issuances with a total estimated fair value of \$ (see discussion below) and the Company incurred \$ in additional costs which were recorded as debt issuance costs upon issuance of the 2022 Convertible Notes. **365,000225,000665010525,71564,28592,33617,363**

The Company assessed the embedded features of the 2022 Convertible Notes and determined that the automatic conversion feature with a % discount to per share price paid (a share-settled redemption feature) and the % principal increase feature were not clearly and closely related to the debt host instrument and met the definition of a derivative and as such, required bifurcation from the 2022 Convertible Notes. The Company estimated the fair value at issuance of these features to be \$ and recorded as a discount to the 2022 Convertible Notes (see Note 8 for fair value considerations). Of the total \$ of issuance costs incurred related to the 2022 Convertible Notes, the Company allocated \$ of the debt issuance costs to the 2022 Convertible Notes (as a discount) and \$ allocated to the derivative liability and expensed as a component of the finance fee (as restated) in the statement of operations. The discount on the 2022 Convertible Notes was amortized under the effective interest method through the maturity dates of the notes. The Company recognized amortization expense of \$ related to the discount on the 2022 Convertible Notes as interest expense in its statement of operations for the year ended December 31, 2022. **5010221,000173,984108,85865,12637,745**

For services provided in the offering, Boustead Securities LLC also received warrants to purchase of the shares of common stock issuable upon conversion of the 2022 Convertible Notes, at the conversion price of the notes. Upon conversion, the warrant became exercisable for a total of shares of common stock at an exercise price of \$ per share. These warrants were accounted for under ASC 718 and classified as liabilities due to the fact that the conversion of the 2022 Convertible Notes would impact their fair value. The fair value at issuance of the warrants was estimated as \$ using a Black-Scholes model, with inputs that included an estimated fair value of the Company's common stock of \$, an exercise price of \$ per share (based on the estimated conversion terms), a five year term, volatility and a risk free rate of to **10%2,58216.0092,33632.0016.0086.1%1.81%1.96%**

During the year ended December 31, 2022, the 2022 Convertible Notes were automatically converted into the securities issued by the Company to the investors in the initial public offering, at a discounted price of \$ per unit. Consistent with the investors in the initial public offering, the 2022 Convertible Note holders received shares of common stock and warrants to purchase shares of common stock with an exercise price of \$ per share. The warrants issued to the 2022 Convertible Note holders were immediately exercised. Pursuant to the automatic exercise of the share-settled redemption feature, the Company accounted for the conversion as an extinguishment of debt. The Company recognized the issuance of the shares of common stock and warrants at their estimated fair value, and recorded a loss on extinguishment of \$ based on the difference between the estimated fair value (\$) and the net carrying amount of the 2022 Convertible Notes (including the carrying value of the bifurcated derivative liabilities, which were adjusted to then fair value upon settlement). The accrued cash interest was waived upon conversion and was included as a component of the loss on extinguishment. **32.0018,43818,4380.08**

310,6211,198,438

August 2022 Notes

On August 1, 2022, the Company issued promissory note units, consisting of an aggregate \$ in % promissory notes with a maturity date of July 31, 2023 (the "August 2022 Promissory Notes") and warrants to purchase shares of common stock exercisable at a price of the lesser of \$ per share or % of the per share price paid in the Company's initial public offering. In addition, the Company issued convertible note units, consisting of an aggregate of \$ in % convertible notes with a maturity date of December 31, 2024 (the "August 2022 Convertible Notes", and collectively, the "August 2022 Notes") and warrants to purchase shares of common stock exercisable at a price of the lesser of \$ per share or % of the per share price paid in the Company's initial public offering. The Company received net proceeds of \$ upon the issuance of the August 2022 Promissory Notes, \$ upon the issuance of the August 2022 Convertible Notes (non-related party) and \$ upon the issuance of the August 2022 Convertible Notes issued to a related party (as detailed in Note 5 above). **50,000102,50020.005075,00063,75020.005050,00025,00050,000**

The Company assessed the embedded features of the August 2022 Promissory Notes and determined that the accelerated repayment upon an initial public offering represented a derivative feature requiring bifurcation. The Company estimated the fair value of the derivative to be \$ at issuance (see Note 8 for fair value considerations). The Company assessed the embedded features of the August 2022 Convertible Notes and determined that the automatic conversion feature with a discount to per share price paid (a share-settled redemption feature) and the principal increase feature were not clearly and closely related to the debt host instrument and met the definition of a derivative and as such,

required bifurcation from the August 2022 Convertible Notes. The Company estimated the fair value at issuance of these features to be \$ and recorded as a discount to the August 2022 Convertible Notes (see Note 8 for fair value considerations).

45,00050%10%31,000

The Company determined that the warrants issued with the August 2022 Notes should be classified as liabilities under ASC 815, as the settlement amount could vary based on the occurrence of the initial public offering. The Company measured the fair value of these warrants using a Black-Scholes model with inputs that included an estimated fair value of the Company's common stock of \$, an exercise price of \$ per share,

a five-year term, volatility and a risk-free rate of, and recognized them at their full fair value of \$, **32.0020.0080.0%2.66%146,624**

The fair value of these warrants, the fair value of the bifurcated derivative liabilities and the other debt issuance costs incurred (totaling \$, including the fair value of the Boustead warrants described below), exceeded the proceeds received and as such, the Company recorded a loss at issuance of \$ **27,162124,786**, in finance fee (as restated) in the statement of operations. The discount on the August

2022 Notes was being amortized under the straight-line method, as the initial carrying value was \$ **0**, through the maturity date of the respective notes. The Company recognized amortization expense of

\$ **7,661** related to the discount on the August 2022 Notes as interest expense in its statement of operations for the year ended December 31, 2022.

Boustead Securities LLC acted as placement agent for the August 2022 Notes and received warrants to purchase shares of common stock at an exercise price of \$ per share. The fair value of the warrants was estimated as \$ using a Black-Scholes model with inputs that included an estimated fair value of the Company's common stock of \$, an exercise price of \$ per share, a five-year term, volatility and a risk-free rate of,

and recorded by the Company in stockholders' equity at issuance: **62520.0014,66232.0020.0080.0%2.66%**

During the year ended December 31, 2022, the lender under the August 2022 Promissory Notes and one lender under the August 2022 Convertible Notes exercised warrants to purchase shares of common stock in exchange for tendering their outstanding principal balance (\$) on their respective notes. As the warrants being exercised were classified as liabilities, the Company accounted for the settlement as an extinguishment of debt. The Company recognized the issuance of the shares of common stock at their estimated fair value (\$), and recorded a gain on extinguishment of \$ based on the difference between the estimated fair value and the net carrying amount of the tendered August 2022 Notes. The remaining \$ outstanding under the August 2022 Convertible Notes (and owed to the related party) was fully repaid in cash during the year ended December 31, 2022 (see Note 5), resulting in the recognition of a gain on extinguishment of \$ based on the difference between the repayment in cash and the net carrying amount of the

notes: **3,75075,0003,750121,87544,61450,0002,206**

-References

No definition available.

+Details

Name:us-gaap_DebtDisclosureAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

-Definition

The entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481544/470-10-50-6](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481544/470-10-50-6)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481544/470-10-50-6](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481544/470-10-50-6)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1)Reference

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+ Details

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IDEA: XBRL DOCUMENT

Stockholders' Equity6 Months Ended12 Months Ended
Jun. 30, 2024
Dec. 31, 2023

Equity [Abstract] Stockholders' Equity
Note 6 – Stockholders' Equity

Common Stock

During the three and nine months ended September 30, 2024, the Company issued:
and shares of common stock to settle \$ and \$ of principal and \$ and \$ of interest on a convertible note and incurred \$ and \$ of loss on settlement,
respectively, 719,148797,3451,172,8501,408,05035,88854,670762,186833,501
and shares of common stock issued for vesting of restricted stock units, respectively, 5,00224,349 and shares of common stock issued for the round up of reverse split fractional
shares, 115,716
During the three and nine months ended September 30, 2023, the Company issued:
and shares of common stock to settle \$ and \$ of principal and \$ and \$ of interest, respectively, on a Convertible Note and incurred \$ and \$ of loss on settlement,
respectively, 62,761297,625331,8001,925,70054,096294,92743,414477,221
and shares of common stock issued for vesting of restricted stock units, 1,8761,876

Warrants

In connection with the January 2023 Alto Convertible Note, Boustead was granted warrants to purchase shares of common stock, at an exercise price of \$ per share (Note 5). Effective with the recent reverse split, the
exercise price was adjusted to \$ per share, as provided for in the underlying agreement. In addition, Alto was granted warrants to purchase shares of common stock, at an exercise price of \$ per share, as adjusted
(Note 5, 7): 8,90918.801.93127,2601.93
A summary of activity regarding all warrants issued for the nine months ended September 30, 2024 were as follows:

	<u>Number of</u>	<u>Weighted</u>	<u>Average</u>
	<u>warrants</u>	<u>Exercise</u>	<u>Life (years)</u>
		<u>Price</u>	
<u>Outstanding, December 31, 2023</u>	<u>184,000</u>	<u>\$ 23.20</u>	
<u>2.77</u>			
<u>Granted</u>			
		<u>2.04</u>	
<u>Outstanding, September 30, 2024</u>	<u>184,000</u>	<u>\$11.54</u>	

The intrinsic value of the warrants as of September 30, 2024 is \$. All of the outstanding warrants are exercisable as of September 30, 2024. 0

Equity Incentive Plan

Our 2018 Equity Incentive Plan (the "2018 Plan") provides for equity incentives to be granted to our employees, executive officers, directors and key advisers and consultants. Equity incentive grants may be made in
the form of stock options with an exercise price of not less than the fair market value of the underlying shares as determined pursuant to the 2018 Equity Incentive Plan, restricted stock awards, other stock-based
awards, or any combination of the foregoing. The 2018 Equity Incentive Plan is administered by the Company's compensation committee. We have reserved shares of our common stock for issuance under the 2018
Equity Incentive Plan. As of September 30, 2024, shares have been granted under the 2018 Equity Incentive Plan, of which shares have vested, 3,000,000125,73484,396

Restricted Stock Units

We may grant restricted stock units ("RSU") under our 2018 Plan. RSUs are bookkeeping entries representing an amount equal to the fair market value of one share of our common stock. Subject to the provisions of
our 2018 Plan, the administrator determines the terms and conditions of RSUs, including the vesting criteria and the form and timing of payment. Notwithstanding the foregoing, the administrator, in its sole
discretion, may accelerate the time at which any restrictions will lapse or be removed. RSUs granted typically vest annually in one third increments from the date of appointment.
During the three and nine months ended September 30, 2024 and 2023, pursuant to agreements with officers and consultants, and, respectively and and RSUs, respectively with a value of \$ and \$, respectively, and \$
and \$, respectively, were granted and compensation expense for RSUs of \$ and \$, and \$ and \$ respectively, was incurred. During the three and nine months ended September 30, 2024 and 2023, \$ and \$, respectively,

and \$ and \$, respectively was included in compensation under Research and Development. ~~053,455~~12,50019,9160141,840196,000291,40045,275227,88637,58395,43813,033

As of September 30, 2024, there was \$ of unrecognized RSU compensation cost related to non-vested stock-based compensation arrangements which is expected to be recognized over a weighted-average period of years. ~~145,504~~2.14

A summary of activity regarding the Restricted Stock Units issued follows:

	<u>Number of RSU</u>	<u>Weighted Average Fair Value Per RSU</u>
<u>Outstanding, December 31, 2023</u>	<u>24,731</u>	<u>\$ 11.76</u>
<u>Granted</u>	<u>53,455</u>	<u>2.65</u>
<u>Forfeiture</u>	<u>(12,500)</u>	
<u>Vested</u>	<u>(24,348)</u>	<u>9.06</u>
<u>Outstanding, September 30, 2024</u>	<u>41,338</u>	<u>\$5.14</u>

Rights Offering and Financing Commitment

On February 7, 2024, the Company and its wholly-owned subsidiary, Shuttle Diagnostics, Inc., entered into a securities purchase agreement (the "Purchase Agreement") with SRO, LLC, a Nevada limited liability company, pursuant to which SRO LLC agreed to commit to purchasing from the Company \$ of units from the Company, with each Unit consisting of Pursuant to the terms of the Purchase Agreement, the Units will be sold at a per Unit price equal to 90% of the VWAP of the Company's common stock for the five trading days immediately preceding closing. The parties entered into the Purchase Agreement in anticipation of the Company commencing a rights offering (the "Rights Offering") pursuant to which the Company intends to offer a total of \$ of Units to existing stockholders, which includes the \$ of Units being sold to SRO LLC, an entity which is controlled by Keith Moore, Executive Chairman of Boustead & Company Limited, an affiliate of Boustead. ~~2,250,000~~(i) one share of the Company's common stock, (ii) a warrant to purchase one share of the Company's common stock exercisable at a purchase price of \$18.80 per share, and (iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics. ~~4,500,000~~2,250,000

The Company filed an initial registration statement on Form S-1 (the "Form S-1") with the SEC in April 2024 related to the registration of subscription rights to purchase the Units to be sold in the Rights Offering. The Form S-1 has not been declared effective as of the date these unaudited condensed consolidated financial statements were issued. Upon the Form S-1 being declared effective, the Purchase Agreement allows SRO LLC up to 60 days to raise the initial \$, which funds will be placed in escrow with Sutter Securities, Inc. ("SSI"), an affiliate of BSL, pursuant to the terms of an escrow agreement entered into between the Company, Shuttle Diagnostics, Inc., BSL and SSI on February 7, 2024 (the "Escrow Agreement"). The funds will remain in escrow up until closing on the Rights Offering. In addition, in the event the Company fails to raise the full \$ in the Rights Offering, SRO LLC agreed to a backstop commitment pursuant to which it would have the right to purchase any remaining Units not purchased by existing Company stockholders in the Rights Offering, up to an additional \$ (the "Back-up Contingency"). ~~2,250,000~~4,500,0002,250,000 Unless the parties waive the conditions to closing, in the event the full \$4,500,000 is not raised, whether through SRO LLC or through the Company's existing stockholders, the Company will not close on the offering and any funds raised and held in escrow will be returned to investors

In conjunction with its entry into the Purchase Agreement, on February 7, 2024, the Company entered into a placement agent and advisory services agreement (the "Placement Agent Agreement") with BSL, pursuant to which BSL and BSL's affiliates agreed to provide the Company with regular and customary financial consulting advice and act as placement agent, on a best efforts basis, for the Rights Offering. In exchange for its services, BSL will receive a commitment fee equal to \$ upon the earlier of the Company filing the registration statement on Form S-1 registering the Rights Offering or upon such date as the Company terminates the Rights Offering, a commission equal 8% of the gross proceeds disbursed to the Company upon closing the Rights Offering, and \$ in diligence and related expenses. ~~112,500~~40,000

The Company has incurred \$ in costs directly related to the planned Rights Offering and initially deferred these costs in 2024, then expensed them at June 30, 2024, as the Rights Offering has not yet consummated. ~~142,000~~

Alliance Global Partners

On July 30, 2024, the Company entered into an agreement with A.G.P./Alliance Global Partners ("AGP"), as the exclusive underwriter, placement agent, or advisor in a public or private offering of up to \$ of the Company's securities, and bridge financing of up to \$; AGP was paid a \$ retainer fee. ~~10,000,000~~1,350,00050,000

As of September 30, 2024, the Company has incurred \$ of expenses included in deferred costs recorded on the Company's unaudited condensed consolidated balance sheet. ~~101,651~~

See Note 9 - Subsequent Events, Alliance Global Partners.

Note 7 - Stockholders' Equity

Common Stock

During the year ended December 31, 2023, the Company issued:

- shares of common stock to settle \$ of principal and \$ of interest on a Convertible Note and incurred \$ of loss on settlement. ~~297,625~~1,925,700294,927477,221
- shares of common stock issued for vesting of restricted stock units. ~~10,650~~

During the year ended December 31, 2022, the Company issued:

- ~~105~~ shares of common stock for conversion of \$ ~~16,340~~ of accrued interest. ● shares of common stock upon vesting of restricted stock units. ~~3,500~~ ● shares of common stock upon completion of the Company's initial public offering (including the exercise of the underwriter's overallotment option), and the immediate exercise of warrants issued as part of the IPO Units, for net proceeds of \$ ~~352,443~~9,951,356 ● shares of common stock upon the automatic conversion of preferred shares and shares of common stock to settle cumulative dividends on the preferred shares totaling \$ ~~42,113~~12,553402,064 ●

A total of shares of common stock issued to the lenders upon conversion of the 2022 Convertible Notes, including shares of common stock issued upon the conversion of the 2022 Convertible Notes into units with an estimated fair value of \$ at settlement, and shares of common stock upon the exercise of the common stock warrants, for total proceeds of \$.

~~36,876~~18,4381,198,43818,4381,475 ●

A total of shares of common stock upon the exercise of warrants and settlement of the December 2021 Notes and certain August 2022 Notes. Includes shares of common stock issued upon the exercise and settlement of the December 2021 Notes with an estimated fair value of \$ and shares of common stock issued upon the exercise and settlement of certain August 2022 Notes with an estimated fair value of \$.

~~66,250~~62,5002,031,2493,750121,875 ●

shares of common stock upon the cashless exercise of warrants issued to Boustead Securities LLC for placement agent and underwriter services provided to the Company

~~22,535~~

~~Exercised~~ ~~(2)~~ ~~-(285,579) 9.58~~

~~2.78~~

~~5.00~~

~~4.00~~

~~2.77~~

~~Outstanding, December 31, 2022 47,831 35.77~~

~~Granted - Boustead 8,989 18.80~~

~~Granted - Ayrton 127,260 18.80~~

~~Outstanding, December 31, 2023 184,000 23.21~~

~~(4) warrants; Notes Payable - Related Parties (warrants); upon conversion of the Series A Preferred Shares (Granted warrants include those granted on the issuance of the August 2022 Promissory warrants); automatic conversion of the 2022 Convertible Notes (warrants); issued during the IPO, including overallotment option (warrants) and issued to Boustead Securities LLC (warrants);~~

~~Notes~~ ~~3,7502,50042,11418,447176,22227,877~~

~~(2) Exercised warrants include the exercise of the warrants issued with the December 2021 Notes (warrants); the exercise of the warrants issued with the August 2022 Notes (warrants); the exercise of the warrants issued upon conversion of the Convertible Notes (warrants); and the exercise of the warrants issued during the IPO, including overallotment option (warrants); and warrants exercised on a cashless basis (warrants);~~

~~62,500 3,750 18,447176,22224,660~~

~~The intrinsic value of the warrants as of December 31, 2023 is \$. All of the outstanding warrants are exercisable as of December 31, 2023.~~ ~~0~~

Equity Incentive Plan

~~Our 2018 Equity Incentive Plan (the "2018 Plan") provides for equity incentives to be granted to our employees, executive officers, directors and key advisers and consultants. Equity incentive grants may be made in the form of stock options with an exercise price of not less than the fair market value of the underlying shares as determined pursuant to the 2018 Equity Incentive Plan, restricted stock awards, other stock-based awards, or any combination of the foregoing. The 2018 Equity Incentive Plan is administered by the Company's compensation committee. We have reserved shares of our common stock for issuance under the 2018~~

~~Equity Incentive Plan. As of December 31, 2023, shares have been granted under the 2018 Equity Incentive Plan, of which shares have vested:~~ ~~3,000,00084,77960,048~~

Restricted Stock Units

~~We may grant restricted stock units ("RSU") under our 2018 Plan. RSUs are bookkeeping entries representing an amount equal to the fair market value of one share of our common stock. Subject to the provisions of our 2018 Plan, the administrator determines the terms and conditions of RSUs, including the vesting criteria and the form and timing of payment. Notwithstanding the foregoing, the administrator, in its sole discretion, may accelerate the time at which any restrictions will lapse or be removed. RSUs granted typically vest annually in one third increments from the date of appointment.~~

~~During the years ended December 31, 2023 and 2022, pursuant to agreements with directors, officers and consultants, and RSUs with a value of \$ and \$ were granted, respectively. Compensation expense for the vesting RSUs were as follows:~~ ~~32,4154,449352,400100,000~~

	2023	2022
	Year ended December 31,	
	2023	2022
	-	(as restated)
Recognized in general and administrative expense	\$ 115,000	\$ 105,582
Recognized in research and development expense	\$ 66,960	\$ 131,965
Total	\$ 181,960	\$ 237,547

~~As of December 31, 2023 and 2022, there was \$ and \$, respectively, of unrecognized stock-based compensation expense related to unvested RSUs, which is expected to be recognized over a weighted-average period of years and years, respectively.~~ ~~231,55061,1111.061.83~~

~~A summary of activity regarding the Restricted Stock Units issued follows:~~

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
Outstanding, December 31, 2021 (as restated)	2,017	\$ 185.60
Granted	4,449	22.48
Vested (as restated)	(3,580)	116.48
Outstanding, December 31, 2022 (as restated)	2,966	22.48
Granted	32,415	10.88
Vested (as restated)		
	(10,650)	12.00
Outstanding, December 31, 2023	24,731	\$ 11.76

References

~~No definition available.~~

+ Details

~~Name:us-gaap_EquityAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration~~

- Definition

~~The entire disclosure for equity.~~

+ References

~~Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(h\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 14-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-14](http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 14-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-14)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 235-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477968/946-235-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 235-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477968/946-235-50-2)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 235-Name>~~

Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147477968/946-235-50-2>
6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 505 -Name>
Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147478448/946-505-50-6>
7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 815 -SubTopic 40 -Name>
Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147480237/815-40-50-6>
8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX
210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>
1Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 235 -SubTopic 10 -Name>
Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph
(SX 210.4-08(e)(1)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480678/235-10-S99-1>
Reference 10: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -Name>
Accounting Standards
Codification -Publisher FASB -URI <https://asc.fasb.org/505/tableOfContent>
Reference
11: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147481112/505-10-50-13>
Reference 12:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13>
Reference
13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13>
Reference
14: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
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Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-14>
Reference
15: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
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16: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-16>
Reference
17: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-18>
Reference
18: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-18>
Reference
19: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505 -SubTopic 10 -Name>
Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-18>

[+ Details](#)

Name:us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix:
us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration
XML 35 R15.htm IDEA: XBRL DOCUMENT

Derivative Liabilities6 Months Ended12 Months Ended

Jun. 30, 2024

Dec. 31, 2023

Derivative Liabilities Derivative Liabilities

Note 7 – Derivative Liabilities

Fair Value Assumptions Used in Accounting for Derivative Liabilities

ASC 815 requires us to assess the fair market value of derivative liabilities at the end of each reporting period and recognize any change in the fair market value as other income or expense.

In January 2023, in connection with the Alto Convertible Note, the Company issued warrants to purchase shares of common stock, with an exercise price of \$ per share, as adjusted for the recent reverse split, valued at inception at \$ and as of September 30, 2024, at \$. The Company determined our derivative liabilities from the warrants issued in relation to the Alto Convertible Note do not satisfy the classification as equity instruments due to the existence of a certain net cash settlement provision that is not within the sole control of the Company. In addition, there are certain down round provisions that could reduce the exercise price

if the Company issues securities at lower prices in the future. 127,2601.931,189,00074,107

The Company has determined the Acceleration Option is an embedded derivative within the host instrument and has bifurcated it from the host instrument and recorded it as a derivative liability valued at \$, using a Monte Carlo simulation model. The Company determined our derivative liability from the noteholder's Acceleration Option for the Alto Convertible Note is not clearly and closely related to the host and should be

thus accounted for as a bifurcated derivative liability. 1,442,000

The Company classified these derivative liabilities as a Level 3 fair value measurement and used the Monte Carlo pricing model to calculate the fair value as of January 11, 2023 (\$ included in debt discount) and September 30, 2024 (\$). Key inputs for the simulation are summarized below. The Monte Carlo simulation uses an implied VWAP for the January 11, 2023 valuation date. The implied VWAP was backsolved by setting the summation of the parts (e.g., derivatives and debt without derivatives) equal to the cash proceeds. The simulation was then iterated and manipulated to solve for the implied share price, which was approximately

\$ per share (or an approximate % discount to the quoted market VWAP on January 11, 2023). 2,631,00074,10712.6414

The key inputs for the Monte Carlo simulation as of September 30, 2024, were as follows:

Net cash settlement and down round key valuation inputs – warrants*	=	September 30, 2024	=

Annualized volatility

% – % 92.04101.79 % – % 3.644.93

Risk-free interest rate

Quoted VWAP	=	\$
1.31		

Exercise price

1.93 % – % 040 (14%) =

Probability assessment	Illiquidity discount	Time period (years)
0.082.28		

* Based on a Monte Carlo simulation analysis of 250,000 iterations

The following table summarizes the changes in the derivative liabilities:

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)			
	Warrants	Accelerated Feature	
Balance – December 31, 2023	\$ 410,660	\$ 3,852	
Gain on change in fair value	(196,045)	(1,817)	
Balance – March 31, 2024	\$ 214,615	\$ 2,035	
Loss (gain) on change in fair value	145,304	(1,531)	
Balance – June 30, 2024	\$ 359,919	\$ 504	
Gain on change in fair value of the derivative	(285,812)	(504)	
Balance – September 30, 2024	\$ 74,107	\$	

Note 8 – Derivative Liabilities

Fair Value Assumptions Used in Accounting for Derivative Liabilities

ASC 815 requires us to assess the fair market value of derivative liabilities at the end of each reporting period and recognize any change in the fair market value as other income or expense.

Alto Opportunity Master Fund, SPC

In January 2023, in connection with the Alto Convertible Note, the Company issued warrants to purchase shares of common stock, with an exercise price of \$ per share, valued at inception at \$ and as of December 31, 2023, at \$. The Company determined our derivative liabilities from the warrants issued in relation to the Alto Convertible Note do not satisfy the classification as equity instruments due to the existence of a certain net cash settlement provision that is not within the sole control of the Company. In addition, there are certain down round provisions that could reduce the exercise price if the Company issues securities at

lower prices in the future. 127,26018.801,189,000410,660

The Company determined our derivative liability from the noteholder's Acceleration Option for the Alto Convertible Note is not clearly and closely related to the host and should be thus accounted for as a bifurcated derivative liability.

We classified these derivative liabilities as a Level 3 fair value measurement and used the Monte Carlo pricing model to calculate the fair value as of January 11, 2023, and for each reporting period. Key inputs for the simulation are summarized below. The Monte Carlo simulation uses an implied VWAP for each valuation date. The implied VWAP was backsolved by setting the summation of the parts (e.g., derivatives and debt without derivatives) equal to the cash proceeds. The simulation was then iterated and manipulated to solve for the implied share price, which was approximately \$ 12.64 per share (or an approximate 14% discount to the quoted market VWAP on January 11, 2023). Additionally, the Company estimates probability for various specific scenarios impacting the warrant valuation.

The range of key inputs for the Monte Carlo simulation for the year ended December 31, 2023, were as follows:

in connection with the issuance of the August 2022 Promissory Note, the Company identified an accelerated repayment upon IPO feature that required bifurcation. We classified this derivative liability as a Level 3 fair value measurement and used a probability weighted scenario model to estimate the fair value of the derivative just prior to the settlement of the August 2022 Promissory Notes. Key inputs for this valuation model are summarized below:

Settlement
Date

~~**\$5,000**~~

~~**\$5,000**~~

—

In connection with the issuance of the August 2022 Convertible Notes, the Company identified certain embedded features that required bifurcation as a combined derivative liability, including the share settled redemption of the 2022 Convertible Notes at a 50% discount and the automatic increase in principal of 10% if conversion does not occur within 12 months. Key inputs for this valuation model are summarized below:

The following table summarizes the changes in the derivative liabilities:

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

[illegible]

~~***No definition available.***~~

Name:SHPH_DisclosureDerivativeLiabilitiesAbstract Namespace Prefix:SHPH_Data
Type:xbrli:stringItemType Balance Type:na Period Type:duration

The entire disclosure for derivatives and fair value of assets and liabilities.

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic-815-Name-Accounting-Standards-Codification-Publisher-FASB-URI>

<https://asc.fasb.org/815/tableOfContentReference> 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 820-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/820/tableOfContent>

[+ Details](#)

Name:us-gaap_DerivativesAndFairValueTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 36 R16.htm IDEA: XBRL DOCUMENT

Related Party Transactions6 Months Ended12 Months Ended Jun. 30, 2024

Dec. 31, 2023

Related Party Transactions [Abstract] [Related Party Transactions](#)

Note 8-Other Related Party transactions

On September 14, 2022, we entered into a manufacturing agreement with TCG GreenChem, Inc. ("TCG GreenChem"), the U.S. subsidiary of TCG Lifesciences Pvt Ltd., a global contract research and manufacturing services company located in India. Dr. Chis Senanayake, one of our independent directors, is CEO and CSO of TCG GreenChem and CSO of TCG Lifesciences Pvt Ltd. TCG GreenChem was contracted for process research, development and cGMP compliant manufacture of IPdR. During the nine months ended September 30, 2024 and 2023, the Company expensed \$ and \$, respectively, related to these

services: 01,058,348

Note 9-Related Party Transactions

On September 14, 2022, we entered into a manufacturing agreement with TCG GreenChem, Inc. ("TCG GreenChem"), the U.S. subsidiary of TCG Lifesciences Pvt Ltd., a global contract research and manufacturing services company located in India. Dr. Chis Senanayake, one of our independent directors, is CEO and CSO of TCG GreenChem and CSO of TCG Lifesciences Pvt Ltd. TCG GreenChem was contracted for process research, development and cGMP compliant manufacture of IPdR. The Company paid TCG GreenChem \$ during the year ended December 31, 2022 and a total of \$ during the year ended December 31, 2023, completing the contract: 450,0001,096,370

[-References](#)

No definition available.

[+ Details](#)

Name:us-gaap_RelatedPartyTransactionsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

[-Definition](#)

The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147480990/946-20-50-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147480990/946-20-50-5>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI>

<https://asc.fasb.org/1943274/2147480990/946-20-50-6>Reference 4:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 235-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477968/946-235-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 235-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477968/946-235-50-2)Reference 5:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 235-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477968/946-235-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 235-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477968/946-235-50-2)Reference 6:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 850-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 850-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-1)Reference 7:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-07\(2\)\(g\)\(3\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-07(2)(g)(3))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1)Reference 8:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-07\(2\)\(c\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-07(2)(c))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1)Reference 9:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-07\(2\)\(e\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-07(2)(e))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1)Reference 10:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 850-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/850/tableOfContentReference>Reference 11:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 850-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-6>Reference 12:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 850-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 850-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-1)Reference 13:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 850-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 850-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-1)

[+ Details](#)

~~**Name:us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 37 R17.htm IDEA: XBRL DOCUMENT Subsequent Events6 Months Ended12 Months Ended Jun. 30, 2024 Dec. 31, 2023 Subsequent Events [Abstract] Subsequent Events Note 9 – Subsequent Events**~~

~~—~~
Convertible Bridge Notes

~~—~~
On October 14, 2024, the Company issued an aggregate of \$ (of an up to \$ million authorized financing) senior secured convertible notes due in October 2025, which accrue interest at % interest per year. The notes include a % original issue discount and the Company received \$ in proceeds. The notes are convertible beginning three months after the date of issuance, and the conversion price will be the lower of a 15% discount to (i) the 5-day VWAP immediately prior to Closing or (ii) the price of any offering entered into by the Company during the term of the notes. The Company has the option to prepay the notes at any time for % of total outstanding balance and any outstanding principal will be paid in conversion of shares of common stock at the end of the term, subject to the Company's exercise of the optional prepayment right. Any accrued interest will be repaid quarterly in cash. The Company also issued warrants to the lenders to purchase an aggregate shares of common stock, exercisable at \$ per share, with such warrants expiring from issuance. In addition, the Company's Chief Executive Officer, Dr. Anatoly Dritschilo, invested a total of \$ in this financing round, in exchange for a \$ convertible
note: 600,0001.314.55570,000107240,9171.40five years237,500250,000
On October 21, 2024, the Company issued an additional \$ in senior secured convertible notes due in October 2025, with substantially similar terms as the October 14, 2024, issuance. The notes include a % original issue discount and the Company received \$ in proceeds. The Company also issued warrants to the lenders to purchase an aggregate shares of common stock, exercisable at \$ per share, with such warrants expiring from issuance. Upon completing this issuance, the Company closed the senior secured convertible note offering after receiving a total of \$ in
proceeds: 231,5795220,00088,5441.49five years790,000
~~—~~
Alliance Global Partners

~~On October 31, 2024, the Company consummated a public offering of an aggregate of (i) shares of common stock and pre-funded warrants to purchase up to shares of common stock, and (ii) common stock purchase warrants to purchase up to shares of common stock. Each share of common stock, or a pre-funded warrant in lieu thereof, was sold together with an accompanying warrant to purchase one share of common stock.~~

~~AGP served as lead underwriter along with Boustead as co-underwriter.~~
~~395,5742,555,2462,555,2462,950,8202,950,820~~

~~The public offering price for each share of common stock and one accompanying warrant was \$1.525. The public offering price of each pre-funded warrant and one accompanying common warrant was \$1.524, which equals the price at which one share of common stock and accompanying warrant was sold to the public in this offering, minus \$0.001. The exercise price of each pre-funded warrant is \$0.001 per share. Each warrant offered in the offering is exercisable for one share of common stock and has an initial exercise price equal to \$1.40. The Company received aggregate gross proceeds from the offering of approximately \$4.5 million, before deducting placement agents' fees and other offering expenses.~~

~~**Note 12 – Subsequent Events**~~

~~Management evaluated all additional events subsequent to the balance sheet date through the date the consolidated financial statements were issued and determined that the following items are required to be disclosed.~~

~~**Restatement of Previously Issued Financial Statements**~~

~~See Note 2.~~

~~**Nasdaq Bid Price Requirement Extension Granted until August 26, 2024**~~

~~On August 31, 2023, after the Company's common stock had traded below \$1.00 per share for 30 consecutive trading days, the Company received notice from the Nasdaq Stock Market LLC ("Nasdaq") that it was not in compliance with Nasdaq Listing Rule 5550(a)(2) (the "Bid Price Requirement"). In accordance with Nasdaq Rules, the Company was provided with an initial period of 180 calendar days, or until February 27, 2024, to regain compliance with the Bid Price Requirement. On February 19, 2024, the Company submitted a plan of compliance to Nasdaq seeking an additional 180-day grace period to regain compliance with the Bid Price Requirement. On February 29, 2024, the Company received formal approval from Nasdaq granting it an additional 180 days, or until August 26, 2024, to regain compliance – whether organically through market forces or by effectuating a reverse stock split, should such action be required. On August 6, 2024, the Company filed a certificate of amendment to its certificate of incorporation, effective August 13, 2024, to effectuate a one-for-eight reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the Company's authorized shares of common stock or preferred stock. Following the reverse stock split on August 13, 2024, the Company had a total of 2,111,235 shares issued and outstanding (or 2,008,689 on a post-split basis as of December 31, 2024) and trades under the new CUSIP number 925693302. All common stock share, option, warrant and per share amounts (except our authorized but unissued shares) have been retroactively restated in these consolidated financial statements and related disclosures. Following the Reverse Stock Split, on August 27, 2024, the Company received a written notice from Nasdaq informing the Company that it has regained compliance with the Bid Price Requirement for continued listing on the Nasdaq Capital Market.~~

~~**FDA Approval to Proceed with Phase II study of Ropidoxuridine (IPdR)**~~

~~The Phase II clinical trial was also approved by the Institutional Review Board "IRB" on June 21, 2024. On January 8, 2024, Shuttle Pharmaceuticals Holdings, Inc., a Delaware corporation (the "Company"), issued a press release announcing that the Company had received the "Safe to Proceed" letter from the U.S. Food and Drug Administration for the Company's investigational new drug (IND) application for its Phase II study of Ropidoxuridine (IPdR) as a radiation sensitizing agent during radiotherapy in patients with newly diagnosed IDH-wildtype glioblastoma with unmethylated MGMT promoter. Receipt of the letter allows Shuttle to commence the Phase II study and, as a result, the Company is currently finalizing site enrollment with "first patient, first dose" expected in the coming months. On August 8, 2024, the Company entered into a work order (the "Work Order") with Theradex Systems, Inc., a New Jersey contract research organization ("CRO") for purposes of supporting the Company's Phase II Study of Ropidoxuridine as a Radiation Sensitizing Agent During Radiotherapy in Patients with Newly Diagnosed IDH-Wildtype Glioblastoma with Unmethylated MGMT Promotor." As such, Shuttle Pharma is now in the process of signing up six clinical sites where the clinical studies will be performed – two of which have completed initial site initiation visits and one of which is ready to enroll patients – and where the CRO will oversee such studies. Under the terms of the Work Order, the CRO will oversee the studies for a period of 53 months (the "Term"), including overseeing and monitoring the regulatory aspects of the Phase II clinical trial, and managing the documentation surrounding the clinical trial in exchange for a fee of approximately \$2.3 million, payable in stages and based upon services performed during the Term of the study.~~

~~**Rights Offering**~~

~~Effective February 7, 2024, the Company and its wholly-owned subsidiary, Shuttle Diagnostics, Inc., entered into a securities purchase agreement (the "Purchase Agreement") with SRO, LLC, a Nevada limited liability company, pursuant to which SRO LLC agreed to commit to purchasing from the Company \$ of units from the Company, with each Unit consisting of Pursuant to the terms of the Purchase Agreement, the Units will be sold at a per Unit price equal to 90% of the VWAP of SHPH common stock for the five trading days immediately preceding closing. The parties entered into the Purchase Agreement in anticipation of the Company commencing a rights offering (the "Rights Offering") pursuant to which the Company intends to offer a total of \$ Units to existing stockholders, which includes the \$ Units being sold to SRO LLC, an entity which is owned by Keith Moore, CEO of Boustead Securities, LLC ("BSL"). 2,250,000(i) one share of SHPH common stock, (ii) a warrant to purchase one share of SHPH common stock exercisable at a purchase price of \$18.80 per share, and (iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics.4,500,0002,250,000~~

~~The Purchase Agreement allows SRO LLC up to 60 days to raise the initial \$, which funds will be placed in escrow with Sutter Securities, Inc. ("SSI"), an affiliate of BSL, pursuant to the terms of an escrow agreement entered into between the Company, Shuttle Diagnostics, Inc., BSL and SSI on February 7, 2024 (the "Escrow Agreement"). The funds will remain in escrow up until closing on the Rights Offering. In addition, in the event the Company fails to raise a full \$ in the Rights Offering, SRO LLC agreed to a backstop commitment pursuant to which it would have the right to purchase any remaining Units not purchased by existing SHPH stockholders in the Rights Offering, up to an additional \$ (the "Back-up Contingency"). 2,250,0004,500,0002,250,000Unless the parties waive the conditions to closing, in the event the full \$4,500,000 is not raised, whether through SRO LLC or through SHPH's existing stockholders, the Company will not close on the offering and any funds raised and held in escrow will be returned to investors.~~

~~**Restricted Stock Awarded to Chief Financial Officer**~~

~~On March 8, 2024, the Company's then CFO was awarded restricted stock units ("RSUs"), with a value of \$, with such RSUs vesting in full as of the date of issuance. Each RSU represents the right to receive one share of SHPH common stock. 12,50041,840~~

~~On June 13, 2024, the Company's newly appointed CFO was awarded restricted stock units ("RSUs"), with a value of \$, with such RSUs vesting annually in three equal installments following the date of issuance. Each RSU represents the right to receive one share of SHPH common stock. 28,455100,000~~

~~**Alto Opportunity Master Fund, SPC**~~

~~On July 12, 2024, the Company informed the Investor in the Alto Convertible Note that the Company's expected restatement of its consolidated financial statements for the years ended December 31, 2022 and 2023 constituted an event of default under the terms of the Alto Convertible Note. On August 6, 2024, the Company paid \$ to the Investor, which funds will be held as collateral to the balance owed under the Alto Convertible Note, and received a waiver from the Investor related to the default. 600,000~~

~~**Alliance Global Partners**~~

~~On July 30, 2024, the Company engaged A.G.P./Alliance Global Partners ("AGP") to serve as exclusive underwriter, placement agent or advisor in any public or private offering or financing (as defined, the "Offering") of up to \$million. 10~~

[-References](#)

[No definition available.](#)

[+ Details](#)

[Name:us-gaap_SubsequentEventsAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration](#)

[-Definition](#)

[The entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business.](#)

[+ References](#)

[Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 855-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/855/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 855-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483399/855-10-50-2](#)

[+ Details](#)

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[Restatement of Previously Issued Financial Statements12 Months Ended Dec. 31, 2023](#)

[Accounting Changes and Error Corrections \[Abstract\]](#) [Restatement of Previously Issued Financial Statements](#)

[Note 2 – Restatement of Previously Issued Financial Statements](#)

As previously disclosed in the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2024, filed with the Securities and Exchange Commission ("SEC") on May 13, 2024, following the entry of a cease-and-desist order by the SEC against our former auditor, B.F. Borgers CPA PC ("BF Borgers"), we commenced the re-audit (the "Re-audit") of our consolidated financial statements for the year ended December 31, 2022, which had been audited by BF Borgers. Since that time and as a result of the Re-audit, and as initially disclosed on Form 8-K dated July 10, 2024, the Company and the Audit Committee have concluded and informed our current auditor, Forvis Mazars, LLP, that our audited consolidated financial statements for the year ended December 31, 2022 (the "2022 Financial Statements"), our audited consolidated financial statements for the year ended December 31, 2023 (the "2023 Financial Statements"), and the quarterly periods included in the Company's Annual Report for the year ended December 31, 2023, and the quarterly report for the period ended March 31, 2024 require restatement and are not reliable.

The accounting errors impacting our 2022 Financial Statements include:

[Stock Compensation](#)

- Application of the incorrect grant date fair values in determining the value of certain equity awards granted during the years ended December 31, 2019 and 2020;
- Miscalculation of the pattern of recognition of stock-based compensation over the requisite service periods for certain equity awards granted during the years ended December 31, 2019 and 2020;

[Series A Convertible Preferred Stock](#)

- Utilization of incorrect inputs to the fair value estimates for the warrant obligation related to the Series A Convertible Preferred Stock, incorrectly recording the reclassification of the warrant obligation upon issuance as a gain and not as a reclassification to stockholders' equity;
- Recording of accrued dividends on the Series A Convertible Preferred Stock as a liability prior to the dividends being declared;
- Failure to recognize the accounting impact for the amendment to the terms of the Series A Convertible Preferred Stock in April 2022, which the Company subsequently concluded should have been recognized as an extinguishment;
- Failure to recognize deemed contribution related to the settlement of the Series A Convertible Preferred Stock and accrued dividends;

Notes Payable

- Misidentification of certain debt and equity issuance costs and incorrect association with certain of the Company's financings during the years ended December 31, 2022 and 2021;
- Application of the incorrect amortization period and pattern of recognition for debt discounts recorded in relation to the Company's debt financings during the years ended December 31, 2022 and 2021;
- Incorrect recognition of bifurcated derivative liabilities, as well as incorrect initial and subsequent fair value measurements, in relation to the December 2021 Notes, 2022 Convertible Notes and August 2022 Notes;
- Misclassification of certain warrants issued with debt transactions during the year ended December 31, 2022;
- Failure to recognize certain liability-classified warrants issued in exchange for services provided related to the Company's financing activities during the year ended December 31, 2022;
- Incorrect application of extinguishment or conversion models in accounting for certain debt instruments upon their settlement; and

Initial Public Offering

- **Incorrect identification of deferred issuance costs incurred in relation to the initial public offering; Incorrect identification and classification of issuance costs incurred in relation to the initial public offering;**

In addition to the restatement of the consolidated financial statements, the Company has also restated the following notes to reflect the errors described above:

- Note 2 – Summary of Significant Accounting Policies (now Note 3)
- Note 5 – Notes Payable-Related Party
- Note 6 – Convertible Notes (now-labeled Notes Payable)
- Note 7 – Stockholders' Equity
- Note 8 – Derivative Liabilities

Note 10 – Income Taxes

The impact of the errors described above also impact the Company's Annual Report on Form 10-K for the years ended December 31, 2023 and December 31, 2022 within additional paid in capital and accumulated deficit, resulting in the preparation and filing of this Annual Report on Form 10-K/A:

Consolidated Balance Sheet as of December 31, 2023:	As Reported	:	Adjustment	:	As Restated
Additional paid in capital	-	:	19,543,363	:	29,489,055
Accumulated deficit	-	:	(15,487,612)	:	(25,433,304)

Additionally, the Company has provided Note 11 – Quarterly Financial Data (unaudited and restated) to present the impact of the above restatements on the unaudited quarterly financial information for the period ended September 30, 2023:

The Company's prior and updated accounting for the errors described above do not have any effect on the Company's previously reported cash or cash flows:

The following tables summarize the effect of the restatement on each financial statement line item as of the dates indicated:

Consolidated Balance Sheet as of December 31, 2022	As Reported	:	Adjustment	:	As Restated
Additional paid in capital	-	:	16,572,741	:	26,518,433
Accumulated deficit	-	:	(8,894,889)	:	(9,945,692)
				:	(2)

(1) Adjustments include corrections for stock compensation errors (increase of \$); recognition of Series A Preferred Stock accrued dividends (decrease of \$); correction of issuance cost recognition related to financing transactions (decrease of \$); corrections to the Company's initial classification and recognition of warrants issued in financing transactions (decrease of \$); reclassifications of warrants from liability to equity (increase of \$); correction in the application of extinguishment accounting upon settlement of debt instruments (increase of

\$): **7,843,052 402,064 174,082 416,266 881,554 2,213,498**

(2) Adjustments include corrections for stock compensation errors (increase of \$); adjustment of the estimated Series A Preferred Stock warrant obligation fair value (increase of \$); reversal of accrued Series A Preferred Stock dividends (decrease of \$); recognition of bifurcated derivatives and recording of loss at issuance (increase of \$); correction of issuance cost recognition related to financing transactions (decrease of \$); and the aggregate adjustments to 2022 net loss as detailed below (increase of \$): **8,009,461 240,930 402,064 296,151 166,407 1,967,621**

Consolidated Statement of Operations for the year ended December 31, 2022:	As Reported	:	Adjustment	:	As Restated
Research and development, net of contract expense reimbursements	\$	:	1,148,712	:	1,047,385
General and administrative	-	:	538,796	:	473,714
Legal and professional	-	:	866,770	:	822,727
Net loss from operations	-	:	(2,554,278)	:	(2,343,826)
Interest expenses	-	:	(917,879)	:	(428,688)
Financing fee	-	:	-	:	-
				:	(189,912)
				:	(189,912)
				:	Change in fair value of derivative liabilities

Change in fair value of warrant liabilities	-	:	(189,000)	:	(189,000)
Change in fair value of warrant liabilities	94,025	:	(492,700)	:	(398,675)
Net loss	-	:	-	:	(1,795,652)
Loss on extinguishment of debt	-	:	-	:	(1,795,652)
				:	(3,028,448)
				:	(1,967,621)
				:	(4,996,069)
				:	(71,009)
				:	(331,055)
				:	(402,064)
				:	(439,427)
				:	(439,427)
				:	Deemed dividend on modification of equity-classified warrants, as restated

(941,000)	-	:	-	:	-
(941,000)	-	:	-	:	-
Deemed contribution on conversion of preferred stock and settlement of preferred stock dividends, as restated	-	:	-	:	-

31,423	-	:	-	:	-
31,423	-	:	-	:	-
(2.32)	:	\$(2.72)	:	\$(5.04)	:
Net loss attributable to common stockholders	(3,099,457)	:	(3,647,680)	:	(6,747,137)
Net loss per share - basic and diluted	\$	:	\$	:	\$

Consolidated Statement of Stockholders' Equity as of December 31, 2022	As Reported	:	Adjustment	:	As Restated
Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs	\$	:	\$	:	\$
				:	\$
				:	Common stock issued for cash

Warrants exercised for cash	14,098	:	(14,098)	:	-
Warrants issued for financing costs	-	:	412,241	:	(397,579)
Common stock issued for conversion of accrued interest	-	:	588,524	:	(588,524)
Common stock issued upon conversion of convertible debt and exercise of related warrants	-	:	-	:	-
Common stock issued for exercise of warrants with settlement of notes payable	-	:	-	:	-
Stock-based compensation	-	:	-	:	-
Dividends on Series A preferred stock	-	:	-	:	-
Common shares issued for dividends on and conversion of Series A preferred stock	-	:	-	:	-
Reclassification of fair value of warrant liability to equity upon initial public offering	-	:	-	:	-
	881,553	:	881,553	:	-
Net loss	(3,028,448)	:	(1,967,621)	:	(4,996,069)

Consolidated Statement of Cash Flows for the year ended December 31, 2022:	As Reported	:	Adjustment	:	As Restated
Net loss	\$	:	(3,028,448)	:	(4,996,069)
Change in fair value of derivative liabilities	-	:	-	:	-
Change in fair value of warrant liabilities	-	:	-	:	-
Change in fair value of warrant liabilities	(189,000)	:	(189,000)	:	(1,795,652)
Amortization of debt discount and finance fees	-	:	-	:	-
Loss on settlement of convertible debt	-	:	-	:	-

~~Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10->~~

Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12C>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12B>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SAB Topic 6.I.5.Q1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1)Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(h\)\(2\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContent>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17](http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SAB Topic 11.C\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2)

[+ Details](#)

**Name:us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:
dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 40 R20.htm
IDEA: XBRL DOCUMENT
Quarterly Financial Data (Unaudited and Restated)12 Months Ended**

~~Dec. 31, 2023~~
~~Quarterly Financial Data~~ ~~Quarterly Financial Data (Unaudited and Restated)~~
~~Note 11 – Quarterly Financial Data (Unaudited and Restated)~~

~~The Company is providing restated quarterly unaudited consolidated financial information as of September 30, 2023 in the table below. See Note 2, Restatement of Previously Issued Consolidated Financial Statements, for further background concerning the events preceding the restatement of financial information in this Comprehensive Form 10-K/A.~~

~~The restated consolidated balance sheet line items for the third fiscal quarter of 2023 are as follows:~~

	~~As Reported~~	~~Adjustments~~	~~Restated~~
	~~September 30, 2023~~	~~September 30, 2023~~	~~September 30, 2023~~
Additional paid-in capital			~~(1)~~
	~~19,456,041~~	~~-~~	~~9,945,692~~
Accumulated deficit	~~(13,047,112)~~	~~-~~	~~(9,945,692)~~
			~~29,402,533~~
			~~(23,792,004)~~

~~((1))The Reverse Stock Split (Note 1) also resulted in an adjustment to the condensed consolidated balance sheet for the period ended September 30, 2023 with an increase to additional paid-in capital of \$ and an offsetting adjustment to the carrying value of common stock, **140**~~

~~The adjustments did not have an effect on the consolidated statement of operations or cash flows for the three fiscal quarters of 2023.~~

~~The Company has included its restated quarterly unaudited consolidated financial information for the interim periods ended March 31, 2023 and June 30, 2023 within Form 10-Q/A for the period ended March 31, 2024 and Form 10-Q for the period ended June 30, 2024, respectively, filed concurrent with this Form 10-K/A.~~

~~-References~~

~~No definition available.~~

~~+Details~~

~~Name:SHPH_DisclosureQuarterlyFinancialDataUnauditedAndRestatedAbstract~~
~~Namespace Prefix:SHPH_ Data Type:xb名利:stringItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Quarterly Financial Data [TextBlock]~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:SHPH_QuarterlyFinancialDataTextBlock~~ ~~Namespace Prefix:SHPH_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 41 R21.htm~~
~~IDEA: XBRL DOCUMENT~~

~~Summary of Significant Accounting Policies~~ ~~6 Months~~ ~~12 Months~~
~~(Policies)~~ ~~Ended~~ ~~Ended~~

~~Jun. 30, 2024~~

~~Dec. 31, 2023~~

~~Accounting Policies [Abstract]~~ ~~Basis of Presentation~~

~~Basis of Presentation~~

~~The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Accordingly, they do not contain all information and notes required by GAAP for annual financial statements. A complete discussion of the Company's significant accounting policies is included in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2023.~~

~~In the opinion of the Company's management, the accompanying unaudited condensed consolidated financial statements contain all of the adjustments necessary to present the financial position of the Company as of September 30, 2024 and the results of operations and cash flows for the periods presented. The accompanying condensed consolidated financial statements of the Company have not been audited by the Company's independent registered public accounting firm, except that the year-end consolidated balance sheet was derived from audited financial statements. The results of operations for the nine months ended September 30, 2024 are not necessarily indicative of the operating results for the full fiscal year or any future period. These unaudited condensed consolidated financial statements should be read in conjunction with the restated financial statements and related notes thereto for the year ended December 31, 2023 included in the Company's Annual Report on Form 10-K/A filed with the SEC on September 4, 2024.~~

~~Basis of Presentation~~

~~These consolidated financial statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The consolidated financial statements and disclosures have been prepared using the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").~~

~~Reverse Stock Split~~

~~Reverse Stock Split~~

~~On August 13, 2024, in order to meet Nasdaq's minimum bid price requirement of \$ per share (the "Minimum Bid Price Requirement"), the Company effectuated a reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the Company's authorized shares of common stock or preferred stock and the par value will remain unchanged at \$, respectively. All common stock share, option, warrant and per share amounts (except our authorized but unissued shares and previously reserved shares) have been retroactively adjusted in these financial statements and related disclosures. **1.001 for 80.00001**~~

~~-Basis of Consolidation~~

~~Basis of Consolidation~~

The unaudited condensed consolidated financial statements have been prepared on a consolidated basis with those of the Company's wholly-owned subsidiaries, Shuttle Pharmaceuticals, Inc. and Shuttle Diagnostics Inc. All intercompany transactions and balances have been eliminated.

Basis of Consolidation

The consolidated financial statements have been prepared on a consolidated basis with those of the Company's wholly-owned subsidiaries, Shuttle Pharmaceuticals, Inc. and Shuttle Diagnostics, Inc. All intercompany transactions and balances have been eliminated.

Reclassifications

Correction of an Immaterial Error in the Prior Period Financial Statements

During the fourth quarter of 2023, the Company determined that the prior year consolidated financial statements had a misstatement caused by an immaterial classification error of certain research and development expenses in accordance with Accounting Standards Codification ("ASC") 730. As a result, certain prior year amounts have been corrected for consistency with the current year presentation. The Company assessed the materiality of this change in presentation on prior period consolidated financial statements in accordance with SEC Staff Accounting Bulletin No. 99, "Materiality," (ASC Topic 250, Accounting Changes and Error Corrections). Based on this assessment, the Company concluded that these error corrections in its unaudited condensed consolidated statements of operations are not material to any previously presented financial statements based upon overall considerations of both quantitative and qualitative factors. The corrections had no impact on the unaudited condensed consolidated balance sheet, unaudited condensed consolidated statements of cash flows, or unaudited condensed consolidated statement of changes in stockholders' equity, to these financial statements, or for any previously presented interim or annual financial statements. Further, the corrections did not result in a change in quarterly or year-to-date operating losses, basic or diluted earnings per share, or working capital. The quarterly correction required for the three and nine months ended September 30, 2023 was \$ and \$, respectively. Accordingly, the Company corrected the previously reported immaterial error for the three and nine months ended September 30, 2023 in this Quarterly

Report on Form 10-Q: 95,129277,844

	September 30, 2023	Correction	Corrected September 30, 2023
Research and development expense	\$ 3,084,488	\$ (277,844)	\$ 2,806,644
General and administrative expense	452,342	277,844	730,186
Net Loss	\$ 3,536,830	\$	
	\$3,536,830		

Reclassifications

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

Use of Estimates

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Significant estimates are contained in the accompanying unaudited condensed consolidated financial statements for the recognition of research and development expenses, valuation of warrants and valuation of bifurcated derivative liabilities and other financial instruments.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Significant estimates are contained in the accompanying consolidated financial statements for the recognition of research and development expenses, valuation of warrants and valuation of bifurcated derivative liabilities and other financial instruments.

Cash and Cash Equivalents

Cash and Cash Equivalents

Cash and cash equivalents include cash in bank accounts and money market funds with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. As of September 30, 2024 and December 31, 2023, cash and cash equivalents consisted of the following:

	September 30, 2024	December 31, 2023
Cash	\$ 155,652	\$ 1,550,098
Money market funds	1,004	1,026,318
	\$ 156,656	\$ 2,576,416

Periodically, the Company may carry cash balances at financial institutions in excess of the federally insured limit of \$ per institution. The amount in excess of the FDIC insurance as of September 30, 2024 was \$. The Company has not experienced losses on these accounts and management believes, based upon the quality of the financial institutions, that the credit risk with regard to these deposits is not

significant: 250,0000

Cash and Cash Equivalents

Cash and cash equivalents include cash in bank accounts and money market funds with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. As of December 31, 2023 and 2022, cash and cash equivalents consisted of the following:

	December 31, 2023	December 31, 2022
Cash	\$ 1,550,098	\$ 5,411,378
Money market funds	1,026,318	3,005,825
	\$ 2,576,416	\$ 8,417,203

Periodically, the Company may carry cash balances at financial institutions in excess of the federally insured limit of \$ per institution. The amount in excess of the FDIC insurance as of December 31, 2023 was approximately \$. The Company has not experienced losses on these accounts and management believes, based upon the quality of the financial institutions, that the credit risk with regard to these deposits is not

significant: 250,0001,849,000

Marketable Securities

Marketable Securities

Our investments in debt securities are carried at fair value. Investments in debt securities that are not classified as held-to-maturity are carried at fair value and classified as either trading or available-for-sale. Realized and unrealized gains and losses on trading of debt securities are charged to income.

The marketable securities held by the Company, which are classified as trading marketable securities, consisted of an outstanding balance of \$ and \$ million as of September 30, 2024 and December 31, 2023, respectively. During the three months ended September 30, 2024 and 2023, the Company recognized interest income of \$ and \$, realized gains of \$ and \$, and unrealized losses of \$ and unrealized gains of \$, respectively. During the nine months ended September 30, 2024 and 2023, the Company recognized interest income of \$ and \$, realized gains of \$ and \$, and unrealized loss of \$ and unrealized gain of \$,

respectively: 02.92,52420,76556,398042,8989,60638,13556,720100,1181,74471,56821,134

Marketable Securities

Our investments in debt securities are carried at fair value. Investments in debt securities that are not classified as held-to-maturity are carried at fair value and classified as either trading or available-for-sale. Realized and unrealized gains and losses on trading of debt securities are charged to income.

As of December 31, 2023, the marketable securities held by the Company, which are classified as trading marketable securities, consisted of an outstanding balance of \$. During the year ended December 31, 2023, the Company recognized interest income of \$, realized gains of \$, and unrealized gains of \$. The were marketable securities as of December 31,

2022: 2,887,21552,8554,97071,568no

Fair Value of Financial Instruments

Fair Value of Financial Instruments

The Company follows accounting guidelines on fair value measurements for financial instruments measured on a recurring basis, as well as for certain assets and liabilities that are initially recorded at their estimated fair values. Fair Value is defined as the exit price, or the amount that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Company uses the following three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs to value its financial instruments:

- Level 1: Observable inputs such as unadjusted quoted prices in active markets for identical instruments;
- Level 2: Quoted prices for similar instruments that are directly or indirectly observable in the marketplace;
- Level 3: Significant unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires a significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires the Company to make judgments and consider factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded, may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange.

The carrying amounts of the Company's financial instruments including cash and cash equivalents, prepaid expenses, accounts payable and accrued liabilities approximate fair value due to the short-term maturities of these instruments.

Set out below are the Company's financial instruments that are required to be remeasured at fair value on a recurring basis and their fair value hierarchy as of September 30, 2024 and December 31, 2023:

September 30, 2024	Level 1	Level 2	Level 3	Carrying Value
Assets	=	==	==	==
Marketable Securities:	=	==	==	=
United States Treasury Bonds	\$			\$-\$-\$-
	-\$-\$-\$-			
Total Assets	\$			
Liabilities	=	=	=	=
Derivative Liability - Warrants	\$			
	\$			
	\$	74,107	\$	74,107
Derivative Liability				
Accelerated feature				
	\$74,107	74,107		
Total Liabilities	\$			

December 31, 2023	Level 1	Level 2	Level 3	Carrying Value
Assets	=	==	==	=
Marketable Securities:	=	==	==	=
United States Treasury Bonds	\$ 2,887,215	\$		
	\$			
Total Assets	\$ 2,887,215	\$		
Liabilities				
Derivative Liability - Warrants				
		\$410,660	\$410,660	
Derivative Liability - Accelerated feature				
3,852	3,852	Derivative Liability	3,852	3,852 - \$-
Total Liabilities	\$			
\$414,512	\$414,512			

Fair Value of Financial Instruments

The Company follows accounting guidelines on fair value measurements for financial instruments measured on a recurring basis, as well as for certain assets and liabilities that are initially recorded at their estimated fair values. Fair value is defined as the exit price, or the amount that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Company uses the following three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs to value its financial instruments:

- Level 1: Observable inputs such as unadjusted quoted prices in active markets for identical instruments;
- Level 2: Quoted prices for similar instruments that are directly or indirectly observable in the marketplace;
- Level 3: Significant unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, ("ASC 480") and ASC 815, ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at

the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

Distinguishing Liabilities from Equity

Derivatives and Hedging

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the unaudited condensed consolidated statements of operations. The fair value of the warrants is estimated using a Black-Scholes pricing model or a Monte Carlo simulation.

Warrants

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. Finally, the Company determines if the warrants meet the definition of a derivative based on their contractual terms. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and at each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the consolidated statements of operations. The Company also evaluates if changes in contractual terms or other considerations would result in the reclassification of outstanding warrants from liabilities to stockholders' equity (or vice versa).

The fair value of the warrants is estimated using a Black-Scholes pricing model or a Monte Carlo simulation.

Research and Development Expenses

Research and Development Expenses

Research and development expenses are charged to expense as incurred. Research and development expenses include, but are not limited to, product development, clinical and regulatory expenses, payroll and other personnel expenses, which include a certain portion of our chief executive officer, chief operating officer, chief financial officer and directors' compensation. For the three and nine months ended September 30, 2024 and 2023, a portion of personnel-related expenses and stock-based compensation expense for these individuals totaling \$ million and \$ million, respectively, and \$ million and \$ million, respectively, was included within research and development due to their active involvement in the research and development activities, materials, supplies, related subcontract expenses, and consulting costs. In June 2024, the Company recruited a new chief financial officer who is substantially devoted to administrative functions and our then existing chief financial officer, who also handled research and development compliance functions,

transitioned to substantially research and development functions. 0.10.40.10.7

Regarding the accounting treatment for reimbursements, GAAP provides limited guidance on the accounting for government grants received by for-profit companies. In accordance with ASC Topic 832, as adopted January 1, 2022, we disclose certain types of government assistance received in the notes to the consolidated financial statements that includes: a) the nature of the transaction including the nature of the assistance being given, b) the accounting policies being used to account for the transaction and c) other provisions of relevance, where required. Depending on the type of grant or contract, we understand there is more than one acceptable alternative for the accounting treatment - a reduction of costs, a deferred credit to be amortized, revenue or other income. The Company has concluded that reimbursements received for R&D expenses incurred, are more akin to a reduction of costs and applies reimbursements against incurred research costs. There were no reimbursements received for the three and nine months ended September 30,

Government Assistance

Research and Development Expenses

Research and development expenses are charged to expense as incurred. Research and development expenses include, but are not limited to, product development, clinical and regulatory expenses, payroll and other personnel expenses, which include a certain portion of our chief executive officer, chief operating officer, chief financial officer and directors' compensation. For the year ended December 31, 2023 and 2022, a portion of personnel-related expenses and stock-based compensation expense for these individuals totaling \$ million and \$ million, respectively, was included within research and development due to their active

involvement in the research and development activities, materials, supplies, related subcontract expenses, and consulting costs. 0.80.5

Regarding the accounting treatment for reimbursements, GAAP provides limited guidance on the accounting for government grants received by for-profit companies. In accordance with ASC Topic 832, as adopted January 1, 2022, we disclose certain types of government assistance received in the notes to the consolidated financial statements that includes: a) the nature of the transaction including the nature of the assistance being given, b) the accounting policies being used to account for the transaction and c) other provisions of relevance, where required. Depending on the type of grant or contract, we understand there is more than one acceptable alternative for the accounting treatment - a reduction of costs, a deferred credit to be amortized, revenue or other income. The Company has concluded that reimbursements received for R&D expenses incurred, are more akin to a reduction of costs and applies reimbursements against incurred research costs. For the years ended December 31, 2023 and 2022, we recorded \$ million and \$ million in

Research and development, net of contract expense reimbursements, respectively. Government Assistance3.51.0

Net Loss Per Common Stock

Net Loss Per Common Stock

Net loss per share of common stock requires presentation of basic earnings per share on the face of the unaudited condensed consolidated statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic earnings per share computation. In the accompanying unaudited condensed consolidated financial statements, basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock and potentially dilutive outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent share arrangements, stock options and warrants unless the result would be antidilutive.

The dilutive effect of restricted stock units subject to vesting and other stock-based payment awards is calculated using the "treasury stock method," which assumes that the "proceeds" from the exercise of these instruments are used to purchase common shares at the average market price for the period. The dilutive effect of convertible securities is calculated using the "if-converted method." Under the if-converted method, securities are assumed to be converted at the beginning of the period, and the resulting shares of common stock are included in the denominator of the diluted calculation for the entire period being presented.

For the nine months ended September 30, 2024 and 2023, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

	September 30, 2024	September 30, 2023
Convertible notes (Note 5)	137,729	

Warrants

(Note 6)

184,000 184,000 41,338 21,006 225,338 342,735

Restricted stock units (Note 6) =

Net Loss Per Common Stock

Net loss per share of common stock requires presentation of basic earnings per common share on the face of the statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic earnings per share computation. In the accompanying consolidated financial statements, basic loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income attributable to common stockholders by the weighted average number of shares of common stock outstanding and potentially dilutive shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through convertible securities, contingent share arrangements, stock options and warrants unless the result would be antidilutive.

The dilutive effect of restricted stock units and other stock-based payment awards subject to vesting and common stock warrants is calculated using the "treasury stock method," which assumes that the "proceeds" from the exercise of these instruments are used to purchase common shares at the average market price for the period. The dilutive effect of convertible securities is calculated using the "if-converted method." Under the if-converted method, securities are assumed to be converted at the beginning of the period, and the resulting shares of common stock are included in the denominator of the diluted calculation for the entire period being presented.

For the years ended December 31, 2023 and 2022, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive:

December 31, 2023	December 31, 2022

(as restated)

119,939 =

Convertible notes (Note 6)

Warrants:
(Note 7)

~~184,000~~ ~~47,831~~ ~~24,731~~ ~~2,966~~ ~~328,670~~ ~~50,797~~

Restricted stock units (Note 7)

Deferred Offering Costs

Deferred Offering Costs

Pursuant to ASC 340-10-599-1, costs directly attributable to an offering of equity securities are deferred and would be charged against the gross proceeds of an offering as a reduction of additional paid-in capital. Deferred offering costs may consist of underwriting, legal, accounting, and other expenses incurred through the balance sheet date that are directly related to a proposed public offering. Should the proposed public offering prove to be unsuccessful, any deferred costs, as well as additional expenses to be incurred, will be expensed.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, Segment Reporting Topic 280, "Segment Reporting-Improvements to Reportable Segment Disclosures," which allows disclosure of one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires enhanced disclosures of significant segment expenses and other segment items, as well as incremental qualitative disclosures on both an annual and interim basis. This guidance is effective for annual reporting periods beginning after December 15, 2023, and interim reporting periods after December 15, 2024. Early adoption is permitted and retrospective application is required for all periods presented. The adoption of this new guidance is not expected to have a significant impact on our consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes Topic 740, "Income Tax-Improvements to Income Tax Disclosures," which requires enhanced disclosures, including specific categories and disaggregation of information in the effective tax rate reconciliation, disaggregated information related to income taxes paid, income or loss from continuing operations before income tax expense or benefit, and income tax expense or benefit from continuing operations. This guidance is effective for annual reporting periods beginning after December 15, 2024. Early adoption is permitted and should be applied on a prospective basis, however retrospective application is permitted. The Company is currently evaluating the impact of adopting this guidance on its consolidated and condensed financial statements and disclosures included within notes to consolidated and condensed financial statements.

Recent Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The guidance is effective for the Company's fiscal years beginning after February 1, 2025, with early adoption permitted. The Company does not expect the adoption of this standard to have any material impact on its financial statements.

There have been no other recent accounting pronouncements, changes in accounting pronouncements or recently adopted accounting guidance during the year ended December 31, 2023 that are of significance or potential significance to the Company.

Leases

Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use asset ("ROU"), operating lease liability - current, and operating lease liability - noncurrent on the consolidated balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in our consolidated balance sheets. The Company did not utilize any financing that required recognition of finance leases during the years ended December 31, 2023 and 2022.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the estimated rate of interest for collateralized borrowing, over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Leases with a lease term of 12 months or less at inception are not recorded on our consolidated balance sheets and are expensed on a straight-line basis over the lease term in our statement of operations. We have lease agreements with lease and non-lease components, which are generally accounted for separately.

The Company determines the present value of minimum future lease payments for operating leases by estimating a rate of interest that it would have to pay to borrow on a collateralized basis over a similar term, an amount equal to the lease payments and a similar economic environment (the "incremental borrowing rate" or "IBR"). The Company determines the appropriate IBR by identifying a reference rate and making adjustments that take into consideration financing options and certain lease-specific circumstances. For the reference rate, the Company used an equity built up, risk adjusted rate, as the implicit interest rate.

Property and Equipment

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Expenditures for maintenance and repairs are charged to expense as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives as follows:

Furniture

Computers and equipment

years ~~5~~ years ~~10~~
Research Equipment

Convertible Notes

Convertible Notes

The Company evaluates its convertible notes for embedded features and bifurcates these features (such as conversion options and redemption options) from their host instruments and accounts for them as free standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

Impairment of Long-Lived Assets

Impairment of Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the asset may not be fully recoverable. Recoverability of assets is measured by a comparison of the carrying amount of an asset to the estimated undiscounted cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated future cash flows, an impairment charge will be recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. There were no impairments of long-lived assets during the periods presented.

Stock-Based Compensation

Stock-Based Compensation

Compensation cost for stock awards, which include restricted stock units ("RSUs"), is measured at the fair value on the grant date and recognized as expense, over the related service or performance period. The fair value of stock awards is based on the quoted price of our common stock on the grant date. Compensation expense related to the RSUs is reduced by the fair value of the units that are forfeited by employees that leave the Company prior to vesting as they occur. Compensation cost for RSUs are recognized using the straight-line method over the requisite service period.

Income Taxes

Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740. ASC 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, the Company does not foresee generating taxable income in the near future and utilizing its deferred tax asset, therefore, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws

Income Taxes

and rates on the date of enactment. Under ASC 740, a tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The Company has no material uncertain tax positions for any of the reporting periods presented.

Segment Information

Segment Information

-

Operating segments are defined as components of an enterprise about which separate and discrete information is available for evaluation by the chief operating decision-maker ("CODM") in deciding how to allocate resources and assess performance. The Company and the Company's CODM, the Company's chief executive officer, evaluates the Company's operations and manages its business as a operating segment. All of the

Company's long-lived assets are held in the United States. **single**

-

-Definition

Convertible Note [Policy Text Block]

+References

No definition available.

+Details

Name:SHPH_ConvertibleNotePolicyTextBlock Namespace Prefix:SHPH_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Deferred Offering Costs [Policy Text Block]

+References

No definition available.

+Details

Name:SHPH_DeferredOfferingCostsPolicyTextBlock Namespace Prefix:SHPH_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Reverse Stock Split [Policy Text Block]

+References

No definition available.

+Details

Name:SHPH_ReverseStockSplitPolicyTextBlock Namespace Prefix:SHPH_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Warrants [Policy Text Block]

+References

No definition available.

+Details

Name:SHPH_WarrantsPolicyTextBlock Namespace Prefix:SHPH_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration

-References

No definition available.

+Details

Name:us-gaap_AccountingPoliciesAbstract Namespace Prefix:us-gaap_ Data Type:

~~xb:li:stringItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Disclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS).~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value.~~

~~+References~~

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Topic-230-SubTopic-10-Section-50-Paragraph-1-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147482913/230-10-50-1>~~

~~+Details~~

~~Name:us-gaap_CashAndCashEquivalentsPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary.~~

~~+References~~

~~Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic-235-SubTopic-10-Name>~~

**Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147483426/235-10-50-4>Reference
2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification-
Topic 810 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147481203/810-10-50-1>**

+ Details

**Name:us-gaap_ConsolidationPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:
dtr-types:textBlockItemType Balance Type:na Period Type:duration**

- Definition

Disclosure of accounting policy for its derivative instruments and hedging activities.

+ References

**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards
Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 815 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480434/815-10-50-2>Reference 2:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name
Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3:
<http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name
Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX
210.4-08(n)) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147480678/235-10-
S99-1](https://asc.fasb.org/1943274/2147480678/235-10-
S99-1)Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting
Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1A -Publisher
FASB -URI <https://asc.fasb.org/1943274/2147480434/815-10-50-1A>Reference 5:
<http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -
Topic 815 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480434/815-10-50-1>Reference 6: [http://fasb.org/us-
gaap/role/ref/legacyRef](http://fasb.org/us-
gaap/role/ref/legacyRef) -Name Accounting Standards Codification -Topic 815 -SubTopic
10 -Section 50 -Paragraph 4 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480434/815-10-50-4>Reference 7: [http://fasb.org/us-
gaap/role/ref/legacyRef](http://fasb.org/us-
gaap/role/ref/legacyRef) -Name Accounting Standards Codification -Topic 815 -SubTopic
10 -Section 50 -Paragraph 7 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147480434/815-10-50-7>**

+ Details

Name:us-gaap_DerivativesPolicyTextBlock Namespace Prefix:us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 260-SubTopic 10-Section 50-Paragraph 1-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 260-SubTopic 10-Section 50-Paragraph 1-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 260-SubTopic 10-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-2>

+ Details

Name:us-gaap_EarningsPerSharePolicyTextBlock Namespace Prefix:us-gaap_ Data

Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Disclosure of accounting policy for determining the fair value of financial instruments.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 825 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-1>

+Details

Name:us-gaap_FairValueOffinancialInstrumentsPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Disclosure of accounting policy for recognizing and measuring the impairment of long-lived assets. An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SAB Topic 5.CC\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480091/360-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.CC) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480091/360-10-S99-2)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 05 -Paragraph 4 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482338/360-10-05-4>

+Details

Name:us-gaap_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock Namespace

Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Disclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 20-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-20>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 19-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-19>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Publisher FASB-URI https://asc.fasb.org/1943274/2147482525/740-10-45-25>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-03\(h\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-03(h)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 17-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-17](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 17-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-17)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-9>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Publisher FASB-URI https://asc.fasb.org/1943274/2147482525/740-10-45-28>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-1>

+ Details

**Name:us-gaap_IncomeTaxPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:
dtr-types:textBlockItemType Balance Type:na Period Type:duration**

-Definition

Disclosure of accounting policy for leasing arrangement entered into by lessee.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-1)

+ Details

Name:us-gaap_LesseeLeasesPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for investment classified as marketable security.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 942-SubTopic 320-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147477268/942-320-50-5>

+ Details

Name:us-gaap_MarketableSecuritiesPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact.

+ References

No definition available.

+ Details

Name:us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for reclassification affecting comparability of financial statement. Excludes amendment to accounting standards, other change in accounting principle, and correction of error.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 205-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147483504/205-10-50-1>

+ Details

Name:us-gaap_PriorPeriodReclassificationAdjustmentDescription Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 1-SubTopic 10-Topic 360-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1>**Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(8\)\(a\)\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(8)(a))-Publisher FASB)-URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>****Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 6-SubTopic 360-Topic 958-Publisher FASB>-URI <https://asc.fasb.org/1943274/2147477798/958-360-50-6>****Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(d\)-SubTopic 360-Topic 958-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)-SubTopic 360-Topic 958-Publisher FASB)-URI <https://asc.fasb.org/1943274/2147477798/958-360-50-1>**

+ Details

Name:us-gaap_PropertyPlantAndEquipmentPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for costs it has incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 730-SubTopic 10-Name Accounting Standards Codification-Section 05-Paragraph 1-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483044/730-10-05-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 730-SubTopic 10-Name Accounting Standards Codification-Section 05-Paragraph 1-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483044/730-10-05-1)

+ Details

Name:us-gaap_ResearchAndDevelopmentExpensePolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for segment reporting.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 41-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-41](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 41-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-41)

Reference 2: [http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph \(bb\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-47](http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph (bb)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-47)

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29)

Reference 4: [http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-54](http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 54-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-54)

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 36-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-36>

Reference 6: [http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-47](http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 47-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-47)

Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29)

Reference 8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29>

Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29)

Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29)

Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29)

Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 29-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-29)

+ Details

Name:us-gaap_SegmentReportingPolicyPolicyTextBlock Namespace Prefix:us-gaap_
Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of accounting policy for award under share-based payment arrangement.
Includes, but is not limited to, methodology and assumption used in measuring cost.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

2Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

2Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(v\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(v)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

2Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 14.C.Q3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 14.C.Q3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1)

Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 14.D.1.Q5\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 14.D.1.Q5)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1)

Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 14.D.3.Q2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 14.D.3.Q2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1)

Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 14.D.2.Q6\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 14.D.2.Q6)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1)

Reference 9: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/718/tableOfContent>

Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationOptionAndIncentivePlansPolicy_Namespace
Prefix:us-gaap_Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:
duration

- Definition

Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 275-SubTopic 10-Section 50-Paragraph 9-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147482861/275-10-50-9>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 275-SubTopic 10-Section 50-Paragraph 4-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147482861/275-10-50-4>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(b\)-SubTopic 10-Topic 275-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (b)-SubTopic 10-Topic 275-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482861/275-10-50-1>
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(c\)-SubTopic 10-Topic 275-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (c)-SubTopic 10-Topic 275-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147482861/275-10-50-1>
Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 11-SubTopic 10-Topic 275-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147482861/275-10-50-11>
Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 50-Paragraph 12-SubTopic 10-Topic 275-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147482861/275-10-50-12>
Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 275-SubTopic 10-Section 50-Paragraph 8-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147482861/275-10-50-8>

Estimated fair value (December 31, 2023):

\$410,660

***Based on a Monte Carlo simulation analysis of 50,000 iterations**

Alto Acceleration Option key valuation

inputs* Annualized volatility 34.2359.15

% Risk free interest rate 4.685.60% 4.72 17% 01.2

Quoted VWAP \$ Illiquidity discount Time period (years) Estimated fair value (issuance) \$

1,442,000

Estimated fair value (December 31, 2023):

\$3,852

***Based on a Monte Carlo simulation analysis of 50,000 iterations** **Schedule of Warrant Liabilities**

Warrant Liability Series A Preferred Stock Obligation

Balance, December 31, 2021 (as restated) Issued Exercised (settled) Loss on change in fair value 421,768 Reclassifications to stockholders' equity (756,723)

Balance, December 31, 2022

Warrant Liability August 2022 Warrants

Balance, December 31, 2021 (as restated) Issued 146,624 Exercised (settled) (91,036) Loss on change in fair value 5,102 Reclassifications to stockholders' equity (60,690) Balance, December 31, 2022

Warrant Liability Boustead Placement Agent Warrants

Balance, December 31, 2021 (as restated) Issued 92,336 Gain on change in fair value (28,196) Exercised (settled) Reclassification to stockholders' equity

(64,140)

Schedule of Useful Lives for Property Plant Equipment

Balance, December 31, 2022

Furniture years 5

Computers and equipment years 5

Research Equipment years 10 Warrant [Member] Schedule of Key Inputs of Warrant Liabilities

Warrant Liability Series A Preferred Stock Obligation December 31, 2021 Reclassification Date Estimated fair value of Company's stock \$ 40.00 \$ 32.50 Exercise price (based on estimated IPO or Listing terms at issuance) \$

40.00 166.56 32.00

Number of warrants (based on estimated Series A Preferred Stock conversion shares upon IPO or Listing at issuance) shares 12,135,336,681 shares 42,101 86.3%

82.5% 1.08% 3.44% 9/30/2022 3.75 years 3.00 90%

Risk free interest rate 33% Estimated IPO date Estimated Term Probability of IPO or Listing Occurring 67% 334,955 756,723

Probability of IPO as "Qualified IPO" Probability of IPO as "Listing" Estimated fair value \$

Warrant Liability August 2022 Warrants

Issuance Dates Reclassification/Settlement Date Estimated fair value of Company's stock \$ 32.00 \$ 32.50 20.00 20.00

Exercise price 6,250 6,250 5.0 years 4.9 80.0% 82.5% 2.7% 3.3% 146,624 \$

Number of warrants Remaining term Volatility Risk free interest rate Estimated fair value \$ 151,726

Warrant Liability Boustead Placement Agent Warrants

Issuance Dates Reclassification Date Estimated fair value of Company's stock \$ 32.00 \$ 32.50 16.00 16.00

Exercise price (based on estimated Convertible Note conversion terms at issuance) \$ 3,688 2,581 5.0 years 4.44.5 86.1% 82.5

Number of warrants (based on estimated Convertible Note conversion terms at issuance) Remaining term Volatility

% 1.82.0 3.4 92,336 64,140

Definition

Schedule of Useful Lives for Property Plant Equipment [Table Text Block]

+ References

No definition available.

+ Details

Name:SHPH_ScheduleOfUsefulLivesForPropertyPlantEquipmentTableTextBlock

Namespace Prefix:SHPH_ Data Type:dtr-types:textBlockItemType Balance Type:na

Period Type:duration

[-Definition](#)

Schedule of Warrant Liabilities [TableTextBlock]

[+References](#)

No definition available.

[+Details](#)

*Name:SHPH_ScheduleofWarrantLiabilitiesTableTextBlock Namespace Prefix:SHPH_
Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration*

[-Definition](#)

Tabular disclosure of input and valuation technique used to measure fair value and change in valuation approach and technique for each separate class of asset and liability measured on recurring and nonrecurring basis.

[+References](#)

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482078/820-10-55-103>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>

[+Details](#)

Name:us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBa
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

-Definition

Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 260-SubTopic 10-Section 50-Paragraph 1-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 260-SubTopic 10-Section 50-Paragraph 1-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)

+Details

Name:us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsI
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

-Definition

Tabular disclosure of the components of cash and cash equivalents.

+References

No definition available.

+Details

Name:us-gaap_ScheduleOfCashAndCashEquivalentsTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Tabular disclosure of prior period adjustments to previously issued financial statements including (1) the effect of the correction on each financial statement line item and any per-share amounts affected for each prior period presented (2) the cumulative effect of the change on retained earnings or other appropriate components of equity or net assets in the statement of financial position, as of the beginning of the earliest period presented, and (3) the effect of the prior period adjustments (both gross and net of applicable income tax) on the net income of each prior period presented in the entity's annual report for the year in which the adjustments are made.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards>

Codification - Topic 250 - SubTopic 10 - Section 50 - Paragraph 8 - Publisher FASB - URI
<https://asc.fasb.org/1943274/2147483443/250-10-50-8>**Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Topic 250 - SubTopic 10 - Section 50 - Paragraph 7 - Publisher FASB - URI**
<https://asc.fasb.org/1943274/2147483443/250-10-50-7>**Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Topic 250 - SubTopic 10 - Section 50 - Paragraph 9 - Publisher FASB - URI**
<https://asc.fasb.org/1943274/2147483443/250-10-50-9>

+ Details

Name:us-gaap_ScheduleOfErrorCorrectionsAndPriorPeriodAdjustmentsTextBlock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

- Definition

Tabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3).

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> - Topic 820 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 2 - Subparagraph (b) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>**Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> - Topic 820 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 2 - Subparagraph (a) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>**

Name:us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTab
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember_Namespace
Prefix: Data Type:na Balance Type: Period Type: XML 43 R23.htm IDEA: XBRL
DOCUMENT

~~***Dec. 31, 2023***~~

The following summarizes the ROU lease expense components and cash flow information for the Company's operating leases:

	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>September 30,</u>		<u>September 30,</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<u>Operating lease cost</u>	\$ 22,947	\$ 40,491	\$ 68,841	\$ 83,230
<u>Variable lease cost</u>	10,440	10,408	30,817	13,723
<u>Sublease income</u>	(2,163)	(2,135)	(6,489)	(6,377)
<u>Total lease cost</u>	\$ 31,224	\$ 48,764	\$ 93,169	\$ 90,576
<u>Cash paid for operating cash</u>	\$ 23,156	\$ 31,113	\$ 68,345	\$ 73,884
<u>flows from operating leases</u>				
<u>Right-of-use assets obtained</u>	\$			
<u>in exchange for new operating</u>				
<u>lease liability</u>				
<u>— \$— \$— \$365,556</u>				

The following summarizes the right-of-use asset and lease information for the Company's operating leases:

	2023	2022		
	Years Ended			
	December 31,		Sublease income	(7,819)– (7,070)
	2023	2022	Total lease cost	120,425– 63,105
			Other information	–
Operating lease cost	112,022	70,175	Operating cash flows from operating leases	95,641– 76,246
Variable lease cost	24,222	–	Right-of-use assets obtained in exchange for new operating lease liabilities	365,556–

Weighted-average remaining lease term - operating leases (year)	4.67	0.80
Weighted-average discount rate - operating leases	10.48%	10%

Supplemental balance sheet information related to operating leases was as follows:

Name:us-gaap_LeaseCostTableTextBlock Namespace Prefix:us-gaap_ Data Type:
dtr-types:textBlockItemType Balance Type:na Period Type:duration

Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position.

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-6>

~~**Name:us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock_Namespace**~~
~~**Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:**~~
~~**duration XML 44 R24.htm IDEA: XBRL DOCUMENT**~~
~~**Stockholders' Equity (Tables)6 Months Ended12 Months Ended**~~
~~**Jun. 30, 2024**~~
~~**Dec. 31, 2023**~~
~~**Equity [Abstract]**~~ [**Schedule of Warrants Activity**](#)

	<u>Number of</u>	<u>Weighted</u>	<u>Average</u>
	<u>warrants</u>	<u>Exercise</u>	<u>Life (years)</u>
		<u>Price</u>	
<u>Outstanding, December 31, 2023</u>	<u>184,000</u>	<u>\$ 23.20</u>	
<u>2.77</u>			
<u>Granted</u>			
		<u>2.04</u>	
<u>Outstanding, September 30, 2024</u>	<u>184,000</u>	<u>\$11.54</u>	

	Number of Warrants (as restated)	Weighted Average Exercise Price (as restated)	Weighted Average Life (years) (as restated)	
Outstanding, December 31, 2021	62,500	8.00		4.99 <i>Granted</i> ⁽¹⁾
				270,910
				14.57
				4.68
				Exercised ⁽²⁾
				(285,579) 9.58
				2.78
				5.00
				4.00
				2.77
Outstanding, December 31, 2022	47,831	35.77		<i>Granted - Boustead</i> 8,909 18.00
				<i>Granted - Ayrton</i> 127,260 18.00
				<i>Outstanding, December 31, 2023</i> 184,000 23.21
				(1) warrants: Notes Payable - Related Parties (warrants); upon conversion of the Series A Preferred Shares (warrants); automatic conversion of the 2022 Convertible Notes (warrants); issued during the IPO, including over allotment option (warrants) and issued to Boustead Securities LLC (warrants);
				Notes 3,7502,50042,11418,447176,22227,877
				(2) Exercised warrants include the exercise of the warrants issued with the December 2021 Notes (warrants); the exercise of the warrants issued with the August 2022 Notes (warrants); the exercise of the warrants issued upon conversion of the Convertible Notes (warrants); and the exercise of the warrants issued during the IPO, including over allotment option (warrants); and warrants exercised on a cashless basis (warrants).

Schedule of Restricted Stock Units (RSUs)

A summary of activity regarding the Restricted Stock Units issued follows:

		<u>Number of</u>	<u>Weighted</u>
		<u>RSU</u>	<u>Average Fair</u>
			<u>Value Per RSU</u>
<u>Outstanding, December 31, 2023</u>		<u>24,731</u>	<u>\$ 11.76</u>
<u>Granted</u>		<u>53,455</u>	<u>2.65</u>
<u>Forfeiture</u>		<u>(12,500)</u>	
<u>Vested</u>	<u>(24,348)</u>		<u>9.06</u>
<u>Outstanding, September 30, 2024</u>	<u>41,338</u>		<u>\$5.14</u>

A summary of activity regarding the Restricted Stock Units issued follows:

		<u>Number of Shares</u>		<u>Weighted Average Grant Date Fair</u>	
				<u>Value Per Share</u>	
Outstanding, December 31, 2021 (as restated)		2,017	\$	185.60	
Granted		4,449		22.48	
Vested (as restated)		(3,500)		116.18	
Outstanding, December 31, 2022 (as restated)		2,966	\$	22.48	
Granted		32,415		10.88	
Vested (as restated)					
	(10,650)				
Outstanding, December 31, 2023	24,731	\$	11.76		

Schedule of Compensation Expense of Restricted Stock Units

		<u>2023</u>		<u>2022</u>	
		<u>Year ended December 31,</u>		<u>2022</u>	
		<u>2023</u>		<u>2022</u>	
		<u>-</u>		<u>(as restated)</u>	
Recognized in general and administrative expense	\$	115,000	\$	105,582	
Recognized in research and development expense		66,960		131,965	
Total	\$	181,960	\$	237,547	

References

No definition available.

+ Details

Name:us-gaap_EquityAbstract Namespace Prefix:us-gaap_ Data Type:
xbrl:stringItemType Balance Type:na Period Type:duration

- Definition

Tabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivity Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

Disclosure of the number and weighted-average grant date fair value for restricted stock and restricted stock units that were outstanding at the beginning and end of the

year, and the number of restricted stock and restricted stock units that were granted, vested, or forfeited during the year.

+ References

No definition available.

+ Details

Name:us-gaap_ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

- Definition

Tabular disclosure of warrants or rights issued. Warrants and rights outstanding are derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 718-SubTopic 10-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 718-SubTopic 10-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-1)

+ Details

Name:us-gaap_ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration XML 45 R25.htm IDEA: XBRL DOCUMENT
Derivative Liabilities (Tables)6 Months Ended12 Months Ended
Jun. 30, 2024
Dec. 31, 2023
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]
[Schedule of Monte Carlo Simulation Assumption](#)

The key inputs for the Monte Carlo simulation as of September 30, 2024, were as follows:

<u>Net cash settlement and down round key valuation inputs-</u>		<u>September 30,</u>	
<u>warrants*</u>		<u>2024</u>	
<u>Annualized volatility</u>			
<u>92.04101.79</u>	<u>3.644.93</u>		
<u>Risk-free interest rate</u>			
<u>Quoted VWAP</u>		<u>\$</u>	

December 2021 Notes derivative key valuation inputs: Issuance Date : Settlement Date :

Amount due upon acceleration : \$

533,699

533,973

Carrying value of December 2021 Notes at measurement date \$

337,398

8/31/2022 9/2/2022

90% 100%

10% 100%

1.00 years 0.32

50.0% 50.0%

367,000

162,000 Schedule of Derivative Key Valuation Inputs

Schedule of Derivative Key Valuation Inputs

2022
Convertible
Notes
derivative
key
valuation
inputs*

Issuance
Dates

Settlement
Date

Annualized volatility % 75.082.0 Risk-free interest rate % 0.61.2 Exercise price (implied) \$ 45.5285.92 Estimated IPO date 8/31/2022
9/2/2022 Probability of default % 50 Probability of IPO or Alternative Liquidity Event % 45 100 Probability of Maturity % 5 Time period (years) years 0.471.00
years 0.00 Estimated fair value:

221,000

571,000

August 2022 Notes [Member] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Schedule of Derivative Issuance Valuation Inputs

in connection with the issuance of the August 2022 Promissory Note, the Company identified an accelerated repayment upon IPO feature that required bifurcation. We classified this derivative liability as a Level 3 fair value measurement and used a probability weighted scenario model to estimate the fair value of the derivative just prior to the settlement of the August 2022 Promissory Notes. Key inputs for this valuation model are summarized below:

August
2022
Promissory
Notes
derivative
key
valuation
inputs

Issuance
Dates

Settlement
Date

Amount due upon acceleration (estimated at issuance) \$ 50,411 50,438 Carrying value of August 2022 Promissory Notes at measurement date \$ 0 4,521 IPO date
8/31/2022 9/2/2022 Probability of IPO acceleration 90% 100% Probability of maturity 10% 100% Time period to maturity (years) years 1.00 years 0.91
Discount rate 16.03% 18.81% Estimated fair value:

45,000

45,000 Schedule of Derivative Key Valuation Inputs

in connection with the issuance of the August 2022 Convertible Notes, the Company identified certain embedded features that required bifurcation as a combined derivative liability, including the share-settled redemption of the 2022 Convertible Notes at a 50% discount and the automatic increase in principal of 10% if conversion does not occur within 12 months. Key inputs for this valuation model are summarized below:

2022 Convertible Notes derivative key valuation inputs* : Issuance Dates : Settlement Date:

Estimated IPO date : 8/31/2022 9/2/2022

Probability of default

50

% : :
%
Probability of IPO or Alternative Liquidity Event :
45% 100% 5% 100% 1.00 years 0.00 31,000 \$ 75,000

Definition

Schedule of Derivative of Settlement Valuation [Table Text Block]

+ References

No definition available.

+ Details

Name:SHPH_ScheduleOfDerivativeOfSettlementValuationTableTextBlock_Namespace

Prefix:SHPH_Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Schedule of Derivative Key Valuation Inputs [TableTextBlock]

+ References

No definition available.

+ Details

Name:SHPH_ScheduleofDerivativeKeyValuationInputsTableTextBlock_Namespace

Prefix:SHPH_Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

-Definition

Tabular disclosure of input and valuation technique used to measure fair value and change in valuation approach and technique for each separate class of asset and liability measured on recurring and nonrecurring basis.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name> Accounting Standards Codification-Section 55-Paragraph 103-Publisher FASB-URI

<https://asc.fasb.org/1943274/2147482078/820-10-55-103>Reference 2:

<http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name> Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference

3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name> Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>

+ Details

Name:us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBa
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

- Definition

Tabular disclosure of the fair value measurement of liabilities using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes attributable to the following: (1) total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings (or changes in net assets), and gains or losses recognized in other comprehensive income (loss) and a description of where those gains or losses included in earnings (or changes in net assets) are reported in the statement of income (or activities); (2) purchases, sales, issues, and settlements (each type disclosed separately); and (3) transfers in and transfers out of Level 3 (for example, transfers due to changes in the observability of significant inputs) by class of liability.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputRecon
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

- Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 35-Paragraph 1D-Publisher FASB-URI https://asc.fasb.org/1943274/2147480483/718-10-35-1D>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 35-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147480483/718-10-35-3>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(01\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(01)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(02\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(02)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 12: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10->

[illegible]

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLine
Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period
Type:duration

-Details

Name:us-gaap_AwardDateAxis=SHPH_AugustTwoThousandTwentyTwoNotesMember
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 46 R26.htm IDEA:
XBRL DOCUMENT
Restatement of Previously Issued Financial Statements (Tables) 12 Months Ended
Dec. 31, 2023
Accounting Changes and Error Corrections [Abstract] Schedule of Error Corrections
And Prior Period Adjustments

The impact of the errors described above also impact the Company's Annual Report on Form 10-K for the years ended December 31, 2023 and December 31, 2022 within additional paid-in capital and accumulated deficit, resulting in the preparation and filing of this Annual Report on Form 10-K/A.

Consolidated Balance Sheet as of December 31, 2023:	As Reported	::	Adjustment	::	As Restated	:
Additional paid-in capital	19,543,363	::	9,945,692	::	29,489,055	:
Accumulated deficit	(15,487,612)	::	(9,945,692)	::	(25,433,304)	:

The following tables summarize the effect of the restatement on each financial statement line item as of the dates indicated:

Consolidated Balance Sheet as of December 31, 2022	As Reported	Adjustment	As Restated
Additional paid-in capital	16,572,741	9,945,692(1)	26,518,433
Accumulated deficit	(8,894,889)	(9,945,692)	(18,840,581)
		(2)	

+ Details

Name:SHPH_ScheduleOfPretaxIncomeFromContinuingOperationsTableTextBlock
Namespace Prefix:SHPH_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration

-References

No definition available.

+Details

Name:us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:
xbli:stringItemType Balance Type:na Period Type:duration

-Definition

Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482685/740-10-50-2>

+Details

Name:us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock Namespace
Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:
duration

-Definition

Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations.

+References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482663/740-10-55-231>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12A>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12>

Name:us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock
Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na
Period Type:duration XML 48 R28.htm IDEA: XBRL DOCUMENT
Quarterly Financial Data (Unaudited and Restated) (Tables)12 Months Ended
Dec. 31, 2023

The restated consolidated balance sheet line items for the third fiscal quarter of 2023 are as follows:

	-	As Reported	-	Adjustments	-	Restated	-
	-	September 30, 2023	-	September 30, 2023	-	September 30, 2023	-
Additional paid-in capital					(1)		
	-	19,456,841	-	-	9,945,692	-	29,402,533
Accumulated deficit	-	(13,847,112)	-	-	(9,945,692)	-	(23,792,804)

~~***No definition available.***~~

Name:SHPH_DisclosureQuarterlyFinancialDataUnauditedAndRestatedAbstract
Namespace Prefix:SHPH_ Data Type:xbrli:stringItemType Balance Type:na Period Type:
duration

Schedule of Quarterly Financial Data [TableTextBlock]

~~**No definition available.**~~

Name:*SHPH_ScheduleofQuarterlyFinancialDataTableTextBlock* **Namespace Prefix:**

Organization and Liquidity (Details Narrative) - USD (\$)	1 Months Ended	3 Months Ended	9 Months Ended	12 Months Ended
Aug. 13, 2024				
Aug. 06, 2024				
Jul. 30, 2024				
Jan. 11, 2023				
Mar. 11, 2022				
Feb. 08, 2022				
Dec. 28, 2021				
Aug. 12, 2016				
Oct. 31, 2024				
Sep. 30, 2024				
Jan. 31, 2023				
Sep. 30, 2024				
Jun. 30, 2024				
Mar. 31, 2024				
Sep. 30, 2023				
Jun. 30, 2023				
Mar. 31, 2023				
Sep. 30, 2024				
Sep. 30, 2023				
Dec. 31, 2023				
Dec. 31, 2022				
Dec. 31, 2021				
Aug. 31, 2023				
Sep. 30, 2022				
Aug. 31, 2022				
Aug. 01, 2022				
Apr. 30, 2022				
Apr. 29, 2022				
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]				
Net income loss	\$ 3,784,082	\$ 2,031,215	\$ 1,731,031	\$ 1,792,754
\$ 2,184,372\$ 975,097\$ 7,546,328\$ 4,952,223\$ 6,592,723\$ 4,996,069				Revenues
Working capital	1,300,000	(4,600,000)		Proceeds from issuance
of debt \$ 494,925		Number of warrants issued	62,500	127,260
Exercise price \$ 8.00 \$ 1.93		\$ 111.04\$ 8.00 \$ 16.00\$ 20.00\$ 8.00\$ 16.00		
Working capital (1,300,000) 4,600,000		Proceeds from convertible debt		
\$ 3,935,000\$ 3,935,000\$ 550,715		Debt Instrument, Face Amount		
\$ 500,000		Class of Warrant or Right, Outstanding	62,500	
Proceeds from Issuance of Warrants \$ 92,336\$ 92,336\$ 418,449				Share
price\$ 1.00 \$ 18.80 \$ 16.00 \$ 1.00		Reverse stock split1-for-8		
Common stock, shares issued	2,946,099	2,946,099	2,946,099	2,008,689
1,700,414	Common stock, shares outstanding	2,946,099	2,946,099	
2,946,099 2,008,6891,700,414		Adjustments to additional paid in capital stock split		
\$ 141\$ 119\$ 81		Securities Purchase Agreement [Member]		
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]				
Number of warrants issued	127,260		Exercise price	
\$ 1.93		Proceeds from convertible debt	\$ 3,935,000	
Subsequent Event [Member]				
Collaborative Arrangement and				
Arrangement Other than Collaborative [Line Items]				
1 year	Number of warrants issued	329,461	Exercise price	
\$ 1.42	Proceeds from issuance of equity	\$ 10,000,000	\$ 3,900,000	
Share price\$ 1.00	Reverse stock split1-for-8	reverse stock split		
Common stock, shares issued2,111,235		Common stock,		
shares outstanding2,111,235		Senior Secured Convertible Bridge Notes		
[Member] / Subsequent Event [Member]				
Collaborative Arrangement				

~~and Arrangement Other than Collaborative [Line Items]~~		~~Proceeds from~~	
~~issuance of debt~~	~~\$ 790,000~~	~~Chief Executive Officer [Member]/~~	
~~Promissory Note [Member]~~		~~Collaborative Arrangement and~~	
~~Arrangement Other than Collaborative [Line Items]~~		~~Proceeds from~~	
~~issuance of debt~~	~~\$ 250,000~~	~~Notes term~~	~~1 year~~
~~[Member] / Forecast [Member]~~		~~Investor~~	
~~Arrangement Other than Collaborative [Line Items]~~		~~Proceeds from~~	
~~convertible debt~~	~~\$ 600,000~~	~~Institutional Investor [Member] / Securities~~	
~~Purchase Agreement [Member]~~		~~Collaborative Arrangement and~~	
~~Arrangement Other than Collaborative [Line Items]~~		~~Debt Instrument,~~	
~~Face Amount~~	~~\$ 4,300,000~~	~~Proceeds from Issuance of Warrants~~	
~~3,600,000~~	~~Initiated a capital offering~~	~~\$ 4,500,000~~	~~Common~~
~~Stock [Member]~~		~~Collaborative Arrangement and Arrangement Other~~	
~~than Collaborative [Line Items]~~		~~Number of shares issued~~	
~~5,625,000~~	~~Sale of stock membership percentage~~	~~100.00%~~	
~~Net income loss~~	~~Conversion of stock, shares issued~~		~~5,625,000~~
~~Share price~~	~~\$ 32.00~~	~~Common Stock [Member] / Institutional Investor~~	
~~[Member] / Securities Purchase Agreement [Member]~~		~~Collaborative~~	
~~Arrangement and Arrangement Other than Collaborative [Line Items]~~			
~~Exercise price~~	~~\$ 18.80~~	~~Class of Warrant or Right, Outstanding~~	
~~127,260~~	~~Pre-funded Warrants [Member] / Subsequent Event [Member]~~		
~~Collaborative Arrangement and Arrangement Other than Collaborative [Line~~		~~Items]~~	
	~~Number of warrants issued~~	~~2,900,000~~	~~Warrant~~
~~[Member]~~		~~Collaborative Arrangement and Arrangement Other than~~	
~~Collaborative [Line Items]~~		~~Number of warrants issued~~	
	~~Exercise price~~	~~\$ 18.80~~	~~127,260~~
~~Agreement [Member]~~		~~Warrant [Member] / Securities Purchase~~	
~~Other than Collaborative [Line Items]~~		~~Collaborative Arrangement and Arrangement~~	
	~~Warrant [Member] / Subsequent Event [Member]~~	~~Exercise price~~	~~\$ 18.80~~
~~Arrangement and Arrangement Other than Collaborative [Line Items]~~		~~Collaborative~~	
~~Number of warrants issued~~	~~2,900,000~~	~~Exercise price~~	~~\$ 1.40~~

~~-Definition~~

~~Working capital.~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:SHPH_WorkingCapital Namespace Prefix:SHPH_ Data Type:~~
~~xb:li:monetaryItemType Balance Type:credit Period Type:duration~~

~~-Definition~~

~~Amount of decrease in additional paid in capital (APIC) resulting from a stock split in which per-share par value or stated value is not changed proportionately.~~

~~+References~~

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)~~

+ Details

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalStockSplit Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Exercise price per share or per unit of warrants or rights outstanding.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

-Definition

Number of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:instant

- Definition

Number of warrants or rights outstanding.

+ References

No definition available.

+ Details

Name:us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix:us-gaap_ Data
Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Line items represent financial concepts included in a table. These concepts are used to
disclose reportable information associated with domain members defined in one or
many axes to the table.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 808-SubTopic 10-](http://www.xbrl.org/2003/role/disclosureRef-Topic 808-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479402/808-10-50-1)
Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)-
Publisher FASB-URI <https://asc.fasb.org/1943274/2147479402/808-10-50-1>

+ Details

Name:us-gaap_CollaborativeArrangementsAndNoncollaborativeArrangementTransaction
Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period
Type:duration

- Definition

Total number of common shares of an entity that have been sold or granted to
shareholders (includes common shares that were issued, repurchased and remain in
the treasury). These shares represent capital invested by the firm's shareholders and
owners, and may be all or only a portion of the number of shares authorized. Shares
issued include shares outstanding and shares held in the treasury.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX)
Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX

+ Details

Name:us-gaap_CommonStockSharesIssued Namespace Prefix:us-gaap_ Data Type: xbrli:sharesItemType Balance Type:na Period Type:instant

-Definition

Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 6: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>

+ Details

Name:us-gaap_CommonStockSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:instant

- Definition

The number of new shares issued in the conversion of stock in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards

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Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Topic 230 - SubTopic 10 - Section 50 - Paragraph 3 - Publisher FASB - URI
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+ Details

Name:us-gaap_ConversionOfStockSharesIssued1 Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Face (par) amount of debt instrument at time of issuance.

+ References

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<https://asc.fasb.org/1943274/2147482925/835-30-45-2>

+ Details

Name:us-gaap_DebtInstrumentFaceAmount Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Period of time between issuance and maturity of debt instrument, in PnYnMnDtnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

No definition available.

+ Details

Name:us-gaap_DebtInstrumentTerm Namespace Prefix:us-gaap_ Data Type: xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

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S99-1

+ Details

**Name:us-gaap_NetIncomeLoss Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration**

- Definition

The amount of ownership interest of different classes of partners in limited partnership.

+ References

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+ Details

**Name:us-gaap_PartnersCapital Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant**

- Definition

The cash inflow from the issuance of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder.

+ References

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+ Details

**Name:us-gaap_ProceedsFromConvertibleDebt Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration**

- Definition

The cash inflow during the period from additional borrowings in aggregate debt. Includes proceeds from short-term and long-term debt.

+ References

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+ Details

Name:us-gaap_ProceedsFromIssuanceOfDebt Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash inflow from issuance of rights to purchase common shares at predetermined price (usually issued together with corporate debt).

+ References

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+ Details

Name:us-gaap_ProceedsFromIssuanceOfWarrants Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity.

+ References

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+ Details

Name:us-gaap_ProceedsFromIssuanceOrSaleOfEquity Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss).

+ References

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[+ Details](#)

Name:us-gaap_Revenues Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

The number of shares issued or sold by the subsidiary or equity method investee per stock transaction.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix:
us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

[- Definition](#)

Percentage of subsidiary's or equity investee's stock owned by parent company after stock transaction.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_SaleOfStockPercentageOfOwnershipAfterTransaction Namespace
Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:
duration

[- Definition](#)

Price of a single share of a number of saleable stocks of a company.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_SharePrice Namespace Prefix:us-gaap_ Data Type:
dtr-types:perShareItemType Balance Type:na Period Type:instant

[- Definition](#)

Description of the reverse stock split arrangement. Also provide the retroactive effect given by the reverse split that occurs after the balance sheet date but before the release of financial statements.

+ References

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+ Details

Name:us-gaap_StockholdersEquityReverseStockSplit Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

-Details

Name:us-gaap_TypeOfArrangementAxis=SHPH_SecuritiesPurchaseAgreementMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DebtInstrumentAxis=SHPH_SeniorSecuredConvertibleBridgeNotesMem Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_TitleOfIndividualAxis=srt_ChiefExecutiveOfficerMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DebtInstrumentAxis=SHPH_PromissoryNoteMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_TitleOfIndividualAxis=us-gaap_InvestorMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_StatementScenarioAxis=srt_ScenarioForecastMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_TitleOfIndividualAxis=SHPH_InstitutionalInvestorMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=SHPH_PreFundedWarrantsMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember_Namespace

Prefix: Data Type:na Balance Type: Period Type: XML 50 R30.htm IDEA: XBRL

DOCUMENT

Schedule of the Error Correction (Details)- 3 Months 9 Months 12 Months

USD (\$) Ended Ended Ended

Sep. 30, 2024

Sep. 30, 2023

Sep. 30, 2024

Sep. 30, 2023

Dec. 31, 2023

Dec. 31, 2022

Research and development expense\$ 1,400,564\$ 1,045,177\$ 2,632,387\$ 2,806,644

\$ 3,517,093\$ 1,047,385General and administrative expense\$ 328,995\$ 265,553

\$ 963,642730,186\$ 1,046,854473,714Net Loss 3,536,830 Previously Reported

[Member] Research and development expense 3,084,488 1,148,712General and

administrative expense 452,342 538,796Net Loss 3,536,830 Revision of Prior

Period, Reclassification, Adjustment [Member] Research and development expense

-(277,844) (101,327)General and administrative expense 277,844 \$ (65,082)Net Loss

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-Definition

The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line.

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https://asc.fasb.org/1943274/2147479134/946-220-S99-1

+Details

Name:us-gaap_GeneralAndAdministrativeExpense Namespace Prefix:us-gaap_ Data

Type:xbtli:monetaryItem Type Balance Type:debit Period Type:duration

-Definition

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

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1A-Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 26: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 27: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 28: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B)Reference 29: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 235-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-05\(b\)\(2\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 235-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1)Reference 30: <http://www.xbrl.org/2003/role/disclosureRef-Topic 205-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 31: <http://www.xbrl.org/2003/role/exampleRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 4J-Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4J>Reference 32: <http://www.xbrl.org/2003/role/exampleRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 4K-Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4K>Reference 33:

~~[http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A)Reference 34:~~ ~~[http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 1B-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B)Reference 35:~~ ~~<http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-2>Reference 36:~~ ~~[http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A)Reference 37:~~ ~~[http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph \(c\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A](http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1A-Subparagraph (c)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A)~~

+ Details

Name:us-gaap_ProfitLoss Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name>
Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147482785/280-10-55-48>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 985-SubTopic 20-Name>
Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147481283/985-20-50-2>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 730-SubTopic 10-Name>
Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147482916/730-10-50-1>
Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 912-SubTopic 730-Name>
Accounting Standards Codification-Section 25-Paragraph 1-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147479532/912-730-25-1>

Name:us-gaap_ResearchAndDevelopmentExpense Namespace Prefix:us-gaap_ Data Type:xb:monetaryItemType Balance Type:debit Period Type:duration

Name: **srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember_Namespace**
Prefix: **Data_Type:** **na** **Balance_Type:** **Period_Type:**

Name:srt_RestatementAxis=srt_RevisionOfPriorPeriodReclassificationAdjustmentMemb
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 51 R31.htm IDEA:
XBRL DOCUMENT

~~References~~

Name:us-gaap_AccountingPoliciesAbstract Namespace Prefix:us-gaap_ Data Type:
xbri:stringItemType Balance Type:na Period Type:duration

-Definition

Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147481372/852-10-55-10>

Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 12-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147479168/946-830-55-12>

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(2\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(2))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(4\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(4))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 45-Paragraph 21-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147477796/946-210-45-21>

Reference 6: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(1\)\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(1))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 45-Paragraph 20-SubTopic 210-Topic 946-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147477796/946-210-45-20>

+ Details

**Name:us-gaap_Cash Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType
Balance Type:debit Period Type:instant**

- Definition

Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation.

+ References

**Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10-
Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph
(SX 210.5-02(1)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 210 -SubTopic
10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph
(a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483467/210-10-45-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards**

+ Details

Name:us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix:us-gaap_
Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Investment in short-term money-market instruments (such as commercial paper, banker's acceptances, repurchase agreements, government securities, certificates of deposit, and so forth) which are highly liquid (that is, readily convertible to known amounts of cash) and so near their maturity that they present an insignificant risk of changes in value because of changes in interest rates. Generally, only investments with original maturities of three months or less qualify as cash equivalents by definition. Original maturity means an original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased three-years ago does not become a cash equivalent when its remaining maturity is three months.

+ References

No definition available.

+ Details

Name:us-gaap_MoneyMarketFundsAtCarryingValue Namespace Prefix:us-gaap_ Data
Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant XML 52 R32.htm
IDEA: XBRL DOCUMENT

<u>Schedule of Fair Value, Assets and Liabilities Measured on</u>		<u>Sep. 30,</u>	<u>Dec. 31,</u>
<u>Recurring Basis (Details) - USD (\$)</u>		<u>2024</u>	<u>2023</u>
<u>Assets</u>	<u>Total Assets</u>	<u>\$ 2,887,215</u>	<u>Liabilities</u>
			<u>Total Liabilities</u>
			<u>74,107</u>
			<u>414,512</u>
			<u>Warrant</u>
			<u>[Member]</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>74,107</u>
			<u>410,660</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>- Warrants</u>
			<u>410,660</u>
			<u>Accelerated Feature</u>
			<u>[Member]</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>3,852</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>- Accelerated feature</u>
			<u>3,852</u>
			<u>US Treasury Securities</u>
			<u>[Member]</u>
			<u>Assets</u>
			<u>United States Treasury Bonds</u>
			<u>2,887,215</u>
			<u>Fair Value, Inputs, Level 1</u>
			<u>[Member]</u>
			<u>Assets</u>
			<u>Total Assets</u>
			<u>2,887,215</u>
			<u>Liabilities</u>
			<u>Total Liabilities</u>
			<u>Fair Value, Inputs,</u>
			<u>Level 1</u>
			<u>[Member]</u>
			<u>/ Warrant</u>
			<u>[Member]</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>- Warrants</u>
			<u>Fair Value, Inputs, Level 1</u>
			<u>[Member]</u>
			<u>/ Accelerated</u>
			<u>Feature</u>
			<u>[Member]</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>- Accelerated</u>
			<u>feature</u>
			<u>Fair Value, Inputs, Level 1</u>
			<u>[Member]</u>
			<u>/ US Treasury Securities</u>
			<u>[Member]</u>
			<u>Assets</u>
			<u>United States Treasury Bonds</u>
			<u>2,887,215</u>
			<u>Fair Value, Inputs, Level 2</u>
			<u>[Member]</u>
			<u>Assets</u>
			<u>Total Assets</u>
			<u>Liabilities</u>
			<u>Total Liabilities</u>
			<u>Fair Value, Inputs, Level 2</u>
			<u>[Member]</u>
			<u>/ Warrant</u>
			<u>[Member]</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>- Warrants</u>
			<u>Fair Value, Inputs, Level 2</u>
			<u>[Member]</u>
			<u>/ Accelerated Feature</u>
			<u>[Member]</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>- Accelerated</u>
			<u>feature</u>
			<u>Fair Value, Inputs, Level 2</u>
			<u>[Member]</u>
			<u>/ US Treasury Securities</u>
			<u>[Member]</u>
			<u>Assets</u>
			<u>United States Treasury Bonds</u>
			<u>Fair Value, Inputs, Level 3</u>
			<u>[Member]</u>
			<u>Assets</u>
			<u>Total Assets</u>
			<u>Liabilities</u>
			<u>Total Liabilities</u>
			<u>74,107</u>
			<u>414,512</u>
			<u>Fair Value, Inputs, Level 3</u>
			<u>[Member]</u>
			<u>/ Warrant</u>
			<u>[Member]</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>74,107</u>
			<u>410,660</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>- Warrants</u>
			<u>410,660</u>
			<u>Fair Value, Inputs, Level 3</u>
			<u>[Member]</u>
			<u>/ Accelerated Feature</u>
			<u>[Member]</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>3,852</u>
			<u>Liabilities</u>
			<u>Derivative Liability</u>
			<u>- Accelerated feature</u>
			<u>3,852</u>
			<u>Fair Value, Inputs, Level 3</u>
			<u>[Member]</u>
			<u>/ US Treasury Securities</u>
			<u>[Member]</u>
			<u>Assets</u>
			<u>United States Treasury Bonds</u>
			<u>- Definition</u>

Derivative liability accelerated feature.

+ References

No definition available.

+ Details

Name:SHPH_DerivativeLiabilityAcceleratedFeature Namespace Prefix:SHPH_ Data
Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Derivative liability warrants.

+ References

No definition available.

+ Details

Name:SHPH_DerivativeLiabilityWarrants Namespace Prefix:SHPH_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Fair value portion of asset recognized for present right to economic benefit.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef-Topic 820-SubTopic 10-Name
Accounting Standards Codification-Section 55-Paragraph 100-Publisher FASB-URI
https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 2:
http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name

**Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference
3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name
Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>**

+ Details

**Name:us-gaap_AssetsFairValueDisclosure Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:instant**

-References

No definition available.

+ Details

**Name:us-gaap_AssetsFairValueDisclosureAbstract Namespace Prefix:us-gaap_ Data
Type:xbrli:stringItemType Balance Type:na Period Type:duration**

-Definition

**Fair value, after the effects of master netting arrangements, of a financial asset or
other contract with one or more underlyings, notional amount or payment provision or
both, and the contract can be net settled by means outside the contract or delivery of
an asset, expected to be settled within one year or normal operating cycle, if longer.
Includes assets not subject to a master netting arrangement and not elected to be
offset.**

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 20-

~~**Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c)-**
Publisher FASB -URI <https://asc.fasb.org/1943274/2147483466/210-20-50-3>~~

~~**+ Details**~~

~~**Name:us-gaap_DerivativeAssetsCurrent Namespace Prefix:us-gaap_ Data Type:**
xbri:monetaryItemType Balance Type:debit Period Type:instant~~

~~**- Definition**~~

~~**Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled within one year or normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset.**~~

~~**+ References**~~

~~**Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 20-**
Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147483466/210-20-50-3>~~

~~**+ Details**~~

~~**Name:us-gaap_DerivativeLiabilitiesCurrent Namespace Prefix:us-gaap_ Data Type:**
xbri:monetaryItemType Balance Type:credit Period Type:instant~~

~~**-References**~~

~~**No definition available.**~~

~~**+ Details**~~

~~**Name:us-gaap_LiabilitiesAbstract Namespace Prefix:us-gaap_ Data Type:**
xbri:stringItemType Balance Type:na Period Type:duration~~

~~**-Definition**~~

~~**Fair value of financial and nonfinancial obligations.**~~

~~**+ References**~~

~~**Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic**~~

~~**10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>**~~

~~**+ Details**~~

~~**Name:us-gaap_LiabilitiesFairValueDisclosure Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant**~~

~~**- References**~~

~~**No definition available.**~~

~~**+ Details**~~

~~**Name:us-gaap_LiabilitiesFairValueDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration**~~

~~**- Details**~~

~~**Name:us-gaap_FinancialInstrumentAxis=us-gaap_WarrantMember Namespace Prefix: Data Type:na Balance Type: Period Type:**~~

~~**- Details**~~

~~**Name:us-gaap_FinancialInstrumentAxis=SHPH_AcceleratedFeatureMember Namespace Prefix: Data Type:na Balance Type: Period Type:**~~

~~**- Details**~~

~~**Name:us-gaap_FairValueByAssetClassAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type:na Balance Type: Period Type:**~~

~~**- Details**~~

~~**Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel Namespace Prefix: Data Type:na Balance Type: Period Type:**~~

~~**- Details**~~

~~**Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel Namespace Prefix: Data Type:na Balance Type: Period Type:**~~

~~**- Details**~~

~~**Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel Namespace Prefix: Data Type:na Balance Type: Period Type: XML 53 R33.htm IDEA: XBRL DOCUMENT**~~

<u>Schedule of Anti-dilutive Securities Excluded from Computation of Earnings Per Share (Details) - shares</u>	<u>9 Months Ended</u>	<u>12 Months Ended</u>

Sep. 30, 2024

Sep. 30, 2023

Dec. 31, 2023

Dec. 31, 2022

Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]

—Anti-dilutive securities225,338342,735328,67050,797Convertible Debt Securities

[Member] Antidilutive Securities Excluded from Computation of Earnings Per Share

[Line Items] —Anti-dilutive securities137,729119,939Warrant [Member] Antidilutive

Securities Excluded from Computation of Earnings Per Share [Line Items] —Anti-

dilutive securities184,000184,000184,00047,831Restricted Stock Units (RSUs)

[Member] Antidilutive Securities Excluded from Computation of Earnings Per Share

[Line Items] —Anti-dilutive securities41,33821,00624,7312,966

—Definition

Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)

+ Details

Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAm

Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period

Type:duration

—Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

No definition available.

+ Details

Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLin

Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period

Type:duration

—Details

Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareBy

~~Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~-Details~~

~~Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareBy:~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~-Details~~

~~Name:us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareBy:~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type: XML 54 R34.htm IDEA:~~

~~XBRL DOCUMENT~~

~~Summary of Significant Accounting Policies~~ ~~(Details Narrative)~~	~~3 Months~~ ~~Ended~~	~~9 Months~~ ~~Ended~~	~~12 Months~~ ~~Ended~~

~~Aug. 13, 2024~~

~~\$/shares~~

~~Sep. 30, 2024~~

~~USD (\$)~~

~~\$/shares~~

~~Sep. 30, 2023~~

~~USD (\$)~~

~~Sep. 30, 2024~~

~~USD (\$)~~

~~\$/shares~~

~~Sep. 30, 2023~~

~~USD (\$)~~

~~Dec. 31, 2023~~

~~USD (\$)~~

~~Integer~~

~~\$/shares~~

~~Dec. 31, 2022~~

~~USD (\$)~~

~~\$/shares~~

~~Aug. 31, 2023~~

~~\$/shares~~

~~Jan. 11, 2023~~

~~\$/shares~~

~~Minimum bid price / \$ / shares\$ 1.00 — \$ 16.00\$ 1.00\$ 18.80Reverse stock split1-for-8~~

~~Common stock, par value / \$ / shares\$ 0.00001\$ 0.00001 \$ 0.00001 \$ 0.00001~~

~~0.00001 Preferred stock, par value / \$ / shares\$ 0.00001\$ 0.00001 \$ 0.00001 \$ 0.00001~~

~~\$ 0.00001 General and administrative expense \$ 328,995\$ 265,553\$ 963,642\$ 730,186~~

~~\$ 1,046,854\$ 473,714 Cash FDIC insured amount 250,000 250,000 250,000 Cash,~~

~~uninsured amount 0 0 1,849,000 Marketable securitie outstanding balance~~

~~2,887,215 Interest income 2,52420,76538,13556,72079,117 Gain on sale of~~

~~marketable securities 56,398100,1181,7444,970 Marketable securities unrealized gain~~

~~loss (42,898)9,606(71,568)21,13471,568 Share based compensation 227,88695,438~~

~~181,960237,547 Interest income 52,855 Marketable securities realized gain loss~~

~~4,970 Marketable securities (42,898)9,606(71,568)21,13471,568 Research and~~

~~development, net of contract expense reimbursements 01,058,348\$ 3,500,000~~

~~1,000,000.0 Number of reportable operating segments / Integer 1 Research and~~

~~Development Expense [Member] Share based compensation 100,000\$ 400,000~~

~~100,000\$ 700,000\$ 66,960131,965 Share based compensation \$ 800,000\$ 500,000~~

~~Revision of Prior Period, Error Correction, Adjustment [Member] General and~~

~~administrative expense \$ 95,129 \$ 277,844~~

~~-Definition~~

~~Share based compensations.~~

~~+References~~

~~No definition available.~~

+ Details

Name:SHPH_ShareBasedCompensations Namespace Prefix:SHPH_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The amount of cash deposited in financial institutions as of the balance sheet date that is insured by the Federal Deposit Insurance Corporation.

+ References

No definition available.

+ Details

Name:us-gaap_CashFDICInsuredAmount Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

The amount of cash as of the balance sheet date that is not insured by the Federal Deposit Insurance Corporation.

+ References

No definition available.

+ Details

Name:us-gaap_CashUninsuredAmount Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Face amount or stated value per share of common stock.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix:us-gaap_
Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

The net realized gain (loss) on investments sold during the period, not including gains (losses) on securities separately or otherwise categorized as trading, available-for-sale, or held-to-maturity, which, for cash flow reporting, is a component of proceeds from

investing activities.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-28-Subparagraph-(b)-SubTopic-10-Topic-230-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482740/230-10-45-28)

+ Details

Name:us-gaap_GainLossOnSaleOfInvestments Namespace Prefix:us-gaap_ Data Type: [xbrli:monetaryItemType](#) Balance Type:credit Period Type:duration

- Definition

The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(4\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-220-SubTopic-10-Name-Accounting-Standards-Codification-Section-S99-Paragraph-2-Subparagraph-(SX-210.5-03(4))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147483621/220-10-S99-2)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-07\(2\)\(a\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-220-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph-(SX-210.6-07(2)(a))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147479134/946-220-S99-1)

+ Details

Name:us-gaap_GeneralAndAdministrativeExpense Namespace Prefix:us-gaap_ Data

Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Amount of interest income (expense) classified as operating.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(10\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(10))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

+Details

Name:us-gaap_InterestIncomeExpenseNet Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Amount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(7\)\(b\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(7)(b))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph>

~~[+ Details](#)~~

~~Name:us-gaap_InvestmentIncomeInterest Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~[- Definition](#)~~

~~Amount of investment in marketable security, classified as current.~~

[+ References](#)

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

[+ Details](#)

Name:us-gaap_MarketableSecuritiesCurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

[- Definition](#)

Amount of realized and unrealized gain (loss) on investment in marketable security.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_MarketableSecuritiesGainLossExcludingOtherThanTemporaryImpairment Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Amount of realized gain (loss) on investment in marketable security.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_MarketableSecuritiesRealizedGainLossExcludingOtherThanTemporaryIn Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Amount of unrealized gain (loss) on investment in marketable security.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(7\)\(c\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(7)(c))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)

+ Details

Name:us-gaap_MarketableSecuritiesUnrealizedGainLoss Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Number of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name> Accounting Standards Codification -Section 55-Paragraph 47-Subparagraph (a)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482785/280-10-55-47>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name> Accounting Standards Codification -Section 55-Paragraph 54-Subparagraph (e)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482785/280-10-55-54>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name> Accounting Standards Codification -Section 50-Paragraph 18-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482810/280-10-50-18>

+ Details

Name:us-gaap_NumberOfReportableSegments Namespace Prefix:us-gaap_ Data Type:

xbri:integerItemType Balance Type:na Period Type:duration

+ Definition

Amount of other research and development expense.

+ References

**Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 730-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482916/730-10-50-1>**

+ Details

**Name:us-gaap_OtherResearchAndDevelopmentExpense Namespace Prefix:us-gaap_
Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration**

+ Definition

Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer.

+ References

**Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph \(a\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 13-Subparagraph (a)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13>**

+ Details

Name:us-gaap_PREFERREDStockParOrStatedValuePerShare Namespace Prefix:us-gaap_

Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

-Definition

Amount of noncash expense for share-based payment arrangement.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (a)-SubTopic 10-Topic 230-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+Details

Name:us-gaap_ShareBasedCompensation Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Price of a single share of a number of saleable stocks of a company.

+References

No definition available.

+Details

Name:us-gaap_SharePrice Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

-Definition

Description of the reverse stock split arrangement. Also provide the retroactive effect given by the reverse split that occurs after the balance sheet date but before the release of financial statements.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic> 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 4-Subparagraph (SAB Topic 4.C)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-4>

+ Details

Name:us-gaap_StockholdersEquityReverseStockSplit Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpen Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_RestatementAxis=srt_RevisionOfPriorPeriodErrorCorrectionAdjustmentMemb Namespace Prefix: Data Type:na Balance Type: Period Type: XML 55 R35.htm IDEA: XBRL DOCUMENT

Schedule of Right-of Use Asset and Lease Information
about Operating Lease (Details) - USD (\$)
3 Months 9 Months 12
Ended Ended Months
Ended

Sep. 30, 2024

Sep. 30, 2023

Sep. 30, 2024

Sep. 30, 2023

Dec. 31, 2023

Dec. 31, 2022

Leases — Operating lease cost\$ 22,947\$ 40,491\$ 68,841\$ 83,230\$ 112,022\$ 70,175
Variable lease cost10,44010,40830,81713,72324,222Sublease income(2,163)(2,135)
(6,489)(6,377)(7,819)(7,070)Total lease cost31,22448,76493,16990,576128,42563,105
Operating cash flows from operating leases23,15631,11368,34573,88495,64176,248
Right-of-use assets obtained in exchange for new operating lease liabilities365,556
365,556Total lease cost\$ 31,224\$ 48,764\$ 93,169\$ 90,576\$ 128,425\$ 63,105Other
information — Weighted-average remaining lease term - operating leases (year)
3 years 11 months 1 day 3 years 11 months 1 day 4 years 8 months 1 day
9 months 18 daysWeighted-average discount rate - operating leases10.48% 10.48%
10.48%10.00%

-References

No definition available.

+ Details

Name:SHPH_DisclosureLeasesAbstract Namespace Prefix:SHPH_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

Other information [Abstract]

+ References

No definition available.

+ Details

Name:SHPH_OtherInformationAbstract Namespace Prefix:SHPH_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

Amount of lease cost recognized by lessee for lease contract.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 53-Publisher FASB-URI

<https://asc.fasb.org/1943274/2147479589/842-20-55-53>**Reference 2:**
<http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147478964/842-20-50-4>

+ Details

Name:us-gaap_LeaseCost Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 53-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147479589/842-20-55-53>**Reference 2:**
[http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (b)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478964/842-20-50-4>

+ Details

Name:us-gaap_OperatingLeaseCost Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 5-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 5-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-5)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(g\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (g)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-4)

+ Details

Name:us-gaap_OperatingLeasePayments Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Weighted average discount rate for operating lease calculated at point in time.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 53-Publisher FASB-URI https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(g\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (g)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-4)

+ Details

Name:us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent_Namespace
Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:
instant

- Definition

Weighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4>

+ Details

Name:us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1_Namespace
Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:
instant

- Definition

Amount of increase in right-of-use asset obtained in exchange for operating lease liability.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 842-SubTopic 20-Name> Accounting Standards Codification-Section 55-Paragraph 53-Publisher FASB-URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name> Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (g)(2)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4>

+ Details

**Name:us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit
Period Type:duration**

-Definition

Amount of sublease income excluding finance and operating lease expense.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 842-SubTopic 20-Name> Accounting Standards Codification-Section 55-Paragraph 53-Publisher FASB-URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name> Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (e)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4>

+ Details

Name:us-gaap_SubleaseIncome Namespace Prefix:us-gaap_ Data Type:
xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of variable lease cost, excluded from lease liability, recognized when obligation for payment is incurred for finance and operating leases.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 53-Publisher FASB-URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-4

+ Details

Name:us-gaap_VariableLeaseCost Namespace Prefix:us-gaap_ Data Type:
xbri:monetaryItemType Balance Type:debit Period Type:duration XML 56 R36.htm
IDEA: XBRL DOCUMENT

Schedule of Balance Sheet Information Related to
Operating Leases (Details)
Leases
4 years 8 months 1 day9 months 18 days
Weighted-average remaining lease term (year)
3 years 11 months 1 day
Weighted-average discount rate - operating
leases10.48%10.48%10.00%

- References

No definition available.

+ Details

Name:SHPH_DisclosureLeasesAbstract Namespace Prefix:SHPH_ Data Type:

xb:li:stringItemType Balance Type:na Period Type:duration

-Definition

Weighted average discount rate for operating lease calculated at point in time.

+References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 842-SubTopic 20-Name> Accounting Standards Codification-Section 55-Paragraph 53-Publisher FASB-URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name> Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (g)(4)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4>

+Details

Name:us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

-Definition

Weighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 842-SubTopic 20-Name> Accounting Standards Codification-Section 55-Paragraph 53-Publisher FASB-URI <https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name> Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (g)(3)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147478964/842-20-50-4>

+ Details

Name:us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1_Namespace
Prefix:us-gaap_Data Type:xbrli:durationItemType Balance Type:na Period Type:instant
XML 57 R37.htm IDEA: XBRL DOCUMENT
Schedule of Future Non-cancelable Minimum Lease Payments Under Sep. 30, Dec. 31,
Operating Lease Liability (Details) - USD (\$)

	2024	2023
<u>Leases Remainder of fiscal year</u>	<u>\$ 23,156</u>	<u>Year one94,247\$ 91,502Year one97,074</u>
<u>94,247Year one99,98697,074Year one68,23599,986Year one 68,235Total future</u>		
<u>minimum lease payments</u>	<u>382,698451,044</u>	<u>Less: imputed interest(68,441)(94,438)</u>
<u>Present value of payments</u>	<u>\$ 314,257\$ 356,606</u>	

-References

No definition available.

+ Details

Name:SHPH_DisclosureLeasesAbstract_Namespace Prefix:SHPH_Data Type:
xbrli:stringItemType Balance Type:na Period Type:duration

-Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-6>

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue_Namespace Prefix:us-gaap_
Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-6>

[+ Details](#)

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths
Namespace Prefix:us-gaap_ **Data Type:**xbrli:monetaryItemType **Balance Type:**credit
Period Type:instant

[-Definition](#)

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-6>

[+ Details](#)

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive **Namespace Prefix:**us-gaap_ **Data Type:**xbrli:monetaryItemType **Balance Type:**credit **Period Type:**instant

[-Definition](#)

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-6>

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace

Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-6>

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace

Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach).

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-6>

+ Details

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Amount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-6>

+Details

Name:us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-6>

+Details

Name:us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Present value of lessee's discounted obligation for lease payments from operating lease.

+References

~~Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 1-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-1)~~

~~+ Details~~

~~Name:us-gaap_OperatingLeaseLiability Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant XML 58 R38.htm IDEA: XBRL DOCUMENT~~

~~Leases (Details Narrative) - USD (\$) 9 Months Ended 12 Months Ended~~

~~Feb. 16, 2023~~

~~Feb. 16, 2023~~

~~Sep. 30, 2023~~

~~Dec. 31, 2023~~

~~Lessee, Lease, Description [Line Items] — Lease payment \$ 6,480 Lease expiration date Oct. 31, 2023 Oct. 31, 2023 Payments for rent \$ 3,891 \$ 6,480 Operating lease description —~~

~~The first was for a monthly payment of \$6,480, with a security deposit of \$6,480 held for the duration of the lease, that commenced on October 1, 2018, with the first payment made on January 1, 2019~~

~~Estimated monthly common area maintenance cost 3,300 Security deposit 43,234~~

~~\$ 43,234 Common area maintenance cost \$ 3,315 Deposits \$ 6,480 Lease Agreement [Member] — Lessee, Lease, Description [Line Items] — Payments for rent \$ 7,206 Lease~~

~~term 64 months 64 months Rent variable rate 3.00% 3.00% Operating lease description~~

~~commenced June 1, 2023 Percentage of rent abatement 50.00% Estimated monthly~~

~~common area maintenance cost \$ 3,300 Lease Agreement [Member] / Letter of Credit~~

~~[Member] — Lessee, Lease, Description [Line Items] — Lease expiration date~~

~~Mar. 01, 2025 Payments for rent \$ 3,891 Percentage of rent abatement 50.00%~~

~~Security deposit \$ 43,234 \$ 43,234 Common area maintenance cost \$ 3,315 New Lease~~

~~Agreement [Member] — Lessee, Lease, Description [Line Items] — Payments for rent~~

~~\$ 7,206 Rent variable rate 3.00% 3.00% Operating lease description~~

~~commenced June 1, 2023~~

~~— Definition~~

~~Common area maintenance cost.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_CommonAreaMaintenanceCost Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~— Definition~~

~~Estimated monthly common area maintenance cost.~~

~~+ References~~

~~No definition available.~~

+ Details

Name:SHPH_EstimatedMonthlyCommonAreaMaintenanceCost Namespace Prefix:SHPH_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Percentage of rent abatement.

+ References

No definition available.

+ Details

Name:SHPH_PercentageOfRentAbatement Namespace Prefix:SHPH_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

Rent Variable Rate1.

+ References

No definition available.

+ Details

Name:SHPH_RentVariableRate1 Namespace Prefix:SHPH_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

- Definition

The aggregate of all deposit liabilities held by the entity, including foreign and domestic, interest and noninterest bearing; may include demand deposits, saving deposits, Negotiable Order of Withdrawal (NOW) and time deposits among others.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(12\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(12))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)

+ Details

Name:us-gaap_Deposits Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Date which lease or group of leases is set to expire, in YYYY-MM-DD format.

+ References

No definition available.

+ Details

Name:us-gaap_LeaseExpirationDate1 Namespace Prefix:us-gaap_ Data Type: xbrli:dateItemType Balance Type:na Period Type:duration

- Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 7A-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 7A-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-3>

+ Details

Name:us-gaap_LesseeLeaseDescriptionLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Description of lessee's operating lease.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-3)

+ Details

Name:us-gaap_LesseeOperatingLeaseDescription Namespace Prefix:us-gaap_ Data Type:xbli:stringItemType Balance Type:na Period Type:duration

- Definition

Term of lessee's operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-3](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-3)

+ Details

Name:us-gaap_LesseeOperatingLeaseTermOfContract Namespace Prefix:us-gaap_ Data Type:xbli:durationItemType Balance Type:na Period Type:instant

- Definition

Amount of cash outflow from operating lease to bring another asset to condition and location necessary for its intended use.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 5-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-5](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 45-Paragraph 5-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479041/842-20-45-5)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph \(g\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 4-Subparagraph (g)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-4)

+ Details

Name:us-gaap_OperatingLeasePaymentsUse Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Cash payments to lessor's for use of assets under operating leases.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (g) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-25>

+ Details

Name:us-gaap_PaymentsForRent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The amount of an asset, typically cash, provided to a counterparty to provide certain assurance of performance by the entity pursuant to the terms of a written or oral agreement, such as a lease.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_SecurityDeposit Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Details

Name:us-gaap_LeaseContractualTermAxis=SHPH_LeaseAgreementMember_Namespace

Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_PledgingPurposeAxis=us-gaap_LetterOfCreditMember_Namespace

Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_LeaseContractualTermAxis=SHPH_NewLeaseAgreementMember

Namespace Prefix: Data Type:na Balance Type: Period Type: XML 59 R39.htm IDEA:

XBRL DOCUMENT

<u>Notes Payable-Related Party</u>	<u>1 Months</u>	<u>3 Months</u>	<u>6 Months</u>	<u>9 Months</u>	<u>12 Months</u>
<u>(Details Narrative) - USD (\$)</u>	<u>Ended</u>	<u>Ended</u>	<u>Ended</u>	<u>Ended</u>	<u>Ended</u>

Sep. 04, 2024

Aug. 01, 2022

Dec. 28, 2021

Jun. 21, 2021

Dec. 01, 2020

Dec. 31, 2021

Sep. 30, 2024

Sep. 30, 2023

Jun. 30, 2023

Sep. 30, 2024

Sep. 30, 2023

Dec. 31, 2023

Dec. 31, 2022

Jan. 31, 2023

Sep. 30, 2022

Aug. 31, 2022

Mar. 09, 2021

<u>Short-Term Debt [Line Items]</u>	<u>Proceeds from issuance of debt</u>	<u>\$ 494,925</u>

<u>Principal amount</u>	<u>\$ 500,000</u>	<u>Interest rate</u>	<u>10.00%</u>	<u>10.00%</u>	<u>1.00%</u>

<u>Interest expense</u>	<u>\$ 623,465</u>	<u>\$ 1,952,147</u>	<u>Debt instrument, maturity date</u>

<u>Dec. 28, 2022</u>	<u>Debt instrument maturity date description</u>

In December of 2021, the maturity dates of these loans were further extended to June 30, 2022. In July of 2022, the notes were extended to June 30, 2023.

In December of 2021, the maturity dates of these loans were further extended to June 30, 2022. In July of 2022, the notes were extended to June 30, 2023.

<u>Accrued interest</u>	<u>\$ 79,682</u>	<u>102,373</u>	<u>\$ 164,807</u>	<u>\$ 39,201</u>	<u>Increase accrued</u>

<u>interest</u>	<u>54,096</u>	<u>294,927</u>	<u>0</u>	<u>Payments upon subscription</u>	<u>685,473</u>	<u>\$ 685,473</u>

<u>\$ 50,000</u>	<u>Warrants to purchase of common stock</u>	<u>62,500</u>	<u>127,260</u>	<u>Officer</u>

<u>[Member]</u>	<u>Short-Term Debt [Line Items]</u>	<u>Principal amount</u>

<u>\$ 139,229</u>	<u>Interest rate</u>	<u>7.50%</u>	<u>Debt instrument, maturity date</u>

<u>Dec. 31, 2021</u>	<u>Officers Spouse [Member]</u>	<u>Short-Term Debt [Line</u>

<u>Items]</u>	<u>Principal amount</u>	<u>\$ 50,000</u>	<u>\$ 120,000</u>	<u>\$ 426,243</u>	<u>Interest rate</u>

<u>6.00%</u>	<u>7.50%</u>	<u>7.50%</u>	<u>Debt instrument, maturity date</u>	<u>Dec. 31, 2021</u>

<u>Proceeds from (repayments of) related party debt</u>	<u>\$ 685,473</u>	<u>Loan transaction</u>

<u>amount</u>	<u>\$ 120,000</u>	<u>\$ 426,243</u>	<u>Related Party Transaction, Rate</u>	<u>7.50%</u>	<u>7.50%</u>

<u>Related Party Transaction, Date</u>	<u>Dec. 31, 2021</u>	<u>Interest paid</u>	<u>\$ 104,968</u>

<u>Payments upon subscription</u>	<u>\$ 50,000</u>	<u>Warrants to purchase of common</u>

<u>stock 2,500</u>	<u>Repayments of accrued interest</u>	<u>\$ 822</u>	<u>Related Party</u>

<u>[Member]</u>	<u>Short-Term Debt [Line Items]</u>	<u>Interest expense</u>	<u>0</u>

<u>6,825</u>	<u>Proceeds from (repayments of) related party debt</u>	<u>0</u>	<u>685,473</u>	<u>Accrued</u>

<u>interest</u>	<u>\$ 0</u>	<u>\$ 102,373</u>	<u>Related Party Officer [Member]</u>	<u>Short-Term</u>

<u>Debt [Line Items]</u>	<u>Loan transaction amount</u>	<u>\$ 139,229</u>	<u>Related Party</u>

<u>Transaction, Rate</u>	<u>7.50%</u>	<u>Promissory Note [Member] / Officer [Member]</u>

<u>Short-Term Debt [Line Items]</u>	<u>Proceeds from issuance of debt</u>	<u>\$ 250,000</u>

<u>Principal amount</u>	<u>\$ 250,000</u>	<u>Interest rate</u>	<u>12.00%</u>	<u>Notes term</u>

1 year Interest expense \$ 2,137 \$ 2,137

-Definition

Number of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+Details

Name:us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:instant

-Definition

Face (par) amount of debt instrument at time of issuance.

+References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 55-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147482949/835-30-55-8>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)
Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 69B-Publisher FASB-URI https://asc.fasb.org/1943274/2147481568/470-20-55-69B>
Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 69C-Publisher FASB-URI https://asc.fasb.org/1943274/2147481568/470-20-55-69C>
Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147482900/835-30-50-1>
Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482925/835-30-45-2>

[+ Details](#)

**Name:us-gaap_DebtInstrumentFaceAmount Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant**

[- Definition](#)

Increase for accrued, but unpaid interest on the debt instrument for the period.

[+ References](#)

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(f\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(f))) -Publisher FASB -URI

10-S99-1

+ Details

Name:us-gaap_DebtInstrumentIncreaseAccruedInterest Namespace Prefix:us-gaap_
Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Contractual interest rate for funds borrowed, under the debt agreement.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\(a\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22)(a)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)

+ Details

Name:us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix:us-gaap_
Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

- Definition

Date when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic>

~~10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10>-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10>-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22)(a)(2))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 470-SubTopic 20>-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (d)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1B>~~

+ Details

~~Name:us-gaap_DebtInstrumentMaturityDate Namespace Prefix:us-gaap_ Data Type: xbrli:dateItemType Balance Type:na Period Type:duration~~

- Definition

Description of the maturity date of the debt instrument including whether the debt matures serially and, if so, a brief description of the serial maturities.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\(a\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22)(a)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_DebtInstrumentMaturityDateDescription Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Period of time between issuance and maturity of debt instrument, in PnYnMnDtnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

No definition available.

+ Details

Name:us-gaap_DebtInstrumentTerm Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Amount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 49-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference

6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-24>Reference 7:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 8:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483013/835-20-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483013/835-20-50-1)

+ Details

**Name:us-gaap_InterestExpense Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration**

- Definition

Amount of cash paid for interest, including, but not limited to, capitalized interest and payment to settle zero-coupon bond attributable to accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount; classified as operating and investing activities.

+ References

**Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482913/230-10-50-2>**

+ Details

**Name:us-gaap_InterestPaid Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration**

- Definition

Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 17-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-17](http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 17-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-17)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-25](http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-25)
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-2>

+ Details

Name:us-gaap_InterestPaidNet Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of interest payable on debt, including, but not limited to, trade payables.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(15\)\(5\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(15)(5))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-)

210-S99-1**Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(15\)\(a\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(15)(a)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>**

+ Details

Name:us-gaap_InterestPayableCurrentAndNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

The cash inflow during the period from additional borrowings in aggregate debt. Includes proceeds from short-term and long-term debt.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 14-Subparagraph \(b\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 14-Subparagraph (b))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>

+ Details

Name:us-gaap_ProceedsFromIssuanceOfDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of cash inflow (outflow) from long-term debt by a related party. Related parties, include, but are not limited to, affiliates, owners or officers and their immediate families, and pension trusts.

+ References

No definition available.

+ Details

Name:us-gaap_ProceedsFromRepaymentsOfRelatedPartyDebt Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of transactions with related party during the financial reporting period.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 850-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 850-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-1)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 850-SubTopic 10-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147483326/850-10-50-3>

+ Details

Name:us-gaap_RelatedPartyTransactionAmountsOfTransaction Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Date of maturity or expiration of arrangements with a related party (for example, but not limited to, leasing and debt arrangements between related parties), in YYYY-MM-DD format.

+ References

No definition available.

+ Details

Name:us-gaap_RelatedPartyTransactionDate Namespace Prefix:us-gaap_ Data Type:xbri:dateItemType Balance Type:na Period Type:duration

- Definition

Identify the stated interest rate per the agreement, for example, leasing and debt arrangements between related parties.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_RelatedPartyTransactionRate Namespace Prefix:us-gaap_ Data Type: dtr-types:percentItemType Balance Type:na Period Type:duration

[- Definition](#)

The cash outflow for the payment of a long-term borrowing made from a related party where one party can exercise control or significant influence over another party; including affiliates, owners or officers and their immediate families, pension trusts, and so forth. Alternate caption: Payments for Advances from Affiliates.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15)

[+ Details](#)

Name:us-gaap_RepaymentsOfRelatedPartyDebt Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_ShortTermDebtLineItems Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

[- Details](#)

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=srt_OfficerMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=SHPH_OfficersSpouseMer Namespace Prefix: Data Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMen Namespace Prefix: Data Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=SHPH_RelatedPartyOffice

Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DebtInstrumentAxis=SHPH_PromissoryNoteMember Namespace Prefix:

Data Type:na Balance Type: Period Type: XML 60 R40.htm IDEA: XBRL DOCUMENT

Convertible Notes and Notes Payable **1 Months** **3 Months** **9 Months** **12 Months**
(Details Narrative) **Ended** **Ended** **Ended** **Ended**

Jan. 11, 2023

USD (\$)

\$/shares

shares

Dec. 31, 2022

USD (\$)

\$/shares

shares

Sep. 30, 2022

USD (\$)

shares

Aug. 01, 2022

USD (\$)

\$/shares

shares

Apr. 30, 2022

\$/shares

shares

Mar. 11, 2022

USD (\$)

Feb. 08, 2022

USD (\$)

Dec. 28, 2021

USD (\$)

\$/shares

shares

Mar. 09, 2021

USD (\$)

Aug. 31, 2022

USD (\$)

\$/shares

shares

Apr. 30, 2022

\$/shares

shares

Sep. 30, 2024

USD (\$)

\$/shares

shares

Sep. 30, 2023

USD (\$)

shares

Sep. 30, 2024

USD (\$)

\$/shares

shares

Sep. 30, 2023

USD (\$)

shares

Dec. 31, 2023

USD (\$)

\$ / shares
 shares
 Dec. 31, 2022
 USD (\$)
 \$ / shares
 shares
 Dec. 31, 2021
 USD (\$)
 \$ / shares
 Aug. 13, 2024
 \$ / shares
 Aug. 06, 2024
 USD (\$)
 Jun. 30, 2024
 USD (\$)
 Mar. 31, 2024
 USD (\$)
 Aug. 31, 2023
 \$ / shares
 Jan. 31, 2023
 USD (\$)
 \$ / shares
 shares
 Apr. 29, 2022
 \$ / shares

Short-Term Debt [Line Items]		Principal balance		\$ 500,000	
\$ 2,254,856	Number of warrants to purchase / shares	62,500		127,260	
Exercise price of warrants / \$ / shares	\$ 111.04	\$ 20.00	\$ 8.00	\$ 8.00	\$ 16.00
\$ 111.04	\$ 8.00	\$ 1.93	\$ 16.00	Proceeds from convertible note payable	
\$ 3,935,000	3,935,000	\$ 550,715	Interest rate	10.00%	1.00%
Convertible notes payable	\$ 10,000,000.0	10,000,000.0	10,000,000	Expected	
years	4 years	6 months	Estimated fair value	\$ 146,624	398,675
Allocation of financing costs	101,651	Warrant derivative liability			
74,107	74,107	414,512	\$ 1,189,000	Legal fees	1,322,002
1,072,728	1,328,435	822,727	Debt principal amount	500,000	Interest
expense debt	538,302	1,550,479	2,123,049	Convertible Notes	
595,999	Amortization of debt discount	1,079,444	1,654,724	2,123,049	
\$ 377,384	Debt, principal	345,139	331,800	846,806	1,925,700
interest	54,096	294,927	0	Interest paid	22,724
including principal and accrued interest		367,863	926,488	Loss on	
settlement of convertible debt	762,186	833,501	Interest expense		
623,465	1,952,147	Share price / \$ / shares	\$ 18.80	\$ 16.00	\$ 16.00
\$ 1.00	Principal balance / shares	3,750	Amortization expense		
1,523,768	\$ 331,978	Convertible note payable	731,088	Term notes	
issued	\$ 73,007	\$ 73,007	\$ 73,007	Term note description	
no more than 25% of the amount forgiven to be attributable to non-payroll costs					
Notes payable	\$ 500,000	Debt maturity date	Dec. 28, 2022		
Promissory note	\$ 494,925	Issuance cost	21,890	Warrants	
issuance	\$ 92,336	\$ 92,336	\$ 418,449	Conversion price per share / \$ /	
shares	\$ 32.00	\$ 32.00	\$ 40.00	\$ 32.50	\$ 32.00
83.60%	86.30%	82.50%	Risk free rate	2.66%	2.55%
Warrants outstanding and exercisable / shares	62,500	62,500	Deemed		
dividend on modification of equity classified warrants		\$ 941,000	Expected		
term	4 years	9 months	Gain (loss) on extinguishment of debt	\$ 1,531,852	
	\$ (1,795,652)	Share-based compensation arrangement by share-based			
payment award, options, exercises in period / shares	62,500	62,500	Stock		
issued during period, value, new issues	\$ 2,031,250	\$ 9,951,356	\$ 2,031,249		
Debt issuance costs related party	\$ 17,363	\$ 17,363	Principal increase		

decrease rate	10.00%	Gain (loss) on sale of assets and asset impairment charges	1,198,438	Proceeds from note payable-related party	250,000	50,000	Finance fee	104,245	104,245	\$ 189,912	Minimum [Member]
Short-Term Debt [Line Items]		Principal balance / shares	10,000,000	Conversion price per share / \$ / shares	\$ 99.92	Risk free rate	1.81%	Maximum [Member]	Short-Term Debt [Line Items]		Conversion price per share / \$ / shares
\$ 40.00	Risk free rate	1.96%	Related Party [Member]	Short-Term Debt [Line Items]		Interest expense	0	6,825	Fair Value, Inputs, Level 3 [Member]		Short-Term Debt [Line Items]
Fair value measurement	\$ 45,000	\$ 367,000	74,107	74,107	410,660	\$ 359,919	\$ 214,615	Common Stock [Member]	Short-Term Debt [Line Items]		Debt, principal
\$ 1,925,700	\$ 1,925,700	Settlements in form of shares / shares	719,148	62,761	797,345	297,625	352,443	Stock issued during period, value, new issues	\$ 4	Warrant [Member]	Short-Term Debt [Line Items]
Number of warrants to purchase / shares	127,260	Exercise price of warrants / \$ / shares	\$ 18.80	Alto Convertible Note [Member]	Short-Term Debt [Line Items]		Number of warrants to purchase / shares	8,909	Exercise price of warrants / \$ / shares	\$ 18.80	2022
Cash collateral	\$ 600,000	Convertible Notes	\$ 1,200,000	Alto Convertible Note [Member] / Warrant [Member]	Short-Term Debt [Line Items]		Number of warrants to purchase / shares	8,909	Exercise price of warrants / \$ / shares	\$ 18.80	2022
Convertible Bridge Notes [Member]	Short-Term Debt [Line Items]		Exercise price of warrants / \$ / shares	\$ 0.08	\$ 0.08	Interest rate	6.00%	6.00%	Convertible notes payable	\$ 225,000	\$ 365,000
Convertible Notes	\$ 221,000	\$ 31,000	\$ 221,000	Amortization expense	37,745	Promissory note	\$ 525,715	\$ 525,715	Gain (loss) on extinguishment of debt	\$ 310,621	Interest rate
66	Debt instrument conversion rate	50.00%	50.00%	50.00%	50.00%	Fees paid	\$ 64,285	\$ 64,285	Principal increase decrease rate	10.00%	Debt issuance costs related party
\$ 108,858	Payments of derivative issuance costs	\$ 65,126	Debt Instrument, Convertible, Conversion Price / \$ / shares	\$ 32.00	\$ 32.00	2022 Convertible Bridge Notes [Member] / Related Party [Member]	Short-Term Debt [Line Items]		Debt issuance costs related party	\$ 173,984	2022 Convertible Bridge Notes [Member] / Common Stock [Member]
Short-Term Debt [Line Items]		Warrant / shares	18,438	18,438	2022 Convertible Bridge Notes [Member] / Warrant [Member]	Short-Term Debt [Line Items]		Warrant / shares	18,438	18,438	August 2022 [Promissory Notes Member]
Short-Term Debt [Line Items]		Principal balance	\$ 75,000	\$ 75,000	Number of warrants to purchase / shares	3,750	3,750	Exercise price of warrants / \$ / shares	\$ 20.00	Interest rate	10.00%
Convertible notes payable	\$ 50,000	\$ 25,000	Unamortized discount	\$ 2,206	\$ 2,206	Principal balance / shares	3,750	Amortization expense	\$ 50,000	Promissory note	50,000
Fair value measurement	\$ 27,162	Gain (loss) on extinguishment of debt	44,614	Debt instrument conversion rate	50.00%	Notes issued	\$ 2,500	Proceeds from note payable-related party	50,000	Finance fee	124,786
Long-Term Debt, Gross	\$ 0	Debt Instrument, Unamortized Discount, Current	\$ 7,661	7,661	August 2022 Convertible Notes [Member]	Short-Term Debt [Line Items]		Exercise price of warrants / \$ / shares	\$ 20.00	Interest rate	6.00%
Convertible notes payable	\$ 75,000	Debt instrument conversion rate	50.00%	Notes issued	\$ 3,750	August 2022 Notes [Member]	Short-Term Debt [Line Items]		Estimated fair		

value	\$ 121,875	Measurement Input, Expected Term [Member]			
Short-Term Debt [Line Items]		Expected years	5 years	5 years	5 years
5 years	Measurement Input, Expected Term [Member] / Warrant [Member] /				
Minimum [Member]	Short-Term Debt [Line Items]				
Expected years ^[1]	29 days	29 days	Measurement Input, Expected Term		
[Member] / Warrant [Member] / Maximum [Member]			Short-Term Debt		
[Line Items]	Expected years ^[1]	2 years	3 months	10 days	
2 years	3 months	10 days	Measurement Input, Price Volatility [Member]		
Short-Term Debt [Line Items]			Warrants and rights outstanding		
measurement input	110	110	110	Measurement Input, Price Volatility	
[Member] / Warrant [Member] / Minimum [Member]				Short-Term Debt	
[Line Items]				Warrants and rights outstanding measurement input ^[1]	
92.04	92.04	Measurement Input, Price Volatility [Member] / Warrant			
[Member] / Maximum [Member]		Short-Term Debt [Line Items]			
Warrants and rights outstanding measurement input ^[1]		101.79	101.79		
Measurement Input, Risk Free Interest Rate [Member]			Short-Term		
Debt [Line Items]			Warrants and rights outstanding measurement input		
3.53	3.53	3.53	Measurement Input, Risk Free Interest Rate [Member] /		
Warrant [Member] / Minimum [Member]			Short-Term Debt [Line Items]		
Warrants and rights outstanding measurement input ^[1]			3.64	3.64	
Measurement Input, Risk Free Interest Rate [Member] / Warrant [Member] /					
Maximum [Member]			Short-Term Debt [Line Items]		
Warrants and rights outstanding measurement input ^[1]			4.93	4.93	
Boustead Securities LLC [Member]			Short-Term Debt [Line Items]		
Number of warrants to purchase / shares	22,535	8,909	8,909	8,909	22,535
Exercise price of warrants / \$ / shares	\$ 20.00	\$ 97.52	\$ 18.80	\$ 18.80	\$ 18.80
Interest rate	10.00%	10.00%	Payment for placement agent		
\$ 345,000	\$ 345,000	Estimated fair value	99,543	99,543	Allocation of
financing costs	232,027	232,027	Warrant derivative liability		
\$ 104,245	104,245	104,245	Equity warrant as reduction in additional paid in		
capital	8,727	8,727	8,727	Interest expense debt	270,538
2,484,193	Amortization of debt discount	247,430	1,079,444	Debt,	
principal	1,172,850	1,408,050	1,925,700	Accrued interest	35,888
54,670	294,927	Share price / \$ / shares	20.00	Conversion price per	
share / \$ / shares	\$ 32.00	Volatility	80.00%	Risk free rate	
2.66%	Issuance of warrants shares / shares	625	Proceeds		
from Issuance of Private Placement	\$ 14,662	Boustead Securities LLC			
[Member] / Convertible Note [Member]		Short-Term Debt [Line Items]			
Estimated fair value	1,288,543	1,288,543	Unamortized		
discount	300,000	300,000	300,000	Legal fees	65,000
Interest fee	215,000	215,000	Debt principal amount	\$ 1,442,000	
1,442,000	1,442,000	Interest expense debt	\$ 3,310,543	\$ 3,310,543	
Boustead Securities LLC [Member] / 2022 Convertible Bridge Notes [Member]					
Short-Term Debt [Line Items]			Number of warrants to purchase /		
shares	2,582	2,582	2,582	Exercise price of warrants / \$ / shares	\$ 16.00
\$ 16.00	\$ 16.00	Interest rate	10.00%	10.00%	Estimated fair value
\$ 92,336	Securities Purchase Agreement [Member]				
Short-Term Debt [Line Items]			Principal balance	\$ 4,300,000	
Number of warrants to purchase / shares	127,260		Exercise price of		
warrants / \$ / shares	\$ 1.93		Proceeds from convertible note payable		
\$ 3,935,000	Debt description				
the Alto Convertible Note is convertible into shares of common stock at a price per share equal to the lower of (i) \$18.80, (ii) 90% of the three lowest daily VWAPs of the 15 trading days prior to the payment date, or (iii) 90% of the VWAP of the trading day prior to payment date. The noteholder may convert at any time at a fixed price of \$18.80 per share.					
Derivative liability	\$ 1,442,000		Interest rate	5.00%	

~~Warrant derivative liability~~ \$ 1,442,000 ~~Effective interest rate~~
~~346.00%~~ ~~Securities Purchase Agreement [Member] / Warrant [Member]~~
~~Short-Term Debt [Line Items]~~ ~~Exercise price of warrants /~~
~~\$ / shares~~ \$ 18.80

~~[1] Based on a Monte Carlo simulation analysis of 250,000 iterations~~

~~[-Definition](#)~~

~~Convertible notes payable current noncurrent.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:SHPH_ConvertibleNotesPayableCurrentNonCurrent Namespace Prefix:SHPH_
Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

~~[-Definition](#)~~

~~Deemed dividend on modification of equity-classified warrants.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:SHPH_DeemedDividendOnModificationOfEquityclassifiedWarrants Namespace
Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:
duration~~

~~[-Definition](#)~~

~~Finance fee.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:SHPH_FinanceFee Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType
Balance Type:debit Period Type:duration~~

~~[-Definition](#)~~

~~Interest fee amount.~~

~~[+References](#)~~

~~No definition available.~~

~~[+Details](#)~~

~~Name:SHPH_InterestFeeAmount Namespace Prefix:SHPH_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~[-Definition](#)~~

~~Issuance of warrants shares~~

~~[+References](#)~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_IssuanceOfWarrantsShares Namespace Prefix:SHPH_ Data Type:
xbrli:sharesItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Payment for placement agent.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_PaymentForPlacementAgent Namespace Prefix:SHPH_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Amount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense.~~

~~+ References~~

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1F>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-3>~~

+ Details

Name:us-gaap_AmortizationOfDebtDiscountPremium Namespace Prefix:us-gaap_ Data Type:xbli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of amortization expense attributable to debt issuance costs.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(8\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(8))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1F-Subparagraph \(b\)\(2\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1F-Subparagraph (b)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1F>
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>
Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 3> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-3>

+ Details

Name:us-gaap_AmortizationOfFinancingCosts Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Carrying amount as of the balance sheet date of cash collateral held for borrowed securities, for which the cash is restricted as to withdrawal or usage.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(1\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(1))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(2\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(2))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>

+ Details

Name:us-gaap_CashCollateralForBorrowedSecurities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Exercise price per share or per unit of warrants or rights outstanding.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Number of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Number of warrants or rights outstanding.

+ References

No definition available.

+ Details

Name:us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:instant

- Definition

Per share decrease in conversion price of convertible common stock. Excludes change due to standard antidilution provision.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_CommonStockConvertibleConversionPriceDecrease Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

Including the current and noncurrent portions, carrying amount of debt identified as being convertible into another form of financial instrument (typically the entity's common stock) as of the balance sheet date, which originally required full repayment more than twelve months after issuance or greater than the normal operating cycle of the company.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\)-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22))-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(16\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(16))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(16\)\(a\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(16)(a)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)

+ Details

Name:us-gaap_ConvertibleDebt Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Including the current and noncurrent portions, carrying value as of the balance sheet date of a written promise to pay a note, initially due after one year or beyond the operating cycle if longer, which can be exchanged for a specified amount of one or more securities (typically common stock), at the option of the issuer or the holder.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>

+ Details

Name:us-gaap_ConvertibleNotesPayable Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying value as of the balance sheet date of the portion of long-term debt due within one year or the operating cycle if longer identified as Convertible Notes Payable. Convertible Notes Payable is a written promise to pay a note which can be exchanged for a specified amount of another, related security, at the option of the issuer and the holder.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(20\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(20))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_ConvertibleNotesPayableCurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Number of shares issued for each share of convertible preferred stock that is converted.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(27\)\)-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(27))-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

~~***S99-1Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef>-Name Accounting Standards Codification-Topic 505-SubTopic 10-Section 50-Paragraph 3-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481112/505-10-50-3>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (b)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481112/505-10-50-6>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 16-Subparagraph (c)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481112/505-10-50-16>***~~

+ Details

Name:us-gaap_ConvertiblePreferredStockSharesIssuedUponConversion Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:instant

- Definition

Dividend or interest rate associated with the financial instrument issued in exchange for the original debt being converted in a noncash or part noncash transaction. Noncash are transactions that affect recognized assets or liabilities but that do not result in cash receipts or cash payments. Part noncash refers to that portion of the transaction not resulting in cash receipts or cash payments.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-3>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-5>

+ Details

Name:us-gaap_DebtConversionConvertedInstrumentRate Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The number of shares issued in exchange for the original debt being converted in a noncash (or part noncash) transaction. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or payments in the period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-3>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-5>

+ Details

Name:us-gaap_DebtConversionConvertedInstrumentSharesIssued1 Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

- Definition

Amount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-4>

+ Details

Name:us-gaap_DebtInstrumentCarryingAmount Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

The price per share of the conversion feature embedded in the debt instrument.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20- Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1B>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 470 -SubTopic 20- Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-5>

+ Details

Name:us-gaap_DebtInstrumentConvertibleConversionPrice1 Namespace Prefix: us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Ratio applied to the conversion of debt instrument into equity with equity shares divided by debt principal amount.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(5)) -Publisher FASB -URI

<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>**Reference 2:**
[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph \(c\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (c)-Publisher FASB-URI)**<https://asc.fasb.org/1943274/2147481139/470-20-50-1B>****Reference 3:**
<http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 505-SubTopic 10-Section 50-Paragraph 3-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147481112/505-10-50-3>**Reference 4:**
<http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147481112/505-10-50-7>**Reference 5:**
[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(b\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (b)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481112/505-10-50-6>

+ Details

Name:us-gaap_DebtInstrumentConvertibleConversionRatio1 Namespace Prefix:us-gaap_ Data Type:xbri:pureItemType Balance Type:na Period Type:duration

- Definition

Identification of the lender and information about a contractual promise to repay a short-term or long-term obligation, which includes borrowings under lines of credit, notes payable, commercial paper, bonds payable, debentures, and other contractual obligations for payment. This may include rationale for entering into the arrangement, significant terms of the arrangement, which may include amount, repayment terms, priority, collateral required, debt covenants, borrowing capacity, call features, participation rights, conversion provisions, sinking-fund requirements, voting rights, basis for conversion if convertible and remarketing provisions. The description may be provided for individual debt instruments, rational groupings of debt instruments, or by debt in total.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\)-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22))-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(19\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(19))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(16\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(16))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(13\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(13))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 505-SubTopic 10-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>Reference 6: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 942-SubTopic 470-Section 50-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477734/942-470-50-3](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 942-SubTopic 470-Section 50-Paragraph 3-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477734/942-470-50-3)Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482925/835-30-45-2>

[+ Details](#)

**Name:us-gaap_DebtInstrumentDescription Namespace Prefix:us-gaap_ Data Type:
xbrli:stringItemType Balance Type:na Period Type:duration**

-Definition

Face (par) amount of debt instrument at time of issuance.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 55-Paragraph 8-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147482949/835-30-55-8>

Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph \(a\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (a)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147481139/470-20-50-1B>

Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 69B-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147481568/470-20-55-69B>

Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 69C-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147481568/470-20-55-69C>

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147482900/835-30-50-1>

Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147482925/835-30-45-2>

+ Details

Name:us-gaap_DebtInstrumentFaceAmount Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of the fee that accompanies borrowing money under the debt instrument.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\(b\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22)(b))) -Publisher FASB-URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_DebtInstrumentFeeAmount Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Increase for accrued, but unpaid interest on the debt instrument for the period.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(f\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(f))) -Publisher FASB-URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>

+ Details

**Name:us-gaap_DebtInstrumentIncreaseAccruedInterest Namespace Prefix:us-gaap-
Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration**

- Definition

Effective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 55-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147482949/835-30-55-8>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\(a\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22)(a)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147482900/835-30-50-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482925/835-30-45-2>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-6](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-6)

[+ Details](#)

Name:us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

[- Definition](#)

Incremental percentage increase (decrease) in the stated rate on a debt instrument.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_DebtInstrumentInterestRateIncreaseDecrease Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

[- Definition](#)

Contractual interest rate for funds borrowed, under the debt agreement.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\(a\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22)(a)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)

+ Details

**Name:us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix:
us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant**

- Definition

Date when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\(a\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22)(a)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/exampleRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/exampleRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)

+ Details

Name:us-gaap_DebtInstrumentMaturityDate Namespace Prefix:us-gaap_ Data Type: xbrli:dateItemType Balance Type:na Period Type:duration

- Definition

Amount of the required periodic payments including both interest and principal payments.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\)-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22))-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 942-SubTopic 470-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477734/942-470-50-3](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 942-SubTopic 470-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477734/942-470-50-3)

+ Details

Name:us-gaap_DebtInstrumentPeriodicPayment Namespace Prefix:us-gaap_ Data Type:

~~***xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***-Definition***~~

~~***Amount of the required periodic payments applied to interest.***~~

~~***+References***~~

~~***Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>***~~

~~***+Details***~~

~~***Name:us-gaap_DebtInstrumentPeriodicPaymentInterest Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***-Definition***~~

~~***Amount of the required periodic payments applied to principal.***~~

~~***+References***~~

~~***Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>***~~

~~***+Details***~~

~~***Name:us-gaap_DebtInstrumentPeriodicPaymentPrincipal Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***-Definition***~~

~~***Amount, after accumulated amortization, of debt discount.***~~

~~***+References***~~

~~***Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic> 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-1A>Reference 2:***~~

~~<http://www.xbrl.org/2009/role/commonPracticeRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482925/835-30-45-2>~~~~Reference 3:~~
~~<http://www.xbrl.org/2009/role/commonPracticeRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147482900/835-30-50-1>~~~~Reference 4:~~
~~[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1D-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1D-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D)~~

+ Details

Name:us-gaap_DebtInstrumentUnamortizedDiscount Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of debt discount to be amortized within one year or within the normal operating cycle, if longer.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 835-SubTopic>

30-Name Accounting Standards Codification-Section 45-Paragraph 1A-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482925/835-30-45-1A>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 2>-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482925/835-30-45-2>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1>-Publisher FASB-URI <https://asc.fasb.org/1943274/2147482900/835-30-50-1>

+ Details

Name:us-gaap_DebtInstrumentUnamortizedDiscountCurrent Namespace Prefix: us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of unrealized and realized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity), investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale) and investment in debt security measured at fair value with change in fair value recognized in net income (trading).

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(9\)\(a\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(9)(a)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(7\)\(c\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(7)(c)))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1>

Subparagraph (SX 210.7-04(3)(d)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477250/944-220-S99-1>

+ Details

Name:us-gaap_DebtSecuritiesGainLoss Namespace Prefix:us-gaap Data Type:
xbli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 1A> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-1A>
Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 2> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-2>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482900/835-30-50-1>
Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1D-Subparagraph \(a\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1D-Subparagraph (a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1D>

+ Details

Name:us-gaap_DeferredFinanceCostsNet Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset.

+ References

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<https://asc.fasb.org/1943274/2147483444/210-20-55-10>Reference 30:
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<https://asc.fasb.org/1943274/2147482907/825-10-50-10>

+ Details

Name:us-gaap_DerivativeLiabilities Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled after one year or the normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset.

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Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-
Publisher FASB-URI <https://asc.fasb.org/1943274/2147483466/210-20-50-3>

+ Details

Name:us-gaap_DerivativeLiabilitiesNoncurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of expense (income) related to adjustment to fair value of warrant liability.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 25-Paragraph 13-SubTopic 10-Topic 480-Publisher FASB-URI https://asc.fasb.org/1943274/2147481766/480-10-25-13>

+ Details

Name:us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Fair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing.

+ References

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+ Details

Name:us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurringGainLossOnSalesOfAssetsAndAssetImpairmentCharges
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:instant

- Definition

Amount of gain (loss) from the difference between the sale price or salvage price and the book value of an asset that was sold or retired, and gain (loss) from the write down of assets from their carrying value to fair value.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)

+ Details

Name:us-gaap_GainLossOnSalesOfAssetsAndAssetImpairmentCharges
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-SubTopic 10-Topic 230-)

Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 470-SubTopic 50-Section 40-Paragraph 2> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481303/470-50-40-2>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 470-SubTopic 50-Section 40-Paragraph 4> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481303/470-50-40-4>

+ Details

Name:us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense.

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<http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 8:

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+ Details

**Name:us-gaap_InterestExpense Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration**

- Definition

Amount of the cost of borrowed funds accounted for as interest expense for debt.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(8\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(8))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 69E> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69E>
Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 55-Paragraph 69F> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69F>
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1F-Subparagraph \(b\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1F-Subparagraph (b)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1F>
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(b\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (b)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-6>

+ Details

**Name:us-gaap_InterestExpenseDebt Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration**

- Definition

The amount of expense provided in the period for legal costs incurred on or before the balance sheet date pertaining to resolved, pending or threatened litigation, including arbitration and mediation proceedings.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Name Accounting

~~**Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(6)) -SubTopic 10 -Topic 220 -Publisher FASB -URI**~~
~~**https://asc.fasb.org/1943274/2147483621/220-10-S99-2**~~

+ Details

~~**Name:us-gaap_LegalFees Namespace Prefix:us-gaap_ Data Type:**~~
~~**xbri:monetaryItemType Balance Type:debit Period Type:duration**~~

- Definition

~~**Amount of debt instrument classified as medium-term.**~~

+ References

~~**Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1**~~
~~**Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1**~~
~~**Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1**~~

+ Details

Name:us-gaap_MediumTermNotes Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

The fair value of notes issued in noncash investing and financing activities.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-4>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-3>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-5>

+ Details

Name:us-gaap_NotesIssued1 Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Including the current and noncurrent portions, aggregate carrying amount of all types of notes payable, as of the balance sheet date, with initial maturities beyond one year

or beyond the normal operating cycle, if longer.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph \(SX 210.5-02\(22\)\)-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph-(SX-210.5-02(22))-SubTopic-10-Topic-210-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(16\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic-942-SubTopic-210-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph-(SX-210.9-03(16))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147478546/942-210-S99-1)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(16\)\(a\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph-(SX-210.7-03(a)(16)(a)(2))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147478777/944-210-S99-1)
Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(17\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-944-SubTopic-210-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph-(SX-210.7-03(a)(17))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147478777/944-210-S99-1)

+ Details

**Name:us-gaap_NotesPayable Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant**

-Definition

The total of the cash outflow during the period which has been paid to third parties in connection with debt origination, which will be amortized over the remaining maturity period of the associated long-term debt and the cost incurred directly for the issuance of equity securities.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-15>

+Details

**Name:us-gaap_PaymentOfFinancingAndStockIssuanceCosts Namespace Prefix:
us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration**

-Definition

Amount of cash outflow for fees classified as other.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (g) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-25>

+Details

**Name:us-gaap_PaymentsForFees Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration**

-Definition

The cash outflow paid to third parties in connection with debt origination, which will be amortized over the remaining maturity period of the associated long-term debt.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards

Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-15>

+ Details

Name:us-gaap_PaymentsOfDebtIssuanceCosts Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

-Definition

The cash outflow for cost incurred directly with the issuance of a derivative security.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-15>

+ Details

Name:us-gaap_PaymentsOfDerivativeIssuanceCosts Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

-Definition

The cash outflow for loan and debt issuance costs.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-15>

+ Details

Name:us-gaap_PaymentsOfFinancingCosts Namespace Prefix:us-gaap_ Data Type:

xbrli:monetaryItemType Balance Type:credit Period Type:duration

-Definition

The cash inflow from the issuance of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-NameAccountingStandardsCodification-Topic230-SubTopic10-Section45-Paragraph14-Subparagraph\(b\)-PublisherFASB-URIhttps://asc.fasb.org/1943274/2147482740/230-10-45-14](http://fasb.org/us-gaap/role/ref/legacyRef-NameAccountingStandardsCodification-Topic230-SubTopic10-Section45-Paragraph14-Subparagraph(b)-PublisherFASB-URIhttps://asc.fasb.org/1943274/2147482740/230-10-45-14)

+Details

Name:us-gaap_ProceedsFromConvertibleDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

The cash inflow during the period from additional borrowings in aggregate debt. Includes proceeds from short-term and long-term debt.

+References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic230-SubTopic10-NameAccountingStandardsCodification-Section45-Paragraph14-Subparagraph\(b\)-PublisherFASB-URIhttps://asc.fasb.org/1943274/2147482740/230-10-45-14](http://www.xbrl.org/2009/role/commonPracticeRef-Topic230-SubTopic10-NameAccountingStandardsCodification-Section45-Paragraph14-Subparagraph(b)-PublisherFASB-URIhttps://asc.fasb.org/1943274/2147482740/230-10-45-14)

+Details

Name:us-gaap_ProceedsFromIssuanceOfDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

The cash inflow associated with the amount received from entity's raising of capital via private rather than public placement.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-NameAccountingStandards>

~~**Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>**~~

+ Details

~~**Name:us-gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration**~~

- Definition

~~**The cash inflow from issuance of rights to purchase common shares at predetermined price (usually issued together with corporate debt).**~~

+ References

~~**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>**~~

+ Details

~~**Name:us-gaap_ProceedsFromIssuanceOfWarrants Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration**~~

- Definition

~~**The cash inflow from a long-term borrowing made from related parties where one party can exercise control or significant influence over another party; including affiliates, owners or officers and their immediate families, pension trusts, and so forth. Alternate caption: Proceeds from Advances from Affiliates.**~~

+ References

~~**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>**~~

+ Details

Name:us-gaap_ProceedsFromRelatedPartyDebt Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFair Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

- Definition

The risk-free interest rate assumption that is used in valuing an option on its own shares.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(iv\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(iv)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFair Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na

Period Type:duration

-Definition

Price of a single share of a number of saleable stocks of a company.

+References

No definition available.

+Details

**Name:us-gaap_SharePrice Namespace Prefix:us-gaap_ Data Type:
dtr-types:perShareItemType Balance Type:na Period Type:instant**

-Definition

**Expected term of award under share-based payment arrangement, in
'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one
year, five months, and thirteen days.**

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+Details

**Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFair
Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period
Type:duration**

-Definition

**Description of borrowing classified as short-term upon issuance. Includes, but is not
limited to, description of underlying arrangement, repayment terms, interest rate,
collateral provided, restriction on use of asset and activity, and compliance with debt
covenant.**

+References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(19\)\(b\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(19)(b))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_ShortTermDebtDescription Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

No definition available.

+ Details

Name:us-gaap_ShortTermDebtLineItems Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Number of new stock issued during the period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(28\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \(SX 210.6-09\(4\)\(b\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \(SX 210.6-03\(i\)\(1\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3)Reference 7: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix:us-gaap_
Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of share options (or share units) exercised during the current period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(02\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(02)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised_Namespace

Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Equity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147479168/946-830-55-11>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 4-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478009/946-205-45-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 4-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478009/946-205-45-4)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix:us-gaap_
Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Value of input used to measure outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_WarrantsAndRightsOutstandingMeasurementInput Namespace Prefix:us-gaap_ Data Type:xbrli:decimalItemType Balance Type:na Period Type:instant

- Definition

Period between issuance and expiration of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in 'PnYnMnDtnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

[+ Details](#)

Name:us-gaap_WarrantsAndRightsOutstandingTerm Namespace Prefix:us-gaap_ Data Type:xbri:durationItemType Balance Type:na Period Type:instant

[-Details](#)

Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMen Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_AltoConvertibleNoteMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_TwentyTwentyTwoConvertibleBridgeNotesM Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_AugustTwentyTwentyTwoPromissoryNotesM Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_AugustTwentyTwentyTwoConvertibleNotesM Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_AugustTwoThousandAndTwentyTwoNotesM Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedTermA Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputPriceVolatilityA Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeIntere Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

~~Name:dei_LegalEntityAxis=SHPH_BousteadSecuritiesLLCMember Namespace Prefix:~~

~~Data Type:na Balance Type: Period Type:~~

~~-Details~~

~~Name:us-gaap_DebtInstrumentAxis=SHPH_ConvertibleNoteMember Namespace Prefix:~~

~~Data Type:na Balance Type: Period Type:~~

~~-Details~~

~~Name:us-gaap_TypeOfArrangementAxis=SHPH_SecuritiesPurchaseAgreementMember~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type: XML 61 R41.htm IDEA:~~

~~XBRL DOCUMENT~~

~~Schedule of Warrants Activity (Details) - \$ / shares 9 Months Ended 12 Months Ended~~

~~Sep. 30, 2024~~

~~Dec. 31, 2023~~

~~Dec. 31, 2022~~

~~Warrants [Member] Accumulated Other Comprehensive Income (Loss) [Line Items]~~

~~Number of warrants outstanding, balance 184,000 Weighted average exercise price,~~

~~outstanding balance \$ 23.20 Weighted average life (years), outstanding balance~~

~~2 years 14 days 2 years 9 months 7 days Number of warrants outstanding, granted~~

~~Weighted average exercise price, outstanding granted Number of warrants~~

~~outstanding, balance 184,000 184,000 Weighted average exercise price, outstanding~~

~~balance \$ 11.54 \$ 23.20 Warrant [Member] Accumulated Other Comprehensive Income~~

~~(Loss) [Line Items] Number of warrants outstanding, balance 184,000 47,831 62,500~~

~~Weighted average exercise price, outstanding balance \$ 23.21 \$ 35.77 \$ 8.00 Weighted~~

~~average life (years), outstanding balance 2 years 9 months 7 days~~

~~2 years 9 months 10 days Number of warrants outstanding, balance 184,000 47,831~~

~~Weighted average exercise price, outstanding balance \$ 23.21 \$ 35.77 Weighted average~~

~~life (years), outstanding balance 4 years 11 months 26 days Number of warrants~~

~~outstanding, exercised (285,579) Weighted average exercise price, outstanding~~

~~exercised \$ 9.58 Warrant [Member] / Boustead [Member] Accumulated Other~~

~~Comprehensive Income (Loss) [Line Items] Number of warrants outstanding, granted~~

~~8,909 270,910^[1] Weighted average exercise price, outstanding granted \$ 18.80 \$ 14.57~~

~~^[1] Weighted average life (years), granted 5 years 4 years 8 months 4 days^[1] Warrant~~

~~[Member] / Ayrton [Member] Accumulated Other Comprehensive Income (Loss) [Line~~

~~Items] Number of warrants outstanding, granted 127,260 Weighted average exercise~~

~~price, outstanding granted \$ 18.80 Weighted average life (years), granted 4 years~~

~~[1] Granted warrants include those granted on the issuance of the August 2022~~

~~Promissory Notes~~

~~-Definition~~

~~Share based compensation arrangement by share based payment award non option equity instruments outstanding in period weighted average exercise price.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonO~~

~~Namespace Prefix:SHPH_ Data Type:dtr-types:perShareItemType Balance Type:na~~

~~Period Type:instant~~

~~-Definition~~

~~Weighted average exercise price~~

~~+ References~~

~~No definition available.~~

+ Details

Name:SHPH_ShareBasedCompensationArrangementByShareBasedPaymetAwardNonOp
Namespace Prefix:SHPH_ Data Type:dtr-types:perShareItemType Balance Type:na
Period Type:duration

- Definition

Share based compensation arrangement by share based payment award non option
grant in period weighted average exercise price.

+ References

No definition available.

+ Details

Name:SHPH_ShareBasedCompensationArrangementByShareBasedPaymetAwardNonOp
Namespace Prefix:SHPH_ Data Type:dtr-types:perShareItemType Balance Type:na
Period Type:duration

- Definition

Weighted Average Remaining Life in Years Outstanding, Granted.

+ References

No definition available.

+ Details

Name:SHPH_SharebasedCompensationArrangementBySharebasedPaymentAwardNonOp
Namespace Prefix:SHPH_ Data Type:xbtli:durationItemType Balance Type:na Period
Type:duration

- Definition

Weighted Average Remaining Life in Years Outstanding.

+ References

No definition available.

+ Details

Name:SHPH_SharebasedCompensationArrangementBySharebasedPaymentAwardNonOp
Namespace Prefix:SHPH_ Data Type:xbtli:durationItemType Balance Type:na Period
Type:duration

- Definition

Weighted average remaining contractual term1.

+ References

No definition available.

+ Details

Name:SHPH_SharebasedCompensationArrangementBySharebasedPaymentAwardNonOp
Namespace Prefix:SHPH_ Data Type:xbtli:durationItemType Balance Type:na Period
Type:duration

- Definition

Line items represent financial concepts included in a table. These concepts are used to

disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-4>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-5>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 17-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-17>
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)
Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)
Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)

+ Details

Name:us-gaap_AccumulatedOtherComprehensiveIncomeLossLineItems Namespace
Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Number of non-option equity instruments exercised by participants.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -SubTopic 10-

+ Details

**Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNon
Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period
Type:duration**

-Definition

Net number of non-option equity instruments granted to participants.

+ References

**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards
Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(01)-SubTopic 10-
Topic 718 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>**

+ Details

**Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNon
Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period
Type:duration**

-Definition

**Number of equity instruments other than options outstanding, including both vested
and non-vested instruments.**

+ References

**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Name>
Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(ii)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference
2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Name>
Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(i)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>**

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNon
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:instant

-Details

Name:us-gaap_StatementEquityComponentsAxis=SHPH_WarrantsMember Namespace
Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember Namespace
Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:dei_LegalEntityAxis=SHPH_BousteadMember Namespace Prefix: Data Type:na
Balance Type: Period Type:

-Details

Name:dei_LegalEntityAxis=SHPH_AyrtonMember Namespace Prefix: Data Type:na
Balance Type: Period Type: XML 62 R42.htm IDEA: XBRL DOCUMENT

Schedule of Restricted Stock Units (RSUs) (Details) - Restricted 9 Months 12 Months
Stock Units (RSUs) [Member] - \$ / shares Ended Ended

Sep. 30, 2024

Dec. 31, 2023

Dec. 31, 2022

Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]-

Number of RSUs, Outstanding, Beginning Balance24,7312,9662,017Weighted Average
Grant Date Fair Value Per RSU, Beginning Balance\$ 11.76\$ 22.48\$ 185.60Number of
Stock Option Outstanding, Granted53,455 Weighted Average Exercise Price, Granted
\$ 2.65 Number of Stock Option Outstanding, Forfeiture(12,500) Weighted Average
Grant Date Fair Value Per RSU, Forfeiture Number of RSUs, Vested(24,348)(10,650)
(3,500)Weighted Average Grant Date Fair Value Per RSU, Vested\$ 9.06\$ 12.00\$ 116.48
Number of RSUs, Outstanding, Ending Balance41,33824,7312,966Weighted Average
Grant Date Fair Value Per RSU, Ending Balance\$ 5.14\$ 11.76\$ 22.48Number of Stock
Option Outstanding, Granted 32,4154,449Weighted Average Exercise Price, Granted-
\$ 10.88\$ 22.48

-Definition

The number of equity-based payment instruments, excluding stock (or unit) options,
that were forfeited during the reporting period.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10->
Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEqu
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:duration

- Definition

Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\) \(2\)\(iii\)\(03\) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c) (2)(iii)(03) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEqu
Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na
Period Type:duration

- Definition

The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\) \(2\)\(iii\)\(01\) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c) (2)(iii)(01) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEqu
Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period
Type:duration

- Definition

The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan).

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(iii\)\(01\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(iii)(01)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEqu
Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na
Period Type:duration

- Definition

The number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEqu
Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period
Type:instant

- Definition

Per share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\) \(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c) (2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\) \(2\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c) (2)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEqu
Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na
Period Type:instant

- Definition

The number of equity-based payment instruments, excluding stock (or unit) options,

that vested during the reporting period.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(iii\)\(02\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(iii)(02)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEqu
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:duration

- Definition

The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(iii\)\(02\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(iii)(02)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEqu
Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na
Period Type:duration

- Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

[illegible]

~~Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)
(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>
Reference 21: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)
(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>
Reference 22: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)
(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>
Reference 23: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)
(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>
Reference 24: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)
(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>
Reference 25: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)
(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>
Reference 26: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)
(2)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>
Reference 27: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)
(2)(iv) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>
Reference 28: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)
(2)(v) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>~~

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLine
Namespace Prefix:us-gaap_ Data Type:xbli:stringItemType Balance Type:na Period
Type:duration

- Definition

Gross number of share options (or share units) granted during the period.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(01\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(01)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOpti
Namespace Prefix:us-gaap_ Data Type:xbli:sharesItemType Balance Type:na Period
Type:duration

- Definition

Weighted average per share amount at which grantees can acquire shares of common stock by exercise of options.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(01\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(01)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

Name:us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOp
Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na
Period Type:duration

Name:us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember_Namespace
Prefix: Data Type:na Balance Type: Period Type: XML 63 R43.htm IDEA: XBRL
DOCUMENT

Jul. 30, 2024
Feb. 07, 2024
Dec. 31, 2022
Sep. 30, 2022
Aug. 01, 2022
Apr. 30, 2022
Mar. 11, 2022
Feb. 08, 2022
Dec. 28, 2021
Aug. 12, 2016
Jun. 30, 2024
Aug. 31, 2022
Apr. 30, 2022
Sep. 30, 2024
Jun. 30, 2024
Mar. 31, 2024
Sep. 30, 2023
Sep. 30, 2024
Sep. 30, 2023
Dec. 31, 2023
Dec. 31, 2022
Dec. 31, 2021
Aug. 13, 2024
Aug. 31, 2023
Jan. 31, 2023
Jan. 11, 2023
Apr. 29, 2022
Mar. 09, 2021
Dec. 31, 2018

<u>Common stock issued for conversion of convertible debt, shares</u>										297,625	105
<u>Debt, principal</u>		\$ 345,139	\$ 331,800	\$ 846,806	\$ 1,925,700	<u>Accrued</u>					
<u>interest settled with common stock</u>		\$ 16,340			<u>Loss on settlement of</u>						
<u>convertible debt</u>		762,186	43,414	833,501	477,221	\$ 477,221	\$ 1,795,652				
<u>Number of warrants to purchase</u>		62,500		127,260		<u>Exercise price per</u>					
<u>share</u>		\$ 111.04	\$ 20.00	\$ 8.00	\$ 8.00	\$ 16.00	\$ 8.00	\$ 111.04	\$ 8.00	\$ 1.93	\$ 16.00
<u>Aggregate intrinsic value of warrants</u>		0		0		<u>Number of shares vested</u>					
<u>under plan</u>		60,048		<u>Restricted stock award granted value</u>							
<u>Share based compensation</u>		227,886		95,438		181,960		\$ 237,547		<u>Sale of</u>	
<u>stock consideration received per transaction</u>		\$ 2,250,000					<u>Share based</u>				
<u>compensation arrangement by share based payment award description</u>											

(i) one share of the Company's common stock, (ii) a warrant to purchase one share of the Company's common stock exercisable at a purchase price of \$18.80 per share, and (iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics.

<u>Proceeds from issuance of common stock</u>					\$ 4,500,000
<u>Direct cost</u>	\$ 142,000	<u>Deferred costs</u>	\$ 101,651	\$ 101,651	
<u>Common stock vesting of restricted stock unit</u>			3,500	<u>Number shares</u>	
<u>issued for conversion of note, shares</u>		42,113	<u>Number shares issued for</u>		
<u>conversion dividends payable, shares</u>		12,553	<u>Shares exercised</u>	62,500	
62,500	<u>Gain (Loss) on Sale of Assets and Asset Impairment Charges</u>				
\$ 1,198,438	<u>Fair value adjustment of warrants</u>	\$ 146,624		398,675	
<u>Common stock issued for cash upon initial public offering and exercise of warrants</u>					
\$ 2,031,250	\$ 9,951,356	\$ 2,031,249	<u>Stock issued for cash, shares</u>		
3,750	<u>Preferred stock value share</u>	0.00001	\$ 0.00001	\$ 0.00001	
\$ 0.00001	\$ 0.00001	\$ 0.00001	<u>Exercise price</u>	\$ 32.00	\$ 32.00 \$ 40.00 \$ 32.50
\$ 32.00	<u>Deemed dividend</u>	\$ 439,427	<u>Share price</u>	16.00	
\$ 16.00	\$ 1.00	\$ 1.00	\$ 18.80	<u>Deemed contribution</u>	\$ 31,423
<u>issued for conversion, value</u>			<u>Warrants description</u>		

The Series A Preferred Stock sold in the Company's 2018 and 2019 private placement offerings included warrants to be issued upon the earlier of a closing of the sale of shares of common stock to the public or upon a listing of the Company's common stock. The warrants will be exercisable for a period of three years after the date of issuance at an exercise price contingent on the terms of the public offering. The initial form of the warrants were expected to include contingent call features based on the terms of the public offering. As originally drafted, if an initial public offering occurs at a price at or above \$111.04, then the warrants are callable if the 20-day VWAP of the common stock is at or above 150% of the variable exercise price. In the scenario where the common stock is listed with a common stock issuance price below \$111.04, then the warrants are callable if the 20-day VWAP of the common stock is at or above the \$166.56 exercise price. Upon the issuance of the warrants in September 2022, the contingent call features were not included in the agreements. Given the variability in the number of warrants and exercise price, the detachable warrants contained terms and features that gave rise to liability classification.

<u>Warrant share price</u>	\$ 166.56	\$ 166.56	<u>Additional paid in capital</u>		
\$ 26,518,433	\$ 31,664,226	29,402,533 ^[1]	\$ 31,664,226	29,402,533 ^[1]	\$ 29,489,055
\$ 26,518,433	\$ 12,063,940	<u>Interest rate</u>	10.00%	10.00%	1.00%
<u>Warrant term</u>	4 years 6 months	<u>Volatility rate</u>	86.10%	80.00%	83.60%
86.30%	82.50%	<u>Risk free rate</u>	2.66%	2.55%	1.27%
<u>Four year warrant to purchase</u>	62,500	62,500	<u>Aggregate intrinsic value of</u>		
<u>warrants</u>	0	<u>Series A Preferred Stock [Member]</u>			
<u>Accumulated Other Comprehensive Income (Loss) [Line Items]</u>					
<u>Cumulative dividends percentage</u>	8.50%	<u>Preferred stock value share</u>			
\$ 1,000	\$ 1,000	<u>Additional paid in capital</u>	\$ 756,723	\$ 756,723	
<u>Warrants liability</u>	0	0	<u>Warrants obligation liability</u>	\$ 421,768	
\$ 421,768	<u>Boustead Securities LLC [Member]</u>		<u>Accumulated</u>		
<u>Other Comprehensive Income (Loss) [Line Items]</u>					
\$ 1,172,850	\$ 1,408,050	\$ 1,925,700	<u>Number of warrants to purchase</u>	22,535	
8,909	8,909	8,909	22,535	<u>Exercise price per share</u>	\$ 20.00 \$ 97.52
\$ 18.80	\$ 18.80	\$ 18.80	<u>Fair value adjustment of warrants</u>		\$ 99,543
\$ 99,543	<u>Exercise price</u>	32.00	<u>Share price</u>	\$ 20.00	
<u>Interest rate</u>	10.00%	10.00%	<u>Volatility rate</u>	80.00%	<u>Risk</u>
<u>free rate</u>	2.66%	<u>Issuance of warrants shares</u>	625		
<u>Maximum [Member]</u>		<u>Accumulated Other Comprehensive Income</u>			
<u>(Loss) [Line Items]</u>		<u>Exercise price</u>	\$ 40.00	<u>Risk free</u>	
<u>rate</u>	1.96%	<u>Minimum [Member]</u>		<u>Accumulated Other</u>	
<u>Comprehensive Income (Loss) [Line Items]</u>					
<u>shares</u>	10,000,000	<u>Exercise price</u>	\$ 99.92	<u>Risk free</u>	
<u>rate</u>	1.81%	<u>IPO [Member] / Series A Preferred Stock [Member]</u>			

Accumulated Other Comprehensive Income (Loss) [Line Items]				
Cumulative dividends, shares	1,213	Cumulative dividends		
percentage	8.50%	Conversion price percentage	90	90
Share price	\$ 32.00	\$ 32.00	conversion price	\$ 28.80
Cumulative dividends	\$ 71,009	\$ 71,009	Stock issued for conversion, value	
	\$ 402,064	IPO [Member] / Common Stock [Member]		
Accumulated Other Comprehensive Income (Loss) [Line Items]				
Stock issued for cash, shares	42,113	Alliance Global Partners		
[Member]	Accumulated Other Comprehensive Income (Loss) [Line			
Items]	Retainer fee	\$ 50,000	Alliance Global Partners	
[Member] / Offering [Member] / Maximum [Member]	Accumulated			
Other Comprehensive Income (Loss) [Line Items]	Offering price			
10,000,000	Purchase Agreement [Member]			
Accumulated Other Comprehensive Income (Loss) [Line Items]				
Escrow deposit	2,250,000	Right offering		
Escrow deposit	\$ 2,250,000	Initial public offering description		
Unless the parties waive the conditions to closing, in the event the full \$4,500,000 is not raised, whether through SRO LLC or through the Company's existing stockholders, the Company will not close on the offering and any funds raised and held in escrow will be returned to investors				
Commitment fee		\$ 112,500	Related expense	
			\$ 40,000	
Research and Development Expense [Member]				
Accumulated Other Comprehensive Income (Loss) [Line Items]				Share
based compensation	\$ 100,000	400,000	100,000	700,000
Compensation under research and development		13,033	060,019	41,190
Restricted Stock Units (RSUs) [Member]		Accumulated Other		
Comprehensive Income (Loss) [Line Items]	Share based			
compensation	45,275	\$ 37,583	227,886	\$ 95,438
compensation cost	\$ 145,504	\$ 145,504	Weighted average term	
2 years 1 month 20 days	Unrecognized compensation cost			
\$ 231,550	\$ 61,111	Weighted Average Life (Years), Outstanding Ending		
1 year 21 days	1 year 9 months 29 days	Restricted Stock Units (RSUs) [Member] /		
Directors and Officers [Member]		Accumulated Other Comprehensive		
Income (Loss) [Line Items]	Restricted stock award granted shares			
0 12,500	53,455	19,916	Restricted stock award granted value	
\$ 196,000	\$ 141,840	\$ 291,400	Restricted Stock Units (RSUs) [Member] /	
Directors Officers and Consultants [Member]		Accumulated Other		
Comprehensive Income (Loss) [Line Items]	Restricted stock award			
granted shares	32,415	4,449	Restricted stock award granted value	
\$ 352,400	\$ 100,000	Restricted Stock [Member]		
Accumulated Other Comprehensive Income (Loss) [Line Items]				
Common stock issued for conversion of convertible debt, shares				10,650
2018 Equity Incentive Plan [Member]		Accumulated Other		
Comprehensive Income (Loss) [Line Items]	Common stock reserved			
for future issuance	3,000,000	3,000,000	Share granted under equity	
incentive plan	125,734	125,734	84,779	Number of shares vested under
plan	84,396	Alto Convertible Note [Member]		
Accumulated Other Comprehensive Income (Loss) [Line Items]				
Number of warrants to purchase		8,909	Exercise price per share	
\$ 18.80	Bridge Financing [Member] / Alliance Global Partners [Member] /			
Maximum [Member]		Accumulated Other Comprehensive Income		
(Loss) [Line Items]	Offering price		\$ 1,350,000	2022
Convertible Note Derivative [Member]		Accumulated Other		
Comprehensive Income (Loss) [Line Items]	Shares exercised			
18,438	Fair value adjustment of warrants		\$ 1,475	December
2021 Notes [Member]		Accumulated Other Comprehensive Income		
(Loss) [Line Items]	Number of warrants to purchase		66,250	
66,250	August 2022 Notes [Member]		Accumulated Other	

Comprehensive Income (Loss) [Line Items]		Fair value adjustment of warrants	
	\$ 121,875	2022 Convertible Bridge Notes [Member]	
Accumulated Other Comprehensive Income (Loss) [Line Items]			
Exercise price per share	\$ 0.08	\$ 0.08	Commitment fee \$ 64,285
\$ 64,285	conversion price	\$ 32.00	\$ 32.00 Interest rate
6.00%6.00%	2022 Convertible Bridge Notes [Member] / Boustead Securities LLC [Member]		
(Loss) [Line Items]		Accumulated Other Comprehensive Income	
	Number of warrants to purchase	2,582	2,582
2,582	Exercise price per share	\$ 16.00	\$ 16.00 \$ 16.00 Fair value
adjustment of warrants	\$ 92,336	Interest rate	10.00%10.00%
Common Stock [Member]		Accumulated Other Comprehensive	
Income (Loss) [Line Items]		Common stock issued for conversion of	
convertible debt, shares	719,148	62,761797,345297,625	36,876 Debt,
principal	\$ 1,172,850	\$ 331,800\$ 1,408,050\$ 1,925,700\$ 1,925,700	
Accrued interest settled with common stock		35,888	54,09654,670294,927
294,927	Loss on settlement of convertible debt	\$ 762,186	\$ 43,414
\$ 833,501\$ 477,221\$ 477,221	Restricted stock award granted shares		5,002
3,72215,6251,87624,3491,87610,6503,500	Shares issued for round up of reverse		
split fractional shares	115,716	115,716	Restricted stock award granted
value	Common stock issued for dividends payable		\$ 402,064
Cumulative dividends, shares	105	Conversion of Stock, Shares	
Issued	5,625,000	Common stock issued for cash upon initial public	
offering and exercise of warrants	\$ 4	Stock issued for cash, shares	
297,625352,443	Share price	\$ 32.00	\$ 32.00 Stock issued for
conversion, value	Common Stock [Member] / IPO [Member]		
Accumulated Other Comprehensive Income (Loss) [Line Items]			
Number of warrants to purchase	42,113	42,113	Stock issued upon
completion	\$ 9,951,356	Cumulative dividends, shares	
12,553	Four year warrant to purchase	21,453	Common Stock
[Member] / Over-Allotment Option [Member]		Accumulated Other	
Comprehensive Income (Loss) [Line Items]		Exercise price per share	
\$ 97.52	Fair value adjustment of warrants	\$ 111,296	
Exercise price	\$ 50.88	Warrant term	5 years Volatility
rate	101.40%	Risk free rate	3.74% Four year warrant
to purchase	3,218	Common Stock [Member] / Black Scholes Model	
[Member]	Accumulated Other Comprehensive Income (Loss) [Line		
Items]	Exercise price per share	\$ 97.52	Fair value
adjustment of warrants	\$ 426,752	Exercise price	\$ 32.50
Warrant term	5 years	Volatility rate	101.80% Risk
free rate	3.27%	Common Stock [Member] / 2022 Convertible Note	
Derivative [Member]	Accumulated Other Comprehensive Income		
(Loss) [Line Items]	Cumulative dividends, shares		36,876
Conversion of Stock, Shares Issued	18,438	Warrant [Member]	
Accumulated Other Comprehensive Income (Loss) [Line Items]			
Number of warrants to purchase		127,260	Exercise price per
share	\$ 18.80	Common stock issued for cash, shares	
352,443	Warrant [Member] / Alto Convertible Note [Member]		
Accumulated Other Comprehensive Income (Loss) [Line Items]			
Number of warrants to purchase		8,909	Exercise price per share
\$ 18.80	Warrant Liability Boustead Placement Agent Warrants [Member]		
Accumulated Other Comprehensive Income (Loss) [Line Items]			
Warrant liabilities exercised	\$ 64,140		

[1]The Reverse Stock Split (Note 1) also resulted in an adjustment to the condensed consolidated balance sheet for the period ended September 30, 2023 with an increase to additional paid in capital of \$ and an offsetting adjustment to the carrying value of common stock. 140

~~Accrued interest value to issue shares.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_AccruedInterestValueToIssueShares Namespace Prefix:SHPH_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~-Definition~~

~~Additional escrow deposit.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_AdditionalEscrowDeposit Namespace Prefix:SHPH_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:instant~~

~~-Definition~~

~~Common stock vesting of restricted stock unit.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_CommonStockVestingOfRestrictedStockUnit Namespace Prefix:SHPH_
Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Cumulative dividends percentage.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_CumulativeDividendsPercentage Namespace Prefix:SHPH_ Data Type:
dtr-types:percentItemType Balance Type:na Period Type:duration~~

~~-Definition~~

~~Deemed contribution of conversion of preferred stock and settlement of preferred
stock dividends.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_DeemedContributionOfConversionOfPreferredStockAndSettlementOfPrefe
Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period
Type:duration~~

[-Definition](#)

Deemed dividend.

[+References](#)

No definition available.

[+Details](#)

**Name:SHPH_DeemedDividend Namespace Prefix:SHPH_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration**

[-Definition](#)

Initial public offering description.

[+References](#)

No definition available.

[+Details](#)

**Name:SHPH_InitialPublicOfferingDescription Namespace Prefix:SHPH_ Data Type:
xbrli:stringItemType Balance Type:na Period Type:duration**

[-Definition](#)

Issuance of warrants shares

[+References](#)

No definition available.

[+Details](#)

**Name:SHPH_IssuanceOfWarrantsShares Namespace Prefix:SHPH_ Data Type:
xbrli:sharesItemType Balance Type:na Period Type:duration**

[-Definition](#)

Loss on settlement of convertible debt.

[+References](#)

No definition available.

[+Details](#)

**Name:SHPH_LossOnSettlementOfConvertibleDebt Namespace Prefix:SHPH_ Data
Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration**

[-Definition](#)

Intrinsic value.

[+References](#)

No definition available.

[+Details](#)

**Name:SHPH_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonO
Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period**

Type:instant

-Definition

Stock issued during period shares conversion of dividends.

+References

No definition available.

+Details

Name:SHPH_StockIssuedDuringPeriodSharesConversionOfDividends Namespace

Prefix:SHPH_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

-Definition

Stock issued during period shares conversion of preferred shares.

+References

No definition available.

+Details

Name:SHPH_StockIssuedDuringPeriodSharesConversionOfPreferredShares

Namespace Prefix:SHPH_ Data Type:xbri:sharesItemType Balance Type:na Period

Type:duration

-Definition

Stock issued during period value dividends payable.

+References

No definition available.

+Details

Name:SHPH_StockIssuedDuringPeriodValueDividendsPayable Namespace Prefix:

SHPH_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Stock issued upon completion.

+References

No definition available.

+Details

Name:SHPH_StockIssuedUponCompletion Namespace Prefix:SHPH_ Data Type:

xbri:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Stock issued upon completion, shares.

+References

No definition available.

+Details

Name:SHPH_StockIssuedUponCompletionShares Namespace Prefix:SHPH_ Data Type: xbrli:sharesItemType Balance Type:na Period Type:duration

-Definition

Warrant liabilities exercised.

+References

No definition available.

+Details

Name:SHPH_WarrantLiabilitiesExercised Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Warrant liability.

+References

No definition available.

+Details

Name:SHPH_WarrantLiability Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Warrant obligation liability.

+References

No definition available.

+Details

Name:SHPH_WarrantObligationLiability Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Warrant share price.

+References

No definition available.

+Details

Name:SHPH_WarrantSharePrice Namespace Prefix:SHPH_ Data Type: dtr-types:perShareItemType Balance Type:na Period Type:instant

-Definition

Warrants description.

+References

No definition available.

+Details

**Name:SHPH_WarrantsDescription Namespace Prefix:SHPH_ Data Type:
xbrli:stringItemType Balance Type:na Period Type:duration**

-Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-4>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482765/220-10-50-5>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 17-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-17>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20](http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 20-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481694/830-30-45-20)

+ Details

Name:us-gaap_AccumulatedOtherComprehensiveIncomeLossLineItems Namespace

Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147481372/852-10-55-10>
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(18\)\)-Publisher FASB-URI](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(18))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\(a\)\(1\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30)(a)(1))-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

+ Details

Name:us-gaap_AdditionalPaidInCapital Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Exercise price per share or per unit of warrants or rights outstanding.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_Namespace
Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:
instant

-Definition

Number of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:instant

-Definition

Number of warrants or rights outstanding.

+ References

No definition available.

+ Details

Name:us-gaap_ClassOfWarrantOrRightOutstanding_Namespace Prefix:us-gaap_ Data
Type:xbrli:sharesItemType Balance Type:na Period Type:instant

-Definition

Aggregate number of common shares reserved for future issuance.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_CommonStockCapitalSharesReservedForFutureIssuance Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:instant

- Definition

Per share decrease in conversion price of convertible common stock. Excludes change due to standard antidilution provision.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_CommonStockConvertibleConversionPriceDecrease Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

The number of new shares issued in the conversion of stock in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-4>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-3>
Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-5>

+ Details

Name:us-gaap_ConversionOfStockSharesIssued1 Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Amount of cumulative cash dividends distributed to shareholders.

+ References

No definition available.

+ Details

Name:us-gaap_CumulativeDividends Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

The price per share of the conversion feature embedded in the debt instrument.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-5](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 5-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-5)

+ Details

Name:us-gaap_DebtInstrumentConvertibleConversionPrice1 Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Contractual interest rate for funds borrowed, under the debt agreement.

+ References

**Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\(a\)\(1\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22)(a)(1))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2:
[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph \(b\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (b)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147481139/470-20-50-1B>**

+ Details

Name:us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

- Definition

Amount of the required periodic payments applied to principal.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\)-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22))-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_DebtInstrumentPeriodicPaymentPrincipal Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Sum of the carrying amounts as of the balance sheet date of deferred costs capitalized at the end of the reporting period that are expected to be charged against earnings within one year or the normal operating cycle, if longer.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(8\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(8))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_DeferredCostsCurrent Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

- Definition

The aggregate direct operating costs incurred during the reporting period.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)

+ Details

Name:us-gaap_DirectOperatingCosts Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of cost not yet recognized for nonvested award under share-based payment arrangement.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompe Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of cost to be recognized for option under share-based payment arrangement.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompe Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit

Period Type:instant

-Definition

The designation of funds furnished by a borrower to a lender to assure future payments of the borrower's real estate taxes and insurance obligations with respect to a mortgaged property. Escrow deposits may be made for a variety of other purposes such as earnest money and contingent payments. This element excludes replacement reserves which are an escrow separately provided for within the US GAAP taxonomy.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(10\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(10))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 954-SubTopic 440-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(d\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 954-SubTopic 440-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478522/954-440-50-1>

+Details

Name:us-gaap_EscrowDeposit Namespace Prefix:us-gaap Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount of expense (income) related to adjustment to fair value of warrant liability.

+References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-Publisher FASB](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-SubTopic 10-Topic 230-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 25-Paragraph 13-SubTopic 10-Topic 480-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147481766/480-10-25-13>

+ Details

Name:us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of gain (loss) from the difference between the sale price or salvage price and the book value of an asset that was sold or retired, and gain (loss) from the write down of assets from their carrying value to fair value.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)

+ Details

Name:us-gaap_GainLossOnSalesOfAssetsAndAssetImpairmentCharges Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of expense classified as other.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(6\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(6))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(4\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(4))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)

+ Details

Name:us-gaap_OtherExpenses Namespace Prefix:us-gaap_ Data Type:
xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of general expenses not normally included in Other Operating Costs and Expenses.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(6\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(6))-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)

+ Details

Name:us-gaap_OtherGeneralExpense Namespace Prefix:us-gaap_ Data Type:
xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Amount of cash outflow for fees classified as other.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (g) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-25>

+ Details

Name:us-gaap_PaymentsForFees Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

-Definition

Number of common shares issuable upon conversion for each share of preferred stock to be converted.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13>

+ Details

Name:us-gaap_PREFERREDStockConvertibleConversionRatio Namespace Prefix:us-gaap_ Data Type:xbrli:pureItemType Balance Type:na Period Type:instant

-Definition

Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic> 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic> 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph

~~(a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13>~~

+ Details

~~Name:us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix:us-gaap_
Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant~~

- Definition

~~The cash inflow associated with the amount received from entity's first offering of stock to the public.~~

+ References

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>~~

+ Details

~~Name:us-gaap_ProceedsFromIssuanceInitialPublicOffering Namespace Prefix:us-gaap_
Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration~~

- Definition

~~The cash inflow from the additional capital contribution to the entity.~~

+ References

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>~~

+ Details

Name:us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The amount of compensation earned (contract income) under a research and development arrangement accounted for as a contract to perform research and development for others.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 730 -SubTopic 20- Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)- Publisher FASB -URI <https://asc.fasb.org/1943274/2147483041/730-20-50-1>

+ Details

Name:us-gaap_ResearchAndDevelopmentArrangementContractToPerformForOthersCon Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Cash received on stock transaction after deduction of issuance costs.

+ References

No definition available.

+ Details

Name:us-gaap_SaleOfStockConsiderationReceivedOnTransaction Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of consideration received by subsidiary or equity investee in exchange for shares of stock issued or sold. Includes amount of cash received, fair value of noncash assets received, and fair value of liabilities assumed by the investor.

+ References

~~**No definition available.**~~

~~**+ Details**~~

~~**Name:us-gaap_SaleOfStockConsiderationReceivedPerTransaction Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration**~~

~~**- Definition**~~

~~**Amount of noncash expense for share-based payment arrangement.**~~

~~**+ References**~~

~~**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>**~~

~~**+ Details**~~

~~**Name:us-gaap_ShareBasedCompensation Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration**~~

~~**- Definition**~~

~~**Description of terms of share-based payment arrangement. Includes, but is not limited to, type of award or grantee and reason for issuance.**~~

~~**+ References**~~

~~**Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>**~~

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardDes
Namespace Prefix:us-gaap_ Data Type:xbli:stringItemType Balance Type:na Period
Type:duration

- Definition

Weighted average remaining contractual term for equity-based awards excluding options, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Subparagraph \(e\)\(1\)-Name Accounting Standards Codification-Paragraph 2-Section 50-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Subparagraph (e)(1)-Name Accounting Standards Codification-Paragraph 2-Section 50-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEqu
Namespace Prefix:us-gaap_ Data Type:xbli:durationItemType Balance Type:na Period
Type:duration

- Definition

The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFair
Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na
Period Type:duration

-Definition

The risk-free interest rate assumption that is used in valuing an option on its own shares.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10-Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>

+Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFair
Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na
Period Type:duration

-Definition

The difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>

+Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNun
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:instant

-Definition

Price of a single share of a number of saleable stocks of a company.

+ References

No definition available.

+ Details

**Name:us-gaap_SharePrice Namespace Prefix:us-gaap_ Data Type:
dtr-types:perShareItemType Balance Type:na Period Type:instant**

- Definition

**Intrinsic value of outstanding award under share-based payment arrangement.
Excludes share and unit options.**

+ References

No definition available.

+ Details

**Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardEqui
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:instant**

- Definition

**Weighted average remaining contractual term for option awards outstanding, in
'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of
one year, five months, and thirteen days.**

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Subparagraph \(e\)\(1\)-Name Accounting Standards Codification-Paragraph 2-Section 50-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 718-SubTopic 10-Subparagraph (e)(1)-Name Accounting Standards Codification-Paragraph 2-Section 50-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

+ Details

**Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOpti
Namespace Prefix:us-gaap_ Data Type:xbri:durationItemType Balance Type:na Period
Type:duration**

- Definition

Number of options vested.

+ References

No definition available.

+ Details

Name:us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOpti

Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

-Definition

Number of shares issued during the period as a result of the conversion of convertible securities.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(30\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E](http://www.xbrl.org/2003/role/disclosureRef-Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)Reference 6: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities
Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period
Type:duration

- Definition

The number of shares issued during the period upon the conversion of units. An example of a convertible unit is an umbrella partnership real estate investment trust unit (UPREIT unit).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>

Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(28\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesConversionOfUnits Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of new stock issued during the period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards>

Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \(SX 210.6-09\(4\)\(b\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \(SX 210.6-03\(i\)\(1\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3)Reference 7: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.3-04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix:us-gaap_
Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

- Definition

Total number of shares issued during the period, including shares forfeited, as a result of Restricted Stock Awards.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardGross Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Reduction in the number of shares during the period as a result of a reverse stock split.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesReverseStockSplits Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of share options (or share units) exercised during the current period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>
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Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(02\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(02)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace
Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:
duration

-Definition

Value of stock issued during the period upon the conversion of units. An example of a convertible unit is an umbrella partnership real estate investment trust unit (UPREIT unit).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>

Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(31\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(31))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueConversionOfUnits Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Equity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147479168/946-830-55-11>Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 4-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478009/946-205-45-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 4-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478009/946-205-45-4)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix:us-gaap_
Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Aggregate value of stock related to Restricted Stock Awards issued during the period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardGross Namespace
Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:
duration

-Definition

Period between issuance and expiration of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

[+ Details](#)

Name:us-gaap_WarrantsAndRightsOutstandingTerm Namespace Prefix:us-gaap_ Data Type:xbrli:durationItem Type:Balance Type:na Period Type:instant

[- Details](#)

Name:us-gaap_StatementClassOfStockAxis=us-gaap_SeriesAPreferredStockMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:dei_LegalEntityAxis=SHPH_BousteadSecuritiesLLCMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:us-gaap_SubsidiarySaleOfStockAxis=us-gaap_IPOMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:us-gaap_StatementClassOfStockAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=SHPH_AllianceGlobalPart Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:us-gaap_SubsidiarySaleOfStockAxis=SHPH_OfferingMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:us-gaap_TypeOfArrangementAxis=SHPH_PurchaseAgreementMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpen Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:srt_TitleOfIndividualAxis=SHPH_DirectorsAndOfficersMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:srt_TitleOfIndividualAxis=SHPH_DirectorsOfficersAndConsultantsMember Namespace Prefix: Data Type:na Balance Type:Period Type:

[- Details](#)

Name:us-gaap_AwardTypeAxis=us-gaap_RestrictedStockMember Namespace Prefix:

Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_PlanNameAxis=SHPH_TwoThousandEighteenEquityIncentivePlanMembe

Namespace Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_DebtInstrumentAxis=SHPH_AltoConvertibleNoteMember Namespace

Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_DebtInstrumentAxis=SHPH_BridgeFinancingMember Namespace

Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_DebtInstrumentAxis=SHPH_TwentyTwentyTwoConvertibleNoteDerivativ

Namespace Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_DebtInstrumentAxis=SHPH_DecemberTwentyThousandTwentyOneNotes

Namespace Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_DebtInstrumentAxis=SHPH_AugustTwoThousandAndTwentyTwoNotesM

Namespace Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_DebtInstrumentAxis=SHPH_TwentyTwentyTwoConvertibleBridgeNotesM

Namespace Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember

Namespace Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_SubsidarySaleOfStockAxis=us-gaap_OverAllotmentOptionMember

Namespace Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_SubsidarySaleOfStockAxis=SHPH_BlackScholesModelMember

Namespace Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember Namespace

Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_StatementEquityComponentsAxis=SHPH_WarrantLiabilityBousteadPlace

Namespace Prefix: Data Type:na Balance Type: Period Type: XML 64 R44.htm IDEA:

XBRL DOCUMENT

Schedule of Monte Carlo Simulation Assumption (Details) 12 Months Ended

Dec. 31, 2023

USD (\$)

\$/shares

Sep. 30, 2024

\$/shares

Jan. 11, 2023

\$/shares

Aug. 31, 2022

Time period (years) 4 years 6 monthsAlto Warrants [Member] Estimated fair value /

⁽¹⁾\$ 410,660 Measurement Input, Price Volatility [Member] Warrants

measurement input110110 Measurement Input, Price Volatility [Member] / Minimum

[Member] / Equity Option [Member] Debt Instrument, Measurement Input⁽¹⁾34.23

Measurement Input, Price Volatility [Member] / Minimum [Member] / Warrant

[Member] Warrants measurement input⁽²⁾92.04 Measurement Input, Price

~~Volatility [Member] / Minimum [Member] / Alto Warrants [Member] — Debt Instrument, Measurement Input^[1]77.51 — Measurement Input, Price Volatility [Member] / Maximum [Member] / Equity Option [Member] — Debt Instrument, Measurement Input^[1]59.15 — Measurement Input, Price Volatility [Member] / Maximum [Member] / Warrant [Member] — Warrants measurement input^[2]101.79 — Measurement Input, Price Volatility [Member] / Maximum [Member] / Alto Warrants [Member] — Debt Instrument, Measurement Input^[1]92.33 — Measurement Input, Risk Free Interest Rate [Member] — Warrants measurement input3.533.53 — Measurement Input, Risk Free Interest Rate [Member] / Minimum [Member] / Equity Option [Member] — Debt Instrument, Measurement Input^[1]4.68 — Measurement Input, Risk Free Interest Rate [Member] / Minimum [Member] / Warrant [Member] — Warrants measurement input^[2]3.64 — Measurement Input, Risk Free Interest Rate [Member] / Minimum [Member] / Alto Warrants [Member] — Debt Instrument, Measurement Input^[1]4.01 — Measurement Input, Risk Free Interest Rate [Member] / Maximum [Member] / Equity Option [Member] — Debt Instrument, Measurement Input^[1]5.60 — Measurement Input, Risk Free Interest Rate [Member] / Maximum [Member] / Warrant [Member] — Warrants measurement input^[2]4.93 — Measurement Input, Risk Free Interest Rate [Member] / Maximum [Member] / Alto Warrants [Member] — Debt Instrument, Measurement Input^[1]5.23 — Measurement Input Volume Weighted Average Price [Member] / Equity Option [Member] — Debt Instrument, Measurement Input^[1]4.72 — Measurement Input Volume Weighted Average Price [Member] / Warrant [Member] — Warrants measurement input^[2]1.31 — Debt Instrument, Measurement Input12.64 — Measurement Input Volume Weighted Average Price [Member] / Minimum [Member] / Alto Warrants [Member] — Debt Instrument, Measurement Input^[1]4.72 — Measurement Input, Exercise Price [Member] / Warrant [Member] — Warrants measurement input^[2]1.93 — Measurement Input, Exercise Price [Member] / Alto Warrants [Member] — Debt Instrument, Measurement Input^[1]18.80 — Measurement Input, Default Rate [Member] / Minimum [Member] / Warrant [Member] — Warrants measurement input^[2]0 — Measurement Input, Default Rate [Member] / Minimum [Member] / Alto Warrants [Member] — Debt Instrument, Measurement Input^[1]5 — Measurement Input, Default Rate [Member] / Maximum [Member] / Warrant [Member] — Warrants measurement input^[2]40 — Measurement Input, Default Rate [Member] / Maximum [Member] / Alto Warrants [Member] — Debt Instrument, Measurement Input^[1]25 — Illiquidity Discount [Member] / Equity Option [Member] — Debt Instrument, Measurement Input^[1]17 — Illiquidity Discount [Member] / Warrant [Member] — Warrants measurement input^[2](14) — Illiquidity Discount [Member] / Alto Warrants [Member] — Debt Instrument, Measurement Input^[1]17 — Measurement Input, Expected Term [Member] — Time period (years)5 years5 years — Measurement Input, Expected Term [Member] / Minimum [Member] / Equity Option [Member] — Time period (years)^[1]0 years — Measurement Input, Expected Term [Member] / Minimum [Member] / Warrant [Member] — Time period (years)^[2]29 days — Measurement Input, Expected Term [Member] / Minimum [Member] / Alto Warrants [Member] — Time period (years)^[1]6 months 10 days — Measurement Input, Expected Term [Member] / Maximum [Member] / Equity Option [Member] — Time period (years)^[1]1 year 2 months 12 days — Measurement Input, Expected Term [Member] / Maximum [Member] / Warrant [Member] — Time period (years)^[2]2 years 3 months 10 days — Measurement Input, Expected Term [Member] / Maximum [Member] / Alto Warrants [Member] — Time period (years)^[1]3 years 10 days — Measurement Input Estimated Fair Value [Member] / Equity Option [Member] — Estimated fair value issuance / \$^[1]\$ 1,442,000 — Estimated fair value / \$^[1]3,852 — Measurement Input Estimated Fair Value [Member] / Alto Warrants [Member] — Estimated fair value issuance / \$^[1]\$ 1,189,000 —~~

~~[1]Based on a Monte Carlo simulation analysis of 50,000 iterations~~

~~[2]~~

~~Based on a Monte~~

-Definition

Addition of new derivatives recognized as debt discounts.

+ References

No definition available.

+ Details

Name: SHPH_AdditionOfNewDerivativesRecognizedAsDebtDiscounts Namespace Prefix:

SHPH_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration

-Definition

Value of input used to measure debt instrument, including, but not limited to, convertible and non-convertible debt.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_DebtInstrumentMeasurementInput Namespace Prefix:us-gaap_ Data Type:xbrli:decimalItemType Balance Type:na Period Type:instant

- Definition

Period of time between issuance and maturity of debt instrument, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

No definition available.

+ Details

Name:us-gaap_DebtInstrumentTerm Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:duration

- Definition

Fair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurring Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Value of input used to measure outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur:

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_WarrantsAndRightsOutstandingMeasurementInput Namespace Prefix:us-gaap_ Data Type:xbrli:decimalItemType Balance Type:na Period Type:instant

-Definition

Period between issuance and expiration of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

~~**Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)**~~
~~**Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)**~~
~~**Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)**~~

+ Details

~~**Name:us-gaap_WarrantsAndRightsOutstandingTerm Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType Balance Type:na Period Type:instant**~~

-Details

~~**Name:us-gaap_StatementEquityComponentsAxis=SHPH_AltoWarrantsMember Namespace Prefix: Data Type:na Balance Type: Period Type:**~~

-Details

~~**Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputPriceVolatilityA Namespace Prefix: Data Type:na Balance Type: Period Type:**~~

-Details

~~**Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance Type: Period Type:**~~

-Details

~~**Name:us-gaap_DerivativeInstrumentRiskAxis=us-gaap_StockOptionMember Namespace Prefix: Data Type:na Balance Type: Period Type:**~~

-Details

~~Name:us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember_Namespace~~

~~Prefix: Data Type:na Balance Type: Period Type:~~

~~[-Details](#)~~

~~Name:srt_RangeAxis=srt_MaximumMember_Namespace Prefix: Data Type:na Balance~~

~~Type: Period Type:~~

~~[-Details](#)~~

~~Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeIntere~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~[-Details](#)~~

~~Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputVolumeWeighted~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~[-Details](#)~~

~~Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExercisePriceM~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~[-Details](#)~~

~~Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputDefaultRateMe~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~[-Details](#)~~

~~Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputIlliquidityDiscow~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~[-Details](#)~~

~~Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedTermA~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~[-Details](#)~~

~~Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputEstimatedFairVa~~

~~Namespace Prefix: Data Type:na Balance Type: Period Type: XML 65 R45.htm IDEA:~~

~~XBRL DOCUMENT~~

~~Schedule of Derivative Liabilities (Details) - USD (\$)3 Months Ended12 Months Ended~~

~~Sep. 30, 2024~~

~~Jun. 30, 2024~~

~~Mar. 31, 2024~~

~~Dec. 31, 2023~~

~~Dec. 31, 2022~~

~~[Alto Warrants \[Member\]](#) — [Balance, warrants](#)^[H] \$ 410,660 [Balance, warrants](#)^[H] —~~

~~[\\$ 410,660 Accelerated Feature \[Member\]](#) — [Balance, warrants](#)\$ 504\$ 2,0353,852 [Gain](#)~~

~~[on change in fair value of the derivative](#)(504)(1,531)(1,817) [Balance, warrants](#)504~~

~~[2,0353,852 Gain loss on change in fair value](#)5041,5311,817 [Fair Value, Inputs, Level 3](#)~~

~~[\[Member\]](#) — [Balance, warrants](#)359,919214,615410,660 [Gain on change in fair value of](#)~~

~~[the derivative](#)(285,812)145,304(196,045) [Balance, warrants](#)74,107359,919214,615~~

~~[410,660 Gain loss on change in fair value](#)\$ 285,812\$ (145,304)196,045 [Fair Value,](#)~~

~~[Inputs, Level 3 \[Member\]](#) | [December 2021 Notes Derivative \[Member\]](#) — [Balance,](#)~~

~~[warrants](#) \$ 367,000Gain on change in fair value of the derivative 205,000Balance,~~

~~[warrants](#) — [Addition of new derivatives](#) — [Gain loss on change in fair value](#) (205,000)~~

~~[Settlements](#) — (162,000)Fair Value, Inputs, Level 3 [Member] | [August 2022 Notes](#)~~

~~[Derivative \[Member\]](#) — [Balance, warrants](#) — [Gain on change in fair value of the](#)~~

~~[derivative](#) (44,000)Balance, warrants — [Addition of new derivatives](#) — [Gain loss on](#)~~

~~[change in fair value](#) 44,000Settlements — (120,000)Fair Value, Inputs, Level 3~~

~~[\[Member\]](#) | [2022 Convertible Notes Derivative \[Member\]](#) — [Balance, warrants](#) — [Gain on](#)~~

~~[change in fair value of the derivative](#) (350,000)Balance, warrants — [Addition of new](#)~~

~~[derivatives](#) — [Gain loss on change in fair value](#) 350,000Settlements — (571,000)Fair~~

~~[Value, Inputs, Level 3 \[Member\]](#) | [Alto Acceleration Option \[Member\]](#) — [Balance,](#)~~

~~[warrants](#) 3,852Gain on change in fair value of the derivative 1,438,148Balance,~~

~~[warrants](#) 3,852Addition of new derivatives 1,442,000 Gain loss on change in fair~~

~~[value](#) (1,438,148)Fair Value, Inputs, Level 3 [Member] | [Alto Warrants \[Member\]](#) —~~

~~[Balance, warrants](#) \$ 410,660Gain on change in fair value of the derivative 778,340~~

~~*Balance, warrants 410,660 Addition of new derivatives 1,189,000 Gain loss on change in fair value \$ (778,340) Settlements Fair Value, Inputs, Level 3 [Member] / Notes Derivative [Member] Addition of new derivatives Fair Value, Inputs, Level 3 [Member] / August 2022 Notes Derivative [Member] Addition of new derivatives 76,000 Fair Value, Inputs, Level 3 [Member] / 2022 Convertible Notes Derivative [Member] Addition of new derivatives \$ 221,000 [1] Based on a Monte Carlo simulation analysis of 50,000 iterations*~~

~~*+ Definition*~~

~~*Addition of new derivatives recognized as debt discounts.*~~

~~*+ References*~~

~~*No definition available.*~~

~~*+ Details*~~

~~*Name: SHPH_AdditionOfNewDerivativesRecognizedAsDebtDiscounts Namespace Prefix: SHPH_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration*~~

~~*+ Definition*~~

~~*Derivative gain loss on derivative warrants.*~~

~~*+ References*~~

~~*No definition available.*~~

~~*+ Details*~~

~~*Name: SHPH_DerivativeGainLossOnDerivativeWarrants Namespace Prefix: SHPH_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration*~~

~~*+ Definition*~~

~~*Derivative Settlements on Derivative [Warrants]*~~

~~*+ References*~~

~~*No definition available.*~~

~~*+ Details*~~

~~*Name: SHPH_DerivativeSettlementsOnDerivativeWarrants Namespace Prefix: SHPH_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration*~~

~~*+ Definition*~~

~~*Fair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing.*~~

~~*+ References*~~

~~*Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3) Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)*~~

+ Details

Name:us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurring
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:instant

-Details

Name:us-gaap_StatementEquityComponentsAxis=SHPH_AltoWarrantsMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_StatementScenarioAxis=SHPH_AcceleratedFeatureMember Namespace
Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DebtInstrumentAxis=SHPH_DecemberTwoThousandTwentyOneNotesDer
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DebtInstrumentAxis=SHPH_AugustTwoThousandTwentyTwoNotesDeriva
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DebtInstrumentAxis=SHPH_TwoThousandTwentyTwoConvertibleNotesD
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_AwardTypeAxis=SHPH_AltoAccelerationOptionMember Namespace
Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=SHPH_NotesDerivativeMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=SHPH_AugustTwoThousandTwentyTw
Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=SHPH_TwoThousandTwentyTwoConve
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 66-R46.htm IDEA:
XBRL DOCUMENT

Derivative Liabilities	Sep.	Dec.	Jan.	Jan.	Dec.	Aug.	Aug.	Apr.	Apr.	Dec.	Dec.
(Details Narrative)-	30,	31,	31,	11,	31,	31,	01,	30,	29,	31,	28,
USD (\$)	2024	2023	2023	2023	2022	2022	2022	2022	2022	2021	2021
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]											
Number of warrants issued	127,260	62,500									
Exercise price per share	\$ 1.93										
Derivative liability non-current	\$ 111.04	\$ 16.00	\$ 20.00	\$ 8.00	\$ 16.00	\$ 8.00	\$ 8.00				
Derivative fair value	\$ 74,107	\$ 414,512	\$ 1,189,000								
Warrants price	\$ 410,660	\$ 1,189,000									
Warrant [Member]											
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]											
Number of warrants issued	127,260										
Exercise price per share	\$ 18.80										
Measurement Input											
Volume Weighted Average Price [Member] / Warrant [Member]											
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]											
Share price	12.64										
Derivative discount percentage	14.00%										
Securities Purchase Agreement [Member]											
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]											
Number of warrants issued	127,260										
Exercise price per share	\$ 1.93										
Derivative liability non-current	\$ 1,442,000										
Derivative liability	\$ 1,442,000										
Securities Purchase Agreement [Member] / Warrant [Member]											
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]											
Exercise price per share	\$ 18.80										

-Definition

Class pf warrant or right number of securities called by warrants or rights value.

+References

No definition available.

+Details

Name:SHPH_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRightsVal
Namespace Prefix:SHPH_ Data Type:xbkli:monetaryItemType Balance Type:credit
Period Type:instant

-Definition

Derivative discount percentage.

+References

No definition available.

+Details

Name:SHPH_DerivativeDiscountPercentage Namespace Prefix:SHPH_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:instant

-Definition

Exercise price per share or per unit of warrants or rights outstanding.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_Namespace
Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:
instant

- Definition

Number of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:instant

- Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 808-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479402/808-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 808-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479402/808-10-50-1)

+ Details

Name:us-gaap_CollaborativeArrangementsAndNoncollaborativeArrangementTransaction
Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period
Type:duration

- Definition

Value of input used to measure debt instrument, including, but not limited to, convertible and non-convertible debt.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_DebtInstrumentMeasurementInput Namespace Prefix:us-gaap_ Data Type:xbrli:decimalItemType Balance Type:na Period Type:instant

- Definition

Fair value of the assets less the liabilities of a derivative or group of derivatives.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-10>

+ Details

Name:us-gaap_DerivativeFairValueOfDerivativeNet Namespace Prefix:us-gaap_ Data Type:xbli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(e\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (e)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph \(a\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-6)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-1)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(b\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (b)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478795/946-210-50-1)Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name>

Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-1>Reference
14: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name>
Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(2)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-1>Reference
15: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name>
Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (f)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-6>Reference
16: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name>
Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(3)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147478795/946-210-50-6>Reference
17: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name>
Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX
210.6-04(9)(e)) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147479170/946-](https://asc.fasb.org/1943274/2147479170/946-210-S99-1)
210-S99-1Reference 18: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name)
SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C-
Subparagraph (SX 210.12-13C(Column H)(Footnote 7)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5C>Reference 19:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name>
Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX
210.6-04(9)(b)) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147479170/946-](https://asc.fasb.org/1943274/2147479170/946-210-S99-1)
210-S99-1Reference 20: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name)
SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1-
Subparagraph (SX 210.6-04(9)(d)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 21:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name>
Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX
210.12-13(Column G)(Footnote 8)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5>Reference 22:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name>
Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX
210.12-13C(Column H)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5C>Reference 23:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name>
Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX
210.12-13(Column G)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5>Reference 24:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name>
Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX
210.12-13A(Column E)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5A>Reference 25:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name>
Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX
210.12-13B(Column E)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5B>Reference 26:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 320-Name>
Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX
210.12-13B(Column E)(Footnote 4)) -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147477271/946-320-S99-5B>Reference 27:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name>
Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c)-
Publisher FASB -URI <https://asc.fasb.org/1943274/2147483466/210-20-50-3>Reference
28: <http://www.xbrl.org/2003/role/exampleRef-Topic 210-SubTopic 20-Name>
Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147483444/210-20-55-22>Reference 29:
<http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name>
Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI
<https://asc.fasb.org/1943274/2147483444/210-20-55-10>Reference 30:

~~**<http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147482907/825-10-50-10>**~~

+ Details

Name:us-gaap_DerivativeLiabilities Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled after one year or the normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483466/210-20-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483466/210-20-50-3)

+ Details

Name:us-gaap_DerivativeLiabilitiesNoncurrent Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputVolumeWeighted Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_TypeOfArrangementAxis=SHPH_SecuritiesPurchaseAgreementMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 67 R47.htm IDEA: XBRL DOCUMENT

<u>Related Party Transactions (Details Narrative) - USD</u>	<u>9 Months Ended</u>	<u>12 Months Ended</u>
<u>(\$)</u>		
<u>Sep. 30, 2024</u>		
<u>Sep. 30, 2023</u>		
<u>Dec. 31, 2023</u>		

Dec. 31, 2022

Research, development expense \$ 0 \$ 1,058,348 \$ 3,500,000 \$ 1,000,000.0 TCG Green Chem Inc [Member] — Payments to invoices in research and development \$ 1,096,370 \$ 450,000

-Definition

Payments to invoices in research and development.

+ References

No definition available.

+ Details

Name: SHPH_PaymentsToInvoicesInResearchAndDevelopment Namespace Prefix: SHPH_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration

-Definition

Amount of other research and development expense.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 730-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482916/730-10-50-1>

+ Details

Name: us-gaap_OtherResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration

-Details

Name: dei_LegalEntityAxis=SHPH_TCGGreenChemIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 68 R48.htm IDEA: XBRL DOCUMENT

<u>Subsequent Events (Details Narrative)</u>	<u>1 Months Ended</u>	<u>3 Months Ended</u>	<u>9 Months Ended</u>	<u>12 Months Ended</u>

Oct. 31, 2024

USD (\$)

\$/shares

shares

Oct. 21, 2024

USD (\$)

\$/shares

shares

Oct. 14, 2024

USD (\$)

\$/shares

shares

Jul. 30, 2024

USD (\$)

Jun. 13, 2024

~~USD (\$)~~
~~shares~~
~~Mar. 08, 2024~~
~~USD (\$)~~
~~shares~~
~~Feb. 07, 2024~~
~~USD (\$)~~
~~Aug. 31, 2023~~
~~d~~
~~\$ / shares~~
~~Dec. 28, 2021~~
~~USD (\$)~~
~~\$ / shares~~
~~shares~~
~~Oct. 31, 2024~~
~~USD (\$)~~
~~\$ / shares~~
~~shares~~
~~Sep. 30, 2024~~
~~USD (\$)~~
~~shares~~
~~Jun. 30, 2024~~
~~USD (\$)~~
~~shares~~
~~Mar. 31, 2024~~
~~USD (\$)~~
~~shares~~
~~Sep. 30, 2023~~
~~USD (\$)~~
~~shares~~
~~Sep. 30, 2024~~
~~USD (\$)~~
~~shares~~
~~Sep. 30, 2023~~
~~USD (\$)~~
~~shares~~
~~Dec. 31, 2023~~
~~USD (\$)~~
~~shares~~
~~Dec. 31, 2022~~
~~USD (\$)~~
~~\$ / shares~~
~~shares~~
~~Dec. 31, 2024~~
~~shares~~
~~Aug. 13, 2024~~
~~\$ / shares~~
~~shares~~
~~Aug. 06, 2024~~
~~USD (\$)~~
~~Jan. 31, 2023~~
~~\$ / shares~~
~~shares~~
~~Jan. 11, 2023~~
~~\$ / shares~~
~~Sep. 30, 2022~~
~~USD (\$)~~
~~Aug. 31, 2022~~

\$/shares
Aug. 01, 2022
 \$/shares
Apr. 30, 2022
 \$/shares
Apr. 29, 2022
 \$/shares
Dec. 31, 2021
 \$/shares
Mar. 09, 2021

<u>Subsequent Event [Line Items]</u>		<u>Convertible notes payable</u>	
\$ 10,000,000.0	\$ 10,000,000.0	\$ 10,000,000	<u>Proceeds from issuance of debt</u>
\$ 494,925	<u>Outstanding balance percentage</u>	10.00%	10.00%
1.00%	<u>Exercise price / \$ / shares</u>	\$ 8.00	\$ 111.04 \$ 1.93 \$ 16.00 \$ 20.00
\$ 8.00 \$ 16.00 \$ 8.00	<u>Expected years</u>	4 years 6 months	<u>Proceeds from</u>
<u>convertible notes payable</u>	\$ 3,935,000	3,935,000	\$ 550,715 <u>Repayment of</u>
<u>convertible note</u>	\$ 846,806	334,444	<u>Common stock issued for cash upon</u>
<u>initial public offering and exercise of warrants, net of issuance costs, as restated,</u>			
<u>shares / shares</u>	3,750	<u>Number of warrants issued / shares</u>	62,500
127,260	<u>Share Price / \$ / shares</u>	\$ 1.00	\$ 16.00 \$ 1.00 \$ 18.80
<u>Consecutive trading days / d</u>	30	<u>Sale of stock consideration received</u>	
<u>per transaction</u>	\$ 2,250,000	<u>Share based payment award description</u>	

(i) one share of the Company's common stock, (ii) a warrant to purchase one share of the Company's common stock exercisable at a purchase price of \$18.80 per share, and (iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics.

<u>Proceeds from issuance of common stock</u>		\$ 4,500,000
<u>Restricted stock value</u>	<u>Convertible debt</u>	\$ 2,254,856
\$ 500,000	<u>Purchase Agreement [Member]</u>	<u>Subsequent Event [Line</u>
<u>Items]</u>	<u>Escrow deposit</u>	2,250,000 <u>Right offering</u>
4,500,000	<u>Escrow deposit</u>	\$ 2,250,000 <u>Initial public</u>
<u>offering description</u>		

Unless the parties waive the conditions to closing, in the event the full \$4,500,000 is not raised, whether through SRO LLC or through the Company's existing stockholders, the Company will not close on the offering and any funds raised and held in escrow will be returned to investors

<u>Common Stock [Member]</u>		<u>Subsequent Event [Line</u>
<u>Items]</u>	<u>Common stock issued for cash upon initial public offering and</u>	<u>exercise of warrants, net of issuance costs, as restated, shares / shares</u>
297,625	<u>Share Price / \$ / shares</u>	\$ 32.00 <u>Restricted</u>
352,443	<u>5,002</u>	3,722
<u>stock units / shares</u>	15,625	1,876
<u>Restricted stock value</u>	24,349	1,876
<u>Subsequent Event [Member]</u>		
<u>Subsequent Event [Line Items]</u>	<u>Exercise price / \$ / shares</u>	\$ 1.42
\$ 1.42	<u>Number of warrants issued / shares</u>	329,461 329,461
<u>Proceeds from Issuance or Sale of Equity</u>	\$ 10,000,000	\$ 3,900,000
<u>Share Price / \$ / shares</u>	\$ 1.00	<u>Reverse common stock shares</u>
<u>outstanding / shares</u>	2,008,689	2,111,235 <u>Sale of stock consideration</u>
<u>received per transaction</u>	\$ 2,250,000	<u>Share based payment award</u>
<u>description</u>		

(i) one share of SHPH common stock, (ii) a warrant to purchase one share of SHPH common stock exercisable at a purchase price of \$18.80 per share, and (iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics.

<u>Proceeds from issuance of common stock</u>		\$ 4,500,000
<u>Subsequent Event [Member] / Purchase Agreement [Member]</u>		
<u>Subsequent Event [Line Items]</u>	<u>Escrow deposit</u>	2,250,000
<u>Right offering</u>	4,500,000	<u>Escrow deposit</u> \$ 2,250,000

Initial public offering description

Unless the parties waive the conditions to closing, in the event the full \$4,500,000 is not raised, whether through SRO LLC or through SHPH's existing stockholders, the Company will not close on the offering and any funds raised and held in escrow will be returned to investors.

Subsequent Event [Member] / Chief Financial Officer [Member]

Subsequent Event [Line Items]	Restricted stock units / shares
28,455,12,500	Restricted stock value \$ 100,000\$ 41,840

Subsequent Event [Member] / Investor [Member]

Subsequent Event [Line Items]	Convertible debt

\$ 600,000	Subsequent Event [Member] / Alliance Global Partners [Member]

Subsequent Event [Line Items]	Exercise price / \$ / shares

\$ 1.40	\$ 1.40	Shares Issued, Price Per Share / \$ / shares	\$ 1.525

\$ 1.525	Proceeds from Issuance or Sale of Equity	\$ 4,500,000

Subsequent Event [Member] / Alliance Global Partners [Member] / Common Stock [Member]

Subsequent Event [Line Items]	Shares issued / shares		
395,574	395,574	Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs, as restated, shares / shares	2,950,820

2,950,820	2,950,820	Number of warrants issued / shares

Subsequent Event [Member] / Alliance Global Partners [Member] / Pre-funded Warrant [Member]	Subsequent Event [Line Items]

Event [Line Items]	Exercise price / \$ / shares	\$ 0.001	\$ 0.001

Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs, as restated, shares / shares2,555,246

Number of warrants issued / shares	2,555,246	2,555,246	Shares Issued, Price Per Share / \$ / shares	\$ 1.524	\$ 1.524	Sale of Stock, Price Per Share / \$ / shares	\$ 0.001	\$ 0.001	Convertible Bridge Notes [Member] / Subsequent Event [Member]

Subsequent Event [Member]	Subsequent Event [Line Items]

Convertible notes payable	\$ 600,000	Accruing interest percentage	14.50%	Original issue discount percentage	5.00%	5.00%

Proceeds from issuance of debt	\$ 220,000	\$ 570,000

Outstanding balance percentage	107.00%	Secured debt	231,579

Proceeds from secured debt	\$ 790,000	Convertible Bridge Notes [Member] / Subsequent Event [Member] / Chief Executive Officer [Member]

Subsequent Event [Line Items]	Proceeds from convertible notes payable	\$ 237,500	Repayment of convertible note	\$ 250,000

Convertible Bridge Notes [Member] / Subsequent Event [Member] / Lenders [Member]	Subsequent Event [Line Items]

Warrants to purchase shares of common stock / shares	88,544	240,917

Exercise price / \$ / shares	\$ 1.49	\$ 1.40	Expected years

5 years	5 years	Convertible Bridge Notes [Member] / Subsequent Event [Member] / Maximum [Member]	Subsequent Event [Line Items]

Convertible notes payable	\$ 1,300,000

Convertible notes payable \$ 1,300,000

Convertible Bridge Notes [Member] / Subsequent Event [Member] / Lenders [Member]

Warrants to purchase shares of common stock / shares	88,544	240,917

Exercise price / \$ / shares	\$ 1.49	\$ 1.40	Expected years

5 years	5 years	Convertible Bridge Notes [Member] / Subsequent Event [Member] / Maximum [Member]	Subsequent Event [Line Items]

Convertible notes payable	\$ 1,300,000

Convertible notes payable \$ 1,300,000

-Definition

Additional escrow deposit.

+References

No definition available.

+Details

Name:SHPH_AdditionalEscrowDeposit Namespace Prefix:SHPH_ Data Type:

xb:li:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Initial public offering description.

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_InitialPublicOfferingDescription Namespace Prefix:SHPH_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

[- Definition](#)

Reverse common stock shares outstanding.

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_ReverseCommonStockSharesOutstanding Namespace Prefix:SHPH_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

[- Definition](#)

Exercise price per share or per unit of warrants or rights outstanding.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

[+ Details](#)

Name:us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

[- Definition](#)

Number of securities into which each warrant or right may be converted. For example, but not limited to, each warrant may be converted into two shares.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

[- Definition](#)

Number of securities into which the class of warrant or right may be converted. For

example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+ Details

Name:us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights
Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:instant

- Definition

Including the current and noncurrent portions, carrying amount of debt identified as being convertible into another form of financial instrument (typically the entity's common stock) as of the balance sheet date, which originally required full repayment more than twelve months after issuance or greater than the normal operating cycle of the company.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>

+ Details

Name:us-gaap_ConvertibleDebt Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Including the current and noncurrent portions, carrying value as of the balance sheet date of a written promise to pay a note, initially due after one year or beyond the operating cycle if longer, which can be exchanged for a specified amount of one or more securities (typically common stock), at the option of the issuer or the holder.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\)-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22))-SubTopic 10-Topic 210-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(16\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(16))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(16\)\(a\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(16)(a)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)

[+ Details](#)

Name:us-gaap_ConvertibleNotesPayable Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

[- Definition](#)

The rate of interest that was being paid on the original debt issue that is being converted in the noncash (or part noncash) transaction. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period.

[+ References](#)

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-3>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 50-Paragraph 5-Publisher FASB-URI https://asc.fasb.org/1943274/2147482913/230-10-50-5>

[+ Details](#)

Name:us-gaap_DebtConversionOriginalDebtInterestRateOfDebt Namespace Prefix: us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

[- Definition](#)

Threshold period of specified consecutive trading days within which common stock price to conversion price of convertible debt instrument must exceed threshold percentage for specified number of trading days to trigger conversion feature.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_DebtInstrumentConvertibleThresholdConsecutiveTradingDays1
Namespace Prefix:us-gaap_ Data Type:xbrli:integerItemType Balance Type:na Period
Type:duration

-Definition

Effective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium.

+References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482949/835-30-55-8>

Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482900/835-30-50-1>

Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-2>

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-6>

[+ Details](#)

Name:us-gaap_DebtInstrumentInterestRateEffectivePercentage **Namespace Prefix:**us-gaap_ **Data Type:**dtr-types:percent**ItemType** **Balance Type:**na **Period Type:**instant

[- Definition](#)

Contractual interest rate for funds borrowed, under the debt agreement.

[+ References](#)

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(22\)\(a\)\(1\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(22)(a)(1))-Publisher FASB-URI)

https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2:

http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (b)-Publisher FASB-URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1B>

[+ Details](#)

Name:us-gaap_DebtInstrumentInterestRateStatedPercentage **Namespace Prefix:**us-gaap_ **Data Type:**dtr-types:percent**ItemType** **Balance Type:**na **Period Type:**instant

[- Definition](#)

The designation of funds furnished by a borrower to a lender to assure future payments

of the borrower's real estate taxes and insurance obligations with respect to a mortgaged property. Escrow deposits may be made for a variety of other purposes such as earnest money and contingent payments. This element excludes replacement reserves which are an escrow separately provided for within the US GAAP taxonomy.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(10\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(10))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 954-SubTopic 440-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(d\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 954-SubTopic 440-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478522/954-440-50-1>

+ Details

Name:us-gaap_EscrowDeposit Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

The cash inflow from the issuance of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 14-Subparagraph \(b\)](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 14-Subparagraph (b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>

+ Details

Name:us-gaap_ProceedsFromConvertibleDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

The cash inflow associated with the amount received from entity's first offering of stock to the public.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>

+Details

Name:us-gaap_ProceedsFromIssuanceInitialPublicOffering Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

The cash inflow from the additional capital contribution to the entity.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>

+Details

Name:us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

The cash inflow during the period from additional borrowings in aggregate debt. Includes proceeds from short-term and long-term debt.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph

~~(b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>~~

~~[+ Details](#)~~

~~Name:us-gaap_ProceedsFromIssuanceOfDebt Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~[- Definition](#)~~

~~The cash inflow from amounts received from issuance of long-term debt that is wholly or partially secured by collateral. Excludes proceeds from tax exempt secured debt.~~

~~[+ References](#)~~

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>~~

~~[+ Details](#)~~

~~Name:us-gaap_ProceedsFromIssuanceOfSecuredDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~[- Definition](#)~~

~~The cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity.~~

~~[+ References](#)~~

~~Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479886/946-10-S99-3>~~

+ Details

Name:us-gaap_ProceedsFromIssuanceOrSaleOfEquity Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash outflow from the repayment of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 15-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-15)

+ Details

Name:us-gaap_RepaymentsOfConvertibleDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of consideration received by subsidiary or equity investee in exchange for shares of stock issued or sold. Includes amount of cash received, fair value of noncash assets received, and fair value of liabilities assumed by the investor.

+ References

No definition available.

+ Details

Name:us-gaap_SaleOfStockConsiderationReceivedPerTransaction Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Per share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction.

+ References

No definition available.

+ Details

Name:us-gaap_SaleOfStockPricePerShare Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Carrying value as of the balance sheet date of the portion of long-term, collateralized debt obligations due within one year or the operating cycle, if longer. Such obligations include mortgage loans, chattel loans, and any other borrowings secured by assets of the borrower.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(19\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(19))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(13\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(13))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>

+ Details

Name:us-gaap_SecuredDebtCurrent Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Description of terms of share-based payment arrangement. Includes, but is not limited to, type of award or grantee and reason for issuance.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards>

~~***Codification - Topic 718 - SubTopic 10 - Section 50 - Paragraph 1 - Subparagraph (a) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147480429/718-10-50-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Topic 718 - SubTopic 10 - Section 50 - Paragraph 2 - Subparagraph (a) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>***~~

+ Details

~~***Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardDes Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***~~

- Definition

~~***Price of a single share of a number of saleable stocks of a company.***~~

+ References

~~***No definition available.***~~

+ Details

~~***Name:us-gaap_SharePrice Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant***~~

- Definition

~~***Number of shares of stock issued as of the balance sheet date, including shares that had been issued and were previously outstanding but which are now held in the treasury.***~~

+ References

~~***Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Section 50 - Paragraph 2 - SubTopic 10 - Topic 505 - Publisher FASB - URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>***~~

+ Details

Name:us-gaap_SharesIssued Namespace Prefix:us-gaap_ Data Type: xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Per share or per unit amount of equity securities issued.

+ References

No definition available.

+ Details

Name:us-gaap_SharesIssuedPricePerShare Namespace Prefix:us-gaap_ Data Type: dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

Number of new stock issued during the period.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-03\(i\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-03(i)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3)Reference 7: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

Name:us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

-Definition

Total number of shares issued during the period, including shares forfeited, as a result of Restricted Stock Awards.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+Details

Name:us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardGross Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period Type:duration

-Definition

Aggregate value of stock related to Restricted Stock Awards issued during the period.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardGross Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type: duration

- Definition

Detail information of subsequent event by type. User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 830-SubTopic 30-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481674/830-30-50-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 855-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147483399/855-10-50-2>

+ Details

Name:us-gaap_SubsequentEventLineItems Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

-Definition

Period between issuance and expiration of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_WarrantsAndRightsOutstandingTerm Namespace Prefix:us-gaap_ Data Type:xbrli:durationItemType:Balance Type:na Period Type:instant

-Details

Name:us-gaap_TypeOfArrangementAxis=SHPH_PurchaseAgreementMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_TitleOfIndividualAxis=srt_ChiefFinancialOfficerMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_TitleOfIndividualAxis=us-gaap_InvestorMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=SHPH_AllianceGlobalPart Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_StatementEquityComponentsAxis=SHPH_PrefundedWarrantMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_DebtInstrumentAxis=SHPH_ConvertibleBridgeNotesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_TitleOfIndividualAxis=srt_ChiefExecutiveOfficerMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=SHPH_LendersMember Namespace Prefix: Data Type:na Balance Type: Period Type:

-Details

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 69 R49.htm IDEA: XBRL DOCUMENT

<u>Schedule of Error Corrections And Prior Period Adjustments (Details) - USD (\$)</u>	<u>3 Months Ended</u>	<u>9 Months Ended</u>	<u>12 Months Ended</u>
<u>Sep. 30, 2022</u>			
<u>Aug. 01, 2022</u>			
<u>Sep. 30, 2024</u>			

Jun. 30, 2024
Mar. 31, 2024
Sep. 30, 2023
Jun. 30, 2023
Mar. 31, 2023
Sep. 30, 2024
Sep. 30, 2023
Dec. 31, 2023
Dec. 31, 2022
Dec. 31, 2021

Additional paid in capital \$ 31,664,226 \$ 29,402,533⁽¹⁾ \$ 31,664,226 \$ 29,402,533⁽¹⁾
\$ 29,489,055 \$ 26,518,433 \$ 12,063,940
Additional paid in capital (32,979,632) —
(23,792,804) (32,979,632) (23,792,804) (25,433,304) (18,840,581) (13,844,512) Research
and development, net of contract expense reimbursements 1,400,564 1,045,177 —
2,632,387 2,806,644 3,517,093 1,047,385 General and administrative 328,995 265,553 —
963,642 730,186 1,046,854 473,714 Legal and professional 1,322,002 288,416 —
2,323,013 1,072,728 1,328,435 822,727 Net loss from operations (3,051,561) —
(1,599,146) (5,919,042) (4,609,558) (5,892,382) (2,343,826) Interest expenses
(623,465) (1,952,147) — Financing fee (104,245) (104,245) (189,912) Change in fair
value of derivative liabilities \$ 286,316 \$ 442,900 \$ 340,405 \$ 2,118,175 2,216,488
(189,000) Change in fair value of warrant liabilities \$ (146,624) — (398,675) Loss on
extinguishment of debt \$ 1,531,852 — (1,795,652) Net loss — (4,996,069) —
Dividend on Series A Preferred Stock — (402,064) Deemed dividend on
extinguishment of Series A Preferred Stock — (439,427) Deemed dividend on
modification of equity-classified warrants, as restated — (941,000) Deemed
contribution on conversion of preferred stock and settlement of preferred stock
dividends, as restated — 31,423 Net loss attributable to common stockholders
— \$ (6,592,723) \$ (6,747,137) Net loss per shares - Basic \$ (1.59) \$ (0.91) \$ (3.45)
\$ (2.72) \$ (3.53) \$ (5.04) Net loss per shares - Diluted \$ (1.59) \$ (0.91) \$ (3.45)
\$ (2.72) \$ (3.53) \$ (5.04) Common stock issued for cash upon initial public offering and
exercise of warrants, net of issuance costs, as restated \$ 2,031,250 — \$ 9,951,356
2,031,249 Common stock issued for cash — Warrants exercised for cash —
Warrants issued for financing costs — \$ 90,816 \$ 90,816 14,662 Common stock
issued for conversion of accrued interest — Common stock issued upon conversion
of convertible debt and exercise of related warrants \$ 1,621,996 \$ 429,310 —
1,199,916 Common stock issued for exercise of warrants with settlement of notes
payable — 2,153,124 Stock-based compensation 45,275 \$ 71,162 \$ 111,449 37,583
\$ 49,522 8,333 181,960 237,547 Dividends on Series A preferred stock — (402,064) —
Common shares issued for dividends on and conversion of Series A preferred stock
— 402,064 Reclassification of fair value of warrant liability to equity upon initial public
offering — 881,553 Net loss (3,784,082) \$ (2,031,215) \$ (1,731,031) (1,792,754)
\$ (2,184,372) (975,097) \$ (7,546,328) \$ (4,952,223) (6,592,723) (4,996,069) Change in
fair value of derivative liabilities (286,316) (442,900) (340,405) (2,118,175)
(2,216,488) 189,000 Change in fair value of warrant liabilities \$ 146,624 — 398,675 —
Amortization of debt discount and finance fees — 1,079,444 1,654,724 2,123,049
377,384 Loss on settlement of convertible debt \$ 762,186 43,414 833,501 477,221
477,221 1,795,652 Fair value of freestanding instruments in excess of proceeds
189,912 Gain on interest relief on conversion of notes payable — Stock-based
compensation — 227,886 95,438 181,960 237,547 Accrued interest payable
(15,056) 106,578 110,453 18,378 Net cash used in operating activities — (4,637,068)
(4,518,973) (5,581,147) (2,666,411) Proceeds from issuance of common shares and
warrants — 9,995,513 Proceeds from convertible notes payable — 3,935,000
3,935,000 550,715 Proceeds from notes payable and warrants — 50,000 Payment for
finance costs related to convertible notes payable — (345,000) (345,000) (17,363) Net
cash provided by (used in) financing activities — (698,457) 2,904,527 2,570,083
10,578,865 Common stock issued upon conversion of convertible debt — 1,199,916 —
Common stock issued for exercise of warrants with settlement of notes payable
\$ 2,153,124 Common shares issued for dividends on and conversion of Series A

preferred stock 402,064 Warrants issued for financing fees, net of issuance fees
of \$8,727 and \$0, respectively 90,816 \$ 90,816 \$ 14,662 Warrantst of issuance fees
\$ 8,727 \$ 08,727 8,727 0 Nonrelated Party [Member] Interest expenses
(428,688) Previously Reported [Member] Additional paid in capital
19,456,841^[1] 19,456,841^[1] 19,543,363 16,572,741 14,150,948 Additional paid in capital
(13,847,112) (13,847,112) (15,487,612) (8,894,889) (5,795,432) Research and
development, net of contract expense reimbursements 3,084,488 1,148,712
General and administrative 452,342 538,796 Legal and professional
866,770 Net loss from operations (2,554,278) Financing fee Change in
fair value of derivative liabilities Change in fair value of warrant liabilities
94,025 Loss on extinguishment of debt Net loss (3,028,448) Dividend on
Series A Preferred Stock (71,009) Deemed dividend on extinguishment of Series
A Preferred Stock Deemed dividend on modification of equity-classified
warrants, as restated Deemed contribution on conversion of preferred stock and
settlement of preferred stock dividends, as restated Net loss attributable to
common stockholders \$ (3,099,457) Net loss per shares - Basic \$ (2.32)
Net loss per shares - Diluted \$ (2.32) Common stock issued for cash upon initial
public offering and exercise of warrants, net of issuance costs, as restated
Common stock issued for cash 10,008,095 Warrants exercised for cash
14,098 Warrants issued for financing costs 412,241 Common stock issued for
conversion of accrued interest 588,524 Common stock issued upon conversion of
convertible debt and exercise of related warrants Common stock issued for
exercise of warrants with settlement of notes payable 576,476 Stock-based
compensation 403,956 Dividends on Series A preferred stock (71,009)
Common shares issued for dividends on and conversion of Series A preferred stock
402,068 Reclassification of fair value of warrant liability to equity upon initial public
offering Net loss (3,028,448) Change in fair value of derivative liabilities
Change in fair value of warrant liabilities (94,025) Amortization of debt
discount and finance fees 885,505 Loss on settlement of convertible debt
Fair value of freestanding instruments in excess of proceeds Gain on interest
relief on conversion of notes payable 12,625 Stock-based compensation
403,956 Accrued interest payable (13,177) Net cash used in operating activities
(2,710,454) Proceeds from issuance of common shares and warrants
10,022,193 Proceeds from convertible notes payable 600,715 Proceeds from
notes payable and warrants Payment for finance costs related to convertible
notes payable Net cash provided by (used in) financing activities
10,622,908 Common stock issued upon conversion of convertible debt 588,524
Common stock issued for exercise of warrants with settlement of notes payable
\$ 576,476 Common shares issued for dividends on and conversion of Series A preferred
stock 402,068 Warrants issued for financing fees, net of issuance fees of \$8,727
and \$0, respectively \$ 412,241 Previously Reported [Member] / Nonrelated Party
[Member] Interest expenses (917,879) Revision of Prior Period.
Reclassification, Adjustment [Member] Additional paid in capital 9,945,692
^[1] 9,945,692^[1] 9,945,692 9,945,692^[2] 7,912,992^[3] Additional paid in capital
\$ (9,945,692) (9,945,692) \$ (9,945,692) (9,945,692) ^[4] \$ (8,049,080) ^[5] Research and
development, net of contract expense reimbursements (277,844) (101,327)
General and administrative \$ 277,844 (65,082) Legal and professional
(44,043) Net loss from operations 210,452 Financing fee (189,912)
Change in fair value of derivative liabilities (189,000) Change in fair value of
warrant liabilities (492,700) Loss on extinguishment of debt (1,795,652)
Net loss (1,967,621) Dividend on Series A Preferred Stock (331,055)
Deemed dividend on extinguishment of Series A Preferred Stock (439,427)
Deemed dividend on modification of equity-classified warrants, as restated
(941,000) Deemed contribution on conversion of preferred stock and settlement of
preferred stock dividends, as restated 31,423 Net loss attributable to common
stockholders \$ (3,647,680) Net loss per shares - Basic \$ (2.72) Net loss
per shares - Diluted \$ (2.72) Common stock issued for cash upon initial public
offering and exercise of warrants, net of issuance costs, as restated \$ 9,951,356

~~Common stock issued for cash (10,008,095) Warrants exercised for cash (14,098) Warrants issued for financing costs (397,579) Common stock issued for conversion of accrued interest (588,524) Common stock issued upon conversion of convertible debt and exercise of related warrants 1,199,916 Common stock issued for exercise of warrants with settlement of notes payable 1,576,648 Stock-based compensation (166,409) Dividends on Series A preferred stock (331,055) Common shares issued for dividends on and conversion of Series A preferred stock (4) Reclassification of fair value of warrant liability to equity upon initial public offering 881,553 Net loss (1,967,621) Change in fair value of derivative liabilities 189,000 Change in fair value of warrant liabilities 492,700 Amortization of debt discount and finance fees (508,121) Loss on settlement of convertible debt 1,795,652 Fair value of freestanding instruments in excess of proceeds 189,912 Gain on interest relief on conversion of notes payable (12,625) Stock-based compensation (166,409) Accrued interest payable 31,555 Net cash used in operating activities 44,043 Proceeds from issuance of common shares and warrants (26,680) Proceeds from convertible notes payable (50,000) Proceeds from notes payable and warrants 50,000 Payment for finance costs related to convertible notes payable (17,363) Net cash provided by (used in) financing activities (44,043) Common stock issued upon conversion of convertible debt 611,392 Common stock issued for exercise of warrants with settlement of notes payable \$ 1,576,648 Common shares issued for dividends on and conversion of Series A preferred stock (4) Warrants issued for financing fees, net of issuance fees of \$8,727 and \$0, respectively \$ (397,579) Revision of Prior Period, Reclassification, Adjustment [Member] / Nonrelated Party [Member] Interest expenses \$ 489,191~~

~~[1]The Reverse Stock Split (Note 1) also resulted in an adjustment to the condensed consolidated balance sheet for the period ended September 30, 2023 with an increase to additional paid in capital of \$ and an offsetting adjustment to the carrying value of common stock. 140~~

~~[2]Adjustments include corrections for stock compensation errors (increase of \$); recognition of Series A Preferred Stock accrued dividends (decrease of \$); correction of issuance cost recognition related to financing transactions (decrease of \$); corrections to the Company's initial classification and recognition of warrants issued in financing transactions (decrease of \$); reclassifications of warrants from liability to equity (increase of \$); correction in the application of extinguishment accounting upon settlement of debt instruments (increase of \$).~~

~~7,843,052 402,064 174,082 416,266 881,554 2,213,498~~

~~[3]Adjustments include adjustment to the carrying value of notes payable, including recognition of day 1 loss (decrease of \$); identification of costs to be recorded against Series A Preferred Stock carrying value (decrease of \$); and stock compensation adjustments (increase of \$).~~

~~7,351 89,118 8,009,461~~

~~[4]Adjustments include corrections for stock compensation errors (increase of \$); adjustment of the estimated Series A Preferred Stock warrant obligation fair value (increase of \$); reversal of accrued Series A Preferred Stock dividends (decrease of \$); recognition of bifurcated derivatives and recording of loss at issuance (increase of \$); correction of issuance cost recognition related to financing transactions (decrease of \$); and the aggregate adjustments to 2022 net loss as detailed below (increase of \$).~~

~~8,009,461 240,930 402,064 296,151 166,407 1,967,621 [5] Adjustments include reversal of dividend liability recorded (decrease of \$331,059); identification of deferred IPO costs (decrease of \$55,182); identification of costs to be recorded against Series A Preferred Stock carrying value (decrease of \$89,118); adjustment to the estimated fair value of warrant liability (increase of \$240,930); adjustment to the carrying value of notes payable, including recognition of day 1 loss (increase of \$274,048); and stock compensation adjustments (increase of \$8,009,461).~~

~~-Definition~~

~~Common shares issued for dividends on and conversion of series preferred stock.~~

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_CommonSharesIssuedForDividendsOnAndConversionOfSeriesPreferredSto
Namespace Prefix:SHPH_ Data Type:xbrli:sharesItemType Balance Type:na Period
Type:duration

[- Definition](#)

Common stock issued for cash.

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_CommonStockIssuedForCash Namespace Prefix:SHPH_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Common stock issued for exercise of warrants with settlement of notes payable.

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_CommonStockIssuedForExerciseOfWarrantsWithSettlementOfNotesPayabl
Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:credit
Period Type:duration

[- Definition](#)

Common stock issued upon conversion of convertible debt.

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_CommonStockIssuedUponConversionOfConvertibleDebt Namespace
Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:
duration

[- Definition](#)

Deemed contribution on conversion of preferred stock and settlement of preferred
stock dividends as restated.

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_DeemedContributionOnConversionOfPreferredStockAndSettlementOfPrefe
Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period

Type:duration

-Definition

Deemed dividend on extinguishment of series preferred stock.

+References

No definition available.

+Details

Name:SHPH_DeemedDividendOnExtinguishmentOfSeriesPreferredStock Namespace Prefix:SHPH_ Data Type:xbtli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Deemed dividend on modification of equity classified warrants as restated.

+References

No definition available.

+Details

Name:SHPH_DeemedDividendOnModificationOfEquityclassifiedWarrantsAsRestated Namespace Prefix:SHPH_ Data Type:xbtli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Dividends on series preferred stock.

+References

No definition available.

+Details

Name:SHPH_DividendsOnSeriesPreferredStock Namespace Prefix:SHPH_ Data Type:xbtli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Fair value of free standing Instruments In excess of proceeds.

+References

No definition available.

+Details

Name:SHPH_FairValueOfFreestandingInstrumentsInExcessOfProceeds Namespace Prefix:SHPH_ Data Type:xbtli:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Finance fee.

+References

No definition available.

+ Details

Name:SHPH_FinanceFee Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Gain on interest relief on conversion of notes payable.

+ References

No definition available.

+ Details

Name:SHPH_GainOnInterestReliefOnConversionOfNotesPayable Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Loss on settlement of convertible debt.

+ References

No definition available.

+ Details

Name:SHPH_LossOnSettlementOfConvertibleDebt Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Payment for finance costs related to convertible note payable.

+ References

No definition available.

+ Details

Name:SHPH_PaymentForFinanceCostsRelatedToConvertibleNotePayable Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Proceeds from issuance of common stock and exercise of warrants.

+ References

No definition available.

+ Details

Name:SHPH_ProceedsFromIssuanceOfCommonStockAndExerciseOfWarrants Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Proceeds from notes payable and warrants.

+ References

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_ProceedsFromNotesPayableAndWarrants Namespace Prefix:SHPH_Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~Reclassification of fair value of warrant liability to equity upon initial public offering.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_ReclassificationOfFairValueOfWarrantLiabilityToEquityUponInitialPublicO Namespace Prefix:SHPH_Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Warrants exercised for cash.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_WarrantsExercisedForCash Namespace Prefix:SHPH_Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Warrants issuance fees.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_WarrantsIssuanceFees Namespace Prefix:SHPH_Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Warrants issued for financing fees.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_WarrantsIssuedForFinancingFees Namespace Prefix:SHPH_Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock.~~

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147481372/852-10-55-10>
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(18\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(18))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\(a\)\(1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30)(a)(1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

+ Details

Name:us-gaap_AdditionalPaidInCapital Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 35-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147480483/718-10-35-2>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 718-SubTopic 20-Section 55-Paragraph 13-Publisher FASB-URI https://asc.fasb.org/1943274/2147481089/718-20-55-13>
Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 718-SubTopic>

+ Details

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisi
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:duration

- Definition

Amount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. Includes, but is not limited to, legal and accounting fees and direct costs associated with stock issues under a shelf registration.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI> <https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI) <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>

+ Details

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

Amount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1F>
Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-3>

+ Details

Name:us-gaap_AmortizationOfDebtDiscountPremium Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of increase (decrease) in the fair value of derivatives recognized in the income statement.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph \(b\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph (b)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A)

+ Details

Name:us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 52-Publisher FASB-URI https://asc.fasb.org/1943274/2147482635/260-10-55-52>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-)

Publisher FASB -URI <https://asc.fasb.org/1943274/2147478666/740-323-65-2>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 15-Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(e\)\(4\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (e)(4)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(f\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (f)-Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(a\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (a)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(b\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (b)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph \(a\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph (a)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7)Reference 12: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 60B-Subparagraph \(d\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 60B-Subparagraph (d)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)Reference 14: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4-Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 16: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 10-Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10>Reference 17: [http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(25\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(25))-Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(27\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(27))-Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(23\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(23))-Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 20: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 7-Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7>

+ Details

Name:us-gaap_EarningsPerShareBasic Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>

Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 52-Publisher FASB-URI https://asc.fasb.org/1943274/2147482635/260-10-55-52>

Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(g\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)

Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>

Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 15-Publisher FASB-URI https://asc.fasb.org/1943274/2147482635/260-10-55-15>

Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(e\)\(4\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (e)(4)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)

Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \(f\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (f)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)

Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)

Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 11-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)

Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-7](http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 7-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-7)

Reference 12: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name>

Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name>

Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-60B>Reference 14: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name>

Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 15: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name>

Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1>Reference 16: <http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name>

Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 17: <http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 220-Name>

Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>Reference 18: <http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name>

Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 19: <http://www.xbrl.org/2003/role/disclosureRef-Topic 260-SubTopic 10-Name>

Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-7>

+ Details

Name:us-gaap_EarningsPerShareDiluted Namespace Prefix:us-gaap_ Data Type: dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

Amount of expense (income) related to adjustment to fair value of warrant liability.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>
Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481766/480-10-25-13>

+ Details

Name:us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(b\)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (b)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 470-SubTopic 50-Section 40-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147481303/470-50-40-2>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Topic 470-SubTopic 50-Section 40-Paragraph 4-Publisher FASB-URI https://asc.fasb.org/1943274/2147481303/470-50-40-4>

+ Details

Name:us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(4\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(4))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-07\(2\)\(a\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-07(2)(a))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1>

+ Details

Name:us-gaap_GeneralAndAdministrativeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48> -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(f\)-](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (f)-)

Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph \(b\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 30-Subparagraph (b)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30)Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 6: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 7: [http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(c\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://fasb.org/us-gaap/role/ref/otherTransitionRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (c)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(11\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(11))-Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 9: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 31-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 235-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-05\(b\)\(2\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 942-SubTopic 235-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-05(b)(2))-Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1)Reference 11: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(10\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(10))-Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 12: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-04\(15\)\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-04(15))-Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)

+ Details

Name:us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinary
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit
Period Type:duration

- Definition

The increase (decrease) during the reporting period in interest payable, which
represents the amount owed to note holders, bond holders, and other parties for
interest earned on loans or credit extended to the reporting entity.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards
Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -
Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_IncreaseDecreaseInInterestPayableNet Namespace Prefix:us-gaap_ Data

Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Amount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(d\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)

Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>

Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 49-Publisher FASB-URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>

Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 270-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)

Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)

Reference 6: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-24>

Reference 7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22>

Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483013/835-20-50-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147483013/835-20-50-1)

+ Details

**Name:us-gaap_InterestExpense Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:debit Period Type:duration**

- Definition

**The amount of expense provided in the period for legal costs incurred on or before the
balance sheet date pertaining to resolved, pending or threatened litigation, including**

arbitration and mediation proceedings.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph \(SX 210.5-03\(6\)\)-SubTopic 10-Topic 220-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2009/role/commonPracticeRef-Name Accounting Standards Codification-Section S99-Paragraph 2-Subparagraph (SX 210.5-03(6))-SubTopic 10-Topic 220-Publisher FASB-URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)

+ Details

Name:us-gaap_LegalFees Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>

+ Details

Name:us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 28-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us->

gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 24-Publisher FASB-URI
https://asc.fasb.org/1943274/2147482740/230-10-45-24
Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230-SubTopic 10-Name Accounting Standards Codification-Section 45-Paragraph 25-Publisher FASB-URI
https://asc.fasb.org/1943274/2147482740/230-10-45-25

+ Details

Name:us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:na Period Type:duration

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-6
Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-9
Reference 3: http://www.xbrl.org/2003/role/disclosureRef-Topic 805-SubTopic 60-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147476176/805-60-65-1
Reference 4: http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 323-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478666/740-323-65-2
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<https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 9: \\[http://www.xbrl.org/2003/role/disclosureRef-Topic 220-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-6>Reference 10: \\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 11: \\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph \\\\\(b\\\\\)\\\\\(2\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-1>Reference 12: \\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 815-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 1-Subparagraph \\\\\\(f\\\\\\)-Publisher FASB -URI 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+ Details

Name:us-gaap_NetIncomeLoss Namespace Prefix:us-gaap Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders.

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+ Details

Name:us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The net result for the period of deducting operating expenses from operating revenues.

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+ Details

Name:us-gaap_OperatingIncomeLoss Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The amount of preferred stock dividends that is an adjustment to net income apportioned to common stockholders.

+ References

No definition available.

+ Details

Name:us-gaap_PREFERREDStockDividendsIncomeStatementImpact Namespace Prefix: us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The cash inflow from the issuance of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification-Topic 230-SubTopic 10-Section 45-Paragraph 14-Subparagraph (b)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14>

+ Details

Name:us-gaap_ProceedsFromConvertibleDebt Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity.

[+ References](#)

**Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name>
Accounting Standards Codification-Section 55-Paragraph 48-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147482785/280-10-55-48>**

**Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 985-SubTopic 20-Name>
Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147481283/985-20-50-2>**

**Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 730-SubTopic 10-Name>
Accounting Standards Codification-Section 50-Paragraph 1-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147482916/730-10-50-1>**

**Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 912-SubTopic 730-Name>
Accounting Standards Codification-Section 25-Paragraph 1-Publisher FASB-URI
<https://asc.fasb.org/1943274/2147479532/912-730-25-1>**

[+ Details](#)

**Name:us-gaap_ResearchAndDevelopmentExpense Namespace Prefix:us-gaap_ Data
Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration**

[- Definition](#)

Amount of accumulated undistributed earnings (deficit).

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\(a\)\(3\)\) -Publisher FASB -URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB -URI>
<https://asc.fasb.org/1943274/2147481372/852-10-55-10>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(2\)\(i\)-Publisher FASB -URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(2)(i)-Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147480016/944-40-65-2>
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(h\)\(2\)-Publisher FASB -URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (h)(2)-Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147480016/944-40-65-2>
Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 11-Publisher FASB -URI>
<https://asc.fasb.org/1943274/2147480990/946-20-50-11>
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(23\)\(a\)\(4\)\) -Publisher FASB -URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147478777/944-210-S99-1>
Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(17\)\) -Publisher FASB -URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147479170/946-210-S99-1>
Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\) -Publisher FASB -URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04) -Publisher FASB -URI)
<https://asc.fasb.org/1943274/2147480008/505-10-S99-1>

+ Details

Name:us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of noncash expense for share-based payment arrangement.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_ShareBasedCompensation Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The gross value of stock issued during the period upon the conversion of convertible securities.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>**Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic> 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>****Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic> 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>****Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic> 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>****Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic> 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>**

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit
Period Type:duration

- Definition

Value of stock issued during the period upon the conversion of units. An example of a convertible unit is an umbrella partnership real estate investment trust unit (UPREIT unit).

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(31\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(31))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-)

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueConversionOfUnits Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Value of stock issued during the period from a dividend reinvestment plan (DRIP). A dividend reinvestment plan allows the holder of the stock to reinvest dividends paid to

them by the entity on new issues of stock by the entity.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-SubTopic-10-Topic-505-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic-946-SubTopic-830-Name-Accounting-Standards-Codification-Section-55-Paragraph-11-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147479168/946-830-55-11>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-205-Name-Accounting-Standards-Codification-Section-45-Paragraph-4-Subparagraph-\(a\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-205-Name-Accounting-Standards-Codification-Section-45-Paragraph-4-Subparagraph-(a)-Publisher-FASB-URI) <https://asc.fasb.org/1943274/2147478009/946-205-45-4>
Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic-946-SubTopic-230-Name-Accounting-Standards-Codification-Section-55-Paragraph-1-Publisher-FASB-URI> <https://asc.fasb.org/1943274/2147479083/946-230-55-1>
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-505-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-Subparagraph-\(b\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-505-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-Subparagraph-(b)-Publisher-FASB-URI) <https://asc.fasb.org/1943274/2147478448/946-505-50-2>
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-220-Name-Accounting-Standards-Codification-Section-S99-Paragraph-3-Subparagraph-\(SX-210.6-09\(4\)\(b\)\)-Publisher-FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic-946-SubTopic-220-Name-Accounting-Standards-Codification-Section-S99-Paragraph-3-Subparagraph-(SX-210.6-09(4)(b))-Publisher-FASB-URI) <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueDividendReinvestmentPlan Namespace
Prefix:us-gaap_ Data Type:xbli:monetaryItemType Balance Type:credit Period Type:
duration

- Definition

Equity impact of the value of new stock issued during the period. Includes shares
issued in an initial public offering or a secondary public offering.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 50-Paragraph 2-SubTopic 10-Topic 505-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-2>
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(28\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(28))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(29\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(29))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 4: <http://www.xbrl.org/2003/role/exampleRef-Topic 946-SubTopic 830-Name Accounting Standards Codification-Section 55-Paragraph 11-Publisher FASB-URI https://asc.fasb.org/1943274/2147479168/946-830-55-11>
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 4-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478009/946-205-45-4](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 205-Name Accounting Standards Codification-Section 45-Paragraph 4-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478009/946-205-45-4)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 505-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478448/946-505-50-2)
Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph \(SX 210.6-09\(4\)\(b\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 3-Subparagraph (SX 210.6-09(4)(b))-Publisher FASB-URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3)
Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.3-04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.3-04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1)

[+ Details](#)

Name:us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Value of shares of stock issued attributable to transactions classified as other.

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_StockIssuedDuringPeriodValueOther Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration

[- Details](#)

Name:us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_NonrelatedParty Namespace Prefix: Data Type:na Balance Type: Period Type:

[- Details](#)

Name:srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[- Details](#)

Name:srt_RestatementAxis=srt_RevisionOfPriorPeriodReclassificationAdjustmentMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 70-R50.htm IDEA: XBRL DOCUMENT

Schedule of Error Corrections And Prior Period Adjustments (Details) (Parenthetical) - USD (\$)

3 Months Ended 9 Months Ended 12 Months Ended

Sep. 30, 2024

Sep. 30, 2023

Sep. 30, 2024

Sep. 30, 2023

Dec. 31, 2023

Dec. 31, 2022

Dec. 31, 2021

Derivatives loss \$ 286,316 \$ 442,900 \$ 340,405 \$ 2,118,175 \$ 2,216,488 \$ (189,000)

Additional Paid-in Capital [Member] — Stock compensation 7,843,052 \$ 8,009,461

[Accrued dividends](#) — 402,064 [Issuance cost](#) — 174,082 [Warrants](#) — 416,266 [Warrants from liability](#) — 881,554 [Debt instrument](#) — 2,213,498 [Increase decrease of notes payable](#) — 7,351 [Increase decrease in preferred stock](#) — 89,118 [Retained Earnings \[Member\]](#) — [Stock compensation](#) — 8,009,461 [8,009,461](#) [Accrued dividends](#) — 402,064 [Issuance cost](#) — 166,407 [55,182](#) [Fair value of warrants](#) — 240,930 [240,930](#) [Derivatives loss](#) — 296,151 [Net income loss](#) — \$ 1,967,621 [Increase decrease of notes payable](#) — 274,048 [Increase decrease in preferred stock](#) — 89,118 [Increase decrease in dividend liability](#) — \$ 331,059

[-Definition](#)

[Increase decrease in dividend liability.](#)

[+References](#)

[No definition available.](#)

[+Details](#)

[Name:SHPH_IncreaseDecreaseInDividendLiability](#) [Namespace Prefix:SHPH_](#) [Data Type: xbrli:monetaryItemType](#) [Balance Type:debit](#) [Period Type:duration](#)

[-Definition](#)

[Increase decrease in fair value of warrants.](#)

[+References](#)

[No definition available.](#)

[+Details](#)

[Name:SHPH_IncreaseDecreaseInFairValueOfWarrants](#) [Namespace Prefix:SHPH_](#) [Data Type: xbrli:monetaryItemType](#) [Balance Type:debit](#) [Period Type:duration](#)

[-Definition](#)

[Increase decrease in issuance cost.](#)

[+References](#)

[No definition available.](#)

[+Details](#)

[Name:SHPH_IncreaseDecreaseInIssuanceCost](#) [Namespace Prefix:SHPH_](#) [Data Type: xbrli:monetaryItemType](#) [Balance Type:credit](#) [Period Type:duration](#)

[-Definition](#)

[Increase decrease in net income loss.](#)

[+References](#)

[No definition available.](#)

[+Details](#)

[Name:SHPH_IncreaseDecreaseInNetIncomeLoss](#) [Namespace Prefix:SHPH_](#) [Data Type: xbrli:monetaryItemType](#) [Balance Type:credit](#) [Period Type:duration](#)

[-Definition](#)

[Increase decrease in preferred stock.](#)

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_IncreaseDecreaseInPreferredStock Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

[- Definition](#)

Increase decrease in warrants.

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_IncreaseDecreaseInWarrants Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Increase decrease in warrants from liability.

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_IncreaseDecreaseInWarrantsFromLiability Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Net increase or decrease in the carrying amount of the debt instrument for the period.

[+ References](#)

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-235-SubTopic-10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(f\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-235-SubTopic-10-Name-Accounting-Standards-Codification-Section-S99-Paragraph-1-Subparagraph-(SX-210.4-08(f))-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

[+ Details](#)

Name:us-gaap_DebtInstrumentIncreaseDecreaseForPeriodNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration

[- Definition](#)

Amount of increase (decrease) in the fair value of derivatives recognized in the income

statement.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph \(b\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 815-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 4A-Subparagraph (b)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A)

+ Details

Name:us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The increase (decrease) during the reporting period in the obligation created by employee agreements whereby earned compensation will be paid in the future.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(a\)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (a)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)

+ Details

Name:us-gaap_IncreaseDecreaseInDeferredCompensation Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The increase (decrease) during the reporting period in cash disbursements due from investments, representing the shareholders' portion of profits.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph \(a\)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification-Section 45-Paragraph 28-Subparagraph (a)-SubTopic 10-Topic 230-Publisher FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)

+ Details

Name:us-gaap_IncreaseDecreaseInDividendsReceivable Namespace Prefix:us-gaap_
Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The increase (decrease) during the reporting period in current portion (due within one year or one business cycle) of obligations evidenced by formal promissory notes.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_IncreaseDecreaseInNotesPayableCurrent Namespace Prefix:us-gaap_
Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_AdditionalPaidInCapitalMem
Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_RetainedEarningsMember
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 71 R51.htm IDEA: XBRL DOCUMENT

Schedule of Key Inputs of Warrant Liabilities (Details) 12 Months Ended

Aug. 01, 2022

USD (\$)

\$ / shares

Dec. 31, 2023

USD (\$)

Dec. 31, 2022

USD (\$)

\$ / shares

shares

Dec. 31, 2021

USD (\$)

\$ / shares

shares

Sep. 30, 2024

Jan. 31, 2023

\$ / shares

Aug. 31, 2022

\$ / shares

Apr. 30, 2022

\$ / shares

shares

Apr. 29, 2022

\$ / shares

Dec. 28, 2021

\$ / shares

Exercise price \$ 20.00 \$ 111.04 \$ 8.00 \$ 1.93 \$ 16.00 \$ 8.00 \$ 16.00 \$ 8.00 Class of
Warrant or Right, Outstanding / shares 62,500 Expected years 4 years 6 months
Estimated fair value / \$ 146,624 \$ 398,675 Measurement Input, Price Volatility
[Member] Warrants and rights outstanding measurement input 110 110
Measurement Input, Risk Free Interest Rate [Member] Warrants and rights
outstanding measurement input 3.53 3.53 Fair Value, Inputs, Level 3 [Member] /
Warrant Liability Series A Preferred Stock Obligation [Member] Estimated fair
value of company's stock \$ 32.50 \$ 40.00 Exercise price \$ 32.00 Class of
Warrant or Right, Outstanding / shares 42,101 Estimated IPO date Sep. 30, 2022
Expected years 3 years 3 years 9 months Estimated fair value / \$ \$ 756,723
\$ 334,955 Fair Value, Inputs, Level 3 [Member] / Warrant Liability Series A
Preferred Stock Obligation [Member] / Measurement Input, Price Volatility [Member]
Warrants and rights outstanding measurement input 0.8250.863 Fair Value,
Inputs, Level 3 [Member] / Warrant Liability Series A Preferred Stock Obligation
[Member] / Measurement Input, Risk Free Interest Rate [Member] Warrants and
rights outstanding measurement input 0.03440.0108 Fair Value, Inputs, Level 3
[Member] / Warrant Liability Series A Preferred Stock Obligation [Member] /
Measurement Input Probability of IPO Listing Occurring [Member] Warrants and
rights outstanding measurement input 0.90 Fair Value, Inputs, Level 3 [Member] /
Warrant Liability Series A Preferred Stock Obligation [Member] / Measurement Input
Probability of Qualified IPO [Member] Warrants and rights outstanding
measurement input 0.33 Fair Value, Inputs, Level 3 [Member] / Warrant Liability
Series A Preferred Stock Obligation [Member] / Measurement Input Probability of IPO
Listing [Member] Warrants and rights outstanding measurement input 0.67
Fair Value, Inputs, Level 3 [Member] / Warrant Liability Series A Preferred Stock
Obligation [Member] / Minimum [Member] Exercise price \$ 40.00 Class of
Warrant or Right, Outstanding / shares 12,135 Fair Value, Inputs, Level 3
[Member] / Warrant Liability Series A Preferred Stock Obligation [Member] / Maximum
[Member] Exercise price \$ 166.56 Class of Warrant or Right, Outstanding /
shares 33,681 Fair Value, Inputs, Level 3 [Member] / Warrant Liability August
2022 Warrants [Member] Estimated fair value of company's stock \$ 32.50 \$ 32.00
Exercise price \$ 20.00 \$ 20.00 Class of Warrant or Right, Outstanding / shares
6,2506,250 Expected years 4 years 10 months 24 days 5 years Estimated fair
value / \$ \$ 151,726 \$ 146,624 Fair Value, Inputs, Level 3 [Member] / Warrant
Liability August 2022 Warrants [Member] / Measurement Input, Price Volatility
[Member] Warrants and rights outstanding measurement input 0.8250.800
Fair Value, Inputs, Level 3 [Member] / Warrant Liability August 2022 Warrants
[Member] / Measurement Input, Risk Free Interest Rate [Member] Warrants and
rights outstanding measurement input 0.0330.027 Fair Value, Inputs, Level 3
[Member] / Warrant Liability Boustead Placement Agent Warrants [Member]
Estimated fair value of company's stock \$ 32.50 \$ 32.00 Exercise price \$ 16.00
\$ 16.00 Class of Warrant or Right, Outstanding / shares 2,5813,688 Expected
years 5 years Estimated fair value / \$ \$ 64,140 \$ 92,336 Fair Value, Inputs,
Level 3 [Member] / Warrant Liability Boustead Placement Agent Warrants [Member] /
Measurement Input, Price Volatility [Member] Warrants and rights outstanding
measurement input 0.8250.861 Fair Value, Inputs, Level 3 [Member] / Warrant
Liability Boustead Placement Agent Warrants [Member] / Measurement Input, Risk
Free Interest Rate [Member] Warrants and rights outstanding measurement
input 0.034 Fair Value, Inputs, Level 3 [Member] / Warrant Liability Boustead

Placement Agent Warrants [Member] / Minimum [Member] / Expected years 4 years 4 months 24 days / Fair Value, Inputs, Level 3 [Member] / Warrant Liability
Boustead Placement Agent Warrants [Member] / Minimum [Member] / Measurement Input, Risk Free Interest Rate [Member] / Warrants and rights outstanding measurement input 0.018 / Fair Value, Inputs, Level 3 [Member] / Warrant Liability
Boustead Placement Agent Warrants [Member] / Maximum [Member] / Expected years 4 years 6 months / Fair Value, Inputs, Level 3 [Member] / Warrant Liability
Boustead Placement Agent Warrants [Member] / Maximum [Member] / Measurement Input, Risk Free Interest Rate [Member] / Warrants and rights outstanding measurement input 0.020

-Definition

Warrants estimated fair value.

+References

No definition available.

+Details

Name:SHPH_WarrantsEstimatedFairValue Namespace Prefix:SHPH_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

-Definition

Exercise price per share or per unit of warrants or rights outstanding.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 505-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481112/505-10-50-3>

+Details

Name:us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

-Definition

Number of warrants or rights outstanding.

+References

No definition available.

+Details

Name:us-gaap_ClassOfWarrantOrRightOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

-Definition

Amount of expense (income) related to adjustment to fair value of warrant liability.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-28-Subparagraph-\(b\)-SubTopic-10-Topic-230-Publisher-FASB-URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-45-Paragraph-28-Subparagraph-(b)-SubTopic-10-Topic-230-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-25-Paragraph-13-SubTopic-10-Topic-480-Publisher-FASB-URI https://asc.fasb.org/1943274/2147481766/480-10-25-13](http://fasb.org/us-gaap/role/ref/legacyRef-Name-Accounting-Standards-Codification-Section-25-Paragraph-13-SubTopic-10-Topic-480-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147481766/480-10-25-13)

+ Details

Name:us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Expiration date of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in YYYY-MM-DD format.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-820-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-Subparagraph-\(bbb\)\(2\)\(i\)-Publisher-FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-820-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-Subparagraph-(bbb)(2)(i)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-820-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-Subparagraph-\(bbb\)\(2\)-Publisher-FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-820-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-Subparagraph-(bbb)(2)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic-820-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-Subparagraph-\(bbb\)\(1\)-Publisher-FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic-820-SubTopic-10-Name-Accounting-Standards-Codification-Section-50-Paragraph-2-Subparagraph-(bbb)(1)-Publisher-FASB-URI-https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_WarrantsAndRightsOutstandingMaturityDate Namespace Prefix:us-gaap_ Data Type:xbli:dateItemType Balance Type:na Period Type:instant

- Definition

Value of input used to measure outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_WarrantsAndRightsOutstandingMeasurementInput Namespace Prefix:us-gaap_ Data Type:xbli:decimalItemType Balance Type:na Period Type:instant

- Definition

Period between issuance and expiration of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

[+ Details](#)

Name:us-gaap_WarrantsAndRightsOutstandingTerm Namespace Prefix:us-gaap_ Data Type:xbri:durationItemType Balance Type:na Period Type:instant

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputPriceVolatilityA Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeIntere Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=SHPH_WarrantLiabilitySeriesAPrefer Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputProbabilityOfIPO Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputProbabilityOfQua Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputProbabilityOfIPO Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=SHPH_WarrantLiabilityAugustTwenty Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=SHPH_WarrantLiabilityBousteadPlace Namespace Prefix: Data Type:na Balance Type: Period Type: XML 72 R52.htm IDEA:

XBRL DOCUMENT

Schedule of Warrant Liabilities (Details) - USD (\$)1 Months Ended12 Months Ended Aug. 31, 2022

Dec. 31, 2022

Warrant Liability Series A Preferred Stock Obligation [Member] Warrant liabilities \$ 334,955Issued Exercised (settled) Gain on change in fair value 421,768

Reclassifications to stockholders' equity (756,723)Warrant liabilities Warrant Liability August 2022 Warrants [Member] Warrant liabilities Issued 146,624Exercised (settled)

~~-(91,036)Gain on change in fair value 5,102Reclassifications to stockholders' equity (60,690)Warrant liabilities Warrant Liability Boustead Placement Agent Warrants [Member] Warrant liabilities Issued 92,336Exercised (settled)\$ 64,140Gain on change in fair value (28,196)Reclassifications to stockholders' equity (64,140)Warrant liabilities~~

~~-Definition~~

~~Gain on change in fair value.~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:SHPH_GainOnChangeInFairValue Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~-Definition~~

~~Reclassifications to stockholders equity.~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:SHPH_ReclassificationsToStockholdersEquity Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~-Definition~~

~~Warrant liabilities.~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:SHPH_WarrantLiabilities Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

~~-Definition~~

~~Warrant liabilities exercised.~~

~~+References~~

~~No definition available.~~

~~+Details~~

~~Name:SHPH_WarrantLiabilitiesExercised Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~-Definition~~

~~Warrant liabilities issued.~~

~~+References~~

~~No definition available.~~

+ Details

Name: SHPH_WarrantLiabilitiesIssued Namespace Prefix: SHPH_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration

- Details

Name: us-gaap_StatementEquityComponentsAxis=SHPH_WarrantLiabilitySeriesAPreferri Namespace Prefix: Data Type: na Balance Type: Period Type:

- Details

Name: us-gaap_StatementEquityComponentsAxis=SHPH_WarrantLiabilityAugustTwenty Namespace Prefix: Data Type: na Balance Type: Period Type:

- Details

Name: us-gaap_StatementEquityComponentsAxis=SHPH_WarrantLiabilityBousteadPlace Namespace Prefix: Data Type: na Balance Type: Period Type: XML 73 R53.htm IDEA: XBRL DOCUMENT

Schedule of Useful Lives for Property Plant Equipment (Details) Dec. 31, 2023 Furniture and Fixtures [Member] Property, Plant and Equipment [Line Items] Property plant and equipment useful life 5 years Computer Equipment [Member] Property, Plant and Equipment [Line Items] Property plant and equipment useful life 5 years Equipment [Member] Property, Plant and Equipment [Line Items] Property plant and equipment useful life 10 years

- Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 7A-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A](http://www.xbrl.org/2003/role/disclosureRef-Topic 842-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 7A-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A)

+ Details

Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration

- Definition

Useful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment.

+ References

No definition available.

+ Details

Name:us-gaap_PropertyPlantAndEquipmentUsefulLife **Namespace Prefix:us-gaap_** **Data Type:xbri:durationItemType** **Balance Type:na** **Period Type:instant**

-Details

Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixtures!
Namespace Prefix: Data **Type:na** **Balance Type: Period** **Type:**

-Details

Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ComputerEquipmentM
Namespace Prefix: Data **Type:na** **Balance Type: Period** **Type:**

-Details

Name:us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_EquipmentMember
Namespace Prefix: Data **Type:na** **Balance Type: Period** **Type: XML 74 R54.htm IDEA: XBRL DOCUMENT**

Schedule of Warrants Activity (Details) (Parenthetical) - shares12 Months Ended
Dec. 31, 2022

Dec. 31, 2021

Warrant [Member] Number of shares issued 24,660IPO [Member] Number of shares
issued176,222176,222Common Stock [Member] / Series A Preferred Stock [Member]
Number of shares issued42,114 August 2022 Promissory Notes [Member] Number of
shares issued3,750 Notes Payable Related Parties [Member] Number of shares issued
2,5003,7502022 Convertible Notes [Member] Number of shares issued18,447
Boustead Securities LLC [Member] Number of shares issued27,877 August 2021
Promissory Notes [Member] Number of shares issued 62,5002021 Convertible Notes
[Member] Number of shares issued 18,447

-Definition

Number of non-option equity instruments exercised by participants.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards
Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -SubTopic 10 -
Topic 718 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>

+Details

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNon
Namespace Prefix:us-gaap_ **Data Type:xbri:sharesItemType** **Balance Type:na** **Period**
Type:duration

-Definition

Net number of non-option equity instruments granted to participants.

+References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards
Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -SubTopic 10 -
Topic 718 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>

[+ Details](#)

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNon
Namespace Prefix:us-gaap_ Data Type:xbri:sharesItemType Balance Type:na Period
Type:duration

[-Details](#)

Name:us-gaap_FinancialInstrumentAxis=us-gaap_WarrantMember Namespace Prefix:
Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_SubsidiarySaleOfStockAxis=us-gaap_IPOMember Namespace Prefix:
Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_StatementClassOfStockAxis=us-gaap_SeriesAPreferredStockMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_AugustTwoThousandAndTwentyTwoPromiss
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_NotesPayableRelatedPartiesMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_TwoThousandAndTwentyTwoConvertibleNot
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_BousteadSecuritiesLLCMember Namespace
Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_AugustTwoThousandAndTwentyOnePromiss
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_DebtInstrumentAxis=SHPH_TwoThousandAndTwentyOneConvertibleNot
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 75 R55.htm IDEA:
XBRL DOCUMENT

<u>Schedule of Compensation Expense of Restricted</u>	<u>3 Months</u>	<u>9 Months</u>	<u>12 Months</u>
<u>Stock Units (Details) - USD (\$)</u>	<u>Ended</u>	<u>Ended</u>	<u>Ended</u>
<u>Sep. 30, 2024</u>			
<u>Sep. 30, 2023</u>			
<u>Sep. 30, 2024</u>			
<u>Sep. 30, 2023</u>			
<u>Dec. 31, 2023</u>			
<u>Dec. 31, 2022</u>			

Stock-based compensation, as restated \$ 227,886\$ 95,438\$ 181,960\$ 237,547General
and Administrative Expense [Member] — Stock-based compensation, as restated —

115,000105,582Research and Development Expense [Member] — Stock-based compensation, as restated\$ 100,000\$ 400,000\$ 100,000\$ 700,000\$ 66,960\$ 131,965
— Definition

Amount of noncash expense for share-based payment arrangement.

+ References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef-Name> Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>

+ Details

Name:us-gaap_ShareBasedCompensation Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

—Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenses Namespace Prefix: Data Type:na Balance Type: Period Type:

—Details

Name:us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenses Namespace Prefix: Data Type:na Balance Type: Period Type: XML 76 R56.htm IDEA: XBRL DOCUMENT

Schedule of Derivative Liability Valuation (Details) 1 Months Ended 12 Months Ended Aug. 31, 2022

USD (\$)

Dec. 31, 2021

USD (\$)

Sep. 30, 2024

USD (\$)

Dec. 31, 2023

USD (\$)

Dec. 31, 2022

Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Estimated fair value \$ 10,000,000.0 \$ 10,000,000 Measurement Input, Share Price [Member] — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Probability of Maturity — 5 Measurement Input, Share Price [Member] / Settlement [Member] — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Probability of Maturity — Measurement Input, Share Price [Member] / Issuance Date [Member] — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Amount due upon acceleration \$ 533,699 — Carrying value — Probability of IPO acceleration 90 — Probability of Maturity — 10 — Discount rate 50.0 — Measurement Input, Share Price [Member] / Settlement [Member] — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Amount due upon acceleration \$ 50,438 \$ 533,973 — Carrying value \$ 4,521 \$ 337,398 — Probability of IPO acceleration 1100 — Probability of Maturity — Discount rate 50.0 — Measurement Input Ipo Date [Member] — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — IPO date — Aug. 31, 2022 Measurement Input Ipo Date [Member] / Settlement [Member] — Share-

~~Based Compensation Arrangement by Share-Based Payment Award [Line Items] — IPO date — Sep. 02, 2022 Measurement Input Ipo Date [Member] / Issuance Date [Member] — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — IPO date Aug. 31, 2022 Aug. 31, 2022 — Time period to maturity (years) 1 year 1 year — Measurement Input Ipo Date [Member] / Settlement [Member] — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — IPO date Sep. 02, 2022 Sep. 02, 2022 — Time period to maturity (years) 10 months 28 days 3 months 25 days — Measurement Input Estimated Fair Value [Member] / Issuance Date [Member] — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Estimated fair value \$ 367,000 — Measurement Input Estimated Fair Value [Member] / Settlement [Member] — Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] — Estimated fair value \$ 75,000 \$ 162,000 —~~
~~—Definition~~

~~Derivative liability discount rate.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_DerivativeLiabilityDiscountRate Namespace Prefix:SHPH_ Data Type: xbrli:decimalItemType Balance Type:na Period Type:instant~~

~~—Definition~~

~~Derivative liability measurement duration.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_DerivativeLiabilityMeasurementDuration Namespace Prefix:SHPH_ Data Type: xbrli:durationItemType Balance Type:na Period Type:duration~~

~~—Definition~~

~~Derivative liability of acceleration.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_DerivativeLiabilityOfAcceleration Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~—Definition~~

~~Derivative liability of carrying value measurement date.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:SHPH_DerivativeLiabilityOfCarryingValueMeasurementDate Namespace Prefix:~~

~~***SHPH_Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***+ Definition***~~

~~***Derivative liability of probability acceleration.***~~

~~***+ References***~~

~~***No definition available.***~~

~~***+ Details***~~

~~***Name:SHPH_DerivativeLiabilityOfProbabilityAcceleration Namespace Prefix:SHPH_
Data Type:xbri:decimalItemType Balance Type:na Period Type:instant***~~

~~***+ Definition***~~

~~***Including the current and noncurrent portions, carrying value as of the balance sheet date of a written promise to pay a note, initially due after one year or beyond the operating cycle if longer, which can be exchanged for a specified amount of one or more securities (typically common stock), at the option of the issuer or the holder.***~~

~~***+ References***~~

~~***Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>***~~

+ Details

Name:us-gaap_ConvertibleNotesPayable Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Maturity date of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in YYYY-MM-DD format.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3>

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleMaturityDate Namespace Prefix:us-gaap_ Data Type:xbri:dateItemType Balance Type:na Period Type:instant

- Definition

Value of input used to measure derivative liability.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10-
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph
(bbb)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10-
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph
(bbb)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10-
Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph
(bbb)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>

+ Details

Name:us-gaap_DerivativeLiabilityMeasurementInput Namespace Prefix:us-gaap_ Data Type:xbrli:decimalItemType Balance Type:na Period Type:instant

- Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 35-Paragraph 1D-Publisher FASB-URI https://asc.fasb.org/1943274/2147480483/718-10-35-1D>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 35-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147480483/718-10-35-3>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(01\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(01)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(02\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(02)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(03\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(03)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(iii\)-Publisher FASB-URI 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Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) (2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 22: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10->

Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) (1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 23: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10->

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Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f) (2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 25: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10->

Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f) (2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 26: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10->

Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f) (2)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>Reference 27: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10->

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Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f) (2)(v) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2>

[+ Details](#)

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLine
Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period
Type:duration

[- Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputSharePriceMen
Namespace Prefix: Data Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_AwardTypeAxis=SHPH_SettlementMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_AwardDateAxis=SHPH_IssuanceDateMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_AwardDateAxis=SHPH_SettlementMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputIpoDateMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputEstimatedFairVa
Namespace Prefix: Data Type:na Balance Type: Period Type:

[- Details](#)

Name:us-gaap_AwardTypeAxis=SHPH_IssuanceDateMember Namespace Prefix: Data
Type:na Balance Type: Period Type: XML 77 R57.htm IDEA: XBRL DOCUMENT
Schedule of Derivative Key Valuation Inputs (Details) 1 Months Ended12 Months Ended
Aug. 31, 2022
USD (\$)

~~Dec. 31, 2022~~

~~USD (\$)~~

~~Sep. 30, 2024~~

~~USD (\$)~~

~~Dec. 31, 2023~~

~~USD (\$)~~

~~Dec. 03, 2022~~

~~Dec. 31, 2021~~

~~USD (\$)~~

~~Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Estimated fair value \$ 10,000,000.0\$ 10,000,000 — Measurement Input, Price Volatility [Member] — Settlement [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity — Measurement Input, Price Volatility [Member] — Minimum [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 75.0 — Measurement Input, Price Volatility [Member] — Maximum [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 82.0 — Measurement Input, Risk Free Interest Rate [Member] — Settlement [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity — Measurement Input, Risk Free Interest Rate [Member] — Minimum [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 0.6 — Measurement Input, Risk Free Interest Rate [Member] — Maximum [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 1.2 — Measurement Input, Share Price [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 5 — Measurement Input, Share Price [Member] — Settlement [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity — Measurement Input, Share Price [Member] — Issuance Dates [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 5 — Measurement Input, Share Price [Member] — Minimum [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 45.52 — Measurement Input, Share Price [Member] — Maximum [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 85.92 — Measurement Input Ipo Date [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Estimated IPO date Aug. 31, 2022 — Measurement Input Ipo Date [Member] — Settlement [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Estimated IPO date Sep. 02, 2022 — Measurement Input, Default Rate [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 50 — Measurement Input, Default Rate [Member] — Settlement [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity — Measurement Input, Default Rate [Member] — Issuance Dates [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 50 — Measurement Input Share Price Probability Of IPO [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 45 — 100 Measurement Input Share Price Probability Of IPO [Member] — Settlement [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 100 — Measurement Input Share Price Probability Of IPO [Member] — Issuance Dates [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Probability of Maturity 45 — Measurement Input, Expected Term [Member] — Settlement [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Time period (years) 0 years 0 years — Measurement Input, Expected Term [Member] — Issuance Dates [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Time period (years) 1 year — Measurement Input, Expected Term [Member] — Minimum [Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items] — Time period (years) 5 months 19 days — Measurement Input, Expected Term [Member] — Maximum [Member] — Fair Value Measurement Inputs and~~

Valuation Techniques [Line Items] — Time period (years) 1 year — Measurement Input
Estimated Fair Value [Member] / Settlement [Member] — Fair Value Measurement
Inputs and Valuation Techniques [Line Items] — Estimated fair value\$ 45,000
\$ 571,000 — Estimated fair value75,000 — \$ 162,000Measurement Input Estimated Fair
Value [Member] / Issuance Date [Member] — Fair Value Measurement Inputs and
Valuation Techniques [Line Items] — Estimated fair value \$ 221,000 — Estimated fair
value — \$ 367,000Measurement Input Estimated Fair Value [Member] / Issuance Dates
[Member] — Fair Value Measurement Inputs and Valuation Techniques [Line Items]
— Estimated fair value45,000 — Estimated fair value\$ 31,000 —
—Definition

Derivative liability measurement duration:

+ References

No definition available:

+ Details

Name:SHPH_DerivativeLiabilityMeasurementDuration Namespace Prefix:SHPH_ Data
Type:xbri:durationItemType Balance Type:na Period Type:duration

—Definition

Including the current and noncurrent portions, carrying value as of the balance sheet
date of a written promise to pay a note, initially due after one year or beyond the
operating cycle if longer, which can be exchanged for a specified amount of one or
more securities (typically common stock), at the option of the issuer or the holder.

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(22\)\) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)
Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(16\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(16\)\(a\)\(2\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)

+ Details

**Name:us-gaap_ConvertibleNotesPayable Namespace Prefix:us-gaap_ Data Type:
xbrli:monetaryItemType Balance Type:credit Period Type:instant**

-Definition

Maturity date of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in YYYY-MM-DD format.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3>

+ Details

Name:us-gaap_DebtSecuritiesAvailableForSaleMaturityDate Namespace Prefix:us-gaap_ Data Type:xbri:dateItemType Balance Type:na Period Type:instant

- Definition

Value of input used to measure derivative liability.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gAAP_DerivativeLiabilityMeasurementInput Namespace Prefix:us-gAAP_Data
Type:xbli:decimalItemType Balance Type:na Period Type:instant

- Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482078/820-10-55-103>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>
Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>
Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>

+ Details

Name:us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBa
Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period
Type:duration

- Definition

Fair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurrin
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit
Period Type:instant

- Details

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputPriceVolatilityA

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_AwardTypeAxis=SHPH_SettlementMember Namespace Prefix: Data

Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type:na Balance

Type: Period Type:

[-Details](#)

Name:srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type:na Balance

Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeIntere

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputSharePriceMen

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_AwardTypeAxis=SHPH_IssuanceDatesMember Namespace Prefix: Data

Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputIpoDateMember

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputDefaultRateMe

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputSharePriceProba

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedTermA

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputEstimatedFairVa

Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_AwardTypeAxis=SHPH_IssuanceDateMember Namespace Prefix: Data

Type:na Balance Type: Period Type: XML 78 R58.htm IDEA: XBRL DOCUMENT

Schedule of Derivative Issuance Valuation Inputs

1 Months

12 Months

(Details)

Ended

Ended

Aug. 31, 2022

USD (\$)

Dec. 31, 2021

USD (\$)

Dec. 31, 2022

USD (\$)

Measurement Input, Share Price [Member] Share-Based Compensation Arrangement

by Share-Based Payment Award [Line Items] Probability of Maturity 5 Measurement

Input, Share Price [Member] / Issuance Dates [Member] Share-Based Compensation

Arrangement by Share-Based Payment Award [Line Items] Probability of Maturity5

Measurement Input, Share Price [Member] / Settlement [Member] Share-Based

Compensation Arrangement by Share-Based Payment Award [Line Items] Probability

of Maturity Measurement Input, Share Price [Member] / Issuance Dates [Member]

Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]

~~[Amount due upon acceleration](#)\$ 50,411 [Carrying value](#)\$ 0 [Probability of IPO acceleration](#)0.90 [Probability of Maturity](#)0.10 [Discount rate](#)16.03 [Measurement Input, Share Price \[Member\] / Settlement \[Member\]](#) [Share-Based Compensation Arrangement by Share-Based Payment Award \[Line Items\]](#) [Amount due upon acceleration](#)\$ 50,438\$ 533,973 [Carrying value](#)\$ 4,521\$ 337,398 [Probability of IPO acceleration](#)1100 [Probability of Maturity](#) [Discount rate](#)18.81 [Measurement Input, Share Price \[Member\] / Issuance Date \[Member\]](#) [Share-Based Compensation Arrangement by Share-Based Payment Award \[Line Items\]](#) [Amount due upon acceleration](#) \$ 533,699 [Carrying value](#) [Probability of IPO acceleration](#) 90 [Probability of Maturity](#) 10 [Measurement Input Ipo Date \[Member\]](#) [Share-Based Compensation Arrangement by Share-Based Payment Award \[Line Items\]](#) [IPO date](#) Aug. 31, 2022 [Measurement Input Ipo Date \[Member\] / Settlement \[Member\]](#) [Share-Based Compensation Arrangement by Share-Based Payment Award \[Line Items\]](#) [IPO date](#) Sep. 02, 2022 [Measurement Input Ipo Date \[Member\] / Settlement \[Member\]](#) [Share-Based Compensation Arrangement by Share-Based Payment Award \[Line Items\]](#) [IPO date](#) Sep. 02, 2022 Sep. 02, 2022 [Time period to maturity \(years\)](#)10 months 28 days 3 months 25 days [Measurement Input Ipo Date \[Member\] / Issuance Date \[Member\]](#) [Share-Based Compensation Arrangement by Share-Based Payment Award \[Line Items\]](#) [IPO date](#) Aug. 31, 2022 Aug. 31, 2022 [Time period to maturity \(years\)](#)1 year1 year [Measurement Input Estimated Fair Value \[Member\] / Issuance Dates \[Member\]](#) [Share-Based Compensation Arrangement by Share-Based Payment Award \[Line Items\]](#) [Estimated fair value](#)\$ 45,000 [Measurement Input Estimated Fair Value \[Member\] / Settlement \[Member\]](#) [Share-Based Compensation Arrangement by Share-Based Payment Award \[Line Items\]](#) [Estimated fair value](#)\$ 45,000 \$ 571,000~~

~~[-Definition](#)~~

~~[Derivative liability measurement duration.](#)~~

~~[+References](#)~~

~~[No definition available.](#)~~

~~[+Details](#)~~

~~[Name:SHPH_DerivativeLiabilityMeasurementDuration](#) [Namespace Prefix:SHPH_](#) [Data Type: xbrli:duration](#) [ItemType](#) [Balance](#) [Type:na](#) [Period](#) [Type:duration](#)~~

~~[-Definition](#)~~

~~[Derivative liability of acceleration.](#)~~

~~[+References](#)~~

~~[No definition available.](#)~~

~~[+Details](#)~~

~~[Name:SHPH_DerivativeLiabilityOfAcceleration](#) [Namespace Prefix:SHPH_](#) [Data Type: xbrli:monetary](#) [ItemType](#) [Balance](#) [Type:debit](#) [Period](#) [Type:duration](#)~~

~~[-Definition](#)~~

~~[Derivative liability of carrying value measurement date.](#)~~

~~[+References](#)~~

~~[No definition available.](#)~~

~~[+Details](#)~~

~~[Name:SHPH_DerivativeLiabilityOfCarringValueMeasurementDate](#) [Namespace Prefix:](#)~~

SHPH_Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Derivative liability of discount rate.

+References

No definition available.

+Details

Name:SHPH_DerivativeLiabilityOfDiscountRate Namespace Prefix:SHPH_Data Type:xbri:decimalItemType Balance Type:na Period Type:instant

-Definition

Derivative liability of probability acceleration.

+References

No definition available.

+Details

Name:SHPH_DerivativeLiabilityOfProbabilityAcceleration Namespace Prefix:SHPH_Data Type:xbri:decimalItemType Balance Type:na Period Type:instant

-Definition

Maturity date of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in YYYY-MM-DD format.

+References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 320-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147481800/320-10-50-3>

+ Details

**Name:us-gaap_DebtSecuritiesAvailableForSaleMaturityDate Namespace Prefix:
us-gaap_ Data Type:xbri:dateItemType Balance Type:na Period Type:instant**

-Definition

Value of input used to measure derivative liability.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(bbb\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (bbb)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_DerivativeLiabilityMeasurementInput Namespace Prefix:us-gaap_ Data Type:xbri:decimalItemType Balance Type:na Period Type:instant

-Definition

Fair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(b\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-3)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 820-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482106/820-10-50-2)

+ Details

Name:us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurring Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit

Period Type:instant

-Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 35-Paragraph 1D-Publisher FASB-URI https://asc.fasb.org/1943274/2147480483/718-10-35-1D>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 35-Paragraph 3-Publisher FASB-URI https://asc.fasb.org/1943274/2147480483/718-10-35-3>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 5: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)\(3\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 8: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(01\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(01)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 11: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(02\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(02)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 12: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(03\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(03)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 13: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(1\)\(iv\)\(04\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(1)(iv)(04)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 14: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(i\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 15: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)
Reference 16: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(iii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(iii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

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~~2Reference 18: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(iii\)\(02\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(iii)(02)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50)~~

~~2Reference 19: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)\(2\)\(iii\)\(03\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)(2)(iii)(03)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50)~~

~~2Reference 20: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(d\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (d)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50)~~

~~2Reference 21: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(d\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (d)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50)~~

~~2Reference 22: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(e\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (e)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50)~~

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~~2Reference 25: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(ii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(ii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50)~~

~~2Reference 26: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(iii\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(iii)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50)~~

~~2Reference 27: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(iv\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(iv)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50)~~

~~2Reference 28: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(f\)\(2\)\(v\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 718-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (f)(2)(v)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)~~

[+ Details](#)

Name:us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLine
Namespace Prefix:us-gaap_ Data Type:xbri:stringItemType Balance Type:na Period
Type:duration

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputSharePriceMen
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_AwardTypeAxis=SHPH_IssuanceDatesMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_AwardTypeAxis=SHPH_SettlementMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_AwardDateAxis=SHPH_IssuanceDatesMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_AwardDateAxis=SHPH_SettlementMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_AwardDateAxis=SHPH_IssuanceDateMember Namespace Prefix: Data
Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputIpoDateMember
Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:us-gaap_MeasurementInputTypeAxis=SHPH_MeasurementInputEstimatedFairVa
Namespace Prefix: Data Type:na Balance Type: Period Type: XML 79 R59.htm IDEA:
XBRL DOCUMENT

Schedule of Reconciliation of Income Tax Benefit (Details) - USD (\$)12 Months Ended

Dec. 31, 2023

Dec. 31, 2022

Income Tax Disclosure [Abstract] U.S. statutory rate 21.00% 21.00% Federal tax benefit at statutory rate \$ (1,384,472) \$ (1,049,174) State income taxes, net of federal tax effect (452,682) (351,022) Rate change (5,710) (409) R & D tax credits (240,000) (69,461) Return to provision adjustments 286,015 201,235 Permanent differences Derivative Debt Discount Amortization 562,568 Change in FMV of Warrant Liability (617,655) 217,926 Loss on convertible note conversion 132,984 503,249 Other 126,012 169,946 Change in valuation allowance 1,535,466 377,709 Shortfall of stock compensation expense 40,674 Other adjustments 16,800 1 Income tax expense

-Definition

Income Tax Reconciliation Foreign Income Tax Permanent Differences [Abstract]

+References

No definition available.

+Details

Name:SHPH_IncomeTaxReconciliationForeignIncomeTaxPermanentDifferencesAbstract
Namespace Prefix:SHPH_ Data Type:xbri:stringItemType Balance Type:na Period Type:duration

-Definition

Change in FMV of warrant liability.

+References

No definition available.

+Details

Name:SHPH_IncomeTaxReconciliationForeignIncomeTaxPermanentDifferencesChange
Namespace Prefix:SHPH_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Differences derivative debt discount amortization.

+References

No definition available.

+Details

Name:SHPH_IncomeTaxReconciliationForeignIncomeTaxPermanentDifferencesDerivati
Namespace Prefix:SHPH_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Permanent differences loss on convertible note.

+References

No definition available.

+Details

Name:SHPH_IncomeTaxReconciliationForeignIncomeTaxPermanentDifferencesLossOnC
Namespace Prefix:SHPH_ Data Type:xbri:monetaryItemType Balance Type:debit Period

Type:duration

-Definition

Permanent differences other.

+References

No definition available.

+Details

Name:SHPH_IncomeTaxReconciliationForeignIncomeTaxPermanentDifferencesOther
Namespace Prefix:SHPH_ Data Type:xbri:monetaryItemType Balance Type:debit Period
Type:duration

-Definition

Income tax reconciliation provision adjustments.

+References

No definition available.

+Details

Name:SHPH_IncomeTaxReconciliationProvisionAdjustments Namespace Prefix:SHPH_
Data Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Shortfall of stock compensation expense

+References

No definition available.

+Details

Name:SHPH_ShortfallOfStockCompensationExpense Namespace Prefix:SHPH_ Data
Type:xbri:monetaryItemType Balance Type:debit Period Type:duration

-Definition

Percentage of domestic federal statutory tax rate applicable to pretax income (loss).

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 6.I.1.Q1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 6.I.1.Q1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(h\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(h)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

[+ Details](#)

Name:us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate
Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na
Period Type:duration

[- References](#)

No definition available.

[+ Details](#)

Name:us-gaap_IncomeTaxDisclosureAbstract **Namespace Prefix:us-gaap_ Data Type:**
xbli:stringItemType Balance Type:na Period Type:duration

[- Definition](#)

Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 270 -SubTopic 10-
Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -
Publisher FASB -URI <https://asc.fasb.org/1943274/2147482964/270-10-50-1>Reference

2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph \(ee\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 32-Subparagraph (ee)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference)

3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference>

4: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference>

5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 9-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference>

6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 6.I.7\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 6.I.7)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference)

7: <http://www.xbrl.org/2003/role/disclosureRef-Topic 250-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 8-Publisher FASB-URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference>

8: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 10-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference>

9: [http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph \(h\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference](http://www.xbrl.org/2003/role/disclosureRef-Topic 280-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 22-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference)

10: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-04\(9\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 220-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-04(9))-Publisher FASB-URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference)

11: [http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 45-Paragraph 2-Subparagraph \(a\)-SubTopic 20-Topic 740-Publisher FASB-URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference](http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section 45-Paragraph 2-Subparagraph (a)-SubTopic 20-Topic 740-Publisher FASB-URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference)

12: [http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(h\)\)-SubTopic 10-Topic 235-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(h))-SubTopic 10-Topic 235-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

+ Details

Name:us-gaap_IncomeTaxExpenseBenefit Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to increase (decrease) in the valuation allowance for deferred tax assets.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph \(a\)\(6\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph (a)(6)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A)Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>

+ Details

Name:us-gaap_IncomeTaxReconciliationChangeInDeferredTaxAssetsValuationAllowance
Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to foreign income tax expense (benefit).

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Subparagraph \(b\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Subparagraph (b)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12)
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph \(a\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph (a)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A)
Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>

+ Details

Name:us-gaap_IncomeTaxReconciliationForeignIncomeTaxRateDifferential Namespace
Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:
duration

- Definition

The amount of income tax expense or benefit for the period computed by applying the domestic federal statutory tax rates to pretax income from continuing operations.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>

+ Details

Name:us-gaap_IncomeTaxReconciliationIncomeTaxExpenseBenefitAtFederalStatutoryIn
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to other adjustments.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic-740-SubTopic-10-Name> Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482663/740-10-55-231>
Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-740-SubTopic-10-Name> Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b)(3)- Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-740-SubTopic-10-Name> Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12>

+ Details

Name:us-gaap_IncomeTaxReconciliationOtherAdjustments Namespace Prefix:us-gaap_
Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to state and local income tax expense (benefit).

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482663/740-10-55-231>
Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12A>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12>

+ Details

Name:us-gaap_IncomeTaxReconciliationStateAndLocalIncomeTaxes Namespace Prefix:us-gaap_
Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory

income tax rates to pretax income (loss) from continuing operations attributable to research tax credit.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph \(b\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph (b)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A)
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>

+ Details

Name:us-gaap_IncomeTaxReconciliationTaxCreditsResearch Namespace Prefix: us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:duration XML 80 R60.htm IDEA: XBRL DOCUMENT

<u>Schedule of Components of Deferred Tax Assets (Details)-</u>	<u>Dec. 31,</u>	<u>Dec. 31,</u>
<u>USD (\$)</u>	<u>2023</u>	<u>2022</u>
<u>Income Tax Disclosure [Abstract]</u>		
<u>Net operating loss carryforwards</u>	<u>\$ 1,727,566</u>	
<u>\$ 751,844</u>		
<u>Fixed assets</u>	<u>804</u>	
<u>Intangibles (includes Section 174 capitalization)</u>	<u>1,197,938</u>	
<u>405,172</u>		
<u>R&D tax credits</u>	<u>423,915</u>	
<u>200,715</u>		
<u>Equity based compensation</u>	<u>1,251</u>	
<u>111,626</u>		
<u>Interest & other accrued expenses</u>	<u>72,140</u>	
<u>29,336</u>		
<u>Lease asset/(liability)</u>	<u>6,326</u>	
<u>1,889</u>		
<u>Total</u>	<u>3,429,136</u>	
<u>1,401,386</u>		
<u>Change in fair market value of securities</u>	<u>(19,943)</u>	
<u>Prepaid expenses</u>	<u>(30,544)</u>	
<u>(46,718)</u>		
<u>State income tax deferred</u>	<u>(60,196)</u>	
<u>Fixed assets</u>	<u>(2,746)</u>	
<u>Total</u>	<u>(53,233)</u>	
<u>(106,914)</u>		
<u>Total deferred tax asset</u>	<u>3,375,903</u>	
<u>1,294,472</u>		
<u>Less: valuation allowance</u>		
<u>(3,375,903)</u>		
<u>(1,294,472)</u>		
<u>Net deferred tax asset</u>		

-Definition

Deferred tax assets lease liabilities:

+ References

No definition available:

+ Details

Name:SHPH_DeferredTaxAssetsLeaseLiabilities Namespace Prefix:SHPH_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Deferred tax assets liabilities net before valuation allowances:

+ References

No definition available:

+ Details

Name:SHPH_DeferredTaxAssetsLiabilitiesNetBeforeValuationAllowances Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Deferred tax assetsbased compensation:

+ References

No definition available:

+ Details

Name:SHPH_DeferredTaxAssetsbasedCompensation Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Deferred tax liabilities fair market value:

+ References

No definition available:

+ Details

Name:SHPH_DeferredTaxLiabilitiesFairMarketValue Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Deferred tax liabilities finite lived assets:

+ References

No definition available:

+ Details

Name:SHPH_DeferredTaxLiabilitiesFiniteLivedAssets Namespace Prefix:SHPH_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of deferred tax liability attributable to taxable temporary differences:

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(26\)\(b\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(26)(b))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(a\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-2>

Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(26\)\(a\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(26)(a))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>

Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.9-03\(15\)\(2\)\)](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.9-03(15)(2))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>

+ Details

Name:us-gaap_DeferredIncomeTaxLiabilities Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences from deferred income.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-6>

+Details

Name:us-gaap_DeferredTaxAssetsDeferredIncome Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences from intangible assets including goodwill.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-6>

+Details

Name:us-gaap_DeferredTaxAssetsGoodwillAndIntangibleAssets Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences and carryforwards.

+References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(b\)-Publisher FASB](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (b)-Publisher FASB) -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-2>

+ Details

Name:us-gaap_DeferredTaxAssetsGross Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount, before allocation of valuation allowance, of deferred tax asset attributable to deductible temporary difference from in-process research and development cost acquired in business combination or from joint venture formation or both.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-6>

+ Details

Name:us-gaap_DeferredTaxAssetsInProgressResearchAndDevelopment Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount after allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences and carryforwards.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Publisher FASB> -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-2>

+ Details

Name:us-gaap_DeferredTaxAssetsNet Namespace Prefix:us-gaap_ Data Type:

xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible operating loss carryforwards.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482685/740-10-50-6>

+Details

Name:us-gaap_DeferredTaxAssetsOperatingLossCarryforwards Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount, before allocation of valuation allowance, of deferred tax asset attributable to deductible temporary differences, classified as other.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482685/740-10-50-6>

+Details

Name:us-gaap_DeferredTaxAssetsOther Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences from property, plant, and equipment.

+References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB>
-URI <https://asc.fasb.org/1943274/2147482685/740-10-50-6>

+ Details

Name:us-gaap_DeferredTaxAssetsPropertyPlantAndEquipment Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount of deferred tax assets for which it is more likely than not that a tax benefit will not be realized.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph \(c\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-2](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 2-Subparagraph (c)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-2)

+ Details

Name:us-gaap_DeferredTaxAssetsValuationAllowance Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Amount of deferred tax consequences attributable to taxable temporary differences derived from prepaid expenses.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-6>

+ Details

Name:us-gaap_DeferredTaxLiabilitiesPrepaidExpenses Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

[-References](#)

~~No definition available.~~

[+Details](#)

~~Name:us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration XML 81 R61.htm IDEA: XBRL DOCUMENT~~

~~Schedule of Effective Income Tax Rate Reconciliation (Details)12 Months Ended Dec. 31, 2023~~

~~Dec. 31, 2022~~

~~Income Tax Disclosure [Abstract] Federal income tax benefit at statutory rate21.00% 21.00%State income tax benefit, net of federal tax effect6.90%7.00%Change in tax rate 0.10%R&D tax credits3.60%1.40%Return to provision adjustments(4.30%)(4.00%) Permanent differences Derivative Debt Discount Amortization(8.60%)Change in FMV of Warrant Liability9.40%(4.30%)Loss on convertible note conversion(2.00%)(10.10%) Other(1.90%)(3.40%)Change in valuation allowance(23.20%)(7.60%)Shortfall of stock compensation expense(0.60%)Other adjustments(0.40%)Total income tax expense~~

[-Definition](#)

~~Effective income tax rate reconciliation change in tax rate.~~

[+References](#)

~~No definition available.~~

[+Details](#)

~~Name:SHPH_EffectiveIncomeTaxRateReconciliationChangeInTaxRate Namespace Prefix:SHPH_ Data Type:dtr-types:percentItemType Balance Type:na Period Type: duration~~

[-Definition](#)

~~Effective Income Tax Rate Reconciliation Permanent Differences [Abstract]~~

[+References](#)

~~No definition available.~~

[+Details](#)

~~Name:SHPH_EffectiveIncomeTaxRateReconciliationPermanentDifferencesAbstract Namespace Prefix:SHPH_ Data Type:xbrli:stringItemType Balance Type:na Period Type: duration~~

[-Definition](#)

~~Differences change in FMV of warrant liability~~

[+References](#)

~~No definition available.~~

[+Details](#)

~~Name:SHPH_EffectiveIncomeTaxRateReconciliationPermanentDifferencesDerivativeCh Namespace Prefix:SHPH_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration~~

[-Definition](#)

~~Differences derivative debt discount amortization.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_EffectiveIncomeTaxRateReconciliationPermanentDifferencesDerivativeDel~~
~~Namespace Prefix:SHPH_ Data Type:dtr-types:percentItem Type Balance Type:na Period~~
~~Type:duration~~

[- Definition](#)

~~Permanent differences loss on convertible note conversion.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_EffectiveIncomeTaxRateReconciliationPermanentDifferencesLossOnConve~~
~~Namespace Prefix:SHPH_ Data Type:dtr-types:percentItem Type Balance Type:na Period~~
~~Type:duration~~

[- Definition](#)

~~Permanent differences other.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_EffectiveIncomeTaxRateReconciliationPermanentDifferencesOther~~
~~Namespace Prefix:SHPH_ Data Type:dtr-types:percentItem Type Balance Type:na Period~~
~~Type:duration~~

[- Definition](#)

~~Effective income tax rate reconciliation return to provision adjustments.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_EffectiveIncomeTaxRateReconciliationReturnToProvisionAdjustments~~
~~Namespace Prefix:SHPH_ Data Type:dtr-types:percentItem Type Balance Type:na Period~~
~~Type:duration~~

[- Definition](#)

~~Effective income tax rate reconciliation short fall of stock compensation expense.~~

[+ References](#)

~~No definition available.~~

[+ Details](#)

~~Name:SHPH_EffectiveIncomeTaxRateReconciliationShortFallOfStockCompensationExpc~~
~~Namespace Prefix:SHPH_ Data Type:dtr-types:percentItem Type Balance Type:na Period~~
~~Type:duration~~

-Definition

Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations.

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>

+Details

Name:us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type:duration

-Definition

Percentage of domestic federal statutory tax rate applicable to pretax income (loss).

+References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 6.I.1.Q1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 6.I.1.Q1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(h\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(h)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

+ Details

Name:us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate
Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na
Period Type:duration

- Definition

Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to changes in the valuation allowance for deferred tax assets.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>
Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph \(a\)\(6\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph (a)(6)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A)
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>
Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX)

+ Details

Name:us-gaap_EffectiveIncomeTaxRateReconciliationChangeInDeferredTaxAssetsValua
Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na
Period Type:duration

-Definition

Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to other adjustments.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Subparagraph \(b\)\(3\)-](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Subparagraph (b)(3)-)

Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-740-SubTopic-10-Name> Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic-235-SubTopic-10-Name> Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>

+ Details

Name:us-gaap_EffectiveIncomeTaxRateReconciliationOtherAdjustments Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na Period Type: duration

- Definition

Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations applicable to state and local income tax expense (benefit), net of federal tax expense (benefit).

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph \(a\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A)Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(h\)\(2\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(h)(2))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

+ Details

**Name:us-gaap_EffectiveIncomeTaxRateReconciliationStateAndLocalIncomeTaxes
Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na
Period Type:duration**

-Definition

Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to research tax credit.

+ References

Reference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482663/740-10-55-231>
Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (b)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12A>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-12>
Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>

[+ Details](#)

Name:us-gaap_EffectiveIncomeTaxRateReconciliationTaxCreditsResearch Namespace
Prefix:us-gaap_ Data Type:dtr-types:percentItem Type Balance Type:na Period Type:
duration

[- References](#)

No definition available.

[+ Details](#)

Name:us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:
xbri:stringItem Type Balance Type:na Period Type:duration XML 82 R62.htm IDEA:
XBRL DOCUMENT

Income Taxes (Details Narrative) - USD (\$) 12 Months Ended

Dec. 31, 2023

Dec. 31, 2022

Effective Income Tax Rate Reconciliation [Line Items] Research and development
expenses \$ 3,517,485 \$ 1,488,530 Carried forward 20 years Operating loss carryforwards
\$ 1,727,566 \$ 751,844 Federal income tax 6,000,000.0 State income tax \$ 5,900,000
Future taxable income 80.00% Federal Research and Development \$ 360,715 Carried
forward 20 years R&D tax credits \$ 80,000 Tax Year 2016 [Member] Effective Income
Tax Rate Reconciliation [Line Items] Operating loss carryforwards 139,813 Tax Year
2017 [Member] Effective Income Tax Rate Reconciliation [Line Items] Operating loss
carryforwards 238,380 Federal Taxable Income [Member] Effective Income Tax Rate
Reconciliation [Line Items] Net operating loss 6,400,000 State Taxable Income
[Member] Effective Income Tax Rate Reconciliation [Line Items] Net operating loss
\$ 5,900,000

[- Definition](#)

Deferred tax assets operating loss carried forward

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_DeferredTaxAssetsOperatingLossCarriedForward Namespace Prefix:
SHPH_ Data Type:xbri:durationItem Type Balance Type:na Period Type:duration

[- Definition](#)

Deferred tax assets operating loss carried forward future federal income.

[+ References](#)

No definition available.

[+ Details](#)

Name:SHPH_DeferredTaxAssetsOperatingLossCarriedForwardFutureFederalIncome
Namespace Prefix:SHPH_ Data Type:xbri:durationItem Type Balance Type:na Period
Type:duration

[- Definition](#)

Amount of current federal tax expense (benefit) attributable to income (loss) from
continuing operations. Includes, but is not limited to, current national tax expense
(benefit) for non-US (United States of America) jurisdiction.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 6.I.7\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 6.I.7)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1)
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(h\)\(1\)\(Note 1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(h)(1)(Note 1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)
Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph \(a\)-SubTopic 10-Topic 740-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-9](http://www.xbrl.org/2009/role/commonPracticeRef-Name Accounting Standards Codification-Section 50-Paragraph 9-Subparagraph (a)-SubTopic 10-Topic 740-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-9)

+ Details

Name:us-gaap_CurrentFederalTaxExpenseBenefit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of current state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SAB Topic 6.I.7\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SAB Topic 6.I.7)-Publisher FASB-URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1)
Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.4-08\(h\)\(1\)\(Note 1\)\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.4-08(h)(1)(Note 1))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)

~~**SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1-Subparagraph (SX 210.4-08(h)(1)(Note 1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -SubTopic 10 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9**~~

+ Details

~~**Name:us-gaap_CurrentStateAndLocalTaxExpenseBenefit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration**~~

-Definition

~~**Amount before allocation of valuation allowances of deferred tax asset attributable to deductible operating loss carryforwards.**~~

+ References

~~**Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-6**~~

+ Details

Name:us-gaap_DeferredTaxAssetsOperatingLossCarryforwards Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible research tax credit carryforwards.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10>-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-6>

+ Details

Name:us-gaap_DeferredTaxAssetsTaxCreditCarryforwardsResearch Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:debit Period Type:instant

-Definition

Amount of deferred tax liability attributable to taxable temporary differences from research and development costs.

+ References

Reference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10>-Name Accounting Standards Codification-Section 50-Paragraph 6-Publisher FASB -URI <https://asc.fasb.org/1943274/2147482685/740-10-50-6>

+ Details

Name:us-gaap_DeferredTaxLiabilitiesDeferredExpenseCapitalizedResearchAndDevelopn Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

-Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 231-Publisher FASB-URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Subparagraph \(b\)\(2\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Subparagraph (b)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12)

+ Details

Name:us-gaap_EffectiveIncomeTaxRateReconciliationLineItems Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

-Definition

Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to lease expense.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph \(b\)\(1\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12A-Subparagraph (b)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A)
Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 12-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>
Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name>

Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>

+ Details

**Name:us-gaap_EffectiveIncomeTaxRateReconciliationNondeductibleExpenseLeases
Namespace Prefix:us-gaap_ Data Type:dtr-types:percentItemType Balance Type:na
Period Type:duration**

-Definition

Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to nondeductible research and development expense.

+ References

Reference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 12A-Subparagraph \(b\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 12A-Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12A)
Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 740-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>

+ Details

Name:us-gaap_IncomeTaxReconciliationNondeductibleExpenseResearchAndDevelopment
Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit
Period Type:duration

- Definition

Amount of operating loss carryforward, before tax effects, available to reduce future taxable income under enacted tax laws.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph \(a\)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-3](http://www.xbrl.org/2003/role/disclosureRef-Topic 740-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 3-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147482685/740-10-50-3)

+ Details

Name:us-gaap_OperatingLossCarryforwards Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Details

Name:us-gaap_TaxPeriodAxis=us-gaap_TaxYear2016Member Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_TaxPeriodAxis=us-gaap_TaxYear2017Member Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_IncomeTaxAuthorityAxis=SHPH_FederalTaxableIncomeMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details

Name:us-gaap_IncomeTaxAuthorityAxis=SHPH_StateTaxableIncomeMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 83-R63.htm IDEA: XBRL DOCUMENT

Schedule of Quarterly Financial Data Sep. 30, Dec. 31, Sep. 30, Dec. 31, Dec. 31,
(Details) - USD (\$) 2024 2023 2023 2022 2021

~~Additional paid in capital~~ \$ 31,664,226 \$ 29,489,055 \$ 29,402,533^[1] \$ 26,518,433
~~\$ 12,063,940~~ ~~Accumulated deficit~~ \$ (32,979,632) (25,433,304) (23,792,804) (18,840,581)
~~(13,844,512)~~ ~~Previously Reported [Member]~~ — ~~Additional paid in capital~~ 19,543,363
~~19,456,841~~^[1] 16,572,741 14,150,948 ~~Accumulated deficit~~ (15,487,612) (13,847,112)
~~(8,894,889)~~ (5,795,432) ~~Revision of Prior Period, Reclassification, Adjustment [Member]~~
— ~~Additional paid in capital~~ 9,945,692 9,945,692^[1] 9,945,692^[2] 7,912,992^[3]
~~Accumulated deficit~~ \$ (9,945,692) \$ (9,945,692) \$ (9,945,692)^[4] \$ (8,049,080)^[5]

~~[1]The Reverse Stock Split (Note 1) also resulted in an adjustment to the~~ ~~140~~
~~condensed consolidated balance sheet for the period ended September 30, 2023~~
~~with an increase to additional paid in capital of \$ and an offsetting adjustment~~
~~to the carrying value of common stock.~~

~~[2]Adjustments include corrections for stock compensation errors (increase of \$);~~
~~recognition of Series A Preferred Stock accrued dividends (decrease of \$);~~
~~correction of issuance cost recognition related to financing transactions~~
~~(decrease of \$); corrections to the Company's initial classification and~~
~~recognition of warrants issued in financing transactions (decrease of \$);~~
~~reclassifications of warrants from liability to equity (increase of \$); correction in~~
~~the application of extinguishment accounting upon settlement of debt~~
~~instruments (increase of \$).~~

~~7,843,052~~ ~~402,064~~ ~~174,082~~ ~~416,266~~ ~~881,554~~ ~~2,213,498~~

~~[3]Adjustments include adjustment to the carrying value of notes payable, including~~
~~recognition of day 1 loss (decrease of \$); identification of costs to be recorded~~
~~against Series A Preferred Stock carrying value (decrease of \$); and stock~~
~~compensation adjustments (increase of \$).~~

~~7,351~~ ~~189,118~~ ~~8,009,461~~

~~[4]Adjustments include corrections for stock compensation errors (increase of \$);~~
~~adjustment of the estimated Series A Preferred Stock warrant obligation fair value~~
~~(increase of \$); reversal of accrued Series A Preferred Stock dividends (decrease of~~
~~\$); recognition of bifurcated derivatives and recording of loss at issuance (increase~~
~~of \$); correction of issuance cost recognition related to financing transactions~~
~~(decrease of \$); and the aggregate adjustments to 2022 net loss as detailed below~~
~~(increase of \$).~~

~~8,009,461~~ ~~240,930~~ ~~402,064~~ ~~296,151~~ ~~166,407~~ ~~1,967,621~~^[5] ~~Adjustments include reversal of dividend liability recorded (decrease of~~
~~\$331,059); identification of deferred IPO costs (decrease of \$55,182); identification of costs to be recorded against Series A Preferred Stock carrying value (decrease of \$89,118);~~
~~adjustment to the estimated fair value of warrant liability (increase of \$240,930); adjustment to the carrying value of notes payable, including recognition of day 1 loss (increase of \$274,048);~~
~~and stock compensation adjustments (increase of \$8,009,461).~~

~~-Definition~~

~~Amount of excess of issue price over par or stated value of stock and from other~~
~~transaction involving stock or stockholder. Includes, but is not limited to, additional~~
~~paid in capital (APIC) for common and preferred stock.~~

~~+References~~

~~Reference 1: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name>~~
~~Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI~~
~~<https://asc.fasb.org/1943274/2147481372/852-10-55-10>~~ ~~Reference 2:~~
~~<http://www.xbrl.org/2009/role/commonPracticeRef-Topic 946-SubTopic 210-Name>~~
~~Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX~~
~~210.6-04(18))-Publisher FASB-URI <https://asc.fasb.org/1943274/2147479170/946-210->~~
~~S99-1~~ ~~Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name)~~
~~Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph~~
~~(SX 210.5-02(30)(a)(1))-Publisher FASB-URI~~
~~<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>~~

+ Details

Name:us-gaap_AdditionalPaidInCapital Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of accumulated undistributed earnings (deficit).

+ References

Reference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.5-02\(30\)\(a\)\(3\)\)-Publisher FASB-URI](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.5-02(30)(a)(3))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480566/210-10-S99-1>
Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification-Section 55-Paragraph 10-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147481372/852-10-55-10>
Reference 3: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(g\)\(2\)\(i\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (g)(2)(i)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480016/944-40-65-2>
Reference 4: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph \(h\)\(2\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 40-Name Accounting Standards Codification-Section 65-Paragraph 2-Subparagraph (h)(2)-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147480016/944-40-65-2>
Reference 5: <http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 11-Publisher FASB-URI>
<https://asc.fasb.org/1943274/2147480990/946-20-50-11>
Reference 6: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.7-03\(a\)\(23\)\(a\)\(4\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.7-03(a)(23)(a)(4))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147478777/944-210-S99-1>
Reference 7: [http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph \(SX 210.6-04\(17\)\)-Publisher FASB-URI](http://www.xbrl.org/2003/role/disclosureRef-Topic 946-SubTopic 210-Name Accounting Standards Codification-Section S99-Paragraph 1-Subparagraph (SX 210.6-04(17))-Publisher FASB-URI)
<https://asc.fasb.org/1943274/2147479170/946-210->

~~**S99-1Reference 8: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10-
Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph
(SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1>**~~

[+ Details](#)

Name:us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix:us-gaap_ Data Type:xbri:monetaryItemType Balance Type:credit Period Type:instant

[-Details](#)

Name:srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type:na Balance Type: Period Type:

[-Details](#)

Name:srt_RestatementAxis=srt_RevisionOfPriorPeriodReclassificationAdjustmentMemb Namespace Prefix: Data Type:na Balance Type: Period Type: XML 84 R64.htm IDEA:

XBRL DOCUMENT

Schedule of Quarterly Financial Data (Details) (Parenthetical) 9 Months Ended Sep. 30, 2023

USD (\$)

Quarterly Financial Data [Increase decrease in additional paid in capital](#) \$ 140

[-References](#)

No definition available.

[+ Details](#)

Name:SHPH_DisclosureQuarterlyFinancialDataUnauditedAndRestatedAbstract Namespace Prefix:SHPH_ Data Type:xbri:stringItemType Balance Type:na Period Type: duration

[-Definition](#)

Amount of other increase (decrease) in additional paid in capital (APIC):

[+ References](#)

No definition available.

[+ Details](#)

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalOther Namespace Prefix:

us-gaap_Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration
EXCEL 85 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644
Financial_Report.xlsx M4\$L#!0 (*HR35H'04UB@0 +\$ 0 9&|C4')O<','087!P+GAM
M;\$V./0L",1!\$ \IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG
M*N*I#BV&5(C(I(/!47BK9.7;=N')=HI6-Y
#OGDK7A.YNJQ<&4GPZ4A!0W_J=0U/R;UEA_6\#MI7E!+ P04 M " "J,DU:P\OPL.X K @ \$0
&108U!R;W!S+V-O&ULS9+/-M2L0P\$(= ?17)O)VG50^CVHGA2\$%Q0O(5D=C?8_"\$9:??
M;,>-N%|/\$\!)B97|HY M!J;34>J0\#F%B(DLYJO)#3Y+'3?L0!0E0-
8'="K7<|+/S5U(3M\3'N(2G^H M/4+#+^2TX)&44*5B
55R)K.^,ECJAH!>*-7?/Q,0X\$9#3B@0T!91"V)R&#BZ !4:87/XNH%F)I?HGMG2
G9)3MFMJ',=Z,\$MNWD' V|/C2UFWLCZ3 M\AKG7|E*.D;621A'^_1S80RY8-[9]-
NIL!|"SI^Y%1^?H.'GS|BYBZ(:E/)X M8-DOV|:|MR_>X%#BVRJ*+ M41B1%G|@M
MNN01.+5)#3(3/PB=AIAJ4!P" I DQFJ&&^+3&K!'@\$WVWO@C(WXV|JZMOFCU7
MH5A)VH3X\$8:XIOSYG/1/L!4;1|E6|W*.76!4!EQC?-*HU+,76>)7|V<
M!|T3\$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!/?
F<-0HACA*FNVB<5@\$_9Y>PTG!Z(+90VX?H;5,VPLCO='U!*=*Y\FIS_LC0'
MHYI9";V\$5FJ?JH,@H%|;D>/N5Z> HWEL:4*Z">P' T=HWPJOX@L Y M?RY|SZ7ON?
0|H=*W-R-J9|'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0|=R2^JVE+ZU)CA* M|+|,
<\$X>RPP|9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D*
MTU*0;\YZ<5X&N(YV02Y?9A7;>?8T='|Y%1L*/O)8=QXCRHB'NH8:8S|_#
MAWE|7YAGE<90-!1M;*PD+\$:W8+C7|2P4X&1@+: '@Z|1 O)256 Q6!8**Y"B M?
\$R,1>APYY=<7^/1DN/;IF6U;JH=QEM(E(YPFF8\$V>KRMVEL<%5'<|56_*P
MOFHJM!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=|=7GFYRN>B)V^I=W
MP6#R_7#)1P_E.^=?|%U#KG|VW>/Z;L|2\$R<><41 71% B.5' 86%S+D4.Z2 MD 83
>LX=SFWJXPD6L_UC6'ODRWSEPVSK> U|F M\$RQ#I!|?
8J*@!&K8KZZKT_Y)9P|M'OQ@2";_::|I;=X Q|U*M:I60K\$3|+ M!WP?D@9CC%OT-
%^/%&*MIK&MQMHQ#F 6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V|0-:/8--
!R1!5XQF;8VH^1."CS<_N|L,+ \$CN'MB|!4\$L#!0 (M *HR35J+1,'8X@0 "H5-8
>&PO=V|J.R.W-H965T&UL MM9AK;^)&%(:_YU>,7*EJ)1+L,=<4D-B0A#:P*)!6ZJH?)O8
H|4H,PX)/^
MQP;L=&N.G57|!7P|KY^Y^+QGIK>7ZHO>,A%9@UYZ::\$&/1F;0\$1\H8B.PY" I
MMQL>R'W?QV9KD0GW0V|/\$-7W+SM%LH.*MG*KX(>.:2%C(CBZ|XU=*YO MW#0@?>
>)WP??ZW3%)FO(LY9?D9.KW+3LAX@'W3"+!X.^%CW@0)\$K|?4H:F7O-M3
+?'Y_4;|/&0V.>F>8C&?PA?+/M6QV+^'S-XL|ROT|/S:HF>AY,M#I+|D?
MGFW:%O%B;61X#:"4\$2'?_9Z|(AW 6|W3 !M"4^_"BE'+,#!OTE-P3E3P-
M:LE!VM0T&N!\$E(S*TBBX*R#.#\$;RA:M>W8!4>T9O\$AEAWLC0|Q77 MFFOR^0&>
(%/#0_U747L/3;N-8|YO&^!9-?<_7"K<&S@M^Q<\$MI'! M-
C#UP5AZ,)^^#@;CB9/J^EH^+DIY|> MOM/YW;)&IO/1%0+66PES/CSB:Y\$
MI.'EPWJ4(PH=P;GDC7!R4VY\$KN'P0QPMPI MG\$!6L0Q9\$)";6;-MK0L)
<1VC8BR/T=P::"5KF(1<;42T(7>@8+8PN< (=BPK| MKD2PC"SW
UKB!|D"!SI_+J%^E.1)#4|J<|*"&DJ+U&877 GI%|+B M|RBK|6CN!Q1/WJ>QA)Z+#"S)R.
<93SZ)PIH)OZ::=)IXR7+KL).57'l: ||<,NXHPE|JQ)P-<0:E^U(6&H MP|JWHM%-S63|
F4TNQ;)W6Q8QB',|6(B|G|^OVV5T|OZZVJLA+
M>5>C9KM>B_K|)UE4+S<3,GE|'5_6BG|8#:_WH@G>2_5|YN|&NYF^RC+?"W+
M)J|5,O'F|DM^9"R4#NT%O_Y4MS<(TTE(>J^JO_K&|F6#|1K*0F=(A!|OY
ME@M9%#H2O,'C|&OV7%CR>1"-7%3%?_*E6MU,X@E:RD>Q+=27
MZN70L@/\$=;RL*IKV?_32V>|RK;-JM:=,|S!B|W?6WCH@#!Q(-.#.@9|K
MP#H'=JY#T#D\$+3,|*"T|J5!B?EU7+ZC6UA!-7|1DMMX /R|UO|^K&G|P4_-
M%U6YA%Z42P17357D2Z'@Y|,H1)E)=*|#-^@*_7Z?HK^|^^OU3\$&CVG66=0U| MVC5
!QJXEYOWB.\$IHI@&#O>%WSV5&B3UTYW-/SW>FQ^PR8VM-%|W31-AX;
MHFM;U|)42#0-.)B8^B62%1+E&F+^0?V_Q9%\$ "DD|)=*-Z&TG7K>4YX&/+P>O9|
M2(YM1GD4!L2P2VVI." 1Q6QO=P0IV\$,*O)#N:KD1^1+);QN=0\$XDNPCA(1+, M<(-)
XS\$@01,X XS\$(PC-TX^!X|^+X+JO4HF'0J)&9MLZ5|D;C#>, >_P@
MUZ#F%@P:QQ\$EW(#|X^T=|1'N^0B|?_QF6;V%\$IB72D)@!1=9M98N1D(+26#T
MK&U!|@@03-ZGWA2Y'&NV11EZDJ7R44,X@*:O&G8F18_R2D!OOO_V<_|(2+|O
MYV2%BO=DO%XR_E4I4<,">ZJ^QQ8E+"3,HL0VXSQA&)N#W+:+>10?QCM"D^S1
M)">*\$RC#6GUO:ZXNMQO0:FJ*2JE("-|5&_&Q |PJ5ET^HD*!Z
M4:WE|57U>+6%FY8D)T?;\$|L&\$8&YTX<)AQQA+L%'=4H<=#PD=ZNM>9!&O%NER

M!7:XKZE-:L1X&)LX;#N>H93E6J"4E9(-VHC06JX,5C- P N4"K\$5
M%XR?)\$G,X?/C#1Z3TVLWXA=09ATHNF'VW47|>N07?*?FS<.@17",.8"=|!@>TR-IK
5Q:#K&<6QU|X|W>\$Q4+|2(7XFELH;5H=X..C&<;>T4 M:01;DYEM%I"
\$VH"|K|5&P#W6HWXQ=I@\$A^.#"<##D7&>6B*S(7##E:AQ))N M_O>|G +:JSOJ5W>
H#^1H-364B2)XR0P|;H.8RC|/J/\$.^W?
MJRK|NJ*I.R;GW^**8D^HK^!#'|>/9.H5>Q=O&HT9+1TKVC&1!_MM?BEX#|4
M2N4M.BR?=_7KRK7E>8K>X?<8_A\$HJ35Z%L56?D3OR!0>(<@MU*Q\$K=,*F I
MVNWFH9B;=/:M38-\$ENUJNK|_W+Y\$;+O|6FU58V"113DJ+/_WK"UYBS.8P5*
M1PATW&&|X*4G=OJJ1H(;H8|AF OZW2:!. \$4)|D4+C&.IV&-
JC1O|VT\$%3!+JM9'N>4+C3C3F6068)<=A@LWK8-B0;J|R|W*5^N7N| M7.9ZB\$(Y;+
<7|Q)E8L-
#>9S"PDYC4WJ'WHG+EJN,A"&H"/KU&%)DR!.,+IMEV_6V.;;EO(QSW)U&J(M,J183:
(D9*.,=9E2 M#N_-K'6LRY3\$<8|Y|/+ /0WLY2|^1LQ?!.|8&O2*,FO55G+ MW:"|S\$WJ|;^?Y?
H!UO|SXGJ#IO1,|&-&2|>*LQC+WIL;L;&""V#)/4P.&:T M=*QHQR=JO69F?LT,|;/:EJH?
1^J|S|WIA>|4BCGD,0OB(#|!/+QR&L,*/S8WA MU!60A-%0LK%>1C/_J=U%M-
!:=:)Z@U!UBC!F|VH2@@-N'L>-T. Q+;TH9GY1 M_.7L
N0/= &GZC!HM'2O.;.8D')|*C|,RR47=F1XV6CA7MF,%>JK(3407-!6BL M#5IFJL,@L,|_-'>?
FE...!QC6ZU=V4K^>7YPZSL=V-JC;MAU0/E5+5NKU<20\$*5QO M|X|5T-/=Z&^S|A_OS?
|4\$4L#!!0 (-*HR35I\$D|^N&PO=VJR;W-H965T&ULK9=1CYLX\$,>_BL6=3JVT70PA)-DF
MD;H5?MP4M2H08?3/7AA\$JP%3&V3M/WT-S8L#5DV(57W88/#_S_V;^(OP_P@MY*.*
33YEF>%6CBIUN6=ZZHXA9RI6U%"@7>V0N9,XU#N7%5*8(DUY9GK4QJZ M.>.%LYS;
H9R.1>5SG@!;TE4E>=,?K^'3!P6CN<|??&)|U)MOG"7|Y+M8 /Z M<|F6.'+;.* G/H5!
<%\$3"=N&|1^XBSQJLX@N'@SjZ)|@;E08A'_B8+!QJ5@09 MQ-
J\$8/BQAO5DF8F\$Z_C:!'7;.8WQ^/HI^GL+CS /3,%*9/_P1*<+9^J0!+;L
MRO0G"0N%):Y(T95Y#SHOYDWYI\$!F|EPQ^8_'"
M&D:-8334\$#2&P&:F1K%YB)AFR|D4|R*-&J.9"YM,ZT9|7IC??.EWN7HT|N5
M*!+|1%2\$A>*5\$QA.F<7#/,E;\$0#8FL"*OUDQ"H5/0/&;9:_*&?-Y\$Y-6?K^>N MQD684&
|<3'A?3^B_..\$&REL RHC?\$IW|08U^=MT<0H|VS|E&#/1IN|H MV%S/7
MIL|OT^?;>*.7:#2F""M \$|S\$E|WF!2>,L(VNAN-W6_|Y|4%KBYOZO+U-U|*_
MMJGX.U6R&!8.EK0"N0=G^=,*9DD>Y95T)?
#.M;\$QC*W'|HP1LZGKO|X^0,4D675|V@ (Y1!1=\$'40QRWB^#I\$RZ\$(
MJW0J)|A!2113'3..16@D^K.S?"==0831 V.\$+6|HPE_CP.:HT*Q)>|/H PV?+
M.26|H(C.*3HLDY9EJZF>;/_=^LR"DL|D)68^.TFDX/=%%SW7>A-+ M" _JL/JSYZ#7C_
|WU%/Y5TX+| OE_H|01P">-J7ID6X MP28WKO(JLQU6 GCV8|-
@'|@.JO&>GN+8Y;*)UCGW?"Z>G9=JG|X+IY+10W:.. MT|P?_,WDCA>*9+!%(IV=8
19M|SU0(O2-J\$/OF-+:R|3?T!;01X?RN\$?AJ8 MOK9|5G^#U!+ P04 " "J,DU:'#=#+|F*
!;*0P &'AL+W=O@>|+BNBXV,E>_+(IR+6KUM5Q,JTT1=(V6F=3BK\$| M78LTG|S?
MML>R_O;8EMG:2X?2U1MUVMI?O\HL^+E;D(FKON^L,M5W6R8WM|N MQ%(^R?
JWS6.IODT/+ \$FZEGF5%CDJY>)N\H'//CG1RZ+-I>/SYE3UN=U|MS+H
MY\$.1_9XF|>INXD|0(A=BF|5?BI=_RFZ'G(907F15^Q>|=%@|0?-M51?KKK\$: MP3K-
|_ %MTZ(HP:.*!VY NP94;|!'&K"N 3NW!|XUX.?VX'0-' +V!..|+ |1JX
MY_:@=0W:HS_ =J|L>FE#4XOZV+%Y0V: 56_.A;YM:W5\$TKP)Q:>Z5+^FJEU|
M_U#DB0HLF2#UJ2JR-!&U^O)4JW|JXNH*%00TKXTL11,Y%;I"OSV%Z*>_OUV
M6JON&Y+IO.OJX|XK.M(50Y^+O%Y5*%)=)D#|T-P^>*M|;&Y/J(%@JG0|B\$=? MQ?
M(C8Q/_\$!/?_SKL-LE"FV213;+8)MG,\$ME)|!/# M'| 3^_T7N9/Y5D)Q86P(#PM!(6&))
|3\$ \$UGBB2WQS'Z\$8^RXZO*.XX! (>Y0SSO%!<.<=1EE/D:
M+@)P/G9=KO4;#W%,18H#=#HJ;@>/SF.|
<<"=2>@@1#NOH'W3TC3K^(I>=BINR6,BJJ0M%!FGH#|?)J" I3M=U^&.*H
M|W.B|78(P%0X8J*)'0'=8H|ZU-=D! (?G4L&"M:(LHM\$44 M=42GJ5AE5^|HQ_!;X
P\$JMD=H2,YLZ_EB;F8?UB)?"G5*8-6(BW13F1;V9B8
MB2S373091%DJGM,LK5/X6MJU<#H;)+V\$#SI2,ZG9,%ONN-
U'NDKYV)N7B>"14A18XJD;7A ML1;E5UF+9_6MDO-M.7X.#DM0QU5CTD|H:8_?
O2950R805V:>?HP#.&|39 (H' M'M;/SA|?_.EAZ>MP8B|\$Q|H>|P_/L+|"IXJHZ'QP?
J.S&@_D|P.:IBF @/E#K M\$|(&Z@-%_)!M9M;H OG|IV4;|WM5)S5LBZSMK;,(WX|R+?
R;).&_43^0P: M3&18"5|Y+AT8% |0D#-.N"X|@/,9V<""SF|V+;W-+|N/XOM|)>=?T6-9U-
WZ"/5Q68HU MRM464|"8>WQOL%AE"ZVR15;9XD08P&"A0^O%8QB/Q4KONU!CH?
H#++;N2^>Z MO#F+|2A/4S-3Q;7N:T% \$C 7:Q>H\$ 2ZC8VJ9?L(0C).7;UBC|%!8JPN#%IR
MAH!496;*V8BXO4M|S2| %KU*5!^H*"

(jX;^J<I(CG5'4K*2A6<9SF\$4\EG(AR)=SU/,O/X=PE9705AE"ZVR15;9XDO8X'P& MN"
(<4^R.W#"BO2M"S:Y(*4T*\$')4U-'VHV?8 @6A=)NDCG[?V>)H3DG\NT_GXU
MST15J1\4NG.\$WK;!S)V_.W"LVD:6V2*K;/;\$E;'#@ #90P,FH6TA\&XB::; N M<%2%6Y?
H\W8?+'E7\59=Z&P.B:9J\$DU[?_NT@-,1KX%X1FQ=8+488LLF6VB5
M+;+*%E_!"L<6L/2\$<#HVF>R=+&IVLEXGDT4^!JJS:NZ4+&U7C<.,0!,HJR)+
M5)R!@7&!"60(##)MLH56VR"l;W+&=3)5)L 0TN,>86/7H\Y'HV8?{??V00.5 M#H1*
(V(I#P=J)=0NH&);JXR0)\W:CF=1I7,P * U+3X?K,5Z (D<(#^H- M@)'XJL ;5&T
HTI5NM57&X% 5U6"^ETU",B8Y_\$11XWVCAHU.VKOD#D)L^U8 M&H:6GX!B
^MH8+\$!1EAL@!\$6&P*"8@- D\BLMZJ8V.HZ)+6-+/<*HZOQ".[(M_)^*^H)-\$DA&+X.M,
(A&#L6K\&T\$P>NUI57H,L^F+V80S+G&(U4/ZWT< M909Q0"\$-!G1O2DE (.D!&"0E
_DA)D&TH)P Q2\JX-,ILV7V36/AGT*,KZ
M_KCLUP_RQ)^E.*"!1J&9RELLH56V2*K;+%5MIDMMM-P.7HZ2
\$#A0\GDO1X%ME%@"U' M;<[K+X)@KD\UY_TIV R".123D1*<J=X-
_WLWOQ9Y>7X*MKV%6&4+K;)%5MEB-MJVPS6VRG\$=-;-
LRUE<*MNB6V4*K;)%5MM@JV\6VVF\X\X,,SLQ9Z5PP N@ M'G:80FX(KJ4<\$29
A(2.!F4\$(@.'\$N\H1H:)5=EZN Y*0C)F\4*OI:N MIT=/Z*JEN6Q?
OE"A=CW*_CG5P\;#"QX^M*UT+9_)#DIL(VAZ3F\G^MM0Y\IM_NW3'P6Y3+-
*Y3)A1H"OO;47I3\%S?LO\3%IGUOP'-1U\6Z_,B2(I%E M U" _+XJB?OW2='!X?
<:/_P!02P,\$% @JC)-6H),07K%\$P (-< !@ M
!X;_!W;W)K45Z)OGV1\JR(0"M%L%YF.R\F;\$M MX&E
W02!'QO@NR^I_<_M0UUWWB^/FVW\NJA\YZ^N\EI5P_U8\5^NWNJM_TG M=
I0I8\7UO^I0;IJG?5VM#Y4>-S>A\XN;QZK97GUX=_C;Q_V'=[OG;M-LZX\ MKWU^?
*SVQ_Y0;W9?WE\%5Z_^*FY?^B&/I0\>=4W=>?ZN\O3Q_W_6\W;RKK
MYK'>MLUNZ^WKN_=7WP??E8\$OAAJ'(O_=U%_:DY^IH2^WN\W\PR\6;^_IH
IVYK=IZL=O\HUEW M#^_OLBMO7=J5SYON\H\7\I?"B6#WFJW:0__>E^..9?
TK;_7<=KO'8^6^!8_-MJN7_ZI?C-W%2(0S/5
B/%4*C0B3.5(B.%2+30GJF0GRL\$!L5@NA,A>18(3\$J
M)/F9"N)809A\2,Y42(A5TH.S7K\=@VN655=J>+????V0^E>;?CAX-I#I=XC MS7:
(Q4_=OO^TZ>MU'Q:|H;J/K'KM\3^UNTVSKKK^ET\=_U?Z\Q4.U MO;I;K\GV'^Q6/S_L-
NMZW_Z'5_SSN>E^I?ZXX.^:5=J\R;OV_OYIZ?WQ#W\Z M=J\UK1MLW*R.+?
GAI27AV98\NZ.!KS_^;%^O*WW_TO(+B9\I?K9@CR:N-I MK)KU==_F1?
74=/WOC.B2%_VHOK+NO\>BFJ_;;W+:=5\%I_V_5M(:DOMK'
M_A*M\N#;TZ_(>I306\ZWWSOG2M!V"H=7-'MO-O: ^TO;/O?*M.9-'W1OD1>^
M15YX,!*,?)#M:FVJ\JK.F\9K\H\UHN ;+_3#@ (J<%Z7DH#2,KI_!&[F\^G M44\$5\464Q\Y>
<&D7O-ZB+(X34*@2J8B#D-#4K(='>XFW\5/U:I^?I7?+MIZ M_[F^ ^N\!17B'Z(**3#FC?
<_3V/4=CON=OO/:AZLV/^KY?%,5I0P(1^U%N?.FL M9;KC_YO@?
#_D\H\$D6(%4DP27T<81\W48(L:CZ.WWP_J;T M:V^U>^P7.FTU3**H
&"5'\$8*8052&*5)G\JW:Y"Y8IPY"3)7?KV.YLCTS9\$I MZ\B_H\O7S:XEKURVIH/C0#K+U/+
(=9SGPA?&+*,86U""6E9^O8\FO.S->9GS
M(W\U\JEM=M^I[M=;P*I7XV_-8UMYNZ7W3?=Ezu77OU+_5^U;3U4&!?:PZ+ MN"_5?
E\MA^&I:|C_?I7*C+89CE\$1D9,&_I#X1Q38/L%9D\7Z;L29")\NMU
MM+C(W^(B_WC@KOGY_8\7V2\A2TOV\$ZXWO218H7=_L!/C\A!&BQ!8EJT!+Y"
M.CX;+_X^O=THG?7;/M58+.H\..D'5R_[>I4?4P,10\+I+NZ/K">V3?I&%*
MXAO6JL,P<132_!\$+82R_ERA\Q5\$HX>U)E+T2(*I_@3F!9.F^:NJ?7@9,H^M?
M\4&^_I^7;3K'J'W\7\I(2K,L4*.\$6:@'./GPBWEV-#3\SPVQHMC=D,PR/,D MB!(K\$-
A.NP2"W:@7B^8- V6Q! CIH:#H6L#CM=IG%+B\|R+!'^M(QC./C(L)
M..W\CO2J5E\I2\3!T)MEB@U/9 4/@QX?G@VD+3)1\5:18=/FFU7#\V%P>8"8
MP,OHNP!YS1J>HP#D+T")2110B7Q#5PSX#A05#&8AA4=7,|."/E>=F";Z+S M:
(!4*Z\J\$JH6HM3TT%&I_9@&*D;B_>EZ1Z\MNZZS>&9X_#9=M?U\J&GZM>J
M7Y<'DP2>X9GQI\$+_L,@B8(P,@>*2".BC.68S-VP7(8@D0TMVM^&'I3Y MW,T.
(#;4ZZ?UYNUXP;?=>0A\JA50-0E5*U%J>DPIE!GP+/,L\J GIY>&"!3^ M1
DM44(%2DBBA\$J D\XT"J\$&\$QGJQ:IA!QJ;:(9A\$EESE0F D!EHD&H%5\$U"
MU4J4FAXS"J\&/%I=-I^;=;U=M\JZ0\/*;3G.*4Y_>4FL.@75YL)D.G\QD:7 MU\I\$?
^B(V9RT@B\58BQ)EL00(ZOE("I2&/A=UOT\$9.VMC_[W#L-\$UVSOGYOV MX75JF@H
M4Q\R(Z\7FZIM^P\GKJ0<0/BC0N4T!(E5*"*)\$JH! CI<7.2\<@SV6/<I'>6
M;M_K!!9CMVUQBS:9Y&0'9; 8:5"B#)8 (3U""L- MQ\I%-O%-8B',3 *^*Z\K**A:
563Q!=R3>06HXSJL: @;LC#W)_J MUWF, FN#<5^UQMGD\7U-ZFJ6Z;3=-,(-/MCK.@RP,
(("N0ANY9EF0");C M11DL1AJ4*(E0\$@/

H5X0Q[QGMFO\$9(.%3:/3V+G,C(%\$F0Q9'E+;OD=9!E ML9JD!N4OB**I2-
/,2A7D.^OB\$'"F9ZCX:,CST0L:,VC'V+F40>K|<6 F9 "V MG8=@I%H!59-3U.A(
#5+#P=%/D-W\GGY8>WACO^T;I:KYHG#9I\$U"4"9*T:9DU/,G7+GQKA=C"THIS2-
<29(37>F@H@1#Q%G MRN|FK;K\$@9TBF?N9M0<\$9:89T|.L|J'?^/U?YMRA^1
MCHTNK\4BFX.%(@W#(,Q-MU&YAGF_Y|5I9EZ>=E&1^R(6F>D:Y&;M\$J6FNT9Q
MMHCG:,2J|+*+B\$3(U.^_46N_/12,0=4*)J\$JH4H-3TF%#^+>'|F@DXB(I71
MNER)S\$(:G1 ESZ\$3HBB-3OC..BR8 4*Z0Q3+BD:Q+"=T\$MEHB48GO&WGBQ2:
M;@A5DU/4Z\$B8(I,P4B0MD'. "GT%O/H|62.^*E^ZJ\$HG#QI-,+R95#3)SK
M9R|H8IMBG5G2\$27/+>F(HO22CN^LPT0>(*0|1"&Q^*N...0=0VP=)I=TO&WG
MBQ1ZTB%434Y1HR-AEO,03PY\$)?NAGX:?C1|>BV;YQ?\$-LT+19YFL8G ^2XX
M(/"S%JWK'&2Q! CICE4L+9ZVL1CU?#LFV!HUS>:,Z3PD0\YA*D)J%J)4M/# M1Y&->-
I&91KUD &".@ 1);1\$"14H(8D2*%@>">J H)AC_5DPP)IB@+ZQ=ZGQ| MG
<4*!2\$JDFH6HE2T^-.\$0<&8AX(N*3.|E,00062V94\$NS\$-O4 :+D08ERF) M\$-(=JD!?
S(^CO+R55T<"!):Q1V79'D86K2V.)8,KE84J(:5P*\$|-N%4U+M>)KVN|
:OGVNSP.:@:DNH6I%0H-&>,\$NHU1*EIL>70H()CP1G2L+BK3J,+PEQ
MMB*1A(6R5R3\$R8I\$A;*7@D0TCVOP%_R ^U^8|R "/5<1JB:A
M:B5*30\X|3:3T;E^IT"3?J0V+E^UH.AA,CUR^,L|Y/\$!V(7+|PB:,HLAX, M\$47C7C|
W,\$0/%%@)#N\$(46\$^<,O\N.(0B=[V?"RO#C;3M?I-,/ZB:G*)& M1|
(+2Q2E^RB|@T/R(7E|?M?*5"T_R@:A*J5J+4)A07"^9QO6^|L'0T:QVZS4C
MQ@:;82"B/#>Q#=%|EVGY.8OFV?=3+#(NG@/)0K))/?OA&4GW-1H@%ELCQ#0
M+#ZH6@%5DU"U\$J6FAX|"@ D/ %V(+B _ELF"W.=XAJ=(<&5#'_ (VS)Z?88QP|
M1XJ=4%!0\%"0(|M|50='HH26@DK+&Q*"4O,|I:-+RBF-.^|.E)KN3L7@Q*BT
MO&%6|U_/6SX=3|A|*C"'V\$SLS#+HT3\$QB)V292|#00UG.^;3_4*HJ@8-/S MR0G?66?
7S)\$=)Q0D\$Z.RXTXGWI==9&.LH/^F0G,ML^!MN|Y6H6H%5\$U"U4J4
MFAX3BF.);>|1&9|YP1MP&:-!0DN44(\$2DE.\$F)"9(XE/*-(FIB7QN>=@")N_ M\$?
NR^.8XCRO0^ 95DU"U\$J6FAXDB<((G<\$YOKT4=-2>(%R&G269F:Z/L%>/L
MR2GV&?.|E+BD|<2|R.G;"CTO!00DM!'5.7YF&:F\$|+1I>44QK'N',| "84
M>A,37^@Q| MMA^29SY|OHBMP)GMRY|*\$4=CJ<|:A<4%M N
MR3V41,ES>RB)H00>2KZSSJZ9@|VEBKVEH|:W.NVA3(GW!)|-*G;KI(PG:I,|:
H|!@B^XS,,:%M.U^D4&P'59-3U.A(F(8I8K8I7.|^??RH_*4 M.)'.#|8|GRP*D|
|V7')H|A.G|.H)D?;|4@,P#/P==2Q=?2:7P-|:|M:E;
MF@6F\$Q=|*YU'!BAV@ZD)J%J)4M.C1V&W=-I.W/% GS?@P'!00DN44(\$2DE.\$ MF)"9
^BE"NBEB-VW|-'|I.DE=LX|WQ|GH06:I =5DU"U\$J6FQXDBA2E/"EV(M/B_E,H@0^W2#
(#;7Y4N4P6*D03G%(./:1!|@JA!@.OT0:/ZJBRM!0LN4..PN M2*/
C|RS=D:7E%,:Q|AS#N26*N26CD9NIZG5,>E> KE9\$W|*N>5ADOEF\$@Y1 MCL
|&OXA/3-X1H*H(X,P^*YSOK|)HYD%NFD%OFC-PNNB@C-G,&?I@\$H|X MVZXW5JA:
5634+42I;:'A\$)N&0ZY92.06S8:N1\$ESR\$WHBB-W/C..H 6@)#N M\$(7<,CQRR|8B-
|ZV|T4*16Y0-3E%C8Z\$.9!;H|;ADR2XQ9(&;'-,X|N>6"
M;X|SB\$!/MH.J2:A:B5+3XT21NXPG=|PLFJ_JV-%5&T)52LRFR|>ITDLHM#\$ MME"|)4I-
=[X";YD|>/M-LR@RXE41>1K%)GWA^<^<.|S\|J\$JI6HM3T^%*4 M+IM*Z8;HJH|?
M\$^;|O/NJM5J|(#/5YB5>OAWN>3N\$(Q|_!+P+DM0|+F3!M|Y M?
J#T#JHFH6HE2DV/'T7OLE\$OIC5S/,@%)|%MU|JCV)PL"H2(P|SX8H>1V%
M>9KWMP1SD4\$4#:(@B5(3"O"|=?;-/'@M4_@MX_';A3PDPHAI?
S#._KG|OS!AR>LZ"\$EBBA B4D MIP@Q(3|'?
MQ<4<9|VJ%UIE@IM|ECE)K'!BSXYCB/+%#P"%634+42I;:'B:*/ M.4|?71Z|U(N8X@-
M,@\$.:)%RA|Q3A|JT#/'|NTCYZP)>TZ|IR+/ M1;|L-J|XLBY, _R)+%.OB"|@N
.#*W.-|)=2;,'@L5^@L=SYQ|K*';!K6 MS|=%.&XR6O"VG>^J4|P&59-
0M1*EIL>\$PF\$Y|DT29(2@4MQ00DN44(\$2DE.\$ MF)"9@|+EBM+ETT ZPFS!?
MJE=XO06?|T*|J|J|51-0M5*E)H>)>@KQA>5D|HWWJLP.
<.MP8E;W=G=;W(\$QFO#3M;IG&|E!'(7D0FR?N7>B) MZ_P
*U=@Y216KH3)&7\$6G<39U)Q"AW0..GXN;^1|+;_9|>&\$Q3<@RG)24I< M&Q;
-/@D#G@'.GM7SVH"+:3T76NH^G\$"3"K%R\$BM7PN2,.\$LXF@T?+R8 M.?
*JQ;:W4(7.Y/=01<|E^)|EZ0R?"UUV|J\$<\$#+PQ8F/G#D"%1'),|E@ MW?WZA9)
(K)\$S\$RI4PN9?8N&D?ZKI;5EWUX=U3=5_6.WOFVWK;>J|7M|_MCO-MO6_N'|Y^Z79/?
2A=>;>|KML|GY|J*MUO1|*)_?|7;=ZR|WO?Z7W?|G@XT/ M_P=02P,\$% @JC)-6BJ|T.+1
@ (0D !@ !X;|W;W)KW9"1KN0|<+|8_|?T^SZ/MEP|RA1 D><|*^382I4JA|8M
MHQ1R*B|X"07.)%SD5&%7K&Q9"J"Q@?+,=AUG8.>4%58P,F-S\$8SX6F6L@+D@ ML
.1B5=P0+4?3D7V+;E9CE4\$C&"R(@&507

MO>'.U_&X!>#K=QK\$[V3]>>/NO,S'EN.=@@RB)16H/C9P 2R3 NA&T^UIM4L
MJ<'HDI90.:>UE2"1.>/!8I6/KRB(O)'2=J3N^_0'U?OI:+^*9-+ID6ILZ
M%HG640&AM&#G!75ES!7<=@#4*<=<&O /1;P:L!#_@' +!&_/? X #0KX'^
ML2L,:F!@8E\%RT0ZI(H&(A&W1&AK5-,JO7M*:/LYO*,> 9QZYY:@DR10I MC%OX23?
_I7\|M)OON1T"-H:YB;6|B_6-VZEX2\4%\7I?B.NX7MN&NO\$%E(@|
M:O=;\!/XO&WU:3<>0M3I_.QXW.V(I=?DK6?TO\$.|V26HSL_6I/Q|O91*X,WU
MIRWW*G6_75W?YD-9T@C&%E!7\$L0&K.#3AH|^=YV;J<4"TI-CVEV.Q\$8F_
MVV_.V^|2#OZH\$+20YKB9E&M:1\$ 2-EVN)54WTCIRKH)KB|=RY&|V3^T?XV<
MMQ;A,3+38XQF76M5X;#WKO ^CYPP/Y, 8>&PO M=V|JR:W-
H965T&ULM5QM<|LV\$OXK'%_GHV)*N*+SG',XH(
MM)Y!\$T_G>UKNO=V_F|2M=|FU0_%CN>BU|6L;E:.O&U?)I7NY(GRZ;1 M=C/'KNO-
MTF67|U<-|?NRYOK8E|OLIS?ETZUWVZ3\MM|OBE>WEVAJ|<+G|.G
M=2TOS&^N=|D3?^#U|H|O|4GR;|4LLRW/JZS(G9*OWEW=HK^X)N-
U"2>XZ|6Z=7QGK)A_.K M|@|_YT5G'L.*+XK-G|FR7K^|'"JZ<)5'E^TW|N7CYF;<=8E)?
6FRJYG_GI95U MKYQT7|7%MFTLGF";Y8>_R=<6B%X#H0=N@-L&6&U
1QJ0M@%1&W@C#6C;@\$Z| M VL;- %V?'_K> !Z|^=(C|QL\$N|L
#+:8W)U!_S.TCGHKE;+1Y/+TY-H!!CI9 &GUDS!)N'WYV
M/OSRZ<|'Y|G3|ZG^|CS|>_W7WR;E=_';WQ|UO=_ '#6VC4#VHIK%8N=&^K
M79+R=U=B);MX^F6Y(YQG
MF=19_G3P/EF=|0HT6&;38&TJBVPJBRIT&XR@=QQ!SVBP\$1=*TRR1P0-T!(!?6
M7L|RB.?YBL|J0C10K3K2A;P (<50=2\$6^A@V4O_81=_8Q<4ZR9^X-+Q5DI7.
M<|+9<^DLE|S,GA,9_CB;+'G,-EG|#8+ UYYI1JA+7::@_AAA +D*X(1)(B1
M1P,%LE@71\$'HNBZ,1W#\$(|@ (CY>D+).|/H(A9B4\$AU'YN9/2IK+H F4.-|!# MW>;#P.L-
XP#V\A|:(3|=EN4=?;_9J8=S.^Q=I99E19|_7J2+YU5EB=YRIT5 MAY\$/=7-
P_9|2JA@B(..EBJUDQ;;K3 X0=;+2+R!<6/<_U%,-8@&(X9"*P\$N%:YI< M;.|3!7|U5
(9H^&;7V2,)A%I4)*!G#200*AYY>R2;XV%R:5)Q'7/7"Q?|OO@_MUS=,4CD2;,E&04B)AD%
".1BJDN1WU?^\$45TVER,2"")!Y;"2:0%V(C|PQ_M_H?!5%R57/8^7\IX-LNKNMP?XF\$Q:?
G7E%<-,=^51Y|I7J|JB M2|2!#K95I 0V(1H;FHZ.(&.L?/0H?7.6.:
|&QQYM%L3=*M>PJBVZ1!N;.P-" M61QX@3|"?_E6#0.&4?Q|;E,MN @
M&&|R|B#8U!9=H@T>!)WCS'SBNF-CT-\$<9.8Y#|*KS60R5J|7VQW/JR;8/+WF
MZ#P#8S\('6)UN5"1HE*| QP8)"3PNK@-L27P2J(T!T_8%Y@19\$S552JJA
M\$HM"U3BS'L\$!TPI(*L6QJBVRJBVV16TX4!TC0B*GFFE:M#9BQ\$&G M)@0SU3H@?9Z'D
8%0(=(@(.C4#1T1A|DL:GBPMU:#>ZO:(JS'Y!X-U%CI MDGL:_5 7V6-S9-^EH+I8:L-%D'G
6PVH0/B!^D"H|J H9 P;=:I4@)8S6T# M8C/FA63\$T+H0&YM#|(J32ED@!\$#.GWK\$=
|54""C)!#WVU>H?)"E|GH@_U/P2 M)(D|SZ-
HS%%UL38^\$6LKQ>B|CW_\$#U.*T=AJD&U56V156VQ+VW"\$NB ;FX/L MN_R9'VJTTF
G9XXQ\$"&+. #K0? 0@AT/?|Y&:/ (8EPX#U"GPM8L;C;M)%W>14
MU'W(TSFKLMC*ZLRNJ++7BLUD|(@>(N.0B>5,Z>@"\$ Q<5PNZ_#\$4^"*\$5W_S
M=^X"W+K0G9A#|_M|F:ZE4Q P;_VV4|:&PC-WZ|,M- !L3<*736PC2;*Q18> M;
(A=%^L36J<&!,4| M1)ZO9F@B4#(0LUO;8&+NX@7H|39#G;<;ZL/=Q|N|BRF|H>QNA|*
|'KNAJA_M8D<4Z9@*,3.5X9J:5=6^J7*+E>*U'+=.O'V;2))_Y66:5?W|'"*=K)N;|GSV2
M5FLFEV@#T|9\$YTIA&#*&1H):TK\$G8F9/P_&1U;U7+CGK,TEP;PS1V8MD^:H' M6Y@?
83H,D2U%,?#DPP\$1&L 7'81,\$8\$&3,|= '(%B+2T2UB MWKNES|5ABG#ZFFF5?
EG5%EVB#9|C^DXND|%VE(J8*=5|_|-717GSH&OU;=.U@RJ?I&@6XE1<&E*D)%D
0"_[*M-UFD"#S73?0 M3@, M1F7R8+_B'^B'1NCYO),\XQ8|S U&P?DQ|D7N YV#|U
S>L"8LC%1.-? MD)RL_FFK\$T0|L#M2O:\$=G;|F.G'7|+=QZN3KB).R%
(DO;"F*;"F*+2@;@MZQ M!OH:I_K#?K<|;\$Y--B(\$RV?-\$@C%#? Z<-%7,*P#-
K5%5K7%MK0-CS9V!(69 M".-COXD>OG/?R#3' MCC>O,=A|.YGW,#_6&2L:TYE*Z 9JQ!!-
\$XL!,40|;V1+ '>O("C.3E;M<+"1B MF9\$G+ A MNAW;86;V;
|9""#AVU8*=%#NU3MNHUH2.Y.=;+1+7:" M;@%CLM^)*!-!Z:=!F|8:07I-9,W:-J?
JZS1\UJ%8H!#|+R,3\$@B% 8AKT% M:S@NO3<%G"!A(W,%JO@=#NL9SJ2='@R|KPZP^X
6R6L5E% (<5(YD%&9%6Y31|P|O|)#E> M;ZLZ|9Y195R_3UZNT#
|0B|C0^OXNK4|X,IFM2/F5YY6SX2MS*_=\$7#UL> M7K9U^%
(7N^9M4H|)%71?;YN.:)TM>2@'Q^ZH0*VK|1=[@^_JSF_#4\$|L#!0 M (*HR35I 04"*N (
/@(8>&PO=V|JR:W-H965T&ULK9;?;|HP\$,?_%2N;IE;:FI| QT*DEH"VATJHJ.O#M
>37\$C4),YL |U_MOL,3,LI"Q@,OO';N|WS^?#%WS'^ (E(25Z+O!03(Y6R&INFB%
(HJ+AA%93X M)F&|H!*G?&V*B@.--53DIF-
90|. @66D\$OEY;|;!G&YEG)2PX\$9NBH/SW/>1L M-

S%L8[PF*U3J1;P* H&I8@GZH%QYG9JL19:7(6\$DX)!/CSA[/660#;YG
ML!:'8Z)VLF+L14V^Q1/#4@%#!#I#4"A0?6YA"GBLA#.-7HVFT+A5X.-ZKS_7>
M<2\K*F#*!N#.@#4Z0: = \,3P* !!N=Z&#; 4.>^ M3L;.= \$@E#7S.=H0K;U13
WU<_X^?I?VTR.@8A[:9#K[9-XIO8H/E-10 MU_Y('MQNS;4CR^A0MS2N->!A^?
C7=YG_7@(46_P|-OIR>7;EN8KM9S3^UF M7X%!'?CC;B4DQPOI9U?
%U9I>MZ;ZL,>BHA%,#+R%!? M&,&'=_;0^M)U6I<4 M"R|I-
KNDV/Q"8F|.V6M/V>M3#YXIY[04^I S(3:TC(D_*+K<&NI@992#7; MW(Z;:S5P
7^L>*DC\$-J6L_POM:MNF M|W1W.EJ?VN/0IEB?85NON_!/?^?J;
"^C=58*DD."KJR;\$<;)ZSY;3R2K=%|8 M,8E=1@|3_#0!K@SP?
<*8W\$^4@_9C)_@#4\$L#!!0 (*HR35H-EM:H(@T M *8N 8 >&PO=VJR:W-
H965T&UL|5L;OLW%GZ?7T&H M0=\$"JJR+|3A-8L!QFMI%FOAQVWU8|
_U0TEL9L@IR9&L_OK|SB%G)#FRF_26 M7<
/CN497L|U.|YT;5=>_10JD@;JK2^.>|10CUUP</'E^H2OJ!K97!FYEU
ME0SXT|T/?V4+'A351Z.A/C@TJTSMJQL^NW.DSVX12&W7EA&^J2KKU"U7:-MU?/>J-
<^>*OGBT/#DZ?U7*NKE7XJ;YR^N@.Z70E3)>6R.+74IVKLJ2#(:OZ"=R5M MW/|"-
X|Z8E"S613AK=V=:&2/D=T7FY+S_ ^55H| M|(F|<%6:3,DJ+2)O^5-
LL.;!BG#>./W3|)&R:L;)2,U7HI@SQ|YNQ*,%J-
MT^@#VX9W0QMMR(O7P>&MOKYP^L;-I=&_R6A34XC0|: ^-+G18/SL(.)|6'>3I MK!?
QK/\$=9QV+'ZP)"R^ ^,84J|NP_OW_: 'S/ 0=0K--NW&KW8GS0B=|U9B-F
MP|X8#|>^'P2Z?_M+E6|B+=/|A%GTAE|PN=-/L#8?7%NC;>E+C.VOW+**Q/B-M
SL3K|21)M>R%-XJ) |P8M_GTU|< C_ ^SS4!3@<+|! E?^UKFZGFOIKO<
M405./_|L=#Q\NL|Z?|!%A.|8Z|&QU>-_I'QF8|YZU7|+7-JAL)#|_|&0|&CT5
M=|^W|RJ+KXPB_|QH/#YY+ZX730BERJX6\$M"2JR;H7)9>7-BRT&N^ ^+2(02^
MH,O&PZ=/N#8|: ?SM)|9QW2/K1%BH|LVYK6HUNGEEV(E/5;H.8*E+-<9
M(:LJA.RD\$K>DZH000S|7VO"9"%BDRP_)^4@_J(>U5-E1.C\$XK|T7@.@WAAQ
MULR!1V(TYF?'?=Z?A!\$S7=*E#E>4RFV+M?<-|CWJ'X^/^L/A4(SP|^-"95L^&CU^ZD7M-
!5)43=0 MR"ML)!4+M409K3G<,*!AN'2-"|MS,E"QXMQC)/U>M#%UP*Q5JBZM.OD-QP-
A54@C2'4PMC2SM?9EL;&XG={FZZJ
MQMAXK"9IL;|H%T8UCLO'T1MU,S/V@,'X@|BGUUM;ZL#>-XK! ?M&HH9^2"\$HV
M7A49J_ ">=" "5HH1GU, ^:8_D (S1KI^,9D1! ?8%0/VL'_ -:2 |DA@"
K31/,0>P6SBV%ZPMYDX" M6K82@;(|+J2J|- "%QL>24DW-*C9;UV,1F.T*8)%4VT!KN|:)-
RZW'.|V0I? M05#""*J(88_4JJ6#|HK_+@8HU.61&KI-|0&#!G>TW8ZO-&2;*EXB'."^F?
X"Q0DRU4V@1(27G9HW9:(M &?H1\$*(|I&9|\$DE'I\$6X!ZNO8""JS8.-
AKM6TA!L^Z4R@A?_ %(-NCTW21% MRMHV.BJB"P0:/FX%"(IE<>'?'%Y@//L"O J8|66L@-
W315-)|R5*AV?QV"AF M8X@L&0)02=B.#*#(=38GT\$%*E,R4-*|LK;@0UZBG(JS
FV4)@K-FK0X|.KE M68='+'WM1_WT0'GUB/ND"!G>>!*XCBZR',&C
7%UE&L86O*|M84|%)|4)*%, M;AL(YTC@*21E-U&X=.H'IXD|AF|+Y>\$"-O')4(F6-
1+24_|XU'=U|\$OK)| MW& O+?%-SD;C;U#"%=<7P-GHF(UBR;DN":1P3|QT AOF!HEU<-
X"-.;15Y> M4&|3_ (7P|P%,9?^)GLF&VI8T3JY&_BS3I\$.9*RD?Q2 #C/O'&:&D.3^+BA1K4
M.)*ZM+@6":\$I?>F?NNOV:)T\$#PN|B\$4DT+D!<@4%!O1(!X<45B-!A-PC:PK
MF#QUZ.|M%N??O!\$=V7DDQD=#V\$V)-0f%>/R\$ _B*_YB,G_0/CT5|4Z.?<
XA#E)"2"\$@4\$X#9D940):4B-M1Y?<9_1
S09K4P6|?/VR|4VH|X6M+RJOX0XMO<5#Z;3W^29<-R|U\$%'2R\$OR MJIC'F|4=
(754MG,J>VN1XH0|\$N;V)"E*#+53S\$S;0&K=+N=.Q2SGFH)G/H46-MK;I##^+AA)2:AC-
4D@ID2627K;VYDZ7B\$PA65-(?L;BWH'?Q(AZ4K"Q_P5 MJ3V,N-
H|4NRQ)@6G6MIR"968%U&"4@M99*QH3_Q^0|S2LC8_H;ZM02,%D1R?!WK-
TN57HWIJG|A+|Y8GLEN>&(A| M<|E//.W1XV|(A6'D^>-'/_*06/'
MO;.'0>/_Q*!Q!|FS3S)6%+?&BMG#6/%AK/C_/5;|8R-%T8X4LZV1XL,X|6&<
M^/'CQ\$|R.NQF#Y|T=,BQ^?NCP^/!L3C\$SQ_ER;|3IJ&7\$1?-KM=LCU=|L2
M@1H5I\$"3|!@\$/^>Y3#?P22,>9%PB))&>(*84%>NN;*;>9NL6> LM5=L?;6I0
M\$9PJ'4BE'1ZL<1:BLV\$#/#+XDZQ"K,6,J41|:I?/8,8XQEQ)1P'*A3B)FXW&
MC_OCXV'FT2ZU_5M5T9POV/Q=^!S8GG+AG!_@BMX>!DF""=|6_H^!F/1:/
D*ON.\$G.M0N1F21Z;6ES8%;J3 MVS_ ;534>RB(N SR;+6>S4/V2R_&<&RJ(;*/<_*),L(/(:H
86> Z(P+"UDD!AYH=,+)>_3^ M#.X?F;>)|^=MV3|^;|M=;|"946)|FAL!A,0UVOBP/8F:|
/_ZA_Q<,SG0'F5-M"MEKZ0OY:Y=\$Q_:KIA)3S1U13OHBE9UJ9^' LP&-;|Y"S'YUPF-
>NI?|3WB^ M=|P?C4;|>0(GX;#D_|QR1,Q.AR)T>B).!F)?=^R/-CZ*C"(_R_(>TC>XG?
M"NZ>=E_"/N/O'A|LEL=O&UL|3UI<|M&EM_|5W1YCI*K M0)JW*"="QE2P|I|Y-;
(A53|9J:S^ 1%/!"& 08')(UOW|?T2<(4)3M>%);KIE8 M\$HF^7K_|PO>W1?

FANE:JEA^W65[|].BZKG=/GSRIUM=J&U?#8J=R^&93E-NX MAC_+JR?
5KE1Q0H.VV9/):+1XLHW3-&S|^FSM^6S|XNFSM)
[Q]/LBJ*#_C'J^2'1R;/DUW%>R_/UNFCR.LVOY-LB2]>IJKY_4L-Z..K)6L_JG.>>|,R/D#|7
M>7U=R9=YH*.*1>'QX|G|R9X @>UIYV8TSZ?)SQ/YM]**>C2\$Y&DUG7A@X/M?
Z'6,'Q,PZ<'MC.UP)_2?->^3J@+/-G?%75)6#W_W8!G.>.=<^%/'^TVL5K M|<,C(.F*E3?
JT:._FF|&'W7==@O-%EP|D|^NS0|^)=P?G|M|YZZ)68B+_M^J?
E9#S^3AZ_OGP>5VDEX,&W.%E>Q|_1?KE6(H:GM|LXO\GFSQNDK16B5P7
M@*YYQ;15,\$T2X|>,-(S=1GLH(Y%+#"NI+7|8V2*Z5R"5O=Q24|ER)S6Q=E M D|K8?U-
?VMM|4K4YADE|'&KE2NRCC+|G C:E?SV|L:R?02UZGPC.=; M5<()Y0F>?
S+Z|F_GYV_IU_%WCR7(AA8PQ;/|DW&><+|P+G3/'"S(29#3XN|#'WC69DLO!:(JKOE-
73<;@NAS|WZRO|E+M6|*M\$9_X_B7|!7?M<7ZEY\$6QW:85"0NSZ4M82E#)#_Z|DY|18'
MW:FXE_HYHP3&I+8K55KF-)2O%@@#@M3>A(:9GAW.9Y8TBVR:#&FR6L/V"-^)4N_@|
|HIS1W2;BOUB?A: M71=-!C>#YXV)(F',/ANY.&^N@#KE>,K/10@"
M8*TP\$K:_1=QY'5=)_MC&L!2MLU6KM(\$Q=%:&8Z*L\$!L^,;<#T6-1DR|4^CLA1@'!-
/NBC*DDT>A%R@N*"L|E"|+\$L2 MW72>MT *I7Q+%""_M."Z=.:Z
8(VOR*.O"F:\$@#R6Q.7,!>"/!\$P"CA8 N*N
MA'VHQ'&:'2U"N'S,|21P&2C%\$6=R'3<5"5Y0%F3J3K+.8I"1&^(+<(6*#@:_|M6JN2A
GRZ+A<7Q/\$\$L#CK-C1A.KC#K&EZM*:/&4.H) G<0GL_D)(|K":!;G MEU:SD*?
3\$5P;W(UF1I'=A?X>(LS^W>VYGM"6!0,'.3B^?K.428H.B7NF6;8
M>>1EJ8'3)7/.*"|F\$FD'L L#8; M'WK/|0LK^\$V^+H;R|'R2&FP_N|U%&G|R!&I?
P&U8RTG"QE+*,&=G!-&M=%D#"P|F|,5B#R1B1|UKB1),T:W!L| M#GK3584T"C<
.\$9@1%<7Z9OQ#FX|XZNV"WF;<|:UBN_5DK%.'.\$0C8E-?#/ M|FP>C2=GD2(-
LP|L_DDFLXF|@3 M*/Q M@|:R\$P"?%H/%|%R.H+?!?|RO2/%^"F-
Z2#8H:"&L0L;\$|/DTA8>41 M;4|DU|3XR<#4M^;;6Z1!8|G%/-/@X(SQ_-W"P2K M|D;OT
KOA#03;Q_9S*S@<@ M#S5"&KDN4#!((F"^J.X)W"WH@| |QIX
|HA!Y9(!>1FDOSL5H|F4IG)5< M)&Q:5\$4>KS(\$*NG6R'32J?H6538:\$>!"O;?
YR)B:W<;P;0I"";Z7 MJ13T=>%|\$/W)2V4<(|K|P6<+
<;Z!/Y;P+J:>XE|U>5(.OEH;G<+;.:;T@V^ M6:4;N%C: 'D/F VW\$4F3@-TA^PBUG+T
E8%|@_B+? F<\$%:@W=MO2*M0WC?: M(.8O_%RK./|@_""|) @ZA?A3?@"6OP&:TC8>P-
OX\$V'!&:B0B,0(<)236CP2 M2L\$;BN@^8E(CC<_@.(>|*|.D6"!|@C_D8!/?Z?
(PV1GY1'|J9*_7<;YK#6<& MD_*?Q.E1C40(>8A2IM4'VBZ(+00!\$/62%+=+O|
KS(D1N4WOP-/9(8D3|HS= MXA80|VD@_2_#.VI:JD_N*"MH0|\$#0*K/_Y/%K,)_A:-
D+"9"#)&G MLH8VL+005=.ZL48#^M8JZW;J(1=
|/A<@WH7FN;:R8'VS6@TDB/Y.QT+N;OP M_-EOFA(N\$V1
::6#1*UJ67DN|Y)Y=HI2\$H5.6IK+?W5X9,"9C?F,LX!=H+(\$ ME5)-
"G>B=Q6&"7S0@J_0FBN0(HNM(ADBMA:D_@ |6DN&.:KEN8*C MF#-T3A6%-
\$D"3(413\$-T;@BZ)Y'#@|6|(W,U!;X9>S M:#%:R.DR&D_IR|/2(Y'H)..EX#@IZBA
BDLEG(RAD=F|D>X O\$/N@)8PGEK M7CG&25 PJ.SD6OFNX*L&#\$D,?
1&0030=@JK1E)Z Z.3+YC'M,BL1,"4?': 2 M(?QN%0BWF'4.XP/IT28L-J8HA(A@4"25"6,
<7!=LSXC#Q-LMVF'X|,B11_U MAF1D7&F)#M1&3D8R_\$AL\$A?
F)6_1=|OZU5JA;YM9.^@-&9XEUAM&-|%*2\$9 M.>!0X8CM">|(QM-
>SRSP5EE07,NT'SJ=)WN4%J*V/|)#^:D0(>J9\,JE,=U M61P-,A3-H&,"CP%I?<=GVL8?
@Y1(16!X,0*F&-A #ATH|JT%)T_EWX.Y<&0%QP-|/T!&.R@LR,^ ML3*I|HE-?|?DC&8B(
|M^5N;2H=ZU|2_"B|T(\$DTZ!#U5>+<,(|Y|761%%EQ M14S-@UFMUM=Y^ENC FH.|H
@9MV'+#^|:O|>4S%6K"Q'|^T-@BNJ|D;_9F. MHXE.EM,20B'GYDM#?@%
(4ZKZ3CO2M(+#@TK228=V"3=DC:|@N"K|B/12F*/ M-084:DT*YW0TE.TF7!-UQ9H%-
(R6M+9;9Y|&T>D.8RPD/15%>,|&PZ'D39(EC!;Z:EGONU9?"2H^!|&F50H|H&3C5
@FZ91.Q:#2RT M2S@|>A!6F-1'Y'C|22V7LYY)X_#HH?8N=
<,8WT"HWI-.+AZ,_.|90J%)X|2+ M" PJJ|WAY\$'S9T|5>F=WQN'*CD5)#ENCP5
M81,+,R5MX4X^+| R8H^E_4|;1GKW|2^|DX@7SD;_R2HW_FKL>=N-9-!Z=
MVE_Z1@)=JPS='4CP*B97R(#_IW?E_+0|.V8|J> (BCGR|H,IY|.|?M:%Z
M^.%/|@_)L/(H6BY'|H:%PGD9+,*3IW|ZAX4.'+F4VGD7S|<3|S4THC="D@)F
M0|:XL7S!@7LH;+;DB3SWYGNDCJZY\$1E/B((X"X:K9|J.O"# C7Y5UKFK MDXC-
/&T,U^"JEV=;>;K=?> +(V4*A!3 M#K!"MI 5GF^2E&)KUXA>@)*|Q|KZV%N9HS.N GF%
'=3)N1+MB?@<.2#MBJN ME=GU<| V/@Q \$!68JEG0ZH-HS":>(
MW% XK|J2W*803H+01K=\$M0%?)&S" LX|UACZ-<8_Q1MQ%"_="!.=%C^>X2^|_M8
;57:KR)\$ME@_G|9LT\$<7|TFH|4#XDC ^,&\$,_8+NWS|S\$Z/+<.1EK- M09+"+8-
=!>&^^R'AWFW|7P(H(GZ|:K8_,,>N*M|XX!OS Y6O|0| M\$+IKM:773I#0K-

'!&.5..,L">*D.C.UV&6 8BMRX 0.A- D*Z'FBD\Q?SR_ M?"XQY6.V1+=P6N'%-VEUC??
O2R'RR\ODDGKA\6-P2AJ>4"A;Q@7VBD\$/1:-,OT\$?DGKKJ558?X,>7Z%CD&N-#>2Q(*
MJV!>*BCK PSQX#X8-Z1HXLX1+,Q!\CT'IRN\XQOY%G\168S?3\$UQB\ M/S*71?
0E\S"7/+ "5M/*VS-Z6-LL.>36RP\$ 25>E6Y\;C-YS#;8+- \$1=N>VGB MJ,\$3G?
EK+5>X270@APTOM,2M0Y@,8\Q9XR\$|N+7>(X-"(D7\B0\41IK_%1 M>3(B,"PYJ\;
|V\>G'IAL7W>!\>)>930/F0\XV\7J>&W%?HV;- &E\$Y588"=X MX#_+T7
+|WTSU,LH8C)KR),Q%BI VL@18H.T9R@26\735GI'"G..H&\AA54 M91',N\!":!-8CE,
<5D8KWJ*PO!E*"_%)\L42R00<*6H++WJ2+NT M"8#+Z02VXF8%4ROE;-?
Y6M6"\$G7>J\J\3!EF?*2\1MB C9%BG,3Z!\$ "L'-& MAOF/&YUOM9\J90Z\B=>6%WPR7^=
M&&QRG2!A\EM<0 T34LUIV2-J_K+.X T518"89(L05VGRE,)\$-M4!8\|@1(%:(,<2WE)N--
QEGZ%IW8AGWIM.-: ^W>\$;P6>ZUMXK\$.TZ"CVYCTWEC@-M7&NEDLH\;9.*0
R5Z\26\51JSWM !AT6*S4@>F'; ^CJ\$O@Z\CD\$|R>DNHBP MUHBUD@XP^LDF7K#
|'G"DFX\$>"3!P!B:X\|VW.6; ^4P9D\1+|THD.YQ?;25 M
NT\9X'L'2=JU5VAD.HC(XH,AS5O'H#2\|S@;C M2"&(1CN/*-
Y\|0FE,G*O"X7T@|50<;7X5R0STPRSR-+E(M.%;KFP5D0AB1T>.?Z
BM&S4708<*Y:X@OLV%B6:C@*OL0R+FH\|2K8=('56: MQS1YU:PQT6K3X.ZIVDB?
G@X=1*PIH+G\$U(*#@WRNR"9BZ@?(6%JC">|7=)=%
M#K^OM5+W*A>O84>\$ _HX;..# =X9_G0\P)^V(ID\|8PB%M\7<.>|C^+|ZH_ =V
MV.MBB)0W'8Q.D2 YG\|. ^M\T*0UZ5TP9=/N9P:LMP=9ZQ/D;'2SAAU_89\|J
M+3\$Y\|AEBY-'-U?LNBAM,)\NPN\+3L2%@\75=U,5@'V_ ;F1)KCN" F? *UZ\JM%-
:0CT\CT5LC'1G5\$5)QH)O\0?,89(|'8Z<_3F MOMXC-
/=5%X\$))K"#B!\YJ0+6!XO\$<5647B%'?'55-J%Q>6TPU 0-
E5&0^,L2N31)D<0V)46<9K00&\;PYK..# M!\J4KH!IL(
Z^,B!)7X_8CJ"*ERDA"C"Y\$|N/%+1V9/7Q2T66Q^D(S=Y6..2
MVH"&*W,QJK\AAXW>)7WLPZ\|@;*/ NM>I1-KP\RW9\;|26&5=1SET37OQT(F'
MLJ0QS">V;Y'3+|J^I5+BN%HF0QT^W^|H/=|H0=1DX)1-9GT_I@^*#0XY%5X\ MJ.T)1?
^_VO4\NW7FI*X \$IR)\@ZCEH-A15?U^>#ETK6>D;3W3W..FJ^',|%-G
M@'ICU;\J0\%)U7\|1U^H\|^TUR#N4\F+8ZK02^5% S^A\$%UWTBC;JPM=:'^SR M
&N_P*^S.&IX5*E5RBJ#+(?T<01_Y:B2HV"1S* =OKT\O(#23W05WPHH_T% ME,
(44,J06T IVLS/%5*#KU9 &>8+[1=0RD\MH#RZ6%*\$Q9+W\Q;Y/8HEN\|9 MOA5+?
FZQY'Z>J7;V3G\?|LA@W79UY)0V8*LC34TD_#Z\9N-Q-#WMJX_DRDAI
MFC":1\O)W*N1\,8%OS+RSW()\T^CR6CZ\ZB2'\$?+V1G\|JU;\HM62YX33^TH
M!\ZYMZ=-7*.,40664&A%L?O4O)=|_M1)7R"!SZLG*|K
MKL\J\3\3F)_W5?|U;V"OFL\U>#W0;G@25EFQ9S!X+|>'85V8I#^HH%!\8Z MJ\T2:PDL@?
4IY)C\9/BZ)9;8XI8O.5K^+|:(=U8U;.T""9:(JNJ=5\$R,)!- MJ|=O=*82:|
<8VEN9F\1TH1L2@FM=LJB|- +/\>V\U6"A#^L:TUD-*@ (EV@ M)BC'E;%O'\$&CA?5?,-
LKUL'+@XVC/K:(|F=W+FJF**9\CJ\$PG6W#.=O5EFJ
MH\MM;!GOA2+D"^P0^+*GXF.O&SXM #B*7:"Q#>-D.!^)^ER;KDO,D3ZPRXR0I MW@6
ZR'5@>ET1FKA MVM\|L)\QA\K_3*?18CG&GD#CT5APT\VRJ\&*#_172P7PZG\BUP"&.1?
Q+NT M^C#8H+.-HD6HPU'H?CP<+>&IZ7 V@Z=>!D"A6,+9D^GH"1*S80C>0\^@?)L
M3V%#"(^W(0ZWSO%F;3C^V0A6+-U# *.U,&\OU.L,KL=E\$T^FQP_729N#B
MU!O8B59PL\|9=#9'MGY*W96F!\|<|S,GX%> _DK?%2%OM8?33RY=*->GH3>A
M7A\Z@^#1V\$|_NS\T\$4WF(_Y70%/X^B6#|)'(^,G9\|S\PT,BF.9^))H,3PF' MI@\$*!7
=SQ;18C*CUFIC@.OB_%R?%VC<@K1XBS8C%W10Z.M8(A.D.TB;#\Y ME=(&/(+NY"+C!:) |
XJE'P\|K16)\\$E7U/PV\#,\0K3OL:6-Q)Y E7_L)# ZY"PKBE\?#LP6XV :I8
M+,5^.!YTE(X>UD(G%)\H-B4?V_UVP,TP08?QLOX9VQ 8F+-K,N^\$P,G9.!H! M=CP^#
(DYR+3)T7-PB=4G"U"-0;|A)ACN93V? !FBAZD^!M5H_-XF2RC,9G M"+\$|#GR_ ;T?
O:0EQW84@A^52+HV8\$..5>Q1-Q\$9OAH MT+IA*^X_NH\4;NLO"8="QY>8KG7H-
@,FLJXA4P^TKLW-@,\|ANWT\|C,LJZF
M/X0S%@\X\|"#:4\4.0\|R=ZA%T+C#-0\1T%L^A!O+ #3%*|+E^JRL6\$6"GJ*.%LD
M*(K\G)X#V"HM)U#N\|P4 M@7*DZGT\CHG5#B7D(4+7J.\$5I>2!MN4_|/T>6N+6>W-
&6A7P-94<*5V2P)\|MX-?5.Q26W'@)\NR>LK6V=EB\AV(%%Y_|\#AB8 JG;S\$--64-
(I*WVC7:E\|& MNUP595+B939QZ<|&"\40A9-?; \$B?5IH7D>L,B@;;QTE MK7Q;
A\$08\5Q3\|P\ Z#;A\B)(,R'!\;T"<4N(KQQ+8Q*3DC).R?8U.9=""S
M*S. W:\$%_ ;6E\|UA5U+P6\|&\6ZG95O B\$3_) %?%CGDM;Y 1\9.)3R>_C1G M'Q?_9?
M\5'XR2Y#2ZK5NJCA=464<1G# =L(P\JWQ*=8+1O"5+IS^UK@|G+MKR
M;'5GXT74D&*/N\$QN'\$5X!1T;"U-CBI4PF9EGZ3E@45\XN3VBM-|>4CQNB'XYORBN?
OPO3F'@"3=Q^L M/H0)C\$%>@<0AUAI72"FB"X42B8\$_W\|P\|RA

39.T"U" (XXDWOUS:D"W! M9."J-/SD0]=H(MQ&5T>KW.B#JR;-0+
IN(LYILN%C'JCIE)9;:X;?*\$O92\$/@ M-'&C(80?6!6!(I6U;=F\$B8J:N=-P!EUAG*!
7*>1J9S;PF9,Z'Q26[ZA U&L:N%] M!DUK6N_UJ'G4"W^98B-Z#H4U(2RF_?S)D*US6)(Y4I-
"I-.D)3%%LDGM(.IG M9'3&C98Z+'1D+N!KM6DPWG"C[IE@\$!I;V;/&:\$ _\V)0YX8.
<"ZXTQK!B>(2Y M>P>0P\GOZ%NCP6^-!KL:#1IU*C:&""H!#^P?R(8+L!\$MLCQ?
AK1;"9Z8X%!W MER>Z4"\<-+ #-1\$P%HP!^!!1B,U,"13IGN)_6=5FSW O(/^YK
!@DC#RTGR&5 M#;W;,- +TOL- \57;1@HNQL&BNZ&@0=>>OO@%H'R8(M \35;:J.9?
&Z,%4S M;J==U88N\VOU;: (H^\$JEN^0J#7)Z94)OHO+>;\OW/Z#^!UHK:ZDI<_?FSE
M8XKY)54=PC?&H)D&9-ICF4YL!{ZMD MB!^ MLN/7)#BBR,#'(GFRXDU?WZW*-
/07)I8/.RP2I#4J/^_9LX^>ICPC6,9480-C M\PGKDW]%. /W*ZPIY=!%@6RCT"
3;V\DS!;D%\$F\9/T8#5QMBOG'LD5M5;PU MC-
6DR1X&B&OLX3(XNX+_ ^,T\A2MQIWR:S;N]-^7B^-L#PM<%3];8BUU7W=/ M?S
!&!HWD'=-526*>-E&O"2\$!&8OE(- /PJW'M;:G9)HO63>K,?
S64O>/T5+7F\$M_A*ZZ#^B@:P4=.M8IU3-X ME?,>\0CCD&F\OI6ION;URKW12W\B\$)
{3D)#K3CFH5@K(X-IHB@1AL_LH= M@5JMT3>VU0C_\$;C?J)*\VJZFL1^
YK=\$FD5NGF=LL<@JC>(GFF9X\I"IX8J+V?0? M-KM+
IS3U:AE6=YKH,6CFK*56_KCNET;CA=&7W27D7;4=5= O:&6T4%U_8@+! M5I"
H#LIEC%BWS;_J#T1VF/OO^JHSA!R\8OXD*G+8>Y_(:U! 4*NDV(WX'5-ZI;[773'MK
M290>3I1N.>K? G#>"C9H\I\$ _EM_]_ICRZ_2G\T3,P0J^5E?-5NZ_*[H2_A
MO_G_VR\H4SC;>#C2?>2\$ID#7YV\$(6K-U=&9R2U+[NJ"M'34\$%O@\$?1=3YI5=
M4:6F&5E;A32MV(H @J-^,&<+\$IL-
0!A+W/O8;_IE.QYF;_."KRV\$6I1GR" 3I.Y\$+YJC42L@ M;)Z&2\$1,#\$XR'_W%G
P\>M"RMF"?<=-N2A./=IS*VA^M7LT' 08IC 1(='IO MJ:O"U7OZ\CBVEI=A(CI3'562;
1IH5WYQP3I7YXOB\ +3#%*ZEH,UJ\$KI! MIFV;:RK171J%UN-
PMA+D#K)E:JC#_YZI4S_I%*1"IK85BYM@ELIHD@!DM' MT==5=,!=18VN?OZ;/A
MSHKJ&N9UON'\2PJ8OW4Z/8BYGKC_"KIBJ\1%00={U-H<^.%%_Y90DNL@)'
MZ'I;P+TO2WCPBQ%"V(1O(Q#IIT=H=Z3VK\2XYK\@.Q1L-:!\AT+7*R2.>(?"
M9^Q;/&C??>I<^~3W+(@O)Z%GC;JD=I%KO?I"^)KOG_A)R7;Z\I'3&-
MNZOJ6WM+-7+D*S;K=@\$I6XPN.\$4BJ_1CO;O:<"V6U_ *8M;^)'0^?GH^>?0\$1KK'GWV=
X'V M,QBWV#\N4QL8.AJ>SAIQ=8SYHRYV."5FB-3%EGZ\5C&('WP OM\4< I!RYP
M6Y0?;'O/_@I02P,\$% @JC)-6E",*L#;!\@ \1, !D !X;"/W;W)K
M&ULQ5AM;JLV\$/ZN7W%PMR\$;I%%OODO,&M.F*=6B; M(.D+H&6:%NH)'HD53?
H;LC945Q'#<=6NQ#:XJZE^>.=_?N"5V)I-O)'FXWK560(8?S=V1SU+DEQN-Y8?
Y5BQUAF3/\$+47TJ"IT\&V4C*/B< MM96^%NL_>!=/3/9R42GS/ZRMK!^.(^5%G6GC
CJLK&_I&N7AX%"YCVB\$'0* MP5,5PDXA-
(%;9":LETRS\U,IUB!)&JW1PN3&:&,T94.G>*,EOBU13Y^_X9@# M=3K1:
(MV)GFG\+J!8_H)?!6-JIX/>FX,4_80J^GZPQ\ \$@^@C"3:1O CV M6ORS;<80>BX\$7A#M
K1?_27/4=TWZN\$>.&&?V-#8"!\L58OVJU'77NL5BSG M9R-
L2\7E%SXZ_ ^V9GW@GNX+Z0<;NA1CU(4;IK.)<;>;E3OA.9."+VJRP+?
M/P%K&RY77#)=-@NGH@V0U)5'8G\4XL,! "0?>R?7E!\R3PZ!*<6U M844)5L
M5E:E+M\$.DZC+<I%HRG\X 4R#7G(PWAL-7UC5+((H,*
MWSOTWK\ (18TO+2QW#1)ZT58F3===6\ 'I/.<6L"X,\$T\$KP?F,9FM
M'E2JD7!H8MKX^Y7S?HGG>E'X"W;:/K\ "Y/8C='W3;M:5:8+6>7,
M6,6P(\#>'H=%*7F%\$ZX :K;M;-;,\$\$?;!UME^:*S>&,L#NOP^LIB5C&JK;)"
M7NX>_ \$%-9_8P71PS')EXW\$2/=6>I'I_D)!I>2HQ\S2QE,MAB9V? MSH\PI&7CI.#-
X07B'LTR,V&VR;N?/-YB9UN\EUWH\$W*!EP,VUS*!'O8&%+ MP7M)=W;JA'Y@6D0=%?
S_-&O(!CVH+/=@YW(3JKT_<#%EY!ZKI_&.UD19TF M\$B:BX.0A\$:9(DX;VJ#.I7;3G!JA+V,
<)/K07.Y>8)SE,W@#:-UEN&KL)MF6: MX\$C(?AR?T95^PV&;2)_&"\$
MR7=C+_AN7G@*)42Q\WI19 CA> M%B9;S0SH;6HS7+)&>:5!/#I7"#7=_DH/_*
M=_XO4\$L#!!0 (-*HR35KK8WX&PO=VJR:W-H965T M
M:>G8XDJ1&DE%\7H#DGYDLSQTFV/?9%\$ZIR/W\GB<-8J_<64B!8>*B'-1;^T MMCX?
#DU>8L7,0-4HZ<I2Z8I96NK5T-0:6>&5*C%,XW@RK!B7_?G;HWH^4PU M5G")-
QI,4U5,KZI0J;BG_0W&I=I55JW,9S/:K;".I2_U#>:5L,M2L\$KE(8K
M"1J7%_W+Y/QZY.2IP*!<6I/W#I]*=#)&F%O5?L#<O;:'5ZN MA/%/:(-
L2L)Y8ZRJ.F5B4'\$9WNRA\I.>PC1^1B'M%-*7F2=0N8-#^9 M9?.95BUH)TUH\I/QFN3-
5RZ*-Y937\YZ=GYC\JB@1NV9@N!W\VB8!8+6FN\ MG@TM'>#\$AGD'=A7 TF?
)O!925L: ^" ++ [H7Q_73](C \$.R;&M>NC'O*CV* M^*F1 \CB"- (X'1TB=%S\/>:DGGCU!
B=;:OMS.-E+_V_B=O!\#183!7W^>F M9CE>I*F #>HLL)?

