

0001477932-24-006986S-1 CREATIVE MEDICAL TECHNOLOGY HOLDINGS, INC.
2024110820241108160601160602 0 0001477932-24-006986 S-1 9 20241108 20241108 CREATIVE MEDICAL TECHNOLOGY HOLDINGS, INC. 0001187953 2836 870622284 NV 1231 S-1 33 333-283091 241440528 211 E. OSBORN RD. PHOENIX AZ 85012 480-399-2822 211 E. OSBORN RD. PHOENIX AZ 85012 JOLLEY MARKETING INC 20020910 S-1 1 celz_s1.htm FORM S-1 celz_s1.htmAs filed with the Securities and Exchange Commission on November 8, 2024 Registration No. 333- Å Å UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Å Form S-1 Å REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 Å CREATIVE MEDICAL TECHNOLOGY HOLDINGS, INC. Å (Exact name of Registrant as specified in its charter) Å Nevada Å 2836 Å Å 87-0622284 (State or other jurisdiction of incorporation or organization) Å (Primary Standard Industrial Classification Code Number) Å (I.R.S. Employer Identification Number) Å 211 E Osborn Road Phoenix, Arizona 85012 (480) 399-2822 (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices) Å Timothy Warbington Chief Executive Officer Creative Medical Technology Holdings, Inc. 211 E Osborn Road Phoenix, Arizona 85012 (480) 399-2822 (Name, address, including zip code, and telephone number, including area code, of agent for service) Å Copies to: Zev M. Bomrind, Esq. Pachulski Stang Ziehl & Jones, LLP 780 Third Avenue, 34th Floor New York, NY 10017 (212) 561-7700 Å Approximate date of commencement of proposed sale to the public: Å From time to time after the effective date of this Registration Statement as determined by the selling stockholders. Å 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. Å 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. Å 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. Å If this form is a post-effective amendment to a registration statement 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. . Å Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See 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. Å Large accelerated filer Å Accelerated filer Å Non-accelerated filer Å Smaller reporting company Å Emerging growth company Å 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. Å 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 Å a further amendment that 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 this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine. Å Å Å The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting offers to buy these securities in any state where such offer or sale is not permitted. Å SUBJECT TO COMPLETION, DATED NOVEMBER 8, 2024 Å PROSPECTUS Å 837,104 Shares of Common Stock Å This prospectus relates to the possible resale from time to time of up to an aggregate of 837,104 shares of our common stock, par value \$0.001 per share, issuable upon the exercise of common stock purchase warrants (the "Warrants") issued in a private placement on October 23, 2024 to the selling stockholders named in this prospectus. We will not receive any proceeds from the sale of any shares offered by this prospectus. Å The registration of shares of our common stock covered by this prospectus does not mean that the selling stockholders will offer or sell any shares of our common stock. The selling stockholders may resell or dispose of the shares of our common stock, or interests therein, at fixed prices, at prevailing market prices at the time of sale or at prices negotiated with purchasers, to or through one or more underwriters, dealers or agents, or through any other means described in this prospectus under "Plan of Distribution" beginning on page 12 of this prospectus. The selling stockholders will bear all commissions and discounts, if any, attributable to the sale or disposition of the shares of common stock, or interests therein. We will bear all costs, expenses and fees in connection with the registration of the shares of common stock. Å Our common stock is quoted for trading on the Nasdaq Capital Market under the symbol "CELZ". On November 7, 2024, the last reported sales price for our common stock was \$3.16 per share. Å Investing in our shares of common stock involves a high degree of risk. Å See "Risk Factors" beginning on page 10 of this prospectus, as well as those risk factors described in any applicable prospectus supplement and in the documents we incorporate by reference. Å Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense. Å The date of this prospectus is , Å 2024 Å 2 Table of Contents Å TABLE OF CONTENTS Å ABOUT THIS PROSPECTUS Å 4 CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS Å 5 PROSPECTUS SUMMARY Å 6 RISK FACTORS Å 10 USE OF PROCEEDS Å 10 SELLING STOCKHOLDERS Å 11 PLAN OF DISTRIBUTION Å 12 LEGAL MATTERS Å 13 EXPERTS Å 13 WHERE YOU CAN FIND MORE INFORMATION Å 13 INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE Å 13 Å 3 Table of Contents Å ABOUT THIS PROSPECTUS Å This prospectus is a part of a registration statement on Form S-1 that we filed with the Securities and Exchange Commission ("SEC"), under the Securities Act of 1933, as amended ("Securities Act"). Under this registration process, the selling stockholders named in this prospectus may offer or sell shares of our common stock in one or more offerings from time to time. Each time the selling stockholders named in this prospectus (or in any supplement to this prospectus) sells shares of our common stock under the registration statement of which this prospectus is a part, such selling stockholders must provide a copy of this prospectus and any applicable prospectus supplement, to a potential purchaser, as required by law. Å In certain circumstances we may provide a prospectus supplement that may add, update or change information contained in this prospectus. Any statement that we make in this prospectus will be modified or superseded by any inconsistent statement made by us in a prospectus supplement. You should read both this prospectus and any prospectus supplement, including all documents incorporated herein or therein by reference, together with additional information described under "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" beginning

on page 13 of this prospectus. Â Neither we nor the selling stockholders have authorized any other person to provide you with information other than the information contained or incorporated by reference in this prospectus and any accompanying prospectus supplement. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor any of the selling stockholders will make an offer to sell our common stock in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and any prospectus supplement is accurate as of the date on its respective cover, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates. Â Unless otherwise indicated, information contained in or incorporated by reference into this prospectus concerning our industry and the markets in which we 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. Â Unless the context otherwise indicates, the terms "Company," "we," "us," "our" and "our" as used in this prospectus refer to Creative Medical Technology Holdings, Inc., a Nevada corporation and its subsidiaries. Â Â 4 Table of Contents Â CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS Â This prospectus, including the documents that we incorporate by reference herein, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are intended to qualify for the "safe harbor" created by those sections. The words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. All statements other than statements of historical facts contained in this prospectus, including among others, statements regarding our strategy, future operations, future financial position, future revenue, future products, projected costs, prospects, plans, objectives of management and expected market growth are forward-looking statements. Â These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. We discuss many of these risks in greater detail in our reports filed from time to time under the Securities Act and/or the Exchange Act, including the risks identified under the heading "Risk Factors" in our most recent Annual Report on Form 10-K, which are incorporated by reference into this prospectus in their entirety. We encourage you to read these filings as they are made. In addition, these forward-looking statements represent our estimates and assumptions only as of the date of the document containing the applicable statement. Â You should read this prospectus and the documents incorporated by reference herein completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of the forward-looking statements in the foregoing documents by these cautionary statements. Â You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason after the date of this prospectus to conform these statements to actual results or to changes in our expectations. Thus, you should not assume that our silence over time means that actual events are bearing out as expressed or implied in such forward-looking statements. Â Â 5 Table of Contents Â PROSPECTUS SUMMARY Â Â This summary description about us and our business highlights selected information contained elsewhere in this prospectus or incorporated in this prospectus by reference. This summary does not contain all of the information you should consider before deciding to invest in our securities. You should carefully read this entire prospectus and each of the documents incorporated herein by reference before making an investment decision. Investors should also carefully consider the information set forth under "Risk Factors" in this prospectus and incorporated by reference to our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. Â Corporate Overview Â We are a commercial stage biotechnology company dedicated to the advancement of identifying and translating novel biological therapeutics in the fields of immunotherapy, endocrinology, urology, neurology and orthopedics. Our platforms, therapies and products include the following:Â Â Our subsidiary, Creative Medical Technologies, Inc. ("CMT"), was originally created to monetize U.S. Patent No. 8,372,797 and related intellectual property related to the treatment of erectile dysfunction ("ED"), which it acquired in February 2016. Subsequently, we have expanded our development and acquisition of intellectual property beyond urology to include therapeutic treatments utilizing "re-programmed" stem cells, and the treatment of neurologic disorders, lower back pain, Type-1 diabetes, and heart, liver, kidney, and other diseases using various types of stem cells through our ImmCelz, Inc., StemSpine, Inc. and AlloCelz LLC subsidiaries. However, neither ImmCelz Inc., nor AlloCelz LLC have commenced commercial activities. Â We currently conduct substantially all of our commercial operations through CMT, which markets and sells our CaverStem® and FemCelz® disposable kits utilized by physicians to perform autologous procedures that treat erectile dysfunction and female sexual dysfunction, respectively. Our CaverStem® and FemCelz® kits are currently available through physicians at eight locations in the United States. Â In 2020, through our ImmCelz Inc. subsidiary, we began developing treatments under our ImmCelz™ platform (CELZ-100), that utilize a patient's own extracted immune cells that are then "reprogrammed/supercharged" by culturing them outside the patient's body with optimized cell-free factors. Â The immune cells are then re-injected into the patient from whom they were extracted. We believe this process endows the immune cells with regenerative properties (or "supercharges" them) providing them with the ability to treat multiple indications. Â We have validated this ability through the third-party studies described below that were independently conducted on selected human donor patient cells for accuracy and reproducibility. In contrast to other stem cell-based approaches, the immune cells are significantly smaller in size than stem cells and are believed to more effectively penetrate areas of the damaged tissues and induce regeneration. Â Â Â 6 Table of Contents Â Â In June 2022, we signed an agreement with Greenstone Biosciences Inc. ("Greenstone") for the development of a human induced pluripotent stem cell (iPSC) pipeline for our ImmCelz™ platform. This project was identified as iPScelz™. The efforts by Greenstone are expected to complement and expand our current work on novel therapeutic cell lines. In May 2023, we announced that we had received confirmation that Greenstone had successfully developed a human induced pluripotent stem cell (iPSC). We estimate that the development of this cell line will save the Company

two to three years in research and development time along with associated expenses. The final iPSCelzâ„¢ results in a viral-free cell line which has great potential for differentiation into therapeutic biologics both for the cellular and cell-free programs along with targeted drug discovery. Greenstoneâ™s developments were confirmed by an independent, industry-leading research firm. Â In October 2022, we announced the development of our AlloStemâ„¢ Clinical Cell Line (CELZ-200), a proprietary allogenic cell line which includes a Master Cell Bank and a Drug Master File. We believe we will be able to use this cell line for many of our programs, including our ImmCelzâ„¢ immunotherapy platform for multiple diseases, OvaStemÂ® for Premature Ovarian Failure, Type I Diabetes (CELZ-201 CREATE-1), AlloStemSpineâ„¢ Chronic Lower Back Pain (CELZ-201 ADAPT), and IPScelzâ„¢ inducible pluripotent stem cell program in ongoing development with Greenstone. Â In November 2022, we announced that the FDA had cleared the Companyâ™s Type I Diabetes (CELZ-201 CREATE-1) Investigational New Drug (IND) application for the treatment of Type 1 Diabetes utilizing our AlloStemâ„¢ Clinical Cell Line, which will allow us to begin a Phase I/II clinical trial. The primary objective of the study will be to evaluate CELZ-201 treatment in patients with newly diagnosed Type 1 Diabetes. The trial has also received Institutional Board Review (IRB) approval for the trial to proceed as well as approval of the patient recruitment material. Patient recruitment was initiated in September 2023. Â In February 2023, the Company reported positive three-year follow-up data for its StemSpineâ„¢ pilot study. The three-year data demonstrates continued efficacy of the StemSpineÂ® procedure for treating chronic lower back pain without any serious adverse effects reported. Â In March 2023, we reported the following results of independent studies: Â Â Â The ImmCelzâ„¢ (CELZ-100) platform required 75% fewer donor patient cells compared to industry standard. Â·Â The purity of the final ImmCelzâ„¢ (CELZ-100) product was greater than 95% compared to the industry standard of greater than 80%. Â·Â ImmCelzâ„¢ (CELZ-100) demonstrated a greater than 200% reduction in functional suppression of effector T cells, which are a critical concern for patients with autoimmune issues, while still possessing a high number of functional T regulatory cells. Â·Â The ability to verify repeated potency of the final ImmCelzâ„¢(CELZ-100) product. Â We believe these results show that we will be able to substantially reduce production costs, while allowing for the manufacture of the best clinical product for patients with immune disorders, which will enable us to accelerate our clinical applications and encourage potential collaborations with respect to our ImmCelzâ„¢ platform. Â In March 2023, the Company announced that it filed an application with the FDA to receive Orphan Drug Designation (âœODDâ€) for the treatment of Brittle Type 1 Diabetes using its ImmCelzâ„¢ (CELZ-100) platform. In March 2024, the Company received ODD for the treatment of Brittle Type 1 Diabetes from the FDA. This designation provides multiple important benefits to support the therapy's development including tax advantages, user fee exemptions, and the opportunity for market exclusivity following approval. Â Â 7 Table of Contents Â In April 2023, the Company reported positive one-year follow-up data and significant efficacy using CELZ-001 to treat patients with Type 2 Diabetes. There were no safety concerns related to CELZ-001 at one year follow-up utilizing the same infusion procedure as in the currently U.S. FDA cleared Type I Diabetes (CELZ-201 CREATE-1) clinical trial. There were 30 patients in the study, 15 who received CELZ-001 and the rest received optimized medical therapy. At one year, there was an overall efficacy of 93% in the treated patients demonstrating at least a 50% reduction in insulin requirement. Â In September 2023, the Company received FDA clearance to initiate a Phase I/II clinical trial of AlloStemSpineâ„¢ Chronic Lower Back Pain (CELZ-201 ADAPT) using AlloStemâ„¢ (CELZ-201-DDT) for the treatment of lower back pain. The first in country study, which will enroll 30 individuals suffering from chronic lower back pain, is designed to evaluate the safety, efficacy, and tolerability of AlloStemâ„¢ (CELZ-201-DDT). The minimally invasive procedure uses ultrasound for the targeted delivery of the cell product, and thus prevents radiation exposure to the patient or the injecting physician. Â In October, 2023 we filed for and received approval from an institutional review board (IRB) to proceed with this trial.Â This trial, protected by issued patents, is a huge milestone for the Company and for patients suffering from this debilitating problem and their need for opioids for pain. Â In March 2024, the Company secured FDA authorization for an expanded access therapy using CELZ-201, in managing abnormal glucose tolerance and preventing Type I Diabetes in high-risk individuals. The therapy uses CELZ-201 to potentially prevent Type I Diabetes onset and is believed to be a first in medical history. This personalized medicine approach, focuses on a single high-risk patient. CELZ-201 has a multi-target mechanism to address abnormal glucose tolerance, a Type I Diabetes precursor, at the cellular level. Â In June 2024, the Company announced that it has successfully generated human induced pluripotent stem cells (iPSC)-derived Islet Cells that produce human insulin. The Company believes this development has the potential for not only clinical translation of the human Islet Cells, but also the stand-alone human insulin which is produced by these cells. Â Registered Direct Offering and Concurrent Private Placement Â On October 23, 2024, the Company closed a registered direct offering (the âœRegistered Offeringâ€) of 418,552 shares of common stock, and a concurrent private placement of Warrants to purchase 837,104 shares of common stock at an exercise price of \$4.42 per share (the âœPrivate Placementâ€ and, together with the Registered Offering, the âœOfferingâ€), which were sold for aggregate gross proceeds of \$1,850,000. The shares of common stock were sold pursuant to a prospectus supplement, filed on October 23, 2024, to the Registration Statement on Form S-3, originally filed on October 4, 2024, with the SEC (File No. 333-282512), and declared effective by the SEC on October 15, 2024. The Warrants, which were issued pursuant to an exemption from registration pursuant to Section 4(a)(2) or Regulation D of the Securities Act, will not be exercisable until the Company has obtained stockholder approval for the issuance of the shares of common stock underlying the Warrants as required by the applicable rules and regulations of the Nasdaq Stock Market, including Nasdaq Listing Rule 5635(d), and will then be exercisable for a period of five years following the date the Company obtains such stockholder approval. Â The shares of common stock and Warrants were sold to the selling stockholders pursuant to a securities purchase agreement, dated October 22, 2024, between the Company and the selling stockholders. The Company engaged Roth Capital Partners (the âœPlacement Agentâ€) to act as its exclusive placement agent in connection with the Offering pursuant to a Placement Agency Agreement between the Company and the Placement Agent (the âœPlacement Agency Agreementâ€). Pursuant to the Placement Agency Agreement, the Company agreed to pay the Placement Agent a cash fee equal to 8.0% of the gross proceeds of the Offering, to reimburse the Placement Agent for out-of-pocket expenses in the amount of up to \$75,000, and to issue the Placement Agent, or its designees, warrants (the âœPlacement Agent Warrantsâ€) to purchase shares of common stock equal to 5.0% of the aggregate number of shares of common stock sold in the Registered Offering and the number of shares of common stock underlying the Warrants issued in the Private Placement.Â The Placement Agent Warrants have substantially the same terms as the Warrants except that the Placement Agent Warrants have an expiration date of five years from the commencement of sales of the Offering and certain FINRA provisions.Â Â The net proceeds of the Offering, after deducting the Placement Agentâ™s fees and expenses and other offering expenses payable by the Company, were approximately \$1.6 million. The Company intends to use the net proceeds from the Offering for working

capital and general corporate purposes.Â Â Â Corporate and other Information Â Creative Medical Technologies Holdings, Inc. was incorporated on December 3, 1998, in the State of Nevada under the name Jolley Marketing, Inc. On May 18, 2016, the Company closed a transaction which was accounted for as a recapitalization, reverse merger, under which Creative Medical Technologies, Inc., a Nevada corporation (â€œCMTâ€) became the Companyâ€™s wholly owned subsidiary, and Creative Medical Health, Inc. (â€œCMHâ€), which was CMTâ€™s sole stockholder prior to the merger, became the Companyâ€™s principal stockholder. In connection with this merger, the Company changed its name to Creative Medical Technologies Holdings, Inc. to reflect its current business. Information contained on or accessible through our website is not, and should not be considered, part of, or incorporated by reference into, this prospectus. Â Â Â 8 Table of Contents Â The Offering Â Common stock to be offered by the selling stockholders: Up to 837,104 shares. Â Â Common stock to be outstanding after the offering: Â 2,585,532 shares (based on 1,748,428 shares outstanding prior to the offering, and assuming the exercise of all of the Warrants but no other convertible securities of the Company). Â Â Use of proceeds: We will not receive any proceeds from the sale of shares in this offering.