OTHF\;M#EOY/8(L'FWM'AU#_JHL.PIVF*H[H3>"UZ^F
M:9*!@R.'PD^R=X>UO6J!&D8A-2*P)<*UJFHFU\!-.4BMFE\$M2A':IM54 ^ MAS?
!+5EE:%>@WX.E5I67#T#NI&?/C2"P_[NA+;;RYS73/063#"9>[!@3
M&*63*!UE<#H8[W2]JDH@R\$XU&[B(^YVT MH_HXW"@MZ1?
I8ODU_L:NC"R2C72!C\F:=R^E8\AXOGY_W@YID3HM-H)-YS0V#OAE4#Q:I8?../5CWU/3F
&.)KM6HH MHPN;)A?699+536X\A!/8YIG2&AJU!PITO1_R24%FC,!!7>FN20D=_H,+7&/
M4T^C+RS/G+ERR-'XT7JQJJ+"D=1F)?AR&5%#!:.*@VSL3AGIH0EY?5>"FR&
MDMK788@F/N2(/I E'?DH*W;Y3H>OZ:9@30C=IB\$E\2@ZFTR)%..4/7#8K&H\AZWLB0%
[X MO9'A?K"KH7NR!VI!S43*[0YXD;#;J)H'M-:!
8TWN:IG!H8AKNS>@5ZI6_NACPH0CC^G9W>SNZ M])>"X4X\7*T^,[WBE)8"EZ0:#T!?'
=#ANA(65M5^XE\H2<['_UG2#0^U\$Z#_M2T76=0MWP/;..A+4\$!#!0(
*HR35JIN46H:0! "0U 9>&PO M=VJR:W-
H965TUNE6%DDIJW:RQ)UUI8JDP4>U.:UW2B8K
M7E3DIY[C1*=%DI4G+Y_SM0OU\GG5-GE6R@LEZK8H\$G7I2N;5U8L3I2Z\A&.V
MV39TX?3E\UVRD6JE\ /N0N'3:2IEE16RK+J%\$JN7YR'_@EDU?U MZ+T@2Y95I8X^?+-
Z<>*00C*7:4,2\$KQ5_FOV:K9OCB)3\1*KI,V;WZLK0XFC3TAR4NKO.:_XDH_ZTITTRS.JSLC
MW\;E3/B.+3S'"Z84.K\I\M4RQW.7E_A%U_-IK/LOS#;L;-N)U5J=Y5;=*BG^<M+>M&
(;7_>5L+2N8ED5E_K3>);E\<8(ZKJ6ZE">ZS\3MC>^ABCC+F\KZ8;>K5-.667,MOD_I
M1BKQIBU7MGA\<2Y^**UODI)%^Q.NR0Y;-L)\<4N*:^%++% KD16-I5(1"W3 M5F5-
ADUVK4JWZ#\BV2@IT1<;\8A6DLJ>|^SMQ1F_2,=_T&3D'+4=W6-JE9MPF4
MP^Y7VRS=[IE75_F*[M"U;JV5B :<4 MAA1N8-
VC\+%XX;S&#W@488/"^'FBTBP(_6C5@E67XM?OGU*+N[KNA M0'&NLG*#N\AK:
IA!&SCX8B9<.P@|=GB(%D0\]*^VU_.4 MLPK;(G?9QZ0>LNZ._%69CH.2.6=8G[VUC8?
2O&7S^DR_/I3>YK9UUMT>4@ZI MB>TPV#'I*90\!B9.-=Y26M&^JO,%Q-WLKPHF17
M7\9OD_9";M6BF7'X;D4)KFT+;74*PC ,BG?]<95)=H(UQ@U8\5MDM1;HU^3
M4H2PR2E UG6#F-%[W]+JL(XS<59S^&RDB?CP6L8^RSP#5N1*%@L42GA?;\C5
M71YA,N'"TX,IV(JG!3\+I:VCX\>]R,E)EW@#:F\DJ*J;5 M3-949\;O5-
\$33KE"E9<5IENYX9H4DG6> 3@HZD\H(S\!QBO=U88TVG=1J9I M\$X"J>>[<::#%L:%K-
+>&'G;6EV&2TD31@(?]?CBIFBZ?TEJH\]=9LPJC5!2 M63M%_0QDRGCVIF-
XH\$UV')%Z8.LV.W@8X* \$YVO4V-#[5]>""
IJ'9V#%3CHI*I!)E>60^\$'VA\%ML+9R\$TGECC MGKB6B;J!RJ&XQK75
M@_N9^'EH_V3/9"Y75\<9%U7%K(! !^CJWI*4)?K;+Q_9SLF(6R-.F@^!|3K MEK+ &F
P2<9@DFA)S_ E,7 JUTCBR74ZTCTOC\H\$JMM*T:O\CW.UG6)IK> M' [S8SC172"">.
<%_;H>-^M.7^!UD>X?D@"F'3(L3^P5S #R!"JZ\$H6,\X7P?1<*DIT+ M+
I3G!-8#VUE\$PEL\$N#2'\$L>N?@XMR,OO""S/(M02,: @CI>FNV2W-95T><|
MVRH)F@'U^ (RR509-X\Q^>^*JH1'R0#ABZCCA(HFYB,23&VS\ _X616X,R?QPC
MM_:1US0CY^8^4'(_B/ZDY5^\$EAM7_[>1<>L&&;_FK\H&;<.D7'Q.Y)QZP@9 M%\V/&;?
N)/BRY-QZYD7'P\,FY\#;D7GXV,6Y\ (QL4GDW'KLY#QXY/A"!FW
M/B\9%Q\,QJTO0\;%!Y%QZXN2<7\$ _F\|F1<3)-QZP\AXV*/C%M_'!G_DXK_
M+U/Q\$9LC\QCR\AK>U!1ID@OX%4+OK\#SH_-H.H;*FH#A5?S))>J
MJ,6QPW+*^"M@F@ZT7"5(2V6-^G.%0EI2(LZ+1/T_ P0K JW=D7;+;L;W:U)%WX
MM/L!'(?<0?)2_RTJ1>T9*>B%'1^P\$M/[@*I6!-=PSEH3G&Y4MVX;D)RZ55?D\$ M\$; (S?U9
1W(:!(#)*UR.JZ @;H->V#Y,53VN+QEEE#OY)3@:@E^A!2L,YJ
MGFI0E\K7QG!*V!9VS,X9J:\$W\>CP(*0N,L.?@',V1\$W9\<+A\$Q-:ZYAA #^M9;?
UATA7NE/5G8Z,<.C&8-*DT?6VFQJH#M26K3/=+6D0--<;PYM\K0+SI>VF MPSK)E#F5T-
&I1TJTM68UK\!PWCUYFP*]8*^B6LE<\$XN^"XW\$Z(8T%D/X73=# MZJGTJ*4?
72;PM%8.P4A1*+4>^>P^%8'I+>#*!E\W(AU>0=NC):V\$(\$SZ^<3
M1S/_ (9W+S1\I4\&6-YG=Y*[E.P=I'B3_1MZ:&_18OH?)H2CGN1R"6;;;7J
M*ACPM\DT/= \$&=W,(=:ZDM6\I\$?]*\#;!\J]7."^O"E9?6,(MQ\KKS03J=EB'G?
SS.I&SH>Y+*EO_-L>F#.6Z\>8Y4S=/JC_L V5""W=E: M7\8(L6_'O4C8C9Y;2W/F4@,E
:HS8^H";O:C:&F*LS>&*&;R051H5G-S(I/& MO6(1N/I8R*-
/:M0G:3";8_C\LTAXLY!/:H:CR\$/&FHT&:W-RG.)Y(I_KX;.=MRJ
<[\"Z;'YC+)N8P>#9WOL760<.^G6:-DCY' UIO\)-W\]\$6,;!-E\H<CW&/DKE:TV
MFFY)VU3P%HBH2HR=0OYZSF/F+,"E& &,"FZ7B3\N3T'+GY3*8N809;2H3+Q(0TQ
M=48;L&\P'N@&\PVDKRN1NVW*Z,QA7&=APA8&'NF+(W#\IBHUFKDT26+^NX@>
MWA,AF\]=<""7O_5GZIV MG7W_-48C5%*WR_I%PS46!_SB-
#I'=.=%E_5V>Q;7TVFR_P)A\WDR!9A\AT M2_5XR"-YEWR|^'H^MF@:D-
+VGZ7^!8^>VD0=NRPXZ@USY)EENN\UH>#9V_/10QZ:E"4-1XBA?DO3B3JDKIEU\AU

M&TA1(KIQ&TL/Y/Z^N^X"R=:J0#+;GI6|EMH*.4A_5T!6ED=GQ\TSUKU94JVM
MKAIU4L?XBSXUB|!W"!",08M#)%|P|'D>#_6=6=E|
)R*.\$L#!#P=7CKD|=0(8Z5CI&FC*?@V=RMT(R/X*9G+QWUZ/QV_C!.YCR M'S10-1P>?
^=P5Q^ORCM6C::WI9<-('S2,CV0S'S2'UPZ* #: #V"J&_0SRO:< M2\$S|'N|T|\$.40JH-
SZ'^@020|FL;_:P3HC'_Y&PQ=VJR:W-H965T/WC;MYVXE92^ ^K*NZ M>W6VZOO-
|XN++E_)==9-FHVL|6;1M.NLOVV|O.@VKVK,_,//A8+E<|/;AX_7*3+>6U
M|#!MKEK<75@J1;F6=5"=C)OFL|T|YX
M=>810|*2>4|4,ORYD6|D51\$AL/%/3?/,+DD3Q|>&^@^|=^OEGG7R35/17A;1
MZM79|P4N;19Z,N|79:W^9E^T M'\$83IMZ1"8&>\$#QV0J@GA+Q1Q1EOZVW69Z|?
MLVM:&DTJ-\$%RX9G8S=E35J|M|EN|+3&O?WW=-_GG55,5LNV^ ^V8: ^.D+|>Z?0|G?
O;SH09|&7>2:UO>*5G"\$ M5B)^.>I^U8EW=2&+_/?G)
|O|R<(7&!C=G>!V=WWP4F*/PWU1(2>*P(OB XQ
M='KZ6YECNL_3PQ/LA%;8(=,+C|!3@A7_.GWHM#^_L/\$=09;61W&YVB_@=-
ZR2MPYS^VO322033 MIE^(X^N)-|UZW=0.CO!OA|:LETZ_DJ)?
M5**K"Y\$C07%6EF?).L3UW+3R_5<MMM: 7\$%S0&N3U7>B|+I!%L^=
H(Z9)>GLA4C|F>M'4Y'.4C>,8N&|?AJXT|C# M5>1-70|78>Q.IU,11VZ2>B)-
M>?)F(:AF|L^992|'I>(+!>&,WL0|^/W=1/MOIK|/ #3W8"5-?!&^22(10BKGWK\$^BS
NK@"S|XLP8 (CU(1A6|D1R)*4S< (MMJQC5IKH_W_/VC:K^TZ|KYV|J6L=N&_+?L6L_)35
Q(C,R=A=2P|H|(-B^QQ:NVS*7X MN5Q(<7XGL|9|ZGP8^JZ"!6_/KD"XTESID
5Q0&M0WA,1A)/_!\$D39T?M1B? MT;|= "@L>UAB5^;B)JL&WB=)R|(-8>#1 8IE|V*>
M=DWG?9W+FE*YN*JR6GP86B?P_*GQW+W7Y|0\$.7?@O>!A|)3O_1=/Q:9M;LI"
M=JPZJ0B4A@";RUQ:*)=,V#8>E,U=U)VKI!/?9#[P6LUB_5&WG>L490N|:=J.
M->RSO!-9<0-EZ>PZPZ_@38\,2S;%=52'="+U'2V|S@)DERPE@E|DGHXC4K,A
MS^B4:V"7TFA|POIO%D|=|**2'?PRC2%K&Q;LOT,I+>C@_ \$FVE9W9-7=*D.P
M)\$T4LI?:"C|>?|+VQZ)GJ|*V.1\$8@.T@.A"6_2SEAC0CR7F@ MFE9R.L/>*0@!U:Z;
60"=K,*"G*.:KI!3&+U|@U6S#G%*18GXGJ8_P-V:W3;
MCM&QC>GAED&5%HRXVPRVOK46LC?
IT(TU|Z+L#1W:F4OF7@T<1(D0_(SWDKQJ69ZC2L! R3.Q'J;WXG95YBNV3:-1|7;
(_56V@;=AYW.RFG4#H|&*L|'B M;E/FR!)WO\$.00>|'"3%"JNA795N0*#;DL\OVF;-RQ?
\$!R6=S0:|Z=6&OOJ" M|\$"5S<=^G"U!1"W,,<3\$K_T8Y2+NQLC<,>!) ,P!AYBY,Z
*7\$3(VA\$|2-A3 M@AG!%D|L1NDL0B03:~*F'JQM-0S&
(W"J?"AV>%H4C@7/X,1\$##GWGBLG,.MAGY692LYF2.?
@'3L448:D'@H09.HMMXJQMYJT_6!S'MDRCG|NDH" ^/^?B;^ M@1SO_-:X*PS#F(?
R+;:8AK|*E6EB,ZT6>3!)8@?%YT*6_0 QG&L=/\$4:_@V, M8N0YH(XI'LTF7O)@
T|7=L^:6\$D(WY;9LFI@ MACEL"U%|XE)HXZ-8X=AB@XY%;& @IW%:M9J<_U7.
<+8PDN1D M/=(<(^#)#6*5A|+HNA|TA>LJ'8Q13,R0PNVL&L#U:">H&%62\$CA'/LBT=
M Q/\$\$X5_-|)UF*|+F@0'S (>4YHET|98BX|)(70AIB&0C;4+;.<"TK<-.-C: M.&&7*
<|BQ/QD*Q@|8==RK9@IL#JP'"P6V"6*.:0!2&R,UD3+WK:C3YJC HR"FDA/A4%|RCF%
<4Z%@2S#F"X(MX|VEK)%^|RHC%Y(8S&TN#:8I&1DZ?LLJ!A?
-2Q/DJ&@+!KU3YL:/.HNXKLCN70 M9J46C5'@V*\$.:?|3K:\$N+#MK.73<9F"!|^4(@I
'5TW" P5%+6=X02XP?!C+0 M+?E2"9BY*5R\$!,D0%NFW&9;X-!L'QUR2/FE9'SC=*
FPV|L9\$!!2Q%OY.A MMAD'939K@,5.L|/5U(9BX2)-
;=>*#,,1Y(I:V619\$ _B@8D25UA8ZE%-379'
MN/).A=ZQNK8AU64_.1G|P+XILIRK>DE_T;H!JH;>|<MB(/=TVI_ XWI6= M>|E4_Q^,|
|?_WPH8.,QKX:_5@\$9D_VB?6^69+GHNL_950,(PX\$'V+&"0=Q, MI5UOW4)#
(|9+01M1NP-PAL/M;9PEET\$EB&'PBJ:%N%'ZE%"_|A0X|WS|/=5R
MT\$"19\$"K,*L6F@XM:8UP M5/8U'4|J\$^EJXAYQ.0|MJR@V6@:-CKHC8?=5YUW*|M<;35
MQT-H%|ZH|YU.S&;208U'5&O:%,K/V>S*I6I"QMKS88T\$QQ"Q*"D'\$J@@ M^DZK|S.=D
M3#_1FL% WN%_OZ;AB|GB,G5':73>%\$IQI"#U2KHY*[TH;JCM4 MR
7K4/EU90##WZP10+ _ZH,-)=0.!.):6":2XUAM;#&ED4H;|EH38Y6.SVTX)#
MV^3VSO|4#34SN1##.MH>/28QU'L4067-?;3YK\$7Q:B|?")FL|DL<+;K,JN1 M-
P&7|J&R"Z.C40N7RC)5_SB*P5\$CD= D%RK4|&&,HXQ.F|WJY3VH8T9!|&*C
M#R%FK:Q336K;|U|V^*^YI.6->6B:95W^GY8<+)|_O5YU@|K0689)A<(YU&79 MZ6-?
9:N!_#F,Y2BFN<.MYA%#D |P1.\$8-U#Y(OIG;H24Y6J;XPX= #&* 00\$
MQ"CREKXMYT//=;5N"AAM&9|H!FMMIU+;Y+\$YD_7,YD|BDH:P^=VUN%8MNNP
M.EZ#-G((LI9.7C-/A,&\$L@OW;.!<%(1?EYA-A'DB4@H?,PXD.BN:)*E0U?TV
MF&Y2!OOHJD!=-\$H:Q_6|#763|<>S4PEOI|3>|S_N=2N>_)F%D%O4:43RV,9;
(=QD5_-|M49Y7;4"X..8*>|G8SN54F@Y^D:YZ-.P:"#|I9I)B:(EARNV M,8H1?

+G6UJN^:&B:IX,O-;)2 4EIUZ*#D_B6VPQ<91PJk2S7
MSKA3J?.%2A9IG+@IPC8%6,/EMJ.^UQ,]*3#ZKA^AD\$F3Z>CX4^(#|^UI#@S=
M:PTY+9/VZ8 |2-MA3T=PX*F|/IZ. (5^K*CB^)=93(I13&^E')TMT|^7(ML1*J-
I#LI@&|GF251*X?<9:EFHT?14B,4IQ_*)|)%'X|VB6|P_U.D@54(P9'
M:)|FB\$KR@'#B:.)U''=40YXMG9!S|Y.%!A,P|2R=Q@,HS0&94UU\$ (Z!GO#/U_M:
%"S|CG?,^?3+\$_0"D\$03>8)2+V)M/IP8\$1|J:1.M+S8;-!U46?S._\$+UG'
MJAUI.-3UU9L_X6^0.1/\$=_H:|3?16+?_Z#IX+V'SB_/^9XT#D'9F|^%T_%
MB;03'S9|T|1X A3(%C^;V8^;Y_Y3\$:2>._/I((D3O\$ZF3J&+?JFB<6^>S&
MZ8P_.,93=68O>'%Z61AEZDY#7X3Q)\$W|_)T='C)6L!8P3\$54-LQEW=M#|O:
M57M\$8QYY<(J.3?GJV!3M4U/>GLTRR*5?4:._?V*\$&*A96Z7@^CD=7*/QOH'Q M*
<|772#=#XZ7H''%#*8+#I8D;8 I|@2<^(ZM<|P(K<)?|Y.28E&\$^S&V./@5!F|DQR)"-
)^IKR#TG4R|A8\$E5-._&7O5 MNR|T?>(HE:/./1&">_#D&@T8A=R?-PV"2%& &,HK=*?
EZVV*29(S<03/@2O M#R-|:.'R/2+D3%G+>D9)*6|DU6P8=QL22>+." B KUD2.W_G;S:@-
O7Y.9V3 M3MT8^>Y1K2U|E"W ^YB^|?A(W+|P)UZ" Z8/GSOO_W^/M>E/1?0).,8|99L
M<^0&|X" WN LG |?R4A1A/DBWZ4L:&NCR:VM-MNP TU*???-11&/0 %MQ?
M=)8D)'FF;|:41NY3:7)D4?VQ\$JL&C|'|NP?ZQ*%?Q5R.?GRUENV2?Y-&O0-\$
M&PO=V|R;W-H965T=A M7FR(!|.=9|-DB^V6?Y1K;0L^*=UDJJ7@U51;)Z-1BIXLLGPM
M"OS,ER.UR:6(I*)U,G)M>SQ:BS@=7+|0UV|RRQ=9621Q*F|RKLU6N3WKV22
M;5|.G\$%|X>=XN2KHPNCRQ48LY:TL?MW12|'-BDD\$QD6)\$'@WYV|EDE"@J#&|Y7,0;E
M+6R/;^EOM>VP92Z4O,Z2#W%4K%X.I@,>R84HD^+G;/MW6=D3D+PP2Y3^R|F
MKNL->%BJ(EM7BZ'!.D|?-&|D-KP=3N6>!6"|Q3%WC5 D|;C339KT6A;A| MD6=;GM-
L2*!.|JHU>#60BE*)X6^2X&V-=L<|F \$HQK+W-JR5^Y1B=^7
MJ<4|>|A=V_6|!#J^+4,L=S1R|TCZGB-HSTMS_MJ1QLY?K<R;|CF/./FHG&XM?
|P*R2;|VV^FKN,|MY|U|;0+;.(JS#|'=N_T;MD"8-)(2UK21*&7R#2B25*\$
M*PC>9+G68H,U6<0%;N8RS)9I_&^7 <|7(ET*1ET|MY/*)|A3@ZKPF-7,N
M/P|JE;3XNY1|+|(2(*V3>4B6AUF;5DBZC8N5EGJ5P*KK++V34&:>2\$X^NL;
MUJEZ0VK\$<")ZXDZ\$|MKECS3SN#)W|;&C;-I_X0|>> M|%|6DM52;!W>*60.0(TO7<8
MISH37Z28<)F|!%T+M=S&0\$2VOXDE2M7K#)5
MP"!5Y"6:2Z%=1_+G|0**B8("7?|!%GJV;Z>S!/=)T|F)6"FZ(G=O_!Q1^,Y@
MG>^|VKJV66&"E(@7L3\$)'NG+ -KC!WDG\$^Z94)H8KJ5092X;O4I5.8>0\$3\$0
M>0)WYW%(F;+.(JR' T.1A&4"0UF3&;N46/ Z|DX%9?S|C+O#,9"M%1S'M<8^
M=WQMSD>).*>;\$N&EHGBH@ (K7M)WNP7J'6|DI*\$AY@|9#OI6Y5F"1)>)ZAF_M!?
V(RD071EO:|4|:KD#9C|CK4* @55| (HDIU'HFP+|H"2C3AI27::M96^-1K4 M^?
FT0SEVE<(C"0HKXG<9|:W#.W,M&RZP'6LR8S_'ZN-WBUQ*" \$::2J084E-R
MC|SD(|_9AN,4NNW#UQ@@|A4CJ|YAXDV?S.H4,8FAK;.:|:
M|!V2Q("4B.Y%L=)8Q,|1AB<7|!=PI1H.SN^ER-4%MRU|REW+G;*G_!5*+F(4 MA-
|H|"*Y5|&.D108.MYQ4=68TJ\$VX:%T* @05O.%R<(V!-0,ZBE>EUIW.^|'M MAE!&.,P-#K_?
93D!,6U^&P/H%G&(D/%?TVQ.\$\$_ZL'V'_+#+(=39|(O6N+?"T!>+=N'1-?QAV-
T""HMVPO8#QD:P_D2.UST M;N'XP=|!#RD%^X#E|D%=9).OI' P&|Z<&4:!
|1|7""X\$*IS=QK I=,P?*| MC0ZK WM4F'"&^UV,XDM|I?3_O?J\$7JU|!\$;VJ-,"1?
>"X6:Y6^!>4-^>W/| MIW?SJ36U6^V+J-
VXVOU|JS,N|MGTX%3J+ '*\$DS2^3|YKCI;?|UZ.LT@: @ Y MZ+@
QN2>40S")/|I|ZQ2#0J8%G##^B^6F5E\$O&YQ&4DA3#IA(FTDV|)+U)HGKKMALO^O2;
/MD;-2&K;Z|K(RJ)|X(\$\$129X4F%YL|"Z6,E%&IY0!2"/+2JEU*
M4^1KD<;LDDNK6WCOMH@M8+WF&8 8\$&K&/:3-+!9|JB&\$ (I>F8(%T,XS)^
M3CF8MJ<1&WO"&E90Z?V|H1T5G&CO0=^'|+ CD1@%;!%),G|?M&#S.@-%G?
M4!RXPX|SU::B-#;L=|^R|GDOJ":N;QM(<_3B96X!"|+|S\$K8| ^|;M;|R:4Z+0CXE?F)-
MW X.2?#;1R(#|H(ZJ:1G\$C+DOX>&7C@LK;'WE3)\$V1^H+Q! N|!%&G0OZ> MN0?
ANMAQK9JF|E-IZ@%+9=KW7?VA*V)|JL?%|G@PLYS@:&S&40&O:|I-H|W M,TX
|DDNKDZ3CW&Q;(%?|>!=N4&PHYNK L7H9!2USC40|RUE>ND#?A\$A2TVS
M)'!K47:T)'&O<|C<8(MW-S_OA6'O\$ #65=&WJ.G)&F0^R/TS=JPZ&S5|5/5
M>SBXU<|I"<@K|LUX1HX=ZRN3;E92Y- E<@I5#"!F|M%O)T.<_XO;OP|)= MDAM-
NKMSC8BL^POVKP|?IEMW1;RE?"<4OJM#_YH<<+NSAGZSJH6NA0C.T.\$4
M|7K%H<7SAN/9K|K-)AY#CN;WU\$T:#W8IA3QH1XS8 V1H5':?<|^;#+W9E%'N
MZ%O3D>>,L-SELY&K|WNBX4UHZIYN,J0ZSOQ4|0^FKBD9:>S0E'K/_3I';)MI
M=RUS5\$;'<':(ON|Y1T^.)+D|G;|XN:1O:W/=5'D=+V50I
M.Z5*M4<>\$FA|IG|KY|GF#50+YDQ+DWMK.(0\$.GLV3^2JDE6LMV8-#|8I9ZY/
M!UW52@>8,"FCAN|1(K.% P!121-&_&./:.)@ NY|LH-FLHH6B++(B\$&&M%\$N MZ7 #

(U">:1A00 DAU&Z>\$&@!ZGZ!56427/\$R,(01YKJ@2-.T6OJEN+P+-"# M18|_ "
@32KI6\|BC,4^"U#FD*"Y>),G1(ZI8R2>C_):!> O3J.KU MX|
<89\88/MV4\PO.SQ8+ ^"1= _A>0C00VF,;-@R)V4# GH=O3!M\8:TV,# _"M M816LS?
@"U/+4Q9*"G,;@NTS"JL:\$Q5HYM4LSYP30_;;X4\$SA *7#X-K%EK
M>HT6IV(=TT\T*M,E\$0CY\\$, \$H90@&')/*W;14UPWMR1\7Y Z/APX?L:|O)& M-
,\$B.V"9_J3&PSYN<\9=USR)1G.8F-%5N:1LT\8\BH^T%I+*.;|S/|@&X=SSW^ M3%|"OA
+O\;7L,-'@:?.PDK;W'SCQBP@*.U|&#;\$XJ.5CBCR.KW04\#"W6,
|C#VYQ_:4Y"Z;'E\$&K2;7)ND=Q?+Y1M=S\$&@UN\YSP(.RZ>|U7MWJ
M)D'S\|OA_!4*:\$;L?6)(%J=RV+;VGZ+=J?2^^ M:HGUY%U^J>9:OT\NP?I^?53K;
M6/Y1\$>PZ:|>2YI!_M6\|V5\|NQF<"7Q\|Q3W=W,W4R-H=B0QA/>L=Z\|MJFTBZX
M\^N!9YZ |;7>7W>INBX=CVL^>BQ,|WDS4GYT\?F: |U+3J60P=EUAIU?> U
M:GU(N);Y4G\?J;AN7N;;PN9\|PGGE?YR<;2;;K|_?"_R99PJGL@%EMK6)!CP
MW'Q3:7X4V49_ECC/"C1#/5Q) 3?1!-Q?9,BLZ@=MT'S8>OD?4\$L#!!0 (M
HR35JW\, +!D0,-T 9->&PO=V\|R;W-H965TSB6Q,R07.%>BFJIAZ
M.L=2;J9>Y&T7;OFZ,'8AF\$UJML8%FB_U7-\$LZ%ER7J'07 I0N)IZ9\|%).K+V
MSN!WCAN\,P:K9"GE09UGG;0LF<94EG_PW\13;^Q!CBO6E.96;G\|%3L^1Y/71QV_/P.X"X
+1_%Y\T@,0);3USLBZ88;.)DAM0UIK8\, # % MQJ%)#1?
V%A=&T2XGG)G=8LD,YC!GRCS!G6)",Q=@/0D,\5NK(.NXSENN^#M< MQW
MA2DT?!0YYGOPZ6%|\%|\@ "\$A8KR|>JCN/#S+^UH@A)*\$/<1B\|CET&'Z! M&
<\$C!T\;N)/TP4X<7_+ #P88_S\;.*)K\|M2_N+>UH/ZUIZ">Z9AE./7K)&M4# M>K-
W;Z+C\2?YG^)\\$4\$1GT\$1H?8?S#=#G+M_2S-#@8P\|LWXS*B*3N'&%*C@ MY:EF-
^X'KN1&#!98&ZR61!&-7!;\$/FP04!A4!;+"2&#T'\$6S(E2CN%#@6RM\$
MJG.&7K(IX"Z\A\$M:\$2G57Q^N!*743\;|. #O\|L>?6HM.??2"?
XJ,H\A0P_S!P">3#WWR85W*)2LAH_ =CLPAL0)C*"F B?^6@ MC12W^\$Q6-1-/4,K,Q8 +
MM\7#\|=HRT%Y\|VH4.'RD,&O/!6P@A\|L.CL9^,QK#OV?W39\|0)_./7/T_C?^C
M:7RWDXPUX_FK<|_"Z"CTP\|EYX=C\|WD?PKXR'NOT\$!6JM6NLK,N-,&TST:_V
MO=N9:UF"9_.V\;MF:LTH\|T<\$30&ULK5IK;|NX\$OVN7T%DQ_M?
0\|TD>*36/\$|=T/%_<#+= \$V45GRDE0<|Z_?,T-*EATE6^!>%\$AM21S.#&?.
MG\|GYS;HP/^Q"*2<>EUENWQXLG%O\|=G)BDX5:2MLM5BK'G5EAEM+AJYF?V)51
M,N5%R^PD\|O5.3Y92YP?OWO"UL7GWIBA=IG,U-
L*6RZ4TF_ ^KL<&WDUI*JI7_ =^NA00V/_!OK=:V
M\5F0)=.B^\$%?;M*W\|SU22&4J<21\|XK\|=;6RC_1\|C3^#S(-Z2UK8_%Q)_|BV
MPY:IM,JJR\|0J5N\|3@_*\$F:R3)S\|7ZLPKVC\$A>4F26_XJU?S: ^.!|):5VQ M#
(NAP5+G_G_Y&/S06'#>>V9\!'!;\$/|M@\$!8,V%"O&9MU+9U\|H84:V'H:4BC
M#^P;7@UK=\$ZG.'\$&=S76N7>3 M'B\|OK3(/ZN#=#K\|_T3WNOVTS\|PG;_7Q8&SY2?
K\|= ?+(KX63D47XM=?SN-^ M_ \5XZLJK(G\|0QNEHJ+W\|J=S)6B-%7=Y=>X8JJ,Z
H*2\$6RBL6*YDOA': MVE*E0@)+YG.CYM(I4V(&\$ (HV2AHKXL%99X1GXI%_MJ%
W\|'!)=)4\$ZK)#-O'" +W\|V05VC6,OZ?R\| M,OH:;<, +WE#X#<|N_.W++-
R3U3T*2NF\$#&6QN7*|+A@T*I!4N0,WX\|4\$*MR MFND\$/I@IH,Y.6/?4?Z6
PN1M\|O*.;:#3JQ;/3G4\7L\X\|C4^?5NH:%_T MRNA\$"10AH62R\$'8A#/\YBL\|5)M%7_;*NN
MET8KA,KV14?Z.GJ\$=X*2WAK5>|<86G81R+)^-!>MG,|DQ_X.D=,(OSWE&3O
MD;6'/H.)55\$&I4H1'C:" +NY*:S%XB)1*K5B9HKECH(MHH3U40'Y9KN!>@1I
MLLIVVP#V)_ +%>YY +N5.;0@;2+U(+2)V.6-4%!\^4?M=G&(%J0\|9;|PC"|E M=[F%*=PL\$
M.\$F9%1E8'WE\$8QEYT M)B\|+.6B3B\$|\X\|\$ (ADM52>|(-8-
Q320,\$6\|W@WDA89:1E\$=3XKL-H,X M&0;|B-RKDI(8*2\|@%Z5R8W?1MHKM*"|
(\$VO97F\|R\|J^OQ!&I M%?=>^ _O\|I?_ZV)^_J M !492P!"R^"(
_ND4E\|7=M.>#O2R0N,+IW)(^/XF-Q MA%VC(+S5N\|5>77&3,VZ9I
(EP\$KIG(6F\$1'S0# #WT;_, 'X#5=D)2M_?>2&2F M\|E2;R/L)?O3\|U%-38E^0L1G=
<4J\|\$%!\BYFT=ZO^71S\|5E3_HJWX(9N6VG&V
M14"\$/&!9M0%V#89:I7Z0%W<+-8QX\|=T\|3P"3RKC_5=4H;E6U1D5NVS(/=P+
M'T)!S3FE@4_.IZJ*/3?O94F\|DZ,*M=8+Y1'1S&6N<71(X@IGECY>H5D"|,0& MTXU00,\\$
+DM%IFTMF M.F/2DA#YFT\$G3U_D7)HN T)JX,G>?9TCEE>%D8Y+@U>4TC8XI#\|H.*0V
R4^ M0LU\|!2-?<6/89A*+QXXUK4.LEPX8F*-<8L\$+.@*^ \Y?+%>U\$*8:#83QAZXQW
M"6\$T_8WEE!4A9>_ \Y\|S'C EMODU8JJ;A =%X@,\$LKVQ"!6^%/UFZ16'T7\|_ M\|+M?
X*\$@Z_4*(V\$^7^I&'^^NZ0#);79.W.+AQFJ2N2T1%0A? ".FQ\|)5>:(LJ75%A\|?
1E=5M")K\|M\|3NFW&D,1 M)6YNX+LRW5#,W\|;L;L_3'OB2\RY\|HR7OEDLBB=0XF%#.!S
MHL_\$\$FH1/H/80RT \TV>=,\$\|\$(>97%-8-&!H)\|<;&4GYW*E#G\|+.DJLR18K* M/\$=
<)430:W\|6S*,Z:;JR)W*F&G:/'42F'-&AFHY\|TXH.@J?;|>FG(O+%.>G M:6;!'I/S6^ CTNC%

<1!S&"+LBFEJ4#1&+E'2 M4%?-K..OD"M5GMS?5<(CBJ55B7RROF#9Y^A FSX02
95C^*!-TI 1-'D"569T){6-^ 1S3=0N], M= OEC+
;&E54T*T+DNSG'5RG&+.5#RG/J\$E\Y+^P Q^TU:\$2T>2@7JX)SB2. M@+@6Q,V7:O!:-
%649RZUZW@:J4\?0Q:=^'#JHY3\|VJKW*1XC#@>.^U2Z&)E M.E.P1K,R&H3DV GQ;Y#?
P.@\R4IF)\$&B;Q=26JEQ@EMJ-"|OP 6(OK24A|6* M=4S61^\$,7-GQ4FA\$4.E(BZ2DM\X"
("HJ.3.2?)R"@G0CH7,YRH8-E/JR< D M.HR|L+*.EZSDAB<|FG@.P-6?'+TL08^|8O
U#YK8_C8\ OJ2"N2:RBR&.6 E M<68;W54#E0\5|8|J\JV57|'"^%#GK!6)C\ZI8TSB"IB#
(4RS:)D+(,I3=&E3V MH(KZ1Z^'V+H|L|N\ZU)Y|W'J0J03|0"?) M-
\$1-.9C31H1)7XJSG|IYW3Z-0(C0_\$50C'J7EN'+&(:AN-5L^ MTL?1SA!N\GG\>:_%.-+ZF#
ZL-*M="5>7KHS|@.UD-N%|9SQL'_>/6|,0GR@
M8DO>\$Y<3"M&YGTf"M3D"2#H0R_.*OGGY%"8.0Z70EC51M#+SH8I\$/=R:CBO?
MD50XY^#(R?*RFMA_/_KN7VZ8DCC>9:QE4;#Z:<'7I?Q<%2^23OU732WRI(&
MFJ1EA7G-TVG;Z'N>\$2CSB%<:CL.UY'F1'_Y9IV%\$T7GD6\HT3S|8_HP*\|D7
M6_':#X!8&S")JDVO6O-*_)Q"8==%T+U&&@S'SMR#_BY/|\$AW|(>/-6+BMW9
ML|!K4|!*"+)!|#S|#5AE3#&43>FE4U1.T,Z7)_;30D\7"6#\J1&11"OG^XQ)1
MF_K'KA9:S1JS0H (8M 04|EE>M!&5&H3<2T75Q_O(AI-R2"U'_+.FF&_/%=?
W|YP4OU78|Z9C/G.:K7)#ZK0KG7^SQ;%+FX57ZXU6NRK1T;_F M-
>EHZQ:H)=\$;_E_852_"Q-,788)|7;T3WB>U?EI MO)W%%EP-F3.BTF.EI9QF(ZDC)L:Q|
!;LE&FH\$1\GA&,\$=Y-'XQ|%1FSC^DH.EWF3O_
MXX'Z:OU;C4O^B<+)|G'_0P\|D(;B)10,TP|>|VQT((S_183_XHH5_Y@6CBP-M7?ZX
_M3AA|_5E!#97_0A04OV!Y|S=02P,\$% @ JC)-6H'|;7."#P M 3 !D
!X;"/W;W)K&ULM5I9;|O8%7|GK|AP MA4(&:)L|J3@)H#C)-
&W2<>_.9SD/1ARORRF*'(C5<|A^?;|S%RZRY&22#!#\$ M).5|!O.=17I^7|6_-ALA6O9I6Y3-
BY--V^Z>75PTZ49L>7->[42)3|95O>4M M;NO;BV97"Y|D)0|OBPG.B;/*J9+58OSA9NL|>
M!2?^?.'?N;AO1M>,-%E5U:|T|RY|<>*00*(0:4L4./|TU58?A@3;0%1_ ^2=MA|&!Q#ERP-
_/'/"FW8B2E?,U;_O)Y7=VS MFMX&-J0JLK3\$"XOR2DW;8U/;)Y?M&!--!"Y2S>:58N;=8>-
Z|/\$-5MIN&O2DSD4T)7\$#F M7G#/'/|I*>Y+B;Y&>_|^UF>=X_A/T_-
X0OJ3G'Z&W3-J*|N|O&57&U|>BH;Q M,F-OZKJJV555URJ.&O?:Y:H.T33?
P^903\$)#C.A#'06|'@J7IP@A1H1WXF3
MEW_JBQLYET^H\$|0J!\$|1_WZ^?)+-827^6;6">=9?_Y)XKGO)ODH4MFS8;G@S
MRYNTJ|!G>LW0AX8;OCY8/D\$5|VUK|Z7K>BQJL?Q:ZJP:EDE*K,=<| ^Q0!8
MAM1.U'F5,4%QOS|P.MV8L_ELMLX+/-W/VXU|T:D79VWN7'^IU2&_G'>Y@T!
MD34G|HYS>?/F2EZYEZ?\$|P_-8*|?DZT*H!W%\$E&;O4#F8&S5 !!SD#|+!-- MWD#D.A/
E0?%_LT5X|= 4OJ@JTF%+3|E79:W56VS5^=OSZU70&!1-^SJ>LFN
MKYB1Y|5;IC\O8MGL7K 4DHLRA9+\$H_9O(L;F=*=?M0/!W76DGN*.*^*/(-|
M,AA*^~|MJ!G|9\$S|(7FL#(RW%=@6AM8T|2+^')8?,-S|A*B%)I@S>A|R#S.;O)
M(26H|9;U0'UI?PXW0.8&"\$M"@95EA+7-"WD)?_ %B\$B|F#I*S?S E_M|O.Z
MQC^C;)TZ'XI#2,|W;9"0. |E^9%ATIAM>LO)0>R91Y.F "PKOW#EC>Y0TB-MX7=>-
S9|_|:5OK0VT;KPT9E7VY4BXPZ\9|<"B?AD#X|A+X^Q+XGY' 6/FW
M/F=57I(#M84/9SE;EF4'HBK%K2\(.?|0MUHAQ!>
E|HKY'Q5B'V\$RCQH6X(JA50"/*G|@&9?
>H=:X1V6O%GL%>5_BKU1K/#J>R%_0#DH\7;5=, M9-UQI%(M;R%Q=4NYJCYM2.
M@U<88BE'#RF&|(+ \$TG_5JLAO%2E\$ELS*MK)4-?J|2)<#B^"#G#N=O@/%;
|CA,*\$NQ;5(6D?BGF-Q'OTH*;TXZ8J,EUXD++;)T-L?.RE MHAJ8IC4U %E^EV=P2T-
H_:7:*CDH_6!_N'V'@*B-N0:**T',A(71P=!WO*| MZ)#%D%N'X^|'"AXELWDL,6L*&7?;'
LLQ4- +|20J339G8J6P5J=U M'Y%IU;2J)QMR#:%8 5,E#=#G!&2K5VCI42'2M*V^;+|0'+?
&!--?RRQ"9;U%D M###H&D.DCN_@!9E4F5H7"L!&9|"@7D-Y1^?
9(87DT>^CU;M>A3V<7N7KKDYE MD"##|SM.0W2?@8@-FV+Q'E.U:L8&
()1MF60UQ+RI*>^_:_L
M>ZPU^TP6&J8|AIT9P8CSGB14WAP(0K&B"R%-216E6682V#H2(7UPJ.VFFP^
MKPB;*C(\$|Y|&_Q1_6"5G!GA&;FRV528*V8V,T'5:E;(?UP_@T#L@XF-PR0Q:
!:\$)|@K53SQ_'G@G?G>)7:7Y/ M,"(I^?8ML|!|TO&LRP?OUM/QVMZ-&|KK4-M_73JV5
%*9K*D%+|C"WEC*M M9.BN:8.F!EG5X&)T35%"J RMT*X|Z|V@E@#LC-
VH%1_) =L,C,DD\$'6T8|F& MK"E%X|RL|M5!_W1**&1FFS"D&0X1D5/"5H(E_0G&/
M;|P3N3G0W+R1E6EZ(NE/O|XP|OV D=.W7:=_G:(L^Y/_!.DH6E"=Q_:IX?M MK?
RFWC08Z"83TW@|H_):'>L/O@REA|7#<+>%(A%"E6>RU!. ^2YO=-@CV;MM M5^B*-
E>J69OAWF,UT/FK&\$IU1^"QU;:7"S/V4VZ\$5F'G@*O/H/ M+4'N6O:%UZH +
|/_H2XHB+D:#|^O>"%S|T9NO|GLZAX;8|EH.<28E'JL4L=: M'C>)N|###P+?|R&

<+>Q&\$=K3PF+>P@V1A.V%H+1^;B\W=\$)'=N1Zf)3-AW.X
M\?"1#Wl.@+N!; 'P.+Wl(J&BSNVC;MB;#7,I+8_90"O-EH"<8J#AE"! KOI*
MA0/3*%5!8*DOJ4?R V#^!-!JO"^TZ(^LW)7'XC=JUVAMK<^&KDWH\W-060 MQ-
U.>79:<:PG;:1I8_ ^K@&?C9)R MM,DD>|QYFY#" ,UON ;H&WX!@1#H
XHUTL@T6W.ESEW"/"RKS,Y!;Y!'=AA|=ARXHR"?NZ?,PP=N0A%|.-3.UD\$=I(L\N)\
|N\$>|Y/LL'24^;)%DA/9*.;@/3_'D9K6KV2!&8M!W\$<*>BQP/-N) N;&
M@>TDN(+Q"*Q1D*P;Q8BL1T'6!"YS(F")_IA?S6
MD>V&+DP;V8\$3,|=&!;\$CSYUZ\V;+88?, W@Q|'\$@P=<=>;/T3\$A=5
^/4U995@|F'OG9|N(\$;WNN8P>(-M"CST\$2")%R'ZWI4+|C\$;
(DS"Q<1%/%@|\$I2|"Q<7EOJVB=)I-!S)MO70N#4EYCB.(28OCQ(S*Y\Q)62>XX40>P'|
M*\$+^AK\$(0B\T-1W.ZU^&O5M@|2P#M(VF I=P,UIXCRV"8(\$C4*Sj.Z2:P
M%PAS)X(5K==Z<4!,^ZW#_J9A'KN4,5)4A#\$*J"2C\$X\SO/P=
|Q;_Y:R=S52V,SE:U\NU=KT\."F|EB?1)WFS3@'FQX\|X;#6>^+
M&971\$;\$@91N/KIV4!;CD."LHB))CMKT|-5>L7LUTP0HT/PL6"0ZJOP<.C=@-
M6P4E>."B1*+V SYB- *4GJ 31=YQ@2>Q;:'N4'9,\$GLT O@+(&6;SV;JJ>F31;&*.DQ
MT:>K"+CHH=3|MNL%ULVQKT4"QT<8H ZJAH!L\|FP=A#WR-E,H',_3\G49'
ME9+>KGEF% CZ*\$-,%&C%|M-|T\$|W|\$|7:D>""7T.OC)=#...5&V;:_|^
MX4)T'&"N*%/>4H?_W?JK7KC95+S95,#9GHA?US*8-D'_4/-PEQW"W"E;A=T MKV
MQSMOTQ^8A;8>|DL)<^B%&K@EM\$,'&!4"H%RIG1|3&OCT/<1ZE\I'I
MIMOHKZRW\$T76M2!#EYG;:/2;1KU8%4VC"F65"1%-|42|F?YK_2"_5"@?'*)O
M@,7Z<5&>YCE0;:+^2O\|96=?E=|+?70T|. >82MR8;JY/D1Y"7MN/\$QE3JCKI MW\
|H5G>Z!49_&M65Z;GZI7Q+"+^+DU-!N MNPLB%NDN
%:\$>T+7WZ,Y\NS4=)'C0#H9)+H_"D/Y9("|-1\$N-,34\|L;|Y
M@YRQAS)FJN_HJ|'#C<@UM;RQ7.J?#%9G=DF;O|RZKA\,+>!@I@I\$63C*:40-P
MC#Q1J%UT^UV*OX!U/*7FSONC- M1F5O-B\W\W\|S/H"-%,E:-87H:=
|&D*IQRV;O"X\LV.89_|1TWW/-SYSS\$SO MR>6NG&G;I=?_7'US_N-ZY_ GC1L1?
P:\$QXB6Q7VQ^7S U<("YS)\N>UV?Z\$
M\$K8#V>K/T:T&\$L\$&&K|@|D;R1*-&7EO^|,O7GC_S'P#EL*F#V2CWLJ32+3U
M47IC\YO.C'!|HSN%3\$Q717|H,IKRW618V>QQ@_J55"TH/F\$7(FJFQ<"YAO> M?2ZJ*T,
(75I/?(U|OI'#5B3XW-D6&B|M" Y=%R=@(E68N!O?FEX=|!>L^6\$ MH;8&N T^,-
|.F=^Z9)^-|HUUF%F"";3Z?3R|QY!6?H%2HP.|>WX*.J.+N|. MS|FAG^|>C'Z6O17UK?SQ>
<-D8Z1^H=T_|7_?OE0_ZOY>5S^_||#K6SB+%6*- MHYY')ZP6OW@7-
VTU4|^R'M5M6VUE9<;P=\$0T@OX?%W!6/J&&/2_ ^G_Y?U!+ M P04 " "J,DU;+F)Z"0(!+>%
&0 'AL+W=OO(#Q-X0""K;OMW(T:3\$=M)TBZ4P?%OM 2W2L MK2QZ2"J7_?7|'5)2Y,1-
"NR++8D|W|E|YQQ*)W=2_!=|K(OR|WU2U/AVMC=D> M3;G9W89U_5V8EL
M3%76XJMBNMELN'IX)RIY=SH*1|V#J_)F;>C!|.QDRV_\$M3!;,:|JW\$U|E*+<
MB%J7LF9*K\$Y'Y^'1NX3VVPUE^).#ZX9>;*4\|@=??"Q.1P\$9)"J1&T+@^+L5-M%Z*J"
AF--BCGJ5)#B\|M_6_ARY)K<2&K|V5AUJ>C^8@58L6;RES)NH%
MZT|*>+FLM\UE=VYO'(J8WF@C-ZTP+-B4M?OG|VT_|BBQ>_ZA^|+'5>2=THP?
YUOM1&@1'_WN>S0TSV(U*5'.DMS\7I"&6@A;H5 MH|.WOX59%%ZOVU?
I!%>&+"WO\VC,#QF0Q7LVUIX%W*S MY?4#6W/-;LE*MVX0,G&XM>"25!?
U&)5&H8^P,Q;L ?!E6:"TLZ0-+%9"M4G MCO&ZH(O(9QIPPDH,U7"V;JJ*W?*JX:XZ*
|0'CJU>IZ!&1T+O45BO;Q@2IUG. ME7K ^AU7A8:=M
_685,I"SUAWX6G1"YOZO*_SOI6;U62FY8 WAE,,EA;2MU
M2:HUDW7UP,H5@W>E9AL)@E3E#X&'9LUKA,30A;%6#251JO!A*=#1-,\$B\$LT6
MC\4|1Z5;O|SE0R=&7O#&K*6",")/O:2 ;KR'S(
M^,:Q|/5!;MNAT\$X2TB|S0\T)8S,^;8TY)0C(^#_1T85Q!6B2KH*<8L)MB7W MO\$|-
U5N^V1Y?|HIRJ0WQ,F^4@L*6;Z7I;@IZ|J28\$41?EHS\$4/;'8@%+K6 MNJ(-%J!*>(?
D2!DUSBV%\$TE/-Q> M/4,5U*|\$(K)(#^/6|B84^&18E\$<>A|J\$@?Y4/37PB5UOV#CT
MXWGB)\.C;K;(%GXQ,%#|YJP|Y2|&SK6|'5_%ZL5J N&R=IY&=SPAG'*7!@ MTZ%W11
Y2O9&L"JS|!LL9X\$"UICEA7LTL+DH!,UCW&4!"X0V"W9PD^RD+8*
MTZB;V+95\K;TYRY>_?-C5B/"81|8#|(X|A?S!-TL MJJ-DX?T)_H#U\$?D2L1#>+Y)LH'_/3
)|TSA%E#(6SV;^+%AXU^CC9D5=-K;B ME);_@;X-
34LGVTU.A#E#GCLWG?)A4,/,GR,/H??Q^=A|T\|D-KJA2M@I*;>@ M!NF4M06""3B-
"MMY"(1K-&1-D="E-MU 64ER"J5ZM%,I%SLXEQT.USRNZW|\$/#A N2)YTA-
BA|,O*YM#NLCB6)_8:D>H)Q2|STZ M,2CHQNA.HE\$*.R\$U.RGHL-'9C|C/
MDO98!RM>*KOI!|H(&=6\$;,:8+:YX4!|C&HGMCVM(_A7S_)>#IP=QX&?)HEM
M2!EB.=_3|QZ)V^5VG 7(4X;|.ZD?1_XLP=->71>8<8KBCN.VO089DD?-U2T_

M+PL;RGB6^HL@MJ&,%K8]/(QD:P=G7 L:/ H?4P5L)*"%.[U7QO'C/PRY?IQU
M!7X0%SL_T(!'P!1"S8YU.O&HS?8|<7!%,EV)Z|<")RWO^|V#\$6CGONZO_)4Z_M|^?
>_OG|9/SA9!.P@_;;O>>I;P9>&7C99 &!FY1_YV7L=3\$(L=R\$^V%O^23#
MGG"2T/HK8VZ<3)#C_K'?#SXO|;<>|/%AT/K?F'0+&W#B*)Y'=/K-&_*&P=/G7P^YK
GV=WC;G//RV:_M97!UKCT|EYZ|9_I/7BS1*+9(ZKU|(<'|VQMP!Y;?4?CRYR=-;.*
NA|JR7|*XA_M06GT(Z2M*NB_39.HQ/*2PU-S)JMS;9W^NZ5V3D\$YSA4+?QZB(N(YNG_38'5
MA,OS=HJ^8BWUT#BS_X8_Y^Y\$MN\CPG3P@00IG_9?RI|=
M!Z+|>XSVV>|_)5X^:K\$^J+!9):.F'?*KMR-D5O|N6@IC9\$;>|D6'\$5)&|'^_MDB!/?
>T,*^N^'9_|#4\$!#!!0(-*HR35K_E=X&3@0&|*9>&PO_M=VJR;W-H965T:AMP
MTA7KA@YIO&Z?;>ED<:%(E:3LYM_O2%F*/3A&"PP(8I'B/??<<|?33;=*/YD*
MT<*W6D@S"RMKF|LX-GF%-3,7JD%);TJE;V9IJ=>O:32RPAO5(LZ2Y#*N&9?A
M?.KW'O1|JEHKN,0'#::M;Z:?[U"H|2Q,PW|CD;KZS;B^;1A:URB_=(|:%K%M
TK!;Y2&*PD;RUFx2&_OONZV/_7QZW9>P87R4JDI?X6,S"Q!%"@;EU"(Q^M-
GB/0C@@HO%UAOD.+IWA_G/_L"3K&LE,%I)?|FA:UFx74(!9:L%?91;7_%
M73P3AY6NLJG?&Q*#FLOMEWW8Z|!E?*C>FLAQZ9*RM)K>(8/7#*9IF|.1%S//
_.\$/E(K+KMFY&^U_54&_M2VPLUBO4,\$JZJJ!#8"L\$RU8"8>6:SP4L\$<'%
EG4=O|2Y|*U,!\$0#RE;3'|<:|J>U5JTL_J*=HY8N/\$0RNAZGMW4KO"|4LGG.+=-F-R.
J2JD_GP5F*8+
M=UA@IJ|P7|K0|X2*:HWPB\$*V+E1.I4WTA^(Z^T'/@DHQYO1/3|-3|Q'1>#5|0
MWZM^:~F'"&A+VO57|7.|.)J6X_!H|(\$&F^.)W^|K3_V+8GWAH_:|=J/H;
6FF|>6#8':.I13=\$O!SO1C&*.LTI_MK0)+,DTNKB8AZ&Z\Z196-7ZD6"E+
XI_K&@B1.T.T/M2T;78+9R#8<:<_PM0_M2P,\$%_@_JC)-6M(Q|W|V*P_&K@!D
!X;,"|W;W)K&UL|7UK<|M&LNCW^153WNR67072?(MR\$E?)LK/"YR2OU|(WM^K6
M_0"20PEK\$&#PD*S|H;|H?KC)BX_EE5*5_M_+1+L_+1U=5M7_V|&FYOE*
|N!SF>Y7!+|N|V,45_%E57A_M%T^?|"/+|6%JC|LWQ;PUU;
|RB;9J;Q_|DP6:OOCH|/Q|_|#%^@)_Z9J)O2_M^RQO*.L|_XA_O-
|1^&B\$*\$E4K2L<(H9_KM6Y2E,<">#X70_ZR,Z)+_J?S>@_MT>)A;NX5.=Y^ENRJ;Y^?
+1|)#=J&J=|H2Z_^2^E%S3|=9Y6M)_Y0T_.Y|_MDNNZK/*=?
AD@V"49_QM_THCP7EB..EZ8Z!5@_59_MWZG+.F5T70S^_%WYS"-
R%6M=%4B&MXONO/JVOXNQ2R?+MTM*DO0&Z(M7YP;F_M(4F78@,826\C'/96;G*9Y94
G%8IU.JU@|A>W4I\$M!;"\$@SK(:5MVV?IA,XD;GJE)RDY0@4@DNO9YSI@\$;7SR?
2E+)P.%OW&&)8%0_M8003>N/VJSG\$&0/S3NWSHI(PE4'R_SPI
(VCQI5L5%U*A*),@2=1NIOHK38;R_M=2;PH7R?9#VP|N(%"VNDI_H/P-
%^_C/MP1\$O/D7:'|^_0-0RQ+5!=#.GCF* MIG;#
|?,RJ0Z!EC&1|@52.B|62U|:6GP01@/-2T^!C5+\$3*/PJUC'Y97<@KU1_M6O3!_TF^*0T;C-
\$G@XQ<)|U-XEQ@9Z8^;6B!1<6W;D,T>|Q*P\$6A+I,2_MF!'FV=0KF*4Y(@;K=
/8VL.1K@&);_MY#L#4@?%O^|S|I%?!K)3|EBA;A6V|4S!2#"
|GJ2WN%A@#K2|A;:9'AW69Z8T_MDVSK%'FR7-X1_.\$J;?P?5479@|)VE(|D%
|+|H0.86=PO3%Q)+SSKSIC\$|&*M/8"LZAX\$*;!0*3W_0@;>*120^# '<:N6!>)
|2%+ER6>0DOB\$VXP9|50MBGM
MSZD/2R7N1K>/*92E;5|'3K8JPGU=E#5;DH!&VH(Z568_HU@LWSD|(|NZE1Y#0
MCX/Z#FCK\$@E8"|S"MDNLC%'B,7"+\$>J>N50%
<=%'EZx_R8|F59L!U3M(.|HD84WLGR3B;/Z\$K2'"\$^9/B/\$_M#2
&*!;V>XXW,2_.V4%JFQ7|^0JV2!&ULIH1X_\$PW_M6,H1_#\$;C5OI_@'+N-
-875A,+XXS5L|MW758J|WCW,&=P>!DKGXV"Q6MJ::N
MP25I&90#%778&S=7.=#X(+_)0-B5|;L_-@EH!55&|N*JKBHP'M|>Q6"RK55=_M@99(X8?
7&A)R(#FB9=)?)GE)?Q>|H|G9.J!SM2J6X+'DY7QVNI_HPO|U;@T_M_8**2?
&W4G2;^P|PFBMLPNK>N7)=_04!62CK;|(-N\$M/M|AR#XY_MK7F?;\$!*BS3^MY&/
I7P/_MU:3N9@;WO#G!|A@//K)*_+|;Y;:WH7=%Z
MZCWNS36944P7&^NTP(RKG/D04%21|T'H@2|2_;;?8@B#+B|+8A&Z)R%|9#FP\$
M,H/;T33G0L_.*_H/|A">0|U@B=GN/?|F|6!_!|4Z+1!=H<%%J|2#1;JHP
M;)+K76W#;B1@VJWVMUKWPL2_|HJ>_(0B4!5,73Y>-PEY2YK_B4L|GM,R|T5
M6A@_JGR_B_7|1;#?2S0>4"^N\$9!_DM8(&SP.#NIEB3P*.P_T1FC\$|P|R|_|
M|'K*6VTG|H!S02+MP_&O%(HY@C/=TK^|G?R=|Z-)Z=R;&^4AN;
MD&FUW61.T3*0^|5|!-/W1UB&J;>1J/E+)HME_#YL0'@"?PQB9;C1;28S<3?MV>F@0>(-
FM<8*R;>.,YI-H.I08%8#0CL;+A?@5S/.? ?DTT7RZB);3\$7P>
M!'^WF54/T,P'E^>'Z,H"OO:PW2%CBH4S=F%%@=JNU5.'!3DFZM->|2DU_)9
M6LMGV6OY?&!|HQ589"@K6PV?WA':T00#"G|8LE?9!HU-&.YAK@/'4C_\$BUJ5

M4\$[Q5LU;?OB1?+IX(Q">!0/C=H#X>K?7L6;40C\$C/<"XV7HTVT<:'<|3>)5-MDKK(LG/?
24+FI"IOYJYW>!9HA@MQ|H""X;C("BYU'6I8A4|<^A1,V(|LU5O(.B8E^(4|
((%L#V2!^E5O+C7"5WG-F|>.BX("MN8@==1>%>+;\$;)I&R:FP,DZ"V5S!
(->6E9Q6)677X+9#XLP(>4*AS1K M<8BC\$PC?Y-K%X TD0.*%M89P A+/%\$.!OVB6-
I-/|B/0"?,U*==*1YE+P>\$3_H&P-WBAS#F!
M.P3Y#&;7T\$G2VE|!0LNFA!9_BH36!M61|>?)XU|D2J^2>,_7QH+
M(XWEUY7&HEL:RZ\FC<4=TE@^5!H?+7E%*'GO#B=|"_KPD'^W50%V4=S M>,18
5|5(3D7'\%KVP*+ZO R;+)O0_.IZHDGL+|1U=7>|A\$X3'"(C\$4,>=3-MT,880\$=P
Y5@O(#!,K'++_)?+&Z-DBC5R-#85YJ@I^&@".7|>I?I\$0P\$H2; MZ-
%MD90?"5SP/O&\E(0)!1*|DP,.3EPC!|0!/HV;N#%>^C9/T_P&^!9X,!W
MTD+ #B _D>#Z/%O,)?HKF|U\$T.EV*7P|W:OR-1CA|V013<=+ ML/JC.9V+@('B=_OB""?
WZRB&;CA0Y:H|)(;R|1E'4DGWDH&|8""1MR4U+5 M-
NZ'>0BE/8'=JHT^PH3G:@R=8.!?'QAB'(T&LGVH, W3OGJG'*8A(#SPH?) ME^6-8-XF:TP)
_L:AB'@|QSH=QQ-
3|J8@|D"@UZC>;2<.^I56;|0ILBX.TAD;M.IDZ>7Z%6P/8FP.\$1@GA:/'U_UO!E:?
%^&+2WFET@T& MB36WVHK.69BZ@Y=50K9B5<2854A!|>LX27%ME\$|0
N\$,Y3L5|F_!0T8H,X* M|^2BTREJ7?Q47EWBZDJ/0R'>*[%_Q<_OE08!+:|BG6L#P
M6,%2S!L:AXI")@:I ?8YFOGTBJ9J010YDI/A*?)Z:SH9#&7H%2FP) C.9M\$
M2_AP&BU&"SE=1N,I_7@R 0(>C:(Q...X.L&(;#Q8BDG8WADUBK|OQ'>GTXX
M9^0|M)A)?#3ZU2A2=%*DEI'1<@ER>@RT!A_G04,XUZ1 M^1-
NUS|INV!6=|3_VGD3K0*T=|1V.L:I1|/4)!6,\$F)|6_K)89=ULE\$X&>V|
M1VH|<.OKPG/06OTB|YA.-REP6PI&/.Q)A+MWH|"1C-F_-V?T'9Z|99(\$G4!2
M=>@2%AMF!" 6, ^XGAL/6CPG=&A/, %EU2_YH7&K0&?0D97W1P22YJ&0X|90W
MF,3)L8RUPB17ML; 1T|Q+;\$&&+EK'R=\$^Y2|@LY|,%=P2V>0.@TM#=?);K&.N M+8|I#';
<.MFCMRIBJ^\$|G%-@*@SSU!RV,PFMB '*;K&|BH!ZP"|Y5M>TR|^ M!-;|O_4K-
9_^Y"ND'.*-)O7QF|%U#A|5'B/UMGAP|!N)@Z,-;72PS/QM|^<
M+DY.OY<_(U!B_\$R^.1BFK)'-Z=2?=<|<4\$F&"&,|I6 M@6/>F'#R3/XC& O?
+&%Y:5P\$A&M|9/@L2CL%R7IN+|L#U)MD^!"9NS3H% MT9\$VW#GA5M9|'3T\$
0AT@|E2,'>6&^J@M2,|<>|&P|G.?S>4R,5,0(K#RP?B MI%+\$ TG/'!@=6!|#I4CZ:N/2!
(#RJJM|DZ?Y)8E4#V>56E|ER>^U"K@Y@ %1 MS.X*150U
#;XX@D5&QF. 4('&^_#>35|TQFJE6BB5>0T=&.H-WC34%X T12J MNM6)'OK\$%18-
,TEF'0"2=DF'.(J#),_C#.) |\$8<*@-W|FD&./9;D!61K\$6 M 363)'\$&_6Y?C8<"0">I7FXAY
MEG2%,)ZPT1@1@=*GO35I"FT_Z9P3'59GYA5* MYXZS/6ZCUIZ?
WG;|UL|<" +@E),.ISKBA,|DXP5%;5!B'|^2D4M19XR&JT:D M?
+|O|D^\$51_3FUH9TBB00%(-D*\$;40Q._0DBI!>P>HS6K| TE|CQ^)^5:*6WMYD;)M-
C.HJZ?1B;PG0@?D:QB2<>1&!O6NMEY|;|BF4+O+&2<
MUMLR*6D..=;_3O2_4WEN2(9F\$SR9:'7\$GXF.P.Y|02#C\$?NAZ\$ _A:I7BT@_RO8CIV&/#_
M-%0^(ON&;|=O@86G=_@(+/?-;':_# #L#P;CZ+%8N0^W1?/4W!W)OS?KE?#
MA_HV93;>1?/QQ/O4ZI=|V?^N#|S_;/?-GOODSW_R9;_|-W_FFS_3 MXL|6X"=.3|X-
/1UG?_2>SQ)O&^L/6>5F&//O7<9W.P!-0|RK'>QI M&3_)2|6X(B\$;>)E1.I|JT)B|P?
2SHTB8"|B"|E4,9H)EL"Z#'_ M>C%RWS!);
MVO(U1R/CBUBLB8W@9|SC1;|1DMD3;4V3@;!,WCH|T7/6GK&O|)5V8G8168-MXPD"?
|U"DUK&LEE" M(U|B6<.K%I7'=>F-CC8T = H5M1CA<|D.!^)^5Y|4L4Y*I6OQ'UMCQFE2W
M MU|)29X="FW*ETA*,.RP5D_LH./%8DC)2C#V:"1^K0E^/R.P;?Q.9""B#75|
MH.*ODJL#&_ \$D(PG=(8|G4;+Y1B/M|>CL>#&&W30>IUCQPG:B^5B.)5_E4M
M@_RK>)>4'P=;S_.B@CBTX5!08""^")3PU'U-3.IT> M^|J>VKRX./%>;"4KV-
GI+ #J=HU@_H42!0^5Z|X0A!PKPU_K02+B+0|H^BEH
M>W!EWD#8I'4S_ |VT:ABV@R'_%_Q3N%_0|_TJ,4NR/ M1?(7P&P;8Y|
|B7*_ @N_L,W2K%!DO>;Z|UCQ<<|94#(L,1UF.6|?WQG|?Q|L M|6(X/D90P*@P \$B*
|ET^G433*0K(Q2P:ST8@|PI0+;".8(6;?EUT1 NBB:1"
M|'9UU:._@Q(,4E'C!.1W1@6TZE|H_CTO9;>F)DAD"JA(\$&EG8V|G%)| X/#015
MHF)|A"T>|G-WFP!7+);BL(P4;)26|FC!Y='RL193|HF%MP5O1NC=3Y9UC|C\$ MP,"L7;-
Y*P8>GXZC\$5#DWY,S\$&G38|&@S1X6(!I#(KE#Z+A3M'S_)PP4W00 MQ=|QK-
N%BL>3930^18P=2+B|L,"=PPV0'INN9T129<3+J??;*@|OR#5;S^ M>%F
8ZR;_1P6&WLB++3D"V;P_L-JTS+K<.03KO|+|J++J+*,83 MEV
UZ4VP|KRLX|.K>H=L/XUP|XB|CR(V.>_)@S,89/*6'P0%<@ER|9+JXS5F
MX2L;M(Q,O)1;)RCP970P9GU+Z=B P-^4+0_3/1)E7G?4K.#@-GHJDRT|/_X#
M'%|UL):2R|SI1\$|/J=KMHT876W*VD%@WFZ"0!D|K|L+?|N"(CJ@HROK85"/ M2-@W;

<4@-H/L.TFA^+VE2HH/)>3D82'_@+ZDY\CU7I\.=Z\$O=-K)W8VI)/''T\$N:>Q5/%!JWIQNB
M\$Z%LHIB:_9E,^KX!/(!\$>Z&W+I:U:@Y=EJP! M7"43L&F*E1G^-,<|:'11*&#D/9,1?
I+CGJTMNC/_=O&D%%FPKET(I,-S)_6 MH-
5+%_0HJMJL!B212NL!-9"D&^42FLZ_%XIL24N>BW MP_:B?#;8>HK\36Y_D\N?1VX?
U4^*,8(2HJB&'TVUHDWUOBREZ)*I^Z^Q W-<7=OP+BW M-
_JSXX&UFMT/::MO@TF^F+9'@'0V;^N!;?T+I__VS'_^'<0I*2C+KLE.B,F
M/./6TUBGOATS2.RW-UMB M02_'/NND0\$(R)\$IY*\$GG%5M6+SWQCC/I%R@@?!
I%4I+^*_9+H#;)N/T&)9PK M@UNLU0R1+<"%)I:.\$08;IQFP: ^2LNV\T\N'?_%U-
\$^SP!95'/CO\$8\N1U@7Q:N MD698L\$IV))!..(P-R3O7P4WYW7*:7(LX?
BTF"4NKA9Q5N4U"#&@ H1#<1ZJHK84@0:I&6"I"!*_ #:Y)B"* N*281\$&U6L[8]J\A MAYI
I\H>5I=;8(3=ZZ;\$\WIEI\20C>LL1@I-\$@.F!,06_AD0V\$'C5NP))\R M?O". "GUXV
#;AN1,6@XK\WV.#5Z,B4S0F^,RL!!DPT(P1V>8L2\9CM4_0B\ MUI68@WY"D:
<1)O!@02A!A:(C<1_:@ M:I@F!,44NDT\1\$29:/++">^OEB0B=V@2T >
(4G6H=+PZU.\$WO?V?H; >-+_F?H+KO MH::MHDO+W.L/E@3->@^8!V,ZEL'!AL8W.NO/-
I\M.CSP*ZGM.DD/-8X3^HX\ M@/'O!:06O9GXR9H=H0>CKL>;-Q_/UC0+_>EUX?
JE4Y1;'5I'G YBIE(=\$TD M@R=:ZPW:01-*UY*
<297=#.4I^YJK&6:W41R5;NV!=1NA(:EO"B4J,)I.P)^ M!GYI7?
&.JK\QZ30H,JR'*2BBZQ8LUX#J*S*:0\$;# MNX+F_I\RV!36-A\VMY-RMT2-^Z^LHW?
WZJ'+M?"N\9P"UHUZ .N68)1.L\$ M\$G\AZ\OVJ.?&H/0(IYI9GR*\L&.K+P@XO!7
+I\7EM#YL\$!&3Y3_09%-Y#3 M@.F @^Z_&0M<I\X_LS:;I5>!A,8G\!;890H\AQGX07*
BUQLIQJF?"4PP2& M.Q:;I>FG?
WKS\5FV5RW8/9"!&3DI.%\3,/\$:C@'^K\TJ\$HMD%&8#.5+00%!M"R_#R+N?/1PF' K?(>?
+IX@\$!8#MN=-M;PW:.\$05=4ZAM:AHGVX'UL\$2DL3DTH-QU-N+
L#P/.4K46_"JR.O+*^'U4&; MD(E^;:918I>53SD;OLYTD\T/37-95I.(-*F:U7%)D_K+55-
3XM0(GP_J<)8Z
M2ZC.TK8KQ%Y;7,IJE)DOR4'5D1B+;^@R(=S);7:-=3(&PZO%+IZA/!8UJ#.0!@Z^T0
M)FK\$|QB2,H6VE/0:WD+*+E4+&OV&D5[OK300D6P'^D7@"T; &T"SO@VWP\#I\EM4-
9L%<9(\ZI>UPQ::4NDRQC(1%;3N1UV4::097:Q484D MOP_4DG!G77.MB M5HT<85#
(!8B&DU:*TSMI:X8MB\$I>M1H=;6KX*JY@!FOXTDU7FH3WH!EG8\ MP,XO#COS?
)O4WX5_'4>_O3*" \$M4 MLA<(2*_ 1?"7W\76(TB^Z/0Q)1_.G\B!'\$I\H\J; 1?
OYM\42.ES/N;+!|C\;1L\I-0T\T*.YM/(2X"36V.+0AX@KH!MRJ6+?0I;?.\$1_.HYUAZ_"LG=%F
M9AUA9_P!N.6I\X.ZR2QYJBXC/9(MTJ+)(F.CB*HHQOED'08,@%J08"H_.9Z
MD5_4>A%'6B_RBU@OXF'6B_Q\UHOX \9+IQ-P+^M%_
'K!650V7E_N(N584QO^QY@MQ_03?QR7PE:/=)HP:*.3Z/3Z6FSFL4\<>(F=E)M)R.^T8
M>'PR X-E+"?1Z6(AH-EM#@9R?DH.CD\Z0W'N*NDQ_UW2;T-590L",&I\ODY
M7I32&HQYP(W&9G@1#B_?ZJ-JH8_VH/18#P:7)R>#L:1OJO%JHUIZCYL2&2& MPU-
:/F5J\I&+(Q\$OIK)C8;4\MC\DV".>V-(*3S:6^"F,T@#>+>:T^O_.U-
M)=2SVO=Y+=3IG9L4DD.I5BG=>;D"!O3C1D@29?D@T'J(PI=+>7)V5I1JITV\K
MA)XN(M:KIT4'S74\I+G\=W+N8\+KBNQ\,J!CGNU'T*&=UZ\G:W1X_OO#Z:
MPJ,N'/NVR#/XS#5H9QSS)"B23,ZI=)GMK?C@.@\N#=WVK M-
:N;QD'%1H'!0RG:\4PVDSK?3CXK@\$EIT@UT MGH5\$*6IF^%S?W)VIFP->!G,N^I&
(3;0/D;YVYWIM,Q/H??J\TQ<+5=K\?5 MF QH&/3B \WDS4QW&L\$KY
R^CS\ARQSBMY.9XS?W\P&CN9_&\$PT;JK:"-7/MC;:9CL@& MANT9UP1,E
31^8KP^S:K4015Y.OX\$Y:5@KK=+POI'\$?O+Q2F0*AP6JX\Y&> M*;X<,QW!%;YH@CA")
I&B,+2LHMM97N4W"LS97CYR@X?7QR:VTL'=66B<,<,. M6PTE?>WC(^?V;T'
1_=VTP=)G?E0IK\NDRO_8(J<(R:T&'K;:&G\8<K<1WL6SH39R(Q;:(Y#"2G+ MW&
I&:\$M:W<+R8+_8C6TPB/Q)K8H:TVW9GYWKPC 5,DD'\$=OR\Y;O'+1HZ@.K MRZM
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ISU%SJ\$|U>4(*??7H!TV I%WB+! /::##4M4<I\$<=7,S+53I%:'C MT+A%"45;?";?
C\@2P2\YK=1KYS10%#I642AR."NE0-H;YOSR%A0G3CQJK MY?
L&L6."1CXGENM*;JT<(>V2L+-D\$#TZRZO=>&[1>#I%_4'-0L+ELB;R=V%
M21DW#9:HQ7>>HM%9Z\$9N=j2(X8V\QI*P.SJ6V5A9&VZ8\IM<;O'-J=Z:BTJB
MUA: @NWBC)7&^B%^ (5,ILN\WQC4Z:HDC\$29W#YS*D*9BA45R1;"M#I6WC)N
ML\PI(5EF\WJ^M8F\NBTDQV_LN0%JFVM91Z(RR*AK+"4I'4K*,Q'CJ61,\$@^%
ML6Z'VDH@+((<%Z?S89Q38BO'\$%L\$6?.JF6-!L;W_6905M\ENSHP)& H7IF+3
M.H!6=\$ (KM=BRID\$SU_W;21HC0'FFNF/BF=NC&YL'XZ<-_79ZM:VOJ84_@/F

M,M>)4WB6[2H\3XJH[3.S&2.WR8\$.NR'S1:1\N0VR^IVJ(06;L0MM&^B(900 M\,P\NTI
JL)GQ&/_1*E3CI@_%2S?&.lOWH7E=IT(JHL#P#N(+.X&O\W5V%+Z
M3FJ!>*.N\GPW.K>8\QHS5"C>:MY6.7AJ3?_-.P+>%DX%QY_[YVEW\$;@M'6 M@28S\$?
A5G:2@7<1WQQK.^_SB_K\$QTKKH(==?YF&NUUIW'^^HEO?S'AES(Q6
MZ_\$!5P;W6(V&.W*^@)89?"UM92XRWYE>AI@?%U+LS5LFCX)W:_%L\$YT=@5E
MK6\23NM_L2&@R#D;8T;=-DNCLE9_UZ8\#V(&"&=8,9T#C&2E5(U?9,6!^\$
M0)>""\$.MT6[Y;=.A(FO+U"C=H-H)Y7/)_)MI F05X=K-FV_6Y>LQ\SE\K8+M?
<)H@QJZ1EC7@0\$!!S592=EF?9-0?NE\DV\%QZ(P4L)VB7\L'>H0\FIF45R0 MD-
UTHD5,SC/96>R\6J,DY?K=ENZ**\$T_E&L;8Z_H:[W/E@G>IAB7M*0E?JJ+MC.A!S@4?
C&+62+B\$N;#E"8XFQ\VYWQ-WE?"D_RKA9K_.5K^N?
XS\|F:J\UWADV2C+V>?JYB0\FAK*2#Y>.=!7MZLVBV?BSD\8%"/.-ND%TK-(\LJ^R
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MV00VO6SR@^<%Z_,R/1<Q++T:\$"JH,Q: ^,^8>#3E<66Y!P\|)PT/*_4CS#,Y0 M^WC3-
76=|#=UI>, H3EX;IF7GA
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H-T'@_@^JG)-VB;J3=K\4\56EGI *Z8>EGK: RAT-D-M70:."ZOACH%J
MQJ23#EKB(S)|@VE5<|NV""^@06ST%U M,#H A/L;EU/J&:NQ9%*S#4*F?
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M1S|"IYK95%IS\ZB+-6MS"W%7@*Q\$OX22"%BU63_!I&L4BIP&+QD(QKZ.DY3|
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M:5!+ P04_"_J.DU:PQ4Y(F,+ @*P &0 'AL+W=OOF.+;6Y(+)G\$#|*\$J298W3GQH+1\J3R
MX%"<"=W \$A6?GV^'AP"*1"BI#B;2KDL7-,J/=U?7\Y=97)BWS)><%^)'&;
MOQXMBV+U8C+)HR5/PGR2AW-%E,03RS"|21**='3P M2KT/E0>OLK*
(1'YHMC4Q&H\$=|S0\H\|XR6,LNR"WIX-W\J.D@B M'O.H(8A+I?F;5 M^5BV8&?
B/!4+\$85IP0ZC*"O30J3G\#2+121XSO: ^A+.8Y_NO)@4F)O))5\$|R
M5\$UB;9G\$8Q^RM%CF\^2=|WD/_? \$PO6D-,)A@Q>VRK6;91\8@Q\^6Z9C9ALXL
MPW+Z!!HF?|,CD)N*W\X0QVZM8"M^SC8KP#OG9I M?) C>?
^+?|5&_/4(HUS>;0SOBIX,N.R48\|=^=K<|KGV&2Q#&2U9 ME,|A-
9<(!RLX=|X#P28G+,GS:-P-&=(, #|GN7\|>N X;|/EAX8GNXYCO8; M3\|D,8\4DG /=
(B\|D2'|=|G%<2\|<=BS4,?,AE!|V\$1'N?9;G:B+7\|O3 -G#_M?.VYS\|/4-NOOYB>|7+
S\$YK9F=G,Q^'|>:4\|=7/R1RDNPO@:S/ML/F@0:_Y-<(2/('!EF4Z3S' M1\|PZ*_EZ;89:%^R
C:;&A'4#;|103\$&'EQ/8\$Q;@ZNN68;|GW=;GW=W M\JOFWH9#L&RE>A^)S7N/LO0AG(JX
|8&'>2E)I2G\|S*-22LK\1R\$4W1<8!N?N M\JPA49AKJ.3:C\$D\|ADQWG"6K,+W^|9?
,OV7@*| (PS02T\|I@5,@R47H"S M6 M81C:(S\$!M1D\|)HW<&+"@92\T2I"?&W6;:-
UJ#5C3B&USLBE0"I 1KEFH8+D MK4SD*+I;2%V'VN,T?
#O\>P\|3=FUE>KOB(MAE)>\$Z6:3:LFTSXH)%*=A 5\$ M=91XH7U-
|G)61\$6D."+5")R00K-)E\ _H: MP\Y#LC!=H_4=W33\|F8;):H^U-?(P)!UP2G*
<;Q5_VJINHH<8K\93OX;6D1= M\$U=|M\N#AHSBF(|NFE;G MKB^E_O\&D)\;?*Y\B"M-
6R_7\G:"^S#A_:#?Q^M1;M"P::YWH;U?@&'DK^5Q
MK\WCWLYY_!"=|7/4<*5:THWIV,D/55\J^J/7**\$)>M\J224*7"0LU/_YFP)
M+^C+Z(-2\|#ODVTQJY(+@W\?:G\KE;4F4*JO5VPHYA*0LKS(HHNUVNB*2VK'
MN@LCRFA\<4H;: Q3U&%48K(5)LUID>2.1 !QR\AH2L4N^55(OM=1Z9C\|#&UO
M9/>UIVZSTRG+TXS<<.\C+LS=|V1-V\|=J.ZJU+E\|_:9B6;7.(SF2AUR(04U
MR\5.2\AV9\|R# M8.F\$7=DJ=9EJL>T>KJONWVANT(',:S7J#B.%:_V= @@\$2
MVO\J'9I0;:"7(.D%)+G^UOA01_P\K4GC:1:!,D_@U('%\;:8(QAN.0"# MB>_|3S-
M@+=|PV&+LB?^D,AS6\|#FK\|S2/L;VJAW*;2E3?6\|L6J8?9? MEER\|
%M1L5UD4IF9=O(X9<4X8\|E(RKBRS\|J7Z_0%N8U,||U--|E=G;##8FO
M3%3GK7:*5,.'5%C\$JENN=JVHW9;HMN>,I*0BHJ*MY556-%\BI45G_4(IQVF
M:1G&XE^PX&5&Q?' M
BXZIV\SD:MM#+9G.NSIOO9%))R\3V1SMJ=BP3XSQ@:BS\|@*M&=4TB\TJU)K
MFW72,+ZFT@LJMZ@/X\A1J4CUM0\QW=C UHJ5S;<'23-9UK#MG#VIP/F,\$9-
MV_C^LRT0\?VO:Q)0;)LJW8H19VR8S\U;*.#DF=4VHQJPG MJ\|IS/39_M,M4'%MP-
6PM9.+\$E5K\T4WGL"ND.MS_?5-HT93%4"!|HRUS\|
MG3JQ1B+;%8FW@*@IW;=U)8W_I(S::|%MMK\$=TK@|'9ONH&V\+9!H=MOF_NK

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(.SV!@UPB\$[E7S;!I53-;7Z3[-8G"NE:D=A3+;5;S65)D/MP=K: M@|FVHT|=5WL'-(#1|!;-:
(J6&'0#BM/W M0>48S8 MH+;'E6FI\$U=5R#*+YUSF=2>O4>&'!>WYKH?2UV;
|K;RW8J^U6?JPVPHY+,|+ MN):W03)|1PW-?"|6;OI>+J!-
RG@;TIBFK;@Z2#FG!UT!|VU@-K|. A5DV- MQZKA*(.6>#AGIS' IL+SX3G|?
81.IA9Z"&|+*X+L?IMJMA#;6E.26.;ZKA3
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MK1V264^TNA52WB!N|=R%U9.FCK;|NHOPC^=WVM CQ|% MH'T&[5L'1&|S-
XBL|;|P9*|!;.\$VO=1FFSG"@KK2|QY0|=RGY)V|BVS|&|.WQJ
M)Z|CT+U1Q/2J&=1UU_!QSUDH,@1T2B\$P^~U+>TGNFHV|L;E+H*!=((.BQ78K
M5X4E;NIJKR^Q3CIG\$;|NS|713#HC@K;W.HI8OFV/?QZJ0X^3F^5V=\$/H3P7
M*,1CO@|I@4 T8K(ZCED|%-E*G6B<9461)>IV"6!Q20/P?9%|H?4#3=>BCWX M-U!+
P04 " "J.DU:40>>KYT% K\$@ &0 'AL+W=OO(-RU2 #%EJBKT|1 DZY8A|8)%/!TL
ME2J/1R.Y6T+.Y)"74.;.13J(|R2!;LR=<57OT&3 M3Z#09CR3YC|9-6.=9E54O&|
<<8(K2HK^Q'4X?G.-#&@3|7P6L|>GG"|ML*>P?V5KBOL+6?W^~GE^~Q+-D,3@>X
M/B6(.QA,WKQR0^=M7U(O!+:1HM^FZ.|#GURCMB15!H3/B=&!(S1N)9!W4J(0
ML2(AI@KD8U"KCEG 4Q05N?LSNUF"-><92I1&KA4J_0MY MKI9
KBYN26;"@1\HAGB=;SD;11*FEAG3"|)U)VHD7+>-^CH-9'>%\$U|6T>ID66'8@!|1V0X|
<&L,+M!':?CRN#2^*R%|UPQ7+-@/# M!4HQ=@PLMJ-0&V,/|@<;
<.P@|JUSW<62I8GIW\$.7VNY*,A<|W^F?SAJA@K"> MQ76|.FO/#|"/#N.?
6O=UJ,*0V*ZK4B\$J<)=|N1%LBLV9(5"S!S%|B9;&-@!SMVWQ/IKHNM?
\$EB1S;C8)>4E(?&4.)R8B^W>5AA"PUK(ML)W+Z6.?2 MV/9I0\$*DAQ-8%U@GT2U>)
|0G238.|!"7413:U(|?CDXI0|IM,|TFSG*0'+\$ M|M
)003HX|V#LP*1(_EV8CRXQVX<\$G|81L09QLXN4I+*&|*1= 1^B!<9^C'
MY#5>R>L|&TW0;C3!LS>;Y:Q8@;DVAQVNR2|(@@S#28CBVTSKW8:~F+(JRPSP
MW(IDL*;~G/4|N|MNQ.,<.T58,=Q7D AF<6ZMG)*8DO=MQ=*(^G/ZWO39&|X
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43XSL4@+B2G,T=491BBNH0XT4=|H7H?|U.N%,^~N02&==4#|V<|6^
MT1.TWX&ULU5AM;|LV\$/|N7W%PA|(|~%FD7ITF!IPT|3:L M71#W!<.P#XQ.VT(ET26L-
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UB)?<*E>OD@HB5_!V=0B*U? MO#6P:/|G|^|N0D=@MQ"\$N&& \$%X
713J+_) *8")M0,^JOV@\$(N|J-N&)BS^!.YFT)1N1 Z"QYTR(|R1PPQ@_
M1E@YQ8*4#1&D|)XPD/ 2&CLT|AJ9P,@|DZ2&HJ2FJ(FS0;|=!UF9 MYM6"
(R4\$5F#5&\$:3AB.&JQ;::~>E;MT.4ZLG,I"OPND'SOA>8*?"<.T9Y- M,*|RC1&-
X)#1H2;S.|MA_~P&V1 M:T=&3;\$'UJ|!/?2<")XJ|G@X;MATV?';O4;.(GE-
ZNSA#A_+#\$;7^@D=M9LQZ%+NEOL_Z|4|S5#5QY6PR83|\$KZH#!6XZD6>;>
|4LBE69_8/R60DK7B*KR F(B;3M459|"L3 M^SLF5UFI(.=+5/7<&+N2K*?
A>J'%Q@Z4ET+C>&H?UWAWX-((X/>EP+.O61@# M|9|DIO|"4\$L#!!0 (*HR35H/EF.JAPD
8E 9 >&PO=V|JR.W-H M965TG^|SLA!GZU1| MEDO,(ECA)Y/EAFV>K%>"S|)8^9U-
_53^#)(A4QR^!2W(_E2G 6**\$X&IN& M,1G'+\$P&%V?JWJ|VX.\$OS+ H3?BN(S..8BA??
+#+&^,|+Y6 MD|)!>S#ZE; U;C6\$H0Q3V28)D3PQ?E@1E|
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YKK2_49N'S;DA!_7Y:2357|(|NYDZ|?%SF:5Q*0P6Q&%2_&=?
M2DG9^,,%L&I8|4^*I0;'8H MG)";~F6DKQ. AZTR%_VRU.S1|\$8=F=OT.RV^,KLU?
ASGNC\$,D;\$-\$R|S;!^ M|2ON@SA5XE;|.5;M<4OILSKTW2V9X,|? ?0""<&2>PYG)"/S
M#6G.NV4;=7NV9B(@O|T%E>0ZX|!3UN BO7M|JO61%U|(%?/Y^0 .ON3B@0|N M?
OJ!3HR7;<|Y1LIV7&77KK+|M%_<6D%><1)NE"@X.22B2@E=V&<1Z73)!#0
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M>)%&P(KR!3G*;NT7(&N?R261/NB(OXL"4B0KH\$ITQR&.4#B_) "MK3WIO|< MD|*7!#
!P,GDLQ;CM%F2Y"P*_P00/:2X-ASP#?%,W;)-:@^|;1WH?S?|"X M!49;\$5F1#"PV=(G-
K%US|+^G:<9*/CX:79+?B14MZCV^@L7?B@Y68G0Y^HN
M3+P5Z;P@D0TX1'(IU6X,8AO:=12%?^1A@,^"4/JPL8P,J4U.3K7WD!G("J@H

M#8NNEJSX@Z!1H&H3,Z"8LV,E0Q,AUC9!@&"6\$WZJEL_7 ML:&
(RH'"358]P#X4A@!/BCC\$G)(=|=,+,H2\FG"C4=\$)E.=8PJ-C|EZx4,BFOF@R,2HDDD.1N
=\$ M3?E^YOM0QQ2WR*JJ*T1ZXJ-9:/'"4^G3F|L)B|(\$9F)TQ.9X\A-P|RL6V;
MQ|K8&KF.^=<=W)-UG#KK.=GG?;RJ"W5|.ILSY/(.04%A,D|R;#B*LMi"+A4 M/
(OD8,D1%9=!EMSHJTYN_S1;K+V!@/P407@AC.9"4;DGR0N/A=>)^\$B|'M1B?
DG2.%J|VVG5!'<.W_('%Q#K5*M|8@AC"|8:S##1JKUB\$("#/JUEO>XKJ
M8A#N@R,=+%)W&,3)=2;C S;(:46,*@^>D+7/|?T*-[(\$M)T^1+N;L 1T%%ZJD
M9H_+=|LAMMFJ0
M:O^QF4|=D64;Q;&Q+7=\$;7<'<8>0SHQRUE#:AK5T)G28G@,;@|'"3Y=,+X:ZA/HPM'?,&J.
MNJPZ%%8+4B@PV):A>U:).7|JW68+1715I53E3AVSHRF0#|2 M#_!E 4N@\$PD
2W#^(.R? ^V3<."K|H7!D*77'[*UD4F1D4,"@+.=1|B;. MPT4N?.4PG7P"
|H^@"B|49DNHK%K(?Z:P|)(;>;<(FW#*:D|P+. 85_|;& M7ZNW;7!;^CR!G).2. U #S
Z+TM\$M<6|-*HU+/D=N0+Z"&RQ4C6|T?^T.:|@ M#)W|ZW"!COP|DV-\$8PXICBE
M6G.WVX#8UM.JSH/JH.W0+5.|JAH5U>(XAHZ*BG_MW<8V\$533U1.T/8"!HFJY3@|S
M81J^*,|'^!O625ER6|. *JC(3^,Y6!^T-I(C.\$M^E >;TU1A4J=!6\$@40:|M^)|VKLKWC11
8P."|G&Q_NT"&0P&69RG@)_1Q(0\$'0|W@ 'I*_'#%(M2+H T7
MZ#K0BI^D:\$*\$_.I,4Z,KWWD6^+.K;MGLP=5V|R|MC|01 M7-H=Y0-6@MC?
+WD|6@(&V505S_XB#NZJUZZK*GJG3F>?-VY|*1-S<:|^())\$ MX?:X*.:^6W^D-%?
YHRWTXLOG&Z8N |322*^ %%%GSH#(HJ/AHJ++%V|V|F M:09X5,,E9Q!)G #/%%RF\$MKS
!>I/MR|^"U|+ P04 " "J,DU:|DF20S<* M ='0 &0 'AL+W=00 MP*B.CCQ#6|Q? \$MLSBI-
T,|MN/7%W^|"S#Q)6=A2I\$10=MQ?O|!2(J4)7=S MZ8L(4,"YG^|<@)>/5?
V;6@O1L\$^;HE17DW73;% _YRI;BPU7%|56E/AG5=4;
MWF!;W|_5MA8|UYLVQ=QSG&B^X;*<7%_J=|?U|66U:PI9BMN;J=UFP^NG-Z*H
M'J|F|J1|A5'>KQNZ,,^ ^W)|<2>:VYO:|SF/95<;D2I9%6R6JRN)@OWU9N
MUNL%_Y+B40W&C#195M5O-/F07TT<\$D@4(FN(L?C0=R(HB!"\$.AWEN:D9TD;
MA^.. ^GNM.W19_R9:24*BEU6%TK_LT:R-M_G+=JH-
NUF2+"1I7GR3ZT=!AL2Y\0&K|W@::D-(RWE6|PZ\NZ>F0UK08U
M&FA5|6X()TMRREU3XU^)?E;G(QP3F M\$+|7P.LT>..|2/&MR"Z8|HK,LYLU+^ ^%
M8KS,V;NZKFIV4|6UB2?%_KU8JJ9&6/WGF|D,D^ X\$TJU5VK+,W\$U02XI43^ (MR?
7WW|F1_H%%8)>A> EZM=W2-U|5PCRZ'.Y%|]FMI9X>ROPR-DB_R\37OV
MF"8O|_IE+9C<0!4=|PUF@C@JH(*:KE\$"/%E|2_8+U35KK1HV4V%)
MY|O2:QRARC|*+95#5HEHZOCKG/^=P;LT92?!=A08'#X':Q68JZ=|WVTN%;
M#^G4K"6RA|EJ0|.6RYSAE<9W|H&<|K'LVRWV14()QR6F:RL8\$Y"KE-@8#5
MQ!^NVO*:&SC!KI4LZ%^MMWQ)@_GB@G5.L3|;*=-8-5E2%S+5X;WB!A|3L3F.V
M5|3^N3\$6JH5##\$F9USKC!;_N1SU(|#4(|2CWF|7:0I+83AM;B MN;G8S WQ?VQ'2/\$S-
MOOP\3#7S|H.0%F%#&KJD Y(.,U&DG:HB#_\$. \$5BNQ
M#ZAZCU\$6K"IXMH;I.UC:XQ>%)I.8M%:AO60S!=5RF9&TKS|?EM|7VC*RP|BS MX|
=V'+FGC\$/?|@)&>:X/1.|20.|2=(#<|X|S+\$Q"1P|3%QV9A&U8;S(.BMV MN6#9(.HAU!-
LM_P=H.2KDP8M|DZPQ;4=*4A8|B\$/?A:8|%CF<|4<#<.+ "= M|'.HXT412Q+7#L.
>;G^G:0)A:)-1""?;40B>TX"+G(91XT37VG%|9+(|L-
M79@VL@.G9JZ=1@@|SQU|HVV8V7|>"I.Y:@0G)|#D_W(Z!J" 8"0LR,4#.IPM
M+;)9*33/#)6."@03GTA9BF2Y6>YJU9;1*21W@|2.D3)3^-1Q;=^+X6|ZPPEB
MVTJ"ZP=100(6IG*T)*J#04R+/2Q-XW8+ JU<|Y8\$/N@%E@_BOMVR|:N5D(I
M\$YL)!;:'#IL%|&;@8T/B(32|V/H)"XJ|>|4U895>V/-/*S|<4)5GNN8P>((M
M"KST\$2")%R'Z/I2-H!3MM,2>U\$4\$Q12XA!ANZH*CE|A1 B)6VU\$@|JU=",(W_
MWFN*:,2XP8Y^:)D*3.FTXK)F#|S8Z>C(9(/Q@B%Y\$O@<"/!>\$3,<9R.F|Z> M)/:(ZYIK_-
A30N8Y7@B04|C'\$/3:!"(0C&8KB|A-5AYU4ZR|*Z4"TFIHW0_/9I
M4^5R1:A+&0|*XO>=;)|.LX(C&E<2JUN|*YN0MP7Y?,|H#S.S.A_VP8Z0S2RYW
MAGA)|P=1JY;5MI?=@ WE@1)-4_1H<+BB\$ _R\$+#!G@*)J'GOO|<8(026,-16!
MV@82:)+KJD"0&@^G,%H+>;\$=(Z2K16R\$5,7#|>1@0RCZDUAPCLG,X;C/P
M(HL=2028"Y|3V,\$1G\$|B^HM+X?
W<#F=J6B|W3'OF:LG7?"S7<#"Q(\$VPTSR,:!NQ6;/H9 MP0,7)1*U'_ 1HQ&@|
2=*). "SR*972F-?TC.Y0-D|0.O0 ^;P=|>8Y1U%X8 MDS2S1E+4.L
Z=\$8M3"O2.:6W/8.D8/J#|N'P+'1QB@#H&@&SL^;!V\$/?(J4;0 M>9C^?
P:=G8XF+P=*YD/R9,:QI4R-*014^2^E@_ZB0X<|ZCY\$=N@ HT(E*NU MV-J
X.^YQ@GS|-4WF=JUVWT(^O|2)%5+0Y4C*B_-|JG|/R+TGMQB(X=_1E. M)6Y,-=>G2
|AK^W'B8XI4YV4WM:UNE22Z(*P=2B|J%M=G9ZF5|:|B/B|=.*Z
M;%;!^VVFQ*QJ.T"8\$6X)W3| YI#SXY-%SD.I-! MTO9'8:C?'% 8|Q)TCFSI6 >UBU_TF?L?

1GKJF17\$'2/'"#%SMGP:E,J!Z6&D"\$9*G61P2L'+,...)-PjMN|UV:^(?,%=6Y;DF
M>XS4JR^NAI.^R\$Y9Y**|2#US5OM+2MZT+WK30=F;#@K?-R|_T|X 34T)FO9%
MZ.6>AE#J>8NFL:L|L^,PR1RBU_8|TV'G,^UZG|^PU T|Q:|<|:|/O_YQO_+Z M)X
7'3N%1V/"2V2|N?UQR=S M< 9W?Z|f6Y_0@W;@6|U9^A6 Y0E @QS^X.S M-Y(CU&?
D@|N?_N*%|^-|LF(X*<@:;|/I&->BN/(M%NMJ**6F35?2G|NL6?F-MV
M"KD87Q7YHQ|3VYK@X8"+ZW2!_|fGE--/'T>/K#EB&%K M#7#;^X"U/D#
(R(UV|9_%^|%U6'^)=I3JM_'L 4.Z|@N,&F5^|f-Z.#Z+NY.7=
MV<6Q+OKSP2>KC:CO|8|6_|W|+|fEKO|O|_/R)U_?P%2O\$"EN= MBSBB_B%|_#U!+P04
M " "J,DU:@CNWHDT&!(\$ &0 'AL+W=OO(-Q-(0."+5)W#@,Y&FR!=C=(TO9AL0^T1,?
<2*)+ MTG&ROWZ'U&\$|<9P4^Q*3XMPSPWW"8XY60|VK.F\$:/55FKD\%*SR.:NH
M&HD%|J^%D)F1%-6SEW5@M)*.%9:K*,?|>%Q17@|FO_;;E9PGXR2
>H8#.Z+/6U6/W.6G|B(R|7L)_MT:JAC8(|RI=*BZIE!@LJ7C>_|f+&-
PP9#ZK_"0%H&8NUN%%DK+ZBFDV,I5D@: M:I!F%M95RPW&|=HDY49+..7 IR>?
ZUQ4#-W21Z:0>TNG)5/#X|f\$&T89@G+=B
MSAHQY!4QF*"OHM9SA3|5!2NV!8S!IMXPTAEV1O9*O&#Y" 780\0GP1YY0>|H
M8.4%;SJ*+KC*2Z&6DJ&_3J=*2RB-OW?YW\$@,=TLT<#E4"YJSDP'@03'YP:3
MCQ|P|f_|ML3?L|f0WW29_<_/R*903DE1;BPE&G0/_OUP-M3*)-MHD#N6?
5E\$G'Y+_,0#&L29!+,%?0\$HY@50^>2%4S2|KF!S^SZ#;G8"|f+0
M"Q."ALW6#S,/)R\$:.C=&UH:G3'FHAJX(QLXVQ+/9#!H*%|JY+A!!'+
MIJ%S;43D1&7H)|L+IU/(H'X"0W'BQ5\$\$-A-8921VO@BE\$\$B#-#|P\$ YM!-7"!,-^ML!
|f@('A9&J+(#SP29LZ?4#|286)|f(0B#|UD8;^A_H.6RL9&6<'=0<|A+PHB
MB%*,@B3Q\$C|S;N;@S PHC*W0+O-|T%G|G:4:7O9HU@Q!F&/(<^=FHWPSJ#CV
M4L@#=#CZOB|UC_JWCVUCMP7C48SQZ-_/P6A16TM@=|f\$@C5_B%B"G2C&M=@%|
MK_C7;Z04.9|_16=;VDM,JW&=VJUF@0JKBP,#-YGPN2"UW>'6P!_TWIG|9; MF/9>!?
7%"VL.G3|,(!<1@TFH-)470|U^033R8K*0D%^L)>0!\$HZAG4"R\$S#
MT+GDCR"GL:A+8.J'D&L-Y6;*.0%:(02F7!;QNV!'!-(;<+KBF90N7(8C'&=1|MD\$)%1=ZB'-
M<;T-ZY \$7F81ZD,7B)Q//Y<&.69^*+;K\$Q <882Q%P.,P!QF M
M"V"M\$4:9|+);"UQ:A00CP<^HAD7A |!@(:7P;NV4'TB&*08#\$(#Y,^=6 M@_L0C|
+@0L'L8U3Z)MV&_)S58*.MF0,@-E6^6* MY4MI1=CV:R?V0%;|f%86C|:
RQ3'>TZG7A=KEU8Q_R%_/M M5NI=XB4A?.W5=8%Q(^A)0=#>"GX,R3-
W0GA\$A8VE\$2>9D?V%"2S-XJD_P% MP=G5N=PUP|!f:=Z%=|
M>D|f#ZN>*W?//L_&"X)&/#MJ?ES7;NX;*N)1!@ (2R|f&4N^UA)PW-7"P<|f&
M\$XQBH,&CT)R_4:XX0B*|<#|POQQ|+_|&"#<%Q<--Z|XQ2&3&S,Z,=|T0+K&F M&HQ",
("IN<==#)\$SGP.0.#QX8XAP23 BECRQ1KHAG#|YTZ^".)MRF:9H(M?SE5|"3KU2Z
CS=>=Q63=_8-:RYF2\$+ST.N_|L_DT^9UN"9OWMA?J;SCM4(E MFP&K/TI@@)#-
N|79: +&P;|6IT/#RM,LY//69- 1P/A.0D'9C%/3_/)C!U!+ M P04 " "J,DU:3@>+1|f# #W!@
&0
'AL+W=OG#1T:%4A|f3EWSSV^_S^9;K6YMS6B@Q^-5'86UK+5IF"/3;|f+;&F0!|#4RR=/T/&
%|&O9NS7RJ.R>%PEL#MFL:9GY> MH|3;691%^XT|L:F=WTCFTY9M<(GN\$\$JLG\$=@|f>
KU!*#T0TON|PHR&E#SQ<|f%O
MPMGI+"MF|9667P5W|2RZC(#CFG72W>GM6|IR=9^SQ*BUM^(5M|SN>1%!UUNEF
M%TP,&J'Z?_9C5X>#@,OT+P'Y+B_/O/M\$@>5KYMA|:O06C/"\$X^*|9QX9
#4QSNT#I&QBF1_%VZLBVK,/f#G?%V &@7E?21)@KV#/?G2\$ _6AA:>9;;7SZ M!?)|f&-X&DP-
EA\$=\$+;(G"BO(4:3|_|f\$|HP6GL29%H\$PM\$QR\$@HJUPI%|DIU" M-HG+|7E|668PB2?
E.#Z?Y)#39IK'XX+"JZIK.ACJ0M=?5,)17\$!\$!%W%&(TXW MY'<<&7D17TSR^#
(MX73D\$ _@RW^\$#&HNP=+JZAV4K/<@'f1#(@4FK2?_L"0L& M>HP^0PG Z5!R:A
GPY9F3XURLF!H-D%R+9'LE.MU:=@=5'W1B|fEO|_Z5|)Z9C5-6 M)*X|
#V|f&\$=@>IGM#;?:(&TK|4@HP|f*F-Q;|fT#|UYI*NC-|@N%=-_|f%4\$L# M!!0 (*HR35K?
T4NN," +"(@_9>&PO=V|JR:W-H965TV9JHZW5@V!GH3JA2L|_E|F)H7;E"#-V 3
M6W0G6_/AUP:#\$0C)FORW.B|2(Y^C|f&:OB|L^?+/WQ?+WU;795D)?|S>S%>_
M'%Q7U=WG3Y|f6%|fE|73U<7%7SM?_Y^MB>3NMUANKSZM|fL;E|f)AT>W-)_'P
M;+WPZ^_EN>E6&917?>E5 &GR6SH|fFQ4/ M-TEFY??5BX^%S??R9;'X;?.)?)
OG+P>'F+I4WY46U;.;K_WPKS|N;FPVUOB._
M;|6#YTTW"U|f^_*0K#|_|f^KOY,EV5YXN;='997?|IR<'(@7)9?I_"!UV?H>W,
|fFC _^=K%|f)%XL\$\$_>62!N M%XBO%@Q&|RP8;A<_|fUTPVBX8|fO@: +O@: -
|f%X^V";X+CK<+CO==<+)=<+ +O M@M/M@M/7"X|f>.W""3T?N<-|fL|f^_71?
G_)T^\$>O#G>|fHZQIP,^V/N(#YX. M^6#08SYX.NB#08_ZX.FP#_8^|fH.G
S_8^|f@/G@|fHX,VQ?_<1>SKX@S=_|fU= MQ*>C+|fXY^N/WECP=?7OHR|f^_|f#O_=-,N/AU|

<>^C+SX=?7'OHR|^'7UQ|Z,O M/AU|<>^C+SX=?7'OHR|^'7UQ|Y|>GHBPI'_/CW|T/?
_%/IM7T|. ?EXKNP MW-Q^|6T^>|)@>#^O7?|/YIM)%U;+|?^=K==59^|R:CJ?
=>T<>K,+P5K|OO| M|^)6_2G|;5)6T|G-2G"FR^5T,X_ ^+OPDQ.%\$^_
M_OWG3|5Z|XWQZ6*|D_&X MD_C.3@/!7LRKZY4@SR_+RX;U=OOZ8=?ZL'W|:=?
ZN./^BRW_I_7#_OS8BT^/M_!BJRC=7WT4!L./@G@HCAKNT/D>RP_'|RZ?
M"\"W|F|^\"L/#=Y?+!&|Y_X.R_MK03|:=NWKK<MW>./3|JWN-'IN7.)_LO;_J! M3?=?
WO0#F^WQ|JMR_Y_/|J|F.U_LOW03|J2^E-J.OB|=,(4CK<#&_*M>_/53EYVYU72Z%
MZGHZ%^J+_F&M34&ORM05/QN^HU?|\"H^0YLG CWXO+J;7I2_-'PMRU6Y_%8>
MG/W7?PS&A_=- (9);\$)B,HD|):2F\$9B.HD9)&:2F\$5B-HDY):.2F\$=B/HD%
M)!;26\$1B,8DE)):26\$9B.8D5)\"9)J(:=(D:ZK4_-'H.0*,V_MI^E1ZS0-
RF_E_+YL'*.M*_N.41*;D)A,8@J)J22FD9A.8@:)F21FD9C|;V!\" MTU,
Y)UR22DY(.=D5A.8@6)2>T3NGRR?@YFXQ;LTFZ6/XVFU)%|. |636|:8HHK4#?
B\$)B\$Q*324PA,97\$-!+3 M2/X.7<GXJNGL75R M3X/\$3!*S2,PF,8?
\$7!+S2,PGL8#\$0A*+2\"PFL83\$4A++2\"PGL8+\$I/9YW3NI MH!HUKFM)Y>0YJ9RT7PMQ?
_NE7&Z2R??-RTSFU>HAKC2^0N/75JO2\"&Q\"8G)
M)*:0F\$IBVLF;W|/&XM'K7D)TC1L/T.7V3%;E<+=)34A,)C&%Q%02TT|?/\"_RZ|XG=S.
(#&30*Q' M|.1EW/AX^NIR/IOJYS\$BK?W??,R|)=W7I+>WD9|;N\$|&OG8R\"=MVY5&
|F#P^>9NVE;^6L7 M1;0+?<U_-7\"K5:|
M8J'Y.@ETW|AAW^8+)=!M4U3+4\"U'M0+5I(ZYW/MI);#IG0|E;PHPAKTN&3B
M8C'_5BZKV9>;|MU+)|MK!WB&%U\";H)J.:@FHJJFFHJ|.:@6HFJEFH9J|.:@VHN MJGFHYJ-
:|&KAOZ,UOO!D\"|5>S'LZ/'J3.N)|;Y@TW/#HZ/#X|:M^4_0!R5 M M1|4\"U:2.T=L_>* <-
GGKP4/K:GF_*;WZ(\"CK003I=G\$ _M;XX=K5SOV\$%J\$U2344U!-175-%334^S0?
J+|%|N|TUCW5@|VCO*D-H\$U614 M4|9:K==0\"Y?
7=2D|G%FH|):/2JA5!'OP<#U4Q4LU#-1C4'U5Q4|U#- M1|4 U4)4BU M1K4\$U5)4RU
M1|4\"U:2.^=L_5J <-GKKZ6/7:#IHK50-KZ?+ MEM>D;:%?
7KLJMS|;S|@UZ9P>TK72KU2|1/OGXZM)C|=U3134-U714,U#-1#4+
MU6Q4B@O6ETTX*^7)7\"JEI<_\";L|FYFS1>/M\"N#G|XNEC^=-#X;
M@7:;+H|J.:@J|J:BFH9J|.:@JF:AFH9J|.:@ZJN:CFH9J|.:@&JA:@6H5J|.:@FJ
M|:B6H5J|.:@6J21T#O7^<8=M+*;X>9W;|H8/V M/SO>WM8OZ89CX|JWS(6W% M8.U:
|Q,O:|\"JLFHJ|:BFH;JNFH9J|:N=5>GA,53T?CP|-79ZPL=%M|WVT=
M=%L7U3Q4|U\$M0+5PW|,5H=O&3=L>'IZ,3TY?OXKF|0T'QX>'H'KZ@WT_F6H MEJ-
:|6I2Q|SLGQC8%E&*JR>&78_HH+U(M#\$Q+|#HN/44+15%M@FHRJBFHJ|*;
MAFHZJAFH9@|>=H: ^\$QO(>U|MW70;5U4U#-1|4 U<)|#U>\$;ALW;=L<&QJ: M;YMC
|K|B6HYJA6H)G4,SOZQ@:W_I+AZ;-@5@ |:&T\"ER_ ^Y7U6;%|ZNA&HA M3\"|O9|5L,9_>\"?<
3V:4PFS_5E'6>64&;0E%M@FHRJBFHJ|*AFH9J|*;
MA6HVJCFHYJ*:AVH^J@6H%J):A&KQH*\"T05EZ'W/ M4:U -:EC%/RMJ6%|<+|?
9HUP)WOWRXGJZ*@7L:EF6 MFVPB_,,N-^ ^3|L^FY-
\$.|TT>J#9!-1G5%%1344U#-1W5#%0S4>7>NJ^%BN M-GSWK,W-S?3+8CFM9M_6>6?
STMJKQ|0SG5_6/G>KZW(I5-?3N5!?) |K;0IZ M5=ZNFN,16M.*;A-
4DU%-0345U314TU'-0#43U2Q4LU'-0347U3Q4|U\$M0+40
MU2)4BU\$M0;44U3)4RU&M0#5)8CEVVDO8N*_-(W\$7C|H87N|.VZ|U3OHH,6P
MJ\"9OM:YW2U707554TU!-1S4#U4Q4LU#-1C4'U5Q4|U#-1|4 U4)4BU M1K4\$ MU5)4RU
M1|4\"U:2.(=X_PK#%L!17CS\"|8EBQ01BV^RUVVX'>N04M@\$4U>:NU
MO^VJ@NZIHJ|&:CJJ&:AFHJ|:C:J.:CFHJ|:CZJ|:|6HEJ\$&C&J):B6HEJ&
M:CFJ%:@F=:IWOJZ6@
MVZJHJ|&:CFH&JFH9J|&:C6H.JKFHYJ|&:CVH|JH6H%J%:C&H)JJ6HEJ%:CFH%
MJDD=H|Q_D\$SY;)+7@|RN2E;LJ)*|_ |Q?|_?7\$C?^N|DIBLO#M'M0FJR:BF
MH)J*:AJJZ:AFH)J):A;JV:CFH)J+:AZJ^:@6H%J(:A&JQ:B6H%J*:AFJY:A6 MH)K4,>K|!QVV
)?BZD%G5X K/C;2_<@KB|0IUQ?
9\"76=1E2NA*I>WC#H66^Z+!-5D5%-0344U#=#5T5#/\$MT6FPTW3
MZJO\"+Q/=U4(U&|4<5'-1S4,U'|4\"5 M1+4*U&-425\$M1+4.U'-4*5),ZAGC_M\",/V#5- M??
CX3WWNR>B^\"JHJ*:AFHYJ1L/Q&IXV\"X3W=9\"-1O5'%1S4479OPL+6.
|RS/.&S|+|75|AZN_G?8 M7O|HOKB|7N*:Z>8G9UP.L|>Z>8Q7VUJJ;SR|G|JC'*C/:-
_JU|HXXRI\":CFH)J M*HJ|:CFH%J)H9J|&:CFH-J+JYJ|:C6H|J(:I%J|:C6H)J*:IEJ):C6H%J
M4LG4(MV_?|S\$Z1|4)JLFHJ|:BFH;JNFH9J|:B6H6JMFHYJ|:BVH>
MJOFH%J|:B&H1JL6HEJ|:BFH9JN6H5J|:U)\$_.^FP<5^/1|L.X6%|+>O|KP)_|TTQV|>:0?
M%48U M&=445%-134,U'=6,K?;R%7|'TTO\$T=KA%'-1C4'U5Q4|U#-1|4 U4)4BU M
M1K4\$U5)4RU M1|4\"U:2.2=X_Q|UPA17SS&|&N%A>XWP^?6L_\"K(?Y07|P_/MV;A?

O\XNRN7+4U[KJ'.[#CB+Y9\I/:SWBA1<.H-D\$U&=445%-134,U'=4,
M5#-1S4(U&|4<5'-1S4,U'|4"5 M1+4*U&-425\$M1+4.U'-4*5).ZPD#_*,36 M\$5-/3O|AZ_
M=|:K'>R;=E!M@FHRJBFHIJ*:AFHZJAFH9H|>|BR+1V_/GUGHKC.J.:CFHIJ'
M:CZJ!:@6HEJ\$:C&J):B6HEJ&:CFJ%:@F=4SRWCF&Y;!!7L|QNV+D47LQ(NQ+3W'.OS;^6J
M6M2NTU\$6R_)BNFI_27J|VSO?H/W)J":CFH)J*JIJ*:CFH%J)JI9J&:CFH-J
M+JIYJ.:C6H|J(:I%J!:(C6H)J*:IEJ):C6H%J4L?8|Q|ZV/YDBJN'GEU_FCX
MHR_0&9%5C>>H-D\$U&=445%-134,U'=4,5#-1S4(U&|4<5'-1S4,U'|4"5 M1
M+4*U&-425\$M1+4.U'-4*5).DEF.GO82-^WH|VA4SKS_<_P*=BQ=EAN|>H,*,
M|DX|HS<73(P;WI=Z@NXJHYJ":BJJ::BFHYJ!:B.J6:AFHYJ#:BZJ>:CFHUJ
M:B&J1:@6HUJ":BFJ9:B6HUJ!:E+).^?8U#NG.+J.6:7RCQJ;V76YZMJ5MU7
ML|5|>B.TG>EZ*&R>5;-R)7CWRXOKZ:H4I*ME^?CD3^OI+|21&=4FJ":CFH)J
M*JIJ*:CFH%J)JI9J&:CFH-J+JIYJ.:C6H|J(:I%J!:(C6H)J*:IEJ):C6H%J
M4D/6PA.\758|RND'G47LA97:7RJ+63|R\$R\$SZK9M"HOA:EP M,:V;5=,:=9+Y6BYG|ZO&&
(/V(Z/:!-5D5%-0344U#=#5T5#-0S40U:ZO5GLY
M:HPQ:/4QJKFHYJ&:CVH|JH6H%J%:C&H)JJ6HEJ%:CFH%JDD=@|Q_C&&KCRFN
M%F..=M7'1^W5Q^>+V|O%7 BKQ<5OK9<7MSM|PNJ35!-1C4%U514TU!-1S4#
MU4Q4LU#-1C4'U5Q4|U#-1|4 U4)4BU M1K4\$U5)4RU M1|4"U:2,=|Y|<M-N|K(6?
7BWST6%GX R|O/D++E5%M@FHRJBFHIJ*:AFHZJAFH9J*:A6HVJCFH
MYJ*:AVH^J@6H%J):A&HQB6HEJ):AFHYJA6H)DDLQTY|"1OW|7@D|N)1>^.R
M<|YUF=S'<|J>KK>X.\$=L,K+QIB#=#BRCV@359%134\$U%-0W5|*WV|A*5H_#
MNT05S^T8Z+8FJEFH9J.:@VHNJGFHYJ.:@&HAJD6H%J.:@FHIJF6HEJ.:@6I2
MQPSOGV#8^F2*JR>877WR46Q_X%DXO7FXCGCU|O0|4\$%A:CV@359%134\$U%-0W5|*V
MM(L8U2Q4LU'-0347U3Q4|U\$M0+40U2)4BU\$M0;44U3)4RU&M0#6I8YSW#S-L
M%S'%UU M6D MCI'=|/"P|<45P\LNW;@H_9VX,:7<
O_\$OX_WVRJ_2|U3D%HPS"JR:BFH)J*
M:AJJZ:AFH)J):A.JV:CFH)J+:AZJ^:@6H%J(:A&JQ:B6H%J*:AFJY:A6H)K4
MD1CZYR6VAICBZGEI5T-|J-@,^"-?#8YV%J/:!-5D5%-0344U#=#5T5#-0S40U
M"|J5L5'-0S44U#|J5\5 M0+42U"-5B5\$M0+46U#-5R5"M039)8CIWV\$C;NZ_%H
M5VQ|U%YL+/|1+B|FJ|938&B5,:I-4\$U&-0755%334\$U'-0/53%2SMMK)BZ?| M|R|ZC,
<=|<8WT|7JQ5M)"8NE\$,RNKJL|@GM?K:KI/*=-V9HA_NF
M&52;H)J.:@JJJ:BFH9J.:@JF:AF;:67%UP/Q&-Q_/H|&=!'51S49767QN+7S|AQ:ECH
MO9I?EI?:XY9NW+G_LNJ_/U^PL9|/1|MBH_-'<7' MN|=N^/|T+
_|A3OM5N^@|@J8=HYJ.:@JJJ:BFH9J.:L96>WDV23QM>)MO\$|W6
M0C4;U1Q4A.PY8>4UP| MP^Q*C|PL9|/1|M^L:|7W+_4YAH>W+J#9!-1G5
M%%1344U#-1W5#%0S4,:C*J*:BFHIJ& M:CJJ&:AFHIJU3HJ<|!51S46P,5Y/+:L"Y>/V
N6FLUM| M2I/:^=Z9|BU-1C49U1144U%-0S4=U0Q4,U'-0C4;U1Q4-XW|)D
M=%L+U6Q4&PO M=V|R:W-H965TV@222 MU0%-823H|F+8"|8ZQUHET2-
I_WVHQZBV)*LVBW|OI+H^_^.NCN0%#G>4?:%MKP
\$>LG2G\$^TE1#K:UWGBQ5DA%_1->3RGR5E&1'RD3WK?,V Q*4H2W73,%P|
M(TFN3<=EVYQ-QW0CTB2'.4-|DV6\$?:V%E.XF&M9>&QZ2YY4H&O3I>\$V>X1'\$
MY_6|H<1)!CE/:(X8+"?:#;Z.L%4(2HL_\$|CQO7M4O,H3I5^*AS_BB684 M/8(4%J)
\$'G9PAVD:4&2_?BOAFJ-ST*X?_J*GY4O+U_FB7"XH^E?22Q6\$|W7 M4 Q+LDC%
|U|@/J%G(*WH"DO?|&NLG5M#2TV7-"L%LL>9\$E>73T M"|Q:8+8%QSQ8M<ZU8-
="^Q3/3BUP&D+W",MQ:XIWKP:H%7)JN*:IF:@ @R M'3.Z0ZRPEK3BILOQJ9892?
*B%!%D_!F4B>FC|*VXTT*B"Z16 \$*&:,W5'& MZEIY%X @20|RC M#X;UHV_I9\Z;X
=|FR)F|F:|QNS4'B(ZROD&5<(-,P|9X.W9TNM_KB|6/> MPQ_S/AN6!
|'0VTZ8|&3BNF73/3=1RG|6H|UVSD6JYMMB):F:E|9IYE8-|M|:1+ MDX%R?:
<5^*B+D^'TL-T?3Z>)IS,8ST|R3?&1?D4/L*9,0(S^OH?L"=@_?74P2#NW#E3"
I6P4"5LIA(6*8(=%(O7%(NG M? X,:))Y;,"IA@4I8Z'4'#L.W;=|O#1PJG49=IQC;OH?-GG
;|+L_X1Y=9!Y M;J)5P@*5L-#O3KV,:4G_)E*GU'7IR,7;2.W|VC|Y|N!Y7G)E,E+%)
M"TLX2^1D|!WF)+^3|OT@)Y|DR M69#BH_H"W<3_RF_|SRW6I32 J6T4"EMH06J:
(=UM7>#@U6OC88 M1IY="H@5):6-
/V1Y|+T_!SB>U4K=1GUM|8,OT^J<,:+ZEV_P):X1AZ-D) M5TD+E-+"FK8?^?
Y|J_0:U:3|J#81+US\(|PM"+9YA8=WKX;6"L/2LY.JDA8H MI87?0T.|
(|_*;D6J:%5MZ'O;|!FPY_(\$AJ,%W>2BVIMK6IM3GIOR;*/5?HNO
M|W|!>X"OP|H67%:5!X7O+FMCIKN"7M.>+!6G=Y4#X*NR|. # M)RH\$S5*F04W'55X
M"3-0|H54Z)G;J12D:"8)9TC 8NQ<^9=9;/6)Q
1NZ,D7\$RY_S!3'X68|T,:!QAJ:QSY30NT3S5#K3 M|U%14T!|@298KA!F13/X_EB3,:;

E\$1G&2A,J#Q'7I#I+\$-G\I'KM+'&Q\$W M;X^Z;HX*7CL*J@L4>I|1X
51#WURFIY;KNF^I8<|H.SM|&'?|NK,NN""+KC MZH6OZ%WE.:^9(FR)HR2G(!\$?
Z_F4@G|*O_K2Z?1B_KUS.=]*2NQ?G3K MW1QZ89[W=;B/RXYQ<>3|X>%MU=|U%4?
G:S^EC-XUM^C>-=>E&S009Y:322 MW2(I+SIPT@<*DM_=";STO'@9QOY.XW:\$J(<
#1%_9>&PO=V|R;W-H965T/TZ7+DC'Y|"6Z?U#%|!^Y;"ONY4*JV^WG3+|;URJK:"3
M/\$H3ELGUY>BM\^8ZY\$5 N<6W2#|EC=>LL'*7IC^*-Q|6EZ-)T2(9RZ4J)(3^
M|RB091P72KH= U:BHWJ?16#S|2_U=Z5Y;>9.Y/(ZC;|'*_5P.9J.V\$JNQ2Y6_M7|*G|
I(RY!=ZRS3.R|_LJ=IV,F++7:|2316L6|")DOU_|/JB\$:XOT)X%4_M|OO@5@%N:73?
LM+6C5:B/LO2)Y856VNUXD79-V6T=A,EQ3 N5*:C722Y5SD2R8A|C<1?
%D8IDSCY)D>|RN6)Z!+|((MY2|+HN2>78D\RMF+&ZE\$%.-HM'M M;6-
M'OH|RF(C\$#)|^|=O_M,4P=;O<20:./O|^9A'4|VT<;N4YGN_P|H\$(Z@8&:_BRP3B6)-?
Y*:.YG| MT|8^5,%V-(C\$#+-A;38*=%\$HS|CJ1X'+6MHC43//&X.&1T)|)"B|I6:
MZ15@P|%IH^~^\$@LM88\$4BZC4S\$4Z@!&?G+L)^4?C73 M)E
2QRFI:ZF.AUND:R74.UUYHYXRB'4X;5GE'*S#@75XG|I*EV,JT"\$0.GT" M"W&4/WI-
0>P_UJ= @._)>OS/P4T@5@XO;UGXZ* ZYH|7X@9G6 :SX<+ #2LYIMY0+? MJW7WG(.|Z.
N%^>NCD!/!)840*C73*|7B|_7WQD.E|'YP62XD&D5(.T=;!&DN M*:11J9E>&
|I^V1>D^A'F#P,LC|2|J=,K@)?7 MI^K5Y9B*N@B\$3)|_71Y*.KVFJ)YE%'Q/UN-#D+S@-
|=U"NDR(8E9KIM7\$Q_M\$|YA?1<9N(Q-N@|7,JT"2WF#JF,>*5!1J9E>
:@|^|^I81QD%5|3V3UPM|P"| MO.'@=4(9!=^K=?><@|L|X#(|Y|*N0X\$4SJC43*|
9QX.9|UG."I((Q_R+|)@\$_M2/'09I/"FE4;J97@#3?
OCK6OXR"BUMW|3""^8|P/@G"G5!&P7=LW4/G(#H? MB,|'B>|XTLPGA3D|J-
=,FP)R/PYQM&067LYCR"(1,RXV+U/%+Q8X? "Z>WJ2T_M1Z5F=@+0GA^E9MH\$LO-
QLNLJL^#A-ND|7,BT"&#F#P(SGQ3,J-1, MKP|F?I^J69?CBX,">L=)H>;H;>8 %(%^!7P?
>:7GC42?\$_6-Z.<|I"P*_M&9*H_2E?4:F97@&R
ARR^JX@*IFN7&W9#+NG(0#""0;5K0)2U*%2,|T"Z@3V M=:N. @>N:.W?LQM%(I@.-&
<4+ _|VKM_AS_\$S3N_..|RO3:6_|.P?U!\$|_M_4X|O6@Y-
"X*00YZ3CJY60%)&HU\$R;@\$@ACDBVE0=@"#1#\$2/>PZ(&6QC81271)RD|_?
4E942R;%AR4AUQBD9KW M.#-O/#%GLJ?LA6|
!'HMBXI/K8T0VUO;YMD&2LOOZ!8J^69%68F%7+*US;<, M<-Z
RL+V"">T2TPJ:S9|HA|9;\$)K49_*'AGB=5EB|N|I%'0_M5SK;>.)K#=" M;=BSR1:O80'B>?
O(Y,KN6')20L4)K1"#U=2Z_QN(O_GM^|)(Q4*\$M*_M7|3B6SZU'.41%)_18'EQP|F4!2*2?
KQ3TMJ=6(-M*6O)HAZ:|#=HF2|2J4)9"";?\$HD3LX6LO+PN-\$5NJL\$^9J3HE;H05D-2." M
\$?I;U;4.>1HQ6B)YK3-<:(+!EEKI4>6^INO<&
M&1>P04&^|ROR""_0.#2_'N|KXAF&)Y!)N'L1GEX|P:2X7=UXS=|_@4^52LF
M2N7'GY(8?1-0|K|U17+P(M|H;KH+=_B#*:6:),M1%/1J,>DZK'3!|EK+W);_4QT7|XP'*
M)3!M00ZR?K0@39(E)LE20V0|;<).FO|3|);0D)0FR1*39*DALIZ442=E9*RW
M##+I_40Z):*S=N'Z4>3%)|U'8^;&L7|BEOY_KWJ)&W>)&P|F|CMF#%=BL!4- M,GRT?
DV2)2;4D-D/1GB3H;X4|2BV*24)LD2DV2I(;*>E*|S?M5QC#6CE|K7_M'L:|XYS|_IE?:9=
<:9=J|O|H|+OZ'SONT37/'8S|";A@)!..R9!>"9B_HN2*" MHR|/BV=Y31OJ,L/\$'ZU-
HVR)4;;4%M?(N|=(N|3D)K6#5."FF1+C+*EIMCZ_M@KY?
D=W!;|O'^HU_KUWSR|6&C//=9SPM-MHS(+HJ(NT^=&8Q6%XTFOLH^E2
M"6S=C/4XRFA=BO9V|FOU\$C1J;:=8|_6%.^8#9FE0<M%;"21SDWD;R6L;/H|I_0=-
O,MI94""HVCQO_.3|E(-^O*!5O"W5-X"=_0=0 M2P,\$%_@_JC)-6LZ|A0M-" Q4(!D
!X;|IW;W)K&ULK9O;.^X%<>_"N\$NBET@\$XNZ.TT"S%@72|L@@3;A1|8&3&
M5D<7EZ*3;,\$?OM0EMB4QM!R<>9A8|CF_0U%_7H^LV|>2_:BVE'+T,|^*ZFZV
MY7QW,Y|7R9;FI+HN=|00W|R4+"=<'++-O-HQ2M:-4Y|=-4VSYSE)B|G|;7/N_M@=W?
EGN>I05|8*C:YSEA_U&L_+M;H9G|R<>T|V6UR?FH<|LJ%/E/^Q>V#B_M:'Z@K-;
<%E5:%HC1E|O95WP3ZV;MT%CV:5OUZI%E6DT0Y_M-
!9X>8M>/IYW=ZT%R|N)AG4M%EF?TC7?/MWYIVS*\$&>%NU?|K.KB!;'
M_2,'O7/0!PZ&|8&#T3D8PPCZ|PYFYV|.C6|U#M;4"";G8|<3/R!@|,Y.%.+MY'8.
|M1J770.BZD.6'N_ ;Z7A9|6R&_6-.UQ-|7^R_.^8=J_M?ZPK'-1>8<;U-|K|NN)|I=;ZX1-
JZ0KNDF^@7-4;4EC%:RNE&3GNCN&AE: M1_KCR4._O*;FNA-
)QK01%FE@Q@J:|T0YFZ@*OI9'W: M)4<3='(HJY(4JTDQ*83BSI%Z8C8.W8'1H,T/T-
_3(LWW.7I.UVC'TH2B/I5%
M_=;RK(97#|;O|_AV_GHJ>F7\$>OR_J78DH7(75|;=*ATO51XDS(>\$!9"P\$!*V@H1%D+8"-
:3O760 MO:54|++,<|T:_%1_A7:\$H5>2|<|WM2W5.6V"|)(MF#;K;25;>LH27JGE2R_R
M9#@IY*JUJN?,*K,(LF0Q\$*RG+/N@+ %NIK>QN*2,T?
7EXK(GB6N2E:F\$60|18#P7JR<0^R<=6#':FV*/"B)4J+;E|W_M322OMQ9D8E&2+A5+"|I-

/56!IXM] +) Q_6DQ\B8X;28*B8\$20L!H+UU+DX MJ'-Q5IU7:%^42_I3Z1H8S;U8
M7KKD5AL+=ZB03P25W4-?
\$@/JK&L;N4((2.\|G(2FH,M>Z2QL9V.L3\$2V=A,0EN!UD@\$2HNA:'VI'3,H6)W|> *HW|)HG
M1-9(C)KU/(@RI'SR1"@MR!WT)2O-:7Y'Z/E/=|SAIDT@L5M8IN\$.93HVPRX6
MS6.H4TE8P|'.P;=@5YL#\$7K*-"8S,#J;.:4:1OD!OL2E.:!TGQ06@!*"SM:
M;SZBN|9H<0(9-*EQ5"TOM2/V16L3J_(Q_6)HSID(F_)2O-:3XH+0"EA1WM
MW*P6,F8\$2HNA:/TF<\$P"87462-H\$I'H'S?QTM/.SV+&=:!8KH4EGL6,[Z2QV
M;":=O7ZB1N1K)=#D\$!2M+ZAC>@BK|T./@DE8LFWRBFOZ2K-RE|. "7Z&"|GKU
MGI0%9R3A[UE&T=^F^?>5;0VDVL/-)\$\$2O-:3X>9W^&6_L2\$ZQ9KF&.9KGN
M.+W:9))&W:.,*#&0*\UAJ+UA7K,%&%UJNCW??Y,6:U(1G MTM7IJ5Z/[1U|:.1W"?
0-OI.ZJ?Q+U@#4|\$L; "C-Z7YH+0 E!:"TE:@M B4 M%D/1^FWEF-
/2U3FM2|;GU*B+F\8X@X0E8[37V?4>2)+8^1-Y@83G2.Q"B9UM MC|?49&\$-
O!BFWR+0RHNA:'W5'!-8NCJ!=9%J0'-6H#0/E.:#T@)06MC13M7L
MRJ:.\$C09%#L"+5T,1>O+^9@.T17IL\$?ZFC;-IQ5SYP>6E@P14/%G?85\QL31
MLF2L;GL%?JZ_O>^XLUT0CF-,V1@=(14)H/2@M.:2\$H;05*BT!L,12MWX*.
M63Y=G>7|W+/7:NC%C<0<=5T+"^N+X7P"-)\$G":H|CCM\6B\$ C1J"TE:@M B4
M%D/16EW/3WZ'GE.V:=Y|4*FI^1UD).SAW*# X0\0W'I.<|-%-(#L?
MXIM5^T:%8|CV|0_?"=ND184R^B**H%T|0DJL?6=">|#+7?/K^.>2|S)O/FXI M65-
6&XC07|J20Q_4 0YOKKC_/U|+ P04 " "J.DU:I^@@<@T%!H& M&0 'AL+W=OT
M)_07VV#;P6N>%>S>V""^O3--%F|PCM@MV>)"W%D1FB,N3NG:9%N*45(&Y9EI
M6Y9OYB@MC/&HO/9\$QR.RXUE:X"<*V"/\$7U|Q:G9WQ00>+_P/5UON+Q@CD=;
MM,8+S)^W3U2^,!WLVA(P-*Q(A4|JG1,9"/LB3DESSY
MDMP;EJP(9SCFD@*)GQ<|P5DFF40=_J.D1I-3!AX?O|//RH<7#|-\$#\$|(|C--M^.:>"
V0X!7:9?P|V7_&|0-YDB|F&2O_@GV-M0P0|Q@G>1TL*LC3HOI%K|40 M1P&V>R; K@-
L)0">"W#J.?:#&X=X%Z;P:L#/#6#3788!68'2 MAP-Q|,PP>&!,O BH2,#?6
PU^%)4OB_JLQ2F!M^VF(KS8ETC;B+,49JQ3V
MGA<1N/G|T\CDHD:9R8SK>AZK>NPS|3C@*RGXAH%ID>!\$\$Q|UQP|OQ<^ZXZ'= M06
*<1N%
|7>%'^U.Q@7>W@+'^A/8ENUJ"H<'^[H]/A8|NG'LL^ZPR,QA=0%/CXTLJQL9#%A7&>2B|
M_S*V|.\$;C,R7X|)%OHUS+'<|)35-1&^6'H*JAI&Q4ZMF.=HF9M%(35&W,,F|=A
M@04#KT&=:1^,R DOOR*!1+>A4|1_"47;: MCD';0M"6|^.);&V4&P: ^@HK;J*\$#?
54V#LKS3=HH!T*HV#5JH_S0 M<141FU4X(@6JBC:1@T|7^VS2=V;_J2M6@|,03|<0S
M';9-XGN>ZJ79=;#YQZLZ&7QH'196UH?|4\$WA76A\$&IBN\$VE@NE:D@VEZD0:F
M;48:7\$J5;=HKVZQ7MGE?;*=. ML0|.L30?M)_E?A-!NA%-
%#14"F6FW""1LHQS<&@-8^!FS>,J'Z3HCNC V0D M Q""O-
HM@"!|;UI/=3+|;T_U5=>TU|IF%^IRZ|K"2V7-+Q-&X)0,K N_QQV
M:6#GZK+MGR1E;=D5' B|8(UQM(ZIM6|)%^="=5FWNOVP+5H|VFG5V;
M=EX#AZ&ULK95O3|LP\$.-RBF3)B;-YB|0 M6!H\$\$U#VC1\$M?';)-M 5
MHH"A@L|RICV@O?UT6%#=#,3V:*@+PNI&F:HJY: ^;A6RTD\$-|Z, @./4;5@LO M2|W8C!?
RI<:-WVF SN9?RP7:NRD7V 4AQ|)8!4:O M-5XAYU:
(EO&WU_2&*2VXVWY6_ ^9RIUSNF<8KR>_JTE0S;^!B0NVXN96;KYC
MG| ^)U2LDU^X)FR|V|-2#8J6;-J85M#4HGNSQ|Z"2!|@!1#T2O@7@/!/= M_H(S_8
20|XJ_TN%>=#S@S+4B4WH&PTJ=F&,|/1E'XM|&^?&T5?:^).-J=| M5*XX@ES)>-,%
ASM| ^N1;>H-^Y1T("OK%_WDE|WDT;|)L9U "R&*(B2\$?SJ.)YC07CH'|@\$S|^1R|QGUP<
MK(P&*R.G%^_1Z_P8|4+'N| M_&1J60M-
JUP0%4S.3CQ07<7N.D:VKH;=2T,5T34KNN10V0#ZOI#2/'=L61RN MS>P)4\$L#!0-(
*HR35J<:9R;-,'(*_9>&PO=V|JR:W-H965T MO*8@,EEI>|J9'5ER46.FN6+NR\$H"75E12-
_"|Q"TO84X^M<_F(I_R6E"" M8"Z0K,L2B|=KH'PW>#FTPJOX0G4MF)-4!+6_..7MA!|
C|Z(0A:0?"C@K 5A-9H0V9MW6*%|ZG@
M.R1,M,YF&K8V5JW=\$&;6|4D)/4JT3N5/>E|L:Pj(K)! =K6H!Z\$_.+@K,"J!X MH0<>""-E7:)
|T-5"<_RJ%U%)|,R6(-!2%0BL"%NWP_<\$+P@EZA6|OP6%"94? MT 5Z?KI%
|H|F+I*\$YMYW:*ENV|H@E-T4%VBT/L-
!5X0#"?"J2B';#2Z:%AG7L4K6>\$"9HY^UR2(+3CYK|_XB??| MD*F?
E*QG,>PLAF/9\TS19U\$030|HHR./F1H01?5PXH|K/AL MK/@8: ^)-H@.L@:@>?
|KZ;"2L|&2XPFS+#U5GHTUJOR_QT'Z'8| ^JRCST;|W.EW^Q5<^*7|1%/|1E> MM4?
|D+'LB"5,@R1+#PI^!;,%OA>=V B^|_RANE0@\$!5?Z MOF&;&WTH!&\$"|/B*<_76,=>.
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IY5T%Y=IP|<M_U(?U/6_M'?H|LMP*F:=5L&I!&F?E7_J|SF(OP#L5X%4!7M<
OPKP#P)42|L#!E7_X"!@_M|)P(&%8!Q:WWRWLOA_NHI+,ISW>\$Z|**IG\4ZA?
12J\XTQWE5G)U-59Q_M*94%>1DP2>-\$D(^42;B#&HJE6P|<-L<8,*"\$C8L8/H5=3|;#
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Z^;J">ERLS0;1_D"RCJKWJO&A|(DO^:/^)_M|)V#D7P.-L*VGV#"0B28(?ZD%G|"BG|
IT)-Y)T;K%6=,C_?DRP>6JO="JZ^"4=9B_M8I("5%J(13.3TEA?HFKXMJ?E%I
2HMQ**9.6H,L_L|X\$Z>_6989^/8NEYX_MSNC@58M:9XA%,U5NK+;#;Q0M+QM-6>>'@T:."
<6K;|.;>8_\$!O_L=82(I%,B100_MZ|+F|Y,>|N\IC^DB882?6&NH().|ON>
<._|A+*9+J0!ND+5|2#13OL8"NZ@>_M&*99CPAPVOK'IVZKWAJMB|_52E
=,;,-3\$EC+%W86=XPOE2=FJZ8ML%Z;"9T_MH?KUJ;5*&&>=DW'+,S\?
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MAE@T|_-18TH|V)2>FL:3?|4D4JKWTWX2YIQ%,3S%AZN0300J+4"EA5@T,V&-MJ?
7ZB>%Y46H-)"|)J9H|8;>UV|<8C|3.L,^!W^-83H-898M%,E1L|ZSUA9RWG3##.60!!
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IHJR)I/KGM_13NEK54C4?_M_V|0J|=EI-O_@59;9NB|JLY6"|WS_|FOS7*B0&D*E\$|+
MODW|^+!@>J)@TA1,+AUAVA1,+QUAUA3,#@IN1R<*,IJ"FTM'N&T*,B|=AGE3
M,+|T!'GTLN9&ERZ%_+JR+U|;LOJEH_6|^Q4R+9BCC>2CEQ%"R
MY&6;JF0M,U#^M!3;XKKQ^?J;7^H%R|(ZZ?GZOWSBR_(@_NJ_7VNO*4EY7W
MBR(4/Z?;=)H|L.DC)1)SPQ|S|=W'VMRN5|N=)3KHK+U73Q3E)N|^5R3|DF
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%^N&JVH0NTORW|.K^KW^69Z/_Z^0F|H^I*8^HQ-
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W+4"^+A:)V23F_/>L_9=|73P2|TDL(+&0Q"(2BR&L|QTDcuZ_
MA.I30@5O_(^+1;ZKWGC+9A)W|>-F|CZ=8-J*JHJ*:CFH%J)JH9J&:CFM-H
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6>Z2;*3)D92Q,U;(IDD5|81?1/E*TIPO55%33E..;_0302CV>KG|7
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MID)B*HEI)*:3F\$%B)HE9)&:3F\$-B+HEY).9?_@KW>L!/9#@Z_1T.R\$%#\$HM(
M+":QA,12\$LM(+ "77W9;8NA#_>/E#P4RU\TB3F\$1B,HDI)*:2F\$9B^BLV*GW\$CGK#\TF2
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M):B6HEJ&:OE>.SD\VIU,+!Z3\$!O"KVVX'ANI=F7U->%J%IG#**GHOH:VOH7
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IG8_?# J|WVLFMR|]\$M0C58E1+4"U%M0S5[>Z|<5; M%|>3K
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(C0MA'=.T9T?7V6._OV6"PVV|WCNX?G^UUQ5NE2J.6|,+MF|QEMU\$(U
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M'HJ72%|^..KG5|5O70-7#-ZYD=)|>:(%6Q:B3?G|X?E=,#QW51|4 U4)4BU
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L+EBMSNI:X.:)=)34(U&=445%-134,U'=4,5#-1S4(U&|6< MO5;.WU&O/Q@-
SU>IR5&|BE&|TV&O.|A8IB: '#5 M1+4(U6)42U M1;4,U7)4
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MM)_WSSH#3W;09#J-^KF>\$4|P%|-134-U714,U#-1#4+U6Q4OOH/+;Z;_'V M,%N|Y&5-
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1"M1C5\$E1+42U#M1S5Q(4;9OJQT*O7GVAUTDK2-W!;K33 M"|4D5)-134\$U%=4T5-
-1S4 U\$|4L5+-1S4\$U%|45/-|EQ5?W6&O/QY-SB_2 M&E_LJ?7|W>EXHKO,KMFXOE
MIA">9M|FVS|4|C:;WH5J\$JK)J*:@FHIJ&JKIJ&:@FHEJ%JK9J.:@FHMJ|JKY
MOL'&_VSD_"SU 1PU1+4*U&-425\$M1+4.U'-7\$AM1MF^K'LK!>?5E86*P>
M7^)|+B^L)JM"YLPKPU/?A4|Y_=DE=!!95134\$U%-0W5=%0SKGOK3710
M"|5L5'-0S44U#|5|5 NN^X<4HH-&J!:C6H)J*:IEJ):CFMB0CRWSMWAL%.O7
M%X|HSU_AOEC?K>9/NV/A51E<|IR:P:@FH9J.:@JJJ:BFH9J.:D;#O|O%4GA<
MK@IA|V6V\$K#_L|/G#SI?A?KS<|%3XM5Y_G7XN%L%D*PMAMMFLYA^?-|OC
M1;LO+9;+OS_-OJV6#P_"W7*|J3J+PT2_'PO5;%1S4,U%-0_5?%0+4"U\$M0C5
M8E1+4"U%M0S5|GI5=UQ|_K7WSQ)0!O04\$U&-075
M5%334\$W?:^4=IZL;>QOHJ":J6:AFHYJ#;BZJ>:CFHUJ :B&J1:@6HUJ":BFJ
M9:B6HYK8\$+5MH|QWC/+ZIK3=33J\$Q|GF>37??|/N9YQJ/\$>|T%|-0C49U114
M4U%-0S6|_9_9W7NA-WDG"+U.KU>YGX_6GZ&:A6HVJCFHYJ*:AVH^J@6H%J):
MA&HQB6HEJ):AFHYJHD-0=PVZ(|5:OWZ*C5WM7R7P_R5*8|V|J&:
MA&HRJBFHJJ*:AFKZ7BOOM0|V=XT8GN^UHVUHJ&:AFHUJ#JJYJ.:AFHJJ:J%
MJ!:A6HOJ":JEJ):A6HYJ8D/8M@WS8|/:|F%=F&OK|?/+U>>|10|;/5;K;8O)
|UOHOTRC0G.W1^ M1C4)U6144U!-|5^6'4U|_?Y9W91VW=/TBJ<-
NI|/8'H>P&BC&JI9J&:CFH-J M+JHYJ.:C6H|J(:I%J!:C6H)J*:IEJ):CFM@0D&T#^_
CHUJJO='N|G'R|:WYY M+4|!E:OE6Z-5:CU|LVQC-|H9|UT|:(|N?ZA<|P5W2H-U?2*[|]
<| VC M!6M|;7+R\$WM_=BS=0L>T4,4"U&M0354E3+4"U' M-;\$AVMI&Y|\$VK5|?
FQ80^V:;^<-||ZTR'=&RM+W6|99^93KO)Z.SNED)'57> M:|/30<^#KWK3SO?X5'33-
%33W_KQ|L|#&&TD>V/4|^5D"QW51C4'U5O4|U#- M1|4 U4)4BU M1K4\$U5)4RU
M1S6Q("I|612&LWCK) M&BTK0S4)U>2J=O.YW^F-1N?1^L83A|S;\$4KQE!-?
^.;Z|;&Y^&*MH>|6Q_ MT#|/5|08#-4<5'-1S4,U'|4"5
M1+4*U&-425\$M1+4.U'-7\$AO1KFZ|^K!^ M?7W8|V74Y?-FO9DM|N>+S|+V_X3B|V)U-
U^_%#|4W:JCWK|Y? \$E-0C49U92|M=GI?
P:'Y9;PJJB&:CJJ&:AFHHUW9MEHX,ZJ.:BFH=J/JH%J!;B6H1J.:HE
MJ):B6H9J.:J)#1';L('QP:R07V3T|/5C<=" ?
SK_/|8IO7>5|MW#;+W>_L7VV;_M<|JTN0'NS7244U"-1G5%%1344U# M-
1W5#%0S4TZ(:GZ\$:C&J):B6
MHEJ&:CFJB0VIW#;UCU5B@_HJ,>GWI^)^NLTWR3;%ZK\$QQM\$H,U214DU%-.?BY
M#X1OQ6RU%J:;2=9B|Z5J J6B&Z2AFHYJ:JJ9J&:AFHUJ#JJYJ.:AFHJJ:J%

MJ!A6HQJ".JEJ):A6HYJ8D,*MTWYWC'EZ^N?E-E\(?SU8;E>_TUXN<7F9K[X_M_#Q??
WDL%IO=GOUL;R.N9Z|^T1XO\IMK)S<^'_>YD>'8FIXP.JZ":BFH:
MJNFH9J":B6H6JMFHYJ":BVH>JOFH%E1\|R|.YX.1^>?#R\$Z;H1J;:HEJ):B M6H9J;:J)?
G:-K^/Y6&#^O*P8+=N_O>/L_5V1_UN^;Bf0?;K0?F7P^>?BY<8
M_CM=7U|_IRGV;>7+|_fZWNWPG+ESN*K-|=5N1W-_I|'ZVFB_O:U?FZS?M MYBD
VDJVUQH65&5T4_755%334\$U'-0/53%2S4,U&-0?57%3S4,U'M>"Z#X<0
M'31"M1C5\$E1+42U#M1S5Q(9T;IO^Qf:QHPWN M=|+7V<-
S\4Y8%+^|/J\$ZPFOIFR.:%/A&Y?C&H)
MJJ6HEJ%:CFIB0X*V3>ACB|B@OD7LY2X>|W(IZ%I8%0^SSUC|JB@OGO,W>Y*W|V?
9@_"|O|7Q6R| MN_OV_L%;5XG7DS>G-
EHZAFKR7CLM7SGK>U'0(554TU!-1S4#U4Q4LU#-1C4' MU5Q4U#-1|4 U4)4BU
M1K4\$U5)4RU M1S6Q(7K;1ONQ&VU0WXUV=L;;>O90_M|_YSFZW7Q7;??'=E^LM#8?(X-
)NO7A;*[|L_5I_?:(.=JFAFH1J,JHJ*:B MFH9J,JH9J&:BFH5J-JHYJ.:BFH=J/JH%>ZV5-
|M3B>#_N3|*#O:|X9J;:HE MJ):B6H9J;:J)?<'<-OB//6^#^IXW=
|6|*XK|M?IM7Q|N=7F|DRX7?_WYN/ MR*;-<*@FH9J;:@JJJ:BFH9J;:@JF:AFH9J-
:@ZJN7OMY\$YLP|/Q=Q>FU&K
MKA|W*2BHV/*#0_1'U>\$:C&J):B6HEJ&:CFJB0VAVC:TC_5Q@_KZ.'F^>%DY M_U14'W-
'R^%034(U&=445%-134,U'=4,5#-1S4(UNXU6%44.;D4Y TNR_:Z MG4%O<%9=
|f%_YO&#_O),S0";3.??B:C*TZ0W58E1+4"U%M0S5F/UKZAFH9J"JJJ*:AFHYJ:JJ9J&;M
MM=/CPZ_G=VW!1W70347U3Q4\U\$M0+40U2)4BU\$M0;44U3)4RU%:-;\$C>MLE^
M|(8;UG?#_:1:GT_?3WGG&H|5NJ.:BFH=J/JH%J!:B6H1J;:HE MJ):B6H9J;:J)?1G<-
N./#7#;AW49WWSS\GK@YB@G-0G59%134\$U%-0W5=%0S M4,U\$-005;%1S4,U%-0_5?
%0+|EJW6YJ?==YWN|.S0HH0'39"M1C5\$E1+42U# MM1S5Q(:P;1OFQ|*X87U9G#7|O?
GT.|0;#M4D5)-134\$U%=4T5--1S4 U\$|4L
M5+-1S4\$U%|4|5/-1+4"U\$-4B5(M1+4&U%-4R5,M136S(Y+:9?VR:&|6W6"G
MWZ\$MP|5)%2344U!-175-%334BP\$:K%J):@6HJ|&:KEJ"8VA&W;:#_6T0WKZ^C|?5&L
MNRN*K5^G1Y0I4\$U"-1G5%%1344U#-1W5#%0S4U
-5"5(M0+4:U!-525,M0+4R*|G;LYM!H/U6144U!-134-U714,U#-
M1#4+U6Q4<_9:N;CG|P|QW0JQAP-.F=|VC8P:H%J):A&HQJB6HEJ):AFHY MJHD-
=HVH'O'@*|OL9-G|Y40SQZ>BW>"MGAZWJS?"6;QM7@0^K4'ZNO9FT;,
M;:1#-1G5%%1344U#-1W5#%0S4C?KL@7JTZ@|5)%2344U!-175-%334XT_X^>-
N'C<B|6F;OEKH9N3G|0D5)/WVLG54<.+FG(%'51%-0W5|)(H?2^T
MOOB)&.BH)JH9J&;OM?(AZO&@VQF?_D<=;%#WND\$|=%"_8M#MF*/1V7L?H*:&
MJ!:A6HQJ2=7OUG_Z|4Y?|YIQ?-ZW<&H>|8LDJ%;EZ.:V!|&?<
=K_5%NM#8.U214DU%-0345U314TU'-0#43U2Q4LU'-0347
MU3Q4U\$M0+40U2)4BU\$M0;44U3)4RU%:-;CFML%_K(T;L;5Q(|0V#M4D5)-1
M34\$U%=4T5--1S4 U\$|4L5+-1S4\$U%|4|5/-1+4"U\$-4B5(M1+4&U%-4R5,M1
M310HC3_C|5QH_K:N%WHO|LUOKW>N|4R|M%Z.%234\$U&-0755%334\$U'-0/5
M3%2S4,T>79;-;OCWF38.3|:OG\$?K|L.5|F<*O_06?2.0>|JB=.->|QN>A? M^|0
7)>&U;%(MGY;:/>CEIWW+:NVMS^OAF-4K6E#-1G5%%1344U#-1W5#%0S40\3B^?-<
^J-1|WS-*W@IN/^8'@>H?/ZTW'H\OKLM V-%0+42U"M1C5-M\$E1+42U#M1S5Q(9
;|NXQ|JT47UE6O#29?|;|=|4:%Y/W1RQT\O9|JE=FR5T
M1!G5%%1344U#-1W5#%0S4|P:|_EMCHUD6H M%J-
:@FHIJF6HEJ;.V)"H;1|6\$DVKJD>SWK>|Y>/Q?WPOWS-K|_|^X>-E_->MOWN|
J=L"A^>WU"=8BC?66H)J&:C&H*JFHJ|&:CFH&JFH9J&:C6H,JKFH
MYJ&:CVK!7CNY|/\$Y=%>,U2+42U!M135,E3+44UL2.&V*=|HIGQ|KUDR6ZUF
MBTWMU5WUQ,U!CG:8H9J;:@JJJ:BFH9J;:@JF:AFH9J;:@ZJN:CFH9J;:@&J
MA:@6H5J;:@FJ|B6H5J;:F)#)K?_&.'V9CM;|NC'6:H)J&:C&H*JFHJ|&:
MCFH&JFH9J&:C6H,JKFHYJ&:CVH|JH6H%J%:C&H)JH6HEJ%:CFJB2'&G^7_L M,-L^K-
OGMY|WN_J|J)>|W|7PN;I?#TO+K|_ELW+,S7RC=|4A-0C49U114
M4U%-0S4=U0Q4,U'-0C4;U1Q4:CFHUJ_:B&J1:@6 MHUJ":BFJ9:B6CR|+&B?
3S03B(|_HN!N?"RX&|<7W/V9=7RT|P|5)%2344U! M-175-%334*
|<&C3J|_TY#*4%'35\$M M0|4^;UQLUQCE;CH9J;:@JJJ:BFH9J;:@J MF:AFH9J-
:@ZJN:CFH9J;:@&JA:@6H5H|N2P!|/8|QPMR\$.U#-5R5!;|K9M MGO>.->5Y?
D%= _DKWPAW!-@U|J&#?G/=J@AVHRJBFHJ*:AFHJZAFH9J*:A6HV
MJCFHYJ*:AVH^J@6H%J):A&HQJB6HEJ):AFHYJHD-H=UV4G|LT)NP#7H3M\$\$/
MU214DU%-0345U314TU'-0#43U2Q4LU'-0347U3Q4U\$M0+40U2)4BU\$M0;44
MU3)4RU%-%"GN-/^/#7K;AW4'!?!\$>??U|LU3_5*34\$U&-0755%334\$U'-0/5

M3%2S4,U&-0?57%3S4,U'M0#50E2+4"U&M0354E3+4"W?:TWGW5.#GD;L3JO
MA_KSN7:XYXM#\U6144U!-134-U714,U#-1#4+U6Q4R=+^OU?S^|_IT_!J
MU_/1'CU4DU!-1C4%U514TU!-1S4#U4Q4LU#-1C4'U5Q4\U#-1\4 U4)4BU M
M1K4\$U5)4RU M1S6Q(:G;S@2./7H3MD=O@O;HH9J\$:C*J*:BFHJ&:CJJ&:AF
MHJ%:C.J.:CFHJ':CZJ!:@6HEJ\$:C&J):B6HEJ&:CFJB2+%G>:_L4=O4M^C
MJV<_JJ_>GNM?."D\YS=N!\$0L>444U!-175-%334,4"U&M0354E3+4"U'-;\$A6MM&I
I\$?:U+?CZC6V>@FHEJ
M%JK9J!:@FHMJ'JKYJ!:@6HAJ\$:K%J):@6HJ&:KEJ"8V!&K:P#XVV\$V!!KMZ
MX^:@OFQ1ZO6Z%T\$BH:/%:/V+P=5T\$%55--034UX,H/D1
=-4*U&-425\$M1+4.U'-7\$AH1LF\|J8P(W=,X|+K?Y^S^SS7RY M\$(K?
GXX%NGIO&:V50S4)U6144U!-134-U714,U#-1#4+U6Q4U-5"5(M0+4:U!-525,M0+4-
GSWLP7GY_GZR^/Q6*S.RO\OOBXJ0S06O?F\|8U"=5D
M5%-0344U#-5T5#-0S40U"\J5L5'-0S44U#|5\5 OVVME*V:C7/=-\3)T>-4"U&
MM0354E3+4"U'-;\$A@MM&-+6:5I?Z|9XNGC|ZV^.*
SJ%1I?)0#43U2Q4LU'-0347U3Q4\U\$M0+40U2)4BU\$M0;44U3)4RU%-M;
(C.MM%K&.:UM>QO32OS!K>KY97_HN4\M/5N#?S-L\$9|V%|!-0C5YKYU> M&34\U,-
K5>[9DCMFB?IZ'89J&:BFH5J-JHYJ.:BFH=J/JH%U_P3#|SA(U2+
M42U!M135,E3+44ULB+^V\7KL.)O6=JA\D(N72Z_F|Y5!BA::H9J\$:C*J*:BF
M|K7R8;:1H#>YR-RKGJ:CVV:@FHEJ%JK9J!:@FHMJ'JKYJ!:@6HAJ\$:K%J):@
M6HJ&:KEJ"8VQ&?;>#Y6D\$WK*|C|6Q>XV8O?%_L&:N|H
M|OBJ2:@FHYJ":BJJ::BFHYJ!:B:J6:AFHYJ#:BZJ>:CFHUJPUT|WO"_6G-&*
M,E2+42U!M135,E3+44ULB-ZVT7ZL*)O65Y2|MA>KY|GB|M"N%NN-VMA53QL
M0_U^NT.^VGRKS':TM@S5)%2344U!-175-%334%?-|JSG,1R,LLI+*>RG,9R,LL9+&>R
MG,5R-LLY+.>RG,=R/LL%|^YDZ6K8|9V=N|FRPT8L%|G1_C:6
MDUE.83F5Y326TUG.8#F3Y2R6LUG.83F7Y3R6\UDN8+F0Y2*6BUDN8;F4Y3*6
MRUE.:KVUK.'?FGV%I<0|U?_!A4P.T#H|E9)936\$YE.8WE=)8S6,YD.8OE
M;)9S6,YE.8_E?)8+6"YDN8CE8I9+6"YEN8SE1B5)@|C>\$4!KSG,%R)LM9 M+&>SG,-
R+LMY+.>S7'#E)T_ (#ANQ7,QR"Q7,YR8E.|M@|P4LM@M|YE M4'S^+S>""|+|^XJ^7C?
+U>KK|MUP3JCO_7P|>G.LE)+>SG,)R*LMI+*>S MG,%R)LM9+&>SG,-
R+LMY+.>S7,!R(S7,)R*SG-B4X*WG"+W2
M'""Q_OL@6\$"">QG,QR"LN|+*>QG,YR!LN9+&>QG,UR#LNY+.>QG,|R
Q7,QR"Q7,YRHHAY9U.#4@%AM|:J'1WX8^SAUW34/5|@&T=W/E MTH|OL-/I7"P
L'6""*>PG,IR&LOI+&>PG,ER%LO9+.>PG,MR'LOY+!=<^S7,)R*SG-B4KZT3O-
03N'U'I>W7V9K8N&A?
U: ^Q9<'UPLK_6WOUX7L4Z.*K.Y@.5"EHM8+F:YA.52ELM8+F5TEC-8 MSF0YB^5LEG-
8SF4YC^5|E@M8+F2YB.5BEDM8+F6YC.5REA.; KAUQ)>J^+KU M57SE\$I_%RYGZ3|
OL^V?JN.>|>1#.8GEY-7WJ?K=!=|M.SG7PHI|&U6;&I#G&V;F_/G7SF|C|CB|5VMD8/
MY1264UE.8SF=Y0R6,UG.8CF,Y1R6<,>6XZ&| M^M(|\76/?;:9+Q="|?
M3L5A7'WBO=VZ.>I236\$YF.87E5);36\$YG.8/E3):S M6,YF.8?E7);S6,YGN>#-
:R|A>RP\$P7,IR&:|%!.8CGYP(WJ?|<5=EB5Y326TUG.8#F3Y2R6LUG.83F7
MY3R6\UDN8+F0Y2*6BUDN8;F4Y3*6RUE.; KAUC'?*|5|:5|.!WDV7PE?9P_/MA?!8S-
:/J^*Q>&,AOEZZ/>W9_TUX.82_F2|^A_77W:AO|M8_K|X^\$;XLTUV*">QG,QR"LN|
M+*>QG,YR!LN9+&>QG,UR#LNY+.>QG,|RP8\$K'^T;#\$;=P<41?;:P#N5BEDM8
M+F6YC.5REA.;HKEU^)<*|H:/Z|+|I<)^OEA05L|O<7_WK>6_^8%|_7D
M|:%//SFHRG(:R^DL9|'R_DL%|!<MR'(1R|4LE|!K|!YO9S=?KY^+^J\$9TOO4\$YB M.?
G G5|P?1'Q.:T=RFDLI|:|7QSS;BH9S\$O6=>|)|7+Q.:?BC6/X M;
L>RDDL)Q^XX/Q9'21|6P-'LH+*>SG,%R)LM9+&>SG,-R+LMY+.>S M7,!R(S7,)R*SG-
B4P*TSOM26UZMORS.7B|_&|&_\$Y35QG'S@RL?S+W?FV:X|E--83FY
M@.5"EHM8+F:YA.52ELM8+FK-
Z_38GKT|=W+KY|&H>UZ8BXXJLYS"2SGLUQPX\$:U'SPA.VK\$CVA?">;UY/T?
K&*W1WI_ZLRU.OEFT,=Y226DUE.83F5Y326
MTUG.8#F3Y2R6LUG.83F7Y3R6\UDN8+F0Y2*6BUDN8;F4Y3*6RUE.;(KPUI.\$
M40%>_|7SI_&)"XLMW=/Q|K%WXQMT|0M\$WQN'YC:L"V*&|&ZFFZ|+X6DUORMV?
3V_S5:KV6*S%OX0_B+|6'?WG7KZ|ED" MV|Z'4TEM-9SF YD^4LEK-9SF\$YE^4|EO-
9+F"YD.4B MEHM9+F&YE.4RELM93FQ*YM;97ZKNZ|=7|VF+3;&5-
V|W|=0#MR<|6|&'V>_47\$LY5|**>QG,YR!LN9+&>QG,UR M#LNY+.>QG,|R
Q7,QR"Q7,YR8E, MX|X4B5?O|Z2KWRAWS47 M|H\$-?2@GL9S,<@K+J2RGL9S.
<@;+F2QGL9S-<@|+N2SGL9S/<@'+A2P7L5S, M<@G+I2R7L5S.>&)1Z_/JO!4+2SGLUS

O M; Z3UIOYX\O=>C[-YBOAZ^SA^8T3-A^/Y236\$YF.87E5);36\$YG.8/E3):S M6,YF.8?
E7);S6,YGN># E5<(N|WN9#P|P)\$QXU8+F:YA.52ELM8+F4R@-'>W|+7_)FB_FC|[-
*P=L1R#*22PGLYS"2SGLUS S7,)R*S MG-B4W*WG|J5RPD%|.>&?7828_7|%
(@3;:XAR\$LO)+*>PG,IR&LOI+&>PG,ER
M%LO9+.>PG,MR'LOY+!>P7,AR\$P7,IR&54EM-83FY@.5"EHM8+F:Y
MA.52ELM8+F* @OBRQ8IG"7/LPV\X?YYEO#
M&@1;HHAR\$LO)+*>PG,IR&LOI+&>PG,ER%LO9+.>PG,MR'LOY+!>P7,AR\$P7,IR&|L:E!
MEC1|V)_N|9FBWMA-? |9?MP^;Q9;|9_GB|^"X^EHPSSW5&&ZOD"6|F(44EE-
93F,YG>4,EC-9SF(YF^4R_DL%|!SG,)R*LMI+*>SG,%R)LM9+&>,I3*%8?UI6?
M\L0U'4KU6W'Y(!M6D0YF>44EE-93F,YG>4,EC-9SF(YF^4R_DL%
|!8*L:44YB.9GE%)9364YC.9WE#)8S6.1#/<@'+A2P7L5S,<@G+I2R7L5S.>')0* M%H?
U/6<5"Q'^?/VK(*^*8ON%3;\$==B/XLTW1L-+UBFBG,1R,LLI+*>RG,9R
M.LL9+&>RG,5R-LLY+.>RG,=R/LL%+!>R7,1R,R7,9R.>L90 M*E4<3N&5!K9\$\$>4DEI-
93F\$YE>4TEM-9SF YD^4LEK-9SF\$YE^4\EO-9+F"Y
MD.4BEHM9+F&YE.4RELM93A0Q|W1J,"J5*(YJNYB@H3Z06Z>+Z"&HON2PQ3K GZA-
JM^8VR.>+4-\$.9GE%)93 M64YC.9WE#)8S6RG,9R.LL9+&>RG,5R-LLY+.>RG,=R
M/LL%+!>R7,1R,R7,9R.NBZA_F6W
M3S/8=D:4DUE.83F5Y326TUG.8#F3Y2R6LP_!BD8&M7;QN6(!=UF>Y
M@.5"EHM8+F:YA.52ELM8+FPG,IR&LOI+&>PG,ER%LO9+.>P
MG,MR'LOY+!>P7,AR\$P7,IR&*F'3R|O>&|%|,UF:!
M|5DN8+F0Y2*6BUDN8;F4Y3*6RUE,;(KMUA.#4GGBJ+|7|_+Y_6FF-T+07'W
MO)IOYL5:,V?&I84V-)#E)-83F8YA>54EM-
83FY@.5"EHM8+F:YA.52ELM8+FL/^|V@|,0.*|_T+;/88>VJ8;N3|Y/SU\$1'=:|;U6-|:|;M-
6!'#5DN8KF8Y1*62UDN8|F#WJ^Q6LTU1':%LA=^>
MFY9^(SOON^<|J.B@,LLI+*>RG,9R.LL9+&>RG,5R-LLY+.>RG,=R/LL%5WWN
MA.R@\$P7,IR&#_OV'K8C03R
MHGG|?|6YSC;MX=R\$LO)+*>PG,IR&LOI+&>PG,ER%LO9+.>PG'O@R@>(^H-A MH.YV
MGF_2N'#=@QPU9+F*YF.42EDM9+F.YG.7\$HQMKG>:ECKQQ?7V=M-|,M'|>
|X/?"HE\|7R=|3R_L3O.|MFAG,1R,LLI+*>RG,9R.LL9+&>RG,5R-LLY M+.<>N/(:
|W0Z'%Q<:H8.ZU|Y;,.&|)|B|KOENO-&^O3M>#M:4YR\$LO)+*>P
MG,IR&LOI+&>PG,ER%LO9+.>PG'O@3L|8ZO.&| #CABP7L5S;
M<@G+I2R7L5S.=LCQS*22PGLYS"1N9|;#"_.8&,.XO;<
MJ&%N#!;"ZOB_OGN94|OA!F|_?SW>/9@_TF|_OOG0W>YIO9@_5*<|6M*&<
MQ'(RRRDLI*Q7,QR"Q7,YR8E.ZML|O4OG:N+Y|?M9Z,703|5B76SWN#^<18;
MV|B&M+_66C>M|RW8|H|N|VI2J+N_G36X?"V7XRE)-83F8YA>54 MEM-
83F)GA;)-9U<"#SJ1S/K#'#NQ7#CSM#<<5 M5X21 X=)J?9L4E|)|M|=K9Z+W6+UZI'Q
MRGRN-V|.9Y236\$YF.87E5);36\$YG.8/E3):S6,X^<.6TZ@|GD|XNCX>BP;M6P MP|H?)'-
Z+!^U;|JZ6|ZN5R-CANR7,1R,R7,9R.2SGLUS_1_6R3&LI+*>SG,%R)LM9 M+&>SG,-
R+LMY+.>S7,!R(S7,)R*SG-B4S*VSO|3*-JEO98N7 M#|/-VY=
|U|_Z|GAGN|A03CYP|P7*DXM|9RO64\$YC.9WE#)8S6.Z?/?GZU^%3ZNB M>/OV)_7"
|IE/NVST)^4YO-+K(>7)@E>4TEM-9SF YD^4LEK-9SF\$Y ME^4\EO-
9+F"YD.4BEHM9+F&YE.4RELM93FQ*X=8Y7RIRF|07N6GK|?-L<7;S MT-?
C|O7WYZYW;T|_MM-Y>0#5UZ|'_6&%|G|K2AG,9R.LL9+&>RG,5R-LLY
M+.>RG,=R/LL%+!>R7,1R,R7,9R.;TI9O="4-P|K^;|^7:GWS1_\$GZQBL>/Q>J_A#^\$UWA/-
O./M#X5@+|>3@L/?5<|)V XZE)-83F8YA>54EM-
83FY@.5"EHM8+F:YA.52ELM8+F4TEM-9SF YD^4LEK-9 MSF\$YE^4\EO-
9+F"YD.4BEHM9+F&YE.4RELM93A0Q|VOJ4&K/F|2WYUUIP_9Z MY_8I
5NAAW(RRRDLI*MI|H+|%|+79?AOEM77V MI
<|_-08YR\$LO)+*>PG,IR&LOI+&>PG,ER%LO9!^ZD:Z^S^<^<|;|=U|UV7(|=MU|H|VW(=-
V2YB.5BEDM8+F6YC.5REA;XK-U0)?;|J;U;7MF|7GV(PJWCA% MO_|5M|&5=G-5NQ=M-
VS #ANR7,1R,R7,9R.BN|H|?E_7;7I7AS=;D(=R
M\$LO)+*>PG,IR&LOI+&>PG,ER%LO9+.>PG'O@3BJCNY7IS9;D73ENP(X;LES\$ M5D
MEE-83F4YC>5TEC-8SF0YB^7L W=Z>:>@5W5PG&W#VW.CIH\$|=F#_ZH\$#=N"0
MY2*6BUDN8;F4Y3*6RUE,;(K0UB%=ZK#;/KYJ|OX_:E8K(N7&|_-7AW0M='M(
MDYS\$S3TNYV*,|0@?VK|P|8
M@4.6BU@N9KF\$Y5*6RU@N9SFQ*6=;)WFH6Y:WU)WQ87JO4ZO=W*U^K|7|_O/
MKQ>MK^NO6J?-/;T9ZOL4\$YF.87E5);36\$YG.8/E3):S6,YF.8?E7);S6,YG
MN8#E0I: +6"YFN83E4I; +6"YG,;\$IY5O/(TJ==|/72AWLJO4I6W*%|-Z|OP|.?= 8*3&OS-

4GAZ7MUJF:V+^B|>OKV6<+X|OR;X>2L M:U9B1Y593F\$YE>4TEM-9SF Y
H 3Q8|JLUR#LNY+.>QG,IRP77_ \$)VU(CE M8I9+6"YEN8SEFM2TV'Z3?
B|7=?>O+KS>>+Z=VXZWGZ^G; MTWIR>>[1Z"*KV7XYE%-83F4YC>5TEC-
8SKSF7Y/%CFFSG,-R+LMY+.>S7'#- MVQ^R8T8L%|_-^"WX*WIMWD:T';D|CM@0.
MY6264UA./7"G|'OGG|Z:%<|2VL54 MEM-83FYX,"5=|&G07|_?"^='39BN9CE\$|9+
M62YCN9SEQ*8D;IWUW5+6U_?(EB5)@FOI3K4N?,'#YL:H
UV+">SG,)R*LMI+*>SG,%R)LM9+&>S MG,-
R+LMY+.>S7,!R(S7,)R*SG"ABWMG4H%^:&M2WX;G?B_ ^
MSAYFB|LW%@HN2|H&57=T^+EAN-NC'BVY8SF%Y526TUA.9SF#Y4R6LUC.9CF'
MY5R6|UC.9|F Y4*6BU@N9KF\$Y5*6RU@N9SFQ*8A;1_V@%/6#VJC_\$Y?>'>C3
M>RZ.>Z/+_*_=AMOSG^1DEE-83F4YC>5TEC-8SF0YB^5LEG-8SF4YC^5|E@M8
M+F2YB.5BEDM8+F6YC.5REA;TKEU_@|+^5_?Q/RRDLH*E_*|OR7LY|>^6-^MYD^;
M^7)1G?3UQN9+(8@/F^5)6?^NI5^8KT^F%//%JDFOAQ-VQOGNEH^/RX6PWBSO M?
A5F&V&V/P3Q5*Q>GR44_T|>|@M1^R&>%C^|KL|=?YWX2_="?O)YUWV1?;M/TPI_V?
W|=V3-E|6Q>M3U|OO:S9_^;,\$B>BN#W_?'0J;U>Q^OOB|=MOZ|V(
MR|5AA.ULY^7ZB/O9IG@G;+^U4_YG?5JJ*-S9,K\$>R||CJ/^K)|N-JN^/^V MF?N?
Q|OWN_@F;./Q>OW_FG^>W%/ /CS^@T>?Q:OJT^A)&N@);.364YA.97E M-);36T MGEE-
2C.K^D+ #GXO5_.ML_ ^ZG8|,9Q_G#_-/M^K9545#6-6-
/W|N&/'VM\$SG,)R*LMI+*>SG,%R)LM9 M+&>SG,-R+LMY+.>S7,!R(S7,)R*SG-
B4P&TSOELJ4.S6%R@F MK^=%"O?
7|MEW+XO%WMBSKQ_YYM1'.9GE%)9364YC.9WE#)8S6Q^ ^'XPNT|H M1\$0YF>44EE-
93F,YG>4,EC-9SF(YF^454EM-83FY@.5"EHM8
M+F:YA.52ELM8+F>)|JQ+N4OV2/W,EL)Z_OC|_-L5,0BSO>SAVWK^
MTES0&W;>=3H=8;X|5B|_NZ|:NA_77XIB|_-L_ OPS|=B|;GXJ7AXV#4P/"^V
MV|'KA/C^56%5?-IN:~?R^6.V>L/W|3|OEYO""W0" M+5>_OOS8/OP_4\$!#!!0 (
*HR35K3Z?9P\$ 8_-I 9>&PO=V|R M;W-H965T 8V5;
M@:8+&FQ|*/J@2+0M5!)=DHH;8#| ^U(|ECWAYS|4YW1+Z MC:TQYN!'%;L9K#F?'.M:
|AD_!:LW3|FTVW;@K M_(CYWYL'*NZT\$|L4/(ARS@,2 XN7-8 ZO|PPC-
CHB'&*/|Q"N^'C&"QR&*9(8Q_<="=%#Z3_WWKW?HOV>3%Y-YD/!S MX//US<->
|OW23DG|CV3UQ,R\$KQ/!R|/#_8%GWU? 2QDE4&(L11\$&YL
M2LD6T+2W0\$LO,08S:1%7\$*<+Y9%3|300=GSV*%:>GX08D"7X|%+JQIR!>?KV M
OX"WCB8NT'(WH)WX!>@;9V*693C00/J;WF%5YN5RWF@W|ULD17S\$FR\$PI"N
=&2V#4AN|F|/F;/,W&@Q=TXW M1Y+9&.5;-#(LP.O?-'?
|G'TA.G7MEF2HY5@CF*P&H<6R7'EG1Y?DS219EN,=O= M0A4YBW\$W|H-X=25V^M"-
/=Q&: X|RH#3I/<|@|:IZ_I4>|ZG2NJ_+U6*P&I4 MC4JJ1O)(SC*;6(ON,Z8B4PA
U,08!AL:..#AJWWB9+SE7NP|WI Q1 W6I\$/ MRYHBL!HKXY*U<3_6PF
I808%NY2|/9DSN0|\$,C@ 3>"/|+VU)<\$:P 1\$>2X; M=P\$Y4J
SN;1++NV+@G65MK4F|5LIBX3>PH>ODK**_SLYPP(
MAY;99.6PVV%J<->1C/I<35'&"3A'\$4CTLA^@KUI2B.:K0ZO15Y00T7E\$40Z65
MAU(T1Q5:G>BJ^(!2W7W1+F:>N(L=|C/'M@&; 708;82L/;3Z#"OI#^7:7|GN M9+5N.|
YV|NAC4|WLCIE6RAWVE.YGB5"YDH|:(A|JR#TG:%PGJ
M+5!U9BMU#^7*^9(H422E"SK')RJ"PW|UF*L344ES*-?FRH))I<)>%&A'0M-I
MZ58/S3HIE<:&/47V>7&G4ALOE*(Y1P@P=Y4IW 4?&AT+/E0);729T-XMP=;"
M18|=EU6E: XZE/?OD&U9XTG|BD25(D<*%F0|>DTYCY3*>:5HCBJT.M&5
MG\$>7R7G)5SORY-ZL'JIY>Z)/&AFYI1<:ZQ/8D#-W1V;|!7Z5L5>5"DAAJ2"C M4N6O
0MT6%%>V@WJ6SI90ZM<9-).0-'F*Q*\$711*2+C3FGY<6285BY<6@-9
M;KF3//9.171^*7|W|.D(Y56-@H|!'&8MN8OE)-8GK24EB=*T1Q5:'5"JUH'
MV: ^9M)16/\$K1'%5H=.*K^@G)RX=+DI;2HJE JU77:(Q&S>I:E=?Z48NJ(#+D M!9&J-
"5WT_M AGY*FE+ELTY=51@9/0NCD_.2'+@W6?)AFMUY2=4XZ@2FQ5&|
M9>_DC_SHC|A??^2T_03\$7QG"0>R%B8|!7Q.Q,@MF@4A'8BL%6-)^D5(&O3I
M_3Q9B0HK.XT\$'BB)Q-'7|!'PINGO?)1:GL'SB),5|E)/P8|DL0/Q92MI:G M">?
9&I&^P)>W|&6=@==W|7UGQOB@='^Q-@=6-2J(>7">|=N@IB!D*|%,/3
MAV.APFA^@C"_X623'9%|(IR3*+M+XD@HGB)G50GN.<_0=02P,\$ M% @
JC)-6L^#)P5A! TA(!D!X;|W;W)K&ULK5A;.^(X%/XK5G:UFI5:\$N<&=
&I0&=VI.U.5=3.PV@>W.0 49.8 MM4UI_TZ3AIR,5GH|D(/=I0|S6
0*)D G/*QL19B.^ZCU5ID'>9DM"\$K6(|XV-PQ^6:6*&&40,HCFB(&R|%Q
MC:_FV,L:.,,RA.ES|G+UW!L6%E\$\$\$, @, @B'R|P@SC.D&0<_Q2@ M1CEFYEAMOZ-
5N0EF2?"84:C|U\$HUF-C8* 0EF0;BWNZ^Q,*0BK @,9<.)= M86L9*-

AR09/"64:01&G^)*^%\$!4'B:-WL L'N^G@'W!P"@>GZ>><'!+!U372/J)R4).I';Z)+=-J<
ML"@0\$**%H,\$\$S>D@CP=&G^!4#_QUIFH.@42Q:E_!A^>,6DB=@/Z7AK\A\$?\$T8
M!)\$I9+C9H&90A#;-0[,/A#9\$MS05:XYNTA!"C?^LVQ_:'0"FU*D4RWX7:VIW
M(BY@TT..=8%LRW9U_76/SR&0|EBY.QKW^?'N=@<;ITR|H_"<0VRRO%Q.Y:() MT8PFD-
5NSORIKJO=X2%Z,=?\$A)!%9#PG|KIYN_|M^O&S'>V*;T@_8T-
N61S8"QB3WW!|OO6'3MMS@LW/!%;3W2UU=[O0)W|OL|6A M%IQ<+A?HVVU9P0=
(P2E<7:JK*\$UE\$TU)3-(-=+KF^+|"SS;VEXGM|AT|,E^J M@FFLAKY?-
YIKC"S<+XUJ!+V2H=-)|+O;.:5LN7X!)@|/!\$7.)X'D_@3H.XD8
M>B3Q%M"=%\$J<"3G?,A!)5",>_T&G5G;RK9|HJ!!6H,U^J^GK5?LO:/3&N^
M)7|J,54RZX20KN73?U6(CS!;P&O\X03ET\$9P*KJ=4OU>J?-D=N7H\$%\$9?3
M0AXLT"E5OYWDGM|4JG/X4Y4Z\$UA-J4&IU_|_SRM9_BTA\$ENF73J#UM2ZQ+9G
M60W%.L,X5;\$S@=44&Y.*#<^Z_W2KUSF6G@G2G5|?P#DL|YG_:O)B:U|S6B>=
M8(^R'-00U0*H-O=LUVGNR#.=;:9|KS%'YSH|ISJ5ZXPJ53 ^ZY3I8(Q;N|P
M9S7/J<+*JOY!=I-K&PECOWJ:U|+VOPN0&_7L.HD+|&H.7.PXK92VS315
MREQG5BU3ZASWM2WN+.%_3N@1M)U6.KP>=INLVU...F6N;.:L7*G7:~|)(2'UM; M?
J@ (Z48_M6+|'>+2L5WL-;5HF|FN.SP@Q;X(Q2=6H2=4&-W0)^N@J3>MWJ!9
ME6K,=/'K/S93X"MU*4)1P'=IB+_ *UOVEA7|(!RFNL MR;|02P,\$% @JC)-6E%((3;:70
BEX'!D !X;:"JW;W)K&ULO-UM<|HH@N|Q|_TI5+USMF;JLFDC'@R|,ZFZ)WI^EB*-MA*;V!
<%*S(X-7L#HE/SX0|@")\$)@"7G^)_UBQIV&G!|V?%T&?|H?
KI/W_Y936|+QXGJ_>+IV*^~2|?%LO'R7KSK|NOOZR>_MEL7D;G>EQX=?
Y)N;P2^/D|G|YPI_WOU9L/SPY|7S^F\$V+X*EM'I^?)PL?_JK
M|;#X|2|_ =WX^_ \$T^WJ_WO|!+Q_ ^_#3Y6GPJULE3L-S|VR_?E;098S%?S19S
M:5E| ^_ ;G|T?=7K"||4'7=G=_O&XO_+F M%CS.YB_/_EM_ZDH7:'3>^4*|OX*XO?
8*P_T5AM=>8;2_PNC:*W1N#E^YFZNO\OV+??;5|K|V ME<.7NU|/G=N7|O*X00>N?
HKWCE|R3MG7_-7;|CAB|ZY^JO>.7S9.U=_W3N' M+WSGZJ|Y_"E|YQ|
L:NO7>7PQ>|40_KRJW|+ #UH^>JOOGSXZLMG7_W7;IC| M_2_|V5=_+I5#E|HN?K5?
_4'A'SXZLM7_XV7#UH^>JOOGSXZLM7?_7EPU=? MOOJK+Q^~^O+5?_EPU=?OOKO?
O?PU>|>_ =70'K|ZW;M_TG7WWC;#W:QMKO^)^HAF|VT&?UHO_ _JUMKG>^L.G|6+Z
MC_O%PUVO7/W|OPWESNU_2>K_/L_60TM_5(KU9:/PDKS)CB2_Y5K2>'|Y+W9MWDGPG
MS^~EF|M7KZ|47UTHINC=W97ER|<7:V_ ^J?BZ?N-OW1UK?|JXOCKYL;_?G2|
MX>I/R|JC&_57=R>;JW=>|/HYS6=^_.K5K2L^|_++U3L7KFY?|:GKR-NK=P:7 M_AXV=?-
:_|_KW"N.70-MX_UK7SC_ ^N^Z2S<^~^?N>WC%M|W^OE^Z>G3|C>|>_M^@'VK|WWY%|
|>GK|CXM+5|_ ^M9|VX^NO?NFO3|'-7YGNJY|Z:|_IK|TYT73 M3_K)O/HZ#3_J=|?
OU%R_X6?|HF^=/'KULR|: ?MC000%01J|^~^D7#3_O2EZAS MK\$G.|O?6TMUYW=?
NSW3Z_/_C|,%D7=Y*_OB^6TL?%X|RN|^_/_MD;SY=/%8
M2'|T%JO5GZ2_.YNK2^:Z>%S|HX4;_ |>78_4N'VO|(|A_KIXFT^(O/V^L"J6
MWXJ?/_S|OW4&-_|U*;_)3"\$QE<0T\$M-)S" QD|0L\$K-)S"\$QE|0|(\$O-)+""Q
MD,0B\$HM)+ "&QE,0R\$AN36\$YB0J_:FIP"C4Z!9J=-PU-0Z7G2G7K?NU.030^P
M:4J/B|FTVC|P(|U6J^=-A_JR6\$K3Q?Q;L=P|M|+XLO^W|>SS0R'=%9_7|Z35
M_61S8R|U|HKCM>U)*:0F\$IB&HGI)&:0F\$EB%HG9):.0F\$MB'HGY):.06\$AB
M\$8G%):.06/J"#7;8|JGZ;Q_DT>U
|O_YEV_E9G1^LE_+SS|VL*C|.K+TW(VG|Z>)|@^7&DPMT+;|D)A"
M8B|):22FDYA!8B:)621FDYA#8BZ)>23FOV#|4IAU>_U.=W2:9P%YS)#\$H@MW MH-
L9WMRJ MH1DET) 2:\$H)*J9.FL?@>_.8U#8/:9TNMP^OS;:K8J.OI56Q7C|L_N#7V?I>
MFI8>B+E42FKMMJ6\$Q!024TE,(S&=Q_P2,TG,
(C&:Q!P2@V|H2M#T'1|KVG%WW>2SFZTO/+UTJ0+5NVP)\$8@J)J22FD9A.8@:)F21F
MD9A-8@Z)N23FD9A_>_84P^U_|@PKCU8\$Y#%#\$H0_|T"OV^OT*=@_*G%|JV.WV
M;Sj5|V4N8+>WLERy6'H5@TN72P|OUCG=M0?|.5*AR_'SF)B?A:=TA4 V-
M%8'FBD"#15#)3F|GZR* M2|VAUFO;_4A,(3&5Q#02TTG,
(#&3Q*SAV0_K@=RO/GYNDX=T2,PE,8_?%!+
M2"PDL8C\$8A)+2"PEL8S\$QB26DYBH#|76Q>?|1U5'OI4'E9|5_DT|@<:=0/-
M4(%W4FE&WRO-J+;2J+|5R^EL56Q/3)EN_G=3;W9GV%XJ.|52VS)#8LH+-BQ_
M3W4Z|V|JO_FHY#&UT=EO-' +E>U@_O|CP|(|&>8M,\$K;.:|M-'LXA,??AMG2M\$04_Z5OG|
(4|^7|4 MK:8T>DRE^2^N0'^("PW23K*W<_J?
+=+3'5G9GS|NBR^3M;%|MR,Y6R^FDVE
M;Y.'YZ+|&_.E**YWVV8QJBFHJ|*:AFHZJAFH9J*:A6HVJCFHYJ*:AVK^7BO_M|E2IG
%ZP!#5(E2+FS|9"7K %-4R5!NC6HYJHB\$6Q<3EF/#3|#D)|CX\$UC^
MG?:=TLI;Y|HG4%Y>QBM|*U;.:|93G^=WFCY|>)O.+9:<6;5UV2\$U!-175-%33

M47/3JSPLDJ\$' M':-
:CFJB(3#;=R.48[-2L&\$IV+046%R>=B/YV(WDVFX4::K0U::MV1&H*JFHJ&:CFH&JFH9J
MYJ&: Q9-NEB,("BDH(B"800SGJ!:2MW)C(+&Z/W+44TT9&?JFH1R;&@*-C4%
M&YL"R\W3FG2VOIS)B73=VW[OMG(V#7IG3A\W9.R^/X4P7\J7LKECN*HJT+*;%[-NF
MN&O/LUTO)YOJ.GVUN\O>IG5WZ9W)=N^0*3Z\$A\$%/:R*:AJJZ:AFH)J):A:J
MV:CFH)J+:AZJ^:@6H%J:(A&JQ:B6H%J*:AFJC5\$M1S71\$*+M^Q+*?60Y-E,%
M&ZH"2J73OG1"W4S^*^JGB.M#O\^>O+4LOGWU].&-I?FGR^Z/7YXANRM6
MT^7LZ=4BA:J-MR;A\^)"WFO?J6;FK@^KJ8O2G49/H_GTM5S^5%_?>27^<
M::XS.9SM77Y!>:-TLMTC%2OY9ILMVPFFT_.T7EY;=?&^\$-G^YXLZV?/^W<M=)D?
K>J!:N;L/GCZ>;3.OFZNVSQ\O::WT<#9W-)F4V^SA>KJ6RZDE;/T_O-M;9JL+9J!
PXFV_=W<350O\.'AZDACO-B7SW.9E;O\DF<_6JW?2\B7'.>C.M\OLX>&GQ:~;+
J0DR_GM>.\O_C8&3I'C&H:JNFH9J":B6H6JMFHYJ":BVH>
MJOFH%J!:B&H1JL6HEJ!:BFH9JHU1+4"8OC:II;D>;MT^SX[M^QD.W
MD5%-0S4=U0Q4,U'-0C4;U1Q4568[-5,&&JL!2J;0A'=>5._7SRLIL64S7FSJTNKBA7'_MUC4
M75%&-175-%334J
M9S)7KPPWH800J*:@FHHJ&JKHJ&:@FHEJ%JK9J::@FHMJ'JKY>^VD\MUT!OU.
M=:T)'8A&M0C5XBL_(PEZU/0MVN57W::SZB6HYIHB+SVI0;EV_04;_0*~@,%
M%H*G\>8X%=VIWXK^6#[:;+O*J4L'OV[C5C.M])@YJHF&Z&S?
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M1XJH)J):A:JV:CFH)J+:AZJ^:@6H%J:(A&JQ:B6H%KZ%NWB*J?VT,FYUJ/A.MX+9?
+3SDS<J1332D8/O"@W)L_@HV_@6;@4*CN-/DU8^?VBR.MNI>>GS;_3:?
K6>3!^GI^?/#;+KI0E^*Y?%:JN'D.Y/H#4V)'1#'-445%/W.MVLD;Q=QT.W+[-DT=.
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MY^+PD;!V/^VGJ1&*R?)A5BRW.VD3:?
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)W7S"=E_VLM'FDXV=^I+5D_5^)GR>KS27+1J^C/YT=76S^TW+V.M=3;?
+J+=\OMO;U)\V^;_9:JMWB^GT>?N966\::LIO?EP^RG\O/A62'_H
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MU41#"++;N.RS'AJ!@4U"P,2BP'#SM. |<|HEH'KOX^G59?-WN M-JCC0'009?
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M:A:JV:CFH)J+:AZJ^:~@6H%J:(A&JQ:B6H%J*:MD5/U''Z!%S5!,-X=>^YZ<
M&WJ"83DV*~@66E:<|YSC\$?5L_Q/UI^W38ZZ_OK|HVZUZ#;G#OM?G:477E:J|! ME|5134U
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MS=Q<8""-'S:~;O|UG32;|RY??-N>AK|JZ,OSPX/TA|Z|3>MZM^E=TFPES1=K
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B=M+~;E>7ZWVM^%P|WV|M1O'35'?YD);%~GDYWUQF.H^>;#NIJV*3R/L_7N=7^O
MS)K7_ZU;8^_L0;5.9_NH6O4Q-?*H*JHJ*:CFH%J)JH9J&:CFH-J+JHYJ:~C
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AS8OD%)9364YC.9WE#)8S62SG MLUS W53.:A-PA HX0P4<
MHH)+T4IK*FVAR|6;GO_4WXKE=+8JI*?E;+KYWTV#VIU1=;DOL4OG**>PG,IR
M&LOI+&>PG,ER%LO9+.>PG,MR'LOY+!>P7,AR\$P7,IR&L-
27.L/WP_.^!"^8LQX;%2SGLUS
M@,-6<&E;:5ZE172Y=OGS@_E2|'^;P#2|K0H=4L#YMWZ_7/Y1L;|!Q>4 M37GZ-
MEM<|8^%UB/MWY\$"N44EE-93F,YG>4,EC-
9SF(YF^4;8K=|T6(|.&H%G+4"#EO!H6VE;)6FT+N= M'_E<8)?=1D54EM-
83FY@.5"EHM8+F:Y MA.52ELM8;LOR.H@%-4<#%:*4JE|?5N M_?BZ-
IDMI6^3A^="FMS|S_-J_5C,U^7-JLO-B=U?1SF%Y526TUA.9SF#Y4R6
MLUC.9CF'Y5R6\UC.9|F Y4*6BU@N9KF\$Y5*6RP| M^|Y\$<@K+J2RGL9S.
<@;+F2QGL9S-<@/+N2SGL9S/<@'+A2P7L5S,<@G+I2R7 ML=R8Y7*6\$TU)^X9NA7IPU
HX:P4?M:P.Y7|E| M4-G#:BRGLYS!2SGLUS XV-W
MTE%.83F5Y326TUG.8#F3Y2R6LUG.83F7Y3R6\UDN8+F0Y2*6BUDN8;F4Y3*6 M&|-
I6|^3_L:7_)\$KJ|!93F\$YE>4TEM-9SF YD^4L MEK-9SF\$YE^4|EO-
9+F"YD.4BEHM9+F&YE.6R W?RDC^Y,|SPHC|V.1WE1%.0 MOJ\$ZPGJ(!C5'
Y>EJ=>J7E|%|+Y?3|NR|?
|=1@O=RZ/Z&M@+-6P&\$KN+2MM*S2;'KOA|ZF|HC9=)136\$YE.8WE=)8S6,YD.8OE
M;)9S6,YE.8_E?)8+6"YDN8CE8I9+6"YEN8SEQBR7LYP0L |;/IZGXO_>4ME*6G3?5;:9?
4+ E2-Y726,UC.9#F+Y6R6_5KZ)_7#P^SE|.B_I2O-) ^MV
ETE%-83F4YC>5TEC.,7/GLA4%/'E9.7C"OO)S%WCR;Y1R62SGLUS W#VR,|U%
|/8&V>SG,-R+LMY+.>S7,!R(S7,)R*W#2"CAJ!9RU_@Y;P:5MI7F5ALE|M0.<;WD+O'JQ
M?;MBQ|?W7/F|F>3^|/Q<*94'.5TEC-8SF0YB^5LEG-8SKWNV|-CC^JS7,!R M(S7,)R*
|H7^|/8WRBD'|F1M=G#6;MA%;Y336;TZ//;: M<@'+A2P7L5S,<@G+I2R77?/-6:/E;.<;JY-
S0;>*.:/138@X-1<,EXVFSZ MI8WN?OU&|HO>WJ0>;5UQ4\$YA.97E-);36^58/M&|)
|)0VRJDLH&12|:D?OMX./B|FTJ?U8OJ/^M>PU4/M*Q"|>HUR*LMI+*>SG,%R
M)LM9+&>SG,-R+LMY+.>S7,!R(S7,)R*97VNS-+ OBZ54V05>?-G_V|O.TUWQ>?
WNY13P M5TZ0JCUB^_9%<@K+J2RGL9S.<@;+F2QGL9S-
<@/+N2SGL9Q_X.HOA;KMC#J| MRMMJ!>QQ0Y:++MV-@7P|J#R-
'5^|NZ//J_R|C_)I00*HIN!7+E@RMZ1|)Q MNX|A|?
EY2.1AG!4"3BK!!Q6@DNK2GLI+7#WZQ>XE5T7>5K. MYM/9T^3A4TEM-9SF
YD^4LEK-9SF\$YE^4|EO,/W,FKESJW M|K!_<|9'V+ENE(LNW8|NMS.|N3DK)!/?
N<.,|F>%.|P|G%2X|D_FW53*^9;:>
MZS'+Y2PGFB+J#;4\$7L9F/3BQ!!Q9@LNL2BDI+6/WZY>QQ72ZW#Z,,CN<)+TJ
MUNN'S1_|.EO?2|/2 RZ7^PH|?8UR"LNI+*>QG,YR!LN9+&>QG,UR#LNY+.>Q
MG'_@3GY=|P^YX^>L)O6*!|=NA?|WLUH<%96+EUN<'M>5?:|G4TEM-9SF YD^4LEK-
9SF\$YE^4|EO,/7/GQ M@-N!W!D.SEH*N_^,5@--*<%5J2FEF>5^_VIP
MRVDJDU\GRSOIZW:B9_MG-6>BL&O+**>PG,IR&LOI+&>PG,ER%LO9+.>PG,MR
M'LOY!^|DP86;&_FLHYQ?K+N)XM.+A9G6|27+B9ORL?H
MK%);CM#^R;:RG,9R.LL9+&>RG,5R-LLY+.>RG,=R_H\$|R=3-KT35|=N M/6|(-!_?
YQPP,KNV7DB|VHWWF=BU!.83F5Y326TUG.8#F3Y2R6LUG.83F7Y3R6 M|_ \$21>D)-
3(HP*68|OG+I=C|S#|IS-|%G.5\$4Z.V;U&L!X>I@--4P'\$J MN#RMM*C2%O*@?
@OYM5=0W|V^S>Z*^=U*>IK|/OG||\$J58G>244YA.97E-);3 M6%.9|>
4%7", "BY'*Q5*+E6HADWEE_&_|=+?|J94.S%3
MH5O3>RT_LJH+*>QG,YR!LN9+&>QG,UR#LNY+.>QG,IR
Q7,QR"V"7Y3R6\UDN8+F0Y2*6BUDN8;F4Y3*6&|-K.ZEYZ?-?YK-
9^O9Y\$%Z>O|,)MN*M:7 M8CF;?Y4F|SNI^*U83F>KHO&=XNMO1?
NR17(*RZDLH&C|UJ1CF%Y526TUA.9SF#Y4R6LUC. M9CF'Y5R6\UC.9|F
Y4*6BU@N9KF\$Y=(#U_3F%|FE"W;|'Q#(8*7H5D/SDC=|W/;MZN8OG(R.#O|C'+*@3M9
MGZ|LI*CL,366TUG.8#F3Y2R6LUG.83F7Y3R6\UDN8+F0Y2*6BUDN8;F4Y;)K M?

L.:V6/F+>:00-M0?>F68J!?:@!"5E"_,WW^.-#WDY?>;5<& M7IT98\$>F44YA.97E-
):36:L08-I0J>QV8I.&8%G+.""H*NRK-8P-JYI'W)S.I ME*R_N\7CYV+YWJ
(_)3/PO_KY7K%KF.CG,)R*LMI+*>SG,%R)LM9+&>SG,-R
M+LMY+.>S7,!R(S7,)R*5CB6FTY>.)@N).!M?WQ5+:M*[-L>Z+^6JH6F#.IXO'00KC
MIAW5_B3IW=E<73+7Q>/JE>:%[HJCG,)R*LMI+*>SG,%R)LM9+&>SG,-R+LMY
M+.>S7,!R(S7,)R*=V6-M-LIOZS?*O>?M UCEEJDZX7TJ+R3&GMSI=*LG
M4J&'U5A.9SF#Y4R6LUC.9CF'Y5R6UC.9IF Y4*6BU@N9KF\$Y5*6RZ\I.3MF
M#YNSG&A*Q_9IB/7@FAV+Z9 MW>4VQ-Z,HYS"2SGLUS
N?;Y:-30=/N#LJK\$+HRCC&@*T3?4)GAAG/7@&!5PC@HN2"NU22[5 M)GAAO-
YK7Y08A7&44UE.8SF=Y0R6,UG.8CF;Y1R6V'EQE%-83F4YC>5TEC-8SF0YB^5LEG-
8SCUP-M)SLZG5XU;CSV\#I+!2P7LES\$G"('M'CA%!1>CE=94&A???%S[4,-KKI?SOQ7+_Q
/#XOU8I&I40[3]BF\^E?HU1^I M?9TB.87E5);36\$YG.8/E3);S6,YF.8?
E7);S6,YGN8#E0I+6"YFN83E4I;+ M6&[.5TEC-8SF0YB^5LEG-
8SF4YC^5E@M8+F2YB.5BEDM8+F6YC.7&+)>S MG!"P!R>M@*-6P%DKX+57-
I6FE=IU/RV?M1567>Q6I
M<(YR"LNI+*>QG,YR!LN9+&>QG,UR#LNY!VY8>H)P=/N^+Y\JOH@%-4<#%:*4RE.?
3;^CET M;3);F?/GPMI#G*('CE'!Y6BE.I6VSF_KMY/'VNZW)/857.44UA.93F-Y726,UC.
M9#F+Y6R6'E>L7R\7))8@?(44YA M.97E-);36NPM\5DN8+F0Y2*6BUDN M8;F4Y3*6&[-
PG,IR&LOI+&>PG,ER%LO9+.>PG'O@.IWR\$W'O M;SJJZ@-
_Z'%JE@M8+F2YB.5BEDM8+F6YC.7&+)>SG&B*S?9%B?7@!\$!5PB@HX
M1@67HY6B5%HA':OD\$>SU3^D+|NBJ.E)\.XXRBDLI[*WM>E-A)
<90+6"YDN8CE8I9+6"YEN8SEQBR7LYQHBLTW
M%"5X=Y\$UX!@5<(X*+D@K14DN%:7ZW?'V\$YKU8/O>Q Z/HYS*: M(O0-
I0G>'6<|.\$.%'**"2]!%*:2KMC@_K=|=?6]#|Z|-D|P>?IO>+AV(EN8N|
MXJ% ^/|/^..V|!%#M'CG(JRVDLI.H.M@,-6<&E;Z5REU?+-Q|LC_*#|MS/W1L.9%
<@K+J2RGL9S.<@;+F2QGL9S-<@|+N2SGL9S/<@'+A2P7L5S,<@G+
MI2R7L=R8Y7*6\$P+VX*05<-0*.&L%'+"2]M*\RHMEPIK%SK;[6?66^U|!%;M+
MCG(JRVDLI.H@%-4<#%:*4REP?%A_>#XV_8SZI'VS8E='D4TEM-9SF YD^4LEK-
9SF\$Y|!"5|S-|N#V0G5BI=1+F"YD.4BEHM9+F&Y
ME.4REANS7,YRHBE(WU"=X.EQUH-35, Q*K@5TEC-8SF0YB^5LEG-8SCUPY4>8NO+
|_EE+8E?&42Y@N9#E(I:+
M62YAN93E,I8;LUS.P7,AR\$P7,IR&QG,YR!LN9+&>QG,UR#LNY!^YL/O-
|X(#=&4>Y@.5"EHM8+F:Y MA.52ELM8;LOR.HX'+TM"B-2COCH_J=|2OF,^N%
MUCT)Y1264UE.8SF=Y0R6,UG.8CF;Y1R6CM74#L+57_0JMV*G29'.97E-);3
M64)GC%G/7@!\$!5PB@HN1BNEJ;1BOOFX_OG"15."JHEB
MOMV#VCUM^\$[ZM.M,DKE;/:1=WEZM3K=J^I.&=WA6G,%7"('CA%!1>CE>I4FB\$?
U<^0'T8/ZL^<8N?'44YA.97E-);36M@,-6<&E;:5ZE MD?-1_B\$|/2^GJY/5*VL+
I.@YRBDLI*WYTZ?R MK3RX.7W^5, A*N 4%7", "BY'*[VI-
'L^JE|4;05&Q/56^|;\$3J"CG,IR&LOI
M+&>PG,ER%LO9+.>PG,MR'LOY+!>P7,AR\$P7,IR&^;VB.L/WP_.^!;^=LQXG*('CE'!Y>A)
M>Y)OCAOHVX_KVE/U?'IGY)X6"_.5SWK3DAO.\$C*!L5R"LNI+*>QG,YR!LN9
M+&>QG,UR#LNY+.>QG,IR Q7,QR"QW)CEMX-*V4K@ZI<+U,A;Z8TY/(QP-
:U|HB#K+J2RGL9S.<@;+F2QGL9S- M<@|+N2SGL9S/<@'+A2P7L5S;
<@G+I2R7L=R8Y7*6\$P+VX*05<-0*.&L%'+" M2|M*|Y)+S;MV+|O-
)Z0WB.W;%3J4SG(JRVDLI.H.Y@.5"EHM8+F:YA.52ELM8|O_U=F^|;<-@&
(#O^146VL4F3850*"CJ MD+QQ/A_+8=J%(0;\A3A*C*K|)^|DI92B-
8\$6O)E45<>CCD"*|GYSHRP++++;\$< M09;R-J1++|ZUVJ!'X(SE()#E.)2-%8OY<_JI?
P_W5#5\$6PE7%*^DZ_R\$"K. M'#)P|<1|KG?2K?
D|>UV&NGQOU<7YWE|3(;D*EJMBN1J6JV.Y!I9K8KD6EFMC
MN0Z6ZV*YI,K8[D!EAMBN1&6FV"Y*9;:8;DYEEM@N266H|>2^(:."NJ!HY:."
MLY:"PY;BTC96>Q7.:J_?"[VW"MIF'VL.4Q|V+5|/W%%;23.I:K8KD:EJMC
MN0:6.V*Y%I9K8|D.ENN^2L?Z_+7PTI;QW(#+#+?\$.#|I.\$ I+D%CI9/ICAX;*IW54)<; M?
WZW?DQV/#7BYMG)_6QR63LZVJ*?(Q;,%B?'"#2?01'5RSQB4|PO2A_0
MJNBZHD)\$[3A92|_AGJZ|S*M0NL(Q2V*I%7.9M^8DW'&NHAY9YLT^#X1T"-=_MXI
Q|U5T+9+<9S^37#9W3YZ%VIEIA+<..-'IB=ACJ-K|.DQE_A."EI(&OF M"Z6WY89|
(% '\$O#U/F6CF'E.L_+CGP99_XZX;ZH;|>|J.F)9?IU'|3>F^9=- M<^G,F_&.9?
>LA/&^98^3QB>6_90T/K/L1+=X*&>/D^:=YNRGI"J|ORW:YFM5 M3-Y9BG:6S;|WP|>?
O39EG=9L!5>2%R^T2U?4:1V(|>ZTH:3_)6VER4HJ M)??1RQUG#@_&_3^C=1?

CN.&F>!9!K^B\$UW^ U!+ P04 " J.DU:H,1B M@M<+ !?A@ &0 'AL+W=O/DB9L9_K:)->C!ZR;/MN,DF7#W(= ML-X*S?Y,W=QL@ZR-?D?D)N\$QFLRD;K;,*G4V^R#L+-Z/*!?.QC|[(H MW,B/"4MWZW60_+J24?QT,;) &+P| "N?LN*!R>7Y-KB7MS+[- LQR7^;| "FK M<"TW:1A06"+O+D;OK7=B-B|:E*_X'JG|!G5KR5;W\O?CEP^IB-"UZ)".Y MS I\$D/_S**!E%!6DO!| *NAHO|VBX>' /+W110OG|S7P+4GD=1U_ "5?9P,3H; ML96|"W91|BE^ ^D-6;|@M>,LX2LO_LZ?JM=,16^|2+%Y7C?,>K,-|_!SVI' M'#2P|)8&O&K :PWLM@9VU<"N->!N2P.G:N#T;>!6#=#SZ>YBU-/"J!EZY|Y|W M5KFG%T\$67)XG|1-+BE?GM.*',JZR=;Z#PTWQEW6;) ?FS8=XNN|S_-U17NTBR M^(!=Q)M,LNL@B6)V&ZYW45"& S|_ ^RVY8^+606A%'Z^_DDRS=>(" ;+;D/7 MSQOB+1NR>,E_2)F_6CC@B;>RFU.G)9\$AR;Y-.G?P6;,K)>^D21!D|H|O|O?ODA-| MS=X';I<|IX7W9WY<8%N9A/&*_?9+!DESF"2D.-R|2|?!4EZ,|N-9*I-';K| MQ|H M;_JOIKV.A/E(F*#WE|/#<,DP_#0+|%)KMA="\$;L,8AVDOV/ MO6GHYQ5- ^FHU9OCCYY/\$R'9)NF@X0)\$ \$Q+Q|NGXY| M| \$8&Z2Z1^30F8Q|VVUWVEGU,PJ5DG^_ B9(K"!|=90"3=M("0,!)|\$R"8%M%L M'|&,C&A_ (%L? 9!46634%|LSR#JK!LNJET,U/MDGT|T'@FF|HVR_ ^|Y@?^'Y M<>DFW.2SLO7A0_Z/7? &B_SQ/SZAJ('MB6@U(F(^\$ "1!,BW.^CW-.QKF0WXH< MTRS9%9&^94?Y-@TL-+ E8'EN9/&#.K&=,;=KU42R37-"P@0(IN5D3=5)S_3\$ MA5<=^_I, MU7|6;=B#|D"@: 'ID7\$7&3UR!_<^DZ*X81X>D^5":0-'T4)5:L.CSY6\$#8 >T M902L6FD5-)N-7:N|@A;TEHRC@YH(%\$V/3FD)B_82IO48_!P^%:6|8ER/4+66Z|J.R T@2*IL>E? (>=%\$O|_--=AK M5@KU(E":#Z4)%\$V/4|D1"RA'KCI@;,-2I M95#2MAJVI-9|ZU-1J()!T?2< ME(2QL!;FN.P,|D)0#0.E^5":0-'T4)6*L4|A8CJ@;4-?@XW)3^;LNHV AZ<9Q M07T,BJ9_DJN\$##<6,I_ "I#L3B93Y YG,-YJQ3T\$FR?*BMV):7E":#Z4)%\$W/ M2QD7#C0NU|S!=MACMUX?_5|FTUTSWI&G"!|<>1!N|\$&Z_O!|^TD W2/C(H'J M\$"A- H&AZMDJ'|%/HD YHROC\$&W2(,;ZB4&-2!0FD#1|+24 >'&!F18)?8Y M";/|8ER#4 4"I0D434|5*1!.VPJSD|_.6,M)&-W*_.P&D6*//:<^"D+-!XJF MIZ3,!ST MK1;G(@|HJN%"#4B4)I T?15VLJ(V' C,OPS ;HOQLN|H=X\$2A,HFIZJ|B8V MR32)G7?#! H@X-*B4@=(\$ MBJ9G>_#UEU-(F0YHRR!H- T@9|WB5)@TW3@O|!9E32!E;21G;4,H4'|KEP;\$O MY5<&Y8J|?Y1) <"^KC^P&34#I/AC7'E3&0&D"1=|35#+&/L5ZE YH6^TU:|1G M/./UVH,N1X'2! (JFIZ6DC&TH9?K77JAY)U3_0&D^E"90-#U")6!LY#J4#EC; MG!;Z#L5N6HGO&7Z1'TGPH3;!H>G+* MFCBT-3&;9W3_6N89="OC;'G3/./(:4\$W*E T/27E/QO:51C5E|'5*J_7#(2 M?"A-H&AZ?@?7#Z&- R,#1C(:VC69.0WVN+BF BX<5I0XX&BZ6DIX^'0% =J4)%\$V/4ND0A|8AAL,;#6L;WJ!_I* (=7DRC?BD- MZ_8%BJ8GI\$2'0|N)UQ6;P5@'E1U0F@^E"11-#U0Y\$><\$3N2J |HVUIT=%4O| MJXLTV#@IZ-(2%\$U/2DD4QU"B\$*4W;(D"W0'CHH|J\$BA- H&CZ)=&4+G%ILV\$V MSG7_6L8YNI5IF!7ML'2=^D-'W;) T?2(E"- QC1V)0;7U'^CH;AC'!%4G4)I MT?1 E3IQ:=LQ;*#K@+9=DY ?50NOCW0TV3@JJ#|!T? 2HE#|Q:7_R(8K'"|MP M5:PM6(3I,MX=#%Q&RP|H#1E7%U290&D"1=,C4K\$/84RZ8"V59=S5%W6K%Y= M4%|"I0D438_JX(*LM" _IJX^,T5Z\$|9UA;TX*_JK*F;(>|BFL M1P>T;,@ZMA|'PQ54>T!| D73HU+;PS76'O|/K5P6J|T;^E,F;+BBHT8#2?"A- MH&CZ9<25T?!H"='SE@<= %/?Y9@!- ^WYP2Y|N;J?431|/RLMX0U8NM%4#:_^| M@@7=#|/*@=)|* \$V@:'JBRDMXM\$+H5SE7'926L:>CU92H-ZB>@-(\$BJ8GIO2\$ M- V|Y1_!|'-^1?? N/J@W@)*\$RB;GJ7R%AZM&/A67X>H:#ZQHEL9ITCW@<_9 M*OC5/)|"I06*IB>F|(5GO-S#I/KZGXS1_3!;#^HXH#2!HNF)'MR#AM82?6NP M0VZTC(|TJY?;3C%KVE8^"QIA!'WVSC2G4!^>4A^>|7*0|F)|S04LZ'X8%R/4 MC\$!I D73\$U5FQ*,E1M|B'*1".EI9Y724|7U-|O::A H3*\$V@:'J"2IAX(&\$R M?*\$ (W0/C:H1J%2A- H&CZK;^45IDAM,I5!Z5E>DJW,DVQHP^|NL^CW3W@^M". M"11-CU 9FQG0V+QF)0G=#^,XH<8&2A,HFIZH,C8SB+^IH+0,D1VM|*J,B.DJ M33!;#FIN4#0|.65N9H;FAJG;DXKB|J2?R|N3#IJATHLV+C^HLH'2!(JFAZB4 MS8P6'8UWE W3!=LEJWVWENU@MA7C!T@2*IL=5>|;| \$77> M/NN|RN=5D.;YY1.-@- WD9TF270=)%+,T/RDH;I-3/+)\$HE|HF++XCKG3M_DN M9V\$FD_+)- #_ /8R7B;WT1_ (C1|.8FZ8.4V2+(@LOSM4SNY;6,HI25"YTN1L7L M;_|H2^1=<>>8=U=|_ #E^?';VSL_W4=,S|_R9>?',1&WB|GP;W,N;(+D-/RF+ MY%V^N>FX.%HFQ75#7G|)XNW%*#|G^!9G6;PN?WR0P4HFQ0ORY^_B.'OYI=C M4YQ|+|_2Y?|!4\$!#!0 (-*HR35H*3=+0DPD_+YD_9>&PO=V|JRM:W- H965TFVQ|UGH)Z#X7/FP)N MWM/L|WPA9<^'6,9)?CM8%,7J>CC,9PNY#/- /Z4HFY3YNTG411XG|DK%|O5R&V9|/,D|?;P=|I.V#

MGZ+715%],+R[686O\DD6/Z^~9.6[X98RCY8RR;T89E\N1W<|^O
&U\HOFU:X\I^GOU9L?YK<#J\HB&0YS.4WC7Z-YL;@=3 9L+E_-=5S\E+
[_0S8[Y%6\61KG];_L MO6EK#=#ALG1?IL@DNMV 9)9O_PS^:@=@)X,Z!+L)L/<#O
_!3A/@|>X!P+<M)L|L!K KS|@-&!@%\$3,#JVAW\$34*L_W(QN+)3D97?1F5<[KG];<^G-
DE\DJM/S+\$NF&W9KF:#'NGP?ZX3,MRGPS^'61G. M#X8+.0Q1SK;ACB8!.#
[<)L;2V6:14_/<[S\N\$C9KV&6A4F1LZ^?Y?)99K_I
MLH3D5//N=;X*9_)V4\$ZLNY.#N;W_A(^OO.H60,!)\$TA8 (*UE'6WRKJD ML@JA'"8S>
<=>&W4U&_A (IYR;2:00::9@(3Y&YA7PZI3^=N=RZW1R+H9ONUJ MC.PS
%:&GM;C;W3-:81!S0F@TPU1L))\$QX1R5, JSI?%HJ_&(GJ%GL_+G M7Q86\$^4B80,
('\$*RE\WBK[_CD8W@Z\N2I9\GM)'WL MMK\$MQVLW\<-1CN-G(EG\|V/Y
::CBT(UAK;R79L)^38!F5%Q\JR;8(DU?) MRCU|^BX4LJY\00YUU_S_IC-
=E=^0UC;CG|+VAU\6:V/>V),I M9#KV(%AK|^V8W\U>EZ3"/T&MT|=49VXY?K=-
I_@0W4;=XR/HL=4?#BNW M5-UG?
9S4<9KGAS);6^~9'X_0HZ:1)H\UK;IY3.^\$:.2*C;.TAWRFU.3GDHAK; M7ZJQ06
_) *MUD5^P'^6;C)E#GHMIK.G)&\$KSH30!H04H6EMN6\EMGSYU-8S6 M5.%=?&K_8,JV
|F|HCOGYDU|;3%|WMOB,-HK5'6KD/G+8?3C|!-QVT3JOV MQ)MP>U^';D/N>D|G-
*\$#|JN1Y>Z?*NA=,Q;B'%X!5V8!|TMF#;.W:\$9ESDZ
MWA_I;C/=D>%KVNF.#%*HZW2Z%WL.X2J%N=T)=WOO-RM0/79VVUWJ4|?KYOF
MVNQ%UM\$!BM8>>E4B<|H&N\AS|/+^N6L?EV9IYS|*RUDOFN=DV=R:%D-I?E0 MFH#2
A2MG1BJMN; XHF&&N+I/E|;+H*2:|>_Z#,YH;%EJ-FYKI6IU?NYB MG>|_6\$@DS8?
21!^:7LVN*V%;WF\$U5?7/>4_S3-6#\$GSH331AZ87|'10^X^N MRG>P;=_A?
CZ/ZD4(Y;&8R/>=8U&K+4TSU19*|Z\$TT8>FU1:U66V!EV/%HFE|MK@UVZ\N\$96UE--
FTU'7=H0MTB*,V'TD0?FEZPTT%M195'9-,>D6E= M W6+H#0?2A-
|:'IMS|\$&Q%;&DGV\$L61YJZ71\$VYRDJR
M:20IHZH&B)!;3Z4)J"TP.ZN=;GD55%S0#!'.44.
|10=6=74YAM,%Z0#O67H#0!H04H6CLWE,GDT";34;^?:(QME!3J0|-6|J@0 \$ MU!93^4T.
|3>=7MK0'1@K#;6DH#31AZ:76^~&.1XQ;^|<"T2|4<=<=F|@+@;|7 M
F\$O!>I!TRMV.JBMJ#*2'-I(JQM;)JOME!+"4H3?6AZ;<^QZ,A1YD)SAD5' M--
-89JB?|*6)/C2|S%T_B9QSE9_DT'|2|A4-'6TL%=1)@M(\$E!8TM/:%&V-^
M6#!E%SFT773LGVRJ"VNWUVY54_"_5_5_9\$T#|9:@-!|*\$U!:@**U4T(93 YM
M,!WWNPEJ*\$%IOM-U;C27A?7I4S^9G@YJ*Z6L)(>VD@_%"|1M@M)|*\$TX77^(
MN\Z\$NY.|==|NJ7D=)71Y-)&TU\$"LTP50Q*|Z\$TX7:OS-)X,,I5?HHA-|C6FW03&.9H18/
ME"9CXM9<73T?6'H_HSEA?I!4)J T@(4K9T'.W>' 2PQ MHAG&VD+|H(;V\4\$X/-362ID\|
|KE7\$-\$=&L)=7R@-.%VC9KQ>.*XG3/I MZ!W<=-CSNH183E.9#:0)*|SNK8S&HX-
O>4=^31WM'_97T000W&MHD.)RA-0&D!BM;.C9T|\$M->E>FAC;W1;/9.P|A;#4-
ON.1HAME'U|>XE7N M5/L397|XM/WQE?_V\$.9R7E7087TO?FF81.G+
(^6ZWBSN"5,POC//,HKV3WK MHMP0%A7-
RI=S=)T4FQM@;S_=/CCCH7Y|6E5C&YDV1KNIG-
3RG19\$NZY<+&9;97S4HOW)R|FO>5-UL'UDR=W_ %!+ P04 M " "J,DU:-%UAV6 ' # %60
&0 'AL+W=O^'|*P:FQT; MTDK|XW=L'&""|&K=Y6;!
(*_9TSPBP|S,5|RK|E*|9R\GT=)JEE9Y7GFS>|M7C9?L768==,-2|0C=RE?
A|FXRY>|;_9N"B+UG%/U|11;QU&26=V4?|MFL\N
MTFT>1PF|YB3;KMG|98=V'O|P.5JN\N(O=G%)ERR&Y9_VEQS<:JW
M4!;1FB59E":\$L|O+SEOZ)M '14&YQ.>(W6'K|0;?*)R^>S&V8L:LT_A(MAM5E9|A
M"W87;N\8WKOL.H)#0MOGL99^9/<5|M|J'3+?9GFZKHK%&JRC9A|_%|H(TX*MZ.")
KTJT)L6|*N"?M."054P:%HPK J&30M&5<&H:<&X*A@W+9A4!9.F!=J M8-
JT@&H/KYS6N.3P8C=^M>G#RTW+U|NWW|*#K=(|W!VP=-|PHOEAS?<*#?M
MLEYLC%%2I/ FY^+12-3E,X/Q:|<622!!%-Y&<91'+".O#):'49R1#R'GY<._ MD|?
DTXU!7OWZ^T40%R,7|;UY-:B
MG);E_9IR0UWNA8FRW&Q03I\NMYJ00%Y3;JO+WVZ7RG*G0;GV=+G|3/F&'UZX
MNG*00;D^?;+<;_ZOHS7E08-R?5)7WA,Q.61%/V1%+|W^\$YYXIX_#VW2?!_)6
M!'"9,K%'RDF8+*3|'?^4KQDF^"A,B%WT-
A\$G_(?;2_*1%FV98NZJ"JME%%8L8>&Y58<12^FU%| MK(^TB|H\N-
(3(.2TD9B,Q|XFY2,Q#8CX2"|ZWH)\$^U(X;D)2NP2%= V6ZS.^,
MSZ.,D0V\YN*G2%JV"CFK"Y=2:ALN)&;LLT:D:DM*L-Y#M
M_6+ #T|5&|B+.^2+ZHS<%|WR1B;R\$|_PX_K-(H%I"VKB&AXUKJ-RX3LYCXNH|
MY@=)TN3U?NY."2KV|B&9RLQ'E!M+*_JU?E2 SH84EU>S#A?C-+)5-,>O^LJ
MGT;;3>,G,%+WAHM<*0>)N4C,0V(^\$@M F!2=T2\$ZHZ;1N0LC3G9AO*U|4QXU

MRHMRL+;OMDC,/[%]_?=2G9Q&UD(/:2,Q!8BX2\Y"8C\0"\$9%:WR(UE@9K2\/
MIQ'E(4)=H3U;0\TQC6*FWT^, #?.%^L?E>%7#<+B=E(S\$%B+A+SD)B/Q (0
M)H5J<@C5I\$FHR-?WK#A=K\V.IA3:Q@J)&4C,1&(6\$K.1F(/\$7"3F(3\$?B04@
M3\$KH))#0Z4M?*)\B X\[\$#"1F(C\$+B=E(S\$%B+A+SD)B/Q (0)@6<:L>/C37<
MI7*UU3:M4,VHM&>OED-'M:'.#=#4*=(XC\%-IL M4,J&9"-0NJV5#- M@6HN5/-.@F@_5
I0FI_W8Q\$+572PWQ3'UTY_GJ*M;)Q7:N@+5S\$JCNG3FW!TJ
MZDNQH*/:4,V!::BY4\Z":#14"E"9G\CK0QLW^RRB;)YNO;Y5G._.Q3Y6'%#7
MOA+9K7\$%U0RH9E;:1"256I>>A1(YI@W5'*CF0C4\JOE0+4\IJ>5#-AVH!2L3>6RJN5#-
@VH^5 M0FOO\ V.7DZ\N\>5#-AVH!2L3>&QVTM7-3LVN M_39L;5*/U3JRV%EPL-
/@8.?!P4Z\$@YT)!SL5#G8N'.QD.-
C9PH&/:4,V!::BY4\Z":#14"E+:/8^JDDM9B@N/W(5\&249B M=B=XK3L69VY\A?
P_DZ>;LIY6V_3/\$_7Y,%PN(Q^_2-'^X4TP%>YBY M>?8?4\$L#!!0 (*HR35JR\JHW@("H)
9>&PO=VJR:W-H965T MB_GVT(2U*".BEY"+:YYUP?W\N\#M:40? 40*!-D1,^,%(ARKYI
M\CB% O-+6@*1;^:4%5C(*5N8O&2 \$PTJ:Z(Y#;^U)Q& MXU(!=|=;JH:N\0RPQO&-
/^9)2(=&-<&2F".E\EXI.MO4.O1&XQISO4_6E>V M_I6!XB47M*C!<@=%1JHGWM3GL
_0/.T IP8XAP#O", "M >XAH'<\$X-4 \IT> M_IJ@I9N5=GUP\$18X#!A=(Z:L)9L:Z-
/7:'E>&5%Y,A5.OLTD3H2/D&.!9I@ M)E\1\$. \$8QU"CLXB\$#C+.?J.&<,JGN?
H,WJ>1NCLXWE@"NE=<9AQ\6E8>7*. M>+I!#Y2(E*,Q22!IP4?=>-OI("#E\\$:
IL\4^=#H9IU!>(M>Z0(IE>"T:&KT? M\K\IZ89'\$ \$NX?10^?C_B\$ _LY4L'Z4L!@+!1A8D
M#FW1KNA\3:>JT2JT G.U>W0O+6S+OW:JZWV\Z*V=ZUQJMVW;N;MIM3\67*
MO4\E3Z,|=,<"!K)(HSN28Q^/4 Q_: \37'_PW3**?P%LH;LN1S%=\$E%] _LUJ MT\AO=3\
I6!:_9'=LA)BT#5M_15\>(\P6F>P4.4BNU\$.6BN1^%?4\$L#!!0 (*HR35KE0Y\ MD"IT
"!E P_9>&PO=VJR:W-H965T-C\$'_+5RLOOWZH?'A^08\NG\(\OL^?_GE*:@/G3!U
MGZPX^JOG%V4>/8;+)%HMI3B\^_6#;PLY.MFOL3F+N,H_);|^EK*!OM:O7O M_""\^:|^?
SO)-"A?A+,V-(O?U_ F7"QR*MN0WW?JAY>5Y@N^_OI9\|VX>??9H
M;H,DO%DMO&B>/OSZX>J#-_O@O4BM5??U'#WB-JY-ULMDLU_I6^[\^YY\|D&;K-M)%T\|
I A;MN Q6F_'_RQ>R9>+!=Z;XF;H'FJ0N<\Q8X\W6!UFZ!UL\$ "S>8\ M"1W"10/%
I A^9X&+W0(7IRYPN5O@F"! =Y_6JIT"5X=KN'QG@>O= M>G/DN- ML^<|=W;R(B\|
I^W!OO_O &|^|NW&XOH?Y'F'-P\W^/N+/_ _ROIM\ _NXBSSN\|
M;SSO\|L;)^|WQO;,,AWO^_46>=WWC<-^_OU^>=W\|C<_IW&^_]|%#|O_>;A
MWC\|Z>D^;SWFV_V_KN+O/RP'^|H\?RO/>;_9^^[U%GO=|^|2?^.;SWF^^ MV?
O0KN5Y\|S??H/UW%WG>^|TW>_ =19\W?O/-3_Z\BSSO_>;O?_>(N?/>_ _|
M<_G/TG'%WG>^^?;@;.=)\$OQT@G2X,LO>J;%.?WS\|S\B\|V,VBR?395HF<\3 M)XVS\T;9
MXYOD_A2^O MZ\$K-.5UKUGKIC4Z'6^|K\|@D_OB_0IVR6>,3P+.+RG\6O(H?
A6#Y:B>7T2_M53'G7_6&Q54Q63?#M'M5C5*0M/Y2SH\WWCG)Z93Z7^T\!Y2+PT?
D_|\LGV_M;G6<2Y;^KGY"F8A;|^>,H>8!A_#3\|^>|_-"I_ G4L=Y%8A\1D\$NN2F\$)B
M*HGU2*Q/8@,2TTA,)S&#Q\$P2LTAL2&(VB3DD-B(QE\3&):.1F\$|B\$Q*;DI@0 MJ(;.=
(\$.=8%.=4&-14+4:KUS\$K5:9_N5FM?P:OFETNPBEY2K-?AEX"KX'V=^_ MO:Q2JF\|
(K\$.BQ"8E-24R4#\|G:T0?5 MT\$ \$KT\$DKJ%%;B#\ME^C3+HT^5KR:A>\$|D>
|BU;4)"&MB%%'7Q MDJ(N2E.4N4Z3-%C.H^6|=!LL-A'J*8QGx3(-
|H^ ^BU3JU4U1)-8A,9G\$NB2F MD)A*8CT2ZV^OZU,^4*)_!M9,1JJ\$C6* S6,C'GMRS_:-
;2#R7+XGGLC3QR\|D M\29*LI@31UG8^;AV*G?2K&Z<8?
\$.B0FDUB7Q\024TFL1V+|RS=O&ET=A\UR M=1J)Z21FD)A)8A;)#4G;)C%GBUV\ _GBNT?
ATUBJ^'\$?D.ET2&Y.8=^39^1\ M7GPN?'*
\$Q*;O0UGI7%QF\$|>WJ=Y\|F\^*WRGR=Q<|*J.M4,-8D*V>#J)1M<
M562#IW"6AG/I>QC\$1^_-Z?)UXP")=4A,)K\$NB2DDH)8C\3Z)#8@,8W\$=!(S
M2,PD,8O\$AB1FDYA#8B,2B?DD-B&Q:~?G<;6T'KG0A/6\ WS\|Z\1*Y M/0(=Y*=Y
(=Y8*:Y85 =?T2J*YK'*0SJW.T9V|=7)T=O\|_ "MK/1:7\!U4R\$'GK>S/00RB5CA"
MGR\7U<;HYJ&;CVH35)NBFJ@8S+4#\$\NQ@UFPDUE@H\|D8FE\56S9*0\/-ZO%Q
MM922=#7\|^;4KG NW:UB:18D#\+Z*?M6M(S2*%A(3^O;133+LM5=&.'.?+
MN10^'|^&3);YO>1WF,DT^2LMP\$|%>3A2;K9+|YB"1LD>0!FDX_ A.YZ16@?
59%3KHJ":BJJ\5"MCVH#5--034Y M9FF8,|;MV\|.HP\1\K2G%6*ULY9I-
9\1G5NJBFBH)J*;CU4Z^^TUY\JHMD^
M_!QG@*Y40S4=U0Q4,U'-0K4AJMFHYJ#;"-5<5!NCFG?DQ\|G1O&Q>'P\|^A:
M)Z@V1351;:K1RB48R>T8\$>TP&9T,4+M"14;I2627YP\|DG622>LE5.U@Q-:
MIXUJ,JHU44U!-175>CNM<*9&19_%/KK"-IJ*:CFH%J)H9J#9\$-105G&_O M\|
(O#|YS0*NSJ'ZDQND(U?R=5CC+|>K3P:E9\$W2=4U03%1.T?KIA^ZM9CIVC M
ANDQ72S\|\$.KXM7^FG?,@EGZ_ RB=5(:!YLNHGGP/?\<|MA%X'XKYVHG'%+K

MHJ.:EU44U!-1;7>3BM\['V&"(-0Y034,U'=4,5#-1S4*U(:K9J.:@V@C5
M7%0;HYJ:CZJ35!MBFJB8H;7SUSC5+\$M;T3S,+O*!6DIQ.
NSW#7/2Q_S!+5,@EG^C:.Y"RW01K4.JLFHUD4U M!=74QMNRZF;^L=?
A!U\]=+5!5!N@FH9J.JH9J&:BFH5J0U2S4YP&9Y,7SM^!4;Y07;VX_N;H,DSUB!
M,P&#:T\$!E^9A,HNCIW?3%EJTC6H=5)-1K8MJ"JH!%:^5GZ)_2JMEN/UP-T_I
MZ4,HW:P>GX+E!_ ^QU6SPAR,J^ MJ)"DU\+S21-
Y&X<49" _1O;/M2O:0;5.0YB=@).O' "W??!..3
MW:JP6(A _=C\F"71CUD4S6!OEU%^NH9CFY*FW4C?HL7BAJ6W9;B9O._WEO/MIZ-
O#J(UY:@V0#4-U714,U#-1#4+U8:H9J.:@VHC5'-1;8OJ'JKYJ#9!M2FJ
MB8JT5#_)LEWH+,?&)(E!&*2W?>F-J+T!^ _X-[K('\$TRJ(EZJC60349U;JH
MIJ":VGA;Y=MJ!F(:P!:=;1_5!JBFH9J.:@JF:AFH=H0U6Q4"1NCCJOFH-
D&U*.J)BDE>/V6QW?0LQTYT@8WT8LK:
MH,WR@OJ;UXULLI#V_1HOD*KZ%&M@VHRJG5134\$U%=5ZJ-9'M0&J::BFHYJ!
M:B;J6:@V1#6!A::1J1ZCFHMH8U3Q4!U%MJO51;8!J&JKIJ&:@FHEJ%JH-4(
M.>O;)/QJG0LEAFG9/:1>&CXFQZ,8VEV/AU4DU&MBVH*JFHU.D.U/JH-
M4\$U#-1W5#%0S4Z%IJ@FHUH7U1144YMO M2Z:/EV>@J^VCV@#5-
%334!LH!VWH_N"!..7BCD=C%=IVCVH=5)-1
MK8MJ"JH.^UUK#I^:B&ZVCZJ#5!-0S4=U0Q4,U'-0K4AJMFHYJ#:"-5<5!NC MFH=J/JH-
4&V*:J)B=->/56SA/LNQHUU@LIP8J_:%^!F7? _/=JE*=@=JPBM0ZJ
MR:C6134%U=2=5EWUBJZVCVH#5--034 _=XR2J-@(3VM;Q?1
M!.5MJZJBWU*U=M9":_5134:U+JHIJ*960%+++,O!S_FS;:Y=V-D7[Y5W?KO"2U!3&+
<)N2U"B1 MEJMA4BH,H">,IOY!LO+/2^%S>JVMU!.DJWF;&Y!""?S _&&\$VU_ M-
LOM*,5ANHZ7V7VR1OLMOX;9BN-C5S;MH;NHCVH#5--034PD"EF-CC!R3S&7[B]!T"RO
ME;_9UK,ZFQ:QTE,UT4L.H%H'U614ZZ*:@FHJO50K8JJ U334\$U'-0/53%2S
M4&V(:C;J.:@V0C47U<:HYJ&:CVH35)NBFJ@8!_4C&-N=SW+LO!78P"!&L'UW M?G-
:%LN=JHE6YJ-:!!5D5.NBFH)J*JKU4*V/:@-4TU!-1S4#U4Q4LU!MB&HV MJCFH-
D(U%!7&J.:AFHJ\$U2;HH0+,=,>|&.>|'.>X\$ _&(4V_?J-M!H6!> M7_4POXI1.)?
N5K\$T"Y(:?V4?2MZYW/<_#.LW642-Y<JVEUT,?DH+Y9&
(B_:G[XFCH0XO!4;V#;C*J=5%-0345U7JH MUD>U
:IJ*:CFH%J)JI9J#9\$-7NG%F:/W.^!W6RUSHOW&Z%;MYZ+:&-4!5/-1;8)J4U03%6&@?
E!CJ_E9CIW1 A02Q:"VK^9OEE?S;Z^<;FVN M/OVG!*/TN2PYH17JH-
9!-1G5NJBFBH)J*:CU4ZZ/:_4T5--1S4 U\$!4L5!NB MEHJ30-MY_MY!S!;H>WJ#9&-0_5?
%2;H-H4U43%_ *Z?K=@.?Y9CIHC QG@A M6YWO._S/RSO!
!<.+2ZZ745K^YE2Y6#_=BH5H'U614ZZ*:@FHJO50K8JJ U33 M=MKK-
RC:9V<'(U0_YCMPY.*1^@.<%%MC&H>JOFH-D&U*.J)BIE5.T^P
M'#NQ!#NR!#:SBGEB7T5_7MJO6N-BU>50!1B!=M"CFHJ75134\$U%M1ZJJ5%M
M@&K:7!&.7JR:@@P*,BG(0!_Q(:K9U(-T*&B\$/CX7U<:HYJ&:CVH35)NBFJB8
MY/53%MLRSW+L1!782"^FK.8^996WS+!JBKSD9+YRJW;00@OG44U&M2ZJ*:BF
MHEH/U?JH-D U#_=5T5#-0S40U"!6&J&:CFH-J(U1S46V,:AZJ^:@V0;4JHF*
M45!_AK&M!S'SGN!#?QB#-NWTJHOZUFQD_G.T9)Z5.N@FHJ75134\$U%M1ZJ
M!5%M@&H;JNFH9J":B6H6J@U1S48U!H5&J.:BVAC5/%3S46V":E-4\$X+EV&D0
MV'\$OV'DOL(%?C&+!OOLR!)WQ.3GT_&>3CI,?*==O3ZBX5/KX(B,F_)UU@Y8 MI":C6A?
5%%134:V':GU4&YSTJM30=>JH9J":B6H6J@U1S48U!H5&J.:BVAC5 M/%3S46V":E-
4\$Q7#N7YP0CEVC MVC@MLD!>#T!ZK_KR!@=O8YQ!.Y" M*#T&?
(L6#O5L7KRY!6L>0\$BTU#E/S!.DJ_"TU2:-4ZJG50
M3=YIKT!V;IR=:;F<T"!W59%3KHJ":BJJ!5"MCVH#5-
-034G%7XY+!Z;:497Z*&:CVH35)NBFJ@8W_6C%=MXSG+L\$!78%"!&
MJWWC^7EYXID=?@WC)&E?H5!OJLC7ZW3)V6!S?O/23/H2:'-4ZJ":C6A?5
M%%134:V':GU4&Z":AFHJZAFH9J*:A6!#5+-1S4&UT?F1VO2SLZN+JX:+_?8 M'1N-10.!?
9BIT')R5/-1;8)J4U03%7.J?J9BR!E9CIW2 A03Q4RU+R<_KR@G
MWWW"MPU3L!4RB>9A*11%K#BWBIO+H^5G@; M)'G&"KX_YAT,P;<@GDOS,)G%T=-
!::OUO'L(<@O!UBZZ//E((; M!+>!(L1!A?!"&^CCYCJ2V2HWZ!QNGF40W^!^<JH
M<[R@%_W3,'OD:?:%U(F""^4J2:-9(B7KV8.4/@1H?FG)9/V8OVF;/F0;N/ME
M)%@LI!^;'.L^3\$+F_DM;E!K_U%R;%/2M)L?OD79/5;?EMF*FW->F!JGXZ!MO8?
NM#ZJ#5!-0S4=U0Q4,U'-0K4AJMFHYJ#:"-5<5!NCFH=J/JH-4&V*:J(B
M#!7.JBS'YB#!!B&!):%B5MTWX[?F_&+)PF!7"\$ZF!VO@!31L(HVY:-:!!5D
M5.NBFH)JZDY!_=9@JWWDX/H>NMH^J@U034,U'=4,5#-1S4*U(:K9J.:@V@C5
M7%0;HYJ:CZJ35!MBFJB8J37CUM13!+L:-<8+!&+>: ^!CU%RORI3EZ_F! M&7\$?

A^%C58%^9IJYR^T0!_59%3KHJ":BJJ5"MCVH#5-
-034WX[N^U)I=7<7QM^R_FBL(JMP;U"M@VHRJG5134\$UM?6VAOZ=
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<;900%K?/SR75^37U7JY2;74_|5;-Q^:J\$^O^(DC1_N6|.I^U8+>9A
MG'S;=733+|D+IN9SHY0M0K8-JJHU44U!_M-175>JC61I4!JFFHIJ.:@6HFJEFH-
D0U&I4<5!NAFHMJ8U3S4,U^M0FJ35%-M5*2!^DF-O1_"R/'S7F_#OYC4IA=":&V|?
KES.= \$K'J!;I5D5.NBFH)J*JKU_M4*V/;@-4TU!-1S4#U4Q4LU!MB&HVJCFH-
D(U%|7&J.:AFHJ\$U2;HIH0+,.=.M>|&.>|>X\$-\$(4:^\OB|NK|JWPR2-HUD:SG?
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MFH9J.JH9J&:BFH5J0U2S4CV+YG/_NR[%VRF]7R:QBGT>TBE.;A|='NLG*B=OHBMOZJR:
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WZUS97BM>66Y+Y>.V+|^+RD|YL%DIEV51_?0RK_YGI7Q8_4^U5U7A
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MW.J%X/U1E|)&7"5VYNV*/N"OHR0YFX^PX&V?2V1CDF|RL/MOJ-MR;A85>?BQ;Z:2/5%-
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T<%,GWNAlEP0|LZ|AE|RE|1-MK\AP)O>"\$9IT)G^|66R^Y077&->+HE2^+=;W34IBE9?
%M^;"C|(N%E^*=;\$O-MQ!_N|@'.GNJDYAZTP?
=%|LP8G^9YZ*^@J@6"YV":NJ.JH|N=-0(U6+!_NC8S;7L|#Z<;UO-
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M1+4(U6)42U-M-M?
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(' @2INX8VK@I SIJA&HQ MJB6HEJ):I@N:&U9<,
|XJ.6*&G98(KI8HRZ/-3YU."+ZVD3YO=C?C/*,F^T^ MWREWBXU
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M7%'#DM,%US4Y<%'YJ:MM_4:>'5|^K;NV=CO7"C?LM7E%|UR,J8OM&?
+87GO|I&YP_3H+@'1 M3)&|Y|X45'-1S4,U'14"5 M1+4*U&-425\$M1+3,\$?12%-
U%3PPY+1Y="-\$|T M43PG^V=5&32XB&HNJGFHYJ-:@&HAJD6H%J-:@FHI
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50+C&DTRC3,|8+)(3IHA&JQX"G8AF&IVGCV"9|J?%X=0(GW_VRP3;B=<, MH)
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M5(M0+3:GL31=G|OC4|J\$|)UCF<;H>GTJV\$R8HQ4-*|K14DJV.'|.)|PI#|-| M&-TP*SL.D%-
GSUPTU(9J|JKYJ!:@6HAJ\$:K%IFA!8\$|=-!|*!-MIZLR:3Z:N M8#M--2?M_43;V<:8NZ*>
|'F=@DS4YXPJW,?CZW|=LW|5;9W>;G8_W|EOOB MVY/?Q6X3'F.Z_)P'4^Y+K>W78?
YN)| M|/|>?ZTFNZ%9.<=Q M+\$L;AT&I_1|6D2XR9|HC<|.BTO_6|N15/KE|=MU
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M5!>KG3|S5K08/|:H9MFS9N6BKF7YS7:|J@J6L,*@45M49K-)R18T|+ "%Z5T).KZ#>E)"
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M1:5L/NW?:MFV-5EOFAIU6\$JZ
M6.W|-7LF^NPPUKR^*|J40=*ZMN1)Y=CVV7KVLNRPF*#AFQ1S44U#|5|5 M0
M+42U"-5B5\$M0+46U|"6: ^)+K:X1L|2YD:|M#MD|=V(B^<^%<^+8WHW3M9KO/
M=|K=XJ%.OHE*D'S|P:;X?\$A8+-^+:BZJ>:CFHUJ
M:B&J1:@6HUJ":BFJ9?:T|:RI&HXU*1:OD8:U|:Y8R-.P;7^\$W:!!PMWP%AYA
MY4!SL:CFHIJ:CZJ!:@6HEJ\$:C&J):B6HEIVT\$XV2*!&'5: +AAKG^@W>SB1
M>8S\$|LYD5OV24E|\$&5YG:O(H%E:5'-1S4,U'14"5 M1+4*U&-425\$M1+3MH MP|,379V-

OSZF1AT6F2Y,:TL#<._Y6VK@ZX'@KSU[\$-!CFP1IVE98;LB0-MX\$=4XDFO'I+
I=:P'G6!65L>F)5UFY0_MJ.SJ@89C4HM>6)MVC^Y!H=U-5"5(M0+4:U!-525,ML06-
;T2(0V^/^?R\7HI07\$+01"VJN:CFH9J/M:@&JA:@6H5J:@FJL:B6V=-
\$K6U;ECHI(^1J+6!1*TM3!2VZ_@,DVGC*VP M=*&Y6%1S43!6'YS4
M7)=YW>!DLZKO%BPVNWUY7Y>;77WZD_^QS.LZ5'>5E'GI<-%D73Y!HJB;"^MT:?
(KZ>MKTJ)&[^4#G5UKT#0MJGFHYJ-:@&HAJD6H%J-:@FHIJF7-.\$VKZ;/A)
MI15JT&\$ET;M*(@_3GL\EU-GUPHT/XMJJKYJ!:@6HAJ\$.K%J):@6HIJF3/-
MSPJ3!H2HPV+1Y6<=>7!VPZAW@?3-LW!HIJ+:AZJ^:@6H%J(A&JO:B6H%J*
M.IDSS<&^U0QM/FY:3XTZ+!9=#M:1YMJ:W-EC JE=4S*4!5U>+09-UJCE00CVMY-
>JZP M=G2954>>6;T\7!U5KLOM;==#NOG&IG\+3_W5KZRWB7R8LTL)FF!%-0_5?%0+
M4"U\$M0C58E1+4"U%M3YUF\$IZ7_A>-K:.*!IL
M1347U3Q4\U\$M0+40U2)4BU\$M0;44U3)GV@AVIHIS;7)QJ#5RJTZ76W7DN=5A
MI1C4B!."FAH%=5<5/-0S4>U-5"5(M0+4:U!-525,M>HHF_Q'V-5*03I5H=
M>;KU(P;K=#%81OZ#/5Z4O2NW=G!CJW(+ "2SGLUS L,UIT,IJNHUS^M?_"=?
3'7YTU!^DZ!J)=4O\OK M*S;Y^D%<>M T+LNY+.>QG,IR Q7,QR"U7!P1!A.(3;NJ/28
MO=(CS>^JORS\$;7V?K=^4#[E=JNR_K+IMU_SVRJY^7?E?Y5TNVF_@K!W;
M6XCR/^H#L5?,YU SB!M:("7Y3R6\UDN8+F0Y2*6BUDN8;F4Y;*6&S:T^;VM?
+QZ!S;PJ&K,>E5#N;J5!VVM)=>+LNB.F&ZS*O_65THXZ!H%J'U?_<[;-
M%6'YX0N:\F4YE^4\EO-9+F"YD.4BEHM9+F&YE.4REKO"N%\$AFO<*D3P9_&&U
M*NHR4R_2L2B:VQN7B!MBOUB+:PP:;F8YE^4\EO-9+FBY_J>=XYC6S-&'GW9_
M_4G\LF^CP)V?V-
6"YFN>39K^:O+WLU TV6(;M7ADXTQCVS#*"Y8)9S6/72LOM9E\NEL>+,\$J9%[=?
ILM=\$Z1YXI(M&OUE.9?E/);S62Y@N9#E(I:+62YIN5\$KA+EMFLR@^9/A0-
KJF;HX_8MV,## M^J'U KZ:/.;Y)N\K XMZO*Q6-
T6FV*W+YLE@8250:Z=71E0SF4YC^5!E@M8
M+F2YB.5BEDM;KOI)+BX,Z+A9RPT*P!Q2;7U<%ZAQ1W6AE\!5Y.G<)/JZJ IW MY?
8ZW^V.;Q:Q36!CMBGGLIS'!\$ M@HT!JAQZKW+
(8!;M6J2/#14.#>&V&_&9AMPZOW:P<5F4\UC.9!F Y4*6BU@N
M9KF\$Y5*6RUJN7SOTNB'<J*CC5>*R6B\N!GCLGX_&BLN&&S(%>5Y
M@.5"EHM8+F:YA.52ELM;;GC!PG8<;5HQ7B7EJO52KIHTQ08L;7QBA/-+"LFY
M+.>QG,IR Q7,QR"UW+BDJ*HZ*2G0P*.2THNM:O+8Z!JQG,IR Q7,QR"UW!!ZB*///?
7D50*M6B_0JLD# MK>VRI/D?=6A^V)WT!8P>+)5BEP!OX2P>564\UC.9!F
Y4*6BU@N9KF\$Y5*6 MRUIN>\$@R=ZR9X,+
(JV11M5X659/'R=J+JN)JP29/4;S;/30TJ8\Z/K?=2RZ/W4L^ M/JF!1.Z>7TG8!"C*>2SGLUS
KF^6U5,%;!>C(IBSFOPK#14H1S6'%\$<,OI_E3:N!AA=%I^5-=GC\55)C;I>IXBV! =7_)_WA?
[AI?MO;JY MMR;'A;*H&^GO!G4;\$V&YD8!^=KE!.9?E/);S62Y@N9#E(I:+62YAN93ELI8;
MWGEC:H+O=JB!1^6F%VO5Y;'60!EI;HHIOMP_EIAQ-^N!89_)@4!H#T!WN+8 M0?
(9%8E-RZ*R_DL%!GSC!Q4V!JBB!)"*TNCQ">ZPH=WC9!KI^J_RRV!5+ M<0%A
[4HY!P7,AR\$P7,IR6RLT\LZM.L1!@L'%9LBGU1!S*Z_!(NELKV^CHOF!4(-ROATC_3
M_OC-^JG/N-#"QG!1SF4YC^5!E@M8+F2YB.5BEDM8+F6YK.7Z9T:.8VF&-5G^
MAQIX5)HZ,5Q='L.5E29Q-6%#N"CGLIS'2SGLUS UY?%?^Z(.JH0W,4^NWK9+"
!97<87%1[XO9Q3CWJ>;. MT=="RN_%F:4RMULI_E.N5L\U"\$Z<<5APIQ9";YO!%-
!^6>R:>P)NZP4RFMN.Q,6# MC=JBG,MR'LOY+!>P7,AR\$P7,IR6T6:!
M&GA427JH6T.:RSN>^#SF;7MG/JM^B:FOL0POPYQ7=,A(XD>6?7"C9TBW(>R_DL%
!IU#CCLD)+XUKR-.X'VZWY;IXU_%"2L'6Q6!Y?9^!QB,>|SXY_6:
MAD!4%#:%BW(NRWDLY!-@!["DN)7#Z!E*"R_DL%!W+^!JZ!J3H?R/95Z7
MG;JH7:9YROQL8!H0/;+#!NA13F/Y7R6"U@N9+F(Y6*62U@N9;FLY4874P3K
M+U/CCNJ+WJLO\@1ML"B:#MKM78;UG3!%?CUMJGTZG"!Z?
S*PN9K4%7/_L GX3BJ'%E:47KS7E! =JSLOERZ_S:P29J M4.-:4AV/K M>-
ICNH=4T"4!5U>+09-C!KE00CV!?!?#\$J!G)=;F^!HM7-%SG!VWWJ M;XBE;5+DXYQ?
5MA(+,IY+.>S7;!R(S7,)R*E_*?R,2ZQL\$A;E7);S6,YGN8#E0I:+6"YFN83E4I;+6FX4 M-
!\$D8:EQ1Z6DEX0UY4G882D9E(I G'):P.5B4+AZ:G%K7T_JP4,^Q%62SJ.E9!RML*A;E
M7);S6,YGN8#E0I:+6"YFN83E4I;+6F!XG<[2CV>%WV MKMS675%6RI<'Y?O#1=H?
>HWT3UREE0!S=EE!.9?E/);S62Y@N9#E(I:+62YA MN93ELI8;JD\$17::EQAV5E5Y
UCJ_Z>PS.EZ+2PN;C44YE^4\EO-9+F"YD.4B
MEHM9+F&YE.6RENN7EIFF&J^TR+.QK!_/6KX#YQ<<-C*+*!J6_W_VS?
G5;_JFM!^R"PO?H_Z.^@?&I MKZ38A"_N2SGL9S/<@'+A2P7L5S;
<@G+I2R7M5S_T;:T'R5!H/M/E>T'Y3%>K>M

M3Z/NU_O'&Y<6U?|U!S|HK;*_J4,YFU5=B9I+0+OMNEC5!T!_>)-8-V=GNYL\ M?TSQU!O?
-4=42KZIOV\ G_ MF^,CQ:C.UW15-QX06B_J|@_+,E|4.U8-LEBM
MBOJHJUX<8%&L_E+MR')Q5^RK?|=G?8IFJLK\PC:-"|72%5/5+|29J6AS\T*U
MJW|KLPM|-E-L6|NP+%/1+W3-N# =NWJ,86F*[5QHFJW8%ZKJ7)@SK?=?NJE> M.
(9Z)'5G=J%5#1%FLPM3G2O:A3,;7|QTK7_M(1|V5XM MZRU_4,;+;5F_"M^O\L-S;9Z-
86C5\W"4'_|S+_5#|H,U%5;MQ;3P,CNDH08/ M_X|Q;(NM.II"Q_^^^CJ)?
V2=^,00B|JQCW=);O+XR6|Q|^*975_E"??C|V M_1D,>'CUJM&F?
QC5IU1QVQP, GUH*XOOCV|V!|.WK+E1'>S/^5N-">7S|ZRWJ_M| AU4QQ?O,6#HC6-
XB<#UG\KYN/3V!RN5_Y:!/3^|"?OA1-%_?-3/ M7>P7|W^ ^S97CCZM=OJXG|T|?|?#?
O)CIWM9\B3?#S M6/OI5|/4^VG3Z*?!_I/Q/YB?|3KZ*?9_I/EZ*?7^D_?1+|O"H^|VKDJD-)
M?V?7O|/KW|WK7H_W/|MON: _+LJOUI^CLLZOJ|= &_7%>%=>R^'IS_=_>U>|
M9F^4+|O|?GO; _=-OECE9;U!|?OK;?7'O_O|#4\$L#!!0 M(*HR35JB8Q-&6@8 *,T-9
>&PO=V|R:W-H965T89KI|V-D'88O@K2^L M)*#Y|BL;|_ %!;?_O@1;Z/PD6R\N1+; GU|<
9H(BMZ#:1G_+|G%47 M9!6|, \$|S^1?MJ|K& (5:(?T\$JL>I'%V>*7?JAMO)E"<;@&I!*0L,"|
(1I5@ M=&T+9B4PKVW|J@164V!?\$-B5P+ZVA7\$E&%\K<"J!4X|N83C*L72H+,IS_>(M%
|45K3@H#5&JU1#&6>'=1\G5N|'2R=FC^F>(M@E#^0IYG.<2<'XPET%T6
MH06/5>F"J9<(W47_JCX|H|J!WKA,TC@1;|&;!>6J; UD'+D+7J/C^ZZ,VO_M;Z=#J?
I8M#0,J_|<'I#+O1GA#[FBB20ET4LZM"|>OWD;-VOUV.B_0S5S3W> M8?)RA^ ^)EOC(-
N_1R/@=\$8.8'1UZN%X^ZKH?|/Z|V.M^WJYRT(EQQ?EP?5R MTB&?
7R_'FI\$<'?|71B7/O,CC\8X61Z,8.WC/_=(V/%GHEP^C" ES(6\$>),R'A_60L#D0K&9 MZVA
2VO_1YF'7U&8I^ICI*"%%;O|F7T|1LDS(6\$>9_P'Q(6'&#VV5PV=LR1
M89'&7&:UYCS',":FC8_U:BZQCRZQ|=-4&/(MBU_4|^*(95'G0T.+Z&L22)@+
M"?,@83XD++!;|)C\$-8MAFPR-;=,;-#X:::PUT@UT20_M,!<2YD'"?\$A8,&Z9"(I-PVE.-
\$!MUDSD'\$WD:\$WTA7).U=JMRS|:95_0,) <M2)@'"',A88'3GH2P3>S&TF\$.U&;-/Y.C?
R97^0>M>|)ZB)*;+.(GE=M*"^ M=H*\$N9
P#Q+F0|*"20KE.62",2ASW29L\$Z/:&|/09)4<)B># MD9X&BS.D^K-
BG*MUGBA2@4Z+;:&|+09)4YH'2?%!: \$J;0|J!COE MZU@?
KE^7;>HA08T'FJ:#TCQ0F@|*"RI;:1J))>5IUZO6+?+*0G'^BC\J|:3 MS^CM%M
L')3F@=)|4%J_VWEX9|0)U6K=4;?4'.MC|U?33KV^MYM_0W-0F@=* M|T%I
6X'Y|BV36/<=%.|GF7ALVBT;I-3)H|UH;A/8XYV--F6R|R|)MW4@WK| M!30?!Z5YH#0?
E!;@=D9.3&,R:OZPX/5Z=<.<|F^L#|"O^0F"M';*J!1."C- M_Z7YH+0 M^P,K&QU?
I4S/R<'P*Q+\$^\$?^3%?FE^J3,+OL)-H'LF@-^4
MYH/2@HIV_@4_GMACF|0,|3,2<7)*Q(D^\$?^ ^%,|/LQ4)H+2O-:3XH+0"E
MS4E'Y#XV#?-"O\$1.&3GIFY%?%V'JL;U-!H2@|H(4)H/2@M :7/23LDU\$28Y
MQ>3D.V+REWQ_+VQGMS;9J!).2C-Z7YH+0 E#;O:+5?,H^P84T:/AN>|61(M&7|J=
|4(%,:3!;=:2L|HIRY*_>+,-KO|CF_EAO|RIVJ"|7ZL+H(?=L0<3F2^*?=7+;|H
|0|7#,:;5Y44.^O+@|BQOGX|&Q<5--DN+P|5M-J_ ^Y6J1S|*R^C: 'A6W M>99>+C>:34?
6>.R-9NED?G|VNOS9V_SL='%73B?S|&UN%'>S69I_?95-%Y|? M')@'#S|X-|F^*>L?
C,Y,:|/K|'U6_G;I-J^ ^&ZV4R\DLFQ>3Q=S(LZL7|R_-
MY|);;K"Q>^3|'.Q|K51|J'Q>)C_8VX?'\$PKF>43;.+LB;2ZJ|/V7DVG=92 M-8|_&_1@-6:|X?
K7#WJXW/EJ9SZD17.^F/XON2QO7AP<'QB7V55Z-RW?+3|' M6;-
#;NU=+*;%\D_C4BUFS<36#V61^_W?ZL;DCUC:P|2T;6,T& M5F<#R|JR@=UL8'"XV>"X>
|=-NNY=.F@U.|AW!'#_+YL9|;|+Z9=|_Z.X?)RM@QD M6L;KQ;R|*8Q@?
IE=JL"HF05JZM;#U%|96O'EW?6A,3;?&=:8LHS?W00&SS_I
M8OQDC(SB)LVSHF^.>M'/+@X-^UZT'10>QM^?Z908|OD%^|F(#C4P^ ^SVPH>
M+V&G9_-(OWF2SM?N-^UO(-|C=|JZZ|22V'"=YJM=L0;ZCY(|0.MDGZG)/7Z-
MUG'S;JPF*9FP5W&VE|2SA0Z^9/G%L,B,VWORD?5,|=7|HNYR^WJ|_71FC4|'
MG|9#HAVB7N.??|?I1?;BH%K\$BRS_E!V<_?,?IC?^=U|4|K'CM?%,TSP<.^J8
MP>:TCM5;A.2LHIY9'9|8ZHCQYIQ,3|V)V#GM9#63Y;>&6^J_JW+= 'XYF5|;?
VU_!+_2#C#PWCXG,9_\$ A(+22PBL9C\$ MQ#WFK3U3D)B\$, "5'WBI'GCY'13FI#H&K
M(%VED|SXE\$|OLF|H)^JDO4=|FHNEXGM5YTG"N';!_ =XR^F&P.9Y|<>T=NYSG*M(X;:'@
2BT@L)C%!8@F)20A3LG"TRL*1-@NOL|2XR|_95CTW6QYQ/S/>UD_8
MC=|7T|2LC|:_&O|HGN."3FDUA_8B&)1206DY@|L83\$)(0I M@3M>!>Y8&|CF0*|@PJD,?
(Z|A:KCH|5#H=E:("=U/(M2IQUB;J.-YY%FV;G M.;1/#AB06+C'|"-RP)C\$!
(DE)"8A3,G(R2HC)T,7I7>3XJ,1YEE6_:#,JB%+ MXUWU%\$Z|FD'&9H2\$O-
)+"""QD,0B\$HM)3)!80F(2PI3/V',SXZ55Y=FF+Q<7 M'XTW'Z:3ZW1YHE^WONGG-
3AGI.:C6H|J|C:I%J!;CFD"U!-4DI:FIM=K46L-?
M;!%Q<&1>+V6TZ_JOPBCJ+;/F3BL/SAVI^8VV?C|1M@Z|KQ|VMUI_G='I'#2%

MZ+PB5(M13:!:@FJ2TM24M"?QS6\JBZ\!H-O;H/MJUN%,@10U2+4"U&M-8%J":I)2E-
#TW8>S"A'&)PJM/9@;IYV=RQS;':.#A38:4"U"M1C5!*HE MJ"8I30U6VW\W=P=Q0@5L_9Q-
LWQF7U56\VT!8\$JOF/T?!.% <[JE5C7+9\$>P-M%-H0+48U02J):@F*4T-
5%N\$;'Q7LMZ5QLKU: M\$Z*[J%:C&H"U1)4DY2FYJ&IPDM"O1:..L'2D>N=V39W>=T
MF!>S;:>?S=;NO':.5!U2+44V@6H)JDM+4<+1%IU/?=@NKXM7P+=6F/2[,3B8
ML:..C6H;J(:I%J!:CFD"U!-4DI:DA;YL:IKZJP9PP1IL;J.8WFNFLK7GCPV-K
MXR7U_MMY=G=I1!L6J!:CFD"U!-4DI:EO%VUK%I:~90\$W+HV/*5+H/V9H/E'-M1!4
U4)4BU_M1C6!:@FJ24I3LH60RQI/019(?5C#\$X@605H--55KZQI73?
M6;OEAN;X^P9;='X1JL6H)E M035):6INVH*&I2]H_&UK9+7=XL,#MKA:GFOX
M=5*4=5C?7%SJ:VAWE%W#45;0:@6HYI M035)*6IJ6I;0=8/T@J:S">SNYE^>42;/ZCF
MHUJ:..B&J1:@6HYI M035)*6I06Z;/Y:~^~;/IK8%Z8""T%H/J@6-IGT_+3IB
MA&HOJ@E42U!-4IIZ3>RV^&/KBS_6P/U(PQ-%:KYJ:8TFG)M+|NTNV5S=-(
MU6)4\$ZB6H)JD-#58;W"WG%=EMV?&X&V:U#-1!7 WKR8B^EYAZI770'1W@RJQ:@F
M4"U!-4EI:G#6/FI%WYLAJEJBK1E4\U\$M:~+3UIY:V!1V;W6"Q'_6"=F=03:!:
M@FJ2TM1@M=T9^XFZ,R_OKN^*|OY3FE8G\$|1/'-'*"ZKYJ!:@6HAJ\$:K%J"90
M+4\$U26EJ3-O*B\WOQ6\$&7I!/+P_.5IT:;0=%_1K;J6\TEF(SBM"M1C5!*HE
MJ"8I34U)6V&Q=UWQ9>?A%=H9037?WOQ\G.YG!@9IW"9\$9Q6A6HOJ M425):4
MID;A\7?8^GX'<<="\$MCM0S6^T\J?C==.RSZU"=&81JL6H)E M035):6I>VN:&
MK6\N\+Y8F!X8'>T3\%CYQX^3<|<-J?\.BS'N\$R_JEX^;(?E;KV'0G2?(E2+
M44V@6H)JDM+4(+7-"7M\I/U8+KFD>5UUYB>V_5\B&*(MSBY"M1C5!*HEJ"8I3?
V\Z+8AX3S1I5&TK\8:EPG3SWMH\$E'-1!4 U4)4BU M
M1C6!:@FJ24I34\W6;YSO&F^GU>R6J7IY7?^Y5R\#/\ZO!:4-|&:@6H%J(:A&J
MQ:@F4"U!-4EI:F:;7H;S9+T,O3PX=V@OP\FKE^'LT_-U0K27@6HOJ@E42U!-4IJ:E\7
MX7QK+T;/#(X#VLM M6#~7:5I9J#SB% M1C6!:@FJ24I3H\0V,QRNF:&G\H<*
M:68XFXT+SS&|EZ0(>FYV8MGVQK,RM)>!:C&J"51+4\$U2FA(-M^UEN\$_4R\|C_
MI3>@I"?B:&A1#4?U0)4"U\$M0K48U02J):@F*4V->%O2<+1#24_QN \$HB4-
M=|~2QI;;>=VW!Z.SBU M1C6!:@FJ24I34\6--PGJFE\Z\+XF,Z&?E&IQ/M
M;*:!:@&HAJD6H%J:~0+4\$U22EJ4EO.QON=^ALZ,<8G\$"TL^%NZ6QTA@-'35\$
MM0C58E03J):@FJ0T-5MML\|VYL=>UX46#_1P0%%RQZH%J!:B&H1JL6H)E M
M035):6J,V\I*"NZ/LL?-(^KL\191=&(AJD6H%J:~0+4\$
MU22EJ=EJ*R+N\$WWZS#"Q)UI@034?U0)4"U\$M0K48U02J):@F*4T-?UN*
M<;_#A\HQOB<0+06@VI!HW6/9,UN@08=-4*U&-4\$JB6H)BE-S59;H'&?Z"-I
MABVL>UPY7#_1P0%%BSJH%J!:B&H1JL6H)E M035):6J,V_*N^L#:78>>Z*5
M'53S=^SU-5"5(M0+48U@6H)JDE*4/?JH&\|I 'THQ.(%H'PC5 J^W M-
33NOMT/31"M1C5!*HEJ"8I3Y:H^(FRTH_+=.STUF67V?GV71:&!>+NWG%
MUU6BU4^-/+NJJH<^?VD=C#9^?FX^#\SZYZ.6.3N\3:~SUVE^/9D7QC2\JLCQ MX9%
|<_)AV_*Q6WUX#LP/BS*KQ:)\^*8>X;B_|B<M\MG_5!+ P04 "J,DU:2B\BLDH\$ #O%
&0'AL+W=O:QG_%XYLD,UTH_FP6):^IS,S(
M6UB\O/9\SR\@Y>9*+2%S3V9*IJRZH9\9JF!)X51*GT6!)&?M6'V\1OZAX*|
(S/E!NZ4_"P2NQAY?8\D:..K:9_4^D\H M"75SO%A)4_R2\|>;=*/1(O#)6I:6Q6T\$JLLT_?
RT=L67@<_)H-6&G_OC6(#AB\$ MI4'A.7^SLH+6/;=V-1J373^MD/+PK?%-
.:C&O,|22\KL\HYCSQ WS&N:~+;WVK<,1;Q9S:|2^C+&"L:4&X M^3W\$A\QWEA-6NQ
6>)T#>-|Z_BN9@,|=?T,>75B#UI"0B57Q_E*L6<%T?@ MWP=(IZ#_:|H0=+X|-
UR:~)8IAY+G#;T" @#?^Y2<:!:|W.->,8#NNZ52NZ1SE M&ED'91-?
%*0MWPU8MP#~+|^#+. P\@VYWZ+|T,.E63+HHDX_&K\JC_Q:U:|OX M\$|
(LD\I02Y"V;U_!1T+X^+TPH"U\$I+&1(&"M*5Z AA&M5=1I:%4_W#5D;CS M%R\X-@?
B\|C,N-'GA<@5-G%&TMIPW8-%6:'88\47\YMC\5Y3Z**4GB"4W1LO\$
M7.060ZPB)D\X"R43T.97 E\6+C\$U4.AV_+K\|&|'6C'@N:"0XJ@H-SI!\$4
MI"V5\$|P*1!7=.#EN7\$U3NG)8IR\5;F#5H_!|G:>N)<:~+O^V-(X\|R:CZ.T
MYGP"&KK\K*~+3BPTN&%KAFSOK-).%+%.|U&EM1JBN\|PZLL;@**W9A/N99T"# M,#K
IA8P%%:5F>/5I<&| "I6LM07;S\4;'L5LS\YO7!1\$@^
MQUK14%S2')LVSJH3D%#TT:M:B@N:~KQJUR10-X0AZE\|J%|O%MR,|_CRLA
M9\4\YT+;=4ZMCR@ND(Z-A;JH5/0T%BHU1+%Y1)20LXJD4JTL;|8.&AG,MJ M!
<1P!71D\2E1MK_TH@|MU)FC;:~<(%^P?6"U.'9KCOLBYG(W!G8YUB*&'=?
3^4\|&P%%:LSD\K3%2_~V6 M8@IZ7G1:#8G5*K:|F)UM^KFWA0\3+|^?~,*?
N\Z+MP62Y@YT^"JYXZ;WG17 M-P.KED6#&ULM99;
M:|LP%,>_BO!@;:%#J2RYMNL2PMBLKM!~:NCV4/2CV<2(J6:YTW*3??I+LJ:DD
M\BCXQ99DG;|^YV*.IFNIGO0*,E&\%+/@A5B=1:&.EN!H\I85E":+X54@J*9

MJF6H*P4T=T:"ATD4C4-!61FD4|GYW"D35P.WXQ6.N=,;&N
M+*1\LI/K?I9\$E@@X9&@EJFIP 5P;I4.QW.K&O@SK>'N>*M^Y9PWSBRHA@O)M?I
<5|/@-"Y%+3F>"?7/Z%U:&3U,LFU>Y)ULW<|#\$A6:Y2B-38\$@I7-FV|:
M0.P8Q(<,DM8@<=S-08|RDB)-ITJNB;*[C9H=.%>=M8%CI=!0U)S
G9,1G\$1R2)DL&_YJ%A|PXDWH"\$Z0T/Z%W5JF18*R"T MS,D5V|BQ)H^W(!:@_NP#
|!2TO|&9KF@&L|#4N0;U D'Z^5,|CKYUX X|L"I M#P|@;D-ZU,;40K_%|?'&,"?
7"\$+O)1_T0#|TY,/.0/MBJ#PX>/'Z*1W."MC' MW:T\|J|E>Y@ "G&4:?
2A115C:|V0|H1")UB'PSGV*.,>RR\$<0_D)Y|I+= "MZ%9^OO!./>-H|+-Y;|3XX-
1G'C"28_YG_1'D=O/2/JK0+>D8ZCPS40|K0Y M>V6XI6K)2DTX%\$8K.CXQ_I-JNG
S05FYSK>0:/JH&Z|,S064W6"^%U+B=F*; MJ;|+I7|!4\$L#!!0 (*HR35H:~?TWT\, T4 9
>&PO=V|R.W-H M965TV27:D?GOMPT (&4|9L2|)&-
_C>^|!|L&3\$^./8@|@T;XAI>*~'2|33|,IU2J6|YSQ8\$#C4Q0FKC\$|P(WI7'FS":F M;
<5G\$Y;+),Y@Q9'(TY3RIP4D|!#1UL/|<|!#O|E(WN+|)@>Y@#?*/PXJK.|=" MB>
(4A&S#"83ITYOET23P>8'G_&""!E +D,|%(M&)0!
T.TR,S0NJ.2SB:2JZ>QBL SM7HOHCP! MQ+;H*^6<9E*~@N:YM+)_0NSN0-
\$|\$>_1N13ED<@|R#FGR'OV,Q%ZUB(DK518: MRPW+\$1?%B.2%\$3%!|TPA"?
1K%D'4!'!5^A4'|LOA0:R(=Q#>H '^"1&/D"L)
M+?|_.+:D,ZA*.C!X_@MX91G17_>O;H#_?:U\$5@0|=6_%@88P==3<%, "/X,Q^ M_
\$'WB_7Z/4\$UB#K5V1|*|DON>:HWY|B?4"Q\$/FEJ@5G*U!7S@588,#T4G6< M\$3|
(O(E|O\$)F6)\$96LE|6OUN5*M MZ!/=*&?Q F5:H8J|R'C5T2U
W=5M2^T9AE(70;2FZRDO9|-O9:L|5X+9MY
MUGX%VPV+F7M+EAU!":05>WWRV1\$|Z_0|' RN+0SNSS,^=J3.O-L^*FBLSTU"
MM??!=O-C|RX|O;J>_I':WZWU:~|&9|!\$A=>9.VC6JNXP4A|^Q@)06^,^=-M
H4LSV1Q/E&U5F=::YEZ9|H;/4!U CC|!#U!+ P04 " "J M,DU:>-!NL7<# #>#P &O
'AL+W=OJLH(!C19*3K_%0,^2")((6(2P4L_C8P@3250F(9ORI-K78IB;OC%_50|5WL
MY1\$SF)#T>Q+SU5#K:2B&!5ZG_)YLOT"U"U?J121EZA=M2ZQ_K:%HS3C)*K)8
M09;DY3|^KLYAAR!TF@E61;."#6Q'<0X)W@N!5!.|< M#WY%4-
'7R|-5H0DPQZ,!)5M\$)5JHR8&*KV*+B"2YS,0YI^~)I(GA|!>I':J3 M0&2!)B03"Y@&Z
M>|/QH'.Q)JFL1Y7_<>G?:N'?1K|_6?&K;+RP;J>O>_NH|AE
M|LQKS|B'S1|VK|K^#5L+SA.'1RG-3@SR('B%.\$|1C>Q*&V)J#)87DQU|?EQ M"|DCT)|-
(6H5?VV(NA0+NA2;=BD6=BDVZTAL+W?<.G?'6DO=9(BV|P#1;J3(1P\$9|.A?B M0YB?
52-;I5|;|2|!%@B|!%IEV*A5V*S3H2V|L|V;_LO_|O;399(SE,)"+,&X|L4F;-E-MEA-"M7,/!
(N6B,U7(D&*~@B\$.<+0OC+1#JH6_K1'U!+ P04 " "J,DU: MKK+N?|4' "Q5 &O
'AL+W=OF+??=W(O&5G@>2GJ/CL0W%,^? \$ODU70B1D6|QM\$PO.HLL6|WO=M/I0L1!
M^BY9B:7ZS4,BXR|37^6|FZZD"&9%4!OUW5YOT(V#<-D9GQ?;N7X/%EG4;@4
MMY*DZS@.Y/.5B)*GBX|3>=GP,9POLGQ#=#WR^"N;B3F2?5K=2?>O6E%D8BV4:
M)DLBQ<-%Y|)YSWT_#RA:~|%4|KQF>2'N/GYAN0F7@(UE'V
M,7GZ350'U,JYTR1*B_)4|EV.J0Z3K-DK@*5GL0A|OR9_"M.A\$;~Z|("M M MQ#
|PJP#LTP*|_"\$,#^E5_?RO &>P(&%0!|@^+K-,TR(+QN4R>B,Q;
M*UK^H9"KB%8G.%SFF7672?7;4,5EXSN5JK-U)\$CR0*B0X6.0*TT^A,%|&(79
M,_D<1.N@2((W5&1!&*4_GWWYU605R5O;@|>G'(3;+,%BEARYF8-<1/
M|L2|!D!7'7)|W.|+<5^Y5N+E>OZ.,Y;XO9" MH7;,G5@I3*_^!8,.WQO/
N&'XYQ>+?;JW/,*WC>KJ-;|!%+|!\$;Z./69J%
MZJZ@='X(0DD>58T13;I:*6UU1<)H">L7L/SN_3AV>N6_|^|CIF:'-N2@W3/T MZ-
=Z|*UZW(@@7KM;9V_)B)+5W|!#KK-;K#%&LR3|\$C0NSJ&QH*^'6 M|M|JJBH11)
(PA81P\$,Q)@5"? Z,0E?(3, ""2,(F\$, ">, @F)\$13D|XWNH(FXG M->|I:1RS'P':K2R4QJ
T#CAE|JX;|HP#*O;7;H.EFH;50,K:|VW=|GV|H;2 M*)3&H#2.HIFIX.I4<\$|
<|JL=0"4&DD:A-:E<13-3 QMKSE6KV9|&2=KI?%L M+WO^Z|+J)=6
MT38'GJ/>|C4)|BZM|JBACE=%V|3->:4;U,F"TCB*9NJF MS2S'|F;1.)T6MT-
UG3674JB)Y338.Z_4@H34|!T4RUM)7E_,|>EKV_UNI" MW2PHC4%I'\$4S|T
|6LZI+2T'ZFE!;11*8U:1|',61K:UW+MOE;L4V%,T8C M/=|
|TORI*F9YXV&WE;IMN|=6V6@-(ZBF,K>%:6BR/6N!VO>LM2I0
M6P9%,U71MHQKMV5:C#"LI!;6/I\$CP%9=(6Z-2B;J:MV:UR|6|-WA&&/_NH
M4=&L(PQHCPQ*XRB;J9;V8=R64YO(I2K9_S<2.|6UAM")35 :@|(|XBF:JK5T;
M|J2SFURHV0.E42B-06D<13,30|M"KMT6RI^~)9KOJ-=01@M(HE,;@-+|GE-=3 M|/?-
(W>U7>2VM(M>%_/#K2)|7ZUEAU|4|J#TCB*9N: MHK<4UM%+M0J|M(M H ME,;@-
(ZBF2^9:*O(LUM%MA)O#VW|A@ATXA.4QJ TON>4%^|MD9Z|O|9|VE?R
M6LYX;JSQA|V|LG?76GKH;"VJCCD8'4'MA:/ZB3AJ*9^FDGS?MN)^WP

MP9>|K|:%%^J006D,2N,HFID#VE_S3NVO>5!_#4JC4!J#TCB*9B:&|M>|X_VU
M/:6040EX<2J)W06CJHCX:BF=)I4|VSFVK'W)?M1*='XG*Y#O=,9<5SVJBI
MG>'5B/XN!+4C6HL*=JD^0WS MO@;#5^NB4&BO#\$KC*)HIG/;(?!N\K_9%_L#1F;W?
UDI#K3\$HC4%I'\$4SIT%: M8_ZI%|K|RH\A.0FD42F-0&D?1S,386&|+
|G<=7.'15S5YV'15DB<-S9R|VU''Z MH68:E,91M%*1|L8*C+&0|V*MS)04|P3+Q1CKK?
5ZG)?%*I1=W;Q&ULQ=U=;|M& H7AOT)H%XL6*"R1DB@EZQAH/1|-H,&
M2=N|*'K|6&-;B"2J)&4GP/(X)65%H|'H,<=X%^I%8SOB,U1XPI&.)^/S^|SX M7-X:4T5?
EHM5^:9W6U7KU_U^>75KEEYEJ_-JOZ=Z|O89E7|:7'3+|>%R6;: M@Y:~?C(8I/UE-
E_U+LZW7WM?7)SGFVHQ7YGW151NELNL^/J36>3W;W|Q|H7
M/LQO;JOF" V+|W5V8SZ:ZK?U^Z+^K+|79O.E697S?!45YOI-|?XM9Z.FP.V
MC_A|N|+@X^CYJE|RO//S2=09V|Z@^:,S,)<50V1U;-M?
LSFP./O^EJ^~3K)_I*|UEOOC/?%:=ONE->|',7&>;1?4AO_9|)|0|@2O
MAD6Y_7|TOWOLH!:=;,-P= M_.QZP&AWP*CK >|= >-|!2C)PY(=P>D74>8|
Z8;"_6PY_N|M*(K,HNSHO|M/B|J:1|=;||'V^FZ/KJ_(-?5\$|6-5U+|KX^K+C|6V9YM%B;*KR-
ABOE=UD0C M^I?Y&OV>+3;9-B|O5^M-54;?"5-
ET7Y_7F_JH=N@/|5;|B?'H9)GA@FCM|E
MJ^JVC.1J9F8MOU|^3;\$_-|H8H_-;FLHF^|0Y0,DB3Z|:-(MOOM|VQ.
|J#/'7'5BA)_Y:-8U,|@R(P|CNY_-T,.H#LQ@^/'D6@|7W<|B;C|+ MYY(-
|UD=;MWA\$Z|*YL4VE29Z9|)R4Y CZGEA|2V>VFAU\$|E=S=;N:_|4Q9?3' MOVLG>EN99?
EG6W(?|AVU#|L,|:+=79EW03J>WUIBCO3N_C'W^)|T|,^VM)"8_M(#%)8HK\$-
(0YF1KM,S7RZ1>RK;:UA&9FT763KKLF76TA|2JA(2\$Q|8"-MUCS MPN/N(AX|_?'>OSL,0-
<'O+T-(0Y%W>|O|AC|4|NDO|)\$+TOYE)
MQ;SZ&OWQSBP_F>+|Z+|1_-JK6CP|^MM7VZ+@'3,T"B0F2\$R2F"(Q#6%.I-)|MI-
)3S\$S|F2D2\$R0F24R1F(8P)U.3?:8FWMO4^R+ _E'UZN!W5+|/?9=6FJ#|N MRXD7"LW)"
|'H+2+D24D24R2F(7:N|H|8G|92\$Z@F44VAFJ8T M-U>)|S55RBCEK-
RJ5+5(3|"913:&:IC0W6|99CKTE8|)#,A?:%.^UPYIHFCVL,B^H#?UC!^<& M|9|13:*.0C5-
:6|";"\$=CT|RAZ&=-*H)5).HIE!-4YJ;+=M,Q|Z2,F@.0_OF
MEVBM12)Z6A+5%*H2G.C8@OGV-|XOVRBZ|J^@<:3A:I"523J*9035.:&R|: M5L?
3D|OR:&6-:(@+5)*HI5-.4YF;+%M>OM|,FN70.GJG08=OU09GZ>|W:FC1
MC&H*U32EN:OW;-><^+OF%TYA'.0HMH5%-H)I\$-85JFM+<_-BZ.AF=9(Y"BV14
M\$Z@F44VAFJ8T-UNVJ\$|A2Z=#YBBT?-
YIAU/4XY4L%/6;:=ZTN*4B|!/*D!.V044U3FIL2VR\$G_@ZY^|SVMBPW
MV:K^FLBJYA|DF|O0MAG5!*D)5%.HIBG_-0?*MI4>#DXQMPW12AK5!*D)5%.H MIBG-
S9:MI(?^==4!<|M.|KR)NO0/%AP"M#M&-85JFM+<\$-CN>.COCKM/75U6 M:_@'"
|ZOH&N?44VBFD(U36ENI YVU3C-MAKLOAKLOAKLSAKLUAKLWAK_CXIZ
M:"OJH;>F#)|JST-IYA7)P10X&I^- 'W^S"QU5HH"-4UI;A)LH3P,WHOCJ8FK MPQH-
_V#|84\$7/*.:1#6%:IK2W\$C9>GIXDKTXAFA)C6H"U22J*533E.9FRY;4 M0VQ/#K|4G)?|
<0U'9^|.IJXT\$H9U12J:4ISDV KY6'@UA01VW6^|0|L.Q2Z M6|G5!*D)5%.HIBG-
S8XMFHZ^A;9J'OD70-N= M"|J^~R6:U1^U1<6/A\$;EF5/:|ZGZU,:A
CT=B6H*U32EN>FP9?\$H/AI ^X_ M|&H-#5HKHYI
-8EJ"M4TL;D|LN7SZ"3;:HS0%AK5!*D)5%.HIBG-S99MH4?8 MMAM^*3@OZ?
\$BCT=;N0MT1(EJ"M4TL;D|L'WQ*'A'C=8I*N!-%UHKHYI-8EJ M"M4TL;FQLN7SZ"0|:8S0
ME* U,ZH2G_-@HJMF@DI*. '4Z+U,JH)5).HIE!-4YJ;:UM\$CT^RN|88;:-13:":1#6%
M:IK2W&S9-GJ|:|AEX+S.GW^|B_0(26J*533E.;&P|:'X|_#M,P*FLI'\$.%WE
MC&H"U22J*533E.;^M&5;/ZARNA67GFG;:1,E|5MV44OXIFV=?6-VCH"4E44ZBF*!V%/YM
M.O^XP4\$B-8%J\$M44JFE*<|E: ^S)2;:FF* U-JH)5).HIE!-4YJ;+5MC3_QK
MKNU|ZK|DV5V3LM:P/#!C9W7'X/\$"P|N6AXTG|='CA/^L@|A06B6CFJ8T|_K:
M*GGB+X\$|7|_)T>J=2=OU19MC5).HIE!-|3#OQ=QFAS^~;K7UW;"D|"MEYH
MY>%|H|/_X@/MAU%-H)I\$-85JFM+<@-E^>*2?GB"|L.H)E!-HHI"-4UI3K:F
MMA^>=MV?V3|Y^9G0L.RTPWMQDK2|1D%'E:BF4\$U3FAL#VP)/_2UPYOB@|2ZJ
M"523J*903>^TP|^PW3RY\$N9J>UMIX&KC,->ROC7;/G'#LX.VMZBFD0UA6J:
MTMR\$V?9V>I+UQE.T|44U@6H2U12J:4ISLV4KX*F_NX|B8V.WFBW%2G^T8)3
M@%:UJ*9035.:FP);U4|H*XX|IV|V(D>OP2J|A6G_*T5\$4UA6J:TAY2T"|O MC:GJUQC9Q?
G2%#?FTBP69725;U8UW|S,W7|U*LQUG9+X|8|)KU?:1|^<;|_ M;LR|K+B9K|IH8:
|K0P=G3?M;S&|N|Y|4^;HAHT|Y5>7+|8>W)IN9HGE_?O7
M>5Y|^Z09X#XO/F|/H^)_4\$|L#!!0 (-*HR35I%B&3N,@<\$1#-9 M>&PO=V|R:W-
H965TCM0C5-P^1#-'BBW|IE+UY+ MP1=Y4.#WJ&4-
>@'WPL|D(O|L)B<749KX7BAFDL1H\$'#Y?"WZ.FR8W=>/OCD

M+5=)JD%OA5EX04BC+TH)%(A7':N!'>LGP?D6WSQQ%.+M\9ID3;F/HF_9FY0%91HG45
&JST(O+#XS|^70FP\$4+HC@)8!|-IPQP#@UPRP-W5Z9H2JX#XPF?M7,CHB|1*IO/1673.
[4B;1(?4&B!*\\$|!YY=AS(M31RG/)P+\H7|*^</T\$VX3L.8O&\$BX9X?_WK12U3^C-
*;E|FNBUQT1RZ;W\$9A MLHK)^W A%@WQTSWQ%
#T5..KUM.7UE|3D'B5+KO\$L=|2:E%*/M\Q\N;GIH9-M80P3|PIC
QAV.&;'WABM=*IC|.1<=P?W5O_XE4+UUJ0XBF_)W8I+06;24X?X MZZT(H7\I^F
@N\|L3'H7K_E<7';4H!;+^2@ZDU|^L@?6|TTB8L(8\$LP0U*T\$
M=7.ZLZO39.K|=JV&FP691H\$:@^BCUQ)R<-EH?3|JG<;L:?'X^OGKA>[R7/V7AURY-
4JM=-H*@MM@)BPE@!&^2P[*K|..E?|X;5!E4J@PPNC?
Y3X_JZE(A8K#C@RG;ZH<)8T@P M0^IA)?
7PS!U_B*D|)HPAP0S=1Y7N(ZR./P*Z5Z\$*F*JM*D@P0Y5QI.K
MACWQBPA3@^F:WOR8<(8\$LR0V;9TC6R=N=N7.X D/2J-8=%,|3<,BHW5|V%2
MAYZ21@&/ \$"OGZW3.VHUH|^^(SMGZ7,6D,2R;J;^D/D!:)2RP/4W2P7+M>U:N0!G;;W1
M?*R3K0V4#3NH*9?RV0N7Y)'J6A4I;^EBE57!-4/8=%,1;1YLF'W5+N\W,S^
MW'_B%\$2;;FK4'==50G4|6#13)>U|;+";W41'C:IL|6K4+T)%LU41|L3&[8G
MS(OG^=BCSIGF3C7:UL0>="VGK@JJ-|&BF:IH=V+_8'L"YVM|H4,U*%@TIV=L
M|5#HN1T*174HJ#2&13/%UPZ%P@ZE;>%1XFI%AS.J#09-FSG.>%@;-!B|=|>V
M7GL,"GN,_25%"=ALB-NG|2M"PU;..W3&HWIS3U'B4UWB4W@RY8AZH21N_B:U MU?
B&32RKWO)3U-=4U|<4KJ|;U PJ841QP*Q8T#[M=-U-X7K|KT50AE05@BC
M|FCK1\$&MO;%HIBJZH8GF;D BP0X9>OK%&H1CT4SY=9%/#WW|5%G;Y I3\$I
MFBF^|@4|@BMBP1,*S M;;5:8C >UR|Q|I,5%L&"EN& VH)5 JP#*WY\G**
MM_1Y;|5KC%"4PL?72#FNK?AG7RQ>LC*9&NDIWT.818%)K;>R&VJZNS2EJ M>\$?
7|\$|+>0)RLX|V7VMA:FN=4&<"L&BFHAM+KLX|\$^#@KLW"79QU"J?B:*?B
MP\$XE&_16.PIM.+2U;*B3 WN:5;U6S!<(0DH7^+ ON2 CG_X|W-PKM;2HCH=
M+)JILW8ZSN#0\$.:ZB.:97&|C3K3JR|A%CT@/%
MNQ0'=BFXXP&JA4&E,2R;J;V.L|XW;..|JE%"I3\$LFKEX6|LE%W9+T'BP)O3L
M?;LN&R^|V;/T;9(4-RX M04=*^>>X43>8X52(_BX\$@Q""J==E/MJ%|7JITPX7>N|
%#M%1;-E%K;* ?< M|LI%M5>H-(9%,|7?N/OE>'NU)Q2R,*52KP0P&"L.-
I1N;"C.F;TA(DVR4G; MM3HRD.&!QVJDW9#;ND'|LG\KL-CEZ?"N5MW7%0CA\$4S===&
MR#WW!")"+J=0:0R+9HJOK94+6RM|BC|DI_C.&0YW>ZK&[5OUQ0|3.%MK;4YA
MAUQMAJR62|7V#@@^'6E X;^OS\$=4%8='6RFU"^J?>|E8'W6**97&L&BF^IC
M|6\$W<^A@T-|>18T&.#96FO3L!|L.&|F+5K=VWCL0"#D;G|0TSRA2|I%\$PB|
M3ZM'1%SE#T;HZJ)|90X#<+(7.N|54N^VHM M@2?&*<_ZS'7#?L|3PIF,S-BMG(S\$1F=I
|>2J\$V><_ET 9G8C1WJ/_22EE M+L1#^7*=C|VW9 09Q+J\$X/BQA40(LA)>?
R|!W7J.40'X^=G|"LC'L7,N8)+ MD?U(\$|T;.P.)+#@FTS?B=VOL!
<4E'BQR)3Y3W;5;3AT2+Q16N1|9V20IT7U MR1_W"W'D0,,3#FSOP)H._@D';^_@&:\$5,R-
KRC6?C*38\$5E:(UKY8-;&>*.: MM"BW<:8E?INBGY|,"Z2309\$+,@=Q**
(TRSE9H5QY+J(10|D=_Y(+J"1:K) MOREHGF;J\$ _E"
|F=3|O'G3Z.^1B8E7C_>SWI1S09QP7K1)Q"W",>_4R8RSP+H|'K;':9NCZ0QKY=N9AS3SL
MBD#2*KB0|JC/L!0\$U9V&/ZKY M1YW|TKZ|8H72^OZ1NU9@XBZ#6X6*|)=VHD-
:F*#;F+D|_77|G4K%|L(4FU MLE\$V\$ MARTB;!'Z-&CPM9BYE'F|G2|U#^7%
[4R\$MX"UMD|R)\$DQ*B44,5AY|G'>*?V| M%|I+U4=%E7;NTQ1DNN7E!85;8-Y-#1
|7(3S7\$B=_F,*K'45:&L?@I %X;"Q M7=WSV_61+FGL((UU2KLTIQ=S\$+FZ^5XFGA|
<2H|2QJ5|CG<_635Q2SG@49A MT(Q#BR&CT9"%)P+Q4)!I9\F;?!-*\$3PN>,79
N|!'.|A2C3D1E0IS;\$:_&A M'AL._";OMEW@>LP_D9?
HH9;2|F+ZFUZ!M#+SV|P8GNQF*K?9A4/,12>8':HH M|2ZCATC8\FQ3W1EYAGT!QS-
N91RTF01>X(=ADW+;T(NBZ%22IX?R25^IGRL|M?
@LD608NWJWC|!S^"%LB5=&'Q_+93KY=\$GTWC%IQT\$G@/QS,0VFEW;75!;IK
MU8"VBR<-!ZWJ93,|L?:"DN|2^QU?6OI7.9.D#>MWU|"_P>JA:/FJL>FVZN,7Y1|KNF:30
5,WR#9?+M%_D@P5"NKT(XU|6_6?U MHL7:M'!SH;\$A-(K|
E!E@;X_4)@)MN_E!|4OP),_@502P,\$% @JC)- M6A%NEUAD! V|!D !X;"|W;W)K&ULK5==
M;|LV%/TKA#84*;!\$HKZ5V@92>T4#=\$,0M|O#L =:IFTBDNB2=)SLU^<24N0/ M45J*
L46Y7L/S|F|Y#%'>RX>Y(92A9|*HI)C9Z/4|MIU9;ZA)9%7?;\$LK^&7% M14D4#,7:E5M!R=
(DE87K>U|LEH15SF1DWMV)R8CO5,\$J>B>0W)4E\$<|?;<'W M8P<|+R_NV7JCI
MW,MJ2-9U3|6U|)V#DMBA+5M)*,EXA05=CYP9?3W&J\$TS\$
M'XSNY=\$STE(6G#_HP>UR|'B:\$2UHKC0\$@:|'.J5%H9& Q_<&U&GGU(G'SR_H
MGXQX\$+,@DDYY|2=;JLW821VTI"NR*|0|WW^FC:!(X^6|D.83|>O8.'90OI.*
METTR,"A957^3IZ801PDX|\$GPFP3_M0E!DQ_8H34S(VM&%)F;|!CH;|33^8

MVIAL4,,JO8QS)>!7!GEJ,H>^6.X*BO@*37FYY16ME-2C&5U1(>@2?25/Z\$9*
M"JAO9E015LCWZ!)IF_00<_01ZX"&AK,S9LI/93^CU3SFA^A0+|" (H/"D M3U^?
H^FNR"^K8#?5L W>\$\$/WV5|Y(E3,F|X++G:#HKYN%5*.;&^;P!HQ
MM"/JG7VEJ3BD3J3=S_AV/M@D_L_@9V(#UKQP1#ZY'(9SH<|S4MI\$U|C1@91GQ*/\$YSX2
Q6%&&=)%J1GU>_&A5X\$"V67\$+<2 MXD\$)|^|(N?TP0PIV2PZ'_|,O0MR=W
|R')UQ|(:!^R1'82<A=|:Y&^5G0=##.6LY9X.!?WY\$=(
PFF9VCM@|6)HWR/(KASUDJ26O,U0^AD.SGE9 J'" M.\$A|ZH>|/!8/88O:5:|"/:5WB M+
N#<_J#"%YU")|*..W@|G2KR9V@6|*&^|>!.%\$1>-&1.30J+'%AG."T9PT. MGH>'36^NB-
)&8'Q?GV3+YJ^..E>T@U@|82@-T(B?V<.;74@=#Q&|S1-RULDL_M"3L|_W;G/!5PL\$4|
I(O|^|5K8I=1X>=?K?\$82_.<(|AXX/=X6&_.|3:_C#- M8@IM9=NULR!
(HLSKT.T&8C|+PSYSO@?GPV/6|X5*>6U.\$U)?D@JXH\$JHU: ^ M75NH|"%LB1OF?
#|!|.R"^@_H*|L|"/0C&_'M0+58|^C:I>^|OO&Q9I5\$!5T! MLG>50%N*^AI9#Q3?
FIO8@BNXUYG'#5RJ|= !/N*<_4RT)>|JC(^1=02P,\$ M% @JC)-6MQ2#W!2! LQ !D
!X;|!W;W)K&ULK5A1<^(V\$/XK&G=Z0V=NL&43"#E@)H&|N9NY3#/)I>ZATP=A+Z#&
MMJ@D(.FO|TIV#"1"3MOP +:L_?1JZ|5JE|%.R'NU M#DH3C%>1B-PYH|#1PRY
&EXJ(D\$A;C MX))>3.G &-@9WSGLU,\$U,5+F0MR;FR_9.(@,(|@AU0:"X<|6H#G!@EY_%6#
M!LV:OO#P^@G|DQ6/8N9,P53D/WBF5^/@/"_9+-@FU|=B|QEJ06<&+Q6YLMJD
M5|WM)P%)<-
TJ+HC9&!@40JU_V4#OBP(#V3QC\$M4\W*!WPB"I#1(KM&)F9|ZI: +SZQ'HW)M2CU
M2I&/90:9,4"(Y|L%|9."JJB+.(T2Q+ZGL11G#@ (35|O'GOH)(U#\$XN7G,| M<-
V,JS07:B.! 'XY5UIBS/|A?<3|4J.%?"02@|KEB H M:-%<-
MI.HFY,1^"V4&#+I"/B9PWQ,R_Q.VW" "7MJZ3\$5(H8U\$K,|_|A,7 M_VH12H^X1?
UA=|AYKN?,H2<.:1"=LCN3U&WE|K|SIBI5+H_|R/^7|OI/|/"H> MI=P!1CRQ-
6@T#+P::M^Q8OUA9A6D\$C*NE4O\$P"DBZ3|3X9Y&>VX_GS<2X5MFL3<".U),H_VA&'FI-
P)MP>A3.8:YO)Q09= M<%D(J?G?|AAT'GY^W,YYMW_B=?HM_VVH@<5 'UE;;26Q9T!?
BPDW@N)O5A?A5(\$=QS6*EO US3'LJ84F->K M_77JG?E1.|%C)|7:6BQIU*4MXO9E!?
4>W)-?|0JDD|?KD.|PU/T6RR3;J^%<-
M_ XNH/|"8!|C6Y9OJB|2Y=A#,,PF3E5^O\$Z<=.-3LEI,!XX|>"QK7S70EK)A
MA>E@|@4+,ML%:/;W'6"NPO5*51'@PUVZ!;?N1.=#I3>"W_0Z;85Q'47T;8&&P| MT%HP4-
C+J*J%O7%E0?>E!;?77%M^\$/JY:??_." 4JEK7<_P|4R0T/VK|Y-Y)V
MQ8K8\$ZOJHYK1IO.^M/WFL_\$KTY;MG(|4|7SUTPN>:E(#@N\$C+H#C\$%9=&ULO5AM
M;|LV\$/XKA#84+;.!%(O5B.;4-';+:!5BZP&DW#;4^,-+9%BJ)'DG'R;|?*LS27
RMA93+2|L6T0(R*B|8\$G+U M9L9X1J6ZY7;+ #G0N##*4ILX3F|G,-FMT;!X=LM'
|:2:9+#+4=BE664/UU! MRM9#"UN;|!-DOI#Z@3T:+.D<|D|^7=YR=6?
7*'|&202X2EB,|LZ'U 5^..B:<- MBA%_)K 6K6NDJ=PS|EW?7;=#R|S100J1U!!4_3S &-
)4(ZDX_JU K=JG-FQ? M;|
_>05F7LJ8,S2OY)8+H96:*\$89G25RBE;_P85(5_C12P5Q7^T+L?ZGH6B ME9
LJXO5!%F2E|_TL4|SRP_'SOB0RH#L&CSGP:T,W()H&5E!:T(E'0TX6R.N M1RLT?
5'DIK!6;))<3^.=Y.IMHNSDZ#J/6 ;H"WT\$@=Y.0-(D%>@SY9SJ_+Y# MOZ*O=Q/T|N=W
ULJ?|K*CBKLJQ*;/(-.;|AN5P(|#&/(=X&L%6@=;1D\$^T5 M,2).(+I
+OX%\$8>X'0&-7VY.#.&X=?+<LH|N_C;_9%&:(FC6A*);_I1"R/ MDC2A1;%^^UU9HFL)F?
BG*X^E&Z_ ;C5|)EV)) (QA::JD*X |@C=|A_/G?5<.. M3@2VE1&OSHAG0A|<-
%2+ET0+1/%;KZ4&UB:5:|!+!HVH| D07^Q+2+R!UVWD8 MN3|N>:.\$_L!_:Q/;'82\,?
=>IQVW%|_@OW|DC/#X*=>=@? MU_-OZ'G=T|"KH^T9H_T\$LOHW14FYE"1H(JQQ
A:O@.G^N)T>CKR+R'-9/0 MR.1.ZA9@YA'NY=#O=_\$P>CJ21|_FT3?/R\$JN>;&
WJ<;0EUD2IA^BXQS\$>X0 M;HZD@AVFEW.>5%Q;?6G2=..?C0-S9;O)
|H&4<0A3F1GYZIOVE,5=BPFL|_CR31J_1NWWI%6 M!W^K1"OY@0/T|0:R>^"=>L
;=**@|@.!:7-NU&\$F#O=502-FJ|@|_R(K3MK#2B M_YM%PZ&;|>X\$>C@V3P1VC;M1KO@
MWBO5^(F\$2Y65<|@|@W.@|@;|9"!|=XN%?CQ W=<*^/GT,5X486X1_HHDL,?F\$
M437EQF(_D?RI^)|#3)%&3!'G=8J=G\$@Y5=_^Y|!AI-%AQ*RB/H-\$K"SX3<5W
ME_(WNSN63J.|B%EYE1|Q|Y2X&>_@R3R'5"-5".O=+)|#3JKD3H6V
MG95&R1'SZGUS>4SY-&PO M=V|R:W-H965TZA Z(&6;)M;271).FG^_0XE1;%E1G\$
T\$|4?/><-Z,AB+/'X3| MH9;.:?2KR\$MU,5AJ03H;#E6Z9_55IV+%2G@R%
|*|@&F|E8JA6DM&L A7YD+AN M."PH+P>C|VKL1H|.Q5KGO&0W\$JEU45#Y^)'EXN%B@
=/_|=|L=1F8#@Z7|\$% MNV/ZZ^I&PMVP9R3R/_EF5Y> M#.(|RMB_#V!;?@-P.|"O!<00;
(|040-H!P7P|1 XCV|1 W@'A?#TD# M2*IRJ/-7)7|,-1V=2_&I+\$&-G-
155"%AISSTA3|G9;PE -.C^|@|T3#G-D2%QV.F*<_5"7J/OMZ-T?&|D_.A!N^&8Y@VGC|6
MGLA+GMCJ%FN@XA+? O|4S|S%* XPKN6>#C_ ;W;X)/|01,+?+H_ '&_#AY"P M-

FND51JI^/P7^"ZSC)M> 0E:49XA7J*4KKBFN2TO-5=0<9GF=S_R(TF4A!|I"%M;AIN6)(!X
M/-?O*&NS|**\$Q%W+B<42Q|'O!C'NR&2S|&+?#S"OZ^2W.OF!_MU(=L_%6D"
MN&4K(8U>W|ZP8L:D+;,\$?>|G,LGZF5C1E%P-8MQ63|VPP^OTW'+H?;_WBD&3C M0Y)-
#DDV/1#95GZ#-K !=M,+|=;LQOLU"Q.S!L3=GK V&;H!V'L=|Z"J_Y0
M7VA%%O8PB\$C499_N&OHX<*%|VM^PL,U>(A.U\$OR5NE#2|L(-#@*<:>MC6V6
MT%:@BW+6<6"SC&-2)DXZ.%L,@,IE_H55%K9!1KY"WT*FJ#W3XSKF17\$ATP^G
M,I2*,F.E @NX4B+GF:F,HQG-88 +4'VF-(<5 MP1BOJE4!,8!D"#:-
NNK_|XR+784"25!VV*%90 MU|5XS_/8 3_7R\FH64=;IP>%4PNJJ-'!23K4M=[A7:T/MX4,
|F,#WW-(F)NLCS?H& MBU5UWC436HNBNEPRFC%I#.#Y7\$ ^FAOCH#U8'OT/4\$L#!!0-(
*HR35H! M7^AT-P(,T\$ 9>&PO=VJR:W-H965T^ M|HOOS!UQJ_2K*0\$L>;N\$-
\$E06ELO*359"14S\$U6#Q)-"Z8I9=/6>FEH#RSVH
M\$C0*PP6M&)=!&O081J>Q:JS@\$C::F*:JF'Y?@5!M\$DR#8^"9|TOK C2-;|:'
M+=B7>J/1HP-+SBN0ABM)-!1)<#M=KN8NWR?|XM":\$YNX3G9*O3KG,4^"T D" M
9EU# Q?|!|@#(1P1ROC3YB%I"L,595/1@55%QV;_6W!_)((HN*(>\$'G= M72&O<3;?XE?-&
%\$%^=DP;4&+ M=W+/)9,99X(X4C):@V5=*>--*D
M\$&_ (#YE#_C^>HO:A@>C8P"JZ2KB%>D)FX6<2A=&,O&S79/1Q?(5W-ES,S//
M+O!>NHQS+7=,|_-,|JV6IF89) 'NC0%|@#"#|I&&Z"+|?T3D?=-,ZOL>;/L-E M-
("CV!L<9SW/N1MZU%PSGKM0QFINF3@GORMXPXNX)3ZDTWD8T,I*GHR8A7H
MO5|D0S+52-M-VQ ==O6V&|_%Z=VB/S&|Y|(0 05"P|D7K*R|Y>D+;!K1+P/-
"7MT7(A#Y;^!5!+ P04 " "J,DU:07PA1V4# !_M%P #0 'AL+W-T>6QESRE5
MWC+GHAKZ/'^UZ)0-^||>S_| M<';6>;R|V;5?&;>E'SA)KP|@O>K A5);-Q8@/BS /G;_NK=-
;8?:R(+/,=@ M?0>LF>(A4TKMM."P2,GO(4UP* N M|MS@\$*|2FYB/?
&C0SR:GW1/C0'O/.)I(!*B,YXRMK|H)A6O!">DIO-ATJ!\$OU M;-
VA|<\$^K'ER)@H8ML(HGM2#|HOK'L@D">".SZUC :E\$0I*L6M|IC!QOC*
MY=7MAU6I%YEUEHS4XJB:6H!==/2V |PM|DL=YNV M|JR9>KV1/A?JRT-
H|@|E3N|DS=C2I)=9(P|C#W%V4I9|J9FSF;81<;G/(DEKM"B*3XQ<9 MG8#&^M|I
|"+#4Q#9/061T5&*#.J#;^MTO76V;JP>O,,,1_P-L0W0;W)@G'% M1-
V;LS2EXM416|,K,N%TFU^/3VE&%EP|_ZAOVE_IRE;Y\$DSZ@X248_:M+!_!
M|_X>8'2L9A(Z9*FX|HK90/3|'1#1ZTO_.QZ;LWE|F 8ZW-|P(?%P11@&(O" MX00A^FC|
|S^3%O?Z>FCF#Z*L2B79VP^6!PW)M&7>Z9)\$D5QC&5T'8J&&-Y MBV/X<|AV@"!Q8%
(?Y9K?+7Q"ME?!|B:|JL0;*9X)6(SQ7,-G?>)\$D|M7& MX@
"6P6L=B"^_P|4E|L31;"JF#9L|^_>),.\$|4(ON&HUC)#LQ?-SK@^V2*\$H2 MMP=|;@51A'E@-
^(>3 %HP#Q19)Z#.|^C8/V<"C;_-/E_G;@2=&A(E@6
MFD7)TZ(=I7|=Q_:0T^FO8R*T>EOH^7%#H5 J.W&,EC'%BM/XU@LD/|'X 4\$L# M!!0 (
*HR35KAGCIE3P4 *XJ/->&PO=VJR:V)O;VLN>&ULQ9K;
M|08_9I7|Z2QOYJI7CQ2PSNBC& MO6&SXUX8)|.MS3,//>'\$"AEC)'\$G:825|CA411N5!6Y
R6 MK"YD#APY^X,77&6"("G"#(A),J0K9;_B4@ MTWU"Q@AR1\$_.|@F9(B/!_3?4*F"/(3 ?
DI+_.17||"5?2*UW,*YR=B6_5S(' ML%FAD%)^!E7CIUFF;Z4DW@>'U 3^2 LYI7@5EA,
M0VHEL%>N(42P;_I?_%SW|,8? AUORDWKJ0XIJ0S#6V7M@PRX*FMP?>?| 8XQ M*:T,
WMEYG3VN-1%+HS|QBY@:+2;D++),+!.SH61: ^ZC+!BTO |W9+L/4AH9
M!O9(J|>Q6|.5Y778VB*D'#(,+)9-;?B>P4'L8LU_&V!4=X8!A;'C;!O<80S M|I
|4B+74E2U>V,3:2F!,RAS#P.J8J\$R7@MWRYW:OHVPOQ*#R+?RKH;L) 4UU* M!?!&IY
6#C(.S@SO%JQQ'U)0NHL"Z(*W6B@0CRB-18(0F#@6C,@\$);!+&OFR
M@UNO_.L!8U'NB/,@CIV0E\$2B04AD)R9EDRBX38@IL3U@**5\$@96"1|2=;4AI
M)0JL%7)N;+S#FIC1;U|G91,\$),2;EGCAT.H.'4.4JXQ-K=9AY
MWH+/,29EH3BPA3;|&DSE7!;677-CZO@#>S*F!!0%A!1/?'8&),24!Q80&0%
M!;7SA!)0TJ&_O7/&A)MF(G@B==&QYB4@)(.!>2#32.SIE@+,3R|;|U H 24
MA!;0SISBQUC"F)2 DM "0JWYMU9.0,AA"@TV*BLX'&.2|V,Z%-"1 AC4@)* M
@OHO1SM|;%C3\$| 26 !O5_Q^SEP3R@!)8\$%M%7V:|L(8U(62@);"/?-GW(+ M:-
!3C\$E9*.DP#="K";+_3I"R4=FBA+^(%(K=5!4|^XR2,25DH|=!";|D|H: ? M4A9*.TR#(%Y?5
50KF%*@K.Q*1Y"*66AM\$,+;84>|;Y)62CMT\$)GNH0SV;_X M&PO7W)E;_O
M=VJR:V)O;VLN>&UL+G)E;/_V3MNV T 4A>&M"%R 1_0"^D0*=(8/!4Q)'CY%|0'8OCTJQS:
<=&^=ZFI?U|7^7"JJV8W
MCOV/E.IZ5XYMO>OZ00I#.'V009/_.03Y_\$\$:03%_4(:@/'_0/03=SQ_T \$\$/
M|P<|0M#C_\$&R1!F7!\$D3K FT%N1:"+P6!%L(Q!8D6PC,%D1;_-069%L(W!;\$
M6PCD%J1;_.P6Q%L(I%;46PGT5M1;"?36R<BN!WHIZ*X'>BGHK@=Z*
M>BN!WHIZ*X'>BGHK@=Z*>BN!WH9Z&X'>AGH;@=Z&>AN!WC;9+""0VU!O(I#;
M4&|CT-M0;R/0VU!O(I#;4&|CT-M0;R/0VU%O)|#;46|GT-M1;R?0VU%O)|#;

M)YO=!'H[ZNT\$>COJJ01Z.^KM!'H[ZNT\$>COJJ01Z!^H=!'H'ZAT\$>@?J'01Z
M!^H=!'H'ZAT\$>L'D9R6!WH%Z!X'>@7H'@=Z!>@>!WH%Z!X'>&?7.!IGU#L3
MZ)U1[TR@=T:;X'>&?7.WZEW'3\I5Y[OM;X_.^D>CS?6ZZ/ORR_3D[>W@O.
MZ::B/O\%4\$L#!0 (*HR35K B&UTZ0\$ 'XE 3 6T-O;G1E;G1? M5'EP97-
=+GAM;W:74 "-!0&X+!="FM8Z=?\B'"CWJH7_H&Z'61A6YNV(/OI
MNP\$F&B4:3'QO6*#M><|ZDN>*ZZ>MHS#:M\$T7IMDB1G?%6"@7U)J06T==6IE;
MWYJ80OH7YDRY-" \$Q&12L-)VD;HXC GV-;9|2W.S:N+H;I-^#K7MHFG)F2C
MFIW&/FN:&>>:NC0OK;-U5WU*&>|3|G1RV!;6M0MG:4/&ODSH5[X/V)H6)/W
M=46C1^/CO6G3+K9I6(C;AD)^O,07/=KYO"ZILN6J34?RX#R9*BR(8MODNZ)G MOY-
CNF':??*3\X00V/\$Z_XXIS?J__RSX\$2!|2I|1%TH<&Z; Z>,&UL4\$L! A0#% @ JC)-6L/+|+ #N
M*P(!\$ (!KP &108U!R;W!S+V-O&UL4\$L! A0# M% @ JC)-6IE&PO=VJR:W-
H965T&UL4\$L! A0# M% @ JC)-6G1=3Z6?|P R"< !@ (!)0T 'AL+W=O M&PO=VJR:W-
H965T&UL4\$L! A0#% @ JC)-6H).07K% M\$P (-< !@ (!)2, 'AL+W=O&PO=VJR:W-
H965T&UL4\$L! A0#% @ JC)-6D!|0(JX @ ^ @ !@ M (!)6\$< 'AL+W=O5P>&PO=VJR:W-
H965T&UL4\$L! A0#% @ JC)-6NMC?AR^! M/PX !D (!)\$8@ 'AL+W=O&PO=VJR:W-
H965T&UL4\$L! A0#% @ JC)-6F23H?G)"P Y"H !D M (!)I:X 'AL+W=O&UL4\$L! M A0#%
@ JC)-6H'!;7."#P 3 !D (!)6&UL4\$L! A0#% @ JC)- M6M(O|WV*P &K@ !D (!)0ND
'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ JC)-6FG64L-G:0 GA M !D (!)'28!
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IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S.
Securities and Exchange Commission. Data and content created by government
employees within the scope of their employment are not subject to domestic copyright
protection. 17 U.S.C. 105. var Show=
{};Show.LastAR=null,Show.showAR=function(a,r,w)
{if(Show.LastAR)Show.hideAR();var
e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE')
{var ref=((window)?w.document:document).getElementById(r);if(ref)
{e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}}
if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function()
{Show.LastAR.style.display='none'};Show.toggleNext=function(a){var
e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display)
{}else{var d,p;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'}
e.style.display=d;if(a.textContent)
{a.textContent=p+a.textContent.substring(1)}else{a.innerHTML=p+a.innerHTML.substring(1)}
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DefRef Styles */.report table.authRefData{ background-color: #def; border: 2px solid
#2F4497; font-size: 1em; position: absolute; }.report table.authRefData a { display:
block; font-weight: bold; }.report table.authRefData p { margin-top: 0px; }.report
table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-
align: right; }.report table.authRefData .hide a:hover { background-color: #2F4497; }
.report table.authRefData .body { height: 150px; overflow: auto; width: 400px; }.report
table.authRefData table{ font-size: 1em; } /* Report Styles */.pl a,.pl a:visited { color:
black; text-decoration: none; } /* table */.report { background-color: white; border: 2px
solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif;
margin-bottom: 2em; }.report hr { border: 1px solid #acf; } /* Top labels */.report th {


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background-color: #acf; color: black; font-weight: bold; text-align: center; } .report
th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica,
Arial, san-serif; text-align: left; } .report.pl { text-align: left; vertical-align: top; white-
space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ }
.report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; }
.report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /*
Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold;
} /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report
.re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid
black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report
.rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td {
border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-
space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align:
right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump {
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.text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; }
.report .text .small { width: 10em; } .report sup { font-style: italic; } .report
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Disclosure - Schedule of Quarterly Financial Data (Details)Sheet[http://shuttlepharma.com/role/ScheduleOfQuarterlyFinancialDataDetailsS of Quarterly Financial Data \(Details\)Details63falsefalseR64.htm999064](http://shuttlepharma.com/role/ScheduleOfQuarterlyFinancialDataDetailsS of Quarterly Financial Data (Details)Details63falsefalseR64.htm999064) - Disclosure - Schedule of Quarterly Financial Data (Details) (Parenthetical)Sheet

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"Common stock, \$0.00001 par value; 100,000,000 shares authorized; 2,946,099,
2,008,689 and 1,700,414 shares issued and outstanding, respectively",
"documentation": "Aggregate par or stated value of issued nonredeemable common
stock (or common stock redeemable solely at the option of the issuer). This item
includes treasury stock repurchased by the entity. Note: elements for number of
nonredeemable common shares, par value and other disclosure concepts are in another
section within stockholders' equity." } } }, "auth_ref": ["r76", "r579", "r769"] },
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maintenance and utilization of information systems." } } }, "auth_ref": []
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"Disclosure of accounting policy regarding (1) the principles it follows in consolidating
or combining the separate financial statements, including the principles followed in
determining the inclusion or exclusion of subsidiaries or other entities in the
consolidated or combined financial statements and (2) its treatment of interests (for
example, common stock, a partnership interest or other means of exerting influence)
in other entities, for example consolidation or use of the equity or cost methods of
accounting. The accounting policy may also address the accounting treatment for
intercompany accounts and transactions, noncontrolling interest, and the income
statement treatment in consolidation for issuances of stock by a subsidiary." } } },
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is defined as transactions during a period that do not result in cash receipts or cash
payments in the period. |\"Part noncash\" refers to that portion of the transaction not
resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r22",
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"http://shuttlepharma.com/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Principal balance", "verboseLabel": "Convertible debt",
"documentation": "Including the current and noncurrent portions, carrying amount of
debt identified as being convertible into another form of financial instrument (typically
the entity's common stock) as of the balance sheet date, which originally required full
repayment more than twelve months after issuance or greater than the normal
operating cycle of the company." } } }, "auth_ref": ["r14", "r122", "r967"] }, "us-
gaap_ConvertibleDebtSecuritiesMember": { "xbrltype": "domainItemType", "nsuri":

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dilutiveSecuritiesExcludedFromComputationOfEarningsPerShareDetails"], "lang": {
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issuer or the holder." } }], "auth_ref": ["r884"] }, "us-
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"Convertible notes payable non-current, net", "documentation": "Carrying value as of
the balance sheet date of long-term debt (with maturities initially due after one year or
beyond the operating cycle if longer) identified as Convertible Notes Payable,
excluding current portion. Convertible Notes Payable is a written promise to pay a note
which can be exchanged for a specified amount of another, related security, at the
option of the issuer and the holder." } }], "auth_ref": ["r14"] },
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"http://shuttlepharma.com/role/ScheduleOfDerivativeKeyValuationInputsDetails",
"http://shuttlepharma.com/role/ScheduleOfDerivativeLiabilityValuationDetails",
"http://shuttlepharma.com/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us":
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beyond the operating cycle if longer, which can be exchanged for a specified amount of
one or more securities (typically common stock), at the option of the issuer or the
holder." } }], "auth_ref": ["r14", "r122", "r967"] }, "us-
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identified as Convertible Notes Payable. Convertible Notes Payable is a written promise
to pay a note which can be exchanged for a specified amount of another, related
security, at the option of the issuer and the holder." } }], "auth_ref": ["r63"] },
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transaction not resulting in cash receipts or payments in the period." } } }, "auth_ref":
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which includes amounts of borrowings under each line of credit, note payable,
commercial paper issue, bonds indenture, debenture issue, own-share lending
arrangements and any other contractual agreement to repay funds, and about the
underlying arrangements, rationale for a classification as long-term, including
repayment terms, interest rates, collateral provided, restrictions on use of assets and
activities, whether or not in compliance with debt covenants, and other matters
important to users of the financial statements, such as the effects of refinancing and
noncompliance with debt covenants." } } }, "auth_ref": ["r100", "r175", "r287", "r288",
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"http://shuttlepharma.com/role/OrganizationAndLiquidityDetailsNarrative",
"http://shuttlepharma.com/role/ScheduleOfDerivativeLiabilitiesDetails",
"http://shuttlepharma.com/role/ScheduleOfWarrantsActivityDetailsParenthetical",
"http://shuttlepharma.com/role/StockholdersEquityDetailsNarrative",
"http://shuttlepharma.com/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us":
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debt instrument, including, but not limited to, draws against credit facilities." } } },
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term debt. Includes, but is not limited to, notes payable, bonds payable, commercial
loans, mortgage loans, convertible debt, subordinated debt and other types of debt." }
} } }, "auth_ref": ["r14", "r122", "r336"] }, "us-
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 "http://shuttlepharma.com/role/StockholdersEquityDetailsNarrative" }, "lang": { "en-
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 conversion feature embedded in the debt instrument." } } }, "auth_ref": { "r101",
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 Convertible, Conversion Ratio", "documentation": "Ratio applied to the conversion of
 debt instrument into equity with equity shares divided by debt principal amount." } } },
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 specified consecutive trading days within which common stock price to conversion
 price of convertible debt instrument must exceed threshold percentage for specified
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 "Identification of the lender and information about a contractual promise to repay a
 short-term or long-term obligation, which includes borrowings under lines of credit,
 notes payable, commercial paper, bonds payable, debentures, and other contractual
 obligations for payment. This may include rationale for entering into the arrangement,
 significant terms of the arrangement, which may include amount, repayment terms,
 priority, collateral required, debt covenants, borrowing capacity, call features,
 participation rights, conversion provisions, sinking-fund requirements, voting rights,
 basis for conversion if convertible and remarketing provisions. The description may be
 provided for individual debt instruments, rational groupings of debt instruments, or by
 debt in total." } } }, "auth_ref": { "r14", "r38", "r59", "r62", "r119", "r122", "r500" },
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 under the debt instrument." } } }, "auth_ref": { "r68" }, "us-
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["http://shuttlepharma.com/role/StockholdersEquityDetailsNarrative"](http://shuttlepharma.com/role/StockholdersEquityDetailsNarrative), ["http://shuttlepharma.com/role/SubsequentEventsDetailsNarrative"](http://shuttlepharma.com/role/SubsequentEventsDetailsNarrative)], "lang": { "en-us": { "role": { "label": "Interest rate", "verboseLabel": "Outstanding balance percentage", "documentation": "Contractual interest rate for funds borrowed, under the debt agreement." } } }, "auth_ref": ["r65", "r311"] }, "us-gaap_DebtInstrumentMaturityDate": { "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentMaturityDate", "presentation": [["http://shuttlepharma.com/role/ConvertibleNotesAndNotesPayableDetailsNarrative"](http://shuttlepharma.com/role/ConvertibleNotesAndNotesPayableDetailsNarrative), ["http://shuttlepharma.com/role/NotesPayable-relatedPartyDetailsNarrative"](http://shuttlepharma.com/role/NotesPayable-relatedPartyDetailsNarrative)], "lang": { 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, "lang": { "en-us": { "role": { "label": "State income tax benefit, net of federal tax
effect", "documentation": "Percentage of the difference between reported income tax
expense (benefit) and expected income tax expense (benefit) computed by applying the
domestic federal statutory income tax rates to pretax income (loss) from continuing
operations applicable to state and local income tax expense (benefit), net of federal tax
expense (benefit)." } } }, "auth_ref": ["r417", "r753", "r847", "r913"] }, "us-
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"role": { "label": "Effective Income Tax Rate Reconciliation [Table]", "documentation":
"Disclosure of information about income tax rate reconciliation between amount of
reported income tax expense (benefit) attributable to continuing operation to amount
of income tax expense(benefit) that would result from applying statutory federal
(national) tax rate to pretax income (loss) from continuing operation." } } },
"auth_ref": ["r414", "r415", "r753"] }, "us-
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Income Tax Rate Reconciliation, Tax Credit, Research, Percent", "documentation":
"Percentage of the difference between reported income tax expense (benefit) and
expected income tax expense (benefit) computed by applying the domestic federal
statutory income tax rates to pretax income (loss) from continuing operations
attributable to research tax credit." } } }, "auth_ref": ["r753", "r847", "r913", "r915"]
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of cost not yet recognized for nonvested award under share-based payment
arrangement." } } }, "auth_ref": ["r401"] }, "us-
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Bankruptcy Proceedings, Reporting Current", "documentation": "For registrants
involved in bankruptcy proceedings during the preceding five years, the value Yes
indicates that the registrant has filed all documents and reports required to be filed by
Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the
distribution of securities under a plan confirmed by a court; the value No indicates the
registrant has not. Registrants not involved in bankruptcy proceedings during the
preceding five years should not report this element." } } }, "auth_ref": { "r791" } },
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entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } }
} }, "auth_ref": { "r787" } }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype":
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Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or
other units outstanding of each of registrant's classes of capital or common stock or
other ownership interests, if and as stated on cover of related periodic report. Where
multiple classes or units exist define each class/interest by adding class of stock items
such as Common Class A [Member], Common Class B [Member] or Partnership
Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } }
} }, "auth_ref": { } }, "dei_EntityCurrentReportingStatus": { "xbrltype":
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Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants
(1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities
Exchange Act of 1934 during the preceding 12 months (or for such shorter period that
registrants were required to file such reports), and (2) have been subject to such filing
requirements for the past 90 days. This information should be based on the registrant's
current or most recent filing containing the related disclosure." } } }, "auth_ref": { } },
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"http://shuttlepharma.com/role/RelatedPartyTransactionsDetailsNarrative",
"http://shuttlepharma.com/role/ScheduleOfWarrantsActivityDetails",
"http://shuttlepharma.com/role/StockholdersEquityDetailsNarrative" }, "lang": { "en-
us": { "role": { "documentation": "All the names of the entities being reported upon in
a document. Any legal structure used to conduct activities or to hold assets. Some
examples of such structures are corporations, partnerships, limited liability companies,
grantor trusts, and other trusts. This item does not include business and geographical
segments which are included in the geographical or business segments domains." } }
} }, "auth_ref": { } }, "dei_EntityEmergingGrowthCompany": { "xbrltype":
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Not To Use the Extended Transition Period", "documentation": "Indicate if an emerging
growth company has elected not to use the extended transition period for complying
with any new or revised financial accounting standards." } } }, "auth_ref": { "r804" } },
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 "http://shuttlepharma.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity
 File Number", "documentation": "Commission file number. The field allows up to 17
 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8
 digits, the optional suffix may contain 1-4 characters, and the fields are separated with
 a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype":
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 "lang": { "en-us": { "role": { "label": "Entity Filer Category", "documentation": "Indicate
 whether the registrant is one of the following: Large Accelerated Filer, Accelerated
 Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of
 the Exchange Act. This information should be based on the registrant's current or most
 recent filing containing the related disclosure." } } }, "auth_ref": ["r787"] },
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 Incorporation, State or Country Code", "documentation": "Two-character EDGAR code
 representing the state or country of incorporation." } } }, "auth_ref": [] },
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 "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true
 when the registrant has submitted electronically every Interactive Data File required to
 be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months
 (or for such shorter period that the registrant was required to submit such files)." } }
 } }, "auth_ref": ["r801"] }, "dei_EntityPrimarySicNumber": { "xbrltype":
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 of the voting and non-voting common equity held by non-affiliates computed by
 reference to the price at which the common equity was last sold, or the average bid and
 asked price of such common equity, as of the last business day of the registrant's most
 recently completed second fiscal quarter." } } }, "auth_ref": [] },
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 Registrant Name", "documentation": "The exact name of the entity filing the report as
 specified in its charter, which is required by forms filed with the SEC." } } },
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 registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } },
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 Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r787"] },
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 "presentation": ["http://shuttlepharma.com/role/Cover"], "lang": { "en-us": { "role": {
 "label": "Entity Tax Identification Number", "documentation": "The Tax Identification

Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } }], "auth_ref": ["r787"]],

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"presentation": {
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 "lang": { "en-us": { "role": { "label": "Restatement of Previously Issued Financial Statements", "documentation": "The entire disclosure for reporting error correction." } } },
 "auth_ref": { "r194" } },
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 "http://shuttlepharma.com/role/StockholdersEquityDetailsNarrative",
 "http://shuttlepharma.com/role/SubsequentEventsDetailsNarrative" }, "lang": { "en-us": { "role": { "label": "Escrow deposit", "documentation": "The designation of funds furnished by a borrower to a lender to assure future payments of the borrower's real estate taxes and insurance obligations with respect to a mortgaged property. Escrow deposits may be made for a variety of other purposes such as earnest money and contingent payments. This element excludes replacement reserves which are an escrow separately provided for within the US GAAP taxonomy." } } },
 "auth_ref": { "r116", "r722" } },
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 "http://shuttlepharma.com/role/LeasesDetailsNarrative" }, "lang": { "en-us": { "role": { "label": "Estimated monthly common area maintenance cost", "documentation": "Estimated monthly common area maintenance cost." } } },
 "auth_ref": { } },
 "dei-Extension": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Extension", "presentation": {
 "http://shuttlepharma.com/role/Cover" }, "lang": { "en-us": { "role": { "label": "Extension", "documentation": "Extension number for local phone number." } } },
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earnings \\\\(or changes in net assets\\\\), and gains or losses recognized in other
comprehensive income \\\\(loss\\\\) and a description of where those gains or losses included
in earnings \\\\(or changes in net assets\\\\) are reported in the statement of income \\\\(or
activities\\\\); \\\\(2\\\\) purchases, sales, issues, and settlements \\\\(each type disclosed
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Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r167", "r170", "r171"], "us-gaap_InterestPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPayableCurrent", "crdr": "credit", "calculation": { "http://shuttlepharma.com/role/BalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": [["http://shuttlepharma.com/role/BalanceSheets"](http://shuttlepharma.com/role/BalanceSheets)], "lang": { "en-us": { "role": { "label": "Accrued interest payable", "documentation": "Carrying value as of the balance sheet date of [accrued] interest payable on all forms of debt, including trade payables, that

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"Schedule of Future Non-cancelable Minimum Lease Payments Under Operating Lease
Liability", "documentation": "Tabular disclosure of undiscounted cash flows of lessee's
operating lease liability. Includes, but is not limited to, reconciliation of undiscounted
cash flows to operating lease liability recognized in statement of financial position." } } }
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undiscounted obligation for lease payment for operating lease." } } }, "auth_ref": [
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year following current fiscal year. Excludes interim and annual periods when interim
periods are reported from current statement of financial position date (rolling
approach)." } } }, "auth_ref": ["r521"] }, "us-
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current fiscal year. Excludes interim and annual periods when interim periods are
reported from current statement of financial position date (rolling approach)." } } },
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following current fiscal year. Excludes interim and annual periods when interim
periods are reported from current statement of financial position date (rolling
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current fiscal year. Excludes interim and annual periods when interim periods are
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following current fiscal year. Excludes interim and annual periods when interim
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 member of immediate family, and other party that may be prevented from pursuing
 separate interests because of control, significant influence, or ownership interest." } }
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 immediate family, and other party that may be prevented from pursuing separate
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 planned search or critical investigation aimed at discovery of new knowledge with the
 hope that such knowledge will be useful in developing a new product or service, a new
 process or technique, or in bringing about a significant improvement to an existing
 product or process; or (2) to translate research findings or other knowledge into a plan
 or design for a new product or process or for a significant improvement to an existing
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 component of revenue, and sales and trading gain (loss)." } } }, "auth_ref": ["r126",
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Also includes schedule for fair value of plan assets by major categories of plan assets by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets or liabilities (Level 1), Significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r9", "r40", "r41", "r42", "r43"] }, "SHPH_ScheduleOfDerivativeOfSettlementValuationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://shuttlepharma.com/20240630", "localname": "ScheduleOfDerivativeOfSettlementValuationTableTextBlock", "presentation": ["http://shuttlepharma.com/role/DerivativeLiabilitiesTables"], "lang": { "en-us": { "role": { "label": "Schedule of Derivative Issuance Valuation Inputs", "documentation": "Schedule of Derivative of Settlement Valuation [Table Text Block]" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": ["http://shuttlepharma.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "label": "Schedule of Effective Income Tax Rate Reconciliation", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": ["r416", "r753", "r913"] }, "SHPH_ScheduleOfErrorCorrectionsAndPriorPeriodAdjustmentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://shuttlepharma.com/20240630", "localname": "ScheduleOfErrorCorrectionsAndPriorPeriodAdjustmentsTableTextBlock", "presentation": ["http://shuttlepharma.com/role/RestatementOfPreviouslyIssuedFinancialStatementsTable"], "lang": { "en-us": { "role": { "label": "Schedule of Error Corrections And Prior Period Adjustments", "documentation": "Schedule Of Error Corrections And Prior Period Adjustments [TableTextBlock]" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfErrorCorrectionsAndPriorPeriodAdjustmentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfErrorCorrectionsAndPriorPeriodAdjustmentsTextBlock", "presentation": ["http://shuttlepharma.com/role/SummaryOfSignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "label": "Schedule of the Error Correction", "documentation": "Tabular disclosure of prior period adjustments to previously issued financial statements including (1) the effect of the correction on each financial statement line item and any per-share amounts affected for each prior period presented (2) the cumulative effect of the change on retained earnings or other appropriate components of equity or net assets in the statement of financial position, as of the beginning of the earliest period presented, and (3) the effect of the prior period adjustments (both gross and net of applicable income tax) on the net income of each prior period presented in the entity's annual report for the year in which the adjustments are made." } } }, "auth_ref": ["r25", "r26", "r27"] }, "us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "presentation": ["http://shuttlepharma.com/role/FairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTables"], "lang": { "en-us": { "role": { "label": "Schedule of Fair Value Assets and Liabilities Measured on Recurring Basis", "documentation": "Tabular disclosure of fair value measurements of assets and liabilities measured on a recurring basis as of the end of the reporting period, categorized by the level of the fair value hierarchy in which the measurements are made." } } }, "auth_ref": ["r28", "r29", "r30", "r31", "r32", "r33", "r34", "r35", "r36", "r37", "r38", "r39", "r40", "r41", "r42", "r43", "r44", "r45", "r46", "r47", "r48", "r49", "r50", "r51", "r52", "r53", "r54", "r55", "r56", "r57", "r58", "r59", "r60", "r61", "r62", "r63", "r64", "r65", "r66", "r67", "r68", "r69", "r70", "r71", "r72", "r73", "r74", "r75", "r76", "r77", "r78", "r79", "r80", "r81", "r82", "r83", "r84", "r85", "r86", "r87", "r88", "r89", "r90", "r91", "r92", "r93", "r94", "r95", "r96", "r97", "r98", "r99", "r100"] } }

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disclosures contemplated herein include the fair value measurements at the reporting
date by the level within the fair value hierarchy in which the fair value measurements
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 warrants or rights issued. Warrants and rights outstanding are derivative securities
 that give the holder the right to purchase securities (usually equity) from the issuer at
 a specific price within a certain time frame. Warrants are often included in a new debt
 issue to entice investors by a higher return potential. The main difference between
 warrants and call options is that warrants are issued and guaranteed by the company,
 whereas options are exchange instruments and are not issued by the company. Also,
 the lifetime of a warrant is often measured in years, while the lifetime of a typical
 option is measured in months. Disclose the title of issue of securities called for by
 warrants and rights outstanding, the aggregate amount of securities called for by
 warrants and rights outstanding, the date from which the warrants or rights are
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U28&>?Q+J|VOX;,%>!KL M+|E*J91#3WZ;|+S/&C3^ M&C))5XP4F|SU)*+.U*_DD)?
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QB+:N|80UM#Y9H>SU7|PJ'>7#VEM^K<*9#\$ ME)?+-A M)2!B
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(IM;IM(LIME'|*^|=R6|VB+|JGQ&0820\$W@VRS^_|3"LGZXZ>D/&|/:00K'A%)'0-1^"|%
M2?*OCHYPZ#T%&5&^'9-7#GUSG9^A7YV4^ M<7WSH# W65TQ@C|>*1|7-
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M"EESK(.DU=UL76JQFA*KKNE'^^L%L,P,VSP;J-E*M"BQ!ZN*-B@N&,8|_4H M8-
_';&_2V97H)*\$0,)2|&S(L)0H#U;T>51-WG-X|\$ZFPYS+;H&)B BL'(^:%
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4F:*5V:R^M>)DU9\$3XGWP>SAAUG6/H MD &M8@\$_0XK!" I6X2K0|I-C:!,A(9^/6?
CTXL|8U;72WQ1|QX^-(EZ|NSI M\$//+|^#*|LK3<\$NKW*KHY=V#V!MK131-
;*49VQ:5<8T!M^\$6L7|5U7OWZOI% M?.H??|4\$L#!0 (*HR35JF|G#Q0, (H1 *
97@R.RTQ+FAT M;=58;6_-;|^#^CL1_N"&MVB1"H-WV 3(D*1%8RV"-
_>^HD#WAP|LYVU|-?O MG!>@+U;C4XM'P*YG/T|JR=;>*^I^F_7K-.QT/10@-
|N/Y\$W|Z|GMN|8U/ MW?*Q-SP??86%_W4Z?M^(I3!=Z+13 SY+J(8S>@%SF1#1+ Q-
6%#%X@8.Q*&S M:IRAE|8AG"U%%Q1;KDP/|CM5#Q*BE@P'HFNC?R "G?8|= _9H"-
ZP/|YA8"HV3UFLRAHF(:\$KQ(@S,Z9)IQ*(1S+* MLQ
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<)5,18X|(00Q/KCSXJ(55PU(3#|N&;)EPPLT(GG=)PP|N&(3DKQL1,\$!\$RPD%7?
+4E:1U+U&81 M:83>>:4!D)D.&*>@R.7.KY.V_GH#E
|E7NM*5%@2SN"\$0U+8IV/,K*T>%I)C)!,RQEB1!2):RIQ"TB M/Y.&0N?
>*K;JM2|X+|2K2V_ M?|'NRBQ/*;RK*P&GL=EG:O'4.C"X!O2+!A^H!

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0'G5A1I:TA\ _9/90 M@<-Z<)Z?(07ID0;<)PJ:/)YXK37?!\\$WEE;N4E6MB\$GX7?HH#
/YV0>CW.[4 MNSOS]9V\A/SCGMM:
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=/X]7\;I_7_E8BAF*IFC' JWW; IM/YW _[OO;NV8'+X%+#
M_07HV7&F;J\^>7UJ/7UMG9K6^\$WC^OKZS0^YHA=J/9'XG7->KWQYI^?'_K*
M,YG()YIA./*AD. F73.^IS\??PTN'5JZ%KL40_%?TGJS\&CX50UOB%Y\|8:I
M&+042;STG%WJ^)=JMGG6;%PN&P>[(KCA1]JU#1PSS)#\|/30WBYDWQJ>.D; MQY(-
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M3\5/+%,G=N+5])?8Y:ICG3BS*;&3AP(O\&?9\F2;T5(8MBNH9CS9+GZOT8
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9^3\$^E>{(KZ5NH3YQ?I49Z0M)\(J<6?OA6;JY^^\)+
M6_/V8\O=@ _@P*23DXPWM^Z_X42_+4SPFS_!\;ZNV,W->J-#>X^O_Y&)@P M
_B_1H08*OR_H MUL* MGK VW;>!).ROY5G\K?Z-
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S5\$!\A0\)\5K.:Q:@\H//NM MH>F@A"P7EL=^>B"X\1.W)EC/\3"9#8BU,XJK%>Q+(AR!-
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M)K:RC&=Z"S6Z,>V#LFRH5\TQC8MRW._*L4Y\JP%\MP=6*-I7UU<1N
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P>>|Z\$O&<_JMQ-M%1HGP1POHB;NZC7A\U/M8E\|KK1U_-VT7<\PH!\B\?#E;G'T>R/*-^;
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SZ#B^(!IX>O>\U_EA\KSMHF)'F9(N44KO(MAPP/%\T%BCH@1EK!<:L M+MNV-
M(4:O*&QG+*I/A'?CEMW+_D'S3BOGW\|K\&&\A&5\|@Z5X8=Z^U:_J>
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!*H\V;\S'LBDS>:L3*C;9F<|>E8>^)S M\|9I A!9CO4K0: 2M0TK+8_)W0\B*9I-
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Z\|V&G#\|6VG09HE+W9Z"M.V\|F*S9VJ^@TGM3#JW1\ALEE+L\UP
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BQ@;T*3G M0,D<@Z?YCGGU?J WPGWN4\FG7YI M,#&^L?@)\K;!\X.
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M6V(6#X", (IS_7L#"IKXXMSP,".Y5WX7)^3P4=Y&4R2#DN>G|DDOY/0G/^1">
MXJ:_@7CGUYFU)\$N?4;.:?A:U'*&S>BQ/;.;+*^P3T8(JC7@26E'"F|)|SN<M_6H!S?
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M9'LDIZG61;N)^V.YCC|CG*@[Nl&lTBM_XB-S|SF!,@T L@TYGAWWD.@l-B#
M89'XFOL;\$? 5R>0XXW^R0<+<,WE*FTXRS(NG3#*6?9R/6lCl.>%)**K;l|l
MW=3AT>R9:TWTLCH3?+=+l|YC_#S+E 4(SSS:V*:+-RLSQEHQD5l|D M(:^K lM-
%_(15AA8l!SC2G73.5XTFQ<@7%L+>(D\$:\$GW/)9;U^17?JD>_ 'U=Wl\$A>0lZPO9U% M?
Q&U;:/GBFD|VlQA30>8\$R#R*@M(*EM=LQRATSSJNC8_4RS0YKW"9;^_ \$+9
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MP%EYSC1="19A!934"J@2B(054!HKH *PJ:X54\$KBIO0!%U9 P9Q80A;GZ6 1 M5D!)K8
J@4A8 :6Q LH'FUAK";ZQC72P"\$551D55,1)154. M154-
V%3472TK<<|"XHJ@=-9FL@+5C&ZV\8QOI8!%60\$FM@"J!2%@"!L;\$"*@";
MZEHI21NRE&+P@HHF!/+=ZIB.EB\$%5!2*Z!*(!)60&FL@/+!)OUD'[\$E1&P)
M61/AY3IY:"7"A2DFP)(9+,(4*Z,I5A\$0B4UL)=G\$5D7P"#N^7'9!6&3?L:K
ML..%';\FPDMY!FTZPH4=+|"2&2S"CB^C'5|1\$ _DIOHOV?\$7 (^SX)Z42!>7I#?EW(Z!7
X/\$^G>,MHF18) J(AO)XO/@GB-BY/Z M%;PC _"3,|3+DG/S56"=T-W|/+FU#KN-
M0VS+^7;SK)'1W0^BN(IV0KJCD:80 MRU-LGDSIP?V::906|-%T2'7A!--|.| <'6;9,53M15-
=66<0PI^64(*K'KLE M0Z<#HL!R<0H1
99\$YI*BSQY:UHH^|Z#S3;/N0Q@^10RSOCNTR9\NRH@7^"<. MX#XQ--
/JP\J"37!C&B_\$7.(S&SA@H\$E_C>-52B?I4M M"8A%!
I7D,02MS2%|H>-20|7CR8"C/F#T;L10*|0V'HZUZ=U" "3P'B.F!_M@D3T75QT@?
L*,61XU;UI\$46V*XS&)1ZNO _SQ^7,!(+XU)|/S-"03B90D8XM M
F)=QS9Z#W_3C=9ZA5%<=*(TQV4IR#G\$!CXM.%.:HQ&|YUK*LVR3|M@B= GV
M\$K|4ERZA"U=1BN*
|.VJCH!R3!5|V!>&+2Q0V695HWIF41\XL|1,LF,CAZ;7@G>2&Z::6QG!|36)4*5|^%"0#%
MG) @105@*C)%R|P6B)4T\$(J.WM; :HPQIZA\OS@(I&K*""@
MM:S#UKVL6;_+NDLZOM1U|?4^HWJ0L?71L&T/LR"C_Y_@+6CE?EIMJ%K#E#-
N|AZ18^FWLP|T) MA)?6)-0,V5 TW+,4;X=4>&B^;-"IZW\$(8.U*53TBJ?
G1W9(JA2E|E4PHDB"J?\$E3YE () MHLI'5/E4\$+:BRD=4^500MJ+*1U3YE!RV>P)|L?3;V(?
IDS@LJTE8A81F*; I MJGS*DA2T!15/B7- QTT-/<'=F)YU|37|CD%6#7+K8RIR5*
553YE,^6\$V 5 M53Z5L>X.&JS|/#\$2QX)D:|T:.O;|E0V>?(K9M>*JJZ:ZC09!P7G<_%-
U58=V! M.MBASG5H+ZCNZ\$ZV#,T8VSUB|9|E"^.|B0^8/RYO*?UV":@J-_P5,-Q/&):K
ML|E*.;@WX8Z=@*XR(:6D*&+?T&-|OAN;83 _TO G*9 M(+>4>D+*93|
04!PSR!82BF8WE9=N!3"I2C!81\$"AOL)PRH?,G'1;)Z?-UMG M
GOH'X4)O&\$AUL|B%5,F@GW0K@7Q1|")B"X9Q LJQ2\$=UR\$G_RT_0.1;=(> M6X2>?5-|X-
Y@+GO6++BN+ (^(-8DDK-/FFZ1P@J78MU82/0>_B?V""P4B8|8
M/4=LI?,HX%FYTH&B>B".0ZSNZ,8BJB9@L'4I64\GZA@T7L^UIB:|*J;7DHB| M=R#
<1#\$.!XB'\$NL,V,@/E|S|2-Y/3 %FC+C@O%R7A*)&M>@9*#4'(1^5#;
MTNXU,U6'I+M\$'JW>J)^%GWR9TX/?=LVK=FCZ7B%Z_38W^YHI"G\$JKX(PD1?
M8MU^TM2Y6E-/1,=-3W@CMG D@T;9"!<8'^817)SQF.D;S(XB \$R/K%0>\$| M.9T?+%
K4)LL/^?PEXO\O(S71PHD"B2FR<_+TA57+M;W"OP*_*,AMT3%P9|^ MKV-BK!YL,O4H9?
>GIFOOP0;3=9!"L9M\$@()TK|E>|P4"!;5#04QNS.\$@
MD|JR8NR<_N;%7&JTR>J58*2'6O";HI0R :R;BY.FT")ET2(1*>\$M30&V1)0V M!RDT*!12J2
D2!1%C0!%#5:P5YVD0XRXC0V(V|B|1-&3 4)0ETY0SV\$G)JHS
M8B=V3|Y|B"B82Z!G3)A9V-OQ>YADA!\$E|YU?
GTD|!&;'C+=?/MV,)U3\$VI=JH?,^!|0462/@^W"#4L^UE.?!*N4;S*:D
M.VKC!M.QF4NEK9QX00#PUB>_>(+W @&%ILK&UU1N_986+^ TA/A|AJ
M2,^'AYOJ0DN-FV|^*0=\$E^+Y|QRFW%<5J>V=>>)WU@|
M86\$Y%F|YEJOM;_(!J0(@>W@T:LK!S2)O5|*|7>%(\$'F|4N7M"L>#R-N5-&^W
MZ_/31:I\$|S|V!L\$MG!D!Q@,"8_F=+!@!|NHJ&:SPQIX??WLOJ"*9YO><1@F5 M=<|H)X|D
?0;EY5AZ0QY-&QYXD|^H(JDFEQIWQ(J.P|Y<-|X%/ MO+.35KTZS!7?
I'>6:U6:|X(JDFE^YW.44%EW/I_EFKRD+VA6R*"81UXS#|LK
MOC6XJL3)MUC4>T\$5R33/EM<;L&6^-05-/%"@?N4|Z8-7F-L_S=:X_?!TM0Q M|2KWX
SQ5=ZC?D79")X"Y:K+&I%JDP\$(BJ B%:N)0P>Y(2TJ @VYK5.5%YD
MU3K1>W)IH=1BW1"\$M*DBHEKKMD>8NZ=,=LR>EMOL%&I9!E2E^A2&UD"K@*N
MQ5N U77!*V,59>X);(+0N(V_&:=L8H%86E6PM)Z2(|C3%X2?
*AM)B!&J+,2=ER5X;N!GS= F;H7W:.(9@\$_ 8 M3B\$|S C V)|%A&4 @_|@_\$\$3G)\$"09
2GMNHYS!,B|^X^>VQ-%.&U)?8#F\$#= MOG&/ "HOH:..QVJ|8_@P1Y<>:&+-MDUKMB>
(3.^RF7GZQ>6=P(9 M)41&Y8|?2R3CW!|J@X-1|OR%A!'8*
_V*B)C6D)3E5E3S4N87=BT8O-UR3=?
M%Z=K#L3UKIKG6V)=DX:HRB9\RD3<9&=!,&DIF73')WA7B\EV2YQ8A86P>|MN M|^9?
>Y-L|8CZ0&'&+-6T B!|J\$)75>0)?5%?"5'B6HRL>#('S!|ELJ&V#34@

M/*&@:=7D:986SK&)((\$@2\$^7C>IS:\B49Z06-@C^|2+815_L?)CE;DS3P4:2HR& @_O
M%K@H'2/*?P+JXLG*X4YH,%/T/6*U@Q_33'?NI_B5>MWFH641S3LL'"/8Y&
MFD*L/3#LVZ^RI2Z>@;4(BMAE64 6/D_T!R===\$<=0/5>--65/0C.T\E=)*JK M= BT0+5
=55E=2N0U?.G50M4"U1G.Q%H;5F=W!':*|@%Z@6J*|<8?';V=4"
ML\|L71LT%|WF^>7%64\$'.OPF>/:&.A2@\$<;7VJ
1\$N>@;9RYO(20,P5#9DPM'X0M\W|G6LJS;)/VV"*T:4+U60FYJ#MJ
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L??M7C0DVZ1=LU?&EDXP M+O')H(^0.|0U59.M65_&8"6UP"
(#B:|*M|!H*;NT>:!=EZ@|52FQ% T OKL4SD4WJH^B;.%&<2@;Z=K|+M)
|&5)8T*7UU7.BJ<2W_*O;|2KFT|*|&RV*C7_Z73ZU9?OI2B#^|2O|B_)""V
MP.VFN%W9DP3W;|W"6%YD+#X7V"WJ=6_2.@C8;WEZVKZ:6^JEZ82,33=\$H52
MPR.FMUF'_=4U|KY|4_!;I%Y3M*N L*%^|JN&AQ&|W+#(BEK4W|F:@.F|TV;83
M+;.\$E.Q?"9-D)"@(R!4-FQY+C+.AD=8;A3G'R4|X2X&R#'E5GN<8I4T!0|6Q0 M:1,?
907!^C;.\$G@:9|E\$1(M14;*@I(%AZ|*G2Z.4)&%6 M'2528N+J1Y19"2*C,IE01;I4|
&\$72|U:Q'3!E&KKNNG@|+I3+%*O+@;J M)G)2B;|WN\$PU8U=6+'X
H^U|7WDV=;#0397H IX|V8Z80G=A)Z|G9P6*#QW%
M996OP@{(0%D:5Y&S6@W:2=WE5&<@Y'+^3 Q|5MKFL@/_|@|C8I&CBRS.,2KW
M"24Q-.1\$ LME AVL2B(OJ MJJ2THK@J(-/1=L?P(5+#&;3/J'B?DICX0D4?6&R3%K8-
LM.Q)|G;K\$P-ZR M0UMI>^NH9WM(4G M"ML22<5%|FW=>'=/Q6ONSJPD1? =D%,@G+_
"Y0ACD M17&%L,.+M\|N|X|D508^ZUF*Z8;%.D<\$"LD&N"IE!%0+0&\$X)9#*X(X4&|9M
PB ME4\$65<|^LDSIBR,V!?!1.U%S%N6:=&@RA2LI0AW&@XGV;2@P!W .IQA"ML78|
MAN"-ZG).%#>6+LJX|8HKR5&8<"V)6M?3;JTC@P&)<@ (WW 1D^)-^YSXRYA M-
1UD08?@KJWZJBQ&55,,LCO;T28P*O5>UJS?9=TEU6>H N.:&QI^:;L@X+|/\$
MM|@O+5|^>5BF\$.NZ#7|HE|A|.3:|
|-4|N5GDMP"H%OD/=0T/F|8,8)+|:.,\$|>U<#)|@EOR(XP2Y|5P0GV(5K%=R!<4CQ-6|"
MOWS2M0*XNTK7"L3FF:|,|R7(*TR)9|B6/L^21L!7OM3<)6L%>N|+5 N\$/%
MV.:%+9&R+4G*5J|C\$H@0@L@.48?;:.#8OZJU&LXIH1"LA
M*#;H*|20@5K1(H.4.>=DGLJ^2Q0R?"T%156>8I*|@/Y(7HK>J+H6!:'V;!
MQT_P%ME2GF=TDG&!M(0,A2F|LPV4G;>|^1EWBTA:(4:JB*(JB(20R7L?"=\$
M36E%3;S76RM7BT.(BK)8&ODM=:;@?S@+|1|I&Y
M6;IS2!+BHQ261HF@\$NH7(6I**VKBZNAE:|W4/7LK6:0 M0VH*V5L.J)9?
ML9LQ>8&^:JFWG5P6|G;W+D&R1S'/'|&&!S&-
%Z(Y6A#78CLPJ&|R0+M;YY)/P\$E\$OD|A4.VQ*G_+ADMX6Q4@4V*+'= MLN<,
(NR>ZG!)V4V@/6<5\$=(I 9|4,Z2SYYRQIOJFFU;_ZW7!'R(T=
#RHMKDML#94<*81F5G#7*;AF5F#\VK|D75E29 M6:+45E39=Z,(*ZBTN"ZQ%51R5
LKIN30+KL5L|OCAA;SLCZ*;SY^M @Q;@!F M'4.I+DQ5HKU|(&-9OZ.#C>
(@:8HB';G45Q\$Y*_7,,G+P+7V-DW3Q_!\$FA>DTCS, MY&>R<0/EX@'2 J8EA&F6(6Q|
'75>"HET|?(\$3UGO_7E;"\$ S=O:/W5.L MU>%=\P"CQ); =^|X?B(Z'C?0
YS;!I9LV+*"W4WL#|/H+Y&1Q5;FP%BM_)H M+;":9XV,IGX0Q<5P2'TS?
4"D7/W%"MIA4L@7(+2LMI. M-\$&4:2*Y|1MS,C&-OF,JW^?J-'1=DPV%?-3-
H:SC>;101;H+E2 MN K|N3NMFN_6G;3>O.D?AE^\$@M?
FA0I78|U|5+LGC RD0P:0!/\$PUU*>99NT MQQ:A;J3 \$>K"|_9';4QB#4F<^G8%
(H7)KQB:"Q<> E<'C N2RQ;0S2C=1=^ MRK"QB!9RWFL&>%6:K,<*.06<D|^S>%0H?
858LCPI)Y%7C33M?79\$YF:ED/4ZF*%|L(& MMO=2TZ\$R6S79@N3#SKI+X8(_P=213-
U1#YYG|>A3GXBBR|8_-Z#0L^+;ZG_ M\$:ZVXYN*@HTHL*_0: I94"I9L+.3!
(0LJ)HLR+T)_V*3-B\$5"I0*Y6_;E@P8 M(55*+U6J"JU5|!GX08^F844JC/808UM+JG6|
|G7JN/Q|\$I= @#PG^7E R,|' MN@IV*/Q0RH:P.HNW.B.,1R-
O7|0AK,8J68T|@8:G&AN!:FS,E9NV555#2F!Y MN*9VC!MYJCFR7EU
K+F7:NG|"U,HC0T42B-O^RH=1\$ _\$D36#J'>R96C&>|!V M>V1#3_+!\$6R2U-
(:AW%X6X8?-'FHZ4"*/KR=V&W<4DPLBZATZV-WJ&MC*L6K M#
|>RGL:19:/W1HNU=XIV|Y.%!=@%V"N6X=BQ9&/%:"|S9*Q6/^_9^);+L674MZ5<_2%/*
|J<.:X*() M\$Z^4_#>_:HL%KYG6=4|D0D79=1T?2|"K8%?!KI7Q\$M/8|4FSO|!&YQB\$5L
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M5137LN"#X.&*|3#EDLU663!S5;2P8&:|S(*9#T@S_+5=>0(%=9;P+
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|C(Q:"3TJ&%4PZJ\$S:K5R5(+_1-A%Y*0\$|Y0W|FQ;CE#732VW&OP9QED2?M:

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M8+8',"LB=W)HVP,J789?2A4FH%)&J%1>90E8E1%6)5)1^QYRV?7OI0*2P"G
M,"IO/H2("L_R':IS%KS,7;7,C3'M4C;4.^U'_AI#U#1LTR@D3.#%8;5-50\$
MOQ0?IV&VF%)-)T%!(&CM&@3(-Y#K(L,X: E/D?RO(?ZK+O^W*Q,DAI,X<M/(-&E
T5";X=D#)B6::IC5(-)UIT FW9.AT@+B62U5^:ZL3P9A@6;:"%Z58
M3Y)0YT\1\$W>JO9@P-I>HVG5I 5VLA5_@\$Z>F;-A3,16 MB=,EGSJ.&UVVP5J@[XD/8
GY!;8SR<4457-C&B]@NV@@./9=Y:Y% 8&J;!(S M.%6TRI#INT-
;4S79F05EG20*H.RGIOXX,#QQXX>[^D1Q+0TMD8>'F^HC)56X M+)FO0,SR(O65CF'7(.
{Q3"=#8?@J965W*KZ\$8U@FQI!:V\$EAQP,WGE,I("%5
M;5N6.)X%.!*!X:6%JP^.>|V0#463|7FAXE|0FZF 1Q0>K0->|FSC|0@EJR#
M(&ZK\$|W0@+2RH|V0NQ|36 !2?=AT#,6RZ-BVA"MPX0#T.2E@"&121S^D)X;R.'9KAO"
MAX"%;&'@W'L|-J6+>::CBO;J)(R'?13TJ.W=G|(Y!HPW)=3,3A.>?
UJHY!WE'OWH(ET%:+>"200 M#)84-26\$Y6'(RO)@LC1R W#+.?C!2LYRA|H.2H&
YU%LB=5CIU&&|59R. MS=)5;JJE6&D*00|*;&T&RL.V^PZW-#DO.(Q\BL_5KX2!-H:V(M,
I.6_N)R=)H|P/T|+>U-P4RAJ,22|8^0Q|J|&,HYF0/Q"R;|TRJ|3K/I@7C MCN
C?|6WMLMYM:|P"D#FG%TR:|^OM.P(P|3^(-#7KC8QJKS1,ID=) M\$S?G%^9X>
(M|>0"+>|GOBUN_/FG5:<>&OD(&9|4L|B+9KJV/GLB4|-RB%K= M=:8|\$XB-
|AAO#CLGK)IL80M.UV,W" X\$4T)|%&.&)*+|LV|&BNS
MCVWU/Z#%J^U&I*)@(PKL!31<0V.X^_*_G5_2"7.GWFNV>=9L7+Z%2_Q'^3_%
MGH_/2GXXC7'9:<_WJ\$2OV? %, +1>|DM4|05@M\$!00//1G8!!|IB+/F#VN<|/M+^&9D3?
>\$L.<.:.*=ZZDQ_Q+\$Q|K_QR=_FHR#BQ9U8SOK3Q+72S7L=YN"H,> M7+LR0|:)<|I_ "
(DWLFDOO>*?|>&L1G;^*_:_Q-I9%E3H(R/IU MZ%Y6'!!6K8O&D>28WG>FZ1BF0_#|R_.C-
UD?T=S^\$:WM'W&V_2/MW_\$Q?:/MN-S^\$5=:/^*ROOTCML?%Y;:+VFQ<)>ZY(\$|10UD>
Z9S|B\$;F49R=)9(3OK_(M_HA\$=#8QV93M\$;WFQ772(UJMS+1H-2|3;:'>(Q*9?9U'G-43%
|5UUKK,_HA\$ M-
EOO\$8ELMMXCDE=DG4U7I+G|BC03!-=|ZC|A^49O;RXOF|KAH;8^+UO:X:&V_J*VM
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M6NW=5+*=F4Y^/1J|B_M6:M2GCC0_O|^6'LFK|&1.9..8?7\$|L|<\$S'OTB361K MK!EOI?
K1^_YK|9%_9=W;Z;OMWP47|K|_R|2^MHGLJZ-X2>%X,F&1^_?V5/9 MB+|A9"1/-
'WV=M4|Z+6V|A=A0X(G#=#W|=I(TXDJO6K.L^0|_|A8<2W-T>!)
MLJ%*=S^49VP4*MV8DXEF8X1#@O^|D|T/+E.V9U&@>2V#+G9^>S_|^X-CNU|MI
M.;TK?1!EY7OTAG,PS9U3?U%|GXQ_M|56<|!48^Y7'?%|>.X.|VUI_T|I|<|2LI
OV9|JNOCQU!IV|?JW|>"O=_?/F M4_OQXYUTT_W|N=/O=|J/E9Q>TYO>5QE,
(&/LE,9Q|?;TYA3T|OG9=26GM_|M<|H|^EQC3|38|0_UQ|?K>OL;48EVM_|.5"K-
WQ%!"|F|GD+,M:>|CYW^X*D|_*G\$ M9._GN|=!=9>#*|+;NZ=*SV#PZ:X6*A&I?
3.0NO=2X|K5JNZT*LHGOI2=%| - M3|#>T|: M3Y_-W=?|IV;|D-?^M1|N.T|?NP?
2YW'F|J|D|D_W?T(M60.I(YDJR_*D)L M2_:4*%B(H4H:.*AC2|JS;,\$?
JHF7)/XRL\$J37B7KL.W"MAJOQX!>|/OJ:RJ M_M|KSR_BGP5NEV+JNCRU83C^YJU?
N=8ZS|?RW: <|0YMV_.LXO|=6N-O-7|MVRXB("FV&&-1+)ZUIB8+,M"JVAO3-
1QK=F.J*9+#+_3|H|NAGK%63K&IQ&?B^3/|UY|; M?TW.FM=|P'>Y"+Z4_1V|OVJ>G-
>OKJ^:%QF1"/|8W-1D|CLK8|3|1#5,S;0D MTWDFEO0?U|)L55.0Z%31|KT?
Y6A!)BO6E3U2D@3:RP;VE_T|ZC5NJ60*UJ(M|2../7U%IPJ8-
E394J6.H;K@CVBR/H_ERDSL)E9.3L>.AJ#)\$*(99G7|J?. MZ=-I_Y3.|&XRU^H>
|Q^VJ|^F.'9Q|L!_'%CAX
M*CKXIO56>GW6'+)31|FMJA:Q;>|_#YI!&LFFG|.|OG|X&OU#Z:M|3+^K1=,O
M83!'|V\$DM9YEC@@M1Y%UZ=;27M)-?UB_39|_|9W/M=*^S3+=Y|+|O_@2DYD5|
|^*%"5B|3%J<&SQ?QAJ8KT;RTCQ MN2P-5G^F+\$TXE*/W'V4-K61|Z%KC-/OM9_@3)TC-
|JX%H'X|JS,E'.5|MO_Q M^9/RGX|S/OS6;*3.O| M|>|RI|DU4V<7&|W1^V;|ZO*Z%+Q5E
*X|=8,P=VVB)R^2B/GQ^,_QK.O|N68 MSRK%LM;1|X.|!"_1.65=%MBJZ4WAP51DO?
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VE3(*)*CFD|J4-T,D5: M2_8EQK\$47/EN: +UY7Y-
AP;WK8SFC_FQJV;C|A=;FEIPAS8%/4|^\$_.5U0-?# ME6!ZDCU*'55E|S\$M4|@U<"_S0
XUH&@;14U.RWQ85!/%M'K|=DW?1!|I<&(PC4
M+GNVUY;JKW_>JH;Z^;KY|HGY&OP;=9T|UCZ?|J|?|E=6|J;9XV;:GLVQ-9(7 MS\$|V|
(G4TU%&0)G&WF"V_.S|?GAY47^X_>|DMO)P M,6|W_>JS_MOWWK6B
MY|OFZ>&9K9WB^J9.|?;DF|S^VN>1_L_KP3H>S0;D2P_W;.%MWVWF;6|/-N4O
MMSG|7RY^6V=O._Z9&NEAV*\$&Y|2QUWIQF^_+;ZVY|OWWZQW_.SO)=_@:G

M^,#M.O\$!#029?'SZ-.I=3^OK1+,VH\$ S4 /Z'P=UV00 "IE#C^PH\$-X>3S!
M((IAI%BU)IG\$>A\$AAJ(L*^WIC3G5B%USS+> W0H#M=(KL75UCP/EBF^1UNFAH(?
63>4_!O"%J/97.F^JL=K>4&&^M% ^HUIAT?Y/J5U?8UO401>J/X.7!
M+)TUSD^NF_5Z^1<61GS9:OY,!I>Z/C\Y.ZLGKUSERN:J:>ONSD['%M#::,9S
M.WIU#) T!_:RK|@ZZL8DXFQ%!HFVK|&ZZ8@KT&,"" #&>^8M-O3U!WJFO)6
M:MN2;9H&[M.<6K*";(_&OCP"*L.%FATDYFDQ?-#_6H)?5&QR;<&#R6A\$%,P+
MGE:4C)7&0&=4DXT9KC0NK!VV1H2C'.PJ2.X3K"=\$GO36N"0\ \$PY#65/(@_
MR['HNC\$#/RP:K|C.UW3A4;(-ITU="T;O8.2X%&
(4!A@"10RNXR(B+IH_#7!.02'%07\$1374BVR0\$12T&"AJZTV\$\$ M"?
>F22(6W_/O3V1+OQ,# IF4=AM.A3*,"/\$U?T*G#)1G55W7O0*E+
(->!2OB>A3EJ\$O11;%8#T)VWN\$B1_BD4CV!ECP&&BD)T/" \$(A M##1E?BM9)C& M2>
(/ID36X2.+0J @C4P%N FD'-NV!A?/X @B=*!9>V1GUW_C&@M"--!+4!U047SR-
4TN8Z>W^/:MO.C;#JE*AY9*V:(-O +ABW=:WFA/X!,HQ-Y:R!?"OW/Y^|HR=?_RT3J7-
M|BY\$|-@P2G3%>_E|+Z)6:|N*C;:H_>/<>T2+F1:|=J|H|_ =MN|2L@O/4?69
M"J1#65#"W6 |S%8T7O|ZJ%D6-G_>OY=_S'|+?IYCN@(K!Z.S1-!.-@-QW+) M'
2VN7%QH<+X.\$BI4:I5#FK_!5Y20!8SE'=><8>'I
MR;LGF3DNR6|I>_M#|_ =S5M&9F..A(YOB>/M%L:L(:LJ%HLHZ&+382O)!:7H,-9C/+;1)
|3_MDW3YD_SS3|V??_KPL^|)%Q4,5IPL,&"_KO_LQ"\$;-CD=-YKZOK|/?IG|???S<
M7V=#PTKN&|FZ/<|^="N:%D?H=[92MZK%EPKS6O8K/F9U*)<0RP"G\$6#=#;2
ME"7^X2K/\$DN46O2_-F8^)(_|V &4<LP<-M/PT#T;U8:Q-7HC\HY.W:1 M0=C/8-
A0(UB2I9%KT5!.&#=#?;,@O5XC7 4NG;%AX7AE9^F@V9/Q>80E98<\$ MN)V\$HZH-
@\$OCDP.&'G^?B<>P6*02O5YSY1)(M:VIL"L=TA50"TY^
Z;BX)S/'TUIVPX#|VR)'ZP#EPT>_VK\$3J%|FK M>+2(RG^'"1H0FL\$L150OFFE<6,
|6(KN%9Z& !@\$&,ZMIQ;4S!H#5;6R"R@U4 MF6)H@OX*M%N MLY@(LT@-
H3N02U96+CF/7Z*-H #+M(IY^U!I>_P0TWI+.Q?X6X&S(F7X?O> MT|U#YW/GL?
WT!OU^|ZG;|HW=#+|T^;4T3YN=?ZYB -P8'!?'F",9^E|^_ :S M7JO+|Z"+QZSU'N|P0*-
CZ;8|N+N5|N|^/'T!8@:GA,|Q*>|P5>EX-|I=YMZR M/7%6CMID+-
F6@H^Q)O9)XUN|WCC|SW1|),FZ|^O1T1N^4|V?12MT)LBW&4|= MVE|=6=9'>-I2F\$
M)GB)C/DC)%IM;J\$D_|==%\$B%:_AM6_|C+/VDL*Z/+MN-5%OF; MF+PN6%=YBN M-?
<>@R:|'F5;E?^4;N2IYLBZ|)%FVOA.'9H|PV>S78|R8OAA|XPR\$9J UE-F M&'FQ1?|
(YU+SY_*JT:Q3F 52X866Z8Z?)8,,34=C;|\$A<5X)L('+PE(XIB|^M>|^"#?
Y)M5L\$;MR;8%"85/L9-|C!5^Z4|H\$+.^O'LN*85JS+,1(&6!&^GM%7 MX-|^U P6'M^HL?-
F9@AI1OI7F-J4ELNQ>VA^<\$)IAZEMU2NHEMF^T)=CYV@B
M=5@RBB;L)!T.2P:IC_VXHM* ME00@.MPF:"BP*!|E3=?Q(Z=!U- /@PZ)7_C
VC:SW0!4!&FKSX.3*Y<|SWW M7TF-L;1'!3352&6(P->?1%MV0!=TR:AS(8UM-
C=EYR4Q@\$|W@U7=U#^:MF M(1L5W=J|+KPB1;@SQRS;0TCHW9=GDITG2-
9>8!JOZP+*+34FS02A@Y/@9| M&<#'#6-&BSR3SU<#73DS&\$_1PAH|L<:#8F00UWCQ
MSS|F=2T+L:KNHS,<@(R&D<&+PRW|>"S@(-!@'O9!/K|"#\$8DYE3E+>NH3E8
M75#SWWZ,94 8 J>Y|V!,D@T+|FP"^6&F"0MV"C+U\$4YK0V";=[S'>7HLI@ M4 X?
S_Z>%(CD3Q=XUM|V3N^7_8H&TR"U0&/\$B87|RG4UOMU|2C'\$DAR\$!K4
MPF@Q_:^AZF=_OAJ%3L M&K;.%I8"%>&1?8OS1C6Z@-2XB90M|/NQ9:L%'EP7E
;&='M;Z>|S2=J*(7QU+?H#HL=\$|=B,1 M"NH(@11"SH1ZSGJ6\$5C8I&X1A +0YE"QR"/+
<(ZNDQE6G@3>|F(H,0S84CX MT+/3^M|6|8FC^&,<8IQB!^; \$F1|6>41
H|S<9B79G@HWG#;/-4/PC3?X/TP7O\$@: M,@!C:ADHN1NN@(P|RM86(M1(!A'?
UM!LVU=DK\$ \$RG!Y36XW!?!%+)CQZHEC?UL7!MKH7BT&Y3"Z|I*F #P M-
_N&VW|M|\$URY-<%5VH2J/LW?!|VZ@Q_F?|X#XTYYD?A8.KPNV3#(.@^|C;
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M&1%8"Y)J-WWU!8X6N(U4 MQKZ@+ZR-HZK9X9^CA2+L&EX2)M6T191AWM!RG6=
K>1O-H4;3J4VDU%@W %' M,"WLO7MQNZ:%G@U-6(->G@29^|.V;!5G05<7JF=(4Z6?
8+9(FJ:'T'P--^ -MT;+P4F|608@TMD7B(+/G("R5?_M2LGQTW6U?'S?/SGQ<5@-_A
MZR)MNTTO*7D\|ZH(|.DM9S+5?TM*9WSWRG;|)PE;Y5A|UG|^TQB2|=>LLV
MLUD^EC6G5*);:9,&X|H&_!_90=E9#)Y^,F\$:/PRJ-&R63=!+&4)3^2;28U& M(#5B\$F/9
F58ETTFIM8M"+ZH_;;S62|WAP7P.-7OZ=+X^ MG2MUW>,
(#=#V'&0>0AI81)L,7E!&TAYZ4B_%>?>!6W:XW UTH#TWK MQ6EL&EZ>GN)-""9?
7|*#1H)\$WUJ#2,X 8|02QA9\$*8>L|%UI"5D!UYQL|-#K&-C\$J0
M\$1#_0|O@|2WXGUAB9+O#_|MK%6:HJF8-?JRO28!@S.FDF*;MH,|_INDNWS
MABLW@29OH|YUAN>J|#.Y|J-N7GU0+58?Q"4YLO\$\$.>YX6|7&(O6-2WYPP59/
M_KEX"6FMY6&7LOWKMU+95;.1W)70TF+^EBCF%|7|A7;>JXBZ*RO+8XJD_>'A

MKM:JEVZZCX.IQT%_GW00'%@49+= '#F1) &:C9UK\$-HC@+/@&^>2+030MI NK M?
N@-SP.(TM9HXR|4GJFZ0!BEBX=[+T;&%O_?^2L>O;T?NP R(=7O_+Y_ M
MIS_>O9\$Y=4,L9G4;.2YL2LZQ^-5L@AOTZ8Z.JWM_?_?4>?Q8^75L'CB'MH|> M/W7Z?
Z<#NV_?#+H/_00F'/(1"W*V4|[@8|ML3NXDY|N/K:?'L'&C=-|] M^@H?
3OZZW;_CW_ U!>W#WF1G2U5|MLT/FX"&3ROV|!]"P=[>_BSN/4?;\$_::0 M;5=^>0^2F4\$J?
^G|FA;.;2_ UNW=;/7QAUV3_);9,82>15=@Q|2ZK 1& MSX_>W_ WS|N;+H/|'<79;>?
I#LU=VG3^|K%|/@;9CTEVU*H:S"Y"\$=X|W|QUJ M7W2_/MX|H3|U>LBL?
2#N\$|/#QW;Z9|>JB"OB|/'I_<_0<(L_*D&E.M| M,N^!GG;0:S|_I &3VV XTT1@N_JLF*_O
*RMGN=0?NA|Z|"/.BJA. +=\A@ M8NRM=+)|@8B+IKH_>WW8>OG
B6L(;UZ3D=>FAEY.Q?X8+\7OG|NZ1.7"|H|D/G
MIO(1TFMO\42,DA^:PEFONU=_^:ITT.^ \ATX3T1)_4'WYN^57|AZ5;RXG-;X
M(G&-0_M'^@H6YM/=WL3(K\|;00#!MN7Q|N|HZ^XJ'NPB)
<'SK5@*3|'R)G7Z,KWP)D2ZU=QIFPTCMY_73WQ"+=?W2_@*7TB-'!
M6^ES%S1HY_&^_0YXM>)IK2=K_V6WR3UV'N%^EW/\$SG|8&=*+ZRI#=*29^&OTB#V
M\$HLNU" 2HSPAC-:/E)0BQ7Z^G?B+Z)NNA0GEL^QJJB*#DH_VQ^Z7P:UP;=.
M/^V@X4K-J-+|^'"#4,H|Z^;(.^4DH=?P!-O:X5DT;#N??:3^F>RQQJ)WMWX MW4-
K05|Z|N-9&^+!;ZSC*GD\$ODO|%3>|/#OB&M|IX|_M#3W6B#*IUVYP HN_^S=X_?
S4L!MAO"OW?J<9V_><,,P;8\$QD;_C_;3G9:0Q MI|_ ^\$J00?
QCN@*'EOSB)I\$|& UV^\$1+8|G>H>1"SZ>W ZT<@B1/| MP\$2?8EHUU5107#AQD_=
M^":<^"TOXU_(YF6;|\$_@QVG0R'\$FX+NPPM&-IZ#KA05^X18|N1_6Z.K+|ZY|
M1Y%VD.)L@L)%F6;7HOL;?1&B3;"-;#T0;_*3;/'KG8<3;*CGA
'#OTD(FU.8Z;0S=AWZ;LP&/MD|&G72+ MI^T;6H&^N?BL9V?_
G\$0|ZSS_HC"YX.KWAAAYRLM<#QY(7@A/5HPX=TJV|;-M>JM&R(;M%>F15_!UR-
4@C:*R%XK&M;|HC%"4)S|*)87|;::3Y+R.;)<'#-(LX;|H MPKQP. 4U_
_6DDR=|D)CTJ5\$Y8|&=[TS^L)850SS D>J;X^!8*Z9^3"L|OLM0 M3 L(1^7N-
ENJX6M)\$*/JG77Q90V507<_J8Q5@GDY|(2|4|!*_M49\$Z)#IPQAH*K\$S:O\RS0BHJD"HM3?
W#/\$!4'2<>)8IMEMF/+L# HNU<0!;A
M0608<_8SU%A7EY!KL9FSR9IURPO=DVTF.&KT"\$.&K:5<|ID?|-R-1;.#X.4\$
M@_OX!"43'T'Z+.LCA"|H1-0<+M3J 4INVYO=-
/YE5@%_X>NC;_RP;HX6FH;IY@&3;I.;.RJ108"?&LH-A@9/J!(4?%4*=4L%>6Y2@N;>
|/#QF9|/%#OYXBBBR Y;.&BJ|NH= M^VUP1 |;02J*"T_()B>4H,G:U(+;8KIV/&LW_D3/'V-
'1H>>&:R"0X??1W70MM%Z0;|P3*\$ E M;|E;LH|T#4VP5;|^P+H*VET@!|ED6_
5D:965D|(NCG;BV;|CBDR8VH8H.'>%<0UUR|:=4SO%-9T*OHB?A7Q_\$EY3YB;JISM)=|
M:K\$S&.C8T1!C8Z|QTYN^T5P|>FGA%"@N8ZTHFU5:1KP;Q@|2@|^*+%=P" (#E
MFC_0^|5\$07|;DT)++1@T?MGIS-& CD;=0_19+-'R|/%LB7M!"8OPF.^\$L;LEJ MFH%^:?
#D=.'@1K3.049UM <604<&R8@^7U0POHX:HZ\$->ADSR17-K;=CWI6
M2\$#1J\$RT/;&H42|EU_Q_MXGPJO-->T2);.%IL;|K6882!E_ SVZN"-W9S/
MNB37=R|2>IS3>B*05ZVWE|R/<|H IJ#J&0#ZRU06>@;DN|!L)7ZRF!Q@^QF
M/5ICQS0ML=H#RY8^\$EU/C88F/"<="=MI;1VG(VYLSKL7*ZW.U('6N+H7Z2|6 M2O>B-
F=*+;_C?_MDP0A?L!;2QY/L\$=3F09D=> 3^;&U7>:93KB5;_1JH2^"
ME8K.5'@.!0S^BX%OIUJ86-#;_%00F<<>3OSP-RQ9_!EU%BIWK;_UJE"7*IW
M;_F3J;_BLUF?46JUR|8?CWXP=FGWC>N'7P#5WI?@A?KG|U+WVEG?R\$SLAV;
M9FHT56,9AY_|?L&9\$71S+D-|&C/'>(R3NS)C-YRV>Z<+34>X8*@S=FE\$7 MY|-L?
2>.= "L|LG!ARB>!,00!|*-" +;LG>8EV1H'^FM"UYG;\$&&);/5V"35\$
M=\$R,F#7QJV,OQ^T_;DP,^%|W6FT'0N?LL6@)>_ZT|X4YQ=2K;V!6(G(=[=1|
MC&);4,9"&M.(S9><@|OJYFOF&8U9';DN(2|HPE3^ 9&=VPB@S%'SPU^18;/
M_DMOCS/G05>:0J?E;K6 DI1 MTR)6:&"HD0<%RSHDND9>2-" +7P:C#D?|@B&)9
TL6)HA?D&@:BR\$Q=)L*ID2 M>L1ZS8;!*B1^!C/>&+D&9AX| 6^G1#Q!
(L8R=G/5.)\$ITX>'@_H%#EMNG'Y M"PO01"GG_R"-7,>%-0\$DTW?1=|FZ"D0!-
@/5J,^BC=YEZ5D;A_*XG\$-(9G M>"4_ 'G3I^<&J2|C%+ZA;::K-
/U/XN!;RBI>V#C+5GIUM>V=A8V;?P72|HW6? M|-WI#|IAS8T6C0F9I-
(R8A_GK'BG7SLVJ2&Q\$B8.P;6:%_1"|E@760)|\G
MM'2RGX*|"@OH@.TQ:09H@KAX"HY^N#>M5_AX|F":U-OJ^P4_FQJ_AS.FBOK
MOT>&1744_@?9|M<,\$-N+I,2%MB|F%VCUG;'F|JH&WGSX|/^E99NL%0UHAJ M?
Q0Q;6 F=>(57E\$A&|JK-6AL8!(>:Q%'#RL JZA3.EGJN@?"(5;|A?42S"
M@PE(!P53HHT3D!HG5Z S0(!CD,0QE>^2#4ZK\$^@ID!=^|1JXY0Y0;|WCN#
M>DES,J&U0'#K;I.\$)DZ2,_KI_6X7|-E\$WL|EJT1! MR; &GWX9\$D2?
\$&S+H7)22'CT;+4905H %|A%(2/26V-M8IM|_MR1/Z!F"Z-|H M|)20FO-

L864:A@OFC:NP>\$I6\$1+^L3_T5DK7M.&?@J?VBE\SM0_OUTPP\EAQ MAY>WI
C:2C:5J34L1F,B/E+62@-)!)B.)G"0VB"9F\BOYA!066,U1W^JGIE
M(JD#K"@;)7EZR_()%R*?P#N?(!(*J&P3\N'V,,T]=P MG0JH!M!8+3ZKJHY1STW\T/MJ\$
)N'6L,)SMZ2&Z3:SJ@|4@2BUPBT#18G@U MMBW'JY?P7^ZE@H)=&JC259/XW\ (AT-
IRS_1*J?(/RM"#RO):OHTW,HOLL'+Q M6"P(#)R1BVX>DZPUKV*=)GZ"IR\?2!
^PQ_@,=I,Z)9Z:206?F;\$JLJ@@KP MA?U.2!7"G/:(1VQG
MU,AZ"BL^ND"%A_!V;W>'NA0JH*!-YJ0<5%2Q%\$R&3PLMA6+YH+M(_#M\$WB
MSHOPW,OXT&^%LW^5-+2OX.118<--G,1:S_!6_\$EA3>>SG4\$#|3#%VC+:#0Y1G
P8\GM'P+%RHFU-0 MD?!\?5(^63/=!J<2&Z;)@@X)A704#NI9\6L-
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MSJH'1V^\$LBBHMT6P21:>:'KHWR.YK4S5N\!|C;JORGU/_4^T1MP0::A6%X_MWC,K?
V:B6\7<,>U#8=)-<>C+>*2NG1>VB|,/+X^F^C"F:\H)I=;A#_)6_LR
MTU'8!""^E/FUH'J:|H!9_P8)!F?APEH\V!*<4\$9R>_P9K,=54\P=XIT P3#GC MR,'(IW2.
PU\PC1PH,EJ-C&P%.\$OZJHB68-#|PB!)/QTV\Z!9\|RY@Z_.G? M.VF<-
"X:L,Z\JD^9)LWG.S&+|NE5OL=D\K\AA@_CO.Z9>!,VH,"E^8H).-|#!
MC="D)MLV%EOXZXF4ZMV(*X4#O::L30%2P0\|_U/UM.VB(@U73+BW7|:P>|*BGE-
'H_MM0_MNJ#Y\$V-)6L'QFVRX:-(&J4Q@%D*+8?SL7N/BESZ8-0CEGF4JA*A>|8L9.RL
M0XL1J\$,/PZ(H1HL*FOY&9SGR"A9\&4+=F:|@Y)^ZO34IY\BOV0=7RY0.W) M,8VJN;3
%R_Q\50<2S6%ZT-;&6Q D)\>:!.<.K>?3L"P4YW9E\$AC73.'NFR#
M92"SRUUC0ISG&8MX??|X>8#B_@QJ8H'IC'29!L:-W=9U\U7VS,0,7>*,8O:
M&A.%%=&#N8F@Y'3="4Q+!#-D1H4^A2V/>J>#"VZ:(TZ._J<L;?Q\$:+6&KQ
MIV\$K\$C_2J=*HIDV|>2AT\|R6SLWUSEI%B'BI^G3Q=4!*D%:O&\N""BP|_6N:+
MC#_36M>:HH'+K/P0_W-\$P\$<|>*NQ-"BS228E?U3=)5^9KO+M(&|M;|NACI
M%4&CVZ8W#K|&#%M'&93P0|=>F#B3:VSYQ/'X+*6F*%X;6;/CYZ(C' M8,9+L|PB3X)
(E;760ZK \$QPSL#DF QI6-OSH68+GD3\$93LQ#85YF-01>2;Z M%,P'|865T4?
Y&NXYEK11,&FVHY=BT<+|@J?7'0%:|S\$X2&KV0P.HSM8KRG>CX5 MU4,Q+I+'8_3_|#+?
S3L EV1E\AM+T<^24Z*Z;#VU!&-O8TL MUN1,G|\$QCED'+#H#W\|G6G2U65DTCL|W-
:EY!_L_5@2MCF.YSQ&:Q@)%X+58 MD@U786\$QFSR|_#0N4P;?
4<%^&5SFJWB,_|H8!9S(/|0)5;V.J=-B?;46611X M&ZR?%Y\$.@(-#&FK!GV
_L")"/ZQ)!957)4U4%G\$./&F?2-3W=;"F+#!=8Z|^M7INX2%QJO%(!
(S.F>V0B==V#4L,Q|A@\$4T.<'3@^9\|SVBJ66P>:(&H\|D3&
M;?;^|!%|H2E|8*E@*G7F%&/X75"Z_1|4TC.,UKB^3WA8H^C&\$Q7.&HGWWL M;?
J44:>Z7M^%(((<(8G)R*MVP6*L^_V9U^2H=&E(P&D*O45<#S7L,"HU&)|H,
MAN"QMR7"|H*:,8S:_G@F#|TA<7&_?X"9,8J_X)@|XAN%+6(XB3\$D?&Y6'XP
MHEM@&7'HE\$YK01TB->Y\NY?59M+.%:XSM.@OL;G1_FQH@\$8X&RQ09#16&JDH
M9.IX?;&B=?+^,\$%3QXKEQS-O(_8VD,@LDR3Y#UL_,AC;6X^@OL;D_&L,*# M"17\$F-
:'BH5/J,_IG%CX3984+&;J2&2*2\$PCJ^&R)EZJ6%FP;-F8>|!8TG< M!='G@|VK|##PHX?
Y(3C@SW\$|1RT MS,1S(8>FRFA +7P6LJ*IF_FHE=^MX>VGCV3=(FFM2!T4S3H"
M0+R\$FX|<&OA@&_Q=| MIB419VP>2=M|9G'?+147^YHP_-,%H|M|=Y7/VV>
M:T,;==O|M)&Y9_);AT8H|<8(-<"CJ@=1<\$W !H? VK#AA&L&@,&UAY,FWB
MF8BNC7:-%C1M|=64,-Y4:YP.M8FA &!/?_V7O7YK:1;\$OT.WX%X D3U#>D&
MQ=++KZYS.T(EE\OJ4WZT|9J:N1,3-T R*>(8!-@*)G|Z^|>>^|1EJUJR M2!L=,Z>J1!)
(#)W|L?::|WC3MO:47V3DW^|=OK#+>QM|"%GG^&DQC..V/
MTPDWNTXX\N(E'3CL%:Z-0XOD|E_)T@!VCA3W.5O_MWV&^L!_-D1S;66F*0%
MMY(0U5T1TWA(+_|T+UQ|EDQS&;P^WCLS|8)P^6WZ)4+JKU8EL-'W/-
M4XISVMZ1UX4T_KJ(5_NS.P,|*B<&N9:>XKL,18>W2AF4FR>K;2?%|?T&|/MKN2&^?
&-+4@ML6_)QNGQ7BI\$#7T3Z3YT@;|EA=%4%|!@9C\730HQT&*JE6%
MIW5T42G1.K26#Y!|B|"0W1H+K@18UF./RV)8%H.Q|D/<5;M@C5IY!O<|A(BH
MB6P@K6R:"@W<:<%)A|J%CL@R(I@_"#0_&E|_.?XU_+8W)SRF" ML>@|Q2@T/G.-
|1&G!*YGO=P1NF!AH&)B;*JO_5*0)S3?AOC7U^|E5E(C=" M"W<)AA)@(FE"@%,9|
(P%'P@^*)%7TT301|2"-|P|;VSMQ?|'?OA2-0A*HT_M_W-17"=KB\$OA_?2&1VZ-
%>9GD%IFQ=_|NS3XN2+"+B3_MTF*ZN,YXJ?/;'C_||\$>EAT(<9
3;0VQ:#|A7W9S9|&D|5CK"B@7OF\$WM._M|&ZQW584NL|UGBQ_AURGA24P2D#|S|BO-
0"|JMS,2/UDURPYCA>E'Y##(4H,&&K@J@IW"
M&|Q"UR81FD_6MPK#S^1E^|W@+)&P81,=A#BUA M3'<'8SKN84P|C.G..UB_BMU
:RN%LF^U@>|KM|=^F_'CURP(CRW.97-#9@4X MDH4:F,|SL/+Y"
A7)K+I?)N,SY#"2K1+ZK1X62|L1+EV;7.(-"G1J.1DH6V*"QM^2<'@F+MX<"R-
+1|Z3T7NVN5XZ1H:LUJ,;02M'K#" \$KCJ>(&J>#|%XS!?,M% A4=L-MF!GC53K/P|

/5(F<^%P_"JUXUU-(-Y--^F&I_Z:::8G#|9FNGLO?6N>"A|C M&T>-.>ZN?::5G-?
\$|WFH/V|5J|DOC..?>9W)YX*_A: 4C?TUO;PG^|_K,> M"C3N|E/<\$9?=/>MZ|OC)LSNI=7|
:<'&Q?AV\$S-6UMV_2IH7|O\$ _M8TL?Q(MTJ7IGG3T-Z9'(?>+MZAW:
|O4|JX.G01S*_QZ_3C00::4TK'QDC-TG)|\??29:C7>:MLM=S09|\$SW^F^:(8: G|LOGHO?
^|5(%*T669H/#YZ-F 1 M9IK4|QR+_ *R"?S1DUP#C?BC5=/K|SQ?O-X?
V:\$7Y3#^!=Y;HYG6)QE;G1R< MG#X:/#T|C.>7/TX2EFV.3PYC^E=:3J|28R&R;U4='@A?
=, _5A^=>D70NF_0Q33E;_7GYD|B9RM2|8;THU MM4HKM,YRT!)=#=#N|C?4|C-
_#=#OM?PUE|Y69U:.*L^%*|_CH&A13G@BD):P^JF2;#H MG*|&E>"&%% E|""^
EW"&FR=1_\$PE G^87D07T";<,MB/QK.AS&WVJ0F8 5I5F);&=\$_
M@0^0=7(KC(!T!O%"Q@@_O? &OU?;L3 (C MBVW)Z7:+AV!"&'I6-
=2HM:-7U2U(R6M6S55|N319"AC|(T+|H"0J"7!W2("3'@G0(P'NR4+T6=/O
M)VM*P|K&9?|!_!O_ =|&QR;V,AWLXZU7K7G6MG\$"UO?|OS?41CFZZT3Z@A+U M?
5>:3|-*L|W+S,C 3TX>+SZYC?;D|'#QJ56-OM-WV;JPT_6_07?M&ZCWO0?+ M3A*M9;FZ
D=|+X.7'SO4|-|/#!.1%7GRHT9,"*U%Y: ^ _+M|)!V98&E+HX"X1 M|24TQ.7A'E"FH-
+Q!?'|1N&WW|VV'U9|LSAZ'(N|/?CLUPM4I9AC8'2(J?: M&2F6!
(%HSX&VJF^Z+MW>M0&9 .Y_ =J"^"0 _S-3<7&53HQ&C1J3GISZ|S#U
M\$(+@2GHYD*IFX!"|5,G"8^25D"H%*HT<61;9=T\$->8=/M?D!>G_N^_'GMKT*
M#H/T(5VD)2W|3%+P|WYX>|&NBR=,UA46ZL+LJ*|+PO")6(>9K*?CN?&9"X=)
M@_Z:1P)V,OP_D.@!%&DR;:86&VE'UK@QVTI-"F_L2K09Z8U-(4IWK&E"2:FY
MVAK7DT2R/FQ56FM4<|>6>BKG(;_YYOR|8T;XVN|6-KV1+H/76|@_9>%LC|A
MC+=A9,*;Y7A7D&H +<=9 G#*Q8BL0Z;Z2\$W4I;9D*M\$0>TGP/4TR-C0Z.+O2 M-
VTKBV+;)NA?FX)=/:FT?F1K#XPV?6C1&2K31")L M%,#(?.#2WK@L%C,DT=AL?
S2K\$S\$"?&_*7Z'PE^ZK*D5BDQ?1R7'@Z1S94JX^
MYZ6URIV,&.!FI6O60H7!|@PG&*LP8<@2D^31+YG,|TVK C*0'M@Y89,@<:)%'
M0@@@Z4I)Q(/EBT+MKH9IL:|P)+9>2J=,7><4J?C*W*G.G*.8+9H1Q+Y2G?%-
MB7.#&DY:S95A04Q9A10;-)GKT=0).|HCM=L#QL.2G7+H@"LNK,X%R|9%9CV82
M2*)TKJ36:E5"R*YST3/_^Q(TCX(G,'6B%PR=J>-?38%5A%|4\$X-X#;A;:0-M
|J;R%QI"GJ|JR3>(8.@-0|N: ^""70&+3:('38+:VF)IB_9|KPO:B(LDHVE| M_U_O!O&O|,HF=#
|P?QV>5L|DLSCUX/XMS3^G_B,O)WDX*4I+G95I7XUF:%?'9L &8 M.:;FWNA3SV.|OX?
LEG@ORA??"^85L>QQ?RNJ2MN7"(E2&AXR(X8\$|-^/X MZ*?
CX|VCX_V_!T|>7QP=|+TV9""QA26/3AX=|#EZ?#)|=|[A MX/CDX/#XZ-\$P?OOJXOE?
XY,GCYX^?GIZ^A/HSG^0|X.GSZY.GAR;&@SL/8 M"6U,:YF49>
|1>I:5.L2ZU.\$EJ&,8S,_YXL"A2WF(6RCZ(S|> M'7P(|=|0<*=%AK%P|&|95ZVO*%MIL-
GN!|L>N!2&-GV(17_6Q|Z|M ^#*UQS ML3, O1>W1;Y |A5|)UX<*WW|22_.^V|GXL|U^G!-
NNE;7#HQ?+C&\$1L)_-L)
M&20@%KV297@KF21|9/) _K>9&?"=^)CG"F"7=LH63|A-4T,H|RR?A+^_@|@D%
M.@K#5:TXK4T|U?X&GLC^|?|. #WXZ NV&\$,8Z73".U|OH(LM/NW.X|87\$2 M|B#H-
'R=CF?DC%4X4|.3MGDR/E_2TA?O4X DG6^#O<\$ _O/*>K'^60?LMZ:_D
MC1BTBUXJW|:B9I6UQI2%T|7,H06,SL+?BO?Q&R _?<\$5#T^>O33T;:|)_M_M-
8)&;JO|** SEY=GCX|/3I2>-@/3H^?79|
M|FRXSXX6D#="WF|^TE)W#A0GY\$:Z"2QP4G3KW0MM+.XP.J#WQCI&#PA@V4J.
MBZ/#'MIR=|!6TQ|:TD-;=IKDX@RPS&0|ZTDN=N6I_C|10|K;CB\$.V\$,QYT
MCL|2A9|+.-S4XY?0T*G8M"0|.W,CD1A|J|=NKW6R&N9W?BB| M433I:N6V^
MKU)YE|8,_3K!:"IL9DY|Z\$^*|S@Y1MM0L:9GT' PI-=+Y;VF&.5'LXH62(64 MU5_CO:-
|1F|+GZ2E8*?G*|T&3=:M8I#GGM2>J8.IE!)J);E50KT>:G-T\$%5 M?
E:X"D^|. +>|3X|J,/E)W-:EG63_%Z5DT3J8H<%=(:)|DENR14LH7&RRKU M-
CG:I|X+J2G;4A%X.Y:/55GK|H|VO" M(\$T,'0>'8|T5:T0"C,ZR#"QB:*4|7W) RH-N'00|O09
Y45^,\$DA+P-:7'HV M+!JG18RFYJ#GSW5LMVR|\$%0R%6VKAZS)^Q/H+UE>9M9YP|@'?
&J|Y|B@Q6A M1|EE/&GQ7R>E|N-6|EYU:F70|;M#CVOI<2U?M;G03>>[U_NY03| 5 :R@4
M"#=QG?C64K0PB>TVM&XJXTT_0^=;>|S_10V10K|_O?O9JB*(@WE!UCBH=J
MUE+E!LVS*<"G^<'9W/"_Q'1>:POUL A1%DYJUH!5*1I_2?&|&RP?
CX#R31,J|H@Y4/KGDE\$4'+R&F (\$=DQD M6>1<'X:4,\$^S3\$8PU79XC40Z! TXO&ZR7-
J(VC|BEU8H|KET*.B.MUF-T:|/ M/^RM_1;9C-|:2PO6/NG4^EC3N2V6-5DI8T%430.
<=#%8,\$>|I_N#FEZ8P0.U MN6J&'?1ME!7%1\$S'7J!&LM_* R9D3E=UFXJ>&9+(\$A_>
<7'QM\$C;E@_EKQ;
MVW!#5)VE4<6X*E@JZ22|U^;Y#O@7A=GD|RI|ZZ9H<2|E(./=+@KY|ZN35W' MY
N|!M/)KT;V|5|"RFTWYN/X4\$3Q/N.+4)3-2(>&|K(=!8N*8@NEI=BZ2%+
M8)_XN0O&Z;S+:QK%|UC;_->ZBS+(A' 9: ^DN1VK+JD(P7-ZG8@-_@Y?SODX

MH8MC%YRE;:KPLCH.?K=I.BR4#E=&A@P.WYR1;D<0W3:[JR@!;X))&/(1DI
MU9TD7X6/TIC"T-N8))%EO;NOW>ANM/S8)-8.J%W/HHOY+YXJ?
GEDI(LKR>X62I6E+6MVJC1T1HKO.(2#>H_4#)"*CZM6&<-K X>V_?OSK;%_"Y91;4
MW+|R&|&)3RM+AG87U%"XK|^?<|^DA?AB@<_#|G9L'ZP?UX %I#;,M=.4WL
M*AU,BMBJ92JB:'3N.8P?AL@L7SS4&@D5>:'1A%DM3F5Q8.R#ZK-M8U3+^%I?
+JS(L(IGA "K?75'(B!;|\$K4;#YT M:F/4>ZM1M"-D! ^CE80Q7,RF4=*4-\$|8N?=G
M(^I;#60C=%@C|M'WRIT_D;M_VXXJ,>5WQWN.)%:ZXQQ7O-*IXO<(C>USQ
MKCP5WMIE@1PV1U>V(YU/WM\$RS2;OLW MZE169YV&=.J5GA4_IN(Y18#-
(JYBAMM"0M8!;J|!7>CYORSE\$%-*U.'C^;)MRA)&Q2ORVQI-2)P%L4CL9#RC?TIE2I
|S@NEME\$12(P:C(L1?,Y+4D=1|MN-U_F55D,B/DRC1_RPOL+%;H\$ _N)JE;.=
6X|>&*|KMG).MRC<"C3FF.M*D?6H\$%&1HR4G*_R!F489#T91I."NC,I9-
F!T^N10V5|8EH>^%9NW=Z8;ML;Z8WIYXTI M.4"UH-R#3Q=9\$)P;/4;YM\$97;.)
(=)8Y/R1Y,BRPM, #>"E;%|H;L3? MTLJE.=BLOCCQLIT%M9GK_&!6@-?3000:6ED#
|O_(Y110FBH<"U*#UU)%JLJ9 M+OL>7-R5J7F\$*D(
TL1D#)+M=ZP76Q6MITIM+V1C>J*!"C-O:S>YT-
55VV1,C%7,0+%^@3=J'@;!*Z+QALWH5H!0E4""J)^Y|XG
MIANZ_L@RNB*U\$,IWJ2|^T#-.VW%D.".S*O <.%45#E+2:4G'BM%1|33HPI.
MF6E1U(LRS3P M5K;F<5F0P6C@>-+ 9@L18&KILVQI4V7&|#Y-53WI/0|X.#? \$R
/:U5.G5;4, M/64X@&L)?F*J@X^M8RC=6H9HH?QSTDE8&TK8G46|3-D#JC M)^G!2LQ
\$(+|\$"?,\$X9^TJ9TH;N;&)|/-@?|O!;3R@U>K%|-%9QH.C|S^M6M9RC:%X*W=
;Y.V|8WT-NFS-LEV)/, @.S!7JB+-B;QJ.;I2,@@EQUCO7|Y|MR4H<09M+B|1D8Q+L|_
EJ"!^1Q*!YX3P""%^\$=UJ#<-|N\$7H'K9F#*2^G M5TF>7'(*(?
I@DOE7AJ#LYFNXA|\$#4#)WKX+NELR%KS|@&#>?*!!(C>IL^8.^ML(K??,9|3G5-FS
X00"@)BFSU0'MODL3T!5HKLIE8*PV/5CIF<:2R8-!M>->-
G2UT!E_LN;07R64S!#@9MGI!W\$KX;/AP-.|>3!H*U@=YKDED6/!X"Z MZ*S@IYV9C
F8TJ*,7 I+(DLW-;804P5.3V5*QI/0)9X;Y.OXF^>S)"UY|E|6 M%9>QXU>P;/3/YTR9K*3|RI-
_SLY.1%\$H5A %#:WV(O(#E%52@&7@'QY,"^TD MA&NG78B@,QZ&E;7;)OMMZ%E-
&79|CG(#F"!_RQM#!*X<9)W,3*987?,FF MX'*(&ON|UTDU2?
|YU_CU+V|^VQ_&+XUH:S16C#:#:"-:9HD?TJ-UVR(|HY<MY<|&,>:#2*B1!^3.4N0|B+-
E?CF(*WJAM-XE!_?KA8IV5,/V#&!P0EN-;!2 MT4-QB|HX6)?*MR-U?48Y5Q|5_#I1.+6^O
O-"|9>OQNR^|<3,B,0 M^!17E&& PO;MY!C7O5O2,ICD"*UW
MI4DO>IU6W,=4)A1XD"\$K&&!?U.D\$ANFW7^C09V|>TU+2L:6ON0?KL_'2R\$-7 MXF2|
<|_X.76&*)_?6/M\$R_'&L\$\$(&AI71O?G*5T;!"J)Z/Y5IMCWVJSWM|;MPZ/|J@|&50
/53;P?X*%\$R6BN273TA||LK:>_VS;M?NBZCEM_KP/7*N?7 MHVT=1*GN?
|4N)93BEX|>>+GH*V84>M'%#TEP|!2,|",X@=|LFJ?EWP0%\$O_L?*>8|36@O|&>5:2G6"
(5G.XN MU4KW3%7;B|,Y@MMX40T(O1+.D7!N|&_NE55PA&\$;|&<"H:0#S>+|,ZO1@
M7DR\$AK1MACL1IY<)R/EA^D B2E_>^_5BO\%N2C|/#0EKG;=ZTR>@1/3J89LNB M1%
<|:Q,^_GCCQ^X-*GY6YT_I0/#T;|.BHUA8=U96^,;5|YELO%\4?,L#O|E
MW3#7T#I9#XWAMF"CP_Q:(#&'YFVM?7-N|?Q*/UV0S?KPYM=|;!A|9ZEZ(+9A
M29XV;!.>=7I6M;EGL=|M;T_?V|/M)@*Q>RA\$>R7N,3D.4OES3*+D<|PU'&.&P?+/9P,7
/MC%,|6_(|MF39>'(DW;V**5&CY'O)>'0_C5XTPO'(>M,Z9F8UFTJY|:"
|/EDIZ6GN#*1WS.2NG M%7SR7,|JX=JTO>IO52+7)IZ;^ED|5TA-P\$-<3T_(Q-
\$K+4"Q_O=A_%M1CN#D M5(\$#^,(-HIP>/%F(#J;NZ=SA&|=SR^1%B QZB'X6?5Q
MHC+++%5EW|%=>?2D-'AR%!*3T7'&28J7A?DH3K+ZN3(=%7D%8Q/YM0K_Z8UI
MR<)^ZXK>&%D"3@HA|UY8!%;!+>1Z,|%Q""Y91P+^OF0CP2T|DBI4|T4MIU+>M0/
P0YK;=F)S?NH;_-;1|EY23E+\$YI9NK<-9-%>|^=G^_SD(Z,|34B|FWZ
M@|T=F9O+HD|M#@B>#Q-%|P000|^&BW,X"ZP.H9/GJH,,>\$0|Y|_
I79IJK@TRZ826V*K(KIU7R MZ/2_75/9CIY).WV@_N?H;Y+|C)X;6C?
8.JNXKTP|G'>#=#!WS2A84JWC"GQ2T
M&Y656_CGLJAM04)SM'B'L;:0@>7RHZD=YDM|13ERGQM3VZ|G*A=2,@LO,CEP
MMD%|Z;ILJR79.?U>B'U(|\$65FD)C6\$W#>U8H;:LR&|I8OR@1N?JG/MW:YSS MR0AR*3|
<#Q_!?'&1WS7ZW7;VB_^Y"M\$OQ_A=B'KTWBYKE,NE/3)9ZRB>(*!2I ME%.-
?/3HT>'>:;!*27IYM^<|8COH M0(AZQF?7.)UU|+P9*UHV%C?
*&UT;Y1_+I*39D)W^SHA(2@ZA|3G-_L\$ _O"-&M|ZL@-
XRI.=GW/3D<1)RPMDC69G;Q|B#T|/CP:G)WBS,|U4D8=07'_N+<3-MM|
V*5I_!8ME62V1_Z=)NWG"6U4?D7JMN"4@?*Q)8;|:C%B|&1E-13|X6"! MJX^4>@ "E_ ^#R
MV82/(H7P)B828TA,%Y^B=-|7M.9)J;S=*#1Z8>.P6D/8E2:RZ1E"A\$SC:&0 MBS(U8@Z|_-
?3N/7#!CT2O1P|/:00+R/#D)3(&CY=MV(|U9M&&84 EOW|)?^

MPYRYS^EPY;=UQ*OGG!S"Q%465^(HPI*5/5%&IKX& M;:E=N9\$RI)JB??
AAV474M=4:CBMV\31A9LX&9XL\5<99P5" 48KB&38ZSJ.C
MX>\$AAB1LH@,4^L,SION8_I\I5W_9_93L0Y\P+^2@UC'^G*+.C8S+.^JN6*##
M,'HN:L_/3K<&^_OG>SOG>TW#S(E/M5>#/L2N08Q)\.6\199,H0Q)'C0&?
M>|OQEB\IE\SGHW-I>TUI\TCAX4M946_OO@*U'Y^OH*J8TZZ1LYL>RGP:HXFM
M\Y7D,WC>:[T#N\[@<39NK<=6O*%2_-0D\OXW)TG M9BRI2WP#\C@EW:.*Z&HFZW?
%^N#O.&>&4Y!;!51-3/R>C=M\6M+U76?.OJW\ MQ<,S>)&3=;:AQ#&D+M;)#4F-
P/H8@_T?DAJW:)'W=3*=.EB=?#4\F/ES\XT, MG:/H%L\9?7L;D?
>VXCOTMF\RIAH^QE==8/Q'R&\CXH=#\D+^%K?2'6L)VZSP
MG_8D659.HWC()FHU\VT4NE;\$\DDJQ8Q2JJ\SWBI(EM3+BS/-6@<)-F0Q\$<'MM%
(/GB(T9ULL&Z*"++;5ZF)9T\X3J'ACVX0\|E<.:#H/NW7TL_-/!\4? M!8WK ML+/'/0,?G;@G!L?
&9S=SL3"YK;V60C&!EQ)++G!1G-Z1W#>ITBH29'O7E71O'\ZWY0SN\;LD/_Q5M--%Y M=
\$E\|P;L#\|^=KISCO\3KX. _;=/<|MG^\$-2Q;EC/EEY+3'RG!_U=PIX2Y* M- Q(#WX22X066-
<6G\2V4;_V.S1GF\A"/D\%J2GR(E8FJG)J19B61L/Z8C M<:0X/L8P28N.C\$-!9,JF
H&ZBET@&Q@T1?>02"3G*:.10/2"M>L\$&8?_LW#X M0TXX&(+D)%07:U?>,@KH\|
(6<_MT;M MG_2H_ ;M#\3_I4?M;AMK?;E?@MG8B/&PL_((1T.(L"^BU-@K4YHZL:A9/L^):
M2\|*J/_RB\JGOAOPTIZ;+>ED:3H\|H\6_'01\?DO;QS*/_KA^_A\$?:M85JH:
M&2;54U86G"7YI:TJT>_F*;H%5W@,G-J+9,7K&M\|/%6.-^#M
M8^E?!5=SQ(H4C..8&I*A3!(/Z4%3A\ MSGD78(2C,IU<U%;#>V M\|9NFS@Y?C8X?
7P47R>E-(+5!A\|_T!9G)UV/17/;)RA:5:6043X^'T1E MRND73X
%\$R6X%=@OKHOCAY/A,^L9L/?J7JM%92'HD0\|SO?@=Z-=@SC^964\$3\$=\$@#9.HGA
E1??.8NAB3G#:/HF\$WN M;DJ,FQ?-A6() (4/H/JO23X_+(DAP)47HFB%&4A1PM%
(VYON/'=8R8_M#6\YX\CLK<7UOM.T*BO6\|R1S^RX\|MV0_8%:S%@.&X!W!P!-
,>EO"8B&\>S M)OS"<%%(E*2_0@AZI4+V:"J M1EHL:>#)2+*ZZP=&U\3X.76Y\$M5ML-
Y0G\$SMFI8Q6SC%,D^6-!B## A>0"4^ M3T>F)FYE:IAD=M+G!+;T>78ZK7PQC5";3%
(^9H1N.-SFR%JO(?8;/(AG6#QD MT.1\$";:O4UUGY21@BRN\!="8F"M? \$@CM,YERJ;:Z+--
M845!> 5BB1*9-?;J#(Z1T,RX4AP%;17\EC8IR!<*69!+364.(Z_>M,PMG,O. MC9^2?P(
(+B\JM=E)YW2\B7723-&E?V1\|2R8:*>CE7#9AQLJQ, R=.^?3*:YU\|-!)=
MXG"0\|!|=!1.OQE*N(<7MO\|8J^8NBM/U>C>.^;RR3\$;!,#_!,TOVO@JP?'OX\&
M3Y\^A<(4N5=)\L%I8A\$B^-;O\,' HD2L,HH 76P0U?IVY1#H\$9\|V?\$W\|(?MX
MOF\|J*#@+X\$0\ZQ:FYLSH83(MRS+%2XTKAK^@0!5A(.1U=IL5G=YX.CXX? M,=
!\#7+OA\?_OPP"|(V#&WD4SO\|0B!;)407#YOIZQ(=1'DT6L4_%P!\$)"B=
M6>CP(/MMW/'I6B_X""\N7+/# 1M=,V(;_!&SX\|+-'9 UB2>/3R85 M_L_H!L#\$BXC
>2(Y"W.U?T VDC_?K,KAHW7IL2FW!\A&,8(8VR="VD;T\? MA"2QPO\|Z.D)K; 3-Y65?
2H;BG;_FAV47/<0_MGG512SS\|PQ'=SA5_OW@6\|VNW)J^+Q?'!Z
M>F+SEGN^RH\NDU\|DO.5N*?V_-Z(;&P33T76^>)\DO@1/^)%BD,5;4_Y_MEC\|
(PLY%9H\|P04=)WPKJ)74Y3>3B\$1(&E &,I7RCLS/_=S\|OOF:OFF' M+)&5GB;:?'V?%;-
<7C@'\|T_&1P_/HSWUC?W?N\|G_-&=C4-N\$+7+5\|V\|1X MZ\|Y\|_1WP@CAC@%X3K7KC)
#25R*_B\|8*'%&+{9}<3N/BVZ?>.<(<=OKM=_42
M\$NZ#D.\DIMG(*W"113QQMMP\|NH9\|6C^=55'DX0,2OP_ CA\ZZAZCQXY"YW\|2XL_S6'
M_*HDE2*#*W.NCHNY>\D+^_O\$EZ!UTSTV1GS-5..Q8\?N\;24JF97+544WS ME8KB?
O07GKXDSY?S\|14:Z4:+F6R+SSV^#?;,%\$>W<#ZYLME\$KVI\&\|@NV_PI MW?
^'P^'IT^"M=;P519)6S;YO!UUMMS60N0UMW;ZC=.# NVFR\|E=K;\&H0Y
MJD,)1WA4<;B<-SB9O)D):!;%6\|U\|5CX\|UHAV\|3%F1\|!""*=X@D5-|DJ
M@*"W2U)AS36)6BSTN)-IGH_ H@P.#^\$)6*#(_H#-H21 NPWBT7%@\$06087E8
M&M"4H^,XJ-)DJ^@FK HG2'WM13#T\|T^J\|TOUZ\|PV#<>47/4N2\$T*.1MH\|Y\|M!/?
Q\&N39P->;Q<8&6'H-LX6=(047(AVZ7:JVI"(PFT:"*)X #G\|CF\|I+Q MN%P;M_*1?
SDZ'9('X/8""KY@I3Q6R>JL)_5:\$"7S\$,NBI(VZE\|S31VBYH=' M3^1!18"#C\?PZ@G:UD-
(%?F<>2X=F7#K"/3K%:B_4R!1@-W;|E,.)?J6Z=BX
M3O>&,YB0_87/W":=;B'.&,?,3\K^V>.V28+'+-S=6K\$J\|M7GD7-5LDQKSFL MAA42%;
MSZ4>-62W1G!OOX>(/!_H*M%'UV*SU\|GAT>KK!E'3NI&>WWTE1:R?|
MOBARBT3XTOKW!\|@C:2*E&.X0^CF=QF_0_EP\|O\?W5U\SC\|YMC;:=Q&0\|O
MM\|U\|,*=!\|S=|\<\$\|?M@MJP/QO_;;45VY"9V5&,W\$|KL+Y?SNG&J^A=6GV,
M7R2,^_K\|Q1^_!MOQ'K&PG ODDCA?,GS^|A M8>|H-
,#8OK#/) &PCY@3G>C;/6\|E6TTZKIVQ3VPZ/1-MUA\$BL@QS>NM5?>^UO MYVK?
SE%|;5OY*V9/+52,?LO*?D4P_)Y8X8B'6MNV8).H*P%,*T3 M?7-JPQ;AVVP-
5%?,=AN\|1L)JP*,8%:B:3P,72VTLF5ADBFOR;SF5&MR^_X;\|M-*K>&&\|/?&
<)/_!R.&V\$ZKIDT&@I:H8)KG9/'X*NGI"YRT*OJE*Z!;:??>/+ MR^=GYW\$U\|W?DO,C.&&(-

X&GG&X#4#.*:8@|= 'H=N8;):!O,QA78T5=64>F0"E
M)-) #'(6MJQKV.V' /115;Q^V9_ =XZML;ZA^&A,!O*!8X.L;!A,
MH9W7&Y@A\|V+!@ (6VRA5014I% @%D+QQ<,\$0-BH3D+."Z-M'M99DGCv2*1DZV,
M\$0RW='RW>[-G;8'8@9(?F8]=+JU<.W!/?>23>A>U-|2Z-JC>UVS/|O:E=YP!A MV|)B|
@8/3NZD(F9%SF+?H/V=V|J<5D-X'+)>!46+RP#D&692)0("G0-^+PB MWS1;B1LJA#HPF
K5|3Q'+YZ?HNC:jWJ-LS M^|U%|79>V;#Y&G|7XE(I94Q@"C.37|8S4\$W030Y
|&V\$&%.=B46^PY+;:\$ Q-W'M8&IJ4QE#5|J>|A=RM4?460 MK;' ^0F\$|#RYEJK7-
HLED675-6OL1B+-M. |*IH|0|=;H^-J-U?;,, N|N>IV MZ +|8P-/4|\$72ZN98,-&K-
MWA4Z_LLY-66ICRT9? M#1P#N?)I>4I#3_,@VAG\$=5VBHED1|I
Z+33'D2KLQDT"#DEKPGV|9;V-#H M*V^8
-9_|^O|SN^UUF;G)K+|#_,XP;N022;GYD.FKT?R#61S*(\$D+!!N432!_M,+AT"#:IUL&W6I
1JP:Q)V53)O6 ;,WWJG9I5+U7M3VSWWM5FRT8.22&W1QR M81C3(GI*|
(Y'PFH\$|@I4|3O(5TUSD)T|K)8:3EAMXN5!K,,A!>@HYFBE|@\$
M0A%IR60'S.JZ%,,'#O!5;IEV:52|9=N>V>|MVV;+UBA3EF9<+B\$+"EH##ML^ M&G+?
*+HK5L8T/"8.F5*H#LF:L%JD|Q|. |5+H^KMU/,?F^G&F.JH>G_3\$N' M@BB^=M@U-
6F,GPM*F|M\FEP5I8*!4V\$YDF2^58(C|^P WADH<=+Y"%+/-;\$6 M)<1K9&&70\$HW.
I8(= & MU5O&|9G|WC)NAG
D'>J\$W!S6G2XI'-6>L2W&Q)YH,PW%D,"8H%AO+Z=+,M.R"C@> +NFW7J,
I03CWK>J;OC MG7K6|TY|%/|Q3/=W&SI;+.A=RHX;VG1_HDX(K^-PWQ-H'(AF?
K|K@D:Q%<4R MRW7!<-36M;.,A?
8JR90SN27)J#U%OD.)QX% ^H:0\$.K|5Y(G_%A5':6NWOLF* M*|!"2S'#I22^LA"H4/JY07)
I:6PC51VO3!T"|R?J8X0T) T2\$;2BW)FK=BW2"| | +|L"PDG-VG%FI
M?'@LI>>JJC8Y\VD^H253|CG|G1I5'P%NS^SW\$>"-'.BU"!C7M=)4BZJMM-^7
MGN5Y(PIKM1F%/XS?=70&-+>ZOZ4+OTZOEPE(&LVP'59YNEV;X\$(!>'42*H
MIROK^%:&I0V%W+DWG;LTJMYT;L_L|Z:SW5\$J|@H,=1:/A1-%5Q#5MQ@<6|V
M<9U@#)&HZ(W23HVJ-TK;,,N|4?K26J?VOU.0C&R_!VM8&Z4:2-,4Y'1H(:^=
M,P>A2;A1X|) (3G,W5M..D&TH2.@J 3:=FU)G1'"FDEOXG9I5+V)VY|9_YHF
M3D:|_0OH!COW1CHN.Y0FKP&WJ&K6QH8-2X1AO5QG6'>,1QN(U6-/K&ZIXE@:
MKC0'R7("Y)L86|R%OGIL&8BEI%I+"8!'M6BS|:|YZ;)-1J8Q'.AF-EE"-O-8Y)
MFBT5|B**Y>-DD=9)4V*;7^K.O|UVGEO*KX'4_'M1ZD=P"|XQ-K|VN\$-NDM"
M.AY^MO%W%6>*BAA_FQ4".J7N2FYY>W7LKBN9U9YLOQ?|NM7@MP/M='MH6M0P
M9U|5O+0!=K@|_?L;|G@/*_.,\$;1@6V?A6H3/HN'#6Q\$TZPSIP;<:8.\$,HB| MK|S*O,,=9-0-
3299@SBQS>=RZ ML'M\$>T M0|.IU7(1%T=(CPXXIODLH'UMY@L)SKF!E|;\$|TY1^
0;K* @L08D\$ M|@WV N>0:AW>LH_*Q/Y,L0QG=IMI_T=ONKVNT1.U">9HE??46^-
LJU*RO-M"X')<#X3J4S@/CN3EZF'7K*T)ZO_L_\$"7-+^%B:Q3.<;KL&GPK@H2U,MBAQ+
MFN,1A_.'KR4Q4_%Z5/W!NV|RO/LE65|JA?N#N=XY*U_-SBR=|L5KYQ.R+D<-+|JCO>
MTK=A^_*N%F)SVG_!9*UP;,'5FPX.)8_'=3 E>4NL6"9,N=FL|PNBXSQV8\$1
M<4YGUXKI79:MB@\$?M*WEH|@8/0W8'UBBNEA1/*=-(\$5HJYU|H35B|HZ;XK;/JHVU?
+IF,BF7MK^(0RETN M3U|9VZ51|=76;V=-
I(ZIT^A'^OA|CJ@8T1TE:@\$T)"G9+IE/9KSDD@:7-_*
MO_\$3C%"_K'9H5+VIV9|9|ZNUK;'Z3+&TKI8JH*FV@5-C9VE."_R@U&J^MT
ME5;POZX*H"#R#39+=_*|L%"<6|@C|L?N\$G_.T3";C&=+I0E?) "NY/6+216FN
MTF)992O7M-P;_LFZKDW4X(|BE|!HX2Y.BPYP3Y;CE!=L9&_&\$BU_/A_|
MWJ207XI2KXP\$M)54(RD47BX0_\$|ABC7K3W_+ZS0#.<(LIC|E*5GBFNXKY44M
M>^92+H61WE@C'49_&(77C\$U2<=>42BA(;?Z B.=R)/*= -LJE2|&#;7#"N!FN_
M>')X&_E^Y&3C(C!/&5L?E\$1>(KHFX%H>;3B4RN93M,LY>YCF@Q@!UNC.71C
MH6OA%R%:D"&%G*M,H'1AS'F-5K0&RLF3LDLR;HB'L^*0F9E_84!!SZ(1|N:
MC|4DRP;N-5XE:<8VPA_*?%V>!%PI7|^4+;A\$OE:_GH9-*|>_M:1+GHW'12D5
M&1\$G"E,>R,HFOIK>^*G%LJ,GTI2<8|,M2X1@1%,^|E#%NRUJG8:4HC!,Y|W M-
MS1;/K3|N8BCSS;2@BBL&5\$ "T+8O,=! K>^WO|7T6=1EDBLX3|8-6RK)
MAN&"2/1%.8V9"0G(F@%|,686%GP,5K<)!<<,Q699B^CFT!AQW(G\$7=GYTM4=#A9A0X
M*QP="9NU(|RJSTY!SM/F247#)ZE90E76@RHYNDZ^WQ|4WNT0@Y7E1+J#N M9*
(+;ZU|=7#>3R<6P1=PC|;W"BRSo)NDK.BG%;.CU(6J9J)-J?QJZ1<98)/
M|UULQX='Q|+C15=3%T8**DE|#DP&KP)UN,J,5'1KD?ZC)PI+#9\$|A'VL? M*U!C?Q MR
PN\$RG=B&?0O+0ERZ)IY4N.S!@&2R@_TTE*DX%)61^ DIKA:X|> M2YY
ZCDY+MA922_D)%L&\$A4E(B.I@=788|08?>+,O(9YP*\$'70|UF"F\$Y;
M7K!U?'IX%+|MBZEA3!\$%|L_IH*93/V2|EA|_AP\$/^:I#C,JM&RO!S\$KY|3 M^G_ZY)E-
I%|0&?V8E;0OLB7O,'H?-X|/CW#C%5P%E#D2.IBIS|(65/ MYWLG4RB

<7Q*AY,1FD+VH\$:&@A\VG;HBFR(!U;%D\)
(EA%?)G,"XC\GB061TOUM\$TD*;)9H6*X\^M MI\|D>--OXL\|VWF&V\;C/-FY/MO&
*9J:6W'+\N:W\W 4@,C%TLG\|Q_)W=X M>/P?-O#X\/*7Z,V+%|\^NWC\|ZQW&(JLV STK)?
1F?N?3T_)CDX?SO _O 2"PF0JAA\$ LHJ<3' M
16*B=T">_3JD\|D\B^|(+\N/>GZ2\|OLPE.7BOY#0JAOA'4H)K MMM)R%6\&,\|D3*_!O5\$&
L_J8T)72S+,8O,&^&* M?;K5C=NV+,WC+#5+3M1W6SLHV"=DHNS\|*.SC,-?
^|VU00^\$VMACF)J1=!U 6 M)DW0N=\$,:(("7!M^ZU4 XJDUI9H:.)1,="6\|\$.
<:IO8\|H/6X%BC>7*_|+_*3D\$G68:S=OPW+X0;GWUJ\|=2\|PXUM>L5\$#X4+OU..3:
M*)GSX8C\$4.?IB6-30.T5BIMZ=NI1W%Y0MWLS\|S1?5O\$/A\|#PR-/G&T^F7*<M?
O'3DPV4*W@'8'BK46#&N\!O;J.AUW<< E8"F _%4G5<:&.#-FM\!B%E.F2\|
M='EVC4B2UO96-/>0AI#^|\(U3=+MA5 :E?.\$XF2Y*P84O\$%8W?=[FA;KHFX#=#Q
MSAO6U0'%^?TSUN-A/R_M+L;J('2\$-O_YA1@Q:@H@=(!*\$IQKFR&\|Z\|YRXO
MF1FLL#\|844CC<3G8 TS _JM04XS+EV.'
MP%TP1S\|U7EC3M _Y8QH&X+US GTZY<:B(>.@B0RFX?A'47F\|_RF3@>'3QX/
M'CU^NL%IW#O:_Z9>8\|^)MB\|"O7%G-
5PN+JWMX":C0++!7'QG%|8\|N\|_OS%%C,7\|9BX("R=5N;..&%A5\$ MF^)%DD\|B<5+-
XHD^5&4+|\|T\|LF\|W5/80NK\|C=&0Q2)9"7'@JGT93<+KZB,M8?
=:"&.'RA\|N:\$6E:0W03=:9)Z6QDQR_Y0GVC&_M_N\|?7H\|^?*"56S\|)F9 M5#NUMPU=&+
=@0\|S\|L34\|E%L:V\$CAZ\|J)#^|\|H^|\|0 _J.72U+:Y#XDFJ6\|N&W MJF@!\|LDYQ:RH&@6Q-?
M#\|_J)1NY\|TG7A5\$\|1@,,:KPA;-#7&EAG8SFDJX'>H MEE\|3,;\|M-1,W91,_)TX>E\|7-
9F2\|R9>BUHV @OGC\|_V2BNR02H M8;K\$!?
JQ<6Z"/.T0T\|SH(/0W\|<#Q\|:BTBMJ_KC);&/:6BQ;6 'S _#.#.BR
MA705U5MYHI\|JBYT\|L\|H>:B0\$SR\|%\|25-D\|?_=FGSET\|=,SB.RB/H4Z^-' M,PK=+97?
5X9\|5?Y%YNU=L4@GQ:=E"9(=P\|TP@>_FC@A,6D57X+S\|AB-"3"VJ M100Z\|
(1SEOY1:1;9+LSOR_Y(!\$P^H\|K1(> MPC\|_9B?AZ*2CQR3@BP^|\|I7%O;IG_N\|F4Y,:)-
M\$H%I?#"2J8R\$^WJFF=VM%.2HP:2.*48&%F)%<:;\$\|H<)'%>,0(3HF4IR8,:=9WTRXLN-
8\|P\$KO\|,J\|H MJ\|A=-M-6(?6NS8\|;MFXQG)70\|VR M3_C4S:A"
|XL\|*@>:A,*D)DI70*\$G0\|O&,7DK29MPO:9\$)\$D="R@R%=A\|W\|<#1\|^N06-W
)PY_H*>@Q MC@9/C0\|/\#@\|P3QV,!\|7/R(V2N6/8&..O""S*GW7OZ?N73\|)/\|ZY%%WMR-
OK"/V MY\|8IWU+|\|VQ\|!W+;%WW1+|\|+>W%>S+(7Z'\|<0UN+Z\|>|\|?T8NS\|P\|OWKV_
M:|\|*>=^Y=LW*G\| KRDO*\|:P\|J+SV;3,;\|J 2 .67B-^E3TERR#5BBM;:"-!"
<+JYSYH\|ED043/BPK40 M\|6C5R;BGGGE12MMLLQ(Y'WN18;CQ\|G+M1F>^,+,?
HJ94CNA)NIX\|Y<9U+^3;F MW+OPFXZ%,R=#YU&6FBM+7)K.+>V,Y _!LO\|DHG,QA?*Z-
>%\|_ORI^W-E#2Y9" MQ"2W\|<7O##3*V:L _\|)#.L5!U"#I(Y6#%=5BZHT;D68
:HJ:6W\|GQ1BE#NVA&P?J") MI>A? _\$,Q\|RVTH2G,Q5TNJA;Q\|J+5*?*_/_T*RW%7NC2\|
(E708W+ ".6BY9M+:2 M\|K\$6D^WZ,24S+2L8B,G3P,PA9,WLU
PVKK=@U)HU _JW=N@N@68R\$9DD MZ8\|H7.P*K\|J\|1M\|W32U5L%!\|9L\|%\|KP\|@!\|<*%/_I=
(0 AN.\|?I_9*OOZ0_3+,E M _% ^F\|H/06%D)F4E4@ZV"PY31=46B2-
CE*VWB_FB:GB18V>E# +A\|DBX5),DD3 MJ\|J;L(8EF/W?
6\|JQ:Z\$!K:-7;X./^"JAY220\$8WM\|AZD^<=>G9YON\|1\|ZY'9 MHO'W*84\$TE",#=&:VK?
2"TOSEND O^+O:PC>_J#.G4L3\|?O@_L%_->:_@L1:.*
MU+2\$Y\|;OSJ1\$R@^NWNRYRLA(403I5=Y3_Y'0D:(,D <8<_L.+YV@_H,C>A\|=KG0SR;+J\|H?
|B6>N13FMT66Y\|O4TOOUW:_O?W\|HWT=0N"AJ(PG;H(NH, _:35FS5J.6O
M,5&R)DI _\|X?|FN _7 L\|:JMS<|\UC*\|WE,DMJB# _34L\|+E..E#LXA(7>I<7D@ M^.+ED@)
!KD2W4ZUVZXX#M6&KH _(?I=LA,GQ*7)3:DLPJ+\$-J%=5ZX.@ 5* MI^DX-A2Q%7-
6250(4;^X=W1Q\|PG"36-%<2CAM:WD%>P= _7-I56P M+':;!\|C -4\$E\|8SE,FCW^VA66-
A5D>#Q\|FDZNO^!-> M\|=SYWE*3EL"/V#/%9Y7,I40<16D _L\|Y7OU'ZC;(+9P Z QU?
@X(*'3=+OXAW MJ6@JD%YFIF&.B M7\|_J>MZ\|J1RF25U/C\$V'#GR.U\|/?
T5%D2B;C%+ #QS?13NXTXWIG\|M\|DE>VW M#9H/6'>NS%8'50U&A?_
#42N<+S,|\|D0Y8&%4Z\|QGMHH;R,^:B\|NHKUZZ@1 M17+OM*,*R^M(Z1A7-%A9?L
H\|IG*Y,OS4\|'\$4;&Y-SX3".\|*NA&:287P6B4 M*-9CL5I?C)IM,#&DP>R'<#UF3)54TQWX-
LN\|#\|O\|PD'1OW\|O="Y ?3\|A?KJ8 M=I+|\|@I*J'OB_1SQY0==',
=7\|L/0"8O>'4\|%\|3)2VG4TP+!#*\$O0U"&:"X? M9\|C _H4Z8.%C1G.Y\|KRDM0%L>|\|
(V,RF)Y.:/7>TDS6-7PZ:35Q\$MGAHU1:#RA M"TOQ2N-
/_L,M*LT'I'R,\|R9D\|^HM'47)9GUDR^\$'UO+.7%:):4<_Y=1P _W&KI;
M7@'9HF^HA^EF\$IMG/8G-'9+8G/0D-G=-8K,SONM\|VX@=LT32D'B6@8?X;+,+=2S\|J3-
_,"VA7'\$G3/1F62?Q1U:3#K0I2 OL>K6"Z"PX&N"1VL=<\$KSG59-2LG\|C @ M?
T\|H5O(\|H9_R3Q&.E9RQ/*E\|H\|J.K(J(?#!\|X?Q&U1\|B\|J2\$W S=H#1"TF#-3 M+9QD25N6?+?

5@(<,%O'ILF373KT^W1GA3AKX#>AY2ELS!/?>X8TH3X4B?H^4
MJUB>*YPAJVR|1L4*XJ\$ZK9>UE0"SKTF:XR>FHC666*5PM"%%|@WG/8^32CJ6
M.F9\$J{;JS|@6R\$BP&;'VK1AEUMGESNF
&|F"@2(8+BP^9^ZL1>I0G(<75JW0M4*27K;28>YVL1,TE\$K,*JH\$A&0IE| #
MGZ|^"A=QB.Y%DCCYHI@>QMW-LM1A|E|DEXD|!/?KM71H/T9_6>H;U|@H#2(
M+|Y.WOWXX>V%.Q-?/C|HXO,TA^2+5\$UAQ|R+S(S7E*\$6)OQ+"^RXG%*AIL:
M2:5!T,60C,EAJ%+K,%",22)|-<+P%:4G|OW:+D5-Q8Z6WP-|WFQM:W,N|U
MR,'2|+7MON?|ZR6:."E1C8|;- %FBB<>SPI^W>C_S;)B;)-Z=)):IR!X7:9LDI|7%('%F M-
\$DS<;WF"^MX*V4Z^5%@L+82/*KYI?BAJ;9=TJ:LUY*2:P|ZR.*Z&0(=0@
M"FESVN'D^KK!&F|(H08E;SYDV2L^+|IZGJ#|&/'3SZ+U9T(F#B.3HD(43 M3CD:H/
!5%RT"N+,U|!#YW,/K5U68UX7&I61S515F7TX9|?G-|86514"
8HK577*BOR2S&:O,93)"@B;U+IX)DOYPWSJ|ER1*-8<,"5P/8WAHWDYKI MGW_3+
|_#6?/HT:/#O='^WM%^D)=W;&D'E"|H=+YA?(A\$:K!/577|P_'@T>\$A M5!A|M
MG.N2KV&#GHT#_'IX='@|.34,F:EEOSS,^|@:KZ#R8870"<1,D|L-7;S=+<4 MR!P!;O.I7-
)C;@P;I"C)N+1;V|2#35|>6-,K^>Q\$-F6N;|LZ<%XR
MWV+YY+X'ST5"^XZ0@R'G:VR\$|Z66XF"DKS_AIFFI/UXFCZ+2DU:X|PB!8G3-4Q|2>(-
ASV3->0K>&3G!DG(L1_R<K##9?|C: ^ALR4YI,0H%2|U5EY4*.I=W|
M90<=LGIHQ_3I'U,*V'&#_@_N 2?<@|+Y3:7-SMI+<3)9 P=Z0P&4OECPG%HFWMF|@!
(;J|*\$GN,G5Z"WPB46ENKD-"=8S#AJV,GIBDTRDPP1M:F1Y|!7VO2R9+
MYRF""8QODE:5F:<>@?*"YTE'_+K?V7=)^K%PPU;^GK7U/+H0=K5Q<6W45|IW
MN%7OT+>IN\$|XF0FZB|:S\$:I(P1671OZC?|;-|68M#VQ'|=R"(H8J@72A1WK
52R_4*LF/RN(C.= \$3DV3(5DJ75+I(:H4FB@!28^VHM(:?0;4<_?Z M;)S&E/8R)B*IA-
^3'#NZ%DIN57STZ/+@F+|(10+^KV>H5,R7V27#CKP|^R^: MNXO/Z.
(/OAZ_UZ5G<306'5.7F30A0"/|?ZWI:K0K%D8V4MC2|0\$5 M79P61,Z,?AM|L?
O7_77|@""@40"VKUPV*|H,*3\$&=5SP%>T6#,7M^W|CAT=W M
0"|6);CF87MMT7H&|C*UL;=,,J2> DS986H9K8(P6*5O*Q WG(E2K73:&?
M1+8KJ,=@/6B)\$UWH^IJDY+:VTUT.9LW,NU?:D#_,V7\$;56WD/'9*IQCH=DD
MT&C;OO|PW"VNX-ALU>@T MP'R5F,E%&V758I1 5ORB(%H|;MM&7#'_@D)!+
MHT@AWW1K45#NA^'%\$;MSF"EU;FU+WE-O7>W3@!*=M MOYOSS|V
KK'9!=6=Y%R.I2&(6GAD-9|MXH1GP7(V:GM6 C:V")|YATE'HE M>;,PFN!39%XE?
5Y*X'B)CAI;TP74JOVC19).UB+4CH8)_E:/?98.D;K%V (M&|7FL&K)8)(2|WFD|8-PCF65|
<>9\$B|RA-V)OLKNLW&LL|4-!15M@X.|@7A M&|
JM\$|VVG.LK94=-7<|:OE"A@@7JT27UR!)8=-N(&R(WSGJ^|X^Z620.F
M8O>S|ECPRI3MHZO'!8*-^VF)B?W |0*KY|^6'_H_MW&FW+=.@X_8RN;/N*F
MVAC_:L&:>|?OGTYM|\$;C-L:V|/I&M>>.'9T,>7<-6|N|:"R_:>3!|/?*;<) M8#9%-
I\$#XY).TSRH&O&*LSUT:B-7%|_C.)NVOV=N)FEBX5E1@.:)0;RBS>9X
MPLI8BB1^&AFP>Y!)VU|SY'K.>^F?"1R*6G2*;2%C+MIP)#(OU|DYC|
|_#4*(S\$K39U|?@O<%3C5+A^4NJCW3IFW!#3?"HGG3)J#+J M8^A=')N4U,C2?
R6UTQ!G9-ZPZ%_6XIV45GZ|N":OKIJE MBX&H&R959., '@5NWL% W+#8NXUGN(
=STT>37EQIPG+:W_:5@/<:2X79=30 MZ>:J#:#XZ"L?IQQNX M)W;EPVD163WS*
<=&\$!CW8DI/F6++-CT0_V:"NOY MI#2)X|H"YQJ3XKI=Y*|>;Z-
E,DFU64:GS|D@:_=DCX|-08N 3:|+|LLZ|_Y MAVP;5MJMKD|+!:T7RVS
QKS+|^76B!"40|1SG+>=0ZSPET.J|90J!)_8A'3 M;W)TEZ^\$%|HM %X^\$|+
=A\$@#&+&CQC;7|_@W=R.X&O|XY>,"87U<60E%.|R.< M6EF"!):\$|(L+*#-Q
(;+^T|C;Q>6.1^4AL3@|%|C"NG*NI3B?30J/*2RA M'OS! @N!M+EA|H|Q;9-!K
P<10Y<=*)+D)KD_DA)+R#>OC|X)MR^>.4NX!K&V Y7 ME:D= TMKK?
B,0*0>|CZLHGD'^YD>.P330*J_1|4N\$9RA@?;6^|')@ZUGG3S
M;2_,>AH_55+DZ4T7B,LX|ADQ':&FZUR@0('TW#E|W!'W:.-*V,'A/H#A% V(NGS<|G2O
M90/,(B")^'U5%.U+!B|Z*R|%. \$C'16+!A8N/;-AK@&|H3Z4|*Y M8-
*1ZDVTI|XZ>_K0(:U11Z|+@'AHI8ABQ#5;'WI3?U| R#R')6#K@#DY9
M"7RJF^@|M,F%&8DX"VF#8CI20N8F*;53-M\$|L3|#L)&>B(T979LW:OA_' T@J5E
@X|4Y!U*()P>_HWM_8<|:T| M=|C:|ZAO|>E;>_K6GH:'WNG<,A'Z GQ.XG63::JA_%|9:
(\$%D"@ H;A4I%F?">6>%7A (P M#5-
O6.EP4>Q(UKP/OA(L.3OZYI,IQRA1**|G?.VV"S)#D?O'A MT?
_QA>&0+6Q*9KZX%M:=-9^|38RR:Q, #,%)> L@5'>S='YD'OJ6|\$YVW8"? M:-
=%&D@%73C,BSB<+9B&&|HMKIVV#@ZLU@896EM#5^JOUX%=7<0.989Z/
MHG1_2_, \$R4'>3B6MK&ER592|#|RWDQ%(>M>CN*">S02%K4%D|E(ROA8VSG=:1A?
3#<,+UJ|-A-D+ _E+>M"8N%T(7Z|R-J B-MVCN@"BZPPRHAC;H4ERK-

I,DT\MFJF^9IS=ER.Q2NQH<\$UWI2N%JE H+, MOU%9:0Q"M7.BQ
J8F#F#;QHOP%D;N2I\$@@/((" (^PV2!\$=W9JYWW'Q^MU9)(6O10F\$PMC18 F3)J>:
6QS#CB^WFIE^K'2TE=U7I'%,A M?0NRJS&JGF.
5+8@4KKN+88@Y&0+>ETZ8'1^EDCVRV?AS>+4FRXB?%R#2"O
MLORA7O7*P7+;M^MX&5_P*N+U5Q&Y5V%?POIH XV0&+)C>^C-/ '@#XZ/8808O\ M2B'
+!/#^08ZK! PFZ40%%K*ML^NV6GH9V1+I@&YI
MAK7@X@_AP=#.U.*ZZ(U"!^&XV|\$UX@;AQ"J8A7*"O/RZ2IJ MD
)18\$063MM",&&7)2U5);P>F2PU5VYCRKOPZ+!*GR6S%0M
'U+H0" K#A2_RM&QQ_Y@LGI
M>U#6*+C;DPE/O<1D5S;/Z39C/LCNS)QXU^ ^2JO_70P(A: "\$&+9 WCHT3?3;(->&
I5;8IAO+T)T+*CH1@/3IOC_U.#?6W1H*(DKH(VJN9&C+WGM P?+
M, ^78+*3CDA.%K"K&-J,6\$ &D?JF:Q8U#;?:%XKO@-MNP7-JR&Z5IL'AL^!4M M9_9-)
LIW()P5#)G8U,")^8=2, ^CZ,MNK@?5@7EQ:32J#N,7(H"E)GK0;%Z MC\HY?
\$/K<:@\V>XDE_!U5#=#Y?JEVQ2ZQ2,TNWJD)X\$<1BO%YN;ZIF7EJ-US
MZQM#@JD+NGNZDW2-I;WS^_EF_,IOC_ ^Y0_S/XQI_ UW@?_K3_D\PW=H;&*
MWAG1PR,S#4&VGUV1Z(7+F)Q;P"W;>BOT\RY(1?0^VT-Z^=(-G?,9PN^RF>S2
MD@N32HFD90J;1!?!LJP!N!&/FT\MRS3BJOTKRK;YGEA*[T<%BL=\$4?5%-)
ME\$>L"R1)(J3-I^GTH%DG;,<"36 N9>E8'1L>?*G-MNMCS;KM4%S9(IR-YPZ
MAOT\$/XY8-&8\IHM.EV D 7*O%30,"PZ\ MQIQ<&1J7,@DX7M\ PU,N(O!8< M_\$P
+4?I7E2D\16SK;/>(OEIH(P)1\B8E\$6GU*PPM,&^N')\!'%?UEF?Y 7 M;A>XSH4<&7
*.NI9I4IJ7@;/RJD%=U/9T,AR5T_,-!VG=-IEEQK5JNNA^; J=VODU2NO;/BSP8P)H(G\$OQ
MG_R\GTW@%Q.XA^.'QW&*),5:C, T+3#37-'><.SF3!U),5J:-^AQ\ "6B2K M1.(1?GQ3'/S-
"W3+-' *E11Y6A^S1278^MH@,HDS%CI:2%Z5RMZ*Z;-^Z MZ'P6F\Y#B)P'.MY
Z.0HJ0@JWJ01B9)1G5P:'G9V"H2+IX*JS^\$1M^3I3X-WTR?..6:\[\$\$PS6M/+K51
M>TS/B\$1.W3E@?Y""N6S)*UM25NRXG,Z2^A8S53#;+C+-33@=%4BF0'C42T7
MJ@#I;VJ1P/D2-ER(S,2C4%5G+NB)>'XF=NT*N24LE^?NZLIV\$M\6A\=6F MTK,4A)TB-
#)&R8)MR"6MAU&6H-*8!\$5,JTH4(^&%#=#,@NM\Q\$5D/C!25\U M\$_-?>7;D9)KYE?
%BH\J5@7;WVG-\$_!P#V@IPR&AFZQ:J7: 6:/>8%JLXIXGF
MO(S_*9Y3+@=OX#W%9^YB5MIRPR@Z9A.'D0&4 YL.PC'/QKK)_*@8E=E;Z'D
MF7YR#-09!*HAFU6C;:XLV;'+\$7-BQ\$S-('<9Z75DNAV+UG;+>BZF6V-).-8
MU/+JHTZ%*PW MKI\XR5GOG\$>W=W1EN#;-WLY@+0TH*;<;J< M<
IG&?;+^/N.2I#V*X"NTDI=M1JJ^RCO8/X (C6I[#_YCI^E4X.G_?'=K" OZ*+*L"9?%A4?
MCL(="QI5G.0!OG\I)R&-TM*?09A8EK7F3H;N2SJ09T24#&B#)CT^Y% M\@>57<-
@>K%CXU-A_7E?,TQ\TJ:0 5X*,YR4 MGBVIT&?P>%SNUO^=,S/U>
M^-2+,F!790!EJ8T#UXX,K,5>8SE#!EG6S"17,,2VSR^TN1T+X98F=QAA);NUV9L;>R)P_+I
N47@%5HW) MA%/%;I%M^KLG8;L',=;W)%\!'6Q:D*(X5I1_Q:E8M\MB=ZYKMT%)Y<I+\$-
RC MKEWC7?Q;.@F\^!Z=-;1,&7A>D!YW&A_6F:U3>B1(=&(JWW@P@1?O)V\I^0X
MZ);5L,+%;\$QJHO_10D_5,+7Q**"^+&33G.+A+D0P',1Y?S/3PWW5V)\$=WQ
M1MC.E;^=H_K:9KQ?%JY5+MC\$ZV65N#D3(=SV20^WW0:X\99NQ#YMU*>-
OA&7X7IFX ;P^*X%A.+J MXMKVAH-"M0<\$H4HA3;JI+!@\$*R": =W4%5\J7N_*CZ\&?
K7LGW:LM MQ\ PDD-94"i(BJU0F2G+J0476\1^H7RC%A'HIXEA8N')4E4Z!(M,+US
MTMJW'D/(QD;H"7Z1;:SH^JMT=:JDN_=&M7T-297'YMT400%!9!*"E>ZZ"H MRK=3I
6S;V%4047:NE?RO5JDCNR7%026+CY)K8X*VTLU%59MIO=RM:D&NE54
MIMEVF/BJLMT)'O2CCR9K^B\CUJFP<1(+<=S,A:F?ZHV_E1I3I1
MUKV2H7L6="D:RC,8W @)^SP+&:K*B5O1MO*72^M)PL M+1<9"2\$+UBU%T-. Q9?
Q<:/OCRZ+ %"8B#L#,"D%!J&_=#_E>C7I' M0T^88#;,>W>"G!SG\%QD.T=:^D-
T3.\$"5713HQ+I@7,A5:FUJ2NYP@J2N_?,4 ML9\5\=9DLYI&I7IH^IMU-
:JDN_51GF8/@JQ,WM:4G\$OL25JD&(LH/V^_*#,MH)!T&W/V;CY?YF3X?L)'_6+
<J5'U5FOK7LEW:I4\$CE\$(6^_-\$-ALAR0X*>CA;
M9,*F:783'Z2CTG,HUV'GVKMS\%=/B'K3X(5-JU62KRSO%>XTCAH G(=;2\$=2. ZI. M1Z*
NWCYCXLIIYGM2,-6(:F5WL&^RYOUF LZHZPE!S@K&IX;0^L1DR4KF=L)\$ M454Q:
Q)WOT(=3F*O:12-TM*E\$H"\$B&,*\$K2ID M\$@R@*6HB>2<5-
G&TL9YOKID<0Q9ROK;JF*7D\YM%90R6:Z2IU)\7,4YK^5D M/\$O-%0>2KB+)!M&*O?
>4SP\X^#I,Q,C!-99GK+YD;):U\9^QIP8JHZ,=JR)_ M,-ZHR^#
D1VLR@,K1**+.EL;U,**+Q8#9A*1I(-VY1*+M+%YE)J2""V\7OZ
M)H!=!V_S*>Q^#1':*.CY9^DE5&)P:Y37YF(V;GKY*-5Z4ASUC_MT,UV8EA
M'B1Z3AP&O%G5K+28M&&1.@Y^:\$/KA#SK&MR%&74J%!'VGN>Y\6-&>IX&^F6
MY4@1F\$*(R;HRK#628WN77OD.EBX4DKC('>6#)XJVI@D7*%->%,XF8396IFX0 M0H&=.

I#Z#8\$#2&[0TF*0@N/&*UF0CS%CS%"&6'MH6G)7#R89[HKR+"-4E58
M&1R>Y)OVA&B"+-(OHNWR3S3X*6A#8(6(JW7I)&IU<'B\7N\HYC6TV=-ID:=?P"^6
MAF%JS7S#M&10^15D!2Y.17.Y=BI8O5UYN\#E28O)CBM+W(*JZ\1G\H\#JZG M/7O7-
K!W\6*YWZ *3' RNG1(3H:=-2!"00'I>=&CL7?!\;Q:SAG7KF02Q&J MGBTKZ\CBV_S3\$.+*
H69B:C6/<"-7E(E ?UGKMC(:;QIY@V\=*5^U_I?(FE1
M=6HJ6>1%N4;&H7(>6/>J.WJH(\$J94NB*^&UG""&B73I L')L:=%5K
MH,ACWT)+623@CNL0&6F^K5YEL.^)W9YR1\3RV.UQP8/L)%U<,=(F'Z@+6\M
M!\@M&;3(:@JBD;\$0G9 O"!G8>DGF.VC!OS)*H5;DU2Q=I("4W1\57\K=NE?R
MO1HW4^&<3JN90.? "GBKNZ5KIW).J(8YDAPW0^PDP6B;MLC;XTK)!#+EVJ^5
MF4NN^_BNJ^:5BRD/8\3,/DHN7?/05G8Z5%/6#C4=++N=N)^W>_J'H#N76O
MY'LUD%(Z5\H073"8XT0RB.9*:E+^&Z\I,69_R8#5TW2L1"=7+,*R;5A'+(T MN\$IM?
F,SE_B*/(S>7\R55=Z;PWZA?&/F,\$N6^=@\BTTXU.8\$&3)S G,@H\<1 MC20\J!\@=-
LU^)>Y*7N3MONCZDW:UKV2\H6D\1\>&+@='U5ON+;NE7ROADOQ:#P^#1\#&1BX
M7&&IVCI7_=+;^5'U-FCK7LGW:H-<_6"@9DCS\8I7KVT+S8TT('W#ZK>FIT3=AL%?
Y)%ONAF9 M<:;+R4#TY5IH3D=#5!BB<\VXN^@2V3X. M\5YR26N>T0693@<1
^Z3J=6O 3^>*>E;#:8T*\$7IR=+@6G-4E2Q*.QU._3DPU+M,1P+EH=!ZT6D.E MA8D;6(-
&H7%1U6N++))DN&V?"W/A*H2N5?T+;7UL\I@;\C_868BC8^#UBQ(
M<2VXK+!1F#0>)6@75U!U3JLEPULMDP5WR<7S8L+L\ZYCT5\>H8NQ:W6OVN;V
M%GRYC 49+?"7+AAXWT+P<(.WW7^NWI\66K\2AM5D_8T-.E<"FENU";!;7=- M
%@2\K"2AD7+7% MO\H8=@ (T;#KZ)EF%9S58"RH\$:7,UE\$4Z>\LF&V1&0%
MO\ M.*Z,9(DN"8#1Q-(P_S#H+=\80XR10\PHV;6:"L)LCI^F/KHG*0+
IM6,??"&G68T+P39)17"&3TIQ(L\QJ(H_EAGJPRF;3\7U%E MF"!6
OVA_\$KV>C2ZTHF'6"P2A.4_S;2;\<87T\HNL&0OS7=/99)(:YPBM
M#"50Q8(OE<8YOGT*=N='U>?JM^Z5 M?
*^6"32W%\$)91*D!+5XR7FV.+BS%GH2D,&QIKI\$A1<%064>\I^&MS4,ZDJ6-
M>N\YIO<3*ISJ"?7N4-RG6<\N4Y/KK,5(^R#E&WR_L@Y4Y=@44)\DMCV?'A M#E0@6-
7CF\6"?UW!;+9B5%B_/7B;Z^UNV7>:!\^V\OE&\-5UTF9TI%:.6H
MJ0DR\'\$59\G(9+ZU3:HH&GYX^JP.O\$0/S\H4?56:N M>R?=JI5\0-GG:<*D8 M
;,\$=)X7VQ'^JW\3-BVTWB+U"^4;LTA* @Q_6F\VP)C9D>L0:D1FZ+)->?O\$; M&%5O?
+;NE7ROQB>Y2M),Z79=,=RV^0?=@IU NR9XKE\O.S^JWC!MW2OY7@W3 MHDS'+>2=
HMOZ/8DE7;>B')1DM5DM!+I8W"@Y;ZC\H856^@MNZ5?*!\&JM-S
M"FR/UZANJ#\$TVC8V*%V7E@93+!;L;XA=PL&\V1ON)U#^T;TH"AMD6;)_E8
M1=T8\$!\J=3<)CVY:\$&N\@L\$7HR O&2?QE%8EFNO\K5C8-3?(,23EBJZ\2*&;
M>CTS:%0R\$VE9"A2,&1DKHJ;D^&?90'ME:~F.3;RL1\$0E2U8#40 \XJU
1P\$:J&4G7\Q\8Y^P MHH=21F3\&_J_OG@G=FU8U_0/C"?3=OH.C=X\LF?N*LM\$/^96R6
,*V%Y@I M=XQKR:/SC:SUCAOVMUF\I09=9/F>;G-I#@W4GJ19_"98J^LS-9/_G\ VW;7+;
M2+*%O^-7,;9>,*.@/KZ95\7GS2R;.-\5HA:=:~01(D,0(!#D\TB_/K;^;)
MS*HL\$*3DO9KI;C4B-F9E-@D4"E59^7+RG/Q,U53Q+V).M'LRNRI*I"V&JUV+
MCOJ6OMJ)X(A<%CV?O0JBDAVGRZA(L\CE--=I Q>%5_,WA(/@NV\7_G6\Y_L M "-"\$+/-
/SD_)!L0ZZM_NPHH+E2FR6!\F37H>7MT7#UW="T CO(LWVB+@-
MD8H:O.6;MC3U*D)8461KI%\$!4@A5E*T\$0:@;7.;V K.BJGG\Q)V6TX#78
M#D>HO^I+1?K?IG*5L"IL:K;&\@NO,Z%\B 40K,DY!'N M,Q\$T/@R8<(E&?
K8F"C97MM11H#W4R%<#J B>(EEU1\R%0Z\$.Z%#J&X%P<)O
MG.UVH696!6HWM+O:NV>T*E!6IEB/=R(MQ+'-M\ F*VCETS9,V)_#C9SSV)3'
M.!A:Q&Q_+L:+QI-Q0_S C005CQNF3P\<[X@UI0@3 M%YNC-M6O@SB\G\0-T/#8S^K?
BGKX\$2E@C5WZ?E#32-O:/55F(ZR:S=";-+&C M&K'#C0\EB 27Y;O\$I5:5Y'#
#LNZ6O\$6LZ.67?(CA #6Y?(8?? HT9>%R;\$V M=KM:H>QKX=W15R\3OYR\ C3-6%EWEL?
6K\G&YH(VH3,BU\+/+SKE>B-PLXK\$@(1+A?- YOJ(9 M*R>I!DP8S<5T@01+J#
H,NAJD5"G<;8'=I.R"0W74'7&E:8& D(M\$ 50;\$'N#J=TWI7*%!FG&P,QF;=_4;?
Z\\$_N1#&^3C;:9<\$H#UD HYTM/& MC#\2U;V08\DI\#ZBE.8JN*YJM)9N4IR=FHE"Z9-
LMN1UR8>6K\ G_Z\$EN%&K7<\$)8/H!W6W5Q^;\D\$>\7\I4MTV8TY%(FU?AHQ_5
M;*X>W"MYJN.*#)\$FT\0"U94Y9<&MJHN\?JB.O0AE2_-'0ZX#1JM9<9UR2WX; MQ
MYA30Y\6=IT&3RU)RPXKA0007K,7Z&8QJ=B@>W"N9+1!;H*JY;6L%= HR';6N
M357C_U.LPP4S*8!9=AK_L2XWIO /P1;4<","&@%J\H5G51\3W B2*LHT+T MY-
:ACC: ".B-+;\|ZE^%J;:#>"#>R5/W0 >(6.3!_\$.MD72# \$SI(ik@!-W M\;FH
7\$0IF0ZPNU_=B'/^Y>^S\J=5G2OE'91T> MS^"?QQX<;'P4HM"9\$!;-BWA=Z6VW^S*?
8X646 JT%("T)IK%&\70^!\Q6\6 M+QU\ E-PH\B&N^!7&;/I^%ABX-FRZ*L^-* LH\ (R?
7=N%I@S>P_'CYPS>QBK ML#\I@> D#Q")A@)CH>,["/Y8@DPZ;R/. =MP+-J&MRL/XF"

l.:6)Zl*.:0^L' MjTIF&WC-!BHQRBOJA#-SWJ&OYD7WV\$A; MVJ"J. AF#'G!
.:/:EI@%B6CFM,V%4B;YFX:L=_>=NVV><5GP\@Q?&N\=% MQ6T8V00M!
B50./CR"U27I*4Z<*(L\I\J"<43"V;%<
M\IH*=+>Z&">7SLP:=X^\.M=X1"+;IF&I0K5LMU1(@;GC&BW'IY&-6ERL
M+72=K*CKBKZIYBRV\$_DNHIO%6Z&FHUO!-XZRK(&JY\H#\&_85O+8(^V.)P+"
M8"/6YZ=L.;O&MH(N^H DD_>#D)ZL\0M9%QG?'W)O?%T&@-97=&MUCH9H@I
MTJ89*O&DDJ@;+H@SK*-LH*FPV*T)\Q#6"45WB@JN'!\V/;'>@?(XT-?96) MML
!H)X+0N?,-K.S\ 3LOM"Z;HB4\UMF06.F\G&@^/*;((P+ID>_HS2OQ4> M9OZ!'VE7!<^7K
'A5ZWK\$K1@3%U'=HB^JW8&7'R>I9*6S#F_CCQ=G.EJ?RC4 MK+E*Z!'F'AG,\7\$-
#=K"^S:TEY\S-(6H!5H^X4RNXQ95NNY=5;VMJ@'/ERS MQ-PN/FQN QN236\?
H9#\$OF#D/G\DP\CI-27QKRHY@.<0?^&M\H1HO@_I1, M\==+=GM;MTNX\2'" EZ&MD"
I%T8H98KR6)GCCLD8X4(\$3<"VV;;2\MYL:\$G1
M6ER6QSNFY>2_05=Q*"N/CKH>^K(L\>IEU1"D?(7X\IT8L)Y>HUFZUN"[NF M"N@O?
OZ?E\I_ ^J/M"? (RNV%0&S\$+-G0E-B?C?I6R*IH9EIR4\$QVE6FNM%2) MHH;?Y\GK3
T/KQ\F(55A,L'\@ OU3O);/:(=LB'3<9?L.I7%>?(+DLXV>E-"
MWQ!>GZQGNN:.CBC&IW>5\,+02)GX:D%G'+U%6'TE3.B&@YIK/F_U*07\A9X
M9@O\0^M\ID:Y07=ZK'9T")5E\+K\!0Q>&VH\<I'E*Y.T\9>0*>VQ='>R!.\$!2(
M^<1;5\# +VY5K=4OLZ6T*44ZNVZ<^R\9AX==,^Q+N\$N;:LW#S#/_A6 TMEU\I
M=JSEP>? 7X>FW!_J5KR.3GA_@L53:OX2%W@X@B\$H3S()3,3AINP\<(H;I*?
M)6%WOC05'"#!=.1<1;M%\TU?=YN\MO>>+K?@W^G'9^OL)DOH5/F%PC^ZLLK"
MH3YEF?@'\G!\PZOT'L%B.-?[W:T;L:%69\N%C^V'+X53"R29S2=WWSUU1_R
MZ0&O>.'U9K\ 8C?H:C10VBT7??8P.6<+-M.H&08JDUVU8H\|C="?"_DNE.?IUY M?
\$R72,5H\,IN-4OXM;CTP6>8(8_?6EI;:KB?.INEXMD^A+I"N5*^,DK
MIO\$9#G6D;I;HURH@M/V/_H.^,XX'WN#%)ZUMDVQZL2V)XZ!Z\ MDOWKLA'OAXEN:
^I8\<PRUK@S8N-HO\$UR#K!"E\1.:+6\Y:V%_Z
'5SW;3P%,T%OWG';0Q0W"Q^;LB\+;N!\\$!O?_"GE_I-SHH;0UT_X\N7
MV9X'RG^G"2MZ'8M=E7P\$N1>I\HJYM\$SR\$;='P:>L>9/SZM@RJ\3ON#L' MTUW+Y!+
<"5FLWL'NR1AEAN0,&Q8()F")' K!\@E-<I2=:G.
MCU*,Y.SIKS8X30*+=.L5.+3+FP2LAB\>=;V O\Z M*P2+N9%*Z\=@5VMI^~0
TGD.B0LZ\0' L\SO6SBB6'9T7CM_/B:MU9H\UGOE MP2>?&D3-
X::CA7M;2/Q'#RUO____[PS=>_ZY'-817F7^*GHX(?)K%G\!(= M-PJPEA8XJ:
71US245/T#QG)W2/'X9\G_ MAL\J9HE5X>0UAGNR_) +
I>MW6*2=G(EVE;:KCCL^&I\S/E7\$LB6)*NT;UW* MS\9\.\$\SOD\U\+
(: 'AOVE55TJMCT\O;5>O\|R@VH\FGU<_6YX\%)5CA\&HE8QU>JOC@;'"&A(!*YQ98WFB9*
*\$IH.TZ4,V4X>|Z\5*1> MI')'(I\XVK^OE=,BS&'.1PRM!:%M;^M12=,S\#-
QOBC+;)C7%!;&Q 36V:Z= MV*IT\I\U67Y0WVYOL@T=\$#SLX^KF2_3Q_GG
M"89W6W30FG'V+<=G<5EW;B\|R4)B\20 "IB7B"#PW^A"?_8LA4P\J7J\!"
M#VTYZYB!\^&^),_I_%.JYX=;:ML6AU9BYP=W\ ^*CWZ.04B^\$4A(M>G+;1_H^V7*PS5?
5B>"(8JA\|V)X\9/M MLLVD%C-B+#EFXS-3"D):#X/7-73!M>*U/3)8>>:V5DQO1N;1-
!W&O)\I?1B\$ M>>H2Y/3:CC'-XN2;:;(L S).>6"^\@6\ Z>,QQ:=\$A5&P+H@-V?554MI_H0B
M6E=N*U18^+F"@H4\$O75?TEME#YW^IVJ2B.HH_I_=8?4\^<.J4_8(?7UW"\$U
M=T@I7.#'HT:M2&7SYTDA.U5DE90?,L-T7FS1,GLF&,9G\$N=W(/?C*RH==&Y0
M9Z\$S.'B83\|D)#W?LR/%A5GEES,6M\;:-*:[A3F57A-T
M_;CU)\$*52=I^!\^\$D42'K.=SAU;H\0G-EVCN2\@|R@DZXT>D(O@#FY>L_A3_D-M@1C>
S>OL;Z7%52UBIK5PUC6\ QSPDI_?Y<'U(OJG0K/M+.1^&HJ3'=)EC?
Q)=QO)BHP8E>,U\!QE'4UZ;42+;D M.+18(8#=#;1^&^"5FE\9I9-
4,6S(4KCZ;!\%D=AD'.3QG+3\5PW+6=X.#PP8_? M/H\9O!H-W@H8H^%GEE#%
(^XFL\$OT6S\)\J5 M\+I0S"L;"FYKG1\;%T5+PE)BYI:1NH#B\$9YH)S;CH&2%U& M"O
C\I(3NN)P<@US.K\I(5B2X\$HD6N9SY(P3&>5PK?M=RT"P:6^J\DH*9/E86
M'VOJ6*SAQ1'\V5=7S7@53)5O\$1=,E\@SY\B"HZ5#CY=^7YIX#XWBQ?C'L& M1ACQJ0
9ABEU3_-<(*RM3,%-Y\,0 VF?9W:[%T\I:3.N I(1(T7^A8J7G
MPZCZ<|5V46FD*^Y+.A0D&"W\6*IT>5_ \BL/_90%:0'2;J?>"EFL',I\A/:Z\J)
M78(TN!\@)6\I'IC\I(YD7,S\|0(HNE-)CY\,VNLBDS53X)\$&?R*!M>OXB,D)HK
MG37Y"IT*K<8!>=VS)3EN\K'W\>N3?T>P-CJDK*\L,8-1)1MMH_4OWD^8^YC7
MD#1J3=NP.=IP9MG ^Z @.'>L842&AHG7MZU>L\8.NH383E\A&:XG#J\HBJN4
M^)\O56'%H;R)L-7-NF):E\, #I82NXX+38< W?@\$N6K?H4(0,=EAODF6SU,WA@V7\<, M%
I\$#7\|H711\&"UVEU.%%\3BM1HC"ZD8?MA^7?4\H/QY=F3B6?J'?E-X1R M7,:E@5\,^
"X9.ZN).I\DI^E\$H\$59L4BIU9^AYZM37\ B<3#.JJR"[\@%"NYG MLDUMEZ5BWB/X-

SU^/CE'HJ84T8FFV4W#W/L:Q]"H%GP#559;%9(:5J>%3Z\$I M)UU)HLY
/H)*YINP9_5/V="CX?7'SH3>F"L3;E%-&)<&K1;6I ZPB).3 PK1
M\3F'Q\GWV(<23_./7Y\&ZRZA'-7??/[A7\E3-J38)! =K?&.,@W?/,5%:- M\YATE5"@GV1;%
PP8.K?L_);T7(+?X!<-IO_GJNY?_M_3W^!25W7PI:RE+9EM>I?(4+V<7_.A**7!@'O-
80R08A7\$5\;YXPC?4U(3Y MG:- "S?@W""^Y1B>)8\59YI*.;
!>F#>R5/U9\&1E*QJ7O)36JO@&9=M9K(J2A. M*&DZY*M9/N*+M:(5NVA%).*XJ\5S%//
MC()RLITQI7)"SYAU@,NU!\8:1(9\2Z<%'4UZC*;LG!SGO+ ?_:AF"_C@7LE3 MM8"NB*?
1Y_PA?YL)O!;2;_<=JC6)=B\OTVKP#2\$QE*YG>79;+>GDES
M%P7;8C"*;ZB_LF_7IT!#T(\$)^BF9'&2)FBC>H5\SZ'40>E75X/(,7%KF7FRRET?64RD+1-
9:&|ZVK3) \$/FZ1YS&%U%\$)E^L M6Z%Y*#O:AWMF87*I@CHXX^L
ZT&Z,B/5;Y):YU1\MB"W<[S47LJUYZTJ1M
MK2S6ZK\|S<#UE@7;01N)68W2""QX9\|C)C3!;:1\4R\HOB/&(2F0+|WZ6^|S/
MP?|2@F.,F<+1;|TX\K?3B(AMM.@#>=JXKY'IQ5^WAVK=OA^Z:FV:#(>Z:%2S
M\1V(Z,127)ON9)<1\H8=KWHLOJ\12*2%OBT:U3XPRO>&%URA_\$,"D\|MW%#&
M8)KD7H:T,YOJV\$|NW^QR<17,4\$S"LFZ54\$Y937B\CR:#V?.\$S9F,A\T>8K;
M\$EMV/!.57EZ- Y.0"(W3N23EQ)BGVN59"i1-%E2.P+6G"@=|;P3J"-!%6HHE
MP;9YPI73"D&@|4QH8_=>))ZCW\$R=#_1'O5V\$QU"1JHO=F0\JX!_O"4/2?>
M_^C%8L7R\& 50DJLM=BC|=L5. S&SUAL6>I!7#BT,8PNFNC=6\$B%?H6,S\$R
M\|^Q=)VW;"5f&R;>6&9O+*@*^60ONH1Y7>ZJ@U*Q*XM88T&;P(A=E Z9S@O
Q/I@C85EME\$>S* MS5"C@4|RTR+
|QB\OTDE.;)JS!6A'@++VJ)S.QZQQ@|>49WH/WB\1*6\$!:6Y\T?.T^17P@VCQF?/,%^J'C@G\|
MG3)&_IY75|;#|BIUD\0QDITR7;.)G*5ZJDT;MTD2D@PUGDL>UA3)6=B=Y|Y6
ML+,C(1"C#A05&SIOA\$)9ER.;:BM,1-_M@%=9R_'UBRLB"|\$8ZQCS/:5>|L M=4|!
KMF)'2J&&C3F(U:@GFXRU3UP\|D@'&&E1KRK;9,| "WT4W2MR_+Z"+9M
MZ\X9\X+1D'K!,O>YN\$2*)41SQ_QI&_!A)@J1Q*.TJX_Z4)"@6;W<3%6'QO\|N'Z
M%09L")_PGQOHHSB5&|_/6\X&M^H_@D,UMMO7I53+T;G\$*4^%F2;3CH?QKI
MWQ+NF!P@P.7)+9Q24I=AHNRL)JS,R\J+&|(91QX!?"+P0QVK
M/DH'X(P\XH6!83;8ITAWC4>%M)T;IRR\$PCW*!+?K(JW=C\|HTL;+LR/AT+;2: M\85-
\$8\KOR*08"LF3A41@XJ X&90%F\2B5>-/L,B@F(3QR9;SJR) X2DK-U
MV6U;=D;;CJEYU12=+%F+!|FEV5O+;A#-A^F M:F&Y=3|P#&&
<4&>A,TW5LP:O@_!;UBA-&HIZ!.U4KGFU!)8)Y)H)N:8V?5 M XPZ'E/BP_27G)B-
0UXKL);J'5RDR0390T/#|W=>'VF|"SK6U\??*U0\%C) M>V"-
NC8E1EX5AV+I3JN0C\I%.2(0C_|7) 7E6Q\X^0*D48\Y?&6SALK5&.. M\LTJ\|V>Y R?.1RL
^;15T?.0\$'4R8DC"N7=T)*E\04_1A;6;3LP%_0^;S*&I
M_CZ89.*!|0R9M>HHJ6!;|M*.KC*LLM-1GRA\$&KX90K_6H77I9+;62)! "K=M;D?
1%R+70?AR@V\;V@,Y^SL09\X@O0DT:*L:^0" MMBL10 T9' S=2-
N"/D'%JC%D\X%2AUU0AU""?Y^<_0S8;LH\|LA_6V\;YN
MROU\$4)*V3&CL+Q3FTITA11P*#DIAEIZ6@5+>^K':P%LOD2L,R@L_LW(-C(R>
MDEHO'V4,NHXWJIS&YQI5<8J?5XDO%|N1J.I28%LRLN MZ\?
()^.%QF#JCJSAK&3P:QYP5C+X%!*?9R4#&FO1*.K6N1@FX)XD?";4"B9<
M=@2U/FDUX\|?_:CF1H\$'|TJ>JK5"A#5!EYTZOL:.+3Z8.,^7A5VGW;?IY?C) MFP?
NM4_@CW.?P"?L\$ _AV\A-X\$GT"4\ML#@CF@. S.6+KMN^-MD&@>@'_H\|PQ M#J(^.VV/?
E2S=_@7LE3-3U:F;=.X M50:ZL1=:#2'+57ZZ(SZOOT8J\|E_/
MH4\53/ERR+"3IR2H\|E^77%Z(E<#0I+|"|OK;B*O"R.JUUYA4#T.R\INS*OO ML8J\|
E_/H4\53-5-4J>;B |CMX,-0 5O>. 8MG->4)W"0#JM(:\$<".17>+ M=4EC6@N4QUFXSYF\$Y?
\$,7CI&?F'TH2+J8E^G2 QMBZWVBI()1B\|6ZT\$Z5:H M;RU8P2L@@
F(TOG2.@X@NDDGQL=D6W+U;E@/_|3D#_5I?';ND>\$=0ZVWP.L"\ZH@+QQ3G!;8UO
MD0*4YGC\;C?_'B2BJH'+IKV9JY=EHS,W+8,(>!?)&)*=OL?O_AEX!?:;E9;)- M4-
|+*R/C>R'8F\$Q)Z--O!"NE;'.C)#C0514'-_0)\G>\$I0I0+H;+;?R20=.*
M@|O2.U8;J0N6\PL>7IY;).J\!Q%1G2RS4 |C;D\NA;'GU'9.J\3/Q&PMV\|R M+H\6D"-
YV#CI06,7>-8RG2\7%9HGD>0^1NRS%G&MOD AJFI4B+I&F;9Q3' M#
()Y#E>A_=5MM0\XVNF+ +IG> MUVVR?|4C%=M-Z!P_7!IPA>MYZ2R=N88%3
MQ;/.DXU\;KI379?@SV0ESJHG#/\(PD/<78%H@30B.<%P=O\$UJYI!;B6;+D)R
M6P&&L1FV\|IW?CM(S?UPP:SGD0_3-%(/^*11\$J8T=VRN".?KY02@\$EQBOJX:X?
M3ALQ+K9\VED+ M6-FQ>%=*DZ;YK04\G5\VV2_-V*K"2WF*S+?
M552W\9R_-VS,_^|UKTPT7U MY'\$M8WQ)+L\JOV\06PEA@GD;=|XNT^SX\Z\Z?;+2?;H?
D7@M7K2-^N'R-!|6 MZWN!3F?
6(KMR#.@|&&'&LFQ*V@25Q(R#X8!QNF\$RQB\&H3T*A4+B^A?>*DZT

M+KB9LPZ(\$!@TNLG4"8E2).P=QE QU0<:"%BAV?N>KC/H),,TB'Y,XC(V62 M/R5-
6K*4(D/J-?%GV"69SBR,4?T!P^D:M81 !4=Z> =9WT) K A.!PUK(X MOJY,YV0?
R.IRYT* 6.*48\$^T71>NKN3V./WJS2?09 MW8C/IHI#M4;
IO/!Z<4!>IWT49!>W/BDW))%5.(V^P-XXKAGTK'(?M6V3V8 MQM1^)I\$Z!2RN*^;
I.>4WFUD:O+QSI\$Q5!/?:(KSRV/W=*.C?>DY.I<=% DARH. MF#>O@60?EJK#%"UC4=-
WUKSE2A=\$*L%1B7YDY@T=/#E^:2VLYU8@WWBH3
MPBKX"4+/@8.27_Y2N8@DS\$["M-C:8^%\$IB^V+) _A_XW:(W#"^#:H+/'*\$>#
MJ*+ECL9*!RQ)'O6\$^K1C>HIX8ZHITL_(IW30Q:5^U7,ZKW\$Z)Z?S.C>IJ
MJO>?;B,>F27ZB4X1RON?':CNE*!C0-6;8Q2;1VH(GZT 66!(2ENNU+&51:K8 M5DI
Y(C0_LO.)>9I&J6 ,1Q\L#,ZY0#/0I/HZ8.8J"*O%J0HRL,P\$N/)/&WO M-:787N@Q\$*(H+2R?
7?X;E@0IUONJX1;H3DIXW!+=Z@VY(!)R(+C/Y,,\$5@#
M^)COVN&HR1B!FJ73(N>PS/*?"!),9VWQM@AW)>CQ!3.Y+5(#/6;K)++U;N MA7?
K.4QRX8GB'\$BU7S(=BB3HF#N8K07\K)/;D5!SGK@;35;-W-(26A1, /A M=,5##
I/Z#HJE(7N'RD\RWX)"H+S,;(@+.9LD'LM.&J)0?2=,'9CKT4U6LO< MNNO-15'?)#P"',P)?
I&GC-/>3CE;E"D@,"JK(I.W MK/-OQS%!)!<^[R]_8IQGMM6U_EOW #9U0S6BA,Z3.K'CLI!
<#HA>:AX+KJE(MT"4ENJ2&'K3?1:=^4X_(S_N\0Q>+X)0!HX;X&3R%UIEGX0*TO/'!J3-
=*WSA92,;_EIJ2 MT0Y.+ W-2+N405@BWF(-)RO>TMV^IZICOH5=9MG/IUA?R/9K!>
IJMPL?H#I M8+OX,]=OV)#_5'7%XC\I1>[49?]/BHY1JE_A]>GX:T&GQ7VVWA\$9H^:/
M(2JO7Y^ (HM7T\$K^GP+!IU :IWXG_XL5_1L016X<7/:1WH=3AR)49^5;+/
MY!X,UX@_YVJYC\$S01-.A8Y R/7?NP.JHY*CB(V%?GU<<:8D4^UB_&%5Q
M.LIL57TT^9+OIZ2X,;FOFWNOVG\$B!H;\$E= 0% [8.AZH&?QV98]R@9HC-
IQH\$UGE_\$>SBL^7.4(:YWK/UJ")E@G_FER&"@E;32 M[8]-/T#JL.+ :5XHB2"-
:/O>):7Y<,U_H66Q+5ZE>,V5N!?"DGH0!RW.)
M\$PVI8D8@@C4J!V:PX&;M7=@P5PSBH?OK7^()W\4-[CX]_WEU:'5"A0P!IU
M8UY1KU'(<4PW&U*MUMG 6,3N#H"%.>/F!C5#@DZT_IL=R/R3QQ
MV\$P@/6/7ZMH9*ISL!!?X_7\$F%(V.X!%17>-S\XLJC/MA:_0BEOKJI?\$ MRIJ4IZI4# 6B1?
!\$JH3S>72?YY'S^Z,;6:(MTKK)J3^IE)H(N4S*D#,!C_MF M(,2ZZ9W?
3WS<7F/A+*QY(X3HFG/EYA I6-#ZOCXBLX3*BC7MT/5A)V0F!)B MEB(-
TSZ&"^NS+^O;!IEN@H3,-)Z*+G>?1W%#.Q9U?V5@9N=3!8,;+9V&R?4^
M1ND'IG0#1<:2 (+LI*N!J>81>U6*XJJK=X!H_MJ92G>R1LR!5WM:R5+8]#\$\$ MV:^8
GT=23D*F/(5/!<>)/#ZP[X]NH+%N<,"TB('%+ G [ZTX?Q-3/SDMB2_*<:
MSCYK8"DGE3\$)&.9SN=(/S"><:PTN&?)W@ZK.XD\O-1'J_-&F#UJ0RP^H0-MJ!_
*L98#4#K)+(I*ZX^! (+\T2\5&/ICO MN-X#G5_Q48-K)VDIUUXG7DX6B>='O,TBQN81
2,5,&NW4X2<"W)#.!:6@JO MM&B>D'679T%=N-@@!QU^QI\$=^<^IHD>
LN<+.MEWYK:%/8L/=VW?QNZJE^+MS!1_2#9010P49:%!3DZG8467H7^#VQV?
F@YMFW0BFZ,3LT+IFX,N8\$O2BTBSI%%IXC%K\CK-L_%ER M-!56&^9?
XGH)O,M##95@*GQ?%V<@@)#L?&9"T_6425J0H&HB_A)\FG;HC>K/-;G;#H_!E)G\ZQY?
(L&4 P9ZWF.=,2L#MFZGO-5H)XP&R+ #MF7 MNCP>|=IW;2W@N/29U=NAH^_VY1G)-
B318@YN SWLDF9*:\$_.MFL>,8B%X70(BK4OZS^P=6\.%2Q-
V2'8>C9BG9'S5CC7QLWA6T MP_GMR+OL;UK\R!>KZK:JG4>*==8Q#%X03ST
@^V,+;Z_J(UXVPR/H73%'Y+3W7K=Z,E(Y@X4(IPF&6,NJ/!<1S
MSXJJP#8\$F7T!F.LY@,Q'D?AK+LT>F".RV%WLC^:A%V:*X=>2)/<,+ZIZ:U
M3HWT9G>5C!00E#4MV^'(7='Y^2*@FV;::&/O95T:89&P;9Z1;#/%1F!&Q=T?
X^*D+).MF@C+P&I@NX5&AU'IO5.^D2\$UX"JWIG,-KGV58:M>:L\$6C>
I%#;I8AR*VM31B+>(L,ZI\DZAI*2'B?)5H8&)U:\$K\MW;)%%RI80N M3G,)WL/03 8;55ZS?
((+EV\H)2P*F?HG508')'32':XW\$ _M SH&L?&6IXF!ZUYQ&48YS+,+I\$OC0WUV^.[5X7-
I@I2;&C8+M3MV\$-6]>/US M" QYR<%P/O+I+6P%'O."326-))X"<="_
^>E^(124'F,O+6!4D)AB0-=O))* M@2=)B-F9NU?8\$!/?Q8T+B4.\$!:\$+Z!,MJ4U7#.M%U
E*KX7:5KZ!>5'G:J7 8F#T=IL:+C#^RB,2F;Z230 MC_+D*JGC%1>T><-")+^:E,R3,;<\$_0-
NM>N9*Z^%<IYD3.Z24G\$^OB\BQ? ME&O6W 5+/H7,")GB6(1J4*FEG5G"BE(T32M-
RK%#>N,,^=\$?%.0KW,LF<) MPD?== V:??+S%NVKUCD79V-IZ\VS-5W2[BVKA2='KOY
M"1BRE0D;Z=0%+..(Q(6&C;MJ6?SI><NZHN9?&@15T12@FMKC[\$7=N] M&WGZ+1S*
I>YH!%NEQJ(ONW.IJ1@IMSND\TD^U^CN.@+1 Q,&V_IL^3-0CO MI%QGE;7L?;
VE//N@9<,[M/\^:#HC!K22R)/1 :?/!1Y9A7J2\$SY6J0L ME,[UE+XR/L:G5X29JW1&"I9V#
7D6N9^R*(I2B7_,+@IL/?TJ6A020QQT MP6JV/&X^!(!)YHOQJHVFEIN1#02"JPU-
*/U\$#\$+:LY% 'NLX.&V2@""ECI#Q<4%RF\,R62^E9&Z6Q,3G87VWGMU<
M@KHSIX5IK_T
MD+&A47_3L4=S^8_G)H6\2>2DK4.T^V^U599F0=!A>.&\SD&4P8O4;IEDFA+B

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MT4M15#@K+JQ-10+*'S#Z\U?<:P33MT/=4,AG\6K%GNT6W*YPJ\NJ&WKIT\$-"
MLQ4<%5!*R\$(L>JE%T_JV)*U^CSJU,O_4I5*2KB+2AC_DH(&B:8N&E70*#JNY
M34)\$@3G0M1ZJ#;Y>_&C%^PX.D(4WRF,|/'4'\$O&9@EL+-1LI1-PI(-S)H4(RI
MSR.15VA/UOI"#2+!SK)4E\|%^1B\O|&_:'0-7XI%3?1\$JBEWR0>#7'Y2Y T\$U' MAW\W
'QGFSFZ%IGP'":E#/D_J'0O1T1Z\|C<:F:\$7@I^SWM HI*_0W.IX MXG%1-4C)R%-
QPJHNU\JM88.5\$3H2!K\0.#PI.J/C0A"=T5)\$8?%7_H/Y(R^G% M?144K "R?3FO'\$>-
V:.*%JD\AD4Z? MF26EW\;EUP0SORT>Z5D8FSE_N9C'P?%#RN\RN'/.-!
!)|837HC@D9+#+)K3Z MKF0LJ\JMB A5*Y;,+D('XT #:RQ/=+R^5HR\,&/
:Q>>8 !X@N>R"@B#R&- MAB'+0MKY6EYX4@PST?
V*@_UF6QE@2M.8O62CM%PIL94 &2#6ZYXXC4S+NS
M?I%G@_\"V4:VS_>FV#96(E(TAMG7>BCPQ02/,Z);G:ASIO) VI12%J9TYKE8"[YN MT%H-
/'LCAL_<>M/-DBEU@ 28A1(>:GB:L&&.UZOAVE=DK_D3JNJ09RQ9\$P\|KU@C<&YYQ\|
MQ>'@7-&>163L\$*+'AN>,=K0 \$LW2)SWL3CV.:\X/(>/4TG,LI\$Y1-7U^ENK2
MA(PH>IFW*?5R=!1%?SDMP'(X9"/E)E\|S*?S:/F\|\$2Z,XEW9"!BK5#PU!*
MQ\IDE7TV\DJ^@FKHK^?JZ)S572NBHXY*1INV\|M<"/@-@*-G MB2A-
)V=!!VS:A,B*X//DG'=I%\$)\C%SFPRO_-JM./H#||H/SL:E?NV409VZOF//X^%:,V31?1+V>;
MNMCO840E'GA/CEZX@.5\7\$,W??+G HQ: 7+HMOGB)_ (ZZI Z9L=20X?8;?.1 MSYI%
"M&/@*:*M0V5YPM,D,M>ZF3,%&!T@7OK"^3=N<<*4(D>'TRP\()=?U
MT%*4EK4F1CLOV8GFH_I?RJ^+1^9+(<|<6D=4%^Z=Z>3I*?5MWIY:Z\$|2.4M
M(IFV0\7BM8V\T/2M\!??8)\H3^\$568#T\VHU' J%5;\1C@G^VU_\$K#Q/6=ID M+C)T<'I?
LAMJY"L>\$ M7G/1,D"['=Q7<):.G01Z\$46V\$O@)BL%N-)4>)46EFMXZPL 70T^;V03/LRTX:
MHL*A0-LBZ9P\!+@7UPN0&+ #E=9MNR9_MVO M';-K*801'CP Q^W\|
(AZJ\F:CEE4\N:,FL\3\&+2BM8\J\!&:OACE:T#N 5T
M61DR^J,,1/6\^M:T)55UK9S@E2M8/H%8N_<46"6BTHA?&OE"RT8A/YPVHV5&
M&GFE%6V1M*):'+\$JVI\; >Q>NBL?@/R%C?>14>:^S8O\|MD'.@V0>|*,+AI MU-<(K\|J&
[73 :1'Y\>'2?'-# \$P_1HCV_JYN?3ME:-YTY@.1=.: %;# D>E *)UNZ5%EU*?XVJ?@TH_4
WG4H\ M&7Y\$ "A_*M9IX"JA26;H6DUJH\7OV5>^4DC7WD5#^XWJZB'%%T^Z5=L=6J2Y
M-N2CWC&G2FYI4=:O1+>X.%6*_E/S:(UC+W&O\IC+PO(-AMR:;'!HOX@K;+H6
M2Q8S:4YPT#2U=(ET:"N:./^O\W\$%):B^Z\3?-CQ=|7RHEID\|UTJ@N 4G^WD
MO=G)%T)6QXU*Y*QJ\|PT=Y7B&&D\|'%A8RZQDV96,?1SC&H9F4\|RV4C1P5U\|M
MN*JE\|V6B<8*|J*Z7\^1.66PVL_>DQ1>8+8OR15?&Y&(JKY\CXS;|,CF#0**
MW"QT;Z&:&W\|E\$|A3IM-Q M?6=)2ZO?
*XR_)H>=7C*F2@)Y\1W=57V9R6:2379KN*K80HQ?*+7M.,I#I(MR
M%XZ8"NG'&.V'G\XV^WYL\|FON%LU>1D)\KNB_|&#/5PKVG(WE_-?TQ_H\$2N6" MI
(,0*%5%HC5M\1H(C_:3D'YSU.FYTS3E_L 0O \|(3TPG\4\00S:4\$E:WS?L MSSDOG\|
<%Z(KR74L<\$"@2=0(5'GJL/7K\&1U-.%ZS#_P,8 ;DEO,Q@5:R4NW<
M&Y1KQ.7;KVCPL^ VP3;&_R(0EFNAOYR.U&BV#J:M@-|&)TFZ(^ 9O3,!H9. MAP@:225?
H+/*,1/=\$WWYA\8Y0UCHI"A\RD 3I\X\|_K76|: #E,*=BBM\|TU
M7\^'"_TX,/+L18GOMM'W\;8?WP:6_QZ(TBKN?6@+=8A^W\|#O7BJQ6V=*,*
M8IPGS2OS5OASF@.#\$+>>84G0#QL;CW=E6Z"C:D*B'/5ZT+(9"3_*ED\|-+96
M3=6+)&G*^\$Y90V-(=OA^X M5R J6EDPP\3UWLR#R21YE"S0)K6@J/+LAM-S!-(9-
C=>QZGQZ6)C(^&?&^& (M9NZ4B/R1.BF_&D#WFQE |PD!='^8 71/
D#W^5B'QS/XMPQF85\W04V9,\$'" MP67.M8IOA"S=F2H\$HS*8CD+8U@&8X-KWNET-
N%1W(B>QY+/L%)Y! !9TFCA M.4Q:+"!HOF\|(*JXU",=!,2>DYX%XZ_8\$EW4_@2,,.03E&
|D\$>[7D4D3L8 MA*/I?*OM-J.+D)^K'Z%'G\AG^J5'D!)*&TSC5!6Y-
ZWRJ2_;BQ#ZH\315ET
MW(C,/DBC^K(A*^K<:O#4%7VI_<"1GM2W@U\!%):!O7YUK%N\$1)\LR-YH+G\|
MF/(1&CJHY:4:.'41D'.CTR/<3KGV0A^OOZ\$2V3U&NR%2\AS-IBIL#D;+S?%
M=%A6FYR1\3H\0C\BD(+(>.#LTO.2GNG?==C_U.? # \$GOP5\$DXHWX39@I9A@
MR6R^8G3ICE8#\6JQ0L9\B G';+1!W2ZQCKU%;#6? MJ\7 |_-99&+-13*&-5K?-
EB7VAHXB4 W\U"R&-'5%-A(MQ::L^_*.-|+G'51<&9EB6CU)>RA3.39&:M7>-
>CEW\AJ04#C++TA;3.=7&3 MQ\|V8JY\|D(|'"|H+|+X2NDR)K4F-
/%@2J>IOA,I)PD:2A18D:D%RPV(9JY+/ MVF=|0B@B-1>M.%PRK6#B'(8C(A\|V0UT#/*)
UHS\| ^I6:YQ\!+H\91XXB2LWG M7#CW\|9#C\::J>XZ<
(NK6&Q9KD+5S\$RY#4>,,DQ@D+EY+O!&1/_@32/)2E0
MJ<0D\|@_A2+J\JC@8>""09#IRSJM6^ M3%(VV(A6(X\$74M>2N1;!S^1T!1:'GSM-
J84,%6=&0=C\2T 5"TI;K8,SRY1\6 MJ;'=EKR#\<3%VF1RCE?URO_CD>Z4J6T>(U?

<8XCTE_1@-P'N^TX1 Q&IJ-,X1JD'Y1YFI-RB>SCF3+@1@2#W,/M/,Q1_-L-
^KQ0_L6C>CS6\4YLDN('Q,1 7"01)461)Y HC?YF5G%3=?TQ2/,*
M^=>MR(3TWN"!@2PI<9K%PU"\$L\74\J^FP5\ABGZWBO%!FJ_A\JC(H\$F# M!M,
(C/X9,D9&@=X2LZ3S^GWITHYH-W8-1)4_5T\$T%QU432.1 T>@;5
MZ&,#E=@80+4>Q+*5'LB6?&D"DFG2 *& Q,,9Y?KGY?SH1S7;00?W2IZJW7N.
MD<5;2)216^T*,D,-\$C\$[W'#.) 3AKVM6F)8"COURUJ;&U.Y_R8R5#*#,\$_2D MT8U7?
*WD):L0JKE,-<1YCK"-9L,\FR5,U;IKP\$MB6!'Q% M)(V:!\X!1Y=512,>0KPNNO^@&T\;H-R
YV98-Q#+V!+B(-74VWYRY<-!6K;%JX,12|Q-?SX6CH M\$P&?4U\$'B;%\3=L,U*\$B\$^W|
<>#VSR\Y[=;VW\K=S;^TG[*W\X]Q;^R1Z:V=Q MB@|.D3!9_5)F\$??
5W@>D%\$<'@!)A1U4FZV(*N+A2&!=@^R?^: >-%%NE25))
MD#8#\RI(*OY+8BG)\$QF+D5#L=?.?3=V"7LD-
GOJY\'/S/UB2:%1<82BY1\43\$50).. "7MA\$K8KPW VO%#3\0\X?4) M3.;
<1/RR23JI^RRX<\$&S5\900+MO%O3.(Z_.03DCW:"UPUF\$7W%O;|EU?-
_=\$|<28)X;)/0SR)6; H:%RN\JZXD8U M\F9'1\|C8A-"17@A#3M&5: ^-HOKR^"\$|47#G<|L32"
('#D;+YH\$ZSE/!(@>1*S^&Z=UYW)&J\WDCR,-,0+E5!0 ME=P\$1&"(\$*G-
+>K4/^N"T28M,-7@<.NCL,O*O.,6+#8,0HQ,ZG4LAH3?*9
M'+@K;'9^P22C1)88|+%@46A9LB!M@>|OLK=,>2IDQN?CYE!\$*%@C0UQ8V;7I MGCA&
(@E-5.DB'BM^,8F8@%.*\4KL^H)%_P_2Z;\$C>?3B7KG>3+<1(@;-2L; MG4&ZD,<4SDX+
(6,\HVHL[\$:),:&KJ.OCDD'L>*A1DTY%S?E*2D+XPC7&OV6RQ\|BBUWK<7;+R*j)
|H=|L_A3P85PU9FE:^H?|H6-S.C.+TU'<.KD_GI&!\Z^OS8P
M./|9'/AE/!\^8G+&N"ESU1=\$4Z\+Q<08;=Y|HJ|=WRXV10=|)S>(
(6>"XT'X^&G2+G)MU/ZQ:OBM M26NUM*S'+FVV#&C#"!OL;
E=C\$AM"SWD\|P6CBB%1SQ4*O93,U! M#,40D5QE5%&/'O=5^K|"U.5R ^?
(YJ;H=G(A\YI7Q).C+2M5N\!C5|.3|O3L
M:2./N='YPQ*/AQO^X1ANR9Q^9G\6(=>X4_RWLPSPWN#RC.M\>ZD,\IO!J|=
|+INO0_S*8A5L\$A= MUI1#&(VH#_,I4"(90PBY<
QESA\$S(HE(WA4YN\|CUCA\#M9R\9#!YOC07V?FR
MDP01"K:B@91L&_ =DFM0NK':9^9*!(M)>4?HRQ4\CRFZY.O!Z7+6\&/&H;O8*
MG\I(N37&5+U\39N98-VT;|S6WUG&XXR_|&&* M6S@AY37!10XH:/Y'|2Z&U-
|Y|HFU;C/PJ^"4I--R%02!|.6N^+!QZAL>|QP# M7A:
|V^HQ2R:"P;9E1!+/*HI\$FTF3RC?::RG%,1\|'\$CQ/CV938;;R'6#T/ M6=
P1)^|ZR:BK@_=IH9XWDCH4;(Z.4AI%HYK#)I*F1#(A?#S@Q(-EZFM\3(/
MPW&,,;\J1Q!5_VI.->XOZ'I CG(A2@^W8E)Y
MJR;&4WM=P\|49K.EDUIF(151G>G*!GE19)2" %!7063_8#!UES'M7_F>9HJ9
M(O\;VWNF4!O3R...?1I?N5Q|^X&\$< #^T^_C@F7=0;\9DH6)U.^|%Y>\K6O6-M);(
3F603L,F>T=A*7I1HOJ M:%\6D;*^KY8(S>3,'+1>J9=Q(F19FD#OR707"CKQHHSCI8X
J^),UY%!\7YO MA1*6"J%D=&V\$Q.XHT?%0?'MIJR%S2=N/VO82TR-'BS>^0"|>XN-
X8Y'4/GG_MQ5ML2ZI8CAPR
1TI#FH>GF7L(-4WTIR3(3A;WF!3.E7BX/EQG&G.I@ANTPG M82%F5Q6>*7BP)//-
X@V\DNK7C(M7KJQJK_"HT|;-|X5\$_31W"!03_++5WB\$
M;==#?"%#"5ER=O%YZ+M;3EB":|G4:TXSBR/XFUU=O ML+,*S('L-
MWRSYV0:@HML/W6M=X'SZ707!37Y4R\NUWLRS((9?4L0*;;JL.1 MD^)>NB&'?
EU@^<>Q03JJ;9K#E':Y2V7?)#Z;SN)%N!/0VHU'6@S\61\SP:I M;E< \$:++7@|J#\$X,RL-(
MKWDH;N>JW&HS41L.N6 =K=CM
6|&DZ/,!.YDB!V.SH>>3GEHP7B"1+X/I'.8B=ZPGQ<\$MQ3\3]? MHLS>H\$=@+"B;B?
K7'JN0G\$E!%Z9|E;:>V5:AS[%>2VJRE"Y#0U>'J+IP7J; M)!9EUS#I-
>.E(G.P5&VF_N5L0_AA<5,2E"S#+GC|".BOT=ZA#WJ\U=5?J\5
MQ\N1PIPNVG&%ZSP&B_G\2|*HL3YADCB6R\EB>4)R.9+L"=75"-4.PP(4&DB<
M"/\$;V+4+ Z (7.#5/C(--PD92"EDR)%V3/-N\3'KD^I3Q\3:7%^X3T3ST&63 MI5|.KG"*K
24\FKB,-Z5G<.*2.?S+Z;MH0#FIP;&=14+.W\VV\|R*N M3/L8-"68%A!%ID\3NJ%;R>?
LI:D;V1K.V\#QVJBZA,ABT?=:E|@.J9.H_WOE M9:"DPEAN3GY?
VK;9Q+9|E"O^46_7M\Q&L@|N+WVCDB*%9U-8EG/92?3D*ET6
M6FGP.\$CY3EW@D0#Q71"7S6+>U:WYOCp>1>LW0J@T56S:+F=WMH%T?G*PMIE
MK2:A2?9&5F+FBS*<\$@|;?51 HCB/DR02#A32GU: 3R('<=TK+_^5@!6_A;-MM-1@
#\$\$\$BPU@_27RQI+SA8GL\$.*_N7E&Z@|WZ2*5M7_6\$X0FJ%",:2^1
M7P\|H(%_VR^(-4\$QV;+NBJU2/CJ:L:(1HDVX-N6YKU_56S^H'E\|6R Q,+XD8;
MR/FVO(A\$Q0^&14LS92\K<>EA333MXDEW*1OP*+ZEVA>GK;-H8\|D5GAY+D\
MC@")|-9<0<,R+)RVYR"C/KF(RPH;IOHHC0%:P? O>5,U18-.985 :ETC5@JB M^4VM);,V-

6&EM0'^@9U8\8*)9 0L6-'1;@5OGH@TM):5HR/3/P M@6A;6< ?L<*5:2\89'"[.??
MY^O&NTA=&-,B\0-/7\$DG_X^UV9N)?XTSLU MC/9;- \YSL_AZ7E=&T4J',Z\$LA9/K8-
2\VUIP(IT34%Q%N1OPL+!B X:&0P73-EW+?F.OQ6Y*
f3\+IRD6FU2XK_%'@OIQK="9TX!%W)2L\B
M;0+_*&'V&:G\BK,TL0&G0F0HP#K\$0;)R\$(6+HOEREZ(K9R#;UZ!M&7TI>3
M)V\$4NO#H^;+8HFEV8R05%9\X@:5(UAJ+GUJ*!&YY MGA+P\$*9
F2T!T6\K"R\PI\T5O<9S93-^-6#09=U7G1W_1AP43MS)7*5V.93+
M9&E4\#YH/QWSX(+PY/CTG7=SM;E/19OM>0S0\$-;*,+=\$='5V\8M"@YT>>G
M("R*/5=+!+ ".K^R99Y,&AF%AMM &85*5/E7SQSB7H:|3"(|>)<,'8H2'I^S@;
MURTI.1J.\$:3KQ?I5W-JQ3K'S5WI78O-5KMLX3#T7F=HL4 6.T^*E/8GJ8W,1 M.7'N^-6-
IL/Y1=R\Q*42\Y\$BCS)L5"4G2%!(GY&+=AT\!2L9//)\$P1-?S^") M)P&>F'EH?
E6\E2:\$K"8G^+YF4ZT%UXQJHXI^=%R4)O^P*XW))739J:T_SW2' M8Y-!Y>5,L'*O2)?
8GVR(;U?I=S7AS94B\Z\I(9", (R'%::X*A3%>0UE80Q\$R M\I>
HLZU>:KK"S^A:\$0C.16P^E6(E&M8X7X99PH6_->"I MD1^44CXK'O+9)*E>5;.)?
5_V*8G5S_<=;R/5<"%3\$6@IWT@J019<>64F^;5VN
MMXC9N((OS1CE_E"WI)\$T#B_XP+2(>F
M#UOHKQE2LC7/A='U\>5M\$J&X&_44OJ+OF(7RYX\/#Q2U3M;Q&
f\HFU&;5A*1Q*>UYX(>Q%I5*=QJG|R\T\G REHKK_ \L#Y5<2QAG&=V;
MIX&L03,XK@ATQ:V/0Q=:#RR\$4&\.&&^'^/\$+?!*R^HZY\IBYU*4U*S)B1<=
MOK3("K4C+Q09&+^8'Q"(O^U<"BR0G%K56V("10Q^JPEB?M.DRW+Z)S0X)TC
M%]_TD#RPA+YOLK/XVW!)YP"B)%Q#!ST46))^=WG\8HVR::X5)\$\0)*2GTM!Q
M:.P_.GF)UJ 0,WT^190040T&'CNM'*=H;XX(:HE4;V/V1TL2/FC8N+!J1\N
MI40P\!+A,AJU*02X6*:(Z40-H,M&3\^2>*KYL7T*Q\B8A/SG0\$4POG^*(_&
M1WVNAQ;C2\JF7J&G2I<>(IH&"896NM*YMMK+@!\4*<=T8>#-=8KKNPG4U+Y.E
ME\=AV5CMR_!M:6\$3P\RJ^- Z\FWOG008MMEH274_ ^%F\;QF MG.)VQR? &29 \L(A:/E\ E
MS&N_;;\7VSFQ?, FGT'IE/M! O?B%;KKNW>Q'- \$<;+626S/#4^|\@)N,*I9WV X+ E0L6 M:
f\K>P%Q3+H!S<9\HG.(8,D%&J>>SZIMB7D?K28HM(P<18." :E'P'\+"99
M#A6M#+Z\4M:PXE "T\$!;R23M("V9C+YBICS7RDWF=5VRV8MDO6BSEE3C\ S
MD\!CDBU75K8:|0+=PT\1D4\CW0\JXM9+/M AW#F\PP%.(P;Y'X'X'I.->2X
MQ'QYJ;>!\2NBI\IC>PCA%_ \>7\UCMPESUZ#WZ&RE4\ 4S_S NL"N+[T3BFF%
M#>S"9IB&Y\|\$Z)I.;75^- ^\VS\0AX_)#CN&X4Y0"QM#J\;CHUS*CWH?D@5_M7?
70^NPULPG(=S=FL5#^H-,"-%LSY<>N6H9^V74W;"EB>5UMVXY!;R
'K1H\$W_I8D@L.'W*KHK)F M-
VX>IS82&KE\3\F\$T%*H5F7QTA%'++0).WIPLLWTK/6Y!K<(?!&Z61/"9S M.;VAU\9O-
!8*A8102\G<2'V3\ P+,Z9&YHE+J@fJ.R\Z#VL(S;Y(*LJ@/. M", '#&W.NX<,E:=!H6\K0.V-
J9FY\!N9B@?\$::0F2_@JSV:W'V%AA\#EGE)5 M8;ZW'#V6FIK?E?
O/R*>XCNKYPXSJ^82HGF\JF5, ^30/5\ M;A\0R>G%94@H#H M,#IFUW@E-78^-
^Q,1H+/T+GC SD).M).G6*^,2Z?6CL\3\^_URXV?@|3\$HY M>D'Z@@,IQ)-I7'2&\,WQ=.!
(=D!IWR)W*A>D>>(5 H\K\$;06'T M;+DCGQ\AL4EPY4;-
YKA#Y2@9'3L1K=0'HY3JNNB6?L?GBN2@0ST@U&(/ MSY&;\|93>1+D7KJ&="=
U.DH26Y!ELYA \8;:".AP (O./>4>JB%_Y@<\ M52!CP9*AW=>N0>*ABR?M"DE7)H*L?
'\$Q;RMRGOS"=%CHEYA: ^N"5Q(V4\C\ M;1F&IKVIW)H@66%18,+W^5;GL2QF
L.M.0!T>I&KSM>4^YAUJ2U; ^PC2NJN
MXXBH>HFL/R,\O\$,GLO#ICR)76!RXC2GB;A%&QUM\76NF53G^PI-:1\9DZ(I
MU7FDC9T9V8(XZE;\$8S0-/XK2VA\I#P(3,6.*&*!PJ,(>^ ^\+ M;)*LZTY-
MKL"LS+UBM,)P^/=Z47\>2\$TQA-JQ\$LNyXBZJ<'CG6.!\(3!\47KW_XZC+! E?
V*+J,K\9('W9TR*VJHI'2 !M"KFHB5.FM\$>JVE.\3
M+0?/C(F5O!N2\ ECP>;S/D0E,\Z8>1_,BP;:=\$IW9?3D-\XR)4&E,V LJ"<33
M\$2XC2G:5T76734<.BK!KJ)#.R> R;@7JE=Q\$HA8>)#YZI PW"J+E98C:AE^*
M2*O(EB2;OE\ M.\$>-NSMEU3XOP.&1VK%';80\G"JX9*T)"IU>MG=TJX5Q3*P
M6\$SU7>_*HC\N5L!5L@Z-2E5%IT=N")?(K+?\$XS\HVJHS/RWZ8)FUPG19A; M;:),&=
_IA70#EUY&&3=S^GN^XT:K9*8IOU&">fN6:"QUPH#04F;'C!Q8>
M.\f7_"5NF(0&&"Q'#2Q:L;2((B.U\N_<%&).LO_>*3S/K5H8M+*)ZG&2:Q?
M_8#+805N"T(^3G&UW7_PICZ.DUL7DV#_ QNDGE^GZ^!M/Y,3^37-9,0WV\9?3
MX7YU\UOJ^:?"^Z.ZX"M\I*V*_8+
MKGT\>U>MWO\$2Y6UNYXVQ\33E3.\VE\$P8GV5774PM>JK&\5!Y?3DMU&'@OY
MJD.CC.Y,KT!?'58AEU=A_Y;JM,M!96U9Z2V@BEAT_@CBO_VZ,(1A3K7/1GM
MJ\TIL7.+ #0Y#1X%P;X/A@'+K*J7)M<M\$?C MVB\N7HR2D8>JYP9*^)FHV/?f-

+ #TKDYAI%7B_AVHQBCF99:4@F&7&8>'B39 M83?JX8S\$L+(R\$13/IL4!O;#@81TR:
<93DI^0K=IK;JCJIX:=3@YMKJD N+ M_\$6_.,(1VU\$7Y[PU'_VH9AO^X%I);,.=#?
!+O,K%2Z,<6[SB3GZG+O9\A<*M??1=5Q\9>7KYX_Q)_#K^/34A08I<66^0?
5FW3IJN5",5K-0P#T=_2Y=[^M\.(07_*UQT?(HGP/WC-T2_>K7;E7*B-),9S[Q'R^2!H/25]
IDXF4ZM;:MAA
M'\$RMUD\$J0,':3;^O^C\('IAQQ2SV: ^G=1Q@O=T;R&.F&&5>\$E9QXVAM9,3
MT,Z3Z>HJU+PT+6TMY"+&(4/^M0.<#<6C\5\HCRX5_+43Q0[3'X^E,WBE7C@ M?
9+*E60&6H_QB?TY5=6W;-?+-ZRY277MVQ6)^Z70(X#%3[P'''H-?IS4*TDI
MAU>5(0>CP:G%3"%K&,\$7?#K@:&&_KY\$)*#H)3V!;!7^V0_K0 MI*IZ3,,3V!7/#V\+<
0>#O%M;:2WX&D#EAHZY&[+.BT@.KRZ\CVGEOT8*^5
MCO1MM3''''*Y;|Y'\$N@;_O57(:AQM5LW''MYJB<24BX8'2J*X(:H0H\E4T,IN*)8DLD*!Q=._:
MWJLWH,U9 QA& CKG,N'J8F8RNJ]?@-/ (T7MF@%|992T 0.
<5VE&/7'776JWOIQOIGJXQ.V?WP[MW\ MB?:/F=3UP[2>PNT11<:EJ
#91"-6,/YT234%|9M\$676;:8A"+7+^1H1'J^JVM @'.JIN8:JIV7\O.J7C023%P=JE&
&8@ST\$[4HT_+#Y''LAW2JW*D+\$C \$Q M8(H#%/C'IY^+9M=
I&B4GU02,+PAA\HI45A)7KC\$*3!3\78XOQ3L&#*|H&\$+(Z
M9VT*=I.=T=J)W@54M_BE\#|2\F#+|ZK*T0RVO3>=|\$_*LW4K9-R*=+TT6#PP
MF:ZG)@@\$I=;ZGPJ\3>@5V:A8A<9#E?B@{(P,*!67942,YQ-81";>/9/_A=[6D7IS"U
MW\O_W'S\$/K_WI?DPU^+#+'-7L>3RX5_)4K12*JDUO:&2R-<+O)J6BS=
+>RAT2,6=T4'%MX)'%@W^:0|L:U6RB'MPK-M>:HF:ASR=8-1KCNR2;4G!@_HZ'E5/?
HIS>;GP;V2IV\^3"N*QI>7U3^&;J:.
M^@Q&-5N8! =*GJJ%J9J_#8T4WF;>AL\F5+.:!>7"OY*D:N!O:>|^Y5X5W@ MSL#/F*?
@|0Q>!'Z@-03RHKLRR))*)^2JW9>I'.JFN&V%B4-E9U/A"JL&MN'V><=M9N10)"D-S64?
IK\$%QCX_-NRLSSP<&
MKBS)U#KPG5,U5?"H\L&GF2'1+5)C\W.L.)BZ\6|_/8>VG<@U,%=23#JC1C:C&XECV M#
(L.*?J1"8>1")PC:1Y6TO_M0Q7IE@|/:|0\$W\70D5.V WV+?U&4O-IF6YU MS<-+JSSOY-
70=73O^I2IE'%9=/OZ^R.S%\$#8,KJ">U:*C;X!?!4EZ#J?FSFV\>Q8HN2*+J=>QMP?
EIRA\9HLO
M%UU+UH\$<|3>RSYT77Q\$HICV#Z/U.3\6B*@WWPU\$P%|0B*@W\Q\$0\$^'''.CSL0Z/M9_
#UWF6"+B2<'J@>R11\$TVUM;%62F"R&S<13E23JKW1Y5#%#*?|4"B/F0''''3':E0!REQ
M\ 'R:-1U+GFOXMI-61H/G1EM&/(OIT/!Z93,J&\$ (I(^PX*Q7O31>?\$5@OT5 M/XX!GV-
:@BP%5(1,|\$_B_#"'PW9YZ\$7F@);0YEDRK'\BX5O5<)"%B^(27YH5-M%MQ8+3L&A-
OL6^&:8)|"4JPK/B+_%'36JLU,933W SZ<*L'<#_B5R@|(58&X M0"MHG\|BI8HD_VPOPV
R,>_ZCFNN6#>R6S"4*<4?2MAE?(S3(K(I8K5BHY3Q_(N5(XESQ-3 MMW1K(2P-E"Q22?
MNAFI\#J.:S>"#>R5/W@O&M.;0L*P,IC Z,,_C2(E2+&E/"HLVOL:WV^/CT+2P!1
M>*XIX?HUDSKGY"Q3ER.AO"L:TU)G#<<^GH"(SY&YJ_JM76S^(FNQ!?!/SJK#
MPCW7+5V2TP@5N)XEL|D|BB0WH)6>@(@) ML)B#,"6M?)\$D8?
>1D#J7XBM/RIH3XM42+/'<-Z73O=I'Q:T\$|4 WV;BT22X2
MQ)SFUIQUFFC&&,090O&)#?DN@YE1^- "SO9UDB;4=[0L>#(87&-C0OI:TX? MK^Z9)
(Q'&9NB)A\G\0_I ZSPFQ(.H#<|S4V2_IUG@J4N>6RR%!6\A^%VYJ;F0
MOAS66X@:9)RN/W:T&"5\3&^X\#9EH*>.N1U6P+FA71"RN'P;&;B.S8BQ:77M M P->3
.#QV&)1)E:L'4J-YU-|S0+3XTDJ37U#1FX\$Q;@9N 5@<+*^|(H:L O MCKE4W>CZM#
*'|&6W\$70\$QN|+YS5OL/>A=MH&|AEFO&CO"H=NPXK1X@??V
M/\$7?;HXE(R#HJL.A=3,9JM6AI=4HJ):|E|+&GYG/>L9|YBH ^9HHHP
MZP\4!O1A<,:9;OXR+,3(U^D@+&CN>2|S=\$82WUI2HT+44B8\$^WW;/A?
RFQ)QQ\$M(UE3J-*QM*1L MW;@T52;Q?/A&'>S>.Z M69DLI@IB,{YK3))A!''''6
MJZS(:A=>('Y4OJ>A\Z;LAR5'W0R48S16^F033G#.@/Y>E1-8"<.!^!1ZV)2;
MZACGH55DUEW1+|JF@)8TEDW;OC/+0C?^3W(R..WPS5=?_2Z?@,SZZ|EEZ"#2
MLDL&I0M|WG.)U7^-O&KV!?!>D|???/7=|Q?A: ^OO_LR9QGPN|(L,VD-U(1
MAUJITB5=0 XCH3H,&.JV: ^^.NW3Q9WT@9Z+!E\T.A64.6-:
MI*NTCDB1XT"B'5'B52JHS.*5Z>;5.G.;D7\86;J;8C5:AY-N\$#I!UV2;NI;-MRLEKK=6-PK?
X,LN3R*!C\|J1@XUF/J!M(XVV\8!:7W#|H&*T/DZOFFE76MK M&"/?M.P;TM?
GDME<,GLXF9FY9(:QAGA&|3\DC(D1\$(((\$A&-Q'EZM0R'C\O7P=.#,UTW(GLI1K#
)RJI_JTRBS'#+/?3#6(FL4S#/ MYT">QV#_/6,0?Z\$&.3?SACD&8A(\$8X.Q4/Z;R>G8I/7?
W!V+|HS5=_6GS/ MD>LK;3M|H7Y#Q R^\$M40C0S?
6%Z70KYI9\%Z|:82L>:VA/27,*"P"-9\$T41 MKAA>CMR#A(6|MD"6B@W7+;F90?-)
M*:+Y^UA'V1:",6\$MJDM**3;Z:T+Z,:5/-SW;3,<%WHZU+3<3.0Z+,8U6P8
M\PKF0WC1QC& R,?N"#1#%P;:2DD+JXOUIA/TJ;1UE:OY_J>/N^L0:K* O(M>0 7\$ M?

C8ST'G(@.6+|TNN!!H\$|^X):U0Y9OGFTU1*88@_ =KW9+X;KD*J1KI&"O? M'TQ:/
PSS>3+8TBED5XI |"XSK+G0X1A!EK+0PL?GEL?22!?!XLLBG!T:>NS
MY&*Z0%1T..@^U%LJ=8^!5(HU>Y!2ENQ:X&)N%Cl.: (RVTHHQ7*9\EJY.ZFU%IUUKN9&
M(6+|HMFVTC461^ .KQ|0B+=D-(XW)2^L1*O|*K3;!G1AW/U#@*2L7T:0S!6
M7"6&JD*YCEP=(KAPWHOG6!2>H8MX%/|C94Q*9K I+3<">L(.C.WOJ;J|U#(#
M!L7N>CZX&5-R;^1;(PX ??D&E,M'F"A:*XQ|XG4>N%|FCD0#Y|B2AW_T/8|
M#M-.SE6%T|F/K40^LVO=X^#93F43KY,"/-K:=*G0<\$N!((?&M|SZ(\$ 5C^L- M>(?
XKJUEEQ?,GP"V7+OHA2#JN1 L??/5UU|+|16Y)#49QXP^I.JL.P5A &)"
M1H11J<=XZ<6>3"l3%:-WF%\$N17|<_/O7-J|LCEU5U_P5:YP!AH;O|W|9P>V
MJ6^ ^ ^N9K_N)V*ZTPPY&FBLPJ/2O#+|W!3!MXH=C2B+=2 MP0PKG88?0N> 2Q5?
#JCO**8/' M|-/Z? \$^OEQJA<_,5C9KG.S>* &^JU@/|+^N\$+Q7F3+F GN+|L>^VR&
M,,DN78Y')|! \$R>.GFJG/?H(R3:<6)%>%O6E75Y M6|C|\$=UPZU30=???+__BJ-
(03&R4")>7K+70@PN#P6O"l0!X|\$HH4MIH9IDP
M3<\$WK>J29"/\$,>M4UN" ^M.GLD^5X_<\$69P^&=4FV|AAL-'A:%?I.7@P!E2' MCW
!JTXO(%?H=:#J8UX0Y6V1I2G^B;&7G;L|HK(KSAMSHPY*^@*YK3-CL6| M.18O-
QF_F%0CU3NDC&M4GWU,W&BNM0'W^P4CT|H%.K-IM"@|97P@#*|CCK% M= \$(QL4T
#AJC?;CK&2|:K27:7NS|JR,=_9N)H0<>\$H|VZ7M5#P*2V7.YK|&_ M;-
#8PZ_N&/MQ/KCV)H'W9VOO5ZRZ#%Q1J2QP;F-)8(TQG+N%,R!+JEW166"6
M4#X21+ ^%DG7;PU?P|I:M6,: 'Q<&063RIY!\$E^)>'E(3*%3/Q+?
P7,RP2CMD|H3\$YLI9+JNDCM^W(=S
M8>71CVJNP#VX5_)4|=2=5+M"8!K+;>1|<(<)X9(ZDD02?WA6)|XY.;4|7XD *
M|U)|J*.:=#>R5/U6;:%#C=%, \$F3? \$B9+34! *DG32A+DF!UL")SOS-NE67
M!N_,HI4FV9&ME#\$(A.3*: H4"0I-W,J_C1CVHV=P_NE3Q5Z:\$Y3!-)9
M^<*H9D12VM"4-N" |W8FM/5Y--G-;;Y;?1Y|/4/I(VL/0:%P'6DW:@+IATA M?
P4H*92M8Y&S,\$#W\$NVCR_!XKDI@NM Y@5E(ZE25@V7O_FZ|IGTZ\$ MAU-
/C|W#N4XC|,U,(_):01^ -L(S#0"#V*\$ES&M4Z.(<|J7\$B7\$8^L_G3.M|*?*,X>F*S7@%DV!
E?=5WW5 M,,4!CJ1L6?(OUE7?E|JR:&PK!| #|S9U5|SAXY@=(UR8MKP-KVEL;I>S96ZCZ
MG3'<|UD|1^63?"W_%ZH/M|_6WQ|O??K'Y,HL4 MD&_*U:
E|!->*WQ86YV_N.WOTF\$!+P, @/|RU /XZ/'1%&2%X?<6W!"V;=#| M!8WT2ZK6N:FO-
|QQ7"_*|S3ZP#82/X|W;_%E^J>Q\$,T!%SJV0<=D6W9J|H-=5 M1W|H65;"O:1(TE#Z-
NF*>O<=9LG I,|="UST|J*0(*\$F_=MZ B>F@?EZV;: MB4,A_6/I5R-F0;-)>YWAH,I5-
2H|B0%PZ|B6S;@\$SE%#4K^"C>7 S6)>6*6 M(;Z|MMQSN55=+X-|4%6.C2+,W=S+-F?
J'TX|.F?J,=:#*L4 X=PJ2AI*+ # (M8")@|Z#D12 E"l:+)FB
AOP\$|I=VNK*=&9UU'4#U1BSG16KV-|*GH:A&'MK MUF7JL'J93?|S|L=GVS3;IL_#-
HFOI.FS"7|)= -@2VP)*.C98|+7T3KC|"\$J? M?
87@|(|.TKE;A%>%|K&MD2BK%46@.#LH6PSQUS,QF7\$EL&S4*Q= E#(.2)Y/X M7AJ&0D?
_403|F7J>_P>8*75+1_>9*QR?Q:CF"L>#>R6SF;Y@IF-8>P!|BEC> MSNBL."NV,FL|&;
<8%O_/E3B)>8+I+HZ|SF.+)OE|<1\$PIDT<>NM|\$.|2M28+|\$6EFY)9-T
M1OE%G.1|:= \$,D_OHBHPC"8EE7NC2K:%,0DQ_77:JA
MD,5_+M+ ^&2B6BG^2Y@6;HB|P5!8=9\$1S)'VUYM;IB8#YQ%_M>CQ?ZXUL>C
M7MRO3 T<5,O*JJV&RHF_1QW=DMYL>RI+T 'V9:2YU'PP9PLM_:9X_ \$',L>C|
MTAHQ"F0T!PU|E-/GH"MLML66Q4';X0@(|E.(TVHM5"F=UN6&UB76/^|/>P+
|Z7/6A2.F;_6=J&NYMSHC@.|EV1,A5|4: |SSYFL2O?V/I^ MV'XH03?I*:LMU6J
P|\$VUZ<2QC)(O^8)QZ4D<4W7.S.VKE'YGO/6M_1 |&K+ MG^JVO^1M^+E6)?8FV+
|XJ775W8EF"B^2 &-|;5*DR9Z'K0RVI7|_*LVN D M V|>>8LI |=BG^L0UEU|
1E|6G>W_=6<7R|*|/_/E/:X(TEG&\$HITW+H' M#SX^| %@PAA?
57(6|Q|&#Y1<4A_8N|XLO\$(+0R^F7&,71;|EPE.JL_%UQFD_C
M^QC|P"IGKB'+K|/"V2VJQ?D(LOXE5^ ^/,+JZS"E|62 M|JCJ*33LW&
<_,3*&0V'N>AJ.G'AG7Y1?(FECF&OB|B=&9|@*A; 81\$US\$54!
M.9^ST4Q|47";5V^+T7|@#:.1JMA7ONK2-+3=*(CCOT/X/7G4+_GLWK==^=WB
MB^67BP^-E?-|@?93_KBAB|)-X+IS@E!_Q>2D^N|L4W5T2994L;_Z8YB+J/U0-MB-
(37P(.#C@Y8Y%>: 03RXFZ^:Q7/|MQ7)Y_'KF"N;TY*LOW9B;| (WD?CFR MEU.U
R_ KA02=HY J|;=EQ|M&3R9855_%=X4S3O+|9 |@Q0.^5'9NEP>O^/Y M_V)|X?
|%&,\$2^M1KVMDELJ@0>RYY&J|Q^@ M""D4&;3*6T_8Z%EH&YQM-
78(6FNG7|"K'0_UX\$>7D9QK@-AK&^U?|MX?(| M4D"ZA=|H_O
W7_V&#P,RIV^*;EE0#/?LY_=U>9*ST8Q|J> (A+CA0CTKB(W
M|2YF#3\$*.B+WBZY59'L@D>P-3* S\$Y8Y|G|>0;+|(|'!>\$,)Nfy=33J_Y"
M3WXC%K=Q8;".|&W"5<)07&|K2W%^."=0'#@S)N70X^952B-D%KMU6J1\$M;# M?

R>%@!Z/'7+,*N^%IZG"U5DP"S*X!
M7..%4.P=B=N%K*BB,>49RSHOOG##00PWXRT:UR+JTJ-!6'=I2VAYE/H-
1KD>6=;7C8B71 MB_LD;J;-<+7\$==.C!^23##'NPKJ0K/I&PW_^R>:K
MYP>K54DL;E@D%%SVD!/?QR?^)BBF\$@:-\$'_2*Q/ZM_OLIM)HM-6JGK1!@H M("TT7D?
25]^Q7C: ^OM'T3>ZH.BI[@Y!,N7V^X7;7RV*\$:7DXAS%G6<+=CQL\$%Z!8!90!I
E0=W\$:%:5QAJC_E28 MKD\2AO7IHBLJO"0)JKEZA&HY+'^FF,4+)F9HRBN8GM4RXJM4
MG+V7*^3ZU+XX.J1EW-IW%#R">AZ:VZV*";:4*NML+#IFK2#;Z-B'/TI
M8\$%HPX\TS%I-/8%S3?XTP%/'U91H"PI>H\$/IP<%LW!KMG\$)8C0="*5DZ;'0
M++J\$LOQ?E1*W63SE5@#_V!_LI>_M\CV7\%E!"/%OI_;/7HNZ1!>^GDYBPLI
M:EPN_236CDQ;IO\$M\2R%697-(TG &
(<1<\$54*TRL0T%#A: F@|,JID*?.I+; \$KTML:ZVA,7^U 0Q;IE4
MPWVZ!N%HOQ=H'%*Q\10S&BR,5 FL!EA5\7Q,*;,:?P"_,Q+C280)9+'&-T4"P.W'5F_
MV\$WDFBJT*256S,M_"30Q2UUZIU/;MN/%6\ M7%N\+7FL,PATA3Y";N M5)Z:7-
2Z%6W.U8/\|H|><\$PKBTR6+OSJ.BY>>.IZL7>VFW)8Q5\ID2=IRNB#
M22'4:ATOC*8"U2&)>3GK;65;\$QNL6+D,EUS!BRJEJA;VAH09*FXMA@D"!S; M-
_F\%VR;3U4OV-9N2QZQ8*NBI-:@;) _C!6<*749YK;:E@O?X-9D" ^1\XNKT
M(XF0N\IR@E0\ \$U^Z"OB"M+@DXAJ7JI=CFT\5+!^6;DL>JOSKB"%R)!P;Z74
MI(X.RUDD6=)!X!N\#/_E_1CGX-&5'0U"-SY,93U0NOM=N2QRJ_"!B;3
MDJEW=KMR6/5=XU'/52QX 004<\$ &+++@W#UT=!I?;Y: M=-XY.34+; ^ZQ\93,|"*T>;3-
"0T2(NI2:&!&4?('@85/4B;>VY+&*M!45 M3MLT5*@C\10Y^842UQ;(^;9(HI-"?C-A)
|.RH9^IX\0F";3UD00_>&DHO5 M5'.S_1\$1;1@RMJF\|0I3!4\0)P\;;DL0I DBR2#F*|M<+-
MYHFF/(J;
|C;KDKD4#P0W&PBZ\DI<|ORW\53U@FKMMN2Q"BH;*B43,X/9EGWK.ZY:N.IZL7/VFW)8
U'FUQR_1B# NT=8M&IBI=@>8P MSER"Q)(Q)*ZMF7P8N#L|_..-P_7P#YMRTJJA?
1J"DW\$ _NDB1%O*.4-4>XTL MXAJ*AL%JH\$%-W9G)*!Q).*C!HQ=Z=59'PR2*;|<04U
O\IN:GE6J\|A J M^T.B9RR@IE4\YF\NML=E1|
("P+JF,3<#E&HA!_'5J^4;3U500ZW=ECQ6(3=) MX#.*ZK)\$-
=TNHT1^VZS)J4MQADL\YU#J1A4\9)JL::DL4HJ\|O3
M(4:8CZB0=H+*RP00*D,T'9'BG9\)-IZJ7AJMW98\5FD\$9-9%S?+5)O35*R1I
M";H1QJW@OZK2N+S&! =4SU@91U4N@M=N2QRJ!%"R?Z;O,DFINNIH@|*RT\53U M,F?
MMN2QRAQ&DY(08\$>_E4;UG=|0J>>MC;>J%T)KMR6/50C9S&LNATNY=G<<
M9E=:MHLK06O%5KW\Z1GE@D^\$R4T\9N M2OZKI-&:#J;/C+
(TF\>C05WR43<|/\$K2OE)KHLKJUA"CL*5(+_^#|V=L+7 ML4G&WX?OHZGY@=|^D_M-
?Q|^>?)#^%|14F& <=&='6P<7UJHMQCF)5E-O|^M_"F)1A_"?2*(R))X;&?
D_OZ4EZDN:/ \$+3-H%*,TOK!:(M D)5G>C%D(=HJ7)
MIXF9!ONZ/A_A_2Y(W/T;/>JMGU^B&|6" |H^|=Y-(Q'/X1OH\F1-7V;8?4. MG_MO?6=?
PY|J+K=NNS?@#;7*B/FEPL(M?;KC)&'E0_"671L!ATCZ6\|R>G\%GIP&
(XZTS8&6@.9>"#TG73MWLTM<2^ETAM#_\"?_R/ M^\$=B@4"Z #-76"XA;:S-9?3#V
Q+5+E7.=M"=4\3TDQ8R\$&PQBEQ7B.2?A4G M"9E5254:";:/^!V!J.MCVG)AG>D(/1;?
Q/QOYL 1WHTRP"/?A,@G6:\$"H<, M QE4JEI3E?
54Q^\$F'Y;Q&C_.UB4R_T1VZ:PPTH&")T-|@0F4631JHIL%<' M+870"=F:9\5TYF29Y5KF,
|/U./9%5:US_IB*|/EV:W4#V'EH5%N'N^&KYM'
MINA,)7%TZ&FJR1G8.DPN15IPYC\|NZA<#:G6&'LA&|.4 7W&1,2T(S* QP
MZB<3;JD&I\$!)H+M>"(M\$GR^B.&|CLJNV^6UBZH\|P3/Z1LY5\|V0%79G*,DB* MW"
(WXUB054?\$HT/<#6-BJ,)>1X8IINMN@K|C YFLRAV9KE1H-18/,?+H,HH3
MAZ/8>@;W:F,0WB>^0|/T=L037SWW=O6<3H(KJ43FFN.(CB4 >|WNS8FVKO>E
MQ8!,B&(<=>=2S!T1Q%\$'O|& M!BT+37\SW>--4(-
%5T0)'KIW"^SRE6@6REMB>YC!W;3<?*^*BBF\|R5%'2 MQI-
JRG)'&:IQU^V&IY/08T^4A9+DY58B+)=6N;0>\$R)7!Q4.+3IT8QK7.P^JE|NK-
V6/%:Y(SK1V*#719Q&M0\|LQ?R.BO @9=|/RQ,FB\5@.)? M\?|@6V2PU:2.
H0T/L"6LNX?;=K=&!5M<,K1>XZW*,>H';|J#%+C.")VCX
."*S57).>&656B\A4"ST+:CC)B!Z05 MT%-5GP/Y,*CJ)=+;:"7^R%%6:26X
M^ACW,AJ6'HY:TE_OY#|/|/OS'\$(_E;:3<<5YSSQM-T3J=+W*Z\|1CKZGC\$
M|^+^BQ=|/VI>D D2A1.#A;D;D5E59H!PMZ7MH,I_=O,%V6AJ6&,&L|AR-Q, M&6.+F ^!
(P2J.9!-8@U,ZR<%R+>0)9.;B>*G/G#|S|THN^6ROH)S.* MJL)T&D^(0*&Z/-6@U"!|
FH%_AEQ^|T!6/BKWPF/DW+FDDBYT?08UG3N\T3'C
MT,Z8(UWU;#F%K+6DX3B#S94DV97\!H0 PY"AY:L/DA|S+ALG8=#>%%6QB\$>*
MH#C)HPI:S'C0>HKD@&2OZ#-DXJ5E8"TV3NM+_0DBF4%GPP#7PRAO3&EUH<0X

MK%/Z...?)\$<9# JB%2"HC0+DXQLS5PW**@WJ+56:MTB[D(M2L?A=*&8?DQ
M>J2HAGIPADCF-D,IFI@(.X_9U6%Q@'_G\$J*?O
MWZFJC^L6!VZ'SXXF_0PXL(X4"V*Z)K2_9?8]XQ.YI5BSXT=ZFN[FOZ#KA0
MSBTXM1J-3%%,JB19]ND3]YL^\$:>E2<>";6U6F85_?VLVP>.3"BZRG)-
C7(!T\$9]DB'F"06)9!"')&H? -G="B5UN/,2-> MQ(LXCT9Q,@C?
[>P_YQP/ND_9OY8EP+4TFGB=9R71#-^,;!D+DQ8DX/Z*)?; M)8<\$O[PV/@F]QDX+
f(&DA%Y#<[JDL_P#ON+W[-7,;QHK7V1(@0P7%?VK,(7?
MP%Q240HI>:X3H2/<3(MJF'#:) *ZWY2"(<&[H=J7_+C*D17+JQXC4VB*68P[X MSAUZ!
[.IW8YI5U_@QD,UA%PDGY(@=9J>)T)HYP/%>P%M3]XYJ!;1C)0.'?J MDJ>=1
)NS#I1!|>0(C&B5<)Z)\$N1,E:+R\$VRU-12\$/!'-9XR3+*J#MXLF \$D MMWR5J+)T9*
[HX#T<0)@I(D3]M5,JSI@%>:KfV,LI3N.P[E"P46G9BEH#5 ML0+YI%\$'U6UH,(F*
[9F%=+2GE2'!%YZ6T\$+4FZR-,QJOVY5P@L.5 MB2N2J/PL*T>0QTN4? \$"=B2XSAJH?
2#>C)3+NR;"I^]N?"#_U5_EJ9CDVC56O MQ\$!K-"^,ENR""C
V(6)PXI,JSHN!,#I:+=KNT9G+JDL/H M;_X2(P\$'\$A\IL#X,;D:B<[P(DW^@:J5!
(SC[_<5V(AQG;\$49:L?J23)) M*JDD&BY9V#CNPCY;[F+QXA@SRYNVA;*IY4_FQ:
&2;0)]"1 M'#[Q,1]K4RJE,T,W*]+ND44_XO3_4[FBV/JG>SK0&=U,C;:[IL';J]91>S7+
MY""H8+<[TW6;N0#3]O>#1*"Q20;2HZN(-**T/T.[PTT'UK>4Y_ ^NA[+RA;!
ML20^)RXK2M)A3*.0@Q.S\$1 MZB1N8I 2CE<2P/6=NP45\6-+'02?A *6Q&# M3S=
[O;P&+9VE9E"" EJ82H<3BM5%6H,YI\KJQ82U #N\=%;L(CW< MY',5J9XQ/'0381(S0Q%
[VF3OZPIVV\$'G2IN\$U9P=@ J@=BV0GT)N.[9=9E)H MF5V!>JCP)E\8-\$IB]3?;
[@^>9:\$*G/ZJ_T>B0=SGB#6A83_DD7::6H-2K94
M82BBP:BXA6%"#\176C2B)77B2[4=BP>\$R:%U1NPSIW?Q##D2SR,H^'E5?%K:0\$
M[<(WZW5SGY(U'L,+KSYP=E,S)T!>3<589?D4817F<35' "/&5=7U_07UD;9N
M_)JME.WPU":06O\$&L==?B_=: ^Z5(V!GS\$=29?G_9A.21Q86RQVZ >N]X%HI
MK9"A%M9 =WD@=-5-ZPS044[H6.0^%*TKOKU3O))\.^JU(E49Y%,>#U*CO_&W\$ M9%&
<[S?8?=[@7X9QLJM4U*V/W'^,A,C\I]W#;RUW\CTWUO*YDNONV"/,\$%(-M/R-
[2)IU(%Z"82 M6(V1)2,;8,"P=.*O>_92V!IS0\$[J6%?>E>+V9H\$Z>T31T,G=;!_8.#)PT'!1'
MD,R3M(BTG2^_#:N?BZAQQPGIG8VU#N@&[19%_EI?
P#5@GAO>>DS%&>V.9#53!TTH!&J,M.Q2:O/RCF[<+H&CV@2_MFS*^C'O/K"V)^O>@Q
MOQXKYE>?5'>=8^HFVY_OA)^6271%0W\$*3YY-9,[^JO.S0 M8MK
!_:Z=4H[KD9Z"D:EJFY,).8\4?P<[J5]>GANG,S[&V"-?9J?3YG"R.M M1<X#
&Y^T<)6>XD(8E_JCESD7*G,&7E!*-6S=D
M.1KI6N9L7!Y&:F"A:ASX7,9<1"P&K,;*36R24/Q!U6DGM@;P)_/A%.V;-
PETV0R^@T"WXV[);C5Z=U(QM_H M4RM7P>\FT*0727K UB^8HXJ9% ^&Q_ID,;2[!>
==%2+W@O<>\$:/%"\XUV86SC[)'5P1.!19^[<\$5J-FHH[NB;AA:-EUUV"WZ(-MXY-
X3\$#_WO/O6D:HAJ/0\$8[EB\7"O^Z&YS%<.U=N MP:*TC.%(+7EBDDA[;_)91%9-
:Z6_M7)S:TA1@1OFF\$(0*#8'5;[D;1%KF :LS;BZ4SQ=3J3)(\$/U6/'T=27O:F/Z^U%
(_3OR+0KV O:A#S49\R4-CDDZ+%H/\$2V/G M C7/N"/FS:W6[P"
M%\$AK53T8UU0/9=I#F:X/2\$,/9*B"!JEXJGHM6&'\$7C319BG[HGL&[KF@:XBNO"F,Q M--
C.33V4=Y?R#JGUJ&EX]-VA=.P0:[SM'.SFU;5NS]>K*NND!?'2JRA=&-F8G M%M-
75'1P=S@I VVY+%*1%!E'5RZBUVY+*J/(>S%0_6,-V C;&\$! M9ZVA6;=FLEE
\$353I:QP[4T6:\$C4BSX@>QE*FDJTV_N@>E[=(*IZH;9V6_*(MA5K3L7Y-R"[VM0S >
[#VZUCZ^GY@F)(2\$4 &M#.1P@&([ZSO*O\$0J.J%UMIM MR6,56B[IY@"GDM*,1<
9*I\$PU\$EL1_4PSVWU,?G;%_0KUTR'M&-F6R_@762%(MC(("(3E;-V@3 ID#-
PF8QA"!.\$TX#3JHDCX\$S5>VY,<7]U]D_[.OLO5V?_M9*^OLW\4=?
8/*\$J[R8X@_30/;P@/R9UQL'=H:S1=-OG/B@U_XH6.?XVN%.:G ME9_[>>FYN_:#
3XYI!Q(UZI_0H\BG%6"B\ (8(NCP:Z9HO(2(N,;? MB\$,;1,IMGL3YG)N#@#L5+L*)5@?
@9B[CK(+3PT+2@6+NH'6;LU:E-S]?>,^I MJF)3ES[Q4O!,>T/99E+222.6AE\6,%,4U
M.IX\W_E7*,1@6X)Z6P24W4;^7WU\$8@_?V?!M5AHO%6%D^\$R_1TN-TT%X2O,@
MG9XOO[B0C^SOI?SKNV,>\$B^!Q:Y[LI?C==N-<[KU9!B1N">POLI7%PP[IB1@B#7
MV\$8+6MUL7.B'WG"K!/N5_9W+U(2>_9'O'AN%J42XW[07"ZS3';8W<;!^!1
MZ7R:AB=>\$Z/CT:CBMDL+2 \$EKO>.PJC&?J!>8CV(<01MH/;X2,XF@_M28
M#P**GBFL/ZO(07OEZRZ=49Y#|Y6-%XQF6I^ZWQ!RM",T-(V6UJGSMCO,I5
MQ6Q9EJO^RC-OB7.FAA-8M:D:CJYG/N6YBH-DMKW[CT28D+W/OWEIE/*2N&*
M^)!CI*_6='M8O*NX_N:J%B;_S?P:R6M6JU%RU BK%X= M?
%JO%H#^>M+2U8).BM>7\HPK&X9?1!>FYLPL,Y7?Y5WM2U9]E_T>.#;JN
M!2>SV\$SJZS9\VA:X;C*72M/_UGFEH:VAU<#:@DI_Z6>]?Y=K/AWFK2(ZZ^M'63):^
!G1DC^<0,Q&+;CS\$\$V)!^8%I.+2<9Q/SD]3N&G\I&56%;B+4)H2\$M M5""S/YVT

R\$FG\8,21M\$Q&8Y2V<7/K*KB\$>E@Q@!@_T9E.9\$KB:@%R:Z/_ML"
4V(TQ6L\;85LY5@EXAHH8XEHW:!\P3:&!\4+%^=8-(T%24I)). MB;+4MJJRYF7@&M&-
+4/\Z"3P/B!;HLV';;<3CZ@=NA[A:)LK*DY3)M5., M: ^:C&@6CY0<3!\V,2(N)0!
I', \$CJ<%;SK2SN_A*Z!^*/B8VLCT(O&/_X7:7 M19&-8MZV-\$MW8\$!)_G7Z=^ZC\@5A5<3
NQ16C03_R9DA"=UYHZ=OY)74^BH/_M\Y9D@
PX6WQQ3\JHPUT9ZX,,0%4;O(ST::90E8S<1.W;F46,Z(>N941SW1A*
M,9UFTE4KPYD&C>XRTFND0WXQI@YGI0><9=[9Q/B3GJ';Z!0*#WH-'9J4%7!/
MD(%VUTIT'CR\JL1V#,.3=,.#?>)>_NF9(84/BHY)8\ZH\H@:76&\?+/FA?BCRS
M@/>*&V)Q3R#M%S;2)(K(D66!"CK>>)\GE=#4^O,"ETTCN;15&1= M8B2%T7LS M4?
FNKCW,\$F_2QZZ7&L8;2?.YNA?)2K.D9A\%'S(JM9.4KBZ*GN\N3P!N2/,S M0-O?-[
O_O<%0U!6CG_%"=P8_GW6AW^_8/AWOP_/HKP\T.#69<3!*7C8CQ8
M/"8&/_V\O9=T/S_:N3T^-?@[\?O+EZ%9Z\^/CY\>?KVY_#UN\/?Z9\|O\Y\|
MJR_!\?YQ?/\JS:NW%^=|B.B^G,IQ@8\DW..FIZ-KX\A*XR\>%*.%C\!7ZP,-
J;1K<1""IJ.O7F""4 M42FPX19T_Z<"<T;A'OA838I;,"=49\EF;J(V9R-6-OF#BZ 7-
_FEUS\|B M5%B7%FFJ
QO+T5^Q*F5_&>@OX4\H/WCE/VA_*5&J\F%/+/!6WA0VK^KK9?V M7X:(=5V:-
F6DGW+KJ/_C<%BD*X20U@S,X\6JC?FPN@XTPGR1=(O->_N'-Y_
M>R-JJ7';3_/|A_4@K*_56/%A;"=IJL^|=QOUY1+=ZMZ.W<#"8G

#!IA2S1_[H'9;@O L7&@)CVFR7HG+M!-KBE S52 UR5,=. M!J)7#*Z*ILFJJK?
7\GV,7FG9@JUWVXQLP\$%\ZQ;7=M\#|CRWG.4Q.G;E\6 M*7G\|KA0"52\!>"\F<>
<>)\&7I&T^57UUQ\IMR6,5@,;@S!6VB.YIQ;/.YK'L^ MSM%H67(Z98=
(N>6DT'0U\$(\$'TO+; C5O)EW6_.^35Q2X7QN; 3B_>-
I^J7KRMW98\=O'&O>,7&E5C_4\2PY8AC8N01F,N6 M4<+!;LFYPI.YZL%H0U%)?
\$(\&6EA1 JC1'&N3,AN-X3TLYY5-YZJ7J;MW98\ M=IGF.H=FM8O2,T=[W6J=V*N70SVC/%
Y!-.N81RZQ\U/0HEY&#;2'KL,1=7* M7\$50+|+6AC-
|\\$=8SR@,38=;|C\ZKJCO!@L.R7>X,%8W0"-BB!7/B.(LJ,|;" MJ>BETT.BJH=.;|NVCT M+
"H+/' ^'MI&G^2<2EPJA^,WR%\$JB@=^#39G@5 0L.>|3:>JEY&K=V6/'89 MQ:"VDS
UI47?9<6L*FP/BA@>KXF!ZM8SUL93U4N@M=N2QRZ!!!LGDC16@3"W M?OB21K
=/1CI', /W!8";1'2T*!+)|XXS;.KB3:>J%S=KMR6/5=OX;NW""^MPC MZ4^3N0\;IHQ+;?
JDK6.)D-SK'.@SF+80V' TY(TAGD&M_?ZXTH&&6\!)J):| M>FG'+MX_7WG#;-
|;04' D.:7:6* R_ UGY*#5AXKT?NK-- M)!DOBL8\|+|YX-CR:;X47,VH%)RFF\$VK\;%V)?
Z,9I(#(.=',BB'T8+ _47-K\U<' AQLZ:.)"6HIR9IN\ MKG1P?;+|J!B6W;4'6)THK5\V-"=:I
M\54@/5BU(5E4T6;E=!BE5VTEG01;?;>"AI_K 36ZN\F#T?.^@|S7\&!TT'

+0NN4Q5+"B4O%| MT:AS%X7""*437ZTOHJSM?
6,=D4^6N*R8&C>X%|:.#JX)KHV:A2CR5N^'\,9K* M"BF-+TMG'&E!(TT22>KB&72\;?
7V_(1>|.HCT)6"J*C|D)Y(^)=ON^6XX,6-N M-\$X:2Z5\8Y/HBILN\JS15B7,AL0@WAR?
>O517#\|B7;EOQV?G'VA.7QQ?'(7\S^MW9JY/C\XOS<.F_)4. M@_XR1H\%&O)
EON+S>)\W,EN'.I^)\U2(B7O,3&=..I&0\$,P-/Y&AVCP*3\GW' M=B??
(U=IW9>)\KBS6ICB4*Y%=I,^'2P0X 9)1==4 M=6O#>XGL: 6W.F'T=*=5!\X6S_\$3!-
!-2+>*C.|-.\$J612F\$|#=W;#8JK?4(M\Q+?F'Z^T6?(|YJQ*R"/#3L^6!4@|H;|V4S>TPOFT=B
!MI3\W?N3PO0WO)&5^|1+\$JGNHD!??,RRM\$5/51WF-|_7+T\|<3&JV!_U
M">_JGBY,B@5^Y\|V@M@U^>9'W_ ^C(M"VW0.E.LXY+1.F\|C8C->O,!<?)JX+U
MJRI8Y\6&9WU)%RV-UKKX_ \5GW;#R;1K-YQ.NSZCEM>5 :P(<@4JL\|Q2?BB
M"MO=ZP\>L7=\$ZT:L0Z^NWG.;WP/'B^>O?GUU7XM#/ZTSRK)-(YT>-R@S7\$
M@1H^.|\$8Y'(G7_LJ;S^VFCB+3!524<|+;/0A/%\D<;D;_))=X=>BV0M7Q2,I M^%(G8IP-
78X)C66Q*8A+&_8PG2'E=3HC2P?&A5\RF:'AO2 MKYRO\7K;-W3W-YIUWU6YS\I6*|;-
I\$FM93/9=:ZN\68;7\Z:N\UCPT\Y;+>R
M93LSGBM7=GTD:'W\$RDF8&+F(|Z_)9O@|_F*3\$*J66UE88_>;.=^ ^)+N^N!
MF";V60'%VT_P=J'"=EOQ=K!1HLNKN6Q=_.M'&IN)7,XF'V;)\N/&@&Y>HPZ+|
MYS=/O\GVS>YC\UJ\|?^D\UJ\$KZ#3?|X-|T'L6R1TO)&\$CK\#|FJRXE?8N1\|
MY5"7=+ #O_4G5NA3^0RW7\$%?U6Y3W\$%>Q\B;-=^&>OXE)KPQK'/PI9<2AMD:
MLLQ=S//@D.NX(-N'2?C\3L8_ \X(OV'@ MVVXB:8#\$;5,R^|,QM,
L_S\|A.M@|TG@X/#YX.#HZ/M\A\%'%>="7\RC=|J MF(|DI?VCS;?^(XSI\|V/.S<|
A/<8F5\|KXV""?)_X^BTNSRGYJF3Q\3N3J MQ\403*<.|+M-L+Y_|&VWB&
|E1W9^9&6A\-/MQW71C@;/7QP,#I^OW+@W?J7\ M^KD\HGT)X>#YP=/_
YAH\&+_1>#O2<;NOI!D_W7@R.CH_-;?+O\CI8_?;O

M66\$3;)Q;YNXDTM:UITVMUO,X+@N1<>TI^;ID7,OM7Y>;[GV6C+NX*KHN!XX
MLA"GR<-M_2*N,MU>+:W1WRO?]^L^?3H8'#P9,5"^+ID|^>'CP;:'#R_YO-R
M^(36X^G15V',OR,^WYJ2^Y/Y1D/*><M"8=TM_U]?*W0\$.|X3JJR|EQ_WJHUV
=2|<->/|Z>#@V2W.|+|C'WT&/8>'MSP;:/G;'?Q5Z#@;|SU|, #I_>00!^I?5Y?K WV-
O|3'KN2Q|f61-?F,-O=U_M_M'MVSG#|:W5MOHG|E.WOWR>TO|+O1H7:?
W5ZE;L,X!)L>@-|D|LFOD!EZZ#)#_M?SM_%;Q|';X_>W?RZM7+||W-?MWH_)#?
36"SXB4OB \$2? C-5?#;01A-2J2= M&93%0)UAE#H+7S_Q6K9@!QZ|-YVK,5Q\$2|
|4&"X#0"\$X)#PTJO-(R7+!|_
MS_U_X8TKP2U"EMUT8K6K2""C4MKZO\$7>3SB?"=^%;>1U<&0K.;J4B(D09D@
MB0J;4T=C%5\$ "PNP(BD;C7L:7WT;%;/J3\$T+,-*^B?!G2=SAM|FA0%|I*Y04M
M)E+TK/8W:8Y&OPR*+!EO|X:_2YN>="QPI>8V>R" *YK@^GY&2Q.>GK;!X:|M_MENV5B
21%L&.PZLLIUDBR,9O_N-@|E;_3C%ECFXE(L9;:AC|S\$|7Q:EF=, MGJ:CW0%3|HAP-
4E9/HW2^"|I=JHZ.7NWS7#UM.P@X(89U&W=Z&N00%|0_Q&C
M_454GF6+>)O|K/*89J):W@!\$|\$.V0:5?OG8*,L7: QNB'?H7|2+??+B/26B
MN|S#+N3>#I:GDPJ62K5RGL^,9+*):* @66=JHJ9=^RUR?9=MDH98OUIHL%@:!
M5A9)354C"Q)9YWQ|;AHF-%S.M0LS48K+(B)J%"|:\$G4>_9'E_%#7+,G&5""|M
A)^4FF9V;/OR:/=O?X8?)75S62"O.&Z>-|I"KTOYXH|D@YI5@:Z>"A73))L_MA-
>101Q/T, #:Y+@_R;8M.F=R'=RRP|!|UFDEI?;|MCV#|A,PGH<9+6?PKL|H
M)'F^("2Y.L^B,9>TY48Q=GBH"/TOI"ZTD|8.J@2E"-NO4G?.A#FB!&6*:\$^U
MH@R01F:^2/A2TZVE.TXS;'WK_MWDU9<|ZC60924/?HMH-K4Q=&=|N?Y&|X)LM-YI+
(O8'LRJ^N2Y9W",4Z21@T_M2U)OH_420Z,H19-8TBUY,R-D
X|0_V@*_3C74EX"EJ>7L9^IX7|).^BN2@PW_MV|CYXMS2Y4RY\$M_A>|N/U9U|+*
|E9Y|Y6N&<7D|&O7JBX_0XQI@(->+U7KX_MLLPO(Q62>)GU-|"YV/K@8D97P
XI_!|AC.%,K=0++^Z7<|0|+C|'B<%F6N_MI2:00@S_4I?
=>Q@LFWK@>_|^3%2VFV'97O2P;|%|0ENVPV7|TK!L=^=OW&1' MT|?' :IKQ'_ZI?
ST|:OSK^8"?|ZXA-D\$YM(E!LOK(HJGQK_MU=5N(-_DF_6I\$9EZF/PFDWGO>I?
8WN^%9^Y5@RV+?7BA*R3:(RE*GO|TSTLND_M4A;EEO-L3)O%.)LYX(X<4?)W.#P\$Y
@7A2V1,-%O#!)&_JOZZQ/ \$)8J'9_M|>3>|Y;=%^EP?H|f(JX)?
80E|OUS%2/O/+M9A|L|((OK"%RHM)W(@9>?W(V
MRHV@W52"QT)O7<+KNK(OX@|%D\$TT@7DZS_(6'A#^'D|Q:H*(Q&||50I.;PR
MX\$|ZE(^%|WI@/>|&9TNDI3?M?04@N'A.YD0^PC#YO-C9)Q%_M/O'8OI-&"7E M?
W|S3>OB?G:TM_CXS7<_MK7)Q|EU|^%^K9T^.,JX&2WDF@NSZ+40OF(-_B+|
M)4O&@AT.GW^XI4&1|U_>_ ^*B_E'XTB31%<|B=P5VR*9N5C7|TR+)|G5Y""UU!D"8G"-
W3S))E|J.2>|!-4Q+1|:BX|@-|P,Q
MZS=N&%R|<@;M@=^2"=1=54,'>X?;ZA*^ROP.P@/&A\$_5CTKI MG0SP@L51\$5A2&S;#
<5203_9.3M^&5Z8H@1PR3+T-ZS8'@(^L(XQC)X MT9|%72D_.;9R#3M?|?OS-|<|/|&%-
K7|FT7&;GT:H2H,\$%|C>4D(8UR_'F_B_M/H@_30-7+BRH/%<,2T>J"+O#4SH| "IT"
|@WVCLESCP5H,Z??O2J5"^O|YY MP|FA|!|!7;@=X_ '<^(H\$E\$:/M2A7K||MD,%S6@&:34?
2VBLXFCSQ004F|:9_M9(#_?T8IAW(5|Q|JR<@P|A%&XQ/P| (=S4EO_RN_%|<:_??8#:<
EU!4X|P(|M362YF"7-MC%&_1P,1T_3"Y7B0JW3M^/S|89|*@C|GZ(DZ|!2>'1ZS^&G"@
MMHOK79AT|.YHP4>;YG3Z|I<=4MS&Y7)APFD29T.\$P8D#Y/\$JG9MRMI00QYN? MWUQ
7)#";)2C;\$N"Z>,Z=P1E|@J5_%\$C!M.B>S)LKZIG0X6\$BO#(%;'M<;
M@67EW(!+8BN@6.0+J(:B'|>KVQH>M|O915,)'^;H6*SZZ98_?Z+CPB>Z%7%# MT@!=-
IG2X3IZ\$ <1SY>5|OR9823OGS)HIY;MSWZR((E\$Z#|K(NU@7T&?;OPF
M7<=I=J4!EQJ&E/3A(OYH)R&Z7&\$O-!RA06@BQ)(F7A>+B(T3NNI,FM.5)_WK_MA5&
(B"R4O(#|HY|)>\$OD;:TOLS)*&M9!*|A4FFBN)Z,0X-\$REBX5JX88Z1_S_M(0C"Q'3%N
N'C@G9%U&IHZK|Q'=2XT1%TRDL,3QF3;H-%>D;?1Y0SUX9WD#
MP'53&.:*T\$6L%*6%0NUB5ZU3@L|8G*:9AD>@C8I,0TK0V(R_#|J8M:5D.DT@
M3|HJSOBI+/|0V\$?D0#&+%AS=F7ALKI;P4B&*Y78;:RPI;%OOWN,8C#.)=XC_MO\$6JH!
NST1=#E6.7@3SPZTZQ".|BR>"A(8,?08MV4|K,2DQS=P=D%|>)DE
M%59YQDCZ|JD"4EX"=NT0ZY'U4#DB_P+"M|L_R8Y.QO1F(:)SF?\$/P#&C@
M@@QS!+Y\$+((Z|A>&@6/#4D6%)7FADUD&BLK4H>0!187D^?7Z|X;D=X:B| "R
MCSD96""BB/6R!|42ZSQ#"-@;^&)S;)Q"(2,VE8_M0=_1%K
:4TCB"PVZDT1TL0P4B3E=R@U\$%H_TXBJS_ %(_&K"GC3,4A#MG*.,
MTGHDH>|U|A@X|P%<_#R?J;7Z&(R-^|SA_O-.|FD_M>S@HS6B\$#A9RCL;"M4(FJ6.-
T.QT21QO>7(03DDPY=D.CA|O4LIV7)7,2>=0_M&2-0@'.6MQ%#G^&OPCL-
_YBU*^+|"RF!D|FA8 /<%QSSH)QMNV%&+397-GC_M!IL.W&>97?&54_Q3>=Z9A9;9:
|YNL;OZ3C_97S)#4-@R|8%/CR'R0G!W%_P_MK*;0F+>;+DF'J#4XYP)29T4;#

<=P\$NU:WBAA;@;E=Z4;2+E6M6/9V-HVY2JC4ZL:L MY,E+["GG1@KIAW-
A>L+5%Z9M8?09\$VS(VFME MEB\1\1+ #'K MIO-W0\IR&T15+X8>"D|
<;K(86G'CL^"1/L'S2!R'G^X8/[LHEO,6/" +C3#1N MXMU"X"0::&:BD)PM-5;T@)S!FT-1W1
%009N#,YAITDVJC03\$F6_<5I9WU*C MUZJ?>F#+K+U@12LCI<{OX"C.5#,<-)".,
R:S<|=QW@C(?00:9W^Q|E_G\W MI6?WM5,AD(61P"SK*(JNY//9@_4JK...?
5QYT0QI6U5+/%"=7UQ-4\$ S'6E M0MU 8MRILGDOI;07Y*D7D(EQ(:'#@\$C2YKD2L^1
<0GV5Q,ZU"OA9!S*2M). MKL.5H"F<_!S^G\N3GG#JNR1Y:KY.XV\VRVP0L?J:H:.L\HC8
S\$SHT-^F0C MI.C7\83;NS'Z^TH(@&VK *^;|0;+0)'NG58<1\$=A
MVS#ZUO'[T^V.J;,>)EK^E2\$S MN50V+?J50\$'-
YGF"\$U"9#GP\$>NI8\$XSVXL@DL*.Q9VJ^VK@3M--B\$9Z83I M.)N3^-.SHAR?+'KVDUM8
MOO&??7?X'<0)T.J^<8B?I"0L@GO" 6HZ\IBXSAJW2(W1!DF2" 1Y2|<1R_%MZ-
/GG1,^7C8|\$D0;@.#=3YV8(#G5^R#;/J\WLM-NLK+N\U9EE#[5Q;"E@@F.RPW4\8B
M;8*2%*MPI;)JE./5DCY\$%\$=1A4BX31'3G5V\8#"FP^JE/'IYY8R;036;0\Q^#/.5M!06:3X9Z|
M"NNVW8E\0 K*S=EY^WUVWA?,SCOJL_,>17;>PY\$.FT.\S!+HX>8GGJC)46U50+,.)
<,@I(AR&B,B M*_2:&(5 HA:VM\$JM&C>;T\J=W1\,F6"JBZX-
Z>G(9;)Q>OWJLSVZ&0JU'(MI2UD#(.6/V@!N.#GQ))P(G;JF8LSQ"@K3E#"00IB
\$JP9N<_G9ZA0-^2D^6\ MX2MN46.\K-W:/=BJQ6.'?I@^=X>4S&??
C>.EKS(AWLA_9.XP\$5L;#;U-1&9 MK3<7+SDXL3\XV-NS0W7O\$^K_D=05V'1/0(/;B"C%V-
(%=N(4K\&{QS-C,L\Y01#0S\5L+.1%8:TJKYB\9X\KH'3,3!<|Z'&QF_
M/BEXZEJ<=>LG@6\$TLG9N>8%N#";D%J'X\|Y#|3;%JP|'
M%|4(HTGXM[XP%;|=WY/T^/DB(MGEV+,S;A_>(FY09?SU?>P6A I^H7CKPW
M!;X<&P"?H*V@+?(IW @WWDG@HK\$IEKVR68JI%IVZ"E#EYJD%\$2\$>@OZNV
MR&J@7ZK":U2\$ZR+|N^%/&0^1ER8%1L-(PL&BY'|_#EVH5'W"!C
B,+8(59Z@.(M*H@EY'M&7 M^E|-JE\3S<^&9034&**J(YHO._19\$?W5(#VVVS):Q9\$OF|"
6!SFJ;(:P7* M#KBL\$ _ZZPO%\$BEOEFZ-6="X6J8S@.@30S()'
P\$,QV;C67URU|%M%+HC7WGI\$(7"(MG8MX\$>?\$ZXDX\|_|>'_:#HI'#-
SHA_M\|VL=892NVZ74NJPX|;DLF4.040-F MG2F)I=5V"D!5I#B;1\$N=11):RAH?
9HFH\N5KZQ)M9.#:PA _|;M?C5RHR\$!
MCD)CUN_7&FE5,U\6J*RL;KL*_HWPB*H>Y6'M1'POTS\MTVU=MOH1G-0FH=V, MK+E
7B,G?91\$14%J^)#D8:(=Q9H)ZEJ/JJ!;K/U\IS;1R!!U4.*E5MQ&9468 MCU&U)QVV"PVZV6
-)U>Y&B.!006"19#2BZPH=|XN6F"^BGP1"3H&\HLN."0Z MRK/(%)8;7U0?
S%*3<"1:|A%Q=/0R\$CWJ H0W\$0%=IUN,#L'+):J+CVU|U G M0@>0R6G,4J
Y)*NHE60.N32B|-) \$LWGF--RP'C<.S:&FB5P6VID3\$PCND2C MD==
K8ZDM:NR)MEJ;S2YW:0"G-\$A72\WVW\W4+\$L^I2S+E!T"LN MYMJO(*
<|.U|*62HC'9LR8H-BM/)YI\$#E#--A ".T0|G>EDWPH|F|'4;ZN2D M%KJY'|&R\@X1":|
M\$#D0%U5\5B&L?95'XJQ<%;|*C|WIIHE&7D!R4=F\$AZVW&1W\$1930LIW_ZVP0
M_DQ;-B;-)#P?A,?3V3B:AV\X:|Q^_
_X&^EWTY7.)&N*SL%Y0\8\#4JENZ28.W,9A@BE|W(V\$1/RTHS" 1\.#K;V M#
|:_WS\|G1G_#YBUTRAF-(RMW|_:|GW^T?'1|M/-M_>KC|YN1BY^!P9^|@
M_V@W?/_F|.7WX>&SH^=/GSJY|@/|?()?'T'_V|YX_>|YW>"%.K|-O+J=|K|P
MT:#D^VD3@BH/ZTS'0N/#(EU*40M5,(OF901A9Y'%2,1LU<|@/#D^V|GP.R.:|R|W?
MU':A;GHN-"/7&9-/Z-%@,FA&XFIZETZA2X M^YD(NO_?QJ,9J9\%M A?MVCJ
B\K8GW1MZ7|1.=N8\$F/+|H4NGL|ET%|E_0M MV1&# O^IXJHL2N\8V%@R?|D8-
|BW_:W8>OD.>.)*#4:P0|A_|L|BZ|GV MIV;O<._I_M/GGAYQ^&S_.RU|V*4;U.RZ1UB-
8\$(.7^SM/7_R_+"A2NP?/'EQ M4MJC>TP=R^/43|QIW;'G"*T\80
MKW@FQT@4C\$:S'L_DWO!,&OW";5*VGPX>L7%(!W 6+U1D<+^OFQS JCV|G@J-
MQL&=AF3@^SG: @K);.6 8P'I3?@4N|_|+"ND4+|0+5|W: ^B2<)2\5HOA'^S
M%8/K7&GS|E>Z*S0DDY04:1^|":C\8);! E9C7GP?;NUO#4657\;7G)\$J9;=>8':6.?
=_1|_|'+3+R:.*%MWG)Y|'S(S6QJ7SDPG;C"NR.!|=|4 M,/NMP^VZZ47=
|XF7O:++;E#:Z;O^6TS+5_1|&,.?PSTJZ6=)|23PQ ONY|62; M^)^X#)XFI
RB&\$=\$Q6BP#E|(W"?\$|RE5J;I-##ICH|+W3+^"QNY8N-RS^H. MVU8ZAOD6;F
MW"+T%(B^Q^6|\$7^:|M8?(HD#T-5\$;+&..%
(GF2HF2+JHT57C4!&SRVJY92%VO%VU=VE,7W)#X";BNU;IZB)6OHEQ/9@>
M%:!/B>A3(N|'#?%2A(!4J+@BVDY(R/ "C42MX-%,J;\$K!|>2IY6TUBYZZ<;!
MOOY_O7>:K2=502-U|01:++|&X=ANQU\$9+W)#LPY*;4;QY/\$\$ ^9CISO'<|#| " MTGBT:GF-
/608HLT@#6.D/@:YX5&SND1(^:9!FRU\$|M\$C:M MV@1VP
23S=9%HXI?"R)|%8DH)D+9J+,I6&\R,CIF6:FY5TR"!JHP@MG@XSV@ M#VII MMG-
GG.G*\$*\$U&O@.@9/QSXH#|&S, ^%H&+J,X9JE"%I\$#W9>9ED,:ZDM>0V/

M)/#_V=W0!'BU'H9ZBNRC)EMPZA*#.W:S&*%\$GE\|2D\|>ZU4.>PK5;Y@IMBS;31\8W:SV
MWK'"^N7\T0"#T0!S<,>8T01*+E"&5SA_".G8SF(%\$,M-IO."@OT&3\$+AG'"#0%
(3\$I@<&!\?C:T)49)8%%H/SNS.^)JM)C>00D=?;=MV?
+9S1<_O+0@7A+4FFD*|2>ZRO3!_NH#Q;I%+2ROHH1KB0RE LOAJ12CGN\MM7-
KI'5BI_B.K\GW.&ZE\$G\$W?(WPDQ_-)TFID&2S@7MU\|H"0BWGB-;AO/V MD:FTI?|AS?
&V%"-8A\$X+"RK08"Q^X\+"LW(NN/1Y\,G:#8#XY5V:UD_B09U% M84I_2P90*|T!V\$J|00*
(NA"FJH F61C"PY5VI&+OOH\#HG5Z0H!1MSY:0!<
M/EN\X7V/"=!\$"3^FG\+"SE'0%0\$)"Y(|BG7\$J/<;<#=#H>6IU^9PO\K39%5'A-M!?
O8(|\$V8EJ|8@|W.U\|N*&7>"ENC8V?0"C7<'9QJ.^?W7A!1 #|9&\$|JNR MP2*P5YE+@J*
|X4\(|L1/%\W\$K7"(UK9MI'-7Q7PZ\$&^T\|DKJ8;T-0G:B6&RX M*:14BBSW-
T\$&:|6M0'VF1%7G#)"\$PCQA*0049W&\$;L/AX9;U@2E+3BGY7I-
MVS7""6:HR*H(M|R;_K>3\|OJ3!'=2(9/I0.%\$BJR<;4("3U^")0?N+JFL'6\H(XK>*|
MJ"MV<79IV<=RDD-84FXWSMT6NE>/|18V@?X4\$B+*.:^AS\$I&3R@X2>\$?!R_V
M|T_WGME1VV0\)&WD\CTLO1NE=Z\&VX4O2-;BH27.53?#)+GY&XMZ2M7)W.*
MG!%%P|_11;1'HXC4)'HJK48)G?9FL9>:2|UHY%_82>\$Y*&S3|<(A0|S*,0\$K M;
|@4>Y/3M^CK1'Y3>1!=X#,<&5A+SYFAF-|LT.B=&>M/O*;*GVN.<)|J?W_1
MBZ89#BWKTK8>G0_CL(J3<5@MH'YI9N6M\N4C\|LP\O6&KVF&3C7_:=O>31
MX2*,)W63:TVB?/V2\|UF'0\|3X-M=F*RL:R2N.T/CJUG;!H5D&0!5/9A'2PN# M%2Y)|#8*
O2;)|1|5*|K(R'V7BYW24T0^N6 M%+*NSWL|G=@^Q76W"
<@SKVMQAS07.'R;'X;O6=!\\$-J;NB<,KUAJ,G3AT)"-MAJ4;-V&S&KIBLYZFFV0?9:Y?
|7;+^PU*^I
M&"T@P1LM64*MABKQN%K*G6^RBFDU9S5|'1DI*:0|'#6;=P;W54ZQK,1+2|T
M@8@*_WQA@88*+HV'5+_*\$|F1!|3O8OATX3|*OB%1#6|X;"|1LS\$U\XC|KZ;1
M'.)OB%&LXA1E/)80V?'?IZ5JA'|>E8((LQ<|^Z ^TVN+R"AI:G18=O8!0
M_U7F#+SKA;UP#;09X)4NC?:529(=KT\4KM'5A6G9,+VHV""J^NNCOS|6A%/X M^B
EMU0,78Z2QXM\$H+XUB:6|5E|F\$4FGK RS3X,DX"1+XDO#|"T'AUPT%K@:
M/ALIA+6H??J&^(W=G6\$=I>G.+ /VK4LB:'2F&W"A6RKWG@*;X2*4*+UZJ(&*
M&)=5|<3U!G>!;*80WF)!L,D|>'()QAF^"9JQ;R?|;8EXTU'NHJ&WIDQ*S(=Q
M5M\X2@^B9Q>@|WVL\$HRG00E&5^P).-Y7Y+1EV2L|86|Z|AW'3|U5-R MFRQJ*^YR!L-
;A6V2I#MN->0N^)^6@GPK|0'Z\$|=!5/52N)?" M:|(ID,(6Q8:)
L,@/'82GZ6A7XEY%-2QB\$H\$Y.^C.?WG_"
|7IHR+!90QMC,I'|:1F@UU%A,P1PX)&2M0M48IL'BX/<""%\$=4)^
M1Y(J/81E0YV69K/L:;1EH|+N2)6KRJ8OE +O:K%H#<;DDGQPIF-#W|Y!& M%G.67&KY
%80E"S+C,&*Q?(>U,6,):.PVJ1'2AD:BS?|1R 6 S,_X*0|_LM
M*.H00/SKACB"K2P@61K,,"#5"2T5*Y40;KMN+Y72785IA7JZS"&>@C2FL)
M*13DL+A174;37M5W.90D|W 9(1I=<4Z?%_!AB%KBTD@1WS5.I:HBPGIKLN|
MM\$@!ER9A=\$6D-LC#"S%V0,U,M"G1\$4KR%31.Y_-S/Z22KXTAOD9P"|0@D_/
MCF,=6S/HCIWXJ'S8>=>FR=4(SB_XL.>I&7T U!|W?ZN(CJ1*IP.BG(@;S0;:
MS@+_):F|R*QPSB! Y%JSF-4R+4!W+;)+^./VA!N;*Y)-
=*T2QIE),6D.WZ7O672#EH0'\$AB4?:!YL*%_.RP?R41\$?A)"O=?(.HQ&PL9UCV6;DU|P
M7"#00>8DHSVZMUPLIA6C|U1LLQ:&4\$SIV#/Y6DO/94E-P:O/|?W'HBG|0U^MVSW?
M45EW3G\$GM0'7LK'!8UFTA&W95^F\$=(I(F,2W-HV0'-@@_?D=QN_A;H
MT_*Y@1U7|07O+A,+A6&'%7)|1S2|C-#QP2^&GZFYG-|F\$74RG|JW|
MHG2H4/@\$(0LXD|4/;&@NHU'15S6/AN'6|64\$1'JB@6=?AC0FI/PVV8Q%-/1 MEV?
^"T)A&^T#QW/Z4/T4\$EB|B|:A3DNPJT+^FD M;KW*AS2N&^E5\$H>_QDFR_.YTCEQW?
%HP&9RC|%.7^%8YX_T2()G2^QB\$-%?X M9Y-)P)7BVS^(J.X0X|P I<:2=-
J17\$_.7DKQ(5;R/YT0U=VYF^#8.3XFF MM:45UG^89ME?
UVI")0+LO&F%:U)PCT;:|_JO1\$/(++NT/JM@E%!5" (GS| M|M?7|_X|W\$|,-|SB|
WV|\$G1JF!H9@R46'K%1|Y,^1AO3TV;<|Y|8O|WLX%ONFP8-
!>R*PDIKA!\$L_EXX|Y#H.#CXUO\$T M'2)B>"F_W VW_B/^|=PX&
|H:;^KLI(>Q;6!;PD.=)3?Z&9">V#9\$J V81Y| MX."#08.H\/?
0<)YQ3AH_S)F\$;Z/2")SH|:7AD|C^/^V&OU/)OV#3FP:OMP- MS^?TP"#|*0>V|
<^|X2_19%+2-ORZ3/GO-"I:;%@=HJ60"7|T+QQ^V1.^W:7/ME(|D
BM=S.C8%^B3|Q/)\EF6_'7S7O-\$#IY_?WA\$H|DV |HWQ%\$<=S|G>Y) M'*(C|Z-
(U%Q\FL:'9|"DX_/|HU=3C+O5!5L|&H8H-L8;.*%8\$APHZHI_E9 MMU)>@^3L0-)ZX_
(VG/AJ#U,GPZ9\$DQ5ZBWD_/&!@)X\$3| MS^LYJ(0_%J|T\$9X9Y.4.;JEYDB6)02.I2;
R<1EL6|HZFX|1W&H#P,8WKA-O M+/F875>%KQ# YH(S0 W@93PF
5E@L<98)*GEYADG8T8O M8Z"-AE!^(J/+|028P<;RU9_

D, ^, "\$036[1%DD]U6D\$QR3>V95?|SL+39T% MM' Y#L9X<<2_) NTG"D\, HTBQ66L--
#M0SF17-4HNM+6!@LIUP1 M0>W6|&T92^N&2H'/3E ^ZA.40V""|HL^0?E1)"C?
AZ:P89((^HAPZ= @(#(V M943J;,M0M%=)K5<#Y MZR7NWT*8WGXNMQ.
H<3|M]5F|5+""*)10/Q_?O.B+>"00:1Y%:X,PH88,!EW M,\V;*# \$BHIM9,ZU7=9'0-H0^-
N48T YK ML|^'^72X=;#W9'!P^'QP<'2TO9IWI3M%^ ^NAM9|^&W7 MO>G?
CRNOO&B|DF-YOOGQX,6+ =G@U|ST-[|SU2?P|+-H_ ;?(IMW|"<.7*|) M|
WJP;/#C9X P|W||^_3OG|?<9:06KAW3U6|]69 DRK'XXS+-T-*L*2^M-
M2W3;=>E8C/W|X/#U=|XJ1'OB|J#3Q/R|=^CX3Z6EJ3SL|59VL_-;+^W=7DVK
MGQ6'C^R-I&+<|5H|WQ|KLM6/+TS%O_-IFME^>+.!?K39X/GS|=E35>4T+41YV|, @HxD
MD7 M;#PEP1(FR_D"R15W+6&>#(Y>K,O./+DSV7T/*WOX=+"W-CK@[5?VJ|CN=SEG
M!""7-!("@2)E?IA_O_CX|6AMWR|UQ^WU=C0MYC_15=3?3#S^"O(
MF2='Z|+H_RY/_A>RX+N7B%YL3:"X.MP:DLX?|65|)@5C V7"->SYE<|TP=|!
M8:|OMZ;PB3"04*|<)"7+K>)7GG|QK#7K;|508*?>%47|<7SPP&|_9DO?|5=
M_2#G|4(_YJ;|S.DL1|ON|TV>R=;6-T|E47X?XXY/SX#6|TT1OB|JG#|Y,-1/;\$,*
|L#FOC..=GOI=I|HCAKRR_B2R|)+\$W9DD-.&
MHM&N|H|8+36*"Q)|TY3;|4EUQ2\$S!1!!U-L2QI_F2U M>D"67J9E;JZ294\$
M_\$;AR,6MR&BM#-?@VCX@VMI#Z@08CETOCFY1.XBB9W0#Z7\$|JNN(60Y*@(P
M#J4X*\$Z22AH-2&F+UUP%_=&1YC>^IBR>FR6^FP#PAG'L2T5CJ_-8Z:ATKB@^?#X K)
(EA? 7!9@8^%/H/ MCV"(C?T#1T6A=X=S-^#6S|M |=:LKC(H4DOXSQ+&0V"IX19H.*ZL-
!\$|+9>HB,U?;\$8Y<35;:,YA<,L" 3 MYO>!K|'9L)WJ?2)_<%!W#\$@!VK9XR3(&5)
U(^FQ33_\$|R&JN9DVG|Y&?.N(R'E_!,W\$Z8>PUG5.MIV+'GYB<3K._@6R2HZBC-
6P=I8<^P&|2CTL M\$5!G(<7T'H J&'46@?9AQRWJ@/P@"#1W@>!3X"^/7S^Z&Y_Y?
M,,XEDLNXY)6D5R\$8!P! M<2"FT"TL D:>S>=8!9|N?-RQ#+-<M-U^IM
|24WT@X9S&T8!S7XC&.<|G%A\$/\$*L1CT_H|6E%O|-\$.^X4E)|@Y_2G%
M4M.KDWB89T5,OYF;22|O!FG\$|A|D|,4U&HB*JX^""%Q;9U:Q_1@9BB6SWI M6
3Y%^ ^7<3*ANU.<4_|.271G26H#;X'|EZ1JSJW=T(,E/5I0!)E>7""'E=R M;2!|(6Q:
7QSL*A)O'UI\$UL^2L?&#Q'6_F9&##6,AOP56)A&>NVM3)S|)OM M KZA*|KH|EV!1
MTJ/&. MCX,K?Z|_@:%YS(30!P4CZ6BT)T'L6ZVG(U5O#|&-X%>5HM2RB^ ^P5
MM*\$S/57TE'-6NAOXJDV3#N7)G,O*T.Y45P@QEP7M#|H9M T72MZ@9+HV*8&
MR)|""U_&&=ITN&>L=I7|T|7ZV*V+.)1' G^_=" (7@CU31H-!|H7SJ+X*!)I
M0PT6U\$3|H@U8)\$#TB;V Y|!F3%(_ Q/U3QT@:LIA3-LL6U=_0|_51@L%7Y/S
MSBYX5;N&1SF=?P-3MEI)|J5|&XRD\$DJ-WPT7T&KNK|?>A-7B;RCQ>#O;V|G?T#_="H
MP*5@Y'^99?B;C,|BMW)FYX_|9:.)W""|%L'H_+ 0"Q,(H6Z("'
M4##=#.M|ROP+S"Q|HUPJ\$ZTIBTBU%5SK+<|K|_.+1+-&PET&.D M|"P:."*0>FA|SI\$
6.SZHX7X=1&DNMQ@F) (MB>>Q2"V_3<=HEL&(%1#@>AH M_IEEQ2(F/?|O
I7PX^Y6BOAT|Q*|S#ISQJ^)3WP\$4JP-0PPWO"AB\$%GC"Q/?;2#D/Z|+;7.(?U60U&3;
M*YB9*"EG|/%8OK|!.?:S':ODJ0|">3|&|J5.S&3\$Y'|\$KJ>>).Y^E;.G(VIGH
M/+O(JTS4TV./&.X#:9>=3RN2NM.D8P?G7|#!\$K!G;|ZKVT("L/OAE^)#S?S.
M!W5|J=^REDD! %"F6>(A\$A**N.DWGO9N|*|J_*O?M@63;RXJ,YTS9T|B+WI
ML"JLVJZXVB30"5&|E 2R;|,ZY#FD0S6)|;|&3Y|?
HHCY6,YR\$X=TV&G(OD|1TRZ(9SE+'#+JB21M!&^3?S| MQ>M9 S1|2:/9RA!M1-;2;:-
N2U?9%AY.=6(YB5%1D3!SPO|IRK*,>LDX=%Q M(.L
953.KJ)E(7;V%2ROC'OLL,Q!9PM)5@E%J(595>)|%_7)T8F+LD#+)A. M5L?-N5D-
|;Z<%Y*"\$(0#%|D=BQ2(#ON1@4(G|AJ(_L(%(8D|GCN-PQ|<^:R
MD3K'C/%\$|;|@0NU/\$!1/.+G0_#""+9Y<9&V+7M1<1|J.6|!7"10;-3X(Z@'==>
M1Z3Z+F7WEYAU8_,1A7|6S|49.IV\$# 'C.U1O3W9W6J.V_#X0W:'C.|M^I3M
M|HYZ@K\$|FP1C|_/51Z3#FDXZ=#U\$Y(VMG\$ZBX=QZ6X Z)M_D"4CEQ:'U,GV M&>,FX
@P/=|90:U>82^%4Z-^XKNML|H*ZWC6'4IBAV'. MKW=(Y;|T>CT5>&>54Y8@EC M-
*M4FO@LD\$V1I=)U.VNGBUR7H>1Y3U@?_E)-K|_PD5C;|!">5&U6)^R>41ZP M=#RSOF
K&VMYB\$PYZ=FCBJ"XIB/2@""0H#Q9F|B).ZL2J;+8RZJ-IZJ756NW
M);VL4EG%ME|)%A-D\$'W;53/\$OMR2EMV04=P#2\$V^7C1M/%6|;|%J|+7FLHJG#
MR%1?V\$Y&|EP|,>&J'|P+"F"SG48;0_Q_D2F>54509%6.3#KV?;9Z6?H|^?;0 MF-
C9I>PVW3E5*XYS5V30.*\$;W-#S;H|JW;H,C_>^;7P)0XXJS1=<5/DBLXWC M;-
@P2C@;A!,\$(|2=\$WV=1I<5W5K>O6IP?5.Z 0A:|!/?#?M)>C|M);A>?
N|@+ZM+06SWH=L;?;.%|)%\$KBIFOSBCY^~O'V
MVCKA86|CX('=NJUL,@DES,U|E#M3*S%;6O_(0FY7&'DU|,<_.|YCL%UVBW> M?!S!1_ ^/)
|M|X5!ZO6)YD!W+?| ^-+2R5/7_RK?5"2WM7ERFKD8"1((P(9Y
MFTA:5K7K917B(V/HC%>|!+-G;R8(#<0&^AR6UCN2&&)5\$35V25N;|U67;VB

M\$ZX*!I>9<>".*2<|R/'3#Y9%BS'TP4P), 23FCZFM1>2(Q:,KWKLHA/?"WH M_AJK/-(P/
SZ93F*YJZ' #9GB+0Q.6D>+>TC"907&V'\$A3@L6 M3!FA^Q
RL/U6G/DH!I+U@+:%_E|I57'/^E,W2P+4|^0)>R0V|^X2CM.=T.,
M#FTLO7,*CW)DOXWG.8J'E9=^J^,PS=*[M78#7_)KHCK9M_0WH'A,W6^^.S|HM^L-
6^%_RZ3!=1 M_E=\$EV\$2(8@QW-X>A'1OE:,@^&9MH1(I*PH,@8-
LOR/_*B/R_E+'#KKP9Z0\$|!2S:/3!EFV&+;_"K5FQ>+'GCR:H'74 %M%N*RS;-1*:T^0,VX'
MDR""AU,'G:IV;CCXX^73!9|'Q/?19,X#;:1&.L:5W-Y@>%5K)0BW6M;Y(L3=?4
M2TYNH^R;=:44NPG"M7DO7+|<#1UO2:52UD!5@8)G%Z(*DV'EK+ZM)\$4K;H2
MJXNCD=BYR\$EC8XB*!2*+TSHIU!Z&QE9||L|A<7V=\$UR)G5S MG,>7-C>J6R6VB1NV4
G'C|3,>N-G*R:9JXC,EL"J\$A+EY+K&J>-.K26TCLT
M|3UH:YOE#KBN8.P|B>+;:WV>|;4^7|/69|^O|>EK??I:'X>21JH"J>OLOO!Q
MAW#|79>;B| MMH1X\$+|*20&J/|@Y"9Y_PS?|?=(6,(S\$B.3D?|D\$F6<"@G)4IP'?
&JT#7_N80_SMR5.T9%KVN M@9\$ANB471J6:GJH."=49I?
C=F=UJH.)*P\$%Z)8I<@@@LOF:C|&(0V+S;%5-I M9A|-O24-
\$KJO&IM#,*X7!&I* >WD5@)P0F=W|S,M,I\$
M->IO37F5Y1_"K:|D:@0;PM|56K",").VD9.PP/8 /4M8@_-U.9(Y^10|8RK1&D>';A<5)D_U?
A=HV,ML^M DW78'794.1%Q'C@+AU<7P*2%CB\$X#,VJU*G88_I'0=\$"Y8+!;|&A|\$=@
M2YL,2>*7D=8?NA^L7|_|:@\$ WH!>G|P')K4X=AOEH5%ZR E"TH>&D>HTE5!2.
M8ZA'M..*S9BE|0H\$025.)XF8-JOY^RJ4Y4#L|N_K")|;:6?(^%\$Z@@1>(DR
M**M2C4GS0!;PSCSZH\$S*Q9LV%1<)6 MDX3%-\$0T@?;(!;9T;8F=7B!M?K#C#^X;>F0;
(:@F|0A^7P+4Q/3SZ=U\$R0 M90IW=EN0(Y9*J2YT.X.OZ,
|A4_)7=TMR!;\$6MNR&;VIH4Z=HU4N%(0.?X=|G MBH=44 *+&P? MUD-
P*6|9;22|21N!IW;53LM"5Q4U@1H5% M;ODL^!T M_4)(B%+2U^'^HJR&G,T4&5YX
&+_R)P 35|)CJ%|/#!A/_ MJCP5J%&7S/5&K|CCHLA&NG7,,BO#4X@7Q\$T?M=+0H
>I'L(^, M(Y|Z"LHY4@/;4_8Z=-@T(S^>^)!.'O*KW!8U%,&,|#-,Q@-|@>(.SUS 4F|*
M*WG!\$H0V5CR'G,IV<@RQB579#7^WLC+T#\$_Z*TI!06#B%"#'_SH;|;4.):N
M"|_K5RAZ9^V #N'T;*CL4Q\$49%91.P%Z&4"4@_"*S60G\ L>*|K*2*)/*V!UQ;AB-W4"; M-
&@!6*(PR1:#1|W5L6RT.SF4I%OD\>2IFQTG&P!A8)_RO(JR;@FW(O,P>AUX
MVB&;*S^RM,&K_|M/5UAN+|Z_-?KR|+SZ_UQNN4"VVE4B;N-PI 4B3)R9\$#W
M8QGY|GAY,\$MO"AE0!|N#HF-\$BAUR!92&I@M+9ABDY2NL0QHGW3K(|8-^#|=
M>|X_WOH_V?|0M*;3EW|ZV|4>3W-8Y?F8^6|G-C6!L|.8C(0G@>|/\$_?O M-
_MZX(.U4*-G_Y9,CTZ3,;SVI/MC|Z|I^,YN'+>|&BL;*PH^UZ\$^3@OW M?#WQ;O'TSJ|=^Z-
|&U&4|NLU'BV66?/&%KER(D|.|3<"9;_*8*#>L>EQX*XV MZJ#|Z|UW=K-
ST.P>_MBNMUM'7JG#J|^IO|Y%,NU5<3 41W^E#|6-.9\$P>DAF^V#X9?
OUX"0<,|XK/20KP; M_AO4)XBZN4@|4MV8(R;0+IS;J1%CLJ1&UAJ1&N6=8W4|)D;B-
6@F5\$;H|,Y) M87R.?F\$ED3.?>|>P,X^ MG3KV)W?9=Y.9_1L(EH6WP\$?<
EQ|=^WT0SWR*N/YQ7K/0|C@7XF:DRU^-.?5VF MHN B<+A//)\$Y\$Y_GM#D&YX,
()1VRY," !:A1\$'ER@G#8FB&!Y-L|V:5MOAWY1>)-T?((,W_!
MD"GFRIOC\$!18R,65^JY^5M_3F&D4&_..X\$.>W)K)VXFU/GA!UMOZTKCCJC3N
M\$4OCFE5IW*LHC7LYTF%_ %H|N0B0ZU9-X/IJ-622X|>,Q| (1=3F;H*(@*W*6(MNZS
#%;2/8EW-H|:Q2X7;XBABL|7OV). \$V&D--39'&M|K*NY5=+T14|C#B M?
^/Z4V)LC&N@58&J#-Y+|2EJT R'8"C DL_.@&6J=?Z;%Z5/_ABKR0+|/)(^"_ M\$A(1,X<^+
(H<=3J&SP92|:.\$F^))((6.(YFS)/SF306.,1Q;4.<./4|T,TDI
M_I*8"U@0R!8(%SS)W!YL3*+AS8R%5=Y^E/6K?DFB,W" |QT<5)+,Y_90|QWK
M|\$_3|(/#;|+_(1P|D:A_5|@*%Q&89|JB&C8#_J34QE.C,N>@2WE+@8(-4|V MA!
|5QMNW!|L!7-%P&0 AR|S6O.-Y5##&U0A9G,=4P_DF=J.C#D>W=|!L'O|8
M|)^@B8>|VL,79'ILS^(_18#YJ63059U#='^:M^C^AOT%UVORJ|J0-7%"#=%H M0XL@-?
|&T|;J1A1YSUDA6 I@EC5+-^01SPKF> M|RTVZS5D>AWU2:-0,@LAR(+V*??#16?
<|ZT2)CGQ(N%7GHI(FX MD,B,AA% M5V8.#3)_AK<5+|E;+|UU-|2>0|V
%7HGC#3!8KI4"12//(:5GJ5@H!6K M;/'PWA2|4IMU8^Q>Y GJ/471
KBP83H6FW530#*T@/2%:1_PR=&_F|X;RM# MRC6^08+O FNM'XLE)2Z0-
29&L|J2JA%|W>IAC M83P&\$X0|MT/2_"1T4#D|!'_2F|-
U@L,Y|7!U7.P(|Q*YZA=I",YA|6HP&?P^ MB5-.E|E7T5E"S<\$@7+P,K8(&'L!">V(BR93A:
MCQ+V*%G1(&_?:9|8?I1=\$C7@>E|6_7^Y8 MVM2",|HQ;T(SPH2!|6|!D.&4.?KNSQ#N0
HH4)2J*.,EZ|S M)8/J6Y:&#|NVYA.1.B34M?;.&A\$?PMLI1E4_-.DX+
<99/JKH9%DL:"2Q6;SD MZR-^UW4NVOAS9/TFNA|?
5J,Pl;M>VSZX|JTO/3QH|@Y;.)ZTCYHGW<:::OCD M'+HT?
ZH"\$K9W|W>K/N:E@*@0M<2XW)&-47A&JF8XLT6T4@.KKX>%,:>YQ\$!"K,02%,

MA!LO@<=\$H,,QX|<;X)'E3(CQ)+S%3G<<@P>\$%S#M9>.00G:&?.,*)THP.L;Y
M6.;Y<%P=K."I3"A4%:%^G)E2NM(ZOM!-PVU_11ZAU.:40"S5CK'@&V*UXCJ\$9=?
K/\$2P(+&G "-D!@T"MEM4+!=&%%75Z., 'M)2QSF&*2<|(:7UR @)8)A @L,R
PTRBKJRT15R&V9IH%O)%FCZ8 M?RMHA
'2@Y,ZX&D0FCB4MWP7X5:VWG9RZE|)\$ED7NJ#P1_L7@XGANW+!G#5A
MDF"=5|V)V%:'.8L+4Z6F-I(&1A9UBIZH7R57PE<2/'Q+Q%.,)6V'E!=98L6@S6TJO-3'X
,CV/10G2M(3@8'=V4-;4,#9J*A/*>H\$+) MVJ<3AF^H\$EW1MJ2)0&M_!|+;
MPP2:|*M@|TCD4RP06-/S|F!O9\$|=:=.HU* MODDH?"2--LI25;IC^WXXCY=E|_5C@1Y2
82OWBR\$9V,E&MGI4JX0DQT2<%0! MDW8'_P_>FD2JXRL_LNN0/#!TR 6WS |LL|BCP7V|
<|75|KD\$V55=B Z-X; M_I'YH>D;!O\$ M|>|!ACUC%-A?I
|\$^@4#5_-!S|'O7WXY5(TA|\$508;|OKV:A.!(7|13?/2O M,JR;737P^_7:"
(DMZ:NW8M4J/ZA5!YGY_LO5U|.CSV<71Z>G9U?V|7*&A>_)
M#"7A9X2A|8/%H*O,19ZJ;JM_<16+DTZT2Q,: 'DC"B2/%VRS0;FEN7',OATX<>3_M.H6^G-
A1_|V>P8.X"UX|_|^/3U MG* U&TXS?529VD!9_-40I_U|& |S0I6.%62J#|>UJP/*)|3%Q;_&
(.;+Z6! M.*?>&&4 JP|0>M*?G|B8%2#1J|0-C? +C%|HT3Y|HY=?YQN2"%NCF9:I"^\$
M%L4HPX,A'2G6&E;&Y|J.5\$,I FWEIS"2A?:"E,#Z6I>3JM;E\$6M=6E6M2U7K MLE?
287|6#R;B>8KH8UV"VJ^LQ"W%4:QO"N%^F.B.N5"):D.2=C)TWQGB(05E
M8B!QW74%R|J1|S\$|G@A) @OAKB2"+A8|S_ N5A934H/,(0+X;#S2-J((PR5
M|!^GQ4T&M(39&N|11R8!G|L|Y|Y_!<S*,:!.D1C MU-M66,I4L/
-5D|SYM^9!AXGJA8'TS092-\$J MBL,|5T/1I6N3R^8B+!*R|/ 97DFJ"W"C_9E/H29^-9KO;
|J>7BB<"UI#7E(@ MFAMRE)"5RLS\$U\$%QP7R%9)H)D:8U/7LJ>_=:<7Q)
(BM|C24L9ZH(H"|_I<%! M=<(&5CVL+PJSIAH30/9QU9C@?9G@|,NG2UH;?#89N8-%
(F4TIC 'U==LV|_&M)4DV!4M38JYI3:5C9|7LN;U?535|;N>NY+5*+DQ_X-
HN/A+CN<*QVQM;8R5E2HC)^\$A5R%|K"HSJWGLPLN3QIQ6|N*GE)%"\$\$.AL+@:6
MHLM;|@# 'GQF M8X5\$%^?W/;|Y68TKB"A5U*VC;
(7=Z4|JJ#^M@8^%8+ZBU5IG)6)FVLS<:/^ ML2H(P5C^%SM%|2Q)502@(:.#U081D@V"
|6|Z#"8\$A=.&F/9G|& MA1KM,%K#)71X Q?#HTFLL,U9(J6!|('FQ0H|)%A"68F:=GL.YE"N?
Q"QOL#MR M<)4SVU+= "Z;-QG<5?
(^PH%081+K(@V&2K0QP2C4_ 'H3\$/#HP0JW>10)92CPT|&TP"630E7"F-
12.%/"1!!M%B97346"=+?%9BYV8C-R 3H<^!7L2@)/PF&QD!U|1.'R)\$0TZS<93C'I+#+>
(!9= MI2">QLF+-598%Y8=88.A?D+F1@0AV^,21F_NXW>Q54)C",M5AR!.XF6|&;2 M
FG@?UH+J.*+O-BLA-!*,=4AG2G5)?HVR|Y2NIDJ#P3KAY^FP!\$)FAD#
ML9B56N"RPA200Y4VD("WTF+ E5-XJ'56.HQ%!83|X'B\$!.&;Z#+.*J3U"-
M)9;#>FDW#K\$-K 6(.%:|X0TMO* 5Z!KRZE/|0^,7N.|J5LZ#^88GF'CD00U|
M.BV|ZZHRJZK,VIUH>569Q>;QY5'CJ-%M.+1"U^!;5*@D:<,0(J,C2&R!.O/
M8L70H1*+._WZ207B3(UJ|R2A4 OV:<+|HOO'GWUIFXP|C&>\$_ON88T64?HW M-
DT8'4OI6M4I. C'E8#. Q3(|J|!%|"\$S 86FG_JE!,T-&%&>8%Q53&8'H
MQ:DQSQ3#WV:?'WRXZO-|O#Z_=M7G|RKZ_,K8K#(*G/|@Y9@#S:-FLW-<^",M
AX7%_8!^N7=0|\$>|6DLIG+;;^2T=UF9ZR@9NL'CB!.&C&Y).0K73.EK|Z2/
M:\$6#*)Q/W#%|+E^/ILO9?(P>JLTH|9Y8#>)?C=75946|=R5O&)QV#AJU5NT
M0#_."\$01>+G8OSC.E<,|&N/-14#,>&&-OY)9JC>>AFFKBH:VO_C|S\$54 M?
K,E>SVR3^USC/=|2.-|ISCXKLK|;2GOIRZ(AX?DN%0B%|E,J_NSB:-DV| MZ-1-
:NI0P3|J^2J.I:EZ6U*71
M,8=Q.*-2482DH@*>FGW:E|AZ|MUX/#@XS949U*K6)L5DEW=AGNO&C>ET%42P
MK|O="9UXH":L<5\$2%N!3,, Q;DTEON3(O9D7C1EC"RWD(SDF&;E)V^7?Z*?^ M,XS|
(\$1X WYW.(/|F<=^D-ZA94ZP5J!8!4R#+%PU#C&<4SX\$4U\CQE5;@FU. M1|
&.@\$97*1#EQUX1A#VU7(R6-RJWL|JO#>MIR(PTSGPWFSI3;&SJ@S+K(A%
MG'_"+ON2UP%V|Q83-P;VJE)M6UC|18#H%_FA4O!Y\$=B*V+UA.@I&ZJOA"4=,
M_\$9>2SZ'LMD,-|?H-VRS1?Z"2Q\$ELRW5B%8QA\$W4"@ (6*
|U5>DQ+ #L2X;UZU;#O<.,8Y*NK.A;/1C2>CM@IB41|
(|LO8K):^EG&^TN3+9BA)\$7O#=%*#AQ-IO+F/1:^^ (E7|H"9%)(O;|H|/O<-
:9GD,'TUEYYFD.6.DXY.G:2)9H(!P MH)N.('TW)%RN7#@#8^LIQJ5G-
U#2LU4*.*%04NJ3#;.#50# '0J6X|'"^=@2L M|).#PVC'J|>:8E(3F@SQG4WG(%>V27QJ
FZ>IOH|CQ^JF/PR1 #C3*S_ H_3 M1N_8L4_!*, 95O:I&"7,PE;N4?:7
4XE:O2J06H|X&U26%9OM?(IM^13TC60 M3VD\$N'/.)97ZN3(/47EZH"| "JP!\$|8J1"Z0^"XX!
(@JG.(J%B-\$JO*6O!20;?6>?=U8P"G14 'Q.<M0=N=A2!+:?>J?I(=%*H2O
W5@,"!NW"G2ZH% @ L\$?XT-%_48FA6NWV;6\$6H? M1.4<5M5;K(V-68HGGL#_*!-
P|8CFAN8%C#^YW^GUY M4I="++(|;+I#1=!*',4'H,APF|454\$^"DX|\$D^<+=O):;ZV|P?

JU&9UQGZ MZYHJCFI0_8.42WKD,8\BX8'6LE3)R K4S>EGHE^WN367<8VSZD GK)>S?
Y#803BQ" R\$VC*Q(@)_X@H/U.(?79Z=?150&=?RF_G0+,8
MH:R\$T+^]@/CU<[J7>AUTIDS *,LL!%9,9/*GM.6@'A*@???U?
5T[&,CD=3X;NS/ILV!H^ BWUQXQ-&07A3 0IT T6CY SQP MLJ=A?'3N3QS9!
Z>^MGK= MHT;K^*0&C.ZC.*XU&IWC MXU.JW/4.W1;M<,152GfK0_5K5I^MC+[#.187-
<\$ MHW(\$/C]5\$P)C,/7UL.1U Q#HZO4:KQ6XLU &?;5='!=\$;V/XY96X3?<>K:
MF&>W2O<'S;OKO8NSQ;LKWT_Z;XEE*CBL2V8^D+2I^C]D)56^Z;Z01D0M7*1 M319?
MAJ<5*K6[05]HLONC=?N.#C>*MVZ5.(WIC8)?
F2#F9#1@S6@NV47(6\$C\$3&+2%QTZG@7A=JR,1>8T1D9J& M+|@ZVY_%5V-
#=F;Q"!23DSZZ/9XS, DFPNPL 1RCD/+;#=#C_*FJ6 6BY^'Q^ M1"A-Y(*-ZJ!\$EC8;-
! VZ6\$^I6/"H"#18 1\$EK9P<50N_^=28Q,^|/4|M"
[=\$DH.*++A%DBJJC7?"DZPT)F8VH"KTG-R<"/!;9#RLV42=R;DY|A2#.49,
M[@4[B/NS>*1[8^D)G-?I-PXEQ'K4)Y6DAF0@%A) F_!&%Z(H86:3I M'W+HUL*!.*
_XXD_C\|VX2396S#/N YIK|C6N5X8#*52I_F&LR>%5SC3ZNXIT
MP^E_H^\$ME@QX5;V"*5M0M)X,I106,QLO*XMC.XO_P M+.*|(R)(_)Z4,Z8'R
C%\$;@.N:.1139S*2.)4D00F(Q!Y"G!78#@P815
M@,^E'BB'8%O1DF2#&WL;_F4.PO@C3R">0;R|FS3U!QC5"L8U
M"]\$N55DVXW".P\BU(RN"@BFZOS>G=|&JO,;UOJ+%V)B 4P>6N+O :(5QOYB
M^2*@4"H^W9_%7BV;=O:#3:~3_I'2]F%\$RU3100*T3R'K3T=2!*ZJP4%U8Y^5
MRD"!BY!#L52\$C#ZV,;C_X+TSL'>JK>(8)AQ51'B0>N>D(P@",X#5+C?W9U
M=FBBG|Z2/7/#,SO!NTJEC2%IR'(H_PO\,U9U>T5CI&:8++2023@=|N?91O'T
M(94,^JOL&QSU91N*UT0G|,*A_&<'3H*8'OJ;J-G%>_E28Z=L5P#>4'\$"=I
M/;>G#Z8GAH'"54,.'<0"93 M/6:9T&F!>+31MMKJJS TM@F-|.((\$7:|H&A MT
&:1U@NRYEA/Z3P;[1.VIC?3#]>SG7,%#\$M!#ACM8#)\HR("BR6_@|.8UR
M#^>J,EQ)C|62IV*5BE7N6NM|15FTPI4"N)QDYTD4)QA>_)DC(5I(T/&VY\$ MM+2,;P\$^
-2RM*M=HSYLV(UCE<#0\$=GOT^K52YTB4HW+6V5%UI|_|7KD\$;
MNYC%M\$^-52S3P-L,UD:9>L.*WA*8BUUY>_9Q/=&
MM(SWW|U!0MO_@G4;F#K%!UT/PL5"5]67/^02_CKPYW#"UP/4YGAZ(X:/+PO!S.9US-
>|XQF \$+;L/M6= MI3I0K9AUG80C I;12'9^ JVD' +;Z%DS^M2-;@I5TT|1SF%60N1,;P?
@Y0| M8EN9L5Y|++O|@7HX(P6/+P|"K3"F"NXJ2-6O+) PR#?ZF.[UO5>59D\$B=/
MD(0HDV,|Q"BBB6|@<0?QB\$!>RGCPT|=3K2%I\$4-*7'ZB5S8;I%Y;SAI^K,/'
MRA>%AQ47IPT-O1(M%OZ-E@J'\$,Q"!%X'E8#H,JY5-KI2ZVJ_J'\$10&&\$N>#JEFE,LPL
V4T&I M%,^C,\$|FA:!'5T'3*KGO0I(A-%1Y35>,8N^6@|= \$XNI))PHK?.Y:.*4;U8
MY7TYO"(I?O4U\$TI'D9_:B50<7NED%^0D|5L&+U?_K(5+Y;J>77Q*BOED_W M1"U?
F6ZST3;"Z3\$)JF\$%P0WXP=^78P*'RDRYXTG;94\$|Q'A5^8\$7,G&IXOM*_M0;|,'VX|
VZ;ZW8S4P)TC4I*NJI\$U23..V*3>EP19=);&JRE61
MH|7J4)4S#6Q_:E34_,DFH>Q|,O\$SY={D)/%}*3.9RQ#F2?|U!|E|0NX@,.#(M=(&C.J*)
(\$;+;+?K,\$R|_U)FAU;JL;)D7X8EF|8U/7+#+(T&E/AOTY%%R648+|^#;M=;\$)%;005?
1J.CCR|0G"+PWV/O^?O^ M_^);&.L5/EY V*7?%=%KGX_H_-G8CJ,|/BR:Q4>-
_ZW7CVO_FH_9@//_)^ M_>UM|DCWB7+VFNS/T4MCT)%B?H#1%,D-|'I
HVT"&%T*)M>9+JZNT\$>VACY" MDSV&-VXPH/B%;8S|8KR?"Z:
X^>^|P>Q+YX!)X#D=B;G'2X|3W;@3>C,;> M9
=U%>9A<:/P4M!HK=N)%W!1+@&PY4J=K|Z^()Y=#SW?K*#G'Q%ZOEM!SU?0 MWLE'?
9G|0@H_^4U0@XT+!2Z-M9?\$XW6SC2-7*GTZ71WSEQISB)FQSY^3+R
M9_195K+Q(@I3>-^|C&B'AF(E\$2,/HB*,B#F6%@KKJ95L"-JJ^EZXAEJMD@
MC.8A8R12P|+YYU,,M.#4K"%L|V=@^E*V<# 3\$S?&X0SS#G"4|3P4#62S#*P M|<&E
T'!=5!VMD# JH8*CC|160^!#,U8"1M*)FF,P6LZ2)SI3G>1H%
MBNZ""OG1'WEX|6^O)N\$0GA9/;Q;&,|!<|P2|Y%Y:.*<^|V?);"<<"K@D30(
MR0JRD|/9FH_CUV|3LR#8:+6'(JW\$5BPQ<#+=9+1+AS|JF%K2=V4YPGOUTJ
MPH*M|00R'K4V+0W*Y;>KIP7J4FP-MN:V@C|7S4X,VRQ#XX@(>LB680C1>E|JQ!
(|=B-XEU/7G(9NQH#|< M&%WY>*2X7P_- "X0"U\$B-@_-'4
M#_M3X"-8(B.=|\$|+I(4UBG/CCR1%.500TJ=3L+P0Z|<,9(3PT8_-2Z#E'B?E7 M4P.CV@|*;
7\$/?5ID!CB,;N_Q5H?<_ME|7U)%MZ+U--+,*#E_'T-
"TU(O:|^@JOOZP\$*>50)B0L7L3>PY%E"!\$E-DPM M9!|NJA*! M|:3?_ [WO!S)&\$2VQ?_!,-
AE-#,K8,&9J5GX|>SYELPVI9O M|48;_S|^A\$>'"^Z|;)VD'LW!AY|G4S!',"*W>PB=@.
|+POY,*/L+P\$Z(C_|M)_+R1(LL,;)2?L=+;)5/V@=_M@Y;AV=U|+|D);)YE=K2-
Y7C/LQ5D)"^': M|L&UQ*_Z;V_MKGU+|X"4069R-Pl.FD^%X3,\$Y5@
MOEQ+Z6F0&Q5JH!K?J.)\;55,HU2.\$')&Z|14'#,;Z_^TYW-WYUKE&V|L;6P\((:G5V&)U?

!!)G7C2 M?TH"&HLWP'@>3/""6'6?W(#NN'6C82Q@V/K,B-9IACJLNW0CW^=3+.*!-M1
MVH5%%1OI2HP""#7/!UT0J?F!OXQJ>+Q03N5K/D:JX4,9\$-
=RlKM<>>3PZ6EU!9)Z\,5L/|+PA*VIU051AY:(|X,^9 M0!!
((247_NP""9R5Y@9=0KWFE/|F4|T5\$A\$1\$(YP6LCT346F!L)C6+U78BZCU-
>8^X.%P|IC^M MQW^#/?Y?HZ04)\NQH Z#D_)="2J(BMW,, \$Z?-
|FJKA/>\$5.M,/ ^O|A,)98W43NCJK|S%|@T=F/)&0FDUK&='GL3Z ZOW3\$ ^W1I
M5)'1LT\$FT\,O+L@'9|1T(!Y?9K,CMA@7J@'LKXZJ8K|MN|7:6!77:J|JC71
M#RE4%,:+9+A\$PLY595\$%YZSO!Z|9>)(-|B(GKJROM*0\$*OV-2Y245IB2,B2(
M=W.U<:'2%#9')D1^R%|)<#W1@>;'K-0C3.=<&8JG(MDM+/XTMD2(4UT>=>RC
MM!NGGC5=(L|P0,F9(Q)-1F!D&B-ZF-"RM;%<2JL^\$"?JF;^@DEE|1'3*=9(|MN2##-
-|A|SJ?C00U00%905Y0-9!+9-C#,0U|/*CTUK,,)E1/,WY\$6S5/J3 M,DP+;G,:?
M6EPYC(_QM,:|O=Z|7#PYHYF'TNJ\$WD\$+V'JF3>G|G:(V7;>E
M9)@10)"| ^R):ZUR#9OG&K90-| (*_|?A".*"ZIZ\$%8*S6ZC66^T02,T6F< _M:H/JX\$WCL.&
<|J'9(5H40^=|J@+QJ-WB&I@S-E>9EQ!X6Q3^7Q8+"\$F8)V
MA|0DC|\$S!OJ=H!)JM%&Y4+#A-!G#"=@M^G4/J|7ZI@V8|!YYBVTWUWA2I6TW M!
(NB8\$Y,"#E*.WVE,Z|8K^*WU;S6PQ6V*^ _7G|FKNNB'79|J|I@NF:S|72/
M>|OUPIS'R)O=8,XSG#WW,|GNGVC\$'+NMRD.0|H%?V9\$X%T=B:6>@N8 _@JV\$0 M3|
(%?I&GZ2KN/G38C;'=&>BOA8V!MQV6IVZL&R17;N:78T _=7DT9X%E4ZRD
MW(0=2K:6@#K"EV,"6Y)YX?8@F2*DD4SUB|>,ULJ-N+9O?+=LH&K%|#O/1/O.
M| %E^,,:D,U/3IQ.O2ELGO7+0 F73M@%\$L^S^J5+=1"P'.Z'54,R|=1=6LM'
M_(:,Y"UR^\$F|Y=1/.B4<3FS<,-\$8VH| MK+|<5(V"-
B4CM^ ^8;O|,4WU6V9KR2Q_|+|S'T?/, _|D;SXR3I(JP50?<|2(9
M^IPN.I5X64ZM^0@N5&52M|5X?6&KHY>QW""'Z"? (S!2Q/OUAZ6U@GV)>!'| M/\$
M#D36 _1!T9X3C(0:(ORQ5J_I+WAP^XTVQ:,+X(B58|V^R4(7OZ:WN-4EB|4Q)
M#8BN<9'K9|Q(!)2,0"/XA%6ID;LUF|XGKH&0%6PS+S!Q W|>:%:31&BV'\$3G
M2JTR;|L,/5J<=|6|F""E@S!656 _<>9 VDDV7%%0.AFQ3#KTCM\$0M%|=-,0,: ^
M4LK9:/U(X%0&(QL21J.J<:,C*I"J5M?R!FU-)8,0T6&8>@D)&1.?6E1N M0 4-
MH!7A=\$2C4Q _FE88<\$F>0EP2.#\P%)=6R;T1J|?^LB="GCQ|C, @FPE
M|X65&1>77U2ZV"IO#N18:N"ZA|ETB\$45^+R^6T M!3P-
NGDT>@E9"XF,DO#J170*3GLM" |H>QW2,E-&E2^ _15^>HXBQ|I JIRM0^
MLAB("7@ \$F>|IT93*J4U32"J1Q2!ZO"CV\$*.0 :| ^G;A*K\$S|49/B|64K7?*&C1%/|:?
QU+)=2F.9!AA\$5\$#|: #J6KKLOM M*OBL J)?6ON9J_H<>6|L|+5-
8JXX#8|M'7T4M%IUW"*P;3|4^X=^|JP8(L:Q(!"T)9: MSN:+-@Y!Z+939M=
| #JK:FCL9J*JZXJ MN1)W&&NE>JVNC#88E&%7'^)S6'?
Z'+;A: +|T),FFRUNL%\$19ZC#03PR'<|WF\$NU8KG.Y;H=/(@:,UIYW1HH^TA!)#A(#
(|PS(F@RW/XT _ERE:ZTO_DD 5# M=AS*GP!6%|=-))""*39ZXH-
>.*BAG""898L9^*YBF&7MTX#|/@S5* /AHOZ|F|! ML%:2:3N2R2QVP9%
(5.Q2":6M#4+R@QLO!I<>7H&E)@#Y^JG.!W2#!)E52LO M(W^O;/3%F\$B-0*|!
R.HV>4S|HT7/>-)QFY|@Y
M;M=U9|T(G"JPA9;P,C19,,IQ|@VX(*O5H,HK _BZ68.&JYBQ5IV#9G(Y0VF;?
M*QW=DO+!UHXW=7YWLJ%PVIW.P|L@#F|V.!05NRZWVXYK>..8V4W|\$&6\$O@T
M7#Y83-1*|JT5IV6TE9+;3DDGC==2M/IMIKP|HX<@G-<|SK==CN|/%\$<-((O MT/>"
<-7%TOEY/H.E !&&PTKN;F_@6>QYWAAG(T1 _=T!MP H"!|0G7A:22_D, M>5*^
@@@0J_I">"E<=<@?="XA@|E"JR7B"U99S
M#&;B#PL\$X4.W)=9Q"8HFWMKJHSP=/N9/PDX&D;?@;(MA1I4M!= 1TMY MF+\$ _; 0
F7GFP(#1&75I:;13PY<6M:O2HD16G1-C33 MGDFB>|: @*PR#D8|ILA'ZPZRI*);I9L&D
Z1^O|H|^H7_*782RO@;% ^R=!'WA MN4S?LE: PZ7C;A0T',_)R4TP/YBM!T1I-
Y)KVK|9DRS2+*?|8OPPCH9NJ'%3COEFZN#)^X ML1\$^<>| "FC;>^T3?
0JC,7S,^NC=@K@D7""7|YW#PS0>)^?'C)09-N0FB3/2K ML@Z%TCG UF|N7"-)
|P<30^ ^S|T"A3A6>#3&4BT4?.\$=P*,CSVLCCKX>*? M|!'X\$,\$QP%084Z3#^V##U^ _!
J,4EHR6XUF2(|@C|R>/,>#U*S^7\$951>R2"W!;V% _@*
L,;)H,:W\$(S^FM",^EL(#A,I'N08SH#B>AGV>C&KT'TKZ\$GSX7Y2CK," M
B%%87LR7V|AMFN.OED, @K^ -?4Q> D'\$%*Q-,)8|Y,KQ89X6&EDM9%|HA
MC#R/RUOGK@_L")R&"6ZS#)>WK>N|+.)CCR%-RXXMJ\$J&#\$ _S1E3#W\$+U13"
M(<&S#4!'X|F#LQ1+4;JKP_&B0SL-FX)TH>S)D+288 P7'\$#S/,\$Q\$X&, K
M,/&.&^ (+Q(T7|C 7Y(%C 4,23@ZHPDOM4 IWS.9A|M*%7>QP&ZRW-6ABI/N
MJAAA'Q>3<\$@F-H@9D_0RX&%P>/.3W^>GQ|DV-5%02(=2^%546^9BK|BF)KQ M+?
5BX1#|,4&6*<0|X =K=:A3P07^X1DPZ%A^A|",8,U//JYOT!^\$,,:3XF4: MJSMR,|)

(99R(HNC6JF(X<#GF(JA4_1=9J6ITOA)V0Q:\$-&M^@J0@KGL1L;>B,OK0Y2FHCW.
CCQ92#NPLX M&H\7SJ@)X8)V:BDU(E^(\$P+99%*B3?4>V@0JR\4?"SW""E\F2Y;-
!P^DA/5 MRI*+O)MPX!8UB#7U9R!,U-J9X2B,30_*.5=J1<6_XT@>J0+#X-L0&3)4_*|W
MPF)9LWLNZ\VMK-S\@6C\$:-9AB8Z1,&==<|/%A)%2N\4,3-*L&<,M @^,73
MAA\1GQ&0ZQ!,YB476K*(A8N(N4:,R)2G@|. %8H=RX<5HQIAGIFE#@B&H@;WO M8-
NR>E0E CYIO \$;S&&=,JT^)|%-T9OC2-GI37=|N4,%+I97,'>Z"5;? MB-@PHE^8U/-
H;J&J\ \$*O" VH#D(4*P^|4<@7R.0JU_B)D*M!-&N.,4 Q&; M.\0\$-.20_3FDZ0@8PLJL-
%TE#4%P9+&.D&SL6>9\0ZYH1X(!Y4ASI=TO?!\TL M!C#|^\LMLMB-3->:I%_A_D7UO>
|\$UO% '<1J46+@,8TR,9IQ&X@CG\$ L4RB05:/ MU5K KDBB"&VJ#UP&@VK9T3F7F?N-
81GUL^P*\$!M+'SF. M#?SC>R'XF\$1 JJ8GB4-Y-.?AM@S#EM1?
4\F+4P6(!R8@7"V(I)"4XN=^47D M!|\$('H_ CT)W*R'KV4Y8\GG&)H\$JR--
KG)G(#P8!9B\$XV":N4SP!\5|>C@ MIM@ ^BKDF*3^@ @27%'^ ^HV<&_R5-=C4Z"?&W6
MZ?3=&(TO34Y(_2@N @^U!\$;&TK4)P5+Y\$ L980"C@VB5CU:J'&')8JH0X8Y+
ML!1L(:0ZT^>EJH(-4RY*6H_J0:5=0TC!0DD(#U00SXZ&B<9+)G==^UH(!H,
MF)H#+JQ\07;2^HQ>IKH/6)&|Z3*Z%4902JCIRL:&&%\2H#F9EE(64F+Z:87
MRD+,6@L\$PDR5ERBT,:B5(*)9IZ+D1;"U%J3;!W- MRJ%'^|/X"
| #LV"R98|L+V9&JW3\3D206H5&4%":.+&*-.|,7F*!.&4KU.:P^=#
M-.940,S+E"N!..>/6,%T.PDMP5?/\$I=)3&3Q)3*?QALD"Z\8:J5KJNQD+J,S MR!0&-E(10-
X1_RM2.Z+N-4^"B1- 'M!634T5R8J3\$>S\JF!T-!&C D\$*FP\TJ^A)NY9J MKHJ""&4Y21M:8J
|HB2\A5..'(O>NLA?%J/R,)2.9G)72-!JEC4BM"-|:7
M4&|1@OHYOR8)W&0!_KN/C9G@!%N(@Y96&D)!|!;RRR?VY_%4_*6\>8(%C+ M*1
V6_PGPX567AAU04MPO1#^=KB7)4(OSR03^OT--|J9#(6"RQ+_EYL"Y<5E
M5:\$H""73B@P.0M,:?U6Q3.ZKR#RDTAT;7)5)P:G/UK@!408C<.%Z0Q-19W; MZ4/YI#-/'
5#R>X\$NS>K5I2M&?3#D+0D! ?G(&D;%C4H\F')F7IF)TZ.2A!)9
M4V%J.&NDU\Q)&WTS\$3HLO\#&5WQ(2_%1*QND,WK: BLUT;@.G:04-N%? F;
ML:>^0L^@W(!JT-(\$@U*4Z>41_2\A:Q=KQ8_9U%H6?U"S\$+6K^M7*(.6
3XEVN>0<826JMM6U5=)\$ MFL'22&G0S+&OI!W'UIT0&4\B+;; RE8\$G!>-#4^WR-+*
<&7-SLA5RJ2GZ2-J M7XC1TXB\L:H?D"P6EAUXNF:6TH)@GHOJG&F5R""#BM-
SJSW">H2@_KJYWIR: MTLB0Y*.
J4>%71EH.P#+AD'@@@9Q0(#RZ90,^J'YGF,#N+,19SZ3S:_8IR WS MU.PPET-
4S5'&543(:2A\$;BG6K?(F?<%G\UW%J8-?/EW6Z+|:E&.#J'T"L8 M8E) %1WD!&
6|UOB%V+|4T\$8V"F3!!95!0"V-8K:G7J<\$ _U\$U5!-I94!LCV/ M1=2|E+CYL9H!LQ.
|Z'HC"Z14:77CHX(8*<|LZ#6X&:S.Z5>AUAPA%5/<_8G MJ'*-RPG2IH2-
K1%3Z\4)3EVC.3%\$A2?B5C'CE 4J1B0_G9Y
M_M^B|=X(0(I8\$2M5BHEV(&@E9LI>&D.'|J(QH;T7Z4*3K"YSTGHL C'+X%_RQ
M"OO*!"RD 6<|L. \$QIDJ'"F7JH3E 6GZBT)ULS#;:L(49K&N\&EGS#*NX;
MZ4;'=-/39\$MH0L4|RDZP#'.2>|(U(B7_?.B@3<::8MA7KGD L1)C5TN)2PY
MF3WEV+T6-R#\WZL ;R7R|ZHMC!KP,?-S1(5#1N=P6OE*PL3_+N%R!BP<^3PB
MEUD79X3RU/JAM19@@>M5,=X?23-_ /A*=S1:P%3D.PV'-WNOKV>O% W|_N.A
M^V_KW..*OL%2H3*T|2N/JTFN%UA,= WV_@*%P%|O>*|73|8?HP|\$=">I;>4C
MV\$&LP\$/_G83*9&#-SK=LGPE.&|OQC.<696NJ*-8C'Y^*|1A1)3M66F\$1!8Y)
MT<%O\JEO8<&C3 MEY4J65^7U*WJDAZO+JE;K^J27D5=TF-
*ASU41T|J6NK%)UFZHZW1._1M-)
MGXM+%2=N'Y'4GU#A/=L=/H6M\7P\$&%C&\$U!+.',(!3VETTL:G&ARB,Al"#
ME;AXC+)W.'VPX!H;2GA1/D2'T&S03J@)6TJM!YBNJD.@#QS_#=WF\$|Q
MTC%!.|:&7=AK>WG4+=O862_Y9Q2N@|DB7T9C7'S@=B!*S-L%0L|L:AAZ7
M:.F|K)\|. @6"5_JV)_<7PSNO0QM"2._"0\A3T?1+A&Y6?:%#%)G"TL_B*P
MRAI=|XEU^)W:X*.JVA1?+^Q3+J+D_|,7PB2A'S.112@ @*M!Q^|)9GB(9T= MQ'(">?8X
J|QAAG:Q|) 3LQR'#R9X|L;QW5|@#7'\A|Z"ZE|:|=,<.-H!:#S
MJ1J|S'_H.#HMJ45UR98J;MC"XK|:E(9FCA%G#?0_XO@Y@3P\&M@F7?C_+J
M6"H1LA3+U*=5DK8(#>ZS",0!GYFE(LI/F2_QBT>F'B-!XA_7))LY#XG0K<
M49_D)CM5J0.B>-\$;1!?!#@Z@F.:MJZ,M:A#1GV>7TNV7-&","KC_B|UF@U
M:\$1EF_PW%I*,-(C0|<=(C53)N7ST_!6|CZNP!""%J8B-"@)LIL:|4I-Z|R
M#*H=\$06V,NG*:#GC_DW<(3&5>&|*)W.UCL::FI>|8?(10.R?|XT:O4ZOL..M)R|AS;
<9JZW<S*1S#P^:AW1&"E_CDZSQ9WJH7|+;KE+^5V?'1F!;
M_2MOP;@G&0YU=6'44%7+@5SSJ9P_1|H'#6EE-*2A"94%+8IPO2Y?NX<,15S(
M(GZ)7/C4)2U%;|+*M "76K /U6),JT+1GE:D:K(NX\30/K=|Y56J40%&I#2\$CP48B
MRXWA"J0)DUZS9-ZXQ_-M5IWC<|:Y9<^E2G_%VH=/ZB\$O>\$N:*?1)+X)P6|Z M-

SYC!XT(' 3/L7*W?G^ ^0G"K\$F1Y].%:-?L\ 2!(^U#(Z#;4K&12'
\$2%A5*MK.QB3+6J:A|LHT,G28%^.)5HRMQ5
M^=I4N.:!2,S|E&9"] ,J&=>2F"A+'A1DOO>.*5!V\RJPKG"/?%<@LQ_EBEB@"B M3M-
Y&,/=!'NQT|1* @JUECQ9UZ^I1|7+63^<.MKX^/7RUYI"K;I.^C%E=18(MTL;NH-
DKLX/8DC9#=#Y9JG47V85J1V->|J.4%I2?W9->ZF53G)F:X|CY7M MIP>&1-X(D6DIOD-
(I%-0Z,4) 3@?;C0:5#7*XG^I^ ^2C2PBN-JUJ_2>66V!;N M!(XH^)5KW|/;WVO2_4?_IX|^2
^\$(Z-JT5|'E'1GV!@;X711C8I45>!MK^P& M.WKAAD@AH#\$;T|4:
<\$S>W7EK2|&\$P1/!=%+RF\3*%6?S M(#4?8PUC98-;C;TH|+D!=O1@R2X#G0WL;7IKY
MD8\$K9.B SY,V JP9%&1E!@7QVV|B "T5-!O2'5KBY*7-VJM|.6TNN(\$ (MJW M5?!<=>
02TL>CX(320F0#^ ^\$'W'ABCZ;AK<2;)66">> !39OVO?2|T5KF\$7>5 M:-V.@Y3>>2%-
J*W,L_=?TE#*FV;G;F-?=>P&0Z4PT|@QHA|<.@@!PSP>S_
MCK'1"2@>'>7;N+A4^)8('3)FXIPA| DA.M5I'/%<(#F"GV!1AV" L8>,0-5 M&,'T.NB|
"7P2(LW8OJZ&!_1>_L1'2"S|D38%A;XAI2BH7(ARSR!^.*;L M\$3886L;XK3>|/\$^,
(T&,"FF<109- _Q_#\$H_(, >36S(A*^R5E3+@.K>.)T^XV
M|/%L:V* @&&@\$S>|B9|@V/7(&7|+YC%T!;|0@=P6LW;_8I3YW=|!4@I92!0QD
MJ>^W53M1BA<J|.E5Z07YM;@Y*0ZU2GL+;=#D M;:8-@R8L(F(W|@PYF TE&=B?
W..!F138Z-)F.|JXX|S27+ZSQ\$1MI0'+C;:%
M^J"2F5N:V%UP|\$79\$C|)^L(%C5|VOL;|^R4M?32|)%75/H2\$|.!'&W44O'& MS^>:%|4|
|1S%X\$=S,P7P:<79|B NQL"' :D+?N';-7"%TL^F P@LQ&<);:Z-
M&AP(#V&I;RNEIET\$ "AIZ0|UJ.CF-+5U#_7D\$IG%UFGK-/AS!B_0Y96*5931#
M+=;H2;Q_&EL|I?^T2CR@ (U*HWC#/M4/FT|@>L4JK.)I\$D;M33B|48D%-&VG
M!&63|UU#WQ4;2!2D|-0-,&82XPQW+XA"UG9@'JL\$DT6QY1-O/" ,6|8VO64.
M3^L'RWM'?H2.;QVA6'S""-Y3YMM|R6%T &,*WT*=|> IREDW*-.+2! V/CHZ M*>R_ C+!-
:M9|I-EL1B U1SA+7G|A?+*9*8|8B=C%1|J"[E')JKR V.Q:98 M*21PYF
MQ),=60DEJJYSA.4C<'BA2K;P7%|KJH3_3D,7HMA5)+;|LV8+S
MZ>>SB|. /IMF7S^<77|5GKMY?_ |Q*WWDR^7|JUAPW4UQG\$|'2.'|Z"N23 M&
|AC74M&1N(Y.+)'*O ^RF8QDMC: &5";D !Q/(|ZLTJF>_XX>*L-2?:9 %|>FAFT"%I)?
Y1*WQ|SW MN&T+83.1(|%=YQ2I#\$.CX4K LO%|)%C;.,8E1E8#"0/I7;B95^HV;_
M@55&B/O&8;M;L'YB5>XCF(^.JOB17^/J|_CAH"|;|)%OI3+HO",!5"#MU"
M586|P#R43|Q_F@|'_U9)QJG_S.:S>ANJO_-1@D?(1*G3SS-60&XD,I3R0)Z* M%9SY-
|W<97Y1U!&0_QP+=OU;;S&H'5*I;^P#H:(D_8X|9;','%"/<|Y&>"Y6B
M;.*XF.@E>6&O(\$_6;#5808A,+ =S7;')HI0'16OXJ8C+@|D#?'J8L=#XI%G;
MB'#)BPDB,I9B^ (.AS=DWJBH\$>)+ '&2|1X'^6KM'F5 M*=4I3;3VH#F:(^/;*<.
(.' C6S#X)=ZLYCQ^XG.!U3AKB1|'?DG:B<|=RQLDY(MYJNP_|#U%T%-K-
!0K%SK%584S()P&RJZ,LXN9\$W)*(U&I*F|FUE=VRQRNP+ MB)\$;W|NMR|BVL_@/(=4-
H?*RBQ>BN8'0X;|'/M9A8NST\$XY"!)ZY'DS"D.0| M:("E/2/?|Q|21;+*;7,"I"YOX935 ?
PB8M@4,O4A1O) RP#9W!>G>FT|N.' M@;?'7GYTIAH?,B4|-%; <=>4SO|P|OY FM)
M+T|/M.+ %2?Y@GFLR10 MOT';UJ=)HE0B@|:2;/:TB* @-
PDKGP^B2<|H;:H!;+'AE#H|^9"|S%L8+HX)? MQB|A2"A*LKNPN%B&N1#Z9S%A?
G#U|5_#I<@:.*#-MS_TYF-|+CT9TKQ%=SB;
M:&X36<\$S7QP'|5)+X;|N|C:N0NV=WJQ0W8E4R0%&+6ITC@/P.-^L*<5JZ:.*
MMZM)+G9'>%XT(QN'9|*WJ?P:VS#&^ VLO|)%6.9MF6_.*5BX?2+8JZMM.-:Y.
MUEJJ|F7"G7(#@@@L|@PRB|6%1KI^VS@|10W5?N9J#- OLQ1IO&!P-9*PAY8\$M
M8U:"8S|HU_/3LR|(D8G?QWDJL'UY5'SJ-GL'&*&*)CKH1'7W^=3)- (#N1Z
MA@46/ZM^V8L)"JS|D7:TL'USQ=7AY8&|?Z6)MB2C17E_IM_9!P02)BOY3M M!2N?
NV)510DV&J"!1|D(&WF>2W4GGC0%B=<^W*/8<^I8D7\$M77"&ZTFQY#'-
M3G,PTF9C<8\$OP/V%|F"@ \$OL7_GQ!YAO?CW4D Q@CH;<4P-?H4Z'\$%U+J58N
M.|\$5U2S@'(.FI:PI'\$8&JIA\$ %R=VKH6813RM@CF'_LI<\$U#**!W1U/I+;IMH1E=JVIJ<
+6V2_V+Q%|I0Q4@M++HL;S?U.:648;W\$|@G!2\$JSI%>:F:0J|. MW2G0#N'O:V1^*U>
=7\$YO'+X/P2BK1P,ENTQ6H&5#^A-8WPB25LQ#@HTAN MU
A|>GEQ6"S>L8Q3*RMJ2.:P#SCJJ(O^%X_HNX|EO&JTH>|(|^%C1:3=L. M-
(81>0/L+SIHP^S"HPEOW8)995@R\$D|(^9S5DB<%E_.8^|L9;!UK^=|^ (03 MG;:2/%-
ZCN6.|ZN;:VDHX%WNIPN%>54.#JJ>CL#(=|&,@C00^/
M;:G53ALP*00C5=W8(1NS7%F\$<-A9U!LU%W!(Q4A%NHP7R7#Y.
5RUIT%&"T^-6B|O3^C*V;:/F4:8'6E:Q#H#2BYJ3=. MIY&...!2*!6/?YSPP7-
RIZSW_XL_A |GTK !:IPX|:@H H0#@:N;0HB M*=@,"DBI|P^E-2DR(3!;-1L?VP
MOC41>#2"5(NXUU6U|)>90.%|LN&M9%9LRJ91T: M%ECD+3#BAX8/?

7#@Q@N"@*;;^APM=M^:XS-.1S?UV)0*>"2"GZ(D6/K">%G'G9ZW?H,V&GK3=/IU.M.
MO5Y-"M#ITKM>#3IM>4".ET"7W@'0J&USG1:)ATAV-W)^:T&IEW+|OIRXS0
M/P7F="6MBBU#?FR9\$H="12 5_-G,&J) OJP=I \$Q1Z7,8H0)DP_,?J,W\$V
M\$D#MCKT*I5(JCJ:ZT*I/I/+*2*+U5B+X_CJW>|^C684:!=!AEBQJ\$QI=|D@
MUIO"5ELK8*NU\$'HF<.J*:4J40"+1J=,|^?@Z"DQ"AF4T@M:S/+WV"L*P4|M!VHIPRQ?
45JHD9\$F);4"1RN!X);1?F<"G04-545|Y>K701E|M,U=^;C_K+M
C(|UG0^\$JRVMOFL=N%X'@M6VH<|WU@M>V-8;5WG(_VD?%+D+0-XG!*K/N|M!?
Y0..R^M|A%/_YS>,-(6\$KV(!FDRU):HHQD,Q&*39&S|77(V=8S(FZ|&7.5Y9>WYT4,OXH
M.S4E8'0UK8;JXNQ;NX|_ ^#|1LT5^S%"-U"E"*?=R9\$,|^VR('8U<%U_=X+;0M-
*R!\$Z,QLD,%@,?4E"?|^;Y8|_ABG<-=EB+@_X MFR1Z%|-,/CA-&=-&&580OS,=9A+'ZLNx!-
SY_E;|V|KQUE^!5^)|S|Q5|I' MKK|?;\$G)|+ZZHN>|C?_';F#=_FF-^9PO-
Z#J.ADEF=YS|724B&|Y-1KSFEURR MOI('YX|OS;?
OV%WA)C9|U);>NENTT7QLVD!E^|^|DL;|I;+V&?7+5WVO8Z0^/_MLX-
|^_MKHT(OO_HMRO-ISM>>U>RY_|Y8V_E>\$RA|3?^\$5
M)4GQA5|TOKZJU/YQK2F|D'E1U=R-'= _L.R!U6+V8#%/JP;%G6VW?RCCG*L5
M78CY'_:@M|J+<|3J/7 MV^_|M#H=IW6|USNX'PG|(|S:Y!>"9.8VH&R#T!-
+JU;SV#DYZ>R(|&OV.TZG M4W_4M|2;LMIMYL|LIABF.|)*|9N;9)_|0IG|&-I6|L>6Z8-
H5L.O5Z@2!> MBVG>/#YVVHWN:|T^Z!|6R^DDE/O-,!;KQ6*H7-GYPXC?:K95/PES|
\$-0%F^ZU',#)0VE_*^;3 MWW|Z(L#+5+IY(*+IL(HF58090C1I8X_U0LV%(*UCW3#Y=R-
L"3YB4_FH.DT
M6H5P1/&!AT^|CD+\$>DN4LBOG<="HUS=8Q9;\$;9YLG_Q2>G6GTRH8SENXEZFZS
MY;2|&T1ZGGHE+3!|3IH;4.JSL\$VG8"AN.1)(L.>!"2/BHVYCY-H_W>WQY&?B MM\$XVH-
EGN:!=D:|^|=2@;R=@MB=@SA6V&|1U1VH"|#4H^;#>=XTUN|;F%WHG3
MK6|@:9|'4NA@#_H&|>0GUTF=|B8&RW.*7VT?L#_VQ<|H!)7|Y\$@QUI|>)M>?|)-H
>=,N.;|);(-'C383'CDG:H1?Y-Y0|-*=6/C7|'(-"+*8'MD1;1#|M)YLHR6.L>|(|);FW@_6P_8?
Z28/Y!1PA8-5-|\$:T #0A<(QR?B=|M%*0|Z'7!7W|P,NEPG|?>|D>TL5G5^PO;>0_46J_WT
SR/F^|T2TZVKL7.D!2|90S;>|WU#G#!26.S=IR7M?5F M;Q|+&)JU#A|I9V|!M0IW|4^?
M;H*_9PS!Z^KA;0VKGZ(-4*=WW';JQW=J M07K4@RAPQT^@X?1.FDZO@XI;^|6#?
_BZ?8)FUIVG|1,T4=>U5RA|5*Q_M_=S=^=YA579EV MBUAL;QJUM@U+FYISR-
%@I|J@;;U!IQ|+!"*3>|3=." MGH|B|X/(PVD?M";!4K|4M>0XA#|7;/SB(-CB/?
\$2F(%SGJ1KYG44TNA%P;9G"(3/4!(*0IE7@ M!!<_2|>|HABI2PG5KYVB<5';T'G&.
M1JN:HZ%/^)^F:/Q%UMM###*(G7|D)H)0ME-;@C5^;RL>3-J:AZK;7UB@P=VA!B
M*j>@B@^R-M119WYIF"#B)2M!_E-LGOQ "H?B07)<|HD^
MK/HZZ:M)>A:-1Z0!9,G<|K5*GJW<|S!AW:|:QYG#7DB7J;KWN0""D/>0|L M2ND&))/R-
-;+|^7>V/STFP;S'WP8?2B+|T|V(VQU|I>|XT.&"4\$##|(|8!W|/\$<3CPB?
\$U=*4"D<>)|@3B\$ M%1-*Z;00QL57|TL&# MJ;9XW?
%P#|J+Q4AJG_D"B|\$MS|)VB;R3OFGU^/^'4 MOGN:7L; 39|(79G.|0_B*Z7T?
8>.LE,P|10|J_P*7"%XVA(|OZS_A*-N5BQP MY*&F.|RB4AU7|OTTM\$%\$!WO70%
0R.X'\$>B(+ M S T@5GLS6<(VL|7|?/4;IUUGX9N -N:EJ;G,240(8)C6X<(>)+Q6,I:|R4E
M*|;*DA4|M059|_|T-FT"F=CIMQ104<335G-VC2_-0!8E F6?Q\$HZ("D9Y^YT30DL&?
|_2P<>NF, M7!^DZ\$!|KM?&M\$A,&=9".-%(#FHF&8|0H^W\$Z4PRLNB5&>N>*Q&A6
CSN= M|EAC?>2?PX4G=Q#S|32^?;\$\$.TN#)|FCJO6\$XDK^/;7|6P%.'."X&UB\$U>7
MM<,XQ%NYG I^>,PR_ (MQ7Z<(4^?,?N*O3AG<)>PK="7|8^*_3A"GVX0J6M
MIOS*|OOH|;\$5^G#QMTV_N,H'S0 MZ &1=>YW#84BX;VMOM#|M'|=KP)Z^*3;J+
<%7S=7JM>UH^YI=4T6RVGO0DT MS;L|K7!)>U2E|Z+POX&#=1L.?4'|VSMO6'>
<_JHM.|NV'DY1Y LU-WFL>O
M%M6ST2CH_CUHW7MEZ,,=YZ1QXM2+2OVU4&G;Z=9/G;Z#D;+W_@:3@L.H%V\$
M.GDM!|!@%56A#^|3S*1:S%;CGQ7ZL(XL,,?-0!U!<6W"5+:LU#M0?=D@P-Y
M)0#\$\$#:=QP*UC4!PT| MHO8.\$;,&"WFNN@|7;EML_4/G6Z.W*>A"8J=>#_VU"
M0T^|JEHW_8KV7;\$|*M%SC|&;SU5PE: MVP;SI/DZ|7L;X)|@WCPN6V6O8>M%
WG37NY+Z?BEXV0VGVP0.?)VP_:UVT^D6 M)|2|AJTWX;L;O4?
*V'BQ^=L0L>EGPV3VGT^|N)73R8YU F|)(S;L|E_L M"32=SDG;:10#>3M_O>02G<>0^?
A"/*KT+|W\$9|BOY?Y!#9S5JW_|4@)&Q MRI"Q|@"DS12.B9ZT 1B- &1K.*-
P9)EX5(2:V"TB?&P3;X2+HXZ<<+UCX MHI1 K\$8Q;+W^4D
2_6"01+A;=4X9;.W|N|J@M=5+Z3G!0EZ|JW!)ZR&P>_4* M OL1(|#;:%02V/N\$*
GM7EWP_"R3/"KH9D!FA1\$-3>0^SID, +O5->&>ZG\$M
M_G6|N1K>LV;K5+X:SL#?|WI;0!_OT7">|AU3P1^ MO1\$W:FA@"PRF@A77:OY0&*
RCZ?G|JG-|?&/MT5R|(|\$)B3ED#88,X.2?_\$ M"M):@("J|-#VB!#VDW;O"VJ|">7<|.-?>

\$K@:Z;31Z/Q2)I_%1J*W|H%#; M&H6Z
J'>'O#JOB:>|B88U#F)7V^:Y6F^:656UX;F.TFK:TD\4#^C.F|",F^@|XL\$VTU4(XK7Q
M&^LNQ&O[61"OK0T0K^UG0+RV*L3K;2->?_1!&8+^6I)=G/'\$\$8Q_@MX
A/"9(UB/DGBM619'.B(D7\LR7FS@2F!6CYUU\$%<@ MN\$(UX*PC*[|X(-B0R?
&^MHS"QX8|_F#J6X,LD9DD>(@-D^!W*YPBC&2QP
*3#B,0HXN2EYLFK4NK6^5@R;ZM80CK"D+6=8,%2DGVMT HSL/8)_E/TG T
M#6|CEOLI0D,J%_5Y>VYDCY(%*(%)'%95/'=A>&|=N5"M1XQK=ZJX|B/"M3/7 M,
>|>'3MC5\$,JM,_GO|OO=YX> R<|N"C\$EB(_ME#_;G=35P\$1O"803TCJ8E) MVT;O76R?O?
^"H88;|7"FY;GKB?+Y=,@("H^(_H&9Q\7LS/X|#: (DB'97I
MW%T2#_B!!6P&NH.TSA2_#"I|.F55"7H"S&O0Y'.)=6@/* 2*A@?#OV:\$00-Z
MBZ=U703VE|B+V+D9EU44V/(SCHT?>P\$_. "(GDHT);8;W(WX|FC=%_9
M>#YE>=_T3HPC@#VC,F(=1I_%;+"77>(1+I'V@=Z Y0XH=Q#X_,O;;C5/G':W MH?R(F,?
@@98EJ&MO> 3/BY"QO.J>-/C+W4|<,ITLP8N1(QQGD|/_|,8,I&
M+CYK,7\$7QOVVC(0(&A6L:<5,@*M,R,.\$5S>-#|+G8|I%,^MHE)!H7;#SB)L
MT_R"^J/%6PU6;*U>LW|_+;%8B^2T|/#@9H=V#[AAN,J:9AK S>'2R%*UP"A7%UN'4 M#U
Z6Y*B7TRB,!E/Q&SY#L^X|:8WRC+|Z|9+)33_|B9PHD|^5I493 PE_ ^D M@"X)T,@'X?
<\$)!@:|OBTR!U*10A&L=PY2>LQ,&-ZL9@ |KT M*2|W3C|+7(\$6|Y|>9 W|>
(#"=ZFX"Q_"8@|7"EP&K@|H#HK|E!|QQY"G\$.<
M#K^+CB&&O1X):ZKQIA"C+-1X=1_MW,>8RI?|'K@3YR^Y>
M>OX@,|7#IDOGGJ<)|2|FW|ZHP:6HM,)+B)N'#?*&HP%&RPC|K^KG8)7&03P
M,=@3"*\$@"EG=@>,V\$*&1R0))6_M+5OEMTS2+7VPO'?D1_%"!NO-X4VXP\$J8 M|,
F4)BH0*;(9HFU,X">>33YW-F;AQ^!TSSU:N)W,,4R,D0YYEOEE^#E.
M!LA)HP0KRUCK&|RDM&'\$4?*"7G-:"CAOQX>A4+|R7N\$FKN*|1Z'|
<0.7R(5/.Q6AR%9A^"J M3),ARF#0=D-<+O|Y@;&VT93B6"B(*0IE>V!X8@*5E;&%JA,M?
%02-@Q=T'Q@ M7.;BCK;H?I5<*/^L&83TLV(%Y 9L5+(/!C-8.6:H:'0'-O&/_D|_NU-TN*SK
MB0?.V+|<'|E&3#|MW.:QS6V+SOL_:U\$P\$?/A?LL9=Y#I8|K|)Q_U7>M98U
M' ^+WZY&!KZ(7/5R,"7MM,|&!DHRJ1U7#H6YHR;;L2*R^_F\$6;;%/H3U:??S
M'U>MP=V&T^H4FJ*W,U;HOHOO.)V3EE,O-
E'NO_(/.D!'#:2;N=|4I^K%M|:|DRD%=)*L5|)7-|:B;*K;?U(.B= 0JYI\$R|'0?PT+\$B>W|
W4;7 M.3EY*)3)WF^_4T#VVDMM8BS|R550'7\$;E!8/EOL,<-)SF2<|Y/GYXC_>GT#;
MZ73J3J^(#|CQ_6S&L;M|'F#I'+>/05W="?ZUFFS!;*;W^8'=F6_Q"|B|TN1|KT?-#K"@=H
M|SW<5J'73J5'J?"HGT2!E"QM+Z\$>&M23PRGAFJ6%T0RDDE3A
M+3P(B)**Y56Q5*3C3^E:++/9J,I\$|<F_M"EL,SH&KK0UIUGXZR/|55|HB"
M6&6H7DR&JGO?U.|G+\$7ZQ)TD|H\$;K,K_/#"*WGWL*/K:Y.%?2QL|)\$?PP\$=M
MZ:V|11M5;K*#*#5:YP1>2&T1?(<%R,^RF+VEDW(645=OIMGL.O1C/>O:4U0.6
MWFD<.R>|M_O_M)QR%+|Y'YISIU)\$ZXZ|_(DX;..D4&.TRU/X+L>"/L=PO|N
MO'@%_JU04DGALDN,J.F<-
#L.K|O|F)V_,KUEDZ4R*;CY%I/M=8NH=,|UI#R&D9_W,0\D'WY-AI=YYN.NR&W 3GUVEN
ML(HGYZ:6TZW#>C8:|??4)-PHF09;+=(0N@T#&XS4X=-=0J/3=;I%J'GIX:6 M|T3H4+
T@/BA4,5?IKUS?Q-;2P'<:Q;SUN=,7V%|6V;-P? M0DO-_G ?+ #K*1G\$"
(NU,IS>L|YXD2V5DG3@3U#;QS"(OOQ9N6#CV@TK_?3SQ M1X353HBTM-L7SOI?
823|>M\$J_'MY>PK>SDDCZNY4?7=YY%#SHX@O'(<#GP\$5
M58|J7/+0%W\$EF,/NXL)PF2O=L\$""/K'L"8 MGCBB++H6V#1/;%B&3(D|^V_:
|10VA%KR!9C">M/*PCV"13_PO*&0S="/6;IR MP/UD-M'=EK^GH13%(NVCYH;
|,2;0^#2BQN"SUL#N>NEK&3412U|: M)CRR0@FB\$>DDU S4HV(!BRI;P5UK!?"
>GCK\$GBGLU3-%28IMT,_SP"|Z?>PZ+X(JJ/JDP|HNN M5GQL4.1GW-
+CZ_SGO0^TT*B"TX_#0&&'\$.8-;|9B/:N\$5IKV@8MS(0CA9'CX M:"9<=8T/J@9A8B_1%A,
|#,E,ZSK_5-#4Q/;\$66CU,C>%MYED*I=(. |4E^N.3G|5='WS6BZD6|WB+
MV6:3P|6*4AE'Y6#T0&DUXC#R_%D?1V3)!%)#9^6WO;4*=Z?3Z#GUD_MU%JQ|MU;/O
;&4>D|K>\$>PU!ZTAZ;3|HXXO?K|FE-V; ^M0C'DSO1+F..ZLU5KI6SY M1'(/*;7K'!=1|
|8D@MN|EM-K|,H.K":1GN#7H5G64UCDP:.+35-?"P=H/V| ME-OJ'COMU@8UV,|R6|?-IM-
|ZK:)S2FYWBF3Y5M:S2:|6<|IB|2&D|8| N(MH-4\$4',ZQ_.1=<93U@+K:/G4YG5|;3
M*._/K.0WEU?J5K,7BSF>8(P-|3-#P;AS+,/1. >5H&8:C\$|&8@I0OM"#4|5
ML96C3!7J@SN#-SZD_#;FK00<=AI.O7&TW6X;^X|=IQ&;>2R)1(^-ZD;_LY
MC=P|P3ZG%700=-K';.=1C.IM@5|;X"=VCS?PA9Y|)<
XG8|3*M\$|"\$>SN@.39>R(NR+|XBKW|Q\$9(EX\$;5|74F* M|A9'|=+)
|DQ|O\$HF;X.\$>PVG4|1=K6AXUXYFET7Q1TH,@RCV%HLI5=3EP0R&
M7G_QK*Y@N|=SFIN4B3R|*^CT3CJ;(04^|5H:3JN!E2\$| W^ZB;|K*%A;51D

M*#D_T.952<\$6!8EW)H2P\7*>GK%W&;M7\$?(HC,;^C1=X7+ISZ2X'\$V_PS;Z;
MP@5"\$L)' +GED%*/KO\$8*[^&TYTA|SU7|W+H^|H5:50PL8W<7:|>=UKM73-J
MFFA0.,WV#F01&|Y)!_Y7WY6ZO(/>,^%1/T0L?_865\$;Y"&2|&7"ZTSG!ZMNG_MHY.-
EM'&>=).O;M!9049|/"2)W|P!V>FL#GGE, @.I=@5VQ'HIIM27((UAW
MF!&8Z/G|&|QJB'5DL_Y:B>M|&@91L_Y.9GG20QKO#04C;T%FO&G5.L:)'?'@7
M|A))&G/@ICE1=9,GY\$"/MVXL/B_6_P3>#SEIH6KYQ_D"L,R9VL|)%PVIU. M%@|/-
W44/|XTL;-A@+>X&|U7.,HX8H@(\$Y)IFJO7>(G>WC5%)[G02G_@!'DP*Y|"1:_/AB
MXD=#^|&^)&P'_("C6R(!C?)PO9IY&P1S1+1'^^MPX2>A1^9PV/#H5S&)R(4
M=9>/BN"X7:2L_|_6Q5VXR-B-_8J|\$9|PEO%;MP9|MN?Q8L4,_DI"JUSF:&_%/JLC-&L?
7=+H_H;DR>OJZZ_Z\$YI5?O?! M-
60V==+7%@1.87>LU;N;N4//3N9VIUGR6GV#&|T76!&MSIJG6(8>7;N!/66&
MO>9D,*.EU9NLZ-/L@)+W@/I6/"D;42|B#.K7V|X>/A|
M|;M&_I25S+|3/Q(58RE=Q'W*Z7!"|0A4417%;H=BJ;_1NLCU-W)Y(L9RN?X_MAFF#;1;?
X'C\$S/6#*8|\$"F*?|L_D(@E_7B!CYTBJ.^1O_FY###7'DO;G"08F39;L_0'|=6&%G&M")
|<.GDL1;;5I"#_R^ZN>;^|(R5J%2)+I3=9K|5-Y;K13>8#5W?>JZ7OM6&;
M)LDH>2&F^6?A?M4K|S'?2ZMM0|E,KO|R27U086#S#TX3Y)6AB37ET3(LUL9_M&DJ__
T-'S6JHR;YJ|-|9K@;(YF_MDYH".O_4WL*;*@QR@,TLGF(\$3L+
()0Y&N65*&_P,J(Z90^!UB\$|4A-\$,%@CB_M(^)X?S|!-P,\$
QN3\$G;W)VZ|^4+)F(FK1BT)/(WUHL;MQAF\$|L"88WMS0(\$'&I_JY\$.2N@=MS|'_L_8|F+
+#!1D=NP62;9|D-CM/?%|_ \$DN?*_M!I@%;!45|QJ0=_ \$L(W_>|:|K=._IW??LB3<=
<@1SBH_"P(\$|K.|.>:#8+7PE
M/9+"6@|BS|_PT|6HWE(KX|I4TRK,D;M|)K%4,'W820!J(JFR,8)"Q#|_BIN39,\$S_PG+
|0.AE3|8R3|8()A@S%/#;BBQ|'1D6PL7N;"&;1#FH_MZ1.#GJLD(B?
>7I!!L3ZAUJX2:H^84#NN\$FJ/G5;|!-|;=^MPSR3116#|Y@:.)
M&RTE'&/J46(XRBGA<')SZJ|:R&N|X|AC.X'GHE,FW0|1PZUQEQ,HC_93|1.M-=|'
(FIHE4P*E4'K<|X|OXCJD#0=G|9;.*S0@HV#2ER_@>"!?'<2K_M_35G_PK&
)R.L) L|WER.-F/D7+KG!43FY59()J6!33*QD&SDZ(84B##?D#>
M3HKHA|1BQ%.FLTR!S|2!)M":_W_'I?V"K/!0*3DMTW| (68#7:3.XTM_M13KD?@
|V(M;WJCYKF^(!M@?Q:A^ZI"82!%V1I(&W>?<<1@<*N:<_|M_\$TS&9Q0GY
"W<4MQ*^DZ/MF2?L_M2TOR,9ZA83|(-QW;T_Y4MVR|8;O7'QX.XR.:
|S23JHR7/#)C_\$L&_9_PX\$?_M8M|?4NK|8M@202>I7,P,>\$B)#^%R|0Z,FL
M/A<+V'%/BW0XO.<1"&+DP@|:TYSJ1@8'LLK"ATYYJZE;NMJP>V#BBT4&RQW"
M!#+M?;=FS<7'|TQ|2?|0Q1_|_@S,GE:7+NX(=9HG;T|W8L|^+;CVQ?UP_M|9Z7F+;-
O;BH|ANZH.&VQ|+G'+2B/2)E(-J-H!C^B;VDZ\$K&9<7'|H(MB7N_MZJ|YI-
@J|A@O(NA6+<2LSC^|++O(Q4ID:*)KORYB=HB)2|VQR/N-0<;G;_M?45,HM_|)5U.!
(.);Q6YHW\$R|B/ME|&)HV9/EP7K|'#?=-W-"2=FFU=\$"N+|_&*3538@00-3'(3P;_H.?
A(2(8C#"P_M|HN%|W@;Q)?-3XV4.O"X|S|!6BW28_|"0XP<_|^!2SS&?FLD|IM@.@.J&2L3!
M83F_D"K)/15VITRJV.&E9FB0@N&.^:5X<>B#Z.BP;%BPB/\$"CW)TJO.AL"XO_M"TK;
<*6X0Q&VQ%.K3EA./SW@COLD:V-S*XJ|V@5\$DG_0:XX0)|2F|;\$.*H_M%Q1^/?
@CYQYDRGC*6JGX0E(1(RMT^H@S-KDOAC&I3N(+=\$FL#)\$:_CE#=#^C0%R%F
DH^""ZK/*6L/LF8D|-LIG+TB+O|H1WSJS|H5SV|0_MOD5P3?*(+NKR^|0>N9>)|KQA?
Z%S,U%@;SU,_'5Q;1V:@VOZ556*5GXI-W_M|%063_:54'D?
+4L>_|JWVX:P7TOD|LRS;0C|JF;ZK_UAGZ)CWAD&UL\$F9Q6O
M.IM':%-6JPN^IT/9@7=P@L@'|:|H|J'D'WL'1'?>7KWGR6:00|7S3HX/O+W|
M16WBFC|3:^^_|40WMMNK=KI;VMWM6V_HURP3Z|;U@74Y.3HP#L|
M6I?.1(>'WL\$JC;>>|WSFP1_SX55|6GIX""VO8.#7>_HJ:'V5B'ER#O<M|3T|
_M*H|D@#0E891VP@%9I_5CEJ4|-5=%Z2@I%)
MQ>Q!)56R_*CMT|,5MKM%W)RC1X*!4\$F6=#C*?EC4"YR6|B,7HDLL(?;XX<0Z
MS<3Z3;F=WQW9Y'YJ"))4J/(:9|17@JG_CZJAPS6'|3%TS\$|C'+Z1VY#9
M((\$/SZH=#6|7*EG;-|@2(\$4NQ73W)&ZB.|.0=G;A)|4BL|@D_Z3HZ|HMZ!
MI@GN2HJ0:3TH%1!(|_2J:<_OE|Y'88KO#DZ|X_U#VI3J_MJRJLW?*.
(^INFR<*Z|P.HP70D|XRJ'E1-|'M|+1>|M9T^(*&*C<*|LJS%(9CISG^&7-
1#*)+|8>%P58JA5&54;O>*^%">+PP48:"JJ18_M#7&|HS#PT-0O_NPL_|C8T|-
'=K2'|+@U|&O4P|Z17,510I%|/;L><>|DR?%/EZ9EO7"NU^G
ME5GGMC9T@J4HA9+)BPS=>^3*\$RU6SSLXVO5VCU?8MV>9LG?)L?
FO/+CU0P9ICEPP19|C^**RL"YQ_MX&.@YOH:ZK^M-U)'O'FO\$X|37ADOPZEETSQ?5*6-
<%6*IV*|^+O|'(8BZ1T7=00G<5I0%6G_M'*DN|K')6|1QWZV\$/6E"^#P>FKO.
@<40R0>V!#\$19A8P_ZIP&|4QK-R;3PK_MKPS)V@0864*_DLA(BW8R2E&I_N,+ZI&'

8IA8CE100\$|F'PF\$5\$N1H&E@&& M7.1JXRA4P00|_O..5W8N R|F#,X|
(6Q*"EK30CF|HL4B61M4)K5H1|)13|H
M"N>AUW@>2HJSJN?!ALRLPC&N=CH.K'8NE1\$T|+N".2DQLY8#MGI45+* MRJ?M'@!-
JRL-(&2+T'/K\$'+EZW%1%"G1KT:/DJK7Z;#(Y FP"R-DK,A7', MMDK..A /8L99 ?):
(PE*OPX\$)X\$M;(:KP:2|_8Z9<@)DW)8XF>4GL=|DE,6 M@D\$9(@GN/7"H#|E#&E(:WT>-
\$GMI9RXM!;N%)1W2/5'B1QE0=LSE1 S)_Z1'D:UKQY|XE5L>(Q2G3DL-L%\$UG
M>0;KZKS*XJG=7;O'8E-2=Q5 SF'#A|"!+7-TM%23?7A|E'KBTZ(L3)(RS! ? MAF%^5-
2KRS#)E&"GNMV?W*L|<34*VC4|.V)Y9R;12S|0PK6YG_V25;0&U MUCRX)|&>904E4)|Y
C)#1P 78-'7X','BS_GVJOHF/&|VJ>U(,;/*,1|FK9 MN?'M|^_IV7J%@-CX6>+1=+/+L%H-
JRU5= 'M(0=060STYOK48" 2YSP-880K C|\$_COW+ T43_V|)LRWUR?:6D,|!&' /Y
MDV>NX:51#&?:?8.>M#- /D78SBC#<>RO7@A*<=<%U" Q2^&LS9+&N" /O,MCF
MDEHP^X,VYC*,6CR)> /YF 2SM; ' ;? (#YB5+(#@:|WBK?ONV%X @5X205X-V
M;:&!6^|8/N|:LA\$MZ2NASFDBNQ%NZ"-IMK5*6.P0T&PKU/_L^(F
M!OK9DN=;^FJDCJYVC!;/T4|9J30V33@\$UM%NA\$ FOAB|6>&97K1N7#LY|8/Z
M9X|F53QB"T1&15N)R/#(E%N^ D&Y=P?=I04?|S,1Y@:K&K|8|)0 6U|1UXNM M8)MAK?
E..)4SL17 |R>|W^M3D\$W@DM+;<'Z&/D8S_OCS|K AW8/C/=JZ,^I MH88H M)51-
J|S\$R\$2OI@T+ F4#&P?>T?'X4Y=.&K|E%PX_8..%DQZ)LY28HOK#C68|(
MZ=1@NY572Q#C#FT;%9AZ/\$|,*;H79R'0U\$ \$ MJ'ZT0#\$M7V?=T\$3?JR8\$U_U7&
=8GC5TV&8-/5|6T-%NFS7TK68-M=TW:NKS M)^G^G=;%|0G0:D6
_#ZSX8W6!TQ*/>B716J MK<#ABZ".4H9-=X?Q0(+UB%4?
(^AU^B/I&+X%H*|CT&CTTVL|K0 TR3 '(> %
M!GD*,IQ:@,2W0DT4>:Q>@2G8):+HK224U(B_ND24|JO^(\$M3|ZT@1L!M0N=\$<#;);Z,
M9JR RI<|!C;\$O-/D2R_3\$4#!M2"TB;|8>\$;K?
B);,W|OB45JZ@3(TO55LW&%FF|1B"R<.QRYF&HX>Y^5(M,*I6Y.P%?U MA3%EYI3*C
9#1>#%Y' X7D34@G!_F I9 |3/O#SE 'SS;\$LN?="+2W=D|I) M|XL?N+?(%^?M?
#BRV,|&L^>QY3Q>4/?3'D|_*D?;CNHH0#W401E,U#" M?
W;WS^PX#*F1S;A#6BT1AQK@/)J4*AIP7%9<="|2VE&0|G%|N|#@ (6R8G| #M
M@2'J*\$OFS#GQT#8Q.OK,5G#;? (^+CXC&'!+DRG?=4B=JMA_KG?N,S4R>"QMM M"?
7JOM+C#2LON,%TJK_"6K8W/D-E/ANL
MG2^W,13!2,U'BKT85OLJ8OVV%FXQV2CW.JC5M|6IM5X1;:(YA"/SK|4N|^
M0NW%;%04=|!VVJJI+!_P|U5UI>FT#|6O9_L9|1XIU.| W|.H4:4N)Y8"5/GV
MDF^6V65=)^60!7%AP&IM*+3/=CZEYG64M>%%I9&B:GT,9F04,2-(>LY*U@/
MP:'!:%F";FA>|J)B4ZQ=)CE.%0CNLJ!9@GEKV,8BAA>%+O830W6"5B)=.B ML/N6%CE-
-)P4@&;8J:9Q26E4K8"E#J65;694#@?"_BNUSGIV0|%/)5!|>:B MCT;:6A@16AO-
7D+)# +4E9SHAVAL|+!SDF>GN*L9G_1"YY?%RD02U6!Z_(WKB M-
*B>%3YFC5HEYL,3@|/AN?>1YPQXW904^3(*4,ESS5GA|X?WXX MQZ@SWEB;%Q1W7?
LYZQ<;8WYP<|_Q-WX*_3=4#YN-:3?!\$B|4:.U9D/P/'U6>?5SU-|^E, MNG,2FR.&|+
1(3UE=5.|HMM=M79)VVVXIV&<2K-91B(>VVC0U?>R4A07_|TP M4^?>F7IV_|
<2|5HB8\$TH2|J2^O#(+ #49 RXV'47Q(-XT_% A8&Z564A:7G#W4&0#/(I^B&I MKS03:
X|TULT\$F;POD;J+;#KN(, BHX7%^W@*:&T/BC<2\$OV 2
=A&I!WQ8L=FHQO8D0^'_V%9|H%("2/%LCXH"M'C0MV
M26&2)JUX1CPY|*DJAF6GL\$XPH/4HK2(>/%1=XO"6BZ%T3V-C&H34-
XQ#2\$;IN&|VD(;P>|O#EQ/-QW\$60W@H3L/^&Q^+'YX@;Y(DS MQ814(V4:Q9#-
XT5Z;*^N\$6_OLH%6@Z;W.-*E=Y|1+3&4A|ZG"XZ|^?@,O
M:FZ5N|IPS|OP#9AL:T3JR>'1R6;0^A\$403|93(A O=O01T-8RHF=|_%#+)G
MT@"HV!ZY-2!U&|0>6P/X)(#^"88P;\$CA|/; ESLMXH_ME1UN|XQ'Z|) |6H/Z+IO^F8?
T.M\$C10YRT604YHC4 \$64!ZD\$|K9;3R\$&MWX M-1N)KV1J_PP*DV&QN1
|EFMG02;_BO>UM*E#;U--*(P*5_D_*+72A,9|K/8V M=:\$8A BB@/*JZ-600G)@5
<*&I:!"VPBEBIR"E0'BD/SA|D@@%\$KA9=+|Q1 M(UB!#Q?
OW9LW%Q^+IR7#)'73?"9!/0H.#0+,A1X!58G,&#.K XH%2RE,Q(#L
M\$(3&.)AB\$H:Q*TL&^_52C23")*E@S>".3|/4DGD>Y6'Z17?\$(!_) /D>;+NV
M+"3IH:@;L"1=)1_)1;G;:0 (1!'L?Z5P1TH|H|O5N!_D'WZ-AH,N=%M0%EG
M<4\$/AX##N8|_TE,"L.O?^%R0W M\$>LYS5|F *2R(:H5PZ4|YK_8'9.D
M,@*E9D167I#E&:%+G:%Y-@K@L6L^?I+J1NO9V^WN@::1:(PX&D JP0LS7-J
MUN/1N,08FZTSW<|9)J- AW(OI!0NI6Q+-DGB?#RI/4VGDVJRTH(NG?+AN?
T|8ZJB-'/"8!IPR5T;
M\$ONV0F(E^JZ^C1;) "R8#C2UIP|6I8*&LO9|J)YT^?) "LGE|'KD_@O+J)L#|E;:=PF'3+0LE
RC=9/PH M*"HGPF"DV-|WD-C8#&SCJ3|0.9T>,)M#>GNI#(M.H,-)V%"IDE&%ECE=0

MG"4S \$LHE4..E"A&>N7/M|=|G8|.)AYSR@VW6H*8WE\$U#P-YC69LKLL)G+?G
M;YVW=|/Z&54I455P_=">Y3X8#&\$@XBCP'^=UL^*^I%MFZ(.KJEW)LY5,TYU0 M16/T:A5
92W#7*M#L(D'EAHKIQB#5%0H9N0|<,8@5.,5#BT91NACI"SV.&UT M4KCX(16 MAMD)
|EIC?>\$@!OR,>AT*DU?HCRIZFUF66WO.U^GL;-0Y!^X|3\$TM@>6,(A6 M
Z=#^&XRIVXM|4%:H|W;I(-V_G>F\$NS?@@@36&)C@\$>B" ?L|>9.:H|I-%<
MMEF*&S.UT|31Z10Z8ON G+2 &@D@J\$&D\$,6\$<*R|^8SH/P&D>M8CUGI\$RDA
MY@HJ':F<|%%NL0ZBW>1Q<.*=,+C\$K55**6G3QQYW:H|YB|>\$&')?6|B>ITV5
MHCF';DLAYVI9JI&5KK|0'+ +KPPTOG^_7"TW709AVT60?WT'K)8D+"NBA+
M:E9VE&L6."*PK,AKO|2M+G<<*9|A-Q>@9:JHD6-|+->>UMJQ").-K9LQ93K:\$BI
:C|#=U*#XUR MA:!/M5|4:M"HA|-X2 !K%F2CL0Z("+.NJ;LO#W7:W16-NE)|&7@W!=
(;UF!;NV2#&E&W|HX=8:D6Q*#H+G#A
MT72,3U!;0V!CH5T\$TORN!|HDI)@*D5;V**7!)6KF-1=HB:|9+@L/V(0"TV M*Z?Y-
4_)083S*\$-IU+H+GV=J3,,RO-#C%B_T\$?%">RU>Z/K@A;;X?FDKDA3
M#G0B@D&#+ "4YA2;:(5F=W%9A!@8;U,&J8>A="A+AL46S/G0U56NP4 M"-A M&
T'+25N+S6.L/'Y3L6@@@^?PE="I<(JDRC 85MQ;CD|X|Z:A6B.98&2|RD M4BI+\$S5#^
8JE*G"U!@KS2@/)HPXX+F5E6A3F2OM#25=IVK7E6TZHVS'27DR ME1EC.R<\$5:6A;,<<-
^RJM3RGWIO<5!7K@74H\$8'L_1|J/3(\$LO6Z M0;5#>F3&="MCLL)65I|J;=*=|WH'N|
|N|FZK#&W8U#"SE)Q|:0#.>5D8KKY M=#-
&H1I(GXB"\$>B>%)0X7W'PZ#X>NKWH,|P2T0DES!;,2;:M.A^3B(4=7S| ME.H+C|?;G;
|2V|6-*"I!FP?1=>6E<|Q|%J*!=|, "7;|KXS3D%H |R B+RGG M8
5L4FBS!YLS\$2!"I3V3W9;.BUPYDQ" 6?P!IA9/57MU-FQJ-=2:%= L6|": M39O:GZ!WH.-
6E3;FD*I\$@,E|U#UN4|8;:R'=L6E)-2Y|UJ8QDUCI2JY#0HT M\$AZ3\$^B|)Z=C-
6*B+|8|JM<|-|=|GA2K|G@8PN(0R*&HY<21H@4Z(SG;RGYB M;N5S>G/F|A_OTL'#!?
Q|W#Z@'KJZ^+)|XZZAZ3A-??= (-F-# '&DDN&WJB*I!
M9&S*R|M6HH6;|>J) LZQ+TPI&G'%O/>!,46"R9C\$BKS;|X5J&S/^H9- M|1VUO-
5,3EO\$-1N2N>6./E"(|7-G&8F5<#;:"%*789'>@+4Z,(|)5\$4T4;:L"
M^H@:S5(3>T8(V3*|V|,YNG_|HE#)^@QW|8*3*G>\$^D| #'S\$IVE*.&5;J"?X7
M&G3ZNIDEJ,W8=|PJ4EB!:%0^20<=PB4.\$0F +5K\$4M*C9&I3|(|7&HW%6,' M_%V-C-
I.Z'>^>#,(V|Q*PRW;NG\$B+JV6.#|<<>|;PYE><0UPD:X%\$ED"C2'- MOLH:D74
^|.B2=W)Z|XTJB|09.XF"K?J;(CW2V;UY4CU(CC10OFH0M&|JA M|IRG(JH_HA6H=K-
K.=>&3;W\$N;2ZAF>7@-8.?|KUHR,?0V|%B,F\$0%U(+|! MW^PUHXN3B|7*P8;:
5BC0\$CANX,+K:CKG+EAQ77HN/^IY@Z|Z*4Z+V+Y. *6 MMB"77K
1;:VB|*N"L|N^+>IOR!.W:I/1^Z:=6+H=HFYKK_ ^>8_<|F+=G^S#=
MVQA9*Q7;:Y7:@MH/53MW(:P%;K5AM2_&0!;:M8HS8%+4EO&="Q/A._%W;Q M1-<
LGUDB.R*|F_9V>4*)@/+ 'U|2S=L;J5;2MV;(-DH M!
(A)JF%8K<&!KPQRSD\$3_L,3;+G"ADT-7=IRS-D.K4A)JQDS!Y_H0(Q_OHPG
MH'1;V*A6:|R.>QK-17,569R;|!#|!%#C%Y-ZV+DTX=W!4%*N@(<1WU(NX,?&E M/64;-
K6:|W>U5C)7RUK)M-|A39M;U9LGFG9SUN9|/C"QR?79T>VX.0|4Y^B3 MM/X7*.
LP\$S))06L?@GGJ6"^R06|G^#?3HP6_Q*DP8HP5MB7?@2=..3-6,0+* M8TE
)6<%V|D.X4B7LA4I?D?<%GW;.: 1'LILKQG+=1^!^L8_6<7SC:/*FX83CXNP!X2*HHRN|7
MO01X7_LJA=|P1FD!9I_-9X12;|U-|L;|W8BGP0!5DU\$0FGP;S3,T5X%|1#R
MO936+;;58AD.MB&"46VZ&U:(PJD|6|#U^.(NY", \$BP;?4J1J<4.%R/8B%F/B
M+2;:W5S2*MWSE/;.^1N7LG"<9|6PG%7MG"2CH:1MJ43Z=M^OK:
M\$T8TX|3Q_!M|1+CI;) *|4;2\$<%Z/) 7Q\$B2+|&3"?+E?U6?N.%*F9>.|HZ
MQZR>U|XTD"-4-X|E45P7|TTIVIO&88,'?,&5|DAXBR|BN97/?BZ5.M9"H'LB
MSE/7A"JLXA\$=YM#^!.WA*#IG-%G|G|5<#|'G|IK SY.BCW!S|GCETIK" CNU? M^7 L+O?
^W&KM@:O| SE(&#&&A'>9NQ>USZ6YI62TR3G)+4|YYUE3R+%VR M!|0<"V;-.H?
&^DM1,T-@7|6&ZC*&M14L_T<^X9F8|Z|G)/4|K4C>L*FUUO_;
M;:4K/F4UZW_%/TVMA;|I4UL9<>@...8X4:S04)R>^TEQX.&>"U/4K\$%/\$OL M6JDV8XT5?
>JEA/8|LB1, CY*8690Z"ZHB=U|2J?1&"|7"%A9P86I" ^L;"\$9, MO|FP-"YDIP|=KM4OI
(MUL(74E;=AD|/":=ARTZ>\$O@D|+|&5W2BVI"ERI M4**TON2Y0!|O)|G#&5W2\$?-
O>^HM<|)BPZ:& M7@*J)&J6_IPGH%'\$?-08%P,<#|@ "D|?.'%CU:CE|VG75QT*|6|:
(PX#/L66O M()7#(-5.PX&?3MP1UM)HZVYELISZ)0PX(VNH6/=RMT37'Q J"?+#+4,+N_46
M+(U9/MN\$97-JH2V\$OX;NP'4"J87+1BZ)|@>BP;C|TV-(| "G7*R6G4=?W70 M.|XR=|N|?
|T7^3Z129X<7U%?^O^1 "'E#>|)Z5J\$5"Q/_|;:) ^YQ1|Z8J!A M>LI=;/U
OJ34,75%|U'O9M|0;+GS.)@2|!#0/XDUPR#4K,-BYN|57EHP4ES*/=K^@32%|;M-) _'|
:"3DUK70"N'7Z=K@!4!'DB#5P Q4GE6|FL6 MT:|OYFS*_RW%A3AI<2\$>\$1=BK|6%6!|
<" +J'Q?|H5!=7'RCO/Y. JGY4UU:F M59;|J6G';:#!@B&<|L_ L|N|_P^|*9>G'TY_.;| _#|S7?

JF>?W?'OS1)TZ M30|VUBK_5H.<=
10UT%OE3|S'@5H%C.M08Q%FT5+W..W4.^5D>|EYVUG_/5G7FW:|^WK7|C&I.IOX00(/\$B
D(YZ&7+Y6P2J)%| M;NP7%H#)Z|^A|'.<3?B&_MIQ?XN3?GG:ZT#DYES-
P|/7NW:/>S7A0A\$A1368
MW+G_>V7|C(83'S%P/5_^(10|#Y6G|=MDS;HVAV|WK5|3*K^N"8J.#'ARI2'
MD0#|J:8)1 G<|E./U\$9.*W>#^O,7&EHK2NVU9NSN4|:" G:J*[B.]<^Z^
M5M|>;UK|ZC%7>(!??T7|2;#U&OF;G6WMWK;6WQ;K_B_1JGD|P7E7KBC|K0PE?
J5:6SOQ07?Z|H;U0F+=|_|0=Q/VVOW==Z4E|Y|_7Z MY@*Y|_4=T=LD^Z=/LE|H."%WM|
|'"+'W(L*ZWX<7O\$\$-2F7A;9B)WR=YL,@ MHT9T 3!F|?H%\$*BY&|H56
&OHM2GHN1O:S,BORO(IT\$C%_S M2+G=/4)@VN^XUTD0)USNC|!<|7/E90V.YV-
VCHRW.J2|1^K6+|!|@|OB*O, M&<5)-H\$#@-!%:-X18,DF-
E=U0N|B.YW/T|1S2=UU=^(V:WQ10@\$^IY" T'; M7X|XK+:+N *C7GW1_1E|FW2L##
<^!8-X9Q1SU|PR, UM| 2|99IKO2!K7G*7
M./E>C_(&\$^|1S/:M.2DIPEXW8M|@|J*O&|=;K>Z|O4XCT8D_#/CY.\$(%?ARD
M&>+P9(GTZ=*T3U0X=*(-3@#.R)4/F+/38(9HM|G T)7YPH/T08?C|1'?X>%-KRHV)&
(^<54;IGISLXRCPOT<_MT9I>H+4?3.V16#\$XN|@9Y03A|UL|
|T8Y1SV!90T%"|J.M%\$S@>CL*ZT'HWI_|*4_YIGTQ?RH)|@Q_1#|X MQ=.; TU&|!+H;'Q4J?
*3P81ZF_19CO|GUXFZ1>#J<\$X;SQ"5=)D(CLU:HBO" M!Q|Z|/:(YAR4Z5;T)DY.M4I?
E#Q:.)CFSEZ|3T<_M|!|O|RTR)?B?&R_""S MM|O3/?QF?D:@.M2+&:A'/\$);!Y!
|A/|(Q+|3F\$50ME(62CG=-!W94K@4!<1 M DG%V%:.,/X*;Q7"F7:H#H|P@0BM?
D;*F=/.(V"*2G'O>3P! M^\$5KSQ!:5D51.@^QY:#O.;A*?'1E-
//6&9CBBM'BZ71CEQ%:L#OW5QA-S:5= M*F58#BS.8\$9X|R>W6!OT:QQ\$F3F7,(?
B|GV:J,2?S3L.+CRW(3%+G>8S|&>| MC?L/^N2YO,-NG:;+*5G"C.;6F;*JB|/?
L^I3D)K&C5\$.Y5877 D77H^8(M+&60/3#;WY";|*
(PV\$%-6EK06DJW@TJW|@LQRL.P|MR-FF7,.DZT@GZ9:))
MA5*G/M#5(W=-E|5B9=@6PS0Y?AV,XR6LA0|NPW.,VH|=B_1%.4;.9XMC;|H M?
A"0Q6T/2#*0=G=Q\$@|NH2PDT"1 /J-P|CO8|=+|C,W-3!Z0 EW#YT@CB"/
M|1E1!_&:7A+!?'%PB%+HUQQ\$*4QXE^|;@P?KW@%Z0I:(3|!KJ#VM2_PJ_L-(M+Y-
T#>S.#KZXK_&1(@;NI35PSZ>.=|AZ2=YF,XA?B7KCO(^X?|X57W0Z09 M#%"ECEL|H
I;4X2H,MP"RT:X-!46VC=. LWK5%'C\$IDIR#4UF\$2B'."ZDR-; M 8X'+&@
0X,X'@AHFS'@|VUB"PT)+O*"?C>;88OY=HH;# 2C/^#=.4NP
MNX=C6YNEM2^2Y7I#X|1,-."OZ);5?\$ L"&8Z\$_.Q=G TA"1D7<(R1V@|HPI/M6BHPF/_*
|M|!L0\$G_4.)'6M_#/:AKLP|A'\$|W1L*6^(_8"ZP+;|B7A'#7PI=|S;0M,|C3=?@M-M|TU
T|V\$7K5AG BT-UUB>|T|5|C>|H|W|@8J|*<7REM5)EO4Y|5X0MT9OMWO"
M#)ZEJ?,P;5%;Q-T36YTH?+"D='P-4|!101SIZ UA*2'L\$BO.V21\$BW(/?DR M0T:_T?
Z|MR"8PWC&N,8E_|=*UKQ1#|_.S@K%T*AT;-(B(6X\$>SJ" 78(|_|
M>+)SXL*FA^S|8=.:U8(!Q1&()-0=!OQ%YI^HYK YSIXK'AB=\$ 3*?DLX|?P|M-
DP\$=I)/7>IX+5HG&X>#) ^X.Q69TRFWK02=>T2MZ3(;8P1C%ICX1J%+4*%
M2K0YZI/*>TH8OV#T_N:9K& VPY9^WDZ7*
M)BU1R1CG|L:9|X9|8J07U,PAG<&R!;C686D%U,_UK?'0DUM0R-
GXL|Q>*^|BRW53,=0_|\$Q.COSK|(\$9(7|1P"!|=MA_|
(O\$+ #O@NPI_@OR:*_V1K|E.MV7_7ZQZ63M3"0T7;AHLCH8:PM<3A|T|
MGOMK|'|/T_P|F#>>|E|_V:<="6ST1+&_)T#%\$|_|+J=+0|'53=4.""_LUBG5
M;|EB'CN%@>2F|Q3L/=J#9D|7#B_DB|>J.&C|PB7PS"TI7PNXDK/X3'5<;A9#
M#A"R4\$O/UC|6J7&DN)E,T2.568|/_6EAI8\$K4/N2<40M)|X*AD-67?
>D6*UNL5K|M0DXQ6JA MS-@A3X|G7H-F;US.#5=2^Q'O|U(NNZ'%^2|?
4:=LO%1N+\$<|_|O|@6%ZS:9 MIW#S?+2+M+SCBS4B%V!;O|IR;^&CWZ
&T%W5E:M>W)RZ)A56RB#<-5NF&L6 MK,Q;K:IDNHB*D,
-78#4,_T5WI9XC";/6^#2ULYOOKVV6-(J&?&#?;%TEPQF M;@_|/X&O(;Z.O47-
AA28Y(K6T@DLROF=U!|>+"S|"@1@/06K&?|+>/IW MQ=._I_4>
<9B#LI6@LY6=H|_Y_9CV:VZB_Q(U-MP2/XTS:-|-"((AS|H<M;M,A-
'|!HO49S>T;|H&M4H4=_C\$)E3L_ J#@_14\$FVD|,3+)' 0*^B!1D4Y+H|.?V-"+\$-
R\$%OA9D)C?U-B|02^ M,FR(>|Y7I5@8?|999#YH%HSB|+(2I"FYA'L'A4O8Q/<7LA|=?
DGUX2I_W*L&A=\$3J@-ICK3KS;+ \$L9S**H(D!&JNM MRW',|G\$'?
L1_B/Y@;0/VI&8W*#@.,R3@R.W|T>N%7@?/K3,JYB!UQ_LZFEH8,9J<226
MH1SDYMBU(Q|KP%BD8X2_+<|L*+&L&_&AH-Z,-6:<9(7V:XY?L:93Q&BU^D>Z
M|&4P2.)^8%(F5DGDZ+A_(F|/""(N|9|7+*HPP#A4V^DHL2U9_2-LOGIM.E!-0
MMW%Z.V,6BOUR@I3|8A9OHS 9L:B|>H>Z!06@@??OST|@|FE|BT|TD|8V

Y4JJ#G+WBO:\$ I;O>FTPLS:"NDE.76NUTV9H^4_A&(>H:RCZZ1HPV1
(J:0.%;7W656AR16 M6)WOWI!/K98'AFENW!W7?>I/9Q4; SAD5F2M6%H*&C^N
,G&+8D\G<,"SU
M'%6Q+"=;K'RDS0M:+^+TGM38TV5K0)ZZ5C@*#@J60^LY9NXL4@I:FM)DRA_A
M&:H'YU+)=/9.CMX^'<2Y^,)S<+:MBKIL@#40@^W M \$FR#73&O#&.EM*LG-
*;;N\ R_9_4W_#!2^!EV(AM2.I@6:DUJGAQF*3;7Q;# MRF#KMD"RG#Y=_5+Q.G+I-
<H#.5@YUV8QI#PB3^8T-1@#(=UFJ-P6Y/ MXAUT(6(74/3UI>+;(0\F\380-
,RAG9W\5PZ'^..E#2"F7WJCCTZ_3C^C N' M.KNDP-'FEW1GTKZTVFW\$2N9^S#-*3;#S?
#Y2E\;TN-*FI?#N0LHKC#YA!/3@-"G:LCSGGNNP^G%QWR9Z)0HR>; MBD+(:Z
="C.3I/X00P*E@(. GGM.O:S\$SH7'D>HYT5\8.L*J=I&JV2/5C9>B
M5FP@<3T8@I7.C\J+^EW)D.R%:9#RJZ3?*BT>?L.G,-*?IQ3J'<8WV%& NE> MJ/;
Z9R&.M&^R!7(W',*/D2%HEIU5324'%1+,:Q\JK=H7I_%SM_B8Q.+X)M2@.UE-
'?)DI4Y%24U_Q;7:2+OD(OF.90H#*JY63* M#IM5,L';_S\$ W3/R MG6NL>O
'I.*C8DJAVMU12>+4A\K\ 0R&LZO2\$M.X@'8ZCR\$3MOU.,14ZOBM M5WF'6W^#R3\K?
=8I E(J&E-D34=(2)-MM\I2J1^&VFVD1+FB@=-F\3F2R'I^ MV3-U3?@?=&5 +R;W,-
AH'4%%*?V2C:1)QB 7/:BZ#JZN=PR'EPTG>1;7TRFTJO7*W4%AOZW#1M \2
MIDLPI3_#UDV"J9-'>C8(,"EI(D#Z.,<IY#(K541L96!9DD,ANYT-M#Z\0-
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M:)@GY*='6*J'^Q3HR/GRV6Q"P/>-<"72=&7Q3(=#R4<4*.#TKP"OT\@BLY
ME&_O,S WK01-'T/IAQ\$78%6=HZ")?;#9EIHO/\$QS#U\$IPO,%@IQ,)=;8\ \$U M:1X=4,WN;
(I%<\$5\3""BM%;+\$G1F6(Z<"QA7K.H5D9=O-.0\$N#44P*P9#((
M43A=!PA5EJD*%'9CW^'\RN"OCZFHDKFC)6YY,.I@EL)PIG^+7>F8BQ\KN9\
MXGOLO<63%9&\M5>F9725*S_A&(+XJ>%V<2HIY1G29NRLCXAGFX7:.'6SG9
M\W3)4WV03GG\B\JC.FU,\+CJGC#\S^IEOIQ@N?<._%45_3,4GA0ZVDJ>N*/Y!
MG\W9\;DNW.FX?RK\$4@A@!>DWFQ&3!47+8.7F6=\$\$?/YS%-^%:L@5K!8E=YAY M*
<8ZB+)G<2W_4E:9;I%L) H'\$\R7+4%%Q7(N%/N.\$\$!4QAP+3\^&7XLR+B"
MBENP8_G#5W-CNI: ^E&.^@X8/'L2:YFAGH=WR/J88X+!NI!2URK0H3TS;-J
M985#=-I'J<**@?^K;A. I\AY!-.0*&VM:*Y?*65PR-"4D@>+!+!M#J\0 JH
MB<,P"DO:/&N\?O3CQ_._\G3S*N42.;5%5<-UI>)T\#J;F5,BV' S_6YEL
M*XD?/0PVW;7DUS)GDZ1Q\JYS\F;B.: =Y%#@?3:2ZNA8^XB&JE\$GC=XU;_9-
^4S\H1OB%XGI66._23SXKE)4_ME?Q3GMDFA_.72\I*7)EA;-
:G29/M*S"J519ZLIO\$Q@6!E%AV=-16A!X;)B3_MC0A/@P)S7;'+
<;SB=!MLIE2RHL2RCK""@-N!MZUR\1%+ #A/=XH=GI6T MQ%(VXH('2RJ8==S-
G6FRDG%7*OLH5@1H>I/2:3'ZMNW>L\6S9I\$LG\=4-\$SI M\$FV,\CCIO3+H*U7-
EH=/>VWXI!'#IX=M^/2;")^V=>"KV%G<#*&Y\$8(@X\6_MW&MU-04<%UEAQ:
I._3_A,*/U'8Y7#=U/9\^XOR1@>:\$7G\%UT\$XB=W6:IT'G M#-A?
34_ ^%HQ4JM/MKF\!4_DM&\(+.E57U\$*JT?)!:_IHUQV#"I6/?23H&!/ ME"IMG7T\O;S9-
EXXG8>%^BQ:0"5GKU>2?@*A(DJ40"DLM;9(KV3W1PT6DD,E
MUL*4:U/L\ M%VI:-6#3U/W,%ZA0-O" BM)<^25M\$&2HB1J+,FK3H:4! 2!5, M
%ZQ!RUIK?QG8GC>**NRL8) M&AL5CB8@J\K1>IX&8JM5ZAZ 'EN',"M@Q._X':O4
=9F/5K_9\#X-\$@YX\#.
M%HXF7KB>/2KF+9K(7>4T5*RE18\2:4&L)G@2J7YFK,*)@FVK&!F>0\|D:W1<
MH.J9*ZHW C".\8';YE?N\$FX/>P&F,U)UR52\6E8/V"4=_HJ+Q,-\&;796L6\O
M(^XP7\W8&1U'XQ%2\3#?>'WM..@;HB;*YV\T='!J,&>7E^DNFRWN(&=*O.9
M4;IA,/.E=KETTXR/%\FIW@X\6*6B\H\1\$-CIX_R7'KE4\$3(LNV:Y9C/%+'I/@UD8&,BK". "I!
M=)&!FCH%GE2FZX:IW*%AC'\$2IRF2%6EN.\Y\6'=49\ '&"Z4=G7J<&G"/;!CC
MS4,83\H.G@0SN@Q@*>+25:5OH*G9!:'\S@T1<=ZVX&!3&)TG0W0B0.8\V/A
M!)N#.U\$^"%6,%S@MF53EY2^"@2KSJ9*-DQ)VAFJ&(9?"PO(ER5>S(2M#@H5J
MJ>*1304?0L:-K)RC,\>X-.C0*5P#1G0?155&JX^G?Q:C,4%;_B\(<)12.+15
M\$18".V1RD;D&HT_0#P^OH;UE><\EK107W%?Q+NWP\HBAGQ
MP'8SW.\$\W4&>)"0);E.7/.^QFZ,DV:8%<\$OUC?+Q6H.PLS?"AY@9# \$70E
M&N=!.B\$TG\$F,HD3<.U>R%:\4WE.K\!6H,2D+Y!5B951J*W\SI^R%D:HK%"+,
MNO=D2W")@B)*,ZD9!;38V\RLF7)38I9=*BH\!C-0QGQ)(AD@JHU)67-!?QX+
M"5X81GSH.*8V M4BXY\$46Q ;DK*;6"S6K4T<=P%-*2+QZKA05&(UZ\$X"-JP)!/O;L_Z9-
B3*J M<>R'@4X.:L\F* J\!M:AY)SS%"((:%:Q=)5.AGH.WCY"6-W9I1-M/! ?O02#Z-
OI\$R>COT! 0L!\$;CKF6_X553Z=OW#/4N>#ZE@,,1F>VJB9\KCP< M2JZH*?
Q(F5:IK2Y&+W(:LH(2%DY8Q22\T7FDWYQ2T_6*.V*ZJ@FI^O5WR-4 M424;R:2!
(<1\$4%Q<9?L7\$(X(T@F'T:?, '@\ /\$(0@UX/B% C,%;&)4!6& MN\2;44NU*XI?

RVS'0*)V180/T&-V6;>G349:5^(Q&8-C/MC3@A@G/R M?
@.&/D%#U0\$4!9N<(.D9(-=80BN0KL ING1), MNO:0%+Z-K.+,*310'64NP,
/PHR@S/:1T4*:LZ&!D3R":->"04_+=E%([JMS M9=],J^3H6%PSQJOB?:A"/Q5>G\$-
Y/!&3;%R>W;QSRC@EC1S?SBBX,G FWF%(M&/UVVBI'MT1H.\S(RU!KG3&058&B1CF?
Q7_#=2V>+M4PVVM;*S5=EA%^!^;B
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XLQ,F>_>#CK6/\$O%D#%\$N0 !/3ZBLKG34(-IAW.3C P/_7&0 ME/7/DNYEMS5H2@J&
(FYTXXG9I0TQ7AIM2VX2WP0 49XXB<_,\$=-;Y21BD(3K) MKK+D'J/GN+S>//
M=NE4H6\$;@#V/H,"IU.4L.C6!,NE>(#GV^#+9!..=)0F M4"A^Y|=H<<-./Q
MRI@%3DE@T+,@XU.IPY5!2&W@|1.8^#B^!W@8.8NIKL<*H\$7LQ6ED+UYCW4%A
MZ(D;'-:2C"TE(GO!T8(&\$11FK^O)IV P1:3"R\$_-?8CF_-*%AW74J
M",,:E8_6#,H.2501%-8QF*C(@^VQ!96UY!\$8RHA!%A8A00!N)0'G7.M1,%Z
M/FEL8_QHL2>9,L#UX84!|=!/:@3 ^S!^O(//#Y6!/:S'VK @176 M ?P +8
MKXD/A!4=I_M2K\$(OG!EH><2XSW1JX4XAY!2V78.0*RE"1W;Q9"D!
ME\$@/#/*OS@PE4T\$!D98B0^FOA!>F>
M=.GT"#KAS/WW.NH],9@GL49>4#0G!0DL#Y(Q F>LFKVSX:RI4WGCJ:>A^@LV
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MU8*A;EH;>"JA3YHJ^!)?;,.T1*:#2A*R5E+NDD=XV18@&&84K)C8E1%DUQ!
M\$@1/5BGX\&@49%D%) +F4G%9"/SD3V>PX.J"8"Y#OTSZA9F^PQ2=>)H)6P#R
M&*L\$DI(A; /C&@TR=8Y!GG+U7(&+ M2_!OB,&OA;.=H8=(H<*+A=<>|0M<;
<002/=I@4A>|NZ+CHI8?A7#KO 5KK\ M;J!/:53!:#65>F!YY?XU3-
9LXAD4B[,PT'YQ<6\$S7/F!7!X)9?:JQ4E+4P;
M<8@9A@@+&;.V>7SL6:EY.JENOV3545!(D/L,0LG@:DGBMJ7J"THRY?T64?J)?\L)!2:*
M4LE9KJ4>=Y@:3*SU4=QY/H?KY+^)^V@K_!EA8^,N=A="*%EYYL09RAM?3ETO ME^?
A_B7!E%)!|O\$@KBS:-5-F+RH>ER!LZ P<0&W>">2E9V9B6IU04.SLF(M<\$JIARU(#6P
6P_DL" WJ!|-15#9#F<.=R!|A>XSXQ6*JE,B4-XN90N;G=-& M'#8X*-"BR!B8S!
KZ()NVX>#GGI40'T+A_?3):!T4!);ZADRV=NXA">03QU MN..5ABVW@!G!D7_!A0?
T(ZQ7:G8_1=X(L_=TW^#WK#S?T')&?B"7D0MJ?#, M%O!NG()NM?GF!0_=-^;^C
M5YV/BCT.&-Q+VR2.ER\$>ZXQ.P6R.@8!;O4;PNE#?FM(?\$<;&ISQ^RLV2>\$9" M/-F-
8I=S_)D4;JVD MQ=X8BS)TQ; J5%2YJW(Q4^!;U!H5MY4>2E(E,_8_C M/!/-PI7*?
Q3ZF=J;^E(WEA MHB-0T4B(<;B*D,ZL0AK#-^8QYRS>*@TH):'MWJH@!1J97L\$#C6-
">X_3CA_ M!ZQ,_GHE<;!(9)5;.,FCF+;X5%^%#M!#I!71+M#MZ58UN/7B"13HLQK|B
MY\$>\$+>|(L#8YBKF:4"A H,L81\$?P|F344*|KV!W4SL?#^K&"(P2_6
M=%B5=KPHA>OAX:24+AD%NY^;C:PGW_@6J6JW_X59/59O@^7\$#3 5\$16D(R*O M
K7Q-AB8++A! LP|XHIJ,4Z095'_@EC;GDI!A-KVVIPT@ M=>(C!W1O@UCL5R*#0#-
)S9YB61RR283Q3+?;J2U6!_FG"-K;U7QO)0S!*Y M6(0;+C6N^"L?CAEW&?M@(E*)0BL!
(Q@@2K|,R F!L2D;:1YBAP0_PDOW/H# M1I2405G)%;0*E6D-
^:|!")A(*#.,T+MXX%1'5935#<3=/:I"-V&DL'8VST M&>*8=YC_\$
+3S4A9+5GR%D!)CXTW27(E6R/_M1GYK8V_#I!9W/YV"F5MK/6 M1-
UY16G|M_%!F5DH*G;#;1(WST+?)W24#>4IX1 M|W@_5(3?D8*JGA#/M\$9"K36T*?
LQ(+ \$16CZ>*ZTC>|R<)OYN&GWC>X7\$!84 MX^<(31A;|O/70A"ETJ!O(C?
P!Y'\$K,5+V!0Y0S&,-?00^PXP>T8,#&8A!!' MD;1GH;0Y1AYBR3!OUK >72Z\:"7*?
EN)\HB5*,=M)L5Z%H- M"LH3AH>"35:VSD7F:E&*DC;#O"Z0|28
H.7M3R!46W!%2U6!_>MQ>8-7QWJT
MTMZDU5/F2H|V5ZHHJHHYL6**B\$DS9|M!VUT,5U@=!Y!WWGD<0\$+'J;+^&B%
MD63BR#K\$K#^@?WLF"Z/U/*V'-M2FERSWH>^W/O3I?A-+G3-730'8@<8H5HC
M+^O!'"2-*RB 2K;Q|R!GXVR2R'^ZZ0W_.LT@(<|B<;8)%!MOPZK+"Z!D<BTDR/..7*_ZT5'
W+S^<?T8V|;1*^/*95>%5+!@<0BPM|AKU%V11P;4DA@?MCHH8/5=U6ZK;f5^?
fW1D6?-D&ID8 MT?88I@^)-\$1X8L9.XTC-L2|-#|-2147Y&Z!6^*G: 9MX!Y&@TDSK=33J-
+XM M0M^S))X\$?8\$5PX=:MMM2U6!_ ^G"NS<[X6/!AIA^\$#)V.)%)7Y.X7+^
MOX)T!IB#B/V7PAUVJ-QU=J/+8Y.%YTM3H>FM=_XW%H^-E7L*9&|U
M#P@3ZZSC'AT/Y,GM;28>/(@:*FDH04IY8VH)/\$"E=>KEHX5=\$,
fA%1T%6\$V+|W>8\$S=E7IO%@|^(M?XL FIXG1+1&3&'\$US:(>4-
\$.)|3Y";8/14.H"FGQ&_&OG6\$ S786[Z&|SZ M"6) N_*J7TXSM|/LB0
\$UIQ!CTG>;&.@7TM "'.@@<*D!8^JMH.#-J<8JM MF<%Y^:-;L/:\$3PRCD\$-
N0<:=+D,,9H9B%*N|Z79:/1139!#0Z63. ^QXSH0 M@TT|&5MY!>?IOOEN@EW+M=<
=%N8+Z,B|(\$O^X.)>:'CPAF |628+FS7S4#:B=A8A_B(!.) M|9K!/:;B'%?
ZEZCG9V(2H!-J"H5A!/?I76;I(P"Y6?(@>H<)AB"5JN\#)< MP713NP#KB4RHJ.4-+T7|1>1P

%N/%J&;MLF4!IP34/N@H8ZR0< '?K_8H#G
M!MUD"N1I#9\$1*,^7V+/C73SV\!L>J9\WIH1/,ZV!>YJV!\$=IS1S1;GR,_1-Y*@[M^DG/
U4/(0#-M,J0K!&36H/1\T&5R_JH;ZU.)? \$;\$O_<< "-43NH%_C\#O@"#Y-PH4-7_N M?
V9=#7M/_H/XOYK8ES+04H.6I"21P0L.6E!2KX)D)+7PQTVAWCC\|C)F=.OT M>KFM^&?
P|R_LXOGG#\!/4:LE?<1O?XJ10\!+?76S2:(40_71O=%*DEB6F.J;
M#X.L>,*C"I(I:%*.#9F=564IG8"C/"=,&O
M3C\$&M7"AZ([5MM\|=|K>+0\$;FHQ.9&FM/11.=38.ZP+V;XQ#8R#5,>-0T"JD
MCF86D\16TG;PR7.W\CR4\3>@:5JAD\$KDA>DN7&CTAZTACP,\|%(RT*8FZ>.OT
M41EP_I0Y,I\,DJK Q=T4._E.S#C\^E-8\$/9P6VFP_:U\$?0U:G2/5M@5_KQ
M)^1F=J1DLL\$3Z\|+\$QS/:Y)SG@XIP@6BRDSL3ZJFJ0E\<0^>&3;'23-OP)/>M?
WA&4L+E#87<4M01@X>P/V'X1.V\|VJ2NK\X4>0697DI(X,GAT-L&FI(@V9K
MX+A9G%+|:; "R\$|,MY=4\$*;%4;&DD@PE9+KT(#0U-M 40(KLDO0\27/
MH&B5++SYL5*G'_DRK>?M64^JGEM+;0_*,U.U.7P5JY:1KMR7?*B=E
M!8\(|,YRJ:DY;!/ #54%0&@W@8#-!&J0N(E^BZJ@P^78,%C#WHC+>#^"+\$6;"
MBYNC@=?J%_8V_STH!-5>#:HZZL!)L.?TAU&K\;)%">WZ6UP_%KE%)%-Z6\4G>N.I:EG?
VFW)M-|OZ_#4RX!K1&.PWKUR2\|VAA&PH-I-'6F7LJ^P.42V;@SN-,1UVTU;R9'6< MB53-
JKQN.E4M8UN\!+?EF&9NETVEKV%;;|@W0TV\8*V9<8>9HNE@|B\6)H|@.
MGRE!@<|)N\|8-TE1P\$U'H-%EHM"-_8/#W'FVG)M4GJCHD+9I\$3.*0Y(WSM1
M._B),EA!ZZE)5N*)1%DAT_ |N4 2NW=^DOA8E=46T:!\|9Q<=6:%. |LWIMJH1.LZ-
| ^&J>3W"-J??Q@F"XJ.|@HB4VD9.->HYK"4@'|&U5\Q0
MN""=2=6K)\D&C0V@+T:00^1A6(""#|K#.K/0%|,5F60VW^\$L3_YS^9M5OL3/
M<|)8I+YH\;(-|8B81M@8:\$ LFV'A+H334.YIZS\2;3H631FD>9L#2JLE%B_:O
MRW.,G'MRC-PVQZC-,7I!+;S-,2I'<'1@QD=HBIC@,2I>MTD0QFD\FIRM4\$W! M,4L%+?
NVM M@EDCHQY, B6ZZ\$*EI@_KS#R8N(W"5:9GQ18DBL@Q+C_JSF=B3+1+M"8'8I
M7"I@/|H\T<1L'8'FCRPUBA.M(9YG"986TAVTA|>,5TA|OMH6T;2'M6E#8JFSK MI
VU*MM3J6Q2=)C\$I'X5U9R^H*H5:D\|&D8-.52W=XB'V B\2.C))|:SJ^"
MXX|RR,0O:MY"X&FZ(%""Q9|E+AL&J2\|@QX6F67R\$<|I5.),86R0JR(U"C(
MD\31V#4@GJ.Q%E0R82(T02JW0=HU(|Z#M&4 ('A\$Z.|=O;(%7% V58#O+G M"P3/\$EW3
MOV&'|C2+VM)4E%\$X+ Y|>83P355.FOGADOX#=#AIR/"')EOS!BRDX,0=|R)RT4,F-
>4(=OR0 M8\3I01HK'3Y+1>B,*(XSZQ@N'D"MRCQ\W 053:.)@@'|R=/H'!F#(A4#>(A>
MCQ\|G\|@8/CN! ZGGC\9! <*.MD\$33BMC74V"60N=|+\$ZW0\$Y\|%'F14%H@ ME-
;CW7J\7\O \$0'*Q4<+Q:/4\$XE+',7#O *VW0P_C>^8ND\XIX38S^_IM\7X MV51-;GRK)U?
(0,"7-L?0493.FLLU-FFJU;4SCJ\$5R&JA&%%\$=2 DU,?(2J;|GU/X*FYC"|HP>3^%_IO
_ \$_I4O;H?7>Y8 M&I"WK'#SJ6I9X=IM2Z\|>TE3IO9\;CQ5 M+2-
;NRWY5AG9PC0+#2Z4H.R(+QR38-!V'7XAXO\4#B\$#^L-XAKU2L\$7MD!S)B08%|
D_XZ1F3IR&NXF_8J)4 MO>|8JX33#+@5-ZNM# W_R6U@\$='0+0_>_@
Z"M67C71P7>9:&#W=:HT:_C MA|
I;#S(|0@&GNUCLA=|VK_U@Y"4FR"BL3,/7>E\$SR;&CY6'R>^\$Z56DF!&@
MHN)^LK@|,^S%Y=XAXA>6V*":A!2D:I"H#-4H(+1I>0@1|1<_0/Z4\O-D\|+F7
M\|@(\$^ZXISPPS\;I+!1,J" |YL8(=ZJ?!\@BNF+FEIT#G90@J84(NM1\9L2R\$ MQ?
G'SW=W=YV4\$|EG,-VIWP&%4 |N*TJHO@=4YJ@%E7E\$4)EN"RKSV*_R&W\|M-
H=XT\$(N6'-T/B4^11*N=9<\$%\$/71LULU9.7* XK3,)N43:C5%"SR9YT_DYVC MGA-S
@CVT1M"3V%Q%X\$04RT:B-O!|\$;VW-YN;\|=0E^)-)^7<^"6SL%<6LYO
M>XX4;5'Z>7/K9&UO&#W_:|2=\$'7/@CI@!+UF5%,&O2L_0N\FL8/EMNIO;/Y
M9/QF)CN(J&LR!<:VLGBL"N!0F>_9S@!>NH;1P5S2,V/%K'GV:&9-@CX6X>! M.3<5A:_
9OFA@V@,L|P/3Y8^'|<1BI^Q3RL?A6&2:!\|) # 71+=Q>%L!|-I
M3>FF4_ |S59RI09;JF(E9#IOH\K#|/K0<|:X;OZ=3^XK,O\N\J) P08TOB)JA
M_@K\$5F\JA_4(L *,_V#/\L-'(,IMAHM\$X\7)V(^"?|,C'?=WU+"H*JHY'3VS M9NZ"-
>/B.KP(7/?\$-BPH?|J\$8_K: @/593#W&8!^O%Y;=0654|P_@.X;:#X%|Y M.,3\8'@:)-
(4_F8-.S65A0A8" |L88T_6\5H0JDE\QS19+PQ5'Q\|NF_<=9X=M
MRJD)YT4EI:O\WB@|1R,'C9K%.Y=-(M=YLM2MCU;"VLW#O%4.?&!XH-O%&% MVX\$-%
| #G2,NGL4K63VE>,.?2G*"9;!\#@HK5D;:RB%!\<=L0,|)&A6W"GU.96F MXG0^L,94)US+<-
J!04G:+G8>"RN-+(&#Y6'&9&%KS) N\|PNZ4'9M#+5)H.Z
MQZ2#/29Q.1|R>84D/A^BK67,1%@_4,M;49A?6T7=*|&(PR!-I
MV^NW!,N6,SI\$,G5V^B38*9YB_QWWH@3G*=12XKEXO:N\$ \$UT8H4LQ"A&R54-
M"8;|G?YQ._|T\I,9=G#.,F;&*|. <!*|3^ADNE'##OHKA&)0XDW>HHR0LY\$W! M!6\$?
9=\$L43N#4/F"-+VR7))L?5@B4\0-!Z_ L-.E:UQ\|P+I\$2 XO1PWGWYX; MEDZ\|E-R,5-
HQPSC(*O5!P MZU6M"68S>KWKCQ.E.TDFJ\, @E

A7:EA160:C2"FZNG0ZD>4TCU@9!"=P-(1 MA.2(:4'NN,9VGJPL/1YU(C=09, \BGFK
W\$(>I4)V09"CCHC92|=@|M#RN> M%0.:!B.:!>P=|H^ T!X(Y 0NC
CI=S8<(.!),4*!++SX'M8\DZ.?6*8J4DE)= M/4M6" F\p6AS>
(Q4\$YE&%2!3NN1##LDWZUNM\$'D9(?)&@Z^!-9?_8|P>|X|! M^MF\|O"/A21KQ0XAIQ"
MUFIK H21SVHT\0-0_I Q9,IE\$Q:5RTA"7|\@H)KZ.EG0Q6*;*0%L"4C-DCHS M\3!-D5W
8CKYK>)=;E4GX:Z2F/KKA-5A/"?RI*"LN1'Q)\$0+=)A@\$ M,P+YZ2ONL>V.\C"LM1#
|X*=#_U_F \$7J#O=1M(1BW4J|SL0\$B.;MBI(TLR= M@X6\$UP4,&9Q%*UE6)Y|C:40#:
<=M..T1PVF|-ISV3?1H: Y;AUUYM/YV-"2 M-%@PA,/Q^7|V=PL,VXGS-W-
^|ONGBS_.G=,;|VW%Q_/SSY=?73/KBZOSS_< MG'ZZN/K0JHXOIM|?Y%/X|MRQFS2ZG_
FM9OR/9<4&HXRD;^7')NB-O@C-I'G)N@XI48Y83_2K^|,|X*ZS='RHD
MI6IA-LT(\$92GT6C>@|(N|H04|=|1#VHH NN(.!7)VE5-Z6LG|-|PNO^!TN5O/JD&@-|QG
!\$(I^#"*Q(@# = M39K!UG?;%?(?NO_M45G1/1KEU6RP|J2T)Z6|J6 &.2W
JO|W2@&|JG"UA^O> MA;Z:43OS|G0|YNE: |W00QSMG',L^L*\$;Z|Q)|HP?|4J1*
M/>36O54CE6!^5LGA<@ZV.\;DVM08GKU|_%HT#!|TY*|C;V.?
M_.8M_.Q_*UXPD_V|+7TM?2U|+WS=*WJC|HZKB4C/M; MO=U|K|=W|/4.#K;K
D.");WC|YM)/HW|+ |G|MLDR-+!) AC|+SMN.Y9^=7
MU8GHL;Y07K=*.D7E@YQVT;Q"|LI^Y94\$E^P?/V.,<,\$;7_"19Z?^.-;W=W= MW
EL.,D|+>DMZ2WIZT|ZU|+(HY6@|POZ98NUZ@HUR|V|98|U#?>=4I!P?>=VC
M@S6AIMOM-9V7%Z*&'ZS_ VL7|H7H: ^EHZ5A&Q|J)RPW#^Q3>P:|=G|
M'WQV;M(2TQ+3\$M,2|P*J;1&*L8MY=FL%5+O_ ^/E3,(VSR=S|JM>/^%B=|E5!* M|
JAPP=|X^S=U7_8,9:GT|5K/J87.B8G1|A?G=-B%D7):5Z8NAL='=WV0ZH
MA^#6BTCK^\$@;0NE"?GI&NEBZP+7U|7.M;^5K<\$?IL\$/IR^UC73
M\$M,2TQ+3\$O/:7#.7P6#BJ|H|PR? O_>O^NRY?UO|+CM)GEJ37A<'2:|W#&;-
M|9I0LYEJQ7|7.|Y?)|_)NA@"+1WK24?O| 1.|,O?>O5>')2|G:|@|UU2<4X
M6J>|D+47#.MRM5LZUL.O=W>P^|VZWUHB6F):8EIB7EMWH=KA6V\$BCHAS|U.
M%/:A\$HSOLZNK)UZG=?)!|V|VJN8K(G!==*Z6CO6DXXON>^M^>')2|L'BI_|6
MA)K6_;"5|NE8SWIV.ON/_QNM^Z'EIB6F):8EIC7YG|X-+^EWG#8SI&|"URJ
M(7Y0|Q;XAIP/W>-6T6P); EL"7Q9GM(Z.)Z?
H4U9Y7N@Q04|4K/8B.;|V'TY!CS8UGA|AY|NS=E9M-0(Z-M)^ZO>:3<;L^C'F6>ZV?
20#Z#3|BZ-)|KXN'5-)|J|H.L.T1A_S,<#_NMN3,_MR7;HS;Z?|JDSB*=3%6'|+/G.GE?
T0NNK 3:>PH:V_(X.)XK;|;=_#ER'^W!|,'&DUV-!D\$'M6TP%6V!D| MB^&'N-
VT;DT\$N^..G\$@SL_HYY|OC?1*59\$@RP>W6*C8'NAD<
96!51#E*6Y:/HLCAS_JPQ#:@|@NV\$R<;2;M|,>34V_|Z8MXL_Z MV#@R#..|I,<-/\$;?<
=VP96_0R_Y|M7QACWW|NT_?PA^;AGDRQ!_%3FD8O2. M46GH@NIP|Q|
\$N_O!..L'R\$/TS>W'?C+\$_Q@&P#&1H7CZ4#BE0|YVW%_)R7L
M;=*QS@ORK^|13VDC35|EX3)K!@9J)OTO5O@E\$!;?SO#P%K01\$C6_M)
<'F1(AO7#M%+87_KK43C8)DF%9X"Y).|@9WH?Y5: =&,G9|D^L|)ZP%
|/^:R\AKU^14;|L\$=#|Z/RTSCR1%8A4Q^J41"TH0-3*M'1 MO./HOS|K|%;L'TSV(
!MT'&PY!22T|Z/&Q_\$-)|/98(,)M&0DCC&/P=1 M#F20*Y(--(UT%
(K@16&@RT+.EJX/)TJV?Y@.@.H|G"|88Y@/4((S<3.@*T\$* MF@Y(625
6:|YRSOPU11)L/\$0+('MH\$ UD'O6:R#Y^&VSC_GYT=|UV@PN&/
M|K4_5C_!V_*07N"MX|Y/?@)S+LQQ_'=G1VS|87"KJ;FOY4X%E>R0Y-R#^AZO
MULVX29PN=JUF|:P)&'FI |72/-E>-;U>|/F?YC/X_FGB|X|!3R|V..8U_1#C
MZAWOV6_|H%_#GPK7A?9;_/_'6.:&|4^4_WFGK^#;P=@SVB|;"6YC5KBTFE7_
M3=,BV\$N':TKG|?'NWJ:U+6|UL8=ISPV(BZWB_-**UNV6IW MFJSV@M855>CO!-
'1O8L37*\$1_7R_FNQ::K)SCYHLSAARMIO4X8'6VBR_2|S*
MYBA(^\$6M#;M#4&*U16/(AV|X."JHSJO>"B/&Q4:ZE\$&|H+=CH M*WP?
OVV(!K0<|T4Y;F'"=)>X*T!GA0T;WL-|P>*|);?D-C9,7/|/^)=5Z8:6 MXA6|2"PT=?")CVJ'O?
M|(\$@Y;A@H^#@K&V,U.UY|T N#;5T%/SUTD\&\$^=8HF3;
M|^_@3%"4;&X<)|)%L8F'|JF8-*O)EXJ7AAV3=>\$F?-A|S*;ABWZH99?K@6 MZ
;|R|61|)7>&+?NC=\$'U_+.\$_A@7&_S_/C6!Z8V@'_ (A>,^V4N&(=<.,XY M_#:@XV1Q-J-
0UBBD.#*M9(4Q>18;LD+,>&V*._#'?%CSR<.=G*>P14.4L441; MI60-
E9)J(7:KD;RH1G+IS|V|W2^..G52*Z.D>BH(!'.,8A-5-M|6*>FQD =^_
M?'ALA.M>O|X^=)8H&_|LP!SW#L6K6"KZ_5.CN|1,9R'V8_WA5F^5*8|6J;O
MW"O3E^_MXFC+Y8K1%N>1Y?O71%B<1Y;O;D6^KQYA<1Y5O+^V",OF\$'^O#|4J M).
(@.2J M"9,ZL**=|R_)P)R_|B|:A:"|Z+BT9B|SLKB<-J0A MT
*N;/(Z#Q2)E3U_)&O7N5|:SI+X-DC1%W5_M@&?H3;/X(GR#\$YVVS R#1|PS MV&_S#-
H|@XWB#IM#_/UQK|3|PI.QYUY/GDA'WL =6D3R1BP'*4V4VHH;>X_2

M5%+"*;PRYX!;;X^U8QSC/NUX_I[MI7CK43-\$I6BHA2-'1]&^YZKI3#B'F3X MY>T5->CNOM={0"CK!A6VJO)L59!|HAR6TE!X&T6%P#7@!4=DLXY%3 M"1P|E4 4? UKHU13_XY.>|HMU|PV!257R<;\$<9+0|L@E0\Y M3#Y>|32+"4!+ M:9L,,)#HE|.8A/ #*|5_Y(UP.O|=8 C/\$%VOV>MY>3S).)CY&KA2P5A*"S&X7 MU22"8F%JCD3JX.-4LXA*;>%G\$|S_OY!ETYZ2_I+O?V>=WCD0.W(A,%)W+?QX?'1P?\$V? H#?ASFF\$Q^4+K-A;BG_)7' M.X4;=VV>GVH=K45\$.LILA51D6J*)J&414740J.HAV.*01/0=;\$^5T!>"4 MR>ZA7@NZ9!R9LE|8Q7!.BF7!-%&OPF,<&&6-DDQ3"OBO=K6X9)<^4KM|/SZB ML'Y.8=)*AA=>|P=YU5:~VFK^MW|_|@BL/=E>59/3/D^9J"@=NTM78S^HE^G M;|PI1(U!"L/A_2,;H%Z7/S_8|NK^JJ7.AN;OA>\$Z|'U8PX%"MBU7DT\$-@| MR@.7P5|JE1=A&4TK,; B(M=|O,<^2->2>?^9J1!J3N?!8Q_..O>JF!0W)"|U MX;5,AD#_SD?Y RB'- M9|7_ |WN!C2^),@ "\$*Z_%|KC|Q&H@LD@2,\$R8\$?: (HX#_H7D|H;_N_W06_-5 M:|AN|C-OMOE;N|WKL-V|+0_::KEN6 N_%0%;W|5;N'E,; O8TR,2L-V_C>_X MXJ=)|@*,&"OAU3.*,W>N,OY|6=5N|*'M'W| ^WEB9)Y)|H/ONY" |/.9XOF+J|VOE|ZJ.O|_|/3!#|T?ZBC< M#QJF^WU35E7SX9-7#BJO+ ((2_O(OM*2WI*|UZ5VO>U)K=/(RY'_W4,IWZS#; M*U/^B,Z<>_CFIQ(V- #'/7B/S;%JXGP|_Z_|H4+2B>>7@Z2T=ZTE'|HC;/SAX M6F)JUI|^)CGUO? _^!S3J>"UN_C0^N%A^TXX'5>.'#XX,UYGR'S+F2G;|PBG A? MX#" +9|W!00|;W\$>=\$+;Z1T\$TL?6|3UI|R;A|H|36+W%0F MLS%D;S9C|_ ^,271.8ZIXFZ? Y0J75>;(L@9_J1H>*| M)|H2R&"<(KT2TQ_AK<|H|OC#VR#5"9B#.\$KS\$ L!THZFS/KLU)_C=R6_'M/C M* >.'*FQ1*PHX1WKPG7<8T9Q#W@.07&A2C\$#WY<1_"#!|4>'WZUVXN\$/50Z< M9-A1A2|7!|",9WF2YL@;)?U|605TK><(&)|UY+EAYF'^)?|NAA/^A8W|^ ^H8Y MYO3UL1A!*F9DTFH>ZX?P M)G|^5H5S*I-BJF;.8H7O.@U?J2.ZM|Q_U2<\$8LE/|1 B;K>J?+=9#42^%0| MLO'/(|6F8'0%#_.5G52KOM>MWC(_A_)ZX>JYX*7'Y9\$ASQ/XN*FR!UI#Q;U^39 MOJ*:Y""7E0%'>+"WDL"?8?B)^#:/8+O."!NU-21 MZ5^YGV0H(DJHM-V7|607&,D6CKHL,8)&& 9 /RT=S2^&(DKDA/+L2VZ+;;%(V); M'+38%M|\$ML5F5OHM_LKC|_I\$) H;+!C" ?SV|N|A|;)|^|P_F|B|_|+T|^< MJS|_G'^|>7|Q|5Z|/IXOSFN33#ML?I PK;O 6FEMML;K%!V5>1 M&@6\$/1S? 12#L)|%;U(E^Q"L7%(6M(0G|/;.:| (SSX*\$D|++GR,8%O^8BW-# M?PY4%/SEX'NTR:? 3|N_2FUWYQ4=M.X\$<6#FOHOQAQE"%) S@KP=^BHH"D/M>;|C1/ZE=>)|J?S_V? OVIK;Q)N_|2GT9C;L"48WXUGYDF5PR5A)@\$&R&0R M6ULIV9;Q@BOY=('IW|/=Y|S="1+OF%CF^BIW><)8\$M|+GWO_G4 NRB|_|F> M)H.4F:X _>_K5(1#|N,;%4- 0&^GO/=G.3NS4|>X;6JU4UB|K|> M0)CJ1SZCDIUG9+/CJ#1*AO|_M(&N@%E#- S"!4: ^4#IJM%V3,;_Q;^5=U.*K M;R?"48FA(F2+0N^O'SD67<4;|@R? 0Y%TG0@">W<>&=?@B8"EC>W#(^>6?CX M.YI #<\$LEQA2.. ^? 1/!R8S)*#IO+JGH^BE|R|\$L#;@P MC;.%GT#>;>Q68OX7V(Z!10ECZ>W=@NC<6? S!*OG8R!8>9;> M?A9<.T9|@WOP8J.PA.*?)4#(A"G3+B)XS#;J|U&,7J(=FX:U)S4- !6J#*%9- MGNMP#)C('WF!|/8>18B3!)J3_1&6QKX E@C8O)8F*:+0EQQ|B.\$AAG|+GX% MXM 4J29Z"GY;|!A|L6)U?.\$CB'+|_|_|?UPT>D;^GL#S.*<\$@BG++;D:I MV3!*|8,BVG- T/W>(^?X=I3CY|ZIB.V3"2F ME7BU9P+" (^6CZIM/NA0CVT>Z*O>VCWK55M@^ZLFX2;>0CF;I@YD#*N\$'%RL7 MBAFWA? Q9B)9"M"PN6GYZLFA9;>;_1Q+Y (O@EQ47 M|\$_X#-V\$RQ"S K 5|AUW;AE- @LMT=ESS=!C/G||FXA/HH\$>("KP7E(GY0(- M6^7TZOD9'30J1KF^(9UA"ZV@4MZOE.;B_Z=5"HUEYF/&.|JH5GVVGK(E> ME9GS7SL^2F'0!U.WFN45=^;-<3_S|.8MX6!FYL7,@>ZK/9"*T3JH;AY/*-X M7(17QB?;KG0W#L;-@9=_+C.S"DW0: ^|G1B6N5EJ49A#C+^T|N&3J|"ZLVBZ MH0K*NJI>|_ (/>"PSLGO7C"(3/V*46?V=[%46P\$AQP.?#O0W^|S4|HU7?/! MO+56+;QJFV(-;R*7O+7"T-) _|M>9|7BJFRT2N4?|R@6X9*VXZ1*&M5Q+R0 M4=)|F: |A!8J|S^|=Z<>;ZU:O_DQ6SX|H&/_A_"8|7E;MN!9S3|B^>|VYGA<0GDHV6>Q=X; MD#PST+?B^LXCR_5"*T#ZH!J7"NA!400*9 4TV?(Z75&4K!9Z9A=U9DO2-1WT M"KELDX|WG-07>R3-YG8<"?2H 6VBL|K%0@NSX|UQ6)) ^Q+R?)S>G|\$&T#?J MQN%|>W5!"(,+Z>U(R(|G*?42X4|3G@XT#|+EC"GR\$M#DIQM"R+YNB9^(| M(%L&V- |0#"R# ^W+09^ CB?23@7,%/8(TYPO C@!<!)!1_9_VK|>QKXF|B8@%/OO5%\$(M_1\$<% "BU3>G|\$1L?L'.._|#L&0A)3?K2&;#.%S_>1P2&@I9)8Q|=NQ=?+' MC7HI; ^|DP'(0YHDQ..;Z&2"0=)9!4T|-GM:I5(U2LURWM,2C6:(!75M!5Q< MJ#U<;#|E1|BC|2OYGE|!_PJ-D,;#SL>>MXMT,D+O31|0H|B!YD\$?59=)30M>

M850/*CDK,'1U>HX9ZJ_+^S6:>(I?@,??P:8>&*5Z[C: JLDEH&+42^/'\$*)DFAS;69]@?
TH(8:EZ0<&/'6VX M;CCRN+
<*G:6BJ9=0OPDOBEEX82YUA/A9)6HC@I94QJ#"2K%EPJ#+),0BBH%
M0M\$2\$8H:;!4+16(UP@5"T85W3A]C2#YW3S)0-?<_9TG5L12% H(4C,1)P;(@ MN!@/@-
^A870#\$2#)Q@./GFD/\$Q1'@**0, @AV@*F(<="=Z(37P-T.%QAZ?.7
M%3@%ZX%HC6>+:F84#CR?_ :F7!=O+4:43F)PCQW2# L]U;8?WFST1JMU^4YS-
M1L*UJ\BY\ L!E;M\ "H":1E_ #^E8W20<=BK7F1DM:
MXTY\QG)\J>G,Z'M0^QB7#]G+1OIV.ZE9UX"4B]8(W!GV@YR)ZC!A1&/E48 MS.
[VS+D5SS+HN=;(:'T_SI>^(Q#H',90U""%P0-#T\$M?5ZB_-@]SO;<8@VSSR
M2_L'&T+Y@KM?8?J]59X/;.'9>U+RKSC&L&:XYAM4VEL0\|P| F^NO=!T5MX-
MDR/&UK3]RS-J2<)E MRL:6VY0FM=) ?6%HSF)^ \YCXU0+1WWHCB#'/>DPV\|
M&\$;,\$;#M,7O-2DXBQO8FB@/TM'H 4LE<3WC2\$I_Z%\5%N;:!OFU/"\$FNO):43L
M&S!-2\$2=2&V))# =U6]9LC(A7: ?RA?7UZ?@;C1:[T]MF1 MCK\Y/M(OVI?77_3KR_:95?
L0/U(,'%G+%>1#"7I6T/7M#AAE #EOZ+W(%_CF MC@G|=N_I?3M@#*W#_+(@_9_-^#-
DMK*GIO_ ^KU6BVMJ.J.^2- M%N:0'2@.T+OS""3ZH#^?]/TH3\$E-IS)R:ZFH;
!HKKSQ:>%%;K34G MEZE6BS+5)9:I-HLRU:),=44R8LOL]W-7D^ETRJ:7\$O4@&
T!&6)B*1#SE!P/ M@MU>)S3%D#FL0,*A4.R^@:.**=G5.A6&]UO.-98!"^XM_L6JH?
#@6WUM3\$P MJ)W"!1ZJ&_ '!4ZJH_ ,5.AL,7IZ4HI76F_T0T(7@#3*/M&N/3\$?K MF
ZF!6\$/:Y4:V\Z?J-N@%|C)59OZCY?..X#=(_IU/(AM6K18YD"112\$V)MT MZ429JH_ &:-.0-
O1>&>TNJE"Y/:S!"6T'D&DMO5K"1U22X]RA,&?(/HM%-SR2 ME;-T.>-
=IU_ ^;KH1S+%BJ\8'VOG+GL5,R8J+?J]8@RNL5TU!&T]_/0DEP# M73S?
&IDA%7MGG>1X0Z\$ ^:#W@P2>U# =UX%43G^Y3K[T]+BHI>MX 9]:3DN(
M>PK/H)\$:UO*9\$N%RZ#N0TG|P;SYD\$PP0YNPG4#ER+01C@08\$EK5B^CAYLM4
M]H>/Y@.=*O\$%%T573(S14]C?6OR00F"2U<% M%|2NUFH'^| #P#H34-%5R(>S!1-
D5S">|LLA+|&PLM;2YI%;6@Z=*+7VJU-(F M'> L\$BR#KHD23, ^28%I2@FTILVV|L;!#J/
;G;PIR9M YDM\ ^Y!CT^J/UTY3 M5(U8D0)G^HIDU%WB25
P@BNU*5Q)TD'848S3'0_*OCEZD78Q2X9UG-U=565 MA\$RBO["U\$C>UQ7J\$5%J)TL|
[Z9/5_I;>NVUGFG9T V "97%!"AG=|I%+J9@ M8B7)|OP=7.F18W:):X@EZL@2|-^1:
<97PY<4R|]O'\$C5(B%|+P"1SR0,X0I MV^/C|.H>73H?@ :8/K5Z-@V|ADPQ-\$<
BX*79(Q=8_%XT*NON?OD"N/09]K/ MA@!Y%D%:-
B2#S#+KKRNE_9("4&J.V.5\2I2ZM'Z;@W1JR*/+C'?6'Q48Q^| MC)B\$J)<.:YU=3)Q;-
Y%#GSJ2*\$=QH62]&Q8\M!X>BJW+"K@VAN\$"_ N OU#V%O'R+#-
X]7P=H(EUVX;HCM)Z8/I1CLYB8) MA+X4&|I?Y>K"1!Q"
|CNU&6O(S2/0V@4B4&^#0".TGBTVV;B?@0R'S1;'#EG
M7S@|/L=7'EZ=ZYQFN<+T'S(7D_K*/0*-T*)X, ^3(|J0LQ9+/-2>=6\?%3]2P-Y6^A+|
B3|WU=X|)%281#XELG32?L;*TJ M|>#>V3BBQG;)1:C6,:G/:\$X2ESCOAI-
B2<|7%LI^7^1.H\$ "M^%|B8@XC!JLE M+!EM!O-N@H@Y&(HC9LT*0
;:>).5C';J5;J^99BK0]6KBB&(JD2?"4V8C%# M"@/@C/G*%>1XZ/VCH?94(<645#@
V"67_!TP'YHV<^S;; M!G9E3J&U1C^R@R|Z.
(EVEB3PVP*JS<&UB4LFSBH!LZ(QI44IXB:R-[Z=N\&
M^0L_&.NL<892:>>M/J|V&|RK|YLP;V7)I:6:4A6F9-3: ^1A?(T!A9GZO>BT MR6^T
32Q"C"--F;J 3?KN:Q9L#T%I_5LRT M9IH0\$O\$Y7G""U/I/O20 C2C7!C;2"R@3+:|TIK+I>9/
-\$VM)F(X1Y="=* M=/:*|3;(!-=0P 1\$C4)!%S,!XK; \8W3P-%VB01P"F8G ?=<2|?
4@OT0V_A2 MWE+O4OVI>6@ MG7@!97GZM5+/5V;K(?
XMN,P,YA.!8LEDU66(\$4]FT49'30O D'&RF&/S4 M08-)=
L:3D4M]\$W&UR"Q9'^\AM6@7K]P5#>A\$OL@KL1N7YQ>MS^<_H-UV 6; M;D]O?
F""""W"/1@P\$;AWA7I VP5C3DMT_ /+J.OO15%K|8|>)AUIK18'TK(7% M63WY+
|'8>7DELD5%-J.5(_B""NR&\$29T SOX(2HEW63?O2K ^%+Q&TRZ?* M8>9;?0=L-(
)!R/M=;-%;@_E;*2SWB'?ACPA_%YL^D&F8(?@9\$)2,|H|/"| MR?#6+CR9NTTB|&9|)%_ %
*O5"RB+@5G6&)Z#N^,EQ0LCYSXCOR2'LJBE/Q! M@XJ>X%<.F!!
?:*J\$OS/,#Z_VY#U;GSP#Y;JHN+&NZL\$WH,0Q> 2^9\DWJS_
M\$<*71IPXR_K_ ^S_ ERL(O"S&PUB48UO17*_F3K-!@2P|B 4#AMK8+@71<\$Q>
M8/P2*%2&(6#(=:YWVT'B<*9-2"BZ\DK,->+Y77I6%1) MT>?HK>3YH
(H+Z^39[7\$|U_:F*#^A5VTT5(A-@|1-.61*|X|*I1R-Q/L34V M_1Z|LU#|8"VC29
PDLLOU".W0813R:|)O| MYJ|FC>RA T#_9"0AP:?)|3*K#K:F-U(L \4CT91@1Y
M9|+|Y*%G^PU/0|G^A+Y|@,2VY,AIW& F"YH/7^CIEA-8|X0!RAF1"0"<3A:|M)
C\$R>USM:);|HGML/M0(ZM>MHQ MS(K(-\Z4&9"IV7G+F1%EL|H^E*LP/_!L-
A.@O;TB^K=R1^0|+ #9%N28\K6J M/7D6!+.Z028>;*YW^)P O:4P#T

MGN7^JR:@%6\NC&Y!S#,##!F8ER,;#""V*>02*D53J/C/SC++&\$^6I1W+V! M&U,0!
IQ29+L,RHCA M_4,;0DWF4<6AVDT26./OO@HCCF_)W+UDYA&VT3,
<RV^6*@+W;B<+\$D6_U M+=|74Q|-JE+#.C73H:O7|S\$E6L57T!V;7;(>)=#Y9PB(!?X?
*1&3)^4TW%|! M:UQ4YL1S"C;P, IBGMNK2U1I95W;
(J+LM6F9+O:C881^;HJJVIW|7#%V|5397*[V3(:UT9XC+D|9J);K1K79-MG&\$1690|>?
\$SOF=I*ZXP)JD;Y8/R@(@.O.)F2+CGSF!:PR2;:(C+_.!*1>3)2- MY2:S.:/4R.2,YY>H5:-9;AC-
QHI-A5FV927"O1BU^/RX %/G'^9YH=S55/Q' M|HGL#BN.DT/5HF;'N|-XKPM|G9S.J0D"
%?/O^-@>ZD1W- H@#"W!BS@<+C#06!:=>NE_,T! @,|Z|R|SC@3V*T|40H"L0,*N=! M0
)9 -|3??>W|J#?%&^=;(Q# = M('!GH+!GW|D|&L*._@/GIX*?7U|::/U7|D|/CA2Q?|PX8
@G>L"-E)V,QKB#| MBE"|0H\$#-XK^YIDZFCWJ;)ZU2UG+%A%YSP^CWV%T)(_Z8
MH&;B-MGTS XGN7^ FV@#^K'D=E#B41EEV
M@LP&16AE+LCFH#1#^V"3N\$:*COKUIRE+Q)MF9"2H+ 3G9G1W9X&U,6;,\$,D? M<'?
@|./+C|@6\F01R^)EPK!M;(?ADUHD#J"VOCT;WZ:#*JNLSJHE5^?/&?99
M2Z|7\$9KGE;3Q?6|F88^G8G\$M-217V^SVI*GQ!>R!,ZRM-
SFOLOC|H|;#N^RJ'P1;Q^LXD'T|!VT<\$A4|H,I;-|E^O;H6/)0^VK M,0MKY?U:/9TD?
#\$801,LQ# >(FS "-@6%|(GHP4_QN->+B*B|J4#B:|?QU'SH5\$W\$R%SJVYX
M<;4EK7%:=NDSBX@W<.43^4-R@P|FJ/*"2|C+8;JS3?(Y:.\$D'|DP|&O!_9M^M&|>)
<^(*B:5S#F\$|3M MB5J,?@3CHS29TQG,68,@4@;J|;<7M8GS"F+P;;Y_UTC"!MSP1Y
M/MM;&*GZ?41@|V9HB+I(\$#V!99\$/ASK6T\$W'T2W3=YEH"0S-|L.|#5E-Y5NA
MB;ED4,M8-:5,(!8#U")&#-3V VNIQ N:|*LKF-"TRP,-6;K@U&U#YR"|8|K
MJ4EN/3OH,CHFCVS#|2N@TV""&U"6!_C4!"P|P"7B ^2"=;%@CW"6V:<)&YWM
M10RNW\$V@,_. "6RY|@Q+LAOZ0.AQB!M'5Q:H39#8M4^"9(MPWHL#8^O#B|/+Z
B5#L_T?E,?WJ^OSPCT(TKFMD)T>QTA"|H3B&M1P#3*(M6|BE""1=Q"1=8
>\$5Y_1>CY6AB<|U97F|;AH#B<,93U\$8B|H,SRGD*QK8E8\ MZ>?EU>(84D6R-
Y*G;:=&O5@@*DX,'MZS2@U&T:|<3!|?3|Z^?FQV|V(F|OAW M-(C"X&0,J,UU+?
T.AJ^#"6G!|W@5YCU, ""/1 AV:80B5E_!|,MZP>E\$IRN2U MKNR3WY@0"A_HF78@S#
R4>%9?"BPQM|= @5Z@6VOL8?OZ*0_0WH\$M=A| #M# !MQ.S-
P'.8.=V^|O;UHA\$:C)T=Q&,I(\$#T\$R0| M@"Q28 (-1D1BDC|(\$F
M=)C@*#^(K@>JD8_M4>HAPK)-7H@)U90/PNZ&=<+7>E:'3_Q0RNEE/X*".Z.1
M|+3X\$#AP,#(D*Z<>G :VT5@PCZ/1\$V= _G5|LP S |F=/L88C#+|A#0%;#?LM
M;Y.'W|(3@U\$NXH <78#9|T-T8@SP:FZQT#2"H>V>KZ:38(RS#?|JK.9U\$/^>
M;KN6YG;UIM.HQJX%ARW=,GZGF7L&ETfZ@KP=8|R5 P|-|SA< N@:N2&>N3-M
MASQ7SV0'CV#&'D5|_-^2+&7J*;)^|_7+=^2T|MJZ|<,R,) +1WH.:/ M*>X>"4AN9'A|.ID+
38NCX2"BT51SW).MJJ|6!A&SWRR6\$R|.S#=&XL/HPU|
MSS&P,T.=|)K>3'@@QAG1|J\$23CA/> =.<9//Q|T9?P6> |.GP#KQF.
|@%BF^97H5S/IBNU9.>X,SP?/!X5 3 M5MFHE"O|= ?& >YR!%ANW3(\$F-
2|T"E_(O:3LU59KHHY;:5JWBE,8YC6|/5? 3E+M\$3F%ZEK?" M6AH_.0
|FJU81R4|V+*^DZM8I3+\$H64FA6|(-P#>|8/F.4X^>'4TBDH,O:HA)FA6@YN\$
V'9LIV,,B7IL(_ MZ>EBTZ7M|EOf;#0#|V'(; Z1-|>\$F|Y0UC|M58MR#\$ M#I?#*-LA-
@T^KO@&:L?8^ER;_1N7:24TU<6"B=*)=XG|P@N=GM:07#LDW=F:
MH:2"B26W:X_8OV+HF+PO);Q6|+(O!|JZM%|V'U! MGN/V\$ _H"&7F,O:DPS!#"-
&*,#"H5!L9/D!|X-&%0 +J6|DV15+!43 MA5EYK|7PM1T,)=Ewu.
|/&\$VDUQ\$_.QA0#K_ '\$UPBD|H#=#G:_.SK;SWH6#5|
M.B_2YG\$ _MA!VKYDK3G*/^4I0V,0)8O?|B@(|N|;+H|>|(|>B(|*,N6AE,E|
M"|(B^<5NGE6@E&NC=%K"?.(=L0,*9WG>(C*DD7!&+U&C\$D%WVGNEWX27|SQ
M/2@&@SUF|FS7LGH!R#+U%2,G"O3R3W 6KN?NF5V|
6@!'E0>3%B:'.O"&E'8'1JO4TB;*.BYT.E+6)4LYU>7O_5^H^<2Q M78L\$/C/QY#*WN|-
D)_QCZZ M&8^AD.|HF>A)18-|T6<^3NN5AZ0Y'N'03=>%5/^4F'V%CCC6^\$/F5.00??+
MN6?N*FXXP/O1AR"|>L?|2;BD2 < G"70#T6+ #R 73070+<>8 GML3_L,3Z|
MM<(8+@M>2AV'H 70*F)NLLTLEZ(A=|O8@8:S8|T3MLC,CX3JWH=WH\$D"S^5
M(A)T6|G&&'U!/<58MQ6=SSed C48*5I\$K,B+9N0BDR?4^WN'Y-HW GKA:"">|A
M_,B4\$\$ _X*(%CN%7VR%2KHC">A|VYW+9%%8? _W&-F|BW4IG&|BB(|SH\$E"K"Y
M^ZTYS&VFB!QO468?ZT6^4-'AO<<3V7%_TS3PP34CKF;C;'Z^DYG-RZJF^X^MN!
|Z&L:O93H26'&I9)ZHxJ :AR^5!%_'0GQPB-GC4!>F^>0^%,&Y30|.)5+M
MZ2M2A.S6=X#VFW?4+?;SW9Q AN;I^1)&Q|C"L\$7#U=(^| |>F\$CZ:/10
ML|B5%8H>4&' U7*(NN|7>C(\$S.WAQZ|F(^8L'1ZR">.> ^=E<*Y\$&3*4%N37U73"^
'^/XR-L_8Z#ZS|RXX*E+)M6L67Q#9&+(ZUZHA34A'| M7=_N0'^CY7CWN!Z-
EU\$DPD#LJ=A)@|1#>Z/'0Z+1-Z"&86Q_ ^;G2^"V(1F_ " M;N@|'_%5D0N5\$?

Y=A=L[:BH:@=;C"V'CP&*/Z/EU)OL\BP8K[::J>Y"3 I* MQIOB_6RC?1WO*-VO(:O!6@?
*ST(IZ-M4%8 I=ZR:BMN!><54O>E^D^R)VO\ M/9//IE(^5M!3:
(LU\$, _N#00#A1+7!"K5C8=^&7;LL:O%H|M#Z'UCM(. ZHU M\GB?N.5PSJ3&.&"NC
O!_M|VH)I1QE/U-+LS1P|>Q?B"BZ?X|08UY&'7WL"D M)!>O9C?
+34/R\$B>E((DM.U&6%9I=KL^#, @3+, 6E!349PA.0!T5Y"0@&|BD! MW" JKL:TF+?
ZCC*+YI0?6F'-;*I_TL'8D5(=#*J#&SAJG3"H-8/2/, # :JK' M3T)/(!.3YV\$ASLBMM7?/1
'O!.4O0BA:\$@/A;6+@&JGN<.!|T0W5FR5,#U'5 MAOFI+N'T!9X-)2S&!8@I83KTXSN"-
".R.MAJAU-#LR)9=73L:=J=Y;2,TRK MIR66\$\$U\H>7Z3YK>-_U=H. MVQP7CC/^+?
&&N&7B|/1\FVJY+,#M>7=\$%Q*H\$PW%4S!BMC)D!O!P)3P"E5_/_/^@?
<12HC"+!O1PP9D4M4F0NF/_#6V3 M-!J*?#|:1:@2D\$V\$_0JL:Q *G@2!70!QC?
L<&4\$Y=D5(MQCZCR;6@?6?%8!_J0!31AGA"6MH,PL33*-R7I&,\$WT0!BC!K",
"\$*F5V,B&"9HGJ5%(/6!H. M<|<'A0UCTNL>:P4-8!%S6-1RBC7+RIKC"NUC;":LRC#
(E|J8T^WT;&P;N M*.[M KH) !"W8@+@B=|3T7#;E7%R.)?X Z%5L-, ()BR8O
QBU"QO!_3F#4G M;"+?4B"SQ|^F_!SS|@TBBB-A%|E 8Q!4"TL, ^4Q!9!(! 2APA,N0'B=#)/
MEL-YJP-H.,9Y4M\7W/RBV&"QVE2!_E34I&Y"W;R(T),=W' +*9G5|D)#?V M_Y&O|1V)8
:QTD1X!SH:6CF#4=|4K!O4Z!\$:>R|*!=!'^A5^+Z|!#P6(&'FL& M3U)!SZ"&-
BW&*@(L(04S#L/J.;:RA-|S|8(?65 MN@T7!D--S9VC?)D#-
J|>7F21W'O10X4|KE6WX:Y<,Z#YMV|R:!(;:_5BL,B M:.*#Q-.NJ|Q|,+M%|P1NE)QJ!XXMY
XY\$O@F3^(TG2M-%S5EJJ@|f=:??4V5 M-*@9T50.(%|@'"A|!?=1U&%W-4?
AN%Z\$B/W)RRVA9XW4K)HD_I0<\$4.:0|) M:9#IY+6ZELH:Z&:W?H@>LRV|2'&RY!LGAR
M-%;%F45&4O6V156DHL:IR2A1= M**5L(H.1L|_&C"J1-V!&7=
@G@^,;':A:IZ@D^,Y&YY,VO#SQO.W;:(BA+ :=/JLL!>QA;*@3,#"F*N*YO:*\$4A%KPDS,?
3O^-6=2 M7#P?F!F5/9FCDJ'&\$R^&O+W%#*=3X3|Q@4:5 C,(UB=)=?Y8X;W%W4NI
M#5,N+|H|>1<#'\1P@,H%X9 '7(<+IY*TPSZ5R(%7=Z5%WA+OT>A%!XHDfLS|>*P0^2?
M7_C=B3+&L8A",I+!HQA:(HK!3+R0H@8W?%2\$>OYQ=H';|2/|YN:A8W9O160@
M|3HZ^!GW%M%RGV)*?=JD7(O4NY%DFXNNZP=EV@K>'&%0;:6!A/9<8N1
M"HBW0I/L\$-6H:+\$'+ "88U)%(OR#6\8SEU_FAC(FV>IQ/HBRZ7:9EP@/4KLN
M>EXWPC8)^GC/LR@/|@B.!?5'\$9XHAC19OS\$ _TR' C\$ 9I>|VVWR9/|_-B1*CE
MH|'D;^&%?D%6P|,2/TD|G'=#T(D.'(@?
8!|=312H,Q&6M9*H/^",6135HOJKP^J9:/>;%O:QZ"0VIH3R(N#AY.(8| ?9|X#!T6:U
M8I2KM=PP>V: ^UM 42/7\$!#>|6FD9M48K+ ^RE9L8QBBJ:=/;N+6!*<(9<6-E
MP/++^|5*._@>MK\$ZC!7%'"^05MKFY-"F-IJKOL%_V54-Y7*/2W\$!4Z5,0VC/
M8MY&HG^8)YQASCCO4F.OW(-7XI-PL(>%D|L2+E"8))Z?!KQ0Y)>M'BU1|FOJ
M97WP\$CEV'HUUHFPM;R+3H)-M+Z.5#*=R>E|_RBPF7"|PX22&B3)Q!6=
(D9=&EN5^6A% MWE6,5KUD'^01R*U!2;V\$ "HI06\$/(EJ:&*HE)\$2S;_BF992MW%
(Q=3S)82#)9- M-HI(^_N4|LLJ>|K|H|U|Z)^EC*;2F6:|7>86!IB?9%>9_DT-%##QSI2"1,^W
MP|C@40Z.RU|+2T|ZPP3NRZ"^Z)>T<=|%(/:N7P*>&&D&D@7AIG(&J!<(M25,.(F!
|E9X5HFT91;A;YTW;5_2U^:MY;\$;J1UC!|\$9|2*> M0L^;Q0_C8??PJU,WD4Z#3|S%:?
=X/XXLAQJE/ICWQ1#+-6'!>4-(JOG*(^%
M_0^=63=YJK9ZJG*P5H<,5I@8RC,Q@|C%##+BF%'I@_P1*|_RM""S-
IF5VFL56BXE"_L0MIOV:1C\$A799B+AE?ES@|BM5:@^|J/1 M^%V&BO)AAV0;H|?
B8EW.*L9@,W.*1UX0H'F&ZV1/Q.H+N7IEX4P8)Q?(L9_M;2# 56HP*
<1)T:%#N";F\$#*!W405^B)5"MW9|F.M*\$E,0@5K#:LFL/C4G^? MP-\$<>ZTVQ;
(!RFUC+4CB:XD16&8/P/9"Y1,=MNQ>@69&|_ ^PM-.^J9P5LM?0JRO5O8F9+
|++L6;Y_'2S@(X,CW',|*,*! M(^N=<,"#.T8IOUK1@D?A0SYVBX\$?
WQLQ3XZ#;N!\$QKY0,YGD8'-OY\$)NI&L3WB+|:(#H MA)I8(J<(/2C+C;:1E@*A&XM)G1
|'_CRV M4@&0E6|HN"\$H\$>';T|_"|B:XSHG8'D)&9^3QJ MCK?
<&^)WFPH".U%@0_V|IH#WB '!#U*A Y:,OH|H:D2|E)ZI@*?EV#RW+OZ M!N
(7@YKS!T)2B4&'9Q; *#QI?N/V3"C=O'&'==C=UVEMB9.*/.NJ,Z@'B MR5K
M)0JZP@C2'HH_A_F4H7X08|SOB'>B,#W1FJ#T|:F-J>E5=*P;
MV!+KNXC3@%&'_0P!|PXYN#!@I00!G'RYJ;=3A129!^J)Y0_)+!|*Q,YS^S5
MP|P(+Y#*'^@; O:>4 JA'|/_ #0/HZ5\$^9((#"0"*|A3*C%CM-|L/@I 3:4
M&U#K)QC.|J20PD2!ST/US/6|8)4B+W!H +@2J)W#PU' PO5("=8#D|U81' M)Y^|7:8?
4,"1KE\$1, MNOAVR&2\$2)(XNTJNLV=QT?M"-W1H.DM%:JQ_YG|T'E3A1|Z;Z12420V\$!*0
MVM2Q13G?&20XY#X*:VO;J2K,|HT|DA|51\$.FA:SRV,J512B|0*WKF(3YD"6Y M?
D\$#TK%14D',0B=|SJ2O-J0I3*Y?.0S|+EEOD)D^U'CUA-6**5?LH:|8I5(I
M):WYJ!T\$J.B+KG9>|4P^ T0L-VJ0V*,UCN^(G%/"Y3H107/2XA'\$O
M;5N3&|PQE&S>TU|N./3M(5Y-"C1?H(("+*M\$8#&YZ-C\$O'R%07)UW"*A>>P

M07JH\!R05B;B21J8_@TYI6"60_BJQ+<.\^YBZ&/G*LWHUEQ%-
Y>G8P\N)BQW():\K1V.6&+ ' +9L6(="4B&6?.BW&@ MMA73K3B,=-PE(;Z!/?
00X>00'=PI,V-O@NM8GX\$<*[P/"@ \ (NTJR5'VIBHJ)=
MI"HWW=HLW)+BHKPP&2E2E0@C.PHG2Q\AP7@7F7 R' ^F&6"G5A?>=1.9B"<)
M_Z:H31!';?JV"RA%IJ/+7K0.)!%YQ1I-(\$R)R?TBU;=^XGEZ3U/3>SG7Q,2L
M+0<9JOPXHYM4=J!3<19P,FJ77XPY\LR9;3OV*J@O25\T4SI>+;X MD30N
7BGGE(T_ZVG^>_ ,#*KFOJH'.P@1P:H 1E@'\>>1K^5 RB JOF_VJ#=@%
M<%3HR/1#=-;&I_ ^P)Z\4RE7=O6#RL'>0:W: M>!; ^W.8^/\^73SKB3'F;W_O.JI
[54:KP2S'ET'?5X>7IQ?7I^HV?.[XI\O3 MZ]/C*_WSL=Z^/-;/3TZ.+T_/WNE%B_XZ)\O&
<'58/JUJLC#-LT<0KTL2O,I M9L"XCH8G_N____
^DZ5\$7OK5W0FAI4A'+@R1C0CZU>L_LSYI\$4"\$2V7=0SPT M#05TH5;7IU93F-
"@5D=C:.'"C5C4A+W<8@16V<JMXGJ"MGTA44XLZ-B M6U>+T:1+1..P MG(:!
<(^)>5OPFW\CMN" ^34 (D,6"[(%OA0\BA39."DQTX;#!XS11JQM\3QI'
MB_,4RG<\$2!5>CFSUMD3Q5Q.,U#JT/-V)\$I -2,?X6&JYM/@ ^,K6F 8(A= MMA?JB.*D.
L=H3IT65W OF\$NE&\-342/R1@B MG0;GW\>N:56 /C-)UM@!P;WR&=J"Y!B
##F0UP96JL<=<=@3R,4*J&HZ=8H) M4PU\>@E-?!\?S^=!DRXFA7%6P?
D2JWQ4IKR99<^?MJD,,H54,) & \.6H<)RY M-X+*J,CE)"/@,S;OPIK5\88"
(E^BZ/OVS0T=.2TIG@B@;@SV%M.X6_AHQF8#
MG"L&HJ*N%XG(>P7\50ZQC= 'OAAW2\N=Y7MG\ X#MRE!I/XA.25P26(@0GJ MT
^, @1%6TIR-!J&W6?=&@% "RTDW\$0? .!;!0,B/:?7JMUH_ F_ .8JX\$H8+ M<2Q_ .@*.Z+>?
J>F+<3'* MGJL/.<4^2\$RR O@@JE"H>HVG6B6G-<\$K\I
(G,R0>\$L1X\&OI%,&)BDOWD6YY_ M8\KVHTG3#J ^UF9G:_KT"
#CQ=&^8)6/Q4=Y\$W)RC85YN"',QL2BD(3:AWB0 MC _I, K\$X#\5@9XE&B,12R'64)HN)EZ
M+V*F*7MH-X*J.\FDS)5F7*K1D_ &^E1O-S(?A/P X86&.! 0"RMA-O5(+%&! MGGCH#K??
N?C1FF2#F_ "O <+9R(AR1QJF!D0!>Y2&?U_ OM\$O/"!VOC3\$CN\N!\\$A\$U08\7K:B!>C
MAA0SWI2\ID;#CT\622:D>ZQX.% "<6(;P?#0G#W8VAU\HP.SW@!1H@8=G!T!\$2
M:D^ \#EAE%!\CJ;Q+SN= ^'N*P13#'51-;!6_CLEVE4)C%J%19+))UF2EMS>>(M\5-
7*,>O4;=,U=!\$PPUY%(P!1)ZDV#HS&!LV%B^J4R)LTD F5W 8<)^30D/
MGY@1FQ7OT,X\MM?4KP* 3JFKD#8&#:.S\$6//M919=@E=B;=H_ &W\^FGL,HV\ MU-
#N+7H1XU?UH \$7D(X6WLMX3H=9*(YT_>,\!8-F;ME,R,@\F_YH;3X,M,: M6YK!R-
GU+5.JS,@!!C)!>9F.=AUWEA5FSMH0R!(>B*GWXP-26_J0=L?U%=QT
MR/2OF*/!4T=1;P""\$/RR(9\!ZG@^*VYT;IU7L M+C*?V'K09%#NI9:XEQZ?0!\%V%P8Q*U"
(\M=9LT"O#;UI@AD6I (83"M\ R * M\=6NTIU\0B07Y;K_1AX"2?
H"4K)/Z!%H@\$V%EU1&XS&KGZ.FXZA6/"PZ:%'N
M2W5(^K\+O\OR\6QWF97CS\$ \$OU^!8>="XW6@> FM78W;!K(^P!L*N)>0V6VP M"Q<=
N%!X6KD-3Y5E0Y 'K7\I< <\X4TX8J;!\J0_ ;YB*#4 ;UP.V9\U)3 MU*(ZG0?
I"P6\HKY!)6\^8BY %V.-,"K5R'1)1&143ERFV&@R/*X(CP\ P#\IG
M*BVJV5YY%&A)AQ\5G1+:M%V81CC\$4"0\B=-0L/6&7"8,,DJB?L#"Y>4ZO! M6-
!>F!>YEM'DEKU-.J8KV' R&YYYVB7-L(=2)3+!|"YWP9!KR7925)<=1SP4
M&TNW>I/=70\!Y.YL/XPL:=BF8JJ^#;AV4UPRK3,@43X/J9M\VS'XE-IE4>- MN\E)\YN\F?
0D(AZ3\J3J+S(JTU*%9-MTLEG7F/ZM"%H9^JG;W3=\$1.N3^"ID>/+\$+OH7UVB*EIEC-
B>E\2A'F?G?T MZPEKB#:\$N)R=G2&_(W@-T#<*F!\@7IZD<-X\COL?+0\0N(YI_W
;O"*CC1AQ6 M,>BD+"@RHE&P,BZ=IO(OK(2 ;Z@W\$LA(\$ N:O""0SN@ZO\PI)H2
WPP@K0
M#F+EF.7NHL+MK7XM&C;>JD\^=G24DP'IOO09;\98SOSQH1@'TTUQ#X>QZ9(
M,6:+8K=#^;7257_5,VR\&U)E>.AIB"IF=Z+0PM)OJG(*QE\0YP^,R5MGRC% M999A8,
MR\OLDP'=FW?3(PKKGQF7'7 R'B^;_H_DUGIU*J&97J@5&IUW=C&? FVR41
MU&4R;D:8A2(\$*KG9GT-H>K-WJ3/C#_K*4O_&/'!":ESF<4G;:#!).G7KQ\Y6
MF>%;\TI9\$5/Y*2OVDDW-C(^LE%+/Y*= #UWLOW,VHRI,=.6M**[G21U17=Y M^@>?
Y4*+72=+HHRR,'T2E?TZ\@1XC,^GR1_ ^V7DO-'Y-[WG,\$\6>>)'S'S5Q
MYS,7,NL%%&C2VVNG;@W9:_-KM28638\$@19'V(W+Q\$XD2\$)_DW\EF8&Q%\ MG;+E-
Q\#U^>E303O8E8)I^_MQ01B\7?IAR"KU,GK@(5*)W=I@UGK_,.6==
MM*IS/H0PIHWFH4:#B8XB64= " _#_&*8.C\$ \$BC*\$BI" _13^F;V\K\F-0ID
M#>0#33*!\DJ>'6PBQV7E+D>?FTY_%XHP1W@)^T5/1QOF@BCZ#H/Y*&!,P16"
\$0J>=4)JC'1\$/77P&FR,S?=XIH#7ID^@WV\IC2U \$Y:?=YK0
MDNM;T\$/%JVNALEM+;):1&07B\3!8W9;8/D.@+O UTTVB4F\$)>.\(S\$6R@L3
MPI5>AIQ8-2IFGE3HO#E*1*5&;NK+,"B+Y4A(? "J &AI1X<0;(\ @#4 MP0(HP/@Q_9I
U(A+V>&G_@J0H00\DE&BH'I\$NC4H_0SXYJ1Y0;LGJ"L4-\M M"J@M&Z^9Z\4X*^Q*8Z-

FNA@?6)JMV_&H'YQ7:-Y;^@V.,DBYY=MTS!::F85 M9*;#%E1Y'BVRH]8|
(3Q6/2X1H+#+11&UD@!HSONJR8WP43758"M-MV1)B.%,C.::&3S9NW0NO:06!L(@
M6P3X7M>R>N,FK\$%-/9NU09M"QWAD<|O-J:TA_EF"40)%1EZ|"U|V(EJH/7
M5">P#PRX8^_J_ B\$1YEW)D!;_R65GV|S!GU-!1:6P!%67A^4C%*I1/&(
M'9L|T/7%_DNW:G995N_C-B%J9?+I9V;W9W:|DY|=OGA|H7|f.69^+|3SPBA_,@/S=PU8;
M|E"QR_4|OI=#,1+::-.*E*#1>8)4VUN:B_HV3J6%W)IFNZ.1>WY (9; B\$ MX/N)
|0S2ZDXTKE 5KW&|1|"H#K>D"5UHV&I"(|A6?B4|G MPN&O1^P%7H^D%3,C|"%|TR!
R6.Y783BY/D;OPL(+S|AU|"S'W)2_40H+,HV
M>0@;*)&?.Z9|RZQWS|O=|R,7,;;9<4LH_0Z#&;O4+X\$C A&M)|8+D+!X
M658*0%4#LNV?C? (:32P10G 6&X @, @E-X79*WW39C?)P
MHL%XJ'P|G4>0);*E\$C>PB|JLFTW@KO*>U!EAG|J MD^S33|_J00.BG.?
M6>;0>STLW1@"C6&+5*QG?<&\$H4?J|=V|U|G5L4 M5F0H|_P_-|_-
+;HO*EF(&S)N(OF\$|?,460|HOQ.1P.%(T\$E,X9)42>QHX M)03)"XXK\$YHV^RH?
<_VF>"|.10@EY7^>PD\$6Y"-CA MO&A|!C,YK!Y E&'3CDE/H||*F#C\$4" P/H9
AK)9>Y6EQ0F(I^(00_R&UK|M#7P4QBQ\$ERC3CO?FB"T'WJTK.AQPRB!|=)4-
_0CE>QPJH,<-.:\$.O;MX%9+
M@>Z*0W<>Z'OB)X.1=P,|\$. 'G!TQMR0H3H=!SD'1|M7%Q|f.0|7Q,(+WA#/%|/
M7YC|AS//E=LP&\$)P0Q|H0C!V8&9A&S|!%HTR'VZ%"B"XY<@>,. 'W\$)?5F#%
MA12)=MNT%1S8WYE9N-,H|2(6,L"B46L|&?)L^2SN-L5CT" M*IUS)##UF%
3A5797=:6SH6L(EVU&\$04|AW5A9?JD,=|07/|N5-CK7X"JC,V;#%*"|!W
M0)^BA6!;Y"80D?@U;2K<=C;UP)M|9IE|(-14TD0V_D*KQ^L>?8I=QM60Q..X
MK5MZ=;>:|TZ90|>CPQAO=6?J*DM:ZZJ"%J%RN/:0DX"SC;K\$+#B/1\$3)QRP0
M55J#CFN42\$K'Q75Y)@2P&>8K5'V,I9.HCGP,Y2L_0|B!/?<%EGL*A4'6>\$O>
MV|72FJ1%;8XI'79?83*@ !-D20MP?AXXI=H>> J2 @MD, MT'A3F16Q5:|GV;,
|f%MP1X'%"|+7|XV3&9 MMHS1MEI*, ?R'(Y:N|0 'Z\$W&AK&DGU|_Y\$330:&T;WC M4>.'1-
B88L34-P|(|=T_YC5PG=WQOGX+QJ"PMGV9?1&'DR|HNL65:U|*57>&_RZ1+O!95 M'V^4
+48#ZI1S"D|'"=&\$W#J<:@9\$O^%Y30S%.AX)=,|E9PM?8Z!|7_<\$)0 MLR#+|&U?
|EXG8I8-L0H3#B6^X',,3>|> R0/ M%'9,A;04GB=&NO.K0 M41<*=5!Q8QN<2UH:L|Q-
F.\$*T,1 P*C|Z"D!\$4Z!+#+%&^M|X%24@^1?4G_3
MUY(GIU;GC#P,|E&K7#J&D;PIN: ^W11HL3487QTL P;<MH%-ZG,|X_)|,)*\$8;N3"NQ-(
_FED(>QQ4N=20CBNR1)>N4.!
M7P'5S+2>*9D\$TZ|!@\$_)_(Q_DEOIH*!'FARPD#@NE>=\$1Z0Z-Q-\$ M&(9<);7H@#JV)
<>^(|/PD*!'Q HI7:|U_)H:1+(>)\$TO"-.@50MEH RBX1 M4+99
_HN&U!V(|>K04Q+%0J|K)N(+!+MXS/|RE<_DJ-0#Z>8=TO|S204R7* M8GU+>X\$
_ ^2U.=2IK*+EPDA49NIOEQ5*07F|
(H')BL07BR7YST_0F(YDLY1)S57!/-67DE|BJ.G*HLY\$;^,UZ.'ZV7.KLU>E'*30TC|H7U=>C
M41M8FA^2)(OOT16*|(|BY3Q^C^:|?S; M_ F7-4TFV5/AMVO|:C6;K5TU.?
\$X618383D(C'D7DY2\$K?Y)T,7^%RU-U MTN1%Z=@|4?H4IP3=|Y&
|3|JO9AA:PU'(D8FC+A|HCG,W\$!|F4|)(3(H\$J263 M?=>EB5,Q'L4-L\$D/=8\$T#B(WB?)
<\$2|FJHK@B|GO7I!SNSW\$,|OZFH> :*IE MD2U;#_ 'GD:|EPFZV1;G-N-9UA!2Q:
)'H8=SQ'9|*OW%^_W11;|,^_T|.@T MZ'5X0\$GBT%P|;JY|,Y/(!@FALR16WY
+PO:@S+@6QG^W#|KOU!^|B^OCZ^MO'HN;M_FTUE-:ER|8X_083|0?SPKH\$;
<\$P%V:LL=@E|W@RQ|,%FI0WD<*.KQ M|\$_|5_LP!C6NW8!'W4R70RDT3_6RMQUY?F
|Z/HM#D>_(M'"RW|Z|.'P/7! MR&7VKR_C:0 ;?&"(N%08'<:>|"]J>L'M@_|6|
|Q;MBWTE,^>U^OX-A9"G_UN
M3%W#"S(+MHB|Q@1(2PJ0X|OCB^O"|&QOJH:R%E"F@,SW4K=1LA^(2,05X,H
M#!U+OQB8_M#L6A'&R0/JO>> :@X(?5W?>G#;0:|,"M|HA0#@>G*
(ZMK8|@9L'Q""|.N3|HE!EO5M?XCMFJFF-|H|CB"1|@";KLB F
MQ@65RA*QZKCMNA&C^I^Q@00(VS(MGKOCY_6403<% 'ZV)X8/%7'WP:OMUV.
M>S#|N. (M2CV!,I2.C2@&?/!T=|!7J=W8=^PKW#PTHW#@^5RAX*=@GV";H\$G?
M)P1891E4R@1FR8MFN|ZXV'U*L"1^BX/IV;_.4:PU\$U& MA=Q6#-
'YUAU4L3@/HF1B^F\$@*3XTJ^@0.95_*!31JM-7VZE.TJJR7)8K^?S^
M^/8^W+^23|LGT/H9^|?SR6#|L.SF_9";XZ?E9H4;7-;FK;SM,|,C,Q=7Q M(1,
|H'A|"E+%HB0WW|/#JNG)!51G8C:)0=WSK\$ #OYS+5|+9|O->OQ@HUQ9I
MHTSJ9'|JX'=L7FI2M=6#W(A& 5RCTC24^M6'V:)I^V#|)?|T<^^ODQ
MD4KIF1HSO()J89"=?F)UQ7"+^A3C?3Z'X4C?4AW!QX3!1|D| MZLS4!|0
;D+//ZT9Q9R1|!M%CA.'HEY|_MOK^_WVFB>(Z^1Z9# /71WO<;@O%-
R=6HB|J>"8*M216%E#!PC3+ M84?G>U

RYJCY1D;^"/++VT;\EY^|HPA:@.D&4+""&FCE|_*R!7&I8(\,#Q)V MN*'_&9D^NY/LV#/^_B?
C\$/^000'#N#[V32S.=L)/I M^"SV%9Z QU:0@@76PP)8R:|!,0R%+1TUF))@UP8|HQ'GTJ-
Z::ZVA@=(F-8**! RPCC(E.Z MZ;0FG\A*)"0#!BG 1?
8C*'\$Q!>6%S">>OSJW5E3G+K\$ZIZ"HSMVPZMRM5'Q"
M8CS'-7WGZZO/OOK%^_EQ;A|>?KD|VQ^N|/?G'XY.SIY=&?KI&=CERPYM M/-
L293SG=F1^+97BB Y.98TCB-J)C"#&SN=SKWMI0Y*>^18=RJS/'\? GYVR#
(&^PCU>8+3MXDL10P3XYM<.1M|7
MS0.@K|3%9HPZF'T|BPP V)B#_ |W4|!RK_<^K_ ^K;JE.(?)AQZ@2_>0;%7L MZF!-!U-
B5P/+ C>=,H6*.19N1)FY6KH 8WG+WFZM\$BOQ\9%0-)!Q?\$(D1F0&VY70Q)3T MS;E?
+^|*55=|H;9;.E4G2J;D#30\$\$ FFWJ^@JL C7_+TMWY,& 8|1U;?|MKA M|OS7\$
EXP5>Q5@@VY>K5YKEZ9C#03QSOOA!NB1M5+^1:|N6JOWISY@%&"Y<
M>GJ."LWR>%_6#6EDWA QU6I+G-/"/+5@X|C|2>C>?FDNZX2P-/I%3|K:B7H
M*""E;+/2#|3P*=*/>ME7_*QXNVXTK,\$ZQG':NY!\$&JHUPN-
MRJ6E+6%WNP5UI5Q8A^+ZD<|!Z:|!PHB1(.259S:|_BAC44DFGL:E0SKL;4
M0,@7K,_SJVY?TEWIEK(\$%1:E,ORFSQC!_N#JTR2K&|W2EZ\$|3(?L^F'=.8CV|";;?.\$S\$|:
ML'OW%|H|!PG><7D(Y2'N7D0;^Y|7E7B_ JW*5|C?EEK5TM?'LRMG6/FG^Z_Y
M;^M5|L.S+T\$B)3P?@5>B.D)S+F3<
M,7N^\$YTC@33#)L"=>,Y37#KUU<6/3MZHTO%7*PKV;DQSM+?7#@ (F"MJ= 'MJ
MO|H07TT^X|7#,S,LD(@12|S-C|947N1P<^(HXR2*_E.S.,1%#_&MG|
MT%B+SC@|U,KIU|&H-"H'9KMP|KCY60C|=WGO|.)^?"_XY6_DWBX("FAU?
M1G>\$J_|&>(<9=P."G-@5#/^PX06D-XT_IO)3MFQ-.8R9|WJ=|QR(_5Q?GJ_
MV=|_<3WWQ.V+.ZJM!T7NG|P'YY.RX+/Q7Y-KTZ\$|7 M1Z_>E.L-HU%O_/9SDO
W>>O.W*7L_ N"MK^Z5Z|L5Q?N6;4FM4G M|M|434LHPN"/O|!&\$UFL5*K_==|_?M=|_)|_
OXZO,29;@1Y:|9518R)|+5| M|O>|@=WK6>PS;&.|#|*;UZLY?
(|FSX;9|P|V:|_7R,K3+P4'3J)3K MJ|CU9>76(|:1%;!7P|
66/G\$.W|Q==/Z)RR%|_!SZU6VMVN'R\$;|5\$,^|3> MT%KK?\$.?2RHPAF|_GA;=FO4?
S/&>F>Y:U|7,P;&,9)F"9 M^6|O6;N_VSV@/-1>V!^8)=P%?7DK%"SEB,PQ|_*1|??
S>+O_|H?S*=|U M5AD)N_9@.(6(A|T>U-Q8/DKL|1P,U'HZ U4;9:/Z@AGHB?N>J1L;I:?
O>|VH MMYCW6EJ)?HV\$=KP)K|X<(QW;#M|B#,,X(TYIF%,>O3F'T_OGW_5U2|^O M
M6B2TL2S|* B6\$|B16D-W87#06AWV_(V_GYJ=C_ ^RO@|+DL9X=
MC|SSX1>=T6;EUXLNV>U#:N?()JU1BB|_&|5EBYEJ|?'N&O?F@V4&UB6|Z;S_ M*;#P-
J:NX+O:>>WRX-L_N_-YPU2#+9SR:@A_*A>UY_+X+Y@\$#KAA_>9#\$W
M|13FT!%SQ'937ODO;_ ^=O='=1TE)JIG|D2/K +|SC5Q;%FRH#.^90Y7(/9
M>;8Y1VPZ>6L:S:I1;QP|A|N^CYG#=S.C2(F|VQ;JOU#L";!A?D J2W&|3R# M.7|HE
<;R*|>P|Q2JW=A^N'#M6^Z 6F X.V#^I?V=SOX^E5^B?GROO+7CUCF
MS=RI#X>/YOWQU?OY_ F|_FWF%M=4D47'T/FA|_M;Z?1DB0FR)\$-)
|JMF5\$'QK7A.M>R5|Z?9Z/>WYW; M|:KE9'\$59|_|
X:W&EO%6|H5:FC;HRHY74M;FKUE=329E45KH"?BJNM^50
M_WB/|4_NZ&MY8E"@>TEM-4S%.GW||H6V=G4|H*PQ%4OZ#T?_HD9L_DMA:NOJ@?&
(UZI2B^F'WLUE_ M85NW7C%JS97P^_'\$Q!*OB1^&G,D9MS_6S(NOC^|_|_WCB??
OSOGZSB*6W8#7| MG(FFC;UAR4&\$G>H7%HX)@W-
)"TF7Y_JQ|_L3<|BW')I8>.Z;)|J%;I*ZG/ M/G'T9_K|=RS57H61XCU<;Y#I M6@:
<|VTU7;/NQAQ|L 0(C*U;I0.5J|++ZHG.2=^^8TK|SE(8/UVYGN*'? ^Y M>|S^H^|RB(&|)-
TL MQ:B5:T:|_%0K/I/W2M|QBG<9|7|W|YYG=^'9GT3_4=5&VVU(33U=&9G|O(2
MF@7981F-)|<*_E!GD2D?RDL \$*DR|BJOH>LD>UGBD|_T|ZOC1/>B#KTGR MH-WM?
AG||AQ_EQB!#7/Q7R!KN4<;+QP|V'9:|T<&*W:#J^TW8|FU\$7KF@I
M&P<0^&TLL:|ZB7IV#O?|X%BY2G+,LN!A!W
M*|#;NAJND=13NX>AOXZ')|!:6XGZGN1:+TS_W\$?<^1XN^|+RKP:FSY9_ ^K4; MXZ^?
GK>;I8/V'ZWJ|2L|M\$.@.'YM0*|=F;Y^AVB>;|(\$5!8F@.,FU|Z=5<_N M|^_|?+1F(V
;N(,).RNNBNS1B9/STZ2ZN0"WQ2LD.!,|5>95?OE\$US:AV1*M%|JS+V"|XC_|)SZD7|?
OZ=O<;+!9C*OA|=Z0|P:R=U2?^H'7^HWY|W#D=F M_AUQX@?|H_DD67D>H!
|.'9W%R2*7|Q.^ ^#|Z^;GZ*|_JT|B:H|KD4G6')=Y MUM3X?; MCU80=+?
H|^_!W"%C|NTI%^_+M"H/0=,\$^@901|13;66U>E,S@J!|A6WJY?#B!XU?
SVG|D4T%OZ*'OMER3O|T M|Z!G%3,??P*'7-N9)""%2'WG#HN?
E^4NOZST'H0>WMV7K^2LN@33|!&|& MY4GV*F;T@*|_#R|CZIQN-FK& 2;YP@OMSM-
BKA?K|%-6WI>MZY:~;&5X|)0<| M|>6SR|3;K+'N10W%1;G-
%&VU6<.K*W5Y)JE>9;E3+;)/C^=6Y)8;;YOUG!LQ M@SEX/_ ^K^67|=|@/SGKUX|?
|B|CW(;@A)?/<1EG+8I81+_.2V'V!9PU!Y|_ M8;FT4ANP-NDVG 9!-'8)P|X_#TUO<'XU-

"??!N /=G@&WMERMI3WOM/U;RX MBYS^X/H3WCN'G9>SXC FNWZQ%I4NY?
@N9H#//LAQ08Q6K6&4,NO=)H^.:? M%29M6G_.Z?>>URNWW\\$/HR"HK>6Z9-
W0=DQ@N\TM;T M' [E\$Q W?QW?O. \6UY) ^BFC*5H2IN-(.-O5NT3;6F)!SG[-
H087;L"OEHU&@VUB MY:F(%ENP==DB_0DRQZ@=M(Q2?
25@I\$V%GRZMT+1=JW=L^BL,@F\WN\!\$PPJY= MGBY/L\;|DI!
[?/^ ^\$SZN,H^OT,\$V"@G9**;G M&,'R^|39,AK51>IJ9ZJ@>'%'D-CLQ/=CWX?
#4X;JYG+E%?0N*SJG^/G, ?;SS, _+?NNE8UJ
MN6Y4FXM4RV\ZSB\EX\9?'\$X+| #A1K.YDIEK)\G5R9F NO*< MXOI&T\3?
1BH;4N9/O\:'C,.'K'O\TAN;KD&_.'2HC>S_J@|_ \9FSX>/EK)1 MLA-I5&3POCFTG8=?
ICT;/QO8CQ:1\$I// U"C-UM \V_VF^N!I9G=KC=DSX09
MI+SC%XJ9(&3*WGCCH\ OA\K7U\!%5CLT,V\9 X5M+M_9@G_@OU%|HU?=LU MW;|
OAA H@Z&+P7|[\$ZV;|JR3A3|;? M|>GG|B6T_M%OS!O&*=>6?|&4*D& MWSKX5<>
(%/NWOK?'I4?/OIM5|/RY\; >\$HT%|IK.O|/?B/GP<^,L*|X.?D& MILH<LRY#??
1!ZHRROEL/=Z)U\UZ<|*G;IS8LE_U MZX<1HZ#M,|G5_54_8Q*_
MO7,@_VKJ%_Z67P+_A++"2\$D?ON9|7/&CON6>;O7 ML9A
8X|>X8GQ76;+VJ(M3FQG6EAF;8*Z=;'E>"&7S73?HB"T^P|+E4H=N;S.
ME@D,1GJ<;V)"L%3^6BI57HE57 VB,'0L|6)@,NW:M2*| H'^GNEH-8-_=3M M|F_EL@^%
(M_545P)<4_:_>7'_EUP\NGC_0>8_A0-V3H>|'_ .Q.>M|^GR2N@S78E7V_@;(+X5;JW
M;J8)B+EM=+G>X*M,MX%1!#O^GU>5>"-KK=97+&)H,OGP-2YG>/?OX\VGVI_8
M^3;2NB;78)AQ&@R\9+X5+'6I5;G4*BWUMGGWS^/@G|LO#6L%2ZVN9ZE-.LMR
MAE3_>O^NY7Q|= _A7915+7=,I5NDLR\E3|?_ ^OMPJ=8\JW0TX5(G'.S'^LW0^M;
|S*_6;VTJX'OF7I'|F'!X%^S\$1F|F.=&Y:SVPWF|2%VIE7N/=+NG97UBA\$
M;%^ ^|6C+6<"RK7,9F'%EEVV7BVN7<9E'_8^W|D|EFVA(G?'R+OSUUL2E=6>Y
MD15\9KGIQ\>OWPK\7|9?X1?'^O\|P^|+Z,;/YS\!TQ8?/6&\$|18TF%UHN0EU;?
PY5>0|5K'.89XIO_CF4:G6C/\$,5X@| \#HP+RA/X89XQ MO|DHME#_ ;50/BG.8S _E2?
PPQY2%_,'X*#6,Q@SSK6?>KJG1@W>6RZPP|T;A M|H.V:X="|U^DS3C2?OTY.V?I484+
(+AN"Q0/TXyc4M.T+YB^V3RS9JRH8OH MO'G&".>B(U<.C%9KM5"W&
|6GT_37\$J9!5!HUH_|DT;);M*?3=-\$2IL.U&E4F M 5<|JVNC|G2:7EG&"
(|JR6""L^H1R!^L&|,YL0@7?4QIO\WL_ GM|YO;ZOFW MYT8X0L)03XQ\KV\% -79SSG)3-
K;-1>|U0OID*3Y4M0)@ _S_H5+W)^S|)%H26
M,7GBX,"HE5?;4KVENSI%2|66XC%5*U6C5/Y1Q|%-N_V3--H\PYXG1 Z:%;-9
M>6K_TN039\$7D'!OHA'(+N7C;!C+?VO|KPI^?(N?NS*|HFV|T|L.=MU#;?6,O MXMCQ+*
(.6\MPKXQ2O6S4&T|M'S1YS!+2YC0)|1;|6,LID"09N|:0-
;50<"\$/GN@)9M6JYSLM:3LG&T65TD*Q@ES8E\6MHRW9 MSLEFV366>?"
13M_ ,|LZ6;.=D\$Z4RSVSYJ=OY%%ME/'^J,%,*8C;/3%&QFLX\ MUTNR(?<6-
J,Z,QO8C'*D2|_AT:|B9F)!S*K8X10ZBZQ %_.&HW %!U\O/?OK
M0*GG1*#&"|/'ZY|TPU(5010'J2_M+_ ;P=>OF5_ZB\$U^7X?|V>GQX|_VE|?
M+_XX^W@V|^I#!FS M; ^T<)GP*0M XJ"Q24#8)|J;YO J|/=..?
J|,^=3Z|^+_GM56|KJRQU#&M'K;K M;N8K@|SM3UW/A3%7*|V24:|^P9G*|O1,\$;|9.+
(M<\$LHQ,|= \$|2\$^_W77 M./C|M'+Y?C53-&;3|IQ2O6^M7,+/&/'HU#8NX#\$SZ?
7M);VQ<;3G6)-7|_R_>M_Q(SV\$+28PDE5&5@OMJR QVJC7AD^?8=-@|J,V|T7)|
M_'#MGMW>O!^9SSXS?&"Z-Q8,M^N;-I_2# BU/4FU|L0C%M;JC*9N|B*F964)
M'325@X9177\$'QX;MZA1|L|J\$OIA:K6*T,F<|O|A=G6*#5I?0|U*ME0PFLWZD
M79VB6;I+Z?68J0R&8V3-MH|&\$ \$ AOEY_|H^Z8;YINM|_T_ MA^_^;E7;?
S>E>ID)#OS9M,T|+4%5-89N!C"G&'#3,P%WBY1\0>PN48G\$,C6800|(QHX:&CZMQ9--F
>0^2O MWUR;L+&+&&KSS+#. |65A=EIKM9/2GL'OJvU>><'2\A(D,ZBV!#.H7"J!RM|8
M|H#4_9QB -66TL;G'_L: %175)\$|4^YIN-L7|7H,@X7D_ |HKR|:O|U+|^
H2FGA;1J.TL7&1M=WWB+"|X&?:E MWO>);G)\$>9*V2A75Z4'11"
JWX+ANI1!;#0,QT3#V@A13A\$OR?9J.R('S8 MIH^*7_YQ3-
&.|65\$N*M&K;R(M/CQ3F.*UJPOP24J%:->FEE_|8>.D_EA|M>C;|Z='
A\$HU^7KT\$2UHPZ_HF/-Q6**Q:PNB_V+4M,/_&OK->;0T9J;:42
MIEA,L9BE2YCF+!@#"1Q+"80T#*6@>?0>'?_3XPDB4*|RO#T/>N7"F 2;9T>+
ML%7N"2WB|C>6&?=N5J\$/X@=R;18|DBDN?V.A@'|@>@%.K:C1**XO-OI0CF>+WM-
Y89+2\;C0KS.7^D^C"?#+) ^V\L%\$C/PXVK58S&4WI3GP(DE6|5OUQ#I%A;
ML9AUV;O|JKUKA=F@G|+"!5NW??WXY63X|;2^N.D\|V7TL?FPQ*;;F>Q91J?N M0\$;+ #\$/?
|D14M!%Z3' .AQ"2"|WN|8|V?;*#|;|-.|Q|TLE4|NOL;'I>Q-XZ MHP4^_
G;YZ0^>4+PWT;/FISN?BHS5;% M;-:G9|>*PUT6YTXRU)O+1&MM&O5:PZC,;.D.-
QE<>XD@|^Y7.Q8@/*H5*8/ MY)GG<-?N! ?S(/1@%,7-9P6I#\85O|2W?

MW178\$8>V7=VSW)/ ?'K%?1&(3C# M<(0@LV>BW\$O:Q5>7WJ/^6GT/?
&DL\HDTQM!&>2.KBS?M@*|K2N5!+I1Q?BC)R|GN7O\2)=+
[-.7;|>MY^:RH4(T)B%9._%=(MF MY:.)#N2!F95QUE.8J)N\$IO-B\Y)*|#Y"O4MK+
!DEC3GV8Q;/W99:U<;WH'3| MI?=\$=H&C?F;8#
MD?|K|Q#C_E=*V/^M&=A=2&%@|D+PVT73^-=SZ7+\$M.1*^6V1!,4&G4-!S%80
ML\1Y3?DO_(S!/B;R3?9P|:25WA@,H&O>U'(I+X+=6GZ'GL/XSI4#W;B6;4
M:3/\$7)^42,U_5 (\$0DB<%IC74N*(Y;=H6<10"@S)Q97?QXOGN1-%V+QI6:I
M_/4K_JM5+7U|/+A_&QV%AO=G)Z_TT Z!SODW|96.UC"1.!K|?>;M+E-K%L4 M_JY?P
D<|) [UQD@XWM.K=X_Y0.%@U4J,=-_GPD\H1=4P^"/\$;T\MSY M=
Y=Y|TF3GV+Z0>%1B?YX5&A66J! MDN--MW=E'?U^KJ\AG&F_04YTQ0HCH;/|=
[ATXW_2W|19YJ=,R"4A37G3//V MGS:E.'|'-NL-=EF.2|+X<_E3+4%528NK"C<_2Z/?
A_RZO/+AC&F@X55I@@D MJE_JAY.+V_N.N5699N>[\$]?
<|8T;_+J7S89J+)"K6X5/H_ES\$)"ZL,7%A/ MT-Z:-45|;<%K&|:94NB.?
UOSQH=2|0F/G\X9YJ=K"6D'L#XCBK3 MS/TOIO)Q;(OL^78KF0%QJ
M_&&.7R7UP,"5|H4/L|C?M/X0.=^H6C^OUGX,GM|Z'Y
S"%O)F;B!7J#S,W7:#2(WR.G8/V MI&'00SZ0\3E<';U.N&_=[M/Q_/DZUI\$IN;K#Y'S-
0^YWZ<+ \$L|:GY_C#'_MR9!ZVN"J|8>9FRY0Z>\$_U^/JHHOA#ZYSY%^2BO:M5"K|
PH6|=%^4LR-,@3| M.I=?F2M|*&HL_05+JAYZ7W%\$0E^!H?'1CJQ69_)P!TSR"G@BWU#
M5)F1:)"<6FL@FS(@A&A+BD5S="7L D-^(OT?,>6Z9%)G@J|:+H5:.9G0(YO MFP6?
F#LM_?=_=G:8 T56I2_,I=@*'7(M/|NRUB5O-;|R9/H;_,SL|B235)>
M9@JE0.|>CSO|S5R2S0?LRNKJM-3C53'XK|A8UWWW^\$O='55%4-/;;%02E=E 0>7(
MI\$DLG65DXC"C8;/|_ |?|L_5OS*T_HOY>T_N*5W%^F*C6D.BZC>G68E+
|-3^BNXU9F,Q*R8EK01U4J|:O?@P?,K>,A" T:\$.-I@;<
M"N!;ZTTQ_<=<"15%GA%H?)OOGZNU)N=P;WXE%0|\$UQ+D'ZPY%(3,46_-|+Q%
M|5)4I&.M+8X42U1=B/|R)8),D5P_C M+ M^Q?_ -S9|>X_2T7#TF&8ZPY+|F'2-KC'WE-
K5|RO%0V\$.6UP<6@00|+E+|;?U_M9#N9-A_-2|2)H*5^V/.UNEUI.*O|K@8?|HPQ?
H/"|,/:D/S?U|;CN,\$)C*M-*\$+A #D90NE%,>% "N'R9|(^-'H|)%7 MKEZJ2YG*|+C2A.I?
L;BT*ZHB";LQ>W+7|:1RQ),J1-'368G_*YYN(J&LOU+4 M5WG)*HU@J0|TU0_
*2Z3#>&;UN2?Z8PZMB;|3Y7^T:O@9|LX@&&=3)=/D?,U
M_XI;9J9|C&G!*9E701(>@?'|/#1G+<>IC8<3OP0TD|!22K6*Y<;*T1EU>
M>_ ^L;K8XE)G*_5KH J9HL);R-#>/#(QOKR%>B+49_H|(S>0H0=YY ::;*71 M9,05^4.&-
N(FYN3(Y;R*>#|IY |29M4F=W_GJVO%,\$%@AMJ5!ALN8TJPVER(B
M<,XP&S#;7!_0G*W7YX|"3(WJ|3;^6M_N9MO-;#>S0\$<|OX%DP^_K2CC L6G:
MLK1G&|!3+V5#T2628!CL|HKJ=@UXYA@M2-FT6HT"4|WE9&H/DRNC:2FV0|JIT>U
)TE&(4="!A7IZ2K2@Y"T4SP)*4P>N670X7Z6)!UA^Y25D8V>&2|&"
MLHVJF5"NZ(J6^/S3+|>+PY=73|.G7;KMGUSM|/(N_58.1-DEBT)<_=) M>ON-
GJ|F\$>KKB":.71F.9.TDTX"NE*Y,NES(A*BY19UDF2;,%I4VDWL\$ \$'3|UH9FA^6UA%
M8#5#U?Q38+7P@/AD_2!-WD U@P;)C7SS|G_|W5_MTOHT5G|?L7F93|_3<2L
M%.P|K*7/M0S#K|!#7X\$%S?T_M|>|;C=[<7,LE)5AF=,+5%IOFP+-KW(:% MOC*F*F6%?:?
Z\$O3|+CADL|!%IN"YMOLDV^RC;*,PO;8M(:|Z@GM0SI=DEIC766
MJU580;V6YFA?'X|G/I=/?L M;N_@> WS\$5<2F=|K,C*_!|7|3+FI>ZM7.J?X(-\$YBN>K5K;
2BE5\$#K:<5Z MO%(OL'4^KD7N6G"\$M,ZO6G/I(A(IMUY?PZROM%OG-G?KN<.E:Q"8?
^T-C7M5 MM<:BM.IW|_J/8VZ:O#VKM9)|NP_(<+GZ9E.8T9>M|65A%8S5 T
M_Q18%1"35_4TOB|&P64|V.(E^6Y^6|O;5@^QW5&|JN_,62|BLV+-^*6P| M-
RP_>'P|.X^_WYZG"L^L@&>K,DV1:D^6:5;9:G=|H|!#8^ZIQ-0*T
MW%9YH|RQ%6%^|Z7E!=V3C>SUC:5N-|/=3""Q|X.4|?=@GP#ZLZ5T5/E:|L*3
MEB*;#Y/=B:|^?|;T_LG*8QWI.M=T_7T#1^I8JVT/E+I?CZHEZJ@|^+OMG\$B
M>F@@=FHK(:W:D- GB_.=H;)HRXMWBA,LQ#@* MOH;<^:CKVY1F;6"?
P2QIYFX8R;\$UGF;.*7H#KWFXK|F&+2C>&Y4B2)+;,%> @ M2;:VICV">GL_?K4GW-
OL)Q"GC|M*7\$)>L|@Q|MX/+|^=7#>^2!)B;DD9J6< M-
F,^7G&ILN7RIF=F5,H;F|E7*6|L9E^EO(-4-)N72@T*3%EC|XK&66P3!ZY M'JG
@AXFIZ9P|W3S_<9J%1B;6E2|D&TZ?S!QHTS/X0RB2IDF0|;|V*."IJDS|VY5SV4
OYPX;:5JQYO)!G=XH!CZ_>|>#=:SF3"LT-|;TH+|E5A#7H BA M(?TZD/9/Y-U);|L=
<.TQK;)^1+*62>*+LV,N=ZUXI5 M M@D2Y5:E"D"AK/<*/W9?A|I8D-
2X>M|T|MT4(JTBLKW S|+XMK,*PXF^|UHZNA:>YM0X9SUUL.406WR&?-M4W
MJ1RB6:FOY>;|I(Y8W,DO|);\$>E-YUTNYR-2IV9EN,G>.#K^|O>7?7@9/|I_;
MDR%P;*T&&N5&&LLF.&+A\$F>R)0T4=?YFW.'G6 M5"8RW8N/08X-/();|*V_ ^N
&/AVH!LE:R SYT#FS!D|,S"9?4V2I6EE&V"B|X\$)|O_WWB9SFY%WX|T="*YYF!=6>8:\$&

<[LI890'I MFZW9/OTYISP1KC"C:~ V?*UNUQ[-JFC)TH<[8U#3^M V^"Y>AI7]=RS
MKA=YIT63-6>K#52%'32UE"W->M/.*ECS_~)1[V3>TI7^2-NE5J[-\2WE/
MW=2W8R,V51(B\$+RAY0(96CZW;91Q6&OLGO?TX=ER>C\Z=I%0_2L6E_PXS9[<
M=2Q/.MR)CZ*GLO+ UTS_C6N' 94I!+.7MMU4%+Z%A&#.JSAC8EH'W'=E;@C&
M.5_SKZ6%6O@=CD|_L*@BI'4%)N3&L_5RF:UP\YNK9+G9I:%;\$;>0SHV7|1HR M)
1\$_'KS'7KO_HIK^H|0#U#?\$/(/FKQE:Y!EM)T7YM(VZB&#|V|'K2Q"6\$
MQ7MSPD4T*F6VVIA?Q3_39E.QB,VFB B<=#"AYR5D4#OZ=
PE^*YT_|19X%VJ^VZX.^E6|RO*T6DO8S/*9?6>G-50(!/@,C+|_3ZJ:GDA M5V&-
%3:_GK6R*0WWYC:E6 X*9=;*OD|X'=4:VL;S/-M+A4W^+2?.4A0S^3
M96#)&O36V.|_7E|ER7GU,D|H::WQDJ)NKJ&#>?6K^%!(0*DNH"71%CYK)SB
M.:VRQ:0=UM2\$;Y>W'0:JZFK48P+_-,-+H#-RE3*-C/RZ7/
MNPS#K!#'|5M:~WX1#_~*MX/W&O.9T8~2UO&FYQL66/K:SRVI(B,I:PPS9VW
MER)S\B/!,8-E7H|E P\$8@E|M*K|%-8)F5VJ)3S|9)BMO-;#?S7MD5@XEZ2|-X&RXGYK1-
M&ODC@_MI64YCAJ:ZA54\$5C,R1O|46|619Y"@**2)S#06|SL!OD.CP@KU|3B6
MI5QGY+X6CZ0MZ|YB\$T=V':=JW7.JSA_'@HDC3W:M_VD8OPH<)#:.S&R1\$UN3 M
|VC" 559VC2%893(<[G'R=/MP=[^YK^FW_9)\$LOL=FVK+9I&21H#3_Q:-M?&:_ZDF-
TN,%&GO!L(,1G4CMU'-PAFUBJKGO.=|JR%98=D MUT\$6|S-|RRLO):K>3S=,~
#5HVK\$:#EMLIK% FY18,"|:O99;W-R|'3:-^ M*7Y_JHUV23%'JCC^PL 6Y:~\$L5_P>
(^0V|H,L1|^_B_~VEJS;OZ|HC|M/2_M%?>IP)D|A7\$K|N/
F7^_VU:UF"DD(/8@JORGRONC/EM)1Y6NY"TI:BHPUT/|1|4|:STU;7WS=P MI(ZU|M9;|R
|G=D8#^JE*NB'7;,I=5YUKE|_F R:\$;X%J/L+@3')OUWW_-L9
MYNE6RVG5AH0>7#Q;KZU:\$2NR@"0OWRCX%G+G(FYA/Q?VZ:V2:CEW9|D*WV2!
MFZW M:~2+|'5?+F|9M: 6(%\$&1W'X @B)+|0^&\$G=F0>0*I)FA="U9(D^U7D5#
M.C1(@L_0JC3K_~M5K2NN84F,X6W<^1N"UBQ8U6FG5762P;A4%8<3)W<=[F*~
M=Z|,57'B ;9DW241+L5*2RYM1G:29|-1W_0FT=7R&O9Z3+OU-4P?3;OUYL9N MGE?
6CC+7,"5_<2.%R-R|0ZFRUL>E| M*JOK|_S;|H,*4U(M I*S1%;T)*|ODFYW5#G3
/+V|&3'_>4Z&I:MT_G|;=Z?W|^;4/&";#YG% M:|BG3>U-S(=L-MDF-
W_B4"SNY!=S2T*|J<2KI5QDZMRL3#>9/W=P?O1E>WN+ MWEX&5P:~VY7!-
|E*F6>K*48F_~%\$W6E@":G:E,T,N95("JD"TF\$8YNQ:3>*ES M|<|UOL|BKS-
R7|D|0%6V5FZR|'K!KINRR;^KLMG1WKY?-
VZ;UV;SXR B;0EIFN%4VWUM=F7>3N5/'MLKF>BF; M0OY&?EME<|V43:& !BM;97-
URJ:0VV1?A:() _RL"3+Z52O^-@EH=C00R-|0 M-IES^96YTH>BQM)?L,RU:"B|K|Q0-/H*+
(Z/EL/?ZAI80A")G1!|L2<.%15T MT#EKDV=-92+3K?A|=|(KHTW8|W_*MYN!7!*
|F#|C:F.X)-"|+5@#M!T&/H*% M%GU#5\$%O-BPLR; &LBD#(H@V<'>2>*-
)LD93<#3BIQ?QUSU% S51@1=-5_|T M/P.>?%LF?#"6K_3&A0*HX|UK)
|SWTG_9V>'5|D5?K"7(|H-MK^=F603F& MESG8&LD
@)^9G1V'ETC*2|H8|SVF|<:V0RA!4 #574HBE E_ALVUG7_'?X" M6\$BJ.#)A(^Y/7YE71;
(&>,3R7W%G3JYYM/11'-DF)!<0? UHM.W@YT@X%R0 M?
65NOB/80D1NS(\$R'&N#0:P"9Y1CQ@\$A"#H\$*4'(Q8EO-72V_CRTXRR&4A7X
M'MCAY7+EDWN*ZX%M@>544*X|N|P_~|H8UT|>Q=L0G:)O|?|HXOW+J31Y|/A5RISC^ZL0
M+Y6WWFS_7\$)N16 |N&C|1UH)8%K4%'S!MV.3W_?"R>^HO5P:~HL"|&UW?&OB
M)N+D6R(%@"LU:64%U+!W.J8%OK#|I3=U8R"CBW::5T?,0>G%W?7S,'5Q1ES
M<;E_U;HY/C|D6NV;XY_-'|?|UU^67('Q,=O| MMY/|H|A7I M=I^N_17KTEXX=;?
B#9ROQ#FV*UE2K>\$6Y%DAB3L;K=18@9_?VQ_H9(E97H>W"MLL|JS/#|_O)<&
|MGJ9;&82^LJJAP"R8V>60"4N>6(M@'1ELH\$S,9;.&.ZI&,WA!?!
A:_+F+9KEMDO9*C.X>B!&|SVTE11Y)\$6S3M2>/ M /X*J2 \$O.#C!\$5'KHO-
MRM!_U5=EJ3@B7GSY_OYW.<~
M2.TD6ZO5U|;^=C'PS6/86=J1)X"OPC92R:~%J<=07N"8+_*AJ&C(C"|T_W?
MI9&DSAV:DI2'H1D@JG@Z>W@Y4S|71NL@!GS25UT|J+6EY'|JD3%8%XP1(@N
M4:C8PR34.?XY_OY2O_K|=)B'X2^\$+,|14^|>L1C)V3;I64KS8V2F
M)R^=R|_I@#\$/O+F8?):"DP26Q+'E>I.M5;G_*ZE4I8/KO-8?0&*+L?6JA6V
MSB|*UUC"#4X"|47<->SDHG>LO%-9"-&U|Y;N3A2#=\$8WP|('(>,Y=Z^|_U M=_%&.>6?
EM:R:/N&JAXD/!OK%K^"/(1>*)|O6^?8.FW5_XB*HOHEP7|><|A2 M&)%DIW\$L)Q3-'H/
432!*4;=I?_JAIKW|M8^JB=*~8@T M5I+";79/SVY? M7ZYOWMY3B(P),>@CF%4Z!?!
2*|HKSOP@.NCRZ/OJ0"|J:(0DT6ZK=R3? M<^J|K.3L;Z0W,8|HZIM>KN.&_WQ?
F@U%Z:Y"+4 GWM#\$-AJ>H@.0.I=&GI7 MEJ5\$|^GO0Y\$ _&SZ;EB*|LX?T(*1UIP(
UGLG0SUAZ,B_%;|HLRRXD|&|V_~57_O+F|R;38?3% P M:~#@"BAR%&=&SK.'|K-
5F8I&%CR++@6|TE1=9(SSG7+?D%)AR^G)T.+?"*RH

MM37!E)Y_"N0N<(:N0.X^,/+'TX^[5_=(<>TG4ZVP2S'VRR_-N5Q2B)4#K!H;2<92;4%-
_="0YK- K39!MNL YM%E9U%F;9I #7!6IKDL*Q3 M7!%!>@V;1!7:6?
_JL6P+UXWW%;VF[E;\$G)LN59E MJXT-35PK\$,3S"#SWO-
Z:@'B^#,MJ;R9Q!|DREH6IZ*6^% T|>-LV#%FSIDGZ M1-FSN^>=JCS.\$PU?2/"FHF-
FAS'H24AOMW=:/\L"/5P\$G24T'B^B*Y4%9,G&
MPG4>%2_>7!X4Z&HY3|;|!+#'=F\$G)K@'A!#3'&@Y3L"%++W;U!?'UK+).-O!J
MXAZ9L6H:HKFH-\$M1N2HC.H\,1DHTJ|?&5NM+<6#N^_&G
MN3: ^<_PPPYJFUFOA|NC|H5"M/*_/INO)^7=3GU% MD>4DTB8|=^(5:Q@16*O-)*6EI
E5G>* _77MR/,W=RT/YXE'HGC::><;,%Z6+ M^24&?BQ+Q9U3#
D%M,9I;N@|A|9FU\$82KBJ7A,@|WZC27&|-P0>|CWE")8/2 M'9\$EK%!=BH+8R-
5S#50MW#P,+9|Q#,5V>_ ^J/?EM|1|F=S|K_,\$97)9H0(+|AJT)=:;|F#O_@ M%AJ76&K7(-
MUO,\$P&;H?OS^0BM^5S_WHW'YS_WK|>|&PM.F0'+S&GWUNH^
MVXHAQQ4'HER)L56&DPL0*K1Q-[RS0S|_4.>Q|0)R87C@X76VSA5=HQH
^:6Q."IL&R_I4EGHH4' M'U_TDL@WDI1,2/>E><3?ZTWIE|6_8U*R>ORF!^?!+C\$CW53&?
JY MZ+N 6BY Q2K:) _RZ>A17 >9R@VFNI! |!17:WRIBIH% MP,&Y=Z,A#
<6#L(Z*Z>-.|_D7?|BZM_4(&3HJGEI&|T!NH2 >F5W3VMN/80F MSNP HJE1WG8&BB3)|
S|.(HG,WQ MPN0R|&_N+8|8Y@MH+|'C|&RV7ELT?6MM+RB?*R,M#"JBD|- M.9C/9P|H_-
#BG#()\$CR7)^;@^+QUWMYZ8@J)#KIY(\$%|H|@T;6R/B7TAO,XM M*&S?
9*.KF'*H;RSG&763\$?|PN3LYD7|='Q|>*'J+QXZ78^,ISO%HGQ/:D @K
M%VE%G.P<,M!==MM2=F%,XQ(<("(&4C+'3(">"4(>'=T?|)PVIM;N*-,!T&(0S
MFMTLHYU@CE&JJ/-*;-8H8//H&_EGD_/5(JS2Y8\$QI<\$E5/;7'.SVZ_DD6/;
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#CJM:HLI7"HX)|'(<)|@NEE:U&|,2.#|3TZ|40|N>R-I;21"L%|:TD:X^_/5 M(|:\$-BKEM:-|
()M|59EM7RCR:(#;YI"=5F>UW*|7HZ-@0)E8"\$E/(9.GDJ M|?O?
@Y;YQ*|HC3.HA1/'UL|>U'J09NK="HU-A&>6FUG1L0@;+*A9(<
MERL2,R_B2PC2,/Y|_M30&U9_%1)H;L1WY!R+Z8P=4;114=|0<68NM%L+G"
MO@E!Q5JSP5:J2|N|W+3(?-HKFJ/#%C%QC6>;0"5Y0PI""9-0CC@_V/NS_OI
M14.UWK0,I0N:/?ZAI4GA7P2>O)0-19>FZZ&7R)2?F M-52XYF)Y#7_P3L#;(WG;HGH(&
(\$;Y!H MCYJE:+8L.656N@::TS7E14M1B6(R5Y+X#8UA MNFB!642H@>-W!"Y,#;5"AC-
7ZS5@65XW#_?U*A??(JFX'Y ML:I8+4-23F++Y&J-K>5JTK4@0|O>:R|)<2MB=J#-
AI5MKEPP_&YY0G7|FA\$ M9P*)*@+H0-5?CS6Z??CYW|U0JR"W<98BT>;,7-%2
M9=J|B!75|+;S5|BP,MC;|<+* RL-|E;8|G5EYM|!W,LZ7H|M@-7YEDA5_Y<M)H_>,9G+
<2.^87K0XA1;E/>?;HNQ<%|KCTXI(T#UW!&@#W#V2J'1KU"3*5U# M6|OP|
(DSS5_.;G#Y90?36|ZJ-A@CMP.L7#B(E9;)2/GG;OY:8'|(BPXDJ4# MW0C.I VG
+|C&VL'AI:3XB&9;)F1B)O|1?_0Z6N>|YF<(Y|+SX\$CEE%TFLS,%S#^2G
MIE!^F(P'H+;|V+X%'LR68J%>P_MROOF3"2+^V>:F|D<*&\$42DN&\$@4#>)G MG)6
G*\$@_"5XP!(HL"XEM=(87MZ,RNI*#@6/ G/W86VP|=@T 0(P%C/H1SAO M|T56|
|?|73/=L|'WB?OS_5G<|Q MR5V|KY%.7!>|*P381>_6E\$GW3R|JS=N>OLY:E-*,|@)5L' M
O3VCJR>7#?^8!?*OXR;VWRK*E,9->%|.|>0<+1)NSY/^7;S4 NB5T:9&<:&!"')ELTC>
L6"%-3(2:R #*|SUT984BTQ3UR0<*T9^(I% ^4A3E
MZ*+P(BFI(SGDGP\$EOFT6?.+N|/_L| #'BJQ*7YA+L0^T>RT_VS)H8_2QWUE M?
HJJC3|S.SL./Y&4E|1)\$O1TWM|KY))H&|BNK'J,."!4A_ ^&?77=?X>_ /)%
M%41|_%ZKBAJL&7_G7?PK_X7,)E\$?_!W".@;@ABT| M'1F8&2P|C?
F0!F.M4\$@#H\$SRBKC@! \$'8*4(.3ZT|Q_>|TG0UC%|!UWUP\$
M%@CZ8;E<_>2>XGI@H_>D=#D00;V99M@@,DW<'L(| MW1F>&\$NG|>
(|BB#Y39"06!@G|60)LE_BH1(+XR^J"D3DK#AXP9F;VC2I0'Z MA6;)5*GUD,7"%NJG>?"
(CSZ)KA+K'%OVIATEUACJZ??U^ M,|SSRYL*N=U'L\$*5WG@)A%GBF/_|OPT>E9.P-ZO!-
Q|FWW|=&K?UVUWYLO'I M6Q!>Q%0|59YM12*FHH,DR|7Q)4!A^8KY@.N15-
>\$*!XXJJ.BZA:0|'%"|H(J)|IE3D_;6'F\$;Q*6AFAS)AIC%?\$ (J'M/ M|A+QQ7-%%)
<_YFYT)B6W0?(,1Q/?E=CR?O.9L"J4_&CJ+FJ(.ZINF<3N<6K M8@T2ON:WR*!|6.! "<?<
P:Y%IPY^,D4ZS%EE&M)C7@=*%E11,X A|G-:H2(OB
MF42>P.NEQ.;:L)YRH7E9_@K|D>3J6/%VWC@,,\$/.R&6:""@%C<&G'A|E)|
|9S5U>.7YD+|IMX.WX72:I*>9E|64Y4!Q|B6N MME-N|'"|Y.|X>IC4?4A;19QL?
G|P'7\$|W=IV|5ML8G=>0@W*;DP""0@L.& MUS5&=NJ@2#0M>MW5^_N^E
U4R|'"NNA=O&J /@-EU,J!GA:|H\$B/4BC!_L2 M=(GEW7_U/NI<*3|_-650/O'K9+;)X<-
|3402E^6,# 4YMA|@ M&H2!GM@@H2N\$>P)?=9|&_YHJH_TC,H;S|OP!;/(GL)XF138*C!
|57Q%GUZ(V8YL P.)%K)2RG6=%5D A1\$8 M50=W#KB(M6-=Y+PB|&@=Q-_|..9-
H=\$W1\$X/;A!EG9^9EJ|2QL-HA(U@ MVZ0>_%/KPGL#^

\$@ "KJ1@14S8HG;@90>:7@0,D>J0KR.N)L0M:)VRHQT\$R0T M>:8CF@H
B1X"9:5,ZAB5%PO[X JN7!.HJ<,<,4D8W4GM#/ M'%.JN/I7\$VEHB%#@#> AW*8-
L0H*2X/95?43+?.#2L2LR[&N";F>P1F1&,NR^
M29@TXAK8<(CSCLV";!U#XP;MJ3PRX(JHETTY"-JR2(R\$-%E?QI751)KL20 MM(O
VDC;PA12^AFZ(C."3R GOBB;K)#'#!'PWG(T!D,< UT'15[XI+@1-K.OS7_9HR'-J:3I=5<+?
POF337\$!FI(QD MU;\$%3%EU4/UHKX4ZWT#I*)9NA/..P BN.&,\$\$5!.EQ:+?"
I=^%3K70I9;J2* M%O)?O!Q)QG)=VO,,CM\$G/3: 7:)GAQGJL T;I\$(*UA\$
7J.Q21U_J;@@(KS- M!%8RUDD=%VZ/A3\I\U2TET;9TLE,9?IM302'P?MT IC/\$R3=@P7G9-
\$+ONFWB)"4L;S8_W&'NM)!&.MOM@\$<2Y,=H%HNZX!#XHB(\$CG"U.7B
MN5UTDUW(\$B,K3^5*8J2JA1L88+8>D[>AH.WZ0Z.-:6RX8[<-
+MPA^/9%&U_(V<'Q_YZG(89"5\$!(X,X/@B+@SOQ MD7</@B-
E%>E)0LH+>CV_=:@H1IA81)3\5Y%"*2!_90JC824\$?=L ((A8Q M130@|?
542J677H%^62\8!759^8(O@565!OB'48A"/&X_!LW"?PIPY@'>P(M1!?
2'ZH!GO2*I'1SZZX'CDZ"<^KUXI#40R?"!Q\$MM+Y.A)/+
M7@+W3Y*&_5QRH\$.X_@YMAHJ&NARCX!;*)7@L,CK@),N6^KE&4!"I+0-8R,
MM@J\$9FA.RCJP[8'NH(SC=@!B1HV76#3 C2I=40-/%/<@TN78.U1)-X(D3RH
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"12;!47(=((Q2XG*-S
MP9ZIWJ**Y'>F;8ZP_HX4<+;+=G&.RG7IMTE>\$EN\$A11F6A)3B('O7DG/PAI
MDLHK%)E\$PW5T9R)I0/1A'(_F)<\$FAO @>1@P62+C*0V9=%#6I!(U&64BWD&%
M1K4,)2;A7I36@UHP79\$8>"B^L3D)!#+%1PECSI(\$%2&5:B.%T\+)+[H\$<
M)QZ>U'!/-,4W/&*!L;H#4!)D|#BB3_9"=^*7R(4HVL/7PBILY0D'IS#D1D
M.5&'8&^\$IDMD:4>1"|\$@:.*\$05C<"J>&J_0B\$E^+&=%/8(NO^+ #IYYMV8:|
MI;.5166|F!@)R1P26=064902MO&8U6WZPC9*N1+1B*(#V@"P0EFBKB2J,'7I
M)8:J2<29.40S& D1B5Q&;X2GCI" T6L.@ G%'P!_,GNCY'-Q<6\7A8>C14"RZ M#X>
J5L"F9IH5I|U"%LO9,\$2LP*L IO 7:LZ?!.80()2'_JGY,4(3F15'_@
M0V2+J*N|@<)CR6";3I4TM,-/0&GQ|F\^Z"4H^FFE;P^U4/<=P+;'C6/USW&!"6@@"^*FZ;
(U0 M|V(0"K9L/DAOI_'PJEQHSZ)V-;RH^P!SW_KRY7|O_LN7G=1IS_5R^=,W3??(
MEF|6<);S'&0: ^CF&-Z|B4UR4*2ZOB0C|HXP/N*|ZL83(09QI(!B7Y+DGM*E M_H,Y>+0;*
(VAB|3I&@X2Q4+DY_WEOB8V?HP/*GYI3'@+L^L50E_*@4?
U""R5S2X>Z(QOZ&M30H^_NR1M4J.B'\1:;MCWJJ M_NI,MO!<|:6 ;>>R%S
"/XZ20!*4Y#=-TDLC?9B?C|MMDW""*3<60;9-QBDW\$)
MPW!1N0!R_,UPF.MY'-7Y*QLK,.LO7_AMP6?DF+|'3/'_FDI#_2!,TP1%IMS9!(>S-:V?
G!D791>|8 QQ0)%M4:~R>_*T|4.3>_AM(2V3F%ST0L++A1/'J M"#J^!HWTAAHW:
(GTL)QI""M;HPQANDF_R_C>N|MWWT4709&GR!%+L&Y!E M_E48
\$F2MAF2M'C>AUG'IO=ZB#M/1\$JGS009\$3PI+<1,ATR4TNBP,)ULI5#Z
M3R0QA+CEG42!Q74TAS#S#Q9*D4'"G2,12H|SW8P/AYRGF5<_,O\$"\$
M.4C#E04NF(AD=TPBXZU]='6A;A!)08H|D0EQKLEAK^E9 |-%=LE)";*XV'2C
M_Q2DMTY_U'M|+Z|&E5UDA)_2F|N4CP\$'%1,?<0(#J8V:V MNHC?:
I\$M:=TI'=+-77DC2E%N\$SR=!E#5\$PG_HL6_#SQ+-!DVUI|F_0;58\ M1^T?
#>NW>XVC6ZN;0JS24^82K*\$S%2%@(_B0-D%XEOM.^!S722KDOBMMHD@I
MU|\$A\$ _THO%BH80)A2LILW)./=5??F 9+6Y^W,1:;QI^WU_<&?='CUML*3Q
M#8C88T9P+E_H84HB\?/1SJW;^!UA_>*T+VTRUKE_#9TNC&Q|VE8L!2";!S>J FEI5)
I*NJD|^/6KGU=FU@_M;V^>ZBUO|X*4BHLRJ<|I12F1*OR,W.DOV+9!EN*<|G*
&^+A01 @,)JNFUT MG8@X21JCOT:;!@;M4?O_7SNZE>F/1KI!DGAINZ6JO7P-1LS-FR#>I
PZ=)-?L/+ M|AK^>F>3A+N|?F>JP=B03 PAN/C");@HY%J UQMNJH;(T^<-|, W00\$3R
M%,US|Y_UR@X,3,|NHL-XI%(J3LA%1RX4VP!-QS20+|+7HA(O8-F6;!\$=8. MOS.=
!5!*N\$<6&V!F82*18O!";GU!"X"9E<-0F(N1/SR^"&,'L_V%,-\$?@;|ZJ)
MMLQB1#9W#>/22EU+BI@L1+|!)BN#IADWG_%C=:8FTE O;%0)/|'1)S3BPQ,_4
M21)S>36YA-Y71NRY1\$;W|*;3YL_NHVK_EK1615K!!H+Y;DW2B?9&RYJD4@,B
M2KA=^F? *+=.V,|Y|@NAB# MH>A#AZ:#A51Q
TU#:80*F\$V096"FHDZ!M&|E(\$V3!"#D;CG_6WB*KSE6C8|1J.1VY"LUI=DNT/
M(+W\$VD^XBC2-G|(M#|YZ5>;AJ/O=OP|= -0-#_E&|1*Q5'R9/?+5?/1V|HFGU3|_(R;'E1K
!FW=_MV_J)#1/!>207H=KBP(9'H"#7 ?);CY\$!A4P"JA6)#*_@|9NY)|<5?
MV,"#T++HE4T>MEJ77MUDCU1#@1*I#!-T0DWRNSTH)&NAZQEZ|JC>@"OO_"#E
M\$UOK9>9EF>@ M\$ _^!;08_-ZG205|6E((7Y@*U'TH|L M(JCM4X<3.91"6A^@F'
<*.YBM!1B:M.)11:>+PQ6LU6GZC3DY" T%BRH<#*73 M!\$UW#V!2DF2I\$ 2RG#NR6<(|:
<\$I\$|D*5P56J@&X7OB##D/O%,P7>VVB/'<^>.J R'I;882^RUYS+ZT;E?