Â See â€œUse of Proceedsâ€ beginning on page 10 of this prospectus. Â Â Risk factors: Â You should read the â€œRisk Factorsâ€ beginning on pageÂ 10 of this prospectus, as well as those risk factors described in any applicable prospectus supplement and in the documents we incorporate by reference in this prospectus, for a discussion of factors to consider carefully before deciding to invest in shares of our common stock. Â Â Stock exchange listing: Our common stock is listed on the Nasdaq Capital Market under the symbol â€œCELZâ€ Â Â 9 Table of Contents Â RISK FACTORS Â An investment in our securities involves a high degree of risk. Before deciding whether to invest in our securities, you should carefully consider the risks described below, together with the other information in this prospectus and the information contained in our other filings with the SEC as well as any amendment or update to our risk factors reflected in subsequent filings with the SEC, which are incorporated by reference in this prospectus. If any of these risks actually occurs, our business, financial condition, results of operations, or cash flow could be seriously harmed. This could cause the trading price of our securities to decline, resulting in a loss of all or part of your investment.Â Additional risks and uncertainties that are not yet identified may also materially harm our business, operating results and financial condition and could result in a complete loss of your investment. You could lose all or part of your investment. For more information, see â€œWhere You Can Find More Information.â€ Â Sales of Substantial Amounts of Our Common Stock by the Selling Stockholders, or the Perception That These Sales Could Occur, Could Adversely Affect the Price of Our Common Stock. Â The sale by the selling stockholders of a significant number of shares of common stock could have a material adverse effect on the market price of our common stock. In addition, the perception in the public markets that the selling stockholders may sell all or a portion of its shares as a result of the registration of such shares for resale pursuant to this prospectus could also in and of itself have a material adverse effect on the market price of our common stock. We cannot predict the effect, if any, that market sales of those shares of common stock or the availability of those shares of common stock for resale will have on the market price of our common stock. Â We Have a Limited Number of Authorized Shares of Common Stock Available for Issuance, Which May Limit Our Ability to Raise Capital When Needed to Support Our Business. Â We are currently authorized to issue 5,000,000 shares of common stock. As of the date of this prospectus, 1,747,832 shares were outstanding and 3,199,000 shares were reserved for future issuance under outstanding options and warrants. We currently have only approximately 50,000 available unissued and unreserved authorized shares to meet the needs of our business.Â Â There can be no assurance that we will be able to secure the necessary stockholder approval to increase our authorized shares of common stock under our articles of incorporation in the future, and therefore, we may continue to be limited in the shares of common stock we may issue to finance our operations. Â USE OF PROCEEDS Â We are filing the registration statement of which this prospectus is a part to permit the beneficial holders of our common stock described in the section entitled â€œSelling Stockholders,â€ beginning on page 11 of this prospectus, to resell such shares. We are not selling any securities under this prospectus and will not receive any proceeds from the sale of shares by the selling stockholders. We will receive proceeds from any cash exercise of warrants, which will be used for working capital and general corporate purposes. Â Â 10 Table of Contents Â SELLING STOCKHOLDERS Â The common stock being offered by the selling stockholders are those issuable to the selling stockholders upon exercise of the Warrants issued in the private placement we closed on October 23, 2024.Â For additional information regarding the issuance of those Warrants, see â€œRegistered Direct Offering and Concurrent Private Placementâ€ above.Â We are registering the shares of common stock in order to permit the selling stockholders to offer the shares for resale from time to time.Â Â Except as noted in this prospectus, the selling stockholders have not had any material relationship with us within the past three years. Â The table below lists the selling stockholders and other information regarding the beneficial ownership of the shares of common stock by each of the selling stockholders.Â The second column lists the number of shares of common stock beneficially owned by each selling stockholder, based on its ownership of our shares of common stock and warrants as of November 7, 2024, assuming exercise of the warrants held by the selling stockholders on that date, without regard to any limitations on exercises.Â The third column lists the shares of common stock being offered by this prospectus by the selling stockholders.Â The fourth column assumes the sale of all of the shares offered by the selling stockholders pursuant to this prospectus. Â Under the terms of the Warrants and other warrants held by selling stockholders, a selling stockholder may not exercise any such warrant to the extent such exercise would cause such selling stockholder, together with its affiliates and attribution parties, to beneficially own a number of shares of common stock which would exceed 4.99% of our then outstanding shares of common stock following such exercise, excluding for purposes of such determination, shares of common stock issuable upon exercise of such warrants which have not been exercised. The number of shares in the second and fourth columns do not reflect this limitation.Â The selling stockholders may sell all, some or none of their shares in this offering.Â See â€œPlan of Distribution.â€ Â Name of Selling Stockholder Â Number of Shares of Common Stock Owned Prior to Offering Â Â Maximum Number of Shares of Common Stock to be Sold Pursuant to this Prospectus Â Â Number of Shares of Common Stock Owned After Offering Â Â Percentage of Common Stock Owned After the Offering Â Armistice Capital, LLC (1) Â 1,424,311 Â Â 279,034 Â Â 1,145,277 Â Â 4.99 % Hudson Bay Master Fund Ltd. (2) Â Â 443,868 Â Â 279,034 Â Â 164,834 Â Â 4.99 % Anson Investments Master Fund LP (3) Â Â 744,897 Â Â 279,036 Â Â 465,861 Â Â 4.99 % Â (1) Consists of 279,034 shares of common stock offered hereby underlying Warrants issued in our October 2024 private placement to Armistice Capital, LLC (â€œArmistice Capitalâ€), and 1,145,277 shares of common stock underlying warrants purchased in prior offerings, all of which are directly held by Armistice Capital Master Fund Ltd. (the â€œMaster Fundâ€), a Cayman Islands exempted company, which may be deemed to be indirectly beneficially owned by (i) Armistice Capital, as the investment manager of the Master Fund; and (ii) Steven Boyd, as the Managing Member of Armistice Capital. Armistice and Steven Boyd disclaim beneficial