M+|"+I;8(<8^J(LA3##L6LDTMT M_10Y\4 MRRWE8KFD=:/?
HW& C4 XEU%Q2I\$VC(&|B|7: ^!0L0+NBS+I/%M;-AGRN'^3X"%<^82.31#3KU5_5=?
M.JV5(@WQ6-)"%V|_BWYM;I=*|P,)<73L.BF\$*5E(MFUDQ*R:>W%<2)8_3_?
#00&M?|VB|<#2R86#9'B"|MEW!;+KCY|1%VD!R5LXI MH:N!KL)%FC3I88K+!"#_X-
I!_W|OSC Y|M!KZ8Z@RF?1A),1*.BVF+-Y 6""= " M?:HA?(I-
Z1I<|B\$H@N_9Z2_5|+1S^_|0<^J@0Z?P8:2+\$/&9BJC0MDH3#%9& M&M>6G%:8V-
\$FVJB,DA_YJZ8(TS+U@!2SN; (-AS@U:B|_*&33#*:(-UAH% M6K->BL:%00Q>B=347LH&
(0\$O=X=BT.WY?,R-KWJRYM>WMT-P|O;TZ=NL3U^Z M1KR|>?K|>?K7'W|NTID-
(-@DUX |.3>.:?/@.K63QK>5|J;1J 9=APIKZ| ML1LN VLE^/R|>/Y9>P82=I#-M3|E1 ""P8!
|6+KY*P1\$|GN&Y@YV_ '#L(6 ML@%BZMC8(+P2T MF|GJO^2-EO@(|?|,-?
G"MB;_R)K| ^K8F | ^NR5^VL2LTHLI.: (S.:%NW%= (E MDE|HF R.?M_=-9_Z=|?
|AAJZ|8>))6OY'#2 M4,L+8NS!BH9"5-0(5ZR%S)QL2SU,*KLWIL2/CL ^ ^;ZI+' M;
|U/W|HZF" T\$8Y%=PJ/V/%=)LFU^X;A-|JD#80IM!+F"&ZYZXHWO6=CWBEQ M5O5T|
?/-NB8=\$J+ Q;A"MG)1G+|4EC="P15NPD|!'&IZ,'C",J|N_HUV*
M,11>0C3S<2>2SB<35\$+O"6B6(ID|DM >&RM(-),V4(OE,012IZ|1D20:D@FG MD|SOE-
Q8?^O:B_4S=:\$,O-HDP|P=L5ZFP@C1-VI*6<2'D)4.# '-R%LB_ \$50WM\$=TB!:
MB@N:AED)@TT K%XO"+U=6U6Q"3ASKG|FFDW6|X|ZF_-&H_T-L&1N|'P<|Y:
M9H/+M,F^G7< MAMESM8EPP-'HZ028QST.GB1YGCP=LAY2!XZ274EOA' "|D+O6+_
M4)W2(4|M\$6DO80 /-B9R_EW"<>.:1%9K, B R1 M|^+N|)MR^K<)-3L(H#C>(<>-
|A=3LX|ZS1U,N58J+*8D^|Z>F/OPDTNFI=F
MTTW|H;ZX4F.=WG7.VI#9|J>GN5GE.%5%5T|9X MEJ|I#YI5EN.3RX,1/%,WO)?
YAKDEWW"CIRB5QW/^5.B^_PUS2|GAM&&\$J1OF MZW6V4:DD7?
&4TSV2G!@0E:Y.0G4WEUF6#-DIKPRH8%2\$NMDM&=D*T?I!:/ P M>-9T:LN/S|M-
_*Y,)7Y?=P>R9).&)N&+,|E(>|: 7M,J E=H!@W!199|F#2M MGR|B8W
S/%O_)/&PF1.V#7=K8.#N*|K1J.H9|Y1*H('X/+!7IU@>7Z
M6J**7Q@G,KFNTT.MG9|I\$ _J:9|BU:2#CD^_1|HW9SE:|0 <7!|TZM6<^ZH"= M-
K#"CZA2Z&WO:|!G|-7_ ^|1 |FZATFPADQ8|=BW,9=?775D3 3TO/79PY7 #
MES6_01IW_<|! ^&Y/CH8)\$F,|4V<(XR8-HP V3+&. B" T5/C6L|(W5G D.XQ<
MH)_?|EYN|+/SYJ!:-"#Q+;>P!;B@#WYK5Q>3 N'WZ-)LY:L#0/1)
M@@RR.|WXPAC|SM|N<+R0H/EJ|5_1AF8PP,KM;_BPG97)T-
|YBF%,Z\$;JQ(*GDHH!%3">9PSHHZD|3LUI?X);+E1 M82N-1HP"& ^66"#&\$^T|W,|?
J|F>7(PW6,)LD67?/<'7_K,&M+?W2 MPJ"OILWOG+:6V\$:YOM86A?EE-
MS|>871C,PIMYPCOM;|FR3BHLRV/.%|&|J|F=,Y4JSPJQ'40#H)H'TC_|N@K@ MY56A>/?
+|@YSL?;_EQ_(SN MI"7HVM-;Q2%L^_WEH,V4V"|<8WSH+8|?ITUPCM&EJT*.
;0AQA1_O2-/72@R1O!L 9NM&#QS>963 AN3,Q7P2K?J#Y/?|P>_%54Y
MO+IXVC!W,DU'7WY26&TJ*>S61-|J' ^# 'V8DY2O8CCG|X,.D|F-P?C(|,%U9
M:P_KQ'RNP_J@LOM2:QZ%*0@^_XAR.GU0KFUHTW(U6RSL10S?S
MR>_.AK9G='N7S-#;^! (A|^_>D=RVLIZ/80R-E0T.L<.,U2;JHJ/N0ECDDD M*R|P\$FF?
00L0A/*R#-)?!F.;,M:D\$;,"% ,@\$!B>\$XJ90");1T| 2.E;H(8 M9OP R@Q
^=;QD8Y:PMT:"M;+T#;R+Z@|V.;3>M;)\$**7IF""E6!LY*&.;0- M@JG3_G=DP#E->"&#T;'
LBL|O74#|2'H.&5\$)O(7DCA=PM@PH W"Y|&6^@| MO0:3I\$DS_I%4|,W#*\$I\$X7HI
ME+W "J@+XR;*H"='.&| #O-CJA?JTH(CDDX.U0|>9I5MM5Z1U7J;.:7>>E?K M?
<@"EMI4OX6V:&*0!/?^#|1: 02)GFUW+%^H+D.;|AXEX.E9|N5C|ZRVH:8- M|S
YK=C'1JNCOG;\$3|_PQ*1)(/|! ,Z^-7)6OFGO+DCZN.S?A==#FOP!=);..
MJ#VY#3VH?!_JFHS*FO\$DNQ-!B'\$#RHW;RA&|ALFT1@U)W/125BDL|\$T|!"I
M^P^@7DM2^UV%,CB;|-3E)TU_U8)&
|D8:4F)K|*N_A1HPQ=LN8R7=TTL3<8495)N4ER(|RHF*LOZDI>+J%)Y(WQD#';O4@
M1KXL_NR-MT7VDN3C.=!-R@VDO(M6|'YEFD6>IA3^M7U;C--
_F7;Q8%\$ _K9Y&94)0:Z%O5|H7^ZW|QZDB _R7B00"1MY3=.:.(? MXL0J;
|PW4|E)N;)0>0CBB+V:|J*|59|OS5YO3MZFB|J2^&(VU7YW?HR,P|K MR"IP
Z0,>XIF.Z:*+^\$FDQHS3<>3:KGCEERURM;J|-(UBP#L%B8"CL|W;J&W|X+5BY6C8/
E9"XXRD3LNJ5MD M:&""H1E))F,M _SG*F =<0ST7R)WZRU7J-K7!%)1RF2^+9?
9B<*WRG|73W|124UM|N|S.2)|C-Q6 M'82;-6,4F(X7)BS.:|\$E6I&8HF+97F<1|%-
J>A,B>K)\$)^/@|HU%^9ALZF MOI>!O55STQ6JW7-Z;P= 3
+Y)7JF:6C|!R=M3!)GB,1VNH@:O+>:.\$@7^2*MJ MM> 5'+9^|=KD_NKI2 Y=?
9.R7X|D2|F_!|NR=AM#RYB1DSP8/Y*CBMUYW/ M|69/T)XF3IL94PXYZ4N!W"(W^80-
|K^Q:#^3X\$S7>_IB_5Y370"2XKC,B/;:HGPB>">(/9\$T M1"WY
MZ=2A3(RDB7(D+62Z^:B35#IQ^_D!NW986*Q9%72Y^|S|F+QPI|+P?V|IN(GQ_

M4QI'GEOZ\$!:.0Y_<=[U)GTP73^YR"WG-[+8*I_8,BR>8KBT4!;J#DM68S.
MC?'#O+^OGRDK@9K@02VVJN1.R:\$EJEZK3JKTUI(^L:A7JAI(CR%Q6<7VK6(
M"2L!12,>_4Z.JOJJ*_YT?2-2UP\$A3NJ S3!*(81S:WC3=Y)+KS,'1BIUE@A M-N0V
S'W4X+4%4U3^&G63JH7/_N/W[7LX\$UNWQJ3LLG-JJZN0I:#/94YDBM M6V!5%Q
/DA*/2_O-@PZOGRO3>BQ_M4N'91C)*E6+UYCC8[V6'?2RV<3^>
[>Z3*FN_J^)\^#E,LIE;M#396CG.)QI; MC3*
2;)M6_I=FR/IZ>OD?;FPZ>=DIU"YOJH;J>7I5I^;11VY)9G08#DA
M49+%;IE*>@4@TL.MUSJ_,ZJ*!;NV&K5I3N%VY)9XXY/RS^>WET!F(&8C3*7.[A9+K-
<;&0^;5*^&+4\$1AMW^;FX9-5C)@YG MD()JD>=8ZNUV;@<43UB 5_-JWE\$;?U.?
L&Y5_U7N/IH#X/R_;;9QR(M&0T M+X44CPUS\$KY#Q*=1GHKX'(B*0=(K+GK>D)YCOX
V-O@3Q-U4[SLA+OIPY?'
M^^\$O8U.KRPX>)J_-0VZO)C=OU>;G;WCP\$CDYTK<_X"AP^&U4Z%T/[ZX%00N?
M3#=.C39)WU8D606CA,1.J&;H2QB3-ZO:XIM)WH&-A78E6@R
MK[*JPGI)JP1W;%;!"\$P0OR*1@I3Q)'T&COY!H(F,(-B>6\4O!7;+HTOP'Q3I_M%!,X:
(^4JF/,@#0B4"PZAYW,2B'5_C27@GSR5;I.WE&QHP
S4&0#FPR,Z9F&XILR!#R@KJATLI_>MP9G 1,-3M)'MEA/B1'=\M!1XU:-F'X9S4^3_#
(-8?/A2+'4LFWKJ2K!@Y5>T M,BSS&4)UYXEE8=%*L/3KQY2K3V>X9IYN^3-?
5;15<J&8M,SUW7FS5F!6M/4E M[_44>0+9'?>%N9BB9-/&^"J9!>9._WZV=?
P/X9+.'#327(2R+"H#0%9H!//B M6XK\$U.J&UYO\$")OMYJU2U*K>=6-
Y\$9IE^8'R\$^AUS-!.U'%8V07NNIHI*" MTS!
G2.#7/U_!5FJ,Y82^>1(%;OREB.N/4IL]%;W*+6>6JU\$CBA\88(J\N+,
M/C!;S[I'3@_)SACL7C+4'?BBIKN&+=9\$T12F!/?L<'AKO.G@E\^:I_4ZV0MBM M/V'9-
DG;2>#3).5/EV0<*HIM--%RER5_+"H8SM9_EW15[I-+)^G6W)WH"G/MMAQR1H3V@2*-
L'!39">F\XF1+?M7L OXO4.%9E@;%QNW^R-^V_%08-E&+-6Z M-
5#K[SS:2(^7YWDLQ3JJ(AG)X1Q3*LO1RP1VCB%;8Z=BPZG7_%S#8"YUN !> M\$)Q>HR:
(7R@%1GD2Z4IAUK(K^/US_2G.[O^('!+O')B(I CR*;"OFV_YUI
MOYT[=D]3,E#WF!>@=OY-M# 5).L")U6,*^!FW\$JZ+C/_T6/Y?B/W Z?
M5JBC*ZS\KVZ4? H)DRXI/2,#Q\$6_5ZA,6^[B#/1XU]_4L,|-/R>GTI_75EB
MJ2I/(PEMZV5ZV=DR18PR;TC\$WT/YVJ]>*,.:@U#(-QA16=RL_MD\$/>ZO+_H M!(Z"A+&-
>4.EIUI"T6Z7CYA&X.+\$.T"M2H\$FS5\Y\$>L>DWHUTQL:. MW7*DF_=H9.AO1/
\$A9%DRZIT-
>@1^@FAGIVDCK.#I>O^9"H_89:@HX!*7AO^!+4\+IKLMH0'C3KPI!_VS%:DLS&1
MRDA73 &09GCR>*/WGD\NQ31=,?W(.,NT_!I %N9LT 4WT-8AF#L!K?;.*C#
MH\$=+TZ@UM^'@5V;>)/OY#2X;?C[APW2*T>I8^_'(I0/BVJ'#MZ=?."8>'?((
MYX\9OM\%H78YOLN'XMNRD@^Q'!%#(Q>)I/E@9DW@7RR=N3-
TVIU<%YG%WK0=EJF#3N>D>-E\9A_T9:2G/6 MM**"[C9-#[*T+0IC6HC-?
S!K0\3M9M9D,VF\2N?L>.KA::"@W\JO_]*&-EN M9B,V\$IO&@_;SGC>UBK+(0
>*09Q60)YJ8X_FH@C<7M!8Q&H9^XCKZ@&Y;I8_M^M6KG0QZ*QE8G""V;S4R0.S:(O\$'=
I0,KAIH+3Q#9LIL1;W6XW4;7"-YO&ZL M=I 633\8F)I;.*4 \$U_>@BD-
F+A"P32W[W.B1H],?/(A'OQXM=WL:(NKVM\ M N.EC9K#.O@'O7-A2QHP%39@BD-
F*L;.*4!4VWYC+8=8+0!3_T_T=KL/^# MZIT.G_G:N_H_EM>0RMENYF-V\$PL851BC6)41'
GEDXQ_("(^F1W&V=N4+K/,L45\PMBBE#Q2 MF*&8K-F
ID5/.D.WV)"3SNR",8O(9K5J=TGK85;(QGTf1'WA7 \A=X^N>H7E MRO5-FQ?V/IN, M3
6F/!P9.5.1G4W1B\H;8<6VLFS+8GN;N6\SL,-K,WXTY.Z
MIPH#HJA1?))FZ&;LK*LG.ZJ6GZMW@C??YW\H2G=RX.QE]*]^VQ<->Z_WYX\
M=O_0E&YN:4#V4KIW#VK2RXO6;RJU/S2E.X#)DY_IZ\E;J^5IYUK=T)3N:N:4 M\K?JN^?
7GX?2K?R^(Z\U>*)VE2(\$Y MH?D",KR\F&\$&C2"EB,\6:\$R\|VH*!R! RS)KI.--OPT4"Q'9
M1J/.\ESF,U,TM3%?%P5)SI\|S^S%5Q MIP6S_YNWA\7)Q2\A=+E-_B_8IYX(^\$5E;
1%&\M'T3\A/T*6?VIN1L8JP53; MW&2,-
>4.8:JOY1YIN%2JGYOXEZ%\$HG;I9E\W\JV!+FQ+)#;#!;'=S#J62\B'
MHR.N_+W2JU>7H^1E+8O(=B\3_ '@1L30CH18;"ITUS-TCG?8=;)\$[FD4WPQ5
M"/5R7L%8XSU=O+_@I3SR(8E%1H1&[G1= M@6U4^4WW1JW\?6>
[R\I.P.*7=9:Q.T%JU30#KZ)(_NY_-'^\^Q?>VGA\@I7XJ MPB83P;L+H,96_*W-732W=
I%ARD CMSV^50;631EHY/8&+;%<96*CN5!ITOO\Z M&YQV7IZV=:?+ #0HVMG6GJ<=
T(^WJ3P!3T96*&61;A_-E-F0K7(6M)5356>NAIQ!FR%IE>U#AXFDU-NIU4QSD?
5=9^S%1,B>K4\8H> M)\9H1,>)^8J/>0DHV!W?R+&SP2KM6 =!J*6""?
>B7OX\./UU==Q<^ROXKP,@ MC@Z>JH5!ISFWVA/^Y_ZXW
TZ!\$J>OX/Q'1I^X"A8ZM_.M_-;F*E\IO&@Q3FV.(I7\ITWH; %L.C.OI;Z;

(PX)8R2\l9JL^Y4;JU)BC#MIVYMM=TQL&'SR?S,W,'+.(@-)QV**AF*K-M&*6\$,G.
l/IV.4'F/:W4'H3H:W*,B M #!2MZAHO;OS)F27W;.,4>V3F&PI8T'6DX(N?F0/=*5./6'497!
(9D3J9"IRQHMD-^29Z318" M(>-0=:RJE",+/,J6
.&S@,VG8G4X0GDS@QVYT^V)MH2J4,!6\$DXJ!);T;1 M24)W)I:GD!;7'I&:.)#A-&8");PN?
X1S2O@YD6-68IA!S0&9)DI(F)+KJ%T)6A"\$SAP2+6N?0IN6>0\$:R!*.X!6BBZ
MI+D4G'7GZ"7R=XO1 M9&N'<"13MBR5CC6G; &L:=,!:.'C@MC-ONQ,8-
XDDA5M^E54XU|<_PI7K3@URZ|B='UT>?3%3\$82J\$X5*^MN1/@=I
/,Z\$.*/E3WF!3N&V33I'R*|A;G,^Z,W)(Y K,1Y&#JA=OBJ. M1D
!H&A;M*V!;B@69<%|&Q@I,B;@7@>MZUVF==UF*HTRRP#.@46+K-M6S %R M\!\$UQ!0,
l-/#H.HQOR-7^?+7YW7R;^XK\0S01_U^"J=,F |H5_.P+|!\$-:> M6@.>=|>@4BYP;!0
"L@XTQ-C 2A02=(S9!G4\$HT(T\|EX(P'=F&...P!3GK
M'7J(W)G*VQ!10"C_%P;.:3.Q|>)>38S9_%'<45_^!(&*HM(8Y\$%M'B-L@|P?
M<-.>^K\$"KSQ1@X9YZ)=C(1V>E<&J*3R'05HVL\1X P73;PEM+&J2.PL+05;8D@N#L
M,SHY)0H<@F4GF)AA>B!PYL|_%=Z 0U8-LUJ2*A\$F^/#+T'CP&KX&R|FA+M??
J'0KXOV5U?BRE90/3XB@L5Q<1KAX,0>C(|#2>@/8+5 (JS 8"BR@|1A(@N
M!SM2Y>E+0Y@X6/H!U \$RAUU^0U25O_WW?W9VF-%5J4OS*78E|_2@BE+J| MU;
|2/C#P,|.SX|C).4EK<..GM7|>XW(R4Q|OM)U#XL3Q\|D--BO!%.=;2PBP
MT,XXD69E!SM!P+D@^|KP@Y8!7*C|E3D'G8B"|5Q'^"EX%O_NJ_AGWR7 MGNO/^>^|?
'0,R U9?-KIR&B)?V%&Y,H<,,Y-@C&(7A&_9IQ0 B"#F%*P1; MY;6>W|XA_ (=)LA"J<8#-
B_5\$%E@B"@8W'5/6%0(N|Z<.,@;GGD'1B6WK'
M27F64OJSD.TIANL>"OIO=&HZ\$|D3V#I54HC(FC9&|0V@_Q|L\.'I'78-@2*E M#&F.=N
CO3C=_6^!G?NP)J8WZ@>|-'!AGJN;IKN|N99|B7?J|1\$O\$HW87|5 M="OHDO"V;)NH-
44|,&'7"WHI0HXE4QG.*E4N-HS*WL5(YZ/1C2O9E+\$=7TN3 M|C!*J8_P'O??1GC-U!;?
\$>9(!?;#Y,#^V;|J-75/XC;4@*|J3*Z'NW5|GTO M7SQ^>N8>FYA,@8,SSLFWEOWJ-
QVZ\$REP)I)S)I1M">94G_)HY_?(|F0|>C
M)EQ5V\$25Z'V';#HCDT#!B@|5&5(^*.ELVBWH'52"KS-@00-|M|%807K&G(?
M>98.YIV|++PFCL&FH@|0BPK8J*EK&G |_REJ+CE|0:D)*A=R;.*YI08PNL"|M T4&F^=-
|MHD*J?W0'#)!NO|P>'0;+N%_^!|QYT_4#B 6.O"=DW' B22&3;D MV'0H9HD 'H
E3U|0,*CC.%7!KL*V6/+(ND/);%,>NM6R(,8:P=A%|R^=^H= M0U;)/_O4\$/%40?
A0)TLP6UXU|FCNS&)F:V!*)(MJAAN DT!#_P_8=INEOD M.
|M&8WL7UVX'EGX8:56M|M#%79?K9>|A@?S4%,J!@MAC#78C7|N"|%2G>D*D
M;'8FOW3SONO'/S3N7&F>&O5/H-582!ID9|STL>C0K+ MN|VX^37_F#0D|O|5=ZHX-
VHL/'-IDU^F7VCE7DWR@)S1)|H%=QZY-
?)^|XN1FH!4)1KL*/YHV!E'PEZX28=H=XK:&%P+J%"Z'EJRM MHC94ZNJF!4;KL<:HD?
88EWX\$#Z|P_7E1E M*1E0B*^J0EP)WM?@;.&'&F|2O0O<5VG I<3%OA8|@T\$EL-%^OJ+
M; &ADS3YUT0#*RX"C\$M,9XQ,|&)91K%*74(0B4W+!50RZ+LE8PFC8C3Y2NDQ#
MX\$DP|=!N&6:"@TTH7W,\$@>4I(|P=R>B9F/4B|!@#=?9; ^2*ZN|-DZUG@D
M\$T>3O|F2Z*W|;|CA'6"?T60VXMD+)J3X!!5P8!&GH, _S" ^, ^ |_A&2"P5KZ',E%0CY!GW"-
FM"" M">_ZQ|45|9Y-PD+T'A"N*K|01^(K.@L|W^1G9D|&WD>VZR 0I, DT3.G"P|
M9), \$ ^"2X2>)>U.V(7&VH&VCL 78#V| M@FU'PI4J,&#-86FZD8RNQ(IDO@ (3
MA3W97=?T(^P7S4%)|LEHCS-=^!_%B"142"51B=OKF\$9!5\$'X7OVO.!Q|W0M9^L0KP!
(SGYQ:?\$*DTF,W|@?O M93/Z(1'=JJ95E(N=WB(9EBK*H-
) *R15B:8|HZHJOWGQ/JNF@;...2UZ"9|+A|,NVY;@U MCWT%B<@3(I?
GY;C&J12L|T'W+DKT8R21!;|'=2OBJ|108*8.>11^28)EI\|D MFAR@|6#
(&|Z'|T.XR0'16\UD*H"!I;AZ";,&\$X,"H"BXB=+,<>?M2,J8//O M":\BF)XDX3:(SJPV81W
V=PDG4LE)\$|%8Q.^EMW86=9@J2BF_RK=T'HTBPX
M=UGZ'1)N|9|D'T.W^X,2B@_X\$JHH%"(D3MEWK|&|L@SU?Q-IJVF|FFZMBJ8
MD|RKFWB,YI1|VH|@=@=^TYCCZ0*#F*C/Q(|MTID7F9K;?
@@F&&T8B6/J|=D@1*DK,H%6? CA"0)T-PL"_JOYV@=&3!-
HZ&MP'&HJ|. #1D0(NZZ\$N6CWJF1Z;@@1&9D>,R*FG2.A 4;./(*8X' MI\$X>K&^3!PM-
'N2VR8-=O)@X?9N)6KO7G<'LF2K|D60%!=!<_"\$F^Q18\$GZO M|2O,%
|VHN9M@ (C>#C=2*_|C#Y/O|Q<7AKV9/'RMK;U4?.&ZR3'X<&I/H 8WI
MKR0|\$!1?;!V|B"K1"(@_R4%NR5YAHOW^?G=S43GZ65?
CF_!|^N;B,,*G%81%8.@BLQ^ZA7;X M!EQD)EX3@LYA*&|45.ZITW#G#|Y->C-
^:FV(8+)|!25.VF79NZ!(OHZ 1P|C/MWN&.BMO|_GPQ8U|33VRLE:.'9K6#IAL-
!KV|SG|AZG^\$SV\$-J9M9I>?F1/- M9LZ+XZ(S-4-J|_Q|D-
!TL<44@|80XT|S4H\$6_;;N.'Z!2.))X!|VY(XU/=ET MT#D9WES?GO,X>|=).DFZO-
H_J=M|-.R_6V7\$F'+,,'1A4!N(PI37..&#%4TB:H'9\?!+*8R.|3|XH<|6^692 M,E-

N;2QX_%*6P\H=DQY\$91F\|Y\M415^"E6/GES_0Q_U
M)*=X)L\4:7)I4\2:.*5186&9M+3R3C.RHDC:_)!B((*DOZ=/'YH-LS,Y>EPC
M)\$UF\;:0E%\?)%VN=C\H:OX6%06\O\N3=IHRJM2/'@WQ%)8+G%&[JZO06J
M=,3F(T#%YJ2&1XGQU\J.PF/FX2)TFK:8)YY.*QPK"(U5R)(UHHCE*\$SO+8OF
M4,1CZ^3ZY0#E;7UN*F%?D9HBT9#Q5,\$SX'@JKV_X(J8'XM2&O^Y.L)V M"O;_S\Z;-
B>.+ (W"W_D5NAUGWNA^0_9!8I^9VQ\$8&^&E\|BT,@;,%A"6\$
M#;_ ^5M:B#6V(Q;B/GWCB3-N62E696;DOR)Q\;)%+Q5QWXZV(H'FC\9CN3;: M7?^V'
+W_ S=7(4=8OH\XEW-CA;%TH?R\X^DLNTXFN:'EM#J5/O"X?/+ #I/9 M-B?UDYFXF@E:.*
(\I1 V0'P%)IFN27KU:7Y>G@QQ)^W#^LE@YR/('Y\$D+XJ^ M7I^'M%RCU4?
1>33@)J&^#3YJMOX,\W;3.+.Z%T>:.\$^=TUYYU\$2GBI?>9J_ M-1XN'UN%D\),A;:IY-
PY=G.G_PK47\KFV\3-I\$YVB:R4,SO"?F\3JV\)-"T MN(?TP-!FG#1!:F+7)B%Y* 6""#Y%
(/09)-VB_DF+3D\$33A\FF<&L&0FM#J)- MI0W+RK\$,4-
S0T0,!R0J6'D7WQ8):+_ I5YWUREI\$T(XTY+9S3@6N\WF"W^H!' MI',@;:RG;HO/N?FP"
I51+'4ZHG&RVU;=@1\KR,555.B<8P,GUR(AC%@3V^@^ MUR'-K7\$&)WTH%W@(%\|T\I-
!4UBV\UU,LJV_#I\KO5-\$1LO*(\&&J087J Y M)R++N#5?;RIZMJNP!_Z(M,V-
RX6%9#*TW\I#26W3T-\$>R2?GK#X>#A315; M=JFG>>?E6H>-.83M?
M)94;1:5X\O\I+EVWC8=X%OR&D(.1<.'!^0'P)CZUO M^E3/72\$VA#-
ZW.0\=PR*!U<=J'!Q0,'!OJ\TT09FCFS#LJL86'H:|=CS%3=
MYLNWSFM7QGZ.MGR!O>)FN=RUT\&?%&.+T/^8OKSPS-[I"#-49SX'^0N6<^QA
M=VZ2%:QE@&1\$B05KHP?P? E=(9T7H7X6UT.0?'N++D=JR9UV@{AX@588!1M5
M@<& 6_R/I!>H%C#P%WL #K2H89L\6AY&F@M##B,V/Z 19*[N\MH4 '+6Q2F
M;C69H@_A8=ES!+)71#BX\2,4!=%]^SI2T4H1^B=UHHS\p@;)%-)\$6M)R>%8) M;:>?
M^XX.?IHA\AFNZS;M\$Z9"MI\$ZPN5C%NV=[#8!MVA1!JVV9B\&ISA8GI((
MW#0R=XB8""97:%=-.W\YOK:X 'Z-"IY6W(>\1=" (9%(2!5L:PT27R81J.J8R M0>H,
I0W"&IO31W-.OTQ6!<@^YU9*D&B;FG:#_QG8)@J907H M<6DP,) \$&S0A6U8D3A'2*
(.5!SJV=H-V8A(-YZUCYG<=<7/(DKN'1GFE%Y@0# M W1_GOV*!5-
:!\@A2Q;:FB5MY2\H_/&LX_?/0RUU%5Q!?)HI_' ,QG\@-S1.*0A_QG(/+&X4:8J?
+6OWJ8MB.BA<6A\4DHF3&JS 4\+3G=3I9<>#_>40 HY:7# MI_E9?_HZE^|S=G?
W9\B"%4#A\^%T@I4906TV\|S<0>SK\5?CVDQS70=Z7 M2;:-330\$EM,_ "0.Q03ZLD
M.DP&/2YU#9,T7>Y+/3(?*"LA.?QM& 1#" S1X\|S M1_VN\$V\|=92PL-Y\YC_+EJCJCH,
M0%M07L?7_%L*J1\|2R_L@ -AXI&E&317470_K OY12U@|1R(WU+ %\$C;N\|*"
M>D)A_GN^*=D3-X!<:YR\2!EOB.8Z5B.#R""BP38=4=\$2)3.5KDHZ'9<;I M<
|D:#F2,Z.XD3?ADO&#IF%>*TY*@2B4Z:W_)?I ;M(?;KQMT\$TB6%PO' MXB?
J\PLMZ05>9?UWF TZ+K9CNS+M/MD,B,+;#6*?8E\0MG\|W84\B^
M92WJ\0#M5I^!_TD\?9(GEUZ,K8PG M\|IX;)NEM.[?7K7-?&:&"E5A,S\ MJIKF>GB
|>VGJT_A\|M4)^@+1R6 1UTT\$?O'W/<+.@GBINQ>EK9@0:90&2JL/ M=%CO4D?
1TUB50V_&K'3\MPHY>|VWW338:S-T1Z>4\$C+K:GV%L4>9)UBV_B M4AEOT?
>J%*ED_Q4X-V>/T5F\|%+O/N:\$NUA8\$Z:424J\(@O*-CSR.SX!OU2|>" M\RN!
3G4*,J1,Y4Q@NM*"T-%SJ.F*O7I(W2:/0
M.MKHI;M/R(:.\$(\$9XT'^;6Z^'DW<<0U'"|>)@A_DD\227.KCK9T\$,VM !;X0
M74L5T("POT8UK0GF\;29SC)RKECENJ(-" I@:9+N!_Z8.%\|?"ZL6H)3
M"1&VTP"=I2T)6J"S8H\$7"|%38(#;=+'+,LUKYYW MR&Y;!M5IM<40EE*M18Z#\413=?
3K".C?K%!?6)LV9-KE2,=82&7HJ>"%HPLBM<-M&(O\QC-G1B_1
M.P28XH(\$H1YK6=Y%VCRO\K/WF\WRG'-U8;=0Z_="DZ@L64\|*6%:0WA'O9+
M/&N#F,NE\|>JOD1CWN\I78\ZU-N85OQKS?C7F76<*42G\$>8Z% @S6Y 0!&==<| M"
JAQ3<0RY_U7F\;+ZWB16_GDX8@ (N?VNK7L\$?H\^C\I3'O=N@TD?D\W6D-W
MMF71LE\|3321^<;6YY<|RH\|>GE@F\;K9'3_/WV?;!8*X5#P;% M--ULKVGB#W>+
%N')\,4^ (I/_7 4^H:JL23BX.?V.\$>MKXS_+MKXLJPT:Q MEG*F2<|?
I>'E\6.5^M#3Y\RU7WJ*6GD\$'+|+0S!>4N^*=+>U ?J8U'?7@
M*:QQQ/%\$Z90;03/UHO#G8/7@*2S_9G\PK):/KX^M2FD'L(HK_I??+KF\;%/H
M&SS0\Y(DP1U!\$MS6<+KT7J\@7V^%K7Y8\$^ORN@GR8SJ.H0QOCJ2\|SNMRKQ
MOF" _KF\PCD"% 'E\$CC'V:H^DB\;X\WN:6YKZJ_3QN_KLN;R@ @UTDR\|^V\3
M0S^8<0^_V@VT!O\|5\$MF;:(K^!(YU)&^8\WPQ-/#X\POJA(YPI>PE 56^60P"=?
KJBU(M*ZBK MD#@1%CA=06^|*X&\OD.6>1HF@"/I:O:/H\F_-:N600"E;GO/MA
B:#;54SR6 M!A9 DD6&P&B/;"0@(.963":|CVK'O@;0)7RYD M#M;G^J0K+E\8M
E\ORYF0WH%,2\3^XO_L.P#O!^%0R6RG%*E\I?|S\|@_2I9#9O:@6D
M9&41/W\^S!/\$3R6S753+|Z5*6+W\RG91V*2H%OEI=57D)9>I-#U/'
M&:FM_JVEX'345GVOY@6;:X71YMC6?0C4(36(5N%4L#:&83PJN"=/'A

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MO0@I7V"QC6J6:MDW,8H5&:3Z!V1F3=&QG@J"JY)G^L:(ICX-J!TI>P6!Z_I M
T_SXUIG1!+EP!L!ZE3,<>CS4V:L_C">BAWC0XL#UMA)T)LI-!ZHA?Q M:?
XLO&O'YN'M?%1.4_Y"28?#M..K=JFV01@H>K%VN.IEZZFY.YU'O?0VG3!T
MR,#*GN_YE2;1.5-U-Y=J6|Z')FS=XUTHIZ\$O@EUL:8"C2)<2P&.:G+?H3+^
M1_!8:|B@ "R#1:710+42ZV=B.ZV3#UVR_3J='TG%Q\|D@'I.*:H0OUHO=0&^D/
M/7=PI#)'_Q8!33!QV:_2QC2_+(:T^64-+N%3:5FH8'?LL!^NE^35QL2) Q MJ6|V*^O"?
L%?W_T|S5:EC&M-AOG0H?C/W"GB#N%824V*|M='=>'OO%_7)E M;=A?XRSP:*MH 3,PC
0FE>%^HO.|HKI@QP+_\$.Z26BC2H|I 24N-) &B#.GJ MX>[E??)K0-
+&YZ46JK10HZW|5*:X.:0L8Z34D)#YH35GN:SZ_RK9'2&1_+N#R%J
MXE\$S.824O1Z8|OHVT4=(-H_L47_"#9Z-C%N%1#KIR90;:F%H29";5#_4&|*
M!6E>G%^=YH|S?N'ES3>%)W|LH|TL*=|)3Q&F->8OA'O"M7F9?|^\&L4G#;
MQ2S|O57V&AX0/\$K+KA@Y\$=U;AEYS314D' 71/Y(NFA=7+3GA^W)TSQ_9HU_
MC^:B|:R93'E*)-7|7|2-PGTG|:W8R_4@Y"*FS#S(POEJED*Y;(C9-D%-W.M/V5:R?
K*Z%*!X|!6KM!G;MX4;:J0UAH+U'E7%-Y>|7|YY&*3L6O2'W&S:OOJ
MY!;"K|3\$@UAVYKZE-72|4Q1Q9Z"8? :.*@2MS|V8L\$,K|H.W@:OS2+XQZ6|IO M0Y N?
PJBH2!;@E8RY_+6*GR^LI%TF\$|66H\$>0PO4;J_67#?*7R
M>4@\$(+4\$D61/A*WQM>I&\$F&+&8FD;=B+BE'C|?:V?"WT|>.:.)10K3"4A*HI
M%,I8/>@#RX'61YZ HR6H,W,*;ADA+\$4Q7\$KT)9)L(2O)JM-%MJ:~?S:N-7|=' MOT|%<-
LTJNGC%PE'D_21ET&_# MI3PB*3RCHXS# '4K;QWZZ0D)M|*
|T|\$O/(EJ@*O+E6G*GAW41;3,MT=[J+\$*@ MR\$?O/?1H?
00_/:E7IU"P/U<:AT?'|ZU'JR5|D)2%0W#J:&Q/R)12Q506VWM|
M(IZ54(6;"6=+|\$')F^P\$)WV**UDHIL9JV<#|NIKM!2" M^|
<%;=|^MH,SXM/R3_K^IZS&2Y4O'4MMV;:D!<0Z2LFNC5!PIV6?W|T7XY'NY|-"DLY!
<|WGI#@ C/_F3J*V.B6\$C.XCFQ)#&U+9F3&42- M-<-"RDA\$W,|DG&)19|F@C'^?
6EU#H_/Y)U'T+=GW"V7)'#7?Z%?P)C>ZIB M|6G^FT=EXV|VS;
(=&-0RS5%T/#P7/WYZ<.YGV23;?TG!L";*HJF=P M
Z=:EHVGVBY,"O.ZR=JFT5,4V8+K=HK>@/!CJW^H="?"EK3,"9*|_:/:
M4TPVE>G^K3X73N;#;|--BF3G(.7"*CT)R\$<9;31QC&-D%***+&M|^:++|S;3 M*?3@Z
A/OA,\$6%;VB\$TIS^?C9I,ZNT%V/0SY O*@XT/=G7*P56>4Z,3@))>@ MAK?
+AGHQDD+;S"U0DS?GT4\4Z(0*4^5/O>2T"TO TK(V,4:MX=2.YDY1A.TBS M9_OAN3XZ
2<1S3:|A**.'JVC\$8V8F9#,(%LR CC 'UP4J^'A*WEV#U@ZAL//\$3JH/XPX4&R;
M5M:5|2A&\$0T9;|3L\$=X#HYJ<:8R)GH"%/8*(F?976LBZ1,5YF1SRJLM:~BN
MH1|)8HLQA25@=(60/P*S%T+O:B\$N,5.^Q.'9%!5Y0,/_.#=H(!OKY|*URJ4X*Y45>0L=T
M!9Y|. @PS0W=^D<1J_H!(UY=D)2|F*:@;B\$DC&
M!+24=7\$=604<3,"UQL'/8|1H3QU+6LXPJ2;D>H#_@.&HN|H9.XZF9YD5FW>
M;^TB|JL>;NR00"H%,UT,>P):!XDU QT?3GCC50G1YLY>+RQP0&!66/#AON)
M\$&UK0'HY1)?PK#MV8|L M?O&@;^ID")J10X:L@ATML_E2TO88|
3A(S,CO%/RBJL#CZA8Z,?%C71;E3O-M|N2U6DYYJ.->Z8,+.SC
7:5N6U/42SS8C&L6Q1E6%VD_P %>&TBP*=)YV"
M^5U6M(|VA|CAKYM.PZ|_ED^%#1LV2Z.RD;-D33!C*ON1(|8|=HQ\$|4:TLL.9
MKZPH!&9MLQ'G%'4;1:+5+>,3OOD|K ?|=SPG2N-"4(1EA9UZ:>5(|0N
M3"N/|J2_W0"P2""""OD'L_+O:I MYY)E &7S#LNE7J!0CAMMEZZ7XX:IEZ?C
MPO1"\$.^\$4FG|BQ&!@D:8V&%,0\$U7A3#>I!F9,'1PG&K+#@,D^)MO7X|N'Y^<
MN)\$=3!X\$C|<%?U:-I*:U_#;#C'-1S%CX
&8_06T%*AY5"Q>J8Z!D""6O3SWY*I3_J_CGOG0DJH(JW:732E MHRVZ@Z:0+R|T-
DAUG&_3W57LT=T"l C)HQONQ851)9"S94W='NYOFVBWYD< MVBHQ8)'L.K.154O-
5W&?0|N?V=H,O9Z#7Y"E=>QBQ\$M\$O5K8C\#A)|.00|Q:
M7&%, "LF4G_ ^G|T|KJDJFOPWUT:|Q^TTJNM("L*K2#4_N'N(*\$&_9O;VZ.9 M;:
(Z39M>1<|J_+V,P^M+%5^F*ZD,B^)%UA.C'%8!DI\$ _CSI!!2HX&SN>0"
M0/8/=S;:HQW43:FK|O|AKM"(%(&"|, @!^0L'UG_9:_ G_&%9;W| ^U| \$Z!"0
MFXKTLM=5\$#=#:X|QRB8T;D^\$8Q|_ QF_XO!P0LZ@"D!FX>6UW ?OSQ*>@ZS
M09%*,K|I"5| %XN1#5L+ROAQFA18#?DEK_8A7O8W8RG.GD?-4_OHU^F5V|&# MY?
6,81%NXJ|T_,0(>7^?JU&A0!97N(2;H%B|MEW8GP"Q7?' /N!|<^_I6)RK M8&'&
)U!X|2K3|47/R4S)V&?W-)AGT+*8',Y(?)8<(+A4#D<9DK&_H2N|&5 MX8MHOIAWQ7)
(&@H-D*TC5K@P>X%MZVEQ5X\$KFC6D',V|0^/ 8B(VA\$UC8WKT
MZWQ^VVE)1_*FL2%DQ,8*4^>J8B23C_G3LG/CYOW8"4>VF"-Z!+%%64X0=N<\$
M+5|JP#HSAW,+LC6-<7HZ\$5

ME>;ZW72VB<32#Z=J-0'XLHFO<6=>,ZLH94Y>7))5%++C=^,\Y/T9?S:O;V|Z
M)6UG|9N1^916*.XJ|<5*3-#5SWX Z<&\$C%!K*TR"MR550E*V=I|C<+XL3T|
MK4M#|J_UP-|3R@RZ|75?R|R:FB6OI9"(C8W?OHL;0|R|SDN5Y|*FL9'U\$F76
MIX2|R!>B+Q%Q"/,4M>!U@A.2K%2#.J&|+\$=5K/WQ843)Q=3%%:6|I7/YI?
OSV)IMY^ ^RH%=%NX|OBMO&U|M7: ^5I- M_L^: ^0CO_ZH_Z|K\$R+7&8|. <-N;
<9>2A3@/U|1UQ- Z|0:ZB%|UB%MTHTNZ M+9DS3J'L/-:3;BD|,/E4, 5MLS>\$#B#2
)EVH)CZ*M0Z|:I3E8:M1< |%X7W M',*[PPTZ"EIQ@.46?::7NH;FFIP!TAIY!H(\$48
0)^\$=;Q?/457T9H8)OLT M#|N\$@L)R,2WH=H; ^HYG&9L,I27'WLW%U%QZ?'>:;Z"%Z?
M+P3:6OVZ:<+HL,7L|8X#SS8%9YU!DVDZQDG_5J|?W9V#);Q+@
MP4^G|^1WW@I*A|+C/%<-3;(0X.CK+1//C4/*0A=?:[K:TB:IL@',J<11^T M6&AH_?
0B:G>#|-'H5#RM/BG7->=KF>,1@:P\$:)RQ!/0:J?=-,\$M513G\$%IG M*)G0LUX0*
|Q8CJ8T"S|3B5?;GFIA)Y@T6604ATDD9E.VZ&'
M_5JTP06!)0P1'IJ>2S((8D7F%T:>#DS#LJ!NFSB!DM+|O=Z=H%#QH\CA/"L M/+:&%U-
C5NU%>*|6>"WU_2|CLXJ5.UX+6Q|6)X+.,|G:|KQ5*|9'D|14#ZSLD-M#,Y\$1^Y|1R%"AZO|
(&783D62-G6B>\$SN9\$AS7.G%P""15!W1%:|MK4NVK() ^A3XN@|J-?|E?
@|%5=TA\$KT!#;:@PQ\$|#J2\$X4*610)("&2PGA*D>5
MR1+|=>T) ^O.,ZWIRV"@ \$#'(8FGH!-#9\$ZIABOGU)&B%5\$)T9?TLB<00-K2Y9-M*K&|/-
I=KH>NWDAZ0>S,1GH?>Y8N0>8=,@Y:!"<,>L/DH=;Y6>EAE; '&OB|! M/7^U 9H
+Q5|K/#M1VJJ:A\$%F7!;+B P.*Q.HM|T\$43Q|R\$14#Z\$)#V%\$|3 M",E*7|\$AS.XL !-/#1-
+6.*FDJG2|FO/W'^?;S'>E"D|# ^|K_3|O#N7|>0| MJS'B4^_H2DP4!!-1*/X%0\$2?)GLDR^J(
EBBA*D@'.0M)Y-G\$H8 Q:R+.,BY M 7Q|F =!B-SHH?L+N\$900F^89,DINH/|N2;BEA2DCI.
<7|"WHGM3!#---|DJ MKZ9'%^;56Z|C*_ZDU24S4|?&Z!)R?
GUIJY/(FX1HP,OBL8\$70<0(A|A|K:>X MHI"V*"V\$|
(Z2:"&KK_"-7|:IXGE1NU_%_LAI,8(#R*Z%"6D,'*W=W7VRQG MEA-*D)6\$:_UD:0:"5
57)/D")1*:%(Q^CU;W+P|K.9|RUW&7|2Y!>)(Q|O_-MI/# YT5<>X)L9W+VOOH.3E0,
9#J^ (N+*)R<(/?&)OUH\$7*QJN#R;!%OZ|:_ ^"8,)X1_8"&?L#&|I-W;R?)# &*D3B7(V
MX)L,%L #?;2 ..MR@S9/ 8?^|%)B\$/CS7;RO41B|+@MKCOI?Y?G&\$6LNT-
Z/Z5S+%H@2|6Q5BU3YKD')V+YVP+%_AS,)8!
MD9YD:HAAJB,0AG#|D2\$K&O<|H/M,EWVL0KNF"*663(\$4\$X7S|8)E\$/EHG(5
MH^7CTKF*ZR1X\$*SUV%ZBXHJTM;:&.VER%O>YNDQ42VBPX|9_
MN/8|X|U/(U1&5'7&_R&D0V7#)>B|XCL|<7V*-3%42)|2=\$Z79^TZ=Z#J'L
MV=8).6.QB^C+G|\$5'_#::=<3O.Q,IV;Q6|?'CNT.-EO)|(.+&%T<=#MY#EH(%)4&J-
<3=.RT\$%BR^?;M&ZY)8E#IA MZ*)JZX)W"0@M%QO\$XOUP9\$X0_\$%0_ED*YL+2/-
=4370'KI6QC7;\$C^DC\$|2,,J|!-#R709=!=&BH:5G%#OX3 H(%3&!N<5+K!MF"R(2U%+P|
MNA3\$C8%^:XW@-I@Y>,KB'7|3)XAAP4L&"@Y)JG|H 3'/;#_2|LDAY4?#-K.^\$ FPO,%4+
#|S2%QD9TT(K/LK5CYAU>BGFL(MKGFG1@8(B1(9|11B3HQ%K\$L'78^_\$WQ-
ACT8+F2JE8A^X|X>% MHF7=1 7L.H*R474L@W2&)?XVP%Q_N MJ6T1MB"S|AU'.|\$WU
="71D8:#6P:"BKEROR0LI/7#A|,HU_I=IUI()U:ZO MLW:|^%6|_E6|OM|XL"
%)SKGN*)Z|N&APWZE-QAYPK&I+,4%QQ;YD;*H2 M5_,!XB-&%O&*U^)|J&-
-2DTD&)&@E!<|PE?=V1ETQE73,-OLJW7X:'B_5EE1 M85;40-*.
<&:>WV7(#N4>&AV9.0M?A|*Q=GYOZP4WQD8_C@|8.'24?H6GAD1M
M>KG>JC';#;ABV?..BO%9!SB@"F%|1;C! MZAR4JH/=3DW+3 MIJS;#D|*J/\$)
<0DI;#B;G)*62 K+I*2M3@2&7OI=*O=Z MVF%UIU+0LN*|NE1;R_#D,P@G)V>?.\$?N
;8RQ@=Q:/(B)+2')25GQQ"9IQ!"G M;: O|9EP-BP1_8 (C1W#("O<.Q2D:#BA02!QO8\$E,!
F5CPD2-L0"DRK,R(K_!8
MK)BSUN_NS"4^|AQNB&_%9G(\$2(65@B5_.7W_NI"*|TDJ'W|B/<1B0@|M-
S4@3(GCSB%:(J1\$40"@C#/X)G^LBC=|: ^ ^<_3+4-=|*UZ>57_K|16F1;V":
M:N_6Y^D=N4NC>X#63F(GROP^EHM\$D4;HX0(4D"V;E<|X\$"(9R5|0.F&JULM>
M')PHH+*.T4+UVB|3;1;: ^#7(8AI0YM=7Y3'^'PU|M;:/@W;
M<'2,O%=)R(S=_(4_&HEJY)?J_&EZ"|D?X"K:_)6PF_81QC.+U>EMG\$Y*)5_E3Z;X5S-W-
H_P7#F M_9G,9.P(TI#ZP&X0Z;TH5!7&|3V3L#PMGS>=,%IX(#0CR<,1G/E(62)J0B'
MM<*Z4/GF-CJM)KL|0:|O7;Z:|Z=EX|'%_6;CJOPUGUG".P_L;PC8N<;(I*:
MD'E<34'D|V+TC")ZRZ%|\$CM9#!W?|\$I*N"=G==)\$V#@=@5_M95=C2H04(F\$TL
M|J|\$"*7TX_9F:0V'4Q2_21C\$IX?/*(-W-?,85Z2:-NOMVKKMSONC;E"C#LU8
MS93RZ6Y|K59WK9"|NT:1%XN1*7F,+MYB_.2"| ^&&U'G+!,H2\$3PX;U3FM%| M0Y7%
<9LK8OBB6|-N;W|^L#MDG)\$W+L?|+(/=DF^%1|L7.>* M-Y@|\$KK_P/7.;&8E=|@.0T0
WPYO"|7JYQA|^+^M79M;"4EZRK(^GH=|=|M|X%NG
_E81DYTQKT|.606MF3; ^_FGJOT;E63^Z'?G8>G&6U_HGF;R>0|/#IZ8FD6RWIP;BE)

M"3LKFJ15\RET\A7Z"YQC,EAX?KJH=@L/\^A0=U&4K)K-8+0%BMQGE8'4KI M.Z#*>4
5K*N/3QZ.&6'L=.W8%7(1K^K/1:7Y+\$RBAU6G:AX5?
JH@"MRY7)8.BX.CO=KKVN5NW4LAYLNXF0P?K)7*'BG!@#8L9,@P'2SLJ'UA+Y
<;9A1'R@G-Y,UCNE""9JI MD,\$Z?=(0QV-%%DE+5:DJ:1JD-F4(I5IB%3@?
+32SDW9)O53E@?;B"#5;.E M\4_H+2YIN.YC;W'+6DCF_O?
9\Y8NCH_J+!%,1F+8AKQWN,,J"*D-5QBBV?V
MQ4BR8;4S,46'L+=_2(<4_/,:>H6T_\%U%*Q7D;<)AM.^!)0\W3LU@;"ZL\$_0 M8E3?
IYO"2EHZ1PMC_.,<_LG1V;O.!C%]\#HA?%*E/ZI20N*<6%.J",5Z+WZ4? MW\^GZ%4J\$/%6
N%5\$*.TMQ1-2,9-J2*J/G-A+;DP\DA<8Y69-("6^SPG9B&W=5P?
Y#N!&_3M'L3,LJ"5LJ\$|/52)W20T!B*MMW%+2A'Y0\$JHC,W27+/P= MO!VEA%*
(4Y=)RI1RB"ZH:@-&DMNE27F'1FTT%-Y#"C%N#N98\$S%#O#X8J%#> M-
!%-3P8ZDL68) 90X(,@JD%'\,FRC)Z*AXE@X4HZ|\$1"^4M3VN&92P&-RFUU MLZ
9)^0@1=M/E;5%OPB<1*GNFJ?15?>LV.JS00*P7!LIEJHJ6OOM*YX)INCJ6M..W>&4\;AS
M)2\$^\0B;NIB970\BL<(7"TN.5REEP-KZKNEUJZY-#O\N*_W*!V-MU+Q727-
WG062Z=,"5M7Y=*&FDC\6\(:H^F9;698KCVRSPPKSM\NK-N\I
MJX+D:1CL1%SHUI<+2D1M?D/76,PP4ISNX6PF^MLUB'.9U(^F2#I9E9@0*F!B\I-
I4IEKA/1GRK7M^9% M0S%*!1.T,ZX>WHG:YVJMDLX%3+AM)!6+XK
::W""V(2JL/KUD.4YC2.)T_Z MIV60'-P%QG^T'FUY?
G;XJH\^7\$|:5R^<5!S>U1FVJ>\&D)99*X+J&:\$0W6? MJQ.%2I9J6@#'JD1S1
>&-2C\5KK#18<0H'8EZ"ZGRP2_FUE1\$46^(D;:C6'R MCA9N3HP)\?/"SKZ-
/7\$XE!OEF78V)ASO;:0(>:VDHV?";H2(C(A('NR1\G"
M5\O1!9=>MA/C\ LZ%6^CA#*>V'CMO+EXHI_.^98_MTL CWH?P'#B@%O;
D)JHU/AR=3\$4S5'@9F\$X^249_M3@#*\$^/2L_IW\Y!;W-BZ_M<%(NY,_TXH>","O869!;
I\U4*!+^6%Q"S'7RF\T@8_M)RHP8^D6/QM35\TM87RH\814F93"+TAV7,-
\$<"*Y6@S.939Y!/)C\I#*; M->I&I_9#,SKK>TU@\$F+ 5%HAU%(K(:Y.NB6_M#VO;R6I
((-529I6F5*CRA7QT?F,HJ;:#68!<3\ZF\9O26>/ *Z&X-9K%TNT+"
M1ZF4YXN5;+_*>D+&A90AXT(VFW2\JBLUZI?9S=WXQNI_3_QBPH*C)+ MEPSI1@>5\$L
:(/Q*M:X=3^7Z\>N'037V'JR0.U\$32WPE!J\^F*N?FP/(TE:
MS!306Z#H^<M&WCX_Z3Q7U(^,RB70=3FS!"T5^7QM2;FVJ;#IH_53\|_KJL
M266\YYEK8C(.U(U"5:S+CJZR66*;@;S29;A_5OPEHB8>JL MT&B-SL\K!^+.1,
(6KE;:2%@Y6WM&%@DKBWRE'&T#AP4W@JZ\$15\$JK!^EOX;M
MN_) +4;PV2KN\$4B\$;2M/J!^\$H%6L5OBPN&JP,BC4YH.SETIK87PZ0+6RZCOI
M1B5G>HNX/I+P+ \$?"H34D5#2VB8RRLX/@G7_L2FF257\,GO%|HA5;1U>2V M-
M7>/_^T)/<\$F\=\$-I_UABXE!_EW&*KUB
M\0QD"E2L/TROR(\$>^AC\0"&82(5A"A\$P%BA#D\$SH)'W#?K@@4:FC8P=KESU
M>5%2K_\$T+UW7KH_\$Y\<2-/9<=;X;_-PND M%)'NTG\LL.'849Q^_5"AW44ZW,!\$NKT;
MWS+,O\%O,R%?@>_(F<^1WQ=+JKYM!"&5XO/LO%;NU-:T\4USX)CP &;(Q*!= M6
5QT!//@NL;:24IEJGJ<_&ZA&JTE0\;Y@OTI7@,19=YP4;&@OVJZ>E7DAB
M"I_2[,):9;P%!)Z_S-5," "37,SU=>-V%LH*CA_+'X\F\EK9'Y_*D)(UL5
M1&4UWV^V*@A("2A@!7ROA.*?M=!\&MWWA\YUX?2\A1VH10B-
4XS!XP'4>O9W)I>+JW3RO\ID(V>6J+;UWL/J\$%L%LVG!M M+27
!UFQN8'K>%*!;I4&ZNQ%B;IBWC8VL\W0ZA+Q\RAL)M<%S#!XTH\&@;6
ML70VI4DEXV7"JW(8\B\$?NJ6\,4R?0A'=>6H=:#?*QV_GUY-*?B2N*>T;HSSQ_M1&N^P-
O-L3\8'G4;N+'7@ZI4NE!5N539"=1EO*T;R^E'!U\L20FTQO%:\3BF
ML>M>FD_DEOGRPT3Z85*;V\?0>%*%8JFYU:7> MK3OYPIT&M0LEV
AIMPJ_6IV;CCSHF@7%;OTA8"Y(9-YYI'-%7!>V-R!\$J\+
MY\7JPU2HE789V\ED2^KIC!)546^4(Q.F\PF7B\4%-T3,C+08^809C"UZPO_M:?
0EC3Y>&N73\R?P>"KXF\X\$|,WINZOW9A?>&87+F\#&Y M8GAWG
4\X_KTND);L:P8LKVLYU\ PSYK5;^D.I*_:2ZOG.OPJB#)U^O/\$X\I
M)S6<0V_E9!EESVK^>D\$H\14AS"X-ET9>'219;.\$&\^E)%%PPT>R03YH-L/; M7E/=\U?
^QE?^QHZK9E_Y&VDUM=0:2\HP_48JKI3);TTMU4>Z*G_>,'WF\$JW4
M(X*SE&A%>AB:ZZ;+391M26+AO5B=CN;I3TT7V>J\4L\87F>=5USZQN%Z"O#7
M0AKOIZ9X.7Z\O_W=_X!4@*QW7MXVKLP'Z_G0U/8D52<[#=TB7!P%#83VB!XLS>" +1%
P<()<&A<@G) M'(5E,P(VZIR4)VYLPRJQVM?=0>R\,E%W& M=D;9LF\+0\;ZTCE^Q1?
5B%<^;UD CE;7\7EV\OTJ9Y#MUNG\$|6=L=EGDFY+ MY@S'(:F<I.Q7KC1\$&-\$.Q2'X+
(8BSHRL5ZTM=\$_/_^27V@_M#;^N?I6U(-('N^A*8>-!N#T/U:Y
PC\YO\#F%B;I35:9J%.T@BJQHQ=1F MH%!) U/!\^BZ>1*)'+ 63X3'TA(B\$;-9)
<1\=/W\Z.9^KC5ZPNYS^_"^5S24 MQ_HOEJ.O\HL?!/7<5X1\K1\JN=G;^<

V0R;#>+1_)%RFIYKO+C#^F6N,X>M;2*,E
T8P;VA(ML:0G9XI|4@"43T,*OY:G^RKODTOY,+8_'EL=JN|W: ^AUL|
M9|FC\$=@%N.4T\$NOH?\$B0#R03|RU%',[EH(\$TU30=JTB+:D3=?4/3C#?
K%/UM7R/6%_X*:R/KA|*K|U6|LPDY|Q5F;G M'PSOY.9|>%6>=>-L L,+^:ZD27I/^18\$83\$
0Q.82|C?@00B|!D!='C2? # M|J|)K9;Y*%2+?#XT|2J48%.1X0IH_#|AY-
UT,PHVBQ|F=*AD|)DD&Z/YL|Q8 MGS|^>I4W/1N1_D9"CKY#FT1R^I>A!
I@VLQM*AA^Y@J,+?LFW"5P(\$60BV<-.V MC0!\$X_N5RD(W=F^8-0,JKJ)PW?LS?
GX>\$|=DK"907G|6/6)'FHSTD.^:%Q6 MIT/E|&@0HS'QS.F;2??V|9/\$|2%BH?
3MYUX\$525A94L8+ZVB403P#>B53W62 MP1&K06R\$ +IOCWUU8(S?3PKIU8=M4D-
E1ZDA^|'WECO'9BQ2O_FYZ,++#\$-Q MOX1.+QMV5U-
VB8V&6*%'F|E2|P?|^OWDU12G"TMCX#=#K'3SBH&,'%'#-A|
M,:4!FTXI8_G\$BT/*/'F>N%IKCV<-2'^|9A6=OY|/"G3(")&2HY%:%;U2U\$
MSV2D)E*W(&3MJ%P2SHH)B5>K(1,VURJ>O=1ZRG:):S=96A,=S7FMM;IU_=I2
MI^Y5K@|&\$)N?P,#GA0.RPVU8U\$4?(\$Z8!7A_Y|H0DO=J#BW/3_M43-
PG#V*!OZ\$D)N=WS2I#R#"7>J0U064DK;2-/|*A;8WJ9;MID3|T*5CF'D M_)C@OL-E@DF-
8OX? !C|%O|L_/.#Y8|:."((0NH; &<<-E5G"11)-AH|= & M8|V8*; G=!=|
OZ6T>|C7=BT^)|RLFDIO8I@6+O%Z46:<)|\$^1LDQ_@?B+96L3 MN,|H;,O.%|FG+
3!&7QX),D*RVIUIH|CJB"#|&2OXQ.N9 (F=-."1+U%CK# M4*
(K2*H)N'E1)GZ1XDF8I>F6B*_(R@1I&:J.SCVV3*SC8&\$VX'!MK7/G<3^UV0>9*,
M=JM;4'H0<|V9MT|= '=1IY7H>@8\$32M7)1%'VN7N%&R+5\$G:OF%,EOLNRIY:L
M(8W5B:0YM6KXY:9A-NV);2I0U_96'Y6*0C40X8&=PX!@OSY|V;<# W;0L1R MA#5!Q3'-
Z)'A/2=B:IKW:OZH*;0B!|HY1P(*|^|X2PX;(XF):|(P|2E4
M_2&C9J>'=R6%'|;64=UDD@%F2P MW!@MLCE/7SQ TO@M5J#5%7U_T ^H\$-
UM@E(J9EI=M*L H).X-*C:0|4WC.|F
MG|6LI4KVG0*YX'XL)+@,UD&,C^7GR>^"6;F=*R\$>:PJX*=X;A59J*EPS,%+V
M!%Z9%DNK=JO%OE"3|AB+RD2L'Y9'UNS/MSZ>#
(#F|N%IXQNZ0DL@0S2;?:YC=Y^1Q<*T>VP26=BZ MH(|&R0%D4S1-B5DY;AV
E@:2@Y^<P=4FZ'UX&3|2#Y-1N|&AUO:@9ZKH M-
57"KSFV#OY!'=&^"&/"40>AS!N,'L-PV0\$8+5VP%T8&TH,IXAP|
M<3:&B+8VPR=\$R^@V_0; 51,AJJ)VWV96' @VQ-Q?OQY&?8!52SC,3K-!!_X
MDUV'3WF',T^SQP^2MNA>(JDI.Z4&.G,!!T BY; P:9G-^\$';V9C)=#Q);>M%B;
(J*E2|629\$Z2'@3+5ZI^BBS=59433?C7MD#D^ZKKM)ZK894>KBMG.XT
M/45,IU@O:W6NZA4X(NER-|/_BYXN3_26Q/+BFY1|D\$D=E9^T>::)MX>RCM+
M8M'MS=9+8JLYW@21+R7THUYA:E2V3F@?1%2%@_ ;P|+K')0_8Q>U|1+5BAZR
M&E|+'6%\$B(K8&U|F16,EKEFT\$'1/3@3!XD_F>Y5;|!>U:O>M=IL7TM(51#=#NK:;7U+&-
=MJVC)XE5JE7|+U+4E;:N<;-(J)5CXYNA
MY)3"1\$Q%3CNF:9W^..BGWGXU#|;*RN^2T#3VKO,30@^"H X\$01H-3D%E!GYP<
M@R7Q='FR+91W^#?VU1)O:9@&EEPVLQ\$5:WY=Z=9N?N?GE:D6"&"35!702;+%
MJ|>|HP3PFWVB08D7*|)%CGY*%3QR&UJN|S\$VI,#03|-O&3DN5WIE)1MXBJC>|@*+J
M5ZCPI6ITH|Q0#-738FB|PG5>O;B>2;7A6#|K;AE#621>Q&W*K";52GRQ4(W\$
M5\$"J298SFF>?(R*?-H00*K0OF+KO@GX6Z3KH6A(NK)='86J&R0"A..G^
,#;K7\$*!SQ>6 M9"E#1-/E!Q?(&(TTKS|^VY67J5/BWQ1&L)2Q)/9FVNG.?
S0F0O|%2>A>9& M:2E:SU@C+0V&S|_YZMOE1?-SDE*L\$K,<*56WY>YL;)ALHI2?-9+-;
|ESU%|R>S?|!25&X MJ;3RCH_|_|LI?'-55%D_FVM)
^0>M|&HK>@|6\$,5_..Q=0O_FIO9H;:JL M3M-V;2%G=?Y>QMFC2_7I3==|RQ)-
;K/'YY|MUB7'%&T3%J>|HK|-O>|@&,@ M^X<#>^AOKFY*7;7W#P?YY 2L5P;
3RA|W_HO>PW^Y)9#LUKH?_^+!T"LV-,GMYID|LF"%YYH/
1+5%\$'YBJ/27<1+^"Z2R0KX^=":-,9\$T|H|;AC6Y M,B;/'N+P/6.@HPW*455\$&?T0=DL?
V59|H(O3= O%;W70^YW M6RZ4P=%4S1|E*9;X4CZZ-@B1CNV%=(K
(AR1+-8D6M2*%MFC|3>^DS?.Y*K MJU@YDAZM6MBIWZ.KX'1HYZ,&XD6+W^
(KCVX2+56LQPD5!V&\$8Y&'=LQ,,-J %1(T>*X2-'UO&EIWEKT#V? M&(^MMS|@ \$
DXC3T1:\$^|ECN6Y,^,;%)YFIOFR?&1WC6;HV&:"2,1,/H.4>,? M?
|ZT\$1_HB9R\$=S0YO#5VAID1"RN'CY%PBV,1A)?;W2X=(S@EA6M"+1RVG+FV
M8F8XW%;&9Y3S?T5|-XMUN1^,Q=Q>-WJGSZ.GH='E1_11;1BLAV_I#H.|++?
H6OF!|OFD^UJ M&RJ+7%|/X24H^^@#*#M9#&V\$|<7QS.|WCJ2.J5H&>0?O?
>)Z'Y)&:1BY&M MF-,W'F|_O.K5V*QM%2ITFH;95U1H5|?
FVWFXE=M)MZ|X|U6>U*LG6=V0C716 M5'_-QGI56TX
N3".NXO?/^HR+L|P"|J=MU49P\$;7329N.X+YV5F|V,,-E.X6I)P:5, @+6:

<&4N=)|WMMCRWJKD5@B1'VP;+06X> M3,]>AI>_)^5(MQ39S2JCJCZ,1? H!N7&^6\BOUF9'+/*%8EB-P%KX\AJ00>\$# MKL\$L>9:OG\DGBAWAV?5S*QY\1NT&Q? HXPV)0CZ;A>TU)&K\^63OUDHQ^?=FFQA MFU4N5#;+WBOW2H\MA7E7KJA7>6G>;Y?_XMZ;5>4\WY5*I/F;5-.W(#-5JY M5K^OF*11L\PU51U=,_BI@6>._\$=_I>C>XH@/@/=4NJ8-N7D53RH\FP^#D00Y M9F\#0\ -F>\8;C+VQ*ZERBIZ".T\TM"> (T7*JC30#;3!OKVR;02%B;&X_X)QW&E&;G_NPT!\>MZCK7+9Z\N&CP M:-4K92K)\$J>I(!>HO*756#L(>.&_S#)ST;OP^ODZSA%FTR\R:_%T:T! M23K=IQDPXGM^2#B\X^\$05Q8E.%Y-L\["GJ%/0%PQ*01\!8(3Z,"4,Q7J"\$M?VJL.& <'B?-R;/:O_2D%.:UX;D<6\BKIXH?);:Y3!).[E M^*Z_*) R-[1 QD<\<-HFNW!C7)NO21VE/ 6\$!\D)LOS'.WS3CLSR>YG4R;'OV*K\$)K5 MOB\A0OW\KO\PHB/&#WE\ SGN>\J>D=B@_TX\T8JB2OYYQ+YI@\$BL+GKL\$E@ MW'^\$ZGXU#Y000DZ(WK6F= #/:V:P/Q#\M#++!1W&0H M3= :EF6/6%JS16^OI&G!%TT.\AJHH^+(I_17UG/RKIOQV8 M1\$:F#5 X+?)3PN1)^C#NW=150).5*:00-|WAT *SU\$ WEC+_166O+NOMU.A M ;L:X4D\$,&_L2BL7&8FN.(Q N*D9QW><"7 M+N.Y>'A5J)\$)%\$^%-O,2/(RG;1HJ) (0LN*AL6%BK\YDO%LY5\D>BU3VX: 5* M;AB2+47XHC.3"^W BY\$DV9"XH4SB(- -5Q&B?.\$GB@! R@KWR3MD\BK26628 M/\$C%/JVION,XXI&R#EENZ9WSF=K- :WKWL\OR\WRTLAR@KRN@M&&,:BF(CL! M,4\3&9\I-2KF7K2=!5(\$() \XCH@HJULU_ZK05XH/4 %11P)-(UVG/%6> M\(#W2U!B#"8.TV.8N/#J(J\X) 6>6'C2@:0!"4)\$F;-A\#H'(TCQ<#IT=S0) M))N""L;J'^CD8I@8)- /A.Q;:591L&1LX,#P(^E.0<2G@?;+'Z!-#&L', 9.% M^T\2"JH\ IG9LD.TY.R%7;G\$+O\$HR+DB5L)%6(I*8H_A\4\>?HGZ:D4M P M!"YP66^RO!&"L/%VJ(R1Q/=,8<1U'D(O("MOD?Q\#E*L,N"7K.QJOEP SS=S&*)&9,CG7MT\$386K= M6)-Z6'6"RD@X/C&AD=6.Y\$S'L-4/."Q\+("B>,%Q0"ZA!S(F M+JHU@ 51LXTDC<8TT)P1<9M/\$31D,L"+9U=>F<(I00IA7U*UP*7HVUK(C3A*M4 9/R55JVUU-L;%=A*HJ MB9E\#LE*9CAKYP.NI!QV=\$\$X%>UZ3+U*^(L.J&0>? 5FV\$AJX/F06 9A2'NE M#)FS1JO J:P\I<\$>P!J0H_-2TLMY== (C1/F+;FT';:M\T*HYFZ\JA&V?9S M?Z:>E@='SY*)- ONG+1/_H\8Y=JXMYBY U2R*NQE8P>(A/80BJ#R'Z\$+&:XS MEY.%>"\$97\$.06I*+:G6L=7^/:V6ID+=/W=@TW0JB5=B+:VNOZKE:#E^E;U\RM2 +/MY^W.AT-[SH?WB2D\$V%CWS.X\$7S&1\$Z\$R # "Z!VF D8+W%HL"620T@H> M^3X9FH8\<-W1AONK,+<*N^/#FAS(!\$1X MYHPH5U'^OA#%R4\[@6@-5AN)UC_ _PNT(T\5RS"1A"\$\A"R/AN>+WSCOU@?D M?T/#. MJ)!&,3- U#_W5HWU\$ +4 0\LICE96< P:@A9\$Q9R,:AK3:Q\P"3NV: M2'30)+X2,AP\$/PF=* <#Z"IP<@PX)=7#&(A/),,%9(5DJ0A/U;,>:"5\$3E':\$ M<5\!\$)ZR2F%&!\%FJ@V(7#5K=HRGT%<697!MO/U&W.Z2&-Q5G@OBZ>;N@#(23 MWTIG/JEX&T!ZMINH\$ KWN0G-+WMCX801;#:SFA7)U%22:^53\Q%9T@&I*9P5 MY!'%Z90=(!R0/B#.)J S7_) \GV.3\3&JR!\JM12K)@2C&EHJKCLO_P VX M- <1++*M6%UT^UP?"/H*W0*5;N/*8V&\9YZ0<*[IB(DV,--3<\$'D6FX?GUW?O MHP? #.XR0^';H9(TD^@S9\!9H-/LTBD331\$94.,")\&@\$SU+65H\?_\$WI!+= \$4 MM/#5%'2M34\$K7TU!OYJ\IC2_ \ (80AIZA%/0%31#/M0E'PL.S4(DF=5X 4,KNWA**8)\$'@ M(* 2P%:U63 Z@E1B'>S H+Z"L\.(38U>DA7T:X \B5F0)=':CJVA,Y&\$'QE! MLL&9K2N>+JY2J%\# .4&3F4*2>J"='-K?'R#9=G_3)'NSKB'\S'^W+%F=)%: MV9;,"=*8K*HLS:UF:Y\9Z*+YNAY'&/'ZQS:'1G%_WB_O?I?AD0_"FJHR- \Y\3/3:\$^?/P4CMPPS\$.3\2Y6:LF MA_C@%SW^IY!W_16,GEC0T& <"AT9G?/(=,2#@L@^/Q1924J))F%/534HF5FW7 M5&5PVK""\I%PTG98_'YT>*MV)6SGB7^(-G\Q)R%^&3J_?&R\RY^2R+?8_)YV& MGSV)7+/W*><+!;&@?0YQ8=S,:BRI,F*DL;_IL?^".BZL;1/7_'RJOBI2OW5@ M>ATP\$TE%#Z7Q#OIVOS\4\G"5V4&8\$+0S/2?JTD8_>@(\$E\X,]+:M/*1&"S;+ M&O""/O/A=^*0\;D1&PZF%YCP)T;/%:).=EHN(CNM2ZHL6NH*"_C*+=WW1' M47)7!E*X: ^@9DUBM\JV\$.X(8-7HMR@KPX<;G+AOKZF2OHPQ<6!>0D2Z4X4;,#- 90DFO/LU?SE\&SW>" MVH+Y*3N.CG^[\X\$X8VVIC%U M&KFJ4\$)2_-563? 2JC=-.7).MBF4Y\Z(-.06B3+@I1BQ2#&07<9J+./#98H^0 MCD<5X5)+4QD;)D8XG6%\$@I!TXA'..*Y\$#F*:;7X/4AZQSE1*IY<"1XCJHA\ M:00;R2LZDW2<&T0F<=>.(@*XKGCPC0%Q=0X33@/X2"-10K0,N\|M>\Z< 66K_I M+YJ(*Y\N:(@@6_U\|E\+Q"\$ TO>EU7?3U\!L2%/XG0*S6J\$T0*IQ8 MCC9=*00"Y8&DACH'2?RLE;:+QMG2(6"A;4COMV(G3\ZL!"T;!\<'5T?-PX M:#Z\N:1'_JU A1S>?294)>UI"02MWN=+V*!\%CS5WSHD=19(-Q\0S)IS1+\$ M^=_%T'5\$L+% 1>

<0\6%O(B7*J2-"?VP@+MBJ;ID=%7!C&@77N88NCL^/YB M\YX5-I#CSV
("UF>'P>72+90H=P1(XR9X*Q@O56JRS!^=XAOC^!JRGMAE M")";RP.9.AU^27?
PEE+UH^5#P5RJ\$>BF-DC42GR0KX2!>||8@262!;N!X ML,THA<1I N&("J"5)V\$L0\$.-
(X=E% \$1)8-%N&%@=6?X8?I 'C4/MJC|9E ML-SZ?Z?O\$B=RI*^#>U\O|2T#TAT\5P03-
V|GJ*Q M8E4R./|=|A#<4.#-YI@E\$U* M#Z7;6/= "+LP5,G|D6#QW.!
MQQT7H8ISJ*6PVSKSR*8%3EE(XI0>(20(Z1-'784L,H7T|D4:W#T>7'2T6BRK
MS<1>HR47.@6-8R3NT<|J2|D3@?AB?"H0CXQ#TB+C\$G;--213,SA+'=F4D8X,
M6=&BV'0N@DW/7-I|O\$XAI2N.|SB,.)F*\$VIPL'J;G@9)V:1'%2YX<1.7H@|H A?#&|+#
(Z)8">?+,HA VR%ALL1'(JMJ^ _\DJ9^+G:O*W>O1V?CBMOC4IZ;A.U=ASK"7 4,7M9
M8|D@)"07>N-*W0G4'>#+|X,4=2|\$|D)@6LL\$4ZI)7W?|I5+MM|9\$#|+8NXOC
M#4\$|5(C,N%3>C0?-8Y|X54%/'-C1(HVS49> YTI,)-%X|C;RK()V.V.(CF|# M0|B?
V1AWYN0U(+I UMBO@T-#E#NK'3+@LG M=GK;-T\$1HL5|5_8'^|R' UB8=C
Y@1YCV|/O'W^X!518F0<-G)6|D"UYSH-53*1 MQK/ G@T=|)|;U|J1V%*U3(YY&?;&|
>)@|&\$55V&H"RDG;#3|(D>V@*, M0H9_%\$G|Y<")Z<2OM@%0""Q'9.9-
TIOJ*NOMF+=0"511%Y S6LJ M; ^7|3W/CO?4|'(^4T^Y@YY,+P(AX6=2!
(M2;@#_7DT^&NV=)L !N>_7W|X/ M_02*@X.G>6?R|OC0^C4VGP4'8A5C#4)?
0S=&L15.KVA(MND9:\$7?|T7?&X& M@!|2Q7SI0=ANK*_;ZGFGBS.-\$DJ#<4P?
L,,'Q;1Y&|_KT(AO%@U=1VQ0(NN M6DRIDN6|,*?U_Q_L<4_!YFQ&|. +4.RH"00
_W^_B9F&%9!244@8BYK6DG9'
M6QPX0PHSZSH261HV8Z8&T"/X;=8RW"_E;+K5DFEBS-(6DT3^DT(HN;5Q/UAC*;WMV
B%#XM4?DJ3-9& M5)IT.SDK%
(L'.TU3OK.GH:FT|KLPFA+RPGZE%DE4NSA>DWSP6K5>|OJFHKC-
MTL%_|VD%0'Z7|BH
MXE@>TI!>XT@^Q%2H%Z21A_GA|EVG0MHOQSH|MN#>#D2MG8!-
^C.+!C(006:|716BA9+DA?>RG/QVN M'^I4TU2\$?1D8/8NU;X7-
A|?,VM;=BC(>/.!@>19KY|_EMBH^2J?3IMN0@QW; ME_>)@VW??
G|_6,LB&B(|E,EOU2&"**2_MM;XG\D.0+|=>/32I0/T\$/887# MWV>*9%H_/JV2E#;
<G)DC-|LV M!+6Q(S|26R,+1TVM|WBNTIZE|/Z6;1,V%KAS8C#-)PF92?:SU>CAK,N*D%I
M@|T?2BB;T7E:@BD*+|);|H(*\$))H|.D(Y3B\H0B|HM1A))=QV&|HS|?8E*&
M="%OZ_!6;/V0#+0,BV_G?/F 'LPC;SPM|A9JW;ZU|Z+JDS2P5)^*Q =DD
M&1^J5TFK&,\N?==R;_|H,./A\$UZ4U&,0BE|C M\$-8Z|J'Z-0;A?
WL,PKISR2N5R%SR^!1NG+-|JOM=F"@%H";A8P5MJ8>'9.%,
M|O#4|7)8ZO@:/_|P+DY)GOAW6MFI _&XU_QNT4VF4+. M;)^P;VWXTTX/
47FFHH\$'4E"=|&5+)0R\$-P!;7F|AZY=CR;6T|*JC>:@.#Z& M:C.,UWO(1%Z=#!?
XNN5G|)9?#?#"V,<-K;D=ZI00G(\$YA8*WJM#Y|,,'>>) MBO!D|H8S3-D!GX'S%-D;?J3
Z@'\$;Q?O7?M4>+ESQR\$<*(AOXNG(M,?P@FE6 MCLC"B74);P1>\$46&@KB'@,;
<\$#\$0".@/V>?) "7F^'-H8+F-ZR<9)N?|AI(P| M88|JX/X#5(C.\$!_?)?Y4-
|*#/:HJG<|HY>OMR|_'L&R'OP1AR^+8CE?\$\$0_
MT58SMZXI|-62N#Z2W4ID\!A:&9;5T|W=,B#^I5T^RNE7^?
E103|1!2YB5W7KO.! "R'A&N4IY)AZ#W*R)(M&"@=CP-9U/
*P1GJ5LC\$Z;O9Y^+4RGR^6\$J|-HN\$E"H&MT;Z/%PG?;|&M\$|M M0YV8OY EW_V3R3"!?
P=((<(59-U4AK%M-2@+<4-#9U=:K36^KKVT|S| "5|F8JE+TC4%>GE/7EC S%U/FZ,SD\$E|
(M+;9?"M>(|%6UTF|J|JQ_YYYUBVC094(Y!^G. *)=BX+7L)AQ?"BT(VQ7| MV3?
^U/J*16'^&L;Y-35V|KQJ%0VKG|W/|T"DY\$|9|8A"Z4:7Q/">E1L6WVN M?!A9KL:3+|H.
|WK'VOGEC?IG4-JRW>%Z: ^K:@ ?|FA>%*^?2C79#G=6NO7)
MP95R<=.7_BB=I>+H++5L/#N|X5DM\54A.6+S|:|G@W72YVILNGWP)K^9C_;5 M^,^*@
3(T-5EA7T# *P;SP;S+3"&:TSVZ0G+7();2@F%@S@, CTKU| M U:76
51H;+TH=7X_%4WGDDL6'B5=94&2_JLX7G"=-3XP'W,V|B.?>V9X=3
M6@K;.3|FA@LTT|Y8Q-62,3CF|:Q|PQ^HW>&"HCGC05>_O<=Z I,?^/ M|V_X=|
(_ACDX|O|SCYGV5U+E57)G.603@Y/7ZA|=,E5J|*RN/9TPEU,Y'T>
M|6&@&8BSDPF; "N5L8+^1X?)2Z;2FQ@F@B1ZH7'4PIH M=%H
5&W|!#T<%J>.B.9>78\$6&\$#|)1C+3)|UW?-G&IT,B
M&W*/3ZV;4|:C4Z(@\$&'A^GZ@HW0A|96C""7 F='P7KDC'6WH&6=)ZXG%L8
MR./MGH&YQC7=;EV7#|W|I\$%%E*.) "I_F'|H+Y4/"PV'2E^'7IHNHTDI3)Y
M^|EI/@M3H|>L^J|4-Q8^?>I@1P0%I@8#4;K;:FA7U2F|7/A2F|0>FA3"8
M"BM,8|R7JGRA6(V"+0^|4K8D8FMS7@VW)#.M8*1SY0__FS6C:M5PF% H%|5
M03P;UW%.CJ90EA.E17D;,T>^|S07YVUAIG;N1P?=3Z,SU9Q!%"&*R4/K?M34
M7XMMWT^&WG^|!;.7+R; >M/:ST|(|#|N/= _U9_>\$=8'IBH/R&!46BO_20_%

(*Y,8QFHVT>#:6QY(:WO7-[MH7&#Q8W) 9(\$=<2Y(WQB0GX/@8'ZE&#R?
QFH6<(2(O,P>IR/A|/#_4|3(C7 M.7L,8C06<8I! U@OZ>5=(X(T;83FKZ6A?O)K8.1?
^I^44!9|" 5O)VVT>: D MC/0K+^B&^Y%M;SG\$H33<-|6>#
TROK6O(N,/JA_()U05Y'I98\$K4X\$"6U=4 M\$-C*-HXB,7:%0%-
BTINE7L^T/?_TLE"YZI&Y/12;^/ZHWZ?J*T)8RAWB'KG M4ZLI/>E?3<36T*';,@
\$C\$|'),G#)AEQ+@6=K?*VM%9@XM#);#48MKYU0LQ M#EIGD;(.Y.XFDK1VCLN+!
M^|V9,6^>W54=*F,G(TK",H--O;26%E(1C@-;ILC.G&IN5?11!=#<48\$&,%#
MX5'%+,.VW1@- #H%"T(H1A*:KM+7;7B|^;XHGBOW+AE\$NP@
M7|^=!,&1Z"1&@+SLY,H*QH,'T1'F4.9I4J|8H9DHG|(.&%5,(S9(T2YKI,V M-
QG"!GJC93ZZ)Z19 RJVC-(PX!|HP;2H8GY-Z0)\$<+XC|JQAM:)1#3BBY
M4WM!2_RN_L"/E/9D:48F|JCD2*K9,(X6@MFG;I<0S-P8Q'TTW>5OH,_A)=% M1HB!!
_VI7K=XC"#W6NIR*Z|/%3TT8CDF&!H\$,.S)H42:Y!AX "CL8&PJ2'5S MGP<-IZ<0(-|
@';UPIE3J|HZOR)I(E1/O|5_P9#2ON\$TN/9T@66AW+=I\$
M\$#C;5"7\$|0:>Q*#@2H3D&C*|C C0FB*|;+@1S#()PMS;I>Z"+:XIPV/T|KM@
M8TG%01//#42KXDGKN.U@SQBA>|PAV/1>@&:|@!6T,J5|N<|Q'B>D=Y&W;_L M%F
'6N4?*Z>PP2CT)7(KT";(I<">:AR6W^?J;-\$UY9=/8GM%9Y&NWWU)1/| M190A?
406T'_W\$%0-YE1@0V31SG*8E4!HQ+3PA;3-'KJFBM_Q\$'<+&YID(9JA
M*5TM\$|T/ALNYP;NI-1<>R#F?Q MF.=KH77C1%:'@Y7GZ!W\$O<;0-8X-|84"V3?
IQOFC1?|J"?|+Q'U5'Y/3E|K M5|?>1>+V0#@%3%2&+@>7WLE3|>9_=M|^=(DU EE5
%O^FR\$ ZB=+GT\$7MV;A99*O? M1W?5Y'&N25V7)@922@Z1"+)Z0U4S>*2@3)\$"-|-\$
_JB%|!#8.(VQK#| W:EQC M9_0-\$FK#|DS4U6V)(\$ _RND*%ORR_Q1?ZP.7SR9-W<531NO?
HK!N|U\$A>T.E@L"7*F\$5X8XO-SH.RL7%08E*W@4= M:Z(B^WJ6LU1\$E*)G4
61UV>B|D>KH*5)LOUM,XPER@P;4SA'EW|NND>#@|
M:U_L7IA+/%#9(TFN*K:X>YN*BPUSB4F&N':2NACF:CT71/C|1/S#,M4DZ*F;.
M*A;|I#;!7SA_F2O HI37388|XJ|_W#_6MHEA_*V'">I&&F4
M0SE2UUE="@W5W,H_Y&\$VIN4SHKOUZVK_-;'.H;I*^T#N7B0C%Q.H7!Q=1>5S6\$E9^
-7(U8J;5/Y?IDKJQ/Z7|C M!3QU#8IX>TKNF%0X+?
6%?.K*FD7_*%4+|HNO9XX|T)WHWMKH;DF<-Y2:6* MKUX)4A'CF"
|16\$ZQ%>EQF/JFAJ0=(-W FG@'/%&UJ N;/@EY,NI<'|,>=W|
MYT/OJ*>Y>1,\$'M2L3O3&>H 7K;9Z6MB;Y"6Y|_Y,^T56O># 8.)9YZ/&+++>|2
3M:@R@((80;#EI*O!\$ M2T':>)=S6,@|J52B1>+Y>A4'E/9(SO-O86Y:DB-
7UP%U9)NF:|O&|EA_V#; M/AO>#B6Y;KZT!O&.L@VZQX)X2,6LMT/SV9P-
Z6D^RE'V_JA|V^9\$E:U_ ^T^ M!>=?<>|= _=A69#8B(_M,E3\$Q<2;)YF&2R;RQ\$%HE03|)-
%//?WEX(LW'1P;*:FGP|VX4D%'QD;F_O+BT;BI&W3MB;^VV0+M|_7LN-E'\$=F M^Z-
PS/Y"H2B/"^CS>(XSYR8*CB|DR+6BJ|3O'7SQ86?>|1#|_-^|?F\$"5?
@H40A|:'|4QB8IS|N36X=U|4?C=7|:/?SP*30"2K
MR"W;:4F|F>67(Y3@\$;Z>D!|Q=X9@7"AK>LR|E\$//N+0A\$RN+)'ZY_SJYM<-
M*YO,RB!OBIR>E)\$EO/.*S&2|75^67@5NP6V MBS#;N_C=)|IB!A4\$' #TQ8VF^JKN
A+)2@L\$|J%QSK6PZ3\$M_|+M4E86D"U#HL)M+ "K,%_B@+5|9XUKNE7>%&L+9*Y/?
HB0%'1K;|Z|?^1N|/?-7 MN;CE/*"MRT0|O_1JF3A*2RC&*4:>S>@S/A9XMQTU|GC@0?
Z1.I76A2V|Y1<, MZB2"1 CN596T6?'#UU9HNIQR;I*600DYJ?*_GV3EM7W?R:B\$K"\$#?
*I5UBE= M"W.H9/8>=>\$ XP'4SDZ09G P?0!/_N'VG?;|BQEYM"4'=H.UWPG^X|F9JO M/
7|ABL^_1@(|U|7?*\$S|2DJ)!EW7(-|HT99EK5X#.N>EQJ">STC::H-X,+1
MQ#%#D7&VWD"39'<(@M1%|H17|G|4:A|I|\$*L5-OTCK*;94^FUBU9.H+6VF-
MV!>Q=O:KWQD)8N;:8X?XX8|^|^|_C8ZJF DWY2C4AH;|;R,^DM&WN.(W"L| (M@C|3Q|?
>A"-%?8LZNI=G B' @T7)OO_GGZ# M; &B;-+#@00R?OE'OJF+WT-
Z8O|.RG!8/+. -0=CTH06C@5)%S"G7O?I>^TX M2#B?9-|H!\$1?J8HIM57Y&W4-
A=XEZ|6|Z,>6@|_ZU_|.^M-DZ)_<>B_?R&A M0TAN NGEV.7VK|0 'YE'9KBO'-
%XBIZSDY?"B! D':(IYL@-'ZZO&S^|Z_TG?K=8W_4 L'%7% AOIT#&SA*_V*3@
MC^+C\$&#EF3.@:'-\$M'-|@2T%XIV84:T)|8JDNG& (VM1AY?=R:HT1^8H=T
M"U4)UW79Z /JZ5A6?_@, |R>>/:86|YUY#0H% 0HX/D\$#"0DC@ET)"%3?7 M1-W-
*)QZTC,TU+G "QQ0;F#F|_-")VB0XP,D;+ 0#8K+T4"R>E1-|ZMPQ/Y M(A'Y"!|@.\$?F%
(B|P0.A<6'6E.R'|5R+|A"*!=XP=7M!.HRD<@@D\$2&)!_9 M.(8D,B2"K97V_D#3J.%TQ|A
MQ%K/F*>I\$T,R|0"|4|4\$LFV@WR'5O>(HJHW|@'W5M@%*<-T+&MSU'-O6P%\$3
M\$J\$OR<#|Z&91%Y>D\$WA-^NZG%1%<>;4@BUO)=?D<_O"-0JKAQZD:%|#=56
M*LF)=I;@P3N1>P?>@)5Y:E3^!\$<|:0W0\$D(:KQVH3.UN_%J^Y-+3<4"1'+
MDV5JN2QC-\$C'E1%E4P5KO S>A%R8W+,M!0+(|HL_1J@BGVU?/=/'BIQ=H M3?E+C'%
A;:DB2?5"O&D NQ)=6\$730 |ZHS=++@>3H^BQ|-N?3

M"H\8,QP3;A7+B\$N:|3>"|B8P\$(:0D=236V(AS=)FD:A"@D3?13^>0!78|T^M8F!8>
(J+1X*C<0_|E:(XM0:%#|*L:@K=W A|@|N M|=U)M*B" 'G*W7X9\$XW(&U^KP>/H
AVN2|/PN% @PL">U5K|T=>R+P|NHX,1|
MZ>BS=T*_OMQ|H;X6)+L+)&O2VJ;%,M&/W\$3R6I@G>5,.QX!&Z->W; MN!W(\$2U8:9
)!S*(W5!D!'T('JKUJ3S^9+\$B%;^R>=,P9U!/?<0"6I4\$&3@:EO4=#R!&A+CY3&M8*
M%L2+G4Q,<9?4#U%RLCJ!+5|-MQ MP/>/5VD"=|B/BS95-L!Z&/=\$4"AIZT82"?
T9Y@=8?5*0;SG_MGN20C6NCW; MTZ4"-.^C?."L+:D6I2#%F|+JFX|/"?
1M\$-L.)\$NUCI#VZIFKN=0STF|\$O@UT MA8@2*F1(-CUS9
"Q1O5@P+,S9E&B/Y;^+U3#,6>_I>X'?A 5A7NI^ 98-38 M23'UN/ 5M26\$R89KP6\$+/&?
Z2@|5TD<(KPB D_1Y* 6.P@RI!S(D#'=|'"Z#_I
M3|H_&08|Z@T|'Q\$!L^O#_3QE*_Y#^18BKA_QK4-T7^)%F,CKX-G|;70Q3OSX M^V>2>
|KS,.)JVZ_1U/!OICQ*K\$5V@*\$LF+=F26X(2>E2>_6V!;7!@.X%1S! M,AUH|AZA|
|.YIW1WOB,&GHB;|ZYH|YQLYH"XV\$'#|2|XWP;?|B_0D1T;L M-<&+1/P.-C44H
M:YJHJXT)OP97.C5)\$;6_09I34)*0ZDS#WYIP/_!=<%-|T(LOW_TMD7CHDX
MO.)YI504NT.C/T%.:!H:94#1#NS O.\$V*/-8HX8:?[FY"#H(_BB6:%VR87> MA7NE^L.?
|NCOHJ|OZJB/?HI7P/'"!#1)VRW/L'CVH:7T&^GQQ =1U|W5T M12VXYM;9-
F8S^"/R'B*J>I>?;KAST+S7\$R1(>|*8QZ-A1|;#&-I=5V:A@P4
MQW0SBB1DH+GN9%.U7JR%4N"E? MJ#L'-WH;?|B?X0P^(&ETW-0W3.0H):-
E"45K@2|J0L|!'!-.1OP!#51U>R M>UDAL2KH367UR@C=)<*"|L|>|J|ZJ
MNGT\$5XJ;#B\$%\$NZD/0PHDC0R8M!|-CA_|Z|HD=A=45Y|RRR|^!|L3\$(^F.W3LR_-7-
Y|;|M=^_|(|(|9&CZ7'RZ+5E=|. M 1R-'7'.(?YTDY5#'*M30VBW1EQ^|HMJJ;|QLL4Z'
M+IW9)|;16(AXA1E3#QZO%|'G?C_/G&3@^3+IZCE<8&%_VF-GNKEPNC7F?"K
M^OPIP<4\$4PG3W>NNB"@B(G(N\$2^4VPK;8P55|;4B)L4<.98:A;VGES%!Q%-
MD01."8GJ3O9|>'3F=D/G Y6|R(>?P)L^2|8XO?2??;JADFB ,>|+|2I,845 MRX(:8J5MV:C#?
TL|:8TZ3/V!;_0+!9./H3DNJI"/WWQ@(|V*X^PNG|NIGAK-%MRI*^|A--
E\$F3|".36"2AW5(A+,P)8=4Q3:NO'B/2N-|8NW(\$_N|0|44E"7YE)R|UH(@2
M_XR|W)_)|28OB|J=/U_;;Q.=I8P'JNN&T6A9-"1YD5CEGNN,!.CW(J11W&
MQ|S.;^+H8DF@>58(&4*V*65"*;ZI"!/V6,H>7"A|1)U3-|<>(F2-\$LTQA5VP
M1R@>5Z;FRX&|I"IG|C O3Y7P|!>(3N/FM'Y|7DT7?S?6B<)=YXNWE;'@|L.MX;9?
-58OY/#7@\$PAKDRP+\$|Q\$U0(@Y9I4OJD,!.KQ3|D
669GEQ:X<2L;HB3EIW+*|7&N<|X2:|!#U0?4.\$8PE+K(&#Y?BJ
MHRA"W8"='P!D#680?S"XXAHQ^K|<|55\$ _P\$|H:)L:!"4&O5|D6&ZZ
M|>N60"DXX+>.'*C @DR!1@DC3IR&)&S@V%PG&9I5V*Q,BFB;J?V8/FZC,L:(K%
R0"GOUN#G14"-
MZ+9XP09S5NV;_MZ'D|YQ"58ER|. @X"O6(I<7GY+61PGVF#P'R5P5K%B/R M&E:\$&-
LA#0^+*Q%O=!:./ES'CQU|8#EH,7*|CXN>|H C%YMK#=3ES/4% M71NZ/'9=
(V@|Z5|>W+4?C+)>S'^8|_-WO-4#RFB/&E9%9K'GY?WUP|W=^^
MO.Q.ZXQ5N!P.|5PP4V*SFN:%#U|7XO#7|P8#6Q-Z))XZ1JA|36P.W8=3I\$N
M%UFZ5\$BR3"OTB+>|WH27UN.E<+|. |0(2::%8H(M|FLDVD7AI_ D1:::K'9+5
M25(ELD|H4+TG&"V^5-W);"JP*KIR%QC2>X:|TZU=OEQ5O|H^N=6>7M-UR9.
M7BWR^|D\$MHMC\$(W*;;GEPN4VO/&+?5>O|R547^6<^_6MP#
M)K!=PEQ\$,#,FF*7I"LI%*N#=#T_/_4*-R)MC3ZLT8"O6HQX4=Z'N)E/5?CQ
MH3L!#5|>DE=OB.|?D"=|7*^|
M(OB;EOPN/P|2XN:|;|GXJV)QZ7ZF/J*D:M=L>7N,O|!7:./NHXRF'Q(\$\$HR)+0I'4
M<&3JHEE;|XOM|2F+-%O8L>NVN#LD?-5TY?7'0_?D/4Y>3+|L,^,-5"J|("EE MRSD,QG:*|
(&%X^DN39L8&T) 6_!1774|W9M;8<%\$|GA"'=6.NS#;+V+<:| M DOP+GV|Q'F1,"N\$-O=
((C%K\$?LN9;PWTBYW_4>2@ MNI D^)\$6_|EEK="RU4+L|HX"1XM48&>|?
K0(*5/\$0B5TCD>ME"TU+(QT|H1F>@ZR59 M!@O&YXJA07.=CMR4|
MEXJT4\$JSL049UK ?QB IF,PJ|4*U(C;<;7=IZ-U|8/:#_AFO'=_K>_6J|MI
M/%VWBW0_'@8Z|)('AS?KPPGAE#2TG?M_0I%F1.+ \$VZX3C^=WFF47
MM.).X5/>)#38(: 4S?4M%LHO?%>OUX>%=)/CMA00G6QZ|*L|E##H4D!;P0QK M
%+|2CN6IXOL|HY|_EQ1P6DTD|X!25@?D&ZN3|;|>?SIS@-(6+G|T.GTBY
M<(+H%+|C*#3#M"IN-TY|(N5I06Q@3ETLL&S=_(*@I-|?&"?=D^K0E?L9KQW
MV)HA2!)ZW&J@: T,C=VPFJ5%E%0GD.GPA|=*H<'&8OP:MD,*-I+.YWF(G1':
MI5@NL+37>;|TGD_?21|S(H59I-W*)IM-\$W0_-+G=T0,/DN:;(_X|M6: ^O-T_
MIBN,VP_XHP_#IU2H8.1_3=W) %->6:F#|5RE/8-4VUIF0VS#L;U7EA C:!
M>=>33\$C(>DM&.C<+_|;|=U|FDWM!#?!MW MLH#"^@M;^?
PVP>*\$NVE*^;F1GEM=-#B%K+4|^N3>N+3?PF*|4%AZJW0E3U

M=O&"F2|_#|V1,^=^X7GL,#_SFD;^OPYJ4*;R%%0@|T_P!T>98Q|TNR(|W^
MLH3+|F(>T28/H@;C)U\$#/5D3,,Y?JVMN:B(S!IA(6NP1.A2UF#@|J#GSR3!P_M|-6&G;
|S;FJ3"6M_M|_N&/F>S=GY4+H;/X.\$GV(LV..XN?82>T_KY<()\$-?\$EQX8CL|V^XDP4E^D7
M+K%%V35?'.XG+7|=BBSTE2^,?OF(43/1XVKP<5<;>@>)42-UJ=J?L|RP0#)7
M|LUX4R^J/XT;E^*"S@B@JY>COCJ*RXMI:~Y(5K,BOXXRL^Z*POGNJC9
MA^\$K9)E4%?2391Q0MRQGC0%*W7|1Z9V-|LP5C?*B;||SW=FR5|ZHXH'WVE>/
MIG|Z;DC7|/+WKJ&\$+|AQ=/8K1ZT.383|8MD'Y7@0;/8/(>>)M!|.;|2<^|"0
MC&5>K17LYIE?@Q^7#_U|G3FYDK;#;MY|H^Y_74D=1;KL=W;";J%84HYW@:7\$
M;N%+WR06;H\$P8YG^;A@Y|(!9K|_R=4_-L_R"B;7#N(J&+DL;ZU|H7;NP.
M"JQ!3DS,YM&&:RJQ6QVP2>8!QS!NBZN-VUOP^-P|.V|/"G%R|+->031CZWI6
M"GYPK/((Z)+X3R'Z(4>7>8%FRF6:&M_|^+,(4.?@/'PV=QT;.<B+0/N-P&(9JJ:(
RZ0!=9D>8+.^|>'?3BWP);4G6@G\$FF#K4?JR++3M!MS55;|4|)\$O_|HONN_?
G6S'6.)7)T4V"H-;S71%"15)A_|JO8,-|ZE4H_Q^ROB?A0+.HB4KE#(YOEM
M#?"/W;N:1PHW72KM1!1)!6L6."HM:X_P6(,%GHKL+&|>R(M_M%MTD4^S4T8D!O-
OA7|MU++W^|'1?X|UW|JR7S*ZJ'JO&X"N%WK>+_R5S_7Y_M9(&AL|D&J|W'7>DOJH-
OZYZ(-ZLI8Z_N|#)GKP4BD%-=_*^OV^!XXD63;Z_M)E#U)7,|42-*J90*A|!8|?
\$OGO3IHP.9?>_!1#38AT*.ZXZJB|HL@H_A)U6
M?;A*ZPODM>_JO*&0LS|Z|_.CZF:"C3E*|64NA!!|L"K@PKBX+5<7NH;TQ?
X>QPZ3UR*SR!;|@3+P#X#%_#E.O^_2|=APDG\$^R;|3|<_!7_M4#\$A4LK?
J&N(GRY9KPU\$/XX+?NM?_VOH3Q-4|2'EOW|AH4-(;@+IY;@-('M9P_PD05Y*S|W/<>V-
7#4|\$GP4I>!M@UG!HBZ@>H_@60*2#1*86\$3F&D1T-!S_%;FP5*7EL>SVL8CD#_-
MP#9|9I"+BD/HXB8'_MSY?/6LC|9%B&;4FR?WFFW|R_L+(8O9Y6N+XVV_W*D\$*#|W9
I(P=R@DZ_M"FY|_%X*O_S.?_Y=?9UM)+8_M|LH.Y+?@#>@.L%JCC^>!??
G8J_04D(F|CMA!OT_?O4UE+LUU+C*RCTA,0|KC9I5VH5=C.6Q|TMG'-'GPK\$"+ZM:
(DW_|Z?@O
M16F0^~MR,@X)>#LEW\$4D,V.2R4TIK1:03+E7T953J.HQ@!YTCTQ17G*K5'Y
M#)CR3_#KMY+N3+-4"JO|M|W_QVNW;J|QREKRF3_>\$PUBB:@?|:.\$4|XX0|-M|;
<=TW(##@F5MWB+Y/Y.B"|"6\$7HGC=E./_ALO2-E\$&TE-VFTX=JIM"~6D,M"~^S*%.-
BUTX6Z"+;(EFRD6GCFV#|(1+0KB\$&W-);+H9%|~?|A=70^|?V@%|L=90_K1E?>PV|4B
#|\$S6';2|N|3#<-I#UDE7';X!FU_MK?A6P'/M%#A7!KF_G0(?
VF09)4U'ZJJXB(Q3UI9E"S+NZO/78Z^I37|B\$.9H<_M6GK;QV_I31&=^*8DJ\$5?|!
(+/F;|I\$-2)-|B;ILJ9)3PE7N"3;72;7_M#8);#|/\$/P_|)Z,=%|I=VSL'D)J(3R0RDR"_1L,W_O*\$I.*
?&QG5Y9_?AKB_MA67Y3+BC6VM4|S<_1D5GSJC.%B_PTRFC<#>
|0!DS*4^\$05_&X(ZQXNQ|H#8_M?=^*M%CFZ(+(|5ID"6OMB+56W07QIQ;0!;Y
BUR;O:3BJ_QLA/M_|CY>'H9_M-
:|.XV2VINX)W^WU0,0VRS<"OT\$+.'(C'#9KK;@1^/BC'3)U(Y|BH4PLBY0D
MY(IVH7A@75*:A,E0L7KR_L8|HP*F7"N(Y'BFM@40K<\$M6!_M6.EK1;@EU/XSUHKI
B\$"TMS62-?<<%%@|@314F'D*QQY4<8!GODJE2&!H20JZ
MQ<(S7YG9OP@\$M2L;+OX4/KO630HX|DDL!AFG"X108A@<.M_D@+A&I*NN5>S=;)/B';
:(P.V/G4_1OI_M.&|7<\$R9|HQR_?U,-JOK-QE|!;-/O"9ZG6/\$=-JZ'%V+F>_M0|TZZ/8@+
M(6%.F+;ZHG-"|!KB(D&EB'LM;E,9.V^1H7N1I-N46#P2SD|3L*
P1OW*9\$VE!%'>&VWPF?K'/C9+O=-W8/XT10MXS<&R19\$N3.)D-LA-
Q"_(+I+2/WXBJ+NOX&R86Z_M%|E^2Y^_7F,SO??^8>JR?
5/>*|>%Z|@|!'E9)2|AIQ|G!BK\$SC@LE6F63;(<
MZ9!|K%';O@N%';1|G^I<+3L6A(/CXQJ>!@MJ_(PUQ5'IP?EAO|P*/WZD.|=|M^UJ|(M-"B-
_632S3_M978K*35Q4.|/S6GIO?;.;|C|JMT#8_>\$86-<"YV#2G|N=T?|BJ/|G)-
W^KULR+*L|2>|"M:%92'4DUJ3=)

F<,Q2%=X|.*=_@HD+:WABUB0FXL@E6%V%Q00K@^J0"^(M|^*7&B6!G
MNP06NAA|")*U"UB-G6-"8'4/8'7S"K!MP^I4_84E&>'=<'WN@|
M2J8IZ?;\$0N_V=>%W3_G|FTFW=^SV3?)%HFV#_M?8VV2T&^L!F\$4CU)?,%V%
(|_@M*IV,2E<|M"K^8*^(H>V+|_|:Z7\$KWCC|<
M<(QZ&8GL3@.Z07OU:BR>=V/I'GS|\$/6'"3RN(3L'FHA|Z_,\$S)'-|PCV_M_1_|/2U(-
R73Q^R;0X?>V+_%LHL&W.4+'P+W9I38FEBP*Q=+<,@/Q.;_R_ML2V|.QC8M@9?@G;
P+SG"H8MWCBBC;KH0MR5%#;<908K;>._>_MA&=_|U|JVO;|&93+#)R5S!
(+NF*G3/"E\$LUO+(D39^_,5UBV8NQ"\$I8NE8NT_M4-Q=HLO)+/|#|&)0?
Y3|UMLC\$::B0|8!-"PEHI0&?;.;Q"#PF=DS7P&?Y=C>_MCNW#Y|*H!C**IBE3D66(7;;5E(;

{?G(-ZY]. ^G*UFVFO6=V]=A1.(69DD<#
M^!;A\$.0GZA64YDC,8ST'!@8KE8*92RXBNV<*.#BL^W5VX0J?*59S*H99E=| M SJ T-ZY-
FPP!5CE0G0P871^"*-TFS/L=J*;CUZ="2T0?%*R#T@OU!-\$|+%
M92_X8]>4^E!WM<&FL\$8Z\|D='RV)R:\$GF+6SM=%=A\R+PB07,L5TOI0+-,-D8
MR08"UZN;?H#>9CJL/'#?#7Y;/20W^H\$'MP7,3'.)9->?.N MOB6&H0M\|DBZ
R'(UJLTJ|U7H6L&<&4|Q5-%'|,>PVA%Z^-*MY20@C>D@H>...:"1YZ# 6F
MQ*Q1^+;@:A'H8AE-B";MJG9_VLL5B1*S>:;\$3Y?+ LT(Y1U%+VI+(>^U>3|4 MI;-
N|VZK(=XM(B_1@P1;-Q9_3TLG:/JT|O|S*TW8>,9)VOBOB).6*=BMG M^#5-T
&F"90|VY!/?3M4W50&Z8KD L"MS=L#_0WC!V=|18SSE1A2V;D-56 =Z8VE*<0N
M|N09#JH'_X28ME)?L0I@%10?.(T|+;/Y(-V5*OG)I.X@CY-RHIUZTFU#WK-
MVZ?"X+WXR B+M*W54>RAKDF7!WP+% M:QA@^6AX>E(?-"H+Y5RNF BX Q5P'AC|=
{(6_28.,<3ZOA-/P|/&Q|9"+?6 M+7N_Z;T.\$\$:3Z% @&+N+59EG=|T5;AH
H69CFVK;P43273W'P@2;N3%T)9B MO\$#Q|N&Q|/%XSCEVH|'OY%|97)C;XD&E'"
A@DMY3\$0\$EH.Q06PA4E\$2Q-3I MZH+93_C0FPR;DLR|_ILSG+|UUI
M47"N_/JA6DJR74|[\$#5IL |(2(HN+^QY=PD|T|1SDF16L"P?X:Y1B."AOGQN M\$*M>
Q82>W.,8.)JAHT37&8W3|9<-|B|&;NL\$7@F?)EAOEQQ*W%K%"POY,L2
M7Z+90E2/3FA23*),V^ZDR|Y5FFW">%)TI496?-Z!:(B_T+26X\$*E+AAK7#T)
M&M:4X=C0NM;1-ZECN&:(I-A 5U3-2=3F30"ZV|E-MY'E|9L*933:/FPJ^\$=3
M<4_FVD\$#4AN=.WPRC|FY.Y!-T5SCHZ7;K5^&VTYP_V|>BTR|RG10N++SY_S!D;F'E_K9
MI5M;A_|KKT|_|15_E1/|I7S&O/GD=7;^NVH?E|NU|_*|W|^_X#/T.!GKRKS M9.17D^4Y<
Y:H03HL&.+%"|M2OM=AQ">.R^%5(LU7K6XHDXNC@7-=^Y?ET+ M*#ON F*N?
M%1QE|_5,|S^/I96A0\$F@MM0CWW""|_|#EK C;*\$FE|0CC\$ NQIK* M1I#+C9&&|7;=-
_50*+A;_FZ.9-;9+(-M:@(32X-|K0Q4)5R)M7Y52E7A7.R6Y#&B+C|75|BLYOS(&?
Q|I3A\$ _A|^73= M5|CEV|OBU;#"1EZ@'4UD)45R/&T%!G8S;A;#&6&(M>BU;8?
FB"U^*8;|H M75|_?"|/(B'(4*(C|S&F6 _=A0GD2KU"QE/A*:^#?W/8DRZG|NE,-|4+9
M/_Q;H4,6UC+;MX5_JQ;|EN*^?-'%+TQ8+41&|_7??_%@?GO1T?_#=#9_:5|R
MNZI^;!N#KQ3.(-^X2|B+K=;!O!\$S)GT)/2^XX|45|7AUU5OQ)^UU!%P%SB!
M0(|@_SNY#_U^WT/'*&NWWXS"\$RF5&K2HM"&(% ";ZQ:TH:/&L39|'9/6 A
M@UO'.44H8X|JX&GJ*OR0Y9<"65|@TWW?|PJ%G/71?_JW?\$S55* I7ZDF-(>=
MP6^_.D"7T;>X|C<#|*#/U/'Q|J|UK*AO4;T9O8HX'-R4UEDH&F>T.%P;?HW
M7)CL_WOZ#=-6U*2!!1?B_2->E<5NX?VQOP=Q@X3JW36UH1G\$";9=R8/X>I
MUWWZ7CL.\$LXGV3?J?CB_*ZB84EN5OU'7\$&=LEX;B'Y<(?BM?_VOH3|_4,6'
ME/_^A80.(;D)I)?C-H P"Y|P\$<6Y*W"7Z|H,4;2|%R@*-SQ1<@=6BV'X M3_|&JH&
|Y&A<3(H|*KOCURPT?RV8BH.3ATO?*+?68(|H5#/, (WC!4D|_BWJ M3%?
@|7H*9("K52;I2ED0U.?^GJ_V O&U(MIW^|1T3OQ7YO-C2_E6@WCV|@
M%IAJ:Z0Z|^5.022K3ZC3NM.'QGBA;U9<+1|E-LGWBDUE%)>
<|)3O|_V2.9+=U5C^L'C0|_JWR=N M5A5:4780*XD\$>8*[EG+V"9|-586RP;A\$X>2L-?
9;C1'&Q9-JM"^A@\$+J7RH M5FM!7Y@K?-%/*2*7%2-CEL_,O4
M^RZ\$OJ50N/G0ZR<#X26?W%KIH_DC MV>+;,*Z*@!9A@|6@55P;M +% 3|2W G2J?
7X_O JJ?ED,8(T*;)886T6JT S M /GJ):T|J4I=KTH#U9:T|<4&GLK=SO#GX"*?
W.9M)_L F|U5K6 W(2J|^3T* M H|V;YR
NF4Y0/%YC;D>_F1EY_9=E_/);YVLG^JV5S5"E|CUH:V6V!+J@X4 M/X3J|YDR'-
@&|_//>;>03S|SO"39/|)LKFH%H|&MD5%XY&O%|_|^RDU_|WG=8
M9_TH\$F^%3|OPR4N'D\$|9#N5V3ZWV3^&,*YJ;YC#540G'3^S3_ILKFJ9 MYVO-
X_0P"9Y/D!&|W%=SSZAL|FJ'1U_.A%9'Q5PK)3:Q?^EMC\$/XU+85VI+ M3HYM;>_H#0)Q|
S+4S97E7>0K\BRTW%%?FZAIABM*BZ+4%D4L+J|IZA-X4H?BL5QH YT3T%5UW>W
MB?F/HI2QA!)|12*,R<6-FQIHR;-WNAF16_"J0<\$B>WL8U/N=:RLJ|6\$JH.
M=|;ABQ NVA.38L&Y@R8CZ;B2) %/.)?^5%"73E|?@DY;42N(V/4"&L?(&NO MNG-
+V|MS0RK C+GZ??Y3.&_5J|X5+/21C-" M@2|S8>_JB=01J3L4J7.KMUM+BK=G1(Z-
+7("72#B1L0M;^*VHN|XS%LNO(!| M1M:B#C58//25+=
BS|/%'&N7)*Y"9&XCF9L1JL+F0D67!)|FN/Q>9M,R%19! M9FJST6)7)SAU3 A73?
A<0|\$=RN%+|5^LUNAF>-^K-|^U|N5L 4FRT>.-!U/Y
M92J(K.XWTB5WH"+90J2D5\$Q+Q(>4+%D|RAD8J\$T^M'M0EWRGK;DR970Z-\$. M-
^<%|"450N@3J|OODFE*N@W?IP/<3A|_|#<>I9<-"OPX\$|3=DR*P"9@X4O53Q
M<39DD|RLZ8S1D3!@-ADP:GR1+R<>7|P|Z0G/SHQ M7KDM/=P|2^_.8M4;
+O=&WJ#J.6N04PKSS#;)*NHL97B9L-I'T6.YOD4B!00*4Z7*H>&F
M0RX<(FI9\$;6(5EN1(U8;X=F<|6R!"SAV8SP|+94FAEE)>KDZH7*BI!|924T
MEE4.>)|JRK-CV7ALW;VQ0!;G%#=#|Q4D>.F-:HHC?-7Q|@;MDHD,QBM.O1 M\WX%?

6C>>&>|B|=!XE0' H0D3D48,! :8)U<)>DG/>'9;/(L 4W"@/D 31+<
M)SR;%9Y=:G)O8O2E%UP0XI#9G/\$NB881G ML! *S.U9S9A28-6HJE*!"8TV%"-6SE0-
0V8%MQWH ,+4L=JC>2'/I4SZT,U M'WA203-?01.2FSNF(=Z+T:\$D63;17U74\$!18-
@DS[#\J\$H98 M+LJ.RF&J4I7 % ^5SF5Y?%C)>V\MK=PQJ7N8-)J>_%+7U MPX*N?4PQI
IHU09J#NOT%(FW<,RJ'8;=I_BTA<-B4NLE9&LGP(S^.,9TM,WGEVHYYL
MP101_=E6VQJX S+|I*VB7FW%YC,WDCZ8>ETAA2QK!)UP'YCYJ),\H3)4!-KV
M7\$L8\$VC(\$Q9H#4/'4ON.5B0L11@P'JR HJRF0#6V+4ACH+FK@)M%C*?Y4Z@:N#NV))
MY@?AV:SP;*"NJB0NBS5B7:6HW3_G8UTT6R\3999<&T0\$,R."4: ^-\$KDV",_F
MC&=)+PW"LUGAV5VK.C-*3/SQ L'NCQ&Q4,J6P>|@!=%L2V&)>35:Y^B:1.*DJ= ME._A\N-
5OG>+>E?M'F4!VJ:P+P\J33=L^,Z!-)0@OY,XU?Z#)(E3\$0;,A68I
MDAZ_!|RS,>)4KKJ0:BSJV;|L/11K|>\$|N\|D*FQ&T'HW\X&H/ 9)1MD*D=M MK!0>9!
(\$FBOF+\$N78,T^WX^QK=@4A\$N,W66<)2)%1.H@16J.-)=8C"M>','T6 M"S34;
(B8\$3'+BIA%M>Q(Z2_AV;SQ+(G-\$|I-"LJN0YV94536*(<-5U3"QH_F M2X!"8UE|"
|BEQ:3R9*BK#4B7#C/>U&(BT2P MJA_ ^2 2+,&
N=,8RZ25|P#P|B6"55^H(C|B7DE(-9C5,6QS^)-MUC_4U855 M8=&L'
>K|BZ:%\LC57.'D7#4*FIR6'C4BN/H8H&T_3MD?,F8F\$6J\$TE6! ^'9 MS7AVL/YC^I+95?
5CVQA|L:#1ZOW"M9KQ|H9@87Z>A0>\$?PG_9A9S23DJX=F|
M\2R)\$1*>S10/YCY&N"C\$\$.E&)>4L)CCFF)| ^+ ^'7D!2(3C "'1#@(
^;AQA,9,N'U@'EV\$N\$XBUJC MLUA'2#74<=U_ZS^=W#T^:IV5=3N3JW?
AM9N06\$>DPIR%|Y-HV\$-DHN81+>@ (M1Q<94JMSR)B3,8&+>D^23
#"LWGC61*I(SR;-YX-")=\$YPK-Y MX|G<1^=" (QW!5B,5Y=FQ;.1NL.Z-
!26|V"QM2Q90D#,"Z):\$/G0+7AW54FT ME_.FRL ULV^!;'1U_!0<+6F-
RCVI81C|H465(P4@"TX..0*,8DL.4!C&F^! M1\$+V'9!() (0P8"YN1#;W0^@(S^X+SQ+0)
R8#| DX6/"LUGAV:6QT|2MP=1: M3(DL%|MS0Z%\$%_D2";
<2&Z)EA,:T#B9=)XX5=|4B#F*U=#14X'5-\$\$'F*:7|-2KUN*VAHIS3_EBZM.
MMSR22*5&D.1C^KDMIW3*I2)5F9HR//")ZN:.DF*--,#22^=G|C4:2P|@:SF
M|;:GL,)2%ANK^|GJ#IE|@L2"<_N"| ^2H 1AP'R)IEH2G@V(SS|>4GWNA4&
M78H1A=AS37F&HQDA9YV@_R&RM9>R%?4^X\$AF# ^'9O/\$L2:P@/)L1GDU=AYG6
M3KC8^0Y|H)V\$!@%J@2_V@ ^'1OZ&\$6UT%BH\$;78Z?RF"X4)DO|B KX8Y-\$E!DW;T8<
MY,;,*#O^|W0/W\$ 7G;5A^0-\$'H39LTF LX;4NA)ZITCOD#I-0N\4Z1T2<"/T M3I'>
(;YZ0N\4Z5W>%KU#+9ERH#|;:P*G29:E=E2@/)JJ;0.|*FE:8X#LMBM# M@7^0)?
2SKPG7==D\$D@5.@?N_==U|3*4/K1&|-9(>AW>UQP>Y|Z0|DV|+V4|A
M1DX_0!5DX@"|_V-Y3,?Q=)^L|STQ<@X'=PHA_DQ";|*LV636D&9_A-XITCND-MVH?
0.T5Z\$X_3=NE-G";:I?26G";1PC55^#93;3M(96_H55QM8*&?9|(U^5VY M S94BL-
B.;Z:W|K)3O6J|)Q7G8=|FS0NF3MR@%|(*)#'%\$,&SXQE0\$G0+K+&M9
O|A&|^95U&B\$%T0!A%'%^\$67=-O,C,NC6O(:\$WHCMP1@|@\$"
Y"4H*&|!#*3I@VIL6E|ZM^WG-|F;O%1)V|M5_VDAN|->UO M"9OA3P&AVP;'==E,?
T(EZ4JH4|W72>E=?SRY?ZV=P(K|I9-ZN-Q;D5D>: M^+6()=8L'
L|+|^/2PYT.FN|K&|L%LR UX8T5,B",I3FVL(T,|G|(C.U7 MF4)D98B,ZSA@GIU
ML|C3@B#DJX")!2Y5\$4^|_.\$",_N#<_&N226.J#2:|7!EPZJ|V)7(W3|+7=2| M@O1G(CR;-
YX-B8-3GB4>TCZS8RERQRZYA(:ZSQ=|=-80@*\$V5VJH&*0_?81M>M1R)
M:NX_2DVM80!+6|G+RACO\$*|J-!%O2B(XY;P;,YX5B-ZPG/9H5G=Z'<3*LM M
GOH:DMHI(\$/1|JN@5W79;,+@W+:HW.GKJ7\HMRT@%4BX5I"VD\$Z5!\$N4W M-V3
680^Z9?*.5-'@H% O7:|F;JKB/S"0|H|T%X@LC#\$P8.);Z&5(=3'B> M'P>>9Z-F'@7#-P9-
#F"6@3GC|PGB>5NX3G#XWG2780X?D|X?D5S4ZFG)AK
M1L%O@2VI.E#.)% -7|:X5%OX6UJBUFV|0XJ:NT^6R0#-".5\NY7Q-P"8"F5^! MG)&X-
1).JEGBNP(WA1+N'5(8|PXIX-XA,SU)>H8&&TU+O6Z/'W1^?D MQI
B_FEGHD2D#5>X90@YD31)EP\$EV=0ID#'24P66IA;XD5^#D1W\H5|V>#>
M5:US"D\$VQ:U+&HX-R:VC8:|B4K|SSBQW9Z|IW;58Z\$J%ES_RJS9NLW,"NJJ. MU
@H%IC3,ML.)Z(142+9L@#8-=5UPR|O6LFI &;T|=Z MVNB|^G+=SN'-
L+Q&?);8T\H!5ZDZ|< ^*Y4W:GW&TB6&H7DV_W7A1/CWX:Y;
MW61ARC9+1()B)SJR)2(U1&KV5&K6J' J1>U"/2=!G\$ 769'F" G/%B:2M ^2
M%-56(LE|A%UWSZY1YABLC_Q1HGJE|V7%|<8(.Z+|/\$,7139?V\$|AR^=;Y>2|W=L"?|M
MK\$Y@BFO.D|<>;7?6#OIOE&-7-2S;;HW4&_L'.W)OK^2F3#|D_#F\$UF4BJF&
M?)41|4AY> J\#9D1\$":TH&-)LNK'EFI#H#0@;_XRUW+-N2.6D!&1Z4T3|^ MJA_NGT4-?
B5QAW M|RN\$!2C*41MZS,|=HDO8\$PX'XQ8-0\$G3)'\$G0(SV:#9PEH M\$@;|VB2-
B.\$9|/"LQN/I%UD)\$>SDN*DPY?7Z%(R;4N5&5IDA=QG>A'QVQOO MBWIED&E-A&?
SQK-DVA+AV:SP|(J5G!D%9HWA27NIP(1&9|2)IS| |%/'5/5N M\$S|;4!XDS8%4U|^ :<%M-

SH563;1@< #0"-**KK2A)^6U8&DM48F=J/@'Z5Z
MK5O(Q'''7+,9KW'')P^"A(IV#,1AX3&>_%Z%"22VI*16A-2;I"#7QJ\$|C<2|@D M+C7"@'G0-
N*93S6N'&6PNH+ M>?5EG*|^4#C-(HG#6M/AN+S_39F).FXQO(,45R|1
E?,O:9.8&EOKM*UI6|=MLR=-H68C;?SL1)8%9W,+#+%49=L;25%Y
METSEW#0LJS4R:K^EQFVGVV2|H(J2D3-'-,2|7|.^(ZB^#A7N(AB9T1!LR%
M\$LD R1(D\7)Z=Q,|.5FL%;G1CL5J0:KA,_U.IG!;4G|57=F6X;'+;|F_-? 7&
MIOJBKGT6R3KDV:@9:POFJ3"T4&1RKTP3G#FXNY'DE1">S1O/DHLPK-YXUE2
M\$DMX-F||2P*&A&?SOK.Y#OB&!C2\$=1N|C:NT+5E_00X(H%L2^M M>'542|4!
M7,Z;*@/7SKX%LM'5\5-P4*0U>KABSQKW08ZEIQO|R'-A\$?8D'&,24W*Q@1_
MJA)_2+"#,& ^+L!RWB|PK/|PK,\$-D#Y@(T.1(A)CR:%9|f=O)/!L9?>D47
M'!LW69\$56;HLD.@JD=-,R&C4>X5\$J|C/YHUG2:2*|&Q6>#8'NM",EA.|=>N^
M:#FA|8O30/SB&MAU73;ZX!(76K2?Y,*!OC'-B""%D':0CI1&B11KK"M;9@*M,
(_=8_A*G6CP'"@6KM\$R-%5Q'YE)MDU|'|2Y1AB8,'LA92TV24|OR<|3T";M,'N&3@R:)
<(:!./>S">%PG/\$YX,.)XGZ4:\$Y>\$YS|O=S=/^2W7C)/?EM2_M="<2::NZETK+!>8**
|CBU(2B7LSYD@2Z6,:K\$Y:Q)Z#|\$(E;D4@9R1N MC924?9:XL)!-@0|M=#'30:-G:)"1++?
714L|:XVN:E6C)#>-RP|Y\$|4C;:C" M+4/(B:2AZ4F49%.G0,9(3Q58FD)\$Q(O|+%FX@8=D
V4/L(-|4H2K5_RGK8%L MP|^D%TPMR,FXB4?#L>&)Z"C\$AQ@YN4X031-
T@&EZ#4R|9B|ACZEJDF4U.FZ;MD^E'H%T"JQ+ZI-'K_7UMV'A_%|O*N&W,&=X'!O,B7-
M85(IQIW9(3S)X"6B M|V|EKW64GEPS?8&D:A&FCW;?
B=N|HT(ZFW%6P^0^SCZTWCY>4H0 MJ<,:?_UN97S4|2\$+90?
0#"/2@IC_|K|\$|BE&4T,YZS5).2P\$#O;D|M_HB>1 M/2)|:&K5EA6)L.2S30%BFF2*99\$?
D<7_D;:H!25(K"=|O"|.OB!;:%O(4B M16ZC-H|>'\$?BBC1?*.
%AL_7/43"%T0:4U<)|9Z0MZN#B.66/1WH>72JQ^9*Q MB\$5V!3%>Q;|^-(9R?_?A|

U@?4WKJC60)/@KB Y06+U>&E';<=|6@)?>^Z-M3COZJOPN-57NRA8|MBU?9)_GW9\$
Z)(Q@<0F=|E25JK@%/F)XP?:2+CMUI MV/7Y@;UZYTOM|QJH3W?
3|N.MQ:@#XTF|E0# 'H=R6.XBW|O'C/'3>2F1OU|*W MXR@I'W|<^+(H*1\$?
(CXYN|JB&GJDB0%A^GUA^MV%1_DU C8D/\$JD\1"D,:WP M*%|FX5\$<'H7_+
<\$CAS|UE|P7S*|JGYL&X.O%(Z?7J_|%F+F>W^*0-X/&:B M+*&&VG|M/=W.?A^E-L-
J=-O>^!|(DM&|-\$D?HO(/W;#A,R034/ E*GOCUY0T M:B"9-F5T*+L'+(
X'|>EHW)9J|JDBZK|\$|.6|QBUOD"&G?!HCB DTP|H)T?_
M_=Q.553@:9|I9I2%T+8'7AU@"ZC;Q68;Q3N50Q_IHZ//417U+>EB!BH|)_9
MHX#/'3UO,5B@?|. %R?Z_I|@&YHF#2RX\$/^G;|2|JM@|M#?F|S|V ML\$W_&;-9_,0C%
CWSYS#UND_?;|=!PODD^T;=#P=P!153;JOR-^H:PJY+
MUFL#T8_C@|_ZU_|: ^M,\$67Q@>^>|?2.@0DIM >CEN PC"|D#?&1!WLH-C:~H
MZ;/E,B(\$28=HBCERN|*X#S#9_G|7IWGYO+E+1|*MYM#
<8YE>P2>SN;8;O>D)2*9%G4% M5|+=1S#Q^).,QX6"-L4|V"KJ1V*.>&-
R/<\$N8_WD,Z|O&)S*GM1PB_1SSC6_M S==4#8V%,?F#6.V'''8P-
MEGFABV78,U&8*&SA!CIV>((=T:11O*E1Z3H:_ MH"%;UQL#8\$HV%)6*;MOJHW*
MJ6C<(8+?6D-7JU3TIW5R7EZD^NFE.&"52U
M5^_KU.56IWMKUG|H>:LCX\$|GP;H>;4\$ _N|PTDSF^<4E MM_ =|N^\$>,SWPH4N|Z^_
U|G.TL'CNK3;:AS>6%MA M8EBH,IV|_.|9Z7S/VHO\$RI37&R>)VZ :)1M0%W6(QNE>T"-?
HM^EE\$0Q\$&1 M\$E6G#)|BE#0F&=&SB)Z593WK%
P@=ZL2@BHHUEQK=,U4;OFWZNC-B=/S86=J M%K= E(:/|
1^6GY5!JD11W|28G>U%&B1#))BQ|3->H0T)L2OIBG2YQ&WM
MC\$.QK3""%;:Z!LGP!LXE54>:3D.?_ZJ0_CPKEN*"D&O/VA+CT_F15?)J2JS M"/^J/4G0
J2>="35I-Y01B!*WU#&A* T56JKFFH:2K@N#L\$05IA6*QDH%@0
MND9'N)E*!YIC!9H7O51%++:YF;:>#3^/<5|JYJX'%A5;F'ERHD=_|/+<+46
M#U>'PF/I87!Z^_2XS?YAV4;90Y"O70!K:8TAB018|P=82YN/ZMLBL\$|*#A.
MUIH\$#ERP,?\$^~3J/DFE*NFVYMOD-SW%ET_YC6R_|8)LO0LUW=|CR%31DPI, M-
8U:B%X*&?1\$;JD@6NI,8"K=B.E\$)9I(52NMTVUG(A1L"M4W!|J?&K?-&O
M|9GI(|L3&#L(28J*7"\$3!@AR91^Y8OLO=H)<2R*C?0,"R0C|21N=4|"V3U5+ MAOAA-
TW05YV^BUWF95LJ,:%V =|YAH,\$L U5MLV EM, TK2_8IJ0'7 (6I@ M2^5J)??\$,F%
VC@:)|8KT R?9/X!=5D#W|L(JO_1>%4HDNB&'|:|H\$G+K M0VNU|/-7NW_%EYG"?
KL'UT-:(E^I@*L8=3(J =<<'OXJ<(W:ICD;X+H86B>. MTSM)
XU.77|~7JK:).S2/SFK=Y6?|WRUNP|^0K1G"O))7S)?@-OU_)J5CGDP M)O6*
<,H2GH@%E+\$30'BZ7\$K5BWX@092(A1Q:QZ4E3'AJ|HWHHTETV?+LP|9_M,|
|DGX/^@/#E,QA03^05',&O9@+YN::K33\$FW2C'-D)\$Q-@ "P>V

MS;DJ%OI%GB)78NFB0*+(VP/\DX\!+0%N=*Z (M7EDV'50V80/D(JL#J\$F7 MJC:O<#<M?J??=K=K6X*DA2_N@G'D\QOT:T=8A@N&I4^IPIU#ZT.IAN^VM#X)S0_LIJY\342B\3IJ_(:"1"SS?NAQL:5B%F\5=0J7MA6\+3Y6?3V)\=+MG^AC:/S(LK3\$%D#;F-IX=2\$.LD""O MG#RAR01?25!D@F\KF2D6ML7.D^!+)9KC2,E)1LHA;^N'-L'P=*E&TVJSU M0)RfE, 1"Q0C>W80G297;'D,I-(!4Y@::N'!U:5RA\$9#5=Q6SBM302:=::7'A_:YZ4\TU\HL\$A0>I4IR2.\$KZ(>A&Q% C..81B2-UT7QI)>+.(L:-4,J+^1VC^34T)N<0Z^+B^IKGJ^8= MFV\&X9:CMYW)OI'^!;\$@9&+G00H:XW?M*)3H(K^I>%4H0I8#"G791- FIP"JW\#;?.\:=N!GGG<26OTQSH!V=W)W!TC?2"8-SPYI%RK*U:6B/!.POP4R4-^00CC5-MXF14/GT3>B/0D,LY580*43,[5-PRJ!X<45>VGJ\SD\4?N6KRN0BIO&U2 MP-WG0:3.KHM0TZP0"Y/6B,DO:I,M;+4"?+IY8.U+*@(+K##=V/BF>E&@.3'= M"&+4GNBAUW\OYP8,*I?2S7:>?5I+5'WI@*V("3/!V0 M(.M2W6\E\3"V_CA>D&@69;@I.Z,@7@,L0H-Y\341Y6A2W8A\(\$<)Z=,@ - MJ="0A/TIF8A.5<XE(M\Z@I;M>84SN,T#,B5M=TUY7LW62'JHW'-/5S\I^W\4W&G/9JDC":.4,VS2BQ4C9T4P;(,S1>3'+EV MRIM2J> "DKCEW2(=*&4:EGUHK;W)Y/L094^?XI ZTU>/BZAOUPIX?CN_<5JM>Z*WAL(H455G\$OB,4TL;%TCJ6*!QEH6::0KM/@@#76I/EA%=K&=AX569I-M>13"6OVE0W)L4,>/R7Q*G&XRB6W\N>W^XA*-PS_O&?J*JZWEUYSN(*T6\$!)MXXLX6%I8HQ/GPBG!O\$CR\$A-B@I3*1J.&^"%_S(7X!IL%1#Y:TN\$E^K?O91ZZ MRB?3^*7VNY)I\9"KN>GA(#CYE'^2I)?B8*JUUB0144/4A2 M<6H;I@+,I1=-.\$@ZBH5OL@Q-5;Y1R8M;F^,B\KAS!D+F&-W\60%FDDT*RJ4 M#=(Q(GM\5#>LPWHMNK"&QVJ!)E"DA7*2CJO(C+EH1'9I!8=\H:*4T+1;PH0J,Y MT<*4=<6<,%IF&&_5W;*YQXZC!0%:FHD.5M_@?LFR<7'(!C2I2LHJ\4*5,V:U M)^"H\$FAX4EK5/E\AL_*I\I)L%:UM:\$I,\$?5;AM7 M5/WZX>SNOGY\3E6J\6'^GWH(I4%A(SIH4GP2DN"D-<1NO>Z,BOSJJ"<(: MFR/KRHU@< +7&0W.!L:?7%7G+"H2GHRC0+83Z74?KFQ&XI\$X!@Z_P=RC?J=!Q&5HKD0%5ZXD&S'BL-%9!&"MD?K" Q9I M-R=#HY<)U2,Y/,)0G4@1?#X.<-2_9%N!PMK*U!M72:*A7 ;9):5:+%, "F7VM)%#+APQ\$VG* @EEVFJD%I&\$" &S8U2;>A*)S!WP\Z;GF+I_OUP4F7ES^Z:-V8M?JUOH8NOZ9AR#P5G(7("GPC\$D;DUW7(A(I:"W_AUBF4:RBSQFN>+V78AR%CMGS:!\^5BQ_%#TK\1RW7EQU=+SU3G'?#R\$LD+<2QOV_9IT'Y)4IS\$>2QMT*3A5PI*\$LCWA3'P2\$:UA\I G\;XAUP?^W1I;)YY1ZZ/G#+>[J^/8E:N#Y)6MDXEED8\KF@7JGF=K=:JHNZ?+BM)JF8E^,LVSC\=N)BST!-J:O7KR665-MI-7L?)&\$=JOL)\C0S"V6+V\%Z4^ MK4NEV_OV2?L74E...,P2;B_-AJ95CQ@HNN(/8\$?3&JR>_, C"?KKNT>4PVN M\$U\$3%,C\$N!2S!'!A'AB'?"C7H@I1:Y,E\M%NLANKP/1RBK@(-D"J2*&WMAVMB"EQS/U3^/I\H7O9\$);20ONT\$1VOP7-<; !S? @)"LJDI\$Y0\WWBJZRJEY+4#ELF+I\LP5: M7=70,:!!N)@H=09WR#4GJB;7WEMSAI-J9,GF? .6Z2?7BF:F2%8X9A8L'F M&BWF9SK+T^5"<;LJ!SGVZ,>^ CM+:W0\F\%")ZE+8Z:6-G.9#6"WBLU\WX MIO^,X(S-TD4D0&5"%/'&%J*77!';#3+Q\X*0V,W)IL)ALY9ZF%AE6L\$%),Q M-M,QE/+%H.I\@=/Y^2?=? .6=Q%"F(I+'34BL9(6'L122-4-0*[58R0+9C-5= ML9TE6? R\IKT>X5.-<-T4SEU;:LR_,NW!L!E\$?4X@W\3X^7CW+IQ7E03E3 M\LVX\MR0)2ICDL:R">0-N_:;8QIR(>K,F\K*5_+!+:I4;&+JLK\DKD8?LMP4R8#U;:LLQSJU3Y^#VL&AT(BT*2<;ODKM:JIM<+4*M7\A(M^KH)HX_/#=#ME(C)LB=DQ_Y7W'GE&,G0)\$IA_!BO9X*S3:C!?(E)\OKD>V;HMY,:7,\$JEK+:Y\%B!0XE<.\$?P(1\$A\#" M*JRN\VV6Q6(K9&EF5"!SB3Q#E\0DQ_,=:-@M\JRT2N6*1+ENR=P/8*>XCD6DG8.-7HOP'_C>BJZ@Y00\$F'AFZUU+O6R'ABV6&ORU3O M7I(=!XQLX%<7W0TTU09=5=>1<6\TJ_%F3F)G91\$XUN3D:=BH6(W.0K"(G14K MTCQ;HCF&^0(KR;JVPHK\Y0_,S3);Z\TY=V3\BN\?>660\$%P\&\-SM5SZ<=MX>FU?9I?>=<3ZP:2JB!@)/V; MB7AF33S+ ?&LPVL>E94V(;I>Z\I2I_QZ\QQSYX,C6S\&.,E%GF*I;ISHK&FMI;'\%;T\+/Q\K+/'TR"09;R*64(I\X:GD0BF5B^Y4+96BSL+MFJY63XZ'! M9_3!O?2!^E,\$H+W:_>#>2YS)OO"Y4;\$VA'E\$",I&E" BF7IU#\N(Z57W\$,3=M_?&&S/TEWAIBTA!S, ^T6SG1XMK0431J,D:25\;9UG4;I*=G<8GPQSIEN7)>MUW*C3,P3*,BA0G4RQS@>%U980IPY1JS)KV!#C^!>3UHB\0:H;I%O);T\$1IM="JR;#JH>,(UGRHX?H0:8U 1SMYZZOTF\$*%0Y%UR246I\JT2;I&I,SH>B;+\$S,BCI>IN"50;'2*XJHA_-;T@4^ MR>Y0R?EW^"50_VM@Z\$%JSC1PF9K?

YK5A\KN5SMX#MV*5?;H4!?,MSH3['+J(MPjX\$!)SYDX(=B12(\$U1[A9>
<7":H|C+M%.Q019UD.61(0A3KB"W:!MAE N MT6*J2:#DWMMS|EQU*
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M|N'>CZ!P=%LL4"S7)JM&N-?"\6Y:P\$/8:\J3JE1%'45TQ6KH M,X-WLAH*9"D)N@
TP0*/A#W7BC6;RYJO'9|5@"'"91NYL^L#=X3B4X^"?|\95 M+\$%C":_6)2-
5F,*\$'=#:P!X0|@|J!8& OI1'I7JZ\|V|W:RSX ME A> L,@:0>@|^@ VP7H\$WAN OHM^L5?
+CKY%"X'9YT%*8R^A.DJ(P|+PT+J MMM!/\$+50@.J'W5'XQS^7#C1D;=5&FW>;>*
<)BNV>Q51H+;:\R|. "P.V:Q5;E M?|P"69,L2^U = <+&NEY-4LT'27,FWH-
+56JKFFH|PU4'FP/D3>Z#C>K2EH3 M|J@J-SIO,81K&>)B"|)#B0C|8:H&/"(4H'2F3C
MV@9NX&"3RRGEZ' M#%"6YPR9T/N..U)?U89?5|T1?|921|=X&1/'@T'^=W)?
^KW^QXXDF39Z,-G M#I%WU4VTD\$QX.>@X)|UKPDMD()GXTK|!P\$(S:G7<>1&G'WJ.6?
@A:(G@J7Y? M()1|WP<*A9SUT7__=WQ,U52@*5^HM2%\GL'#3*@R^A;! ?8:A:4|^#-U?.RA
MCZ*^+86#0"_+F3T*^)RPQ,#M:9HG>1C\$T;_APF3_W|-O@\$J()@TLN!#_IV_4
MNZK8;0WYN|P=I@4.LXJ.?,PL0| !|SYS#UND_?:!=!PODD^T;=#P=P!143 MWGSR-
^H:7IDN6;\1#^N&/S6O_[7T)\FJ.)#RG _0D*D-P\$TLMQ&\#+\$3Y| M@(|LR%NYH?
\$4/6>A-8P(0=(AFF*.1++H*|.,SX8'0#A'^.,V:%^>=>(\$FK(I
MN3G%H/_W^|Z#DK".6KV)*C?R<#!C&-1%X:&.!5^N:|+|\$';>P&Z<,3@-3 M:C&+,G?&,Y
.K(-JA|@VKC.^AN? ?M\$35.@0SZ;6 >%5B:0C**339D_. + M)L.DU35&KIT^_(X/Y
X\$3/_ %GO|+5SC!AOD;";.12V"J|>M-T'%KD*jW1|H^!ZF())>|2?
754!3LM/;9A32D0)M=75|I'#,T,X)'='^0>G8XC">.!\7^R M+-=@(>7M:T@^| #J6H?
4NV1A!Q.\<.%/GDY"S>@D-'5Y6:71)"9H*[K7,3KG
M*|D<:NC@H>CZUQG%BN@Z8|DO5\$.G*DX7+|JB.?P|@<;?)U_=436@'\$E(8=;< M/) |
#B@N%PA_&U04O(Q0J@,O#633PN6A7TM4%?)!'AN'V*:DFSJO:?*| \$DJ
M:N(4>+D|BD:A5-O"5PA2/Q;N'BEBU<\$:1SSS?L4_A?|[9\O]*|H/3IP_8/C MA0L*+
(E8VGE^XF MS"G*"L>,"& _R4_^LEMSJYY6"/BHR4'A285%6N"*.
,,LS!3R=XYY%:WDR"M^ MT2G@33?"B6VSI004&^XD#7B4:
(3J5W0B&MT&N\ZI%) /'50Z4 ^|1QE6|KM; M
U5I*8.6TX3:0GJ';|:T;OGF3/CY^WE|^&BIXV.G^OB3:(EHLH"W\|%6GO^YN M\$^:'J*'/, #1
/1/H6|D :R"BHVf="UGB;\|^%1AF.;=D0GY##+4 JOP6\$A9C\$ M1YB|J4(N&0,9\$@Z,ES|<>
(/R&"PAC/J?1HX|#=@(+ "D3H,\#^ :S"| \$6HT" MW)JQ)*G/<)4Z|:G:
|_HUE,5&*,Y8:4JA!#W2_| S\$48KLFO2/O80!:C| #3 M*
|2/6SS(9&F|HZ)LOQLM\$47@+VWT9!).F6XG>(AH2_X*R'-I AV|WO?<.
M31M2<(THQ=|H6U_7A,#O\$|E|TY>|N(?W4Z7 FG_IFX68O(^.#C+#P(LJ^(I
M%M%P4RL&8,O)J/?A^5)|%UC0"2N5<'4(KI=+% .@@|"KAW9^%J":QW?Q%U#TG"R:AV/4?
SP!P;M75T7^,^D1K_5R"H M1,%5H.*F1)D/MN|P4UL/PREIH>E" %###1CZ"D1-
%PP|!& X:+ZNf&9G2' MIX\$=ZP;\7 JM:K_OZ(;|6!6M%GY?<=R&4=1
'0#-4Z8MH+F9J=3%.:4*0:2G MME7;,*?6CH@1?.*0D@8#S4M3L+X(7<,U3?
@,ARDIV&R#B#A=3<4,:!JCZ),/A84)Z'|AY-@Y:'-\$=O M?L21Y-&@7BE
O^UH4A^"LV%""A#VK6A\$2VC/"#'.1.1#,.,N3>_ @ M316TOE!AF|HUX&UI?#@FA
T=>\$2U:0^\$X";1Y/KONP6VCY2R9|V5A?/*G?^LB(+S=T@8S'T1_! MOR\$>O<;?
AMNMNN^MZU!&;0=2WG_.=:4^5@)WU ^*HZ_/X65E\$N@*39DX5< MURIF2NLTH8X0.
[X71|0?0=4QL|R-O>C>"7^,I(BE1T MX4'M&WWKEZ|B.-|&*/Z@(G!2)#68;V@ZR1?J
K|+!,&KX-QM# O>|1JV9M5+H1C@9:RX(C<;9\HTTP>0PVK:D M(G%
YX|D,B#*E|!0.N9F#J0ME37Z|@Q9G8DR>X'T7<')E!4^".JR*< GG^)
M3VG"AWCKOAC8X*BM0NPU7WRT"[P<1^6"+\$HAN,!BV',/8K)0#+=[\$+38TER
M:V9L*^C6|#C\$=W_A |>|F95A_#MF/8R+B(7TKH\$O*Q|X KR"*^TG#0@AAT%6
M:0A\$:30007K&?(ANJ7@3A'V01\$S0=?17(Z\$X*0C7RT"WBX4/U/W^AQ"&.+9
M'GMV:@\$HYLAMCTT0B,Y-7P@G.PK|() +8X7A31|B3VA@,|! S?|31/(@T|>H
M^|C%@+ #9|!HH@<+ RX7B)D.AP%?(9TE'>OX_KM(O_FW/@8?T#SQDW*02)8H^
M(<211PAX.Z'K%,(/@@W3D!'BJWVOZ>-D/37#4!/!#3J\$&0U64/GP/ZG:) = ^*#
M<_VT,KX,)K'7Z7=[Z\$'5 T+P@!\$IXILX|O;Q.*.3DXW4(*78^*B&|OG0>S8
MFx./%RH!4*^6#0=9'FC!;A2?\$SCK=NFB@P\$_'W!5E"4!Q|E*=_P?6ZP*=)
M0W0ZEF,-0)"*|J,(M&1L*V\$*N>7(F'?QB4/E%6#-RLL#T3&8>*EJZ,C=^PI=
MN%@K|O1M?)O!BQ.*""SE> B^O"#^.,0VQ6DL\LFP+VK=.7(M?4 OMR@VHU4 M.73?
8H1S|2"H.;M/1'*/-5GX#\$BT7BAR>(JA^T\$*LSNJ3,5Z8;B!'&%^|S?D
M.>+03DU_1W/8,A8H^"BY!U4,@+R&Z(Z'8. %*A%FJ;:LI\|P'-"NZ'B2Z6T(
MZP98F8)KPW)_A'_MJ8%3-A:-1@.!Q +L 4@*6|2=J!8,|H-7.(I^K!'IXYC
M.R8@_IFOK:AADW&"|=,SO'=7360)J>3@ \$DVM)PS*.5^7%8H8);!X13@\$B M\$N4I9K)

IN%1;LE3+-T6QEL/S&\DS @H/*"C-4>G,7M8AS\ZY\$%_V!UI+&O M(U@|Y'M25-
M=AP<"KCL\$:/IMF)J>|JE.6.'1G08G%P3PW-@*^%%X6*M OT M7P-?,<4FD80KM-
&'!.*1300!%2L,;/Y>N.S8%JP8+N#-"[A=UOJ=6N@%W6A MI:CAB4IOI_73-^:Y^HSJ'3Q?-
'P\$6A\$:QH\$6L,KO//7&.)G7?-06H,?%L>=8
M@#|!'H2_FIW&%KZ\$96)CT3B"/*GYZC^|KI'''5W? Q 4VA&HJ&ND+SV<<99M*
M&GDWS!?,.-) M5U7UXJS.0W4@KM?KKK?77TV@RM5'("G^Y-F.5(1/KV Y769
M4^+ +=3)1ZS CG0P?Y60PO||1'X?^4%ZA&VR+&)"OD#?4MN:7Z^LM<[HC^\$ %|O
Q7G&BW|,-/244#8/<;RU@7|/M>2K@|&/7=>4:84B7.H+/5T!'
9D1&P7'@_6:9]?R/Y*1J>NXO9\$C:3-QM|I' M?R_HYGYT'+2|@SJH!,UF|TONW|Q?
U0QHSDJ6[4?K?O|Y>"H:/SA%*XZET%^X M&Q6?;3>["C"7;#M42'D4B6.\$R4_CF-
S.)N\$^6N';F!'KJ.TPIL5ZIL?#8FFF M?&GV5.>@+'''.GY,%Q)MN+ #O)/4N(3>F2|RI|_L|>
|WG>ASKWK+(=VBY3(?4 M W,|8-D%;L|=TP,:2K|XPOY4R_-(K'8?UI8T;.D;
|ZBI|%%&YM;ZV0* OJE7 M\$ 7^P:|V4_I=;')-L5|W4L#@PV'&H>N A:9B;^K|IH0:.J*
'\$0Q|\$!%A2XV M_#XRZE8^V1T136\$=8EHK0J|5ISN7702"@(@?84)* 4!;79^">P;=
<3RR=A6_MZOK1#TEWD'6+T'X.DG'BJ3LL :7P6% U|3R+|>\$1C>J:>R:P+UR,'?B*A;W
MNG#C'F-9|/WQ7M9/X"V0>5#|?.\$YRW >BF %DJ %|UKA0?^Z6"\$ZZ0:B(HBVF
M@Y8%,004^L@%T5+K@5L":D|09UIZ-TRJ7@,FKTGQJ|A16-
3@65&GF7=,C7<6GG'IS7(ZX_Y^|+VU.E.O6_NZOX'2=HJZ^JTANP;G|5WE\$!,S
M=^;DBX6PC20(!B2)_OIW#|R"(@)./.?4W=V)PMYKKWFM?:U6X^SRJ?%56V02
M@O;H.|X=.VUPLV0IW7G,;3ZR<+ %N^U
.RI^GGTH'LY>@D@.SUOBM QNPXB| ^/ +CXN^OD3;|0 M.4|,O^1"AYLF M-
IY|FR//|+9PL9= _Z&%R:\$DO8RPG,;SO,R"C Y1:-)> M!DK|HNSLR" O# (5'\$(19|OP-7
:%|6S)F!,&GY,L'|AD#J|4>8G:M?R" ^< M9(DO2?)I Q3(OC>&|CXA^K|6.4|7'- P':&8"K
M@!2SS=P3|J(A|3--|_=%W&IDQ-@HS(1|G%|!|:C1=(H:E9QM #FK%JY:74XR MY#|J_
6D3|3X)H|'67U|T|:"ZMN=ZRM|E"@K@>^0CZT4.\$E7#+A/Q"FCD:+B M0JW%
83%X7MT5%/151SOH<93J|2-GMMNU7-6XX>1<.QHOPF;JO&-MK3:HH("PGGZ;(RNG+Z.
|CT00>604|-0JF1FG(V8C12)"E?|"H|P%22N,D M+E)HGH8MW'S0(X=-
)=ZTUT@M69;R@MA7H%,NGE,4N4.VL5|45U|(TK*2G=UJW,X',MKFT)"HZ\$C"8!W#/-
"6AI MY=-CU#;2EXC),_O_|\$L&LM%AA%H+5-/TX.Z"&:QBH^-(|' YG.|W R;09YU-
M2*+;***;-C(6L/GF<9T6Q.2H;- 2;@2|,;YRXDP;=0L=GI'=- +A/Y'!13,
MG@U4\$E9QN5NAA@",<)G ?5C2/FNN'^I#JB?B^#P^<33&.ZIUYPDQFE|"B<
M%OWQOQN/Y)VWL|\$!>?,5',Q7V4*SE2S%6T>H2859,X|26;/|S0X?ATV/OI M.'|6AMP/|
|H&QKKFWZ2V5N8;). N#+A0,XOKNPB/VQ^VD6L|JO4P^&:TV45E MI4PIYYWA"^, &
|;ZH&_L |8MNKD(QUF>Z\$6GY|+0YR@%0I :*!!E((Q4! M0|@(\$2->?9QGG*;WIC|-7|?
OS|"ZQ3-B6=W*/7T.NMTYZ#A60<;<3#G<%& M"D\$4>* 'D",JM8|<|>2S7,V5FP%=T87F-
%/C_%',UN|@(|OE)&/|9'.(+A M<=|^"?40)(C!0LCXD1(38IF.Z3:"@K S_*
#|70ZV8TFY.CT>(X2 BC:W->G3OERMU|'Z?;S(\$!# 'H'G?|FI5WR77OJC|'64#2| %KS&R
|1F&H=F"7|YHODEQSY/T MJIR?/@@L:'A1,AJ=N8?*W_HQ6|XJ5'WY:18&9U|K1@A),_X|..|
(\$B>TA-| MUR;\$Q|XMU^6P"<)4.-5_B=&<&9L7|_DJ7:|6EN9%?--CI&@POL,Z'U_S"&H9
MGV.H<"Z2I-Q.QQ.AUHQGMD0Z@H5C>Y0* X A&RYAF;(OPO;^U/&T6K'JPAR M
1ML.S.)FUIQ9SK.7.<"YO19(F"WX|4|H6X|YQH^IB,;Z6^/>S9S^:B?;5J
ME|>E7&ZQ46XQE"/_F.*3. DN|E>@Q6/8&8BH/XP
M*=PKU|_%"K_Q1|!@FDHE|BA!AO'3\$T0?^ Y?/%KM%!CK%!AR"E/NL78*/MFO
MP6#C3X&Q3H'Q/86P3L3L3)LYZ0(<1KOP!AL_N_T,JU+@/0P5C M5>&,%5LCP(S+?
%#Y^K>|XRL*Y/J!8\$*DAM^.3/D(9DY_JC(0'TQ\HKX=?@6 M 6O>(C1"K|H&'T#*Z\$;
(95Z_)H<.F)G/YV8^;^02<:P7R)N'VYW:|/F
M>#&0*R5OG'^DJHK.5&"DBF4B",O8V8L9|)7N| %G^VRN-GF|NA6*ZF,0\$29B*
M>#30H4Y|&!K^+P&S8:SZD;D4;S@8A|6)| M,;<7F5?
TS,72Y@<.,_|7OYA|4#TXH|CRR>W80%|"SFQ3K&/"X),>CX'1.89J M5,0LHEJ9=9\$6DX?
TC-BG_U_Y"<,^"V|*J1@O^9HF^R'6G^QZ<9UO 5%S.%QS
MGA_@9^"LADA|A44O"LH+%B!2>4/2V;.)7&HNQ|,O,5N791T^E(AX+LR->+^W
MJ41#A% *9A7)=8S0BEP#C'>%G%, MG:E2;J|+V6=N'NBO :I@DH(N<:T1"P-
9PU7R==9SR9|,FKC6L53K2_BUNCIA M7 N?7,;K,R,|*WQZ:'|R46:=V>L-
G_(ED3YQ|_1AN:Y'P*I72M7:BN,/O3W MC!Q-D48TAY!0L+=NM\$;BOCU|SC0&@1\$ @DJ
)M+P1.RXUL"4,'H+;:SH.5. MB"i5|UOS\$DD,C43N|U"C
|U+"">B&B1EK>1%HTSG7\$0?=#)4=-W3-><1;B MH,=IV(K,*H9"/3V&?T<0O-
\$|#.B,|*:AT|#=| #UT*HY#3WGX^:H>X#PYJ@Z MY8#+0-&C423&UB S
)D!6%U7W(|%)S:8K?Q%>:2/+3! 6_|3"-)TB+ '%3*?7 MS%4J/?AP|B@;N

1WCZ[V/Q]\$+Q:*W_8.L',_R[8712S?88!RR?-I,8-0APN MQK,-%(:;8%QC,PKU+
JUI3NZ:8QPO="MF3V,PN,W%AN@7 G/JSK,:/+/?NAZ MG|&X\$X:JR)E9P|M./#XF-
Q>5@^@%0N(/-#|LY./3N3"Q9^BXH.):\$ZR,V@/N&/'/?3-N[ZHI\$5;)DB(!%-BM@>!XRE
M|_#=#UX0S#DB) SK6<7OR=CVQKZL|Z="!WT=3HJ#3Y|@ZYP);<(:V9\$Z1&^B
MYXCQAX!#W3ZX|H(O3'E9PSICW,Z)39QOUDZWA)@^!|KCJ@+^!|YIO@I1,|LS
M.0Q391MY*#MW">MS++-C>PCFC-0&E8*S XK-SS>:|& MPEVSQKJ9(4(N0\$O,:
Z.Z4R+#QW+YF|J_65-#3GMM;N*)G,7+&&'@|5 4BX MG,: (1CCK*5AV10LE52,8'
_1=41&.)VR:QDTC&,VC49OG=EX,!LS+7GC0BQ M8-P?HU3CJ#X6H;12-K\$|
<[9|T=V1:*@!|HR5QI3>'|)YT@U9;OMA,'">8J1Q/MX&9-40%QQP(F3_ZF E_D#
|NP^BL/G30U"i3FK)U3&|K8'L,-HLA* QJMB#R6!>|KG!C11;80^S%R6R1>79!;F8XGK
=33|SJ\$76?KY.E>
ML>A^Z|U0+!\$,B*O2.2J1>26G2<|M_.\$&8%7)#"3MRA,1@-2=|RWDZ|HYP\$; M|PP-
=EG(P"YC!;NL9&"7.P1VZ9+C*+=|3:|\$H3Y&H" _R;K@6T4?G'<#N%KX MX1RP>
M'37KUI?UN|N#YMU|HSO5WAJ|D^'U1S _ENH58W31R>@K,T)|_S"<|U+-
PD"R^"NL.1EO#HZ#T4&D#W4# _@"@F0ACVK@VB1OGS!GK:"ZQ
MG57J0Z>"M%K"=|S;P; UM=S(7|4D"J(VDKC)+X07#E:RD/%_ W9?0V|TNMA
M|.6CGK^4WP1@<;YKY3 _^F"*70V>%|8YRB!T|. (R>"|*) (|R@H!X|Z@OD| (A
M"02|UE|4RX*60+D%8T41%O2S!<:<*&G_+#H4,A7NTRAV)W*QY^U3D?|N'L2 M(FB!
<"8KOMPZ89R@|H!|DBA'FL<@<6'S&\$)L4K3>4NW88P 044@3T&X40| ^ M|JKK|,OY0|
(B=OJ_ 'ZQ|B,5:TP9I(N,: '**/N-L;8P%\$R7\$1/'|N/Z12L_
M/:F^>OV10*|RR*D7.,QU<=TPT|'53|O.H|C/J-YQ*\$+=CF
MV9T.6|='EXU.102IGIVUD%T^NI(#!JVH7TO/?>U>N:FD+B2DJ)\$|HK|R>; M+|)LH4JSI=
(_=1;2^Q__*E>J 7&#U58KR1_4^|U5W&=P.KM?S;#_>2!X^4 M68QBYLLK|I
E77/+@^R5)Q +BY(YBR=7HTO% ETHSTZG79UB21Y'QCN!O!|)
MB'H8JAR5H6ITK5BBRS4VXZ<=X"X&18Q MXK/)FE4NP<4@)_ \$+AX|
)PO\$80//6Y#003VK@8W|G|#F8L=@F*4H4N,W%J MV-G#^"=CCSC8(P9;7,NOS#-
)&.6,9>)G&<_!+X\$2'7#P+%06!>C>YXMIG/QL M/Z<7@=91WJE7NE-Y4!+\$ULMIBQ53+
<"D4/=V!LX("K;J6G=US!AC,T. 1M> MU(:Y:W%CCOJRR:8(D%?)@F1?
|AP;J|A4(*9RA(I)#FZ2RU\$"_M0-EZAW65*_M0"%K;S7K%;%|Q;D".(AY|1)+H|LL;N3G%
M/F/2'H9FL(=.!0T.HQ|BZ, ^ ^|'Q|:P2U_@6|F2_X%E_?|S| M=%|1|&-X62>!BU*
)RP46I(W4I+M&35YI_->#)VS|X7F|IS:%VAKL!3=|_%_S2
MNO"DM;T5D|&5RU#A<(L%5A55O"^W+|N|:S:K
M9BY;S63776LIV/-5JMFECO7AE/E_6+T5|BJF3\$=4U98C)?96<=PGX|_ ^/S
MHR#T)&Z_"HM,R.+B0V/X6C_|?FWK4?1Z5EC2D N05.G2/O@F1VA/JERV+|N+
<@)NQ4=Z%9|U"2N M^G+!G!;+R;@5:V'VU=T*.
K|ZN2^E.N|/=N.%8..YQJ|8N@+@>JOF*+=+OK-I M4RCU;GPJ|JH3M4786;%(E|>_U|
|7NM,R9,:QT|<9(|@K|:Z+9CC:2!@SRUH5 MT^Y.+U|NP,%9+BOJ*,\$?
X1\$3KC'UCILC^H|Z'T2^(0FP#YX|/6
MF7|5\!Z,T7(4|RC08/!%C*;NFHEDU'9_6J/K_8;3EQUVN6-|L 7(GQT8,/ M@>Q&-C,:R-
#X'4O39_!|DR||3%YNZ^_.^*_.WYX%QZ_HCPPIJD M3N'/_||^?;SY\$)XN|W' M!UTXN7@|.
|J1A.VJ'=R,>HT!W^?GTZEGGRCO#S=C)|9MG;VM|Y=%.*%HW.X
M8>XF0;MSZ>FQ|I\$CQ_K4ZP4Z7_(SZEC8_OF-N=0#_XM\$":!) #/H_S,C3GX*M8
ZWYN=SJ_D4Z.P|1.IXG28M=&T3OC4=AH6_M.YM|M_Z..8M?;|Z|:Q>O8L2'^61-
D\$.72!9XO.1*D/PO)BHR_@:>==L!;|L?ZH?N;3.W=PE2;I6B\$ _AV%5@*;DP.C;,\$YD%'#
MYCE;:|IS!G'EI"R#SI,^Z16Y+,\$9#T^R2Y38E|QLAH^IUGY(6O@N*1H)*=C M.PTZ7W-
67)&*^=QCN/-S^* KV?Y9? %*\$ (6FH,OI7|JN1('CLC\$WBO:VG;R
MYT+*)L&;D5NMV5J99DKS#Q:&?="RAGW0(/^H9:~51Z,:R#+M4=FR.B@8N4R
M79HM:G-*|9QD=PXAMN0C|:GW>@DMTX=MXXOG4.=+L: 96S
MTSV+1JVN^V|F4=+/+ZYT);G?KBB-Q@-X_|JN),=_8,RR!Q81:OE+,:NK<(W3
MDZMJ=B,Z|D-L^AWB|)%%|;G-7|K"4)1%;:SB;*W+1>A+^09H3.HOK=M|Y2_-9'16ZX=
M|L-=O/E"LN#L\$S/EA<@Y^Q+T'2LUOP;_.*|JK78,V|0="PQT?.P1AXE>HN4L
MP\$272P\$|H'MTRWU+E(KG|".75(j5-G3|DT5Q7FAN2PYS>PY>.:D-@\$8,Z|W MN:H??
WP_U**;TEQ|I#U+;PL&%|JM('FH:|2#-1L X|4L:O<&M7*8K%;|N
MH=@6Q.W"4A'&WZC6GCB=WCB;5QL3Y&T^G MWJ4BJX|?6K>6E/."
NZ.CNZC3"+:E/C5D)E9#L|L,|HKX.*C&&VSU<'HRU,> M|8R<^:DQ%;L:V7-,R^3-
=70VB=9(M0SO+('Q3|5FLT4TL6&3"SZ"N0TCG;
M\$3E95F2K=+F:BN_O: ^!K=F,^F6X'VL V|5/^ ^+S|=S+YNAAN77FV;=V7Z8/I MJ,CB.Q?
&DPXTP!^(WP<#41_ P|;5;|JD29-8:>GV59=C?KM;Z3=C8-M\$| M0.G@"QFV+*4;8I8B

Q@QT"#5LA'F\46GL.-WBB4WN\$N\!M>?\$D6UR_ UZY." M-+J\!E;:/XU!YS\!C# G N\JP+Z
:;&@B?L1&X8U4J5"9J12\ (SCNE<=E_E:
MO14'J;I\MGJ\S\;L9@YQW/^2R1EUG_ ^OJ;."5IBX;K87.^ T+&"K)<*>"A\ M?%VWM-
*V!5E!!L\\$(MHWZS979.:R0V(ERM(2N8F@*29%.L_&V62>6>3\$F20.
M:QP9U+E88^E*9H2W@5D\1QZYXZ=0J\+E2K)*8H==0Y%0\Z)AEP2)V2(Q=, M\54?
H9R2\$'/_<_CPY%QK/'Y5D\6\'+; *H"PB\4\KA> W,W7T0DK Q99G)8LHT M+GYU(
MB;0\U:3WS_ OWCZM:8>NB4;I-A.D7PFR2&*1:GGU\\$\!;!JH5NEC,FFGW@'\B M\|
16;^:9\VF7<=U.<9V'=U;/K17I6JU,YANI\!.NS%A;4-T8J=O"@";DM.#S
M.L,17&-7).GK&_6YGN92=ZLPUQ&52^K?5*V^Y\$;NVI%)J'\-EYV
MW00;O\SHFF0S_A69?&A+I\,7JLG!K#4'W M_M)*;RZ('T%UY\OVX>|<*6\NB\|@T+(I^
M&B'/8V3%Y63&,HDW=\$^+JW\! MFJZ9N29INR95GZ:YS#79M,-SG@ZNH=3 M7;W%<
V7BG-)7A4)\$Q 0>*)\$ "Z-SA-Y+O3"^X\!3R
MJM6X8+V*!;W)CPF%XT.-8@8R\JDV<\$F/C^R#C"RIV2W))8FT!U5CZ\VLU
MNEC*,MO;RS1Q.\JK\PO6Z'*Q0I>KV26XK>0D#S^LWN=7IBN0'YA"VL62\I;'4/AH,7(/2
TYG04/3Z_5N=Y9LK3ED:Q%&2H:P/-^Z M>T\!\$S M\K#@=Q=MY@=&QB\V%I_-1+?
1\$)LRWJQ40+>@)Z M.2(USQK/5T=#M28_BPNH:2N'M=,S874=0_Q4"YL.VP
='L=VPR8>0BGV2J;8 M4U3LM4B*?
5H2!\^W=T>ZJ\$ L+%\$=C4\5P,Z:(GMY.Y8GZH,O'@UJF-+VI@EK8
M5,%Z59JGT3'ZW*7#O-15B;05F)D"^12-.(\$?Q3DZA?
T.*\^:-7T('SS\!DOD+BJO&0R'650'E\Y8? \$&7 M,)S?D:HJ*M545!60B2Y4718H;"I8C
IVT)JU\6&'.BI/WSPU(WA7R^RQ2* MW6GQ;?K2_'MSTCJ.4"#J*:H
5)1_DKB1!GY1YM_LN>7Y_'\^Q)S\!DIQ\11)
M"/58XP2LPV,.2ZC"V82\$5"110\$5'RKK9A*^P.) *6N\FB\ILBK5FH_P5^H 5X
M\ (=0!8:FD%3\2\!J*_2SZ)#D2&;_ \P=KGVZQ=M2-/9'R=90_O/M; >VO(@L4J
M!\@.8RVQ('I.,7!_F)" J26W\10@N)XQ=.S^U#7*7\$GB1-VF XL88?%?;?7 M#O/6?GM-
112MA>SR(3;1#G'ZD+^7GK\^;Z\ ('7!F=>9%R?-25L7V@Z/%J00
MCJ;I0&CI*GP:85B,E@A?C'^C=;>/GX\?U\?76NF9V^*&A::C+X\$2\::1/T?Q
MG#:@!\!E0A=-9&3J)'>DT0>FI^0\$3!117P#51>U)S O?!\E,L"F"#T-S2R M*B--Z_;
(8G@<&%39"&_CTB",9-Z;FP32GI33?(4I&G=I;H6HFA"Z5DOSAF M7!,GUWC.?
HGVOM!G\H0UB"@?'6XH2I-?B\B"/ZN)4T"H^").(JAJ77LOKQUJ_ \P&V\2+#+(NZ<3*6&I(I
IKX-.N^DZJ:%?.3\ MR4R>SN>K=+Z6@=7#M=L7J5E?8 DA;S/#>@4S5G)-F?F
ME<HHS=TI=4\$0T2F\6KV/S%OLEG,I-W)JDQM/MO+IU-IEE5X*3\$ \RD1.SQ09EF;+<>)V
MIW%T.\%G"QIR4F*T.(SSZD-+"[4*7:K\$B4L\IV0C&^K=XL!U,Z"C;)GN8IF
MN1SG9)K0A\)PV/>|C+SSQOX\W!\#R-2;OW^)T^G\$A;3.4?&#NV(6"P_&\BGXC
M&O,'IL)YCER^F6&6Y)R))>YZNN6P5*W2)399?.B\IC\J39I8X'((EX/4'"(T
M6"D+UYWA>FVMX7H^@LTD?Q^+/0G< AY^\$DW9\DXG)R^,'?/=84<[473%W4MN
MR\G;&\:F%0@X9Y:LYDI8W2;T=E\;%W:6%?&5X;3M59LY+XFAF9J;K& M\&5?
TRZRE(H*)N**Z-1\@^P;J2GM:'IXIY_T=##\HFGQAH#\>
M>*!7964,7SCB)NC^4"9U"_DFL3B4C9P/*E7*=+&2:>5MXX\XC/D2W4\>G8W8 MHSPY-
R;6)E&_A1\Y 4+N13Y(\$E1\JKC)^"J=R=:JV3%Z"U1M^7XK8%RIA\#O#.\$2:IM?5;
ML))FF^3,?>1>L&*^0-?V\W)) ^FGG#>*O&-R%0@Q\967H;&8C=?=#KWFX)_ (D
M5;90H40%9*%0E^GYME#@KV3TO*#)J9\?W_GZZ=55O9/LY-1T)IUKKE'GGI\$K
M^R\Q<|>(Q-R 0N2D6S::?)NX(@\C'7EZ:S;*%?MXQ7/BT0>UKGET>=CZ
MMDFT&R#*GX#P_K7\$R=UIO7&:+Q^_Y2OWPK9%ZV9*GJ#B.7+R@M,2HR*VN\Z\|
MS\8Y>OHLB(62,\F1TVY\$*K,ZIH;QF+@F3@,^NI\8UG'V-9J'\@OK).3-[4
M+XRM"W9L\96!\JWZ;\$U52Z>@;M\+.1:XG2N)XM,6.OK6*D@?B8UU#QH8@.)3.S_6N:
IF6>|K^>%VZNC9OWZNGYW=I'\NV\UIH\W\|
M^X>KUX'A53+1SDB^3TG#\JV'PW2PKWB \C MC\5-M(#K \^I O@SW_ Y^":HM
\$GY1U\PK^_U?J\$#F4>8J(7B;PH\B/#O MU,&\:(/P6,TU+))\JRRLC#%60\|
I3<+UAP9P*/RA7>VJ%U\^"A/C;(>.'I) M0-D\8S':!T\!F23\3=U-1G %=16ZT?
QOZA+J"\$+62P71CZTZ0_60^37T*UNJ M3)\$B\ C-+IUO/R(X28=H2LCFX.74I"*[X('@\;P
MI7!Q)3>C0\$>\$(.SMIGMX1X/#ZS>!\I V#_B:N);# MQ%D-13;
I6ZU%1HQZ4KJLO\$TN+|NIWM;\$J>&MG+?3=\$\,W *W<"Y;)\!QEE:O MJ->*,&3-+O-
I2O)ZN(I\^%B8!//84>^&%*H5>ER M)5'%\&^ N66Z>5N@-
T9%3&@%QU!\# #D5\2\$RNWA:NQD\=YOMO MLM<|H@FG3LD461O3
G&)O\$ \3S)X"%\!L\^F=@&VR2*.2,S:EB,CF%2K);J4
MS\;*I@.Z%".#Q&!ORTM<&PG"\\|7;2;K<-T2S>(Y_L@70@J5"EVHKOEJ9M.^ MFDF2
K<6_J+/\!I1BYCB-UYVEL23YN,5N\71+|HLPPEPPQU\9PGLAZLC:6-5QOVM/OKF

20C%!6%!T P\KQ73=_*Y*HZ3M70) M!)UM5TJW\[@W)=H;1\|E?@+>./C4R-K\7
A76Z*4V"&K'Z1VLP*+(9\IVL+)\$
MG\|L=:O&9%9PBYG(PPJ14T1ILT)0H=,TBZ@,?"5WC'&C-T 20?]*=HX.ND2S M7Z\}Z!>
|KZV./Q#NZHZ8.ERPD71_5'+\V!/\$V.9.,QZ9,3<%-AG/I*U(-WP2NG'GX-U
M#&)UIKYB//T&Y\3)Y%BI?2R\Q= /6G6MRY2S(-!(I^AYX#8;.+
M>L"QJW)%')9K=6C8;%#+QNL0SYE\IO39B/\$J3N"YCLRK-
*D!OSFRYL=5!/)N!9M\%\$XNT*9A6"\$QBUM=_:864Z"9
M2K*BE6G1N+DD!@MA5VGHO*W7\$GM &!"S;6J M(*QZH3&YAYY*1\X: 14* @?
Q:A^O\Q%= 4)Q\UYW>UKY?ZX\3Z\OY6T+=!\$6 M X\>W0-VV)*,7=)<=8V\T%H%E^
#LD3R1GFU>^5L72%R=/%4C8"(V\$EFPB\ MQ&&A(S#C\YVT.>&
MHC3YM6BY^+-. '\$X/\$F14R4AR07&*VH81;G%Y9M/6N)%DS/@OX\^, _|:0\8K#8U|= /+F4#
W6#9RSSVW12\A*7.(SM+- =Y1*:T&_*MUR\G_?/RSNN5,#AR)^\$;M;?&^PU_I0
QR\+;/KG+#+\R\WN@OT+>0ZU59M% @
MMDMU9#R\SP;+DL6H\I3=G;B5TF=BN)G4=X(A=;=T1X%K:A-J*VB9
ZDU%&VLW0\$*33N\41\B\3F4&T*A\>MT\>;Q7/S^V9^IHHOXP(2=Q-MAQ750J?
G\$5413A*>A3U6LM3UQJF^<%XRE,W;2\YX=C-X=FYK1Q2\|D:KC7,Q'
MOF;_5.A">M"EQ??R9'XW0-G^\$Z\+?_I MZ'2J^YLYAE3#"|.WRD<&|.C>Q""903?
+,JVV@|HMT056\|E*JKT#ROD*O=IE MEJ5K>3_B@W6?9E#O\VR%NT^ ^6H"%X1T?5D(-
R/%->T(|;LA_?G #>SD?BTS9/ MU&X;>#5H\QC(!@B4\IH9J+;Q(|;_
P7P5%SZ7)99\$BL1,)%+HZ5JE2ZQZ8VP-MS\|@D5C;)
(|;-1\ZB5F88NE#;R\|FH6\X\|^Z(7F"DF1H:BIK>Y" I?^UV>8|_
MBCJ+)_ (HC@?.@>O>0:G=J51C3M3:YYU:2\|G:(\$XQL^,HS9@8)!V7#S.ASU M!2E!:18I-
G\|ZOHD;VE.2\|<1RZ@E" IENEC9RT%SN\DX<3@_D>\V,33BIW(Q
MO7DH&3\|EQT\>KH@^K8YF2@6:23&H\4*CF:< HS#;I&P);+:MBQH5W)=%IPN
M%7HGD)T*^D\5@8 I3\|R"V\^+M\|F7R S*R0\|22?.)|BT#@|!,\$F"JBC6_/N
MP)_0A:I3(Y,TQ,G8>|%?@B;_)RGK)9L\0M\T&TZFR*&AU
MOK4!,*!WCH2'\$^GA_>;Y\FQ;AL#/)G7+TH<,_4>6M W19\|"%MJ\$|'\$?\$?IB)),^B-D&8
I1+I%1\$(C
M:H2)!+|J+3K@A@26Z50F,56R40D7#HO7L%.UZ(6(C=B5*L,72KMY<#CG>8L
M#W\|\$=L\3Y@_3_/X\I1M6G\|G\/?FCZ\$CYU@%^\$7U1(U7E(T7074-77+
M#X"@2\|CF':FJHE)-154!HQ&U6%8CR6=(J).V;*M43\;8,R)DO9\!\$>@IZ@"
M4)&QE\B1\GY1YM\^4U^B;|Z@I^3_|R\FNX-!3D1\|D810CS6(-)T.)CK#^+6K&3Q<%T-
WIN2;?EP6^K-3M29C& M*9K4:\$C0C;_8N'Q,#7(!8PGJ.L4-KF<,3<>?
ND:9*XF/9LD1\|D7"6)*X#72Q
M&;)D,^2TV&=OU;|R\&1D#I\82F(DZ>"T.ZMFT1UJ#N06H56DA.%CMSD1N*8
MD\|BISNM#8\XNY=AK<)6Q-6&8JZQ\|'SU+:NX5:4Q1@O\$3Q9,/1\;'Q108=
M,3E:IJGQW<"J-S3,AWO),|<),Z\$) GC%\5#5M:L^\$J;(B=!"Y\$Q'D69*>;H6
M:T\4&J>Q%M:Q*B+5HW#J@_JELR,%8\W^6>MHU)W>JD_/ \$P9(K5+-JK,\$BVP\$
MG;06\H\A\BTN;:34+1,5NL:P="W6JP)SV>PG\$SGOF^G2NGKD=0=*N@&!7
R\$(XX589AC5;G>7VH8TC+%H#B(HZQ<_+1*38Y M)@\^CK=N_(YC1Y2QI8U+
|B1PNW0!\^MCB.KM1*=+&0;'EE
M\PH@;Y\$:VE!3MBMZ\$"WHG?|4\|T5VG\$"LFX%6MA\|CC6-LV<*=+58I\$M,*NHOYJ_!L
_E\7U'&Z/(G\$5'C'UA,RS^H\Z'T2^ (0 M8P#YX\|6F6;5H.'B)5T %&?|)#)-@K%#C
60S3E4GJ+/4ZB%P73&EC: ^C3ZB
M5UYET>P\|+\$+@)Q5"2HFG43Z@,5,"1ZZM^#95.7"+\P9;QA8\|LO-O5U%45KH^8-M?
*O%TC#^UC-N3?-ZGA-93A29+15X@XL2E68I0'UX4Z;OMV\?O;?+:-O+H\|R
M;LA%\$"B(R'Z208T&<+\$WQ\+TF?W^Y L\DY?;^KC3OGSCCA_>A<=OJ7-<&W;.
M'B;L#;I'U^|O*I%RX&?78TK1SU-9?FHV_ % #ZY,7&WY>G4_CSOZ_'V\^MA*?
+?._Q01=+.E\|CFXDX;@|ZIUVK9W\|K7<7 M\9.AR.Y;JV2LNJ?I6AC\|XEK\>41 Y%*W2AY-
>XB.7YG\|4.IT?NQIBR" E-MR-T\|@/D<<:V*D..Y5V@:M;%|4\KJK*=P:|U7%%Q;
|>5IQSS86=IZ;J>EPLVU M5N7E^G98&7\Y.G S=&(H.VBY\|QM7\1P9\CXU+D+%NU1C;_
(-(|9&34BDY0 M-7C(4#6"\$-SSLJU*_,1LJ6Y6K9E\$*CI>'@ZC-DLUYEZ2>7+5HA_8\H=?
Q+#1U\|@|2\|VOPA6Q+E68>R
MWIU6S^X_3_F+8K\|*Q.10LOX.I>T\$(HR2LT:A>-2_ '=2Y%?,%MJLYSPTL%7S<-MP/CB%
(=#B?>K.I4J0-?5. D\A,9--D?WJ65\ 3S\$C91XAT8MS+/QYK4\JZTL M)FWJC>!--7IU-
'CBKV\N%8V9;H\G3V%)8S\SLR7UE_ \/(HKU-U9Y\|V609F@3BKTC=|/,CVF28F\|(C)36
#Z1T-<*UUT&<8O@MIT)F\, M8^+9-G3DMU" M5C\;4Z(XB-
<;R>OH'\V_#Q\6T>"-12\1T<"JZ")9^FK\|VAYKDUGW>*ZLF\!

MO%LJ BUT>OWZQ5]^+5FL,,Q;CIY.792^BIH#ZTGN|-B?I5G !E\$+E'6.6-9 M,"| LP4%Z?
|ZZ&;R=S-?|KZ>%VZOCIKUZ^OZW=U| |^Z^U9T^_1W4ON^PTZ) ML)ASQ_C+346^AP?
-5 L'^;)=|)XECNO,7,5PXWPO|2%<,&|RLO'/D% R0..Y M\$23,6-
6/AP/9'QYAN!6A/47!DSRN|RBHV6^7BN2R,,HZ0Z^JR\$A/QP=I4F> M*O+1;,\$-|8#NM-
YK77R/S|>WGL1\$H3AN*+W!UDAJD#A2|W,,T|9J|H6N|-G M1?^G|7P?
C5G!5^XPH*"| #|K>"&7NQ#JEGGE22?&VR37X)3\$??|)%| U. M\$|6KON?D)N2_<=?
=|Y_N=TI Z?/IS>=VWSKYB;*B.|0A)O;KQ"+IH G+WHT M1;5<|TXO:Z?
#D|G|:5T"/_Y@>N0@/A% 5D/C>Y#\$VZK48""GQ"?#1RF1PU)Q
MN|.QNP\$|N!SOO"QJX)%Q\$F6U8FK8LU,!:5H6K,NZ&C7@/|@'5 P"7GD<<2C"
M=!6E|*R(1|4E8#|@%;6KX6N|D&G0+V|A_*OBT4XY|(FC;W| R: ^ 0FAZH H;Q
M3W|B_<;F?| |>-?'F_-'%)W*)0*M>H%|J4UI/C04CB>5W5.R0404Z/U<;9B M%&7|+U7
UV@Q=|O|X>TA|0IDH'*2-\$&_!B.T\$,>W1BIT=L41VKZYB>-Z_=K:
MQ1HYR*5W\$S;#9:|>MN|FP_.=KWW+#NT|HVO=Z3LOE=XOV; '<2|CDKDGG(E=L
M^CXI36_D0NG5H7-=Y-A%I>O7/KFE6X'J*H22|5%/*IV*SJBGK *&@|4\$D8&>P|AM^8J!
O72@?,FH&TCO::(|@N!QR,SWB@ MXYH|7#X,%@^QTC0_T1*Y5UF!Y.#-
W|8E"6K#,5!Y|CYJC' 0.0.< 7VW1| & MG-
L|DCB\$&X;+7Z?.2Y8S\$U:B5:|2#=7VWX)/5,41#O'=BM5Y"WS91W6GC7PUCG(W?
(4C|)%61,- L,5+G|,%|=Q1A%DI+F|&.:S:XJ;ZY"524K4'> MB*)2\$| "I%#=\$+HI30E6+9 8J+=
(YHC8&,C|QE0WTN\$BJDSQDY/#YL4.F <=C M#,KG!IQ R0H%^GW
CY\$ZPRZA<2|+88|JTA A|6|H(>E+X.X?K/I^DA;F2|PKS
M/1HH<624NC2/J%8=HNK^8'=ZT5#;UQ|O_51E+D(FZ!+_46ZV9W*#6THUCY&
M3Q7QQQ^X;^3S6#O/_)V-W@KR=X@/X^A36.3^B'C>)|?(P<3V@ZM&'(^**C?<.,
<1M>/2.;R0Q&>I@\$C3#3K
MR"+PAHW&XE%\$A|X<|!WR%K0|PR,+&54'K0TUV|FZL1KPC5+U!|^"KIKQ*OD2
MCC.QZ29|L>\$&YDBLK<+(%*!*(R91(+<7T4>)OR.)|S!:(36/0AUH-LL(
M6@M%18YD#|JT6>IK0":3Q%S_1K5P=?@DN6|6?5U1R0/ MT/Y((MRKW=-%UX-
M@O<4?>Q3AUW\$#8| |@-USXSH8O!OHLJ-R+MJ# .4FOXV0%X|H!*V\$L7U-T56X
M"4)R2_KT2',O-N&@&SUQNO5P*Q/(DPC\$CD(GHHHDZX".14!=F@#^"| |%<9XW
M%K#.\$;|5:.*OX'F,Q@BL">-GF0XV7.S| |#X"WD'SD8,)T&IOCY&XF+| M.^>RZ5"<8>
CY=() P\$7#EHQ|-5G-@A|26D\$@S2DQVA ULL5NCH\$1D\!73D-MKW
JY!0LWY#E)&6\$E8EYB#1%1,7XO#6JC_"PXS<|L0/D23#(-4^|.82:/L,T
M^+QSI@|11Y;JXR7N;|B\$D_C@&_G|KUE_N)BP,|"\$=|F|8SX3T-%|LCQ5=|J*|U-
!T1!X70431JAL@7DX"&O6_D*:H H&^-!OKQ MA>\$| Y8:!
(CY#CLGV+GW!BQB.=WH| #C75: ^9&< AA>&UH&_2IN^J#(29<,-
MM.-1&ONMFMYP^&F0B&|E36'AZN*VCM>K)I.?@H"8<4G5?+-X"?B^"HZ;M
M9YU741D'+/-OC|5|?OBD3^O5+:4B">5|XB|0E\$?
M|3|K38:W2:HH73^+KZ|8@BWOEVC+; MY>)_B)N|);BW*|QM,9|;C
)YBTCDBT_G.Q2T\$OE>+AJXDJ?SM0P&?"M.WW?@
M3B7RM=427608NE!9R^G|:L.V0QM>H(CV @>T;13/UL=-HPR%, ^\$SBI(?%A|9
M3KZ|^TAVLEWL*,>|QN-B)J:./?BY+V.6E;'&<;EXR;PPE<@N8;0E='D:(D/G
MV3)=|+U"NN|DZ&7,.:*G;U|E7TU|D7!_IW/E^@J6UHW>X5R@V?303/J_P|J
M_|%#_S|5K03Q:"A6|I.WM%N=9H=|XZKH^;<#J,,H|PV|;>' MR|N|4L|"+|0E-
O1%ZWVDL|H&J&?>MX2IB(P|R**<43X0'PBUV#I)C+LWSEQT=42;>UF<_!7K-ZY
M3X)&FUWZ'#S06N(4(F=O&+J*QHD\$GX.|47D_"8C;:9UMLZB^CAH#9"1"&O!T M%-@-
Y&;7,8W;G05*'QEW4SYT#L.)F9+C*V\$TZ??%C<200J)1W|?M"2IXY53! MN/VL@9P
1HJ&NJE%LEI'5|!NM(&NN|&L6O,V|)"P%%E!^WXY:0_S=)4Y<;6#
MO|2=GMV>B2|2^ZEZNV6TK^5K-&=|UK5E4_AT|GU1|_!|KD;"+L2QO9EF|E
M2E=SH@Q5F342!*K8'M0SU@&2IGKH0:#+?+&)!ST49H|./G+F+Y4Q>|WT4;7?3H57
+2GZ&-TWPE|Q M7&Y?=_EH@0DQT0S=KMHY>"@|HRU6| |%F8WS(69F:#5Q'>B:|QT,,N
MU2J,AQF_K*SAQ+7L6VSX*C&0|3P,T_?H36_/N,TSQ=>"QD"%:LL09=|S;:E
M^|CG_ CC1^2ZSR4@\$),% "Z;./)L| |W#V?'3Q?'S|. MCNLD(F& M(T7EU\$D"J.H8DOC3_?
CDL)TV+;S;O!7)G0*-?"L0V((A/1UA|I""/I46Z
M5@F,AFA_NQA%2|U;#S&IX7|&U_++V^>*D&JU7|AD14W=&.*?9/H|W>GS_(1\$(?
5X1L39;3-)AR6 M?Z1;|DX_ ^L|/L|W|U|E|<BMW|D5WX^:+Y@3? M>|5% 4BB3*)#1S
Z!|Q*:|H7Q7UO:)L2,R"X5*3I5.*\$PS"!1OKN"T@2_!,C M#? &R\$X AH 51HOH.CI.Q-NS.G
>\$2|/;|2!=DBU|:6+&H|@V_&HX &W^,7 MQPC9AP=TCMQZ-S*|Y)5?BHXB) S;
+1|/ &AT+TJ#*T=|X8P%H_@;S| %&24N\$ MYX5@!CC'; 6T,Q@2H7J?Y(+|LB
"C):N\$8=Z#L01NC>?XZR,N(F&"+#GQIRW^(0|@'YBDX0T)2>|M1|;)1\$>:2;

M^5Y(C:OS1G..CNCS[8;AO@|*()_SX(94K5=L_?'C.1:<-F4OLF2J7ML:-H[4W
MM977RI5:3\$M/>*WG2%/@U3&_J*L9^=9TE!) "00F910 5X8>NH#^P|M0(P"M&
M12"*C%&@&,FV)#|+NV+!IB5O\$R-E2@Y>:L=1F+G4;E2'[B_KKTG-(JVG0)Y(X
MU>7M6@ZJ(\$)7<0R=/*3^9/M?3I7JR,B/)(X'F4;<>);8ZJ5F++692|U&C5CX MY0*>|PL&
!0*BIH\8,;,>|\$:#&!:(ZD59,<-=|#.B_)E@XADZU#^A|(71NDE4 M3Z9E(74+OD=XHB>3")
>AI7*14!(\$ANA\$.)XGE@-++W88_P^GQ0!\$427G% MI4N'3A\#?B"+'SIPI2A?_,^::Z/%T;
!A(ZL?LH3P5C(A6,)T;GG-\$W M!_D2U4=)R@;R\$!8F^13<_&.,1<\$02DWDY)S988L
\$N4I=(TPG_DHV0_D-3E M.2/UT!//!K_?;L|LZ@|M!T.
<&IO)68SNK#F;,+.,!%'4RH):!00'E*DV CQ: MC/E**ZEF9=#(MHP,E
FQ.79!JL(G_ZNH.5N:W&*.VX Q8#=G@W7:L-H!R<,Z MGEH"%8HTH;W4L\$ \$W#;|;(-
#|\$|<,YRIR)A61F*FF!|-0(U-/8-T08WY_6_)G MWM%)0_C\$@2);E6|%-+\$T;7 M_9SE-
XW"WR3:LTX#4:YH,@M#%!PHK59/KS\$T%5_SPO"|P /=:W=7.QE?T(\$I MJ=H
VO<#9/X\L&*D>W@?(%OCKEP6@N'SK!ID'9=)ZK)P;I_6A6&%KN0;L|B"
M9|W.1=>K^*+KQ?">|O2VH|C|+^|YXV1;P?=NH?9\$>-<|@)Q&9,|BZ;ES!V
M4;#@N0.!,|RF0D5#0V|XY-V/2?@9L0>P-?5N|. +UE>E4KI4|IB&/@Z7;,\$
M3\$U3=;O*Z&:LZL)1LK1XF|+,O8<8=Z&QCT)?^9YAU,T!F|+!WF**
(0Z_/9.'K4|U<\$R,^*8XX>_+YA>HZTU|'F7)LP57@3%|'^BF'W(
MU<0.F;4.N5D0>B=OPX|)(?U#7A..2>/^+J.;|J\$# MO^6?
ZJ)JL^>>|;^|D|F%>F_'N'QK\$H1J*"L!ZEI(U.L%/UT.P#K^|)^:C
%P|/;>|'_&N_I88!M&IRC*LN04SXX*|
MX@(VXX(=YH+\$+%IH:Q49VV03K960\$|R826);YKYES9A';O#TZ.KL><P |C)
M'9GV0)"X5TMN;QH0?X+BNK2(!O+3JFZG1TJCPZHF(*5|. @ B9;X+ZR"4XW;0
MLH/=I(.M9->|70<;OZ7P6('JUEL'7P?-"13HZ*9TM1K(_*?R//ZZO+G=C(F% M*
!0.;+:8L;VSDD%&NXQV^T6|H%(5KVM0*SLK5;JG#QRJHH0K9REJED,/4^A
MROB259LZ.>>.RX|C,"YN5W2/^MY-BEC7#2;4 6529>-8K<5U+|A@NW)|7
MG#"IC# 'O(./&"F?"^+D1|K@M1YWD@_17=T&|#=-,8A'\$FS?.?MMT*YCC MB|Y#)7|
<.1TCC&_(8UN(9|E!+?|= -&3HN-J MA^43G|Z1C%VVA5V6LORS9FEE!Y%8O&Z0P7-|
(7(HX\$+=+7\$KCL=G7'HIG'H M|LZN/DR?0?MNNI-"EI48BB2;))J;668N
MQ)@TVU,=O*\$'FS6&;-G|SNT?F&|+507Z/'9UA01@D2XQ:|>L&>MM!NMYV&J%
M|.)&L)473W=V!ID#&;>ZD|SC80V|/IRI7XBI8I@9RYZ#>AM%J(AP%/UP)___M_L_!
=46@23|HJZY5_ ;ON1#1|/BX5H*Y=|S| 3^G3HX,\$1,\$#_#LKUG866<
M)UD*72T<9H?;L.^+^|#<>|'2PY.|4-I<4&TM0^S_H_2B|J-DC?&1.
MAM@:;&KOHZ95C/R(X28=H2LCFX.6TI6F-
M";|X804K6:GNN'9GZ\$P,7,8\$_.0.N+X@0TQ&S29|HO3+*!I"WV3HPSH+!>4
MM7L"MC\$:#H|5\$US VTZP^QP!NZ>MT4A^T* C%1QTKJ_@02A0|Y\$Q<_ /H6?6 M8N
NX'H0*C=|4)MY,NQ=P=|=X?E -L9+M+"F"1#V.Y@8;/MX>AYP4<2/U)C*
MG&8.^ONU*H)M4#TR&->VF^;=YO MHF>2|W=4*?%M'5^XU-=N7C| ^J_-?
+|EN+HSD5R;7:G M9->G%?:O@;7&"G#WXX^7G!;*.S/F M_-X_&:=NE9!'Z@JQD|
>NVJ!U>(A2"5|,V) YAH=&7B^WF-70"";CS;W#GJ M0?
5IS,#@,8|0+;:@%\$Z5@.H!8"6"8E+WWC(E/?0SF@)I/J^W@;V,&.YZQ|1D
M%7|IV^0+.T5BC7R0%NT6(+,IRMJ|9:U1X60D"GB8.Y,DNFWLWK.7VK-E2G41C
MUBU|B=6EK2VMSN;)P_'955VM/PK6_/J@,^?)F?|_X|17_#CB7.?7|X#/?Q
MS2(QRY>M(U'0XV>&K6EW+MON1-7U|8!3@?;C3S%_F(^S&6XN?%\$%L\$ WK\$UMV
M6;%E=T%L7QNJ<,ZUA:B|AN+0+GT3=0>5\$#)#5! M_0&DMG3L%#Z0E%A. !_@N;*
W6H47@FF::CV6'_;% K|ZR.BN5Q<;< 6HHS M|Q&8*R^J|XA2E?J#;KMF
=TC<|'^J5F_%9C=LT7ZFKJ^.#@!HTK(X_#_|X0 M97&H#TW%*RO?
@^2<6|H|N6^G=Q;5P=2AV_V|F5AS|C720R|M#|?
<\$K5^MM2WXI3ZG0@\$1N52G_IX/ONL|8NT>MQWDMA05/G.N_!UB>%>VA; MDBF?
YR(!F|_M_T|)|>+/'|YX^I|^GV-MS7J+)|'TJH.TFZ 2Q3LT)>B MI3\$M=XBEF8(?
7I3IS7MYLISQY'R_6)4Z9QIX.^KS.|V3P.|Z.5H.3K+Q! ?H
MO3!|>SC1!5Z9LVM*)_I<^6D+)|2B9!^Y-? MLZQO;5J^+LLZ_,\$4^NB?
B@2/|)WA7NDO6^NP#JUCAL!U62_QL\$-T+NQ^3BP7 MI@821EW|&EVW3-
%9|:X%-7U|'N3|'_|R'ZS#3EF|'?P3|SZ|4/XV|9RD26S<
MCXHOFB48M;/U4"+6U\$7*;|E3F|E-|C|3#@ZQZ@VE|ID:E##H&N K\$.#(F;|
M|:=/BRDD0WYSYZJE7R<:B4E#V?KU,HC|SX|UCN3KP'88+6RC'^U+K527BK!
M.D>ML(>!28\$ \$U,HNY%=O1.W|H*|"-D1JA*@C2EUA0|63&|N@SN&#KT-S|QC M'/D-
//&T(XJ.'Y|ZFC3Z^(&*|X?+(YQ(Y1@RZ53PW6H,QA0IHY9LDIF.)^ M.&8;H&!Z-
Q^|WN8K9| ^;K&#B|. |243!+)

<>#%4SAL%C<.1/GW3'65:9T*CW(8UGUDVNTY8TUU\$B[!_)T==9&5V: 4A:==*PH:*J4
MLXQA>[*VFIT3X)TPS,PQ^'P1OFXE":P@P.EUR(038#:*-O=|^L0X*U-UR[MT;0[>M70
'6M%=JRE8N[9TJUYC*9K;Z:O' 51JR@"ZUN&GK-3>J/K)I&%^/S? ^BUI^R+)1^&?,?
L57/E?-=X3K\4Z M?7CX*6N.LY?>"XS!GFKY3:X#Q^VN^!|1C|EIB|@0M8#G*":*>R?
GD)&-5- MZ/?J!5:LW]?2<%"J/M,V=|!63&#LL',7S8_?8^CO:/^|##EY25 J=4/|^Y
M&UY6^GOD>|R0.S|/HQI3FVNYDGD>R:F8|OYY'FM3,6^08J@H1QU\$J^DT@\$-'X#|9T-
^\$7|B#S|OVYW5QHWA(?2_85R MRC*-M|G8R8M,^US"?'";9,-8DVS6
T|>#8NK,#OTN%"D:Z54KN|M:&M'PC)9 M7DHF64LF=Z(7(W_499*U9'(|6"?
5R),M*Z4R76%3R=+-GV29 MS'2YY(9 9:9XAS-5-=?
H3#@07SF/*QTYJZG/DVH8X!0XBE"B>YQYTCG'<3T M|RT80R6/|@YQL)M-
>SV3R#JVV1|O4=FLB\$U&4=U PDY.|+|707_?+K M2;|J:UOL,O1)"Y#?G(SI^:ZXZ-D%JBW
M<^;X|W3T4&I*.S\$>9AF=M/H\$.';>"*=3I|NHE 7|V=2S *AKEQ|H^+X|/1
MA|AVH4|9T5A|+ME:A'K;|A5^|B|L)=/*SM/H!/G F+ATT<;5AZBD"-N|6W\$H+_ \$A"
VL6**&0X\$O M?ND?1O^%';F&%@2%OM2@FF4BMZ7RO',&U.0/|PZ;9V-
U3JRS|J9^36W#=\$Y^ MJEP66P_LD;3:??C-
'|^0F,Z):|>+@|^2B)AM/&3L#96DV9CLY)6I^|'-C M|%UH7*UVS7?S7;CEI|DLH5.9F 8-
LH=|!R"PLB.I@6P?5C;Z?NA|<0:X6A MG|>|BG9_(H-RB)"JQS&Y!.8236\$UGE-
|DGGGL^TWQW%J)C2\$06EYBV5C 5S)@ MAZ7B._=57NIGC|,|XT+F 187-Q49+Q\$%39?
&""&@3_0\$(NAZQ<:Q8TIT7" M_|ER.W-S.XW|08L(IT"SO#
(H"3(J0&N|H>E|Y'WU|C4M;B%(10<%%@|JOPC;Z7*WNL?^R@=*[FV 5X;3WE>|
MCEB|T#|O;R%F103I70UJAJ5+568W79,,NF*G;K^I?X@;?GTL=?
V7Y+\$0A+AB6|F\$JV8CL_FX&P|(1&NCR"|P<7_8^1Y>; MC "5.AI+!
V4@;)|DH"R;K%>3R)04|_|'3:|)A<ZTS&#ZK\$_*WW^9U|&\$J_|+U M(,%\$S10Y-
7PQ)H@8YC"P7/T?ZF F091!*&U0-NKZM=+47MAFK|%F,A93@LPE
M8S\$AH;#|!;)K_R:HT&|+| "OL,QW=JUV53|OBNJ^68)Z*4-UE3K@69:/KHK+M6\$
M.P^A*16DE RA:7|N#+1V\$J\$IG)*,W(G3YNOGW?E(VF:@I@CZ*#+|2XVE"X74
MT5|RZ0WA#^T.7%,XZ:VPS|52Z>CV|;2WS:A-\$.0W;*YX1GK+19HIKNT|JCXW=
MY.T|&%DL7:U7NU/ CUJ#UZO7|H MJ!+\$)|@?+D7C\$Z=;\$_21KZ*1G JL2W4J=4
M19(@OWUQJH 4VW@-&"VHE.2P<;1,&-(D%2S)*Q#)^T\$|Z"Z/X";*@(4<,|)R>K1Q#@@\$
MM_P"+H\$E+Y'!.2|Q|GWL&7-22DJUT<63NRT27"/Z,|^3<>CJ|X2LK0FB-
I(X^!9X@E#GFI3*08|QPGB)P.XNVB-P MM/"^2V**R\$ _!AT9C2W)5J^."A=R&/SA8?
%LS>|W09Q:V#GT+|JY.7:N@#U05-M:LA;Y|U25SVX(Y9X|T_JZU+#+%AR7JG^)|T|2-
#@)7YC |7??V0204,60A@EVWQ:I+M2W45K^, M=OW'IAZSXS
M\$5&A4*1KI01:9M8G#501DQ,G#1 H*A!6/+%-U:KK5*7L/%5*J+Y6;=HN_7W| M?
GEZN3M|M;0I6=9F=CX93T+W. |\$|X.!* @ O@T2FQ6_>ZH\$%5GQQY|;VP4
M7U9F!_1.LH@M|1'(1 @2J)|.;&\$/67-D%S#34K(8JS--0UA&L54F-|Z_>X<^ MC_J|&00J|W-
LK<8J)ZJQ=@)W(;Y3.5.;(.*KU.UE-3G7DUL-A|>;'| |M,X@#MDX'1,<2@:0.V0Y+L;(
M,G*MK<@R=*6<"K14YM:E1B#O% F-&BNDP#|0) &HFC\$%-|>8*'?
*KVV|E28AT:"W|#4%E5*9KK"I#->;|Z3^V>^DHEG;F>U@V'Y| MSJ)9192@Z#T);
(M*7U#6.5JK"B|?"^H)5^GIHYDIZKYEG<1.96UI@#*+CA"Z M|NSO+4Y?
VBUJ6|NNM8=#|R/U|\$=MK4AGR-U*S2S>=BN|_81, ""5|>&.:>+4 MV+H(9|*=75-
FD7TK9L0%BD%U717M;9+0 1?/XO'|AU015Z|D+VH%6J;!QUS\$
M*D'W\$G.IR|'G4@<.DM^1 6S)9DAJR|7;8MSR:ZP"+Q#L0:-(|Z.>|?<(|GJ MH|SDVAS"I"?
=2Q13 E)|I-8:.^|X_C_|0_|-5-GIV_?KQ-LBT|4UE5X7R//3 M9;7W^0&NVAW|RO_|@L?
DNZ9<*%U"IBM+I,?=HERBF3R;J"3OEI\$.C+7#UB2M M>F1R,^_3+ ">&;>=TBLC|
R|*R4+Y=>3XN#EPVJYE3*635G9ZLY:P;,"6-!4JRSA1*M?^7ZZ&?:FM|5B40?;0I P
M1#HTD2+,|A:VNGH>E*W23"U.4|N9>= X+6|H'7J3YGM9IEE&C).|TS3RUX-K
M+!F%TXIOI_SG%|@|H0*KW!>+-96Y|F)1!%T9%I)_3LTH"\$UWM'/Z,JL;|)5RH M3K%N%!
(_|^7CH5PJ<<^:M%7EHVIX|I'"|N;U|^?CX|M>ZO%295G&|7H2G5-M\$M<-
NDV'+-2E,@94!>-&(U(C|S9@#J|(CL\$3XR)Z-M#8U=|/3:.S|B.\$F':\$K(
MYN#E|972_;;^_%>TB"#";?4|ZL=K|N,=;% "M_O#,,#D'F@;.> TH%U#8>8G M
<,,BLZIZ'.^U9T67AKCQZ_)Y_L)EZI;\$O"<87E(O=Z7W_;ZDS>*D_O%1^
M_";MX|/IS2WE\$UW: C)(X">%|3K0U\$&E-BGX&.Q^_=J3!04*ZJ+'B0%(=F
M#_)@A)R|0^H|!%3HK"^CJ.- Z5_H*-G0?\$8 M4S^1|!F?|H.,;_H>WO&:^5K(Z=
XK7516NBL9S\$N=|\$*H\$X|,H%0:= MS1S4#-@68Z>T1X)C2A|
8.H3:5||#MC)2T;O@|@|I%KD1L|&N)5*/#!|JKDH MH|=J+!|#_6E)@G(|/Q #A%
(5ZFYH|JSO63H6@MP4V-*|,G3"\$!X<_Z>-6(M.,!|P5K0S-/8 ^O?
(JBZ8|WW=O3M!5|A600|-DM(!Q,@6|!10;|^X\$G^&0 MR\$)QR6\$!0E'6" 9;F,TA-

V\$10Q\$7%C&9@G\$>4*4).FXB<.88(2(PF"G1*;OE M1P3>YRH6+ MZ^)!/-YZ0&W\$3)
E(8D0-O:8/-:HAADM0<&E4\2\8L=KT1"
M9W#N%/(C9&A>&0Z16X@5\$1(1*"&H\DLDFC)6F+.B2O(*:TW*)_#N\H"J:WA'
MIBPH6*B@?'^* B:9.!Q!/:RU":8+OHZDO@&F)O@(5 IEMBN)H1565+I0MU5I6 MSE@6L
:EX=-!=8G&_%,?N02PG\5\$MZF\22:K)>C-!%R!/:>2TS%B9<_&A#
MU(57Z5KTICA)4TREIF'UX7GHD,,4@ KNV_@0^0#2^3(*RZ%&NC))AU>'OC,Q
MGPE?,:7'(?L#I/ 4'#\$LB \V-KX& -(9FQ;HPFN*#!W<"73)U3&J7&!5!LG^ M)4H2?!"IH.?
H;IP7X%-T(R!/1%3/50"3+4Y2Y!RDZECCL &2D)V#!R;Z M,\A.(B=T75^"?,ODC
GSF7N2QP/+_%%!F&I8;P00-XQ(@W-,WENV!-@|0> M\8@J\$(6")-
PD6&SGX+3N,:=UQY*&%F*P,5Z\$ATUS@6Q*&>Z#9N:IT:X-V8?O M/*0> 37@/LVO<*J
\$0T,+V,G\K(I9-/R+|X*|=- (Q+S@QQ:W2N0D:J"LGQ M/#P%/A1\$E4#(PZI-
VF220>:TF'8>%OY*.I#JJ^/=77& MS*"#5KQN?
F\B6CCL5LP::RJH7K_4G1)R&\$NA"8!/A3\0<;FE\CI^RUBDBBK&J"V9:5HHH/C%-
#K01X%%*G^)%E=>' M:/((C^QWV_#_W,N@G?EXY.\(B.(DW4_U=%&"8<>
(AMZE|FXLTW!N:#10\$GW7
M\IHL+D" _WEW5D&P2J\W)J&NC0#T&IJ0<5T6CLP8='Y&ZLB1D0K|B.ZT>C&L
MG+_1\ 3(KDD/O8Y,C251N\!%=>A6:D8\|F1 M*T01\O4'^J24C&|C=-ZRPBB3\|4"
(30+5L'N8I\V5#G9'=HS)DK0EHUG M#J&%%>PX'>X>V@I<=34\/-
YA4S!*VXE0RDL#0=5/ND\|&VVG*|1^KF 3<\$G M&)&V
V,D83R1&9#,:!XHAH^I\Y#A&HO\$ _X3AH)\$YP#ZL'69+#9:-)QC?6=-M?'S5O|=
7Y?.T5J@E75I6TNWS)V%S,\.0H\RU.\T\7;TMR2<7/:(*F>M*14 MDUMC-
YCN\%RI#>X&%Y.OF_=%\Y"1%TKH16&"828R249AFOFH^?5>|J\%?
Q'E0\$>!NB2AE@_ER9G*H@^Z8J;16GKA.\$GV^(W-I=F(|O|RY<\$3I3WYWI-
:F2SY&V\$Y@JZBZX5'>Q="M4W+'W*, _X^ M41X4K\I.D.\T"Z\%S6X"A98Z=(0T-
S\H^EVYV^*5Q:H2ZNM2">9I6\H\|<'1 M\UOCNIS _U,1B*OH@8"%AE4%Y\$Y7!)FB 9"-
W@ -4HH?.'VQ3 |\$UP/5=>F! M&?D_?YZ*X\|S\4'H2+_ \$>5^IL4KE-
PS^4T0_"M\ 7N\+M5%K6KN\ 7F\Z6 M)O%2S|M6\|C-
YUY;5D\Z@|Z_ M\$,+@+W6GC8N'NE\XU_ /W\;T6/QSJZ7N\|GV MJG=>?VQ_J,*//S8-)J(#
(+SB:K9Q_P/5K3AM0/4EY8M&>W@'8Y1+1.W:<-E&UQP_P64E4K\$& MJ"Z)RV*2A
O:NIKK6\SC>9^K:5'3H3_A_ #*==IKQ7T 2#N@?&8?<"3IBZML MJ)X(B8?2A|B("+.FEI?
Q"4SY\64@/6@1Z%WNJOD*&NID"4\O2E(\$FNBD:J MT^I+P(54S7%W\B=X15QSD^"#O
A><|_9>|FM)6M;?B\?H6>U+/?2JJP M#Q+SSGE3A:>\$Q/.0V/GB\$DB
:"%A"6S#KW\Z\;36+ 38V,=WW;6/8X/4W6OU MFM>UT FXQMAQ<5Y6)J5+\$"@E?<#P_
C#ODX">?"GP+%B+RTP O5%KP+!G\ M=Q48%&I\LI@TE.4E=:0D?3N"? (F8NR87\$:+Y(T
V-YQ'P TF\$V%?P.2TQ#;,: !.)? KPAE#W(74.XQ0\$I(I.Y0++K);C.3.SA>XPK"&'=-?"51C?0
M='1(ML3UR>%J';:3A"L=J\$#B=4@>+V\&*X-Z(/3B.V6?SWB6P;DRTL\@D
M#RD_ T6^79PM?I/4%Q MNS:8L\K%A)J8R)& -LYTPU88)+^O=OYT?ZO9W=>L?
MG@W=EVS9OYYV+X>F) MLO?|X&@ T4Q^#A(#YM9/9^N(.=H I%:A=QNO(E|
MLS\U>_BK2%9!%3+|*U>5HCST"160(M2-\$=%/|-=?>#8>669#4,4!C492^C@S
MS^KW1SC;|1JXYL'&"BG31\$56,JT1DWJNB92LJ6&+=61,J\IDOV4%W8';,5 H MN"Q4_JQ!
(5J*%>A!<022-.B\B%@|LF)LU#-) 'F-8"SJ3E^/V+ /9%:1H -K(M#6P*!|K(|\3GR,(30A82?
|<)8L>SKJNJ8MOQZ8\6J&C@W)&G#A,6K.HS^!| MD=>
_B=UQ5LC0P,W"*MTP>+F27\V!;"XD1"R.5!IBPP8@Y,=*W\74<4<
M6X87,>H3#ITEC;ZID=+|&:RTT.*2_|<^|+5,33\$EYQ6_C9N"@#J0MJB=\$2
MOXP#>6(*GA4KPOKC"?X^U'BF@%R@N\SYT5V^TNYR\;|_*.|?/.ZRQOEZJ<8
M^.",T/)^!,HH&E96'@;:&_1 MKZJNJ>3K\?I|\$FMYNP=G7O^R4_|SW.#P_N_2
M%|\WL:H4*HM6><#:I5A\$V PQ3\|R&(*&3+2'8 26JK/E|*Q \$|>U?'LV 9A+/
M,SR/|4U!)S1\#0,CDGD#;!6\|P CW;35M.ADZR%PF5M!@:NHX4H&LKH/VQ8|<
MOMB5J\UR2=X#Z\1&?_>&8,0)\$&3\$Y"?H8A)K@Z??8YTF^*WPNZ92*PEA|'*<
M'X8^@(>*7T8?#+:I"!ME=IG'PSE@U;'CQ>\$C|"BX0Q'O18RGKC>%1"XRR/DV
M1Q"@ (4&YONGWG6M"1W\|L\|V;PF(D3FO\0)H\$(\$7*.&CD=R71W\10Y Y;U_Z) M1:-
UXHYID\|N"/W0@I!4LG.\$Y0 HT=H\DSVD,M!SS|F>3*%7*21KC'R'VT> MSL>K9\U\$-
ML;*S&&HX0 VF2Z;)|SG0"5\$O S"*>AV.5H#T*&H('H%CTVKT MY+,BD
=H=8&HL"2T,YG\X'\$E\$EGP!2HKNEROPBW,,|J8\$0 G.E;35D\T1
MJC0DW"#=AWAR'WV,((O=3?4!^8*)=ZU/>T+=(*DC@A<9GK;+2.7_-X,%6(M\#|,-
>0I@;M)XJHXZ(HS-&*+\$. *L I0@MZ-|'^ _" ^H%YCXHF '?3LZ\1%D|<2\3>K%|JC(-ZD?
R#3KK\J5+|TD-#\9#>G#
MEY"GU4>+W)9V@YE*O\,C"AX86J^/&@ "C9,8(&\$#_2MTA>MM\DI,F@:Z1C\$6 M@Q\I

I(OQG(C4E%#@#4+1U*,Q%R0VH):\$'5HW+BXC UP327&G .8V!(0'(&9UT16DDP@-M0
Y\$ _:(IX3?DUPL MY|3|K#O5S&MV2^/E)W1M#!|Q?YQ-W#+7>:==
(1\$86M!;I;=R(ENZW5X62 ML"/NYV;OFFJ
IDS5.^=J)=1V;N='OWIKL_WOY9T.RA8I%)N?R MX=-
O!%9\$UITU'DWCB:33..Z9A>E(^S;!!C\$YK3\$.D %P#^@_6&&ZHAKL@BR\$
M%MYP&DH'S481@;")@R0IH"M(%""""EB">@0 16 4(3.F/V6U5>B=X,9OR^?L
M^1)!>.,K-0\$?X=F<+HS:L\$!QI5?W;!>*_NOI9&%B<2R5;YA!1%7+?="@L5FDO@9;
VA93T9./4GK>:35'.|3'KJ+OE,2P3 M0W|?2N_50I.1JO@+B'?L@\$Y* @9|H|+3; M^8^Z-?
B|V^_/3_KO30%6=R_F,|HFL/6IV|X9L<6/AU9/)X/S;?16Q%)6', M"0Q; ,24-63@ZPQ*BY=4
#0.NJVDOA8^!F-//|'|>+*|X%0125\$=5W4X1|@ M@)=.P82DH"M,L2I*/H08JZ?P#!=[6B"C
SWX=W\$M7MY_4R*-.ZS)\$*F6/61>6@|NY|HG;):I MK')|^W;^>&X-KVM|)T>
|ZKM23N7;>5DY.=G?/S&&DY;?KXE|#X3CD.EY?/AG MF|V5 /UT@7Y4Z.9!;
)7B7;M)CZ%ZK@2|MS|FC|+^E\$H)<@H0-I&TGX=DCN M(0\$)!2T4/AX>IY% @8%
M!;L^@_KVOBC)73|R/QZY;H'WRTP|?_&PH_0.Y!Q.)?|1<'BSM":K"1|N#
M!E\$I"V4;.6;B8OD>MYA.;EE4^MABRCA7IPFI96B&+|7-Q|-?0J85!;'T*>0
MK_Q_PUW\$!P+Z4*RI|MV.|9I=)WW#?'!6N(,8V?'R.#CLPX=\$H4.=0ZGRE?6
M33R|'SS_|%:=DUJ-=O/CHOFN<=4Y'>X>:R|' MS^B8P^+TS#06;)V>M2QZE@1,-
LC/VD"!|KMFG&3I+\$^-:CQ;+J2UJ-5NH^..M|4C';
L4<+W|5=HMR)\$D%PD|M"/WA2*7PP;T<=B&F7ESW|4AB7;B-:3"TL
M1,%8_F@8W+2MG|L##8L!CCS*Q293UO#PPBT6'NXACGJ3EW/H,UOW|OM4X;?
MYW"%SHN?J(LG/ X>,@?"!V/O\$N|8 M^"DN>2XN28>;GDMGC%R%9@5I2F2U?
O:>WLPZ4W'DDZ_PD';EF% (9^-\$AFF3(G"9|MA_CZCBLT83S1!@BIQ0;M?H#XO*192
#9M*F%KCB67;'Y MI7S%^,I@8E(;"HN?
\$BY1ZAM@QLH|!|S0J|MV@C,+>2W@U1#YS@U.-0F\$ SI M/1P(X)\EF#(&JBOP!JH9%L#
M|=:=6I0B84MO/IT?&15U>'VEZYM.D8@M%Z)(2V"5|S|5Y C3\$5>2)|G.C6L;V,Z&Z3*EN
M?MO>%_J6NQ:=6#/6.3Q7C^7A)G=|T89C=40_2M?W%9U'3LSGQK#/V>#P,+
M)E+@RSJOB*#? MG28|<%0UXW^W1RA5>B
4WA82GCQ+#|J#UKB8|ME|'H0X8.SWI-'C.2Q-P2S2 M.">\$'8+I3YP2"='6IL8C8B2-#&|
(KYP"'=H:;?0,7FV"36EZ,I1@S-!H.Z- MAH&U\$|P8^#QDVZ)DQ*7\$+FZ9+-\$|7|C*M
2%5K+@RQ_"J(?XN9Z*,7#|@)ACOR.|*L&9<+A.O(LN0-^\$":&(M..|T^95F;BX_C7:-GPVO/
F_@+?>VAORSPS &:#+,)XU/ 2V|43+.(?|%44|2V*;'FPQ8C"+/@:\$5EB3;":R-4@1|SF!Y/#C:
MML/CC|A\$YZ&P\$(PQ)H|I0\$@E|)|ZY&;+D1|JT/D(&5@@Q4/D &/D &W@!R
MTHMXXFJD>M3_9KG3"83|SK=+;^+|:.)YOG|/|O?|_V>5:~?UF_J|1-X|-U>GI5MC
_"ECQ"2H91VP=#D>"% ML0&LM)<
ZZJOBW&BNLYT0FM<.&X3J4#Q>JZ!09PX8X!AI3UJH7U!F|!|U' M4D(IA%W:~?
4;W9/J=OPNRKBO^0V8=-0FN;D1X+U METC8%4A+>2 AV37VT@^@T;-SXC\$?
EOO_GN|:..KFX MX_%U|D"26&./%&C!&.3??Z_WKO_15PFQ(2#;;YG/6T-
3UPW\$K&C|JOG<=2TD MAJN?OD\$)JF7P.T-D1.3AVW+;;W@.GUJT_P)8=8BT-8L,7-
DX^8OK0MY)|@O^U M&S#42_B/D5P.S5<7/*2KCP5@6,SOGD|H|ZN?YG7ROQ
>UJ<^=V_M1|;%N= M&|6JUCH|.S8FTB\$T?Z.3 #:'BG3<;/\$1Z-|HK0#=<-
/^&#"6<9\$83JH)+04| M3\$V=? (TESV&.=,^'/QP;?
B|">1#>#0>_QNHJDKGVI3^2T)N\$0XD\$?!')2|MX MYK-(3|!%|A0_ZQ#?
LGFGQT9@DK@HB_|I<:~?H0("UM_&|.78RV(6V0-;> MPQ.:/&2FXU?<8/E-
JXRZE%|'SXZ0;.QO3H*W#@6<~%H_!8R&KB;VB3B6MV MIT1EX='4/DD8 @|MTN
8X|JT6 |PMJG;HU_Z89**.6DXT|B-0S;|YIX67%
MG\$IPU7)|@U32BO<2ZI876#105P7|T6#98+ G?C70VPNIF(L!Y&0'@'|@P)L=NLYT;
R@VR(+KV65/F!WD(K@#(D+ H.14)C;RG;^/LR#=#R1<(8O(V9*D08@M&MN;MYI?
=BS7G8VU&ZN1(0Y@W|=YAAA6;J' IJ,#1 N*%U-.L'AU1|/=,49|#RKJ|
M*0!NX: ^1Y&*)19*)#X3,TNF(=70)WQV|FX^9I_F8XZ1Y^#V3(I)?~|T-0"Q
M/2N1&R,W9JAY1N@^T?38
MB8B79011S1|133)Y\$>VF\$TG.F0!\$&L_*V3#SFHE"/R/ROJ/XJW8EHKWW|?
HVQDD_|\$DD#;|6AU&N_F6W|Z.#"V=>F|M_RF_580\$H MLD4J,K&-
B@>:|\$M.N&=@7SYJ%A9=&\$*!|LV%L>Z"H8@'FE#CR8|:U5I|@S-P M"^KT|
^GSK/2OTH!|)|@|?G|6/U|NY/^?2HFV?P>%L|=(EG=GD_0)O=(%T8
MQV/_%/AALPE)YFT8T;09G5UDT2_16)(C)|IBLX'R/+_?PJW^B|U
M)O'ZKW4>4*K'ZW|)OC|JTPE"Q>^RG9M;/E-Y*RJ@150'13CJ^S|?^<^<
MU=5'6|M4NWO@->&V+J?|O?/FL>WE3>_X/ #|0>OI!, M"#(WXL46/=P>VHLUZO_Q\$F-
W<@|L<|P+DZN?RD^)^9R^4?TGGH>+/D^)W4#: MK5SDX>'C<2' _NE;...""/;|13_'

MKM6XEY[8@,D;&#H.OJ4HY9Y=>Y_A:,[#],^M?5.45JE5:27UZ"W/J^N\!"!^W-
O>M348DV9!;>W_2N^@>G)^?I5?R7=N<)3P5_M%2C81+O^&JSA>0'6?
AD%_(>,9EBE?;IHLZO';/^)NK&P/+K*C(XU4HUI!'SX@HE:,1FM50N)W:M
MKX;E5L'\$;ENO4IE%I;#?F_77_:3RW*QMTMY(1O++#IVIO.@<|7>JVB@U
M*I+7ZFWY^&IY/HYIGXIXOJ:X7BNIL%\$A=I21:SQL3)%7S75H!/O_@ZETH
M/_?+ZZ8Y*_YDUCKQKIQ,L8EAN4VT\$5(W%Y)K>3%NXN6:6BTUUB'7<@0^
M5Z,J/ZY[Z+HK][PR;CNY;M3UQY<:UH*QM[W5.11->I^IRP3*UU*K7-^2V
MOI'80G2W.G;&JL@A1A^;2Y+AK\FZ,^U:OHL)LU6|-\$&>55/(\$?)E7IWZK5R=_
M&SM.BTN08_677SN[029#2#KD!9B.EPX5M5FJ-180.(AEI9>P!CIN\$+Y#C1>Q
M">;GOIS=_:O.Y4U+W>IE\$:65TN^%8KEQJMQH9<(:9B*=Q&3,>J4++=WKN=
MM_|>7%PVRP_NTUN=8/(+RF)/52)LN6FV;P|Z=NHIM_%X1;BS) WHAWM9%'P5#
M\$DSGW#RR^WO&&R5A?'"OXW9^|>=X=W"R/S3.%0@@@02&)Y)^.'#R>CW|>-6RE
M8_L="G_I2%/I0?MBAPTC;U|0&M4JL84E\$EIO_<|3)+_*G1'BC-<=\$?V
M/RGO\$5!VZ*%EK5X2:27BW;2ZZ6F#@6L,<)^4B'!=!T#\$T0_,I^OZ@:D!PM4_M\$@"
(N02P(M"9JT\$G!0R9!0)/QFB_&!Z50&O"P';2W!5Q|TWQ|:R-*8RHT#+09ZT90;*I8P-
=V1.H_M*\$J\$T5L=N'!^2_M#"4E|6|L|:@O!&T5|HEJ+C2124,8I_9KX\$!M_,<3>MULC+
1UW|FKTCKS=,MG\$P|Q>?5!=00VZ\$ME2X6:P'@_H!8*TD"-
F7BIV2'8DQ#'3U^9_FO"HT&P,K_M)G8A!4%ZT/.,MH*GR;,'P"1ZOQ|9_
N;AT#9;H|JV>_VD|_WVK/M';
(M(.,D5>6M\$.)/4T7L=S^/C_:'[8NT86!MD^)^6'#;%I6PF.XD:Z,F!_M89Z_CH6L
BH)PQ*.MHM#&Z6_3LEC>6,AQ<,FZNK_4H6O!V!_NJDG%G|M!M_M=4VL)^.C3?
LS37UJ_VAIOWK<4R8/*&G(3'@O)>1R|J=|*B8|1'%1BT#D9^P_MGS-2W:XWP9V?&
%%'J\$7#Y%RH6W_,,P|I-"%"VGy'/>@>.>&XE!N#NEK@^O_M=XI|PC'OD@G\$-
F3K,A|Z\$U%XFBuo'&T9TTC>K@_L"|^ND/3V?\$S3HF_KG^;2|DW|BJ>2-C"QV
M*@1&C%U\$=%TU\$1F'W@\$*<#(::(JAB0^Z4T<,%&PA:(TZ=E..*LRQAQI.D;X
M"0Q^4EH1I4P7^W6O_A"WPF39"IP|]"H_)EGO'K)GE7BNH2MVT'NJ>U1
M5;CL(*8_,G4,)E|P=HLT@/3|_8Z3(#,.&XWF/C_M|YO>RHDm^G1(9^*|"+GD(ID:
(&O&*/W*#7_M#;!?L%".E6"|F?)?56KDIJ"?ZD*Z%S/EKD,FYDPUZQ*YNB0CS\$98HB/!"VJS
M5;-4VSI_/CW_\$3OS?MKUR'JEE+C/I7IVFX3EA:ZB'GK-B+"M%%2RXDY7_SC_M@_4
02ICN"F(//4J^8,GC,9UL8G+!%Y<.M_@QMQAQPZG|5M#KGW7,LZQR\$,:M21_?
3D^GKL&)(NB)2=B;*S|^>I?#0W\$V&&*V1|H"O.+4R:"1|2:HN\4)6%\H_M\$T^G2VVI
C7AR#Y|JR21|A|,2Q#B5/TM;X6NX;IUK*,?L_MCRSWR*R|.@A9L_M0-
VB8M5CP!/9|JWOEWQ"-DUIG/6^3NP3P%+!;U+HUS
MR=,QXDSV)@JXJNMX;H%F,307I+"1::TAV6S8.(C"87?;/NINWS""\$[J9+4Z@_M!A|_
P*W2;&3N6-:,Q_8!@6N\$HZ3LL^B!_H,BDKOIW_A|HM4C|DV"F=E&"SWR
MU|GK>/\$B?:Z7W='A|G1_|&AQ_MB/K"9I^S"|,/5^YUY=/A\$>8J7"!F^E5\$DN_MP/=E-
+=ZB-|Z3#X_3@*/8VHAWZZ='IX2F9EC&9\$A".MV2_M<='AR:/1?35N7R100
.._D"=2"X2T+H05^Q&U>5_M.9X|OLB|KLK1OZ_U|M(CM\$L+Q%WA&"52LEM5)-
!C^NH#Q9J?QH_MY#41XN2'DC@(%&(M(+YA,V08.,SXQC"CFDG'16:4I)7|5OX@/5M/*-
O(- (M/C>0_MG""1GY<_M|^OL_&)K|^3|I_L;*3&_|1,<"KH_Y\$D(=/6")0B|AYG
M?|X6_3MV_=:%EBI5K?EBVG7PY-1.#9D)--0XE^'C:\$|8#S1(><@#|= \$QQ;
MX8UP&D=X|B9-EKU?GW2U>8-&C*&\$S4!O<@EJ)G8;R<VYO7|H|MJ
MYZ;S1A,%\$%OVP?;Z0BM_?V90N-!F=468CP(&V-?.(D4X/0SQ8G97|/#,5|O_MWW?(LR\$
O;W;:>4W?#YM3P>7C|D_|I9*5^A4VWS4R:ALTxDV^H'?@3|P(V_M+W
Z_YO(1HR#JJV#V|CHZN7D|+11|JUUM4/"*7)TKK-JX2|:HK^DWIT=[_M#>M_"_L?
PVM+(-/PC4"2|WI!A=*|4-FY@/V<7-D0?TEK_=L3|_8_G7H"<^_M|/\$|/.JWX_6-.#
MO4H!9W\$3\$2G#J3J|(*;X-5+O_K?++C7<'N6)(M5EC<)D4512UC^1@+#+_,@
MAQO,#AD-AXU:X4J0>8F"8U5P(PM,|^G'4TQVE>5ZD>/Q5_MT039;E8@)-4YEDJ|T=
(7\$@6-HHROXK4XTI%X0>Z7386:.,9Q2)=._29+V%4
ML0P!^N01YY&6P5OS^%8W;^>7L|'5^>|3X^;@|LU8:+DQT|B6:0?B!VA287|_MG%&
\$N"M(G*M63CUWR@UE3@TZ|5C|WQ@|KTF/V48B4VE.#^58R%=7HJ?8@6Y_M\$E=#
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M=N|USRIQ|@&L#Z&\$K=WU<.-K;ES.Y_T_S|^>*H.|=W:V|"/GW#^Q(K(#|8
MZ>,:M@UW\$E,|K%NBMMNY.AA_Z4_GEGVPTCBY:+\$3E6
M|+4\$P8=KZT_Z5YZ!"^M/NA/-M_V|8^|_SWRO|<-GMNAJ74!\$&=V_|_|GWS_M_>1J?
V_^Y@P4UE.PQ3LW/-FAFP=\$-8-NW|=_"!5(6/08S/I=H;D\$|Q21K*W"
M8#R5>JU4J|5A)7R(UE5G!EN55|@,OEG+;#.YYNT9^!JGM^GW:|VS/0TX'D/?_MTM_RM

\$TY4./MZ^C)X8|DK>X=|3UI_DM=Y8%S+|D';+;\$^6M M|.*Z&"|VEN?
%|K;/GKAN7GP/UE6\$D733P|/#7!.\$LRD%OYQJH>: A'MTR@)Z= M&B|TV< U')MZ"*Z-W,?
=)ZM^&?RI!X.DN|CUC&N|;F"N9D;SH_O&DK;P0O M |!-
*6^O.=+SS|OAU|J^97JC^:Q=5">/+=O! #E|NO<<'(9CE025@FO|X\$ MLRXVBJAY.V|
|IT>/|9|ZJ|H|HQR.1^&/'(\$LOOWW_VQMR0>F8>G_RJ>(M&
|ZB)P\$P4@^>4"U_E7|KUA1^EK>VZ&W5S<>|J8RA#=#088DTQDM#=#SQH'S#%M_
M<8<@'AV<*3DV@9???"VC1&H"VFN5*D12'B_TB88_3 5A"MK:D?&TV|G)Q?N
MHW;=""MUZXV*UX,IVIDA(4)MX8\$S%KYW(^0|C:8CZC&.&: B|CT_L65E-"9 M :2FTX|!#I
/X33SX.# W@E65QB>: =V/ARV_EJUTTO,+G'X+HDCF7|B-
!YA=>;\$&UMD"0=!RHL.P@;>+)O_Ys@V_^- "8TT%Q4*>U/C&#WY|LFP'@V,=QZ>!V2,K-
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(KGZ!VU.|8!4)|VK^IOY ;D#BZ\$^6_H&D;H_EP=U>^??|R-E6IK|^|K#_#5(*|V2WH"D|
M;MK\$6|Y!ZU\$ZC;=S;?8*7IL#9^J&;DW'GLRO)||>+Q^LC;|UL/P%+DWA=NM6
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M0TU_:TTP!)2D3^+W|0F33=>ZFZ,"%|A,A>,5U9I2*E=?Q6#TK|U!WFMS9;/' M&T/??
^ZAC|9"|*|;|B#0=I4U3@Z5N>-?L+L|VUB7H0CN9?V1R-IQ,R9==P
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U7?EGI+!#0#^VIGB^U+*Z;O-@E(0P|K?5Z#X;.\$+-.WVJ85#
M+)5:052/G9|/H!*^D:_Q_>=W?>'QNAWKTAO|294EL055(4WO=H"*Y47
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GH7GPSKRT/1D;^Q,89XUTL%3 M"S2"9-ID|C6?
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M)OYC98V8NUF(#OFW%XO@4_89C:4U_8DN_39NY2'973C"5%4!4Z62/("Z:V@N
M,;|SP61M0J:WTCG%88*7LPD.C1K1GI27H;?A|H^U:1_"K5>Q:@):U|Y|?C
M7,_H06EL)TZ|_D=&1B2Z|.C1_*/:%\$S'SD=)J6:31K:W:L|
MY<1UA|BD<.1#J;1*JAH'8E|0,K<|*QDA>T M;#TR6F(R.B)'MB-T%F'A|XSN|&-|R-N#(
UK8P&1M(<|0=<<|UNM<="(K="1T MZ^+\$.IQ6#@_N^>V#QR%^8|^CRZ;:1/>?F\$GH&-
<2?T!V2^U,78Z^BI9*R?R1P?TYM0ZZ4|6FKVS)Z M_,^1-4-?E^7Y-
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MNBO%YP8VC4LCR6.XA|0|.9Y|AH'Y<6B8 M+OJ:Z|Y@M3B55Y)L1QYH2#NA|L_|I
1T75Y.G;LT.JW7X|JC.W> M|M5I>|Z&Y)|@MO.VZWCC.QW^G4=8"B'HC2&6%VO>5
MN+C1=G>>C='57C-+3^1=>R;6+5(:#?YE4;>6%M,+5ZM5&TD1DKQ
M|>9J|BL4WJ\$?/-5, <7(TZQ"%?W M(:0@G;222"D/B2?\$GGN/Z-
H4DD3U#@.4KLPW1*J"2AJ|RU/_!QY?9T@+XB
M6VY+G<-9)9|*44PX;6H=%0"#E"&E/+37JWZ\$|KD):|9|6= V|X43J^ MF|N1.+
UY\$V|T8A7HE^TH(Y3M|I-D0!_Y1?EE8+8|W7TCU;NH7H|H,Q\$M/S MILR>Q35L@\$
"3(+(6EU<9+=1.F,#L)|@U; (=D6'6D5+L/>_|!K3OZ-FX21% MTNH38.P698?"D8X\$=I
I/X0#?'7*>0\$6AW?|CW3EP|.-X"GLYZ5|8/8C-(R|Y5|.0#MF9T<|Y|(>^F|R MM?
SS_/O!WNRA(:!AQNP2N+KGC\$8@_R>D_"V5%Y;<^(H8)*|HC1F\$<|7%4\$., M^&F;6JJEZ
4/?RI+MORI1@.ZT|M:X9L.C#%P2(-R#L(/Z2ZN+|+@2OD=J>N MBZY-V|;/'M'_N\$S1FM-
?E-|W)PKO1MW9|;@C.'KRMA=RJ M6N%92TTU#MJ#6O/1'6;|H
(83|3\$F|K> "%\$H&+3>|MA;:#XRNQJVM\$M)WL:6O M|!_&^O%|Y_QF4*1/(-
=1T=I49)1O_9=0,5!|&J@V?07?ZCWX)T%UWFC|KG#=#P*),ZJY,UD1HV=)^7&/FS>^^:0-
7(/\$C|/# M-Z%47BU_O3AMXY^4K|29 !Z1HSPB<1|A1?87!GKB
(>**|^=HB_U'P'/\$MW;0Y4JU&6O+L\$RO2FRO|B>QJ:O6%>QZ'%(OEGTW
M+IHA=D<+-QP', "5&9?'918E5\$1S%O"73_IM,\$'^)"!HIO+H|2XVRSTV36
MBO)PH_4KIP?/77|C2AD()^5;(&EYS0:H2TI)-T,R5A=3I
DXI=5>BM0FQSQ@A2U45+KR>P6|P>59.,9N?NFAY%XM4FZQQ-|:/OD M <8ILF0-
D=^4@H+CZR%.?Q'X=@%&7_88HD*0A%9,.@A9!'|L_1|3'F&GI7 MDQ-|?
=P<6%'F(F>#C|:CQUR JH(: "6|Q#9X&|A?B.,*^=E(GIUR+FL*DXHB M/
9A&'Q0T:CZP(6)_9AF5F-CIOL)Z>.PCHHHJ+5(G8?QY=/.|IPV|D*L5.Z M?
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M/E|81*?)C2|D%L.L&-V (6!X6N|D2*O&1;V&3T@S;:B#L8T)J3#QC DB\$+Q(
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L;Z4.%&SL;RR)OIR>D&WW#A:21&B3_3(3.0UBJ)CJH
M+A;=4B#LORW_<)Z,1_@|+ACJH\$^S\$2A\$C!M3W MV>,SL@6K%U|WYM:TJD?7RK\$=?
F!_?K/%\P4QVUN#853/FS+,R!|4JLD9! G= M#\15M(P,'X^-+C=+%+D&NKI
_U9O2O+^>^')Y4%9'6-JO<|2R^FA+<(U1A< M?8/6\$CRB96|+!XCFZ6UQ6:2VE-JK&*1
N#MBG5KP[*]^==4_'U6\$NA#<:;+%@
M0!7*=%@UO?,BT&TQ2122Z'J+VAL'!!+D\$Z(A+C7H&3(W;X!|B#00ETA1[1.) M*D-
3|_%%E*)=,FURO|PX3T!Y%|473K=,U\$(N7WG_8I*KN4E1J4J..D@Z|_MP%
(RH=:\$O('EMD'WE\$!BHJ<"P_/XJ_RG^,_1GP\$41^>Z,3"E9X'WB_2#!-S
M9)"|HUGJ'!)Q!GMHF@F-A,Q'9NT!VWZ|) #4/1,^YB%8&398%8:%85:
(;C=|/<="@@Q<+ \$MM0\$B M;GY;>(IT@C_D!XJ>0(?&J\$@8!HPG0,T'|@1B
M\$+%J*F8'F(W8/P+7)>;#8VN*;&I03!,<|_M<>_Z2|)%F!/P.&HS0D93Z^|4@O
MOWA0,CDHK-Z1R8+DBZ|C,FI<2@0+@!_BUM_0|0(-96|P4NZ9A^)*JP%S(G? M8_?ET(?
AQIE5RX>B7PU#H8 MZ:~?JO>+>"4H@NI%L0R)U ^LP'8I7;I;J537-
T2E)4P_7V|LPU0"QH>9:2(F8 M(S 08.|C1S7|H6|=GAXUPS^;+%;|LQTZ-%37;)O?
T2+R295MNZ|230@)PYK=R^OXO MD^/('3)&U%/\$_T-8ARJ+(W#O_B_%P,+ '\$(1Y-
%F3Q#O(^RPWA5/YE,*YTBf< MM8|IG.N6>"|1'PO+,GUI_Q
M)/4LE)F66&::_9GK+=|)H!6OEF7T)F!_(|F/M OZ;,(S>=3V5\$Y^+%8MF@0%
MUJ9N0JY|_4@A!K,75_X?_|_|Z>0"RAZ!J(UN)/TP UK 16/SH!'R,?@&4^ M0.=#NS
DGN0&"#(-6:+"<7&CPB317|PD@&_|AHV#-S|P&:41SM@WO)E>)Y! M5Q_?L@-
_2T<,I6(F^S)J:\$&J'J\$4G+(%_Z^|VQ9|1+,W++%0M_\$ (WQ/?KQM| M;6I-
<,S;G'A^K(J=6VRD&SW7F5HZ(9|<*\$6_77@>LMMDMN \$ G0U^Yym#KW=
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M%B0Y<52-FJNP;)Q/<4W/P(|'EX(\$DM%OO1'G_&:M^4#@LM2DD0:(JO(MUHE4|IDH>/
E:(UL 7?;DK+4^ T*Q ?;T-28+|_DZ&|)->SB3C4#|!|H0L*/
MAK|_PK*Y7|N)2R9'(H+|6J7GFSX8/"++;\$>B1X.S-(A|=,B@H#,&(R=&|K%E M#\$\$
<&Z%="LDOL= MV-(DTEB6;|6;|_|L,B-O#F/K3IW-.01|M/\$+"VR?"P<"+,C:6POV\$)!NZF0
M;)V8X(D2,|D-
+HGACKQTY0=/\$O.L4&Y";1LIAI4HFY&\$");%." IKW<(0IN<'#")*OP<.PR3;+HPN|W|6B+
MT"G7RB2D|:'S_@H)Q.0(YZ'AIDX|)(ABXEN'V";ZC@2.TC8&#G@9!"BKL-8_I
MD\$H4_QS>A2?PCIR:'0<|T|TR0^)^E>3#PUWY,S4CV0>X(X|!&-"U.*SMM^ B MIQ54K9-
B?F\$^9H47^>YB5X>\$RPUTLW4I(M15'|>;|KD>..XI>VL;7AK;V'ZK M&R8,,QEHUCZNL
V&+=FF_\$VC+;_. I7G1,O;/)M-'1|NLL4;#&TZ22=@Q/*D M1>?K@F?
ARI3EAM1'X;,*2C6UO(5|JRTJG1D)G#N9HW&|7@|
M|Q@;5@5:D.9KKO04@HE8|'HO\$J,2%-2L.?N)X&O6G+A;UA
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+TG|AG_ZA'RJZ;\$7.W8X^D\$(N.A:N/P1_:QQ6?H|&3&?*>|H4;U_?OG
MKVN_MY=|#J.!>;D5-B%6877 V6^_8JGH4Y=CJ8CLU"R'JVZR3NW3-YS.QZM/
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E<5AP@|8UW?AVRMGC^|/|^|=|5,K'_M|PNW 'D+KS^RY2ECY MNIBD|&0-M:*6RFHCT?
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\$Gj:@80@KK; S6HX<|_|@OIV1!F|7 MF.QY+>THTE&ID2T,C,C9:'E/Y/HV|'M)!A|L5)?Z
O%8)6NB5:+=V|7@%D MRBN;:XD|^H25W>G;A'<&GQ!*FS-YYXS#Z7O.WL
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M*SWDF|HB,M_3RFRZ1-17A|';Q)Y'SX^7/VP_FQ;S8K M4:|21-
%4KRZRM5>A.G\$S7DE/H^(&=?*?HLZN;TV|MU\$0AX^0|0_9A@F+8Q
M;)&,|1|%"Y=OM!FY|KC3VM?|5I!<1Z>#KE2;.)U,\$BK7-R>S^HOXS44O%T4
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K_#V=RP|:REVNJ6*CDW.|9CW!"C%=1>5EY M;,>'?_8OKV|,F|N:|
|JT,4M/+A)+56;U9+22AER3_M(<\$|8!;Q\$<"9\$D>#% MUCPI%|G*!

<@V'U_.JKOWD^JUUEO;V8<.MK!;I9;0FDOE:F+IVK9;;H>|V.T@ M2&.Q%E?
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=+O+S>1CYSW\$=)PTZ42DY168O:'NG_T;&@HQ MAA&-
(0)6GO@U(-5,"&;26XB=OX3.H"M-*|9CJ'WA,Z|1C>B?7|XUNXMV* MRX|O-
XF+C@&@S1QLN*|B0 M/C(^F8*! ?0)%H.00XFIX8;PA64QP(8GS41_MEP3|G)|S:-
A0Y_=H.@1JU-N689R"OVYY_Q';6>|2|0D|9V_7XA'|J5LC0 M.62 |X9&|UXZ=1\$3\$';?
_3APM9\$,_91DZ-|Y+G-W,J)+1&4JA86\$4I01#A= MN+=XZ'@J6-&1H9O3\$5
;\$YNYCDJY4F|=SA_F=I_|6?W^=YO4<><0;!A2+= ' MEK<>>D6L=XB|
<^2CMT+>86\$@Y4:E5"ZGE#"S+3 <&Q^|;==Q'5M|(-VD)|=A M+N^Y89E&GU2|
|*5.R.S)T 5|B8<02|M.HG8>*>GIT%80KP29)P;N>:%A^>G
M+H&W3*G<:IV;COYTY\$|NHB4-+X"/\$M|=46PQTJN =Z +*)GOF|A7&PZ<@7
M*%W'06Z""|6FTD@ZQ&I(D-_#&(9TC W%C|0;:'A1@;OB\$|6GH)A^"@2-T.! M?W)("'
|N|A|3.7R8S?B (8F,5;C"O M@B5C1E|CKH1661C4")=MTI TZV0'2
M|:10OP>Y=|R+@9>/^%,\$Q?+HKM)RCQ=#|JXX7B@;VA4".&R6Y_?;IR=7WI/ M=0?
E^ZA4673(|V6>1#:*3"E.6NNG;|: #R.@ "QA?;J%IC13DO:P!
@"C&|8\$TQ2H#.=BHA#F!%^0-|G>\$@4\$50| M8> " #L%ZT^|(G*;!D:CZ?\$NAA9\$#
#PI9AHI*D/V6<>5/+I3@_?4/P<+'N0 MDPTPA"4QY_\$PU5R)B1I#Z)CZ:I5 1+
<:_%Y8HTQ:|TFP>U\$+T'L_ %5;'0 M8V#CNA|-'H|I"66%PDZS.K<3%)9*X^Z|P=P:/BJZ\$|
:JU18:EPX4RT<1|Y0 M6/14^=@O."7 A266..|BQ&2K)\$:Y;?DS)A-^AO|E79A |B:(Q8YIQK(
S> M1HAC'7?V88EO|E:0)GV^YA=%&L;:55;=|F_/=V67E_0Z|KM:CAX)6HB-8|H5_?0-
V|U73CP6__H5?OIN/|#'|P|WP?|P(O MSF<0XD,4CU,V/G@,-M9U;0;Z,@0|U:I\$8*>2=-)\$.
CDWJMAHT^F9RPZ@+ZP-MB)/R<0.WO52(P|QIR8M#'%J'#N7JM<|_FWN5--Q'D,E-
*|!51A|>2K+%1#5 MU5(M12@EU ^| " ZA0*6:>71RU+=JL^:|@.5&'N'/T,O;Q;
(ZC,%XBN2UD9-1 M IO;*33QYR42R04CH<#B|,\$A87;:2.CQ:#,>*(92B& X_Z
ML|KFR,BS|/^_E1VO)M&Q4<<. V*WT6F.@=?&5L&\$R,: Z0IK+VKN(0RL=|
MFH|9D%.Z2.I:8_Z,L8EHH 279V0TFNW1X;RD"LC -4#QB1T11|MRDE|;'IN
MUZ|29@>&O?5LS1|HF@7XOG P\$QF3S59RD7\$0:L\$4-^71*AA-R9-A M\$(*DZR*)N>|,>
30"0PM|1@Z)A|L2)L\$>6L@G>|NL#0^U! / M7;V|Z@;A#C|ZPS|;|)Q|DR1=?4;%J7.XD-
?/O*O&|85\$7 E3O:%|3|6&ZZ M+\$6&#QO0T
_KSNR;|&V)@/4\$YT#0RYL@Y#QA\$6SF*"Y|VV+XQP3U& .Q<|TB M/(:@QXB/P6C+
80YB7Q4P%SFQA;/?63L_)7PU|G7I78/V&V
MW<'=Y5/S|_Z.*MIOP0I%;R>O^9V^DB)F736O#Q0UZY1FJ9K6S78YY&)^XD@<
M(SO\$(WX;H2WHUJA>#8_D"CA560V%0B>)4-ZRR|\$+L.>"F FW),43='S3VA| MOU%N?
M="A=(8_" TCSV|KG^!|16BZ_*>5+6^X* MDS.\$8&>|+@-Q|T.YS',V+!E&%^W1ZO==L'?
VU M'V|N(3_@,Q^L_6OO| "M6U\$XMEG?CO9?_ |H+J#4DU\$G %DNIT*6'ZR+|G'0
MWAF4?SCH=" _V*9K^""9YX\$=O"CUXW90A/:U5=6D;,>TFS+:?QCK&|85,-9| M=,,|81-
L;X9A3H@5C6N&)|X&:F;+0E8 _M2/7,X@QP8?X(+^\$J5ROEV_G@|^GEO*_?/PG
JSSGF+*.0GZ L(R\$,JIR=0M2 MP@%!46R&2;ZD(@4ED,))11B|: ^?
QQC*SP7F|4J|L@|L:'H_W!9GEC|:3) MBV96S!L+CR!C>A)9>KVIQ5,&)B"?
X\$)+2PQSD)&FOM:&:=HP(|:I2X%;KO/P-M&;WK=-)|0A"+M8?
OX0'(>R:~P|9/|/"ANR=|@@@WBAP4#L:V(&FX|/;W|UG>E MKU2\$<@P|8%FG+Y#)Y#-
->8@+*"BX\$'S,X@O<6%YLY85T?&%LIU952+D^%"<8>(VNU0D MCF5U@-
JZG:N7=W>MQSO|8%C;|V@ADK^ZWGM^)|0YE/4T)?|Y|!;HNC| OT6 M\$2*T5JR(?
|5GC;W9SNC'7GWSB!|^\$?5B-E)N1?QYC-R|('P9#^4),TAK,5 M#I-ULX-,W45"C- WH-
SJDYMXR;:>#*HG>N>O|4>8,|(&;T|P%,OL&L<8<10S
M5A/42X@JM6@WS+J.X-.WZG:CEM \$(^\$.IZOIG!%;O60X.T*YR<'?NY/ZA78| MT|Y0.#M#
<|7S&D19X>S*=B*.U#^Y8|C-UXMA1|B|>|6ZWT|H3W^ZZIN*86<1
M?'%3)9G@ZG8ML=|OGVT<./D(-;WZ5M|%)CJV=&&.)SRD&1L58|8Q#XM9X%BY M&
'#>"9P&"2,B7_/G*#X/MVN9I\$2J|3H=@(\$H%IN@?PX/KD_,'|LZOA@!U&
M_%R>!%\$3"H141#HW"A6LK')H1O|+ "P?GDSJ+4 M:#W|GY5Q|14195|L%EA|"
(Z.|2Z4|,|CFFT,^_SA9S|-1% M=G+HH5*@!|=R/%R:%7I0G(AOFF/?D9GM'3I0

'QB[P>^*12|\$:119EXM'?7 MKU1?_WJZ|^>7PZ/DS["+_+\$+R3--(7,12;JRO75E#-
_M,3^C5E%*S9J:Z,#0 MDGC3"1 5RMZ#)?*I^
^IF+SXCR?,8*32,9XLH_6S_LG=Z|V|(!=;|\$.VR'C8
MGF" _R)IOP("L183/L2IM#:R8DNR0EY>X<;2F\$ J+ 4W'+NU0A0N%B_".5+
MZY(A"0U'F)?8&?LC?262&X32>_R_)L:HP7_ L^F%:A13=C,YD-LPP91K".L MUWBZV^D?
FB.KX\|3N1#?3..EA&M*K/3<1F=F\$13I8HP47%LAWEEB3D_920>U
MEAC>^,)Q\$Z((L6DJ1(H1(7CX)F""A\$';!=2;C(1QL)B5%1((%1 MG|XP=ZC[75BI|EKP&
\$0)K N)T=U|0'Q@<6P290Y<26#HRN.170Y:4MR5B6 M\$!@7)0#CPL>+.%9,DUTMWM.)
QU_ UJNYARK=?F\$?C5C_W6\$)Q/VPL|G#4AG MUO=-ZZQV9M7U1.CJW) &"9M(D'0_S?
9%(H%%AW2\$86GBU329W3&3^ K+T*S MBJ*L@V;?|PZ=-C%T< 2=E;DL4)8F>% JA9+
1'8KQKWBIW&*^'-EJ M7/(B-3|T3V1(@!=><2;5UB|_% #W8.4B&/4Q3?,N"6RS-
A%0NSBWG<'=L%\$S M\HJ 9.%68%MKNO|3ZW!P>#&XWTW77P4!:&77?D5IO75O=C47?
T4IK0(R@/O2 MGVGY%^N_Q1#:.H4K\$ \$UR5M\$7V&KF M1<|<| M9+*V%RK>6\$5V%=
IQBPZ6UD(V6O./8>&*%*."@Y=22K2T\$H*&W1EB M*3)A ?NO6F/ "J|J-
B6.S|P#')FR/'"5@_KAP(9AFPD)L>,0:DLQ5A65(*B M|,D8DQ:BUZ;+11@+/Z9-
D^=0_GUANS_!8>E=I:R%%Z<|;AXN>Q M(F,Y%F\$S7?
I&X|Y)F;ASV=@E0@Y^|<;7|11UMHP|+*>@F2WS!;6;E1Y#|I=
MYW2HW^E;6&58'OQL)P*!YM7O;&5&DB5V//J|9%I=%;Q&SC@ M_=C02X_6QJHX|1?
RY/#|J=GNT?14C5UQ.L<&U_PB|P^Q:>%RH97L9M67+J^5 M\$-E-O5I2FXO?.>1A|!F!H:.*
Z6_95^ RTN_2U+@!T!_R4SR_IU)#/UM:C|91 M#5@Q"86:-
ACVW\|D6K@C0"MPN#68=&;;='@/1UUCO@='PR9W/:F&)K4=*P?2 M6%@>S/O/Y?W|1|?
I*-UH2S1;7,8MSO/:X*6>_W4=J=?YWNCX6DE|H:KQS"(W
M,128A>MNUK'2X*T+K;2P0FZH4IEX7@DAH3\$6"53#|=^NH;E/'V)#&%)1M95-M8P0_4?
7L1\$3LCA";MLO32ZCAIF:' 5 "4-LJH|87>&N)2:S|9;;KEP7-C
MD/'67\$(VYKU%F%0I;+*L?)EI'%IAKS2*%7J402K'\$)>0"N.@!2+K=-ZE(@D
M|AVJD)7B;;2/JK(-VXH(>IH/.3HA@I>(&#U%>|SFI&62A;|9|C/5W&'1L|^*
MD'0/&\$=V=9.>W#1Z!PV|J2-"/D'(1:6-C65%06DD@MJ_ \$10&!L!9|1(\$2I
M|VNTE)W4M0+HN&Z0YCO&1+XF3;/PD@-'?1IQYM@'+|U'U|OIL_GKNF=-80H M!PN?
LX X'#CY8;FX9WBI+|5-ZPSG46X:1P^- "OJ>Z|_S;4(@&//,1P#VAB4VK|'\$?|+6?|KEH_<
M\$|_)/3W57/0MY/|YY.B|G9GXE| L!%?/C/N,SB_G6MNSG7,KS3OA@F\$,7UZ#
M\$| "TC.53\$**|/#/*K6MCS41J54JM932QY=OI2Z-2X(QN2JTE16|)\$)ID\$T4^?+ MT+,6
";,MLY|BEZ:0^>_IB.EW#|MU'_55|Y/67M|(VM%O=)R|U2LY:(P^G/ M;XF>E|X4HS
"TC'+_ '%|XT\$6<8T|JOP2V_DG7Z_L^>5;|4FRV.|;R63;%
MXR6Q.WPI;BD>IJZ5%#41M\$2*@.P*1^6/K"\$@E!A#E>I0J.IS;..00^F3D5\$0 MW
|.X(4^.("NZ2NRS,+9K4E4+O-O'&N;=?00%%).7%3-0P&':QB=%|("Y M^YT?\$%A.
P06V|87!@1>PY4X-\$95_4=G_T+U>80' JO-\$J- M:O+ MK"?DH)/X""_S<%-
(!8RGO&\$EV_ 3|;6_*!;5CZO_*I-C"^HD<| M3*'Y"VU6ODJXZYK|+|M?5-DM'_5(YEZI&=
MUO%2)KA|NF=8UA@"R_8,S0|&ZVQQ_X=?\$//L2QM|*&%L)^^RD^F/AG"!LO_
MQ.UXXK)G8)|O:18|7T2)X(%;1A|_0V??\$A|O4^&&WC=IV|'6^+!L2/I*E_.
MQF@%;1/F|7,|WNHEW)"X/ M'%>*%BQ0XX|5)Y22ZAV2:A72)D(GPTLM7JM+S+
E*FMOSH|JYIVFGERU7JFR M-F|LY2P+1<;5BMJ*8N+(_X0|TGA<%Q+MX"T_0H(G-
3|6DFD^3/@ "AX<5|/JK MX\$,#H&IRU^@A&DAAG'^AS"VM=&!%4B7YKTU>
^#B>ZU+|+^;T^'=;TPYS|_, M2SL7E;Q@4X
M:|T(W5)P3(,7QHJD""E0<8!D&@F6M"|VY8;2I-DZ<7@J'_:/A9&,_31_W:
M@XAP3JA*H>U'YFA,O@XM3G|ZA 1;4I-OPE8"0P#BAD.(\$4D?4U8'\$X?\$>U.'
M0&S6G1@>* &Y'/?|M/FFY)T3';76QR,Q::T'AN:R)U8&\$^W//@|/#?"1\$:"3)8|OX=7/?L YJ|5
>|H5&0B1/&D'477XZ:|9(B'R*4BOP MP@_&.PMJO_EXN%-5RD?UB|_BN U!+T|,CVF M?
B(?K J9OKZM)#M@P4&K4AZ0^KUU\$3H/2'U(17ON9&OK'%Y&5"O^|Y%IFZ/I
MB(.HG;;N_KIY-?U<&,1ZT/:%VWC-K"+\$&NL: :OLMU,80UDYZ5Y'9M)>NU9
M)/VOTX/+YN'00|J>:31M%.G%781(OZJ@S'8K:D!|C.#=T*T0X%XI'TBVE(E!
MP40\$-9BCZZ-1F#;UZCP_IDKQAZ-3-LF(P\$8(S"X-PBU@X-Q?ND(5.0DFFK)
MN%_)FHXCK%ZQTO|>V&8!|/Z_G%F,"+WHM=:,%DM%K?*,7GCZ_)1NXS#.1
M@VA/A&.!W)R1R*Q|,B2/^N>LKSUU#?1PUR#%6V0W!/H:@KT^%9*8YH)EZRZI?,D*
(*,;7YIC|T8" MXB.M2K-4K216O26&6NV;:N@+RQ49+-%1TVSLS1R-!):60:
<;'.6W+R&""#AO2O#; M_#AOT0G*6?U;H0+P0!8@%,2'WIN_FTTTR:UN1I%F9U#3^?
#J\$'W&&B|Q"|I%WY""V(FLN\$160YHT< MQ4QT4EJBM!O#@7T+CZW)0\FH?0Y.)D|?
N@+:^T#|,1H*;H)_K/02:_AW!>7 MO|;(.|B7GW\$6#9L
M*V3H2WLZ0(IFR>N/02|;O)436R*TDF-GNE#C:QR\$L,,R#3VT1^(6&JZ#X: M-ABXQ@

2'NG6>7P;K#|3I%G.:S*0Q8NAYSZZ/OYPVS0W;L80A;4ZDJH
MNE#4IBC.0.#^<@ "R0.,6W.&?4^0TT3AX)3"(@DH)+-'#D|W8.(K|P2"Q-18_
M@L0X%)%AUL@ZOY 3V//TYL^=7P-"HOM\$WF4QCKCB)/.QRS;%_6=?KC=_76
CU8L'%94QY"& M>Q0&^!R1F_Z"!OU00;G(W4*79Q-N=*1P.LB:"V<5(V_I2U_9N-
M3ESD75% M1F=B!?
_40@6)QN=D8E%B89G).1%+4|2W(8.47|N(A3/QSRBH,&Z|T(&:Q+?
M|>U.76>FZR=GM4TP67/Q6&&;M5)J).NBI%1(89NUNC\$V:Q+Q?VN_+|Z477??
MJKP)HS47=ZS9:I5%JU5*FW#|^E9K\$MW/IB/|/O?HW)O^-,UEPLL'Z|-3*8
M:AF|-6|&BIPY8R4PMB%K0,FZ:'C|L7^2/ESI V;+S>?9+7>3F-=45 ^\$#&< M>T|+?
972@8JR_8|UT 10& M|F|M^.>&^CN|4S+)-!HY|")
"O=T3S3.V2(@_A928X+?|G.C/_XPT2GB)SC
MV:&!.M0<2W_%%D" _DB%":'SRO#05.L_)C\RO=2U|#+5C6&ELBD|" F=PD"1
MU735)/;H+X*,O-Q%BA81K7(L0CB+_&)NUD*5A,KCT?BYX3|H|;O?8#>K<-5A
M8T4=L#%N%F|R7,E8!"EI+\$(K5V X:RQ"D(_FAY7CZU;:O3FT6NN?31 D:8@^
MJVI#3:/'VQHTD"J@EI@WP"6AE*!Q#|)=M_ "@74)I6Z_=5\$;W;?N:GO;+NU|1U6*XLRG-
LDW"S"NR@CF1^DA=C@ M|F1X)A_*J:G42O!72";YE> H187EXD)Q9)(;=LY6"W;:V
M7(IY)OV\$KFN?61!3."|TCYX'NJ;TF?DN(RL_|MV|2|ZNQO;|.G|-6P65*)O%
>.)G(ZG8|&8G%;WZD4R>00AM)O%^R/|6LK.'+ MS;A@7 H(8HA, ZO|HU+ME4|>_
\$J^S^*>"V@A*GG7|R5K5HOU=7\$.4L?G5D;
MMA4PHF.L2J|*2PF!ZLR&0=ZQZ*#_N+%SD?B\$K<|8^!FLUWPPHR|1|EY5MNU| MY?
=C^_%HY|3U#=#@#_SA'_E8V+PZ^9"JN5=C;5QLEI9X(!%R2@BVM4>
|D:70@NX;GE)61%0Z:2.E|6(.7< 0B4R)(4|A;/A13BAM|SOB&S/\$Q M#HR7*G&?
_L;&%|>='V>G O/Y(Z.2..|BQ^F/?_W%ODSBME4XO: ^HU5*CF5AU
MROYG93(3^"|Y|I9<9/)6-"0!S<|= @W9YAT=O28@U-"'+MI#4-.C4+1:3X'&%
M4*OW4QR,/:HAMG0V|RVEFP M^CYR7F=
KS5N&JE4:I7H|"@\$CK8K",X6T1.2:M=FZ;_#&W;4.WPDPN*3QA
MJ\$ _=ZN^;=41#\$&^<(_&%%-LK:1%+V9YY9X^U"I69L^"HW4U<;AC(B059(2E M'(%K-
1Q%"T+*+TVUHZ?:SMZQ>;A|Z5/MPJ|+6!ITOB!!%LKV+Q.QCDP!67SR
M1U(Y|_ \$IS@@8)RR&|_RN|?3M/GH|^'5Y"P3YBO?"M=UT?(B2L? \$T9!>3_2
M7R77EQ|^7#|7MPQ#>+^J9P_6XTFG7MW,-.&BK*.4EY|CM&@F48JC|<*&^&6
M(*!;9SV>T>N^|VZB4G(Q4F?#'_GE_M7/??3(YS M<=Y9*,?)|@FG0ZN:D09=2*|O;FZ>|T?
I_H;R: NSD(KR|J3G3++BF'EW)@6P_M/:AU0:%ZJ>4A&QBU6XRL?|C|&|.5A:9F6
8.7//P=7;7CF-G?\$NPRR3R-8|J MG"|DL)|EUQ0>;OR6&9GS|D9-
YN7!ZKNPSS@U07B#;)N-V|Z;:%(J%)>J#\$A M\$IM(18E(0C8SP1)&!X?D-0E+8S2%|.7EA+
MW..Y9EZI#|\$|_&E?/+:='C"LV=H2404"\$>;=Q<;D+>|CI4\$?)!*"11M2+)CS:
M7C#F0?)L@@"|!H?\$2N LI>_)%@J@00>VV:.-O|2^ZD\$Q85(Y5/\$NXY;:@22 MZ/A/"6-
85|_Y;IZWOKAGHIQ?DOWXX6PV-&*Z0G5-PAD!%(T4)T| MP^%|+;
(#U:0|QH%9PR*>*4"=UNM2_0=NE-+0R@22N7J"WB-VPN(+H.%JD% M6;CYTG>?
#J"6UG#S)/8|4||\$Q&(O% MB3 I*,*(D?TNHASO*& 3W 1E"N3RHX_W&/O3?|9)W
J7N!4V^|;P>MH8+0M= M"R/\$LLU/<18|C?*1F7S |W!|+
=JF2_1ZW8L,GAOS,5),U">F/L9M_/SW:YR M_00@<7#?
^_1&R=7|!KN3&O)6R/EKJK7;N5NM->_ ^/LY^|B(;^R(FA\$H.B!|I
M8|;*IFV%C.0AF68)4_!C&LYF;B5?J+L2AUK^|HLX@#A:3C"D;L^P+/1;:-:Q
M_0'_ '@,._ WWPMM|,O7)\$#Y:_N>KW 77V=T"!&=M|*'EL)|^?9-D^;|3=_G M8TN|IUGLM-
"YHO=HO?N!BTP8'=[EN/_ "K+;)>0N|1R^|C_*V6C/M-=)BHF_F
M(EQU1FM%JURW'\$YIB\$B-0_KE0"=|P8?SLR?8M:EP/|M"YA|^U;V6?6|>G)Y:
ML9.G&5H%1).%?"D<(O0=10@@ES(J2W-%4S-W\$>M_ QUB#HOVG%IN2SHM:6HU2
M2HTI9J6\$R"ERF\$GX/1UR-^C0D?,P>S0WS|5L015! #).DA5) MX!#RI8-YG%9|C|?
E<7E|!&S>|5S_M#O/>X?^U#BZ*+_=@:&:X8+,7H|I|K@6 M/'-O*Z;I
I\$O6@,2#32TJHB^C33:|D;|C.WHK&8@.&|'CJLS992G0UQYBBT@
MM7@X?"TTWSDZ48R?3^;?:S^U>DCGCPHP0#&2.I7>F3M;:;T+AY.JC49)31XW M#&A
(FMR)%LBX8 ^H^|X>;:9MIK'P9:--FY!@/-%P&X1N|JR-C9"HN\$OF'X,3PR+%T;_P?|LM_?
DHDO-/;8S;OWX|M_ L|4E'YB&I?KGVH#XRMZ
MTL,4XOWH"=7J5QF;&>AG>6N+B@+=?&1+HXXXVQ!N.I\$5=#*>8YEZ9,-U?&W| M"
(\$8\$0A'#()OB+KZH9! 5#KX:B16.8CG;AE|_ TNX|0 _PH MPPV|/M.W@RWQ MX-B1?
95!*OPKMUMV: _^RL?H5|D|C/7;@_"I-|5O_85^#/_E/_/G/'ZPAZ99"LL@#^
M6%)H2ZF7*M6H4|(V?!6HMPK%\$7WHQ+<1/GEIU?L14UE:ON_ZUUT(' _XFOO1)
M/^3|7Z\$;\$G_ =+|/K|_WNBVWVX^/@62YYZE"(N?2"HF*8KC=?I5_+;4&-"5R

M@6=. %8Q9? \$B #PFP#@D@V%978YA3-!I;!C!T \$@IJ7P\;X*%=GEP_+^F>G"BY&:6JI6
M*X4%28]O, G2)6'DA/PYB*C*<4'H8W#E^A, RG@V7A\LD2S+&="LEZX??U+
MB8]K,D"Z#:.%?%K-"\$H
M/&/:J4RT67=V@:S(DS|^5.C!:&N,UR<I)\TGY6#W>|M/) %Z(3!XB9C\$>7Y" | MH_MC?
^\$K#-%ZX41BJI2J*.5*+;\$V_4/?>B]I6<18R1'>BSAU#60N'0-/ =OO M;/KVE-^56?
LRTK%/Y7=B,A"Z)Q95;@LMNY!YO, |@)3@1U4M*4IQ]98X
'HKID%N8Z'OFHZD;MIY*;N/|<=,Q=J-QOU" |;9P]FTY=52GJ^ |
M",VKRT5/>.,!++=5JA6CNU_+UIJ,I !|&L*)48:(\$)|/\$HCMD,R@/PX|I6-C
M@JG794',GYW6Q?%XWS%:>J;5&^&5(CP2N]JE+840WQ0N\$JR6U5*YGF-VR)NV
M"H0<: '\$ESE7O&G3N>A)RG|ZUR=6, PVK%,DO8\$?A!:S|8M,|<6\;GXS"+_QL
MH>OSI^|7|/\$>/C"*0Y|#DM;^YFC/>,V%+KYQ?,N?=:+S4;R?VJ|DK_+|V2
MB/9=\$P0JC_ECHKI! ?XYOWR|)OB|=F, _Q'T|8KB#%I5FB<7|1/E6N-:>VXW25
MKA(#.95=AA7G|R_ %|+\$'LA@VP%*LO1!67M0(:I;JE>9&L#:WI//R, ^2A'!*'
MIA/= \$U&\$5|R1U&\$E #)"2Z>|I>F=|L>LA:|MJWC'SJC,5H9'A""CF.0\$+:<M=_M-
:Z1=G5?N, ^=|+_K"0C9WX9B*4E);J4P&H\$)^278IUC_ :C^"6\$0V#+_Q_A
M97(_E3>F=EV]5|^|&)0-S|R'?9:T|XU0L|LAY&V"+.)"!QH#GS*GT&'H=6P M|9@:#MY|
1RLA5FO|E09M6N_+^R7L,-BK^*#W|L59,1L4V2GZ&_G7B6T\$ (%Z>W_JI?+S3#W+|*|)
8C4_"L/7="|I6@)XUOJ M)36CS^)U% !/ #H)M\$NRH@X_RXF)TDHJ_ %=Q#_ @\$
JJ*#A+97O)D.&:3A1:Z MLGJ_ ;G|Z_?>T=:WL&;M*<%- '7|6BY5D!|KRT%DUM6TZIF
|@QGI/S,\$^ - MK)AGDH='M|.9!EL#00A7A?;)00CDKG-OWQ|J^KZ;JW""G%A2'0
R4\A04A5""*,/4>|. 'OC|V'4A|I|0-+7N, M\$0TK;?2.N2MI;+
I)+:2OL)5WT09*8!SAKX8GM65>:R63:_2N,|W)7AD'OJ.- M; Z(:\$<("(-\$CGXB\$?
KHX';A=; M9; /EY)&W0FP5+O|RWYQ%5)|2&DAS16>4I>9-:-61%P9.=E.VZ_I#""!4/>VH
M8_UW|Z(R|&, !<=L:|I6E-URE|6K!5% C*PD-FRT+1S93)AMN)QLL_ \$DS&U&ST
MZ&VY@YA,US':?2G(SB'N@:L.5QPW^7=G(ON6"" .2&:0&W#=#V#_&, >STX9S=. M6^
71">|I_9F+8M'=ZJY)R|F&!)E083!*B^ #5|^4D/\$Z|AP(98K'M80)V<^
MT/(W;"L=6VJCVVS%(@)@ *2G8>O!"QT@,;,> :Q"L9.3K1C!!MCWPO67%*2&/U
MAC)1=Z2S2C?ZICB=
W2G6OYZOK5|Y_0\$ _T|Y"F+*^NYDZVM<|@!\$3CXWT=D*4R|&&7MNE%O
M/NVIP_6&1.M\;FIU"RT.K>4VL)20R%BN,5C!TV%B9<:::(3(W*D1|HA#1.?2 M"??
9\$8,.|^N)W""64A1%UQNW0=,LM|!#&!CCO*3^4EY|478*NI5OE^|3BV|_YF
MEE^L9.K|@MRU_3P5FN|I;X<<_D|%"0N^HDB2L%X<*KC2*E63_:%7SK0E:B:9-KF|
M'FX=QTC\$VF3BFMTI@69#,DM44R,BYV;%@6S^| #2-VPK.4\$(B?<5!4B NYP0
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M9\$%|28#BDIK2O>S'8Y,#2!+.E &M-@HY|4(OAC+Q?2P&G/W|F'OSCF|Z|6C
M6>2%;%G+|L.<(1^1M8VTL-,DH|4|GA?DOE01BWJB&64W@801*R!>PXA!0@0
M"M'H%V2>U|/ #BM6F,>G_KWZ|.U9#<\$8X@.VX='UY,/HU< <8H|^0..3:*Q0|(
M"+N5&&G|1V+ F;-2GC|4|PB>|'GL|^0&BU^-_"|,1S7KQ^#0TX-%KV1KF:*#
M|VSM=%W>L:NH<8Y=))0<&M"K|8P=Y*QB9\$0JZ8-U9|E>L+)QG#\$T:KV|WD'G
MQY4/FA3>_F(SDU)VOW;NR>M9)7./VMQNYN">;7E'G/-K:Q.D67@JV2^Z_(R| MV'
|OD8>L<7F&*\$=&2-<+R|W#?R@+P\$SV?>|I>80XW/\$_E<2TNO>V"G>%;!|
M|'O#0#:8>6Q=')H3_*,/VA/(2_MT|OWD26T>7UAAWUI<<|_>K6K+>*E-PJW
M:R'_J*HFVBC_6U|QNJASW!20E|LFS|_0E,-6(XW(MK\$KJ)"84HIU9>H+N_|J MX-=N|W(A?
SCKIY:/9,:9HWM=MT)M+@!6%12"#(L.AS#|3!:FM_7LNN
M^KI_|C|LN;\$E67==WZ%=M_=)|I/8""D)(;N=3H"8| #Q!.W9?G\$()\$ "VD+\$
MMN'7WZK2/*(1)&_|L.VV0:K*RKDROWS|6MX3E>%C/T|U0ZM2/:50<5>T*B)? M7#*7))
:X|,"|(_T^PA&O?-WPG%X5|&AJQ34CNM>M*8J|S|6,E4C^5|6^?5O
MY29U,:|YZQ^=G%T3?
<8G\$Z7OI@CO,|^XO2V;3"960LQN#,7373&C@WKO0!'E7N89'|CMYN)\$^GZI/1Z61KUI-
?-92,FA@_MJW@O6OP:#!/2OTA:39@6D#+=CMACBV|D&C),3-H=YC*Z@7-
ZSF.:P001"W|S M8JK8MISYFGM?-
M%OD^L>GWW|4K;D4VGAT=H.MZJ)9|^)S&QB6_O\$7*Y?M22
M)E+K#R0N*GGX(GE^++|JB&^_Y9PS'4O@P+O|5OZP|AU7P"EC.(D!FNU;Z9-M(W.7)?
JWOL'QOHQ6NF=WP| #&;J|9Q^OP^N4#!K)&QZY622.K<*@P'M6V"7S_ M/F0&@T9-
Y:6>\$YIDZ-C-;UIK69TF))EI8107^(GQ_-PD>H""H>@^\$C#?,@ MP/%6'BFQ2J(OQ-
Q#V)!L#NCAJE#'(&P-\$HR+%>6B#IXF6!FBE*DV4K_6M98C
M*;686JT2|+RU+1D+1L'^UY1%PZ, 052RF|H\$NY>TJQO9J#6P5V86'&|O@#|) M'!
WU.'(2""W3!'CAG!G7AV#XF PEV1S9Q3X\$9*P+X((R.TBR+_U7\,H0E=F

M!GJ%UCMON):&M'A=ZM)(42_L2CA^6/"-
_Y)T+5KX"WROH76^0H8U%"S00&2344)L@)!:@G MQ R2.>40^RPO?OK#R";!:>
<7SS>OK0?VM5!/?%DZ+5K42F).PP)QFL(.9T^#?
M!3#+S_%MMUF;WDH9;MQ5JML?.L,S&8V6"F*C>SQBTKP2N70>["2 M0^JT3)\A.7:I
F3YAIW.=/ T-83WLBH%9(<\$<6.8?>6!0+UPT#60#[\$3[D.] M?44?<#PW6V@?-+KE+8"
UJ47U5:X&3T8(X;1/@MSEA ["AI:9-/@=W6;AWH7 M1C1@%0D^"IA)7G_]J4WJ1WJ-
%0J;_LM>NY=F2W*.,\$!(97IZ;2 9L!%GR"L>H"L,SOX6W2 !;VVD M?!,6IDA05!GC_AM-
'^8FJKNK *^IS_2M!D\$JH6 MM! ?GDG^AO6<\$ O>DWQHH MH.56CU<-
(CBX"5[9C1H,F"YZ"LA78(&JT">/S(_9N5=ZFN!U&8AD>!--RI%%A MZ0N-H7@P\%+.RH3J
G7U!%8WG4M :8+!;/&O\$/>=(ONT:1'MUF8BM_HYUNJ2A?,3>^(?ARM
MH69WU:.%\$:_\$(7)=K40<.G%F@DIWJU0HQ4IA[N%PR:P*MY95 N9GD452X(#,
M;HK6**F!MP(*JFZ7UJ9IUT#8A)TA#;JB ""73+D:MSZ9LW;,)J5D3I"%G"VMW M*#
@ZGHSFDK^(*>-%2ZT7R/YIB.T*2G'/A>:B@G%>GT^+7\ MV+W!7W5F-M:
(00/0)B!LHQ5O.VQ^D1138A2!-HGJE*L>E> PC/2&=>Y^14,
MLA7>Y18YRC#3JRDG(^A!7L;!G.CKB+DA6-LBZPOMP:D)*/=ZT2:FIP]=H>KT
M)O1!8G0!;4F+(Z1YQJZE_KY6(NSG9;+4I4D))>#;_@"5&(U1,FEK1\C^+ MIN9Z*
%6L:W%) :9@P>="3I3YCKJL/:QV+BCJS\E?3!CV1^NKS L7L%:%3N?
MN&TG",NX;!"AYHE>U\$7@Q6K%Y#6U,?Y@XD?2=' M/ WL!0Y((HL\QSAV6D%+4?
8!BS/3Z&'(8P02!_@S4.M!;WS 0>9Z>RF A MVD^_L4^F8WA!DO?W79L((&
IXGN;"*YUDUHE-^ M=K,4)&\$=??ZJC@L.G(R>7E70@,G4 G!E!@P8<*/\$9"/+UVBWF05-!J
)@^Z2 M#K4/IRP8 Y2<4S;TXHVB<0I 4U60GK<-*=8J2=R'NA:U?+=;!SFZA(.?4N\ S2T3
MYAN\$/CL !'8ID5GKJ#C\$'3'&.10=^W@D<A@*IEM MQ*D!!D:L'A?IV)V- V.F"A2-2=XH3I
(2O-,>"FQ.H\,MC7TIVKVWEB3_ZN MOCU,L%AD?9P5/Y&/5P(E\K4;7N0%HA6
\$ \$T=P1HW3:RJE CV;\$MZTD7B"N-I, MG-6,[A!>UNJ)^, 3MS_%.2R\5.YZP>/SC'14]Y@.,: #=
(M'A??@,N59'1I<9#%^C:.*+6"B7],L%8H/7!P,QB+@#IA 0/+J]_FA.EH;H
MZ,5#WL/F5X,0K!0)\$1!JK8R!;#U6*G!O:_UYPO>T*A@D?B+XM%8>L_%)_+*^ M,G'H/?
D/HDD',4ZA<=%"C9 M*R409!)4+:P@HR"Z 5\Z0LKX:&%\I\$%G_HZU0 HV%%
M)P2>9UG,:V /D=9!7X-7M!&;S4F%5<=,7-RWSU_OGLY?UWK;DN=,BA(C_O M0RX?
DLX"!V0#['-928WIV8C!8DJ.4%X81^\$J*2F#)WIGQ>N\$P=:?CM';4B
MR;!OBL5Q,95#Z0OW+P!\$?KC7HH,P=2GT5\$T"
M#S6>RF78>>B1FH'S'>4\$W:H2S+A>_#V9JOG3>:>J9--'1/S93H3KI(6 M^0(C@BZ
:%L)BRQUW+;(/.*S'=5U^EU90S"T&"T4;!MJ+!"Z+HDY-HR^DE M4
;&:^H5U!_B_8QKAE(&>W8:T!K!WV7@D\$3/MW3>G%Q4,AB"B#;'110XO MDH' 8*
(IQ49FDL!+\$7!@G_HGHT&G<64K>U4XX>IJ>HAY9G=-Q52>TTZ! ?RV M2M<"_5F(H6N-
_C?;J^&L%Z")Q)E2VSTUWZ2"9;E_OD1+>(ZC7")?P%D'CQ!OG MNJGH=?3%_C7:S=H&
I6A]1V&"%U^"!+SN!>9,&A>[;AG&P4'C3Y<*X4JQZL.Z M<10V
6IH"JG=T+03O:)\$%^VAIV/VE%G=.D536_@?B@AIBS'#[!]+Y8"FL6C
MA,UB9ICGL8/V->ITN)O974J9OUF."\$N2F::C#C#&_&_+)G@>[!OBXRR2K'
M)QWY07B4N)X3PP0Z(:!^/1X_OK5HYYLQ?*AW6/"UAT/K#Y
@L="1XVSLQ'IT;GO)*LKXD4'0=L!&R!&;2/YI/F2D;OT]62TS2%C6!60D,L- MHT9/I-
I(42.^HU%C\$%Y^_'IEGY!(BK2@MS9P#,G(5*CTN5_L6/7F8X_8T70-M65
01%4L4'_L+Z7.=HHQJ(F,;O*T_5_Y;N9I
M7#FAX^/6G<7\$8BC#\$3U&H9(W/327P;)+FYL0K!"V5JSI##KVQ1LNK.ON';JR M&>*Q?
KERWGX!E6X&8WLR!<&=A&WP32R=DBA;Q<^DX+7#6A#(Y!JP95CEIQ42
M6=%ZH57;RB[B^*HM(ML\G7O;QYI5IQ,Y4 U!6&1># O.%\$M\$A50!HEM>Q))
MZ'KIGHA,\#8!.R+O6F3+- '8EHC=H.((L9&1656V%:2%I@IR"UQ_QX)-@ MXU-
=F&IURUSXJ,163!>+0ASRV/NK50^3S\$1D&>3R;0-X_)1_2'06S1U!;C!LOS;N_E8M%^9
MZIY 9PR&DZ<1#5X&) 1H0XWM(.%U;B&>@)6(H4".0U.R&!PJ-!@*JD) #7X
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T^OGACV%JQ3..X63UV@@@R@/T&4GB7&!@I"=*OS!HU/I!E,@B4:X5"8KZ
MF:S6,U4&%AUY 3PJ2=W9(WDEK>=;:XG4-UV)@E(2HZ23C.L=I%IWGUJ=Y6.82,XA!
<JY3JW0*0507 M-
#%N&V#EDR:NO+N5K!;!%RA5U*PGUDH2OD9IT_==%L"@#C"_=L]=B9S5TMMPE
MI"9MY-?)8I/Q>56Y-94::T\$|K:S\$,>?)'OK\$#V\$*;@YVL>6QOB7N35W%+RM ME\5-(I"
I9?A#21B\$NKA7B^LA%A2"H:JU>"@@@U7:E^P^D4,">|ADKN^E%J4/Z5YI_/_W 0Y! ?
M8A^!NE;B>T+J2IN\$^A!*,T!\$Z=S;QJFD2T7!!(0H4S\I/#IN35^6O:I'J0T^ M?
\$YR@=U[M08I@H^AG4GE>S9<_1-M)I&5J!U@S=7EB(>(3%1+Q;K+_+/8LA9(M-

G(JR+'B!!O?0#9A.D(/C9#VC0LR(I?XODO!*!XH(?1 HDU"WG\$H"+J0:4M
M|=7X<%|X>4BYX5SL93ZAO7HRJ"TDJ20:DJ@FQX-)O?S>U**22,JE_09Q+1XM
MF8NK<=!
(1E,GR44O7F(8*):IEI..9:*=*PQGC)'TB84S@<4G_U<&GC(ADHIX0MODI7IH<*3.DXW)+
(//DQ6OP&-U8\$:J_E&/V>7I_5_*'M.<:0PW3)KYJ='VN/?E9.8PR71++HUU!)5AG0X?
^'^;B%/C6J2%7=>K(2%3HW M>8AQ?
YL3P283#)%T7MI8F*1*^J#^4OSIK3@9IJ,%/FL6^S3#H5""DH(22!*M_I|RP|)*7?
CCAAB9U@!K8>MT6C/@7FI7Z!)3&OF@YS> JRHJ2&R?LNXMMR| M9TU-6;=4Y61N
MGZ7:=\$DD^C>|_NUYVKJ?&U,3;;\$B^E3E:+M3*^@W?X_IAD MBLA2.4WB@M:_YFKD>
E^K4=T!G>TG":\$(-82&&Q!'5:3S'3G11;744|SO.%Z MFO3*:>|/B3%9GCOA>
MRKIR,4Q^>7TE+DD;|'"W5KS3NZ='K&HL;LN!G^O6T., SHE|OUZ+5 MT*
|'"V=HU@VH%|E0M@,%1W4J*|\$1F49P ME.\$JH_56Y!.*RO*M0RHG1V;.*YA:Z116E)\;U,G%
MR9B;^(X6|:U@2NT0LEWDY*M,X1URG:S4;'HRYG"!&EDL)8I8XBIQZW!^~BW:
MJO*I=C;*IU*2EI=-GKR|XBGBE\$IF!U '#D5Q M)L 14DA9J?|"HOXAGU-^%|
7P)V986#NQOJHA/MU9C?(PSX.<-BL|\$(O#UM M\$|T<2 RG&&NCC=6IQHWY"&Q1F>'3
XH6_%V4%FA8IXPTD|8@?=:5#[MQ:V4! MBLMWK"+:X^VG>#L6YS)0T0V!N?T\$'UN
WQF;1G06|%J-9:6FW*C>

@?+|XOFG.,NVK5_KD_HUY^.(I M)_5)H V,|+9N"J
<+SNM|BMSPA/TXS75:8Y;SX_78_KA:WE^TQ#O3MJ+YP>J M!+Y;HA^NQOWF6R-
CEXS.HFLMSQB:ZC8+3<8*ILO%*N4|L\$T|PI^_%5;-' "&
MD4!MB_AO|)KE:4VR>K0\$1Q)B3M9?X|U|_-9'FU/WIFY)W8U>>SN|H@9'O9);
M4GM&C|3HJVAL8^M*/(PY#XQI!UO/@?L.MP!"QG23M'WB)^A_0'LW*GQVR
MD@1.6GF|D|'K66#PH*%)\$XW<1./O,?Fj@,HT:=LWU?HTM"t8G|2F:P|S/
M;A=7K%_%ZH@ZJ!?
13YWXJH_V8N+:A.,|'NTO/H2W"4|M7C;|0I\$DW1HX'<9#'0*'S"68I(\$,W^EUBVID
7|EPLP&SXL52=,1.1Q M,G_*UV@!K<>|+W.,1TN+&UH?_VK3_&|WNN//,T_/I?
GS>X|TN3';Z_G5>EXG
MIHUYB7C,6ZT4"8B"L8I|T4Q:E8%GHM|WAQFSQ;&+BZ:+JJYF@5O|5+6V%6,G
M8",.WSZ<\$K5YO|T9?_?W?!M%+_M0U;(|0)3HEJLN,;1V_CX,/DZDUBY13W?
M63HD*\$|(9JK18Y%&YI%Z69XLR.ZT0;P|,61"F4NJGJGV MH8*J C^YV1C|02_D@6-
85'|5U8%K50>A0|P7>/BB60.NP+KD3DL?|JROG:OE M!RD,5BKB;*E&7%>->-
!4GA<9;|HS7L|'#8|!6014ZD|_|)Q"872#,J>|B.,: M9UI\$X\$25V<2|QU9S6;DN3X|=\$+-RR?
SATGMXO R%>|8Z(J>|HP!=TA;S&M' MXT0/7>25M;BO"62MU>7IK|&:G=|5J<*<
<"\$H>ELE@D@S:5\$PB02,^X*(1=RL MQAISXM|"\$3*KT>#8WJ1>K=R4W<8|:-
#;P%8D=4@4LUJ&.Q=1.RML|(.?@SO M|6EL0,MCGI5EK\$ _+G(L^)|<#>_-M&U.H(4!1_
VM>Y577;4E@_SM>8=;MUL MF3WGO1%WIMQO3\$|RT3,3
99K+BV|=IXH|"|Q.Q1^#;5,;6(\$@\$56ZV/>)3 MX7HZB%" M="JJQ-C8H|^\$,R%-KF
RF\$#>W1K|#=IA""|NHE: ^'ZMS^>:N 0:_"|QBKF MTE^#;23=9T,E.!YL=+@5P'E%%8
4>4?J./P=^B?^._?V)32?S@&/ ^MH"\$P5GD ISU AG=M?:/<%/Q+G(.3:|N&#AFH"
(#^;H7>)PR U822X6&\$YB M!S-1DI%W^|8N,)KY #Z.^@N@MN0Y/X-
:XE!;LOY&Y54R(,"OGA",U!|(S4# M51ARV6!0L9OLI+X|NT-
D*!SQ4\$<88A|WD&U*KR!)J3X &|L3.KL9L+="#OQ M"ZC 5(<0J"N&G;'2A!/_OJ=S"1;8SB
!E\$(1+VH7,?!MH+\$*'D 5UJ@H<(' M|!ABE=^=X, J_10(|6_#"3/K
EYZ9LCI@S^Q(|.LZQ&Y|WPO-,?Q6OUR6Y3:|E<8CMJ7;+5'AN! 5SY%,"HGFF@%FJY
M8'6_6=TR_)X634B?3>JVTABR8U-:|JY/911|1Y#!AVA9>KWT*OL>>J.^W6; MK,O*
|=D,>=PT9*E4|NA%5:XI5>8'S ?%?& F(Z2>7F:Y&6%) 7 3ZIX##Y M10=O)7-
CA&*Z|E#9;>.#YGCH>(-C0JF!-%GP^,VOE%I?W5K/&/>*EJ\$K3H5@
M=O6*3<%#T@LZ_0F2+JN6X^4':V2QZCIXS,*G2&/UP:)L=%ZEJHJ^/'^8&8PDOF=G)Z|?
>|/QP-O3,4'^AQZ@8#|TW"ZP^&,V3C MA'BYM K06*3;% "HG)R@DVD<4&=N*\$E%V #UP
MI%8='BT24AG|H<84US=W>C2AJ"?H|.B1OB\$&/J#D _JB^/;&LE,TZ_F<":
M)'8*/32@GL\$OP>KIB3@'|P2FDN:|NUWP|-M%@56DW\U=.<1NYOU7\$(5H'CL*
M)!I&+X?O+J+|'_D,/7AANICT'|LQ\U00?|+40_'D@_M<>|K'*W?8*X!?'V#FZ!
|J2\$V5=3N(|ROA8&,GD:Q^/XN"RP60% \$#T\$6>19C M.'D@L7!5110XT8,|R|,23&
|!;X+W@:_/5)L'(PWM1-4(BNG!H+::PZHQ?H|V"QPAS^"X\$'@4LS\$G,9
4\$C(N)X\$U@&|GH'K M)NEIU.P&W0+M|?1&=O*.;H|1<*&&OJ!>#+@S)U97|B_L+:F:
(F)Z9'\$JL>. MXG\$| U#4TP+VT-9!5BNLZ 0=|'EC+(T!5%,C|Y4?:3QXR3(#UM6XC69J!@
"Z9=UA|XCG:|<SK?&"|?:AKOJ=AL"

M<+OTS6J!PNBQLUR^7K9JXY'NZ5W;M2O*"NABIS9=K'+V(M\$K)&RD/YW4D"\$0
M)6P>8LR>4*)(XI2GAPCYSLYJE618S;O@>_.L)E%OY\$5C7B(75&99S;O;(#56
MBU>S2!9)TCLJA>:RH.OC#3?%<4<6@/054]^M5SWN?1W4:5F=!,/RGJ(7!\$Y
MSYI:6=%Q05-WCCNX,@7TFT_.#NHW!Y.5\$V&R+.LW_H\$6+X>/M=(MGU\$F6!HV
M(X.FW1Q,AJ)(#'^R1C(377%,P=JX#Y9?'&+F!+&?L&?4?!BB890*(&>0L.K M)IX7/^5?
5M_.F;IA(&ZH1E, MV2=;.,.<+F4&D!#*386FN I1-P "/N7YCV4T*X4Q;2>\$2QT&B2F,R%*
!M)/W_?2L;?1-DO?'BEB00\$MVKBQ+Y.CI>@6L9&_<7AD !?LG#CIRF/U2+RX6 M=RE?
U!OY^>7XL5X??LE3*5!^4)A9Y;QJFLB!1+2RZ9E;2@QS-+!_)6B.XF MI''7^-1N'^-
IGE>^P!;1ME!V+ #VT\8NC4)T'7X,C9:2H2!.&%U,*4+<:#<M%5MCNQ-6@(TTP\$%M&%
<1(90W2R!*:5!W&1^!%)L9HJ#Z7I72=S=\$ MU6MV((X\$X+/'^PULI)
!O=VTA1!;!L.=Y%5=!!\$!H1&:FD_INJW_OEXG7OD> M @C3VBV!L.X6F0+&V&]<.!3X!72-
Q4!F-(FXD\$OCA\$O%(HUA,=B;G6 MT=Q!U@IKA*S5N1K(+R, JYRN^9.?
7IT*).Q7\$S!_?/7Q!F!GA/W_IN?6W%& M!^L3J>3FH#BV!/>L.V)(-M=W?%M1*
F0"Z!|=!\$9=).SR@^WS+NWQ M9O/94GLHP8L^N 'K+@E7\$(D'-
C6@4@,9V2GSWYNB/+L29T_LS(A,T/VFVL/A MU?04K7QCV5H>C2^O!%ZZJNDU%W>"9
1%MNY">:4"6-L5 HV\!VZ3=<\$G8?M MHFOP(N4SP,*UEH?<%-
N%3J%"0%_0Z6<<!5DJE!#4J_ ">CCP!4SZ#^/WI M\$%L+H!%/=33:@38;:HJ*IN!B?;L?
H!8VKH3!/"#^V30XP32^B #S./X4A^!2M MXXQSFIZZ+.P"3=-!4J?IF=;/M12XCUC#!Q7B
9>\$K8J;:A>U3545F5I7,\$ M((Q?T_L;BBXU80G@M.9*F,F78ZYO)&N'HJZ%?
GYD)HN8T8LA0S+F/7, M,V:M!,N8MM+*K?"879Q_5.O)?B&XZS__N?@ &MS+,_PGJ?
K_!DHGK#" M3R KOS%4>@M^Q@X.U""9X3Z"9A!M&ZZ@AM10Q7W!2O;<^EZ-
2@T7R':W,-\$4 M;3KO_FT5@NT#,_^\$TDOW&H!;XA34DNL!_?F,0V4 AZY4(Z4>6S-
_Z1_L;_).1 MG6JAZ;_-\$*!D%QB:>!1L+_!1L9GM.<3*,@ MSR?@0004FJMN\$X.8@>Q>-
:TA[KI7!6!%_JOJT G@P!_7I^?WJ]&=SS*RJ M0_>N-
!+=^P,#JYU94FB==4A@VS!X7>29B5:5'P=V*PCXB9,5GC 5^ ^V/ ORBM
MAONAP8!1W!'Y()@D!C""!0A @5R1+\$>.! =T*!ND4?
*UP)NML#1%4T5',U!79Y,C/<!0H!;29!#3GXHF>>%NTDDA_)V6SDO2XR-
YXC871DC6D!W MB 6F'8;'V!'-'*Y!Y62@<3('FKAED.XYWB QR)>BU@!>,X1*>Y"WG-
I:P&E*: M""1A<(ZQY9"0Y8&&!JH=9'92\$^!WME)ECIZN7!NL=P!0VQ*)^V&3*!H<3%
M/>B%D57<[VZ.>!:4%>HPT5*8H#*_3B!E=IEO@.X;98/JB)'HY OA J>W"TT_'
MY"@)E:>#*2*5W!\$4!(3T\$"667^V3VOFR?WP_';GX'TKLK:S)ZH;HXV+2(2Z
M.LN;Q\$G"4!AW+Q:E%+0T.AQ^3J("E88_DFW)#36!2@!%5S:SIXVKZ4&0!90<
M\$O)F>7ERL>Q^C+P=\$FT=&%I(+L0Y.;J00U=IZCG-5D2>*!M1G-2^9'P2FZ-'2,>N06%
M^2=F-6Q@7*>S5I?>&N7A@N'7W8*C!RMV3C4V)J M*6,J'KNQZ9B+2M-TJ=RU:
UXU!C%-SF%Z!PVVYB(?-/CA5P'H#*WLN CJ# MDXIV&"ROSC_>YL-J=;@>[9-Y1
R&Y.*JHB6CK7D9_#*YIVDO*110MX;\$"&"N=4IEBG>#R5>^WQV=L%?
\$^)EI?:VOONA#*FM('=";:H*JM&2Q,:=
M4+U2R6NK9#)ID(;@)3)..84KG!1ELG!RTVL^+ #^N_I8W>N6313&-=LT31X*C
M95333+5L94XE!>N<!7L&CNED*5S0)*!L;J=D!/?VU??Q(K.F")K,W,;:LRQZ
M(UJ*=N70C*TW_9!B%2IKD/ M2N)B-R&D!N/@!2V,ES'+4KNKDL2E<5:M\$2B
M)150.JOMI0U//.IW3&*FU'K@=V;N2Q,7_G7LF^X.SOY=B M)7+>8YWJ(1O:
(=I52I+J(X%26.)P,Y>U6Y@Z<>Z>4'2;IX5,Y\$D,GJ;:'(Q> M,I5XR5W>M-)1F\$?
E,7ES>SN^9E9!%&:"3B>WV M!;/LK!A!LA@S=0?&S#%X!@<-!;3@_%1=[#Q_8TKF*
!957WU9/DPO9^?O!V-^ MR.7WT*!\$&5NH8?
_S_VH\$CO^VP>+5B,;+DJ10^W/Y^HP_H!];B"77!TG^Y M&0?
Q*=1#MIHW3@5VBQ"+P1'_R_V!%!M0C')#EN<3Q4YA=!(RRJ0Q&(#H\$4WJ MA9-
!00Z9VY!P!K?2N&D6:CB%22SP2X)Q^8R1&JE99F5903D-(0N&5C9&SLS
M)M,SQB'SQB%CI Q!A140?"M+#!;@P5-10LRAXKI"_\$P=!1;A:X\$-QM!I*!@!6 MT,(>
>|!7+4*K"!Q=@54B MTT!N-D;J\$S%_!:/0.-"9#CHGZ&I
FBX.=2U*OX>B\$11#034!|=Y!#2PS#I0
MCF(3N!\$Y7E>ZAK&IDKKJ#F_8P5Q"%J!)!SS+""W4S!GJ!Q\$!_)1C MM"0#G\$Z-XX//)Q
AWM%EEP2AC)*,9WF9:Z*S&.NU".H!H&\$?6Q(/>:%)%\$M M\$JX(&XAC"RH% "V
T9N(@H+&7E1.FX88!&H!SA06JL#/^ H*.V=QI5)OVR7FV!&+HL&
M1U/\$:W6/!@:W*!;#904@N';=41=?#J:1X."A+NQS5KSZ!;70?N8R=CHNTY;J
MD;..W_Z0L)K#6V<>8KPP/&;< (<-3&70\$*6H21.D(743;)J(M&03AZE M=:Y;2O&"-
B@CC#8_98'BX*!(<#2%NR"F#3B&[L\$A)@H?J>5^,.-&^F 6 MJ.P9 M.&@+K8 #R?!N!70
@TH.4Q)K,S<*AH/NA4\$C!X&2UJ#/6"C%X.C8(: MADBSQ;@84@B#Q!GLOZ'6
!1OOD947@1B? MAX\$;P>K5-9L4=JE1194.OU8;:(6Z14KA!P+"WQ"Z1R M!

IPHL_P",XV<@=|?B_(I13D,6+0/F3..>V)2F%H*8E*(TUN>&P(5\$7W;;MPIX%,
!;5!Z#&5#T*SWO_EWCE7>"YWL!IZAB926!I&2.)BPM^V""=DDKFLM/
F!A,8*:P+N\$!\$^@OFIBX?&CWC]7"ERH,9L/E099/PNERL,8'V(D/^+X%LBX;;#M:"?JZ:CJF
MM3!Q!G#T6'11'YE#@[!#]A7:(YGYC^A/:YC4A138,&)0!RS*RLB03>""MP*?
AF902;!*BA!P"#>=Z!*.5JN33!L0N.<2X.0ZR?>X)->VOLG[D4>O,UVMO80"%35(BAUDX;
<7BWF-\$:4IK3N\$:O^WJ!Q!>5'%&]''!%V?+Z"VO#KS(
M4@*=\$L1AA71XCP5=79H0_)/08'HDA_V1D@P,Z8CVT(888)QA7+,R?Y=JP?
VXTYGNBAAUIU!KJEU#5K!:+0Q_M#@V5\$9*!G0&[.2!,S I/%+"IDT?
38M'O:9WPJK)^GXM0YZHW,,AD,K;C=[/M0ZRA!A(@+%Q8DXPL]
4@C\/@4^SK+J((S3(PB<J@X.J8'P\$B,*!=R>ATMN%?5#FF)/IV<;<
IT#]RJA0P7>\$:1FH2M(#_XP)4(IT_J_SRB90Z%^.@4;MG!6.#>06CG.S_W
ZYE0>_+,_K'P+10KYYM78YS6D\!0RY4/@9=KS>GS^CN#NI_AD/@X,TKD%V7Q-
0G"O7EK1R!8YNX4WE9M"OWJW6N!M9S=|D\$F!I@I>V-0UBAVL&G?
G1B^D^+4%*5D|HENX6""B,)!;7M"&A4>="JC5#J0\$M&_N!FJU!0N?XA0
M6*%_D9V!\$9Z+Q!_'VY!;)Y_,&W/_:HHA\$JUH6!A2FJL-6>T<5GA!#02]M?
D9:+"%+LX.#:VCKE.^C?UJR M"]D!#QAA;10'6@:0/U&IQ+[6DNM@1!]?
K%N68U,G!NQN7B52'&P\$E!4JX>4YSSP|B!(RRM MY8B;Z*^T&@\$V)-
G:F=++AL,9!ERT\$9-KJ,)=>*P7/8.3Y/"G-"U6ADH MM>|Y!YN|YN2W@Z'\$LL"%1\$E"
(AQF.C.,KQ-(D@N-G5"ALN)JE*X"FTP2%T MU#.X!D>P*8/TW&B]54FB2G^!;4"?^%
BNE6JO5-JY&\$IE%""-VN4PG-2>I9I MU.S=S;_XT^7I(;
<%,D|12L043B).B368)W6;)+2Q3+|JR1|8:8W\F,+F2?
_6Q4=5!#%NNCI9")VWN|7=ASB@4E0G4>|@/#6(TVY9=0I> MBGUW2!Y6B75HEJV
5!|=6!.Z85CE:DU;Q_(BE!#H-I^KW"6|P@,_|J132^#0
M=+AM+Z!O@2=00^!7O)UO19"NG!\$SW04K_87P1#.G&|80!%64#"L1)@,AA+T!\$"5;"Q+!
M'::)\$N'BT3K'%*8A/+DFM_%M"@YHA^8U!U0,90!WAU'>K@YQ;EN^#?-3""
M'!|J2L|A*TG-"6IV*X9:7)"S-[6@\$)%RDPG;(0B@R^85.NY|3|=K>XK\$Z:
M;5RO0W9AB6]1|*5!0E;'QD.YG";U<""S@U_,7(++M.F1BA!RGZNW_Z4#JFR M
TI+T1@N7F<|TUR2GJJ)_W^.#Y_O'D>U#;/)4%|S&!<4@O">7#DA>7Y#O'
MD4:R4RUW9|RM9S|@!RP\$K,R><4DX^VD4?M=KE-'\$HK4'=(?@:28|O&L-^XEIMR)#S-
)HU0RI&!<@,1Q8_6SU,G:|HE@.N|WGP:0)0Q|XLH1&D.D4Y|NVRP3 M^BP"XK)
|W|=X^,I>Y+2J*"H;4TI#Q#G*\$K6=!6-AFML6:A M X6X1?>)\$J!Y#|:P%I%-
IQ&6_!OR<8?_!Y^#ZS-L3SS"^O1(-8W>.S|M'(T@;>3U=*B+P,W9PH+
(IPWT\$|9RS+:6"R|B|FS!8CZ#;;1G"Z2)RKNZ5 MP7/.WFA;2V+
|P\$PXC62_1AF<(:\$K"G@|_8%3#6"EFO1\$@_\$C=_ZQ_M:_!/
M!C|H|/#O/X#0+B276/KMH,|ZPJ>/45'9F:|W-#80D^|_78C@IETD*8*V4R|MO(LF+R=-
MR'R4ZEWXZ)N6C>D+K<>W/5TVR;S!4,&7)YD1KRK>%-VY"/,+H
M77DSV_V^>G=O&JQF-/<&NM7+4|NFQQV?D9|T%@_|3&RO1N.,%!UE3T^T'U:
M;K1HOIOE=E_M^XZ-V)(&<8J%RJ1/AR6MOO&YQ^)'9QUCDSVC:|.SG"NP|5OY_-
QFCU5B33|M!M4IT3#PM6;?
2BU")BFQ9M_XC+1LO=++^NCU^&03;3>A>GV#,E(<+!/JT!L*
M/K>UT/M>WVP@3VRRUS>^IGBO|V>3:_FK44H3%2 NE.HJY1!YCL>^:7??,Q&C
M9^(X|ST3|37\$Z?A.'M8_SH^IAGCAFZ9"*H:XJ#-|%LFPN|EUEGYO N*(;@+
MD85B^-3BUZ/C*?E5Y=O="W;SM?!!P]5_M?#E4J".B>#M\$LU,E562#+
MGSW^|ZRZ>0X)&H<&XQ B"(?@A|2^66+?+!'HI@K@&OI-4M\$%NET>R5PFFAT
M!JW/,I&Z<|T2GIHH7JH\$.>CUCDNO!\$D2^UZ)?;|\$_O*42'+??
Y&B;@UZ.^'0K>5BC7)+/.Z!-;+.&M#MV:M4O\$R|)7;XT6SWM'L8F\++Z\$25?^!%"EP|
|F_"^>ABS,"@=W-|2:|LOWOAG=1.)/3XWS2MK4"+>ON|M6RN?+O'1,*?SPS8_
K1
MVGRQ|M#P;O#&WW4E3'2SF^0GFDH;,0'OBQ?^>9GF^2J|/7M7)V1X T%5C%
M1813@I79O6IHKPT8MO!+ ?&+=9HDQX#=#4.@X0A5K46!A=/HI_0"[AV;3!\$K M.KTN-
F1L.\$]>F5DOL>|S3H)#CM71WW")./8+*QYKC30+V|SP-NAADK3EE&7
MG^K=MS|>TA@NK;6"OM@KL6*N|3I-|FSF59HA3 M,9P\$|EPI?
+K4FX(C3&UIG,QUF&^F:\$@W UP%Y.S0IE;- M9/K7DN^TV|/DDEANTV|3"N?
|5+YH0F382)U"|D=FAMG42(9UZ_F|#(:X88? M53.ZEXJ&T.,#VT|Z/&U71WU|:2Q'U?
YWI*MI(+KK1BN!U3XBLM|QY;51*YS M8|8HC PZX,&1LJ7*Y6*E7O"|+
M111K*#2NYYOIG&9Q|,E5VW<7;_77@3?+A32\$/D38C%T,VJDK!8H5XOENF=3
M|+X4RZ=GJ=?-C)E+7-JLP-99JM=O8#T.-^8N?%!D:%J<8CON7G:D41OJ)QR;)"
MGYC4K C@NR?@56.&7C@KS,FZ6X5Y,-)^U/|XS_!;M77^^^!AS;#Y=L9R
MX|)BBE_&I<5IE,|^Z_A(6%|<\$*JKDQ6G"0TN*10>1U+J_Q#^@K(%MC:%P,|MM1-\$G9

=\$DLH^VNHDG**JQITQE8,F 6S)S,A)?M>>?VN%>^>QSJ6F4%\$X7W
M_3THXEHDG%:JF8H#S%;W02Z):;& [XZQ-H0(SZT0.2WS].M<[L\N'@9'17S+
MD'_\$3,6:D<)=&Y?VX#^:)-OX9:(Z0YNWM5M@L!L6U\A6_[@=IDQU,OV8Y^A
MNJ/2">FE9307>C5\$R\$HBK-!JJE6L^><[.OC"9NO2N:J#ZSA MDD2Y-THQF?
N(E^J5#_I"J'.NL"(NYQP\$8L1Y\$91@MM<;2J2"?UOAD\I<#<06 M*7D"T* H:
HJ5BE1AZER&F8*K/7C\KS0_UZX3\N>B,RY)L%|H&@XWW7M6#>W\$@#>?
5F.:C<(BA=X(8SD#_JYK.7&C^U0B: ^3QR#<#.
M%BX)FY\$R;7FML6(E3A:**AWN\H7D819S(OE.@WOW=H._+I [U*"]>;GPS\U6
MXF10_*5B\3Z 4EMWB\FOF!7%JF**#S[?;L*I#NT0M8'Y!<#88G5)--<3B?
MY&92:YW'=FV?;5'2*"DP;:U'KDHLE+U*?;%S9E5O@J M^1 ^H7&+0E'3,M/C?
MR7D3\WWY7(S?"X1405\$BKX*T%Q,P/M:?"^LBS/I0DY M\$"<7 KY6;)-
HE;D"F@M;^M=\$VP'K\$;LF%0%=B1QS(BUHR5MS7\I M\$M;L+&. M4 B";@1/&C.?M-
*HOPE8F^U+U/4, XV2 M G4D%SRQCC \$80348Y\3P%_<4(Z*8"EP3CCLPT\$00S!8/%"
AB# \$L-.E#0 M_ONA9P4:HTK?!\DO:;%?P"_0<' EXZ0"^2
(F#HY%A+!&PH";TCQ\+@Z^QPVA MA01/E>' +&!\\$14Q!GF#@8S"5\$7? EG;!0<;!N!4A_O
.8" M#S=!\<!\\$>[P+2!<"MX@"+3^=!'O"_.!RRL&\$M%D"7F5F2Q: ^KEEWQZT03W!Q8
MMXX%I0#X^H+759S@=6&>|K*D^M('7SY?-OC4D(O5(31+@@4>2V7VF#)NP^5J
MORR/ZP\73\GOT7%\$X+J4%H,69>#MZ(=L.N"T*IB)%;=O\GMSC#*S^6)Q MKJ2KE/?
EVW?\$ELZY9=6\<8%ER->RM+BOW_"MZ:TPS!T7F'=BXX(X5\ UPH<+
M=E;5;+Y^'O+,Y'P\OSY)=3R!7OK6I3#:(Y\ YHRLG1^ E^|E1HZ.? ML_6,-V4U?
+:XPH&H!;W\|M+U8: M<+B DRA#X?|X"93GF.9G\DOA"2(\+!\\$.I\$9)%DGJT'5>
(6)KU>8[SH*R=E;3?V-M.S.;D_9VB.?
ML\|WL?!\JRO=,P748=WS\'.AV6+EL5)FR?"&G:IS#Y?G\|>O>"#E%-"RU_\$, M6/8,A?
1Z=25:C \$CF@-V3R.:QV.!&0:7G&|JKDNRUOXHX_C1Y(9W*<- U)(MA&A/#0-
&6"^G\|NYHWQ8SQ0?1M#>#Z=S_F\SV"D/V#5R;A+PFG5J7?":NQO&
MFD!AT'+\$(7#/A02<'YJ*>V MJ1#\L6B;,,=KW\QWRB\)-FUGCDFCY
P;38Z@*T^+X\5<'32N\+HQ_+[\;86+ MGH?&7Y2P!@|85:#5(:OOE:DPGP\OJ,L-UT;-TA.#!-

IM@\$.1;ZTH: ^<^0R@"+1C!OKZ\|=SMD&ZVW06)@OE2IN@^4 MW!@(_EFH6
1(*4.V+NC G0<&7>4T'0%'\$Y"CUM>4'9;\$NU1)!.;\$14CTBQBA9\4A\>Y1, ^J/<9?"<
MK644GX^5YX>'X6)6H39_SM;*B\$#GC*>&QKRC>JN977X.\P%V\GU<-T9'E8?Z
M>*/<'0LOF<*CXB5\|CAB1B=F1\|VXV MOA/\$OLQ*'_F6 \$EN&8\VP\|/R'^@?'^B5"
M^I&\$^5O_.% ^#?S*\$7)/P?_ \|A'8AN<32;P=|%J@;|.Pl.C(SG^6&QA9ZVK%C
MW8A@)AVDJ4(V\$R\JO2(6L\9T;Q*M%*"-^0B"YB%P/1O(Z8:)\$1Y\$3\|MRIYN
MA7;L3B7:8&Y_00ROP" _0#O4#+XGXA Z%UUT1\|HFC+SNT/ @="PX7\|R@FZ
M%*_!+^-50R\|1Q8P9\6V\|HOU_HP3?YW&^'0\$+ LUJXLE"#YPU^+LH+1!\| M>H*P
NNJ#UU&^*A3>J&#/*:!\Q65%?,\$93W\$'H"*\43++\$1\$RZ3\|@3&Q5<"8
M!94J)KPZ\|ZE&>72243,1D0Y"M!E00.ZW"D=F0KGC*
_QMZ1Q\|PE+9C\A.15:"3NX0YZ88CN5L8DKN\$
M"VG!>IP@('(&6\$QDG77##07A!ZNGG8"=UER#_%4=^((S^%\Q=X<-\$T74F\|B: M=A-
7JFUVS*#N13Y2D_FY5*[\=/Q@X)WY'&W:\|F14,WSRN\|K:%1\X*>8,0MDM
M%4A\$'M="E8HDCN>Z?S\|P0\|=RQM#.#A_A_14Q/EKAX=%O++S?|9\6)H*71KJQ<
MK@5AY?R6R9GYNTE+T@).WE#B.N!D^WIUP%"90\|&%=>UG;/+^(^=-
B8_8\7^QSB;5-O+W*=&6< MMUV*L.M7(\+7\|S/<:XX9>X4IBWQ!2Q:!\2YBA25? 821
MF9J;X3(3P_R\|JCPVC^7:)>'9#V<_T?"^GP=9/*KR\$@MC*@11*9-4V2;>H=H
M92!BL/F/<#2(UIW1S?=MM#\XGGG>:8VNY.G;ZVMC=-^E\|WP\|JUY<'NH'FAO M;G?
#-7\|C\|ZV+>6R\AM0S2WIT29D':!BP4 M_IN?2.^& 8L
H9Y\G9)RO5+|\|Z@Y!;@!\|B(Q>4MQSBS8Y&H#5YSD1=D^<6 ME<"/YTLQ.G;#)Z-
33&UU'LZN\4>Y\W7\|ZM\JMZW*0 3MW;=GE!'-?WEV\|Y+XS M?37O5O/(NRX-
<:3T.5S6+|\L7\|B@*&^'F&^W+G(XYN0\|JO\(
MY2Q\|PEMK4@):.#N_5A\168P4.EWJO"O5J)NN4:UC;.'P4;JYVYL)#4AGM ^= M?
C4DX(25Z(65PU)Y-Z("P\|I8I8H=T.RA3-SJ;\NKSM\|R,\$\|+K+&<.SEY6CQ3T\GM..N-
Y4U10*X@:(%>_ \|L+1^ C\|&<@,\$\| M;@Q4(4HGN>S=2JYTB
29\3P%|\,79\|Z\$WD1XP0(.18.,Y (H\T0#+QW %TE I<#9T\|K M'&BJ*|P0D@X\508O*S
B>*8@SC!Q '08HB3X\$DY@J. J4N,XAAK' M?^U6X\|CZ9EMK=_=
E^="M+DN?"_Z<&;KW=JN\|XU'\|S#T:P^&Q>?.\$VYK! R#;
M!'"=A,"R:K#2#\|T6>">0=>DCCBO;N_U7L911/4CT4?0/X(65&@S)\J8#"&#_
M\|QMA1P1*H.O9S:.U=V^GM>M(YVC\3M%VN4M0^&-^4,H2X\|*K M^8D2!

(M)\$QN:RM14U^73/57ZN.R3Y[,3A>FJ%BS6,,T/F2""?=2LA6SC\^)
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M+QC"35N.SV.N#/Q!+VCI&O)X\$S\W(K).8H[@!F_#2;O=^WQ+:E@T5<\$!HG7
MPO#;,\$)F&GK*Z.RYY4F,R8\|RQI^XZXDP\,W=_.JNCLSATU_=N,>C0W966
MMA)G\HW=,HD??/(YC7/(H?"/L)W-QT\|BSS>[5UTF-X\ML%J4'A+N-!(D,
M<_*\$F6CK,YHZ!1G)1>CJ,+K&&.K=D_/FAEW;,-J76UIM=3G3H=TXZC!;\$+\$
MJ\$W^0[5^!HUHO;>0FF_5"T\|S'+Y1M>+5J)IW"Y9D
M/O+!EV/6\EXIT^3\$JO!>OA@G.O@V(S^@!^!;5
MW@5J2*RNH9\$V\$PR_ET/5+,.95#IWVL&. ?A>X15SM[79\]#5=?;I(9ZGQBN_7JJJ_XL/WO-
E>&@1D2,MPG0%;V^>HY7/VLGGU6[5=&NL3/!U+!LI61*I^<3:3+*Z9SJVS%;&(H\+W!"
ML0-*=XG>% "2C#J7!F!9&X&=.L^XYU:_K*VJ:0V)3VOC;L-Z;L;JFU12^3+
M\G1^14TZ#\T!SZR:28E96X[,8<2^2"Z!\$[UDF88,^Q8UB\$8Y=X;#:9PNCN&G,9K!^V@C2
MGB_Z:22D\Z@;!&;!3;"R)HV94\$P+!|XKZ_I57UZCH%UE/R!)M5#MG*K>?.+MW?
9S(P\$0FCO/OOX9E*M=;>*\$?@\$2(BN8/Q.4U.Y.MTZ>UZ\O9\$;/X>WT?
Y2HFCH*L\|H\6G(7<&DL|=MD1SH7O^"(S_D>>7)F&,0M0!37RI\$NQ<\$[H5!
H),V^NU)OW22<;YF0K31LU&X!Y4-ZX:ER1"17)JE0S>O)CQ-9=|D-
MG5I95\|JOK.O@9#RM_M8>@I/%)R/4|>P14OO.GR\ROO.HJ08D\UE?,CT
Q)O|-8N|=0*8685R6#S8(0MQ-&/5:T5RV22NBMP3NOG-B6>9*8E/A.O!
(\$#;,+53\|PV\UC^0,PVW)C(XF7BI5*FMX,ML=;
IUTPJAS7,RMV0QZ:'6;!S5IT3;\3EJ38=;QLI3?-|HX2,M0TC'^&)E56NE: ?XN?%3#0E: ^H
(=O^9V,+;V\$WQJT1442#I#(K3XZ')X76*,-SY-DC:)/R)D1Y=D!D)
MA/#P@5!H(MNBH\A7V>5*->&+|'7,QMMP;/_:BBLSI0@4_+!|H>7'FK@X^--MY(NZ>?
YI6U^K&@A6@%G!;\$^S9V&F)W:2Z=W8W8\|ZN3\Z7^OKB3/_#S\1KMH)R?8+U\OCK-
UUJ%G)\BY/:VHG%X".##.|=E\G',RXE0(XXTK>VPO\|<&9S_M6SDSM+M\$'TW82_%.?
OC\$U>S:=?R\$GKQ#!'A>B@<":TQ\$1X=L+RRUMK>/\$AI M\':6K\$H-
/A.&@B|-9_WO:WXLJ\$M4H=+3):^01(:E7(8A*B2J5;'(9HBS>M5AE*
IMUXY\5%WD4RFL,^N\A^&/\$YS1?VPMF)&?=0SJc#\ZC2EOHM_1|>(K
M*3(W2'8)_3=3Z92>VOCPUM#25G0_K+31+?B.++GW8=(!GHUUU62;OD/VUJW
MQ3+O&L'G3N9#APNG#YQ-WE.C>X';2WPJT4.(I**7W!-).RI|N=?E_G@KY#Y:
M3/+>.7JJGW>RXO7O?"G%J&4X^?UJ&K2JPO9;*K?
X|^NOR=^0R":4#4RE9Q:C2GYDLDMJ*N.W'QNO6:07;=L^/\$>#WK=^7#7*6I90XY-
V%OBOY8\$,_NB&^|?MOFVP^E?,D.RFF+B*#HZNU=E?@;"1N.??J)LM,)T,X9S1T*O,\$
ZX!9?=OFG+/P.-)OJ&L?*GH+%;9FK960%(B8K)"8URQ/MSUBF1TN
P0%SRDIAHPQO#4_!23\%KSPB!<';|L1UR(R"&>,K+|V6.X6AI41"Z\$D7W!"H M"(X%-
DG&>A\|S\&+&';!&D:|V*=YI&5@@3,FL3(++2P&,*!M@=#6<_#|W\$"M:+7
@&RC<^0\$L#SPND/L6#K\$FF-!K01:(%)>T&_!((SA\L0YQ+X),-.6?_M8)<.)
|&#F2@!2H(O-%M=|,KF31=3UZSOT/X'UW8OO))R_JFP!*HH1-)1%|
M02YH6ROB#-'01Q'DB.GS'X.2RAW8'!CP*V/|+'QUI=<@|<(C=5DOICK&|M|
|H6D:B73,W7/7J|BNEOQ8|P(4)2=H1K=3\$-@3DV5N/>|,"PW,!!3NB^98
M_(R%S7EIGNC+-RB>2=RZ?23>V|=|/X:WHFV\$RP(:CSL\$Q-+|4JQ
M7(UZ_GKJL:AH"W:F?5A3.8=F2Y970Z:9>Y--D!68+|&_)QA_S\GX,#K,VQ
M//,+V/(1B%QNV/ED\7Y?3)AP+V@L\$=H:)4S1@\$;@FZ)H_M0\$O2
OP=SKY\$#A_X'0@=^!G.O+A5AS(%O'6_PLB5;6N%|&3RD,R-@3*&GBTM-VV80T\$-
M4E%\$Q+"R&X!<8-|0_LX&P>@(|/<9S;RSXY6P,5B:(_C###&)M^9O-7
_6ZK.8#+8""@L8!^*1NG2M\50G!C463@DOHLW_7X#(_>BW8|
MY678++>^XY6"|X/UP#D6Z=[P4IW\$\$\$P!XDGL5)2TA(-&8D78+9*|E|;:05J_M@8KY*0
M&R3@H7_9X#|Q,T@C|%;M3K0UIH!=D%|S?7_T)/HV\|30-1GD&M#:_4E)R;
MP5|H%I!+0#(YA_SO&+^&>%AFU8=3E97QZA\2P-%,4-B()OO##D/C0;Q2FR
MJRX'@W'RAR+S\#'->,07%V0FG\LOHL'GX/AE/4H|F|_LLOBX#N',,:YRF_-2FV
MNFD\|S3V+T804?.\$Z2HX&96:6CQ^G0063^3M|_K@KSW.5W,*Y%6#RQ)0'-I\$FY1@-
#W|#(BKNZJ@7%504;:0HU(-C:XM"6_-JH47"S_M;PG'T/5OYFSJS6#;,G.>
I0Y|\$@NTGQ(&P@JCDV7;V&:PR/MKIOP%_,|66)?QZ?ELM=X?R>RVG\#6V|9"E-
@;QL"M0TWU%UBY4|M:D|F|J\$M:8%)T\A\$7|K+C-.3&LX5'A?SV5<@V|9ZV\$;LS;+"KS-
HJC+1|^F7+,"S-|MF??
F\$NMZ!;|NAWW3C|OG_D|0M=C+HM=L;D26&RP9+Z5UZM!_6=JS;@-!_MP
H6PJ3((&6^_8'39-U5V?HS9B<Y1MJ?Z6+= \$XB(J,AN*,&26?ZW#>4TTMEV1-
!V1+TMB=KVDV>|B?E3VNG'7-"|A|UV2(*1;,*.%\$G0J;(%4^LMI\$A^
M4'O8\$L&^R#.A'ZO=(T2:5:=U/YBQ^|A:R:2+&;M#;\$;8_B_M_92)E+/%#;:^XW/8OAV?

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R+P7OAP)WOH4LD^/VPZ)WAH(G9KWKYC4J;*_)/!+M; <4_:'@E Z-
*EOD)E[YQ!1[2R7*K7+ &M3HOU:S<&I4LRH G]"=V];14IXN M7I:-
=J4!\$H5V!^O\$6*:S8"MJ.%2Q3XG7-&@ZM!M"0JKZB!Z#\A:Q!7--8Z
MO8:I>R!C.RI\$G!NT630BTBZ>Y*,"DC*.)8 MJ26IN7,X;#0GW+!*Y!8?3E6F@-8EUL(-
KFH67ZUFVZ+\$@J=9+-0Q!Y2,!.(MCN8MZI8!OIM?2MTSD8PRA3\$;"(??_L
MJH!\$>TGRDJ15?!)O!8?^T05J_B.MCW).@B?
22TRLCLJEJ.J.*;XO+!5=6,TKV1*1W5;F4JJKE3CX15-B&0XB?"A%
M3"_*_4BV3%K09H/4YORRBLR!03Q(_M.!D643&PF@WU1UO\W>!K!;8HJGQ
YYG/Y>=S24!EEQ-M0UCM+'C71 @G!;X
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MSP1\$.ZT3&YC19*C-HT349A/= *72\$|N5|=ZB.>-!1=1T;|^&Y^|DV|09G,Z<
M96\HF)ILZA,>P;/A+;9* \$RGP"[PNT?&)JZ2!6L2/HQ?D%)!;!6*U2Z4O3^6A2WSA2^T
M<3X& 2!B#;O^0MY|PDGS5B3E'AV\$H\$P4Z!4D2P1WVOG=,)NL4NBUR#%2J5PD M2+?
+!34JJ'8B"KT!&[.20X'??|RUF;-D^;;5!4QE,+6--KF7N%@\!\$D\$15TLA M:E!LBIB
ET#I5@|N%7%::.&O>*NEZ,#8E7JQ3F!8DP!0X*4%'R8,IH8LLS/Y M7H/\$;&B(F-
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M9N+@#4(ML8*;2*3VJ5E4+E6_O^+NOMJW\W1KG=)HH=*V"M/-,MPL&O>@[59# ME-
I=F5(PZU8S1"1!&KF\A2P5*XFV(>ZT,@UVP58M)3CV/8*";E|M,R)WVJLB M./;\$RZ|CZ
FI@':>1&EF*! /! =GI#%_WX_=TO|U'<2|LK!=")'T:> M=857BK5\$J^4CC9_?
3+TOF7GYOMJ>/_""*,LL"B'?J6.Q5G++/,S. TQUH(0@"8:#^R*Q MF_/9\$9_XLGSL?SQ.
;W|KTQ.#Q"BL\$|E#O@I4S1P>#(5!32&5!P"?T(A!K)- M-"(/\$Z9DV?;+!
%L!M(REH@N_>C|T4\$1LF M//#[Z7GY:C1OW#_9+4!>B+C'&,XJ|.T>8G@J=-Y#&
<88C@#;?|N|7:".TN MJ*|=N)_;|P|GE79>A01N\X4+
|^KS2N&).YE%8!Q5K%*5(M4HL5;OG2/*|1D)@G M).YW8F!&:H47JR1:T/&#M*.
!*V%>Q+43K-%CZ>%64-@6N|S#HTJ14KX?5@? ML/?G7+L|R&VAQ+
<_>X+S315LO"FH=!->0Y\$47FD^Y0)F,.*%\$6QW4_Z\$E-WQZ!>7IZ.
M7^ETE5T*M:O&?F3L!R<,^#D#?C*/J+?.I=_A3GA/Z?%AC^"N)1&C+P"O5XOU
M!AXK)A>G|ZX|(J?|DR6JB""|B3|M&<'0AD.6%EVGVR/-C9?770OFH MW9\,<^PN7B-
XZ)U#APXL,"OX(83*C%|Z3Y2+|3VV;7|.WUUI1L|&\$*52L;K&
MAW=5FE6C6/NJ|FN7:>K)5/P,V%\$,5M@:%^6|JC= M%1#4%;7ZY\$/HP^BE_|
8IHN4ONO;,YANRJ_|Q8V30*5LOW?D?;0@\$* M|_&GV=1#=#JF X*,,?HW6XTHF6G^56G-
_MHC?FCL,0JY!0(X*H!'KW%UJZF0G+C/6M& M9-IT34&:
OX8F"32.L9!8A>0)"28@D.J|X3=. *A 7!8|-R>B@Y!"3O+RNYHD8&>LM
M88J@S0)D@O!6! ?I9:NY9.1/;|B1V2G,,BO@FZ|KOK?3>NWD=3R>7|7S=PWS|
MHVYHIRZ;?252|K#^ ^Q#J*SHH-VE(I5HOU>">FI_WE|9+C+R51A9*5;Q=.OT M?
+;KO=%^H6! ZOKOZXV4:TN|_L5\$@17+OCW%MS|WT"T'_IX;ZGAB>V"C 0V MUVVM#Z-
YN>@?726Z2%T(;1;|J92*>#W=BIB?/GJ(6AF)SF^?;H&B|5<^OX M|0M4UJ9L|=Z-
&W.%4+*1BWVI,N"D)!;NZ=_W;!3-%3L|8H'^8)U#)-4ZX9,2
M+EP^"Q7FLVM&Z;Z6RX@_IGCOAB79G'+Z(-Q10@?*G)U?;D(OEVLEY)THW*C M?_+)>
|.20S02J).%LE-HAN4_2XL7"9Y:Y<6#V7NH=_G'MX^MB11>,'*|J D MAWEG+>;
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M^*E^8!X5|_B&FY7Q1ZHWI_NY|8X|907B@"?G,F=-)+,YN*^RG|BXI0>;KXF;
M|9>E|'EYW^A-:U|U/*<#_5RZU-!(108+H!|=T8BU6YC
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+G+'&)#%@@:S9NK("58%3D3T6<@&!TM M+)"-
K/Z6,5:CH/%)3@8NJ#IG5=Z.*.OI#3D%KQ37G2&RPDE5>KAIS"D|)Y
M%E/GL,/QH!M,2O?:H1/20.DI5CV UIST;)NS!;MHP&M);R\$OYA&M+=OQU^S
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M=AJ|S3,9@OC!C5E;<0UAE|Q)DH+RX=?IASSPDQ?YKVVYQ+Y,Z.,6<&WXM|Z M?
_ZW)./YF?+EWQ/>=KK'?59@A|P,HP&S.*1!GG!..H 3F@08;<)> ISW+6#D
M:8DU@|YY=Z|:@;.!\$!*(6&Z%X%L#F0:/TP2%|CWG+|O^6ES_\$3H_.1^M1:T
MR2H_+1RW%D0DJ+.R8; 7(A@:_KG6-G5*M#GU6MJ7!|H04L7*22%2E)'AZBJ M_(N8,?
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(^C9H&J8*H2H=ICMC: #?T;U|L_>3|KSS\\$_=U|E?BYD1-? R1J1|]?0%H@5^JMF"Y8
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6"0M|&M=|=/M"21 LS#39AX:E(WROE\KQUU|X9 MI5NL%-M3"J8|C=L00 9X-:T2
M,IL1-.-+;@PM1EKM"4Q20:N|S|D4X8Y5_RGX.=;-^+I&-WLU% M-S|%J|%, J0(!AAY8-
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(L71G8U;RU/K72U+J|,5%C|)*[Q]M=B^.,3@E MDLH.BO,;6.C^?
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%:%H(C!ZVZ;_ ^9F:5'@! @OSL#9B=|TV2%E5^GS MR#+!G':
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)&KE/FLP\$EKB?)UZW_F6M_E_&;|H+YI6?Z:G+-,P*,Q)O'.?57RH"\$OC"
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MR+6DY|K7N^9+SS0=UN1|H%_00.'-|+&YF|E5@(Q|H5>9036(OUPL50_G-!
MFN'"F^{|&S"),XLB>B&)P>+>X|=N#_9<^W--FN7%|C_>TBVW3 MELR^'|.|Y**/-
EPLW|H6'BBHKX|/E/H-5YS|H(O|RW;/V%>S^UI/:#5C@"GL M<|6R)F
J/BF62L/8QT;5J'WO^6U!O_O?Y5DTW7 Z=><2?-9L|_|IV)-HD,3 M?
YC7_Z"|_|:=UW2A^'93OV03,3T=S<&-P"H;):0%B9!VH67:7=#|IBR;V M"
J_SRB#!@ZD+C? MM@;OMN6G(2-?7W.PX_?(M)BL:Sl08#A#X\$'#="3X-74CV'YCO%:-;
!|D\$2C% M=|>|3'Z"?9*|'EU,SFB M|8ALFJRZEK\$7YHV?(&-8"F*-0E?20-
R^=>9ZO:H?"*BP%RWL4?68=>C#A+X=WDO|&OP*Y()9FY #|TEA7# .I MQQN #AO
EY'XD?(#?@DG05W9|>"1IKQ\IMCP2+\$WP1^FSGJHV#*S4=5K-A M M*T
"\$Y,RE)6!HIFV,Z|PY7H:&#%.N=Y8&3@0@_VV62ST<'H<*W;HW0L?
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==|>=|5YV_N.Z*|B%W?00Q7!M| MMGXK#7T5=#Y-A*|^5AMD\$=
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M,I;8)RM0Q|!@\$<_|/D-RA*>2%A#-CO\$KG^:.)>>.DK\$FY/EKGU/=Z>^/KQ| M;/QCWQN-
'3^G>NPYK3U7%S,VX#G,/:=0GU& \O0FR'V06 CG&@\$6B6"S|M,<
ME1@/'=23(>TX7P'RI_) /@UEK2B\$/CEOS8N-U;:3AF|64)1W,<:|6+B(<:"S
M8FREE9+3MZ81>"CBO&X8^ &1-'4LZS3KE:IUV_E/|X|?3SC')(T.GC-IW0M
MQDJ|/>5|@?PO29P4VF7^.*SI?KV|3+H
EU(WQ^C#QC/SY,OIU|*%J^C.Z8RN\9Y#LB'TI&5|_6)2UV+MM4W!
MK24R,>3LB'XF^E|E.^0D_!Y|>_ZF=5|Z*??^H8KJCKFSI+Z9AD;4?.|VL56APV(-
/C1+S|6PAM301M|9ZHS(:?">5%LISID MM8%_#0FCWUW%
EM7GUQIA@):2|S0%\$=Y8+%#5%\$U>|)ZR1?!8&Q7GG|TJE^_
M_&>=8L;7/H'N1|QQ*Q6+,IEOQ0|11=4HE;|_|/O^W|PG|_T>|X|J_.;*_M
S)N@7STU5!T>"5.FSL"(NWP"U>+P"AYAV MP7AZR@-UX-5AXX52SF,0LJA-"IQ;
|f%\$S71O>W|)M%|YW'GYYP&P={UNP6LRC M|%V+|G%!O1=FGGK,,KR<%BH*|J
<,5KD:Y/^F7A^_.%H#;|?NG,6&8,1B4S8P M4D:PK2>_06^ ^2G9EK\99-
|K3H7|OA*_9GR,Z%TVOK@:="=|7G?/|Y_KFJ5F^?
M+S|_9GM:@8.0|=\$YA<2NHE/VT1XRL'9US<#\$(10QO"*!;JA9"%ATZCU@VP(M-!
S&85J=*6!HC:"F=CHJLY3QK'C MI/=N/^C!TTWS!D?C>507Z|CT?%XQ=?K|G+L=NU=
<9NSV&K.8F5 MPND)J'8PN+XOLX,C(97U*|H.HI-G"\#6.(^.=N;RSEJT>8:BDD_!F
M&.HT=UJHYFJG;:9TROAI6_P4X8KU"S=|S!1*N6HYS<|9B7=Z7B-M7_FWF;-H
M!E,O%4H*V,U>SQVY.CH|%PP0HSED!YR>7W<>KLKC2W/'6Z'&*/Q@17@Q!)?T
M%CKI+.D4LOS^6/C^TWV\LOI_MK\|6|-TB\$=)U#=-AR:5D. 0_R#A47HG
M/X_T7W4%N949)U|O&)7N\$;:;D\$S63J.2EWQKKFR\$=4GU,|ED'TF%|EX^IH
M5&H&OP_E:3+OQD8/Z|P-.U*AL!(5T|4,7@F#N!C;WG&E!<|:0Y69F-QKX57 M))
@93KLM1(5H1"9V5|&S"4@WHPYWA=?A"I'R;9W;,S|8I^ ^\$.GJVN7^O;
M|E8!4I_ H!G1Y81(!&&%%@8G;CPTP!"YUG_ ^57I^|D)7_F/RGTW1:5|=_*|=_
M_%"/>NMZ|_1Z^JJ^>?GPO_ ^?SS3IGU|JWZK |NAW_|>UIT+Z^*OS5:9KM MZS|*?
WW3|={DQ^"WJ|_A: 2'JUX/=?:5:_QL^ -VXVOW|?|H0FW)NE9?|Q&C/I MF('9.%AE?
@DRW>|U1.TX7;&87,LG|8_81, AAS2,T8@_E/E9'A2JJ+,8B%56V5U+% "\SW
MM78J*P#;K:5DBWBY3 C?V@\$+07?1BL K)8O*G:4\$Y/- PS:F-'XYW\$|Y M00?
%O\$M_O!F%:|!JHP4GDXH*XM_-?V,-'FGJ015ZD/^=>|,I_)Y*|/IN7|,Y

MA=;CMYBYJ42ES=/%S'LLQK80;;W3C IV#-Q^<= JG) *5QG3U5_E>&;/
M))_7.S7!+14BQID'/:ALG)R(8HVJ/28L"(H35".HKN=/):BOC)\$K@*R_U
M@'G8(N3NS98H1#SQJY/PQGE;JD%^F(R!@J:E+=+7>!_D6;%V^K;^JK^*<@9.(9?
_I^#QL=L^5@[_\XZ3)-3QI3\$<69HBIV>_I_8SF9^(V(:QU MN*=|VT*|_!80?*#W!!>=<|_
W_2JU=O&OM.-V;<*F9=|O//9CIG>|_M!WITS|5M-_&#S_V|&Z)?_&O-/?
B7^7I3JOD7'WZK?|/M3-X|S'8#YEOR"M?
M|'L#!D1J2PEU862|;2'>RM3U<\$A)W(JS@V,5L8|I>)Q*33:'END.AKSO(A% MFWK;?
F)X25LNLU'/:94;HIWA/D3WLV0&G32-20,K? K3'@|R0*"-(NW MA>G"&'KUDT|ZV6X;|@"
(D4LU'@#8 M*L#\$+S7J1/RK7,^?5E-O6^ =^8'(D3M#\$B<8=(SBW=A"/6C\#EOAW
_UKG;A8H?& M3_9RDIC1VCJ*G8R8#T7HW\$/<%)@|PH\$|OXW0W]*W06WX-
3^=GX|GSS=--^ M^"MH!1HZ&AT|VDXJ/&%Y22OAIL|H-IW\NO>-R|.9LZ MW00*.TC
)U3),!V4S-1SE%H5DLP6B?00BO4#+.;F_.@NSW|W6|P3|:OYLA/
MBDWT*LSLPBMTCC0QO"LZ*)JYH-J4DVZ|Y&JU6CA2CH]*Q_(10%42#X_5%-Z|
M>_O|7L^TU)F'XT,C*T2*>_0D"=|CAV*|8^G/RW=&|*CBJ?^H\$+'@NXPTAWP; M"?O
B|RL|P+LMLX7:C/V@Q*|4TEU6,0)T"X|@+O|:/I+295*L:1ZG;-H?-1 M(^";<1829 Y0I7-
7:)94;+-\$8T?O|F2Y|U|4PM;:Z 8&->CUO+/VR9Z|C.A*3.Y|:/? *XQ.D&SAOM"B=2JL5M
M"4|**|(/O1#52E)BG3H>|EW3-E_\$H|=W"P<1H OS E"\$;9B0XKET(;XRV#
M(J;|3F"1)PRKF.*61(^G20KDN;#+:KH.^#<&R8.PVLW)5-*OW;'5'L"\$(.#
M(6U|JQ,B"SUB4F \$65E 5E3>2**FP"PF,"**|U!36^8D9QVU#90^+"2GT" M>&^D6
\$/>&QYPP-X_8)TY7OAO#=.S-88,1L: M:'U7&=*K8RSEH.HH0J^KK<4FDU?K;7*+6>ZV2?
O/7_55O1|ADNO%Z\$BY9 MJ>EO#)<4"HU% M@V3
VZ_=EKW,JP7/W|:JM9.R^5"*2|W=3WF|\$"1CKD">5(L5+O\$GX'1KXQ0
MFH/09L|!CZDZ5HAT2IU70I8IB+2|T'-6^)^9B<) MG2(U-#8&+_3P^*
<+S|G+4Y):BE\$3N9"H#EE@<;:(C|9:#_1@!G?GA7&"*|Z
M|%2"JUW/"71OF3WFN0WW0ZQB;;7@9:XZ03"WS;&FFL^NA8T'F7S4NE?;
MQUO>CRUF7|_.'7U6#'*3&A|<.T/7 ?6%IP"ZH,=2@Z|PEX^ M|Q+@
H3,\$TJ|D%4|9:J&#\$PT3W.^/DW5'Z+,0YXAVRSAP,??G>|=|P6?R8V("L=R\$T51)-&
|_"95D1:UC2 MC\$<0OMI \$:8X*@H5OW_4NKTX1B|,%Y>TZ!%H_"=D7-10X!;QXTQ/(\$)BK4
MY<|G"-AL5(98I2+AIR*KA?W-B951Y?^TX@|)+ K(|FI+9V0%Q;:9&98H)I& M?
G69..*^9H\$B\$HO&2C3|PIK%8(WX|P\$A MI)GN3.Q;,\$MK801SHA.=
(D.7+!Y4@|)\$=@2Z3|*3ER M2W+D8DJ.3//DR/6,/'DZ(T?N28Z85MX3PDV;
(CM178)"P#"?!%JE,4INFV\$ M*Z(A|C:E,3'2_P?M(%X(5<8T*;!@|JKJ*H4.
(,"Y&L"D2Q|S|4D HG#JG MS20CF_%(EZ#ZC8F'K|ZOA242&^*;E2@?
X'US#H6(.F%A8G_'X97B(M/1+*5_V9N#F@.\$F M8C0.^GH#QMD4/%|XX|)BK
>-8S"!E@(#6?%K?&61?IZORNV#4/.CS/KHT1 MJ4KQ<_03P& M_?G"Z'|^XUS_U
X&SB%E?%(1OEZ8>("MQICETY W|(BCI56&UL"4#DIE\$X* M|>"GE0+5;_>T*^5*U85#A;
_.\$;|BSS! CK;?4WIH FMBK+L(0LXFK;ZBA3,T
M/1R?!48Z|5838|>|T09L\$GSD7IE0@V4<5'3!|)ZEC3?),U^?GO3/C|WVY2"8 M(4K\$"--
BS,F1%1JPC^|'^FG'F,X5P7HX.LRS1!*T M1YIVC&ZCB.|'HH')B|'AAVS>H-IAH.70^>.*:(-
C8(*#;RC8+D)PRX.0FO MI'? "K_&6\$=YI@<|B_-N9|'N#S*9JCY"PY5X%ALPP|F*|?
LC=%JC'NNU?;?;' MWR#KHFK@4E#B|O<3YE%*I7_-
>T|^WO2T^Y|XG3'P9R4Y5R|\$@N^YV::NBIV"
M#2%D|9V"l?/8|&GA7|XC_ C6O(LN|3WW8OB|;-5.+(V E-8(Y,Z,<%LR+P
M_SQC/E8L4DU32BM^";R;|6R*-N9"U.O+834A(F2B|(%L(6P/0+;0=|J?_|VS MDWPE-
ZNQIL)H0*&A>@/K,\$:|^;2LL83(DQJ(S*QNAHS+G?|4%IQ4P)&_U& M/?
VI/%S|&:3//6*XD-4\$.=%J@V5J;.F2-J|YUIYE5|E5"XLU#X<%3: 3:H5V M
8OKP'OUYNB*&|DV<<7"P=*|89-<_O'U|V_%OTHW5X.#MDEJ*W3D6M4FX9S1 MI?
@%B4M@\$B' <|2I N01* D_5L4-|>Y\$ _HVAR?+%--%)G%_>X::?F>!0, 4;
MXW@F.=G3DA>P|.O<^/5\$|^'N')#GAEV:8G22EZ@1K@VO*JOQLC^H5,TFXG> M
SSR.2,YBN')V& MF4|7; PJT@GJJ=*1",?2MW_9#YOK_05?%XZ_27Z8D4
MJOG/WN7UY|K5:=47*9QD@:G1O'2@=GB|XJLEDL 0>KW.91&|!\$32ZIK5!82G
M&_HNF@9^2%Q7>CPUQOCF"/P2.NQ^NJ+3:0415"PD|?=I+C.);!-
MTR|UE,VG^&|*//LIBZK+G"BW 5H-% MV0TZA| 'R^NX\$ 7(|=RXP)L\$W@?
(=/'-4'*UPI;H/*HE4AL8Q! MB|<=5S@W8\$T^=|F?|W?JB@J'2CCGK/.U|,|ZG=F7Z9TI
7P&_D"+!.)7H# M|
(\$G@0R.L3;|78|)%^>8#7R_GBK^|0^7ZHG!5&M9"01C%;1=:3>#X;S9NMAH_
MG\$|-6%VV_9B^U3%+|X3B)\$^*|NA?Y.?,32I/-!H4CA\$X\$?8G(*P\$4X2;|;Y M4&|4-
<#P*/68Q8G>BO4ACE@*T5>O)M=7(V7+PS@=X9|?G4G43&?V,U%MVI

MWWF+"5X@Q700\XL,P?G0Q^ATKBW3MH4B*A<:0A'13Rj71#1\$!P'UQUV_!=+T M45-
=10|-V"2N)E"|(2GA:PK^>|SN?+4#_YA?<@T: ^RZ^ M/A^_O|13:|^8|F?ASUI%N_ ^S^?
CW?*:C75F3Z19ORA9X;NW@3:68:QO()V3 MB(4HC8>L)5/).=[B-;C)I/C9-
-6|PRJ\X|Q\J?!O@6V"Y?14C3CE\8E8^MR4 MI>1UH-|C0K
#"N|B90RL(H^|).MK.U|UKXS'ID8|7\$#QR8L47S\$MQ5?#Z|3! M3|N60>W/K?
ZH_=>5^E#=#<57.RF6@Y|2%4)))(U%S|FS2B^BY04 MWXXQG5'7QJ7V#_ /GS_(N*;X-
+MS:T:/BXMCG7,VG&(9++28HAH"=|WDAB&;8 MCL(O"=FASG^+5:TKFKTAS,
<@%XY(!6Y\$QY\4P<&Nj,:|CR\$;!1;W%)MB5"E%XDEG@V MU+=+IAZ.T>,-
HNT82A1LI<\$& M^\$"Z:TD16)%2A9>IK^*XNA/JU>"EFJ6Y2PIU#DC.P?1-*2XK)1O.
(0>B6W/ M0OUDP)W?L 7B?|<|A_P^#9L7Y9O^L;JLQYNYN:O705*EYD?
MZX|M>2AKN46P^40=,CI=B MV2DGFDD\$32|P|V%)?G&XCS.OX89XB>#=#PS
@#F,1!Z33=B8U@|:0Z-YRK9N M+/E>L1P#JP3>M'DRYY MTKUOFG-AHPM#
(|R;|>|!6BKZXC6!= \$<;Y>JCYI-EH!\$"E"DIK&3F_-;(2>1 M\$X7?"7V.M>KP\$AP';F!^-
I3GGRE8QQLS5/FQ, @06ZOM:K=2|KD|'ULU(R: MT+7U53L
|SP^LGY4+PTRKEPXVDDYQ/ M:N|D""0|-9F7>ZYK;?\$-6(1ZUTP1|!8_ /|SQVEK3G'-ZN.?
R0MZ5J0V/CL.H)7TOVG9OM+| SRZT/KO'G3D3_ =W5RT;J|.;EU
M>YY_-6FSHTKXA))VTW9|?|PM?/2Y.J.292#%I??"O^>D4J%4?5VG9E_->,F?
WLP=O_&;MLAW+?NV
M"DLOB5B^K3CERC&T0PPD+@W6OM7@XAX9|F!PWC?;#U*KE3DGRVD7\$S\$AS|UNW
M5W?@|S^T|FZEV|L'N7WY^|=6^_ ("O'WYX=,E'#9P#^F OD6EF=1>;?R^J;D
M#TB8D(!+|_I84?A.B*M ^JU,4R%?KVI&VNSS;MA7S1ZCRT6V=?\$8U1 MN-
%FOH"E%:A+9%^A,?=";'^X\A=A+*W2/|@&24S7CYJAA\$A5<21E36US-M,1@ M2V,-G-
_@-607 T.L-J"9,MCTR*N>I9Y'V++/M7@3)*P;1@O.O'&74G4K!;? MK>
(#M*XK^DKR3IY|XV3> (Z_AYHJX;0!>/N1*7HG*(;HK^D7!,F5?D|Q1YB
M@WE;|!#SPJG4J5:RRE S3.!\$#*&DY8GV|IQB6OASS.6@TKJ(WC-L)O#|A;15L
MN!A|YE4!|=R|/_CRK,<5K&NB);-*J0N:ZXEQP!2P>5HFSU)3^M<'S MC%'"WEYO>
|^-6;SJ8BWR?@H0;G8G7G\38FCP|.HZ'/YM").SEJTNW0(2;?*E M\$*J1W7Q5OMT&LVZ/0?
>(*Y?+W4TNILEM!;\$_6D@|/V#5CUUT2HC=LH.@9>V;L
MN?/2E+J18P=_/JDOQGHBUP:3B/L)5-MPW#T|^#>6UJ@GS-N"L4V?>|^HQ|H
MH|^>PN\$U:7K!UD\$0?P<<3'=_-?;!M#*XK!3-US|^"-JP.'!66:X659K|WJD-
T0^5XR:HH2.NEGH^:T?:%? M:H;*)&%?;J9WJ:N2\H((RV1S(H^^3(5F90"IE I4T
MRP32+82YN/QRV|HJG?-B&*3J|DJ^: +40SQ_NVAU*T-|=P=|OVYWH&K)|^7:|
M|_"M52L5+WD| 73L>THDZ^902UVSDUK;(HT|XWRA%,1965\$':#@9Y|_0EO
M=6W>1UJE(P/(|S|JF;|&TP+VU"8O".A;|#/SDXLP=;^?4LK9H+K/#|!;I
P0Z"_M|FT|CA@?*\$6&:6P8*&6#Q_ MWG-X:T+>%\$BQ30;X<"
(M20#3'.4>GQEDNYK#&V|0@PF:E.!/NAICYJ>DV%Y M(W#G<<2|C^(I#DV*K3\$Y
%M0+_(!?,A:7(FT")I-DUHF&!)-B|/_S0MWC|):KC,,6<AY: ^AD6FPGYB|C|]?-T#
M7MF=G S8V,5G+#+)"11/H>H+|6#JRDR?<7!3@,\$<)P M@%UPU Y2#
(QBNQ9MFE<C9.%'3A"Q3)TL0M>6HB;L!Q|8.(? PCEB.=0 M%CUI-H@7X"R:
(=7%B6W40|@3""*EH#D&^104*H\$UFIM"C;|@S9>^DF@^-#;A M?
R>|C1\$*=9L+E9BUTPAZFQH0651%GX-J8MCHL,=0TF2F;F;JHJE;W553%RS:
MR|L'(J:30.%UJ%|JOVY?7K<|#)=9^ VZ^MEL/+?A39NGN!O'_|EKO/TJ+;>8
M>V4|HADU|30EZ(\$WE|WV>X?@0|*|T+&NEUD|S?;>^\$LQ#U_ ,=V| M@?|I1C2;KB\$=
(^(G&|^"?0@0#=#U@ZL1BH&2#;!H?|@<.-Q-?LX+W?0?/!)I45Z MZYQD|#I"|+XRZ(&,\$V-
8Y6"0%,FH>OM@OT5PNUH^ZQ;|M,&1WYN!G9?|XG MX1W,EFB;Q;|K|-
:P*K9(YB77L'GH6'+_(|0>EFRD|PZ3#TKVFHV)!>T|3/!,5+!|(4_R|@1ZH;-9YT518/LZ;
|5'@Z|^\$4L%GX| MUZBHG|Y|V2ZE4Y3(#X(@7\$H"J D*)*GV+Y1)?J=C|V!_O P3^Q|!|
|W04*G M""^:W#%_5:*.S|>2B8BBDD(66_0W)T. -OJ2Q>SU1)<1W8-+(X:>@#(L070F\$!
M)&.KY|C89<418TH"6:%-#WK,|0_D4&(IXK7H|V#WTQZ?75(!*26-*=H\$LHC4
MM#|*FLM!\$*;RT2_EDB?.Z(. ^-%LDS/C63DFRN).3YDFQ5;"|J28--7K>DKD
MP!N.M&/D+Q+QJ--0Q.\$78C5+L? OCRJN8@R7U")>(N&'2^R 3,WVS|727PM
MVHG;GM\$ 80SHS'G&?ML/N/C FYH\$>J3AZ@!S|2JN3MK4ZN;2%|%=VQ(UI.6*LAPQ2T
MD0>JHV*AZNN&J/!=B82PH)Y1,V\$|Z+5_GFK!;8*572J'9A C26(&|4ID8|P<
MY*O=%VVHD1*AWCT=RW7<\$ (0XJ@V7RVU^W=#&V1@4-X9/PU|= "S5M2)*N0@J/
MTTZ(|9NE""^GLF!|_%6(F*DJ"PNR|%/V@G< M=+)NESGJ1<_HCG74@S_1#KUQ1R,=
|66S|ZRRU|*5Z==|ERI.N6QEPHKN>SR M0I>=-FQWG?
8ITV9*_V=7(!D_IB:5|6_*UU1H|FY|XV#O8H)"YZ0|3S|>G&OH\$>-N*G9=/_FD8';L:AG37/?
U2_FR| (8X2!7@1O@!+!*@ \$L*!|M_-/A6_)WK0O?8K&9H9F61'T\$F#JC MY?T04|!

(87!R*;;81/NE42[FJO53837,:3\!,M'H20BI4\;!\^#\!=,CG)\!8+_M#4]4_HL!QLF>V#*
2LXKL5G1F*00U;ZCHC7OP0Y2.ZKH";\!<#F8816\$@TC MO VEH18+!7IA?8
!6:_2T,6SR#.QM\$3>>+5PQ1"1T&SXUA M'A*"2-'K,T%3CA+G!Q=|C/"_<8IALJIM7^B#?
!>30KTBV*+C*QH/\$=YQK MM=:;#U)\K?\$@LW>/PEHG* SWKZ4,V0%#>D7-
-1VM:;#A\LJ/K;/60X>3<|@5 M"YOGZ@6|>M)C>"H9WE^F>K8 4Q&S4#E?
%/90QD;KFI:*/+1PE.G0<<;VK^_?/STJY6W6RP_,Q_=- MJS?
4TGJGJD#Q7JO*H|ROEBOUBNGI^|+A4*Q/>QR>|FT:9@Z*!-QJVK\OGT!936U 64H^ ^
M"K_|70SB|O(OY2%R2(#3WAAE'8XH-W!-U"@!/:Z!X)\$|)T7YZ\$K3F6?FR.5R
M^:14JU9*H3D\$E-B.%788'*9)RR.P112XDWO P-6*AX:H%
M1BP/@!"82XZWG"BUQFMPT\4#R9!(5 CK8K&#(G32"QG2-P9)%;2U&|@<*Z
M%?JY&BX"LZI3A6;W!"U,(75\$NL8'97-L;I<6XD)(F1*0U8R3+X,DY4,D|O&
M9+U6K!\$FJUO7CH0!K&9963E6DP/Q?3,1%\$MO#HO5#(M;QF*Y4*C5DGM_'8:|
M"6A/8F%W-CFYP98 *_M|XNH / F^%("G1*%I%, T|91'+;>"J5*Z=UPE.BB&083UCD
M>&^9(VVL?%4&%) "0:P\$J!6"BI?M!A2GCILO#549=%W4%5>554?>,ENRH!
M4OGE\$0BB)D-2%A/<'20EBM.'D73/.Z1Y|>T>LA+;:(6(>@:CA3#*PGG;AI\$7
M6E_!S)LI00+PXW=D 'C,NRF8%&.I!LO?++|>8!@PE>!=I5BIE \$5Q4(R.RW=
M2C|>DZ!K>| ^|>UK)<%,L!#9>DGB==^VK&(K8B:-1=@!9E7SJA8P<&GVUFWQ7
M+E5.5PMBS3++ZI&J!;S"G0V/3K%<&1W!QFD\6889"5U?6^QDRN7\$@BK,DGI
MT)|@D3?UZFA6UOUS5S3*G??BV636|/\$/\$24N^"QN@7IF6SB?S?RFC|@:9Z&?"O
MFYO|P^7\$8!>M^O<"@ZL|B>M#DSL%L3E)WC |JP-- M#+92=O|HQQ"7R C&WGJT)9?
_N)HSP3(9X'>LB|G7E:0WC?#X7UI/(1WT30BB MU&_Y;
H1Q>+^*^6LU4JJK59*6:N5M#GX4%I2|&H/%@Q2|GN3B<-5J8FRJ9>C
ML6Y.4.OORFI/= /6*\$SZ|^D3<("Q6X\$)\$5B%B"9Z-)3
MYZS5IBT!AY'^^O_7IT^=VU*MB:C\$1Y?//7AVV-@1%R-.\$V(TQ_N|C)O"5** M#EB%K7-
<7GO^B2FZ,_3_R"G!)HE6Z'.)3>T5LK^+4,S|H#>+Y*RZ8H= 7\$L+ MQ*%
I(1A"PC&/8@+O^R^F&HR\$Y(7M)|1(S2 AH5A=CGDB927IQD\MPW/4%U%(8V8)!?
%#TF?KA62OFI*(B)0JOGH/66G|IR-QL MM44QE6XJ6;G%1K1HHON%
<|O;!GB>Q7(HDO0B_ =H;*DR7_U!H2.@GD_T@,I+7 M'J_0=2+3M/\$ SAJW[!])D5VXX<<,
<)>OPKXB,Q+S2+|1S36@%*.U4W\$149G\$)P
MRDJ<=@-3(>LU68V3VU6>%\$N=METCUT^%|5D)GO:AT?JL UOSOCCTT52;W;|U_
M^|FTQOJ.WUW-?\$VI=.DMPS.K6|HE9"8K7**62LRP6;Q?Z;?2+%;3VJ)!W-4R
M!5*"H3T+LW2U0\$|6,?1B0&8E0|L\$R)??#?#7PV;7S|_7J|6D1_GE_PYIU)VJ
M&"IF)4.IH#BK&=HZBD-.9**BH:"++NU,N).N8E./>-\$M++-B&U*%4%O&9M9 M.=
N83-1/9"O8;U*J"J%8H5|2IV0XK&8VL)T1H"Z2)%RV6#,K<"/|&B?7'= MT%HWW
|.S%GQT Z|N92H>,B+Q=*^4&-@\$;3UP'O!>AR|?A)7(<#N^=#20*_F
M84F&8B@3Y0P2G^;"9TB&-"SJ6LMO#%,UJ"W<)>DHEJ M"S<-
R97B5#\$5^*5L.OV+89FU0-PY;"8J(+PUC9,+S>|HNU:C#=VN'P\$1XAC M
.%U%VE#NE:%?@BNHC:,IJ\$7<)>38EJ\$<-H\$J/* M^/R*>Q?>B<43D=G&+X'9DF)!S|7+E-
9BF&7%@KL\$LT3%@N>F8;LZ3F2=<| =; M,7@)/N?FM6*P'8<|PC?.E FSEHS.F
F_9F6"+T9E5B.X2ZA,5";H1V:|L MB=A+,5K.FHCM\$D97GID8GH=(L=
Y0Q01;BWxJ(T=%MK:8.C8H;|F'Z>>C4Y, M!759/<^V45|!GKF4A&"T&WPPP MV3CY36
O.OOF;6\$OJQ/;+O;*.%ZQT%@!>^&X5(?U(*.!F3|90WS4|!|UM>
MRT|&* &DBLF7+AC(2^A%^;S%M259V(3#;|X#IT|UOOY??\$BRS@J.=@F6BP-6|
MZKTH^E:H*H/E'Z&%|I6@HC)1(=#=|Z8"FO Q:BXJT!)BOGV2' MK-S575A|D_3-O-
QRMXQ|>CH@|6Z,Z'(-L2+8F.C^2O74.\$9|^?R?_|7HU0L M8@LZ%*UEXH;0|
M\$B";3X"D4@>X#PF0G=;H*|^M;(' @TG76| # M3N6KHV6J+| #K,JK>WCL-80|
|@JR2LJXR8XMPQPD\$!7/5@*QM|D>U/7 M>I.O*4Q?
3*RDBJAJ+J*F>,AFB8)^RFJE=0E2B MJ!UWF>(+B 4COZ1H<9U4-1\$32E?G<.C=.2:2X)N
ON9@L:N|E=H|?9@AUT=N M5L.U=>0V*HW3%5P\L"09LNM"Z-96|^NNF6D-F&,^&6\$7;
|79RXE=.?@-I_0M MAE6R,K
=PERB"N,OJ(\$T\$58!S|VP;>HX!WREI'KS!>"+Z^>4@2)^+*63=L& M7|!%6.BVLH/"F+Z?
&SJOP7+L<@@@3QE'K|Y8Q:2|0DJ;|4GPG9M4ONTZT0'(WD M|PC80=KP#<&ZF|6-
;|O6)=2J;V;S=#_IH_W6(V-8|HE"H;0CM1|B(7-AVT
M\$QU)U#CMQMOS6JM9#8P<"X|6).GTV;C8=RTQK9 MCF4:@|7LYY6<5X_<-
XBJK!FZJAKU,NU%;#')S*QQ< KO4RI)O5BTZL&"*P M7% @&0VG|_-SL%81JUH-
IET!;*10JHZ7Z*N:P;3-N"B|O)R'XO;*V =S48:|^ M,W|JAPG^X?&YTLQR|Z!)?U?L
V.8Q'NZ9UJ&@YD1:_>HZKD%-|U*B+H:B&C;ER|5+(TGO.3-A)JAR("EX M3-G
NC)05|KGO&F@9M5'.P341'UHZ-:&%PNZ+X&1U%N|GJF2S%?0\$/|=N7

M:J4X?/J*E!2K2_=(0KW=EK<_3-@*)UIR]-9!FQ4>;1NTI0K\|PKF|^5HK)N3
M^8E82D9XK+R6_H1EF\YP(G_.RS>FU5UVHXO(6->TY=0VE@'O|-J50C98&C
MU&!9+E1.B^F51XCFUK67>J*O4AF1Z@U.?@G_R53MMC%=*A57 MR99^,ZT?
M"5WV%8I N5&0BB"%2NXFXK*GN7.! " WLL.T|7Y1<:_74K_RYN!6 MRRJ1-H0V!?
G_4_ZZ*.NO\T3CYD:S,U^;NW\PH T:WY*/K5(U^CL:@^!E=T
M+>>%@Q9#3GX;F'N#|4#IZ*5JK;9*DC*|#2*58?;GC9@))D-47N!/)AB_FDZ> M)#3(HA#
3QR^LG0H0\|R47@>@6C\5WE;6L-N/E^A85%ZPGK+7:"P"1\|P80\$A\#S/"?T\|VQSF%/PAT-
(6> M?F'E8?_@08Y\|3PR7=^\$.1\$L|G2W^3\|J#|2+W(ZWIP7N%-QSF*A6&UX=|2 MU0&
f'#Q+E:U*_/_V^&H3 M+'1A6C;:R/^MC,8?
Y&J##=S1"3(2"4'=54%Z:88O\ZKYXO\$;D%K9%9,4-/E_ M3;Z#;G|W|=Y\J<*6*Wl..#2LK
_EU#Q0E@_MI06K_02F&UZL-G^KV\UG,HV_D_#Z;<9=Q9V9&MW4%6674-_U?
H5ZY<_J MQ1XUT\|7UB;?;XX.0+(&*/_G""P!13,D\|+!XA"A;:;!#1,1 'BJ/'#""#++!, M5*7G<-
&Z?5,2Z6LSI/F#.46F"ERK5 \ZAX?%00'1|KC,7RIH\|V&#IN;PC? MP=(J;M4<:<W*!8;K?
CID:+ "5Q5Y;-K. M23#E1?&|ABX.O&7\DGQ5Q;G<0K_4##3!?
_78ZC4X2#N6@'M\$Y)4SCF7:8QSB MC0?^CZM9/-G90;:
>|Q&J\|VWV*'=0/"V7#TZ"OBVFX%QAL3Y. M<_?"\2'&0#
H@ZM+|H0|4L668FDV"9\^7OK!+P2R1"4WDS-,O!21CTS^I1%(M(?@,NB41B22%!)J+;-
_S&5;#B@\$>U\|377)PX4&"8F4@+L?FX(ECBU%V2Y\| ML'GX+\$?1Y=Y0,<G\$%|(>|
V1\$|5| PM^1\$= MUNDO2-X7GDQ7Y^\$"\|MQC\N* G#Y_Z1X""/O/R/*!;98\;7W#?,D?
T/MU\ M0CJ8)?1Q\3!;>#*\$=4^C)1G;>2..*&X8@LW41HI\$XP7"K8)\CA\49 =8B!> M
\$&!\$1&DP&LK2,78M6Q7X5JG\|8)34BE5CKK'LM;/Q1PK_I,?H1UL)\5(QA;:
MZ0R.W3"!M4#GP988,@C@Q_Z^FF\|0%OKL4F;BG7BXP *^: MB40N?
M)KA@KWG2\$7^0K;8LD2,"2HB!S--
B8V"RY">PL_XXALU)A(4^A)%R/%_8)=D>K\|D(N\|<%M P&BYW30-,|DT- M/4N8'QGWI\$?
WEX65.S*!;\GZF6(|<'I&3.\$)GP7>,6)#6\$@AWN*N=6!P"2L, M7J: 2'4-VP1+C:=H)
(XSWW8(LVW&80O-8I6\$ C:Y<\$5!16ZZN\$QK<6\$|8UM' M\6A)V-&8|U,LAS-U
D%+9@=GOIQLHN3C)G3\5\|0T"\(SM-G\|P" M?4^:KM-U1.27\$&>2(:MP_0\|Z \$|L-
B>=+&B8T0!+^@*LU/RSP(.W07W# Z% M_.61J0*&B>F#5W+/%E\|;7&[*-.|QU(+|'=?
L9#ED8"1H?6UGHBB-!|XTIR,3!\$66RK7 M1?1DC#K!<;BD4S4+F-;\$*GX0PEK\|NQ-
,2#)UK%N4\$ "E^64K R1@^"ZF J9@4 MPN%1PW +/EC(YB?-
%&5<'9(L7EIBX(|G\|V(DH";.0;E13:+%%D7W35\|%FYE M*+@CW,O\|0,9HPS-*K*1XJZN\|
<#6P\|SN+OL&>,W=B#8'GT184BIW1%&|Q1 GPWD\|4A<_N**3O2'DKU*|3I6ID
MGV#S@50<"X;G&'.7C6TV^O!5O1= M'21\|U_%%2 \G"+S*#4U3\|AA\|>BE5"D@+
|9PEEP,530E+@Q?!;0P3^_6#= M BMWAG^X9G -'2B79M@&E+ M8Y=BF^DB_\$8-
@WVNLQE>"';*I^C#^+!*-Y!M MMPMPX8H'GB2L@C%L_8AD%,-
ZVVJ05\$5123_G\$QD(D+&C(ZWEBFA#>R"V%U MUL0U(Y('X%98;J>>X
+BI*8F%MOYVU<*2>JQZ5H^5 M:CU6\|2W48TW5C\|3M9
+3:5^LH56QO/FWUQSU&E=WS8?OK8OIRN.\FH9Z3-
M8@,XS66T#"E:P\|R5.\4\$C,)=.N:%@2/&0 _%8Q\ Q:U(C:EYB+M0T2\$AS)K:Y MCZ\|K8+
|1)R7XY(@QS# O4-I! =:-7U^36>!=F*J78%/(X@ZJ'0V"0YA@J
M>M_3UZ&"*4P\|2M>*AO:"W76M00YO;D\|T!=LQ3XT>X"/@JZ^HRS?-NILO#04) M-
D_M\|DC5Z"O=EH-5XV_ |UUIY0U-6PY_ ^OKP<'!)/W-J:K;-,\OOSZTSILW M'?
G3W=Q04EG>=P\$HPQ3N\$ML(N>8; MB,6-&H@|SZGP8BVI@4-G;_(8ZA^-\|GL\#EJ
MCZZ%";A\|
|,B+)3+^">C*M0D9:BQOAB5!&X/%0/<|3\|JQBC\|3M7&!V@|;_ |69V\|1/T2'\|V:F\|"%0M7\$6\$G
(5X M)^.;:9J\|T'?;OZ2C,4L)\$4/;K#X6JU\|K9U@HWJ\|><\$,W+S\|3Y,%?*16D MJ?_ |3K19\|
;=_7A_|\^VR+=|=R5?/'+"D2EN/Y5,J'=C\|_ =WGV3 MFS/G32X\|Z*_
T*Q&,YR&7U(5YZP%DT\|13MA^T_P2C" _6(I#" (2)8WA0\|H\|KH
MVFZ7\$TF%=P:VHCB9^B4OE0\|3(J\|^>|.9<1R?.P)_9Y&H^2\ EUZ-\|RNIV"J
MDD:EX,4BW+&IOX_QK5@I-^=2A\|VDYX&X7\|3;+O"B./BNJ'>&YX068#80473,
M"!T(KR;TZH?M2'T=?12?D N2I"; 4D@'?1SW" |B4WR\$W5.^&'!4H(P\|&6-_#2Q3Q>K.* M-
R@%(G)>^Q(AH/Z\$7U53>3B^WNK0-
KGX\|NC>IY6/EQBO5X\$13\|JEFE3:^M#09,THJ7T>Z\|5,%7\|H%\\$97
MH7E_9BJ62O;^ZY\|"/HF,Q.3/U'COF\$Y_K7JHPXU2OU*9D\|P\$JY<4@.RO\|Z\| ME!\XF8'<3!
(=,58:SS\|Q>6D 37SV3F<*,-(43E1)D=G\|F\|R_9X(=0,=-L)=,N
M4+B;*G9N.0;ZH\|T>MOR@E&5F\|Z\,MYA=.XF\|Q\|Z51G.#L3H)5-5/A\|F@T? M\|FM3)0?
C\|NJF86Z40OU0G3@XC1F-NFAVZ204#T-*;J B3GY/MA%J\|H UIG M?
RC='43NYHED5.TR\|^X\|I9O'68K\|J0+@>=VG&P6ZO^@J<@#AMU+F\|.-3)>,LFU\|D._&V*

I/_E6^46PG MFV>;PCS;^IKS;.-'SOY?*78YG&IR^_^W75.=X\G9'^\?\'4\$!#!!0 (M
LR35JIT&^>4W0 #!X/_9FIR;7,M,5!P,#\$N:G!GK+I55!QAUS78 M!'"7(,UKL%=NANW=-
:&!X M9V;JJEJHSCG[H%VK[A?O-P'/5!55% %86% @ ZX<=<+! " MD/_/T?IH^|J- J?WP+KO:H
2 /:QDK&Q7@(>D6)ADV+=JP&8 LW/JK ># MWK >8>/@XN\$3\$!(J?EC0^ SP" L;^Q\$.
BXN#L!#V>"!P<4ERR%X)O!_@U M+?!?>E (?4KY0<#RMK:'4FL*R2ILZ1E.2/2D:F
MUVI9/PL*BXI+2LO*Z^H;&IN:6UK;>J%]_0.#0!,CTS.S<_,+BTO+,#AB:WMG M=V=
'5Z=GYQ>86^_00A9A+22EI><4T7-6\$1@;ZC_0_DJD_QVP M\AM9A+V/^#:QE
C(WUD#OL4H"=E<\$I&HF-BUPZ%.<7J)><.DNM5%_Z:9PX
MR'4'4X1%#\$D6%6,I4'SX_SNP!=K/4MMGV!D\$9_,O7N8F2R>-A>9=//!;:WPS7
M>"UM|<.R4BV<<20YKI-A@-C@9OK*S8A>_I+Q4>HC_2Z+Y" JEDE|V;!BD='A
M6M\$XNXWMS|9V,4A355-Z:OI1-JI?F2-W<9T#V!%*G6F@#|-(=>?(S3C|F9 ML|-
GTFZS35*OYWF?JDQ1WO2G&S'&'?8&FSX>99ZPT7 /."IY'D2-| UZ?UO8 M*>:03P
4+E=&V1MY)XBNUU0.^/%YJY.HZ,?=TD)HDJ|Q*HJ|+|NVR(.?RH|J0!5*
(OM|_!,\$7CY>#*Q5:_08V4TIN,.(M,1HMI?C*
<^QH,=*\$H_D|/^E|<|8G)NG.X"2#83*4B(+^FS2D:MRWSKJR9/&
M!'3952O^C=4|Y!H/E%O*6K(297=C97XPH7LBJK|1^UV2P|VP=R3\$% @0/:JY(\$A_ZOG)
MN-Z,9ETH^IM|Y:KCRBKY&<%JJZR*C151RNG_\$'7,A-R@^:7!;2'&XX83XXD4
M'W##,C&!0A-?I(B-;Z|IZ@AV%5XGW+FHE:J((#5(|_#|;U|7\$U>|;:G3E\$^9M7 M-
^4A^@+VU.O<%%#XK258J|CWK3ERU3"V)MUVXJ|!.ZYO"WU0|UTW9%&K&1>=
MSE<)+YM-5QM77_G&R9;TV,Y0(_9:S(,8!\$@")#CB?M;_H6_-)'G0YAPAJ0IZ
MG"\$,*2SP+2ORSO8(8&K,N=X1,O%YOS;|3IG7/R736FTU.4WK#V!M6D-P&=9
MP7GJ3X_*RO?*_"6"\$ E/-|57A6M7.|,T)GDFL M&C'#|_SL&APD>))(N+T83Y|)C11|C-
CKP\$+>Z'J:IO?: M:T" +EOR: @1?45(5,N" I>Q.|S6_C4+XF3_|TZ=*+?
N#.QK'#'##\$!;:YC0& MNW@L:C1UXA'*&J_'83WX3>;*QCINR"2*387_L1465LUPD#F|"/<
T;:-7! M02S|)%F GJN^WNT"H:(Z 3CJ'2C,|K<3G<9UXR1<2S9R*"I)=GX0H|^WN1BGM
MMUN#V7*L',5:7RAA,56J"J>U6E:H+W%4.^S3J)P.WY3_|3&4*Y>U+;=)H1^3 MZ#
<6'>7LT(W:N;YT2%D!K8Z?8P8:|O80<3@_N:7\$8\$(MN*.3^|!5:|1=IX"ZA4>4BHO" MJ&
<:!3T+X?(YYEG8:H;_/JEX?LGM#L*AAT#6CH|^L^NI5=JN7H^2PR0R+RN M.1Z|(R"-
0VBA"^U6M".@<'YL4SU,7\$!64N6=EI33,(62K8|G6E W(S;%W=).?(10P>#
M5\$E%\$35|&/985SX?X0G& FV:-,6',R> M,MKP'1S7S<1FX90TE,U3|Q|?
X2D(*R>LI14T4,9AU:>0_H37K>@W!|M!?" M\GDXL(Z/HZ:K.YGI1)3 M8
K=P5>@C>4_#?Q)8|/&66Q)*2 M
,S5;1+0Y5(MP;R;*E.@P^E%U_0CP16VBNHSD1>)E#9L-MQA%\$W^./H0', M0\$ZR\$'XS-
7XBB&!P=|HK=(,(7-U%CK3%9_A66#_6J&S8J|1(95"H>_!@L=-> MA5;/M9&ST_-
JEB|9F/2/+B+QU^)%%%ZJ6=-|3^W?+&?-E*6CV:-+1-BY@HSJ MU-*|U4M+*"H5JTL|L
(YB%*MUQB)X:.\$)"0P/5AC^|WXA(67)P2>)>-+8,P?J MLEWJ%PN3K6^W'2,'WU NB\$Q'-
((#%PHQJF\$-
/_6L:KW'%2(:OIF:U!;!AP4/>YGG?:PS7A|CF40<\$#I1CAOX|'K4*U\$X)340'3V
M4'HJ74Z?;IA"^C>H0L34@HT|9O'H0|RB3O)EF@TEG=F+|!"1(2_F+*UN^F_P
MOGEW&G/JQ190(Y=\$;WAQ|- \$3H53@YC=HPQ_U|)?M_OQ;/#B\MS1N+^L|C,O
MWGAYTW&4|E'30T(GO>X>7|W8+87|86JDK.G)QW7L_0NS.YIQS*.H=J|&)/&7.|VD4^MA|
|X|>M&E!D>|BG|/N'YCV|+MEV&!I*<-. M/L|SY(67#Y LX;6JCJBB7-
L0CDIT5YJF4&USV:'TM1H'.3==P*|V&7RBG<3C
M1M1P&B<>;:0|3U0DJ>H+XOJ98U(JE|JY/#Y?4+&Q:FZB(EM1X;@@;+*:(SQ>
M9FZRZC^C0&?=FJ%BQS-
Y)BS(HIDWZQ|P@0DM|G5'.%D8,F!>NQ%S|PJ0|VW|/<"V)LIATMLD
7*"9ILHJA:Z8*CG^)^HE*%3P:GIXJKR5NR(%3%S MFQ8D4|_#_#R^B8"-
F=1XOTWQFT6QPSPRRN!%W:_&N/EI\$2+*1Y4"Q7,?*/6W M35QJSLWW|?
HOZH|XU+J_F6QVR@|G|DEZ'|+L?KCY'1\$Q>QYW'82=T(3
MABE"H+RC')YEW|H3:CV|KN5X|&^)=3W+:2L_A1#-7E)BIP|ED,^=2-7*#!*<
MHG#PI8I1GX6LO5_V;71QV35R2Q>"WKP>R H8(\$H2>"1K8;|#4KK?5A/MDZND
MTJ'B?>LE/^=ZM!5+^#)5?5Y\$;>R=.0|#!>,J(SS^+VP1P_XULH4W,L-
CG,;)U^|E:K;9VJR/L:<>QFTGNXEGMLD=? M^GB|EQ-*R"B^,\$C7
#B;>%R6UZ:F2GZN2#Z3V*4D|J4)Q1I+@6IT%I1U?3| MXKNNZ:&7VJY?
5WL|^O#,%Z'.=NBS&^\$@:G2|Z!:5K#B2M2T42O+9=JWB|'O'
M=)?'D|(\$CT*5X|J&;9U&/G:&*Q>H|0-?H52U>59'A@9AK74^@'>Z1&YT;_C\$6
MjX0K3\$U@)8!\$9K|=?_(-NM_(F6N5'=P."@0(6|05@W\BMA,9KV VJ1#1B MFSY4#4;
|&,3'EW7L;MRFMW#X,|QD\$91WB7=^I*DFSG@=RAF|<:"=J|PD " M;=)MMAOJF2*;SY

GLDM.SJI*=B;F9-K_?XS
MCBN20E,!#|Y3\$*ZIW41#OL;#M.SY/B@+B1%FKQ\$#K|+.4U(MJZ8&05W5(
MN^@+TT"M'%;X)Q3OIV!/?2,C+5.O&4AAS2GD&|=D(F#YUEE5&.0R@GP)N!
MD*4&YI.*).8><%N%|?H/PC@|HU|NOE|H2B%P8P@|=<[KS92]^Y/LYGRB!;
MV20|CM79|AFZ"ZY|AH>*U_ZJP3^T|HD*ZK1)+ 'R\$O2PWJ+G*FCZ/L^
MJ2P9YMT#'EM72\$T@%|F.H8 #>8;\$BK'IDNB>EMG*<_7E#R4<(_@WHJ3\$,60 MC7M
XWEH7>91%ZKY,F>>+SW(K|+8,804+6_CY8|3,./>O>D!!KL0->TFZ3Z M*VUUC(K.O?
7+QW)62W:83.)|FZ:B:&#\$WD#ROMK@.KL3V(LSKF*!PZ7=*>
ME7|PS1S8V2LM078+*^C;\$&\$V8LR37;SPZ|=# XP>U"5 M=TD)U13G|V M&9?.LJ;
L5*6!27#*(H(M7AS:G-ME(%/D.H1;V^Q4\7SV(/S:.8#IF84#== M:P|=EU-|;
(TL0=RWB7+.;FAVDL0|@KT%L7^3T3ZF+W<1N)<5I<->?,T532F2
MLVY'FRFUI(D'2DVWRPB77_C.,UUU\$JG.7 6L6%\$KX9T&DJ!|X3CL0>O6B9% MD?
C'W*YRL)"|3H.?:+|H/='1SG7<)>#H1|J' COJP6Z.Q(_L2_D 87PY@|H9G%?JD
MJKD&:>GE7*F_5>LJ>+4T:4R>9@3^ ^MDFX|T MZOL&'DQ|0|W_"<8?,)
|8N@=\$FAOS&6 W?'FK7PU@Y1QX,W19@|#:G,20|G.; M-
|8|LAU(RF_@2F*ST=&:/=|PY|08A4G|M|@.7L^:G|9"R/Q!8NMLO!?!|^C%GK=F!PS?
C46_@M)@)MRZY4Z|J)D.4T60F?T;3.@T1Z.O:|:OKA21S
M7B(|O/(P*K31PU!1U*+B|./+|'#?:*-Y49FL,NJF?;44SAZU#%5U%4?J2EQZ MQ^T!?
A^S?;/U!/:J|6547E,EJP41AAE=Q1SHXB.Z'FN|_?A!|P!&CEY@|S MM6A6\$NU=-
(66@P,U#74C*@@0"=92Q%HENFN^>:-Q65&'84&J# M8?\$0T "L MF!F%|T\$1-;
(Y^J/F|4Q|VO
:~*,|OXG#2K2#MGIGM%>G045L@R|VO9UX0DA_/|9S|.O9=#/B4BZO6UBR%/GJIX5BKW_
M*>H*G-+|#O.9>\$XX3&S-G|P_2|_+3S^OJ7M|RK%KDLKDF;VD;@'2-Z|S@I7
MB>.T;""X^1\$4UL2#|XA_?M7I?W5C9_Q4M7SFZ..Y:~?K96XNRWK7&R@)?CIP
M'K1GG6D.(Q_LL25?O+(Z(N3.N%N%D0FYFWTEO+'\$;G(-%=LW-U1X3|0+-W#V|: M?&!C.
<*L71M193MQU2-'>-| ^)=|L@)\$;12|L_*9TA7OX9M0%#Y|>OB41/#8
M4CVD.63.3+P%I=A5&,2|/)Z2|5GU=#K%|. ^C&L*-8Q5
D<#.0KLVA(^O6O:S7^H7/1M|Y&^9O+SJTG2B.: 'XJ"E:/82D-
HI6Z6Y(*Y:;9N44(0J5:)2%:F<&9;6O|" +O7D!1-T>"|F)5Q6*+_|<8M^|H:!
M,7=_PX&V|@_)68^(2%;(CE9:EGD4|3T@5C3IN5-;5US'FU*-.J<|YCDW'U-S
MS=RUDO99M^KMEK;)396VO6B(E|JZ_)!@Z!4?6!SJOPM#AOGFVE|>7
M+ZVT1OM^\$Z!1,@9@ +4>Z\$IMK;LV-(MM5,B=K@X@FIN8-W W9R%6 88-|9RF!Y#
IZ4|)-85.*W:V:_8H")0#YHX'&T3|X1B@D MU"@5R1(*J\$ "4K&6EO!1:X7%U|Y67*|2+*
_*^WCFT=|H%C"IN="!& M);EEF,SESKENB|A#!^|2^7.GSZ@PR_2X@&Z5L'03SG\$G|
((|F>ZBM %@YW4 M,YU#L"V>Y'UV3AGU"_:.'S@YC;B(+|8F>|/\$|_U_*1H'0G1
MS!3=N09E9R&I*+?>YE#24'O3Q|U&D6=[9OQ(G16+_<7 MPRJ\$5..?U>6-
L>N4DRYI8;NM4.G6HKU09Z Y\$6..|_ '<@1K2P>?K1PHU/SP M?
KC()>+TQ>\$HV!H"5GA^++W6HV\$70<@|B|J.ZHU\$E(|>L_@9/>|SU8\$CU'5|B ML>9 8-
BD*?&(6;V3U02'OZS;H0V(6#?@H_|)
M)MA: ^57"YSBK8)H|EM|8@&O|J.6!;XYY9US/M*UY-B?,17!3QLRP"@ZNR:2
MS_0XB3&(LZVM%4NDZ|D#Z3\$X^NJIYDSK,VZ&EM5LRK>=:F+3()6A>P!|J2T&D
MX#H!>KL_A,Y6KAU6_:KL"WP"IT+**SR/3-=H\$%9:U@DRDLC4JF0:F4UD96M& MKRA?
SHJ+^+= \$OP= M(\$""8>U)B'W(C*R;|C6X&RR|8M@T@Q&\$>9LJ|=,6UEWK8?
E.%=:;\$>KF01(- MLNUK6,>.6%0<0\$(N6_H|Y&".68(N)'X,H"K8^?4K3TU.BSY"_X_ ('VO*6
M2Y+JXC(9W9EOP; C-C"4Y)1KFW.|6A@14'|.:!Y0=^XOI75WY|
MTR8FIF83"^)"XRR9_HQJGVFV_"RM@Z1/+|ONJA|ZVS+4E5#.>6.YQD2#>"T=
M+8IT/3B#W0.@7T0R%)O;OZBU!@;F!@ZO?K29LXW:4-|F DOK,7RN.;|NR.| MB30FS4
P"|NR(B0L"?S*#;|Q^9|' MYU|LED"O+B56:|CD6F^TNH>+3H:ME._KF2O^%O.&WZT-
5@#VLD| MG4LTS!2W"|D;:K=U:HJE;FUW,\$B8@.|XB).G#A!>>YG4| (7&: .|W!9VTJRN
M<:TZ,*F?1CLM#6;=(V7BG7K&EO9M|&%>%)8PG6B?*|3|N"N/6<'NJPZ^4)-|9\$
M#=#298.K?^:|%!"LT|6(OUKUF,E"?=2|;>M@K'LIXK9),SF&-?C7P&IGY.PP
M8@)KDO)8EKXYHIL2S08<,KRJ<=2 M@W6NX;.*>D6)6BRCN?
YXOZ2X<,G7=/*T_4&J3#)L_?T,?3|HA4+*S?V #R| MQF:GCPGZ-&#MG)1->:T%6;
|Q"H,NY@3<6\$?L_1YPNB"Y>|SN1_ ^?BYKBW@@V MS7B_2^,D_E3@4A-OAP/
HO^8J*BHL;WHS+'MJ:N, ^TM1\$8SC\$;8X2!_?>N& MG!_ %\$CE3=NHZP9RPM<1C0|
|S|U_G#B+A| "??&?/CX&DE;+QA2QC|M+E6 M8IX|MBI\$L=*ED\$<(K(D|A>-K9?
YRPEN">NE\$P98 M+<2O\$>C&_XK(6'YBZX-
@U'C3ML.@=4M9V6|&^WPXY)T%K?/:2=/*|_HX0/# M"7=3!O#

HCY#SD_Z2).5"78W<*PDX)WVM[FR+/E4:*Y)T"SA%S/D*0._5F/N MY!/:QQ-#RQ]!:
!OGYZJN*5=C>_+/HJ8\$GS2YXT6<@33W@BD/\$K"[U5/HR1 M?!*YJIOR43B
U)O+4B"M7 ^JJE\67?F#2+=,W,;,\$"O1;ZE=#^NV&C.R":/?" MB,><.[BT92)7B:)HE6!
(.Y7!*E^@'2E/6S3RD>;U76.2\@""X\$GV7SJ0?
M3*U%L+NPT'5JD63FV!_XPK11A^E@|F*NS_M>Q1WK;I=&5_3 M01|A|(#X072?-
D_OF6H|OEW '*K\$C0.J+;:\$Q_N27 !.DZ- MIT_|=K F^QUUP5";K#=LVIE|W!|OJ%-
&JU,PR;D!:'8\J_ "5|4> MVK/2'R(3!(J U4345%M"A*LI="4&X;?8_KJRGR6GV|'(3S0A6M9
M1RW0Z\62?W#E^L_:#*:.4(@9|V9^&U|J),<1:=Q*JCP^NCD3%5 MBZD2EYAP5!|
(&%!1-5.Y: Y+ NJ!= ' !O"L1PX)>;F?)1(&U'NG"1)EF?:^W C MEE&R(QQHXHS?
&|TV|AY5;PLA.#%)YW|+)Q^N>B<*7%&I8,#/;^\$ _C3-[T8 MIOAAE*[DF2LS5*
<;|FN|YTRO_%(|)|5C.|D&_UNS73/OMO"!A!MOOZ7';&UR
M|>||Q@^9+'|1,PG9ZH|309/J<|E*ATS00T2F|AE^1L7UDNTHC=AJ8^WYOVQT
M|8X#;#'=I3X9S1/*|/ \$&|K,*N=|*8_5>^7V)5P|I=P%^ (3BW^?(4*C M15?6B*
|Z&9|^|8L3,7UYATW L|&|;#JD|5&B0E9+%JG-^F=@LS2MWIFG+S|? MH|1C=
|F/M(9(*='GX?U.Q".F<14'Z!;8X#S;K'C2*B=POOLWB4^FE8N_1L>E
M2^+%,^>:),|PP&#=S7P|H\$2;Q%|D3|JCK7&F^=6_A|4E;K&3X| #F=SSF3L2 M>,H=L
NI&TH"GH&:-L-2@#M|\$H-#L3;3E?W7|H14,C&|4IN*L='G+PU)R;?
MTEOU_+ZP&POP#TL4)XN*|BS,[?@U(02>?|V 9;Y/=P_)WY0G?3GYLOYFQN? MNQS^?
FK3|W.|\$F1DA#4|N#\$|?LV".^8P7)P|T@?FH<,|D-3F4|CU LGW7@RSJ|_J4^;73MX
M8!FF'E,QLOP*&UD!O:ZFOP4R7;LX"EY|*>L>LQZ2U*^2+.C4V9.R9=?6=VE MH
|3P'|593D(6|>+&?Q8JP/3YQH3J.^!_ |B+5,5KE#UMG/4|M!5H,& >/D# MQ/R !G-E,7TS-
6|D57/*)G@=6|M&A\$PF%MH|_@KJU1N2+O@>V!E|MYA'AT8@
M|V\$DQX*P+^BMJ1"._2RWF#MV@Q4*GP>ADG2T&>|8NV:\$L!
L.F2E>8W!>"UFDS*)CPGE6;A2
M&QQAWSZ7L|7X|!%:Y=X:FZR.C1#%GY%U5+;_!;X:69E!|O#_WAV|=P@96F)-MS(?
+Q6*P\$Y#"_\$W4;44-D_) \$3F*W.(PH@1/K6CN9: B-_WY>(M.6>N42: M*GQZ!
<^O(7>IO3MI+8-1 H;Y(@=VK4|1),#"E33\$IQ^X:H1QZ2NI::WZ,@|V
MHG:O&I06|+IAGZ4|+84"K".!YX&>NDY_JZO^+%R|;9;M@-KTDQ1-E=0C|N:
M;";_K7|06)@C_H3+21FI MCH|KN/O=*K;JX+^4)CVME=+N3%?2>SAX87^_
*B"RX+T%6RWXJ-P>10K4G^ M6)^;KKK5JG:7C&7"U^"DK.IBRG0L|!)-
;L6Z>34!GE'8!\$&B)POJ-EX7VP_ M'?JK>TS?#6)"X|>21LTH*6Q=&+U29|GNA
MVN'O,LTHT>*PYM/=#_8ES3@U+X3#INV9U720J.VD=3>S8;6O,H%|95>*1|KS
M32(Z,P9#BOPGBJ(W'J1N\$QSSXE(M@+I?/=6JHLJR)/PM+CHJ,GY,.ULFRJ4N-M3L-
|JLA_# #9^'#&"7*P6G%PN^C0B>6#CD>-&|'I%!\$QSX2CWBC2MSBIK2O'U
MPP@^|.3#X'*+RC#EOR1""*U4/>A7N"3_11E37%JZE1QBATO\X5_%Y'A3U"F|Q-MY"2/>-(?
B|#@|V1EH&1E&@=Z0)FI7AG+;.*|'|J? X0F.;ON6Z?JWHQ<*+Y6-MA
;YX3H?"O3#OQP=T|=<=%E1=4 U\WOLJGFA6#-\$-Q4/F\$1R9H
MHD\$|@#|P.79/ULZMWHHP6|S;EO/VUG>^RH(72"WK@//<\$|(>B?R/*-:S\$.
MDO0|Q"AD'D2JIA'.140D>V29IC?_NC?LJ'L+|7@AGECP&KQH|>,A\$_)JCGJ
MP>,A3URGP09T^_M#0A)!?|#DR(|)=&YY0K%8&.5+%3> M.^'U8==A)P=2.4&
(_&F+;:7:QU0(!=;PK36;YH;Q;E0XT,SCG_Y2G=;J(| M|\$Y=,N/,1|YC_9EM|0?
|8V(=5T4T;EK TLM.%B;Y11V(Q6;Y0|FY<5GMXJHM" M|_H55U!5E6O-
7'ZJAP:C^R|15/:88,J K9"6MSL%.XW>.B?G@! \$I#|7%"#G M(|2+(:V!)H=,RC7R0T.7
Q%,X3X/W\$|4)-::SXM0E-5003Y|6?(.9.P>;YXZ/H'SXV'K#1LNEY M/-S%ZG^Y9#?
91<53\$NA28/W"43"CHO>; M-+3OR-@V|Q5_ O7Z-
^@-3\$XF:H,\$B_9^_,HY!S|+W)&6LV!GH>FT,"ES|6\$ M^H.|CATE9O
| #GD5+6SVK&:@M;U?2T7;*4QCWCK_*T&602NGBAZ*
M(UEPU,)B7RC'BY0E0FIF_|RPT,T?=T|N2^!|=K_%H"8MR*|P\$(|WXS#INB M|0(W:
|H&?6V.;,5 FL"H@;%|YG2'X213X4Q*A&;E8?"0YR|WUQH;UH+-WB-MBMYXZ4%-*
|1*9^WX/=4,FZG%;K>?3|VZ9'DTJ;=YL_%CZ-C"M'V"KTM-M8E-M7-=ND7PC5-
26!OIGXC?R=ZMM;O\$A3\$&LM|AZGZ.-H'V=+QOFJ*!)/C9E
M#1""Y<91@N=:W_E'W7;|A:..DR0R6L!DJ|O?|NC>(N^KDL8?|QHEIA>9H#;V
M8&O%V|XIME6! R%(6|8=|TKA>|(|? Q'C|\$@7ZA/H" M-5R+|%
(N*C"9W>>K+JP_MZG|)0X9C4=XQ8_E7X16KT0'-X5,W@FF_?+(I3>U MX>
|12T"P4XU|SYW7ZV|U2BQ()B20I%Z_\$M4L"|.ZV2SC2Y> U*%RY1;Y(M|
M4A*_UN:9GGSJ.+|JUF3;"_<(06*W8EBOP|O|LHU|??^|H-NT,J^0B,TD|W_ M|
(P=HA|4G12+U1#W@,W(|W2,75CQ0A4BV=L^\$+E00:6CL\$.L4?34)/M4;DN'+MY5|GV
M+FC|DDHR)A&/5=>?2|P|9Q"H_9(|9_FA*#FG*|(|1F?DL/&2)Y;?UU&?|;-

M)&9X/T/"U3%;BN"RN > T\79F?Q69!7AVW0-VZ\2Y9):#@V MA_",QI.
(ZX99J0KZ4!)1% H&>:L63>T'B?J_FGF1/(YZ)E!L DOTG: ^:B3Z\$[MO/GOD<<,-
@/H65RR8@L^\$.D)+9NT874'!=CE#W2!.B7O^IY&'_E/WYU\QJK MJ_-9^>UL46 =E""^
+_&11@:Q.5C7F:'D3%[_2M2-Q'S5H:VQX5*_J5Z-W-BD M>P^NX!DMSH=E&?
E13&A00F6GZ_O+K8*CZEF!/?>E>|=N*WVM9H,LSYUOI:'07 M!IQ-
L&^;^A/I.8(*R.)^N>@07:95H;ZNJND*K%*H-A9+#7A3LG% "_IA4I:-
M<_IP\4_WHO\$D7Z: ^0_SYOX0051=1TVHT9!R)!QP#%SZ+[E<,KDIXSM"_(QO'
9BM3HVVYI[SD38]!C,)^@4N4#\$!H2;B/U#I_GPELU,:N-RB-M\24\$N=OP;BS"SMIWP:
[P9MCW@@@9':X_6U7KBX)U\J@.'?VM?!RK1\J>4EH M)" N&BH2S!GTI-CA%@W.:
<>.3<2.KU,REX\$!=P2C.#>|Z'/52#7X='B\-*| MN\$3*-75^ET=N'H[H\U]/DC68F\$VQ?
SK/:#,:M#T46_HR1-||QACM!V*6\4.90H
M^ZRH.V/=6,:LLTXN'R.K.:4;@BR+H3C^8J\$3'_M^&S\$%.:!F>BG;ZJ,|*
MWO=X'T3\$).6=OKLYJ:5\$#\$|_Q/BOF6Z/YTJFVZTG1"8C1<2#>+|S7JB(TA1H
M%='NI06'P16JQF&-90:X\ZZ!S_@+KZ1S1M//IY18'PRV&%?VB?L\,L\6=
MG'Z>OTONABB[8E!A^#+2](C#|.+2G\0X6|||9F3\|)SRESB?9+4XU% M%T(V"H Q71=+
(EY1=:VRN>KE/(S0>8^*N(^QJ:2?"Q2 M UH_U-5ARV%|0-
%WEM\O,+LLE>0>/^R,HE7:UDFPU5,\$W*-5,>DL(K2("L4 M\J D-G MSH.Z%-M
=|S\$W5K(OHQ;N7CE6\65OFKZ\B>)RB-U^LS: ^&"*(GAL\7FW MC3W??
5AW%!!LEHH8I';8ABBE?|\$F_U?PT)BC#\XJV3A(%_4V9. >|S\$ATR@|Y
MVFU4H89BZLM2AZ8@_L.*U8TZ>P\QSO6N.=!:O?T\I8K3P\|S\$Y(1P84ANDV6Y
M,0X=T<|"JIEJR%4(JY_LBSF70,?)=>[3@|1/*3HJ!8+Z>%AO-M,|S%?RW_PM MV'9|-(1B%
3G1Y89\H60(BN88HJ.KMF@+6RCL,:G"V!=|Q=<'D5O&VEU7|#,
M\URF:,7G=,FALON"XNI+DFU:OF\3LT 3I-P'U-|VVL1#S\0K\,3=072M" _>+
M:"% ^|;X>2F-B4KX_*M:-';)LBM;6+D8KQ2Z;YO|"SR0E3"+E(Y_|B4^FU\$GT MT\|SZTY:-
#9"4ETX95A5FN ;UKU6J(D*;<7X"J837TG7PJ>W
MJ0SOYKW!#+W\+0+V2%2)2I;G620N":1+0 &2SX(LTB0
MEJ@>QCC%USU\%1\$+,WG"*7\$E7P>X4 GM1C?B3F5&\X'K^|/?>YI/4F7\$#^AG<
M5\$;%+.12D/) #\599_Y'3""Y)E:)Q7M:B^C8UJ\&|@;5\F6&:PTD38KND\0G)
M6^S;L"X7Z8W%P4';JUC^!A>_G6&.>|R%O,G#O\2|_IY!WPYT6A.:?NES-|*
M67\UK6AJ|:\$ 5Z_SG2QM%IR?B|\$:Z\$4,DIO-M>L;J5E@DI_QWN^' A\(\$5U-3T)A?
F:&L8(D168N1M\,Y7<;&J7V9'+G5:MV: M%EQ(-_2\H%R&CVF\I@D7)2WM5AN&&
(7GKL?Z%M_U-Q^DUP\J69K3^ETGY0 M.3ECOB)^1Q3J?Z.IEVQO1!+>J(%KN-
3LX=F@VK?45'GW\$:C_S4D6(&_!:_MJP""K.343G\^8O+)H5\;78H_6V>|XN)T>H
|O+(\$)FB/I\|V=:FM/@QCS MM-0SNU^R3!+<6|^T/-V),(H:!)V\AR\$7+|=)?
&7TVN^#V6*.;J\;@FOABLH\ M1\0!.8F=^H1(.WRD'EFU)M1?W1%,KZ5!KL^@HA\$Z-\$#)
|-S\$N*W@(<MNI F;^R0TS,|TT&"*.+U%S'0^663/+9L,WY_L0+*+'F?LI>5C(X=,|S\B;&
M\$6><0^S(F#02:_\$*N;(@5XK2R6;WC#%-YL(M/^)0\%K:U9_GAB/(<*DG)QD
M0L"%Y.:|HM! E)BUS"P4=8'U@9;F_3N4-IP?R#BVL*)*CS._^TVOJZ\,RS
MF:H4K=\$XMF\U1-LE8!&4Q,MK4*%;2RM7?3LKPN\$Z3;B\?K/J1J9BK4H^KA-M3?6H+P-
4G2SS?#ZX<3MV&=RFJGJMD%75E2VZ6!;G"=KW3PE=H7@=,4,I\$SNI-M(31-
=07>KMV?%MVE/H4%|/RFV".36)Z2#M,P@ (4!2=E%QD\$!P3\%9CENQT^5
M;|HX|&RCOG;S+VJ%4^GXA7"X5_M'J@&GH(EXQGT(U\GN7\SMO-|BRC;Z6RXZPTQ&
PJH-DA\|W4P>D\$4T.H;|L MABR((TNI9#EG:K00:H\VOX+5-5/*^EASW71Q4A>L\$NW"MJ?
BR\X_4| M7QC4&%)GRVAK(3XR\;NXG*UNXNK\(_IQZHVOINO;_MOYA
B'C&|"R\$YTWS6|-FB"43!3HY. 4WCJ\3"M.POJ7-.@8MW69MN-*&T)(PN)0&
MQV"/(L7A@BJ%|^7+@E%-11"GUU*G=>/TOKG&!*:F0E#P7ZLYG)#C#&<9U&|
M;\$LUO,W#J>6!F=(WZD7O_||3'?;Q:@;G/J>|.5++'"F5^J-MULADW)4
M5(.=3'=|E5("VZH783N,Q\)=|P.AK\$O3|"A21 M\|S\$H,=/(63
7Q(3@)SRX#*C.#.B%3U^ISWLOS0=R\Z?|4BWQ!))"WCX2#E-- MR3_G>9C3FO>GG?
PV^H0-G0@O#BU-'47?2>E@@4L-#|O.1UOC2A.@LO/.E1D-M1AP\!:5WOW0A0=
|0>KN2#X\H1DFAWYJX\LSA-MKAH1Q;<)E'\$5ZA;U&
9:CQ+:=.2TMG\:#AO'6P_/G%8VEIM#*.A5#RH1A!87
M\J0\$=|@R(,Z\$FFS/^+Z/\$M#K<|*.\$;SIK9B&E3,#@1+Y^X!%3G)L\?'9A%3\,RG\$J3.>-
/H7S5^+&%Q\ M2W>#-@H4=<"Y=8FJ=WD_2\$@|/H>AM8JU<-
FAPOOS9ZA^#YS;PD.G2(DTIHQ+ MMTQ#Y6VAN+IXH
S\:"8^HW!64\W:Q2%YFO<_R9>3\$@' ^:>'1C?OT8\H" 3?) "8\|RNY\Y>)O\#@|I":99\Y03Z
MQV=Z;+X&?(U7,+Z9\$,D4F4D%COA^<5/KXL\2A%H*ZKI_=185URI2119#IK6|
M() %6KQK\|&=FRA!=#>S*QHQC-PNKWKZ)^-)\$V7G>ZD5\WFGW5G\$B0LB!UX3

M+PZ/VH4[74L]5%'EW8J9(%H>YI2TE" T9JH;/_&0NGZ[A2VR0>N@/UH53C"-Z
ML"R5L:CZL)S&Q&%WX339E.ZKF2R-G MHP8YNGR?
+%C[0RO\$[JMW\1,CM[JW)W\J"Y]/6+W%?IY[WE(-9?K05X/42?3@
MIKB8F"#.KZ#,F%:\%YS 0X%NW72@HL>7 BU@M;,>@A \CPWAB\$=Q815%U05D
M(=67KTPX00'B,892X#R12?=1RCI)7-KAORZB.-?SD9UQ=.1#+0I6B"/G: XN
M#;:@=G/IHX1Z 4I?T)X^)(2CPMTM@7R;9[6^,##%WCK.#:FM0:.*"LG7E[#W+S.M??
S&:1&/JV*7A6%BM:<;9^<5G%Y689 F4N+KN%'^XT*%:\$F+3%V MR=>
I@!RLE""ZA7^IYL ^1?I%9B+.5JTXLPG!*N?""7/ 4)7B*,*/I'03(Q*
MG_&6JH*GIU*5WS""0.:H\ M>K OHG\Y\=OW0UGJNGB1?TQHMF\>FLZ.?CA&3_U_%-
= 3M\$,-!@OJ":Y!O/= _E':>WW!PT.:>!%#%I\$X\$T7MG0A"J1>\D M>NJEQ" A40?
1\$ 451ANI MQ"!=&CFYD@^HPR)HS)S>I^O^NN=>^"P_L_9Q\ MGKW6.?
NHT\$03#95KYA\$1Q>W!-^E-NA-R!ZEIGZ\YV3RT\PHQU-);=*G-:(M'_0WF+
:I\$=+UBX);J3D.P#F7QW8.S(+9.@?*&L8+%H:CBSQH05+QW<\$+P" M*:67NYT1V^1A\I
<XC;5="_*H#M!ECH?Y'I**G)KEDW\!PND? X(I^Y'V(-M8%LYZHA_6?+.R3;JYR\X?\$K
MN.\$QB00\AA"TCEN1E=^<)Y3)CKZL2V7V HZ.86BV;;,&=W>"SO W.*9;.*%
M2SR;S2ZE)B "PHLTJ'XS6"E=,TI? M)FB<;VS06=W#P8*ZX.;/PB\$6?*'#\&)_EI!" +I-
+I(G;'=++),!%Z MIN.7&>98U,\0XZ;""&9'5WS>16?
2J:RK\J5J6O5ZN\ PQRZ7!LT\7@_Y5%Z'/O
M!X/O!&%@YD@)4XP;%2OXX2)0SAE9X\$VMDAQ2%5K';SV=[2WP0[LX\,^B(Z#
MH>K&^<-18O-IC&@FFR)\)&5S>10VD8V(T\$3HV(AJH)*3\$O20X\$@S\$F)T=A\Z7R*+
6>3\$SPD)WA"&I)
MP/K85+@OWT@T^Q*8041F,*,E))3JT<_U0QIJX\$"^6(\$7AD\@MP&VT-WC0%5\$R4-
HJT6'E':3V%I9_/,?L 1#-?"R8\&Q K* MT0E\$.
STN\$IX>15AQ\$;19UJ'7S+7,#VXGN6=2;@',I,:>_@+":T3!/F\$;K M#-F&R._?
0VXNZP\DEX\$1HY8,1_85+0).2\2&RD% JJZO3B56>GU6I+YX>7^X?
2H0(X^D>39DF_0\N^FI<1WQLR"A.13?,3-: M'2&:=C.: \$"IV?
X)D\>SRTTG#%3;DMDRYL,K.\[SK??.IS83?_/-O)9)/ZN5\ MQTY*L
)TX2;X'Q::DS>8G\98K>=FVJ*B(FI_FNIZ5\,8G8R*GJ0Z\OI^"UY< M&5*FC\#F*5 J,J!
<626B.<13SKS83C\3)\>+N:U\$X_:I#GPKC?L'CP3/R
MT_(VE;3"L_>TZ(7;F;I#&&PV>+K<=BD=ZZ\$8YRE1S:N9\8\K13\Q_ NV
MH^;F_:0&VQ=YT,!!.*\$!^N,(A);3RKJ5#EN@2%^4=+-V0-B'!W4CQ.A-?19 MQ/_,%U>2*
15 A\KS\0\,=Y1GA_8+FSRK=2=11D^*QOX">Q@IZ"D MI?V\$J+;L="A?TM< IH\$2X=%-
KB?MWXZIOU=WR\M,_U1>\$>21-YNGK0E=URD^8\9+5%23M1(@3UA%)T=j9*T\I
MJCLI^UL J;41CM9_4+'C/5X&9SP?6O?D? 9#E?#FO66^_OB/:0(N+A\$X.**T
MWNR5+V&99#9W\;VH")K%2O31-/J/LGOLB)L56-3>N"948/&JH(RJ^>I+@C_
MD[T.P:@WZWOR2K&5\$,1QR\UBU\Y:2F+J_"4H9YC9GZK1U""2B;;)2XA/_B:?
MJT^L1O\,H2,#<6Q"L\LAM1?%?\$VVX*?2MN-MY,POQJUE\;^%2;VM!'N"/JY3B0P_
M2H#TBO\8MN;0U J"19C19<\$ O9M)_V5@I#;S/RR!UVF;MS;IC6HI?(82! MMP?E=W?
I@ B*F_+=?#?>@HY/9;\H8YF@STL4KN,V4%N?Y@R926;_LG7/E2L)3UMHN<\X6"2&^?0O
M&H;XN6@V\,D.S':;\$2>0=NR)EXW33\8K4G%\$L;4PM45QV\=2=SV-GQLN^ZB
M,/_B,D2&?I_18S5MOBP6%EOFM SM*0D"P*S_-'7)9(%&P;\JO6PM,%KRJ1,3
M19MXRHK*8PB/Z9&8H%B>)R!_S011/(GZ"4;T'2E8&X9F\>%42N QK>? !5)' M4E,J>
<')DHZ*@XG.-OZ;5,,-C(GA\#/*-%*TG/).KP4QHVZ=CP;%4\7WOU6G M)POY2
>JY_9BN@O:%K/+PGJD,\$B,TEUM+S,BAAPDA509>NA\&[FS/>+[5.A7 MVJ1J\$%@%-
K\$+^I TRW%_D'5AIT*WT(8.^>/_GFB?O?69PX+#HUQ)O.G'Z:A
MJ&30Z9<828%@E@<2A;CJ\YSU"4*.>I\XQ\;7?Z'X\LODU6"J_-NIY:&JP
MU:;J(H\SB8YH\$CR&T:ZEK3\6GL)8ZT3R!\P8NJ>V2;K405TC)ICB_MPJO\@ MGT?
5@!GO2T_58?_3M33W\;I85)CDX>4_3X2%O+\$RZ\$^"Z"JQ#%XJ\)_M.. '3E
7AG5(R.5Y;S.@\3/4+5WV1C-P)=ITQ%5^14\JU618MTXF\GU7*9'K M@ZY?>3<)@T#17-
#20 O"KCT0;)YMD_YHYR!(S0PE74I\$X6LUJE+1-V2=_!'4@7?LD#.<*#+E8K\$
M^*'.-9^,6\^6Y9O6LLA(F\$LW>*WMQM&7ZMG9>G_-'%I@7X^F_W\I P\$=DW._!
ME<9(^#;X'%G%1!)HWP3+3T:6'@*#B5F1O(5\U)VSL0(9MBK\<22-SY"F^C M%
12Y\!C&K?-%N;* =63(>4-Y%%G77<7%>5Z721(/.U>Z_9LAE#;L-
#"8ZT\$^>Z\ MCG\)'Z\VV 122P0,' M)S.&E*K/1@-?O&_BE" F^(_J&7%?D)'S6Z7 (O^JM5-
KS^,*@7>A_X_7Y\$U@ @MI?@3_G+7"\$I58C>=@8.L%W#% M8#-
1G6V^GH.K\$@S:76B7;;GB>M\$9::5S:YX('9\3/&VNJGT10%/ =4>E?J?
M3W=.RI7(&&2J8!%X;2BP62\U"IX':[S:S-4T#W5W3/0"O4R0 !*:=BYL;N5R+[?4RD:)\J7
M&E"@#3_9L1\$G-C_@)JQ'#WIK1T2+?VAVU5LFUQJ>

!V1*>Q628KFP,Z/8K9&15;K)K)O!*_>+638FRJLUZ\NMKI%"TN3N,&[_QA215?
DBXY8NIF>/C7S.MJFU!ZR2:82D4Q YA3: ^LM=<"9+,R(*\$-
[WRW_MR8K0ZG;#A0QOAY(%&"9U@ M"S'VW%=27J\$'SA;7>LS
M#O@%6UZ2)QS5&LBY*E7DB71/*#7,JEK\$6!I4&F@N,4K3M%WKH4OPS.G#PQF,
MR3AN*3!%_S:IT/BX?5.Y*V98X^=LPIW7A^4-!Y1;^D)+!M8/Q_%S1=J/M=
[59K>Y3DCS.&M,/N7O7>01W&B6H*N0WZCY3!Q.MJG6(7*:KU@?(1OE M ^WCVYB?
77Z?Q'5VO-E>/CN_4=&*,>,V&9I-Z6P7+,P2VVA58BV1(O4%K[ZHLG_H3V1;>Y%Y+X.-
MCPY MZ=M:%2,3X-Z(&=I_B&J-> Q=H,*,VM*400^+HD5VXU;KZ"C]C;T1,%
(JB\@T1T^+,%1QJA&
MJ2\$THGRQX22J0TZQ^WJQOH'16XECHRJ=&1!E\$Q%E]@\$>\$R)HFLJG:Y)=71,6
M6*DS,MJ:O?8#PMMKD[S*F>? @.5"JPIT6[25@2P1C/'27^6&'XGT=7G[PK3H
MPG^,UL+HYT\X(NM!B-DBZILO/+ #4W!<_E&>PN\$,UP3&
MYH,:/JDZ)"P!>5&OQY=N)Z8CFXM^5D^ (?A\^U%KJ<+&W#KTO[0@1?=>)R8@T
MNH^2EML\$,M*.30!1L1>@03FZ>DS6K<1/.6!J+9V@,^\$5NV8 Z*3TLO+&&=XD
M563T\$/2D\()PP)&I"DUHO;EEVYO858-E%7+NF=TSH8G70K/F_5[W_2A;F'G
M0BJL,\$7_:I5NCIQN7-Q>4"G)PMWW/VU[D.SEB;K9R6UV, EV#GFB]LQR!*^(
M6DF4(8P5,JZR\X()(!NZTM4&R2X@'UG!9\#.80J4&?08SQC'G@V'7_P80=|
M*SUSL>>M6)R:0:U\Q^3?C/104^-9"!U!GFESCO>.(Q_5Z>G_Q6G1U!.UNM'
MUL!#\$&008M)LSF.50:.7E*3_F1@G=K-"L;3+W342_C4@A.W5+J3D(,%
I>9"!46,JA2G6,P%^ (5IO;L=T52!L_D?) (Y'H M"215(L;FKOXJT#.R@51X2/,3)B?
FM2\$E,,IE^A3<: =>_HQ',VGUJW:W[S4 M*YZ7&TYM;I/Q4,-\$VZ_NEY0JT\$4R@|<\$<+!"
I/I2X2XH#R,-LK/50PLJCW^E M3:WGDV&0NTB<4J&L: ?ZT5L*B4WfZY=J8WD5Q>
MTY\$);?&\$V_Y>N_P86_R@@/YF=1*"RI^Q\$S2NR?4UOZIGM3UR\YJJV2W:5LQ_M/2\;57F
5P2K+CU9!CLBGC\$.LW3;# 'ESE%4=?00>>5.'I0\$&.*I>2""5A(6_M/+2Q\$C-
K^,D2.F17_.,!1"UG?4\$^W>I(K_QFFE64NX,=>UZ"KH/)#!"M7_
MS>^R4UC\!EEQ.FWZO94V8\C+)+7>Zi5V;Q_WIT-34%RC!2\$3S)!@B^'YQ_MV+
?:MO(#?D0SR=M?4G6/+W9\$H1GQ:9_(2K.&1?'V%8&VIX\$55!4PM MS'@7\$U3'9S
9^H\#;YV1\$2&;=?PK+'(GX80<3>FMM,UXM\$:5Z-=Z9/S:..S@<
MP2I=R\#T4:/I@RO7/>YIYT8\$IO-Y_WD,9Y&|<9;Z?>QR4-#\$U4^VEXASD>MM"9H
(#^_9>F\$;-8>;!\$I?VEC_GP:J5W?) P25)-?\$\$W?7#P3.PI0DQ*SI
M@,P;PSO!RKC2O"64UCO8SM%@(?1#*=3*,369%."N7Q003F"=I9#6IR+,0J%AZ
MZ8T2<>)*2TJB<|6C-33Q^RI=9B/#RZS:9B/=5>9Q<*,4&=FPV=:O_&*{O::QO?
J*#8M9=T99ZTL'CE:
(:Y)2HOF:S\RNQ\):SG//&X1Y*D\!(JR#27DU'13\2Z4Z%*HS4K%9&_D'M@SV;57\89
MRUS/(0)V3-IP3?G2GFI,Y_EV<:OZ6FMJ,R7UV7S4H6)ZG@!_49S'+79XL?S
M6:5=F(GM\NR/AV:0H:&V'6U^"^^?Q5W1VQP1=Q?C%Z"[L_6LB&\$K]-
6H=.UR6UJ,H4*=[<7=%0MA MW2H\T2SX\WV\SA3J-=? #7/0J]\$(0,SZY[2+CT),JL,7_--7-
M?D8H_/&8_MJ-L\GOC'S9GBVG=D6'7>;_08#J9GW@8M_KY\$WU<8*='=:!Z=O:6JE;"R^
M\QJ\$SJ)%3&>"X8QV1S_ML:1#RPFBT-QC@0P/O)>Q^-!WJOB_W|=+PNBQ"D+4T;0Q;
<[0/Y2+HTOR1#_MG)DW3=[3.?./>L*CV1OU9ISR4K'"?@R)V->HNXHQ\$TS(H:++G
MLV6/6SY8E*FR,_J7Z,8++NFXS"Q.B+;X86QI9E>>L\1\PL_!>*^JA/J\$!
MFL,"2%G+Z7.8#P!,T^F_,2H%VM2/G#|E\$;:8#JS"K"QNLG=_@- ?\$8!,?IF MV_+76_5
*_^J^OCE< M?R.W,?=/DR5/^'\$B(1\7Y)?_9_&A;GUR\$W\$O24X_-W\$QG\$//^1#;)/BMOP":
MOP"?9Z9CQ1R+K3&)RLSI0\NHJQ7I"KTM:;Q6B*XT0#7\$[57&Z\$CROPI=H#H2
MG01OH'\$%2RGS-'RN\0/U<8S!48^RRYC'6(4-..H7@:9G/DEC\T,21
MOF\$D/0YV2S)UZQ8S:(.7GV<=_0&VP&JWH_)1^7:EB\|E75[*=&H\^E2YU!OW
MU5ENKO%D_>C(X;+ \$A4OL9^VJOG7HV-&_E*9TQ8[P%+Q?<71PL#/_LU&7M+>
M\$1G^[_1ND]P7+I #T\$X0KER["=4[F5B<(\$QCK_PWM7TH!DB\HA+(2/ZH&N.,@
M>#_!F?C=K**JB:"L8'NUV.O=!+7J&15D7F/3_)<^FBHRM:7IAR"O^51=*>)/@KO?
FW5@MO7W+4!ETT\S4TVA1TX2UKEZG\24YV%F_M_9=H: ?8W90/9T.A8)-D+
!%|G0M'HWR\;R>1!*_M./Q+;(!EO\7S9,EM_MV+GSVQIZV8,-K+4.J33@;:U^VN'AQO#1-
+GY+4KI=J4A6P*K/V%S#P"&A< MAQW'"<,Y=;=-ZYW)4\$B#89T^3Q3\$D+347U7-R*?
CHE1?8S_MT0F5??
I=4H8"2&W,..9OQ\BSY("3OHX6"&V,R5K81.Y\00_%M*S@: "+_016*VM:;4Q;&*CW'-J\$%
(Y"&UC! MSWMB;V;+8_>?(HY(5^XO\5=*YD7%LN:>CY"7B,15-[G>'S\%T#X"RUW#+VU
MP*XC9K^=<8!BAAP)\(_KRM_,#DP5B>*M3MS:K_DMWVC,V_UYJ4/G9\++YTS!
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M^JW;RKBT4VH@7;_R.7<7;) ^W/S?K=F"1%J\BFC)H:!*!%%+J7TES;E2?,QQ*T

M/UW/Y56'V4:97&9HR> F*A*=5(IC.3\$UN M:3=TP,MKYD/B;5ODJ4L6#@F_>"P_@_71?
+&BRD|K(/!*,&D)+6TQ|T^=2H MC1 V92B::UEF:IK*%\$%75H|HAU/UA_6T,IROTS15?
2C??+RE2G^;5X\$?|/Z MI^:Q|XY*VGVV%'^*J9 M:007U/&D%W6@=4P*
OCV)7YF^|)%E26P,+?;94.Z67%?70%_J93J'!XGUTZ;% MUCME;Y!+=Z<^S-Z.6U9MO-
Q=YDHA/!'^^Q|V\$=XDLH2?@K,|Y:"F_?&|@6S M<7 9IOF_KZL @JH3')%BI'
MRFF"8%.Y!G\!9"\$#|R F"2)9::<1E3@& FOT;,)P\$Y)NTVV\N-%L!02NHPC M<*XZ?
-9&OX: ^;MN::5R#O=/D/)769":|/YY:\$E*"&G)C7#>O_,.088T/1 MK#MB)Y%U#@.
(LP_*U.WHL|>|ZC7V=G8:.'745K4|HAA)* M)^R/U.ZXL<,,/TX#(OH&\$O'/G4?
G%U3CEE=L,:FAC*AY;|H#(D4 ML3G3:GUD YK5FR_M.+^O@VHW VB?+IC V95?XR8
MI',UI2URP^*&&-|IU*^+;P_<);L4 /7E TY!>I:"9A42R/56@KI+I.O@L\$I
MR5|N%|^#P"\$YZ#OAG9->C%5RR745^I")\$!YAD:9ID.+AEXF%2?>U>5E?-BH
M6QGL0\DH!-P=/L|C&EX*5#"!O1|)%M5580*QV|. *LHNV-//%2#7+YE1#/.^ M_\$84\$A\$?
M>B2*ZORIX?N"UU/XW6S#MW<"/UL?M#7X\$G27V-|HG@NUO?7&/|JL:9FP
M.6JHV4\$5>_JB\$@6+. AV4V*"Z^YOJ"JJP7O")MW%WVAY3Q:)|>"PZ
MCD25*55=T^IH&&P^@%,?;G,5(BQ8"7)="U7 ?D9O*UG G9 >9A-Y"GIS)A.H M29T-
'2IZRW=VC==*\$BL;ZDR<@^8PR KDL"35DVPPY7R7QLHJF%4|K<=R)*!GA|8<
MD|%"R"2@#D.3.Q3;83J;12&@U-8*"J6@Y+=L?RMA://PU1@RU"TF
MWU3(>DE1">9Q@UO"V"ODG1C|KC+U=.8QZJ0="I0PBO\$7MZ9ASB>U_B|.#./P
M44@.4 |O-Fl@"NS7G:_*ZS016?^!;: Y|E@_>5>%>0ZB9C_F?#>@EO:KLBO
M'^W7&FWYU8OB"F"H%,R4;QH+8SX/POS=%SM&'(D|/=D|P&EC'03?8BS ?U/
M\$SI=L7VPMI55TGBTYK4%S(0.)KZV?G=|KGG<:7IAX3ZLS.'&?\$V.AJ FRV 4 M%JQ)(+=
<&B:0!?!KCT5HSMZEP((?I&K2I-216E/24S=|L>R,6U_4?-@*6,:> M81)<+&@.JP4Y
MZR_BN<'AV&ND6")CV/-ZE|Y DVH?;@L#OG.|ETLXV5C7U=V5IY+3"Q)U#
MEVC'A;QQM5HMAW1&BV!Y1)|H"\$E"\R="T/+XD/%M|Y+U MX1->ZF\p6-
MBX+/)03+AS!>'51D0<9.EJ|^ ?QD7QZ9CHA9Z;?"BV"5D/V2+
M'IV\$>|/7!0/5O|"UU=LUH1C26(_56)5IP@0TNB: OJHIMKH?B5K8N<=|
MMY_EE92PLA)M?'7"P.OF'-(JDSJ6XDF:W <0|>0B?CX3:;%(006AB3?,LD23
MK:_UXH|>HZD'3UKH;:-YW6!V4YB61BJ!UML6'3_08VVZ9IRW?&X5E|+S)V MA.4)!NJE
'JR;M+R^_.S%;+:40|),KWX\9 M4-
*H1D';3J&T|=6!AQD40_36E>*A5\$S6:@91ZI#Q9&J=@T)|6K6+G5N.HFB M(?
Y2UW007C|E4;*&)M|;:JN|:BS^='<@!H3C:FXQ\$0?++YP MEY%9WOG+YH"
ZA*P41SX9#8J&6N?Y<9NM;#&+G%(MWNF)MY(-Y@_K2#0?FNR?*X:.7?
68VB|JR>'DZ7'\$-@5#&8?|4<|\$:RO0AG\$|_0DB!;|F|1)ETZ&O7-? MM1V2\HQ'TBE,?. 'L@
9&TD\H/^=\$U*UIS|9=B|SP4 MO|^DQ^&TJCUNTH"JP^2V::NF-/_%Q?
*Q7\$APGK)Y/Z%E)-Q,1S-MOL|EH4J2_#D9|Y4|_2E MO-.N(=R1 *QX%|HKNA.#Y:
<:X5SGPD66;_>I@9*|G\$F#!Q_9SHL-/1ULV0. M)4>_3S#LC2M0,NX1TE|TA@^SR"N@+_
K4'4JR(24#4Y%K?Y^JH|IL).4D2F5 MHF %0WF5SIPYG7OD8\$& <4|*A-
N&E.Y7MG?";NX6Q7("9?F&!9E! ?M/Y'J MG0_QO-!U|/VPKV LV-
6\5'8|A_U*+NRL#R^RH,&//+%Q1_8E @|<-H+SA M_XK^5;O<:&B:633/|I-
4'U>88+X(&@ZH (?+NEX805T?"N!*5Y)X5YFX9 MCCA(S?4^K/&R"+?
YNCNRD76XL*'SL/7Z6NKS?@Z7C^YAF9^R@Z3.G<9==1_5
M80DG_CY."ZM>=A2VQ=*+GGD76BK:\$YU+6'=MOC:8%"5M>+NVSFS'0!P"CBG
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N61*ZMAIP^HLABYFM1^15H:HH|6| MPS8AS@CM?F=9\10@.WK#:H/WO@B/Q-XD8<&
_L|J-)U&I'6&ZX^M 3|&T3 M_RL92OU>;O+K WDT1:/I83%#|S\$N*R;VGL5\$V)0=)%)(Y)Y?
N9A(?58P^U4O MROJY++F5'?|8C_*4^?F-
T(|8<3BZ8Z"\$SAD|A1|F#*,31DH8U@|Z6%PK\$UIO M^7\$J.T*1>O|M.8DF-
|H0U)^.NH=M?DB?.M^T+OF!T\$(+V7T-|XW3|M-5FU4:K2X\$ISW1TQ)U;_XUT7P=Z
VBI=H"^P\$ MJ3H%4VA*1D_1&U=UV&::9F;;M!@'6C3|HP(C|3|L4(|>'JP32VV8K)-
'!L0Y=/Z_)ATDN!<_.^0/M&/TMU> M8W7\$2J#S\$'+U&C8&|H|:(|
>EPSO2&V1<%LO1.=D:.'0"73%|O;V0*5:1 M|>1--YHO@U39/2DJ:_SFX;L2'J28VO#
<'IZ3!ME4RG.I6791_C2,<&!UO:9 M|B#G/<_<,P'!/6?Y_-3|..3>|)"G\$7-WU|_IG/XT,T'-
_\$/43!SMQH78 M8 X6.WH(S*)8B#UW<1090/K: ^=AS/Z:W.J|02|?1*HTF6V"
(R):*+'K2KQPF M7Y&C\$;|D@OB#)|@2EDQL6*89(4
^H"^1H"0:;38PKT)0"D9I.^X:;PX#:O:4PQG<>O5)0T;=>U MHL> (OLS9-UL\0HB YR|
|=3=ML_?EDP?4GB)@:;=9TJ;3S7Q_6#@X|GBJ|+! M|GI57C6D.+9S?+Y5GJK
6:;%68H&.*&>'K3^3>_PZ63>BB""=|Q8(|C#2 M=S|2:M?L/>3M7\$U.\$"9Y)A6-M!93B-
4KWU)/E(T7&7(UG&W_>F SNT=1^|7."?@B% MP0-\$B|R-|19-"Z'_%

"OJ_ZK/OET4"J2NBYQZL(G5/\$J1S>HE,6,I LRSU&NFCFJ '^)G<[>D^E MH
X51DOXMTUD JKTT9_&M@Y>U/N?&:0K\$L @H;+)C)57/P2T/E6X'5/'W0?/+(E'8S>
M.)&M#*B7@YVVF#^|^ 9DLKV.IS@I8\$[KN1W>MJUJX0RP0JB5H?R2
M\$ 4ZD!*2|^T9=#DTA@.DI1G_C&_D30&"OVRQ-0^N\F@PN'A\$+.>V=9%;&I%:-
#A6IH4D_|= <M?1B[/\$.L.SUT12QLJJ8/W.2YL?*.Y\$G_:2\BEY*N!5%*MCDMO%H-ETL.G
M8@LKP4_YOK<#?1D#50F7W7FJR&N_"/G.D(:4%=6_B/Z&UEK%M14H_B(OA@U
MFPB|A4C%X B)WCXWL4D%X>*>Q!OU^T<#_X3H1H;)N26_0,ZI&[G3#RK^10-I
M6TVF1N(<F! M4SXYJ?SOZ4*WK|*#/:O#R<+N_-K3++VRM1'HEC)[S6J3GIOP!N%
N.\$Q3LN M+C<+,2T[DX4TIJPZ;COU <|WWVJ^>2OUKEC3ZXJ.'SKEZF>VZ!L3)B*-,)L7
MD:084DO^Y67<:V.2[-FS9GANV6_99>WK9#+&+/)Q^-IT,3+DR%"I1)(0-=>|7Z%5%7?
9C_L?L76,O-9|3LZ&_X=O|DAUFV.K98#D3TR,;
ME4_%-9%K2_U:S3K&&0.+:JL9>F|6%N2S3^|L@+N<>A@O.MG>4I_GHN\$#W%M/E6?
%588H!/X5G4#+&^>:|N>:|Q3RX|@Q,G>C=-/A*4(
MIKFM5B%R6B%R|KA1U|X1@1>R/YCV|?6^\$DJQ>LO-ON:>>W*4.?BL6>GFA|C'
MX\$P0^>RU)@@W\$|4=@J@UUEL=Z)*CVU@JW|PHKCYZKNXE<-I.=%IO=0LS8\$C9
M7/<;D7_&B'T8Q5#LT!"(C|ZR,LC*VV,W4F5ESUB9T3ND+YQ/E:./I
MEZ914IY7E.K,R!7ESR.:PCML'P9F5-F/-#?:-NDBA|.;KCIS)^,G|JNN0D*,
|/[%U=F,@&6QF7;2L|G|>KV6K! /MVX,\$@1PN8|2WS;ZURZ M|U'|BY#|\$(G
*K7V)O|Y3ICO4RYH&:3;#->WO)"^A-&D0WSK;SVTG"W;KGO
M*Q%^Y;=MZW,F=|VDWKDE-,YXJ;903OM:^[&=XY!|E#X6Q6B5-S+[4 MWB|!|=,>\$Y
|*0(VKY;D"?2|^H:4/X-<[B<7)Y>X\$YY^R?|ZV=US8=GR
MI^Z*=2GHJ|5R3UM.;R<|2M\$,@^8:8*=7%T O=ZOM/:B_*/XK8-M=B&C@,T/_TSYW9|
BZH*,/|ENL|MG0Z8&O|\$)'95Y4
M^&)M>Y/8Y@95D%7A#6J5\$|KIDAAB3NPWO1XT\$F0X/YRIJ2//GXJ*F|*G'ZU^@"W'=@1:
24 M>T-/0T_=Y=*J3P,T|4N2TV9'T1A/QFREH|XS09N>!KT.3Z:M2)O_A2^>V>K
M0S^*1N|4A_=7;#)_Q?_3-+#+_CT7P=_5_5!+ P04_"K,DU: &>MFZM\$ M 0#_6P\$ #P
&9OYS|O><>|_YYTN>%9|LO?9OO>|ZV^_ER1*|\$RQ"#MA:7|*& M|JU"_*K|
T1S\$#._CV7WK|/F08NP2O(1(|HNEY.|R"X-R\$_2NT2D=PEZ M(3 (9->>?YD^>=?
7KH|\$=N_9*|I/3%Q".(%|/+3+A&1GW:|+|FS>|?P;H+P
M/F2W|)Z#APS/|I5Q|/|5B)0UNOM|Z3|-3Q,3E%125E(|H M'3UV7-
O\$U,S|Y"F+|Q>LK&TN7K)UONKBZN;NX1GP: ^"UH."0T*CHF%NOV-MQ MR?
=24M/NIV<|?/0X-R_CR<%9>5/*R|)SZJJGSO_AX|+RRBKP^'ZK|HJE_3K&D_R0-
_EVQ_T>O:8BDR"ZA|42D(4@(GW^L+ /R
M_JOQ|/HBJWX_HHVU13)O!SO8VZ|6/|/:1'^NK_VD17Z1N6/|@|>A56^OO905&
MP,H;E<>_*|5:2|IZ4&/TVT71A.^: %\$HI#1RI/\$?|TB?SN9|A'|B6YO@A|U%"!20N0>XC|>
<.|ZAJ;C\$|H-8 MBJ!^D>)9#|^+*\$C_5NX_(GBJ|\$3|TCQ#|_YT0,4(AAOY?
M0B3LQ: ^7J8|6\$T#>JP@E0:>"HOR#"*@F_XC%TBD!|W35O;RARRB+-:|!B
MK*!.G;)@P/X8#4\$RHG|F;Y\$;S:71G:/>@Q|XA5:\$S^P?1'&.+C./;OGT_C M?
UU+ _K|R+Q).|@|B4=_OK15OXU^;W;\$|E_\$%"GI3I02097|D>\$RX\$Q|_|1/ MB-
B7\$)UU(V8Q9C0A6&1TF60@*2|8;|30%/W;P@@/_^C%95D^X|L"^&.5S9 MM9(V
>3/<%@EW|5K) N-F*@" M""|R,%|"<'SRU""1:X?G^2R|Q6M-
QE3;4?)'MM%A*Y0|_VKP1)7W.>#%|H ? M|D|D?)':/ L.L&=C
6A|5XGXJ>.:|>*0;5|462>5KV!.PVPK"B"?|7C/|?D M@-X+/S8S0 !YY="&_Z9BN|HX:M?<.
NU9EW?(%D)ZE_ID-AO|7E|X,O?* _M:7^"Z90MU?3D"UQG0\$|Y,?. "R"E.0+(<8LE 40G^-
+WC/MTC<"M^U,(UM") M9-K#Z/(VCD,:>|8R!O4:B|/|&8-
*9|L6LSY|6D|RK|97TFD+T4JYU|VU 9!VM M_EN&W/=)9LYW):Z=!*PMTD
(4ID|&1);ZFR^+|&F>@=15,"|Z3WE;UJLHYG MJB4D(
>_POBU8YBL%WVGU"ZMWTR(ZKMI&562>VB#'#SF#?"("Z|H|X.LB|H8
MATA^**HX>#A(<= DQG,+K>?:'C:<|)=)Q!N=F(Y+IA,:9-FZCO##Y/#4Y^_
M|:.GXVB+D|D4)>ZQH419W&60_00P^|)8@|*%|^,;38%MF5?+5P3#|A9&_HM=
MPVV8"IDXM;+9.>W5W_6S&#SM;TZ36VE-8TX3+R^VA"0,K@@@+<3N&70V508A
M@K.:X)YB1_7.2R";UA%2R/(P|_)@BTFZ/9HU2+O-UT#|&5PBW94TLF8|05&Y M:\$*5!
NF+=&|AMZKVW/)1X6!;V=C"0\$:2I!;:-QG'&&_N=24006,&;EKE MG)F8M
\$(|S%9|F6V6R|I&7W 5*?&JA48I(5',3|=K4-%AO\$(43|A-+"-Z(|
MSE>&P|LF(DSMC?|ZGME-T4|B9;GQK(%\$,X'|AJVXV6B,: "Y(&(!(-FW^_K
MC@"BP+5A2=#9_-8JK.M.W|= \$6+|3L!OMV|Q&H6O; MSK')3|KJ6@4&PT9%K4F-
'|@Z>7Z|'CAF^*S!|I%G 495CE)9-*=WG#100;1VL/ MEXB*W>T)W#*4_9 |4;
|I%O1K,,ESPH%ESKJ.YMOY|T>BV*7\$1|ZX8-F4(NT9ZF7 MNL?S\$F,S?

1K9[1,9\$;.FZ&4#=#C!A0J_RQYF.35P2?8<+JBHJB6D:~HAIGA5S
M>8S1T/X.\$4"ZG9'^.>"%+:0BD5YGD7#Z\$EA'Q&FW-[12V+T%HUEN;IVCUQ.U M.-?
@ES7R&9(M%M=JF+E VG1*~L DIVKU][(.ST+7+X,9U\$8!9 /%-'A E=>' MJJ7@9!\MYO?
FS/0S##;JY(FD-81Y U@58G!OX4PK@+S3EQG\$Z!! Q/M5=<*>J M5PNN-
6R_'JR^;>9YN64.:?)=BFME_?6L483;_MZ!BX.QR'E!IBLA\$BS
M/UOS\N2K))O"!_CQ!Q.W@[XLI2^W?O!U;CF>:/N17Y-6C7[1%]/K78@^8/R
MUVK_2&E2:FS5>=&T!HPJY<8D"!04SCBC\$!MOM+JVL=?
Q;0;DLOA2QI\4L;JO:M8J8R/U!HA&FOV8L;KAM.AD0.8^,-2NV?P M<(H1GR:J/&/ARVH4
Z%E!P%\0R\,DCE9/'RJ,\$\$D>4"3";.L6)%!LU5Y1'*M03<69C\;)/EJE9JH9VMP!%^134.
9A24W\$N&C,A+>:>);D5LW/DNK0VKC\$O
MCON^N/F.RK)Y&5_.R#)G(ND#R)SIQY5(%3"SCZ_2!+C1UZ1LY\!F./?%D9+A
MQZM7+W!>"N&3=U\$L.V?A!H,A7[IN\$W]U0F,N;Y]OY4A5T9/4L9[D!^GM*2
M@>6>JZT9KD@M43F>BDF/Z7K4=_6Q-LJH%R63ZI#6DA)Z]<JBL:AH/^#I&BF]
MU\$O_13&:Q!_&^!&@YOD MW#!&LW.RX"HUN/;C7UIHCL'M O0FBDDAKM/-H<^G!9
@B3;?^/V>N(XK\$EV M7@+ !:BIV46WRS0"#^M3?#E
7QV'44#O:(1P;VFC^"RROKUJ30GUD64RJJ MI%0;5_(RC5N(IV@@WO?
J(V5Q7\$/.7(>@UTI2"Y<M:J#='5!\"X I1=8!>L8EJ@>Y8G2\I_23C ZI?SC!(115
MAKX&9ZP<@UN&[2F^9W%KD+XY!655;/8.3C?U\$T2\$JIP7^\$;@HXA\8[51@#
MX>BK;/G2*(8_D5[R==FDWI14N89!-.+L,^W)'R1U9Z(N/>A!F;/W"VC4@
MI\$7AEM&ELN:/HJTIS!+U)LOYZO\!LMBX)RRA/JHM/UVYN/"EN:O1-(H;
M.^TC'6JH4&Y:A^+S7D%\$HLHS@N3,Q"\$0<JHHN6!SMDZUYK*AE=<9=H!1LQ
MU3%7I0+K02V3<:Y>/:/*BE'%;&Q65WK:B'5W*B(J9)*VYEMWW!-(U38L%2*M-C:-
DP):EN-,@0?J1SK8A)PMJ/JR/:4@H(K8W!\"!@(WI/QX65\QDC-A!H
MMK^IO5G8H=/1\$>;6^N6ITK6F'<_=\$@1(U0+YI40"13APF!#&!R8(QG:XE/I,Y M9
!&4_9M+/U!4>?->1109\$%.^50NV6*NKD(9(4N\$GYMG_=IG=XK_NFG?7#X3
M.;7#D07+V9M>O\$<&B1ISW!-.4XW;%J4,PJVL\$KFM>?..@\$OML&H<>?F-WCQ*6_2Y?
J%R;321KR.30;0V=++_16ZO91,WVXP)JTCZ_MD)>%C\Q36<\$)2_=/IT'SWA(1-
CHS\037A+V923FNE\PU8T_4L?3V MCGH LW'-PUXA,E@G.FGW-)U"BM*JU6XZWA
7%#EGACJ&@^33IS6I)>H-*M#SI%KJ6C-A0 Y4\$Z\$KI59TZ?EV'O
M64J/J=,Y,U3>T0+D!P20/:U)I/7OM"/V2-EWF>:22/O_%44#)R-ZAI47GR%C2,?
BT1/U/351U0QK^IK#A=O7CHG6V'N)D^T+;C+R2;LV/+? M;E-KIUJ_ M7"XSJ_!9(6-
KI*UPK+_6JHF^O':T &\$9+4=TJR\9VM\7S=8 MWY,&\$X)BTI"SL"@U3"
3V\$!G;4=P#I1BF-@>"E!L):MAKEFJO:=E0-^RL)O!!>D3:JYK5HX>:.\$[8!:+S20 M-
DX#\$MU4^4Y+P-D3E&9T;H+%X(WH\U=3!\$1;R!I?OAM6327K#F!#C.DDF5
M13%AXB%-.ICZF>567[5--O??C0L;'HQM03@/J\$+""!=!>WD M&N\7S:(NOFD:%TL&Z2%
YIE'CO'"\$=(="2_9,?2R_5K. M\$KF6(T\$CF%!(S,O;S!5-NED^1<'KMD'X^YB2;YQAWF-
FV(@IC\N;,>T6WNP MFV(R1NZ"!)?@>?0'F,IY%YQP,I:@\FP:/GQG-KJHD MCY;-
>SVA6((+.TJX>%X9\$YAO8NX((GJ(H!;-O)73"LI-KP5REGNJ\N^T@K MW2!%
"%KI0&O!FRIK6-P@I)5"P+-0!H,ZBFXJ@V5._^/6M#=#NM1V>HHW+
M1\!>>4"R#7"C!TG;3BZ[2%JHJQ;_M;6J(1Z-R/A"8J@E^8R&2X>?C1'+U. MM1 &20D-
;MJ_B7Z8)E_XY"IFD\$O=7^,'48;.'_"WM39W)"._1#WGS(>V^Y
M=%)^I11/5TH\H APOX4I%ZJE7"RIKJU9^0%.E?URV5>I-O!<=>D[6[CVI%)7
ME)3RNUF3.90A4JLD\!F!%KIVT\J2KRH,R/1,8;:>H"NC&2P'FE\!P\>48_NS@OHJ5JS\K1B
-/P'KYI-Z5'+;P=
MRT)N6+%&.+KW2S8J,3(!_YQ(8TDHA@E#QFN69C7RU=.;@/*UDKTAW!J@5&
M<,\OCLU#) WE_/N'2N+3R2L4_K."/38Z33CM%Q^G2S1JL1.TN9:NIUJ5V-
ZFV.00F6BF1S]^3@W8=^U\ ML_8HS:.'^8(Q.'T8.@74JMV@L32:Z7.UU+7W>'296%
5^)^EX\I2Z2S5<7=H49;X1(Z>KL5C>8VRYNI7!;:<<=!OD\$!)\52X!LS1F!#<=@
M\$7L6Q;^4S0:YF00BSV56%H07W>2JHS5!CGUG/RAQ;!)>X#G2 ZX-
IP5E#QBI*\$IY@@@@8KB 1HS'K-
M8I_ TE\#8B&+U!FHO3VS:CI200!6[3FX47&Y8'2A;6.\$!IQI^8'XFBJ-7_RC
M1*X=,.;4%FT+E[22)((8SX_ ;Z'0;D:\$Q;\$K)@L?UA&06NOCPCJ!%N4(932F MYHTO&K36-
!O\ZY8=9K"JH AOA28\$NVFVBFT(MYE\)!D<9!M-'?8'YIUKN0+(TY71#=#X:.(=2)HO-
#B;L11B!;..M+J8 HHS=-V+I/JG2(L;I M_4G)7.2)VK);RO>F\$?4HF5\$U"27S\RO;-YX@=SG3
!W> M(DEDAKLYM3>,2,K_Q+KP^>M,^H+GZ\$BX\$ _WJ67V;>T*W0*6XXB5-D.K*GB6*
S^"Z6\MG5N MX#;I9@T^>SKOJ_JUD 02%IY!1DO-
8>/^6L:'QJA5,+\$/QG(6M;G8\$PL#D=> MLG '37<.;@,*G2S1Y3\A0-7;:[\$ (>N^&
+)8JL,,,XR,KJ=MQ9/=L@20UD3E MV>5;

<=045DN)C[%5VXL6(/I:%M'NZ4"DKO+YL+S/=J:7/Y>(H(I 18L1JGW
M\$=VE8.#4(8N1BG/W5NP9ST:+T4%*KVX4QI6E._&/6+R+&X ZCN8W5#B<*)R MD,+
<\$4J=RF?\$\$\$.WH/<7FD5{#/: VFT1K"C)}H3 ,F./GVR\SSCTH:L.WKS
M0_UW/L%N(=3U@@*9D%O 7WE?.G^_F#D>C%=%+<3+,J=@X-+T|16Q- Y*(M
MM2SCW<"8|7*?E;+^FUE(0XK"T8Q"4GK)(3!JYSA_@+)G+!&*!:=QTD|T.3!#*X\$
M@&>.:A:C=X%V_50I'+0J>/I3\2(O",U^6Q%CO-4(20>[%]+7_??A;JZJO*GLMZIY\$P_M_L<-
K;)-(:/Y':=[?<2J)R;5EUZW6._&QYY6AX5JO)HVQ/1Y5GE=C*D)#LY MI^H-
X8+>D>*/8U|_(\O&GH_12#?.AHBBCH4%8=&UG_F^P60"557DDGC)&CA"TV\DJ&\#.
M25^(N2FIH0|9KZ1M|W?FQ!G*6HW|LFZ*CX0P\LG7IY/+&MXG-
KH4IK@#.;P2RJ!"DSP\UM_OAH.\$(I)-%LZ!,W) : 6)CE/TIO
M<<3>/ \$W:0)+!1.1T#38M7|DK4C7.MS12|:GIYT%5@#9.,|&,O,W=K&|&.;W
M&/DOH\U|D?MQOCQ"XC&0<|S4QQ4I9H6D\4('?!.(2/<6D?
MVK')U_ /S:DUSH2<.IZYC6U.0 5!U\$ \$^G|N6Z"*9"?Q|#20@@>U3!T1UWD. Q M4K_Y)R
G9).D^V:3X_EIS77&+D*C>/O.82D:\$S=N
MR+&|9!N;M<|=XIU+7>>V7@8|EGKJ=IV:IU8=|PEJ'Z@[V!W&1"F%H:6;-W1H>5|^_#--
_IMOB9K.10"6^0N@T!L?+N-*H63: M9V,CV: ?K;J+8/P;0J84',0<-/%W0.H?+?2-S5ZCE0|
N)<5;05*+7G=?.:MHZ^BQ#VR0:NOI|H<:#SI^2|C:U6U?
HD^654=)B6H!O>L+58U#;.:32:FQDTZB
MC|7WZM<(SXCQ9V^M.#ZH,%=RO%=T|_1WH>WQY CZSC&9@?|R5?
Z+BV_6/_FGL6QLCL"@@@A"|? \$6,!#^(#+> "2U=%(DM.0-3GOK\ M&/MEBT7T/??
+MLA"|MVB;(N=&PF10X^-+E=@4" POEWS#!X>/<"908)X##5G|L.MNU.O.0U 158
M@S*^0HJ1U6D6)U^U56OG2GO<8: M"i#|6!' LAG5;+WTZ_-
&ZDB,FJ9OQVB,RBE=A3706>*A*W^\$.)\$1\$LDW|Z\ MY%"I7R^1+^&F|\$?MKRN3-
#ZG.;TVU2/OU?/4(T,5V9QF-E!0Y<|^4C"5A:QQ M&@BUB&F4|KJ&.RVS!U_/9"
MN=%_OGFV=6(HX7D" G)C8|97V:MH\$O(Z>NHT"@RJY%|KXI7QI3VY1R=,|T@2
M*R5(0H|%M*|H%Z#VX'ALONG,K/'W-J4>GI>D-L.?W+D4'F!)_MJG\$|)XFZ+;
MP+N+.,5%D'DU)LADM"Q<@8'>#V|2""H"CBD QY=H\$|GPI-J+_S%AX>'/"^4MD=Y
*QBYL M'/%C;_9RXGR;V'>XWI/(8'0Z4@6G!VAC'E";X0A#T#X6@#(P23C%=&E(*0HN<
MM9G1&50L_|^".#P"CWK*03+*M2GGVK&'1_1-)>J,^|X/^Y<5H.P|
(3WHMC|1.;0LN5B|.=#I M1LP197PX?YC;.:MX-F_KBH.R);VD(\$!R++)G(\$MAL2N_U|>
QC>%U8HP)8!X M@H-5B8,6HGVD-.6E/MY1Q_'H#E+*.
#I=MQYW;|=C_R&7^%OM%2L!5=B|B+H(= MI?T*F7R-=|B|@9?4
UQDDK,\$^MV%KQ2@.9JP|1 8C?+(U6JA02*X,E| NAE)CC'TW|U@U//DCP&*.-
E\$: ^;GNHF!A.=W"N_06+R"O?/59|>9
MFIEU6_TY48|KK*.KJH14.L;VQWW/H@_S)|1W|M|A@^"9JB?*&1|H^&S|9+P M6-
:S>KA5F'D*_#BS|K3W1\$!A3UY+/D5C+CS@<-I? (^\$&X<2V|CG.I8D@NU/U
MZF^WP|OA4*#U+-" <0A(XX2W#)FNZ<404E.\$|=CD ^@^# 'FT/+V5WY>IYW5E
MY"M/?\$0G=8Q%?8;F; <|2U;|F=S^HNU" T^|3QTF029,S7 20=.:)7|\$WX#L MH=|GX"5-
+6XRKP2ZG546J(DL-DC#+6>>1^TU0Z*|N;.:C O8A*|=&0INA|H'
M6475H*7TG3UZ-3M@@/3\$|NDDCDJH&9M3?&#-B&#/L+YP-(V+'&"0G-\$28L
M%:|50U=8,H =>I(IG:8.K MM^1L";# '31.NFV\$,=1""QG&EYEUNL:AH-)0
M'>I4JHIA^7D)7Q>_%/X;HL? E&NO?P'G=NI1,3G7HB7KH':W-|>5SMG#;:@
M9XP9^E3V\$B=A F'\$=0)WL=>8: ?US^OQO-(0D.Y^_Q04RPN.8DWU"#G|/C|K8
M!5AQBLM|L02'C@1UB=N8B.CB4WZ QIKRG@|?@:<#.I1^WA4A"SWQA#N*"EQ
MT/;.:4\$^@<3)9\$.|H M?
|ZVKB/ACK+71|P'F3SYB<_,K|\$CO7XP8ZX^+PD9)AJ(:H>^Q0;0\$>+<@|Q M<^Z6R
M+E3!C<5W82QF(8|3|9L28-YH^ M(W^R/TQF18>+)|: !%QOHQX&FJ4TIFU1
\$0=04LCJ&25IC|L?RQV|6'5X=|QTM/GW5H_IFMK+)| W^F| %+4PEABP+(=#XG#\$QA
MW64/=./4* I8 E-S)NQ;0'MVY&TB=* M4KR'/(FE5-IQ)P6&09APV;G)#
<4L%I*2CR("P=C 1B|(/%1%-B3J2GX'-H
M_E"P:WZ+1<);|D|;.:7EJV|M>00,KS3,9.)AUUS'#+SQU4-H\$IZ1F:C%18 8 M-
LK)BNUVWW3A#E):V+G^B5;L|*K\$>EWN O9WL+).5'2-\$) MQW\$!S\$#EI523KB@:Y6?*|
>9@?C=(I5DKW>'6FP6J8N/'X*M*.&3?X:6*#(MC.@=|-3 8GTF"1<\$:#W:L0)=
-|LM2'<^;:FHB7!"6H83\$2\$6ZOG//\$%?@P-8 M4F|8%>
I(*J>7H3|*ZNJT#RGY17B%V;.:6ZJO3?"|XC(|_UV.D3EZ;..+6Y|
MM/G3T0E=5KKZZC=I5RLLW&NUY! ? &NMY)_M>/NXD>G3N3=+H(/Z+|,>,Y% MP-
;:'J^Z7.F|FM.8=N5PY)M1!KMQOO-RBWK<|RKHBBSK#B-+6E4VQCKYR7*UH'YOH#-
^:U>*7|W:!)*_<(7@&WA|%(M.<#&|H%CI-GXKV"X5* 1.M7VfV>6:\$ _@)/?

N8,@\$J/.2VE8CT6<31|GO/Q M@PHN4N5F4A00M7K_(UDE '5F.5WQ9RND57:1ZS M(0*
(.O|MLK&U%Y^O|-R@K|C@RL3B.->>92#DO#|A9'\$6-)0N!?'5F=RI3U|MW
MQ'\$>H|IP#7T3%9|&FEM3*Y"2FY-C<#W_U" |HQ|Y2VO(^ (MR|Y0+'HN=^)QY)@AU6-
@QSG|V(OA|7N1V R2>4U:E6<2+3XPZ4IU64-SD-((M|3ZG35=-.|?:P27R<6-
42NB|2XQB@W'./OX4|KE-|M:E,"5T\$YKSNPD'UQ:D MR?'%S\$B^G\$5FL+/U-
%| "LAO@|J|LMSYB,5X|X?Z(.WYC6ZSE7|'10U2+,QTY; MY" ^X\$)+?S1:%V&% "W^ KYI
5>"Y2U2O|D8)4)*1!4<@|:K)DM^2HDS4\$"+;15I&>7M/;GZ.&2X_,Z5 MUR\$3O?Z'<@?
%')UPVW2:CQ3|7-T5U0&U7H;>J^@|YJ)#HK58Z\$|WUQTH.|C
MDO)5HO:X882|=0,8VM9V-;G*|DJ?4|96UH47 9P|DQOI._!0>;JB+D65ZP4& M

X00^K@;9M> QFN\$H@!:.CQ S_9U3V'KJ,F MI4|?
C9T^|H%:XU>ALF%*2IQZZKFZ1G37XW(.HC@2QRI=+7^+|MIMTV#>X@|R<>PYT8Y4H
M8(XLBIDA H5:C|ZP^KT^\$9*;<X 0G,O2Y6@ M|IHUHU={S7NC?
7T|7NIWUZMNZC!TY:&RSQ^,|J#D;#NKKSP#L#&^Y#WGGOKM MJSX5?6*+_YQ?
DU.55%G%.A%C>/-5HU*>5HF|:RVT?JU6+2,M3M78?S9JP*B MJWI?
668U(/|T1;\$WK F8XFF7QSN5^U?&1&CM1&QE5V>.L4L5?0%%.+3I= %%!
M',+IL@VZ4>GS/|/1/008-H<1VXO.OC5-H/W!E6.@U,\$@FGD<;|ZP!K18ZSN
MRE;C|/W+YT#FE/J%L+'U\$< Y/SIMWB>&8|"%|4 0|GTK|,S4\$W M5)0>)'K'|L,|)%\$ X5|73
%D1D88X*Z-E?RW HB4/QN6T1GV#,VU!||L2-?Q MC;F1(+X&#+K*GDRA*,|A|C'-CI%
A,"PZ,J\$%2F!P9G4W5Q,JPEJ3VV)#WP M/;YID"NC8 JE2: ^|5L8!:
|YXQ9@^M;@+,UD+.A!)RG/<+^\$8J4P1E4N(A M/2-
<9'Q|Y5%.Q6R0.|M|HK|ZI\$0Y^=60*J_ BLIW4(-'98'"/2+NNE|Z57(/ MM<;O\$?
LZWGUP"X|HT5)|U3GVS,+E2|\$I|R/T;H;S2SNYM%> HN*7R=XQ5O;1
M|.+:YU<_51Q))RFYUMVC,3XX); _ ,RI6/(T4:FQ2E6R2?DJI?'%8#_%YGH9< MH-
)0"BH4|!,RG|_#|-C8Q6@J> AXQ/B6A#CAP|4/P_@SHR326D% @RG|PV^
M)WRDTZV&>XG|;H1KR%S;E,6B'%N?LV|U%%SG&PZ9#\$C9,L+Y|-LQ0=J^4 |V M9N,N
RTO+#+#"J@!,(|2LP>|(3O;K|-F>Q'+<-?X@5^XK:#6;V3>8C=+8>+&G M;#|/_V>
(?:.UY3GZJJ2VL,|>1?8I*DPOMC2XF824LJ #_%4*1B@ HAMZD0\$| MYX+;8WL|4/(XFTGN*
<8;|!>;"??B-=E/J04Y3IM<8FY2\$.<*.O=|<#.MK3TOF MBI6'>L|U>C;W;F>3HY|Y^LS?
0.X2\$I0G%N;=7^)YKZR&?<+-'OUS7_K;:N|63 M;-BA4DG|F5X6RVM?@R*<*AWJ>^*NS|
=66N=9>59HHY-4XYFP%6U|YVVT6|> ML,W2%J_35>"DQ%S2_KT|-;H4C%|M)
(PAW^^U->%8GWKT4&I81_1Y-4E \$H6 M"Y.E41H8D|?
&JLG=^G02N"@%ZLNJKM|O/)1K<^,IW>HA2LQI'(E| MWT+:MYX>
|&PZ:SPY1#LL&2#R(\$:Q7RU.4E7|??1B!NC&%ULI#VWD2@(YO5)> M-A,XN
"BA@^!3FNRKJ7|"2;:=PUOU9WNGM+8(IDZJD_N@M+, MYK6RWW+VZ9>;G7
C';/T GKL# '6S QA>VFLXA|)32:%.)%<;<|7HQ%|H)V6T3=C|7M>|^P W3
M1J|';^,TYRJGFSFZE>|7V|8>.J:20W:TW|15F;N|NN1@;V66C55:CP/ZZQ,, MMY:Z(
%PZ,M=1='|>|CX,HQ?*(W(UFB*.5|'_+<'OLBY-GJ_ \$^S&W12|HF
M%5K=%**>KTZ^J@Q|XGO;|L_ |?94V_M(WJO=#7I+(O|C?)|_|@-|_|D|
(BQ#"Z_U/PN+_3=BN?Q?V'FX_ ^Z<; MC>G0NZI5T=XHK'=JDZCYI_N_AWO|/I?
U+V_QA<*""KZGYUH.P4#S"F+ MV6D|C*,WM ^66J+(IO80TN?U1IR=?&)|%O;C,*3E?
+>XB@_<6P7U.8QB9?1 M"/7IU4OAGS1;NEJ3HL)O//1R")#V/J^K"|2.CB|ND&|G>8,V-0
*[N5N2 = MC);=F8\$9>L>GL#9U:ZT|_U=CM/(>&-S:21<;|PTK-!.,<+4THDS:-^0ZC|_M;?
-3W<;/!U'PR;:(KC_@PGL1|V)FFSHW2V>Z|BV#|J'C4^-2;:U)^O48"O' M3"T|GWF_
J.;K)/|NQ)Q6|G=T=VRPL@^HJL=\$>%10Q=/N3WS+|J#B|N1?AL M%7+|9?=<|: @XG
+9|? &1.3.'O-%T0RX,0N:1) P7=@GS"3SND.5;/,TW3|G MX09U*R6'AB,P)|@E&S;CX77D-
|QF&V; MN2Z|BR6 L,OXZ@+(8':%)(%?8 MNV_0F%"+U#X5R|0\$0).(W_87TTWYI
\$OE##-|N*"AM">Y^|FYA5BHH|U!M MHC0EONX??U*ABWIALO!?"Y/_ OJ K8@^F..?
L6UFR&_804#&.-|V^|J\$FK_-?| M&YH>7F^*BWMR4T|V|V/B_YP3"_ ^?|A/<\$M<0C:-
PAT(5)O>|Y+26\$ MZ6-WSEY=|?
0%ZGCE4*T!:.6OA0(BO6I/'"=%+=;OWLNRFOV=#AN;DWF*>A,H78 MPQ?
#Y|V<+,"HWKRF#" \$?/0F"!T6W|;3YH|@X>+PZ%KVU%*V|>38!#|<"/F^
M.'&@|T&231|^4UQ,M\$B\$+9@ 4|>%A9JIRT7|@04P+E%' /F23"). M"C/R;0'DJQGQBNC
P@RR)9|G0YB%0T'"@*#J>?R;:YT_C?|J@_8@7=V2+L#IM) M-, Y=74.\$RGI\$7 D%+2|
|B&&^3JW\$G02/+|%JJ=/O"%H!;9F|= MQT;+Q_:13*C|VHD9G,@|!_O<*<975T"?
^I&VO=8=DUMSMBL?Y:"(YC\$ _|1F*:6HW&SK MZ;RM&#^0P+>B'A! WD%=!9
1B0S(1|I!+!OG#+JP!Y@W5X(NH.|O0#N56/1A

M3W:HU%.#3*YY)7@G)/R9'KE@P:S\$%/9Y*P)!..TT#OV MBU<)(/?
N9G^0A'(8EW=PO)TRBAFK,^M'NNS-K-.C?Q-%.E=
D*BGW(Z5D@E&=N^KJ8MIWVFW61NN6V04&^:VM"]&8N MF5&6A#EAD,WBI\IL"B
'ZWYE55J\$| 407D0P4HFB*BF T, @V6ZU09:&.0V2 MMU@/OFR1A %#(-.@4I03P=2?
<"IL+R:A'Y7N)G3O\I\5+1;/>+P)[KCC<1+ MZ; 1;-2.TPA,#=M\$;IA?Q\$S1Q:2XNY0MP?
8V25&"^JW-AV^J/#-*Z6(V/A5 MK'Y#*G#%0LK7U"T
-.VTE.>2F^*%W#GI6M<=BD++J9O>+>I#NOE,!)C\|9 _MZ+A9@fNWVEM V^ZS-
4'8*KGP,C%P478_4VZA-W^HF92>" ?0=-!-IH/K.@FQ
M+Q74I=J+8PBR7)OF%D#J0V7F8O?36? \77Z\,BN!J?%*,9B.@%#S+Z;Z7./, MV+I'J
X"KYRZW\^HU))=LWXPH\OWT'3M, _J&::(.W;.\)GN0JY39+R09#E5 MJA?
fMX3E^1RV>4(HKASY?2ECODZG(ESN\|V#O?FO@PO#0"&# M*|&,Z\|HK94&
f;+S\$KT_D_3LWAMQ7W;:;\$05PUGG\Y2XG4EW6:0P-1 MQ&Y@TPTDUV\1B\04Q-
f\$(<|O+S69.:VZB_Q:UBRXJW M59B:MP'LC8;)B+J-ZX=|9^HVQ, 5J.
"/<8KZ@S;0=&07%U4ZKPTVZJU M5)*+M&LUSJ&,HC>DOR5UVI\ -E*O+ZC41\$D\$
MPG/,4W (>8|;:C,X.3U_-N8 M(TZY|CT5YHIC4;J4JZ%NV?
KY317G6K1J/GJ//;N2ZSY1Y_3P8VV5S3LW\U>/M)L2W+?%N_QP)/'42R?Y-
fJ4\NS\G)G+|J9'?C"*MJ@/#R;Y8.^;4! LA% MY%N;9Z27J/X\O.F.>)>8-
V;79A9BCS#!,UH8Q6 MN(L/A:F%E!Q@XWL3D/U\;2K0FO+))%R\|Y,
TNM)3W69|. +B\|8"&MK8&W MJJ#A231Y;TJ3\$@#Y-?XP^A\|@SV3P 6^> NPR=52QG
UOR7JMK8^_(S:|J7^ MHBW?6SFTI7+;:\|QDLIW\$LWTSJ-
|CULKE:\$K\|@|*A+J\B'U6@I;=LY4ZPLXV* MXSZ7HN0<9&M^T0X(?FO*SF5O+;NX!
(JSJPQJ:L^7WNE7OF&UV+|BA ML;,)M)N\CC DRPVK5B-CF;9QO@SWMC>"W+;2X?W)
fY)YKZ\0>DMT:V M;:5US'FOX*"P130F*84L8| -^P92JS8'&_1WNV)_+
(WH/?;).6f\N5GPTKU>L=?1(A MO\GC6-ZL?-5PL\IWW5B#7, "KT6\$WE;|Z-Y9:
f%e|\$>)>R\|D7:A\$=PW9Z>6E/78"Z-PUB!1NDK%MPQ3;F4X9#R,Q'%W<-?"&#?LN
63M7V,H9UL12N7;:B5G M(|=HV;?4C">|fFU!&H?;RZ? /\$%M(#/MBNP/.P4\H8\^9AJ?
US+;RYY|&2\$?%L+(:)Q G,(ILC?I"2*+ M#AV V\|X5%^ .K*|JGS@| "J|.4,B*
<7G1\H+2)+|HXK?7S\NGK/H%3;J_6RH M_)7"@=TE8AJQ SLZQK9&>5Y_!|D1,VJ?
LA5G+\$XJ_/V@:M,OA"OI0CAR|=&#
MHTI5MO*..FM_V,VLG0S:=\$INT4HS*OZU>!_NUDV2PANKA+8.NNU(ZPJ5JXJ/ M0WX|f\$?
G7(,?W.<)/ (E0S<'TC^K_RJ< PQ:U%7G+)/NZ7>>IA M\$ _ST&L<#@*;Q#V-KSO:*\$0?
#YE7 LX&8*MR5B;\8I9""BK2\|S0,UHY5>H>WO MAVY>#ACY9&K((^RM"M4W63\$0/Y.?
I=GWV!\|WF|>\$#"),#5X\$'H!T7ZSJ#5U MJ3&\$8DB|)
(\$/Z5/B&=Y.0,W/RZ"1E|#/ "M+RZ8*)>I\$|0'1+V(V-E#PWV M8;UZ+1X?
F)V=IOE%D55S304R0Q:7/RA57;QZ,NUD-B5\G+TE+;1X\0#/WG&
M_5+7+T4:I9\Y)J4;AXY_<#8;J'(LT:I\$BDK"-9:<.NB.5\ME/SZ=92Z|*E^O
M_G*I,O\YS;|JZX,?>!G_E.U%V'=%*% ^<7+2#?XU47:*D1\LN%E>EHWP-
#,78U=OL251;TRY_Y@*L24\|SKU3^>#A? M-| ^?1CY7+_9;3+ 50#CYH\$Z0'Z
_LG2%+33#E%/"^6U=NC
M7ZGDGWM\O#2Y2MQEY4IHL;:0&=|. =;O7131H\|G\|H8|_1X\8_0FWWX^:GR=I&
M'U*"TCC51:M?XH\ZW+0N;PX,5_5AP-
Y\0>^%_VB&S0%+X>|3IV2N0JB=|3Y8PAAZ>!:3N\$N@!@F20K;<6\$2Y\&X(>(|
M=!WN2'3'+M\$H)PEVHT?R74?"X2K/UGQ/L/F\|DMMYL#U&*->JT(F6MTF';|? M7B+
(#V#DL)HS\NBZ*_RE(AS4 M.|B/"C<;23#;<4AB+CDH^W1-= \$7%|R=\$UMZ>N%46'X\A-
ML'V0\F.>5@&FVZ MGD *5N8_+L+GIO\CU7\|E%^SO%U7Z\|9\|C4CT/3-B%1.
#X;f\|5*&UYBY!Z^ M(N' G\|X\Q?;F&
<@=H&DU:UM#75=LI_7A3I#C=#9+BPX@|6;7D'BHV5.CS\|MX.#-+JIR,"*BKB,,I-
(C3'3.55RTO5%E?RG>-J(X**7P\;|CY;#:T3I\|V\B, M4.G8C^&P(*Q,/T&**|5(V?J)1|"-
M'7&#"IX\$1E8>5O\|7=:HV@"I/2WZ94S
M(<1>A,%DQ4@XP1TP:PY_6U&->FUB'!.C4UAXC\|QBXXZZYFB;T5\|C7\$| "S0O+9
M%=3PMP#R\|SZ"2%*=9*G?
W0G%B;4W@CG5H)"%>KIU9^DPEH1\$DP#)=P;+2KW()-0ZP>?:fM=ZK2CEZT5=:W<
M)\VK007366/'G>K ML_3)MON=Y \J01LQ_/FO< CBF\=L|5'*>CMLKY"LA_40QE>00'??
E.)C0 M;T/#\D+T\$U\|O0V\&-:1-W.\|BU L;&KX^%O\Y^>Z/-8=Y&%9U>|>.(2&WC_M?
S#WIE%-9'/;Y16% 141 2\$M(V*RA '\$,20.+0@TA %!0\$A*HT,\$1\$!B1 2 M%9F'M
/2@A"12<:(\$&B9 @225ALC8P2\$3"JS5'F\$DE22&_J<|YRS\|KKO7?=>^ M>S\|DD82D=NI?
>S_/|TFJHM8!TJY559^L,4N:H&^Z_U?F3D=CC:WW_X\|O/5EH
MK\4UY93MRXCM!W%'A7,_MI#L9ND3M*4(99_%?N)ETL_VM53N^E8W.-7=M#0S

M4/EQUMMDU,?NZL"2#PJ*-FZGOQT?M|N4CZ"6QDFG|7CR_\$!_IS!&|
MZ,'J2|^"LKQ:2|!%#%6:#!U_1WF2'FOMG-ISVPWUR.[P:Q/U96D/*O(P\$75)4JM
!6ED_8=08;^_P_#OS:00+2| M*R/RWSK?K6_//J0L=!!JWU6;B/' MO\WOWD?
=^OUJFN2GK0WUJA>BM3,"Y'6PWC@E7QK@-Q>.RU"&1,+' DY%B*
MBRE8(LJ:|=&|W6HYJ:190|!#1&/SDT(\$!L@4LDF?W(A/PO3E=,A7|L-.8<*8
M\$*_AM^PQ<^!K@=CY**K"RJ!|5J7CX""FG%;LI3Y|V_@Q|A<40CZ\$5VWV 7-\$ MH6W8|
<3R=O(JJ\$# S,#L@?8)J*N#6VWZOC8|@9|H?46!T7>A)E:CV6-|?W9N M2
6W;#1H^\$KZX2EMGX^34?LFES+RP!|O:1.B>\$E!4N?|D|M!*)7F0W.!OQC MA,X,?
TA,*,H@>ND\$BW<+BUP!/%".AE/9^2|%)B-H.UM&T(>|OW0H&1CEVL MKH*
|NJ6DKLB%V!B1Z7E|U,1XID@7|JOK0|V^P(,7:(N2S?:|> M6I2E5=-,;3!BG"GF!F.%X;
-5XE&?JU9%2H|^D%#F^F^0:894UC #/C46V<> M34EC:LU&:&TDEG#(:CU6T|GA5^Z_@
J\$D7G5I4H@,JJZH+IQ##+X#1A/LM+: MT%'-#
;?/JZ/US:/XC2RJ TAS:#+X,|A*C4:QCCM|)I;*H1:K 9*:)ULP? MM@L0YK+C0F,C8ZI('G4,
<-5G9F+S8:/=SPP(+?K?.QMJ&M+1.YIP:<\$>-,BG
MUHAJP|>+WW|_=@H.3W"BOJ!,!6#2/BFS"W+M=FX=I+SS|K&!&ZG'2.+1*>G'+9^F9CI
S^M#_Z)4R#6KE"Q42#^<*E&DF_CPD0=_/K<|:IZ,G:(BV.,5I(1;_K|TE;R
M_@E|O4.'\$TX=/@_2V%KKB6X"CP2R+KD'NX\$9|.= "J 'T|N\AJ-P+HH0%:_S.
M#GKHW/OUT;1G C!*T_0:GFK0A>H^-Y=ZN.=;&\$|TWI(WHM1@9!2:R)?40"0 MTHE---(
JN+\$6WX'C\$H+|4B="3 MRYV0|C<:8TSD91A\$T?
7JA=|LH+;|SIUJ=6WG7I80W%)6GUEV+|\$%'M,V+7AV6-MZWG42=WS*/NAA#K\$-
LU|CELH6<;EVX= 31NNK>_+?5|H|>RCWX*R|@'G,0<
M(!U2(/)OS|JF9U:03>1H6P_AS@)IR-CD,(6-TB#6"NA)Y%6D&U 4\$' >X@NQ
M*N3W9!1PA0IYXOHA81G\$90|R@|IL=2XYB3 47W,\$='GFH(^V|K
M"K1"S?"C&F0EY)7MRDQ/V@,JLK'QMM;LN4V3&.V61.%5C\$UUZR#_#\$A)C&|N
MG#RH'_1 W7%.V|_OP5OI1>L,WH;8+F45F36\F63J3_XK,Q1/"\$JZY'4E0D_JT4&G;V>|9FW
MLOQTPLZMKU|@_TOB9=.=LC-G),2_+X\$;*_J;^*K)7AGKW\$M559UQR2I=>_T?8
MDJU352JHEY)8?C|S|S-L!_BLZD/JCU4\$+'PG|5-&RVK"MWT*!\$&!& HB^923
M|/#JL*KK5;O*V\|K7+HYDAGV.B4/LD(T6-%V0B)/+,'=U<:DHR?3>A_*:)7
MZ+HYEIPHY?M29|UU1|^*+.'I3;PD3IP5\$G69#1I% ^BMP0)1MM:"'_ULG,NRH|_UR#O-
Z9OLA^XUG0W*G1;99C?<_0T|^S M+GNQ2LZ:JGSYU\$Q9^ L'N;?ZG(M/7M/?
OC2_E<=3U;^7%BJ|G&/M'CZ|X)?R;'2R>&K|T|@;:-?
P&E)U&MUO(5"9O,)>&_UL(S:1HLYS?A;+OP6 ME_S8!G4#XR7PJ|^BE<>\$?EY@I#PV
4|O')7,91"^X1QEE4S_T7#A>#+9;() ?MA^SP<1)FQ3',L2=|C_19DG|Q?:IPU-
O|X>M>RV|/W,&O?6<&=|@|&_7,DF;/_MG@C;F9>U8?ACS8|F;\$)S)!
(*WGY2@E5T+3#=#S>4> NX*Q4UW+7@X_M"Y\$9\$ MIDD854|LY7:XCYG606IA-O *-
|L:RKC6<3JZEYX=59T#S-OJ7N>/?SX:|@ M8^,LDV|S>ZZ|
|U522E^ ^4SV0KL"D>Q>R^/+|=|@HOJ8@7^G,#&H| M!|_E-
2*9M;U6%;Z"\$XW3ZV"31)0.L4DYQJP-69=%|HV|#J+E:%D+4Y.X2;
MC,9&Q=Y|;&O\$M\$N@A92_4^8\!B'UT6Z3.M)I<""Q@YE VX#9.34<^;6DA&0-
MX%*:PTN#;./&A6|!"*Z.30/5LV8^3<19XV;7|UEGS3_|"|HE_&3@J M;/_T
MPOY_(K>Z&*A|:_CF_N:|AW@!7>02_'A/D5F4)-(ACF|36Y!;LM7MK*Q(=X_C
MJ&U#JOTC|\$^O1R6^_L|F>_.WGOB|2-E_#09;+S;|HOQ8G:IZ|,6R*N| MJ6
^9EEN|B@0|U:O/KFLR|6|_*T?JDI0X05F_2?5X>1J"U3*TG4)|OX|G;,+ M&X(?
>O#V*&!1*F.FT;0PFZ;)&"" A37P*)\$6FF6(0:=V3=S0;_C?_%(VS3F
M7=_5|ZJGQFC8K|4R=?3OG2U^>9/YJL:I?|_V13#64+YVDJ|58Z8HN@TJ_B! MK--
WBNN@,Y\$BTUUPY/ZJ=).D E4?:S1 MTMCK^<=:EJJF2-
N'T3Z68|R=#W\$|Q=FQ;BZSEOR/R&66HKQOHP#G*BC?5@4& M83>A=>C!
|MD8:D4LW;7UENO@A|FEH^XWQTFQ'+(M2L|S:D9&PO:_U7EZC#F M|@KH6(N6\$
4_HJU5('CO*A6(%V,-|1^1Z M\$|+;LI&(F1X9Q8O>7C)4R1-09KNE>^
+LM+B6H!_#|9*#P9%^Q>G%SL(*-16 MTQ:HM(#<0UN!=E|Z.P;%==(T+9HU"+)
<^I#/T\$B0:0EQ6=,C&HRX. #4Y00 MS_S',1V>>K_T!>OP=!SQ*+X%JW5^|9TRW(!W?
CRVROBD000VYI1/346&;L|=X%W4 M1;WR3**8'@:IBR-|5,Z4J#8L;ZS>ASD|*
(/|LOBRRU,2_D4|#\$H5_#R3|/5 MFXLW/C98L6HK&E,VQPS=@,_'#TR?
R3.E&#F!4IU=HEZG=#6>GCN&B M1XV6K>OZKC6;VRU-#A)"2L!/GD
M3RD0M6,,66(("E5NC|HGG7TNTI0G|52():OG^#JPK^#K:4E))?LOHZL:&H" MVBFH
OZH:YOAG3 KXH251CH'A1>KBXMR<06W %,A'+K4\$F VH"44?PBELGX^DHS0Z?
|9=4)8=|B3UTYM&@)^J2:WQ@^ ^?WGW*| M-E7/^P27^KF5>NC@|K/=V*_?
F&YPJ:7NT+//#-9S2/CV|^X7Z*NW^@LBTVB6 MVU#E5BXY2S5GXO4N

K4LJO7R&?JCNi&7I_K*X3'2>5D90/D"BA%T MW!\$DTZ3^,%
IV'-8HI*>3H@1)5GA5TGDH0(A<@0LHA:99&)W!2*8*/W8*^ C M[W&4K7VBJ-
)6_%L_W7*!?!G>D(\$17M+H%D'9% M;|Z-Q":A!94PNA=V\$-
%3;,,Z7PIT'ZT,C&HU;^J|+.)&_! HQ89C|TDL3N MY#DIWO),IOG?
NB@0|E@KMVD%0CNFZL^EQ:9-?.,7BL1:@QN:5-Z\$^/#UAN: M-VP7#.W#SP^(2?
(6L^),K| MS0|>|YZ4E3H.&T%9TI4D++V,1FC0UH'- "2@#XLH1B0G638<"B(JR1@0EP'I
MAXECD'?YFTB&8L/++ #SHD?H5'2Y*=QE""RZ\$4G|#\$A. U@=NK@TF7/ZEM|+B
MVC6W.|=J1&Y%P|4>:/T Z|\$8P%OM# Y+66F@Q2'B2Y^J"S'/F@2;(906
MZ|>|AH/(FL57=Q)C\$UJ-! I4, ^\$3"WO+H|O*IB_:EB|1-8YJF|>6)W#9Z M8ML=B?-
I@;8"L2V&24;|_8|"C8Z"=J\$36;2:X*?AU-D8YF^4F)>3?7U%9M8& MH*:>
(TX79VC+*BKQF9)A05K0W5NNG)+002,5M|
MR6T|DY*O&V^|S|K|LCR55D5\$1!#_0?)\$SOK&/O"&:B?8|T(QFRHM9U5|J69
M: ^8"t\$R^W?9L|H4U|X_ N34H^'3J#U6*:||:4;Z81U'#V|>'-
X>Y8^OK;4:|8'W+KK_LTMYSLP,Z>L|E:&>JO MDWRF,-?
7I'OJA=L9WT&&6OJ;JLWICK_:A.XN<4G?U5N^2SAJ|31|MS.W!V/ M|:=^S|2|J5??
F^L1@I\$O:7;:,OCS+R@'|Y29XFXHF1=-G6D'8B2W>LFF)+.# M1IME3|_.@>
|10PXUX5?"UW#ZON03H'8|FF=I=)/%K7<+R+J=|I;"K:.OX2 M\$-7I'_:E0?
25#"|V;M8W*HWX/65QQEQ+X@D-"/&IR*TN|TMA|0&,)KEO\$+ON
M=^BAJ'6:WS4|H6/"P2A0WP9<8QX|ND TNVQ#|N\$/<*TLO@3|@^Z=K-MSMO?
Z'S%6+<3.75H MLL@,75|QWKRZ|>G2^.>CH3(Q;E71P|S+)'Z|,WIM:-|/P"P6
M<|;93>+>3|E"3|18|6*VD=S!V(J;E6+|.HCO0J"M)"9V#&NF M)VD\$ _TU_?1
M/MH"QHZVR O"7GA^7&'8ERD#JMVX*N+ MJ'?GN:OQL#T3,(JK(+|HM4WL7-
2/2F88QK!NRK?%8KN|E)+V)&5>SJ^7(HM
M'QO1T|SF.61,N|GO,X6_PABTLE9S"L2^F)K5>_?NIY3X*2V8ELA76G",DBOH
M;^G':=^|"6Z=Y)VE294H1ZH4M_6G8_WG-OCW_.PQ#7WZN9?"O?.33^2Q:_S
M(3&UT/XZL|L|'1Y|L.C|?9/H|BG?|U@R^4"ETUE9SZ=?^5U.KOSZ*&Q>P5|
M'@6)HOORS_2U|++9701ZCF*W4+Q8U*QNN@8,%PTO|30;H|DD%\$|RB5|BM\$6
M(+>;F|; 3^#1UC/HIT,-D(9\$5%>QF'6S|1^*EE434|TV/F7^|43Z^'3R=P3KZ'?
10',R*HZBVC
M_(=A,A3U#EZKNJNX=\$1^F7=AXXJ_Q^FX|UU(X#D9&29/+@OG2|VFWTN7PN9W
MUK1#=V@7P_3(._=:'#;\$^89,>W_LM)LAVT\$8"E6QNG4X.L|;_>ZN5;J.71. M|:
|2ORK5KE|ADE>|8DY_Z9:>VMSJ/_JZFS74 M6|J0_:#TF-O9<.:%RNZ"|
|2"R@YD|. &S/\$##CLJ8540,3S2#V=A/,KP% M4L0^BPFA#*7|EB3,"|
"GXV1#@&#N=9Q=6_M<*>1R11TRS@HT4.8=%+SK)Z MVM(!4+-1+@(+P73H(-
<|S2N0UQ!-TQ|N|S+M;A44 STEGBHG+M4 ^L!MJ(-O3WO!A^!/64N4)(O0REDA MAB#
?;!(,B SS 8B1|@RKLSL? /8#EE/O8>"M4#GY@BR/D>_'83VY> UAW9 MW
2&EA;1/<2=A^>).*KK18<*DRW5?8R|7P8_LH16LVS"\$+:00VPJ&5I#5CC8
M8!1)/I0T;@0|(ZE!)!Q|ZHYPW'@Z|*&#|<6VSG'7/8Z1V'0HM5EQ|S:WJ5| M6<1?L'P9?
G;/>XG5+MOP>#.R3JE+IHL7X^7"WK|2JM;?*OPZ1!P|_C2UK8 MIB|EIPJ#CZ|_)#398?
5F/+<=<|N|?0S;1|.NG|3B00:D)^JDP2Z\$UKUN*8>W (&|A)R51+G7|! M:6CL.>1#?
RSD#|*%0ACW40N95.V'NDG*PFZSWMZ,7I|!"ULX=6R@%/GG3T> MV;S+AB-@M-(V:
|/&NA'8+#!DU.TS\$AS@\$UC0W-M^O+(_XV83PQ26K43CSS MR^|?
KY:O*|UB|2VRK"! UQ?@=.3HS%H.Y3?B1MN|8?9-;\$EFR_"V3UDR86! M@\$;
|5NUP,1JUV1-VQO7IS*>/9<|O0K/#NPIRT-/FM+^WRO^%P,N;/
M"KZ/_LD%|ZJH4\$5%S^3!C;|1|O;AI"XR/SWP.63\$&+U='U395&U/XEE^G^'
M3T4ZK5<5\$8T6@-:/QH>V8!;6K.B!CXV,>T,M?9QWQ*C/IUMLUO-=>ZK+,FIM
MS=EM|Y-_.7;JZ1|K)@C_<-MHB9V?AJ=RF5_.,|BNBU!5F;"97WD;L^|O.0!W
MV;==O#C_Z79XVR%. *1MWS3|:8Q@+/,<@*=SB4@4BCD '"^2;%'AS/^8'L\$!(MI-
PRKW2ZP#DD|DI%7ZU+|)'*|<3+K5Z-BS,^H*HKCW1)I.Z,\$W(D M>: ^4^7TO=\$OJ-
Q2|>&J|(+905,-RHL,Y29&&DR'JCW1Y>S_>.+%A>&)^F^O MA=<7;YRT>FN?
=Q0YM|AL01|5B.?|B5N5|CYS4X&(R=#|20>GVSZ|G @|UEZ>5
M|LDH_#+J=>'1R_!'ESPO|KIL>,%N+.<|2/DZHFKY|S_9*('W:5XY|M+VQ|HVU;HT
VX8SZKY,H|H|@P7BPBLM^R'TV?5"W<0L0FZE\$:=2"U.?@&O-(TQ>1 M;V->,0XQ"*J|?
GV,9LI/9 Z6@6+Q|R)KM5@R8P|9+H.N2^8PZZ|4@B;" 79I
M&7RR!N|VTA'\$NSS1/>L"3NTPY#Y^#N"E5BK|RM@|R->H;M R*O%\$PX'IR|ZW M=9?
0V)6MR'54)8@KA?YOW|G6|_#M-|. +<(Z4|Z@_0<'7|H7W:%,_ADL>&WNJ M/TDS&A|
(6#N0X6&|HM@%NL49%T>QO/J0C5H?^:;%2'0?F=PKC^|K-HB0E|N MNC|S5;K++>T
A?BAW#|TZX9Y@VKWL:EVW3L9YU*"Q(C.XN,RU7R|V-K//M& MMC

"N3_ ^@N*E/A%A_8Q<:TZK"KAXSY)O0#21=,@J6M%\$#Y=4#AD-Q6Y^)<_M>Q!%#L815G\$|D>H0UH?7K">>4^<(GF_7IR0TGRCX&-0H?U6XLVQPL29@D!0B MU8\$*/2,|3N!_Y)_CPYK"^=TIVB:9B33\$KY3%;%>@6CSNE)NP@XY(*JJ>3G=M6\$Q|0>R(W7Y"L^A2L?.M_">|GSYX|Z0%%"5UT^8HR|V,H\PMN0?NE(N|U; "M4|G#=#^5@|F_)5DAWEG^@_.TUX_=1V*1YF'HU+:T,Y*X?|+3-,UXWYO"G(/SJ M3P5QQ4_#GEP%!O;>J-3Q|*MT2?_,IB=\$V|R: ^+9^%5;8GH2D'BZG)|T+7'= M^_>R.0G4WFE9V+TWY4<*ZFU;|(MSGA?+!P|ECXO:(|3Q4(+K9+:^B)%/V MW\$VLFMYZ@,!?23H@;G&2N\$-4J16L"2!9A@Z9/\$=&VD\$Z_O!22_MM9_(=.CK> (^EMY.IAG:~|M&2H=32FW9==1O&OF,W,"|K#8=SF%N;-XC2#ELGFLE7\$T.% <_%PJ/#/5B1\$86F3,.-#-|O(I_M6|7DYG-">C+9XE4_VBV4\$!4@- /4!K.B#GM3'#@#"#|,8#CXZ;>U_U40U|H MVCE;M:XF82|@E35EN|!O|D6TVWT|Q+59V"IBL,*^QMX+WD+|?/9%1Z:7Y2ZS MLJ9E!;_:?!AS_M0*.6"F\$|@P%J"4IF^P1KZ>A((6781/B9-A,V4TP,@>OI18&-T:EU-V2JV_ M&C9?)!FL;K@\$D/\$;|D)O98RX/?@2-&L5R,#5M/ZLI(!#<)28IHZ'3G\$Z%8AU_M|;_-6|*? 2)JRG,T\$ _/+7SMPJ90U&|311,08RZ^8N)F|^HEF.3#260/9AQA| MA3|R1";.7D|)+O=&UG8K_C\$.CN4CZP4LP_>Q*Q_NL"WR4DV1/Y3HB8*CM)_M4! ? A4RD;L02J&K\$Z_-2_F;BS3_<49"*@SY3;5,P.LZ>EEZ.R!<';S&7?Y9MP_MK!D%@|W OO5/"KCXXV83|*%*IB2K-=U@10VY+|'S^M>D+6+BV=:B>^C(#?) MMJ*4Z|6BR=/YCJ>)GJXWTJ_ZG.?NZQ+M>_"YX_IC'R>-A:N_EZ35EF|HWG4I M.H|Z|ZF'\$<^F3ITS<2TL=Y>DA*>5OG=GO2|8!4|"#1);Z=H\$3JL*)VHC3E_M_!^O- B^5FI5E0E|;VO=#_ \$Y2C\$_-2'#7*U;-(%|/6D2X|+@2^-?WJ6Z>P.05_!HG'S?05B3? >|;67F1|S_) \$E5NIO<-Z8%1MV%G43X).: M5I-@?05BQE^L-90JSDJON@>B\$F% |*REM(_2=D|C,+^DE1&I7NA)WI^JHRE'Q,J^_O?C^P&5)7O7*30|;BA%VZV M_3O6OTH:2|4I5|FA4WSYU|/IGPW8?_X",RIHW@LPS|NLND|ORK8TB2N|:(X M,?^0N- RCP#X=W:#N^C1(=','*71D9AX?N3;J&S21J?+Y?;HL?'SFKS=%CI==M(6>XH*|HE- 6|S3KS!Y|HL;G#A(*+D\$/@844P&F_M*(|-5R&-%8OOL'G9\$&%|I<"Y!WO&B\$95!#!M? 5W3Z^;C%1.^9LW_KZT&/%),M4CJZXAY\$*7S12|>LM'GZVK?NM,_%V17/3DN(;MN=ZW MU39I_GL.%*W|'6#L=FD)#BLK2BPLB6>=Z7BC8S?C/<'Z_Z.G(5PX2*M%_7B9< ,1XJ"D&?ZJR)'S=B%\$W3D+5SK/=D;NSVB2M^KWF=;|O4?ZYW|'8S-R M9#FB(/@HH7PB;V4+N#DWY/G;LJF:|?B_!OI4/"E|ZS81H%(;N%=RX4XH2|S M_WZ|K4!@LI^)^393=DA1P:/PFN<2N/+B9D"?:"SW=N;-8K5579Y5:O|F=U#@& MVG"7R|8,"YV@_J(%9TI+|=IGA)6;^AT+S(+NO|5|UBE_GQ!2J(#L=2 M3FKQE'HQ@K^Y%LT&|H|H/9U8D^|T?#87%V"?55<^,WFT_|%N-PG#+G=77W&9 M|)%3OMV|8FPC)DM/!3_=IAG\$V,U|L"\$1_?FM41#W8=Z-,RE//N_>Q;:8E|CV_M-"KXKC- !6?LGI>,U0#.68R+|>*/B|N#6E|/;^X1_)IF/6&WUUOO/O.-%-7,S_M^C?K;T7J? 4EW|B|J2FMZ3BI(;&A! MD*:R7W@44LAB!6+%V&W;4Z8Y2HZDGY3+.'*5%B20.8GD_Z64V*AGF@_ ^SVB*_MGB7? 9=PP;R4U_ EBYOXD\$|DN0R>%T|3AJZO>\$' M7NJX/,EULX|TF/+O":P?:J1Q6E22T6Q=3/YG&\$F-4""2L*H1LAB.NZ|.J+HL M|@FJ=4UP5KTM,KFN4NLWI=?C7Q!3.UNW-S3WSHFAU'68CW? ^1P\$0\$8|K|/Z;#_O?|'#?H="M'R\5C_I?Q7ZOZG@BG/+?M2OXWS4U_M^5:4;N%PLF> <;UP8E!/%'H||=,GA|/;|/*=F"7RO/GV2771S|(EC8>H\$5'_M_L>5;^>C?IQ0#0 MJY\$*!!)2/P)% "7?/5-:%V-7Q>N#0*I|@?892KWQ^/4|NH.IZWE8=LH_0\$;D- M|K*L3TB_ ^#" =_1/OW,:A:Y#?E!AUD6Q=F1^RZ0B:C"|T|JN/6W;"O?OWY MOL7'Q|-5)X?_V:NR@E?E\$(SH>YZR"|%|HQN!LX-%ETG'8PJ"COL.7IWW?MN- M/&*;7IQA->O5YY@=BSIFVRV_:DF9S9EOZ\$NH)%?Z%,_XR_1|X(F_M<(*.YW9(\$:_M +^=EZF!;K\$,M8=*K'Z"W|K6>(EQ"K;P-OQ;M":I+J/T+MM)\$ @59:'74E5(P=*N_\$UH5V4%46_[B+P3_MW)&FKQ.?1OZEO|+R"8G)H0_NE"2Y.1;P?LR_J)3\$V6P+81,VENUH;/7S\$F_ MB869G_3*|I>,4?PHM&F&J>T,U_K-GR*CWXO|5#4'%|;|) H,J,S;:055_M>,#Y=TBWD-RW4?Z|J38K7SU-64|Z>3Q.W7(7:O_2|!2<@_XJYZ!;51!Y MKN,|L8GENY_6H;|*7BN4J79BD+WTYO-9MCNRXB|.TDF.0BC2HD_(5X8@B3I4 M*SVF_-0U)2S:<*J0GXH-Q*X?L7H7!XS@&D#_EJ^UOQ!WHI)UO=QS11K'6>|D M|;1.+|J=SYB?|TC|T<>51=Z<|Y.U>|:23UY14&0_X4T6_HPJ^AM#NT&I)'%L6E\$&A1- ((E2(SFO2AL3VRPN850HK.-+|.&1@WUB\$3Y8>*RU";_S=M;(_|%;C8&8- |X2'_|MJEXRI@^JWI%OF2!;@D4M|.HJB,.FF)4*WS|3>L^|MC07.X2 3W*R32\$|;05*1021KD8Z#D536\$XRY|P00|,5+Z*:SINUL^1X|JTD&_M4KD9HQYQ3H>^|S >6CP><@1*;;M^G(3V*R22G:W=O'_CJE#:/14(P5.+F8K_MZ1ST2H^_G90|^1NYGUJ%F M*-(UWO(8X>AG:M>'XM?<9?.9!60+L!;Z%(F8UZ23D)W4C>G?R@=,T=8@G

MX'1Y\X=1)Z\$[HEW-QJ4G@,4CSV\=IK5R3..5R%=GTA9#3Y%;R'*95ZA#TP('MH;Z.5E-
Z^125\# M698"\$8A*9-.9W+/D)S7B9C> #9Q6(X!R9\&0(JRZ7^A-U!)0XM&'A72UG
XDN1:Z>,?NY?T\$!Q MW\?E>/,W>>\$GW9N4PMMN+U\8P.9(5L;R>_Y1LPKW)7D;F;M7
KSBO,!X6+* M? XM\29MD\D9-
A!UVU<#JBX.Y.NAC464M4=75XIONF/\$YWP\Y%T(ZR9V1NTG M85L?!\F-
+EG* _T\WH\KD\Y1U.DL>Q6^!U, M1A3+.89#8\@G%Q,3!;H)=1#L.;5(KS-
%2+RI)OH%5#MN, ^O&:4R%S; MOH _\P7(PW6 \$;):9@<#U58PWW1\$A74E;()Y2
^X\JVA=J#BC \5*R6?-'N \$ M6 .56\SB=R6\ICZ=N\ R2'^=65 M\LS(%T%1\E&+V ?1 _!D-
Z2WBHN2=+(M)0&V\$B;)'Y W\$U'958>78,I3:
M0:E38B3F%SCF/7J#""\4=UE>2AX0Q5\>4#^\$!D).JAP\$)ECWAX!<6S^*F*J
M&'EG80L#N7\!:(4D=ZD\T+;.,*YA)NV\ION;Z%O \[@?I4,ZVY (FL(C2J'?P7MJX\$E=0T5;W-
*""V8N%'*DK1.OPIXK'&JRW M G',,!\:LO5E/#3UM1
MP%R2%4\#K.O9T\$A0XY"9G0JGR(PT*Q\$(W=C\B'#0@)9(\ M^(:8(.0P5K))5HX-
T!K6%7+;.*FTEY^YLVX*Q)IYO Y9?1JKCS84\(\&8Q/(M:I\G14Z+P7\$H&?@Z\8ZB08QB-
39Y=EG-#C"^\%E4, ^?S3TU\8'5""N(5KIT&\ MN2ER.ZA
<@VXEB\4ZASY#5:7)P\$@EG0C>9!?!2^U2Q^K"P;R=4#S \$G"2R3M-
MIK6N(%V\!+A4%D54?!\4?_ZHL\$W\% 74YT;)I'Z7(H6SBYLLIW>BK+=V26C+ M'?
+B1=GQMP\ASKG-K\&';,S;\^2-I'4-LF(2+@H,E=R2/9=K70A6(!"A)\$>"
M8/2PB,/^\1'A. CJTY3-Z\VE\$/-T;\-YL0)W6?UMO)XI^U8>M'Y8=_1J;U'
M2,>%>'BCK3+=O:N5VD*+/K*22&827\I96QI&"I U8X.H:5Z)K\#CCL8L#BZ% MIH?
Y"6H0W*MG:L)Z103K,4,(6P!9VP^2\%)EJFE<\$")-SWQVN\Y!Q^>\S; M_DU-YP-
'0X?!*B9/NE% ^!A 8=^77B%=A*E6\S)K <2#PNSV@GTE; ?5%XP
MS610VJ@I1J;0:S%U\$^DL) 8ML*DT'5X;61*CA53-#\$EPB"84.@UZ;L.V-D@ MI
Z:77A\6FO4E F9)<\H%!\&CV!\@3T"&-C"9NY+3A#5J1Y.ZQ77WH6.E6^:"O
M)IB>Q:&D^*X#HSJU?B+MK@6,7@\$W^MC1W/1(BCKQX-2/>7.#8\S^NA\D1^ K
MYW0MX064*2@<6+JB%+DZF'1?PTM\$,Q*11<\-**IZFW(HD. A2' MOADF@IA.
!\%WGFYA\1" _D\$(\%TUA I7O=S ?JU0\0Q\$ \8M%5!C_6-LF(+ICRL M5W*\>ZM06"7U"?
*0+ZFSYB\22+\SKZRPYE?F%:UX2JTUO&E.\$#K; GB?AUY) ML>?A\;(29I 37A4^ /H^
?.05+SF/"Y855S)3JUX+49MF/#=!\%T"C\QFYO\I
M1.8>;7FZ"83EI\AFCD" _@>*RBGO0Q(NX8-^\$!2!4N\H,?8 M(.I\H,H&^>:/L!F\$
EDBYTHZJQLO>H17F6T. ^W%\0J\$YL+YUK60+U^LX@M;
M#D2&IH8(UUCB\!":6QE(K\$/X.RG5XH\$ \$AOM\F\1 _"W<9-*A\O)?(U _J)1\6.R1-
A0H#6BSV%M MIM1\$SK3N 9\$<)\K0%/\^8C&ZU""K+)? ?\5EM,,<-PH'4-
OXFDKD _(!4NLG/I M1\$;5@I 3,#M@.JA8OQL(D _H;2\J!C7E>7UN"!F>C@
WA@J\LTTH:+W8H.1 MZZ:P.ZVT(%,/EA:T)\&#JW8!UGE5"P;1&OV<->R<6) M4S-+;3
<6!_L\$>\$ZEAS!RK\$' 3Y+ _!T5A:K"UE!!A2%933J55%S'MGZJV>2J1?
FVWI: ^/74\NTD)Y,XO"7!4O MZ\$ZQ4OCR:V7/O\HW\$-
TXV%7D021KT."2%ALPGF6%V>!\%IOSNMH\;#9W/O\UV#60;,* MI
8ZS\$2)TG\$<)S<4+|\@%851FL(?L1P9B29;\$:A" _Z\O4\HL@G*#C"=2Y\U/?4=N
MH/P=/"= _I73LBV31\JOZ*\Q\DLV& MS!\N;7K8NVG1X7\X/BGM/W-D>:9UD?
I5JYPR84 _H7=_^;>Q+V _*/?57(&0A5,5"(<30GZ^
MN2+4CY5)\8/8*!!*\@ _JBB3CC>+|O^5."1L\?WU;:58 =5S*:WWTGZ?=ZQG\I
M/TR/9TJA+; ^H^4SV_ZCUOTM@R*.73BOW3H'0/S"RO%4YL^B _^>/_K<@/"'\$*8'GQL4%B
YD\ M+=UR(R>+W"&8 _=ATFWWT\$-Z1OATL;BDBNHH@2Y-UR71N@F6/-"BX99.T6>X
M/MLZ<7YQT(KP8L9RPF+!8+R^;Z9JHY,=IG=J:78@I&*VRJ(H82T"JPQ"?CC(MO"&!0L
GXVM-XA:H0\IBAS;:"OFP,O/4Y5&E9LN+O'5R\^;9*OG!\\$J"JP,M MAD'J;Z#'/=
(VD9422MC\7ZN!O*KZ;'YR,SJBTLG5*="LRJ2G"MEYD!**\!@ M\I-
*NQW&8I*FSZ#%, ^L\VK!)7OB9:<%HJ,B:G0Z@:%LN^,LIAK)^@7)
M0QD1N0GNSF+J5@AW%-0LOU0T5=\XGF0.&XMPZX(PQN\CL7H!\-7;SQ:T-/
M@0(11(% ,=6=:@ _2*F0M-8:0'*8&^8" \A\!2Z# _7*CM4S<328(L4)1\HS&0XSRZF
M65'K80?(^5;9"+QR *U2,.FK7 _JJ0ZH _P8K(P4@X3\H _0I(T1U;H8A,J2
M?:)'RIU(J%: ^A9:C 6;FXJF*_EEP=GQ\I)SI&Y3O&R3F8EO4 _HWJ9^ ^M?
C%@\XND^!A(Z;AEK'\^-\Y1O'I3\RIA+ #/?FRN37N1SQD)1A1(. *&Z3-<0(0<
M#I<\$@M8S,F65EZ;HJ1NY7X&HR4HIE.52!, ^\5&>-0:.(QXY!INDOLO@J\I\Y MS _BA\SX
CS67:&M-E9N)\H >>.@&?WTD/XFL C0D7C5O/E0P?3!LU".5M\$-V M?|D\R?|\@#;:\$!H
+2&J M4L2"YE*1=27LY47;K-MH<;0Z?*)<@V0+I>>3G'FD\$ZCD"+P>O!?=E)4..)<
MI"LPF!-30CH';GXBRJF\1=(63#M'&V#51EZ7.? <%Q\$S&ST'^ FSXINQUEU<M-?
AW2"8\ :+|=9.4%BEX::L+;\H1&3T\$D)(HV2L14-1P5RA\9\$>X NAVAL= MTIA7.\R!SG

^>!06JH^%4D79V8 1"UG4:AVA(B"0Y4 MYAD76%-6B%\$=A;U/L(*R_?
(OI@IZ+5@B4)WMBP*R.OE:#&65 SJ0M0E,86BJ MAZ^.,< #P1T5JZ,-?
\$0^|84==,D@_W6;Y|Z|/"T4KJU@+AX?/:Y"K2*F5| M:@.QR 7F4
.^UQP;H!Q\$|!;H+6@B5_.0FH=WDK=!XE)B'-MV_+8"<7'^ 4Z# MY FI^ FY*@Y"?
K*^:KKEVS Q-DGB\$57_N%4-|WW?T\$DX.'?>C@2|>*E?#VE MW5|YOE|J-VA)Tl-
54P)H2==)>H!Y2:<"D<);0G;F;C8T;L-J6M2-Q+KC#2&J MY\G/LL M/I)#,JH\$6;8>
KZ6BY0N+%S_/IZ1&!)3=(>);+C;J!CA@\$@1:H=6*6;J"Z\$ M#G,ZC!"|,%8YH9GC;|+
(('L2N6UU+)23_!#0W\$>-8V/3UQ/%3?;@9GI"(M=@:B+@PV:Y=|055SY_M)=F*
|*_Q.K_:'K)5BGWX+ 4+^K'F#LL1(61QF!PDY M*,<25275T \$1/RYO"B-D^M!-
\$ZT=5*5A:4"L0[Z+M)*BF"J\$PU8OK_T&;A0 M.IT,QU,C6PB_-;RWB'36YSGW5UHL'ZB<7?
IY022,?QQ>)'2?@ "C0IKXLH|YU3"TS==2|A!C M1AY4\$@SZJ%1WFKSK+XBIC),!2BMDO?
UWE,>75*|>IC(&!V'O\O46:./J\$C|9
M&24@!WJ/C@+Y,Y/Y:XYH@GR!+EL(Q1\$\$ (8:0:;2A|70L:7BAD+8#4"R0M.B M>7?
@6\$%NE(-60^-E.,#JTG=(AO?1B6*6QXT)C^SA (-@1P!,KW91'K &1W8N)\KVP8X|
<"1WNJK=-3&K>?LT*I0(ESAIM|T>;B&F:
M\$TL*Q#VT6|C0V<.YS^K5|KLB;_QV6<9R>.,=J8_WY*61U<);.9>X5-'H,1,C
M_17^A6:A%C@*AYM8^W)#&P&H1 M|<=Y:|C9FD0^?|B|5_#FKC6/VX|%A4!(0(*
D)J/5"+D"JGRB%3:Q4/M6F+ MBH*06JJZ,BG|7:=KZU M)5U\$YA&")40V_PD?|8_PMDZ6*
I(>^0UJ;)FA6Q|IH^%/ZETS>Z.R_!^DQ|<.<#2Z1-'P-^/1_O#056Z,ASMLVSGKZ+(J
M1C2A|W=@%S3JH5+2U_)OI\$AM&F;KKSU.,>Q-BNG-K(@/-^VUL(L2_#X_T>
M@5B=;>GA9&@9'&B8XO((-TGM*YGMKT-2/ZPT2N\$N6\5=D>*?9;V3\AIU@J.) M-<9+
(LOVK<2V|C"A EJ-PZ|(MV G*80KS!'R/+ "<_'J7,WGI%?MQ_ BUWV&+^#%Q!
M+>SOVLQFBS.URV#L^CR2OLVD)M3(XYLUUI3A8H:,1X15)V/>=R2FUS\$^(XJ%'V
M7VGW">PE|S;H";_|@VMQ4U%0E+S/4+;O?W'F+&L1YWV2!9KQ\$C6UAHA2UG/W M@-
,&'=BX^/*=N.0RV?N/^FOGCS\$KH\$81&^L=Q)E;75-E|+9OHF+ST;XWW|)
M^! *BFSCHX=|TH!* =L|1|>'|,8CVL%&D|E.)!.WS?-'UL#NK&6RY50G MA\$?Q"Q)6_-I?
2|R^KV>YD# #|YCRD-R'">E.ZO18|"8K*^JUL NX\$U)M\$ "UY
M.;JQ;V,SVRNY-.NNH&;"8*A0MB(E&(/Y_"F?LE|M<1\$D*2K=B99B>;)NH2!)
MZ<.^TME=DTKKKS3M|J_XO4:9L&5 FE&36NG:./AQ_QD*3W-5;0KR'A'3
MZ1C:07GTG@AV|&T=..!P_C|G+ :6^G_(!O*T|H=DL=AVU|_ (D_H#\$8<2"@7 MGLC?
Q_LOU<|R)WLL\$0*E7J*6C(1BDN)@T|)7L:PIE|&&C+K.2H=FG&QM|F|)
M<9!TMUIEN,%VQ%K\$MV4@*#U X?4TJK/2=B 897;>TJ4^Y_Y|^- '6|U*R|G
MIQ,+QN3.D/ZV^#ZD-!5YMG1.<\$NJ,'Y>\$^LB:|'?B)4O(3XZ,KX;#Q%VRCQ|T25??
MM5R|:/D&^3U6T_G41K|>3%0H-|/>|+/8(_@F1S M"N+N7JX69DZY|*F'Q'82?
VIMK3)WV|Y&<,X|?RTU(E9NBE6O|?U;7H1^S=5J ME+K&H2Y3@9:&I7: ^4.M*?
F\$|)_G6;AQ<2DQ832IQ,-R0UD);9?G&-H2):|) MV)E,AAI-
YWF+WP4_X6L,XJEEE0YX4H\$T\$.=V^#@!/L1X|&^S.JRL<*V|K|G| MA4L?
7TW3DFZJGL@Q/P<|8DBMY)|A1CI^KH.->VX>Y">'L2^O,H4'Y&X,X*JP>#IO;L?=-!_PA0T
M|N(G9(=8&AV01N%|L,67C=9P)=W9R/=DZQ_>;QJZ2BG:6!CQ*\$;U.|42
_|I<'15O^L'E'?;=0S MG@;@?|4)DZR7%G#5\$4AZ|"&U3N7NJ+Y"H_E,9WP,..Z84|4FX<
M%0Q%^8+TZ:<|/=M!2H:ACN_=D7,TXQN9SS|>|SHBO%!<4LHTJVCDR=%|VWY\$K@;-
"S2GAA3L9SA@|_2W2X9=L4G
MC+63E_7L2QQ/HHCN.GL,W/9&HV@IN9#0Y37)004')@XTMO9+_=#L,07T1W07
MQPG4D".R:I3TM-9"*:AVC;'FW%%+%+>^>)X_>(9.L5|CMEF!!
MTJ\$^ZB.D9|2|CWH7S#-'4FSX9I4FZH(;K?! PE5K?@NF:7C+839+US><-"V:>
M6^F2_9)G#Y/BSP7.P9_:KV5>=U/!2T|D>F8,*:ZAD3B@RWW7E)>O1%?IN7|M_>K
PDLO*L:\$RU+KES62+A?/!\$1>O.IT?_SD8X))&+W^,G0:6<7(|J#UPE
MPO7L#LGY31.Q3!\$|(|QB73-+*1*ZD-"#01D;O#?*|XW:Q>>SD0W6V|
|D6\$|EF|S#*XT^FS^|B;|JIR+%_MQ;Y N)%#7RMW*!1L0LY?DUXL*B LVE"
|(#0E6T)^*2-|53R;U+<3)1L:1M8+\$O>!2&QOC)X|E?9_"QTBH|AN
@DDQHHR2Z/U(G(YRRP" M5432CG|L.BP2,J#%KTV4'QR
2|Y+WVL5GFLV.;Z4.1.^,FI=3SVR=OS:-5IR MFI|'CPX^KB;/
M\$.Z3,S^GV!%) "K%C;S"Z1'&|TD>|%QZ9GUC0/'H1.S%D8@-3'/5R\$AJJ_C&
M"*7E/<@:*D7>@|:Z\$3_,=JV?| #62T0J3TWORJKV-B\$%GQX2^| ^M|ZW'C MQ\1?
&H7'VDM*K.IJ;ME/' +B/#QW*>@ZGU;XL|TD_C>#F|R|U@N,N@OH<9
M_XD7Z)8A"^^|N+Q3_LZV>|R?F2M!2-J\$QG\$T|=J@YZD|&V_K|J*)K2\$(LF
MO=)F_1H|L&3|C:H_7^|H/OB6G+M)7;R_ ^N;|+J_T6%YN|B=6@Y8!KF"Z0!><1O(4+=7+-
<(!T-DG)=Z7ZP=Z;4(0H?O8YK/PKB M,U|_H|ZO>'MM|MSC5NQ>O?MEX.V73*.Y|

E%0D95%F*B%Q2(OG?K.GL@LE-MUHX9OG5)W_CE_V/+^>7'FS<5;S_+D)KR#?
_JR4IKU37(IZ:(?CF0V#6LASYM7:P.L9U0GK1E6CZ:30U%*14&/FB05WC6'''LGV392&
/RSKYKK)JK\$)3!+G4MOP[(FF,X@0063%WS2++9K>S,905I>\$W_U6D;.^87-
3PMU".Z'U=ADLXYQHB&MLA/B;\RD]3;T-
50B|DR7L<"\$/GNRY*0E#E+ISLXQEDDW4X;Y*U.L-5L.?#K
MH!;G.%3\$_.:Q20VRC))WDF6;I?;\$!:=MV^A_M|U/3WR3YLO9A&=N7&/YABI
M\$(-2/!&X(+!Q_.!)?ED^1(=82Q)||C>9#RSB!(%_E;J9!'!JXGL!;!@9'N0M>|SRHMX?.E.
(L8OX;@1MD4#YC5/;%@XUB.)<MZ#RZ0'45#S'>&>.D21Q19YDZY;0=.[83\99-L.?
6*]G\5UC!1I%Y5(.\$^PW M,HO*9Y5MIB(9>X_&6?"J]6,H/'C7?
W|I8W_.%S3B8\$&=,>JY#M_-9R+/Y0OD M*1YPM#\$\RMJ&ID+#)|;.,*BU|(Z;D'M-
H_F>#VM/_POV/_YUJ(DWG\$+Y".X8 M>.:HFM(''I.V''I(5)9@.ZF.D/LGZT;3PKK;3MXY>|!;
(-??\$4A_PK066U)? M8LC/(O 5E;J3C,MICM)&F '5>1JV97P2Y0=|H|. \$(,.*8P|EQX%'-
J]BA8F0E?!HDTBH9\$V.&2ODWL." MJP(-<:P+/HN(V=#8^'1I0.2B''UU@CB5YQXT)?
|CKYSX*C'^J6Z%(DP-I6! MNYL3@8'.ROSK=?0\$|QSKP9_2+=4MA?UPVFE^VB<-),(-
BQL-Z!(X|]3A.1_C MY'V|KR+? (-5G*E;|MA=L5SSHH;J>V|L?
Q|Y'''A9G*X|5^B\$A:^U5+|GK5! MNLD2@?2CSDU|(?20.|E-
LVR&/^NA&Y0W&6V|21|B\$TS#V*7I>%0?HXKT4_NL M'6K(2B97ZR\$;-<83?BC8?&AI
JLW^%29LN=SWTJO|YC+|F,B|#ZW4|(*>9ZP
MQ'IMCI%F&G;C#_MAZBY17NN86C/<=PB7JWF.U'-Z#JE@@6I'U78QQA).1ARI M%D
TD1IXYV6+>|D|-J*&J)6#\$>S(FJJ;>T_G|N_%;3P3-E&YEQBA|/TM&? Z M:S.-,*L|2MG-
XDF=#U%G*9O(P6H5H@O(N|;'32+&^AJP,+C8O 980F)8E;| M-
V;|X!%L611V86@Q|NDZW(QQWV?W+FCIOYY>3SC!2O*^B_T''%|H8,3|+SI#
M#B\$CXB:N@E|B'')>IQ: \$CH(Y9P5R+,YABVM0%4&2!G/4O'|,KB@@@A4Q=J M6-
|D5F*.42I; XQ*V3)<5U0^8)I&|05G%*-OQS|O|WW4|C ^M!=-X?VQ!4KA M:26&
|'Z3L^!U)-,@+X(2Q5J3>3>AR9|N|_J5Y-|2/7_(DC;6Z;BW(;F&+DW MQ|2V/?
T9KWC^F7CK_8,W|V/T4>JPI=?'=EI00MA54T|@='9.GE%^7.<!*IE
M7|)M!V|N>D&F%672|3OI/?;1L#,:7|C0>158(|:C&SB;M"8+-SB/.A.KD M+7L|;6*
;:7/+M/D.7Y&7K'^,*/31FW6: # M/|P 00-OQ\$NA!FPQE7AANM0=TRVE;Y4CQOS|H05S
MUB?+PG%-2;_-2J9_J.\$&^?SB|I*;G4OB0B^K;-RR"7T1U@*?PZVX?F84"EV
M@W=9+U(A\$RUH8|0Y^5%^4=A0ISQ/WBQ6B9<***@SR ED(^3YH/IU.M'6P:#X|M SO(
&1W:7*M(|<<|>,O/2'=KMJ|OG#:^X.X''%?JG27N&I'MN2N<8/'A^I'2D M7V\$.J9*_|D
M@X\$_QG2!#PIQ? 7?O|&A.2"(WI^\$1UIN9%?G/WFCX=EM|61|IN_07W.IQ;
M.7_QXIKV5N'DEY;|J6&(<>)(X|0'(UL|J6=HKG6&+*N_7@-H.;5*Q,-O"CB*|
MMA&|@N#WFY_Z11'^114L%52D'2H*F!\$\$\$58|09BXO^<\$>^K_X''C?'Z.+A
M^R0%T_BU_.4@|C@_^-/;@J^#';|V|>#;<MC^CU@L(A#SC>2%^-
(K0|>>\$PFSK;61YKHE;?|SM7_4B MVBA6FPK".E6TEQX>J=;_RESF:#M@200=%"N?
8@:'6^|.1:54-7R_7@|*TM'_0D|^\$NL MWB5/ND'X|>=
|B2|XX9Q(E%I1V|F%XRA1^XF8M25|P)MQ8|H|C2!6PC\$;T_4,TZZ|+K,C3Q%)^9F|O#F&
MPBOBA!|(*)^6YQ';<|Z7)|J>GOI;.78;/2*Y2_@T7^(V''P_1SC_N@-R^D.
MNL R6|)>*B|Z^I7IT^"|Z,%-+ #?Y ^J!>+<5BP^|0,|%;|T+9|C*#)L'^88 MAF#
(X;T*0Z@Y|7'''AEAX.OLLI/^1Y_PU+IZX5*#0/D*WOL..D&F08L=/N)'>5+X;0:<@^(JT:4
MY7.,PFE^;1"FHTKL5-E>!NOA!Z*\A2,KL=G2|;A&|/6'''Z9|H&*6X#;CC*G M@B-Y771L?
DBI# .:;H*R#NIHW'PCJXOVN0|84YMPI=&V@UW.|D\$^(E> TIN(M1GZ??OM\$U@*08X
4D#L9+A^8'M&L1#2RU4V@\$;LSN0C&.D^=%;2K'D(+JYJ& M2,<;P|&";\$4.JQ4:A|^XJ-
W(VMMZ29 V373(G"IG#97#LIT(JF|E;5_1|X MUJM(4,?
B;CUW>5IE*#AMV4H|'8\$;NZ|J<_SC@TP>@NQ/'"\$|?WF')01|J;K M-
>"G7+VX>&/\$=NPQ>RN!-'!S8W:9U;/?YU>@'1_)|@'''(M1C8X'B0_X^6G
MXRG0;EV!U=[AGT!PB4ZS"C8C_Y_Q2IT07J^>+4!/|6|L|E+''+|O,-QN0\$* M%U?
Y%GD'ASP'VRQIY\$=
8|D#G|'^!&_2:RX>*#>UE_H9KK5D\$PYQ8!#NAT/!Z7;O6VL^Q8*_(B2=):QB=|E&O+802F|
<+Q_2BYN MH:6*%AL&^5T?!8VS6!&!1<|'^T|JFIU\$5-
\$.USZE#%HZDYM|H<'K*T>SOAWDY M9MM)J^5#^#P('P*%5|C#&DA"CID*_D.%!/\$|Q
;3W=ACT?5A#JP^")8P, M:P5?(^%U-Y|12G|C|@IW|ZKD)-
=WAKD+\$59*";L^3H%\T#:4)2XY@"S%W16|=YB>9!SQ|T|JLEOG_N?H%Q!
MW>H(|:#ZNN+IQ|= M>N7.^9((-SL08W2'(1KI1#R+;!1\$*:'EP9J1*G.&|1%GH7@%&&
{(WW-!3&?2 MR2KB+\$=^JWP/G":RM_'IBLD'T0N=<|V HPKUN_\$Q+ 5NZ7S_-'<&X0
MK|<5FJ;|M|N66 MD:|7D<;#=#L@O>#>KUCW.PT>N6;^%H:P,5,BP(5"!KGT?8
MH;X7(+T8F<|9E P!;?BE|D.#6:5GNM3ML@4/05H|*GD!/7_/2!-:DA! @=| M^SX6Q3PG-

U4Q;B#-11P&WG.4A7&)D>J0GOM>"JF+ G/45%9=U)1^J^CMZ<^"V M&>'5H!V?0-
^*ENDH33FW@...;5ADY0%NT=*1#A&V/U=>@4S!+\$6@0WE,%XM2>
MH4J^JRN?JWHC6+@IME^VL@-7JSW_:A'*-HHN')Y7C&D3Q6UN8NBE?4&.:D M3I@E
SB8A01W:GXY64VQJ>JD^LEL#106IX2E*H?V(H#^;1(2E EO=&+6P MR!WX14))IX-
N46JK3XO^:7A7:T.M>Z'4%/L=O/Y:7U=9;- "7R0E^I0T1H7?2 MYI<5?
JDIAN9G0#&6HIXP5Y 8IP_%"W-,*,F"2\$G4U:N\$]-#(-?KBB,R;B8_P:"E"=W?OTVZ M
(=FWX\$?0^2*(ZWNF)Y2CBZ,/F'9,H1.!K8P/=4I>(6RU:K;F,QD@OL1OR
M)IK,5//MOAX\$?RS\$5'XYW,,K/+|<0'U^1)|^*UT?F&?U7Z\$,?JC2_6HRL\$
M%4ID86Y4)^+|OSH#GW2VV8Z7M3.+Q8VLXBS^|R|Y<|P0@T+AX5%J;8O*1 M5?
#A7ZVW[C5!*|<;VOR9G51@;T0&(8H#4)4N=KS2\$9>0_FPF&?&|/LATT;/K
M*OI T4A:N_&2KX8J)Y4RGM*DI.16:+E=8FJ]"R(M8R"_D |@H*>AB@-H4K: M0?N>)1?
4T&1.I)QB1O57SY0M=?(|@1E*MG&,NR6SP?|H9EML_&.L&|=JM^_
M^\$.IK9Q|5O',+|Q;G&#ZSZ+D2;P""P|K;=;49IW1MK-\$,YS4@;D)=QGC^\$7B
M!=06@:C|K>2";&F*^ 0QI+CN;JRYC |=.L@%=?A M4F_#"|9Q?
YG",6X_\$.H0NY\$>O1OOR3P.)<27E'#==V'GR;W8DJ2^B\$.T;B|, MY2W-
RF%Y/=6DT"S#52|\$.9:OJ"=#J)?.(P|Y3<|"K+^>:/(XSG\$3-)C,%_ \$7 M8U-
/,X%R#DBZF9:Y6H9\$-HJXUZ&X&O@J2:D/-#C_|.2H9YBN% |GZ^7V\$P=D
MGH|ZFIJH:M2/B*LY'1_->H*|U|-5&FK|Q"L.+IE,W|DU+&=NJ4|G?@K: +V
M|R;O"9V\$;(!9&#KRVI!E2J;>J_D\$|KLW!5GC@GKDT//%#ZKI2UHX;,:IVM'
MO1W|OSK+T= EE'<6^7<9QX\$PE8ZH*S?U)0(^X=X!V47LU;:7D4O!C\$%|R1>+
MZ5S4%|!9#K8IY8U#YV4>X|JJD.WM<7_#@T 6329)A3OQ63.T;2|TT/!+U M?
&:""@U!26*MGX\$ M0X*)BZ@- M_:2C|?%ZU)8|B(OSR'A^:"&<T5#JE'6T/2&M51/3|
#&OIO M\$=C GKQ.N,818A7W4J5G?|3I.D&V,6IJ@V61X,IAR Y9:?, "^4YCI0UJH1% M|
(R!DKM@C?E|OJ?4:6.ZWB)51M,*|S'W+MYP A3KA'5"B?QK|MKL3>7>(SUDU
M|K/E>;.DB8: ^|H><+3WH47^FDA,"PH_BWXP HQ*ZRCY+%S,P)=!&|_#NTGT@
M*,23YP+RE3J?B"-XE5%^B;.>/F2C/+2V&MM\$C#1Y>,-
E(1K%|NY.3A_6"=IV^8|Q_@XUE#W_|K\$ M_+%W|O^SF_AT ^V(,=N=WSKO?
G|LS0^/2A,3/9W7_/;S@XTYV>Z"YPI^,|' MDMV2 "+|W|HZQ,Q?'E/,=SVTYZ,?.|SUS?
|)LZRDXI")KY;DW;N1/?)_|A% MY*T=_IAU4H0_ \$DY6X5<|C2JE/HX PO&MA\$X M?
(;JFD?Y@L*V4J6IK_W9M=_ZM8I/YFVH7R M^_
*|S N62=X%K8YT'C%W\$|4BR^E1D&1HF>1;W+9;#E&=5#C8A\$F&WYB/67_F M! OZS+G
8OE"TA"O/J;Y%JF2N9("15R6Q|J1N_CE:4W4L_E"3J48<)V7N/
MKZB&QN^|XJ|X6YY|)%Q&3 731|""9(|WY8\$LG-9HS50*OLWHWID>KB^0KY*G
M0ODZ6LB|Y-H|Z=|+R(#M"PAS*PAOP&U|B)3IJ8@;GC@_YWZ9_4&MPJJ_XO*HC?
#M_4D\$Q/=0-WF(D4*#N\$+|C3Q\$/KS%O|4-8 M M0V_|G(F.9-B)/GB%73AIR!383T+
|99_U,S6 VF:9M.\$)P-&R M_DWJ_'4%;QL-QBHI9ZSFJ@6/\$V).D1\$Z?
=^Y<|^MG_:FD@G|THX_L5E),T1B7=Y|Z3>Z*IG&'6?KY:JD;6E8I+;L| MAG?W(9!@UISR
/@;)|0L%MBK/?3X;K14RMB#1_'6N|FB;%|C|=OI9_3W."ZCC!5..=8D
MOQUJW|,WQSATEK9T@2|UY1KAY1G-\$K7;\$S0UW4F|+R\$?_Q>D"/OT|3Z|+C^
M@/KI%P%_OZ;V/^3L,DC ^Z8.UD-D.)3G\$9%ED ^WM8O02Z8V|2V;|;48OXMW M0>:-
R_-C>%CN-H/Z++5Z_ \$S#U=L3&2|?OOVL_!;RD6A"OGL/UA7%|^M/JR+ M>
|)V|YX5M6_F&)8HFEP'7B""LRW770Q6^XI_T8W7&\$^9;V1:0W\$
MLLHFE7K4\$8X"#"Y#0##+7I"QUWJ1\$ 14 K,&@Y|,BU=J0:9A_-+,1
0N"1WK1,\$/WE8,0FJOP78IP2ZY6| M\$SG!WH%?21^T?L=|P?
9"1G@/1\$K>8I(-2@FF66852YGXK!'|HVVQ1#8F%_DL M>\$YZ\$RR @ZUB./+NB*%
M4RODA:VS*L3O)OXO\$V27(8Z-97&8\$EF9E%61;>7E|2'W/T|":0;ID*,JO)K
MI2EWD2QR(YV+>Q#:R31&EDW>P#0%M\$.=8QS1B,+DM&YFF!NLY=)<2R0RP'.3
MIF/R0I0IH2!D@-I@KZ.UV'_:L,|V|,WS%&W_X M(%GF>&VOY_ ^"O4.?
(Y00#G|Y*L|9D\$C9_X17&,SG+!_&T3#Q:VLC+9;R\$1N|
M1C4L3<-82^%/'OK8TM;:#XRH>7:+JE^2DONJ<=RDB'4MAG1|J|KPOU?
7R\$F#+7G@|07>"|P'EQH MR!J0BZ;C?D/>A??
C|6/%DQ'1N\$FQ_|O.ZP"A+FJ(6(W=AK<9VK:NK|T%"6>X M#|>Y:
-7H7ET_YGLL>P2>Z@M84@/RT86^01_|T7?M)SEVT\$3|!)PU3=,/E/4 M'|U#I|HW."8=3/?
T/S*=?B0S;:0YSC%^_J?N"G5O|P(^H)4)WT\$W?ZUNJM-R M"\$B^ M5ZGBW5Z1/0.1?
@0|7B!_MKBX)Y+CHX'IRT|\$.|=G)L8#_@1_1U40%X M0>R)?\$.%WQZX|64;W=KP5|YLE?
N9Z_>02)G;T. LQW?/ZC4!-;D2Y#9J'U MO.S|4)5^!;G64D;^X>' X&8(0|)/,\$R%Z>X4*|
MH-3|(K/8>I/#)#D@PR@O%-MGHB5R1W(+L>T3XD2+P4#L
MV0TDIPT\|LA(N&;L*F|0Z=-W"|"I:N)?7NX-&|7)_>#0W0)BB5"4*[5?(F7P4/

M^V0Y_P;WOLK4?3V-I9E7BE_%NNIY_D&6_TZ!8)X@P^CXW,PK!|Y=Q.U#Z9_M|2TX(_O
^<87\PO1D22_MZR7_0)Z%\2>+F0HN^.!4&>|;.\$3+!\$^A!.Z*B1G9>P%.=-
*JLIC=BU^7UJ_M\$8C1OVZV+95^>7LXE0KQL8N3%+?
Z7#EZ6_O2\UESTIV4OC|3SMJ|1D5B?!!_MN,1!HQ8?!.E@|>(6E&UM=&?W%
O@#">,C)\V&KT!0E+97,?Y2_9,N)WY)MY3KIX/0P">GEI4@8!8&
9QB|4Y/RMC05LZBDP<&2MOY2WU0_9PO;L9=TQ6O-M^:#0L@EF6W^\$CD,C:|ANOTN
7Y=NJ;/KUC6DX\$X6KH1>2>%Y9+YB/:9PMBH_M4A.913-+_NEIXV:I=LR,(T#
<.VX+Q#%#L!0>J1J9TO(K-MW2"P!;?W;J8P|SS%&X;T\$22,-X3H(K!M_)U71IQDHF7|23
MF83N/&7WE-AFV-&"H=KL|4.<#T'C;N",I?N@-.&>^"2@6>*Y|;!'SEW|*C)M%S0E?
FFMA)+%VCWF:R#0(AC'QM|;#E%AEI_)|1ZG;43?8A>0@DW2+?L=Y#
M|SCG/HZ+H"T6AXJE'CB_2|O2Q#GK#!04;M7O|F7NX=IW+&^1
MO52T2E;C|O=Q_8FJ5N35(ZILXH?^TA?;(JGT#G-Y,Y;HL&F7)NOY.O'
M35|/RMY%|L, @!;K=Q@,|8O>87J*4Y/DLMUYU-U|BH"Z=%|+CLO@?*H\$C;X=V
MA?,+TVY.L&RRXG+0YLU=ZC.M;+FC'B|2ZW^#>|)OE1A-148M*R;V\$"&G|9W=T|=D?
JBF%=W_0=07M(V7&;D_\$7V4_4G+1G*C_MM5)ZR+*3#_15>(7Y1SQ&.
<>XA"ZBU7\$K9(N\$D.\$#T|H%0\$3|JX|N2ETE\$U|
M+LZ5O)3YE"@V8.>P"DOZX>&.NREA64^:^Z?J5:VE|GBZX0L-UQZE6-(%8O,Q
M8G9RR+(+#+@:SEOTO=8T|6@CWCZUWJ>4"OD):^0_3)X1/_;T7P/XT.|B-?U'G
M.OVHZ3HT"2V\$-V2G&?W1G?U=S;7A*9=+9LF6^5-.|"*>L^P|P2QE_4E&OS|9FOY=
MZZGFXXTZ'?A'|H\$OW|?|H(O)E?4F5.LM,4Z5L&|R%I*ON&U2L@|@,.(QX_G_MMY'??
#9;;W!6CI""1.E^\$@<<2W_.*C*[WS_5UQ;_4^5I"SW/7|"FE(G..48
MKA AU)2X58|ZIPTU5BU|;?J_DN1:RSEAAX7F_0UHUV,;YCM8BZ=^!M^N2-T>(T(L/I3-
|#.*=8SA*V19W@2MV361Q!0%*UK@_M30^_NC?
35,RS(Y,|J"NYRUI%,-1R)X&O0GEZ\$H@2K|>^'Q+?E-S\$)W3FA;M60PQ
D28JZ|L)SY6=-*NNG6D^"!AS^9.#;T,&%4|ZAWB6&LP|3,'#;M|HE_M::S\$.?\$:K0;K)2-
1YB.\$M*8^S^-A5ZB|-,;%6'LCJKL"-A\$H0)#867=(D/9)O^E>|2|H_M66UC)5%R;5.Y@|?
PL0L?1PX9ANC|BG3NI+_M)<2%W(K'=+(7ODBEWGU^G#R*MFU100^F2/WT/<&-
EN*YXNCL2_5@J|VTP!;&6I9077;Z|G9_%'N;7KS|7K+TU_MQV!7KJ5G83-
%3_8*Q)\$|TAL1K>?|\$.5GJAP@L"ZDD)Z-\$1!M\$WKNF2A4ES<M07.N|82\$"&?^2IP\$(J
6YW>P|==M|X'&6E|07A1J;NZE8Q57P@>>1RGNM;3_M87-XCO\$|8C?X%|MR@VE5?
0(SMR#|IOE0E;CLU)C:0;&*IK^"V>?A=E&C3-0_M@3T&4X>
<(>|R|9KK|LGR%Z|&/7")BK<*.+OUW*Z1SAMG-;|-%5F69W2_M_KG6!|.U9>8S?
0V4_4%=%F|EO81B|?>,5%#.M|#"MI_5U#Z07BYVE*#"0*,7|F-
ILWA1|C#JOG^Z3Y310N5L9#AJ+;(P33_M6H#2.M'4Z'+Y^\$B*3==
(SODNGS|X7C6K20|@45AG4MG2P',&0^"OYC(EN:M<"(@;U@_M0K8.H\$3@9V/X:
_NU:"G<*A2QNE@49YT:@3?OWW?X#4T4AT)|.;DX3?@9=MIVXAR,%B%"(?
03C&5|K=X@XG"!+5R)_B_65,MT20-|K|15LO6|>+<"K./EV3_MP*FH&W|+9^%6;
|4VZ'&"PK*|_YN'_1M?^U=-;6M09U%?;??KG+^,U/R3#-<
M;.:#F*2MP4,;)8%S0+@QC7N)Y2H+%W1W4_NMS;*UY-<|G#4"->;4;\$BKC_H"
M|!C3>>T|1V'GDJP1|J*4F%AAOEAO;=0'G^EJP|J|O&-X92H:PM"WZV/%7W%K_M
O|P:L|D,)_9_OWCGK-O_=^<*|_Z#DZU5B#VB"4\$|6D&'L0UU.O|T0-Z\$)|M-
I=N#B72+/*\$|7IZ>68!5_@_.58B"AT!%9#2S\$Y|A|Y'Q.7>\$|RST#50_M|P
1V75"SPF2Y>*(^;J&(|F_+|D_FF,D0P60#UL&4<_09MO)23JSLDRK_M2><->6%B^)
(M\$=3PR=E6XPLA8B/6_5|4SG5PGO|G|80ZM&9%)|T|A0"Y_M)0Q|K4V9%2^
V',+=M"UQ%NA5EWP5\$&#Y7TBR'D_?EOZSM?(JT=;N_M.7J%.3F698E'TY,|F|K-
0FCRZ=&3V2E91'EW7,^4).CQ-L6FPW|D;*MPZ"Z-
M'QW^/3;NK!TA=D(|=J!'YHQ>2|UIO21+_M3%A*Q_AE_M-N)"^4K2F;#!|K^"+0+U=|;=9&
|/,<83.!@L&J*FTOCNMPK63W!.YN_I?W.M'9"O2G_C1DL-|G-QE%V,92L<
_*K|6P|U"DZ)WM_\$#YM>8?J9=UGJGG.Y=|M=*9LV_X|BRVBI?
(@1DQ4P=J"19|3E0/WJE*X82"*L)=Z::S@Q,OC2-Z#(2P
MA\$.GT&7E;SX=RLQ%'X)SM!1V@TXC9=G@OWIA(UANR0/2A\$!7_%DAN4#05|G
MZT7J0QGA/G|N.|^9C*V7|J4"+(-!GR?C_7:<"&65(QL4\$6\$(D1H
MD#B._|RUK>8'Q'++3K+F6:UB"=_HAG={3JQFO)|\$0>R8XG?T:4D5#T*,P0#
MB82OBHHL4UP&,Q%L_SMO5NRH!|W8"*?@!HBKO\$B8,!|C:GF&Y|BX\$Q5Z:CHYO=|?
5;F2U2+2V1N@F/F_M7B7|VK* @3Q&"&_+<"^\$4Z>=B4_&3KQY-UXT86ZOR'
M5AOU%GFG5)*=_3=(-OSCDZPELCU-|2+2%Y,;+|&OSU)3D-!R1|N:(^?9@
M%ML^>;ZX6DB'M,Q?ZICM">|/ @_ =:*+>_0^!X;V|DJ;QW8^Z.M-F&%|=?_M>W|'2Y"-
F2Y&L"W;R0|'(KSP-(5_7_M^TM?)M,##B'\APHB|M>

1(Q)=H:U7."G:E4+@Z^[:QW*|C|0E;,:)2WE)S'OG M&(6Y640@Y4:R<-
\$A>!NO(+O<&6=U;B6.#6%5X*0T5>Z4!;,"2S@1:N,.W'X7
ML0Z.T#GNN(FX=X;J.NSP5:Z@B*WAE_#PW?SS/#>9Q|B=L%/@I-3?G+Q-
MCZ##,=S^H#>\$V|H)!SI9#6=*K9\$I?BLZ: !FW5Y\$?%'<6'GF:'")M'2)W4@ MJK-
R%:A?|?+ML|>W!=F4|_53.FZ_T^O|ZLP6,8:'"
M(%9:|L,\$1WDOG/GMXX%,^;).PM.TLX_RB04'--L: ^V?D;A, ^G/Z(K3?&1^WQ
MV:+, ^C@>P;E1= _#@2^W1%P.*3MX2I(>%|V,5^2RAC>+ _|B)/QPT:\$1)DK47"
M!\$8|4|G-7:;=F.BH7(1G7T1<07@G%0(DB43#K&%LTD1(,+426@X.C"C|_#&U|
M8:RZ8X!X_ '<+Y@4YCX|I4|V#JEPYPRH5-T)JU(>TM_YC8Y.IA+,47+%| MB?
PVQW!%;,CO?#B@V6-1V<%|U|I7|K2H!A4I/Q!/?FW! Z|'6^3LIM??(8K
M@C,PU&E"YH*/75@+LHP&0_HIG3)VJN%J9,'H43WS#XG04Y:|:7R?YYUSB|
M08T=NT&3K@,Q--5&2!204T!\$(G1VVM'AB_D53G+G_!X*@8U!KKB>G8"/7I\$(
MC*HSIPJS<\$V73R2A+I6&XV^9*|*R6';>J=N/L_T_M1F"BJ98S2IVZ&S
MLB!P%' ^#:5006!VR+6#X#BC9"2+UW=?#56&Z'|*UHX(I^ !C/V\$_PAMN@.@H
M8I'Y|OQV@,) "@S^W,W" |<_ -|K/G|D)6I+6XR9YRF0<=>)7C,5)ME/;Q5A\$50 MGF!*WWD?
|-6':RZ,<@:D^YG%G%4OSW_5>V/>'.Z;895HCSTF6%OQ:Z7S.R#*
ML^BWFZESH%/+QUY&L,YME-P;?#;&NX#|5Q%>SUH.NP_-S.^D-!^UWEK=|U2
MNAK?HT^:RL9;5&=6=-"B|/2>>8B ITLE(!O+!|?"+>;?MC;E N9SQ!9XN)U
M_ |&53M8R^1%N M">M!^FS7'GF)N&ELRA43GVDG M?-02 CM=4B0"O O?)(?(-M
|*>0<*X_!F<3'R.50#-DJGC>9@|JSL-^&->. M7%9"V?VU7+:94!?
#I_'2F"@WI+NW|US9P7R7EV*;AG0Z<_WPAO^ L\$A7H|_|_ \$V:Z7T(WC @ M36+G!Z?
OUNHZ'6Y5|0J"O\$&=^7WK/4ZH8,PL HV\$.,%:'K\$&DU:74|G751J
M6&@>XB808D,7R%"|AHEVA\$'IT\$JD5^P|V:QA">0&7?X,WR,-=8\$CL5W1|2UF
M'P9>>.E*G2X.>!WNN| (7OP\$JC\$X|A1S_7*=%|UOK(|80+<9LM;,>-&EF%P_*6-M2U?
F&'8#IBZ)=H|Z(9P0%J!H|_|.10PU'14)Y\$M,C+F6.T>@| ^=2|'5K433M(M85AE,8Y,|!-
AOZX;|K|>'0J#_"#N4ZOWF7QX+56&<<93NZ%DL0^X-3L;CQ) MH1&Q&K;|F-
K=8X=!WUU0HJ?->H2M09QOIK4PF.WR)\$>O60E<^I2MFCQI<#5| M+, ^D1E?
(#=#DRYC/KW!|).2|NF5D.!8N7P;X/ ?2_4AW/Z0_-ZKG&&|J*0_ |M=5?#D"(?
K^06)ZPG&L1&2'@9^T&.)BR;-0N|S\$R?;,@&+8M2#6,ABRMX'_Z#|
MPSL@EYN|ZT%NPSI9W>U8|_/XF?7W1|
M!:J,W.%_ :|I'77#N.5|Y|6VL6)7NKCS3|%,2L;N77|2;>QEGZ|BQ WIS;= M7;F)!Y|G13+--6
*3|+D>4%/-|?O;18|C;V-@^LD_7>DWT"F!8F^1V(OT,|'"7,OCMB%
M7|_TRQ^X3XU8OD5Z95Z\$6S|&|J'S% M5,K6-!MV49E'-=8F NP^@-KT14|TC1C:6+7-
9JT!RV4V_ |1RWK>0D&B2KS, MI=OP; >NOJC3BV)LO|,?
7)8JZB5V9NO/1@A/DNL;AP3G&"6C81BD+ZT4|7Z%- MH.P7@U^M540%*Q\$'
M8I&U3&1J'N\$Y'.8ZE=U2W_5.4R&K^IKYSR)C*+LR0AE58LXEQ(5DC)ZW40!&
MK|XDU|=|1=M:J\$DRE6UY_R5G#0Y-C5M.|+'\$@&WQ^*Q;GS&BU^#QK\$J*_B%6Z-C?
H_ |?9NT46(&+> MUBHM%*(B(B)\$Y58A)D
2>%MKPQT)A622MR(",E,ES&LFPQE^O|H9ZWS_.6N= M|T=8+%@K|V1F|HESW|V;K"7H
R#|R4P|8A|,R6M6(JO&4. 23#_ |HK%>|48 MJ5&LF*. =4-B1 S&A(^1.%&UI*4_3;?
H94AGIW3Q*\$Y+(?T'B;ASR4CA0>+C MP*E|@Q\$97UB|+(&'=:07_\$,(UB0KO!F?
HB(K8@/,/@2TOJC?XY-"XD,=#@: M913(-
|S)0&XQ3R1SQZS;6>Y8IU"/9P%Y9XX0|C4H|H"CS"?Z^5>HU>K1F+R M*|0U^#S\$1_
_6#DCM<(YB\$(19:5B;<%%5="1+F(38ENZ31V_\$LL>|<\$=H?6"
M|_AA'%1R&0*1Z14XT#%*J|<&L|,R\$MN|0WJA;88AYH>U,7A)% 5KH,MH)0^_ M9@2?
AYD>XEMO04?P.F?OQ8/D!N*,I6:_.IK_ W8AE2T|Q, ^QM.1V*ATTN=49'D|WJ0F M"|U?
DK_!#8>NHFZ&Z2EK)(K37LPGF+G&|D+>L&@: %/@^| ^'BTD?(@!WN4?\$(
MX9%H+VES|=YX%RZ,0Z4YE#VC+^;)RSP3M3WLF57#2B4Y=M?;/X+U@:3<1*|7%
M;B;=DX|<#F57/FR6:>TV+|/SBZ79S" LS*#(M/DDDZ^&<:(4C|QBJ;/5(S"\$N&#.6O.O| K^
#AO48B5;)-_2F^9O-R7W4F;< M'Q|/(SHXMG0A+2+4 M<@U. B_JG-;V|-2>?*\$_T)R|
^R1L^ ^V=WSFJ5"7|X#N)/A3,&=HMT3<"/69)DH|4-E,9S-:8HN))+/W2-V99E*T;*',&_
M'(TF|\$^16,N"|<, &PW:J3KDO1\$7FT/PV'U=++|4G>|;'7.T!400%E!)B=7V M1FQ?
\$V+Q_4)_.VL0QE2\$F47P*7?(SJ4 B;7QI<2|R460'AZ\$/L2V?8*;) (9P
M81O+%^V|,18P!>U%|HX?&'>I@&N+|M|>RH; ^@B_)0|/&3RCWG|3A@4VI^<
ME=QK(&T?&Y%.*,HC(@|40Y+096U5W<_ %\$/_1XHD&T,4WA!&UN M::G'2_7/K%3G-
<*W;IL),A0_N^6;- (8';K5|L(NP>U"8OK"; M& B!RV/)(E>'6'QVB)7KJ,4A'>Y4@H75466
Q;)Q7-RM<|4/1, ML0+PXV9G00|0IU.R<9_7-6AY#&YM5!0J'M-G2PV2H<@.N2U>;
#SR*5X)!:_ ^ M\$Y|?|_#VQ%U/D0TX8NUUA)SMGY"R:D+MCBLDQ)(JK%-|G/1-

C58)V(GF:P\AA89Z.U2.^ (C?/^|T0F=,YPR1|/%*XU@
MNR| !RT1;JDA8LW1@F|.XOKIH;&=#S%.FT|+,.)W&"WVO\$ "H&.)+66'Q:!/ M@ "(1GGJJ*
(CW|H.,.&#|?_26|2K ";MLW1_MZ^C+'H;+)Y:R:HR4: MS1&4"Y7H-80X=2K=(B(,_2?
CPI|N,S|I&4Z(R^_.37 NKE?<:|S5/O36-TKO7 M| (YU0VR#EY.Z2,L0SC!^?
#U'^VTZ.'87GE\$!K4=|YW<:|N;|/'|VI'Z0H.?A+0* MA^;V|-
DMV^*S%L;?:BG83KO_(:66_QT(UM4#WHFZ=S@Q(%!F9OQ+:-9=Z;D MV>:)C_MD?MCI
VC^/P&3,QH!*FUXPG,D.(9FV8X#YL/S+36O#;0DH,&&CBS, M<5I9S! 2^V'|TDI^R2?
SC1#P1N,7|6B1BKT.;C|X,VF349%#;FGN#KK LR4^
M0_UP,3*=Y|O|C:\$'BCS;O4*08|V.)2.A.=H|BR4|Z+|HYD4"55FPI3BHA+,"
MBD8U2EN%)S|8'YX+)RILH0,H;VJ7.8FX, =U(^LB^YJR(C9* \$?<5EE0A| M2->FK;V)
_::F|M6)OB'_JOOG/>*KN<|H.U94;9M)_"+A+/|G)%G>|EZA|;'L 3L3"DJ%.W" MJ"2|VA
MT&9L6@D(.4Y,|)2!83="I%NJY*|DTV"/9W|_NOW2_T0M56IP.|OA MQ;5/D&'Q0JY'4>|,1-
|PPU|BF|D0W6MK%4#LMW8F-&M37>QZP@1;:E!NO\$% M.DI80';5&J.|F;C+>XK.JHO0Y
5Z_O9U\$>?*BS=A3P;E'NK4TT.OE>9^6SD_MBOW<6"2U;O=>8,ZPTI
NIN#@NVY9PEV_?R6;Y=C.W)M8F@|ZW)+\$|:|"W@|W|(1H
MK*,4/OWM3A:53A*\$&;^MI?<;*!V|U8L\$<;UK23=@@
MX0SFSJEKY@^31A=B95)#J972>T,_N9%_(;J|PVVLK,CTE*;V;4|L=?RQ=E MJ;W=%-
B3UY45S|?)%3U\$-)(;JXJ..7'-D+|L|C/B>W2,<+0V_?304D:N@OSZ MF,EFIMH@R84?
A\$|:4:=|:|FP@9|'7" E3EI*%+PH-U-'#[15VD89SZ>|^ZZ:
M8&S@ \$N+EAE3F\$1&)OWP+W@|HGXZ.Y>6&U%RYEA1\$KU6DLH?>D,MVF&/YX,?=
M)QGR181?=P.E-1|J5X(5J"=\$Y|;|Y);'M0<@2_ADASXKUONE'C0, H/\$F9 MF!7DEI?R)2P
KSEME&1J>5F"Y7B8:KL\ &7|7#TAV.%M?^X%\$S=R+3\$ _9W2'" M++
<529JAWGWHWRHW3ITN\$SP!>T89#Z>U^\$?OQ1H44|ZWB4|H2U1Z|AU3<|^
MX'"%YOS3&3K>E|8Q#9|9/G)_JXU' V|79')= 7@YKS7Q5
.'62|VA+W&1FQ*TTW5O 'JSNK3R>6#&69UJ5K!%
M+OSBNK^K\$IE5>84L|F,>0|@*V|@_R';.(T-#HD-H(KA!GTT(#BDP6;+52^
MZTM@JS,_\$3;5N;!07ZHLT;P6|L,?ZJ4%1;.'WHUE\$?X)UKE!=IS.F/4Z.J^F
M4K)_X.3JOMHT"|V|)W9X* XJK(;;0N=H)RD4S)74=|:/T9:F*!;R5A _.'8!
MY7DTU(^ZV9WG M\$3B|Z*7<2X(V?6|*_%J*0P:"1<+?
=|T'7FB9N9KM(#51Z)4T5F'R|H*/*-\$ M\$ _=;;LN74FV0+,S%
M*G.AX+N=QPUQ<'N^;UY@H?>;09|TN|M7_ :|O|WDKH4.#|B4XVW0#|S%P1&5N
M==B="@/'*DD0TC/C%?Y1K|!3= ES^KP_S2,L3#|R/FI5W|./LB/Z#=#S-6L-
S!RQ8X6&K@KW1;V69 M39:I%G|Z#.'E4,07?)/8W(PC:.*-2'RQ4G
#L<2NCI'!&4W#>6L5PGP|.M635 M\$)>-6!*4 O<'Z&-'GB|(>N?;!%,X'FG0:|BX87P5Q/5
|Y|:R)=7TSXBP!D,%ET|A*TD;0(ZG33?G=G&#Y6,KD0=#|^.-M//V+K-W8DDIT4-
T<77"LJR&RA3WEM7WP2\$|B9;>3^KNN/03H6GG>"Y%>6^3 MUPVH
%>F5RHBSAMUR!S<|Z0%4V0W/&^(
M>#L2W1J26ID7Z#XC|L*_E2_OZCW:/4=K3!M>TC=Y/15V%PR C^9HE+S,FX6M
MH53S+F(MJE"7,!91GBM |HD2'|1#+ZPA|"A-=!2|4FY(1/_^9?!|_B-1N|<|MQKCL?
V;/L+|YH-(5^"2R(=|NL|\$L3|K).KP_90AF;76 M7|
(DV<54M!)^U+."E=)L>|F8).F+P"0&UPHC9WA=JV(Q)90#<0>|2).//JF M"CWQ!DF_Q I*
AP#-C)^BNM60I0S9;|RJ6 M*GB,BQOO|*MG8:8I_ #%/X0T".PY9<8H7<#;K)\$:J|H(?;?
O;>) \$!%!: MN%Y<8|IT*.'|^P+/+|SH*1L+D"/+&WYSW<%QT TM\$(R:"^YS-,(%N17|P|H
M=0_&.E^RF.%H@EXXY:/777HG5K.'CW%^7#=#&?JA3BTHQ_#*-QTME;K|.CB
MJ.FL()U=REE6\$ IRF0MO2/H-M,ORTW9)NI!W&FR
M"%GKP|'T*/PWO>ZY5"5Y9)U%A.DU^:SMF%3)<-S^,|IA G&|!,%2;OPZ/%3/
M<>:.'#'/Z10T|J 3.#|PR|'M(=_|V#LC M_&WJT;6E,D|#PX5_7HDH+LN VQ/D(M3E1XF+?
WG"OJWE|B4@9FF+.,&8JU MD.Y-!EXK(U>Q MJF9WM
JP<%Z_@4)4DOC^%5".RYJ^9HU-WQYO|V>|7>\$HV> M(5>)|_6X|>|EX.,WXD8C#"*?
GEM/2G9CBY^4^>8J|+ MY-!DN|F1*JDE MPB7D,>X-
<;_E/|DL1HJC05YG>S+X"A58 TT^|XXT(65
9/QQOES?!DBPDG*|SN@M|T=4VJDNGEK^0A MN-ZN@VP)XY7X1YSM\$|A,|=KL
S=X^T5A9TE|OLFOLD&MD<|^_4RKZW=M|C MC9+W?_O@'!@@6T
|MUK|OP@|Q.C4+6S(@/6|9Z| \$=1?@U\$)X<3X>#!U9HZV MCET@|\$&MLUB>Y("D;JR02,
^?Q/?*_#" (Y429V@K;(!=4^3N&?M" M>9|Z"*="8J-^Z|_;>B9F)?
G&VI+JR=L;TSTO#P;|DM(0*6/M'..|L|ZB<*! MW(1W&E|4(2)%UKO\$'/DFG\$TN?
88|L59J:P9:\$KG+.>@^Q7!8)U#OVW\$ABAOQ M-
U0<6=7!66GI/GUT|;\$YL8&LEL<.U#S.I#G'(LSP@J|HGU3KH8?S*I*\$SO@ M>NN"^A9-

SB\$-QB&7_69V)T?B@9:R.5IL0_HTH[4>^W_\$ \$&PNMCY0-MC9%
MT55/IL*9\$D< %XM1U\O4T%%1U!" ?E\KI>&?+:7\K2@,NO(17">SX/Y- I5"^ M\$?>,H7C/
UR\$|B(C(^N>?0K*Q07HMDX2CDV3D\FKR'2/#D Y.@O M@8#P?
&E|^B\$RI*|RUY**H*7UWZE=FVKO:RKQ>' +/6ZDSNSSED<|5R &--/E:
M|@D\H9.6*V=&OB7_?"/X4_*(/E5!.=.%EDI_(KT"VHL7P5B=@2,\$3SY:9U(K
MT"L%NF7?"):JE"|" Z3HA(K3L"K>"Z.B^;%Q!|MI/&8%|DW^_:2Z83 |B+&A
M^|1?5V91R>@M_!1QU5F"TBSS\$P#LB5H!* =(VWF:-B.#F\7B3JFXA)EZCY* M5CPTX*
<|6(Z|XASFAZ<-"N%6+DACGDLW_A94)?,R|'@*KQB?/E;^*ET|4+W|
M^H)WLR AH^M%"/9OD4L|C&'U^>QTIZAAQ4Q9?JQ4;%%M%)U1.-^Y5)7B*M&&
M'&QL6)S|++VB|G'%CP/,#|/A>R*L|<63< @:>KDK_S&4)|+8_A!+|@DWL M-/7T.)&D?
Z|\$Y;|#/5=C69S3T?PS3|Z;-P6WB6V|@^ M^,TW+TA"J9#\$I.9/BBZEQ*^AA._?
EEN*;T)CCZ)C|;\$:47/'M7+ 4="ELY;;O_)>@.IRTR2BT4U% M|=KM63R#9^DQ9GAM"?
V79SZR;72.=H?P'P9|"^ 2X-DB-<*V,M|#(S%R3HW MUDJX+4*1# P_.4ELQ1(-DE8>G=C?
+0|2=, \$-C/O P M;@.TMDINH K'0KU6PM:E;=@|5|4/7B.+1Y>/2&|8O|:O.)G.&-|,TAG;_|^F
M@',Q9G|8PA5MA4F\$)G:D>.F|9(^|@8S>VE*Y-W F!+^@9ACM_@# M"?
|9YGL>_;H;K9=>"|D)N@I.\$PW1?7)WQL6+:#|4UMGIHK/;A8%>|@U/^M M4(GM(S
'Z|C"#Z@EPA!?'('Z1'<&:|)4=5"XQT+YX M%BK.XK2%_,?CKTU8F)*8|S5S\$:X|X+%
W66094W*I;*M#(W2BP'WLE:3C| M!#L0BUFK=G"TB\F3.<&62N@70_1SFS62G.' W-
F>@F/L+H6= F_36|A1V M=5|CC|Q^@O4!^A_!TOZ&2*^
6)0^R+\$C|SF=/50)7Z|!PP29=5M@G7Z)<2 MD7,T&W;|E*?!^U(5OW.GMRV_"M6G62:?
10THKLX|FLF'1@O#M.|8EG+RG;P MW+3);N('H)I:8(3>*(8GCA-
FLMIB)XT&TN=\$%YFH"Y?XIBFH4.'T(S1?#U; MZ"\$O.5U|F&)J=8BJ^)>0LU?
URL3C@J91G|+_')NPRBM38C8TI%=.G\$|H76H| MIFEC//#9 &P-?TFQ"E
_JX*MH&,H|)|@|2N08KDD6^EE M>#E,W>>&|TL.T9)|K.W^15XKHVW;(&T/4E:"L|,T?+
AV*Z7FF&#NI M^ RPXM7HROY)V:++>^%>#,7NL1XH54R-FEY>
#=#,7&XNGL"12|42V;G|K|A5 M:*(J+M9@7W@,F;YX5G*1Z|
<^"5AW0,O#L_LJ(EMSXKH_P;B5%((X*)KI_ M;CZ\$K3|??XT;|!"IC5T5* M::;4R#?
R>XV;B7UX(;J3"Q;(&RK-I|1=. +B+A;D#UN-G N"3;@1|HCS"G\$
M9LLOJ:S51"KE(ZM8"||??|5|)(#<05MT@NCRH3_#(|N95P"=,|N9 M=T;ND@KR
IGH)%*EEDFLBK'!:LOUZ**E'>E.OU/GKTHNO|B_:_K(F|U-MCH7Q M_U*R2-
K"MFPLN%652AG|X.D? A>VLSS;24U+|K(K.3W_H_ YE?@C5 M'_
MG).%Z3HTVEA|TR1:YLPN&-W(6VZ3=*V|Z_K*,J1"- MSI.YFR,XQ)+!:694)7X5J?
>@/*O"!;=22^J;J=7=V_H7M|#G\$(*>6IOMQ)5 M/%V1P5"?'&M|FFL^)O@S7;*2N0/=
.2Y_8:YJ;7R(D2Z3*03 BYO-<+1M9C@ M_=HX:#S|O3|4S?
A)|3X6S/(0J^+"\$;LIA2J2(SP|E|MT""5%|IOW_2|(|@ MM,YDLOO+\$#@AI.#9COR_#|
<|AI?B@YUG0^25-Z@|&+49E#^0|C=|>N7^')QM M ME_HA&6/;^8SSX+O?
=|@E6O@>5% 35)"*+R2KN<6R#4NGVR9X\$/*N#0B|V MJ\$TW^\$Y5H|.F?
&R.UBFUX9O;0#N8R|X|Z|M\$ 8^-GRSP&^"HMK|3BQK&
M*4K,C.\$7Q5DD/'IH3<="E4*/0W.74:U;0#/WQ/_YV^H N|X=/M
M@V4N/42\$WC/J|OCW#2 I2=(T.UEJ M8_@' >=.&|T0S-Z:8"P173V@3HK19(7J:=9N
"U^*RX7IACF!U8N\$;AC5?OW MCNOE%X:6)PB|Q&U|J)|NES@GQ2_'FVXGRVW0|JPTL?
MX MR&P|W9&?J6/CCRDP<7SIL:\$!21PH7LG!_U\$JWZ5?@HZGWR1@K,2TT5*K2;E
M8|JH<'W?XR9X M^5_X%';K|C?61RZK|W|1UO"-NXJ'Q*|LO43|:6OW/J7V#;_WU+
|_QVM)X:0O|O^Y_B7|Z;_RN MTOK;-Y1#*|K)8C/W^W_8?|OZOW?
5=QR2Y7||>,"=IVI#C-F?;E^3/Z M"2|&S7_G;.:8V|N772H\$X^1%| "R#|>
<+V|U^7GHIYQ%#|>|>X-FL_X'EYV| MQY9=.KCS("WD_<
O/>OI2<&7A|T*1WR=|GOW-(2N/?>W7NVV|:NWGP08CW- M1AHEW3;XGQ^|SB??
3|I(RKG|KY|)%>1|WMTL=?E(|VQA?;G?+WQYSY;=V@|V M'/OI7_1LU@:X;3=|C)%=YB|A-
YFJ:4HR@^V3YZC>4">YM);9F8P.B%Bj;"7\KL4(Y0QC;:G?4,I2O/J_ |N MXDL:%*U>
(.G|,M|P=#/DBR|2O M!"L5O?)-*8,Q02W0!FRQYC+2)5|SA_H2"<7=?D&|?
EGC)|_O1|;S3Q PI. M|C8?PWWUX04R*P3.%MAVL;P@%WS,3(.6'Z\$C_/<)ZC)?!M ME0
:+H*0I2?9T4|Z2T7?H;QLN_4KM=Z/#5UTC_ML'HZC;#)S|T?|U|>_KV M&|_-
LN66"O@\$)4E(GWJ4HY1J??6 "G|A;:JPZN.(6"l.^PA1WFT>B(^;OX16XE0- M3"+,5^#|R
8I\$5L@:=!D\$7|SO4|8F6G^L)'1)LTF5_02L36X\$OG: M|*YAIK* Z7G;+8|)5-
+S|)@Q35EO)Q3N>,)4^C_6VXKT|B-O9S*P.@C HS
M>173EQ+;T4O4|Z=H|4=%&PG\$ON9?L%"?YZF'=2^(3U9&GW/.#QT:/M5_BUR
M>A|>8F9J)^0>\$:E7E8T"NYZ3#?3-NM:8K|.T=;1<=_9J3_@."14LT* ZM MUBMR
P0VA2O?3*1+ #3KZXX\$:UMJ7K)56RM,3K<"3(DJ23|Y)P,|B>9IK94^

M5=QY|LQ0VH_X&AB|@/PM|%A0'HM_QUGY5\HSM/F-ZB%_)K":LW37*4/+R*YZ
MAV3KW-1.YD>#OF%Y.JD0J5(2"10@NYRFXDY6GUB%IBBN_@0H6"J@^.=P>QAXS(V-
13LQ_9,^H@ M>X#?1)^V"CRZ2\$=B*|Z@^"%W%.QJ4&2_X|3EL;80\$9;::|?Y3L45SN|WV|;
M+B#Q@;SJJR.RX'#@LSOW^#<=6|34X|*0_FV_>RHDA//\$\$;)_1!%@>S-&^
MT>07^UZZB3^|F>1=@'+YV@GIU<*NEA;T28U.R==:Q+R\$%VNPDV^)(;@|D(;
MH*W8.0CD58|ZSS|9<&&*.91?-^T^DN@YKQF*M@>VZ| MJM_RK5.?
_625M+D%=A98D>V@!VL%KC3%X3<-0_YLQ8R00LZH&^\$*&.C\$9IX|
MWMX|YRJ6D=O(4.!>W_9?T2V6VT%>&%@_6=_FC,O=>IC;:E!TEVR_|7IE|Y&_M>JTU?
H9YER=3D9*HWE|L>2AP%6&N=Y\$):O6(RN^S)_Q4.|*3H43^THZ2V
MLB|09X<7OXEL?(Q9"^NGG3HKQ|?B/R@_O!YTNO/W.5|H4YXS2ZN|YWKKA%G
M5E^V.E;:9;5UF%M|3|F|K|ZZX7;>RM_MSCFG/1V|7ULG\$\$_O|SWEQ|;
(C*U,VW_I?'YJ:P1WT_T\$F2I9=-W_YLK_L|K MP5)CY;XL=-VX3N%C1#_M_3|GR|1.\$?
#WG#G;)RSDG?|779_/DP)NV=22X86'O_XBP63#O|OG?+G;+44 MC93?
DOXF'4X@EUFEE=<3ORP_P(D2*|\$_?L_N<(KT"-L;HA9)ELD6H)H.A:T M6%D#GE!8|;:-
H&I3\$;1BAXD0F_8/H8V&4|?33H+EDRWF@V00^;|ECMR& MV&4IKY?
DQ+MEZ9N4BCRY+0ZB\$H.B0+ 4"BOYO%?@ WW17:|81>SD)M?C@+KX MT,^H#BFK;
<0^XT9V?T/L=GV86G%T_ (=G;ZHJAF*T|!XB+5KRA=
M+//UB'R|T|EZ*=%|N;T4EX.6OKA-9;R6ACO_MBBTV24P91VIEX/|!\$U=+-
VO|K^6SW=AR:_NU\$;!6K*+8T-ZDD_!1^Q6*;YA MNGV.=A%<1BRX|1)<-(C(?
P5JW2CHB3|!X"3|ZJ6|PI64#=#J0L?#=#;(HA.E MR5U)|6N|/?J)8^A+BFCC?
|Z+9QG^K,*|Z.33LKJ3(^I*P62_Y*5_0HND
A26+!|;XJYALV+@#=#GV.APR:7+H5QS3;JWOPQQGSN':^ MCL|1<5PAQFD#|!#*DU-N"
|LDA?U95|N/2HB+;IP(?)7T)?\$4%\$AHC'E*8B0%H M_SGH5"_I31S"N6B1R;Z|AN_9&"
|XW|;69PJS7+DL)PJ<+T;.F#4R^OV2*B_U M-8DJBHX0|X29|X/&#
<+X.BP|DU'+.9U;|R/6HO00%SPG%QE^56P*+@CU ^9
M+B27X^5*B0.Y#O+""Z)AAMC#"A6<#3B3;A-3Y7A6F_R|N*"!K=9CZ_?T0LF ME;_Z?
YWAI#I_|GK?'J^B?VP-B82#GZ&Q4='(;N7EP_X"5V*"I#D:O)TZ-|H
MQ=SMV^6KL36X\$1\$ _GS#9XM8W"9|RC*D;E)_A_@9V+H@V\$;E&F(9|_TMCN-&L
MM7BZ@;|X+_S>1.>@QYG!O+9WXBZ.-16?A!;K%500.7A6|D*4JMHB;Z;UQG;
MHGC<#S;,&^A98'(HK&=/E=XF>P6+NJ_H/2/?D2|4@76*=_GH6QYXA=X'VH"%S
MM*P7??*VP)".ZAJ"B19S1U>6&=FL|5_:9QF;"-?T-H &)T^+.0N9\$>;-@BYO
M/_R8>2O\$MEP7T(E3EMN\$M0',#I\$((7F=#&-"41C;C!W@<|FHSV"68_%T&!^RSGM=
|@T;'A|1.6;KS;T^NO)QW2<| M7->>G'E;FN';5|GS55<#>ZS2-
#_MS9;LD:RB6(VN+3(F*AD.Y|!Q=HH.R0J! MJEC8*M'.&L(|H%KY&Q-B^7'|_H@_O@%
^S%#X|>9>V0#|&Z8+1P&FS86|
M80:Q\$W\$B|H5_|S1A&VHRN/=3BK0G2LWC9C;I86W#C=BPR0\$O1^(2VHLY%&@<
MUVAW&((|&="(7S8;4S<8I+##%#:83^%.4|^E#|BC\$|F)W2?'5@E|;+RE.+2 MQH8J/"\$B*
|RA/^!^&K?DU_MOJUI99RF#X%)M^@053XZ8/X_2+_A|FA"Z8_M3-
>IR1%A>^F+|C##.6#|6JSH;|!_'0S3^DQ4\$0ET|149'OJW>>|RQGY0:&.
M3W=+.FSNX^S=_3/F9VMC|UG%*T*,SM"!_)79VU\$M8J|Q"1=(I.^(AX87.
MJN+L9SO=KB9|?*HE'U7K@HRB-VW|B.GRC;B);|G)9N\$-LF>YQHN;L7 MA?=:U?
NG1(%XFZ42/*|06INV#|*)|%)|O)|>NLW,D&O\$EG"2FK_'0-!1HD|B" M^IOQ|^,@!73VN! =-
MVA|MV|_HQ)9P'UWUR53|L^,7 PMW&P!KOC"VR5(! MK4M-
1FI27G3NZ98%6X3W^=6Q??!9F1L%DK|9Y!)R61HJ;GQQ|@PDEC(LH%|
M+;5P\$D|+WXG^17D;..DL5E:(|AJ%;;J5?+J2LXRYS1R<+%^198I_W0I8;J_({
M=1YP@7PM#AYLOL(|-S+2>|YX2|=|VU""%;=*JHE2KTM^'T5.>M1/>*W\$G_M|U?DG|
+,P+1"<|J7&6|N;L0U%N;5H<'5&9,M|JYN?5/P|F.QH!1Y&K&Z
MJ|.SD7/GA4HX^%.HYEA%Y61O\$H1!,W73:@\$'0HW5BAT#(?1,<-TN|036H*| MF-
<%3QW\$?\$V5;)J9\$<|LA/489?C>E|++>U^//3"HN
MG1HKK7D9,BH^=RN)BLB;.RFS.HG_EGIW#^+8_|MU^!@XU'L8OX0ZM9T7MW*>
M;R.7|4L62|SS3!_T_F12U;E;PYV@ (HV".UL#T-P!;IST#<>Q3C*;>= MDG?=Q%:-
NG'M>|_U@(|D"^|@L7&/NFN9R?=I@EI!+Z=1-SEKWD_)WV1;:;@L M"#K' HBCN
BM1!27TG0+^=^9.|>F#"I6|J6N?;J_|H6|O2HX*W#*|XA(7?QG
M^8G9YF>#PIJ_V38O03=CR|_!PFG9FU8)NI|W5*?2U:>K=4-BU?PI1VO4;\$C_M9-5"
(!Z&/E62;|#;-E+B.. X7W>4R:D/SFZ8"%TV'=E|'-VM*8@UC%;JP85|
MKMHM_RX1AM&ISS&\$OY|RWDPO&Q%7K>8|N%|F;1H/3F-
3BAA.HCLCX5X.!H%,D66Q?(0#V<)_+35|)-
P>DB:F_YGY;@|+QA2349BP8YU)V@|VDD|)6BK=|:;@H|9BO

M5A4,:=^051C|AJ/<6N%'49632W6.A%<-UQJH?1SB3KZG7"R!6.!N:@V^>K+
MF">2/*97FL\$ _H4)PLV|Q#1 =+;KYK.!^?(MMAHY3G|E?YX'MSNHK"UW CCA ZC?
#G9ZAY0|LQ-Y7.'@K|E>/,9TT?P;3|#<.=H _|J M-^Y+/
5M0..GX\$/H+09'V+@)7I_ O|CYO<6O|:-)&98;,DI\$K(TU%5BN0YN, M/) \$=*D; 2X0MEJCDN
AHT)H^, @! _TP;8,Z,03GYQZ5A;Z?E!9(D(BP'RMHL\$?< BIKN1L>(YW_9(IUNH|F
MW0W|8T+6IKB_ QG7VLOAO/H|X,|Q>B&L.-<8YA6\$S,S/2S+'!!@8|Z0"W*X7< MA/9?
KVDRB*FX,,6BT1VE@.DTQNO4Y7|HX^ .UK\H\N|:P5J8(UN?2'<,,('(^A
MQIMZ|M*)3|>E^B|J|@W#A5X7GT+&V>- ^0-B5^*C1AI%9'WT'VHXGWSVO4#.->
MOYHN8T7YBA1Z=L@2! ?H5, 2;ZBU-K\$6"(9*! /ZG!WQB6 PUT93+IF@+7<0J(
M2+27P00I@=T\$8,?DG;L@)9^ .NJ.S|>+|D*).SN)G:%U;V98CB2BO8(8A/+|;
M4D!C9>*#5+8P+91,YV|S3!>FP9>+TZ_ H<1R?VB 4RE=H)0" _?"<&B.5K
MM<261YD#*T_ TRD)KC^"|CO!#W M@E/AS/=2,|@L1M_ &NF|Q*)#
H1."H8^;!%K#. *|Z|6|U2:1.3(VMD+>=+S M!1X3Q0'Y1KJP-
Z5X+"M08P=|6# _P@UD%K(0B#'EOZ3;|UZ|*.&^?@63B*)N M/V:I29O_+G\HW@:5Y
L6\$6|X02P-"C5*LQ1UK|.P.F.1F|E1'9|T*=B\$|V?
M3H"NWKH.SB+F5@/PW*B4N'R2W0RJYCLQ6GV-#^OCHCOCF8/DAMCDZ^|DN0GU
ME/04UF)RM-PA_ <@NP\$F1,A6|'UIP_XKH8|Y7;_EQ-3J&L"HQ3X/@,?KT(|-
M|#"AJ" _5J<5"B1-QSKIURD^U74*?&6\$81YY,MRGR2" _|5"V>J>DD5W8S\$PR2
MG.8@>7;Q _,:%|R*/FR-)S2RUD..6.ZOQ)WK*HR2:XX(|*'1G^?
5@8+|/+#"W)L(SSE9ON91;Q!HOWUWMN(.M_ %|QH#D M_ +_XLT)87PX _"!?)PA")#9|K;K-
(9B1._,Z.!T0(^D*8C-GN|;@V>YE7_ %N@ M_P:#|K3MRP?|WZ-B=XJ0/UNDE&SCGS9
HY00;- ^3>S|U#!M=Z?R-| \$@L&!> M49A)&THTF. MX*G68BB"R|5'V@6S,3 ?
108G5<9C/%--Q|ZB3W_ (N!WY^JYVA)NN<,0Y-: MX3CO9J\$PQ"X!
<2TZ;3Y*4.F4F81/(,|>|/|;V+WUZ=N,VVB1-/3#A:3G9<>
M\$JVTQ\$<%1 _:B)ZM|VW/(@X)/&X:YI?\$3;%*G0-|?B=<-7.'
M3^%;Z&Z_ (=FHGNP%=D#!U&*ND7|T5TZ^00|8ISO%U/.RIPCRL.##.(=*U4ZZ
MX(7&8;=?KSQ%V/.G+
(@@+ #R_ MB&H|RUUV7)_AF.H7U@|E8E:QO6_ 9"^8'VVJ|70/R>7G|WTC4OC5^ _#=
<)>KY0V"(%TY=|?H\$O=U_ ^ZSN|3903"%I-%"IO7Y,HPM?O0*J TD=H-8,,VH7-?
GYUOZ5DL D2Y ME0BHPUQO?W-2 #ZDWNECLBO> |6UT_ %BX@A9E6RHH|7
0Y)C=;*)WZF\$4L| MG,!8_-?X?)4 RY|XBT;G|P)YDCIA^TBZ"G2MMTM0*E:F*99
T3@;BT7DPML- M+XINO(JWQ5+KSYY_B*VTGE+DSX^+>|JF87@0PI2/(_B MF>|,,#^|M-
:(GHEIB?'YLPB)%0/LRE?;%?;^4.S=E|&@ (R-PY).GK= _S|EB_0ZS6G;H_4W+EF3?
B0BWJF&R*??3C6*^F(2?L|.=TP^L|HZ(6|F0,A MV%(\$)TE%,>*V0L#\$E5N*219>8CJ*I1%;
<"R5Q05G3)*"JDP:& LX\$O4|90|H(|(F+_UL;H
MU1QM*3^8M/G>G'28|,2WH6|J^/66J|WMG/FI@ S3N_ER..(|C)/+O(#=FU#!
M3FE2;22LYCIATH-&I6_ =33N53FNLSMSLX+P|&6KV(MQWE\YPOZD8^XPW.T MY?
RKAJ#:&MYM?I+53*;&|-SRLW^0_,M|\$=;4(|B:W|@H:_L_ '/5UM\$)4M8 |T6A*
#|XTV(7&RN+%+OARE:| M2P'LR&ASA-LVR|?3"|O68M;Y-
803EH58JTND SYO4DA50*&Q.);62NM%K>L"+ M_ %VWE+64|.OS&#;Q|5!|38)>.A5V|Z|7X
+('5N'C%9B.P|BH""*2>T4GURV
MENSK0KJ1GCG:I^0'Q"* ,IQ9K(TULO*X2OZ+|".6T<7G:XEX#,-10FO)?NFL MPDON.
|395MA="9PFOXJ)+"X5GA/.Y(2SMD)!6OJ'IN_ 4/+BX8 M=;2T*!+HP"CTV4.4,16*IJM|"
|TL4"^G@@+<1/Y2PW=I ?N&ED"KX(^|JE- M+;^NZ?1>@D992O_,-
X*NQ(|'6+I0YF|XS,Z9>;+WJZ*|DGMBL^I23Q5H16R!\$RDL3XYQ
M:Y^VYTLZRA:BVQ^:PT:Y|1|,Y#8M% _^<=_"S(_+/N+W< M?S/3:F+XJ<0NPPY+^_
|N^U#HK9&)6>V?BJKAI#*@Y^3;J,VIGX|=&&QH Z3I9 M'^?8;AO=|!TH=74?
*+\$I= _R>Z#K/YMH1"EU?==PTW9LNEUWA>,EVUD|E#T M)U"O8?-
=MBP=J3HZH+5=#O" ^_4@SGDE@DIY-74H;|1)FLRR|;@=MOUIJ|Y)W_|- "X|V|
<@81NYA&%F'|AGVT%|(Z"47")|+=<4OZ:'>HW2 MR3",W:H%)|WF=_ \$\$EA_A)#"3_-
B)4X906Q5'@P*ODZPZ>'&#+^V.5H=G(WT M3A\$<-Q&/4EG.? \$84MHT;
H;K3UC?/G(X,@.9'E1=0'6D; M48FOFS^,B| OGJ>K0:W40)_*,KL(NG0N|6QK8E47KW%?
5C/<(Q8YM:3"=;8_47"2LG4V MP05!#.V.SA!&8<.%C'5|4_ -|)DM|EBV&.W:*A*XHN5^_)
M!IT-W@'8O&PJ6SL8^,1)76;_!#LNR4V%N(AG86(797I@+;==|F@VZPS'C3|_
M@,D!S&F&EW#69+Z8%5-|.?B3Y|,3"=ZK|#/5>B>521H!5J\$A6AWIM7?V(|27<#;,-E' ^_
8Z2,%DQK9=6/;*,)EN C-G;A#6*5 M= DN_ &RP?FI AWPY94PN?-%.+|W| ^_
L4LBG|#,5|4P&@,|GV|M9:5(MG!;3GAC0P;XL<+ #XXD.ID3!3+DO5Q|FJ> MS H!LILGTV-
|'|,TSG%#A|LR\$N|)+Z>5V*W|HN_ D>4F^#CTT1WMN1)|@ZFP9X M11QT84"P

N)TD0YT<>6NY"G.9B(Q8#)A1E ^A %)TWQ M
9*8GC7D'^<"9GCT\$=UNKB\$*C'SL.!1&&""77M9Z@5JR'/ORNB">CO|&B?4! MRUTR!
IFN3A'XXJ?LPV#K=-VY C|4->FL2,">^3^4,H3_GJU%#?TCQT&3) MK+\$M+SUV/Q-
GR9F-HO)D^6K,M:Y2Q|_RN|FP75J;4L9X|M1R6^Z9T@36229! MLP?
A8+FE.!X*=R@>:=HU0|AJ""*DTX|D^|L99V3P8@B?_|0:~!1DB?W^5|K
MPG'17:XK|*#&OJ|,)1:M9+O9R&: B*Z-IF#9K^: ?|EO_!\$|1.4=S'.4/<|_#O KV=W2F|W'?
T4-RNJ/_MF5<4G!_C3)_|78FT@WR<9JHJT-XG#M_:D)?
|RR'6N;2D01@Q.O#)|'KDN2|2(S15K)=MU(M&@BOR
(9(A(40IDGC(_6FO2J+E9;TI9B)'^^X3D('=%79!Q H5!5R535X=|L
MFD=A27B!|1IAAQ|F/1C/|#\$X-W1Q),S|H56\$IZ 6|Y?6!G@^= !D&V@C|PG| M/|_H0X-
L*LHPT|T+9Z-&@PU^P'TW@TA05!<*&JY#GB(T2D|S@4Z@=D7X9BSA
M\$XPIM_K&DD:BZ94A|_1G%*(G?(WE(+0!XTPMM!P@GI(NGIM FI6|/#87\$?.Z(MD58.?
25Q|6%XS%(^AWN(%5A#.43+UFM=F.4;L^>3?C|-\$4:&_GNJ4G+|O6: MUO87?Y?
=?_AI|NFT"37;C;|.7=90^&|&06|^!33,6AA6R;3D&CJHMO%XV\$#
M"__XK3KOREWLR=O?DEP?60Y<|)OV#?597_;FU@ZO/%=L88NKD\$Q!@C
M6*0,:4P%^\$;UZ|~7JTS|YH1.QA6DX M\$PV9%&(.A|O-|M;KL
^~9NZ_YIGT"F0Y4->|E+QV#@>LA6MUVB6'X#|V?9.,
M7<1V@G+TU,5<9Z8C(2<|^B5+N/V=\$B8&YZ|/Q-*I?70G:HG|VYG"WT480W1+
M>9V"Q">%6Z5(RI1+G/5'B1?IFY|BR6:XEWDO119#-Z@J&)1420@J)MMS95W
M25POZKGP@.LO&>|C3T?:(+?.?@BK8H(Y\$4G9NPL MW_=VJQS08/A,P(ON8L|:#=J%@-
&:(N-*F^QGC;0Y;|4C; MNI SG@\$S)>'1>JE7>@|^%*.6A_OJIS(,=54G|_
K%&80'NC'_%IC8 _!T0H3_M|O\$WK"*VXVURB07Y|H0"4D<|_M^11ST3-
J464D^#K#N/6T,<+&:-?UF'X&60*O!/E3HCS_6 FZL>DF?YDFKHNIYLCB08-)Y|JH8D8\$YQ
MB_4C8P+;*_T@J2OC5##SJT_CM4|^_?B?REF*^0|@?P,HS7^@:Y|.5#@_(E'N M+Y"
CAGMI@)^!WN^OIVELH/V@5C2!OJX,1;6-NQO5H)=1H/&W7S5^LV^&5U2J>7SM-\$M
MUA_QE99,I#/_L"\$GE&0Y:C7O"H"B&83(L T8.H%RM;LNU*_M*JK|1?O(D M?
2|DB9L|3EV8A,BVYMB6;??.#?9;.)>9SF>+:+B;VKCVBN44'HQ^><\$213RE MW8|JE'ZQ
E|H|RD?3|P%K5+22V;Z|?P6B@\$(YL_A.O;P?3)"F J?-|I@=|M M*VA9\$3A+J;CV! ?
RJ(HZW|S%|N-'ZG|VBXW91CG'IL,. '6_'SF:|+W:OL/&= M'_XL=91^E7-TTB==+*1)-(|_
|)RG0=D;|/NJ&S5(4I|(#(|:1VWLM_6|F M:@1+1%/?
#E5OCG2LNO|+^Z(|CIGD|K,-1!=R/Z13.#QF/DOJ|@=|ID*::./=
MAF'<\$O/*|O:_|FIU5/A>I2EV=J2MXH63L.XIYV;_
M|3!"H:CK(AE:\$E|IH39J%RF4TZ|M0\$?_'M\$WR.FVT ZU>*M>Z#5> MO:<@^3:7'56V;?
K@;0JSD:9D)!::H"|F*%@"@XQ0P-O?|I^.'@ FCR:O'*L0! MJ)TY\$7B3;-75Z(|H-
VWG\$N;15U#X534+"-FY*/S14,-H?N%)=F/'P<.:13D\$ M|!O9R8O-|SW@"
<=4XY3SE@4G,F;+2\$PR/P*HP^&62)AHY@".ZBZI#>44Y%HWN8
M8+URDJ,3EM4MQ*23)BR:~49#R,59C,=AK*|!\$!+VZ%'?'Y#)SKEVY.%\$?W;8 M9VU?
^,XFU8D?\$Q@-|OXNDVQ1RE2MP52B1?=2P9JVJ?G|.T/AB99DXAF|%"08\$2=N
K%LEE*2Y(%O!"0|L7@GWGO=W|@IO4K9TRH|WS+!.6P_
P@V+E9PD+MP!A!|T#WLA5&6<4
M+_QT_\$YIH7;>.\$C/6@9%8MHNI^@=@WC,FN|N8Z;*N^3;SS""61HD|R6GW63*.1J@K;CG
MJ:T^*|/#6|WDZDS>IZ85E@4S7-_C=PT!|O+|O?@QW102>I\$4%H+AFH|1U4#=#!"T-G%-E
ML=C?L@Y^BG@%"4K:3?EDNR\FGB%>\$AJT&UP2IA.+?F(NI&?3...ON6'L@:Q' MP3.?
JF_ON:O7EH1F_7V0B|S=?MM,|##6>HUB(.2Q>1E|K86WD|XM\$_Z922Z
MCUV(M(5,#N=8(H!?)|,&1+K+7F3HX^2!A@9RX#.5CR MH3YB98;4Z3CC??
@9;3G#"=@9ZRK0:D,84AHJZ*1ZKO^R% M-LD_O==G5#-K6<.|
QA=P0<;U#*5)NFO(.3#Q(.JVGJE:2:>U"40(>MT/_|_
MLVVT"1L=,8B:KYQ\$+W1J|PCE+1*,JJ-MT7WXSE|H4"N8#B@OR-.@5/1';T*
MG;_WJC|54>)>|=XW"QY'&\$_98F"^^XJ!'2UH8#A>HBK|-2*XF1"X#M+R9?X M;|B-0*.
X<=U3ED!8'8FBV<,|TA93/O+%7+++?;W;?924 MZ+
::NKB^T09JGAQF+9D#394<3UU=#%Z!87O2-Z7|_E%TJ6I?E^J'+6!)|V/
M#CH8:6;>F#|R;'K(\$K6BR> DY8/XO'L@;7@L8Y:2A9>LWB|KF*KKD'N'6E8
MG1,DR^*_DBF'2%G>_B M|\$;H*+B+3G2P|S5T6NEF'XPDP%C"WFKY|*5T858QB-
)+|ZJK)GO1Q^:XN5Q. M|I=J'6"FW#R4%IR;J>TJU4:K">|D|_%_E_:R;OO\$K*.
VR#WVD|@>M2'L"RR? MX>|~BV7;N-
M<3I>>=9:Y@*F|PD;C.642MOXQW8@4#R5Y@\$Q+|%P8WCWBKHXZ
M7*WJK%O2/SW!!E%XA(E;|E)09LY+F' MY!J4;H|%5'(M6\$V?.F99
|3=4F=&"+Z.E&!2W65FB|_4&CV=ZI>_"A/7>87N M>!6-*@_TU

^ (HPR<|O;>_C=|SW2GRUR_>,PN/XM#Y19K)X2E;:'0W4Q,5"THM M*8=(KUM#+
(97H\$;|4S:PI29"N|0@& U';D| M=WJFJ>4S=N9:QLH>W,&H+64|
S>W^)L6/(_C=MN42PE\$?2|&V>0W;E1"E-A MW;LH<?OOWH1?/ M_C>:
<%BS>Y_!_BC|=S|_# [XLVMP U&BRV?@ G""UHP5LMMB|9+|_#4(@.\$@J'
M>)8ET\$HPB/(_ZY5LX3|4L;:NHR8CGT1(_VYX/?CZ)C=2?Y&?K><77837H6V%
MV&, ^#IH2V|@GJ^ ^S"@ 4|'CPMOHG;X'4BR>"9B'044J;S1G%"BLZ!72*E-HOS;E9DO2(6
MM&*JHHWAF0B))RU7:AKP@|L" _#O|\$PI^ _U!:@:R=5YD=@E'NHGE5 M97|W'Q;
(JY)6 _|0? ,#T|=?SSONL/JT=3^ _|Q U^43AI=S|GS 9I0M7YF|H6^ M:A6,M _:\$N@#??
%:%R^Q#8!"E&+\$53Q58"H'&|2|:|TBN| M;D)+^|.9U|G-!9RO=?1RR>8A?
+_AZ:*\$)'#ZTTF7H.L\$'M;5L _>Z;D\$Q|, M(G@-|FN|2P3/0>@LY8QDD72R@=
|_O>66HGOM|Q*\$SB)HR|/2%M41>("\$XKV=1|9.I+4(G+CR2V 9.&Y@+|+
VHNS%)S9O5_2+(L(.WKDS MV%*Q0Q|7%Y3AGQF|:|"E<221M7LP: ^1Y|H-| UE/=W=GE
=\$L<2M% _W+HT?6 MCXD>M%W<=N4|XW|&&XXC?7.A\$ ^I9RNYDVL.E@F1V+?
NN>K+*0#TK6\$104G-# M%#2-4C=63+R3+O ,CVHFGHX&#R)'.2YIHW0QN(6I#6I%Z;M
V@B|8ZVCMR2N M _8IB3YQ&;# ,QP ??=W)F(^ ^:..%.WRN^4'B/9B==+_+
'C4S5:3"B7C=^;-1 MFE6 _G _O!1>WQ _K.0D-'J4? _'U,O-N-|P3#*TAV _=)5TI=Z,K;@?
6*E7+>6> M'9%5TTK@C?B':(Z|@A:/K7DA>CH9ZER*& ,XD:(AT;4C*3DW:WT _J3MM;|A^
M|6+7|D|W|"O>C)5(?W= N|S<&L\$OD|*1-\$ATTM\$U628|UL;X,7X%A"\$U4WH
M>'!|DTW4SIW&!/POT9K?KYK;=A(6BV'\$7K)Z _JL22I3E6 _RPU>-Z8*OZ9E>
M|,4|)SDP4VNG<&M>=2#ESAP>PTZVCHOVIO'LC6/9),1|+&>E#/+Y)Y3#
MEQX+8)I;A|+YY30OB5WJD-8)=T*,()Y\$?QS+8|G*5ZO&, %W^@/HMT? _YI15
MU3GVP|LN7>?+QA1RA=+B81UG;V;,NWGZB#;EK5E*.G^XF98?5^=|H7-(X'D# MF-
!6>F%5TJ;B/PW/D\$7;,3>6*|WP|O:9^X&
<4S, ^7OS|F>GVF<A312THI8*V@+2*7HIOLRH%TPB*88%6\$#MGS|PUH-(T,1
M: #.&T18)W* ;(R'AZ48J 4G)D)9|Y1(:.%/ZDR<(IA|LC'(CN9|^TJ&'-
S<2,9 _G|ODBW08G'FMOH1W;Z MM;S,?|-5\$W@T\$.65X:NK*_DGOR9EM+U?
|9VM)4G|;|)YY7)UW. MF _|E;E- T;\$|9F2I?PY1QBO|-DM>5,<+(ZN%"#JB?@NV1SMB
P9>,3G1# ME*6XIBJJ0'WNY,6H MJR:~99Q#T|Z(2.K\$U/4", \$'%EU505.-= 73Q KP>EK
MB?/J7^6Q2"0\$?MJI- _R<"XX<7Z6DXV.6B&FS5(6.H(P2P#.Q 1*E@^ ^2WU;
M?;2R,9W|N80"?4YY1='JU08Y=G0W>\$N|RSH3";6JF| _RM(5HRZ|,):0*OH
M!T)B24+*"RCS)@6^B> ^U-L,V4\$@+, %T?@6(!TT@O1^|/#0);"ATDP<*=!6;0
M\$!EM.12FYU-3@QDKOS%UGT*6PN^"V)W@T+7?GF=X+G@-E(Z6WJ;|_V
M9K.79.2>JKFI:QZY89X\$?9:Z. @/A@| 5@Y6:'3U3XIAF?-E|)VN1G4N
MU(|W?)V=G1>3AQ(2VN.-GHY><:.\$|>V6C1|Z,T7=ZKV#+1,|0|CW1G8T)R" M9|+
JSU"U|PV?"DD+WDIRNG,H^F%,LY9ID@P.64Y"DY^AIZ28K|)(5G,SC.Y3 MWIBR,|>N
%Z"?XZRBZ=9!9|N9;,48S%P9MBN@69FVH@7E98A<,*/- ">F?9/J
MLP2#ZY=+EWX%MZ+|_#IK&2X:TS5(J&9NY6W>B8W+FL-+@<|H|)\$"+
|HNAFN.!,|NMEU"Y(P8G81\$>9&\$"N>%BTU4P MTP%3|Z _TD;D7/M;!
|_P/8ZT*W7K|S|'J%. ^QC^QAB+1B.H=+EW^#=A-=W|) M?
NZ6&RPU2#U|XVX4\$APB^@4M-)EJV\$"5D@U=*.PY(),Z@ |<+ ^T*P"!R|, MQN2%?
_K;R*OJ-Z7ZD9A|LY2/6X?"8PV/3G _!VW332T49FZ<;XGD7;V!UIFW
MM==C _MEIB87E2&M.)3,SAF. ^#-9 _C3ZS&;RA!!M<):2+-0X*+4K|.WUKY"| _M|L)P)OH
|H%|D 7AF9:MA _%-&)|GV02%@-<_9OA\$@/P?T^MLADC|LE,P5F/L
MXLP@IA>T60*"T|N;D|/24(I78\$GD _B2@|SFE\$;OTK/LV/^JF4>|L20MVYG
MT%Q\$VG(?;DWW)B|M,#A)"@4?;H&A#&*B;;6B*9J28WO)./5?%-_6+U(Y|I<= M?
MG'A?|^O>/BJ,ZFGRP>73WS|E|K(IP;2B5,"\$;5)J?S@ \$W'JVSA;J#R|HGQC0'E:|D|U2,WN
<7W|/R;4HRJ|D/0MK MRLZR)UW0FJ*@NN\$!(%K'|(+
|:;>C'TJ5P=Q(5W5, _%|=51MB#%P;J#|P?/_UG
M _DWNG|1Y:0<:=4YQGY"JI2UV2!Q;GS;QY5O1MT/+TN*O2Y;>&VP.?SB7XIF-
M9PXPT _@E=>NPNG*F@E _L&K8 7;39QPX@HQG!0"_)T5#?X%ZT#DL*WKQ?P
M8==AG(95J+KC>B6K896&HS 5YZIY>.+U68ILYVUNY8Q,0F|)%76N_4Y6+JCI M33GF?
FM%>,)HS _+A5!K|TF+FXEW1FM#*#Z"\$F8J4A@;:79F.@C;J5VJNN@"YG_W|;9.JK*6")3?
|_GXQ)+A7BZ5,Y5E6KC/1!^!!U3\$@'|@'|1!7F<'BO3>JTSR(4H&61G>)&@N%AM
M=P|:=ET+'LHNAM:UZ5|\$|NW/LJA<4MW:6(I^JUB%/M=RSP|XD4BJU
M9|S5(7QH5S99BJ3H8|B"!G=-G#%X\$Z-,|.WU;/TY|^1>#T|T*S6/,Z3# M\$BK*+Q?
3EX_ZHL+2(\$NCDWM7|O*MX^T14W|Z_+)15+|_0>LMS"YH0D2|)\$8
MFZ_UP\$|O _^@HTWD87#|Z=;'M|\$WH|)%C)FOL|!U;UW)X6>\$YX;A1DWY;4-HQ|
MEKVZ.+.,|V1X3=+)*F.ANX?-JECLXW9W+5 B&&^5, M9W(E+B|HM8E;EN?

>11(I4W=)ZT+0B\$!XB"ZK8,E(&C5G %S\$!@NMEG6LSC&
MH17*\$H8S=*RWY333Z78NH\VG\VP)08*%C(5)#E/6)(.B/OP8/X&VRY>=.MTJC9(
;S,D1"JR5<:>H\$/S^TB*^@QBA[:@?_TTTW0UL)YS2?9PQGPNW#Z9M
MG:1B56@,+5).D@ZS+W^WGA*98\?%4ODB\$<%H#T>!&U&1@=I\$T-'VW\$&MA
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M(QC8HJ)ITJCM6)UF=-UB_A)D&"M\4@77\T(R "'TD4H^;J_@VS-0M M*)8X86;A3:
IH'.QZOO_R-K!(%I#JT0/LPUH\IP*EU@?_0#O_PM2='<^/81\#% MO-
9:"&^\$2='JPDQ)S%&\$"N2D;""@ZUSPYOI!3"10/_TKIO'I'Q'_"#0DWP: M9OZV#;63(4X3
<&UC6VDO2VN\REG@J/DE<0-'NVE7T'5Q>\$!QTIJ*U9%J^_ = M&YNE9)B>4PTY4S;_/_L
M^0=D^7!:G.G\7OID5E*@<"V"4JL.?PK=>I@J=8# M3\875Z(9^=-P-
G;AOZ9\ZH\AWO\RAVOWNM03&S.NUX"Y??"/
6C\Y8,CKW)OW,W(R\X1HOY/_+D;>L/&R%I%PW\5/C\FGPT
MS/H#@Y8(JR,+.=,\$(JJP,R#RJ9.==1&\3O6F5W'4&Z"-A<6^JF*B MYT'=
(3%55\0W\ADH\OZJ;>2&=JOIT' XP4^N%3%QES%C@X(Z%I<4I1_6S?@L M\4T4?
='C8S=SJ0P<-)\$F>BY?*(GRC ML;CRK!>L:(0&&O7%Y7J34^K)C*3U@UES(I'E<8I: PZ)-
E%I5/;\$(/N>JO)/ M!U'QI:<-) _\$2*._\VCJ,- 02UD;.,W8AL\$IED!JO)W: >KX;7-%8;&?EV\$
M2_1/O4'EF:R#6)0YZ5+#BS3/_J8_!MR#W4_L_+T*0?>RG\T\$NEIM=R?KBG7
M(25!4DU=O\%5V6%-D4E=86\PH9.Q\0'@&)Q<9*'/2C,-4_Z*DVD5AHB3W;G\I
MP+\SU\7*7%QO\$'IP\$85DQ9W\((3*3A#^H2YBZ@2T5D\$E%",<1UJH!?
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!6P+;XSNM0GPI201<@=&M6N "K;2\$POT-.FM5_K3*#3J*JCH1!R\+G\+>MHA?
V@/U<*%_-U5G<I2:XS\+I>%D'Q4>,U"7-R+(4WG;FJ'^/\$D&*M(.=Q#O<4\;S>I9R.9(
I1I@+YAFAJ MEK='C)Z_D9JFCUFF31S*=O#>,4F< !._83E4WA0NTAD35"P%R-?
L@N03&LI M\XAI>"L)*IW:A=!.*8;(!>62Q8!MB87HUFL27VZ_\LXX>Q'D=/(KVZFQDVL=
M#X,PG5+V-%8^NGI@PI\$MH;Z1%MH<-6/:?O &1MSVBPE\$WG>I8\4AWQ#/*?=- M:SF
>.W\VS^_F3*!3WKSRR_L\0A\51G,?AT\FP#^TC\7W\$%/'P;L;NI M()J*^T:O')+VI N\F2-
QYCU@*0>IRU@I-\HOD.X*/R,%1!!RCN8.N\&I3/-V M81=D200\ C.W'N;O?
002F*4!\$#LSV^"0BB^XF:4.P&/=%:1U4;WP+N>S?P"K\$4;)@G+D\$7@IM\2I
M#/3A4OP*H!MRS@1Y\W\=<5'@)\$\V4R +GBN+PDZOA8=*A6:.6_97?7\#W\I
M2FZ@9D'S,+ =OB%;&O,N:BC(*S@E;:<^CPS@53=;1IW:AL>82-\$7A3Q8H?E1@
M(.HQH8?)1R6?PQL4,087(Y>9)H:U?V7X5':W9"YD,4P5+1V.3C(S>('L_,BI?0=?*3
M1K6LPFX_-%-K7J(7TN#E_4',%9'9S1/M*95N8WJSJ#I-(8_Q'6;IJZ4SS@N*M3
DZP^O4MK\$G2XT#PI^P9PI_:A#\N\H.",.9N+.J,R+I('>AP4_4I M?
>H\BRO2&?/O_:/_CNA.U>I-Q74+I\F%QDYNOP<IT?#G'&59_RF7*2\$?0JMD
M=WON5%;"&\#W=;J;,%RHE=BB\7E^Z+.I6A-1WOP(QW-
\$=J*92KYDU#.U<F:;I/D%P_@83/2N0,*T#00>>>Y+N82;Z/T*'N\$I?<IYV6L*I70
MQD?IAN8.6SJ3!LP-8TU:C" _I=@.6(3-%?_WM#+YEK"1\EY^+G2_LO)-HM\! M-4%+8G-
W\&JIS?VUQV::KOU945=E%!: - M\J\J+IKMN'MIQ._MIX3)*0..?7JN!"*".
(XMH8VE25Y/0K^.U@D*;975B7^ M 1VR+(44Q8UZ@O9ITY0\#2/(I_.*GG\J=2^D\B-
Z0\$7\X_JAJ^JR>I:E%B0DP?
MH_R_(<"VUG*SPPC(6\$19T3RN),Z\3IVOR\7V8I/6YG0M^NNWIF\=S7WT*W MA)'1I-
#OZGI?DJA)U 34#\8.+ \$V,3\2\./3\QJ;C32F\WGW0^B!_=/3/T2^X M*
<51Q5^DUBIRF\Z6B-[K-/A=*G^OR\ISQT/RMEY>N?IWT"JO@+&:H?I6Y#MN%
MNR3G_,3VD1Y@%HYI8:.NHJ467CV!.\$C60C: A-RSJ4E2
M>V+0KT)ZM(DN9_AC.5T"!_@)R5B!-'NNR4C-IV=3SS68\$!"*BI=@C7\$:G""I
MQ_WY^%#2>G66/I*X%A\H"N^M^J/\$Z5REGHOH\&4IZL47_O^MM8>X\ _G*F3QB
M8:5)4=8LA4>I\Z2=K\$=5PRK0ON'M'T2,@/.*%Y0=M
FD%:R79AZKE:KHW!N1YC?:"UN7KA"6:A\&& M?Q\Q\I
();R5F2\$85AIX"@Y97%0\ "NW7'CB+>^L^)"UJ)YX
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M#_4N_,P!6_M:WR5=0"S;Z5W56<.JO(='5LV=W-9_#')M-TYTJ6%/_X>65#>
M7+KA#\Q1\MY/:#C3L48^R>=@MGF)J_NJOD=*\$3/2WRI7E#Z#="J>5Z:86H
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MAR_)2@ "2WB8_W82<@_#PR?AIS1GB<J1)UWS\HKY=ZM@I@2OAM-1O;I!)ABF?
03\I"90/-1Z%Y\GT/(DKAAM M_ \R6X%J.O@_J3E\7=32/G1C(&L=X39Q@GLU(CFJ
M+I,@V-'O+H\F/1<009N'TXW\%!=!>C#GYM=JH: JHO-HB^'5 M:YIKT83\$08(&?
0CN&L)HCL!=!K_?SQ@6\$Q6/%C?>^FWT:5/2=D-8P*:7\$J<>
M\2%C7O(DPO45E&0GACTEA3:Y_7%*6C\3C5C"3\576L7L.5FR)C4G"U\I=

MO(Q)5&%XNF/&P)Q4H37&D"(B>(2MO#&N\$;U*M.FJV\ISM65(Y% Z*3ZP\<^
MO=G>!T8U? W)+)B6/@\S-TI C.4S:"UL^VVHOR9 VD*R)YTDRS!5X,VS-V<
MC2F\8C(,;3(56+>+1)T2^T@+_!:%T"+4?M9ZZ\78UWC'C>,4OR> 5&_1C<M-=;:16+4
MT?|O\$"/C9F^>T!ZY,5IA<05M2W(L7A-2,(Q;=\$53)4O=KH:C=H= MP
05D,O)^MK_JKL92|;-C-"5<@JXI?.\$?I"6/(F)M02|5-O_N!1<<;2L>|>#
MFSCFY6K)NG3V@L" :/,6-2/H91|;?AORZCV.I+Q(,#R|/\$'PAG3.=FLTLUIS^
M#0S),MQ8^(\+|A7#?+&4I MDL:RS9C
HF2>"Y(H0\$3MJ%&=29\$G>:/.*DB!SZX"\$!A|_G6..09=8ZODKN#7F MDZA?
%|TVB>B5MFAQEQ'S/^ 8:J-@.Q%;|%78VO,6_V&G"6OBM<,M'C5
MIG0.M0_5S%W|1.YES@J1%|S+)>\$:=<(SLJ M&>5UDB!F\((V#S%3Z>|PR|WT>^ 0"
<|+ #X%&!<-^P!1X*9!>4CU3ACOIQ|'X M0N\$D|M\$(I:|C|NT8^|. '?1;E=#U%OB M!=0&
|5R_2FW3VSG=K!+V75Y9D_VL?@0Q"">L.:#%+,ON6(3'0P:.E;D"TI#
MBEOXR(F_L)7P5O2-IX_@A)ZS(VVI_VJB%J7A3R7&U-DCUCFTZ#1KH/M@"?W
M\$XN(%S0TEG^_V&"MP9D&=J%G|'WR"FS@(:F|)%+J|@>8NHS"\$1;9-Y1OG|
M9,A|..KPL7B|4>7)W6V1PPO!-8S*ZJ/S2M^<9CND=|J<|12"L+E'GJCWG-3
M^8+C|\$H2WM;7C-O?XGY#S?>T%1C+8W(.HDI>2|34EIW^2TJ&X6%B"AMK*PB,
M>&_L@ZJH!7N'H\$1|WI: ^71QH^_7.'(6)ED#S0.N6)B>W|D49EZ-L93:4JTK M-|C&^
"/768Q|F_2:PYZ15C\$0AJQC>@JO)IIDL2%(I99ET%K49/XHF":|'
M|UH1"|FV|QO&/P7G+5| ^\$^R.?G?(&MC|D)\EG)DEN***P9,|/ T;%D4O!> MTEUF45:YU
&|E@GN*|NH(U%D:T1B)EV5G%J|=Z+:YWP.5^O(G9&OL|)%7R
M6E#L@1H5A"M:>>UV_9|/#"OPH(CQ4=|EE+71TEF*&:4LR MP|?2*C9"CN%4|
(&8;5>P=N@O*(A:7H^_OYSZ45CLA|G6CA;8BC.E|_V&H|' M_MR<9/8K0E:3
/'HY3| ^;LM7>;U/0YN.VX\$A36R?"D|OP68I78@C;H?ZR;T_>MPM=9W6%OIX MH6X"
(:@QMOO10U#Z(|@5ZM/>:|_50DO5,|Y.^|8R+VPN32TQ5FGF7U*W@;
MN4GIN7:3#V|@+,S|Z:" 1|H)3WIG KVD?>H%CI|>,)YS.N; <_ARBZ;GN-6Y
M|)OP_=FN=1<" +Q(>|128XZ_5\$2WJ6_ ^H+)G\$ \$YI'>+;E\$# 9F45(J=(*B|)
M96X,QS"6,YEW/9X|8W"7(?_@1!#5:5D'12%+;@_'LKINM@F9A6%%N;IU7S?L./ 7Y
MWGW6REE*,OL,3<0K;E-=+61^,=8-N=V5|#NT+\$A^O3IA)@4 ^G-;E&!6,E M^AMCX^
W"A%|:6JH=>B**Z|L=0_<<89VJ_K+AQ;|#(0*;<=.*?CC(3; *T(<4 M"DU94C?HL|ZY
Q6/HO4-1=DQH1D9>9&?8'3^|>LULESG:|=G#|&R3G2F&ZN M.O5Z-
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<86X'1%>KZ7|A5B*_&%^W(3TD,'1947,JP%Z*^O.Y.6/A|N M+#!3K\$(|PA(&,>;)F39"\$S-
=:H-S2'@JY KUM-+P-"S6O UKD GG Y99!;;T MJI+-W"AS*TB^Q;7; PX9M05LM|
FKT|P.T68:CBCHYW>S>*KD);WN;(M-27 MO4"Z=S"%8BT&(1C-O-
!Z&4_!;O3JSA,6.K03TY(>|E&D7J70VG-39 +|:>82 M;F17^_ZZBA,W@YY=R*A_C&1?
CA|EI5XZ>_GPR%/|'UC=)0/=MO9#;I6\^MFE ME)'HD,E8NW)Q!OHVV_H_'4;:O'GAAS#?
COL|44^Z!QZ.WK|8D|10%OZU_I!K MMLF6FWG|KZ;CW8|,B
M%^@XY|0MT|HI+U1M7,L3K|?=-Y#EV:H5N-XQ<|V?)JZF2O)1':90U^EI+&&3:1
MOGNR#:4E@)|1U58A_"Z79B9|UD |FQ2,:I7;F*D<#7|_>*&?(M+JO;UUS:@V|)%\$1G-
%?;&&0F|)'XEN^_9U&H?4(GT&#VY|@# MCI%5\$+|3LDJ8G^T4=9AEAQ|!;PC15
M'74'VPW"20'826P@/|92_L)!SRN=L;05>_"BGC0X-OK"V'83#0>7_AIXI3XC M+O-
FS=>* _W0&5(%!&@T83^#_6TQK#UOH%8P'>A!*IZ:C|I|@% M:-UZYC.=B M49-
WC73/\$!EUX2RE9>>Z@B_\$(C:>' 000+'G!WNR|N%.&:-NK=@M(*1'H%^<|4|D9
M;|IPD9'-(GI?O%G'7G%XIT%J-TJ!GR;AGX&\$!N@#=\$R6&6E@RQNI9<26WN/B M:-TLI:A-
\$HK6"KN\$;N" _W?ZEIO"=>F0>J|&A/'SG94V")HEUXO9+SX M59V,_N_YA#W80YETN<0-F
ZK|:TZ3JG429QI8-J/'!P%|S|<_ABFJ\$V0|8: M?
Z/1X&T7(\$8ERY/A!;9>%^>)G#@RGPV|DZ:@FU|E_B5B.0 ^JWC7QC<1!_O9
MBFV(3L!V;V9F(B5U\$9BR_%X|+G6\$U|. #R#WZ5)B>LP2R!XV6E=R3>C093|(4
MI%A*R5H7|F%L_4VHC|KXMOCL2#68&\$OSL_@7T8
MN.:D&F6C,:2H\$,9:JXAYZ3XTK\$W.M^7Z&I1E_PXR,<3Q@ZA.(|R/3>Q4WR,
M;I;|/26B3VHTL-W!X=%=AEV_@P@#PKOZ3+U_4&@2!S74-Q29WNVGOTFH"/49
MYBY(C;V|K94';|37Jafa7%^ST"HX3A9C|_S< MG&^|LV&BG5|JWEZ?|&HS5|@/??@1SQ.
(OW&@59"4,M4W:/V@L-HZ|5C/SY|MXW,7.ZFG|
I(11R|21;;3BE3&NYB86""%"/RJ@CY\$D|YK GW&|M?IK:.;+>9V;
M&/,#SDWN#=:*WU|&_R\$15'_0-D M/9Z5&:_|T)*ER1S?
#OC7X5^15K:*HZX"FX_1U7S,9E|ED|)0E"0_-(YEU*={RD82N'&RD(N>;S:|:M7|C;|
MK0W,+Q/'"48@JB40)I7O)?!|3|VB\$E,
M,4;W0H=.Y^F|7>0SWRC3FM.)E05|^EM.7_)M&SB>67|^J=BDU+9531Y!'W|, M/

QT+V)@EC+O#ZJ6X|=^ZO&^# 1 M1NP;>.%!F?K2EH"3BA!/V08-?FWG6 M\69ED#
(5RUV P5CFPB%IL@ "L# :EL%D>A!>9RZWF& !H R/O "VN,& !/M\8;H\ M*15X'/K0O NE%|!> >
XX'W*.L5*IM\%| %S,):BZZ\|>G|= *QM9!B(HJ%16- M<.-+Y"Y'P;1-92XF
@%BAL\$#S% _I,Y?'4L;7* U()T=#-31,1M(5*B\0=|! : M07ZB51FY,P5, _<=
<1*^=Y.EJXS.C#J%V?/%.G=&X? *#;,@#46\$Q=\$AZ;C85\ M=A=|? : ^GJ9MJ>IX9"?
7+L%CC=+E@*JSS=>IRFBN\$,T0D& 8Z^*<92SL#WJ1
MH(>%J2 _AK=B;T!LUF%= _S|=#L-J^|; OI75-WY4C6LW?%K=^P'@N+: '=RNLJ9FH?Z
MJ"Y3&2F5\9NA8)0U-4'V\RIKU>/UZFSF G#JE62YM2&PR7T/<#?Z.|W?->WU
M2_CV)FO- _N+Q9WT\|@ " _;=/CG;\$M>T/&<\$/\$*GGHM&W""QWI*\$O6!AI2,FZ^JZR\IE9-
Y;:|J8F|<@YT!H9>W-0X\|C:@E!7L:&N -Q0Q=B M,K\W!#GUA_M6#)UA91-M&#H
SYJ>J7QGT'A6/"BO!,Q!@M70*M'I*X< _<|MF^GNSM1,W:#TC>^K\O _MWS?
A@TXLI@7-:6';9M>W\+DQEFB?5Z;1/1 (FH?Y\$R\&6C/"\LE>C!(_M5\0*,B.>
(' '<5MV0H/T.Z/%<"> SF
MWF\$J1D11G=84O;J;65JW&@0MT.1,K4\$LVR8T).#;0SM) ^N2<,OUKY#(/6.N, MZ\$QIH)?
;COC@4\|@D\U9?OMJHO _"Z0M.7.ZLL822SSQ5'4'A)FY07;|?^:M M5-
ET5#82VP<|HK'=,S@5YQP=P\|VWK/,D,ZA^ -\U"LLH%-0N N?34C(R M
Z;U\H"YA?IMJN#H\QBFJAA\A%6WATOD L*V"W*#D&I=DF@RIGF-L&P
M!3E83J?/.BR35W2D3N8Q;9FE4%^V _S%TR _G"C= _&WP;F-OUV41:Q+"9C! _' <
M8C _TAB\BCD';K>7,XX)2I+6A4U@ ^&HPIY14.M64D _YY%I4O6(*\ MZ\$R.T
:T.O((HSJCF\CY4U5 -\|T08\X)\9VQ) _D,CPZ\|=A PBRK0D,|;.)Z M6G;W9W6A7H4?-
F\$T?::Y7WB% _8\ \$7,9J087SLB9PPBQ^#3J8F@|
MAWO='*\ ^H;M@24|M2TXR0UCYP=|CJIX?MC9X8RV2 41|EFD*CK^A _JKSZ6'
M@FH _;L(_H6WQTV-6%S A8ZD8/#P*OPTJ&,W&YUYR9EN!2\='C# _!GZ=WN\O>;X6':
M/7IQ%K6(, >H4\LLX2\|)Z:C/S/X:C>O*Y773YVV _@G _>>E<='J)OVL\$I>GM)
M\=10J2;=Q+GP@&OIU^3\QND D-4T52;ZV\OG\W8=VT-Z#!G),1> 099-(^! : MIV
>POE,F,-!#?I:D>0\$LB U,0BWUA)ON0/MZWB##*F/4Y(PQ+4M;2=!(;T\7 MXG8 _|
<8:GO++&?8O@QD43#Q?&8G%%> YC2\;I4NIO\ _@J\I>|N _QA\9V^L0YS?
7_K,C _OUXU=*|PH=^R^ ML=GTR\B?| _N>6 _|I?
*>10R\$ _Q;V\%+GD\| _B\| _;=/WLD^T=\$S _;7TCY//GO MMXB :%O>|NF\N8%" _|?7?\$JDI;
|M=O|G"LTG7E _N6VZA _F.ZXN:|#\$\VJFR6 MF72\4'VERCQ\|3GS _"6?F\Q".3R>
>T>|X*K=WZ8 _W\+O _U4 _T7U@5\ ^V"W MI^R\;9\OZOZ=05MB>&K _4'#C?X;YJ^ _?B?
_SSA\$MTZN(N_0^|_#|E\| MN/S^CV,AZ\WH8G)RR+N9UV\6ZUT.S:|? -HT@SNOOIN=-
CF=;| _=8\|Q&G4VK MK#KERTM=&8KF RVH\W\6:OYB5/>97KWH(+ACY*9 _>>OU?|9:H\$-
WF;9(<=> M _E>7#W%@:4D NR:Z5X\$NW !TX6R("V-C11A/H?
J\ 'R6HKH=#'8+D4V)=@@@J
M7"Y!"BL<+JE _@K=)8@@@61K/>7.Q\ M*GGVQRUO5M/;RX9NV7C*WGS%U'-
ZRJVYOR(B;JH MM\CH8=J^G4)W?2RFA: _E!WL?9FDXIJ6KQ.?S_3%?
<7\HW5=A!5GA5;*/LZQD MKRU.7GH _YL6LYAS>%1G7QEM@RO::U7KQ<(-+F%i#_9
M69POO'+1@6/U%@;K*J _QFBHB)G^OZM(WWHKVS#9)%#FBWY08X*+9)_ZA+
MC9DC9WPT\$=@=T%WZ^=/_=ON+&HL+S-M6UE>NF=3\$|V _|O\ _)_AMWE_QD:U?I-
MN&|9 _^|N?X8'GJ-R@TBNOW7+QG.W% _GG+|5HCl;8;'H)/| %SZ MG\|D\T#@LP;
<1\ _C*G&NMJ)=F##+, ^/AF %!+ P04 " "K,DU:=(P0'6(M #F #P &9O2!4\?AW?DJEM
A)\$E,1E:2R M59BI*""-*I1M;BUV364;#.=NHQ1SEQ 3DX3*ECUBYLZ:Q-
CW3(_LP\Q89H:9 M.?,<+?==G^ _S>W\|AWW^>8;SQS77==|GO;|?
| ^LZB#I%7X"U9L=,CP&+%BT" M _H! _%\$/8 2(+5Z\| M _EL" _2YN
M7B.U9N7*M>O72LFLDY65724IMV\JN@W2ZV37+1!9) ;?LV3IBJ5+5ZQ;O7+U
MNO _CC^AO0&KY(K7%5\46;0462RT2DUHDJ@00 +!HZ;)O'^# '9\%BF,=EXLM7
M2*R\$%Q2L!18O\$A-;O\$1L@6MX-AB>!Y9(+97>LO?P,AE+) _&MU\;MN _\$P;;GR
MD9SWLJ>;6"l:%Z\|?7"&Q7FZ# _;9MJFK;=^S4UM'5VW _@H)'QT6,FQTW-SIRU MLK8Y=|
|VXJ7+SBZN;N\>/KY^ _KB P%NW\X2&W;T7 _BCJ<71,D.X^?) +U)2
MTUZ^>IV;EU\06/2VN*2\HK*JNN9#|?|"F6MTRS9"|>;)-:K;-WL1=\$^R;9 _YY@ _;|DOTC
MV+|R=0.KQ!;|QA.3 E" _\SS\W ?^LB^|,U)\PN?A\$!#S:2;OL:KC5)\J29 MI-
6_KL)\|LWR@QQX2O50V9;|QD0(1X _NMTVI 6Q)\JM 7RE/V&\$%(O
BKB@=F/ZA\A=;Q/\$WG3**02JHDZRUY# M>-|K87*R*-3EJ^XFTQ#G%2S(G2"Z"|"KA>/B
!WZO+1P)F7HQSTV!A2;R, M8ND91VA2P<-M.(YC-*7B=OU.FFT;W=C"N'+EO'^&I5;T;
(W. M5,=M(JK\|C#LC%F.>@\$-1/- I1;LAM2BAT%,9Y.1<=M _57UZTG"AX_Y+B\$2(WN
M1KF!8;9!/, ^QC2* _@T _<;\$Q\$V\69)GDKU |63XD?'DPNMCH6=470*)|9Y!B4
MA3TS%+ZY*/LSPX>K&GQDCNF(>9\FC@|,B(*9VFM^1=&K1T74 _+EDZ

MF*|WH804ZW.SU U;DZ?83GPUUF(P'W|^|FJ7RFYV33&B(4| ?(@T |AFZA6E
M4OP3/_*,:A%P5SO!=+>V%|JBM.SX9MW8?<&O%2Z%'KL\$.CH|5ADO6;>|OU"
MXIOB#=#DJW?8' 4I:ZF&=#JSAF%)|8JBY+L1!X<=#D :6TZY!2YM& FALA.CB7 M_KZH=\$?
H3YF5A3KXUC M%=:E35F;(PXVU6LY1|/2|%)|=,|&\$N%YS(8|U(
M1&R.R.MQR^MU4'WV"C5_>;SKN1\$VC|NCJ\$=I>_*+%Z|^GJP\$M27*L?UOH7Z
M;GO;XJN'E'M;UO(LOR26B_&(|U*Y?1?\$\$^FH?9*Q93|K14 ^J2)HW"Z|#I0Q
MTB6YO#*#ZL688/6Z_LB+6JT ^TS&P&0;?_H:(6|HP\$7|=Z-OJ30@VD1!GL# M+J>?
Z|10T0+=|FD33+*C(>|_A'=B@F062_O*'M1B#I>A|5|<+ \$EM?EBNX;T MQ"Z7ARHX?
|^4AW;|;R*";PWO7;Q.&EWR+ZNP;Y-!OV,O2Q+&I;RX.|\$A M1A Y^2O='1?5GEI|H!;
L'*(%D=N>:|2R|.B@?O*P M;!Q@"/0'%!6J-IX|&!;|;+-
OVN,5BL1G2@;HJ|A&K5O!)F#L|NUK|#\$7;JTY MU9:1>:4@
*IW6M7|.BA.5Y|Q.#'\$&/Q(MF>) \$9 _UL#BR^9H\$|0R<|8>M>
M%=9A;YV,O?:I2=X!PT=D%:|7#S|_B"=Y|UJXOF|_BH"+P2|O;:Q(" +.DW*
MXCGNM6+@E@|W\$:"B>8G3TE5#":F||UFI|RLA4(" @7DM.UX2/7-E33SB%M87
MIX6|NV!)Q_J-N(BNX>,A(N#3LC81<"-0QPUWOSI>|O;:""@:FR^((5Z*JO!L
MZ3WQ|J9I@K0*E>|Y2LC\$@95@5TNUDC80TWL@77-#5Q?:|=6HWD9'XK:|CU!Y
MMI<3|8C,U&GO("Z*%UA'U+!98_HK3|E3J|BZ|&Z.JGF^"PV"WMY+Y'Z"F|
M""C67","*P:2&F|V%BP>G7@L1PL>,W#|U)XPY3' 7_C\$?Q(7IG,U3EHE!^7
MKJ3(UB7U6|A9M&;L-NAQ."9;7#@M|=P_(O:J/F)H= *#=#7S\$'=|2'=79)M|_M/W-
OSPQX7<_1'U\$R;B%W^*B\$WL(L|50-@|H04\$|J%-+Y?
C;?&=P;21=4@WS4HI08PZT89,N+HK Y#D-@./9Z-ZW88I0|DN M2|LS?=H#|=?-**.
:6_5+U-(|30:Z|WO.%\$3*IP3=K;1\$UGB) %|1|ZS16 @ MC,|;T./R@R;.6+
(F4UYVXIXKNERTI41)K|9B>|N@M@9X8U=>)ZY5G2'PB6.(M%5|E|_!MP=
|4|K(A0N;8^L#,S|JOY!R=JOK00\$W6';ID'Q9C3E4\$F\$Z+ (+F
M1JQWQ3/Q=J75|/%#B0+;,\$*%*Y6<5-N^QTU^Z)1./MC,A|MI.;BXB95T7-LE))
M;U8''74;KQ;@+?NY_7Y*C|_M4|R&B5)?R|O.HG9,*F8N-7CZ/TEYEN_WYGO*_
M7CMVN/|_U3FQ3VD|&;I^O7=-=VG|E>|L""^HYE6?(&'P,=LX10|RGG0X5X+ M"HRO
|NRRS7|)Q"5B5943B31R2LU _IR9_.W&D5S2"|J/39W=8XV/7T>|3OG M)7")0*?-4U,
|KL!T=P:63KZ35HR>_N;ZK\$A^X|V,S>;FK#(?*|)=R/_^AC
M<>;L;A|SY>B|5YNZSE|P*AL@*O*4P!%B!_H?EFTU|;(!+KZ2TU/;C5')1Z7
MA#/_Z9"G^I\$J1&|CQVO(0PM_5E4.X@=?/'HFO)OEG5GF_L*OQ:|K4->P
M.\$8M@)8#._O10(UU_Q8X>|5PY#J>=W6?+JLCW#=(L|C=43%TS!!YH\$EIPZJ"F-*9?O?
OTPXXG5V)3_BY-#%U7V?#.>|/17G-MZ0>8YHD YXQ,/8XA2RS+_
A|;70;|>T1<"JT9((3DI*Y^;
(%KY1|>=5AX^|X^SRF*;%|1TDC(D9YE+IMYJ(C@1M*)1C|7Q(Y M>UE+NBU"XWRZ,
|H&1/|9IY!?\$\$_H@^,39&'0_IS0PP@=PAS%'F@XI;2<) M5&Y5(4PJJP")|-3MV/U^*>K-
))*:~#8X;_@0'0:'+\$0@57TOL3_SLSV2X23 M+8+Z1&^FO_#%_|^DPV3DR MJ^1GJ0X'U
=)X:A|0GC(|@&;?&X'OL2=U)A MI:&660N>0-,M|E|2|_M*'R8/|@>Y|_ECPK\$>4&GQ&L2-
PJ3R%OJ7>@*J|TQH0/G'TVC;UF|S<^YMP6V M57CD4+G7O1|A'L^!
<8?'*+Z7HSMY23'|@_|ZAP08%O!\$W>;(DG%W\$Z+X2LE
M8"|32'ODSS!!|ZE1N9S@509B|">#IB9A/B|?F,I&OU302@^H0H+\$S#&HJB"Y M;G|ZK
B@G^8I';_R'%PVLDR!2"KL-1%&KZG-H?S!"1|\$5_8|\$Q2O-E&M=G2 M/_WC?
K&)2DV^BD<%ENENW8<(YW7?*CO-Q@.2,5A+C*ZWH!*(N"+ M+-@+UM8+#T #?\$?
ZUMXY*7ZD3=Q^5PDD4 BHO@ M?D;T=!,|(J_7|D>"S=,V#,<%_0O=<+ \$A
D\$J3*8)>|J\$Y;|A!_O ML\$;(-?F7AN5S@LN)
T._SPH*:_O^93/G*1|J09U^P(.W7Z89W_9%Y0\$!S7@_M^F@/<@*'|^\$Y3Y,D:
<^G3FX8W0VJMFCL6#6*4R*M&\$7+*31U6|0;F+^Z0?|R%-5F@&X|)Z4.XT!|JT|GR8&?+
M>S8;NAL/1&PTN/C_/TJT*|'\$A>D1R>^>UF^*?|)21-J;D@-)\$V 7%#W*#P|
M1ZOSJ\$|8B31|_R@#L@I+L_%O7^O)TB3VP#J@2X?4DC=|6XF!5YY%L&HA!1&0
M1.VW@=;|1T_JR5J-/U|JV)+6\$%3?V<>DWX;1\$YN;ZC%M<".VA508 M-
P#"DYO^G4Q^'O(6D^A).J7NK"U+AA1(!,|*K,C?9LGS@4Z4H2999#F%;W;
M4M:@_WQK33HP2.!OQ"%1P6U M&"R%JOA*0@0T#O_0R\$UTEUHY9>: P\$(\$E'=/E?
6;09XM=3.:6S4WIB2GOB#2 M"3"=;> "5;|B.PX+A2T(?H|IK#LJ/"/)EEP.|@M<0>
<8=|HE.|K70).?Q|Z M-M5O;A,Z\$J;D^6Z)FK_/G?Z=J.4-3RF#V"K/O0*DHQ+_
MF_JV7PYW6D5U@EBLS\$_.OH%ZZ;|^96#=#P=)JD=&-HHS@BC.YAJ.F+D;2>\$
MGWID(4|ZJ0RC*9GD|086+CDSF_ZH1|'"CIB|F".\$;:<\$^LR3=4_16_P3F_
MG4,OBN+HLV*%:|Y;_J6*|*|2=<0_CA 4F&RX-GF1|R?6/=2EI%4F(D"+5)DM
MT,#N7(&ZC%C|3:2JWW3*E1_+B.Z2T;_JDET"8<;|T|Y|YBG@7/_Q@:5|A*V_:_B?

7&VV&S#:96\YI,8@U\$CX4J>_K0?2>P!M M\S3'ZB_X"(5<0.-HL_#@|/\#X-
B*E!32B2H%&YX T=!=B_?CB"*?!\?KNP<
M;=Y2K2YE?;!,%H0BNUWN@;"P_W!L^1^0/W%\$?;/^/H>.XIOE]=7 A0163"^L
MGX:ILJAX/&GLD@BX'OM-04%N3_O"^*MY>J>;G9?8I,J*U3:1[5\$0)5;D;"-
MRFx/\$^S!WJ2,>//B1,"=3*X(D'/DTS%SZ[4)\|A(N"0;%;0S:<3G*WX+OC1 MfE|
("P\$"TCW@/%_5|LW(/Q-1|/_JJY;&B#UGL4!'TG8&6VBP_1<#_YOWZ5
MG0)#DWC8MVX9R(@ (U(E%?8*\$< K0?V7;^9/AP/_MU3'0M9#=#8D*/)-^W.R\$
M9F6(5FM6L|OMN_%\$Y>+2PKEYT@|:E3%.R7:Q&-X=6&LP^LFJ%8PWI#>%;\$_MK\$:-
YX('U|SKH+E!KTFU>LLC_H_O7'T%Y!G/5%Z6.V.#TJ;,%3Z\$^>@3X?9
M@ZN1HU8|L^!@R1>"_1WgK5WWLT3;T<(&UI\$P!6JW%A'#,!TVR:;?
ZF;V_C|NF%.^8BPN)032EKY.S%1A2=@H?SSy%V MS& M2L..X%
[#=|)\$)2P_-2^#6EUNXP;|H_63,HB&_8|-37P+2N&H?|_!Z6I8MZ|4 ML% X!_69:\OP|RH-C?
89FZ-(+I-^*"JW::NOZ-B0KW2H/D9!(VV=;PZT"|
MM"N|/"G7TKS!+X3)U5>E":D4@6_5SOWG37HKP%\$3-%)YXL*:6PL%HI(RLPMV
M8)Z4)@^."#A3|&/FU_N @N6Q_07|S2&J/(D:/NI3S"T^WM2KXXFE,A
M.1^H/P>2I^\$NA,GE"H@|&XAL9?K3OLT%;V/&NFO,"MMWS2|/M#-^6-XEO%|; MA'J(I#
<<>GZ)"&B^RX&;^9'-D|/|"17S3|W+\$N|K9U^..S=L M0D|_P8N&
|/N%9Q&|F1:6DVPVY=@9'^M8")VA3Y#^!%+A'AF4VC>>6A5?-_*ME>^"%")V|Y1?
|5%Q2|EZ8CZ&AV>2G(5|&;P8RM;KPJSQ/T4VDTUQ2W=-B.> MT7|5)-E4PDZC/G=;O.
<4-'_0T@9 MLH6#C|45PWHE/L'M|Q;!
<1@S\$4#)A4UW'<,J@#9^|N#/+O>;G!GWLNYB*!/, MN@8KA(FC6I3;Z;1NV#CDTK0:I;U-
LX0-VX1DXD708_73/?6;)+5W>.J3HVJ1 M/V!_MWH%A/QVZ^0)J%
|\$I6EEGL+_YA71@M+2IU>TPZ|7|/"7_FN+JOKW5J# MABD4?|69<50A-|)
/X!C<>9OCNWE=JK6AY(-2XX-%5PM|'WN" LJ6:F1|/F=\$
MG|A=|>%@';L)ILMUCX'H#=#1=Z7%)+7|5LC^\$B|1Y4WBA6ER0C MI(#S^~Q3A9
YF0L_|*U6/L#?9.7.U'VC?2S9;=HTI3B4J'/2IKMJ0'JFLM'
M;:X;R32,Q&L/0_FOK|'#^%HHOIF0@1L'B;")#HUE&X'4M%'=-9"NWIX92
MK4(5TL04):>|GMNIS=|V%G)\$),!";U)ZZ\$M.)LJ6|=7:P@<|*!B;)B2IN6 MY|D"5=
|3H^: @OA9QOIR_L@;*,@.,8H5'05J'-Y&#Y?M=@YZB7|,A= M&P7=3-X\$I<.! =B)L
H5Z>F|E8PYU0TI/2'U4.(N^ER@694)N|:(700W!ZM9=
M2P*M:X)B6_6Z|R|M\$FP9PX561"5M.)ZQMZGV^X^13WP@HN|.2^*KZB#X1W;
M!>;V#3,H|M,DEX2|\$"J_-|/4-Y4L:/|^O>A@|'"UZRO_%%JQ:GRBU!.CK-1\$@
MC|R,PU8ZREMH'6D=>'<'?UA'F)BHUV7B'WYYA;P;KU_\$-C;W M<+FL>L.|7Y|8:Z>|1W
'<9&OC420(7*"4Q0Y:EQUR?*E0Q6NVB""@6"F<<|L.A|J)L&-
K;4PLI7UZW0P:P|_\$<^|M7WO?@QY:%#C77G&ZFU19>HO3!V&
(U'UE/F:.\$GH?,6IXJ(XM9L>CWT>H=Z.#J9XU6+VAE0?'+ZG MXG#D?9,**XUFJL8?
U>|+SC"BY|)VQN94GA3_3'?GN^~)LOH!|L_7VMU=Z"M
M+J6?:3NOGJ5V0%+;VT3;VU9Z4TMS7+WA=K\$SOV/2H-^&V?NRJWV;>1)GVN3'
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M2A/%%JC:PK#=1"G!*E8L+B8N1|74N.'5&4K5NIQWXR2NJ|MYH:KW/(- MY&+W?
\$HT89:6C_-18&W>)+C;|EVX/&|3XAJZRZ!.O@2%W28;RSM3G._N7VH
MY#8#9VD^1_3_JL>HGC7T^\$/@S?(E9Z:YV<1_S0Q-:|M*RC+CAO"=EWG4(*1
M9X53GG""3MAQ6NOOTF!V6+|C9C9/!)@T,
|'YJO"<5OV4|B0*N>%4CSO*F3B,|+|'"J\$!@KJ9<
M:37O/N*&P8'TNM>T|;C2IO?|*SBZ@42RT6_.S%XL%:7JC;8F6B&)VVUGA<\$
M|NZKW2^52E7<5=2S:|/86VW;8 MD|FQ8:HLZX04.%;=%>
|?'|\$BFZX>N&1|*RCXDZ\$K+YT3R4+&|!W<@;J.@
MBIT@@G2AM4@\$Y!6!410\$(C&ZAJ;|C|>:|8@|556UVA1AUS4^9X*E7?W&4^/
M8&Y,X2?O3U|T"^R_E8A:A:NH|'X*FTDXAW&?/TX+6'4-*3.|(X'05|002=H=
M,A|X2AP+@V|Q#?9*Z)",""(FNL@'4;\$|8;V) R|7XYP9|MT#NUZ>R#V2|B-M
N7Z2KS+!UM4-4E^- \$2,1;N+J9;..)G9^4J@S#?%1558EB+W4?A^K^@4,?NQ#O:+
|:3N//UN,LF'B"+'ZNNJ ML9G9*3Z4,+)L(|TR&%6Q4>?6V/'1@&V9MW=P'H-DPA1^-FY
(3L4DB6>)%:A MZ0FJ_4GFZ@=T;H?*"X9Q|?(QI@N5|A)#PJ&CP*;*+M'>()H94|@>K@
1YSRZ M*TN*|@M4HX|/1|?=[RIMK/<:/@*9/P^NZ2-Y0^7*\$(- M5
|B.V<_7|1_U("825"%BZ'SG*|G7!_7I58\$(*D83_!BIX|I9W?,'T6)8|'Z M@F+RE&7?\$.*+"3B
3H"S=,G767FDTJAM|HA>8?>FC?@^RM+.UX0| M/NMZ^L.U1%5XEVI1XP0VE6%
O7KV1B\$NW*=)M3U3I^!(WH;,&?2H,I9XH(+KT
MJK&8_C#L@=L,Q6#YX"_,579C238(RU+JPN|,RZ":EM*F W3"HATL. M;RPVS\$#K2X)9+|

!0L;H47OYT-!'UPE/*6GYP@ MU7I2[YQ2Y/DP;4FI)M!- M4XZ77MDGE5?
PIMGG"4A7;=7VNG @N5@\$FIZ'T4JAVJ-(8A,'U0MK8/)LGY0P MHX IZU:B,>BX(K3*P
A,M1WA=F>T&%V&HH;Q4?H-,PZ)R 4"9=UMY!IHQ M].%I9 K4DP!]?IKH>^^;ITMO;
I^T+KHT:Y(N B184W9YGS@B,*!)L+4%T^<*. MN!FJ#[M<)Q1.\$I&!!U1-M\$!;
<=S8UND#Z)O=JCF9-#ADW.7T#H:."9CZDXZ?
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M_J#A9&PL O/HYUHXIRDH2\$.XP0MU^G4/1(U \$G(0QC# D9B+9"J'3V0C5E'-0VI1?
MIA"L&B64"\$@#!2\$4<I^F0L(\$PQ6|2 I^Q&/^G2^P+A)@V-Y"@5"8E">N/28<
MCC8JAU5&J-?|=19\$L+<&[E='8;4ALIL_YWLE|X,V(CIYCC5#L;L;)4,;FI\$ MP
P35EW'Z)7NO?|0^W2?V:56<|!|=+8\$#DH3S*6J.LH'(F"8 # U!;2+7TAC MH;|:9| |@C<-
R)TJ#[#>!&.S*,YE|FUP&J:(>*DB) KL\$"PC\$8-W#&9>.WM% M_-E|EO+<
U3>GN%R+%^?5XCZ@N;W)\,*#6#;<.4@7O;;R9WH|3"8Q|U",00'
MV'H"+68XY2V)6X5@4DB#'\$>_7JMWCA(:GU#))*R"@8SU.%06)0*,H;C^K MP-
:%P;@S9@-X'0^K^Y#CRUK%ZZ|C&.>T/AZ: !2,/6N %I1%6 M+FS@,U?
L3.|PX21NIO+UU^ UX%7,_DX1< /%#"= |L-5F%X,OY|,"POS2H=: M*N5%@
N=>H|")^&MOMV_'18X&!98!A:XH#@YOH5O)"6@"TEA*%2IVQ=#|_|!
MRU!C%WEXTD31!R4>(HT1'&MIY&;YI5D*"D!1'&%OPM(-.#)XNV>3PKY8K[*A
M*#B>&#:O>-X5G!#YEC_RC*2CG|Q?XS^+ (ZUF4|-ZMC\$>83SD!DD!-
N_2)Z*JHJD'1XJ9:DG|(#KZN)? MH-)?TR8ZVTSJ78|H|U>K48OZ#@0G(>#L6L|*;&8N3#V
^=9W|>E'RGR-M'>9?
=J#/NJ2WM,F/'U_R\$<9O.UMABN/W/AG5;VJJW|1^TQ| #M5:"WW5^KDY
M|Z=ACL;2|"MK=E M&NAG*|S+TM8V|H|Q)94_?8PI_S \$)#D+WW6R301:?:&./-
!M3'SBN|JCZZ3W MKVI?PHD2"COQ10AQ|K7MP|0=6+Y>M|N;L?7Q_N\$%|?
KHUIGAEMGE7K;K|!#C MA184YT&?Z9Y)!!UMULBS9(D?Y5GL-'<#O#?
FCDTK7+J|SM9E^X,=FW:'DX: M.|6;%CA;LEVLO@#+/^B*-
&B>S,B^HB)=FT6YNR71PR/H<;A+6*W/5&I\$4XLS MI*C?
YD'HZK!X6(!6=VR=J2K)RW;TAHSZOG&6>LZ5+*_D|8M|5B3M1
MDQLY'V&R3(KS9VG>N(9JVDMLVY:R4&C9#_!. M+W&W+-
^4MR06DGJ"J|*PMV1R*H*\$F0|G|YA#96/?3_6^DG_9PIO! M+!SRH'|<|CQ%L
AZ4NPI|.A)*18)=ET9O-&S>GI=3E+M;'Q<2
M^I@_"J%3E7!*>_5N(-4M!DC+>T=L5_*T3K1X;LD5|J4/J^R!,=S!"T1D.(I
MK&^@/MP"OB60-%TA@8MZ M.WMZG'/|33-YBQWNPH YF1(D#-
!6=VF>2/4OI%V*)4Y:MC#A!'@=-4M8DU(G
MAL:S#Y!7X\$W9UA&98+DYO2ZMT.+BH78GEI"7'"PL)3FW^ZJK\$^N#9X+L'((8V4|>VHV
M80W-,?L+LWNE<8>&0'/UF#WHC@M5B,L8;|OB.A%,%YFZ|366FEF/K%6S6H
BXG8HM.JFCQM_5?69T.VE;H9"HQ-9C=)' M8=FJK.&)+73U3/'CQ6V^VY-
+*,;Q;MH|'G\$9&4V3B=UR|2|HWN02SSF.C1\$= M\$:\$DS:ZYBS%NSIY4:?
6S9TPSANZH|K7|+-IK?#KA7,6-36|T5X/+-0?\$C2WG-M"P**UB|U@L;U"-
SLO_YVK\$>5\$LAO;.(U4/FZDO-8./?"2;WJ+*F+#;::@^?-P M8K?9GIUH>)K|
<3,="STMGJ_+K2^LVX1FH_4@/-F\$&F> 2^W@.K"KM#Z|J!W MAH|/_X0S|.4J\$6
!J>;A+%R0IV%7MGFY3,)S51C(9|&%PP&3S*.)I0"++3 M'Y|.*I527F:P|#7X|
f:VL1.-2S49;RFCV4(H\$)5+|RGBOA4:60M4UF"J-N)W M%E+Y-K,6&*Q/;-
)!*32N'/C^6R7SX4PCR)@YU>7;'-)UJ8HWH-|\$_ T=D&& MTX^J\$00;<-
/M*566)5%U)H',&Q|NUUZ4Y(/|_Y6H'<#LHD2'%\, #M|JGB\$GW=
>;|U3X+B%":DP&P'QWRG MVR|HJC^W7K6M"P4%UV J.<.PG M=1AB_GPK<"Z-
@>|H6MA_>ES(I1=4)=MMI5*UG&%N.OG*F"VH,#T;0|0\$R* M-
IPI#U=/XQ5:B>W?'J|&S:WYQOBUL9U|JMM,= T4%W'Y&W>SJ(4V_S!G|BS-M0!
<=68V8|UIXUHNQO,>+7M\$5-N 3SL#PI88JX(!S_='9A@|0,SW?|/5;81NB M#ARDL^2;?
"3|@|)J^UVOZ^A0PZ*P(|(#X|1J\$90DNZ: M@D?XJH?|&HN:|QD>2;|W3P?C|E_|:/?
X7NGHL"QB'#U"A(!1W/#!H SA: M!" |P*(*PM)\$0#9*F%@B/WZSJ|IK_F7?
<,YW(Y|K8G|P0U?W|JR75 M@;1.*!7-W2|64:KN)(/'>)/A0SH,#2@"JLRT8P/W|P39+|FRXJ
AQ>/P|SM M:V<6V<(".:L>9?S_Q4=Q^*7Q#ZV>C5(HS>@E8=GI_()7'PF)D6"*+P6H|)%
M2LQ,?/X|8L)/L?X8;HN@:V8&"Y L.:9&'LFL^4LAJA7Z_!V_6|SX6-=LE M JJS+
!V*CK#=@|"I:#T;ZT\,|>T"2<0/AB&S(:#JTJ:A2SH
MZWC_ESXVP2;O%B0UU(-46EF=*\$NL/J@|FN/AW|U.!FOZ(B=4;CK)IW-D=-|!
MFT17,)=R\$Z_>K^Y@8Q;J@59MZ*|A|C!@S2K2W&^(Q@VB4,X4|^4BX'+97M
MJ!4C/677"&-+X7R|G,91L'R(-(!8|\$3GO#)\$FEL00KY,+V=OY
M8U...\$%,\$7\$ZMS5?;.,NORRG7:/PVTP3M4YTE^G|-.R!(TFC3S.S3STFI

MQ)ZR\$J0X=DTS5C?5T;*XFZN1AM+#A_@I#5#L"6VF=HJ%UF.ID.I-0"0W\$#
MNJA!H*G.= \$ZC>K0*D&:C>&46 MRI@54037 2HP+8C<9;&WTL?*3^HGB@C
E:S!S0U_3GK M;1%>1%DXHB0;.+W#"^>=>_!2_&T=591E%?B<,N+8VKE7UTGJ:GS?
ML5C;V-NH-W@Y>H)5OS%I68+7RM+U,1JB-#E<6B 7!894=N62HZ3N_-U(4FNC M)J3#!
/!7HU#R@C2Y11^\$+X>2TO"TH,E.EO
M8JU7TBF,SS+V/I%Z8:*=X,QZITZNRNAP,+ =K&G8S608>MG/L,X>0IMCU!Y_E M-
Y<>+I9\$W 1W6'D8QKHT@8,)K 'A &)^T0AF3F'AE'4K2I(&=F"+P:6+,\$*O>-3FW)^7Z
MEQ1:\$"03IE-K:.-@D6/8Y8%@N4.LO)Q.#I:=V"L1L,(YZ=*I_S_KU5,XI&(Y1 MVB T"U*(D4-
2RG>E.;,XA6X*W__GGRPFOE34KB'Q4*I"3PL01YL_D(W&U6 M;=<^)SA#?^LWZP!#K"
<4UA.'06:Y1Y M888T86Y1 SD@ I9Q3;((+I_ V5?0\$R9#&<7TA:/? +T(R_@:M%<C90I6NIR)
M0*_C@0@8P32"W1;V*O%A-P37Z\$*,75G^VJ?%35I:0M0\$3?4)-I"*/FW=-13 M_5
73V+86+W &I!4R8E3_0N/%U!AH<\$
MHR9M5%YI;210PESLW2^FL:RU0=C4+B+@"/2/:Y4)+HN 0QKB(D 99/06C(2 M G7?
Y!'FRR.@*UK6!L*TJP6JDHS4CIZ=Q%XWM6GY25L)Z!E6 118\$* MOT3I-LCD_B+JHB1P0?
49^",L5*C HM_PIQI3;)3NPZ89U>_SCJ*5OU7-:>Q M80!!&9D9!*=@K!?
BL>4(B3\$;);6'IW':XY=CJN-'!^W2#110&SI'4+? #XG^
M#3109H<&BA%G%.IS/C_&B5HG40TE;UO1:>ZAD9LMWI"PPFP;=OOI\$*;,>S3(
M:2,*.B8"^L>BTRJHBPR%=QI/^S3+^VIL?#^T\$09RL>.H@VXE8)T<[.3AI=)C
MZ*U#.'_FE+/-J+I^@7UIPO>'W=R4U'/7T1(=[(&V"/6.44^EA"M?0A7%:P1 1,=
M707X7?1:I!\$C">6V:-1."2X8?V5V"/(4H+!SOP_MHT-D<'CGZ3;3G3UMINJA
MXLXI.W:FMIV"P8;I* @E-R/I9EM;LO:JA9?7#UHC0V^
M\$HO6?/0F_17BBRZ*,XWL4>9;T/<00V>;P;'&Q!"P.8VCO\EMV Y+V;.^%= M&EO#'"-.
ZV?ID\$1^IQVK-)B\(>YM7DN7+WYC@JU_8:=B32I"/R!-4E.3JK% MJ2E?8;
7V*/306(W*FS0'AY)A!0-**ZL*(K1#4PM2!N-I;_VET1X/=7I=6^MA\F(IT+UKZOUOM
B=I?N:I>E5#P9:INEK"H+ZQXHS7/U,>JHU73NPX2(@*B) M[2.L9+C;1BOA%.R(
T4W18=*#SW&)L+=14E!TG/PKH'I;IEA5P3TH+_M96IL\$#>^%NIK17=?R>\$'=U13
2K/3SZJ.9U?%G0^(I_FG*"RIZIF X^?#*=5F M!LYI'>9IJJL'NY03)\$-I,[4J L7O.17GY4#-
A06MTN(%):\$N<9FI7=X2!G!Y MJD%^5'T8%BOV!
(L/+!TBIKU_U;YDYDN66XLQU'NJ;ZN3WTM27+-@1.II.L.ZIU'K^;UE =R
M;QDHO#)L2R5=?J&:I* &0!6J31#K"7Y<@H&DE,'9-D0N.17UO_FBT%\$HVCL+
MAZZR17H>\$&MST+ZQ_L'"04%?JVR<[NAOT'=1%P;J^3D!'&VDVA1\,0
MBWH;\XV5A:W=9UX4*00YY/F"<3\$+MI@G(XI-RW\A^8PA5Q#XL?A(
(L7>FIA^UK;X%=%/WQPO;RH1Z0/TDYC?& M10)#*<*R<:B:YUDWV)7K?A-AK
1F/5\A5A=O,JH1'BW1@T17 M@!^+ #PR@)S7\+!MRO/ N3PB')\$)0)5?+ZC M*>T1C%Y8-
N1U.2'I B1G\$93 0)%R19'+KFI^%=S#V'MQD5B90^M.G#UK9+H*?
(=)+C(VGFG;>7,CFU89._^O2;1LB/<F4JU4TK%P4II\<I_
M.Y6!^'MEL%1>0=,QAVN#KZ50UO^X>G'OFC A_2SI<0VQI^MQWAJ'XJP?
6MSI^G6!IN?_L_1(U&*)LLJWZYU5+'@)!3N;C:ML2-.&#H-MWR.&33N M\$
+:FF7I4%JH%/6F#VRTQO*G)46 E\$DG%C6BKB><@IFYF_18LN':OK3I;.. MJ#H>FK:KA2.
<5?P27,#DC \Z\TP&X.4X(1K.PZ177A#-W0KIOAA"N(!C%IR MX)@'4Y,3#)JV0U4PIGDV0?
M./M.K14IVPH!AY!DU/IQ'H%M%X#>A" P1 M\$3"_YC/<)RSHI/WSL;\$#81JA(UR
N1H&/R8DJ! !E9;"^W!L>ZA??.MN?E
M9Y,JU^-0G7!TSBB^@^\$3W):SUX&_W61=.*9G^6E3*IH#YQ.A^!4X2K_H/>; M9#-+
(EJHQ7=\$_?X(DHO\KB2I+OI_?1>714G-2OCK:9,UDRX?X5KDR!G0?XL MYR_%ZKQ\$1W?
33Y:>YWI1OL#Q?GZ\ M:*NIX + O_ ^4?6_OI%B&#\$L7.K1D1>B MA6.=YMN1)\^L-
U<@S:~P^*DG1DQ>J09:>(/@W% M@'_91:BU^*Z!LP\I%_CY;+*M>C"WZPKXCX
OH6^2Z1.^WV%3 MG!Q/>_*(T DO4;_V4R7H_-15E,UPS8-EQ%AEV;ZNS2@1.-
(VF^R9#! /S%Z MZUY'TTM!7*U*_7+DO_#RPPM\$^1>5Y-9'_2;96?
0_WK8Z4+9TJW\AV=*Y5 MGF0&O\$;V14I*0?
\$'THOQ<:XKKKQDOR0,+90E280'TP11/25(4!R1B?HO4B%\CU=XWK492
MW.\$^3I#UTH*0H_GV84/9HK%RP"?'.JSO%_JIT*FE1R7'X: MN2!>X5*9A\TV
=Y(9!1MSI2Q9-Y)J*5F^YCIZHSHI? \$1%OSI;9N_"? QR5 MV*DW?
=_YE3;/%':R/GO\$\$/Z(W3Y:YHC8KSI3PI8F/4 JNX:L;-Y/SY><#'%
M+KAPLKOMX>1H!',NH!Y./>I_2WG.<1%2^?K!9M7-ZE&!'87-#D8ZL-
PS>A*^X3>H<8Q_#6?FKJD1775ECB< M1*B\$!JHVPH_:8?
OXE&4=_@ALIHU@QR7(=JAJA+*6,KB;--N%2@AH"J/HBM= M41Z0V/H7<.A7_IT-
2N;/N15E14G @Q@W/15?1CL-NE7NRM I'MMT3;TXOZ+ M8-# 3F'^*-STF7V>%RE2
H>3A_A^!NCW 7%(1&!GE:2XNKDI#C5>U&LQ!5*\$

M'WOSV&'5ZO7+#+@9,8):04)I;RGJJ2I'&O3Y;7P+6LVR;_@\$42^--H>#R
M:*4QS3<8<9?.UZ!0[X:)(94+;19|Q'1JB0!2\$|^"/P12XQ I^Y&M? !MAIS#
MV,KJ6:4E#|K)VFT7"W*Z,,3T3(EY(I5A(X2_R MXE)Z'8R!S37@LGV97D?8F\$[!_,0;+Q"5
2.93GQ<8&BFA"O=?33I(MRQ\$GL:X!'*@K(373>=7=?#?("1JAE_E8FICF_M7W|M^#">
MJ7;T@8'T)RQE81(A+37BRZ|_C#JTB|CR::LPRT'(-JL#QU_P9S617F.C#
MR%|,LJI#8Q*G|5?8,[1Q@|N9%#X7>PHL_|K.%JZ.KX&6&?I9TN=GN_K=TT^M@-
f/+X63+'F%" +A3,8"=WUB %:P(1-&O!A0: *,A!8|EESJQWR1DV\$8SX\$
MUU^S2POCNL08O(L=@-|/%ET"=P|/:G(:>RH^>4I'@1=":B/KW'-3;*<)*PSPCT
M\72R>8H M;?##QBF*@ CUY?*#^KM=A|YJZ V\$W1(<%MX2\$@*",T%/,|,V\$L>/Z.W-?
TRL MJ2=>"!F^*!|0+GOB!OKUPL@;NT8|D-M:HT|89.KD&6U0SJUD*,4P(:F4
MN"7T4DD7_|C.+V%=J^&BP0G+;^?|'A'C?FBYV\$LT|W#H&-#CW!VR(_KWTH
MJG1^Q!:_P #5OAO_KQ8XR&*)G*DI6=:N%YP=KG6V:M;P1|HW83M:(JF M3-
D040_&P_ZVA5LB+>L.|<_J%FV:DYI;^+N)*^L#5+"46F,+)L6%+_N|H|_ /MO4W>|^O=
9U!(14.YT|=6NQ(T^H9?:(
M!2; \$P!,C|W)DAH,G1QW6QMTHJ|_4\70,DZ|VTZ=G@^:VXK87-SW@9H.T>|4F
MNT^AGH^LV^?9%X47=?&7T;5;#0D%|OPYF5RZ1X&C0(N MG,8(L?7
5|WBM!0KPNF|1/2CJ3X+O@AH^T1Z#S/\$#,,=OC'XZ>4_V:VDD,T_.H22>.8R=&21.Z?.1|**|
&T"^AA MU1IP\$OOC|>=EZ+,N&82->*,F|F E*ZQ(CU\$)|\$8N#_JL.RJ|S7X0:HG7=K. MS-
\$3,&VU:':>-\$Y=, G%-!B\$,ZX(P%O|K7K8T.K1J|0'^>K,M?8C?O-EC^<+
MRIYCZB|%X4<|^1P+:/C#S*B.NN%?J|X-70LH%7T-"7)1%(>U!VKAEC CR #U! MKVK?
22(GX"%Y/BI^9/./T|D=3UL&10#-
*&TC2K!6%>DS3*XZ>@%R_7Q|Z(^9|(>QE4&G>&B2CF97UMA MY<8K:2Y9-
5|S\$|>|S!"Y3OU2AGO(I202|SUG% D_./05-.%W|,RS>5>.ZTBN M&|,-
'DIS2ZJ@CVLW3;RXN:3H@9!+4WZG3S>,,=<%W/.7EU<1J8MD;QT \$S0VY
MM^5K67X^ZX>U8K!|F3" ^#L/>.:RMKVT9^9|Y|S?|YD
JK_|+WVGNM>|WW=:UUKVMH! =S33I8PE()9LS.SC@>E(3Q4
M:I%:6.AJBS4MD,_O3;5LQHWVJ/%L&|!-Q>?A;7MQ!4QWZD;I;%CC'PZI!3
M5)S^0W35277;W&XKSVLZS<\$:7RT+4PZ=XO"E\$M"&WHGT@&_R56X:%1)U2IH
MXDVT,OWPBN(FO*E5WC&E*#7)9<.>?>59S2: MX3_MS2L|&NP7?
V/2IM8Q3^AW=:S(K;"GE9HA&./4F MWT^|(12<7|2BO)VH4!F%4)/J%=\$8^7A|DPC=L4H
R_,GJKN0<6<_FV\$6RUB|2|?C1_MM* @1!9|+;8LWEL'1:7R4\$ MFQF&|
GN&R|E1W&YQZE4)TODZ;HB1@:MME-MSMOE1(3J8=V*HZ2J.G@(%AP+
M9*TD&OJPM8&?4,A+G3\$G6@O4.NUZ|KL?/00W3!4BRF'(5NV(!90E-K|71M@ MH?
%:S_XW2|JR_OKJO4SOZ%|T4L8'@7=PGGETT. @AP(G Q90_P\$.RU,((|'= M-
84%UTDSMUG:"1)D3#7W392;C|3|N>C^<^<:&WM_%M^\$/U%3(|Q&K>==DF?EJ
MA<,B/_6J|O*(7>KQNE34Q)R\$ \$0*L6MYT6)J%#^\$*2,,)I8R9Q1K4.5^R+P5! M2-
R_@NSMK|=#4.Y"8XW@LC4.:@:X4^%W"&E|HDED5M)?M|^!OK+25;B4XR"M
MD0|A1W<-JD(T?H3 M@"ER(:?1_OTC'90H2"\$RM7|)-IT+9J6+>3.|
|,L#Z1^6DQK|);TP9WKEBOL M_T>%&YPHBNJ*T! #_+,BW#N6T<%*;@|,S1UOOE:7*))
|84_'\$1' M\$P+HY"!5#* @5_4|<30,,/\$W"^&|KB MP&LY+&+%%R1|G@/A|0NR(-
W1,6'8%,1LYR@'<8HC"2G#P#9?Y70>|J)\$=?Q| M"4G1H;:H;K_K<=
1,|+J04H,,M8ES)J#3#8M()A&J/A.MLU%W-
M9,O'3\$(67H|O)4GA4U!UE25UG_|9T'_OV8),I&X^PMM_|.13G@ZIS|9&
MHO8L84FS7W<<73996D_Z:43KI2!%(I5%063MLJM,%A| #42H.L133?-Q.4-
M.JLUL^AUG0IAASCSFOD-J'9"L(0B#"_.CEL_4|O #I\$K,&T?UE6(107S^^^M;@|?
UW,X%4|IRLN49945559J'ZFNZ8+;)|V.)CW6%ESHR<8)Z"!SH5=&3ZV5
MC/0TK2;J^|BAL0)22: ^8B>|+KT|))BMG6.Q3T\$M!'.%_**^|)%WCS6C_7)R MQ
F0# '&^6V!PVBK_1|JDR?G4HFOY+ #IK-BZR+| ZC&^!|;;O47QGO"/WUQS
M(2;NQ0S)WNL\$ _7" _6LZBGX\$:Q%90FQ?8W(B2PJG#U>2(J:@ZR-JJG>'IBQ^M:
(>9_6Y8"E\$670=LUK_\$;|BT?61VH5X,|@ M W?&;/8|X,-:U\$& P/2F+D8|N;-FXW-
|,O;,,*23?,M'ZX7TU/DL&%*|<7" M">IOL;PC./=S7=)+K_-F3G/JYO+T@-*.I9P562GN(5-
6)!PYB^B0@5_|.)| M!#%U+U#'#'\$5P,?'3*3:62ARD4|5T5,|^ -K|C-|*7M5_MVYG8-
Y)|'6QS63FK2%|G6A_V<0!O'7|Y+E++?E|N.1Y|_S>Q&ML|&J\$KC'
MKS6<<&_P@RUUW3'(YLTGHN=;&1/C>IT#:<5.LN2AH#UJ)<^E3VNDTAOUOJ6_MM4?
795N#*Q;\$6-!7):|J|C:/L\$X MPCED=B0.&Q_,4PLQ(T+B.>:|G:J"6L6<H!U0L(:1GQ| M:
D)3YC)+K6O9MHD2CK^0?|>:==/2PDB_3RV/=6Z+|>3SDGHQEW= =B%+&"Q
M)_5TLUAICC@F|"GE6QG12B*UU2FF?;QL|"8J%'3&? LP+D-%82,| #D
M6;RDRB^%CUNU_H53:VL!23JOLKCN3D(2G#FX>)|MG3_OC&PR:|+VQ|/^DX

M!&5*+CW1LHKP%"N!3O@8DNL)G"=XE"&!5! NO/ZQ0:|H%M;VPN1T9)?43F
M.:)O12YJC #-LC"7|MG:1R9-YZD#4W;&K.L!R7V+XU^C'L_7P_OV"&A
M^_YB7l)*)9HLJ:2=5LKI;8:J1@%NY*(==.4LHS4E\&!ZS|PJP^OW:/5+(DB
MFTCC%_T6|6PF!&<-QI^P:>O W;2&?CEL5|"U^ZK\$|)_LUPZ.7S;:PQ&?UNO/M
RMJTNJ"GK=#7._2G_.Q3C_|TS*/@L=.6S/^R<0"?L#PEX_ED-AN>1_N48|
MX;IYULK|/L*2VTC;5"C5UVRG;'.8M'Y|.9V|^X'5D|>R.>-O(82!3N8JT9WA
MPBB\$U.O&YEY=P9)*ZRAX,4UT^#?9X_+R(\$?"G3MT3V&N:'|LUJ74&X:
M'|O0UU\$V6^|AO4#/5H)X8H.U9SH..R(L|AD>'2^!B=G7|0E"%0+&M8SR@|
M6)/%U:@FOA>'?B-MF-#Q>#+0W|V;4A_Y? 4T/(FCB#H52|6F>!G89|+_H:/
MKMX;26IQ@NBV5"*#VGP^E/Y\$*&NVZI7#8#9LZE:P57DV)BZ3.=4QF?S3PJK.
M=W.SV6ROK:D37|28)W*M*|5T,B4_ R19\KNXD|1|L#/JL?BPPZ;R(ON/R
M+UN|8_6.|X>1= "V:59ZB=FN4W_DEU@35%M;|^O3KVVO?>9!%LEACS;=H8>|
MBQ.X=6\$-=7 %Y2@U<+YO\$R:O,&^|J3RB=\$ZW|8|*UK&"12ARD\$:/^J^3,*
MM):|B3.RNKVUQ22)Y:ESM_-'#@D LV5|.NUU%_U&JROWZ,W!=JVI#B&._B|^: MZ!L)(Y?
F'X)NOYBSQ>N*"=EW7*ST9R@'0A))^E1&YE2H|WO/BKBS"?Q1?D\$L
MVR,JSD^LJG2|\$5PIAV\$!*L|EYUON,3HPN.9K;>7\$J)S?0NS#@>OHU|/6%,W3);\$
MR&'OG(X*(BH8"X,8Z>'A|L|!'D!N,!/&)W9OO T|'9".<#4.3F:>PF;|0&L)X|*,@?
@2OU7QX|^K+N|Z|UR4Z(3U"P M%"NY2RFS=0\$N!T79;D.6|O7;0YJ>=U/Z67Y!E!" (EM?
^RHR(2/@6M-&Y|. M|BOON>:09?+E>OY1XU;RN-4QL3%A*;;+) MM:PGLFS-
@0(_%X9CNSZRQ%D_'PL'XH K|AYFOXF%2V!0KM68U8K;#1D)L#^ M,:Y&|
(;>6^!-9OQQMGs;/B1<)3.J*R;GJFS-4&7^H\$* "4TLY5L;.|LAZU+ M?(?
D/LZ,EL/6K#|X%4.9THSP\$ \$LIYBW,R6*M>2*@S9F!7G@(89WR*!!01/Y| M+P(?
O0*RE0:64L#6;JE^3D.^|T:0QOGWF&7LNV(9!./LZ7A!;1H\$DB_=!49
MIF&#W#41<-8Z6Z=NS%^|FJ<-!N)?.. M|4U.H?--TP^:J,|6-J-
X#6X/BEN0^WK*:8OMM#C5,|9FIBHM^4V@'_9S_ ^'5?W?%S=<=>=&AM)?
TMXJ/NK%);^7Z<\$ _S&Q=S\$DS=)E M.=|AY3DH\$-ME+.;J\$;KREYK6<|%"F:9J589 <ARS?
7A= 9W;U:.0=?DU,/%|AV=2)KF++%H7DX?Z_3K*ON<^0\VT2H(-F6
M#W7|A0CD&-1L,\$Y; &3_ WWQZV0V|/>7A&?
\$=.WLXYA7MXN^Y)H;|OK8P)N"55<@EKN+=0+HOO(86VHM|/HTA|H MCO>.ET4?
1VC_NI+ MF82HL,|R'|*=_M|>EW79UVY|T'Z,?Q|VY5Q-N^:3BTE!>VY #"1%H:NGN_RW
MA1=&AX#A?46+M|)+>W0Y'O.O)#8TF6%%/'!+;.-|FWZ|_8E7- M0@_9NZ-A\$PYY|
MF<7|^'-5NA%FSN._ L#5GB|S8@H'D50;_.78BKZL@MUSN MO2S*;0K)K G\$"%:|?
HH^T#Z3-|A4N7"2&" 3M*0(:. L/3G'B1"O7EW>R|Z4O#XKP(I-
9H(*HH|L,A6S#32L9\$E^4NT76*Q!!VN+_;B\$+TP_"2HWG37|A DW#Z4NA\$PA-
/'J%);X.6PU?TJY M:4!|OM!W#X'?
E+6\$|C^0VCL(A1.AL"=Z0"1Y#UF)|%+;:@(CE5%/6<:ZAT;XB MH7J
Y4V>|1)87Q/02X&")%76' !P.E-WR5|B;_ 157#G^CHP"D?*DZ3'LYB' M_TD>C?
|ML#W,MA,DH1352>'D3C=^^^&0KIUL8R|T*^XWV<'S#3|ST;|TJL*VF2^?
N\$LW)ZHL5SQ-2?^D!@!+0+K4H92L>P+W&_FV4/OS &_G8/,#E306 M6O)-
M'E+C8YKGT*S6;PW%|,F=K,F_3&TLLDT,SH38|0SKYB_B
M%VKB0N0,^96S=|BC,JIFYV@UC8\$|4("M?194VV-VU|6NFPZ%,@C;Y4.CW)/L
M.QL2*F\$IL9R_MN;0HL89Q:U&E-T7X%G-4LH(|.<,X>!6(7WZD;LD@MD V|4!
(L|48_/T_:6\$P)=,1:60|)+*.*@?S.|Y22(I@ M_(YF"7)ZB|OD)L#;Z7WR4Y-
#1|F|K>O|9RNPQ|+! MH" F&4E#7?M-(=^F(YHB2-"9>0M|)K@CZ\$_.!+8=X"*00
PY+'QP2'|)90\$M M521)??FN3=0?:KF)X0&M-YR>%0S3@M!ZJUTH,B@%?"&-
\$^@TZQY)O6"U/6|M|&3+;!NN++;-@T|ALXQ*EO? G4|=UFUA>D68"%|VZV&:9Y+JJ
'DBN8TZD+* MV?7(C?W2(V\$-9)69EO36; NVTSV400;E|H:9GQQV L41LD0Z0XB-
MT0L/MHW M_NP^Y8J\$|(_O^Z,=R35#|M+
'9|_4RK|TXATE^^,RW5A!)C,Q|FTNW7.N5=7
MA0LNU^|C^)#FL6B*+&@@SS6R3RLLSYMZD.Q05)-*4+ EGT>7L+W25256B0D
MF1Q&.RLCW1EE/|JT0Y8=Q1X=19Z_*%X0;AT8N4\$)BN5D)07B? TT|3X#Z=%W-6^1W
MVU&%B|K_6NQA+PK?Y1(4C_(V@!GY0/K7HYF#CD=_J@\$7|:X'|XBB%Q#@)D%
M.6R+=&-5:75W>B6UJ"ST=I='14>Q88>9 U @\$|_%R|G41-),'@T\$2!(K*\$@@ M2#0
^L+5B%#VFT(Q3;L|XZ|B;<6>?ISVUCH'=6/Z@9; M1QE!'0ZZ*<;|YB8TNI#!%JLN2V9?
1O;I5),4W7P;4K?%>\$/>G1H|Q*-AXC MO:V|V30FJCF.R1)AOT%-.)XNRAZB+RF7=+U-
E*VY#CTE";+X,C/_MA9%|\$F
B,.8O);K|L|YR5^WB.9N*Q7,GI2W&|NLWMMJ|"1:2BY)NZ;I MCQQS07 M.= \$'#
G'"#C;'05X^QFM@156FMP)(94# : (X<2/3*4|SX<"2&?M M#;@|UN1VQ

JDT0#QD)_C:V3R,6CF.*92E9=GF\4X-HK^DJ..:E:=H73(HS6-M2&V2Z[V*)L^X.)U*-"
DSIHC,%;OC\HLN:Q3ISW.|-3Q<+O,9K"U&R%V7Y-M5Z??8KW36-89(OI5\!)?
@+YP(3RL""4-K^YIJFT8;L.GM(AKBL VIA\IKD?FM MLCA9/-
;MEK#'=>IZ:'.2>CB21!3YGL8H!_DHVWF(<_@K;BR3Y1KR\IC6A?G6-M8:2KNFB.\0\5JX!=
JPZPL.%+X>IS/2>81\$[F"l<=O00(l"GDC\$@E6T7ONC ML1@-GU';2IB(%K+:Y+__=)2?QQ-
XA W0R,K!\^BA@^TVG;&U_E:REU*#8?<[24'%&<1+F>8\$*8@OR89X/_.*H8Z3^/E L"
<7_#6DD*V*1M*:.^\$N\ M/L.EPS#7NR SM@LN9-I*\$"VS/^0
X6'_(5M'XX.F.W(>_@AM4I0X=S">^65-M7'PI>NN+!%59C8;.2#1&>
D8R3J8J4Y))U:@UPCM?M2BTD7G5CJFM/5Y*\$>
ML"8K3(KJR"THK)"R_6%?'4#4\65BW8V?*PR\4L?_@S<"\3#;[YR=:Y&D'?W M?
+G<,&HJ3Y:HBH9%S/8O<)?I'*8*E6ML;(\$J'>^8O=^.%_OF'J_1\N\$GRT M\(?=-*\$Q?
K%GS=NV,TE\ E9&GP;Q%[CQ,3G)F.8HS,_5H9YU:(.0W\FO@MLF M30:
.#;D66X58Q#FN".2)N).KNS16_,@/6IVO*HHU=RT-O'D;2RK#H&F@40; M1NHJ?-9+?{3-
!^OQGU;V-T078QUEMC42W54>Y=U&)+.=5TJ3AOD5?D\$LX\8 M5ND<-
CWN6^2?/Q=)/*C:93&*%80'l_@/P+R%7P%Y!TXO/ZN%WT\ 83Z5_+?I M,3C\5\$;8)L_RZ?
X1VUWPBY"O*SLP^DB8UHJEL@G(\$A_L^@C\$42+O'W3 MFG,&<'1TV.G0QA+K429Y/(
977I=#DM!!(!+A(-*1J>F?CV\K+>O&->K;*5ZECY<^/_=*W&H&3/8\PY4C'R:TY?
8C/ZATG' M^+GX;%J^P;JHG M&B.=P._JA;#/5E!_+CK=IM-&O-O;8"B&/<,I &<%>&
M7%B*\$U6B2:#QD?9!'*H'-.:/C?-
D6>6Y;@:_J&UJMI"C*MNV8!U>_.3S0\@.0__+Z'K:@Q#%)LZ&OBE'R\^N/J'F
MOKFM)@#=#DZVU8"5&-_ \$C%&Q3L5X\)?
H5_ULVN.M_9'^W2KV^8&O//QFX&G/C_++?;/%?BY1\$@X.!E%)H" 9:*D^XRF'UJMI_
MYKES6U-)@5EMF/A"/G@X/M.)R?G".W+*|-R6)&.+TK4,N)L9?O%XK@L/+/_/
MY\JH_*B<^HSEYUG\;ZL&<=Y+6A==!0.>L/+->@2IW*Y..JY6JDE^9L90E60\ MZRK?
I6\$V6I%N%8WD>"<"@TQ,P3(/DTA""LJFWF2(QCM"YT;"@HM,Q.\\$DT2!8*-F*!#&L'I M=;
IL<#7\#4*>^G=-73K0"-VYA004SMXN-ZN7Y:WD8MZTFQJ"5+IB/!B.O\NG
M13?I+6W3W-X8V8'%F\HM%L8'IX,>M\YV4VR\%XKZ M6PH0FGAMKEY:_E0?)4I?
O7/MWT'+/I.*<=J"N)F36FB1 %U"H8%L7L^K"3FL MW)(2@=_JOPQ-2^)^0SG;J:8:G8F?
\$3\2JK ASE; >BI8 F9<#_+\$H\G:N2D6W^M:%
M6A\QRH_E'L\O8X\!;K\WABB/Y_+J"W*8JLR%&B\RW: M"3\$DR98\#"_204#?
BEZ+K2I^9#%+1E)C*/V\JZ_2G\7:??6 M.7;BG?
12AQ<(YI^7^AIX5PC74,&6A0^8)V#0,6:_.^:MHQ@Y3)<6-H>GF)V?P>N\ (L1\FDG6HJCF
MF>OY?;O\;O/F0<02GJ(Q4YAJ1+L#&E&_2 D9KIZ48*_ [H%0\$=HI;*OFM"!A^13!CP54+
M^XW%9^(ER% BHEPQ=,E W"SL\5\$(Q-L+&9E2A-N\$1XAO\AATZ26>>"MCGE\ M)5&-
%Q%V+0\5%&1J3.JPM>5(A-.%)D&>!\\$V6+_Q(XCK\^1A@-;6,@RCW MW'BGM-
'3"6+H%K=9\YLB6R 'P P2@.@)"%1=,&3U2D:.%T8LH'1F/@E>!W26 M,VZ\Z)8^Y0ZR!
<|9J;B9 \VG#&'E9#WC8-#MR@.?1.WN\W5&*C*,MG'(\&' M_:(E3R%7,@+;DCLIA?
4((=OK.!P:0 YQ0G(T0,54:E\$^?!W.UH:WO=A@ M:OLG\W1D,RC#V&Y>-
UU7_L&R&OHA:TN&Z5^@;?#+RY=^#5^,B.N^3YJO/ M>3\18)D3Y\$(PF)A)">2%-
IL\DN6/=7U"!V\;&4G%@P(B:0=#K * M&331100\$K%_X!0#UV5RZ;(5\FN16I%1D
+;DRV%(I*<_-N\3?^&IOFHZQ\CLATE+"E9.#5\&.)\29^T4\ QV6)U@36-
W8:5\T#Y;!\&SBZ? M'8:O\F6F+&6&.6GX\9QG^/"\LZH "\2-BJ<7%)
M5:IT5O,QC=@W^&WHCS6%VW"QXO:QY-E!P_3V2C&2V(H<>P"Y^5*XO-10W::
MH1N\>MW=8-,Z4Z@1 U_10F.AI3=U%D/_15B5Y<=*OS\V4@/+VSK\;29,L@TB
M"PS^LDW!5*Y.ACW>N"D'\$9ERF'NX:K2"7QBD!@1A".B.\$Y*T@#>>N*V#L-
MY#&PM;KC96E\$ _SG4G(")YM7'4#1H/"FG3FR@LT*RT1+[#'#'7AD^)^257H*"N,
M6\KHM@,F7=-M8SW'#!I.XY*'T,5N=1E*S,/TQ\$4ZV JMV!"_2WE#N_76!U)/7-
PM\ \$V0+^6BX(H:VY*6IEY\1>K,R)7:9/: IDM;UH%.JZ
M;OZ4R\ _=':#0H8KAPI^IMC"&4+)GH."H40T(C2^;XZ#;*H2SI7>*P8IV^H
MLPZU\D)1:BN,4Y=UI2,E)EKO\$*R"CXNGT6AOL+T\Q^!.W' \C?AE(4CM5U M
958O"4;N.93XD1(FJUEL\,N+N4(PUL^PJV\LIPI59FB2@2DR9X7W9NO\/# M\+'
M16,8GRE("3\$PQ-/0W_'6\ 3G7,CZKH6NJI-I(9S8UVM9)49/LKN+0/(V4<7 M'S@V"
(BR);S4ZZE_ H*|L"Y+"=KMXF\G'3J0&4*Q'8@2DJ^CD%*=P"?P+A MTD+?A=1X2LF?
_I_Y\!5@V^V0"U\H5+TQG+/-<2?-#U')5QTL\&4R M+F3TPND,KNO;*/R.(6
7SBUP,JN\$I_T\=AVUO5RQMFA>: =4UFM+62)3.2P M'^V#_SKS?
_PM@Z\HX\JVO4,QJR)FR:V\$SM5M&:UFS M\5%DM;J4Y?
G^GZU,1UPWT3Q5D%'PS87XIS?S9;'FHH#.9*:E\8YJ=/%GOG8O
M%LZ.),IAE*MVB")SJ1C9>2"JHGD*A9IU5F...*+7 MS!P#Y;"V^(X1<'E"NZ-JPIS@@Y_12

X1!Y*5BSHI=M87S^\$L0+S6EM<5B6 M:\$DPYSUI;DBV3-
6:B1|YB'SYUWL.8\$J%XT0B+6*>|E&%|!"^46;0./JG3'\$A\$4C MJ^_YP4
_TP+>&>WF6VFKN>E9LES'J*M;,RWO4"K|[\$86>W8; C.Z=J8+7P-7 MZ^M6UJ3- %6'S*G-
^ 7^!)/_Q1PD^=?0F/!@AR0+,Z=|JHU|?#G+4E\5A32 Z/0:-=WQ"=D<+" (3B;.:TE>%|T
MGN4W<5L,Y6WT(8U70/%Y+Z#4 Z':4:N/P8|D3BZJJ07;E==V>E98\$;SUY;|O M8RRV&
|Y7=G|JZ>HM*|JLYP\$@-Q(W-2/-^VD|F|/O0G9")?DG0KOM=A^V9N, M:.*\$-
A4Y_65|6*BB%_1|D&7S+/?Y6QC^D:@Q\$CR8KU@,K^J;ME8F4G,&|^%O?;
MB;DOM8HX&U,EPC'=-.)8D/'-^S6*;,57',XE|/|>XR2_B9XLX;M\$HU^ME>MRU
^EO*]=@^#QF_M4YI ME##*3JUN/?].#MNV-
R/:TF?"F%F#9,M|S-.5Z8.JZE|=D*V^!O&X4N-VN'(M6#E,BTZYL?0D|4&@Y#?
1"=-_0Z6MO#G?;9IQHO?F+U@D|OR,|_15G9)M,G>> M+O,Z/F\$C0\$|D,M89: M<1N|^9>-
"F)(-15!,W%#K=|PX*XOTHG/4<#0MGVB'<,M@>24BQE=E MONM2|
M'DU/'4J*/8EOC#'\$|:W9*(H XH\$GVK<@8J4!UGS'X|N|L51W>Z2Z'67=T M^'H-
|X90*%T)&|&BGD%^P3.D2U\73S->\$?;5H:|GRKIU*MU*_#>HFH|?<%6
MU65K9|_8S*#VR>M|J,?Y|_@Y|K)RGDD&+*2,4LH*QRP\$'R@3L4N>'--=6>_I MO_YQ/;=>
CRX,\$.4Q/D5=#E=XP M^U@LA!#+/?UO>X71%EXWRA_ =8G;/SV^MB&EL6+G?
+W#GVKHREC+|\$\$W|_XPOYGPL",_T4&VNX500@#UN_GXMU'&,-IK7P:2W""7|SV0?
@Q M1X0=T8#XG(K49"C-??=DP43E4IA+\$A5'_"QH*?64\$(- 4|O<>^5R6-Q|D:L< M=K6
)H>EE2V--@.(K68H|RH5V:UN7S=, _?3|YZUS'J8=??FRW3EY>^=;R:OW7
M@5SGKM^'L?|C'W+,_Z:*)|G_J3//C1HYK3XXVC%Q6YNHN;&;N?D+-M"'+/CG M"A1G-
T"89D12;YU*/=EA^>)5R*Z?.P*;;|@/1PAN.4(^&C|>|S(54L|)">\$YE' M3;^KKY189?
SG05CN&7|I%DMD2WJ/M;P0FUJW(?;-E=L^YV)SZARA7^#;MZ\6 MM|DL;L,J:4'|;?5:>
_HG*(L|B'Z>ZY<,X^V6@|+|D).L^4PKPP?:Q<_T* M_L_558W_X|XHD%!
MXMMSRVH\$63D&W8_7/VW),&*9_|C2?"/G.V>_JL;A85PPLM7NJZ?A+|Y(X>1 M?
@/&'@!_V.7ZL:NO_/_@&*6B:.*@P'1ATZD-|59>QHW'^L>6|%RO8,@CG?D(M-
M\$|;#EG:>5*8&XRW(8*Z'@Z\$ABE+|4'|L.K|_V07*|SM,3^3\$+KT|+(<|/+R#A MM3=|AU3,-
|@W(4Y46VP%U3%VOUU!EQTU;J,,A-;HR;9SD>@>#;S3X@.2HY MC&2TV5B'V19XC|?
7YC:/Z)'RY#JBUH122-9/,O*B_J"!6KZRS<.-ZS;-:"/O MNS_GW06H&@BKQ63M-
F5U1=8 H:0_\$|(H(\$+CK\$F4SPN?,C|E=XDU|(\<_UWI=-C=:&"-SR|ML.&MJ>S?
O|S@|6VLN-ZF.+LKJSRPJM3DUW?CFN92|K|S;U ZUO?
V70\$W_*TLC"!#;:VUAL|!***N19KJ_Z;"9/Z
M^_L*^(_4R1"YSVX1WJD2.0D^1VGT13\$_12(S?(RBR<|H3W0/ZO0*Z/F^%:'G7D/#-
J>OW:.*IXY|/W0|OQ6B15C*&B@PUN2! M9^0P7@#0@!>=|!-GW> M!EV":=2>JN67(|
<-8/_K6|5;C &3#G\$=&SUM6#YW;4LG>K9-REYNKPGJZH.
MV<|R|1|^J.N6O':IZ0U|'^5"!H#=#7QJFP:!'H@D<0S?-\$X%O6;K5+R+M;-M|*
<=ON+|J\$1ER6(282Y&MJZ:#A^6PD8F_E:??AE2%TY:!'X5G:E=8QWCY>4
M4MK0"V1#AAH|!\$&GL-&TRVT9W-+C8?78\$4M\$P^4NL"O#N|)H(B%Q/|N)D*'%
M,J#%|5|9(=,^#|1_.3B|G|_.0^>^LP?|63SGL9ZB|/RZK|4%8|A<*>0R
MH!8(WB9L0"OZVE?G/WIZ#N=^O.9!@YM>B|4;>5:3DZ3*@"@ST96SO"5.P@E'
MJ'24J;3ZGBGJ7F!7,C)K"3|.;9,&ONL|8OACJ;K5A"Y-U7OUW.\$FNZ=A^\$
MP&KHLCL=|9+K1E|M4/K/RO':WRLG|4.M3;44A0T_PROQ#|RY8|6M0;|NV80D
M30JG&JAT?:T&;#9-ZDANBVT,|P\$0N68!X3@0^M%(SL64*WM_(>1VD4YY:\$
M!7R(S|J.T|V:&6O1.56<|!OX%LK-|5J685P6'J|AQ%%"G'TYF61;1\$W\$;MQ
M&BE66+:S*|J@!|=XTT|>^VCXEY|*SY7BY+R9_Z|C)N=#_1"3J|T6S2W
M|!AWO'@(6.OB,Q%M28_1S;MM++-.'-X*OLDG2Q&|N-|?C M2YXLV"|J_>T_S
NA!)E7Z"4I-/R^Q8^=PZ%/|7!1JWC#':?|HVXVL-RZOKI
MK097*3D|5D&"YIKY'3O&@D+\$K6S%2(3RF_8 W;5RF\$2/=88|OHPWB1J/^".1
MBNI=|T"95C5F7D|3LFS8@EV>|R<|+A9##1Z2FB^Y)7(Z<|)"!#B@LI A<% "O
MQ\$-64FN@+7U;|BJ94A9GC=P+Z2:/J+P.= -W0+|JQ&JOG5GK2L+/'ZA@ =?;G
MC|Y2MAB4W63Y% (-GE|QM\$K=;#5FZFG-(JHBQ.|Y8Y2^"N|;)PWOD|\$|9*3
M7JF_<>/GXKTS?#;A;I&W6 O|LE@#S@(|X6<3/H/M6O
J|'1XT>5>=D)7MZ^|=W=#J'CAL*/&=ZO8_\$GW-?RWBDX=, MT!Q H#13*JFC!J.
(2LC|VLA0GDUUV:("=8>S1>YS'8S5F(61|K8CC_':UQ"A^
OI^ZBQL"WBD)MR6<>NWQM/:"CK 72|B|E M0B?^K5WS*+:KY4HBI=4N?
C%X9JU7.)N9 MLZO38P(-|X_ M9GY" 7-O=:B#?KNA^&51 MDA*>8:"G1&#RTN9S<6_7?
N-G_+'PRK%-9KNLL.=|DER_?9P_EZPKJ)
MPIMXXB""XA@G|K%C:;IQ93FJT:5S!'J**N);G:O%ZE'+TQ!2PX^SRF^_3&-E
MM%6^|KF|!\$CW5*.F'%@.LF3?%)OYZ19F#!0.VZG_!|6Q|U.EG-@ (7_'85H- M=Z\$(#?

B/#DPR!JJ=CU P\$!G45P\ER-N9[4P*;-2B)P6&8P\F1UH\A5E11-MI]5^\$/T;#EVGH\#
JP.8PE?6FA\X1('T8TRLDD#GR-&JA?TB.XUST+H4J=-MW U'+R8C?T(4&|>Y@7J
_H<8<2Q?5K9>C'X-851<M4!/M89^P@?*@VODN(0|<|#4
73&|Q5J1|L=WMBPSP((CR#B:+#*/LP+LI/09 MX,Y;=1K:UME>J&(\$))4_LGF_HQ=C-
(JX01"^F7\$5@+>13:3D*7I' MIWA(''+L1 *Pl-.N''G+)GXA|&V*Q>"*)X?
M!#OLF"MX9)'|F;)(Q^J*TMK@PKP;1*"L_Y+E MM_00,[T;|]"<&NGDO%|>G8G@!?
E254G|"->C791VCGP*98**NXC>XU%;\$MH8
M1/9L*58G3\$)^|NYS[4U/T9X0.GG'N!MC(;,I>"EF1?2.V)^2B'H MY
U,'K5C8CG|.%)DPH\$,|JUYG/VWKO&J\$?AJ;|?FL'%N-2[VG;|?7&&Y9@"9 M*#SI%H
B&3O:41'N_=^,0),GMW:+=0D'@/JZR*F)9H|=+F
ME|TY@#WU2|LZ/(W>Y%TDLKJ<,,73(*.# M:BNKWL2%9LIAYN|
M37S9"J|NI@4*#G8%)SABGQ,;|E|@E7:<>OH/ ARM\X MCK)="[5\$?^ ^BBBSG1,B-
I\$*1K43KD\VCLEGCCFF?>3)9|Z M#)|@1N=Q 6 53)=)H9^VHVFM#Z!_|3@?6G3_2@#>
>HZO?7W&M9P0EKF=>:OVZ-?SA="/E(ME27>N\$9RK&LJBHWGT|A+|+
|,;HSKG'CK?.)FE5|,."@(1^SP^3|TAZW1=E MV
SU9YS^<&&3+0K!;,S&*L;ANKMO/F"56\$)Q)GL?&=.#-7)J*;;=HU>0>&;|C\$"E M-6V
U1!8AP"&YHIT87N;AUD/+51Y*YH=*=%EJPU%A>R;UU|G?4F<)>W89MFS4 MD,;
<=%3|.L%O;0,W?X=;GSV^|8?_7Z(XA8F -V?|E,NOHK1A@H)5)+U++Z"?
M_/H*N'1DD@;YBSL9A..754OF9,6(G?"E>"B4RU2SVA>CA^0P FRIJB!BE!Z?
M)B.#FEIRF YJ7@A14/-D#Z#4L|&|<=7;5AF@&R;3SM<^D|.JRX(A3!KH@^S>
M;,>|%DJC=\$7O+8>M9/(U1.2P;.R""925|2@T|&UVK9\$_)2#8EQ36;>0H8=+3X M?
B^0YT!M5YP)41C+DAH C;2E57+8:"N+D*KWEW M<*H=+!JL;8LUYA X;92-
GN@*+VNVE(^?WGC+E;T0*.&2AXWE|EAAWQODMM|O
M&&V6=:7)W)H\$48# '&>0!8#@9W /!EE_367*8<|8<|KVN(|8*I;#V%G0ZQ'
MY_7DL.X#KEX)/"-1\$>@P41Z4@Y|@05/+2M|/O!4P#O6R_M1%_5;2))G!
|&8(X'Q|ZB*'GR,T3Y*1I42TF"V@Q))\$U^E1-*34A@JQ;)F05=A) MTT+.Y:LMU_-|2*7!3\$K)
("3ZJ":(?&?E&J1_|4HG0?307X8@2!8MEAWN6# M6RL^ZO.6)VFR|B#?Q |.F3>>5K"8?
VXJAKYI+7)94O+S|G_3LKD)%P?X^QUC>=6U8|GVX"FKIZ2C5%1SV'-NQ7NV"|N-J-
8MXDW>L,&X MAH YK|WM&Z8/F5G.D+X@%>_5_|+0@JJ+^_M:F-SL+|?
UZ..H7>Y'5;3;.C MH&S0KE=_8?HK^\$60-6_SZ2!LE9T|=MILLT7/S^MH@A?
7^|A=,H63RLR&|2< MB^>0J|6_Y/9<.+71M3EU!5?
8F*|D@3@3XL,2A;:UZ#UQA\$7T!0.U#,.4=|G'FN'E_6<|N8711NA-\$TL6OLK,W.6EG/:&LCJ
M:773&>,QOJ>|;#R"O(=8||CHF!QVSQW|Q,A5).5O9K6)H2'U%@@%01GOY7=D(
M)1%BJG6VP,+ \$W4+_RD)M,T+(NLYA6^@MZZ+S>VQ;+740)W>TG>46U@.KT*|J
MEO*H*L5Q9PDV*JSRDV166Z3%'YI\$95GT@IA%%6WF"l;Z!'W?WBUY)%22;O\$/
M%PN0?;<)N2(0)5\$B!%#_DLOW1EL1"NOU?_R!5^>=>|26Z*|8F?^MNB/NVG/)M>-
Q%LT=LM84DOH:G?H 'N&R|%I%-<0SB;FT\$OH+ :P!);W|ML97*>W(06YB-
S08=U#WAY6D6?1%H\ANH45 MSU_&@#A.%MVYRA.H7&'?:59JDD;|!2%C9IP
_J)FIBCHQ@TYT3H!|=./O&OHV)KWRJ M-V2
B1E^DI5;L"Q,L;%6LV1R'D\A9OWMI(H|2WX!_>V@521NS(Y;LJ5&SD) M8'
N.R!;:XZ6^6(")^K9,#&@JS:7NT&K|2_?\$?1<0"K8#D5+^#WM_ ^8 MX2RX^ ^4&_?
O|H+I49/_GYA62O5QWQCX3,XB!NCC6RZF5F/BEI^!D^<&.|MK\$H0%91?7!H.
l)^1F,B\$2&0=P?0"K30?8#/U%YD -* 2**Q)88XMX@_7F/TA M3_LN^#,4F|>D=
(+;M5|NE+<:>|^I5TN4M0>JCDD@:T(O8"DM\$AV.9'&6LIJJ MX^,H)-7:.#1.5?&YS?
*ZLT|HKFW_I=H)SWTF;3,|@Q2A M)N1P?WRAN(|7\$A,|&,-Q|V"W(L=P"U.7(M8Y!Q
MI"11710Z3+_+N,C3RZP^_5SHK="GIOT'?/PW|68Z=|D>LD|NCRL4O2>"*R'/
MMHX.&KA>O|GXJCK|JO;IW1%*;;OF\YRV(9+A;,-)26*T<|LT0:'#&JT!O
M/@|[%8I@^4M1*(#?MVI;5DVG5-82_IM_|N?Z_?2FK4|XZV MI(:!7NU'R*(?)O16;?
4XNS@9^5|_W&HK(<1M\$?=_35X20|+YP_E'RUOK=.JN MR|'N_-"WJ?
3\$EOL|V9T5'V_|3#STWK3M|.=%M7_|_S/4A-^*/^P>&&CC|PO M+\$3336B7K*M(N.
(%V,0/.DZH6,0^_->0|HFZ^AT|W;L^69N_Fm^=^/<7T: M6?=\$YQ|;NCV??
C*Y^#^#W>7Z^_PAZ9?S|9^?>_SOS|ZJ?Q?=6'. 'DM_\$_BH M*#-|_N?GH(-
\$XU:=7!H/;+R|CDVM^NZG|6CKKR_|H_2O7GS(?M-Z8&#)|@Q7U MOP&6\$;_8|H3?
G|Z^_!BIBW_@_W2F7|?#Y<3EIM<#K2H'C=,"YY5^Z1JS;EO MY8++;T|^FZ+_H|^&
<62E;/_YG)#3H4=FVD3E|H|UOYOQ_ME<|36>9='OJ MFWRL)MJWM+S?
WZ;_>|'U6JUV96P\$+GVK+_YT,"DQOH:-7Y%<&/?^J\$S8_%M"0%?M MLE'^#=#+<^!VDZ.-
+H")H.Z|G+\$X8_%OM_A3|E?/2W|X-|=<;J_QWJ5',K_9 M|U/|T?K7B|(<=NW|D M>|J'N4=
l.&N7_6077>|J^F3N0903ZJF(|5U%&+;@R&V4X/K_-P%02P,\$% M @JS)-6H5C^0LWV \$

S2" |!F;W)MW|O? MY\F,B 9\$+&#I3AUZIZ=D-&&X^=C M9>4T-)=I::|
<9;S:9(V5M8VMW<9-6|=M=W'=X;9SW_X#!|T.'?;V/W'R5\$!@
M4#XA8B+D>1+E^,NOB5O MW|VOJV|H;&K^T/*QJ|NGMZ|_8'''(S>%^_?9|;/S'!.7|-P!?
P'^O?C'+C% MXK^9_K=V*6-VB4M*2DA*_|%+3#SRSP7*DE+++9;H;-XK?>RT?
UCV'S,L|G_)LO|FV|IMUQ"@("&&!4|" M&2_*+KZR77@_ZS_L_Z'2P00N(L!
(J"H||I%|_"MW|H(4K;<|5%7M4)9!|=|D M"8/GR%OC|X:!=E|&C%2>?
I(4:YCXEK!%>;I:XK="JJNAY UE4AH!(H'7|&WA M R),D58ZA %,1N|F;&4@%R*S>M\$-
QXA86:L;|H-(H*H/J|M(0A:O%OH&A&P MKNE1=\$1PMT^K;L'M8I<)UOK?|OO+
(B!6&JPE4 T02=B\$RU#U\$!P>A1|TT>0J MQ3B/J#_-
A_WYCXL3)@_SI!,NC.P|\"ZUJYUSXF+?;|?YWH;6L#=#)/=N;9+6? MIP*\$G"/E"R"/|>(C8;
00:Y>|!"R!P%HI Z0/"HM|&"M00^-+-'R0VBH#;,>3VS MI2Z'4L|ZA1;)@&MD NOA88-
F@<|%(V7!6H/W%*|I2A3|6|VU8%0X,#H9|D MM !AQR5?RUV|I|@>L5=HA)
I:1MR+UDO+O8_5+)=0^;W.+TDUP?D|,B+OMHK5C MY-VYVY')V_X%HJ6?
AOJJA<"N8A+V\$RX20=-DZ<3A1L0Y;U,H+I.(H73(, MF_PVP2!'?F;8E)_1'UJ2IA)HP_-
*B|.7&QN>-!FZIEJ8FOJ'6R38?/RMM-Q ME6O?TA;&4-G)%Y/ZIL(\$Q@E0E9RQO|K?
83N=VHZ7F|<+|>GYN;*BI|3G=Z5Q M7ONZZ?F>%|U'?-
T<4JS2*^|H MJOMMA+C+W|G=OWJ%|'A=WJ|=775#1-TY^P;
M8@;7U(<>&HF+M:AIHHS1B;NS1\$#|H Q8L,F|I>X5E#IL%%!%0NPD|)@(&C?F5
M/0S_1P3^(VBF.26JB:ER@92@KPWG%V"15"P1;O#J>J*OW1^AJ\$#4Z_\$D!CXE M*?=-
#Q2^J4ZRJ;D6WVW-JFAP*ZJ;?|4!_|@)G'NUD\$;@B3MI@K,3.:B>CPB0RA\$! M>8F5V;
|7E*\$*\$4 |(-NP_W|,VFBP E+,RQG2*@JW|4000TR,"^ MF'G/T^"
(,\$0C#;VGSQM##5SK9M#H_6)"G3_2J4,\$Q.O|0PCL,Q'95(I*NXH M=QQY5@0L-
61'B@\"GYSA\$! ?NU2VX JJ3/^XX3'B+6L/|@G&MV*) MR+TK-
Z/.2SNHWEB*&^=>7D03D=6CU8S'(D_./:^)RO| # W;MB"Z!^PF_ ^J, M9Z\$;7BA?;?01
>5)?TYJT=@L6?T51^"+52LX|C\$H MV_"K*E MT|?!L;#?
W%'NBX6Z/HJ1VEH|H#2>?;6%W|YTUR#J|-%_P!C95(%9O(3X9|?B M)C?^*T(=(A07
7631@|O_0K,*,_KW1>'AE)*)Q4P6'Z#IR;XB&D5,XJ,J5 M0VQZ)7E9|I!#WID|5 M?Q?05
:T4P3_ZTR5,-|J?%J+5XA7-9FT5_9OL\$K LK|P%S8Z)*>-YW>RY_M">S7K-
^*B7QU8E'AQMR;-PX|H|EP|HL+3'N,B8A+1"X>6AY @&KQ|C5V M8V0)
|K|I|>|6NEL8IW"M|U>N:-1VXXX|4SD<4"\$9!X\$/-TH CX<6Q& M'^1(4LQ\$P%CO?
Y|X_TNY|Q%DDV#O)M^#ZE'OLV|I'0|@?2;|?1|IB6+ &AW M.|P.5|=^502H5AO;(KJJW*)
(5+V|?D8+_CH^QE|&!^6N>DXQ9(^X^D9;F*ZN M7A|&\$SXZ6Y5IOK
=&S_K;|+R^K4)!8CW6.F-/W-SI4|I(P%GEKMQ!^833PE MGR!V+OV@Z>P,*NO+2VX6
26VB&HAWQ+^P?/Q U40_-B9@_#+-U&M^|^5EY5E
M'.8IE>7WV>G";F+)3,%K^^^K_DPC6\$P78#:@,M0Q".)R9Z*^_
A/W@/N")D!G_EZZEMI,@#_:M39%B"AFS71MGANB'X2K(E'^V9RX%9#?
7"7%LORO0QW5A#5FZ/2|+_R906='O,W_Y>W?QW9T%_%G+&|BI<./|SGFSPTNY/
MF/*L;SCGO>T|Q;-5X0_1V1.C8G>QPEP3_7>K>MJ%6!"05')%X|I, M7*&|7!(M%;6
J!X*0&4% BV%6|1!.MON@YVADU+7DLUZN,=3(34@ZQWCUS4|
MO#I1\$FQ:B^QDW=PA I(N'%&1E4S;LV!|>@8K6_2;|>%*7|1<&H0>B-"|@CU
M8PAKL*3(EI-&-.FH3\$V4?,81@B4?5&>';UZ|>)|J"0"RJ*&/5QW83)4>G=/K MW4@?
XE8EKS NFIE;9J9T/^JH|Z3A_GN<18VX\$VLJ9.V/2'R@V K.(OY=E\$C!
M86J|TT98G+&4\$ \$0;9-.*L)I4\$4-4PHY\$%A&*BFO"TO2O@G-Q%8>>^I+|@FR
M82B9KZ/LU>-G|%;5|Z_H.TU9F?|C;4XEQG2D9=K&;U!H(Z\$P,D|4LS'EU%
M|8,RXBG2/!M0F;(9RKB!F+ "BSRPTH&H=|W1Q|DR#ON+;DB|KPIY8|KYRET|N
MI7E#F=C#1TJ;/T88ME"UT5;L-BV!*P44%CLE1\$.CSCW(V?7OGQ1
MN5=RNZJ+|K>JVZ7%;S:6)_7N/S8@T4%Q%6Q%S#N='&_|P*#HY6WL#0A_-&-M-
&4K4YFI>Z%;E1M95:YN7:7Y/=;|#Z;N;=^L| #M|K|OCHL#C2YAA|EYE_JG|
MZ0R!)TSG1|,I CR%_#6.Q5G9XX;AN:L84&N#DQVOR_K|U8180=TJIASM3?T
M16ZOE;E/T1:.*@NK#ZRWO7TJQI9N^FI51RC;L+0|00'@6X(LC2_I-I|A_6@ MD*9
UFG>A+N&V%_*|?.(Y-"UX SO#FM'7%/Q1 @E66H,<|YK,X,\$&4W?;|I+WQTYGRX2I7-
H@#3I9EF\$)7J|V9^5.J E>T MWP;5A"^QF);M&.5:VD5QY6_#GZ%O)0*N.IEE;..M #1
SGM7|A*2B MK6QS|1_ZOL-NH0\$%0XU%3Q_G#TY\$VI3A |G(UFIA5S?*|9_/&4OMRVJ?
JCO M&6=\$>C//HP*.JE_0UROM7FH2|KQ;5A8I&OCW_<*^<_F2|SWO_PE)7BY0NG?
I379O3OP_/D\$^_)M|B*
<9*507;*/MA'E3!B6PR5X1;V;0XRC(14&K<2\$K,TN|'5SI^6C2/1Y61 M-7UXH?
%U+LA1ZV&S97)&3X|1J*U7\$.KR|M,)#PJN?<|5;UO;_XT_8*W4
M\$S5&=D+MM3@.).)R=\$:O##6MF#;=QC:=NL6;44WP:+"EX'JZ>&9.YO?TZ)5K@

M07;+ ! "LW9|PTV&#KL:H+M03*7^L@/SN:U= _P|I#3SZCG0(99#5\!0ICX1MQ M@_5U?
+PBL0T MIOMK\ PBU>V'@R8(KM@IT.YN_91HC*DP.X:I#)\$3CC,56KZ0X0,S4:APZC-<\$
M@XERB.VK3H?MN-H4'?9"TTR"-JD^3(^BU|D\OM^G4SV_B\UK3.DM>Z24E?FE M7#
|TF%|Z\$2E@<8&_7?C,(8S7W\$PJ::ZA7:0&0^@57AA_ _SN*<62A|OFL\A M-FS:G(E+==
+X#(2J79=5L,52:4>|HZT^H7G#D1VT,L'5_OKH#|9Z9:/F% MG O&F5>3.8!V,\$OH
<2D30E)+RCVPC14GF(!3W,>N;+ZQ0C&Y@J#B";H;^9 MX|FOPV:B;L@ C3:
(_7&\$E|0'(TZRK(R%N-/STQ#7F2%S+.'#3E^_9C K8(M"ZDV9*SU80%>A?
5QM4H"EZ\$^0-|Y>=%<%M|G"IG'KZU49N.5
AM0EVG#E'GY=|7M.ENUUK693|7R(NL8I>;3<8(JB#TOL9Y+IUR\$|2:
MFU|O@6M8/%/%Q|G"">Q'M*1T07B35|_>5KV?2=%.%2%K;2WG1_16H<|*7^ MFBV-
@:.*21\$2MG_T+<0HP3<1!PF-D?BEI6&#.6RP;F;(M?'|H_+\$.#_G_6!0 M:7Z:1.PO#4M,)
|_9+Y#4=ZR&HY6*+ST?MWGB&U|G>|9UR?/,4/9=U?F*NDS^ M?4X|+E!_3:<9=?
)G+.|"W'+/5)&'_GRJ8'7|HPFKLOU=WGK|_&+TD&V-, MTPZU\$<95VU";0<@#-
^S/W|U)-80#N!>3!0<.X>40^Q,0AA82*GU.|@3|_%_U% MB"/W;./4,R-5J-LHC4X&?
0X;&>/&QR+R@|*)'>-K6|LVRM4HJR#** 2JD

2M|@ (3E^J|&M0Y"@1FX_A("A\$\$,H@>&(7\$RZQ|;&KZ\$@Y\NTX(S| M@=S M^J31F@SRF

%|M\$+F@,_DQ.U3"HR.^ ^9|LGOLM0"7|/5F+R%OLG|J@'P%HE\$?|-
&0_MI@NLB0GXQ5,)C .! MP)/KJ_+K:>O:_VI"FWV|2TL\$YP^[6C/3UW<|D) ?GT_8;G1"
M#GD|X6J8|\$8:N_U*|0Z\$D3U&B3FB:BJ0KD\$U.AR6/WG0'D|3,3-72F=760|O MZ\$;
|S^GUOB>>7Q=JJ/KQ5=,;C^|V>PZE"RWV6ZHKN)^U*3A5^_O|(1.C)9(2 M#^_I^|
|8^D!@!LQO\$@GL,;%,9:0@%&|V..134X8|>(ZZ)Z"LJFV_0G<\$:
M%ZL5/B:P_CKB3|U:3LJS5|X1)|G M*;I'G1JZOCER75-&^+?=KUZV=|)A
SRB5LP/%683CF-I)<|H/\$?I'\$6IM,?
M(XKO^ZEK8%OO/@2H_LYPPA*6<8Q9_GS_,@5ZFMWK9G0 Q^'#6Y@|RZ%=/B!
ML#I\$:-!.H+T(H8,WE7/0 M)<#82#6.Y-JT_IH=6^W;|ILPID|!!!.(J? L>G1G>QU|E=?
@|),BX V8B%H'4@T@UV;:-21I4PN|!|E: +|YV,P2418@*H@
M*X1T1!..Y5="5>TORU|!FC&HZ2_R_#0WK2K3O;"F&H9BBF62*?I,G |OYP7V8 ! M|
T*U03BF|9/|4FY*;M-3.C#JN!"RG@@J>(V(9U.E^SE^_YSF|=,;F_<=GO./\$EFD%| ^_LN
|C:_|)%M.:B&"\$!TB2+)0AS MPP<.,^?"PR+@|V?&A?
%L7%T|C&\$CZ!Q|J)6/J|B+">=BZEE0^D87(Z)4TY/ M%RP#:RW0=#;"CCP2OEH
>H|H,1-?90@0L(V\$| M-J\$|I\$?"2DTL|T'FQ\$?)|N|.JSGMW&2L3D<)|J*[M8(LQ
&R_JKXM7L&#B:D MQ+|QEAQ#U;./WE)W%=R64XX|"2&(-?>./;/6!;6#RFLCS
O8|Z@\$)0&R?>2,=MHL7.R"|@;4#EHJ; M-#|V'CA_Z.MM8OT*-^/TK/ST-NKD7F?
|57|.!J)KHQ^DR3?%\$NIHSF?TQ\$|&
MB0AHRKWT5>Y9|2EBPIJ3T=>N:7LTK%DS)B>U@ZE!8'\$TI"/_|%;)HHT&-S%L
ME)/EVCXC#3|X5UW6_@O|/H@S+J|&G'^%%X#9T@Z6I?7 M&^'|@UNU%.K'&-2?9E)-
_Z2)Y%>T"0_M.G|NQA|O!-F-,+0("K.Q+L|>6#\$\$ MV5I0O!V@*C;B;#=>=>="ZG#V-
:U=XQ>'UG1*MA#";ZY%GI%/K5'!"@|./WJ M+4XM#J>C^*%F=A^|L1VVNP7L_T=,/A0^7/-
'36%AP_%H |BM|WL)G:' +!R| M_O|!>OU|D\N|/Z?;4:W@2NX8;"=<3--
GKH"EFZ@O<"IEF?:=R DR+GU/00 MVTAJ2D/T
ML+8@I2>|908>)PP9H|(03:4T"C<23KL|R
M>|LWA^6X'WQYN'9AT1F:3YF>+_WVDN\$0J5)W.G1;QIJ69=)S&'J0_
P;BQ3GID?/W0V=>OI^)/S//5!@L2LA>U"@IXR>@ MG6; E92V+-KYYN^"U<;J"W=!?
LG%|/HEWR<3 MU|O>*0*//F>_CMGAJ.1\$^G1NNI^N!BRN?
A(C|U|Q%9W/NP7M_\$8^E_XZXZ+. MF6_XQIGN6S6%5E>72.HG0C| ^"
_ED\$&\$"R+!J_BE4#'_*I2!J!"8WQ.?3Y 4 M48+W\$-F<;Y-S|FA
=Z4BS|_>1N.BGTY/A%81R|_)%<\$X+9 /E^8'V^YO0B, MM+G5,G;D<*/Y% '15A:
(T84A" F5OH(3,+V4VH*#^1G|;^T A6#WX^4E"W<MLA!C2.Y0Y;!9;_ \$^80\$9&1;^?
OIM@ZQTNTE71(Y:5).>@-#%||OKA|?B(A MK'W0F\$.?
NL4)4VYE56ER/E&U4V<;RZIU.Q%BY./R!(<#3|AE0Q/=N_HX4<;O MW|H.O-
I=,9LT/6WV/=!H5RC!DDSDZ_R9;V1|'H'><416,_>9R0Z&+ +UI-V@ MY@0*X:1
!_W|M'5|HY6|CN^&G;|+@RX|7IY,?%7J3E:??O07SFH%@Z5|P;' MUJ(&^LW|C<(' +?H-
*0;BK@6 -H%|JCS%W+P7D"5,) >(\$96'Z! Z,, X3 MB.B+817QOE,>)QN() ?0^9GRF?
2VG2FFAGJ\$|C|0.=E636<+&/=V+0H0S# MRBOS1|L ^<3ZJT<
M9.656TDIBF2LOVC|QH24=U;Z/H=IJ%P0S|_E|C%65O:@Q M=#?
U=L;ET/FD:;)2_OUGAZV\#MJ^VAZNM4|F8)/P/LBZ|Y9I3B5"|NR9*| M\$;SUF|J=3+%

<|%CGW?OA=|AUD5;9CPK M*JK>|9I+ #YN| - #MU::<,
(+&@/V0=HZ9@|VL)R7AFPOF#V^X5|H4O=KOK7I#0 M*,|?R\$ 7|5S2'2;T
80|F8ON+EA00!8NL - /4F#3Q!@DS#ARAQLC9L%#XD
M_8&5J%|MZ!5!\$3C>#F7P4O@S&/4^K<'UOH3L7ZW3@3DEH2(#B14(S|O&8U
MUB"W8FET3P1T>5MCKMY*&ZP7 7?5Q!+:|JPB5C(4.\$.:!M^W^4^#|*_+^J!)V3
MC.*TA5?J,:H9X8,X0P|,6MI56|EB, H'Q4#&Z,SADNR=C*HB=73K9M|.N9 M#EUN^64-
FU|71MP|IE>| ^YNA!BQLGYE7N7M1J\$X6+|< Q/NX(HUVB(7=X^
MA0WNC|>_5D8+)*E,DBJ"PZAK@@A8"K(*%A.3*F6Y3*5)?54>+9\$N OS#!AN&
M0JHU^^<6NDH?R,=8W?N%CAP+C|1-4TDS.WB='/LQ_IHT2QK1\$OS!HCWH,HHC
MCX&H17)>WGW^PVD M7)_#1,Q@?.,|\$/:._?OA@^>+%/|AF0Z1SJ+&GE'SO@L"
M/?/M|P|>P;6.0#2Q%%?|0J0>^0=4ZW44EDU%/RV(NV11MI&^-|1TQ1)7T|YSTU;
MWNUI_ |76WN*ERQ"&R<|=DD=U(=D/T|V-JMUKO|8FQL09I1J&^MLH!(>:QSC
MNCM0/-BDXM| |#-|C45"0M:*=|,R8|M%(AWG#E)A%,|+ Q|.:OR@1:I(KWAF M5Z/P(O?
AT1M+5XL?:15U^Z8MJRY7&MO=O-GNZ:H@/P?>W|G/H3(@W|.:!
MIS/_|DT)9Z4G#_||=7A|YXW4 M|?O%W<8,E!Z=%5NIMD_O^DOG=@-_NXESM&PC#
<<|JD,Q^W::F/5"!|PN', MFF^R1_@K=W_YY:*T/J@Q:9G^NP|,|4.R(RQ3\$%>|_
LMXS.WWGP@ M#|2^"H\$1'FZ:B77';|)|D)6+A_0!UWY\$CS-*)3&,??!*?
DCMN|HR%+CX^ M^8*F"%_O,KEPT|K*)GK/Q *8|_X_G:(O-6A0046JY9|_*
(W(@*V,A"524RWK)4BX)LB>\$|V83/7X0;KHA&X M,QH U^0XBX"XBHWWFW#1X9=-
H;/F=9|.QX>T|T^P34O)O+>PD^9M:5"OASBAT:HOY|S6M3+X7|=U'HH|VX=WJ&RZQ?
Q%V)D;>L0J M:BS@0/3"%Q7H<1VC|M?+:0?7F")90)(-#98&JF|J"4/I4AL*0HO1?>=JU|
M*LPC!:(8-M?-!X=U*DP*\$V%VJY|7N2WY).9+<6!3QO"TX;|G5V/\$.O&NCT,_
MA6&G7K|Y_9M9M?BCN/:D1_1TJC2E!*,@E%*R,:ZN|H?UJ"F3/OR%| M:-TF080?
07W,9HQ;JU#PD=GD=F)T2_UJ#6DV_\$4Q94VFJ<+A#9NVG:|!\$ZPQ
M!WW/R9VXV'_9NN|A=X/9-6ELQ/YM,N(""%|DI%) _ON=\$2#G"\$|E@+9|_|+7NLR+
|_X5MVA MT34^|?YT9%B|MWMHN%K?|7U7)1_|J2|=KTOJ79,
MOTUOR/@R@(|2@M7_*A#\$>B47&%V05-S"0QSE_&S%&O@B0AYNW|Q|&K?K'T1D*
(M&|.NE4:47J-H6)-X7(H\$M@F?+: (4Z2AYJ8AXSB*+QW&-9
TP\$|P: %4SWQLV*2*7U|V3#>>,J+(# M4@AL+^1\$'VKLP8J:=4KBMB|_
HB|MIDBPA9Y#H3;=39NJ7TN-W@|6^QTEC/O3 M)|".F3|
<"-.0!+X>ZOKW|:%.D_|P"C#Q8\$A(_:/##=S^H=UH/AW(+V^,9
M&@ZJXI#.#*50MQA14/7_LHJZ<: +EZ/OW>>&2<%Q|9G|%\$Z:|!#SF|>9-=Z47
M6WBP"36UU|*/T@F3XKDB:C1B)\AZS):B""TR9A\$:4CS;:8_HC0)??WY"WXFT M.KR2
X&+B|<'NM#E1|BVM66;4N|>BN;M1GU-#Y:4| ^?#=#!82ET+V|?A0&@?6XK1 MQ-?
#2|S/G.+O@JE;=AQSFI FS=QH0XF9;SX|6K81Q|1A)N MIWF;Y>,>-
B65\$!0A3_H<+8*'=3|EH|^7GF|U5|QPG4?/HUG/\$WDF_0781_M<7ECB2O+>|!&.CR?
|3<%;@4>Q;|QASMECW|P8T&\$."=W3/U/|0'>_:|8|77Q8H9@|P?? M8|JT_659&DS@
MH'/D#!C'",SO@/T?4T|U4#M: K(QG6-|YJ0?V3?XOWT8\$|CKWM_*V,HV3_S;68Z&M+Q
M\$F92(@|>9%..ZU6GY11-"!^'A')^(&L.:>JP)S1:C(^|, #G64S)B>D3F70|Y
MC^C@"|E1;|5STO?|=|Z6MJ8_ABS@ (Y!M'7&0M!4NY.T|@B'^|E0_ZPCXU(O
MV|;Z_-4|PH;BA"H=1-P|/N;^~P,^%&\$(H*:ZA3"T@NZE;|+ZM>4E7.7"_9R/W8R/-
KZ756Z18/LD;2C MX) F:RB0ZLC;0-D-[22#|,3KPS7,I?_
!\$8)E4Y6J7)G<|IST>NKR|Y_ (+R+N MK^R=^Q_Z|?V^_O=0E|HAQ5^?VIWQ;2.?:V&-
*V)H^,B.(Q<;@P.I0Z,A|V6Z M'5QD4I>-NAI47RU0ZK\$S^WC_V^!^%
<).!NL:J8S>S!ANY>MV4FW0KHM.\$L5P M>1Z%!%=.8WG*39=/TM
N6!;:@+|%C9#0E!|JR+#+ZU<1T|0K.5Z+8=-'W05OX8:?C?XSJ Q8)OE M^S&GV51N.?
>1.D@J?79\$91-RL|J+ #NUA>(7BK2I_RIGM!A*+I@5/|@:::N?HS
M|*3ADIUGLMNOP/\$<1OU+ #R|ENK\$6F|D3LAL1&2S<5=%P&GSP31N_|1Q/KRF
MG54^7U3'8:L;ROO8& "|(\$X#)Z246PP MR2UZ'/GNT9EM-
4W|V#E8DR|65KT)QWIZO_!M9(0=| "JPC&^9DV#SI3LN &(F
A(/HZ,,N4=IPQ@C4#2>:A,!G|'J M#<)73BI4)A,B%OGP|>&'!%81L|2K>=J0\$SG=*!
9'@|!|1KH%*U>&"U9E|E MGJ?CPRCKUY@0 ?5^BG/|+I.'|_E>.P\$2(7K=#&S6
MMX|AJAR@PP)T/Z9@2G|RVGP#NO9M*?,=O-J8H+|9|)(?V4OK?8_+7E;_"LD
M.T9WN&UQX!|U0008=D|M|_|H|7|;D3JT<2QK|NLW.5V4)ZHU62|N&OD<;!
M6W7)YJ;G| ?EQ0'ZE3 "JQ"\$!YM XD_NKA: ^!T|6^DSJ|)NBKQV#&UEP?GE% MR7W6^_*
|/OM7KKJ^S;)DN|MISJ:A'\$<|<1PL5PW1X?UC"0.U|L1ZBB\$Y|JQ
M&WT;\$E9>, @+ "KZ1|:T9E,!*=GL(Z:0GMHD&|&(.NW,1FW "336P@71+=% MD&=EH!
(PUFPSM0D:VL|L|(?7|TE|9C|[%?:V*^-LJ'O!A4FN98FM7|W+&FRU#!ZGR+CNE27

I(GL(VWD5;))@/DD0-CA#+~!WB^K>>"OG^M&XL)DPX;'CF2AMF;K/#4|2|GP-&|Z|5-Q/?
1S:N?+?O|Z*|J1;W,4HCB?N'
M^IUK%S#@\$ED3ZF1;WF"S^_2PF4KWSZ057QU&U0NUC*BJN^5KZ09R9_=%!/M
MBNT>|.?=Q'0^9OZ403EQ!U\$=#J3?@|%4D;,<"|!%KM7-3=-\$.@F33U+FO
MY#MC99M%P-4KY^V%00|Z|OL9?Y,|G=)5TT6=>B".P4PMQ1DB0#MPF.8I*
G'UA;C=WG4M!-%L94RU+>&>F*JR8%V=!SN,/(S?\$WZUI/%1H<-(M|_?(
3N363!*RE(C*%|7Z3FAH@*|R:G0>:=VQWK7P|H|9)84%*EI<3|<4|Q-M<>F#Y
U66S^5AQ2P0OYB1*LY'?;|V(SH_,L"FXFO-*L-8AV2%-Y2"5--^6-M1XIESW|B
MP3#T+BF&";>:QF:V@@2TW=UDK0WYFB6+=0PL_S(5N63%KS529RJ(.Z51&6/L
MVB.:ZP^53ZE"ZZQU"DZ|B_.X%&EH#7T|*WD^QB_95!9Y:7O8TH?W^OXTAS
MF&G*+X7X;AGC/^./L>P/23^Z//=F@1E;#N0\$18#A'+X^|9^JC3\JJ0?\$
MSW4K7)RVG7\$|#+)B0,CEVO5GV/4@HK|RQO7#H8CSGF6|J^+65J^,M38.GSJ2
MOJ+|J|@59_RN_W|:?)K&5_#^Q-08!EDTIF2RX9N|)W@:~;5N@VM?3W;E&JB|
M&|UZXIGOT=-.OLA2/-:M3_|HM: DGL-FO|89W!6W&PNIA30FJ200|<)RF3
MVUJV9NGOF-WJP&+D?R8U3G8S6#%_4G|=P5&=5OP-GN7Q+>53T+JJ;X7DA(E1
MAG#DS/(LQ>BB|S?NVAO%!NU|M?GDR356(N"?G1A?BS&8,^A*|C#J(O<+L\$FMS-(2L-
:RYP0Z2GA3)LE:~%5J9"LA(B"X+.HB|N\$<\$!41O3K!M-H0GB4"FE)(|66O2'#
<+HSQ5D9TL>*56!.2(AO,E@W|JOY)^5^A(5E94W/|)S|M^R??|MW;MEBM#%E|M*=?
9&|ND)B%Y5\$534N+=W?-G-|>*302*|Z^Y\$ZE2&:^@&B|Q*5R|J?*K3-)MLV-VQP|D+-
EOL|XNS|O-T&*T)("N&UW_0Z^A;BH#^G\$|BX#A1,"8"Z,XJ-M>?^IDVYB0"*)@?
GR4,I*-834|V2-|93PT0J(|, @O"R0SO?2-14@XMS8BO5-M|??1!MH"%@Z_M-W"),
(, #:WZWQ*>E'JRK<+Y4.!U>NM @|WKV6U<\$&Z*\$NP;_ ^|>M|L>*R|G|9I=O+#PY#H-BP
^3TBG-MV-IDJ|)D&E@6B-!-LFN#DP.T4.>AW7J|@\$H|/_FZG*=YS;C7NLBV?O\$B|G'
MLQ;U3^;Q|HEEC>IE0-JJ/D0*,BD%4J-LIZ^OK*UV/37HK-RHD|Z^NS|M.&M>EQ2?
RV8T(&M?LTZLO1RK+UR&S5OPLFO@|J.HB8"XM,XKJ;.J+P\$|GDJ|Y%YG-X>A;+U(&
(H#AAPW,MKY<)|E&V9C0P|R5PP89M1(O-CL+|9#S0OF.\$*PA4SW@IS2V/@;-.\$5*J#|K
M1)7CF!%?;4/9T\$?5F:A>"4?1?8EY/U!SZ#J|3RD:#SI>2U?YT?H2ZG>E*E;
MZT9>+!WUKH@^H1S=M|1?ZZD;V|12|OS-M&S(|J&|5F:/JJ9:F;+14-*
(/O;|&BCQ|E^;1|O_:=U;)BVW<3S_UNJM|O-M7\$Q*RUBQ^LNXX+#76I>-
|*P+N""S2;FM#S7/YC;.*E*V0J%U8\$*R,G>E_<<M46U0|J;|J2"V3S>??):DK55J-
Z|H|NWHNSO.V+=WC|S!_@ZC'^O\$S\$6?0"SFMS>6@>|!&;!+'.M9N?B%L=JQ.0&!L!-
|~|=>RKE6^K/7D|2|H.KR#UN;J>S-M|ZDX>+YOAW;Q-\$%'A|XKP0|9J5>^..94,+
(<:W=,X8)MS104FXMD=ZEHG-K")A-M^481D"*)?
(.L6;|.RB21!F>:PI"9;'V.8.X\$DK"IGH%3M1.N1.&#;E>X0-M/>"
<(.BB.N0%SE=4H0R;T|>6>8S>#PPSN>+|V;_P|;KB4'9G_ZI@8_|U^@S-M'MO-
9&>N_V\$RU&44/\$S=XK-,AG7WIN6CVEL#Z|_J;J,7,%>723'8E2#KBLSA
M5X0PH8-AN2\$?=.G(6HVFLV|2DERC\$Q1-W: ^JS8N%/DG.X|XUG':*+WD;2|OSO\$.|UN31
L7%P+D\$;|!>RC-M=X-FIK|H,9.<1".|W0\$NI<;_ =2|JG\$!7)-)@*(IH+MM-
_/"|)I;+YI;J#\$8F|:3UPA..Y"V_7/|V)8R!O:-V/X<8X351'.T:583S7ASD8P/9M;FQ/R:QZ.*H-
G8D+X|"DR.X" M|=G#Y?>&PJY|LI(+1V1=WY;H6^OLUW7#&VM^Q|WSSI5=!K|_3S7?
G?C1%=M'=LDBKW_#FUF;)00\$DG*3JN#"#(>H|_8|R,TX=#V*2K|R1M>(B0B(J|Y7UK
MOF;MB*|?9"(A+)YQB&U6-Q|_@DQ/7-M3P2XA@UJ-AN|21S1O;+ST?VAU,)
|JS|6WH|I6)*2,47@O6QE;,:NFG&<%A.F13+K.!\$7LYL2%MV-:'IWF52W8'L20|RM"JJ=>-
_|Q;#?MP;U@0M.6OQ@6|^#&L9EH7('L"V)S#W-M88#6|XU-NY7L6IKW|6\$@NH|\$-
J_PO*L,R'A_B5/PHDP+1-)E=KB1&#)V@86-M,IPD;6R@-S;EE8/X|3-B@"K#ID3A(Y975@8
MID#9"27Z337ZK&'VJNV|;M|O|&%I:5GK|\$N*VUG.%5_B+/WQ\$
M/5>8!8;@8JK7"&E;J|@)WV?Y+^\$;.!M6?D/:%8(FJDC&-V/(#7KEM'S"SQ'R
M2J&J!%=A|;E,>(KST\$OQ_:4=EN/X#DI|Y)S@|>^SQPO|YY^X'I&|-B2051I-MI?".@V%^)P
FWC/M"1AOS%,U?|XP|JG;<=916OPA@?4-/|CB9O@'O|3>\$W?&ZKC>D,PU4F"IEMM)
M_77EH7A#C.RJ&((XOAA|QXBBZ#'.2M*@(#0"Y|R)9SH+R1J3X4L.V(QN7!-M6S|VLQ?
BJO&P9LU|WX22M70*71HVKUT|D-?S_E'9-VI_U|AVZXE\$5TL-MZR5N"93_O+,A-
G9+8\$C^BO|KX|M=|I_NO,1H|0(^J"-!#C1\$|X?;+|O/A_+.JJ!6R#2;P-MKA
"TG"3TSQC|DP,8OPBQ)Q=Z(YI3W"IF*2|F>:W0=#H>LS!WSU?=7#|LXS-M-
+VK|D3Z;2-I-F|B@Z_+FV:48'.^"AP"!?"A9YMDY|^?(7%2-(WAY8D&.AF2:~47
MW|>H*U*=.3?H?G?>BO<@"K9"C.L?"Z6=#*,N'5WV|%+|A&%H7F49M0L^ZB
MH=D|CWZ&_1R2MSN6|)+^|D14UUK3W62FN6IDQ>=)H0WL(VQ_9VDX#8!B=H#JB.V^
(?011/7U-MW|);Q8"X=2)L5)+^NKI*83\$P2M-7FZ/+<4MG=Q@M%@Z!|,|H
|HV\$3"/PPC!;|PZ(Q(#5TFS6JEDF87|9K\$8/X.:K,7@JB5/<#R(@-M8>6?.\$F#-

XZ\$/Z,,:Q10A\%A7S#K*GPJ>R)1+4&0\!''003N:87QV5+>VKEJ*. M,O49@;@;IOKE;'?
&%%.1/I&JV\U&3YA?>H-9;V4 M2)8BD9680M%DM^E\^(F [9#-LWSOP>I-
+2,I&1[LOUZNI9",./;.*/+ =9^+ | M0V)BZY]*H9]70H>-X=-JNHYS\!*7\^C:8F-H2]U1/R<:?
ALI'6G(F7D?3/+O:>I8? M>R^0Z@D)US!\I+=D-88*:QTUZ_EC*DH@3A:RY1:SC-.J%
IV@X05RA#:8<[U MF=8\4MU7:2K0H?CT_J2:# 2^IUTU&H*MM&>?UMX\$PQ2AUO_X&&
41ZO:Z%"QF4N*P%#162!38/MO/(@.D\$?
JK3RR.RJ+,2\I6>CS_>Q#OD&+&H\>4QO]5G05E83(
M"OY'%7@'='1X>&A:FZNU\$Y*!3\$4Y@B# M,WP?
*""Q.6+!DY[B*EVQ;3"7DM'A"!.;TY01SRH,T"ABS2Q;O-ASECJ/\$,6?B[8WQL0T&
(1RRW^%) \D4" MEG2W,2U_W4CD8XPC-F.-Q>^/Z ?4;I?
JQ'ZE=T:_9(VK0QZ6_OD# 'B+@1!1>
MW0\>Q0WHH'+6N!1K/97Z>LU1XJ\!R<;6EWZ!VJ&?,OB7UP\=?EP1O:EO8L+G
M093+,1T/0Z)1D.G05#&A 1RGR :7WE3W\H#W)IA\V',ZH\$92\&Z]8KZ\$@<25
MA\BQ653QF@BxB,(THNL6J\!#/'0" _ *7^Z%* S'&)UJ,6%A?_S/DI@I3D7E-KK9>3\&1<
M\$ZA8&J9\!2:5I*5B@N419^AG/INH:ISHX,53FO3J##MSP>-45\ -G^>'IL9@E
M\2+&&=_6\3@QEW^ ^=HJ)V*VM\$S/BV\!/:#QGCB,XF;'&?)
MK)\@30BE*A2"\$G.@'A6'EXP.WUFOG\>,Y1#GJ)Y(^Q8W=%K\HKG\UY_PTCNUU
MO=31\, #K@!\.HFU.Z):\1<#% X?9KJ> \$T"TW0NP^JXB_P-W8B6 ;E7QCJ7 M:B; "=S-
G\!\$)\$!\$R%P" ^QL&+ #K=:8R>=CAU%H.ZFTO D/KPY#U.*VP(F\, #?>
MP7Q.BGTMOF1\WWWV7V8EH#8YKKZ,,5AFNZB4%ZE #,C=;G6C_WRAQ\J85S+Q
M#!H\$ "65*: -DG>=J=4\FOY0?&,V;GP8K 07 M9D7 ZYQ_ 'M# 'UH*U%33%FC\, =.*\CR
M:C@RAHBH9:!\RJ99B8_P'UR(6R;MPLWTQA"=%*(8*F>UH4\H_#Q@/?Q!8(VF) M.
 JRRVW99HE^ \+);(=I*& ",XFW74G!\T'6"# \$Q?G\!;:&*+J-ORK1/6XLY
MS'TE\XBE7KT.H-<7!,TB "0(M&W_>8!>P\$!(W\$4GW6V6?TH
M;HJ06LC^OXA\|W"HVK!O>\$1)8K*7W524RF8J)+M9\22):2_\$5"HDN0N9,F:) M\-\$-
RXXXRRBY)4QF4S8R\RBV%"&5VE>S7*HV56;/FFY\W>+|W/8\G^8\G_>|
MON\OZUC6NM:UKO.\SM_O-|=UGHM V74@ \!\$%^16+6K%E\|C*W=%UFMPKK\;H;
M3;Y!\|=DQNYWPOE2*D\ 'K"S" ^_ YGX>4MX6R=B-(AIL.R20O!SIRT_:SHBCO
M)\L\$/%&0J%CJ\!+?>DN!7C- _JUW>_%XHDNO&Y M\$!L;,%F&%)=L2Y\A+&31C0\$1!U?
2'%_0 M5Y+'2&^VW@/)%)>QX@ \7U\$(B1F18B*5(O5@G<|N!
MK4\;I*3^* '\$U\|)7HKM,C2-C&KPR8QMI#H\N+ZO1#?OXPV\PJPNJ/RG%K8^4 M)":&
(MMIWING2\NH2\$;_-.7:ZY%:#IX"H#S9O_LY)<2N15A\VK), ^HB5;)MA MSV3:CD?DM0-
%E9-UAT2PM\$/U<&3Y9O7MG_ \?73O.>6NL3;KEX?% \5Y=LNL M&?K:3(I3")U>-&2-'A-
O:3F3&\%EFA)O)9Z5;\OSI7GOK\|JYSLZ)=2\$DL7'!EC\$/PNW;REA*A4/=S MKH<#_NX*|E-
C\G@*ZC/ E\J-ME13_ ^>T\$K)Z/PRR\J;E>|H"U8COZVQ\4FSFN M/E+?
FMATC9&LF'ZZG\;:#?_W^ ^2O'ZCS8YUA/^U?U%VR@Y5=NU7_MGWER#>?<
MERREE1NL5ICHJNW=2\J?|O:.#N:KG^;|= ?2X=,%Y\G:"%DB7Q)&7:(3\|2UB
MX"+;@AHE4\$QB\$993#\|?KD'#(2R&PZ#N=" /7\$?:MO>& \T0J\H5JZR7<6QZ9 MEY;-
'5Z5\!,R^ \3BWK_ ZG\$D14D6W8::(921OBFY -ACT!.F)*-RO-!A3IL& MTNF=WCM!63G!6-
)PA+'\$ \$1".G\LY7DEHP\;|FRZ#%8@&E0J'@G5L+;@68^Y8
M%V0EJL4T2)*L6X*2S&925(OG>H3>P7W4J:0!74B)DH'SOD%D(Z=LWBXU1Y>P*F-BD
MWRTOL)UB"H XNCJ4D\B;C?,LV: =: ^1_ 3Y>&@>5&T+X_ =6G^"-G;\9,3.X; MF
NQ=+4>>?% ?,%SWBKUCLDNBZ/(5?*\$FB;B*PRDA?*F;3NN\|OG9SW4X7H
MIX6S*R88RVER#ZGQ\$8O\J_ \$XZK+90PQGJ\|H!!\B8_R\;SW-H8\|4\4= /PM M\QN\$(K%E
6(-:BO?*=I+|(+,MH!5\$ ^@629\$4%Y06)=I= !7G&S7\$,>H3 4NJ; M,<%\LF JB-
4Z:AZ3'TTW'GT_4F2+BNW U"VF'MH8W+S,V6\P" ^4U -8QW6 M!6A@VQ
RIC3)9ZQ\$P09DE\|C%*U@6. C;J"WT-3>IP09>|D;8\$@9,7Q+V+)YD M;\!"&7B)Q%7\!A*%
(\7-" /C/QP; /W(:AQ2:H*X1C#YW: +J|E<+J;T9P'V.=0S M-0\U"NYG4XF5(:0V)J1_,<:JP.\
(QAILNE&OC&LF\$0+A1W:_8S?.4;Q.8NY M^VE.9<@4->QPW_19F?
(_9GK5/_:T'(V:Z*>C)B"4UUE@?0-T(?<6'1',)^H
M0\O4RPGLXB\|QH8ZT95*!5JY..\$>+H&N;C&KP^PO<*HJ>T:\LS)NHNYH<&G
M'HV2P\8*KM\>JRO_L^>P+.SB\QV8%H\CNX\J(KM MF(*DT-'FDK#2MLU(&_I6)5 Y\ 7-
IZ"KBS6A&69H>?"U;\G1T6>&&RO\@ZC6
MK\('9+)&JY.Z,HVTT\W>#TD,@D<@>B;VD#&X%GUN8LAC@7CMVY2<*L7;.\N?
MO\GN6"6HG8Z'HUKRP.F#BC<:_C'F"JB U?PDK&A5O9F^&O'=:A\ (01!4?
R!U,NG(85Z.KOK*?!=.I=M:V_O=K M)GHQ75H7F\;/3,*.\|1T7#.>6J?^HT0QEKXRY"3?
G@2NK.P59LP_%\BHJ MMUEF\UK08VI5Q^@J&\$BAD86419_';R,@I?^7Y-
C"Q/CPXO=S|=D*\VRZ&PXY M7SH'Y^X:1"! ^IJ#E&<3@8M_-

==XIS9V[8Y76KGVJDR9ID.(N M2CQ%VX&EE9?/EOVY^KDC)!W4&+E3A/5)<08D,VHK
MIB8.3?3DX#\$MVD9\$OS@HH!O\('1%M3.+JN@LB?;+KQZZOTZ2A#M=B4WZ,+/
M;%9<=PYRZ'4V0(;B)! B|+.#A#B5<:QM7TL@AH2VK%#@6%H2(GHXQ)&E IXQ
M)R!N4LCI+:UZY_,*A:SBTYMSBS6&.&MNW);[G>N;\$KL1)@/J0Q.R4Q|#'6#
M*A/:B7*C%-0HZIZ5&WPLOA)=CQ3YKX:/Q9W:FA]9\$GPHL*[S1H3%Z:T%+<.^
M'NX;'KAJJ+M:Q)) T.S'5AX6!UL),Z;MH-IVC@KJ"07PHG-;N==#G|[-\$WV
M:H8NTN6.I\$:5^4VN0"/>T8|RB\$E^6Z!/?LM@3N+;!:=&K-91>W;C2YB8^,L3
MUDXM/'\I_RIXDFV':D(ZTQI05HC+= '7EID/)!V^@5Q^O-M+N?V/!4#; %X": R32-
(3!BB'7>S."3%";0Y,"AZ *57"J8CVS#+P6JW614J M670+R>7W*(K;!#X>OS0K62Y*
IO*1)Q)PH!;2\$C0\DNWXY0CG?M.2^YS>.4\$ MZ(%ONTY\LC73!0EN47"H0I063SJQ
3BJOOWX--=VJ0X;<<0F628?,<|/A*D M4_>.:|!6%)Z<:KT^N,GJ_*^#5AT 'W<&!#'UJ-W
RHA; W:*FAZ,*\$!/?U9& MI) '(VXYV/R1')5@@@6)J1(8!|= 'X;(190EVNV*5M :MXN%005%B;?
BKT?(M) M!F")Y(NV#MA01@(\$BM-R0>4L@C+)B?|&.[2] >U!S0|CHQR=\$|S?:9H<'F|
5LI='=T&& M-R*|CS7Z\INDN"74L(Z%A/*BX#H+3LHOL,*2C682/17=!
('H%AG3MQ)=0!2A MN#:230-R6+R/WDK11,-@L 7; %H%)H%*.9|G#
MY.00-.K1|X+U>2WN9N2!K|<[^]>OJS))RU4;.4IL76X|= "T\U|;CS#P|+/%
M8QFH!3&&YBJ@I&\$6 |A&L.8G?VX0GBAKUB:M@_V*+E4\$TK7C#J=%; MOM"A4
M|S\$HOW'/NZNF4'<- TGLQ%:PG|S,WI4&CE%KE!=^;R0SF'T>#8:L.MC&2+50A
M->LB'L(UN0%XQ7@S.Z7<*B_KLO|#C+A9,D QSW**.L!.H(>LV1*Z(G1D=#D2C6H"G
MLTV4A+K!N(90'D%N4H^2P39\$F(*-E^-=C/!|S'TH*!'BW;@:5UB>PYCA>.N
ML(=N\$4(+6Z\ 5H*A<9MG9)YE3OCTUBCC@'7WSJ7+R4)VLO4M,E(8.G2/7ZA
MIX50X'QA9(OR!CW3N.DZ2@QF/'GM(B/2X!#MM7+S1I=%LUDK=L?|NVT8V)6P
M9+M0D?%\$#CO.S // \$N. |\$YLR8ND:D'ISR1U" |K')-K8I7+Q@7?7I(X7*:1|U
M|D>='X^ZA\$48A'VVZGKHK.SQIL)L^SY\$+)P^,RY|M^ ^V#WNXKC0V^H0_280TZUAL.7
MFEQ)49\H4HKKF_X,NBB<|4|O>MBS4@'.?&M_1?'V4AG(R%C%\$CD*8L<1|=^Z
M^2=)>DYZ+^EMU&3DYVWC?U|00C|F.DGTC2^N" |MU/EBU;P"Z(W#C(|3/4-=
MV#*^# B.0|Q.|G#P#AGY&J"%2O+"HPFB1X@0RMV#D&7_3Y@6A.COZF43J*6^
M#A|16T1= GQ<2,CCLWTS(84)KZTI6U9>*+L=5!R?
*XTU9P)W^;Y&X1=#2>VQ\$2R>>VK/0)-M37Y;:=KN//"@CO/.)VWG-O|RSK?
=L*280|FAO!! _^ _DJG!XST+QRM\$B81Y M9|NW= 9|S<5#\$\$@UWD)'++JBV%9:S0?(
_P(QO2HA6=O^1)W TPU_EJ55D(' M*:9U'<564)VFOQ..L^?;%_!3W;|BQS5#|KTBU
..O3%G\$4;)UIMU#7I2W8/| M-.D-
) /Z*#FA^2GW;YVIDWL<;#^A;T1"YF1SLU>'&NF|3T=!S?8N!.6(! N>JT2GR4<,7-
E.1.T(F)**E.)^SWE. -D\$N?@ MLOD^U;.9L()V&!H11L;3-..!F:NT\$|) .9L0MY9;
H%P|BPP*C400.&LQO=K M'FDJXO-T-?
C7V'76;|27CU^&U*C8H8>+DL|5W=W'|KUFF"|K5D=RMYJ@-8P< M>QNJO|^N=NHZ8?
I^4?#8CNP&XF.:B7T(^YEE1MGYYWXF9*\$XVNC'Z\$3H\L2? MT|,S#|;YKU\$O)*0!T!
<0,0^0F|A6|P;YV3)W&70O|M^ ^QMO6AL&?7G?T+/MN.|S<;YVVS\)^6|7,X\$OCN9><;?
+V M=9BOJ"=N%P|>I/E(&NC*J&9|;%^'-FE+|@QP-M0(&SR_L"=KW7U-8#G)J+VH
MFSF|^F9Y5MMFY|IAB_@""WN-K(;++|"+SXJH^)^&JL^LL(?SG
M"QP5|Y;B^)DRCCC61ZD&Y%>(;B4;4.=XR7&G8(&VT(3:QFLSN8AM@/VUA-8
MP=)EL1 F-.E>|Y0-*PY-5|Y<-(7*4AKLRB;M|SP#^12-SH *-|YDW^#A*J_> MG1ISZC%-
A&Y#/R'U3=*H#0JU'PYW@19I AL|--*:XDA1/(D \$A UT(7JA| M|^D2(OK:>-K-
TFTBX_1_I02DH&1M8\$|;U-NRLO&10|J27%*89? MEXWH!7A>GI\$NQZ=>=
MY9D&M9|VT:S!Y0^7|+|L4%_>,WJJ@.ID>)F|1|Y;T-TJ:_5B"#_?\$3_," ^) MGCSZ;ZM| %H
3X#_CUU(6_ ;0G"!T^5^7Z>9433F\$TD!291UA01)N0HON! M |8+I545|)
|Y87IF:9"VIWWILX<3MGY:@2\$AX8U;WNKG5^|S7(AK^_A\$72W)
M|7WT|*F)9PL#NK2T!U6;% '5T4A 7-D\$X"\$ UCLHWHP8GN7'J6Z'(&ZDX7>KA
MUK@K5QCY^ ^)W)LR9.ESG,4|(8_ =T59|8683F#QOM!&>3Z3;TT#?PYA22Q^_
MT#M'6#HZSK;%9AIY#JG1AP6<9G>@W4^W|R2K%Z4(O_23,N1|4AQT+77^?OZ
MPRT6,RW-9P1@.|> JB*|;-307J|!+|*3;M3+/'-Y8\$&3CPX|4S"")^V,B)*XY,UE|V*|G^
M|J0X;5+AT8:?'^F?/_:NUZK6X25W|4O/C"T;|+V V5XK+W7E#=#U%:U|^6/>SL*
M|K9>X/%|")9;3/=X*.ND;S?9A,A,"N:|M(|? *1|/"?I8=U^2O%Q(6J#Y(H5-MZ?
^R'6!G3IP_+*J/%!!3@N%K72T_5ET@| LI_\$>>PN%9M#8F-^>8V^!&JWN MG_O^H-
_ "NJ015>W|!\$T5FFUE#A-\$8W62=+HZ>@Y*;"R%RD@QH7CAZAAS0PM M:S?
WG6),^U,&K+|+ "8T43)/ZCN>V7T)M;V.3WKWAIFF4G|?GURP*/WP|2-8 M9N-
V)N,TD).BS_ (/+CSY;VG)Z>*\$TT2UEYOUM_KNXT/J' "JJ=FA=0D'6= M;
<7L=Z@#CYE,T%9ZA@B_3NOH8((1-/ ^82Z2G\$W

M*&T@:R#A=6D0:=.'M;=/_<@03K/SG=J"(A0&"M9^MLZJO6/MIXVM"X?N5?*2
M3GOZE>FL8U>+CBI>F3GR=VC5*IQ/K0%R-M@<7MZ7.J'3M,B"OQN5D:*S-3+NA_V)F.
W+("5D(IHR_>IP@LG7.2R=SG LZ M?T!^ TH"M.D\$+FJ'9 ED.B.CX|-
IA|WO!V;K/<I6;:W|SZ6X%L';,A4WDJR MOW4;K,I8W#KA_F74%#D%
<:V0D\$N6V4);2#^6DM|-J^Z?*GX)0?#%L.'& MZ;:#E-
W)\$AD8=J|81>%UV;:MOR|^N|-08L<7^S.W#/@MV;I;:WAVSWW'C5M6KJU_*O7=N.-.PK
|-5D%-1<)% ,M@QG,213|X'!,\$PY-I:UA"R3XG9:5J9?EP\$Y\$IGQ_F6|K7)MX|*/R^PD&^=
MK_LT.)PVFAMZT;3AUBY=YIL>Q(+N,BV467"IX5()^)^DI!Z:8:EJU,T?@/PX
MY7TL"V49J1/2?M6\90MUZ),9X>^Z,XY16?|>57V)A8.|&CL9^?HI&VB%FW^*
MVH,3OI_4X'IO*&UG/BHV(^0*CJF0J#1H5"+0=3/|S|0|VRAU/QNEZI"WP-M?
GM6^EGTC;56|^+=BJ+QA>Q/N9X)HP=OXJW-7->ZH4\4OV3HWIS,@/:LVBS%
MX140T^9MDLZTMXJGLO@&=Z\51%UA#N(UJ/ZM),N^D;UP:&(X03-P,FQQW|B?
M\7N6),S=|L!K|YQ<|X#RD1/#T0^&AOQ&+|?S?IHx9%V9^+PG5%U.U/>8\$LI
MB0,Q:6N Y88\$NU|]=G/CVPG_\$. 5H:A:*G9;"2)C*5\$BKNC!PA6<1%C'8F)
M:H|A0>!:*6Z+S0(HQ2TSX^5*U!CQ%"2T8;44|^::K&F:NA3WP JJD.)4YF|
MO|G;";ECF*JJ;* V|)DT*6 ;+BE)" 8!;20%:C;|RZ.(9JRV/*:7_5CW-
SCI\$42;M1EKYGDF.6D(G.|UFY0H(|PA7<|'|R_/?-*U-598L6T|LY,_TO^K?
\$/2\$5RAEK'Q1:N; MN*NK_.|C+'M8?)_+ %DN79O|*<'S;_T%ON!'3E-F25?*AXZN%U-
+|'|>V1GI3BNS=K_<8'LT/K_1TN^ M'GAL;J*>F_G<9?D*WK4(WIG;EUXM9!U|^#^_
_#_O#)|9|4BUR9Y\$|G/Q35_M;_F23?BS7T&8M)*
&=T3&YY:H7VE)RD"6K0QME>=*B>OO@NG= PG/^|Q|V: ML;R=4X(JYCMN-<@TZD3MT
VW%|U_>B+V6GB/(C?)4@=H<\$#ACL%EN_'9#NHO M(:.\$EBD&P=)=)|&%9!X((K\$2LO&?
E8!W55@"V,@FC2\$)K,|""9BBT<&G1^WM! M)S6U+6_76)#|1. M;I#<\$)HA-^LC.%=-U>
7|*IKWXL53!8L7V;R>5MA?AN\$-G:IB%SVL.2E,&_ MJB,_
MSK92X\$332P22";XT+219|'T>K_'.8F@46)+ MHS+_>
(OH_>1S1PYZF*F35J8Q|O'V)I10*.S;=0!OE)HL>?^\$^JCEE'#0|&\$ M_4|JR*IN&|W-!
|,ZS@#&8'-C(TG;L3:398+6XU(IQL,WY V4O_-7O5+\$4FX
MZMMTV9E^LQ7"=ZJA(%PAFZQRZD(68':YC:3H4F/&E9&<|<@ \$C:XY3.I-EI3
MI%UF|'9R_;74..M:3+,N/T:Q6.F.L3L;=4'1X^|OS=_>E-C M6T|^#O+ \$*=0ON>T'#0I.H-
\$B@\$J1AHIR1+<,0JW%3|7R"VCIENM2EG)K_V5;&|?C!PXCYY:ZOR(M?
#4RHF@<5G'P2ECP!%|^QBMV,@/:RYKF2WJOT MCDUX91F:QMZE>2%?
Q9Y@LY,U,"3D.^:5-0'#;DU@M0&H%4I6I7:V&N&1ZWPP MB2N'.C|C#LQ?#^KP76 @G
!76;DK6";>1|<_&3<(T/Z,9:CV!_L M7@LQ%I3=M'0,\$!//2W\$|JOTP_5XC8'DM:U?VL=T;?
M+WT45.DZWS:>|I0<;_#\$B|%M6"Q>,XQXBDH&.<&^P>TYPYPVIAK-.)>'51'B
M:88E5+P'3\$@<:4\6U!M2.LU*7:U'K6&C!-' @F=B=9IO@="Y=X8X/9V=L|"S MT,A9#&(#?
G8;(E3|G;/:0R2J>3CXNSTC |M(?-|P('!%B#2L1DF@WTLVET
M&>+&BZBK8L&1|<14@KHCN42&AN_.1Q|+.Y=XP3(B_|43|Y=|L4N(H3@0#82)
MG>XZ+?-U0=>=-!(1W+?T5B|\$;T\$30UB7+!68PD*6X%71MA"MA9 O(-|@J2
M02K5LA*5#^)^7.NR!TPK*3@|H,*!LN0L#(@_9N)|QFN= !8(C8R6 MK\G.1KR
M0_""Q;>18R,MHT0\$?@\$5S/(C4RK|6KEJC@!LVTP"\$#)L9\$%HL_=;+C*F|4)
M7\$&VX"2S+-QV|X>/MOWL6)M4?9G|+'<*+T/4BD|O^0Z"T3BV#;I2(L_GZ|VV
MYU/B(KD&%TE;J9Z8=D3H-W@)5M(L|ANZ"\$A59W)O|0@JZ=9)"/=1
MV3DI=G!)X#FFR"T(9|SYO-_U#_?(IP9|6F;_136_R6B0LO;@/FW;@RML'#%
M@1Q^TM&32JOWL5--|_=?.Q_E+)F=N\$1BQ|T08!(%E0E^8X1#%3!6T)FOIF5
MG08@5X;,\$QCXBR|" |%2W+M^*>X L SWE7-F=MA4QAOM_B1_2>(-L/SHAC\$
M\$/(6=H)/(YNZW.4|\$";LW\15C2"J>P/-^&5!@UG4;R;=|M_2MCZID>("8_5S
M^V|S0|fFK;^;|BMB!AQ>,AM@(>WB/=A|0I7.M)R,/1R2S;!5V!N"?#A'YP1-
MCJ00>>Q(A(#F>7.&1O7>U>_GG +::XM:%RJ+@FJ?!U?XWS^QU|LN;RJG-LR\$
MAGYLNE+6N?IW(*^\$ &T'/G9P=[T?Q/OT>#I3+I"9 &SZ|/J&JVW&_?&(K0H!
MV#;)43%L|4W7L!)JK3OKH KGGR|5RB6,OV)T@O01<|E|WP,VV|^| (M;)6DD-MZ=&
|YG.&:U)YG|?|F&UG&/RJ"-|JBAI#||U5+327X,L_S\$|W'NEG?G:T;/V M'X_Y:|%O'CE7-)PDC
?Q9Q'C6|LMD,|YSH,,,36HPI2|DPE>9 LU/ M^Y^J_)XWFAVM_OIL^;@>.Y|><_A4-^,(-
==6/5BX)AZI!)RKF=2F/L-6#S M6K812H JYS-(LAXVGP9Y113E!H62KH
EY4)R\$K>&DDC3XEMLC=|YSU;WFEX?|5 AJRKEV|3>A""PDN^9XWQ8G |--HUF(10>?
@FZ%=J:&UJ(M\$)O|I-XW&//=C90T7P:=SGV>D7W3.R83!9MMKA@G/*T*=.A-
H1X.L|3AQ|SOP|BYSXJ4' M2%|7OD;W|WO%=NMWW3B+D^)(G!0N""APW";WY=(A%#@#
<<.4%XL|@J6XIY2D M!G^>"I&"H(P:8B)S:FK.*:H4H!7'S7M4-
:OA@R+O2|VE)>|OGKYK)OVYZ!- MXMV9NX"A/@_I2MDTUM_3D/C.5

7@QD/=B!5W:)VII/3*5K8<-L;5A&ZA/*
MEJATW\@;N\&Z1W%S\$Y\|8ZM=^H6L=K)W3WT^V.7?07E.Z)#BY.@#D=QGY*2&
ME97'T<:I#D.D.-#H\J)T88AAV&-?6,IH!0:7/_D&+3QHK*DN\9:C%O=J
MM2J.7NZ;*HK_2Y,94S?'52:R#%2OPUT'^:ULG@/^=QW='P-|M^|I"
(.RFL\$78QV\$:C"FB=NO&L-LRI%U\5(IK*R1C9R?G-W7IKK2,-E/E><^MSX=-
WYUOM_R%_?@A9Y"^^XXO:!/|AJT)*Q&Y|-XC6:N!+9-1^,3M#+3K012G MZOI2BBM^
#8?!'>'U,M9SYYJD>Y0Q2A%_!|T_|/8W_|G-W|Z.?(R\$HPT)C5: M% =SM35
0WOW9K!"@JW#S^HOE-S,S7XUE;B<<:3J<#; 6#-*+QS"UOP!*!_LB,OL?2Q@,3D":Y7&2
MI2S(A'(NDF\4K.|';9F3;L;MJK\9\4>4P?C*_1F&J,B41>^X\4%,|MY1DLFXS\G,R'P8
^<\$9KD.93\|CW/Z6_;>?86)*C"J9XJW+FT7#1T\AVO3P; M9C@\$79E605%&CA,4))
(_TB3C05T\;2Y(J;3,2 MPI/B"/1>*4\?D6^89.N0,'X)G&8L-@L='H6^XKUM/;866MU)%
M!5A1BMLMT3_05QUMY?&!E2\|V.NS>_S@D=&|:Q>-E^D\ROSEQE=?4\&/+!U=7
MOWQ>7QO^HKHNUG75B^L#>|J0\QR7XFZ147V9IRM?@_RB@'H'DYU5_@5/U% M-
LJD)8'OT=-(48A6?8\|E+=V19!,8H-6E,/NU\&\$9)N\XT\X_V!2G,?S?O^,MRZX)4AS%
<,UPE\>SOO:N>V4'965EAV!|%=+KU;#PRUOM6NK:UBQJXQ3W@Y_
M7I,^O"U3X=*CMN8K6CC"6R;J;XE1IES%>TC*_M@R0\|7^DC.0HK3JKZU3%GK
MZ*>_,LW6EYN6R;1EV2\|YRL>)WQ8) 348"#=%+0HW"7*%Y22#(:QZQE)HZO M/6f)-
(!*=*HP\$AM^'QQI>>C6I:)LOM3@FD\6(:FTR\;7Z7^!S55W9!'5
M2%*|_4";S%=VT\$D5\OK0F6??K\YB?N3*_4GRP&\$F--
FOWP_+ #F\&@RKT=W%+7N=R07_B,<=-Q01#N)M1"6VW" TJ9\JS4^0 M8!?
X\|Q%B6\|S9\!#GQU1&CX"%%LPW'^DJU,1&0,N31Q68IMG\$2C\8B56(FZ M,"LP;:HD\|FY
D-|@4L;J/\$1\6FG+X<<:&>KV\$&.-@^"-2A^939XH:XYEQ;
M=23K6,VSH#8E43OE4*WD>C5\G6;)A\$ 9G6S+OE!TPP.LA\#B3OV"M4&5UH?#
M\$WEO\|6\?5R*MY,PS5\OSQPF%QUWC1 5/70VN;2U5?/0GGK/N0F\J>7'OLY: M^\$P\|?|?
XA\GI6.CE,*;\$AC=&C\^U79FY&;-Y@/;\$86-PN.=D:6O004Z+<\$W?0*-U9J%BC?;-
(XWT0^/R?KTXH^/GU.NXP2^*YM\|C3L=K%Q;2\$TM\|1)>^ M3A.>TZV1D0>
(@|"T%8@|C#@|(M\$O*:8=Z:0&5WM0Q%XB5RUWNJ*|8._>|VFR2
MF(1M"GXXC5I%,G>MKX\$D:>V/*|M/Q*96MT?YN)7N3A;EYQ_?U\2GE?=-|U5M
MTFHKUSM;_Q&DGKI\H%L\KF%KKQ+NMZV.57&ZTDV%20K!MK<|0=F;H(R1BSI/_E
M'>I6Y# =QBY,4,0VV'<,,?|S2-FMG;ZHS!E667!W=B&0\ 4\BX+1E\JW=>:?:FY,&(18|
MWAFT&UC\$>|>+MV.J!\$7@+&61,VPKS\$VYZ*C/=V-H\QHI\LPV.,K4B@|H J9@ M5M-
7F8C_ \INV2Z*A4C&2TZ:6-5H<|U8VLC/-4XU/'|8.VT\(-YYRIN+\$NX,7
M.J=LX4E1*Z\>YJ\;#/JUT\8\$9\ T: M"AG\JH\FN=)\^=@:Z7^,Z9G%W24V%=GD9.V>-
V\$54'%E3VGSRV,F+B^%;
MPTN/9KY\|VZN;G=U_ ^TW7=KTYSQB:F:3041F.|\$4Z\|U.|0W8J9URG:%QD:R"" M:#_E\$%
(GIAX"M.H14Y^8OK= TGNH"BU24*7TSBZ>>>6_- GX^|27">5BAF?Q
MMSXIKOI^_X5SO>|UOFF'S%ZL\4M\|= /&GI?/\$WH&.T56/>|V_3\XT'SJ47&
MRJ+M\$|O'^O?NXO^%G+XO+SZSR;A@AZZ0^97;VY#;R=5D\2AV01\HOA>8P1&<
MMEF#P%'YW@CBHN\A@F@KYQ<#CVW MB@@2LR\O?KE@|JPVYLO!E-
SK^JDROR98#N7/WUR2_|=SJR*DKS52K?5)X/S2%KL|+"R(>WZ M%+OPR63;M?>^_
J>X,WHB4<-W?S8AV"!SL4L\0_:26RZKXICG=5?-+XD\BGR MX*LI?.\$"L30.DN-
(HO8F*,@632Z0499G :U2W\$+ L_|V);!P\|&E\|3X<>O1/ MIHL\U6C),^VR,
|!>3/^P?'B/:"<:&=9W19PA5;\$@X456=S\$BSW=GIA(K M0VJ5F/Z\CO87C9\F9U\Y-
8JJSRO-S:A7Q2UE!O_-,945ZV4\|=>)_O\$N^&|C MA B7?R:94W7G#H0A_.B\DY1*>^WDTN
"!>A;_N/C0Q/7(K@WPO5\|ML>>L|B
M\|VNMG>NO;/X:_R90PM6:H;^Y*V/C\|E6@V=TZEKS(ZM^G)%5"2R'%5"?LHB\|PQG
MXR%%@0'(2L\42'%)?E9P;3QI-75P#Z1S@|HQ.Z\|M\N@@" D^TNNH+W B>'_X M-
:WZ\$2'N>V=|HAWJHI(F>6"BO9_[\$,)>\$ZJ.3<; H1)=#5DF<5A;|5#;SA
M1^SC0XS\$0DCTC+>>:1/<=4\|S+FFEU>;8W&PNN*CC;_9:|G\Q:/QXQ*U^F M=I-P6!-
WD107_.@SDHQ6-,HPY3.X#XKO;&4FJ-|1"MO&6,^;6%3\U45HO^DM\YJ*,7:-WL":A
|;C,T@R|M*|G>U\$ M-3OQ)S7P_*@|X@-U'H;(J:(&^22%))>5DE-
(&K3R%6#;*.R#)M&FOG>#Y84 MI^(|+E(|\$-L"-4YY+B\W_,!R-7/SE>(ZN,AZSP22\CA!J?
JS;:<4)U\Z\3\|M@|DAB?
L1@B#XISE"ZJ">8H<%N:7NS/OQRC)WFYQ\|C\|V&D&+N\$+EB1U"OR;%#
M^/#LI<.9VT!;&+N(|<;N;J_9+HM Z M-#D>*!^D=Z6\$|Z;3%?O.^EJUTW5KX8MWZRJ?9-
%N-?Z\^>JA'AM6E8_M_+MR6-\$%R.9/X(-WS"/6IZK.9\FP>73^(:2 4 9A\$VP
%^|,UI_W;6;=@QXA M&KN#=
H8I%D1\$EAF00;&Y2J:/D\$YSSX'Z5@LVX1#%Y!4(47/ZX\Z3BZG'>MK

ML(&K^)^ZM#)4)STNT-?"2*F&(P\X!;S%A".MI4Z=:S%A44TN@MXD"72V OSJW
MM>KXY;VMMPKM7_%UBIW3#*#@8T0IQ&I>Z-*2\$4-XSFOCI!S&ND:U\$;G"<>YR
MNA%-_%D;P2,SOMM0Z+X1+WS=-7WCF%|=ZO#\$\$=".(U>?US)!%(MTSL,"OR M;9_N?
^YUM==S\$I\NQ5%Y4I4L<4M7&@ YR;_HO/^/8BS) M5J@ML!0!<_*NCO)'YOB#
MJ9A.A>T(7S@="=9FKOM'?Y8&TBO>BV^_Q5_OLP'1EA!DEKLT!9BYOKLN4QF
MJ=QXUNZXI99K=)GOVTIC'.5/OO!Y?"*WFM,J!HOQYIN(2M0?0S:=IR/R"7@\$
M;:M=INM6\$V@K",YH* PN/3J"^^/J>=#-L_5N>;7>/9L&(EA>2\J5+,F M;\$>8Z9=\$5+LI
PD%D%6NAOAI2<7=A;'FX9.\$7LXY*>X<=V@/7/V.JO@3I'6GR M'+6%39-)IE3!L,"EG9P,-
+KPH9R: &+2#LU-G/PQ.CFV&_ ^YKJHZ7)_&G; M?1 WD25V\#&T_)X#"YJ683=7?
#%JL(I0B""HY\UM6_AR^+O\|VXI+O&@
MK(>^X#@)8"EBNN0X#EI1A!FZR\$1CA!17C&#O",@IDJH4I^,)IVCC^O_EEJN=
MJ\$ZG*.:MJA6DP9L!Y@8IFO114*.*>)44B\$R)\U.3%%4#B/E8)SY-S|=L&B^V
MISEI8!M,@\$LQ3>K%UC9I8CL^E:T+^56I#%3ZWS_AZIV11Z|PT\$P N*L#::\P
M3^#CCFT*"XO C:BI#+N3TT%>P37;VND,L48&^K%'CC&YG5!WJ71@%6Y1CJX"
M_*F262GW72ECB5.'B[? M-
JH1Z5I@_DVW.65Z5.+JER1K\WJZ^'+E6MBUCV(V;%2<=6/I=I=*O|WJHJO M_K2GI.?S
5<I>=RBL)Q5JO\N9XU\$\$.PWDRXNDU!+C.KTQC'6Z&T\JWN7Y'WB/_)?BBW?J+(EGJ^=-
*9DRO;3*O&);9;4E/62HG<-=O MZN'J0&\Z7_HLE5?5&_>#O)><&NM3SY;7R;
MXWOBW658V#:%WR2=+L6G|A| M=QD%23_3<9*F&9<\$'%G>6\R*84X?NK%%2RWPN
MOUS=J,\$!RHQ(<_.LG67;\$K"_)(<5KT/LQ.4D?SA;R)RVC|/R@F-!R\$Q<_:MX(!VRK!/?
^WU3+DD0)-I
MHE_7^7^*580_%#;9;=RN*UP1V;NCV=;Z_%6%\$VTKG<'Z<)-1Q)GLOT:BCN45A' MN-
QOIA2W9' S!5E3.W6@2=TEP3\$ZYH6BJ8"1AEOU;G|CW_TBOX?(10T? G M)=0.
<2TEPSZ^\$-#2D\Y=25>E+85WCZY>N 1ODNL.>H"C30/?[OSURUJN?51
M^|:R%/HZ;T3IG|JT7_B\$;XHIT^%+8G_8%;@^GC\$FWP9X(R\&0I\$UY*D M4RA
M.N(FT.+YTZ\$>. MBT1&UK!NAD%#)\$S?O)6AW4#@=T?RYV\0V@C*;-A1-
SA9_VAP5:HS\$Q^G\$@ MD&24>ZAZL)#1?IG:\$EA=:?_EQ)VTOKI-.\$EM-7(/^A'BX#9_3G?
NNBBH M3I09%LTF!4&=\$46=_J."C\$I &HL39^?+I?:_=^3)K:|QIX;- N((NKX0-)
O20,1U>Q\R2F)7-9\$KT'6&(Q M1UZ,VK"09U^I77OK.5!|=X|E|+OS4VNW_*?I2-*3?
T1,J:V\$3 MD?=<CC)M,5R6!/-7W"0,!!V:QK=Y*O7M0O6+GK0:D^MVM'-OEQY>B|X+)|@
MST/CC^\$@Y53@Z5MQ4_?\$_VBVL(O?G6)VW704N>)U8>M\TE/G;HJN5_&8:~/I2K%
MZV,(O9:-L\Y+9J#1Q@_6(<&I8&M_5T\$8\5Y06-IS*#.^9V&>F^_397|>|73 M5L.KLKGF-
K?I1;*_CKL!^8|N,GB:+'H Y=X SH2XB.KAA.3'QQ&K5JXBD6X| M.6KX?
F#DR&#EG(^3MN_YG^YJM*\$+(38JNWU,>=9D_TMO;^2|@*%, M5|SY)I
JOI4IYT2VXYSESB:2W'/_&=-K>;:U#I9,%V\$ND\$,:\$=V_#!\$7A(
M=6LJL(#37U|)86@|8U'1Nj=8_+32*T>B4?\$1X?9H3K !5HP\$@+C_R0J K3I
MR.%2Q*S-.I%MA/FQM"D|S^/;+OR;V M(V'TJ9I57V,*I4?^?
\$9RL3H2(IR5<2Q%DC95S(_L(-I-MDMQK(-;3,<@"\$?S
M@F8R=1(PRX|!;:/4|CIV(G|6!JGE"JLF7*"%E2(7*\$XB<5&UAVE:KY|SX M|7-|+|7:AD#LE
L(U7,&Y2G8_L^@;N8O0G=EB|"848+ MV9#F*1..JX/+3HNL%?7;_@>X\LRs+^0Y7L
M|2;S1%A&SU6A|ZFZ|/_9>A6 |&I^#4;YVI66&&_) -:KG3FWD9R83J@_|?
MX4ES/GAM=%,?;8?@)6E+;:(4%^ACU@AX(" MV*NJJZOI%!I)2;N\$(8N|RV|OS:'BNK?
96|;JMI_|^WQZ;8GU M@+/KRO:~/C=^?-H,%?K_@,D8Q>LN>5\$H#<|NW*X?7-
M5*/^H6F<*A+3R3!(7/A3IW,,,2Q"K#H(AIA-D-
+J9#L*IS@,6+H=BYU_#^*1O?;UC1^JJKUNN MRZ|<=0O_X>M)H?
&VURN=1+>5C(84/+^"J#9/B"G)%,|BN7E)/AH._' U^T5R
MG/YRZL7G#KG37>,B9P)-9;R^#YB"O=AD950\627%3^"FAL!!0UGV-G8YQ M
C&ETA(9;:O+>;JY!<=X5CO5;7S.9NT|E E;P|+:4NI/IJ5O.=FKNWP&SB
MQSY>#ZJ9CRGEB_UE;(&'MHWV\ZK+;55D),O)J.G^L>@8\BX+ZF8>>R!;_*MH-
%U'WZ5I%F'!SS5N1G!B^IL\$WR&EU_)J'%:6MS9E%?IE>L\$N#=>7:5_WF0
M/^J;P>>Y4ZU>)BEZ\$&T%7ZO72X=KR',S)Y_FCJDD/_E4|CQV3/I_E&6%U
MVI9G#)BJ@H>N^-6P+TDXE8:N!>/%^QCO_4|S M:(==I^3*^&#YMODR/+*!
MB^HL'0.@G1RU=-6EDF)'_S,F|S\$MC+|KY/WO%00O>L|E?V7^/B|%(2F.U5*<
M&4&*4|M.:SFOX#&0C7|ULO'UZ0_YC_(&T163;7F);2KRO%^<&\$>_9|>V0|>%
MK.OJ/'J|38-<_VG|G^EN|5#95\6B#+=+3C4<|:A9"12V7KS<^PIV/J6PWNQ
MJPQ=4=:VBG'GE:2H077+6,X7M|M%#|9N*9YJPK(-_O/A+CFR|UB3>K%7/AHZOP
|>N3DO2R.&Q MGZ_/(2)K&+J=N"UTF_UK0|PGU|H|E|CC35_2)KEM\$2
|P#_@@E8J=DM6<3B/S# M6 |#G)!;1FHCA"|5<\$#TWD!

+*8GZO[+LD.)H,@*EX9+#CL-^4[!ULMN) M_7VO>"?4VJ5
5X*6U[V1I(@)TR7TB3T9):#SJ/<"7OP51/(!7ID:9+5O5WM5+>NZVTI>AUP^2[SI/ZG65R+=
M/A2)_<'FYJ9L"F*2.(4LW.1S)V[W9D5%2?/ETLW+QC2CZ[VV+-CU0HY M%);B6O^T+,7-
R<+XT\$ _9>|H0E_[Y8N4S#HIGQ2WLED4]&1^~7@BF@;NX_93? MXX
\$RY+B4HJF)J4X)YF X?2"!\$Y%/H_UM*/=C'ESQ;>K+J1]C/K*9*[C|^|M,-\$?
X0[/F]NLE.)=S"8O3;WAU?+OS435?U5_37=LF'F03\$0*(!1\$%=P85&6M(J*R(-1 M\$1
0HJ*RB7%#(L0T@FRRB3I"(P@141!H[I(C("HJ(BNX"2344VZ2B\$EG0Z MTSS00.,U/=^
?.;JOG5S;!|=15&G3^YSG_M<|W6=I<|+|HA977?6ENDMLM<5 M-A?3F"(. *@91BVB
P82#&?#F|VA&D5@?!"M#(0!27(#J!:. *J|IA*#\$9;L:&3
MJ9P2HJ; '<(BX<(E|B1+@H\$7XH&CR_BBG0SHS/"#Y0-,9 E#9-:E
M^VS|88@45VE3?;ZH>:N.|H\$G'WY8S!H>X*>&#^&F"#0)\$\$.AE:7 M-
L@&!XC=:;%L;V|)5>|NWBW#3;0;'6)>^5'E0>"Z@?%Z]H%K19*0Q7(?|Z#J>
MH!-4'GOGWIT;SIS1|W0ZB16)0_0(^@?"7OU>*>X+|?+,8ZU(W3" _>+/#CW9T
MWL/6^J&IP#Y)',#-|+1KNJWB:CJHG>#:MGZR:X/_8=|O5*H!O5B7"^90N|T
MV!#&VR5/%TG2|+^_L7+F6WKYO_T|@YR>_JZF%!'11M(G,I/R;Z:YNG"@?>)N;P-
U4UT?/Q/T9H5_M1P)?9#N_O+7XV2WR_Y";P#++"!X3V"[R>(*E_NUM);8:
M\$K7N6X*0^&.\$16A4%AS*^_,O%B^V:VO&)V1JOY564#3AHC U/XBZ,'X^R%S|8
MK@,|K*Y0#/#5>.*;J3+EYYXO:6JZ?:?03QE>VR*FM:@^1+2BOU;2L_G;&ICSA
MX!'OZHDM,FDZ*0KOM^#0,R!W8%3#|B-%|&?V3HL,L'\$;*_2VKI96[B?+E+*
M28OB@_W:WCO|= -/8?GW\$D5_#..!#;A2%_--A%@<-FTE);(&PM=L\$X2PZ^
M; >HCJ|E>I: ^@O>:1?>^|G;41_|U/6A+W8Y?XC(|OYJW#100;EFS86& O+|J"O8/3C MB-
QK1%JF|B=.XHW)&X)OKH_T6?=.|+:K*#;| M3C0KZ@86N+09G*M*F:HZ5 M|Y)!J-
O.)H.6_@47;|Q.;UR4!5J?I-/FI#BI#@5%D^*2S/2K8>*\$D^1FL@: M@S03H4U" (I)J&Q)?
9EVD^|X,NHYL|XL-S ('?|'-WRPRBN|R|@RA_YA.Y M8FWT+5C=W|1(-;YSR1?
8WN1YV.2L^C@1*TGSY8!SBQ%-9@PU4&(J>6NA91(_ MF=3!'Y6I
+|CIL|L'LVHOC>WC)>^N_|NM.LV|S.|S:W'O|77S3_T>=DM"X+B_A>WVK+:B'IJ.S+O#";G
|M"& MZ|47@|5NR7#D#^|+|#&X|CKB^*T=IUM<)|8_6K7|1/MN*>Z<;HSSEL.)#.L\$|H.
|5|QY;R5C49MBW ^*MX#FKROBX|W%)%!9L7_W>:4|40T4'NQV.YR)7VO M|).
|'|76N_.M|GH_GZ#E*Q|7B?>PPTZI^XTD6DQ+8B#T13Y<1\$KW@683+W1H
M!'MM.ERJ5Y|4XAUJ=[Y#KK!O3#GTLPW_9_.E TU"UU"#TE';.S?"I+@#M?7I
M=_DQMS2LW'NP)F770M-E|G|A3;+W=+W3!A2^+B,D >HGX;-B\$FPOV@QQ\$NNM MX
#1-^@.HK1*=KFN;_FXO|M-H.9F6ROC;Z/"V2|3C|OH38TH!/5/10\$J|;'3"+KQ+*
(=;VZG%/T+ #>Z.-W M#1|D-332('E\$F)H|OD#8_6:KO@)-G2\$=K9_JM+0:W?
WA=|FT)+QU981;-5 MD\$=O:3G?_KSX9ES0US2O?<^VEYD6|FIF+SK<#)GN>5-
Z|&G+B|H|L|=PG-@?;'S8&+C:;%90G;|1H|/"S|PPD-5^H'07WXG/PJC#;.M%Q-_*MDF?E5<
MO2+5;|;2U-|?9V,TN|DL+XPK_@C7LNVRV)(54MP?DNOA&.5%;_'Q_YO<*KIG_M7
G*/C1+,-K?/K8EFW7%ZJ/#GYU\$M1"61O;/7TU;?%:)<-T|65IN4 M0MH3DU#
|5JB#;9EVD;-HNH249I>_++6YC/>L)Y.<6H|3"LW<;0"B?)4|EL M+|KQ|^AQ2XP1-
=-57KYXTGM!L8:BZ%KXSL0U8'EQ"!I%;_QC1B5.QP4UOQT M^;ZMRVZ^<"A_&Y*BY?
CST5*00?72H;6>|Y2V7FO3|?BE=: @R)/|9-#5?N/# M-
VIOFZ/I6|%&2U0/48.=!*RAHD8C/?@L-)+;VDG#W;SLQ*M7^IOA_;>Y%&T
M|'%\$LY?/>NH-OJK|M;)/W,+ (5,R,C|9H9.NJB+/WMQ>;9QEH\!-4AP4L;D-
M42|HBSXN(^SG'L=: |P|U%>=3|?EJZ8'W0WWZ
MKU!;79C2#E8I')NCOR@*|5\$1%00_-/#1\$|@Z)#,M|>|IOT.?MBP|1_!S_1(Y
M8O1C*7V#L|\$^#.;DGV#F-PYMD|NP34Y9.,+L,UASW^/F%%-P8T81U|6
E|>U8HH|2_6|B6F?;%%PB(*B M+!HL,V)(.G|SF!7Q_5|UD>?|77>;PHI6R\$(@.;
(59Z\$W*/XY\$|LW|&#(W.E2=@K""%-9T#PFO-44)/OY MOF8VYAH.P<1;PAKDA "U_?L-
;JP49_+QZ2(I^L:KGOS*K&U1%)K " M68.R@@A\$TQ)=A!=[CTEQY>;-|G ^5-3(J !:
#FXI#';B6@VM?|T;J|5\$C, M|A>V.J:T+7ZG|E,WX)H5K557?Y9^/25FXZZHV!AB B+^(*?
5V.O|^+L)=,C MG":_|C #QJWS<2/1N\$G/_|H;_FO86=9GRI=0B(&JFDEQ?
T8&\$T27"\$!M(<M73)|%|6-9Q7_3P,7"5XE9.=P\$3/X%CH"2O);-A4?3/I=4_L?%E1*B4|-S
MX(CAK+.YJ6KM|K,SX^0WSHET+/LW1@*GI+@A;=\$GOR94 M7&65#Z=R.=
<(BG7F_%SZG*BM(6^)|%2VL)I"-X++|H_PS><|ON^WNU7#7GMR M6'_%|MNA?
O21TRVKTD"04*D&5M&3I/5A8'=X600%SMFW/JV+MU&N
M@ (NRSB5|>L0VB|6|HE7U6H0C8OHJ/A3CY65G,|!RI+X|SA31G2>&F&5KDH&
MM"|%/?;C^59GJP+1WX5V8X.;R;)OYB7@&J:7|TTVB#%);.^*O9,F:.\$7TC|R MJA+;R
_ROE!'LZ4F31\$B8S+NA)NS -|S CJD929SN2!S|DV,T%=Z1DK>J"U'A M,36|HKR7K
13Z%OUW4,PD|PU&9YK--Y29;2RNNM(KW6RH|7/OH%;#LD")J+)

MX9/9KUDAEDD,92DN<%;3Y@H\$2^" ^P@+Z=U2G%HX R8@3Q%*?^M)YJM2:=&U^
M"QUB&)P_9N>XFO+U/NYHQ?W9VHV\$2&WA&@|+;| M| NM,J^IMJ^ DL2O5
M2403KL_L;JX)G|HRTA_&!/WNYREV2=^1#8\-'E?WJO,|BHY'N|K" I^,X29L
M;2"DFXA"YKOGHP8+,@!#(I>O)@EXV"Z;68\$U63(1481'E@BFTB(X1F|^=L= M6\$>?.*
(+J+O!*0U'X6@?ZUZNH#5)(EHL^ .P4O5;U\$/KUT\$S7PL9S." :B|^+ M#ILG5-I+-
@YY5W4B.^E5 :Z=X;\$/#C?2!D|;,:|A7O+'R|S4C+| \$MR0.: MB=@6UNMN1H=|0%SXDZ'
V8_@P 8.WD\$ _=#&Z7LA*JU^SKILZ^H|E..XB?2L MNZ)6_UV@KU"!>3GP?M"@|8-
>R73G|MM"|, (^@Z\$PA|=UT<7N8A5%#;,:DOI(M"V,KIDT^8WGWZ|??
|;O.GV^1|\$HUFU8.)+VMS60E8QR(VE+)CD?1L;H|V^B MBVX+" G^*Z"E1C_Y)3"%351-
'V"AI?7I//,FZ>2C#;"U5Q2PO JX?O7_8KXU84#PT,-SQ12YML,ME9,<^?,4?)(%V_5,8|P
V6;IMDQ@47UJT!>-HLI?D")!T@?3R5|9\$F"R4A'<@J?V".SIH_Q;+@ M-
1%Y.\$R|9QRL8ERA\$VB;A\$43@@"!(?"@4C!MV|/PA6;Y*S*\$|%]|>G?2EZ;IP
M0DNVXM7P2=M#_74>^6/#.KT5\$C);N"+#J.7WGO^Q.K5O|V()I@"TL5"&08 M(1'P|0?
T=I.FM0|= &-D\$.T(W>:R)VT*F#YS+I!;P^UL8;H>H@4TL/"VLE'JS M\$=7M-
V<>U@R6.3ND"?3JE2\$|I(KL+?\$F+Y!'^@^ X,E+0P_D"|27&;H MS*PH1%**FE-
'1\$EPI=@4|2(LKC.\$ND4QX M6DPY+P1V'QC>TD/4V;8QN.:+* M4MTL.KO6=DAOP;RER?-
"?)/NM;?4|L+Y MW|V?VIY97SQO0_8VP;H8_R#%PUB;W T>|4#6TS6DN!'S;9)LD#L>_2
=T4P6 M&?S>9CX/+9&J=8R8(A3US?U7'E'E^)(8G|ZATTVEF|2F?6FWVM.YO3"G#UP
M;+A6<6CQ:\$T)57Q8O3Z99^ ^H^N.U=8DDU//.?HO<\$|%%|69?|K<|Z!>DOF%B
MY&.PC>001#8+/R|I? \$T-VAL(JA#5,|MJWK#3IV>#+|L.)FG/*Z5FG);
|M3;\$_NW\$CI^HN|84'C!AOW_&%0N. UMKN55
MER_'8Q0;_TB|=O#IZ*^SUS<>I,^C8NWB(D0S7;1_ =P#FN7.7.?&36U?+L?1
MJ^CO.96*B0|V8EO;RG|@E*4!-.8?|-H)WHB^(0 M?^UJ/Q.VJ.;!6Q^O.,0>Y\$VN<>|C'GKI
<+AL.:K4HZ\$Y;38XY,K|RICH@\$H\$ M'6V
^G=T,99B%E&?/MZ7'\$F7@!_|)ISC_C8CS)U(PW>@1AC+ZG=RP>U>Y\$KSAE"W-
7R;YYPE M#I86MZ";KE#>"Z%6E&O"2U E"+7O|CH\$>18X>&;XFO4RKDW/_JPS|'.6|.;
MME|I."!SI:1|3|_ \$3+*^XZ|7S575HLS^OF>_PP@YH1&+(|1^Q,AZ/D:4L5/4>|
&U|4DMAB"ZR%ZLZ7:/9@6#_B#1KK(J5PS =GZ|IO9" MY
1K2XWA@8^F'E/V:B(L\$)72LAIPV5+=L<'|F:O1|LA1|4O:|Z1A@X'B*PE M9==NI&
(6OQ;.+WZ^N A=2KX&O=F|3+WGN'K>W;25LAC>P<8)DW"" M\$;!FC! MB(RD"
@R).WJ|: ^%N|;Y-K?Y|WS9@X8)"58O/1!C(:|97Z?|=/?.+D&L6W=1
MSA_=ZU3>VJQW.OTKR6!' \$8Y>C|UX/#;&I@C".C*T6,<:(<4-W#8Z.(XRW I
MM563=DK8V*;SWE7#Y?7K,<6E\$OP^65-QPAAK3HWY+0!=5"G%K;K K%"5XCX. MB)W
_?/"_ND.|T^ AQ3W(0|<1(|F+ _=BA"U"+2U8U! ?BMOO;.:-%#Z:9X2_
MSXNXG>'@\$GH+JW(VGN98Y#=.Q,R=>"D4;_|0\$4;4?MYC'1;J|>_GMZM8NCZM
M3K'*TJZ)FWRK5?5DEYY+4?;F3M?U2V<,#V9J7|(|/H\$S6&5P5@Y'K1A_@)/-
C\$;I4(K;BOV40ZG71_2R15\$+L'<(3"2D7 M+IN(+ "7Y#BZ%
_YC|5N\$*UY0%MM597&+I7<*KO;Y AUVYH MTHQP3XM>ACO.J-\$^S720G"(M*0\$ZDS
AIT. MV-V?&O8:HLVL2K*K^|_L37" |HJ2>?N?A8_7413HGQ3?Z_S)^.@E^O/MG1\$+D"?
S^Y7Q|JE/Z@?OR7LN9T5IRM3W+00P M|6P*UQ9=KBZ)?
OT:"I0DU9X|OA8MD=QG:W@IKJ4M>\$L_M?GWAV4790FU4< @M<
,4:F*L/PAUP73|/D4> =E!\$,MH>U&PZBV^+T@ GK F+4Q7JUZLBVVXDF<+ M.&0L^6J5?
T*|Y*\$5V+R=|&1%%PN*1X=X9Q84(>L9DRL"4HX.9QE16=;FQH| M"EM?LGI+TL<-
X.=WC\$G";P"^90//)LE"&2"7A_ ^HLN<9;"OBRGM?9,! '@<'=
MUZ|U7@UYQU4X<Q^FVHHXOY;N22 |R9HTN^6Y M994;!?)>;K;-99O^N|<777W%?
2(:^Z;J"0+'S3ZQWHX%%),1@@UAN)%T1_>2, M"1#V(K0KUIQ#B;Y^H6&4_9+B_6XA&?
+!#|B*^.O& MUI&Y^D6*_O1||.|2Q4_6)B|;A@SH*)X^ ^%| ^|R^<+|Z M'#3@|0KY^C^|3?
D_>T;#G1*- 4?Y0PZA((3;PM6N%5E"3FBTN=P<@EU MC#28)N9;Q(7G4|5%YW-XA;?
Y*F'Y4\$>J@SL86GR8RFRV(S)"N5^@\$WF.NSLU M0K(4_B#_-B=7K?C|"X3?>W4|6-
Q|SVZ|4^991Q;S^!-IY(87?GT|4 M138*VQ)5>+TT.C3\$|TIQ""RC.4"DQ/MNVW|,=Q_ |0+;-
//M@J,ATM?|HD@P M#I"E2'&45)_!%D:(+*%7P@ (2<,' IQ|L(#XMTT!=@;:Z>49I@!4&!).T
MT4Z|_DDW|1:T@Z&(V@S1U*"B9BQ92G&Z=60!17.:M+H;RUDW>:N-?I5HS+|GQEL!6:
(A5|I>\$ MOD/I=K#V(YCM#?N5U9>5?;2KD.%9M@9LWT)9D5OXV3:@ "C>;=:0F=
M|OA0^WVSG=R?;NK"D*+00Z;%S:/ '@9V?#KW?: M5>H_X-I
|2IY@O4G2HW=H^VN3!D=&8CBP6:N&&4;.!?
6!?)!;E&Y5MJ!_6Z|9_ ^D5E1#Z|M|*6P7"J0\$* MG|4Z;-1&- "U)
(#H";00|VJH*>'XKOUTHJQ5,!)0=3.I!^H?@2R6AMJPE%;6
M;A!A8'@C|*/Z|)6CY.@%PY\L/ M0|-LRB*@<<#*3YD7>*7N/-3&/@.

IM[\$TZHS#2VBV<#XPB*ZD.<+)EWE32X-G M.9HT;2'A *>8VLUFJ)D+M7+XJ@-
%-3VV.JO@1.7+#+YR 0FG#H&OO=#0/1. MA\ P8X5E;.:!ONM&1A&DW#4Q\$!'C.KS@O?
5Y5";G+>^J P%FZ#11(<3A21&#H M6=LXVMFSS-'S+HLEL#H&^A9K.-9^X#E-
1N:==5L*B+F7!&\$FS9&>C)_Q_:QFJ(\$)"?&:NCWVK ? MI5-A+3T@!O KBB;20IE3-
+RQ"SF#Z@OI*XOI.%%\$@_K^T\LA+WS4S3+2^@:6BIXM M\$1V"5JU%MD-
2YAMHVN@X.J11#0#7\$7"51A*_9KG @:4A-ME5#WBSY<H
MS;MG5E&L7==\$_9XIVJOURS?T5@3Z0=DD'X=HP?N%FT3)\$HRAGYJ"38'6SZ H
M6AAQ-9R0##P+G-S\$!PP06\@K 5D2#+W_U4Q0L7# 8T-%H\+LD/+0A\ZK'D8U-
=_4@F.U(XFZHQR-&GY#I19A MO65E;WTQG04&\$;\$(E#(O\$9;%D)\@W5A-7"%T!!2.^WQ
Y O& M?-+*[I/L(+^I9DMU:B99CD;LM@IS/= 3YF#(.JE58?:RIL;HQ/!9 ;N*O5I?
MW^IVJL;9X@@@0?TIU6%MOT BI1VW5H**!P4C/K_3'-V)U7ZJO6U7OY=1*
M,I&'G\%V^D'<&I,BN/^8/QV"DQG3=3.SZJWHP7D\LPID>JYK=-J.K73_.7 M-4\1B@14H-
JLA@^Z\9I@LWC LO(E<:H?4UU:32\H3IV1D9C!^NB.#HPC?BS'
MNDNRZ6_ Q^&B*ZJTI3R-*#B W?:KLS2TY#_U?O/'(FRV(Q !VB-G\IG>_ M1"5\$!@U+
<57.\$^X,MB@-LDOO/\$@W^L:Z2+;7QJVL?";9LKE*J :D:@I8;:DM% O+'!\$1QIT- 98?P
M0NJW\X5+VV.9WYS>5S1?J:4V7)T@'" X47H^E_ ;VD."KX77DO\JL=M(4,
MG3,^IXTNZA6OS7B-0\^>+JA8;3P@GW\<5D9SS;ES?NNW5C3PX%I*
(+Z.BRQ<>O\JXVWC?A9.-PJA5\QOU:A. JZ2XJ\ M7XZV W!*/OE)/K!-/ GTJM5=A4LR#-
JX/"CR=|\$44!=AJIWL0WR106U^0HM ME^3.G>BY\$G-(=LZINN976\;1*A-5-
9*25_*YI\;M;WOL6A%_ ;>NSHDM_)JRV/*\G8^O/#CF2W\JW8O!>A!4*!QMI
M=!FTE\X1KA8\T0?K%9\@J,E5&-BB)\6ET\6IUP8QIGD\$?EK07CI'S6&P+@;
MN\N(JBY,-6L2OJT(+O9OI?N:*KJUHF.\W?+A\H&HED@DI.4L;CW(Z0X58";
M1;23,%\$|M)=3>9\381F-C49MT5^P(=3F5@G-S+*9\C!110L#;'1+|DS^H\8H
M7GM.SD#*F4<[-YIL'_;*6:\X"%:0V):#;'TZ9!DF>VWG9Y_%I&16.6NB\^\$@ M-
8NK'5?!&;1O(*ITSDEU\Q1"7V(G)S>(!:D#MY++*?7;:1-8<K-P,* +2;L/GUQWG@@@#H M
!E>+0@ YHLHABJ0X7=3 X'QBW762SH6ZRS0?^B(7Q'M*,6)7GR@.4)?V\I
M=1;VY3G'K:6;A+(6TVVH\JUT/>C;B\TI72-0\ 33S&QSO%+"UJYZ\VS LZ>
MTQ>&@E<J^TIR.[QF\@V47?.WDN&/S60++HA\A> 3\%KB"K>!VI6+A736%I
M9\$@=E1FB\>Z>.@J4&6;LIW9KQ %NH59-O4\$XO\$P6"^^NX/AV("NFT@%?
LD661J\#7E85%/^*DN)L<26;J\^LL>>R M7=&.A6+16WEA>T:M7A#7C\9\+?Y+8JFP
M@WW;C-9">4EW:NU#OM1DON45Q%:8SNN=NA((%- \$L
ME0^(!)NGG*;)F\;B7<^LOE\#JWTC E1NT/?#=-/M-=2"X%5NWC.V#K%;H5
M4J",L4Z6>-V9#=6RLX<7G\TR=&U^QFTE5H3)G+^?
20'NV\J%:BIJ+)QM8BBA\8QRR@2/O\Y((#HA9#2Y M.;/T\DI(E>SO@V:I+ZNRC(T
MO29')OT@?C<_O8&I"6M,;<:\AEZI?;K;G=?#*TIO;8 T'?28T(Z\6)9/^ \W ME?B+;<>?
UQ65AEFOJ^;>:'L0-><[-+UB!;P=W)*;'PZ2X@5 =N>M M\ P6Y&X\O<.>'0(>XP>7"
3L^*MU\$COMBY4\B45K\>OB7 MZ_)>*5(&OL#"W@+87?BIX1SYZXYP:?MC7)
M#W/T\8K(\$K8H1E(0#NHCU"ZZ#LU4N718@MG M 1G?R7_DVH?
FR1>A3_SP2\A\:#6S\A\$K:D^FWJ?V)<7QOG @#ZX3R+Y"
MMSY^N7M^EY9X':UNY*NDWR":VK9M_E0ZUO!&+TSR+U06ENC(HB10Y/-JLZR\$
M=+2M.^U/F6\DZ\$ Z-GB7U@\$86U00'8=X<"UEX%G1%>S5Z_1V?TM)'KH,%CO5
M"JNNTI:6(OAJ!*S'T4"M^7O9\=5Q2C45M_HZV?W\XKIUYK8HM'?*)ONS\^\$Z"0;
(05/PRH@TH@&-+KEO)9"4\4@ZKORA M,(*-:DD9/!^I
:LJV1_(HLT/+P!#"31"5Z.KZNE*N:46HRN3MN*M9DOE%9(WHMN;DV MH#
(3/C87)AR6^=;'4IYQ<\$D"JR"DV<4<\$0^? M*\$)C'@"&.! &E\$4B@Z\W M>?-
'PIZ+"7\$;AY3 YXE01Y9;%\+%;C:4Z@5)RB_[6GU\+!+!_?)S3UZ...@
M&ONJQWU\GH23)^WOT AB9_05.WG&-(R*K B8YXH@TF>.+1I9_1MIKY4# X
M1+,69L4Z&#X:E>(J-\$(<:: AW/JPKM=S3X\1^QOH0S!P8VW-7'>)),KT;N&95JW;C9_
M\8VUX,3\X5*1K!GMHUGEG,=G\$@^D8C5_ B\6('C1"J MRVGW1/_ NM\N89&U%;%'
(\#UJ^L4\;S:17 ?0\ GO)B+&.#J0\$I9\5GZ.V7 M@:E>%WX195+7YZ2OO_W-40?^/N*R-
^FC'DHK,LC(8&*\$|527.M#S"/S("G% MC>*P(2S%"3<#)UBH\59"W6VC@E\+?
YE//MXF205#3ZF! EVB(T:'GGQ:Y"J M_0\ Q/"LW;L,CPR%RLBB"QGBM<<%J#G'
M,!\+ #Y5/"2M#IHQ=2!#8: J@6)T,0CO!CR5J_NIAK.YA MUFTFO+H#*>Q
%VZ.PB+75^R4WM\DS SCSSAN SJ+1VPC0F\0'KS;:T(-VW(S9 M&'F6?
L91G+=AN%Y#F#Z9+B#\J\ C(TBE4:950MH'S5'\$R9_YRW7)6"GU==7H=
M2=C/%3WE75;0I^C A\N."\$.N7W\IV9G@S^8_F:NUS.VCMS^ MT+=KRC*V>F\
MY+3S_"X7?Q8^M\$R%Q6 MU_R)\K+C>0J\=1VNK^I16\CLY)&H\I?
%'\&8%VCT(\$X00F)Z'(2I(@JJXM/ MHQW^LD(IKIFA1\J+BB>H'KWI!/6E/J:.-

:V6Q_5H(+\%5<"G[-U9UL_!U MD5.4]LRMLZ \$0&X96=!FJ&#T>DN,3SK-"I M#
S4TN&5'PQ5K4'UQ9*SPNA P_(NUJ.W\PMDD?U@_FLP<*Y?I0-^>|H^UMH.8Q#&8&NQ&
M;V)NE=?'+&S#-,90"-O:B/T/L8T[-.#\V'<:+G)3T!G [GWL.)=\$['*/:G MI@Q2_ ^O,O{A54S
_N,7"E#C|Y)2;%P3,7&JGX'H4Q.DN#P)Z/'7 _&O_ G7NQ M'P"G,0^N[!\$!5ZIRDN
YZ.IQ@+RK')"&!AIW@5_8GX!&S4@|YU_:?^4|8+R5 M(:!..6*L236|7>W+"-\$ (M;Q|E?
C&L %,ILGM|OK0\$F<_.8WO5>PJLU;@?A9 MO</^"D+)GWEFD*C (O7"R:>,";/E<\$D):-
I@ZN/1G9D%ZQZT#^UNW+;IG^XN3HX.Y.W&8QPL!/.F!YOZMAOZSQA?
3&CXDG;V9MIEF?=VLP;!5LBO M-(31KHL>2YD1<5%O=,<^>>JQGT@#_F9&
|GRZ99+Q(.OJ|6:X'-HHM=K3/ M*QJ+ZNK<*C|?W?_*8QV_:-
R/I!D:D9=R(5M+=HOU;E^| WS**>KC=-R1 MY7G MU=?
CB|)"7_ |WFW/TD2^4Z.)@|'TR#W|Z*MIQO"?E006I6-|1)+|DN+Z
M"^W^V&9T9\$WLD%P:5|1E|/6HY|J"X^FM!;=&5'\$!1A<|GQM<,'0|ORX^_ F M
L3_%8^&(GD?H'\$&<-|H(GLE|%^W2G7<6L=G%>@@;)HGG0YI^B;@260-3A#8
O)9SM8):OPS6;J+;Z+FC M;UAX"WU7HU6=ZZPSC043CB|PJ+(-6_!X|
(FW"6YZ_C1(9,>^K&_N0:ZSGE" M\$4.+|ZBNZ5UE|{9233(?6F.GO?F
MHK7@EQZBX9NU|N'5)HL4R+G>VSQ3=#7_E\$|0OI@_DT^"+1*0 M)?HB6_B*^,0X
_)@*2/'NM%YCEEU^RST\$Q@HXLTFM-82TFE1^;!Q?>>CRS\$N
MZ_A/P|XIM|9L1EYGF'MDZFK8,,=|N=6)E8 ^8@J|"?Q.|G|/%.#C.7B\$5*)_ M_.?
1RR0_J#"K;_QO<,G>)/"M^.|?^ZX",?1/>VW.A|<0T+*Z0A7D.Z48B!:
M=CTR)7HW>3T&9+9(.NPEW"1>"#8Z_MR|&'>2XJ+|R55;!9CA=R7E1&5_VFIX
MG7#|#X**@_:CL7.P5U,?40E^P9?B%\$?G+L;_YG^VV\$GKZ_P)'V%._? ^0GPR.V6 M_['L?%)
T6\$L*0!/#_5B&L<."VO9/&8G;I03T\$NL+V)3^K|_:/^W9>=/3RR0
MU.WB@|QZ106311L/C>D|WVJ?.|)V5-6>EZ2S911KS=2_.8TYNE!13%TY?|OX
M98"R3U_G?7|D)R)T!|H0|\$JUL|HM3GA.RH)&-+I017S((0)5'Q%'GTX *ZS.|
MMIF<(-J_&5&!2D.'0Y@ (MH=(I\$ MO:=7?
8HQ9S1WMK_HVZHB=* &LF!HC@|7Z"VX8/QA"*R(BVY#E|2M6I:BL"PO
M%HOD(MH_'>?|7XU?|_L8 =I*&&K.E\$651|61-^|'R^|O35OXWMG(WL3\$(*U@
MF9HR#LN^C3B_8MS_M|4RK|W%3EY-W 41!'@O=\$>?FSSG!Y6M|.J1N MEH. M-*#7:
<_.RZPLP*GGI^=-%S2OE<'|X2G'&_M^&&|!9K"R"!@|C#_ND;_|?%?LO M|&YZ, SLFU7;
|4MBS|?NBEC+^9\$ _"K.WC8LFAR-\$|@=O:0.QXH1S Z;G ^M1F;|>Y#LW)U_9WL6:BR1O
1&B6_U\$UT<3D8IF')+\$*\$.8|\$F!S'N(HAICQR MWN#0PKK_Z-X3_|8LP"=PAC"F-+&E
2WS4.*^_8S&BAF_C/HW6?QNZ2X^

•
IMX^|N+>9GI&5G(1ZO=&L#Z.S\$9G"|O.AE+.F(:;9FA\$> MNP9??*O'@B(V50F =A&&
(EAD)|@I 0C^(_L.6T_V)K/&"2@2NO"(-N&7|&> MPQO@,O%2.+"1J/N|_3CM16*K-G-
#>7E9H<<&'WR|O^GPX,#E>|M;FCMWKBD| M_FR'^)"JGL#4\$6:-.&%3@UD2G&BV|
W5\$. (8U2>HSJQ43DX%_)J,3)^GL"; M;2\$;PGM_M.#:|&6A21-|?87=G9K
I%*KS|NZ_Q"V)ECUZ9U|2@DK&O-4_|S3 M=?Y|J|@(^F\$8)ZD-C'Q2Q%4-
Z7'|V5;3D)X':G9LTV?R3SPVHP4ITXMY|V= M_P|S^+K0
| #2TLHP.T.+RWB_SLHUKJ&6:M|7#|<-^=:X;:AWJ|WU,"66=3)| M<(1?
UC&1P.M(KP&:TN,! =9Q,KS3(?-2=TJ.6NL.QPK24^?OM)7ENM29<"E M2|6>4?
() +BDATFSF:Q^K-/AUZ*-Q'U\$1Y9YOG:A/JWR=Y40_=%|TIAL|IM"E M=P*5VHWD&&R8-
3-U0NC+X4MWD<,0V%(I-,#X@U.CPLK>>0\$(T7(LYBWV=36 M*ZLJ(|0>Z)&?
UAY>+C3K.3U+* @P6B1)E?CHCAB?|6YC5MV:|D|6|Z+UY9O!+X:Q(7?B^'"IG@Y6*
M;\$"9JLU/9S/3?&CQE7|N#7EVL+(@-W*=I! M;:X9UR.H);4QZ"FQ;|3-
@NX6#@@_%ZS9<|W>SZ957=S,>E/JAAYZMG/Q(O
M\$5GBQ6B/UISVT**PMH%0\$1A=08!7FD_*A5S M*49*;!E"#9TGS|U,&*L3@5:B"M?
U/4|#G_I\$IXS?LFTTM6;F":Y1I>GG85E MH\$%"/'FI-3YF+B|I_TU_'J\$'U1N\$?Z\$:ZT#?
WL>GPT\$=F,77>BKP+69X"IG7 MK,6U|T)F#U;&
<|0W_9EF%|Y8ZNC90M0"33A56D@1)D8*H8SE2F)>380Z5I= MQ!'H)V#S|+,'.Z|_*?&|
GCUF/?RVORR9P|_36.|VC#|1NB3EAN|7JJB
MS: ^S;Y24UH%B:SA!M.6#@|F0S2N: ^,ICI@.&#D|0%!|HF;J6I|H5-|39R\$U MPA6R>
<&W#|V:|M=_045Y;UUM|HJUTS//>|W+TM_HRBURRK!YF_(KA&DDXT MH??
2525E=23(A/NX3#"E#>VZ!\$+GCY\$|. #08E^XK=G?I/?"99|VOFU2>\$D'
MWNVQ/Y7#/C"JHA57YAKN^/D>V: ".Y6)@N'(Y"KQZA"R(6J!MF\$84U;GDAIT
M1Y|H%):_/5PB>*|SIQ|1-MNF@O7D-+H9608O>V+|Z!&S;-|I+-18>%RG=O=
MVYU7!G^,O&8W_QSFJ.L:4-|7HH%Y\$6IT^U-'*6,"#>8ZAT%HK|OY1K!2 M^TJ=\$K_P
ZJ/4*#,) /ZZ*.*^_.GE>NA%,5^B;:M_ =OZ^RI^|S\$ _10;:X>_WV\$ MY+(D:|)^

JB4!^75"IG\O&2A>XN_9?<%4+OM<="PS#.84C2:J9Q89UTPIGRW
M+?I0R&"SN007^/E=U.HQ#;_2Z@V?V@R>M)GJH->?+D)+FB:PZ=96H^S M%-B*
^94DXJWW8VWJ;E1>#H^VG6D@<_.9X5K1'PC/B/ M(\$Z%[%MC0-
"0MTQ2BEIXCf(TZZUVY*V\BJX0U9%UO6'U&CM#>67:A_H<@0U
MLXDS3)FOR+B\$&5HQ\$?"0%4/==?#I D3W*N&SUM_KNIDTJO'STU.RLPMPWOKUS
M@IQ95;3LR*#I)48&.!*98L2JL&C33Jj3=-#7(\$ Mj-%W MP=#9I3A=6KV\U1f5
D0\$)2I8"-AJ8.V,*"1:"AY4F^\$JG*6L\$X1*%:Q.4I MI! ?4+.0D5WN9:7@.5)U%#;
f(%LY#F(+2,JOBZj#@|=2/:W;H\$?D F\|F M\$Z/.R\$PG3)#\$SK03,-)/&12(+L#00%
JR5"KCF6*+FS;O6f\$0:(K4Z436"/%;
MX63>&I(>0A3F0f\$A7JR/LDS9:/AEI\$WH+X"T=F5^E6f\$ M99M/QHG_0
R\$U9/R^8@S'"5>C:R\$G81M^S\0#=%W=\$(%G"\$,W'"%\$Z!:U_0Y*
M!>|LT^7S,LH:PWB,|M&LJFOj2JRB@M0
M;?"L>|"|3H)3A04M=\$+726CJZDXI+F%:'U2"G=CU"S^<-JOM65L\|JWMZC
MF1\$^N9/OBQ|NR\$;Y|N7DNR\$P,1-X>,V0NY3(7TG9(|A'E:2MA M+Z@)U(")(TVA,4.'M
'.-5,F/8B-"S|=-[*>(_^3!';=5>U;|CV5M/:C=O6
M)MXEK\$7"Y|f\$P>:"H@E+|6ZT&WC:5RS\$>U1+LBX L?V&=P6@#9_?(?1,LGIKY&+%5!-
K/D<^|3LSB8?SLY;IKR#N-VX M?JYE*QY>T=|&B@:?"*DZ6B"V0Q7!R,>
(#|XK=:8Y===H\4D)-40+Z6="QF\$:# M.7Q71V51+-Q63'UPHKH2E*JR\$QT 7B_QG
)XYSQG|V<>H(J8E(\$ MRS8,+X*TKO|T04|=TN10"G>MLHP#;/.BJN(MX^OM=1,FBV-
V|?/" M79=54QW\U|G>.PLBN4M<=W_&?Y#B5N/04^&8-#%TIRI*F+#IXR?+ZNQHCFO
M:0;Y77P5)D=CBVFX2_-GC/>,.?8D\$7P?W;I.H@J1(|:WOZ|=^G_PD?WIBBK?
MA@+X"9,8V,LQ)4_K51 MZ")3*,NG)*.&HYUP0..@I@OQ*?/3Z/"J#^&AR>LV
M*E)O^)^8"K5GJU^W>GS/6NY)VQ=P_NSO6B:BV<+:+C_142HN8J>M%'X\$U%
MTTRX5;T"X78?B_O#VA|*IRG5ZYY"QR=/5\?T?-*_F.VD?OO>6MXVH&|H>97R
M2E.#V\$|&:@M-KF|UES-(^7*D9^/SN\$.9QAZZ|UTNVN_::ZL8\$.= _3--MY7 M(O"P102BV9
S^M<7C7X^VT^O552>U5.;H4#^L_>>_A6ZKQ7V,M3H|-0I#L<+_2;P+QTR(-
/.^\$RAW4R@5Q(M@(|_) "3DCH6:52#&R*6LL6X^11B03TP6O\QK0J?7NS4VS&!?
-8\$MXN#MMTL M3_*>|H>J%(>QF-YM2=;1;"ZBPU1,H.0S5-H-XQ:A6,U<#FB,V&*H_X-
^@KG_MPTFW7U>/XMO'_ "N>O_EWU|Y_U#_HOC1K|=C\$#T4=BKM.&/JDSPW'&
H^TNH MS| 33P;Y%W-/ *Z7I7|*QX.3OMM H>*UC.)&%>+83@Z%B8_|^#XXEH=|A"CF
M=(QM&G|Z?D|/M\H(0<1D&_39W:K-G1NJ2+V4/A-<*ODR|';HUQ<+6\$|8@6D#
MS;^SB<2J\$;EV3J2"C?&.:|HX\$H|.#21L-!.)1&(PSN1_A>8.CO\B"9|N04&%
M:|2|X^6;^4(5S/7QFZ/Z;|YQ#Z|QMF<"ZR\$;J84.)Z_?S,@&9K(9D"!|J@ MEM>&O\$@
K!N,P"S7 ZJEVY3"7#\$\$Z1)U6U")C(-R5(&<@\$Q|<|9K@@:J\$%|7? MF'>26LVEUZ-
_"HH.089=U2U32Y4|fTCHD:1E="|*OT4;)BV4<5ZFEROW0K_M?OR|+(^_|<,%|<|7.WUZ-
UE\$^:P>Z,&-X-A5?D);|Q/.\$A =!K9T;WV@2 M9!T)W.20U&H\389A|W^2 'M'?*M=|@Q
U\$B!\$#C^Z7)E' K1G\$9PHCIZ3_%'D M_B;|(VB-
#5BU0^3)0A(#F&'=SV"=H|#|^_.09LD_0ZY\$;<:4X8CZA;A_T9QR6 MR&-
Y##Q90_!|&70_SL&#)*_XET\$;3E)! =W6G2;A,YP"-1WB.+2R!LU>Z'
MVW3G68fZEE*R20##T'^02A8+H3_=7UBZ!QST(|B;\$;CI4027I4-
E!10DD<1#;E8=4WB1|)(@*|^X=\$) MBA047Y+(|9O=:7)B7M
C2@>XKL)V"LF6!A"MR*61!*|4>Q-.SEAD|3S7/VJ MM?\$YAG5|Z4>/C|TFSD*P/|H;?
|9"L8ETD0HH N/W0R4%KM|+ZJ.HT/OXUYJ4*X K+>U/J/C(|XT: M(*LZ#
fG&2@)4;7N_A:%|;-YZ)_R"QU*&7.*|ZIK\5SRNN:_Y,3|f#L-D>ZE
MGP4|@1%U>%_[\$E)/^FO| |7@KG|!(HL23#T%F*5?D^S;Z@ M; &QGZB^"IN-OSS;-
GS_TE^U>@HI!_R"KF=X>33R&XC|0+QLH@|63L;@")#MOF"6Q M7XL_|R+8H>EAN@+?
%CXU0#"E7S!E"&:8:QGHN*X-?,-GF K>?K5_!%ZY#;F M6YGLBC5D29*/U?LW@|@
JG"'|A5!V)GX5@?S=:;9;!| Q<9#| D%9#D;8%3E. M_G>.9@WZ=QQ(\$V>16)|
f%\$09KP%6OP_.9MH&8X&;VZ@%^A"^U2NG^;XS(2R\$^|7X/3?%T.TEUJ@
M3&M>;0GMUZ?K_>VX083C &TQ79!3A)(S!A0f99D(|P"V7),ADK@(|V;Q
M2Q;A&K49W7L+G9BfZ34C|KSQX.0318S).";X/FHUOK"2#/+X|C+LU|Y+|_I
M8!AGE|^FQ(2E|Y71V?OC_@2_ANJ|2|YP EE|+|JO7_|=1*U%/U-Z6"H| MI?
f*VP|E64,RYD|\$R^3_T"X&HQM K@TZV%&J/*NO| M?4IG#K94MI7!6HKVNBXOM(R)#J'?
(%@-"/Y6|&8XUJP3 H YHO"B)JAN^LAY
MZKHT:3CU*GP>:=S2^|&|X2X|9Y1*|QT2LEPKJ(F|B=::=Y2H:5#|>L\$'\$G9R=L>.\$*^'
M#MN>#;Q|2<;|7^_f9?Q;I8S=XA7?7P|&-SO M2>YJ/<\$T\$!C'B=0!N/RS7;,,!
OR_8;G|0OHRIY*:E=;&AP|4@8Z_UH,S@Q%
MHE%7YV22A#SHASK*.*@*7SP71V+K&Y33L,?2MRHQ_RX@'5&\$)B0/M0KI/fI?

F'F), "\$@0:7H^+XAS@I?4U6,GCECP7[6/:<, 3S3N6&0"!ICA,R8D8V./JX
ME6F9H*8I3O^/,&4SA>H:/7MK8'%(#09,F#-EMZ0T :S;V0"3F<-(JE!Z+//P?A
M\$TJX#Z&#[75_HA9*(+!\$/H-AK7[R9/PLVZ9\$>"Z<' \$6QX&4RUXYP
M5'(@X'3L(Y*&7+ER88N+P&-MX*84"1!S%P,F!OG NLF<=7: JM^"9AS);/OU MP
F'JO1_5.,(\$F2V\A5XB5LC0_V&46\OA,+.MH: \YN\$.G.D5T\36QF^IV M)Q1OM.T?
&_50+.WO*SG+:?|8N\RB|!|DZ576AL\$)&.O88\$4*|K8CRYHOZ =?TF&|1@X8AW\,2/(
R>4^FMO/.EV54#5S!2YTQYZ8<6FEY3>APM M@9?_LJ88B,P9OP 1B)KH<
CW\56@[7QS+^~D(SCOVS!.N-9FG@^!,NBKG .MST OI-E:5&|CEOCQ, M=+0N\|L6KT-
A2/SX!KIJPBULH+I7Q9@"2T&D/=M%|^T?W@MD"U^=EA/*PQ| MJAS*@V?
K;K^)OX^57O^LZ0DK)CR<1(PBT1*XBO0&V6JQMNHBX-O'T5\$?VFHS
MV1\$30AMUAE%|1G+'?-|O>DK04&G)G?=1^WMG6%*NU<=E%P'E:G()Q*S063#
M5_EMMF!U#R%8EL*<2^'8^(Y,N:B*G?WOP\$T00US\6/44H^*@/'^UYD'/RO5Q MB
O;'HK7)E;_ "6T26C|?V^KUO\O+V=?6F;XNX0ERCSYC01?GEH/V <'FT&^
M6|>/Z/5L,R'+/WR9?VYL'.Q^8"Q&B"T.SAE0.K.Q-&?A*5>_ ^X!%@7:IF> MW@>A-
0X.3NGQCRB*"G<@ \$#+NC.3\Z_+9PW1M(3 U(C/T\|L Q3B/OSYJ\?E M_ZT(#\$L-
>R:;!Y5%V:T1NI^:=W\O-D"S=S=88)&.7?;'!7(HD)*HR_*
(A:/HJ1PQ^CLXC3P\B;W2.;)*#RE585^)? M5#Y0&NB=?3AQ<(.P>F!"T(.+ZV"M1!T8/-=!Y
M>G^AD>N\OCA2TE*Y/T?\$TWJ(DU\Y4-!;P,YV?6SRA)U/9E^-?IS=WT.-E7B M%\$?UI"?|?
RL:,F@^_% =W>@2>KV=2&J.J.09CMN_LD/?H1 N>-?#U+.M_*#
ML&J_-)|D"L+C:8)>P<;Q?) +2?41GOK^1V30:KI>^XNHMD87H6RUG?MV^|H9E
M&.WIM8KT_/;)|@WV=O;_!B/_*F @37,#:3 @>IN*=+@^0 %VEJK# 6*1':5&R
M!.=D'+S5>)%1"A*"AE(M\$SS\9CQXOOV.0426AY5;H.AEJ.93N0J>';VMUFOI
MM)P")W;I4.0T7T7<
M7R;T.IZRJYU!*IA/I.D\$5\$8I.&1Q2+G6]=K33(%FW)7RJ2JNN0NTV.J.N4S+ M\|D_|R?
P^V;O\N5IQ'H'::>9/H(>H+NFT6^FI3C^J/?\$MJU;I: >4BFZ*_
ML+G/>_ ^YV,Z3EA/F';T#\$!S)C&_(P38>N.;IWD"EQ/0.5=|K# #U|WHYP%\$ M7<5:X4?
1,BZ^MU#T5.,Y?%EI5 ,FQ06#|DT:>D1E\$+|7QJ'S.|7B,W2+N|" M0^E/2X;2"Z*_67@N;
M2XT%Q|?SX=^B.A?H"7)%^)|I>RU2S:0Z/5X7|""Y^4|>^;;U;R|^NVBH7W;8R M_ZX;X"E
ORISU5V?SF."QY&%R=
M**|^8*A7*L9YQU;4TQHA+|K%M3:DZGE<<1.7Y4Q&I|1#|6.C=2LPFX7_5)9R
M4:VQ;X+DMI<66\$>VC<">#-9YX88&F,QK|7/ZVSGJ3&%O^YMKGMAHOWDA?L_
M%9|8H|U6O>5R|_BEY\QY;\|3UL;UR.TECP:WNV2|K,G?K,HNXD)D?04A\$TR M+*?
RL\|YL?MS8J)4,\$!)APD7FC/>Q'-8^8,JS%|X9?JMG4IO>KM B(3>7CW MWI &_%
<)|G\$CR9QL\$Q\$B?Y!';>&Y&"#L9W*)L9/L79;\$8.)*A07>XK&%|* M,3V>UAN_&:)Z?
+@|WS4U/RR8MBWAP:=E.,?Z5.L7')5^K342IA0P^I7/H\$=M
MRD0E@7AM+%%HZO1PD(?M;| "-3=VT+W?13|?&SLW!;,<.. MJ"5&OY/%E@X"&_0AU'A?
Z\$>|FA,R|(N>"NV"|\OY_WU>"SRB"<9'^*X*40"
MJ/DEDW'J=WP6"?|FXX@)U_"JU0X|W6M9^2KTNK_K(VOR0|T\$OR^2SF40>IK_
MZ:LOE&7H(T0L>|KSYH_|TAXUFJ?*BQZS|^HKAZ-1FOFX/0PR++H'?|SOP)E,
M.53R8S7S17FY?TKW/*>>MUE-G\$5%+0E UUNVSEKMF'G|J&H1^<|^WM>Z|:
ME=HK7(.|KF"1Z%(6C))&.3YE7S=+YB|!+&J%|H6,F!;?ZLA\7
M_A;X6.=4@(&SZ7PJ*N,&.E_6^819TQ&_&M::G9UM;\$FTD!\XOM60=ZH!Z|X
MV8&/.5MA9X|5|2P0DC4)*I6'+ "1 7@V&GL@)88;MRL"X&SQEX;"@3POJ_!7%
MA3_!|D4S*(.D\O-H-"PZ1>-T?R^Z(V-'PLC(VBN=//G'LH*!E,&^)->"5<=5 M6
D2X_NG9GV6O5'EQ>86+IDY|?&.,A6Q|N+Y14(3XA=>%|Q9J=V(&U;77GY| MN2O,?
|/WE\$/I3L>CTKC^9ZWJ\$=TC^6 FRW9>Q:_%1@71I3R!OB4Z/HR)"EVI M"9DU<:EEJ0|."
R2U21;.+OS/M=?9CJ45'3QYPLO5Z-Z;DMV^'JE-I6/8,O9Y"Z:S\N7W.;98>=_M#-
|&.%>8#^SO!7^L;)(O|G(VZ#;Q8\$S(&|;G!;?7T2|(;|)?TS1*>1(E%T>
M:%J=T/HJL^)|I<#0_|W@H|)_&T&3_|JA|(BAO)8%^S2>*(, @Z"Q\$UX,W@DV>
MI:80QP<.|&R4;T-HZ1";^,8W17|C:=(@);, (^!;.)4&EYI"9;-V6?A(-|H0
M(P&^|/^K\$T#Z32G_@-1) (L;H*9C"3Q988P-Z)W3BYX0(M>Q!T%
/'W/%DV|6#8:V17XB|/0!_#/B|,H\N=GMAF* @1,U(M#B MA!HV\G.)!|"#
(\$LFUX5<@4?'SWV*_D6-POJ2|6E(>MBJ2|Q9N-_IL+VKL)XG M&(E?
76=S(6!O3LF7_UUL_HN>#PB^_Q";X@3^D01(!.)\$0GE(@!\$SZ,G;V MV8M9K.KKZKUAW
+5:YDG5;\$1QF!M^@WS+I8P; MN5_->3L\$'P<
MO'.SH&KWG;6&:K\$HM;UH96H9Z/_Q#MA?WN'_7872D1N)"^#;5YY>-@)B.6"
M!U8B5O(G SBNAQ+PO_062KG:<_3R69|K(M2(^#KTHRB/7FZ#B"| @?U8O\H?E-
W(%CA5%U4,L8MZPZW1&?V.Z#&?FC=Z? M8/'16'IFN"%&_"W2'/QLMF?

8fL)AQ2957X!&7J.16B;*+KX-FUR_5C.GH:
M8E+UMK=PQCBF_,BNT9ZA^Z,9M:14Y^LRF:E| R)^9I\$E@:#ID4^N-; M0SVGB6(-
L7U2Q(//IT+_ZEF5O\PP;"^5'+\$IO8J(.14^O)49%A(O'1#9GI?G MFHZ9.^ 3MN![*9V0!:(!<-
?BQ_>6@DW/UG3T-(C6K8HD1?L8<\\SB[KNU)] M8Z6@|. \$V_.UMWDYD)\?18HJ)PB.-
G1|Q_."A|6&OLK;7#6?ST#:O\$|>I&H+AB3L?K+P."/Z/E M.GAS>7XV-
7MF6)%0|JLR_:DWG^?M3//W+%.LB2-:.)=|4#Y;U(!A^#?_E\$QF
MM*6S(O=0Y12HQQSXZ*EJ%3GSO&(7|N&/A.!EAFB&4)9..|8S%@Z3T) 7>*J
MB8YK*V>US+_WA|W=A3|B.1|1"KBZM&:GSD290+H.:?9W9?\$(?Y|AI39F<
M_G+X|&,D+>,9W4B4Z_.P>^NC|L|,DWC /|EW#W|K8987S%FK3^+S)+L_8
MB>Y_"&.2'G,Q&)8,4.^M<+@U(.WEP*ZYD/#QAP-IJ%C_O 3Q)HK%D@0P*8 J
M*3O|L:4IE"\$S4WH:"5MUPX>3-3C=0|XNB7|7|"W,7TS7XQ1.+|: #T9 !MAYP
M&)!!A16OAG9,"K8O6*MOY12CT(.HEF"5UO\$Z5W=|=| #ZY|=C-\$W;FXL&OH4H
MYH8W\$K//G_Q>M,Q3Y?Z P^Y3Q\$JO/Z:W3P*6,?N=P?)|/BQJ=V3KG.M1NC\$
MNV8X|J8=S^OT#R8.!!15C-LBO|: %FVL6^ MW6Y4,A4NI*2)Z<&)|JZOF"K)K^
J9T:@:=O#4SRRGPC? M?4@P(GO6!#U>#+)Y:V%/#G^2#(G*%0(-_PA-
(P2Z3,D%7JHJ|@^RJH'K3DOG MJ/|6F=C/:N2"F*^S>FM#_9P|F750Q|D&V#|HX^_O*BZ?
R/RZ9W-6.BN?UE_5_!.F6L:+N3)|HPKS,ZN M**L-G!>0)A@O45<_0H0AA!3D;YU0"?Q*
<7=Y.ZM2OP1DRSXV#) M?MXY|-V;4CX;)(QR\$Y5!
<**)R207:\$.S'PN|JRZGV_2NYY)\$1+L(EC)226A) MXJH+#XTB)&';-TA9H%|
UQ!=AV*8LW\$R|YE99R5>OV|/#_60+|H8%&|+'W|306BR>;-5?#L MI(GP=
(+3>*JP+5<=EX.00/&>1?6Z?T\$?KS!%K0WX,*)VI% FA' MANQD"[BN!+DKM_48!!CU#?
6+?1_.5A9?1?&V1V6DZF/+G;G\$NGNBI3=Z:+= < MRWIC-7(LXV|?A|AZWH1@P
CMF8;G<"T)%N4K*6N-5E)YH8_R%64Z%2E0W3D4+\$&4FB|'GS8|.N2|'H47,R|O?
OM86>^|X,6>|^HRH_M|,0! M&*>*TAKC!HPF&/1AX_YJJC<-
I6"CN<6":+=N=39N+LJ(R8/K?FB>S((/50 M,1_X2;SPP%Z)
|HW8E(NRR|M.+9^V%8!MK2RZ0J8!ZLRF20H^AUZ.&OL;YK
M7*J?/2DC2#6DZB+Y0CH/D|R&<0D2OL;AZ^*E&ORZ0)"??3S17#:G?\$C?X*W^
MV/!4LS/,@-R@(F<>D=,BE5|/3<:&MW;.)5R9\$B6|@QQWR60(E2H.N? |6J<:E-
;STD"G|+,4C"&K)2)S>SXH MIAP3KMG8;% 'VD76L_.>^5_7WZL6N;_2+P5Q4'_!90:-L!D
M|WIK1N|N9^J6?*|E;P\$.<\$T4M53,L(5M-Q^S2B|>+(X\$B7I4KLV&?|H?;\$I
M/S+!SA)HWKTWFF+RN-3(*| %HI,<_O^_:15|3+A#6\$OEW58"?%!(%B/68E'|/Q0R@WP??
DK|+8P;|M MA|,?V3_046R4DS_0&QTO*07_W9Y.W_E(N1B#?
OTOWBOE@3EN2'PIA#Y9T MV9#%T-E:2Q^1
Y2FG|H|RIW0K&Q@X7M|K++>_H:Y|H"7L9%"L^S_7"><X|'DK"%LEM|>F7_|=&"#?
6;H+|%:'FYZ MA^N3=5|Y|X@;T4M4H1PAR.#N_^,U'_;_>Y'CW|TYPH^YCD_-
+@_72+K^\$X>_7Q.%KM9.I<_'KV_B|MT\$Y('2P^6 J|PXJ|HC-
=CD'QK=+\$V|BTNHPX)076&@R43I6|<\$(:2F?C8N!J M%G5KTE:++<4:W^D&HGWBH-
|MB1MAL2' (I7CLGEM)(NYCB^LUC|SO
*0=6,9ZXR>)2: ^7&BY);;B9/_FW|S(L/2Z\$|T^G@EI6%*Y*4C|-9R M=+-5P=;'M=*"
+Y)S#ALK/'O|A9-?\$8").|L=|H?N^S|B:/T)X8PO%BX\$W1
M#TSD2K|X.DX"4\$ _W7H/FG:A0?IRW3+R3P_JW-I@W@_KMAZ&->+UN
V(MH^R047YKWJ;NX9605_Y+F@RO39M MW<\$T=-"S\$VY@S;J!,8J;99MBZ)ADN0|7?
L@G!TI^HYAZ7RJ|=(_U9Q;8XD! MQCF"UU03#A(MOM;FT249>AH\$ZO6N(DO_9X!?!A
SXH3T4^ ^2D8D|H_TYI#=#+@V;G MV<;AQI/O/79_7N.|SIS5:GTK&AH.*4|HGM&+59?
TFJW8AZ0\$G'|9\$YE,/|MF"_J8@Z|I=,H<>T&|2+<"SY:V77Y!J*:VVG78S|W<)?
9/2XSJ\$>G%N_!=|JE5RS?,W2.|W595M5* M; %FY0'C9IR"9B+;X*/+-
ZV:ME|W+Y;3QJ'Q|S:@EQ09AWQ3T7%FK(#_&RF M0&Y^F6A/7Z\$VX?O:
UEC+A*J((R8IUYV>ZG^J|ET_:#63/=(HD47C!?!SQ?W MOKWM%|#&-RVAER"B7ZX|?
Z2)!*GN|-^7R1?+=+1OY"M7\$J|VI6K8Y2^|SI0_M>"25Y8'W+4\$?
^Z/7A)0T6;UD,8C3@G1Y'6V;HB\$|?BKIAN64!D-!#!DK&Z7F M*9H|Z5|1TC N_)05H;96?
G)>%OYV)|18B_RO|-(YIC4#S_ZYG_!^ ^G0&? MK=_BU_ ^67^,?A@-A3-G*),""G)BZ
MD_M;#7^OR\$G#>LKQ023 ?6LS,F|*-23 NW_B+QL#3(-C.P""<<&Z
MK""46+PK&5O<<5.'NV9(-)PJP3C60(_U<0U| #|1S^ M;@4^WQ@G^_ZC-
H;FN|M|YS\$J>BM_;"G|6L+*"O\$&IU1;3| |P|OKZQKTV-E7 M"=|ZX\$G7)|HMIW9;?
D|Q@!NNS|T\$%C|GO9FA6;|S"K#/K> M|?
ORJ6+K3I8RG!YS?":X>L#+CC^A|UB':JvXTSO|PCPG(<6(9TH.\$|N|,M1|BU?
4K1#A&D|D_+=6R|G|'LOVJ7K|G&WA1TN4C%) *F# 'V1ZI&|?>P" L|9N M>;+=X4:
|I\$;_DVWX*BA-#,9M1.2"512=+M|Z&#?RW|T:03U-|SJ0HI8VY57B

M[X.Y.L.@2W];*QHW':?"EL^HZS7I?)BM->_Q=!A9T9LX,0<9LLP65>)C&
M^9IH|@YYOORW5*DF\$+M@!1Q&EG%7=>*U/6|S!N-E_/9#
(/CS3ZY';6VR4PG\$(H.=&^/4V:>W9# MD^^\R%:(V:ZHP7.!>M4;F<?*C
=RH+";BZA8>&MVCBO^;'QKE#UZ1X4W>HT M*_\$*F-
/UQ56QGY&%&26G<2&ZNNV9\N(Q#A/V?DFBQ:U:P:D,ITW\$WE>L(U5
MDLOH307JJ<:'& T^+2!>_JRP8C"J8N/QZ\$?-#QY^R^|#Z\$UE#.55.=N|KWE MO2?
_YAIKYS694JL?|64W^'^H5G3&%H-JA7Y5E.5""5^)5IC%XRDJ*P!AW!) MS|
<3>9WH*5ZSM&(<ZQ_M!ZC.VS^L\$KK17C|D!W\$L=N%=4_D2SJ|*_5!&N9E3
MC"NM;H7CIGZ3VS"->7ERF';N) (Y2 #'#0D.4+@*RWH|_[-\$GL*QB^9 #X! MX>N73\$;
<|EN.R@@@Z"?|#;-|#>.^LG%2Z'+=/AZ3MO?I=S.2C-@UJDD MN"G
M>/L/Q%%8%2)Y'|@2K(A=B&U50Y,|2,T^+22=<7^KI-\$EV&1\$(D')1MP
MUWD)6N=JB,M71_Z('JN/5@_3JW5%H3?E=G'|Z4RTK"Y,|X_#W+E9D1'ZT8#J6<3
Q49&:?6DON?F M%2R#19U'D8MTEVYW-
>\$*Q=NXQ)FDNS3%*S,>+T?|ZD=O&":ZI"\$R"U0L3 S3 M%-35-91:O\H&CN/.EZ3?+%
HS;Q9%|O+6'OG;"3'R#4Z--I"SH-R3=|RLD" M?9"X%#IJ>P>+?!G!2&
<<".#7ABJ.AIE7NK\$Z\$ZY<#R4V<5+#YMYW#5&F3D@ M=EN|T,K?9;VW/9'L7!:@&T0-
|U:Z"|>LC0_PO6,15?ZG%Z:W! MQ4IJ M^HTEWZB'VK%E#81O&LE>MO_1
)CWR,!.T/J_>W_=009=|<>V8KQ8|JO"QJ?WL|1 M4BHT4AK9|1309-
CF)N;+?|E1\FUUOMD5%N:Y HN!+3F6|*6!=9/R%.-BKH?C
MI>R+PN+F>U/PYM,4=X1PD)7C#\$.Y**0UYJU2O",W4W|",W*C&^FWQ8C_"
MHHC*3;B%CK7|*|!.H4IU:+%<5&TR18
+XP:LHILF;R!"^/O_6S^|4J|M:2A5(IHH7T#RL;K# MR2A)M\SHJMY7OB_N? *|I^|?!"?
=,|T3S|G|^6E>;XS0O28_^1_? M^I.I%D-U:.*HI|(CU92'SC&14%B/V6|"Q6-
\$.>2|Q8MRR^H,S6|JY&AH/ZS16"BD/?G!;7&?S MR+^T2T4\$J^_
DJ4:0GB#P%OM;'IY##Y;+LDY>GY#PH4EOXPC;\$),NG+:T\$!=S M'^AJW)V@.30Y@3?
H1#44!;L6F^XD_QL,Q-T_R7C< M!;5SG,\$TH|F|BK",_-
V17;|_Z)|R9TZ6O^H*XII@.XQ1"/-RDOQLE,/6G M!27HLWVC;K;L)400""W2*
(>C;T6R@+UB^")@+'3(+I<#5PNHOXRHOBW?+ M'0UP!65FR#D:6 A&-
PT7LCR<|^M|,IV-LZ?VE0DPU\FUYT_"L,+&+DNV(4-M>
(UZ92>\$@T"#16|^|D5+Q+!;2OU%'N(B@(R%|6W@RVT_5VJ4*^-Z4GB|
MW*|T,0QRV'5>O\$^T9@//;5T?J^A)&*F1'_.8J+'Z|/0^S+*D"N!VE)H(OT5!
M<47Q26WEW=4_|\$K0%NZNUKR?;\$3G_'S0G M3+"0TV4P+!-!SU.
(E.H4<*GU#YML|#5Z)R/U-S,%5U#/#94YYXO|L|6C?C=JH|?4G)K>
M/,H/*="8_7AKX+FZJ2SG2_I//|7R3#P%WKPX,OER8| RW==MM|+"^5HA(I M8P
;2.*8IU#UFLD5NZ+VD3R6Y|;7>%UN?DS8NGS|8LCO|_IS#IFOFUPZL:(M/(-
X4KUY75V***Z%HOUG<3.-)\$A^OD3^0+KC4X%|W!;R_G4E|/%<5L3TUGC
M!SVOW4+O>^6_*@TX&;9&I3.XM|P-|3=^|GPF" 8ZE=GI(\$F(Z3E4"LP_IR MW;?
IK<1T*V"_N\$-6*0DG0;|H9OBS1A(+G9V!NWT B\$1|DF-(2)"J/-)L5_|Q59B-
HQ'(<(R5PB!M=)\$-@@L%T9X/_EN84%KG|S\$D"4*)A1Y|5 MR'V!\$8AP@|S:E|29=CCY+!??
\$N8D-D M-U8K' M0G2C^U^ND|9%^S"IE!_V4Y&_DMTH-H8E WTO,"S=?Y)-,RN8>KI?
9%Z;S+M!@C(P1?J2^Y15'S>J_YK!L+O7/8^YLMZ\$Z_&.1,M|2E+1>^>=&|
MT50GK&^Z@GBG'609B+IH8>7GX%10:=4F&B31,PZ/AM=,0XX8" ^8Z0JB\$WW%
M/GCEKXA>DDKY<|MLK*6 \$+M@O#.A5:Z;'372J6!E\$|A:(>4C75E;E)FXG
MHI6W&!^D%4)|UPIV+6+;-T3"(%000(|BXCC8&2H=_=4GELYN@_(N-0(C48" M4BTA-
9J+4*:^K2MIJ_Z#_OW&%/Y;-#W+%@[W?AHGA+4"KX;(!6UTFP219N\ M6QO%#:H MU-
YN3..E.Q_)M151U|6!';I?F*BSB;H/<0|=8P|JBZ0=I"0*7.R0YW4#S1 M750-|K1D,3|;5Z&
(0%|'3A5OS*.';#L)+UV>"-ZMP-%TPYH))&1+@@E-F;)G MR^IAM1BT".|BX;:C7^
IDX!;4C^|4 M,5WM%WW^+7+28G+FO(H4\7JH2?1@GMJ5WL9O*LJ*^R7/(!+
'WF#*F*|+Z1/= M76E< VDOTK2;JU**V0557-699@KZQDIM0KQO^L?Y:??)4|?NZTD?%.
I(|B%\$ MVE|'R&^KB#H8N@C8=7 R%ID)=?)C*N|?Z)O\$ON=7!4+CL6W!VB^|!M0@F.
M\$0,;L>WA6#T7 Y:@SS%O;6&.P1%I_-
SHEPZN8JE7G8*JISO51@;3!8RYT;LYNEUY8N2>4ID.)W\|LOEISW3^L= M%F17S!Z?
HXBXR12\$^9/H3"(<TJ2=.MGCQY88++G-TP7L,@:Z6:2^,R\$0*O MH|HVST?
FOR\$SIC*7I=8)|T>|6^3T=>|MT%7^)-@2PP%+?DKLK,=)X;WXL
ZH>'&W|O+T86Z!60_ ^*NV;G'GNY: ^P?S#@ MSN08#NCF\$2ZECV.GX|%I01W|;/R2-8=
58G>HAZ;:CBF,*02WP5XX3Z&^V| M.XW>1%1*0&E|VFD;U)'|B^ENKMH03,X9<;G3?
+_TR|A7KG(.9|EX)J4|1YY MD&|:CKVNOH TU_#:53^_
MLZS6X=8N+Z.-2|(|>#=>H"&5>\$U#*?5S8S;O|O)P@!W'FQZA@>PGF'P=Z<6I ME&03?