ownership of the reported securities except to the extent of their respective pecuniary interest therein. All of the above-referenced warrants are subject to a beneficial ownership limitation of 4.99%, which such limitation restricts the holder from exercising that portion of the warrants that would result in the holder and its affiliates owning, after exercise, a number of shares of common stock in excess of the beneficial ownership limitation. The address of Armistice Capital is 510 Madison Avenue, 7th Floor, New York, NY 10022. (2) Consists of 279,034 shares of common stock offered hereby underlying Warrants issued in our October 2024 private placement and 145,834 shares of common stock underlying warrants purchased in prior offerings and 19,000 shares of common stock. Hudson Bay Capital Management LP, the investment manager of Hudson Bay Master Fund Ltd., has voting and investment power over these securities. Sander Gerber is the managing member of Hudson Bay Capital GP LLC, which is the general partner of Hudson Bay Capital Management LP. Each of Hudson Bay Master Fund Ltd. and Sander Gerber disclaims beneficial ownership over these securities. (3) The address for Hudson Bay Master Fund Ltd. is c/o Hudson Bay Capital Management LP, 28 Havemeyer Place, 2nd Floor, Greenwich, CT 06830. (3) Consists of 279,036 shares of common stock offered hereby underlying Warrants issued in our October 2024 private placement, 326,343 shares of common stock underlying warrants purchased in prior offerings, and 139,518 shares of common stock. Anson Advisors Inc and Anson Funds Management LP, the Co-Investment Advisers of Anson Investments Master Fund LP ("Anson"), hold voting and dispositive power over the securities held by Anson. Tony Moore is the managing member of Anson Management GP LLC, which is the general partner of Anson Funds Management LP. Moez Kassam and Amin Nathoo are directors of Anson Advisors Inc. Mr. Moore, Mr. Kassam and Mr. Nathoo each disclaim beneficial ownership of these Common Shares except to the extent of their pecuniary interest therein. The principal business address of Anson is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-104, Cayman Islands. (1) Table of Contents (2) PLAN OF DISTRIBUTION (3) Each selling stockholder of the securities and any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of their securities covered hereby on the principal trading market or any other stock exchange, market or trading facility on which the securities are traded or in private transactions. These sales may be at fixed or negotiated prices. A selling stockholder may use any one or more of the following methods when selling securities: (i) ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers; (ii) block trades in which the broker-dealer will attempt to sell the securities as agent but may position and resell a portion of the block as principal to facilitate the transaction; (iii) purchases by a broker-dealer as principal and resale by the broker-dealer for its account; (iv) an exchange distribution in accordance with the rules of the applicable exchange; (v) privately negotiated transactions; (vi) settlement of short sales; (vii) in transactions through broker-dealers that agree with the selling stockholders to sell a specified number of such securities at a stipulated price per security; (viii) through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise; (ix) a combination of any such methods of sale; or (x) any other method permitted pursuant to applicable law. The selling stockholders may also sell securities under Rule 144 or any other exemption from registration under the Securities Act, if available, rather than under this prospectus. Broker-dealers engaged by the selling stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of securities, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this Prospectus, in the case of an agency transaction not in excess of a customary brokerage commission in compliance with FINRA Rule 2121; and in the case of a principal transaction a markup or markdown in compliance with FINRA Rule 2121. In connection with the sale of the securities or interests therein, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the securities in the course of hedging the positions they assume. The selling stockholders may also sell securities short and deliver these securities to close out their short positions, or loan or pledge the securities to broker-dealers that in turn may sell these securities. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or create one or more derivative securities which require the delivery to such broker-dealer or other financial institution of securities offered by this prospectus, which securities such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction). The selling stockholders and any broker-dealers or agents that are involved in selling the securities may be deemed to be "underwriters" within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the securities purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Each selling stockholder has informed the Company that it does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the securities. The Company is required to pay certain fees and expenses incurred by the Company incident to the registration of the securities. The Company has agreed to indemnify the selling stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act. (2) Table of Contents (3) We agreed to use commercially reasonable efforts to cause this registration statement to become effective within 90 calendar days following October 23, 2024, and to keep such registration statement effective at all times until no selling stockholder owns any Warrants or shares of common stock issuable upon exercise thereof. The resale securities will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the resale securities covered hereby may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with. Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the resale securities may not simultaneously engage in market making activities with respect to the common stock for the applicable restricted period, as defined in Regulation M, prior to the commencement of the distribution. In addition, the selling stockholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of the common stock by the selling stockholders or any other person. We will make copies of this prospectus available to the selling stockholders and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act). (4) LEGAL MATTERS (5) The validity of the shares of our common stock being offered by this prospectus has been passed upon for us by Pachulski Stang Ziehl Jones LLP, New York, New York. (6) EXPERTS (7) The audited consolidated financial statements incorporated by reference in this prospectus and elsewhere in the registration statement have been so incorporated by reference in reliance upon the reports of Haynie & Company, independent registered public accountants, upon the authority of said firm as experts in accounting and auditing. (8) WHERE YOU CAN FIND MORE INFORMATION (9) We