243%X'T.<%;>F7R@^U;56&7&IU;7C*[YJ?VI(86GX4X+G(OT,Z@3: M&WH!QJ9SA1<-
C!/)R'I#RJI715AT:T/YRHR/>R:28 (G74K,6F4JTCMBJL? M\W6&7KX0
ID0SN.+L;Q:6\$T"\$U0;)U"^\!T48RG^I<)I"*H3P0{?"I=B:S
M+ZP=5S05^.IT5RUL\$P>F,E\MBNU7L/FV_:F,V10'ATE=:+%1YWEJMY39\P6
M0&ZYEPSN%=7W1#9<>O'Z;LW'.I",BI8#FDP\8Y7FUE5!KX_UUJS"C\$ND)N8V
MWYCS&*1^>,QN8GY>Y:TMDT=XUU>M&*V5A',827X_OO)WL7=[;')2B5,E+U.
M(I002DDA\VR(1V:/)Z<&I.>?NK2UR#I M,5I?UJ3L""C2(!6N:SHUI0=3!U4EQ_L
KZAC6H)N3)82)OO+YIFC1#[0D0K*:Z<;3-H M:>^+ARUB M#;&;VQ4,[F+[1H6*W^~?
*1V "2 (JKP4U;P\$ _ZFU-5#T2S&2;\$0A@JXAE- M<7Y>9C"Y-
'#C,G4%UUSH\ DY0?'&RRP+6BUO70=|SW>:TS5S^N: ^I_ZYI"|\@
M08AE#Y\|WNMXMW? VB&YG*.\$:~1;)&F>87_P,*N0/B=)7LN3\2,C)QA7(IG MI*4/8L?
+2V5 Z<5:B1>QNQC%<3:5PJYDLX!=4 _KZ9^ZT5#~?7=L' FPV%Z M73A\,"%.Y"?_/D
MT\DZ5&0#C410N81QKAY0&_>LJJ 1*\HC_.#GE=|SUGI%DX\$TV@KFXD3?
\$D\|.PC5M25NI4MR_ %|\\$, _HJ
M>#F5',2#>8""2(&_",64Z)I2OZI.Q7S\ 4;A^NS*CA+NU*V\28>PG>*LDT6
MJX/7H&.G+"2 APK00Z8C<"KQA\|=QND+CQP+MAG?!KFU08U;FUNQ3T.YPY=L M?
L>^_=,AIR(:0CN(IAES:#5N&X/56;J*J8DR\+7KN\$/T\&8XR;\$=C,3F**9R
M3M<6+Q*"V\|/%2FR)*CD4.WL%*\|NS.'I;#@6B"Q\|YT%YMV/&1B/+;5 M0!\C\4UB?
=S+STAJ CVD)RA^J+DAUBGQS&)\$SF?USB4?M2_U\$CHOC1;.:M M+OE=NGGU\=\$6#
I86,K?+/\$BF-W4/(+|D!\ MNONQB*I+(3L\$=(IRXM,L\|
|T%1Y)\093&&C,_YS0TYV\|VX;*^8#TH*Y >-D M@1S(9_!9J?
YC(F+1!HS!N\$+86Q66%)1DH.AR"=/D;L47+4 _GF<(M1Y54ZD=F
MN_D_OUY+T:600FU?;V\$P\|FP3ND 1H/W.WR%XZG"V)\@|&-E:QE/@2G7T(%;M
MXSZECBU(|J4V|<\$<76X^ZW3. M \$^8/KR9EJBMQ:S81S7';WK!7\JZOS4L'HM8^S2A2
M%I@U8|PUS,64>?Q#|OQRJK\^DDH.\$>'11CCR8Q+PTX@+'29LA\Y4C N&,\|
M\$=I=A3PJ^T:(P>W9 N#Y@"WG9\|F224QW/OSDN.KS>4+\$*#Q-E)^#<;7NK@Q*
M7T=||.74_ '\$&ML0F'->BA=<|H2'PC\|7"F(*EZG!B.UM5'YS;>4=E#K'UI;:/|
MP:#INJ9R)=URE>12:13">5KQ43J5|T:60T-M;6OFBM"TR^=CUTX>A=-WQ*OK MH-K"
FP+&'L)B='3/4Q-LAH2Z>*1P=|M6.=HZ!;Y\BYN1/<^,>%RG<|I6EN M;VY)-H30Z\$?
2T;'J3/HI!&&LP3%J^M3?,9>1::NIF"9P_*A,Q&/BTW.\$=I^
MT4H\|KKQ^70DPEG.|>JYX+HQZ/E41G93@=XB,6HMW4^B#^T^OT@W\$<\$V(<(L
MGCDD?:ORQ%C.@|KM\|HE>M8W\|0?F*7E+KWA7:6 M#\$/QYL3A%)?<
7.Q;E*H1T\,+M8XQ1(:%8/XJO&+!/J6;YQ82;J9'/QLE\$1W8 MJAC=&>!>UV);4,^SH|D=Y(
MS S9?5GV2B,CL+@J5C0AWHWU7D>:P+U-XS3!;|T\|/0?RO;D59P@1.)@)/&
M3E45NLX\|;46YK\|&O)IX?O"7,\$8IPFTNNX;@_0@|^L:X4AM^PV;:Y67)-_U
M">BY3,D\$>|D2?|)M<2TI>F40#;.). MY-(G9KO,UVL;E-
2N=>FNFW"0E0;A7\;+:7Y\|@H<8|M2QP59X+4%MX)*_!\$& M>
G'@F!%?"1VR>HTHU6LH!-|'&;6QOA.WFS\$/3!<;2:#B:MZ8LOA-IUE\|MF ME9QJ6,^|N
54(2|DWL;?6*1_*;6^<&&K5GT;Z;'#O;DD(FH'R\O(&,*|TY+ MVU>%ENN6H9F"+P?
S^WV7WM5%": &-!N#LOPG;|::(KG;:P<_P)GUD2L)\0Z^
M9LE=&\$5DHN>85YYO\$(_6Y=5?/HZ@?
M3UR^2M:2+#+&W=T=#Z=AD#73=Y@.SFK;YTM>/ M5P-
4=UN;)*M\|RGQCLPM_&MW^G5\N1'=\$P=%U+0TPI0
MC7<_<13U%17WC(AR*Y4?/4SL0TO+!J=D_&M*H(1,F=,|V)0>BT"8DJFSM;
M3S0\49VLY;|T1D\$+;)4.S3_M%03.M*)||^N2USCS:|D!G%R-
|R<.*RV&:8Z\OR:">.&=6-=%GANZ6VNFL M\LNQ3U\?|FYZI6X=1Q\|%V_"
|BA.SMG6F;:'=*SUSI904\|:1%CL 6Z\|H!-(MP.YE^7S&|HY&NC
7&.H4TI4'WST4ST_U'&CLJP>_&OR\ _Q=YL'S10/1LO7'
M);W>_9*Y8LU>OX*G"R1B"UR2OMH(A;Y.YJ/EY, 3U'?=[KGQ:8)O'Y+"PP\$
M2|Q)\$1BA5NZT-X09TAGLY>@Y7BE'#\|J+YBJC:'|B+69X^|M:&6\Q\$:+|V5#
MK<@QWZ*ZX"\$\NC/=_D MJZP#)&G?F0'?T;L_OQIN%\C"_LOH-"7D%>|CH;3V=
7|VODY0U?;/5!68D MMXOX_|: HT+9!|(CS24Y+!|W1DJ;%C;%(13V+S)+ZD^U9
(FV(#IC_Y+#+_W/*Q\ERNO8AQ:52BM3(M)3UF MU*XJ,N\Y')CF5|O-
P"G'Z\2|^0QZ6DL(G0Z%A1R;:\$4I-*TYE|^%QED"FJ M-*9;(<108R_-DK%P,E
'TNAS!*G+|Y=QM\AC=PC%QQ;ZZT\O1L4NPC@(|A M;9,<8M6_DSR"O>:VF\|"_7WT)
#G026~?Z)@Y(Z,4#|.9<_LN?1F2*;VC7\$'
M36H(ZD046H/5|(-0|KOS'OJ/\$NY@)&:W)68ES/%F2U;HN0P|G DJG!^7N) < M6=?
U17QI8@8_9F.R\TO2^0KZ=*J?O>Z9H P!HY+|-.5H97KW!;KD2.0K-PS

M|^:1S/5JN>:%823S^802@. 'YUST""KSVF;E;V7#U5KC3@V,TT'WKSFFZJMV,
M^BJV+.VH(#P(\$8K'@H7ZIGIUD&Q"AOW#+>DBY9G^)KF@;?S%:9I:W0|^Y96
M=;DY9JRG"@)}G?0C^<'4D_(B2I*E?I1)+2[BO.HR^4BFIP<_X.]XV'LO_[MAZ27:*
M&#.\$+,V,91S,...>SM_Y^_VOWWG|'US7|>"^7_?K.A|XX#CF^SF^|_R_KX_MQOQS?
\$6N)<'J.B?3SD8>'&O|-GQ|>5'G2!OL.TT\$53*!C^=?N_U!&|Y|3P9_M2E
+=@OZ'&#M%^26/3_.,^1CJ(S:NMS:5|;(_KU)J0ZWP@4_\$7ZPO(U5#%R
MIWU^Y85D%=V\$D+5%&T;0Q*_Z|^2@ML-Q&*JFW)\$@=(=9QKS>HJ30+_13
M/H.R_3%;YX;@J0()D<;@DISY!X6F1&?
3N"DMJ"FSYLTk%3,U^>I"GXG"LTkT5_6!|,="C.\$|PWLE7+|+2B>>9|
|H_=ZK)|VU9.^M|^L(|>.3_TR^.>5@/V6>B9J26X_-2+|+*^NT&(_MT,N"CNLN:BY|Y=DG-
!H*9*6G)9|F.25UR|MZ'CC*QX=2ZM4NV|JG/PW:G|^L,G=1?ZOLR39+85MWM;6!4
MRVX)W!!>=;NS<2!..QSD8YAO&"WFR" (;\$?UL3(_S|"M@AM#^*D' M|KVF(@WQJ_/W?
TZP|N3G=(^4N5&P4F=S;2QS;|C,S=:?-Z4,%C.,+7*DFI
MAZEJ0\$)F'=2/BVR5T|C@|=EM'+F*9/J5S:YNG<|X8U0HP;%S;J_V#E6K.&
M\$>N7^|3/K\$ _I9(^?|*VX#J735>_6AF+O?PO;_KTES^Q_&LWC|/#>)|VLTR4_@
MG=D3|X_3\$#IL!T983(S6O(C|(|'8%N3B7CYWN|S0W>5=(1I'JIGA>'ZVAJA_"25'%Z"?
N%Q+/_MO_IX0>MZ7M;P/<|RV_3"|&<890^C*!Q(AHZ|G.BPV|J<^%K,IP|TZ4#BM=P
M<^U<21,"4'|_#>Q>Q-Q-|)F'N8_&"H!9C1<;@J'|D)&4|IR?-
M'KFK^AH_G,3&Q,>>|ATGW,,P MN6DYW_.;?0IP4W_..(P==<%0959JAF(7(;39?
-1TGJF|CJ,40"L""BF%+3C1_M.8+H2&UL_Q|%;_,<,"KOK11J/.SP8!;VRL;_D*!S+3+L&!
|. #641\$3 M!SB_4 XDQWJ"Q!;|BEV2A=*KV3!N% J;L/^(@BXC00C|^?<#AW(<"|+?VI0G%
M+MB932P;RI4|,V|,9|@_EUXHDN|&US_L&+"1YK&MN/^X|Q>A^*7)|F<
M%8E"@+:AL+|_.\$_4>U_V/@3+/0R%U3W!:@<"P+A_NJ^OP?|EM%(F|K_O_,_|
M+BS|^*K>GPW"Q9#7|PG8GJ|(-[*=AU^P7NP;|AU&|_2P8"P_GGK-QX4_!|\$|^MT|Q_PY\$
|0,,^=B@|W_)E4\$|V(0|9UK7A+!/L2=|E+E-VY_F(@_L|S%7Q_MF|+X;=PQK|@Q>C3?
J>MZZ&@.|MC(U4"Q|_H;5!;(RO>,R|3\$28,J=|@_W_MRM|)^Y?1L|Q2)%_XD
T%0^Y,FFRX@3HPG/_4^_7V-U|^H1=:|0)7#9EX%E_M,X7|0;0+EH|C?OA3M_O_97#O?
|X=@N0_+/TC7^:N(M8Y\$"Y:/BH'LKX@|H|U_M|V:@_|BNW?#J#8NW"!|YF"
PX:4LFDS>9N2E\$R:Q>OOD*G%|1T>)|TATJ3F_MCCN?-.63ZO;E+J|VR?
RR|V<&GB|^S&I+>&C"RNM2_M0^7.LE/;I?UQO<5*SNV!B%_K+J8|,U|^_+&JK|;
|S^DV1\$,TK#4:49UCMY6G_MJ*_UZ9&=6J7=^T|I9%XVO95S#UXYFOWFP;|P8D_MCS??
C5K'4&O7H%N*&3Q_MLP-*|L,T7)S|2L(#NB|J/3/P^B3|1V|5_?9?0IQ,-|T,4'VX,FGN4^M.
|%=MR-&T2=-%:SKF|W<%N73'BX!G-OOH(*C!WD_'MT%E@;|I#5'6).0_73;F8^+6|5U/-
ZLF;5ZR3>HT|C+:\$M_0F((9\$P_(M;:17_M<|ITD|/KKE81;/:5^5VO|K(JKAS|PK_@|TF;)*
L6)\$=O*K&SB^>YY_M3W'|JS6|S8+WD6DSC3?|Q!9IVQ>.O_D)F2ZG@|6\$|V-
>=88I16HN50W\$ _J|EBT@M/D?S_4D2|_V?,G\$K71RBTRF MS.1PFX6|OIX/W;3#_7%_J(E*-
TY5JL|@^J=>;G|\$V,K*H1ZLAJ^4O|.(8MQ
M|:*8UH7NO7I5(_:/N8F_951NSZ)H6Z|B;/_3YU=RWEWQ.4)EX:>Z:NN>>>+M|?>
\$22*QZQC"S1JG%|_ETC>S|\$W*?=E6|I|3BT^2!D8C_*7H:??>PG:@Y!_M=9AN\$;
L_>;>'C_@!ND%&4>NH2U:L?CFAPRE@7XJB1?3N|;|2&'=@|S#:/7&_M6B_LAWT|AC+
<((0/=X2VI*<|_|"UCRP|M4KLCA8I0|9;O^O3/E!Y\$#2^\$!#N.MKDO_LB\$4&TJSKV_F\$D7
KQS(+I;?2\$A=M>/(GF5LP|EWNDW:1^MXY;|B|_MHT75D5*88'B'<.#JRCWH+8>?
4N2C6|H,>0=D+M4.Z1^B.EV'Q>NO95B2ZD*|
M/9Z:"V(VL.6|WBRQ8207*5|=1T2FHYS_|Z@*_UDBS6|57)1_V3Y%|
MV&SWR/XBM%S(0S%XZ_MO%E6:.(M3HL00Q9>|>;?'\$5Z+71Q\$-
X=G^*L^JV4+&Q;1^|!0_M!H6=(.26K|@TZI@VD|C::0Q::Q!1%|!'|=RC=(4,52!?
@#?.Q8Y@LO|.5M_M8,|'|,ZO08W/R4_)N^;07K?Z/J#C<.,HSZK/6-T|H)^|\$5#(|/?
I8O2<|QP#%1GTK\$ M|!*9;|?@7S:QUP\$8RQIE3LVJ9+_N\$NEV"1AD_"SW_&D/(M*1,
<)|#T%W9)\$|_M<\$M=W,GYYUJ6W&#@MOI^U0#SHIOOZNTG(|Z#|0,.,E1:05"
AO+|^+;ZZ(KG3LJ("H7UN*2%-1_A3_B:2#ELLIL_|B")|Z.#|;DZ
M;*06^7X:MBH51YCO<;2W)|_/O7E7C|.4HV:2FDJG1492=1SC+./W"-UJ"\$U
M*%N,WH+"2>"B;VAXLV!|T8!A_0.X?YHFK!9S"3F#8GWAE0U3W|S&*F|@>L_M
OP&\$E<*J06Q^'6%++Z|Y>03|(6,P^?9GO|&4'OM\$+_MKQOD1V="M=8#@|IO
ML!+0N^=X&J)JU_GZBP*\$|B*%++8SXU;|;RV=8-1A(=5)1:67X9MP|=|3_P(
MR|3&,7F#\$M4.IOA*/L(>6R6,?!IM0E0C%M|P_*D2"6A'B??P;|!F&"_6?5&(_M,AQ|2#>1|-
!0EVU^5=^,X%5"^9|Z\$LFV.9I>\$T5)5+0:N*7-O=-|6C6-1_%MC;!C5T^V:5GO+2|V
PBE9|HT6;6L|H|1_MZD^7).Z2NT|M.RV|X(!G(6V^#/DC<6%WI@T'<@SX4ZVEK
R#XN4/_EAU\$(#2_M&Z|^4_8\$RK+|1!Q0M,U|(!R|J!0*R9,9D9'DN1

:^Z!N=&4VRJ<:*JP83;:ITU<?*O5U1&;L6GO%58^@ MJ 'O4'>OVC0-
8Q_#;MlU6V^D'^\CX_V)VRXW3IS\$^V4H%52CXKH".9"B|Q>&
MI_.C2,AB2A5K%FHD%+J5,W/I8A8\$>VU\$GU9IOVK9MF#Z#/\^O'%3D\NYT"TV9VL: ^PIE
MlKU8B59V/(D7YE8&FY#': P3%=%ZFT_98JPS1FX,I>ZV)<=Y<6?-0;1-[KPP-MX-
IB@ (R\XBU1X=#!RRJZRTSJLNENN.#10@N+;N&QA;Y66SC;85+5QX<,A-J M&&)>I2&
/Z*JZ2\QWTAM3OQVZO3:IN,EA(\^'DIMS*%UV^>%6U/F(#-2W;+<
M521\$RADCA5(PNR8F\9REMR0#*K"CWTI, ^27KVDV-DQCM+&X"U.@LQ%,=#I.
MJ7PM0B-I\$ _!6/2=%FSI?JO45V%Y4!V7Z>1I0?X\$QGN'NLB_\$IY1XI\$=M5>?A
MUW/%OC=KJ\Z6W'Z)>?#Z^JVN=QG^QWE^C%^E+35)7HW8^D;9Y8K*-LCE:.\$>
M^ ^K;YK;P#!90^!/:2\N!C'CO.5_FF4#1&0&J+ M*=O\IG;8JOZN77>.9^GM9"QP!2QN?
J//9YI??Z\$BKE#?.M4^!:\AD*+OS2%D MYIBJ#X%9L3XKGCC)*M6I*P-_1I'!4RW>
AVKKG_@P%=%QI,N=;YW^8T-A3MKOJSA?R*GJ4 M;1JISB&(+>0&%:L2VE @\BL2-
4MXV*5|_>LS^D>,@ICF(((SP IVH=667N@ M4W8)/E)?3JU^I/9=9T(?Y?
_1^0QNFN^H2D0\D4BXSUYAC%2OG\$VYT5^/-_MFQ55D*N+-N3^%S4_?I?=?I?=?V?
>_^\RCTN"^\OH:N*CO79W"V"D9U_O^+J0W MMMM)M6NTWQ&2-
\$RD\$J8AHH,P:ZGN\$A-J)"F\N5K&5TGAF0"AAB@GM/+6QY.^|S#* H-V* D\VRF1Q<5S8
M>6IUR^O=J*T-+V@|D<&V-V;4!T5;K';5=)15FUQFOBF6REM64C\$^4G)! =B@U%
|DN|UV?|_.' ME9|<*;0RQF EJT6SYMG|!A,Y<:[VLN^(:M;YCU-+QQ^DLQ3>JWAY>1'GG
>>Y@\$>TQ#ZZ&OT MJ.CZLJ_CSM?&6B\W92?Z)%S8(1S>X;_ UZZ?HVX|@^ ^X1X
IETJ=>N%F/O>4' MK-75(_ OL\0+_"GG\RKQE?!"?"EI^O@()\$.8T8U
#^H0@ED'D,MM"K@KQX/ M2GE =S68%K+- "4J/%:7F*P/*T8@?
G);'^VR'+0%/2PJZ97K@)K|T09X#A!S M-@|L&UH*4QJ4/G52-I1YF*\$>!;L%%0\$|:9!*G5;+
K1!'T:Y@W\$0FXC? VH" M FUX<;3C9%@H|9.Y>KR^2X%B#!LY(:MGR0
!*_T#_9;;BCU";CT_>/7G1H!M M3YLT^!8;G7Y,4:>N0!;5/C%U _JB%73;)6|HK16F
;8BA'J/KYHO)V E|10N| MR;Y#" -|31MK#_1/A>7.UHC7^3ZQ:TF?B66f%K6|DI\$|_J|3
MF^2WJ_ ;Y36NY,ZL6,ZRRU1%R)W2HL004*XCEUF7ZNYE|)%EM6?HD^& @T*AI
MH% @6EY-@(:1-L)8#H7I?G7XF.3I6U#<|B73"7V+;Z*DW,"QF>DFT46RB3'O8 M&:
|ZH4N +@MS|Q!8-D^;#MZ\$ R'Y@)I(PT0.!#/*|A|ALHK|+&EYK80#(<|C MP<.XO\Z/Y=!
|^OTR@ MN;(:7.T.SXUYQB-A6T!'): 'KJS VEVV>A>IFIG&M0_X'#O(OHGLC=7%\$ZH
MLUN^#2P0N83.%_ =/1!|C83+@9BTP7,WEM|,|@%ZZ@EAG#7(@M%42!R)BRFSG M
V@',@6|+3!6Z@9_P3T3Y|K+6+ _>OV_Q'#S#;=#Q%MS9X%8CZDL_M_A;
Z0Z)HX>O_T_.'|_W+|OX3P?V4&'?5VJ4WXQHHV2%+A^W62!| "MCT3H-T)-S+34,H
GQNI.9>N&1*L(58?GLBOSS';2S>^NGQFI12D|A MVS%?H95K';01E8MT?)2A#-
H5..#VBUFCR-K|A@KGLI0!%2HY-DNOD5'8LAAB
M\$&02J^6C08V)"!@5VC:F>U2WX%FZX%"NLE36^*^QE"| \$H#DY9D2?&7(3&51T
MI+8JZ^1GN'3ED"!0L#OMWUT"&*IF^,ENZLX\$"FV\$X.G RINJ/- M*&E+ <+
|1AV>=5.ZE!4&)M;:8%^|!;W7T\$%-;DJ1SVJHM(|G3T/4CY("23Y M9UD>|Y|_
WCGHDD_1UY%RSS9S#DH*6QR1HG/QD!COEJ _E\$,\$'91EG^*4&|
MOI9D;7SAU:##"1Jvw@0C#W2_ *178*^T;W\$@ZQ;:'T?M2-C@BDD&6QZP+T4? M!-
"D|2NX&-V D*2,LN|LHW=|6H)!|<.80T!U*2K&J.?7ZIC#I%U\$P?B6AFF
MT3(NVI/L_5QA#19!KJ#A-\$D)NO!%;=9YIK4>C!;E;|8W\$MWI&AUA&.D:YN1 M/
#TO<2BCTY"X#NTCG8C=1'A,1/+MJ.C,I?&SK,4'O^TMZQ595M\|)GQ8%\$
M|*68%A_1<)/L5X^X|=;|^P^AJ\$999\$3U=DJ/E#|RJ9=THE QI,(WT^L\$T;
MKRSOXQU)SCXRRK8 _<2+J;*-7!Z|7X)QGY9H1WY3QB;-!&#>ZC%|^>2OBDP|M
Q: %/EWW@KCO78,AGYQDC|Y*3F.;JC7Q;JZ.=>6&T\$#E7J<*/LD'=E\$B TI
MC\$>;KP^"3KE5S&NU&S<* \$3'1>.ZU@<|FORU'/^%M92B:1Z64!&#QR,\$0\$ MK)" +?
X%-|JG^0&4GGT55#9>_+;B?;7M^77%'Y-23?*)WV?WS-29BUM8-X-,CL/O0ZG-
R6S8+N2(DVD\$G8944R8'(8C31TF|2 MF, ^ QQ1U?
K0!; \$K%;45U^-0NGGG%/HT0^.9Q3_?'.(XB>Y#<(K>+\$583D=LM
M5O@POU|:UL)E66+ %CDI:2_Z\$2F"Z26(P=X+D+&(|>!C3A1%F2#0C8OI0N.8@
M.7VZ*X;.[#@J@=&E1Y=3)\$)0|0(CWG7U\$@|H192H'L2G3_UFS'\$XFKEO(T+/W&.V"(@)?
\$K!3W3<7H&\$RW IJ=^4#X15WV9| MW
O=V*U|Y:@0OW6BEB5FWGG9H=XQ)\R'0/APN67@24H<|Y|WN8SYZ4'<^ ^?8
MB;=9)RKH-2D4"Q%F3DQ;^AT@GD%H=|: @T|JAT8;|AQNV3#|'|)H/3Z*&EIK
MSMK*&+Z?CTT@|@2|8P51X3-6"+X;-K7U| P?Q|Q):)4I6R2FXQYI.VGB!;F" MW
(50RVWJM*7=X|BHQNZEIT0"ARMT==|4)N,'+S'0-VAA&60W9JR:E-E.|K
M#4B4&W,CIJK,/T\ZKS>_X<1=GKQS'^T8T'(.N7%^M_17=,RI E*+CR(OUF,N
M3YA'/OGEMA4&,@_ %KS|:LAW GFQ-|@9N:1O M| %H=?60Q ,A|_ ;HR7,11TL=FI/:1A=

IKK^VUJWN6TJW2LY0)%XZ23Y\$6P_M.Y@E/H<7A7D01DLHV-BC#<:4;NY:6ET;"?
P_>E!::1=IGETE"(S_3@!%&);M4Q=WS?(OPLG(/P_EW>J9<[ZFQ?9U/;&=4-I"#
f>2Q\^9U6_&))QHFCW7.>^MTNW\CVV79)H;L;L/V49#X7GT^>AK!ZH,U%Y1<-"JH/&
(D:I^Q_131XH6B M2V8CU:7+1S5STBJ+RGPS\$QJC4/-2)S6=A_ LVSBF,C!))M,="U
\$70^S=?'QBBH44F+=R9)P%O2N8) M_-"("D"FU'Z9UC*+8D:K32*-IT3 J5)
O0VE(ZBIS2OSO_16%D+5;+R18F M-N+<)?=&,4: ^?T5%:-2:/FR"6,
<,JY#QXJGE\$P^WA*=?8;SP,+1'3ZV3=N MI\$'1)3/AT:VGI%S!|*F;CP='BUJ.3;_9
\$4LO0)5^1>4-1D6I5W5OL/@8R!M M OI5O-TA:\$&=3F B=@^|HYG,
MCTH>O33<('M*YH=)&+93OESZ5_2-@OS1DSE,E\Y>|HZ_
(5.*LF_\$6I/TO@>P5VT<\$+\$+|,I9@J|B/.F^1V\$3*5>V|I=AT>*|=1.98Q5BN7O M&.?
,9LN>_&D.V.WCX|00/L9;Y4MW_?4F/'#&V"IZ.P5QS\$
M77YW)S(26HEMMS@!3Y"#;N89'L)TDZ4,)=">C-
W5DU@10.,JE!&#"TSM/%)'(@!|Y)P+UV0
MUHS_5D*%="!Z2M^G"*K&D3|2C=A\$3'MF&%|>\$%OE1C8G^#-55|"S 'CW,0
M;\$PJ""^::A\$KXV|K1JX!1GDDS_2XB.OON")99M1DXDPDLU'G|RUQ^|W
M%NLQTT: ^DOO!JTUY?V"&F: 4\$O9#)IAF_ ^2N6N76FDG5DO2\$F3 M4
MRY8M\0Z:+T:0@>|V=+>8R!5O SOI9|&-@SF|JM5E<*OH|2-'?:"7P|?'Q;|F
M@M7*WX'B1%|)%^RS/-1Q7\6WZD M*/N|7=2_SDB8LL:U&
(A.;FK8S?)MS.KNCMF&ZJ;T;-A6+>MOTQZ),DFOL-15 M|T"'+!WH*|V8K009JH
|OE\$FUM=/_\^XP^"T;HSD0.9C#?UFA#Y%&)87^*4; M_|@L(:|MO*9-M&!#0% ME+|
|!W5;|FUVQXH^YJD=*%>:.,VM#9R|S_RM^ ^0_' MU/_ ^J?EDE7Z,&
MQK<+E_7Z#|Y^7+_VO(_.-%;=)Z^99=0,S3*=@>'NW<6Z)NZ?
PFEA!V|&^P=^/Z#03!)%3C.R*JD6XO-M MBFW2267YGN"//=MOKGXN+@&U-
5:/J;*^|PN>P5IUW3=O;_O,6,)SX^(-WOL. MDK8W:##
(4ZN#|S|KTQ)\$|= /28EEOKW%^ ^8(P""ZGL(.W3%YQ0WP:L M-
3L?|Q0FH# 'W'GN11,00\$B57@;3F|;|8B>|+C6DP'Q?399K?>UYF@|2W;|N
M79+Y\$5B0'E06C24*?H?N(+GY&'&G)3\$)C4ZU|C
Y_+ZA-.SV8/:CO68:ZPRU^D0*(@|W)JN| %6|WJ&5F8BNZ_|MA<%HO9-9F82W:IU6'Q-
1,D"M'Z'1L-.8+ /S65:3-(I8=I'2-K0B:E&|-L# MRQ<|;F6T.%31R=<|T@MBR^?
D9(>.N@SZ.!P)U#LW\$"#:|7+/QTJN^>;>#U^L
M@^H.:!|DNX\$1@ (5HL|'UJ<'12RB10K9^OT-2MF>1+D^?:5|5#BY=6C#^6F>
MO6GA2%| =6\$%&?EO1|VXD|UVG+H47E|W|)%|_#0M_N4DX_1 MLA#KZAS(08DP|CB7
7Q_G|A%LBS6^XMRT|'=ZNPT#N2Q /\$W<)>W?AWMK-PO8 M/P>LNF S:;
Y|_(ABART1EJ6^7UX=A3LOP3,'9G&+W=R(HO|_9VZ6E.CV I',@!|2*!1JYZQUN.JY5L?
VKPJF3DEM-Y(L/1#,2VG?L M1'CW\$4;YVK-\$&!S(HNP\$!Q*-WU&H^ ^)4D
+Q\$QVMVTB6@U5PK;/ M_3|TMQT;S5J|@I4=>J9C|;CI0C1; *6T|-V#(V?
H)33Q9&O&9/+OKB)UU=DF'| M@?'|\$\$,G0?^"|5+W9MQKSY%C?=7|OFHC_-
<3":A)9BZCD="^B6"Z 69T;JT2 M8<"W"<0W\$#JB3I7?(2IK2|B4J5-
LH/4!0X'RKH4@R;FA5:"|J9./+M,|V MEFW_@F8F|&)5W!S(#-
HFTP+*8E|AA=62P&="W1\,R\$:405KH>W&?(&RP6|5 M&TUB91P OE9IVTJZH!|OXA5=?
A|2|;VC"9-H%2L^/:O4W!;!I5?AG>+Z?| MFM&|F_\$D3|0W)#4QIHVVNW-" /7&\$|!#K
HV&54*3JBRJ?(@|HM>|!;I7&(MH-
EE!V=P"R.&;3(R%'X9LCNXHL3!97|4OGUC_N|VV.|TR9GI/Y'Q6)0V"J+
M5E"0\$FY6K1BF%U1KLX'W!.,#+D %RSK"AFV^)|LH<^4"#R@.=)|K0:Y^PQP8 M:|U|
|RP_7%VLK^4WL8B|TI>Z-.18IMCV9LRC?WX/M?V7'W-=>M#=(_L#'#@"
M6|C)D+*;)\$>ZO(UH:-T&9F|ZVP=3&PVL M5G/.HO3|C;E4
M84|Y+88L,9.B>D&@,_AV8"SUCMT,/|;V>JV5L(<#:3H*(WYX&P?#^0)| H
M,XP11N':G4'5VKD>\$EU?43U#H9CQU"-H%9TKL)85\$.076JZ04|H|'(C|Z| MRFY77#/W>
<#H9TH!;0R!5BC=)M_ Y1A;JR-V0,<8!FRCP.*847SO3_3HXBY
M|'K*|. #>>@_4JH|XL|P^GF=1^E'L"U|VR4;MZ/7\$U?R
|6NSN@HR7,BYO/5|T;12;Q|6&P|VEU|QY3""N|^G0B-MP?VH#'/ZK^>3%I<|P)T(\$51|,T9|J
HJ- :|XD!N2JM&\$|!NH=A|K|^WW/;Q M/?B40?*BX1!
|V0*A+ #6T|L#GG4UF7|DLPNC,RHGVK9)%/9;G1G0B#/=ZA(C1 M|N"O("Z'FA1+85)3B?
_O4-XTO*1&WR M*;:9'T6@S)^E/.BPM'CC@51'!,J=Z; ^9779C,Y8M|OJ 4FSQ%,
(WTELO#ZV M"'+T&'FN|T5Y(%1*8&X\$F!G1*Z6M1>.GYF9019>7CJ-1/30?
ZKPS9|E;&+QIO M+A O=\$YER?Y^%;TW5@8SA*CH;L>/B+1BH OL%%\$,SK+Q(
E7>6+D9Z4|6D;Q MV|%(NM;: 0:-:/1A0\$^H9?\$PK64C<.AYH%A:8FD@372|
(|AWZ:/(6/FZR^6G M/L&W%LLR:AK+W'+)VEK"|5MQ@XL^*V<#+0P/IX.AUD3F21L'^!;-

M;LLNOU^<= [/L_V%U5GFJW4%*N0G1-G MJP^;%;HL.3 'R?'W*[1M&&
/9;S4|S';NT>>A3W882C 4HV!CL.(N'%UAFV^ M#Q6_8OSEWS(N|7,\$P-
I5|C58Y7D>LJ\$%;POH)AFR7|Z|K:7UB?('+8LW?)3 M\$S?
(-.BW^=EDA0:"H@,>SY(\+ ^!;0G=DUI.;Z.|Q^NH3^/L(>)! MM-IF
MN3#F1RW<8"64M%-C1N)CJ.JPNH/10LTV6%Y^DV&9B\$<6+A8\$<)>SH>(CV+D=?
M|FU \$E JD| #|JXTV>^HR19;\$K7B5@A|T1KTVOJZ^WHZ.TU.:0090= !-;C@G+;X&C-
)WUMM+W0 +(= ^56FR5EWLX+;&| (M.@C4LTYSI;-
^T"1R5*"5F5Z:CHE@J&&C=5N=MP.*^9YD7E"8?8D>TQJL.69G
M0V>2@G)16SNHBC'E/JHR"JXA_A+X2A?^;WD7 MHN+/10Q(HV@:B1RJVZ5CA?
+X/N|LT!1<:_VVLB|)\>8J+@D*9903R9,Z"Y-T MG2:B# #TIFRHTHF2HQA4AW0_3Q|MR
;WF5!(-6KT E;ZD!P2HR.S/UV->|CK; M;XZ:BI-.6@_TZU&+|)T.5_P53J1)&|<*>2V7?
UANFD,>LL\$8E1X?D)AK641 M25EKB T>*H-::*KBL YD-%\AK('XNH50LX|IM&DC#(M9T,
M==2):|W'|@PX+ M)*T-G2N #0% MCA+TALPO'AF0=.)^5:.'%(# C 0R*)(Z|;K;IHO=?&
/7A97G MH/GIF26J5XT4&LCN\$1>6KB^-! Q:WG|L(*6;-)5%O|.77KUP:I>_G=;!|8S_M|
(,1P=7-|= "OG1>'2T&H\$UIYR7Q_H_8=H6K*^KY5U/XF>;#NIOH|+WL0|R
MD!%HBZ+O_&IHO5"=B%46I)H@ "9.W0HYI 5+)W\$C MNB<;|)\$+O<9EZ4+-T\$@'>"O|
(7'_Z^HAK1W"&_MAJ((4911DT/8=+;.-|+_ME5HO"#W4?; MK.-F.3W(MXE+
/D4|N_-4.&_VIX@OYNWOY&^MJ|>A*RR;|OB(?OU/R+-6Y>
M+Z"%V@F&?.RWAC#^|SQ+/(PNOR|RYA#X|!L*"TY=Q@|'>GR
M/|TA=OM>ZLDO8B=EESZK-(*R/;-^-(1XZ*YX_87:Z*O|GG\DG(3_G008B;J
MEBNUZSQYF%?=84W)S.K OLPW">ZR3C\$3P9O;T\$B6\$1I4ZC.2);V.W7Y T1B
MYU2_/_Z9<+T 5G.C?E+"<2E|9=\$B|.9JO:-WB9,:|U+^| (BDF@D^V+V-K;.%?*Z|&/U-
G;*NC09/X%8%IRM ;A/CAE1RBLIN\$3B4<.|YY1X-M=9DY,OT5<0>*18V.I4#YYB1.-
"&I4:EOHE3_X3<| "X7::W+VRVJ*5KMJ|47:
M9.*Z&86+B2Q50("R&|^@M2*DV|+_4SMO,!%=YY:UZ>_QBL,U.%,OQ M Y6&S=77,5-
DH0-KVKLV961_'.6F?@:0|CEZZ-H/M&<=J!@|6#VC^M_-'O*RV:Z3)PO3;X5|"WSY?
YA<SHGZ>2=|9@J6&WCP|KUZ7Q#% |D3|")@5J#A@QP,J,E^LJ'@7
MUZ7|?'QSJVG>25E=NVFA-M@H= +7A)6=A^YN@W)|KXMM@TN/ WH3 M.TGH0
HTA@,1)%3+9*J#(EA9%*EYPXD93R\$(V7>| %GUW'G>^..NXKLF(2-^M2KJ">
@<@VTA2LQG|>Q!&^>P@Q@B;N,B_U\$450A!;^PQA"@0N|,*L|Y,"/U MX7G7(C|<2UM|*
^VT>O0B M+,:S^_K(A<| "0TH,U/7S-F-0H,:U.Z=">ZMVJ|Z"2->KH<&;G6FPP'SAM|
M*HFE@5OGL.PHA! (0:A?3*BV>6-Z4CXHPP=GUJVKMJ,))>.A@)!B6F8(#&+1M
M.K>+6#WO.E!E8+OCNW&H:ZBTN>C/@|<7|H^>W(SB0(@W.! "JBDU*#ZXCSCG>#
M\$*@\$S1D>,*Q6(S|>P;_5QG|O"Q7'Y9(M@3#P;"XH3-N)|6ESXT#NU^\$YD-V
M7<|X\$|EI*&LP6D6= M06V UG?B?LK\$&W7?|WE2 =+@ -!MW\$@K5;.*;_?+(-O
2%A7DXD|27#% XD MLKX9OW+<'CNA5L@EORN_P D8Z>@Y@*4_R|)6H4
M;/8&5^.^=X)S((^*_HK59OG6/Q\$E8%^3UCXCV;:0;R<1& QLV 3?4/XH=X\$Z
MH!/V%|^_A4K(>/_/H/;@<_GZ5/YS"@4|^AS|M'6K&@?S%N;_"@ \$5^_S^(
M_N5V4Z:E!!B.%0*VK!;?8Y,^;#_ZERK_X2U9/KS/Q%)_LOOLA7TTA(F5|
M3Z95W(M_YXZ:@:_)ECMV'CTC'|!N8@DA9' UP._)8=G&^_F?RES9\$"YNDA7: M>?
>NQA=,0W^25?23|*NQFL5?%3FQ0+|0;X|&V/&| #YK6K 6LFZ8|O5;#BV
MX5AJG6/FW>|=JB6:MV^O"LL=|SN,=! =2X?F!<17NH6B7>,>"M*J_*G=8Z%_C1_ ^C
MK69\$3U47F='^5/)P49@OPC(|T%-MZ&^4|E\$59NAP+I
B5SDI"Z<8%M)CFIE9FL|3"CZ)N&,(MW(6|;7;>2I3J_->/>|AIA'^ASC>%#,0J\$)|250W-
ZV5*|J>^:IX|3PG'+BRG
MGC6S/34B(Q#.KRYWE%XDC|OCL'=9^;'WJ|MY2U<%MDQO5R|!-!%|_0M9(QFF M'H ?
36\$Z#LBT6GEGG1PRE+@&.+|O85NF|D|B'^A;T>^NM9(%W-SXJ#\$/CK*1
M:9YKAAKT4R+VDJL^P@+1AYF?,Y|JT^F=?@H1+5.\$R|!%@CX\$^D)TNB_*D6 MA)@R?
>| "E 0UJ(4DOE9EZ"1@Y.93Q/"MR)@->\$) HR%2!B4V?77Q%N/P?=%
MB=3H7>9V2J9K135%R5GRT|M!UTRD<#*OV|>:R 8(=RU2/,Y3!?!X_Q?|J
MRN!|YT"\$#(6!SHZ170YH:<7\$!OB\$C(IKZA:U\$*_J|,LC|-#_ROD9IB%?,"T_BN
MVSYZU5Z|Y\$1+0,L4>-7=BR@&AM|O.#>6?\$X=L8QX!;2T2-|J+'\$ZJ7 |H\$Q| M
Q2TOCP@)2WSL'115?Y=UI>;|7O:\$UZY|:\$=*8*8#JO! "%)0 /11^DY4SFT
M&B;0AI\$<"BC;R?QR9(98.;QJH'.YKK);&"U9X>O9K|Q=SC^>%ZUM'@PZ2* M(|YOCM-
ZD:_Z"UA7265# #G<7"YMQI20N|;T>Q>T9@>3B5IRL/M4R1,=NW8N9
M.L9W""9(J6DOEP,=*1?%N(01WC^SHU|AY.6|,P*MW*,PY43"<<53'WF@VBI3 MB%T
F;*6E\$4EO^= |F#D4...'MGIHVB120(?T%6JJN:4';YV24YT2"OF=>V|
M5+V'9=*SYY8_->M_96A2OV&4HR4;VZR.YS"N%JD14T+M;.)#MLU"Q|G-Z1TN6 M/\$.Q(2

=I%Q45IU(\$0KM68CE;"96?C5O!R(6\$S'X HWRV:(K\$/FPH_RKR79 MQ"26Q?
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2Y6J(9&R^WAQ&#LZPL9)_B,A%1!>B>&&O/9IBV\$H7H3Y/RJ82M
M.I<|'6H*2T=GU\33/IJ^|3ND\$SX=D!_I_#P-
VISCHNM/\$G"!K=P@M.=;+%+E!Q=\$K\O\$T_RGLZY*8#Q_=M|HL?O;<
MEE,73E7*CT85F"1YY!WY='IF1L^|Q/SK_KK7;|^0JNOCE\$I_E:HM(!?5J&^3 ME/:G?
MGHZ70+\$^#|<3'(HxD^;)N\D7O@T-N*A@>^MW^I(A>^12@,)J3:/?K0
M^GZG33M);COX_P/R5)!L^2C0H>G6FP+X%"">T:1'.YX'(T*UM-JR|ELX^M/@,;0J<;
!^*JH_9G12%:;!F7I!,?N&Q_FHU"&O6IK30*&/?YK#VL&M.OJ.J?
MK*EX\$W71>UMCE9^I<\$?O\WC9!UQI>=^4+2I>>.H4R|!_K#(Q_Y'#MK#<7^)|
M6TDGT\$:L&V@Q>B&;4I?_MXU+T|7R&J65?><-QG|"BKW-
#QW6O76MCJJQ/5+UUD?|0'05;?\$.O\$(J%T8L4_M_3+@=#ZI\$^F587RAB6/OB+
<13F_VDOI!BP.I+%.MHX+X:ZZO4ZY:B;+(_L_M|8"R(=RDZ(*;IXBOJE
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5#,7G?X05\EGZGA1E=B%TYW?+\$\$.C;|H|^M.M!)Y6N5E:\$.14D\#/2!=NBR@W2TF?>
<|P&A\$TY8*C1I565|=|I-O|H4RV_F MI<|=N|P<)>B3+S@G|1OYZ?.3JK*|F MR:.*
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^L?N@|H=JG8^B@1_EBJH3853UOS|SHQ1Q<%T)5;_L/_PG>
MPH\$|_#N_7IZMJ7;QK|H|A=_%\$5G1Q|W(+PA1S_!^9|_QJH%|"WNVX\$QV!&-MO-
I|=BM#*P#JD_C8|3UTP;EG)OO1M+;OO?W(%>QNIW\|O9YV:HJC"VFINU*_M-M_R)|Y|I
(H|/_Y)7|A?QUM'1\$>|ZJ>%X_M/F72.=[B|8'44V|A"B=|8&|>^IL8BP&T/14O.S|4HR-
QW,G<M1|_|(4XV/;)ITW_T3Z5M8!/!=6W<:.#@9CEF#|L4B*>28J#_#WOO'=34^|X-
M1E%1\$2)%JA_5\$)%FH2@E\$5&JD(15(4)4I\$D3:4%"HB*\$CL_74!_BTD2:_B'2_M\$H\$
(@+2)0@A0:4&\$DHXDL(_O^_^?N_LNS_|_|^9G=V=W3_.9"/F=Q/N9_K MOJH|SGD.6!^;#"
M5;|3^7&&HEUC3D;TZ.DC?RX&17UYOS"Q.51;/L479X++>><<3KDHI=GS:GDI_M_X/"
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ML!W07B94!%WNYYD5>M>5&A:4S6_F917.&J;/9ZA|;/Q+V4#_S2|Y':YI01WS:@_UI_M|
(657U|0@I8Z%=3+-GN'8%_;Y*_J6C>IP_..CI_4>>.8F."*|TOV2/B@;L8B0:G96.EC
M>=6E\$Y_*5TW#R|ZBENF"=&|.JDY"1K0MGRG+|HTW.1)5S;|BHI^MG44'?9
MP.MV@)1|KD+MCK"1.HO(G8GIL8,WP-|I#AO&_,"Y36FJ,6#L_R^)|VC9%8F
MRO\$@\$/-5,&V9\$DR8>)D7<_JL|P|7|99F_@*I<,E*'+-P=[44YMQ"1Q3='
N,\$|<5\$2D=WI&/?;X'LEM/MW;UJ*J7T?Y|=8^R:~#A|_UAZY;|Jv989O=*54J
X##Z|,"@3=95((\$U;H>C MR.EYTN?6D1!
I5(4)>PR7/E5'>;@QR&#_J|F"S1QP.H>)|O\$I2|@+"C_6|MR_M.5B|J|1(:#. ^4?
+&R|@JWE3SC8|XR,"OL_+N"^NR:3_1W"L7E?.\$&?"Y,!PB
M#KLVLZL^9D7QHY_W"9#T/_VL3DX&_M\$,2V:(0|>/(H|,Y40#9;#5>S8|J6HMTL3U?
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=EA%)@4%8"W_M3()PG60)J,I"JO_09|_Q|&;>:P,V|QNMKVM;=.4%@|WT|8YUTN+
:2OQLQ_MJR:ZZ)<|LB9A!ON%>>#WLG|N4|OX|".JL-XNY@K,"A??=)*&K;|S\$YO@>K.
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D!9|Z%8A.\$O_/O'W&1|VTIUQT;_GR|_MR%V0Z_'V8E&W;*""|>("G8Z*
D1;@;PE47LS^:7,H|.O4M1|KG2=:B|L_HP2_M+S?J\$?NB8?4Y<>F
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CH4EG_LA5OCF?Q'&_L9^N'J'^2/2,*_MLS,1J*=?5Y-U0D|_V0+ELVW13O3_%
_MCIHV/"ZK_B'T_X?K'#Y0|G#*W5)_M55XJ:H-D0I->)>|H?K;PC7;|B|:_@(
\$1EP\$&6|VC:'K'T-HJ7%%(SJO;P'%@'%=TWDC"2!/!>680VK@%\$9E|0
M|D:M%U_)Y|^%CQQN4FUS.8W=6|R*;&GXA3B_^E+;|K4&U>G+|.OW|+V9E>*
MY"J8/@3"H"/MFQE)H^@8M.|ENF&|Y_OV9XG.Z/|+|@/WCYZ;0<7VQG7^UKQ?)5U9EZ(|
L2O6CK_PCV\$^?;M06Z|I2!L^FNJ:~^P6H@CS:(9Q_M4@#SZ3|&\$9J+Z
!O68);"6JZY9^;A=;??";WUH|4ZMC>\$9AKZY+75&=)F5_OF1FXP.Q\$|B?FL.LF?
N3LK'CV*GIAY!7_M.\$_4!'L\$/O,'F#AP2;)3V;=M=OS_MW3
)=_0D|=GP>B|SUW>>/YO8616S!;HA_|O8>A2|U+J>Y&PJD,)|.X\$3-\$6_M4|8#RY22|NS)#

(/:!OU.34>%]3F6X\$-AKBNJ:#!AN2JR\ (U=B)C-@|RRHQCI M?IX)>+%9J.EH. (*
71.#B,"X+F7%R!UX!2A3--/.'FT!4HT1="=!'>_SSMF M8JLFS@ FYFPP3Q5S:%C;
(2N\$H6P!\$.%R8N)6Y).EHRAER\$:#N*5@4NZIV,*+
MP\|/99J\$%Q+CW926Q8\C:FVT7T_DU>H=CC+><16RS.KEGU_A?LNZVJ79'FG
MV6GVY*>Z80U4GR-V4U+W@\$+CS_4WBO>6AU@/YY8T-UUI:6T1SN?I
=|L6:#_9\$^_6O*4X*3G=Q?PH=N++X4H2|OT MNW:|'EWPF:|VI1_!'D()=,;|6#V77?
\$A>H312YV\$ZP0&QQNE9,/NT6(@*FAI MKCF&*CC!_IEMF\$XGQI(4>%J,R"-;
(((&D@B^2(9%TAS5N,WAOL,DLV""!(\$X MN+Z|<+ #R==IP>|_WS&FO25M!G+TV<=^
"JR@W_>I_TS:+Y93@I;^;ZMC=O?R MU6U^5N7_CFI\$)Y_57,/ +PR1B/IU\|87BN./|W<-
KHB(EXM(\$"&A3SFUX7|. M%@_7%W57-DXZ>_F**>-T)X
%5Q'M!30PK;@O.>7"!\$/Q(8EURH)M^73"-0C M*E+,BR1;|Y0%
|..Z%\$\$9TG#4)EYJ':Z0_.,0X#47)=A7" D.L3'S_G;?<'M
MQ^|U\$2IFPPR@8(H,J.HE"0|R3K!3HDPAD |PSODPZ'9\;|ZQNF&HV!S5J-4O
MH&U418'M@-=|,;HIXZH|/%LTZ\$8:INP"Q'Q>NH>|6U;- '7C)R5B=P+UPOSQC M_ ;FQ_-
QN|VJMM7OH\R^@YS50Y&\#?2)1RDZ-YO,1?.R.ED%|B|?="8|3ITT4
M|MR6F.F:099XJTJ^7,^5TXGNC>G5I+(PIPG>Q)>'?DYUHW>E7H|^_"ZM,.7
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2NG^D./W"E0JC;'L"JQ!W0M3&N9P6:\$R(KSF|8|^\$J ES:| OP_-X' "&5^5
MDK4MT%Z/_W""!(0+VQC\$1A^L%>JQ13)X=1M7M)0:/TV*&A+@Z9?^HUF18 OD
M*=@,8!5DXGG|++K@-NS?1B^_?X0?Y&GF_&=S,'91")_V IF'@UL@?#4/|E5T M;|;-01?
W<1&G_ |/&_Q3^'CN'+DUV1F|RD'B_CSF_ |NDY;^'5/P?K4G|0K#8 M D4: 9>|X0),MW
OG(#|V^BQ_ SZDGO|Q0P.,@UTN%IHZZ|T%ZAO#0'Z+,.?4QO\$2Y1/6?:O3
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MB(*|.F" TJCA(C5S;L@I0;K|D4EPA||OW0L<456=|FC.4.|6/V_ (7\$(V837T>O
M'#F5|54|MQ|HJCESKA3^V=T143F69/>JE V|N)|X :AO)I"O5L37_!^VHV-HZ %>OT M+
&+|)XHRK;,,MGM^VOF)0RK6\$#_1|S\$S5G>@?&?^G0F%=>'GKRV&*?+@)|
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M60R59?\$Q>=F2C8LB|\$|QE!\$MD|H#_F_B\$>(1%YL^#/NYK|H3ZZWR@G3!NWA
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P>Z7O7ZL|W|H V M_/Y;6R+#)'|W>"/U=+OICZ6N* H*?Q|X|G7|UCX|G S-06|T?-
VD(7&=+ M=V9+H|+;D3O6)ZZVP|3|U|7M_E'T>,+(13BDVWUD'Q|0^6GLQGRS<=/'^,':
MU>GKYK6!+NBKD<\$3J>|NO7HO&6^8O.JP2'T:V>|)E_|H|=%!7@)&' @W:EW&
MP31T.#A7=Y2.C^8)/43C|HC^2X/((UIZN|T5_9^/ALG*\$O|A|/2T4D|W
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MT9&/H4<@&0<|M0|)QM+A|4+G4\$),|(%D@Z&*>FE^EX',R'_%2@
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3V_RXX'GG")| "AWK%@X^B1SM|7"S-#J|?3)S+ M?)0VQU90LLV<'T&Y|:LQ_ ^A?
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MSI^@AW.^8!A8>Z&H8N*SRKVE5%\$^S_!TADU NZ?1B+Q13WJ->ECG85::A,T
M<(_V18'HYI4URHMT!Z?ADS\WR+M("O>1\FODE,T4G/@6J-U/K,6XJJU'C!)&
M+2I55I1[MLX_+^YXDS"@;Z,+L?HP9.#-1.LHJ\$0X%W\N5_B\)&4JBG!?!IU MJEUR-
66@)N^Y0U?1R(3CQ,;/"3M!3:L^*W)7#0,^D)CRZ^366Z:@P=C0>+MEC!AC+X=M:=?
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<+S@8)3%\$.J.B!ZNP:-N9;*K#/#TB/IG1-
BQV\N6G5H\ZD61U.JOINW"T=FWOOAJ\J;>W6P2!*0V>XN"=,)"O_\$M
M/FF5>;*I6J?;M7#E5OM6F=1)8&\$HQ\|C"ZL|\$F0JV;I?KK;JAKO:U"Y2
MOYC\$U\|R"PYT1QJ3D7I#@MOZV%T+0E\GB0N^P>JJ6H6.G!W3M.(=+:EY/P
M8J9ZX+.)+I_+F-Y;(\$1\A0*L6"KPEE93PE/ B+I?2+ %\1+'B)_MNZ-\$(++
MW4D(I<#3K7A;5 DJPT_5L.OY^--0T+\$*QO9\$ \$IV0&=*J5F)?*";953\$B9N-
@E4A.K.WD&-J8BSX+'E_C<7(L(>IYIND=,EI+
MM+'PGV@0#&0>NU>@J1T)%'S:!'S#^LZR%YSK7E 3G4-+)"K\$*X:7L@+ %N=YI
MAQWD^OL8J<;JW9I7I%<47UD^&K:BOATT"ICK0SA8V*"TEG\XSR@CMAI72%U M
=>-2 W8%|CQ|*==O1O\A.%POXE/FH:31W(K)U|E#C2&TD*(I^|Z+51A1S_S
M\$@%QB3*NfV @|_@P.F)J0J%LA?F#AZ;MN=GI\O74FR'.CDQ /L*:8T!:8<
MW%7X8N)L/6!/5PH0!XY;!!E0L.JG/W.44H4?K_HJD=(*3\;O-C5@0!(W/9^A M(RJ
58[XL"YV"H_=MF:M+OY(IKL!-A)^7+^X;GXH_DU4M%^9Z_Y*N MFK2%_|\@W^>;\$|Y?
K7*JY4|T0G_.FGC5^#^|**2XJD7V_.VBQLPJ9%*F7%K M 5UFZ;JJP%6C8Y8(0/_+\$#!_QY?
WLAQ Y(8>D\|@2K4|2C:LY'KN4?1P)UE MQ\#&"E7*LA3O\OLAGH6001'PH8!G;MQD5+
(@BQ\$%BO&2!\$2=%%_@@TYZZJ+ MUC_ISBO!77NIV>2I5A^| \$M8I!0>I_7N.B9(U4#!5-
59RB9!..I;R3.4\$D,Y6 M&T2+YK-#+K(2J=0U2M^P/9AU+Q(QK5/A;!Z5+!QWDEW?
8_NN@FWT3H..>IJ M-MYXX:5VE:Z?
V|>;C&PM1&E^O'N?;X?;) JS%ZYX\Z2=H|^+ %GAPZT? M;0<_M(2\I9!N4W.JY/BP7=
|FR(D#>Q/SG9Y7-QYR#+GY-='6\H9JUD>"1GR)
M/NFK>^A2=G^060Z)>K/^&KJR&YG.!\^<_C0I-<03Y?KS;@\$?V,26/!W@">L(M9#P3O-
>KP8#6VF-U2T4"H#'\@SU3VL3;L%2KR\F# #J1TRB/+7#-A%'I&4\$8X MU#8-
+L!O7>%EYJC1?:M67%'N!;0QJRH1HX7I&@2(=!K.U(^?RJ;.4|>;S*=< MP!V2LQQ)E
:%W:W>/O*AD-;F?2|KP4|_S25\O\|L/1\$*&CP<|7FH'^.>I++B_?G2^Z7JE_><|_
U^|4;B2_R#1=,8ITD%=5? M4@(.!L:FG97\$.!UP^>QM=+Q78NIZ;4/H>-%.RR'6R*-^J(-
K/,RF+3=1., MZ.IH"E|5H6JN)N-) #; M: +%4O?9\MUWX?)Y;/TD!X>+EC,>YLV)MOH2E
UJG8ZFP4XO+@-'K5HC35IE
M:77(9#T!H(M.BX7J\YNOWN\$>;)5&^D*WBK\$>JOFY2R@R&F&?
Y5P3|C2OVI4VOQL^N*O\XT?U30:0L|M+9%=ZW
MZ|A'^ZW/\D\#GJW(1@\$":.E'# \$LI_YG#B6>!G)%D> MJN|Q)Z7K!&".5;J-
=C/(&M/_|4.WRG|MO;)PR61GJ@>9W+!|^V#6\N<7%H: M|.6J-QI^_1%T2\PGL\ZH
<^S/91=)TH9I_/;|NI;3LM5J?V7(WDJU=|SD|5 M7T?M89IUAOL#|_-
B|=8;+|*#Y/MM\OM\J\TH7*L)_;723RM.YBYAJ\$&B3^Q
M9|!@P1\$>"AE;UB/K->826934I"C7^|=BF\W#CXJBI).U2-KG-ZF925*" ML_U&D_S!2I
90;0UZ== M1M#;N#>|L<28?;G5\$|OI.MA6AD;6UBKM>L@QG6GHG
MY=DX7"4!X7(-J\$ZIV<@>^T\DRJFL-|V9X8IM=AX#5\$4KH8ER+^R3D\$M.54Z
M*5S/I_X:8PCJK'T2.|(40031;VS@JB4GR6,2&"NV*WLZMK
MG|6'*&1Q1HM<;>;C|ZW%JW4.'8S(/GN,'&VFUX|)%*!|@=^'1V??R#@.\$PI^DU M-
KQM>5QZ2J*("Z>A?5G)"2Q\$NW%H(UM%3W%6H)IP;5@@7*_F9"P86*:/E+E'
MO/\$1H&Y(N3I\$KVZL&_0-E?2O/"JY,G"1RN0MV*" (P0PW@#HBT%U(9>|7*-
T<;\$#VE@9=X>%O%)N8Z|\$#M,.ND:">TCT&IBN3\$ M?
+MNJT3UIQ;8V:_QMN4RXD;Z8B+^@|?>#1|S#|2C=?)-DQ-S98FO-860WQ. M|=Z3?//
/:^&5*=QIM'-T)T^C(^U8_NE+5QODO0.;UR>J=5.C"OK.0IMX,XJHPN(=/.'A0@
MT^\$XX|6'TGR)A;'.UD\EXV+ #Q! %CC.+K|3*|VR1K!CCT;:57)_!B(?FC^ M@U73-
(=E5E|R!50& AS;53,-DT4UMGZ@8@84K|Y"=7|22\|DCQ"%O,J*:=2V
M+/8#"&N_"MP5AJU(^*=_3D^OC/UN9O?;IJKHLL7S_HAG|+= MWQ49H!
(QE6|YY|N+4@|= ?ZV_XWLU+|.KQ<=|"J8GB!C)38!O7HWAP&3=%; M
!GDP=|ZS6>Q.DO'43A8O9 OEL@<8*/&CT-. \$.:@AUAD"C81RXI"CA\$I\$ZIMD|_*_-;5Z!*\$H

MP47[KC4&[X^BU'X0&R('T=|B&G=9,O:8+B="28N5.XY!&?(5KP-
2DXM'<5X'+%8)/%ARRE;[*!E-8**M;-C2W<,\$Y)FJ*JH6@?&KC MG_J!@FA"8T*.S[9?
K3\$|6&?L'WG85^3E&|V1;(-MY,@9)|A&FNCS3-
WZALP5)'3I1OU'R9W93O5<.|DKKN>PH8OY,OG'T=7OW*CA
M1|KH@PWO,AO&=!!AH2O^?%MBUHS|S>M(H(0@00T\8MD!M-2,1?)G%?X S
MKWLS*NY#)'P4>Z-|_|XY(@:R<4@|+S=,>F*^#N*|\$IQYO6G(;^HDPNKP(?S7
MON|MY@,D";07T,C)\|VDU11=G11"G+LZC0^'C:51\3HL03O)Q4:9;) ULT M/@2G
^|6E|6S+P9*I/G'>5990_50*6_M1EP"6DBF@S_-|>3Y%T*
(P#|+A@9G\$3QS'K+K5BR\$'3U'0.9E/O9Q18E:GC;/C M7SP**H7:6:J;&+WY|P?C=@-
^/033O;D%.OV'S|^HC<3,(+9_49@FW507"P9D M|^
7T'20E7W,K;KZ>.;1+;VOMK2PUN*EIFTR&#)C8UCB?TUN@_!|T)8|4
M|/.CM%F">8CEW8KZ,|&WPW9Z7#(\$_0%^C('2QCY5G?Q&\$N>=8-\$H1X&2-P<
M/M@4|FDS\$YOJQ9=?U"|E)|"(:8|2&^JRIB;DX)/:M4EZX!4\$/\$@|NDGZ?L = M7|U?>5J(8-
Q@PE\$0_OE;YJ?E,UVG6\$.EFJH13M?*>IR/|+|,W,;_*R2A(X M#F56&:B_86|PMT"_3?
|WBTP'R/|+>?+_SM*0O|G2VMG'EJ9G9D*58"DG-&H M0H|LKFF?
Y_RZ|NL3/Z@UG&ZPW|45NP0X5;:@S)<6T?"FR+6!1!&6Z|436V M(+ 26P%K7,#<=
(/,V8K>-@Y9-/ZW,ODI|<3+/F_W#\$|H2|D"KL V;+-F9)Z M|!<)6YM/R#:
|T|'H.Q"OU>D,V,/OV)OX8Z+|X;==P^2JJ^=\$&2YAQ^.'O:LC^D)O5IF^>P|M;|E^DQ-
WET4P4.&^!QF\$_)|"W M,"\$ _2:9N_+*21/\$*F?
HN9B*DF|5C6;GN=3@3>X8HYW/6TN\$4@=O><>||R^U
MU_(CD*FNO;U;H*/XB2W0+H'|W|B<,2C^CJ'MI/N+M7L4W,TL;3*_QYRNW@
MJIN#*3C|0|JIN,*=M|Q)K=;';L5D@P0CX W>>% ME3/U8PVV863Y>.;BT|JX-
UUR75UDV?8-^K?S8TJ;L3Z\$EP@U|!2<|,CG+B@_M_/ *&R++O%MKV8=*7|K#ZQJXPX24
&NJ^@9Y43R9&\$E/4/+V75JNA-A(MFS6=S-P4C7V;XSI09N?98|0%(L)(PGT12-
6E7@QQG1_8G%N:6_FP>4R4N9JW&X>Z?&0HZMM!KA7FU5I5+
MOI<22Y,V#>1JHM6!"JYY@HX<0Z)L2BM%&ACA>7.;|GSLE|XRY(!C+#0?'3B*
MLQ+|8.76I5:8E4/89\$UW M&B.C3%5NCT#^@31AB&>IH?^K.Q FY41O-
!U?'|E|8K/C7LW1';E M/DIP|78YFCZ3EZO#|B)YAU4W9R?Z-W|?(GV-
\$#H|Z:7H@0CZD(_T: ^WY6|. MOX|U/M#8=SY|L*3'CO'D?|MO<5&;E|NH'282&-
|MG_&JWB9QG,Y 9 JR3HYI MSPZB=S+W<"^A5-N\$:^H|%2E'QR|:T)&)L-VU5?
M0GI8C:*T0-LV%C8L/|CM" M8UPU<8>XTMG E%X_ MS14|;YHD;26Z|
%AD5ARU_2|J,OWAV?=GMI|*N""*GVH3#=#|_"08MP5*F;J M?
HSCDQ^08TI*3/,O9|I=7UDZ4|3" %R&&_D3.AD)F0T;51;K|AE:FFYAU!M
MZTXU"A#N3|VI3ORN WFB|6A2|8AN<60-+=V!|9(^7_N
MV,BZ3.3=DK_G2^R";X'2Q72|EY_ ;V^!_E<_#'_L?#-O|A!50)HZ=Z-
ZAW1?| ^JE3_|<^L/_E|.#.8|4E%V',8PN"|X7S MO9<%;B0UF)FV'JQW|
ML@|+=S6<@*MI?',%F1|X|V#/_R3%%1R;/FIW;>|C=,EIE8)7\$8XV#T+'QT| MV-NFN7-
O>?P-R/V'3'CNT4_&3%WY('BF|4A\$#2=H"\$;*8E|FJ|)(.,#6|E8KO MX/#Q^F0,PJKSC+%
ME| U\$@A5L7@YWRJG-7E3)|F7%2XH9!OF0|VW|>YN%|.1B>60J" ?CXW4L;\$W
M*MT7^6^: KB7!\$."HX 8RV0Z(!:MQ"KYM 5Z_Y?RF7A:9'DF1;,/=@=%TEF@
M-.*=.6N5TE#F|B%^:Q!-^E.,5PCUO2D=|'=4B?UW;I'2^|,O%FH M7|#|)=@KC=GD)
<0>.O#QO4E02M9D/H'7V+5MKEKE|Z9PI/+49S|!#|>=Z5M& M/(<% 1C;WNYU)H!1
2OK\$0\$ L??@A1N*)!.K^))|J#UF"%LGQ8CK!00)%PT
MRE1I&B_&,XKOM*QGRR7I"=2Z6.G71DR-2N|+>WHU5Q/,B-XZ<^IK52H&AE'
MUG|XM-Z'RA'L=6.D|*#Q(K_Q/+D:0)O%*-E=9(HF+^A/ %/@XO>A\$!:DI2HN
M^YKSA/3.W1FX"\$CE1/LROS7S1-+I:S)\$>KDAE6DX=(\$H2MM.FCQ@X&B_7;
M1@P'6V1A<.#>*|<>W>4"JWDP3W53|JRQ;I@U7>95YZPU<\$2|*7! M;O))-G
M"6U4WY5RCY D_67C<^|>M-O9?I79|G\$:HOM(0FL5P1%Z^|X5.<4! =5YUD#
M85S|";0_8,X*:Z.)K = 4)/P!*"@X/>VY1TZV\$5%& WC7"F>N6SFT7+L1J#
MZ+,,>Q&7D0#7I?U0:K;#RYE)1)?B|I+)*:0|(%SFDA|5 M0Z6T&!M1 B"N
MZ%#^&P/P'E3*/RQ|LR?
+9,HAU;/JOHIL# =LR(T!O;GCQYL\$CZ*G/1NX/9<5R^HGA7L7/C.K>**GC--DK,Y
M9&BD;/J@/78E*IRF?8|7A)FI%?7M*OF|OM1N8|FD%(N|^=-PO'3:TLPO76|
M<;%I6C+TA*!3PPJX6('6!|*3999P,-NRI/CXN\$5\$5KG=0(B,?L8(T^,T4HU4Q
M:.\$))Z6%3A3K23=F,B58AYO^P*N_!A@83:X?|*ZAS-K,"=6S+>9XWJWO:K_*%
MWH|CD85DP^(P!WF!;')+DD8K64F@@DKH4#%B@S_U@2|RFJ_29Y*:#A>7^4#\$ M#;9
T@"62<3(&K|L'JP|JE-@S:+=VA5SXX@C,+ \$D^- \$0SK7D=?|+U>.:@U7
MDBD060OBBISOM<05/)4PESVT/UQAA|WS;|9|^:K-(N>^68F<|W^ _^U#DL|OI

M'^Y6\3AE%I@-%\$SAF7-3?52M3B2(9)*:E'<L4W*;-3.(I(-==FRUR>|4 M(=?
X|M<1_%,"@!I"B>(:A<4QN#;49I/-P1SGIMJ>F7K+!AWKC"6F.I"?;V=
MCQ="3@!NP,*1INS;|3Y,")>3K-K)&&46=*|JTMD-
A:#FSW_/B#Q+&CSPZU=YN>'Y0+BDB5&?"2+D+'%E8PM4F74JT>UK\ ?U
M":N:%6BW\JZ8T'>SSE8ZU;0Q)E0^,N5-&L-"&HE*-YGUACD#>H/OO46|,0#
MYSWQ^?;O-;=D8XF37;"X3>G,2+;%Y|U5A."U8:*H|J6+CPD9W5L3S&;:T&
MRMKV7PQYZ|(S %Y.BQLYC/B;GJI!+|3'X"X72|!OP+:|TO?BW3SNPY?K>I
MD8,"6MA5T_I(UC^|CP)MT|H14YV?('0X_UD#W)|G:R*"BN%|NOM@*1_W20F
M0>5Y=L2LM@TCE4-PG, HJ=QC:#U7%#ZT;N)4\$.V6-NP6)"9|'18:HD1SZL\$R
MN"6BN^6|8WNB-WVG@L9/6L\$BXW,7%M1O1)_-17=#5.(V,A 60T"/3;S.QG>0\$VFU
4|-3T^1Q|YLM*DH-|-H M<==19,9WNQPM<%#1"&A?
7*/!8T.*D6E"&1C|JL.#2HP:ZO>M|JH^MR,'P"*
M=)9YMCD3Q0*CBKH(TN|;'P0WA93LY;9(=UY37G7B9PU<86@EO98I13R\H;J|@Y5!J34;
5-)|1%3EYZ*B/IT%^CCO@"KVT|'JL5<MIBGT?K9#.FO9\$>"7H1%L' 4;|2Y,R4^A"S*DP-
T7GLKDIH+>+^#D#BW?EI'MGB%D)+A,!W*37->4UBZ08Q\E-|,+&)!VI#@/
MQ@YK@>SC.;*0%'LMVV^|Z|R_12B\$2|XWAY0S6-XO#K\$<6N|377|DF4UF.70 M-\$!5DB?
(-%4W>S"YHO7FU_A>X-&2YPJ2%=@=
<_HK|CX)///,|0,GEG^!1F;_#FM^I@6CH,VHG=V|VO6.| M*YHH|J0|'-NZG\$"D26,17Q9%
<2GR|5|8F@U=F7*5!*8(4,MOD<6|:Q'U?M| M"7J2RA#
|&)F|#EK,*;337'57A/9/(-\OTM4!QM_MQ_H62';B/M61)P-IP8MH'V\$|@XQO9N'(GL*(-
!CX;P>J|U0M#S*KR-68H M6&(25>785\$|87*J"CBID=LFG19M>O|B "1T8"?)9?AC*
|D;Z-BOTZ#>3'.O MY^X0*|+M2-
%%;KM#>)H*R>E=AQ5CIBN!'7)@.&S|D2|J,+M7TXF'&K\$"8&B M|
<"0Q1GNH<-8>BEK" _C!#KV8IW9>NVHHX.F|G0=MGW^J|<;E#;1L:L6W6U?X|R|#K|R-
XDj:*V91DQ9:B Q(.KZVA"<3-&V4V'2 MM=R!K-%
|PG;."GCBC&&^3>,.F3&\$>|FLAIMOW|)2*6J9/^1;W|HF7Z|_3(|_)FMXKB|&|+E

1|E2B \$B23 MP|_PZ2TSOT7(SL J|(|,FP|8AAEX)->"\$,*5BDIZ6QZ4C8MM.C %DQSCA;)D
M!&9D-C3K|7WCCJ>31X +?L7L &'G1;T/5QT4#ZX(VI"K7<="=LO)A\$\$(3I) M2%?
%@+P=HP4|1 7&,*2T\$LOT'D? 5&2/0_P.EBE|E-?,H6R'-"E1.2=:N?
MI'D+R!X10_UB|QGD77|32;1XVFWKA;S5,*KM/LC1&

^9?P?C*9C!5BKQ M,<7|S| (=ZY7):5#L#|@EVKEODG:YTI871-
63GG|: ^ ^*V19U/8VUKW0*!#4X# M
59)8QXL08|81R<9^ ^)_|2L^*KWOZ|9|9_>=0D2E9P-8CCN_D;?'M<#T0B2W M0-XY?
+E6P396P&-M0I+MTN0XPS5N>CQW3W#?OB|&Z==H^|H/U8-X^C+%|)CK M|W&@Y)-
Q1ZH:|1+Q6|N!7X,V^K@6Z#|!-|64Q516VF@;34\$?'DLZ/8R&<|^B
MN)SA'\$9*'|/MUXOIG5!;|+%/3/Z>5R*\$FY|J596|)?/TW?>E1W|X
MY9YDU*S5)LT74@3YK@CV\$|547M%^@%H6U)%U!4>P+,Z56V*+TO
M84W++F7L;B>M19 \$OGB.)#6|I'O=G1-R%Q4DV+O 6KX*V+|\$|.Z@S;=|KD;'('4WF+%RK
M9ZMB&\$7,+XA.2S @IX2=I|&9== 'LU#4S\$XMX+3_249?>ZN9XAO/-=M)+;R M|H/%2/?
@5|N#&QE&6Z"6.M|>X&M7O76DL7N1:3# '3MR:ZJ=OM>B03S74TX.
MN^N#P&5|T3'6|V?-IK""?0^#|N7+B_R_+&YUT|@9^B|H|W-8T\$|F7>GQ\$O1B
MQ4AG0%34"8"XVQ0-,*;W"1N%53\$@|P9BVABP*-X|*|:C:S)\$^|3(-@,5-P M290CQ=A|/?
R|:9_:G%?@&F VXXW=(6L|1).,% U#4X2B\$0Q((F"?0OXG7X|M|K|HU"P%H'FZ%JD#Z6A|
|\$*"@R1919%\$7=H>/8OY,=KW|HOYU:N690O*F1 M|?ARQV7|S=(J'2L,OAG?!_C2LYK>
M1TNWNZ\$W/45T7KF)- N74B@67Z@|V|VUJUM-9=&?Y&5L@/QHU
MSP063U(#^J>\$PN2*LLT6=0%0!H: ^2\06\$B7=D'-|V/O.^E'K2W/"|
<*OWE/&K(R^C|!I5PQ_M@U@)DA&F((G8T"S>8;|(-EI@BVW(4A4ZLI92P_M
BYQOC7W0"M0ISW*,K7|Y3AR1>+Z&((G#+,_X?UPP&KM M=-
>WM8W+>J|H3E4OA"HMV(MX(^A5|&3"Z5A%M P| MKX31-
T87|\$:BP;|!GY2"!I5NA6O=&2H8(!W>4K+1OOI+ MPN,-%%&X0+7? M
N5UA|!_U|^ (6Y)QU&&,";VL18^&>,HJP9(2O>AJJSE9X5|?),D/4!Q NBT
M98U&FP:P2Z9'RG6Q7&..3-R"1?|450@4=*IHY/4R3#S8.W-K3|H8 MU,>6Q):.%%9-
#.6\$KH?H;PDS0Y#S&(8TN.O8\$ _|=XBAI"SJ'\$H|V9ZY1^35
M/5N)DWG\DA3OA/SU<*L7U77WFJK7;U_7*M\$%)T7|"13GLJ M4&%WQIJ>I2_XB;/-
QR3,_D3I8XF1*AM8R;5&./I-+|IR,M\$,B\$%53HN!T6 ME^WYS*EJ';+!^
1\$G4CJ\$C,*|F#WJ&T0=HQ21AV1.!@"FJ;%AK;0HC/"# M&<8;G|YJK;-2=

[46P+\$]Z551:&+V%29CMT/C7:'Q-|=K(O0W1-D?=[L;R-
MCW[4&S/8KW/%Z;FURW0S\$||OSV/!@A=-?5*<>&R.X&T8PMDL8\$5ZIN?26)6
M!Q]>C%50/A&HH5H'/J"&4?|VXYF|J&6HZ>Z1KW&|6|CO:D1JH6?/G35|:/6) M9,"O;
|K#6J# :O"/F)9L+:\74)N|N5,ZD|A(\$ J|,ESTRUWL|JZ%:|%K., MGAHT(QUP;7AIDL;8|(-)
(%D(B-20R0PU9U_H|.*AP8F.|@C!W|3IY5C7'?Q4 M |X8/2
^H&G/|'(23%JP!|.GHLC.S/K|'4AOZ>>Y ZFO ;C+J+Z|K2&B&R+K
MA+J_<=E8MT1YO+OD_F\$/:;|D; |=\$INN+= /FRW0"G9D|N698W45RK"&S\$T. M=#Y
809^..QRWIM@1>C02|/J_ 'N_ :?=KSEZJRV;9%(50_K@(|Y)/-M#:T5_CCR
MF=NOHZ;://7LMMIN#(O)B_/XU<'V"FDUR-;|M%N #7V5B&=L,&SM2"9=<*D>I
M34<>'T)+);35^) @K+!8':@&^F+C8(B9Q3_D\$?W?0R\$Z;AV3A|D|RS=#5M^U
M^>E1';7Y^8*3/(!8!AP;_O43MZ)OCG:9'2'J^"5Z8B40&|K|L9 \$MJ,2^), MS|+Z;
(\$:1J1%9_6/L5MVC#-H:P/5?"=OSN#FN&N4^V5D4VEB5)4!X Y1T MT"0,=
RFW/\$=2FY3%3=&K3(|J_2?T!U4N##JDWOARN6:GT0,75/_QM|;QZ5 M9-?
WCU*69J94FI83=UE:;55.90J5=YF9DEF.*96EHBFW.:\$B5_XX4UEZIRF9_M YD#I:*E*,
|<96:*0V**0&5."EX*=.AY_F|Z|SO<_XYZW?6.FN=MC>&:PR M|(W7TV%-
|.Q+U=TS9%Y!E,=8_ZGD'Q=GK;>^YC7@168E09;JF!|/|(3=Y@E3E
MNBE'1N2NL_5)&YGOD9R#QE/|9JWS/!&K(|N?/F|+9#7IE JNK|)%^\$BL2.C0=
MC7!|9V32C=U|/CZ|U%38(VQU?&CVZ^'HKE9;O7B%TVZ?F>JYNW9=K+I6M|2F
MG)|JZ>>F^4!|"HMR/GQ"EDVT|#RVP|PL3L>I8%QRW'/A*|P(M|SB^1T2H^YA05-BH?
S^,88G|RA6CSC|,FW&8LATB. M>P^ZKG7!TW(E6XA2D+|Z_|TU?
D+E)4D;E*6=;^NW1R5M2|_|M_KM/^/A>6J MF?W_7_D-O6<_,+C;:|F6M,*N24%.M#
|8R7&1S4!\$CX|_ =V_C(^W=KM?V/#\$V M_O/(CL6:2_ID*%Y|W0K>M:NMK3KF3=|;U%?
**|JBX)X_T2;Y6VC_|LB0K!|RCU'GW|Y(|RDN/DI%G^K.HO
M;+ #WX>VHNQFA|G)WS+*H>77V0MDKGK&3,8V|D9+V|5TCO M#.51MOR|:WKI4^?
@VH|SV/7|L/S|#\$JADV&9;-^5_8|)=8\$YQS|->9T?.9:
M"M'(9,G;|E00(N'/Z;:|OPY7J(P/HD.3BJ\$|G|)D01MC_%OH7W|L,TUMJUW
MIX:FFNZN00MCN!_,_'|C8+G_4F'P%JGE86!\$?*B.G0-M<&.^CZ<#2DD/LS:'(>D
ML#_5S2+4>|B&54%|/|/;|GQ+GZ-C#2,NU=?7UC B>|9|YG>G#5T_|EHD_A+ M"NI_"
7|,I6YEUIB_G8KOD'|#&J_C|5(09>&88\$HG1|M4+Y.=7'9C_J<%NW! M"%E)OI<0Y%
M9K9&O;WEV+TJ_PN(P1_1LLS72#@/WQW'4@8."MNV70%RWG^IL|8L
M#B^#AX2C>8>0"|<+S_@,O":_Z.L<-PR3@M*B7;9T7M7Q&LQ1(|DY'_MRHHT;
MUGULSR,|T N"4|N99ZKF1E^LL,@'L:Y8G9/TU+N.+:T3^&XNW4DC?
A6I'E%VJ3>=1OS|;K|7=+Y4|9C1!<&% M6R@;KYM'2X%_:' V;ER|NV1!TKR%%
1+VHESD> V+V|C'W>PM;"S4I! MNQVO8'&CGTG@5";|*\$^|C|I'E0 |N^VGS |(?U_9.
|>MT'^8VXF@X?C9_# MY#BY1V|SIGFV9N
96!_|#&001VRG,B3J_H3|H(Z5HO20|RJ%Y_>K*HR.AN M+?O3S3C#;*/-5|??
+=_P2I8/V|7#%;R@BO8>?OK6|)N:_MA:|(^M3)+P5JE
MZ=AH17J>L<|YXV@GCZ4O_Z_|>GRKLY!%\$P16L|1!"C(.6QN0-??DN!2D|HW' MM#IL7?
IB,VUB|_27=5|(^O4)/Q5V|.C/ M.##NR.U5J;/1M4_EW5LNN_M1T>?|@>"J\$:
<^|XXUPB+@|E^&3/'(,IF;1"Q> M@NHT*WR?G,F99#LK3CE-/SP4JWU/L?<
4%"R9;JCX9E<,HR9|QGN-"6T^M9W M:UD|:U/QS:
|CB)G!>=;#;?_"?>"X3AAH7Y_ZJS^%|C|'LC4*7C|ES)@;|^ M|LJY;<4|:K7,<+IV,7L
9(R)()0I>VJ%?;?IP!94OD9>W&MVDQR|_ =EL9M*
M+X*176OF(BE(|W_V'M|Y_H<4|*\$IUGIYR!B_R(|M|'C_YYG(:4>QREHG@R0
MG,H9A_%|YI"5^A85E4;:ALK%-U*6_?+%4S>GY."PJ;?_&M*#OVN<|=W&*^V
M+N.NS;=|6|&%<9#!?5@8Q^8+?;:|H^Z|\$D2:IMLE*:C|."8&LJC:L.MKM.9M MW?
@G|&+3"_&..@8WDS+GOA|Q|FSGO|4H>Q?0"+||QG#LN|9#59|AS0_T,&D
M;KZW5R|L0?U#OSQ%RX"-@G_5KPZM6WS=MS9MK?+U|H#_WV M*NN|YX;:"U^?
+22^P-@SV+4#W|+_|I#XVH#SXA_LZD|>?K#>D?G&%@2JV|Z6
MYKQX|8_ =B|2|213<|A2=YWTG00QVS_.I+@FUL1%X/?H+,8:@E)90
M!|T8E_Y?'|:|@O"+C|42&EAYP|O6,F:EA>6/IQ8F_:!P6|L3:P_QY>BU6|_OO M-S<|?;?
R3>=B>\$(!=" #(/^0J.X&%X9A|5M56_M7|'1B1*R&S+FJ&'|!*|U M+7ZY|,;HPYOMVV
M7ROBU>|S VOP1C*?|876WNSQHVY/'#EG|'RGH*=|+RQ!QB<9CKA._6#
M+;Q?.U)VW&"^Q2"+#Y|9\$6=V|:3|^KR>F;GRH:AY>2EHC^Z1O-!IXUAB(JZ. M,,?
@Q(.Y|IW\$G=.Z8**8"T_S5>|'|2"41>MXO;2Y(:84E_E1E)@P,68|A61S_ME_JLKAF_^BT!C#
|V|S^DFAS.4=;K5&72\$C_FHJ|!"K,H1P4@WA7=QVPP_\$S MFP0IXN=06|OS;
(/|L,UV,16Q)U"|?KAN64MUH*/&GM;|PEAH;EC'8-7/=+;/8.D4M45'J0|WK M?|X-
F!;ZUW@^|AFZ\$3SO/5GP0|1|.ZW*-7_EJ%*B=TYC(" MHR>T^Y>:>OUG!C|

'@E:SOY<1;4C 'Wl9(F&" ,;E\$9.!ZUTM1\K,"1&I#YY*<%1
V=Zl.+ '= 7lD"G=+XPT CA KS6 M_5>A \$0U DOC\$5CLB:E&IG
M3]=O;HR4^ ^Q7KR=W@?_9G/L/G2Y(2+8G)KBJVN""W&MV(X1;!(\$!)@ (7)N)
M#*#GPR<+* <+PV=P),)ITAZK A3\$[NIG1K0@E--?)R5+F90!8Z9_ Q'# WP =
M>IT'2Q5=JT(3+G\RVKM'ZR;.=D4K12#NY;,\$X;SH;E0*L7:ETQCG,EAI01IE
M^K4);I6RVNEGYE1EFKO;AZF'SRE<);=;/C!;.@&>*YY M1.
!>+*!40\$D.JMN>MlDD^!_ \$ _L!9NTS<|*#R[46RWK=E:=>;1347/:? " Ml;4!WY#)4WU!&-
Q!^UWG+_HT (Y*!RKB#.Yl2>!:46?_;"4H/8" X5\.#=I/&5#FH9&KX
M"R;:7?"A/R+3L1NW.>M)J#E\$7N1.X26QIE(= ^%8=>0^O _PH'O9C3I5?_8I
M<2.4>R@l.1!^=R/C\$*G,,YC7[-G)S^ _INA4A;^Y<46IE9\$U&66H9)%Y'DCC)
MJUN3/IE^ _+;1(VB8%/WA2X+XZ=%5CW6%U*FGKA!:(3lY/0T=H>.1l^)
l_Q*# =^+3+JHPFB0IS+!l&\$ @80=G+ 5DZlQ&SK M: @^2W0NN@
6/U/'P2I!U7P(4XALXL:JV % =G7+089I1*ZZS-NN, ,;=?<=(RlKG\lS)>S?N*7FZC
MEAHSIQD7!7ZZQT%GB\$Y(GX)\Q?#V'VI4%7,?AZ5&9I= M-
LU2J@LY*=H8S,,Z#H52<&J^ /?2L(DQ9?^9BBK\$)*L@2_7*URl-P#l0(J-Y Ml2T\$<-
!.I6 _RDI%Z)CZl% C9?*0LlH+*Xl9VMPV::FOFC&WHG!Q_ <-56W""+Hl
MH15RY\$2/Gl9AFYUllW;9958KGZ^92><4N8FU\$FJ"F)%>QVU!)%Z6KlC\$.9&3l-
(\$)I971N;0Y.DQEO& M!YQJ9E B'B+W.'8F<[l2AJOXlF=[Y(J"3KQ^%"JS)?=Wl3L>Z=
l+Z"RZMWTAM)_ ^PPC;VJS_QG.1'GGB1WMJl.YVWG/R_5(:!/?7)9#5EZlN762L4MZUl
<^7l_ MV">C-
NBQ.lRl5*&1%Y;%C[K@\$*7V"4W\$YFF7'Ql;>>1l2X9NA9R>lC63)Z#4C\6X
MET',TLZ/*l\$?;NQl.?)&EB'7FPEWZQ#W?'< W/(?,B1+@-W*M!*lXZ\$2l_ %*
M'Z^DFl.VDC)-1/\$O,0=;^&8SZO7N++")A=C^PJ#10@FCE+lCW3E"&"-Z,0CN
MQP/\$DNV;>-^?TS.F+C?H6/MIHGRH^V=K?M_ :S&'!7;SGlJ=,lEZUA)#(+M
M(33=)C92Al;#4=AVL@0TW!2-&(EO&R'%QTl-C<l.EQ*REA8 @^ ^\$ \$#l# 'NB3 M@A1-
lWPL9OF(ND3?_02V)E)S%10Q_ /D*=RU, M4R;V#D!W2OKH%WGBPO(BM-WY-
SS31(PCWY #25C2;.:=?QPA!>EBSMlWG7\$) MLDYZFM=->A;TX,JFH6%*)0V9 GD4"T1?
N'KT0J3C!9!- 29&=/+1=0X;+WU= M,>?Rl1VOlJ#;EA";1RO!9(Q\$0&2T'R#1(E
M5/1?;^ ^lO<958V5.B\$WX &,"G8##?SU/K@V3?5lMF(=>4R+0VMK@C,79-Bl MI
5)EJCR%MIQlRQ7O l?<^1YRlUE.Y(FOA97>?35)lSl%ZGD>7=X@X>NULE
MRC)MWD6H'8BH&V*URC@ND7&)lY++<^W>&A3-=,XF,>\$:65C==+(R*PBG0M&/
M9_G54M_PX,Gl-PA/=GL.%MYK242DKAU5D(&6^UYM9>?lKPUK'l)V>l.D@W^
M2'@8 _EN'R43WJ9l)%4E""-TlBAD-lS!7\$1Y)JlF1A)M6TTG56!U5!;9BM62A?
M7:W&M1FV0("l-A:%F\$3%l;Vl-=8:YlW((O,W0#Z">;R&'4-TDF?6#l&C_MZ9
MFVJ'*;"O3YPU&*#;D8 X^HHE,=5"T>+%G>'J2.l_?HY<=Q_ 'A,3H0=\$Kl!- MA63H'Q@?
7J*OU2>;:lQlCGT':QO:CJv2'O ,J6L%P%YV5,MTlOY/D8ZCH38N MD
R3^2FM8X#94^YC),A6\$*=T_ VS8#?E\$LM&X0K?lNlP3QCJlV>Jl: MDM<=lS)Y4
MC0K%0N!E,RO,JH51C'O("l3IE,H@#?<53>lO:lA2&^3.FlO@4==)? K,'Y<4
MA=AD@4IKV0Vl8Y,WSFl^@"E33W/l.2/=4 @0'?^BP-V.9T*I0_ :!4_J2_!S
MF5H>32>CUGQ*FS-';;)EKJVl=^"0@DBO,67S(=#@/%XAFP'769MZ.lFM=S=0
M4"+@_2PMl O=OJSlYZ.l(#S@:%G-S+M_QVDP:7D02M\$H3J^%'F#@)@LM)WlY
MU7%UT2EQCLX-SDATOBS0lZC!VlY4@ (Nl^YB _YUZ-lY<@ MJlQMP&
(ZPEN8J7&!\$=EOG%1=M7'&23M?B-J.l8BU?,"7ZZ)H1BYH^LS"=K8<
MD'OJ40*D(+Z59PVCJHZX^8K#)'C#."#7#E.OV?<lY*\$4=(Z7BZlSS,l/6;!P-M%#MZ#D;F-
U4T59T*!lT^BBV"J"l=/R:#l=BO4E"PMlQKIS0+,Ol:5S<>AJO M-J+l'52l1>l9>
(57=A9M29Fl-&6SF3RW)Cl@lJ<9CM6+3l^7-VlW60R1@G(O
MXM)O*G6T="EH"W8/QGC8%l418lJQ2El&*%F&OV>#9D_>.GllJU^COl!B7G
M9_NWW4VlG)KS?*.#lG+NR9BCXB=4>Sl^"N*CL@@;KV%W8/8?J#:-'M)((?
^RCJ:lF&;9F&.7/7):3NR<.Y&7lOLVGC 33S^>?\$4U.MOJ4X@2RK\$@
M:KK03ON<89M(50K;l*F_11NS@T>_ (lK-3_!X 0DP(*l_2O^EN,@W5Wl/l^
MKUKKBRlE*?<.l3+;LRWA,F\Cl:XJG&?7A;*M+D+YE758YD>B#IV!Ml#8_ClZ M('SGH
V+.9J5(.Z8+/W@)^)TG:V3?Jl>E03l)0O)FUl3l"H)2 /80GDFEB\$Q 6
<4P)BjTQl;H5UQ,MOOZ>6!^lNXyW) M?X: ^_8O.C4ZHI!HB@XL3_0>-3:\$Z?7XA'(A*
<"X*5P6O.*DP9IH3Yl&CY8TL M/N_8BUR9A?*G9+SYy2Cl ZZVY>D)/5WJY-
6:X\$ZQP5XR/G+KZ\$?N2^ _Xl.Z" MIX4'C!IKF)DHT_ %F6'5l/-+V<6l^L+@O VJ+;
<>:BTMI_GW*V ^TG=@CZ,/=MC:=SlMDZ>IVX'11PHl>CR+V.RK-/Jl-?
l^M&*%N=#CP8%FBdT4_!!*=\$1L7
M_2<6O07C0P)RT=YHlX/X4AF2Y6+T^"M=M,_ <[GZ,WH")C0O?G:V0 MTIB@-N

MLLOJK!KQZ2(7GE)WK\$:G%D/YB\$WIC2&1ZIT2WVE+9.AU3_ ("UJHCQ29X&2\$R M5C;
(EH(V?7^N.)DT%/(J3&0OV=<9WK?SGQIP/00.IM\$N\ISO%WH'-E@)JMZ\$
M3(H('WQLCNPIO+\$Y:P#|**++JV?6&|H^2LP-R5AV*5IAH\|MD8TQ|0 BGO5 MP4?@
+VF+2,'1+RC=6\L:I M>@81_0NJ+4+,0CK+JDMR(6KFH\|MD7*Y-4Z%GBTMO?
0VH7HFW+?1|>K\WF?G7 MY:|H1%YM7>E>\$H\3N|8R,7V\OES2RPNQ|K!:ZI%8*
(,FC^R_"BW\4=U2P MO7>D;B;EK441M\ "SESVY%SV\|UW/Q#7C>,Y\$Q*EH!TP?|9HC|
%&(D+YYM- MCK32%#,UN6??4+*&I^B%NP=\$D\$@V>3- OG :;?4TZ?D>|4'(%K:K>?
#*C2_MTO_ |YV|XYP!..U.-WNCHMW?Z(TT|:)(P=@-26@KIL7X#ST3*W|_C%
MNS|,,\|/8|9|U!-6V5=J;:@@58:CCV9Z:H0E)RJZ(5NR?|7IDFNBW;|.8|QG9>C?
67'O_4/_EP|S6\$O134=ERB+0-6I-4&%Q)O*CGV-<@+L<
MB+;H*KV\CW+;9I4424SS/3@L|K(Q|H|HKWBR%-7_QS=LH|I^;=8>.=?0-Z M,I&^Z?
>NR84_U*|*OWS|/,9NY>QZ;TL.0=AF7;+|9HKV5P;- '3A|2V4!C,C9 MW7-
X<'YD7ZF|Z=UKAN8_W1RNM*GE\$'E:TC9KQF9BY\$/6R>6_-L M?K?V0?=I?
4LNY6%++A9?|J_-DOW_6IUW?_(O2H:+>AKHLR^|)9AIFAB+K<.U M?QC
_?HEG7L7|L)P?"7?K@?ZA# &,P|&?|&/%5V|3_J^)_?#Y3AY9,2*>A3 M4YQ,F#FB)&
|JR^=1XO6RK-CX3/!("BJ\$X41RC\$/_?=E=%K'^2-B2R804-#DP M)@4|_K^T(O#_7&Z..X?
K@|_DZZ;_N|+XSA>K3EQ30.%XR%EU/F>"?O/&N=-
MM:2@\$Z|D%0;:EL*F""PI"+3TX7|LI, SSRX6*F!|IC72T'?0B#_42>T/,%* M>N:|FZS3'2
NTA>DH#NQ_O|:1|_X=STQ1)%1KX\$D:8PETO3&_HG_&>%E|IE M
V,\$XWF!D?|5|HH4U/H_-XOZ).K^,M Z-;|@43:FK7K;_T=|_S45"G4D\$5|H
MZYMNWLFU^Z3%G7K+.SX#\$ AS1\$|A"KWA?8J-V JUYJ|.+@5)V,V44#R.B4 MGM!YS
8\$%W4T V07P(6K!=|6W%"OSO3I>I+NG'.K#V-PZMY-K<=N.XYM.;3N
MJKWO4W<5*|749/"_8^U_95RYDI_NDKET3JS:4C!\$S=O_B31?U?:UYL?;OV/# M A|XJ?
N_+XFFOB1>\$Y4'?W?F_3|Y^Y@Z'KZP5?1%%DF8\$*'=|8RWC!@^6QS? M_E=HV:
|6#;PSUI%ZNPJ;_'XZ07?5@/|LN4M<4BPP)DCY8G.Y|+Z2^L!UD&K=-M>M.
O3F(O|JR";=N6PNUH55Y^@V/#6|*=.A9#AW7Y/ES9MSTY|H70,,#^/:" M*?+@&
|21%45Z? +!!L|&X;W G<%"?%K I|L"8E++LV&QPGE\$U3ST=
|Q+/6Z&^GF|Z25MRIK2&+H\$<&1|6 (|J.7F)#- M#2BN3CC'JIW('._L<-
!&A@FH_O:#D\$*\$R:.*J'A;H#+,|#;|=-.<#9)=\$.<^
M2%Y"J07%LC(PMM'L'UZ*E5:SMY'6704%E2M6%2'1YH|*6"S&#)#CPC|+!0GB
M>R(7_DLIR*F6KT%G9;#JKR#4+. J\$Y9%/|&|KQO&##A3RP=W\$=-/KW6QZU7|
MS)E|T%XL|YHZ;QUXX;_X&F6T=8QX;|_O|^@O|E@0PNZE55D>%-P_19%IX6
M!!L=D9&/:C54!8!SIA*7B2D5Y4&.:N3D^9LMUUX\$>_GA.D(7,\$=CIX^?&.K?;K-|?-
WKC*G|1 M48;DA'EE#EA>(LNW&DD##X8 |*NP/:SZJ@8Z31O|J1L%MFI';4<;=/A:CX@N
M6"#PA7L9E%21/0>A*W(96/X<5,%HG#*R(?3%9%5^_-C;^:O9KE+>E9@VS"7
M>=PVB*(Y9#28;JV?#9Y?X"YD>)'H:9JH#;V\,L1&6=|HJ919LMK,Q.Y7_V^ M!Q
IS(SAC@X-76WHS@Z1LD^5(C|L+"RXX>A\$OA:|+(=5YP8W3 MU:11WXWBYA95T?
5/6.,9Q.9OR;@#O_<98>\$UTB,@F9I(MP-K847MNPuw1.8U3,F|O M2-?=P"=TPI2
C|9".>Y6J7"V4)TQA|HYO)2>J7YX?861*_SM_553.G@4SEG(M\$H%E9*#"|
(\$JIW!L';FD^5R>(<>@(PY9Q%MZ"(RU^BKU8|F371A#)|\%63M7E7Z>O> S.XL+7?
NSJBS=UED_IC(T5"_+WA??C:BCM8+O MT;BMMS A_.BVPAUO_7O49+YM7|V>L4R?;
("E6I&=(Y9H+SM+6JHK^';?G!" MD:|S?+CG6C/USZW-
HD9Q)>V&%\$20)0= TGV1<=S\W#N>(DAFP|<9|_.EM)S MJUBW7(4NIV!!|!"E:4\$+|7XJ)
|CF/C|9QS;DVFO:|6*|UA^NA-4JY3B_C;A M0XNAI(|%@J"AY87=@%F;_<|
M/QKYQ4#Q^5=#U74LI1F)=GV:9-.3U|F8Q
NOFNO;2|%+O|S#!0L0VX+5ZW5U&K,NH2,=U,|FY&E"Z"^ ^BJNHX4*3
MX!RF3Y4((D\UX*^P|/;&GLB|PLOL;K"Z1W6Y&7|H5VE=KJ9&JFZ/V|WKBBVXS M'|H4E(A?
<(?9|_X'G. 47FOG.1W_9|/.60: ^\$2+?(3W_<7X3G/0?W MDFGD|?
91"9+1Q3&AC!5!7#Q4ZSFCQ9("Q|AV|%+W9)8\$-4%V1X^72A*K"+
MEW#"QY%N91T|JE_-\$*4.Y%YNZ; M:@\$N5O&(W1.:/%;W@B;0TXH_8^SCR("JZ+-Z!+-
ZL+MPOXANMJ"=P'6A?'@G=:DE+\$N M)KPIWGI* TXSOK\$AS|2PHN1NMK!<,5
=|O#6IFGJZ_EJ;.:W.X|4W>CW*FT M^?'<4I_4%#Z-HKXXR4BX^+!H|@)T6S9X+281
M@;06D(%? NT3DPTN:(D3@ M@+|.J*_@MS*2G=ZF;WT+M@S5#%"TE!"CF-
G"U&)9RG1\$9_-;8#E""2%9>#@ !>'YU4.ZV\0FO9F>O'G)T,V,^#??>ENPYK=E^S
MZ\$W|4G=P/A7B%#1SANIEDVI7FJ1@LK^R9+YI"/_K7F9^CBCA8C7B|A0P0K
MMROBJYY|H^3&N)+#G#K_.M!XV"HJEL=P|1N+*"|H-F-H RY,^=AR-E*5,U=|Z|\$:A;M>"
<|9 M3^&K*,KK6<(HYH@J Y8MCVH-0^5SS%|LF!<99#,09P"Z.R^|9@8<4&+=H
MPX\$L@O+=NPA)A7J,NF"4SO3A0%|#7B&%8VO)B;=D=\$6I1^=12G->F7@Y&KO"

M&T8L-MV:>KLH7_)^/;F+U\$!;"37Q/0WBHF2@QB3MX"64!.# &#E/F@)O;UQ M\$Y_5*7-
EQQ@8<#%:BVW3"\$^AGHSFP!4\|@QK/C_O"=*Q2O&*NJ^97:PX;O; MJ@7(?
< *WXR5'XZ9-JW&YU\|++YB-
#URA3931\7!2/P/!^5*0E\|@Z8=C!QF'U)":FKBKM\EE0(E6N3@AID).S*RV^%0"Q@B;JVC
LOZ MI:WND+_SYB5%G";6!F0C(05S0"PHVJNJ.BF^FKDA&'!/?=WPYMYWSLZJ: < (M&?
O>=RL??A=VDW"G<)TLVZ\X+E@>HP+2*+:/_YTF8QG,_1L>K@>.;\$43&A15W2T7)
G">Q%!VC-0"/MU@A=Q#2L+86'2Y;L0GNW>H&[*OI2-*PF-HS=XCS
LC&WIALOUK./UG)NI:4I-/VYL7T7*3H-/XT3?0% M#IK\$(IW>=G?HOI<"
[MV\$ _JVZLJ1UL;D"FOF=)Y/%?6 ".ERAOETE0!G1 1K MB4\MI?HJN6T2XJQIR'1\$NCN-
YP+[G, A)-!%YA6W:S-4E# [Z.*^J&\|@"0N M;,,,/-9R\<84>(:NSD\1Q,U.
f(l>SK3N8ICZ*@\TN^L\|V30ZW0>LGXBN\$.^
MC+./P)#E#BX)ITJH62&XS0D6NC=\$L,Q20^LCD+HAJ7@-BRM,'(H(5NINW!L
MVX"VANC"C901\$R-SIV@Z#!RZ/(93"V2J%|^8/OS%Z9I1%+,TJ2/I<6-8)6.*
M9%&6_I@%=Y38KBF^/PP<'T>1R'EC3L<#XXQ'YG.%!T;12N<4@Q_JM42IA))
M5O\BLJGEZQ?%Q ?:=|H>AP|9>!,WC\$^K>IB):&?C0;FW<6?'(R8#3D3PTD; M-
_XP8OG.RH'O+4C@P=O)HQUT(F5#3B,K\$|-N\$I&<-|5UN SM.^@)\$#NM59)(M+26"O%
BOYOO.KDB\N4?|0G>FG'V-JE3^6%L;Q/>S;L*(%O?VN(\$F60NZ
MP0NT>RMB.VZRA":'M9F!;+(YB|\$*XQ_5,0>!RSQZET2C\$:#Q82?N24(T3O\$#
M4JEV)NG18>QYK8M!;!%R0RRV.#+:XGU3PS1JGCL)DZ6\.%T*"EK_0U0P5CA.
M7PH4!NR0\;E\$D5>5,&;W4J8KAR*TTGT@YVK>T-XV4-)F..&H#:[P])#-C4;9
MUDGMK(6I74ZG7%S2LZ>?.\W'-8V%>\$ _|>UYU3Z+C\|S&X=FA,>^=(Y!Z_00V
M>:NDSP06!4|R/08\$%\$L8M>(:[PZ0@/V2OX=3J--21KK9-5.T(:NT4D#R3P:%T21;X!
MO9/?@|/\$8&?/AX5.H%O&F=|Q_6,3|CKGI:@Z:+.ML=VP^R#\$<-_XY;V*|H)-)M)2-
A._@3#3PN%S:/B!9N12NXR3IM-6G?QAJ-[H8I08D(#3
_CSU+U/MF/<<8H!UA\|+R>/H;T|8RU64NK V|ZTE7L.C-&+@AHM
M,K\7A53LZ\|S9UK4N;28NCG06 _^D0?!>'=|2=X|'8A'93B,B>9I!%'D71 M=15Y7V!;EA9
3!|?5*6Z_X:|Q9Y\U\$\$\$ (4*P,/>*TUTZ^PMPZX3Z,&@^13ME?U|1L=YF_M<\$>TCE-
@QK&_MQ27'RR<_0RQ'R\$-5%'2C8?7G,L&O'OD2V_O>7/60D!Y/E?^
MWI&2/R:B52DZ&R("2|^2<3U%RSFY0IRDJ_&'TG/) \$(YTC*|(Q=K5:>>RWS*
M&BOJ_MW1|=I%5M56\$5"1TQXU68'_F(R9@R_TK1CI54M;\ ML-<*="\$PKF.Q
R)4GX'3/T9ESX;: MK+ A&4K|.ID=J|2!T2C9\8 MD#S22E2S;:T&'D?,FB9-
'&:\$++%4>|@6%-|KNC2NT|F02 M"S'R%%-27&M\G MV;3*9?
\$"YN!WL7J8TT.P0)FF4Z+Z!+"3>2V\$22D(C|B.W3*KN>.IH#%I(8'J
M80%1#AZ>.'#DRY6.|)<>-VN(**IUR('4N.PJ_L*:H>_NP72.'5'Q)0 GWR M*#D+LX|L#>
%=(0@'KAX1,V *|B4O *@/9ZBD#/66!AADG5=-:EMB6|7*I>|H&,&\$,ZQE"^6D*RL;^.-
M#^S|V1 W(X '1^I?=/*\$TKY':+8JEZ%C/+:3D=9'007|S5_2#SX|J9;YX8V;
M)RHNSR#,_^*G-H40I*_2529T!- +<% MCHWU_ +>/GE| "D.4N141M=B >?&\$-
L;V.|PEZ^J;5L|W&*%&HTH/7KGCR^ M@>J:|T^".W&CKMR%.;C07A3|MG_-
D[6HM=">Z""ZY_+C|'ZD2H8#?+|J2 M-V>-ZX#
(7P'R9FPM69YO&)Q/\$2QE!TZ'/A.9SXAPB9NM\Y%Q:*\$A&XQ"J@+>A_[*U!-
!|^RX07J<,)Y M4,0JYC2/Q(D3'1HV9Z7PT!UMFOL^- \$8U/\$=Z)3=4DIXO
M'|#G,3"P8;KJ)"LC-H?"T6)M#|J)I1#2EEBZ'E<|K@ "GX"KC/V(3H_/B>ROK
M8P<#;Z;:JR2|T7:?"6#A(#2-+6G@ MP/|YB6;HZ,YMP/V9(VC2R89/%K,T5:25K^Y
|OD'NL>1E.VMCV:O&P1?(T\$|_M4/U+#+XMI2|^|9A97B7:XL"FOAOJ#I0N-
&V|9B"1BT2?8.+!=.AJ; M!Q=/U?N\$^A+ KLBWNWX&'Q.6!4EA&:LTE)F ML)
(?)^|=G|J0H;JZV4PMMXC'1A3%|/?55C4\$9>*GV'T8.T!.ECA:/#R^99=5
MJLB1S^W&*5\$0>*KV(|,*T(=65\$F|9DA'S)&S#IW8&#A93/I&LS.|8;SP9<0
M1LF_P\$RZP_%8Y/MU(^HO%8)X.LO?B%DP/_H53M.95\A|PPCHD|39_H<*6@
M; >CBRT,*FJEV|":^2=Y'%*QXN M_8JU|&2#>F(?IS+QJS|ZIDX8Z;.:3N&# M'8 I%|?
T8^Q#V+;!\$GW-#/= &RR+L<\$7H6AE1 _^ ^|POSG/B=Q&WMIZ5-U<*72
MRG(|_V)BW:K5OS928/Y *%#GS &W3@K,_)9H3,G&U^+D'O_6V53+&O0)M
MPNV\$6C0#87S7TR.B^.< ^<^&\$53\$@G*PM<|CS2?YSMF _|U6MTD3,6^9PYV; M7I""-
&DW:"F-*YU\$X\$!#"A7"LS3L061!7L\$Z6-D0^>HBAD@O!)8F"GL.P#JM M0UAWZYZ-
W">|*FC,"|BI^=35?C\$7'VX>B6T_E5Y(<.:7IH\$>BB+GO0+M5 M0*&L-
#BYNR|MP,*J1**YK%OL;3J'=F>>W|">:"(5VS#'_J'D=|7HJX+ MU#.)M|= "EUJMG-\$:
|SS#GYB4U|;\$/C|**O.BDH-<)\$. RZ2I+GG^K7"+U^R;:L7&A:EYF2|X/&(.SM#;_/9UXO)
<"V N MMJ_I/F;K;.PS!2,NPZ3*\$BH/!P|,R!%NVC5JPS^NPQSC0
M7#Q"1K.6W4J7LV0DL8#JGB6)8/|D!;ZDKY9)OH|V8URDH'O)HATRYX%+^&WT

MM((G- 2%Y4*J3O=T(K2^)\$72J|R;+@3X'1\$,M6I66G|U\$M! \$ZW0&R9L73Q
MG,7J,B(MYTT3!H>YK^8V#;?@*,LS V1@-RN0C-
:&+WH+;CS<|PHU.6A0&9>XD>8X.=?L#V(>GJZ9#?F\$M"G5K@|FRTHG73RZRP|-IC-
(=Y9 M/AM9RT%M?
<>IL(WJYG;G-.3I\$N**@|00=KMI7>N5|YH;VLCTFDO=.GE7Y.N7|/I3&S#|_V+_0^%F8
M|R8NH06(5<#X|B|2-V3|Z*C(BY?5P&4EY|;5 |CC_-@R>;&B*UH0F<+I'E+ MT?
CK@+G/GN|3*RZ-37%GYSOY9^@?PW8R 1<^F8VBV^Y9|(0HBGQ"N+8J|:OF
ML^..G&\$|{#2|G|D18%I>)G.8Q.K|!..C("95/#5|/0?<^>DO'.06B4EVVF 6=A
M|HE0M|704/Q:I,K7.SN;/8;9+|X?04ZAO3:8JV43M|SFS'.,O=E678I%)V;
MKWS<-6>FQPFAC<8Y|WWO|KJ|W:3=6W!'*=G|IQG5.K_&I#0AZ6@G<:/00)
MS>H@|J2:|BL-./LDJ%R2%9=/#|1G)5I!=7|9*.%#" 3MA\$W^08=T\$A<*CA;
M=G'%YV1V|YRD\$&% MD+V
I1^_Q|B9M^X^OS>U4J'1NT;:Q(2'"8/0KEU|0G/)4/CO|84=7%J"%10F!26%L8|A
MM\$(X!=Z&Z4^69_ :YFIR)&?CH8|K@|KZWYQ=5YYZW?Z>C<.:|'Y_1D>
M\$;4D1|"U;*MV--9D' UWY W5X_E@|L MO&|K K78T|S|JUY:44" RS|@D,+2D1F4?Y-
RKC',8T093)P+W?='NT0JX|?|{ \$M3@=70|M|M^K1L R(JF0'FG3F|
|WHP2CEDY,X5=%>'T%.R&C90*|-B7EV=|/=- M8 X1Y 7,(X?CC-H<#|D>IS_S|'
TBCZOM%G|_M|SWUNN2)C^|B^:32JL1W#5K|:AJRAIWH@3U/BK+7|6J|D-ZT-
>V1'@O|:G2ZV7VP#+@A%7Q8\$3|0KB)<,07 X"V\$!;W>K0?%%TG7;,_ M_?T)=
PM_N/R|)/_JD8) N5+0'NT:&2|GVTM!#R&GS6*6("N?BO|=(K|E M2M:92OX|=G-
_"M(G2\$%|H6G^BS|)@"T5G_EW2>DQ%ZQ&BE-L|)#1(GB.1LO%KO MU"
<|BM0"OIE|Z;..!4V0K*G|NPP6 M_3Y889|4|_>J GWM5_V57S_ ^7|_P?
Y_ER.KOR^,EXGZ|RJ>45+0NV+9|_V/MQ?^;0P'+B(=+
|E\$68+4LZ.'!.PM%YV#^6V%5:"O7IU'&|!%|U+.VK.U72%Z-| M>!
_,^;4A6|XV+\$IKUR|M)>T'"|YGHM5K,MHH)>.Z"*B|UG0CI7!;7DO||R\$K M1S0|S&SYR
H/8|X|)|\$RW%?S/Q0&Y^ ^ 7"HN|2LF|!,S^YVF@_ |TGI;11K#8& M?W?
<@SCKJ|"W9SO7RZ|&C0*N=Y0ZQV=-?7QX|='|P_Y9;|U|_L">A9|
M#':."L=E0^RGQUB3VJ832HJ7JK8@8Z_ |V|4*84|7LC|F6Z.7S|R.NN7;95(V(%3&=
!KR.)|1=|/RDM!U),N34\$'\$UU>_ZT;W?E_M'>ET5#_M|?
NKLJ3L2Y88&D5,90WQFQ%|C#H5|EJ;\$6\$-#19QHAD7Y)2ED:6)/LRE!\$*
MC>SD)&3+.K(C%F>|MS_N?T/^= _N<|KYYSGA>?M_?G%6X?I7I:CXD!B)|PF
M87.U:VLWF?GMEZ),Z-VW""5|GCI-^;,%R_..C5I3|S^T1/>|UY;|BUF4K)\$!E6-\$;07'\$-
DW|SFO&PU,AI*Q'W+,N1 M%I1+=_U|#X1^-(?:Z|<.6(1Y;|P>H7. H0FT3|B|??
%|JO&3J??DWP<(9NA M/>P4CG;R5B|B:G51/3\$8;TNH|O?
=MZ|XWQ#*_=AUVKN%2ZN%B|6'4POXTE+2 M6S|(\$3U.#0A7E0JJV-
X5GSS+UA\$T|+D6GP>.#J;19\$XFS6LJS3*9?SJ6M-G= M/;+S|
(IN75\$6+9V|0+:95K'D^ZZ6@7R@L30(1XGPB-U|W50// 277.%-G^CD M*:IS.)|(#")TH%#-
+04;Z1|Z^_RF7XA^(P2"<:L,2K72W3TK?PCRB8E;AWO=
M_>&VARNCTYJG'F|J5|PN6U7<#046Y'E_3_-XMI-%+*!/<1*"L?83Q9;(A|F
M,\$NFJQY12P>^K!8E+XX&,>V7DYS)ZG|D5'|_VP!Z?&PRU7=%401JTU.6*|," MLO-O&;"
|6!DT\$^007)8|_V|P\$*9#^0Z@UVB(W%70FNH#^|4=K8|_G>W07M-M&|;H"1-
_BB^E9U/BL!B0Y6WWV9|0"00 |A9A")!;="J>\$0(%:K>+T;W<8? M/+\$P-
^\$973"GMXM7#9W(T1TR+=AX4NV(L:K0\$ _F2T7)|Y#++;@#IZ-4QW6\$;6 M|M:XP|B|X-
!KKT=>S_"2:0D85Q|*NV1|=2)?-RH8?Q&J+I_=>N4"-1|@"R
M0'TAQW1H!8N,,UJ@3"0;P=[XFSEGZ7QU>A=Z0L.\$|Y0P?-)PE-N!H8HKXIZ
M?._^*RSEV_6 ;DY)Z#^X&I;W0=@@L WXX1E'K|Z|XLL +=\$M
M|J&OPFMGEHBX08(T2YTEU|DB7G69F.0;W4%=3Q7FMOM/R="O=2TSD!N
M=9=B\$1>8ZBQ@P&YDR4:3LFB\$>Q=D0'LL7;76'=@),G-G137|L#0GI*" -|YF/
M;.:P,FMS&Z7=4|F)KX_LG|4;W<,C@:;)_ QTK'|*UWT5+)H0+;F%_6MR2DY.3
MHY;T6YAZ4=KBG(OIYLND-|\$:GLR1&Q|'EF8CTI7E%.Q|L#Y>OB(9/E_*;=LB M;|7)C?
7V|A+F8WF,|L,MZ9_%^(-5WD5_I>JJCL;NZ-Q|=NYC:?.XGCFQB#NIM_K+^?
FZ50SS9,27L\$>^UB|M*_F(!:DSUL-.41RQ@%V+2>\$7TAMS\$?),|T2*6
MO.\$X=;_!6'W6L+.=!5SABS4"5?/ \$0|G\$WOO-VIV'MC"Q|_0P1C|L)A\$U9;
MM\$13+1#8(U10ZYX.2?2UQ5L;_ ^7T(1D,QQ/|IT.E=J^GS#@')870(" +EMU_
MHP(@.W/AJ^I@T97V:&32AR|O#W?.BUU<|K'|N(0=>MP;1;P +UB!D@;)_'+M
MW@_OXE(4-M03<-J|9IT@+?SV8/#17!#FY6S&QYBY|F&9-WCDX+?8_CD8?K\$
M_%V%|K*/;_MKW/V^Y>N|W1QJ)# H-7@*SI@A(W6\$1-|IM|VL?EPQ>OA51,
MEMMS&;*Z.W+WG 0YVNN|!D+8C8;-H=+B(TX4%+*%7|_OUT23GP3TG2I1UQ.

MKNFF!!>U"9K08PKBF_V@Y JEC?OLMM3!R^7P(?
N.+6&@Y0Y/N6W6=C|V@<|FHF5P'U%CXWL@9*BK.RK*R,?9<
MJAV#:\$^O/4|>%),-6M|C4-JL:H"&20WX=;%NKU7IPR&V770H57-@.^W^MMXX)=
M-ZM+*D)ZL<4JVV=U(TQO,AL@V4/(7X!+VA5F6^O<867*77A;-^301E?JJHO M97FQ?
T^;Y.-I/#?;PE84\$=3!/&;,23=;APD)YS4-7DM1??H0S6M0V6@M!|1D-MR7Y^(L=
(M,"2)BGQ=C1Sj 4E7M\,T9F;JX&,*-?6:2GP8G+1j|Z'..0;=7NXN|I>E|SF-
+KM|4&8>Y\$MU-A MPXFF?K?K:U8/U80|PTB%@I"G@6(52I??
+P2J*0:S\$FR#=V!.LND49=2j8-11 MS@N_O|*?.%AN16O,69Z<6VSB2^A;N;EP0NK|A<#;
|"-92)(N^"V<|R_(&M M"0VN.L"A446:P6RV.R&DZ3W+LA@;Y-OAXB7D+ #K@ M|U+
|TDU"AUULQB+<2";S_N|AV|"&Z=L0?DJ|1<6W#CCP348D'F2_|Q3:3T%
M.P^GDCP>B00C|1W(K|;XXSO(8CBU7WI=<9R (L91/#Q)&S!-.@T58-1X*ZC-
MO|H:UM@:S)^CF|J>DRVCW"WL\$C(HO|8P9G,#|?T*>?+ #6-MQQ4XNMY-
HH|:AKPQX9%M*%)FQ-E6QZZ,8Y@W?CWA-;./D\$9B|K^652J-ZF
M7M52MN>J(6YE1\$OIH|=N&^U>+ G&(/!:/S'I%=_W0|*_J%O)=|W
D@|_*6DOJA&.Z_UK@W%;).>6&P_ ; MMJ_&I/!|HC4A:IX)|<|1=?.??M55#Q_-
NSI^*2#_D5P!-'R:0YBDAW Y(7(O M;_ G WZ3ARS6>A.BK"(UODM S"EBL|2?
6(#K_1".7(S5j) M\$G V\$.Q=N@8380^N5BD/^%3'C|^;^,T|0|U/KLS)^|A2(>M
M^'L0j0<^*|9V4NZ&G|@,#KS%)(TOKWL.1^DA-=#P"Z6O*"8.TA7/!08<>@@ZIE|_|+_0
M^W554LH=:62JS*\$VVF MRJ\$"->.9S2-|<7I*|>(:5&/SRS?F2';L8/YE1!(N8.Y-
WW'9|HN@|1,I9\$K2-M-WM|7Z#^SKE.(%^(=(:&6.VKE64!&Y4,6\$#C, E.B\$./I@4@6<-
H#RMQ^RP(F M1:@JL;@OD&4HPSA|;F_ ;BGK(K/T.GZ-@1OC:A|3>&>+60=-
:Z#OS|K#T?;= M@&RV=|(L:P?+8P%K(OV()92|4P5E..VR?
SH9G=6"^H2., %0BB|8+TBR\$P@ M;(/|K|\$1%C \$D<(UG-
K",T.^&#*6T"S@HP(|L>|*@L%>\$;|S/<,"8BY_KK6D M53'677^|Q(C6 %;H!CBRR=#"D)
<66<#W^+BZ/Q(0_B.HT@+J*:.625/W^_4> MAD,
|8H8&DL^/U8_';.*H|A7*B>2:@M|2"5T8G|)*Z:SYRX#0%.|OG= M,7+7XN>
M^%/5<^|G&-HM\$Y/Q(XP|I#L9&&|54P(D|Z\$YLY=A;-'H1&6_R2JO#^E7K?N\$
M+B@<(#D6*NSL_|?|V_KZ9V7.N/3/G_>|7(LDS)|K?4^|Wj2^ZG| M'X GKV7D90 (" @
DX<_P/TL0-KP& 4%%07Y,2Hj*AK:8W1, BQ,# Q,\$CO|M'
(*4BI*"E)R7EXJ1D'1%|PB| #R|W+^,(#Q& M0V/\$P"3&PB+F?D;^C/N_-?U-!>
^1M!:\$Q\$5\$H \$|PD5-Q\$6X|P)0 0 (R_B_M+|+?%|(C1"1D%-3'..@8#P+0)X!'"(B(CY
0D9&1D|ZXX<^D7&>|9ER0* MONI;5!H'
NX/,=F/:5|6MA.JC1|0\9@Z^J.A/R4B)B&E9V|D8G|.R|WJ_|7V'C8U/P">GIF>6EE=6 M?
ZZM;VQN'1X=GYR>G5|<7OW"A0!_1/C|H4|QX3|@>H2\$A(B\$^@L7PB.W7P*X
M2,C/N%#P)%51WSK@TW!_>\$SP,B:|LAV-ED?M@-#4<13|*1WO\$OWA+VB_D?UK
MP/S_6|C^>Q/7#, 3\$2\$A^(AX@+ \$ >=73#E^ZAJR9CDLDI0YL\$F%|7N1#(/
MLM!N+MK62WP77T:)<5QN99Z/E#LAPL)Q7@,V_FL_|/D'=03W&4|^#LXVU|
M/'&^GRV;271SjGR|H(C/R'E/_1RA|N/ M03UC2-M9GLZ*P./0 M=UCC'M
:Y)1\$8.*I@BK|SSB4GY,(\$&#_6*#| Y'|&FH^,0""Z.5_8"R@YK,C M_Q/H+X@8
4Xj@TZV|G0.PR(.(|:/E= PPF!#G;A?P2Y_KA7C_.?|MWG_LB
M*_O|?;L.1>'(E7KEK@0%U1|+^5A.@'#PAY?7|4,=IFAG_DF*4UPC>3EH)BW|ZX.T*
|fj#QX>H|C(A@JBI-/A%:J|Y62-(VFB|
M"7&|=NV,5E,RO=5FH4LBS.2D=H44&:7V17j@C%=?;QEAP8WA85T%DVE1<@3 M95|
(*,6Y7/>E@HT==&K%B)X<8T6@8EZ@5|D^@|)-IO/>Y;(\$^UUVPI S-VU
M98Y&E/!30XR.1L-V_ ^F39(Z4Q5AOV\$ OXQ@BX3B%YZE=LS)1(@FIRFW?^MH|
MP#/@Q|:94JHH_JZ3AVN=+TCWO0!7WPO1RD%QC8/|FE7IYUYU|HGED&DD_Y
M6X6/!ZW6E91VXDD@X21|5\$^D,AA="4&?ZFVH68|%DWAZ;W%."2M1B&|L8P
MEZF"^(|_/LFF97(!"&UL3LXA)#?T!_DS>E)%!OK#A0S?UL,QQZP(HD9.6-|A
MKBH_42R5|A*167JD#\$ T^V'&V.998:V8_/7T MD1H?|9#\$ZFEY1K|4ZC?@\$|Y:
M!|*| #XX95)' ^<0&RI%.Z^U;I|,|UM9|C&IGYAR|JCG/&=8|?VZ|7;EV%2;% M7KE,\$/'7-
%U47W-(>2TG/%3|@%TH>O;TQBC?N5&JQ|35T6|. @:F|!<"1L+\$?WS@:09UFXKD;|++
|f&&9PK#|8.0WITB&3\$|U*MUI< M?5VPX_3%O>|JOV-D"^U,&!3G"#|*KB-\$=OA>M'T:1-
13MW@0"B0-DT(TG#;D MHRMZ1J+3R-2^IA|
MOM^#^|U10.'7@BG'>HOU31:'+'?.OIZPE@,Y5|+9X2_'
MW47%B9W6"29#)6.N640F,#+34#148D4LO""9_|X|Z@'CC=-IPBLWDDV7#5U
MB@G:>+%E)<8P|H(|NNM!@E\$.0T|N|)EFJ M5,C.K33?R_B&UK U/|
&KBU&JG,CPBBFEC=Z8X<*3|<|)1G+8!/'G.KR?|;YS
MMJ<)_*_U(|...:V@YN7/9.RX,E#CS_ '\$6C@|+ \$ _6<23>T1N&|+;:5FUR&)E+ MV62-

M&O&UWR.0A'-LB>9AEA_4WC 5VJ_1 SAR(N=56T*_2I_IL(1SX;5|WB2
M4&_Q: ^W9^=.JQHA.:50Q=\$OZ N1U.DL27F8U^\$K-%4DT4-M3Q(BYL:KN./IN
M7(.N^"WQ|V135#HP2_G!Q,E5?*\$?=_/[C^!=.[WU(@\$[P\$|%;^)\GT
MP>:Z1'%K|@|*8W|V\PYD*;;V0T|T?;&GH2W5S<'RS9<47Y\$S)Q\$ _J*NI.(PY M='
KJX>,NO394!^R->D"B3)LY^H3:./#?09@>WH>:H\$6-S=C:BI?F*!09 M)/+O^|J|=.)H
M5Q.S\$#/MQ@1;'GG_J4|+@EP#WJZ?U<37|6=|7G=/MM5S@4^YC0P41*|9E%TO MV-|+
K"3EM.IEHC9*WS&L+-=@\$;SMNLZE9|T-1 RE0+RZ86|4%D'*-M5D+;
M*_GRN'DAG+K&PCG7|P#7/-^GV_W07(I04P:F|(Q2K1V5SLG_%D)SO.SB)R
M/S=|CF!+ZWE,);9SX)-<0(6F+Q;BE0>=RQ%NJJBI22)1;W-%A5+"4N>|JFA
M;4^WM";KWD^Q55VBD40RX|ZOLR.LV".2|&^J;8G1P'>@&,(""@K@ |H^WHUK M.J?
PD@R_|(S6^\$^EUC/AGO"<0QT@%1<|HZ009WJ>|84OZTA:R M-
@P90T|J9V,B)TKSIHUE(5L";BARNX_R6_(P+Y\$U\$-IF"[?5#"Y|R-(=3K7J M8|Q!3G9F
#/4EK>HQ)S..W8D: ^5AUJUBU-U;K6U_ITJB=|HN-T" HX|72\$8
MBF:&\$U#|_9U9D&3AU#R9-5+>9>P3.59A|/0MAR4=E-2|;7")8:--*Y?Q>"*
M5/E"FC9*N|ZE9KQ|_|LADHLBBUL\$5NTV>AD MO>LYZ,'7.V)|@|+|')|V4|H|:;%1N"=H
!N6\$,F,RY80"GN_%WP.H%.|VU4H; MM6_M^>FS-
D@4+H\$12\$1ZN9C^N=V_|'"91JDYM?#0_2|OW_"?S M5-^%;V4<56|F0C|R*=
/GJ46H:G@+"NG.MZ)4'4TYKYF?|H&G:HL53|&53#4 M(LF'JJ1Z!&Q<@4;0=^;A/L_/D6E:?
|LJUA(<6>AN:<"|4B<1,*P.@.^I^ M+U%T G>#>4N9IN1,?ZV2H8D;B!EU:O+K90N(;!U?H
)+|W|J1+W2*J)2BX7 M29=*K>(15;VK7<^3L|H-B6Y(|P>>MS \$>/-S_9MG-.7:
QTF(A6)Q*JL4Y/ M'.NP?;&Y333&*B)9P9|*W|T=Z.FJ45HM7J|EDB)6'NN&
W(:E<&14=|.2\$%# M%'Q'O!W+,B#"Y?CVT#9DBOCYG-ZW0;PY>2;&
<+L%=_7PZ'ZLB,V|&TU|*GZ
MB2JJ3F2O|P%NHN@GQ+E,;WN4LXI1ZA,NPH9\$BHDJ+1;Z|A|Q-9AE3
MXK%=A*N'JNCR>3??A_84C0 . W*Y9 PCW57M&M39LX4&(C4IO=P| X4\$-(P
M)TF*15Q|H|N>P6WZ-K11JB1D)O7O2-G6|H?;QJ!>T#6QE?&5M-OY6OKN1
MQ%A,546^Y|URPUK%%(MA%3C7\$OS6>3+AB4\$ _0JT'D4/0U#O@,/&0C*A3|HJ1-MAZT-
G_|BXVF#.0,/GNF&1/.R_-E-6R0^*|:|(7>|OBDGLQEM.VE M
K;\$6FQG8345M':|^%'A7E7==1F6Z18E*|RY?ZTZ?)CPCC%_N4. O=6CW.RX:?
&+;G,;D%0|*W#O,WG|G5;K-
MKV=*QFS*JQGLL9(OL@W=ZNI*L3QZC%IARG.AVJ!|6"ZT_KY":++"GC=L|ENV
MKL8V/'9)(|:|6AGM:=#*-0HU_|S+8F|-.>SS|V)\$D|P|NY%8<^ZJNQ,PS7
MSIE+BA|_|BY/3%/RZZQ3!=56|J@\$701.WFXWV"X(72(1W@=Z\$R*L96=_OJ_|\$2M&N
MK=;>8DI4.H0M)625"1=WWD"H|7*LI|-GD\$CS>V6GC(EN!>Z%K4:LBD|H|A75C MJ4IXY.
(R%\$?O=1/35@B5%JSS1FRE^EAK#|>S61<,?N:LD&@V;6/BTK|
MX")|BJSGBRJR%48+0^"C@V,|2|T8;|Y233^@US|9'5,VV!"#|:E:S?=.V-F M02?
SGLO/_:3@JRIHVK#L?;\$-#GK?L7C70@8 M9\$QJR;%JZ7KWFZ%7^B;= W!)J-(I>U(|
<_B|/KQ6CK!%*>TIV!-U8|!#?YQ-M0+!"C,N';'+&MZ/NE\$SPN:Z00?
PLP6TS5>|C+LULQR^U'GQ\$<|8|AW>-BY MNT9^;=|_I_|VSCK|:|#K>?
S2(APA\$TJKVZGS(XY_I'Y8G ^X?#O:(M|5|4 M=S_|LO_SC!>&9C*V2F"Q-
>8W1\$ _5/^&>K3L>Q|^XWY3*FX0RQB0_4/GN^%,= M.:H-XD*F?9U|E/M;5|_|
@"\$X80^E/3E;1|FTEC7?@^7?*<#0(I,7H&Z"O|%3V2X?B=2>8>_S?I: M>6KI6O;F|"AX?
Y@DNPR2XI8.H>\$1^NR!*>7\$O(762|X6'H|>JD*|6T4?RZ8 M^;Y*4+K&7^
3;)HPFS@BT)U)%#7_'|6M1"
MSQ.L/U6!ML+9+PK*|.Z"ELY&UYJ;ZQNN%7='472UGI'Z";V5-4 8QLKRZHG8
MS.R.7?"2/M@/\$XX"2U!B//S\$Q|6/^"B#LS82DA%O#04\$!=ZKRNNLGHIB015!
M;UH2U*|KZ6_2TYK.!\$ _ (M9+|>L%4)"0W>|^;UGP3R;ADJ_39 M>RK+|&2-
O&HJ7*JS+CEJLY)|08&S<,B=X#66+R(5/5N);CZ,-, (^7=I,J^+ M%*2+?4%
(%_US6AVYM;|!FCW=TH\$S!;?28|K.S6R#^98RAZY_!\$;TU=^Q9X*|7 M'"B4'-
:EBKVCN+O2ETQ00U90PW#H)|@!.M,7<-XH M(-, 3N,J|D(-
C3_S%UMXBECGS/NDKZHH_"D|N^?K>;|-3.^|04O/FM*T7X
M/ONDTIS:M#I"DC_"#0+\$AFLU>!C6:/@G!#O%/:K8_^RNRK/D"|B%WQ2UWVW| M.;)V?
RU%_%50?UOK9?L)>#,I:<@UG,_G""F/7(|VDH4|:C_^MD\$TLG9R2K
MH3I>^;6D;;|1^9.ZAX #@4T2*O?38S= |:J*YW5&|+|^!|PZOB|YU-9&)|U MQ7<-
Q>|G|T#6KNI_A45Y D/&(X=L_|@%;5RB0";XSV@@@6C%U|L|>M#!:M
ME@)H"3>67Y;\$MGGWQE,3)SAV0>>"?V|JFH0+\$R"+K?"Q2'15N!+"MAG*O'|
MTYTXU/D><'D35|0.8WW_U*":) 087J?I4GN;UAQ63
MIQZ8A=0CB\$5_>;C|OTH=AZ:E&UOEY9|'_(I)4,K9@_*=B"_K6H|=N5=<.:H3 M'.<5"-Y>:

<%N1R4(Q+ 41%VAZ-X#%A^>D^C JM-(CA //>! AT^T(V^ R#U@
MDO!A#3LH+RZN0#?N^F"@?L^R;L|1|@ P?P';T MCR|7 _|BM:>(Q8\2JESL3T=OF1#5'>|!
|C|.39/7G\$L3#W.,L|\$3/WZMVOU=+. #V=)"CX3^.;C86VA:HTIW\$U<0"3WA MA
S|;Y|A_WG5/1FOF|WL?E?XW4 M>6: #@G4C>SOG YW?=-
TWR_Y_5&W8|Y^XFUDZ1.A8|Y0M^0Z5>CLO_PWON|PRX M#
(S^6^2|)5G8G|EA\$X;"=R)FI1K_R'3@#Z??B+=JL^!|E&H^A\$'_5D|C*0L+ M!UJO?
HN2K+5VS-X25 VBATM&(_AKKJ+ PA^| MOY1;A000WMC_UA(/?6/[NV]^%WW-EY0)L>
OV\$ \$I@^-|4MWA!B_773 /| M+N:NU?A<|C@+R_-|F-
'WT3;I.P):|BWURS,K141"PY|M9J,E=WU5QHT|E|J M,;.&|!"-
VI8Z5^5QQ<8&-0F>J|6J(CX&T1_/BRF^K9K :QS6:H84K5D^8KF MGL9U<&|
<|^>,80T%Y\$QN>%^>W\$. M(-'FYVN#64KIU! X^K-O3J@+TAWMJTZN/2X,\$ K5*'V'O
IL,(/%)*VKDWA_M^/7|4-QHLN,@D#VWW+B@VB%?3Q+7?N?
8L7PWG|S/R|7|Q|045_3>IS; M.2#1>!R5UK|FEB&TMU+Q>M-Y'V,05,*?
ZU72|4SDVHYE^I.'2FX\$AJ*@UIC M1%X_2C=!%SN1ZM*V=[C]/=OBL18D!'J%S?
-.N*\$"I6WITRD7J0&&AY\$J_KOW
MB\$^|G\$)#%WN/%5SL61|/@'1W+*|^DY=&2/:Z:OPPj:Q_76%(@S
M&TH14: ^1AEQXFQJE-T0V-A%MOFTL.6WJ=<^1Y|/(ERN,VL|&Q9;'?-IY9=B^_G_K<5
GK0S'8VYO,%AN MYJO8XN)_D*&4W MYSB|WF+,|W2O#_JJ+&R|'#A)23_NW*_
1+K0M9=@Z4W1Y.3'-?FBS&\$%:;.@|
M:ZAZDD3:X05G%:@0XL\$ML4*.S5)4#4,NJ"P%4GK8|P+\$%.N|/@Q<|G49VTN|M^=
|F@ALJK;WM118Y|LWCZDC.MU7R%2H5WX"C/KHP-D|47%|3TXZSFN(%ROO(
MH(ZO+)1:M7*'F'&O%|MRR?H=4*|'71-4=@PKV?3! 5&|%NZ'O)K?J079<_1-
+6>@.BF=Z+D1E|D+HNJ|75M M"WC:<%H-XLN%5UFHH+X)=
|N;,"3KJ2:.B4@3<(478VW8,TD|LPS_\$SUNHCG/ MTQ&
|>4!&PN>QQQM#)|L070|5#)+A<)(W>D/+\$.=BMZY^#-D|KA*G!5%R|5NF
M<"BHU)RP"(3M|08RP'WZB=(I-FN/CMM)>GQJMH5W/>Z>&>FNX0._L-3(2\$%I
MJ9<^F^U3GE+T^BV /;.&|%*\$21B07|Y>>J!?'#C.*P+M2,#,||D?8S:JX"|S|M,HP|(|D
TV68X+*894HK=6|=&>)U+?|2GX)%X9/=A^::2C%Q9N ?OQ0>!L<MVB*L|*\$2G::@R|Z8
M|&.EOH/T^:GJ#\$,|V7&V|&_U|G6/R,AMAXF|B?*F=H6)&POJ%Z@/(H*VNY|I%
MN&A|ZN"79,F0MNU<|JH(|PNH(?40.42.AG#7KW|O:4>-6'C|P(0Z>&;@PE
M: ^#ASMUMM8Z*NQOBN9H(B|*0|RJ7+3+;JE)\$PB?)>F_ 'QF.+UYH?)3?G.+
MKK|A="4#%*AHL:W0=C>,|.8-E?-XYP)&/3ZQ#6 M8;?
56R.*..=\$YPGXNIX2)P&'0LP|/1A2D80TKFM?Q'&S"^%QC=P"YQ:HY\$_3 MQ>
|D^Q04+&JM7.4!99B (2_GDD;QX/(3UR>|Y4IGN"&X^I^O|QOQG(:>IQ;
M4S|Q+ZKG;"IHU)0*|O!N0/8JS%N2>1H|4\$A*=IU\$3_AEUM(?GH<\$R6EA;Z|M GUUV
T<@\$JA*_B_%Y^(HJ|;.*AZ(&3&?0V|O/O9VO|X,4H'P-L=Z;;3@|Y MB:RFUD;.
|*P|&NY: ^A;L_A8LKAFG',OMJ'F >A4>VF@'4XSCSR3NP M4;WZ|
(VPFHGG9+\$I^|?;NEVXU_V?%=I%F|.)4V9' MH|%F"TEH^'?C@SC#2R.R=[4?
6R'G\$U'HKK%'? '*=9\$
M3@-.&)|@':@;5(.XYV8*^QLF:AT^BIT>G169%UL+>@YR*1F89U'=*C88PD+W?
95+E%+6%^|0?6W>I&V M%JNM#.&4695Q:2BT6F_SZ%=(S9Q&5^Z%,J.,L0@I-?-
N|A=6N8U361A1>I M^UQ3|N%T S-R9U4HGI^?WA*W4&@0F#? M>,"?
#;89)/"BXK7!)G&4H|JT*YI&!5AS+^(|5=O\$4"F|5A.4=MD^,'3NV+8
MFEM0GIUM8"VC%L;|B(J'Y"OQ.E602?N/OA1A%EL%092|GF'|1&#ECGJ-B66<
MJH*#*00J_D5M5UVK"3QB8'>YD%8/20W;L!R=@U/"#|263;_XOOR|MD6?|)#
M5X_%20B:%_2A1TP|6G#M88|CQKH|%=P_IZ2ID"B:>#AY1 PF1&?+!#\$7G/M M-
2AAU'(|4@5R#C*=;HH)=W3X6|KTN8Z^-.LYZBG0LP|B:?= %IP:_8Q%/(^
M6T)LV^&|@1P,9!*Q+N7++||52WRT"9L#I_)|^MH0AIS|0M#YC);\$^DVOS=T38|%LZM(
+M=M<=ZHI@7|H|@2K|H_ F71X5_%AOQ7;/57UHK,BDAQ1*>.,?Q09,L|
(Y#7#KCNCVC1K;EU%.>12K|7?1-B5
M0P5J@Y_"3_.;FE;.'>3F6U^@3.AP&BV9A9|5FDWC|'(KO70|@7,3R>|T&OG ML!?-
H&_LA)RF9K,D:YFB O6. S.PU?'5.H=206|DCEK4V.OXD*(?6@)1# DX
M6*C!VI_NOHCG0E!)75N)'Y|<5 MUFUF/\$FH*55V&\$V%-EI&6RF)+T|=*N/
RVQ&HEIWG4IC/S)W7#>%16)MOZZ+ M-
C"2J_EVZ+MY@7(9XLW(\$V<^RVC)9Z(IH2PDA^=8/>.S5;K>I4O=?EIC=HC%+SE%1-
#QBKO|Y_5LB"Z5;L2CZ^A4;3SY;?+(5,M<+9?H"0;R M*%5S!-
DSY#!A3R9=2M<1H(I(+S9@&O/8X40 F_(!VT*|;UF'+R
MLDJOE&^|%>XV|EQ>5FQ2'1YR7.=>CJ" T_+%7_-= (JZ%*H4#+@A81J00|Z%I%

MM>AM#=#Y3PY2%N;^3U-8ZWC;-Y0LN_76\O.L+N\Y5^O\XP;/U\SH\@SRM,#\$+7S-
P\\$.I?DO+ #JJ_I*6/7MCO @<^8=Q3389)MZ-)00L.YL<,6RNC-,F M'1^&>X#JNWN L<)-
!\$#_[UKBB\#1!ZVV7TJJX#?3M!_.'YJY.AA1?&?JS MVW/?%?OK0B"!#2?VMB5QIP-
Y_)?!W-^16JE*D"S^ MBK;H=Z2_M'U_IT3Y'^*_ \$YC_-S;!/+-O?ALW_66<@0DQHX;%HP*8
D+1J-+1 M-1.I/>BZTX%0_=9.SKT'?#M<-KY:?'9)>K\^2&47\2?Z/\Y?H>|,MW\5|"
M_1N?ANI?#.U/(*_I%|P25>^@10UW>F"IA.6D7_XO=J9M_P22BL,ZV,I23P
M555NL\%85/_O-?&7IE_:C6#F0*N+719?7WT285P2..J;|KK+|;!?N@-<_Y%
M"RN1BC:5:8-^H/F6W/!W<,,M\$V(.M#"T"\$:6),_UYL-(3+@_IW-@R"|&AM7U
MRRM20\$KH_XGW0/Y3)+?"O_SXPC<+?'I2Y#/BVR3QE*E(!.%5=@;GW,J1YW.< M&JHT;:
VQE_1FC +NIU#3CK'N#JOYB3=2UYMTME)3Z?A;:QGVDS?&7X4PQ' MY&
QLB9U/Y3T+!Y3NPV4^#T,).D73/W\,M*=A#;E)!OVA?4\$B[VWRVWFY.E4
M6XNTO+X(H#73Z;!P>O*7\$8#.O^3SOQ|E_Q8-
QM|2W83D;A|)*|3%3("S|%E|8;:,|CP_J+B= MVMR1Z=%CG^?
N>FOM%;:;%#2F\$|:'3H5|=*= _LWHBI&Y8R&^5"W,^C3'7%|_VU M>-^BI2R/D-"<,-
%;H%Y<<87+#J'K7%Y0(%J6>S8.@?1@=15><%^Q*A-")FTX0CTAH'?
X:NO2.5HB+Z)RTM"2;DEJ(=.3:PY14X^QL M)Q54F_#S
H57,,S1H!;B9V18W|EH=SLYJ3'C,UJ"W"H_X:;F|VUB,Y-!>A!GH+4AO+N0@^2W1ZA5*
(Q" M MR/6J70IWLQO@92TSQ.EH-3/=(UA!TC;FK&"/#=#S8=:+09TBE|&^ZQEJ*W+D
M_^8MVOF@X4%^;P@T"FGSI:*RRI?026V-C|K.= -P#Z-\$?OB)\$H|GN2U!62K.
M5S*8_|\$H_U5Z-""^!<|K6KH':\$|_02JTK^)^V_Y4YHNW5,74A;%4/9R/EKK&
MK|B7S4U@H%V62EU_S+>\$;^T>0.J|&@>BVI^!|VQ,9&%A"2^+!F6Z5D|21=M
M3@J\$4B|NGO40?L:-|0=|:?'7\$%6|1S406VWOD0|X8P/|+;P_30+6|SWL/_+=
M^>\$DC523-R'Y_@;I*V.H_LW'!W=*,_=2*?3N06D_MQ|
(AWH8|CVU@G,./U:LJP"H(8*PG^7_GD*>EAIQQE_)ASUP;:ZN1PBDPB*->J#
<=;TN*8/=>K**DP/8_1 MT;033I2K6|),4>T+CS5,&7_#F|B7-?YU.+M|R+?^8^!|5P25-)X"
C)&AE^ M:1;5SPY1,EU*MTBERUKMLLTH+|_V"(7|X2RS=#?KBD(CFPJ_0C6;Q4",=Y84
M0_""Q.NA+XO+H0"|/X'7STRU&X/?
UGLXLW_KKEE6B|)IR?.M1:3U969.MY.^&5F/;>|HH#/MIA*I2W1;PH6>U%F#BNS#
M^<%0UFSW82K;,*+"VDAY-Y#
(+Z0):8;Y4ZR|PACW_HY#=%BD(8A*^U3@D0XAF#:P1=N(KE\V;X-FP7/)13W2!B^YTS_
GN_MDVXIAF7GK,\$|+ 7RZC,U#_%LIZ/*-P?#6-+Y9W1VAK9=WBW3|JJ5QQ>6&A%6
MA0@4"N@:7,Z9K=T|_TF \$)Z!?'W#BBJ?#&%;!1F>[_T2)^&HB49<<5J!4 M|_1LB,Z?
LUGFQRKG^>##!(5*MWKZW|P)_M>|0;\$|@9/_Z""I)F++ GJ06GU
MPQZ@Y4==5UU3,SQM: ^*74?#BJWBZ|_|XC,X@U5Q("OK|JX5RD: \$+),A:'C
M'M"9Z,FE:IZ(7KHVRZ1E6\$;L0T+X:6DQ).0U? G.9PL\$&QW-(J"UF2**F7< M:0%;
|7RSHQ)/;F-GS1UN4RABR'N:4)Y<1;VFA,TH!-7'PE'3?78BB%G%25-" M
<\$*^M9V3Y<5K(QYH/*_TYC|4A7|8L6+Q2*2XQ1H2JR:|!V/6=^40E;4?
&3_X0Q2/W'HSS|3W\H|8?P3|Y&\$4?4 _P%ZOY M-3^_)PB23-#)FK|PT4(J/A|!#-
ABZB7Y^PU2D!?'3U|0?0V4|,ZLOK)Q|P@O8
M8B8.>KGS|B0\000@JOAXFP955EN&!+.0^A8+P/8?@G')|L>A?0A! BD-(>57 MJ84M_-
_9F:W^70, Z'Y@I@"8@)L)6;7;)Z
4,!K9@DZEVBS'9"L8\$PKF:1|L)99^HZ2D,\$&OB!=M/KD80BW)CPB-;F_8?FG0R
M'Y4VH!M H.'C+>8|?7/1?&-W5!=Q<=IKH/'YC^23/&2;.8S5KJ2/AKL_?O7 MX-->"\$
LE)EX=VB'Z=2."<\$JE|?B7|IR7*N@OVDL4S\$K:A+-LL&,GY1(KF M/_J4ZZ(Y'65A+
<"5"|#0C1-*NGB8-X^76|)%M>DVRWM(2_S!C"B020=7/75^" M?
#W@QIK_TU(F|C:1@%MC;1_R3#*/KP=IC&M(XX!KMJ@|5^ZPI|QE?/1&/@N+
M>VMMNIQU1E"J-&BKD*|15906(|_=;O-&'@#_&:8|4:|03Z//+*4WQ^|SMH?_M&%:VJ?
XU9?)L|9.W*CO\$P|;F0#>/'T^FN-ZQ|^?/2&2 ?O5%79""VP*0@_9 M\$2|+8"
<>OA6CYETMJ6Z.L7C_'PSSZ1N2Z@7|ZRL1M5+ =EP&/9>Q&#
J:A3RH>&IYXA?,5%?;U23_MRZY%2LG%0\$JR:X\$0%WDX&:A=J+|O6\H%VJZ>3#5VL)?
NDQ%(%)LVI-QQD.C M(^?'XNOV2=-D*ZCL.ON-?#8B#6_%Q^(:.Q6>2QP<;O|
<1PDUKHXS@'"54E%F_=1MN'QF MZ@*ZRQNAI?X>WC9|A%?
UPT789Y^B"+\$^M3>ER;UV4A)V0M"<I(K'PA6|> MJ6X&%)#|ZY3O\8GOL@@@'5B:>8S_Z
MP4F;H0T%R#6VEKHL5Q#V+6-Q|;R&=):|H|(IPT7_!|HGOO%Z7(-;R;9
MPRT%D.B=7R|T@|H|BI*&V=|P.UZMR/\$*R|.M:E9^)^@FSC.E%\$#A|J"#J_IC8
M#@/6Z9F\$J2NL%(+#!P@OYYSJ#PCL2\$H*"X"W,K;(-,1|(B0S?<>.62@H_22
M*C&5LKS(UM.>UJ"EZ1H*F0Y,E!&F>QQ",-3;E.&9SY:2\$|G'I!|Y.EO,<"S M6A_J#U"O?
M.\$H_-;"&JX.&3FS>J=A(&!:_3R# SM"6|../XJPVL"@0Y K".D+ ME5^Y'0|IED-

YJJQ\J:4BPPB-.MOB<_1T:;05= M8@/U-2!5[E"KNLOX*PPEXM&T:P?
X\UQ\$+=0N02)"&*/_F)E@_J_HFI3VV@% M2N99R-B\^E!%L=773_PD9:C3MNML84:/J?
4'>W.(3V MPYI1B_6!*@N&"YNAS!;VFFK:VQXJF%!\?M\$CB7(6I'=?!\$WE?8&NLE8>^EN
MUEODERE<5Q0>.N)6;0=RB:C)8BTS. M/.%NO?|9'=(7#36OU8_3"
ZNE9M>.CRU: #-191;HZ5QV4+.A)Z"EEJ^#|>#0
MJ8)B5"B6=W7NWU;S5A^4T%:O: ^;_)AF^_ |PQ.!=S4LAVO'I C;MD:33Z.??7
M.PKP\^#T\EE9B.:%3E.^5MN L.!M-XETFJ&())XL\!A<47&5Z9&*#HK5I*
MQ;M\$%WNL+M>C)7VO;"WU#)3'WP9!|NX|VO63^|PM.&_ |G<<"7VZ!/O\| #R\$B
M*\D**SGM:IYRH"C|M-*C@? \$H3-?@SG.!ER_9DE\$GA7WU4GQQ0\$|S:%O'3T35
M9A;8%/H%' RZ#\$JL1JYA?!004^ST'UH#Z'K(?;DCB4Y-?FF|I"27*2
MUQH_9"RA/WE=ZHSN,*6M6+B!8I:|JZ|O\^C3%Y.+55*.N5*B3^PB"YWHCK4I
MH(=1HKJJE@V/MMKP#:UU)\#7)98G_!B>#7-1QE->N0?@3BFQY8W9W,1^2B/
M(J&U'CXTP4;:V4ZJ,U?5LA&:ZZ,4EHD*R76W^6,ITZ/Q ;0N0T_P,1;:/L\$
M3=VP_Q&E/+ \$+8_GX72_M_*/F:|Z5-L\$L=%+ER(+Z0TP|H=RGZ:U>'@R2;QVK
M>=|D#=#C79'@>CX46%WI+CD-%E>5U;&I,J;3SSYP>BQ)D_07B5_9O=BP;M3V
M@XIRKRLUUC>/S?.6,MNN1,+F8^6/ZC\$%/.L(!R_8RGG;LZ7>KAD9SMOZW\&|M&")VO:
O*F*-ISR|_.N7J5H."; *9 R| MP++ %G=R4A,DM&D4M%NZVE:U.IFW-
TK|0&;TR_S39^(7|RD<#81@HOI>9.,1_2DRP7-(U7\AQ21*7BEMK!K1+Z")HFFH
M!0_!PM\$HHDB6_R_<6/5\$JWH|0+>%MF#ZG7=+;#9-PUQ((CN;^|V&X|L,Q2!*
M_".8W9YSD|>G56VL=S9FGUYF*N6-("X?VMZ6%WL5;@O))CH0)K=|L#7VB\$%=
MD)I<(R\$ _X4MT6BZ-,%YJK2Y=T=+-;_%8YRRDWP|S#1%5XHMRI+3.L)N)Z+%
MUP^:6C+_ \$CM!&\$=O^/%9"R<7| O| =;M;LA'GTFOMA|A\$&!M.VNV>9UBP^7W
MN/1>D64_5E^0>|C=4S^8|<)|3;9Y|*7|.&);?E6F/*DG4TS?=&6%JY^+W+^ MR3W"C2-
+5;GC;F4FMP.&1?NX<_Y2S3S;E#|Z?KDSSBGG&RQ/9/^M%|GD|: #SN
MS5:R:*0+8@#30Y-,K1CD(V=S|Y#3U2|G;7/*WL<2| (I80*RB\$J'Q@-%Q&@"FMF|CN?P_?
=E2Y+.&I*44A|R% _^"GV)\$,?!W_6 MV-T<.)S3GM=|53C|5)).B<;TT3Z);/!"?/4/W|
<5\$34*OD^W25OSKN+G=EDM MT,|RGI=+2 B919YN|2?\$S&Q&3YF(J'9|^4*+|1%6E4-Q
&|_R:F69;KL2<\$ M\NMIC%T>Z3*|1!AZ7V@GD87F+;^"A:|Q4/>QYI9%O|<%0U\;|HDY-
Z&PLKC> M,4?(-.RBNN/0:EVCNME=3W^M+>G2#2T@CK1N81W6TJEU<)|I0F+
HO8G)/^B& M|FD|DAYGV%%B|R>|+PD9%!M;88TOAUM41T?"X,+M8D,E??
LD/H8RO6\$E>/K3(_| %KO:| I KX>;_*Y M^"<: +>W(H:%2ZL&D)#1 E>CL<(M(X+B?-
Q&O7-WC61>=2\$|/(VB'IL_?A12Q3FYOP2 M;0\$F6J_2<*Q/&UD U-
=MR\8O_A6T=T&;AMS"^ MWAGD!|/Z:;90_=F&4X_I1&\$90K&W?
2@5BS>: \$!:=5RC9A9NUM6TS-)*B@QMF MJAC9/?-?
01PH^4W#8D^BE%*EP(3&EN""OG2BZ7LV#)4T>6JLGJXR(L/|P9 MOZ.:;
|J33\$7HVOT9UIV+W=";C= M>W;G?4#/W|DQVD/-295/F3L# ,Q)-\$V
MCB'UT#N./G&| #'G6T"|.3-\$">MBQ^ HG7%Z-
VYJ\$*|L0ACH=|U6+N|= 'RIQ2B25|S+FXC;|0ZTCATHZV)8;R M!=7>5P
MXG\$6|DO+R<1EXX|J'VW:|CQ0,U_ ' MCK5K|6-EAWFL'M4D97!"PH?K
0,+ZU00@.D|H./MLO1(7'>\$96\$F3K/?;1+* MM81?&IJ W6R&+/&^MIVWU++HRVV=.(D
97U1&JV@|HEJT?YRMZ!G?BIOE4W;H"Q-0LBYW\$;JZHI.JKIKV"1!0|BNGK6Y_)O|;
M:_U0Q=#:A""#="|J\$.VB40X*=X3(2+GV1S;T MLU*C5:C-%UGCA|OY5\$#4F
M\$JSHYBKD|PSK^<>C.AJ0\$W# 0)61,0KMO7T+L:T)O8@>S6W MW&?
@\$9EP*I9P)+H?"4,D TOD7%|EU)AX?I=.|@58XS6T,(K_K+Z#F\$NZG51
MV7P;#O^L:Z/Z6"-YAOBR?:|4&E0| 2VL|#LH>|32H(+ ^SC0D8&^- \$DD_1.9
M:T\$7Q(U&^KJ4^2D:#O"VSBN=1D9-S4@ (OA-JHVM\$Z>"'.LISQ#"0!#5MWD%
M\$ZS;L2.(+_:F@!!ES--,AR*^@Y"?H3(J>8PF|U%Y\$=;UWIW>! ?DNSWNNL;#T MMY?
RQ3<6O>^QP(!*LGV@\$A4Z76O5I
M41%#2|TJ+A*VNQKA,3G=|45C;^4# \$^5VU^R&^|J)Q3GT%@_VPELI#TXCH^-(
M\$F#BK'(R_H|*I^62-^*EBS>2A|SPNG-/YY9J2?)ILCT)#:|=%1)EG45O-C/
M+X;UX=J=H&P|72GV2G062QN\$NT9?#ZA-LNXJA6+2K*|87QI571"2DV1TOCKOOG
MLU53?0_J5_6TJ)&%|(8*+&;//<.: ^L+:4.WZQF8LVFH+)(^EH" S2%0USE
FU^)|RT&9*;C_+;4()2_ |?AM*(_L&;=MIU>O*8.*KE.#SWDEELRQHJ?6,34J.FCSI4(YI
M,'=J52Z2X^NK\$|Y1?7<@BZW:U85! ZB)H(I)=AZ=J|&^Q;*SA?8*N&HMO V MTQI\$@|'-
HOI^9V=GE@2=\$Q%5P@V7)ZY&GYX|#""Y-M&7_A>_PX*|9 M7@6;(^!"|8;JVK 7>
9518PC3R%D44L50A=Q2Z|;GVWI<=|V=VXN^3S|MFN
M%PI9#AG<0F.G6=CEBF82P>T@|3.L|E?S
M46|.|^)41|^_3:HD'"LJ,%S781Y^"!YM)%V^D:UPMU<|2&|MJG#WL6BQYUY4

MJMXW9I(3^58UV[?11)DR=3F MCJCER!Z903>\$'N(?1#290D59W:-
JLW5>7VLAK|LYC:2=;'<:'6B.SU!%K!|S MW\$7DZ2V247&S!/)2:ECNKZ:IH!82TU
==5!=G|4MR<8|Y5F5O@?X3-ZP!0< M&.M;.<@6@YYL39)-I=8?UD1V1KT^3B?
HJ2O/%3<.&00%)*CS='X>):H3"F M;|B-D;FMRIZ TVQ|W-X|FO6|Y(H+31;.6PX-
4(SIR!O;?X!) D;AT@AK|## M?4SWE>ZZJZ\$@W|/KIB07C"6L^=*9A^V9WS;7;)>\$-
N.4S#WANI-4X.-0TAI9 MV.(3:'V|QIPHCH=|GH&\$^*<|<0'9H0!OHCF!;,>;QC'SL
M/XNPQI3171 MO@KJFL.V3S5@Q&YN@V\$G|P25+CB1=NV=QH<|>GF6#|&/AU^|A?-
FXG8>|&O4 MCXN8S/C+VY*OT4<@D(B\$?
T@O+.%R7H\$PN!NF)Q7@5Z!G9Z\$(%;;6RJ>*Y1NU"X OMB:S\$-O.UGC^M"Y-+C*"95>|A&
M@L2&>S*HFPR%.P;=^|OO 79|D(\$LCB2VSR&LDL0_E7@BQQ%V=%9\$2|A*2|W(
M+!N:ZB.7Y@4|S\$U*VM1 G>PWOLO| ^H;:6/V|K)3|EU/-@_U@C_DJB':@YOO M^|:\$)K-
NU)W\$.Q2U=)_ORB,I?1>|+*FP,"H=9/|I9F ME-F@,X^5=(. ^>6A;.:! MWV5|<|AKL6@=-X"-
;HN8./Q&0TO@S#.|OF%L;ZGQ859Y|GX|LZ@"HVKR)ZR5 M|AC|2^CXOJ"MU&P"98\$#
<\$|4((|FY)|""|X&Z!IFG<78(|! C6;.:2|'\$(M!'?HAB8T|MJX!N^|L|9|V).V6O5J?U4|7L
|:IMYV//A&2 MTU^""H#L56X?W;=.B?W.*P:;!#R;00N ?E%K=B20RI6X/8C3F-
I8=1OBDTHP81^2N%'),Y@0A;N(*@J M.|?)V06D(JX%).(-D|M|QJHZ/1N=C+OT|R&"R7Q?
0K3#%1B4M|H!Y1-\$/33W M)H-^06+M!OZ,|6=\$.>,AZ#\$K,T3|1JUCXB!;|H&ZZ9CN|TX?
9ASSAA/E9F M5KDC AB|Z2A8? 9GI6<3'M|BT*;4U;?E>R |*PJ\$'D /;QD&L;JA3;KO_S"
M(:^&BPFY6/=L|8>M_<*Z)KPQ|\$W02==)9F@XH,3^4'U@2=5UOJ_K**&RIBK>
MLR2"X!;|L.|)*JZ,G|5HTJG;%. "-+Y'6,OS> AO=2.51W61N35N.LVB7|U M|L.&SKW<&VC-
+DHMO^3/DO*NM_9F\$" MYIA"EV,U<"R3RF;#F>*2C2B;FF%D.F^Q'@17(2;9MJ9
M"J|WC;@KE@7C>FN|23!@6V>|6Q ^|1-\$)@H!"R2S|=D.,|0X>8ODO-@93%OH
M#QUA\$<91S7,2T|M.HLOB#Z;")^E9T;VC=>6@^*<+V= M+ZH?/-A XC7XM?
R8.S("&&^(|@OI9S8SOU:MT4@37*OTIAM<|)W9H;JG|=
MHHPM#)KZ@HB0W2|H3+T41/. MK=J+\$6GR M4E;N;O1@)G_GQ*\$Y='UPC?
%U2H#|JG(U%6:F|B5A'KEL_DNF_4K%>;RV!X) M)|D7.4O|7FOMY|A|;&T-
Q;MA^BOQ|-1Z_#SBMN8+!#ZG7=QW;9|J9"LA_T MA^C@5M(QE3*M/|<6
G*A3H%/TXN(@ZS_FTI%"992IERN S D|1G?|4YE9R+RSK_4=O;F&|)#AQS(3-S#FF;-
@<&7,HUFI?^.@=@7 M&X.\$?FW2|3>N88P668TJ2E9@S"DO?
|8*R/U=A1|O|OAI)^,G2F8I//Q7=>+ M;#*)T /04;.:\$^Q?H103#MO-7H)_#UZW*#VGRI=+
9T\$|_STZYF>!: _W49T MTMO5Z4|P|W|XSN\$2>L8|7BCZ&/N46
:Z/7SY(=|Z,|^X5XA(K"%\$-!T9MO M=+!(V^A/!Q'ID!=6'%7LQR/Z3BRZJT|NME16?
NW;0ZT|V3"YWP58:2!6Z"RQBG73%!O24EEUX+?HPR/5^/O?!"88G=C(8QYKM;
M+"MG\$TG7-OGZZ|Q&ZF|I@G7ZE2H^%/WJ_52BZ+;R)KK>4V@-=(;\$0X5W\$H%
MX2DYI2OA"IDO)*1&+F?37NS*T.=L|UVF-|YIH?&AO?I_H^-+Z+.CPX6&Q|XA CES%QM
M"0_JR3E|Y\$VH^ MVOH7<;*K;7"IX8|OFLM|M;-FIARA.K#SU;
<|F7H*QI";!942%%A(^HU:/ MY*J^\$V>(%
<@1>EA3\$7\$+=@O;6+A,WCBFJ1F;S3U\$0D;6;3NYC|N5RHR-XBS&
M/3K.YE|KR&3I\$48'6"*>!(D/59LU\7*<,7JMKAY.4K,N#&_[%IF@4K>W7;M+S-|M|1
#9W=,P&1 M"R(&+|C"TN)|CV.Q|IX*&2 #VVQJ\$1YL2VQ%21)^40-P#S5L\$TI>M|GS0Y"
M|5<57%.CU:4|CP0JFZ)XXF2(VA6"YW|O4XQAL;T.A-.'S^/<+MMJTBZZ5P
MY&M8D|F8BH#'|@0QJM 4|0M(6<|H1^\$|H4YZJ&9 HK7RF_O(#067*#I(!=34K
MYAZ1/>7S-+;'&ESX:X8E6)!&%+7S?E7BM!## MJ0@|>@=XN|W>LUI!&;-
K34IV;.'9QH(Y=\$ESI?%#VZ4E>^J2R'6?QF_QY#|ZX &-
\$MTAC^#5FJ1DNPR*|JNWHR55 MX@"F@/-5CPB-
|'5K!XC;?/K%!=D&DT=HJ9<3;NBTH;*BI-K&NGUIP)%&-M<&\$|<|Q7IW(J_#WU.Y-
ZMB.W|5FS284|+A/8EN7(1)NW3AX>'L DRZ1.Q4GEE;=T-S;LF1\$.36(#06-;M2FTSU6!
|'SCEW.Z2@1^/
M!=MOJD;E;_9.V;-6&06F^IDQSYZ+WH%D|6=U9OU4+TK%N9E|WO+K*G'&OHE
MH(&B"3K=S*Y)?0"?M_B|QTT'G|V/LPKM6-0;OIWAZ_JMM*&IW86PCYC<&B\$E MN//W=
<H4)WO7P*4X)#3W)/G#|L;SD=" MP9YR,P(STVD(C6EHD^|)(11&
I6ZA+Z@O,U&Y;|P^8;5O7BX3 YF-&=LT^Z) M+AXX/_8"
|JBLR.""FGK)X|+O;HJ%2#6D;D-(FF;SD6XC28ZN|#GNX*R|ULYH
M9_4P;0GR;*L=)|/L1YV/_M:"""))2SE9JR/_D_!F;'ZBWW?|GNXLO4E;
M.E:C0AFZ6|>MYJPQTEK1%=GD54>O7|N%H>|A6?8.W-4%C=|H'5.#L&Z(M,|S M|
.O9=M%|;QL!"7AGJJEY%DQG7,#R>B0|(&.RI"Z#G1R^H OY>|?G(%0*2)
MZDQCB;S;K%60+W5| |>%6I=YUR%R#K|JBYMIXO|+4CUKF&.5X :M"/=D|V%|^A)U,T-
!A1HO+GZTV:A9GZ>RJJ?@0>E:\$X=|S%1 (.B_+=|0P;."W5

M6<@ 0!_U4KS9%U5!"^M\$>M. PU^J#1B@CY/G_P"\$NS\$EP,0?5=H90_G3-BXV
MD%^S5K@)@6*9>T*+K#?."^SA*HJ>@TTUA^O'!<=<T!;7*@HLE#"O@,GY;C.^<,6]_N;K+P7U05+N,?3&LL&1G\|@:&"T1 MQ0V&-
U0*YG!\7ZI/LU9;<#=#630X\|/^57IZQ.A,&>_1AX\9-TB/UBOT*DO
MH5%L\$IN="Z4*V^LR\$>^"HS(H3?^C.PWG);,;+V;V)-I5RU3NU:/#(=TBEGDY?'0
M;_%!J<K_#G@-JMUJZK66.:8'D5T76(#;)Z^5#?^\$||@ MEUS9H,NOG86D)+S9/ZZ:
MK%\$";'13@EGD5K),%NZKZ@\$P"9_#^"Y(ZS?/2_3745(U6K(%-=Z+"3W+|@|:?
RCFCP+_O>6&\$T M8_R=&UG#E&N-M@=37^S8X"R2TM9X'M&+K*)57>3 M8
#H_77MN
I6VUA8^#.V_9>WBSE^|>.K%QZEJQ&4M#.;QQZAE'!RIAL\$'5DC513T4!IG)BJ\@RW^MU/
L^6L>ANNJ@:FEMSRJ\$1/94 MT8DBVU6&?
RIKJP=, #R%JU\$Q3559\$D;!*|TGVTC>:)A^XNHG7?UJJ(3 M<A|JTC-
J%D'7")40;9P|U%PUT+,BR-^-|;I#0
M8DAF0!AJAL.ID^#OR_!J+|N#"8KXH;FXJ@|;K<92B.EVRV&|O|&SN-)0 M)
<>RW.LTG)NEFR45V61\$%,|, @!%D.0|@ \$H!WC!T>4|A3MVPP=%|F|SP|KHJ M/=
I(I=M%5UIYS_IDOQG|KV2&,%FR%'734Q\?IJ)RK_9:B M4T;J|T_&
<;S37!%RU#L_'^U//G?'1\,?90.H.79>@|K|I9G: ^4EPCV6K#B
MJ7KV;X9ZHK6MJ1:6O'=H%?XTW75P&_<4%CDY;HX&9,C-/AQG&?|5* JX3!D
M(U\$R@LR_",?+96D;S0M4K(ORVY2R3\$S(WI05,?%GF|S^|3Y7K7F;Y/ SV\$;
MRJ8QR9!#OHB-RCY9|GR?!\UYU*.F;|0125&@5&B|;2+TJ49UD)E@Y)"/+P|F/M3
M"M=|+DNOC8.G^2#*.73R,@\;?L=98%LO@?/(BM;5#/(H)I;_ |A|OFSPQ?^2
M>YRP*VT6/G#_ =JEGS3|_OO|FHN*POZ=4>B#QN6_O,_AG?<>RZZ#&5!W'C_W:
M2(R3T\$G(I T8IUBF8I%S#+?N4))O<|TO-ABVNSH\$GIYNR*2&
MJTBFYJ_!HQH\&'1BSZ\$E7EH?X!"=NEK>#(W^|H*D?L0?':W-Q:-MGGX8ZP|
MK6KAIYU9-AOMA81H)L4_Y|A1C+Z\$;*U-X0U@#|7-ZK#55*H\$ECY;/KV_ZGK7Q
M!P:S52(-U@O\$PO-Z.<#704X&.*P;|S(N-|OL'^#+")AR!Y?\$.VO6VG6;Q0-
MD&%.>FXJAHAG^+6.;OM"G;;5.D/!N<.: (F+R?-.MOK8C|@%8^TR3>%:_F^ MW;9%B;
(NEQ5^/DX+K3#_JD_+6G_/DW^MJ|\$GAJ,A8^ ^|]=^WM>42|E*X_%\$1
M3.0#WAG4#0Y;TF>_2.I.V!E8'/?P!N\$4A*0=*S;\$>3/3#Z^D/QS>K?H^81&:-I%R"|I-W
MH/^+ \$KO1'G|I)*VL2_D\$6@U7?7MV(\$09PVJY_!J>PC1Y)1CD9Z!D:HS|D_|
MDC#&U!\$2XY?BLD/HYK,CW4<1H|HYR>*#(%|NX/V5?*U-M/S;|.CC:4|R|Q_FX=/H|Y3
M^P_P^V6IE^'_<#SMYD8O)MTA|:6G'-E\$A>^"87_1-M6EK0,^SPYT/-P_|1 MS5;-H|HA
OL%/U*C, MEM(N;B<)|TWCC_L'0=LO%MVVEZUD-DI|&A=*|YJ| M+YSZ?
T);IX,4PZ!"08_2|X>?D'08!TM_XS1*MGG-AF4U7&LVEBUSKYH^\$5Q
MNRX3+O(ZRGAJ)I1\$Z9T"%GTJL\$+8@G51 MWEH2UJ!JA^:"X6%P|
G|C6&2U_,1@|L366;.%@3QN3/@|H36S#W,6= :5@| ^ MR3VN|!R:%G:-?DDX^6
4S*4SM?" M/3_WGMQ(|NJL*%IK;75.NTZ7;JL|/*DB(MIETFF=P4Z^KSN4YEJ|:IS3I=SD
M;RKQ^_H?3/R?Z.X8MP>"6I2B*,000@AJ0^VA37F>(MF3?|I%39DLD*AG91\$K.V^4
&:7U?AH-G"/Y.NQP+5G)\$DR^/7|:<&9#J_KS+JNQVOE/9M/*
M>3U814ZX|H.C+UG#U&Z>'F5L'0|CNDL>B4@_@4_??1%U<8YKR5)^&G+K3?B7 M!?
D-|Q^_,6<|;L|0M/T1V.\$1:(NRHJZ7E XTFTT305(GNU?U.O3>JU4LIK?4
M/5K3AVB8N.%FLHH|O#.0UXH#(YOUG3R?HM:AIN\$3L/T(>PIV#CCP(9'/941 MM|L>A@
P&5*|X>93"0(8 M&VS%>H^VSV?3<6N2#N2J8\$F_K(\$ (EE0&\$3DR-^U^X\$*5(.5?"8<2
@6TMV? M7-RVL+5%"8Y;JW|;B_N)|<7WNYNVI(HJ&.?M|O!^O0.|\$;)R?
4L2U|69%YF6G89R)N/!#PG;|4 M3TK|;.(H6S?_B>R@B\$"+),.\$?0/&X+4/V|LUW-@-
KZ(OR88N|8/O?QUJY>| \$ M/C>ED.7H?'UL6;2V3U|^>E"N*+O1/'1.AK1*Q/\$B?2+O|
(CQ1&-;#97C*|, MAN39.I#W\$G@B4QP*I:_6/2'%D#=#O4VN@)|Q;&)|3!
MLSRI>;_@FIT|^8QNH@K@;9P;P9&N=FW_Z|)B)%_S3U#MC>^,RN=L&6-3X0^
MO)B.;Q9<6+A)I'%0A*C<@.4&VKR|QZKTOOS|&O|=8^L? *6Q M_R_|4|PZJL(^P?
XYF";!N2\$|)#1: 4W8^.;51303,UYN:|V(EL=DSR:/OL7 M? PE>2MT:N/=|JQ&YU|Q'<.
|UQ^;G9(R80 X>=L0M'7U"0E3J5!!SC!_|4 MS3S;TM*
<_H6I'!KA!G//MGY9KYC.;S5VY:)?^GGRS6^5>YK>IAN=#|V,K2&*-
M'"%A2BV4OSK_|!5B!<|UNBT53(V=-.^8UJ8O:P%P6-!6Y5:(|NGY1?BU\$>\$7
MD^_!%/(QU#Y8.6=^G#_V8LPGZ;NDWH.;U=G0|N.2!L0/F:H@P4H48D9J)6.5E85-D'-
*.K'XV9'>K91&TR>_8E.U1\$/4/- MFR4>A!KAI>100)DT3CAA&|B/K7|OXEZ_SMB6/UA(-
_O&3UV4I#DS?M*|J M'R-V,&FXNLLF/FC65/BF4%O>M?QA*:5ZEBCN5?
OT:40(T|W=V!*(/_>:-1Z M7;RYN-G?DUPH*2^RUO(1?D'3QD
UM+%\$>4#M5<_%UZ%|J3Q\$B9#AX%&=22F M8Y\$O\$-E/JJP|'|^A0L-ZS:./"+94-

'>F>N\9/QQ#G%-ROQSG*6R.D%D\24X,Q\ MY3,S:
(YO)D6M@T+GKG;3WNAZH\1#\STHPRAT/>L*C>%X0RT.%(.)_E;='9SO^'NB4-
/A_R?/@3GEF^E_)L&JK_
MG@.4NK"F\$%7_DXGZ;ZB")ZO7H,23XE3O\FY'NL8D@H?)>6L* GSDH7.XCA%Q
M9\HK@ROD=> 1D* @4,*L01%-9:#PJW\Z>DK9'XN>HZ,6TI\$-KO@;+.N1B;
MWZ,H;47LEF,I4M'\U.CXX@,!)NUTOG[\$-(\$=,._DZ=WU<=@ MP^H!)Y+ A(CIG-
*S_FR=;HAA=^;XA4+"C>9' 7\>"&U\^MW-?;8PW#SACN8^ MELB1AR^QNT)4&+!
L;_Q7\80"J\$YP8FQ6;MM40+X58Z^'#56R/!*K_<9^4&R MP;(WD\B+IGTXI^SDB-
C+!_4H;+2&'H"948GS2T\,@!&W!6)\$12UBL M?
XPC9P@')H92L7O\|+=ECIN9L92^V1+YP\$+!U^_90Z\N8<#6E M:Y,?XEF^M\2VP>&:?!
M81W"H2#3=|KU(;&VS\%EY,Y=MH_B#9 M<1?9"0>OZH0.ET:Q@)9"!I*%.52WL|-
_N7\!2I3Y71751TTU,8;OLYK\#5;F M/_EP:WS^_ZI^_6\PI#Q4V2G',UR-
/^GI0+FFT>6!\V75*Q; &M***CZ036\ MVY\F/8DV()7@=>CLG\ S#K?|>2#RY"C\|-
UZI0!..>|UJ;K8=EMCX1F/\$.XXA MB0L%.\$E1G @U4<38N^6(FP82HXOW;UQ%DEG^
12;7\1^6<)|WRW_[\$@G@,XK M5&OF3HD*Z;R 8Q>.:=%EW\UX->@/@CC3">'/M51PJ40
M\#*AWB",Q\Y\YLU17\J@|^=K\3)3+SY_-G=V/=BK,A5?L!C_-^W\$|/#*1<8;: M'79\|TQ?
FOHO7PV\$@_U;@B)\HP&U68?@:QH7V6V\YW\$%2^_1N@F\)_NZ\QV M7;NJ36M\@LPF9-
>M_%K9ZK#:(W^Q6\$3D:U?'BVT)_Z+6XSC.N9=X\$?Y,^NW
M*VTY_!2\$.\$I3*3V\$E/%D\!4BPRL&LNGK,0)R\$&70\$AR79_-L;_JL\Y/9-! " M-/DG9-
YB#K*>|..P+V\$N\$;|FF"^-ZBE634OV6C%N\^B%CP\DJ\^X1T" ^RM5
M\|>|5!)^4G" ^=&)P9%&|>O2X7Z_ UUX"O9RO)KV1O<6\KK@%DNK5J>L/?V\Z
M\$;V;) \$A%+Q^'YSQ\F;?88V>|C\$RN"H4XG^<1TLA-5Q7.^)%GBVK>* PU8R4
ME7\J\:/@/Z\;5;NNDH)6_3V6C:<3*Y\FX\#J&/ M4;J\!#|73/Z(M8"3 S=3;K^&9=*
GV\NG51SVH3VE+W ;05HKF;-BPLI*3\$@
M&*|Q:H42Q7)Q109)LJH?)R.N(2.*G9/%=2I_/\^G [XO9*FP\O8JE<_/RSU-
MR0/&L;J>CP1<|O"\$R!_3QJN7HSH"H":DLAY90?>JGP3U"M4OK.Y8VHC0K4-
MF*DWU3GE4B+11K;9LINM@|B3GE\ND>*#AS;;.TWU;C: SX%KV5(|&.*;S|<
MZFM\$D2&SFBG*<#??,37MNEOMGOE4',HYER*K6(B7R?+S
MO\$Q\VB/XQ,*=V^J.IM@"_3|=MS61L:L??D<(%57))=U""^2S)(S8VDAV\J; MY(GYV'QB?
B6B><^ECR'SW!\$I&FG|>D<&%PU'M1*1)6BF\ D-66Q.Q%(V\$2-Z^ M@GU/71V B>V4 L?
Q!S\%9/9MH+RF/Q%N9I7G\(|9.)1:D)8*I M58K&EMH&' +*U):
W:8GSWK#LG&I7^|>JN0R*/JM4%FJDSKEY\|\$=JA#;JQ?H0-MTP9(|>"GN-X\:'%O\|C8(-
!F0<&JCJ\1)T8ZB0W<;\$%*F\2PSM1AM1N_5WI MUD&-5*D (*EG+V-#B+OQ
Q=EXQ\|##F#|>FG>3^0F4N"O?;6;M6YSL)|PCZJ< M,\$+O<2(#_Y*8ZL(9)(%
|!PE89.G\|F0&\NW\W@",NQ&DAP<&NMF3%&V:X3#HD
M.,U&7H./9S^2,JGN^_"53CK2YZK,?%+B0^F^6 "TQ@@@8?6.EQDG2EQ,ZV\$5P
MZH!)B1*A+PYB" SM6&X'(9QQK^)^7)J\T&!/KGG'2SEQTS?4@^_V.G\$?%8M2 M#W._8
V;=|Y|<%C# ^ ^90T\$GN_,?13E"FY%|A9#I4_ =ZGV4H0*T?R*5C M_W R\$X010?
=NX.XU"HU,7QT\|7%F)L"[X%]|0T! MW!D\|*I9>'=|IQGX+V7=?|L*7_4;ZU|E\$EFDI/&
1&109TZ=<(6Y5AGM M),^KXH-*EJ'3\4;28K,7+@FXL,X^+DON"VHLQU7LU* @16#QC4.
M_|S#|! RUZUF6OC(Q\11=..U55I1^9F,?@*^:Z0HA <|>@:Z3#NS?2^|2:A M+I
&957PXFV=1K5I?(9D_6>YU3A?Q7;\$!1WYMBIH("D_Y"|;|T^EM=72K6 M-H?
MDWCH6CA2M=U+B;+31K6\|NLS^;C8?|N|R3_5#K.H/4Z\4AP#E?XR@PW
M;R&' +_H7\O&\6_-BK'GO5\26C*K<3)O4:P)#^@#'+X%&>%IU5;-C/6J1426;TK*4,?
ST"W_%>OLS2L2R_GJ M=X6V4\H0?A_*36QU,VWK9^A8,AQZ<\$-
D\I_)D(3?"RG>%4^2WU" I1+PI4: M6!QC\(|_Z@O@2ZM-
KX@C3.6I31VQ@9V\YK\|V<|PRH\U5=*7R!J%4H4#%2E8&5V7GE#ON
MG,44C#KU|M=*U;V %I+ M9FJ:5233X.0F"5\#HV ;A,(?
TLTUD'AZL.3IQ.E924GVLA,AP.W#IRU2P(R M4E-%&US'0=H"E?
QZZ=9M7YIS&U*TI4N;|LS40>U%M7.3A+E\O" _MH-R85&=GO\6%| \$J M*W\;)|YEHJ2Z
U7%ULO'|M8.AXSDMOI&;PDL/U."@E!R"Q008#GAV?8+0A^3 M12WZ(NQ=C676_J?
G_K.J5FI(WG\U_|#M\$+6K^UP7GVIYRN/AT8^*6E^H#Y3
MCVY5JRWEBG,%@MU\|U&#Z#)|@T^6R=KK6,3RSJ%+09)/AZCS+)G-U>4Y-)Q
MHHK6^65):V)"KLF1&MQZK)9JUM\J" ^HDDN9F><+L@*5#DP7":*L\00(JR!!
M&O_GIL1VFQ?LTD\#T&#Y_(X_O\;2@S:"_P&0>40&(L_U\$@\$;R4\8@!" ^IXSG
M3)EGO^C&0&L3X5%UH?+OBLI^O-5#;\$?|%"D'R+B :SLNV_D&TK5;#=#U6O,^J
|_P=U7OF'9\RE'K M"RX>GVK@Q\|^9F(JV=3<,Y&.483|"1==&^PQ-
C6.O3.U@RZ/Q+X,^H.O804" M 0/X%(I0&OH-

6:INVT68"3/(0HIS35A*O3(#*8\$/>.WM38K5>2?;J>DFF2#
M;SVK941\$*WQF^19TZ\$":6>K&TK?":BVGU/"KLXN(@O#IQ/%(&M!DM&A71.R
M^R;>W#%^ZC5>=5=*QU6P;Y^!SG(L4YVL;GU=X*@@Y^XJ9_U6EH'8KJ>_JN;'M?
*V0288?KX3ZYH(L)1,M:>JS(6IQ\$1SN>))JVARX<|+/T-
PP#1*3"EPXE984&.@7L/-66JX2*7P%\$M4(!/SE*;'!O?52KJFF*.81GP,L9/VE7KQ+-
EFC'D'AP4D?KPY?P#S1JBH/&/=GXYY=Y1!HZA&U)J>DSMBDQG^?
KZGNSLF(MJ#MK*?!)&|I.?YI'-XH"37@4%GL7'#45N?JP7^G!1E1ZGZ8#X'%F-
#_-%A03:8Z;GR;3*!M\$G-I-CNRWB.E6"!M;|EQMC"E<|3_69-
M0">:OX=6*#RI=5I*U3CGAT%4PQ|P&'I7>+9_?3#|!R X-#A:74KGR(S>X|ZH
M:U|)218K8TV)_XXQI;='H--(!DW[?F"O<'^)#MHV\$EA6ZNMR:'J?QU;)H'M@*A,
<"/M@6=:P/2)X;+M#3C9;.\$KW)#I2=X7IY%3)|\$-0J#|!#&HR83ZI'G|M3H4N051OCGF?
LJA#C!>+4.91K08Z.C)|P|V/R*UT;+_8S*VS*=V_"ZA;FE@W'M,\$7CK'0!/_E_-.SF=D6SF
MMM6OYLYCX7'-|30.'01"6T403NH|G6/\$U77HS7UGU|JSRSUN^8FW1A9.B+Y,|FL-
M/^>#6J/*=UZ"R>%8-M'V*%|I*PV1CKZXO"PUU=#Z'+A**_M2A>H4;.F?
Y#>6EJP,4>^PAWN_O:M?A;=:6|F9W&FA"1T|!\$1%|JO-X26EY;6_-+"Y7JBMW4B-
@|N(4SVS0.Q^W./MWGJ:41G?'.%-
F5@4X8^20YW!_2M>;9=V|_2*WY"2>B%0A&9|>A("I>+!|T(
MK7L>X6'TBO0JYZS|/HAMF<79)^9\$|P.=)_8L7%P@C-1GZM.>\$ZQ.M0 U&A M?
P,16>Z(I26%9/3W)P,^97C9Q_P7?0"25+)\$R!NXJ;XJ YI0\$?#>+Y?E6_3W MR)+N'F3R?T|=
|6KLZO|?9<7NOAU\$/?PF>D|?D(@/CB|2#@M57A>OB:|I!#X' M('WW%:O|BM)?
5'5'CC*QYH16^(L(O/+9.,8)5OJ%\$X9\$|K>Z&89&=IE.O;*MBQ5#Z:\$NG?
09<)U&Q:YN0|+/W51E'+#|GE5'(CG'2JY<;>737.5;CL;0)Y1
MOE*G|D+ZN3PBI8+V|G;WLK'592)UP1M@|>76&LW(9B-)W=.8L-<2|'YXV)6
MB,+9=G.&"(&RK>ET=&9:Z:0"|Z7MCZ8>L+A""4;+?SH DVU?2;U#2H@313-
M>DX4H=AGX*2|N:46+UF7|C')N00"OG(
M)/RYJ%C;FFJ5+/4CC9BXC|F>|4|IBBK0<99M^4MY!'S)SQ|V%I6;:D'P5C'
M|71!PF7C4HZE8PHU>^0Z_2|Z.SI_W,>B5C/E)7,|Z M+(:@EG<:G0>*)9G-
#0Y%GU>?|E3@WXU_6B0>#>._^VE;|B"7R!GS1W>TH^M M|(UPH(/G>?
+;2&E55=NL62@=9VIXF%CT0VQ2Z\$!IC6AKXPONCR,6Q71? M7^~5D*,|O*N<\$0=G9?
W(>6\$2M^IP'%K>5\$6/Q7>J:L6,O#GJJ6J<5/OUU|;|#O,CBW*1'G:-=/R\$<+KRJL_0:4M?
8|:(YK36* M+!G| RQG47\$,?3|5..ZP@X(T@?8,YG3=^S_B?E7Y"(:?2@Y2CP)|T9H@J&I/
MIR"IU.B%0A1\$GN.Z&AU%7G#J/I 04,C N0KKTNI?0 R;8A4_+VG;DN0>:D
M|EUW_@,8M!WG1C5(?M",5SJ?*UATI6+^9'K099>D-2P_2B9CO:E.TZF|9Q: M_?
R0170:@1;CD);RG42L/4^KF|Q%48-3.-|_AVS_2,Y?|PZ%VZTARRO|_2/O3NR9.
I.^_O^@GU'VVO,&^Z5T#?P M6U>*U=|B?K"^W4K(8D;:GV2H(>3/<*,(Y>5%'M'G@F8?:
U?3:3_*=F^#|QZM
M4NGXGM(VY(.GROAV:"K6O(U3T3%=L&_OL5>@^HE1:U5|FJ>P<_^-6:-JVQGN0/"*Y/&
(%+(;1,6?3>8->*;D6!(SNRVYCLO)+M;#*J8(6S= D M;N/5^NZN=;*8U640VI/83,#Y'GO&
<0"TTK0OD+R* M=I1SZPEJSY;=*3E(#L('GD/R|9T)|B@TG=.:?
Y@GN41T1J+*R0H(S@LX'=J53:^E|NL
MMB|@:VJW40!QNV=XHTYRB.K52YRDMKHR801=[|Q5PB>J|LJW' L&?R>S3H
MG;'T!7I0LH+:H^0^OT3.>W/,CMEX2;OG76N""XFT >#;D<)\$82U'BOTI
M6\$(5:H#M|J\$Q5+P1_WEYOUW6&L(M*1^VR*!C+B1U?|F+D(F?ZVQ*./!&"0TTDN|O-
|*2:(>K|_1+90Z?|AXM^XH M?9).&/WXCBO\$ "9/A7:O|>.%_9C@//_FL&?;?
5S>7#%60V^6@MOZ+"C1\$OH MOBF|?#. ?HYJO+BRQ\$OPKA
+T&SNOKPW%R#HL>Q3U>9EUE;Z=L+';KUV1+"H
MF&I2^NW*\$X6|MYC#%X""6KR1#G= &X:YM"60|2C*3S@N"T/=HNC/>V)?(UQ+
M@\$*H@+@U8S%_3GPG8P6'^\$UU9B%32%'""N)S<@/*4+" 8*\$X:S+|TL:1J|^<
M^Z<8)S8S.:>OL+/T@<3JP+4H*.(=>QIK_DS%USQ_F00K^#0^U> ?0/5G,|+Z MZ
+I_VX;JO9SB""!FOCMH6CP7%QW89G|:IBE?&"D|/Z%5:1|1=C/D1\$NW'^
MIENM1WKKT7S"PP=.Y7PR&|D&@%.T#FK|RB1=%Y%WXI#B|!)%MSV7KWZ>6(C)
M&HB+6664|&MZ_4FKUP-IPM:8E*_G8*9(7-5EDA5_<|Y&IU1|ON|;MI;QN3(
D7%8)WZMA&7K:|)\$87(VX.:90@0B*;
MM,6N9511<_WDH01=|;5W@SD)PL\$|LW|QOY,M1?3QR|KB|4W6R/50XE#X#NF@G
M3,+;U!A6|!+!7|Z;|7>Z<_ =K|%7*S%2;'?9N._@X'?|(U4CCVH=W|L/X&)" M,<-
TC%K(J+Q3+U-UD@6^:8QS3I!A>))K7JX/?!">D?A,G|#V)DLC|D4708.O
MEH,H;H"OKA+4ZQ_@TXP#V)QXCSSD^"XG^/:Q5DWA/X#=-8:65NZAH;IO&G!
MM^V&%48&|IH3:|Y&%9&_J-ULQ1#"|+@J%_UOY;.:|;:\$C8MMRMAG/!AD MPB&L,=U"R?

HCFLO^WQ\$J5C(VO)>I2\$FHH5_+ \$+MVRE7"ZS:Q%Q(JH ;8+Q MOD<;H.3TE6*B#)
IR@JE?F8NM((DLXQ"\$INRA8)74?)^/ZN;">YJ: ^JH8^K< MLY D|:E% XUP/(R)5_)7L?Q
M.:DSHOB!D+WFF*4ZQWS5Z_R>Z_?-'(QPI,DB"ZC3L5)W6?WVIVP6CEBE6I
MD^(=6!\$<1IYPAF40WJ.K7L?MB5\$ _\$%?EOE4.Y%K6 6M(I _&-
>OKE^/@M^I6<5UX3LRCS9^KQI(%)I(JNRHSSJOK3H31XUFV2YU:7>-M
MZ5XB>VEQG'!Q|=50;0:M!8G0/,HC M))R>'J#35&8 U*W|.VM@I7K;0GGJ/0%
WN=^LS|H-UMB#/GZX9*T5D4CZ/7K M;2SJ16"!# '0SZH_ ?!PG('L2WE|>^3B6W=
(!#/E',E3TU#':ABI#%Q|.G&,+MR=V8V3|>B: BEFN4-U:/JRO*O.K|JEOCEM*!'D-
45G%&;KE'"AMW)0NN8YZZ MU-"PXD)PR8*Q'-W,L'@?
#0IVJG/S0T&,JHR)T>+V/<0K8(0UO1.<;W7UB3|7 M2 /'OR3LH-(IAN96WC9Y>!0E!Z
R+NGTMZOP4MM"W5R":4R;\$9PU4/Z%>68|M1CYZJM2H82L,|+SUHW4B V?
JL9/'3Q'L,9,) MY7'4Z7P|M|+ ^ 9|2I|(: ^* 6EE\$JEB|!"1%=RDE!|?=&|N,5* @I-0=':MQ-22
M8;NBTR\$+I=8A<&K14 4WEVZ4F|)#)2A=;JGP,X/U0NW)TT#CU&G'@3K/XKJ|8
MB)W3;=AU2LY|Q,'7XGBD?8_90|D|=9|NTT/??0P4R(KL:64K|KF,=A|ZiHR
MO=9&6DKXX>\$%
M**8TTQ&MB!2/G.LT>@NPG#PF|+>#9*Q4B:NUQ^|>.M9|#6\$BJ#=:X/?/>3HP ME-)C&;
<("A"O \$)M"UK"E;2.7BOB\$?U.XD(??^8SM,>(VZF7,-QK0U70L ME44W>B5,H3N;
(MF&ZK_BK_|AX9#OXG,+7_3B&MZ#CT^@;|X+I5WNVDW*N0RG MR.&A'UJ/K<7U?
W1@&#PRUL10=)\$B0#U9/2K\$47>\$*4+*5@H M>"5.;%FU'C\$V<|"
(U&5SMJL;-1Q&0;5QU! _\$A?ZOTU39?
DD"!;B7!>?;H3BM+ZVQO>:*APIZ,|2Q;JPIAR"7;,#VQK"
MCP>JNLG0!07L*%T81/3YR,M21A|S<2?
U;:W6Y6#X?/<2:Q,|_16XW0W|:=ZN|*3=@22FV.C/#_,*+0:0A8)A=|M7'5MHTJO
M57KJ|@!#F\$|5ZR?PFL/SQW^<#S'FL7)+ "5LYHXS#*//PXUYXTGZNY(HA*C&_%
M>X.E+=3|!'KGI*1H6OP\$. ^@C J7BW=@|V.)ZJC8ZW<=ZA@WT3:=K1>_8BQZQ MWASF
(8VI4@9E5K:TSO'Z@A(D2#,:J%:/EL:#4 M8JSOP)0L+,,G:6^'E _L,=L|?KW!
(O.QI*KOQV9AL-2!") MD_>^X1<-W+>=&(@4|0:8RKVBX/LKZHX
MOUSE;"&KL9E"S9J/&&/\$AD/JN;WS|NQBQ|(1MY|NL;T!EQT4=&=&!N38L1P
MAW,L&|7/_#^:;|H*!@UCD|1>:TIX96E;&7++OM6=@W*OF2-P9#)=)%N*,:>
M91@D,PS&.L8VMFPE2TS\$&#LQS"AD*-3UW@_ON=_N.>^Y'^Z'_|?_Y^?AGG/^
MS_|9+MJJH+ORP/7|!"|UP!9"Q*^J+MMA:34F+L D"^ (0?YT.9OAY!&'8#RQC5>|NK-
9IDQ",D7WS|WOALMYP:X"ZIM#>CJU)|+H\$DEZBJ\$C!*"6CPF04|_MKX#"-
DJU!M8L3/7^|+| M:TFX8"QERB_1)Q/X%0!<28G',Y:IT."|@5HC%;*OJ'W#G#?
T&3C%-927X.2- M\$K; N|_N(CPB(!#ID?W|\$>KKQI,;S?#@|:Q9|128!A,*!0.C"D;NY(P^4!Z-
MQ=;ED*C\$|I|@0&-Z|+>7ZV<0L)\$QBIO0(O#,:@ *0,F\$4+.Z:5PQ_R77|\$7S MJ^6.|#?:=
(+|N>0-LLQ|L98?3K&E&# _|NLX=;R|>(\$JB\$U-^V4J-I|@=|CL M)K"&?%"HNLTS105;|F-
UAH94@L5|HK&U- |7JK3-L(7CBSOK5)'B_F(F:8I M<;W;8|BW%FA)=6G)N1S4U&|H?
9:/4Z|:1E8#>6NHMN26X"LF-R_!C+49G6+O ML2R#\$(170=IZ(.R M8C/'=JUK1TL=#K|_
YEYD%!'_Y*ZD)\$/D5&GA_?O,Q H9LPDP6U=1'USB6'UD&
MI;44/.)8#2JT#5IJ+\$X6N*DYK/SL-V!EGV!>"E+A#HS0>N4M_0&&4>AFECU0
MI(N206)IYZ?.EP&E4E/E+S/.'@'0;2S7&Y*T|J^QLV-#01-4Y/U*NU/GHP
M+Y?'-61,&&DS 0XUO_8;L,OZG"-)>VG_T,HQMA,RR&38Y|W/<,E_:<-0J8\$
M_@P>5K4@3FKUB<^(@4T5\$:-?+D2W5H.)E/(<;SG86A3TIP5C!CGBXBFAI<|@
MD5#;:/Z4(6#5PKYFQM:CHJ7_\$0&FNH9/32,*0'E"0.VV4Z*TN#A'#9R=@Z|SH
M)"#OQ#K48EG(-U',PYVL|,G*-YK"@Y|)%PB1/4*I^TENBQC|Z!)R^2^G8SK
MA+%RT"SQ?+*(AY0N|4I\$ "9MPKS*|""T JSHI-|8CU4B0!&B!_.|7YY"L? M6
!X|Y5FCRT(E*_VAZT=L|JL2K?2A|O,TB+WIFKMN8GL-Y|N(W/9(A4/M6
M23^\$A|>.YGR/'^H_BA=_+FK1|I9ME8%1Z\$2WA%TU6N5VRTY,, ^KPN16_-A +
MI!SRX@80:61=BVU&D%(CN1!@_WDA0J> @^ _\$G"E77VYGP+K\$1&GB-,!.9W% M?:Y-
J(-HE+10)\$^PQF&C:(3,C6FB?'Z|#+FUZJH0>+J.X6ELNMNE(U6Y;C M9(_M
|G*>T<"YNEG6!Q"AUZHLR:E#(W;,&HS &FU%_K1!D3M;6H.O3|W=H>N MR\$Y_N%5?
UNT=TS_?7TJQ'A_0I_MT@6Q/*^+ _^/W'GZ;2E|2#;R@XXZ5F>45 M*TT 2\$X:UW|=-
^01KIC&C5DYON)-Z5Z54G<\$\$\$(\$!U-8 NC|1T7@?M&E8X
M>E;:_',IW=6@ULY|7UWB;.,K!CJ*,V^G=NH|7PPHOV84BI|. &+ %|WW-E;RI.
MJ68R|X/\$MO+"X^=)PZ\$KAY|%) AX1SD' &Q<>TE?@3)F1RL7,KU@1%J_.O|
M&T"SJ5ZQCG*^":R'%(T!<B@_M4WQ/Y#,. '7N65CO-6V"";|F5J7\$Q(
D=W9UHW:R"TIJ7.8#|B,UBFIG8:6#.T MF-)PMZ!L#H^=QSD;Z6'F.29">"C5B>C^ 7-
M")RWZPA@:9L'^T|Y|!A_KF D,#G'^|WG"RI|;#M4536M;#Z5DCX.I^+6<6/ M|D\$-@I2_?

^FXT@*[L_WLO--O@!=?5].CR83H1**31EQ\LD+"0L=C).IEV;2<MGZ;\$Z-P+H;S7?
QAI&@I@CZ1O @E6]^L(5(S5O?S+/\$^3M_ZW3LF7_4?/,%%MPFYRR.SN5^"H.VC-4AL:;
%O-/BO-M7\N7PR\#A7CX[L%=I>R*Y-[=B[M7OP\7'%\$,TP8SKJJE\17R3H4?
JCF>BJO!F'T*_ADE%/0@>1NHPI\)/I(IGR?;4!<7+OD]M+_U\$30U\$BQT^UD0
:P@!':4AJTR:Z%"0WUT1Z;TG-?Z_R<8QWCRA_-R%
MH&&P_*=&K(5BO';XC+R!S^!|QORCD!(VMFWIB]8[M+9.13Q%FQQ<@_V@00H+
MWN#MA*/9^G?K_)Q6*'G9KZ0":\$QJ-EO/EG:]*&G?
V^G^@9>780J#4N='EPGP2>7_EDX|@RK_M;0DH?MLNJ""E:;+%!O5C'ID1&R@#-
KS5J)&_(M&Y[N+74NV+M%T#^,C:KCK?
%;\M)O698TX=6:16R:58:"QN7^B!AGK"!*4.G1(%G
M%HP%AXA0(%52FOGN1.B/Y=11QVR_]@3^RNN\$B'C=<[MWW\$9VB^P74FX-D3?
MJJ!BB-1T>H(\$K%A28&7+I8+(*5]=-3*
<)^BK!WOGGR#2'<9YI@XQ9QJF9CN^CQ1Z"R@ZRE;V,GS+@_MDU,4^~
=!6S7#+)1I.1'T,3J1>0N5J\$200)FFPYD'@N01'W"U<"*WR#|?PL_MIX_J.0A6K\$7Y?
>7C#55%\Q+<=R;U@%:DU;"(MX7/4D)WXAL.#,<:'+BZ: M'1@=V.,Z;(OMRJ?
(7"O:3[XAYUR@Y:ZJ4?BP:@LC.7,XI*WF*3C+4>\$9_\$=J_M#)GJ@@Y#V3UP0&+FGC?U-
W"19ZEGN"A&O="=9Z_RR^&C-MTK/*(+7MP%\$ ME|!KMC<#60ZS')HG6*JM!
(#>*^JGFS,|<438KL>?_C&D.L608Q1L8"2C:4Q_M!54B%_&9I-9?"AW<&9M,6RZ(JHTIX@
BRD_,+6=S#C/RR>^H|JY&M&;5V=Z> MG|E3WT<,[2?|VP8Y-=+N."S*H|!+H\$0WP|
(I9TB#0+N8D<2|7S5W^GB/EZ8LR|0ZZS5(&NAN/;27!:PB^01O;:HIT04?|C89FV3YC
MN:>6.EQ;DJ2W8/.7/.=#7M\$E'%K6>0C8#9IYI_#V#";<)C2L434)#W&YW%J"
MKX#I!4_>*|=;186!IU?W+)"C'K_5,V-P:7X<.X'3Y6S+9\7M::C=L51D8^KC
M#!O!3MP(T7=9^";O_-U74.+G)%'S!W=3?K'D8Q;K=|=%
M8Z62.0T'1_8"XN,1OPCKRKR,JYMGPI<3&7>ZGBX2=_BDQOL-LJE.Z SN.22
MU'_U'S6|2|@!/?<5MU1?W_YH_O/MDX!_+/_=_DOG?R&ZWS/_E!+P04_"K,DU:-EQ\(>3
!;H_#P_M &9OQS|EIKK|Q|K3WG_M('X@9H';P;H(-9;/A*1E'LO*J;EK;&H/14Q-
3.W>&9I90UU=G%U<_?P|O|QC_@|;O_1(C|
MJ.B8C|%QJ6GI&9E9V3FY7TI*R|HK*JNJFYI;6MO:OW5T#@P.#8^,_A@;GYM?
M6%Q:7EE=6|_;/S@|.CXY/3N_E@L)0\$'Z|_EOY<(#Y4)&145!Q;B6"PG9|1H_M#Q6-
E@O|CJ0*AK\$3/AVW+R;|@|'4XL8;|_#RJNX0FS_NQB!AXY^[N78OV4|+_
M9X*|^O|DV5_!_B77.('"-@@@:#P4/@_GYRI+|^#S1|QQZ>7AUNMJ@|A|= %MSN^O6-
O:J>?.DRU;
<0J6%\$UW)*E,.\$@;2.WS\L|8T*SV,;A;=C1I8%3Q0|DSMS'!:^8Y0A4V'TQM4!T|Z3NJ46P6V
M/'(F-W-6,XMNVDE=NE6@M?LA!^Q;XFMHJ1].TIS/#HNY%3::T&GYA9G&@I
M_SJ|0#7Y_K@S;.I%,R>X60/J'C@SBT9;R1E|*?&U8P4EHY
MI*!A|NW2,8K1YT*9+RP_LD1L;B/U>%_1%Q0-8;V+"1Q4W9.*2O"3X4|P;WI
M|2,R^?/J0H@.L+Z:&@@@P7|=N@@@%(L#B0JE4AOJ21X_ZW:7+BU0;K9&^,5U%
M*V/+&"UT6==OZ|^|RC>^!B.Y*|9")?&/ZT;=\$@P<&!FAFYKAU'D
M,X0TMDW:YI\F5(1FK0;NWK3R0.U8EH|VFKY^|W@F,4>;FYQVSL8I!N/X#Q|
MFX<7NAOQY8\$W"JKN|7UV1_M_Y,KQ;^C0|S=OIT)C7X|SFG(O:P@(65H(-
7&L@,&GI#+=*RY+R#?CC_MTZ=G7D_:%2S&&,%6X?^ZX><&YO.M-C@%,G-
++X*+@<T_M-F; />T;W<[*5=SN'\$#PK5S7MYKLA*5P5|++>Q;A.KE!RZ>MXSW(_P=!S2;
!|_M_,E&12_CD.X4QP4)>=,05-"4K5@54:G8|5F,)UK1W?L:'|16K7B'*M591"5*K(TN&-
_1G(@J_1(3;-X,>|T0N_(OH'#;(!P>_E%9\$4.JWM:7H91-#|JC'>?|0R<7&-|
MFT|3/6^GE51)7|)"!YGXY#5.WZ3\6*T0#L*/KZ<5^)BJ5@D+1:F|BPQ/O4<MF::SD|49-
PM;J#06%\$F+PE.W:VBD9A;=%U\$GFL%A|_0>|EN/3/!V'_-@BY_MQ.Q#5_O-
7CE@PT%4T@|C39*>NL5+R676^ZQ/G%|*#_5V|E\Z6_D\$H.?DTZV%MH=-6|
|23J|::UAW&L||6.M(J;)A4C|115-|PZ(>+|0C#:@^=M&VZM&VZ/R:TM_YB6

|C-\$RK//;Z0:L|+PD^|J|^Z@1|_QL8RCN??+^LM_MWE|7(LEA|
|++JDM5\F9P+"TI54Z73/C\$TLB_U)!|8S9OU7ZAIGR(|NG"L,\$I_M^L/2O,*!.N&%.BGC6?
DKUN.!XR8X9ZG\$/LL=%F;3Y|(H08MF%|KHZ>+|@T:Z_M,4.9_C@Q#C9\$#3T#A\$BL'&
5<89S(MIF|H#K2QIYXH4HD=9.0MMIPC32\R: M\$|HTOX2H1AK'G5\$NH.|Z6N=LY.13
MW>?9)'*Z(8\$I5A1R&'LD9W%@(6-4|;6#&_@_Y/SA!5=-9O>_4|/4F4^N8_M_;
(LK|&PG|QR2P,13MW&U@9_U9|T\$5*|1NE7HGU6PBZ&?KMVR!2MTR,?)I2_M??'C3AL1?
=61I0Q7=8L0Q;7BDK!/6ZNP#,!9"|D<0|WP&AH*8@EZM/+K|YO_MJ3LK8K+HT8M%
|Z5VS%VASRB&0WG#8DQ.%Z*9SD<&KB;/#R3>\$"@S)YOT2Q\$
M*O_|#>F|>U*3*YQQF/?=|@^_K_'6S>^<1.A4(0J^)2.['*CZ"=>,6K;+7|A_MDL>V)F

RD#G54E;^C^,/^!&80(:O;\$[(5-KKUC(I^%"5[=D:)4ES^*%_-@5) MJ(:%3_GW1S8T0SK/Z
:+^G14H@C4D8)Q=J^I7E2N)-J4_F!Q!4G@-H^R-LP@ M9!(I,E,3?
7#Q[=+:IAZ({W[@D5ZG0G"RY;Y. "%#PS44%ET3[">T)RLC(" M^I=KNH7F1=&*N)9E*=
(0HK)P6D^A=^SF40'2(9# MGB@""L;!S>_S[.1TN^)/.1E>>-
P;DLOP"S"W^XY4867"TCXEH MR{ \$P12
I",^;+.PW7)8LLI;R6"KZ&>.1@9K]=O"3CH3TESC+[DD;DH1"/I
M:>HN+^BSUXA^Y.!/WWGIZ5=MU5YSH?7K22>@ LG,77S!9L#)LZ=WLY-"^V6
M"A)V LW^HT/%Q[GG,RT+IE: ^5-J8IAQWG@?EST9)8Y5/WL\$M)62N-NI@C1QW HL
MDYRV\$8F>!,J>HH+!(^>R9&5BZ_) (76N3?{99#ZUSU;K^ M%,\$-
R%Q)IX22WK.GC/4EE25FY;J&IBU1:7V.C\R9CKI=IYB4T6^03KOP_C8
MNJLT;VP6H'5'=^)^M" G%JW""TA XJ? &H_==7W)(UCI=+KRS", "2?MTOKE/ M(BAM'G
BSJ4+J0[%/#3|-{T-.5O>1;T.9\$JHB'@|_>\$|UW\$6!|C%<>L?Y< MEL_PP6|HN<,
|CJ/XB;=D|^Y>883Y/GK&SV_-BU2@Q&W<9|%" .4Q&@IT?KDMP MR4N@\$:A(H#%B9-PC
+3PYOW(%)-/2Q0&Q;|QE%3J3?8H;: ?/4C?; >5%C;-2 MQ!UGB U56# O?7XAX2ND.M.>9
U|JSSU%3X-T!XT_B)5-K@5NU -A7|YY*)I MF-6M9>L%Q>K(IUD|SZT2+>
!|6^1*#8=CLU#\$OJIF^ ^ATH|TD)^\$,J MA7">-(EL6.?TJX9_QP/@O09>@4.NLK0|V|_-
C.8WV^X_9@FXJ44X'S;??!A M56(G^8ORRO|^4?%TMJS=VYM.C>B0BFK*W1?E-
@3IEA8 MD0N22U!S'1-T7&(>,(9 GIS0>4_ZZ,W6K#GT8)OU=7%31&+5A@JL".^8?
P\$HZ6\AZW3A\O+YE!K8#BF/0Y5|
I/>S2H*!8I5X\$LOZ_ (F&P00OL|N>B22^;FBQ:UJ17J=;?2O\$H_VZ3!
M|2/-71DC_EMLPIS^MYOY7K^VCGNZ4C9W:|Z|U\$P-(V#Q.@**D^U,N D%IM<
M|/&*J/HPA=/:H?HR N!X7|3YMN?27NM|;*\$<#|L+4L9+BB;Y3;*6(P)^ ^U MT-M/^
EC)'15J3TX+E=2YN".6TG_U90;N64!M^Q-;X7J M58@8&M4WG|Y5^)^@#
A#3#"W710"|&H704\$D9JE>A9E3_1TY3FVF98|QGGDN28T@,4IJ@-,O+Y_F<^ ^5^;I-
K;:O(MPZ>G|^+M453"FU6^HF|&
I&L2BIQ00C@3>,L|!R'Z6IW9D|WW#_!U.G5/+%MQ(K\$>|T\$ M>_+%, 'WZFA_JO,FOB!;3>
(4'^-(, O 1.51# 3;|&!'!('^@H_==C- MZ|ZP|H9|V:S?I;3FR5@+ !|\$-042Y6-
%6PU,|*@P\$D#P).VF&O:'>K13%10"2 MV0A@QQ!|8'U<|WRFM-G%>8FA\$US:S00|SM^%
)!&|GZ44ZPZ7'+@HB"/BO(MCI_-/JR5S&98)>_%WYYCW;@<,.89TL5L_S|O!B%?
M_H*F77 J@BS9)5V=ZA@TOA^G10"|%9=_^/*#\$|":9G8%J?=_ "9<.[QJ\$K9(MOP
^1&&'W8+,"."=>1*H 7;BD0_9B>/ A=;!6! ("*\$KJ5C@|^DE|R_U'53|WJ M!*>O>:/F".
EOL*PIJO"\$"BYEKV)ANC^0_V'%GPH*B?VIUT|&B/V^CB%&|3UO_N\$O-MEO_H6V7)#T(1
\$T7Y&*W-&G,T^\$*Q1;DOJE_DU2|^_ =_0OHGX%7L/R9J_FF* M7RYRK4PKB?|S|A-
5,&G(N#K%P-DO:V2YLSK)(.;Q8C@ :7_#-2KV|_X-B?KMW MEMP
E@E_FE\$Q5|&_.FS!&@|@4G_X=*0.8=3;K@?2&(&|TXH-'#8C_#N3W!>
M|O)&_.N!>>JZQ(*|OZT/AD;COR-B7#(+&|2#LVQJXS* Q0'#G
M=TB!7M.8_D^|WOJ7T9C^A5/Z_IUB%?8_!)/B3^G<,:|9%C!0?|Y0@|%
M)\4\$1SMA,S@JW9E672AAF6.+|J25ACJC9\$|B34)S*=-L1%_6E&&0LZ/#-|O MO;^Y'
1KB/JA-&7*NS / ^G|K|<:S|H0FZ@_ ;+IYKA00*EB_G-FSWD8JZ^ M*?1?
DH+QH?;/S1O_UBOH+ _8;ZCG|*%M^<("(\$X N:B8_Z.NYD_HU0HG.W0'G| M|R#|EV;+)-
|G8/PO-2,K|\$;WZP3@OM&PDSFK%^B8X+|E22=+L*;03;'? M?4N42&IB4;RA#:M>E>)K
^@FWN@_%|PAGYD:>XC<.@+X?)ATCCX.FXE*N| "5 MO787<&8=8
DV9^|J.3R(|\$P.YCHSITA='D;%|R"CWV&1XW C-<@ASBE""*> M3>:8*N+;94N|DN1.F%-
D|N2&P59UQ:3.*V9#3D?|T8&A=*Z'DB_ =N5!^&4! M|0|/I2L4_|A.9Q|&JSC'*771|7=3.#
S|^3G0AOZ>Z'5_R?E?TPH05'_GZL" MJ#|(|JF"YZ8MC'4=|E>@S(2;LAV0,==/0;<
Y@<\$",W;'M4(YV<<-KPD-: M8R^H7Y/&G_FV%!:|4W;#%
G*;NI+2J;S|G,MGLDK1>VA)Z1CFGZMTM:10I,M|Z<"DO7"5GN)NR!-3DD4Y^|Y5R2W&L/
M^*LMAKK,T#9\$Q*X@A\$B*A9ZAMG^V,M|HG(O.VMP)-13 MN Y?+D.E:'&1.:/?
D"M4T;4SIYZ#;S|^3%_!77.!&>.;|H%=1BN6"+*FS>;RY MJK|?;^62\$4Y-
3Z_RL%=2YI*)BGH6_5BV^S5D;&;|\$,L72:"Y@LZAP#;.=O! M<7%JT!5>.
H@37BS93RYNEH(A>,' Y|P)'FVF:D\$^LCA)C>.4+ %HIY|QGY
MR35NB*@(X9)GFTWD@9\$Z@#|)*DS0G|R7)R,6H.H&2MM-
CA|^+J|HQF5U@VS;=MUAKW D@<((.GH,B^5=|4N
M:\$K|A\$|GC2_:2R,5C#GJ+@5QYGXE^:7+/"DY|W?"|:M\$LO(-:WVQ('CZ"
MV;WO2F%G5X:=>6-*Q1SIU&H* YJ&EPQQ.I?P>TR_OHMRYHNN!QVWK56>PG;#
M+5\$B>I M\$C|T7"8XVON|Z:7?-LE>.2C#<-IR4-!|/#\$(+)YOAL7#HO9S|=@.>8';,A
M"QI1V=+|K5%9IQ_S3K\$2C5TF5N7>2,I%!S5;XU_ |K3K)9S%N|H_HH:2_% M-
'Q00!SU"FO<9\$XB_BG=O/ZU&7K?Z4J6I(! M.Y#KCM+88|W^;>L1#7C5K?B<1@?

A>:'(I;L;UWQ+0Q:.8*Q+HBK>=MZ>5./F
M+NU"A'G"IVIXA(94M&22\IC:2/6XJ30"/*DAU=I6OANNZ'\$&B#ZRC;5SN,%? MZ%AP-:C?
_&547.2I!%K<\IR28%BDW1D+O31&&Q#)2X,OH<1H&Y1A;_N/)'<
MK&#MDL;P6":_O"JL:1*H8;JO.K)/O MPET*ZJR\%6X1F0W#5=.L!)06[:4=G"UND6Z?11H
M 1YBT6<55N<=1@IFNO9/V+G&?2=KNSNR"X4AE!*H644UY97 M1KL%:.'SE;)W4+P8Y
M9=2 EZ2P A91FY:%#@I\WM\$5J3,S5EM56WCOTUR-:@*6I/(ENQJH7G=J?KZ
MO",QY";X'B.6B@D'@HLQ;SF9Z\$FOC7.PL;S00'OGESL MB3(-YZ4I24\$+W4\<-
MF_8YQ?35W@Z2GM6MHF2G5B40MXUKUN3)9^ET7ROV M.6**F_B\DNB;NG\;9_-ON-
8E/;HE&'+#QY^C7+&D]?DVOMV@(- M 0BO@2NV^HSDH(P84
M"LP;"IQ\AG,MNA1^.SP_+&2;IVT\3H2M!=M(C9<^):SW\X\$UQSF3U1WV*Q)\
M0:WPN,,G\ER" ?MBOF"=BCI("<^/R\$+\$L'2Z5>3
M@KR(L13DR,^5SSV;E\K@Z=TAC7PNB_XR\<*AE0FK* = MJ\3-
5>ZP0,H;E;JNLPH^(I<<7N?:X^_M"HG7E6PQKOTI%Z!QX^24KP9GJ5OW
M9/(@E5QEWZT&XR8L.Q?40YLMB'^IG_858FS+_@TN#FN+A:D_[\$FS!+I+B_,N;
M"W\6^BN%V1)UV@7_LYE;W"-+^G:CH\I? (?FF-
W*EY\Y+EN\978\$P+LO\FM0@<+S\C(&';3G-<,-JAE,<8B\H_/:*Y0OGI5\$Y%H?
A_+Z%K"#MN9'I M)S_5"??4
5T<;,930E,,R\GR,MR32*KXXBO6_,3\U5'V7%9WV+N)6J>^VU#Q
MAR3Q.VVI=.O'Z80YGIKCRWQZU*JO3;=G)(D/RV,B516KRLV;BUUR)CHIATH/
M>B>DR\ S=A<^+=*K6!U&04HT^"9R6M9?JJH^M++F51D+2_1\$Q<<|^H"Z9*1V6
MW\;6QKV-R\+JZ11DAB4\^L#GFQF+;RF^Y##X>*DW-16\
MUB/EL#,)P5R(6@S\3*AI!Q+%5:MJT"4RN=;_F*._@A1A6VQB/^F&L'>.3FL.E
M\;F.*E1M2<2_2E,#)*\2F\T;B)^A(CER\BL\JLL2V19(IY_M9@"@I7KPLF>J?
4;^+W\;D;ZFT.\$WX,L6>/#W>1QE*&GI4R;17=M"Q+'XY'&R@=M\$A_KI\5>O+ IB.U
M\;UC567@I\9H.^F%67J(RXKPS_L_1^1?Z_TJ,@6\PIAG5^?4=7),+D\Z+#X
M5O\;S;:/)/\$2_8^11-ITR1S=F2Z^T@I5W;T;J\$^(A8R\$!_7;H-K4EI6K'!8H MI'.
IN&4&@WROOWSY6IK87VA;=6X6A\^C8U61V\I'R\ZI#D MZ);K786V>96\$T@W:?
\$E4\;CYV%\E8(*;W/3Y!M>Q%G_*U?%ON%M=%_4'3,"N5-@E\=4Q@C#4-S\8-
#W+;ER9BE62 MH MM^*&C9W4DKR500;/7(RDY!"*+FBA:AD'Q*S2\;P:>0\Y@AKI-
HJLK>T5D.M)\2_U\$-&NFOJ\""840N\$;G'SC7?IKR)K&?7L:%
I==UH7RC)P+Y2O+%3)3PM2 MY%7;TOQ&9='!C HL^M<4@QKB,P_K\)(K\$X6B;I"^^J>
6<495BVD64.U\ MYP"U\$K3ZVM--OLCP<15&KR!^KXJ8F\$?*/JP#ZD\$YXK8HK8P-
@0IXKR&6R\2\NYN?I84;XD\U' 6;H-/#/DJ5\9
MY700\;VP>XG\;8K)@VS8/%;F1+@X\;S2LM*TFCOS^H!YO@H6(A'VK4^_H>'SJ
MJ>^AI3T\49.A4%0%FZUY(X;EH"@5_@C6B;*Y,RRRJJ\TTP#\I@YZ>SL1F)=%;
MK4^A\;#VU7J\I/%R5H?)K;VY)5;,-S3G*S^;&'2@'A_8PHBZ1;7ZG3(?P^MZ
M+'7F<<\$5\$9A..">)0,+RI-6'SC5W^^26%@\% "8P*>E_E)?W4,ZMMQH2,<6NJ
MN\7%IDL/BIC"@R:P@I*-D4Z64\;S9.W+\$XA\YIV+YXG0M?8P(N84N4_?LYH:' M0V&A
_OEGJ;R8_2IPW^)\S_7973D5E%MBY3P\UXIW;0#S8X7T7-Q9?
\$JZ@3I<;2&H8@GNO%:-4#L\YW M+/3G;[Z9ANZI+^:8SGD=2V/>NT79-;,"-P?'TZE8V?
*_9A'%WY&_3\>DT)+? M\$&1*LN#\I2A%3JX;-:Y_X3/+(&+-+I=^)TQ2%I?%)7'7_+@-
V<0IVB'\$YO M+8/WI\$^XY;F"H=PJ3_%IOMSH95%.NEDU'YHQ8S(O#1_UX4C'I?
@AN5Y=52^A'S.YM/G M.WR?@OJ%
{01C\QD\;\$C*WHV7OI7^W)WH\$Q^R.T!W>YR6_'C!>:\$Q@HLK=:K#
M1V,NSJ5!\$^RRUEG&5@)5/>Z*G'W7>+W_#O*:0T;O.?.W333)
M^MTT6)W+U.02T\=#@EBJ5ZDSLO73\I\FT?>IA*VRXAS6K/GRRR0G\XL;D;_. M)\X:-
)U?!\DZ\J>O%=K-/<6 MK8Y>UC%R8TW709X.A^Y1JKVH&(6F3UK"X%*(?)\$JTA5DTAE%
L\$H#P3<%#@_N\6_M2=NA2T_Q8=D.S6H07_HA@*TT34\H84\$;F%,A_#"IPIH@4YL<
M)J3H6&\8"Y=P87V\;J-\$J*M<=4\$4\I^66A%VLZO4;?Q&^YJ>_S*6N_28'<>I MKX-
<\N_I+94;1RH*LV1+\$9E!)Y;9A%S3::%N\$;1-(VYG>8C=+N#O=4 M\;R,MJ0_M*(;=-
V:PPTHH=^VM*C-H@?8K&@I;X224XLW M6N?LY8N@K08^IQIF",2>C6'
J;JTUM=M"U_E=X5:"QL%/C6\TW*W0VHJ*.B6 MYTH98+EF0\$4D?&\XJ,+;?PAV^-<8B#
(QSTCHDHW-W)6?^"7KE>^.4-FL5G M(ZD#'(5E2EL?OXZLIVKH>F N\$;9A"U\;)'P>
<;B%9,Q8>WXMN7?>#CU^G,JU MV445\;K;\$L5&8U>/S\$^);
<(Y*GY4YYA"102^LLJ5E+8T7^*9>;859FE?MM
M*\$)MW\$HIJ(OJ_(FBNC^<3_R;I*;D\I2\$;\$W9@H(^"&^3K"6":2F\I7-9EZL4 MJV/M^6&?
MJ^C;8\;M51_(Y5(ZAK4Q: 30KI3BRD^ MU-J#Q4F.X)'I_JD4"#O6\I
I*J3D6>TG;/7=T078MRC\6-@SYH30@R%IW:M&@) M;A\;YPL8\WI5HQ1;XVZ.+>2>0H

TT"^(Q)@6=2_K72D>%CX++%^BWT%G_/TNZB'<:>^3O>*(JN)"<^9D"3B24G9+UQ1-
B[P=T\MS%FRWNQD7-OVSF@_MTGWIXS>C#VCC<^|Z5YCV"W=4!K=
<=&^P%YD<&,7X*X1%3&2HEN^V!=LX0%%=
MX|,^:AW\X9L:PTZ";676<|/5/,HS)7JZRK['S0+4Z5XB.C.):0DIY5^8:I
MI>@5;+T:&GBP4#L!9?^4EOI_M|2H|94XYLF*,D'C8_+3/=<'>N|#6G&%YQI
M03X*V/G/*|29">N.98W1&/5G"YK3+%(K:7A MK;|HH&9CE5#*69JO+.;?
JU4N%=\$*ZH;|5'^"<)Y3N7A"K*0\$E5VCC4QM"[8'(M%3G;J\$/L#S2>
<\$JB_MA(OW9%)7D.+%|Z4EZ>T.OU8T=%-,
M%;P*;\UN#N%O9JN#2PB#BSSHHMH\$8BIP-.7H4J/_OPH>>FF'8JH=6|H-
AG"6%2SI5'HR_J#DG(76FN>A;3*J.M)UP#)BN*51I?(M9LP_^|
(\$N&ZE0#L+53LZR8Q.K7((716KR|O9;D!;-|)MNUA.PRI5NJAYC+G.
MI<|@1*)&X|TO!W4,M|1FE?N^AWLJP:=R*7NF@@@"P\$(&?!^NL2VB=9&VGV:-M
)Q|U+U=D|6H#2#|;_A>BU%"@)X.4=<%X(K8*PGE"F_1N|HR9S2364^*B6I=TH(B9(!B;
MIXY!MKHG;F=L*?@O:82!TOB_JWZ.Z.L1+ZR)TWO=9LA1#&-)UA>4TV?;EN U\$=-
!A8>|3./I7W@S|GUO=,"W>^6|A.1JO\%9H0G\$X\$JU(S
MZHCF;|42\$R|R5MN|>\$="C>^M7'Q@%OQ=K<(B+D99<|'5N/8R?0_8|77BLD6
M>&!P.2,|:2>DB+-<|HUM2|U?!,YJ,|9>50A1|G=3B|'U=B|;5EQIAJT>&3!
MN0|5RG3N!O-V>J3GW1YG462TO*WV1H!W3@(_G_NJA#W5/V>B5*BASE)DB J#:
MN3|FH5X'%>>HJ<:|@L.5L_QO&/,+YI*7%BUND6IM&W0H*+@H*+|4|F;M),MFM2@?
@G<;9^HLA38-PA|G,_D|"(WW@=;|S8=F2?"XHSO+HE%:(H|1H&N2_M&\$E+4OE_8BY|"
(T-:RY+>.\$-6GH'6=FIFOJV";8V.-:Z"@|_*U6**O1.2(Y
MXKNL@4974NV<.CR0S0:E3W764QF#UXLTW3MHPBZFZ_Y;V C%RUN25)?J N(8
M@YST_5L|R(M&60/'2?251O?,HD&^>H;.#<(<)F-O4')//,\$G=Z:1Z_Q^H^>Q
M,L8JFFI,LR:^U0D1^Y3N8N-@XV;MBS<|GKA/;|K711OVZ3?*H M|]#F3#?
B)E2>%34%_T!|8?C7HX*:|PC;G'KF.N:6+;,(MG"?
9(2,7XDS73C()YV)2B@_YI*66L|9_WE!&")A|XR8BT!0I(\$&?ZMCOH3#
MBS1#OTNT33XJ_\$681^0'\$Y;|DN<|TP0G?|:7OJ:O&Y M0GO(E:5)N'#Z5JS:AS0=_/DF_*
|'1|V/U9\$6>ZBG&FB%S^=N3+!11OM|V62 M#;RI/9^X+V0W-<8D*Q%Q|GL;U:EO\$>
|;E;QMDZSO:9;()O'/OG.2PY9H86(M S+VIM7&(3B-8;E?KFRF|L3=*|_VB|4/H@:Z^
WBMN94F;MBA7H+LV.%D'T: M=|^<6G;8'Y=/MY|:RDLZ5ZYJ)U0^_0W|&"9E%B7A?
<)D"W-BNK'^M+CEJ;|M>|)2K1M:3P=,XL M9#(YL87=\$E:)"(|:
56!%>HDCH#OSRLH(YR:&:(1&UY>B;CY9J/HD^|H8CE M^K"UUS"EC\$N@&P&
(REP=LTPL(8!\$4_AY#IA|U|U!UU@U";7SART@|Y
MKOV!P%O1L67J2W=E*KV#V^T7PQS,K<C*H|HX %H;YQ_D#@?=>
MO|]#2O/Y@|X)WW|9.I2*|FQ<#L@P|L5ZQH0T,S+=@>M;V(PZB.T|6P-I3DC@M_:8T|
(5"/9V;?P#KI;|T M+|(P|3W'RFY>T|_M2CDO/5,9#7^RJ+X|JN:1S.>|H|>+8W|.1DX*
M6TF"BZF5OWUC^%9MR_0E-^>^,G8T-YI#|WFNU
M|8BA24)8Y72T2^#S\$N/>.KE;9Q>|(AD@KM@_NY#T@4ZM)C>:@R(-T|JZ.
M5'V0(ZB:/O|L%"O(X"|J=!.A_NRBS@+P6/+F>V?,QH."8"&05@OYTC8|ZJ@_M,WUSI?
F3'!<57!9'..!>Z\$)F0@H6^@T2U^Z46M>)/%40P-F?ZWCC/0?|_?M%4-
#H7KUDNYCUZ+@?AWD_70Y4DOGT)EA^3|>?E|@^3MV9ZRB)|UH2|>Y|>
MS|X=#7H(J\$M3T*HQH%7#>JU-O=\$LWM.YE_YJ>QOPNWG0RNKK/PK_Z6/N.^8
M;2852/^6*2=T|DSMB1B:#AZ1.1@&L-,C4M_4UUX+;:&Y)B@1>"WX2.<082C MK(4?
J@MK\$C=BG|.Y4EWP_@R97AZ1&7V-QI+E5\$-?E^E??5&S&6:9;)F">_(D3" M_K|(?
6.^L=D;!S|Z=U#+S95_SX>!5#OLOK@<,STO_2@HP4\$@&4R>@<|YVO4
M|_KI8/"N%\5WN@Z+,'A46>RT|S|8:%NF_#5/XY8 >|/S@_M-*H
L'Q+=UD;2OA"^8_4'LIZ9!#+IC^D*+_8|1\$|ZK-4|UN4C+'@UYBG98!=7JEQ|]-
*AR|/6"|7*7+_6QO& MD\ESY4(RG*H|9V+^ZDE->>B=M=UOBN.Y<|HL3-81GP)|
H(OTP;_(@7(AJ? MD=>M+W|]#WGS;YSG/8\$AB|O!%+YJ;-
PSJ|LVFYM;5+%B@|J>./TU1696SFRPTWY878'>QUU={?G_J0
M=K49=+B6U!1|TI9#\$7.M |6_3;3@RAKOAMNT'9B97;)M30|MGJ9>;<6=;JBQB\V7H6F)
MNRJQ\Z1">E0_F.(>7^+<;QJ|Z6%W75'-'A0U76X4?%7@B7@'S.GFEX|S5G
M)ZXN'66W|8|*^|ATQD41DC"1>)6SCEX8.J_K;7&L2V|#=1!^%(-D3V#6-M;.
MC;|H8_W%MA1SLVQF2ZGT|;9MVI?|B"OV#,\$H#.2JR"ISPZY_C%|;|H-/2A_M1JW|
L;NQ'@S9?:G+JKY|5/>VZER8E\$9J86|G0&'J#|J<9_Y M;R4\$(-&" +YV4ZL7_#|FC5Y>.
|V'3)G-8E|YL|T=7S|M%\$>Y IY\$|!ZZU: M8:2=Z|VKE%K;#"?;+|P0?
OILVG7QW^HJ|6|\$.|3+YJ;4@K|DRIAY/@OC|G M,3S5B<&
&_J: ^3|@/V=Q5H/UG%/I8K/_YTSJ-0E'*Y=> GT:FH5\$2N^>?|L(B?.#CY,% M74H|1_#?

Q4!B!0MO\NR"IND23D2BL\I=5^8IZ@JQE2Y6!W%;2\A-O-T)VTC0-
M#XO@'IVEM,BC?:^4\$#G\6I#O^ZE#R\2E+OGQU2Q8^G&>U 6KUN\5QKCVWOB
M@EG^M0IW;YIZS=3",<2N\O*\$
M>@4OV:+3*9\VW\BAY9(B4"=JOY*Y\+N:DV.AWN:!,K8I%1TW5#@/=Y0X/,M M\ "
<+&O)/XS,QQ9&>8GVH4B%72NL?_X1W//UQ0_\$CBY*.G FV2B!S,AH!1+M^
M(Q=VFSSB33W20+ ?S\9"=*EB\$|+-; M9:IU<^=+!H(<8'(\1AW3\$;OAJ?
4XZ\H;!,S(%/4G5\8_.P5#*\$R?_CT(&" MJ>NGY,I9W8^G6'ETZ\$C '(Y^3"-049
_9\$Y\23UYO>;P %\|@%V56K?|+D=\$ MP'+\$6-=4\|D74DK) M?,"*:"\ZRE +\T8#Q
QY&R>!2%\OP&\$ RVW&8&\$B30"!K<%\(*H4J4/Q_X M1 J'Y?YY "4SXDK-
FRWVZ#QI1;>?.YO@&:~/CK=8F)Z(E4K:O1K-9,2PW>WS\YV/=V+WPF-ZPK%
IW48J\$DCA%0 MR%6)ES22/NS2449KD:*,O\$H9RE Y*DO\$X,AWX3@V\^5:~6IO\$T:T\I?
MC+N'Q6*3+*1X+9/-8(P0URD5G3YO5_CR-4SS!=1^_8-H\$&85PW,,@9+M6H,*
MO&GNM=P*+1.(L.KEG8!"B+#_1%>4HFSB(MN0F.B'3-4,\$V4Z 0\|/?
KW.TH0I8^F33XRM:_IW'-V PUA;D\|D&J%Y^&O2&Z M-8-&58'HXR522\CX^P>?
KJQQA"!_6+O&9"@ \$H\YZV,LADU,P4V8#O?G@@E*4 M3#J6KZUD:4R_LH^6-
O444<5VDOU,7/I*|67PO(D\WF%|'C^G:(0_+-+ #I(>@W5NDU2-\$0F M^ROY;!"FLXU<
FCAMZ^R'^&7"H*R93)GIZ6="H+=@:5\6\$PF+").R3"5
M>>% "QIK1\$IC7@+6HT4VOZ\WZHLJ5-UQ/HM\JARE_/KP=&MIK3L|=*R5\|N_F
M0WA@K_ZCLWSOZ\,2KYN='R9#\$/Y&JRH">&UQT<4@;S^(&:1F2\VQ"GE?))=B MG-
_OI%F.O/I V2\$=HZOM0I'HE?7IGHIV:B28R;6TB9A:5HA4XITO7,OD&%U5
MC\4569RPZY\;I5=[N;HY\8SRP\UB!?'=*2HNRK#<#8XUT=GBK>Z-HPCK^9^1
MRJ@"N47=3Y>92%N?< &?8;V4H\6/<"*|QFIP9\|V&/E/7X M:>AFEB+=
(.3XE;:6\|L7\$0<3Y",=E-%,57QF3)GPOZG&C%|-\$W; MP\$&MSI8Y'599OX.E\A@!.,&F"3F-
UFTJ=(RSP):AWO!-BOV3\|HLV>R-"Y MW:R816:GRO\|P)*C/LU\|,HY'B@# HLXW\|J&)"
;!!?N2BMR&ZB@R6\$3M\0 MZ)4USW7E<'0+--\$J6\WU(VO^!SI8I*-VVP+<.S# MUXX-
7)E_,2;>Q9M#0!%ZZ/'@%3H?*\$(-I#@8H6SB8/6=(.J|DY "LVB
M3VJVGCMM4KJ;DLC2QD^G5O%2XNM#9Q\N2&T-&8\$+?HO>^ CXYW%;@1-B6F#VR
M5FM\;XG-CF;W>00<)6.!\?U&@8AD"\$/EE)OPC8*M9;S'L\X?2!+9DB.:="C& M8XY?
1V..&C)S5E5--'SKP562*|E=%7:M('R)FHR"Z\(^MZI?G%:"G@>XT,W
MS,MT@9;QR0\$G.!^J1UY50HOM*\$&S(JTICCD92=BDS2FTDQ:4AGR^'5G/BD#
M'L^"VQ3\$>5>H,,=+*".CYL\$|7\UWQB8MX=^\$D16E1=G2\IU,2+V&6;8)W)F9
M8AL47'W<#3A^MCG/V9UT%7A%H6A\MR*1\|87V^Q.Q_&6\LUY2E417\|,"5VQ
ME@KL^&W\|M+S**3TB?W\$> M.+SWRO#+^"1\#(:2'Z<;99YM1#D)U2ST@YAU8<'N-
MN4YL!RYYKMG*^&AH:L MY:|L\|V>B^(EGA1&JN_#XO(J\4I ^-9_<<#7L1;5X*733_7_C?
F_^-&^Y&YDM MM=D%<|/##68\HO:'_AW=5E.GY;O6\$6NN\|R?*\$^FITW.*;^?<%
H\533+*KY?^_B## @-5288Y<)=!67C\|*L M8#56'8LYM1K\|P3\>P/K3%'|\@SN>X9S4B@-
VP#CL>\$<|H> E"MTMXV4 K/,R M11BT/+L=3\$|XU\+ #X9(5+ #C%&-
+@A,!>E:F2",U9L0:|X?*\$?OVIQ@+U\|E4\$ MG- 1+ #6+ #/*DJ\|^?(<!)2Y?
6)6P7AD0PQT<"/TYD\$W5A!\$%:RHT/%L\|+_T M8/F>1SHLWA;)
((+::X3KE%@/LI(VFMLO,V*-|=EWR7 W#P&LI<'5ZW?SVB C
M14L&.5*0_.JBKW'90%#@#+G@Q F""S&F%GJT>K4>J',4&_ \$**@7N*,5VRSH&,M4\7H!
(J7*(H++_) |U\|9^:SMS&VF M)97%O=>DA6(/.12_-=Z!SQ'RZS7#142-)ZW8B)7&6*
|: ^OD5%5)Z/=(B.6E M)KA&9Q(R9Q\B8I^:&TDZ.?-PZE\$-
CVYAW:_%0GY#3N@DJHUCKS#.I2(9Y"0? M*,QR& MJ\,EN2&K\|& ^2%5%
HO9IQ@VJ@YW_K7JPA*8/I/M@.OLS_-YXZ'1_ ^\|9@5;!
M0=86#N;6NP28>JJ!=H+_VP\|5*811*K=OOZOC'+QST6VKG>@O)3S#_,!3\$CG
MLJE:*4&55212JW!:_Q=O."\$+*6W/D/2(C#+KK#X\45Y@ (C7=T#?S.|\$|+PF MYLC5
7>IPR=[+;)=OQ))=?*YCUZN>|/'^<3M^+11W\|<\N2UP%D/5\$9-B.= MV4V:.OOPZP;
<0Q(L^<@ \$IF"|S& 1I&81-%AY>^!|@&P<%%0 M.\|P\|M7@,..\$UXY_Z#&RK?VAM\CT><'E0
9:FP>1EN&5AK?GW=!7+F8.2M1\$).^C.):ZZU?DVH@"PHKI^;C)5'GPI; MV?
1J08%QA61_ \AI9QSJX,J_JKL G)0_C3YFM6\| #?2\$ #|S\&GO..EJ*356Q0@
ML30!V\$'/M>&&5)SPKO.,1\$?0G.\$R->,0-XQIZA;KA02(|="3_-*>:&6\|-47
MX=L@|!"HX34OH/OD*8Y\|M\$'M9E?GO&8\Y9KZ_;K?'F4\9#8\J4@H?'^T,L)TT MA700/R
ZC!;,"64#6U5'(0>=U" |7U8KR (HRE\G#F<0G@ Q\|H-.MQ05._
M!M022S7T'I^X2\|H"EQN!:_=T\$F*|(.L^R@8 M'O5#\$AB;VM\|S3<.&?WI9<-
S.;&R.*="F+R?.' MJ^"_G&:ES\|_&_!;R0/;?
VYG9*E6YFO\$;E\|&7\$U2UK\|'ZFNFXE,JO';#IWG M2\|_U>Q#W5-.X+-V76R7Q+-BYNKL0-
:3KPESQ?T)GE+/0;+4I1_907\U+PW6 MYQX/?TH&)G2:L42L1%5,5WK7+A,!>JW"

LS(NG^C,?9 MO\%|O7J,| #K*T|S.!XIMX,|75(X?X)T&M"!43MAGTJE2L9@,9U<%H@?05
M&&H_K5U6_-YJBB0\$4QE-__S7?+P.8*Q^NO9=D7WW1JK2JHUV.323PG\%YI=D MW/
L+OA>7JDRMV#L#Z|9E*TX%K"&!Y-JR'-%0%7BRKK-?YXDJ\$@YD|RY?O>9 M0\$6N;PB
E=BEI=@ O*2+>/|E1RLFBUC"W|-7P)S!|Z==5T7!E2 |ENDNLQ MIZ?M)6L1!3*G-E>"T-
K7;|*^~)BJY_UF+NI@^|B.5FF1NRE-CI9IE|:JM81
MW2Q<|H|Y=8*5IP7;F%AES=-2()7&@K.I6-5 |>6U'H3'S.9 NEA-JQWN;:I
MG\$/&X":.33I=S9Y-;|@X!QPJ6\$-- U%-|C2A?
35)4*AP+FTWL\$CF)+7G217_/9**8_AY)!4T|A:L<)>R> M|\$YJO.629N&29O|H4Y<--
VZV%_|N=-UG|OVR|3^|I>0>?B%EEYF#;:|I!"0N|;+ M+G?ASC|RJ<|F'-|4I"B:UWB,
|QNF3OH*!Y0J"::(_R_.WCHNCF9;%QX" 8(FN\$|L@. 1W)WAP M=P(\$&-S= H3 X!
DN/O@,+@\$=|=!@KN|!|HG WVOD?N/;_OCV*ZF9JJ5=7=MM=;JL:RG?K_)58"K^K-
H0&@|8 5!C|9(JR-I4C)DLW5^\$+X^U'O/_;Z290* MB3\$L^0J>\$A6*|FH'?S-
+;QWJZ_Y#2F*Z+/@| # (BRJS>?3(|: 2%!@EZL M"F3*!MOT(1Z/=5=6_5;H5|%\^R6JM:V-
O@\$=59R?Q*)L&|J#BS.7D_0\$T> M6-V|@8LS4R'&0+~)5-
)FZ.T(JN<*37*)T%3740WBBW.VI?/:WO|FU|. *OB8. MZ9B7 N>'E-F\$5?
+;4*\$&B>\$3Q%:KM|XZBW*L4FR#K|Q#=%&N|1X MM\%B:2+.=U^6_F06=40C3N
L9#E%6S-/;)NX6F(^FYBCUN7%&/M*|I&_V=M#Q\$ULA/TX3@|H6*A_,G@/
#?."V9+7)+TP?ON!N2?5UZ^JAD4SO#M+_.8W3# M@X>W&@K#KD=?
6'N"!OEPCDMO9MYG;?FJU&O+\$ \$VR'OSZ)(?U0Q'5+|>9RN%1
MCM*1)"KDNF=%ZW>F7MI\$;^9|>7F6'R%;'V.W/6MN(N*GGIO_K0WMH|2,=1;H
MFE1N&N\$'Q|+ '0:7ON2^|F'DY* LH#;:GQN-! ||WC_ ^V70OQ|\$90%:*39PQ1H MB76F-
"D.7/G6Y=Y_G:V/6,2AU=X&L*%J1C!XOCT9YYX>|L?:^EP8*C MOJ3T|J;RR9>H??
V>D|&:;)4M3S%/(Z4OZPL!6E<\$2'/:|JK'64Y-;&"0% '=
MB6F=':73MW|UK*=%E_4J6;_ \$NHY.8B)W&L.U/3G3DM-D>>3JHJ34B?J|3-
V4I/F\$SQ.8I_W;:P5|2K/|<43_%J<|6QQ:V'+T@*10 8?1W;J0*|
M8<\$5\$WT5Z,Y|>ZO>'JD:*S;_-G=%7DGI#OA.E\$9^FPDV\$*,SUG%W-1TOEU MDT?
XT<_(-=N&!X7@?UJLOR1|)%%'E^6_HY5(0S="AW/NS|/LU3J7N@2J?@
MAY_E\$9FSUYT> ?C?|@'W?G0)+F|>540.8WV MA">L-
RRK@23&KORL^Z>|B_|W9VU\$!*4>OOT?S3YN,I.?? RF|B|?U7"(O1(V M%=
(%2?,KE75O?)AB"D#CC* <#+|St6^HT7@^E=ATT%7R)D>4_"C/Q&W@"3(G
M1_<9YA7CW8-RV1W?D|+H2ZJ2;9\$|:YIR^1R-SJ|5Z5Z' ORDESEJ.4EA7)9 MOC/*\$NV!
P5?E^DB"\$&O \$XK\$3"E:0/R\$V5. |1<3+7TWGP2E;7(&-R*G)< M_-MAW9YIX/" MV(L?
Y" ^),^6^0_GW3V/T48ND*-/ +9(AEZ/= #8|+O)-F> &_4ZP25BG7M'|
MP2242L4Q4L7J.D';|B'UV4+X-N&|0C'U!-BFL^V%Z8E5J3KU/O#<,4^IDV
M6^|IM7L>X*B?C9&")T!@J(-|YMG1Z&H=X'6%?V4|H|;!0U=3SUZ|_JL"+B2NNRG*K)+
M>9O|W7N>5143|=0UVUKC0*&%TH->%OK2:=&!WC+|!6|*!WK(L?7!NV1+3.C
M50FGU&)S<< |Z0|.SJ.%|U4"Q"U7Q+1!;7.C9+ 1_HF6_Y*Y7X**A^QML7:0
M%T1C>>|K^#-P>=8B+@QG4O:Z!7" |?VB%| #NS.+*_70">AHW8.&3PZSV|Z6E6
M&65P?74|+IM>U>;.^YDMN#/ 73 Q:|7<,'2P+DH\$C|K># EPOS=X;HN^9.F1
MEG4B;@NG#OT#)3E^ |I9T9\$R&%=<793&=C9<-.=|9|HC,20&EF?FQ_>7ET5 MZU:@!
@H@-G|S'>NZ_O,%S7?M8LR=|RU@8+HBX%SX|@%)B9WNQ'H";O:|>E-(M(JZ9;@:?)
|Z\$.|/\$:2XL=MGE|7F=;I3*"U1HWK+?5XF,0Q0,T-KTY
MJ'UIT*W+G7\$83._ VKGABTXN3SBX'B%@V!&TS7A4RI%^L,9909"D7!;Y7XYM|8(G%':#;
(<&C)K)_H1ZTMR\$<:ZL;@C=6|;7ZX5%PAEH>*==SN6C8
M| |^|Q69YVWE:TNQ%'*"0K*PM8"HI96P:/?7.-RRU*/30ER|@X)(*DW5IWAUI-MEO6-
&_JM68VC(%-|_? -ZP* <*D=6(|JCWRSV3RC4A3*A,ZCT>3B>|G,ZU+M2>
ME^0#*C6Y'\$O>_.*8%?+T%WRT3R|LWL2..\$6>EZT4KQED.|A;Y>&R\$|PSY6>
ME(8+>9_BIWH(>T_ |K>TA8|+P)6L+;;\$MD44,:A"UO%UK1;?UA4_8E;U3
M"ZF\$MCM\$| V.%3#-2Y,YRO5E5.QFN*S|/\$#| VXB>EXT6^PF.S0:7YA+&T@1G-MP5S*
U^@8SV*Q:O\$RP/Z;X>.2: |H1FFK K)&3.#6B"J+X4|_ :E4HUUVQ ^J M""O-|XGP-JTPL|H
+%EQ4-%>6NH,@|M.G|O5Z!-T@G=&"\$;"+TOY5|7F MC2-DIG
5;\$%P6:>A&L:B3L^*7#34(3A=UL%URY?E2I6->QYIUQDK"@AM_6|7:\$M%?Y!0U\$SM
M<32C|*J|K.UAU7GS7C@CT|@PJ"TR?
JP';1M^E>+'W%^|^|7F/K1X| (4H6,|0Q(!7?/:>R41N%O<"S!6<2=JN:%)19
MY%VF,V|K3,M\$'3.L8C.=+\$.7E1+T^,&&:|4X,3Y2@BQMCB(E(#IB"K|JORU9H MJ0=
|PTQGR0H%5U^H@;!S4">+30OAF/PWB|LT-Y/> VL/<51H9^|H0V;-|F
M!^K%5L*286)FU+85(0F;JQU5KR!-%G8(MS8=>U)JUG'E^NFH_0;'+
M%J7W"\$|YMRINV7&|P8;/Z> O\$Q%1OF9H!^:;>:DT_8(HL7'X

MJQSW;=R=;@O?:QE;\H3\6@^OA 1EW3Y\$=*97@9\HMR8VP=Q-A#F_KQ#SMKNX M*?
8/I#;91Z@M8K\EXJO'/#RO=5) 3*13E/CBT1H@VV_5!(FNKJGVE7\B_,U
M9=/.B19)B^@YO#7-F?8"NF9 M04>TXD<>Z^3L*/JU18A=FT\U\JA<<188SZ M
fWV^(%BD1R56"3,CE'>N\B1L.8S2FU5X(G\$GYF.#GNWE/3P49\$0\$';@ M(8?005W7)
C,K6G_8S\9G1\N08SPO>^E&=*J8RZ>P)EOPZ6@T!"0LOV/O;
MQ\AS+,T!;Z%V/^17A44BXXSUUWB3(N\$T#M6G3=+/(198QV(;=AA&P4R9"J9K MCV
=VN#Y-'V(+1ULD8 S.)?3,^BN#,S\$L_ \$;L*/EPI#UY/IQV' H\$U@IT, M^V\7
Q;_-'WX2FELL>-^+&!^1X;2(^>L;L!*GS'G MTN2XNBK0HA%J3794G5T GN\$;L-'WF?RD%
f494Z)A\2O\;!--K1!RV2W*VRVJ MXFOZ#MP6O*KX)<^"]>_!#X2IU&"1R7.M6!LU#=-W-
^)?V.;>;TS&N\48-3B.U'P"C% ^6S_FS\NC M1\>C6\G#F>Q>\8W8;OR=Y\$A7&?*/CZY-
)O!+KZ5=#I/H!UCB8&"B\;WVNM2>3D\UXSN#;F\%/I>M!\\$),Y_ M&
+UPW\;=GZ))?"ENYY'=^J\;E\BFFALRZAHR1? X-^4I6954%O\2;5V;-
MQ0LU4\#=#,DGU>&QE4;4C;JDB""9D9\= U/>WT+;!QZ_R>)/I'S(HS&B,^ZS;
fT7AK\G'F#2HNE.*+/I)7\WM;"IT""2?1#;R4>+3EE(N^\$;%P
M;X1G+^8B\OY\$X6XS\FJR1&@+Y/N'G= _15O/Y,%E9#KG0GBVU3*%C5+||A,@ MO?
MG4U)"3""7Y'O%&'X&:+ _]C=L0_ JW\$+-D)ND\$X9/(N.7A,6Q<2S=|;% MO9/FGHW\/#UD.
(2;8>N1OMK_F\JUJLAZGN*RW_,F+Y\;|_#U0 M-70U=V/9#*XV7P"
MQ'F*F;OXG@WYTGT9W1^YKS+HK\Y=;BERF_FKH>="H="&_J_G60_/P&*#?H3
MH8P93X!XRQN5VZFN"TL2L8T7%.W\;:9)Z\EO*|U%Z\ZLPB%Z?^P=SLA=P&GV
MWF?;4G>F/@15*U?N\;RBE),J;A28/STK5QGL!^V@LH;+A,-7@;fN2VN>-
LH@EUCAXHZ\X91GM22_6I&'BW\; M4<^Y"WT\+J6;TATN4B!7*.\$OH):GE5
MU)&6;5=;L*D2OF.P\Y0&L4?;+|B\$87@K%|;8,&;4"T.8Q7G1_%51JV_#0.46
MG#OJP5;^-20'WU!E*#WS&I8,\$=J,Y\GHF*2O"O-2F?;1DJ\9=*".SY7O<7
MYVMVM0Y4U.BMH<)PU\JR'ZB(82E*4("X5\.(JL-?1?;JC&BSJ)G01P>3W;% M3HW?
IE4\$@\$H=I?U;-X5@5N\9 WX%H23#\WM\3-9E8VDAK=MK0W_W&|<\$">3\$ MT?AA4Y?
2@BVMWFNVCM""&;ZH\O0LO=9P,T5 M.V<>*%9)JDP;-#PY7)5L\K6!A5?
KB690>E4K\""7\!1T=G6_\$&7_OC&VF*) M#^MV^|D(YD5\BL8U7Y.;BUBKL\$/V=;N;
f\$Z<,@^- \$P=7RH\Q5K_7P /"&;(0 MGT\JAULS&H5DRV
V48\;|.LJ&7)>=DH9":I#0\|K,KR@!XMQ(80>&I MG9,L3=XK@f1?@V9P7,
5\$M8*T)5=L,#A *2N\$I&ZT%CSN\|,3BA1@0Z\;6 MV6G)?X)B.\$J-OP9;.,^;&+YC4?
EL/^T+4F9MPTL6Z.0W=\$5V8%V=&X(Z&;PS
MR\5B\RX0,|4\|##7S+@+>!JX,Q\,O4)Y#7?U!\$";XH9 M"A_ZOS^\$/5ET1@
MF;PJ9AS/Y@!B\|\$<;FYR4*&O--UFXTN\$EF-OJ&@5!_Y143Z3PK2+G,|QORH
MI%5/;'QY5V)?\$J1\$|\$:>2PJ\;,>)7OKT\$39<2^7_D+W0\TPBA_H<1TO/8\(+1
MD\(!@B3OFMD.9&ALXGIMW""\20ICVG<'V9;6?A%L'Y*(*4%;T1VY=UN)Y?P
M9SAH.#4MF&8T,)9TJ9.N#1B5E/PH'E_K8:41C.>0-<<,(L7OFU5GX\F6O\IR^S\$ 31-
6^DZIMCE2I;_56DVD4 MWN#/P^?OGO=P&J'*4<"SN+7YY2N8:53)9V\$+-
"WW\|SJ)D>>+X.YRPGE\$&0-G
MI&'7NDA':*4.O(OP,ZN1Y@JL#NG:CIE=/55B_ ;L'\$OP;WYD\K##_ \$QC;HDA M9M(8SZF-
V.@?^=;!f.H7(#9NNG\6(5IPF65>BY46;.\PP;J\J?8F6I8X9XN'
MHG\(&N\AW=;C#8CY\HX!7OI_! *PK*2\JS<^);>G)1_5\$-?D)4Q!1&BF8U6\$/MM7?
%DL/R#U7DX5/FK?N\B?M\#A MJE0@3EU@(W29H\LVR.^XNLK;YF 84SVXL.8\|)65M>S-
K1,+(&"A\!% 52"> M;GIV;R1Y.3HM"#3;!\@ \$N+-6C+3L;AXSK7.
fL"#CH<f1G192PYL"@ 'S\O?;\ M;DM'BDY37SJ6\@K3;ON#-
O\|S_(P;Z\QBJ(&.!8ZUIR59THQCH=.%J!AZ6\#\$ M>*B
Z/@M34YMJ@G&JS%_I!@8LA0B#%9TFTD\JM,\$*<>YL&AZ5R"/FM@=:?\$U#
M;\$,%W6="_B+XC6WKL0KLJ#V.Z?3VV9T-.HT^ 0H4K\2\ZF6"6HYMEK1U#_!Q\%6IE?
O+2)R+)"GG<'OX,Q>XC5H32;3
MB#.9#P'^B2T3SKSM>@+HJ=R,>|*4/@&FLSDH7J!FT\1R'O\JM8F+>
M9HFHDFP2FW!@/M+G<1#@_T\$->#W-WQ"E.%?I%-_15_8)|0#65\8IXS^XIX"
MN#XO,P(\$IU!ZC#(:.*DYHFFS%\X\$%-C\4YB'-77L6O:@C;(#0I8G_./,*;L0
M4.O9/G2^#|= \$:O'WQQU%_UV/VO\|\$@'+ZGBWZ4DA>AJ??7QGT3E\#IJ_|E"\$ M=X?6"?
Y\$#+B3&'GT+%LW?QRK>K9"JFX(4KZ/B'0Q(=CQ9"#JUQ^OHQ@ "T,?I
ML+8BP0"1AVRS)X# 2\ _F<||V\|05&+;CZIH B3\!;M1_FXYLG?L\|VH\ZQ;_ M2/(DIO\|
P,186S?;JLGP%;=3CU97C:T<5 >F;Q\;H4HU\&(HB+(5S*9\$ M\^V8,@!!YO\6+W
PP#"*L85O\$ T\|)2S@_*Z\?+@7;:%Q+VU6F)>_RE8@|S/M^K6J+
(H0/4KZ3_OI9E4_23KT2=,(fO\ "@RO)O3WMNL6%(6F*P<;>M5)=K"* M>&U4.)^|;VW?
ZWIQHWG1S+8.HK-K-6*Z\$:VQ4OZ\$"9.:9)T)\$\|W;Y>^#B_ MMQ@TIKP;

7OT2DU:06N_E\$#C M2#3B_Y\$!.FOGUDD1T5GS_9P]8=NGX.74KF1\^AZ*I^U^J:O:AB=
:&X%6P<: M8T:\$9FR*C=7R3-|OR|.B 83XW;VX&.8W7WOP*&
{O\$"#8:188WH%BS[\$]=%+E_RA9PM4U)1%:VW41 M1>0F=AI'+5?LOV|N=U.&GMY>
|JX>|G U M+)|>F D\NP/Z#5;HB?LPR?'DPHL7:TFZ7US",QW|BI@!>7\$A#G4D?@ ?I8BX
M|=^ ^#NF'H/4CF^|O83,H^('&W CX)9J/M)_>^:|JT.)\NW(-|PJER@QSA:@
M9O_%L45Z7&/X!,AP3&/K#(@\$TU|G(+*ELNH+S6.3JI9>BGL;(9|;N64U;3WB
MD)#Y.YB*//L%C)HP|1,F"-R;(F*_I_1@|Y@%WH/.(J^UH)O?D@_7Q?
MDUWGO|G)Z_6)01(LUBAQJ8(=IV73MW|"("NCK-UQ?EX/|7!002 MX7.OL:2SZ!
Y#!@|JT"2|"8L=%!4RA.@LU9>:"|?&\$V&:|DJ !'06<")/ M/O,YREO7_EDH9&T J|,6|)*
(Y)3%)>Y+C?>Q%'M"QS7OB9WZ).3A=1V%K_/? M<1-8U00 GPR1JA7/'E; CM7_-?
8OU7Z_FF7G**|1"|1 M|9:~/GMPY|ZERRSE- BOZYU|'(Y)?\$0*OA=_KG?
T|B+_N\$.UMI/_\$|H0*|\$7 M(B+3NHD3,-PG /,SK=:RD|^*(OGXY:7:5(F |+X"Y(?#5?;!%O=.O
Y-0E.^M M;C^XW|(|(? MSO>GIB|!GSRN:8%|G008*45M?Z(%&B#NQI?
_2@X1,|5T(VWE'#.=W;"4@+1 MP(BCO^#BOHD|M#|>%WHBJ&@U3*
*/!=#BR""L(G9U6P;>%\ABW*A|>,'+J7 MUU+BEI""=G@|N0A8!R
LGWQ(GE^=:XCR*U/T=J MNR CB\,9+@?<*-@ 'H36 F00SDXG\EF;0.1\|V
&&%61('|5(M7#_|5|H MT=S)""?3Z"AZ50+.B&#^|)V7?"RLJ<8#ABL(""_L?+8)?\$S=C?
T031 V6<*2 M7AIMW;|WP|1L5%94'&DGRUZ2,C.K8Z0V PZ2
MDG2\$_5)\$"@EZ9E9'>>Q_@@&X#S|.IBV33M>JDM*B6V>G_Z|H4C|WEV(1|1&
M=*OZV?-12#M0L_LE=|'\$Z"L1L)CK37?8PR_DFTZ"=B#O|N|5N8K|X4"?P2_
M2U%3AJ:'N_T>B,#Q*50<+|N/>.%_1 U|MPX-VOQ5ZMJ|/36=ZD(>,"=CATX M"
|B*PXOP9GWM|,DL8BJV:%MQM|H0IHNSE^J/,?)F>SQV7,,^%5^XI/-49N6
M|\$XTH>7SD.M;_9=N8IG;PMZM/>5MC|-ZS|W&X@%;1|LB&|0QINZ0|^*27EOG
M8.ICYY_0FKR,|4%*2)6E" 3 RGJP%5&|2/'|W8Z*C|Q|X9(|B>36JU+(V:/
M|A)P7,8T3/|29T>|R"+ 2+CBM0O(YPRKLA(##
|UW*N1>@.4\$K@'<4NOH1:VJ=3!*J_7*|HAS0AU9D'K"EK%_M6Y%W:R@ABQ|PA4
M|1&TM"|J5&V)2@XS=6^|O?|,9_989_2**OO:)%!W|Q5|53F)O,&XU2OX5O'HD
MH0)RP)6D11T_L?GT =&,:|NL"||F<"?|S|Y,:7YC|E=^>\$L|U4\$7C"33.|H O M?)S;/E-
ZGOG|4JAH7U?R';U#|,G_%8G.!_3|04J|,6EJ,:N4+/'=K\$M!><
MCV2H7#>F37&YVJP_0KDVUA|O4G%UMWM_1SE|0(\$:/P.W;@4;EX';H|\$S/;|MC_>*|1WN,
M+5"%ZXKF1X*;H:%.1SWYV.)"W=;S\$@G|V?3,1V_R|5TYQ>;%|N&%E3XQQ68
MV.@KK08,8=K:|ID-L_#Q5G*2BXV:O_-B91_F42_&>R(\$LT.>36#VJC=:Q
M:_L)9*D9S|>CR&G:Q7H:R:C-UO&D1_|A#|#:|JL3E=//JD4,O.<'?:39XV8^ M0@OQ"P0?
-7TZ6|8- QZB22&%IF&4@3BWBSY=97&'Y?XYC;YAG)|O5R1?7Y=A M.KXAW_"
|f%2GMI9,W-TS9"U:@EQ,X_74F_-H==2M+C>2Z
M|LS.Z?)_%\$AAK3;8A72CC>3G|O5"6&6|\$I.D?;2D_#>)|VV"%N.|C7)&:)|AM MK2?
|5BT@#EW\$ECT_09\$1>(C9WXXDK5 -Y02P@&D_DPN2R|.OH1=?F*"S MA_>(%*,7
M|2QG7Q|T:21.GVLH8F\$6M)1_8@EDNW4^\$;QVK3E\$?L
M|S9.#U<.|^(>>CH'L)NB=7L70T;B|JX29#|QYUI%HA=9<%7|OAGSTCVV>_
M.O'3@'D?)HO::,FS=&O7!T+99:92|@:;D=04;'QW#^EBB4|EA%;;?N|O*M5_1|N|
(^N<%|A@UGXT)V+%VAG&Y6D|043S,7@|+|%/|V6P% M#|5IX;U"OG9|_BX?XS|D_|0#N+
|NKDL4@FZQ4=HD|NY,9,FK7=4)PA!|RPK@ M19ETM(1
WEG0LF4S9;3G*S_(8GKVM_|XYB=AC,|/GU.D3.O_9DZ/-Y<3_8N M52>R|4##.D_BV
GBWS|O(|L4O_V;M0?8(^#./_-18'|&% "M>Y'VG/_>L|HY MH?5%:*G>D4/LQ3*
_/'F3*SKXAV/Z:E(|MJ6H^B%V7DI02F|F|FIN^-.3L!
ML1""|T"&>T9C;X;PUP^=HUW7"#P/OL6) U?M|E#CD("1LOQGN\$-
_FFJR93SY|3=9PAI8*8WMRYR M=_C7D/7003?8&D1<,QQ?
G.9ICIRBC<*)9@@<%:@N%L(#*1^IZALC,71U18|O
MU)>\$75D^G6QDJDR|7AZ(ND4J1M";8\$AT0SE|7+1G@88B*)X7^0-Z%Z2';V+&
MC^~*C1\$&7+GF2;J.1(-/_5#N|,;5)P5T'5V/-@6!_B/Z&X,Z5\$HKV^3'>_
_"|RFC=%A<'|_JWG3*Z.<&WM'A(* M79A&:K"|K=A85D)VS"J(3=PA%?;|_V3R6_6|7ECVF*'
<2M=TYB^0'9C/;C| MH> :|2G&X#RH;?BX;D?
O2ZG@W>|K:'J(=8UL;66@5E5B+D3ACPPB&?T=NCZP M,1RK6H'@CX6&M|Y&/
<.6LE7G"&X,:?3/GSG'GSP1SPW_|,E^DSL?S0X+PZ
MS1P7+T2(|H#+3_7|AXCLN0=^ZA.GR>9/<>DV*;AH + "2<^*:|/L"E_C |J, MY)@))
)*.^WB"6&X^V'(|J<|/O%/H|K-D7I#%?@ GUMW|<&7/FAJ|,39DV MM
JBJDYP4JD.!-3WJ"V.C,X(WTK%J\$_.=:S)92'IUH&\$G.NU@%E.G,|E7IO7Y!;!X\$MZ)G+&2
MTJ,^2\$,3Y.P^>,:G+1F|83927-QF|

MWDZH:9>YQ_3B=Q*/HWKQ,CC/"TWJM/Q:4WMT_=#.>'LJO=BMD+7!J1VH^E:
M)UY)VA:L4#D@*Q3957P^/5I9KV)K+3;00%I=E%'A^K5%8/70_1EP)Y4;I_9 MWON:
(^+Q5;:GW^SK_36 M*|7-%G! =1JOMLAV6J/S\$NDF"AJ,78A!^>*53^R
M8Z:C+7+E+ERDM#1MH>>R\$&WY33="4E-I(IH\$,+Z^1!\$PGT_/+6*>Q1(P\$%
M<|OF%#&O88/1B7M00=|*&D(XSQ)97&5%J@Z!(G3-VX(-JWM;:V0;&%H>_8;2.^3
K(FC6SRH%#_IH#_Z|YR+^A9?C|JBV1NT)\$ F462Z_)93
M)EO\H03:DWX0(0Z^Y"U*/UH#HY7.I^O(3N7/SD_MZ.1=3MI"A!.E'\$(+
W6_>7I2I2QZ@769HE9SO3J\BK(6_MYS;C=NCENUOIA:#@M9IV\$.I:G'?ZO\$'DOJYVW-
YS)D5_IY'LV>;%N-E\C7GA-M<+OU.:A_)#04NW;N.S7J,"E3N*U"
_;"XM5%UZV53VV@S|&H)7-NM/UD:Y_M#B!AD#<:F@4HJEQ\GTMYIYD^N-
H=S&H:7>/O_-%.46XRE\0;:G5!FTLP9AB4_M9|*
(.79%,*)\HR;U4U\6;KFT*_3OYPIV72:QOD)I?00'\$3PIH8(@B/%9VIO_M+5Y/J?
HV:|I"UJO9I;N2O"|.I_)CM"NF5PM!!_LQZ;U_FL2:IU\$U(9::T_M^D'Y5(>J*6)V?
@AGM8*5A9L'EJ?00&3+OHL0PZU15\$|Y1@|W2^GA*#L|@0DO_M!|"0ENIX7G3;&FR3.?-
A| #R1\$;J+| ^D*K'^2RN&J0U1P0=_DGUF
M7|J;:|WG)&N65)7=GW8@6P|= %FGW9^|Q|9IX_51FK^=|_\$UUE&.G>_E-P06
M/*SG7GF5"\$\XH#5ZL.35X_M?
TZKV_5O|40LTIZ<0B@=;|2)9SKX=HR:S&MHIEU26_K7B21AB1H>&R'(50'_M0|MG@
6Y77?K-!|H|W>B>^!K65&4_M).PS_D_8^;|1M/T5;| %
&CC!R;N5".584/J10\$|DF((ZW"YRWPL647.F1^20_M\$|2DCT/%RH;S|"MV-;
VF)C3|K|Q90":0CDHMK=\$'F#-A00%MGDJ\$A*+&YM_M#;|6)S+N;KJ;AP9O;:007T*YC-
IGP%ZUAHH.?. "A|Y|'BZEH\$5NKR'>&*MP1C\$T1\$QE3|:61BZN>_VHV|-
_<2%RY+;:;!4;&DF%1Z&+V2Z4@+4HUJVH;:'>_M8-
U54B|G|L.R8L.33O.5@\$573P#CAZ7CA87YX;|8.;M^(AP|C>3;-<8W6O*
MLGVV3'/M&E|:CQI*%|/?^X-JOP_0)%KLOUS8%79_UBU"P@TEG5;|M5_AT&NGIG9,T
MOES0US)YDOJ|CXFVBC8W&R8"%4S\$@M\$G)1)GK#X5_.5,W.FC&8&@R_ZM
MC3YR4'WDOX7+|ENLRU;:NA|VZ'H9O&*>A7'4NF@."U+4:7'5_9@PJ^U\8C*F|LG
MUAE-<:^Z50N|NSS0\$ONP9P4C|V4_K/4!"3FV7VU10-=U&LGC;|T10'3@U7&:|1AB9;-
DHTU(R1_'4B&7^S80_NMR(S9|UH)|M")+Z:"JT"\$ISTF|*X|7"U&OD0|?
WN|DH3X!;VJ'Z6KX0RD|'MT|CK)-M+^@-.)9XWG^|V_LXQQA>M,12J"^.81+
MVI\$I%|/?#|9/7&X|MK3S&N-(%,7L4-5'A*_J|3>D?ZKV|?J_B%V|)1Y=.UC
MDVOAG"1C<=|7XDDN6ZN9HL9L|X|YKH>2ICKB5(O('B|5AU|U=_ZXW@?_Z4L1S63.J?
<=E?|ZV3^V+XN|.5DH)63K+3-MDOEY<8"@R4;NU;KC-NH;YO\$>
<7.;@M|SI7Z8U3(3;/>4DY.Y&R&7/=,Q)3'-M%^5--3&ON+^VEYQ?6QN=%,Y-HJJR5(2=
|Z48-6@Z;I:1D-(,?57.R3Q.P)/0_M2<&_MC3R.?_2DL_N^|NZ'.|W&IKDH&5K%UY)
<|/^QAV>"S?ZM7HM=YLP0H9Q_M9'_DM7H|I*6Y'#CO1+(9RG?WO,?
%806UA|6)._I=4AO-H6.LO4>4?&RYR&Z#&>NZBXG'Y?
LCU.AO+TR.U8TZLHLWW=TW%VCJ1;_4+ML1#02((3Q;?
I18#L/6R^Y4_C+|_JO22/4&4@!"I/PB8R|5!_5DRHPOB-;3
MH|ECMN/O)H9=SOYL|C_|U<@7/_X;@!-@QC=-E7(5J/.D^80*>,1GD4??,E.M'FL;8BDOZ
M:*W4&BP0QD=B;7|L.4ZKI28!N.#004;:|46|WQO|*/17*C,X6|VV\$.TG'Q'/M\0?
(E>369T%X".^ ^ZQTKO#7GC9O|*%"E?^VNQ"H6K;:/&LV_W?74>V>;V6G
M1KIS@E93TGBL=57I'&N\$7+VYG2LLE.Z!FQ-40616E5!|=I12PH/\$XAJ)O7
MX0:3:XZ|*B_NL@5SIUSD31,T:S7'J(LDT60E?L=ZEO@ (Z37Z/I.83?^9Q5R\$
M9| %VT'Y!;"&FE%3N\2Z*#!WTL72\$#_9J1TU:3T.9L7KF(|M|V|V|N93@'6
M:+S|@4!VQ2-X;K8GLB>)=4@?TL/O_'S:9;:|&4&3|9K8|0_>2-ETTEIBZU|6
MLH>CS%_)SVJ|SA|-.>8AQGM*Z4_Q?;U|6053E\$|DL71%MI=.P4&Z1|-
;R%>1|HJ1E;.HT3?I;S>R_!3QRE&=?23|ND^;1O|>|O/^W@&*MP#=-|I9WK"9TT=*Q-
&"XXJ|UKO/9'.9!\$@N;21ZQ?_!N_M52*U@<6B^#TD'42NN?
^9LH+TOZ>LV,PH:O@)1DMP|2/BMVND/2?#0-4>DF0'_MAK.*O3|GRS^6"@|D"8IK*C-
^M#D&S!;N/7C_M'FAFLG=/7<(:L8V|*SAHO|3KS^DORNKFW7SN-6?
3'=OUJ'V_0|>=RX)O3C_M4O|(!2\$/71|B\$@\$M/C+--CB@|WF5H|^>RSSYI"TY
MA|V6B|7^,R4\$0_T4E|K*C|0?'Z|Q9,_2X=Y;%^1+R<|7K_?)|68"1;_A,O
M|=R(/,VKEF;:C4V(<9:(P|32"*\$L986?5D7Z3P|'-C4.VSI%<|F(7G|AXP2
M91Y3GB4N%D"*G1"F'DYQAJ;E6W'B<>D&)N-X'GOB-).H?I\$B3#?J3VE2)FX?
M/B(|@K>\$^*0-=*3X6*\$S6\$Y/Q+((<.#>R;<4YH:L0W!A*MLG7|TQ\$N;:'(@D
ML,#Q0.&-6TJL2)|#MC(2U;W=8#Q;X^8F+LXD(9H_B%QZ!;8L_*2%>"8MVI2_M|
|C9DL;:23U"<11'I#L8IJR|5CS|:U_-BLO_H"Z?P>RYQ8RM\$^|M^BBMWQ

M:E,SEE,N;|^TTXAFS*:_U%DF/VLZ6E_P,O%N,R2@5RA7)U2XXEM6-(X8@R(I
M,D708+OF^JF"[E6VS*B5DS&?-D4(=D_9<0X6W0/0V<28"HKEMWTK_UY_V_P
M""L4:,7)O?_*&8"!7JML)J@2+M[6DU_DLENTT?IXJ\ 3P_M=(L_H52)6L1=N@; '\$5/H?
L\$B'95?0*4:0F=8VJ3HCT!UM/A2XV2!_JZ9'F_MDU5F=[;S0&V3_JZU_'I
C09YQDH\R/7U\8916#U,J&UE1;_HAHG,6/J>DQ5_MTQR+2&ZPRHMFWS./ *23(
M%@E:FCSRWW^!"X0S'Y>? &ZJS0&%)8O_H!=86SG'?V%6&_WZ*TS^CU)M5'
M=\$SBJRZ\G"P_+,4'HR=:>'JIC)R!0,..?]<3IKFO&QVU5%8)O(W!4W.^[^V MN.
(L_E21EPRRSU,+UE4"R="KDE;B/'_MOB;'82YF_]=@7OYF(%P)R4R/H;0;|BE)G1\$VFSR?
SO|SG2@'5^1P,04ED^|. M/-YFL"^N&MSMYF\$1K'-J(M)\J3)JMRIVB8^
5|Y_E\$++UM4L/;.+E%F+4GX
M8D*Z1*1!F&.:9!&ZN#05Z^C+\$Z!M00I_Q.3)\362W/F^[WX8=OOIYZ'K)(/HC_M=
(7Y>%O&45G74C5Q4)-X(=OXRVR2/X0Q_XI5)F4->18T>2*VBWD|HE !L1;)
MN&.)^I>_X1UI%3?CL"//*4QSX7Z+<7Y1MXG*YI?
MKX@QMZZR/\$A5OZ;ZB!*"1^Z0#1LA/;(C3#SKWEJ7?C7%M-/ZEUQJW1_#RFSY
ME2SS9|MMK-?IB/5.6_OEYFO7\FV;JR#K9L1#_D"WQ?,Z1357N3-9FNJ@CB_M
_G=&0"!|FOW_T^ZI_04U\$5L2WH^"0\$WRNR8_Z'+W2/2#7H?8MNU!_M*M^CK^\$3H-
4_|@#|? \$C^90|2|B\$ _WR5;+SJUS#G<;|SB8YN7W/J|OAU"> 4/E+^/BR^Y'^^@ "&4A*\$_M-
_#YI_0_<#!3FVZ\$;4+.;M|!9&R5BL,_|P2N
MJX_M+T%VTGE>V|_.04"0V(2EL@=)M2@S1/|/%D2E4+)N|S5BNB1M!9JP+FN*_M\$"
/WK|9"G+P3FGA"U5R@F&W/)\#E).YX^1|/#U4Y/N.|_M=MS6;?FR))GX6PS2%S&,_R%&
MA3Y@6H.62%D: ^)XRY55#ZA"FUH)V5LU0250QT=>UMB?_Q10#BE_B"9UEYM\$3_M8)
/7|1|S*53+?G3S\$/#XB'1,I0WJ,U@,+3Q"1W.,2RI=@G?S3A)-GE>
M"H_OLG+C&T\L8.U;C|)TYO(R)&J;RC;SP."?+?UU>5P|_Y+D@^5*Z%ZJD35S
M<%;:ZT4*H<4>(W2O29P&AK;.:9<@1##:7%|L8>'Y|?AMKM_F|K29M|+^#&|H_MVH2)?
IO;XW714!%PZ|&|26-|,0R.#MHN;M*C.81GP(!H=7'@A^T\$P'/#ZG'_MZ+8TANJH5#R/?
L#W|O#70Z|OR*T)Z=6BV|&#>%AA_@6CZX?50Q=!CCI_1P|!(M-1;A6AZX1'C"
(A?/=2C#|:Y7@6)/U|"05_FPM*RX5%X%W>:FU)-|WS?PG"(S_M+R5@R-
X'_X1;M_|;D/A7:|O=.E\$|*)WC|Q9OES|I% '@391IV)BXB!'H?'T"?_MM?W-.,#Z9N?
%,:U&5WJA.5.TU#9)&#(CWK>U_|E*9!PCJ*2EJ)J/T87R4|?
M|@;J|..+EA'^*!A1.B|J%;729X>6>1?NW_*#|9? \$87|5=N+7VW: Y0U!YQ1US_:OB/?&.G-
<88|+|B>|TZ% '\$7MZXH!+E!|4? \$W|=U64F3
M#;E)0_:NE>QQ7_|#NY#RKB|;."WZ#S3FDYTBEE4(U@\$L=5DN5=NTL;/B*J;J_M-H%PV?
&O\$(S2?QY_5=38X-43;/Z|V5|.7DX_?EGF)3* @)6U@*"5L5"X\$=C1_M)C_O<8H7!I_Y.?
_D(_*X9=D;F;.,^|C_1^4_&F_)HT\$U_L4O(&YJGP"QV_M+R|4O!-YG_?
5G=|EOIE6#@V&8\A|;#;%;R1Z;SH3D|RF?X*1|MN8I^ ^,5|T_M9TEG)U|!W>51KR&*?
R@G+>9>B\$V;'C&=W;3HSZZZAW4^|#!W|DWWN,A|["C-MKD)YW@XT-
QYL9<.0>T:A4O--N02|1-8=/OQ5U^XJ*_A+D!_Q_1B3YCL_(?!
M|1|9D<%*DM|T:2!\$T;EK|80DR|!"P\$TA"MV_D_P|<|O-\$F+|6JQ0\$!T^|ZV2,Gf0
A+'H=*RPP|F'>'L>RC<9!9|WNR_M^_
ME)V\$|N%J\$GGX)Q|D|H,!^"ILX_\$(M/#35!_LNYFR4#4*AQ:/IZD|1:=43_M"B9V&RXID=-
_)1VI^?AM5|7J|!*&|+-1BAC2?|+DS_CG#VKR;)|#B?._4/=M(J_P
=Z%83XIV(\$PO!Y271|)#789U*K8%6W0_5#^PZ|AK_M'5&&|790TO7@XR&\$W7?|!?
*1OMGV<,FYNIPVAS!L"FMN_05D(J:8"E?;_%J_-MD;:FP%_+KXV=")H>=[7/0&N98_D*I?
V(3J%5ME4HO*|!VG//FV5;-DU1&7_MVBH&511ZNV%/N2F0;|+HH|?|5"?
@39PAR|3X;/*"E=.;|Q;|/O?8TM3XKD_MYL71JT-C<("D+"S%HRQ-
ABZOL*76)+!A0:TG+|O(H'VWYRB"O=D*F\$+^\$VAIZ%7)H|-6;&N>_MA?
CQ930&%DYT46)3A+W_+P3;.:?IH6VQ+.V""#J|= %\$K^*SM-+89';|8C@XS
M97W+EN)5%F2* @|!|K&6^H-T#OOJ+E!W,=[MU,Z++#%0I+T3K>XV""OB<\$|GH
MN^K/G*^6J7P;(Y:FH+!HDF+Z|L#5(:)KH:M-24F3QL?=_^ (Z(OJ7_ ;21J;L;|/F+D7UK?
_ROQ6^+|A?D-9|'H" M=.;LH|5HE9\$NN=C9V<^,-_MVKOYW\$2*?T|
<*R.:20&F84W6R#%!'^=MHQWQ_MHF6=-
QNVU<)P|CFTE9;:V%=;QTUK1DWK6D\C4KBDWP8G4+)8P9/4_QT:NLM_M3';EN%*-
@FQO|5U3|_0R^>R|7H7Q\$XN%(\$@,M/'%E.S-1SGN>Q2O<;O|5OL<3+M^XYFSZ%S-
BOT,L94JU|1E@_R@X;1J>&)XO<#>%6\$;#_|TYKZ^H*>8AC^=3;5F(M'|7=|4)^#=?
C6SV=AW0+H9774|=??*K!8C<_!EOJRCQ743D?5R^,)DVJ%IVQ_M5NW"?
|V3L|A|H|M7^|)0(0U7AN1KP7!*%Q_4#_BSMI.BKG5,518!\$O|X3|90
M3LHT2E.#OHFLNF|B,?-6=W>F2E@R@2'WYQH^J?P4L_Z)31_3VS|^_48N3
MO+^XBQ63JTD:WV7)@;%;:?\$C6;:SO_7UI6'0_6|9%OMI1D9%|JB%!9(TLS

MR%H8>RGKD'7(OL6T&1HC\$TDAR|BSE3"V9,E2:&RCB:R1|-N0&6/FA|YKS^~/
M|YS/FYO@N?LC&|DJ#)IY%:!8A);*EJ>0|_M3=(!3-M5O@?
RUWF<;HE3N\$^G"WNN6|G5U7&?&|9S=|VK"I=6-&G69|/+7!7;4L-=@OD-MQG\$4|&2J-
:_1-MED&45L)(X|W92\$L<_9E2;QXT+-K:&W3@EI^_GA4Q0QR+@3|_M|I>@HJ9^N))R?
4//K=)F|FFA-!;70VK|K,I7Y08A3YV0),,|\$_:--"XH:=..
M&CD@;NWEZ#E5RGP);),*M*,8^FFU125=EN%K4<7Q9?2:U!G:1C7M M,
(&S*HWQ,|J5>E(UHZ"4^/E>W&.|%)?W=^7GNA3BKD:7S81:):@G:S\$;!93W MJH>(EPL?-
|31-F#00E)%(F\$&)!/"?3@IY_-G:;9#F+!|%+:R(X|R:&BH\$R&+M\$A=
|O4B|2"ZSZEN/OVG|L-@R:|"E5)+9/N'2V0'F3H<|Q@K6P*7K-(IY%4=OG&|
M&:7|>)7EA+STU.">:GCS+L&Z'O=T (F#9Y|M0X^3VGS;#>:(H4:\$05|-SRC M|UQV9,?
VC3C)O99!3!=2541L2&A)&UPV=";#8X%_*;1T--2,0%+6HKF>N@+;KJ\$E MY1
=\$UZ.ICY14A#=#A+,(^4:)RQZE=43OG2/W5&J,|K@8F5KY.I%'-)K;V+
M1W!%U:INC)4J/BFYO|Z8EQ,N(Q\$.C9.&"*AJL):95KC0DV6^N-P-'L&PE27 M)XKMKIY
4%P.93*6;08|T8Y|NW(P#?Z=-|+MY#,OJ98!AL'JZM+*.*+V0\$)
MD^Z|_D)Q=%,0O+XPV|;SV3#@&_2O\$5)F,51/S>300.6@@:1AM2HA6.#B;&P
M*^N<.X4|C^&"P?V5Q4,Y4@V0B-4VR%=6=4SH% F|4RD9\$*%435"ME)|S7FI
MZ>=7O&8CNO%PL,1#? SBC\$7NU|>_M4+O0T>1=
(Q1:9B|Q|^Q>B(R%_S*IH.I.H>=:ERVMQI7*PQ^N2\$ZWK8A_R R MUE4X5V;PC-
N"|H19AMJ..4UVR R?BE(1=UNNZ^2(S*B=2:%B;|N WE'G-0&' M3MA2>;J):'I(F?Y0-
1\$FP&%IP3M+RJ,#CMX^M0"?EHMO)|W4MU:)<^HTJ|XJ MNDF)P!-?!P*
(Q)K?)^20WFL.Y|H"M427#0I5JN,.Q;OY^JE'IHH?6|87|2Z M"-^<3G-NQVTFG?^Z|'->
NO:I/%M@E_"ERG:B8%*_8HZ:5?/Y^<&>|6WO<(' M|,E"0 ?OMA 0-T_,5-V|: M;S;
(&0JQ5!1(((\$BS>*WQ9MZNPC|!5B%|G'-# MT=H'-JGL<#40,8T/&6R4%|_??
^XH(@RP,K;L0QI>U@<* 8L8PZ;:B\$B M G#!-EZ#|? #A;X*;2V+?L|?
H>W#@N'6""1<;O:9>5-DQ.S%&S VH&|_CI3_
MD4<=:UY1AUOE>5BOZ0D'=7NJ1L=9T#:9F/WB|>|GF@<16A|%>92)ESSNZVE<
MX(.DHA-Q@AMD\$V""O+8H^F|USB3S= H+>Z2S;KO1!XQ&XX+;M%9-X|-|N,=L MX'
1(4EF|OS)/QP2N7A'??N##,9)^50%3Z+2(4_XM;-.=S.?S/Y@X(1U.4UL
M^|QOP;B_XBN:IY-4FH|HZL_@K5O|G/?UEK'%|UO|PRXF_A8S?TVGE*. MC|
=A=:P1(")&JL07^+=^<%G7|2J&GGCGRV0HRNUM&NF*)=2"/5A0E-<|D:A M 3|-.
|FF|T)9H9JS/7|NW8\$!#4SN)/+R=T*G;J#2DXLP >3"D9'VSHTR"UAC MV|
<@MNH/FT|C0LO#<0FU+8I%,N<4WAIV3F+ M,%>GTOWQ'@/I=I=DXQ#\$=\$@9*-
*VR5G|R; DX_2M2/.Q-.O@J)EI",M<804# M:<\$|YV?SO;)6+.-=>=4_CDQ'?\$?FD=
(E2_.73EQ)GIRRI=G=/%WL#0V)T>-90/%431
M1\$D:O_!PBIGF<5#S|*KT+*#IM,&'C&O#8:S5-YU<^/B8Q"EH+KS-8/V 1/G M8G5M.
(@'UV?4"4EP\$>)+OD4'W)G*:+ZC<5S%Z7|H0U/EM58 'RB^AZ,/>_QX M"?LK7H!?
GIF&)V/C4-S;:61QU5=D^'W%U:(JYVX.(MB8H*7AX@5:
M#45^5RAHD4G09FRX"G|H8F(F*4#7I\$;11|Z.7 V=4%T+VHO;A0B4YUNAM+;
M.9Z#F(.)OJ?6#=\$NNETM#5N*|EBF&VT|FRJ '6>SPL:SXC:2*;;N8\$==N7
MLX,LMU.@J8UML=P!NK(Z'H#SGT_Z|Z/B H+C8G5|C5EYL MXUXMP/3732!@9!?
6;:7|R'="0QF#SOW4\$>#9OKY R4\$. \$|^- '?%H((D6P%_
M/5.W*R&3:>%OX?|^_IXDH_R:XOKPM-!!2V?|)4)=X^W-^1Y+*XG16@>2@K/
M;D/3)S=\$GN:K4RS@&|SNUS"W&I1?)4/3!T='6.1K? P)/8HL 77.'2.@(T;>
M|6|VOH!7/XO.C#LXX6:"RN5O65>W&!CJ;^90=<3,N13-:"?CWYL?Q?Z*58.&
M\$DPV'%9_1EV)'MBG)51?3^L_|.F.W S1XFO2&L_3X8N5>H|!56AWV*4+|*<MFI%K^?
|!O\$&*_7O3+506:XK"Y2T4F!,"R**TTP&V/.0>ELTF .8%|GQF;-'|@LDZKO*3>^3N M
VU4*4XC3IPA>B|Z|G2T, &Y'+1W\$\$\$XH%FOTDS,VZW|W*0D50?ZH!OX+B9|
M|;P\$CW;1)1RHAX_6XKY=F\$^Y8>O)C0,O>-V("5=CS5T<>% MZ?:SH|IU-1*" -TO-8'|DV-
C|O;=Q+V0JY-35-.ERS /T'= _1^IUZA55VN2^3 M9|2MU3G*_-?8)K
Q557<>R00GI/*.^PD)K0#="F(J)9856 AC22V/U\$\$.O\ MDB^_.SJ+K*"ING1
5J(!'=!H3VN+W|*-'!%Z|NS.Q;?/T0\$P':#_JW*.WT|
M*@C,^>Z'(U%72!>8_XOEDWCS(@9(|F|@|<.T0'\$7AW!!9G|OV&|
M\$W3|>Q|*GV(&|>#NXLH-^RCHN.;OX.^#,-53.'12.H/UME9=U=-1\$|/9Z^)Q MV5XVX^
HD8G2;RUAEL|WL!/M)N">&@Q@9G7; N!|J|FBF\$>O#A#YGXVIWPN_
M9"9;W|##)D;:-2#V8|(<^*.XA 7U|8L J|--C=^PG'M^@K0U.0YJL7X\$0>U MRN=C2H
#8KHNTL+4)%U?YH&J*AMY)V4S^8Q.@ ?1"W QKN?|,ND=-N3E|:2 M1(B7Z0"-
X34L*K)AV,4OR@=D+Y(-CO_(-=1YC4E_,348 CB9TA,LR?;_# MS';N;&)1-J|M(V?<5
K%#.^P&CARM.|GI MYP_(*;?1&JE|J#!,|ZUW16 M_)%-|=^&^P@?V%Z%1B_K"/(&CK

IKH7UK+I+7J9'GGZA&SOTD-D4(>&H M<5E,0IL OTK^I>N#=#^N\ MJI+,7Q23%OU3*
!WP=)%LJB/1X.L%L#0 (0I0-=61 MN""? G8RR2(3 EHW%O#%&"3%02T\$>71U\$V?#G-
CS)YO.DQW7S_OV_J= M<|>YI_GKKO_?IUQ|<+NM|NZJKNJ^JE^:P8SAID#R#55-50!"
0"W'_9A) MX/I @(>'CX=+@(^/?^\$" 2\$Q-0DQ\$1\$Q R45&34+(OLK"R,S,SNG\$_)0\$.
M9F9>R%4)CTK_+OXE%VJ1@/A, @|ETF::F_T(M3M%|3P(O\$-
+2T3,P'IY^P0|/PX)#0N/2'CQ|E5BTNODE+=9V3FY>?D%|SZ6E5=4
M5E77U+:TMK5W='9|_C(P.#0\,CHV/C&_L+CT?7EE=6U|=V_X/#H&/GCY%PN M"(-
^>/SG|I%)1^*OAW7:@NB0004"O' M9Y8V7^ 008F@N?>DGY"64VR>:.=M_Z\$_U51O=-
@YY" A'/&H41'E|+'F4W31-(HNC)(|:(,4"O+0;8 MR52;N(@!TOLQP*QR|10^>;S_Y?|_
W*36HZ@=9R91EJF\$+)XB4S;B9Z2J:J&% M78<_&CO|97K+KV\$
>6L,|F8|UOLL8G9JJ0Y:Z357!&\$-F"H^71XN'S+-R= MRLC2;6W)&U5F#EP?
*MV#+TS0K_#@^|F!=0T,<*TD H:X"D-& #NVQ41HFBP, MT+>Q
\$<16Z&Y8Y&WG|_#^K/G+3O_'@J0?|IR1?OIUKM|;L!O>5@O_-O"O9*8&
ML%/V8JF0IOLMM>|%!0X+L^13ZE4C_:^+A8(X^+^|4X*HW7,8P06H|57^;0I-
M)PK'+D.04C8:;)C; |N)X@_MS4QQK,@>=+-UL33PO42Z'-
(S+X369R36B6F'0#/7KYKFQ;R@_ME>X(6L@KX?1&7<3V^*>?
757*^&.*U'15,Y^G#\$D;IBLT\$H2T7,0 C,/KV8^,\#P(#G.&+ MS:.*
(8E'@|C^'MX*ZQCP(0PA!=S-(3/GYT90P,E"+7+5!E:C& !VQ2 T4%,H M=4MB *R?
= \$(|Z\$1-D-=NUU2^>ILB^_"^WH>B\,EC1UP;2CL:#V2\$N1|WJ35
M+;S<(:_E063IO91&D7:|8J9N/G7#Q-')W9?/F.MF"=.T6@A^Z?+|UGPOS>EO
M<>NFREWOLX>E??,WMCNHH9(!G=V!U?M9S1|:3?-+Q(XPQEZ5PH(K-SE M3&
(5JAU@TJDQG@|FL;FZF&!,J>.WP|SHF_Y^W@P+ SP8=LNO|Q X=1L>'JV MGN:
9C0+J6;L>,GM3MA|E+^GN"H*|P&6GFF|6Z<|09U6+;
(:W(S:D>>\$W*E_(|AP4Y#4BHOMK1==EQ\$*V:.*6_MFG<|:V>!K%3:&XS("24YN-46)-
8/|^D6|9E|PSTR"J2#SD9*G+8&?JL6S< M77B,\$|ID8^JHC*O;'R_7LMUE-,TMY>|FQ'\$-
KC&7AKHN9*BX)FZI*4W0H"JDZER6651V;0WQ)^UQV3#Y:SMA-P,-SJUYT M6X@I<;J8?
YO\$HIZ:V1;F|B^_33EM MH<;Z|Y?W78B+!^OC3T.|MO>|FX'|JN43%M-
(SW*1FUX?""7MWXNU|Y MB|L6EOQ5MZ" _ZR?
V|8@O?|1K+ _J|_15/QX,T)5#=#O:|\$.SF8_30TGN7R7Q MN%X4AS8EY^4^BV8O1?OCF,
|CM3'& QF |VW\$OTVYG-.*#O%O^Y&W|HRM=K>RQ M+KIO_45A"2<3W#&,, "
<#"SXL:7(KL*+>5WZ51|)"I)5N#6.FW@._^|H^_'QU,
MN&Y8I|PS:.*!'EDQH90*|XJH.JMHZ3P|WTEKBO,|F8(4Y76SL8:1' R>(|MMFH0*O
1#,\$";2DTLZN|K1*=DTU.>|K!V|*R\$6"B0-B?UU=_V=K&TUU|>#:1 MU3OGWK>>J?
2&4,U57JR8\$MRBCE=|JA)++11+DVQM|+Z,,2RQY7CWMD:6\$FA M6TXVT.3=?
+V;9025/PA,JWO|5HN@D1-.->|S#,)N+*K+(T_9!|2H!=3>L"K<
M|7L#D|DM":CUJWOOE5:4F.5JESWQ<EL8#(3LK)#X;|O8A M-03\$& 2ZP;|5|X%&!
6T)1:| (P? R@OO|(_B|@D>>LKT@/13Q'&J&#N|\$' M *AYA+|2|_@|M^UE=&OIP,)
(R/8G48%9SZ M|,R47A@0N|_#_?2=FAA6NNAOEZ?)9U'B=|\$\$T0W*BM,P5AK4QM/@6E
E_S0# MR3BU?O,SU|;Z;5PYE(5=D=+7_S|&ER)|T8\$3:FA((P:@4QM#/01=DB,'N!NS&""R
M."4"^+|T8?=Y:2D3^Q19CL!"DA=|9"C2#W(<@1E #?)3!W<\$="|+:R>LD6!^% P&S;'A
%VW0?U%9E|M_S)7UJ:.*;|(P'-|T9|2:JL KE#K7?@9;GDL"AN&%HK|C5<+<6K(M|/8
M#M@!|0 408(!D+4*G8O0\$R(|B0>|D!9N W|'B(BTS)|PHX>:I4Q==NH:<.
M#B^KL615R5Y)-W"%B/-VM>3OF9|6:X'4:'^MRC8)L-X)H&Q-UUNG%Z'|D| M3U>-
TE%.^&B;MB91H8VZQYHIS'34|<^H\$-9M48X|>P94Z#<|R#|S+.W9#^V MV,X.>A3)ZL:=
M-?B"R &ODE93ST@_'N.UE*KTH_@U,IGL6V)>,#'BW4U;|'Z_?GS442SZA-KW MISSQ|V*
>0TO?K27%>SOG CCPGH;CO_&QRJ;:1#ZJ1H&|"54^/M0FA4,@,BN M|,9A6-
0.UAXD.H/K| M+B<(<) 0Z.SGA1H2,|FX&F=+I=:.*Z1_%_9=*8<=|Y6
H""88Z|QOS&HG\$UK M4!#\$WE0@P@#PIR QTA<@L.A3^+^5R7?G)|TL-
'528:/*S"D8A66?P|X#LG|P M|0!|T%L;EJ"|CB=;O;_F5BM"/FBRVOA0/D|2>75@XSR*
|H|GDK0+3+SS@_M7|*Z|H|F_)E-XO(?O;+FO;A9_PA#I_*G28:|J
|H|3&9BANX:6&="=%\$P M#;2X|P/9Z11XKN>;>HZ6MGKA<#G(VK(S\$VJ"%-E444&
|858LJR/"C6Y M|R|WXZU!|V=S0HR^=,*TA3 MJ3 (F"TO!;9X2|3 D|-S0>V.J@(#-?J8X
+L6VQ)SP.&" ()X-,ZVW|()J* M+9SM0&<4 ^!=4\$-Q0RFAJV|*T,24_O)"\$?
NZR!M^G+!^62L4/1<;XC4*=%-O
M/1J15S2!@UK^;NC|523HA*YOP1|W7L):K'C%UK;O5=;JE_ID=:U<\$^)|^Q)'TIN3Y|K7_B
W&?OC_5HKE=5Q,"=)? MYEU_#|LCU4&82V0,BJ\$,BWYB*3%0*%
|'XJ7<>JLB9GW@FHO:*Z;Z'5^A0S%|H|Z'VPS%WM"Z|9S>JC(!)L|D3S#+80A
M+H(>Y1<.C!_)P7BZQ*OS1ZO9U8BO>>8JK_%>3W5BC>,H R/(Y#B0&201H"

M0/"541&+Q@&=Q%ECUHN = ^<@7QD#1-!%S>LC0NV,2,;S!+38M1,#D*&XW M!#Z;
H#U>#M'D>C/B-O'!XLR)M_2T@MD<6;H'Y4!5LXK=Z!V!/?L6|X|>|?E M4D+RM
O;F_CB;-6#V>U*X?%*3 *+|+UQ2TZQL1P@2F_-/7HU)BTE-
=>96>#J2G#44>AS=^W|H.LZ7<0YGGLRF MM5|Q|"3&HD\Y"PZ13\|L3?./D)
:"|42",GE*|S2;Y>V|*W9PS->|H|T=4FX, M>&LQ%B9DX4YHX#S,7"|ZNE""T|.I;W|B%
|7VO4PN7TLX|Y|U".)Z8R01W(#& MB;@RS>LZ;9|96VM30I.?*ZF:"|%=9X3ZSS I!--
_3LT@., 'WY MZ,:"O^1F5GT-HJ+<)
|AUTE+C4;!W7/#|>W@Z3QG;D.X"5Y#2Y%/:U^NKH^02 MMGF."_\$TY%
(:);/JV5RH5"3JP5I8=W16Y8OZRIKI&+?\$?VLE.ZK(VL(
MGGX\NND\$+'S;|J5U@V|=E=5S>5Y<(MDQGF6T^> M=4V(-_GL7=|URFI"J'#JK4^(N7Q|
<8DS#'NE6'%#D1SIK9+8L,"DQ4S"AQ.B MY7|KI08AY3R,7?U0_)7-@H7?
^D1|^MZ8^*J^+)*XTEEU 'S'H'<2|H|;#%| M#&'&%OY)SD=V5%M&PQ60:
|R/JR(5>7';JVIXXK(IJ;04MZ1E/0:3HO.AK9-18 M5EF9SF278Z;V=UVV-
3O(+|=1|CF(-)C,P40\$^OX+%ZG9%E 9I-. 'D=7J6\$K% @ MS|
(CI=B1|^932*'Y|2&O=QVR9@7W7LUKQ#E>7;2|A>)O6MQK?S2.S&NNO#V@
MF'YQ;/F^9 _SQU.4IXZ65_0QB,U _#<@Q
X9"@^ZYP0.YVO)KT73\$7.9CWWF'"_ /85.3KA9C|A.98^*SCW8#|APL=*7|I&SM4R0P-
M/5-I#_Y(J2P8W^WI9F" DCKX&?-P&4_.,|Y|C^6NY8)A1KW@/12+#2S48S.; MQN%|
L&VW,@_0BQ2R8585% @5V^\$^-M9"75|BWY@|_-@5"<9|5A*S)|+|_-|> M|^ML*.3ZQ
M7|D7,8?"
!%6^|_G&T_/A)'Z*ZB;/UD\$,=1/'K|LBI|X)\0/@LLAAU(K;R%|U<|NC|DCAS(CO&:"C+Q@O!
MB9EB?2-5N*6E,;PP>L#_6BY9:&)YP1MN3:|7?@>RCL|BBVU2_S#04X-CSB2;
ME+FI_!>=S ABYCMS?@K^1Q@=':7|;!GUFD_"|S%GW?YJ4)AWQ4(XH?&O&
MSTU&BZP/>#ES//F@2|/EQG|UU7""Z|6@#C+|=^DXU8PJT_&?PLI|GM+9
MV,;C|DJ212-?&JMW\$0M1*Z-?D."WROQKO?P:"9W?26*37FR-E!763*|8)N?:"0?
Z)5/-1|E\$M;57^>M5)<\$-|V|MZ^+L^U,_"FT/=:%.2THIWQ'I\$B|N
M;O&_ ^L'1L!GU_K+;QIB<=HG E99^>_)6\$?\$6VK"/WQF,R>Y 90#'QJB)9;F;
MD":%+, '%|6QEY^FK2C5I"M**L@%INZ8^_A429=G;+H|V|=|\$03B)>U^#3:CG
MHIM8Y4GY*UGRKQW=)PXP,7_'%J&FJV(D|*LCKEGJ
M7"D+|H|/E^1K/D,^'A00Y*SO,JMS#I="M0<|I('M)@Y>H4LLC@E9159+C"/
M%"46LP!IU<>|!@ P MP,GA- 9P,!7XC%/62=|JB,?M4J.Q2BJ+
61*G(L|Y7;5EC|^2.BFU2(F\$RX MH:H0XP^@+5.,Y|0RMT"HQ|8F<|VE?D@9|_74|?
HQ@YHV)SO\$Z_N&^*R(NTJ M0US/9Y0@G93NDX='&:3X;-H-6%|AR%CO\$V^G|G<*.
O9EEJUKKKW2G1"R> M1=O T5/KYCMWHLI&S|B) (@\$UC>55-%85.GP9-
MB_Z1E10T(Z**Q0?MD2U('Q*:HX!KJH #EZ1:\$W=(-@6&!2K\$*-V58|2F7XD MLJ(HX
KX/0GWGQ2_Y0QM,UH|^8S!A"+PT|XC2S;J9WN-8=BD.6)D0;WAS9Y
M)*S:2DN5(1/*%XB8.*|(TLHO> OUS'Q=';+4?;FJ?OP|**=D4C7 M1^|K(I3UO)ULVZ>&IZ?
3.CV|^I\$Z0R5"|V@1ZDE/6':8H|EO\$W5JUR|6>"+U MU_2|Y1OJM3D'.JGM%1|X
%@^#_RE+N>," @|:ZY|H?|\$Y#@37^8EYHS1KFO= MW;=V:=Z*""%1/O(6\$Q:G_75/
_*J2DZ< M=L=3#-+JY;/2)GDR7U=7%T'PJ5_LYE@=|_.;RC3FC|WPI:7QRA6X,;!GT5W|
M,^|&=ZAPI4,B\$HRJ.7O;H(?+!Y"<,\$LS8R^H=DU=NA1|S!:=;T|'=UEWUNW9
MD#K/P&V|Q|H\$ 0+ (/^A2B!3R06|./K"6U">B%J>LTAS4,.GB@.4|HSB|L&
M0.'I(C((X8@TY"UTB+PP!L!Z!-|X\$H+_.#J&@Q)#5|T@LXS|C6N\$N7!YD1@ MP6R(:%NK
|S!1@0#M,5?;A\$,'L/(6&XU.3O<+32>FA*?PE\$C7O^FZ)(.*;E= M!5W=A55#7^FQ,06|7+
(= 4XB|X/(8!" ^,OH8?6K4.W/;(R|63JLM9-P?--M|4J(E^&7V\$:=3^C< M&E&XNN?
WX25\$|L+XZ\$",|<'^?J4>|&6&#IX&Y8+<^GFESM|R>R \$RD4(_/' MW)(6
V1Z;H&J;@#R9067:>K^QZ:A^W4;Z#PAHO&J-8*C97WVX_ ^JY+?XN M|XM_-
@V_:4_J&ZEF8.L5|&<;AVS.HU:'V'I|UYVNS12PY94JD\$XF>H|QOOQJ
MW(A|HSH&:"=RV7)Q/H>)M;T59AB@UZMQIU212M_029Q)ULQ;B+LV^%*X5AT=
MO9Y,BK:LP8?A(MH-W?J0=;PU3AUZOY>0% @?XGJ7<50QPYVOLLL|D0K9:87E
MSXZ%US|TBW_.EJ=>O_M;.&+M;O1R\$;B|7HC.LR A:'+QH.%@H!UC'C-E7?J
M"2|TCU|=;2T9|!>MB*60CRF|FSLO&3YA8F A+;<8W0(#E^5%S42UR4W7?A
M8%)/=VM*)Y;39;*S^M4-IVUY^S?'SP78SJ"80R,9L9N|@3/Q8<^+>6LOI5H 7
MMBMV?!H&(05Y*-YGY,FT_#<,W&-KYW|2S@=3DQG=:&O<,N5=;%KXCE#J0F|MF|'+
I(Z+WKZ=LP(-BK|6?WLZ?1FEP6Z)?HR#2^LTZ@I=<"H%.GI/HE=,>^1 M*^&COI/?
PIV<*EAA\$KAH^V#.77Q@|?BC/-/KY@6=6:*-(6.H@TG,YL.?WP-
MPF)H(B@VZ8LW1=ON5/G|1_>Z;CQ5?V">CE1X-3YFRA6=8M9A\$;@BL"+0EL:@ M6R
&L?|#!.9+RX*!VN 8)BI<8D_5FWD%I"YI75.E\$<#',X2HHQ4^,4R#1,

MUN!\.%\$[!8:]F]22\$17[87H728B(C5(@!74K(/5!>6C1^Z7;+49,WAR?@+M7B=|<
T3:S,B=9&^C=\$/U3OGC6(,^\$C[!.UV3KZ57MYH@7BJ>^7V=D^*,I;M?
G1(:3FF.:0@G/MHA6KZ*OH'FR>"V4C_=H'!QGYF517,/"@U%9,Q6QI-G+
C5)ET8R!_.!FH"(MN5WR,ANAD(??QH5X6=KE1-(5=H7%FF?G3&+?
ZIX=HT5Q9(HI6J7^9F5EE&K0-M&,P46,8I7+NH,N+SD,3@E8;D75*U6EU(#4!FRN
(=|MYH/QT2E9)_3/%NCO MW8N_1"+L/^:1-BQ=YM=&_=^&>|C|1R*_|S>R2>'_%BIW%|;
(M1NCE<6J|@<&6PF+M"<6%L;;7P!SOLJ?SZ;+-#|3("MSS!XOJHIQ'5E-Q=?_:R
MM%WST"W N(O3J_W_3K_406,WLCJ=V(3|MMLV|2_MCYF/K+YUW0L_|LJ1H%?C@+;-
H5@!V:W1RKFCX91^MG3735E%1'N+QX51M=4M;G40|&066H5!|T2|Z-MG2!LJ'
W.IG.A?O2I|/X./4E5R6\$_NL'QG5-.UEO;^YS\$A26=TWIZC|V7AAOX6R=>RK09M&>DW;
|M>KH5;AXR|!|9@5S=O;%D0;=PN*"21B|L0"TNQ|-B>KGIHOMU;H:OP
M/M?,>7|GZ^W8*=-.S=Q)5YJQ>8I#P_+7:6@WFRN_N%U(FS#R|(JK/*ZT0;H6
M|A|6S/69R<8\$Z-9HB@U),+M;2VD<:QWXB8U^35C.OT*P>U9;3F39LIS)"
MDVU+RTH|!|I@IK_XP?*I+/CYK-65JU@H>| ^3,Q.=.<.&1Q.(|!R"KDG>@B(-MDJYV%0?
-W78VQ^8|DC*R4NL|I934(=|S=3%!2PP5B3DS(K5N-L;+7L^79@0-MZ2&5Y
MDW\$H|H;20=S%83\$G|PER\$(8BOP-WUAWM7)|61%M_C|*(PB)V0^+-\$O/KTYWI
MJCQY?M?;(A5N7V=)3:26B6Q(AD1|<|7T\$|X|!P83%'J2/D@HG6|6NBOA.9M;GK
G5|)\$Y#U=C,6R6I?P+%N?3|^2NB|Q|=7%)GSV/'E>2/0B476|H\$/QKU|9
MOVYH=O\$:UV8Y*./%##R>*MJH|V'4X((NQ|>YC_X(97C'*Z_U|H(LTFK-
G:3DC|X/0E))XM"5-MO'W;|ZN3XX,:\$_9\$POD.%2|"SNCQ>1V-9KQ\$#'|2,A-
H|A)Z%ND0DC2-{0Q
MKM5C?'J6JZ9Y"VH!WW)O%:C>MYFPVDQ8BKVQN09Z!"^+^9OK.H|?63K/(@Z2|
MO*DU11*%2PFL;:02)1Y5/KX3G-MI@X;(\$/GI*9999'Z<8ZWS2Y#|%
<5=|BI.OV@B(ZB.>V'NA^&4AS>1|Z.X4V<M,"|C#7J50?
KEJW:L\$4(P^OF@+K&K<50.7%Q629?,E:7;9"@^7QYTD"4!FC.M?
C6,|!#61D|S)PBJLC,&I>=LT#YEC:GC0=2/PS MSPCHIK0+*M%?
EN|G\$FSNYTLJ3!H<."I,R:_G(!N*I&|_P.8E\$)6PI7OGF\$SPM_/6A=CT_Z+
IS|&U'5H,TJ|R#@X=YZU.Z,L;443G;PNIG,|S,MK/89LI+!IP MUC>&(E*|C-A@N?@>O
GN)YL:3RX:@<|?X>FR#0\$"LX|K")JR'(CO2"5_@<\$_.EDLH:ABNXA:-
&S6Z30|KCZL)1AAMU,F|,'MT7+=|K4SV'/8IB39GOBJ
>2|)!RHYSYRY2I/VNWINNYTC!M8=4|5&D2<#UTXY\$IBP%G<"4Z+C%"W8)7;KQF?)Q37
M,EB%0C;,@W3+H|I%QSZ|57\$Q\$1H6SD7YNAZ\HSOA+B"MR/QJ)_+Y<=F4MLOC MW0?
B#Z)(#2@"FK|3:ASG>FNL.DOOO'=5;CAV|AD&O&/|!75 'L.PL%1|+N);)T1%=OO?
E&M9K^J,5<;CG HNQ@TQ13L@; M9Q?6-IQ/1,K;|R<|Y@Q>!'9G2.
<>6*JHK=6*M.=P#IBC5.|M|E%S;7T"|AIRZFN,B&,T%A39_VME-\$-?D154: *K6 PP#X;I
MS^/6_=ADDL;1WS@E2OR3>V|<A?!/IPGDV>,AC8B*#! 1P-6!#!'IX/,Z"0K
ML2605TF%;^B@OR!30;3"@5C5!*T^,P"V*7QXR=NT-Z_9H+VC@V+9ANWHH*M
MV02!9@H|*B;X,4_'V46)8&,E&'J6V"E^7+F3LC>=+/7S|L^A=-G1(-P|(-M%6?/7K&-
S8(YO^|R;.B5P_FY@R=Q^|BEFR YMD M3XD6R,Y()=B0
FPH0T|0XY*=!>_BHT.9R%"T9&B^V\$WA,!FC|'F/L!V#?:?T M%9FA1W1M9"?CZ
(8R@(|DS|!8H?U+5K'GN*1|1: #DB|/LBY@G+4LR'Y03|W MB@VB;-EF#!|X|K"VAC/(%(903
M;UC=J!DOJ;7 21PFLXV%EY/?9GHWH%,Q! MF)|\$*Z=5CZ'/C<(@;U9|O'UVW2-9\$45OM?
M MZ0K>P47F5,DEMWN=-RS4(MW6G&+6=\$XUG9/G44Z^FHVQZ%NN^E9\$Q_1
M%V%=O7-6IT3P,|KA\$?N)>M/KW'9;VSGA2@|M.68X|=(3^T!HKA"10";BQ55F
MEBSD++="=71L|K/>(:/FQ=X_!G"=>^?8!?!Z;G=C1ZK3FT1'#<%*0/<^VTNX
MN|1RI7"|J1L|:424=E>|KG6G*V7O;PHWT4@=+KCM&.^)\$@O+8EA;7L+FN9=M?
_3A7^!Y|LX_3C2M^EYT+2?J7>OWNOWZ/BCV3\$|U@+CSI@8P\$%_L+K62<A1
M_BKJ3^WDA'7'->JH^-AM(APV4YCI56Y|>=O&=|):|&FGU|T,%IN=|6-39F;
M3!65|X487@S'YG!9NL%B M96I7Y\$YV4%>S%/Y|X^A)5!9.L0^:9CBW(*|AJ/*|
|:Y,I\$&_6,38"-^(M_" MJ^1:Q:|024^.,R=M/NLMJE|VUC32F@QBHAUBJ|Y@X|5(5(|K?,:G
@C4|8_MLF/-)14. Q8L1-9%Y?=7XR?;W7WSPC*\$,KYT=+H
M:F*_A4M&|WS*.,R(D0:F(IJ8HZ+V%9EQBT,+S.P|C5YH|K,_77O(Z.4N2%A^
M%SO@30TGI2HL NXP'ZTYJY(PH/YJ0HLABX">1GDOB2+V#JD_|Z>F+"Q_J3-K
MI>H4_GD'VV#U5":S|B.#|O8;='X\$G%W5FNS=X&OGC5GX&W@^|LW94_O|2%0>;Y;+MV
ML_@,&UW7SG;\$7(W6LGCE|@F" 2P68D|)S6%<(/HZOT+X4&^OCI#X|3," 8*
M)X+OW=)NDT7KH032V<\$S|V=3/G9Z_S/(7"7B4ZJGY_R6L.!#ZH2OG.Q|!"@U
MWO//Q8;&WG>+(GJ+:8)W4*F;F5Z)=LBI:BP5F(=DH?)S'(D!)BO|E3CQ|AY;J>
MR.,@IF|PGDQ/1:"1M)X(RSFIU4=32/&K/%6Y.2D_-#@M6%SU)

VLIX/UA.5: ^ -670U&B2J/"4E!)@T&/:C"@?Z+B,* (, ^\$O@MUKA
MP'^\N@/1?!)HUF/*"-H4YQ)!:ZV!0GL\$/IG3:6X5!Y_ \$E,@FFIOB)=6.0R MAS4Z!NO
O9/JZ-&A^*UVOTCT@"MA*Z!-)!,! M^N9?MRGKPC-/C/ @S(J\$ONCD>E"(>[:!,O*
(C758=%9 M4<36V-)='=J R8LF#\$!VJ4%+6DR00BC-YN!IO:T#%KMF!)"[6C--
PQM(B1EYPO9.FZ M&!ZYYQ>6,-VJ1: #3!G-.K!D+%Q=3?]
<*J"#U'2M%|54DOMT^,O*!9=GKZ4C2 M7!/2/CT\.(I?%P<|TIS8;,:!K!6S+|H
(PPN&MK4CP1\$B9 M6/D:'Y3X?*4;4MJ#+|6LXFG)DF)61#FS9W(,FK977C<^+OB 9.+
(@/L/R)_M^FT!_E9S-
J#YS^_N&Z&'O"OP8_GC&@69HE6+5EWC_UGU0:*IDZJK2%\$+1L M0U1%?
XR6C*8^4|4|3OS.V?/SZ.5V_[RW*#9DA.F'I2D@^B!AH M=ZW.R\$9A2*\$@%/I!-
R91:K4&X%'X>\$LFBCCYZWROVN/.=EF(X17;J_E!#,-MUX)N.^)XY5A'9J5KAZ<-
#A|9_MEW\$ _^3(D469K4GBJ1#MZRA7W^&IV M%|H0J:D+N>Y|**E|L>
I#8_4OQSL'A:A,DY5KL*A%2QDVHQ1)XZ|:I:^O95O MO4/A/'<.!5X6FAJ-CJ4
M.B<58ET@!KY|%:1*<\$A&ZI6@2_:&FXF>4 /KXP^GH")/3.&R35-YM8L9WQG
MLZ'N:A,WI@5:(XMTB,9R2>LTL5(#/G?=+3^SST-QLU'"5M|T@@\$MU|_7\$|I-
M!2=QCR+XJK^>+LCH=99 MX(CV/B"W&0@YH|
I_(Y|O&XIB\$\$.>.)PN&GB<+@@Y@|C.L05_BTL_AYZC8Z5<+ MN4G13D++SP)AJ|8J4%
I+S&8YBLXB#_Z!^DDT%=EY-B\$8GS0G@&\$Y&^+U,PT, M-
:3#4U|GMLQD%|B#N+;U@7=,ZIJ\$(3>;YQ7^XLLP,\$|_FX8R.F+OW 2 WJJ M/^@"LG,
IJ,!G*J'93,*7>=_#";L&|AP?S#S(YA0>-U)D!_RGC(H8X+>|!%+FX0L>#KE,/5
M=X%\$(MO%QV(UZL3O(%OK?,B<52W%7%1VF>I|ALV6:0"J-I%<#@6S&6'-R| M=U:
(=Z.?)!|!.92=3^>W/-Q002++UGSL&R-5?!0!S!?'5^|XU:?'I@9NN#TA>^ MKLVMA|IV"!;2-;
:N_G!-(>\$&&#KL9Z#79 L\$N')LSY:<_W|A0&(V+3 D\$S\$QPO,-;"00FJUQ-
6P5U.F=D(%%)>^V5I* MO42*X502G:OYF 9C)VM_C_I1R;UL&|(<8RPR'-80?REGI!GZ
DBQ!@,T>9^_MDORSVD@)"_PNE>|>"VL)VQG%.: \$M3I-?#L: >|Z2)1+O,8@'K=C|:|?|=T
MP>LP+-MF+_EQ?=2>_,8X'^3AHT(&QWF<)P1*[3>D,G#?1O_"_X,%0H"71*VO MB/N?%?
JW\$<-?:U_YT_(UF!(.C9D'UX|/#>BE+CP,A:|*GU|F<,6C00JM%@T3 J% M'8M?Z3!DO#
(G*^,%^DX34.0UVIK.7*ME86U<6?9FU?*SHC3_1E/A+-
)T!A06B|B%HK&3FY"SH"JKKX\$WAJ1,#V;L@I80#+ MO|10*0N0C?
(ND^@V*E<7A!2%9VN<4E/Q,"=NS O2(Z\$JZ9:FTK=%M^\$5IP/
MROI*JQT"FS=;6U8DOC-.U|5%R"
(*MX_0VJ(N<%>Z4ZL=K&79/5*="U5\%H%1^=D3B%WCS|P" M:KU_WH%D-
/29H(V#8'=/;\$X|CJ;)TM|I\$,5U79J; YW-DGU?!2MBHB|=EU17 MJ27)&@J4>3KD M:8|N/?
HR&)CU2#;/INMN^FMJ2,7=+.0U@_"|RF(6&"J6Z-8"C\$VDRRZMV&9%?
MMATBPY@T;,:#H@L##8=I80-;@NXV19/.EUR<,-?FVH M&|H'A;Q1-"82Y-BRJ?
P|M;,\$8|Y%Q/"R\$4MGY!"4E9AG4VG?+S6IK_S,)LD;
M',DG:=':9Z1!_ \$1C|: #>V(:V.SN8M\$MQ>ODA_BQ+/I:= 101H#,:35N?QW9?
M05M2T6E*T&6YPM=0E!0H;)VN|92%|;K_@YOL2A|TF+2#|8,/K-%|2|=EJ M?|5E8-
AC|5U>7G.YAN1FRZE1JE'-QY#E(VG'3.*!R=<,AES\$=PS9;XLH9,S M2%LZM1>.=B|
KEK5!VA#A_-+D|X|'?26/:P8=G3P>^?7QS@KMYAG"A6|_S
MO#R!X^B|T&!D\$CAC_(BG,I!ZW_IJ,HLDY:2N'!:>RT19!;W3VX9=ATZ20<^/
M'1/ZMUZ&B#QJ8C_!CDI_W6.+|:1-U+)KI?3@A#6-ZXT)>,RJW&"HEH;31LN
M0:K(R8*GMZ#DWU))8LL=5N MCZ<%^X-PW S-;8V/GI^@PD/A:WBYOXM-
^61_K_8(A+KSQY&@HA\$WOD!;\$L%?5!TUI#0WT" M; 10HE2,/:^+"G+ '
*>D%AA@U0TR>YXFI|O4HPX=E5,T Q> ?I:5ROD(" ^& MC"S40Q02W"&0(I?
%_N8V&S5SH6K@T=;W(1XR9H(HA:|7EWCQ*T!|I#AZ?,I<^
M57X&&|V&SUOLEE>P|>V0G2'X/W21"ZLM RL0L_0S8-E?UE|+)?_04-B<6VH
M#V|,3ZG/ZB7!IL\$QYB 8,:0S,*UDU5RN)!AIF?9P2-"5;G.7YD,:Z!:|=O:
M:#R>OZFFVOR3|426I_#MOQH&.2|M|DYWI)F%*|"+ NZ=F06F>+;QJ=%1&I#;
MV3.WF=G9YI\$-Y-54G*|,1!*:CA7T/JX3"\$):RC|D G@+M7-H4|"#A,LZ\$Q;
ML4C|BU52AJM?'MG QU&|(?|38Q%XN.4NB|YRZW/C(6:>X#.R,Z3UQK|L8 MC<10-C=
(AT6<,:!P)(\$"_BKIR_ =PKNS-Q==F'"%8H.OENB_M9?;O*?\$H!
M"37^\$SH:_QJ=;JG(FIPONW5(LL:@1C@\$DI08^LQ M0+2/-C5D>191?0!Z<-IG(#P-W#|!-
(N#H%::|JCB7J1H|G|BJSW9FDAM|P M.!,BH|XOZL9C#%@K2Z
_21481: ^&+,@\$EN1RL\$ ^FW?"9-)"KXXH!.0;_KCO; >UQU<^
MQN%!A0|74GRW&K8^RAE=^39)W9@X_T%)P*H^?A: ?RE8\$EJ_I=9 OD1(Q&
M=;>_<_HX;)'CSWM:K/L-GMOU,CIB^ T;ZI5BRS>W!;7+4|L7V;C?N+/?-BT MLZ-
(@9)'I+&2(J+3WS *3S!LKLTH9%DD M+;;6I9EU;H0,Q6_!@0YD7\$ \$3?_YXM-TC>V

?!2*>"B./L/OJH-"D&86/E-A M94IGUBWMT9X40>2'PGOJ%2J.F%VRKW*ZY!LHTABX
484="TP,A5O\2G7\<\N M5\ TZ/3B1,&>:3%K=\$TN2->5B)Q!6/+)Z""
1X&1DS@H;BH8W5H^JF!7EYQ MR'QE/PM-
YQTAG^.>H+PSJJK%V'S%B;G/W31QH:\8@_JM0)LYA=+@OWA?_0'
MIR\1H=^W*5R..F_(8UJ/Y\#1>*\$%A?_P(418H!-O1_K^KA6ZNXS")*.LI(M6#G
8WH'7<'V6PWP\$#LG04 D?-(ZQ5/ID18">V@AF+W9#N0\}@(\$ "OIYT\3
M_02@R\3H/,%0XZK\:/ M FQ7###+6;^Z)NLB8=\$9:>WR&TCW_8:(->B/A*&W
R\3=D\$H=F',W8S?MW(B MY7N@.,OC#60ZV8IE/R*K A6R>#6=R=T^EYM5K,5YJ:?
MAA8\$C?1#9FS>.&YK4@ODL2,J)HB/\XH4,W72B?A!:@0:3";=L-
M<1.D3LX2P^TKO_D@JH\N5\C153Q?^61JA!NIY&M7X*UJKI95%56Z),V^QN
MA@RAX+T?C\["KRV\YDIGJN?Z3KPK_W8\PIH-'GY'\$2='KD_7C@.<.)M%%V\^L-K'?
5E"TFHX,+&C7"T^WB@QJA&&C+4_M%B\':NJDKWLLS*TWNI9SDP M# =A1X?-
G;41E_:/LY/CO)0P'R:Y>RUP\&Q\KF2@2"5WE>3=NLT6.5=JH7Y+
M*MR+)ZE)FJ>JPI>\$@KXRAR2&"V_K@4OCA-'L_AEH^# SE"UZX!,&@&_3TIF
M%RT^IVAV^VOH_[H2%(4^.@BQ'WHX=(^/NV M.2H93?G)VS+5H_MPFN?1JV,4!C#'
+,CYPZKO 0#K)RLH-%5R%%#;GB6 MN"CC-U.(E5Y\K36//R M-\$L*!J%6S?
AE2:X)Z('&/_E3^WV2+3'D0=@A+W>L;M7SUOS4NTF<(HLATO(P
MS65N8R^RJ=)S3'@%_9Z-CC@%L_8?V6Y\$F"O^GV)G9?,OW# MP^S?
5N#:I*4JZZ6GOA:HH!OUI2)\$#;@I:"<^L^56C5BJUGUITV*Q M9^EJ9V?..
MNR6*1\&2L00.PG?,R&6B,/OMJE-K\>ZT*DY5^'EN'7H\+I(M(=%B>U1*99
M*W\7<&JO/,+EI>&VZ*DF!D##BF\$!\&
!HM@DC#/#'OMD7T0Q_9NV0VJLV_!K92CKEV>005Y#8&;M: M-
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MX;JNBNVO\$MUV9(X;G-I7BJ\EE!+H\3U^K:3&V!V!L:X0J+O@MF*#MM_
MBO>GI4+.:6^X_0 M)L4S\FR:(4I/'6V8!^*= -IR77*E MAQ'3\3-%1#KZU\+K:N\|M<-
!MO';\$M M%CRH;M"32=B\>N-7"!(,JK1VSM?PI'H)*2X:;,BAO#4F(B4W;&V=:VPO75X:
M%-' :+7P@3;RQ@AOUG&)4CG18\L@OUF'ERQ'Y%J\!+&_MBVUF0T\8
M^&F,C\32OU9^50\3\TT-KF<=PMP1\HX!RWG>#Y6-P4'SRLR\^B
M?HJ20":51\$_QJ%R8&?9JZFZB9-)EJ-472"*MGCI='@H)4+[\^NO<@T?SOSJT
M_M6DM^1\7IMPL2>EKL25^H7QU>16/.E@J)R'ND/2;\$X4?/\$>,77HKQ,[N6
M6@0'1#+T\&\$Y4\7P"',RA*/I1NW^#'_VHH!00%813/6&"K4\GM\$ME6I69'
MZ*7ZQVLF>/.D/XTR@(\HR&HYX/;.:*K;FH\94ASN1RSO9C:U=H0:TS:(\1 M6&'YE;]\<[_P
4GO\$N40=7\$[SJJ\8NP\PXH*B\3O6C\X1SMJ6_H^_IDU\J H
M\LY6=]\^Z+A;_3&">[\F\0\IN^_Z.T\34W9B*N.Y>--1,W\$G"[YSGR9Z9N
MI6\8QESDG\4L*D,\$;G"<+!A43A:QA.QV<_IN"IO#A-Z \Z6HCS49FQ_HUC
M/_RA\H7QV7&6JOH2R^BV_9>VL\TMYOI=BZ1"MJY4C@?TDEIU56R/PRGW_TQ M-L*
*I45%:4&H4,,_4,+B5HM:.#>L\UUN%RO98U+3.@0A(3PWON_ROOJL"B\ MKM_!
"0D!.F0\$)22\H(62>F4;H8.\$4910&HHZ2\HCJ&\NSNE04!::C@SR./C M\WOHY?G^]\EZ,L,
MGI3,L-8+??U<"C&F>//==AE(#KV>9\$Q5='>U3+"71KPP/C SP8%_YGH\$NWC/T"
M2A:_%QRA:%6U3%L'F(N:RI_!C&NZ;YJU7-
@7FY.*UA,++LBT=%LGT8'OY1.F@|\^,1=^|\3\G/J/M!6K&HY MR\$P+!%O%WL*(Q1::?
GF@DSB^(%(Z)YD\X1UH MI3-Y(PF+N?V<[*17L\$#N5-Y=&<3\%:17*
[B_87L%)\@**IR#=6EZ_^6Y^7'_M-
F_0L>!NC&!ION#%\$:#.!.SP"O!9(+L^:D_PIU@[3\$R@&;M%W F_EV!?!R
M,SF.OS8.N_\$@^P::9W-_ ^KZL)ES&O2_@S/M\916XKGQ'V&XORTOL(0.PS9<
M!M#3U'/9IY\Z7D?;LCN_O_VJ)?/JV/_Y:HC)_APS3J\I5E7D>A^J;\H8W/W
MOE&&S3#TUQF""OI/09AG*?"\OYA=O_8M?_T "98+UY;\H?@3;H\$Z@57+D0V
M_6\$QGJ=NSB= B\$"R MU_"R\p:='UI,"Y;N_!3\%?W6_52W1>!G#'-
_Q.#Y9PR_LO3BG\1P6+%Q!>+M_-NZ>8"Z?_B,*FZZ'&
<8.8WWB*4M6\J*FIRG9!,1#5\!&,"%3\9SIM-&3%0;M)@= Z)PW\$Z4;H\OM!&UVPV-
'W_U9M#P9EBN\M""B\%PS;()-@(:VK2: T6M MP1^_^;1-
=Y^_5&_<&+5/-0\IR3W7\2/46%^:B*G%!\#_\$E>)4!!*T#?.^H,M
M>WB/PC+^4S7L9LS9&H(JD:E \HXFZM7"P9(!PLL'>Z,@KO3?V)EV' TS1>U M8X\^G-
L,4#@Z92K^L#D_QZ<*-[UA?]/^:X)&E?V7\N;'7T:-%6_S"14UW\$&(- MWF#3(PH
M>=2>3J;N.\S6E_C ID @M:&UJ"794R_ G*3'#6F\RDZ1X\L#R9ORE!':R/MGA57^,97K-
(LI/MOT!AZ*]AD,A\PI\ITZP+O3ZKKQAI;@D#*JU\5D>B./L,11D!AU47ZF"("U,D,^I
[<7BZ M.E\#X6-*[EXW,IB%;)AGB7 /88S)SD1 D^-YWG4&.0G"BQD[V*HO\p>SS)

(AM,N\|0BX2_KD MFNIN@@;:A5K+4\$KR|QT;Z)F^GNLU^?
1:9^HRY!YC@00U8/ODH9\@80.I^M26<%)_ "&_@GFDK\+YH(-;OT
'4Q_80RYS^&M! 'LK_ YB.Z/Z&CM#_ \$1WM M_-?0T7^<4HE^B^%?
XQ2_P,Q_+TZZ/RC.OQM#/_..F!SX,7*G9')@!^+W@S M\%X;L5\$-L^G.:R.KYGQ+Y;(&F\$-
/C9RIY2V/0L0\|7U*|4R70X)CME3JAE0 M!3'<)H>_ ^R#\$.R|D"THUV"U-
XLY896Z>,LGJ\VPYDNS%O7L)CCG-)O4MJD"F M<'?\$82MZH"INDI%S|"E_49^Y"G:|?
7,D!&)/3*(&S&9AA*2R\$2SWKLT>(&/#|T+_KL_26"QCH)FM|;%OZ3I5HB>URWL|<-
S8&::*V!;2N+U6YG|AM E#R7M_Y4"J\$QG M_0V@IRNEX>#AUIBFLO/^*N0T
_JD|95BP#H =|0;Q_OE1X.&|6WUWB1U+(Y> M =H\$94-7RD|T" T>KX0/\$5P!?"GH?
ALJ@9*Y8HT=0U=O\$ 7F),,X|3|S/+NO M(U@|FI2F.#Q-XWZ-! M&|D"3 ZZYVSK&L 62*?
3.K7YH)=J;(+AKTT17?1V=+^|Z|EJ00TSA#7RR\$
MU;I962)L;,:4Y66JIWKE,'Q;1RAQ<6|/+6CZ|&!UHS1"|,R2#FR)!7|I% M8H
0N^DV'-J|T5BB&T/I^#/QD-E.I 2#.WN8 MCO@;G5R|.N>.8ZG I(V36YQ5-:CVSB5\$"GBK-
&!N2Y2IJ@*JCKOI_3!_0\O M6)XN^J-A"Q/'.7|QTR\$H&XSBS|7PT(6=NK#L|7\$;D3
HLO:82>K0G7UE9Z M8T.&(R'W>E|X-=/4"Y^CNR|+>!(^EX9,3;\$;^U<^D@|U?A1!=
(71.\ZG,6 M!-Z7|D'ZA#64Q%;KC;|P^S|=8X|WLS|)2H|9C3@N745D,G9%W/B(CFBK#
M@=|;|=7).L@-'%XOD+U=8N\UGXJ;|JC/UQ7W,R|S\$.6#O@8.+WZUAT4|A3Q MOJ6HQ'-
HCB*XP9--5PCQKM 4E4QV7=)|@480TJ*3CXRUP=\$?|=I!A@UW+.^/M;?8K
.:+DP0S%LVV8A%|_9;D;2EHTR3/9WT^XE6+K|64|C0#FQ<"&MXJM
MWF#%!9EO>0<;TS-F!6Z,@2T+^VAV=%09*39_%%;6VU;.\$(^S|O2>KVZ!//>,)L|,8W)?
#-L MF-FW@-NE\$!^;LG/VCK|+ #I8BN7?B<_B&JHE-)8|&T(I_Z)|@R1\$R4+8\%\$AHE
MR^>%5B|G*V%IA_?%XW|3YT137AF|U 4#>"G'-
(WZU: ^@,J8ID*9B: ^WXK=5\$"U;ASMP+ #W<^W YJ*ZTKB1E
MFN+7DO3//C#)C@2Y>H1;9VM?|V| B|8R>1,:/L|=M0,@?G|R KT231)/69
M|6;IMJ5|W*I\$WBB??|L3UG|(I=N/Y67UU(^|HA46|!LZO16|+=;|SNW-X?X
M@ETA>O4Q:Y)#C-LT%M+(7T/=:BL?O,SF#I&@MU=#X3EIGSH_/<|OXQ;-4ID
MI2M7'=GMNK%6='9*Q(QM7T-M2EL" M,P*+B/&H*5|B?
JV^#. # \$O#G&,EW;I<4T&>),.D1|R; ^=S&!8?FRNH.|I8U3 M%?'| W" I#
U)77;MSAX:J&>)8I5;:8\$. \$?|V, |XV'; #)#B3<-94YXA'LOEE2HJ_S\$SU#WO'@ MK:
(3^WYZ7B7G|HJZTJCS+10'P*+8V&;*:|W:)UE+J>^C6NUY+R3CD0NCKQ6 M7+L6L1|-
E)7|<-^\$K7.WOHS\$DK)GJ|(P|D\$4;:=+"_IO@(|B!|@O^#8X&XR*
MK(U!GVW_>+XEY(>R;09|SJ9GNV2%A;OZW0\$K=|!2+9MSKBBDGE\$D7S|J56NJ
MP6T3_1Q?DSW?^8=*<0\$PVFHF)BUX5"+U=TZP^)>'S>R2G;I2*_?CA;F)Q-WW
M@EYLEUG8FF1L%+:T=T"JWZM5=CZ|SRVH)8|86M*.\$/!B^B68|N6)P?1AEE.B
MR+:6S;"U;|;ZR'&DW)L8_ ^H7N<_Q;9S6X@SP;|!5(487:&OK|/FGIG7?HK' MZ5AF:
%6BD1P405X2MPA!!S6D(DH|P+SV*8EJFHKP'-SS!&A(N_H/MTZT/D> M/):7DKG-
&19;L1VM/B9V&P'_%L?A M@G9H|JUMYMD3LUH3&|TN)5;,&K%S6M
M;??.O2TAPN_ |N* TUSI@5+H9"ZTO)BBSHBCPK01./P.7(^9H>W('VV25'.FV ME-
DDRY!+T4G)&&DCZ-26*OP,@:R/A!|9V&Z-9;90#PO:8L^T)TU/|B?*|I#
MJO00)DI^MT\$57C7FF0ZEP3-S=Z@AVLSU|X_-|LG>E M+JLM'8FD)5.C6P=FPNY\$ ^'Z-
0I?G*NRV% ^/B\$.?U
M.VQS):QEU>X7.BU3400MJPBQ,GZFE5)U^X\$G(C>7=6J(IM.0%#W?*L_ |Q;1
M.WU!K%;B3\$;+TVLU";@)W%@QXD^,9J|_VZ^8|^TAK@K+|"S"DYTI#2V|1-K/
MK6;0H;M\OME+7A&8-ZI6FE7*105&TAFI?+XFL=9!>"_2_I6|V#0(F;4,7P(M4X8_M|>
<0'GM><7S|ML|R_L2+_ *8_"P7S4B2XR;;;8_-&-LXZ..9 Y8#|N+T MP4J|<|7DS|?
DAYBW&D=^2Y!U? A5/.. ^&/!_|93|K63 +MA-W=_I V; ^8@;:?
P;B5(5R>:S2ZILMX>W6LF8E^+WHZ_)L&2NF2?@SGD=#A? MI6|_JGB"95,0%8_%S?
4L5O'):.\$-77&HB1M;_ 7%|BMT|HEN>4H=<;=?=YE"<< M:WD6"OU6I+ #I#7&?BG#.PG!?
M""Q%#4>(Q'OXH@LC\7>ROY.|(NNO8YT;5E7 ML,S|^CXD48XX=LE:@Y""\$1&#FIK?
MP/B?J4QK<26\$%5WW0+ #VS!SWUW:ET^,8BUX RVSX4BG\$&7 3'+\$ _CLZ1SNSG
M(>&QT! ^|V6K7:>DTIO??ZKCO&_9\$HF*@(A0? M :GA**M?>V|E*CNB(-)
(O)BN*^J#ONXDF>&;ET^@?A&-3'|ZXZ-!\$769DQ' MV3# #GTX3<2.VM=R|!"Z#*1O
M!0|&5-D%RBS9_ /VW3+"1?1 ^YZM=#G|HY|99=ZSE;T\$ ^"9-_SSM1;"J3&!(M< C7#/K-
94.7(\$G|6* "Y/!IKC@KA ;Z_*9,6/AA*DE;77|T2)-A8+1E=S\$ M^HT)2=5@E^?OR(-
FKKE=%;:R_B1?O>6|/> 1/IG'9T;RMLU\$D#Z|3Q:M;R|
ME7T5<8S: ^0'&.1!;#>+|UM9O=+8ZWD+XBN@U)+/7ON)Y\$DF/<"-^FQWO2(QW
MUOUX*LSBT|@'82NBQ(P+/'\$0 I.=YWO3|WF4"B1FYD)#<7\$BZ|WZA_THA;0 MP-SIA%
|DQ@H|#|5K//FIVIR@2C_D0*|=?B3?F-U,3>8B'>84J:1T9:7;601

M2),2N'HYSJHTQLRFAA/.R:'5I&UC61)P(V4L23S=P>.!PM5*;UCTD'LWH(O M6;-#
54'E1A@/R-YH\W-)\$ @ZX\DS9VFB\B:9/I^@U%EH8W=4-H587NWWW(L MJXO=:')G2RJ
0:97@%G<>#'\.H4/SH*SW^RK@+& M!(J@58(G%J_=#)N=S_%00UX,RKRJ
<'5^#AK**KH6%PWNK(S2F*0W=&:/)
MLKJ7=N\<*58<9ZBSI+R\AK=LD0BM6T\$IV5JF:>J@HJEU^OCR0PC!SPFQ>OW<3UT^I
9*_9M\LT8+2)?4%W=#^-=GU^_7FB&J29M5+QD WIKOJ;/H8IVT)0K-I&Y^,;E>92N M
(:1@R>@4ZF<1%X/'%A,;EC==#DQ?HY??TWJ(VPEUJWXBMR>F@PQTG^G\I(2>F/%
I@J0*RBL\HLN(XFB,V77>X9\ATB5Q6TOK\K7%H=^;9K3 ME RA?N:>8:)\\$!
<"646=GL0J7/3?H*P<)EB JE34G10(5)SZW9MY92U8.\I/ M5W9.53UMG'C N7= JQ>V-
?I!FFJ3^/8*D,KZE%A\MI;IR"(7MG5>SW4P) M6-\$*+X4YRA'(X\I"&I_)D2,=6CW-
#9M'OPN?FM M-3=U&&K&E_-.7I&*I_B,#() A1<+EF\PAK-
G>Q6QG;2UJA5PC9URNZM1?YV-L&L79-=5 MN#^JY3IV5V"G;6+HGUIV?M2)_B#
@(1UJ-2A^XGEW\$5'E\>@P_#CX4)VXD>
M=+K76A(_Y*>I+9JS<#N>B\$9B3VM*9,A_,\$RP6.H8\$X4)=B MY(\$Y&B6890@Y)7+%
<,8-H>^~K68">;&%!0FHFG\L&RU\Z22X;>V(=MY@EY' M0:/(<:>@9K#_/0?-
*=&BK1%)5E6/;C%-#0YU67\PTW)Q/=Q#P49IO?QA93@BW
M4"ZO=PN/;..E9@)25_LF6@I,-!(3G_O-GE/I6I4I%)Y*-JQ6G76>GF,-;I" M-E22BBN-FA*E>
,\$_I0\$S#H4)C?\$_#7/3/2Y-&TJ@S4X\6DG\>4"TL""PU'^ M\J\$U>C-
J_0QU,63_YOQA=;,%B8(* 3.Y!1PRP3SVIA6Z):RW\$07K!#;_*!%&T M^K/,I2*"L*
QI,U@T^14<*&M#>B).=??4 &<24C7P0*"I^7T;"C+_7C\GUBE M>(J:3;&DLX8*
(=EPI_&;/6BV;I=U)J)ZU4C=\$RG?!8 MZAJ&5'4?#E*%XR!>#M*IMZ:_V47%S+2
U;C\J=OP\4==\KQQR-!9'I?CXWQ6 M:L6>GP*D\J\$U\$IOB?I\G0C>I-
QTV(_I(P@I8@2:>U0&/3/@I!MY00TX>7\DS MO/'WG3F\$JP'CX\=X>YJ:LU*F5")
&QMP/G/94?6L&Q\%452,=#V#++5REE8!R3/0 MB^V_N\$'02'9/IS-
M>KJX*=+I"7:CC8GQP4>KBB?XIPCM=>CJ==^C1ZU4N/6E
MQ5VI8F3""#"BA*9:0@IL\$"5>JH=M\I\?(-YYW\68OIDX%0&QCAC;MQ)VYL,F MEL65G"
I!WQHXSAGWI; X#FNK9+"B%PIV\EX(6"I:A,^"<5=>FL.P\+YT=Y*DJ\BN\I-
DAU\ZW!=>%QP+3=39" M30D=BG*#-I)D;-?
\$,7JQU"K+TNJ0^9OYRY#;U@7LB;^SCX!JR2FNJEI@X=%
MEJZ3H\FI4PAT@%NY5^XF3>IZ+JM74!*XBX NQMDYVG%-9=QP<48KYU>X0V M-
YOMFY(4I;_M@\$K7W7Q6J>I\Z_+Y,\$S(NY!5DYWT#OLCHNW@/;..^24W.V*
M@\$TW)0AAR\=>Z%/Q&J&J!1F "BL@K/MW(U'N;7BS0H1#!Y38S.LYD^QGV_B-
M\$[W+\$3K\8PW"UL\$V_>.(0:#/E. PG@-_C*3"@W9MK;8!77BS9@GC\JQ\X\ MFR_A,J-
Z(FMPIJN M /2M.)DVLK8C"l:RXPZ^0 7:. MDN+:39@I%4YQ4\OD\IAN?R_S^0EF^)<4%,
(QI+=_CIVH60HI J?23 M2G+%NR4J5R.14<"?8I; ?<<0:ZBBLX;*D8\$M-
&_8QN6'*E.6"VP\5QSF\W<#%;-HBJ/928>'*CGJ@>7P%5EW-8,UM/O= M:E\HJ40?!\NI+
,R07CGJ ML/5D"#7GW)3ZK944-8JL"SYB)2H0:4;\$PH)LDJ\17\1-@+EE^3LHD3W>#2UX
M1L0J,TH#G\I!##M_Q8\$X4-3\Z.>#L#:'S\K*T:%YC0^R^XWHMV?D6#E&09D;
M:,9I3A4UMZ:L.JN89T7URE%TW)>Z3[U=V\$-#9/(U+2 *C1_8/=F)#DBP:Q\I
MH/@3:KA,J;233R.-LIAIY"S&2%. I/?"!QIVH?G-&).&'R48\D7\H\W D
M5D.+;IT"N6TTKJ:BPBH:G\O%)8C/0HT7(QK?ACNEF9Z+V5M+=U1N6 M1@/'>LH/F"UM
NWW!%EG'EV MC)\L\I1.1-WY_)P;!/ZW7U>-WF*N>1, MX0PS^IT'V&/?
VU>99>WJ1L4%L:;[CT<>'OA^6U+_FD\BXAQH6\$-Z9TYNHA8 M!?"U@8F;Z_-<9U&=-
IL1,,2#21=N7B@P-)H\+7D;-ZNY7B7W;31YT>*/GS; MZQ(C XC0>
JV!@&BB<40BN@I(=YMZI(=?\$H/ST8>F?*A!(L5)G*-I"3@@ MW=D;^
!^,H6;6TY*.IQ'(_8V2@Z:=-^S9LW?!):FG.DKJ\$>_M\$,\$4I+?X,)E4(I@Q9ZY5E'M-
S2UNJPA&G:EFIJ07^V\ERL.Q3:9ZF3)D_BXS=P<2L!;-L;-<:
R\$9"H#+38.M2T+Q)CM1T SER!80+VO\T99,+3I'<9?;:N1;P!)DR/=P+JG1&>Z
MK6L1G^T=9G0268SGB;(F_XNQT1"G%X%48;Q>:H?WW*WD\3M5'>QV\QJ+H^\$
M8\$E?5O+R+U9Y"Z%(_F@J%'1U600(SS(!+C L&0&@%_M3T.X;52*K
MQ4"5KQ8&T+:U\J/8\RZ82YE;31DX?PX& MHCV_
M0&+!^F+/D70AGM)3+X73;X\XVE\$N10^XBNK/OSI6U4V9!ITWJKM07
MJB%")#DDWOC^=CZ&B%9YR2*W(PDCJCL_(\G.^*6_0)I)*X'!\#_@Z=N311
M3L%=N==C-M/M:DBQRZ?ID?+0_/T Z3Q/P90+(U)645YR\Q+W,N%?FZI-W0
M2&6T\2*^I'Y+6:6T\7R;M^2\$5&:'Z4%2[Z;I?)*!W*EF>+ '=
M6136'.30BGYCVVDHFZVX*Z.OO6>!(E_JAV@3NC7F2EM@H;=I=WK0.OU4^ME
MM(0,X@5EGRJ(GPAQ6!L8L\LZG:I(S#I*-I>87#W2TW\9L53B1K*IV\Q-2 M-
7PTY/ZDI7%V)K_#)V7VIL>QHMEM\Z+B0*GUV&A0\$MK;1D=TR,\$UD>6;*T@35

KJ70J19"*C#YFR#(I@4")?72IS M=I+U5,YR,-D5_ZZ3;3CJHOD,7@2\$19H8C_G%'DGQTV?
4&,FXI9,-YDIU@V MY:=WR_P/?1F68SU&IY76R:F^ KL%C)7I?-'9:ILIT!<,-A32!^O#-JY?
U9X0 M?IOU=INXV!^I:J^'@(ICE JC7I-^/%MGRI-@1#7ZB?I: @IY'YL>4R*0PECSCYI
M:E,K*CAZ55S+CX*QWX2 /6K7;SN1R-+5,O(' ^)(H%%LN(6SX+BU>'E)&I
M(ZKISBU_0@F;C1PI>%1 YI^RB!;^1 %-D'3"/DE:)A>VS;LW'.I!^O7HWP M<:9.-%
_SZ@U5XE4^TJVI_A"MYS/%&R).#UHI3GJYDU[RH'WG"3ZUM,VR(: MTQW(
FUX9CLB9\$"&^ Q BXQLVH6^=EZ)8D^Z&K\$)OXSL=^C(2/_P.'I#_2@9 MIZSL#,47'2/%
I ZGX/_W9I400CQ@%(E*&GFJOH?D58"OU"N"43>0;>&ZHNPU5
M2K3P&;P"/%VU/JID>*488AE0-\$8L@I&U(/8-IPF_+)X\$"<2ZJS-R+VFG"; M00<[R=\$
I46W2;I 5D1GMJ"3>*E0)?=B)HF+G#CXSS#)8.9\$4Z,-NY)*?3KU M?
&FBIU/9SDZP1U*M,Z'9:N%,7G, %\$%T1?(-Q<=71_?)6I;FL MY,,M1\$2V
MC'\$ \$MXS+KLQO1F**JG\408F96#@;#PF,#I(0_8+BO#U7K;W,CJZ<_)3-^2- MX(K\$-
_4AJ*MRN@#+K#Q,"J">\$*Y0I=":[3>H WTCHJ".M=.IA;.,+8,V7JU*H
M%)&^GX\$ZF5+01S,*79YK4L<5M63IJ=NVH#*M8IHL=%4)Z39Y,&I;-B\+=L:I
MBG7B5[KH;U;Y)MZ8X]+T>YIGMUHRWKE+\$<./#HV..ZY5X0YH+?WPI,)_'6K+
MYF\$H1:~/TD1M\ \$X+ (&MLT;*,"(R\$1ZM6LJ-&I%5%+/_C)2? M**YY4^8+Q)NN"-
L7G!OJ!)TJ7/N0BRZBZ"Z RC+@;U093SYU?X# 1I?-5EXN MO_1A51@13>AJIV%P/NZ J
M",JECOC D4L>'LIUT?@,@, D\$ \$YV/PE"YC1;U:LF4FHZ81MI&MJIU4I\$A+I M-'(_4IE%
<3\$; />J*X\B2F:XB0+7?QT.(1Q!UV8T_>P&EAZ^44JZ9Q/P,TU MN'"6U\$8=5,,Z\3>)LROY
9\$L0S\$)=9A%FF)>YL0R(>HG1@EV27U\N\879E=, M*_<\$(JF\8TFB1MH^!5;"XP'^U&_Z-
E)(49,@HTW1=!EA 60A?V61<I\N\?Z&I
ME';E>672B2UB(_ KI*X_)ASR"*\K45P#U'Q@K6C,Z3_IBS3)I#0>GM&;<\$UV" MF0,BGI
I#WP@Y&^SR@5=%<-L##H9C&)Z6':X 6+GE_8X.IR=W#/U@W,E\$26\$C MBZ3S\?+I(I
(:26O")//TEC1?)G=).16BMJ%,#2XY;4V!"8QSD'A;+WF?52F M[VT'_6Y)+&G-3%U8,"PK-#I
IYZ.CC4H_!A\&OJ8K1+ZEHCK,C 25F)ID3H4GABQW
M=K%+O;@O;HSK_<.0\ C6U^,OIK242!#BN,F>%6K#30@;"B=V?>(S?YQ\$0".^2
M^>K&73I>KC!MV%E!1W""7A/X3A3N7D?N5>S?G1HN#ET<^+_D:8M"U.^4,,E
M_,C7@(@)12/+U<^%T\ E%%E#7M+#+@E^IN8^JP,WPS%_ MD"JFFB(4=U\$TQ&I3
M*ZZX-2=>+S#7&3SFS%TD@/M?RY^I,W9'G\$F<I\T'&EX(KDHQ)*L8H M(IR*.
(:7%F32M3P1B;B='YOZ@PUH;I7OX?MBM".E7>?)O)J'.N
M)1!T*F^I2'F'F30JFPW&+2N\9@UGBK\$=I=,7V5XXL-YW^X.NX,' I;SL
M3J: ^PO^!4Q#D5)D0#B_0M934I8PWIOZ2A6P<^+4K0+D8=/Z7,9Q_36ZW3+BB M?
&SF31S:T.7/?DB&%T?W&H"*[OF4D\!+J?!+VN#X^-,LM=O*Z/
MH,#T&V!A#BZ+_!D&#\$*9@Q(4J)%U?RX"V8\$X=N3_"1'EHGNSV"\$#[I5Z?^WR
MBS/SI+Y(B^&HB/T;GAU400)HDYV7%WC/8+U X>H4:S
M<^E70/S&Y1MY54EX9%VQLIP4D'S@GEO
M@,=6!2<8:Q+'5A#8H'\$N&6;0NSKHB,^.#UQTT3A;00+TOZ*T42D'9.KJMA4T
MI^E(L'L=-UN/8_:RA0'P*>_Q>.V&M&OL@\$JLZBM/(((!^ZO#IFP%C<^?#C^ MI*,X83IY
M0\33(!FH<9(99M!;A MP\A--?++1-1DX\8LA9H65@Q0E'*D8?2 M#72(!,C\$YP7LM?-
O5@X!T<&9K=LRT*1JM8LF-NUJ(9(^I+68'<\$_3##!_XT MD?
X_B_ ^K"Y"ILY#\$HG%EU&="QMS-4)1I&.BYJ7XE2M-C*\$Q0E MGB+C?
OM2&R\<#=#!DQ/R,8#S99#E\((5I\JTIO#QZR-N-G":YCG,#BUW=/WGU/
MO3=UTWIV<3)#:IJ>WG+G^.'Y(B8S;2.C#LNBMM2DMIC3#BVW;IE,INVF"S-YFW#N
M.@BT\2:DF)\$@':\$Z.P.K8:"1NNNSGL.\$FZ4/Y4;D%N4H+?D86^I8FJ+
MQMZ7),KFWM:I^LR\I%EH3QET\0I0EWFC<"Y*G-L:>0E<\$ RW4TD@J.5Q_Q+M
M;FMIR9 O,-"\$:WZJ)N6>P%&^?8^D9X."IJ.?EBX\<")!BEFIZ%QIGD"F@Y
M\$UKU\&7&D3&:IO&^OV,_XR'^Z2U_IH6=?SG(C8K RH:19B5CXO\ (P#)4W0
MB\Y;IT_(I>(OE@Q:2/(=X"IJ?7%/JH6E%"NM?L/B^0/4=G@'HOK.3UT/\$I
MB5FJ\Y\I.R5=R(_M_*V_Q9BKH\JC7_KC9"M\Y#C=RVS8.SJEVXH<B'0=EOK'LR
TH(*#E\J6J:21M)O4G'00M_/6O5I9;8VK5B,0H9\ ML+XDE/U5Z"6G.YWTJR'JL\$9%,WG,X?
24MO@/+.^#>OQV9&.M+IM/I R^CK8+^ MR(>5?8HY3WIZH\>:U>*(Z(,7D8
""\J(IW)%!/NYC\Z>7=VL4V2"BSR/?>T\@0K== ME@U"D?,JVZ;VNZ7
B!'<.1%DT9/E#^*6^&V0<.=^XAP&IZEKV%=" \$6(=EJ\$E
MG.&ON6=I3A+I\OX2M\YK'I\98=/FDG)Y1<7#+/3<0 JV1S7M2P!.R\$%^_SG+M."PCJ3?
#E"A\I_V_S<8%9.L+38K\B3F:5A?PU&MPLS?J?X/D#0X-W Y\2N?W, M9NK-, \$5>I\PT;_=?-
+AG3V,*I\XO7,"?@LJ*Z#?WESY>/_Y\$WT/X7V-RX\>+ M*'ZS-Q=!_S.3_R=-
ROUYL2D_=!K*#I\\$.BC=I%U##E90NC94QKJ1^EZ(PIB MQO+_MI_IZ;_AA7 U^7I
4\$L#!0 (-*LR35ISG.;5%9P_%ZW / M9FIR;7,M,5\ P,#@N:G!GU+MU6)3KUS8I2(ET28,"

I+2W=+2W4K#"\$B7,(H2 M4D- (=S=(-
RB(='+=+V0.] @WNYZIMH/IWG>] OC'8H8.: ^U!6N=:YS76M= M,0,:A'T'X,A+RTD# \$! 0
A?P#8#\$ 2A?M'CI8L+ 8"(\\UM[APX;CN("\$A(J'>XD*X MXW8K@(N\$) =!4]<%?6%
SXUQJN|!!(1Z65?T&@XU0X(31R'[MVGY5H|= '@+ M!0>R PR8| |*V6_ ?
L4R.3(V(75"@VZ+"M7Y8_5@X|W";9X(5^MCCCK! M."HSH|C)DG'HQ|K)H0| XZ'\$O-
WGK!5?H\$!A#-A@&8 *NMW4"19&,#|WJ'B M/OPF+?QF'JD"U%,,?
H_T5+0|^|HC|*:*E6X=/(<);, *!MA/EYE^#@.D#,\$ M"Q*-ZEXPP("MS@9+">9A@.-
AY:N=0<..ZRK0U<|0333;&09N'@SP>!?TFRTB(ZC7\$##TDG#) M5UKXT:U8\$PRPGI5Z-
I5YQ6C<2S6C"I6(I7|'3#6E!GT.G08?I4S| -#SSM|@P>OR;Y3|C0P;B|8M- MN7|C\$W@SI*|
17M0H|6UOJ?|<4(F_OG;"3_) DM|HCRZXX'QSA+|!|P33L|9C9W)3M!2OG",
M"NEU6Q\$N -M!H5'YKK!;I\$B*+ MZ'0<#N_ =Q, 8PFGQ_MT%Q#" X1|H
M_!O2U<<2|6KM.;R|:%B27DK*-2 MYR,V64MYV3(K4#|+U#%|/;8*::9OJ1R> M;A7VY|B+
(?. M .37NS(&Y&TF|16CK=WOUZ=)YN@3G/O5W!=?W9&76Q\$?+G MT:S:KP\$!--ZIN?Y&-
TIS^ HOT?QAKI|7: M7^E()\$%Q%);>0HO#*(O#5M-1@_:">D5WHZ|#(*4_+
(GZE_1U8@7MCCU&_X_2 M5ZQSZD(494,HU93CKUR,_8D+LQ_B>=;*
<|;*@U'B"D|)!^|8@A YBUK5)#N
MA8B4L7^A;NC/(| XW|OY9_1X6.@L(A+?|>GT)_JT^@ T\$LR=RV9/MOL_4?
MR|=4|G|3G?Y;@G|04+"K;NW67QRY> X%- (YR\$UJ)1TJH!N4| -"E?VW!J9=S3#3|48LD:*
MI/OJ8@P:*NZ|'7=E-+9-L@Q)\$0!4_|+.^Y|&2K-=F7!-%+8^|H>|J ANJD@ M7(@%45:-
:.\$|4|E^*0+M\$;H'!|*I2_,*RG';DG&B>0B\$F0;: Q=|ZR|%Q89Q-
M&M=24Y|\$U|OD'\$_ <5Q\$%23^5I+*FBDIZWE^?6-TB(HTNOHEZU)|E8.@KE/O^
M.96IELG!*=*|?WK'+9|'"2BK|LV5NQ)*H\$S;=4>A7_2^.D3|+H:9^JUX>9|ZL MPP?
9X+XTG8XIJ+WGNIP"C'1*TMZ+*IM2PHFZV=9F7QS<|4MN;A|/8^G=4=6V
M||@I>4|3N3\$ _5X2CWQ*|9BH(KJ)+|H#G27U!X(CB;F8";>V7(!E\$>;IRQ9
M!L+!##"9>'>4N2G-6X3|Z/D#\$9=+*)X|_4>1AZY|W7?)"#/C^3UBV^ ^W5;#
MQHYG+;Y|/%@J9X\$=;:(C8R)Z+U&H>Q3S%|_)KL|VCI'E|.?PIH-.6N&3>
MU\$5|!RS>4@DKA|Y|N=KJVCY"==K7ZZ-*8."!;)&_17QZ|K|L|);|8)-@**&
M29KJY\$Q !P'3AY ;K;VU'22=G+=|QATKID(//H88V3QV1L_.B6=L6;BY0R MS)
^;:=5TA3.9:Z2YC95GCJ6D3:N&|Y9'3D_) |X|P0|/SK6?D7 MS /G-_@.= MU_|
(V0*|K2=LLH5@\$V@I'2B\$75%"H98)/;7)S=CXB>Q!3|2-Z MU>1<=(O-D*\$|)#4"
I(j:45#%OD1*W>@I>^* <.5NI?R6M049(=.(_MJABPHEULZ?+LUMRT)6ON M ?
@_KT7E&TM\$,Q*9V'"0P\$PET^O>K1&0|7+UP%P|K0BC MU+JL7_T|=L22=91
M&|;NLYAN%XG:YC99#2%;)EI M3EJ";M9VP'3?8/"
fMA9%5QV_AYWCDH9:\$/@|'"X&JH24Q?|!@@"V"O .%5-5<+
M@Z_|QH<7)F1(=G%Z+3QM5|QRSS4|T>|!@#W@|"W%OK+C;|>D+8L7G?F902-
M=C)D! \$VA(2"(-HFDVTWN1&K%W;15UZGV;IN|K 3KE7Z|" (AQ(WX@\$ \$"HK M*;
WH+'01|B6M-D%+3;)6PNXJRG7N)/(.&B=U%K5F|2/Z@;UY"7D+^A=0 M|+
(M|8J<*&B3;_D7,+%P@SIFE2?8@4:A\$A#|=E|46BE\$7&3ET)T YY 07+M
ML7W|*U)*5JJTGv, JN:(3?YJWG#207 M#PY)1-J-3VUI4E+YF2O(N2#KGQD\$NB99C0
569NZTT4^)|@B0T/07#-JQ:"B MM?9_23/V|SU6RNE;NCI'VCCI!Q&Z'|_5(IY_WTRA?
44YH\$V&?\$ MAZP&LROQC1?031UZY6KX*7.#1H:<)TIVE4|9JD*X<1(UM
0B_)RLT\$B1E_N MDLZO=1-|N",?>Y=#N%W+4.(QMR D=L06;|?<
*|*VD(%|7LV'^|2C1;:5+QJIF#W>7'K;J.:<==*2Y@.?P@*05/F'3L#L)IBQ M=A)NRV&7R
MHL ?GH;|DO*L""JH*MZ*J(G=KZ%<101+=2 M1|4(HZ(DOW@=(_*0R+970CU2&-
MSZ2.+FEK0^,*&;3Y)%/Z;|C@3MN&RJ<4
M)D5QNOJW;D(Z'4JUA4356I9M"=;^*G01G4@A=OS|71#HQ_.'%9*, M'\$_ |N?@MF 5'3".
fMV5&1(:XO%C6+!*H/1Y\$0;D'&*L!;LC1HC5Y0HHY|A
MJ&IJK9_7C#ZM84|W21=1WT)HY|G1<-=_JCR-W17I;=>F/F1B;&9>H1G:Q3PG
MWT8@AK@;97|Z/42%-2E6S|1_5KV*&C&<+!|-S^U=@I^K1#"CU10L0GZLK3RZ
M4A,BM/7.0H/2:5_KI(N;J:16T60..>Y|C&6H-N8,<='<_5U;YR85M.O|9-38 M=
|X^T73)^9@*RK'R8ZPZ3*P;:;X;|_D).G+=CC6:VT>\$C|H(HS6#1|8TJH=-M>)|@|O-
P@5K2V9;_K6|;50:TB;(!5#)40.|/%8#C?1RV_XOW\$S#9+S+XL;9XB MS?=:|VI/40H-
MG(P|K;APUHJ9@JK:Q\$A,4@.05:CM8>D9M#JHH7)./U!K%:
MF(Y40)*GJCDB5V|7!8N#+SB\$B_1|FX Y8GPDJH>TAM.N.6_0XYH0':0?KGOO&T;|
<+Y|E2WE!&FFE*'= \$/A^L|W7I+T| M6W-_:MAMJ-XMCUV_8*A?
N4R3MLZ\$|)9A^BB7|YLNT.:3EXX5X:6A=\$RK4NQ MVRAS?P'|C(P(|M3|'|IV=/K#1>F1R
5B+-^54LA^6Y)TH2>8?M6,P8KC@RX M48YJ6=O_|T>B|IWPY0ZCV<73|*-TF:
<3\$SX(^&AZ M @|JG&/#C2?;\$1F8:4-(<-Y>#D=|C>|Q\$V78_-R"D|@JDF1-3T.*<,T*D

+P4EMM=JYGI*3^JH;HW9F O_8,^)^PQ>^+F& 88SX02W0^& M 41JC,1&8
"J1L.@07N\$BL.5/P>)_ \$A2I> (I%TH\WWPN8\$>V_7E'&A! ML;F,(CALK=MNA,"^N-
=T44'JY;C;1<8X#4,<%KXC2%SFQ,;2#,%_SI0=Y? M#"@ES@ 7_;JE6>Z70R^)&&>YA[4?
Y+XX9KV\U X:DAFWH!R7&25U+30MF/FP M8V>:.?+=?I6W'>.T"@56"?
WY)8W4\$ZE.QK)@.IF4IGTRO;\$_.9;K_1<)'%V74
M@TWCII/=NTS\JO&9TB(K>:62:"&O8@7T,FQ&PJ@3WX?A0W\$Q@5#O">@5:CU
M83%H %H%TR:B/I ^Z1"\$I#=#4H4KO5*S5R"SP;T! 7BQD=2# 5+AF)K;J0X"
M@<,'>RUGDZ52>+*>G+?B%YFWTE137((5_!%G/6I3G0?IG,-37IQ/45VPV\$
M::BQ2I31ZM@,>OA?)*=\$?Y.D_R\$Y=2MI?/4-O&O3%/I# /Z?!IC;L!.*MP MZ6-
:T:_H/:O!DR)-EL=T_YGDOIDZM_J+Y: ^X\O87\$H\IR?(%I5 !&_B9)L
M\$%K_A838WT@H_T\$"V0I2;JV CA=.H4(4L7:.4I^?0)2O=E1A@+O^5?!8 MW8:ON().
I+EA@+_ZZY)^R'WH\7OJDM_J#XS_H/JGA^JC7I1_2=/^ (Y<,Q5)
MYHDSQVSADM'N4T830/'&C=8LJ5VF^V4O.N1/N")Z0LJR.)J7CRDK6ZH8%Q(Z
M2W<*R*L;A+;_+>+@8*UA_*#FS@=H5_I0.!^U\T* >I'EKKNEF6@509=8J6
M6IE9)J7>!?J+*C48X\$_.10AO^IEU ROK7U=O#_P;^?
3WQBIM^1I;G;XJN<I@Y\$<%UCU*Q07JOGU.CXSUW\$:CC%ZL?FH%8
MFDW;>6_MB>QC+&Q@D??01(DI^AG7_V+Y?Q07P6LM9Z&4P!^;C;7:Y=@I"113
MZZ*_C#XXP9F_Q1AQOP/*;BOC_@:WC?5\$7K4.%8T?T?:BM@_J>/XZOOZ8# M\I"0/Z:#?
XPXU%;2(1@@I\=I3IX\$&&">ZP?Q_V)RI ^37Z;^D/PK.,F?X4%5 M!\DY:
_AN<_IOE3.,P_:OUS_S_'1.9M^)=._8OD3TNS_Y1M/-D2Z?K%<:_MY:"L/WGDIQ=*_Q3Y?
XR\$F_LCBM\$=;@6OX#A-\$VU ^-2^X02\SO(W\D@%I?R MT2;C-4;S^+\$D
IW9X11=:7PUQ0W@D:3A5IJ%('I#1*B\$GO&-D_T:<)*I\H) M^FV.\R(02L:9?
Y!B"5I9Q#CZ\$;B*9"2 '(GB%S9NDHDNLJ9&-K*WT5965R\I
MZE64W<@O5L1K&NH80I:KQ72YHQM<&9!UD^U%%YP%"IIV*6MKW8XZ3EZU3#%
M*B3I8,PR5E!!I*T8EO>EEI>RM(\$A\I^M^W)MFL5VX^HCK2+/J:UO(NN6-BMJ*
MA_B88@L9TQG97R->,L48'\$8IJM?7,B0A\$RX8GLO(I3\$5\$G^OE=ME'E^_\$D\I
M<I034*5_5Z2MW1*BKPSAXSH4\$'&?=UHX(/I\ZC,K\$1\HT:'8P\$;I\RB"" Q3-2
MJ.\$:DIHUS!^UVMJ.G*OKKB S:M2_:LO*8EH79'S"3I6.D0L(\$OIX+CK%0\H3
MYIDHR7^%/,Y7I?=:Z*<:NYN::24#;AUWB)=_J(Y7><9J&9 M->1#.UGD14>B:Q+I,>C\I?
Y9I@"Y0\N=P\I0%Y3/_+P?6DI)_&JTH(N M&KWA<I\57VL\WDT&I(:#+NR5%
(KWCJ>K8^H??XM/(<I\O\$&_S=ZIMA *W.3*O+ M8T-V YHI?(?LS3,W\I\9R2_=O3_GG5-;OF
M%"\$ISO@+L_81^>WMD)CGZ5*&K9\#V9V9-9&O#ZL!I%3.;M_?:96^%H0D-GS8
MY48K4IS>K96% 59S:TI\$3G6OR2R(BYM&(9 CON*O#I;I\OZ#20H0TK80Q=IG:
M8ITX#?3%46?VC+1C'M%;R2+LA\TP&I\KO<_0M>7JB!F?)TA8DGY)@)D"V)-F
M";G&9^6Y/9;&8\E>4YKY"/-Q@LI^G.JO0T?#3^V%RV)\$V*D7,X/B4/U-I
ML*X8:"I7YKO\$I_2;CPI\Z\N0XS @WDR'8IX,006E^C,IH@3%OC=OI:VANL7% MZF)@-?
THK)1H12UCLBCNW\IDU\$=>DUCG>+QE78M((0J.%5J<+!.-STZS,=@2
MM.I@3)3T6I01:.%\$253 M CH@?J^G=B'BC%%VW7+,XC28FYWYW!0@00_.KH;I+
QEVHIMN2A'9:.ECLY M 5_NXTH/"G^U <I536E-)+CIV^ARXUM\$I4JHYU?UZB-
_A\UVC&B.S3;I>T) MEQ4I<7ULV&2'ES5FR\2>4\$#DO)@::B6X4#9KJ9G>
(I:/Q@%K"1^I4'2K-OKCJ!%(159>_9N\I@>VWB\B#^0I
M;3@(<79=C"=/_BU.ZEUI!75DC*P.Q=IY/O65*'E,?A-97JBEZ,%?(<'038V:N M?
D,1O<=U/T"L <(6EVY,I03U :F>FN/7RV&-P MQI?-R!KU6D39L(:6Y6@H_MZ-A63B.?
I!>RSW&OOE*I^I3D'/EU29+Q.Z5#.W;OPN8OC K,6,>=-_LI3-? MIK1U@DI;FNSA>
IHZ3.(3KT5\$ _OW0)C'0,I\V78U,P8=%Y(T+ 7IL2S%QJR"
MP:%*:@JJ7!^X7JCVHIP2\ANQH>08I4I"KDZJ\HN\QXH\$:I(.OI7AQWS>I8 M;PIQOIR-
FKJ@IF*SP!H* <4JUL1UXS\I:PL4N\I^E82 M?
58#CGVDI(Y:/7JS3LG#4J(G)3LBA:3TB2I_1FQ',I'R7WP<&;ZR/62TM=F MUBKH-
%M#'#GW\::5XE' V3.;XJDA3TH(RKJXDM_421%GA/L&,2#2_?H%A;3# M=L#M-
M7/2Q@TUL21TK(U'_L3A!#%H(4@YI20SDYE M!#&E#?ZYP'DAN\I
W^POT*Q!HWTM\47L5&T6+B+XO1L904?I*AE!#> "CV) MZ&I=K 7:.\$ZH,HTJF\$*C<
M/34^6-Y!GN0&JEIG4(CJ?,O.EY<%W)47@N4I0:R/TBOQJ(.2*HQ*!=5PF4
M9^RL80L\\$:^\$E\$>3I"OI=N\FIR\3SN\99G%5,+4KWWN+#V0P>-,,':O))68I
MODET'N9*B#=#U%"-66W"CK^8OQN3IV0D\I-JF8(^L^G\MN;=(7+#KN_8O-8=
M+K7_O)3X=:+^)' /3YQU&BT.I8J<I&5 M"4_@=9'IN6C#Y;WVC,SX,_IM_#N.T M?
(4&EVJ)CW*!S&<'S",.T4.>I4!(EV7M*);?3?,@I\ZNI07V'@R_KZIA@ MP*_TTGK?
_&0TK:JO'IMLIHV99Y M1@&Q,ZO:QZ+;N>:D5LW98!A4 N>X/98FZY5 MGD\TBI(-
D&:53PM)0>+)C8KH89M+GN)OPRE\J5L"-8XYRK3\FH#GR11BG#0Q

M8ZYT[7FJK6N=,3RH(C7^Z MD';%?(#T/259 "LZT2US0TL[?9VQI93X8B)_>CL^W%-
;C\$18F+BM\N\VM-|M@A2LK|^03\$KDJH_U|;Q:NIV8-FA7ZM-T
TMFGP?/S130WK417|<24PXF.O/ M19)CH6"X4V2,,&,3L_+=DOQ,W?
0N4M,NU(|\#UB5/B|-*ID(G\$G1.U#E.)L M |W-4"X.(T4R^0E,"|?3;J)4QE_-?
%AQ)69&1G;M>Y\$.8N7;|^Q MG/1V%Y-9=DVK@-
;WOLH'9.Y#Z"N|3MH%5<6"BJ\$ZZJHGF0MTFZNQZ\|@0 M><@FR(#<\$I7
5B3@*.LA0UJ(RH_3XJ":H' E'5*I%+FK)W&>_DT=Q!+|L* MVVBC8KY-
3.VEY*2,Q628M\$2S):.W;MB'P" T6O!5JLLWT;6|%0".@NE7B0:>>G M3 6:|T_)XL%BPE:(
R^1/.EBEUC4^I_8%;.&O"(A#G|3S3Z1K3?6J%UHK?19 M#K.K&C>^55I,L"
(IY5VN_&9H6!#\$ _OY#GNG@ #X?.KLZE. 6#&O>DLUOLQB/>
@R|3PU#;|>9M#C\$1EBL+&VS|3=7: A)79?;|">W7Z\NR
M>!!%4X'|+NF.,B)7B>_&;N;AMXS%DO?RXWO#TA%QW8&0),3: Y|H;;U#E#K6
MD'!%#R0G0_UVQTB)+|>J:)7/E=&?^3=*\$*=,EXISHWGGG/<,ZW"JQOLY7Q
M.AZE,9;=)5H3>K"KM,\$.8G|?T1MQ@ZY?^:2H 6%:@J;_:@'^^8!J(ZY('N8 M4'M-?!,2;MS-
XD0-|Z1B|DPWRTP/)DL:W512:D192*I>W _UN|ELAPKKF7T
MGM|F|"NA5F6:8_B4;WWU4*O&'*F&"\$^O.V)>SH)0);1="=\$%4I PWE!4|8=!
MI'U_G_M\$3DA-|.Y1F#)JBI2K=C/ER#ZS90W.>XX&>2KZU?!3F|*<Y"QV6:
<|/)D|0AEFGK5422|>PC7_5:MZP7C|G+FJP|)^_D3Q>N^JH8%LOE
MGH,UQTZUA|,BH|%VW>)S71X|FIYQ7P_:8'7&9-WI'='S/0K7'0M\^0;P("P)
MX1D(RQI/"DEZPJ;5;9N\D-+14;QK?3PXW9"8J/G1J%_|>%"*FHW/"|;OKOY
MSPL26.N***CYU/;NC/.(A/D/JYZ*^2'YYY7DTH8_D1'Y)/|Z|QAG^!N&O* MS"E=W##
1Z&^U-0|H_#=#+|TB14@ID36:)+TQM.>BG MGKSNP\$A+<9J@RPSN(V)X)YNQ<"
|>\$MCU7VAKX30|?UJJ;:H-4WNC\$VLVS%; MTK\$|;2B'Q(-|)A-
V/+U0H)9'DC=QJHL5;G74.2DC"^TD-&|)GS=-.T53| M"A|;"BJ3\Z)7R:(U\%-X%
|2G|N^O'6*^QZ")|(|9(AQ"JW8DVN,ZZV6^MU^6B
M8#5F;LJHB0DF=737W&|D>,V>*>Y&,:KE9_XAN_/J6RO^!"(P0S-67C4_MG.?|I@!H
7HI_7H@#C=|V#&/PF;5%2BMU>KK_|C/ MH&944'=E*:7:|W%PDZ7QRG|2_1'WVD !RV?
+1 MQT@&|N09;%'"_)2|:Q03Q9OFZ"XWD,REQE!9F&C0?Y,K?HUS2E|(V1DZD
M3U*C#W_.G* X&>5(A)I/8?<;W'5|ODMT1:|S U(AYX43B9FVQ%S|O&/%|#0_M)UC|D-
1P8WCK,?)8IA3O| LUCJ+TZN7#XLEKSDSIR+R*SB@2C)5EU <8*2C> MC"<|/-GG
;M.+HY|HY? X0\$4\(#)&|GDL'S3/,U7 P8,SGCJ=*\$5+_|Z=8 M'J+M \$5/T!IA@!;I5*:=^Z9%
MSLESA?|):PA..W4'7Z*7Z-2#PKQSBUS|/;PO|A:9_-Y6.62;DRZ18&*0_O ML;"<%*Y\$6A-
>CX4TN+(M/2C)Q&|MBUL|-CE&0WV_3J;<;-WS5_\$F-6*0()YM/JI#15I>=L0,,JM;@LQ
M3=MR^*:J9O71?ZZ!'Y6"D:|Q7&L/4:|Q8E F:HW*V9VJFNI/*AF:GOI\$WX MMFU.
<\$QMK8|3/CGY:3:T=2(8)Y@FY>|T>K@2AW#!M8QVS2&IS:\$5|^>=&5H+
MSO/O2R7B7@6ZLT*'5@)%P|2|_#_K16LGW\$,JN3|B9N2+K%:D6ZU1I:9A(;8
MAD>%3G92QF\$U^6S M22?<0@*87R^?>@;UX>A:ZN)74_18J2*|^F,<_X.O8/_I-
VJRZ4PRI)X|/2Q|>|^*<5|O=ESU M76*^#2:1>18|HC\$Z >YM V,FAJAN43HE1?6@G?
M/;.^6UW^#FC#AE-XL;BL6 MMHF/BW5 ?@1-RZ3>P,T=>|^|H: (+8Y.7W02;,,
_BR7T+6_JV<;0C5|1##!(M=PR|(>4W?E|!@-VE,&A@'\$"8V|JN2-V\$ O,2!1M'5B-(T6W%M
M1NF|04_\$=X^"-M,2E-8JQ|?9EW@/(|I;% QQQ8>PK|V3TZ!54^3V@IZ60;:\$
M37U86#,*C6/<|@1Z,VWP19FCJ4>N<;
(CX)'|=2&3ZMC^24|:= \$WE(FK0%|3&K@13*3=+CU:5L"9#!RJSG=48V)41"NU4L>M_Z
M%U3|)(6M+2VMK|HVY72KIG<04GY-8UP%E!
()3UZ.>3@GHID%2=J2AZ)VWMU?HJ08R9C9\$8E@8+Y@O'I
MGBS340JORUI|D^,1T/A>&TMH3VA4>V7@Z&E)F&Q9
M8).0G#3AN*5|=WR<6A,W\$|/A42D\$=|H|F4QAAQNY?NO 8R)?JHRCAB:7Z^ M3^Y^0?
\$R|NA)RG%%AH:RKCES1HUUB

=PGWW68W-WL>U%2513Z>(|-3#L% M9SAYIS=\$;@7QS,>WZ:DX(
I9@Q!YE,%%#|3A'!;S(7RZ4?'6,,H9^ F(O20
MLH#.3S7@WD@)&C4CZ1X|:25%G8R@"&0"5;&_7EC@_2"^>FS#-'FQV3|5,4B
M;QR@&"#BZNP",Y!L,K"AKL*W|Y24VC&,+!> ZQG;K=9|JT%#:&W\$MP+M1
M2O_@MRN?/*!4QAB;:FCFY8XU6FK+#B\$|@N%0>O +>>C#L:\$L*_L5)@>SXV4O-MSL?
\$ZZA|IQM,8|>UG2JF\$OA|9MX+V=(Q,1'WV:=;_2HB|8L%Pl;1|FOJ\$ORS
M09C^11|P'%I?|7>6R%V|>

3201T'U)&E"C)

MBE;3<:I"Q<#.+/40!N>AI\$>.3^LV;K*D>SB\$[M3QY5OS8#!D!\$G|TR|: F4^M-
I->>78^.:G8Z!D1979F\F6!0(8@%W1CKNN0HI 6SQ-&_40<0DI!:.AW(19
M>6*.H%K!E)A!7COP&K!(("#^)^@ \$,9BX2-EM;:0LR64(?M\MKF< K4>IT#? M7PY7/Q
@YBWARN*4EZB:NG7N<9E::CH\$4/97@EX IE!*TQ%U!2& WZ1L3
M@D2R)2!D)JO*MD7_*/?J.HI(U4WY3<*,+R\$^JV*W@!^5?15U_@/6;^1H<M!-IR 4"?
->&\$+A MU X"7EDV+I-PJL:;SQ%&HE)L^2H[MU(%)VP\$5BG4;^1R#=#L?|L,=G\$WR\$?W
M&[5I:W "C3Z"!#;!70Q^I*!1TO&R^ZH&=#@ZUAY)ML^A+QF#2C0V2M GRHK9
M3!K)R>@1@2^E'<'N-T?7H!5REOGY257HN_R.T_4%CK
MH@76J^*M=U,6Z^\$J(QVVTSHJ)U/4W!7G^"8(2)NN*I:![K'WUT:/PIGN@(U77QRQ?
R&:N2.Z'>CIC8#&#.U:05SOD>:E!QGNJ:Z5GC/?-
MI9CW\C(:R.)TLHC6&>H>.)IMP!;4GH_G#ITXH\&X'HG.B7=FOT&F)BWZ25
MO)%U+9)!"@K6<|80N;SX7(D8Z7!V\F=(\$J_UE+G%'04)7*Q5.U143(JP5H!>U/V46#.
(9>7:%.CZ7'F5,>G.E71 MGW)BOAQ8XAM2!%Y!\$ "P-!7@/#'
LT82WGZD8'_W\$%10\$9P;UOWRF#Y,Z)EK) MLM9VN!<=8
!BHR+::PA<).70=|0%X|T*"L&="*U.X7 QRLN+.ZW7X!3^5?6Q MF!@;U9UEN+7
7U\$Q82L?TJ7F*V*H?L@ ^BV@Q;^BI1PKH.1LP/OF>K/#=#^'3 M_-%1!I-
C!NBGUZ#.1,0IE)X^!TX*:U(5H&3*_L2:\$!JG.!E8&LH_023SY%LB
MKT^1F@.CJ!)HU#BTPT"J* 6#4^,Z0K?;@|A E4C27<;@|Z
MD9U)+7VK0K7ZR>*:!^[-6NYL"B7JV9]),Z6\B*9NN(H>OM:W3H=-J1X,BGV
ML#9(>GH;O*3DT0\DK?AH:T(I\$??A9RE\$JPZ8H!OO M@NX%+WW
M==.9%|@1|Q89\3A03V> 1|&D)EMH*T1F?O:L!K?[*=[M\$B6A^T*/#49'=#O MBI2*;5!I-
KY>- '@SM00-KC M2IE0=UIRB>2D29JP/OK!\$2Z)IT!BOV3<(IE,6@|Z:B&8U|^BI&^N
MK|+YJG1C0JPEW'DY/EK0;=?/P|IANV.F*D4XJ//CV|^R|^D-)!\$&,%:% 38D
MFE.1#J!XKPJO_5Y_R0)U>BG" *5Y,,#)0V-E\|E-XLUM 2IR:|=J-Y8N999
M#^72//2)+="Q^3;=.G/CW1(G\$W_NS#V%AOZ)2K*IF=U<49A(&7O;F!4WM,I M1-
Y!MT+B=<+/\$6^|.YSG*49/(URLA6 V_ ^NR&Z159IJJ>TR*O#=#:5QD:O
M.1|GOEJ= J1/1Y|<.1!V/*|.Q^<&@E=KZD?Q!)&|O\$B>JI7%H9IN%8:D5!4U
M/Q@^D_4_U%R6|M X??9&3"0@HEVJ!7-W-0)Z&D^OK-'5!|-IJ(/RF%&#R0
M8:;)FC\$N!%B?+/J-V<:\$J_-OI%PUOHF-NZT8C6D%WS9+,Z3_OR&OT(-867 M@CKJL;-
E/XE\$XX%7JKPK(G8!T(\$!+(L,DD9B87L%O>7%-OT?I^3WOT(-^3M90\$2"R7 M4V?
LT,D.HDO+#XB2,717^KMTP3L,8IA3;G5V0 M*5^_4445;&D-?B \$F5>3|
_1QN^Y)P"X3LDPC='Q|R+A:<42"IO*'SHF#| M+F/K2*KIO-Z*:,YW-|VS
3>OW.V8^OJ^XI#^|.RL+>#4OD8" ^<-W<;^YSN,F&Q+VN(IM'6
UWV\$VIVO0*W)=>3EH+4|4Y;K-VG"=O MJ:ZHJE=T1X3D!RZ)+Z
V>VF:C=C9S0/"^Z>|YMKK'X%|GOG RDF/-5VTF@LE/M,AV\$-U:)\$S5%GJKD-
3)0P.?,C&_ ^?2Z3;0M_D#0'(C@#: ^ MUW=?
IE\$T3V"@!'NJ0<(7Z,"8^3!=\$T=T9VQR%TUX>S9RZ0CSV/#H8/>R0O
MLT:=#X'(1RB^J@|>1'(@/G=H-S+&M6X5=\$TYHO70>')/\$H#|+%4^|>XRMRAV
M3*+&T;F"BZN/YL |83K:.Z"T_RU/&& MV\$-*,%\$8I UN?
NC7EUXHPJ@3\$9J5J436T\FCXQGB2(?=IAJ@Y67^Z|QRDG7(MI?G1Y ?SBGI>BV\$=D-
<|M?;:W<_%W9E|6#.AC|J'A7!;B4)R21;7C=D>9;9_UB/|R'%X7S|M)K7U*PVEV*S|
P_PJNJ>7/?B4@P!1M3-QI.K82I12)8,XAB2?7QF"-W@ M &HKC-'5UC64-^G\$|
TA11(W|PTC@FBD!DDKM86;>88,0L&.5^|(9A \$6Y/8
M*6OS7+)"9>RIT=E85\G#)AFQ):4^;VZ4N':T5Y=/OY=,TOA1U8:ZB2@11A6
M;PGF>J_3XL\$IQ(KS-)OF<)>1(.3YD#/*""%A<2|O=82A?O.YN4KG?\$9VSH.
MC%65A|DNMUIZ:;H(:JAA@)+ "Z_:' +U%V"50-OKTPHCF<@\$K4R_SXLM-,X5<1 M
1B@4UOVEYU*U^_W?RP))=*2PC\$?/W-C4+E#J#XF7C@>
M;@3\$DWQ>'AOVB!F^CG1|M&<3#3QWW"-3E#!+OJH=>V|U>F/OQ|D'V_KP*%|
M+K4*?#0:N8YQ1&&'!@6K(5A(V^Y=@'B)GITJWX0!;>LF^:::JO/#FS
MB9:QAICKX96EIK266IDZ-/9LX&FQ9YFLYPU@Z0UW%I|)+5TV2)D7|U(OZ^A9-MG%-
C>%<58<96B?P@:9V\$)H_RU&*YE32YTK6H"RURW4\$#CZWGW;NH)&V59NH
MWSW@.:URU6Q:D\$M\$V.?4G:NE1,K|'|J(3Y|NJ5'OE7>Z<53P++|Q%-GH;2*Y
MDC^Y7.+U""HNY;+5,3+B-DW\$|H297^I>@@S?E.X6!5G4"B!4FK5:4BM6R
M3D4DSSK|:0D?|@AUO757E^\$XSO;|,|L=DDE!DA8%4|C)|YL8?"F7S|V'1
M%>\$<&&!B%'2)4PI?#ZJ"|,^T+^X=E2V0*|G,9"9.O,8T+SU/59|(:@-|J*J
M(S4%>@,+6.IZ*->Y/^2|!%TH/-VXH954LOKOO'G.61N_-ZLL1W+.%-<4?
-1USNNI4FG;\$_"V./EV#TY9Q) MWU:?

KZ3UJJWSI?W&M_V143B\C7+WA2"

M@T8=K>+PYLN'SDMM!>R0RBESP:5:7XK^8*\$W+RTD?5%%*L\,S2M=V>?D3-V;
M7Q82L\$>39;3R=HXB\$\$(S(5V%UD!;4F=UD/N#3'-
W?!&IGUXKHZ;MFFF;.FQ*ES5V..T0F(M0:1@#^0T[*""Q|-D46T%=X8M#
" +PI+SQ@JU!7CLOA-I@)K35"PC::6JW2&
M*BGTG[9NTNS[[]@]@&>"K(*VHT'YUNOW0NCQSS>+7!@7)&9]2N!R)2ZM] MO-
C>,ILU7:#^VR0Z"16_Z9!/I>[=Y9E6TM@9UA?/A]N9UUSBZOVH&):IO/BI MY+
<.:!5^PQJ: +6PM0RX>L^BXWX#\$V#02Q[#)GUB9T;U(\$7R5+7DA209Z*FPM,U,)0C5^T=A
M!@WG4Y%M6MNR?(U0"LQ?D\9"B_=8?>7=,%*/F)617I4TH?![]=X3/!\$YNHS
M97Q^_IN_ ^\^'KQH\2Y_MJY1+!EKF4_G>?(8R)U:%'W3OG+*G5?LR=#5[NO^M: \?
MQ\1&3AWK^IY5C;\$)W+N5#TC, PL09\>\$B=KU>-+[(HK&TH%]"4_ ^+-7
MEVS%*IMG&1E^18@D#B[Q-%/-?K,&S[VGW]J*PR=7A0^M,4.>- \0CDI"S#J)@
M(R9\K3_PJ6.-?)DP16O_ \#YU2;JJOU_#4LH<4_:P2W#L"+YZ\ICSNN!.73-?
MXL_F\,26E*=&ZOWL%>*\$T1^+7]EE^KJGDDb9>'Q?KE)Z(VZ_&'Q:%03X07_0
M:9;8A)YVE04#!"6H%!\Z;PM_ :E:*5(J? N3+_PY+HD:9VT'MA\$E5WE89]\^J
MP1R!)/.\&L:W=T(1YZ350KHYB7)]:V*[WV9J+U][Q[U\DM&)92Y\$4Y1%10_
MT18_RU%V2^M9N#OB!%6\7C/AX+YSGY_*4VWU\$W&G>XP!KWTU+/D[*+:5)MKO
M\$WGZZE%W%M+\$+<4MFX5AW25?/RDNL'YP^JL<>*%*^JL+M?0R7_2>^:J5]9:C
MS[[-3O;A!:T3""4;.CT. M\$N';"R!OAF_(2A"%15YYT)/N5)(2W\EEQ_! ^%
3('6J*S@1JJV*.U4;WZZM(?39?B%KX6B6BC\8AX5YHO:1\$;OE_H^Z\$ MP\$A
B6VBZ/91_1/Y4TKT418[FL8P=J*EN7=?0[#&^5>H6DMTW8T@+)976DM6
MSX:+4FP8%A4L_3XN8T,*T0C):9M'FP(4Q>_ [2VF9_ ,TW@-) _F7HQ/KZ4^G:
M%A23D9IUNXD9E\WR9BXC"B^NE^FKSQ^KEY>+1^Y7&!QFY*Y>61M1"Cytt/M
M8S+RE0DM/ <_C=6R;+J)0-(&0TPP+FZ\$?-IY<\MO'OV\2G5J6>3, I!%HE MZV\8P@#?
X,!--*L! L;"MZNpWt;0, ^1JT, < **7JJ@2 M(-EZ&3X9KS@8FK+[BO"-
K\APK!/G/BU96W1\ _B\F\BX2,AX6PQ82FG5L?C^6P_M9]'E0S
4HU7/F2BH7OU({8;*ZE&+4;21*)KUBV'12D6N? **4J0P!:_2WI_U
MY]>"Y^_1J:IGDGL^K7Y9RJ#":/1\$HSI'"^'C4=8PZU^Jp\59]-Q/H%!\SOQA\]
MR.R"3:3EJH)O:VI52D=I'"?,J65[-2AKWKNJN#0[@N7!E>1'\$F2/'X2\69^J
M6A%B\TT7Q#R6OD!--"ABR_3::BUMJ8%L, #;^/:QW84!EG7\X":7>OZT-+D(
M\K!Y@P\+:MVQ&F\$MB-M'+6O9?B+!O.. \UD3M+\RQC1?'LPL+J\YZK,MU=N!
M14.CW.]@JBT6K*GB--E!UM%P1QG/4LN#Y6^?;,IL>+&1CEMSNT6LR.3R=-; M.
{@JH8=KT\E5Q]S;J&H9V/(K1F4N<5?='Q M. ^::K41;J8CER&BJ,IGXG8[#X&LA"?N 5)P2/-
H8R-1\MSDY<=A<<7F@3G# M\K)V#M\|D,N&UFN'>R*,%0'G!XUB"-,4UD_1HOVD\F9W
07+5C7D(*ZSSAD M,'*;T5K9TN\$A,U=W;KG@Y!2C9MJ+GCRD;?
MSV\Z>F/C726Z3L3EE6+6/=3P\9JC#"7RE_ACNHV_EG?75C"'^_2@+IRU0XH
MJ&69!BBNQ9KR;Z,O";8'(%>42TK;\,E?(8I^MG^M"K7/#F' Y"U6/,>
[17;+ \$8FS00OKW""@9./:6%;:0,X8UMS;NF.LHj:ZZ\6\U M\129;U&2#)T:ZLUH-%7@S<^
\F-%7:NZ'I5[<.T_OFD1\$,J%7&I'29)EDK:) M5U>.Gj)O+OLO*>1?
KI(1TXDD61X4&2I\X5R85Z:?.9EBWN;SH)FC7J9Z(!Q M.'6AO'LQM"l:LR[?
R1JF\DO)+A88[P;VK;8)1;&CG\6P\UUS;DG\Y2G;OR!< MO:9CM@S3J98)*:
,2,FI9_09\T8Y>F:8"*IR=;H;2B+>73.W.J:I@G\&Q#& M*.XY%JB2.=)(C.?
ID#DU65:/'49'W:YAQT?H0C*E^I6/LR\R4?*4(EF#U]=1 MDY80&JR=2?
G7<;J^=|^*DQ7DHC2&EBM3OGL7\,H^_>)^3+!"JJE5\UM3*R(9_MEGOW)\40Q<8)-\C1
+DM&3F-1;=3*W5@GZ#78_MAMZ;YG';S:MZ\$BG1;I!]/_C64:Q\$D@RYOW??NF%.
AYL%:0XR,WQ41H:?.3 MP_Z+7H2\""*?3_/A: !(:(3'-TRNP4G-E:9XA\;2.?Z4WRM+:\K,*'
5G)T\ \$ MY#\$GE;HKGT0GRQ;+5\+;%R3WQ,"2K
8BK:'NX7;&#&)Q57G+XWY@Y2W,S%O+H, -*5V\TFP2N-2G M-TUT?*@*>Ij
9\KHMT#H.^ (1.,RH7BE.## H,GZ,6&\$%&6_+MI MY;K2'QI_OVE_57#
I=ZW\ _V\WYO#_JY0_5@/IE\ S_V\IC/LW0*U2S\I <_%A5\%3XCCKKMNI?@#U/1.-
PIB@#CLL%F+K+5< M/S)Z".DM0^L,0-2=W#^E?IP5KQ\4QV79@5<^_1!MV" MAT;>-
JKO)\C41\O&HV5%I_Y_U!1,-E8L;_3OW\HDMK. ;3Q4^_AT4ZH?/NZ M&S8\$6K33?
==G;N'6/*JS++'X7"7:7B_7AX5K&XO#^XGVS#A&LN-G>_QL^!AQ
M%1U\FWU,Z5,)E5K(+<\$OGSE5K>_)&W"Q%IQN_TQK=^F@WK=4C(<62=^\$'*JY ME/F
R9E^_GE0-Y%_4_C_8^ZMH^+;LL;12B"0! (AP5V#A^ N"<&ED.#N\NX.
MH8#"0N'NA\$("A400P@GN\$#RXNPWDO>
[WNJ=_/=^W9JU9\T>M=8CG3N(\$3O)X=J&A<*E,K\&HOI^44:S(=E5+#3%#L?

MR(9#>FTG/M)WKR+.'%D?PY?HM33L@P&^HJ*FL@^I3*3?_ \NY^K|^"-GW|+R
MXFOF2XKD-W">XL: LXRI7\ZD-MB|=0C7I*%?U\$?
65\$|,=OZ1J2I;VDMB\$CZ@F>8^ \DI<2ZOMO:@6'.@IBJO415
M4|FONBOZ%&0QJ_<#9@ \D?S'TH"SRAY@QWW5=,/F%# ,Q-8,1T8H\$:208/I<
MF6"!V58VUZ5X=9&^,8=O; KWQ\$ _Z8NRRC5EDLKDI=AI0(5S?|+ %F;O! _CVQ M:I\$854
GG6KOT5AF0J(C^=; ,RRK=@:(,S6W +1I?TP0'%C98-;W'6|^>-
M.6QED+EABI"OW(B"@JOK!(| |@ \$ARH+75#R<4^%W #.NA=7MF2/(I7)N8|N*
M| |#LAYFL*"-9Y@|>C-
\$8\$ \$T>Z;|=+'BT=0N|5X8>3)/F1>F|Z|KL\$P6| %K?.TKPTB&ARB'K#V//>2X"JL:AX4RENY
M'L7K&W.%6,'9D\T6B4SD8\$F|G; ,REN\$|D2EX0K09S9*C|>W>Q&,=T/':?\$TI
M+ROTV&|O'G, +_0*2C)=L> M65?P8|OA9Z|?3>X%B_9T>B?K1-W3I"?9-QN@)
MO4ZBWDUXI-5IZ!IFH(N|L35>ON/)7J0M;,'_*8WWS"P8MF! M25Z+,1)
<3!8F\$; ,VOEAB&;<41>|9\$A&>7HJ%F4:S?|B2J_|>PN-42|"YYB+! MVID+;IV(2?
M)7960EE^1=:A0-J0X|4<|)%L=|A? ,^<.O*G
MU8'D7OG2&J2&4Z"@!G|ZJ5MUN,SJ17W8=9"7BW)\$ MI*|
B>4)>|)G)Q0.N7)6/=S7\$^S>\$W">3|8S@|H2*CDDK+|H|>SY|H3%N=V MY)?;E-=6GXSyz
.=7YOP\$|S5(U0+-OIT&@7@!UEB14C>=3#@.%LD|TH0|.2,8- MP4/"D>:M-
<%U'0GT|YOTWXXSJv&?%>Y|GXD^GX&F&)*#*|&'@)3M4A--&@3| M9|1?
|3FUY(2GB\$&)-EOK;N^ -JFAK>D%)5#ECS0G|X.8MR| QOWN02*;R;|Z
M94:1^+6,XO/;&:#ZJG)3B\$&S8IJ5H/(((\$^P9V^>?2;RG1ZST.^ ^ZPTUF; ,F*
M7IT|J*HT11C|_S*73#>KB=IA+J/|@ (N|8FDZ'=&QFPD5YE8D2FT!DR+O_R0V
MSS|O|&=@+'U16?|6U4_4C8#3Y%Y.Y!KR2_<+MM;EA7J=;@D_Z?/3)GDK-G/(
MO%BQ|7TIV>9G_8P6IR),+7:??Z7!; ,!ZNS>; ,D7A|L9@D/B|E*O78
M&)%6%>6.|DJW1FU^4_WU>54Q_6'Q%MD|VBD.1MQ#D|>O/OA|L|X|V|KRA/Z M5?
\$9|<-Z('O8\$CJJ^67?V5ME)!R,#*4CYV*&|H04))S"@U@5.*&!29;5>WF#
M1#4M06&HDL_@U|@'1>_ ,=Z<7Y4G+(H5"6TKV?Z<5HOG=0;/(QYI%C>|;.*A
MGV*+IF^X%L;EUO7 ,>BTM@Z7J8@<1_IOH-F4)%/%=9M0QGFQC/GLE<|
MIQ/##'9UFL^(U'6804\$(>|HFN<|%)BN727T_3AQ*5)/"*CUO=%8PLS|+DX8SIG'#S-
JTC)|OVS|H?3&WMZ8T8|>\$I0FDB|=E
MRA.S5=B0C;4NJ0PFPQ#D%P&A@G*5|YZ7K++/,ZWYGK/'G8,R|>|2UF*F;C5B-M| \$8-
_*0K|XTS|Z?4-R""|??2<<_U_K6L|)#Y=6,\$MC::X?0ZJ4PJ1-XMC MRH+/?
|@-8"K_+ABA(R|0)D\$MP6BH2"CZZ5\$;MOP\$UU7^Y.@OY9QIE9-IAK=L MU-
'+,WJ8H32*HU5VD0-?-|TQZYIE3)_%O9CKZ6728|M6MA1WML MGIL' V&
(*1Q,LF; /9ML5)O M^@|G<'ROE+(U'
|S9^|K6^0U/%SMO#|HY@|2\$55VG\$WHHTPE)11FY%)FUL1Z MI-:BOUJ72>1%SH).K)2?
OOJH=%R497L^=21D*T+B2RRY\$Y!D|J0WX"4W/|< M|&70R<149HU;VIM MR;-SD\849-
<6QIU1+FKX @;JP)-KZP-Y\$%JG3;^6UBF M"%O@Y+T<:A/X:| |Z91?>EE|3?
LEZMID%+)|VA>_O*9L=LGF#|G.|H2%.)Y'RBX.M_-L?8#F36+=PI*A\$7N
M|6#9G9WWXW\$&F5FU7 WV;_E*Z45K;;BU%GO|&N5|X?E\$(DI-!|%=!U4)VQ@|D%=H
M (\$O#J05O.;TD2/7!@D?-,6H.HY"Y; \$H491,K2S;CV"/+PJE9VKS1:S1L2 M^|Z>KG-
SPL|C(0Q7B0'M5%FE=|(OVO9Z MBS("3TLIZL63!28KQG3VW(0L00H_R,\$\$3\$ "E=/\$L34
MH3Q|S>=|F!Q1/_X1T;|GY7MG/V1U->I3>;|/^<4,-K2.69V.#0Q3@V?4+
MQ9!6%BFF+S;9:OC+VT/A)(D7=P \$)94. &RRSW42-09QZR5B*^;*,|ZYOF,
M0V/5(1@1+7>_OLMD:(G&R_J?BC,OQ#%2NYK'.DZ*C^S&Q!;|+4A55%-J'L0
MS&W=IKK!C*)% "FG>>>SQZYV8:AV+@(!RP\$J!">LJ>FM""G.BH4H*OO+Y@
MFYKLB"=,T67X!/V2Q_Z,ZK|.QX=%,|F3M:|<<_Q_G#-GYGX7Y,M" M#6Y@KNDZ-
3747H#BH-Z4^ .T(&|8(_J)-W>QC("00B1)H/V""4/,WT4NH01A)&U4_2O5ZG)MG!AJY
MBT0X0 MH"O X',#\$%_N>FF%W#%,WT|_0|Y+&)D;6-/U*|PR S??H-'DP.%-
DY_@/"LF_IR;%8% M!2=R; ,!IA/%;-VJ/9^|H/A/*%_#|W(.WC86_(H"F06^26/#G?0/H)Z;"M
M?D1?*[AT|,FT;.=J=>.7#-CY_*T;?M*B&;K#RI<|A08O=R4|I:85Q*44_> M<.\$P6+
<%8/B|/+N4>=SI0ZH/((4%'XQA5=4@+JA(>ZMP|5I%-=IOYG9+67# MJ&|
&\$4PUC!T8OV#CZLL3V0GV%! V7%4!9'/PYUMO>Z*38&MS.W'H^ ^1-Q#V
MF6FO|.UH@BIA7AICYIMY+|H.W9|_0BJ MP^ZY<|EO_*;T7=;XH@;|CX_0>G:(%@@@0?
E6H|*U0D) GEA;A|3CYPNB51
MR|DB(I#Z,K#; ,IU&TV'O\$|P7J|7X.MI(RKE:IMS7UNZ(&4X-
JO4HYF(9X_#YV2E#VDT>W1X-(\$T|6|BH>\$99MTZ5B/L6 M!QR8!"W9NNR9?
&|!%DS_-1MS?_ |%EZ;|H|:TD6<86H' _03!GRUH&|.L3^ _M:%06/6U#UJ06WXN(/I
RS|ND(1GE1FW*A)#:%M8ZSL|ZTXX|D!:%=?3A_K3C

M4),: '#GU!N=J6AM2X;X@OTZN90(+X;9YTOK10358LVI&RMM%2U%*X 'QL0,R
M/0-/0ZY P>K\5Y&, S9@ "%%,.F?VKJZR6CJ*\$\6C"1/7L:9\OE! ?FLM_Y
MR\$*K7.JM&/L(!Z1XD* @,EP: ^< + E4,,> M_ ^3>-- !5'KZ'V.:HS
1R)Y<(V1^ _&.051=5@F&%TW61\3;
(OYY'G0XMS&L7W\Q6QW@\$L"!I^!S(H93#J\KVS\NK1T-=4JWYU*BSFP'*W.* MVB-
<,A*6ETB<^/&W6\$A-R^J='!V 07556=#YP23E_YG&Q1?\ZX'.JT'9N8
MI!RE&+\$VAJSN9-2FF^>U\^ B1)^O)V65;3RF O-:?)H-5:AQ%E8 SSB/W\#
MC0SFH,@/@R+?5-[C8OA^CF7W;ZL:?(B.2,T,W=HWE>IY%.B%XEUO1
M##YG>KXS73(S9?:J\W4"&_OT2A)LO({6*9. 1,YW.NC\$URS#&U/N\$Z>)}1Q
M_:Z,WU/+V/N;S!E&@PC.:;>J>>VPL:XG=3+^O)*6\$BWB@3.HR29VHEZK
MG#ESYTO!6\$O_ ;8G;F(9O-9;AZ=+&E=9-O_ =?YT1,ULO7R&\H\A2DDE%;\$B#!%14__S-
EY MW&C@({\$7T;F'H6M;?;!TP/D2*F.WH"XO3]^&F#D;[+1AK
MD,&&IGVTA8W8?"EDG(6H)+'.XQHWX"CX0"^JVJ5T\!P!TR:(0JJ1C^FR*A>ZU ME\1-
:OP&E4."Q^00=STMD)@!>CF(12EIW<'\$'9*&-04U!G/W\+T22C\G\$K
M/\$CYR"A:*8!&'P\$M4-%BR&=1U>P.<,RA>@=8\$/X=P=++OP/AF#*X WBA'T"!/
M:\4NP@6R=2Z /%F-.+=8P>GW?1I%WAP+=N:\$+"KEMOMS>MWQY;!\&(O)%T2<:L^_
!F::F%T@+YK0,XL)JG\K&2QN_G5\9 M_-6*IRQMR?=SK?%I(=^_
YLLR)=@JASN00TXHHJ6& MX\UN-ZX+IGWJ?.@&A2U8PMV54CY<4QJB',K
!3THD(^+3%JGE7_UP!GT,"GH M!!!]"7UG'30T@&?
5=&1FY\$+A1_L\Y);>7BE2_3C\7O7&7CO,ZE ^*X9^R,MZ<&.02\D>
<^Q;02H##^SKAHHCM)L"<8!S! MP^! H=&N\$4_N?
#.5.X!5U6N\ZV9:=;%9+,\$Z_AK,T_W;I"414XE7FC>%+?R& M)Y?*>0\3E8A/"1H9D,,=!\'
MW!@;40?K";'@L@GLL;!\-)WTWO"2\$?IM="!,H0;VHH\$?#\$QJR1OT"V=BPY=
M=60A7,*PH1C&&>,C;WM<77^!\$2S8_4=WO\T\5'RE,L#;H,XZ(?DID\$,-\$
MY6>S.%=/DBIP/V#5V6/5&!\&Y3&FR^VV;Q.W67LL;!\FFJDJ2>M<_8"C\0?L MUOR?
JK^WQ;LGG-!U46OUK=DPTF8707C*! :KO-+<^DWE2IQ\51V\TKXD:=1:+4\KD*]
[W\X\O*1W\$2S"1W%BZ<#(4P?;!\>_Y(IUVSG_0M_\$+K0 MZ/UFI^CFN\STR3.[WPL
\$:_6L1;W_5;7W#IU /,"V+(SG?C'BMYP!&;] M^1D_O(N#%?@OQ!#T_Y_J7[SEK7^?
9*Z+69U1&MZJ0XHN>"C%&O'LZ\!P#?N5E MTUOLM.2'UD MLV8QL=7ES?
RWK+OV2W> P/[.T"16.*V#G \ (NQ6A@>T/RAGW7\$>/'-#?!_M+P=<)
[EP#:#Q>\@'A/[FCL' &0)3B.#RKVE\$]G;G\$T7T MZ=6S4791^<=81TV)\Q8L5/"VZ?
7%Q(_N.P!)Q1V@KKE+I3"XD;JW+;M1."G MN&@##>AOD:S2N4SK\B\$!L;=(.T\$-
;7Z^ \KYJA:EUAD(V,S,>L;E MDQ76M&C(^R>\$O,LLP_+@'3;;T2-C;;W0-
_T\;08PM754(*9\601'*_6+N?3
MDVP/IQ'3L2@:')>&!)A""MXVG'H60<9G@\$P<5)9!>=WEQ8H'PZL(Y:DZNNM
MWB\F0GXLZ:K@?KV\$14'4^5='58_(G);SS.M1R\$ /7OH;H*;N/RKV;BZ=F:!\ M9H>#A3>
(D/(J_AOZ>H11.P7!B&TK2ZL2ZGO>.*0N4?63QCI%?@H1&6+V%2
MM9"#W*P\PI+Z&*I:#24GG68* X##\8^B))WP%8NPA!,-";+0M\+TMC@KFFIM
MO<[S]U#F>(EVMD1/3TKL27 W#BN0@TU'L_E0Q2Y_YB.3)'SE8?JXU0?EFRZ
MY&IMYN,W@+XA>4@ND1%J.PPIF?QZD_:=0D*7/= M0_-YMX/#NVQ>DM,\XQ8>KK
GU4XFR#/[AXJKRT*IBVUSU"3./*(AOX"+L4M
M(*V^/SSR0@>T()@N!9G8ID(0\$C*B'1&2_! LHO%62EJO)@"PG+MZA H
M^""COJ_SUVQ(V2U&8%,WS.@Y(9\:#@4P\!J/79# "TN*#5&:2+71X7%X-N< M#NJ;G?
&,9WM80\XX#WM17>ERCN%'V=-M%!(Q6H/2HWSLV>;N8R<[8Y71PM;1
MI*\$'\#^;WUT?J (7(PADJOH;+"P:%=AK7\ (1-?ET_>U%T7/M#\X#-%CPLIM3
M*LTJR^1L&RLZWEM S945>AEAQ^4-UD#XPK
MJAAM^&ZUH%)0X1RW*U^JM*@XT=OHDWL+.RH!C*^>>|+//+8:0&/6-&K^S.[Q
MB18IEX56?A60&*C8S^RD)9,#-JQ+3)LD B-YEKG_*JPV/2"RJMG@ODITULR
MQ&C.8M\T(?&"#;6P>EZBOO9R@9QA%=:9V7MD"CUXB\5'!%=8\5@G6?76\.
M'TY4W0\$>CE2MH\+>"G.0G.RG#S0%_ ^,036B4K=11&(#SVWL46GB@!GVN!"P_.;(_O2/
V MV\6)/PZ4VW\83=4*@+^!25VUF0?)TYJX&FO!2VO#K>C?IH5B@6Q;

2QS*8&_K6S#Y2D\QV\5B08=\$>M=O\DJ1!YF5<H/U!A:[F<=U
M.B;JM2,G,@(IT\IFJ*'O92)%U@ :MR\?FP)52%14/\$.FS6*%2\$N_;)ZE\G@E4^
1R\4'2A*MT3<30.7 M/6KU&BI5(12,#9&
(0P@)/=&S^W,>*A(>Q5H4QO8I^4Y\$Q.]@2PW\!P#*%"\S M5>[H>A%
H;TP)C9E#%@Q(X/=UP%?;&K&<%3'Y31SRH/<9;?XX\ZLD>PX"H/8 M-;
(N#8H4NW#YGK9\$HCBLGFK0[L?)>R\8>(B?DN3M+S=,_7IJTJ"B^Q-9%8Q M S@-

:C'L7L7E. I(MFY= 83%GET|ICERBT*QUOL"5HVL.U+B>G\+/L7N@3|8
M=L8)G.=TJC7C>R\$:F0D0#!W3AR5'L'3RFEG+&A0=|M06J/N8FE5S>)RZ'7R9
M"U_FWTK>#P\$;%AG%T|EI?)GEEOBQ&8?@07IYO|T7&\$&9-."00(G7K>DLR*4+=M9-
K-L M0UBHR\$2A?^0%1:/J^/OGP)Y*,();:GRO6|V-5KVWSK7+2=ZL*_I;.*^/JF/UM
MR/X8HQB3:K0KG*ALG|H51\$&|8 O^3#1(-MICPG;
M\$)_D_2)70|@^BR7GWE_/)\-9F*N_P>?\$.D0CP|).Z)65M8!B/P\$! MU|3#<2G??B%\$!B@_
K/8FBQ9^7#8NOV\&UQ*@(8|PK_)RP23L#\$_F)^#YD&|
MR<-9'RN|!"#00(W3S'\$@CH151.2SQ;46JYSQB.;B+VCU.-;FB!M\$?.%+D'NO
M|_ '8X5RY>)ZTIF)?*:T0%|R|^2&::/9Q>Q#WI8|D@X!|;N|T?'#-X+F4DWB2
M#VQ*XZG5;E,W;7@*A+M%V|T3%G(>/:D^HSC\$,X7_>\$\$.8"(@QPW_YB:)(SL
M1K53!TUQJG?
GJ@LUAUU7YN=|HK7Q@KEW/;Q4S)|V!U@QV*PDJ)+I@;W0F6XRNS%@QNN
MJ1^>VOB|!+D,X.3'DM,2Z5J.M|FS|*\$O|'CHB3
MS7^1A9HUS8NLGH('&&N5|B*N)@6_XW'*<9_XHH&DLO\$M-N;B+-*BY%|JP45%
MF<544=[^G^%B|")I\$;V/9|W2;SN"ZUT|C.^6K,TZAC5ET,"QL<)QJLWNYEY
M3U2S2GC@;XSP7)@OL'P|!3A_+V)Q|5\$9*5D)'E>R|\$2|JWHTR.L-P|_W_L2-MRVRH+-
A^!WB'UT+L;@Q3D>Q_+J>Y12/?>I<)KK_8!6^2B3!0-F432
MD'EJWEQ;47W&"DB;_0CP)'2=SXL^IK9|= =6R%90@GK4Z7W(B4O4+UZG\UE!
M>'6/(56R6LAU|OBL:/T0W01|C2=NZ@6T'8=Y)G?VZ|5J!*|J/G"_X-4|9J+G
M%KV9T1&S^6? S43A-E 6-IA*HB4'WG6NG3MLDF4-7OYA)YS6AKVHC'^2T%I?
MOJ|DGQ\$5-HDYX'1"3?D2D!\$DUP|YD_+HH(1J+|D&WMY"3|/#M(R|QG'-DQ-MO-
X4BA"HW #G:/D(?KV+Q.N=N!13W;R(IT,Y"U;ID3DJ^=6(+!F3E<7|^2(
MT>DUH|H#0+I?I@C&QOUV=5&N@|=B|TG71+\$P|6(K5TP"MD2,Y1YN!UM(WQ-!M?
+B-) _51.6;LK;#)'<#))ZHTS7'P-G7C#O"?12;9H_UB#\$,.1OLATYRSD*K7
M"PD1K%|J0YUS^T&YVA@'AM,|ENV4#ZL?LQ>03PIR|R%QE)^|O@GC*JF11WQ6
M\$^(F;";3^*)84QR.00|.>&.*GZX.WQ\$;O|4<:5T.(<8P1XG_5W+8TLG)"MD?)P.;/@6-
@T"E^,/8#BT|2HX>)XHX_8;%;&S/H??%XE&S "K!BNC^<GYO9_M3;%G2*RDG>|^-B6|
|M4GL/4"HH&-6&-?%1YR9VXD|AKINZ';|*R>LM<|1_M6X-7AB&ZAPIMVR\$Z'-7=3L-
1WAG|0VR,Q)Z\$"&PW^/FW/<"3=#UODSOCT0|
M^3|^,K<@4B71D(NO^S)U4FQTRSU/UEX;7Z9|A6M_M,
<|+/(447'AX1)^"VM<>AWY8E.,ZZ;-X5S>ZL,EUFx#?8Y.52+ECW@K;@Z-
M&FOG95R|K*)|O|J@|U&SXE|1A\$ #M|T+|SJOCQ2E:T\$OU_RJDN',FR@OC\$8
M_/+|9OG"&Q;GLJ2E(=E04|6IOXF;,"F,-A(|5W|X|QG".B%#@587O(*6+
MBO^2;N;:\$9HM#ZIQ0A/*L+YX1PT\$1S/\$D:_K63?
R05\$;QK@3TTN";@0+0&L'I=?|E|'527.Q_K)+P#6Z_M')|Y7!/*I"Q-
5@FJ%)IRNNO0FBI5='-&6^D3|!BV0&5RO/5-;|75U|)1BP%MOE*&TBQ_9P-V&G#A,
R6/R**?9G-|"%2F2N#I:RG_M3&|3S;+/&A8AN|E)|S&E+;
|B:H*V;\$'_TA7A"E:>8|ZZD8YF6%|HD:06\$VSM_MO(X@&'000)S/3|-J4<+F/B"/L+5
Z0DFWDCM;!#!%6=G)QM?"IN4"J0<+'M;/^O+-
C3\$^F^0R/D;:F!RRWQMM'(BR&G(F|H>U@L<10;J\$&>S.JTEOU#IU2
MK&UOKH|OZOG\F|)%?9&7FV,LT65(/>J*S(FVW.O>T;UZANS&,'&^%A4(L0M,^,6?
&=1|&G;#TJ|>W_MG;*8GD|K7T1W6%1^WUQ@P?
BQ|J)=Z:G0'55Z+#!M&6&#A15O:2S;T11=MU_M6X(.9DX"YX/G_M225I+X:6#T|SFNN?
XJP)MDJ0##3_RMIFT"5!WM_S4.T|>*(56=YUI\$)5-GN9_ME""N(|^|A_M<+&34F_
D8P1L,8^&|HL()NH.^K!R'SIAOLU!+O>Z%X#J+DXZ\F(9+6%|V/-
M?|P!@L87CM|JW*8OB_V|9|A|QARI|53P5WO'F1C/6&QQ|M4VDV,HR;F6S!W@PT|SQD,|
/F\$|J#@_|R-|N;F(R_M4;D0?;\$W.;:SA|U+3W'92;
|F0PR98@W"!#*6/@F&E.F\$#&J|W;:\$UF2-3|^M0&BY|\$WT':!UZ|X/QH<^LF|Q-'Q^U-
I<^D10B3!5Y-)HW0+;%_V#(N|.\$V_O4GB^T=AN_EOV+X#H!0V_J*LOA'LS_XLN|6':ER@
M<7;5W_2S>X>U/9?Q5+>F|Q%|A<2?7;^8CYA&GU-*+=3'K#@:_X_ZSNS=DA
MH7!*YDEIQL@_E)2"2GX'H8,G=8-YO59,7O5"1M?H|+31
MKQ5J49|MC.R7U'WB3|%*W;7|E)P28S|^)BMYO>-F/'LPI_JJTM/:YX2Y(,"T
M"R/VU)DSUROF@,O+''W=;LD_O)/;^WD,U#2^1#CX3_.E;NOXWE^;-V7%!9NT
M30|M?|UJ|JQ5_O8\$;<18|'<&>ST#R?RC'+FO56W@+&32J|\$\$KPF|6(QGX<
MDLQ%V<.5YU;95>_!D2;_M-7(#W|F|>*+A_=SZ"G+;|+J|:'F'<J|@0|1;1>
(|J;:HE|H\$U)=2^R_1_MVT|MH|+Z64^+^?5<>OH(XT4)ZJICY/C
|G|B'2N%K1E6*|H9+CZP_G(PNVN_MJ6'J?UM>"/VVL)F>B1|">S/KJ/8%-
Y7F|8P0X6'H|0(UT|JO*3@M9AR!^"I_M_|ONHZE,%K&E?Z;*9>\$=E_H|H!RL3EI:+FR;)

M?>/XT\$I2@3UKT-+I968RY%B?D FR>*K-)4JA(/#K^&O:/_%H7{J!=K*,IMZ M_:'*
IND,P151-^N=/,2?) (7<21PHZ) M/_N>:>8JN#6S.4X>|/K:H1KQ8%?6:|E_N|_>
V&*W^PT\^P-01S=31\$KF9W M7;EP9ES->FUF;3RDH#G3;^)
!6NW(AQ*X<'H*OA&@UNI8')XDB^:IZ;,_MV8 M"W&?YA%-KA-
SK3)A0#CXR^R/OT,2Z0:#L"?!S!:1@# (Q9-1V!#O;1O)YJ MR:<&F90%%).C
AK\$W7_HX::NWDL>@AAFP^J#E&|G:(H-!%F>_?*RV,CG;DY(MRU6Y>'X1|F|70;=|X,
<+NTR'6\$-2QFXUL+UV+ZRN<|!6Q_YYM728J*| ^, +!
MZ15K)!SFC\$PP(+!K(1S'&U?'!&7\$PUY;XTJ|_64PGH|@V|5""A"|7HCVKR) M|_A70B#I-
N<-.ZRR9;:X>:A6|R-C1= _N+(9WLB.1@!+##?%>5VT;/L1T8J| M&, <>|=A|"L?(CTO%?
2_ZOF./C;13#8UD^ ACGILU91S:(C)KLD!GT)>1;'6 MU,*"3 \$094I=C,TN3|C>X0AC#|1
",HE/:E1B"X-O*UN6*26X'Z@YB? !5
MW"D:)K\$&S\$%=M+1HB|D@62F)^4GQ\&L4KU.)IXAIU|!9! R&#:/)PKOIBTA_ M5MC2?
G^MK51D/K)%3!SC)2SG^D8TH* <*&86&@G*YR>+;Q'KH<*PE=4N%8C3
M7TV;"XP:|.DE39D#T1OT7/9\$.=|M'+OOW9L6_8S78E#&;|-P5@FVKGE'J|=|
M3(CA0;>\$CU1@|NA3E=SQZDD;%/6O^-*,G9DCP.C+TV'(S/-=O9C&\$JKD--W&
MOVA5U@"EI(=/H2!/J4ZFF)L|MX5C90*N.(E5G|YANKMVB-|&7C;_,"@#|V M@D;4IF=?
5,P6M@@"!X/P%|W.11<_%Y1J@'_24@,Y=OU,;H:W#F,YQ>5,4EZ4 MIY_->T"!H/+0-
V,#F:Q|+ACD0H)C44,Q|TG4&=X:#)5YT;0,O+|PMS(^17^A
M;6YGS121=_%*+3;=U(74N4/I=FQT;JD\4BY.-V:3_4C9AOF|/DO|_9#\$\$2*/
M\$,T|\$,NT6>"4-Z8YJG|/#7>|/,\$TGK3@U53YZZ\$4M=QG>9GT9-2* @B4+XOP|
MPS#VAPK5SZU2'\$US|:QSR".B(LY+LF?AX;<-^M4G?3ZM@ @4FMZZ :K-
)?)DJ)KR^9Z9814)X|^NM'Z? CYQUOJP)O@J M G|=,VVZAS=\$D56_*
3W2>%DFL&/?;"Y.4|77T%+(AHNVM@:3AKE6#K0GDF;
M&ZK+0E%QH2_WK,VG.L7Q*X=[4VZA!789P0:%1*|!"TEL4|W5GP5?WB":.#@!_M:2-
_YIFUM;:LW'<4J7|DZBD&S;_H2,VI-8DFGEJ=@PGKZO&^I!=KLT%MXE'# M4?18?
L")7,>:'6(WCG.:NES417XHGNIDK1PGJPR8D,5E!|=TVH,^KF|EXA\$
M<1WVO.PR+Q|1)6;6W#XOVW2(3MQ2??|Z^B%PJRV-7YDY.%XY.&&79|7.F^2
M+9MMZ-UMWDA0#/9A<@ (BW\NG&BB-9%:03+|>8()2Q)B14'=W|R9Z<=U^4N6.
M%'DE.O"+2 I^-DJLL071.J:3,K0MAR?+,3O|7/5#W2 (D;/?T|L+|'Z|2\$:
MZWO9L0V,"\$6T(JEGR:Q_/_TJ>/53*#H=KYU(4)H,)H="*R6%>C' KR(V7> M
L/6Y<| #Y(+ 'LCF_L3GDZ#0<57^K1TA/G|T0|G/C'QFJ12,|2XW",N6.AJ
MGZ_,^|S|_E,M1D\49)S0XI'OH-CK0UM3A>4-8PA9?/R%P|1VB(.SFU(\$JDMIPX\$I*
Z=V"3,,_?4Q;HP0BC!)XH>&,1B:=O
MYES3|2!6WS_S" _H/F8/_CS|Q)M7FK:Q|41^3'5_|.H|M>RWKN:P_B 8J^ZXT
M|5ZU|=I"OO'P4;|U>3QH&92%).<|_Q8X""|F_&|I5UWE!>Q2_OY0.@J#GGE
ML=^G/|E.3VO+\$%WQBK'52Z+'IV75F#^BR'YWR8PE,1G:EJAZ0FLRG%/?\$"%;
M9USOTK3BT053N1955:V&F&P|D82T& M%7U|R84RX:14YSH TX/_P.FE;PD!->#0*4^*
D^L4\$ M#_+J Z*B8AZCD^_\$.L4E+!^_.,Z-P39D=!8>J6/+6AON5L>0G2=|U0|O0K% ^
M0"O):@45 R|&/D.+|P"5>Z5A:C=@J:28Y%INMC@NQ(T6@Q.RH|ZL*|Z^H!;< M&-
%GRP=?5;P)QHI7Q2FK7>+*J|@L3_NY?M7",L4E-W*S'-2S\$A?EFCV5)>
M&79XU%RG&RH|I"-ZHQ)!4,J|U0>4JEHDJ5!6C3AN@(|A4H7Y)9/0^V5
M9W+IB0X_ ;KBV/L&%@W71-9G7P|7E./A)Q(Y&\$UQJ/93*&O9E&B#!6\$&*Y\$
M>2|U&ZIDTAS3="X;UTVN:I>2!YAKRS=JED")DFM1(:3R(EAO_ XMWB?|!%+?"
MTS8W7F+W5I_*"/0.0#B4|/1EY;^ ^4YFO<"MYKIG8^424@ M#=:^3D|
|JD>@F\$=P3T6+J.<8-B<8L>E=G|^IO\|"-Y|U+&IB63=)|3?EGC2 M38@Z'D)G;"^1MUG-
JH'=K-X|++"0; MPV0G8+>QAAZ)>T?S0,1@2@"94X ZLE|J=4*7'2S?Q*4.\$I
)>=|69YZ>0T MT.D|)\8|5VAN.,?:+R\$;Q0T@AH;DLT_!0C|IZ?UQG;'67;!Q.-2-Q+.2>-|4
MA)8^BKI>H>GJYG?
0(.8V2B)Y|6/D%H:7&E06%0NKW4@:564J'.O% @O895HO#4\$YEF7'HJO|H%#,!X|NGK"
MY_"M^MZC4:/W%+;\$K0U7TGX_&^6A,UH2^GGB.UA2K_)MX< M&0LK62OS%7%#
MC397;0ZY|@37O3.{RR'=M4/><^CVN)HV;L812>ASW=B33\$O+<29:*WV;W;D* M&
|R3XDCD*:_ (MBCDT.'%J6FM%0BUW5;2?(X"?4FZ87%?E>WCV=AJJ_3#RT'T
M6#9;2IU900X)\$012#P+NYWB,9_ZXK4;>OX|SPSQLZS|B! W858=?CGZ10Y2R
ML(R1O|D)|8Y"A?;|F?C/Z8F9;BAU|^GG;8,0&M-A L-K|&(5)1>A|PBF;K=*5;,_P
MO|J_K27H7;SYP#5:44|6B9QR(VYRAXQJBI+8H.H0K79<,4LK>0WTKY(MG*)P|;?
|3V.|W8CU34HN*8?M(:6RDO,,OI!-&3_3_:6W-=B*(A|X>/CO/P
MC|U^*|E\$/>IDN_"\$KOC%K".0R"9F,*VX*\$|SI5|=3FJL;=A_"T<@/2TDK?I6
M_27,%:J<6\$O&7#.1T&%2P(#1_DH|=KN<*N/Y3)PO0?DDX>5XC%F|77\$|L,50

M@J6GK^*XZSV4)@A<='=@H%T2CG5T4J6*HM;J\$-*@:::Q 4T;*.C5\+OPUYBA9
MSH)2KI?<-139WD9V^1L08LV^H U\$PL\$7^JLF#1CJ4RQ;<>3'^/C.NIK"K*H
M'SGXZTLE&7IX3V#E,29Q>E5N\$A=3MK)>F\["Z*H&,06LU:W).!<>P&\,DB;
MXG"5,)M=;HQS_K7B0*;)OR7\$T;OI11HK*QVHJ-&.W04=).H\%1/KJEYT<
MZI8X>>Y+Z2)D<>.=_7JNRL,8KU/JK'X.0^..R4*ERZ/@A^5F^Y213.Z=QAQ33
M;A0VBFK*:7@5E6.B.480LJ%8DL3(6.JJ)Y9#0L4/-Q\>"2(H0\Y"K,+7H
M2@12\$X(LWC_19[2RB*>JU"Q+S:OH(-F,5PG#A35=Z(EVB07\Y8Q.)FV=_VJK
MP\$K2K%&&I=>V"U"!Z\D&/ID\6""..Z0A/TLYI6\$-7+-4'E3+D6^"E%07T'L; M_AU+E\OR&
^12A_1DMR/ E2&4JBC%V*^..*YE0DW@=23C13EU1\0FZE-CJ/"D31#!:@>Y^LNUY=?
\$'Q.E\$2;.<:2Z"\$*#,J'><>?..'3@"9&65 M&&Y;MA'DN_2K'::RXQP!
%83YMA\Q@T5;Y'!!Q@B_K9A9KZM O!:@G=TO\$K MYRL9ZA#M-D70M@3'L@V?66VJBV
MJ'R">&307)"N!(GDFI,%?3*40LUYXN4\HS0R:T)I(3G,%4+G\$KOCK_56S)15
MU;5J_1T\KQM#,1:=P8T\2V\$O*JH%\$*:>M%2S-*>0\SY5WFR;D,29418LHJTJ
MDO9D\$S)?T->AI1981T?DK#;,>)YAIG-K\OZ.C:RF("M.
M.#W0;DS+:A,WR'XTM9#C,%6^&UR5TD1*S\>:D=!SUDO?@1;5I'UHOJU.ETVV
M^(&N*)\3?H\W\PCD_V)\IS,1?2<;L_&<,SL6(1JQ@X"^-:+-#H\O.+066Q
M:W"9ST3U26DF_?I@!,DA3\L=0'MAO!RZGUI#LI3F)(*I@K?I6V!&C/#9_OR
M2US=!.DWB=& @ \$3=VO4PB;-!GL3HL"/:0D;;E4-RAH,*L<,ZFH%'\@^R:Q=UC MH-
F5KSY",=-:U(KEJ56)SR6\U%3P'L-L/'&,UJ48FS)7U*TQ.HV7UR=Q5RX5 M2?
>UJ>7@F4DTA59-KLM33'<;23NU+C MFOJEY:E0D#B.=5C@7;-MT)?IOYS2A"ZN?
M4LZ3O(3"QB)N=IIG_5"8=7@J/;:389)XW_43/K_TDOX_KMF
M@D1AWLJ=Y@Y+K7XME'17'#-A(GHLOQC.D!+4?"UD-IJ7D,?:^
MOJ)>%U@H^?..2U;".JL-VPG*FRJZX^85\>V8'G3-;W;\D.6<2KQ\;-^+%
MC949/RU"YZ_#=W_M\!B?! GUR'6K5\O-J(PX!;TN,27A+^,))9\3^_B3OL
MD\1'&#\H;Y%@@\;99#;.=5)G'G&6IMV'C2L0;K3V:/?E1UR;!\D:1H\CD.TW7'YHB8
MA5\96>QOE.GDA_-PC?(;18B2J7_'LL5J4NW4VB+T//.J08Z1\!%ID(9^1G?S M6NH(JZ?
MXY8SH\(!>Z2,XPMH_H8K);(U)27^FF7NXF\$SKL3\X&U=P %>V_S MY>-(%/-
W%MUN\!E2-K#0\Q"M;21T:G##6_2\!B;Q\FC*<8\0VUD#XON1U\B
MM./GVYLSRB,=!\LNFZ'D21?IZ2ORGX;M3S!;PN'6U2*L\I43ET:%)/-K=NT+8,@4Z\$ _HLF1
M^T^)&?^S\$K*%@%07)>QD93M0IBE"3XV*4UE2Z:Q#IL#\R<|_"ICNFFG>99
MD">ZR2*_L'P#K \BTL3MY!TVXJJY;!\<;GVE@5B;!0SE) 74CN.JY)YUKU
M_G'C6NIJ;D=A361OK//J%YL1TO@.X;(IQ(DF@D_@4=%9\@U=T3209A7AV!0-LET;I
M2V1J!EZL*N5&5;3=:4V!\+Z>0>16W'D0G':9K#K3\$XL5+CX,(1/KK\;J%_O9 M+
I_3F4XASA=+IA'+V343CX_2^?U(0?L7_D"N8XR/<9MEV8P8TL>4+J46ZGSI
MYC.SN^VIHTZIBI#Y\$+S\7H09ITP\HSGDPLTDSUX?ZVEBDK2FMVJDZ8T;FD%-Z1Y%
N7Y;;J% M!..8"9HW&+8N?EHG/.[2K?L!>L+R@6V7(KH5,#\$@P5AOP3GW6\7+#+?
#+U\99^_MA&(<+9V\;-M2BD5:5JDE'\[\$2W2V8&9G#8EUXYU<\Q/(JO7P>;%Y^L*-9)*T
M5F/+@?CF_-/9G.2\S\T@4\$RILEXJH;>G3+J=TM*#-/OR"1=D@UK:A)8NH\$|MP\?S
7,^*6)^ZD&@\M>SFOI\ZS,Z^\$&P=L9@RF2AOM2A^'\>K,PY.A(9;J\BKQHHJ\4JA?S^
I5\M><2B.:1"\;L"#;.: M6I*1')4N-J<H:CV+W*/8@?YS5Q(%"5\$ &_73MBL;7Z7@(4Y M?
IM#J_L>W1_R5.5B-(ZP4?;4)VO0'M3FJUQ)07;.<+P?8+V\0NP;(E5Z*#M/_*L-
FIP"M)DOH%|=W #CR^4.;J/3/@NM7 M=P!"DO^KO.N.AFMJUL\$(42*&BU!(B\$B&
())@E!"B1XV61(W>&8(1)5%'2XC> M>\N(T?M@"**7C&\TWKMQ.24GYUOG?-
JWHKK6^NN^|=OK\5G/_W=Z\G/NV>_MSSOQY+-O=8TR'
5&GIY*IZ,RBF.P0311Y(375\$%+IV(M8\$&K4_V+VQ4/+V>'Z. 3)HH8XF1 M35T3%_ ^B?Y
K^SHYBTE_W>,@*M^XQ5W)!V!1'8?:F1G6HO;\L-";J3HLV9M;
MPR^T(PULUR"D\$6\21>V2\H-I+9O@U130>G*=-5;J(O;M(\$*A2\U^K\F MW""OL-
?!E;R1Z H#\JL9/_"+WEHN+
M84NP6\4T>RV3*FXW"8DU2CZ5Z;DYYS D?/5PGFM1R3GA2?'7(@\A)=';H7PV MZ-
J*TFDTP1@=,\$65K\T/7EFUR\$^0\;.?#"=J6B"7GHHU'NYS6N. 31>7%5N MG-
6YG3>".9W=G8_E';.^UDU%-T>W4"2TOG#J_?&YF@W6L_:BK4T,6X0G0'.. M3L??
1;K*^ ^G!L7SS1,W\$+TS<6MPBMTE/+N+; \G-@CBTG MG\O94UAAISH%;6Z"J3_U;HKP-
I3PN#^EU O!;HCB3F92@@@OWJO\PK#F@U/P M/UE6\$A?>,AXMF "7%KTZA>U\A
3Q85>"2XTW=K+K#%_I^ \BX5R5-L=<. R1/M\>1.5?
8=I3\J\$:+Q144S^@_ _SJ0Z)%_50F]=GF'ZUK"3F7^-\L2;.<+,1FKJ M3Z9ZQ+)+\$7@*F-
JH#\L_&2WTCZ*5?;'HD7\A\O;.0N4UOL4(=XM^Y1YPHH\ MV=-;
\$W#\HM<\8C<>V_Y6\9\;V\ZA>ONSK%UA0H\RP7CC;_S8#\I#@:>K;C9K'17BUJ\3I
MCSW3?XI1Y\W9+H_ \W<4_D^Y+&Y!0?3T>7B/7'2/Z)/^%6QT\OTJ&Z<*A M

Q)8AXQ3U7UO/E=K0T3.JK115KJ6'0W/D2!3_83GC&KHV#0^?*<9EQNW6!=MFW5N+
@/#%IM.XO#:T))YTHG:-%Y.=?*@0"&=3B/IYUAK9.A
M.YN4>"\$8!&ID:IF6TM>CR2C;HE7\$ER#/(B_S1;C;.S);!8XFX3#BNE6UC<
M++I!%LB_IQBT@IJBV* M8ME;7")?.\$.+?9HC=<3B078\$DO6XH;J7'?O?
6XU"Y346C46.DT., "MB79K0 M244B^MXDRVS+=2"<IQ(:5?
#2GOQHJ#SO4WSK2Z+TB7TN/YYW\0VX6=JGL6J8 M-@L, I!@2^&
(Q_(R/LCIZ438+\$0*K C58/9PW_J+;1'^%5B)T2G M@RIN^E C:17QV.A>R/5.1I-
=G+,T)Y4#2I47E3HS8I&/JVHU#AJ\F2Z(8N0 MP4W3@QC7'BAXKQ:L@F;BTJKY(I0-
WWZ#Y,6IH65&Z#>Z&<^/U:2GB,I ZI
M@B;Z0'F..VP606_X/'&QXT/%A/Q'.4JNRLF%WTX|WJQA|P/:E\|M5">7572<
MTY%S2QG6TD81H.XV9DH*!N@Z=Q0VYG7.J.IHYV_A*:(6YEWUK%)T:2Q)*'6
M8(Z";3>3,HQ*1AKQ>3E5^HV@:;!CB)BB9F[,5Y+GP'6<'Z'((ML%?B3#?
5L)T5,JHKWN!>Z/-ZI?I20;A2>7HM/8TE)GW5PZ3#?I=Q%EPYQ1#)
MH#S0I<\$QN#1/FHC|T M6M;Z@MC,\$5_=A|W>=+,Z1)F2COPP1'!4U/(0Q40942O?
L3(=*W1)L|TM<2-)8X?IG>MYN_)0TB9YUJ2\$VG,"/X@_MRSO,T)0S)TS7=R1D6T
T)*V\$B,)VB>#CYC54_3FQ,&799SNAL8^W\EOZ7Y+> MX(YX1F_7JTCP@GR|:-
<6W7C'.5G526GP(=-F#GGKWD6Y%QWM;J<'<
M=1NHX8YQL|R_ ;CM.6MJ+MCX,DOO+J_4B14G@#K#L<.+&587S|5C;>C9=^.)
M)\$_/RL/-8+^\$|<-7V FL415I)6;2^,AJ\$%H*C4J|= /UW=ICD!3ZFD-?)'@+B M^28/U7D/?
+8_-&'Q<'|@#;SM6;R0*<3WJ\$AFA9+JFP-I/'|OVU*DN48VfV MVSGAR'#C>+H
MJ"GPO<=5(6V^6-J*O*IVD%KZO.OX%LMH3HE? MGAAP,S* MV1!
(;SH\$^UA|VHEV)0|C+=<*J/7^ .38Z^HZYR.Z5*#S"D,-G|U MG?C+.V49&D*
(!EV#W3'I*R1YA_#X,GJ\$&IA,X|BB(V+4W"U*|U*JI1K5U!N;
MYRG(MD)5O=T;LIJ&\$)#S6SD<\$X,JS#+|)CMP6Q<#7JX|Y_I0_OQ7BQ&,3^PM<6947.16|+
M5I/,!T_ ^EJEK_D!>^EZ|F1^+AQ;BN.XCFFKRI@W_,L-J)=F18?F="K^7!I| M04\ZX|E|Z;?
EUQ">WI+VH1MG^+RA2J0K4E^>/3:J\$NUQWQIP7747S6&-,4
M=V)\$_.5E^YF0*#3P:4XX&^OIY2HL""^P%PSEC5NZ\3*'J8%|7Z-S;0" \SFM\$) M3(Y7RG%
(U)JK6F04Z\$J8F&(9L+W!"H1VTJ*&J2N*S4?Z,|IUV=<5//6Z(T1* M5F|)"#-X_ HV|LD3)
(%PU#77B|R>FL51H*7)95^M\$-+H#W-I"D2/ICDT|G_L MF?ODAK?.Y^ZK
8R9>'X=_9^:D7-A>LLEEM(40:-' 8)'44#089X.G7GUE^8 M%D<62M5J-3+?
YNQ">I|N)!#7)W32SGN*9#>2ZT|1#I|&^CCAC:02D,GW9Y>
M22UR44;N5(32!C|YNE;Y%)ND=/2XQ3|F*QN-;|Q/"^6<_7=,VE^EJPZ'DW=| M!
|<\$H|H!8V|X)8QDTZ56NVD9QF9L |A8=M,\$!&9M(|4#O>.|&)77T?BAC=V M8V3-
@E1^S-PR\$. *NML(9OH^B1**XP6F_6)IN.:9K82FU|Y6EMH'9H*8UHZL:BJ-O
M;,>7G8,D&07&OX4WF0H|\$NLN\LN(D8?|HV6|HIX+U/3GOD!?!:8;/^4&\$=\$ M0?
=%A%8M\$B,GMJG0U;_|C\$0B7:4Z@,&9B(*X&@5@>1+=;V@|89YG3|WN:C_2
MH>6=IG.Q%VY*JUKCB5ON#|6U-/1W\$|A):(_ YIE@ZDU6_!|I\$2U"ZEV.YLUAX
MZ_P|5;LJ2| ID81=IHDWVJ*A>-6"|:LG%S^_.,, A#\$=-LD^/.Z%,:L9XB MH^?ZF^&
{KR}QQT|4\$)E"Y.=DG&QN9W_1UDYF<@YAN|TG2'S%/X<2.<=>+TA9
M4VZS"CBP<2'8NO\$K:U)CWNCD\$6%+Q'7IJ1V"LV/=-|8O#',)ZR)Z0|VT#6>1 M\$<;5_2
Z516|O!G9017(I_W=C|' M|JXCZ^:-Q,2'(?
WJGT<|;)ZDX/8^M9X02|AWZCACY_XJ5G8(J%T.^@#6TC MF8)*C/SZ-
Y*,FM1A(KOY|IR5JF6.9>1|_ %:T9*%N7764JR\$#%&9S&NV(X^O M|ARGOU:|E>(-
(+U"W|;,%9;J8"U:|@M(^D:0YYT=?7#\$EJEPY^|@,C+0!02S-M?
>VRC.E0A|@N/,R^3'7H0/|LL"E,ZJ?^@|!+3";X|H11_256AB067|I>U|?
C,\$*=V=J|)90KYU+O>M_%Z'L-!6L6C8(" M.^A2!0P;(E'0*/QQP:JR;PKR?
63N>/X\$U2AC".2XN(WE39X|7JJ751S. B? MF&7>3|PME+_'_FET
^>F^>9R8"=^4QR4(BM|.*SV LR>&->!OL|TZ_6!Z=R! M1'5|&+4:'HVF|?QS^OS?
M0#60L7:|9M3H"SU64>/&V0Y&JCD\$+WLW)((OG1;D4|OG&X0J>&':
M520C,Y=>\$4UC->6|H>Z"".:V|S|W2E%T-^ ^BG*(F.E5"1HjXVNO|+|M|
|4>>>ZY,0L7GLS+UAJ&I&^-W(. @04|OD<<@-&&C MJ0I% H./+C=YM-V,-T|8.
|+.^K)|@M,QUEMBE<*,X^H=;1V ^67K.4T:EB-(K|& MJ8UH9X?V3I;3.)65^ (AMMY-
Y.CX#F,Q921F"0(3S"/=|*^%A;0"7/&U_N?@_MY|WU* OHV#+-(A%E/9J8KV&SWZQEQL?
%Y,%IO\$W25|/%+*WZY:">23=+(|S T& M)=GP3|F>@!&1+0Z?<-\$O,RZ|_)|0C1TP
#KL!1Z.I"H+FA("PU|_BNLM)')|S(-&|H7!H"GS6VG\$O=
<_DXUZ)#IV5(TD2AW*C4,,4MY2E!_M0D|AOD<<9M=3'>\$K0"W-AC|@U M;0<8ES9/
'16A!Z|P ML0@DE)|5+NX<(S;J.I>|@7|H^A*G?X'5Y/+3;R8< MTZS|Z=TWR4MT"H7"
<\$^CAL0)JD(?B:(EGDD_OP|Z'12!S@K\$SQQ|N8U9D4 MKK=1O(+!33KP!

IP>#UCRR+#+/_+=:6@ (8^B-"UEBPVVT:YT64&83&CH585J M+2?
U\$V*L1B7%=-|&B.M.P4), <4%K/X:YH_3_\$94J(W<0RC^7'%7I0E9'LU=
M5757WSH+E%4&""? 8G)Q;ZNH-YHJ1JZ8S>H.RVY^K6O! ?G! '\$=0@7G1HIOF
M2C\%O\$J-MRMIO =MTVJ>98'W5JAMY,7SG^0R6CI6!MIZ+ALIP;7NPC:5GRZ
M_MC0\!%0(1/Q T?8IT3BD:N+:N%-NU=,;9-YQ=-!@WN2A%;VIL9R\$DS3/K8
MHFT=Z8Y.F;U&W?;M\$496+.W^X@_8VZW6Q>|WV|'K,>X4:T:0NM#WQNZ9R4#
MFW"VME2S%J_5VG6-#2/(?XT;4KYNE 1|&5+*^4B:+ ?\$|!KP^L"3DVH6K@\$A
M0=QMU6|H0J8SR||"&*,1H=&**VN%G-W8)8RTSD5#A&^7:M@,<|!\$|TO9#2X MC?
9OD6:MBE!SFQ|T\$BCTC#Y2SASCY&P&|V7CL3=08\@U6YLHU=6=U-HMKE;E M51;
<)/"/O8#BEJ1X; ML-.|+(>WD"R&<8M0|6)!?
49/*GF+Z|M023^5|<>XVP7+ZB&.R|V@SBG#|9G: MA G+LDPW|+7/X6D%UZ,?
JX5HE5<, /Q>9G?Z6YP FN)|86:S4VK@X',+A%Z MG1. :%;U!\$B(@?
8'IZD+%;P=#6\$1"R!%@DAH?5D?='9F;#L%2|Z?AUX A'!X M?KEP
M27|Z%D2J&|IUG;QRX'VM'+D.<21(8S/;:6CS"?758T'HCM=*==. |? MP-UFUTTY-2
6>ZY_)4|3;) J>YD.0B8Z3F>*%EO7&7K/1'TC5CU=Z3=+U)J\$ M^ZP.NG_1L!Z,0 ;+
(EQ|3@7/303G.C|40+8@?;:2(<<. ^Y% R%GP'UUH|OK) MG2I)?V!C|7>?
BGZX4Z"4|"\$ (R+,'L2!&+^M|)IY)=!|.Z X=R^E|*JXRBS
M+TH<%>+:MHTI9LN^<5D4|.J|GH\$?KF| %CB,OS|D13E!X"OA6-4\$Q|2? :I+D
M8<+^)O1P3NTC&4Y,|2S6=0Q|0&95=FK!PQ.@VL=\$282Z8@4Z^_ ^*-I9^ZK)|
MTPFPVYG*89>P|Q|T#4B U^>UA=E)EZ2\$|?^K@!E/T3:T? R#0.R|E2KFL4|
M(W)F9\$%&AU&BX ?DICJWF|P2A&7LN8Q98(2|Y\$Z)C8#1Z@|H-+ _KTE11Q+?| M39_2;
|K(TR3^5VBMPZ;N,NB|0|D,?)=?|7:=7T,W8BT@0IPZN2Q7!@0K7&
MQ|D#,JKWMX9D9M1*Q;DYQ#L|I=RNSF@%W-Y|T38X32'K-DZJR29V)^4=#XSY
M@O|#@ "K9 WSR ;|4\$L#!!0 (*LR35H28&NX^2<-XL /9F|R
M;7,M,5|P,#DN:G|GG7D%7%1=M_ |04B(Z=)<.+3|TBW0.*%T"P@S=*1U2TB4@ M-
:2(2' =)24EWMTB#=-W!>-|O|G?_ |X/O|U9Y^RUUWJ>9ZTS9S;<3-PL_|
M2T.!@8&)N8=+!P@+@XV-@|)_0=X0 I2 M*DH*4G)R:GJV1|2T+'3DY"!>1H;"& PF.H1OS
?IQ ;%YCS-@C2'4Q,'&P< M8EQ<8DX: CW;0|J)#2DGP?@|X&\$
MC(*AHYQ!Q,+&^%0<0^ C(2"@HR*@H:&BHJ8|43, U#QT>|3<(BC/X" |P*"U M W+Z1F?
>H7M2TD* @.KA'SV5D|X>)14A\$3\$+*|/ 1B)\$)S,W#R|F9E"8N8.CD|. +JYN|?T!@T.O@D-
"8V+CXA,2DM|E9 M|.RE9>45E575-;6?6|O::S|_ =4/|#8^,CHU/3\$XM+BVOK*ZM?|OX
MOG|P^./H^3T|/R6%Q(!>G|A=_RPD?P0D9%14'%N.6%A.QRZX"/BD;#@7Y?
M'(+QPNX!+:?O'>"3Z,R2%DPZ+M4| B|/02Q">O BP_XMM9_, G?\$ _/Z_F/U% M|&|>4P
<% "1\$|5#P : * 8|<*MZPTF3:|J_ /|J1UP*^GTZ_ =L|!'9M.+|O M:WDARU*U-Y4|I.O>O:Q;|?<
-;CO(NHIAUN /V@&X|VWR4H:VMY00=@!^9M MU7|#\$() ?07^ '&+,">O =WW5S_3=5KM|
TB#7Y7|<+'A"A5,|.(3JD@VFU7Y' M\$OWM5)\$B2?E5V#|_
#Y&NX\$|ZM;_ 378)67ANN)SK(7UA|GZU2;4H?S|P #KM% MQ|J|L42Q_@KK| %?8O-
|A3R&G\$ 14_M69H>NIGP@'KR|S+P|BCS|?X|'|&E& MV=+ /MI9X/(K7.2?
|*:#TF61_RDCZ-ANB_Q_33| | ">_N| | QEAPT<4?P*|@ M?V%,9S|?_@'|ZLD(DH&2?V|_
-3^4U*;1>G%?P,|C_+L_|A@AG_W-1_DF|MQ5_J3?|6K^J|>C^K69|H
#D*&54)7CX+|ACV_K-2_'K+8&?X;T;_7N|_8J3| MF|'4_|#H_U|P|?|CP6?^%/OW=YM>
|OC?+W.J W/*|>_ |^&3G)P_9?YI5_M_A|FF_X2J_<2=#OKT%.3Y533<@-X3K4I:4I9_NQ
N@3QZ&G646W\$W@#&I:Z= M")DLBO|Z<"5+4F8XI\$!92?Y HU 0H)TX*Q3
(0.#"0Z@|JHU5&27=:+,"+|I M@ZX/T|4U!1Z%%U6\$A-MK|1CR)HU^)".L7WF\$?
HM&;K8*K.H(;SHE@M?K.OP M^ ^PAV*/F BN0=PRA\$=32*^7:T%)2YPGDE|5TQZFM?
<0<;HJ-^1XHB_VN#7_M?*CU_485UQVKW>V\$4:
MPZ_(*X^U7|97.>^#|76EA4HLYT7\$6G;|J82C|PH PF+JF\$H'O-BPD|OU2|J&4#PXD%)2!
M2A MAL/I6(6T\$*V'FZ'1DR^!F!2^O)E;W#6MKA(=&B<|SH>G\$9J3Q2T|=MJM_ =VV
M;B7=4)D)CK7NUD\$^>^ VHG@3MOIQ(CB^"C M8!U/?
GT+B|,G|8T0^KL!>* _&H?;\$5Q8I-X SL\$7)9K%CR(LF!.J0U60^EC
M|OQ8JWUB#^NXDHVO!63|R!|D5)8KE981T;P!S.8^B_&<0)SS-ZCO'K6PO|G9
MOO0NW" *(ABV,F1_8-DRAR|VL&YJE1L/ \$M.R_1T5752FJ)(5R3H3>\$W/LQ?9KTJ7K,
M:9FD)|W%*S|H|2P61J%IA,&J=S8!9|X3,<3_D5'YV\$*=O"++ M!';7-IREN00FI#F.#N&
|H!/_61|'|O4>S0J+%;!M+'70Q4@A(X4X1HZ9SFF_M>*U;M#W)PGY^E(>%OJ'@7T
M3371;#2NKSXA!^+.+!<0*">W?=1)T;BF&097J->_BP)3P8A5O5TVST<>GY9)
M)RE>3&8=O+B0P%P":8M"TBK>L?LF?-MI&"MF2|^:-T4;% 'OV10CH1^4;J|E
MO3A/.NM,#'SR'C#S|J)IZ+S(%=%X":Q60*)5JY555UA#8B))'7:DPKGSL|*=SL
M61|SERFB;DGP@JZX(C&^3*\$R^\$U/^ES)QH|V@| %+9BNXL+^X'4NZ494'M-7W

MD)E\Y6*\$2)_,XF+6?HS&56@L_=>PC=IE8M\#5>+GJ\$7>E?!?*MWWYH_7(Z;1\!*|2?
_EM M50CG?EBXE\BL!!F7B?XA0V;5POYM@-(IFZVFC9^%YVS<|'4O+C"(0 M,J-
<:S@'|@6HRQW\5\$^XGZ-M(OV?-ODU!MRU;K3&J/U2!M.SNPT7OA'Z\0:P MB%|^P1.&?;
5R.OM+/A\|S68\9\;7C+'M+Y91Z@9E7U7#OL07MDP@XDFYL9.O# M,!EV9*U7%HNGJH-
31\&U9%G/GRAQA4=/Y9#&|WJQ7_\$E18?? M 1ZJD^|S80#>,+R=.5*\$L\|_&1,6>QF*-W'?
(;9#-H3JJP#-">TD@RC4UBV M;.|Z,WGM-
<#>M+PGP+Y&'YTGF7O=YG^U24\$WVW0!\$|0?|ZV\%% ZYM679Z\$1O|V60L>2IZ
KW9&'L%M M *|'A U &L\I^ MS3TZMJ Z^SP*^@ONK?K MAVX
'T7%%0M+8;U##|8|^("_PZI2=B^%&#Z#3+NS^?_8G%;I C7UW1,72?&-
P#GE)G1|>&D@*M+8^247VP8P+<4_PKS\$^#9 M0 V)\$D*?
Y'|\$UH|_P|E\|+N:HF4ZUUYT\#2:|W/ZO\6|>O/=(Y\4J\+H?|'_M\|+8;F)AV?
RMP6VX\$KLCHN/S'IEL/X67X\U;Z\|*(-"FW;=YA1|=MH.G\|O\W M?WO.:|C?@%+^
N3R;R'/2)X>97U\$E)'R!%.2#5%4\;H\$03L|H0^\$(('_!\$KYF
M"@N\UFNFX4MON'O\KA5MZ);8UBXLM8%TXW;(;<1X(BDX62|NL-F&?I+E(^8T
MI5LS2JPN=T>8G;63CB;W8V|B)7QF|Y/X)=Z=SH!CLT?V&R;1|/&P%UMN11R
M0^)|W9FFTQ">\$E2NHIDG-)AM'K^!0J|-R^;4WV>>F|3W/AQ;T3(|/I7D&V|G|_M=
*|@J>B&408P321_764 MNO%" 1^04MEAA99?1J+C&5*GT)A3;B\SG_-
)L36A\|S\KMWO|NE&S_?^|H0A3
M0F'\$(|ANP!KT|F'6^/%!"|D'D\;|1E,^Y)SR<XZ|G"-4L?/W)
ZY2K<|O#_N;\$B1KU|&5#Z'I+-|L M@0;.+ \$H\$M Z;LLC&RH%-
+/F9DG6PS'WQLU;LLUX!>F*OSI3%WONE5=QSUR= MB)FDJK\$J3D9&0:E.B)#
(^:="&.1#?TA33D,%*A2ZO_)?)D05T)A.%9E;V7*L9#>W;NE=|55T1+
M9HYO/38Y|RHMI|AX|2%665IPHQ"|_H\$ _#|0VBYDGDON)_W?
^E_KBCU6;X5FEBY|U6A;F3|P|<%/V_ VO+PMGU2=G61V<(>QXN7I?L?!.+P@.I&J|G1:?
PD M\$=*2Q%^X\|R=54|{#5)*DZ=-?C#B>E#Y I6Y;K++'R|J^-ER=:JG|NOV3;HM|
M>|ZL2#S=F=UW)|LZ(N9YQDEWMHO<;&=VX5Y5&?%%N_BOGXX^(@HXVK<@4!|>S
M(|@,G\|_OU<;K@>U^%BE%N|_
Y9#&618&33Z42GCA\$T64&ZR|N=Q0SOI/(E9#.|Z!H/QG#SX|/P8Z>='KW"?X|X M/2|%
|N6)SH.GC/_0&^*\$4(<4\4_&5NEO#1#\$_W.M9+V|K('@WO>|N5(?&M0M-
//>|B7@)X!!8&TC|7@04#6V|*O3'!|DE?-VUY/Y*A|">570#+NOMM^N4 MU7
Q"BG/_/6A4##@|F\|.1FH?<#R=_E(?8-><5;GJ/GJIBCQ:E%^4E'S|
M|)ESLGP>B(R832\$P*\$S0&.\$9J%D)|_3H0LAJLF0\$F,3,V>C@11P.7CZW*FI
MS\$.TDG6\$U1)=H;5C\3DRR8M,QQ=G01' %_*1_!WK+|. (B/E*LA>0-5!,4Q) MXBR?
^Z':C#BOFC;G?;R;1|3XJ#XWQ8L8"6V(SHE^?5NM)B_F|9|JEBH>M)R! MLI<|
YH|E=ZSNQJ|+'||_G|J|+"60).L+UE3@56,*=)P7RQD9R,0FS|\$'P,-=
M%RUT;2A2)V8I7|>89\$N8DEE3\$8J1\$J>FM&>VT!ANJ@"O56F|*I#X\$"T;ONW\$
MKRIMI|G|>9SW@:2;MR=YX@W 0N?M'-|Q'(T8"|.:R2!;IF0I'5_TM:.OD'.8 MDVLS/MXL|;
(#E1B7JDCIOJP%25EPQ6A>NC4|O)J|\$|7Q?<5|T<.M2'L8DH|V< M\$-
DCVTH5|Y|JZ)1=-3!%H2;ORU\$^S!H*+S.I?TV5@1R?I%MGI;G|S=MFQ#(P M-8Q,Z-
_1B"A5W;JCHD "?@,P%Q)P*BKQ|T-V%LSNIY'.|!!|H%-EB|W#G&+* M|Z|M;|:(^*.-
_F>|R\$T#B/N!6U9L+8VL.7&OJ|>VH|%-!/.WVP5^*VR8UO MS*|B2RG\$4&|Q|.\$FP+?
6GHR-VQ|I8H>-4;1L%=/PKH A?9&V%\$MBI2 BZY1|1.2|NT
M0U._.:7U\1QM1V/WPL|S+@_E|<&!.|G*R|K|<4U97:EXY*5C<4VO-9YFWP44_S7\$|?M4>
|7ST@S;*_MH+>|D7M0BR&*I5'5ANE;LRW0;T|YP8;#7#Q\|5/HZABZ;-!K"%M|B@;?"W
M^B|>3!>-UNIW'IMIW//:/OG6/*P^0:FPW*2DM%)|&B,8_:#3,BIW|4OW)ZO;
M@PVI3'L+Y7M;WP7)|7%Z6I+).BD>)A|TX(S.1&R%0JH|/)#<%<8"|:'SB-
M;./AC63U!@|D"GO|&#L>=V82Y&5.IEM8V#\$;.:5|7UQWO-Y1
M1CEHYZY.R|T|0)*YGLF4JYJ&#P"@NU+070FD_I/^H9CX_OY3+&NH&"MZ+/B!
MPEV+MG/'J80B>+;ZV/#688A.AH+Q*O%7 0UN|P/U0-0;OR(39&(4 UZBX
M8'+/UEF9M89'30WD|CAI%80407KFB^7L>(S#2ZY^!\$ _O90@B?7?|QIPZ|3J M#*,?
T9|HPA#@!C.-09)3A,8Q|IM9\$G0 MH@LW7XN\$|4TU+MO '53G==H0IVW7|XEKR-
&32(>X@N9A(1RU)@HH3JPJN7.X&JD.0LR:Q86SA_!@;OK\$. S,ET89B'SWRH&PR
M+Y8A*S ED"P0"|G4U??H@=BM1|?L|G_/J@|YI^|I|%+\$W/CQNQO\FB8/' M.@K>'-
|J#^T%JSC)6)C.LC%O3F?AEFM1_Q#U;_W6F6_H\$J6L""="/_="@G<#M M.? %Y)D|
\$V06E7&*DSR(72&5B;D1>+%POP+RB\$GD=+A|E/2U4)Z+0VV;'B93|XT6._%-
)U|XO>FY:E%LSEE*0E^|M:I%"#&F@G=BM+5_M|:@&;<|L*.;
=Z..="2#T6UMRVD'C%AR^B:@6)|O0" M':%V/^V<&=%J1CYXJ!@;8KDL8CFDG5P-
R04/D1\$QE!#+B>QO +:0&N|JQFI\$ M%NP&A.\$2N8-E U1!F0TZ/;!2;+WP>WVQOI>|%(6-

1+-,T 4]64INR5:G?>>[K4.&M.:%!%0M)J?IX-LBAXE@R_!=!>|Q+*3'C/^K
M:W_#|VMN2T!S61P+JSQCY9JM_G.1.Q-0,FX5O 5->GQ!1KE7WO-->9),<
M>T>3P+=%&Z'U6,O(:((^4H69#>+B^5X6QT5"17W\$1ST*&"%>QB?H81K?#3&# MQV
+T[Z5^X6K0LT 4#X:J+:US>\$B-KV::T)JGD!>5?03-D)_*421LI=BDD)(
M@HB8!-1N%2/:R1M*.:='J4(L)D.4*.:6=&-CLC/'"#WTJH:B<-|-'!R6BE"Z_
M_6(1M4!#R*.:8L:%94.@JNQ M.SAA9J F"UY)G6\$IS3?4.:OA^@6^J,)K)4
M2_)9[*F):W6P|.E(-D YH8VDP4"\$V\$E.:Z2"SAE33"3YYB-;4F9R<1|OO) MI
R&|L_ ^2'M*H&WQ;EM)VLT|O|,)A=Y!|SZ-H@Q! ?K9"HSEJB0L39OI5|L* MVZIR&E^|ST_?
<-E|.P?@6+&RK5YO(|:5WY% C1(3PUN9LFD6|D|,9K^;'PHM/ MH\$B@G&|?\$C|
|P2\$Q"A*ZJQVT51\$%HOX!>)==:XB'OI78=XV|*I792_ |*ZY MM31NK;KS 62(?-SU-
HGRSJU5(UIS/E@C60?0?360974^2|G4388DQ1SWZS6|2K^!0)\$:1^76Y?V^V_#/&::N;-
D# M:(M71>ND\$,&2:R"Q\$?D|>O='GP7&.&'DX_ G B"0JQ)"%OF.(4>68KH"0* B
MSV^R\$%EE|A1AUE((/B@1G;.,+-+)6_6ND8V_W@9_,%V9^R"GW/\$.<4%BL#- M;1WV(W
MAOCR&".AB=RWV-"341'!L?LG1U>0H3;U &8(W!#B3^>O6_L;8!O\$ "UTJ;9
MGXEM%B497Z01'67YOFT\$C2WNK85YO^|:./@|FI8EJ+Q=5S_^-;(INS=|T M5^AGA?
_LI#|E*?'^/J=:BIPCI&,FI4VZ\$%L=HL?^NCHS-1UX-:|?4.'CK"|837NK&+, MM:PLK?
XTLIPP_ |H%*N(ZL_"IW5+7=5FQ?;!50.AX7)8^8SLI?TI&-PK#H*-& MW/UX
M)%O4."BD_D74^2TUQWKf% C.=|IX4W,+3Q3,6\$<30|1T1JX):T+55<|1@^W#
M3J*EA>Y|5GY+TB(UHU-L;^Z|A3DY*+=*Q|HFTRTSZ'\$7D|UJ.++;ND@<(L_X MJ4<;3|K#
(3+5T@B90:UEDUC4009A/^;>&|"BZ2;|H?T2+LVQ;G MI!P-
\$3P_(LFLQ#2WWM#G|;T4.G'YU'U"Z&RGJP?416<1#2ISLB\$UK^3:1#+U
MW|9\$ZZNWI8;\$:W&D7AQJGNC?&5L-
E|"BA%M9CY5,S|054S).#JP+J>>A|I4CYV/QR*G|3_-I_C&|I.H\$&'6Y|"#U/|2*=F&|N|)
|,27B*9!2+&BATE\$K:4|HW MEVF6B\TP5\$R,JW;QE#>%2G?=1KLP|Y3GO-
U4+7>NN_3|DRO?&(Z!>QK%3=JO M>OF5PB1/8S,L:I=@/&GV/8PO<"+0)
|&.*'|A>XGP29#9@W0\$;"S>I86,\$); MFD_ |QT+RZB7O(G/3W\$ _R:@K7VS_A
M|AE4I@M,"Y9*[7S/+ \$F-419O5S? (\$'+:5C+/N\$A?%-+/,?1%.%3I8OE-!_P
M:IM9J2SB\$%8:/4,4:=^XG\$IP#(= %3""7HQL)>LH/;(N^! ^TD_ PBE6%|2
MK72_+Z.T|L(H(4Z:I#9:2ZK3NL4|U4-U|E1D4Z\$*?^.)4CZ3=;:<+7J#%|
M6U+FX#T@AR)^Q_:/5;AB|3VM;A>,2@1_WHIMM8M'7!0HC: GVD=?- M|G-*2',7=
|K=4@^9A5F:O,5VB?Q*=Q95|J,M8H^U^\$YCIU! ?MF6>,<>J|\$@
M.O%@|=A;RAP8|T!EA)/IX|=5C-V6&*@|&TJ+1F.,=L^5X\$9T6KC;U5*+FMV/
MO>+I9G4Z::5.1%DB.(-UD5NG?!YFQ23XH@\$A8ECS3EYQ<46(?7%<%.): 3D4
ME/'W8.3/0,IJW3JZP+YHM;(^X)CY4@JDH4C<94I;47^'^)8+\$4/IQ_'(7%MI M!#
+|%JH+D3&)B9R7O=Z_=NO&.'BS-T|B#W.|&D>7X+@A_###7"3Q#>EUZ05O
M)D#K>\$58'7:2U0?C@+X5X9\$W')_/8.'Y-P#H6JD00YO=\$AZA|O?LK3(=S7"5
M^RX/%|R/A<;E"Z#^VI^"|3|;=%MF8F#,>J_=[4LVEZ+T:31G))9@5',?|!
MP\$/Q55T/G,HZF""%U0!Y;&.PG-/D8TR;C&U/%6/3|^3Z1MWGFN'C'5J?V M.^MK(1T+3?
H54PT?5/4D'=1A) "K"+KTBH,(??^,V4Q|S-JTWJ8TFQBW\$%
MX(F!|NV|_..D_>BV)S7);#00;+A9!'%^-FM%*YQ<5BD3).0%)0E|O\H8I<
MQSUCQ|.O%M|HWMWOM2:P!0LG(2'R!:@? CS'.N|B-1#>-T_6%NSM_O:4G_
MXVW.H4O)?,NM,F'=;@'|@H?XUY., ^-XH-Q?GG&X+&6Y?QQIN./FY^FKGZQ_3
MIT28&5F;'!X0*N;A9*>F4G6\$S=Z=6V|=A@Z JJIB1%DL#6JYDED\$D|SW\$O2F M._.G|
MMKN#F^:HR7XVLKO@VHS?F|G5<8U5'CW"9 P*+5M,\$LZE|V>ZE8=AD M?
LRBPH79;L1HLI8FH9 MX|2|Z;>HTLZ 76KX(KF2OYP9#&A=8SQY&16#*77?
9/F&"F/WUW-.(*W/G|; M^""%ZWV+*.|@R60T8N|LEZ)41NLS,67WY?S'QR;%|L|--
I8P>J(Q1L<4,OM" MQBF|+7M&D|V@2%K+"Z'0E+>5'P)0TN
;&D7@_" +VE5HEI\$#6);%J_ (|Z|4|9 MN H|D)W*|S+_+|@; E/4D5%2T.|)Y
\$F2HI94ETH"|3B|&G90|JZ'-:6ORJ#U M;,"OGZEZH2<1N^_X<3=
(*!XJA%G=2>QUS9|JUC3\$W|3"7GSS9YS%2E83*'+ MM512L.M0D=(A072.@KFLY0?8>&
((ZL)Q*6OE|9)U)N (Z>%WFBF.K!6(3N/2 MK4@/X';=9@A#QB|5S%Q%K32P5956"/U!
|@&)+""+\$3GUR;GKNJ;|S"3ZE#9*, MM40;7N:CQ*1&IT<=HW/W-
D8)%_GEHL.TG#4P,JB?2?>+QKODG0,-CPGUZ?'RGJ;'Q\$5<'L#XP"^)QH/ M \$).21|HXE+?
#|7W!&68E-9AIJVE9 MP;/NIM3)4>Z@7+,@Q_E@PQ6L'&)(U.NM;<#QERG4>92=%09H-
\$DK=XOG2PP0,IA'\$J|F?#5M;P\$QX0'V_
M-.YCMAW|Z*O)38P^L\$^900@O'(^|S&N|%&2;<;@M"&22L"0."F#|K',PYJ,*=-
"P\$(&3QQ#H>%9&3Q-K'0P#|"?H M,KB5^F4/=E&T2X8->1O=".*X.E(XYNL%/:
(L,@|NC># MI"C\$".|J_/_FC<|GUP?D2\$Z +%5_-4(NVK0VSKL M0F|KKX)2U50D*3PU-

=UE)Y3%9Z3W=3T#>!ZZ1%I=%4-R3T @ZMD/,%)J(Z@T
M9FOH"06|Z:S3L;E|EF*CYJH|=|G7H:7&08JN@KF%DD>TX)7&|)Y%RJ#S_2EWE
MX20\$MO9!MZG0@^_A8.9C56#VUDC.5HV!9TQ0ZJ0=!:=^W;/BE_?N<_H4-T MB?L01
P;T4.4QC<|YB8J+N'9&.AB"8^DSG,1G3V#4# 5%+Q3Y<_5.D-Y63|MH5:-
|P5.FRY)A/06:.*+V+6N!BS8|U!|Q|=4\$J<V%>;STPEB2Q(M)2D2RH;" M"?J2-RC9;"I)
CP'_=M2NKGPD;BLL. WUV?97TX*TG>3Y=A0==V3^1=GK5,
MUS|6P3&7#8Y#!/<8)B7675V6XNN06|O-R7A@851U^X_!0#ODR_PK;&KQ?;
M0+.D5E:"_WJB/6H0Z*LJM|HW./RTCUI2*TZO<;N+>4/LTUE8+FN.BGB0T5Q
M>2Y'&/'9XCZ0A+__'?KE!.'R<^LOL!W_RBC2G>|(C\$#_8\$W0AAVRR|=G0LQ M%?XOM%
(1R(^X&8"Z=PZ/LK)SML6"Q%/JMG-Y"!4\$!#!!0 (-*LR35K" M ULON4, Q5/
9F|R;7,M,5|P,3 N;G|G|;L%6%1=^R|(|"&2T@U* MH(A*=+@T*V(("D@W8(B-
<30R!"#)=>DE+2@-(T="/=S)P94)|XG_?ZO|_
M^|YSSG6N,UX;JU|KSM|HWNOM??;|&_P|P")3E%.0 "*"@K@">(? #X!D %< MQ|#
Q\$"_CHF)B85U_08.,2X.-C8.!2\$1/C\$-)1TM#24U-3TC-PO|;4X&:FI6
M(3;NSS|_QT+|"+BPKQBW"S|O\$@A*->QL"P<L&-H*@D@" MBG+M&BK:-71T-
#1\$KP^B'X!V\$YWP%HT!|I&Z">9M!V+>5U'OKC/<+VLFT1C8
M9N1|ZO@:ZP8I&3D%)1,S"RL;|(^H)"PB*C, UDY>05%)4TM;1U=/7T#4|-G
MYA:65M9.SBZN;NX>GOYO @*#@D- T3&Q|K*JNJ M:VH_M+2VM7=T?
NKJ'AP:_CHR^FUL?'9N?F%Q:7EE=6UG=V_X/#H^.04Z1<* MX!K*K|H_ ^G43X1!&Z2,+-
_TC7+CW|SQO|=_R|+=C?_@U#L"YAH((WK6; M \$G \$4>#S\$8FE;/U.IT7S?M5;=|JR=49.
(. #EC7|FR:MC|*VBWL/1AX>#-Z MN"5SW),2#IB |O^!|PP\$&>;Q4<|(M:1YS+;B/C6|^X?
R_C_0UD/U#=#J11SV^?|0.^|K" 4-;,\$DX8*00=\$DP^%<"Z!^%3"#Q&.|M,"L2G S_A-
B=PYF+>W#-/!QP8?TI'?P,"#)#R0?7=6+0) B==90^&M"%PS+FK_':Y*|VQ
M7MC_=7B" I>|_7)_B<3C, F_T2P_?!09ISQIA|J9>BF|!#&@63EPZ>|KCO)
M6WW|Z>_WP<\$8W;,>V#9,.W&Z4L" ^?N8'_J+ ^&UU9FC#V M+9J53.+*O)@;K.E^?
STRT|!3DZ/J_"N=(BJR*.1\$|J-S^'6S8>#>F5=!!4DK M#Q4!B-7DC9Q-2@
#UJ5H/U(0:QKJGP_01"^\$D#ZPKIG=|J8I4,W4CCELW"J
M=4#YK4266/LZ:SH(P)J.X//#\$L.SXM,?'TGQS3=@%'5->_X,DUF*+VI5,9S2 MD-
P7ZRC SG&?SL69VWYS^08_.B#V!2)"R,0_N!'3KK)_98;PN@(*CY?J')18CV),
VVL/^P_V\$97.BL>M_&N*S' MD1XE.TIB|9J*\$M|)%|Q*_9KC
M.%;|IWA"JR.@VR+6C5=KK,LR"Q:VBD;LY|J#- P.%B^(FQ(83(|&NQMIMG+
M^Y|6.005HZZR=YXT>8YT!00W3,N8|1|W/?0_H;J'+K|H-|ST*/8Y?"R^\$
MYAXFYJX)QC<|K0FQ2|C;W1ITF-;|*FW,YK7"62P-V%;;6QT+F=+L|0%|J%:#
M/4EGL;|C=\$9=(W3|2J)=?E^|4:.OL#8S4T MOE|B+ "*" &M^^(=WUYL-
Q;W4T|*"/.W>:.\$V4"V=@-;(W\$|5&V|*.#KYQ|U<8Y? MO_:79-X+LA8;&^|C?#/O?#?
&'IDQ&X?94KGX*-J2'MGT+ UO)@SHV^959#>Q5A^&|:SUI^ZC8? 0&!*AN1|"D+C+
MK:V,1\$R.>YRT4^)^6PNM&_NMD,|OOZ8?0QLJC?DLEA|A5!?'JKX@ZS4Q7,6@&
M7,N3>|W-2%W8GUZ;@MD00KG8=OC#GBNYM',I+M8%:- G2;0/KKQ)4|&KSW%B
M|XK9C4N|J(C_H>&;RA\$YTLA@YDK
M5;OFX!+YXC=P.U,7;H|^LMZ1/CO"+?/!@U7)BFFA\$T0YW;X!#A;=,9'699; M)|CR3=R_?
I/#)3*U)<(9#V=M+Q73X/YU!GJPTK*8Y/PC2>/:U"-3"D;#@EZ M65L|S23&'R%%AT48N?
99>Y14V>'B@:H"C,WM&85S\$24X,))>|H_.P52Z6D-3
M&Z|A1;=8|+'4E@U1FR_!&PD|RNPH6X.*>CN&+>JC=UWTZL|_*'9B|A#7/>0E MAG1N-
Q9PE|TF&9|<8OE6_\$Y!5M%7KY|Y/.M)VW?9C7Z),M%3Z M1-DJOS;-X*%A
|;\$6CRGPO9)A|H29BW4W9)(+? 2'B;FM)3R|.M7M:E^XL6 M0%E'-
UKQ|NJAPF+TY\$&@>|U|9W|G2+CZAWS)*?96I=VSEM^3_7. OAR+L99!Q"#VCX<4"?
K|4XXH,7X=J,1|,T7?=[7"ODV0SB#-|S.J)# MP(U_8_"&ND'BW700*^"OO|&UF00G6>-
Y>/>U1"=O\$,>6Z)|S),/|Z.8LU" M"8|?^Z"?R^:00GI9BEA8P'0B#;YVZGG>'F|=|1-
EF(U,>8(1B;EF,Y!|H M*PP|WRL,\$R1SHM*A=:+OSCU@(6FQ(;L"1\$ XM5|<@W?
U4>7YTSIX+"J|C.# MRH|;N)*3R|(OQ=4,UM7;"= M@,X04T-
I;1C!#O<GZTP7|HWQWQWS8KKHPCVGD|-) M8ZPCDN|Z\$5_+TF)R9,\$F%6?-
@L6^KK|H'PWXQ|X<;DJC@%Y3_8WQ.JR_.3!
MHN3X1\$)5",+3H+/U|M_P0T3=VN/KLS,C?FH0ZC|(|FU0(*TGUN^5;G@FO63
MIC@|W'G,(K=\$<5XK/\$6JH\$6U|Z'+%B"-LU'?-".M6B+|B#9/KRZ,)?(0+ M\$-4Y?
J% C%:YJ,OG=VL.MZ"H|LG/SG5;J0K2SV:P|W*<|E6)"8<|PM|L/*-VL>FWY_
M49@E|R#=#@=Y.S&(HBTD5|Z082W%4Q'3O)H>UY\$;MO_#3X?ZC("9'#Q*OCFF: M86Z+
0&FP"4;|Z(619JFTS;A\$@V2M#F-L68X54I,W>FP5'PLL"*X81FV-+8:D>|ZOR M|Z76J+G:A
SU,,AR;NF-R|+,,M*-X M;4,1MUF"7Z#3Y!M"#S)6V+EGPI6=8!4^Z,J3/M>MK-

ADU5Z#V.YZ40(^/3RK MKWY,U/0:C5=D)S)7%+)8SS?WN8?A?
EEIS79'=A_!^!>"^1/=M/T%EX.L/K: M3/DOZK@4&3VR.B?V@<36H@4K1-
8\$UFJVP>P+'0H=^"1)^*|\$.LXI'/7P>;;0 MN\WS+%^LF MKC-
\$S^U?|M!7D289W*^_%A%G,T<;XE&X4B8 PGJ,A1:./P8X+*YFQ"=S^S"
M%,./S5|@D|BY:2L^\$V++O?EN>|VJT%:%V"K6)*13NMU1|&5"H54CP8=M|VG:
M>.7/(O5?MY^U\$|)NN_)GGJ(N69X?3?=R3M4*+'T8-ONR,!O4R7K*X_V\K+4 MIK7-S*77:
<|.1F)%M-"3U380MG5*R9IC\$.,\$|)S(,"@GR%|= #R88:8JG./MAC&6P4I/^A1COS7[5@|)%*
!2G_F'OT1Q>N)-OEI40I4MU|@>;S.CO7#A #T.8 MY)N=GIJ?RM|#\$J9B+=S51*T
M^E/Z,@4^>=,*WA-5+M,|43\$|KBH3'V*.-0B!T|O|IT-AA,P:M4NT0E6CW"Y+ M
T^C7##&ZQ'.JT'8\$% MMW&F|IGP|.U,O/!LX)WQ3'8GT.%MOLAO(G19:D/|N"P*-?
%+'1B&B2<>U%O|M2O=N=>B('74VDGP &PW9;19M99<&SGR:L#EJ)J<;S"
|;/LS(8YFHVHY' _4AF"*S,-I/?|RLG^G"6?5,YF6)T@MZ6&C7BI-Q:#;
M:.UJ)^H'7|R5/9FLXV CJR|,-7%5G/[HH]J&?
6HB'9T4%%F@'X?./K%|8_A,Y:3W2LBL1_GEE8 M(VYRVLB;W-
/X2MZ_3|OQ8E_'1_MQJ)JQ)'A 9.FF-&=&WCK/1B4E)M9%>H)J MSU=R7ZB,"V1':9Z)|:
(/^ ^ ^L;RI>0-(0R|>VQLG|PX(*: !U%+Z|6C;_@'IH
MB|3L9FK@JYQ7NTE)KG2S+\$U%1AE%U%TU7F3.1?)!2U;^\$ K|1*KLJFL>8O M1;^|
<<=>X#|J6\$P/H|J1_'3EN!>TFV|=-N2| MJT4G;N#V:K PHB\$|D5'DI\$=8,/(AVWO),XEUF;?
18H+|""V+O/%JP>E6"?L MH(@XTWPN#
|8."LY698_!|DIWRO"YX\$#&JW0HEV=Y/G|XX@EWV_! \$%28|'ZP9:3=4M-1^"V\$;XV62Y\$G
MM|4N6S,VR! Z2T|"H8V6>V9|G++4NV3LK)?"!@ZQ\$7H-;V"CL\$C,3TQES(Y
ME1!6RL/T!WTMIGS|> PDS-Z>=<3T('Q%&!/%!P>|WVI:3KGCSC1OQU|(C0GZ&
M/17,_SA&H@X%-/N\$3G*BHD0C^#09/3<|NQ|=T%|*|\$.SR
MB2Q'X=2#EYY>^O_34UHSZ#1_ZG/\$'R<%D:<(5^N0KEZ"*J|TU+6&,"H!_X|K
MH6Y_\$NK;\$S,|>%)R,:|D5D,@?|2V/M3H^11.*TI'. ^T\$. _*=|:63&F>AE MAB"J>)K?
XPP"9%Z%\$AK9&#Z U<"?FCTG6 M(TQ%|MU?#)'Y,|:.'
"!98.1Z(ID2NC%2OPY)WV1XA*^7*5/V<_T>9MQR8|(M-9+)F!?
X|Z@|_ =YS&4U'B@W|TGL0|0P+/.? ,#Z9%,GJN;6;(83PD&|M%PC(MF\$"0!?
@S)BE_1NBRTYCGJA8_)&VEC|K|X|.9*&|+<)'^OCO8\$1X0#U(|Q|: ^L?(A>AD_#<9@LR>
MT?|F'Q*|?PH&X|QXKDB"@D.OF+V?-|ONEBJHOB;5GM M+)X&Y0|RBZ?
>E=; &X=\$*A| (=Y>5C|_ =D3Z-3F&(#Q%69(ZGM_<4<|'./=0R+ M3#6K(R|T/VH&=
(@ZZ(W|AE=R0/&X|H|&C9|)%C+>H/\$N9YD?R|S*Q12ZF|_! M
;J!;QR#6ZX_.GR\$|TD|20YR7ML^SRA/.C+(O:6TL(E9))<=+Y^|/BTP6'^/ M*ZMH-
%%@^!,YHPPCOJ;^D/O6D.|VR^H|R^?K7"!|'/_CH\$JGE|<_!+4V\$3T_
MX)+#KVP5A|9'X2DEXWV-FV6=_M\$|L(4PZLB'6Q3A&L+"7BL|39_&-Q#&M)HP
ME42H88<"?XTH1%3BHZ,#Z5U3):H-SC@ ,(K1*@.+;|P14C9(*|
MH!69WK4TS<5#K:32W# M5._!ZZ-J86!%&0;%*Z*VVB-
ZYEXBQNC=B^FM|DHJHKVR_0|BLM|/>\$)%J0\$6J M.BC+;A+@S.>MT'|
|Q|=|5RR8KUL(X/WJ@L_(")>Y>@>/Z_YG^9J*:J|725,|MO?=. =07H NX,Z20IUT4)VX_-/:.
MJ!U-J3-@PL+DB81)Z.:|EZICG46NDA9F P%EZ@Q+13+|Q=W=H-U@<&BP\$-E:Z=6,=*Q-
J_11(DX&ZF=|)@Y MM)K=Q,W'W^RB+,A/?&PPYV@#/!S25F+&#|\$|*|?CMN
MO|=1F;@8)Y03SP?94|91;CJ6GM06H<0_6#T>LCVQ/-B8^Z#CXQ<3U|F#D Z|N
MBE7:58+O#IL/-SC!,D,2|"N4V6"/O%8^1D'3H^|Y2!|V<;HYP:#"F4XS4ANQ
M\$(^09T;VHIOC^FD&XSOW>,'X0#56M>\$I1L?
TWZ;J>|FUC'G2OB0B7U*?/@!O^D0W/+IZ-HGD@O=27\$|+BZAK8B+MW|J<: |%VBH74-
U7-))?"Y MM>*|DL%,-X:L3.+*^W7(J?&P)"5K9ONU80/6S!ZN: ^H>&3N9Z.^P99F(|)F
M2,1F,(?ZJ-UCV+C(\$62-6WU%U(.#4M;\$ZB!6W/L@UC0T;Q= MG|G|;\$_=
A;/Y5053RW2060 SFV4F#|V/.3;+M&L|&3OIQ)/6 MZ7YU^!T(1L^0'NK3P4'G4|A
B=9ZL\$|H=GQ!7Q#&(3^3?UX "FIG5B-,H"E@80%FA_5T/CX'/@N/?3JO|+X MI;)OW'#
/&)|4R|9)^=41#8|NR KZXL2V(6("MV>P|3|SVK M0_CG8:V*6)0
..!Z>.EJWB.?:P|G>;ZSA)5|YV^X?6K)8=JU(#8|Q&.F4 (M1H9C-9F3D:(P.9YA7%ZA!-
TJ|9\$&4_C7-N5;D|_IZFURKC%#?BS*,GZ# W00 M MEUT+X CQ|4"=V|R!%AR,7!D|0;
|O(F,77 EI9XY|Q3T|F5|EJ)<'2.'" M7^C>2F=94U/'7O;I(3&JJ,X;R9N5!28W|
G6QIU0&GP,J-)F80(|;6IHATMO MQ|0THYGV8B5O3C4+%#?BOW|PXT- =WX8_!|HO2
FOO/H-?'N>|XB3T|=L9' M(.9@.,N<>4FA0@S6QBL/=>\$T\$YC^G8S8#>I MC
@%J*+64!|.JQO7S|E8>K98Z42V00_V/C%P^@@'F+W4^GP'=%@|C0_5C_@2 M6K-
(\$Q%*F:Q*MNJF0,'O)\$;A;TFHPO\$W\$|5AJF.|\$R(A1|\$@8>?%_AX|NV
M5W\$XGAH1H=1_\$MD=M+@Z70M\$|L9EF.L.KF\$6&33-S?EMP

M;%ZS[N!LV+>%Q7S&33T1?/0*DRZ"(ZKL.#R/[F8V.+?9^N4 D=G',9YDRN[M MP-JY
A|^?5O!+N/9UW-R5N9/%5'J*!\$B2O&VR%CKX6L=2E@!!N\PS\$5E9(AS MA47#FP_A@-
LUMLM)7,TFLU"VZ3^/;&% QC"DSR0ZCEHJ.28YV9/7-C=MYL\$ M_-
F/2!;0*=\$31_&Q#/S\XW"#BTH)/8MGVJI?.,;JT"/,%?-.H+K7R5=XS_-
M<.=9: #TN3NZ&WSOIY'4!S@/R=04V\9X'%5^H&_\$X.T*H:(PAX(Z\WLSV-31 MC0M1-
68X7+ B4),8?3=W>^SUR)ZLN(#Z"V?4?7**
fHK2(9+*=X7!9;\/#C#PG^70%'6K99C)F6VW2P4" M;JAHZ^GR2;
f>K)R";F)'>E(3!)UJ^+8PV\$RHU=#6NPY30A1 #(- MO:Q9#;HGHND8MZx/\$KVSUO??
MH5AOG0X|#&&JB_DL?T\MI]<#DQ>P-:%PMYG@M/J6[A"^A/+;!I%(YHU^Y_2VI
M0Y(!R|,70YSI542*M|1X|ZGWM# 9'.;:%@6HCQ87>DL3<56|"T(*63&=(AE?'
MZX4.,N/WACTP@&W0^Q3%8?^Q2LO21ZY+K&I33|0V%XCC&D:"!\$;-JN-9+9
M)"H8D+>&R|&,V^O|L?|MI|@O@+"BIM%S\L>%G!>R3(W4YAK,3NSC\PRH(%ZS?
M_BG!,M5GMQ+NX4H.6R_UX>Q*?,SP)JET<-37 OFZ&>|0&"1QVVF
MJ>77|= -0AO;.,K'6Q?%Z%1YV5RB|. =3T?9@E"/1R<(|3U/+P(? !9#M.;'P>
MMFP!N<=WV&8| MA|O^R#B(C,Q
Z>V9V#9_H|A QF05B%=VCQ)J>*RU+K(:."%:|AT\DCD|U|:V| MH=X^;#BVQ.HJO_K^?
fJ(V;&0Q09=XS.UTQEUdV)MO<>-0%4 MP9BI!|W|ADJ.SKU=Q#S1S\$&KO#X%L"1F
^V-IC:D%YX!)7?5HX|3ATW/Q75<84Z>60==| PJMZ|UMN%8IJR.)WGI>NO
MOJK)D;|:|+W|I>+S7PZ6X|'!&X#H49@DPRG=NBQ7|?E+^7W)\$5'"(:3S"7)% M\$(-<\$=!
(L\$DP&>M)YH*S_>%+V|3K%GC/JSCOG5:(82@1SG|_O6GE\$^8B.N
M|S*L|OD!;W.7V0Z57S&@R86|HNG7JE/8L(I^4-XQ)GVP.0U_GUQ5E/YT&|&
MV7G;.,QK;7|CB5|UP5Y|>|Z|X|_N3%D5^JS 6Z1T@/\$K%^GA\$.Y|W^XVVKa)
MQ=D&PF>LIUH HG..?T7\$2%GU^HM^16XME4-\$7(Q<7G%.TK%|ZXZ!CE: KVHXO;%T>
(&TA4)C=J=/4DAF M79>J|0JSA>LD)#X)X|U22(9>*1%#63'RS8;J-7+8YU"JZA?
W!A#FY03M+I^Q M,S3%M).:N"?#0@O7^8Q*#CL*<@P-
&5_J*4PXF\$8TH#LRR'ZUK=C45'W_M3":-M*LE?
5*G|>|W^:KLG^)R!DM00QJ1VWHH9|1KBS96V_XC|5L=TK'| G,6P/C|YY*F^6/CCU>C)Z:
f-Y*R%H6(-G|| MCO;F24O).&/G9 %ZVI_?AF#T-XTY;#OB|I%N|G\HRH2:1GYV M=9N/"9O?
S1|??L.5M8.|>| V_FR?3*;H%0XHD(PJ4.;E|9>P/XZ3W1.<f_34
MV>YX|^6+&76'E./Y+1"U>Y(FV1V* MRL;EV4/(M?&'!S)Q>ZECT|Q?
6U.)'R8@5(V6'&W,YDH;-N8M5=GA2IDS7(2 MZ-1G|"E)R/7NF(=?(/-%2HC-f1B-8F6GH#
(+EN)0+_?2<>-JN:IL2D1&)|3 MWW-;SC&%W_P+?'RNSQSM,V/XFQ&9O=|J%
9Y0HXP/7MF_0\$&T|*P>IWZ=^9 M*)!H:FLO(L1V)%\$|=
1P!!^\$Y|)ZCOD9<=^AHVG&IJR|7/02OQ.NB1W?@WN M04Y^H>5-@#8-@/J&Z|@^_W-
f&06T7C09XCJJ_H&R!MR|D-6X5X+J<|ZPH@D
MCU)0)%-4#@_W|M^*1W.71Q4T>G6LE80H#(1R*5UE*M91,U>UVZG=?CHO&S*;
M;C57_X--8<'N,9M7|0%%[RJ9V*_)?;|D.G&%H.2Y_Z(C"^5Q9L>9%VYEV
M;B'GD^!VDF2>CH?ZV@",0C23F?J'@%&B@JXZH#P)88T&AZ.H @9B)&
MLEMYCQY3E<@|F">*3P\$ \$+!/=6 M%6JH)^'K"(J*V*=^9 BA8AT'F>WD:>@ (4|
(D3QRK"C>'0=I'M,5;|.1!(V M.(M;K?JL_<^M|1&+LL@.CROV<2--@A|
(\$P\$4'H.2Y03FB8_=YO)B8\$1GEG8, M=9"9+LS/K|KZEA7#;.<%+KX6P(G-<<>ZR|L7
7J9+S 8)+.,H(G|M|!L.;|K0 M1H:66V8|U4LN|V>O4C(5N*|=#G>|
FINQ*HV3P_;GA20:|57B)|JZY;6G M9*@|C9;J1P/'&,\$! 6) f@|V&9!;|/\$.*-<
OF039#+EXK01.>|6E!E|W
MHDVCSC!F""4*77=4@DLO%28@3/L.6H_3G6"72HBNLZ|M*_"U5<57X_9V=S|"
MK=46PA+4#X1+Q,IW<)<@|FD|N#V+|?.,UY<#* 12BJ?7%7/75GUO@;3*-4A)
MA6'L_N_%550" QSWY|:\$7M\$W|N-F3);W5FI(FBWRFW.GPP@4.AU?>|Y4 *L M-QV7D\$?
LJ^)"8""*M M&*Z|4N/>?8I0TO"^)O'UW(1VQZR(|X|TFA3CD9H?)HHW@PY,B&|/+?
Z2OR*W0BTG""<\$_7/GH?L=GE5*|A5J_|FE| M;0;JEQ5.M_2V\$'FS%*MPX63TYC\$?
KV7("INO+D0ON.;Q9;+ZUA|9+%MOG;5+ MVYN"BLB#3L*KM(8\(.G9BF%H?
1E0S|HU8P,>%46T:"G_SX|D<6@HOZS1"Y+ MZ!|36?:R !I-/8=|Y1X>=EGCW5YN)
f1AYE!#:0,IA84|O34?
6L|8,-1U.5%EDIZH^>VTAP'CK3N7=LC\$A+HBPGWFNPZ*6@H_KIQ(40XO_?FWSM,I
M51>Q0;.,65=MI4+"_-O*[00;|FX1G3XW;7E%|F?(7UD M'1^=5EY/ 2\$4P5V35'*)"!\$H
=D=6"0:L U9J@_K3)%GF4QJ,^D)O1!NURHM M#54%6:9UZ6?R5@|_S3?>@W"2F6.&<,
f7QZ@R+|J*3#GF|\$7+00RSZ/PPN-B)6SH+
M82Y9@CI%T'WG9O+>>QJ+I@U*5|W.5V,L:5SDE8&UX;LX^ZH"">N&IXZ@P7>
M8%B9QCnk.;IW=BODX<.|&W_91ROU4?B";4>6FJ.*M85M@ZV#L.=EG\$ ^1YJV

MB#D\|>Q!;W&6&07\NG506G\>|B(O(TX08PYQN#\'4(BRA=T;8CUN<'+(B\{M>\$:;!6-
3%!/!.T-9NWXL>|J>/E0\1ZJ;26AVUDHR?I@QF-UNM+A1S\&5LI+J
M,:*@T\2G1'3,:!07(F\DTF#U\{F\E0(P"C+PTKUWO\QP>N';*|9_4|25:Q/MUHC-
0V\L,V\$&"12Q+?AP%>&XL6>UMYP/5&\$XZ!8Y4QV?JH43AFUP;1K(V35
MPU(E6SYP)A_TL-AY_YTWTLUSK;T"8C5.?IT|87/>N-QMD'#W9M\M'UV_0HXBD#B2@7
M'WLF_T:5MI?;Q4Z@=: "24 M7#C01SXT(LW-LI?@>JJK'\&\$R7\>O\;UO,A*RVX'Y4?
_KD!X\$!L?|E@=Z1 M*DE8M4!\$RQ2;3;KD.%TWQ.1YJBS76#MB#>#NRPYFC.G*#^&=|
(V=3@|ALR,004"+: <+ U#NR\O* M10@Z:T%RR<>LGP\{A"V#.-%2?)|H:95I9#(H-
#*,KHLE=769X.@WJBKOC^ M5"3?5[*NW%=\$BHMYPK7&BK!(D)>G;S
ZML2+O6+AJ_\$4P5J((#Z6R+|.!K MH*?;^.^0#45D:IS+14OU4BD9RR/'F0M#P\|H5N
JLM'^\CR037E+|V JH\ M.1|S|4C\I&9GQ2;7L&31\$W5)5'BP(#0#G1 T;_%W@3|E#
_TY:5AB<5<&J;E M?0IY|*,*D\$1T_8\$J*0\$<@+BXA,A'E1F(IA)< (H.2 '_ 'F?-*SE(9&= M\!
V#61_64_X_|U* <0@" "6EI-SY_R 9+=?U;W9^W@MGX>F")"E^HO78 |M;
(=/.8HW.:|S9.G\$=#)#;|T+\$L|%|:C9_KS-TWA!\$;"/\$Z0.Z#/H M7?QV2*//;B 4-#
(BK03|9(^ ^A;5K=90D+M^|HU5S^V&ES^Q9ME7A"W3D;KC M-
%OLL4WGB&C/8L|\$YA:76.YF)W?.M>I9/1@1X2-WNDYU6+K4Q+PDB99/P/3)Q)E%<0JY
_ ^G/5_M;4@0|Y(4:\$)F|T3OC++=QX.P%UUL|%ONG>R?J|ME\$|1KV_VHYL)|P0>E^5
MH*B|'E3B3+3(2&U&N2DFE%,TVG:<6?>|A\$'3_1HA=W;Y09NDYJ49Z-@,4D3
M8MX^QC25NI:-1:IK0;VNI&32RZ|B%_T.?|AVFN9(B,3H' =8V6=.
M=5VD=B6\$!XISE"=UP&A"-6&|N^7ML:63!=P5Z\$&NQ?W=."-T%SO\$+O'QA'
MU"IO:234U9="EG/11EV&#^('1G<9U-;^F @W>B>AUDVP8E0H6O,?J|G;j;
M&*D%' ^NE4IP!HY858>^|'0-.A)S7'U%4N5>4/2>H*Z02A,I-9WD?.9.V6&TZ M3W"
<^4A-/9GH(EWIFAJF|C6P#6'TLBN;VR22BA8N6>)B#%E"#W<*.!# VID)
M')6C|)O@,VDR_RZ"N_KXV7S7PY8T;\$7DPWN#*Z+#J=/_4,!%,R)VWILHS#,6>0F\|0TVM#
VAGWFSE9"P;CEZ:TA
M;"FR39PZ;\$%1|2^DH@Z(4.-493Y'7WHVM7A2D@P'RL):VBZ;Q2_>"\$Q>U3\$)=,.84Y|9N\4
MSW,TQL J"EH!N.O'#7ZJ;J5SL!;-5K4J|MD'+Q.MT+>>GZ.V\$
M5|O)3,P|>|A8|Y5M64X45K)Z2M?'9K30;FB?/V^M"3|= '%J._@^/,R*?V M2VBV,:#T_?5
4X+>UB_MFCD|37|=;L&D7B;,>)X5OK5!A926+@_2!^APE.+
M1^| ^=AE|QH/(J;|O'V;C\$;41W4|J?./5B9J82*Y%N*O*M60/K#"8|H#I*V5-
MLWO)M'G;_3:BKXVGUD<#5S&&70"V=\$IEZ>ZXSL(LU4,"J_*0B25TDA)"'(%O
M0.'*BM30^R!|;Q|TCU%_%Y'"<|H|U|'O41&#X:P9#|,ZP0SC3IY%6^1W"C_
MDFXM9PR2DY=Q)*,|+MCKBEPY.R2?95E;,UW3'4MDA@04@PD*/_4F66060RS?
<@/R)TQT|51BWB5N9FE8=8P|?SUAGR M#*GAU:99RB;CVF+1J|/'ZSRGZG#
|>ETO,:#_52+H_,W4R T|K@L^C5#_MA84CON_!TW55(H<%T>=*|T5Q R|B"OH\;|N5=
(XP50L;)SSAG&FRYP\$J|- M?#9XLOUU'7.V1|K1RF65'#SGKK:971*TM8C6/D>X
M.IG)*F>3|OX8Y"V/5Y#18|YE%S^0J1\$D|K26+@BQ|*^@PYWJ/7T^A+RPOLL
M4.OZWWAHFKAB!9>T4F8J|)5-ZR0L,JCL,N22U:@.H@CVC@/9%5%.0JBI;W
'_L|L1TP79L!8 MMMZ7?@_6|,B2H&O: T@P^
J5|3#;L.Z0UE(9NQNW0YQ+#A5GNJ*9M#PN|;:QSW"L8,TWY_R8^50K^|N9\$
PYH\$<@EN&93 M3B#*|NJN1)Q_YLKX176HG;V=V-S/A,?W>T2:?
\$@;VT|79&98|D#\$L;B!GK& M)U\$W<"
|<,XUQUVZF#*P7!M7J\$=#UZRI"E\$3NS|^2BYBZ.?E)^T7OE\$&J2!;, M65LO_G++|?
%P.6(5+L3X&S0754PD|GZT_O(J|A6B@!)T*\$|2OH.T?(T\$&/ MKU9%SO>PQM
3O2F_|#YAM#,O71MA2?-D/,7P4LD;>U2206K6J;0-<9"E|?/N
M0=9)*30%#C:>C#31Z2:OV:9-+|%J_VXTA6C|>GF'ID?;X;#* JN=-=\$W54M8 MTN-
1\$=+G^1SZY@W'+P^7>K|7!\$JRI3/D7;.@L6|64|:9Y1"VD""V9|S|{#E)X
MU@,T'MJ/OSG)5_'&;CPT);W4!4A1;FS%H(S%E35|DO@!;) UYW6AM3XTALV
M&/_@_A2|G16>J*Z 1:8UT#2SY?F2KKY9K_P46C*17'K9JFD|I+|5E5 M\$,,BURHD?
UJH'VWW?C7.)M%&9|RK:/BO\ (L,4K^4J2|H2M;|1U)=@#:VEQ^
M<>8U&H9V5\$/2/3/H46/F%79;QL12W! V^E#**\XY+B(YDWP6:OUFSN=Q|.
MJ%:88X&|B|T4!A M532SPH?<=01F75=902>V\$!O0HO_ID.W|GPW9*/AB_-J:1ODW>:J
;%9>LN2? M=2(4+)|N*>LUD!'+'+G"/MJ'#Z|HS6!WL\$|L2*8"87INDA M>TQ?|\$|0|
LG_6.3EJGV3;S>0A<1Q|^R^+_8.FW.^'01#C6'+8;R,>|N8O8P
MGL&OH3TYA*,|X@45RWZN;6PAT+9DS97W|9CU@#S7QMV0#,L/=^+=A@1D5'?B
MHD<&_|>Q)QMO.*|. %F6GVA?
4C;5S8P=.MHR"OA8\$<|)AT1CNA::ZKSF%!B8M:*VA6)%*/+X-
HV\$6B>4"P0;=!1'/D&G3B:I M1YT&BPC_|4;SU_&1.FA5,SO'4!E9TJO_3+EZ3\$L?

P0&= />|M7GYTE^L-R%GF7G+X1E|,,!;# U75HL)T5&TP3#G > M6)0|4@5H-
P0#LZ=:OMPT" TAP\$.XD64|%-O6I'S_+/L;Z01|^W6KRV'XJ\$0I M?
K00)#T.2X|<9(V#38PN_0\$P+IO30X1)+PS:FU40FP+FJ!X0.!L>X+KS@XNT
M3RGYN=H|9|J!V*B%57:AA.A7%|&&JEUN+K%,IDXC705OMDSHB8/DT1@<0(G_
M9C_9=(,%=B8YK|1:NV0U*P('S-YL+!.*AST?E7@:/I^M:GO|HY441M_OW&7| M8S-|S6
H*;5\$PY@W_=")1ITAP.DKR0!CO_LAR&"8\$#&ON.ATJ+7S3>|%-^B
MLZMKJ"DM2YF|VQ85R=>IV=?@U#7KH|&G6545;|A.0MU>O3@ (RG@:*GA^3%0 M0?
PY%ASP"KJ3A9CX:BJN'A+! 3Z(*Y)/2ZWECVK1H;:NL'QEE..=BJ(#EJ! MF|C-
0|3P%XB/;^6F8Q">Q@_=#EF| MEG5EV,"3VNZ5\F_?;+.-M&LS+MBN)1281B*
)ZCXA9IUC^A_9@5=YS)|12 M;J|L,\$-;IK\$91 !"- @T_&G+I662NW,(QY_#
>&DV*DF:0|1MI"(7=5&4*+O"3*6 M>-!W&:&\$F|\$XM_K&|4
V3:%0V8._,3JR:6/^CJ: ^>=5?CVSZ1NJ\$?L|H>52
MFWNU8>F+WXAHRJL_WA<*,.:6"3YQ\$(.#JGP|P,>R_*E0\$V\$XP/O2JF26T.KH*V4B^UU9J
MNE,^|*G>\$I\$6N>Y|!6,|HMR!FW|PMB"%:TK_S@GPOU7@@%,I^?) *U7+*,X_&'V!|VJE
M(O4.(GNE<#ZM2\$DLF"4)|V>3PEZL7?T7D;W#_M@A(IND;O&?&?M?
A|V4M>.,3P>^@)<_ZCO6*+IW;3#S.-^%791X#G#O 2"-6+ M(04,B|*/-!|7K|3A_).C?
Y7>_>:|BPPE|H|SG20KF.S7#O+,=O*L)W|5,;+ +%
<4;N1L=*4.)M10;N1G^#7LWV3.E(F%1L;\$=O'^<:._=W#7%J4&+9MASE2CYAU M*XJ|I
DZ.U1#AMLW6A 68;XMXAZ61L.:T|"Z2L0FT|VGM>\$SQ5_M
M;+K>-0QG#WAKC;^*YLB,DTD3NZ,R5VBA.&BO(-_4E#H'7917K, 28KK|LO) M0
5CD+^T6*)|_6\$'+!F;WKC|3*(-;CO@/Y|F,(HA'JO4<|L;^X9H\$"<9V:_O;1 YG=
|LP_1H*+^;S|I?G9RA"(5L\$;??X"%G!11^6K^ MT4,?AA8WW?A!#|)=5YC01D(N:XGP,
|E5)Q2?F^5^|0|=PYS\$WXLN?O3/4|L:|D8QC\$:9/H M\$WD-G9SJN9-
|PO!EP85B01<|@WWT5>+;C.69@^6"/H;KQCBNZTOJ\$C,Y7=:2""S!X?
*,E|="XEU|&72(M(7?G\$(A=:NG7G|=-|@ M!O^B?
GL9A:ON:%|"\$5P"\$_.+&U%\$).U|5+|NV=C|F:M<;2JZ6/QEF4K.?7+Z
M!_0^.^EMD/GN[%]|N0A97E=B | +HCH)V<_>Z"D)X24\$J Y|R|/08?G._RW/
M7YZ\$7#4C&@#_>OHOQ"!6-G59BC14D,I@/Z|;'A.BF,%-EQLZ8P/EV*S8G#95
M4/_12.|G|E#C|(Y3J@XES#"Q,9X|S/ZJ0ET;R1OY25E7;| 74A1B9N5\$V'+ M;|R (A\$WL
32H?G20*5@RSX'TXF5'%_D?>*+;JF#HTN@B)9/*4*<|ZD/ RK0-M/52:Q+%ZZE.<:|Y?%
<7^X,WW^1BCD:9GN)W!FW<>Z|@|K|G=.0IPF33->G#8
MKS2Q\$.9W"HFOHY3NW*16#BF""")Q;R"62)QK:XZ9!^WXICGCXWIP@/G#+@=_+
MB9'PBS|HY:)1IN0PK5JG=/2'2>0#VDFGMS@F;'PB80B)8,P(\$'|PBZ|=+IZS:L(X9/"EB56|
M91|JGO7IHZK;K;|F;E#NAYFN!8W#IOQZ>(_Q;SRNCX|_.E+DAEI\$W6!MO7N4
M|H|B4%IFRVA|\$PXPXZ|H?YH(5S|
<)>2G">5S3%BZ6%!QN=JJKF>R6YHD8_4F|F".&U57N(^PRZD>1 M949N[?]7O7|)+X "QI-
V,Y|'|KB;VT?2" ME""VJ"K@R<,)49")J>J+30.Q4NB@G-R;Y'/-2RS8&YH%D5N|MC?
TTP7*^ M;| |=7N|;OWO>|!@D|LT0|2>3^I4(FP'Y>WB;#%?"5;.1=\$4@UF63;K,K,5X4F=?
=O^3),&N2Z.+ /A+65?V5:YD_!NG>|* M^NW|;ZW_H_-8+J18-8C:4K2|PKKS08|&O^_
VU#J/S2&D=Q=8'D#+WD M_""B_N_CHJ:A8M&-1,V<6^M9J-68T#9^EARI9G+;3-QS=?
E|=.R|@HH(3R\$ _MHXT;NFW<8KEEU*1='A:_TV#?V%DK;M'OO-\$2UUY;=_843:|N1?
|8;R_8QI MWI5|5:S_'X4J|DE6|00*5G^1R)IF6XB0E6|H/SG-K/GEVUR7;H-|K|L|@F M|F|
(K1+_JY*P|Q)'M7*+|TK1C|;)Q|=V|WI76\$%T"#:9GE67 Q_X'4\$L# M!|0 (
LR35KMGV_77H! /V 0 /9F|R;7,M,5|P,3\$N:G!G|+IE M5%U;MBZZ<((&=_?@\$MQ#<
DN"_<%P=T#! FR| 7!W=V=0/#@&CRXN_LC>U?5
MJ5WGO%/WW=;N>^_'E;39YH_91^_C^|J.Q7S^>?P+|%I64D82 4%!3!|^0,| M+P#>
1#AX1'@X1 1\$!|>O4)\$0L%&14%&1B' Q\$+)'B\$D(R4A)"8FIV:A(Z=D
MHB(FIN=A8&)CY^+B(J/C\$^+E\$&3AY.+XK00*|=4K%&04?%14? X*8@J_!|7 M|S< !B(T
DP%#!0E !H#"@8#ZKD;0 8 0,%!_7\$!_G9!0>OS|AX BP&'2<\$N!H^E;(1 Z8#-
X1^3A4@E7M6) MHS)^0LUI|CP"@D7#Y^
D(:6CIA#==;;AY>/OYW\$N|E|1E9%75U#4TM;1U M3\$S-S"TL059.SBZN;NX>GH&?
@X)#0K^\$Q<;%)T 2D|XF9^?DYN47%!855|?4 MUM4W-
#8U=WWO|NGMZQ|8G)B75|ZJ\$%_(AN+)NOG=?F5D3|&1!|E?<,
M,'|!NS8Z&E9*1>NL(_JYV;&2=4^
H|V3|8?;J|TZKO=\$GEBB;O3TB9!&V<|S|9&9,F4TG0%7\$|0-
7_)C;,_A\$!M_>!=*^>G>:YI6UF:7C|CH MY|A*5?IU|?W?*^IC|\$<(837_I&
Z;D"70#UD<^T=&@*7Q(8_:GN)5I"U G(K M S'Y?@S'E.T%:,&9H7 X|AID 8^ T*(RM1)?
SP#D N^9YQO%C|#5@J? 3>; M9"?-WGS/ &&=BL>|J&=>,6K_?

<&TPQ8EV\$A+7/_BDCXKXC&I:89\$&9HO1H> M6#+0_\$8A)<|WYQGP-
K.,R/H.|P_R6)GE+#.)K)O.#4CGQJ7KNS?#JSSSW^1|J M@^RJH3E|:"
(=^C*_*FY)N93N'J)N9|ZO//@N^LUJ|@/&(J6F0>?_@H|86#Z MZK|6TV:15><:IR?
O.H/(2)G "%JS)D5%+K?9EC0DOF,G+#*,'-@"A;!08 MN*F3-^FXL=-/QNHG',=?
UF%)_4OB/:"ZJ2B,YF1=GTASY,'U/V?=CYK-Q MSV-B8'-
MEKK(6080KO,N=0PF1J*JD6_YVVGCG+G2,FS,T9H@+0EH#).P*] MOM/"I*XSH?
M#_JA7*-[YW_KT'93VIO SR1>Q4|Z0:_LC_MK6PG<|%6;*BG5V MQ^# UMFP-
BSJ2AV*J.XEBBKE%#G?L\$2:@E\$UJ2D7Y4O:%K9DW9.)Z#VIC!Q=M A|B
M)Y795KZ@R%;EKU;5IZV(5,B;OVCZ2R-N|=!!L30=?D=+?OMK.H.R|/5SK>< MOU?
^GJT;N "X6 M>RCANJS"&-SI3H>:"V6=2"DUJ|&CX:&^) BGK0ODVN9,,S5+RG!,^)RY: ^1
MWT?_K_%=O4L8KJVKC|S7/FK,:>:J:T.7N95Y3S/I=?QV>=F9(6A)DK7.&.Z
ML./&_NI2)-8+0^|>|>I 4OKBCYEY3XBY/U2:2 M,?K|>31B4\$/SG\$!|+71%|X|!A
70*=B^)O*DH'G|*:FM3VB5=^3?9A:?? MMLC2K5D--
T|1|NY0>ZS^YD:HS/L+X|/<<\$8/7@^|/8R MJ30#_ :FGF".R?^>J5<5(HGB7-|I^E:|@R*A?
RHK?|;Q: ^I>DTJP| #DLF+2(Y
M|I0N+*RNLR|BZ0VDSX6&)SX_1Y>|/6K.@'M',W@3C*C6&FMYEEUX)-<+)W%2
MNXX|MAZ:XBK\$|X2G^<|F!_ ^U:_"WG 3GV1329A M+!EP)@W7HLAEP5!?'_ /N
M.\$2)|NR70QZ@T9J8<#6/^X\$?<3;7*US+)(37L,6C4^QW@F|I+ ^|A3ZF W3)Q M?
&!'K\$V89K.0_ ^C,B-E#*-S?2+3DE;K=?T7TP;C|0P|GEME|&DVUH6YD|;S\$|W^DM-
_3B%"_A7D04W'L| MJ|&TBY1GP'NA/^@95Z|@H8Y2(B-LY145,?Y3B^_
+OVL2V2R.AW%*G3|6\$(+ M ^(^Y|_.SZT?+=TBL|Z7D&L&_ ,AC:QZ*)
<|FCZ^0RVVJGO:_MR;E?_ |&G M5)&G-/T28?*^RP4740|_CD#4,JYHH%\$D-
|<3|_CBLGE6.F|+ ^IY81(:!"J# MHB+REP67.D#?|+L>A6? N|5GP+|I3)4*(3P#T%1?QOGI?
YLC),QE MW101T;+ %955)60">?\$_S|&(M'26|H8Q2->%/D|I,,_SY1=8%G: BI@:4FE|
MWJZ/AA>IQ|+ '8/7M1FOJR5VI1F_#:\$BO|G%CCLB MS1F<,T@-=HC>5&CDZ563W^?
GETRUM|&OZ| MIC9#G;OLJ'4DRG_ %GWTYP= M:<_HT,|>C|T>\$P^59|
HW3.@78%4ON-X|EP*E\$YPP>E3^U"2H(M.:R=(|WBUN/?FE| "H|!;<8SHW|2+VT7GH
1|M^*G,YR2ZMMLO!R\$!#.>;KD\5/S^U&Z\,VE>7#HF_3Q3*;! =INY% @4J3K|@|C^L
MJW6<#_ ^V#EOR9J_9"U96.GLY"*8K/0.|DP6+_+9?HGB%-CRSAN"|R&#BDT?'
MXYGE'P)VOP58 H;L)|!;PQNMXY!UP,Y?Y=H1F:/5WWX^ ^JHO|_/WF'J_9M^
MN_|M_2+_A_7_GH_ ZO|Q/W_ =O|*?|6_ |^K/^|?|'_ ^1/ABI#NT5?J89_R
M^\$G\$5F3_I4;M2-.WXA\$'|MY1L#>2?8R*+9BL LJ.7E|\$(H&E/FM"N?7*#@|
M=*@#):T.5Y"">P/ISYW6^,&46?&#L| Z"XO @MA7)'!K>|736> 9AE
M%4|.^:#R^I/0WO5-E3| "S<90":PBR>F:GSP!<:&'V;Z=@4:H*^.;U@:_I^0|W9AC)^|Z8
M5WQQT;KT,3AD)^FOH@8^Y!#8Y!3!)6TOIB;W_5G/>/Y:S_H@;_H'EEIJALCQXH?>-
M_PLWL?|O-+S811|B:KH(T1-PZ1%
M>TE'C^WD#>|_#MD_6"F@|U(4'8\$|^4M/HA.F+V!UN4OT1%@"+\$:-!ZYT'(#
M1&#_YJDWG4|H6WK,>1(M:7P|K.O V|U+CRG2|KV6OF:P5/_*:Q|)W6CK=3G*UZ-
W|@R(JGVD)8%?=M|V M9S;8?DDO_K#C;!CF_C.I4+P+(_L| ^:L/X6\$I-77(L>|P_IO-
(#;=:U2)A- M.'R*+!3>'GA7(9+'L9S,C3HU8%J>WV940H,MY_Y|
MZ^1@W+|Z3;|WZ;%T5,R/:!Y8RYRR2>NG4/4^)B@<_J*FO-4AXL2YE,8V:>) M6.?
S;L4&IA9#PU.N, !1>#KO 8#84#/YKQ|HHS|*5>6S6K.3+\$NQ4M6T.&J#
M941T;/Z+I%_B2B@WLY@R<|%'=(EZPD1PB| %QH!Q?SH.#T3VD_ZC^JSZTU% M%&Z
N8EO(9%"H#HZDI"FT41V.8T'>QLS218ZHR0,N:9A|BIJ;+N_\$@1-TBO M"6N|62TFA(
#EQ%Y88V*4_9A:8#|,WHRAQ-YG(=-3_L'*4->X;IMW|I'X&|J MSU^HG;\$-\$@I7-
_=4(^4?|ZN#ZZ|6/PA7CWUD1Y-C|&NP6_X5>*A7|3V^)+, M74Z@LFVA3G6ML%Z3A6
Z|_WWV'7(|8;VC_I4:)-1""%O4G@"C9&9MR+RU_ MY8^6_W?&|)S-
S#F:_4(RS@1W5V0Z+E1G>?XN|7;26RARMH_0P=20G8=&Z>', MC'ED6C>'FP.DD|A?
RP@C|&=(WS^1VC:*Q?3#I83:6@|M4J):TXKMQ_=@P M;IW|SR|J,|?&E;2(@2K3O-CR)-
>^W2?)X|25/U.NDI(Z|_ -|BH.*^@AEV\$ MH+I%^5Q2Z7B|4%|&U2IYSUG0-
^/MR>P@G/Y_B@|YC#^C0SP/|MC>A78:/+>_
MHZ/5JB>+T|C| "T39:3/_&GZM10YW5+&MQ\$B8?"?Z,7P0V!;M+|4|2394%7I5
MN0C<\$DDD=M W^8.CC+|PB1;),V55.KYHM10OGQDY-
3U^&)|J5FPSQV=>4)C_*CVW/>CL5B%*=0?:10_LSQ\$99MFRIP MN34!=U2LA20#?
U_N9L;(9HU\$4D|)\$B%7_)J_9|0%5BU^Y)291:6FM4K-WZ*+8WDPT*U
MCGPP@*H/2C@CN_,F^-3&W&J#LRULPPDE?5\$W/FNF_7/!U=|*K4:P_O|S-
M_2Z_3;=C-W7CA\$5+=%+GXQIE M4"|:GZ9!/_^+<*|V)S2Z|MY"U
MF|G@1HZG7114S9J\$:/R/N M9|GMUO0T4\$7\$VIJ:9|JB"=&R6)/+L5

H.R%WLL&FFQ)^2V4D44Z^BT0)J02 MZDT/=SO1YB+=6N-
#X/(GJA04\$1MN|VNWDYX&YQ6.9L|KX|=N|3HPNE31QF9 MFEUL&-
X*JC:J7BL3QT|"ED^6'^>;@46|K93SC U2!K).0-??S!=Y"B'\$CIO M+K7D|RVK>
+K>:'ME/X'-MK/&O4MNW8 *+W
MEE>'""N.'/Q39UQX4L"8WUX4RM&WXN|IM@IWC@&V@N&*/F-4:54L|PLTCA:4
MF>O<1*DDRI||#%.;R^WFRXQ"^)#*)87XE. _&^_N<73U(:SLB';'< QZ%".!&V20#_
7M6""=I=SIM^F:2J.T:8%N2#G:W^0JY17D'?B7)('&2=-)M"PD57OD5GJ8_HNT@L|PWBY
O@9N%O&XQ/%8!D*#7T<\$G M| Q5F&3A"^VLSS0B/A@4R12 ;*IF0\$?
F8&W""8SJPN A/!;.;!KK07=|J?Q< MAY_+0"
W\$"PI8U\$S%>9VX1>,>4H1:L\$AEO,GZ07^17/
M+^@N+>I5Q5(.Y4^KO)SOJW^9/CGS.P(#X05#IVYRHG366>O*5) S7B_V.6>C
MTO>J+!;G2N?!L#/'|J8:9^1.\$P;GE2R5+.HSL>OCQQC7J)^@X+*(#(T.\$C M*2?>NQ)
|XWJ:4(6P5@:6 -^SOC!KY:O53I8,60:#G?FM;W5=U|GH|@V=>PL M,3.184T|<|A;?
R:&R|V;R>V4_G5\$|_*|B7#*3>E=3O|E#F63"-KRGF=O NSD MAG(?
U|P/"O/JJQ'L@+108XDB:(5)9%B,-BOJ8\$5&" M!W:EF*#Q^3%%QMC)MVD:-
B:R5<(0HK9KT9*TK|W/F6G|R)92|:&-W1-K?|86S<%7@|A0L M#5YI<-SZF:
MRMN4K!M5?-3M_-F%Z|JGY+%) Q<|8G01 MQV:-.8?|9R8M-9^|*1?WMTQEV|>IL*?
YWMH|AKD*08>MIO3HA.++2QCV0\$U- M_*0>.W0@^~R\$(2^7 SR?3-
M6E/9V)C^|JJ1SOS<1L(A1)W&NY|.?<-9^,*+ M3V=UJ%X(G>IW<.
4|D.~Z&)-10A!=IUW5GV4QNFJGS\$COS<8'XGX|*%O-" MYC%?Z
M7%','1U|IRAC1KMWL|O|WWGXZS9"|I'CTG;8D*@J#<:02+@3>G-3JL:~N%(U
M,P:6(EW14:R8!423NU%18J)8-||VJ6REZF4S|O!:(6::Q7_)TH/PJYY2%N.(|?KVI%4LO9:+F
FPLM:?.-(0(08VHH>?3MM#Y-G15*%PD!-UN4L3:~W#OBXXK62Y MTZC<8
_O4%#'I7NLV(^)0 J0)I\$T3=URK5YT:9:*|J6JA6IS=9HL8,(41
M^03.S|VBM:QHTLQKIX&UAP"&WA3O)(G@|I(7'
MI=|G(A.SKZOX98WQME9JVLZ|-5X*9:~+6>%P#=#QX(X"4X\$)A9BO>LZXG5E2LJ
MOCTI29!S>5QXC89|Y|+WZAH|56?137YQ5|ZLFKF\$OM\$;N|:S|"R-87|6S"-
M.B8>?:9)!6_Q:#K#=.D#2R*FY-G2_%**CA|/^>8|#T#T?%<5&+^4'=*_4Q|35GC
XIYHP+|C.@%KBW MK+,4))\$1O;XD|R6_|J):~M4PZ"|C")6UB^X6-
C&B=C&GRI3/-4^##_S,IFXT'78Y=Y#&,%+,CA(_I,KIRXM,7S5CR)|F
MQ_~V_H^~SC|L(+ZG114.@T?(UNTL19JZ+++\$,~W940I:V!' MP=EEK3D|PW-
L|TK.CJ&^/7GM3/SUXX|V)S*P*MG13'34V^G^E,JF703O"9QE
M9<=|,;~:T,^_I%#*^8QV5GB(KW^I2|>*K+ZW|GJ9UP1|V9NHPA96MZME:5!!
M^D=|IC&/'"!G=2=UN._U#B|P.TDGOV)A;(94SCOMABU(K|6=UA>X4,A"%?|
M3G|IR>K7!/5;L@H\$ *@^T9|VIG3=AKDN|,B @3<8*X/A,IN%/O M.NNP8 4Y)
|5VI>U8+>3DT|X=0M"(8<30+KFILGRRD)YZ5G6>E5RECD"J"^ MP(-8SZ'&U#AU\$)|
(==9Aj^0*)%8PZBF M3P=','>HOZ'7BYA)J4S4@A@K6|_|BO)V!Q-@|+
|J3<':7%\$X,5T5%DIN(-GO M|(E_6H7:~9>Y#^PUOH)%#<~.
|9ED2:5P51JE11|>_U;9W&GKA 9"X%-(=^MS|,%<|PBB1|32?OI@E_~HX "4*FVK3IX|
BY#*@\$"F|?;)LXV| QB2@Q2?49
MU_/)L:S6B.VSL,&2A>09V+1S1_A,.'2.VM;*L@B)"5P@RZ&^(N2.^J"=|YE# M-
*YM!*ZD<+OEW#3MR+F5IX|UB?-67+RT38# MQIUG0%F02XV4LE>.)0^/0M&2
NFJ\$W'^.U|\$:LI#&* '&0QF;W)T (O<#UGE. M3)^OI@U-1&F.0"/|2+A|\$IG9#XN2,?
X5F4ZOBUS3S|2K+N|=@,~HR-+O<;7G M@3/9X FS<<'7E>
(F2<(RNI+EE|>3U#~#563J%BR/-U"0>01%S(M,~|BSH8C(&;,%?
^UW5>_0135HMUBH|&IL)BN_4;Q2!S>P"U=^L)7X|3E03U M1*T 4%K|K8
Y_(6*3J|/6RW|OPFWMI!_*|IR!NSA"@*KYP-LN_9C|O;H M?J10,OR
"MN=C9LZT'1|NARH4Q|0:G|:ZUZQ\$*_OWC(R"TG M!';3OH/^;7CI>|?=-3W)D5>Y
4=;^~)M1H\$VD'\$;_W<1U5T)\$R_K1CZ@J6M1 MY@O/ACXP|QH>%~RA05E-"OU0L(90J1%
(;0I2,4+PR4K'M5LEE|;U;VCCC|! MKXZ2!S#&N&CCZ=;X Z9-9R0@*RT"W^!%,D26-
Q*,^7N1WSK,UR1XO,(R7K" M?;\$?J'RP\$7,U|<|W!FL|E L=9|?6>S.EQ;H:V6=
(L!#.K|V8H(|^W!@ZF%)T) MG/L_YDTQ1V 4XP,/90EY>662WU)^?
=8|MPTU2H3!_@8(WN47XIT|=T0_NFRC4ZM%Z:4.L(4DU
M/8*SZ+PLK|I'8GF1^S)Q')U>!2GRNG SF'69R39')*OYDX5A212._K^G:8
MN9^Y=R|T)+ZJ"|7O:3_FN?9Y.90@I4N\$,>HY(M|0'+/D*)L+5NM(G,539O7!
MEE90*Q|Y;|D:SJT7K492W7A)O^~L,K=OX M|=K?^~)Z@"58.?
S=!9,BX29O*B"RT|\$C3MXH#6\$IEKK>)0;|80)+2>%'\$FM51 M?5J|J/T#
|FY1|_U5"E&XTY;D-X#IE|#[3*=HA|O|/LO'53U7GK|?1^>IB|J M>^@YP.I_54M^0

6::K\ME^,!)G?K04@|24C@VRQ)4IE!..+)BH03X'-.ZT_E MW71BHRH?
(_JPFFTEXGRUG'_%1'C^"MMV#D>5L)YW!|J'W)\$,1-JN&6-2|=*W M.O-
2P4SD,1|U/J)|%63/ZB2-?V\$CBH^DC'B0H^=,>O34A0Z'.ZU :R<:BK2\$ MK.Y^\$#|_#05TH
B%D+Y58QGUU M1G1<*9C|?4E|E(EF+?
JC\OF)J&I@|@*7<5ZO..6N3PI:|6C\$/H>F1;!.YLPHF M5L<2|_51F,
!?)BL(DW%R5)JR)V00K6|;3XGV|TX8MJHKJGS>E4Y_X1UH\$>6 M4B%-?
GS7R"HRLLT69JJNB)|2YDKX03-:(#=#X,OH:|8_QC-,RVL,E5/Y5T#W M9FZ0Y A>"A+
!;|..-H7Q@5RXY8V>|=D|'|B#*9B|*(ZS6,26;=|@.3F19-QA
M#YHVUB|2M(_UX0NA>Y8#+^E2RL#;"O63SD9PI3J3M:#78\$:AM>1C>LP@'1^
M527XV)CD-\$XX MS|DQ8=AM-+Q,IGV, #/TRD|H8@|@BSDYA92PAJRTI)8T5U/4M; !6>|_
_N-1Y\$C2N^|>E9-H&>|)<5>2|>O,DN"^)>253!B+|7M8SI@*3<3YW+&(^|HV
M(J9R:T|NN'DXAFT|/
CE!'0%*465T|!|*L!9DD=;|@^+H,3JYJ|K>L*+OS9:2;OZD|8HMK<|R;|)NG14EQ>70C>T65B,|
Q%0W1>0C=VR00N|124\$@33K|L.#^3JD^&%|PO|G07|LH3%M,ZQKZ
M%;%+IV#J97D@MLJ63U?_8-W)8V1NLG4W|4@:C|B|@0@#|@/|@N'4Z,+.B_(O&
M4CE%#\$VL6C*?L L'<24L^/,55679('W+\$.XDO|N=0I@UGP;/DO76QQ|6#G" MD-
%EVNSPKGE=83(?)*YX+0%<4_11UL:(XL(3P=@8^ZWBYROU|A4&4TGYE|<
MJ*IUPHVHK8G*ZJDTD#H|R=&:2\$"VK51Y>KH&NCC)#';Z##26&61<%F^@SM&
MFI\$8SH77-B5|P%|1H|_&RI@F.WTU3Z@^\$AVVO?!3'5&0)'L^G,K.LFH81)|MJP&VU&-
DJU>+./5NY@D.N|S/A-97=2>VE>NIH+S|W ZJO;#>HLV,K.T/4X\$UNB>#2/_7T|/S?
N|7'=%>2ASBQW4N8CLO2 MF,0':1,@82)|#+P|5ZP_@82;7^NAX#LF!,Q|C"#+(AO&
M>ED4">W;8:NT_'3EVS R)3+PR!L7J+BL89F\$#!R@3NJ)%|UO!#&8GMN'4ATRN
M*Q: +QDR0F|A7D0T, +|0=|^K|83L)KYH: ^W4QYB&'|T|0R=C1R*3%G&B)^:X M(_4C-
#Q)3|6%&ZK64W"Z"CU"F9"#F(N*|R| T'UB| SSGC@B+NR9?."QR>^J
M/UG2:|M\$Z3|/F,ZAJ(EV'W5: +M6V'-/B3SIB6<+@EL*.PXRIR"1Y|A#|)&"7
M=PW@=YR\$@RSD:R?3>6(G9NSX*&:X#_&G7M&5*TEI^-.'FZFR|&F=P_M4P"U
M!>M0X'D_<)^A||\$WT&VZ M\$B:OS.E(6=-_|D) PM"608A&H /7E;SGH;T+>8-
\$G_N6BL*Z4'5H:|R=W ER^ M|5:(F-T&E?|"-M M 4>/X^0ZY.A-
_P=A,|R4|)4G5:#|'5WL.ZQ|FS3,'MOZI:7B:E9X#)%B|N>=7QN>|>EUHO%0??
C"CWEL|H|5:8\$J|' %=@LX1|?+/_M5_\$|E9H0"H*CV_8MX*=TH<|0Y)DO
ID"1"B|SKLUQB#CA#UM0VFZLW%-B!#ZF3)|%L\$^)^2(*<=IS^6V_M&*9U3|G
M\$GK"ANW@#Z|)+CO:<^|Y\$?+A-H=PSY.F)4/U5S"V3%\NB<|?
<3IY1M/BE5\$S:X5:L".H^;JSD MN8+WM+|LB"5'\$-|F> U!MAQ00Q&
M0ZS%&)TWON;>VWDIA1(#&,GLU(&.M*=- (84DNRR|J73"L-#;:&|+K0V^<5
MW+63K(;A"F*,SP!+V1GPN!PR7B0&V%5\$H45F4<#W;:U M-*95W+Q8;3>VI%^DZY)
(%@L)TZO;|B5T05Y<)|SH.MKLVC>P2@5_97O3CA= M=L%:&_(Q3?AL_7>:J(7
3K^2KN@^:A;:8Y0GA3@NA4|X=|/@.,IC<3/ M%\$FZ>UBVD67\$XI26V9;C7U511
7O+);CP(EH%EXD-MC*|24WV,#?M_!F=8+ MIDU \$P?\$M&")|H|;ER*10\$K1/"P0/6D|C-
L^E9;C|G2!4%?-^&5\$L;|OUC0
M/%&4|6|EZ)\$2CC9S/R2|K|C'//EO5*9_\$FQ3H&U;64M: ^> 5""O|!NU_?5 M5?
5.J9MU\$R.%NN30TNO\$XIE|2=|1:"(PIHMNH)C,5|RU;SBEQZ)R:ZM@KU 5 ML|J: ?&
(3<(0Y.|?)|11;\$UW|MLW79BA55>|H M'U/Y|P"?
M'U:|E6+;B)ME&ZNB;|NM4Y4J&TVLHT#0YNEF5=2.HUZ?8RBLJ34
MJ6\$%|8F3SAUW2:'^|K9R_D6+;U|E,T:#(%--U8JUN*YRGJ6|GQ*N,_'
M7:JR(90J8NDNL<_"#Z/&QM^..W=I\$5C39|NX"^F9\$:3HRE_3D3V4E/PE#,R%|RHYX@T\$8
M0NIHP)|KB@Z5U+A<+?<=:YRKP=5GJ|LD!P|G.B(6(\$16G8RS;L_->>KSTG
MCG5)/5VN:'^PV|Y:X=SJA2@0JG5.%>^|0D-R2|2E;?RA^|3|D|E\$(S^+KT6T0=|
M:=WV;E)>B*|?T;:Q'ORVH<(@7"3|K33I.TB4P&P:(3 M5%(C A5" 1?
@CE/Y=GR#P65@AX,OEU.R+-B%3(5^ZI63I|4|ETUL>2|ZNV38 MPA^--'#%|Z-A0-"|6>
(|W%3.A?Q?L?W?0L<6V3?2\$EC-5WKFWY4F?=R95->37U7:R M_7"WY/?+^QGPH,?
ZP+B"NBUBUCSZZ#?Z^Z-%>7S2>#R8(IC3@E&6M8THDZ1G
M0)#7:NOV08/V,Z#B|I|/|_1O|S1.JUTR|IX!&<^|V*ON>|W0S^X\$_.L^SQ
M;2YZOQPXB9Q4>|X0;#&|&|(1|XGO#%T#-@M&SV">\$|0PK)4#GI>M|CA2)|
MZ+KN|+|X7^..^HKE_VA",Q2+8DH:T8V64">ZH:RRX!7)"(>M+|/T-ZNY|"\$<
M!:=;+6>|LN,<|?..TB#@"@|(O%CJS%HU_ H&PJ?>|C8/4--&E*US|1B?RA',< M?/<(V1?
NL/MCH|)%#87R&?'VTP2_-X:N:9UQ8N8<:%40(;D@=+++,?@6L>\$#_
M+9=K\$)).I+LVL6%1SEI=B_DO.R("3"C:09X3GQ13OKT+68*9@+LX8:FE3KZ M @O-
A,R|N>|/_F8@<:O# N(>*4IA:IP LJ&6/EUWOL#AZF+,B5VMX/^19\$0 MP3%J#0(-6,|

F4%Y*WH?;|_@3*Q#;*@+|Y&%XV0&N>^[X4*=VAL]S06^CD
MEZX/9)\TX\|\$.N:FJ@AN+>%0.! OIH**WE_MELQ*C+**0H:F)@T_DZAH4F&IO*/JJS\J
Z+>F<M,N1R1OT,&%.PCR2)7(XS0?L,.,=,C\$7I?E3HU;ZRMM)L%W1YBG\$8P7N
M*N:H:6+673UV":#I?JGOM\$AEYECVR5KYBF_RK6_L?=(4:=R:QL#MUKA#"IU_2C?
UKP<,JH56ZY'4+GR%=-
'GM*%2U)04L+C%D_8V+XD00^+KH(@=A4Q5Q;L@+T"C*)N_!^C9
M\$8FPW**0,Q&9,Y\$A#,%C M*4C2D6*-RP'U#6&5!<&2YV".6)JSHB>
>PZH"N#@WX,:2L5Y-#,*2^SP_V M6^:5'IU<|V,:?.M|KR9A?M@4-
,BGY)P|E.O4@A//<2"+SDJ&W#;BG8E|JW MRG4^|)M\$P-3Z*L/9)Z:Z2)6!^CF^GJ6*U X?
3I0?@6K;"BRXTVO3*A3>^(-1 M<-^3KE #H&;+W?
5#^,H78";B+"I>|"/U=5%G68:TCF8D!>3 T6?;@(?IO 7;-MU9(&4&VOHPLF#MMH|S57!#-
NH7?*85@2C=88 M+%81?5HB&/PBL('L(NS>\$@:|Z_FFC6RMLD+)
(2Z5%|CW*!Q0!5?"3'LY\$GE MX9,&AF\$?"*O^H&H*N%=M:&KFUK"Z=@M*5
GE9S1FDT2FIZ,*3-Y|VU'MUX7;
M8EH5.R6#MMWPH1)CJJR>0Y3L2WF)57IVHM4Z_EH(XT|95M61MYV&7:NU|36\$
M1E|*C,7!|9@>|9^"1%AUR>2G?V19^Q3D1Q4\ RP,?,KUKI'SBL6S:0"I#P<<MBN.S;6Y
S3'E.M%OT&#%#%UARC2P6U<^SY_%*SMMKXY8\$-F9N|B)7'UU\$P!1 M%3C*35D^I^_U-
Y;*U4:8Y6^VS+U*(ML25,4XC\N|!%<G M|(PEPR9_108G=-GE!
|7#!UF\GBCT^>46)JLKMO*ZAW"1D:K-U"|L57 MK(&%&#%Q@Y^DH9M|PCS|Y?PGL?
ET9>F2M'SR>R(|? M|:KWX0U@\$C;KR^*W!=='=L%5F":OHLMG/T|(M\$5|Q#:H|O)-
A5F.H05:|: M6#7B|T|9GE3Y!;H/IC^B'#K#()-.L7_C98_^MJ1P0\$-V?>
SE.|?T34|JK.U:0Y!Q#=#+U8'X5:V'OC7> MJI?G>KU5?9.-B>JEWG;:_|=!:3&7G@A
M=ADEH;C+<=TX00|):P|>P,*/(WZ^I/^FS5YKL^|5^2!EZ-Y+K6&YI!Q8/<MTI?
V0A'T,M_;>WBELF&JM:<|"4>_Z\$FUIC\P>;-1%/F|'BR,";=D,I'/U|
M|>DRIB/=1:KNN&\$K18_;N2TQ%:LVBK O'.2"%ER)6J.=??Y++#H*+'#./^<9GM|V-
Q;Y;N\$/#HX?Y97VP07OTR2+S@0|H@TO|2=2@|SH|X.N.03O,5S-
=@DIS6|XKRC|&K)AC?*>7LHSO5N2X@8F)'\$Y-GQ/TI%_7
M>L|ROBLC)X?:>W#.6_>H5FU%N9D,8L+&ORI4OC\K_ ^59N'%%).B%H9H
M9KWCG3E:6P Y4X32|62|I\$(4HT.8:T.PQ,B=;R1&8V@J_Y9|W,BP^E71,2O MR2(X9O_-'
'5G'HO^0P#>*;O+&7&IN*)P2X|,)RNC_F MW.SU"R<1N-,4*QX@3L<|V4W-
+9KK7YBZB?N84I1PT1_=V|>G|8^"8/= _RN, MCSKF-4)\P.%2*#Z;:O=9JFV)4=
|NRMQ,/9D%<\$&&? %15^D-/R&4 AU/10L M--H;=/1A:_@L|JOT+H.*-7<100:*<-0|)-
N^E+C&W?1A6M^,I6&|D);.= M-BRKCCV"SG=?V@"OA-P:'W52UG#/: 92T?F,4\$BBH>/
#AM|3(505*?7>G|M+FA|H_H-03G7-#1OHM\$@ 'WYEG_19ASA>2|))"IFM.JBRM7(TT15
T+I8SNGN|8:8EMB0|WH8T07>_ M2K @>3?YJ<3&I HY4R&>YK R64RZMC-
G_K0'6&"W"|DK2K3D?'A5/US(H_5 M-?3|_E=(E0|Q9@-|W8^_|:0%
|'H2X8@81^7@A.V.4GGZAS7G;84!51GCVT M>J 6QSNdT=*^PI%1;/=S'9(02Y&#F:":|
<|'|%6V|Q;+P@T>2M0=9<|'4JV M>H_65H|BMC@2HD#L
0YQ8R;^NV%E.)L;JW).W4QY!WGS#;+A3QZ(NK3NG% M7GXD;KE(-)P3)2G
N\$|D!XWK%\$0MMLI-K=JY8FI%Q@C>VBHCO"&|QT>\$^_
MX+32NM\$0'1HUB2NR=JOE,V5NODH"Y5%1?K3+C1-IX#(VB^LF:VQ0)SQ|:|_@';O
ML!\$&NVQA/@T'.R#+VYH)RT:DJH(&6HE ?I%QVU@^\$13(8|
M<5^&DXXQ|7|VHD(8>^P.43,R^LM|PE;6V1>|D)F?,OG^JIK"W\$A,N^Y+^
MH.*@NUDY^9HA^_42NU##FS%E#TH|V=*U<2&7YR(
M;/V*T_YUAVR.S9ISTX1)^SU5|H KI R9;3\$H":!\$&H&^KI00PL%/2C_8;H. M*@\$PS-
ED2NL;!C,|H^7_2N7-:T7J;L!DP07>FMK#T2E1 CO@A9|*@32%@ MEZ@)^RO.^(H-
:K(|Z#VX0:B|=/0)\$OT!|E/MZQ|UTV=<8'D PT&<;WZ3%1^U,D-=? M;G|2;|H|F>8Q-
6:HI@^|/4*5DI=:&DW8|/8E))UD\$NI(M5*WT.^IP:3M3|^
MJ|5Z;:Z:UN!|J\$|TH'0XAZZ2H7K8!HQS=
<+YW>TX>^LJV1MNP#96|I+GJ>SZ'<&@0(,8YJ\$X\$(-UQ=LY?
FE+W(MS@B;4#Y.Z@L&L3|JR_V7>:4B MAT5KC0'+YXKNYA"7SSAQSJ8XYHM\$,"+.
6R(>7H^.*W.%37UJPQ10XOLW<.* M&6#Z32-G&_.(L.VCUG=,L,C&:AM16RP-\$>LL,
&E!|NU,G\$;E;.:92#7.) M8".4/#-2X|BH)*F(> (R;A_WG(2@X;U7..'%UG9&A=-
B+F/SB3,5H3&@D1A M4=#C-|E?3S|+H)##%E|0#T_"N;&W.Y=&-<\$)L;:R#:%WLL,7
%O|P M:::3=SH/NO|.PGXSMC;6%-
FA3.J'1H&JS9Q'U^WBCJ&HRBY,+W,@XE6S%Y|^ZTO>76ZWW MZ.OMU(3-
&^!LI>\$^K^(N\$6D'@JY.9=<=>|9"//\$(K-USH^.5B9V.5+0#HC)(
M^\$B*!OT""=-,7F|UCR<+R "+=C@0Q0MI5IT9HCD/)&'/IOGJ:I2Q8!USJC/

MVUS,YD;IU;HFS-M2+PO+SA>6QSMDDGMJ/@[-.5(%FUO:L0X7'H.*;2|T=@0A%-MO#
X*@98@ZPF=4#\M82RARW@CQCXE:3RE6:G_OU=*4.2\8D7|W|+T)XRFCk\ MF"C?X-
HDZ;ZH3VPD2B="UX\$=Ri8"W-
FZ\$2)E;0RS&,LJT)/8|UA\$+.T(U^D^*>AI92L\$C3J%V!WTN5K\$S8 MNX>V:='9"8LQ&2?
%B)R3.4Q0:F6-)90(/=/5Q9N?3!<3M-3_F65F7E1 T6F* M=*W6MNZ=6<&"
|@^D&@4N91RP0j=*O,VL/\$PGV2N M#:.?41|8, B,,D M|/%?W^\$4!=F
QG7LFD0%>R>-3|U1G\$4\$3MQYRS|M|M YH MS_*6A+LI8L,H\$CT/:=*4(?U MWTU-
COIPJ@KB/DLYY)M98P-3!(O1)46L.A: 4&-RL/&'8>,[4>7W9|' ?|I.V(;*D;2FE(/
M9!RE%=W5=|3N/149?..@E"=SU<&Q1Q|4&HX=<0!@4B-
%=WC"/GS7K8\$K":>|#@&EOY6>\$8LE M^(1ZLJIP2T)KHIS6J0*7 ?RC)-DD *C&
@/|*S%:Z=L|1B/4* M-8M>\$*IU:,WVBR|_C6:~WZ/?| H:;WAO0A?&|8559\F.BASXF/NC|>-
<"XF/ MXYO.V8L\$, %:UD=,D|'!:.|^WB=G|:~QG/?DY!=YN6S98?2 WW?FN+(2?3|M
M3.#K'.HW&QF9F:|>DLON"1,2.D)L;2.T\$:MEEK;F(1XOO8!0-7#U:"U^K1I+ M0N-
"9\$D)P<)+W=)N;2N*V |B*Q@<*T_OS9P>Q9|2:4RA3+H9?&BME
OE^FD*0IPO.T+Q=Q>0W51S\$V&|RD_X-MV?0UE5J^#B\$L6%*&&&0!9 |O(I
M0'0\$'M|D9AXBY L_:UL|^PX_0.C)B6V^V|"2|"@|H%RT|B9V|+8T6K>F_TK
M=600!TF:15T3HUI|D6;EZLD0E>,V5E">H"O**PJXD_G0D("VS9?IRRYOD7WH
M@J!O>V(G1N>|0Q|7TNY|>'OYGUPH3JG"@=:KAL^_XN1MXR*JVO613M <|0
M'\$(W+L\$=@@1W=W=IW D2-%ACP2VX-MZXN|LV\$IS@#D'">_-^>^QS|8Q|?SP_
M5ZV:9:MJS6?.U1M?TPDKLJ_NL4@D4VB|>X'M"V7|X5E(#E?7X1'
M53(K=N2WB=\$7|#,I?|=XNM3#OKEA4*ERGKW0VH3Z@1SHSYXBZF,4_5LOJN#*
M9OUQ_?55M, F:~#:EN|;Q\$|#O|4/FEAF. ;RQ6S)|BF+ ">|M|0A&B"8MME M#ZN7J+
|Q**1'CMF;K&P>9V)-QLT;# N/-W+|6B**W\$R^?Q)+%;*NO5V;|+-G M(\$|
R7\$EWYSZS=^="E,HE_? R)T+=;,%VJG E#H&K86+SZGRL/"ZX;/K(H MQ3;M2P|Y(=9-
BT_+Y|C|/7R,V,N|%=) M4.|"B>H|/#'YP)|'SZ1.629;W+G;Z2W9"D":_CU
5SKQ=5>=BQ7C(Z==V<|V M^>WH@SM0CC.PU7HU'+V:S/OA"/D-#|F5?
9QFG|L>SQHOR'H\$EE="!03_L> M.%|*2%084_.7M)YD#7/F@1M0K7.%\$&?S/P|Q#X|%
<2F|;G2_SNJ|(F M1|4Q|RO;I:"I6|(!J*!Y15=>-,5*ND36_CV3&E,U^O1:;?
76BK_UTU!;JFTL4M0U3O3|_TX^(^R77=^|9|<)|@A+LU M#R6,-
F)/X;Z1*6(CD3>;49&\$X_4*XW;0P_CYXE3M2,D5;6|7I1_JRUQ^/>|H ML_-
=3|7*%Z;@VHAO^IOKQD;*^PMN>|MCOIE|>#@'L(!R9PN
MC92H^AD2KMPC9&LX=X6XXA_BF"2/<=QC\$BA,4FF'EXH:@|'&("RXTVN_43:
M\$RQNH|CSYZJ5WGGJ!VY;~;?OYH'JRG/H\$#*=QY/2V_7F?PF?V(F.Q))3BA7<
MR+L|>AA&UH^- " HR-5+85/Z^G;M(GTPB9|V*IND9_Y'4YE?O +|:X=382LZQ M-
36AH\$W*..)O13U_I3N:ALGWH4#.JEXT^0R2?|*|\$B4=29|)),00\$@>CL1Y76;)CLV4Z^E@^;
M_3:GO5J|0|BB-ICRB;X3,G2 >E:CVWXA84S'A\$@PC,(_A2.I=B+8N9A;YVR# M-
\$K@C"AO<*INF-0;/(0;BVWWJ1%F|+TSFQ6/=YP"B&8J:8:F<5BT?B<\$_(E% V9B,+P|.ZDL_
M5=KFU&4S+-H_'11%7GV.0'>CHT|I3?8"C)FUS&*J=U!4#7M9^M6CS6<(6^M#
(HASP^3^=Y-ZM?.6#6WMKJ%T|^0*:P6P|AH82'U_MWZ;|R|\$F|&A?+V&A*|
|&#|6I7?"|S|C|,W945\7B(|/-J+ \$9".2F<_ZK=9 MCJ;B4|/5BY%LA=7-=4T+FSC.;U|
|'^8D,0)P_2%B_O=EW=ND0A>#^|=UBM>- M\$?L(<7Z|%-?
K|SYN510NWCG4*G\$BMD4|3=CH|%95T,"\$D%QO5RXW V&C*!"@%\$|W="\$613H;PAK
MK#OPS=A>*V'6KALKL\$>L6C8DK1 =NU6O"B.X<2CRFGS<
(0HB4)56=O|9JZ60XZT5J0D9T@E9?1VCX<|1T3SVEXJ4P8/:S*D|&|+|O#1OLB|IT0>VF>
|;&<_L;<48HP7C MJJNAYCAG:(R<^P?|ZXYL_-B..Z?
TT2&RN91T(S3*T"*%8MTCOH:U&&8S8J|F M7R(Y!&QDGR%9E%!E2HJVIG>##L*
<<#F.K-/EX GR6K)F+JNVV-!S=^VA!HK? MA1Z(^|%%#!.Q\$UX3W<-&V\$FP(I*U|SU
O>.:+6/-WJ M#QEAIM?R3D0KZOXKEAODU<_IO%%-QB,,BLYV|'"ZW3@|+@A/R N?
I1"VH.O
MQ:Y69J6RF&ZCKNX\$G!Q1"806H^C*FG|LORR+97+N7X;6VTU2P(ONY|.^A^_8 M/C2\$
Q?>)01VP81%B7#M,K7:R#PS)! E428>>U63W<"+TRY>3MK|94*5KE;
M##6DI*C(9(2@TUM-Z|3./G(>>="(S:/,SJIV)B8'XIKT&+=(:#UHVXP#K6W ML):HA
(^<1=>NX\$,,Y:7=)P;)?E(AFNI|RG|H&9|>|5\$8?%T:=|@+.-M"\$ZN\$S@|KGHE2?
ABU\$9AH:+_@:"OL&4Q3-Y=961VVH"
|KPDKGSZYVW+7\$%*XF,*Q7US,W&IC,OHAZY#BHMD\$"EIH_(*DFOI:~C0|64519D"/!^8
Z=8S5/< M1#VM;3"AM|RO?@=-QU;^QYK@&7V&@J(?_SV6_.|05%ST |00'|#GSERP*N3
MF0)83BQK0MV8J_#\$|J^V(E6|0LCZ-|=8-5_Z(MU9,6YTTA+IVH@|E/P#-
MCHYN)7|I*B|EFC7!.B|1F0%+O-HO/38H1RKM5|30L\$VC|?|=J<=#GZ8\,\$Y4M

M92(J@)M8*OW&_9DTIQ+-7/PVKL?9C9*]="7BGR"!^0G>MPDA@I86O^S,+U,6
MJ^R./73D@.M.VP,3>U<.:|/M V+V/X PZVLR!T!8:--\$AJTR YWJRBN'4@Q?*)H|M&>UP'
\$I%.Q;<3!RNY(K%;E;{ M*ON\$5Z0JS0@P6S<.O'IQ'TMJ&B;!@4L-
S2Q=J5.NK9YTD^;!BV6H/9;Y/IQ M4U\VG+;W_Y>/4RRHMGD^U5X>83I*69 K6L;[*I
ME^%6K60B7O|D_9\$DOPY H82IO3@M#99DBQ%D(.#?TMCVY5M9"_Q:N:7PRJR8 MN2.!
(7V?=D6"M,OJ;OM\$AW"-!;1B)G'8@7N.:05!)(V#GNZTR#-#-
<5<+3IXLVKX5'K%N>@O=S_/6_6T-P5 M14#2L8E^.
\$*07V,X)H^I,IOO2,L<(9!;PPM9K6V!6)& MCW3-
D5ZH\5%Z\99L=;./WQU*W4178%Z'>GJZ,"A35 D %P^C>6\$7+Z*E == MULOQFA-
C;V+G/GNP_P+KYDOJ"5M_!\$H!1F3^Z#1P&+EY;.%FDA!%PF:H:H M>7_HPF^?!,H>|.
(CD"/1(X8.4_4Q2RHM?"13|6CH\K?#;E'Y*5^W\AU!WC1Y
M9.N5IE)FA^YOOH0<+VG%G\I":#SW,V5!;!&G\WX_CHG,-Z\H MDVP:=
(AX"WQZ525B6,!ZM"TI:VGQ@%-*%ZA^?O1W4\$!Z6;54\98?K|+;_!&UU|P|J"
M7WRDGHOMZRH8PW:.8/" O3B3+GF3 _L/5R.LTZ.GE.>3&|OF".0UU'1NUT:?
MQ|H&IT_|B%3L/8>\$G>IK_M^A,PP%T4G_LKU0J|W>\$|WU#(0GHN,+;L5J:_Y5.C\$X
M%MMZ6|Q9S-?GZ88TUL)U_0)"*JBG*D;D|J:X_WF52.)I4\$J4Z!D@^(&7N-
M^DL%230|WY,81#>@X!OVNA..3W/-%-5P=64%^_UG88L0|!%!%,L)HPQ|O?;\$B03
MKDY'PLE2-"ET(B|\$@!|T%W94_H;:DCTEPD!M5AN5*Q&/.%E|!%DCC_9@+<7M;R9%4G|
S0Q+B3=1B|P('1|JN|92XL\$1N&)T;F488:# MGJP#-T8LXUR*SV|FF7J#I@_
72H^DN7VMR<->"*&A\H').+6Q_^P6?+ M&UK!
<&|FZ3|H6WF(.36"TF601P7XJN>Q2_'M#"Z_0NWRL2VA5>./C/5LB:U
M"GM|BL|")952SFJ2:WH|CMC@_)S_==:G2:B: SK5\$=TA+S*
MWHCMW1|*+P1=QC%-4BQX/SCXU#?6N'X;%^C,%WCKM0MX\$|S|HP|B321-^HMK
MV)=U77|PSUWQ6WTMY%VW;0|_X_!VM,GIVR2U@|V-42>Z=W|ROE(VL<6G^-|D
MNF9K;_RU3K22:5P%W0^|E|6POO=-:"@W.^7KO^2\$F|H-B8|O\$VNK@@^OTW8
M)=G#+P5@A@AJ3_|K2+P7/O.K3:DH0K80ER(3^LF*>M6.|\$EV M^@:L:|J|A|1>2>M|+
IQ!>#EJ;CVS%RU93NK&/MPG-?XAM#J55=Q\$:&9J-S M?TKA*:#
<:*P;J8!\$93*H5;5\$D&=0C-TH@1FFS_/6-B MO=RI=
(_U3G=S8XU;78&&\$4WO@7S#>.6J7EC#7=R0!\$9XP6|H5AS+B'BOBX|
M_UISV2U4G@"@Y9B0#-#39D/X(->N<6!AX#K#5B/KMK4+QA8Z-) M4V|-5L-
#7J484#M%VJ5'+Z2'B)8TE15FA">&4D7D-
!&7=/B((+|/F.+LT60LNZ;G*GB@!|=&SI#.P90^"CZ8L"M8A\$ "M-?*4_1:Z/P|JB*2\$<&)
MP#70UUO_:6BLIY^R"A9V/162?N^% ^P|2!8!0|+>^J'2^SJRT=?1J7"HKS-(M"7GE)1-
3!PN&CNPTVY;^%2":2ZS+9M'2N,IV=JB5:"RENS)BU,PA|#WV<)|0 M|T3!8,U|M|J)-
A%Z(#<0S,VYL;U-7X\$?:X@8@T#F"N*7PM4%,B:F-(I\$>R M#,VN=!TY_!2N2TG5I"3:-
R"EV;)D^K&^9/1V.26?K4_8N-@** V61.V Z\$+
M896X8MUKAFSJ:L=&X;VW'65.3%Q&TLH0%K*_%PPOS6"/(D#MV++WXAA#*M|
M|X2V,=ZPUW-4>Y YC)>?6|E|&;6_?/K^M<&"2)O<|F^O|R)<':PL6&X;N@4
M&Y5G2PV,1 <+*!L7GZ&P5I7!A
NF\$)V/R=_YGT3|H1_X9)Q94!,Z0|'7_YDTHR9&O)R)OKYNJ\$ "QOUC;|C"405,%|0RKHVE-
(M(M|UVW*IFS0H\$;1F|:HVO&O)PDPI"!7NQ^-M'"#59!NA#;Y?1L;E@WO|*-&:7(|>
(/K8M MG?S@5HBPW'=_G|GA|ZVU)4D7+I%_GTM51N|D>SNZT_RK(!E|SIWTOX|H_#?*
MCU-9RU;D|)LUUGQ#D751L5&:Q\$|T&'Y@^@8!*D2|2+\$.)KM
M@SDFI3W:&_SNL|K0/NZ8TR3 M20A1E\$Y<"P@_L
_JW+7(|.=:>@T|VCV|1RI_2'@JKS#CR,AN;"SI:D%,>*Q= M(RI;B86GR,"E64>|-
|!#2_WOY\$++?N|CDV"L-NR?U%2662>'E=|(|5\$7)>(81^
M|=0%/|EG+^EJ6\$ _V;+_@N>2KR_7HZ^#*#@X8K%T\A(95<.26V|B>FRR\$0T: M-3K#%J?
|=OM2EXD2UK*R4F0GLK|4\$0N,(Z_?"|DF*MAM.Q@HV|40JZ:PR!3H M->?
4PV6@\$#1%_150.LVV/0;1_16|_.'@MTGV8X#<++\$BVGEM1J;\$-"3%>C M^|N-
C.RWDT5;J^57\$(28S&ED<02\$B9DK-J0\$GI7A>L^\$^R|A)"G,*26"&RWI MZ?
R,QW_1/SOT>L@+TX7@^PAB&:#+M>Q&*#*PA\$F/?
9E8GCL|H>*@5M(EZ@6&:MX,RO^\$ '%0Q76,?|OKELI MI"|4=12D1&T<,%+
(CWULQH#N!>J%|^BV,?*<2TQV?O/30|;A0|S=;|P-C6| M3(/+C(9J|I?)X.&U54!;Q|PQ
4F|;C5)H8MK>!V5#9=!JU.YT|!GSF&K->> M82!|9,"4BX" L'8Q@6;LO|N&C%SR?
MH>^@<9(KOZDD'.M#WF)>R|0I%J=S^D M(VPGU4FAL8E2-
\$9|ZGJ*'+6ND:YYW_UR<2@7RLM71GD6Y#POY!S^5"AD|H M3_-(8Z<2
47!N6_8CESG+YS!\$*HF1@%,P.P(E00:F9A0D|Q_9;"2Q41Q;ZXDS
MEK+_|&|6^(7@H'E#;W\$+D>-T800>CCL MC)7U|)ST=46AP;|1KYC MU+K<".MPD

Q"@:LU<8MW63E+_K*M/8|C8DJ|AP5W/-T!!O>7C?'_7QMDUJ| M?8"@=\$=TCI"%5L9";2W
EB+B&/|H9,Z>552A5Z%;G_"EPVB8RD'S<'YHLS9_|MG'F>
<)73ILA+J06.M|VG|IZ+%3TP(N..|7|=5M2-SG*Y"D|*JB:.39UR!W
M%J_W@V9^KG6H,=BXO#" (8 <8)S9=19IE?SV6QME7 M:VHOEDX|?
XJK+^|!>D<"P:.1\$"EKP"B4CQZGD)Z+NUCLF1|76QW3ND^F%9.
MX?:#A35'S'ZD=@@'\$??'K7M2Z;/T_>J4LAFL.IH?Q*PS,>AP%X#P8J-ZD8Q0-MOE"-
)4T;S?.@=60)_:)WXT0^9T=[F7G86L62>IQ\$>U2>|;CB)HYN\$|2'X M(=[|<(#K=3B(!
|UIT;F>,&O%.KK|ZTCNLHJH,OU17YYL;PZ1!2926:VOEBCY
MP"9|GB7N^Q9_SZYF+FDTRTU.CN7K@.@F,QX)Z|RNZ>&%GD'Y*PU!E1WV7F+'
MDQOCTNN'.6=2GJ8%<#\$G|P!|Z|RIA;(T5'F'"S5Y-LW"QBK;C&>2=(-)CK8'?
MPIHRM!WO&/O'|H\$T"%IU?VEH.\$C>C*E.X 48D5\$M|&1F;V-5T|19K&)U2EKR M'P'F7-
7SNJ!-JTP5*/DK))W"BV^Q^-U)X@Q|*|4T#?NRM'YWE5'2_C\$T2;/LDA;E
\$J!|7V37B*EZ/>Z/*0;R.&EEQ_9N|\$;FT;., KN";5A!DAY M(PXC1";K!0:EP#L4-%?
1:|?;HCRU|7RHA4>"W=+C0|*Y@8?)-,?|@7A>,+RN88(M#_ML)W4>%VH_@88\$7W;
(4\$N ^R#C64ZCT6'#QM?F1@3/;_6LN' MD5>-+?I=+WPV7TJKH;NI^|NXG;"|_-
#;&ARF<8O9C+Q.|EJ;W+AG0&>'9"+)" MC9E\$>)S\$/IR9=_QOB)
8"PG|HK=\$<8EK;*9P/U)6X1?,"EKA1TL)HOY&|9|S3JW3'6&YLCN???/##(.V?+###J"
M\$|1,^(\$U^_)!^MD'LSWJNMKM /X50EM%WH\$>YQ/H5K(K24|T3^Q)%;@7*?O-MHI#
|5H>XY@5V4M(GR><6Z1=.=_C0'U3+F|"MQ^,W|BR=;J?M(2+NB|G6A%V_W^KZ?
K<(C&/5E;.'5|B'0.9B*2BT+9L4QMN>/%F2>2=V-+MM(<,1X-T;|9-KDW057?KP8I
E7V@@;Y=M*AV98YBM2BZ+3M^Z)UCU+KTC; M"*RY8*+_U<1
X+L2L7H.UH@J#%O<8"F^'XX4-:;<,|@+94#5U221|:9L:57 M08|N05:+\$S5>
(CP'"HS.F%|_8&GI27#|V\$|=_O^#>?H,ZG0(PNPLA6V&CFN M7_A|_>J^3
XV)S;N^VP|U(B),(>T_@Y;R@R\$|MW|V)U6=WPKN%&Y2&|.20/ M6+H|TI?,,M;|
7+;M5W1&-)#E95=ZQ1J|N,RH9'\$U_O\$3J:1.TCOYGRUW+ MH#"?
3+HV8L*4(9O.Z/CGW7V^HPS4+%QZN3I_Z*|TA@VJS",X?EDUB;+|)CW MA5TR-SO@'|!
<57^EO;I/*I@5ZCC@*IW,'6(#*L1'1M|L"&"JH0WX5',|L.IA
MMJV0|SOA:\$D%:X%K#2Y=S|(T)TT0#HBM#PY"-OUCVB0VFK)C=4| G5QL_W EC+#?XZ
M6A^CV%*9.0#S;.,5M;<^"0#T^2X';&BP|04@S<M|@!NV"A(N'8W8|V6F|NL-
33M,KJ.3N:6D4Y'X%@QUP=DL>GMQ O#,#_E8KKX
M;2&/YES&@HAMD'5L/*CQ;|:ZZR18UV>..49)^_QXI9D<=
M|I;8M5;U)U4N!!N|SY%BNIG5 M|GP;>DTD'F!=%RV!2RZWE12/2N=7+?V;3S8K=-
GT+CA2MB|_JCWPY^_P>1-MQ?WNA;*>865?4""AW"BS;A9|A92)R2Q,X\$6K;-
+.CB/B<;LA4ZP4&3^X'7\$= MJ^7%_B'B|U""@NY7|U'=6F*8"
(=|LMK%=U7OXH,K)U4*>RW|(6%KLDWNB,W=| M'SW\$P_8>,<.@<H*T M?&D7?
T#|MT&NM#'\$1>K1G ;C/(^?7LK% &\$EEZ8EG69>.8J4Q|V-%37%);L
M(79.%|7S,J"WVO/AG9,+&\$:QJ,T|A&*CP8;+L#X=/8G|
<:0GAT_P#;9R"/E"DQ9J7&66#L7B@;\$5C0(++%BK\$ MM.JK5Q/H*HO@N|ZXE4^:<|?
#>OKB#8=U5/XN)R'5Q>SS/%%UB"+;Z|77K M#JD'XP^9|@S?,OBS*5H/R?%;7"
<9;IQ2_W|J^K|4>MG4KZM799!|OP=LX66I0<3<#@F3Z%|FX7'Y M77+,V|V2-
/6F=-4X1HY<|Y MT5+|HLOX(^3MK@56J^9,|8|0BS"M?@0,B@%|;|G3J8|XT^|VYP>\$|
<&4^! M@KN+&B|2"WFFV|H|FFN_PBY\$|O1HNK)+DPMP:3H|Z2B.\$8>X)W3\$?Y_,GK<
M_';LGI-GC>Q.WDCB:0R^;9ZIP!UGC(PYD;1?Q."R O@Z)>BG_3/R1T>,SI+E
M@KESDU#IQ1QG|3@QU0?CCO@=\$N"%
_DA5|NXRGZ|IG)W,W0Y|%"M+.G%L|LSN@O%YX#J2JPPE|Z.U A9-M-H#
RH9\$XNN2D+N1@D_35H|T 0;_B7*=[J8,9R(0^.-+^!_2HG=R2|JP95B
M)K>"4|THD3N09"+)L4(1P3Y|93H|^*5U,+U7&*VZ3C+5I_|K)?RNWGE|A<^_
P3>,94%))HU3FM(CSR0^&KG^3YJE MK&=_|+62!;#T\$HM5TJ%-8ZY@VO5Y0^F1U0CQ
|'"%V91H\$2;REN6);A5#G0 M7J&8B+LTO_H|"MO_4^JG6Z"!?
FHY7?:3;.&Z=&>K+AFV2X;Z&_JA*;M J27(_E@\$|
(0:RX>|!SG++A(5;418;26|>*,03ZK'FK"D\$ MSF)8\$YVKQ;XI"2?SO/>-88J08/DCO;IM9?|
MP*U|+_HQB3F.E^IWJM1|NW?Z).!|#9DLL3;BP92|?ANDU--F^V%A"S+G%?V.
MZROCRAARH#;@|+IH37X20;Y|?>^4E>?;G0'8JG'4S/_H++=2R<5K7+GGTRB
MVJ|3|7YB0*K|6Y@/_YDMS_/_^%VL.1=>4%PHAT/2OK?|!>"1AS#|+EI;|U(|
MKK2Q3|OLV'2&LYG2DZUU/S-92;|+9|0S>,OFLT200C-F?O M?HKCFUBL>B^WN=^_
XEMKQZO=,%WA.VI?;6.XFKX;^W6&+|5;I<,>VI7B2MAO MW92TZ='UE383"?US#%;
|)Z|@(?_3_73C=|DU?%?|^LQQ+U(E0J#HD^V'HO7V M+O'F/"??XIC!>-
>J|970DK5OQM0;6V,H*Q9@_!ADRPJ;D;)Y&YK&|X;)C

M8f)T^\$:C&ES9"039V#=#C/@75JOX;)5HOD@X5#J0IBV>I62!^:&'5S+,?ZVW04_LONN27
R^L%L|XGA.%WV8#|HS@5/ MYA%U#|ZS,Z?,C1C%30M3Q(1VUY|+.-?
M77H0I5>ZDL%PH_3>:Q5OG9DE7%^IG
MJ;C!XIW&%^\$&O6.^V76%BAZKA9)\$4R++OF.#T.YQ82JC MOG:I(P6UZ>+HO:7#|
_S.NT+GD*9^^(7R3T"MI; M5,Z^|=_LQ7X9H0:ZP@\$|PC:\$&HKS.)S3')H/E
4W:^(N|;WNMA80W)'^-/7!, M*CW ;<-A@='7|T^..M+B9 MA29YGYB?VX5J/M!V2%1B< U
S |BX\$B +!04RW3/+*A:8? *NZ*!788!2B
M*C2VDD;:1F)K*D|L6YC^=3VC|..MA,6%%,:|VV?S:.(>"YMR8VMA IO7Y.2>
MPP+3Q=Y(UA"|MKA*70*6YPI:8;.'350?U('6AB*)JFR<\$& M#/JOE-
&TS.5TF!'C;BE3KWUT@@#%'|X|J|!H83F|;6T+5KH "32<H2C!QEZ MT44Y1^?
&-2R+SZ3D|6"/O"S9>4HJGX+)O> (2'.F7%4...SS(J DR^L*2^H M5*9
7Z%T0XXMJVSD9H"7*_2=H|V10| (L%UIR002^F=1A^\$|A>R@T-'GB\!Q|3C9,ZMD3K?
*|Y4 |;:\$1?S18I7S0 M_'>@4 Q8<&?)CL\0\$ S^UUYTI^\$0R#ZN5.
(;ZM!TU^R@W8#=#X|&QUS@S;^CJN:|&?L!9P1 M5)M)EF*08..L(GFPEGVJ0Q2PG&"L\$9
5+ZU44U+?=T4"B((>)*BG)VPPC M>6)+^).#|_6M=TNR';1M;.'/LXTZ#AJYGI?#|;.'7.
6(BQ"24S2SGEV: M3H9HCDD=H?^D#ST.T> MX)25M+&I6%A%|^7TZ?.\$"|.|F?%=V
U"?Y.>_LI?|E/9KHIW;V@4VW?HZYKWT
M^+0;CZ%34R^>P"#L7WR9L%LB4:*Y4G|=DT;A?C;:UW;:WD;4 ?X3;9S(#M2T M;/L
*B6|7GC_Z:.6HXW3J867P)#|F4%)K+X5ZF%WC.)\X+QW&8\$ _D2^FNY#" M?1=O!;F(<4?
^B&/KKU?^|^_S|XV8&7>OI7\$\$.466IFL=BH&"K|7|J4P?>?^ MJ-
T;X+S'7!:1TM!"L%:6K5GBR#3)V69)GL3EVW;9>CM!KU|!|70.G-BP""P M\$ *."(I?,4-
U7K!>5XE6=?X.06-7THY=4=ZH&2=,+4 \85B M?9YN|N'IC8E)C)9_9_R!L%6:>?
JUW,9"MN5A?!\LJ;|UIR1J\$&1U0%*|^*YUH M(&Z*L|"+8^1HFD=Y6OE2ZF6&N.-3J8S3F6"
|H9B%V;XG-5Z(B"IOJ>??5U<|MI\)(GKBH/UZNS_U@PUJF5Y;CLBW, FH_R'B<)|U
)9EG?F:EW896YXQ|C MS1SUI187+)F AOB|;EB@?"K^|LJ4BS>EE ;EL|'9?'8W6B|)|ZD?
E7ZIO?;' MM;:FP\$ED:5RE#MA?_+L,+%1J8/%4>K*#Q1>B8LR)IV7@\$G7|P+T|I-X4Z6E
MV7:9^-;!@OS3XC=N+H(+%/PP&M&3DXT8,|?+|(V9QZ^|L>0Y@W793GN0@K:@
MWV(OCA).|S_@\$QJ6Z_JC|1H^|NGU!5U@ATV/4/@C>>& 8/8#*T?J#H;W
MVYQHJN2#GND)N47IW^OGPR+X\$;0)QNJGZS6^_TQ1_*#P#7M M5ZVMPBEH+|I
|VF%NYG=C 5&6%=B49-T-%KL3:PM?F|X=)V2EB\$Y=)W!@C" MCZ>FX')T+;RYDA-
C0ZJ#RO.-+S|0W/S51OHS**Q8S=@:7+IHXA5RY|AIX ;B M"M/5J-/Y"!EZU7-SB1=E%
M<;#H5\$3B(?%=@7Q|NE/G6=VCG8 //WQ3CW*Y\$P;T3|V>ZG+^EX&3 |)!H\$^ ME9^~?
OS,QR&51|4&6F0SXR,#Z&,SJ_6|, JMH_N;K|33. V%A.N^.9&N1X8_M""VDMT4\$O3F:
|Y2"_JX?5JRS@^Y!CL&)(W7E0O+M #135))IDA.%E/#9F5DE M8TU2SP_A|)'%
|A<|)#H#7'86*EF67O7*| M_<8@T0_OJ.BX|5@<21GY;J:X&K,Q.6^!FZD?
+1|S69)EGGE7".6+E_X!=#,%
M3Z0/6PE,V>Y|U|HS&_XJJTJY\$HV>E6'HC@75C3)Q("4N1PFKEQIZ)X0D18E MR|@)>
(DO|DKB,1D44JSN MB;|S#I9N*T'S|!+.VYR/USDM?"AKJ#&7?N(=>GL
FH_ |FVX;V5(%S&@ZK MF!|F;:M;%(5 E!="/GWRDU|C@W'D)U9<(J7C=G;:TX=?
+YS%^ODH@6*B&0X M2G|+BG >RN=B26SGCI+RX>./,|7NOZGM4.C1P*W7 M>_E HS)?
+49N@NS7@S8EBQQ/ZOT4A!|1F4=,P;(U(|TA*7-|F2|HT%M MIV>1G.R'/@-F8);M
+^H(K165X6X"184,L !W'0+*# F':7I'%%_V S|L0 M5*38ER(G4=C2K\$1VPJ/:A+THCI(Z6-
GN#B/XH:(LA%/+ %W4,/9EQ;'9OC1@ MBW;!Y<*B90\$M|V!'Z"MG?
UOL!4<QX|2G>0_>D1AT1V:I^+XD'0-F'*7E>\$ MP;:_
H>M+HU'F?"4'8JLYXO_6^2*AVSD9:X@^T:X#>KT4<"Q(2
MSNS\$JDVR#HJ!)#XB=1;VTN;^^#9C6/4+U.S6|1G8^R8BP#WWKM*WT/"8L32K
MO:5C30'6ND'P5NL^A'>K;MBX%5K|X.ZLC<|HZ+|<1?S>PI#*#@?%)/:|4:XVH M|N);L?
K|_CM|E2A%K#S_|#Q=NQ=&|. (03|R\$^,U)A|!|Z::A|!*>3EEZ&1
M"|J313JRU77A%M8|DGI_%VK4>+!*\$RD^4%SH^4%:6KZUO*+V|P#53|9MZ%+-|
M44\$HYUGD| MO31SR2H7F;%5\$B"-OF=IFK@0X"#2P?&AMB5XPV"4=J/?
T##JL M(C0M@:'(5 M."(F%YJD^>0 "/*9:=\$AH)FBVH#. %\9)JO4AYO|W6GR.\$+)
<=B2"Z<#EX/ M*FFJLVR.|#E(:;C<2DS28F|C. F2'ZT;:2PE&/=D'Z-
'K=1HXB8|UJ;WVJ4'NDF|A| G'|C+ |SA?3|.9;|PI^Z M.3EM!6E^IGQEU
3/(3|OZ(M:M.'4DNE.C7M.FIMC\$R9=W=WFTIP*=G%R"3=_+5'B(OS1R/_:TM9
MZG|B(OQO0T.'?L9^\$Q5-PD=)DE_(8U&?(SCQ/2|
M&ZX^S2!*L00ZRKK2Z=/4VS(&>|W(=;Z'&!O(7Z,X2 >?51F)Q.\$:AT*=S4)0
MK2Z'FEE8T%00_:3|7 MYB(+| S|W3FJ10%H=U M>^ J;\$-
=H5_:'^BKZH\$U.LAL'=TBYKL:%T;RS9U^ZV>|#;=(5**&>((WUW|YZ MOCL.+E5U?

87CX0JOA[,6DD>GMXV"PLQSAQ1;#!CK M.5'./S:QQ@U5D->#.,ZZBLZQSQJ;DGU)]"
MWN+[FM_2/.F+U<"V1#SJT8SWMA\ZIMZ72.,HPXY\LF7NN9'XFT.?,/Z=3MR
M:IQ>1*H4RCZF[\$W4B57D&A"IZTSN)2F[R%!P:*SF2,P%"(IO:IX##BY(5Q[HQ
M@)+NG.^R+>@1QZ%ML5#3*!S=6WT_PNO_\$U2G>QJ2"HU/H&G:%]U_%/U;8F M@P_;
?I".(T!^1;L!HUU26MCA1GL/_+NY1YJU('S3RCA4 M<>|Y_9(-)IWMCMCO--
TEV(@1TQK|>/\$#>41#O.)11>/6PH)_E3B6//2*,K+
MIX"P<=3.5(J&B8NKE*1;^Y)CGW7>^/N7&1^7W+TP5S,X,+*L\$O1@DX>V\&7T
MIG0"8J,YE-FF|F#NDXWSY:N1=E^\$=I 3BM20FVW-'H%(&())>S>C%|^8ZO6/_MU;
{1DN)\BUOW+KD%AH@@!U0J#^T:QZ@M5-<("T\$;C+A9H(ZSGP,_P\4I
MS7;7Z#J9P<3_7@:T>NRK2.37-*GG+"Q4:=A4))?D3\$>;XCL&^++#6XU"3#+(
M^S2OUQ4G^8NT_(9M6^M4-ME=O|+|6^K%|*/90"U'O6@)7S_"<2A#87;
H@<2(;L7&L@D?BUJG|Z(\$KQ7GQ|3@)74N??=DH M;1DF|>FR(|TAH1S1
'99NN9WQF\$>@F'-;X:&>FB?W=-6-(N\$^WY,BL= M!CU.RDD%*JAP4VEIM8(YXJ|\$GDB-
N+3 WNJZX?M|NH;KAIP|TG%16O%XEFXM MXTEOR\$-U1LY/5:593|_DZ-
_OOM+9V9^GN7U E1NCJ'H#+#GO|"R! M#?8L.WG,>[M39&U*OG\$6B%*Y)
N)H*=NP.X,\$I3GH^)^84S,D@K*5(I=Q=S*K M?D<|-.%ZY%<#H(LWG\$(6
EI7LN1=:7X*RZ9J-=?\$2XX<_H:LC@.<&-_(ON MA|OZZN\$F9"@ JUN>-0:#*XY5G
N.#EZJ&@H:ZVA:-1007@D*JAZ#WSV'9;#(Y6XA MB
@@C;X+>GWIAWAY*,)\$(")';J\$ID*GH?5AQ6|L5*ZP1
M@Z7|7L8KRKFHB603^;147TJZ+4O|_?ME|:%^>PG|>"X+|5K.WEYH%P#\$89J
MBJF*Z|O>16?Z2-6V5B-%E?VU;PMN@>H"U7DZ;0NL=ZQO M64=2Y4C%60+MXD
TPGO9E"10QA9=PVS%*=?"!W9>RY#Z>.5EWJ^FY7@TW<
M:|E#\$LFYV99+\$3GD4%>V/_ERY'|E6BOSTY|L G653/0ZJ/B'?Y?7T'0NC, M\$;,OHU7H/
J3G|E0 M|J9AXYQJ)2%6|<.1%Y"9\%S0(3,+XFWFS;#SY!E -4V;^NP=OI?*BRX.Q.1_
MK.O=TS*|S^K&Q5 P:++UC^3_@=@*P>.P*_/3G^|H(AY2*2;/G_#VT&\$LU|TU
MGLWG^BF=AB#.;1?;\$CF+O.AL9^.=Y08VMJ"UGZ/N#6Y8!TK/ZY\$\$>KU; &M|B M(?
Q#O?O4^TV(ZK^&3 4K^PBC6 @D6;>W-D6 /+6|V8Z1MU! URK;FM3MG9WS
MCJ=S.SJM3;FR5B\$.D;#;(ZU |8W@GJU*O,TT9FR+EH(65)N.!4|R9A^ELQX%
MWX%\$I<#|TZKZL_W"J6M!FVYC6"=4^%Y?)&3HNN|?@&.3|,#\$(:4\$I%PK8C
MB=+05\$^Q>WY!Q_&R|@*XH+&IO3UC<#._#6X^3/LYEA+??PL@4|8+DW,NA':
M_D.Q_18BR;QDRR@U23QR.^*GV?IMZ>E*:{QX0<>8,D? M|R1MTF_-
<8|'5BIHJ8GAZ!MY6Y^;V43M6@M:%7"T6KMNJ(8A(YSJCC81KEB
M*|_2W3|&_6::>B1D9&-"JGW_XO_?|;-;H":8::4M_=.IRPX4YJ; M-*:J,M
DI=.WXOIW|2LKZ*>P-O6CFV)M*%|TP-\$#L4OPEM"P,ZH5KF88|OB
MG#?)EY7FF=206\$R'3O*Y|_'VCN|3E"O|_N+=:#K|3'62B
M2D)PUYWC|OEF^!QO=S,!#5(N8W-->=Y@=|O'|=:DL@,?*K3T@(!
(>/S=U|G|=9|G>?'<+_8_L%|UUK7WM_/M
L_0|X%1;|:&U#-8;5>==G3\$F\|)KR_|7*E;LR'/1'#48D-#YT6'R\$J;3/
M!NPH0\$1A+)BRU5NU9Y|Z92AN>/0D\)|.FV03<<|.RRTER.+*|FR!_X?P)62 M5N=J:."#\$\$?
9Y09M4P:>7G"SW\$GUC05A#J3.-'F1'T99|4"-:PGGG-ZC/XJ
M9;CHKL;U|I^ ^#A'S|9/%)JB1D;@%_YKRA=1&U|92B,(7UKAV,T2>'UCTY/!L M/J*)W-
Y4|"8@\$I=FC"FRM|=43BAB!.L1Z9#M5"_(I;|D@79?GGYW\$P1&Y
M51_M#9^R@:ZXUVE%D4O3 QQWML,'@0J?^%
MUJVI8M>K#I\$"6X->W1@0QOR%Y1L0I2=U9.73""65%E572NV=!)M_#4Y+U\$,GZV<:|UJ
MWN|6|/F9|PUHQX1,U)NM\$D"Z8>_..|6@_OO=3! U5S-|&NL,1\$!IV4AV8Y
M9_E);ZF(&!*HUUE(G"-^ENIA00>%^L\$|:|4X5FP(@K>.GLI6I= M:|V?.03'L/4-%
<.:443@|:SY"/S-NLP%>*YAG#%^1K+<6;CTHG9TP(66+5 M&1Z/27D%K%\5K:D?
ES|NM_(_OEG"?@DTK!CYO(C6#.*ZHC^H@4XHRPF7?|>'MY4)VA_
|B>|X_?JT.2|67X)|J_=UUBJ|V%&1A|9|OB&J:2U#BH9W(Z-/=8J
MC_|>5'PDU)|8K,TM1F??F*!AB;N|Z0:LJ S'GIE=R"0X?KA-.8;<|ESNY
MCF;_T4+CI^L3%)9S7\$&-ET*M)E%/&N)(@,ID=#EO::C"IIJ.FB:/8!M=H+/MDH)F2=
(@X..?HA1|J56NU=6TO&IJ_#.Q*KLJSE|_|JBQ-TF>WT)DG73>#).9/2#HA"
(&=QOBQ)6Q(8YW9?;@F2J|YS%FE/|@A M?)(%T_|3WD+0\$\$8EE" M0>W"--#5MJKM
*%-OL^Z|RPRAH/T8&TS%K)ZJ"\$=7=A?L*42^_GWV_0K?OH.WASUL5B-M':?
|0|L.B:C1O=0T*"B*H*|K|#ZGXM8>CDR;+&K;+B4*&J_*|H(7VIP7TD4|DV::15|.|?
=G48S+19YSCC MBI/8A|T"KG=1_"5?5)&82:@^B,;
0UG=%XEPY\$=@QP2%, \$!;FAZ34H25>=? MI0#RVT8CE|E>11>-|62;_LH8P#6Z-
%"\$JM@Z505O7|F) PS,E?? MI?+|AV.|^F*#XHB|J>|VV^_*_.8V&F_|_PQ+W*N0N^?

{GZ,'3NF&S3<5S M&-NHQ5/+A!|YIRR&L2|71072B>T)>1|!.FJ1(A5/^Z*/M7X|
MO#\$ANM'JZ.U6YQ=9NE4?D=4JP@E*VLU8RRX6!AZG(9LW2|MM!OL|13W*6*YH
M*UF)4_8A1T,J'3E4W'DMJ8Z?3|.>J<|NU%_|87V_,*DH7>9I45-."-%|MGL-"
M77HJO+!+I5'18E6:C|U+,9J-^|8/=430Q'ZZI?X2G0!UCB)F)0Q=X+:|1F:W M0,?
1I>=J/&ATO|>+|KD*FK^91PK0RG2/0N/3?M: ^S4'>%2YD:/UR(>(H.3L<7M3)5|_JZ-
'5.I+X;_T M+<7Q3|_6)HC(_ :>WJ@)ZKK:CIV&I6(|UJ&9FN9*({>"V9XJ8">Z\$PLLK?=
MQ"PS(C,F<_@PKB:~.=&FZ|28""(=.J53JXRG\$;16&+8GXP6*)7+|I|>+=V
MRS@|KBN|)G%KA+MZ*U|M7LDA?.\$%RU*H?J#M|5%;F^%L?Y(0&6W^Y M9.%(
MJ>F6"KOS/9_"(S|7X@|7J_)W!^S Q*WHAY;5*LK 'JE4U*.:9)D%Z?5T>%Y'J M7M)|R971?
1V|.>CST+Z8*^=&MUX,|?"Y40'<>F4.YA.YR_=:N8|R9VWNM| E8.|*PRE%S.K4^D>XE
M?7?0G|F37X_.,|YW'KR_:.)3+>%X/0'#|;L.L.?A,AOL<"\$|Y3/=4->Y84'<'O M&2S'0=
(BIM|C|\$|WEJ_Q)07B))O69\$^UTA#4+OHZ|JN&'?GOX#JN/E3Y0RJP M1X*"
U7D;MS3/,112TEBD.J5C|_E6V.";<|=_KJXGR@;94
MWW|170#;V8&Q+ZS3,EK4UUAOUK)E|&L|VIHC|:H%LX%K4"ST,%';!_S-W%N?
#V9:RX<|4N!HL6U<.:6_\$,|U+|&^TZ?@^>JK^OZ9 M'6=3;XPY|;RY|U8"K1-
*A6(\$KT!OBD?%,UO:Z1-M+Z8|56G32SU"+2^|JYK<|.JW(?B<,BY;L;+J_4856<7-
A/C>UAJQVD,|UB6C M^5WJ*OI"4&|W8G1#|9OW2:Y:FT>DB3QKZ^7HOF#"F&
|I8D&*;W^L:R H%L M8B/"C5'AJL_7;6DU|X9:C:F:&%%4K|7R'2WMDT+R0M-:
|2IW0#5^B4NU>E MTLVI5XS9F|=|ZEK/?8>ZDH-|8;|NV^VJ-J,|;('A\$GOR- <%X"12-
M#H7 T_ M3/AZ:.*^T-W BJPUE_:;1_US:|*;'|+|52 M<1H=NT|;U\$=,|;)G":PJ&YYXQ!/?
9|FA!)I|/3M3L|YM|SS8Y%>'NIOB:& 2'=Y5.TZ*&& MJ/ J/6K"J-
V,|2&/#JW|:5XM+8G9W2N,|JBXK+D+/RE&V6^%<H3)Z="D4JST@%LC-
;L74J7XOQRY(=5YX;O_*!0YF|1E|:E"S/U*^|=BN7L|T:'KG1|)%6N"*B#4@&R5UI=1
|U(1Z/QD=" M_ N|OPDQ44UN +6:%S#5Y2A&|&#^(8Q?B1KL &|8Q" JXA)|Z'|&=|S0>\$
MZ("T-IGHU%218?P\$K#C%60'95+\$T1H^N>IW ML%|I|=AKP<'#@;50;
(SVDE,KTO+Y!^8Z+7W(U,0TMIKK2^\$Y/1/8)*5%:Y1% MA"!,@%)',PBK69F2/J7W\$+50'X
G#_EH4G%SODJNXYX&1:D(T7Q7\$6':AR< M^|KCUDLYSZ5T(;TKPQV
+9WSW%)U)WMC0VJX&_|_&Q12QEV|B0@N:(L#17T9 MK^\$C7"BM4J?@/-TZ7%@-
|BJYE&%DO>@0.8V=;@4DR4V#(|I=@#FC4J*B:ZDD M@NQG#U&.KL7CJ0NC%S4#B7-
X!%|':JCM' WMOLV3Q|JXM|:IV.7'_*/OZ/-
M&T'KA0Y)NKC/(E.5(#&4BGCG7%UHR/>3C9!'^ ^D0|5=WHW6C7W*!'X|N1_.RWEP46>A
+8=M|12TYC2Y0. M_GR!A5'CJB RP4)|I?_+68KK*,?"R3R%)D+Q)K|D"B^-T1ZY*8&|S1#
M|F");1P*I1J#*|[\$*K|5NPMR MZ1>=";:#W0Y11AM1NRW-
PMDRUIA/WQ|H9YSF>Z@86YIPN8J|ANX8U3(8&N
M!X&CENS8'+%^%AES6DO'13._EK=AHHYF|O*<%9:46CZ@_#L+YFC'(Q#A%@W
M95X7@!;4_59#I\$8MP%FC%8FTNS9 ^GW)ZL?@98|+|!0M|P1Z6%K>56WX.\$W MG-
_NUTMA|_7L\$DS>34@|\$BHW=Y=W)|A2MV\$V#BG*<>*#+(AN)J3U:SY1XGT|
M2T5W+O: +8C|,0L|C_EF9BS41"RL=M*^T-
G_TL\$H2;_>|7JF%I>CG6PRV(J^J65_>|ZT%OT"6Q_*=J>W M_|2|
5OI7MMA*1N.3|LB*SN))'M'+6,GZO(LT,35^*2RV?OP:CA2Y_)XO5/M M+)7VO)!..!-
N<%E6|@#"641)2O|\$|X#H1!YL M"!9&,#_J;7W0G
JUH14^,@^22#UACE/\$()AX^:%^ ^VZL%/6 MO"F";%MB> M2NMRRGP0:"MXB
KT4Y|=(8MDH^RC)Q&B|G93RP5|+ MXB:Q^'+(R2QHW;CBS1_Q|)6HX6Y1C5()0%^5?
SSKG/Q%:JD;J@=SHE?A65:73;=CK64"FVK/>%=*.4H M19/JIN=,G|DPZ\$7WU)8?
KV|5+)JU|GL4*D,A0A3 E;QT++Q'@,.%*Q:QJQ M1+K?%85L:.N\$&-2PF<&90Y-
UV>#|9F:>;(B=^&39R)F*NDL|V4\$OEY1HB7!
MTBO)@XNZZWZG&>'HG_&TF\$2!4J2^|X(?9<&O7OUOJ#P5\$\$/K1%H7 ZX&()?' M-
U+K,*#>T&A*MS!!4AZ_7TBj\$9(+E57|T=W.8XDE
"7HQQB86|+Z2X,19|5G2'OGG\$|.Q<5?6'TC3N617;\$+"!9|CZKOH0%U/
MOJ38'7(=U)H=17SIE\$/#BUHNIX)+X=&*,Q91HBC1X;780.(*C2NF,=F.#-OJ
M+1^;1.:HYR:[9N0*" '\$'#=#W9FF&*Q9O&|)5 +|Y626C/<<|JM'C,\$GG9VJ>
M8RS<*;L&>NDJ|@S/GM)M?7|L7NA?9^| #ACN%)| "49#ENUA\$+X\$TR+.'G*<
MC|C|2;V*6XY61>VH1J4A\$X(&1V+./M8=X2(|\$|JSE^A\$>:SY=_4L|I_
M2#.8+VP+9XUB^09WL!OE.|4.PG25%,9S6TA3AA|Z8,Y=&V'G1W&?843M1\$K MOS>3
NRI+:!|J>W28|U,&O=H=#4_ =8G5&KY|FM^4D O_MA2:(Z<6GMXTKLK MKC5\$%;
F0;E#AUZ&30+=>&_5#FI>*IF3+4#T%^ PQ*CU)65D|/2)2%UBNW+5 M: #2'Z5M|ZH)>
^P/%N^N/QWQ|NSL2?Z!3@GU'&68+U|KP%S:P7K|RY>\$R MG;M*VO1D@D(&Q|C.1-
D8!-K_07O|V;OLZA7+J4D*6'LQNO M1#^'|;DW*//+?2: +@!T"=>EO33,!MHN?

IDVZG8)&@A0[NJ]7LA;1'\$K6"NS M^X|+E;95NPDD' M_9\F|?
P&3W9\$AF8S\LY90_R&/6C\$J1XBG9GAVY00^|9I3%Q?4HE\X65YG4>7
ML1'_SA:T@5DWI\Z.*JJ)3#J3O(F|+TX?!\N>XF6R6G.H! MICKL\$;@H6Q;<6,,M'(S8*F
MYL,,5=0HJ2!99DT^*)U^K.?T\CUM&EUMN3;&JZ8I1*
MI2DP&A;OF,&@61^W)=_5HO<5G21=APKK'BCQ1)Y2MKQFI%VOMMD&7P:/|"1:
MZ&&_@LTY>"|>P*>@GKMJD;@^(_7ORAC-S\$**(_7X=%TRUU"U24K MJXIY ?+(U|?
YY+86R5%V 3M2J+H!;QT|0B(5Q3?
<7P+RC|<|B<>FL8=DOMWN*0>|K!_ZOE,&W*)+|+M>Y+_U-BXW?
|OP,G|S*RS75;P9^V)\$=|@SP?%OKA8\$W/
MF1;>;_0*MKG0\9!O%D:FU6TXQNJEA_@*)7(:QKAUMB@2\XCS8"H24RUM)8&
M3BZZ\0|L4|E@:?)OX_W_S)Y<|8;NY+?|OM'V/C5S?6D;Y*58.|BFJ-W).R_MJ/'K.+E'-
:M:B%;O9*"PVN%^2D+DRXQ1@3ZPT7\$Q6IM<0U&*1=S&^ESP+.3M
MSH%&4Y@3Q_W(_&?S.5??N2^:#10?(<*IVXNUN?LUXX%=67IH\$)8=>|_M!BW
M\$M'VCBLZR\$-W4=AAB@0M+?6A1^05_VN#_BB-40672@).%92H)"|IE"Q2A"2
M3)A7VE7;+SJ4&69:BQM"Q4ZP9CU=|#D-:|*ASESC8N%5=0I/#3KI!MI',MTU
MXJ83OZXVEHIF4!'!JQ&;O!C;B|_OM|3MOYJ9YS;/M\$DYA)4UPYJ"&MS2%R
MHOW%G\$M1V)GBR3|7!MYR*VOK:FX*4_5PPR,F?B<\$IGDS2-C_Y8|N|XE:&D
M3;S>9(K5|/%U327*DSQ;G+)R-[AA\$&!NN2*8GR\$|6,G|?WW2EXHT8_NK!'B*
M|MR#X^T7Q"*_MRE/Q|3NI8ZT^|[\$?H*I!8|H|Q-?|N&B+NW;|+>Q0T@'PZ%?
(GHR_EN0|&.WA\$<6,O|NVS?\$7C^X6/ MIV=M-|:M825#B:UR\$&E8
X'T1H|+5^_MEG9XJ8*A&? M<_VXW_/8JFW20|W-22IM|LY2W9^|M<\$6)W_J
ME&1DQ^'(C<^<"F: ^=1+?+EU5Z:??SKNB-!5D3NW;97JLV!J?@LR*NQ.%2_'&5
%#LNT|X.&B\$5="O|)|L8N2C.7(3V:)|TR^#=#Y|5Y>VX:
M:&T>6+KR8|JXZMS.P^>@C=W-^=4&7,/:|H&%PML/9.\$K=OT.",11=+Z/19
M/_W0;#Z1R%%5R"\$5@51UD-BP(9F#T.XE-RJ:/|3-G2ZJ A|HJ=HZ/58H^MYD\$.
(7KH!+\$|F-3HL8!FQ8X)CW3<(+GF9!,O-'9WA_YZW_'L17)|Z|2"5'*J
M,Q2H*\$|DYJPR4*BE%*GXW)VLS K&%NPCAM!W'#W9=(T%/!0V9&S7%3P
MM6;ABPM+Y+@%08DT.MG;,%;^T*:|IG'I%|LYX 5|.?F#%D5K:P@9@G';Y|) M/|>8.-
=_T4"3Y9/6?Y|9\$O|_3P9S7BU6V+|4_P_S:X>BU^|R,V3:
MPKXNH%&Q;^ZVEBFB|P|H0Z)Q+5!)H\$|!::6*,F/& MT>|EAL;JSN?1'3@V4KXIA-
N3MM(L9WS|1LT^4/.)!::/ HEX!A4"LV:|@<6 M\$
63<:/SSG@)5P2_YNCF=%W,OXU?/2:V2K/G3DBP|_#(4GY|C2""BG>4C^M-
L/=SA)Z|Y7*Z>N1<-U|E0_%2DIDFYLD_!O*"R%VOAW^.D^NXP|T8M1VK M\$,QT|6|=
(T?|55&T)Z+5O=|VM,|H7VN0=)GO MN'=N%|T4|XE54JO8N(1Z
D_)8O)M%\$11C2M|_>3Y|LBU,UP7>M^)^7QT_ M54.IS|(K QV'|DQ4);.Y.CN^M-
)8,CMM26/1V5:|V\$E9<:HY1NEDC41;8B MVURQ2=?9|JS/"4*UW :KNOQ;??
V|PBCQ%G:VJOEJC_22'MS:'MSO|O+PD M_5.L/46\$H@Q?:18BEJ XPOO!(!LC ^D7(AFUZ-
/NE I^_3PJNIC6UI|#!E6)5/OMMM@?+;&ET>|^+L MJN*R;_./GC9Z<#<6(J7WZ
G<76HM8UXB|VR;G1D^!UURLT,UX,I@9++240_M9M(H4?
X:D@DVL98%3|NM"D7CA*K(,8>A^#,,7^5A2++GSW\$N_#&#('(.Z*Q"E MRU_|!:-VB^?&O-
3G;I/U57#5*ZMH4SLXA|OYCI2^,^M7+F|4XTXDG.1(08A-3|H_QP+UT7+-JTJ/DJB
'S!XKA/BC%EB<'L19?2@|_M>EEVC<>|J88>57SJU H8*D0)
(FNL_ L<:#1.OWHX@E<76F"W:??1L|:FG9^M| M7&=RO4K\$Q+T#LVAJO..TKJZBA?
UV:Q3!65#&14_2_%|ZW5!=Y;?>0-AJ3O M!F_0IW"XUSB=K?L%D@ON95>JB-O-6D*
|;=8S|:";_5(E8:PGSE7U<-1S(WR M+IM"RKF!RG)MX0>V&&6SC'@S\$9C)|&&P7L0;
KF*Y57|:(%|B57N/*M&|:Z M,GX_&6%2XFP) ?^
+KI.:U<@D6!9M'@CIZ/NTBB0(S*&20W 3F@JG,-^ISNR M+ZZR0GF>1ZQXI=?^+JN;:-
B3R(B&GO(+>%NYTKB6K_3NT,*P:!:?6:P.Y4MI93L.XW%|;5A>; M7(5IB=H1IN)<+-
E(OH(ZJ,!^H(105-Q32|07(X1YE?/+R7?'8"TY:M+Q529 M-U!?-T52PD;?
VSP6YKREWN'B(ID/#U.2J'*&E(2 P|_9@.@4Q&V%2QWA^|_.1 MUZJ|H6E@!VS_-
F9|+L>%B3|+S|+\$K;B3O(4S2>N900C8Y+JMDZ5!7B(H#J\$G_MCU?
Z0TY=_QMUW,L/W/&(DO3|-'N^,D|1)EF RUO3YF:-V|>_.|T403S!+H_|
MQM3+G&H)"_H*N M4+1DA3LGP3GXW6YOM=-@%&.(G,0J_-CA78/?K^*N&|6|X
MC\$(Y8_1>\$?*:SDBUO@\$^J,+D8/|CBC|_?9^4\$@"DE|D0\$OG!7I"TFBY.)VM/
MT>OGC10SFDO_23FV%FS|KZ26X7 \$,|HG^!5#W
M=#4N>&"&CM8|*)DU^6E=*L:E)N1Q=BB-EH\$E-G|M%V;*SE51Z)O%G|;1Q!@5 M7X;
(A=*460-:^)ME*Q;B78W3%|;794N7Q|Q..\$>+/1Q;|7&E3AF|CW"B^SA90Z1QCC9
M)1&;OQQG:"%D*8(J9B2|-2EO)D>2CM%NMM;PZY8@

M:V<_MLJMMUZ1"FBCQTXU7NGCA::1*I4PT=*X&\$EJO669-%[^UJ\,0/C (-M:D?'@*
/YP0S<4<,-RDUSEA?Z?_A8?2O?NO#Y+T,^/:IAZ&2Z4L:5Y2IETM-
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M!B|3|=,0,KX"&Z\AW%HZP=D2ASKA>'8FK<1S_WH4H1/#,\$.Y5790IYZ;5Y"MAR:3*X?=-,
(R|WMT\$7)WT<^7OTMUV6'^:OELLMKXCFR8L<7GV1D5%:-%@L.?
MP!7,4JA48\$Y/.M1J;RO*\$HDI2RI5-_F+V(J%LYM+^O1;F,9%33_/G7!#:5X^T)2B7
MM!%M9!D5&7T(I%)3;2NJJ*=,N:;3_4YO6RRKU8S\$3R|I?/7|8;5@<6T9P3M|F
9LR&%S58;Y'WJ7A186);/O!F4:Q::PX/F3JM/5)&F'4ID);HXX0FO29Q\$
M=^BD);24R%VOAZ+E=?9RB>KB%YI,U4T&+-|FN5RHSDH|H2E=KMB/=(*'GZI)M-
9*=0.5#SXMIA;4O>;NCB*ROWK*21J=-M,S0CJ: ^XOM+!HN,0>FT<82#Z(@Q?
F#)*R#2I7|Q*JTG+^,3*3C>&"4#9_692M_#F#H>T%78P"\$+-|@Q)O)B#|H;M4!-
(VN4XH.)E+L*'|@|=|AF(/&M;SB)K5Y M=!0LR|N"Z#F|W H?
*C_%GG,-8%)VVEK;WAJM&T,>JA.SXP<0PTNBM/O:V/8'NE\$ 4; M&/ZE="6AH>M"TB)BY-
TM?!.6CN89;R:R_J, (=B7;-M(B8"@LNWR?-V
M3CG|/F%875|:GS37&)/W0DWQ9?:9L0CKFY+H|#33?(3VO,G=,Z4|-5-=S^>
MD#8R|(/X6#O"TXO|#L&|H>@X>3ZOT*2AM|9KPIX'C'#HP2 MI6"JDT!&"E,0-
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M_&8PWWMCZY+ASRY2JJO_/TMRWJB4:VCV68BQJ8I?8
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<"Q@W1CZZH7%:!,B_2'G=[%M^')=1DKE8:@F26#!U|_-709\$|&=KZY; M|>%?
@%ESIQ((+H_E4(D/?OW%,YS7_1:?=4NAYY3ANM3/#"! =L2+:00ZB_3 MT|2Q|8,(060S;X
=U,^NS(2YA|_GI5V_V'@DF0#|?M7S&O@74&MDF)TR<)>9:
MPDFD7,+19NV|G_#RO99;4E+2|PQ:.#=8QSR>F6>YJYO:0 W^M2__Q96=Z=|
MML)XRQ@42*B:5|_Z87A6YPZZ_@QYOZ+'X: ^J|_@,EK IXGN^-SJQTA#FB3V+=
MOT/H_GS*|.J\$RZ@H_S#Z!;\$4S?TKS_CZ,CDV,9_2W(7S|E%YL!1-X3>28/ MD|?XMDI/^&&
|<-Z|8|WID-NJCJ<_1^?SA|GP;A|&S8'XJ'7P5E92&4F3P_B M#:,Q'Y8*I7::25|+2Y@>P@?
W+V3C=C|^%MTG0UIP_0@)U&2Q%&|_A^E=44|NQ<3 "WJKO@54!->
(XH!7/5B|&&,X#O M0UX.NT/E,.,>"4/9HE)5^4HCK1/= _=CGP5_||M&Z/V,A|B|'|_76Q-
RD3"O M/Q^BJOKQ(%FA6@8<*^%JKKPS|>6,"1G=K7|KRM5S/Y3T!QS-@: _=/SMWA%R_
M2!4/XR1O?:UG90ULLV8,_27(4ETE!!YQ=B89(' \$I*P2 "<.9V|Q+VQ\$N>U ' MW\$HG0EH?
M.|D2C7OY(2J,(9'7\$R' UOD\$38HVP4A87PH!HV58VS:)QSL\$1QL M)AG)"/;?
VZG1F&8%T:|H_T_ =LK"7IL%*YQ7%4F%VA7ZN&19H;M|T4LFBU28"
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F1|>)HB|E^=L9\$)_J8?W!;?RL|N2R=\$U>R@Y,SRS?%L?F
MG)A^R4Q:D>|@0V|N&41DN?_+MJI62IKSVW@- |_:44-|QAYKI6BA^;P+M3M M(
4I4^=|3|^0H&:VH':2H|-G8PD#E/4_"#"V|CJMVZ'*?%=<_Y+(:?2T<7T|M?:Z\$C5501"
(KZR(Q4:Z =;F5HME:*/^&Q8|"0I_|=[KNZ,-F42R)^:3GYZD M8//:5!07|J,)X,-=RW_>"W-
H,Z,_0%3U* :U@>K16DQ'0%#BYG_"ZK+5#5X
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(FQ!8K!G=P=J;&U-.|T:&|BF8)L&#BC42?@@NTUV*+|B3V|U
MQ|:RMC6"PQ88PK)":T_ ^L@:PBS|'VK^J,|:XKEYAJ^C1G*.K|E=CL@@@6B=YL0
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JZ%@,PPNG)|_W1|W) M@JSB\$DA7@.23?P&|_ W|!QLRE6<\$E
K39J/68T4EO030RZ4W6SQOF5EURP; M^=6LU61ZX(1V(FY&G|M=<_)G28E_<|>V5-
JH_(12.WB@;6XZ)FVZ|OPP9! M&/?FH0'X_Z3|J;1LB-
IDS6AHSRC3VE;8.C'ZW#+GB_TF@>|U4=O/SHO.ZE)C M_'B6SA6G(B_Q;9?/%R._,O2??
|S"X1KK7DCOU'KN9=C.\$8:.'|QP'_EJ*L|[^!G7E9==5/1;*U@.11
M41UQ|.#.IT"R=H7Z8+&.>##STB(JQ+803|+1XV;" MF #<^#V"H|G@LK?
&|V)256|6@K?;|@-;|UX3-E^>X5&=,6F?F3L;8&M_?6|C|^V5QSA81Q,
(K_VO">WCM6EF%97G06\$R|U_&|_7L>V:_@5\$W9:53'_3 M5'J4|4B|VQ3VL0C\$(D9LW:VG
*6DJ6|NJ;QV_XA,\$WQA-00,8"_UE1TB=Y, M9)15H(U>XN
I0A4\$N@6FIP3/'=GF3(<^AD|^IKTAA.10 T?C13HX|;(>IE M+% =QWGD<%,4(A

^Q7:D)&M15=R MSM,CAQCA"W7IT9&;LE'YA5-JR%M6)%[N[8SFG6ISM//G
7KX;J.C.DTY'KI/ M;H3<>)L'4WCM'M^F3NA=R/KMZBM=
(.:1M[W>/X%W:01*XO7)7!SDIDSU5B
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6&6D,&E9:WX1()55IC7&4/10Q@6C0IA9F#ZY \$Q:VA>YTJYS\$A/D(4
M;-93'WKKHJ'I+/@CUTA;WDC;R(Q\$&),P*(&# 'C7L#[GSM)CG?OBHKIHJ! M@QWE&?
*"TC);"@+&CP ?NJ?FJ6*US7@HOXYB1PAY7_1S109C46U0W7X3K-
M/(UML5C58KIW??0UJ2J33>H/N>P^(" T0H3^M-W^#K':WK*@WL).#!D^"%\$
MK2,0J6!/?^"/M0!Q1SVEU.87%A\50TJE&=IT(O%9YI")IB/NG>B^@^2(2(I3
M(LXD&>V=/^#%:=)*,|= [NC\O/:BL3YI?516TP Q D6/M2OW2 .E!15&)6="B M]5^
HJW\00:3\$R:DL+HBBRYYL/I9Y)B(O MZ(DYXKIV
IF_Z6\XL\$JW6KHL3JRTVRG8R;.#>PZS;VFJX1=7_M_V%P?00O>,RWDV^G'Y%
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6(R"/"" CAR M6WZ&/Q:5*2(-CN@_S+;:0;M+N0F?&OULJK+6=W5.8"QSBC!& (9<I
I!=T^+S MSV_NLRR!#A43IAIU+FI5+T:9IEBK5*+3H9ID+*Z"P21"TS7T_0(6IU;ZH=4
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MW9R"W\;5<.^U&"T]=:PV^Y2@4#HZ;##<#0KJ0G,>U\1=|DW=79A'H3APW;P\$
M^|:ZJX3OX...) =W5\1N&ZCN>B;:#5CS8*<|E1"1WT7O)+@-W\$OJ^I&U@T M#->?
<&*.L54&C/K-7)IUL?FN@O\ D06)O7IB9I#WIB7VO/1!+X>0*7@K(Q9
M2VL/B5QOQ\I;IGU;.-^:JW;2(8MOH\$<4?PY)\$^2#UH*6S;60'VMDS=; CN
MI*ZXK!)P(<>LRRQOFV\ZJFFABI=EGBX.H7*|3QSP<=#LE\$RQ19&LR|^0OP
ME)J'T*+C7CWK;%!O'7_++CESWQ\3V>|OD=\$AWRO42AIY-05D^MP9K#,590%Y
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(YHP5/CD0EDMK8\CKQFO=;:0W#P(?W\ ESM0,/ ^: ^N)3P"(. PFWM.I0 MN'Q
A=|4R0@\$BAAZ*9%_ M-!_&5Z4-'V#*<4#*/9%|N\$X3P&7P*=ZXVV-.RUF3?
DSY.S.\$U&T)I2@W M&4-4H82M>5?YR'.6| %S"%2:F@""/EQ-|HFQ;E-FDYAZ!AX@
M#7329XH^Q4ZN@,8NF\9P\BMCW*G325S-/M@_5W)/*>+9- (W1=!5^33PJ-! M-
:=YML:I)4US^V J^KFX\O-M9HR=ZV=|8A!5TCZ\3@_L:B-+4GM5VMP1('UJN:RH-
/N3XZ:_(86 M+*=Y\$#VS2D=!2\LS2SO:OLH^>S(+^N/L"(\A(I?8"K/OH?ZE6\$/Q"9Y FI+
M-2\&(%8T?1F;& P/X-<;V8JBO\H3M(WAW-Y;?C0)^*81&;CP1:*V>X92O,PGO
6TBMA*HP0!7^_ ^4S)9JZE\;D^ M!ODEG!"\ B93=0
M+5C*_0%|ESN&K9W9U;I<;^F@*W%(ODT&LD(MIG=X.JJ^EM\NF@|BNA713S-
M33S:MU"H417W6?CC/FN \5\K20-*6%!. -A?^K?;LEL=IW\H71D9%VG9\$9A
M\HK;AB5LYME*=)"(5#I;J;U\|Z<.\U %N<05\49<&D=/?FYT7WK?GW8358

DS.FTA5E@BQ:#O_PCE33

MVMO>5HI4ES\0SS38\$=48>|X|>5(&4W:\$Y6KF\ \$+#!45:@(.=2UH"&VKPAY8"
M6F:6^Y2AZW&JZS'08<((I2Q9XL98 @-GN2FEQ\3\$'SUQPI!S\$A',V9WGB&|
M/%7VFJ6E!&DM82OZ+Y12S87%WT\O^|0:X4J0C(5)JH+8,BG++V;=K913#_LQ
M"FULW\$,?Q+20!,G-F)%#SOJL%\9BM.\$#>5^;/*=P:RZ\$2J+9\$-
M;YK*N:|9\$4;QK_%C6Q#&9UIBN; !@0=CMaV6>.J66OWT9PLK'0^TXJE0!.' M?
WCO>FZGEP/2NV*KPV1VB06_1N MC;NJ?*|1USNO;/D&?8MH\$6:X\|
(H7_B1@E8^F3D2J.? |GQGFL)VN?J:Q-IV M)W'-'#,
|DHM2*BY'WA8*GN8^TY=B33:A83@9>IHA;.HYP,|SW,C^/:2VWLQT
M07POV+Q9EW1">F%#Q\I8(S^(|LWKO);@_"C&L%Y
M(2?'1JOP23\$ "^T*GHHY_E@*,VR&2PP/;0:E\$N&ZX,&K/TCZ>(M6O--K!,K.
MBAIYU9QV6KRIU;3|-59;I=USLC,MQ'A @\$TQUU!82&=
(%KSR@|1PKHLH5Q;QH%3R8X^4L;.!W-N&)K_*
M"^J1787O#D+3GTNQ&%)L5KR#|^!S#^4?6DGO:\$YJ'J9S7SNIS4S121\MK6=Z ME?
WP\$A+VXO%IY-X0HC30(:Q5(?TS>RW)50M?WDPWST&9^7\|@?_@EJR9B)?>OP+W-
4VHQ\Y)2ZY)VV8:C6_T\%I<&Y57U3DQ)W M_Z5\AXJD^@U=|S|>|G ('\$WU;-*!.35="E
%)%++(.|AP_AGJN:O@7F6_H MB3.5I6\|84\ #'#I>KT9J#7G/T_/>&ZKD)

MEY85:P200(DF@FC/>UB"P5S-F5@M+6GL5JH2ZDP1,#@F_RG^'\$07 3@|YE<
M_(<7Z0J>C!O5H5|>ZVCP<5%?;CP|:M?
QQ_2^B91X?;/>N;8!2N<4LH!*N.87;0|BO&Z>|_N|M|ZZ=6_5_6.JSDAWGYGIZ>D^IZ>'SG_
MK'^2Q4|=1X1-9?-K;6?RU M1.@\$LZ)SVYN-
@PMJHE70PHI3,\$4SB(W010H8!\$OI>351*/>EZ X1@H%T'E 7 M|DV'*=[VPZ';^LG
;SB<|FGA|W+@M?M6H4#=#Y?AA|VL)R>FXHNY3ALMHL, M34JMI?
2RO'VA6OF0Y?:J|CPF|35^G;MP(?+DLTSQ@P+NL?Q%J|D^DA.9TET M*^D-
;*K!100GJ(:L'&VJWU&_J.K0:NC>L|20<;_XQ-C\$ ML")!.*4F6N;V575\$+32FV)9T|C34_?S.6
MS/1\$:2GD.0U\$SX2UEU7YGK?SV|.#.R>574*;%*MG!|HG|'G5H*:/Q +|*X;)2 M%/_W&
=.T/AF4JL47XPV:T|*|H64K!'">6|"N8!TEDD7@&VY0;A< PTOOKUT6
MK3)!T09JN3^S^_/7;L8>XY6|_|?|GS4:=B^*NS:HN(4@G)N(X#"M.^Z0S9N#
MOU6X(OIF'(K*3E>H)"R\$^A%T,Q=CML,WIN1/2@U!F#
MA1'LO6=)SI%).!)8N^%';Z(GBBV\$ZQ7>P0UC:GB\#J1CX847/\$Y_PM>"@|HS
MLVW%ER^B4OIKHKP=;K/";CF|WA\$#EBXLI-0XY"'^/?L_Z!D/#D+QW?@'ZP-W3
M,BW;,%#EP7WV'\$M>)?)L/PY+&5^9/\$+XQ46\$V2%R#76'0^3Q0WE0=>M(J*#^?A
M!LA@JXGMN!+PF?(35=<:Z6MZ6W(JGJ&*B4!&>|*?+1>Z:5B&%H@6ZIECLJ?
MU(*^U4&!.9#CL-Y'IKTV5L:(=" \$ATT5,J%3ZVXU(BO6ZONJ>?SM(#5AWM)DM-MY3?
CW_ZT-'&%|VMKJF/8:40S'A_|PJ#CA@ N.NU'I6^8-317@^W|P-3(>@2
M+*,N_#^(#1_CQO?0|,%|IUC#MT6*|KED6;\$ MZ>|H)J&^+LS? =|";T7\$|!;KU;
|J^C+2*,M|/2AM SX F6 T|*_1%:Y MI^| SL=1\$M_XR/_! #&P*:T1B"
M4ZVBGHPGH/I|MP<|S;V2.B<^>.00U|A#U1 WZHX4:=A>)&AP=.8(^_OWDOCQ
MN\$/2RV7)\$U'6R!|1XV_#G9#(K&(7)|MMZ;J9V2|16Z_|.Q-"8P@58F0A:G^
MJ4C&6.NPEKL/2R&O4TFTDT+3M2>%.!OEGO:V.TC|3_W-1@9EY(?Z:%G;MPT:."/9
M'2@)C|0%3#NV:3/S_M5DTH=\$1|WN1U!20(4KXYM_O% M,R?:8)6Z>/E/|L_5O.:Y*
\$2@OZ.#T: ^V.\$T|<^O-%>9|S8W-!|F3UMJS.% M,>
|N7UWX_,M*YE"H|. #W!+=F@U_4BR8;5R/5|T>PM#XZJH-(9R+J6_F02(3
M^@+/673K"71/4W%)|)%HX%7)S0,;#GG)XT6|MIQS45;<41T<|."!E>-.LW\$B
MR@K9W!"BS^EH8FNB9"2)W@'='A|N4EOS#1V@*5<|T?%3H<:-T5!>T!K /;<:
M)KC;\$A;#^L4AO=1|8^C12|H8IC/Y)K/!_|M'K|_E->CEI&T2)_IF"Z:Y7)(MM|AZK|_F)7&2
^&C&,P;|;|5>K?=Q+%OI>_=\$S%-AGG'H"!SSY,IF#6PA/*HB M%,,FNHCB^F-EY6%3#,
(#@Z#NN(D_NW|V%,*L""E=R#1C&+<3^V'_|2\$@|JK|_ ^8?|/L2HW)| M.:3|C@+T&
(>_P^|L.?OH-D|L^6=Q7#RJV6|)#I=5/57D'#T#R7J>J>*BC1PN M9GP>V#Z#RC?
%-9:WX4HT7)|G3(7UZJ\$(WPTH4&%%|A|:9U9<8W-9QU;8H M O6|*_5./U
_D6^9>;>,\$0=T46E2KE@GG-:FZ4SHHND\$|CC|U3Y;U"|"(F*; MIW|=S-?
FH"|BY;M)3O9(T|RI|.3L;_'WS18!R'T354KGBL&HC8U|J>D|F|D
M|!M^*)3:2";B_PX&6U;16&|ZBWV*<8BQO'!WK#6_0=A47+%/F4-FB_BD&7) M5?
1K2_::BZGFH3NW/O*#@&?5LX;_?WW!XX0;IN0K0=?^ V!87Z|^UM|>A_|
MB'+^P|0"B9TU|JW/H|4*Z-().7X#!@P"U|Q@A_?C,F)?F:N,E=\$FP M9NP-
)=Y,00|"XT%N_L|8X==S\$'9^/E?.'^6|M\$ _L-)G\$B=#H@18C)*2KU2 MS.,7EWI**0B?-
+;./#+|75NIXP|WFR!|?CSX!|=QJLJ2C-9\$7(K^YU|-LUF6
M6WV1%C/G)=|/#_*=>TJ.32MF&N;|3TC&%CB9C_Q7IG<2@#L|*YB+|.,7<18H0?
\$*8)8D('M2H!@/X_N6_24;N6IP|7 M,=%%/R,+809'A7"%T" T),F|XSL7#
!=HJJ|>NI^_1#EEI'"(<|P^QS:UV M(TJ)#@?R
5FUJ6/*A(H5MBF+|SS^ ^9|'+X05IK\$ L+3AB8G;)/2.C2V95|PI_)!)%3PS!P9R1W*^WW M?
A04M;4V"3A?|)%HXH1T76P--&M+C9%KW(1KRY\$ _\$|A+UH=I"BRQU%LWBC,<
M4&'_@|HQ5|H2'P4+Y% M+YXZCD;X|,OLC8D3D1:|44|7R/^_K
QXD+RZ1R'21\$F,XB3,#&=E|C'EW+
M48(Z3+>0&N6R6S&J#J(.6@NG|L'.S&Z4S*9!*=-8-X>|XSSP>%/QFN;FPGN
M6RJ8V.L/<_<%=K*.&SY5|K^<+**Z%90213_!+.IOK7=OOCB/!.\$."9Y1W^D MT)AXEF-
W+C3P|P.7>U=,5U1|D|SS_3'1C<*D'DH!<:/VHY85V>UH3|ABA=W+
M1!&68|= \$4<8E#4<6@S@|U_U0_: M-*\$&E5V.-FNQFR:=1Q8CE^+O8D(-TK_&+
(63/*1+GX|_-;G*.S""7A1(&)\$4 MNHQEOL24"K2QG>;"">L#/*
(S',4L:_F_Z5|4<@MJ83U""^# MT5D/FVN1W20?,|H5/WH9S2C57&/PH?
8+@D#P/6*#>*@|YMXFNV&N)3(E+K(!
M2OUVB;^D#Z2//I>^YA7K%V,L|O7ZP^2KHK)5N""^9%<(N)N&%|1PPA\$/G54;J M;?
UK|AR@JS0U_YDIGW_|EQ7086>(P\$&0&H))|LV>WS@@*QY&\$&7;=
MQF>#1W2#&+D:P?W42;.T?;\$WH#^FG(3A74+I8)G(IC)N\$M!0/RUBWA%_Q>3
M,_YBTCDEJ&%G316P4F\$4(\$S4L6KXL_6\$Z!(L).LH=DDX;>&(UYJZ^KGK7; M_B^O?

#7EM_ "&OV"UL[OE6/+):!Z.&VMR%/A\O&6KIMTC0JMAK>Y&>*X;A(M?1TXD%O5X.|
(K@YTC ST>GD^HJ=Y"IZ O^(%0M? O:S,*Z7.,OW0-V\K2E7 M;D3,B>;DX.8P.=6?
QY*X1VO\#A4_ 'C391+Z0PA.2[3'T4'H;) ^CF:@@;VDR
M&"4X37JQKB%Q7(68Y<|7:CPS2V&I&JDW#TM)E;,\$&0LO\3'I^C3W]=6PO0%;. M+3)8K-
(AV>DQ7BA(VXSR(C#Z4WX^D(<(-P#: M^F%G5W0=.DYDE'#T(K':TK1Z2#0EKMRA^:?
5O.Y1M*&*G3XE3S)6%M9Y,SH/:P9=CW:5VA'U_ EMI?'VJNR_ B0 MW^29\H>?
5VC3'N,"&+^7*\$9|-#)IQY(62%4;-JD??Y5!Z7OIH89O'36!ZPP M&OS%)A2SPEP36|E;I
_W\$VXGW!>NL*":D/K|:4" (^K9L_CDS?'_ ^>-6Q%9TW
M')UFH9&HA^ ^SU\5UG9\, ^X4^4N;]=>RKAGA0HM0F\$LX-YH|;)KPG'#/TUUO
M5@LY\Q%E)(JP1=>EG1H08D13XC7^1:ON)ECR#E?P5UMH1PU^*575^O@1OR- MSP|
(.FI4^HTP;1K&;B(O\1^; '7L9?D(M?V@?(\BE"DA?%&\$D0%.WWP) |.B' MR^THJLB;
|V4S(F=7?LHWCC6W?)E 7G1O:& \R.5KLBXH*?\$U**Q89BX%^4BO+R;HS| \RSL
M+&"5^1 .IRKK;PSF;%M4F@J'V3BBSZK4-|*)JX,38DKZ&"HVZM0H '&Q;@:
MDO8:T"NWKRJH(*U1WH+GZY'EG*EZ"\$?DBO!IN-(W_GY\2YNLO:Y\3*SFLMA- M:N
M<;YV+3/>LD*3NRCMK=(1&5KMQ@@>24|. >*>|)&M2\3&WI-ZPWJ+HZD>|Q:L"
M\UV%.78*O!R*!;!*I(?6" 6S6"=CV0^B?PGF" Z"YHA;/+7#@0IC B(RN<#IA(G
M21U'9RH2U'+E8+;.\$9R,JV\SF_D=?0VCHH&A^XT%H\$|'4\$=OWE2.L(>6(*FKZ4/8-
/ &H|G|8HR O %'-.?N9GG9Q.[P:G|H+BXSH2L%J<1M<"_ +^!3F|1:HD6,0K;5#6B^1I_F"3
MD5N\64Z*,2|OJ;D%RFID*@F&;JGO#Q*%|M3L"F-QO:B3#+QQ862!1E(D9K M5?
V1F=>06WAE?"YY44\$L?Y\WWDLZ"PH2E5(J'!YP=YS6=837I)PN QQW25'- M,+ #7"R
OU8!Q6XC8.(>4I#%F36M\8O=O#C\#? \$V!KX^W9H4RA&Y#O_W^:I? M)156"5
C7=D6+T;=AJ(!DENF3>;|20|9< M6@UK>B_2' %; \$YI?
O(QMZ5#J(H^)^2W7S%\$#J%&,9(U3("!:Z0D66Y(H1\Q: MJA_:9*Z)KVLAIJ*?
&EM: _9I>;?!AJ#?Q):KPONX5MX;I+7HIS)&/BL \$)Y*& M8/MN#'*#C)W;?-
OOEMJ\$<,1*U\PH8=UKU#QZTPXCA=/JG*44,UVV\Q%^\$S>VN1 S+O>2/B
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M%:'42P_X\P2CV)Z!Y#X#"X*O)W:H)\$2;NY\$JF&%;)23!,2*ZG46G11?;|+1K MG_U;
| #^B*IW?GF*S|UIXOJ5P)#(*,L|X\4V\5=LI-W,8ZQ&1;>-#+\EADM
M%97F(R?/H9A/KKF3TKQ>Q+51,> ==>1_P07TO_2RWLOHLR0',D\&VW@O#-^1
M)3X#Q>-O>;*D\40YKC6W1!Z>8'M:4>PXE@R=!+G9+!6,V\$INJI7+TA.5KTGN1\$C
M@V7ZDG8%9^.\G7'39?Q0WQ<@H=)1_ =O/.Q,&|2T9H(6BV=_ =V+TZD2'1KA
M*VQ2/6Y!B6;N/_)O4A'!%\$- *B?
7EZ&ML&=*%>4!SCJA|TZ7+U/B^:M@B+I2_GS|BKL2G3RPL2#5"F\6T(AZ|5+|. ?
NTI\$2%Y,SL_ M98T^S(K>
FH0,+ :CH|D|=8A\$|M:PYTLHVK^HTJZ%HK1*YO,431M)EXW@R_!O M-8F*JJV1
|_ =Z&Q|Z9M>W_ |P"LA0E;\$B\H WX!N\OO'E^L^M^|W6|_ U9FK5B.P\$ "DU/+P\|R@0SUK\QV(
MI8_R^ P\$9=[8"3_ .R|(ISN27'W\IY0/22&^EVW|'"*%944=.)5&J@* <.) M%1Q-?
C|>/J)^/TOYA^MS.L-6R6JPX0P\&8|_ HJ*>OSJ?H\XD(!+FPN,DM6P@Q70&%(*4C?D,?Y
M;1+HSCN:LZ:1ZSXX'EHN\$F)8HK_,'CF\$^!S(Q6Q77S6=D#FC?|5\$R9<;@)_3
MKFI>B9GAN)ZO%CEEG9* T8--JIR':9')K*;4^RX 6_0R|Z@V4WJRZ?5;(T MEO;1K.0S'X"
XLC%QV\$+U0X#EU!L|L.87;%*M*),@U+N<5567O#13!.PW3;0|&!X8 M(G(K^LPI
<")\$9JO6ELDTCCG%?L6MY7>CH7Z5,8G#ANPPGNDQEBB&,V=UA9:RHJ
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MG\|ZPF2YI>=.8M@Q):PO=RTZN-@.3@D_M1.>6<&E7Q:#08^ATZ&O<>D!|_94
MBOJ+!!+U'%3B5OG?IS\$DBJ;K;,\$Q'6DNJ^'XZU;!,C3EZ9N2/EKT3_D_?|!
M\+|S^|PXM)=--W_L7G)"LK.Q*7S#XVK5B MDQG)@6WJVH81%Y70E.1,8#%)4 M<->C?
>U15R=<-|P@G%2P|L1-*V|.5FI4R_0\$MU|BH|Z1""|U?|'4*96)9,C#
MP9!MU\PBBJ%WO5_ :HNFR3SN0N MWP-8M:DAR"B@_WS@8T ^IN9F9G3D%D?
_2,B4=EV=D +: #ZZDQ MPS84V-V-TBQUC?
SO'IE_ \$:D\93EAJN'D3P&HW2)9Q=KZA9:?.BO,|=7FT
MR"Q#!#LS4G\G|07)04/9)9W9VL=-COT7&K_ TW4)I)T|/E'BH2^Y4.^ M6KK&^\$C-
M!G7:5,IU*S+%!=?TQ*|J*<+;%L\$/TWJL|W|MVVC-CMF= MF9|VVA1->W>;6)&N5|W &%
<|TAFQ XW|SW2SG^M2NCG^Y2G19DGGZ3!IK6E59#?_ R1|60TN=G27< M?

R2\$+H5=^HKEBYGTIB98DUQ=AS&Q0[Z_I^7>R0AT%U|_X@FR1@3QTO1.G_3MWM?
W%X_1KB/<_1"P)4L?;8>LDBGJOL"M M)UJ/H%|N7V\$|_OX!,WXX1!_JKG-19@?
C'8=RS.I|9S8 M?S#JKEB;ZI%P,127P_U)
(WH:D8"U.RDW6*:F,KAZO\N|IE=!UZZR@BRIK&1
MHBY#CHZG/A!^:"DVVM>C?;VM5^8>6+DD%0.3+"L(2.7^1+'D|&RDP_K1LK
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MBF&TN=15Z0!5ZM8,KJDDJP(C3N?K*-41B>#W4>,^1?8A1>|<>S|9+|1EX/=F
M7I&E!X953^_^JLJ9S<_S&|L:(@I@E/IB6.VX<3|2OFB%|J>M-|87:0XBXH+OCAIQ
7OGMUOYWE^G7&@DF#WR\XQ_B\$BDUYL!@"5.-=W,3=|Q
MW",!ST1R+BXA,J@>T<#">@_OE!)3O|&M>=^OV7M(?OI\$1<1E>^|G'9N|'CDBQM
MQ1HK*DOJWNUX|LR>V9_+BS6B@89_G)%0|M^7C>\$K%B/=L1(7A.A95NX+7N>2XP+-
SU5R5;QM(-B(+5)+"/^H!;N3"GAC
M^T>LM#IB1L4KXIUS2<%DQP9FN"713"T6':\$OH1W1B|N\XWP3')4Y@J:D+/\$
M!K&9|_LE+NB->RX4-B"V3Z UVZ91:7@+!|O;&'R*_G@^2DW)|3+4CTUTW'=S
ME1RD.MSM7VJT|P|J,K)#P#7 WY8)+@40%W')8%::VRJGI2|Q,%((J4|N:SW
MN?'WSS1X8G*B|SW0/P_E6LIGP!3I5W.-GO%&XZ<1X23S|8TDH&!O_::0P!J2|MK87W_-
:PE_@%I TRA#*\$|?I#_8F>I16=A2T=T.- (M==
|6\$LVVL*4.HW;83>9)E=C:S*".@B'8YSWIY284,JGC2.3\$ZTI1_R19!#C
MK"+|AV"N4;63|,XQ7U>Y108O-8W&6-5W/;|K+Q?@\$@R*PF^|_)(?ZDF-N*"F9
MEE&CV|4AS#&#)0;^=?E2<2N';TK.BFJO*>O01O1AD)HVUSL|?"B*C.E;IX
M!2)_+8WL0?CF|.\$_&4|23U>"&+|'BNF*1 0RMF:PEF %?|,3.@+=+U2Z^T
M7H3W=R1|035Q_"4+-|VRMA,KD"AEM9)RA;4=.>M^H_)UOA|%>*WQ5\$%_K+/K
M"D"/=#+I"7U|.P%K*/0\$3U&G-;BS-;CPHGU4MX_|Z?-50J|RUW6|H0=J>L
M;YSFXF)=Q4I\$4I\$XN/22(F%?+LIO7ED|EE;M+2!U:|JPB2?(2G>=F<2#^#HK M3@CW?
U=_Y3K:L-|T9/+4F&J?4&1C\$:(F(JK'0';|BS7L=>L;0;/-6#SD MM'Q|^?E8|SBX2_*
(.S|TGOVE&G56R^|MH2?^|*AR")&|5Q#"|NR<;*FW,YP5_M2#INKWO2,V-J:"A+D468G6
Z(!E-;/3T&U8BE0S=94\$*N!UY"H^N/'_&7-; MJ-#&&/S#MS?_1,NG3^S|PR@1H63HKH*
<&|R"-TY^A=Y 98Z?!G&E8'T6;,_M_%,0>N.-
DK.#!";E(#VT2J5H4&Z0256EWZ!"0S=Q|*"Z(MOTD(\$;UEY=03!;5BM_DV*#O::\$
YUX*_<&T*9>)DG|M),E)?,0P|4_!^:CLX,^#3,*F0N:W!|9559+JS(P:0G|>A%YSNK#Q\$<-
";+AP9)Q1M')|^6JRHJKF M)_&^YB(X8MER-;ZMC??
S|WR|YRC7J_A6"\$BW>L=P2A%WHU6',8V_->22|8= M25_-AH+\$7Q)|O,A3C|D>
;G1T,;=2U2N1K'^IO*2B|N&OX5TG6"L,^6|WC M>;U|P>N;-
R46\$ZEXI*VL4")83|Q<|)BI1N*|4?J"!KMS;:H/BBW'Q,|RL19?
M:3DT>#*JPE^|L,6QPD>+TZA^OJ:2B|0?3HOVWN7BC5'N?IS;X>VK6*!78HT
ML&'ZF&L=F3YFYEU(>J+K/2C*:LI6K00#6Q;X+;J:"\$V1'/R#3B3#|H969)8 M?
<4*D0&4(5^-%_*F?V(UDBD7G2BF-Y2!%H9_.F,<1F&=@WVBT^OVJ?#LRI7
M(\$->UG@T9?),4|7#YZWL;@T8+AB;Q*U3@HOS8B#)&9OLH'IUW@
|^E*AXV(1_8=6>\$S!HQW@40F=CF10F,6|U4R MJ.TGI#
|!>;\$>BO@OO:E*:V&|O|G_%MM.+R0S.|M.I7:_4<0VH&1+N6@Y-
0K1T<#^_D8ZK2!GS\$*NU!Q69I>|"KO.F%P+V|X21'TPC M:MP^XJAGS>^
9;MF>7|_72Dj:>'H7=-CXS2S/,*4'4S03DVB BK#>RV&>*94 MM'B(JR?
-5*MD\|JOZ?:JTMKYBX8=HJ9QOF *QTJ;BM\$34'8Y2+5)KJYPEK'R
MKIBK'A1PG3&/(-.ZV""8'?@!?)MEF 5?Y@Z7,G;::39L1V#BG1(X|%TH_0I MF^)&+%
<9OEE"A&U<-L6.TMNRA6=0O|&JL FJ!-Z8BKXI+_XC'*D:(CG;|=# MX*|HVXJW1-
ZPI5|=6R%!"!+2#;799!>:D(SQ*!Q5>T M5/AGP^|HZ%@|V|>QU2",|F3&?UT._NT_)F|?
ZU@"5_-|@*>|PXQNR^Q6'=*O M.)*>HL/RD|PIT&C\$.B""Q#&7K"84;MHJ9%@5'?;1:WN-
U4|R'C_;JF_1DW(M87BHF:(O+^@ZX(D1-BRECI3J.6)NKR6);L(;,5+XNQ:C"?H6GI
MK%N&E1)12OIO!_:FG- A9*1B@G?BW&V|L*|>)&5)ED1)NA|V)|@AB|R,)+R=
M=%>BXP'L|V*FG|SR&PJ+2N|4 MCGGGX0&,QMT>."EJ|G_P2;UX=T3\$WY;8
MLU6B8HOX\$Z.TE;52G".KRA'92J-/F'K=1.(H3GE!C|5#I8G*_(WOBBXF: M"&|!O3;3-
YW:|"M|+\$KED.S74|H|_14;BP;(*\$Q0(?^@#|_8I9#E43%TMV5 MF
7.1X0Z@MS1Y9TU41LVY|@OSQG|W<@>IMPU>F7QV%|",3T:_?L&T\$GU%
MJ52MY:/Q;0Y 7;FE10Y;?T>,I7 #_"!H1.R|<|DZSUZ|AQ|>+2+#W|D%'3G+|"|\$I7M
MQ'/E)S'VRB|R1-Z""J.^?7Y!C.APK%^K0/FTJQ75?%_HQS_7N9MFH"A3Y*M^+
|B^5ME#S+;;|FO9S8:9RKAPL20<=I%Y|?L&,\$Y)K@%23TH?P323A|>'L5O>8+>|
(YPWO4G>Z)5S+<)0US>JKW!CGZ"@G-LWW M:ZHG<-
_7\$(\$>04V9T;IEKDWK=SF""%MBTRSCD2'G@*&?,5TD)B".4LT;5!P#7

M\$NA'\$M2F7FVN9\$&^&Q@L%TZG%:8+L9.JM_-MH6Z\$?.=)PZ<2VESK!*]4Q+A,
<+RSUYW\|C'@T8\8#KM27P\|MEZFYBP\|DB:09C9:?
:REW9%6%C28CY#=#CU7TLI34(X=>?24+_3?^8^FBO:P M;U29IY
9'U/HUB9#U^_Q\J)2WHI1!P\$ EYO3Q<9OYCP U=U(%\$0 M4KF3Z,\|X:%P)<&Z?
3_F0,^:9J=-/7GRP_ZRR\ZW>\$/>M/I/Z:<&K.+R#9+ND" M;OAY/MO8?
1+L*VO/3B:#1"O1FN8Y L<4X%2W6Q6EIEB+1)SN+B:@DBP'=.+ M?1#5&*4)R30/<[!:=
<+5&5!3!TY%X N>. SCO1<:Q3;CGU)LX;RA!J8Z\H) MJ7 9QIK:
(9VVH'T:UZW16PZ3X\$BC\$H8SG3DD"BPT%SYZN_+>2KHGSYFM:~3 M5?#\K!ME1I7.8?
P%7K_8:VY\^Y_LWDR3\$H=_2!(3%|HB W"%1?::ZC\|8_P
M:54*DVO%B.01FSR\$.2WMNMQ)AR!SC19J2)GNV'@/%NJ&"_|@;G8Q\$HKBK%:"
M._\|JKH'AYT)\|XZ=-/T;H&/T:4N#YU9)U%\|L1YT#9*Q?W""|Y1>!'3 (/!4KC
M*H(9RL<6JZ\$P>S#9OU,K=KJ2=HTW0DQ:68F.,+ #0HWO&1(J\SV<4);NO))P_
M^:BRR36JAT>92\$N5QIV3BAU\#%FZE^>X-T^A45+BH"DTH<7U\$P,"G:,S@8_
MYQ?:9=|Z_C45??#/'>,_ "1:V_ ; 8ALRK1NA"NS+X3&5;WNN6RQX?MJTZL^E
MA7&YC*:9@|;NDU0S>@P=4*&FDFI.K\|Y57"?TYISSXG^|JR,T9!76;>@(;*# MZ"
|(;0"H@.9"JX30'?YD5MI45MBWN'55|FW(!WYG",NW'-Z'/86%/P/;8'>- MT>
|!+EKBZ<=1Q^W\|U-W! YYD)\M38L8F\|U*|H MVXHC.K#0;IH775/'K_5WA7IQ\(*\$*
|!+MNBU9F).JUK(PQU6%_(6*.(5K*|3R MYJVS64A>#H^"G'S7MK;<*V,TS:-
K:E/^LW8JZD*X\$+L5.FZ22:-LJR^A.PY MH|&0%2^YGG.D9SS6Z\|4Z_KTGSY
/BY;\$CM:B7MN B'8^J?-V&XER?|FD|8 M;IPDM+;_9&>0F=DO\$'RU=6\$H;)Z|:!(N 6K1J">
<_5./F<|UJE(2X|Q&9|6 MU\$AW\|90=A:E-B.QUI |"Y&|>R>*X;GO4YG.JY?S\$?
P\|DYS<@D2'(,NB^WG MGA1B*|&WA9J2@M/^9*X%E.'JS0\+87 H\7W2TM4!6%"S\9A"P?
(537+;M99" M#%-|T%*W2E*8Z.;JYU42;%BKKI.QH!HK^NNBYRKY0%
@>G&6GF)FKK%B1R% MNN;6|'W;MB\$6L/ X(+&(WU5!W*-,PUM1/E)?*AU-\$?
F)P,5_NN1|\$*#;)M41 M^%|^WS=C#1-L.B^_SN'*4|*,0?,9\$#|CXYV0U\$|TUE-
*/SLN1%S0;)/R2U#(M=0D_T3|KOJZLT-R 67-KF\?A03B:1|>.G'02-W_7N0%*VDE&3+
(BB_3*7JD|ROOD#/D?YT%PWIST3-/MN4"B+@Y*DZL8K",W"+DDQ#?2 O?XVBN? S+
|BW<1:+0&T\!< Y M0ZP+:-|X+|68P08.-L&O#4UMOX|R;|3K=
F:Q%X+N\WGFN+M196>*UD9/\$Y: M\|_FRW%"UWO=>0\4.DS)+OH
SV|Y%(27)4NC&N1>XH|JZTC.D.4V;SHJ.0K\|X M6&0;:(|++O=-JG6I\|8(8|
|W>E4::B@*X#%*J\$TY"@ZQP(GX"G-L\$PV,6GDU MPK%S/J1/Y47I-+9O;P.?
42KM_=V*&6|'"K.N&#:.?(|KH;8Z M\|2V2YBZO7<&1'|@0/9(Q*#8>Q(U3CE2H:5'N&U%
N_GK\B,PQ/DC!FF[7?: M/=S\$D;)|H0GW=6XPB=T?
AB62/\$5W/*05T\Z)8E1;R6F+_:Y!"+=@6'*C/4G ML_|H)E2.@S80?
R^%'Y\|?)XN*R!35Q.9(X;6!MI(SH^QL!D^_|O;&_ 'L\YW MI6WY**|F!0-
_|M9=+^DOK'&^L9(T^869\|+|'\$8Z%4|: ^X ^|V&!'WPI=:
M^;8"9S9@QGAY5A48*Z!&RVZ@+(/IRENZ7%5M'RKH|*.K9R\$,9C0!\$KU"2;4
MAY*,|TM\|P'R#CW?R71B">Y_T)P&A%GJ'DH#:D(_MK5'5NF"^|E#X)N;&L\|K188MYT7<-
="|JG+L#;|VT(7\^R:6\)^>2T\)|0==^ M\|50WA-)ZM7H;?&F>A<)C)/#G*UY:B3|P-
D+WGW JS_#&2%0!-C M?I!3!*"M.PHHWM/4ERTCMX0I=ZPN7HOM4Z:\$16Z_(Q-
\$:/S.IX*R69"W_V>&'2\AZ M&HV1)0EP4&QETCY>)MZ^54Y=J@H'D,F%X'>'T8-?
NKP6=B\OJ/K+EIX4G M?/'8VF#|;R3C*/F"\$^TMN3.QXQ*BEVY*HTRTE ^*3G\GP!!
(!D\>18%VS\$, M+K*T?&\$;!DWKF,DG4Z \$A?5_*^2I"OZ3D>>EB%)C&_R?
C.S)AZ=Y28SS,7&& M&(-L_&R#W_ |F&5(\$,33^;?DO(C+K^A
DW4:L@LH0/YBU8AG#VK02 E_ |6 MLK|%?Y5^I7\!8Z(P#-
G&6/XE\6'J/_ 6V8W3_/J>;_80*N-?HO' A|B_?;|B MM,6T+?BK|@?|:34|^?
_XA1R1A"7LZ/H'W\$J>8!0%ZGX5D\(/ ML_R(NATPR;?'W@7>>:
;S\|M<<|V#2TN\$|'(VZ#M7I4M^^#ZN"OO4Q:(6TO@ ML\|O66,_V%,(56I2*A(NS)=C\5(-
_E;?W9VU=6WWY_6U"@NJ*>LJWV MJHWMH>>H_>##C/1@I1(|.E+>1>-|J&-#2A!01;?
B-A(?Q=6&+| |H+Q%Z M\Z@P6H^*/4\$?CF9U.?07_91LZO-':?90.^VWS;H\LR#ALS&J%
|H-H@_6<- M1|6+E_CUITE4A;;JT\$9&2RH=-ZT8LHW/Z5QP6+&
TU00=J3P7\YFIRPF&S2 M#<|_ "&C" |P-L>;&!G^I *,HH,3>#%H;
|X0!MRB8DRY2\JK18V!"47X1!+*
M8,>95O\MG_GBN(BKHL9\1O\$_.UO&&2QV\|Q@QI(Q+N@*F0(M_>QNNB+\$R2Q\$
MQG\ZV"45&K/V*_17OI6QL>?'_8<4#E70,MO_.=Y3A_^.8>T MV?
G8WF:=DUO\#0/3.*#DE1O>^_7P@SE*)F0 M;UL87|&+&;|?"E8*GCPP!BR9\0W\$+;9-
K\|V>|P+ W%M\W=WHYGR0Y\4AUZP M779*>I3%
<5VQZ/W2G&FS\$J,Y<|/\$FSPG%9S9,R*R;<5Q8D;;Q R)085V_H& M_!| L\|B4+BPI&=

<\$4B4&7^J"%DO7W(F0D2@,OD-J+V"S&1XS MV#*Q,&M3F:N;R@8?
*0%27[-\VSJKHGQYQ1^(Z#5N9|Q|U|-*YG|:K0-HC->:
MJHK:PTQ1|0|K%5=2>WQR*VY7HM>|XAH!>6,ED/GK&Y&^K:@=B5"VKQB>B*/O
MA*(S<|-*5QS_3.SHTE|(KJHLQDG1_J?P/G3,7X),RKMM2!%U4|" #OJ.*H/
M*=#^6H,>9^;9246H&|L. OW_ %:KY6?RS_|@=)<&T^7Y+-?
TCZJ)VAJG>W">K|K>DN\$C."T.= Q|L |*==;9Q8*:- MBZ4ZVCY"GN"^6!K|I-
/%|Z:B|02H^1LUA/D|\$'VUOIA0|6+?Z@F-\$ZMXPI9
MNJ=EA|)O"9B;QF7NW\N/MET/7E=YK6Z86W:KX0%>BH:WVXYVHOW/+^+8;W|?
M|:TIY>EV!(-R'A, M|I7/0ORWUJ3%^YZNXX=(I*-'NXQN9"2V196+|BNISILH<604CZ"*?
9<7!&NY MS_ZZ1)>=<C#K(!\$09:*7/-B()::KTQ^@F*'3P>7PT_XH\$/+P(==|K:12|
M0|J7EJ/O3V|\$EZRFE)6\$*R|-'?=>P\$29H8G)%Y5^:|95'M1+BSSX1.XUQUH4
MVT34\$4*P9N9 MCZWU2/V33XE*%&* ^% ^%"(2B2W""2HN*M_-|?N;M45*!&/8H+-
IG\$B%C.=,U MCG|H#PJ7|(WM\ 2%XX=H.@:%R;D+O41&O5|B|O-
IT)H42EPR3_U1N7X05|D| M%MPD|USQ3U@:-MC<%'6X+'P-
|NP=5U>T;^C+!67X7JWR|6RRI,H.F@6*)ZM M3K@Z|?T?# LCNPIJ4W8&%@Y-
F(|2X\$2J;S L:Z|Z|<#"PXW!Q"@L6|2N:D?! M@-%Q<#TU.XMOAFR!1.OIS' 2W/*?
1WJX6A)=6P>;/2A"|,M1)T*L'F@8>H= M|3@CFZ2#%+?:4%@"#R4/G|L 1^2Q@QF!3D>E*
<8F^8^CM",ZA\$G-W:SO\MT M7,|V^|/Z01L5D>!1;KM
08FLI4C^%OD)R8:|3\AKM%MB\$KN:^T|C3.@Z
M0:ROO2|RF#4F('K0FD.RN2LNH8L*9R|>7I:R.#DI)'#(!38?#>4|ZS\$4KG1)\|
TC#RF>Q?C;EIBN&=B\YO>HJJH'POJCX M7!> Z.5EH??2J% S04ID|&IDU66/|4*
|PCV>IV5^T|JTS7ZK>%HS=G:K\$.C M1(E% \LPE95POS4I_8?
38<5WL/Q@/:XV*IKO,P71&BWVJ@4|%ARU5O\$(KZ"P
M=;>F63=O:H|R|NC6C)*Q6<3T\$NX&@K@>|!Y*^HJ%3+'+>O7'Q%<*5T3O+*I
MYF*AQX<:-H|/'DL?:#Q;4BGY"9XP+WW:FT+<5K9U9V*4098M3AI79)_PWE2
M|0F&ES'(30|3>D^|E+H4| S\$_-?-/.*7DZ|5 MX%/G(";Z2WRGX=+T.7?
ICWD6H|O>;GP.4IYG>ME M,2R(U-
^HKM>V_OB@U2X1O5)30BEFJ|W^J:*)&*X"@.,N9CR^!(2FAWY7OLIS/
M&_|V;S)X|J:@Y>;0G MY=-(*K3/4/F/4|C2L\$=AMFXBETZP.Q8D!ANOZX|
>H|7|R.&PM6OSNYS5C|: M@JW|#)S,B)641NV;BT|;H ZLIO4J5QA-|HUH|3J|ML4,+
MAG|E0K^7Q|70 MYT""\$?_*ZX-
_,,3E\$8DH"W\NT|+3U,MCQV|UORT/3M(7|FW7AY,U%\$V@'VZ
M90J4AWGKS,ZRFP|R'P59|8@T|R+|93KHZ_W"\$L>FE%#STW!&QGP.#.V_V(H_
M:61\$QPKO:C>#18_H2"FBQ*B*NOEH^@WW-C>#T?;5-2D)%;=S=^_EW8TMJ! MW-
#PH=VDI'05HA>+!GNDBR--ZH_4TS=O+"N042!A9C?UP5WSM|YKCB,;N\$7 M:A\$B'?
7AJKTDJDZ,|=D:(H?^L*9C*?;?BE^YG9TKCJH^(1F.9|'E2V*?;/G. M\$8HT@|>AW&D3%
<%RM_Y"<:>|D|::P^_W|3#!= (V1B& QUVW%V.\$3K ?H%|J;K
MCR0|R+>KX%,%|!%#|NH;)@F; >0|V5K+.H57\$E.?HDC0N8R:3A'=C7OPH(WW;
M9|VS+OA%;9I+>K\$7,L(0,5QT"^0?HB%%>#S<@*=# 2=-N4R8,1:2-6|6(HM,((<*>UZZF
M75!|YY>Q3Y;(W(*#5)P9+TL)\$PF1T%*?7J|*>60*|CMVYJ|T949L?|7%BY&^
MFR3PXH1093W7(?|P)'9A.D,4F"AA;O@XM5^K50OWY*%G M#*U3=<|!3!>\$3-
0!)BC4+Q%*7<|=5WYB6|'|H_H@)DP=:%=F|7T#MM,E0 MX=/99=4-)I=C7J00O/7|
RGZECX0D*|@45
MEB6AXD@Z>M8#U'!@_YZ/'9FB6<\$6UV0A5%L&B2Z5QR1)M49^4|7_-F-
/*\$;3A1TB|7%Q;VBC%'VKP;-U<<(-!ZG*!!\$R!XXZX)|C3N(3@)T#1T\$|S=G18TN+O30
=^6-FS03RL_ ^98219?2BX"9 M.Q&YLXP)39QKE +;2SDYUU4=#YRA*X&M@C)JXGD-
%2WQXQ;PP=|^X0-><^&| ME8(0-9)8,7|=RP5@MK)"VN#KB|%|?W&O0?F? U(D@
%79_X..O!'^W@3TY|= MN4T2ME^:PHLOKBH|?A(^&,|E_T'X42_ \$#NG%
(N)H57E6|/%M<5D^YX(OA^\$
M0+>H%GY(NMM\$|ZFY,|S'W4:)/.=1L2'(*O;8RFZF;4R81/F(0>
7;;E)7Q=4B#9|'|2X^'*\$@U M*I66%@/LWT_/=X!6,,919<;
(|@")!HF/T@9)=L\$|<2#\$,IC+WKEES,L-|U)*?+5X5^|;KXUZ_6%?T?8-M?
T2E5@.J8<(E@GR)R2^,NB+|>N|D)ER.KC|D,9>NQWX3P-K'MX.YFIJ&-Y|TU*1EQ3T;|N
MLZ-7_CA^FY5 JEK^69COW?57IF"8HX&|N11XX >XKW0M7"OI"\$&HX.7?P!Q M":Z-
A53E?:U;|:SE|UY9J,T*U0/:!%_9VGEDT?'F)|M>_L>(K|*G,!0RR) M4+=KTH|7#
(!R9AR8"DZGM=F*B|'9:|HNZH4RB*Q8S4-AN1?<|JN?%SU#/YO% MM\$PH'EP|_ZNK"%6-
>+G8||M,X=P.:G>9ONN9TO!9|33L^/+E#P W;M; M0I<)-
^)% ,KMP!NT1^H|D)@I2H>/*YL'Z!>N2&6YAC(\$!^7QQ:5N6A>/M-U:VU

MEX%JDL1V^F|AGH3PYH4^XN)8E%|LFV@XP#2&):('E_2AY#=#&|@-XSK">;|/I3T1-3BK
M+/V>2KC-^/.6Q\$JH^7>2&-F?@G| "K|S_P#"OWY3A062;((P3'.OOM.&|;81 M\H\$!8CM)-
D*:GW'))189"=*JS?#,PH500=2'F|LLR&QX5Q%*>XGHK#E?Z5V MK0^|&'(Y=J=3>_Z4=?
C>(-|GRHB7K=|8*(:1F2L|N|6UF|-_%_?O_#F, Z0ZV M!,Y2EK-
E7(9>X*RUJ|N!*ZGPA(RWUNL|4: E%T|_Y2C^ (X|S@OXA Z9HM/#K M%K6V=|*
|."ETVWL LMLEL<_|KJY^E,&|JQ*#SV57_@|4>_Z|I9TNA*.QAIY| M\$:-
IGK=M32SX7E=|^8A/GZ8?L0N&E@VX#|S9TM)(UMZ2I8N(%Y|ECK=1+@W.
MBOARD=+0_ ;XH#0|M*(RR@X)P*MOC&T.T'3;_N("KK-E0;RD2AWX0G<=,4LHFR
M9;:"=!CQZ=|D25=Z0**J\$ 5G):Q>5U9=9HUNPD\$9|#!O>;E*HJ#)|WHU#^
MZ+>6P+1/0/:# /+8EXX9RC.<@*DMB9U97>-YRB>%CD?|D6<|>6WH?
Z0Q,U|A|MA81Y=T;-U(A6_5B@?WP_MXS&I|,<0GH"J-K2C3_#&36B*+
MJ*|:5_HH;:D_%F7|-0\$|5%*(7,^|@;Y*)JKINY1@|= MXFEV==PGWQ6G|L8!+"|9GFKH?
MMBFLDK(1%.*P:GT)&7JN'PA(08I\$8T?"CU M1C()BE_/_<;=|<6F:
4|!\$|:|EET,2C&0:@K'2%0I67MV*9#++1!OW9@;&5"H M^3 H-^5U+4#|3ZSH6@.PPA0|
>L|K60:ODS_*N.YA|6WF8E!N_?>YJ'>O+0 MJ8H>O-;;WRQC>-D5X|X|+ZB7OCA_7CW?
4AP9VV>*_Y(J:X>&MVOR=5\$MTFWI M96/0@?P|CW*(^'+/U;ZI?
>7E"271R7+F>\$FW<"VJ7WXW+ #6|VYPD4A79=U9K MP!;JZN,O^Z@#6/I;:M(U-
X5'I(%K^=;8!^ 5*;>/DP5_7)(5FP.Z_"&"IV=S
M055\$;L30,\$E2QSM1YSMALW5<1|_7UCBF8>R%Y.NR"WFX90=5*AQP66OK4R>0
M2ES#Q+#\$G\$;OT3S\$8ZE^0ZUIC_>(WM;Z;LDIQ^JR;)UE-8*Z^&O+?D_|8|N
M4GV7GR9|/"D"G6."2|^4&3;/B3V?S1|*H5;_?K2#0O ?RN|^A3<_/BMY8Q
MH%.'R/MF,VE1GXIH\$%^|!4J\$|L7|?6Z^_'Q_KF%
M,C|&2K%X|R5*HGR\$S\$<\$WK|89|^T,^O!OZF6|N7X:6O*^X'U%KP-|^#X|3K"
MGN0C:CIX=|?,R?R;=J#8MR.FXW4Y#CN04#=#6R%*(Z03|H6A4V|_EL*"AI+NT
M*)Q(SRI8;Y|RDQ* 8OJ4P?3)+G@&>B2'-W.@#A65JFE96H!H"BS54K_(G;!
MT|A;*0!=Z!\$0*O%0;N0#=#E|78_R|8GMS/9;F="G"|B|'3X@\$.!;_15S^B|(LGDW_.S|@/9?E
MZK|A|OXGJ;V,"L|TMY<2)> O@^|X_F=#;T?LK\$:Q_-1'X^P>8F8H^\$?T|/<%_UD6UP2
M|P\$-I=U?10|5^;H;:ED:NET OS|<|^_@)FIY: ^H^3DWP7OAQ,6SB7^0OL6_
M5S@1@7C2OV7SH+L(O!|M5Z/FE^L^S|@FQ\$;'1-TV.*8>9- M2Z.%59T=|L^9O!
BG^,W'S<8<*;@=D/E7X'\$HTJNY;<@|;4'!CU7'K|_EQI8 M1B^,Q|6>7-
Z|&CMA5DHZ\$0K&NEG;P>FT^(\$T/Z7FX!_K3CLTJ8'+Y01+ZT_M?AES: T"_AF^LQ@M|?
8#.T2UH&7.E*;N4DGA\$?|N;-,O+M3,SQ>/\$D%NOOWH MQSVLS-VGX+DVS@&LAVV?
YVM|!07XC0;Y?D(9YY+XU>V&M=Z'9;/QY|?/9BU. M3VU9A-
HG_.F>!M_ T5B85%9CW+G!W*S7YGV62|G+,ZZI>CW00FQ3K! M@J5+NR9"%J^77-
LZ9X3=*H2YX3RYH;|4EQ3A1T^M85FW0:(CL_|B0+LC_& M"Y38%EL7-;J5\$1BA3<4ZSXA
84NNW@0;O+*;TXB^I2Z=_)E;G=)._P?P4N1N M5@^ID-
4ZT4/1=&ADK''',3F./J+Y'*03NL'(COM*=G|4Z)DKO""OX50#01: M)%S5EYD\$E?
#S%3XA|\$ 85S-@B|1_Y2^:J3G.626D<=^1?FNM4Q-*XF*JK|8Z M|S.3>A)(T|"N-
4=G6W!)Z1-\$,,3A\$U#%V4S5E1|@VKBR-K%;+.G1PC,8/3C4
MBIO|Z%0'_="2NWW4QF2?Q|Q/^('C,& A S">M0#*KV_!!;4_*PI4&2#H * M*6_I 1M.
|6%W""WT'6M|O":^J+44!W|;V>\$@RDDTNUG(5'GM^Z:2G)|AB\$#H.V&L7J6|QM|8<*MY;>|
MO-68!<.^FAL+P3U:T,|/#Z)U:|9(QDIKE|T2Y5Y|HAC#X|,C4|.N5%WP;*3+LT/+0@
X@\$)O MWG^R7';6!!E=H:=&G FW|'1*I_2G?!1@|!I>D">>FJ?|!
%#H96_<)DDYT9Y8/L.TQ*X9D|B1YE@*;,|EVE1AB@;:X|7R"|/^)7\$=1^PPJO-MZ6E*?
0A^P8;.CH!^?H2? M8,N7%>W /6(>3J<=4_-WH.?
OOS^_GPTTE;=@+QXO;\$JVZ0%JMN*IPR,"!+N MMH^59!?
8OC':&Q|JLGC|.QD0L'T=Q6!WO56-_GJGE%(|49?O2,@E;0|1LR * M_L6U=|XS)\$:|
<%)8;H*.RSUQWTWCKN5\$A3B#L"&/_U|@M%1;_9@P1L).|1;<=
MK1*.C1^F>8/BMVZ/1YM&C=,^DN|X3GF*9!W5U5QF%@5Y|!_3<:LZ!AEZ|A/A MI"Q!>
C;B;'2L((ARMT55Y|D53S02LB;OTVW,9NNKY%93'::&3PE>S&C?-C4
M;&>U"V0R"0U>\$K2M/B1U1LNF|NZ<SQL=|P+ MXG%PW6H! '?|Y?
K/L|E7FI*%X4'4@UP0JUN#& FVW9|BLS'8)=|,4%EA-2*Q M4.;>5HU_A|/I9-6C?
^7/W("6!O^0B2^;Z;JN_+Z"C3076+M@2Z3 MX0NKT.E7&H8^ KV|H9,N-R-
>MI5K8@M;'69MKVF!F11N;C.1*",&J_RI^&4(M6CKQS?
EH2'5%07.|>,2#NW\$Q"1_XI!IA\$K5HL+('^=)S11\$18\$J3, >;J.
MRQ|X|H2%|B<|3!ZY\$%^:3|UDF=9F_)|1#2G?NYNVE_"8/ZD|L""Q\$YPZC1D MD-,8T?
H|>L23W?YQIYP1.|YE+7VKH(V:0&EG2 L"&3W&GXL90KJW.IY/4LNM
M!QU/&YNR'5PMD>S!:_15(^B|#/F*)9BV4V|GA9VS6"?

=HB(HR2SS3\$UJ"#JVN18HF)D\N^(\$#^6%LJ=9\ MXG.15;W1@?G M>KLG?
T\$QB\$J!_N5!UY19;1H7AS2V7?..V38^8TIAT5?_D35\$L1S%4=RQ+,,*)X
M*KIQE@W"YV5%6:4*AC*CE/72&#-UK&6^-[M16UFDSS4MG)RL& 606H*#:#0
MCC<:HFKR|HCY@>KU!;!SV.!)#!CT;L2V\$;99EG"OM-V|2?# ZZ(+2U9%/PI=
M\L\$PSW7% R,= 4"9|'^>C7=?)TIEIMV(-.>(&|XC^(H94G U|W,-E5FM?K|
MI5GP!|!|>EDM@G8>D>A"12YP**&?^>G(R=ARMNQ9@K|YZ|:>_Q^4!7G7%7-%
MFCZ|UUQ6C>ERD|R/3E8F92*AK? 3)(V.1\$|BG&N4X&C"R'.9F#,NO8@|A+V
ME%42\$*:,|7E*V+/.H>I7|#"W(8?S) B^QB\$ |/-6_6?K1JB6:R,C3R*|
M+G|?|D<'|6^WOKT,5JOD|Y:#>0B1BW|^'F0W 8JV7VJS,4<-=OH\$)|T85'/
M>|'P.'CNS9Y\$H&*HH!G>P;QT'3P+,,.O(""%ANO(CMXN)@#ARCB4(G,0D7J M)%YU1|?
KDY5R& \$@+=XJF9KG(9|4^+)|&ON%R|;|17V-WTMMZ;JN,:WVGWHD M"/&>8HO0/I
<99(GKA MK10IW3+(A5#|IBN|\$*|LC04RIH46-^=Z@TH.R>9C%VPZCNI&4JHKS&?
=LP,D9#3|IW2(6 M=R;214^Y>Y_UT3.\$UX5|?-,^'Z'J!-(6,5/=+H!2HK L_)O56W(4%_?^L
M<;VWQPMT.MG!;%^9S88P8##H,T?-.4J0.'>LKY6!|/8MRYNOT_8"/5&M MMY|7X)
<+4DO487,?=70:I&H&+WD'&WFO'.2CO<<;S\$);TQ_W&(ISWUT/J9=|
M>U89473X@CHX<:#E"HE1C:2^'SSH&%Q'f0*MM;"::HB67G&65W)^J# AO\$JH
M69L0&Q<)^O#..L|AK@P2DP|6(-"X|N+JB_OYIKA@)|X1_R#.>B|SS#9+A=?N:/
M'FXY7W@C+FT,\$!KC?AE|KE*K|^OJ%|W/^?;:MQ6>)|VJ(R..42_7W&';:YA^| M?,8CCP,|=
7>RUDXQV?5P%:|S^UAKKZ!VP2>_G&R04/X+U,+?R64M@S:EIO1 MTK-
_AK5*TAPE*2BIA=C;>ME9=49B@#IXMIGR^&!A >7Z08V2N!U'W-
OSD03|C_U2LV9AS%0Y|,'Q3+L3S/5*AQ)!U?8^ M^_U7&U4V|=M|64IATB^(N/FN:
IQM\%X|LLFUXS-ZFCEZ+NH9I/E;.1MSJUK M9Y-0RI?
2EW;40\$Y""6\$^8K43_6W62JKHH"QM83FM?;VAIZIFO1K.^|5744|!8=/.JHUS4@88*FBB2+
MME @|"OTYVX@: |@Z5E/HQY3DE|91EG9TB^F^83,=>"4|%7Z?^('4NAF8|DNE
M3HWWF-A-3L4(S0.L6XV<4Q|Q%5!H H>-)&-3U""W.BF&I!-\$WY6NE!^EILEF M|)
(R7CN&^PQ7XXVN=..@6C5R1AJ^HJZMGYZJ>GZ'R:F0G70M2C.8*3U8NM
MK6+0EB*UG>,BE)O|('J)4:|IZ-5+S|ZEFJRQN5P1#"43CV*F=4Y+J<_%1&Q M@&R|)?
VJ.&L7T|MFHYPPKB->|Y:T;S&>-KES\$H>+O^"Y7WAZV^#0|73|5(K|. M!-
W)6!YC!Q%/\$V+|Y"J?-Z@T4YN@#SPOY=#Q1Y^MYT?_.3PXR> ML20|;N2AK)\$05>).F-T?
0%*V27SQ<^(8;ECA8##\$4SE\$UYVXMBQ_LT_V5BZBHW/9G>.GW*LK!3),O_F4ONA|*RU0
"0%\$ M-: @V9J#5F56'E5F|56(\$X/?
+|%G#P5|W0H4B(N!D#*SXC6@J=KYHK37|E^T|)3UEF_|-H
MF?!?):QKGS^8PJ@A2K5)/#A>DTW-VUTN5C8>#VMPX|'Z+R^-YHZXNEJ',X 2 MA%?
\$SE<^MX8 =|<,_U4E"?!G_.X^*+< M\NW*LC)|1UOD^J-NYY*"C^ZR)-
L>0\$AEP<%G'E*KF@AQLH?I>E'C|!XI\$:T1 M3*A+ME+W*4?%PFBE=1HM"IFU,9"D0
IM/\$'\$.-NX6IFF%UE<6CD*2WP@URK M2CWO9|ZG\$9G71:~?
I0LT6D&DJBT*7J4YN2=|VK>:C7Z!;B%FDRW+):2G,0U, MF%#0(GGGRQ2^!84#0_X
")8/Z-XU6JY;*&2|+|"#<5_7WCM>P @ (5E'| |<= M6.,|X/*|&B(4MU\$D@X&R-_OQR5,D*
|^G|;6?@?X 1#Q7D;23P;88B U,@EG1
MWQ|A/%OZZ<|M7#G1BS1KC856;CHTPIK.U7LS9-HES1!Z67GF5^Q2JHR-+\$ M?
UT;8+K#5=B6|XP+-"N65|UJQZ_3SLP1XJ/G#U|G9;!O%>6;SAXKACG|?14N
MC(.#4JL.WNJF#!=G7CW|+2H#G0N%..5G@/YJ(Z|GWWS8LV;4&|5/8+;:W\$4+;W5\$ "W
M3?P"C|%6\$O|SPR|>O,66DEQF=ZT)^V1NU?%#VBC?|BG)8^W|88LN1_H@5P8T
MJ&867?WJ:M|.0T|UP=;4IAD21|I30,7A3#C^%:G|L'NZU&M>K_JKEB..?U MWC:?
=6>HG2RW)\3C44RIROD|1I:@MW/9)G-L|;1O=5M,|OX # (Z%P_|3G(N MU";ZHIHDZ\$-
D==^OA377GMA;OB2=6;4YG'0P!KB>)|@Y|UCGMH2SS^ME:Z(M|DYX|(V/:8/GN|5G
_XAX.C Z|!QJ4\$9TFZ7B,R MCXNS\$PEQ#EL8/*|PO".ZT,Z|>L(M8WJ>SAP%D3_6+M U3?
O'YF_|_QST|_|6
M|&DKX|U/|AKG6>'.>.:WW.W\$|*UEO'EF1__CM<=!5'ISYHN08@|'9KB.C4\$+ M|
Q..+RQ1^<^;)0DP!;O/7X|JO/=M>5T(H+>?|H=(
2'4:V=#Q&==,'R=B<'|QY|;2,GN^_#T3)=XC7C=";7_"*ILDL>GMO/|YQB^Y=>WD>|UM_W
_B/_B M1|LD+|)<|66F JBR34+S|GB#BCZX^8PJ,%3L@&0@)-*:OE*)/|*R"PXFJGHH
MESC(6-7F;<=71FP"=0|UW2>J#A;+2E+>H@H8XWVZ)=6&)6ZM;W:T5|V52^<^%B"1)"|
_*G|>Q_97CW1:S@_|TD*D|N/ M%UM^N%JF=S&3U7P8CYS)'7GVM.-
=RF&!3|2R3=O*#UYZ\$PPP8340RJ!|S%Y5 M: (^E|1A(/72J4.6-/4?5:Y09<;W*QY|8-
Z(F'HF>INO**"?UP)Q^)|7D09N M\$J\$%BRBTZVD4|%)21,Q|!B| V893|F-
X+\$C13&L6:HXO2EN;C I1UP)N=H^;#P(MTOH MU9/QKH\$.GX5_&R)@3<;K.
<@CF=XJ/?5=PS2K)1;!>T4%3:5?94E^<=\$N6*4B?_FBT9X+'U&H(G#7:D:MR|7|5W

M/588J9T/HJ>FY\KUQJYV\; 'RLZ3!5S6(>(9ZCCH&3!\$O)\76/<^Y0?9H#Z/
M9B/IS10\$9 *R.E7G\130XZ&M1.?NGU&C02MV#/%YS%J*TM(LC/*!=,VH=VMQ?
M4IU&P5"PSQP.U1>Z&C_>!QW4/B\$@@215C>J.OTNS3Q9%@YA/8K/H?.UE2YJH MU@%
(@,F'QJ3(D)XFQB)5-G;-V^YM"A1_8R2QOL7*YIK0/D;4QJ"=/D^3-
MB66'>!UEG:"*DUSJH/_9QTR(3MB:P!OG:@O;:HT>1@;U.SCR0:Z)127LO94
MT<^:G_40\$.S0M/HVUN2875V+JQUW>=#L(?@E\$:V+WG/F:%M29^SG_/_:VKWY?
/LV.,AZ)@M/[5/U?79XCM,2VBKV;3.F<^B^3">"/53Q.5 M'[3U.HBNYLXO5^85S\Y776_U-
"ACZ7H%.:?=[#I<%3N0KG\7E9H"U!UXKU)[M.,_R,6L8^=N^8#9X6T9XL_*,&KF-
_!160@0Z[#39B)H%.:)!U-Z'T%_U8TK
MPCK.4_DF/15NK>6.CF\NEK2AQYHPU2WE(\$9=2OM,"("I+46BJ6\KBV-W?L<
M^808H8ZQ!\A#&5>9>HHS:EIC2*I>HID9*&2Q)A=:<>KCL,1Q?.\$N*~9G* MU-,^1I-
@80NOSV&ER9H(!*<_V;4RJ5&K^F O)P[S]/G:FTMYR4E9O49, # (MC_I@:+
(UN^;KZO_J8?&<=:P0-"L.KM/H -UI6"!^SF/7ZJH%=\$SJ#HP#OD;1 MH?
X<9BF!!"UZRW/JKZKZ_I7\$7AS)WT-65,YL",Y2-G3W-(^W6Q2KJF3OG
M%F91.CNCJ"\$PM:R)6^SS>\$82LXW&=L.K,EZY=1%=F'I:X:XL!"@9?
<JDL^S:A*R9FD.#PD)V,:JO^VAK^D^MT#+SN>8OPJH.;YD
AK6OYBMPJ%)D_\$CV3X>DI-T(DEO4KNR=G!9T@B'<8:A M+%EX.N-#(-#/Q!IM?
FY^N:GC.W\OJ#K&/:3H78_578_,MLU'UU@G#7J")O0(-FN&AT0"
/C8UW"VZOF<^8DI@1,*[904/>Q%YA=6NU@SQB
M\RW30AL_/_<'EP8CT);WG/HGEJU2A#B4'09MF\$P_VH'1?3<9VX;:S"/R0
M*FSYP6),'UZX6H>YE@V)E9#77'O(YO2!"&)3XU4#C\V9ZJ<6"V?]=-%P:\$
MV(*L2QM%Q0*QG@G+IYE..U21-|I^D%I6&,QMD\$.PDV\&.#CE,1JOEMQ+H
MRWC='US>&-K8(FP(-7WQ5D@O8#I;(\$=NHG:@;W.(GC+7#>5(I^H5^O*JH6C-M)
/C1O5=&7\;C'/<2/0NQN>&:0.MTT!=>7=E#UQT"JQ=YXG5X#5@1R0*V M; LH+@;K
/H\ZF:%.3%DS?._^%XC)\>_O/>3I=6S9>[9#SWU3\$YHO*Z#EIS MQ;^*IF'WQK\$1?
HYC*SE,4|>%@_";XG7U^6%D,BF%=:/:)Z5!9".B(K'W# MBY5G5
40A^<8_&@|&!MH=4'+Q/;&-A_,^2>-9!J\$D)"2.%IO)MOB?3|@^RBE!ZHD*%5?J=RJK
M(X*9T;)U^M2U(UU&W>7Z88>Y5-#5@^WF8Z\$.!A.E6KF@*S!CEN%P|
<+J@%F;LQ#GNX|6-+M^/CY+AF(-NIO=E_X|A9J\$=F@V; >#LZ+IPF^4%P|-50A4P0',E|<:
<^6HEC9\$ M^T+MOBU59K,PGS;G"M6D%F#D<700D\$3MP8|5H*6 I?
Q@'M:7"24CUUHY%NG MMEG;J3&\V6GZMEF-)UUU |Q.|70@8C6OQ1|2)5V+:F:M.
(WF*GT;F# ^P2 M1U6?;V\3,Q*BHG9'&GXORF7 VE""VDH% A4<
#JH#/>B1D0ET;M3O57#YBQ;K|+"9B@.VI3: ^->5RJ@APN|=G'6D;E%\$Q:H
M'B,|+I#N^XC2/G=0V+,SD-&%9)Y;7\$NB|=F9H<\Z*#A:/?N/;&HZ\$FJT7ZK!RKL>^_
"1>@FCJ MNH";8/%P,G2"PH@TG^VNP^H0&SXT_B0,R6NK5I@) CO%7J3549QO*F
M1H4U/'HW8 @FJX*?
-0=3:E@Z/1&LW87Q9A2K6K(X"Q'Z+UTC"9GNRN9HI!EICJ^\$PQ/D"IO!"_JH.D\$/FC
MX/+&6|S,|KX|EY'SGRZIVZ31|Y?;S=+S1BXP5/LB1^CD%S=|JFAG0.R+\$
M|"!_72T1=#W&J!*F_CA->QY4\$|=3)O<^8A;-6:@VR3-^^H!Y^
M#2JMF<#^OV;_+L+3D:7R*"N>EN<|)3+P)%3 E>AM5P^@O*!OPY;,"3&S
MD%IO"4Y2L>|=>AL*C4^YY-BD31AL_-V^2&Y3+1&;17|1,X2+IHDQ?K&""(E-8
M3XS76R+R.YXP/Q9!IX=>E6|(H+GMTP|JNM0X%,8!^8!D6< OWIKV1L0\BTF= M+:9J-
9W(H)*Q!Y?LOB!M,=G,G*.SPY52|7E%,4|WHJQG=%*(>"^?P&2-?|Y<
M(+/^U+W89JZ:FYN9F6*DF|D;-2>R'%&N#KEQ8X^+GD MT,F36)9H;>M|3;UXQ%?"
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S;TH*<%0QR(KOUL/_UD=*U_A0LV= M%"/!6N+\$L:\$'-
;#Z7S'DLM5-;H\IB>YTX7^2C22V>G\$_.T/46Y-X, MT?""|H,?RHY>I!WS+QAL9K8A;=
/|\$2M|?OK0B=D?I;I?-2C/#PDE(IQ\$4K MIJX!O(5RC.HT+T5VA6W4+G-?|3>9HD?
V0@NSUA7(+<&ZX7WW7|2|0Q-U%D07 MYV!|O5R.Z5-SY.BU\$K?;#&EJH0V-7NW'-
^KNG@2,QCL7YM;/X+-GHBR-4?
>>4>K_S22(/#SDO,80XD871&UKXN,Z9W|^M=*|78/>/T5'N;V1L_
MN==>F^,W|M02X+'4L73-N98FRKKU(|=V1MCUT-(U.R/6W)R;RU@7F!CD"O+
M3WD;))L,N*|=>98UK1#O/CWPKC4GTH?HQ0N*MW%,>UQY_*7&8TH08.O.O-
"Z\$XD)KE)&+5D#V|_
MQNU>R&QKNWO/3FDAHM>5H3WD_0QJXJE)&;0*#%=/A73PU1=FB7<8G\$^
MSDPF19K#)|3|OW&Y?8+P|3.=?M+&+E=",EBE;S;\$+G21P&"CA2/RF?KV,B0
M,*;BX*N|4-Q5-0 MU9!-\$'GVQP(K)AKUL!|@4? |3O.G|O\$<|R_(!LJ|Y%N6P-R-7? AU96D+
C MKF|FE.F4Y!!CT_+#+-/1'#|9Q(QV:D@I=1%YBU/+%A-X?0'2UVN^QCOFNZ2|.

M+1D|W,O>#*2H(?V1ZG8/&?"\$<[B&A6JS^B34|98X\$>|C0)H"5&!X&&:T3W
MI@^D8\$G%.: ""\$SSG0IWOW/CV>?Y\$0L9:|C4>LQM"UPLJN *O|I-3X4-U*<M?%#/
|.^(QR8|F\$V/=E>ZYX28J7.+&OG^;0 #60^T? WVLM5X2#YC>004WS.D
M.1;TP0W6WIO+2Q,JULW;|-MF5HV6V"@YUK:PY(GZSI).| M^5\$#QOI!:
().P6"?".MXP&E>=HBT*)Z;|H39:|ZZYFV5WH5D(V.|+M@NO MZCBW7RIPS
G4UO+5|1>&&"76VK6;DNV,'|'V1AZTE>^*8X_/N\$@|3UOL*DH M_:B;TCWA\$S50?
B_@+K<,BK 2&9R99%0=IC>)B 8% ^TS?&2K!&X7A<.:LT=U: M5G-+AV5^,-
_*P("LYJ;)A1(X0;|I^K 56#|>K"L@CN|SO-?G J:>%OB%I#| MS|P*R)|S!
|5CU8R|B;N|, ""Y|Z=)!OM-L^VZ49>*6WE#=F9/F2BW|EG,DK M)*&08-O_ ^4O|)%\$-
_3:@9%YSQYM.:8;HG!JMQCT#*,D'26;P
M*|ZAI9:Q\$3WA9#20\$:\$S24"Y"UM+8009)&F_MQ#+G:8;7W>Q|+5')| ^.:?<9 MI
/6VARY&L_:(LP>_>F9/RY IH^=TL|A5"W@V(KML
M_@#8C%N^4/0\$7|_TQ5NQ3MPEFJ21XA5N?*KP^>9|U16&&|6>6P@D#+2D%K=O
MI21#3KX X,VE@-^+GO(VA|9(7K4>X|_|+PT2JNK\$3DC8+0|P9|:OK*--99JH9!>0 M?
_LF|H"K%C/B+'IVT-@8A|N>|E54*X-|LS<_PQ8*V4%WCW&:\$5_2:7'"@^.#8Z#9+V)/X(S
8V.OAVE;:G96=83F/S|VYER| MU04.7U>)|HZGKTOVOZ7+!UP)-
%K=EHSN*: @Z:M;F'G@HIX+,#<^ -D+7,7/S M;:%-6F"D: WK|D
8@S^ZG#XTZ5<3P<+|)#*.5.D:\$J?-V%(O'>\$BDM9|Y;J,K
M)6'SP2F'_L@73\$RQTJZ2/^>SGOR3*O+7|>(N,!J)FN2U/Z6.OYD_P_.9@
MTB>^,&@KSHV=>HGZ87JLR32;100M230Q9P_M3U%#^|KTE_RKE91MEIC"*Z#3
M9FM#2PQ&Y84W?Y^T+<#|>&@|.&^!*=NZZNMYG|29V\$|VDHRC-F|8F=PFYV(
MU%/9^|F\$6*%?/="Q6/8G @KD_ |M<_7DN""Y7U5QRPDQ:#I25F/^H(E|X@,\$ MM
)&&JE%IM-Z=O*B&!.?V#0)VLUOSO3CH@D^6X@|IGCO M^8Z<,5|?
2#SG%^:S>EJHJVZ"862/:'M T):S;M>R7_ QY'MM(|?FZ8NRKZR M68O-00R
T*IE=LWVQ!W2-<=(SU:)?>SJ7^F&73,UHBFV8K#R-(%GJ45^Z"@) M+)-
|=JSA@RPX2;QMIBX;W,>76KDU*D|!%5^ZJOP00"|6K&DFT8)539-1&:|
MBL^GOL!US1X!-&PUDP5C%;TU|^=_UARR&BC N)F%L<8|9'#DCM4!<\$3@0H06
M"S6?ZM"%U\$|!*"W>JIT>R Z!0Q0Y-4=I/FA^\$=237NR|R7K5X'RAA)WIH6:H
MYD|6)9R4:~K=4UD(|*,|MF5J|=(9-V'75|1Z#W9>8TD1N+L2G?~7Y8'4=AI
M5ZQ8O%EU?J|97@|H&QB;A(>KD|V|O9^'|W7>M,A5(D>*B\$,G'|&'/(Z|QM
M<+3NL:?:&M8=P2\$(KN_X SK+:TK5_5BR\$X%|DQ*/DUU6+|H1=|K(|_|.|I(9!
MCLIE!#QG7+|EW9U0#2S7J5\$7P0 UIVUXX;Y-<=CWE*,R2;&|+04 M77NUO'*D
E40PC^W#^)|KWMDF3O+ICZEN^NM|XY:/ S8IG@K1_J M#XJ?H1>/ MJWB96|/BJ?
V0Q&EG?-N)A:<|@<R>.5W^IL6!0XJ:V9V EPR6&/+Q/71>;V MOT/U;#^KIWIST3_7QSC>
<%#-Y|HD,S-FX<81I_.07I06^M:PN/I-)AI+|.G0 M&D-U0FD!:-QGY|+Y+&*,%U6QE^)|H,M-
ENBA#'=E/|*5|5O:Y-7'BNF&Y7.0 MOSTS..8V'-5(X_B, M\$"3E5+K '17'?
Z4^HZ|H79V91Q'K"-DZV4Q3> B/5'+OV4IB%@|=X6Q3'17T
MT1!B6|68T7N:FD87*AO;#N\$|^ZQ"7-;S"IW?UID+V.2P|&L2H@)'*^Y*IH7
M1DLBX49!A|FT(.?*RL5\$JKD-A\$-D+)IF0I1?.^(F/SS2TRP_M-
\$Z@SO8KG|B2=E+TU&1H3 T2=|^@YZ/!2@G'"|DWA)_I:S2PBT-I=V FPI"O M?
&'M@^I='F6EW1N+3X\$:&5KY9U;EGH/YBOR@|3;BA"
MY#9ISDZV9X5WJ"K|^#G/>6#6Z^(PAX2+,MM52BHC|PB_4C2@,G9;&|8VE)
MNZ4)MO= '9'T9B"">*F?-ER>6+VY"='O@*=HF8?QDV^%I**< MGY!TFKN\$/Y8?
L|JQA935,K|2#WTCZW9P0B>9_HMB,BGH+7=RSLEJ#K)>?1YQ
MAJW|ON%73HWP%\$>'7B86/RNV"=403M24& HPI |R5E"3A5 O|:%+X2V+FAZH M-
RWD,KV&JUC&?*|RDC*^W?OH|D51|U|V|_|-51!^NSKGC7/'"%F;:AQ?/5N7
MV0QBDSRR+'M P_2I%:~J|+C+O@'T'12"Q*|KSP&L7L(4 3*+.L|=3OP#Z^C MO@|%08(-
C+)>ECO|8*F6/;\$N#CH16CIA-Y0K?=- M&OC<:9;.'CU)/S?K+-
*FPX>8*H)GL;V|(SU1S%A#T;R:A\$'0+7V1%YBT,((
MXRL39*.F^(A#8E\$F,;!KC"8.FA|P64(|22+WBN|(O)\$JCAKN|>K4_7*%HX\$|
MH^/'N|8^=SX*AKJ0?8EC!3R?BQN78U%XA&AV4\$GF?E!J@UMW'(_.:!#O MLM|!;
|HNTCZQA:;L'A^23#95FEL%#A7:*>9D><:CLC RIZ^0B4JS&.7E_7\$:
MXC7|261I7\$<^2PR@|VAVK&@N()IVEVIV%XOF^'?42IUV'+DV;NT)P&2G|9?%
M698QHGXG6LVG)OJ4U\$|BRO\$GNU%? M.:T<=DBS(2O@|L!7_QA-R?^&&-SVD'>
M!E#JY,36)V26\$6PAYL,W|\$E>W2-!NC0VD)2GLL|BU8NNR/?VEFR*|S:=61=3 MKYE:TI>
|O_3.SS M_>"/A3^|D=^|4,Y*%Y?I5^AR|>6V|6"\$PCV7R63'8KB6S'">BUH=1" 7W|J
M7C2F.W,936?QB)>=I|JFZF/|=QPA;^60_.|I30|-9PW-4% SSY/,7 %SK-7
MAHNYOPJ04@'HRP7S#2U2Y>I M.L;|P4Q2,W?0BCE"|Y"X)W"@Z4MB/GMO\$G,\$3

+&"K%8>X0;X(8WA3J;J& M;.! %C%PUO=-F
+7R2W2N*;^58GN.I1BX|MIV;W(3@K|H|J3.64,&' [!*Y084DHH?MS MR-78B5)NC.5-
I=Y7|T|622S|(>)\$^A8K4Z8T8\$ _TYV M^K";,="F49)(RR F&:">-X0?
ORO0|2P@B+\$'^HTE"^@?WMFAI-B?*EW"^.I# MN:RF7|K(3O>YN|-R*.)B1((10|
|:F".D7-?Q|S5U#:>1/K:6+H#,7S+03.* M?/FAL"D|)|+3"%&:>1F|J*J8:#-
|C.'>R|4IM6(H=B0>8+|H6>E5Q5G(%VQ0 MOT-#QV VX(K>>\$ZEB9M*APC;
T'XY%@/:X@J;|/:%G|R"\$ [?OYN!A9.+9-2I6 M3|6CQ5JS)SI;SR-N&UL\?:0QSQ1>E|FD75-
_V49GBVC@|=LKP5%HE#'+\$-AC1ZH,4@>2W5J8GD|WBRU\$/O& M-%L+CG!-IN.-HU-
6>M41M|:L)Y7X W R5'UG|,=_A!YOL_Q4U2@\$ M.?Q>##O*P4+F^-XMA"P|6Q?
WN(P(JSQ8TKO5I*I(E@&U(T\$
(L5B+DQ5:62LW)E_N0+UEYAGZ| ^QM,,>6K>1@|),L7%YL(9D
M&::O@SR7G08|09^LFAPLEOO4#2P|YH,>\$|3R@2*2FU+ ^|9":Y7VVX\$:<>R#
MG|)K5DFVGY|3|=-BNUS;S-L)*8YH,S?7?H+ ^QO|HZK|H72ME^, _MZ&@DB1B#
MU.Z/B9C^J^'|%'T%J>WR-ED_B|A|;LWC3V|;2| "58^NBT(AJP)Y>.TV>"SI@S
M\$>Q6V\$#&UDF3Q_C|LAL=RDE\$+=?YSITP2?"@OG^EK%T;: ^"SZAU.EOI |L-
SDJ_|UL_B6.L MRC:I(U? =P9(_CQTB3K+P,D5_ ^.! "K+PK6 X;J8.9C/8;@LTI D9|1M@1P?Y4
MQ4%54^Z% Z%TZ"G1)#K! =&XA|L.G+(TPR%#X7QGUG
MOJ3V/7XDVP.OX1,>VXGIW((V|NR580X M01MW;=Q= P0G-.ZNP1L|/BX=- !/\$SQ @
)F7S_G?^N67?F8>;.PWFN,J=. MK3J|ZM3>O*KW&.59YKD\1%\5H7|+O?
TFQ!MSIB:WS+Z2X90 _SW4|NGA6FMY4 M#-
)>|C1U|W%|4GKM7L;P,F/^P.&^X8":5#.BNK'L#IX^|)*@",\S?5O9GS#YT
M)WS% _RK&231/.'W1;0^?O'/?/ Y)NU^P3A-B(I(J;| |=W55>F"N1|UY8S| M-TTT|UYYRE=
<,GZW3R'8 @.;D.IN(CD%%6#PJ"!);|YALN8;FZCG5?VHH35| M |&EX3O<" +J>\$:LN?
4+=/?7:RZ+/2;3+>RF7IEV MXR:1+|YX|=44|W9TI D_J4 WYXRO?
W#^>'(O1^ND_Y*DB8XHEEK_ =|^J)T3R('DA|G4*N9)F7'V>|F?9!4 MB.;@;6IVAKOWHI
_6Y1W-|_MI1J*R_!0(V_ ;O|=ZN@Z*I=(RP3APA+K1D! =SQ M-43,|)D"T0OE)#KF^_
&!0,U,#H<9%H/9GB_S9DWJQ+1ZV7VM>SLX+\$X|D#G M;_M,0|6|'@\$R#Q64J-
F|*BB_RPT:@ "^;F(PL@5!-;!PZ1LS1"0(3O1(B?KM\ M'Q|9@?C3=3E
M=2Y,M"B\$H\$+FJ("G4XRSC.E.S//R|!?\XC/*N_FF>Q'R4;|:-^YSM+U_Z|5=9F
MIB*>\$|V|ZFGS#^?WE5L.B\$T;K*T|/X8O'5W3.J9=E,>WBKTZ D6_|T9|)70B3KZ-4T.-U!?
R5QH M\$G%W@))|3-|Y;:_FY%|Y= %**FBO3J"Q+7A>E5">Y;:9X;:Z@57Q%Q#=".)E M2L
UU"ND/' +:U#J<9O?(5|8;)OZ:.*_-<|ZG^VJ716B|J^VKVS2-G\$P,3TY3<<6H2B*|I#M5=
M=P-VZ LS:>OKRB")>RTT(XC7O5QW |N^LS'\$V<'?<-,Q2#,6:/4. GPDS3.
|X|=W=VM'Q9ZDXDU|DRM=%TEGY< M9C0_VKT|;&MRQ^91AR_ :F./U*)
'|:L>+U,CD6|22H9EQ.AZ-L|)P)S-D0 MK<7=,GXT|H-! ?CV56&:-
D|H|L;XZN">|JA'Y%ZGDK1<=(Y\$1V^JL,,6Q>+O5UDE+-0VS0RT MQ%-
%SYLJYE1JE6*9IJ.R-^Y*=- (!'O=.*V4R)6'F#3LL&9^_F-_5=Y-6N>.2 MPK2)/0KJ2N?
G*=-^B+K&HN+?FUCC@*XC">EK*=_ MHI;TK8I*1O+*0\$"+|ZVA5^7H)-X-
J%VN:S+I3'PC%|'" FS9#_<8(_0PQ3K. M_1!:P>5-
GL!>_NZ_|3MCNYQ3|\$PT(!VHX+ #F^IB|S-7\$A4AD0J/X; ^<:F3H, M.J>
|4PKR.X&^CVK6.G8CC6BNO*2)UOU""^;H&WUG?9PT'AB|;MG;TQI-2|6|C M7)-(2*!
| "A3F4%6N^VL&28E;,,?EE'7%>DY%VP M!6|W;QOD?H% ^%G&44P@*
M<@F2=%R+JGWSY> ^-B\$H7ISL>'NE^HW|(LNXXKC5|J0F+@3A, ^IGI 4-5N(!SO
MQ(INAMVE%\$-_)\$\$QF8RMDL.)W|S,\$*/R?*_4-)S2|9AQ:X<@|#X'#4V=-) M%=X_-)
)EMHQ7*LO1'M6O_K|MK>UK:#8"^ Q\$?.OB!/2!3L_@K M%GYI\$J79+NO@?^B;@8|25/T
HK1,5U;8|UD)8|OD=19(OC4GF,EIG:T-KSV M^E>:S)?UI1/USI42GKZ51|J/-
A*M+VK'A&|I|E?2J1K1:(MX0|)J7@\$@H(2|!GPKB4^YN451Y@=S6&,I4&ZB@ |-%4Q
%DH+EZ#&=#T|F_ BV:0#L14 M.?W|?YX"Y*JYW=OP;?
&NAGEZ0N|U50:Y00<=RB\$W6NV+/F"ISKRYEEQT)27ICTBO:+|I9MF'I^\$1Q@-F| "5D1GI
YZ8@4TB MIRTN=D|XRO! ?M<, =+A,@C8&T1!1D@YR_,.O"F0@-:XM9D>N8YPCVT=?
TVZ4 MJ(%WDBC/(C##1|J|DJD:3S>FT-6A"O96KW;CP-B,\$RELNJY&O_-VS<8RZ4
MD|1,E&*TY>HCP#GPH; ^=-?VE'Z+ (F9P)7RTU;|DTXX8(:D2#|XJ|1#R@;4;
MA%""F5&CEJ^RR@C7%&_D-"=V@B)<|V<|=YXJ'7=^P/>R%8KWK^G0>%!S|O
M:Y,>7W*!=3TOU5;Y7*T30E|/>PNI"+ ^%N@!L7*|Q/C |\$; ^5U*SU4:CFK;#A
ME4YAC&BQBH9L8M%#5+|I*5>\$H?-/0"";DS|H0%-C;G,N41I*-&F=4|G,GV9;
MR6/8%V4?SOH|GD2H(|29X_YWSQ6"CCZZ>S0TYN<|J9L#-Y)
U4&U3P|Z<9.8'@CKJN>I%895/CZ7SPUEX+Z8LMS5
M_!KM9*RTL\$Q;QW|F'D|SA6<7C|2>;=FU,.,RM\$|57X;,: ^|L:H_ .56Z^X\$T;!88-V.4EP.

<4=Z MEV7 "H1YQ29FVD2RS0%%ET-WO)/!<^%:/ M 1HAXE?D#1Y2%?6,6_T;AV^
08;94V>8E82L%6P+7>":5K?B%HT@#PH?|? MS-
39%U|^=7Y+%Z,;+^SZ73AQI_'^VO+%M9%/>.UCL%'S^X=5"I/<2F%G5NR M/+<:E/5U?
M#.Y3.TZ7'ATASU=IW;88;| 6/K,IS^S*WIZ*8%|JXJ|M=HD|AO|I#,"WT_=G
MTBP^%>KHT,#2UJ'E<(B%(,0()Y6 EC8IW+Y/K^>*MG=H!??QM8%/QPZS47V.D|
<8A\OX%%731%&7Z44
M5F7J)*F&F/3\V8PGT1)^|6MKPO\|@9D|,%EB|Y>|Y<7'(9|O"^\!2H3E/V)_O!
MJ:8'AR(T@!LD5>NJ=G&-'%Z8)KW&_0"EG&E|C0:XYLROY"? MSEY'*NIV%:I M_--P:
|E:A UW:6 =V\8YI|4AHQ0_SM76^:X+T|4R)3|I?;2M8;S'%0W;U&:(
M+Z%)QMB_:=ZQ_Q(8N3SUA6WE+N@ISCE@%R!%L9G69A,FW'(0'N"NDBWHR|7AV\$F
M#LI^)(^64F:%04(Z#^Z|UB|BOMVUTBF0I@G(^4Q,G)U+4F/GTY,,"S-7D?+5 M^G9L-
G/!;^D#HAWT^ ^NO MOX D79K0(|+|GV6<(G|G@2I2|S|WV&?
-22DT8J>OU1|;^DGEAU(|_ ^S=L'I ML;=5R^ZD>;Y*^3Q =!YJ_NDA2&|I:7R9L@X6.
+M)T|I=K14SRE)9%9|797|M"Y!_-SF_H&V7T\$U#|:&R5;"Q(+1H8*DM MYC&?|XR|_
TEM?=M"Y+|3==|>HFI;^)^5LE.W,VPMD"5IM4<(I9+LX"X.X?*
M4|!N@B%M+5_AK,3A5B'^WCP18K#4AM4M-#2CL3U@'_J:B7PJ*!<0T+V-
\$)VDB7QN0J|!|K*W_03^" #9=R(|LLS5H|ZVPO>>\$ XD)D_*N4
M!K,5M|;ZAK:&='|GC|4EF>6)J&_0"J6H|Y=_&U3/5FWP+"1C':\Z/A,C1Q
MUH@),1@L/.+@83 M D83;|AK?#/_Z?N>.AZ%!
M=TK_'Z%;#4L>8TAJHY"1&D"3Y%C>70 O|;(D*#G|DZ3KW8_*S5RW M3UO@%5@N;O-
TFE,^/HC^KB>S2ARI@5KD,8|W4<|.71% QR-/7K/IV
|.I3_&:)>JG.-5W=6%CCDIQ6T9EFIC-7
M;A,UR"DP<6IP<=M@M5D,"ZI_.1\$ _3./Y(XOYFQ&M324AZ5W8+9ITB)676/.E,5 MMSTQ?
0TX(%M6>_SBS'PR#KF-'&3E D)%B"1..I4G2*:>D.'QOD@>7V: M=&G|+M0H-
>JZX"N|^'&4|NB^2\$RCSL56ELL>35BAL" AMP00BE-5!"G&|7|F M!>?Y Y?VH*H(?
Q+0A&E|7^S|F_S|3O2@U:|!|MBUA'SD"Q DBHKMS4,|N^B7N MC;(?9+MA_>?
O6EQS@IG<3V+W%-O>\$R=GP0T|\$TEEM^)^S9TNG|XB8@AFKE|RB M=JQVG0E?
YX:C|BPG<9,|7^@O_|RD#)|@*H+OF;<8&EM'-_.^VB;:1F"/?X- MY 56Z#^7Y=4BV-Y0S?
7)AAK:0K=|Y0|*8|>:)&|@#_YHB;0|UGV.5*|*^/VWT>3RX6<=&*MV1K@,ULR@5L>'YK4O
MF@_C(N)7|5^9V@PY|WXV%@WT1)\$H-##+E|DL'!!3P1&?-V\$TPN@S+|L7?(A M|
(69:8+5F0@ IQ@M@,|@CX|!&5_LS "F^X|!7F"F1":ZF'Y)#H3'#5)5#) 1 M:%P8<)+_#^6!
G;N<1="M|VP.JZF+BG?@K|L9O@TN2,4+; M4&+^ K|NE_+B=1XWM;S|YWBXHR?
T%J|GZ4=7UK=/RXJQA7S|!9TW:CX_N& MR%Z0,P;30WPE? M!#-MD?|0M;?;RSC'TR
MRY|5LSQ;"|CD)*O,D+3&I\$)/|VF#F#EZ&K7> M&= UZ|G|,"\$IZ^KO5J|A-:I(%^-
-?;YV/9J4N8O0#+5F\$HB"XRU;5 M3@&#*!AIE'-
S_2TOZ,J8.K39J|H_X623|R,ZS""B^49B>P|G|;Q<',#P|Y'NVIH7NH_2T8YT"XS-'BBS"VID,
<.WD89Z(RL,"#2T3+;2,4?/ #JER MGY|Z//QFO 400D.2K3-Z9|Z8%ST|.#WOQ@J&_L|?
B*AB3D>-P9R|C\$|T)HHN MTL-,S\$@_J'3"O'D@|O|*+ 8YIVSRCC;M%)|3(K
"|ZAU1SK)N^*0+T+A MJBZA5.C|IT6WA;ZX6DB@O4|G%QIG6QO**;%W0|*
(SXP2WNJM+-DQ9_^|=;6Z&/F_TZU0D;TBFR3+_R1GYA-%V1\$E;#>OV&%DI)1?<@4|/T
MJP-Q^&G8WGM1^B/UU.L8W@DZ%9Y"A3&/P5.J@/0'-0|_JG>O&_QH(ZO5R|_B
MTDU%9PY|#7=W|Z0,PEE8|I7AB2UQ%4,J0N'-ZJ1\$V4T#4F@WH@',\$\$F<^=;K
MU9KFUJ#0036',2S9F&^5:5/+43?:A%-AC5N#+JAQUL+"ZFR^)^BH MMW|'|91
RU@A6)\$-+;W7C/L?;,*X::F)8KB%YR'5+;,(%1F*J003AR(B6.'UC M\$
VX_RK)K7D(CC|7\$^36.(FB.MNR/NV>\$-|:RL7W*RWBX5\$D-#((O^5'>ST) M2&0AUJC(
F.;&5+;J_J@UR4!+ #)7J|S&26|HSAV^UZV4|L=5/1N,F|?#F_ZU MFO326!M2IK?
282K(+.RGW="_-/Q+84S9\$|,LD^6Y|I&W'WZ-#_J|BES14FW@9 MX&LOFY_0,W6G>&Q5;!
|R|NH#VJW.BET2!0&IC;&>-PW1Q3R8VJ-M4':Q(+X MN2%)#3_BK2BDC)J*
>YYX9.O,A6|GJ"@GKRO)N|<|Y'8E_G|9.)7D@W/?_8 M_TSF|.U=PO5F'H_Q|N:
(|&3^B|1%@4(%..3Y(:8;G";:2BZX;@>D#_X-!Q|* M4\$>>B@?
LF'15B!=|,3'G|40;K=A|8RO>;J4|(:Y'A"SOJ\$C\$(L7CN', S*2 M_7M?
P.IA|\$@#^9ZUJEM|QX\$;F0OG6_PU_|3+02:~B(GW&^|4;:&+\$9U^MK MR8!0P_
#%RHJ.3\$9KV5A1#K)(=NB<,^LL"KO)4-/,&W3_OVB^UZ|;:C!8
M6"2CV&SSJ^_VS|8;_D)#I,7 @TGU^*Q*L'|2CLD0HE4AU);B12%;\$1|'G>8
M|R)9B7WZ!&N0|"-;S%EEA|H|X86-*7U#RT<72\$9C<_Y/O;:F@LE\$HN;W>1D &B:BEJ.O
M/BMG5;T8>/?|C'S=XDI/42J_-G ^*86|H;U6#D&_8&|V5%T-C5H+Q+|FI
MY@BGD_M7<|@-H.3PQDF9'E"0RX=G5L%-YU|YF_'E|EMYY9NO;'ZT_7@TDB'
MK&6|VT\$"'FQ?CDTWP5\$0+,+VXT_?(680=PE9;)|LFFE#YW8CL_-!-7|'6Z%

M<<5JPQ"C2D=,2?S[73T"!?"Z/J<(VM^CYEJL|>SI>OC%.G,799-I)-IR:&A
MGK(N*5D5(@W|12/=^M.GDY9=;>E^"Z
!NL0 M:;!U_=B9XN5)FZZUF^Y?:DH@NL+6&_MXMVUT|U""6ZV/X!?!G=,YM6G7S?E+N
MA>XYQ_2\5,*9.NR8: ^%7HCKN?/7;L|RE987&j*_ =MZ<7K!?!Q-JE6@P#|;3.B
ME|8PH&H*?J;1&'?*VA0;A 37X%*Y1L7-A?7R>YTN5:00)HGZV:796LUR\$1\1
MST232WL?*LMPTCD=/7XU6RQK,1>:>7D97RE0MVN GD^|?VQRXR299R()J@Y)
M5G8^G,D@3Q;%BU#6LBPd\$)|78\I;JW0X+5YTW;U!&%WPLA3*<93G#+KF_RX#
M6'|ZTBABV/I"CX&+,-,+8Z(O)=_*T^3|1F4N'-*T+.V6+E=EA,-Y|"E5?P#@
M:3APBL87^Z2*3E*|BGG:M1@!"O:GZFL7FF7L3NUM>6'^2<*E^B"?@X|Z|ZW
M<>R,FBRs=V&N5!G*=&;ZE579'8W\5ARU1F\$77W)^Z@D/IA_+FIDZS+"CJF Y
M(>W.+V75U/BYW:\$| ^ _R;JRA72BJGHTSTLHUI+-&;K8N*X>583C5\LOVV*.5=//D:9
;-F0HCMKY:SA8U^G5+%A8JJ_-H|&ZKQ!%N'Z|(95W2*<M0##00TW S0XL&2?L7|:5'-#
(RUN1%*C2:20UQEH:@.D4_BMPUGU!WOL>+X+,EX)3+73W-"O_(-";7|E9|=EZ|2!-
M8S<\$>E|U(WU7-E9_V34P#1 \$H7EY""OE&/#*?:A""%^4INJM^V7,D+S><65Y
MG8|"EJGUR:W4_ =!K+*11Q=(-XGE?&11O'B0EA:"\$#2<&ZQ+\$1LGK5+!HAE
MMK=%2:9N4Z9^#44%OPKHE@|:YNC(M#6PH|(SB|H06ENJ@<4*3S(OKY:&
M(/QM82%_?SH1_HRCRO&(QD(A3*#@&U#ILU720&9VJL(45+K|;:1.MQH07+Y
MYT>NZ\$.F;P2H2A*4V1TL=A59;HWD%*_A_1G'>X\$_-OAQL4.HL86?4@0
M"O>_E|Z|;|1_..IL7FG\$/SSI-6YY0Y5\HGI%|(VS12!;^76M96G_\$|H2K;GM# M/<"/E-
Q#>:%V2S(="|@CZKEY=4,B7KX'OWQ4*T5ZXKSZ4GC&_1|C6#
IB:IA=M^H|CXF'.JAO')CJG)-K|.CHKU
M2RZ\$":4>MCVJ|KO384!#/G&*TU)/WKMX^A/G25Z=[>V7W!T&8..MN\LT:\$)
MFL|RW3@007"S%S-, "2>AV (EG-/G1+:TVL !/Z;XJ&P+SW\@VM#_OS|>Z1EH M3/?
R;7V=A08!BQ_.*XL UN<%G_X>!S=1M?^QV',C*#BWKOTMS?YLK)V.E4_ M!D6*
H*\$|;>Y_P):<9;?HI^:8=16 PIF@J_G>J?@5\BE|QXVG@@*3Q-LM;8
MZMS(>Q));X;JPMN* @C8VSL,*0"5:@ZN14JWUZ&/7@AQ%\$9M_H"/='>CI-Q5-GB|K1
0=7 M3/LQ-V0|O(6UW^;4BG?8PNLPE_/+85U>-Y30Q;@P%WH|: ^ =7G0\$F-O%P5J
MT;,> C@ "7'Z"VEEN\$)R'M'Z>,7UIO>1M>%6&9QNBS4>HDO*[PEZ.<| M7-'FV3I2A-D'&?
+AD=2PQ6/P4WHDOOR\$V^7L<1W3^|=LOE0.CND0PYKZ* @S. M/I=7?QDUV/P^/;-
QNDQCVL77U \G46,1D>.VTXS|/F'5W))%^;-K.S^L"B, M_(LH.1VX4
5;U.50)#2&JW* @JM0B|(A1_ '2!+D+NT95.O"5:0\NC"P'|(MK\$D1V9_1FM^1R=,!1B5S
MR|G0%;%F)5NX_V\$TCAB_H6?:U97&?@GC.W2)F(PB|^/|H%NRK=2.+P_KH=
M4@!VG_8J>.K^XP@+5.C+.2B||\$%R3D(L&8UI>9>CDKTR\N&\$"+>42)Y&Z+,V MYPS:A-
8|VV7'3N%F8(AXPV>B|2#)#06|QL&JF=HL5M1W7|Z=7FMT0DMMK8JL MX?
Z^\$RJD*!=*,98*,, \$C,80G-GW7MT3|?L>J85_RFUF?2N2PM>|55G238IG# M5KK\F-
#EST:7D|9Y=YA^JZF*00M_OG-RG+ST)!;XL;/>W+.,F%IH7VXYE?C M64B3, %3
WZ3W,F/,VSFE9U7(|H>T'LR^%CKK|A|0_IY@+|GN=WOF%;L9:Q
M%C*J;:%^|5*7E|*R|H>#X'(2H?=>KU^IM,D_UBD3=GI6ZDFW&-EPR12W@SH6N;
M^NF:15PDQ>Q4QXE-/VOA= _>\$7C7'#3|>QH+IB-&|^QLPW%,HBF4(J?IL
ZWC9;*,|TKN"QA@"-*?JFWD.D_NMK_KFWF,SS9IF3Q0
M\$Y5'V|=,RD8;PWR|>53SDB@:A:/&%J KJO18?..P',X;>'9&E|@NML@
MNX2UFS++05LC>!%<,%&B(B?/)= "K7HTOO?G@RSZSE%W&JFR5EDZ((P@:>+30
M\$UT;%5NSDEA:VN+9=MBA|C01&J%|H1;5W>E<0(PFE_ ^7|= #7*;)IWX_4T8RV
M8|>ZF?K|XE3B8P22*W>AKUL;OJAWEG?...!W3;K!;)YE\$#BK+R#>Z:5Q!RKEY
M2,#6/H+(4>Z+U"Z^WGOK|Y.M/X7YLOM05OJYLVN8;Q<\$N>-|.)ID^(&|F+) M.:?
+E:KE*|T)5Y*+ _|_#D?,3(OBEV<<.06Q%? R|J5W*R\$!|0K3<|F\$NDU/E
M|SWQT:3#E<3DV8!^G46FS(=W?%OX^<01^6@9&ESQN:*Y&GWE+6IFX/B"USD0
M+ #N\$4,P<)>AK;U|SR0M+E=(Y2?/P=;VVA_5
MJ8QQ%DFS5G@;WOU<\$U+M^*.">1MO/,N(*?G=H@0@%I|/_%&R>E- |BI6TUD
M>,L(0^ZFKH|# " =P2LPKXDE?17U1@<<+|X7?_3CO'VD|KB|I>L_.JVM\$!_9 M<4@
^ (9>F'VJX|A:-VPZDCXCDDMU<\$Z^|W>*YX/ULVBUL@|.LYO_@.HR9|_WAW1|";
(%WH"P8R6* M;JB\$(%0, ?L+Z;+?|Y.YRJN=9MK^FXX/^T-
'G&JUWB#/6M,A0KI(F^!"XDM MDNG|FD&W|3/@RY_SL9A:&RDN|;JUP?
@,QJPBI2|IGE1IAF#VNYLNSIZ|)= M!(,O"&<:YK5/E-|KW;'TT#7|N\$AMEGZC
;M>CYQNC8I*>Z|VJG=3"LEKF_9J
M(JJREP|8M51W_E/|J6Z>@R'^)2T0"AN^>|&H:@%M2/N06;TSH|6|4%SP=JSMX;;R%OG;
|RQ+FF>-H|T/5GVC98.N|G#U4:KI3*

M2NB)3V#^>)7IA<'%;F=O5WB=_8Y8QRR=N:J8IZ@*:%7#|/L4-H9M_V59NJN
MF5+A'"BG(.=M(IZ_2W>S7?)I:8+|SI+IS0@R)5D+#V@N@2#|*9@^"NP:*RX
M:~%G3P^TL,I\$E1\$4YU0^LJZVGL0AZYQN#2Q/O7DD'V83)<'1&5DW-8>.-?PJKC
%Z2;WRYRI#,H M0E38L08'S|7I>\$>:K>U1|+YF--
E6YN_BG5Z^H7333^+1PWR5K/USV<"/JQZ*6\$9K|X3>-76?Z/N1/^'YEKHW
MF>0PSM\$0|!%&!UV|'R|3|?E:VARH@&J+.>/,O.(\$058F;,-1-0QHQ\)*V=%_ \$ MH|5/2Q?
X%Z60D:/T|Z_W+'|>"2 MA/+HJ|;K<'NU-H1AZ)2B+|H(AU2OK!4-O
G|PW'@00FBURKS||K|!#L(S MK7C#GV3C)G0(M F71T^Q5!-
PJ3Q+7EH&-36%W'5X*/YB|N0E(#0_D.TZ98M M|*)*<&:G4|_!\$DCI#2P:
|_,*+-0^,QBE^9|K)ZI1,6-2|9<4'95 MT=:C 3F9D|%+4+EC>LO|A%)@4|S>-
)&Y0!4KK@*BLI4EB"V()8EQNV%M&= M1B5P) FK1!Q=&N"J-H9\$(!S*?1?/!(I4F:9YA
2!ROT89+PI|/@&1;/7,M,#IA9/DSWUM\$X9S6@-LS|D,"&^|2!|Z-
M7'I>)8JM5.@06B^|!F|9WBF;7*16),=+1BK=S'U8A5>3|58#O,169%FF,@V7
MOD5@^VDA|NDWD"<>A6R,UY4Y=-3W1H:HLOA M,/=Z:%@+J@BN
Y7'GUW2E=VLJDQ#378C,V5N|"SP:YPZWM6K>DU.BFW+%8Y# C2HX.6B;
(L9I\$MYLC@3X(MH\$817R7+B /UE5OSG%T)Q"<20|K)N&@*.@?W9<;A7Z;
M<_*;=,IPRZ'|^%E5FE;B?Y<7,,Q"5DC|!HVRK,,3HX4"/U>LR+(&VB.!/
M|:6ZCJCRWFDN1_CA"F?L|3A*Z/??7*GJ|>^_Y^*;*N_!N^&1?LK|S9>B0
MI_C|!#%^>^KZC#(B3
63|LPM=7:B@ON3B0)>".LGC()WKS*A13=B4KT#;SAMG4>%2*;8LWAZFS|H=U=_J?
5Z0:NZ06Y|);#(M4|!#2,|&D3*|W(4C:TLU(#O,6EN
J|9*+NG3_TJM_WT*W8ZP*,!>A:%&.K%
MT<54T%WR\$!OAMT|. @X(HK\$(KU7@>|V2!9|W,)GW73DS;" +I+LL\$ \$!U7S+Y3,
MSI#31^V)-6TOY@6*"LF"?&|OCLI_J_LB1|H|(D.|*8<*V!:SNCDQ4'P8-RBG(|
|H^WPY\$37:/|D| MB1J;2#\$("&|I^V-(7W#2/AXGPA7\$L:W8YL|!6O3,&-,*8(|7+?
+T"TMML. M75|Z>U|_S|79TX..8=R(9DT1YCD_/|P2NV5TA+"L.)5=JN0"-WU,+&:3N#G
MN4DB/<J:R.\$41GT|EZ!Z<^D)6J2SM1>\$)6?JU M/V(W+XPBHI;@GC,+^9"_,
\$|8GC^7;X^|SDTGO MH| 7+8-^;O+A|3%/G^4!-Z?EB+7"8.3P-
*6X:/J\$Z%|SA^,5|AZ\$':Q3# M@Y02Z66M#S|CT|J6&Q)&0/+6M"2>SDD?
1|O+FE90DJ#J|,1|X| 6RGK;Z
M|V4W+@ULKLP:2"TK\$N#BN_8WF|5VG#@WA_71Q8,2\$B| \$2|D@W%PVMP4K:&Z5
M)P;=F.-JCN5_|ZN7"|?3?E|2G\$BG7\$ _\$|)#(YA3C_58MI&7KIU=_|>^^DOX/8+;=_"

#4E &/(Q=.TB2SUE &HY61HNSF%803K;=E6S M^3'>#?Z|?IYN
L3\$^(/X_0|E@3&)T_>9D|!Q(|ZDRDTE6L|U9+?R:)H1"@YH
MW1LT|J10*O"X:B|8KMB3T/0|2@:V+'&S;:/ M+FSH31GJKCIN@D?
|Q|C\$Z|V1BI6DSA*.|4PS386|2JECZK;(F2^1BJ=)5Z8! M>O.)5H|8>; Q%+?0?
JXSX&3H/GFP)R-' "2QI%9'&"H5YOE,W&CQ@|BITZ
M2EV2=M^EG31|J|A(*@7V+W&PCB%GY5;+&2FAPEJ>;BGZ|6EDBC3AGQ|,81
M|%(2^).2_V'R*IR6.TMN#|UJO5:|J=U3*(|>K!L%B|J|38Y|Q429IH)4;=H!|*+@;| +|+*4Y'
M*1|A%=U-|1\$-:*8*N&WUN-QO=^.!-A|7.WC)6L:PJM,/VHL;|2Q<+P-*P3U>
MAT.UB=,%R!9Q8LPLS?JR)\$'Z C=^%;A;7252A"%&7VL;:"!VG:6_0H
M0'JHGR1+)|Q.DXV"20&A;DTGM/'^W&GD!)R4"(H&_2.B|LY*C35|;#G,OK
M#03IP#8ZZAPY7|R(_N%N0!|EF*!7XYXK*H!3+7XN,C*'\$; QM?
S&65KGUUIJYS^9SUTSX?D'-V MO.L?KB%_*T"A(E|B,Z&/\$.PZ35&SW^"!09ZDP?T07|S?
6V&R/|7E|6'-;>WQ M9;#V2,K-0ZCX4-0M:@%+11M|" 'V+P0_B 51.^DP)+65
)S&R#%F;0U)L|S M=#2+G_29Z C- G= D5;|)PQNM*&&R,!""%5TE4A2V=>
|9|_8GX"M;V@!9PXTU
M.;|J|>B#6._C=#I.USSUMBMPP"N5MG,,:%_9^&H^341(:SO1M&X(VYU|
MXQE|GE9+9|RH2\$%O&G1;:T|'-W GN?_?//ZE|Q/_.2|EL_M;\$UK;6(|X+
M2NK%P"+P;"V3WCHW8|T3_5S|DY9PZE|P@K-A4@&@;H4/4LJ&08^KSB%L&JU9
MLQW+YPP9E;|*|.2R_X6&1,/2WK.Q%:' GAJYISH,88|OZT^6FH|3;ACTO* M/>^D.9\$JQ1,
|_UQ_R^,*9|C4F2.BZ*.IGSK/7"NLL&3H%QD_|!%GET4CP|B M(|FH!,"
;Y8RPC|:6&/U8)!;TP9ZC"HB|/7R||MG>SD423L|7W_PW|MD@;L65^)%>>|/6QQV*?
U!;W(R74TLV%|O@WY1@SJQY9#Z5JU8E_R+YLR)N-4 ME|'6@|*I.A)3)5&=T"H-
A13'IM;:H?7JG_Z"!+EL-A+|9|_|HJ;/UOF@)/ M9OG-
N#2|:5(XS%,ED=R|1(|;#>&ECI0XY,M!LA8.6KHS|N/_WG'T=0J.,K1% CZ)A:3)'GL7B(| M4=
|9W-'9#MU6U9WZ=)&*DC0N,?F|NC3|U9T#8M!) "O)7T#|Y208Q+_T%T2 MA9IA(C-

-6E#%PA?4QC:&)K=S* M8!/[^VVTR ^EXDN=N4%HVQ750&N:%?U(62_NN9?
+/7YZ^B092T@Y8-BFPV7"! M'7@KK9/G@->BR'@%S4:D*5/0\4M9);"C2=Z;NUL|V=
(EM(XPQ7FKYHJ&ZC! MDRV M6/[Y49V'VW%(@*<3TW,*#3()//
^"1%0(KVX(VNG%W;EL7+(TF@E;L:: M8# AD201T,Q276;-UN M< 26
:3DRQ.J0I%5EWYL_NA:<7SGF>/JXFJ1FDB1 M0*:C4BE?YZVM^I_+?,*_&_+4\$L#!0(
*LR35K0,V,@G1D(_0 1 M MSVSB2_WY5|S_P?%6WLU7G.\$XFF4DF
MV2WYE5&=:6DM9V;KOFQ!)!"1A0P\$:@+2M^>L/#X)O@B ECZ\$|SH>,3'0#W?@U
M@\$;C|>F03^00>X"4(8('YV^>GWD0>R3.'EYZ.OL^/1|'P|O+^ ^I=_S>/M_?
I/XZ/O2L\$P^"C=T\XS%>D)^|6|"&'|TO\$\$.*(D)_|GX!82R^D"L40NJ=
MD_4FA!'D":JDC|Z|5V>S;WC8XM|?X\$X(/3KW3C-=Q5%&.:QY.3Q|?\$5)@_@
MD=|O|)5/UG89SB(0Q2S-|?73Z^0_.8;Q/R4^D.7T)|8_Q!<"/M|%<.;M_!Q|?<
->_/Z|AM|7#KV>G<|!^?[%]?'US2VY_GOT^77_XL+Z9L7-5 MY"?FK^>:|P,S#X?"T2|1|?
OB)T>?+F|>O3D|_?7.|DW9\$B_/_@4(ORMCOST MPXE|18HT:0!+= SZKY;DX80G0?
MRT3'T78#62VI2BHP!!\$M.11|C2>?B&3|!^;X|=OCMZ>:<_<S|>4B.WB*K A
M9@7H&@B3EH6|?O|6-,P0KB&.K@A=7| %B\$.NOV|Q"-.\$"P>#(BP!=PDC8*-L
M'|HDJ:T=8\$QXH^M_.DBOFTVB%M|^H%_\$E;RD9(0WG--//&#MTI#.8+BY)SP
MIN7(0\G(-4SEZ/.,X+A)\$L|VF*H|ZQ:'BQ4)C_E)R?3LK\$U9OB!H|)_HO|
MO:&0<7:IUS7_D/G)&9>'X1^/9BS>0S<2;?=6WN7,UG(!0-5LB MF25FYRN EY"-
+2PB_K<5"0/NA%|^%J-HRX=1Y*.HBJ4%CO7&|_I@G|3N(>SE
MB_^3IP3PODM\$&)|KM_DR@IF?>)0,KXWC_K,8Q|/%|C06PU55('FNZ^"S)"N?
M>@',R_!D(0-B71%K:|7U=%98_K@;ED-K|(#MA"X!1K|+B4_|J=+&9HB1\$? M<
".1KY/8APAO)SRYN CJ#M0.HIV|\$Y?E|%+LA9-+9>YE^7NZ>P'-UH7D/M-
%K);PLT3LMH*-;AI@TU?4LBR\$>?+9B'|)C"4(P9?KMSL@4>;|HXR-P|
MG=V=RLZ3^0T@&2.6^'2"/%:DU7(!YD|_#J6:2:R.QM&.;:;TQ|^2F9= RH&5"X@10|HQ|
M=@-"1B|H\$N!O,=?W|D%,*;4_7?H|@<@/5<|99^*I7_8@C\$V%Z7G|9#&E|&1
MF(7.,6,Q#*X0|MA'(.SF_KH)=>2R/+':M-*"Q'3H*P83Y7C|07E8A,#V:P.MOYC_A/?
@28|2^0|6\$%5B#(K?DQD,-6^H^;_%?'R--RF-GL!(O 5@SA ?/C@ M+G9B|8\$"I@-
|.VYO*M&%-/M<&Q(%>.^E14@'710@+7RP@JL0^5_9#_M|?>+Q)Z|%Q#71E|Y3
MOL\$".L|H|N|6/UO@5HFYY.>|QS|G1#FT>K,90%F)>|2>7(X(+|+UH|+&\$4 MLEM
J|SGW%XG6J;|D2M@ +4CJ%<47FB<<08C)CL2|/)PPV?FO/* MY|+
<03^F%. 'E&6"H"?.=|K(PB6IT)V<2HG|U-O._/55^TG5G4R\$M@L<;?Rj\$
M)Z48|*.CW8QPA(X#%,9B#)R)RI1U?/GDAW' YSV4K,7AWUA5#._8<6|MMD4
MTAG/%#:8T+ZRM;"F2B J;TT%.;Q,\$\$|+XBVX*%Y.%L&EI?&X.)Z49|"K/4.;
MZUW!GKP6%E*-B76()@^8L^>Y0XM5|SQ67QE:AP1PX@(\$8N3^)Q%>OQS\$D?)
M@3B|E*D_+UX-2FL\$F5X.1\$|(&3P4B\$2B|'OZ&8Y M^1.UN=I-JB#=#DR+
(35Y,SUPL;*42S|O;2N&<;L\$X|!ZJB)0M9'!.;KN|<<2K
M_I;@8U_4=B@",S=XQ:PMCJF|LRCO# M4A:O*(R72)/T+EH>3PI4Z7Q2F08;Z|_R6N^B-
*19H%R)/I.;>|>|'C|HAXP M>W(+#"OQ1W*U_|R-|7PH|61SH&L'N/X|^*"N.#U|CGM=8|
M)C>160|JC#_J?#V=|3!(=IWE0191Y/..3VXT^AG>S;3&X(C> YH2&9|
MZJ|T&#\$\$6KS>&13P|)@N.JP&X7).5I7BR&"|KQ|L*&HM1|!K=Z0U8&RDM8#6
M&#=#KVLHVX-EW XV%|3VQ':H%F);+5@N#0\$>|V4K,>3FMJ|"T0KX:7FDYP#|JCN>
M|FO:UVJALD"Q\$CZJG/XKM1AN'UF>ZB|LVQ/F;5;RCOC?KF^EC)<=M;+
M@T^>^"R'=^=0#7&N@88 M=X?Q*X.+.+SFWA*[XITR)1O(W>)|R.M5Q)|PVHE|JL
+8+JP74QFULJBQ/%N8M M1.>=%.?)|KRTP,\$ |K;
81S3K7@L(#>&Q0Q+\$|HW&?.UEO()_M"@DNG|3/ MA@6)|JWP7?DM3;
8/LL7Z"4EFA8YAJ:_8YAT*:=T-\$W(%G7C!K*:D-O6 M2TL94.Z,-G>"TVI4SG
KRLTL%B@;=W;E4!.;>89OXJ8|/;>%61RA%GOENF+=MPF#5*5P^X+FE ???
=|S|/N|BDV,DZ3'O,XBY:\$VNNRV;!>;&0%VQ'/\$E M.T'N)64-F/=PXP A6|P%

ZS&LH_5LK?6W=C2T3S.Q!8K&>%GSW1Y#"|P?IL8@60=. M"|2-H;)VM|I?
1|S\$/^)|X#NX|.23PA|C3O;YB""QJ/-1FU%X8)_6VU6Q_IU MV7|PM5|JK4--(DHP/"DL3:=
<4TG!..@M_4HNE2>/>28RNHT@.|"ZPPB% GV
M::X83Y3#.YB3/6H>@GE7S3D+)|1Y6N1_W|HR@VTJZXEFWXFC<^S4IY#;|JZZ
MNNI=;)#|/9%6DA5ZT|GQ5>=^=_FEY|_<<4)C3Q<>4?:|JX>K_|FO@R*P.+
M^M8|QV+3|>G;X|?GKYZ8D\$F.16S)G+Q0QJ3;:.\$- M;YH;"ZWE.8%AO/27WB*
(9L)VET%FTTF(JF?5F|1IXY1_LUY&(&|^H-LNAH|G MT7_T0R-
|N|X."\$VO0!#|V?"DFL;SQGO<6-!_862>/Y2&6'.(E)B2DE:|08H5MO M"K H?
4.: "V+/(;\$RBMP8) [U7A&4;!4YR>+NG1A<\$%!|A->Q3B_@5XZ+T/3 ME.R"|\&.

<|H%PS.N:1806%3"3N*!\$=K 2-*;^BH-HR6%DJAL6NV\$+B@T\GW^MC8H-
!U<0B+L8BGH8TET07UXRT!!0YH+8M_"1Y/DSBJY04,+>A?
4RPEZ*6|>@Q"K"P#&V.>\$Z &*7<_E MQMB)QP4U+Y
XE4.H.!.D/8.B4D8*%U1H0S\$H'M<0:"% MQ@4UN&% <0%RQ=4L?
G5!5#4N)HMT98F;\$ET0W#PX9%O!;!V\$!BX75+V OA0G M\$3OI4!5? \$UPW?
G;B<\$%TI&LK9X7!|"EZ2C)?^G/HK4D|<%M<^XB-JF_HJ\$ M' \2P+#4_AJ371
^'0KU."@>)2"8Q6%4!4VW!1E1Y+JA;F8=T MFK0X/&IXS'F;J-^R0@QN39H!M#\$X(*)
(GQ3WU/5IK@@L^QR;GNP^B"PBW=6L.ZW=E< M4+9.WG)DK7GVU(O7!;6-
>KDL^/WYER!40GR^@NLOJDN-"2Z(+A-O/X O37 M4-SA7Y*I_- \$%0:
<4+O*;*2I;+>I371"J/(.?)>(A&PF9Y8\$MN?5H,@_1\$E1' MU+|,+BA>=G"FE,P3-
2;+|71RC9AX-V+B)R^JF=TC.VIG5?|;#*\$T0##@6G30 MN9;-
>64SI'K!ZY2BY<987,AKF*|T97)!4>/ZG=7Z;2=.%U3.O^.0VWJ"R@I:
MT+F@3@,"YH7IKDPN*-IL<'Q>UM-4#9PNJ-P@D6MEM1"XJ(AJ1E0'ILF-
AULV"SP5U|_/FIN&
M6|WY"O)D0COP9,011V"+|INI'!A5G\$;J6@@@'"=!'59@=X!6%:X_DO'414 M:7/UJB1/@',4:
<%5VH@&- &ZW8?8Z?O@Z=W!Z:6(J2)F&E=5NR;37 V.HBK M8|
(1^0+.4_UL"%U5|@NWWJ+LR,1G#T=^/IFJOYG:J.G@?%5\$TE^P3K'HL M)E4J(8R#?
*LO)NI:*576WO-VM2JEH.IZ@Y#W+NNWRKEF)-F+*=D&H9|^Y
WNO(FF^X:RGKTKF|,U4&>A MILA*)9B|2P:'4RM?-Z0P)2DM_!2&KJ102U;:Z^R?
>5^-/7)C:0ZUHN90+YW MS(^4)G/KG)/K|:1B,EJ7,A\$G6E-|<04:-
E/5B|=5>)=;+BHM=AZ(6:41S2KKH:3P/D:O1M!UL_=7T:&_%!*/!3!Z4Y'22_M\$Z|
M32\$2=;175?*MF>:N*&M6KIW#.74;-KEN,Z7NX5-T%N::?#>6'3;#1#J;O<): M?
6@/F0RVA=PY0#/)ZY)^ (I!S+L"*:/&ZC&|6?L^>3A7)?
5*5.RZGV%84LZ!S12#M4#8HT)SLBOWZ12X_5,OC0H(PEK2.:E0,G|3JU4CFB
MC7|:A=2|G7XO!*QHUG#,2WM'A(WZ|TS#^=JXDQYPK,5A-\$8+PA=R^+3.%D
M(R|RP\$OEH+95RJ|9.5<_F9LC)FEZ2IN^(MI6'UW9'=.?!_F;>L9.O\$ZIOED
M<4FI"*51<:|5SX6I74V|I4N9LCW6K6VB?T;UJV MNNG81-*JF7J4*7) L>JS"
85;XE=55;&4,^XMQ"(UWXA9JJ+2|M78|*KZ|F3 M: 5ISCDJ1QF:TYV+(-Q)9X8B&?
+BYG2;3;&K"?8&5N|4.)&X47H?:^Dj)|"4
M2SDX&LVY<((D72|W\$.S0+>|/@_2.M!L^;J|K5IH&%\$(:@#" \$4P7^;5&71A<
M;3*M2AZB4MG6C.)-MM6M&Y5T9X=%H+?:996OVU017@2G?"# \$|JC
M*AZT024X^=40Y3'1NSK(9CO"M/NCEBY3^)K37WJ-LMX!& DIEY+T;)N1)&UJ MJ
AH<*MO9|2O%J1|02=|@IKL\$ "U=|*K7NN7Y>+,+|@=)L-.H*L7:%P;S|AJ8 M-|: 0>,
|*,Y^RX@PENY/#,)|2->%ZG^!PGL:OO|Z(J9?4OP+IPS&6\$4BGL?4 M=RAQ-
W_KH&W|H\$6-VL;_V.L>S?5A;5%L;G>_H".L;< CE3_+DT|/1|WAW8P
M74MUHY,I;=.4>Z'NB=PX5G3\$; A=|:MW|Y/R?=E8G%?##/FR#O;GBQG+Z.V_M/V_-CH)
|H,&X27S*7F|@!O"4#I!:4YV5)_ :C7X7D N-/LIP"SO!370O'2++ M|9C|!:K|6A=B;Q#O?
J)DH^=7C\$J!#!OR%Y|WE3=0KS4-
V::C)MRZ|CL\$J%GTRK4JO3@=55<.6:F|V')=Z:NKOEW-)0*+9|SL:|JYNUJ5.L):X^_4)|VT
MBY-(E5T<6A*WD:|\$O+)|R*0D<*>C@R|4L4|\$S1X^:%*FGL)QM7*|22MW|YA)
MG|VJ|1LLKB%C|FF#)8<8_T=|B,FCAOJQ|A8>?;6A='96LCD%U=3J"L|LV_- MVW:-J|I
WVQ0LE2YG>\$ M-9&6?7*6FA\$RH/F=_&XCICL9W7
MYYZSZ'!.01C"X"S=.980LD)@:DIYN=IO)Z\$T=D_&^('PH9Z-|1UD\$%!_Q3VR M"@
0|(H+3IPN&LI2=GB7)A&S59S_412|>.6DB|VOV>)Y-|+J>MGZ08|KJ MA->
|D+;|OM|>^;A=1?N|AK:I I^Q%>KM_9R#|!6-<'BV-6NJ2K_K3B8*LZ>B6A"LYIE
ML@."L|XYMZ |!"U&V?1/NM(754T|7WTD8VTL56HSH*%T/KJ)/83'%U7A&
M55CEHC0KDZ8|VU4HA_-):9"Y3KRHC|:E^QJ>RE?);NB>S+5B04SW>KJ746 M?
K\$C=E79FG.<|GI'=9(SMTAH0WA02IX#^;RUM;,<:X7B>3^CSF: ^@ZJ"W%., MUI
W|_2+,0;0YV.-^#PJYO&)6Y6KIWIY/=,UHJK%C>C.;*Q%*@?Q\$5N>U"l-
MBR85PI=61KGO|^!)K)=BGPLIT>:MXP&),\$/N HZ<%|F!Q=6.I\$&+*T(A6N(T
M=0KI&F#1DI#80 NY9)5K_ :2E7.GUW?0*K=XF5MY'ZT)C=#OA=|KN0OY%|2^ MU
6|^:5Z'^P>ZK4M_W_!E5;)TH'E?=0E4WY_@M6H;R68P|5IO-QM8IF*|Z_ M+\$ 83A9R?
I0_1W/Y)'YFNXBM2%U55%|XR7&2;P:PRE&_S,VQH'3T*\$U%=GG\$ M7DUXQH;0?
1US|HH(Q@V@WV!4"/8\$KL:F6J0'V'.*&ZC#!1Z+>K6D!^ PHEA
M9GK+"AT:WT,SCPB*#O/I(D7J(AVD@9GN=I/%NEA5K"I2O_SI=1-Z
MSY!&B.!O>^_?'>OY\$/LD0/CQV|H|H6)Y>W1VMN=%,<!" F&W_8PV?O3?_|K
MOWCLUR_MEAXIPB&P5?OF/B+|PB/WN78_>G^&&%&(0\$ _JS|RL(\$ _X3|LM\$#>!N#.
(D*:>O!JFO=/HO(<*?>7_>P 1|B_-'#P?O^_+LYO_37<@

7"G&|^W, MG<2AM\Y_ ^?)E7_QK M/K0Q\O6!AOD:'_9S= K(!^18GP)DPA\ C01ZY0'L1!
/YS*>= 3_VR(?MN_ M6KP_7'OX_ ^XU"O9RY@L.4A+"&[CR^.,>L6J T3J)XQ_ ^K0'="ZU?
3YB_X@P MK63HBKEK"E??JJ+UTYHM7: _:'+/X=A)Q;
MMVL(XZ@+B=;!4R%S#2C\$|1K&R>A\$6:M,T=\$DV\CN&%+1%>KJR>^|9EN=3)/
M/6LB\I(6_#_"Z S?QL3_4W'"@-FAD\|3%&^/X0KY*#9!6Q^:-7*,M&8\$T%,1
M"J+U:4A>C+2J,6EJY/HS6PEA1+2OZ"/_Z'_ \$7EOBX!PQ@09,I%W(=LT;D\I)
M9@/HJFIUBQXQ8IH&<+ST?9+@F(4FUR1DN@>|I<
(RHCHGT/F#C01JXX:\$.R>.B.01POMOW:TT?=?,?7 M;6#W\I;-&!&M8TC1,IN3S_
<@0<4HEAC9R@GC8C<34F\|BC \$?"UXH*N>:: MFH<(_IXPBWORS UQMU%I'S\JUZ+
<+URMKBE\1B2)PNU9%"4P.\$68174(A#O? MT\|H5!M&SNIQ\+D8,>|J;V7'I8:
M4RW:9#T:AD&=QC\K82Z=8,56Z^'<%\X,9Z\|C&,41I>4J'2?<|B,CAC6A5_
M#8,DA%>K\$TH)/2*40A&=96MW6A?-.^9.@S_9C%_|V\9GD'(MY4QYEI@)B'@M%"
J4M7+*(OQ)&1?6+|+YD\2"H,K? /|A%+F\|Z#")G3-|8JDY"_9\$Y\\$: P MXDM
PJ-.3'R@K/'3*;& M91C4261^@Q\7\8*L\|J-
4';DV\|L")5W'8%&\$"T@29PED_"C^U5C2HRPS"0/* MB?P2-MDA^8Y4,3+?|3^ ^)AM\$DV
HEKL\4!T3UF M06H5O\Q2;R*M2%,POL+@F-X M!&A(:ID%#%, 'R
ZFFZ=>P;X1N\$D(:DT8&-A V7J!(FD)AD\F2\|XJ_*9P) MRP/F\;3>_#D.Z-S_7%-*\$#N<(!
(L@W\F4;SI=0#N"ID),LU*|.,N,PD#_@JW
M9YB=0:/ "2P^Q<";0I@Q5AM!:@!W%V=%PEX3G;UM\$ITPM*V!DAWEZSTU7,'?@3
MUPYC4GH G3. |+F93*!-DPDDFR?(/ G?RB>O_ (^2,-\$.|= @3\DO\SY8G\|D"O M&,X
V,3\$,!M5K)P:JP'\$= *,F\A>|N\$)A_ \$HTH,XT9'-)IAGNI\$E1(M" T7>(
MX0J9VSI#@),9"X+3/KUCN((L!:@@8!FEVO)>!T(4V3<"T6O\$8ANE)SLL;%E\7
M&6T>\$IH#G:.-1JB:TR=1 KMY4ACOFN\F9^ GG&!.4P5:6R8G^4:SMG?*S/@
M:PQOL.O.X<0974N(4\$8^V,V5- Z9+@4_0," M+|8(BT@_"J>
(A"C@)VLO@^1EH#*L<|Q#XE=P#?G=\$5*|GY'?PQ\$W1%8@>A#7 M1))H\0C
TSX7\|SX,XRC_B5 (?SL!_|(|=|10KF0<|@A>("A6/\$?V;C:L'TK MN+87@)?Q\$;,<6X0?1?
%43H/F\|IM)?U94M\C-(#TV\|H?!U_8K6-.K9"/V M(U\EXV 6B&E&/G\|R4;%ZHRMI
|H99\$P+/\|A%|CK;0)\.R*|IO)H""+T#O5 M3C)<3T2'5D6DI-0ED5P ^ANS\|
|AJ=+>*1CE)#WQ?+J'@VJ71+2&6;^F9UF M660'V79G:'>*2#%3T?K0JHDV*7Q),.*
(Y(I.%,VT?K">635:&HZ'1)'BDM M7>&,*|Y>PNQV@3C\$Y4I:E(4C16;T\$B\|NFJ6&ZY=ZM.
|'79)0%?LV\$93BBX) M\KOLDF2X&^Y<(A(EB4\|HM*Z)/K>KHJV-X5,U-
/<|.0RV>B0\)*,2I6K3B?>M-M:2LTL\|1?,&)V:7V\$|H @,3

V_J?PSHD.!0\2-*\$6\2Z)2V*)M=(FW5,=BB',/); M0I_|=.44MM8:S70-
(LN4.HH6K<.MNU2%6\L-8J@,E)=TJ,CLMD0K"..YDC; MSE-;%C(B71+\$. ,@@0)QF\$UP
%9_@(/(%XUW74DK:23;#M)+7%TD&R2\)*YX0UA M&;Y=?NE\|R?B5AD:;JN-
@6E,|>VE\|26F3XC7!)?*0A8XL#\$=W;/M.V1=&F3 MG_S,)&;QB&1"7|=CB#
(R?)FO4WG_ CY?6V5\|SVFEQ_)#GQY+|X<*Y#\|W2O: M|=1RA:"/>@3M0'IDY96
VCTV97UNBJ10RU!;;BR"3/%Y^4Q?(8A\$27\|#N5 M!U-.LVT\|I9)H^"X-
ZEUR6^E'#4)>NPLV""H3J\)=JL-GB!.5INQ&.&-D MFSQNF-DJ56Z&E?KTR+=
(D\|"%Q:H\|E62.KV\$8HK=IH\,C3)^W9T?K9-L\|YI. MJ4BZ0!0<<\$KKSQ
S3%^A2*G+|5>)2S;#MD4PEY6:JA\$|9,L-QK\|<^4?Z9U% MR-OR"|_YB/(-VY&&-
GOKB#NH\|KLJWY\|PMQW7.'=SY0\|X\|I3;2<#33>"-C=F MV\|!%0\|+%|SC%VQ^R/.*<8KN?
QFS7:%#OU#|:ZQ=R95\$1,K)^G)Z\|I M>>D0X\|Y)J^WN8\$Y"^D8QHUM<3+A; WP'-T^\$
KH\|VSPQU>R0ZQBP\|<3_HS/B M'X^?
T\|O63\$TAS_:FH74FW0,'V0&5F.>GMA^LB\|V37K&-|42F7!=J>)2Z_N7
MR\$1CGIY,OK@A\$VT^3+|4E1.&=DL^,&0Z^"2-+I8X))? MNX2Q3NZP-LQZ=J\$-
:UGVJF6DDXDY':*ZM=%5W5H^ R0>>K\|C\|ZDK\$|_VOA M:VJ?#B"G\|%.?|KJP6Q7"
(0%76_V.T3,*(ZB%.FB;UG-E_ |X(L!%*=V:6_1 M\|N'<#%'5,63K\|CDZ5_CDE1N:|\$7K-
+:XA91_GZZ"_#*J?WZOYN*' K6>OQLF M\|3%88\$T!+D@@ODV3?7-
'M\|Y(8@B\|E,8Y&_+:@I>%YCU-.#X C?CXVR"9N>W MF**1*""%T\|<)%%"LZ2(.RD<,B?
52JL'82UG/3XZE)/ (H\$.%+ #3\|F7WOOJ"C MTB_WJ4^_7+:8A\|77N\|?P1.)?Q;25;T?
LG5G;0_L9H-&4^3GZ7EBLX62OW=X M&I(720?EC\|VH9S")\|%*BM@Q%'X9H2OFN#
|H\|M\|AO_9+DZLV5OMRONV)C<./Z\|MI=2"H6S>VJGM&#Y1Z*?
O1*O*M>51#IRZADFEFC6BWA&* _L#\|H\$6JH^/I7VNU5 M>55E:85%
|)CFP/%HF#"UV.+2YEQN"(VSC\|T#S+PD\|Q,C\|KF2 MX.\H7I=2,I(4E>9K4XIY.4(M'(C*C
MYH1+9\|0S\|%/^-H03\|_P\|48:O>A\$F6&SA2.IHP=30'TXYQ3&\|9)007S3B;B
MKL_4%+ #.#.1|=|C@N4IW'X@WWM08\|3?;\$|G"H:QDFW;?QQ N_ (#11/>UT#JO4I

M!3,HFO)W.#/4AVMN2[WV&0)??IXV6U/*+J:+C.B^9N>#BQDH0TK?1,
F>:/;2,XR\$)JB=C%I M94ZL>SM:0GU:A1S6%=<*P]*=&; 5B=|
/LO1_3Q"%;44V.8&:TQWMHE/(LGY! MQH1-
3MFL/(I_RGC"Z^CL)'0!8H|Q|FIE*&QS4(XVZAD(OB_[7#)E#>V5?D74 M8*?7%5?
8;9D).5BNH>FAH;COL'VKM|+UY'=JFIN'DZVPN,U.59QO S.E. M;('<."5ID_1C G?
'1|M;I%CU@|_X3CK\$V.J=|VD1DH+@82L"|31O!VY:HD0=N17HW6D|Z'3(E0^9BYH*;/3
MAN-A'4*UXQ/_R&/K!^Y+Z'^HHU^"D9"' ;Q"U/2/4B_ M-UG" _&-
#H/O/#OWAI/W/^;O#DV-<.N7ZMMP_E3'>3?3.^WGG0;?E36|'^"/Z>|+|/E>N I?
0_;%IY_)7CYK:N9&N9,3 M;ZH|(Y)\$X997<6"0A0(@W#G"-BI^:C*],HM|@ZLE|+U"L!>&?
TE:/ \$MV! MUW9E;_C-=+R739@6M|E3#TA#;
<%8XY!#.XQ8!\$=T|XL&JR|A;E#_#;A+0MP M)49S@-X/!4AA)W.@TS|HIA4)*""PX9SU8|
(6+26_3:A, MP4Y.8QK5R&EH^,ATPFSX-?VQ'%<#KSP;_JWN64Z"H.>#7U3AR*GK,67|W
K MLQ%>|B|RF AH.O^QE9D-5W|W(*6DX?6.G, QNYLN/S,8P!"J-+7ICC^Z6-3(C M-1O5
#T"HC3&SM_#8.\$/U9T0BFA1X12*,+;#)46DCXT#|<9\$+ZIXC7T!"AO
M!ZL@; \$9RLB18+?6EH*H9()2H\$JD;+BSQAQ+ \$FG62@--;I?Q\$=. @+7/OXO\$, M=49?
8|J|LH<;=3=*!-K|K^5/R_2YU/YT03#6A"&4X97?S==97%;!XV2A:3+^;) MU?| #2|?+G-
TNHLR7|)B'!;UO*HV/;:2G8<6_0H3|GAW|?'L.VTL|!014YNG M);LXTG@&*;&,"^GB|V+|
M&7FF=4K5B(X^-,|/!N=5F|'2#=_:"|*ZC|+=Q# =36D5;\$9J:HN4#2>+|J3&%
MBC2.8645R5?SV'+L;DHW\$X?IE9;T %_3*Q;-1EB.4002O\$%&|CE*0^SXO*J<
MU,BVC;4=AS30EGW,K3G0H0?Q"AL/%%|VAU2ZL"M48BK.Q;
MLF4|L4|F>2EKYC4/8J5^,PTB1GVETP1?(ZP^%S0!<)HDVP\$4GE7YCU;@DJN
M;2N8U"REE;-9L;977=S+5L^|;+Z^)Q!H..\$"!_ONF 404,*@G(ACU3E/'X(= M&Z:%WPW<
"14977*Q I" X: #J19 M-^<& F|9KI',Y.EQR<+C,NE;6Z>X'A
M,V0G_WBMZ'3O#|1%^Q*#|8BA8^1;5@JOUW0L9K@T%(N1TRQ*4&/(7D&S?<)Q3
M_.4LL&MUDLHI6IFT;G0NU,I\$,R;DI;W;:G0T6A,4O=PVB.OH|I8@|6.C54&C
MW|MN82&_Y9U=GE%D+ #XJ.Q9R.%X.R\$;*9G<%2?3%W6/\$#HI1HLA5?506%7?P
MTD8|3T#T?KBYO8_^. ".!+5|;|M;%9A%0T2MH4P7Y(OT>_1J26|3)75'\$W,F3
MNC'H8|;:5Y*=@.H)L-X.KK<#;\$-!6WLE%10JJW2RQLFYR%(1HJ3,1GZX@Y(9
MM5)V=T.'K\$9&5WZ7P|J&J|WOT" &I\$7HT|GLXU43(7?8U182F5TYWGRM5|;%&
M6%+>8_760N;?FA6:WCI(EYI%1LFQ90%JMNFGL!^?E.V6??DQ^Q?I" _|A%6|/
M|%/";|QF,8J6Z?VDC'884"^%6HI|H%CA1BBG1YXR|G&\$H/L(KI+PG)F4Z)0I
M=/F%R>)Y206)RBZH%+8G@'LKKKT9>\$ _|XH%+\$JR'I1W;EUE0*2(T.WMSO(7 ML;
(OT;2^0HY*X.D|@)>MH(JM'R8HT'U.,08|F|HD'KS"P_C|BE6H;\$0'&AD7CBTQLO-8O-
&6:XHJG':+6"/*1\$NTA56^3= &WW.(PB M>EV^O0\$58#|XHC! XEDPR%!57*0S &&
I56\$4,0%K(Y_8|LVV@5SK M6,|VP|WSJ(X6SYW6FG,215>XUCXQOK9(EK'|/0|6J+DL=/
(3Y>;XV9&#U MI#_ =YUWGD7Z%AV_@/)#;M&/(*#|69|71%)^D;)|JV9FI*SGN?3)NC-
;%YA;-0' M0|6Z-@%H"M/Q7)V,,<|U%E?KJP2G#XXWK(>|O-9V02R YI6IE*PHC*3;UB
MHP|&!/W/"V_E?%I5@_J"E>T>|>QR\$8J#KY>I+!>DVGG @L88X03AQZQMOO06 M<7-
/F|"P8|9T)-V|6#4*<-LE*G,|J:G \$5GLDL/3(MHDVYH.T2V01*XWT);3@-?2IKDZ|JN!F
M6|\$<*;WU):2U)I3^~1K?4G6N9KL09T>;-(7@KA:IZG,#8=HNSMG1"&>+=2;'
MN\$&5N| \$7LE|&F^7(Y&293RN|P^M?IWU*@;-!MUXNG-I6&#YK5D=_9)C/VC6
MZX^SV(W4Y|L98 U7B'XW+BKO*O"V7Z7O_W+5(HZH_)2LOR35//74Y64==U\$
M_JR|B=Q-9ON%Y\$Q3^?|>0_393_X74\$|L#!|0 (*LR35JK;!4Q^G\$.31 M!P 5 &UL|U;
<^,XLB|ZOB/.?)#N%;%C M)N)45|GN-6MFIY|O-8YQ65ZVJ_NL|Z* @24CB-\$5H0-)ES: _?
"|2*2%QH4@" M<&D>>EPV &;FEP 2B43F7_ AS(:/2&2A#C^VR|GO|HY981B'P=A//;+|_O
M7XWOSZZN?ADEJ1<'7H1C|+=?8OS+ _G? _|&- ' ?5_OGHUN@Q1%/QE=(|I M5U?
Q#/_GZ,9;HK^,O| (8\$2_%Y#|'OWE1QGZ#+|,(D=\$97JXBE"+ZA^+ #?QE| M^/7MA|?
1JU<*X_Z&X@'3|W=7FW\$7;I*_O+Z|8|?/WZ-|9/W Y,_DE|H0%0; M| #
|UTBS9C/;F^4WYOZ+|7Z,P_N,O| #^/7H)&5%YQ|I?G)/S;+^R|Y6=_O/L5
MD_GK MV>G+S^ _|Y=W_L+M/1>A3&3FX| ^J7JQ47C|3KY| ^?(Z_V05=*_E|R.)
MJF^|>UV1LQF9_C5(-QWJC3^|+OY8;QH*AJX1G81_27).KK'OL;F&2"D:@2W8
MOUY5S5ZQ7|TZ>?QJW319:F\$5HM/+ +T
M&,"068O79Y@J,"4W|H|@:/W7Y+%;D\$ _|2;JFX_OWK/_\$>C4;I>445.0J;'
MOXQ>' _+Q4R|BTki?()0F,B*XC?LBYM8C*\$X7* U|+|*BC-NS0S+9C\$-+^HED
M,INLV" I! =4LJ/'&OGL@|6WCQ""57|7V*_3|6. KHDG7QKRQ,U^=H%OIAJD.V M^FC&V-
'2F@Z&|HM1+UE<1OB'EE;M=>J;N/;"%H|0(=D3,O?B|_Y7|O'P75(-M 0THI#)B9?
VZE&RV7'ID/9G=A_XD)KFQ>G8|W\$6H|2*N<41U3TDUP.M43HD M_QK1|5! *7K-
5AY^_P2FB6K3V'B/TBJ"(ZEA E4J.L+1CAT2>X9CNWFE(/Y5_MEFI4_?/RO5^I>Z>S?7<-

E,INJ\$>'9)TC\$C[1.?F\$KD/O,8S"5&%F"#MU2-Q=
M38<>B!V\$(L7U3X[3N56E+M"Y/9+4%/(LUPW.4T).2.,JH3B\$3K
M#=_G7NH[C[V,;F4HH,M(*:U 1J?^2(-OD-UNE#UNF&H\$/+"5O2-FFF-UOO>K MDL<
MI5X8)3<>(:E*MSV+0>-TN:KX"Q1D\$9K,+@C!Y P3@G+KK/RV='51I-|+R>R0
M3>7%-H^M;,\$!>Q*.5-N5*P_3"P*47DMRK/4X2E"8Y|HO5|QO=3S*"@DE|A_R, M\$+K?
G7DJ,I?%U_IA?
TQW<1?;6&4,>6^9Y_/2;IX|J,LH\$LFP4MV%9&E^FHS.R0#|+T4WNCU\;V_%RB/T(OMO.\$
M#=<+0UR'@38?*J/T|2#1U22M009P_^O2KSM.C|<#^O:T6O\A#NAL_IDE(2;T
MD\$P/2.DZUMZNDK9!KYBVJ'-2HM!AS0@6TXFG='Z M\03BY0K1G81-Y8MG|B-
@)NH|!UN./)#1LV,./: ^5#;E@/3/#KGN8PZ\$|CM1&
I.G(YN/8H|I.D0W%T6G*\$;S4'-|TORPM4"QT6< MWCF:(6H#!)2"PCO>:H%0':T?
@VDV8S8,U9-*EG?4OFX*6M\DU!^TGPM,71=- MH6LO*/"O(|7EKC3,|RTM
OTQO2QYA&_XH|7N\$X4\;A>FK!'C=|R&E=T"& (MGSVB5T%(;2_VV.674?
FANO@VHX1Q^IHV?5VV>"E%VH2O=|H M (KS+
|U:HN4C>^>A16ZS;_ ^T>E&D1V>H7^Z8IR.=4FK^@RJDVCF95':6BFK
M|DV:Z;|#:FG3%M?TGPVZT7.*XF;G,<&U'J5E(8IZU\$^+ #L9O6*OT#)V&J;_
M%BU+6BIJ(NPW2(C8\$RQ,IF675\$PGR/|UCH>|RA|S19,|D.^ (XKR3TUI<|CUZ^%I?;@':@
M:D054)Q_A3|^Q6>^Z>?T(LJCK*A.HSG|H;)M1O!2082EN+"\$B|H4*3&_C#-)
M\$/G;+R=OMO1\$.\$!'WWY)2<9A>P!HRA|>Z/CCYU!-F?;Z= H7=|.4P|.4.0@- MP"|I&'@J-
%S7FZW/ 0XS3H5^OZF+YL(AL"N15UO:
MX8M4"TORSB!8W@T\$RVF6T.4U2Y:NO_^Z1"DEWJ%6&\$A,P@BXC;PZL,/4FEHMMW
MGU;3NV9%T#E*?!+F@042,==:NB+M79+!O7/8%>,S<,D+5|P;QXLB)<0;A?+
M89#3#FZ:P^(QCN/,B^|0"A,.)#/66CDA_CV1(Z.^'%?K&>ZDB|YW&CHB>1S4D
M_0|&#&RTL-"@L0I?EXM|M|8C\N61# 'P<%H#|!8HB=KOEQ4HS8+^|(R A\$,P M?#
(0QYU=D|W)W4D-ETP(!CRJ(>E_,2'| MBSA0E7W9U"G)UVD6.9B'%/QEF/A>5-
!W27|N)!YHX P*?,%D=.0=U_(X\H M0|!H|0 3;I!|0|T*CI+"&F0)EQ_H-.6 R D&T1@H'-
PP0?+3GJ3P6|CW5:6 M2YQ++BCI@0Z_!5&50R1.60I6D;2;+9V0.(=D4.H#'7H+PL|H_-
>=!4'Z/D? M:"T2^TY3)^3.HQD4_\$""W8*R6Q*R=_+WH2|?7G;,.B%Z+M&@| "I&!=!>&M&
(2!MSL00=>_T0'CG*COQ",=#)N4'=&?YR0!_P#N*<'&KL\$P|5H|@/'1:7M.7|
MU82|*7T*B_(0,@QV>K@\$!(|T\$(U|C\Z5IA2&@|I,%JZ)/TZR:#4!STZEX3=
MXB3UHO|_7,EL55Y|EQ#8)QS\$8:"3=*D3S+D"!6HUFFE@N|7U:00\$/=%QF>|^8 M(
|6|7H+V6|2RHHW8'.OM>8W?LL<"ST,^VLES*7')!20|UA&5OM1)PD=C| MV7+9-
NF\$A#I4GN2>Z**QU\LM3/CD@|@,=
PM|UJO3|X^/K!7S;Q>)!S_P6MIN;A!DD&I#W3ZW"YO^|6FCU76+;'.GU6
M1!6!_G3N31ZC<.!|KPL%'1R1/T0Y!,7|H5|0YN^ ^;C4*+ND/?!"X32T7/TPS
M*/BAGM96)9(8@8*2@3L82'K9#H<*^2 R@|ZG_HZBZ\AQ_A'?(R_!,0J*@X;H
M|@/H8CDEB0/UB7""##H|39T @\$A6GB'AY6E"6Q|&D5X0&OX<3: A(!|\$8-&@YGZQG
M=/N:8W&<0:A\$|+?IQ@4^:"QRO=++XJJ?#BD3<.:B'R?8I!D0\;C7R01&1. M%|.O!/|
(%^7#8)'HN1V<@ "F'(1BT*CCB^=MNH+BA:00A|W6;H#)QM"X,/MSW"WU1NI=1
"@ \$P@-M;CH*\$ZH-7-"VKOT@L(>|#1\ MZL5_D&R5^NM;@GV\$V-51LIF7"LED
MDJ4)6T@IM4)WAJ"?\$T!)&0#Q&3C=5;)|_(>"T_4=*^7" CT>T'-Z2C_TA|C0
MDG:W""T|/D#0AHJ%+G+M4@,|P7&,(OB6FM?2CS45+7D^!?!B1.4,!^2G
4!DS91N5(HW*H
M@|5HYB6/.5I9\FKN>;M"EU"4)M5OMDI5_F)ZSH1#%;^H1L7|HIV""*O7%MLE,|G2"99R*;
1*;3>=:JSH,>-LWIV(YG:*+V M6!6BC4) E7C9LK_|"U SHAQ\$9XQ.54&IAL1!|. '6C(+XVX
T6!..|PZBA0A3M M10YC-DQUBN"!L;)J17\ #E#*H@V&-S@F-
5K!XA9E>V|S*4\%^S1+Y,,\$*U(- M3BHK5CP9&OMMHP8.)N@
\$@&+XJ,X5#401T_LH1K/L\Y539LMJ.SW P AQB) M!/8@0(PM5-61I8-
,%9:=YL;0\$4B8!P67;.MLLS,O68SC@/T?*P'_Y\$7,#3-. MSSQ"UF\$|9V6?|<Z&\$1,!@=MR
^XYIH")6CEA4%9)1YVOY?MN=8>2| |YB,Y^2KD4 M*+"+,S!). #=OJ9-JLK|EO;NIAV#J)
(JT#4QY-%/! MX V.?=E\X3:W"Q@!V1
BG023MD*\$JI#XC;ND9>@NW""^2">S|PG*R1<@(^KF M
\$)R|D7W2"8W&=GN8K_PZW2"4C;F\$K@.O<B9\$'9_=!L|Q9L(AY A(RY'VYPBA)5 M>#B-
W<(&9 \$QI@'X@S'3_0P&%) *M3 2|W,++A5>0.2,N2Z:9Y&*|;44.7\$ _MMY!3X05\$SI@W0!?
L<-VZT#8BC'DT;JO-8|G#X@LZZN!TE+(ZV@#7FUM?276 MP\$M=8QZ/&R A4
M^0%1-;V&=7QXYP"R6(?A 58|X-F7G4_E+:98M/C3<(S?K#-;O^&|H=N|;
MH#3TMYM;|SG_NS;|^4=_;HS|YQJ_??"TS>L|F97'VUI!K"8_|H7XV0XYPK-1
M;=!CHH*NU_UCHH)CHH)CHH)CHH)CH@*KKD*.B0K<3U1P?|??>.=F;*'K)&'\$

M9\01@*F&/EL<.=Y0G\$FNDBJ6DQ/OK@7,ITD'A*_L65H\$E\$@8Z5\$V<@F.:M:2LV9G
MTMB1G ("H!X"Q-B%^ (9.EJEXB:XOM03/+E/:QFZ,:IM0/ 8NO^G-CIN\$EOJ
MDJ RBDW9U\$CI%KB @C=VA5X^"2FKK,; 0"CH9 TV/ /I+*) ?\!"K#K8G2B^S
M10M>*PY\$F/%I. J8B!D(K;:7Z//QW9LH67GI<@4BV\3) TV,+21IC M-P\^F163=3+
IW2/\$XX;@YTHGZ.(6)&K<@%"8\OUL-.?>8Q>4VX568'X+.KF%
MFBH_ (&Y6)3^LV+AXJJ,5>+)LP4\|++SX 2U9\1>ROEJNJ)) *X#U\;">UH"NV M065IZ^P
UMM28Q\$+E"K6FMI;O'/T""VZTGYNH:?!\$HA,6Z\ '@ S3FB8Y.QDT M
&2D_=Q#1H\$E\$)FV#@|A,I=4\$-1"8C61)S/V6E4%%JB3JYB(^0\$!,>:X-EM
MX7ER"S,U;D#\$C/DLZ E\$Q9G;...F+W"? Q-8P'^S<=QY^%3&* X2 K"-U'0 MS)H1.7-
U1G\$22WT&P?O@MIX28.\Z1_330471)+YX9BM!%B;+8F.IT=_E#3I M'R=W\|3#0G6
O>VP0=U"N"M^0<|=JCLTOH-!^\$L\|/W"9-9\0#%C\PDH;I% M0>EHX"VT/;5!G,?
8!T^06#;NF>\$P+*"H"1\S'+*XN+ DN14\JA?-3M9V"! M\$L+>|:=<58H^I
"JC#/'4,,8&3\Y8<2L^@=<=>XE=/F\$|I9+05\3+Y.YI16' M\ AB;BR:Y7?
\$|DRC8\$PUVINCFXP)C&YFNZ6Y)8AK#>,DWBTX!-\$V%BH#,'\$>
M1AG\K4HA>K\$TH(%>\$N)B'D',C<7?5,|;Q');9;9&YS)_ \$3<*B9,Q'M4ML
MJ67J.)4=7@12#5Y K\$P6N:|_)S\|>/\$0_1\571W\JO MG,T_1-Q30XT5CO-
JD.)WWD\NYIYV\U\$ H!+Q;-\$KH!TR98^" M@>9F'FVKR1JK,-"Y8\|<*8&Q^L-
T9>)8^TZZY%61/@>:3LU8A.*Y 2;|V)\L MW>H&)+V3 2+LUL.DZAP=.0,@5;?
HS:SW,ES& #:3WDKMF7H""CO_+ZIX\MD M&2B\UJ923NA M(- =
(Z\|P1P3U1,3Q_P*,I*D@P% H+19%T&/Z0>+):Y".R3U M#;FP<9<.6,7BI-9<7ND=H\9\^+
(&0;BU:('742938RKZWADPLH82REW+XC
MRV%8.'%8:8V7I:>4(@9FK+?) "SJ9VNL%\$P1KT0\N\|96N-S*"RE4)9V;?)
M)=FZH Z3&7>O^3:/U(' H GJS!TS?7,*\$ _|(_3CMW2.XB!_7E>/W"D+D5;O
M@<=Q<\$M;^ ^&*F\N?# =W\R/9"UR6#X,8T"-.%\JO4"M=;03F*MSR&XQ1G=X0 M
M9N&X)/33*E\OAT>"KT3XR*#5X.<,EXKB*NPA8\$N<&: M.\4S^>0!|
HG+%' +V'1NTOVVBD/Y+Y#U"A,PA11R TH%\$AA#ODXWD!E*2F M4M\?MEZ-!A\$
I#FGA"V>9!F.Y3\U\$)R-UQQ1\$BK3W:WC\|;|>G2X>U'M?# MN8/TP-
@31&5KM1M%4!S754W080 TG'3\1E%LD#)"4=[D?A6%X%,UO4'LA:|E
M+;=PDN,3@58U:Q7=Z |@!|07F/.9"5C<,LI^R\|+%7>&\$Q'6AXQ\/? ',P=J M@=DRS\!*=8-
^Y\|L:8QMNEN\JSH7("V>L#VC M_WO<9I_E#^,JH@)N0&"-^,J4;?AVR +CN JMB!T06V-
N)9%^YOD"VTW40*NK M".YP ()FFT^JO/1NA5JMKZNP\:(
XM9Q:FV1%E4Y6BZ>\$?'#|\$OEI#6&00"U M8P4,RQC&P5/HS8%(-8,X"96(%Q"KKO-
'5:EJ6 +.;16 #B27G:CH4(*Y> MLCS\J<;4T-
:Q')P\|D!L3+F)BF?,VPSB)\$P35%\YD719,6\$7\$|X5O%Z%?L\$
M>0DZ1\7_7\7%,.,E2X4+&QH\2,Q>%>F99U"5.D\|+W4.N,>'T.F7\|-6./AD& M5<-
/U\!%^AT-W4*6*:6=J=;.#1\|>%0ID"TI70.=0:W>#A7\5;@'"@3W-;%,?^|V-?I3
M@XX_U\37NXB\9'\$9X1\|G_E/K9BG8X\|*08=G1_2SX=Q-3!<\$S+WXO#?N?%-
M#;SKD&I/4'M^5O+VY/H/^J=1UXXK2L0\ (V\$BIDOQ9@5N\AY,TN#^50#
(3:8*/M:*/M<+WR=,W..5R:3W9I
MKIKV2@|K(5(5=7E%4,2TEJHF5S5.WNZ2F/<=>5=WOBNZCLG^O=->"YG(BJ%;7
M6>%1_VZ7^MH8)2=,NQL\|;|Z0_I"ZX2_W\|F^G\|P'Y_?GGRJ-H2>Z=W6*;P.
MO<HT;57M\|C+Z,;PK&\|+"2H_SMWAZY&:XF9C;@Z\$^;(?,%LAJT M=QM3:2L7F %O\|
I94=3. &FCE3W:PF2=YX3*YMRGK,%D,>|Q5VX;J8Z\|:8ZY: MZ_ (1'7/5'G/5F@;&B?
1/+S17;>EBE>5\|:C1S(='F/L'@W# 'WX,I?H"!CI<@O M",D#!."BA-
CD;@#D^+RH^XJH\|&O\$#22J-/6!44SF\U\$V,0YF#M,|<&K8- M1S;2|E@_|;CT0D)?
68^3!*5)\E+? M.+6^(8^=Q())?,>>|Y*R,%4+Y#OXC\$. *T16WX,9@7F_&|/P=L (IX5/MK??
% MLOJE 0HNJ1#9;IBE5=W+G=H\6LK3U;<Z,- MZZ+.E
FTVSO"P_J;J9SD<\J3B6^B=HJ9NWGJ" LXM,Z?|^&/MDMR%Y#,Q=3 M?'D",K?
W"JJMV&V^=FH\33\73, Q8YS-LR1\|^(\$?%CA+O#AX^\$'96=-?Y.&0 MPNI52GU-
W3%!\^H\|T&_?E=/1)\3CF,OP\>|#\G8VKYA7<&U_SW&CPDB3XRM
MJWB5I2Q==>S37B7CZNK9X==>KC9V+:2N\3FIAVQ\|%J<6Z^8+7:FZ#G'M\$9\|
M.5IQJ!"ZOGV3NJVV)/X#K3>4Y=JIZ\|6'^IEXJTM 84\LL'\L:HO\$V!G'^=) M2(OW"4-
Y,FL/%6"6\IMZ-U)\K#\$6I^KL%F)&IMR/:KQ>&XA9Z>WG.2D='R0V\|M; &
(3CL>EQEM,|A0X'W" T=&=0\|_D,1W2%Q04=-1\18P=8R5\6\|KE_:@HC\DCX\|RCH\|R+
7&9N_X2W^4 M0:ETZG\|S.X-_D:_%GL,N,F>15TE;A5070>OK18B'+Z(8\$_= %8 MO'.K-
TB&|ENU?X,DK)78K>P3DM;D30^UE3G\|Q_2\|G1@GLZLX8/G4,B\|I#+:
M%FCZ@FTQF.FN/97=8/=[F"RU",HT6X>L 7<SB&?E9<3,R"WU\$P.V.|A\|T&#PPXH!|
MAI49LB\|2XBK/,(IAF,J&S7;3+|ZA_.,!@?*E8YO\|DXH>5F1_%0J=|9%T(-. M>^<@4&

()=OX9FR/GZ#%E=),LOS<4>O=X;5^P&2G@6N\$2U"2,-JY2&DD)JS#C MS1.(683'/JLV>?
&Z@15*RZ\KZ:->[VEY(=)@LF:Q7I*?.\$?{34U%M4K5'BOO M# M. 3*!'^J5>/V-
[W/HH]\$F+XR@1H^H*W+YAI"+QN
M*VP)L"M)^AXG*^3GU>9\$7G5!1^&O0<1RQ2I\$VW'AT14(5FY'70!ET75%1>,E
MDLCW\$GCGJ?'3:&O"#2Z? OLH<*@&G=I&CE!L\YS.:@NR^%-'!^X^8<0A0 M8W4
JSGW^,S*+#[M@*W?&_E5@4/?O-DGD;4;A9>@ M19R@G#*)2U+2;_A;RP,G'-9F#KZ_->
<J/D-2P0J29CE):.9:Y+B>=Y57!.
MX."M.O7:YP(J.I&LY<,*X=1T!HSA=D=>D)QA@1P52U> M,E)-
'D% CJ5M;Z7=, _@CC>5G*&3",FHU>) 80F19=ZMT2["4)"SO.=NRO=C/ M,WHIO#L@?
N\2"P5N1I&f=TZE.@!D:5J\$!%K^Y*AA+BUSFMT%GE).JERC4_(M73A?I!L!>W,\$._.B"
6GZ^KA5IE0E!CAL(%?LG)T(AI(DSY9I4D7S)0R#Q-T M2T*VENVR-YEI
M?,Z"#)G;MSRSUYTXHG5 V.E0ZW".>SJM&%JUP)+U>WJG4XO&6\$IVR"QCP?
M3,GJ>:L: ML>+QE8,<|@JL:>ZG!MBTF6)JD7!V\$US33:CU?,LIJ MO(-
H6^:1J6Q'7:L.U>|E(ZW".8BS,??,K4=2=A<"^THKHJH-7S22/%9!Z(RY M97)3+S_4">X"-
VU>,F"1708&7-|D)<>8QOU4X"J;O@:C*(-_9DF: M"^(!CX,@+!)CW'IA,+^;4#Y!2&8G&%"
M4"Z"JYANQM801W;_8JB9:#L+S|Z0*-|J%&V|\$VZ=%-E>0\$"|@*\$B=?&T!0
M7E\$B2RZ^T|Z:Q.#J1>2YG)DS2UYSE.K0@&_6MOK9.ZI""^R&"85E+TA*8L>
MMG&:#?^J\$)(@5\9VO2-L*V8K7T>T@|+"EX+;RC9W:(5)B@*5-X-0KZ%36 OU M??
_1H(AL2Y:BI["XC;REY));1A;W"&?><'#6>@7I64VYJ (JE9#13#7.@&P
M/3,@K:."T2F_B%*RH.>#<_2\$(KOB)%||LOI?L-+V,U8D3)5HTM./024L7/L
M5Q0CXD64XG&PI(),TN(0)T5*TM%ZK%3H'V:UU+MPFX6I^'W'MHWU&.R0"EIP
M5ASF\$R\$36SV?|S!_.1%S%4A.-?B;|T;)B|X%G^0VW VL&^WSIN6|YTZ_?F
MI5,%C+|5,+3YZ"C_:BIN#XFY\$=F09V2|2G%.N|CY0;NJI1S.1!+0
SE\$Q%Q8XQY1%O:>T:4J\$S.N\$XV| M83.+3|>;'_|>4J:H0;*^9N:(."^':O_A'2|Z*
&UH)5D8M%&OZ&V7 MSM_@^ M"
|*L>9K#F,F_H0D2@+ ".H&RZ2#*!M)7.II&UP=*TBAMRBRK5.VNURXI^LVZ+TSFTR|+_3
MO!LS?W.S, (^I5K9X=|LX:N3R,;ZNYQ-AR :7D(VK+OE +6KQ0QS#2D)(I;Y6VMA
M5:V61K7^KJ&HPY5U)JOM8E%COV.EW. E&GQR7D!_D9WSL.W!71!
|U\$|3&DMG4|\$=KZW(5%)%)FVJ6N 0_+^0KL6)/=B700|
MG!&^\$A^@GZ)W!;/9/YNI8|/=U"16((PB?6DH8@V)QG\$:O@K"*&.:&^|+IH
M**.#%FD|EZLLS6_1)K,+C|1A/\$|N\$7|P3;/YH?>T_?"H^O*(X32J M?9OUJKX^HI?
Y=|WG7V"17& ^/:4C+.;=_8%0YDN&KIV">R3!D=?|4Y+. M%8"[M?>#C_6/5 YD|G3-
'T!|=|K1RVH6|NI!N'A1&>?9Y-+|(VW1+(+77E/ M,Y?|0^"GHC'|,K3ITK|_W&V^G+=/-
RR|IM_)J*|>UB?I:AECO(Y561\$#)C MW8+>*MS"T(U^2UCV:0?75Y)8%
(2^O2,GB=P_\$XEF=S=?Y?!(NOF*C"V)4QR M7L I"O,(>4-0E;/HY/AIR>?;-
*#SLZ"0I'(%=8MEQZ9#V9W8?S.,JM M%:=CWV=\$4S9N<13ZE-
W2R73#EC@F")Z_Z_V>OZL8FCFN:H./MJ./JN\$W7JS1
MY@O';*IMJ#YF4SUF4SUF4Q7+^9A-J9A-U?%LJMS|E#LYS@|(VRD9:?!SV2%9
M.U5XL>^<=A53 PUM=T5M>%G2S=5U1(!^&Q#!V9BU+2S8Q?6D7R2EC9 MZU3N
RXKH5^(+74%RQ,|:O@T))UIFR;|6>HS2^-.?=U?N#SDK&|SI"">.I' M5,7R=L9FSHNM;J?
A13BT1IT%|11Q%MV#2S09CAR\$=6;C M+1T&T8-(T!(^M?|V(ZC#!VAWO+@T_=;#IL0
>'=F;,"TDL7E^=7959RGS9%= MA7&;VX^_
@&P(\$6//>!BMW^-'0'8^=QFZ@P24:PL+8.YYO'OD#I U5;\$|%XMU>1"X0<*M MB=_#?
F3\$E(/8&/,V.;|W;:X"8IZ;|#!K2J6:T=:(3|KY>PV44 !H;3\$|4JH!01OS
MC>3:T;)BJHROQ5AI|@ B9|R3+|!6>?4^*3'^LU":BR|15S-)A%/\$2CSA+B|08=-
W_RK(|O!!E.VA M^MJ(?)
JZHM5F4VF1CCFJ?"GLEZ/-1|L6PQ1'\$QXBI6@H=1>7+,G#,\$6\$G:UZ1
M*\$%UF|M++A#KLWGDU)|1<;',9)D7/2"R% <+PSV,10JK +\$+G9AMBP)W>*3*
M(E!%?,Y04CXJH6UY34U5<-3 M81)@!&GH+KB=K\$?%&("Q">0V0L&\$
ME=DCR|7S*B3%&S\$012>2P|I:|< @FFP|L1?:<|E)G?">-J=AHXAPJ7>.DNM
MX*TYO=GA@"/(Y6E!YOP4|74,,E6&P*VIVQ,G4YO?/*RX| =L(*QAGOM7!&I
M@'A(Q.:JXW!TH|:CWBR|I=70%*QUN(/#;AH| |^6GK.HGAS=F_-\$M8|EG?T
MP#P!V|N"@0(3D.C;QG|HK|TG#)+J*_ T85Q\$:V+QZ=C@KQOE.T4L4*>Z QS M'V.P
93|NP2-)E.(@)|U8+'D1G;<^1_34)GSKWFSH"D8BZB\$P.JZ6HSM/7L2|
M:#D/C+V,*15#X\$6N6KB" I=L|&!H.NWJ#4Y10H|.S!Q|18I@IUN/.,*\$A#\$S
M7W9C9O+11M5P5>Q4|IX|@33W"TS2_\$(&/2JE5P7:FR|CTZ!+N2@/KYL2:1*Q0^XAYD+,-
M17C879"E.UALOE@|&+I!XV!N*?EADF"R9ON^,#R#U|10L1.IUF,YV=:M6G"BY5EFD|_
U_2_B|45G#)>V'7W96'1?4"=1MN+QVIK9@EJ(C,;WDWI M,'!LWHAZ-

"BM.63V2ST\$1'E(V\T,;13"28!A@GM>@D#-O_RN\G\|F>"/+>L
M+:^IJ6)-79AG?;&DLN+,=!0C-|ON\X#KE.@&SA*"Y8@?;&MG)=J.B^A&Y2WN>
(\$U#KW\$0H2500J*DDRYN:>S)@Y*(AQ?M,WQJ*R|=R>LGH MAV"RY.!^Z?G2*G!0#S<
\$E-OW<&Q26Z56X@%AA2I<+?7WZJ B<9P\$4(Y/I8= M&IL,,+95P6-
M701I2S=XPC"=FTR:-V6GH1LP<(D&K60f)L0W+RT"\$NAD5IT8
M\3YN("C'P+)6,XAF&"EN#^E\JY#M\<*A**Q_\$-U_4.K-Q"RT&8)P-
1;W!G\|P)S1+!)VUM\|ID ^08!1Y"27W=Q90':<3DJ?WK!*BULK*>%&\$@M-
UV2XI&PI"@0X< MV W\$.V\$25 IC;I3M7I%'X9\O?U.,699%1V@.9B:L5XX(/
M8PF\QC;F=S\$%K\I\N3VJP*"/1\8&\FU&_(5RHDH/T\!NFVG&\9DK=@R>
M4\25ZQ.+BAH8U;R-^0Q'T#AC%YE*3,AQ\$<8N(<3*|F4"Q CFR"202@3\3%S
M\)\$*7(Z/O8 _INH7(RIVE;Q@M3?2\2S"+7?59.3&ZILA.DO*^TP\|F#B *LTF, M&\ *A-
!;.:S6Q+ZZ#<<>6E>7\$P70F\WZ4='482Y@8#|: V0=V'RQR4\|=?:? M7.BB"8\AJA;
(P9!*6)(P-5)?CDF-+#\$ICTF-U)D;RG^Q<_4N M\%QPVTX_VY_7""8<\$O/GCM-
'C*,4ZX@;:&\L@X&.O"74@S\|KG,9//R@I*ZK M_19).B5A,"^"380X:(PP?6_H)*2#C#8_X-
|>^CP\$S9!LGB7I#GW-A&1BJ-0'
MF"XTE(U%:PYIL@,>=UKG:M\$!;C>"2Q\I_@C3CX8.I@=#)>('Q*KUV52"%7Y8 MX"SQXF
4V-YR<2S_ZM0#9Z0W+|K0Z7KSX\|H#1"AYB_4U>D*1V#I0|>^2F: G\$XN2B6RHK5V))\L
MR+8KS6',V!>:(\$ (ZPC*)@/\$!-(V&RS#;8.E%LV&W/P*-,E9?B?;5_6=IN\, M7?^VFYH H!?!?
(|F+H&)/0GZ+4E@+|"74L22!Q?OHL22!H24)6F+8(J7\|T/7
M;H>D=A@C#3\T.U\4E(=XHZ\|V@+V)?KWVI^=V*.)\$,R\|C.YG8J\$1=4W&@T&
MWB^X\|L)\T@9:_SL4IY4KO+K(+2HB\XV*;)G!>.T3:/)_/O/CY_6\&(/M_%
MU#H4I9UPO6>I<.M-IA^'3DHC%^X^?;:PS67,J\W*BS-|32R2K=.+BF5J(88+R-
QZ;/VY8.=4!-EP#N.OQAIH MOMF0/%UY919T<@-!*0.@P6='X'Z+|\@3U/Y.8"0A'T+
(X(L7\$C\|E&>RN0^~1 M/86C>X ('4YS5Y !20<=*G;,F\ZK33F"GQX_X""@B-
\$/4FETE&BWL\$-N(3\$ M=WU7
Q5>+S(57V)R&WE^D05LCKAY7?,JYD!SRP4N)WT89Z9^|!=+%88FL_L
M35(O#L)X+B\|#)NMI.59:7\$ "P&2O\$(2)\|S%V.PAW1W\$?3CY'X#G:?!S)./AG
MEJ2,WNUY4"&2A?-#?046 #A,E?3=Y.\$_S*,O=BGFG:&\$Q%24\W0!)3#^)C
ML,H'Y\2ADEE>TM\$-M)28_\$&S0%UQB71+,,%<=7%)0#P(CB6Y;|'WI+R&OX;
M!2Q\OPY,G*XN @:R_4)GS)V1I^&D"B;8G39-W(!BAUQ0Y&V=#<"!MO)ZB)8F
MUG"OG>52%=,BM987"=4N5YYF\|C6NK<;%27J07R,.1=V2FV++X4XC=U !20<
M\,28V^#,2Q9G.&+!C(2NFIB<8D+P#U1+#2QP@LH\NP&8,B/@;:O!5\|<7^Z9
M\|PC\|N<(; H\|@B9*_A2F(8>D^-DQOBL;1;@I9A)O"P2KNZ@9LB&R!T!CT'
M\|>WVEIZD<1#ZI?_CEH2Q'ZZ\2-78@/J\|:.(+R"2EK@3>JKTZB".0E9_&(TZ
M'HI=@\$5OE_L\|(|OBYW\|A4?JODH0R(X@MT00"6!U>0(1MB3<8F>9T9VH0'=W
M\%1D!8316("D/B6\|+T V"1P&?6C;,\^7ZE,KG\$BR8"|\W\X=@":061L\|: H
M>T_%WME8:7>H\|_YGX0Y,57Z.X*6\|B\|@DL;< M)\$W_CFH0C*B7&ZC).0"Q:NL(4:L
L.,9O:"0=_S,FM#W;W"!9\5D\|C'DX MOJ\$@S);,U9Q\|>/KL-+0<&A'1(C&G!-
GI2>2D\$|W(!%3#V(CS'O@MJ;#?<> M;JB_SGAG2XP?\$T2>V")=Y+;A0SZFEG\4YB5S
M;BA&CZR#:F7NM0AWE9*_|A'WEZVZ2\|QOO_|\\$BP M?:Q&57F9'YB2JB#UMIKQG=
R'N#C;J\|C28((%="8RZ=3UGF%EP=2\|ZG?T+E M@|4 J\|XQ1QTR.@NC' M_KYIN?
H,Q#^H9<;<@2S**6%A3BB9Q!/?*5W;LC!9%/D5Q%Y!;5&HQ X)IS(%4
M7U6J3&\M5E1N5Z< E+!\$0F?,*Z-@\$^=\$HHAW(!2DQT04G/Y=;8DWY(R MWBE?
2^J/K\|^O*K.Y7C%/F+-%=3_W8&\|&_3X1V.F^K\|Z"2^|R)\$UZ\|QDJ\|
M_7#^P\|5RY84D5V;*VEQTX-=R0VHVW\$%XFS,HY.'9DOS2M1;N8'//L6@|*TH
M,=2HV*H:|%M8+EH><2"4K0DP>Z91\B: MG4NTUD.BS('(%:6^\$@XJ8"EN?E41W
10QDW()Y=I^O="S_%1++FS_CKZQTV*0%_5'_C
M_*DQ*'I.41QLXPD:4DD669I&:\$55: ^G\|ZN/EZUPFVRKOFT(L+ D(>RV'4B^,
MMHR'*1OMRY M<,Q/G4!BE(NS6*?0+RC\|QLT?
TBOZ627OK<&L+=1.CW:@5!8EP<#6%X_Z9 MY_F6\|B;'.J\|V6ZUP>A4TJ-G?695DC548@'
QE^>|V"FO!)F76_EX6L;V7 MU<|
RYF\$|&N=4PPX153&R+>&S;=S=F@VFIHQ.\6*CD746K=(E22"0B;,-9I- M>0_';9\$|2#
D^FZ>*R?(_W6.GUX*"S\$3G_82IO^HZ@.=!%3XWP-;.&TU5XC M)S=L'B/@-C",| M2P*6>-
FFV&'C;%4@, Q3VNZ\|V+5\$K\|TMMJ0^Z(9\|B+\$F1
M%P@WQ&:C*>^RML^5&=)*+*2P\|VLP0(+C-4EQ+)1?O(
MK5_XWN"X>#M2;:Q;QW;JL\|!-)K9,AOCZ\|(0WMP>P>#IRD_PG(T@|U.X:^V7H M=|2>*J-
@_(2(-T?5PR8HBS&CR!Q!SNJF#6+K^C@F4M=TX\|\$=F.GH=40^1&J2KQMYH\|6"^J"1JZ?
&KSJKG8+(!W9>6F90; MLDV:E5I\$.*M\|ID0%.G\|J8C08Y'F'Z\|P*6?JS_/G>=J1Y"

D)\$D&PYUM1L.=V MO%\$^X"@?UP>LQ/Y[6Q,DF_T;?G;(?
%AXE4_LAB4R2;@H>@L5TB5A^ME2!6QM^ XJ MN:Z#B%S0W1UW1>[G9440-
VG1C:JUE+JCQOY5LUX%5%L^-2TQF**S=6900_CTBCOIH.RZCLVR
M7X,S@A(KEW8=^HYZWY[8H2EA+'M:?!+Y+3_F%\$1FQ0)=MU@*^YN<\$JKGPE..DC=
;^V%%.?%66D\$YFF>J!JULJ1V59_M1.7!EVS:1/QJMJQ[5/C\$98L)1!K,)+[3RW5YH
M96V8_4?G]^>?/K/43'<)H9RM!GQF\$[3+HZ/Z32/Z32/Z32/Z32/Z30M<;F
M@#W+TVEV4%=KN<1Q;L_(HN[VFMJ<@5-\$LW6K6ZLIG.^<2!3Y3I2)UWK5)SB
ME++7H?<81I3B*A7=)MO->\$[HY-X5FNHZ0=>L7M;|#F,*_ "RPY;|&*[CM?6
M96,,YMBV)PFD2IO ^>9NPX@9A%>-CJW*,[6&RVX@Z&;M#5*YNZ03
JL2#D28=&PNG) SF:%.H6IQUEJ=V^M:00UA'U@+*P97I
M<|=I>1|^4#+7U7|WH=|6FA9"H#?(I-TG^|P%IPQ*X('WJ&+1SY.>?+;??
<[BQ8S|\$[3,43P1"^69SE*&B-./SA@_FCS_YX_WYLKI5P^W!2? M/)NM7#YS|OBU**1=|?
VY'?D'N,+DR|O>DV0[D=M:M2&9=|38FUCN|A#,,= F M_YI/N:(SF1\$GV4C4AY@:LJ'%+^);
<0\$A|,F8H*Q3#L=|!^*R73L?5%B?1J4_M8S(=|WNB^UID|_Y|3*;3?
S*=\$V/5W2U)IW,B* @E_|L:8R;|!#M2;*E7.*MS2^ M:'3KC(-3^&VWJ"8DK2%*[5%D_YC^L
BC2>SJS@ (G|(@|R+ "1M@:9.&H(P M.Z!|QR@JOX?
IX@Y%N:8FBW#U@_"\$13!Y#,H&&=ADDV(@P\$|'KU;8Q;".*7-MU!_4@WH|SD."?-
HXH>O_9#8+?40D-T|@A^%MFP.F\$5;G"#96NKX5K BIJ* \$
MG5\$NJ'Y*0^J4^DX_#GT7V#%"QTQB%*RH*O^7I"\$5|E M#TB>V4\$7CFO:GE=EG:8N
MIWY""5B4&*/N.J*:=H-C;_N;|_I3XOFY_2;?MH#F=D;Q;C@PUBR;Y|T!;-M>VF/*C#HB?
XVH|N#EZ#QG*" '<N&Y\$6@|?6LHSJWMY,**+(%SL74\$? ?F3;ZE MW'HD7=*G7&<'G_U)?
5/M3&2G36290=27AMS6R-+40.8V;OT? \$P M<&S>V'H<.#G6U'HQ3|Z&N%' +V)4Q#
(GM;C+|*VAR#O!/, ZI(-SOUR|W7WV MF(1!Z)'UO9<7C&-7PY)D;'
7ES50T:VI83!*I_1;&A>PJNP#"?M(&LU0!%::6| MJ2|R(>=
)5+_YCV'RVPIDGNCR?"V):"M6\$0?;#YV^R);EPJ%)EPZTVF|XHWF7E3\$ (|'FVUU|C) M?
8_"'+C|/#21^2;PV;6(TIEX@, @Q0V.|&V+5\$K=S|M*4^J!.E2JUYC_R,4"FA
MY/KZ3'QR@7M,WPH>H\$4%FO0"Z|:'3^VTO%)5H%L9Y&7)&JW '7)|=W.5O@
M:F_, \$5.G4>8ZYK4UG_4>%#&64FZ?6_|P+*S<23K#R|+HY'M\$Z.HOJ6C(4(4
MGP|+.DW?|W@9P)DFF""8CWAP;WIG;|&Z*" _>T/OXA49"45NR?LYBI<\$=;-
VBQ\$C=Q+?(U;4+|^"K"|_3*<C*3|G,9(MD3O0"+5R5|W)V))G?)&5JFTUGK/0=|
U:&I9JA+,(D!YF_M5%;M=6%WH!>N M!'QV(?2|S;"C|T87&9I1A#;?2-
D+&"4/G=I0SNK*80Q#.F#N04EKM: ^VV)SM|9,7 M1NSZC?+|E:VH
NNUIR^ZKE'|R@5T-)G-/THY_ =QE|JRM?V-'O_0#O,2K>OX M:R| "XWJ1":AM!B,AN(?
(?'ONSATC'LYY?6G/M'TQ%OSE5G?;EG7->0'H0!*I8Q
MU^S%/GBECO@:O37_WZ&D_0&I_ ^-TCODXWD<
M_END9+U|TG6%ZUDPH/(9|PP?:H;5W_Z_H|P|5#!^0L2;TTV9X49_7|W1S(L>
M\$%F^|<|:D&;ZPIK3&2@*AMS6|=>?|)LT"\$E)Q<&G82(RC2@.T3M/:A "[7& M<5Z!6G
+8F|L065K_|4Y2GP2KMJ8WW|C.Z|GG(P P:0F;MD MR|&H*R9?+|K-'J|0KS+&Z,TZ|A"N
ZK)* AVUR&=09"+SXMDLRP/=>2W=A8; M*4|@#!U';7(U06S1L'ZR;DX#H|8@L6")V0'B,
M.>ER%K^BF)Z.HK*Z @P1H|'K,(\$L@5_9?F. M-U|VSC+ZHRBBBBM?:=9A@GD"TVKHY
N^YE|A@2YT\$9,.(6T_0-?L; >S,&GS M", '6=2*.6I#*|O6|""%RN(L1\$*7SH*.GE-
\$Q*O('P=.RV (G1!>9E0B(!HV/G MA?(C|6UB"<5)I#7<2X&R!=",@TFV=((
MZ.&:AV1N2+KUUO7,6&J(-B(O|CV5_4?7&41!|J#_6B|8!
<>@'ACSVGRE0BO38G@12B:S<9*@O#9C_M_L/5=|W*? M^5|:OBC;='<=6
TF08!M>T)8K#+M\$=|_T(AYG()8MRQG^NL8(SRL3WG42./ M+BO>'#H6"_LX"Y(B9R
PYF)S&JEM;STR(7G^XF+MH/3G"B8*5U3|HRRN+;@\$ M,386X%//J;%-|K?()|@3A?
YH#>,ZXBV8!8%OZ|4"5MUSA)9T\$RC7 M&&"9:39R%@V(%5#6QKQ(S26"JS-
W+))%=2F%1W_6S%9|@DB;?9"5SW^!3;H MXSI:NYR
>|@,ZJGGA897:X\$#1WD(U|'49!0\$N^8H&*)SU_CAH|9&FX3N._>M|>9)4.*@GKBX^4?
916L?GW)6*_H5"*0|O%*! UG"^TPDL:T,%9M%38_F'KV+=2:L UUZ#V&49BN MQ5-
ET|Q9V>.
M2J'PC0NO@KCG4=\$8SH+;DE,0|H9^%K45+T3",#?>E'OX2Q(2GR!D!|@+L81F|,23|70622
H7&Z3BVH;VT|/?|LJY'*%V).Q MWS|+JA*TW\$JHUQQ|W7-|&\$Q&HEN8|EVR?
ABW|E=";GG:27'H/"Z^JZ#2>SPFBQUS4K.>DI"TFJ7)=|\$W+ #M1R
M8T _>LN+7G_|!*OS()|W76|!%!*HH.;>)|:U|:235C| #NJP2E"UDNJHP% @H3 MG!@U!_1?
7^_(F?+Y1_4WSH:@Z+G%,7!UNW8@ "599"SJ9\$697G|_4C&^SD&Y M|Q+%0NRW M-
17<45+R "10V*6X;-?IA/8B=LE*_QJD?_ \$9SL_111'71,^E;+ZLY0;;F^:P
MV/="GB<|NL%5K10343!WWZA,YC#|C ?4,>FPW%5<4J2Q_HM|;/H4"YX!Z=

M@K:@PQ(>T2OZ&_9JKJ-(X%!:LH>*)(-0F43*.?YKJ0'2J6GV^VQ@N-5T"!I M#Q6IP.7X-
)FV*0%|MQ!->55\$NT(OS;PL2ENO@)W!F#,) (=DZBUWG2.801%M'
M_;>&&2@'E=MJ:L9&59A280!_9JQ2;GFN;5THX3&FO(7'!4 E+(K;=)#'?)
MHBI&#S\$|QY1<^4#;V#BZPTQYR0VL@J TU5Q!RYEHH)1Q5B(804DQND\Y;TN ML
L35f J!-K(#PO3(DV: ^E>UZDAO\W!\/\$YZ?P67W'EQ(JB\%|9&-# =F?DV MEYDETD
M_;;ADGMY-\$ (76'(.Z3H;:T;JLP.:D*T+1_\$G64+2V@2C_H.+OJ/Z1WSGP..
M+/KWV\|M|5HUB02E.KA,0I6.M->E#H0^6Z1Q|HY.I6LFVN MTXK;7W9EC&-
V^2N^LI%TLW0'5",>7%6.A1DUR91=" @#-S5S9J.D:JS!@WY5-
M%!\|8N0JW#9ZE%\$S5E6*WL6-QH9NCB13PGN ^8Y/MYQJD"QE&*JX!SX7%VO^'T
M9.C=6T>N(IK!+?W\$V'YQCDCXE*=JV09SL6L:|98N|F7WCJ|",>9|5U)\!|6;./V;?
+=@V7SEM\OH)9N_+78;=GFO|=T^M;0G:_2Q.%D M==HG'IQDYI))BOY=
|HJ+I9::TBC3=X:N>Y4#0/6Y@8_U;6'WD67:?'BV'(#V MHQVY6=3GGKB?_7"IT#^,8|0U6.
(9M=_6-5#DLZ;K\$VV96&PRNT\$ MOMOLGT% M-DX8B55D /3*7'LK*_1\$XK\$SDS5_G:|
M-?6D8-\$9@K?B)_LLR)QHFL.8<8%J@B3?&J6"LLD|:.)IF_VGPVF#I:|5#;F%
M19>S_\$|F9!5T;G3?VFYB G#RN1IFU99\$66WVH7L?Q1X),1SA"C2U= N%"1|&
MB2.3>TG2|SA9(3^2E==,5!)\$!S\$W&@I> MA&@?
@8J&HC|. "E04!7V<=%W:_0;GS.M=>:N% N:VG;|I9+F;!62#;|"GCL4| MSN99DC|P
|+G"5>'#S|H#2OZ2|T - <9?K6T"-N=?5OPO (VN>.0>/152NE MJH;+H2E^:_C2!|H N
M.8N#V|B+;|RE-,RWGZ^9,<3YR&HFESU NC;9|>YKD,1#&UH4% CZ|*6'C| M>|H|F|_)?
%>1L0SK5^79<*?17*AA6VV<2;W|7W>&->|!*9XMAU&4"/V|E"=?
M=D/5DA_0M.UK*MTC|B8G|TNTFDV2_I:CLF'PF%^\.=3HD=3-XQZ|J<-Z;77
M4Q|W7T|)7DR--J,9>CMUAB.JAKB@H>Y0&|?!# =VQ@#|_T)|2S|_WLCUEX)3(M|?
0KAMSQFR=U'7_C>_ /5P|>L>3?6A|KM.NY|P|KZ5VO,USV9U5@1.X2!YN9|
MPOTAAU48|HK"._S^?H|SC\^L|'V+|D|F'-%B7!/A+-GGHC8%K|T.|1Y58%!7 M|ST|Y.?
VWFU&_(67H/&*D^?EU3U|:2_PAMH)CZ_XAML\$CZ_X MCJ_XK,U)TJK.@|WO_\$""P-
0H?;_ZXX>1\$4WMDP_ULJ.D M#^N|MP+9".FC)#;+BBJV<#M^(+15^<.N|1EVA-
="|V3(5(6E"P:!/45T^> M>X.4)BW4|Z?_6,@\!:|7:|3BDLQH#+QEH*>,0R&T?
9DDC|:I(OUMJ)%!*O#DO MJ*89E+;?Y25BIL0S!-?;N\$Z|P
A9ZSL;L8^J7"WYEL(#7Y9#!'|PY%+'G= MK4?2=5TB*D&:GW;#-
_O!10EHH_IP|@1J'I|<'Y/<2P!*D/_K'#^|_#E!88\$=_
MV\$)"_S&|1G.ONHCI9%#@|S:TU5XC2Q^(TCMU1\$@EV|!"NB;ITV:+0: ^)Q%(M#
_A|GL1TK5\$K;S@T);ZH)?W#V=?OQ*\$XK,%6E|%OOC|Z_MX,%HD(YB%4)! M?
3;F*IRD"T3N4(H.0MJ^IVS%.UXE5^%|/;<)X)M4|YW:GMA)D46NKX+ &9#
MF3HF>&"LJ1X// M>|6O-H.,BE\$LA\$T^5,Y%X |#)T.FO3(S@C'?LIA4N05C|L|6|3)-44-
|ERRH MV!7!AO(<|.6%^:0-M =T*\$XKUW5UD0^Y9DND_LU|!I?94B3W1A,3M0!YRHH%
MY(\$G_6/AF%!\Q^FZ_A?QZ4!G#*N7|A;|0(@:"|>LDRBS3GEMS9P:6H@
M\$|1AX%BYM_0'X*!>JVMV|47\$;J|&FZFAW) "1<A\$C,Y;)|5=3%5-
_HFIBEE\$-2;UUKKI4|HSJS@ (G|(@|R+XU_4TM7K;_MALF&Q-|M_1-
=Z;|;U;E^L05R\$;X>L"3ZBL>@;)|#A3W5B#_18J|/=|_W01O?A M D8_7%I;9;?
TT^UOR5NET"J|1,^*_ (4'1-(60J;E79?U^!9>C|J5SB^#|I%
M_A^RW6FOJ2EOA4XB*3|1H*.BXY(|M_2/&8LPE^7IRH/CN8VGMM>U%Y-B=E<
MW7H61.!R'0/U'5|(|J?#5|<^1JOY8B>!%PVNS3=&C"@QZBZ17?P#*S|B:(/K MH.R
D"4(A1-SN|HNW=%;;RU'^_5T,%9X5?,UE)|^"!|+GG=/ MB|D,^|,8AK<@%@:
M<|=86T++\$?0|81-4"V/NG/HRE)|ZJ5+GOU-;1M=7(%2P@ (DC&_RKW' H7S
M|4<5(Z";Q_)Z0<1,N8!X1I8I."B"._2M#(:?5U!3943\$#|CCI!1M7|_
BE&)2L;|=&|SJD=L|_H|I(%C@*Z.^2|JG0_&8/^W<6XN|QJV'= 75 M QD\$E:"MQP0(6;I#|)
(9U:.*"BWVWYAD%PI<4>EJ/E18?X!6|N5QFV_V7*5-(MR4M;@M)3M\$81SK43V
Q!CL|Z54R|!_0L|1Y3<0L;:R+S3_M|;9)F4Y^_,CP3E?!*N),AW,+HS^M
9KZ"66!9M4UO3=-VGM:ZNX*O(" B> M;.:?/!54O_..=)L|1J\$_FF*<&
MX"8O,ML=|_+A'\$=>A3D0>&/Q+,K11HY&&&E%%=7?|0U?#|U?H"#+G>F\$8'*&
M"4'%N|EQS"ZR,"GT;|S\,TO2/&BJ+'6V8:A6*>W+7J6TGR7!(KJ""PVA MJ:#L#4E9E-
20T|Q_30%_@EP9VY59LJV8K7S1WPX*BS(_WOLH|NC6>4O04XBS M)%K?
T8,WH9:@**V@K-?0%6.\$^HZUR+9D*7H*|Z>PLYH%=8=|%NX5SD*_<.5O
M;|!UAM8XV0QFI+J\$ 8'MF0%B-W73|/+4HA.9 "T|?-(C4J-5EBN*V|Q4(CUY;04IU1
@YC();6|K;KTPN(K/O%68>A\$. M"=|A>O+)D#|_U4T@)!P"QN!BEU+F47#AD3B,Y|G8|H-
EEB05.16J+|IPE_>U M'RU5'H:Q|K6_2Q_E9#&.*%/*,*K/.GL,PO<\$;CAA-
U<@M\$M*OG7&WE<4(^)% ME.1QL*223%(69_>\$I%A).MJ/EA(#H/%@"JK-
/>B2R1Z\$KAI8C|&.Z1"TC86_M6S19Y6&G|?PJJO\$2700O6SF-|4<

)!K"PM@+K2J1DW1EVFEH/P9<@B'Y=QPC M5-0>070. M% VP86"Y)"*1
8Z\$1YXB\$3_D6Y4RS6:)-I^[@8)TR1*NEJ.
MC1X+&\$K&@G(NO9#D425;1^PV:Q2,F+";_6@ID|>XXV9LE0 "5,L1%7KXIEM M:EF8+
K:Q7\$UTJIV(Z:(GA4-;(WQH>9:HH2GI&J2IM\$^8!1#-,4-'NP7M&
M"66/>)1PNN*3=2Z4&QPS?R,5;):3;_L6&*K(1>ONH_:K2._/V74^QLAZ(D#(B-M)Q5-T-
QD!0<;@1WM5QYOC!9D?HHJJN!/C<@KFW=%X!1>LIRSP<51?O+V3VU
M&U#2I!P7IL,93%TAI\$X\$XM?6G:&(WS<<;_ZSJS0%U2WWIM),D[*2W->&BH>
MXIK#.H9K._9C-LZ4808L|V#A(I93F->AK)|#%0(IUX2^H)K5+V!+%;&_M0Q@"
397#+.1W*KR#TE@Y#:W'RP!V2_DQCQ5N|2>AU'+7Y0!|LH.|L'2(IP\$ MQLH78NV313:
IVP^:!AL@A!UGXJFMN05AEYB<>+?=<:&V MRO*M,OE+9_TUMUS68K)!61OSL-
3>JCU@(.RHICE55H(SG(C;:C' G7\$'_MZH%M"8WSQ;E^6OE.06BY5>T-
8S_2+=@!H346>Z+*1.VYIS9K|^%06=G4;TAH+(&S&G'E*&PXI!SWN9EJH0__*PB1,J6Z2
MIR);LX;FCC09S\$.K^&,+A|\$+<-,4+11VM5^B!19 &'K.":AB#BM
M7XG*LVZQCM)^%B.A03|(0)=A|4E|H(@5"5IWR;3Z|BBVP6GI|?77
X+:W&"H%ND%4C!W=J(U#\$"7V"!7?|71LU*=A*)&5'K;CY@Z
M%R!^QN|K*6GLSHXNU>P(&9RNOU/%NXHWC^|&?DH/EV+WN/H8|F.IRPN(;?7
MH+J^,XJ"YBA;|_V&CM!K,80\$.9@E!|;^QDUGE1=GO!4R4>!*EM1("5*L;_M1E1_-.85T-
B'+0X,'H^*%%62CG\$|R|6P>6E#F^&&1!M%8>2*C?I68|D. M6'N>0 B-
7=|#FV_!V6'&"&<,BY%MR0N(J+%;^_H#/?-*#P)U!O:CPV78!"
MCGT<>V&.S.D/A&H/((>ZPUB,2GMV0,PZOH_FA;NVZ._A^FBI@I5!%4=/K!K
MN+9D\$\$2ZK?=\$C'2MP#@EN'8U3XVINE9J1"=T;+(:6!_.{0AVQ|?>E?IMB-WL MSD
_K'KH-+^3Y1"!\$|*OV.W2)V6,K>.BLRKI@Y)NDDR)-V;I:FN:73/4X7 M*
W|;5+36IV:#V_ZJ%,S^E/CN|>Z-6VH/M:M&;!N31N BJ@@=I>\$8Z;_X@SW MDFYV)
|57XMFB)+0|9,JRI0/-S62S5Y,U5F\$ PL5<#OLN@+\$YDWUGX%F:OOX(M7I?EL1=V&
|K&CM*<4E#ODH_|);+V^\$LD>)/)5K_G@SUH(5(F'I&|L4IU#
M=.V&_RPCI;Q4CG0<+K;"YLV%Q|^'5_|A.D%,@@ZV80\$,K4B^Z)^D6@.N/J
M&|E|/5W#@<^ BH/_X&WY/|/Z*EYE;+WJ#|\$U0TY|U+|1'0I3@<=%:R?Y7C
MCFH#;^!C_?>QWOO_-W&T7OOS0G@=+WY|>|A(I3DQ?J:%;T47X"K|K?)EQ/
M"A9="&VH_487=+JJY2\$|^RS(FOUAS%SA:X)\$H"PCJ|LNF,W@;3=-+ #:8.E ME_8;
<@NS)6?YG>Q"6-#)T(5|NXD)P,GGRKI5^QALIAQL9BSM|3'8S-*!|AL
MI@A>/_N6^&7!QI%00#09-QT|D|F54!|"< MS;_D??A!F5H_,#5|9_6<,(QIB'S>"I/\$>_04C_
M7ONSI89?DTAP(QIU!W|^%;B?.PP=Q M!7HNWYB9A5U,OHJ_H0_?
4ZZ.D|@9JVKQQ3YG28OC.T MBVE6:08(AT1NS)8!8R6O-
I&P\$W(7SA=IE>XOMZ6V;WO*OR8GL#72:CB+,3V< M+7"2687X)\$NKXC*:X-
9Z.HKC'@==7YD>#%FE6N,X*2K1O+NN@_#IS.*_5#J MK/U5O1FZ_A*Z_A*Z^=XI74;
M&#|F)ST&C!|QOL%|Q@P;G, Z|\$!XQWGYAL^8'SH:*M^X|6%P5D|8S5TM+AK MD?
|*3(%'K7X|Y)=TXW"2USHS=&FI=>&R1W#7%RW*@BWJM"B+MVCNG)#K9)O9
M,"@1U06,NK0W/9P3^|E75|1_#(O:MF?+5C0<"W='R!OH+7ELA92W?6=-2#G
M.^2SFZEP%QJY-98|X-P^6^"(?BXI-B) ZDI|+<=@P<%UH!|!^3W!,VRZ#I
M0@G+4DKP"l%T3>V XGBU8I(0^"O?B?R5Q=BC?/#1C%5;*H./A|P|<5L
ML,WJ@%>\$*7@U5?H:POC.J#N6N^TU36M;|4\$V3M?R%RA*
MGJ@H8BCW>|:|^@;29M|MKV!;^OKE M,B-4|M0|HE1?
AL_L)VDA(|B/(3>NSES#&JQ8M|PR|UF6(K)A4_85T,%4T:GV M0(D8
6\$R>OVHA,|N.X:"X|OCPE, W-7L,T^J\$^9,<-!0Z&SJ?5_K X4J3PJ.
M7_/12|G83|,G%M*H6)'YO4(@4S*J1CT673Z&-?T\$84W-*D'B\$SBOK=T!3#!W
M%IEW32)OO*7TQ_7W,'->%HA9A,<^JS:=B;N#Q>;3|!^0#1JQ5(5SX(<%SA(O
M#J@1LPGNH;-_DP23-9YA1EA"(7^0(8.N=(9@P|E;J"KYWK5GSL4L7>=U*QB
MU|)"H&3=3)UI=7!1XJ'SXRR_Z>9SA^HD>#D)(HGSU:8YB*&=-!2)|A<,7K
M&*XJ#.H>^>S|%M69Z^LS(3B"J9J(^E_(2,?S'OR'C@4/+Z:3&'6SU4_#F8K5
MZV:O\$7(%H==UL!Y V,&K'#B&J:PRAZYR8H8@N#X?ZS;8_PS'V%/|XS,<2X^T
MQVFU+J5SB.(J4|@";#8U=04*VY^UT< MV7P@7BU*!E(G4;:X|=H:WG)
"7,3|!"XM&FO.0P+)W:9UGA9NKUPGS?*AI! M)U;_CF""8"W:P5EES+2^SQZ3;
@|LK|WV%VXRLX#=#|Y%YY'Q:E'NHAJ%|P^ MF3T0+TX|G|E2MOJH#6T,TD1P-J U%
M=6E,'BR@'%P:S17(#F,O|D,O4HTS_3O8O5|)^+0H;5NN6=3D8>GFJ WT%/HL ME?
B,PT#"0D\$3_HD:V.W7S&S_!HPQ3UR;-J.Z9|>V+S|FM,M2W?L,@97ME,W MFAE|E-W+7.U
MCZ*CVG;_39F3|6@SJO&C6=N3NLI1KH.Q32<:E/*00\$PH9R(|^!|V'#@|4R8P
ME6%'>%A_MN55GA4?;.\$>%F0U| HV<95RBW,=RBL)JR%JHAPL%;@<'WM/P-U"
M9//9MS,8+3WU|A*B2V!7>: MO5@#D"L.BYXR;^B3V1%|#

(.2N94@CEN=0,5\$HK!7%R207-4+.KMMSALM/L M96^R*L6?;H;G>'R"V"RI6-.-'?
MDIG8IU&\$"!06P3I*^TU/M#%G W5I-.O +P=;O&L>EYLP C)(SGI?
MLXV!CDUT'1,\$P/P.F4O:MN|1DV2.W MB5;3UX8L7/\$)2;L-?HW+V5_60-J4
ZB/L8+TH&6O_D>.!JYRW!C^4_VB|2 MP! O"-
=VK%MWHN:PL'MO(IK0TLXO""%=IB&LVZ8>4I_"|2TETV\G,XO"\$1=MIB\$0VV;D4
>119GB++W3LJOJG5X^:'O,0F!|>)&M9DPNRSM *^H0(<7A*4*
MHQ".GRR+'A'VL;YPN_Z)'O)|7(<3IH+6;A&-9TZ/(@F8F*<)"AEB2RJ29B7 M)LG7SF
2WS\$#EQU L:(,')/JGU0|PF3#TP/R%W'XKPPE>TK"R?#4^Y<-I,KJ
MAR))'J_7|4F.'TH==U-ZS4 IL=H|B'N60=;!AC@?@QP=P,BFZ;?|8 |SRR M^S<18O.WCV
*R &UK715_AV5R|UYK,1&G2>0HI&V9Z8OV6U9XM\$#Q|IBV6486E M\$GQ_9*D|(^;|3D|
<7_M_XLH+|TD;R/'4H3BM M="6IBWQ()Y%\$ZM^HR)890%O3-HTF0SMY %W%, '56K W?
O&>I6.M-!G^#)Y?K M'GG@QGA|=V???
GE|BG=|BG=|BN>,%EEIT/Q,3_':/O@R55C#U(.07LK4|O+MTI1GPN#
|2(GWHD=P\$F5TDDJ-;(U\$|0&>!L_@W#%G1??^>..=H4724-"?LD@@
M73!F1PW\.^GTPLJR8!+N7LO?WX6I'5%,HROJDU >8WDW|T3W&CPDB3TQA MB|
<\$5&8X|BE|.3O)74-FC63X*I'D77|NI|&V_H5HG;^HLZ=0/YF."4 H5Q|
M8FK%0ZG*j%9_+?59;54-;)U3Z;:U3;:U3;:|Y-ZN8|Z5MLX/D8Z/D;R
M|+E9WN,=*RV<:RV83HF|)%AMPTI8CM4V7#8 C|4VCM4VCM4VK*NVH7|=;VV! M"
(#8KE>;8|&-3@->XCW,61TMBL)TTL0U<|637VL8N)ZT.LQ=-J|+>:^%EEO M%;
|TT.G#3,N?J(Y)HN*|L,1\$?>'AT|=")I8G^#T6,D"0B;'0B;'0B;'0B9.MX'HL9'(L9'(L9.(|@;F
M6^9.X|OTRO@2T6&|B%)1G"D82<+|2;B#J<@OZ33 RM2#|Z;CEP;W*5V U64. M-
3=5%T9'XD+:02TWMH502F|1"7\$@WN-WFCF|M7/9M>A=P(8^V6ZQU|#, LV7
MOR!S>W?KMF*W>6|N 8VEKS8IE?^-/+/VS| MZC"Y2Y1T?E)'X)/90F"Z"-3)!;M#
(9|;+REM;0|U6|9V9*DR|*/PW M"NY00MGR%^,X.\$=/*,(KMEB1?J0%G.+N+P!4!0;|HXW-
YWF-V(9WZ>Q+)DZAIY"3KP MVA<>UV5EZ(!S|AE_#9'S@;_,*!P|=-
V;)=UI1OF(77Y9,Y*O|S2C*!RERNX M|;|PYXSJ)/A=|0T!_|D;|Y|^<\$;_':8-
<|7290T37SR0DUIP*L0|%^L".K|
MK|PC*2+1^C*,/2H(+SKW4D|0|O=.%ZW&6VT&6|\$QC.>()I9>VP-W@.8|J>
MT|90UH&*\$ED6YIUUVUL2LP6+??=W/Y=1,|)FL_"|**F(%=:=W&YG+_|*7+(9)
M|=J/>*B4P6O.)O&&|H8%\$N3*>.!|Y9|\$.5=^CV",AOB7H*<19 M\$JWOT
K3#34054B6|3)1BQK4=ZQ%MB5+T5.8Y |>;BFIY+BG|69CY"5). O|
MXEU1|,|L284)1*YM|C*2-%K!0#;,P/":BXC;1#DPO2B6R|KN+RPA0VN8.
MT_>&'KNI&EHB NJV|^KUC9X88!1<>B>E9.QG|?K;,(|;HF!|\$0E_DQY;WM1XK
M1184%DE;SY>W'G/%+U!*5XO-9*L?-M|?=M@<.:GQA?)M62D-|H|+T'T-|7 M4\$ L#!!0(
LR35HI9D)UF+\$ 'U5"@ 5 &UL|+U|<^5&R1NN4|&HWM>^,T'OJNV4V;9\$OK M53@F0
."0L'./ /83?GTV|5X8UZXP!528T=84UWG|S"+X%?9;VR,O_E?W_9
M9>@9DS(M|G_|ZNWOO_T*X3PNDC1_->O/MV|V=R=7EY^AXPO2'^L%_0O_S|^_^YP-
Z|;BW9|PGA3DT^UE MU^Y35>W+/WWSS>?/GW^?
%|_1YX+|6OX^+G9V#=#Y5474HN|;^?)MAW^U^K|D M:?
|KG|A_J(2(J^|O)/7|KT7|HBSVT>^_F|WQ?D|9MWWW|H|H|O_J|V57?R\$ M=|&.-&?O+<9?
M5JL%9G>VQ|^<^.\$;_FLK*DA^>2!9^XSOOFGA="W37U.-_|) MF?Z|Y/"NBCBJ^&JH=" #
|M.Z0ZPH"AOG<3 M|HLJRF;!'VIZA_T1SWOCO9|_TW|)|WI@>;J|N1,C.KU?^7C|VCU?
T3R.(M^\$M%|S"AO,WG^Z^E^U\$NJT3MH_(J:(?F&J
M_DOW_3AD"JXZ3.S2#KDX9;N\$/&207!D\$N';LJC"7=>8#H|+7%D@J&%LI
1A'MBORN*N)?M;Y((N>32DJ80_H(OF HHT(VI4DMA|@@ M'#=\$UY(IF|1%V4V4)I?
Y;:1/JRC3|L6@XY,|5O"/-(J@.&4# MI#EJU."P|197\$5VF)N<1R=AL31,D>3"?
J=).L#CJ9).\$@RCM/#\$*5,MC%H M. RZHVDI2#5P1_500ANA?_G*?5AF^ MWE|F2?
J<)>HLF%W(UB|G)#7W): ME@5Y^5A46#UID(JPT.)_WI@)RC/ M|/^**#.CM-
=5D1|R:\$4D%PU.'SM|PDJHDT9?|<\$1+EE89N M2E&/3@3HP:1=AR;R/@0
AVP82X"A@Q36E ^M4-@JW.XP|'|&
M>4320K&'JY#SM2^GA=GNR\$F%@I/"A\$R8930B(7=N6PP7!<%Q5,J'"YV@-UYH
M@7;\$D\$K|8(8.VI0:K=#;TRVGY=6ASJ,2SM,F,6|S30M0'>S38UL<%98 A2'
MDX\$&|C2X.,PVV*.;|7;#YD"/V+|HKY#U.??0PAU.0:2"P4ED@TX|9HA)O'@GFB'0;+D8E
MCQLME@8,-E@,&L&)Y@13W%|H|5"KB#K-L/B6^H^FSF;8D8L2/B;|RB@M9.=
MR<_!&:+&).;|JWHS">MK*,@+4Z:M5.T/LH8UFZH)RL MTC\$!TS?
|M,F3,_R,LV+/+SQ^V>.|E,=V.&GZO9YC;\$^N|B4&8OMWA?
D\$H1\$VVGXGOWRP1^N@^FD@_-@>0 MDE.W1ARU|J%7\$))YQ2V.V6V2=)LVSGSFU-
'<3M"YHZV9VLF C|J1\$0;#T&N?WT M<=H@S.GC1902GN?

T_40WQS^GF##O_W+%/+JF)FFK|'-<=S-H.+3;:09G|"RX
MPJD\$U:CSVZ).I.ZMM/D)RF2SL^HRWQ^JDIOT5CO)U&H\$(:\$.NI1YHC@|NBDQ
MJCEV@FJE\$135T%N_F|@UCMGDKV#0K)W;B1|HPI(JFXFR=|!)MEWSB3|/#@K)
MOG,CV7>O@&3?S239=P!)JOYE4Y:XOBEQ-WF;R@>:K|EA*Z9H8V%XY%(@%%+O
M,"%4IRL,N_Z='=/<%0>R\$M_UJ=U5CH%GU0R_Q|R22T-ADQ&B%,V?:I#K08:
M'-3"|5%I'N5QRL)C+&Z\$*J6|^B<|Y)%WDHN"H9,>GS#HM=+>KHINXAAGK\$0,
M3BYP5|V(YKJH6M9;:(@);A<1HA(.3@P;=,*U8NC1AZ.?|GD59JD&+*W_N_
MAR|Q=DBH>?3;L52;AXIOR%UOVOQE-YCDV'N/ZK&R53-M7.IOP;N5/ON%SCF0&\$T
8,PL!|?O6_X"R^FE4+F>""9F'5_HUA9M7W7UX3SU/A:.DWZ^|NCI5NP6MN#?'8&Z"\$L
0HE&IN-M-(:|f%0'SD;:%!QY|PN>P/%#.D,17+>YS-6H"/5R\$JF2#,\H2X)11_\$ZM!%4
M)M^I,>SZ(=O|9WNSVET-&|60%%,;HB;J-66=DJH1@*>H%:WV8*'ZMMN")V<
M_530"5N:I8::S9:Z(2FI-4?'2JDB6&+JT%IPDZNC7A|N/6_3|M<+@O%E7F'Z
M4JO;2%%^84X#(8EJ-DS'5K4V6,H:(5OPEK6'6".H:06Q9M:07-9%A^C+?R@\$_M/58KTP
=U"F32-7GC1&+F9GT1H@JL#>K"JLF:1|A?::P+X_4T?UTOYWB-
>J/H.3NC<*S3"J(Y6#+@R:N0.>\$H^RXMWZU1GF
M)05A.315"07|W|PE|YC"Z1)RM#|\$YX0,C2S055I6:1QE:#A?"9@W|\$.:|N#_M?&-
|KNO#RZ%U7|TT8|@/KP,D3!|K67"|NL/T1?|YQ|_|NUSRV!UGWOX(XS/
M+4\$D?.Y:905IYN'Q4%:3L6A<&4|SC7#1|C<1=3:IGYE;JP;GT3R|PMR5-X#X
M3.*7297#\$@6@WF3B|=&9;L,^MZYIZM.0+O3(JP2&>)5LW"B:\$")X>A1CIC,NI\$C
|Z>IX|/0<;Y^5V:?.5R2=|SNZ>,B"Z_M#1L7?8|_-NYF#;9L|)6#4VHN8G'3YNT?
4:V\$.BW\$60C&\$6T^1R0QA*%,9+Q>MNY?|&UV4'PH\$9XX.E3
Z,9DEPTD4|N@L90GZ"U+2P;,-K%4|'YVT-U=CAMPY_M%K5H<#+8X9O2HE/(@^4:
|2.BU"-#;EQ|*7W3(MM00Z-)#;F6%5JPEI#R4S%)6
M6^"K'B(C,A9PG6L=AU|>X|&D&?;@=%(M#(,E%@C%,|I:!=4ZJ%6",^=@Y>W3-M)
(W(RUV4X>LMSU2@F7|HY'W.18RPA_,2I7!P7MDB%\$ZDJ|2|E5GGE5AURD)'_M/4S2_%%
|f%6LDX?,2E@3;|K5X.?@WUJ-27+EB@NM/:S4Y|9-|CS=%U8(^KM*
MH0/:7Z*02<'X|/IHPL6).IJ@\$X8S5DR2X&@C-!6R_5,1J>,NI8+!B6.#SIAR_M"
QW+F^NM7P9_.ZUKML4UJB*6_LC&"Y,\$0E5FF^NPT7_L6W|,SIP/?-BO7."MX.0M
(B#TYEF\$0HG4P_.J?F8C0%Q|/!*S5UZ,DF3^ETX:U48%|3&*^S2-0VPP|6W?HZP?XY8N?
+J*HT>^6:|K+K31;%_M=1GB1_J?1DK#O7GM>&/A,69V?)S3"
QF'H%|RM%&"5MH>Y^=-<:XLVAMCTX_M<|=KZM@W65;P>G#7>Y8"6#N7T|C|G-
L980_G>DKAX%2T12CL(E#Y-YT"JC56_MWU*@9|U+GZBQI0?
B@1GFDT%E:B_04|V'YC02X7G!D6X(3-!2:-&G'\$Y5>?MG;6':.WYV29/Z&2Q/&25?
G"T5/1_\$FICB'@HJM."0247J|JCTNZ8E)V9#M0|MSL_RHAH|1SS^K123,GW|VD?;
M+Z123"V&V1=2H-U&F7<5)?@|M%.H('HH27RE/'? \$K^@NBIB;#),X+35#H-
FV#QR2E/TB>0\$-3>S!ZK52JY_M6AG:X#E&3HR"DI@J:A":D'\$1M5+TJTH,LL2_|Z
M2).T>CE+R|@XZ*+?'92#K1",!BF7|DK-X)R;|5<(5>GE4:O@(|F7>9M0)N4U_MG9=ANU
4@<\$()2YIYBY?>X?"&%U6Z8Y7\$(Y2|E.4'1QV(M2ZP?R+R1RE>U\$|MPN"2(UKS3D/7&
(M(-X\$G#E6'RO5%S!G:3_U^PUZ%9|S*QOPPTF53CXX^QQ_MBG%
(7<#;XF7HCL_GP|!*|+6(W)')>|_6H8(|N|TR%P+!&A6Q*E>8BNI^8##;<
M;N(89YC4Y;O5++"0|SH3,L\$>S8E4PL'988M0.D|:ZG@B3!^16KPT|G9N
LH%O9*:C|@Q>S@-MWM?W_MQTD9|FE*-KO+,7/: "9%XR-
E,60(BZT9@V0(Y%:79GPRUIJ2H3EG1RK_K'&A_MA7>_=?KCCP3C_/0)
|R|S6..8Y(+^/(!.:|:9%(P6*"#-F4!E45<&#%IEK#;
M8_43JTH&0\$H7.-4J@%^<8\$8U@M4+\$2@ (NHQ^N.!/BEI3F?
47U#E9S84|*ZTDZ'*R|)6K01GY-'0S=>EZ|;0_M!G7M-
1EN^A9|I0+|O;RYOF(U@O+'ZS@^\$'W&M+DM!8LR<#-5&7-@
MUPP,A^%W1R/,&B.?)CB7N:%E'79%!"_LARM)MBA-5YJ9Y3<"@L-HX.^Z*_M^J^
M\$K0SFSM6D(>\$DY9=L2CO2TLAJH,<_6MKX:="LA">5+/<|MQ71Z+2%|'
M!H+-9:T,4|YAM=HPF#D'LGG..CR/A)?5A_:/2;5"ZN!46WRA,4D|5F->O_"
M"B'HJN'8:'HMDf-ORJAVCEDM.#W=L0L;AT7^^.8J?::C|3W|=|Y10"E+#"8T_M|>)
|K2B3IV:=9%^87^2^TP;|9^T,P,?LDTM#89D1HA3;G4*/-E+JP+QYT6
M.SI%P*3K+5I>*.5|DLH><@HA2@8.NGOB0=9M33JQ.'PR(X_07ECP1>H/+^C
MQ_*TF%?.?TKE&KTLK,&I6NM7LM6|B.-^PZV+-A1*^/J(W;J)7B(ZF;O%&;O7
MQ\$K+I#I'FG7|1G19P!|=VD48%#+\$J4|Y*O10XTB:C0|QJUN-\$&-5@&K-@V\$MB%2U-
TP6HFK6AL&^.9_M@U*##;C7.5Y@P%6WF#-9EH,>"JFH#!R|FXU0/N
M6^|#K@+^<6Y2TT|0-VDT3.LFE=HPZ#@'LL1-OEW131Z|7/T1YYA\$&;5OD^S2
M/'TKPH/)S|_L<5|JT_98ZOI/45D1H(S42UD.BF5\$;IL4E,=,\$RT!&J12XIK+IS13#%\$7Y;E@=

M)E-*>1MLU1"/[\$544";W^&JR@PULD49;H!::-[VE;!M&-!:@4HH0MN)>
<|2MR_TO=R@ \$"X;G RX.@/<4!H&-6P@FD-VJ)87IZ>OZ:A M1_94,K<1C%VVYBD)9VH
)@,%74H5E21"WK;P%E@-LOI!2",AA0"@RBN&XP28M\$, _1,9'R..%)XPX%F)!"
<'SI40E80.H40E!"=RFB_|1 M>??MVS|H|VXELX%N M8I=:S 6(1+"ZEH9Q(1"?>8S
M7,8DY>G-=7;Q+Q_=E(X=L/9&!10-2F9L)-!|CO\6/30A3D?/!\$/:/&C>F MD/?
M^K6PIV.!5!:@\$.6P0*D>+H1+JM+Q:)/GARBIQ?N"Z.@S%O/-&AG(*5F&M,J
X(@&FI\$8MBVKA0(SX|T-\$*DRR%R,I!\$G?O%!G5)C(@:.*7)L2H)TXF\$Y
M1)9QJZN1|G9H)A2(2?6!(U)F\$Q.!'!\$G?|%%G?)F(@:.*7)L2JXTH|54,5PE*&!
;\$>7@608L@A0Y53IQ-298K-1!-^O!^")*<'M0D;HU2..6M0734Q@6YZHY\$
0Q0!;R+%6BX^(\$F@\$JD^3+|(.?SQ(@H+D(GZ/MIT5PXV/I_G<07%"
4ASC,SE4"P;Y|NTI05Y|C';JX)^IF%|&R\$&.63"6<0\$M*3
%&WI9Q(2#..*4>B8299=Y@K_|&WY1VB7(^>6\$N:8%!;A0*R0(U/0HA%&
M7;H1|2#\$N""I+B(O=VEL&"I\$0;_44 \$=-;0A@0=?0(%0QBP"9B/5DSHF!14\$-0T@UD+(.:?F
M?Z|2'+|5VB^5#1+O+(K#7@>"@)BDAJ=/N3YI/T#8CKH.H="FG<.;IKX+3YIW
MMJ1Y|YHT|^:0Y0YS-80TWSF8^EUXTGQG2YK00)/FNUFDH1|^J*|Y91E5R'WQ
M61;JZ?,*0\$@MA%&EK)F(@N/.G*)OYT\$^)^6+ZBOJ2?
EQD|2BH7Q.F.0N0"7"P>AAQ2PE"0C27A4D<\$S\$;:6050IQ,*ZH2L|T)!>M)9O|
|NVT60;K.V(>_@B"!#)\$8L&N>O>D%O+|F1E""8X4'F'|L|>/+'5?>!/M;S
^L0A(^,*|7U.9\$!WYJF-Q4D|)%K@X0\$5\$|?6D5N/9K3W|^|<45H,2"H3S6
MC,D%VHW_4N&E+OOP6_>108IG&X@;W|^|76G:(1ANOW=|?|F:05??)IL=L=
M|N:41Q8WJ)#S|96U;-LO+A4"|?5UR(1*U;4L&@M|HL5=D:5QRNN|T|4G22.9-M53(A7X10
VS9(\$J_H((2EI!GL!-\$K:1G\$MP0S\$B(Z8?@EP!QGF!RO=U*1WN=ML"|2F
&WY%|+@B")\$=Z4+%3A33S00+4*XCIA:<.R-6/B1|Z)2B**<\$KB"3(M0Z23"J215+5B2&
|=X?C TCN_??=PGU;2M'2BB+PV"6@?6Z<(H7H^B%+'R-
%8BS;_|3J.L2X|HVQ\$WJWACBR7XCC@&>1@RN|L#X&6?
90^7%Y_P.1V61XZ3>2Y&=%GE_4;.&&"/@V84PB#H M9(-0\$3K#E-|RK10H;LA
5ATD|%=LBKB/"|Y\$2=@%^0|L;NDP%|3K|!-=)
(LY/&D*&+VXY^O:6M"36|M264"%NU5B?N^5*D#;/U-*9,%1"\$M0.7|R4Z'I8J)
M6DX%2OE#3NE4Z|'01(E/I/PGCA\$@BKEC.A%|) #ATF20(:B5#<*%NUV49>V/
M99KC4CT03:3|&IZY|T&JA5|#;.&W/#+)|@V"3)<@H|C:>"-%7E=Q)#9C(:)
|=53O)&0YYFQ!;!D M8CR0,\$1)2S5M'A8*R!;|KS#0Y;&%UD1J7=91C*>.^)|";)|GH!0
P04:E2 MY%!'Q"6#?/_W4?XK.>RK^_6&%#&'&+JH|+R5:?-4ML09YQ,&K)2A40SUSP
M*AC8-X\$&;9P,1JR0FWDL;)QE(OH"KPI5R490"DR|"ZY5|GR|8&'MY)!HP&
(>A8P50<.7!-QU1-4*Z.!=J#U6=EG<3)^Y=;O,6\$W3NXQU^JH_1!
MOVI6&!:ZOE=OUN9,%W-&11-D=\$6K6NJ5;-@>F Q8DT3Z!?6".*M^*Y??EKD
M512SBC%ED>GXT_"7N_@))X<,7V_A#;.*?UQ3O|0W5#PY5E:QEE1 M'N@KNX|>A
CEF6WX8-91YC':S6H@.">/02TXMUH3-J(Z5)OQC26=61S:"N:
MU5MU17|A^R+3LSI'79|T=3)G2\$|K13"T=\$%K1<=>'?W"&N#|865X>FI*\$E?E
MYH%5NXBG*U^5D\$-"R0\$.F366 \$,A*2PA>I8+6%!L_*U(H,@ZY|3"K@B-2:"
MP!@B1ZKZ M))23.4."62F"(9P+6H&5 E%>8)B|@?@U4=BK!6<7C@G%9W>(84^|
(T>DYI9'WR2@C|"&?E.)@V&1"
M*\$S!XY@ZE=WCX_TBVJ=CT+6)Z6T<(-=VJ(S5ZWBECPW|\$8UT"G#H9(%2H%6K@S*FA
C3>E-L MWQSH7SC;@I.M|B#:(3W\$%\$@|HX\$XZ='.=H"<7%RET4.:|?4_'5%YD-53D268
ME&QTK5X,AQGVZC|)XFK4D\$ZVNF|D"-@H3Q#K|XG2<,&_L<_/'=V^_&=4-
M0>*JW5&;3B\$0'RT.W=32\$#GG=OPV4-Q.I^;65GD3O;!=+MIYFJTLT3J5FW=I
MP>MHZ6|:: \$BU5P=#27?,DHU,W@+:UTUP=Q@UNYM@CE|:|=G&3KL=|JEPB.UQ
M.6#9WOA8\$@S#M|",N^(-J8+SYV-1X=**/0%))G|S10!W21B(&AC-
J;&*02|)H@&&,%4S3EE?6J|@4GFO5D/_2<MWF|J'GB&MP9LYZ-U|MD\$->
|Y5>2/|YCLAF|7|*3E6H&&0IT)BK%0I@+&M/=GAM!X-Z=_R-
|T|S8R1|0R3|#EBR1,'G<)>X@&C4|AOM8F7"/.!%JP*&?G8X MQ7"85@00R*@8Z,UGU68|
!,QPQFV20D,X6R16L_(AAXO.<'G<@|H0@V'S-
MQ,#.P+13+TA3+N=S22@GD6YGCZ_@M-'Y?!'P>>(-::)0.4;=E2NII.=++R|JH
MDRLO4S\$PS%\$C\$^LO\$78:04'#67FGWF:"^<=O?_M_;>^W;(.4;/F_AG|X|L3
M^D^(#FVH9(EBZ*A&J9;457H:F7??,ADN5|;)9*)#|520|&X^6DK/+GJ.l&2B(^5U4RD&.5
3UXD|&5&HN#;:|7|>G?RPS_|
MX>3;'WXXH7_|JML_GOSACS_P@|;W)|H3K7|Z^T^M5LHJMB3|MP\$53Q#|;8|Y MAOPL0
O=) G/E1ME-U&:7.:GT3ZM(M5+5DIH/1070QZ=@|M%P9!6CT|XDNRD M\$;|
F.8HKA5.4%0R7K&*4|MFKIW#J5M<12P!Q'E\$N^D&BKC7YH|<.GS1IO!MQ\$Y)IP M|E??