file annual, quarterly, and other reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov>. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, including any amendments to those reports, and other information we file with or furnish to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act can also be accessed free of charge at our website at www.creativemedicaltechnology.com. Such information is made available on our website as soon as reasonably practicable after we electronically file it with or furnish it to the SEC. Information contained on our website is not part of this prospectus. **INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE** The SEC allows us to incorporate by reference into this prospectus the information we file with the SEC, which means we may disclose important information to you by referring you to other documents we file separately with the SEC. The information we incorporate by reference is considered a part of this prospectus. We hereby incorporate by reference the following documents previously filed with the SEC: Our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on March 22, 2024; The Amendment to our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2023 filed with the SEC on April 29, 2024; Our Quarterly Report on Form 10-Q for the fiscal quarters ended March 31, 2024 and June 30, 2024, filed with the SEC on May 10, 2024 and August 9, 2024, respectively; Our Current Reports on Form 8-K (other than portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits accompanying such reports that are related to such items) filed with the SEC on May 17, 2024, July 25, 2024 and October 23, 2024; and The description of our common stock contained in our Registration Statement on Form 8-A registering the common stock under Section 12(b) of the Exchange Act filed with the SEC on December 2, 2021, as updated by the description of our common stock filed as Exhibit 4.4 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023. **13 Table of Contents** Any information in the foregoing documents will automatically be deemed to be modified or superseded to the extent that information in this prospectus modifies or replaces such information. We also incorporate by reference any future filings (other than information furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items) made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the initial filing of the registration statement of which this prospectus is a part and before the effective date of the registration statement, and after the date of this prospectus, until we file a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold. Information in such future filings shall be deemed to update and supplement the information provided in this prospectus, and any statements in such future filings will automatically be deemed to modify and supersede any information in any document we previously filed with the SEC that is incorporated or deemed to be incorporated herein by reference to the extent that the statements in the later filed document modify or replace such earlier statements. **You may obtain from us copies of the documents incorporated by reference in this prospectus, at no cost, by requesting them in writing or by telephone at: Creative Medical Technology Holdings, Inc. 211 E Osborn Road Phoenix, Arizona 85012 (480) 399-2822 Attention: Chief Executive Officer** You should rely only on the information incorporated by reference or provided in this prospectus. We have not authorized anyone to provide you with different information. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of this document. Any statement contained in a document incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or any prospectus supplement modifies or supersedes such statement. Any statement that is modified or superseded will not constitute a part of this prospectus, except as modified or superseded. **Copies of the documents incorporated by reference may also be found on our website at www.creativemedicaltechnology.com. Except with respect to the documents expressly incorporated by reference above which are accessible at our website, the information contained on our website is not a part of, and should not be construed as being incorporated by reference into, this prospectus.** **DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITY** Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. **14 Table of Contents** **837,104 Shares of Common Stock** **PROSPECTUS** **November**, 2024 **Table of Contents** **PART II** **INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 13. Other Expenses of Issuance and Distribution The following table sets forth the estimated costs and expenses, other than the underwriting discounts and commissions, payable by us in connection with the offering of the securities being registered. All of the amounts shown are estimates, except for the registration fee. **Securities and Exchange Commission registration fee** \$ 406.91 **Accounting fees and expenses** 5,000.00 **Legal fees and expenses** 10,000.00 **Miscellaneous expenses** 1,000.00 **Total** \$ 16,406.91 **Item 14.**

Indemnification of Directors and Officers Nevada law provides that a Nevada corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation (i.e., a *non-derivative proceeding*), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he or she: Is not liable under Section 78.138 of the Nevada Revised Statutes for breach of his or her fiduciary duties to the corporation; or Acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. In addition, a Nevada corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor (i.e., a *derivative proceeding*), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he: Is not liable under Section 78.138 of the Nevada Revised Statutes for breach of his or her fiduciary duties to the corporation; or Acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation. Under Nevada law,

indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper. Â To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any non-derivative proceeding or any derivative proceeding, or in defense of any claim, issue or matter therein, the corporation is obligated to indemnify him or her against expenses, including attorneys' fees, actually and reasonably incurred in connection with the defense. Â Â II-1 Table of Contents Â Further, Nevada law permits a Nevada corporation to purchase and maintain insurance or to make other financial arrangements on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him or her and liability and expenses incurred by him or her in his or her capacity as a director, officer, employee or agent, or arising out of his or her status as such, whether or not the corporation has the authority to indemnify him or her against such liability and expenses. Â Our bylaws provide that, the Company shall, to the fullest extent permitted by the laws of the State of Nevada, indemnify any person who is or was a director or officer of the Company or any predecessor of the Company or is or was serving at the Companyâ€™s request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other entity (each such person, an â€œIndemniteeâ€) against expenses, including attorneysâ€™ fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the Indemnitee in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than a proceeding by or in the right of the Company, to which the Indemnitee is, was, or is threatened to be made a party by reason of being an Indemnitee, if the Indemnitee either: (a) did not breach, through intentional misconduct, fraud, or a knowing violation of law, the Indemniteeâ€™s fiduciary duties as a director or officer to act in good faith and in the interests of the Company; or (b) acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe the Indemniteeâ€™s conduct was unlawful. Â Additionally, our bylaws provide that the Company shall, to the fullest extent permitted by the laws of the State of Nevada, indemnify any Indemnitee against expenses, including attorneysâ€™ fees and amounts paid in settlement, actually and reasonably incurred by the Indemnitee in connection with any threatened, pending, or completed suit or action by or in the right of the Corporation to which the Indemnitee is, was, or is threatened to be made a party by reason of being an Indemnitee, if the Indemnitee either: (a) did not breach, through intentional misconduct, fraud, or a knowing violation of law, the Indemniteeâ€™s fiduciary duties as a director or officer to act in good faith and in the interests of the Company; or (b) acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Company. Â Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC this indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Â Item 15.