-U@PO.16NTDf)7#;="8#%+OV:@TP?#3":XDD4FSB=.LH+N%,S!&7O7[M1O4/+,..KU1M1:
(;CHM84-1&E:D!9J,-JL!PBW#??:=[B,"862?WG1;2E8O M2%0*QT>5 6HJ3C6 LE !TTA
89<0)/4F?2MM4)S3I%+WU(%-.O,V?15M-Z MS.\$X);32#'08XC(9M% #PT-
IK/I3%#AS0%*(A7&8U6H\$XIO-*L1A\|@ORZ%U
MS"MXXZI@T24_XL.UOY4.RJLQ9"VG:E&X?!KAL^)^2?28+CT?
FR5GX(D2\$HP2+.QT6D>71G'*5\DT\$|GF.|&YLEFOXI^_:U9>2NRI@(A&OD@5R54L*57)*:
MVZSJPI!GE=E9P%|?8H^PC6AV_OL4" MCA:|3 \$,L&I>B::AT^6"6J
M5G"*_8AS2ON,C<7)+LU3UD58=*F>9\$8MGS2S-&%(,.*&*K9X9R2K=&J.QB-MI
(+3|0H_1MD%5M_GZG_W&O(TA36*,6L_!\$.+*2(AJO_IG7_ ^/2FVN"QYW&_P
MCR^,R+8C=^!YD-7!U:\$FPJ>/*2M@#?UZ0RXY/4DKHK2R):A9!"^B%"EC.G%-M@')&
"CX%_H38B^A94Z1AV?,QR(OQA8TW#>LOBST_*8|LS1CG 3-H 1FZ+)%
M*D_&7A>705\W;NIWP4G79@5LC!A:IW@!6HT0F1DUT&7I&27B?LCU0TVNG,YM
M*ISH^D9ZI1=K48|_@'@U3.%PU:=(2=I 2HM5HG|990>|)A.I?E4_|)\Z*:_PW;>
<&7=_OOGS7^JP;DRG_A/4PJ^OKL"\$OO,DY^@> @Y MK.FW; 30%H=W!"UNH!^C-&
<3K^N\ S=U,2(+O3 YGPQFR+,^*93 . M;L,(I
M!;/J&V9W<;=1VL1!L>L;B9@1:H%\$+"JG0A_-X|8VR7|=;I=WO?TY(B023F|M
MY/TY'@080202",-R3F:@MB3Z7&L-&03KFFW?5^ZB#%|O^R%7M=;7:GC=|Q
M;E^0B+Q<|O:T-^G(N\$3#H6L?SWL1IA+);JV"Z0&+F6+KH5?L,(11ONG:N*JR
MYH+I(+_2&7Z0#0462M|&>VL#ND'?J %JY+=%*|V,95ZXTV34B@?)LO*JO!*K
M6/<8@YY48I%9;JDC576!G2L,FH\$|V=,.)6#^HA.T:0ZSJITNJ FTJ5/CFF'
MV++TS48NJ34|\$|D\$?<(BE3@D"ADPJOB\$|=48@:A2_(3C7|\$-H4W\$+_XM_>,C
MB78\Y3:@ "CF* PK7 PT@QT9.QT6P#B1-,!6'V?RDJ-G(A|7@_8@KXW"V1,8K
MAV3P1KP9"@#CB@2:4&0)5RBC/P?GP?@.JUGZG"8X3|K:@ "Z/"UM7*\$^MW9H(
M=?;SCCU16R|/I0)!8A6(-C1(-0^U2X2|HX133LC-,<2T M?*IGEC7.L?&;\K8!)9M:-
NBMVG=,J9WT|CFH-"|^5,\$4MAL\$91,N@\$>-0N MFTM"|18?
BB3=IC&/A|K>UCG@XBPJ2_JO.&DV!;?C_E\$M!>L&;J8JZ6_7#&C;-M.YE@0??
=H#U&=LO;?-,WV9|K+'N8HZ4X|6<521\W,:|G4EMW?2O?-DN.&@ M&
W5;W7IYWCN'NN\IDGG6?8A +O6*@8J.EX|>!:K?"W--;U|N.D.3R@?KPM M-
I5H.S*P@|;1XFCS*49VVJY+P;WUIL\$IN^C,HUMEE@VK01;N|J;J%S=FIL MO/ZU!J|:
(;HJOM%6XXX'J0K;-H)SNJ?,'SSFD& M!AVG'=OPR>A9Y@WY|-1
!|WG8U!/:=RV@:*ZD8Z^0IH-|,"@4KELS0|T^U MS?+BW H
JM,M""TJ@GHE#;:/H+42=UR<%JWE2'A' Z3ZR0|4E1+=PA\$.6" M8.BF0Z<<|NB66^
^,2I&4UWL32ZDPY)H ED'84:4; D&N.SHA\$4+|3MN|JK M"G1/A8)4-KA7E=|>2X
AB126NB|!+UPL?/F!#M%5FN-+^D?56:Q,, @Q!*|2 MQ#&A,NW5RTV>W%#I.-
T+)2B7;|;D<*"+Z\$|05B@S>|!#R!*&Z/*RMD58 MMP69G Q\$=;LH;6_JUKEVFJ;|=HNZ|RI?
+QS;#>TQ9KT&4|P:A1TUYACR1| M8ZFA8X%%@-J%L"
5DL95>|+X.2+)CT0=LSFS+>^50N>:*TQ|71L*WC660&-; M'4C730/;(4\KL(20'<-
"C#8A*%H.R8|<'>|!#6+8O *M,*WV'RG;.X?GFW."X><|X*=QZ*5|_ ^8|VF MO_?
T\$D=I5=^)|A>ZLE0<>>=M8WO\$UVHM@U&FCOS?\$.BMA=-JWGD^,">P7%
M=@4|"+N+|7/F%Q9M E@;N!FONVTV-@@&!(O887-A.&P%X(MIQ?6Z|(>7S")
MTY(G2R"XKNFQ20CSNK/KA3N4=;, >I3C"|">=;_Z/N5F1H!.%7";GY5R(26N
M2VKMLU1^;<;UA=|!E ;3K;I1?7@3)^/V7YQR1MH?BA9\$VC+L@7S*7(3<4** M0\YZ
>RQP,CLV:V|?9ZAL|L(CC+C.|"M-?U^Y*_|H8?|DYFE1*NE_7)/@ M=D4,QCOO>"C: |
+,%C|""(!NYBC#[K+EJ7I9S%,-\$|0COG%K+1HC^7PY?EG M_O&|)^ ^SYX1|&-
DA_Q9_|+G.7U0!?, " WQW:YW"F"(, +6NM#TZA|JJ?L M*=NDH|Y|?
WC(TIB2=8O9,X2Y>C|GY*|X?ZK60_/9+J@#(#J"H.L)SJOANQR
MN##8#F8>9+M_JBEWGO>KV@#0!_3FS=DEY0U |Q%:U,O\$SKPBGWXD096-."W
MPY:O@N%ZV"M0_%4XH;K:/0 -\$%HTP|9)03LX?
6=#MC|"E*"|U|J|UINV0Q_!3V4)H@AL|L|=|;HHJL>| M'\$=7=J5=?
C.6XE_,LRE|(485?|GR|,#WB>_T|K|RV%EA527|+4=9?X?1&Y-, MJ!WM"W,V-
'5MT4@'U%*V-M=|E5|03O. N 5RV1ZRR4@^W(9+BF8;UAW%^| MKW+6W5I?
H^8V@+04>S,M=Z3?ZU=Q0|H+X"YAS5)|@RTV8RKW_\$1X:23=J"% M \$O=-
(W|'34"IH_13|M'|>X7:#T*Q=C37N6GKY>WE@/%VM|S3FY|+D!N M/-
=6,|.@G)\$Y<,V7/B\17XATC:97K@2YRHJHBQE:Z@9)
MO6ICCC0;JTX1C.=V0:O.V|GET,+N-
&IE0<)Z8D,GOZ)3B'1Q(-NDT*ANLN)S:>^6)"J!O)\$2O,(M"?+!>4
4NMRF!+B6@LZFB5J;3%@-Z1@2|KD_P8+ M/0=;!UO1N&D7'#R*[2>0|F"\\AFO;\$+_E?
VYOLA6|@L,J&B?@Z+N0>\$|ZAG> M4_PIWT%1O-FQB,^(.0,W)/3P=S!\$E(-2SPA|D4"

I(&>8L\4P#/\^,4ISUCNN M\ _[?+:>10V^#DJ]= \$G-
+G3MD8:!!HG_#K.>.=0633K0;6'P)WHTO*\$1^(-?/ MINNMHHBxi8/CFX%?
+A\$K0(85V"#TI9VDLWLX*S;[I2I7]KRIF?X8?J+ "UC M%GQT0_ N/>Q48[59S^O\R];T63*I
2&A;9(A6G.0*IV? |52AI5?O\8)U0Q M\|FL^ .UZKWX79?AZ>|D=K4K\AD8[S;%R0B+Y>|/?
6 RD\Y?*OP00B"-MF. M*|Y\$.6('?
E)%I(ZQ2WY.JZ=|Y7'9IK*EHK<|>B=#NDU|*ZW@PX8S5&'O M'6^ ^Y1@S. |.:00&B8|
/F7UQ6B@VPY:H|Zl:XX-B9@W6,==UTWZ(#0;V4?| M-:>NDTVNRYNZ5|G>CX62-
Zl: &| #O|J@!94;FA%8U"1^ZTYPEL^&ZK<|,,?K5-M%EU00?
09Y|P3?:1^7/\^Y5.)PYL|N8%4?:|LK,D= U>(G/'^*J).I,\$ ^IR_ [X M2*)=|T7'OCU?EK911
MXABGS|SW#XZSC*|,WTA8_ MH8J.>PK@4H@_ E1Z(V;\$2D/!P#(WAN"JU&:G'JA
MXX2J1*!9+2Q#Y4;H.3G6@<|'"*=X|I|QHANK+D4N'/ZJ2|.;B6V>1)TUFN>C?O
MTC4M&@ON/JT-KI18TM>IP7/F#P4)79VH|962-SJ:"W+IP=MME; G#|J8:8=
MQNM8W42\$67AZ(0KDI.X-1&6WV;C|*Q6ZP.>XAI!SZ(N>M-5.|O7C0(D,YBG' =3K8C-
f5Q%'PW.MSWL=UJDRH&WNS0&&.:Z))KP%V8;U%.B MZ\94ZQI M.MV
#V5N5511IG.GSKBG_ /UH<^\$)*FOKT-H% M;MOJ&P+ 8@M#+=BL:06,/YX-
W73C|O+C3^=WX&|.JD69MK>0@!)|VH&I M#73Z4|VP!(A5?
1\$LR=%^ISYG<&D@J|V&J9UODIM!|9A%P@,07U%-5%7W-K M&YRG|L.BHV=54*>
|QTUS7\6B38U;N6C;-TV@AQ?T=,."^QU*VX9>P1+N@E|& M76)IVT(*6K)-
K^*3;3;@AVS3R4;65E@%5.J-RKMK62@G!OV)\6M
38Y1|H4E|T|3|39Q<5!7*[MK%"I%F0*:#|".M|3Z-0GE2-0 M\|
YCC_ U6;JZV=JZ*\$B|D,*G15F5C2N^+P9=17(U>/0ZYC7DCXO'&-JS
O9T*=9_ |N\WM5W%VH|;M>':S;1N"=':#&:_ STY/GZ.,==%:_ MLE:4R| M-
/MAP^HC#O|A(%D7403C;)N|B.=?8AY">TO=P_ EVBY7G/KY!^ .Q+85|PL#_ Z
M10"K3P>Q7>H7NF!R|B%X|C|V|!P_ |G7|@NZUG/'PH"C|D12/'=7@N8WS*LT/
M.&F"EXM<-2+ZA?|J_ ,#.E|N8%W!|?H#*C'=51*K5/,\$\^X5#;U7//T\$/^#'-
MX?|OD|H&&5M&;K+?%N0 M';?
05"+05MMK:CXWDT:Y^N04@^_ =S\,K)2G/Z4,UPM_ WZ*|GIXDN||-\$RN\%
M4"G\$|37/D0@8JLAQB5ZC+^Q(2L|'4=#SG6_%T,GEWXD4(&(H MH(G<8(*H8I+!|^?&1?
AGJ00JXX#SH|DN*|PS1LK:ZWO=.'0U:|10:.*L,AGNN
MB(5|M/(Q#^5%_ H9/MV3|A&O%P@|B(%EP)\$XN"C*L5R Y-G'0|W:P|&)&=XYL
MHQ2<;JY(A4G2H+H'#UC%?+HT*2S!*DEY*/+.@7<|Q*;P?_ O&|)^ ^YZO)?_ QVQ.62;-G
MN=N?:'\$RR%OAI8*;9AA;"6N(->\$@S?)R=\$"KPRA<'Y.7W+Y) K-
MWQ%BO<9VL+!L+.AX|62P=A"W:@E*-MA%K+ =|>.N34;R:)(P?ZO\$GG&T8U
M\4*NTSMC;?BFSTADF1|2+|>QJH/#Y<|< M-!ITG:UGFENZY4:#O|U(| F|)\$X MM&^?
6/=!UV(KN,RNM!*MVGDMQI_ FCI-TO_ 010'6N=5|/UL66;|17=5C%-O_ |?@O:3HJ<-
J,5<,DL>PR M#N:/@Y4*X)H\1GGZ-VX(|41ED:5)?0:?)|0/E>R(HGF3|<9?E-TQY#RFFWW!6
MM5#;/L^Q%GT=PS.N11H.OA&WAC5"00!!VR=HU#H?SH;ML\|6/0'UCT"_ M_ Y MS|?
=PUCX5E:4|X+O|9?J?29.'-=|S*OI=YJ7M%@7E#SCM|;\$U8;L.B;OB5-#;HI2VJAX#|J"1(5
M+J;R Y.;2>JVFR52MRD(-P0ZRC5G7."ZJWNCW RC.LXYZ,(@G3M@/>MNEV3=
MT6,H_ WO+3&L'E7"/L=,/>#A6"F7#\$XJ*WA3"C%AU\$M#6BF.|3!-OY32X3BD MG7
I1(&RR.2)!F\$ _J/9*:#|KY)^" |ZD^G#)XHJF03;-(0Y),Y8 PQ4IK"E% M:B%(#H9' SP568))6:-
CA+5W.0|Z7C>D7,T:|4G9*D;,\$KH"%S:H!OK_XQ_ ^M^.
|M|_ ^,ZG967S&>89(^1^PJQU5_ OFVW7#2H!E@K6ADC62AJ|8)|NAE@Q9E6 MJX.N
-6Z|6&5|-)E&|UAGFZ9U/S.N^R,&\$ _| #K0')PEWE="N^&"|YY\$>-DN.;VF)3Y6-B<|)X1=
MMB4\$6\WEW)H(\$T1F;YP\K,RL#X:3,T|K0L^:-O@V,&| % #9J|Y! G)IK\H5K< MZTZQ?
1HSU@A"X9X!H#B5*UL8VU9--D-
P<H<2BS%U3?!Y/&KP>G69=FH1AP,YRW%K8|Z,*M|8: F^(Y0!'@:G|)\$#:T@9|W7&0+R):
M%OXN^\$C|/BK3DF>2&MZ!>*G_ :QIS;95|CKYN!@W'83O-X/27I8|'?MV|
<9%/0*P1GD@E)#,<@ "I|\$@CW>#J*7|/'IODOPYE MQ79DSG 9DW3/_ E'Q0MR\5M4?
IZ1XTKS;FV X>L,X*.;|+^%WZ3ZQO&OG997N MZ%1355EM*N23=G*0U*-.L
M%,&0SP7ME(=,%_ W4)M7K|JL&^L%9.0ASMAMG=0J|8M M1E2U-!BF&2%J0LU7
MX9:A+H|%'IE2U'LE'-..F\$(N.#DLP*F*W@1W+;>XQ/1UL;GA&7|&6;%GM#S_
MLL=YB;7#G96FWR!O:U/&P=U&M>, <|V|!%C7)X)IYA)6H+FP
MX:FL|48ZHY;7\$#0|T:1:'H5,,RSPRDDX| 5NBK*\$E\$UU"03YUO^:P5R-!G& MV^3*IT5I-
0;:Z?D+S' PHP_ L% *3B=7L.)TJDDAW^HBKAS<>7W\$GP2H#*MC&|9>R1PR?
X^GN1X'+45G,EU&KDZ+YP= M;:4:_ CA::&+Z?VDXM#N.9NA LT:2MNKUI9=6=
f6*25W&)9;HQ&+B9|+P6.?(!OJ@A)%;
M/#AY|#\$:DV8%=V&7NWV4\$EYFC)REY;XHH^QZ>U7DCU?I,TYX35C+D7)>4UXO

M'1QA[.@RPHQV@K-V?#?"Y86N*7:ZP)IXP|M=2/!R??LUJR>MUZ?
FFCBY2NS<#AMCSL4LS@/WA3:%A6\\$_)
MW5TPLO3(20\$@5[UL/*M""MJ2Q8!SS5M>QWM%_A<|BW>%\3U,H.EKE?/YV+.MR-?
9*,+Q:@YH!7|6ZZ++?%N0'0Q7=A<_X>20L1C!:[M&PC#=#MQ4 YMVU:.,AF!|@Z_L*-4^U-
I4+5Z<4@M7J0@?(&CMCUX^0ZOV4AD>Q|B|HG_M<>3X(L\TP46?#WR'K+
P!VH.6LT06O/E3RI-F:."HT|@6(VV>QLN#=#TQ!_M'!.N*&KW"3-#FRMVPQ#_8|
<.;D'A>F.2|H_M>9|E'=>.:L^"E/_WK=H.HIV<'N0/@XW5*|Q"L^6_P?=ZGM3HWA|&_X
M!5WFM(OS6|!-G/&2:'C)VME9>%&04M-!%'=C3<%Y|WHEYC-
D"5>+JIE@=B|J,0L(-9JKJ.4|ANSIX4|CM>3B@;GH:T^'<-N MT\>GZDU-M7IE72^L68/#
(PD4/12""G4U?FN)U7WK^X@BC_-'=\$\;5 \$U3'^""^MF-
8<=G"S1S8=P.,N|C(DSO>H=H/W@16,T768IGW\$'S#J(6W1B|J8=I/P&U"R
M"MMW'.GE0U2Q!/?N+I>N>T5+H8NN6HHJL|N:"=X5CL>NW8,|5"S),ETZOHE9
M%\AX!H4:/9|N#KMFQ+B)7OC9'_J4)YA,^T\$W+0|]?#|EW&/)*A>TMV6O"1TB'
MXVWG|L+LK|XT6|Z-ZM@8F(YRK 462|!\$2;>(J?0;&>6DT'LOI2M*8CF\;7S*
MTZK|BXT%,|8|E7Y&BURSQ"(A|:4&|M&N7KL4FF2=O\$WU|>=>I
M#)^7>/(('^@SOH|GL+;RA(|K>PH\,V |7>7F:3KGH|Z#VT#6,U,;(!|5YGY0_M=V-H_5?
P9OLVO#_65V??Q_0RS128NS;^CF;Z2X?V(8V0SJ_%96RT;AQJGSO:
M(ET'X|J2FQ%H^!#T|#(2;|Z\$^)/0+_Q9XA9%KW)T)G8(Q!_AK9'_7<\$QMR8A'?0KA|Y-
5LW_M&'PH|@JCTXAD!;I+=X>L(6|9'G9|\$. 'UW;NR"!C|E!P'PEL1EQ5SYN6?
76A/JMWL,7P_BW_!+|_3Z_MX2|1?2|M|(CS;&J.VT;|<91W3H;-+|Z%
|@AN(J^U*D5ZKLF+.7@|@ZS|9?^PWG(BS?QE4_W^/<|P%4-%O."FK|92_M=+)-
<>#/2YC2H|64>|T7|.DX%RA|PV7|I\$|Q+D|@+UAMA':F4_';Z'<8.U.M1@K/6_#ZMR#V2I?
SA3KVN5|Z?+-H'3YZCL7B@KL#GL6=BT\$V*UP,4VR3V&C
M'MQ|S<>L|U8JD@(:MT^+C,(H"-|!&<8.U*=5L>+G>_JG,HK|2;UQ.%CN08&R
M)BW|HA29E19Z2O .M;H8D;G@?|HW)|=<10^_;IZP@153U&.QDI0_F(6>%-7
MAM"891_AMP+|B|G7+%^N?;|L.(5C%JC_UW9Q=#X&2*CIJK(QV/N 9,FJJID_MIV,XN5V
"ZN3J%Z9E#SX_M?H<9G9DZVG>-!HI>_,BN<+,M'5;(3_!1@)_<|/E_FA_C(Y?
F2|"+IH0#D|M6:7"M-ZYRJAD"+&."G9^68;)<7.?1XJ_M!6=U"TYKB1F_3ZJ*:2#<|
<.:HJ1"&%>HTU.F;8@;_0L3JA2<60QY7Z_!L.=
MPG"9H\$|FJ8\$.&21*@6&.\$IHP5K.Z8(A,JW;|V7&:165YW2;-:S(4=(N8+@?K
M:91E.'G_,DUEH-H5.+95K_L^R|R"T5;/<4V"8?0R=JC7NI_!|9_5KM2>|1^_
MT!5,6N(;DK*18&KD6Y=W9VXK.-MS37RW=00;);9;H|HRNU5#>Z87G-#2R0RI
ME_QU@AJ76=!\$,?@T4VJ(<;HYT@)#0FNH|M-/S-6"<|NB%KR_!|FVFX-ZKT
MG@8EOP=#-@.;CWIT&F_X9P537N"V;(OF^7;?B?VF-8Q|"D|4.8|/AVX(|8L
M/#GB0:UCFP7_1|S>|J-6+W|C0?5GP&N_B^B&&|VQ2%7|2|H|O|_
EB&JA6"Y3+!':L%7/1(CC_N<_M@0X8MED"%09UIC8L?5"0.JGW"1HH!^>??
&^V79LY;>CV2L&7,8(!YAWS5@.,
MHZO@ZL?.R|'2I54,S|B(5.P@7'XVIY3RRBDYQ!&)QB)P6"/%)9;63JN4)T6/
MVLDOY<@6\$P@NB2^9^":1*KYB(.|Y|<(F)"|B_|*A@P")&DN+2;:V*F9Q8C
M0\$IB6*O2DC!IG5X%#++&JLL|H/*-6%-)9,,SKWA!?!BDR0I
M""N*L|LH32|SQI4:;>C:B\$|&SC-P2\$ZW%L#P=!:L*64'C;J(E'7#-K3=E":
M=X.H):E7C1DUT.X_M5@STL7|!\$=*X69=263;)+|Y1=I&3A|9K/95"!|L
4|_6:/OU@TTK3Y:+X6_MS|NT&@;|BFNX3L#SHG@;+(;GX%XZ8%2+)|@W"M#%*Z?
#;NH?%+M%/&?O&Z|M#<".M?HOX/YM@,PPB89_2GX%_U0Y/CE0T1^Q=7%
(4_*374:\$?)E|()Z7" M*J.63QY8FC"DB\$%\$# 'OL<\$Z)Q;70CJNA+=,+-,
(SAM.AC_T/6R8|1QF_RF?^_M/E:*GD?|JJ|S7-U8|P9Z^M'N6?-
T*EW6TS3^!|PWLXZC*\$DUU^TN6S-&.UPF)6@K:UO_PG86C(1T?3;@&M#I@1"LB:-12/L-
MH|%"D?12\$6#>S,|?%/*L-)?O_Y8Q.|9W!;>GA%O2|_,^NP3LNUWP!Q4D|.M"0RA3
CELWT@OFB0^M-|+-5|EIMV|F@48%M*TTPM'."^7@|F4_%AP.!ZAL
MOT292IB!40U>|CJ*|F"H90%2C#452LJ\$ORZB|R*S^A4D9^;NQ,PS_JF?."\$
MY+H&6.R'RN#CHN4@""7UIX:XXBBG2+LH710BQ6=Q;(A8+T'V*9|5L<&=B
M"=!FJ\$)O%HL3MF?*)HYQOK;&<!*|HTHN/NGM)J_2),T.#':?
B>^12YP=\$FHP0|&VVQ|JGK3^>GL>D3S-"L;
M3'@8K5UJY64>\$B:M|H(O2)Y2>8DG!..|JYHE|.4.FD9-
VR|GJ&T;G=_,F3YB&LLEM=@!S8|=YQ|TQ|T7FAME|1?U-?H5ZDX=|*3|_
>SF9MO^GZ6=FU_M'BAT@3(G2|6*9Q=GEZF?-:WUK_HI#U'6ZK_MA#L-WA,\$P?
1G'3I9A"YBPBBMI5\$)\$'"!/?8I3RV)(TCZIHT"ZIO\$S%0E)%C_MDQ'F!!UR>
|JL^.;KN&&VXAFD5E2?2FG\$X3E|&|#"'-#I|\$M*OIT%.@AREC"

M@."!6V;JDD(F4HB883^\$\$UX:?)74FK3IZ MI/HA!_'S6=;
H,0)F_+BO(R4U2NDDO#XS"M,7U%3 MV*&Y7/@1JR8%:G&?
7L\$\$>D@HE2PT0AEPBJE(:O&FU\$9P'LG\U^W\$>J5+7U8M MG97'NG^*IGNVQ!>
MQ@+HM@E83E".*W9T1M\NCV%K MDW00<2S=/1Q(61<_#
<[1MD;'+::M_'5C(HYGD[!])R?-P\$>5^Y328#AHA*BN
MCD(Z%53PVYALSZMLM\$,D6>^#?:PJO+|=2%X-X2^@R9Y=HZY/VS4-
QJ)K[M.P+W>100*FC603)S05,'R70G=|<&)8?;X.PX=,LYMX)8'5#3-LHS)
MN&D8T64=RO'G:0!F=VMO? CF\5N.XKBIC6'M@4)P%FW"P8E?<"C;(>CL+
M,, 'M=F%4@L\$98(-.&*R8..V*G7SP,6GL87I&S(7@9/-, 41W^((=1[MCZP6
MN*K2I7LSX69&JD:JYTSF-H+SITC@0N'&10%-5&LBTJHV0HU5@D=0A%D7^OH%
M1^1WL(G,IE!9S.PM7<7>8/KRE9'-ILV (-K&2&NB2|IX'417 S<2/6E4\$;M%
M+6'XZSS\$|N14;'Z,^Y'&*H0B^\$1QOLZ?AK=/6%!,YM#"^G:X5B#R>
MF#B'ODT3T"8J|^#_CA+GZG,4^G>#EC>#LV""| MU,U Y>
I0R+G496V19N8.1\VB)L^+^%UZV; \$G=@Y&SBTC9>-7%|_*^>N\$>^
M#IA\$/8:@T""OG%#+SZ^W!Y8Z%.V:?\$;U|MJ^48;-U\$JYNX/D_,O,175YJZ9
MV188#IO,M2:TJB%HD:7'&""D[:8"?T(I2ZW&8V;JB_+!^>T6%08BXLLAF@MZ MI)9;%-8-
?3PK<_L,*@NP#5E@7I(<8;+F*1I=DRF2Z*LU?#0L;301;F%0?# M*C-&F7/'^*0^PCQ!
RTP.8;E1ET94@<;M<)333#;3+=CX)_5-=K5|^+#!3XI|ZRIA,!PS(139-5A)!;
<01W/^99|2'D)R1N>>JH!' MN:CW:T *L\$+
<|0.#%|TX.14P9TL2JAP<,JT%+|HR*TZ;E"0\DD4!<0A1R8B M8.@AQR7,N1LI?K.!P'
DXJ*4!3=-;T^;K!LJFI8NB|!KDAIHV%L188AEE#
ME;LC%F*VTI4.10CVKO2M9"12"7F|Q*\$V(6?"A+!/[L6EAA8Q1?RS75U F&X
MD=%U,"5W/(E(*|1+D9A@|B<#E>"L7I(5P579&WF<#>K(9*T)@URN<*=DZ_31KFZ
)2VD M?T01;0+M^C9@I&AHBZ^=X7U1JH9M2#E-6V+.(H;|M8)#B3|+B\$JSB-%|VT
MN-A*/LG)!T'P.?8^!KA/!1^;XM&GY5?D I14DF3;W|B H8L2 5=[GZ\$T& (9(8H+I
=6>*05.%0KY*K90(' @ M;M3VF ^9+'5A|,UPX&2E^ I8:#YFA"RX6--
QR5/HHX/M""%C"%2LNKGM|B- MJF:G*#S-STU\$V%|E@S("OUK=:VB.HU&CF!U+73
T=00L+AIJ|3JHJ>D:P\$5 MV|ATF1|VK-6*'\$?0E5 ;F<+-U&;& I+-B+P%G0J@--
/LHEC(TX=)I=JJ?Q;6Y!KH(&.B?H%L(17F&19HFHU0# +|4B
M42,,G5^:9:*&7V<0^#6<(%C,(<)L2 W!J:9?8#@B :7 4F&ZTQH0% M+S8SPA;JY2:M0C?
D1KG6'-T>N501#,U<<&I*
M6,%47H\$Y|.DLMSP|6&W%77A%%KDM*=6*35*LWLL2/FDEP+BR#6.1<#01HY+'0[R4&;
S_^\QJW7Q0.HT+&V. MNF#X9|G8!8D.YU|PB=,24|I&N/NOLU!Z
W|60Z|DNF)MAG#9I%%\$>Z8Y_/2! M/O?P>,K"Y6K\$H?5:&ZCZT[:XUT)Y4?
&,'6P>\$'SX'JIG78,4@ 0F. 4CP-|ML PZ@!1<(<(9)^AQ5Z7.7WXV.8DICI;)^Z:!.Z:.1!#:N*
(#*3*GE>W*E;X\$ M9|_IWZDSK%L%DGF.?%8.M":0@99L;88BH)Q/GIXOVT|4A6+C64J;
I:UXO? MBX+<9%';|VUO'E4W|96R_B|:&^#V|^P5@L%I88-.L70*|P?M6P44/4)()=3.
MJ#=-Y4D^IKP|5645YDN:|I&Z+HE>8U7RZ&ULCAG|I!<:8Y Q070'L?LD)?5
MZ@I_8U)GQ0<T\$6KM?1"GYB65T1HA"IS&O38+0>1%&ALEGA8AU(:7 M=-
VE/I(RJ,#K.+ : %8X/)1#7FY/|MAAK*UHHi<-M> F0-?>>6U\$P?5^/3_#! M?SVPVUW-
WC:*2D1PQ@PU!R5*0-FH1CKEY4"R*W\$?:!RZPHI11ON1(KE^|R_|ML46\$)N:(?
63%D|'^^XOP1NTMM6(9J#%>)=M/4@+L-I(\$B>!=2PM+&91+O_)K M3BH"LC2B%-
ZI+2'EE=DDF! \$V\$DE0R8QD%U|T1"JYAS=A,*1V,%T;|G"-% MY=-
ID;&07T)'EH*|+P@I/N.DCZQ1G8'8:'H|7|(W97369%8#PS9|K,(9%-6D M*_|6-
51XD_S<[%2|^M=KP)N@6>+5'1%RO4 ?:%-/T/FNT?66>;-V3G|#"X| M2\$|-
C\$KP/I,|9&%7;:#)|M42'E=BL9H)L("^P20MDC1NM@Z|F%>K"9!;.=Q2
MVF20>MJIT@3CVIW@RF:B)_U4%,2B8/'|:"|3Z6JP4A?,L&?
O2A6*L!VT'01KNJ\$^L62.J8!HYTPW4/I/A%(5 MGT>G5-F!!YX,=OKR!-
ZM0F9DOPWP8Y3F5T6I#BB7" _LFFQKPE&6B)"AZ*>&) MZ:*\$K\$;T=UP6E^3|M?
_(/8%U3F-S|=;'+/HA",25\$O;@)&C6F.>79IJ20.@
MF.J*6H@N:"4|UV=,6|WBA|QCB07JB>L9|8#Y8^W=ZPGM1_R9_R00.V"E"6_5
MZ8C|H(O/7ES->"|.JNGW;Z;JOAT)#;@U7NEDT@^*&| "J1V6W2AI.7*PERZ M+?:/=
(\$K3>7AJ.NQ;)>;.8.J7G.*P6DU|ZWI#A68V|?<)(>=NS.!3=+T;,\$
M*9|^2@%QZ)8F(L\$IH|OMU/?K\$OYP!B<%;.B0>8KXFKQ8"6;#!?5;.)@ MF&
J*00J#OB%E=|P|WG-5WB!7ESU^*Z|D?;*|K>UJ='5"TI!MWRQP"J-L|N M6K+B5QDF-
6'+++9JJ,'9%1%+0WOJUA@E61KV='1MB OW&|&JY5G>(OI##*I MERN|7FPY*(8@T%
A|7<72@MYW,6EHF#JAZ?<&C34 Q&B=|NIN/@ANK/:?7T M*2|>2DR>V3C
;ZR6MYAJU31+^3J7_94N6NC*^U4IF5|V^N%MZ5X3RL|RR=K

M5WU=T@NS2SX(3(I9T/H/?[OH[N(.KT^#&D5U-Z?U&JJE-#7>G>YNOJ>-3G#/M6%=6YSO.@PV8/I2\$9^ [PW7@D^)E.+;A-R/1#//&TL%P7AXO.WCY^3WDO4IK^D0^XNM>\$=D@<(E"P?&Y75^ J6B(8A+9 J1'N:M T6>CZ[A;490W8;E<"0U!;IE&M;M#WV=4<7?(1X2-J1L+PX'YZ VF)3 >-UVK[ITAJKTYIR&O#KOV89:QPQ+6P'#MXJG0A7N 3.,-JFLNEOGMU'4.VIT%)O!C9R33DN%# 'O?8**^DDG/>08\QN%M>PX(5APY'V7FA)&/%>\$M=-Q@"QQ@VDVL'4JX?O/Y3NICIA.4X\^U0/@9/SCDM1+KE?.2PC7P#P %[35R"[FJ65B,\$2S30Y1G@!7%P[%%CE'N;8;0= M2P;- "WQ3@A\$1W_J*ZEM0AU#?(E+ S"N&*L,L[M?/-4&PTYGR.JKJ6FC@))& M J38.+@2NSYV1>A/NJLHPW1DV90EYJ7X^!N= LH M);PG4PL?E5LJLWX/FV>8^3T\FE#3"SI1EHQR+>+1KLL<.?P?#*0DH^85X U4 "1?'#V.(46S0*?;!T&EH&R@/);!_# +WM#=-JZPS=9%&-;FJ;9:JITX&F> A3S6#;W 67\$EZ&ZZ,V,M#0X(V#:"NA> 4 MW<3Q87?@AQ#7U1,F+)R>X">%/ ^5JH?)7F^++".V6"8.=F %): M,'(&K;LV7ANU\I#<K#O'VPG-HCWBCT5>!.^G75Q;J74YN*+Z;JIP\$3Q M\OT\^E7<>9_Q,A>YIN[P7*]HMH?OZLB4NG")SS:+>Q#A\X3!;>N3I1+; M*Q;2ZQK^,V8WS7&R><8D>L3M)1Q^,B\;8(5\$XVTQ'/Z5= \OM<% @.0\$8KT(X M@&U44%3K=-?*ZM14)Z.<#;Z)%WAE0Q50OL#<%Q MCL %70Q A(7R*OY\^V.\NIM&I9%IMO>R7@K=PW>84"Y'!K^%83?TUC/%33K M0<6TT_.VYEPPK\DA'/?"E_0)\Y 6FP%--1)2RT;P)Q:J.8?7+51H[R]4UIM1LL5GQ>|%WLTIG4JVD[MP6YS=@8&V^IT1/!ZMCMGO=KEMCR='A^|#X>S^:CEM^6+J.JQP+.YOL##+^Z>HG=Q\9#?C2_I&U@DY='^JQBHYH6149MUX=#"CX*M9;QZ:+^J^U2>H.OAN/X>/Z8YF]*C]Z\TL#^=4V<*5_TL(K>79V&<%_2 MIO MS&M8?PS/#L6(Z^_4UJB^% ^5TI%#\$7!;Q5<3K_7)E1*<[S\$_J?7DF_BK*=JHG M_=M._;|##RE^K'BXR?'7Q1\$LA@J4RD+LA0ZXXG)#^ ^JEU!QU<%;R\BC.^WMZ"ZS4H@?1&EO\F)&[@?E.^P^F#>'4K M5LC^#B8B,U\^L5LC?Q<>Z2>^VQ1L4C)_&_#JA?JA^_7J[VW\]<1&JWZ9"F M5OJH[Z=[PYAS.^'Z+#+@+8S,,1W- !Y&/>&SEV_F%V3J^2^Z"&0#=#/PIGO%,H MPWD=R61Q6OBZV0G,*3L<#/[H]7_HKZHT*B9TMYE>UB!=0/P;*C;CU3?Q-GV:73J_%(:8^")077?Y5^O4I9=[_*OKZHN;OL;QM9K4;*O\$XN3L0*A#J@WE[Z3LZ\1=;P?%Y>YP3\$6K5%Z*]+@6/4\;2BTC#U3 M7E^JEBE,CXNU(6HT+8@*.YK2-)A(^J;1 DOA%/RYZYTQ6H3Q^3-@OJ0M=|MIGA?<.-K>V4W62R40%UDLC:@NWMDU(#"1R>TDM3B3 ^EC2(J<55E)!^H43M95G/Q1#I9)H"@!P2<|"COL1*[@A?S:CQE^] ?3=[O&(AK++D)0TJ79E?@#AZMW%*>T2&N:HJ0\E%5O>R8U=(K&RW,=DR_?J_1C!01TVGOQ5L;N\$^/AO%<%U^M=I^E\N+FCDV\NL^M-&#ZG6N%X3R %(<108<|Z^VD;@B5K!&T96D5Z/P@RL)^M_JLHDZMK89U36J91'Y+936_EM(BHK;ANS@*_8!=\$PXSH@I\Y\W#1M'I/Z6X.Y6J]+\$T1G)H0KE&DL.Y;U\#S U^;=7JN"B>J4#PM^#.K+0F%>_/A(M>.'FQG7XNB9JY@/TEP\$WYJKUXI\#F-JFD59=U\I-GG%P4Y.+ 8KW:FFXJM'^7>CLJMLMEFC@83UT:"<_J8Y-J=!=(HSG%EJOS6<;K/OVIH6OM_4+VCQ'M:<9JO=\$WQ'?3EM\W-SX.U&;RD2JMF51*^F>!Z7,K&RB=YG>K-SK\I_,ZS\$^)-MZ?@3TJ99F;<J58'1-1_,+^9!L6^TR!6HWU+NF^P^*.!|=F57I;0'1=^#JRN MN(YQZF/9>@&-ZBB,ID.:^I_+14^@UUB.TW?T*O97K\$TPW\$SC<_I@SM>-MNCM+_UIDR=G^!EGO9X3O>|&;6+-^X*^##JKV|\$OAP<6E<-^8<J9I%G.L:5DG6'9U@XTD)\UA\$E^0HZ1=[_99J8+Q'5TW."X>|_1ORAZWXO-JKJ57JNP)ZIVM.#"J.P-TSU3_-J6YZ"PDKVG%?T MW.W&,US&)-WKf+Y(TZJB(UOR,A;9M!ZT"Z>O+&>,?#.:#R_CR6#4MXX>7NHMLD9N7S^AV3E)^F<\$JUHWI(@Q3LH+RK'V@(Q%V75G:HH7;*GLU-8FS%DO%\$)M#)UMD4ZYVNHA|K;Z \PZ\$M(N=M7/M@+M#\7G,[PORE1U"CF1\;IE\;\$;+;F' M F!((T,E!\$OQ&>J1N%!P(LAX?IFG51IE-X>'+(VOMUO,-K0=^HE"/I1WTHEMAE)293#>TNL#Q482("VA9!5-639=6?-&SQ>&A_F9W(XQX2ZG2JLS:8*H1^*IPL M:*_F2(1"JYMS=C\$V(*,I8J#N)8*SI.SE."XNMIS+3&V\$UQ6JO@KN:A/INC M#JDBDP/#%0VX*5EJ42";H;-V.O\^%WV21N0-MFEYKGLL8\;\$/&.:BG+&UGM*O4=I.!\$Y;ZX<<(J5S:1\3J:3>\$)XUPK (8H,E3BV%9%*1T#EY@_*18N@QU M%L=)67>JG03X?K"J.+OZJ\$=^/IVH%X>J?L0%IG4HG*Y7SI2@! M.UD'@3;VA%.%>5AYY=AST/>6M5UB>/'G'0#6T%\$X(3*!2CV%8(:LTR5\8\ MIX; \$7.,>L55E5+ (#S'.\$Y47%?;GZ_2&G:7/=+V1)\<1>= */ H+)KJ3MVOB ME=%VBGL.89.V#19/PJY-AJ\$NOT;4V7-30W%X.0KJT'35FF4BJE09-\$5UB&VGMBA@A8=W_\$WLA6UH=EWW1MP#O6&8F?N%# 'W:'.+7J;MO: ^-D0GU;_F,3V-WFM_I'7WG%NY95J8[T-BKQ9N!4,J&U_C-*J2?\$79;B\WFI*\$E?E)D_X'RYW^R@E M_)H=O?LHWQJIT;0/>=YUMP?2KLH;0UZRIWJ'4AVVH=JT.;5@/=M+?&*

^YPE<(53U#3:6O=0%^LJZRP2?{K4%9U M3LXV/YOL@VD5H"6CLP,
/_5B|7D2=_2KJ|&P38?D?,:F!'_%G_HMS%H1.\$=JW M

3AK\$TMH%HLT1B%^8:K5"AA=VN*"/T342NR5W% M(JNX_Z-
&|0XAZ_9VFO!F5HZXQ9LQC7|F,K';V.RV%4GPWT>PSY->3|3Y,EP MSW!,<"2/'1J-
X'G0=?GP%X)0|^AO&.CC=-JY=YEJF\$-Q|MA|8YY?'/,+RP
M%),0^|>%.I<:/;*QJ|'ZDA+UEH6-6WDNG|O>>DIM1ZG%\$K1N<

.)|HRU6 Q=)'PY5VE<_FAYM|Q| M>3(L?#+^47M8O,YS/
|AZ|FRFR4"X|\$. "N|:U+5,,RO'|@6<\$'9LF:3C7AE\$EZ
M3=RNACJ:UXMBP9EFQF.S;H:U1|87CL><%LL;@#=@SH-OWCKK5\$_810%-""
|04@B\$|QG&X)2= :R263VN@_.|_7D=7#50GY_N0B MP.D'|R5 ?6X!EN)C-ZF-
C%/E%5UXGT3@)DJ3R|RI_ "%SU@I1>&|9!%0HPM/)
MHSU50&F.XEIEW0YXE48/:996+QHJ#61|=S|!WK3W=0*@.M|4E=+19JW@NE_Y
M^B%+ '_GE1YOO+97V_>4UD*<#Q?RUW-
WE25W8<).=EF7=EP|E)!JZX:HU8|8777"K/S:/9AU+1!>*NC4O=8W9'!:>";00P_W0:5=*C3
^/A<<3GT9/J=:+ M(4+E()7&'?06Z>Z800=:P)(U7B',D&)!+S@B:8@9J@JH_B>
(@")NUJ5E^%5&<5'|_3LWT0-(MGK|%*/:/A@:+W>H&OL5S1G&FNT2&ZEW;1
MUE:.%@_%5E)=8|_LLC9< V#PW2#(:T59,*G11U?I%J.O X.N:"'^CE_G^("T'X*
(/:QMB%GKEKO2NUZ"S3:H")O.WFH\$MK5@ MC7?ZM>|3'8|?38L\$??W"NV/P:
<(XJE/5|:2AH**2U^R|5@:H8W"%O@9EJ+&" M*88*/E2HUSH! SUT&=
QC*U1N0)1"||CUF#TT.\$-93:NMQ_QYS/ZQ&<> UCV M*YI-R8"?I65<' :7R(>G73,:|5Z:PJE
H6B'=00!/<%1L,4*'U6ZXTG@M_U% M^K945>@T|P,O|7-
:/7W*BX>2+NE9KB/NM+BU>9QF*9|OL|>" NII//LM.S.
M|GE,,K^RRH|@N:9US:1AU"|3:DNRRHBE7|RJ>:&|Z,,,*3Q3:&
ME9>#6@:_YP/J_VV:8F7HB&TU/5|@<3%E<"7'1LT/(W^H&9GS8Y)\$QD9WR-)T
M36Q7|HGMT;#PS<\$ 6&Q1|811TC7VWPYL3J_ ^IP_|#R7\$L:/H4>YK|_2'!G;
M'A((*JH:YZ^&'|>>(@@GW9=7^_W(RJ7.HYHI8X^HUHJ:| ZE** XCEC5F%4
M#C"QL#1(PC>#)C3"V<\$5|N:U6L&VU5JH@QCECU2/#F\$4EGR/3:L";,?=%JZX
M\$|KJ|7'Z*" _R-XTB@)WW%F W5;G>|O_X\$:MWWV*?G?@;0V1TU"E%=Q'./5
M<#X%LGBYR1@9GZ.>*5)FE=.2-+2H)UWZA,1ZN4#3
/4L"4COR@2EGD>EVWXGH|QQ:G? @|C:(.)^|?VBE*(UB.5OY#^Y=IUUA6 MS5?0Y|L ML.6
62Q|66N=H*176JK(L|(JM97)|XO+_+F@!"DO3.H=B MKPK#;3CC%1*Z-
@VP6U%ITP3:92%-(SQ1|X"-P9=9=X>'\$O_UP'K3,XO7D%11
MTHMZC0K6@!T%YTKD@A/, IPP| ^Y\$ \$9=%OW#I_X3&FJLTQY<55@>R*|4#LD<
MK6%0)PN515. 9B8Q#<15M'3RMN2^S"O,"@BS"|+GVRV.V;I"OJ*:U0"|F7+9;|*
+IK5OPG=HK:MQ M4_K:ZH/Q.S- 3QG,*M59^URW#H(XI#JG_UOO--5^3:Y(B5WXJH-
|_P-U<3|D M3^2X(7>Q4|C6<6;6Z!=K|E>EWH-QN07+HV"|6Y+6:+
<,QHDRV BK|!9;=CVV MJ_L4R/?=XGVS=&WS-//DY:JQ2R,,(%S"!6X:=3HU|^F4^)^5NH.
|_R&/5T?2 2|+K:40\$?+|\$ \$*#>4T,0H|RZ(\$BH9G!|WI(@Q3LH+^C\$NF|L+
MC>>J;5%8:Z'GMP2(I1GCVA|&)3#;|F M, \$G7.90?@=#\$@DH10'EU%B+U3L%>|F;
<\$WC8\$3^5#DD,)6,64D#)(V,H0* M#M4*)XBK(*I3%_H-3ZHHPTW18BM.*<6|4LH
>L0HA2P<0ND!"GOJZGTWY:(= M^_1|/D%JR^K4(|83BI\$6O)TV%RY,Q MPVRK,G:FQI
X_6,MD-0I,*5158NCA,JO%(5SB|D!!1X4ITK?9JWN)N M'(SH FXL=
()SS!&HN\$"-4>;IMU>:J_|VE*5*RHT+=DNO-G*HE;)1U6>T1:U M>
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<|_P9V46'MGVF&P@9|R M7O78LHK2"?G\$6\$I0,M-'-
<5/MD^ ^C:-4|7H4D+WH=QP+Q,B;95OYKCO05|M_#|P#V<'5G5981HA?
H)RW)Y%|_2V|04&1'"Z>SA0,"%06%_O,:&3MOSO,J<3 MN_FY\$4F M@--7W|JU/2!(J|&+-
&?;HA=8O#|7_ ^3+)8W?|_W*,ZG0"<5|N C;F|GB_|^|
MK^V1W\$8. _BO|\$"0V,+XGO@2X(, ^GGK?%(+O;<|_C'PY&8&A:|!F=-5);4N_N M^_
>'1>J%\$M_5ZF;UWH?DUCVL4A6K2!:+|1*|U_-J_<>^;D1#>%U%#2^ 4Y5>
M|E=V/W(5<|M0G:MKPB3UTXLD-R@O4|_2>MU>"X)5|X!;Z7,\$Y8_V0^FU)=E' D
M6"RZ0QE0RZD *I)*FJN:"I%U^4.99MMLDX@JDB(>9-)\$ ^Q7FO:M|/C+'N;-M9|K"
<4;3|_GL&_4|%"%JW9_)C,)4PPRJ@/'R-SB@/1('(.SZ75%NI8 M|1:'I2W"-&
|+ZBJ|7W2'CGGLZ0HA.L@=BAL:|D;?:WVH4|,OI:|D?|J%MF5% M-
@SD2'K1V>|W7VFUR6JK7IC'GDPO7.3V>F\$:B\$,O'-09"PW0;KR76AQQ&Q^>
MN>K'X(LS\$Z(Y\$O6O\$P<,%#;IH8D";B61VG@U'E|UH7?NY%|/+*7S2"232^9|>@I

M<^(R0f@R.[H?,:V&6'DW#/.0A>K"<|YK5\G%Z8E+9?XX&LZE?4!=NSQIHYS
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M("Z'I,K-=Y\!G0'7MLX10X:\7+F\ F,O%:LN-?9"#BD\%[\?>G:XSG;+!F
MD\$7RAM/M&TDZ="',&\$PJ I4'=';^M*.T2>H=T\JNN/FZH5"IL:M9H>P-
ROA8ZK0(P2UH!RE>)832(-D4_3-71=JL5F:9W0\?KA"&;I
MO;!* =3,4BN%DSL=YK/7*&P.;ZAEZ%NFFGM1J2?.*XU&?EF/>6^PY\%HK5SL2 MG9?
*3J6290_&Y0\BRWXC 43+A\H4E!\%S3<7_WO6ZV*J%<|XO8>>1U*
:Y5\|V44GS"SCR3GPL&D^R\ C3I ! MI9"H9EWU0\#L*G;RU#Y0NYUP^R>Y:/>=U"_2XW
";8?XS?^_3Q5>!*XKPU.7 MIF#Y3!SQPI\$|V3.'*3D0X'!:SJ1ZH8?+&
>>+F!+M>'>N6_73>1J=KB\$| (FM\ "&
|.XY'63T'6P6N5J/JKI2G6V\F@%S\3)M&7J&K:S.8R.J"5&;|9Y*'+MF)!I
MLL|.KA3@9.|#I<)&F8_B4!|Z.6 M..*F9V'\$LN5IH*+K5#"I\LB|R*DX1PJR/5&55O_7-
'^2U:7?C:J==0077?NC M4AU^2C@!B;C>M<1;50IH/-8UKB-
25^\$AXX.6T98C>'KD5OE\SW%/V+B>'@L\ M=D^/!C"ZXLVA5JVJ+F!
(V@('O9(MNH6Y:V*Z82)N8HY'.A= =&T*H=*M15D1 M\ERVJ:YU;L\ N\|&+*
(V&9FP*)0"@U6G3(1ZJ55?&7*QN\^KY\$W=9*|09|=;
ML;:72|WHTY>L.9*L%KY1AN+0&B=|4V7I\TY2V^ I+2G>_JU>9ALZV.;J*Z\$6_MZ4/V_-+
(32_) U4=WB\9GP8#GM_|\%-:6J%,R<:6+VQTO9Q)L%E1\^|7)&7_M.NX&|GY(Z+0LM-
&H4V\8&A*G&Y4TY*2*L!.M*)ND:ER1*RJ)\N>U;X\|MHK(7 M835^Y'=C(^K!F%R+-
HB\T3<"^ITCZ8GKVOK(+0O,>="!5-OS\JOK/(P)=L.J(@_3C@|8FW\J;::??X^VYKV_M2RJ/
(%/JHLN*ED_8?HU4:#6D)-GU&DE[C=QS:':8;W%5_%J!D?'\PXOWX8A
M;2\ ZDM2H_+8KV#L<)>XE"IF00,#1= LXGA?PW.7/R&O2D#&_O6)5O!L,\$H3
M_'942^OF.<7W_BG4R^UNFJ%@!_6JZ\+1^J?6\7:UV="|:."KNTMY)VP8YPG M-U+3-
P=\$|,QB\$PE,^NUW+-C+|U341HAD4!.J417|!:=%<(-%Z\$3?I(ED80XN\$OF7=;5E\2G+J
M\;P>@N#461AAC\$VS,/R@HROG;)*5Q\7C/JYKUP^|JCRU_S'KE#7"Q\T-'6S9_M=T(#
<'1%FTNOYGK:C0:S#M1NR4-Y@2U185':VN^*W=Z8!>=I-T)L5?0.*M\$2RZ-
H;3ZM##;H<|W?8G&PS\H(U/"QESR|.P8MOL-%2NE/OFP?^.,8*(J5 :TFV*) U'JT JC6K0
M(AC!;JN5PPP\X\I\$QJ:6JH\G&(K/<>4BU"E/7
JWKD>Z>2FRW>TMCV3'_>3IS2\$3C%Y\ M(X MYO>B;W G9%*;W(
CS=A\|S3\|3_|#;QE91)/ ML)\?HXN#.!&C2ZWK\W\A%="^GQ&=536#\|L,R>|\S/HM&;G.
(MEUM3WZ=76^| M"U+ C78*%-(1
M#LTM36F5Y)\:MJDQ&MY&@PW;XR*83VE7+3@5\A&W %HTUM%RO\$Q7Q4_^O0G
M4G<0.-;&0/>(P?|GFZ\0!\$00:4&W63-OE2S\ C2A-<):<'FT+G24^@&8-'8,K
MY3HA8\$B3?"5/ A%)FC-97\ I-#A\SSZ:2WV*PN;3C_7!&G&QZ+\$*3"BPZ\F#
M;K6Z/10>E3OK8&#?G&\$K*3GE!Q-6C6970IH\%Z.5>YU!_W-VY\B2P!ET8T.@
MX;XL>VBZ"Q5VC?>D7TD"!<47J<58\9K\<%71-(6A36\#&|>PF9&!X\|=|UL
M>6BK"HREX?9MT=/0C\ E.7;0IF2B\ CYPD;?%V<2K&;#-
_NJ@\$B270=\$D@J\ M)HWW_RGRX4\]*|^MI8#_J\ ETU
MG1X0W^H2_1LF09,+SZ7A&^>PFJS3L\0JTG\|@|%>|C:OJH&Q\JC+CJ70XU\|
MJ=\$POF6S;EYHM?"DM3C/85F,V%|B&7"\$9Z_V,A=3->= P^K<|S\Z\KA4O&R!B_M
OM(O%6>EU^@AV68HRT(,0)WZ(R)\\"3\F"-O@869\5L)7WNP SR3#N9(-VG
M%W;#V;*OK+>|,*5_DLZ\I?3QG\$(CHO\Z>@H
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MJJY.QJS::H3&JZPNDI6HT>PK34G"8?'IY;NR3+|D>_703K1\XW;":?)<5FWR?
LG\H@IP\$=JOY\2_R3;77<9L MC;/E\N#DK.75&!IDEAM:JU%6C/MK^IGF9=
FZT0359T\JF;2JM_'7K7V(UR) M(J5.(?IJ6M-4Y(WR@3IA;Z,N"E%SH
HFN46%T*KG\$O+8PX<-'WAY\ M>Z#NI<@U..Y-9_JV8Q\979.\R-;|ZZ
MIVIZ#%F7B@H4;TD*80T;4HB\$SE"9NW7^:7B?_W7=U>.
<#0\;ONJIA@VIXD+N\KNDNRM'6*>^Q6-MA(MFY>;'<-
>9@;,\$H\|SB%:K\?)1BOE:RQ^4W0_BU<5W?Y\|13TZ\2Q8S\|Q"&*.
MLY#K2JHF:0MUVK,V*|*&69*?::IUXX:|QCYO3^D=R/E(FTNZ+2NJ1O=Y>BE\|
M<45T7H2Q:_%I^"'''<4==@@6MEO;G*S\H^8:(9C\,#VM&%|<|,S_93>3Q>:>
M=X3Q>UK7_WV,Z.+E%9&M,E_V^="HJB81:|4M-@|')N=!H2Z&*6P'.Z(\$\$%=I
M1%/|IAA,F4K,2;=(O)7F?"8BL.S<82BQU34-*4AW"+|H;UH+,N'TJK3KX8@%
MZPS7%Q_FNJ2ER9XHF*ST)SLTG(D_U\90::Z\A(.'FIQ%0R\|9K1\|2_-
M189MAS8S'+HWJYC.T6XQ MDAD)_Z M)M;161;#.YS9X)IX1_D&:V\H_IY1_|>-
|8*SZILWEQVM=7-KOH94O.K/-3_MZ->=YV0=O-X+OJ\>0=B^"<7'7U@OQ\$D\|
M/QQE\;|@_|P>6'\OX4\|@63O'90\#(@3ZO)THH\|8;7,1O,=2H3H^ R0@Z1SSP

M8ED51^#I7&L+^LR"9Z'!>:BPG2,^)0CGX,&B^POP@+J&H9XY=M|HLF*?%<|M
M@;*R"--E/8+X&FOCS*VW.FA<49C!=.OCRZ6@HW/:?A|3=N| ^*: P|=74PM;
MX=\$9##AZD-%Q9J^SXXZ%U#7P\Q%R0< MV-
1782|4A7L\$9Z7&4ZKGJS)@(AQ5?'W69W!VO|:6_E57-(^F^HE5V7M4V7Q M|"\$KTUPT-
2X*QC,0HIF'2W/DOK/)!"(4J0D'6#PU\$4(+NB,I7YS6+GF,ZC. M?
\$@QYJX:\ZD2B!5;YK>"FIU+IPP^B)PAYLF9.#+<#1=6PNQ8KC6 PBK69&
M2IH|8>EV=\$EP.10'L@-C4SXM:5T)C=!:7TN<9_+(N4IOL-C^EI MV>2U2_QUMB08G/?
N"<@U)|COHA&S1=A0|F\$|V^XIH/OLEV(41?!(N6SKN M@EH,+ (709^U|&GPZ,#FCQ3-
@EB*\$Y-A,O+32& (|M-BV,;\$.HM5+H,2Y:W;
MPORLB|@&'Y8+WH*|'!KCU,CJ<| ^'MU?':GPP5BB5E;R8|'JIK"CP*+'AY%-
M8+K|(\$27Z0)LD*VAZDU0%6X_U:K/90^YSJ'"&6.TV^NN5&^K7_SAM#>M|'(+
MH'@J+&DH5-B"L2<6EMA\$LWJ3ES7;/'^Z3RK&XH5!|?
MLR@%R#V6JY0QRTS() +|/LO2N:) _Y;+U\ N|/ =>0\$LR703H|: *X"H11KNNQ6
MO)E+2MM_9%!CHL-#>-EZ|E/;>B_-!B:6#S/M5&-W^-.O;:DYF4#8M_8PY<:D M?
X4NM7HV"TV/XIQIR*Q+I/M&ER"IRLMU*2'>2'*U/MA, E 5JR3;F#=#0)
MD?|R)F"*@*/(!TS1-8%N^X\9YH01E_6TB'O\$>IB&)'L-Q2+U=B=9X M7=L\9@7>L|&;:)?
DBA_7P(E+V,LOI+XZ@3:T>B|P\$X<<.QD0\$ _69/H!PKY M^D|S\$6=R&J?GTDC
"%U: @(*1GH4%S. I0(8%^I\$-;TGZ!(%*B"=/'2DG_EC40 MTC:K;
(D7%"XU""%9XSX|V(OT: #< W2?5-
I&H?/0X)+R03SX74C;-9QUNM#:=^0'4@FD|!>-.8HN|);@ M-*UOV4^P,<'5#BX?
F*ZTV64W|*D&J+LQ#@TL7#N)!;9LGD!&8:Y*U MZ,2%;%C^_)62MCCACU|:K% %TH6-
)' % #L2M.Z_XKG6ZI9 _;AN&3K1>M4AAT0 M%Y|X=2/;#@|'W'\$=%=D39;D|
(#^7'!GUWK|D#V_..OM3S7E3S00466LDA8(MCTN0\XA7=VJ.A>W/1H8?14@@G_LNQ;1?
(V7:*CK|K6,V=?B|T@7(*S4&A= M=YVO,"LMZ M|/D\$;UH=U9UV5|1-
UNS%>|0=N|DQ7BJ#. |TR%I>|W82JNZT\$03J0N+ZTOK/V
M/9N@%V:KKYXKRE7'(|G|"XI^9*KN"AZ.-(|DAXRJLC^5E;.,NK?1A43| #1
MGW\$)0TN;YSNES"#)<|EN \$V.!:3NH!%+"L?(3KL-+.&+28VZK41! 3CCV
M*"MQ4M3TOLRSS9M9#^S#<4G:BU;54!F>6 &*_"+@8LNIL|U< C*,PR49.Y'&
M*P0243Q>070'#M'BZH6^WA4;@XVA'85+##82E1I05^|('TO@-)0GB6I?'*1? M>%J-R|
(SC,,E!SN1:H&|+X0/1V++/3 "?DZJC+O6DX;^J A!&8%K^DWDJ65# MV\$QW
WE5GA|C^C%6%4T^)/ 2P4.XH-Z)P3VA&8E+ "XR#|)+!Q%E0UIOM|F&5O6G7;FO
MJ>%@T U")@4SA8H\$VJ%\$C(U|/2QJVM7081&\$?BDH.+3/68\$"-|('T\$%%
MOT(E,X|V?C, U|R;R5,H&|2RI90D?"2&J#,>;_E8|N@OI:%6V84<= M_VG(C-
=0)QPN.071K3UI?.S@.?Q"#V&|F|HA@-W|!|U68+&|:E7\$2XQ'T@
M%_JXX/;).Q5QP3L1%RP6L-3^"_1BUV&-N;Z|Y^ Z^YREM\$@/4(8>Q9FJP93^
M0Q4@|?!ADCP_M'I.3>\$O((+JRM%=1!U7<(R3KZ7->-&..WJMX)WVF;|C7;X-
0|@V"C^MH++1W:"|GC_K|_W6?&T605GY|Z
MO6_)BE2MHW^C4+L+DU7;_DFS|0+0+QGYK/F#(I&"B|B3X/:@|W|C7R|); M-
V|+!HK(TYLPBMIQ.T\$728_P4H"!M|,-WSAM|&K<\$T?*@3K(S6F/WB\MH201 ME
X1ICN@-8Z-%2R:B63>L9'I72%LE".OCKF?/O?5<"#?1|7^9|Z6_0R4_,D|
MXT_&_>&.6^H:=8?*>SU0NAE6?#?Q7V2/I+J5:_S,2A|N 0B3H,2QM4L;0M.
M>GCR/MOR_J_TZ2JB73L7)"6A'-5?:1>DIU#J?BFU/EV5.PB!|'9&3LG+& M*<^F6#D'
"Z=|*16B9|CB40M')?ZN\$Y..:=ZO%+^?C";LY,96ZXBM'>(M^P MB<@^4X@@-
T6;|@#CDN_,RJFC MZ(=M,"ZY>U ZE>< 0M(6|JY\$+5
4X7R@"510:4|OBMV^ ^;G,&=L3\$X-?% T| M=R@"7\$*<2?U4L!
(:PO\$0@8@HUA;:%75;'Y00*O^) H_#;|J*GY@N*0;1+-E
ML3Y#B<2|+6F9#K|'K9"RVFQH#G7:7I+ \$ZC;:WHL, S\$)2L'E9I@HVXX:-4\$^D5:
M;G57(N4A|S6OQ)L?XY&BC|HDW'O*|HD7T7# #"C.:)?QK-A#|)5HML'N\XY MRN'(<.G"
IS8:L(+I%V+<4!+!KQD0(PD15GI6:%X@C2'K0L\$E|)"JZ54/V39X M# 2: #*"C-X=
(MY8)2SQG4>KH|1:;%*YS SD>HB,Y#R?,Q|@D8AL(.@C;2H
MMJPHW+>%^S7/RR^0=^,|+!NR!/'R7T-[6MACS6V1DC, MWR99|2&I?J.-WD?
E!856UDZ2K8*5);IEX.25PT=T'_FTK;QZ@9>4NZ+|HR+1 M&3APR7<^ U-IHYBDIK4\$|E'
6_4_7:E' VJ_D'J:I@"96L7!=PU:Q91\BTNTX81K:H'W
M2WB|>A&M6<_2AV=1|#"LS"&RVH9#|L;FD%|N::|LM;D1AK&X9*\$G4B3|S')
M">7#V8|'Q|>LK7V_?|JSS9H=R)"B-A|0S!(M|2/N,|!" 6V_U*8
'&I1HS*/=Y#2@|+)"69B/P0!5I0(1= MOK=|""*YI2D;D8LU_R/M|G|%;
MX5L7M^(9!FF\$Q*4#H60KM|A|.D HGHO6A5E.@U&J-!4@|C,0W')R\$FGTA6|
M74@M1!+_B M+4MV'0!)GF;J55V#)S_M2C&MV6T*)H5K\89

85\$\$_I+XDF[95\1PDN*1X M >J80FH^JI4A%|=96PB&PKPR47IHG4VAN
:'G:SWMY6E'.YM%)IDCLV'1L* MR6=-AU;51IF!)<&' '!8M=
^)*H3<9\$06782%!1<+' LTT S"*^H0"9^RZ MHZ)8VT^|LI"+\4EU02 X7I%_*)+3
:A\$9J!.68C|L,B5W1@%;|W_ MGQ:O'W8(8VWV\$'!<@H%NUK?
|<| 5BOX2SMKU"IO^|=|W|:QZOI&F,MS64?C M\$IT/J8JGL8>1NU_\$K=#5%99|RK-
GSJS3JM0,Q24:)YTF2|/L(2(G5|/ET, M^_ZN|J(.C2F7C-. "%PB\B5W*BF
@Z>Y>CBZF!69M+!1.AG8>N9TM<#;/JT@ M:%RRG\$-
Z<+>@ON1D7&^8M0W6;"D:P,| "S';:P|M_81%T7V/JHK*ZJL* @A(
M+XMZ5:3LSE)6@GTI/=:|_M9,C,C482%V;.)6X.&8BH28,-^'(BO>_9WMB^5U1O/,S,5N_0&
MQ26|8+J5W&6.@/|YB|#(!%)>2B|!Y=5ECY3FS0#8'&),YQPI| -+;RC+DZ
ME:M!\$7SWF4+@\$IXON3YWGP+'W6=P-057;8|*S\I87')R\$VJIZ=S|/#^)^6<=:P
MH%9"JA&1"H5>6\$:2O<262!6@MP(|C@0|1R%L&3Y!W?;QR*3F1:PBK|YWRG=# M-
"977PQE R6RQVP2XMQ_2 P24R?X*5'(H6DL"4D8C&NVAQ@"Q"6_0*IM3L3XLNO,55O-
0IT87!(Q\$V@(|S_R1X%+86;3 M;SL*E.O2O<5=|EO<9(?K0UKN M"A%S,-
GFNK_S0';|*7.RS^/2J"B|.T^5+JZ(W>(95!R7/L2SE%6JWK*+*;N% M"D=&O<|,-!|=SX?
%P\$*\$*RZN1084D'S/TQ\$CC";47U|QO&X9*3G4BU@B_D M|:A|I-|<\$IA1|?|*M%>|/S
<(DIB&:O1Y7*4 K;,>'C-".HZSW4-^L?#&KA MJE7D9AJ(2U(. *I4RE^UPZ1FC;|W3D8.
<146=UUU.M:O(!*7.%QD6J.4VU) M'4CLL/,Q X95XAA_)M*QKAF;C"|:Q8.B--
^',I6>1L5S1?|HSID?
ER<9/EK+L1S|JT5\$X-.C81OH640K!35Y_-^;5DG(|V'=&_*B/8D!P;#4;13VAS; P1 M\$S:
|%JE|_(LRV89QN&:=3J0I+'EHZ#K\$Y>"HBGD+Z4G#?K';;*H|^)0:Rj:Q
M6=4/4#:TT:3KS<:\$2YZ'LN%3,!. "9|;:9"*PDJQ%2Y(:VGURQ#CTPE\$NE)TD MG8-
QO6W;374V2HC2+/(9Y|JU)(+U6?EYW+O|&4#JK9C6'_#CJV0||OCB^H=
MBA"7DBW\$S>Q|!-'<(Y#HS++&L%.CCO4YC/IV9%Y/?>.(KK#3 '1L;L:Sl=0
MJL7P^#4+"R|U.H0%4|&:'AD1V,B*|/B(|) -&#\$\$VPW)6:.\$Y++;O3W%;X7& M+78?
TMWBEL-G^L^3/*|+!E|-\$G'W54"Q>R#!+>T SAP"|U#1GILA*/#H0'F MT+!U00^_
CC.AP"7|V?2;H^-^Q:|=QW@|(|#K."(U+M'-(UT3'_8@L.JY|>8:: M+ ":I<;@DHV90.-
#.Q^*9N8|)A|H|O/M/>|19UX30|+Y03|.: 9XQ0T9@7)*:
M0;E7_)!H@/6DU\$R(%2>AN<)|O3_'B>O!'L*G+T3CT|G|LS_S%=:B--ZP:R\$ _NM*.|+W'N7#
S"@TN9#F/"LWD ^R^IFOG01D"4!"2 E<0K"JC=?KM^U@_L3/0| M:F0(7#+V)=?
W4\$F|7M|0?R?* \$N:FN;/VO'84+M'82)R*0|Q'D%2.U^I4N'UV M9D;9 988
NM+P|!54D&5%1Y!(D>K>^|Z%@1G(\$|W|:|BW0A,;<&4>1^K\$WR M@8*11J5H
!&R*^4\$*S+V@,\$E5G^"U>HC'+ +KY2XLT|:F3#E QVT?/110|L,5
M%)G9!N,2E@>EEK;/20|D96*@" WQ:6P>\$!@2A@Z7B! ?A9<'N|UA>V(>^7*9W
MM6\$\$+HF:R#.|B/\$M5*3OODE6*S85.W|I-17->U=T#LZKLE9W3_MP7*+PHE5Q-M|I9
)&VA(@XZWR^&P:(1\$S&9!OS4.SB<23-:\$43-2G&S)4%#4WG_*\$.Q=Y
MZ8@.\$IZHHAJW397*GEKYTV>Q:."PR|%,LI<4M:5+L2S(C|1A/Y:O|'U9^XAO M-
!Z|X'3\$>HFLH W|'X D.0.->K5-W63O?+'YL9,(_07!)RTFFL8T<|B-@)
M1|/6.-.^N.^S&JX2Z|UFSUTXGLV_-#@DN9!/+C;|EM@DO1)KC%2'J449W6 MGOP?
I@%G+/CEY(U6RG_=)SE/&O%O".Z/R-) &XD/EG6/*7HS\,L|V?SV:?" MQM8?
RI3F|JD:QN&2GIW(J93X:-.)WP|JH6G&@V>*|X\$B\$M8@52|UUB/@"O M-
T>!*VA|7O'L,ZR:9W0|3D*6 M6VXI\$@| #QR7Q6;2::M'T-4(@/6.)6&XQ*; %ZU>
<6PBL#=#B7.|J:US)YNH07-(PTJ>L%3801V|P MH M#E'Z|+H:?:H%.R!QR2B4:,OBD1#
.29'9W=(XES=F7;)|T+=O#8EL=8Q-+66G@.<@P27E SCP;\$Z\$1-Y'J#YF|
@M^@UF0;B4@8'E=Y5;1E(W&"OK@N621RF@;C\$X:#2';5C8|K M#1\$T^)|A|?: P-
LSSBEC@F;/1?_7>UJ|)@5D^&707YXRI/7JJ>;=*W7O+(?B MQ"7CY1C2O-- Y"4#)F/X)95)
M^X%O1K-LW\$W5;- "<5-(.B7;_ M'&Y5BVF2XSO?AH+Y,7G8L23=0L|J;|C?
3P=A^S:4YIP.I@/W|\$3!SU#NO)1 MJ|>2Z?8?
^I(1_T:+N4Y!;MJ\$^9!H=+!3|K;J_0UNA)SUGM-S/T|7B?PJ5L M1^?SGU73^JYJ'W|N,X?-
@;A'_MZWIG,^S-H4;VAAQS!(B=E# -.9G:AAVG:L M#^%2LR-SJ3PK.'4*S5N/_!@&V|?
7N|I4")>P RCV?0|:/^#! 16S|IXH2+=C M>G1?YMGFS5Q,V 6 2W">U)I*[HG>1QR0_-)
XQP1(.C\$6 |\$38_?/O(UCT4X3+/(.),H>^!X2ME;/%>4D&&*@=(
PR<% "X50\$?"CIQT:-6!H*NU|F M.91Z^_1"H;@..R1?:|MH|?'_HYZ?Q!>7#)>EBE;5?
P6/^\$? M(-72/L)TI2D_P@17T%2*)^7@+QD!*7,^MK1HN:\$K|!@?N8*?_DV#+E/WGA' M-
690IQ^|0&VY+|=Q&85=;15T@ZYL>0*=_Q.57C=-I!410!C^- \$V|S|JWT% M9Q?CK?
V7YHC!XA+RH%4J_>=|2M2GOY)-@*_ 5JT_XS3566XQ5WOP3QD|DA6
MIEP+E>N"FDD4!HY+M+-H|W05NV=J:U/SN|,6WBE9L0D>5MMMRKW!;1=CQH)
M:6|BC)9+Z359JP<0LE63%X.3UH\$HIP.@0)!2OA|16_9MDE3QP9F&(+8'8B

MU;5%?JCRX4@RD+.*;JHRJE<%N*:R#3OR3'F/OJ&X!.*D4WWJ:@%X(DH'\$GN%
M;&6E,B\0S3!<1-) \SP#I&/O'Q* \OND:@KS^K-QB42#TK57&X! M0@0,Z8"BBJ?
SAQL\$,OXS+A%H:9M.>N_OCUKFDUL-MUG!Q&^>.^TH7%-N(U\$I M"E,I7YP5
D\$F;WG8^G.,&Y16K/O*3NOC*?"Z*^X!* C37U8X6/B&D/'\WI; M5F(\IX|= ?\P,/OF8K
S<*^2V""L*!86@(7\W1M!3;>D@B:=O7/(4H\$/8;* M<,>HB?L?O^9/^)P9)@%\$>M?#Y?
+9U03O@US\%XJ=+F7^>^:@+THZ+.LGFV44WK8\Y1**\73QC1FT*K(Y" M--T6XI1C?
Q@:6Y\E4APSCG.J?>88B8\SM*7,@>+|^;W_206VCSJU_1\$, \$6 MXI2D5?{G"}DJ1*D:_J;+C)
H!(>V0QD>+X&X8""N"SNIML4"7EHQ/) *0^BBA MFZ\0-:+?F)1;B,1@IDUQ0?
4!4=W02'/>5=&HZY=N HJT9F3%\$ D\K<[H5HQQ,*+UXJ9Q*A49
MHBM.\5T+|^TDL>@+ZM6"ND\&SE^|J;U".9 X\@21U\$MN:!\L\$V&\$*DL/9J+
M3KH\B)08>Q0\HDWUYA47.P?V*X.GC?UY?T@= A48\$DN\!4GYZ+|1DJ;Z@K\$
M+_|17)IT)-|T^K7LQV+=|R%D50Y9UU\OIX,02-U-FQ(&QT=>\$&ELG/'J5N+K
M0K0=RM:PHM&'WC=OMZS;'ZPJH-\$+6\KP9\RY3BDU&2;)99/ MD390G?Z^*L&42R_??
JKA#!I8A%)5QA7M#XU(JC.(5MR0M"& @W1(R-;^0|P M,
%_|+|NVQQ7+.2GBPNK'ILM!NCZ?V\H)7@*AL'T_M:|7N2"*<)&XI4T4&LK#4\$I9?CB<. M?
\$L R&Q,")1P(0;T59MF8\$2A"3_MRE\$0@62"0NEEN*RV|1VA!"FW4\MR(2%J
MLLAGT.K0LMPY%6R1S\5**Z\U3>FTA*.NU* @?!"*KSI-0-;\$9P"YT%3^CU?HT M)\
O11.MKRL\Y6^1FPP,"(9AM.L3^;!(+RA\0;DN\11X5:9N6_0BTUA\$ MLG&2-;|TS"
|^0BB8A"/,|/%2AC\$ \$2S\6E7 <)|J3LJ8D)!\$D_3I\J4OI;W-;4""2U%S*
M/:WRBSZ,Z>T"WF:?*+E/L02" #|"\$)Z#S%|JFEU^P4C.5>XCVI>1/*_|JG? MLDD_5/2
XTPE/R)|\$<\$#QG.0.|OM""QWAN-ZX M.O N+B3;D!;#19_7A4*0TL/9)\V_ T/|J%:0%&*U?
FIU"E9!T_ U'S\G6 M)VZ4^7H\QJU5;W@R;2/M-
1)U1,4D4Q#*395W"VW4CPBO(2(2B8=\$M'<-6:% M@(:ZXHF'N\$%QY6S\|C_MIB=Y3?
A=!'\$,4=K6E\$7\|@J(G\>2)|")GY7&=|G(B M>,6Q'P0=;2\$^;:<:%UU@8SDUY\|DUTS;+?
Z/9\PNS75=L(TZ>:1?|<5|E&S48 M/QXI6"+Z\$QTPMT#?4VR@K^T*.#DYYV;J*L<\$K(?
7Y)N#CZ6/'-.IDKA%) "B*9/"<<,XGR_P=1+A>)PWM8\|BZ;^3KG^NI>\$ _M'2A634DEG&
"%\$NA@M_Y?.("TON(ZW%J: M>"\$G3M4WI^P_|
|4>1|/'W_ZG4';#R_%T7!|TO@K>,L)\KJ;UW=566L\W\$?X
MS+>@MA\<'4%#>QT4WOUT\$YAW\JBG70-/KZ)"_|IO4\PAKY.*|9T
M1Q6)YG^<).2*K*&2IU:*8LV*J\)|@>!"%TBHTN+!1E%4FF:@68E^4W-(+Y<
MTUU99VHK%\X-%)QD*?(0C|^YLD PQS7K- M7S\|5?6;WZCLH:5_4V8;KG4|9
M^\$CT8#L|8D|#/ N^)Y+T5_K'3,Q*^YUL,EYW>?E&Z2=:?6;'G/Z8\UU.G/'Z
ML6R27/X|1%|+)N_4RBH73X7V1|M*GSATL=B16S.|M2D6(=SD& Q'0^B?8D&51BD_J%
MLVVVX3J\W@H#89,G=>\$BF&XI7 M*@J%;HET(#&DT7\;D#=#J&
((E,M\|V736VZ\$D\;^*8X1.LUP?5MOK\MT8BAS MK;\$C'1!8UH(_H>9\$7@-D\;:/&
|/%AA'+&SCLARME/6:1%C5E^%ZLA|D+&,Q M\TVS4LV2%VF'E.S!%!#EV\29NC1>'/9(2U-
= N:4&WF<47J0S% M*\$L#A6;3K>O"2+YK8;Z/EGPM\FF,)M\$YSABQI!^)^2!H.
M4=40SGXA<<)&|
MVIV\UXZ:R&V630.4V+G_:'P"%XAQ)K\$986.OX@DVL;M6EUKR@R(EU_ |V5==&\$(\$*
|'|>?1;EF400BPGHTJ:U^FH@B%IV2/3SI\$6"1 MGZ\NFX<9@G9RJYK10*|
(LM(LGTWIS!,90T=(XW;|XF1-(|D(&E_63WE/%V M"QY4U-X@EVE_|C7#0_/5<|?
0Q%B.8<7X\H+#,18|42 MIL2O2<\$HO,|8Z(J"#3&|!4
=P>X18/5:5DWV\X>:I3_S/G5.FG4@AW-T;MXG
MSU;KW@GVKOB\|L/Z^WDX?'M""H_=ZWHY=^;"ZOG-;OGI.&0LAV%^04-X(?
M0R6TTS'=|Y=(WW96TH3'=|D)PWDV5;+Z1G'=N|:-&9B*9WA6!'?!+L|=8_ M9N%/G-G=
<0YG\|R^5XFEN0=Z|Q1.@<\$.AOG)|>F(5YF^3Y>LO#NN6\$O?;E;M8>
MY8'WG':K\$';F|%L>^!'O8'R'-;@J#L%\$S9GN1D?SY&XY(R99POMI0\|. @2|?T M5P(=-
'K16XF>+_"(QX5RA |@9C5?<4N>QE-;L*4JQO\|V^HKEV""^%H;AQ?
+HU#00@>*WK:#7^J81B +13C"77@W?SB_0OYNEF9>%AA')&_?Q?%W_WO_>?
#|F||^|G^|>S>|HB0_ C\| MB\UWU\|R_H_9K;%F<_?<?
L'UZ8\|_ \$5S0DR>P\7F\|DA'VA_+ # M?YWH\?L/?WR:O7L'&/W?)\P\??
OSQ_0_ |^>:|W\%UMX\|&G&^>2|NAAM_MJNLJS+"2;E9>L/8\;#|S%
M#^E@1DJ6Z20@;VYK;G9>0*%N1C/I>:#0S8<|H\F7\$5FS3Z2+Y6+#
MESZ3+2WSU+TL3>|Y47\)+V.'K+8_VT5AP'30Y>_YS3;7I E\6EF,FWX:&CD M&\$G-"\$/;
(M1+5U=A_-5(JGJ=;\$|N.+5(XPX\47R\|5T7\5:FT?!#66!@Q2
MW61U_<;D;+Y>>|EVL7R@SQ%EDN9%V=SWXSS*F&ER%X=,JHA>#HQ&&7'Z-X1M
MA\KIM5N-^/G;,".BK;>4TC>)21D,A8PH=(CK.TXXB3/XXCMWAEGRH^RR2J
M^7G\W@_J\NIJ|^I_>J6\1AQ6A%'J^2"|0-=O5%7SE)+?^N68?B9CV6*/O_;"IBMI: MW;&

'-3TL[U|P68)Z(JHDV\$T'#;J'?T,F|FT XJNALUYZ'A'. 'M=D,RC87KK
M)4DATD//8K)QQM0J_HH\$>4@6R\LDB9/S.\$E(89U5W|9J%V!_*U/FAVS&+_X?
MKME>O) O*^_.9@X:Q0L"51Y/"53U/4Y*E!/?8[|?>9|2=Y0H)%=\$_V/\$G8?G?F
MI=2'2;R52Q'#;J%Q5 CIZ+OQHC/CYO*,J9C;.'KG M\ZF%?#_ ^3".ZSM?%).Z\;6\$0?
8F8D=J>7ZVIMN9;.,R/CGZP,%W/ZE|'<#J:
MSMAXH.,Y)4U)&3BAJP.S0:V5#^SQQ/J.PDHSJ1?(HJE M|VENKN* UD|?;!MOQ>
1K/#^M_C,ZWW_N\$AHG|!'XV>M_#-/L_6@_#0D9T@T^R*?MS/6&'?Y'M=
<3.H.ENESY\$PYF,9M-4.80&G(FS MH^,R#V_8LDZOF%PD,3LC9-L|=KK*^_.^X=)A3,J
08|H0 Y<3".CV?\$\$QNL-M83L)7|J7K_Q'B9EH|AP<./*1C)XM=^QY@VPX@|L\$|T-U.|+I;
(Z@!CM8):) MX=<|W.\$P'D6P\$2T=V?PX|EL5 |1W471&8G(DIKKA,!K2F+."KC|"(DC;
M(&S*+WC@Q0\$=#0!M-RR6T8)B,1,\$^/(<39_ON(.,9|U&|M%WD_>|?%PC?
WCU^)#|R=F7K|3<3U2Z#V1L|C_5|:FT^2'(S|J,F+|I%_':HY&8_8)FSG%<(D<-W@NHJ-A|
M)&Z?Y2E;=FEZ'C-&^=EGLG|:|XIMCDN:ZKB^6|L6^"V5E0:+E10VA.\$8W*Z-
M"CYA,9/;+8"|M<%:W6|4X+ "(JB,S=LZ^_Y7(7>LT1AM)L_6?L>F;="PK"8
M>T%2/Z'%+9^&QZV6F|IB"*L%9"+IB7OR3+G5RJ>R"QU6*PY)%R &'QU1)4K"
MD<"81U'NA?=D\$R<:#-HM@:S_R1'6B|A\$XOC.@P|A>J|QD.|_=(30\$F*Q+!1^M-T_+V\$\$|
|_NM@^%Y8RNV.|D3DA%C54MDWL_G2=*.C%+MR%M#N8|W-71>V3VES/GN?UN<|D?
N-|*RF|L(ZZ,M/A0VURZ.*./9"U6L|K:\$LAO|9*NB\$X7EYXRTQ NOHX"|_A?9JGC>:PIE.O:)
M5DDI"M?O\$LK?H3Y07Z|5^FVA?,<^QZH16^H_=Z'3 "B|>_G%|Z_DN|0&'
M/L2"*\$=|@|>F)9NXX=,^YT^QD^UY""C5OZ8C%!GLTZT!%U#PJ8BH_L,I>:|"
M1=@K44.X+ 1S,\$/L(1P#|Y:BG&1."<_A(M'N.ODH MV:6,HH%/OAIJ,7E?
|SH+_CSKA9:9UG4 |I'47#C0*RF&W49E+8! M9 W4+:&L=^P+*83D^5W<9IYX?|'-SJS5-
P>RGXWCLDJFH_M^BQ%@'M+9-%5 MG2905F.?C(64'9NI?+
Q|>1"W6X|Y2WV<5=\$UY%9>Q/S:YM5""F=QOU64!9C MGUME|!U;2?,G3JE4-S3^#
|UPU;|78J.S-%?|HJQ&9S'ZW4>57XBR36?|'F4
MT|B'326E1^;Z0Y%WD&=,^|S,S83N7_ ^U62YJ|^4W|M%23N.1F7V7\$ XZ8>9|
M\$>5&BG1WRZ5,2ZO:0YF/?;+4TXP+0I\$1.C&%0M +"@CV(1-*|549D!=OO^ MP|,C?
_TK44.|5E"V8Q|P9?0=FDJ*/5_4#;"XH%|HD52C_*S<00) S_*XJ_1@_ \$ M2^.
(.410G4Y(>T""!03|% NB'_6-?|1ASAB6%'&TB3(Y2J|IE/O81U8EI3BA MJV6D^&Z?
*FN=JY@OZP'%/O"|J\$;*9 O(SR1%'TA/*%9-4,5%+(>4"BP3|<0 MNM&>*B3G;)-ZCM51
IV&4,9C'WD55*+P^V'MA6&=4\$?%|TY#*+^QC|T**E'X M?;DFR3/3>C|G|=L5;W)5?
%=T@'!*^RS,(|J'|Q>|PD"RA>*2A \$K<')*-Q M0\$H05NZ57=TR9@!\$@9=("%UAT*?
2|6TWQD\$!;9BB1-"ZR8#)^ ^*N)#WPL* M"/;A&\$H_S|;\$W/^EN#0+.7,
!H.BX<1HVX@J.GR)>K_G#KMC_MK2B:FB|R+.4:D|U/Z:U0|H.BY,9|&
<(#)#LJW;^_ (|'9HZ7+."!&8_D-3MC M'_I-
;58!ND.APCY:&W/DZ/'@1;I:9GVG<1214'|3+&X)Q0'|R*VB4|#RO_W0 MHX:-EO|5^\$?
6Z,-*170K*J|HZ%5,N##|UL=UU2U Q@'XE2\$O"?TCBD_9>O
M6372K|KJ8#E:>NE3@4^>OG0VO\$T|3"3,T0HW>ZFJ?O'K;H+Y>ZFYRXN#WN*
MX@-5=UCOPU?(C,H:|7.63:."JJX,K|"57M#4#V->|EQ:PJ FT6P8Y+3C1KBT
ME|P>L>MBS_\$Y_XTH/LZ9H^OL#NCN_Z1*8|,.)'K?JPA!@9=5!^;Z\ XND
M)D,UB,D8;P=B\$Z|'+>AP*,S2&@| "PAPI|# "Y5K;,%1_&+;1PU""|5+ZT%4 M|27-T;*-
S@KA\$!)|J@6_Z'K1(>\$J"U:|FQ3&.2\$HF-0EO+3V|7==D#>VV| MD8G404,-LB-
(5\$XN*""|YN"DM): D3!7A("\$5'0@SKUT-8|"_A|>MOC%|D?
M99Z=>TFRI=\$S+U6J.%X|NX-S*5D%2H9!/(0D1_"|2|C&HT%5T%CN2Z_:2YIC
M|_ \$F^"@I1L?CLY?|1C)NW%?AZ)2D6E24G<#A|PY@ Z>':\$B|(VDV3WQ"5O=
M;*Y:?!1=L,TR\$W2TE*-C4Y==/H_33+|LQ*V|B(Q_O30 \$16|Z&"T" ':9F#V MCW|E-
(#|0@H;?&=S+_&Y*:F6SK"87A9G7EBTQ#,&X@UAQRY^1,B8#M*TES(|C1W^:X*\$D%1|
(M)BL>#|*X(5Y*|NGS*ELLOZ2DF+ "\$'4W|&\$4%QD(|>@ (E:3H|APXSUWP+R!
M_>6&>D|T+*QZIF2+H)A5'#(6IUSA9EN|P<^ A1::SZ#0|QNIHQ"7W"-8.= M12,\$9
_Z*KGK@HI3^ ^|+3_*,2K9;Y*<*9/>W!6*U&00**C67!\$
M5.+AY#F":WU*K^8,=DYTVT/1LN;.,\$9+33DZ,+=Q1E(H*L+&4\$BL^2;,(5'0
MC(|>1R|L\$,?95,S@D;7#XJ2-1>&,4HP3J #UCY|U%1NM8#I^D\$|L^:C_8,
MQ@ETP\$PLB4,,|FO."F-@0';!U(YM#?5P\$T?/CR19-|4\$2%.*X+O=1TU|X&<
M05^(%R2A+Q|/UM @&.)\$U':\$(FC-@W(@@D#.H",HT?@@"|""^*Q1%:|Z2 U\$ \$ M>.?
1X#HZ|S8T
M\$U9@JVAL@Y04*PY/(Q!T="CLT|R3Q^>73D)1%_UC_W_7R=%W'O_%K)HXK=
M|M(7B|@UCXVE&K#|J; M4>"?^Y_5|!V13+J-S:+UM0_CT/>_L_ ^T|KYWT^Y&R>
!BO%TDQW:"PR.Y(M4J1F@1X*Y/V1WWD=|S?C\$/H6VQ|NC>4*9V@X'+Y|R(NU2ND5=

(9^VG8:%@J MF>,8D&6&I'F>K>*\$_FNOJ'48JOMA/Q@;#3X92YQ\$3IW?2T'?D 1?UOR=
(V-G M.^'7@2X8\|T0U!G|U=D!
(!HPQR4@X'''YN*6U'(*,N8P^3AK|.20%C5\$P7_/|Y>/Y''>;CV0\YBY>S MQJ!
(8>&,5K*;D|ZA(^UPRN=X|.QB&NQ.*1Q/*1Q/*1S?%,2G%(ZG%(ZGK(%O M(VO@4=-
H6@L*>#-I-%|I(E*N''-,9I%|(+)41@7)_9JNJ|H^R&?26GYWMW''0&X@(|5STP\$\$_R_D
M;I=@32/*2>*O6;1H:3MB7\,9X@7D!#IB-^39"Z^(AOW'O@GV/9HI"CWJT/G=
MH!|@Q|\$W@\$WY+Z5VPI&8.YI*/|A-+*PWW&5 LS'V7=DHJD?*^@ECDRX)<9NP
M2F#U=B&@*_9EVR%X@SF#KEGK?"O5_)H35UTK*#IA7XS!>2_./*/@A/E:_52N
MU8CMJ%G5%@_I%T8=MW|+KM3TJF"6|/Q;< M?_C/N_ |M;R@)+:A|92I= M0%?
TE)5#UP^8+;86DD>3(HAO'OPS+Q?R8OF+ER2>,.BC\$\$_QE%_0,D\,6&X-
MDUY^>^EZ\|@EW%YO*TX-RD|HR2B'+CD_*|"-2%')AWK>EZ|^F/,HLR(?|./_* MBQ|)FI?
G3;;7ZPT39 VJ8XR-GK1R*/CC,=:20JXDD_!PK%(--=(I79-GF58&
M|\$/73E(-8,9@JF?)6!RR6K/O9,I50(FH!|ZULM!8((98FEUE=^_8A0SZRHB M3+*6/#49!
UY)_34E@= H6,%^DXHI6V_*|R|D9#|RTM&Z;L|209Q(?=:8:> M!O,@=Z:(Y
E#V'|B=T%?;\$"B(.V\$Z'(K2N7#-AL%/4WF(0(PA&\$.&C@7A,TS MJ*>_B"Y?
N8+*,:HJ= _<'DC #NTWL/+UGYRT^(^B@Z-DW!PG&&)1/1DX^ MQP%=4K^
9+\$LTZ/XH9>F|+3"S/V.2L/|'''7)?0I M+|B(RF-=6I#4\$?\$H:|X9)+I3*2UC?PH|_ ^B!LF2'J9-
VD;9LLOF+1T-^\$'J, M&P|JW1.9UY*?;"A"AD(/=WI.*8LG&T3-G9_(;S
&PGF;,UXS^0VY|'<;'/N MO@+6B(GA,.CI5@|1DD\$LO_<|2&9|0<.<_=:@\$;SQ0.@972V
K6,,:MOU%LTZ MGXEF_4J:H^=|/00Z)0N<_ZB2*#A\$NP|HJ5|'|*G#|A>3!YROO.B9I-Z|
MMW03U;,:2"QQQ2%*!ZF,S&LV:G_M?WB9._V-6?G7VA^J|^&DEAR7/!W7'2O5;
M34Z7=:#3SH7KT;(1%+^MBG"SR*PFU%/J2CP:+1U#|/5ZW#1|/|%?^ ^|F50H0
M.O5MXHAK*O4#?TVW*(<(BI@3|G7YG6KJG^I+FC@&B\$K:N-2\$FJ/&\$"CW=F.YQ MN*
HEO8(4A(*48WO"65(72X:+IAOWT=@A&(\$^AX=>M"Z)-D3*Q\$8W=E6)U/*8
MUX3Z61VF|M5+@I3Y?N!|@<,Y8R^!|N:AI'(5|%)RQT-;YXSI_R!<_,9AH|W
M_J%|^AA+O*H%+4I>RL-5U_RU4X''/6&&9THSPDX&+|0G)=WWQ(^?HV(43?UL
M^U_&3K0\$EJ%C@8 N;5:2F-FO2*+4?>>J\$/0MTG&D
#PN>E*H<3;ZHPG"@.,Y3|>=I*0LD;4)J?1!E^D@Z-F> M#C|URWGC|HH%80JS4(?CZH
7;1B/T+\$%&7Q|VOC_ |B1TYW&J_OJP4=\$328UK M+FNXARX"*JUT2|X6?QEH?36ZHR>
(&L7,ZO'#5?1*Q3,T%WE IY 9-A)5#X:>@ZB40ZG.FZY"G5I8HZ&M6XX|*Q%
MXYOJG4<;L,A9|V:-2K-B&?T!\$^|'W0KQ_@*#GB8>K-?^A! MK/6>Y#+"S09ZR',@_Q
A!?)J^)^0PGD(CLKF#NBF3L1+%-"|*208G^UG) M9G|HS>.4I00X|*|HJC+^F
MXB7VYT%+C(TY*P?%7BX|H|HQ6B: 76KP|G|M=\$G-|,CC;?DGY8|%=U>VYGS%+ MF|>7
BI3#QC+G54H!;(?@C^08^@6J|WZ.|8J*0UG^!0>3|0.0/Q=3>33D+3F M^AB/MD;M?
W|4?QH(F(3#1)NR,_%Y|6J,@EI-T*^|F|54"Z%9K|I'\$,P>J
M:5N|&CHJNN;UMZ=7VD15WEJQXVNZ8;^,/Z*8@!B(KA7FZSC)Z+^JLE"-BY/
M*L|O/|2LJ;Y6F\$ Z+MBOXP_(MQ@1J)#CE;7W=I%T!%A-JL\$/SVU_T;JR%N|
MC3JBJ%FI.^|*%@LGF5_99O'\0K-5(P6IO_L+|(O|:O|8HF+ CG%V'PF4'^=<3T3E'V
MG9'J\$R(MH#EL*/0W^L="^A!.6P*?;RPMX8N86N'6:WKG;24U>7A'0#_T)_K' M@A7,0P?
WXW+N5^QSH(5\$A>3=QAF!@"_OA/Y_|C(Z|@WZ8-!7=NOG=-+\$^\$B M:
(^RO^(%KR:9^B.@|^X|\$*EQ.?PMD,@9Z@H-C0F_.6P?%H7.R8!PC|)(5K
M-.5M@>DXZ(D&|F"E QO"N4EO!WV2|Q*R|6AP^H8""P(AYLX;
M\$X&.N3N/|@FH=W%#OB8:;|Q#QT//B&!'?X Y.3CB|H4D3W%*!.BBYSPS3GD
MAGWG)9S2|SSA.)B(CFH4|'0,%@1&SS4'|8MZ>ZRDW-"J\$/5&S^5@_5HYERSY
M@K3F3#63MKA)? 1#|T/|C_)ZA:P5FJM2OJOW?!(SE(_N
MZ09&"MOSLBU/H<%KQ/%GJ)NUTGMC,@9Z.@H6D++N4FK"CC?QK 5',B(,9J@
MF'/N|9F65S3R(G|^Y&P;(@.AV! M)YL*E-EL81#J.X%A=":|Q@_M_>:7>:AI(U+
8#^5|H1"9,W#-O|FJ>&2+9Q*Y7 5)^74R|I>E:)XC!M"HP^W
M'C@6%,MC.|9,L3R\$D|/6P+L-9L0^H,|S:9S9 |VJX,FG(FU8%>--5 M=H("?
VS'V6\$6EW|3G1|V<\$-X?J 2|:Q/67FDF'.N0E|RCBE_/^YF_C%"_EZ MN">,/=1G
LS_,O2>+8;+Y9*HO&S'G@G@>:1JG(W,:1S^C9!V9\$P>|H6533 (0L MP(>
XFB_UI9!H(|IARQYY107YV4IH*LX:29>4F2L@G6%@F//S6K,Z=B41JL(M-6M3%-?
S1Y8GD/4"8J*/1_H(C:C 6&+M32#-J!?'RI|G/\$2V3G-|3YQ63AB|M*1XY,6)4+X#*5W&&HT
1L^>;/ 2Q@4P|HM)K%K_L/%"<%T<=|@TWT(3 |R%_HXK5J|!,
M0>;8.NJ'.O)\$IDWCHQG'8:"93 >&RI*|(.Q5=0PUKHK-T4-PAUU=1G7=!\$Q M3C67S0-
)*"-+6!5>+ #B'C0R5"NQC2-(SAC,=5!TF"E6%87WJTS|C5RLU;+8
MV6./<5E#C^OARI2|RY|"ZB^6C!AQ?4 ^E;\$_A4H>_&2APB4'9;+/%ONU#8\$
MU!+|RV&%#IVK\$XI;^/#M5P75>N>F4@QTD3Q|455CI3@X,UT1-_Y3+Y|.G3

MCS|^8@N#7|2%<9HGA/VCV7GF1<%LWQUE 33GLU^W)65W#<[MXAN]<+^B|2ME
MI.%Q/.D'37Z/^B,3LK-0;Z-P2;AEY#7;ABU7'VX+%%?WRD*_77K)E5BU|
MC@J#)4WKP>H&&1CQQ97E5R3%\$BZO|HWE534=T=|;#U^..K5@.
MO+V|.CZ84F^FL="H8>QX"T<^M^NG=)X|&I:.U|Z*Z= MHO>L|EXYCF=E?
RL+JCG=YFS!2TP_P)@GO^;76B|Z078E\)|H!#=6&!2CYI%Q M *-DSG2L9HC1@.,@;QJQ-
!TSS>F"D+5M^~QKRH M"\$1C^?VQN_SV/6?-KE;./>\$LP9:>IC?6CE1/BML)N|LKT-
:DZ^F&|0<"K;=C MP;CR%I9>T|H3+PH96QI/4EKK+X_ =5=?
ZX0U:W5'RBT@)D:_ '>|H8F5+\$,_ +M:
(LT&@1YDX1"V,N<8,PG9PS/_ "DEO^=LS,L7TDS;TUAY?^X|X>M.LZH7TH.X
M|MPA+^!D/;">|+7G |\$XY5VP;8U|&EH=V6)5!&?Y9W_74)>:)RGX;8*MXNI?
R(F6T%_ZF|=N4'Z7M1|V5HX|VPW6'BP&2A\$+|:\$7K &/A9K|H?X)*2KY;81%G7DI38MW
MB,V);Q|T/|.V(|L"@SOEAZAGM/^..94EOA/&Q"FNEA*9|1Z+I!RQKC
MPP&C9QP4#L_6U0QT!2\A=2|PF6)TJ\$#D.(+474+CL,R6V'UT-_ ^F:<9=TY< MD-
1/Z(-_4HZ>^4C@NC&N(#J46>@H?^\$O6"_3C*Z9Y;7(-!M!X;Z@I'8D+1
M^5^EO>LF*04K1EAW<(8(5| R8@LZB**.@N5H#A,M:|BMCN/0,ML)Q!#':|DK8&,MQ:
BJS4Y6&:/3E<,^8QS|/=|H+=@ ,XZ+ Z>7KAK|?UVDT M4&?
P*1@?;!.R';'OTDLB1AG/25^D"'K-&U'*&X.N"^@)%E5;Q=5*%V=&*.H M?0/3=;"N4\$
<<%+ B7)D&=V2KPWJDCAB/_ JD8;^ UY7Y2%!#\$/,#,\$S5&>4QQU78PX/
1H.B|XQ4QY8ZUU*?MXH"@ M;5+7"8J& TX/"#F.Z,SK|88=|
(L@QJ0NG+%8WL31|PT|0P9%TERX,ATV&A19 M=YPBAW-'?+>CYC&T1P'J_YJ:=,
(K,I,MMM M<@#/T/'>1;+!E|&T!Q0Y!_PS6EK>@#7T0)ZY\$KHGFS@9\$'@"| Z^/G<&=".^
M3"L4|)%?H@@#P7J91TP"PUD6|J@B+DO2W#% 5,+6O4,0\$|0/G,6!I;I&_\$S63R21P|!%I
MAAT#IQ2F#N.%%**?C|!|%0GRD,|=|=|0RKNXB|?80>Z"GN0;-BO|:5|J%= M53<"|QP2
'\$|6:'KC2'"C8,=.SX 91,&.83K+GRI|,DUZG|Q"_H#I&)\$|CHD-'V#@|HF'.|WCY>|?
*5%Y@FP17C M&|_U|CK|=CGSV+'|8\$D|*AR6+E/KU1)WJ_ =0@%SP\$4P&P'X'H\$?
6E**C8%,4&%WF M(-_12Z^8Z=N|A|]=PANA-6Q(|(SX(&\$T.U.VL&-A;-
/I*HJTKKC,OY/6G'E:\$9-?1,F;"S;E4Y:Y|C+L) M_LUTV(&CHYV338
Y5N:0;YQY(OEB24>WRD1<<+M^K71(BFJVIOYHHV'G\$1B|D,YAJYH&Q0(
M0|QXRJ.\$^EE5Z_ =+1-DO|JN7!;_HR|&2GCT#V'|L\$T%9\$SVNB8V3QJZJM09
M/4H/DZ&10XKM_AXB4%88|XI-(\$Q3+S<+@'40+)|WV!!!)T2F_--|KE|H76V MW;>Y|
|+=X4^T|6DC?<)|Y.B0PRLMC,@+!V+B="3(*.@Y|*"Q_V9C.Q)+-/8* M ST?,,,4?
GA2;.,++R/J<+Y.LV|#X0|1Z)%^N_GH8OQZ#=#W 2RAK,IZ/%,9H|?X|=5G*=>%#Q^9?/?
LE|4Q0>E47N|_|O|M6|1%J:'DXC+DSZ M45V1VBX6C8;J3Q1>(@=AP%|K@QJ_|B
MV|UD"FDT5(R&0K;<+((+|A"VNN(|-"V)?K96F5._RY
MAYF:'SRN,V41S\$MJC<0!MU9^H_"6?%'WBDY5H MC8OX6;|7?X/5_-|/\$G1.K-S,VP0-
T+COZGU-XR!KBS;1?+L1?1?7I5#|H;^ MGE-&_?"F24T3&|Y|"+72Z+EVJM>VQRL6)>
|X69_J:<|49\$|JN;@M|L&Q= _7S.&2TQ252S6O|J;"E_SYD?V4>O|>:H7L|>-|
MRXU;XU\$E3)X*832NX<<'C4!+SY4I*L|WYE?LW_M^LC/YDNEM=10%|H
MD'NA9"=G;25-'5'TUG=O.0<+E)\$X'ZAV:IXJLXI6-'8WP99=PG(=N_103I
M!D\$&6XZ!'BL=:5;V=PV(YRM*EI>OQ,_+H* E|4DBU7NLA|(#6D3-\$';W/P M
GUGNHY>2,J&U6U-W79XI18/AT9"DE6+C%>H5G.)\A+UFJ8SKLH>^!53#R<
M_5KB'%D:%^0IVQ<75OL#1&V_%3-"P8*&?G8!PUMOK7V")._A:IYRJ53BT23\$
MSLND.S93FJ9Q4B2|T|PX14VQPV=ULM(^<,J)M17>3"(:)T5B4A|@NROH=L;0
MX)GH7W|9|=.J6F"A#%;T/>5A_PD);_GW(7WPO4K^Y3&V2SKX(9&.IZ;6<:' MACPZ
ZENGU%T<016M9CJL7'%S=R9FNZD(VF.K1.U(J8&Q "W.|FXL\$GD9?0
M6.Z8DS1U9&\$|D)R9.9S88#^2& "B%N9OBQ)1\$.XZ&?6V.NSSQ5UY*YL|)*2:A
M.0!K^<^&Y58>R6'0@!K('79\$^>+MDJ;1PV""%?:ZT2C(|-L M1#AV#?
|!7'5)%Y(PNN7>|_L%XNO\$4GXC<)|F9'\$5!R (V\$'\$AU7)HS8BRX7
MMSQO/7|)=1.G"ANKTPS|!|=@1\$!4RQCP#T*?R|4=\$GOGS%M0,0/?DA40Y4:"| M;X%|57
\$@+OLP,SN)#'\$?HF3WWBF 6|#,R^46%W=1MA^~)O0B>AU1)>);%/
M2)#RM^7<\$!.E0?BCXR?%&R95'^S:7\$=8@7J6H:/OBA|),D:>K%=ML6NT'4\$
M%.4L0D?O//32=%&7C:O*0NQL|MTQ|MP+0Q*<;OU(^10'SPP=N#W\$>1B).:|
M*427K|S*IRFY2RC76=W)OS<4?UPV*|J6-(#932ZF @WLZ0|Y9Q_H9V0*|X
7)MT)NSV@>7*|E|S7,Z0D|V MS1Y0>9BRHTS'+_S-6&0X+O(LS;PH8\$K-
T!A0|80"/\$EW&I@+C@ M=AC59P)3 M|/N^~Q3DM^=LZ_ ('V(OR?B=F=Q J^GI-H2".&5?
FX0|Z*%5%GQQ1%?<&S?: M0+&:LO^KSQ-|F|E<_DE6)*2|ABV":G"")UA@(|93^5-1?
1\$6_D16F>LE4. M"DD'*+)|3=D!IN.4>FC C5|D+','KQEG!UT;AM9OR/YT% R|?;=QX-KJ-
JPX?H M:=-QH (P2=?60)Y(10(E=:RT9D25ZG4WWW*V(|_=E/&UH/P&BK9BLR*H6;|

ML7:)8!%+IMS%(?7599QK6!5!D+,=ZI*R=MJY\$:NNQT"6E!"9#*>[&?54@*
M&^>RC0K%2,,!&^OY/C6/IOHEFN1/#GN-IL!JT:SM9-N\$LUCU-%#0#/!)H\$0!
MQ#QVX1'@OL;8/=G\$248"R'->2^T'@Q:WOLA!*-JJ9':YI>5G<*(JU3WSN
MM*9+ZI=%,DWWWE!145 M%I2F&_(S)+D9THM"!U_Z>O6GTE\$B!D!,Z#-8TH-
RCY44Z+L+8C!KLB,,A M%DP:YKLD7M),_8JHV0:!'1\$80#YA!OD%SKV4:Q#^'^Z1?0%"
[NI0N ?>JHP# M?)BBJDSQ0V/ DX!@%"!NXZK"6UO!U9DJHT!'0),F=(OB2E7!W0?5?L<_
BN^!G/_MRN!5-=5V7YS5GYS%T6SWT5GQU=,F,/1D?Q=ZV3).UF4!WC@Y3!;+ "X0D+G/
M63=|+S<B(8'H!;5VLZOVH>(FNS!E74I4PV'!05U!W6)T92=L\$!L@R17!J!*<*^@'&-\$?
5O(?705N;-ML=47!UC)DVWRUNP8KHTV2DS-@2B!EPM.!E_MB>*GE"00G,I"X-B?
X!AGI^'^"4W" P#;,:Z%!TSAP2"[U,.D;G!;!Q!;7A,2FH
MV>ZSB>CTMJH/=L8EVVNE(OAZ!N\$K^+IL.[1*E+3#=#)6!C"+TRD!%_/62)-PY M^!#DD?
I,0A=+P813G@,Y%?!)I!_'8HC*EPMUMW\$WJ-R %MI6RW4: ^WMD0U9
M/T9!7TD2E+GODY"K(1)<\$2!CNXPRK!>|.7KZ YO J\$EW9(LL;86=Z;_"XP)< M
NF!8H4A@)WLPJ4\$YLF D ZXN2\$)?RD=1!;WGS\$8DZBPF D@Z8XXZ?A M&6V5N&322T!;?
3V!5:0LXUV4/= R00_\$3\$N055>'X,O!,ST+>>Y=YE-%W 0US3L'^^N+RU0!S-
FB9N72!R491V?6^#;057!JQCX_*!Y_BAD>)==#2QX.\$ ==LHZ1 MO^/&+81YLH^1V8"?
+.1.GH:5K!H1ON"&T)C9!EUS>W1F(8?@WT@+6=;|0#J M:W"K'ST)XCA!1
!J%T_NUEL3W:6!OJ<;0G*\$Q0>2F"9GL" @.QG!X:%3VH!8 MH>90>1:6(!R!-
W;8S5RPMH%_4!0K\$1#C)&J)DNHST!(1;+ (+Q'-TON'+SI(M--
VPXPX'0@1B!CID!VX!NLH@ (PV/G>YAY'/0N&4MMH(CC,J7Z^!9+M8/M#G MJ,BR%67!
(W7EYKGEZHR3+_ (X_=3S.)5#<|=18_#9?019/?S.CS3;?>D43JE M;SVE;W4YIZAB^J?
TK: ?TK: ?TK:-F" NVD3#|@4:AV),P(K!%Y0H"!03?DKR-F M>I&|THRKM*9*1ZBRTQ04&
(0.!\$>>DMGIO(B:;F! Q !&%:N^/^4"6JK>\$C.!V2:7=>LD@*(H.B M\$K?V2*DN20"=L3.
!@&\$S8 4Z;'>U?AB(' +0 !H6*0=YJ\$X:@XX>>)MY:!=>3 MFOA.HM^KB^OSZZA(J&
!7Y\$TQ!XR@VM0%;GH:X!/(DM\$X5#T&J,!Z!@ "A(14 M=!C*_S!^+^'_=,^65-
V0G0780H+@/1)HOKZ(64!K3R4'H=981AH\$&/1?3@|1#"805OD1E)^P\$)7;0T!Z.CPBI?
E2H@7 MTG^1H*; 3#6*^H./S^BHF7\$'\$<R>M)+2<#.YCM6K!4XZP2M\$?W))JYKJ04
M3WP+*[5WJQRBLG:HL55J'FI5@)2DE%5WK !|+*%SP M!;\$%3M B(2!
(*47'X"%GTRI4%S_L*OPTG79H@0P#N"^FT=R0_E3N-Q%YYG?I MJ,=XP)
(Q7RKCGZ\$'@*5:(H?7-L7<9NZ!K<;BD!5""V,X>+_ITHRN!PIC:K&S MW!9/S#:*2'
=L5,X.WD_DZLX:9.PRY(EQ^V@0=\$"&@: .P+WT"7 1'7^^@\$Q MSN\$0Y
XFS=.NH#P#RYFCQ"B;L59/@B&"W%|XOA*!5\$!Q?V&^? MR3WA\$?
#U'Q!)LGX/W8<@ (Z\$%*!R!0! 'YY#; G D!M.F>V:9W)/&5\$43F(Z%% M.8P-
L)/CF:SKS0BWSRL"(D:ZB>>Q+R\$!ACW*8T57B8_J3R,%6?F17?;:F4 MJB-
LKCK5TH/CJ5IZF#G5RA;!4_OZGT"ZML)9!G;4=|7.<^E?!M'!WRN7T/N M
OS,1'N=KUNGXR_L\$!)SDT*G_UFET!MOS!H?GU5?
KZX&ZN_/B@GT;@YVN\$YDAV!B02UFK.E+N/H+J_8_+WP?
XBG>&1!R)@340^'LPI=%@>1<)&36Z9! M'K^2!(5!CJ-LI7#^#1!Q2LK!4+Y-!G@NK8!?
X!QW@TTI2N7@5R:M'UG1#/? MIJK\$D?E0T!KC&DY*N2S;+XXOPY(4295YJW M%3?
%3@BHEYMF#)R*7\$N!AK?DJP&3!VQ,^B8!5E#-/HER%U(@F=>;")/-C&; MIG(?
\$#9V1;^8;@%"8M#3<!=FI5!DN9N8*0+346KJ39OB%90F^MSQ,24&W1 M-
G%K!,252H'J!IR>M\$UE?@YRA?E(WAY%^1TVL"\$#\$^A%SA>'7K!7\$!M!W="D
MX.2%EQ%%9*2X-79"!&'8J"A'AZ46E:LN5?&(_ 8:XENU0!"0T(N.@!B3S>U'
MIG(K@!+,T=_MBYW7>NC2@7+%TLF\$RTCH!M>HK)X0T\$!H.W=D,.2*AQ>'@VJ MS-
9&JR-VKNGQ%H: 'Y961164!3WS/"GLA_E3E0A&LCH4!;\$S3 !8)5KJ+7!'
M.LWHFE!%M&2X;8LWS!/B/>9&>X9B7@(N.31*Q_H#!V@ND!J!AS!UVG55GB
MMA>\$';^406*Z#?=\$=74-TEH1>2ZO%='4L!K>RG000?
A1#GQ"UO&3KEQ1\$GNGPOMM)PN)B!CTH(;V MI&Z!M?9F2!
!#63D!J7\$HTF(G4"&.S93FJ9QLN5*5WG'+FZ*[!7_7R4KKE*X@ M%MWXO6!L=
(^)%Z5>49T!/=LV_Z)6329CN+P!J@L\$R+1;^B;4!(L5%;-U R
METT%9E;OZ!,D:|#"_K6'A/WCU!5R27V22/4<:|-I@JW?Y)4L!@_9ZM.E.I;
MZ<,FSA7EPX04:<*FV-YU/4?EL4(O\$!3G#LN%TMN)RAB\$Q1!D,-YU'Z 7DUG
M'>WH+1+!O/)HGB/(>V-NM\$38ZPB?J!^+A-7%T>4)S58V#-' M#AV
/(0YCJU23B@4M!(M=K30_?@TB47'H186;5&F7D/LZ"\$C!"1DHK._+1F? MO:R!?
V: + %KHC9,!W2LM%V0DJA&H.S.Y=,EXDH",XS)@?Q8"W6,G=3+U-P&H_#
!V4S>|7'ET;98NDJ-U65UO>5Z\$ _M!^0!&?;JEU:-50\$EQP!,!L-WPE(_%QTL>
(_4Y2Q.*>YPGG!CP*;N/(!+! MV4(5G:\$RX88GOH ?K@3VG!<1DZ2,LND68=7%9/?
AU8#P_H^!(!W-!L0OUY M8?)6T/JH8?ZC&!!V2N" _QN;LJC!*=9_,-.2ZGT'Y\$:-

Y4:AC&WNQG//= M^9GHH LES2<+C(0>|!C_QHS*/2GRJK|HQCJXMN,!W(#2J58=C
T)M'.6X&| MT7N7)_X*G)P/T |H|&>@_#:#Z,#<&?6\$F!+_^?XY8> T'+5L1_VBXW|X|<;
MANR%EQ\$SZ&2/!UBK7B,W%HF)OA-1,6KXOY|5Y:>E8?ZL2;L%,I-%'.OQM#UC M.XKE+
f3C'C!/?@G=W)PK58JR!UJ<3(I=?2T!(I7=@_29>-PD+WV2FSSC6Y7:
M:) +WF)X>T9+4'"1S!Q =VR)5'SN)O)G/LI&CHW.,ISD:0M=G">29(&
M);F6'GW.PRPV8;_B/7K E@FOM71;XO?C5S:U;?V_S2F<)31X+F|JE0@8C0!U
M""@SF\$TP&< ;6ZLB?|3K#.?=@X5-4@F T#/-:"0XS6C3%GC@E1|K?"'/9
M""0K)U;#@9)S1O+*,6/JSA/O2B81|N1G"(I-VAQTHG-GI3KJ"?0(JG09RN
MR|JS=N8|C|>; "INC)2'\$4TW-ZS?(5?^:KH:#Q|QX.I,2W<^D31W!!Z(Z'7P
MD1"\$|1PMTQ_9+' F|X%(VB*N"ME*IN""F,5'155D6KZ@#H-(.F:++!VMC%A MOI!\$=,9?
>33YAO?FY&R|^_ \$ *4G8E%::&_) "0O5F NWOB-HRWU6@!#;N.)"1
M;A2T_Z4==N.X3!NX&HFQ3*\$811C|U>|F16.|K2@|J.-<2H|03.I6+LN&"2Z
M,A3E;\$%7MJ>4JO92JO|YE%+U&TFL.A :BWDI_VC-4>M 7LI!>6WO>;RJ1)&Q MOS?
^|C:TF^BH|OP;5^E'9|J;7"K 3*+V_P2|W*D0/%!S/Q.(IK.Y8%0K\$VG
M"=3M//ZYL|NO'C>%Q*"H@,=>JY:M|290MHZ?U4#/5A\$QZ/9DX_) =>B|UW!*
M&6T82Y%?M0@Y6| M/8AEDTZ|T.S:|J;_RDZ32J0+
(_'FJ!|73T@P>B0I*)NY++1DHZ^WU^0A+X4 MF2-NJ/?
\$P|S9MJ0"1MA|8OEY%21/6HTZFEDW>C;0R\$|PFWXVCJM^@(Y\$|0|8
M3V&&GHU\$9%N*|LKLXY=Q99F7A30Z%E=7\$'?\$SMT M8UK9?'64HR|
X:\$%DB!2VQ\$|V//PPYLR,>3TEF&GXADOK?1&C N|N>@MZ='M
MP|ILSN|+Y*T9,"_042NR+S%A4NOBC2;32I7;HPU3 M|TG.U;6G1:7'>\$-
!.R@8R&X+R>P=D7^,PJ%NU!RR5CD4_TZE4_A?5\$F; R% MT@W_AX)>|
5V|J6K|SCDH8H)T|9QY4I>N'_HAK#(?|^1LZ4U+^|0
H*SL71NJ=PE9TUSA2@9TA<+MAK,# MS(M)(|I>=>|K0N.
^I6CYRZAD4|W7@BU@N3|H=B|XC|QX0JZ?G:JH-4'%|TD M|
()6TUS"Y=Z4,B2J78K36!/_L&+<3;_3E%&N"!XT'0.+%.|R>WGST:W<2|DBVHJ#T4
M&W=+1W*JT4'I^\$/ OA|X#\$|Z?9SAOSR8|*Y)#Z_GSPLV%(X#BHW0GL!O\$(
M'=G"6"H>6|AA:|:|8N*&IZ=/3|>=>:FTCB|8.HV>BXWPM)HO25?BS|L_|!
M^D.!#&F=Z/OO\$0%ZX";O_47\$#8>%
MCG)T:&#O9@8|EOGHAA?!QA.9D<|'G|V,'Z2W%|SVAQZ&VGW0L|D=4|HAQ<51|HN&ZX
7V7'BS\$MI M6D?;XNQY*A: ^AQ4)MSPEECE.;|SB169_E&7KA|48S<<+3 N3%JE-S*D-XZV
M^ROCPA|X0X+3MXK|?6C?|PJ16Z\$YAP1C|Z+2F\$>2
M//&GH7+GAF/L:%B@2YTP1UKC!;UB^|+V1*|@=WBV. \$G"P2=D&84_87|(4& M)
H6T>,4(9|VOPF5'#>|FZBA-U1I5>0R@J;OCQ)'0ZP_2DJNO*|YV@2=H+BXX><"
MT(^.D3SLO7ZJJ;|J;1D#09S72(|"9-Q!|H02ND9@|CP*=08;? 'J|X!"Z4;@ MF2%)FVZ-
!5/G8!P@/J5=(7B|H9#"|W#CA|U\$%_4W?_3&?,& M""%AJF:> MIJ3(F5W|<+W>>#0I!)?
1|JPZB9B/A%<(<:B_ =PBG T"\$NXM:UJ3O:K?"**0Z!
M1D0A.MN;|6ZM0KS@|.U^+R@L;KA<(!RPI-JN"BZ^(J*S'V_1; #EJ@,OYOIT
MH:2UJ1CA(T#A<|%3HN>,)975-MCXDNS4>) I,WAW+?@7@;'G>>O!7),C# MAK#-
>6X4_F"09!X-|H32C(_VZ=.G'W|Z|WLWXWH@C/F|%/:/>I19O)S5X|S|J
M@69_JC:Z|^|0Q+6,4)L_67F^0JQ|+9#RD?A^_DZ+^S"1;8B"0^;2LB*1"EW M=\$4,.,
(/7(C_)|5FH^@66D|DK:PV,4|I=9!5&A#5K;SD-9T^Y#(:T,9;L X1 MZ&&@-
TAOYB3""CMBT^4:OQ1K/N4XXH|K^2M5AALIN|T92#5T|A8N%GR=:5W\$ M:X|J'+J2YF|
!1+|%#CX2@BHV)9&0-MICTOI@|=B|J^F)>5YU:|3#!RVBLEU=0M|#TE_O?/TZS?Y3U
MGRZCC%LV8L7/6O4:N:\$W#E'S(JVF_)Q6%|^6JJY69-V"V2FBSC6XVE|QG:T M|5F@|
MU^#WIK=Q5#Y3*>1O7^S607Y-E=OB,?Y.E J;&VS0X^M8|T,'H#4X BO3?F4
M)?_2S,)K4|LL^(7P=|L;609A/B;_'6';|(>*-3;_W)?T(4| M=XQ1.*>|VJ2\$L;%?|H W
NY9UXEY,>?"|A4GNORC07C6|0M?N:'4.7S48O? M!"?M=U0BC| B|JZQR(G.#/LOI5H&1:
M>U3JKM\$|>J(K6PZ\$W40QG0B&D|"\$SW7)DS (-?<"R^|)6S24YVTLWO|^B6B6
MWJ=YJ@P_Z*_-^/_RL&G!4CSOYP__E_?=3L+G1EK4#22NLJ4Q%:B+11_R\$
M&U%1H#U\$G&CV\$?O'OVU..(YLN:-W'NHZ^EL6R8&Y?"XDLRV0?48?"=9M|&
MPAVBT6/@AU.YIRO*[D(ONO761!=="^=K;DB.4.I-U_<@^@|,\$3U8AH3&W|,7
M7=2YIAMV')'-E=\$1"Q
#I^O|Z+OM^7'K<=>753J%;GAXH9>1;NT(K8P:B3E_LAV|%;6QA7<;(DM"/ MC""Z@DE@!
|I.4+BE4)I;Y|*:R8BS_S.|HU;A6_X#W1E@Q^).4*;%()YV "SG-P\$C*>
(='T|^35SV@D|IA,8'IY\$1;P,51|)P'/L^8@N@|N1W_9V>P8"P6L9GN@@\$Q^-M>2T*GVL|)
MG-J(4%-|##W V3U!UV,SZ1INPT-&()Y@71#_P7\$K R8!E?\$W>/\$|/I8CRS|. MDP
>P+2*0P9|6FYK5:S^+4_4R0OYB=X"?R|!6@_|L_^[2|?WO_Y/V;E<+O@ M_|ENQ-

./S@%/.^5/.^5/.^5/.>855<./HY|T2|_2GG0(V<|R-4?EVOXZBP.G1A MZX*FV-
&/)@G3I92B.XZM)JO_^':SU:L++MO0|XF&.(9UANQ=F:KY,_L?D|C MAD-!
|_ZM792:5F|8Q"KT9=.NXJ>V D1MW=A+1MCZ1<2-6H|@<'0@;^3D/=Q M2BYO2CQ&?+
FR\H?9G&C(CF0C:Q.T2|OCQVVD):.5OI^'=F6|H>SA ;/I*S+ M2Z-G=24)<5MHC+RUJR
3/BOIM<3CQZ|L6MOZ?|LP7Y"B|"13D\$KFFPX"M:BL
MW6B;H#*,0Y;@NB!^|9EJ.BMF1GA14/YK\$14S4AM:.)@. 8Y%=@,F<./9*M^3/
MS+9CDE+/85Y|/@_U.#Q".Q0>:P^ C/800ZX<7=V5RE>/C|\$(T%W>B6U^&_0
MCR;UXW?UH:3=R@TC=X3C2)NLOK.G7"OTOP|WDVN()\$G";|N'C(:.O"ON=,DN
M:;#/RP>>AT5\$F0V""%ZH36)C3XXAJFG*.HC%NOH1IB'XZI2\$ZI2\$:3#_V
M'0YN&J)3'B(DG WQ-?5RX#U4MX;K,?!,DZR!)?O7'D?VCU|?>?#78GD=!?2%
M!KD72K9AUE;2U!%M>|!6+*>MX5Y&A.07FJWN25AP-%W1S6-|J:ZV+")(P@R
MC'(.|)%CI2+-S +F@""%9XY0M_L5R27V2:'R*B@YXF|L0A@K9|C8=V!?!9-)U:"
L0C#I6=IK|!0:AL M/'9W"CC=\$5#3S0WP \$(P|JA(QIA'%@Q57!!7D@8;XKPP5=N_LHO,?
=6K+XS M=\$>S=J4.DL>^?0YE"JBY.>.Q;)Q3%&K2\$ES-|;7",I10E|CGP&2?|QCF1B
M=1M'WOXWC^RGU/.+O5RWZHP'<@-:I9AVG:&F)-JO|.JRI@+867_^G)#BTTHK
M4MH:&E1CKPCJ,-%KVHX:5J KP<(2YDZ9)-LV*3K;-O^BUHPF8|BQID90ER9\$ M-
VZV|%'6V9.BMFZ@9BZK"LOL1W"&U(M|G,8/WDA_V"D|VZHNT!UH;7;4|D(
MM4,X|72CZ|R'"FE ?62|8-7U\$?AKF3-HS-Y%S?6QA@/SN0T-A*9(\$&VGQ&_
M(U@L&^M?>T<*Z.L&B%K!|"(&H,R.?ELLER31Q4IW&Z'K,+@4-76:F%9T+79|
MM|=">|I-H)>\$|G(|&O.^3X0CG%^\D(1M="&|?DR1X8."447:!).>_GUAR*C
MY8.M|QJAY_VX*|8A>GG.""A^L6&K#64|?;NS0>I(PWU*)?@|_Q0++_X;OS9
MC8WVP.ON!CV6|F= ^"V5^GJ&COBQV@P3,W,D?|0@9G|V7NDZ7ZO8V6F"9|AT
M^=7CH 8%)WPF49;MK;:0!^:C&^CZ-DJ(F94MJ;\$ _XY?ODA(+3D*OMASU#V
MCU|OR+,7EG?5\$E7+6O4:35_ABJAJAG,<@>:>""6Q*E@(!'+>DP|IHQ/G7_@ M@?AY0C-
TIN;<|6YINH!U1#CFVP|?@D,,SVMZ\$>7W6WN>>BE|R?=VB MH|'6-
'B)%YISTOFZ1&W=0\$DK>=WL/(@)*L(.^DC"507|KDYI"8K:5G:"*C1K M=9CDPM5=
(GK:T;7;(:FO#/)Y_V0MY ;AG#ZCJ!0S.HZ37,27.3<<5KFC2U> M
*3E:| ^4,72Q;+S|W>^9JHWHL'&|Z%H+)AB8Y|*W58W!W4DGIVX_-B_IHW|U MKN2.|
<2G&R^4"Q*T|W8RO)\$DOHO=MK)5^'Z2|R(P&6%EZ,IN MQ?7|H-
X85V\$"DHF_<"70ESJN|XM6?KH|P/' N80=B\$-!LN0OV!L'/E'4=V M9-RDBN>?
I.|J:7.PXM3-_S|TP),'9MDZ 6C54"-! T-OF1T7 MJI\$8/%C(BZU|HE8J_K)|H|
|LM;"I9^./!;R@F*\$Y29>\$(DL8 'E^ZYC>NZ M:(L|2S,O"IBZ9H<
IK53ZLNJX/%OVOTD=JFE,>SN8X""|FMK^ '/O0W-O'!G M(I+DA017<7*5|PK/
MAOQZC%:%:/M2&-760@CVMCDN3;8Q<4/HGO0\$/DG*R?VC43"WIE8C<*_#3T7
MUIC"9@D+?\$\$\$3'V2+'7@|EY)N.*BH..M?/HS|_<\$&MDTST.+@G.NJ.U|+T!
MJ,7Y)QKZ|.#R.BN*)CS\$3_V6\$O+ #@/4)^+5LZMK7NC.|#%FIXCFW|_C+N-
L_|AV3WQX^>(M_DLE7Q8_"94UU|W|-B|OMZ/>9>^\$B2|0=[9OB@
MR4!EU77G.2*2^%*|?^3&<^91AEA!|5MPA#\$Q8|M|X|F;0@-OX'*CNN>|F'|MPX=|J!?
D@J1^0C=#+'33T:\$BXJR;>U1N."(X=TGL\$Q*D5XQ9M;^5A|SL7+1R MJ0!T14^J-
Q+D8"ZAXWG)1"S^>D\$V<4H5?N5.,W!;G^,X":E'QT0D/=<1S:@7 MWN5/(?
7KE!=F:TTR!!1+UWVMOERS%4H;!)3SS@MU:ZN(+!)6UAL+BK%|321V^
M+TN"GE|BU\$8|/Z?O:L736>|DC\$Q75&A1|J7;IBH|J|Z#:\$XN>|LDW!@TN|C
M@A|_DXB=L<(J:;\$<66%C_)REXZ"KX 3ZVBOS|2|VQ4F8NSY2502GN#44)|== M2RI>H
E|UTLHE%&6X?\$V3\$TOEH("=1++|P;%C.M582,J+6*6"-6YLN&7Q.N-R'A?
%2^5=7V@B+DK"<\$1"4.J:8P-%PV@&BY8=| M'-1I"/8)0X!+QW
X|.J7(Z,XB)O8(%_PVFHD"@Z&MS\$0%%AG_21#"<> M(@"
MW(.,!14=YUTW@_DX:?'YV:-1E>|["\$TFZ6,|3E!2ELXH?
MKM<;CR9%'#!CQ+/*/60^\$E1T7/<@#>7AI 6GJ4W+U!3%2BE7D.H1O:8?5"A<
M=UK!^#-I\$;AB8EW84_/@GWE:EI38I0"02X"F&S@=D., ".+.A)-KJ SL6_*U M^,O I WV-
|E|H<-;_9D;N6Y6*4OD-%XM>?ZA<..L)-*076S!D|ROE#QC)^S,U
M,XIY\$|AR9X2F#U|'^^#O1"!07?=1G@U@494X&+*'=/80MFZYXR&ZFS5""%<7??LF?
(.'>1B%RE4 MA.);:K2! N6Z'ZU/-SH4|43LS.)^*GH UYS=^HHWVO0IS^B^ M/D/W6K|
(OQ,%S73A|3_JKMKM?J<&ME58;+'&D>4B^"0J+|D18VA&+ON'5-P M ATEE>?
N|"MYV3!09"?JWU)SS|'MH';AR1"ON7_'>>32XCJHLO'+|)^T!Z#MW=\$/XF|1|Q
M=S;PG8:K)(V3W?;'H>+HN@_GB\$B=)+KFTSU-?|M*"&ENL4>29_&GH=+LO-_J
M6"A9,GSV&0;K;4+YF%|>' JHTYXK'3?0|1UA<;7&?JZX%|)#VA"+HK"<,3.F! MNX,#T;-
#LTY?_IZS/7)_Y\$H+1C^NO+HNVOSY.2'LF\$W:5=% (H8|*ZCXNNX? M= '21M.U|H'-
%_WR5?!D3X/%7=G?:O'9=<;D.O!H96,9@7(=!5=7-GFM!U

MXJP+W\$VV2NWAQ_W08S,Cl;?ZK\(_MD8CKQF)@KV/L85%NLIYW,Z&4;KVOF>|M*Y?
G@|B0@>Y(YJHVXJPDU*5-M4+/Z*3(4/26D@*/1%AD2"5_5S&|,OUEQ->
S|3CTE1>@FWR|)%|:_Y*%3#(M>TP(##D1NS7A\$B(7,=|S3"I^|B!BD|_|/C4!%4(.0-
0\$?:TOP;X3'C=6SA6MDN|@RM5!*PMAAK(E&Q!=V=V9RMR@)LBJ1H#G\$?
553CU#+)T3|!="|,I=IKHMG!<*89/BQ<MVMPQ:7MCB|VUE::9(UUQ?
ZU7U/L'|>)AT##S,XWH.IY"l(4&?(<YIA>X65PB1^_7\$4PWP>9G\$=.*LTP44-
MH4RU%A\$.XJL|H|L_O|Z'W!_<9J|A*3?6L>OST.|A MP%&"-
K"3QZ18_"X4|::24?!.O#BUYI=-PKJHSSIQ7_BTDX-%_FNGYHG@53-MC&\$,0%?.
|6FJ5Z"H+79(QD|7'DX+SN)54F&%LM;|G5O#*3|YQ'SE!-47|K) MWGL.&
=%2JBH"7R:4B|G4Q M|?.\$|I8|U*|I+H%&|UZRESV&'|8"7O55VCZPYD-|>"
(/A%4|N_JAZ.#??6>R4^=EVI^_4I(P^E?;&_) "0K6C%-I_0D!|_M24)_D2':B-/^E'7>5,-
AW\$#23&X!%HR"8FS/ZVYFI5554/=1YX-5=L)VZPR2 M7!F()>2KGL*7*-T0GRXI":1J
MCT|=WAP_'\$PI0\$W^RXDX4&|)7"B^3T*V-'G|)/\$RMF|55|K2YIBQ3%D):?E\$ M-
!2CNSY.44ZG**=O.,H).|K&F@/|. @6@;"5|OXXR|K6J'|@Y*UDK90E6|M/S>8
MNTIB;86)Y<|YFCU^C1|7<9YZ4?#XE=.NMM6&\$=K|F!OQ"T35-H#:(?
GNFW>XTQF^IU8&(M9DD|P(U|ZR| MOK_1'G*>|B!A5RBE'C8
MUV07Q"_67L|R6D1&EN._<1P(PE:+6;N|4^O:4SV|)?X*A9VZE,4|M WUL^
MJHG@9RU9C E^0XETQ(|XID(!3Y& PDC 35\$GF1&19%:JV|?"_S-;0CQ|/2+:
M_ZYVRTKW;%AG|/MY6,2P&2O,|?Q4XAD5%1H"U+
<7;T&OF.Q%;U.U"#>J(8|RA'W\$8,\$COSV!TV/UL+#_Y/A@?V%%VX0+-K^
M|K_V,"1("S*\$PS5PXM;/F?^HVD&R|P_M1|@:%Y=3';C79Z?P&^Y=F|CSF/
M0S;UN&1@T_4|CX);MJM+_OS(?DH9_7R_U|WAL/"MZ;|L<4_+|SDNEGL|HP+0Q*<
M;6NW=-50YY@D'1BY*VH|881M'\$|H@|VZ;>|!@*!;Y?"DL47-CE&%\$=\$=O%-
MS22!MP2D).1|L;|CBH<A:B&QS("9NM'2>.@K)AJF?WPKKJ(+0|9O=P=)Y%
M40KM(!M1%R#8UAY_V 1;3_TX*UF"U8\$'&UD,+Q|HG*!V%M|.&(^S\$!<"7R
M|)Z\$/%K|SDNR;9,1D."S/W>#SZK!9L5HL^9PHP6@';S+R0A6Q*A57?4|3_F!
MS1N:6GY;>XK F|1;(;!5QK,?3|HSMW&4_GO_|,6VP.*V;R7? 4N_&FN,E|Y1E+
M%'LCI.|4GKG"^>#@@;1*),^QM?12TQ|DEY'8EHDR|ID .S+#=BK%G.6N'*X M>,B?4O)
|S@70A5,.53|I5=39#?(K!S%G;-\$ES|I&4+>|EH;<|'=X(0MG;\$
MIM)@T35AA:0X<(IHSPMREI#VHX=3XJ^C M)?YJ|
\$Y2VCP7";341YIU%VPK2V3O\$(0XM\$//W%K'V%(.W@QE(8OE,X|I M,#-
M8E=Y%S>|T>1IE9.#'0_;F9JV,+RX.;8BTXJ8&A 'B@|=|LW>:&AQI_=M7-"2\$D.-
>=N)R(>P52K4|00=><;9YI>8ER,|QOS\$S,=>*UWG:Q4|.TTPZP0)
MH&|P4T@+NOTBN_H|VS;_HC9I3.;8CBX90!QZ,OSFE'06CZBM&^B8RZ0",|L'
MM!ONCTW4)I).&^R 2|F,-|?0L)LI4D.0^I%/ODYC)^|D\$|LTO%4W07(8FLU M:F
LAI"-8AD^|JN Q?(Z"N@+ #7)/5L^7M94T=4./ "U&"0UV\$NR;LIXGL"S\$ MB2O %=T|QJX
!%!ND'PK5"ER*FPTI&&8;6>KRA97KX2/^?W8HOEDOHD4=FP MR@YHH=M#V-T##,
+%;!U7S.N*1DP!4R^\$8B3K #UU6#EVC 22FAGH!Y7KZ(6D M;%B=OZC;#@K-^/;6X=!
(2'(\$D3>=5,+ #0Y*" _&G4UJ(4UJ(=NK)|3J.'K+8 M_TVGT@1-
L4|X)NDAl)1:.D|>L3_F/\$Q*EWFC".R2-;?+Z"7RU23B|Y+O*E|
ME_!=09VQ|L^GC)6GC)5@?6:4I_+0|0?K&FT\$=)3NIZ4LEOVZL;JL,YI1VP M
|TU(9"|+5Y)-SHN|;"CZR@CC)W9/3,F+Y=+XG/7A/+M3!Z23N,8S\$.A'_
M.6GBN36>LE)T4UXB)J'/_/+ "D@|HZGFNB"=-|@7X*-AY>08(A2F+T)?|71+| MA
3I%2/^DUS?LNB0U'5!SN!CB%F>O+1\$9+KFN*(QRF?MC8%^ZCJ:*9>R9
MM!XV3.IPZ?FK=EN% @77XT-BY5% H^='DJSEZ.H8J?&,002R@ITS)KF1N,@ "#>W>IV
2/W%\$:0 M#\$ 'Z9YLJB?;/|Z\$ "1E)^PK"\$\$.0 Q !ZG8G4E0G+ET"6!%;=\$O+0PQD=.+
M#H7X#-68L.E)LM45"IOKKB\$P-!Q>U@Q|E,^QWV:!,B;:6"HN&*3T9\$(S|C M^?
UN.:>+G!/?3OBO*7I=SO25?BS|IPT)@_:%@N>*,>+.HR3KYKPWA4?SENI M@=#4-
L7YD0EP|3N8>NUT@:+HBC=%2ST^/AX/,2S4#!0>:0|H,JXX.W2THX,C M-)R2C3-
Q@N%XIL M-"|;&KZ!1_!:=!6' ?M=6KU@>\$P|H"|+8J5_,!0T)%P16_RL'D_X
MG35I)^66WG#BRJ)H+U1(^F@L(\$ILB1';QI7!/H8R-!5/OB4^8!/&KST:L M&,C(
8T#!=05E|PP/N'#RP7OS\$M)P\$.; "9M?R>!=.(#9=M^DRKHY ^HEP05) M_81N-
*"/,CK>:ZX#=N.1>#HLTOLIFRH/5.G;:LK5"Q<|3R!N8&N%"Z9&,9?
M+|@F3JG"L=YIAO>R;Q@>0BK1>2^2DNN(9M0+|_*GD/J+)=,"8FM)(6B2(: "8
MN>+^,>.:K10904 YC|Q0MU.*S!*RUE#VH_MWE%3@|U02E(22H39<>#|H-RAN
MZ&X>&#F.J#|EU!
ZGNQMPQ*F^RY7R^XGX&SH>B|2U.,Q&0I>0%QKG;:B|)Y LX83:H*O^;OA?:
MS:EX8;QL&%7WQ.=!='1)_9*+._-F6!|V%"HF<,|!W\$(71?RS>:9QRRPP_(M,

(Y76N6485Q*&G9&N=LX2AK3TB5PDC1'?T.D3YZM)L 1A;>_O;CS:'=G7L;
MFGFAXB@LZX"="@A;U9#;0C"^ZYKR4BP:671.PHG;)3=;I."^&[(&SS55U;
M0_JBIPJ"@@QGQ,3Q'E3">ISJU?;BBN HVZQ^:_YE\$)/%"1MX\6-
(?;"*Z)Z.MAH@H\G\K^'EGHC%YLB@C2Z/DZ MAN,UN5%>70H;HR?*@3)?
02HZ#'6R)ZTJZC5\$3U0#9;^\$1//Y%.YGT1L+655-MVW\$#>LJ:"(2M4TGH3K,!>GX9+?
^L.QZ'I\X_HV_D%2>A+L7O\|S(Q3OIP7T?YW MMT290%';%3T;#71=@=F KN2N\H4\1H?
^4^*Y4<+ \$TW\|PT4*! Y&JP\,- M;":*9= PF3P\I7OM3E-
5R6EZF@80%=-T'Q7_1>2N#&E'7>3UHV\^H9%P&&%
|P.\$XF"M&3'CLO7ZXTR3LEL%/R\$0E#I&<(<='M1 M8JQ?)\)(04U#7|T^,%
(I&V*)6;|L*P4Q.!3@""\,G!,UJ7G,|Q\+L.KY-*MU)?DNR(YZ3RM|MQ%6<)\$7#(?
%C|AT2!Q&_H_9T6#|XD)? QPN0PDJA\$H./8^BI|!R4"L;/-^TH7Y
M,QC'SKR4^G+KQ'@@_#Q/4-E((0/1SU_6B=D4J#H*0Y?GHG*\$Y*>B=|@.A2
M=D'#7*S|):S8=<#AC04S0|-D|93|1QM>)|2;G?- \$Y0K(WX8>EY>T.;ES.Y MBI-
S+UU)3"OY<_RT3"#C2\$>O)3;7QGM=#D+#9GES_&1)(#;KZ\$6W\$AKO^1YC M2?
Q<0TKJ#!3G<;JZ)CEL5/SL1_" P|.Y|V.WLN99ZTM\$5?)B. Q^'J0QMC8I M?R8>Y^(^G#YD
R+GZ=I;'E1\N_-;I1%ME*)P!TQ<_^(8DM/@P
M.;1!&R@_SUUDPO>D|HSEFM*,R7_R4B;>+E^CQ<|1,4K!J0--E(^C)_J;E0S
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M|RX>;) &L0.;|)%=&ZV+&^#5E0N9KP9=3#G#=#9N1T+|I^@..#?Q<'(N>M;XV MXJE-
X.;W!6I)<62!SM=QDM%_59J>1P#S?' \0Q1Y>O/N\$% M^.H4WA)
APT%Q1@Y".L0/CD(.|_) %U\$=GGY/0DJ6|:BRVSAC1W!O*|G4R\$"G5/%\$X'27LHPOA15FJ*)V
<| M2:X\$5GET@?6&PHSO/3+AQJ00(!@=!/Z#;.3W<)>1.<;;PT;Z.=N_SYSX|K&EN
M)TW&@ (H ?E26.6>&K_XX|T(+N|6V_A#/#1%Q%YBA/JWRTH8.!\$X+@|MZ\6K2
M.J|).CAEOK(3%'-)Q6 =DOGW^:7FX8ADS.#E2CM"84 T7\$ \$I@5_C"*TJ4|)%
|>"XHS|Y/\$@3DW?/2PQ)DI>'&9F"<> M2@5^Q)UFV CQ M8G9A4P(-
XMU&&1D*,Z('S1:K>)7<&H%+*#;|LLCWP8# MB4=?9X)Y-@(/SO.\$<|3DL"7L/ID:54;L-
J.!8JUT>;0 \$I&"%'9G|HWC:W MQ04|)U!C"4R+% ?DV_G_(MOK:)-
G:2^5#"7UC;SH\$OZ|ZA*>#3HK1^7_JL:= M-0;>W|N?|ME/|^RG>W8|+>#>G>;QD^&
<;7<_BS5%^|0_A," M"DH2^A7|;G:?V5;+=IXBC*L_9=W5O.\$P;B|D)K*^37 4:X:<9
MK^DV&# 0NV"P;"9L,J.>9\$F66/G M8O_!|UKL'I_>|I_ Q'Q@?V_|V;%=26@FM&?<"
(%2R+3.US2|Q
M+^NI6CFV;)CYF49TG;|5| PT00L1ZK*KQTPA+2AK_KAWJN5JNPE:V(Z>JR): MT |JC7-
H<9Q|9-|2G|'D/::@=|5\$- 3\$'41TQS-5'S=0T3'N|2X3(F8|JD: SN" MZF
X|0RR=*;KRU7|5)U9%LOKN\4-3?G=X,+W|X37-E&>ZH8.AAV0 X?O\$"KQ MK_22?7+-M;
0/1;(W@_@-!8Y(F@.(C213%S_0|L=TJHZ#6 M9
(Z6C;J"D|AC2",CAY(8|PV0WXN8/1&X|(JC<#I5<#I5<#I5<#I58 SKP). M<:NGI'NGN-
53W.HL;M5NW*JU4_\$L-5BV*|HP<:'C%|J%@25!NY+&2P"1M|?HEA7+Z5E?
#/?'YO1==4K_@1_H8%R;? M*(X94|)RAY,P'-@7V|:"L=^(\$>|MR;|^F;
(E@7SNHVS,EU'@ELOY2TJ6>7A# M7TC*3!GB%!.KL!H@&0@O%T:4G2E=Y\$M&;
MF3|L@E?TE?^D+;2BZH/M!S\$0RVYXAI83Z \$TW.V99R39\$.5#2MH!VX4R'"8- M#|Q
F,S%|K/I/AF+B*A92B^I'X5)P+0)V1O?)PXQBZ-_4YXUX2VEW (SOL MO/"05&EV)|6;IK!
|U5.P5;/3F%&|FRBG|%&Z&?'9N5WU1'Y5%;2<\$@&CZ MZ,?=|J1NO;7VC"OOX0861R|.(?<
LDGI%X|A&-BWS2;H#&*)CJD+0'XO.G=4Q";F|. ME<H>V_A#*!
4"Z);+E>8B(N/L+O*!L*,GO|E==(PZHF9C4SE8LRG&P\$|F
MD9S2Q_#3ZC&>J;|U'1;@HN\$#W|^-HK?TH0+UD^#Q6S6(H)W<6S9*+67G KTE,Z-
&7%K M?|%|3+PH|8|;(YTV@_1U!":=Z'41 U"&K>U4Z4BK-N:Y1NV|&P#>6;>;|JCY M1
^/8*.1%_G4"Z'78|(.CBP.4 %&&0T-P<&!HQ DMNOQ:V^V#;Y0G^2.!(S+ 6SM647?
Z#1HIQEZQF8;PBL|N:8TGU8 M,?:<>2D)^"&>L*VCY'G"(U|*Z.A|DSMO6PCS5R|);N-
HL>%M2Q= @PL_JENCU0S%^|XR=D/@:SWU9ZQ":?+E_Y
MC^R7|X213_VL|A|B6BFRIKX1U50:_#L^H+/?|;|R*C|R*KYQ>K9XB7\$|1
MKCTU=XIP/8X#)6(:DNSG%I=)(=1G>66G"4&BI_|^%4R.|TA7=-/ #7@_8@?#
MRI6C|_D(HD7,IT#|8THEP/9_2%5-N_|H@-|(YME8)\$L@.<\$6?0C|C,1B/L
M|RLVW0OR0L*X>)|%1!'4&?LZ;0B&!EQ!1U!|(#(|1T|=.:&_GX=4\$2^E)H M@%V62)
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M=J@<^)U@9TJ^)>Y'D?3%)) ^*=86Y5^7EQS|6VS|S?BQ'AR,Q_|JE>)|VF8OW|
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Note 1

Organization and Liquidity

Organization and Line of Business

Shuttle Pharmaceuticals Holdings, Inc. (“we,” “us,” “our,” or the “Company”) was originally formed as Shuttle Pharmaceuticals, LLC in the State of Maryland on December 18, 2012. On August 12, 2016, the Company filed articles of conversion with the State of Maryland to convert from an LLC to a C corporation, at which time the Company changed its name to Shuttle Pharmaceuticals, Inc. (“Shuttle”). In connection with the conversion the Company issued 5,625,000 shares of common stock in exchange for 100% of the outstanding membership interests in Shuttle prior to conversion. On June 4, 2018, Shuttle completed a reverse merger with Shuttle Pharmaceuticals Holdings, Inc. (then known as Shuttle Pharma Acquisition Corp, Inc.), a Delaware corporation, pursuant to which Shuttle, our operating entity, became a wholly-owned subsidiary of the Company. All share numbers referenced herein reflect a 1-for-8 reverse split of our common stock on a post-split basis, which was effective as of August 13, 2024 (see Note 2).

The Company’s primary purpose is to develop and commercialize unique drugs for the sensitization of cancers and protection of normal tissues, with the goal of improving outcomes for cancer patients receiving radiation therapy. Shuttle has deployed its proprietary technology to develop novel cancer immunotherapies, producing a pipeline of selective HDAC inhibitors for cancer and immunotherapy applications. The Company’s HDAC platform is designed to target candidate molecules with potential roles in therapeutics beyond cancer, including autoimmune, inflammatory, metabolic, neurological and infectious diseases. The Company’s Ropidoxuridine product, which is used with radiation therapy to sensitize cancer cells, was initially funded by a Small Business Innovation Research (“SBIR”) contract provided by the National Cancer Institute (“NCI”), a unit of the National Institutes of Health (“NIH”). Ropidoxuridine has been further developed through the Company’s collaborations with scientists at the University of Virginia for use in combination with proton therapy to improve patient survival. Historically, and prior to the Company’s initial public offering in September 2022, the Company has obtained funding to develop products through NIH grants, including a product to predict late effects of radiation with metabolite biomarkers and develop prostate cancer cell lines in health disparities research.

The production and marketing of the Company’s products and its ongoing research and development

activities will be and are subject to extensive regulation by numerous governmental authorities in the United States. Prior to marketing in the United States, any products or combination of products developed by the Company must undergo rigorous preclinical (animal) and clinical (human) testing and an extensive regulatory approval process implemented by the Food and Drug Administration ("FDA") under the Food, Drug and Cosmetic Act. There can be no assurance that the Company will not encounter problems in its clinical trials that will cause the Company or the FDA to delay or suspend the clinical trials.

The Company's success will depend in part on its ability to obtain patents and product license rights, maintain trade secrets, and operate without infringing on the proprietary rights of others, both in the United States and in other countries. There can be no assurance that patents issued to or licensed by the Company will not be challenged, invalidated or circumvented, or that the rights granted thereunder will provide proprietary protection or competitive advantages to the Company now or in the future.

Liquidity and Going Concern

Our unaudited condensed consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has a net loss of approximately \$7.5 million and Revenues of no revenues for the nine months ended September 30, 2024 and has a working capital deficit of approximately \$1.3 million as of September 30, 2024. The Company does not expect to generate positive cash flows from operating activities in the near future.

In September 2024, the Company's CEO provided \$250 thousand to the Company in exchange for a promissory note repayable in equal monthly installments of principal and interest over a term of one year. In October 2024, the Company completed an offering of senior secured convertible bridge notes, receiving \$

ProceedsFromIssuanceOfDebt_pn3n3_c20241001_20241031_us-gaap--SubsequentEventTypeAxis_us-gaap--SubsequentEventMember_us-gaap--DebtInstrumentAxis_custom--SeniorSecuredConvertibleBridgeNotesMember_zToV3dxbgpfj" title="Proceeds from issuance of debt">790 thousand in cash. The notes have a term of one-year and were accompanied by 329,461 warrants with a weighted-average exercise price of \$1.42. Also in October 2024, the Company completed an equity raise that provided \$3.9 million net cash for the issuance of 2.9 million shares / pre-funded warrants, and by 2.9 million warrants with an exercise price of \$1.40. However, the Company's existing cash resources and the cash received from the equity offering and senior convertible note are not expected to provide sufficient funds to carry out the Company's operations and clinical trials through the next twelve months.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company's capital raises have to date supported operations, the manufacture of drug product and FDA approval of the IND for the Phase II clinical trial of Ropidoxuridine and radiation therapy in glioblastoma and other radiation sensitizer discovery and therapy. The FDA recommended and the Company agreed to an expansion of the Phase II clinical trial, necessitating additional capital to complete the trial as well as fund ongoing operations. Additionally, the Phase II clinical trial of Ropidoxuridine has evolved with finalized agreements with all six of the planned site enrollment locations to administer the Phase II clinical trial of Ropidoxuridine and the enrollment of the first three patients.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The ability of the Company to continue as a going concern is dependent upon its ability to continue to successfully raise additional equity or debt financing to allow it to fund ongoing operations, conduct clinical trials and bring a

drug candidate to commercialization to generate revenues. These conditions raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the unaudited condensed consolidated financial statements are issued.

The accompanying unaudited condensed consolidated financial statements do not include any adjustments to reflect the future effects on the recoverability and classification of assets or the amounts and classification of liabilities if the Company is unable to continue as a going concern.

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Note 2

Summary of Significant Accounting Policies

BasisOfAccountingPolicy

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Accordingly, they do not contain all information and notes required by GAAP for annual financial statements. A complete discussion of the Company's significant accounting policies is included in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2023.

In the opinion of the Company's management, the accompanying unaudited condensed consolidated financial statements contain all of the adjustments necessary to present the financial position of the Company as of September 30, 2024 and the results of operations and cash flows for the periods presented. The accompanying condensed consolidated financial statements of the Company have not been audited by the Company's independent registered public accounting firm, except that the year-end consolidated balance sheet was derived from audited financial statements. The results of operations for the nine months ended September 30, 2024 are not necessarily indicative of the operating results for the full fiscal year or any future period. These unaudited condensed consolidated financial statements should be read in conjunction with the restated financial statements and related notes thereto for the year ended December 31, 2023 included in the Company's Annual Report on Form 10-K/A filed with the SEC on September 4, 2024.

Reverse Stock Split

On August 13, 2024, in order to meet Nasdaq's minimum bid price requirement of \$1.00 per share (the "Minimum Bid Price Requirement"), the Company effectuated a **1-for-8** reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the Company's authorized shares of common stock or preferred stock and the par value will remain unchanged at \$0.00001, respectively. All common stock share, option, warrant and per share amounts (except our authorized but unissued shares and previously reserved shares) have been retroactively adjusted in these financial statements and related disclosures.

Basis of Consolidation

The unaudited condensed consolidated financial statements have been prepared on a consolidated basis with those of the Company's wholly-owned subsidiaries, Shuttle Pharmaceuticals, Inc. and Shuttle Diagnostics Inc. All intercompany transactions and balances have been eliminated.

Correction of an Immaterial Error in the Prior Period Financial Statements

During the fourth quarter of 2023, the Company determined that the prior year consolidated financial statements had a misstatement caused by an immaterial classification error of certain research and development expenses in accordance with Accounting Standards Codification ("ASC") 730. As a result, certain prior year amounts have been corrected for consistency with the current year presentation. The Company assessed the materiality of this change in presentation on prior period consolidated financial statements in accordance with SEC Staff Accounting Bulletin No. 99, "Materiality," (ASC Topic 250,

Accounting Changes and Error Corrections). Based on this assessment, the Company concluded that these error corrections in its unaudited condensed consolidated statements of operations are not material to any previously presented financial statements based upon overall considerations of both quantitative and qualitative factors. The corrections had no impact on the unaudited condensed consolidated balance sheet, unaudited condensed consolidated statements of cash flows, or unaudited condensed consolidated statement of changes in stockholders' equity, to these financial statements, or for any previously presented interim or annual financial statements. Further, the corrections did not result in a change in quarterly or year-to-date operating losses, basic or diluted earnings per share, or working capital. The quarterly correction required for the three and nine months ended September 30, 2023 was \$

	September 30, 2023	September 30, 2022
General and administrative expense	95,129	277,844
Research and development expense	3,084,488	(277,844)
	\$	\$
	2,806,644	452,342

The following table summarizes the corrections made to the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2023:

	September 30, 2023	September 30, 2022
General and administrative expense	95,129	277,844
Research and development expense	3,084,488	(277,844)
	\$	\$
	2,806,644	452,342

277,844			
730,186			
Net Loss			
\$	3,536,830		
\$			
3,536,830			

Use of Estimates

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Significant estimates are contained in the accompanying unaudited condensed consolidated financial statements for the recognition of research and development expenses, valuation of warrants and valuation of bifurcated derivative liabilities and other financial instruments.

Cash and Cash Equivalents

Cash and cash equivalents include cash in bank accounts and money market funds with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. As of September 30,

2024 and December 31, 2023, cash and cash equivalents consisted of the following:

Schedule of Cash and Cash Equivalents				
	September 30,	December 31,		
	2024	2023		
Cash	\$155,652	\$1,550,098		
Money market funds	1,004	1,026,318		
Cash and cash equivalents	\$156,656	\$2,576,416		

Periodically, the Company may carry cash balances at financial institutions in excess of the federally insured limit of \$250,000 per institution. The amount in excess of the FDIC insurance as of September 30, 2024 was \$0. The Company has not experienced losses on these accounts and management believes, based upon the quality of the financial institutions, that the credit risk with regard to these deposits is not significant.

Marketable Securities

Our investments in debt securities are carried at fair value. Investments in debt securities that are not classified as held-to-maturity are carried at fair value and classified as either trading or available-for-sale. Realized and unrealized gains and losses on trading of debt securities are charged to income.

The marketable securities held by the Company, which are classified as trading marketable securities, consisted of an outstanding balance of \$**0** and \$**2.9** million as of September 30, 2024 and December 31, 2023, respectively. During the three months ended September 30, 2024 and 2023, the Company recognized interest income of \$**2,524** and \$**20,765**, realized gains of \$**56,398** and \$**0**, and unrealized losses of \$**42,898** and unrealized gains of \$**9,606**, respectively. During the nine months ended September 30, 2024 and 2023, the Company recognized interest income of \$**38,135** and \$**56,720**, realized gains of \$**100,118** and \$**1,744**, and unrealized loss of \$**71,568** and unrealized gain of \$**21,134**, respectively.

Fair Value of Financial Instruments Policy

The Company follows accounting guidelines on fair value measurements for financial instruments measured on a recurring basis, as well as for certain assets and liabilities that are initially recorded at their estimated fair values. Fair Value is defined as the exit price, or the amount that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Company uses the following three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs to value its financial instruments:

●	Level 1: Observable inputs such as unadjusted quoted prices in active markets for identical instruments.
●	Level 2: Quoted prices for similar instruments that are directly or indirectly observable in the marketplace.
●	Level 3: Significant unobservable inputs which are supported by little or no

market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires a significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires the Company to make judgments and consider factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded, may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange.

The carrying amounts of the Company's financial instruments including cash and cash equivalents, prepaid expenses, accounts payable and accrued liabilities approximate fair value due to the short-term maturities of these instruments.

Set out below are the Company's financial instruments that are required to be remeasured at fair value on a recurring basis and their fair value hierarchy as of September 30, 2024 and December 31, 2023:

September 30, 2024		
Level 1		
Level 2		
Level 3		

[illegible]

[illegible]

[illegible]

[illegible]

3,852	
Total Liabilities	\$414,512

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the unaudited condensed consolidated statements of operations. For our liability classified derivative financial instruments, the Company used a Monte Carlo valuation model to value the derivative instruments at inception and on subsequent valuation dates. For our equity classified derivative financial instruments, we used a Black-Scholes option-pricing model at the grant date to value the derivative instrument. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the unaudited condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within twelve (12) months of the balance sheet date.

Warrants

The Company accounts for warrants as either equity-classified or liability-classified

instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, *<i>Distinguishing Liabilities from Equity</i>* ("ASC 480") and ASC 815, *<i>Derivatives and Hedging</i>* ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the unaudited condensed consolidated statements of operations. The fair value of the warrants is estimated using a Black-Scholes pricing model or a Monte Carlo simulation.

Research and Development Expenses

Research and development expenses are charged to expense as incurred. Research and development expenses include, but are not limited to, product development, clinical and regulatory expenses, payroll and other personnel expenses, which include a certain portion of our chief executive officer, chief operating officer, chief financial officer and directors' compensation. For the three and nine months ended September 30, 2024 and 2023, a portion of personnel-related expenses and stock-based compensation expense for these individuals totaling \$0.1 million and \$0.4 million, respectively, and \$0.1 million, respectively, are included in research and development expenses.

ResearchAndDevelopmentExpenseMember_z6WBhgF5e0Y3" title="Share based compensation">0.7 million, respectively, was included within research and development due to their active involvement in the research and development activities, materials, supplies, related subcontract expenses, and consulting costs. In June 2024, the Company recruited a new chief financial officer who is substantially devoted to administrative functions and our then existing chief financial officer, who also handled research and development compliance functions, transitioned to substantially research and development functions.

Regarding the accounting treatment for reimbursements, GAAP provides limited guidance on the accounting for government grants received by for-profit companies. In accordance with ASC Topic 832, *Government Assistance*, as adopted January 1, 2022, we disclose certain types of government assistance received in the notes to the consolidated financial statements that includes: a) the nature of the transaction including the nature of the assistance being given, b) the accounting policies being used to account for the transaction and c) other provisions of relevance, where required. Depending on the type of grant or contract, we understand there is more than one acceptable alternative for the accounting treatment – a reduction of costs, a deferred credit to be amortized, revenue or other income. The Company has concluded that reimbursements received for R&D expenses incurred, are more akin to a reduction of costs and applies reimbursements against incurred research costs. There were no reimbursements received for the three and nine months ended September 30, 2024 and 2023.

Net Loss Per Common Stock

Net loss per share of common stock requires presentation of basic earnings per share on the face of the unaudited condensed consolidated statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic earnings per share computation. In the accompanying unaudited condensed consolidated financial statements, basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock and potentially dilutive outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent share arrangements, stock options and warrants unless the result would be antidilutive.

The dilutive effect of restricted stock units subject to vesting and other stock-based payment awards is calculated using the “treasury stock method,” which assumes that the “proceeds” from the exercise of these instruments are used to purchase common shares at the average market price for the period. The dilutive effect of convertible securities is calculated using the “if-converted method.” Under the if-converted method, securities are assumed to be converted at the beginning of the period, and the resulting shares of common stock are included in the

denominator of the diluted calculation for the entire period being presented.

For the nine months ended September 30, 2024 and 2023, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

Schedule of Anti-dilutive Securities Excluded from Computation of Earnings Per Share			
	September 30,	September 30,	
	2024	2023	
Convertible notes (Note 5)			
Warrants (Note 6)	137,729		
Warrants	184,000		
Warrants	184,000		

color: rgb(204,238,255)"> <td style="text-align: left">Restricted stock units (Note 6)
</td><td> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">41,338</td><td style="text-align: left"> </td><td> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">21,006</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">225,338</td><td style="text-align: left"> </td><td> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">342,735</td><td style="text-align: left"> </td></tr> </table> <p id="xdx_8A8_zK6thUtPDAHg" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p id="xdx_848_ecustom--DeferredOfferingCostsPolicyTextBlock_zLV15MLijbrd" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Deferred Offering Costs</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Pursuant to ASC 340-10-S99-1, costs directly attributable to an offering of equity securities are deferred and would be charged against the gross proceeds of an offering as a reduction of additional paid-in capital. Deferred offering costs may consist of underwriting, legal, accounting, and other expenses incurred through the balance sheet date that are directly related to a proposed public offering. Should the proposed public offering prove to be unsuccessful, any deferred costs, as well as additional expenses to be incurred, will be expensed.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p id="xdx_84A_eus-gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zSkRavNCvtib" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Recent Accounting Pronouncements</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, Segment Reporting Topic 280, "Segment Reporting-Improvements to Reportable Segment Disclosures," which

allows disclosure of one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires enhanced disclosures of significant segment expenses and other segment items, as well as incremental qualitative disclosures on both an annual and interim basis. This guidance is effective for annual reporting periods beginning after December 15, 2023, and interim reporting periods after December 15, 2024. Early adoption is permitted and retrospective application is required for all periods presented. The adoption of this new guidance is not expected to have a significant impact on our consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes Topic 740, "Income Tax-Improvements to Income Tax Disclosures," which requires enhanced disclosures, including specific categories and disaggregation of information in the effective tax rate reconciliation, disaggregated information related to income taxes paid, income or loss from continuing operations before income tax expense or benefit, and income tax expense or benefit from continuing operations. This guidance is effective for annual reporting periods beginning after December 15, 2024. Early adoption is permitted and should be applied on a prospective basis, however retrospective application is permitted. The Company is currently evaluating the impact of adopting this guidance on its consolidated and condensed financial statements and disclosures included within notes to consolidated and condensed financial statements.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Accordingly, they do not contain all information and notes required by GAAP for annual financial statements. A complete discussion of the Company's significant accounting policies is included in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2023.

In the opinion of the Company's management, the accompanying unaudited condensed consolidated financial statements contain all of the adjustments necessary to present the financial position of the Company as of September 30, 2024 and the results of operations and cash flows for the periods presented. The accompanying condensed consolidated financial statements of the Company have not been audited by the Company's independent registered public accounting firm, except that the year-end consolidated balance sheet was derived from audited financial statements. The results of operations for the nine months ended September 30, 2024 are not necessarily indicative of the operating results for the full fiscal year or any future period. These unaudited condensed consolidated financial statements should be read in conjunction with the restated financial statements and related notes thereto

for the year ended December 31, 2023 included in the Company's Annual Report on Form 10-K/A filed with the SEC on September 4, 2024.

Reverse Stock Split

On August 13, 2024, in order to meet Nasdaq's minimum bid price requirement of \$1.00 per share (the "Minimum Bid Price Requirement"), the Company effectuated a 1-for-8 reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the Company's authorized shares of common stock or preferred stock and the par value will remain unchanged at \$0.00001 per share, respectively. All common stock share, option, warrant and per share amounts (except our authorized but unissued shares and previously reserved shares) have been retroactively adjusted in these financial statements and related disclosures.

Basis of Consolidation

The unaudited condensed consolidated financial statements have been prepared on a consolidated basis with those of the Company's wholly-owned subsidiaries, Shuttle Pharmaceuticals, Inc. and Shuttle Diagnostics Inc. All intercompany transactions and balances have been eliminated.

Correction of an Immaterial Error in the Prior Period Financial Statements

During the fourth quarter of 2023, the Company determined that the prior year consolidated financial statements had a misstatement caused by an immaterial classification error of certain research

and development expenses in accordance with Accounting Standards Codification ("ASC") 730. As a result, certain prior year amounts have been corrected for consistency with the current year presentation. The Company assessed the materiality of this change in presentation on prior period consolidated financial statements in accordance with SEC Staff Accounting Bulletin No. 99, "Materiality," (ASC Topic 250: Accounting Changes and Error Corrections). Based on this assessment, the Company concluded that these error corrections in its unaudited condensed consolidated statements of operations are not material to any previously presented financial statements based upon overall considerations of both quantitative and qualitative factors. The corrections had no impact on the unaudited condensed consolidated balance sheet, unaudited condensed consolidated statements of cash flows, or unaudited condensed consolidated statement of changes in stockholders' equity, to these financial statements, or for any previously presented interim or annual financial statements. Further, the corrections did not result in a change in quarterly or year-to-date operating losses, basic or diluted earnings per share, or working capital. The quarterly correction required for the three and nine months ended September 30, 2023 was \$95,129 and \$277,844, respectively. Accordingly, the Company corrected the previously reported immaterial error for the three and nine months ended September 30, 2023 in this Quarterly Report on Form 10-Q.

Schedule of the Error Correction

September 30, 2023		
Correction		
Research and development expense		
\$		
3,084,488		
\$		
(277,844)		
\$		
2,806,644		
\$		

[illegible]

277,844			
730,186			
Net Loss			
\$	3,536,830		
\$			
3,536,830			

3084488-277844280664445234227784473018635368303536830

Use of Estimates

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Significant estimates are contained in the accompanying unaudited condensed consolidated financial statements for the recognition of research and development expenses, valuation of warrants and valuation of bifurcated derivative liabilities and other financial instruments.

Cash and Cash Equivalents

Cash and Cash Equivalents

Cash and cash equivalents include cash in bank accounts and money market funds with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. As of September 30, 2024 and December 31, 2023, cash and cash equivalents consisted of the following:

ScheduleOfCashAndCashEquivalentsTableTextBlock_zRN5THoJKjwg" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> Schedule of Cash and Cash Equivalents</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_490_20240930_zo959hPyLuUd" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td><td colspan="2" id="xdx_490_20231231_zVLdf7E3gLE9" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="font-weight: bold"> </td></tr> <tr id="xdx_402_eus-gaap--Cash_il_maCACEAzWH_znfP3H1Bl2B7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Cash</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 16%; text-align: right">155,652</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 16%; text-align: right">1,550,098</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--MoneyMarketFundsAtCarryingValue_il_maCACEAzWH_z1GqixYUGys3" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Money market funds</td><td> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,004</td><td style="text-align: left"> </td><td> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,026,318</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--CashAndCashEquivalentsAtCarryingValue_iTI_mtCACEAzWH_z6D96pCrQ2n7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Total cash and cash equivalents</td><td> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">\$</td><td style="border-bottom: Black 2.5pt double; text-align: right">156,656</td><td style="text-align: left"> </td><td> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">\$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,576,416</td><td style="text-align: left"> </td></tr> </table> <p id="xdx_8AB_zNi2bAkWVJsd" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Periodically, the Company may carry cash balances at financial institutions in excess of the federally insured limit of \$250,000 per institution. The amount in excess of the FDIC insurance as of September 30, 2024 was \$0. The Company has not experienced losses on these accounts and management believes, based upon the quality of the financial institutions, that the credit risk with regard to these deposits is not significant.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p id="xdx_89A_eus-gaap--ScheduleOfCashAndCashEquivalentsTableTextBlock_zRN5THoJKjwg" style="font: 10pt

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securities, consisted of an outstanding balance of \$0 and \$2.9 million as of September 30, 2024 and December 31, 2023, respectively. During the three months ended September 30, 2024 and 2023, the Company recognized interest income of \$2,524 and \$20,765, realized gains of \$56,398 and \$56,720, realized gains of \$100,118 and \$1,744, and unrealized losses of \$42,898 and \$9,606, respectively. During the nine months ended September 30, 2024 and 2023, the Company recognized interest income of \$38,135 and \$56,720, realized gains of \$100,118 and \$1,744, and unrealized loss of \$71,568 and \$21,134, respectively.

Fair Value of Financial Instruments

The Company follows accounting guidelines on fair value measurements for financial instruments measured on a recurring basis, as well as for certain assets and liabilities that are initially recorded at their estimated fair values. Fair Value is defined as the exit price, or the amount that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Company uses the following three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs to value its financial instruments:

10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Level 1: Observable inputs such as unadjusted quoted prices in active markets for identical instruments.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Level 2: Quoted prices for similar instruments that are directly or indirectly observable in the marketplace.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Level 3: Significant unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires a significant judgment or estimation.</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires the Company to make judgments and consider factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded, may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">

The carrying amounts of the Company's financial instruments including cash and cash equivalents, prepaid expenses, accounts payable and accrued liabilities approximate fair value due to the short-term maturities of these instruments.

Set out below are the Company's financial instruments that are required to be remeasured at fair value on a recurring basis and their fair value hierarchy as of September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Level 1		
Level 2		
Level 3		
Carrying Value		
Assets		
Marketable Securities		

United States Treasury Bonds				
Total Assets				
Liabilities				
Derivative Liability - Warrants	74,107	74,107		

AcceleratedFeatureMember_zpHGUDWAUNbe" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify; padding-bottom: 1pt">Derivative Liability - Accelerated feature</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--LiabilitiesFairValueDisclosure_iI_zixdoFTIMK3d" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Total Liabilities</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; text-align: right">74,107</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; text-align: right">74,107</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: justify">December 31, 2023</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20231231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel1Member_z5l0w5T3KYM" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 1</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20231231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel2Member_zBqrR8XKUJjc" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 2</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_491_20231231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_zBF6dvvng9i6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 3</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20231231_zV2wJxcvKbSl" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Carrying Value</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_405_eus-gaap--AssetsFairValueDisclosureAbstract_iB_zxEWqwVGdUe6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align:

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		410,660
DerivativeLiabilitiesCurrent_iI_hus-gaap--FinancialInstrumentAxis__custom--AcceleratedFeatureMember_zJ9YhMfzZD0d" style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-align: justify; padding-bottom: 1pt">Derivative Liability - Accelerated feature</td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"></td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"></td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td style="border-bottom: Black 1pt solid; text-align: right">3,852</td><td style="padding-bottom: 1pt; text-align: left"></td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td style="border-bottom: Black 1pt solid; text-align: right">3,852</td><td style="padding-bottom: 1pt; text-align: left"></td></tr><tr id="xdx_40A_eus-gaap--DerivativeLiabilitiesCurrent_iI_hus-gaap--FinancialInstrumentAxis__custom--AcceleratedFeatureMember_zYHP2MWeZIBk" style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-align: justify; padding-bottom: 1pt">Derivative Liability</td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"></td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"></td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td style="border-bottom: Black 1pt solid; text-align: right">3,852</td><td style="padding-bottom: 1pt; text-align: left"></td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td style="border-bottom: Black 1pt solid; text-align: right">3,852</td><td style="padding-bottom: 1pt; text-align: left"></td></tr><tr id="xdx_40F_eus-gaap--LiabilitiesFairValueDisclosure_iI_zdhhbKYMhLbvk" style="vertical-align: bottom; background-color: White"><td style="text-align: left; padding-bottom: 1pt">Total Liabilities</td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"></td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"></td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; text-align: right">414,512</td><td style="padding-bottom: 1pt; text-align: left"></td><td style="padding-bottom: 1pt"></td><td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; text-align: right">414,512</td><td style="padding-bottom: 1pt; text-align: left"></td></tr></table>74107741077410774107288721528872152887215288721541066041066038523852385.id="xdx_84C_eus-gaap--DerivativesPolicyTextBlock_z1vIPVFLYRI9" style="font: 10pt		

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the unaudited condensed consolidated statements of operations. For our liability classified derivative financial instruments, the Company used a Monte Carlo valuation model to value the derivative instruments at inception and on subsequent valuation dates. For our equity classified derivative financial instruments, we used a Black-Scholes option-pricing model at the grant date to value the derivative instrument. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the unaudited condensed consolidated balance sheets as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within twelve (12) months of the balance sheet date.

Warrants

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, *Distinguishing Liabilities from Equity* ("ASC 480") and ASC 815, *Derivatives and Hedging* ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value

of the warrants are recognized as a non-cash gain or loss on the unaudited condensed consolidated statements of operations. The fair value of the warrants is estimated using a Black-Scholes pricing model or a Monte Carlo simulation.

Research and Development Expenses

Research and development expenses are charged to expense as incurred. Research and development expenses include, but are not limited to, product development, clinical and regulatory expenses, payroll and other personnel expenses, which include a certain portion of our chief executive officer, chief operating officer, chief financial officer and directors' compensation. For the three and nine months ended September 30, 2024 and 2023, a portion of personnel-related expenses and stock-based compensation expense for these individuals totaling \$0.1 million and \$0.4 million, respectively, and \$0.1 million and \$0.7 million, respectively, was included within research and development due to their active involvement in the research and development activities, materials, supplies, related subcontract expenses, and consulting costs. In June 2024, the Company recruited a new chief financial officer who is substantially devoted to administrative functions and our then existing chief financial officer, who also handled research and development compliance functions, transitioned to substantially research and development functions.

Regarding the accounting treatment for reimbursements, GAAP provides limited guidance on the accounting for government grants received by for-profit companies. In accordance with ASC Topic 832, *Government Assistance*, as adopted January 1, 2022, we disclose certain types of government assistance received in the notes to the consolidated financial statements that includes: a) the nature of the transaction including the nature of the assistance being given, b) the accounting policies being used to account for the transaction and c) other provisions of relevance, where required. Depending on the type of grant or contract, we understand there is more than one acceptable alternative for the accounting treatment – a reduction of costs, a deferred credit to be amortized, revenue or other income. The Company has concluded that reimbursements received for R&D expenses incurred, are more akin to a

reduction of costs and applies reimbursements against incurred research costs. There were no reimbursements received for the three and nine months ended September 30, 2024 and 2023.

Net Loss Per Common Stock

Net loss per share of common stock requires presentation of basic earnings per share on the face of the unaudited condensed consolidated statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic earnings per share computation. In the accompanying unaudited condensed consolidated financial statements, basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock and potentially dilutive outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent share arrangements, stock options and warrants unless the result would be antidilutive.

The dilutive effect of restricted stock units subject to vesting and other stock-based payment awards is calculated using the “treasury stock method,” which assumes that the “proceeds” from the exercise of these instruments are used to purchase common shares at the average market price for the period. The dilutive effect of convertible securities is calculated using the “if-converted method.” Under the if-converted method, securities are assumed to be converted at the beginning of the period, and the resulting shares of common stock are included in the denominator of the diluted calculation for the entire period being presented.

Schedule of Anti-dilutive Securities Excluded from Computation of Earnings Per Share

For the nine months ended September 30, 2024 and 2023, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

	September 30,	September 30,
	2024	2023
Schedule of Anti-dilutive Securities Excluded from Computation of Earnings Per Share		

2024			
2023			
Convertible notes (Note 5)			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2024010			
gaap--			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecu			
gaap--ConvertibleDebtSecuritiesMember_zhbJmTSUN261" title="Convertible notes			
(Note 6)">			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2023010			
gaap--			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecu			
gaap--ConvertibleDebtSecuritiesMember_z3VJNrI07Ce4" title="Convertible notes			
(Note 6)">137,729			
Warrants (Note 6)			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2024010			
gaap--			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecu			
gaap--WarrantMember_zxVXqtaI3V35" title="Warrants">184,000			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2023010			
gaap--			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecu			
gaap--WarrantMember_zILHQ98sbzHj" title="Warrants">184,000			
Restricted stock units (Note 6)			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2024010			
gaap--			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecu			
gaap--RestrictedStockUnitsRSUMember_z7a9jligu1d8" title="Restricted stock			
units">41,338			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2023010			
gaap--			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecu			
gaap--RestrictedStockUnitsRSUMember_zjAJSTGQRnBg" title="Restricted stock			
units">21,006			
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2024010			
title="Anti-dilutive securities">225,338			

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AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2023010
title="Anti-dilutive securities">342,735</td><td style="text-align:
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New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"></p><p id="xdx_89A_eus-
gaap--
ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlk
style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">
For the
nine months ended September 30, 2024 and 2023, the following common stock
equivalents were excluded from the computation of diluted net loss per share as the
result of the computation was anti-dilutive.</p><p style="font: 10pt Times
New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"><span
id="xdx_8B1_znZKWT04HV71" style="display: none">Schedule of Anti-dilutive
Securities Excluded from Computation of Earnings Per Share</p><table
cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif;
border-collapse: collapse; width: 100%"><tr style="vertical-align: bottom">
<td></td><td style="font-weight: bold"></td><td colspan="2" style="font-weight:
bold; text-align: center">September 30,</td><td style="font-weight: bold"></td><td
style="font-weight: bold"></td><td colspan="2" style="font-weight: bold; text-align:
center">September 30,</td><td style="font-weight: bold"></td></tr><tr
style="vertical-align: bottom"><td></td><td style="font-weight: bold"></td><td
colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align:
center">2024</td><td style="font-weight: bold"></td><td style="font-weight:
bold"></td><td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold;
text-align: center">2023</td><td style="font-weight: bold"></td></tr><tr
style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="width:
60%; text-align: left">Convertible notes (Note 5)</td><td style="width: 2%"></td>
<td style="width: 1%; text-align: left"></td><td style="width: 16%; text-align: right">
<span id="xdx_90B_eus-gaap--
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AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect
gaap--ConvertibleDebtSecuritiesMember_zhbJmTSUN261" title="Convertible notes
(Note 6)">-</td><td
style="width: 1%; text-align: left"></td><td style="width: 2%"></td><td
style="width: 1%; text-align: left"></td><td style="width: 16%; text-align: right">
<span id="xdx_905_eus-gaap--
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gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect
gaap--ConvertibleDebtSecuritiesMember_z3VJNrI07Ce4" title="Convertible notes
(Note 6)">137,729</td><td style="width: 1%; text-align: left"></td></tr><tr
style="vertical-align: bottom; background-color: White"><td style="text-align:
left">Warrants (Note 6)</td><td></td><td style="text-align: left"></td><td
style="text-align: right"><span id="xdx_900_eus-gaap--
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AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect
gaap--WarrantMember_zxVXqtaI3V35" title="Warrants">184,000</td><td
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style="text-align: right"><span id="xdx_909_eus-gaap--
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AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect
gaap--WarrantMember_zILHQ98sbzHj" title="Warrants">184,000</td><td

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operating decision maker to allocate resources and assess performance. Additionally, the standard requires enhanced disclosures of significant segment expenses and other segment items, as well as incremental qualitative disclosures on both an annual and interim basis. This guidance is effective for annual reporting periods beginning after December 15, 2023, and interim reporting periods after December 15, 2024. Early adoption is permitted and retrospective application is required for all periods presented. The adoption of this new guidance is not expected to have a significant impact on our consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes Topic 740, "Income Tax-Improvements to Income Tax Disclosures," which requires enhanced disclosures, including specific categories and disaggregation of information in the effective tax rate reconciliation, disaggregated information related to income taxes paid, income or loss from continuing operations before income tax expense or benefit, and income tax expense or benefit from continuing operations. This guidance is effective for annual reporting periods beginning after December 15, 2024. Early adoption is permitted and should be applied on a prospective basis, however retrospective application is permitted. The Company is currently evaluating the impact of adopting this guidance on its consolidated and condensed financial statements and disclosures included within notes to consolidated and condensed financial statements.

Note 3 – Leases

Operating lease right-of-use ("ROU") assets and liabilities are recognized at the present value of the future lease payments as of the lease commencement date. Operating lease expense is recognized on a straight-line basis over the lease term.

During the nine months ended September 30, 2023, the Company had a lease agreement which allowed for the use of a laboratory facility for a monthly payment of \$6,480. The laboratory lease commenced on October 1, 2018 and expired on October 31, 2023.

The Company currently has a lease agreement which allows for the use of a laboratory facility, entered into on February 16, 2023, with base rent of \$7,206 per month for a period of 64 months, which increases at the rate of

id="xdx_901_ecustom--RentVariableRate1_il_dp_uPure_c20230216__us-gaap--LeaseContractualTermAxis__custom--LeaseAgreementMember_zkQAY8KzwCUI" title="Rent variable rate">3% per year, that commenced June 1, 2023. The lease included a six-month 50% rent abatement upon commencement. Additional common area maintenance ("CAM") fees are charged monthly and revised annually. The estimated monthly CAM fees are \$3,300 per month for the first year of the lease, which are being expensed as incurred. An irrevocable letter of credit ("LOC") for the security deposit of \$43,234 and base rent of \$3,891, including 50% abatement, and \$3,315 of CAM cost, was due and paid on execution of the lease agreement. Alexandria Real Estate (ARE-QRS-CORP) is the beneficiary of the LOC, and the expiry date of the LOC is March 1, 2025.

Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p id="xdx_89B_eus-gaap--LeaseCostTableTextBlock_zHyckUPkO4Lc" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The following summarizes the ROU lease expense components and cash flow information for the Company's operating leases:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> Schedule of Right-of Use Asset and Lease Information about Operating Lease</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="display: none; vertical-align: bottom"><td></td><td style="font-weight: bold"></td><td colspan="2" id="xdx_490_20240701__20240930_zxuhMhO6089g" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="font-weight: bold"></td><td colspan="2"></td></tr></table>

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remaining lease term (year)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_983_eus-gaap--OperatingLeaseWeightedAverageRemainingLeaseTerm1_il_dtY_c20240930_zLiLcX9mnX" style="width: 16%; text-align: right" title="Weighted-average remaining lease term (year)">3.92</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_98A_eus-gaap--OperatingLeaseWeightedAverageRemainingLeaseTerm1_il_dtY_c20231231_zOPCsov4fO" style="width: 16%; text-align: right" title="Weighted-average remaining lease term (year)">4.67</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Weighted-average discount rate</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">10.48</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">10.48</td><td style="text-align: left">%</td></tr> </table> <p id="xdx_8A7_zxylRG2dKRq8" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p id="xdx_895_eus-gaap--LesseeOperatingLeaseLiabilityMaturityTableTextBlock_zyR0qaoShEdj" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Future non-cancelable minimum lease payments under the operating lease liability as of September 30, 2024, are as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> Schedule of Future Non-cancelable Minimum Lease Payments Under Operating Lease Liability</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid">Years Ended December 31,</td><td style="padding-bottom: 1pt; font-size: 12pt"> </td> <td colspan="2" id="xdx_494_20240930_z6FM0WDYJ734" style="padding-bottom: 1pt; font-size: 12pt"> </td><td style="padding-bottom: 1pt; font-size: 12pt"> </td></tr> <tr id="xdx_40E_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear_il_maLOLLPzDPt_z0Jsp" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 78%">2024 (excluding the nine months ended September 30, 2024)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 18%; text-align: right">23,156</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths_il_maLOLLPzDPt_zV41w" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">94,247</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearTwo_il_maLOLLPzDPt_zxywBNpkf3mc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">97,074</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearThree_il_maLOLLPzDPt_zKoeZSOnTNxl" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">99,986</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearFour_il_maLOLLPzDPt_zCYUU6R1fnG"

2028	68,235
2028 2028	
Total future minimum lease payments 382,698	
Less imputed interest (68,441)	
Present value of payments 314,257	

64802023-10-317206P64M0.03commenced June 1, 20230.5033004323438910.5033152025-03-01

The following summarizes the ROU lease expense components and cash flow information for the Company's operating leases:

Schedule of Right-of Use Asset and Lease Information about Operating Lease					
2024	2023	2024	2023	Three Months Ended	

Nine Months Ended					
September 30,					
September 30,					
2024		2023		2024	
2023		2023		2023	
Operating lease cost					
\$		22,947			
\$		40,491			
\$		68,841			
\$		83,230			
Variable lease cost					
Variable lease cost					
Sublease income					
		(2,163)			
Total lease cost					
\$		31,224			
\$		48,764			
\$		93,169			

[illegible]

OperatingLeaseWeightedAverageDiscountRatePercent_iI_pid_dp_uPure_c20240930_zNX
title="Weighted-average discount rate - operating leases">10.48</td><td
style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td
style="text-align: right"><span id="xdx_900_eus-gaap--
OperatingLeaseWeightedAverageDiscountRatePercent_iI_pid_dp_uPure_c20231231_zYfk
title="Weighted-average discount rate - operating leases">10.48</td><td
style="text-align: left">%</td></tr> </table> P3Y11M1DP4Y8M1D0.10480.1048<p
id="xdx_895_eus-gaap--
LesseeOperatingLeaseLiabilityMaturityTableTextBlock_zyR0qaoShEdj" style="font:
10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Future non-
cancelable minimum lease payments under the operating lease liability as of
September 30, 2024, are as follows:</p> <p style="font: 10pt Times New
Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"> <span
id="xdx_8B4_z4zNI0GcFWXk" style="display: none">Schedule of Future Non-
cancelable Minimum Lease Payments Under Operating Lease Liability</p>
<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times,
Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td
style="border-bottom: Black 1pt solid">Years Ended December 31,</td><td
style="padding-bottom: 1pt; font-size: 12pt"> </td> <td colspan="2"
id="xdx_494_20240930_z6FM0WDYJ734" style="padding-bottom: 1pt; font-size:
12pt"> </td><td style="padding-bottom: 1pt; font-size: 12pt"> </td></tr> <tr
id="xdx_40E_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear_iI_maLOLLPzDPt_z0Jsp;
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width:
78%">2024 (excluding the nine months ended September 30, 2024)</td><td
style="width: 2%"> </td> <td style="width: 1%; text-align: left">\$</td><td
style="width: 18%; text-align: right">23,156</td><td style="width: 1%; text-align:
left"> </td></tr> <tr id="xdx_40B_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths_iI_maLOLLPzDPt_zV41w
style="vertical-align: bottom; background-color: White"> <td style="text-align:
left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align:
right">94,247</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDueYearTwo_iI_maLOLLPzDPt_zxywBNpkf3mc"
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-
align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-
align: right">97,074</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-
gaap--
LesseeOperatingLeaseLiabilityPaymentsDueYearThree_iI_maLOLLPzDPt_zKoeZSOnTNxl
style="vertical-align: bottom; background-color: White"> <td style="text-align:
left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align:
right">99,986</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDueYearFour_iI_maLOLLPzDPt_zCYUU6R1fnG"
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td
style="padding-bottom: 1pt; text-align: left">2028</td><td style="padding-bottom:
1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td
style="border-bottom: Black 1pt solid; text-align: right">68,235</td><td
style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDueYearFive_iI_maLOLLPzDPt_znJz8CQUEQI2"
style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td
style="padding-bottom: 1pt; text-align: left">2028</td><td style="padding-bottom:
1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td
style="border-bottom: Black 1pt solid; text-align: right"> </td><td style="padding-
bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDue_iTI_mtLOLLPzDPt_zG4jsrep7535"
style="vertical-align: bottom; background-color: White"> <td style="padding-bottom:
1pt; text-align: left">Total future minimum lease payments</td><td style="padding-

\$	382,698
Lessee Operating Lease Liability Undiscounted Excess Amount, in the Less imputed interest (68,441)	
Present value of payments 314,257	

Note 4 - Notes Payable-Related Party

On September 4, 2024, the Company issued a \$250,000 promissory note (the "Promissory Note") to an officer of the Company for \$250,000. The Promissory Note accrues interest at 12% per annum and is repayable in 12 substantially equal installments over a period of one year. During the three and nine months ended September 30, 2024 the Company incurred \$2,137 and \$2,137, respectively, in interest expense relating to this Promissory Note. During the three and nine months ended September 30, 2024 the Company did not pay any principal or accrued interest.

style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">
**On
December 1, 2020, the Company consolidated all of the outstanding loans owed to an
officer of the Company and to his spouse, resulting in the following two loans: (i) a
single loan from the spouse of an officer of the Company, dated December 1, 2020,
with a principal balance of \$*<span id="xdx_905_eus-gaap--
DebtInstrumentFaceAmount_il_c20201201__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__custom--
OfficersSpouseMember_zWD4l2uC8VVd">*426,243**, bearing interest at the rate
of *<span id="xdx_907_eus-gaap--
DebtInstrumentInterestRateStatedPercentage_il_pid_dp_uPure_c20201201__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__custom--
OfficersSpouseMember_zhQTSCuAZdI1">*7.5**% per annum, with a maturity
date of *<span id="xdx_907_eus-gaap--
DebtInstrumentMaturityDate_dd_c20201201__20201201__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__custom--
OfficersSpouseMember_zsF69oSPHUDf" title="Debt instrument, maturity
date">*December 31, 2021**; and (ii) a single loan owed to an officer of the
Company in the principal amount of \$*<span id="xdx_909_eus-gaap--
DebtInstrumentFaceAmount_il_c20201201__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__srt--OfficerMember_zlp3vL12V155"
title="Debt instrument, face amount">*139,229**, bearing interest at the rate of
*<span id="xdx_905_eus-gaap--
DebtInstrumentInterestRateStatedPercentage_il_pid_dp_uPure_c20201201__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__srt--OfficerMember_z2UAAgGgRjXTd"
title="Bearing interest rate">*7.5**% per annum, with a maturity date of *<span
id="xdx_901_eus-gaap--DebtInstrumentMaturityDate_dd_c20201201__20201201__us-
gaap--RelatedPartyTransactionsByRelatedPartyAxis__srt--
OfficerMember_zTHYtBcSZeM3" title="Debt instrument, maturity date">*December 31,
2021**. *<span id="xdx_903_eus-gaap--
DebtInstrumentMaturityDateDescription_c20240101__20240930_zZarntfQGcK1"
title="Debt instrument, maturity date, description">*In December of 2021, the maturity
dates of these loans were further extended to June 30, 2022. In July of 2022, the notes
were extended to June 30, 2023.*</p><p style="font: 10pt Times New
Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"></p><p style="font: 10pt
Times New Roman, Times, Serif; margin: 0pt 0"><span style="font-family: Times New
Roman, Times, Serif; font-size: 10pt"></p><p style="font: 10pt Times New
Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt">*On June 21, 2021, the Company
entered into a loan from the spouse of an officer of the Company in the amount of
\$*<span id="xdx_900_eus-gaap--DebtInstrumentFaceAmount_il_c20210621__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__custom--
OfficersSpouseMember_zyjmFluEQINj" title="Related party transaction, amounts of
transaction">*120,000** (principal) with an interest rate of *<span
id="xdx_903_eus-gaap--
DebtInstrumentInterestRateStatedPercentage_il_pid_dp_uPure_c20210621__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__custom--
OfficersSpouseMember_zmxROjldYog" title="Interest rate">*7.5**% per annum
due June 21, 2022. In July of 2022, the loan was extended to June 30, 2023.*
</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align:
justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt
0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt">*During the three and nine months ended September 30, 2023 the Company
incurred \$*<span id="xdx_906_eus-gaap--InterestExpense_c20230701__20230930__us-
gaap--RelatedPartyTransactionsByRelatedPartyAxis__us-gaap--
RelatedPartyMember_z7hk2rkrV46c" title="Interest expense">*0** and \$*<span*

id="xdx_902_eus-gaap--InterestExpense_c20230101_20230930_us-gaap--RelatedPartyTransactionsByRelatedPartyAxis_us-gaap--RelatedPartyMember_zvEQKzUSOaEd" title="Interest expense">6,825, respectively, in interest expense for the related party notes payable with maturity dates on June 30, 2023. During the three and nine months ended September 30, 2023 principal payments of \$0 and \$685,473, respectively, and accrued interest of \$0 and \$102,373 were paid, respectively, on notes to these related parties. The principal and accrued interest for these notes were fully paid by December 31, 2023.

10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> 2500002500000.12P1Y213721374262430.0752021-12-311392290.0752021-12-31**In** December of 2021, the maturity dates of these loans were further extended to June 30, 2022. In July of 2022, the notes were extended to June 30, 2023.1200000.0750682506854730102373

DebtDisclosureTextBlock_zqF1o35WwR06" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">**Note 5 – Convertible Notes**

Convertible Notes and Notes Payable

<i>Alto Opportunity Master Fund, SPC</i>

On January 11, 2023, the Company entered into a securities purchase agreement (the “SPA”) with Alto Opportunity Master Fund, SPC – Segregated Master Portfolio B, a Cayman entity (the “Investor”), pursuant to which the Company sold to the Investor a \$

ConvertibleDebt_iI_pp0p0_c20230111_us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_zoHfUdAVVHic" title="Convertible debt">4,300,000 convertible note (the “Alto Convertible Note”) and warrant (the “Warrant”) to purchase **127,260** shares of common stock, exercisable at \$**1.93** per share, as adjusted, in exchange for gross proceeds of \$**<span**

>3,935,000 (the “Investment Amount”) (See Note 7). The Company determined that the Warrant contains a net cash settlement feature at inception and categorized the Warrant as a liability in the accompanying unaudited condensed consolidated financial statements. The Alto Convertible Note matures on March 11, 2025, but may be extended at the option of the noteholder. The Alto Convertible Note amortizes on a monthly basis and the Company can make such monthly amortization payments in cash or, subject to certain equity conditions, in registered shares of common stock or a combination thereof. Installments may be deferred by the noteholder, resulting in a variable interest rate. However, the effective interest rate is approximately 214% based on the internal rate of return calculated on a series of cash flows that occur at regular intervals. For equity repayment, >the Alto Convertible Note is convertible into shares of common stock at a price per share equal to the lower of (i) \$18.80, (ii) 90% of the three lowest daily VWAPs of the 15 trading days prior to the payment date, or (iii) 90% of the VWAP of the trading day prior to payment date. The noteholder may convert at any time at a fixed price of \$18.80 per share. The noteholder has an acceleration of installment amount conversion option (the “Acceleration Option”), whereby the noteholder, with certain share percentage limitations, can convert to common stock any outstanding installment amount at an amount equal to the installment amount plus five times (5x) the installment amount at any time. The Company has determined the Acceleration Option is an embedded derivative within the host instrument and has bifurcated it from the host instrument and recorded it as a derivative liability valued at \$>1,442,000 at inception, using a Monte Carlo simulation model (Note 7). The Convertible Note is repayable over 26 months and bears interest at the rate of >5% per annum. Additionally, the note contains certain redemption options and “Make Whole” provisions.</p>
<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p>
<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">In conjunction with entry into the SPA, the Company entered into a series of related agreements, including a security agreement (the “Security Agreement”), an intellectual property security agreement (the “IP Security Agreement”) and a subsidiary guaranty (the “Subsidiary Guaranty”). The security agreements and guaranty allow, among other things, for the Investor to have a security interest in and place a lien on all of the Company’s assets and intellectual property until such time as the Alto Convertible Note is paid off. In addition, the SPA called for the Company to enter into a springing deposit account control agreement (the “Springing DACA”), which, in the event the Company defaults on its repayment of the Alto Convertible Note, would allow the Investor to assume control of the Company’s bank account only with regard to any funds remaining outstanding under the Alto Convertible Note. As such, in conjunction with entry into the SPA, the Company established a separate bank account in which it deposited the Investment Amount and pursuant to which the Company, the Investor and the bank holding the Investment Amount, First Republic Bank, entered into the Springing DACA agreement. As the Investment Amount had been held at First Republic Bank, in light of

certain banking crises then affecting smaller banks, on March 12, 2023, the Company and the Investor moved the Investment Amount from First Republic Bank, after which time the Springing DACA was no longer in effect. Further, pursuant to amendments to the SPA entered into in May and June of 2023, the Company and the Investor agreed that all of the Investment Amount would be released to the Company and the relevant provision of the SPA which required the Springing DACA would no longer be deemed applicable. In addition, the Company granted the Investor the option to purchase up to an additional \$10.0 million in convertible notes and warrants on substantially the same terms as the Alto Convertible Note and Warrant, excluding the Springing DACA requirement, with such option to be effective through December 31, 2025. The agreement offers the investor an opportunity to participate in future capital raises at substantially similar terms as the January 11, 2023 agreement. The Company expects that such subsequent convertible notes and warrants would be issued on substantially similar terms as the January 11, 2023 initial agreement, as amended, thus providing the Company the opportunity to negotiate certain aspects of the agreement.

Boustead Securities, LLC ("Boustead") served as a placement agent for the Alto Convertible Note and Warrant offering and received \$345,000 cash compensation and a warrant to purchase 8,909 shares of common stock, exercisable at \$18.80 per share. The Boustead warrant was determined to be an equity instrument valued on a non-recurring basis. The Company used the Black Scholes valuation model using a term of five years, volatility of 110%, a risk-free rate of 3.53% for a value of \$99,543.

The Company allocated the

finance costs related to the Boustead placement agent fee of \$

</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company allocated to the debt component of the note an original discount of \$300,000, legal fees of \$65,000, \$215,000 for additional interest fees on day one added to note principal, \$1,442,000 for the accelerated conversion feature, and \$1,288,543 for the fair value of warrants, resulting in an additional \$3,310,543 debt discount that is being amortized to interest expense over the term of the Alto Convertible Note.

</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">On August 6, 2024, the Company entered into an amendment to the SPA with Alto. Under the Amendment Agreement, the Company and Alto agreed as follows: (i) that the Company would pay \$600,000 (the “Cash Collateral”) in cash by wire

transfer of immediately available funds to Alto, which would be held as collateral on the remaining \$>1.2 million outstanding under the Alto Note; (ii) Alto will defer the monthly installment payment due on September 3, 2024 under the Alto Note until the Alto Note's March 11, 2025 maturity date; and (iii) Alto would grant a waiver of any default Section 4(a)(xvi) of the Note related to the restatement and reaudit of the Company's financial statements for the years ended December 31, 2022 and 2023. The amendment was accounted for as a troubled debt restructuring as the Company determined it was experiencing financial difficulties and was provided a concession through the deferral of one monthly principal and interest payment. As the future undiscounted cash flows exceeded the carrying value of the Alto Convertible Note, the Company did not recognize any gain or loss associated with the troubled debt restructuring.

During the three and nine months ended September 30, 2024, the Company recorded interest expense of \$>270,538 and \$>1,198,738, respectively, which included amortization of debt discount as interest expense of \$>247,430 and \$>1,079,444, respectively. During the three and nine months ended September 30, 2024, the Company settled \$>1,172,850 and \$>1,408,050 of principal, and \$>35,888 and \$>54,670 of accrued interest, which settlements were made in the form of >719,148 and >797,345 shares of common stock. During the three months ended September 30, 2024, the Company also paid \$>345,139 of principal and \$

gaap--DebtInstrumentPeriodicPaymentInterest_c20240701_20240930_zstoosg5Zebh" title="Interest paid">22,724 of accrued interest for a total of \$367,863. During the nine months ended September 30, 2024, the Company paid \$846,806 of principal and \$79,682 of accrued interest for a total of \$926,488. In relation to the settlements described above, the Company recognized a loss on settlement of convertible debt of \$762,186 and \$833,501 for the three and nine months ended September 30, 2024.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">During the three and nine months ended September 30, 2023, the Company recorded interest expense of \$623,465 and \$1,952,147 respectively, which included amortization of debt discount as interest expense of \$538,302 and \$1,550,479 respectively. During the three and nine months ended September 30, 2023, the Company settled \$331,800 and \$1,925,700 of principal, respectively, and settled \$54,096 and \$294,927, respectively, of accrued interest, which settlements were made in the form of 62,761 and 297,625 shares of common stock, respectively, during the three and nine months ended September 30, 2023.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">As of September 30, 2024, the

outstanding principal, debt discount and net carry value for the convertible note was \$

the Alto Convertible Note is convertible into shares of common stock at a price per share equal to the lower of (i) \$18.80, (ii) 90% of the three lowest daily VWAPs of the 15 trading days prior to the payment date, or (iii) 90% of the VWAP of the trading day prior to payment date. The noteholder may convert at any time at a fixed price of \$18.80 per share.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; background-color: white"><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">719,148 and 797,345 shares of common stock to settle \$1,172,850 and \$1,408,050 of principal and \$<span id="xdx_908_ecustom--AccruedInterestValueToIssueShares_pp0p0_c20240701_20240930_us-gaap--StatementEquityComponentsAxis_us-gaap--CommonStockMember_zuOBZZ1zbMd5"

[illegible]

Roman, Times, Serif; width: 0.25in; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">62,761 and 297,625 shares of common stock to settle \$331,800 and \$1,925,700 of principal and \$54,096 and \$294,927 of interest, respectively, on a Convertible Note and incurred \$43,414 and \$477,221 of loss on settlement, respectively.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; background-color: white"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">1,876 and 1,876 shares of common stock issued for vesting of restricted stock units.</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Warrants</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p>

In connection with the January 2023 Alto Convertible Note, Boustead was granted warrants to purchase 8,909 shares of common stock, at an exercise price of \$18.80 per share (Note 5). Effective with the recent reverse split, the exercise price was adjusted to \$1.93 per share, as provided for in the underlying agreement. In addition, Alto was granted warrants to purchase 127,260 shares of common stock, at an exercise price of \$1.93 per share, as adjusted (Note 5, 7).

A summary of activity regarding all warrants issued for the nine months ended September 30, 2024 were as follows:

<u>Schedule of Warrants Activity</u>	<u>Number of</u>	<u>Weighted Average</u>	<u>Average</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u>warrants</u>			
<u>Exercise Price</u>			
<u>Life (years)</u>			
<u>Outstanding, December 31, 2023</u>			
<u></u>			
<u>\$</u>			
<u>Weighted average exercise price, outstanding balance</u>			

Sharebased Compensation Arrangement By Sharebased Payment Award Non Options Outstan

gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zHaykTCforuf" title="Weighted average life (years)">2.77</td><td style="width: 1%; text-align: left"></td></tr>	
<td>Granted</td><td></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td id="xdx_98B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn	gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zdLCM8vheIEg" style="border-bottom: Black 1pt solid; text-align: right" title="Number of warrants, granted">-</td><td style="text-align: left"></td><td></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td id="xdx_985_ecustom--ShareBasedCompensationArrangementByShareBasedPaymetAwardNonOptionGrandInP
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zbwYfigopxH3" style="border-bottom: Black 1pt solid; text-align: right" title="Weighted average exercise price, granted">-</td><td style="text-align: left"></td><td></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="text-align: left"></td></tr>	<tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td>Outstanding, September 30, 2024</td><td></td><td style="border-bottom: Black 2.5pt double; text-align: left"></td><td id="xdx_98B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zxBfAWtqr2vd" style="border-bottom: Black 2.5pt double; text-align: right" title="Number of warrants outstanding, balance">184,000</td><td style="text-align: left"></td><td></td><td style="border-bottom: Black 2.5pt double; text-align: left">\$</td><td id="xdx_982_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn	gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zxwbvwyKJDyf" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, outstanding balance">11.54</td><td style="text-align: left"></td><td></td><td style="border-bottom: Black 2.5pt double; text-align: left"></td><td style="border-bottom: Black 2.5pt double; text-align: right"><span id="xdx_902_ecustom--SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsOutstan
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zR8vfjQ28BI9" title="Weighted average life (years)">2.04</td><td style="text-align: left"></td></tr></table>	<p id="xdx_8A3_zlXJCiXWCD6l" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The intrinsic value of the warrants as of September 30, 2024 is \$<span id="xdx_902_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionsOutstan
title="Aggregate intrinsic value of warrants">0. All of the outstanding warrants are exercisable as of September 30, 2024.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Equity Incentive Plan</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Our 2018 Equity Incentive Plan (the "2018 Plan") provides for equity incentives to be granted to our employees, executive officers, directors and key advisers and consultants. Equity incentive grants may be made in the form of stock options with an exercise price of not less than the fair market value of	

the underlying shares as determined pursuant to the 2018 Equity Incentive Plan, restricted stock awards, other stock-based awards, or any combination of the foregoing. The 2018 Equity Incentive Plan is administered by the Company's compensation committee. We have reserved

TitleOfIndividualAxis__custom--DirectorsAndOfficersMember_z3BPhJDb1B6e"
title="Restricted stock award granted shares">19,916 RSUs, respectively with
a value of \$<span id="xdx_906_eus-gaap--
StockIssuedDuringPeriodValueRestrictedStockAwardGross_c20240701_20240930__us-
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember__srt--
TitleOfIndividualAxis__custom--DirectorsAndOfficersMember_z4P4l8bw9U01"
title="Restricted stock award granted value">0 and \$<span id="xdx_90F_eus-
gaap--
StockIssuedDuringPeriodValueRestrictedStockAwardGross_c20240101_20240930__us-
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember__srt--
TitleOfIndividualAxis__custom--DirectorsAndOfficersMember_zzkeq04TwUp4"
title="Restricted stock award granted value">141,840, respectively, and
\$<span id="xdx_90C_eus-gaap--
StockIssuedDuringPeriodValueRestrictedStockAwardGross_c20230701_20230930__us-
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember__srt--
TitleOfIndividualAxis__custom--DirectorsAndOfficersMember_z1pAus4sd2N5"
title="Restricted stock award granted value">196,000 and \$<span
id="xdx_905_eus-gaap--
StockIssuedDuringPeriodValueRestrictedStockAwardGross_c20230101_20230930__us-
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember__srt--
TitleOfIndividualAxis__custom--DirectorsAndOfficersMember_zlQH6fjoDiM7"
title="Restricted stock award granted value">291,400, respectively, were
granted and compensation expense for RSUs of \$<span id="xdx_90B_eus-gaap--
ShareBasedCompensation_c20240701_20240930__us-gaap--AwardTypeAxis__us-gaap--
RestrictedStockUnitsRSUMember_zR7b9TZ0z7vl" title="Share based
compensation">45,275 and \$<span id="xdx_90C_eus-gaap--
ShareBasedCompensation_c20240101_20240930__us-gaap--AwardTypeAxis__us-gaap--
RestrictedStockUnitsRSUMember_zra3yJluUCj5" title="Share based
compensation">227,886, and \$<span id="xdx_908_eus-gaap--
ShareBasedCompensation_c20230701_20230930__us-gaap--AwardTypeAxis__us-gaap--
RestrictedStockUnitsRSUMember_zYeMthJp7S5e" title="Share based
compensation">37,583 and \$<span id="xdx_90A_eus-gaap--
ShareBasedCompensation_c20230101_20230930__us-gaap--AwardTypeAxis__us-gaap--
RestrictedStockUnitsRSUMember_z8LRya9hpnJ4" title="Share based
compensation">95,438 respectively, was incurred. During the three and nine
months ended September 30, 2024 and 2023, \$<span id="xdx_90E_eus-gaap--
ResearchAndDevelopmentArrangementContractToPerformForOthersCompensationEarn
gaap--IncomeStatementLocationAxis__us-gaap--
ResearchAndDevelopmentExpenseMember_zOrEGvcxN28f" title="Compensation under
research and development">13,033 and \$<span id="xdx_906_eus-gaap--
ResearchAndDevelopmentArrangementContractToPerformForOthersCompensationEarn
gaap--IncomeStatementLocationAxis__us-gaap--
ResearchAndDevelopmentExpenseMember_z2v7FZUKr5qa" title="Compensation under
research and development">60,019, respectively, and \$<span
id="xdx_90F_eus-gaap--
ResearchAndDevelopmentArrangementContractToPerformForOthersCompensationEarn
gaap--IncomeStatementLocationAxis__us-gaap--
ResearchAndDevelopmentExpenseMember_zghjj08wMLF" title="Compensation under
research and development">0 and \$<span id="xdx_90C_eus-gaap--
ResearchAndDevelopmentArrangementContractToPerformForOthersCompensationEarn
gaap--IncomeStatementLocationAxis__us-gaap--
ResearchAndDevelopmentExpenseMember_zq6SHKwmugyk" title="Compensation
under research and development">41,190, respectively was included in
compensation under Research and Development. </p><p style="font: 10pt
Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-
family: Times New Roman, Times, Serif; font-size: 10pt"> </p><p style="font:
10pt Times New Roman, Times, Serif; margin: 0pt 0"><span style="font-family: Times
New Roman, Times, Serif; font-size: 10pt"> </p><p style="font: 10pt Times

New Roman, Times, Serif; margin: 0pt 0; text-align: justify">As of September 30, 2024, there was \$145,504 of unrecognized RSU compensation cost related to non-vested stock-based compensation arrangements which is expected to be recognized over a weighted-average period of 2.14 years.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p id="xdx_894_eus-gaap--ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">A summary of activity regarding the Restricted Stock Units issued follows:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Schedule of Restricted Stock Units (RSUs)</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="vertical-align: bottom"><td></td><td style="font-weight: bold"></td><td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Number of RSU</td><td style="font-weight: bold"></td><td style="font-weight: bold"></td><td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted Average Fair Value Per RSU</td><td style="font-weight: bold"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="width: 60%; text-align: justify">Outstanding, December 31, 2023</td><td style="width: 2%"></td><td style="width: 1%; text-align: left"></td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zFSlfVTTX26i" style="width: 16%; text-align: right" title="Number of RSUs, Outstanding, Beginning Balance">24,731</td><td style="width: 1%; text-align: left"></td><td style="width: 2%"></td><td style="width: 1%; text-align: left">\$</td><td id="xdx_98B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zJohUTYsVm6h" style="width: 16%; text-align: right" title="Weighted Average Grant Date Fair Value Per RSU, Beginning Balance">11.76</td><td style="width: 1%; text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: White"><td style="text-align: justify">Granted</td><td></td><td style="text-align: left"></td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zhR0ffYmjhE7" style="text-align: right" title="Number of Stock Option Outstanding, Granted">53,455</td><td style="text-align: left"></td><td></td><td style="text-align: left"></td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zgLGyuAOEaS5" style="text-align: right" title="Weighted Average Exercise Price, Granted">2.65</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-align: justify">Forfeiture</td><td></td><td style="text-align: left"></td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zFJ4iQypn8l7"

Number of Stock Option Outstanding, Forfeiture	(12,500			
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zACGfaj6FvP4"				
Weighted Average Grant Date Fair Value Per RSU, Forfeiture				
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zRFBvjkhMZt6"				
Number of RSUs, Vested	(24,348			
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_z90fErHeVDJ8"				
Weighted Average Grant Date Fair Value Per RSU, Vested	9.06			
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zKJPVSITfjr3"				
Number of RSUs, Outstanding, Ending Balance	41,338			
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zEoTl2SYz5Ld"				
Weighted Average Grant Date Fair Value Per RSU, Ending Balance	5.14			

Rights Offering and Financing Commitment

On February 7, 2024, the Company and its wholly-owned subsidiary, Shuttle Diagnostics, Inc., entered into a securities purchase agreement (the "Purchase Agreement") with SRO, LLC, a Nevada limited liability company, pursuant to which SRO LLC agreed to commit to purchasing from the Company \$

Sale of stock consideration received per transaction

2,250,000 of units from the Company, with each Unit consisting of

Share based compensation arrangement by share based payment award description

(i) one share of the Company's common stock, (ii) a warrant to purchase one share of the Company's common stock exercisable at a purchase price of \$18.80 per share, and (iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics.

Pursuant to the terms of the Purchase Agreement, the Units will be sold at a

per Unit price equal to 90% of the VWAP of the Company's common stock for the five trading days immediately preceding closing. The parties entered into the Purchase Agreement in anticipation of the Company commencing a rights offering (the "Rights Offering") pursuant to which the Company intends to offer a total of \$

The Company filed an initial registration statement on Form S-1 (the "Form S-1") with the SEC in April 2024 related to the registration of subscription rights to purchase the Units to be sold in the Rights Offering. The Form S-1 has not been declared effective as of the date these unaudited condensed consolidated financial statements were issued. Upon the Form S-1 being declared effective, the Purchase Agreement allows SRO LLC up to 60 days to raise the initial \$

In conjunction with its entry into the Purchase Agreement, on February 7, 2024, the Company entered into a placement agent and advisory services agreement (the "Placement Agent Agreement") with BSL, pursuant to which BSL and BSL's affiliates agreed to provide the Company with regular and customary financial consulting advice and act as placement agent, on a best efforts basis, for the Rights Offering. In exchange for its services, BSL will receive a commitment fee equal to \$

registration statement on Form S-1 registering the Rights Offering or upon such date as the Company terminates the Rights Offering, a commission equal 8% of the gross proceeds disbursed to the Company upon closing the Rights Offering, and \$

</p>
71914879734511728501408050358885467076218683350150022434911571611571662
id="xdx_896_eus-gaap--
ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_zVd3p2kY8PAc"
style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">
A summary
of activity regarding all warrants issued for the nine months ended September 30, 2024
were as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif;
margin: 0pt 0; text-align: justify"><span style="font-family: Times New Roman, Times,
Serif; font-size: 10pt"> <span id="xdx_8B1_zKChM9nEiFk9" style="display:
none">Schedule of Warrants Activity</p> <table cellpadding="0"
cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse:
collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td> </td><td colspan="2" style="text-align: center">Number of</td><td> </td><td> </td><td colspan="2" style="text-align: center">Weighted Average</td><td> </td><td> </td><td colspan="2" style="text-align: center">Average</td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td><td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">warrants</td><td> </td><td> </td><td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Exercise Price</td><td> </td><td> </td><td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Life (years)</td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 46%">Outstanding, December 31, 2023</td><td style="width: 2%"> </td><td style="width: 1%; text-align: left"> </td><td id="xdx_98B_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zBhVdFzhN6yb"
style="width: 14%; text-align: right" title="Number of warrants outstanding,
balance">184,000</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td><td style="width: 1%; text-align: left">\$</td><td id="xdx_98F_ecustom--
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zJ02AvYQxt3d"
style="width: 14%; text-align: right" title="Weighted average exercise price,
outstanding balance">23.20</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td><td style="width: 1%; text-align: left"> </td><td style="width: 14%; text-align: right"><span id="xdx_902_ecustom--
SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsOutstan
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zHaykTCforuf"
title="Weighted average life (years)">2.77</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98B_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zdLCM8vheIEg"
style="border-bottom: Black 1pt solid; text-align: right" title="Number of warrants,
granted">-</td><td style="text-align: left"> </td><td> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_985_ecustom--
ShareBasedCompensationArrangementByShareBasedPaymetAwardNonOptionGrandInP
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zbwYfigopxH3"
style="border-bottom: Black 1pt solid; text-align: right" title="Weighted average
exercise price, granted">-</td><td style="text-align: left"> </td><td> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Outstanding, September 30, 2024</td><td> </td><td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98B_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn

gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zxBfAWtqr2vd"
style="border-bottom: Black 2.5pt double; text-align: right" title="Number of warrants
outstanding, balance">184,000</td><td style="text-align: left"> </td><td> </td><td
style="border-bottom: Black 2.5pt double; text-align: left">\$</td><td
id="xdx_982_ecustom--
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zxwbvwyKJDyf"
style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average
exercise price, outstanding balance">11.54</td><td style="text-align: left"> </td>
<td> </td><td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td
style="border-bottom: Black 2.5pt double; text-align: right"><span
id="xdx_902_ecustom--
SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsOutstan
gaap--StatementEquityComponentsAxis__custom--WarrantsMember_zR8vfjQ28BI9"
title="Weighted average life (years)">2.04</td><td style="text-align:
left"> </td></tr> </table>
18400023.20P2Y9M7D18400011.54P2Y14D030000001257348439605345512500199160
id="xdx_894_eus-gaap--
ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock
style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">
A summary
of activity regarding the Restricted Stock Units issued follows:</p><p
style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">

Schedule of Restricted
Stock Units (RSUs)</p> <table cellpadding="0" cellspacing="0" style="font:
10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr
style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td><td
colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align:
center">Number of RSU</td><td style="font-weight: bold"> </td><td style="font-
weight: bold"> </td><td colspan="2" style="border-bottom: Black 1pt solid; font-
weight: bold; text-align: center">Weighted Average Fair Value Per RSU</td><td
style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-
color: rgb(204,238,255)"> <td style="width: 60%; text-align: justify">Outstanding.
December 31, 2023</td><td style="width: 2%"> </td><td style="width: 1%; text-
align: left"> </td><td id="xdx_98C_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zFSlfVTTX26i"
style="width: 16%; text-align: right" title="Number of RSUs, Outstanding, Beginning
Balance">24,731</td><td style="width: 1%; text-align: left"> </td><td style="width:
2%"> </td><td style="width: 1%; text-align: left">\$</td><td id="xdx_98B_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zJohUTYsVm6h"
style="width: 16%; text-align: right" title="Weighted Average Grant Date Fair Value
Per RSU, Beginning Balance">11.76</td><td style="width: 1%; text-align: left"> </td>
</tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-
align: justify">Granted</td><td> </td><td style="text-align: left"> </td><td
id="xdx_98A_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zhROffYmjhE7"
style="text-align: right" title="Number of Stock Option Outstanding,
Granted">53,455</td><td style="text-align: left"> </td><td> </td><td style="text-
align: left"> </td><td id="xdx_98E_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zgLGuAOEaS5"
style="text-align: right" title="Weighted Average Exercise Price, Granted">2.65</td>
<td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-
color: rgb(204,238,255)"> <td style="text-align: justify">Forfeiture</td><td> </td>

<td style="text-align: left"></td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zFJ4iQypn8l7" style="text-align: right" title="Number of Stock Option Outstanding, Forfeiture">(12,500</td><td style="text-align: left"></td><td></td><td style="text-align: left"></td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zACGfaj6FvP4" style="text-align: right" title="Weighted Average Grant Date Fair Value Per RSU, Forfeiture">-</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: White"><td style="text-align: justify">Vested</td><td></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zRFBvjkhMZt6" style="border-bottom: Black 1pt solid; text-align: right" title="Number of RSUs, Vested">(24,348</td><td style="text-align: left"></td><td></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_z90fErHeVDJ8" style="border-bottom: Black 1pt solid; text-align: right" title="Weighted Average Grant Date Fair Value Per RSU, Vested">9.06</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-align: justify">Outstanding, September 30, 2024</td><td></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zKJPVSITfjr3" style="border-bottom: Black 1pt solid; text-align: right" title="Number of RSUs, Outstanding, Ending Balance">41,338</td><td style="text-align: left"></td><td></td><td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zEoTl2SYz5Ld" style="border-bottom: Black 1pt solid; text-align: right" title="Weighted Average Grant Date Fair Value Per RSU, Ending Balance">5.14</td><td style="text-align: left"></td></tr></table>
2473111.76534552.6512500243489.06413385.142250000(i) one share of the Company's common stock, (ii) a warrant to purchase one share of the Company's common stock exercisable at a purchase price of \$18.80 per share, and (iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics.45000002250000225000045000002250000Unless the parties waive the conditions to closing, in the event the full \$4,500,000 is not raised, whether through SRO LLC or through the Company's existing stockholders, the Company will not close on the offering and any funds raised and held in escrow will be returned to investors1125004000014200010000000135000050000101651<p id="xdx_802_eus-gaap--DerivativesAndFairValueTextBlock_zkjkpjV1iO85" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Note 7 -Derivative Liabilities</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Fair Value Assumptions Used in Accounting for Derivative Liabilities</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-

align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">ASC 815 requires us to assess the fair market value of derivative liabilities at the end of each reporting period and recognize any change in the fair market value as other income or expense.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">In January 2023, in connection with the Alto Convertible Note, the Company issued warrants to purchase 127,260 shares of common stock, with an exercise price of \$1.93 per share, as adjusted for the recent reverse split, valued at inception at \$1,189,000 and as of September 30, 2024, at \$74,107. The Company determined our derivative liabilities from the warrants issued in relation to the Alto Convertible Note do not satisfy the classification as equity instruments due to the existence of a certain net cash settlement provision that is not within the sole control of the Company. In addition, there are certain down round provisions that could reduce the exercise price if the Company issues securities at lower prices in the future.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company has determined the Acceleration Option is an embedded derivative within the host instrument and has bifurcated it from the host instrument and recorded it as a derivative liability valued at \$1,442,000, using a Monte Carlo simulation model. The Company determined our derivative liability from the noteholder's Acceleration Option for the Alto Convertible Note is not clearly and closely related to the host and should be thus accounted for as a bifurcated derivative liability.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company classified these derivative liabilities as a Level 3 fair value measurement and used the Monte Carlo pricing model to calculate the fair value as of January 11, 2023 (\$2,631,000 included in debt discount) and September 30, 2024 (\$74,107). Key inputs for the simulation are summarized below. The Monte Carlo simulation uses an implied VWAP for the January 11, 2023 valuation date. The implied VWAP was backsolved by setting the summation of the parts (e.g., derivatives and debt without derivatives) equal to the cash proceeds. The simulation was then iterated and manipulated to solve for the implied share price, which was approximately \$<span id="xdx_904_eus-gaap--DebtInstrumentMeasurementInput_iI_pid_uUSDPSHares_c20230111_us-gaap--MeasurementInputTypeAxis_custom--

MeasurementInputVolumeWeightedAveragePriceMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zkQS0M462hxd"
title="Share price">12.64 per share (or an approximate <span
id="xdx_906_ecustom--DerivativeDiscountPercentage_il_pid_dp_uPure_c20230111__us-
gaap--MeasurementInputTypeAxis__custom--
MeasurementInputVolumeWeightedAveragePriceMember__us-gaap--
StatementEquityComponentsAxis__us-gaap--WarrantMember_zy2crWUCtkoi"
title="Derivative discount percentage">14% discount to the quoted market
VWAP on January 11, 2023).</p><p style="font: 10pt Times New Roman,
Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-family: Times New
Roman, Times, Serif; font-size: 10pt"> </p><p id="xdx_893_eus-gaap--
FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTe
style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">
The key
inputs for the Monte Carlo simulation as of September 30, 2024, were as follows:
</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-
align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> Schedule of
Monte Carlo Simulation Assumption</p><table cellpadding="0"
cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse:
collapse; width: 100%"><tr style="vertical-align: bottom"><td style="border-bottom:
Black 1pt solid; font-weight: bold">Net cash settlement and down round key valuation
inputs – warrants*</td><td style="padding-bottom: 1pt"> </td><td colspan="2"
style="border-bottom: Black 1pt solid; text-align: center">September 30, 2024</td>
<td style="padding-bottom: 1pt"> </td></tr><tr style="vertical-align: bottom;
background-color: rgb(204,238,255)"><td style="text-align: left">Annualized
volatility</td><td> </td><td style="text-align: left"> </td><td style="text-align:
right">
<span id="xdx_904_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_uPure_c20240930__us-gaap--
MeasurementInputTypeAxis__us-gaap--MeasurementInputPriceVolatilityMember__srt--
RangeAxis__srt--MinimumMember__us-gaap--StatementEquityComponentsAxis__us-
gaap--WarrantMember_fKg____zZt6YQqR0PZi">92.04% - <span
id="xdx_903_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_uPure_c20240930__us-gaap--
MeasurementInputTypeAxis__us-gaap--MeasurementInputPriceVolatilityMember__srt--
RangeAxis__srt--MaximumMember__us-gaap--StatementEquityComponentsAxis__us-
gaap--WarrantMember_fKg____zlaUtJ344Bi">101.79%</td><td
style="text-align: left"> </td></tr><tr style="vertical-align: bottom; background-
color: White"><td style="text-align: left">Risk-free interest rate</td><td> </td><td
style="text-align: left"> </td><td style="text-align: right"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"><span id="xdx_900_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_uPure_c20240930__us-gaap--
MeasurementInputTypeAxis__us-gaap--
MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--
MinimumMember__us-gaap--StatementEquityComponentsAxis__us-gaap--
WarrantMember_fKg____zA5amL5eBn93">3.64% - <span id="xdx_90A_eus-
gaap--WarrantsAndRightsOutstandingMeasurementInput_il_pid_uPure_c20240930__us-
gaap--MeasurementInputTypeAxis__us-gaap--
MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--
MaximumMember__us-gaap--StatementEquityComponentsAxis__us-gaap--
WarrantMember_fKg____zUaAsl1Y4pv9">4.93%</td><td style="text-
align: left"> </td></tr><tr style="vertical-align: bottom; background-color:
rgb(204,238,255)"><td style="width: 78%; text-align: left">Quoted VWAP</td><td
style="width: 2%"> </td><td style="width: 1%; text-align: left">\$</td><td
style="width: 18%; text-align: right"><span id="xdx_90A_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_uUSDPShares_c20240930__us
gaap--MeasurementInputTypeAxis__custom--

MeasurementInputVolumeWeightedAveragePriceMember__us-gaap--
StatementEquityComponentsAxis__us-gaap--
WarrantMember_fKg_____zukBnuwX2Mm1">1.31</td><td style="width: 1%;
text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color:
White"> <td>Exercise price</td><td> </td> <td style="text-align: left">\$</td><td
style="text-align: right"><span id="xdx_90A_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_uUSDPSHares_c20240930__us
gaap--MeasurementInputTypeAxis__us-gaap--
MeasurementInputExercisePriceMember__us-gaap--
StatementEquityComponentsAxis__us-gaap--
WarrantMember_fKg_____zevczGKdDdS1">1.93</td><td style="text-align:
left"> </td></tr> <tr style="vertical-align: bottom; background-color:
rgb(204,238,255)"> <td style="text-align: left">Probability assessment</td>
<td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt"><span
id="xdx_90A_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_uPure_c20240930__us-gaap--
MeasurementInputTypeAxis__us-gaap--MeasurementInputDefaultRateMember__srt--
RangeAxis__srt--MinimumMember__us-gaap--StatementEquityComponentsAxis__us-
gaap--WarrantMember_fKg_____zT8PKVtuNKC9">0%-<span id="xdx_908_eus-
gaap--WarrantsAndRightsOutstandingMeasurementInput_il_pid_uPure_c20240930__us-
gaap--MeasurementInputTypeAxis__us-gaap--
MeasurementInputDefaultRateMember__srt--RangeAxis__srt--MaximumMember__us-
gaap--StatementEquityComponentsAxis__us-gaap--
WarrantMember_fKg_____zrrENVe82FOh">40%</td><td style="text-
align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White">
<td style="text-align: left">Illiquidity discount</td><td> </td> <td style="text-align:
left"> </td><td style="text-align: right"><span id="xdx_902_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_uPure_c20240930__us-gaap--
MeasurementInputTypeAxis__custom--
MeasurementInputIlliquidityDiscountMember__us-gaap--
StatementEquityComponentsAxis__us-gaap--WarrantMember_fKg_____zT6Pi2YaIvFa"
title="Warrants measurement input">(14</td><td style="text-align: left">%)
</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)">
<td>Time period (years)</td><td> </td> <td style="text-align: left"> </td><td
style="text-align: right"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"><span id="xdx_903_eus-gaap--
WarrantsAndRightsOutstandingTerm_il_dtY_c20240930__us-gaap--
MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--
RangeAxis__srt--MinimumMember__us-gaap--StatementEquityComponentsAxis__us-
gaap--WarrantMember_fKg_____zS7Oh6RgJrmg" title="Time period
(years)">0.08-<span id="xdx_904_eus-gaap--
WarrantsAndRightsOutstandingTerm_il_dtY_c20240930__us-gaap--
MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--
RangeAxis__srt--MaximumMember__us-gaap--StatementEquityComponentsAxis__us-
gaap--WarrantMember_fKg_____zO1r21kvtezc" title="Time period
(years)">2.28</td><td style="text-align: left"> </td></tr> </table>
<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align:
justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </p> <table cellpadding="0" cellspacing="0" style="margin-top: 0;
margin-bottom: 6pt; width: 100%"><tr style="vertical-align: top; text-align: justify">
<td id="xdx_F01_zk80u9OWaJo7" style="width: 15pt; text-align: right">*</td><td
style="width: 5pt"></td><td style="text-align: justify"><span
id="xdx_F1B_zzvI0ago1f08" style="font-family: Times New Roman, Times, Serif; font-
size: 10pt"><i>Based on a Monte Carlo simulation analysis of 250,000 iterations</i>
</td> </tr></table> <p id="xdx_8AC_z9lTSMpuTese" style="font: 10pt Times
New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt

Times New Roman, Times, Serif; margin: 0pt 0"> </p><p id="xdx_896_eus-gaap--FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBl style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> The following table summarizes the changes in the derivative liabilities:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> Schedule of Derivative Liabilities </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td colspan="9" style="border-bottom: Black 1pt solid; text-align: center">Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td><td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Warrants</td><td> </td><td> </td><td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Accelerated Feature</td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Balance - December 31, 2023</td><td style="width: 2%"> </td><td style="width: 1%; text-align: left">\$</td><td id="xdx_98F_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zgwLxbu1kVI" style="width: 16%; text-align: right" title="Beginning balance">410,660</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td><td style="width: 1%; text-align: left">\$</td><td id="xdx_988_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability -StatementScenarioAxis__custom--AcceleratedFeatureMember_zE8nbSIMqUK" style="width: 16%; text-align: right" title="Beginning balance">3,852</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Gain on change in fair value</td><td> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_985_ecustom--DerivativeGainLossOnDerivativeWarrants_in_di_c20240101_20240331__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zEAPt2gO1y6i" style="border-bottom: Black 1pt solid; text-align: right" title="Gain on change in fair value of the derivative">(196,045</td><td style="text-align: left">)</td><td> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98D_ecustom--DerivativeGainLossOnDerivativeWarrants_in_di_c20240101_20240331__srt--StatementScenarioAxis__custom--AcceleratedFeatureMember_zluoitRQ01tb" style="border-bottom: Black 1pt solid; text-align: right" title="Gain on change in fair value of the derivative">(1,817</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance - March 31, 2024</td><td> </td><td style="text-align: left">\$</td><td id="xdx_98E_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zmVUqadmmbX9" style="text-align: right" title="Beginning balance">214,615</td><td style="text-align: left"> </td><td> </td><td style="text-align: left">\$</td><td id="xdx_988_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability -StatementScenarioAxis__custom--AcceleratedFeatureMember_zkL9dd0iQNwd" style="text-align: right" title="Beginning balance">2,035</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Loss (gain) on change in fair value</td><td> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98F_ecustom--

DerivativeGainLossOnDerivativeWarrants_in_di_c20240401_20240630_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_zj99OpR9kPWb" style="border-bottom: Black 1pt solid; text-align: right" title="Gain on change in fair value of the derivative">145,304</td><td style="text-align: left"></td><td></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td id="xdx_988_ecustom--DerivativeGainLossOnDerivativeWarrants_in_di_c20240401_20240630_srt--StatementScenarioAxis_custom--AcceleratedFeatureMember_zYfKSGduoC64" style="border-bottom: Black 1pt solid; text-align: right" title="Gain on change in fair value of the derivative">(1,531</td><td style="text-align: left">)</td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td>Balance--June 30, 2024</td><td></td><td style="text-align: left">\$</td><td id="xdx_988_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_z8U9Gm56oRZb" style="text-align: right" title="Beginning balance">359,919</td><td style="text-align: left"></td><td></td><td style="text-align: left">\$</td><td id="xdx_987_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\--StatementScenarioAxis_custom--AcceleratedFeatureMember_zLwKVcGlKMTi" style="text-align: right" title="Beginning balance">504</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: White"><td style="text-align: left">Gain on change in fair value of the derivative</td><td></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td id="xdx_988_ecustom--DerivativeGainLossOnDerivativeWarrants_in_di_c20240701_20240930_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_zebAtBNeLTfa" style="border-bottom: Black 1pt solid; text-align: right" title="Gain on change in fair value of the derivative">(285,812</td><td style="text-align: left">)</td><td></td><td style="border-bottom: Black 1pt solid; text-align: left"></td><td id="xdx_98B_ecustom--DerivativeGainLossOnDerivativeWarrants_in_di_c20240701_20240930_srt--StatementScenarioAxis_custom--AcceleratedFeatureMember_zPBwdwrYuNpi" style="border-bottom: Black 1pt solid; text-align: right" title="Gain on change in fair value of the derivative">(504</td><td style="text-align: left">)</td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td>Balance--September 30, 2024</td><td></td><td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td id="xdx_983_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_zVRSIXdU7ud2" style="border-bottom: Black 1pt solid; text-align: right" title="Ending balance">74,107</td><td style="text-align: left"></td><td></td><td style="border-bottom: Black 1pt solid; text-align: left">\$</td><td id="xdx_987_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\--StatementScenarioAxis_custom--AcceleratedFeatureMember_zjY9VHvFzmnf" style="border-bottom: Black 1pt solid; text-align: right" title="Ending balance">-</td><td style="text-align: left"></td></tr></table><p id="xdx_8AF_zJSH4h6uJ4v1" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p>1272601.93118900074107144200026310007410712.640.14<p id="xdx_893_eus-gaap--FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTe" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The key inputs for the Monte Carlo simulation as of September 30, 2024, were as follows:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size:

Schedule of Monte Carlo Simulation Assumption			
Net cash settlement and down round key valuation inputs – warrants*		September 30, 2024	
Annualized volatility		Annualized volatility	
WarrantsAndRightsOutstandingMeasurementInput_iI_pid_uPure_c20240930_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputPriceVolatilityMember_srt--RangeAxis_srt--MinimumMember_us-gaap--StatementEquityComponentsAxis_us-gaap--WarrantMember_fKg_zZt6YQqR0PZi	92.04%		
WarrantsAndRightsOutstandingMeasurementInput_iI_pid_uPure_c20240930_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputPriceVolatilityMember_srt--RangeAxis_srt--MaximumMember_us-gaap--StatementEquityComponentsAxis_us-gaap--WarrantMember_fKg_zlaUtJ344Bi	101.79%		
Risk-free interest rate			
WarrantsAndRightsOutstandingMeasurementInput_iI_pid_uPure_c20240930_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputRiskFreeInterestRateMember_srt--RangeAxis_srt--MinimumMember_us-gaap--StatementEquityComponentsAxis_us-gaap--WarrantMember_fKg_zA5amL5eBn93	3.64%		
WarrantsAndRightsOutstandingMeasurementInput_iI_pid_uPure_c20240930_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputRiskFreeInterestRateMember_srt--RangeAxis_srt--MaximumMember_us-gaap--StatementEquityComponentsAxis_us-gaap--WarrantMember_fKg_zUaAsl1Y4pv9	4.93%		
Quoted VWAP			
WarrantsAndRightsOutstandingMeasurementInput_iI_pid_uUSDPShares_c20240930_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputVolumeWeightedAveragePriceMember_us-gaap--StatementEquityComponentsAxis_us-gaap--WarrantMember_fKg_zukBnuwX2Mm1	1.31		
Exercise price			
WarrantsAndRightsOutstandingMeasurementInput_iI_pid_uUSDPShares_c20240930_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputExercisePriceMember_us-gaap--StatementEquityComponentsAxis_us-gaap--WarrantMember_fKg_zevczGKdDdS1	1.93		
Probability assessment			
WarrantsAndRightsOutstandingMeasurementInput_iI_pid_uPure_c20240930_us-gaap--			

MeasurementInputTypeAxis__us-gaap--MeasurementInputDefaultRateMember__srt--RangeAxis__srt--MinimumMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_fKg____zT8PKVtuNKC9">0% - 40%</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: White"><td style="text-align: left">Illiquidity discount</td><td></td><td style="text-align: left"></td><td style="text-align: right">(14</td><td style="text-align: left">%)</td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td>Time period (years)</td><td></td><td style="text-align: left"></td><td style="text-align: right">0.08 - 2.28</td><td style="text-align: left"></td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><table cellpadding="0" cellspacing="0" style="margin-top: 0; margin-bottom: 6pt; width: 100%"><tr style="vertical-align: top; text-align: justify"><td id="xdx_F01_zk80u9OWaJo7" style="width: 15pt; text-align: right">*</td><td style="width: 5pt"></td><td style="text-align: justify"><i>Based on a Monte Carlo simulation analysis of 250,000 iterations</i></td></tr></table> 92.04101.793.644.931.311.93040-14P0Y29DP2Y3M10D<p id="xdx_896_eus-gaap--FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBh" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The following table summarizes the changes in the derivative liabilities:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">Schedule of Derivative Liabilities</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="vertical-align: bottom"><td colspan="9" style="border-bottom: Black 1pt solid; text-align: center">Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</td></tr><tr style="vertical-align: bottom"><td></td><td></td><td></td><td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Warrants</td><td></td><td></td><td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Accelerated Feature</td><td></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="width: 60%">Balance - December 31, 2023</td><td style="width: 2%"></td><td style="width: 1%; text-align: left">\$</td><td id="xdx_98F_eus-gaap--

FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member_zgwLxbu1kVl" style="width: 16%; text-align: right"
title="Beginning balance">410,660</td><td style="width: 1%; text-align: left"> </td>
<td style="width: 2%"> </td> <td style="width: 1%; text-align: left">\$</td><td
id="xdx_988_eus-gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability
-StatementScenarioAxis__custom--AcceleratedFeatureMember_zE8nbSIMqUk"
style="width: 16%; text-align: right" title="Beginning balance">3,852</td><td
style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom;
background-color: White"> <td style="text-align: left">Gain on change in fair
value</td><td> </td> <td style="border-bottom: Black 1pt solid; text-align:
left"> </td><td id="xdx_985_ecustom--
DerivativeGainLossOnDerivativeWarrants_in_di_c20240101_20240331__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member_zEAPt2gO1y6i" style="border-bottom: Black 1pt solid;
text-align: right" title="Gain on change in fair value of the derivative">(196,045</td>
<td style="text-align: left">)</td><td> </td> <td style="border-bottom: Black 1pt
solid; text-align: left"> </td><td id="xdx_98D_ecustom--
DerivativeGainLossOnDerivativeWarrants_in_di_c20240101_20240331__srt--
StatementScenarioAxis__custom--AcceleratedFeatureMember_zIuoitrQ01tb"
style="border-bottom: Black 1pt solid; text-align: right" title="Gain on change in fair
value of the derivative">(1,817</td><td style="text-align: left">)</td></tr> <tr
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance -
March 31, 2024</td><td> </td> <td style="text-align: left">\$</td><td
id="xdx_98E_eus-gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member_zmVUqadmmbX9" style="text-align: right"
title="Beginning balance">214,615</td><td style="text-align: left"> </td><td> </td>
<td style="text-align: left">\$</td><td id="xdx_988_eus-gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability
-StatementScenarioAxis__custom--AcceleratedFeatureMember_zkL9dd0iQNwd"
style="text-align: right" title="Beginning balance">2,035</td><td style="text-align:
left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td
style="text-align: left">Loss (gain) on change in fair value</td><td> </td> <td
style="border-bottom: Black 1pt solid; text-align: left"> </td><td
id="xdx_98F_ecustom--
DerivativeGainLossOnDerivativeWarrants_in_di_c20240401_20240630__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member_zj99OpR9kPWb" style="border-bottom: Black 1pt solid;
text-align: right" title="Gain on change in fair value of the derivative">145,304</td>
<td style="text-align: left"> </td><td> </td> <td style="border-bottom: Black 1pt
solid; text-align: left"> </td><td id="xdx_988_ecustom--
DerivativeGainLossOnDerivativeWarrants_in_di_c20240401_20240630__srt--
StatementScenarioAxis__custom--AcceleratedFeatureMember_zYfKSGduoC64"
style="border-bottom: Black 1pt solid; text-align: right" title="Gain on change in fair
value of the derivative">(1,531</td><td style="text-align: left">)</td></tr> <tr
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance -
June 30, 2024</td><td> </td> <td style="text-align: left">\$</td><td
id="xdx_988_eus-gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member_z8U9Gm56oRZb" style="text-align: right"
title="Beginning balance">359,919</td><td style="text-align: left"> </td><td> </td>
<td style="text-align: left">\$</td><td id="xdx_987_eus-gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability
-StatementScenarioAxis__custom--AcceleratedFeatureMember_zLwKVcGlKMTi"

Beginning balance	504		
Gain on change in fair value of the derivative			

DerivativeGainLossOnDerivativeWarrants_in_di_c20240701_20240930_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_zebAtBNeLTfa" style="border-bottom: 1pt solid; text-align: right;">(285,812

Ending balance	74,107		

DerivativeGainLossOnDerivativeWarrants_in_di_c20240701_20240930_srt--StatementScenarioAxis_custom--AcceleratedFeatureMember_zPBwdwrYuNpi" style="border-bottom: 1pt solid; text-align: right;">(504

Balance - September 30, 2024			

FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_zVRSIXdU7ud2" style="border-bottom: 1pt solid; text-align: right;">74,107

Ending balance			

FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\StatementScenarioAxis_custom--AcceleratedFeatureMember_zjY9VHvFzmnf" style="border-bottom: 1pt solid; text-align: right;">
-

410660385219604518172146152035-145304153135991950428581250474107

RelatedPartyTransactionsDisclosureTextBlock_zjeefvUNppvd" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify;">
Note 8 -
Other Related Party transactions

Related Party Transactions
On September 14, 2022, we entered into a manufacturing agreement with TCG GreenChem, Inc. ("TCG GreenChem"), the U.S. subsidiary of TCG Lifesciences Pvt Ltd., a global contract research and manufacturing services company located in India. Dr. Chis Senanayake, one of our independent directors, is CEO and CSO of TCG GreenChem and CSO of TCG Lifesciences Pvt Ltd. TCG GreenChem was contracted for process research, development and cGMP compliant manufacture of IPdR. During the nine months ended September 30, 2024 and 2023, the Company expensed \$
0
and \$
1,058,348
, respectively, related to these services.

01058348

SubsequentEventsTextBlock_z2zP1yiSRmBb" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify;">
Note 9 -
Subsequent Events

Subsequent Events

Convertible Bridge Notes

On October 14, 2024, the Company issued an aggregate of \$600,000 (of an up to \$1.3 million authorized financing) senior secured convertible notes due in October 2025, which accrue interest at 14.5% interest per year. The notes include a

DebtConversionOriginalDebtInterestRateOfDebt_pid_dp_uPure_c20241014_20241014_gaap--DebtInstrumentAxis_custom--ConvertibleBridgeNotesMember_us-gaap--SubsequentEventTypeAxis_us-gaap--SubsequentEventMember_z4BxVJozFJV8" title="Original issue discount percentage">5% original issue discount and the Company received \$570,000 in proceeds. The notes are convertible beginning three months after the date of issuance, and the conversion price will be the lower of a 15% discount to (i) the 5-day VWAP immediately prior to Closing or (ii) the price of any offering entered into by the Company during the term of the notes. The Company has the option to prepay the notes at any time for

DebtInstrumentInterestRateStatedPercentage_il_pid_dp_uPure_c20241014_us-gaap--DebtInstrumentAxis_custom--ConvertibleBridgeNotesMember_us-gaap--SubsequentEventTypeAxis_us-gaap--SubsequentEventMember_z2uKOfDHmz7c" title="Outstanding balance percentage">107% of total outstanding balance and any outstanding principal will be paid in conversion of shares of common stock at the end of the term, subject to the Company's exercise of the optional prepayment right. Any accrued interest will be repaid quarterly in cash. The Company also issued warrants to the lenders to purchase an aggregate 240,917 shares of common stock, exercisable at \$1.40 per share, with such warrants expiring

WarrantsAndRightsOutstandingTerm_iI_pp0d_dc_c20241014_us-gaap--
DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__custom--LendersMember__us-gaap--
SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_z7UIWu0MhvJd"
title="Warrants expiring">five years from issuance. In addition, the
Company's Chief Executive Officer, Dr. Anatoly Dritschilo, invested a total of \$<span
id="xdx_90D_eus-gaap--ProceedsFromConvertibleDebt_c20241014_20241014_us-
gaap--DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__srt--
TitleOfIndividualAxis__srt--ChiefExecutiveOfficerMember__us-gaap--
SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zGChGe89HPx2"
title="Convertible note">237,500 in this financing round, in exchange for a
\$<span id="xdx_90F_eus-gaap--
RepaymentsOfConvertibleDebt_c20241014_20241014_us-gaap--
DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__srt--
TitleOfIndividualAxis__srt--ChiefExecutiveOfficerMember__us-gaap--
SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zdsdkzYnY8hk"
title="Repayment of convertible note">250,000 convertible note.</p>
<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align:
justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt
0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt">On October 21, 2024, the Company issued an additional \$<span
id="xdx_900_eus-gaap--SecuredDebtCurrent_iI_c20241021_us-gaap--
DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__us-gaap--
SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zW1yWvhlge51"
title="Secured debt">231,579 in senior secured convertible notes due in
October 2025, with substantially similar terms as the October 14, 2024, issuance. The
notes include a <span id="xdx_90E_eus-gaap--
DebtConversionOriginalDebtInterestRateOfDebt_pid_dp_uPure_c20241021_20241021_
gaap--DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__us-gaap--
SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zVHQH4DyJPL8"
title="Original issue discount percentage">5% original issue discount and the
Company received \$<span id="xdx_902_eus-gaap--
ProceedsFromIssuanceOfDebt_c20241021_20241021_us-gaap--
DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__us-gaap--
SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zCrnzp22uKHi"
title="Proceeds from issuance of debt">220,000 in proceeds. The Company
also issued warrants to the lenders to purchase an aggregate <span id="xdx_906_eus-
gaap--
ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight_iI_pid_c2024
gaap--DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__custom--LendersMember__us-gaap--
SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zFqkY1az5T3c"
title="Warrants to purchase shares of common stock">88,544 shares of
common stock, exercisable at \$<span id="xdx_901_eus-gaap--
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20241021_us-
gaap--DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__custom--LendersMember__us-gaap--
SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zqPlatxfXWq5"
title="Warrants exercisable">1.49 per share, with such warrants expiring
<span id="xdx_90F_eus-gaap--
WarrantsAndRightsOutstandingTerm_iI_pp0d_dc_c20241021_us-gaap--
DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__us-gaap--
RelatedPartyTransactionsByRelatedPartyAxis__custom--LendersMember__us-gaap--
SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zct5J4xRON0j"
title="Warrants expiring">five years from issuance. Upon completing this
issuance, the Company closed the senior secured convertible note offering after
receiving a total of \$<span id="xdx_904_eus-gaap--

ProceedsFromIssuanceOfSecuredDebt_c20241021_20241021_us-gaap--DebtInstrumentAxis__custom--ConvertibleBridgeNotesMember__us-gaap--SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zT2YgvSKMBLd" title="Proceeds from secured debt">790,000 in proceeds.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Alliance Global Partners</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i></i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">On October 31, 2024, the Company consummated a public offering of an aggregate of (i) 395,574 shares of common stock and 2,555,246 pre-funded warrants to purchase up to 2,555,246 shares of common stock, and (ii) 2,950,820 common stock purchase warrants to purchase up to 2,950,820 shares of common stock. Each share of common stock, or a pre-funded warrant in lieu thereof, was sold together with an accompanying warrant to purchase one share of common stock. AGP served as lead underwriter along with Boustead as co-underwriter.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The public offering price for each share of common stock and one accompanying warrant was \$1.525<span

style="font-family: Times New Roman, Times, Serif; font-size: 10pt">. The public offering price of each pre-funded warrant and one accompanying common warrant was \$1.524, which equals the price at which one share of common stock and accompanying warrant was sold to the public in this offering, minus \$0.001. The exercise price of each pre-funded warrant is \$0.001 per share. Each warrant offered in the offering is exercisable for one share of common stock and has an initial exercise price equal to \$1.40. The Company received aggregate gross proceeds from the offering of approximately \$4.5 million, before deducting placement agents' fees and other offering expenses.</p></u></p></div><div data-bbox="15 644 985 977" data-label="Text"><p><u>60000013000000.1450.055700001.072409171.40P5Y2375002500002315790.052200000</u></p><div data-bbox="15 677 985 977" data-label="Text"><p><u>25433304-18840581405577176778695951736865354535170931047385351709310473851046854-5892382-2343826-5892382-23438266825520102484193428688248419342868879117104245189912104245189912-1890002216488-1890003986754970715684772211795652477221179565232868773007-700341-2652243-6592723-4996069-6592723-4996069402064439427941000-31423-6592723-67471371866275186627513377421337742-3.53-3.53-5.04-5.0412131164039121206394016340-13844512-1764220352443499513529951356146621466210516340-16340368761199916119991666250121531232153124225353500237547237547402064-121354666402064402064881553881553-4996069-499606917004141726518433-18840581767786917004141726518433-1884058176778698727908169081629762532697846269784910650181960181960-6592723-659272320086892029489055-25433304405577120086892029489055-254333044055771-6592723-4996069681159722216488-1890002216488-18900039867539867521230493773842123049377384497071568294927477221179565-46675156282166115-382881-120541250011045318378-9813551188-648016001-5693-5581147-2666411299857218789519046-2829723-</u></p></div></div>

28297239995513500006854735000039350005507153935000550715500003450001736.
58407877912454841720350474925764168417203164807392011634026978491199916.
id="xdx_805_eus-gaap--
OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock_
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt">Note 1 - Organization and
Liquidity</p> <p style="font: 10pt Times New Roman, Times,
Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-
family: Times New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align:
justify">
<i>Organization and Line of Business</i></p> <p style="font: 10pt
Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align:
justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top:
0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family: Times New
Roman, Times, Serif; font-size: 10pt">The Company was formed as Shuttle
Pharmaceuticals, LLC, in the State of Maryland on December 18, 2012. On August 12,
2016, the Company filed articles of conversion with the State of Maryland to convert
from an LLC to a C corporation, at which time the Company changed its name to
Shuttle Pharmaceuticals, Inc. ("Shuttle"). In connection with the conversion the
Company issued <span id="xdx_903_eus-gaap--
ConversionOfStockSharesIssued1_c20160812__20160812__us-gaap--
StatementEquityComponentsAxis__us-gaap--CommonStockMember_zQuWYMCwBa11"
title="Conversion of stock, shares issued">5,625,000 shares of common stock
in exchange for <span id="xdx_905_eus-gaap--
SaleOfStockPercentageOfOwnershipAfterTransaction_pid_dp_uPure_c20160812__20160812__us-gaap--
StatementEquityComponentsAxis__us-gaap--
CommonStockMember_zrFlg9kE6KXj" title="Sale of stock membership
percentage">100% of the outstanding membership interests in Shuttle prior to
conversion. On June 4, 2018, Shuttle completed a reverse merger with Shuttle
Pharmaceuticals Holdings, Inc. (then known as Shuttle Pharma Acquisition Corp, Inc.),
a Delaware corporation (the "Company"), pursuant to which Shuttle, our operating
entity, became a wholly owned subsidiary of the Company.</p> <p style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align:
justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top:
0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family: Times New
Roman, Times, Serif; font-size: 10pt">The Company's primary purpose is to develop
and commercialize unique drugs for the sensitization of cancers and protection of
normal tissues, with the goal of improving outcomes for cancer patients receiving
radiation therapy. Shuttle has deployed its proprietary technology to develop novel
cancer immunotherapies, producing a pipeline of selective HDAC inhibitors for cancer
and immunotherapy applications. The Company's HDAC platform is designed to target
candidate molecules with potential roles in therapeutics beyond cancer, including
autoimmune, inflammatory, metabolic, neurological and infectious diseases. The
Company's Ropidoxuridine product, which is used with radiation therapy to sensitize
cancer cells, was funded by a Small Business Innovation Research ("SBIR") contract
provided by the National Cancer Institute ("NCI"), a unit of the National Institutes of
Health ("NIH"). Ropidoxuridine has been further developed through the Company's
collaborations with scientists at the University of Virginia for use in combination with
proton therapy to improve patient survival. Historically, and prior to the Company's
initial public offering, the Company has obtained funding to develop products through
NIH grants, including a product to predict late effects of radiation with metabolite
biomarkers and develop prostate cancer cell lines in health disparities research.
</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt;
margin-bottom: 0pt; text-align: justify"><span style="font-family: Times New Roman,

Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The production and marketing of the Company's products and its ongoing research and development activities will be and are subject to extensive regulation by numerous governmental authorities in the United States. Prior to marketing in the United States, any products or combination of products developed by the Company must undergo rigorous preclinical (animal) and clinical (human) testing and an extensive regulatory approval process implemented by the Food and Drug Administration ("FDA") under the Food, Drug and Cosmetic Act. There can be no assurance that the Company will not encounter problems in clinical trials that will cause the Company or the FDA to delay or suspend clinical trials.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The Company's success will depend in part on its ability to obtain patents and product license rights, maintain trade secrets, and operate without infringing on the proprietary rights of others, both in the United States and in other countries. There can be no assurance that patents issued to or licensed by the Company will not be challenged, invalidated or circumvented, or that the rights granted thereunder will provide proprietary protection or competitive advantages to the Company now or in the future.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Liquidity and Going Concern</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Our consolidated financial statements are prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has a net loss of approximately \$6.6 million and no revenues for the year ended December 31, 2023 and working capital of approximately \$4.6 million as of December 31, 2023. In addition, the convertible note payable outstanding at December 31, 2023 includes covenants and certain cash payment requirements. On July 12, 2024, the Company informed the investor of its convertible note that the Company's expected restatement of its financial statements for the years ended December 31, 2022 and 2023 constituted an event of default under the terms of the convertible note. On August 6, 2024, the Company paid \$0.6 million to the investor of the convertible note and received a waiver from the investor related to the default. The funds paid are restricted and will be held as collateral to the balance owed under the convertible note (see Note 12). These conditions, and the Company's ability to comply with such conditions, raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the consolidated financial statements are issued.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">

0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In January 2023, the Company entered into a securities purchase agreement with an institutional investor through which the Company sold a convertible note with a principal value of \$4.3 million, along with a four-year warrant to purchase 127,260 shares of common stock, exercisable at \$18.80 per share, providing the Company with approximately \$3.6 million in net proceeds. To date, the warrant has not yet been exercised. However, the Company's existing cash resources, marketable securities and the cash received from the equity offering and convertible note are not expected to provide sufficient funds to carry out the Company's operations and clinical trials through the next twelve months.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The IPO and subsequent capital raise have supported operations, the manufacture of drug product and FDA approval of the IND for the Phase II clinical trial of Ropidoxuridine and radiation therapy in glioblastoma. The FDA recommended and the company agreed to an expansion of the clinical trial, necessitating additional capital to complete the trial, as well as fund ongoing operations. As a result, management had initiated a \$4.5 million rights offering and submitted an application for a SBIR grant for non-dilutive funding for pre-clinical project through the NIH. The Company is also currently pursuing other financing. The ability of the Company to continue as a going concern is dependent upon its ability to successfully raise additional equity or debt financing to allow it to fund ongoing operations, conduct clinical trials and bring a drug candidate to commercialization to generate revenues.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif;

The accompanying consolidated financial statements do not include any adjustments to reflect the future effects on the recoverability and classification of assets or the amounts and classification of liabilities if the Company is unable to continue as a going concern.

Reverse Stock Split

On August 13, 2024, in order to meet Nasdaq's minimum bid price requirement of \$1.00 per share (the "Minimum Bid Price Requirement"), the Company effectuated a 1-for-8 reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the Company's authorized shares of common stock or preferred stock. Following the reverse stock split on August 13, 2024, the Company had a total of 2,111,235 shares issued and outstanding (or 2,008,689 on a post-split basis as of December 31, 2023). The Reverse Stock Split also resulted in an adjustment to the consolidated balance sheets for the years ended December 31, 2023, December 31, 2022 and December 31, 2021 with an increase to additional paid in capital of \$141, \$119 and \$81, respectively, and an offsetting adjustment to the carrying value of common stock. All share, option, warrant and per share amounts (except our authorized outstanding) have been retroactively restated in these financial statements and related disclosures. The effect of the Reverse Stock Split has been included in Note 2 in the "As Reported" and in Note 11 in the "As Reported" amounts for additional paid in capital.

56250001-6600000-46000000600000430000012726018.80360000045000001.001-for-8 reverse stock split211123521112352008689200868914111981

Note 2 – Restatement of Previously Issued Financial Statements

As previously disclosed in the Company’s Quarterly Report on Form 10-Q for the period ended March 31, 2024, filed with the Securities and Exchange Commission (“SEC”) on May 13, 2024, following the entry of a cease-and-desist order by the SEC against our former auditor, B.F. Borgers CPA PC (“BF Borgers”), we commenced the re-audit (the “Re-audit”) of our consolidated financial statements for the year ended December 31, 2022, which had been audited by BF Borgers. Since that time and as a result of the Re-audit, and as initially disclosed on Form 8-K dated July 10, 2024, the Company and the Audit Committee have concluded and informed our current auditor, Forvis Mazars, LLP, that our audited consolidated financial statements for the year ended December 31, 2022 (the “2022 Financial Statements”), our audited consolidated financial statements for the year ended December 31, 2023 (the “2023 Financial Statements”), and the quarterly periods included in the Company’s Annual Report for the year ended December 31, 2023, and the quarterly report for the period ended March 31, 2024 require restatement and are not reliable.

The accounting errors impacting our 2022 Financial Statements include:

●	Application of the incorrect grant date fair values in determining the value of certain equity awards granted during the years ended December 31, 2019 and 2020;
●	Miscalculation of the pattern of recognition of stock-based compensation over the requisite service periods for certain equity awards granted during the years ended December 31, 2019 and 2020;
●	Utilization of incorrect inputs to the fair value estimates for the warrant obligation related to the Series A Convertible Preferred Stock; incorrectly recording the reclassification of the warrant obligation upon issuance as a gain and not as a reclassification to stockholders’ equity;

Series A Convertible Preferred Stock

●

Utilization of incorrect inputs to the fair value estimates for the warrant obligation related to the Series A Convertible Preferred Stock; incorrectly recording the reclassification of the warrant obligation upon issuance as a gain and not as a reclassification to stockholders’ equity;

vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Recording of accrued dividends on the Series A Convertible Preferred Stock as a liability prior to the dividends being declared;</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Failure to recognize the accounting impact for the amendment to the terms of the Series A Convertible Preferred Stock in April 2022, which the Company subsequently concluded should have been recognized as an extinguishment;</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Failure to recognize deemed contribution related to the settlement of the Series A Convertible Preferred Stock and accrued dividends;</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Notes Payable</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i> </i></p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; margin-top: 0; margin-bottom: 0"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Misidentification of certain debt and equity issuance costs and incorrect association with certain of the Company's financings during the years ended December 31, 2022 and 2021;</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Application of the incorrect amortization period and pattern of recognition for debt discounts recorded in relation to the Company's debt financings during the years ended December 31, 2022 and 2021;</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Incorrect recognition of bifurcated derivative liabilities, as well as incorrect initial and subsequent fair value measurements, in relation to the December 2021 Notes, 2022 Convertible Notes and August 2022 Notes;</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Misclassification of certain warrants issued with debt transactions during the year ended December 31, 2022;</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Failure to recognize certain liability-classified warrants issued in exchange for services provided related to the Company's financing activities during the year ended December 31, 2022; </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Incorrect application of extinguishment or conversion models in accounting for certain debt instruments upon their settlement; and</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt;

Initial Public Offering

	Incorrect identification of deferred issuance costs incurred in relation to the initial public offering; Incorrect identification and classification of issuance costs incurred in relation to the initial public offering.

In addition to the restatement of the consolidated financial statements, the Company has also restated the following notes to reflect the errors described above:

Note 2 - Summary of Significant Accounting Policies (now Note 3)	Note 5 - Notes Payable-Related Party
Note 6 - Convertible Notes (now labeled Notes Payable)	Note 7 - Stockholders' Equity
Note 8 - Derivative Liabilities	Note 10 - Income Taxes

The impact of the errors described above also impact the Company's Annual Report on Form 10-K for the years ended December 31, 2023 and December 31, 2022 within additional paid in capital and accumulated deficit, resulting in the preparation and filing of this Annual Report on Form 10-K/A.

Schedule of Error Corrections And Prior Period Adjustments

Consolidated Balance Sheet as of December 31, 2023	
ScenarioPreviouslyReportedMember_zwetAMD0zH8g	As Reported
RevisionOfPriorPeriodReclassificationAdjustmentMember_zJmDSENBI7ie	Adjustment
19,543,363	19,543,363
9,945,692	9,945,692
29,489,055	29,489,055
(15,487,612)	(15,487,612)
(9,945,692)	(9,945,692)

(25,433,304)

Additionally, the Company has provided Note 11 – Quarterly Financial Data (unaudited and restated) to present the impact of the above restatements on the unaudited quarterly financial information for the period ended September 30, 2023.

The Company's prior and updated accounting for the errors described above do not have any effect on the Company's previously reported cash or cash flows.

The following tables summarize the effect of the restatement on each financial statement line item as of the dates indicated:

Consolidated Balance Sheet as of December 31, 2022		As Reported			Adjustment	As Restated
Additional paid in capital			16,572,741			(1)
Additional paid in capital			9,945,692			(1)

Roman, Times, Serif; width: 12%; text-align: right">26,518,433</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td></tr><tr id="xdx_40A_eus-gaap--RetainedEarningsAccumulatedDeficit_iI_z7ch26L7ImB3" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Accumulated deficit</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(8,894,889</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_982_eus-gaap--RetainedEarningsAccumulatedDeficit_iI_c20221231__srt--RestatementAxis__srt--RevisionOfPriorPeriodReclassificationAdjustmentMember_fKDlp_zq9la8ZM1J46" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Additional paid in capital">(9,945,692</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)(2)</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(18,840,581</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; margin-top: 0; margin-bottom: 0"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif">(1)</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Adjustments include corrections for stock compensation errors (increase of \$7,843,052); recognition of Series A Preferred Stock accrued dividends (decrease of \$402,064); correction of issuance cost recognition related to financing transactions (decrease of \$174,082); corrections to the Company's initial classification and recognition of warrants issued in financing transactions (decrease of \$416,266); reclassifications of warrants from liability to equity (increase of \$<span class="xdx_phnt_RGlzY2xvc3VyZSAatIFNjaGVkdWxHG9mIEVycm9yIENvenJlY3Rpb25zIEF id="xdx_904_ecustom--IncreaseDecreaseInWarrantsFromLiability_c20220101__20221231__us-gaap--

StatementEquityComponentsAxis__us-gaap--AdditionalPaidInCapitalMember_zor6OyzZQjoh" title="Warrants from liability">881,554); correction in the application of extinguishment accounting upon settlement of debt instruments (increase of \$class="xdx_phnt_RGlzY2xvc3VyZSAIfFNjaGVkdWxHG9mIEVycm9yIENvcnJlY3Rpb25zIEFid="xdx_90B_eus-gaap--DebtInstrumentIncreaseDecreaseForPeriodNet_c20220101__20221231__us-gaap--StatementEquityComponentsAxis__us-gaap--AdditionalPaidInCapitalMember_zU6B5O7aL68l" title="Debt instrument">2,213,498).</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">(2)</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Adjustments include corrections for stock compensation errors (increase of \$8,009,461); adjustment of the estimated Series A Preferred Stock warrant obligation fair value (increase of \$240,930); reversal of accrued Series A Preferred Stock dividends (decrease of \$402,064); recognition of bifurcated derivatives and recording of loss at issuance (increase of \$296,151); correction of issuance cost recognition related to financing transactions (decrease of \$166,407); and the aggregate adjustments to 2022 net loss as detailed below (increase of \$1,967,621).</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><table cellpadding="0" cellspacing="0" id="xdx_304_134_zbotlvqDvTe7" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Schedule of Error Corrections And Prior Period Adjustments (Details)"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt">Consolidated Statement of Operations for the year ended December 31, 2022</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom:

As Reported	Adjustment
As Restated	As Restated
Research and development, net of contract expense reimbursements	
1,148,712	(101,327)
\$	\$
1,047,385	(65,082)
General and administrative	
538,796	(44,043)
\$	\$
Legal and professional	
866,770	(44,043)

		822,727	
OperatingIncomeLoss_zmOcF5iBAFc8	Net loss from operations	(2,554,278	
		)	
		210,452	
		(2,343,826	
		)	
InterestExpense_i01N_di_hus-gaap--RelatedPartyTransactionsByRelatedPartyAxis_us-gaap--NonrelatedPartyMember_zdoL3oeTEEU	Interest expenses	(917,879	
		)	
		489,191	
		(428,688	
		)	
FinanceFee_i01N_di_zcGL6QyywMmb	Financing fee		
		(189,912	
		)	
		(189,912	
		)	
Change in fair value of derivative liabilities			

[illegible]

[illegible]

31,423	
NetIncomeLossAvailableToCommonStockholdersBasic	
Net loss attributable to common stockholders	
(3,099,457	
(3,647,680	
(6,747,137	
Net loss per shares - basic and diluted	
\$	
(2.32	
(2.72	

EarningsPerShareDiluted c20220101_20221231_zSzyrVunGh9" title="Net loss per shares - Diluted">(5.04</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <table cellpadding="0" cellspacing="0" id="xdx_300_134_z4jzZCORHDG" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Schedule of Error Corrections And Prior Period Adjustments (Details)"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt">Consolidated Statement of Stockholders' Equity as of December 31, 2022</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" id="xdx_49E_20220101_20221231_srt--RestatementAxis_srt--ScenarioPreviouslyReportedMember_zwS0vTQ9jBnd" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">As Reported</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" id="xdx_49E_20220101_20221231_srt--RestatementAxis_srt--RevisionOfPriorPeriodReclassificationAdjustmentMember_zcwAjqI1jFjg" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Adjustment</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" id="xdx_49C_20220101_20221231_zV0UIYwvROeh" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">As Restated</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr> <tr id="xdx_40F_eus-gaap--StockIssuedDuringPeriodValueNewIssues_zWvWqPGPs5Ya" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">9,951,356</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">9,951,356</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr> <tr id="xdx_406_ecustom--CommonStockIssuedForCash_zHDj0uGsfbqe" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Common stock issued for cash</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">10,008,095</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(10,008,095</td><td style="font: 10pt Times New Roman, Times,

Warrants exercised for cash		14,098		
Warrants issued for financing costs		412,241		
Common stock issued for conversion of accrued interest		588,524		
Common stock issued upon conversion of convertible debt and exercise of related				

[illegible]

StockIssuedDuringPeriodValueDividendReinvestmentPlan_zABJ06Gj07Ud" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Common shares issued for dividends on and conversion of Series A preferred stock</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">402,068</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(4</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">402,064</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr id="xdx_403_ecustom--ReclassificationOfFairValueOfWarrantLiabilityToEquityUponInitialPublicOffering_z5Mic" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Reclassification of fair value of warrant liability to equity upon initial public offering</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">881,553</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">881,553</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--NetIncomeLoss_zxnxLSWBTqm9" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Net loss</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(3,028,448</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(1,967,621</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(4,996,069</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td></tr> </table> </div><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <div id="xdx_C07_gL3SOECAPPATT-CTUD_zhhDmZ3MOnCh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"><table cellpadding="0" cellspacing="0" id="xdx_301_134_zrR4SWuEGbel" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Schedule of Error Corrections And Prior Period

Adjustments (Details)					
Consolidated Statement of Cash Flows for the year ended December 31, 2022					
		As Reported			
		Previously Reported			
		Restatement Axis			
		Revision Of Prior Period Reclassification Adjustment			
		Member			
		zeDLOhNW3Qh1			
		Adjustment			
		As Restated			
		Net Income Loss			
		zCatNeztmy4j			
		Net loss			
		\$			
		(3,028,448)			
		\$			
		(1,967,621)			
		\$			
		(4,996,069)			
		Change in fair value of derivative liabilities			
		189,000			
		189,000			
		Change in fair value of warrant liabilities			
		(94,025)			

[illegible]

Gain on interest relief on conversion of notes payable	12,625
Stock-based compensation	403,956
Accrued interest payable	13,177
Net cash used in operating activities	(2,710,454)
Net cash provided by used in operating activities	44,043

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

(13,844,512)	

Adjustments include adjustment to the carrying value of notes payable, including recognition of day 1 loss (decrease of \$7,351); identification of costs to be recorded against Series A Preferred Stock carrying value (decrease of \$89,118); and stock compensation adjustments (increase of \$8,009,461).

(2)	

Adjustments include reversal of dividend liability recorded (decrease of \$331,059); identification of deferred IPO costs (decrease of \$55,182); identification of costs to be recorded against Series A Preferred Stock carrying value (decrease of \$89,118); adjustment to the estimated fair value of warrant liability (increase of \$1,000); and adjustment to the estimated fair value of warrants (increase of \$1,000).

StatementEquityComponentsAxis__us-gaap--RetainedEarningsMember_zgMoO6wP2z63">240,930); adjustment to the carrying value of notes payable, including recognition of day 1 loss (increase of \$274,048); and stock compensation adjustments (increase of \$8,009,461).</td></tr></table></div><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p><p id="xdx_890_ecustom--ScheduleOfErrorCorrectionsAndPriorPeriodAdjustmentsTableTextBlock_gL3SOECAPPATTUD_zsjBbHmPqf0j" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The impact of the errors described above also impact the Company's Annual Report on Form 10-K for the years ended December 31, 2023 and December 31, 2022 within additional paid in capital and accumulated deficit, resulting in the preparation and filing of this Annual Report on Form 10-K/A.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; display: none; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Schedule of Error Corrections And Prior Period Adjustments </p><table cellpadding="0" cellspacing="0" id="xdx_308_134_znGv9IliqTXd" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%" summary="xdx: Disclosure - Schedule of Error Corrections And Prior Period Adjustments (Details)"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt">Consolidated Balance Sheet as of December 31, 2023</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" id="xdx_49C_20231231__srt--RestatementAxis__srt--ScenarioPreviouslyReportedMember_zwetAMD0zH8g" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">As Reported</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" id="xdx_49A_20231231__srt--RestatementAxis__srt--RevisionOfPriorPeriodReclassificationAdjustmentMember_zJmDSENBI7ie" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Adjustment</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" id="xdx_495_20231231_z4uPIYfsUoR7" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">As Restated</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr><tr id="xdx_40F_eus-gaap--AdditionalPaidInCapital_il_z2zeGbBRXc0g" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-

Additional paid in capital		19,543,363	
9,945,692		29,489,055	
Accumulated deficit		(15,487,612)	
(9,945,692)		(25,433,304)	

The following tables summarize the effect of the restatement on each financial statement line item as of the dates indicated:

Consolidated Balance Sheet as of December 31, 2022		Restatement Axis		Previously Reported Member	
As Reported		Adjustment		As Restated	
Additional paid in capital					

16,572,741

9,945,692	(1)	26,518,433
Accumulated deficit		
	(8,894,889)	

(9,945,692)

(18,840,581)	(2)	

Adjustments include corrections for stock compensation errors (increase of \$**7,843,052**); recognition of Series A Preferred Stock accrued dividends (decrease of \$**402,064**); correction of issuance cost recognition related to financing transactions (decrease of \$**402,064**)

id="xdx_905_ecustom--IncreaseDecreaseInIssuanceCost_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_us-gaap--AdditionalPaidInCapitalMember_zitiKyxDQta" title="Issuance cost">174,082);
corrections to the Company's initial classification and recognition of warrants issued in
financing transactions (decrease of \$<span
class="xdx_phnt_RGlzY2xvc3VyZSAatIFNjaGVkdWxHG9mIEVycm9yIENvcnJlY3Rpb25zIEF
id="xdx_90D_ecustom--IncreaseDecreaseInWarrants_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_us-gaap--AdditionalPaidInCapitalMember_z4WTuHUEYTV8" title="Warrants">416,266);
reclassifications of warrants from liability to equity (increase of \$<span
class="xdx_phnt_RGlzY2xvc3VyZSAatIFNjaGVkdWxHG9mIEVycm9yIENvcnJlY3Rpb25zIEF
id="xdx_904_ecustom--IncreaseDecreaseInWarrantsFromLiability_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_us-gaap--AdditionalPaidInCapitalMember_zor6OyzZQjoh" title="Warrants from liability">881,554);
correction in the application of extinguishment accounting
upon settlement of debt instruments (increase of \$<span
class="xdx_phnt_RGlzY2xvc3VyZSAatIFNjaGVkdWxHG9mIEVycm9yIENvcnJlY3Rpb25zIEF
id="xdx_90B_eus-gaap--DebtInstrumentIncreaseDecreaseForPeriodNet_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_us-gaap--AdditionalPaidInCapitalMember_zU6B5O7aL68l" title="Debt instrument">2,213,498).

(2)	Adjustments

include corrections for stock compensation errors (increase of \$<span
class="xdx_phnt_RGlzY2xvc3VyZSAatIFNjaGVkdWxHG9mIEVycm9yIENvcnJlY3Rpb25zIEF
id="xdx_902_eus-gaap--IncreaseDecreaseInDeferredCompensation_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_us-gaap--RetainedEarningsMember_zd2VlHHbtd9a" title="Stock compensation">8,009,461);
adjustment of the estimated Series A Preferred Stock warrant obligation fair value (increase of \$<span
class="xdx_phnt_RGlzY2xvc3VyZSAatIFNjaGVkdWxHG9mIEVycm9yIENvcnJlY3Rpb25zIEF
id="xdx_902_ecustom--IncreaseDecreaseInFairValueOfWarrants_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_us-gaap--RetainedEarningsMember_zRLAtmA54Yxc" title="Fair value of warrants">240,930);
reversal of accrued Series A Preferred Stock dividends (decrease of \$<span
class="xdx_phnt_RGlzY2xvc3VyZSAatIFNjaGVkdWxHG9mIEVycm9yIENvcnJlY3Rpb25zIEF
id="xdx_90D_eus-gaap--IncreaseDecreaseInDividendsReceivable_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_us-gaap--RetainedEarningsMember_zy6neiXuyb4a" title="Accrued dividends">402,064);
recognition of bifurcated derivatives and recording of loss at issuance (increase of \$<span
class="xdx_phnt_RGlzY2xvc3VyZSAatIFNjaGVkdWxHG9mIEVycm9yIENvcnJlY3Rpb25zIEF
id="xdx_907_eus-gaap--DerivativeGainLossOnDerivativeNet_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_us-gaap--RetainedEarningsMember_z3ChwofPyOih" title="Derivatives loss">296,151);
correction of issuance cost recognition related to financing transactions (decrease of \$<span
class="xdx_phnt_RGlzY2xvc3VyZSAatIFNjaGVkdWxHG9mIEVycm9yIENvcnJlY3Rpb25zIEF
id="xdx_903_ecustom--IncreaseDecreaseInIssuanceCost_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_us-gaap--RetainedEarningsMember_zRqr6Yrcet9e" title="Issuance cost">166,407);
and the aggregate adjustments to 2022 net loss as detailed below (increase of \$<span

[illegible]

	473,714	
Legal and professional		
	866,770	
	(44,043	
	822,727	
OperatingIncomeLoss_zmOcF5iBAFc8		
Net loss from operations		
	(2,554,278	
	210,452	
	(2,343,826	
InterestExpense_i01N_di_hus-gaap--		
RelatedPartyTransactionsByRelatedPartyAxis_us-gaap--		
NonrelatedPartyMember_zdoL3oeTEEU		
Interest expenses		
	(917,879	
	489,191	
	(428,688	
FinanceFee_i01N_di_zcGL6QyywMmb		
Financing fee		
	(189,912	

(189,912	
Change in fair value of derivative liabilities	
	(189,000
Change in fair value of warrant liabilities	
	94,025
	(492,700
	(398,675
Loss on extinguishment of debt	
	(1,795,652
	(1,795,652
Net loss	
	(3,028,448

New Roman, Times, Serif; text-align: left")></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(1,967,621</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(4,996,069</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr id="xdx_40D_eus-gaap--PreferredStockDividendsIncomeStatementImpact_iN_di_zRrY7MweYN9h" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Dividend on Series A Preferred Stock</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(71,009</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(331,055</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(402,064</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr id="xdx_409_ecustom--DeemedDividendOnExtinguishmentOfSeriesPreferredStock_iN_di_z5JuaOYNM0tj" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Deemed dividend on extinguishment of Series A Preferred Stock</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">--</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(439,427</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(439,427</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr id="xdx_406_ecustom--DeemedDividendOnModificationOfEquityclassifiedWarrantsAsRestated_iN_di_zNL0yHIX" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Deemed dividend on modification of equity-classified warrants, as restated</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> -- </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> (941,000 </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> (941,000 </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr id="xdx_402_ecustom--	

[illegible]

Net loss per shares - Diluted (2.72)

Net loss per shares - Diluted	(2.72)

Net loss per shares - Basic

Net loss per shares - Basic	(5.04)

Consolidated Statement of Stockholders' Equity as of December 31, 2022

Consolidated Statement of Stockholders' Equity as of December 31, 2022	
As Reported	Adjustment
Restated	As Restated
Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs	Common stock issued for cash upon initial public offering and exercise of warrants, net of issuance costs
\$	\$
9,951,356	

9,951,356			
Common stock issued for cash			
			10,008,095
(10,008,095)			
—			
Warrants exercised for cash			
			14,098
(14,098)			
—			
Warrants issued for financing costs			
			412,241
			(397,579)
			(14,662)
Common stock issued for conversion of accrued interest			
			588,524

[illegible]

Dividends on Series A preferred stock		(71,009)	
		(331,055)	
		(402,064)	
Stock Issued During Period Value Dividend Reinvestment Plan_zABJ06Gj07Ud			
Common shares issued for dividends on and conversion of Series A preferred stock		402,068	
		4	
		402,064	
Reclassification Of Fair Value Of Warrant Liability To Equity Upon Initial Public Offering_z5Mie			
Reclassification of fair value of warrant liability to equity upon initial public offering			
		881,553	
		881,553	
Net Income Loss_zxnXLSWBTqm9			
Net loss			
		(3,028,448)	
		(1,967,621)	
		(4,996,069)	

[illegible]

Change in fair value of warrant liabilities	(94,025)	492,700	398,675
Amortization of debt discount and finance fees	885,505	(508,121)	377,384
Loss on settlement of convertible debt	—		
Fair value of freestanding instruments in excess of proceeds	1,795,652	1,795,652	—
	189,912		

GainOnInterestReliefOnConversionOfNotesPayable_i01N_di_zbi2XyEBcw01	
Gain on interest relief on conversion of notes payable	12,625
ShareBasedCompensation_i01_z9JN5YP8HCA2	
Stock-based compensation	403,956
IncreaseDecreaseInInterestPayableNet_i02_zdwCVGgYjudb	
Accrued interest payable	13,177
NetCashProvidedByUsedInOperatingActivities_i01T_zS9xgAWVXgZ6	
Net cash used in operating activities	(2,710,454)
NetCashProvidedByUsedInOperatingActivities_i01T_zS9xgAWVXgZ6	
Net cash used in operating activities	44,043

[illegible]

ProceedsFromConvertibleDebt_i01_zX9wJ2hh4D47" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Proceeds from convertible notes payable</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">600,715</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(50,000</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">550,715</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr><tr id="xdx_402_ecustom--ProceedsFromNotesPayableAndWarrants_i01_zB9jBkRcOoei" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Proceeds from notes payable and warrants</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">50,000</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">50,000</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr><tr id="xdx_401_ecustom--PaymentForFinanceCostsRelatedToConvertibleNotePayable_i01N_di_z6JPbHWUrvqj"

[illegible]

[illegible]

[illegible]

\$	881,553

<table> <tr> <td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt;">Consolidated Balance Sheet as of December 31, 2021</td> <td style="font: bold 10pt Times New Roman, Times, Serif;"></td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; border-bottom: Black 1pt solid; text-align: center;">As Reported</td> <td style="font: bold 10pt Times New Roman, Times, Serif;"></td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; border-bottom: Black 1pt solid; text-align: center;">Adjustment</td> <td style="font: bold 10pt Times New Roman, Times, Serif;"></td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; border-bottom: Black 1pt solid; text-align: center;">As Restated</td> <td style="font: bold 10pt Times New Roman, Times, Serif;"></td> </tr> <tr> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255);"> <td style="font: 10pt Times New Roman, Times, Serif; width: 52%; text-align: left;">Additional paid in capital</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right;">4,150,948</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right;">12,063,940</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> </td></tr> <tr> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White;"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">Accumulated Deficit</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right;">(5,795,432)</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">(1)</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right;">(5,795,432)</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> </td></tr> </table>		Consolidated Balance Sheet as of December 31, 2021		As Reported			Adjustment			As Restated			<td style="font: 10pt Times New Roman, Times, Serif; width: 52%; text-align: left;">Additional paid in capital</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right;">4,150,948</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right;">12,063,940</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td>		Additional paid in capital			4,150,948				12,063,940		<td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">Accumulated Deficit</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right;">(5,795,432)</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">(1)</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right;">(5,795,432)</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td>		Accumulated Deficit		(5,795,432)		(1)		(5,795,432)	
Consolidated Balance Sheet as of December 31, 2021		As Reported			Adjustment			As Restated																									
<td style="font: 10pt Times New Roman, Times, Serif; width: 52%; text-align: left;">Additional paid in capital</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right;">4,150,948</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right;">12,063,940</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left;"></td>		Additional paid in capital			4,150,948				12,063,940																								
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Additional paid in capital

(8,049,080)	(2)	
(13,844,512)		

Adjustments include adjustment to the carrying value of notes payable, including recognition of day 1 loss (decrease of \$

IncreaseDecreaseInNotesPayableCurrent_c20210101_20211231_us-gaap--StatementEquityComponentsAxis_us-gaap--AdditionalPaidInCapitalMember_zrVTszjRgvfk title="Increase decrease of notes payable">7,351); identification of costs to be recorded against Series A Preferred Stock carrying value (decrease of \$

IncreaseDecreaseInPreferredStock_c20210101_20211231_us-gaap--StatementEquityComponentsAxis_us-gaap--AdditionalPaidInCapitalMember_z9D7ZPSm7tvh title="Increase decrease in preferred stock">89,118); and stock compensation adjustments (increase of \$

IncreaseDecreaseInDeferredCompensation_c20210101_20211231_us-gaap--StatementEquityComponentsAxis_us-gaap--AdditionalPaidInCapitalMember_zC6A1A5rc68l title="Stock compensation">8,009,461).

(2)	

Adjustments include reversal of dividend liability recorded (decrease of \$

IncreaseDecreaseInDividendLiability_c20210101_20211231_us-gaap--StatementEquityComponentsAxis_us-gaap--RetainedEarningsMember_zOEhXcORUos1 title="Increase decrease in dividend liability">331,059); identification of deferred IPO costs (decrease of (\$

IncreaseDecreaseInIssuanceCost_c20210101_20211231_us-gaap--StatementEquityComponentsAxis_us-gaap--RetainedEarningsMember_z0GxIljb7SUi>55,182); identification of costs to be recorded against Series A Preferred Stock carrying value (decrease of \$

IncreaseDecreaseInPreferredStock_c20210101_20211231_us-gaap--StatementEquityComponentsAxis_us-gaap--RetainedEarningsMember_zEh9jrsYbyoh>89,118

family: Times New Roman, Times, Serif; font-size: 10pt">); adjustment to the estimated fair value of warrant liability (increase of \$240,930); adjustment to the carrying value of notes payable, including recognition of day 1 loss (increase of \$274,048); and stock compensation adjustments (increase of \$8,009,461).</td></tr></table> 19543363994569229489055-15487612-9945692-2543330416572741994569226518433-8894889-9945692-18840581784305240206417408241626688155422134988009461240930402064296151-1013271047385538796-65082473714866770-44043822727-2554278210452-2343826917879-489191428688189912189912-189000-189000-94025492700398675-1795652-1795652-3028448-1967621-499606971009331055402064439427439427941000941000-31423-31423-3099457-3647680-6747137-2.32-2.32-2.72-2.72-5.04-5.049951356995135610008095-1000809514098-14098412241-39757914662588524-5885241199916119991657647615766482153124403956-16640923754771009331055402064402068-4402064881553881553-3028448-1967621-4996069-3028448-1967621-4996069-189000-189000-94025492700398675885505-50812137738417956521795652189912189912-1262512625403956-166409237547-131773155518378-271045444043-266641110022193-266809995513600715-500005507155000050000173631736310622908-4404310578865588524611392119991657647615766482153124402068-440206487270412241-397579146628815538815534150948791299212063940-5795432-8049080-13844512735189118800946133105955182891182409302740488009461<p id="xdx_80B_eus-gaap--SignificantAccountingPoliciesTextBlock_zAbDMxtvqVkb" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">Note 3 – Summary of Significant Accounting Policies</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"> </p> <p id="xdx_84B_eus-gaap--BasisOfAccountingPolicyPolicyTextBlock_zJYURIS0DRR8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Basis of Presentation</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i> </i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">These consolidated financial statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The

consolidated financial statements and disclosures have been prepared using the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").

Basis of Consolidation

The consolidated financial statements have been prepared on a consolidated basis with those of the Company's wholly-owned subsidiaries, Shuttle Pharmaceuticals, Inc. and Shuttle Diagnostics, Inc. All intercompany transactions and balances have been eliminated.

Reclassifications

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Significant estimates are contained in the accompanying consolidated financial statements for the recognition of research and development expenses, valuation of warrants and valuation of bifurcated derivative liabilities and other financial instruments.

Cash and Cash Equivalents

Cash and cash equivalents include cash in bank accounts and money market funds with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. As of December 31, 2023 and 2022, cash and cash equivalents consisted of the following:

	December 31,	December 31,
	2023	2022
Cash	1,550,098	5,411,378
Money market funds		

As of December 31, 2023, the marketable securities held by the Company, which are classified as trading marketable securities, consisted of an outstanding balance of \$2,887,215. During the year ended December 31, 2023, the Company recognized interest income of \$52,855, realized gains of \$4,970, and unrealized gains of \$71,568. The were

marketable securities as of December 31, 2022.

Fair Value of Financial Instruments Policy

Fair Value of Financial Instruments

The Company follows accounting guidelines on fair value measurements for financial instruments measured on a recurring basis, as well as for certain assets and liabilities that are initially recorded at their estimated fair values. Fair value is defined as the exit price, or the amount that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Company uses the following three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs to value its financial instruments:

<i>Level 1: Observable inputs such as unadjusted quoted prices in active markets for identical instruments.</i>	

justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Level 2: Quoted prices for similar instruments that are directly or indirectly observable in the marketplace.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Level 3: Significant unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires a significant judgment or estimation.</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires the Company to make judgments and consider factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded, may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The carrying amounts of the Company's financial instruments including cash and cash equivalents, prepaid expenses, accounts payable and accrued liabilities approximate fair value due to the short-term maturities of these instruments.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p id="xdx_897_eus-gaap--ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock_zS" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Set out below are the Company's financial instruments that are required to be remeasured at fair value on a recurring basis and their fair value hierarchy as of December 31, 2023:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis</p> <table cellpadding="0"

December 31, 2023					
Level 1					
Level 2					
Level 3					
Carrying Value					
Assets					
Liabilities					
Equity					
Marketable Securities:					
Cash					
Accounts Receivable					
Inventory					
Prepaid Expenses					
Property, Plant, and Equipment					
Intangible Assets					
Goodwill					
Accounts Payable					
Accrued Liabilities					
Deferred Tax Liabilities					
Long-Term Debt					
Preferred Stock					
Common Stock					
Retained Earnings					

[illegible]

[illegible]

	3,852
Total Liabilities	\$—
	\$—
	\$—
	414,512
	414,512

During the year ended December 31, 2022, the Company had non-derivative warrant liabilities that were measured at fair value on a recurring basis. Each of these fair value measurements was considered to be a Level 3 measurement by the Company as they used significant unobservable inputs, such as the Company's pre-IPO stock price, probability of event occurrence and other management estimates. The key inputs for each of these warrant liabilities were as follows:

Schedule of Key Inputs of Warrant Liabilities
Warrant Liability - Series A Preferred Stock Obligation
December 31, 2021

Reclassification Date		
Estimated fair value of Company's stock 40.00 \$		
Estimated fair value of company's stock 32.50 \$		
Exercise price (based on estimated IPO or Listing terms at issuance) \$ 40.00 \$		
Exercise price 166.56		
Exercise price 32.00		
Number of warrants (based on estimated Series A Preferred Stock conversion shares upon IPO or Listing at issuance)		

[illegible]

FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__us-gaap--
MeasurementInputRiskFreeInterestRateMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_z78eGWXIszP4"
title="Warrants and rights outstanding measurement input">1.08</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td
style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: center"></td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: center"><span id="xdx_904_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_dp_uPure_c20221231__us-
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__us-gaap--
MeasurementInputRiskFreeInterestRateMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zbRqcuFc7Kx4"
title="Warrants and rights outstanding measurement input">3.44</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr><tr
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-
color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align:
left">Estimated IPO date</td><td style="font: 10pt Times New Roman, Times,
Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
center"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
center">
<span id="xdx_909_eus-gaap--
WarrantsAndRightsOutstandingMaturityDate_il_dd_c20211231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_z7abpz07AmNb"
title="Estimated IPO date">9/30/2022</td><td style="font: 10pt
Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times
New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times,
Serif; text-align: center"></td><td style="font: 10pt Times New Roman, Times, Serif;
text-align: center"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt"><span id="xdx_905_eus-gaap--
WarrantsAndRightsOutstandingMaturityDate_il_c20221231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zreHcuEZR3gi"
title="Estimated IPO date">—
</td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align:
bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New
Roman, Times, Serif; text-align: left">Estimated Term</td><td style="font: 10pt Times
New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times,
Serif; text-align: center"></td><td style="font: 10pt Times New Roman, Times, Serif;
text-align: center"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt"><span id="xdx_90B_eus-gaap--
WarrantsAndRightsOutstandingTerm_il_dtY_c20211231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_z815JlVntnri"
title="Estimated Term">3.75 years</td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New
Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif;
text-align: center"></td><td style="font: 10pt Times New Roman, Times, Serif; text-
align: center"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"><span id="xdx_90B_eus-gaap--
WarrantsAndRightsOutstandingTerm_il_dtY_c20221231__us-gaap--

FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_z1GevZdwSllc"
title="Estimated Term">3.00 years</td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times
New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">Probability of IPO
or Listing Occurring</td><td style="font: 10pt Times New Roman, Times,
Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
center"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
center"><span id="xdx_90F_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_dp_uPure_c20211231__us-
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__custom--
MeasurementInputProbabilityOfIPOListingOccurringMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zkufhmucDUH"
title="Warrants and rights outstanding measurement input">90</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td
style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: center"></td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: center"><span id="xdx_901_eus-gaap--
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gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__custom--
MeasurementInputProbabilityOfIPOListingOccurringMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zP3rqfuREZce"
title="Warrants and rights outstanding measurement input"><span style="-sec-ix-
hidden: xdx2ixbrl2576">—</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New
Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">Probability of IPO
as "Qualified IPO"</td><td style="font: 10pt Times New Roman, Times, Serif"></td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: center"></td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: center"><span
id="xdx_90D_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_dp_uPure_c20211231__us-
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__custom--
MeasurementInputProbabilityOfQualifiedIPOMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zKZbZZdwX904"
title="Warrants and rights outstanding measurement input">33</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td
style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: center"></td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: center"><span id="xdx_903_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_dp_uPure_c20221231__us-
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__custom--
MeasurementInputProbabilityOfQualifiedIPOMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zAVfbA32ifU9"
title="Warrants and rights outstanding measurement input"><span style="-sec-ix-
hidden: xdx2ixbrl2580">—</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New
Roman, Times, Serif; vertical-align: bottom; background-color: White"><td

Probability of IPO as Listing

WarrantsAndRightsOutstandingMeasurementInput_iI_pid_dp_uPure_c20211231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputProbabilityOfIPOListingMember_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilitySeriesAPreferredStockObligationMember_zao8vkaRcnof	67
%	
WarrantsAndRightsOutstandingMeasurementInput_iI_pid_dp_uPure_c20221231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputProbabilityOfIPOListingMember_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilitySeriesAPreferredStockObligationMember_zKRwLLcGWTNc	—
Estimated fair value	334,955
\$	
Estimated fair value	756,723

Warrant Liability - August 2022

Warrants	Issuance Dates	Reclassification/Settlement Date

Estimated fair value of Company's stock		
\$		
EstimatedFairValue_iI_pid_c20211231_us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_z9nZuNwXlNZ9		Estimated fair value of company's stock
32.00		
\$		
EstimatedFairValue_iI_pid_c20221231_us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_z9B1oFEU8qSd		Estimated fair value of company's stock
32.50		
Exercise price		
\$		
Estimated fair value of company's stock		
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20211231_us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zL1GvJpV5Cld		Exercise price
20.00		
\$		
Estimated fair value of company's stock		
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20221231_us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_z7OvmG4tIEqi		Exercise price
20.00		
Number of warrants		
Estimated fair value of company's stock		
ClassOfWarrantOrRightOutstanding_iI_pid_c20211231_us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zZ3lsYq0BOS3		Number of warrants
6,250		
Estimated fair value of company's stock		
ClassOfWarrantOrRightOutstanding_iI_pid_c20221231_us-gaap--		

FairValueByFairValueHierarchyLevelAxis__us-gaap-- FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom-- WarrantLiabilityAugustTwentyTwoWarrantsMember_zWW3jeBT6Epe" title="Number of warrants">6,250</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr>

fair value of company's stock">2.7</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">3.3</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Estimated fair value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">146,624</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">151,726</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif">Warrant Liability - Boustead Placement Agent Warrants</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Issuance Dates</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Reclassification Date</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; width: 60%; text-align:

[illegible]

<u>FairValueByFairValueHierarchyLevelAxis__us-gaap--</u> <u>FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--</u> <u>WarrantLiabilityBousteadPlacementAgentWarrantsMember_zgcbWp2u3FLf"</u> <u>title="Number of warrants">2,581</td><td style="font: 10pt Times New</u> <u>Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New</u> <u>Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: left">Remaining</u> <u>term</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated</u> <u>fair value of company's stock"><span style="font-family: Times New Roman, Times,</u> <u>Serif; font-size: 10pt"><span id="xdx_90B_eus-gaap--</u> <u>WarrantsAndRightsOutstandingTerm_iI_dtY_c20211231__us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis__us-gaap--</u> <u>FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--</u> <u>WarrantLiabilityBousteadPlacementAgentWarrantsMember_zXIPSshDbQ7"</u> <u>title="Estimated Term">5.0 years</td><td style="font: 10pt Times</u> <u>New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New</u> <u>Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif;</u> <u>text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-</u> <u>align: right" title="Estimated fair value of company's stock"><span style="font-family:</u> <u>Times New Roman, Times, Serif; font-size: 10pt"><span id="xdx_90C_eus-gaap--</u> <u>WarrantsAndRightsOutstandingTerm_iI_dtY_c20221231__us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis__us-gaap--</u> <u>FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--</u> <u>WarrantLiabilityBousteadPlacementAgentWarrantsMember__srt--RangeAxis__srt--</u> <u>MinimumMember_zXzeaxUL0tM4" title="Estimated Term">4.4-- <span</u> <u>id="xdx_90C_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20221231__us-</u> <u>gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--</u> <u>FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--</u> <u>WarrantLiabilityBousteadPlacementAgentWarrantsMember__srt--RangeAxis__srt--</u> <u>MaximumMember_zLzgZeRBaps9" title="Estimated Term">4.5 years></u> <u></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></u> <u></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom;</u> <u>background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times,</u> <u>Serif">Volatility</td><td style="font: 10pt Times New Roman, Times, Serif"> </td></u> <u><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated</u> <u>fair value of company's stock"><span id="xdx_90E_eus-gaap--</u> <u>WarrantsAndRightsOutstandingMeasurementInput_iI_pid_dp_uPure_c20211231__us-</u> <u>gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--</u> <u>FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__us-gaap--</u> <u>MeasurementInputPriceVolatilityMember__us-gaap--</u> <u>StatementEquityComponentsAxis__custom--</u> <u>WarrantLiabilityBousteadPlacementAgentWarrantsMember_z1Fa93A6ZRvi"</u> <u>title="Warrants and rights outstanding measurement input">86.1</td><td</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td</u> <u>style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times</u> <u>New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New</u> <u>Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock"></u> <u><span id="xdx_902_eus-gaap--</u> <u>WarrantsAndRightsOutstandingMeasurementInput_iI_pid_dp_uPure_c20221231__us-</u> <u>gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--</u> <u>FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__us-gaap--</u> <u>MeasurementInputPriceVolatilityMember__us-gaap--</u> <u>StatementEquityComponentsAxis__custom--</u> <u>WarrantLiabilityBousteadPlacementAgentWarrantsMember_zNweZGNbvpN3"</u> <u>title="Warrants and rights outstanding measurement input">82.5</td><td</u>	

Risk-free interest rate	Estimated fair value of company's stock 1.8 2.0 3.4
	Estimated fair value \$ \$ \$

Estimated fair value

92,336

64,140

margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">A rollforward of these warrant liabilities for the year ended December 31, 2022 is as follows:</p> <p id="xdx_89E_ecustom--ScheduleofWarrantLiabilitiesTableTextBlock_ztBVEOc64Ov8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> Schedule of Warrant Liabilities</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Warrant Liability – Series A Preferred Stock Obligation</td> <td style="font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; width: 78%">Balance, December 31, 2021 (as restated) </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td> <td id="xdx_98F_ecustom--WarrantLiabilities_iS_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilitySeriesAPreferredStockObligationMember_zNsPYB7LzPi3" style="font: 10pt Times New Roman, Times, Serif; width: 18%; text-align: right" title="Warrant liabilities">334,955</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">Issued</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td id="xdx_982_ecustom--WarrantLiabilitiesIssued_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilitySeriesAPreferredStockObligationMember_zF5OjxZXZTJg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Issued">

Roman, Times, Serif; font-size: 10pt"> </td><td id="xdx_983_ecustom--WarrantLiabilitiesExercised_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilitySeriesAPreferredStockObligationMember_ztUOfervEfb" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Exercised (settled)"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> Loss on change in fair value </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td id="xdx_986_ecustom--GainOnChangeInFairValue_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilitySeriesAPreferredStockObligationMember_z5rYb9iCCVZc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain on change in fair value"> 421,768 </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> Reclassifications to stockholders' equity </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td id="xdx_988_ecustom--ReclassificationsToStockholdersEquity_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilitySeriesAPreferredStockObligationMember_z7151H6TNz22" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Reclassifications to stockholders' equity"> (756,723 </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif"> Balance, December 31, 2022 </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td id="xdx_98F_ecustom--WarrantLiabilities_iE_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilitySeriesAPreferredStockObligationMember_z6PdrHa7bupe" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Warrant liabilities"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <table

cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Warrant Liability - August 2022 Warrants</td> <td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">Balance, December 31, 2021 (as restated)</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td id="xdx_98A_ecustom--WarrantLiabilities_iS_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zlZwC2L7J5Eg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Warrant liabilities">-</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; width: 78%">Issued</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td> <td id="xdx_988_ecustom--WarrantLiabilitiesIssued_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zleMYiGkql7i" style="font: 10pt Times New Roman, Times, Serif; width: 18%; text-align: right" title="Issued">146,624</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Exercised (settled)</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td id="xdx_980_ecustom--WarrantLiabilitiesExercised_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zhb4cBwGbSah" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Exercised (settled)">(91,036</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">) </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Loss on change in fair value</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td id="xdx_984_ecustom--GainOnChangeInFairValue_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zXN8bvqeOFH" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Loss on change in fair value">5,102</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Reclassifications to stockholders' equity</td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td id="xdx_988_ecustom--ReclassificationsToStockholdersEquity_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zs8LAb6YMjX" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Reclassifications to stockholders' equity">(60,690</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr>

Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left")></td></tr>	
<tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White">	
<td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt">Balance, December 31, 2022</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_986_ecustom--WarrantLiabilities_iE_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zawcjTzKvje2" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Warrant liabilities">--</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"></td></tr>	

</p>

<tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom">	
</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Warrant Liability--Boustead Placement Agent Warrants</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr>	
<td style="font: 10pt Times New Roman, Times, Serif">Balance, December 31, 2021 (as restated)</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_983_ecustom--WarrantLiabilities_iS_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zol065gJ4hZg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Warrant liabilities">--</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr>	
<td style="font: 10pt Times New Roman, Times, Serif; width: 78%">Issued</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td><td id="xdx_983_ecustom--WarrantLiabilitiesIssued_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zHGwX8iZluNe" style="font: 10pt Times New Roman, Times, Serif; width: 18%; text-align: right" title="Issued">92,336</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td></tr>	
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Exercised (settled)</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_989_ecustom--WarrantLiabilitiesExercised_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_ziqTyVquujLg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Exercised (settled)">--</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr>	
<td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">Gain on change in fair value</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr>	

(Gain on change in fair value)

	Reclassification to stockholders' equity	(28,196)
	Balance, December 31, 2022	64,140

Warrant liabilities

Refer to Note 7 for additional background on the reclassification of warrant liabilities to equity. See Note 8 for additional disclosures related to the fair value of the Company's derivative liabilities.

We determine if an arrangement is a lease at inception. Operating leases are included in operating

lease right-of-use asset ("ROU"), operating lease liability - current, and operating lease liability - noncurrent on the consolidated balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in our consolidated balance sheets. The Company did not utilize any financing that required recognition of finance leases during the years ended December 31, 2023 and 2022.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the estimated rate of interest for collateralized borrowing, over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Leases with a lease term of 12 months or less at inception are not recorded on our consolidated balance sheets and are expensed on a straight-line basis over the lease term in our statement of operations. We have lease agreements with lease and non-lease components, which are generally accounted for separately.

The Company determines the present value of minimum future lease payments for operating leases by estimating a rate of interest that it would have to pay to borrow on a collateralized basis over a similar term, an amount equal to the lease payments and a similar economic environment (the "incremental borrowing rate" or "IBR"). The Company determines the appropriate IBR by identifying a reference rate and making adjustments that take into consideration financing options and certain lease-specific circumstances. For the reference rate, the Company used an equity built up, risk adjusted rate, as the implicit interest rate.

PropertyPlantAndEquipmentPolicyTextBlock_z8MmAaVMdZR3

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Expenditures for maintenance and repairs are charged to expense as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the

respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives as follows:

Schedule of Useful Lives for Property Plant Equipment			
Furniture			
Computers and equipment			
Research Equipment			
Derivative Financial Instruments			

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative

instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations.

For our derivative financial instruments, the Company utilizes the most appropriate valuation model (such as Monte Carlo simulations or probability-weighted expected return models, based on the nature of the terms of the instrument) to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the consolidated balance sheet sheets as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within twelve (12) months of the balance sheet date.

Convertible Notes

The Company evaluates its convertible notes for embedded features and bifurcates these features (such as conversion options and redemption options) from their host instruments and accounts for them as free standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

Warrants

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments

pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. Finally, the Company determines if the warrants meet the definition of a derivative based on their contractual terms. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and at each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the

consolidated statements of operations. The Company also evaluates if changes in contractual terms or other considerations would result in the reclassification of outstanding warrants from liabilities to stockholders' equity (or vice versa).

The fair value of the warrants is estimated using a Black-Scholes pricing model or a Monte Carlo simulation.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the asset may not be fully recoverable. Recoverability of assets is measured by a comparison of the carrying amount of an asset to the estimated undiscounted cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated future cash flows, an impairment charge will be recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. There were no impairments of long-lived assets during the periods presented.

Stock-Based Compensation

ShareBasedCompensationOptionAndIncentivePlansPolicy_zH6lgVCffzOf

Stock-Based Compensation

Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Compensation cost for stock awards, which include restricted stock units ("RSUs"), is measured at the fair value on the grant date and recognized as expense, over the related service or performance period. The fair value of stock awards is based on the quoted price of our common stock on the grant date. Compensation expense related to the RSUs is reduced by the fair value of the units that are forfeited by employees that leave the Company prior to vesting as they occur. Compensation cost for RSUs are recognized using the straight-line method over the requisite service period.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p id="xdx_84E_eus-gaap--ResearchAndDevelopmentExpensePolicy_zvRlhX5DOMC2" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Research and Development Expenses</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Research and development expenses are charged to expense as incurred. Research and development expenses include, but are not limited to, product development, clinical and regulatory expenses, payroll and other personnel expenses, which include a certain portion of our chief executive officer, chief operating officer, chief financial officer and directors' compensation. For the year ended December 31, 2023 and 2022, a portion of personnel-related expenses and stock-based compensation expense for these individuals totaling \$0.8 million and \$0.5 million, respectively, was included within research and development due to their active involvement in the research and development activities, materials, supplies, related subcontract expenses, and consulting costs.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Regarding the accounting treatment for reimbursements, GAAP provides limited guidance on the accounting for government grants received by for-profit companies. In accordance with ASC Topic 832, <i>Government Assistance</i>, as adopted January 1, 2022, we disclose certain types of government assistance received in the notes to the consolidated financial statements that includes: a) the nature of the transaction including the nature of the assistance being given, b) the accounting policies being used to account for the transaction and c) other provisions of relevance, where required. Depending on the type of grant or contract, we understand there is more than one acceptable alternative for the accounting treatment – a reduction of costs, a deferred credit to be amortized, revenue or other income. The Company has concluded that reimbursements received for R&D expenses incurred, are more akin to a reduction of costs and applies reimbursements against incurred research costs. For the years ended December 31, 2023 and 2022, we recorded \$<span id="xdx_900_eus-gaap--OtherResearchAndDevelopmentExpense_pn5n6_c20230101_20231231_zY9s230h9slk"

Research and development, net of contract expense reimbursements > 3.5 million and \$ **OtherResearchAndDevelopmentExpense** pn5n6_c20220101_20221231_zuzMe32hXUdd' **Research and development, net of contract expense reimbursements** > 1.0 million in Research and development, net of contract expense reimbursements, respectively.

Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740, **Income Taxes**. ASC 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, the Company does not foresee generating taxable income in the near future and utilizing its deferred tax asset, therefore, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Under ASC 740, a tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The Company has no material uncertain tax positions for any of the reporting periods presented.

Segment Information

Operating segments are defined as components of an enterprise about which separate and discrete information is available for evaluation by the chief operating decision-maker (“CODM”) in deciding how to allocate resources and assess performance. The Company and the Company’s CODM, the Company’s chief executive

officer, evaluates the Company's operations and manages its business as a

NumberOfReportableSegments_dxL_uInteger_c20230101_20231231_z3kfWGafUOSj"
title="Number of reportable operating segments::XDX::1"><span style="sec-ix-
hidden: xdx2ixbrl2724">single operating segment. All of the
Company's long-lived assets are held in the United States.</p>

<p style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align:
justify">
<i> </i></p>

<p id="xdx_841_eus-gaap-
EarningsPerSharePolicyTextBlock_zsQXKiX1zFa6" style="font: 10pt Times New
Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt"><i><span
id="xdx_86B_zwbvAHY1H46">Net Loss Per Common Stock</i>
</p>

<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-
bottom: 0pt; text-align: justify"><span style="font-family: Times New Roman, Times,
Serif; font-size: 10pt"> </p>

<p style="font: 10pt Times New Roman, Times,
Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-
family: Times New Roman, Times, Serif; font-size: 10pt">Net loss per share of common
stock requires presentation of basic earnings per common share on the face of the
statements of operations for all entities with complex capital structures and requires a
reconciliation of the numerator and denominator of the basic earnings per share
computation. In the accompanying consolidated financial statements, basic loss per
common share is computed by dividing net loss attributable to common stockholders
by the weighted average number of shares of common stock outstanding during the
year. Diluted earnings per share is computed by dividing net income attributable to
common stockholders by the weighted average number of shares of common stock
outstanding and potentially dilutive shares of common stock during the period to
reflect the potential dilution that could occur from common shares issuable through
convertible securities, contingent share arrangements, stock options and warrants
unless the result would be antidilutive.</p>

<p style="font: 10pt Times New
Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> </p>

<p
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt">The dilutive effect of restricted stock units and other stock-based
payment awards subject to vesting and common stock warrants is calculated using the
"treasury stock method," which assumes that the "proceeds" from the exercise of these
instruments are used to purchase common shares at the average market price for the
period. The dilutive effect of convertible securities is calculated using the "if-converted
method." Under the if-converted method, securities are assumed to be converted at the
beginning of the period, and the resulting shares of common stock are included in the
denominator of the diluted calculation for the entire period being presented.
</p>

<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-
bottom: 0pt; text-align: justify"><span style="font-family: Times New Roman, Times,
Serif; font-size: 10pt"> </p>

<p id="xdx_89A_eus-gaap-
ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlk
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt">For the years ended December 31, 2023 and 2022, the following
common stock equivalents were excluded from the computation of diluted net loss per
share as the result of the computation was anti-dilutive.</p>

<p style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align:
justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> Schedule
of Anti-dilutive Securities Excluded from Computation of Earnings Per Share
</p>

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Times, Serif; border-collapse: collapse; width: 100%">

<tr style="font: 10pt Times New
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	December 31,	
	December 31,	
2023	2022	
(as restated)		
Convertible notes (Note 6)		
119,939		
Warrants (Note 7)		

gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect
gaap--WarrantMember_zTBnTL30YwS6" title="Warrants">184,000</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td
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New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: right"><span id="xdx_90B_eus-gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2022010
gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect
gaap--WarrantMember_zqNikXfwpn3" title="Warrants">47,831</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-
color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-
align: left; padding-bottom: 1.5pt">Restricted stock units (Note 7)</td><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-
align: left"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New
Roman, Times, Serif; text-align: right"><span id="xdx_908_eus-gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2023010
gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect
gaap--RestrictedStockUnitsRSUMember_zdGWy7MsXoId" title="Restricted stock
units">24,731</td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman,
Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt
solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-
align: right"><span id="xdx_901_eus-gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2022010
gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect
gaap--RestrictedStockUnitsRSUMember_z0jPrngUZSA1" title="Restricted stock
units">2,966</td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font: 10pt Times New
Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td
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Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 2.5pt
double; font: 10pt Times New Roman, Times, Serif; text-align: right"><span
id="xdx_903_eus-gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2023010
title="Anti-dilutive securities">328,670</td><td style="font: 10pt Times New
Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font:
10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td
style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif;
text-align: left"> </td><td style="border-bottom: Black 2.5pt double; font: 10pt Times
New Roman, Times, Serif; text-align: right"><span id="xdx_907_eus-gaap--
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2022010
title="Anti-dilutive securities">50,797</td><td style="font: 10pt Times New
Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p
id="xdx_8AD_z9ZYST80qrw2" style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"> </p> <p id="xdx_847_eus-
gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zhkiORiMnfDe"
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;

Recent Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The guidance is effective for the Company's fiscal years beginning after February 1, 2025, with early adoption permitted. The Company does not expect the adoption of this standard to have any material impact on its financial statements.

There have been no other recent accounting pronouncements, changes in accounting pronouncements or recently adopted accounting guidance during the year ended December 31, 2023 that are of significance or potential significance to the Company.

Basis of Presentation

These consolidated financial statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The consolidated financial statements and disclosures have been prepared using the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").

Basis of Consolidation

The consolidated financial statements have been prepared on a consolidated basis with those of the Company's wholly-owned subsidiaries, Shuttle Pharmaceuticals, Inc. and Shuttle Diagnostics, Inc. All intercompany transactions and balances have been eliminated.

Reclassifications

Certain prior year

amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Significant estimates are contained in the accompanying consolidated financial statements for the recognition of research and development expenses, valuation of warrants and valuation of bifurcated derivative liabilities and other financial instruments.

Cash and Cash Equivalents

Cash and cash equivalents include cash in bank accounts and money market funds with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. As of December 31, 2023 and 2022, cash and cash equivalents consisted of the following:

<i>Schedule of Cash and Cash Equivalents</i>
Cash and cash equivalents

[illegible]

Periodically, the Company may carry cash balances at financial institutions in excess of the federally insured limit of \$250,000 per institution. The amount in excess of the FDIC insurance as of December 31, 2023 was approximately \$1,849,000. The Company has not experienced losses on these accounts and management believes, based upon the quality of the financial institutions, that the credit risk with regard to these deposits is not significant.

Cash and cash equivalents include cash in bank accounts and money market funds with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. As of December 31, 2023 and 2022, cash and cash equivalents consisted of the following:

<i>Schedule of Cash and Cash Equivalents</i>				
		<i>December 31,</i>		
		<i>2023</i>	<i>2022</i>	
Cash				\$1,550,098

1%; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right">5,411,378</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td></tr><tr id="xdx_40F_eus-gaap--MoneyMarketFundsAtCarryingValue_iI_maCACEAzWH_zcm4W1anTTq3" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Money market funds</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">1,026,318</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">3,005,825</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td></tr><tr id="xdx_402_eus-gaap--CashAndCashEquivalentsAtCarryingValue_iTI_mtCACEAzWH_zX7Outpmi7lk" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 2.5pt">Total cash and cash equivalents</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">2,576,416</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">8,417,203</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"></td></tr></table> 1550098541137810263183005825257641684172032500001849000<p id="xdx_845_eus-gaap--MarketableSecuritiesPolicy_zKSKiZlFX8Je" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Marketable Securities</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Our investments in debt securities are carried at fair value. Investments in debt securities that are not classified as held-to-maturity are carried at fair value and classified as either trading or available-for-sale. Realized and unrealized gains and losses on trading of debt securities are charged to income.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">As of December 31, 2023, the marketable securities held by the Company, which are classified as trading marketable securities, consisted of an outstanding balance of \$2,887,215. During the year ended December 31, 2023, the Company recognized interest income of \$<span id="xdx_90D_eus-gaap--

InterestIncomeExpenseNet_c20230101_20231231_zh1VKYEMYToh" title="Interest income">52,855, realized gains of \$4,970, and unrealized gains of \$71,568. The were no marketable securities as of December 31, 2022.

</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p>288721552855497071568<p id="xdx_848_eus-gaap--FairValueOffFinancialInstrumentsPolicy_zYnEeim8mj1a" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Fair Value of Financial Instruments</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The Company follows accounting guidelines on fair value measurements for financial instruments measured on a recurring basis, as well as for certain assets and liabilities that are initially recorded at their estimated fair values. Fair value is defined as the exit price, or the amount that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Company uses the following three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs to value its financial instruments:</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Level 1: Observable inputs such as unadjusted quoted prices in active markets for identical instruments.</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">●</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Level 2: Quoted prices for similar instruments that are directly or indirectly observable in the marketplace.</td></tr><tr style="font: 10pt

Level 3: Significant unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires a significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires the Company to make judgments and consider factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded, may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange.

The carrying amounts of the Company's financial instruments including cash and cash equivalents, prepaid expenses, accounts payable and accrued liabilities approximate fair value due to the short-term maturities of these instruments.

Set out below are the Company's financial instruments that are required to be remeasured at fair value on a recurring basis and their fair value hierarchy as of December 31, 2023:

December 31, 2023	

Level 1			
Level 2			
Level 3			
Carrying Value			
Assets			
Marketable Securities:			
Derivative Assets			

[illegible]

[illegible]

Total Liabilities	\$	414,512
\$	\$	414,512

During the year ended December 31, 2022, the Company had non-derivative warrant liabilities that were measured at fair value on a recurring basis. Each of these fair value measurements was considered to be a Level 3 measurement by the Company as they used significant unobservable inputs, such as the Company's pre-IPO stock price, probability of event occurrence and other management estimates. The key inputs for each of these warrant liabilities were as follows:

Warrant Liability - Series A Preferred Stock Obligation	December 31, 2021	Reclassification Date
Warrant Liability - Series A Preferred Stock Obligation	December 31, 2021	Reclassification Date

Estimated fair value of Company's stock		\$	
40.00		\$	
32.50			
Exercise price (based on estimated IPO or Listing terms at issuance)		\$	
40.00			
166.56		\$	
32.00			
Number of warrants (based on estimated Series A Preferred Stock conversion shares upon IPO or Listing at issuance)			

MinimumMember_ztMXqnmU9cb" title="Number of warrants">12,135
<span id="xdx_906_eus-gaap--
ClassOfWarrantOrRightOutstanding_il_pid_c20211231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember__srt--RangeAxis__srt--
MaximumMember_zMp7IKseQgnc" title="Number of warrants">33,681
shares</td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: center"><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt"><span
id="xdx_903_eus-gaap--ClassOfWarrantOrRightOutstanding_il_pid_c20221231__us-
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_z7zVZKsduoz2"
title="Number of warrants">42,101 shares</td><td style="font: 10pt
Times New Roman, Times, Serif; text-align: left"> </td></tr><tr style="font: 10pt
Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">Annualized
volatility</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: center"><span
id="xdx_902_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_dp_uPure_c20211231__us-
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__us-gaap--
MeasurementInputPriceVolatilityMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zdcX1kzMoQCd"
title="Warrants and rights outstanding measurement input">86.3</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td
style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: center"><span id="xdx_900_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_dp_uPure_c20221231__us-
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__us-gaap--
MeasurementInputPriceVolatilityMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zW1kmGuIywhe"
title="Warrants and rights outstanding measurement input">82.5</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr><tr
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-
color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-
align: left">Risk-free interest rate</td><td style="font: 10pt Times New Roman,
Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
center"><span id="xdx_900_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_dp_uPure_c20211231__us-
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__us-gaap--
MeasurementInputRiskFreeInterestRateMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_z78eGWXIszP4"
title="Warrants and rights outstanding measurement input">1.08</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td
style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times

[illegible]

[illegible]

FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__custom--MeasurementInputProbabilityOfIPOListingMember__us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilitySeriesAPreferredStockObligationMember_zao8vkaRenof"
title="Warrants and rights outstanding measurement input">67</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td
style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: center"></td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: center"><span id="xdx_906_eus-gaap--
WarrantsAndRightsOutstandingMeasurementInput_il_pid_dp_uPure_c20221231__us-
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__custom--
MeasurementInputProbabilityOfIPOListingMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zKRwLLcGWTNc"
title="Warrants and rights outstanding measurement input"><span style="-sec-ix-
hidden: xdx2ixbri2584">—</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New
Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td
style="font: 10pt Times New Roman, Times, Serif">Estimated fair value</td><td
style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: center">\$</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: center"><span id="xdx_905_eus-gaap--
FairValueAdjustmentOfWarrants_c20210101__20211231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zdV5UMoJ21Bj"
title="Estimated fair value">334,955</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman,
Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
center">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
center"><span id="xdx_906_eus-gaap--
FairValueAdjustmentOfWarrants_c20220101__20221231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_z0UVRkniDVEg"
title="Estimated fair value">756,723</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: left"></td></tr></table><p style="font: 10pt Times
New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"><span style="font-
family: Times New Roman, Times, Serif; font-size: 10pt"></p><table
cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif;
border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman,
Times, Serif; vertical-align: bottom"><td style="border-bottom: Black 1pt solid; font:
bold 10pt Times New Roman, Times, Serif">Warrant Liability – August 2022
Warrants</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom:
1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times
New Roman, Times, Serif; text-align: center">Issuance Dates</td><td style="font:
10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font:
10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2"
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-
align: center">Reclassification/Settlement Date</td><td style="font: 10pt Times New
Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr><tr style="font: 10pt Times
New Roman, Times, Serif; vertical-align: bottom; background-color:
rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; width: 60%;
text-align: left">Estimated fair value of Company's stock</td><td style="font: 10pt
Times New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New
Roman, Times, Serif; width: 1%; text-align: left">\$</td><td id="xdx_989_ecustom--
WarrantsEstimatedFairValue_il_pid_c20211231__us-gaap--

FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilityAugustTwentyTwoWarrantsMember_z9nZuNwXlNZ9" style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right" title="Estimated fair value of company's stock">32.00</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">\$</td><td id="xdx_98C_ecustom--
WarrantsEstimatedFairValue_il_pid_c20221231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilityAugustTwentyTwoWarrantsMember_z9B1oFEU8qSd" style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right" title="Estimated fair value of company's stock">32.50</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif">Exercise price</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock"><span id="xdx_90E_eus-gaap--
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_il_pid_c20211231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilityAugustTwentyTwoWarrantsMember_zL1GvJpV5Cld" title="Exercise price">20.00</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock"><span id="xdx_904_eus-gaap--
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_il_pid_c20221231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilityAugustTwentyTwoWarrantsMember_z7OvmG4tIEqi" title="Exercise price">20.00</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Number of warrants</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock"><span id="xdx_90A_eus-gaap--
ClassOfWarrantOrRightOutstanding_il_pid_c20211231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilityAugustTwentyTwoWarrantsMember_zZ3lsYq0BOS3" title="Number of warrants">6,250</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock"><span id="xdx_906_eus-gaap--
ClassOfWarrantOrRightOutstanding_il_pid_c20221231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilityAugustTwentyTwoWarrantsMember_zWW3jeBT6Epe" title="Number of warrants">6,250</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Remaining term</td><td style="font: 10pt

[illegible]

and rights outstanding measurement input">2.7</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">3.3</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Estimated fair value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">146,624</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">151,726</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif">Warrant Liability - Boustead Placement Agent Warrants</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Issuance Dates</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Reclassification Date</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; width: 60%; text-align: left">Estimated fair value of Company's stock</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">\$</td><td id="xdx_98F_ecustom--WarrantsEstimatedFairValue_iI_pid_c20211231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zGirhz4ePWDd"

Estimated fair value of company's stock		32.00	
Exercise price (based on estimated Convertible Note conversion terms at issuance)		32.50	
Number of warrants (based on estimated Convertible Note conversion terms at issuance)		3,688	
Remaining		2,581	

[illegible]

Roman, Times, Serif; font-size: 10pt">1.8% - 2.0%</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">3.4</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Estimated fair value</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">92,336</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">64,140</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr></table> <p id="xdx_8A8_zecpDhgOgxS8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">A rollforward of these warrant liabilities for the year ended December 31, 2022 is as follows:</p> <p id="xdx_89E_ecustom--ScheduleofWarrantLiabilitiesTableTextBlock_ztBVEOc64Ov8" style="font: 10pt Times

Schedule of Warrant Liabilities

Warrant Liability – Series A Preferred Stock Obligation	
Balance, December 31, 2021 (as restated)	
334,955	
Issued	
Exercised (settled)	
Exercised (settled)	

Loss on change in fair value		421,768
Reclassifications to stockholders' equity		(756,723)
Balance, December 31, 2022		
Warrant liabilities		
Warrant Liability - August 2022 Warrants		

padding-bottom: 1.5pt"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">Balance, December 31, 2021 (as restated)</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98A_ecustom--WarrantLiabilities_iS_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zlZwC2L7J5Eg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Warrant liabilities">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; width: 78%">Issued</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td id="xdx_988_ecustom--WarrantLiabilitiesIssued_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zleMYiGkql7i" style="font: 10pt Times New Roman, Times, Serif; width: 18%; text-align: right" title="Issued">146,624</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Exercised (settled)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_980_ecustom--WarrantLiabilitiesExercised_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zhb4cBwGbSah" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Exercised (settled)">(91,036</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">) </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Loss on change in fair value</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_ecustom--GainOnChangeInFairValue_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zXN8bvqeOFil" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Loss on change in fair value">5,102</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Reclassifications to stockholders' equity</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_988_ecustom--ReclassificationsToStockholdersEquity_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zs8LAb6YMjX" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Reclassifications to stockholders' equity">(60,690</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">) </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt">Balance, December 31, 2022</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_986_ecustom--WarrantLiabilities_iE_c20220101_20221231_us-gaap--

StatementEquityComponentsAxis__custom--

WarrantLiabilityAugustTwentyTwoWarrantsMember_zawcjTzKvje2" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Warrant liabilities">—

</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Warrant Liability - Boustead Placement Agent Warrants</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">Balance, December 31, 2021 (as restated)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_983_ecustom--WarrantLiabilities_iS_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zol065gJ4hZg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Warrant liabilities">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; width: 78%">Issued</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td id="xdx_983_ecustom--WarrantLiabilitiesIssued_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zHGwX8iZluNe" style="font: 10pt Times New Roman, Times, Serif; width: 18%; text-align: right" title="Issued">92,336</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Exercised (settled)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_989_ecustom--WarrantLiabilitiesExercised_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_ziqTyVquujLg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Exercised (settled)">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">Gain on change in fair value</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td id="xdx_983_ecustom--GainOnChangeInFairValue_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zf7xXRmbzS94" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: right" title="Gain on change in fair value">(28,196</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">)</td></tr> </tr>

	Gain on change in fair value
Reclassifications to stockholders' equity	
Balance, December 31, 2022	
Warrant liabilities	
Refer to Note 7 for additional background on the reclassification of warrant liabilities to equity. See Note 8 for additional disclosures related to the fair value of the Company's derivative liabilities.	
Set out below are the Company's financial instruments that are required to be remeasured at fair value on a recurring basis and their fair value hierarchy as of December 31, 2023:	
Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis	
December 31, 2023	

FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_zxM1bBFsBuza		Level 1			
FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_zxC3dbHjmq03		Level 2			
FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_z5STlZhRRiw1		Level 3			
Carrying Value					
AssetsAbstract_iB_zyUtFVltCxuf		Assets			
Marketable Securities:					
DerivativeAssetsCurrent_il_hus-gaap--FairValueByAssetClassAxis__us-gaap--USTreasurySecuritiesMember_zLm87oIK62o6					

United States Treasury Bonds		\$	2,887,215		\$	2,887,215
Total Assets		\$	2,887,215		\$	2,887,215
Liabilities						

[illegible]

	\$	
Estimated fair value of company's stock	32.50	
Exercise price (based on estimated IPO or Listing terms at issuance)	40.00	- \$
Exercise price	166.56	
Number of warrants (based on estimated Series A Preferred Stock conversion shares upon IPO or Listing at issuance)	12,135	
Number of warrants	33,681	

[illegible]

Estimated IPO date		
9/30/2022		
Estimated Term	3.75 years	
3.00 years		
Probability of IPO or Listing Occurring	90	

	%	
Warrants and rights outstanding measurement input		
Probability of IPO as "Qualified IPO"		
Warrants and rights outstanding measurement input	33	
%		
Warrants and rights outstanding measurement input		
Probability of IPO as "Listing"		
Warrants and rights outstanding measurement input	67	
%		

FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__custom--
MeasurementInputProbabilityOfIPOListingMember__us-gaap--
StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zKRwLLcGWTNe"
title="Warrants and rights outstanding measurement input"></td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif;">Estimated fair value</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif;"></td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; text-align: center;">\$</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; text-align: center;"><span id="xdx_905_eus-gaap--
FairValueAdjustmentOfWarrants_c20210101_20211231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_zdV5UMoJ21Bj"
title="Estimated fair value">334,955</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; text-align: left;"></td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif;"></td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; text-align: center;">\$</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; text-align: center;"><span id="xdx_906_eus-gaap--
FairValueAdjustmentOfWarrants_c20220101_20221231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilitySeriesAPreferredStockObligationMember_z0UVRkniDVEg"
title="Estimated fair value">756,723</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; text-align: left;"></td></tr></table><p style="font-size: 10pt; font-family: Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt;"></p><table cellpadding="0" cellspacing="0" style="font-size: 10pt; font-family: Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font-size: 10pt; font-family: Times New Roman, Times, Serif; vertical-align: bottom;"><td style="border-bottom: 1pt solid black; font-weight: bold; font-size: 10pt; font-family: Times New Roman, Times, Serif;">Warrant Liability - August 2022 Warrants</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; padding-bottom: 1.5pt;"></td><td colspan="2" style="border-bottom: 1pt solid black; font-size: 10pt; font-family: Times New Roman, Times, Serif; text-align: center;">Issuance Dates</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; padding-bottom: 1.5pt;"></td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; padding-bottom: 1.5pt;"></td><td colspan="2" style="border-bottom: 1pt solid black; font-size: 10pt; font-family: Times New Roman, Times, Serif; text-align: center;">Reclassification/Settlement Date</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; padding-bottom: 1.5pt;"></td></tr><tr style="font-size: 10pt; font-family: Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; width: 60%; text-align: left;">Estimated fair value of Company's stock</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; width: 2%"></td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; width: 1%; text-align: left;">\$</td><td id="xdx_989_ecustom--
WarrantsEstimatedFairValue_iI_pid_c20211231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
WarrantLiabilityAugustTwentyTwoWarrantsMember_z9nZuNwXlNZ9" style="font-size: 10pt; font-family: Times New Roman, Times, Serif; width: 16%; text-align: right;" title="Estimated fair value of company's stock">32.00</td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; width: 1%; text-align: left;"></td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; width: 2%"></td><td style="font-size: 10pt; font-family: Times New Roman, Times, Serif; width: 1%; text-align: left;">\$</td><td id="xdx_98C_ecustom--
WarrantsEstimatedFairValue_iI_pid_c20221231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--

WarrantLiabilityAugustTwentyTwoWarrantsMember_z9B1oFEU8qSd" style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right" title="Estimated fair value of company's stock">32.50</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif">Exercise price</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">20.00</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">20.00</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Number of warrants</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">6,250</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">6,250</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Remaining term</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">5.0 years</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr>	

[illegible]

WarrantLiabilityAugustTwentyTwoWarrantsMember_z2A0YB3qNMNd" title="Warrants and rights outstanding measurement input">3.3</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Estimated fair value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">146,624</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">151,726</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif">Warrant Liability - Boustead Placement Agent Warrants</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Issuance Dates</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Reclassification Date</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; width: 60%; text-align: left">Estimated fair value of Company's stock</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">\$</td><td id="xdx_98F_ecustom--WarrantsEstimatedFairValue_iI_pid_c20211231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zGirhz4ePWdD" style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right" title="Estimated fair value of company's stock">32.00</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">\$</td><td id="xdx_981_ecustom--WarrantsEstimatedFairValue_iI_pid_c20221231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zsu1obyU1Wfi" style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right" title="Estimated fair value of company's stock">32.50</td><td style="font: 10pt Times

Exercise price (based on estimated Convertible Note conversion terms at issuance)		
\$	Estimated fair value of company's stock	
16.00		
Number of warrants (based on estimated Convertible Note conversion terms at issuance)		
	Estimated fair value of company's stock	
3,688		
2,581		
Remaining term		
	Estimated fair value of company's stock	
5.0 years		

[illegible]

FairValueInputsLevel3Member__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember__us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember__srt--RangeAxis__srt--MaximumMember__zPg7CsZ2CbB2" title="Warrants and rights outstanding measurement input">2.0%</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">3.4</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Estimated fair value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">92,336</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Estimated fair value of company's stock">64,140</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table>
40.0032.5040.00166.5632.001213533681421010.8630.8250.01080.03442022-09-30P3Y9MP3Y0.900.330.6733495575672332.0032.5020.0020.0062506250P5YP4Y10M24
id="xdx_89E_ecustom--ScheduleofWarrantLiabilitiesTableTextBlock_ztBVEOc64Ov8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Schedule of Warrant Liabilities</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: bold 10pt Times New Roman, Times, Serif"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Warrant Liability - Series A Preferred Stock Obligation</td><td style="font: bold 10pt Times New Roman, Times, Serif"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td

Balance, December 31, 2021 (as restated)		
WarrantLiabilities_iS_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilitySeriesAPreferredStockObligationMember_zNsPYB7LzPi3"	334,955	
Issued		
Exercised (settled)		
Loss on change in fair value		
GainOnChangeInFairValue_c20220101_20221231_us-gaap--StatementEquityComponentsAxis_custom--WarrantLiabilitySeriesAPreferredStockObligationMember_z5rYb9iCCVZc"	421,768	

Reclassifications to stockholders' equity		(756,723)
Balance, December 31, 2022		
Warrant liabilities		
Warrant Liabilities		
Balance, December 31, 2021 (as restated)		
Issued		

id="xdx_988_ecustom--WarrantLiabilitiesIssued_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zleMYiGkql7i" style="font: 10pt Times New Roman, Times, Serif; width: 18%; text-align: right" title="Issued">146,624</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Exercised (settled)</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_980_ecustom--WarrantLiabilitiesExercised_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zhb4cBwGbSah" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Exercised (settled)">(91,036</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Loss on change in fair value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_984_ecustom--GainOnChangeInFairValue_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zXN8bvqeOFH" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Loss on change in fair value">5,102</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Reclassifications to stockholders' equity</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_988_ecustom--ReclassificationsToStockholdersEquity_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zs8LAb6YMjX" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Reclassifications to stockholders' equity">(60,690</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt">Balance, December 31, 2022</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_986_ecustom--WarrantLiabilities_iE_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityAugustTwentyTwoWarrantsMember_zawcjTzKvje2" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Warrant liabilities">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"></td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Warrant Liability – Boustead Placement Agent Warrants</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr><tr style="font: 10pt Times

New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">Balance, December 31, 2021 (as restated)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_983_ecustom--WarrantLiabilities_iS_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zol065gJ4hZg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Warrant liabilities">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; width: 78%">Issued</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td id="xdx_983_ecustom--WarrantLiabilitiesIssued_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zHGwX8iZluNe" style="font: 10pt Times New Roman, Times, Serif; width: 18%; text-align: right" title="Issued">92,336</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Exercised (settled)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_989_ecustom--WarrantLiabilitiesExercised_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_ziqTyVquujLg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Exercised (settled)">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">Gain on change in fair value</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td id="xdx_983_ecustom--GainOnChangeInFairValue_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zf7xXRmbzS94" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: right" title="Gain on change in fair value">(28,196</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">Reclassification to stockholders' equity</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain on change in fair value"><p id="xdx_983_ecustom--ReclassificationsToStockholdersEquity_c20220101_20221231_us-gaap--StatementEquityComponentsAxis__custom--WarrantLiabilityBousteadPlacementAgentWarrantsMember_zjJcvweR4b02" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt" title="Reclassifications to stockholders' equity">(64,140</p></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom;">

Balance, December 31, 2022

	334955421768-756723146624-910365102-6069092336-28196-64140

Lessee Leases Policy Text Block

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use asset ("ROU"), operating lease liability - current, and operating lease liability - noncurrent on the consolidated balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in our consolidated balance sheets. The Company did not utilize any financing that required recognition of finance leases during the years ended December 31, 2023 and 2022.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the estimated rate of interest for collateralized borrowing, over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Leases with a lease term of 12 months or less at inception are not recorded on our consolidated balance sheets and are expensed on a straight-line basis over the lease term in our statement of operations. We have lease agreements with lease and non-lease components, which are generally accounted for separately.

The Company determines the present value of minimum future lease payments for operating leases by estimating a rate of

interest that it would have to pay to borrow on a collateralized basis over a similar term, an amount equal to the lease payments and a similar economic environment (the “incremental borrowing rate” or “IBR”). The Company determines the appropriate IBR by identifying a reference rate and making adjustments that take into consideration financing options and certain lease-specific circumstances. For the reference rate, the Company used an equity built up, risk adjusted rate, as the implicit interest rate.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Expenditures for maintenance and repairs are charged to expense as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives as follows:

Schedule of Useful Lives for Property Plant Equipment			
Furniture			5 years
Computers and equipment			5 years
Research Equipment			5 years

Property plant and equipment useful life 10 years

Schedule of Useful Lives for Property Plant Equipment

Furniture					
Computers and equipment					
Research Equipment					
Derivative Financial Instruments					

Derivatives Policy

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations.

For our derivative financial instruments, the Company utilizes the most appropriate valuation model (such as Monte Carlo simulations or probability-weighted expected return models, based on the nature of the terms of the instrument) to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the consolidated balance sheet sheets as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within twelve (12) months of the balance sheet date.

Convertible Note Policy

Convertible Notes

The Company evaluates its convertible notes for embedded features and bifurcates these features (such as conversion options and redemption options) from their host instruments and accounts for them as free standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

Warrants

Warrants

white">The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. Finally, the Company determines if the warrants meet the definition of a derivative based on their contractual terms. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and at each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the

consolidated statements of operations. The Company also evaluates if changes in contractual terms or other considerations would result in the reclassification of outstanding warrants from liabilities to stockholders' equity (or vice versa).

The fair value of the warrants is estimated using a Black-Scholes pricing model or a Monte Carlo simulation.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the asset may not be fully recoverable. Recoverability of assets is measured by a comparison of the carrying amount of an asset to the estimated undiscounted cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated future cash flows, an impairment charge will be recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. There were no impairments of long-lived assets during the periods presented.

ShareBasedCompensationOptionAndIncentivePlansPolicy_zH6lgVCffzOf"

Stock-Based Compensation

Compensation cost for stock awards, which include restricted stock units ("RSUs"), is measured at the fair value on the grant date and recognized as expense, over the related service or performance period. The fair value of stock awards is based on the quoted price of our common stock on the grant date. Compensation expense related to the RSUs is reduced by the fair value of the units that are forfeited by employees that leave the Company prior to vesting as they occur. Compensation cost for RSUs are recognized using the straight-line method over the requisite service period.

Research and Development Expenses

Research and development expenses are charged to expense as incurred. Research and development expenses include, but are not limited to, product development, clinical and regulatory expenses, payroll and other personnel expenses, which include a certain portion of our chief executive officer, chief operating officer, chief financial officer and directors' compensation. For the year ended December 31, 2023 and 2022, a portion of personnel-related expenses and stock-based compensation expense for these individuals totaling \$0.8 million and \$0.5 million, respectively, was included within research and development due to their active involvement in the research and development activities, materials, supplies, related subcontract expenses, and consulting costs.

Regarding the accounting treatment for reimbursements, GAAP provides limited guidance on the accounting for government grants received by for-profit companies. In accordance with ASC Topic 832, *Government Assistance*, as adopted January 1, 2022, we disclose certain types of government assistance received in the notes to the consolidated financial statements that includes: a) the nature of the transaction including the nature of the assistance being given, b) the accounting policies being used to account for the transaction and c) other provisions of relevance, where required. Depending on the type of grant or contract, we understand there is more than one acceptable alternative for the accounting treatment – a reduction of costs, a

deferred credit to be amortized, revenue or other income. The Company has concluded that reimbursements received for R&D expenses incurred, are more akin to a reduction of costs and applies reimbursements against incurred research costs. For the years ended December 31, 2023 and 2022, we recorded \$3.5 million and \$1.0 million in Research and development, net of contract expense reimbursements, respectively.

80000050000035000001000000.0

Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740, *Income Taxes*. ASC 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, the Company does not foresee generating taxable income in the near future and utilizing its deferred tax asset, therefore, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Under ASC 740, a tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The Company has no material uncertain tax positions for any of the reporting periods presented.

Segment Information

Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Operating segments are defined as components of an enterprise about which separate and discrete information is available for evaluation by the chief operating decision-maker ("CODM") in deciding how to allocate resources and assess performance. The Company and the Company's CODM, the Company's chief executive officer, evaluates the Company's operations and manages its business as a single operating segment. All of the Company's long-lived assets are held in the United States.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i></i></p> <p id="xdx_841_eus-gaap--EarningsPerSharePolicyTextBlock_zsQXKiX1zFa6" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Net Loss Per Common Stock</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Net loss per share of common stock requires presentation of basic earnings per common share on the face of the statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic earnings per share computation. In the accompanying consolidated financial statements, basic loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income attributable to common stockholders by the weighted average number of shares of common stock outstanding and potentially dilutive shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through convertible securities, contingent share arrangements, stock options and warrants unless the result would be antidilutive.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The dilutive effect of restricted stock units and other stock-based payment awards subject to vesting and common stock warrants is calculated using the "treasury stock method," which assumes that the "proceeds" from the exercise of these instruments are used to purchase common shares at the average market price for the period. The dilutive effect of convertible securities is calculated using the "if-converted method." Under the if-converted method, securities are assumed to be converted at the beginning of the period, and the resulting shares of common stock are included in the denominator of the diluted calculation for the entire period being presented.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p id="xdx_89A_eus-gaap--ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">For the years ended December 31, 2023 and 2022, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">

Warrants (Note 7)	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2023010	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect	
WarrantMember_zTBnTL30YwS6" title="Warrants">184,000	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2022010	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect	
WarrantMember_zqNikXfwpzn3" title="Warrants">47,831	
Restricted stock units (Note 7)	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2023010	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect	
RestrictedStockUnitsRSUMember_zdGWy7MsXoId" title="Restricted stock	
units">24,731	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2022010	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect	
RestrictedStockUnitsRSUMember_z0jPrngUZSA1" title="Restricted stock	
units">2,966	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2023010	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect	
RestrictedStockUnitsRSUMember_z0jPrngUZSA1" title="Restricted stock	
units">328,670	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c2022010	
AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSect	
RestrictedStockUnitsRSUMember_z0jPrngUZSA1" title="Restricted stock	
units">50,797	

margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p id="xdx_89A_eus-gaap--

ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlk style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">For the years ended December 31, 2023 and 2022, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> Schedule of Anti-dilutive Securities Excluded from Computation of Earnings Per Share</p>

</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">December 31,</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">December 31,</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td><td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">2023</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td><td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">2022</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td><td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: center"> (as restated) </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; width: 64%; text-align: left">Convertible notes (Note 6)</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right">119,939</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif;

[illegible]

AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c20230101 title="Anti-dilutive securities">328,670	AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c20220101 title="Anti-dilutive securities">50,797

1199391840004783124731296632867050797

NewAccountingPronouncementsPolicyPolicyTextBlock_zhkioRiMnfDe

Recent Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The guidance is effective for the Company's fiscal years beginning after February 1, 2025, with early adoption permitted. The Company does not expect the adoption of this standard to have any material impact on its financial statements.

There have been no other recent accounting pronouncements, changes in accounting pronouncements or recently adopted accounting guidance during the year ended December 31, 2023 that are of significance or potential significance to the Company.

Note 4 - Leases

The Company had two lease agreements during the year which allowed for the use of laboratory facilities.

The first was for a monthly payment of \$6,480, with a security deposit of \$6,480 held for the duration of the lease, that commenced on October 1, 2018, with the first payment made on January 1, 2019 and ended on October 31, 2023.

On February 16, 2023, the Company entered into a new lease

[illegible]

[illegible]

Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">
(7,070</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">)</td></tr><tr id="xdx_401_eus-gaap--
LeaseCost_z9kSj7uST6n1" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 2.5pt">Total lease cost</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">128,425</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">63,105</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr id="xdx_40D_ecustom--
OtherInformationAbstract_iB_ztfZxHw4hnC5" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Other information</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr id="xdx_40B_eus-gaap--OperatingLeasePayments_z2gpGKdvQlnj" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Operating cash flows from operating leases</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">95,641</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">76,248</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr id="xdx_409_eus-gaap--
RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability_zZpVYGOUEDz5" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Right-of-use assets obtained in exchange for new operating lease liabilities</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">365,556</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table>

right">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Weighted-average remaining lease term - operating leases (year)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98A_eus-gaap--OperatingLeaseWeightedAverageRemainingLeaseTerm1_iI_dtY_c20231231_z49K7MqJpc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted-average remaining lease term - operating leases (year)">4.67</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_eus-gaap--OperatingLeaseWeightedAverageRemainingLeaseTerm1_iI_dtY_c20221231_zIFqiVyLA0t" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted-average remaining lease term - operating leases (year)">0.80</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Weighted-average discount rate - operating leases</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_982_eus-gaap--OperatingLeaseWeightedAverageDiscountRatePercent_iI_pid_dp_uPure_c20231231_zCw" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted-average discount rate - operating leases">10.48</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_989_eus-gaap--OperatingLeaseWeightedAverageDiscountRatePercent_iI_pid_dp_uPure_c20221231_z8N" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted-average discount rate - operating leases">10</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr> </table> <p id="xdx_8A8_zAskMv6Jd9Ib" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p id="xdx_89A_eus-gaap--LesseeOperatingLeaseLiabilityMaturityTableTextBlock_zOSrvaX8p16l" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Future non-cancelable minimum lease payments under the operating lease liability as of December 31, 2023, are as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> Schedule of Future Non-cancelable Minimum Lease Payments Under Operating Lease Liability</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman,

Years ended December 31,			
Remainder of fiscal year			
2024			
\$		91,502	
2025		94,247	
2026		97,074	
2027		99,986	
2028		68,235	

gaap--LesseeOperatingLeaseLiabilityPaymentsDue_iTI_mtLLOLLPz2AR_zKCt4MJzhhad
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Total future minimum lease payments</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">451,044</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--LesseeOperatingLeaseLiabilityUndiscountedExcessAmount_iNI_di_z22eMN2z7f7i" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Less: imputed interest</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(94,438</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr id="xdx_402_eus-gaap--OperatingLeaseLiability_iI_zek2VG8PSnK4" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 2.5pt">Present value of payments</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">356,606</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8A1_zGZjjGq7mVc5" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> The first was for a monthly payment of \$6,480, with a security deposit of \$6,480 held for the duration of the lease, that commenced on October 1, 2018, with the first payment made on January 1, 2019648064802023-10-3172060.03commenced June 1, 202333004323438913315<p id="xdx_89B_eus-gaap--LeaseCostTableTextBlock_zcDz6E02IYI" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The following summarizes the right of use asset and lease information for the Company's operating leases: </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> Schedule of Right of Use Asset and Lease Information about Operating Lease</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; display: none; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_49F_20230101_20231231_zTtQP76cjlu4" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">2023</td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_499_20220101_20221231_zYMfadYPMD7I" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">2022</td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="6" style="font: bold 10pt Times New Roman,

[illegible]

	(7,070)	
Total lease cost	128,425	63,105
Other information		
Operating cash flows from operating leases	95,641	76,248
Right-of-use assets obtained in exchange for new operating lease liabilities	365,556	

[illegible]

solid; font: 10pt Times New Roman, Times, Serif; text-align: left">Years ended
December 31,</td><td style="font: bold 10pt Times New Roman, Times, Serif;
padding-bottom: 1.5pt"> </td> <td colspan="2"
id="xdx_499_20231231_zgaXA26D0Fqb" style="font: bold 10pt Times New Roman,
Times, Serif; padding-bottom: 1.5pt; text-align: center"> </td><td style="font: bold
10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td></tr> <tr
id="xdx_407_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear_iI_maLOLLPz2AR_zxdBt
style="font: 10pt Times New Roman, Times, Serif; display: none; vertical-align: bottom;
background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times,
Serif; text-align: left">Remainder of fiscal year</td><td style="font: 10pt Times New
Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif;
text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-
align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align:
bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New
Roman, Times, Serif; width: 80%; text-align: left">2024</td><td style="font: 10pt
Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New
Roman, Times, Serif; width: 1%; text-align: left">\$</td><td id="xdx_988_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths_iI_c20231231_zemlPpFh
style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right"
title="Year one">91,502</td><td style="font: 10pt Times New Roman, Times, Serif;
width: 1%; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman,
Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt
Times New Roman, Times, Serif; text-align: left">2025</td><td style="font: 10pt
Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman,
Times, Serif; text-align: left"> </td><td id="xdx_989_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDueYearTwo_iI_c20231231_zuATXKWT6L9h"
style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Year
one">94,247</td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align:
bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New
Roman, Times, Serif; text-align: left">2026</td><td style="font: 10pt Times New
Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif;
text-align: left"> </td><td id="xdx_98A_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDueYearThree_iI_c20231231_zUM6kxHjp149"
style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Year
one">97,074</td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align:
bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times,
Serif; text-align: left">2027</td><td style="font: 10pt Times New Roman, Times,
Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td><td id="xdx_98D_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDueYearFour_iI_c20231231_zIntzXtKvTql"
style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Year
one">99,986</td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align:
bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New
Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">2028</td><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-
align: left"> </td><td id="xdx_98C_eus-gaap--
LesseeOperatingLeaseLiabilityPaymentsDueYearFive_iI_c20231231_zH15uOyV8Sq6"
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-
align: right" title="Year one">68,235</td><td style="font: 10pt Times New Roman,
Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr id="xdx_409_eus-
gaap--LesseeOperatingLeaseLiabilityPaymentsDue_iTI_mtLOLLPz2AR_zKCt4MJzhhad"
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-

Total future minimum lease payments	451,044
Less: imputed interest	(94,438)
Present value of payments	\$356,606

915029424797074999866823545104494438356606

Note 5

Notes Payable-Related Party

On December 1, 2020, the Company consolidated all of the outstanding loans owed to an officer of the Company and to his spouse, resulting in the following two loans: (i) a single loan from the spouse of an officer of the Company, dated December 1, 2020, with a principal balance of \$426,243, bearing interest at the rate of 7.5% per annum, with a maturity date of December 31, 2021; and (ii) a single loan owed to an officer of the Company in the principal amount of \$139,229, bearing interest at the rate of 7.5% per annum, with a maturity

date of December 31, 2021. DebtInstrumentMaturityDateDescription_c20211201_20211231_zT9SOILu3LFk" title="Debt instrument maturity date description">In December of 2021, the maturity dates of these loans were further extended to June 30, 2022. In July of 2022, the notes were extended to June 30, 2023.

On June 21, 2021, the Company entered into a loan from the spouse of an officer of the Company in the amount of \$120,000 (principal) with an interest rate of 7.5 % per annum due June 21, 2022. In July of 2022, the loan was extended to June 30, 2023.

The Company accounted for these loan extensions during the year ended December 31, 2022, as a troubled debt restructuring as the Company was experiencing financial difficulties and the extensions represented a concession by the lenders. As the future undiscounted cash flows of these related party notes exceeded their carrying value, no gain or loss was recognized upon the extensions.

As of June 30, 2023 principal payments of \$685,473 and interest of \$104,968 were paid. As of December 31, 2023, there were no outstanding principal or interest balances for these related party notes.

On August 1, 2022, in conjunction with a private placement of notes and warrants (as detailed in Note 6 below), in exchange for a \$50,000 payment upon subscription, the Company issued a convertible note to the spouse of an officer of the Company in the amount of \$50,000 (principal) with an interest rate of 50,000 (principal) with an interest rate of

OfficersSpouseMember_z6n2o8Hg614f" title="Interest rate">6% per annum, and warrants to purchase 2,500 shares of common stock. The loan was fully repaid, including \$822 of accrued interest, in September of 2022.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p>4262430.0752021-12-311392290.075In December of 2021, the maturity dates of these loans were further extended to June 30, 2022. In July of 2022, the notes were extended to June 30, 2023.1200000.075685473104968050000500000.062500822<p id="xdx_803_eus-gaap--DebtDisclosureTextBlock_zFKpdNkIRYg4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">Note 6- Notes Payable</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Convertible Notes and Notes Payable</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Alto Opportunity Master Fund, SPC</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">On January 11, 2023, the Company entered into a securities purchase agreement (the "SPA") with Alto Opportunity Master Fund, SPC--Segregated Master Portfolio B, a Cayman entity (the "Investor"), pursuant to which the Company sold to the Investor a \$4,300,000 convertible note (the "Alto Convertible Note") and warrant (the "Alto Warrant") to purchase 127,260 shares of common stock, exercisable at \$18.80 per share, in exchange for gross proceeds of \$3,935,000 (the "Investment Amount") (See Note 7). The Company determined that the Alto Warrant contains a net cash settlement feature at inception and categorized the Alto Warrant as a liability in the accompanying consolidated financial statements. The Alto Convertible Note matures on March 11, 2025, but may be extended at the option of the noteholder. The Alto Convertible Note amortizes on a monthly basis and the Company can make such monthly amortization payments in cash or, subject to certain equity conditions, in registered shares of

common stock or a combination thereof. Installments may be deferred by the noteholder, resulting in a variable interest rate. However, the effective interest rate is approximately 346 % based on the internal rate of return calculated on a series of cash flows that occur at regular intervals. For equity repayment, the Alto Convertible Note is convertible into shares of common stock at a price per share equal to the lower of (i) \$18.80, (ii) 90% of the three lowest daily VWAPs of the 15 trading days prior to the payment date, or (iii) 90% of the VWAP of the trading day prior to payment date. The noteholder may convert at any time at a fixed price of 18.80 per share. 1,442,000 , using a Monte Carlo simulation model (Note 8). The Convertible Note is repayable over 26 months and bears interest at the rate of 5 % per annum. Additionally, the note contains certain redemption options and “Make Whole” provisions.

</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In conjunction with entry into the SPA, the Company entered into a series of related agreements, including a security agreement (the “Security Agreement”), an intellectual property security agreement (the “IP Security Agreement”) and a subsidiary guaranty (the “Subsidiary Guaranty”). The security agreements and guaranty allow, among other things, for the Investor to have a security interest in and place a lien on all of the Company’s assets and intellectual property until such time as the Alto Convertible Note is paid off. In addition, the SPA called for the Company to enter into a springing deposit account control agreement (the “Springing DACA”), which, in the event the Company defaults on its repayment of the Alto Convertible Note, would allow the Investor to assume control of the Company’s bank account only with regard to any funds remaining outstanding under the Alto Convertible Note. As such, in conjunction with entry into the SPA, the Company established a separate bank account in which it deposited the Investment Amount and pursuant to which the Company, the Investor and the bank holding the Investment Amount, First Republic Bank, entered into the Springing DACA agreement. As the Investment Amount had been held at First Republic Bank, in light of certain banking crises then affecting smaller banks, on March 12, 2023, the Company

and the Investor moved the Investment Amount from First Republic Bank, after which time the Springing DACA was no longer in effect. Further, pursuant to amendments to the SPA entered into in May and June of 2023, the Company and the Investor agreed that all of the Investment Amount would be released to the Company and the relevant provision of the SPA which required the Springing DACA would no longer be deemed applicable. In addition, the Company granted the Investor the option to purchase up to an additional \$10 million in convertible notes and warrants on substantially the same terms as the Alto Convertible Note and Alto Warrant, excluding the Springing DACA requirement, with such option to be effective through December 31, 2025. The agreement offers the investor an opportunity to participate in future capital raises at substantially similar terms as the January 11, 2023 agreement. The Company expects that such subsequent convertible notes and warrants would be issued on substantially similar terms as the January 11, 2023 initial agreement, as amended, thus providing the Company the opportunity to negotiate certain aspects of the agreement.

Boustead Securities, LLC (“Boustead”) served as a placement agent for the Alto Convertible Note and Warrant offering and received \$345,000 cash compensation and a warrant to purchase 8,909 shares of common stock, exercisable at \$18.80 per share. The Boustead warrant was determined to be an equity instrument valued on a non-recurring basis. The Company used the Black Scholes valuation model using a term of five years, volatility of 110%, a risk-free rate of 3.53% for a value of \$99,543.

The Company allocated the finance costs related to the Boustead placement agent fee of \$

PaymentForPlacementAgent_c20230101_20231231_dei--LegalEntityAxis__custom--BousteadSecuritiesLLCMember_z1qEjzidygn" title="Payment for placement agent">345,000, based on the relative fair market values of the Convertible Note and warrants issued. The allocation of the financing costs applied \$232,027 to the debt component as a debt discount that is being amortized to interest expense over the term of the Convertible Note, \$104,245 to the warrant derivative liability component, expensed as a finance fee, and \$8,727 to the equity warrant as a reduction in additional paid in capital.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The Company allocated to the debt component of the note an original discount of \$300,000, legal fees of \$65,000, \$215,000 for additional interest fees on day one added to note principal, \$1,442,000 for the accelerated conversion feature, and \$1,288,543 for the fair value of warrants, resulting in an additional \$3,310,543 debt discount that is being amortized to interest expense over the term of the Alto Convertible Note.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">During the year ended December 31, 2023, the Company recorded interest expense of \$2,484,193, which included amortization of debt discount as interest expense of \$2,123,049.

During the year ended December 31, 2023, the Company settled \$ of principal and settled \$ of accrued interest, which settlements were made in the form of shares of common stock during the year ended December 31, 2023.

As of December 31, 2023, the outstanding principal for the convertible note was \$ and the debt discount remaining was \$ with a net convertible note carrying value of \$, which represents the current and non-current portions of the convertible note as of December 31, 2023.

Subsequent to December 31, 2023, the Company and the Investor agreed to certain changes in terms of the Alto Convertible Note as well as the waiver of certain covenant violations. See Subsequent Events for further details.

Paycheck Protection Program Term Notes

On March 9, 2021, the Company obtained a \$

issued">73,007 term note issued under the Coronavirus Aid, Relief, and Economic Security Act's Paycheck Protection Program (the "PPP"). The note bore an interest rate of 1% per annum, had a six-month deferral period with payments due on the seventh month, with all outstanding principal and interest due and payable within two years from the note's inception date. Under its terms, all or a portion of the note may be forgiven in accordance with PPP requirements, with no more than 25% of the amount forgiven to be attributable to non-payroll costs. As of December 31, 2021, a "Loan Forgiveness Application" was submitted to PNC Bank along with the requested documentation. Thereafter, during the quarter ended March 31, 2022, the note liability was reduced in its entirety and the Company recognized a gain on forgiveness of \$73,007 in its statement of operations for the year ended December 31, 2022. (as restated)</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>December 2021 Promissory Notes</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>December 2021 Promissory Notes</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">On December 28, 2021, the Company issued promissory note units, consisting of an aggregate \$500,000 in 10% unsecured promissory notes with a maturity date of December 28, 2022 (the "December 2021 Promissory Notes") and warrants to purchase 62,500 shares of common stock exercisable at \$8.00 per share with an expiration date of December 28, 2026. The Company received net proceeds of \$494,925 upon the issuance of these promissory note units and incurred \$21,890 in additional issuance costs which were allocated between the December 2021 Promissory Notes and the warrants. The Company assessed the embedded features of the December 2021 Promissory Notes and determined that the accelerated repayment upon an initial public offering represented a derivative feature requiring bifurcation. The Company estimated the fair value of the derivative to be \$367,000 at issuance (see Note 8 for fair value considerations).</p><p style="font: 10pt

Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The Company determined that the warrants issued with the December 2021 Promissory Notes should be classified as equity. The Company measured the fair value of these warrants using a Black-Scholes model and allocated fair value to these warrants on a relative fair value basis. The proceeds from the December 2021 Promissory Notes allocated to the warrants at issuance was \$418,449. The inputs to the Black-Scholes model included an estimated fair value of the Company's common stock of \$40.00, the exercise price of \$8.00 per share, a five year term, 86.3% volatility and a risk free rate of 1.27%.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The discount on the December 2021 Promissory Notes was being amortized using the straight-line method as the initial proceeds received were fully allocated to the warrants and bifurcated derivative, through the maturity date of the notes. The Company recognized amortization expense of \$331,978 related to the discount on the December 2021 Promissory Notes as interest expense in its statement of operations for the year ended December 31, 2022.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In April 2022, the warrants were modified by the Company to nullify the effect of the April 2022 reverse stock split, allowing the warrant to remain outstanding and exercisable for 62,500 shares of common stock at an exercise price of \$8.00 per share. The Company calculated the incremental fair value provided to the holders of the warrants due to the modification as \$941,000, which was recorded as a deemed dividend during the year ended December 31, 2022. The incremental fair value was estimated using a Black-Scholes model, with inputs including the estimated fair value of the Company's common stock of \$<span id="xdx_907_eus-gaap--

CommonStockConvertibleConversionPriceDecrease_c20220430_20220430_zpBlE4y3tN;
title="Conversion price per share">32.00, the exercise price of either \$<span
id="xdx_90C_eus-gaap--
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20220429_z2Tjj9vJnFh5"
title="Exercise price of warrants">16.00 (pre-modification) or \$<span
id="xdx_909_eus-gaap--
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20220430_zKAY7DyBmHl
title="Exercise price of warrants">8.00 (post-modification), a remaining term
of <span id="xdx_909_eus-gaap--
SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptio
title="Expected term">4.75 years, volatility of <span id="xdx_909_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumpti
title="Volatility">83.6% and a risk free rate of <span id="xdx_908_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumpti
title="Risk free rate">2.55%.

<span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> </p><p
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"> </p><p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt">In September 2022, the warrants
were exercised by the lenders in exchange for tendering the outstanding principal
balance (\$<span id="xdx_903_eus-gaap--
ConvertibleDebt_iI_c20220930_zNOkFeewyUhg"><span id="xdx_90D_eus-gaap--
DebtInstrumentFaceAmount_iI_c20220930_zzztFeBEnnte">500,000
)
on the December 2021 Promissory Notes. The Company treated the settlement as a
debt extinguishment for accounting purposes. The Company recognized a loss on
extinguishment of \$<span id="xdx_909_eus-gaap--
GainsLossesOnExtinguishmentOfDebt_c20220930_20220930_zmDjf6XXKwjf"
title="Gain (loss) on extinguishment of debt">1,531,852 upon this settlement
and issuance of the <span id="xdx_903_eus-gaap--
StockIssuedDuringPeriodSharesStockOptionsExercised_c20220930_20220930_znW9Jk
title="Share-based compensation arrangement by share-based payment award, options,
exercises in period">62,500 <span style="font-family: Times New
Roman, Times, Serif; font-size: 10pt">shares of common stock upon exercise, based on
the difference between the estimated fair value of the common stock issued (\$<span
id="xdx_908_eus-gaap--
StockIssuedDuringPeriodValueNewIssues_c20220930_20220930_z7wjBfLimlIb"
title="Stock issued during period, value, new issues">2,031,250) and the
carrying value of the December 2021 Promissory Notes. The Company paid all accrued
interest under the December 2021 Promissory Notes from issuance through settlement
to the lenders in cash during the year ended December 31, 2022.

<span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"> </p><p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt">**<i>2022 Convertible Bridge**
**Notes</i></p><p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"> </p><p style="font: 10pt
Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align:
justify">On
February 8, 2022 and March 11, 2022, the Company sold \$<span id="xdx_905_eus-
gaap--ConvertibleNotesPayable_iI_c20220208_us-gaap--DebtInstrumentAxis__custom--
TwentyTwentyTwoConvertibleBridgeNotesMember_zQlxj9Q5Ql6d" title="Convertible
notes payable">365,000 and \$<span id="xdx_900_eus-gaap--**

ConvertibleNotesPayable_il_c20220311_us-gaap--DebtInstrumentAxis_custom--TwentyTwentyTwoConvertibleBridgeNotesMember_zGDL0RiCyxh" title="Convertible notes payable">225,000, respectively, in 6% convertible notes (the "2022 Convertible Notes"), which bore 6% interest (which would be waived upon a conversion event), were repayable on December 31, 2024, and were convertible upon the completion of the Company's initial public offering or other liquidity event at 50% of the per share price paid by investors in such an event. In addition, if the 2022 Convertible Notes were not converted during the period 12 months after their initial issuance, the outstanding principal amount of the 2022 Convertible Notes would be increased by 10%. The Company received net proceeds of \$525,715 from the 2022 Convertible Notes, after deducting a total of \$<span id="xdx_90F_eus-gaap--PaymentsForFees_c20220311_20220311_us-gaap--DebtInstrumentAxis_custom--TwentyTwentyTwoConvertibleBridgeNotesMember_zOLqo5nrMuP2" title="Fees

paid">64,285 in fees paid to Boustead Securities LLC for services provided as placement agent for the offering. Boustead also received warrants in connection with the issuances with a total estimated fair value of \$92,336 (see discussion below) and the Company incurred \$17,363 in additional costs which were recorded as debt issuance costs upon issuance of the 2022 Convertible Notes.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The Company assessed the embedded features of the 2022 Convertible Notes and determined that the automatic conversion feature with a 50% discount to per share price paid (a share-settled redemption feature) and the 10% principal increase feature were not clearly and closely related to the debt host instrument and met the definition of a derivative and as such, required bifurcation from the 2022 Convertible Notes. The Company estimated the fair value at issuance of these features to be \$221,000 and recorded as a discount to the 2022 Convertible Notes (see Note 8 for fair value considerations). Of the total \$173,984 of issuance costs incurred related to the 2022 Convertible Notes, the Company allocated \$108,858 of the debt issuance costs to the 2022 Convertible Notes (as a discount) and \$65,126 allocated to the derivative liability and expensed as a component of the finance fee (as restated) in the statement of operations. The discount on the 2022 Convertible Notes was amortized under the effective interest method through the maturity dates of the notes. The Company recognized amortization expense of \$<span id="xdx_909_eus-gaap--AmortizationOfFinancingCosts_c20220101_20221231_us-gaap--

DebtInstrumentAxis__custom--
TwentyTwentyTwoConvertibleBridgeNotesMember_zLem4dHIES25"
title="Amortization expense">37,745 related to the discount on the 2022
Convertible Notes as interest expense in its statement of operations for the year ended
December 31, 2022.</p><p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"> </p><p style="font: 10pt
Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align:
justify">
</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt;
margin-bottom: 0pt; text-align: justify"><span style="font-family: Times New Roman,
Times, Serif; font-size: 10pt"></p><p style="font: 10pt Times New Roman,
Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> </p><p
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt">For services provided in the offering, Boustead Securities LLC also
received warrants to purchase <span id="xdx_90D_eus-gaap--
DebtInstrumentInterestRateStatedPercentage_il_pid_dp_uPure_c20221231__dei--
LegalEntityAxis__custom--BousteadSecuritiesLLCMember_zYRM3ija2OU9"
title="Interest rate">10% of the shares of common stock issuable upon
conversion of the 2022 Convertible Notes, at the conversion price of the notes. Upon
conversion, the warrant became exercisable for a total of <span id="xdx_902_eus-gaap-
=
ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights_il_c20221231__c
-LegalEntityAxis__custom--BousteadSecuritiesLLCMember__us-gaap--
DebtInstrumentAxis__custom--
TwentyTwentyTwoConvertibleBridgeNotesMember_zgtdsATR8uhj">2,582
shares of common stock at an exercise price of \$<span id="xdx_90A_eus-gaap--
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_il_c20221231__dei--
LegalEntityAxis__custom--BousteadSecuritiesLLCMember__us-gaap--
DebtInstrumentAxis__custom--
TwentyTwentyTwoConvertibleBridgeNotesMember_zD1w3meaWV4I">16.00
per share. These warrants were accounted for under ASC 718 and classified as
liabilities due to the fact that the conversion of the 2022 Convertible Notes would
impact their fair value. The fair value at issuance of the warrants was estimated as
\$<span id="xdx_907_eus-gaap--
FairValueAdjustmentOfWarrants_c20220101__20221231__dei--
LegalEntityAxis__custom--BousteadSecuritiesLLCMember__us-gaap--
DebtInstrumentAxis__custom--
TwentyTwentyTwoConvertibleBridgeNotesMember_zhF1rI2Rviwa">92,336
using a Black-Scholes model, with inputs that included an estimated fair value of the
Company's common stock of \$<span id="xdx_906_eus-gaap--
CommonStockConvertibleConversionPriceDecrease_c20220101__20221231_zvAeKYk7IF;
title="Conversion price per share">32.00, an exercise price of \$<span
id="xdx_90E_eus-gaap--SharePrice_il_c20221231_zphB410M6SZ3" title="Common
stock trading price per share">16.00 per share (based on the estimated
conversion terms), a five year term, <span id="xdx_903_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumpti
 volatility and a risk free rate of <span id="xdx_90D_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumpti
-RangeAxis__srt--MinimumMember_zQP9ACdPtKXh">1.81% to <span
id="xdx_90A_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumpti
-RangeAxis__srt--MaximumMember_zKPFT8LVZdda">1.96%.</p><p
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"> </p><p style="font: 10pt Times New Roman, Times, Serif;

margin-top: 0pt; margin-bottom: 0pt; text-align: justify">During the year ended December 31, 2022, the 2022 Convertible Notes were automatically converted into the securities issued by the Company to the investors in the initial public offering, at a discounted price of \$32.00 per unit. Consistent with the investors in the initial public offering, the 2022 Convertible Note holders received 18,438 shares of common stock and warrants to purchase 18,438 shares of common stock with an exercise price of \$0.08 per share. The warrants issued to the 2022 Convertible Note holders were immediately exercised. Pursuant to the automatic exercise of the share-settled redemption feature, the Company accounted for the conversion as an extinguishment of debt. The Company recognized the issuance of the shares of common stock and warrants at their estimated fair value, and recorded a loss on extinguishment of \$310,621 based on the difference between the estimated fair value (\$1,198,438) and the net carrying amount of the 2022 Convertible Notes (including the carrying value of the bifurcated derivative liabilities, which were adjusted to then fair value upon settlement). The accrued cash interest was waived upon conversion and was included as a component of the loss on extinguishment.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>August 2022 Notes</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">On August 1, 2022, the Company issued promissory note units, consisting of an aggregate \$50,000 in <span id="xdx_90B_eus-gaap--DebtInstrumentInterestRateStatedPercentage_iI_pid_dp_uPure_c20220801__us-gaap--DebtInstrumentAxis__custom--AugustTwentyTwentyTwoPromissoryNotesMember_zdmGRqygbDSh" title="Interest

rate">10% promissory notes with a maturity date of July 31, 2023 (the "August 2022 Promissory Notes") and warrants to purchase 2,500 shares of common stock exercisable at a price of the lesser of \$20.00 per share or 50% of the per share price paid in the Company's initial public offering. In addition, the Company issued convertible note units, consisting of an aggregate of \$75,000 in 6% convertible notes with a maturity date of December 31, 2024 (the "August 2022 Convertible Notes", and collectively, the "August 2022 Notes") and warrants to purchase 3,750 shares of common stock exercisable at a price of the lesser of \$20.00 per share or 50% of the per share price paid in the Company's initial public offering. The Company received net proceeds of \$50,000 upon the issuance of the August 2022 Promissory Notes, \$25,000 upon the issuance of the August 2022 Convertible Notes (non-related party) and \$50,000 upon the issuance of the August 2022 Convertible Notes issued to a related party (as detailed in Note 5 above).</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The Company assessed the embedded features of the August 2022 Promissory Notes and determined that the accelerated repayment upon an initial public offering represented a derivative feature requiring bifurcation. The Company estimated the fair value of the derivative to be

\$ at issuance (see Note 8 for fair value considerations). The Company assessed the embedded features of the August 2022 Convertible Notes and determined that the automatic conversion feature with a discount to per share price paid (a share-settled redemption feature) and the and recorded as a discount to the August 2022 Convertible Notes (see Note 8 for fair value considerations).

The Company determined that the warrants issued with the August 2022 Notes should be classified as liabilities under ASC 815, as the settlement amount could vary based on the occurrence of the initial public offering. The Company measured the fair value of these warrants using a Black-Scholes model with inputs that included an estimated fair value of the Company's common stock of \$, an exercise price of \$ per share, a five-year term, .

The fair value of these warrants, the fair value of the bifurcated derivative liabilities and the other debt issuance costs incurred (totaling \$, including the fair value of the Boustead warrants described below), exceeded the proceeds received and as such, the Company recorded a loss at issuance of \$

AugustTwentyTwentyTwoPromissoryNotesMember_zzVapSNIHQPB" title="Finance fee">124,786, in finance fee (as restated) in the statement of operations. The discount on the August 2022 Notes was being amortized under the straight-line method, as the initial carrying value was \$0, through the maturity date of the respective notes. The Company recognized amortization expense of \$7,661related to the discount on the August 2022 Notes as interest expense in its statement of operations for the year ended December 31, 2022.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Boustead Securities LLC acted as placement agent for the August 2022 Notes and received warrants to purchase 625 shares of common stock at an exercise price of \$20.00 per share. The fair value of the warrants was estimated as \$14,662 using a Black-Scholes model with inputs that included an estimated fair value of the Company's common stock of \$32.00, an exercise price of \$20.00 per share, a five-year term, 80.0% volatility and a risk free rate of 2.66%, and recorded by the Company in stockholders' equity at issuance.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">During the year ended December 31, 2022, the lender under the August 2022 Promissory Notes and one lender under the August 2022 Convertible Notes exercised warrants to purchase <span id="xdx_90E_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights_il_c20221231__t

gaap--DebtInstrumentAxis__custom--
 AugustTwentyTwentyTwoPromissoryNotesMember_zIDoBp88TF2d" title="Number of
 warrants to purchase">3,750 shares of common stock in exchange for
 tendering their outstanding principal balance (\$<span id="xdx_90D_eus-gaap--
 ConvertibleDebt_i_c20221231__us-gaap--DebtInstrumentAxis__custom--
 AugustTwentyTwentyTwoPromissoryNotesMember_z3hPJcUx9oIi" title="Principal
 balance">75,000) on their respective notes. As the warrants being exercised
 were classified as liabilities, the Company accounted for the settlement as an
 extinguishment of debt. The Company recognized the issuance of the <span
 id="xdx_906_eus-gaap--
 StockIssuedDuringPeriodSharesNewIssues_c20220101__20221231__us-gaap--
 DebtInstrumentAxis__custom--
 AugustTwentyTwentyTwoPromissoryNotesMember_z3062R9HrRQ1" title="Principal
 balance">3,750 shares of common stock at their estimated fair value (\$<span
 id="xdx_90B_eus-gaap--FairValueAdjustmentOfWarrants_c20220101__20221231__us-
 gaap--DebtInstrumentAxis__custom--
 AugustTwoThousandAndTwentyTwoNotesMember_zAtoWELHHhX5">121,875),
 and recorded a gain on extinguishment of \$<span id="xdx_904_eus-gaap--
 GainsLossesOnExtinguishmentOfDebt_c20220101__20221231__us-gaap--
 DebtInstrumentAxis__custom--
 AugustTwentyTwentyTwoPromissoryNotesMember_zAl5sY7U1d37">44,614
 based on the difference between the estimated fair value and the net carrying amount
 of the tendered August 2022 Notes. The remaining \$<span id="xdx_903_eus-gaap--
 AmortizationOfFinancingCosts_c20220101__20221231__us-gaap--
 DebtInstrumentAxis__custom--
 AugustTwentyTwentyTwoPromissoryNotesMember_zCSU5eZDdFdj">50,000
 outstanding under the August 2022 Convertible Notes (and owed to the related party)
 was fully repaid in cash during the year ended December 31, 2022 (see Note 5),
 resulting in the recognition of a gain on extinguishment of \$<span id="xdx_90F_eus-
 gaap--DebtInstrumentUnamortizedDiscount_i_c20221231__us-gaap--
 DebtInstrumentAxis__custom--
 AugustTwentyTwentyTwoPromissoryNotesMember_z4l3Icw5MxTd" title="Unamortized
 discount">2,206 based on the difference between the repayment in cash and
 the net carrying amount of the notes.</p><p style="font: 10pt Times New
 Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span
 style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> </p><p
 style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
 0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
 font-size: 10pt"></p> 430000012726018.8039350003.46the Alto Convertible
 Note is convertible into shares of common stock at a price per share equal to the lower
 of (i) \$18.80, (ii) 90% of the three lowest daily VWAPs of the 15 trading days prior to
 the payment date, or (iii) 90% of the VWAP of the trading day prior to payment date.
 The noteholder may convert at any time at a fixed price of \$18.80 per
 share.18.8014420000.0510000000345000890918.80P5Y1103.539954334500023202710
 more than 25% of the amount forgiven to be attributable to non-payroll
 costs730075000000.102022-12-
 28625008.004949252189036700041844940.008.000.8630.0127331978625008.0094100
 id="xdx_809_eus-gaap--StockholdersEquityNoteDisclosureTextBlock_zRCb1RVFvgke"
 style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
 0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
 font-size: 10pt">Note 7 - Stockholders'
 Equity</p><p style="font: 10pt Times New Roman, Times, Serif;
 margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:
 Times New Roman, Times, Serif; font-size: 10pt"> </p><p style="font: 10pt
 Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align:
 justify">
 <i>Common Stock</i></p><p style="font: 10pt Times New Roman,
 Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span

During the year ended December 31, 2023, the Company issued:

Common stock issued for conversion of convertible debt, shares 297,625 shares of common stock to settle \$ Debt, principal 1,925,700 of principal and \$	Accrued interest settled with common stock 294,927 of interest on a Convertible Note and incurred \$ Loss on settlement of convertible debt 477,221 of loss on settlement.
Common stock issued for conversion of convertible debt, shares 10,650 shares of common stock issued for vesting of restricted stock units.	

During the year ended December 31, 2022, the Company issued:

	●	
of accrued interest	16.	
of accrued interest		
Common stock vesting of restricted stock unit	3,500	shares of common stock upon vesting of restricted stock units.
Common stock issued for cash, shares	352,443	shares of common stock upon completion of the Company's initial public offering (including the exercise of the underwriter's overallotment option), and the immediate exercise of warrants issued as part of the IPO Units, for net proceeds of \$
Stock issued upon completion	9,951,356	.
Number shares issued for conversion of note, shares	42,113	shares of common stock upon the automatic conversion of preferred shares and
Number shares issued for conversion dividends payable, shares	12,553	shares of common stock to settle cumulative dividends on the preferred shares totaling \$
Common stock issued for dividends payable	402,064	.
	●	

A total of 36,876 shares of common stock issued to the lenders upon conversion of the 2022 Convertible Notes, including 18,438 shares of common stock issued upon the conversion of the 2022 Convertible Notes into units with an estimated fair value of \$ 18,438 at settlement, and 18,438 shares of common stock upon the exercise of the common stock warrants, for total proceeds of \$ 1,475.	
A total of 66,250 shares of common stock upon the exercise of warrants and settlement of the December 2021 Notes and certain August 2022 Notes . Includes 62,500 shares of common stock issued upon the exercise and settlement of the December 2021 Notes with an estimated fair value of \$ 2,031,249 and 3,750 shares of common stock issued upon the exercise and settlement of certain August 2022 Notes with an estimated fair value of \$ 121,875.	

439,427, which increases net loss attributable to common stockholders during the year ended December 31, 2022.

During the year ended December 31, 2022 and upon completion of its initial public offering, the Company converted 1,213 shares of Series A Preferred Stock into 42,113 shares of common stock, based on a conversion price of 90% of the per share IPO price of \$32.00 per share, resulting in a discounted conversion price of \$28.80 per share. Based on the nature of the settlement (as the exercise of a share-settled redemption feature) the Company recognized a deemed contribution of \$31,423 during the year ended December 31, 2022.

During the year ended December 31, 2022, the Company accrued \$71,009 for the

Cumulative dividends percentage 8.5% cumulative dividends on the Series A Preferred stock, and as of the date of conversion of the Series A Preferred Stock, the total cumulative dividends accrued were equal to \$8.5

SubsidiarySaleOfStockAxis__us-gaap--IPOMember_zuSkbBGJR2bd" title="Stock issued for conversion, value">402,064

Upon the conversion of the Series A Preferred Stock, the cumulative dividends were also converted into **12,553** shares of the Company's common stock.

As of December 31, 2023 and 2022, the Company had no shares of Series A Preferred Stock outstanding.

Warrants

The Series A Preferred Stock sold in the Company's 2018 and 2019 private placement offerings included warrants to be issued upon the earlier of a closing of the sale of shares of common stock to the public or upon a listing of the Company's common stock. The warrants will be exercisable for a period of three years after the date of issuance at an exercise price contingent on the terms of the public offering. The initial form of the warrants were expected to include contingent call features based on the terms of the public offering. As originally drafted, if an initial public offering occurs at a price at or above \$**111.04**, then the warrants are callable if the 20-day VWAP of the common stock is at or above 150% of the variable exercise price. In the scenario where the common stock is listed with a common stock issuance price below \$**111.04**, then the warrants are callable if the 20-day VWAP of the common stock is at or above the \$**166.56** exercise price. Upon the issuance of the warrants in September 2022, the contingent call features were not included in the agreements. Given the variability in the number of warrants and exercise price, the detachable warrants contained terms and features that gave rise to liability classification.

In April 2022, the Company modified the terms of the Series A Preferred Stock as discussed above. These modifications impacted the potential terms of these contingently issuable warrants (potential warrant shares and exercise price). The impact of this modification was reflected in the fair value of the warrant obligation recorded during the interim periods within the year ended December 31, 2022. Upon completion of our initial public offering, the Series A Preferred Stock was converted, and warrants were issued in relation to the conversion, with each warrant then exercisable at the equivalent of the per share initial public offering price. In total, the Company issued warrants to purchase

	42,113 shares of common stock, at an exercise price		32.00 per share in settlement of this warrant obligation.			
In addition, upon the issuance of these warrants, the Company reassessed the classification accounting and concluded that the issued warrants met the requirements for classification in stockholders' equity. The Company reclassified the then fair value of these warrants, totaling \$	756,723, to additional paid in capital in stockholders' equity.</p> <p style="font-family: Times New Roman, Times, Serif; font-size: 10pt"></p> <p style="font-family: Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> The warrant liability related to the Series A Preferred Stock was \$	0 as of December 31, 2022. For the period ended December 31, 2022 (prior to reclassification), the change in fair value of warrant obligation liability was a loss of 	421,768.</p> <p style="font-family: Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font-family: Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font-family: Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font-family: Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font-family: Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Warrants Issued to Boustead as Placement Agent or Underwriter</i></p> <p style="font-family: Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font-family: Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">For services provided in relation to the 2022 Convertible Notes and August 2022 Notes offerings, Boustead received warrants to purchase 	10% of the shares of common stock issuable upon

conversion of the 2022 Convertible Notes, at the conversion price of the notes. Upon conversion, the warrant became exercisable for a total of shares of common stock at an exercise price of \$ per share. These warrants were accounted for under ASC 718 and classified as liabilities due to the fact that the conversion of the 2022 Convertible Notes would impact their fair value. These warrants were exercised on a cashless basis in September 2022. The Company reclassified the then fair value of the warrants of \$ at the initial public offering to equity, with the estimated fair value based on a Black-Scholes model, with inputs that included an estimated fair value of the Company's common stock of \$, an exercise price of \$ per share, a remaining term of years, shares of common stock at an exercise price of \$ per share. These warrants were classified in equity and exercised on a cashless basis in September 2022. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Boustead additionally received a warrant to purchase shares of common stock at an exercise price of \$ per share upon the closing of the IPO. These warrants were classified in equity and exercised on a cashless

basis in September 2022. Upon the closing of the overallotment option to the IPO, Boustead received an additional warrant to purchase

five-year term, ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptio
gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--
SubsidiarySaleOfStockAxis__us-gaap--OverAllotmentOptionMember_zsJZMdsOaRmg"
title="Volatility rate">101.4% volatility and a risk free rate of **id="xdx_901_eus-gaap--**
ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptio
gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember__us-gaap--
SubsidiarySaleOfStockAxis__us-gaap--OverAllotmentOptionMember_zXxjeYY46rya"
title="Risk free rate">3.74%. The fair value of these warrants was recorded to
additional paid in capital and represented an issuance cost of the initial public offering
(recorded as a deduction to additional paid in capital). These warrants remain
outstanding as of December 31, 2023.

Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">**Alto Opportunity**
Master Fund, SPC

Alto Convertible Note, Boustead was granted warrants to purchase **id="xdx_90D_eus-**
gaap--
ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights_il_c20230131__t
gaap--DebtInstrumentAxis__custom--AltoConvertibleNoteMember__us-gaap--
StatementEquityComponentsAxis__us-gaap--WarrantMember_zZ1V6Y7JlRrk"
title="Number of warrants to purchase">8,909 shares of common stock, at an
exercise price of \$ **id="xdx_90B_eus-gaap--**
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_il_pid_c20230131__us-
gaap--DebtInstrumentAxis__custom--AltoConvertibleNoteMember__us-gaap--
StatementEquityComponentsAxis__us-gaap--WarrantMember_zb36KFXHrSch"
title="Exercisable price per share">18.80 per share (Note 6). In addition, Alto
was granted warrants to purchase **id="xdx_905_eus-gaap--**
ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights_il_c20230131__t
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zXYOVsXPNls5"
title="Number of warrants to purchase">127,260 shares of common stock, at
an exercise price of \$ **id="xdx_909_eus-gaap--**
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_il_pid_c20230131__us-
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zkfJB4UE4E0g"
title="Exercise price per share">18.80 per share (Note 6, 8).

A summary of activity regarding all warrants issued for the year ended
December 31, 2023 and 2022 were as follows:

Schedule of Warrants

Number of			
Weighted Average			
Weighted Average			
Warrants			
Exercise Price			
Life (years)			
(as restated)			
(as restated)			
(as restated)			
Outstanding, December 31, 2021			
62,500			
\$			
8.00			

New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_908_ecustom--SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsOutstan	
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zUtrsMLQInh5" title="Weighted average life (years), outstanding balance">4.99</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; width: 40%">Granted⁽¹⁾</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn	
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__dei--LegalEntityAxis__custom--BousteadMember_fKDp_zPxXrFtitK4i" style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right" title="Number of warrants outstanding, granted">270,910</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td id="xdx_985_ecustom--ShareBasedCompensationArrangementByShareBasedPaymetAwardNonOptionGrandInP	
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__dei--LegalEntityAxis__custom--BousteadMember_fKDp_zlyZQ5q1wWaf" style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right" title="Weighted average exercise price, outstanding granted">14.57</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right"><span id="xdx_906_ecustom--SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsGranted	
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__dei--LegalEntityAxis__custom--BousteadMember_fKDp_z9kvRoBzdLNh" title="Weighted average life (years), granted">4.68</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Exercised⁽²⁾</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn	
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_fKDp_z9CkaYjHRKW6" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants outstanding, exercised">(285,579</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_ecustom--ShareBasedCompensationArrangementByShareBasedPaymetAwardNonOptionExercised	
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_fKDp_zcPe5lHTomfb" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, outstanding exercised">9.58</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font:	

	—	
Outstanding, December 31, 2022		
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn gaap--StatementEquityComponentsAxis__us-gAAP--WarrantMember_ze9UI044YgV5"	Number of warrants outstanding, balance	47,831
Weighted average exercise price, outstanding balance		35.77
SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsOutstan gaap--StatementEquityComponentsAxis__us-gAAP--WarrantMember_zVK2h47ttkBl"	Weighted average life (years), outstanding balance	2.78
Granted - Boustead		
ShareBasedCompensationArrangementByShareBasedPaymetAwardNonOptionGrandInP gaap--StatementEquityComponentsAxis__us-gAAP--WarrantMember_dei--LegalEntityAxis__custom--BousteadMember_zP4pVamBEbW6"	Number of warrants outstanding, granted	8,909
Weighted average exercise price, outstanding granted		18.80
SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsGranted gaap--StatementEquityComponentsAxis__us-gAAP--WarrantMember_dei--LegalEntityAxis__custom--BousteadMember_zBAwWgoJ4zOd"	Weighted average life (years), granted	5.00

Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Granted-
Ayrton</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom:
1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman,
Times, Serif; text-align: left"> </td><td id="xdx_98D_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__dei--
LegalEntityAxis__custom--AyrtonMember_zKe68UzemyL1" style="border-bottom: Black
1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number
of warrants outstanding, granted">127,260</td><td style="font: 10pt Times New
Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font:
10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-
align: left"> </td><td id="xdx_982_ecustom--
ShareBasedCompensationArrangementByShareBasedPaymetAwardNonOptionGrandInP
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__dei--
LegalEntityAxis__custom--AyrtonMember_zISN0tLiSKz7" style="border-bottom: Black
1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted
average exercise price, outstanding granted">18.80</td><td style="font: 10pt Times
New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-
align: left"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New
Roman, Times, Serif; text-align: right"><span id="xdx_900_ecustom--
SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsGranted
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__dei--
LegalEntityAxis__custom--AyrtonMember_z6X298lHDxuk" title="Weighted average life
(years), granted">4.00</td><td style="font: 10pt Times New Roman, Times,
Serif; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font: 10pt Times
New Roman, Times, Serif; vertical-align: bottom; background-color:
rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left; padding-bottom: 2.5pt">Outstanding, December 31, 2023</td><td style="font:
10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td
style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif;
text-align: left"> </td><td id="xdx_98C_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z3ZA5GLGhimk"
style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif;
text-align: right" title="Number of warrants outstanding, balance">184,000</td><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align:
left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom:
2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New
Roman, Times, Serif; text-align: left"></td><td id="xdx_98F_ecustom--
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_ziOT5Z7k8vIk"
style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif;
text-align: right" title="Weighted average exercise price, outstanding
balance">23.21</td><td style="font: 10pt Times New Roman, Times, Serif; padding-
bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times,
Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double;
font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-
bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align:
right"><span id="xdx_908_ecustom--
SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsOutstan
gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zhtZKqpxzGS6"
title="Weighted average life (years), outstanding balance">2.77</td><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align:
left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:

Times New Roman, Times, Serif; font-size: 10pt"></p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"></td> <td style="font: 10pt Times New Roman, Times, Serif">(1)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Granted warrants include those granted on the issuance of the August 2022 Promissory Notes (3,750 warrants); Notes Payable - Related Parties (2,500 warrants); upon conversion of the Series A Preferred Shares (42,114 warrants); automatic conversion of the 2022 Convertible Notes (18,447 warrants); issued during the IPO, including overallotment option (176,222 warrants) and issued to Boustead Securities LLC (27,877 warrants).</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">(2)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Exercised warrants include the exercise of the warrants issued with the December 2021 Notes (<span class="xdx_phnt_RGlzY2xvc3VyZSA0IFNjaGVkdWxIG9mIFdhenJhbnRzIEFjdGl2aXR5ICh.

id="xdx_90C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn-gaap--DebtInstrumentAxis__custom--AugustTwoThousandAndTwentyOnePromissoryNotesMember_z3vUeINzv4nc" title="Number of shares issued">62,500 warrants); the exercise of the warrants issued with the August 2022 Notes (3,750 warrants); the exercise of the warrants issued upon conversion of the Convertible Notes (18,447 warrants); and the exercise of the warrants issued during the IPO, including overallotment option (176,222 warrants), and warrants exercised on a cashless basis (24,660 warrants).</td></tr></table><p id="xdx_8A4_z33AkX1pnRpc" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The intrinsic value of the warrants as of December 31, 2023 is \$0. All of the outstanding warrants are exercisable as of December 31, 2023.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>Equity Incentive Plan</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Our 2018 Equity Incentive Plan (the “2018 Plan”) provides for equity incentives to be granted to our employees, executive officers, directors and key advisers and consultants. Equity incentive grants may be made in the form of stock options with an exercise price of not less than the fair market value of the underlying shares as determined pursuant to the 2018 Equity Incentive Plan, restricted stock awards, other stock-based awards, or any combination of the foregoing. The 2018 Equity Incentive Plan is administered by the Company’s compensation committee. We have reserved <span id="xdx_902_eus-gaap--

ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTa

Schedule of Compensation Expense of Restricted Stock Units				
2023				
2022				
Year ended December 31,				
2023				
2022				
(as restated)				
GeneralAndAdministrativeExpenseMember_zAFSDfn5qktl				
Recognized in general and administrative expense				
ShareBasedCompensation_hus-gaap--IncomeStatementLocationAxis_us-gaap--ResearchAndDevelopmentExpenseMember_zP0z6A5Wtzm7				
Recognized in research and development expense				

	131,965																
<table border="1"> <tr> <td style="width: 33%;"></td> <td style="width: 33%; text-align: right;">Total</td> <td style="width: 33%;"></td> </tr> <tr> <td style="width: 33%;"></td> <td style="width: 33%; text-align: right;">\$</td> <td style="width: 33%;"></td> </tr> <tr> <td style="width: 33%;"></td> <td style="width: 33%; text-align: right;">181,960</td> <td style="width: 33%;"></td> </tr> <tr> <td style="width: 33%;"></td> <td style="width: 33%; text-align: right;">\$</td> <td style="width: 33%;"></td> </tr> <tr> <td style="width: 33%;"></td> <td style="width: 33%; text-align: right;">237,547</td> <td style="width: 33%;"></td> </tr> </table>				Total			\$			181,960			\$			237,547	
	Total																
	\$																
	181,960																
	\$																
	237,547																

As of December 31, 2023 and 2022, there was \$231,550 and \$61,111, respectively, of unrecognized stock-based compensation expense related to unvested RSUs, which is expected to be recognized over a weighted-average period of 1.06 years and 1.83 years, respectively.

A summary of activity regarding the Restricted Stock Units issued follows:

Schedule of Restricted Stock Units (RSUs)	Number of Shares

Weighted Average Grant Date Fair Value Per Share		2,017	\$
Outstanding, December 31, 2021 (as restated)	185.60	4,449	22.48
Granted	Vested (as restated)	(3,500)	

gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zczNKvkuf77f" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted Average Grant Date Fair Value Per RSU, Vested">116.48	ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zJLlR2oM68k" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of RSUs, Outstanding, Beginning Balance">2,966	ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zbGSPCWzvNQ3" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted Average Grant Date Fair Value Per RSU, Beginning Balance">22.48	ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPe gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zb8H48qjFDX2" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of Stock Option Outstanding, Granted">32,415	ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPe gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zm2rFXcHGT6f" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted Average Exercise Price, Granted">10.88	ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zDOZ0v9rffxd" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of RSUs, Vested">(10,650	ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zqiZ4bcJQM06" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted Average Grant Date Fair Value Per RSU,

Vested">12.00</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td> </tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 2.5pt">Outstanding, December 31, 2023</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsGaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zB3h4SMKiWMe" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of RSUs, Outstanding, Ending Balance">24,731</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsGaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zeElVTFzf1u8" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted Average Grant Date Fair Value Per RSU, Ending Balance">11.76</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td> </tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p id="xdx_8A5_zV6HtUCMiCil" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> 29762519257002949274772211065010516340350035244399513564211312553402064 Series A Preferred Stock sold in the Company's 2018 and 2019 private placement offerings included warrants to be issued upon the earlier of a closing of the sale of shares of common stock to the public or upon a listing of the Company's common stock. The warrants will be exercisable for a period of three years after the date of issuance at an exercise price contingent on the terms of the public offering. The initial form of the warrants were expected to include contingent call features based on the terms of the public offering. As originally drafted, if an initial public offering occurs at a price at or above \$111.04, then the warrants are callable if the 20-day VWAP of the common stock is at or above 150% of the variable exercise price. In the scenario where the common stock is listed with a common stock issuance price below \$111.04, then the warrants are callable if the 20-day VWAP of the common stock is at or above the \$166.56 exercise price. Upon the issuance of the warrants in September 2022, the contingent call features were not included in the agreements. Given the variability in the number of warrants and exercise price, the detachable warrants contained terms and features that gave rise to liability classification.111.04111.04166.564211332.0075672304217680.10258216.006414032.5<td id="xdx_896_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_zYUyrflizBO8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">A summary of activity regarding all warrants issued for the year ended December 31, 2023 and 2022 were as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> Schedule of Warrants Activity</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: 10pt

Number of			
Weighted Average			
Weighted Average			
Warrants			
Exercise Price			
Life (years)			
(as restated)			
(as restated)			
(as restated)			
Outstanding, December 31, 2021			
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zQjuYcgvRHaI"			
ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z4xGXCAwN6Tj"			
SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsOutstan			

gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zUtrsMLQInh5" title="Weighted average life (years), outstanding balance">4.99	
</	

Outstanding, December 31, 2022	47,831	35.77	2.78	8,909	18.80	5.00	Granted - Ayrton	Granted - Ayrton

gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_dei--LegalEntityAxis__custom--AyrtonMember_zKe68UzemyL1" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants outstanding, granted">127,260</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_982_ecustom--ShareBasedCompensationArrangementByShareBasedPaymetAwardNonOptionGrandInP

gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_dei--LegalEntityAxis__custom--AyrtonMember_zISN0tLiSKz7" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, outstanding granted">18.80</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_900_ecustom--SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsGranted

gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_dei--LegalEntityAxis__custom--AyrtonMember_z6X298lHDxuk" title="Weighted average life (years), granted">4.00</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 2.5pt">Outstanding, December 31, 2023</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn

gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z3ZA5GLGhimk" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants outstanding, balance">184,000</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_98F_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityIn

gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_ziOT5Z7k8vIk" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, outstanding balance">23.21</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_908_ecustom--SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsOutstan

gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zhtZKqpxzGS6" title="Weighted average life (years), outstanding balance">2.77</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">

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font: 10pt Times New Roman, Times, Serif; text-align: center">2023</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" id="xdx_495_20220101_20221231_zsR9hqKKMoLh" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2022</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="7" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Year ended December 31,</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2023</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; 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font: 10pt Times New Roman, Times, Serif; text-align: center">2022</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2023</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2022</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2023</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; 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font: 10pt Times New Roman, Times, Serif; text-align: center">2022</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2023</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2022</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2023</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2022</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">2023</td><

padding-bottom: 1.5pt; text-align: center"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td colspan="3" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: center">(as restated)</td></tr><tr id="xdx_400_eus-gaap--ShareBasedCompensation_hus-gaap--IncomeStatementLocationAxis_us-gaap--GeneralAndAdministrativeExpenseMember_zAFSDfn5qktl" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; width: 60%; text-align: left">Recognized in general and administrative expense</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right">115,000</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right">105,582</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td></tr><tr id="xdx_40E_eus-gaap--ShareBasedCompensation_hus-gaap--IncomeStatementLocationAxis_us-gaap--ResearchAndDevelopmentExpenseMember_zP0z6A5Wtzm7" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Recognized in research and development expense</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">66,960</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">131,965</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr id="xdx_40E_eus-gaap--ShareBasedCompensation_zypbbKjXmu9" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Total</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">181,960</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right">237,547</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table>

1150001055826696013196518196023754723155061111P1Y21DP1Y9M29D<p id="xdx_894_eus-gaap--ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">A summary of activity regarding the Restricted Stock Units issued follows:</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Schedule of Restricted Stock Units (RSUs)</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: bold 10pt Times New Roman, Times,

Number of Shares		Weighted Average Grant Date Fair Value Per Share			
Outstanding, December 31, 2021 (as restated)					
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zOp0K0rXX4Gc"		ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zq67dBYRjOe"			
Number of RSUs, Outstanding, Beginning Balance">2,017		Weighted Average Grant Date Fair Value Per RSU, Beginning Balance">185.60			
Granted					
ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPe(us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zxFG8KzbDVpg"		ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPe(us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zq4SzMGLzOvg"			
Number of Stock Option Outstanding, Granted">4,449		Weighted Average Exercise Price, Granted">22.48			
Vested (as restated)					
ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zE3XiT4Awr8"					
Number of RSUs, Vested">(3,500					

ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments(gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zczNKvkuf77f"	
Weighted Average Grant Date Fair Value Per RSU, Vested	116.48
Outstanding, December 31, 2022 (as restated)	
Number of RSUs, Outstanding, Beginning Balance	2,966
Weighted Average Grant Date Fair Value Per RSU, Beginning Balance	22.48
Granted	
Number of Stock Option Outstanding, Granted	32,415
Weighted Average Exercise Price, Granted	10.88
Vested (as restated)	
Number of RSUs, Vested	(10,650

gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zqiZ4bcJQMo6"
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted Average Grant Date Fair Value Per RSU, Vested">12.00

Outstanding, December 31, 2023	

id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments"
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zB3h4SMKiWMe"
style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of RSUs, Outstanding, Ending Balance">24,731

id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstruments"
gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zeElVTFzf1u8"
style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted Average Grant Date Fair Value Per RSU, Ending Balance">11.76

Note 8 - Derivative Liabilities

Fair Value Assumptions Used in Accounting for Derivative Liabilities

ASC 815 requires us to assess the fair market value of derivative liabilities at the end of each reporting period and recognize any change in the fair market value as other income or expense.

Alto Opportunity Master Fund, SPC

Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In January 2023, in connection with the Alto Convertible Note, the Company issued warrants to purchase 127,260 shares of common stock, with an exercise price of \$18.80 per share, valued at inception at \$1,189,000 and as of December 31, 2023, at \$410,660. The Company determined our derivative liabilities from the warrants issued in relation to the Alto Convertible Note do not satisfy the classification as equity instruments due to the existence of a certain net cash settlement provision that is not within the sole control of the Company. In addition, there are certain down round provisions that could reduce the exercise price if the Company issues securities at lower prices in the future.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The Company determined our derivative liability from the noteholder's Acceleration Option for the Alto Convertible Note is not clearly and closely related to the host and should be thus accounted for as a bifurcated derivative liability.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">We classified these derivative liabilities as a Level 3 fair value measurement and used the Monte Carlo pricing model to calculate the fair value as of January 11, 2023, and for each reporting period. Key inputs for the simulation are summarized below. The Monte Carlo simulation uses an implied VWAP for each valuation date. The implied VWAP was backsolved by setting the summation of the parts (e.g., derivatives and debt without derivatives) equal to the cash proceeds. The simulation was then iterated and manipulated to solve for the implied share price, which was approximately \$12.64per share (or an approximate 14% discount to the quoted market VWAP on January 11, 2023). Additionally, the Company estimates probability for various specific scenarios impacting the warrant valuation.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"></p><p id="xdx_896_eus-gaap--

FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTe
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The range of key inputs for the Monte Carlo simulation for the year ended December 31, 2023, were as follows:**</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">**
** **Schedule of Monte Carlo Simulation Assumption**</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%">**
<tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: left">Net cash settlement and down round key valuation inputs – Alto Warrants***</td>**
<td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td>
<td colspan="2" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td>
<td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td>
</tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)">
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left; width: 78%">Annualized volatility**</td>**
<td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left; width: 1%"> </td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: right; width: 16%">
****77.51**% - **92.33****
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left; width: 3%">%**</td>**
</tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White">
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Risk-free interest rate**</td>**
<td style="font: 10pt Times New Roman, Times, Serif"> </td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: right">
****4.01**% - **5.23****
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%**</td>**
</tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)">
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Quoted VWAP***</td>**
<td style="font: 10pt Times New Roman, Times, Serif"> </td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$**</td>**
<td style="font: 10pt Times New Roman, Times, Serif; text-align: right">

[illegible]

~~MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MaximumMember__us-gaap--StatementEquityComponentsAxis__custom--AltoWarrantsMember_fKg____z2QZvDKXSZe8" title="Time period (years)">3.03</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Estimated fair value (issuance)</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p id="xdx_985_ecustom--AdditionOfNewDerivativesRecognizedAsDebtDiscounts_c20230101_20231231__us-gaap--StatementEquityComponentsAxis__custom--AltoWarrantsMember__us-gaap--MeasurementInputTypeAxis__custom--MeasurementInputEstimatedFairValueMember_fKg____zzfOPZcmFp21" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt" title="Estimated fair value issuance">1,189,000</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Estimated fair value (December 31, 2023)</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">\$</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p id="xdx_987_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityA gaap--StatementEquityComponentsAxis__custom--AltoWarrantsMember_fKg____zoconmEERXL5" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt" title="Estimated fair value">410,660</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><table border="0" cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; margin-top: 0pt; margin-bottom: 0pt"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify; width: 0.15in"><i>*</i></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"><i>Based on a Monte Carlo simulation analysis of 50,000 iterations</i></td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: left">Alto Acceleration Option key valuation inputs*</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: right"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom;~~

Annualized volatility			
34.23%	59.15%		
Risk-free interest rate			
4.68%	5.60%		
Quoted VWAP*			
\$			
Illiquidity discount			
Time period (years)			

<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">
 <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">
 0
 1.2

Estimated fair value (issuance)			
\$			

<p id="xdx_988_ecustom--AdditionOfNewDerivativesRecognizedAsDebtDiscounts_c20230101_20231231_us-gaap--DerivativeInstrumentRiskAxis_us-gaap--StockOptionMember_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputEstimatedFairValueMember_fKg_z1a2A1cFwJo7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt" title="Estimated fair value issuance">1,442,000</p>
 <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">

Estimated fair value (December 31, 2023)		
\$		

<p id="xdx_98B_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability_us-gaap--DerivativeInstrumentRiskAxis_us-gaap--StockOptionMember_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputEstimatedFairValueMember_fKg_zMZsZdoRik44" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt" title="Estimated fair value">3,852</p>
 <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">

<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p>
 <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p>
 <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p>
 <table border="0" cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; margin-top: 0pt; margin-bottom: 0pt">
 <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top">
 <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">
 <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify; width: 0.15in"><i id="xdx_F02_zP9EgyZUvD22">*</i></td>
 <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"><i id="xdx_F10_zpHGdXc8eMz1">Based on a Monte Carlo simulation analysis of 50,000 iterations</i></td>
 </tr>
 </table>
 <p id="xdx_8A5_z9FqQ83Hz1gf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p>
 <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p>

margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>December 2021 Notes</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i> </i></p> <p id="xdx_892_ecustom--ScheduleOfDerivativeOfSettlementValuationTableTextBlock_zjlcwF4i7uJj" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In connection with the issuance of the December 2021 Notes, the Company identified an accelerated repayment upon IPO feature that required bifurcation. We classified this derivative liability as a Level 3 fair value measurement and used a probability weighted scenario model to estimate the fair value of the derivative just prior to the settlement of the December 2021 Notes. Key inputs for this valuation model are summarized below.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i> </i>Schedule of Derivative Liability Valuation</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif">December 2021 Notes derivative key valuation inputs</td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_49A_20211231__us-gaap--AwardDateAxis__custom--IssuanceDateMember_zCCUZkonud72" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Issuance Date</td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_49C_20211231__us-gaap--AwardDateAxis__custom--SettlementDateMember_zi03jzsAnAh5" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Settlement Date</td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; width: 60%; text-align: left">Amount due upon acceleration</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%">\$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right; width: 16%"></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">533,699</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">\$</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right">533,973</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Carrying value of December 2021 Notes at measurement date</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif">\$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td></tr></table>

right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">—</p></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">337,398</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">IPO date</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">8/31/2022</p></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">9/2/2022</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Probability of IPO acceleration</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">90</p></td><td style="font: 10pt Times New Roman, Times, Serif">%</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">100</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Probability of maturity</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-

bottom: 0pt">10</p></td> <td style="font: 10pt Times New Roman, Times, Serif">%</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Time period to maturity (years)</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1.00 years</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">0.32 years</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Discount rate</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">50.0</p></td> <td style="font: 10pt Times New Roman, Times, Serif">%</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">50.0</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Estimated fair value</td> <td style="font: 10pt Times New Roman, Times, Serif">\$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"><span id="xdx_90B_eus-gaap--ConvertibleNotesPayable_iI_c20211231_us-gaap--

MeasurementInputTypeAxis_custom--

MeasurementInputEstimatedFairValueMember_us-gaap--AwardTypeAxis_custom--

IssuanceDateMember_z8IXFlyc2pgh" title="Estimated fair value">367,000</p></td> <td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">162,000</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> </table> <p id="xdx_8A9_z3urm4comLn1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>2022 Convertible Bridge Notes</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i> </i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In connection with the issuance of the 2022 Convertible Notes in February and March 2022, the Company identified certain embedded features that required bifurcation as a combined derivative liability, including the share-settled redemption of the 2022 Convertible Notes at a 50% discount and the automatic increase in principal of 10% if conversion does not occur within 12 months.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">We classified this derivative liability as a Level 3 fair value measurement and used the a with and without probability weighted scenario model to estimate the fair value as of each issuance date of the 2022 Convertible Notes, as well as just prior to their settlement upon the initial public offering. Key inputs for this valuation model are summarized below.</p> <p id="xdx_896_ecustom--ScheduleofDerivativeKeyValuationInputsTableTextBlock_z5brvl3KzAle" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"> Schedule of Derivative Key Valuation Inputs</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 64%">2022 Convertible Notes derivative key valuation inputs*</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: center">Issuance Dates</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: center"><span

Settlement Date	Annualized volatility		
DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputPriceVolatilityMember_srt--RangeAxis_srt--MinimumMember_zrI7eNI0ycE5" title="Annualized volatility">75.0	DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputPriceVolatilityMember_srt--RangeAxis_srt--MaximumMember_z0yV9SlEpTnf" title="Annualized volatility">82.0		
DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20221231_us-gaap--AwardTypeAxis_custom--SettlementMember_zKgfUKZ0UPn4" title="Annualized volatility">			
Risk-free interest rate			
DerivativeLiabilityMeasurementInput_iI_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputRiskFreeInterestRateMember_srt--RangeAxis_srt--MinimumMember_zIJa6GBq3Vu9" title="Risk-free interest rate">0.6	DerivativeLiabilityMeasurementInput_iI_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputRiskFreeInterestRateMember_srt--RangeAxis_srt--MaximumMember_z7kAtMbqmLOb" title="Risk-free interest rate">1.2		
DerivativeLiabilityMeasurementInput_iI_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputRiskFreeInterestRateMember_us-gaap--AwardTypeAxis_custom--SettlementMember_zMKLBnZnSszd" title="Risk-free interest rate">			
Exercise price (implied)			
DerivativeLiabilityMeasurementInput_iI_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputSharePriceMember_srt--RangeAxis_srt--MinimumMember_zusiOIenJwY5" title="Exercise price (implied)">45.52			

Exercise price (implied)	85.92	
Estimated IPO date	8/31/2022	
Estimated IPO date	9/2/2022	
Probability of default	50	
Probability of IPO or Alternative Liquidity Event	45	

MeasurementInputSharePriceProbabilityOfIPOMember__us-gaap--AwardTypeAxis__custom--SettlementMember_zT1PeOh2Neth" title="Probability of IPO or Alternative Liquidity Event">100%</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Probability of Maturity</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center">5%</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center">—%</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif">Time period (years)</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center">0.47 - 1.00 years</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center">0.00 years</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Estimated fair value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">\$221,000</p></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">\$<span id="xdx_901_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityYgaap--MeasurementInputTypeAxis__custom--MeasurementInputEstimatedFairValueMember__us-gaap--AwardTypeAxis__custom--	

SettlementMember_z86312yZwukb" title="Estimated fair value">571,000</p></td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p id="xdx_8AC_zgVopIKtftcl" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i>August 2022 Notes</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p id="xdx_895_ecustom--ScheduleOfDerivativeOfSettlementValuationTableTextBlock_hus-gaap--AwardDateAxis__custom--AugustTwoThousandTwentyTwoNotesMember_zgGEkOpbb6be" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In connection with the issuance of the August 2022 Promissory Note, the Company identified an accelerated repayment upon IPO feature that required bifurcation. We classified this derivative liability as a Level 3 fair value measurement and used a probability weighted scenario model to estimate the fair value of the derivative just prior to the settlement of the August 2022 Promissory Notes. Key inputs for this valuation model are summarized below.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i></i>Schedule of Derivative Issuance Valuation Inputs</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 64%">August 2022 Promissory Notes derivative key valuation inputs</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: center">Issuance Dates</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: center">Settlement Date</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Amount due upon acceleration (estimated at issuance)</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center">\$50,411</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center">\$50,438</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td

Carrying value of August 2022 Promissory Notes at measurement date		
\$		
DerivativeLiabilityOfCarringValueMeasurementDate_c20220801_20220831_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputSharePriceMember_us-gaap--AwardDateAxis_custom--IssuanceDatesMember_zVydJGz543cb" title="Carrying value"	0	
DerivativeLiabilityOfCarringValueMeasurementDate_c20220801_20220831_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputSharePriceMember_us-gaap--AwardDateAxis_custom--SettlementMember_zj9Ng4Pbbdij" title="Carrying value"	4,521	
IPO date		
DebtSecuritiesAvailableForSaleMaturityDate_il_c20220831_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputIpoDateMember_us-gaap--AwardDateAxis_custom--IssuanceDateMember_zbhJNV5W9Fb5" title="IPO date"	8/31/2022	
DebtSecuritiesAvailableForSaleMaturityDate_il_c20220831_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputIpoDateMember_us-gaap--AwardDateAxis_custom--SettlementMember_zAzR2pIn59Hh" title="IPO date"	9/2/2022	
Probability of IPO acceleration		
DerivativeLiabilityOfProbabilityAcceleration_il_dp_uPure_c20220831_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputSharePriceMember_us-gaap--AwardDateAxis_custom--IssuanceDatesMember_zQN6XCDs8M2c" title="Probability of IPO acceleration"	90%	
DerivativeLiabilityOfProbabilityAcceleration_il_dp_uPure_c20220831_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputSharePriceMember_us-gaap--AwardDateAxis_custom--SettlementMember_zNspkjjAgVO5" title="Probability of IPO acceleration"	100%	
Probability of maturity		
DerivativeLiabilityMeasurementInput_il_dp_uPure_c20220831_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputSharePriceMember_us-gaap--AwardDateAxis_custom--IssuanceDatesMember_zRY8a4wqnEzc" title="Probability of Maturity"	10%	

DerivativeLiabilityMeasurementInput_iI_dp_uPure_c20220831__us-gaap--
MeasurementInputTypeAxis__us-gaap--MeasurementInputSharePriceMember__us-
gaap--AwardDateAxis__custom--SettlementMember_zjb0uw9A2rnf" title="Probability of
Maturity">—%
</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align:
bottom; background-color: White"><td style="font: 10pt Times New Roman, Times,
Serif">Time period to maturity (years)</td><td
style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: center"><span
id="xdx_900_ecustom--
DerivativeLiabilityMeasurementDuration_dtY_c20220801__20220831__us-gaap--
MeasurementInputTypeAxis__custom--MeasurementInputIpoDateMember__us-gaap--
AwardDateAxis__custom--IssuanceDateMember_zIWJR1XslxRj" title="Time period to
maturity (years)">1.00 years</td><td style="font: 10pt Times New
Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif;
text-align: center"><span id="xdx_907_ecustom--
DerivativeLiabilityMeasurementDuration_dtY_c20220801__20220831__us-gaap--
MeasurementInputTypeAxis__custom--MeasurementInputIpoDateMember__us-gaap--
AwardDateAxis__custom--SettlementMember_z84rwfz9M3L5" title="Time period to
maturity (years)">0.91 years</td></tr><tr style="font: 10pt Times
New Roman, Times, Serif; vertical-align: bottom; background-color:
rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif"><span
style="font-size: 10pt">Discount rate</td><td style="font: 10pt Times New
Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif;
text-align: center"><span id="xdx_90E_ecustom--
DerivativeLiabilityOfDiscountRate_iI_uPure_c20220831__us-gaap--
MeasurementInputTypeAxis__us-gaap--MeasurementInputSharePriceMember__us-
gaap--AwardDateAxis__custom--IssuanceDatesMember_zIO5KOr85SO8" title="Discount
rate">16.03%</td><td style="font: 10pt Times New Roman, Times,
Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
center"><span id="xdx_900_ecustom--
DerivativeLiabilityOfDiscountRate_iI_uPure_c20220831__us-gaap--
MeasurementInputTypeAxis__us-gaap--MeasurementInputSharePriceMember__us-
gaap--AwardDateAxis__custom--SettlementMember_zipUF0l5Eyj8" title="Discount
rate">18.81%</td></tr><tr style="font: 10pt Times New Roman,
Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt
Times New Roman, Times, Serif">Estimated fair value</td><td style="font: 10pt
Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman,
Times, Serif; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt">\$<span id="xdx_903_eus-gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\
gaap--MeasurementInputTypeAxis__custom--
MeasurementInputEstimatedFairValueMember__us-gaap--AwardTypeAxis__custom--
IssuanceDatesMember_zOHFLWCnr45d" title="Estimated fair value">45,000
</p></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: center"><p style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">\$<span
id="xdx_900_eus-gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\
gaap--MeasurementInputTypeAxis__custom--
MeasurementInputEstimatedFairValueMember__us-gaap--AwardTypeAxis__custom--
SettlementMember_zbkhZ58Bq7H3" title="Estimated fair value">45,000</p>
</td></tr></table><p id="xdx_8A4_zqWwxoGLbSTd" style="font: 10pt Times New
Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p>
<p id="xdx_897_ecustom--
ScheduleofDerivativeKeyValuationInputsTableTextBlock_hus-gaap--
AwardDateAxis__custom--
AugustTwoThousandTwentyTwoNotesMember_ziGGYyZ5pmTh" style="font: 10pt Times

In connection with the issuance of the August 2022 Convertible Notes, the Company identified certain embedded features that required bifurcation as a combined derivative liability, including the share-settled redemption of the 2022 Convertible Notes at a 50% discount and the automatic increase in principal of 10% if conversion does not occur within 12 months. Key inputs for this valuation model are summarized below:

2022 Convertible Notes derivative key valuation inputs*	Issuance Dates	Settlement Date	Estimated IPO date	Probability of default
			8/31/2022	50%
			9/2/2022	

MeasurementInputDefaultRateMember_us-gaap--AwardTypeAxis_custom--SettlementMember_zyickfmFFPwk" title="Probability of default"> 45	Probability of IPO or Alternative Liquidity Event	45	Probability of IPO or Alternative Liquidity Event
DerivativeLiabilityMeasurementInput_il_uPure_c20220831_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputSharePriceProbabilityOfIPOMember_us-gaap--AwardTypeAxis_custom--IssuanceDatesMember_zViedUQmqePa" title="Probability of IPO or Alternative Liquidity Event"> 45	Probability of IPO or Alternative Liquidity Event	45	Probability of IPO or Alternative Liquidity Event
DerivativeLiabilityMeasurementInput_il_uPure_c20221203_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputSharePriceProbabilityOfIPOMember_zeCONxG8il3e" title="Probability of IPO or Alternative Liquidity Event"> 100	Probability of IPO or Alternative Liquidity Event	100	Probability of IPO or Alternative Liquidity Event
DerivativeLiabilityMeasurementInput_il_uPure_c20220831_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputSharePriceMember_us-gaap--AwardTypeAxis_custom--IssuanceDatesMember_z70biHfaABAd" title="Probability of Maturity"> 5	Probability of Maturity	5	Probability of Maturity
DerivativeLiabilityMeasurementInput_il_uPure_c20220831_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputSharePriceMember_us-gaap--AwardTypeAxis_custom--SettlementMember_zBayx5yPk7Le" title="Probability of Maturity"> 1.00	Time period (years)	1.00	Time period (years)

id="xdx_903_ecustom--
DerivativeLiabilityMeasurementDuration_dtY_c20220801_20220831_us-gaap--
MeasurementInputTypeAxis_us-gaap--MeasurementInputExpectedTermMember_us-
gaap--AwardTypeAxis_custom--SettlementMember_z3l5G2HZZkl6" title="Time period
(years)">0.00 years</td><td style="font: 10pt Times New Roman,
Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman,
Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt
Times New Roman, Times, Serif">Estimated fair value</td><td style="font: 10pt
Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman,
Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times,
Serif; text-align: right"><span id="xdx_904_eus-gaap--
ConvertibleNotesPayable_il_c20220831_us-gaap--
MeasurementInputTypeAxis_custom--
MeasurementInputEstimatedFairValueMember_us-gaap--AwardTypeAxis_custom--
IssuanceDatesMember_zSD24dEZxe4b" title="Estimated fair value">31,000
</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td
style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times
New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: right"><span id="xdx_907_eus-gaap--
ConvertibleNotesPayable_il_c20220831_us-gaap--
MeasurementInputTypeAxis_custom--
MeasurementInputEstimatedFairValueMember_us-gaap--AwardTypeAxis_custom--
SettlementMember_z78qN4UINr08" title="Estimated fair value">75,000</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr>
</table><p id="xdx_8A2_zJDBxpywOaf1" style="font: 10pt Times New Roman, Times,
Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p
id="xdx_89C_eus-gaap--
FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBl
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt">The following table summarizes the changes in the derivative
liabilities:</p><p style="font: 10pt Times New Roman, Times, Serif; margin-
top: 0pt; margin-bottom: 0pt"><span style="font-family: Times New Roman, Times,
Serif; font-size: 10pt"></p><p style="font: 10pt Times New Roman, Times,
Serif; margin-top: 0pt; margin-bottom: 0pt"><span style="font-family: Times New
Roman, Times, Serif; font-size: 10pt"><span id="xdx_8B4_zHuN5mIWCcld"
style="display: none">Schedule of Derivative Liabilities</p><p style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt"></p><p
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"></p><p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"></p><table cellpadding="0"
cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse:
collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-
align: bottom"><td colspan="9" style="border-bottom: Black 1pt solid; font: 10pt
Times New Roman, Times, Serif; text-align: center">Fair Value Measurements Using
Significant Unobservable Inputs (Level 3)</td></tr><tr style="font: 10pt Times New
Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman,
Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-
bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font:
10pt Times New Roman, Times, Serif; text-align: center">Alto Warrants</td><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td
colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman,
Times, Serif; text-align: center">Alto Acceleration Option</td><td style="font: 10pt
Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr><tr style="font:

10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">Balance-December 31, 2021</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td id="xdx_985_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--AltoWarrantsMember_zWuG16l7lUb4" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td id="xdx_98E_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--AwardTypeAxis__custom--AltoAccelerationOptionMember_ztFTCUemysu2" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; width: 60%; text-align: left">Addition of new derivative</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td id="xdx_983_ecustom--AdditionOfNewDerivativesRecognizedAsDebtDiscounts_c20220101__20221231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--AltoWarrantsMember_zdAHyDuWCfwc" style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right" title="Addition of new derivative">—</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right" title="Beginning balance, accelerated feature"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Loss on change in fair value</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_989_ecustom--DerivativeGainLossOnDerivativeWarrants_c20220101__20221231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--AltoWarrantsMember_z8RTtBdyQrv1" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in fair value">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_980_ecustom--DerivativeGainLossOnDerivativeWarrants_c20220101__20221231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--AwardTypeAxis__custom--AltoAccelerationOptionMember_zPbLi4vsu6Y5" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in fair value">—</td><td style="font: 10pt Times New

[illegible]

Gain on change in fair value	

Gain loss on change in fair value	(778,340)

Gain loss on change in fair value	(1,438,148)

Balance, December 31, 2023	\$

Balance, warrants	\$

Balance, warrants	3,852

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

December 2021 Notes Derivative	
August 2022 Notes Derivative	
2022 Convertible Notes Derivative	
Balance - December 31, 2021 \$ 367,000 —	
Addition of new derivative	

FairValueInputsLevel3Member_us-gaap--StatementEquityComponentsAxis_custom--AugustTwoThousandTwentyTwoNotesDerivativeMember_zaBmeMoUsWw1	76,000		
Loss (gain) on change in fair value			
DerivativeGainLossOnDerivativeWarrants_c20220101_20221231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_us-gaap--StatementEquityComponentsAxis_custom--TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zrcnlskbgQTb	221,000		
Loss (gain) on change in fair value			
DerivativeGainLossOnDerivativeWarrants_c20220101_20221231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--DecemberTwoThousandTwentyOneNotesDerivativeMember_znz5bKggSfBl	(205,000)		
Gain loss on change in fair value			
DerivativeGainLossOnDerivativeWarrants_c20220101_20221231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--AugustTwoThousandTwentyTwoNotesDerivativeMember_zNYi4yyZGiY	44,000		
Gain loss on change in fair value			
DerivativeGainLossOnDerivativeWarrants_c20220101_20221231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--TwoThousandTwentyTwoConvertibleNotesDerivativeMember_ztLRWglWKal8	350,000		
Settlements			
DerivativeSettlementsOnDerivativeWarrants_c20220101_20221231_us-gaap--FairValueByFairValueHierarchyLevelAxis_us-gaap--FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--DecemberTwoThousandTwentyOneNotesDerivativeMember_zOwd68kF1ft8	(162,000)		
Settlements			

<u>align: left"></u> <u>DerivativeSettlementsOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>AugustTwoThousandTwentyTwoNotesDerivativeMember_zHWin4V5gVni"</u> <u>style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Settlements">(120,000</u> <u>Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">)</u> <u>10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></u> <u>style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></u> <u>DerivativeSettlementsOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zqIBjN8wVsyt"</u> <u>style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Settlements">(571,000</u> <u>Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">)</u> <u>style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"></u> <u>Serif">Balance - December 31, 2022</u> <u>Times, Serif"></u> <u>left"></u> <u>DerivativeSettlementsOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>DecemberTwoThousandTwentyOneNotesDerivativeMember_zWxsN5hlwSIg"</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants"></u> <u>span style="-sec-ix-hidden: xdx2ixbrl3633">—</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: left"></u> <u>style="font: 10pt Times New Roman, Times, Serif"></u> <u>New Roman, Times, Serif; text-align: left"></u> <u>DerivativeSettlementsOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>AugustTwoThousandTwentyTwoNotesDerivativeMember_zmOWqAKHdd28" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants"></u> <u>span style="-sec-ix-hidden: xdx2ixbrl3635">—</u> <u>Times New Roman, Times, Serif; text-align: left"></u> <u>New Roman, Times, Serif"></u> <u>Serif; text-align: left"></u> <u>DerivativeSettlementsOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>TwoThousandTwentyTwoConvertibleNotesDerivativeMember_z224mM1Sbfoe"</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants"></u> <u>span style="-sec-ix-hidden: xdx2ixbrl3637">—</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: left"></u> <u>style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"></u> <u>left">Addition of new derivatives</u> <u>Serif"></u> <u>left"></u> <u>DerivativeSettlementsOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>DecemberTwoThousandTwentyOneNotesDerivativeMember_zEiFnJUobl0a" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Addition of new</u>	

derivatives">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_988_ecustom--AdditionOfNewDerivativesRecognizedAsDebtDiscounts_c20230101_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--AugustTwoThousandTwentyTwoNotesDerivativeMember_zMvnSYCrVEHa" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Addition of new derivatives">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_986_ecustom--AdditionOfNewDerivativesRecognizedAsDebtDiscounts_c20230101_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zxo25N8sCZfj" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Addition of new derivatives">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr><tr><td style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Gain on change in fair value</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98B_ecustom--DerivativeGainLossOnDerivativeWarrants_c20230101_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--DecemberTwoThousandTwentyOneNotesDerivativeMember_zlxz2dtxaAqi" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in fair value">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_980_ecustom--DerivativeGainLossOnDerivativeWarrants_c20230101_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--AugustTwoThousandTwentyTwoNotesDerivativeMember_zKjxXoIfZ5oi" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in fair value">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98A_ecustom--DerivativeGainLossOnDerivativeWarrants_c20230101_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zkRrGHyYGnb7" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in fair value">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td></tr><tr><td style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt">Balance—December 31, 2023</td><td style="font: 10pt Times New Roman, Times, Serif;">

padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\ gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--DecemberTwoThousandTwentyOneNotesDerivativeMember_z5rEzxpFntYh" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td id="xdx_984_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\ gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--AugustTwoThousandTwentyTwoNotesDerivativeMember_zOHACleWQL4" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td id="xdx_98A_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\ gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zFv0uFQF4CY3" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8A3_zixrotecpmflc" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> 12726018.80118900041066012.640.14<p id="xdx_896_eus-gaap--FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTe style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The range of key inputs for the Monte Carlo simulation for the year ended December 31, 2023, were as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> Schedule of Monte Carlo Simulation Assumption</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: left">Net cash settlement and down round key valuation inputs – Alto Warrants*</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; width: 78%">Annualized volatility</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left;

	DebtInstrumentMeasurementInput_il_pid_uPure_c20231231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputPriceVolatilityMember_srt--RangeAxis_srt--MinimumMember_us-gaap--StatementEquityComponentsAxis_custom--AltoWarrantsMember_fKg_z4g0dzX4U7zf">77.51 %			
%				
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">Risk-free interest rate</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right;"> DebtInstrumentMeasurementInput_il_uPure_c20231231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputRiskFreeInterestRateMember_srt--RangeAxis_srt--MinimumMember_us-gaap--StatementEquityComponentsAxis_custom--AltoWarrantsMember_fKg_zZAEk7427avk">4.01% </td>	Risk-free interest rate			DebtInstrumentMeasurementInput_il_uPure_c20231231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputRiskFreeInterestRateMember_srt--RangeAxis_srt--MinimumMember_us-gaap--StatementEquityComponentsAxis_custom--AltoWarrantsMember_fKg_zZAEk7427avk">4.01 %
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">Quoted VWAP*</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">\$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right;"> DebtInstrumentMeasurementInput_il_uUSDPShares_c20231231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputVolumeWeightedAveragePriceMember_us-gaap--StatementEquityComponentsAxis_custom--AltoWarrantsMember_srt--RangeAxis_srt--MinimumMember_fKg_zynIkUyUvoc5">4.72 </td>	Quoted VWAP*		\$	DebtInstrumentMeasurementInput_il_uUSDPShares_c20231231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputVolumeWeightedAveragePriceMember_us-gaap--StatementEquityComponentsAxis_custom--AltoWarrantsMember_srt--RangeAxis_srt--MinimumMember_fKg_zynIkUyUvoc5">4.72
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">Exercise price</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">\$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right;"> DebtInstrumentMeasurementInput_il_uUSDPShares_c20231231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputExercisePriceMember_us-gaap--StatementEquityComponentsAxis_custom--AltoWarrantsMember_fKg_zx3O4OnWlhIe">18.80 </td>	Exercise price		\$	DebtInstrumentMeasurementInput_il_uUSDPShares_c20231231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputExercisePriceMember_us-gaap--StatementEquityComponentsAxis_custom--AltoWarrantsMember_fKg_zx3O4OnWlhIe">18.80
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left;">Probability assessment</td> <td style="font: 10pt Times New Roman, Times, Serif;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left;"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left;"></td>	Probability assessment			

[illegible]

Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">\$</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p id="xdx_987_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityA gaap--StatementEquityComponentsAxis__custom--AltoWarrantsMember_fKg____zoconmEERXL5" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt" title="Estimated fair value">410,660</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <table border="0" cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; margin-top: 0pt; margin-bottom: 0pt"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify; width: 0.15in"> <i>*</i></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"><i>Based on a Monte Carlo simulation analysis of 50,000 iterations</i></td> </tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: left">Alto Acceleration Option key valuation inputs*</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td> </tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; width: 78%; text-align: left">Annualized volatility</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right">34.23% - 59.15</td><td style="font: 10pt Times New Roman, Times, Serif; width: 3%; text-align: left">%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Risk-free interest rate</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_90F_eus-gaap--DebtInstrumentMeasurementInput_il_uPure_c20231231_us-gaap--

MeasurementInputTypeAxis__us-gaap--
MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--
MinimumMember__us-gaap--DerivativeInstrumentRiskAxis__us-gaap--
StockOptionMember_fKg____zJ1iI9Tuuh5">4.68% - <span id="xdx_908_eus-
gaap--DebtInstrumentMeasurementInput_il_pid_uPure_c20231231__us-gaap--
MeasurementInputTypeAxis__us-gaap--
MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--
MaximumMember__us-gaap--DerivativeInstrumentRiskAxis__us-gaap--
StockOptionMember_fKg____zzEjaz9gjDGe">5.60</td><td style="font: 10pt
Times New Roman, Times, Serif; text-align: left">%</td></tr> <tr style="font: 10pt
Times New Roman, Times, Serif; vertical-align: bottom; background-color:
rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left">Quoted VWAP*</td><td style="font: 10pt Times New Roman, Times,
Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">
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MeasurementInputVolumeWeightedAveragePriceMember__us-gaap--
DerivativeInstrumentRiskAxis__us-gaap--
StockOptionMember_fKg____zq9IjmRsxA0c">4.72</td><td style="font: 10pt
Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt
Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">Illiquidity
discount</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td
style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: right">(<span
id="xdx_90D_eus-gaap--
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MeasurementInputTypeAxis__custom--
MeasurementInputIlliquidityDiscountMember__us-gaap--
DerivativeInstrumentRiskAxis__us-gaap--
StockOptionMember_fKg____zHhUsf9wJkQl">17</td><td style="font: 10pt
Times New Roman, Times, Serif; text-align: left">)%</td></tr> <tr style="font: 10pt
Times New Roman, Times, Serif; vertical-align: bottom; background-color:
rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left">Time period (years)</td><td style="font: 10pt Times New Roman, Times,
Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">
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MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MinimumMember__us-
gaap--DerivativeInstrumentRiskAxis__us-gaap--
StockOptionMember_fKg____zBDp4x7lFOLe" title="Time period (years)">0-
<span id="xdx_90C_eus-gaap--DebtInstrumentTerm_dtY_c20230101__20231231__us-
gaap--MeasurementInputTypeAxis__us-gaap--
MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MaximumMember__us-
gaap--DerivativeInstrumentRiskAxis__us-gaap--
StockOptionMember_fKg____zN3n43wPlwj7" title="Time period (years)">1.2
</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td>
</tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom;
background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-
align: left">Estimated fair value (issuance)</td><td style="font: 10pt Times New
Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif;
text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-
align: right"><p id="xdx_988_ecustom--
AdditionOfNewDerivativesRecognizedAsDebtDiscounts_c20230101__20231231__us-
gaap--DerivativeInstrumentRiskAxis__us-gaap--StockOptionMember__us-gaap--

MeasurementInputTypeAxis__custom--
MeasurementInputEstimatedFairValueMember_fKg_____z1a2A1cEwJo7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt" title="Estimated fair value issuance">1,442,000</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Estimated fair value (December 31, 2023)</td><td style="font: 10pt Times New Roman, Times, Serif"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">\$</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p id="xdx_98B_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\ gaap--DerivativeInstrumentRiskAxis__us-gaap--StockOptionMember__us-gaap--MeasurementInputTypeAxis__custom--

MeasurementInputEstimatedFairValueMember_fKg_____zMZsZdoRik44" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt" title="Estimated fair value">3,852</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <table border="0" cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; margin-top: 0pt; margin-bottom: 0pt"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify; width: 0.15in"><i id="xdx_F02_zP9EgyZUvD22">*</i></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"><i id="xdx_F10_zpHGdXc8eMz1">Based on a Monte Carlo simulation analysis of 50,000 iterations</i></td></tr> </table> 77.5192.334.015.234.7218.8052517P0Y6M10DP3Y10D118900041066034.2359.154.685. id="xdx_892_ecustom--

ScheduleOfDerivativeOfSettlementValuationTableTextBlock_zj1CwF4i7uJj" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In connection with the issuance of the December 2021 Notes, the Company identified an accelerated repayment upon IPO feature that required bifurcation. We classified this derivative liability as a Level 3 fair value measurement and used a probability weighted scenario model to estimate the fair value of the derivative just prior to the settlement of the December 2021 Notes. Key inputs for this valuation model are summarized below.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i></i>Schedule of Derivative Liability Valuation</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif">December 2021 Notes derivative key valuation inputs</td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td> <td colspan="2" id="xdx_49A_20211231__us-gaap--AwardDateAxis__custom--IssuanceDateMember_zCCUZkonud72" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align:

center">Issuance Date</td>			
Settlement Date			
Amount due upon acceleration			
\$			
Amount due upon acceleration			
\$			
Amount due upon acceleration			
\$			
Carrying value of December 2021 Notes at measurement date			
\$			
Carrying value			
IPO date			
IPO date			

[illegible]

0.32 years</td><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Discount rate</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">50.0</p></td><td style="font: 10pt Times New Roman, Times, Serif">%</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">50.0</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Estimated fair value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">367,000</p></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">162,000</p></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table> 5336995339733373982022-08-312022-09-029010010P1YP0Y3M25D50.050.0367000162000<p id="xdx_896_ecustom--ScheduleofDerivativeKeyValuationInputsTableTextBlock_z5brvl3KzAle" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">Schedule of Derivative Key Valuation Inputs</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 64%">2022 Convertible Notes derivative key valuation inputs*</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td

Issuance Dates	Settlement Date
Annualized volatility	Annualized volatility
DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputPriceVolatilityMember_srt--RangeAxis_srt--MinimumMember_zrI7eNI0ycE5" title="Annualized volatility">75.0%	DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputPriceVolatilityMember_srt--RangeAxis_srt--MaximumMember_z0yV9SlEpTnf" title="Annualized volatility">82.0%
DerivativeLiabilityMeasurementInput_iI_pid_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--AwardTypeAxis_custom--SettlementMember_zKgfUKZ0UPn4" title="Annualized volatility">	
Risk-free interest rate	
DerivativeLiabilityMeasurementInput_iI_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputRiskFreeInterestRateMember_srt--RangeAxis_srt--MinimumMember_zIJa6GBq3Vu9" title="Risk-free interest rate">0.6%	DerivativeLiabilityMeasurementInput_iI_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputRiskFreeInterestRateMember_srt--RangeAxis_srt--MaximumMember_z7kAtMbqmLOb" title="Risk-free interest rate">1.2%
DerivativeLiabilityMeasurementInput_iI_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--AwardTypeAxis_custom--SettlementMember_zMKLBnZnSszd" title="Risk-free interest rate">	
Exercise price (implied)	
\$	

<u>MeasurementInputSharePriceMember_srt--RangeAxis_srt--MinimumMember_zuIOIenjwY5" title="Exercise price (implied)">45.52--\$85.92</td> <td ><="" ><span="" >--<="" <="" <td="" id="xdx_907_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputSharePriceMember_us-gaap--AwardTypeAxis_custom--SettlementMember_z59iWMKVRj15" span><="" style="-sec-ix-hidden: xdx2ixbrl3491" td>="" title="Exercise price (implied)" tr=""> <tr> <td ><="" ><span="" ><td="" >8="" >9="" >estimated="" 2="" 2022<="" 31="" <="" <td="" date<="" id="xdx_909_eus-gaap--DebtSecuritiesAvailableForSaleMaturityDate_il_c20221231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputIpoDateMember_us-gaap--AwardTypeAxis_custom--SettlementMember_zWHulQCfI3ce" ipo="" span><="" style="font-family: Times New Roman, Times, Serif; font-size: 10pt" td>="" title="Estimated IPO date" tr=""> <tr> <td ><="" ><span="" ><td="" >--<="" >50<="" >probability="" <="" <td="" default<="" id="xdx_90F_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputDefaultRateMember_us-gaap--AwardTypeAxis_custom--SettlementMember_zMACi2a6YyD" of="" span>%<="" span><="" style="-sec-ix-hidden: xdx2ixbrl3499" td>="" title="Probability of default" tr=""> <tr> <td ><="" ><span="" ><td="" >45<="" >probability="" <="" <td="" alternative="" event<="" id="xdx_904_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputSharePriceProbabilityOfIPOMember_znwcKoeawLJg" ipo="" liquidity="" of="" or="" span>%<="" span><="" style="font: 10pt Times New Roman, Times, Serif" td>="" title="Probability of IPO or Alternative Liquidity Event" tr=""> </td></tr></td></tr></td></tr></td></u>	<tr> <td ><="" ><span="" ><td="" >8="" >9="" >estimated="" 2="" 2022<="" 31="" <="" <td="" date<="" id="xdx_909_eus-gaap--DebtSecuritiesAvailableForSaleMaturityDate_il_c20221231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputIpoDateMember_us-gaap--AwardTypeAxis_custom--SettlementMember_zWHulQCfI3ce" ipo="" span><="" style="font-family: Times New Roman, Times, Serif; font-size: 10pt" td>="" title="Estimated IPO date" tr=""> <tr> <td ><="" ><span="" ><td="" >--<="" >50<="" >probability="" <="" <td="" default<="" id="xdx_90F_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputDefaultRateMember_us-gaap--AwardTypeAxis_custom--SettlementMember_zMACi2a6YyD" of="" span>%<="" span><="" style="-sec-ix-hidden: xdx2ixbrl3499" td>="" title="Probability of default" tr=""> <tr> <td ><="" ><span="" ><td="" >45<="" >probability="" <="" <td="" alternative="" event<="" id="xdx_904_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputSharePriceProbabilityOfIPOMember_znwcKoeawLJg" ipo="" liquidity="" of="" or="" span>%<="" span><="" style="font: 10pt Times New Roman, Times, Serif" td>="" title="Probability of IPO or Alternative Liquidity Event" tr=""> </td></tr></td></tr></td></tr>	<tr> <td ><="" ><span="" ><td="" >--<="" >50<="" >probability="" <="" <td="" default<="" id="xdx_90F_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputDefaultRateMember_us-gaap--AwardTypeAxis_custom--SettlementMember_zMACi2a6YyD" of="" span>%<="" span><="" style="-sec-ix-hidden: xdx2ixbrl3499" td>="" title="Probability of default" tr=""> <tr> <td ><="" ><span="" ><td="" >45<="" >probability="" <="" <td="" alternative="" event<="" id="xdx_904_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputSharePriceProbabilityOfIPOMember_znwcKoeawLJg" ipo="" liquidity="" of="" or="" span>%<="" span><="" style="font: 10pt Times New Roman, Times, Serif" td>="" title="Probability of IPO or Alternative Liquidity Event" tr=""> </td></tr></td></tr>	<tr> <td ><="" ><span="" ><td="" >45<="" >probability="" <="" <td="" alternative="" event<="" id="xdx_904_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputSharePriceProbabilityOfIPOMember_znwcKoeawLJg" ipo="" liquidity="" of="" or="" span>%<="" span><="" style="font: 10pt Times New Roman, Times, Serif" td>="" title="Probability of IPO or Alternative Liquidity Event" tr=""> </td></tr>	
<tr> <td ><="" ><span="" ><td="" >--<="" >50<="" >probability="" <="" <td="" default<="" id="xdx_90F_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_us-gaap--MeasurementInputDefaultRateMember_us-gaap--AwardTypeAxis_custom--SettlementMember_zMACi2a6YyD" of="" span>%<="" span><="" style="-sec-ix-hidden: xdx2ixbrl3499" td>="" title="Probability of default" tr=""> <tr> <td ><="" ><span="" ><td="" >45<="" >probability="" <="" <td="" alternative="" event<="" id="xdx_904_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputSharePriceProbabilityOfIPOMember_znwcKoeawLJg" ipo="" liquidity="" of="" or="" span>%<="" span><="" style="font: 10pt Times New Roman, Times, Serif" td>="" title="Probability of IPO or Alternative Liquidity Event" tr=""> </td></tr></td></tr>	<tr> <td ><="" ><span="" ><td="" >45<="" >probability="" <="" <td="" alternative="" event<="" id="xdx_904_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputSharePriceProbabilityOfIPOMember_znwcKoeawLJg" ipo="" liquidity="" of="" or="" span>%<="" span><="" style="font: 10pt Times New Roman, Times, Serif" td>="" title="Probability of IPO or Alternative Liquidity Event" tr=""> </td></tr>			
<tr> <td ><="" ><span="" ><td="" >45<="" >probability="" <="" <td="" alternative="" event<="" id="xdx_904_eus-gaap--DerivativeLiabilityMeasurementInput_il_uPure_c20221231_us-gaap--MeasurementInputTypeAxis_custom--MeasurementInputSharePriceProbabilityOfIPOMember_znwcKoeawLJg" ipo="" liquidity="" of="" or="" span>%<="" span><="" style="font: 10pt Times New Roman, Times, Serif" td>="" title="Probability of IPO or Alternative Liquidity Event" tr=""> </td></tr>				

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10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">\$571,000</p></td></tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> 75.082.00.61.245.5285.922022-08-312022-09-0250451005P0Y5M19DP1YP0Y221000571000<p id="xdx_895_ecustom--ScheduleOfDerivativeOfSettlementValuationTableTextBlock_hus-gaap--AwardDateAxis__custom--AugustTwoThousandTwentyTwoNotesMember_zgGEkQpbb6be" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In connection with the issuance of the August 2022 Promissory Note, the Company identified an accelerated repayment upon IPO feature that required bifurcation. We classified this derivative liability as a Level 3 fair value measurement and used a probability weighted scenario model to estimate the fair value of the derivative just prior to the settlement of the August 2022 Promissory Notes. Key inputs for this valuation model are summarized below.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><i></i>Schedule of Derivative Issuance Valuation Inputs</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 64%">August 2022 Promissory Notes derivative key valuation inputs</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: center">Issuance Dates</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: center">Settlement Date</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">Amount due upon acceleration (estimated at issuance)</td> <td style="font: 10pt Times New Roman, Times, Serif"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center">\$50,411</td> <td style="font: 10pt Times New Roman, Times, Serif"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center">\$50,438</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">Carrying value of August 2022 Promissory Notes at measurement date</td> <td style="font: 10pt Times New Roman, Times, Serif"></td> <td style="font: 10pt Times New Roman, Times, Serif"></td> <td style="font: 10pt Times New Roman, Times, Serif"></td> <td style="font: 10pt Times New Roman, Times, Serif"></td></tr></table>

[illegible]

Maturity">—%
 </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">Time period to maturity (years)</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center">1.00 years</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center">0.91 years</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">Discount rate</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center">16.03%</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center">18.81%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">Estimated fair value</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">\$45,000</p></td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">\$45,000</p></td></tr> </table> 5041150438045212022-08-312022-09-020.9010.10P1YP0Y10M28D16.0318.814500045000<p id="xdx_897_ecustom--ScheduleofDerivativeKeyValuationInputsTableTextBlock_hus-gaap--AwardDateAxis__custom--AugustTwoThousandTwentyTwoNotesMember_ziGGYyZ5pmTh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In connection with the issuance of the August 2022 Convertible Notes, the Company identified certain embedded features that required bifurcation as a combined derivative liability, including the share-settled redemption of the 2022 Convertible

Notes at a 50% discount and the automatic increase in principal of 10% if conversion does not occur within 12 months. Key inputs for this valuation model are summarized below:

Schedule of Derivative Key Valuation Inputs

2022 Convertible Notes derivative key valuation inputs*	Issuance Dates	Settlement Date	Estimated IPO date	Probability of default
			8/31/2022	50%
			9/2/2022	%
				%
				%
				%

—

10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)">
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Probability of IPO or Alternative Liquidity Event</td>
<td style="font: 10pt Times New Roman, Times, Serif">
</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">
</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: right">
45
</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%
</td>
<td style="font: 10pt Times New Roman, Times, Serif">
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100
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<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%
</td>
</tr>
<tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White">
<td style="font: 10pt Times New Roman, Times, Serif">Probability of Maturity</td>
<td style="font: 10pt Times New Roman, Times, Serif">
</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">
</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: right">
5
</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%
</td>
<td style="font: 10pt Times New Roman, Times, Serif">
</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">
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<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%
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</tr>
<tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)">
<td style="font: 10pt Times New Roman, Times, Serif">Time period (years)</td>
<td style="font: 10pt Times New Roman, Times, Serif">
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<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">
</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: right">

1.00 years

</td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">
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<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">
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<td style="font: 10pt Times New Roman, Times, Serif; text-align: right">

<span id="xdx_903_ecustom--DerivativeLiabilityMeasurementDuration_dtY_c20220801__20220831__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__us-gaap--AwardTypeAxis__custom--SettlementMember_z3l5G2HZZkl6" title="Time period

(years)">0.00 years</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif">Estimated fair value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">31,000</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">75,000</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr></table> 2022-08-312022-09-0250451005P1YP0Y3100075000<p id="xdx_89C_eus-gaap--FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBl" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The following table summarizes the changes in the derivative liabilities:</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">Schedule of Derivative Liabilities</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td colspan="9" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Alto Warrants</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Alto Acceleration Option</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif">Balance - December 31, 2021</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td id="xdx_985_eus-gaap--

FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
AltoWarrantsMember_zWuG16l7lUb4" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants"><span style="-sec-ix-hidden:
xdx2ixbrl3581">—</td><td style="font: 10pt Times New Roman, Times, Serif;
text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td
id="xdx_98E_eus-gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--AwardTypeAxis__custom--
AltoAccelerationOptionMember_ztFTCUemysu2" style="font: 10pt Times New Roman,
Times, Serif; text-align: right" title="Balance, warrants"><span style="-sec-ix-hidden:
xdx2ixbrl3583">—</td><td style="font: 10pt Times New Roman, Times, Serif;
text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif;
vertical-align: bottom; background-color: White"><td style="font: 10pt Times New
Roman, Times, Serif; width: 60%; text-align: left">Addition of new derivative</td><td
style="font: 10pt Times New Roman, Times, Serif; width: 2%"></td><td style="font:
10pt Times New Roman, Times, Serif; width: 1%; text-align: left"></td><td
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gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
AltoWarrantsMember_zdAHyDuWCfwe" style="font: 10pt Times New Roman, Times,
Serif; width: 16%; text-align: right" title="Addition of new derivative"><span style="-
sec-ix-hidden: xdx2ixbrl3585">—</td><td style="font: 10pt Times New
Roman, Times, Serif; width: 1%; text-align: left"></td><td style="font: 10pt Times
New Roman, Times, Serif; width: 2%"></td><td style="font: 10pt Times New Roman,
Times, Serif; width: 1%; text-align: left"></td><td style="font: 10pt Times New
Roman, Times, Serif; width: 16%; text-align: right" title="Beginning balance,
accelerated feature"></td><td style="font: 10pt Times New Roman, Times, Serif;
width: 1%; text-align: left"></td></tr><tr style="font: 10pt Times New Roman,
Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">Loss on change in
fair value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td
id="xdx_989_ecustom--
DerivativeGainLossOnDerivativeWarrants_c20220101_20221231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
AltoWarrantsMember_z8RTtBdyQRV1" style="font: 10pt Times New Roman, Times,
Serif; text-align: right" title="Gain loss on change in fair value"><span style="-sec-ix-
hidden: xdx2ixbrl3587">—</td><td style="font: 10pt Times New Roman,
Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times,
Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"></td><td id="xdx_980_ecustom--
DerivativeGainLossOnDerivativeWarrants_c20220101_20221231__us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--AwardTypeAxis__custom--
AltoAccelerationOptionMember_zPbLi4vsu6Y5" style="font: 10pt Times New Roman,
Times, Serif; text-align: right" title="Gain loss on change in fair value"><span style="-
sec-ix-hidden: xdx2ixbrl3589">—</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: left"></td></tr><tr style="font: 10pt Times New
Roman, Times, Serif; vertical-align: bottom; background-color: White"><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom:
1.5pt">Settlements</td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1pt solid; font: 10pt

[illegible]

DerivativeGainLossOnDerivativeWarrants_c20230101_20231231_us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
AltoWarrantsMember_zN2fSOIve2Hg" style="border-bottom: Black 1pt solid; font:
10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in
fair value">(778,340</td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 1.5pt; text-align: left">)</td><td style="font: 10pt Times New
Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="border-bottom: Black
1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td
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DerivativeGainLossOnDerivativeWarrants_c20230101_20231231_us-gaap--
FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--AwardTypeAxis__custom--
AltoAccelerationOptionMember_zl9oFisctE59" style="border-bottom: Black 1pt solid;
font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change
in fair value">(1,438,148</td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 1.5pt; text-align: left">)</td></tr><tr style="font: 10pt Times New
Roman, Times, Serif; vertical-align: bottom; background-color: White"><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt">Balance -
December 31, 2023</td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 2.5pt"></td><td style="border-bottom: Black 2.5pt double; font:
10pt Times New Roman, Times, Serif; text-align: left">\$</td><td id="xdx_98B_eus-
gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--
AltoWarrantsMember_zqedp41mnRec" style="border-bottom: Black 2.5pt double; font:
10pt Times New Roman, Times, Serif; text-align: right" title="Balance,
warrants">410,660</td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 2.5pt; text-align: left"></td><td style="font: 10pt Times New
Roman, Times, Serif; padding-bottom: 2.5pt"></td><td style="border-bottom: Black
2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td
id="xdx_980_eus-gaap--
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--
FairValueInputsLevel3Member__us-gaap--AwardTypeAxis__custom--
AltoAccelerationOptionMember_zfSvjfrVCKji" style="border-bottom: Black 2.5pt
double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance,
warrants">3,852</td><td style="font: 10pt Times New Roman, Times, Serif; padding-
bottom: 2.5pt; text-align: left"></td></tr></table><p style="font: 10pt Times New
Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p>
<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"></p><p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"></p><table cellpadding="0"
cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse:
collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-
align: bottom"><td colspan="13" style="border-bottom: Black 1pt solid; font: 10pt
Times New Roman, Times, Serif; text-align: center">Fair Value Measurements Using
Significant Unobservable Inputs (Level 3)</td></tr><tr style="font: 10pt Times New
Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman,
Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-
bottom: 1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font:
10pt Times New Roman, Times, Serif; text-align: center">December 2021 Notes
Derivative</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom:
1.5pt"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom:
1.5pt"></td><td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times

August 2022 Notes Derivative	
2022 Convertible Notes Derivative	
Balance - December 31, 2021	
	\$
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--DecemberTwoThousandTwentyOneNotesDerivativeMember_zMfR6d3t1ZTc"	367,000
FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--AugustTwoThousandTwentyTwoNotesDerivativeMember_zvQSmx5SZQT9"	—
TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zpfuhLUsv1Kc"	—
Addition of new derivative	
AdditionOfNewDerivativesRecognizedAsDebtDiscounts_c20220101__20221231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--StatementEquityComponentsAxis__custom--NotesDerivativeMember_zWqliR34XJic"	76,000
AugustTwoThousandTwentyTwoNotesDerivativeMember_zabmeMoUsWw1"	

<u>style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td id="xdx_98E_ecustom--</u> <u>AdditionOfNewDerivativesRecognizedAsDebtDiscounts_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--StatementEquityComponentsAxis_custom--</u> <u>TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zrcnlskbqQTb"</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Addition of</u> <u>new derivative">221,000</td><td style="font: 10pt Times New Roman, Times, Serif;</u> <u>text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif;</u> <u>vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt</u> <u>Times New Roman, Times, Serif; text-align: left">Loss (gain) on change in fair</u> <u>value</td><td style="font: 10pt Times New Roman, Times, Serif"></td><td</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td</u> <u>id="xdx_98C_ecustom--</u> <u>DerivativeGainLossOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>DecemberTwoThousandTwentyOneNotesDerivativeMember_znz5bKggSfBl" style="font:</u> <u>10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in</u> <u>fair value">(205,000</td><td style="font: 10pt Times New Roman, Times, Serif; text-</u> <u>align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td</u> <u>id="xdx_988_ecustom--</u> <u>DerivativeGainLossOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>AugustTwoThousandTwentyTwoNotesDerivativeMember_zNYi4yyZGiY" style="font:</u> <u>10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in</u> <u>fair value">44,000</td><td style="font: 10pt Times New Roman, Times, Serif; text-</u> <u>align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td</u> <u>id="xdx_989_ecustom--</u> <u>DerivativeGainLossOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>TwoThousandTwentyTwoConvertibleNotesDerivativeMember_ztLRWglWKal8"</u> <u>style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on</u> <u>change in fair value">350,000</td><td style="font: 10pt Times New Roman, Times,</u> <u>Serif; text-align: left"></td></tr><tr style="font: 10pt Times New Roman, Times,</u> <u>Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times</u> <u>New Roman, Times, Serif; padding-bottom: 1.5pt">Settlements</td><td style="font:</u> <u>10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td</u> <u>style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-</u> <u>align: left"></td><td id="xdx_984_ecustom--</u> <u>DerivativeSettlementsOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>DecemberTwoThousandTwentyOneNotesDerivativeMember_zOwd68kF1ft8"</u> <u>style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-</u> <u>align: right" title="Settlements">(162,000</td><td style="font: 10pt Times New</u> <u>Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td><td style="font:</u> <u>10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td</u> <u>style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-</u> <u>align: left"></td><td id="xdx_98C_ecustom--</u> <u>DerivativeSettlementsOnDerivativeWarrants_c20220101_20221231_us-gaap--</u> <u>FairValueByFairValueHierarchyLevelAxis_us-gaap--</u> <u>FairValueInputsLevel3Member_us-gaap--DebtInstrumentAxis_custom--</u> <u>AugustTwoThousandTwentyTwoNotesDerivativeMember_zHWin4V5gVni"</u>			

Settlements	(120,000)				
Derivative Settlements On Derivative Warrants	20220101_20221231	us-gaap--FairValueByFairValueHierarchyLevelAxis	us-gaap--FairValueInputsLevel3Member	us-gaap--DebtInstrumentAxis	custom--TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zqIBjN8wVsyj
Settlements	(571,000)				
Balance - December 31, 2022					
Fair Value Measurement With Unobservable Inputs Reconciliations Recurring Basis Liability					
Fair Value By Fair Value Hierarchy Level Axis					
Fair Value Inputs Level 3 Member					
December Two Thousand Twenty One Notes Derivative Member					
Balance, warrants					
Fair Value Measurement With Unobservable Inputs Reconciliations Recurring Basis Liability					
Fair Value By Fair Value Hierarchy Level Axis					
Fair Value Inputs Level 3 Member					
August Two Thousand Twenty Two Notes Derivative Member					
Balance, warrants					
Fair Value Measurement With Unobservable Inputs Reconciliations Recurring Basis Liability					
Fair Value By Fair Value Hierarchy Level Axis					
Fair Value Inputs Level 3 Member					
Two Thousand Twenty Two Convertible Notes Derivative Member					
Balance, warrants					
Addition of new derivatives					
Addition Of New Derivatives Recognized As Debt Discounts					
Fair Value By Fair Value Hierarchy Level Axis					
Fair Value Inputs Level 3 Member					
December Two Thousand Twenty One Notes Derivative Member					
Addition of new derivatives					
Addition Of New Derivatives Recognized As Debt Discounts					

<u>gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--</u>	<u>FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--</u>	
<u>AugustTwoThousandTwentyTwoNotesDerivativeMember_zMvnSYCrVEHa" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Addition of new derivatives">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_986_ecustom--</u>	<u>AdditionOfNewDerivativesRecognizedAsDebtDiscounts_c20230101_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--</u>	
<u>FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--</u>	<u>TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zxo25N8sCZEj" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Addition of new derivatives">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Gain on change in fair value</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98B_ecustom--</u>	<u>DerivativeGainLossOnDerivativeWarrants_c20230101_20231231__us-gaap--</u>
<u>FairValueByFairValueHierarchyLevelAxis__us-gaap--</u>	<u>FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--</u>	
<u>DecemberTwoThousandTwentyOneNotesDerivativeMember_zlxz2dtxaAqi" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in fair value">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_980_ecustom--</u>	<u>DerivativeGainLossOnDerivativeWarrants_c20230101_20231231__us-gaap--</u>	
<u>FairValueByFairValueHierarchyLevelAxis__us-gaap--</u>	<u>FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--</u>	
<u>AugustTwoThousandTwentyTwoNotesDerivativeMember_zKJxXoIfZ5oi" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in fair value">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98A_ecustom--</u>	<u>DerivativeGainLossOnDerivativeWarrants_c20230101_20231231__us-gaap--</u>	
<u>FairValueByFairValueHierarchyLevelAxis__us-gaap--</u>	<u>FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--</u>	
<u>TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zkRrGHyYGnb7" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Gain loss on change in fair value">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt">Balance--</u>	<u>December 31, 2023</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_eus-gaap--</u>	
<u>FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\</u>	<u>gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--</u>	

FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--DecemberTwoThousandTwentyOneNotesDerivativeMember_z5rEzxpFNtYh"
style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td id="xdx_984_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--AugustTwoThousandTwentyTwoNotesDerivativeMember_zOIIACleWQL4"
style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td id="xdx_984_eus-gaap--FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiability\
gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member__us-gaap--DebtInstrumentAxis__custom--TwoThousandTwentyTwoConvertibleNotesDerivativeMember_zFv0uFQF4CY3"
style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Balance, warrants">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 11890001442000-778340-1438148410660385236700076000221000-20500044000350000-162000-120000-571000<p id="xdx_809_eus-gaap--RelatedPartyTransactionsDisclosureTextBlock_zysAiD3uWv96" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Note 9
—Related Party Transactions</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">
Related Party Transactions</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">On September 14, 2022, we entered
into a manufacturing agreement with TCG GreenChem, Inc. ("TCG GreenChem"), the U.S. subsidiary of TCG Lifesciences Pvt Ltd., a global contract research and manufacturing services company located in India. Dr. Chis Senanayake, one of our independent directors, is CEO and CSO of TCG GreenChem and CSO of TCG Lifesciences Pvt Ltd. TCG GreenChem was contracted for process research, development and cGMP compliant manufacture of IPdR. The Company paid TCG GreenChem \$450,000 during the year ended December 31, 2022 and a total of \$1,096,370 during the year ended December 31, 2023, completing the contract.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-

bottom: 0pt; text-align: justify"> </p> 4500001096370<p id="xdx_809_eus-gaap--IncomeTaxDisclosureTextBlock_zIzNnGyFJnD8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Note 10-Income Taxes</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The Company has no income tax expense or benefit for the years ended December 31, 2023 and 2022, since the Company has a full valuation allowance for the net operating loss carryforwards in these periods.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">We recognize tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized from such positions are estimated based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. There are no uncertain tax positions to be reported for the tax years 2023 and 2022.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The Tax Cuts and Jobs Act of 2017 ("TCJA") amended IRC Section 174 to require capitalization of all research and development ("R&D") costs incurred in tax years beginning after December 31, 2021. These costs are required to be amortized over five years if the R&D activities are performed in the U.S., or over 15 years if the activities were performed outside the U.S. For tax reporting purposes, the Company capitalized \$3,517,485 and \$1,488,530 of R&D expenses incurred as of December 31, 2023 and 2022, respectively.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p id="xdx_894_ecustom--ScheduleOfPretaxIncomeFromContinuingOperationsTableTextBlock_z1wDH33OnKVi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The reconciliation of income tax benefit at the U.S. statutory rate of21% to the Company's tax expense is as follows:</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">Schedule of Reconciliation of Income Tax Benefit</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; display: none; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: bold 10pt Times New Roman, Times, Serif; text-

2023		2022	
December 31,		December 31	
2023		2022	
(as restated)		(as restated)	
Federal tax benefit at statutory rate		Federal tax benefit at statutory rate	
(1,384,472		(1,384,472	
)		)	
\$		\$	
(1,049,174		(1,049,174	
)		)	
State income taxes, net of federal tax effect		State income taxes, net of federal tax effect	
(452,682		(452,682	
)		)	
\$		\$	
(351,022		(351,022	
)		)	

[illegible]

right">40,674</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td></tr><tr id="xdx_40D_eus-gaap--IncomeTaxReconciliationOtherAdjustments_malTEBzspy_zuhFzLWieGih" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Other adjustments</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">16,800</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">1</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td></tr><tr id="xdx_400_eus-gaap--IncomeTaxExpenseBenefit_iT_mtITEBzspy_zSU60B2SLD8h" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Income tax expense</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"></td></tr></table><p id="xdx_8A4_zdVsqCFpXlch" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p id="xdx_895_eus-gaap--ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock_zXbvXpbothjd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The principal components of deferred tax assets consist of the following:</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Schedule of Components of Deferred Tax Assets</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"></td><td colspan="2" id="xdx_49D_20231231_ztZC3rNAtHqa" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">December 31,</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"></td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"></td><td colspan="2" id="xdx_49A_20221231_zVpK3NguAVYd" style="font: bold 10pt Times New Roman,

[illegible]

				405,172	
DeferredTaxAssetsInProcessResearchAndDevelopment_iI_zJV7cFNAYVGf" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)">					
R&D tax credits				423,915	
				200,715	
DeferredTaxAssetsbasedCompensation_iI_zSxrvUxCF8Rf" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White">					
Equity based compensation					
				1,251	
				11,626	
DeferredTaxAssetsOther_iI_zXK4WJadIk76" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)">					
Interest & other accrued expenses					
				72,140	
				29,336	
DeferredTaxAssetsLeaseLiabilities_iI_zOos3L44Yiyk" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White">					
Lease asset/(liability)					
				6,326	
				1,889	
DeferredTaxAssetsGross_iTI_zVmD9PoEGNch" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)">					
Total					
				\$	

3,429,136	

\$	1,401,386

<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: left;">December 31,</td> <td style="text-align: center;"> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">December 31,</td> </tr> </table> </td> <td style="text-align: center;"> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">December 31,</td> </tr> </table> </td> </tr> <tr> <td style="text-align: left;">Deferred tax liabilities:</td> <td style="text-align: center;"> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">2023</td> </tr> </table> </td> <td style="text-align: center;"> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">2022</td> </tr> </table> </td> </tr> </table>	December 31,	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">December 31,</td> </tr> </table>	December 31,		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">December 31,</td> </tr> </table>	December 31,		Deferred tax liabilities:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">2023</td> </tr> </table>	2023		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">2022</td> </tr> </table>	2022		(as restated)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">2022</td> </tr> </table>	2022	
December 31,	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">December 31,</td> </tr> </table>	December 31,		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">December 31,</td> </tr> </table>	December 31,													
December 31,																		
December 31,																		
Deferred tax liabilities:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">2023</td> </tr> </table>	2023		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">2022</td> </tr> </table>	2022													
2023																		
2022																		
2022																		

Change in fair market value of securities		\$	(19,943	)		\$	(30,544	)		\$	(46,718	)

Prepaid expenses												

			(30,544	)			(46,718	)				

[illegible]

3,375,903	
	1,294,472
Less: valuation allowance	
(3,375,903)	(1,294,472)
Net deferred tax asset	
\$—	\$—

A reconciliation of the U.S. federal income tax rate to the Company's effective tax rate is as follows:

Schedule of Effective Income Tax Rate Reconciliation
December 31,

December 31,			
2023		2022	
EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate_pid_dp_uPure			
Federal income tax benefit at statutory rate			
	21.0	%	21.0
EffectiveIncomeTaxRateReconciliationStateAndLocalIncomeTaxes_pid_dp_uPure_maDEF			
State income tax benefit, net of federal tax effect			
	6.9	%	7.0
EffectiveIncomeTaxRateReconciliationChangeInTaxRate_pid_dp_uPure_maDEF_z4l5hRE			
Change in tax rate			
	0.1	%	
EffectiveIncomeTaxRateReconciliationTaxCreditsResearch_pid_dp_uPure_msDEF_zEVJq			
R&D tax credits			

[illegible]

Loss on convertible note conversion	(2.0)	
		(10.1)
EffectiveIncomeTaxRateReconciliationPermanentDifferencesOther_i01_pid_dp_uPure_m	Other	(1.9)
		(3.4)
EffectiveIncomeTaxRateReconciliationChangeInDeferredTaxAssetsValuationAllowance_	Change in valuation allowance	(23.2)
		(7.6)
EffectiveIncomeTaxRateReconciliationShortFallOfStockCompensationExpense_pid_dp_u	Shortfall of stock compensation expense	(0.6)
EffectiveIncomeTaxRateReconciliationOtherAdjustments_pid_dp_uPure_maDEF_z1Qwuo	Other adjustments	(0.4)

Times, Serif; text-align: right"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">—</p></td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">%</td></tr> <tr id="xdx_40D_eus-gaap--EffectiveIncomeTaxRateContinuingOperations_iT_pid_dp_uPure_mtDEF_zlcoUj2m0kXb" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Total income tax expense</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">%</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">%</td></tr> </table> <p id="xdx_8AF_ziTYp8KTsYlh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">As of December 31, 2023, the Company had approximately \$6.4 million and \$5.9 million of net operating losses (“NOL”) carried forward to offset federal and state taxable income, if any, in the future. In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the assessment, management has established a full valuation allowance against all of the deferred tax asset relating to NOLs for every period because it is more likely than not that all of the deferred tax asset will not be realized.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">NOLs created prior to 2018 could be carried back two years and carried forward 20 years. As amended by the Tax Cuts and Jobs Act of 2017 (TCJA), NOLs created after 2017 can no longer be carried back and are instead carried forward indefinitely. The Company has \$139,813 and \$238,380 of federal NOL carryforwards from 2016 and 2017, respectively, which begin to expire in 2036. The Company has an additional \$<span id="xdx_907_eus-gaap--

CurrentFederalTaxExpenseBenefit_pn5n6_c20230101_20231231_zmwr2NmmCXT6" title="Federal income tax">6.0 million and \$5.9 million of federal and state NOLs created after 2017, respectively, which can be carried forward indefinitely. The NOLs can be used to offset future income limited to the lesser of the NOL or 80% of the year's taxable income.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">As of December 31, 2023, the Company has \$360,715 of federal Research and Development (R&D) tax credits. These can be carried forward 20 years to offset future federal income tax. These begin to expire in 2037. Additionally, the Company has \$80,000 of state R&D tax credits which can be carried forward seven years. These begin to expire in 2030.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"></p> 35174851488530<p id="xdx_894_ecustom--ScheduleOfPretaxIncomeFromContinuingOperationsTableTextBlock_z1wDH33OnKVi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The reconciliation of income tax benefit at the U.S. statutory rate of 21% to the Company's tax expense is as follows:</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">Schedule of Reconciliation of Income Tax Benefit</p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"><tr style="font: 10pt Times New Roman, Times, Serif; display: none; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"></td><td colspan="2" id="xdx_493_20230101_20231231_zdjdEVmue1Gk" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">2023</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"></td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"></td><td colspan="2" id="xdx_49F_20220101_20221231_zfj37FB1xa2e" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">2022</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"></td></tr><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"></td><td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: center">December 31,</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center;

		December 31	
	2023		
		2022	(as restated)
Federal tax benefit at statutory rate		\$	(1,384,472
			)
		\$	
			(1,049,174
			)
State income taxes, net of federal tax effect			
			(452,682
			)
			(351,022
			)
Rate change			(5,710
			)
			(409
			)

R & D tax credits	(240,000)	(69,461)

Return to provision adjustments		
286,015	201,235	

Permanent differences		

Derivative Debt Discount Amortization		
562,568		

Change in FMV of Warrant Liability		
(617,655)	217,926	

[illegible]

Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">1</td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td> </tr> <tr id="xdx_400_eus-gaap--IncomeTaxExpenseBenefit_iT_mtITEBzspy_zSU60B2SLD8h" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Income tax expense</td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">—</td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">—</td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td> </tr> </table> 0.21-1384472-1049174-452682-351022-5710-40924000069461286015201235562568-617655217926132984503249126012169946153546637770940674168001<p id="xdx_895_eus-gaap--ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock_zXbvXpbothjd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">The principal components of deferred tax assets consist of the following:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Schedule of Components of Deferred Tax Assets</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" id="xdx_49D_20231231_ztZC3rNAtHqa" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">December 31,</td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" id="xdx_49A_20221231_zVpK3NguAVYd" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">December 31,</td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> </tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">2023</td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">2022</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">(as restated)</p></td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td> </tr> </table>

[illegible]

Equity based compensation		1,251		11,626
Interest & other accrued expenses		72,140		29,336
Lease asset/(liability)		6,326		1,889
Total		\$		3,429,136
\$				1,401,386

December 31,		December 31,	
Deferred tax liabilities:		2023	
2022		2022	
(as restated)		(as restated)	
Change in fair market value of securities		Change in fair market value of securities	
\$	(19,943)	\$	(19,943)
\$	(19,943)	\$	(19,943)
Prepaid expenses		Prepaid expenses	
(30,544)		(30,544)	
(46,718)		(46,718)	
State income tax deferred		State income tax deferred	
(60,196)		(60,196)	
Finite Lived Assets		Finite Lived Assets	

[illegible]

1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"></td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">(1,294,472</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left">)</td></tr> <tr id="xdx_406_eus-gaap--DeferredTaxAssetsNet_iTI_zSit31X5Puab" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left; padding-bottom: 1.5pt">Net deferred tax asset</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left">\$</td><td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right">—</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt; text-align: left"> </td></tr> </table>
17275667518448041197938405172423915200715125111626721402933663261889342.2746532331069143375903129447233759031294472<p id="xdx_896_eus-gaap--ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock_zoujnhQ4M3Fc" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">A reconciliation of the U.S. federal income tax rate to the Company's effective tax rate is as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Schedule of Effective Income Tax Rate Reconciliation </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" id="xdx_499_20230101_20231231_zaqDxtXO4WE3" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">December 31,</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" id="xdx_492_20220101_20221231_z1v7OIEmFVla" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">December 31,</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">2023</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">2022</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt"> </td></tr> <tr id="xdx_402_eus-gaap--EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate_pid_dp_uPure" style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-

Federal income tax benefit at statutory rate							
	21.0	%					
State income tax benefit, net of federal tax effect							
	6.9	%					
Change in tax rate							
	0.1	%					
R&D tax credits							
	3.6	%					
Return to provision adjustments							
	(4.3)	%					
(4.0)							

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EffectiveIncomeTaxRateReconciliationPermanentDifferencesAbstract_iB_uPure_zOBXOf
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-
color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left">Permanent differences</td><td style="font: 10pt Times New Roman, Times,
Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align:
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style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr
id="xdx_40E_ecustom--

EffectiveIncomeTaxRateReconciliationPermanentDifferencesDerivativeDebtDiscountAm
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-
color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif;
padding-left: 10pt; text-align: left">Derivative Debt Discount Amortization</td><td
style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times
New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: right">(8.6</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: left">)%</td><td style="font: 10pt Times New Roman,
Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">
—</td><td style="font: 10pt
Times New Roman, Times, Serif; text-align: left">%</td></tr> <tr
id="xdx_408_ecustom--

EffectiveIncomeTaxRateReconciliationPermanentDifferencesDerivativeChangeInFMVOf
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-
color: White"> <td style="font: 10pt Times New Roman, Times, Serif; padding-left:
10pt; text-align: left">Change in FMV of Warrant Liability</td><td style="font: 10pt
Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman,
Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times,
Serif; text-align: right">9.4</td><td style="font: 10pt Times New Roman, Times, Serif;
text-align: left">%</td><td style="font: 10pt Times New Roman, Times, Serif"> </td>
<td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: right">(4.3</td><td
style="font: 10pt Times New Roman, Times, Serif; text-align: left">)%</td></tr> <tr
id="xdx_40A_ecustom--

EffectiveIncomeTaxRateReconciliationPermanentDifferencesLossOnConvertibleNoteCor
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-
color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif;
padding-left: 10pt; text-align: left">Loss on convertible note conversion</td><td
style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times
New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: right">(2.0</td><td style="font: 10pt Times New
Roman, Times, Serif; text-align: left">)%</td><td style="font: 10pt Times New Roman,
Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">
(10.1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)%
</td></tr> <tr id="xdx_40E_ecustom--

EffectiveIncomeTaxRateReconciliationPermanentDifferencesOther_i01_pid_dp_uPure_m
style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-
color: White"> <td style="font: 10pt Times New Roman, Times, Serif; padding-left:
10pt; text-align: left">Other</td><td style="font: 10pt Times New Roman, Times,
Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align:
left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">
(1.9</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)%
</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font:

10pt Times New Roman, Times, Serif; text-align: left">	(3.4	10pt Times New Roman, Times, Serif; text-align: left">)%
EffectiveIncomeTaxRateReconciliationChangeInDeferredTaxAssetsValuationAllowance_	Change in valuation allowance	(23.2
EffectiveIncomeTaxRateReconciliationShortFallOfStockCompensationExpense_pid_dp_u	Shortfall of stock compensation expense	(0.6
EffectiveIncomeTaxRateReconciliationOtherAdjustments_pid_dp_uPure_maDEF_z1Qwu	Other adjustments	(0.4
EffectiveIncomeTaxRateContinuingOperations_iT_pid_dp_uPure_mtDEF_zlcoUj2m0kXb"	Total income tax expense	

**padding-bottom: 1.5pt; text-align: left">%</td></tr> </table>
0.2100.2100.0690.0700.0010.0360.014-0.043-0.040-0.0860.094-0.043-0.020-0.101-
0.019-0.034-0.232-0.076-0.006-
0.004640000059000000P20Y1398132383806000000.059000000.80360715P20Y80000<p
id="xdx_804_ecustom--QuarterlyFinancialDataTextBlock_zAR4xkS5UMZb" style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Note 11-
Quarterly Financial Data (Unaudited and
Restated)</p> <p style="font: 10pt Times New Roman, Times,
Serif; margin-top: 0pt; margin-bottom: 0pt"><span style="font-family: Times New
Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New
Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt">The Company is
providing restated quarterly unaudited consolidated financial information as of
September 30, 2023 in the table below. See Note 2, Restatement of Previously Issued
Consolidated Financial Statements, for further background concerning the events
preceding the restatement of financial information in this Comprehensive Form 10-
K/A.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top:
0pt; margin-bottom: 0pt"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"> </p> <p id="xdx_895_ecustom--
ScheduleofQuarterlyFinancialDataTableTextBlock_zCJ5d5NxEJJe" style="font: 10pt
Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align:
justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt">The restated consolidated balance sheet line items for the third fiscal quarter of
2023 are as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt
Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt"><span
style="display: none; font-family: Times New Roman, Times, Serif; font-size:
10pt"> Schedule of Quarterly Financial
Data</p> <p style="font: 10pt Times New Roman, Times, Serif;
margin-top: 0pt; margin-bottom: 0pt"><span style="display: none; font-family: Times
New Roman, Times, Serif; font-size: 10pt"> </p> <table
cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif;
border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman,
Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times,
Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom:
1.5pt"> </td> <td colspan="2" id="xdx_494_20230930__srt--RestatementAxis__srt--
ScenarioPreviouslyReportedMember_z8jke4tUBFO6" style="border-bottom: Black 1pt
solid; font: 10pt Times New Roman, Times, Serif; text-align: center">As Reported</td>
<td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td>
<td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td>
<td colspan="2" id="xdx_493_20230930__srt--RestatementAxis__srt--
RevisionOfPriorPeriodReclassificationAdjustmentMember_z81uuwNEseHi"
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-
align: center">Adjustments</td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 1.5pt"> </td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 1.5pt"> </td> <td colspan="2" id="xdx_49C_20230930_z4FaFFsGclHi"
style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-
align: center">Restated</td><td style="font: 10pt Times New Roman, Times, Serif;
padding-bottom: 1.5pt"> </td></tr> <tr style="font: 10pt Times New Roman, Times,
Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times,
Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom:
1.5pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times
New Roman, Times, Serif; text-align: center">September 30, 2023</td><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td
style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1.5pt"> </td><td
colspan="2" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman,**

September 30, 2023	
Additional paid-in capital	(1)
19,456,841	
9,945,692	
29,402,533	
Accumulated deficit	
(13,847,112)	
(9,945,692)	
(23,792,804)	

The Reverse Stock Split (Note 1) also resulted in an adjustment to the condensed consolidated balance sheet for the period ended September 30, 2023 with an increase to additional paid-in capital of \$140 and an offsetting adjustment to the carrying value of common stock.

The adjustments did not have an effect on the consolidated statement of operations or cash flows for the three fiscal quarters of 2023.

The Company has included its restated quarterly unaudited consolidated financial information for the interim periods ended March 31, 2023 and June 30, 2023 within Form 10-Q/A for the period ended March 31, 2024 and Form 10-Q for the period ended June 30, 2024, respectively, filed concurrent with this Form 10-K/A.

Schedule of Quarterly Financial Data

The restated consolidated balance sheet line items for the third fiscal quarter of 2023 are as follows:

	As Reported	Restatement Axis	Revision Of Prior Period Reclassification Adjustment
Adjustments			

Restated		September 30, 2023		September 30, 2023	
Additional paid in capital		(1)			
19,456,841					
9,945,692					
29,402,533					
Accumulated deficit		(13,847,112)			
(23,792,804)					

(1)

size: 10pt">The Reverse Stock Split (Note 1) also resulted in an adjustment to the condensed consolidated balance sheet for the period ended September 30, 2023 with an increase to additional paid in capital of \$ and an offsetting adjustment to the carrying value of common stock.

19456841994569229402533-13847112-9945692-23792804140**Note 12-**

Note 12-**Subsequent Events**

Note 12-**Subsequent Events**

Note 12-**Subsequent Events**

Note 12-**Subsequent Events**

Note 12-**Subsequent Events**

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Note 12-**Subsequent Events**

Note 12-

stock split, should such action be required. On August 6, 2024, the Company filed a certificate of amendment to its certificate of incorporation, effective August 13, 2024, to effectuate a one-for-eight reverse stock split of its issued and outstanding common stock, rounding up to account for any fractional shares (the "Reverse Stock Split"). The Reverse Stock Split had no effect on the Company's authorized shares of common stock or preferred stock. Following the reverse stock split on August 13, 2024, the Company had a total of shares issued and outstanding (or on a post-split basis as of December 31, 2024) and trades under the new CUSIP number 925693302. All common stock share, option, warrant and per share amounts (except our authorized but unissued shares) have been retroactively restated in these consolidated financial statements and related disclosures. Following the Reverse Stock Split, on August 27, 2024, the Company received a written notice from Nasdaq informing the Company that it has regained compliance with the Bid Price Requirement for continued listing on the Nasdaq Capital Market.

FDA Approval to Proceed with Phase II study of Ropidoxuridine (IPdR)

The Phase II clinical trial was also approved by the Institutional Review Board "IRB" on June 21, 2024. On August 8, 2024, the Company entered into a work order (the "Work Order") with Theradex Systems, Inc., a New Jersey contract research organization ("CRO") for purposes of supporting the Company's Phase II Study of Ropidoxuridine as a Radiation Sensitizing Agent During Radiotherapy in Patients with Newly Diagnosed IDH-Wildtype Glioblastoma with Unmethylated MGMT Promotor." As such, Shuttle Pharma is now in the process of signing up six clinical sites where the clinical studies will be performed – two of which have completed initial site initiation visits and one of which is ready to enroll patients – and where the CRO will oversee such studies. Under the terms of the Work Order, the CRO will oversee the studies for a period of 53 months (the "Term"), including overseeing

and monitoring the regulatory aspects of the Phase II clinical trial, and managing the documentation surrounding the clinical trial in exchange for a fee of approximately \$2.3 million, payable in stages and based upon services performed during the Term of the study.

Effective February 7, 2024, the Company and its wholly-owned subsidiary, Shuttle Diagnostics, Inc., entered into a securities purchase agreement (the "Purchase Agreement") with SRO, LLC, a Nevada limited liability company, pursuant to which SRO LLC agreed to commit to purchasing from the Company \$

SaleOfStockConsiderationReceivedPerTransaction_c20240207_20240207_us-gaap--SubsequentEventTypeAxis_us-gaap--SubsequentEventMember_zJDnbJVCiHRk"	2,250,000	of units from the Company, with each Unit consisting of
ShareBasedCompensationArrangementByShareBasedPaymentAwardDescription_c20240207_20240207_us-gaap--SubsequentEventTypeAxis_us-gaap--SubsequentEventMember_zUwwlJvcREg6"	(i) one share of SHPH common stock,	
	(ii) a warrant to purchase one share of SHPH common stock exercisable at a purchase price of \$18.80 per share, and	
	(iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics.	

Pursuant to the terms of the Purchase Agreement, the Units will be sold at a per Unit price equal to 90% of the VWAP of SHPH common stock for the five trading days immediately preceding closing. The parties entered into the Purchase Agreement in anticipation of the Company commencing a rights offering (the "Rights Offering") pursuant to which the Company intends to offer a total of \$

ProceedsFromIssuanceOfCommonStock_c20240207_20240207_us-gaap--SubsequentEventTypeAxis_us-gaap--SubsequentEventMember_zlQLd9zaTDXg"	4,500,000	Units to existing stockholders, which includes the \$
SaleOfStockConsiderationReceivedPerTransaction_c20240207_20240207_us-gaap--SubsequentEventTypeAxis_us-gaap--SubsequentEventMember_zEVUQW1Y2LFg"	2,250,000	Units being sold to SRO LLC, an entity which is owned by Keith Moore, CEO of Boustead Securities, LLC ("BSL").

The Purchase Agreement allows SRO LLC up to 60 days to raise the initial \$

EscrowDeposit_il_c20240207_us-gaap--SubsequentEventTypeAxis_us-gaap--SubsequentEventMember_us-gaap--TypeOfArrangementAxis_custom--PurchaseAgreementMember_zeJXcEGJ6F95"	2,250,000	, which funds will be placed in escrow with Sutter Securities, Inc. ("SSI"), an affiliate of BSL, pursuant to the terms of an escrow agreement entered into between the Company, Shuttle Diagnostics, Inc., BSL and SSI on February 7, 2024 (the "Escrow Agreement"). The funds will remain in escrow up until closing on the Rights Offering. In addition, in the event the Company fails to raise

a full \$ in the Rights Offering, SRO LLC agreed to a backstop commitment pursuant to which it would have the right to purchase any remaining Units not purchased by existing SHPH stockholders in the Rights Offering, up to an additional \$ (the "Back-up Contingency").

Restricted Stock Awarded to Chief Financial Officer

On March 8, 2024, the Company's then CFO was awarded restricted stock units ("RSUs"), with a value of \$, with such RSUs vesting in full as of the date of issuance. Each RSU represents the right to receive one share of SHPH common stock.

Restricted Stock Awarded to Chief Financial Officer

On June 13, 2024, the Company's newly appointed CFO was awarded restricted stock units ("RSUs"), with a value of \$, with such RSUs vesting annually in three equal installments following the date of issuance. Each RSU represents the right to receive one share of SHPH common stock.

Alto Opportunity Master Fund, SPC

On July 12, 2024, the Company informed the Investor in the Alto Convertible Note that the Company's expected restatement of its consolidated financial statements for the years ended December 31, 2022 and 2023 constituted an event of default under the terms of the Alto Convertible Note. On August 6, 2024, the Company paid \$600,000 to the Investor, which funds will be held as collateral to the balance owed under the Alto Convertible Note, and received a waiver from the Investor related to the default.

Alliance Global Partners

On July 30, 2024, the Company engaged A.G.P./Alliance Global Partners ("AGP") to serve as exclusive underwriter, placement agent or advisor in any public or private offering or financing (as defined, the "Offering") of up to \$10 million.

1.0030211123520086892250000(i) one share of SHPH common stock, (ii) a warrant to purchase one share of SHPH common stock exercisable at a purchase price of \$18.80 per share, and (iii) a percentage of equity interest in Diagnostics such that, assuming the sale of all \$2,250,000 of Units, SRO LLC will own a 22% interest in Diagnostics.45000002250000225000045000002250000Unless the parties waive the conditions to closing, in the event the full \$4,500,000 is not raised, whether through SRO LLC or through SHPH's existing stockholders, the Company will not close on the offering and any funds raised and held in escrow will be returned to investors.12500418402845510000060000010000000 Based on a Monte Carlo simulation analysis of 250,000 iterations Adjustments include corrections for stock compensation errors (increase of \$); recognition of Series A Preferred Stock accrued dividends (decrease of \$); correction of issuance cost recognition related to financing transactions (decrease of \$); corrections to the Company's initial classification and recognition of warrants issued in financing transactions (decrease of \$); reclassifications of warrants from liability to equity (increase of \$); correction in the application of extinguishment accounting upon settlement of debt instruments (increase of \$).7,843,052402,064174,082416,266881,5542,213,498 Adjustments include corrections for stock compensation errors (increase of \$); adjustment of the

~~estimated Series A Preferred Stock warrant obligation fair value (increase of \$); reversal of accrued Series A Preferred Stock dividends (decrease of \$); recognition of bifurcated derivatives and recording of loss at issuance (increase of \$); correction of issuance cost recognition related to financing transactions (decrease of \$); and the aggregate adjustments to 2022 net loss as detailed below (increase of \$).8,009,461~~240,930402,064296,151166,4071,967,621 Adjustments include adjustment to the carrying value of notes payable, including recognition of day 1 loss (decrease of \$); identification of costs to be recorded against Series A Preferred Stock carrying value (decrease of); and stock compensation adjustments (increase of \$).7,35189,1188,009,461 Adjustments include reversal of dividend liability recorded (decrease of \$)331,059; identification of deferred IPO costs (decrease of (\$55,182); identification of costs to be recorded against Series A Preferred Stock carrying value (decrease of \$89,118); adjustment to the estimated fair value of warrant liability (increase of \$240,930); adjustment to the carrying value of notes payable, including recognition of day 1 loss (increase of \$274,048); and stock compensation adjustments (increase of \$8,009,461). Granted warrants include those granted on the issuance of the August 2022 Promissory Notes Based on a Monte Carlo simulation analysis of 50,000 iterations The Reverse Stock Split (Note 1) also resulted in an adjustment to the condensed consolidated balance sheet for the period ended September 30, 2023 with an increase to additional paid in capital of \$ and an offsetting adjustment to the carrying value of common stock.140