Â Recent Sales of Unregistered Securities Â Over the past three years, we have issued and sold the following securities without registration under the Securities Act: Â On October 23, 2024, in a private placement, the Company issued three institutional investors warrants to purchase up to 837,104 shares of Common Stock at an exercise price of \$4.42 per share (the â€œWarrantsâ€).Â The Warrants will not be exercisable until the Company has obtained stockholder approval for the issuance of the shares of Common Stock underlying the Warrants as required by the applicable rules and regulations of the Nasdaq Stock Market, including Nasdaq Listing Rule 5635(d), and will then be exercisable for a period of five years following the date the Company obtains such stockholder approval. Â Â II-2 Table of Contents Â ItemÂ 16.Â ExhibitsÂ Â ExhibitsÂ Â Â Â 3.1.1 Â Articles of Incorporation of Creative Medical Technology Holdings, Inc., a Nevada corporation (incorporated by reference to Exhibit 3.1 to the Companyâ€™s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 17, 2021). 3.1.2 Â Certificate of Amendment to Articles of Incorporation Pursuant to NRS 78.385 and 78.390, as filed with the Secretary of State of the State of Nevada on November 2, 2021 (incorporated by reference to Exhibit 3.1 of the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2021). 3.1.3 Â Certificate of Change Pursuant to NRS 78.209, as filed with the Secretary of State of the State of Nevada on November 8, 2021 (incorporated by reference to Exhibit 3.1 of the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 9, 2021). 3.1.4 Â Certificate of Change Pursuant to NRS 78.209, as filed with the Secretary of State of the State of Nevada on June 1, 2023 (incorporated by reference to Exhibit 3.1 of the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 9, 2023). 3.1.5 Â Certificate of Designation of the Series B Preferred Stock, as filed with the Secretary of State of the State of Nevada on May 15, 2024 (incorporated by reference to Exhibit 3.1 of the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2024). 3.2 Â Bylaws of Creative Medical Technology Holdings, Inc., a Nevada corporation (incorporated by reference to Exhibit 3.2 to the Companyâ€™s Form 10 filed with the Securities and Exchange Commission on November 18, 2008). 4.1 Â Form of Public Warrant issued in December 7, 2021 public offering (incorporated by reference to Exhibit 4.1 of the Companyâ€™s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on November 23, 2021). 4.2 Â Underwriterâ€™s Warrant issued to Roth Capital Partners, LLC dated December 7, 2021 (incorporated by reference to Exhibit 4.1 of the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 7, 2021). 4.3 Â Form of Common Stock Purchase Warrant issued under Securities Purchase Agreement dated as of August 9, 2021 between Creative Medical Technology Holdings, Inc. and the purchasers named therein (incorporated by reference to Exhibit 4.2 of the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2021). 4.4 Â Form of Common Stock Purchase Warrant issued under Securities Purchase Agreement dated as of October 23, 2024 between Creative Medical Technology Holdings, Inc. and the purchasers named therein (incorporated by reference to Exhibit 4.1 of the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 23, 2024). 4.5 Â Placement Agent Warrant issued to Roth Capital Partners, LLC, dated as of October 23, 2024 between Creative Medical Technology Holdings, Inc. and the purchasers named therein (incorporated by reference to Exhibit 4.2 of the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 23, 2024). 5.1 Â Opinion of Pachulski Stang Ziehl & Jones LLP** Â Â II-3 Table of Contents Â 10.1 Â Patent Purchase Agreement dated May 17, 2017, between Creative

Medical Technology Holdings, Inc. and Creative Medical Health, Inc. (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 17, 2021). 10.2 A Amendment and Waiver to Patent Purchase Agreement dated November 14, 2017, between Creative Medical Technology Holdings, Inc. and Creative Medical Health, Inc. (incorporated by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 17, 2021). 10.3 A Agreement dated December 28, 2020, between Jadi Cell LLC and ImmCelz, Inc. (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on September 28, 2021). 10.4 A Warrant Agency Agreement between Creative Medical Technology Holdings, Inc. and vStock Transfer LLC dated December 7, 2021 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 7, 2021). 10.5 A 2021 Equity Incentive Plan (incorporated by reference to Appendix B to the Company's Information Statement on Schedule 14C filed with the Securities and Exchange Commission on September 24, 2021). 10.6 A Employment Agreement between Creative Medical Technology Holdings, Inc. and Timothy Warbington, dated as of February 9, 2022. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 11, 2022). 10.7 A Employment Agreement between Creative Medical Technology Holdings, Inc. and Donald Dickerson, dated as of February 9, 2022. (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 11, 2022). 10.8 A Research Tools Purchase Agreement, dated December 15, 2022, between Creative Medical Technology Holdings, Inc and Narkeshyo LLC (incorporated by reference to Exhibit 10.9 of the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 31, 2023) 10.9 A Securities Purchase Agreement dated October 22, 2024 between Creative Medical Technology Holdings, Inc. and the Purchasers party thereto (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 23, 2024). 10.10 A Placement Agency Agreement dated October 22, 2024 between Creative Medical Technology Holdings, Inc. and Roth Capital Partners (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 23, 2024). 21.1 A Subsidiaries ** 23.1 A Consent of Haynie & Company** 23.2 A Consent of Pachulski Stang Ziehl & Jones LLP (included in Exhibit 5.1)** 24.1 A Power of Attorney (included on signature page to this registration statement) 101.INS A Inline XBRL Instance Document 101.SCH A Inline XBRL Taxonomy Extension Schema Document 101.CAL A Inline XBRL Taxonomy Extension Calculation Linkbase Document 101.DEF A Inline XBRL Taxonomy Extension Definition Linkbase Document 101.LAB A Inline XBRL Taxonomy Extension Label Linkbase Document 101.PRE A Inline XBRL Taxonomy Extension Presentation Linkbase Document 107 A Filing Fee Table** A ** Filed herewith. A A II-4 Table of Contents A Item A 17. A Undertakings A (a) The undersigned registrant hereby undertakes: A (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: A (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; A (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and A (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; A provided, however, that paragraphs (a)(1)(i), (ii) and (iii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement. A (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. A (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. A (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser: A (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and A A II-5 Table of Contents A (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(l)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date. A (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. A (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised

that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue. Â II-6 Table of Contents Â SIGNATURES Â Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on theÂ 8th day of November, 2024. Â CREATIVE MEDICAL TECHNOLOGY HOLDINGS, INC. By:Â /s/ Timothy Warbington Timothy Warbington Chief Executive Officer Â KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Timothy Warbington as his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith (including any registration statement relating to this registration statement and filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended), with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Â Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated. Â Signature Â Title Â Date Â Â Â Â /s/ Timothy Warbington Â Chief Executive Officer, Director Â November 8, 2024 Timothy Warbington Â Â Â Â Â Â Â /s/ Donald Dickerson Â Chief Financial Officer, Director November 8, 2024 Donald Dickerson Â Â Â Â Â Â /s/ Michael H. Finger Â Director Â November 8, 2024 Michael H. Finger Â Â Â Â Â Â /s/ Susan Snow Â Director Â NovemberÂ 8 , 2024 Susan Snow Â Â Â Â Â Â /s/ Bruce S. Urdang Â Director Â November 8, 2024 Bruce S. Urdang Â Â Â Â EX-5.1 2 celz_ex51.htm OPINION celz_ex51.htmÂ Â L O S Â A N G E L E S,Â C A S A NÂ F R A N C I S C O,Â C A W I L M I N G T O N,Â D E N E W A Y O R K,Â N Y H O U S T O N,Â T X Â 10100 SANTA MONICA BLVD. 13th FLOOR LOS ANGELES CALIFORNIA 90067 Â TELEPHONE: 310/277 6910 Â FAXSIMILE: 310/201 0760 Â SAN FRANCISCO 150 CALIFORNIA STREET 15th FLOOR SAN FRANCISCO CALIFORNIA 94111-4500 Â TELEPHONE: 415/263 7000 Â FAXSIMILE: 415/263 7010 Â DELAWARE 919 NORTH MARKET STREET 17th FLOOR P.O. BOX 8705 WILMINGTON DELAWARE 19899-8705 Â TELEPHONE: 302/652 4100 Â FAXSIMILE: 302/652 4400 Â NEW YORK 780 THIRD AVENUE 34th FLOOR NEW YORK NEW YORK 10017-2024 Â TELEPHONE: 212/561 7700 Â FAXSIMILE: 212/561 7777 Â HOUSTON 440 LOUISIANA STREET SUITE 900 HOUSTON TEXASÂ 77002 Â TELEPHONE: 713/691 9385 Â FAXSIMILE: 713/619 9407 Â EXHIBIT 5.1 Â November 8, 2024 Â Creative Medical Technology Holdings, Inc. 211 E Osborn Road Phoenix, Arizona 85012 Â Re: Registration Statement on Form S-1 Â Ladies and Gentlemen: Â We have acted as counsel to Creative Medical Technology Holdings, Inc., a Nevada corporation (the â€œCompanyâ€), in connection with the preparation of the Companyâ€™s registration statement on Form S-1 (the â€œRegistration Statementâ€) filed by the Company with the U.S. Securities and Exchange Commission (the â€œSECâ€) on the date hereof. The Registration Statement relates to the offering and resale by the selling stockholders named therein (the â€œSelling Stockholdersâ€), pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), of an aggregate of 837,104 shares of common stock, par value \$0.001 per share (the â€œSharesâ€) issuable upon the exercise of common stock purchase warrants (the â€œWarrantsâ€) issued pursuant to that certain Securities Purchase Agreement entered into on October 22, 2024 by and between the Company and Selling Stockholders.Â In connection with this opinion, we have examined instruments, documents, certificates and records which we have deemed relevant and necessary for the basis of our opinion hereinafter expressed including (a) the Registration Statement, including the exhibits thereto, (b) the Companyâ€™s Articles of Incorporation, as amended to date, (c) the Companyâ€™s Bylaws, (d) certain resolutions of the Board of Directors of the Company and (e) such other documents, corporate records, and instruments as we have deemed necessary for purposes of rendering the opinions set forth herein. Â As to certain factual matters, we have relied upon certificates of the officers of the Company and have not sought to independently verify such matters. In such examination, we have assumed (a) the authenticity of original documents and the genuineness of all signatures, including signatures made and/or transmitted using electronic signature technology; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy, and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed. Â Based on the foregoing, and subject to the qualifications and limitations stated herein, it is our opinion that the Shares that may be issued from time to time upon the exercise of the Warrants have been duly and validly authorized and, upon exercise of the Warrants and payment of the exercise price in accordance with the terms thereof, will be validly issued, fully paid and non-assessable. Â We express no opinion as to the laws of any jurisdiction, other than the law of the State of New York and Chapter 78 of the Nevada Revised Statutes. Â We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.Â Â Â Â Very truly yours, Â Â Â Â /s/ Pachulski Stang Ziehl & Jones LLP Â Pachulski Stang Ziehl & Jones LLP Â Â EX-21.1 3 celz_ex211.htm SUBSIDIARIES celz_ex21.htmEXHIBIT 21.1 Â SUBSIDIARIES OF CREATIVE MEDICAL TECHNOLOGY HOLDINGS, INC. Â Creative Medical Technologies, Inc., a Nevada corporation StemSpine, Inc., a Nevada corporation ImmCelz Inc., a Nevada corporation AlloCelz LLC, a Nevada limited liability company EX-23.1 4 celz_ex231.htm CONSENT celz_ex231.htmEXHIBIT 23.1Â CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â We consent to the incorporation by reference in this Registration Statement on Form S-1 of Creative Medical Technology Holdings, Inc. of our report dated March 22, 2024, with respect to the financial statements of Creative Medical Technology Holdings, Inc. as of December 31, 2023 and 2022, and for the years then ended. Â We also consent to the reference to our firm under the caption â€œExpertsâ€ in such Registration Statement. Â /s/ Haynie & Company Â Haynie & Company Salt Lake City, Utah November 8, 2024 EX-FILING FEES 5

M1HW*;B=K[B1T.W@#@#5#E'7EDR\$GUBB!]!;?#6Y,BP?:H%X]\$OI(_#NF(ZP.59.,,\$: M>1Q3M+)(^%Y-(LY/#>EL[0H68V<9).T<]*V=<_Y%_4?3[/)P"@FGZ3 P @ M6P]/L?_**"GGJW=[E;8H_\"^%/^A9TK P\$C_PJAJ6B>])MA:<:CH> MCV\1.T%/.D^@&WFNL^6N5\1:+?ZE-IMJI-Y!;7^GRM\JIC,D3AE*L&(/T M.:497>K82BK:)\$\$%OI'P_NIHX;?2-%E>10RA+2,Y!7<#JWT!-6?\ A&_!/VD6 MQV/Z1YI0R!LM:WC_,S.S_E1TESX;/\$V MMN]Q=::!\$42#\$\$S,_RSI7_@"_A7&7/P[UJZU\$W#:Y; M11FV\$ CBMW4#@#&^- 1D9Y]Z]/4;0!GI43E:W+LTBK[HQ/^\$.)\0LZ7 M_P%?#(_865NOA[31&UG,S)ECVDAX'&O)_NX^:L"X_Y'BP M_P"O&?]#CHA-W>KV8W&-MAW ">\$ ^A9TO P X\ "C_A#O"?_OLZ7 X! MQ_X5MY:ERU9<_FQ\|>QA_P#">\$ ^A9TO P#C_PH_P"\$.)]"SI? @_A6 MY\$1S3]IYL?+L8?_AWA\Z%G2_P#P#C_PH_X0[PG_"-SI?_X!Q_X5N9 M/K1D^M'M?ARQ[&'P(=X3_.A9TO\ X_*/^\$.)_P#0LZ7_.QA\"">\$ P#H6=+_/. "C_A#O"? T+E_P#@"_A M6Y(U)EJ:/^;%RQ[&_PAWA/_*%G2\ P#C_,*3_A#O"G_0LZ5_X!Q_X5N;MC29H]KYL+1["0Z;V+C5)=-@T?1NXL[XEM8\ C'7^'G&>?2M7_A\$!^! Q3 M>DX/_T2/G]*Y=O!>O?9+W1XM>MHM?-S6MRMK^_W.X?\$_C[N5Z@[<\$_@U4M_A MK>22127NL1L%(&R4C<1Q_O=[(@+9?EYSU-:;S,RL_Y4=I P(CX0',_MZM5Z_>L?^%)_PB/A'G_BF)XZ_P" B1?_I7&CX9W31J+C6DF=5V!BC*(*F0#[W M9BK?_!HA^&_H+>W\$UYX@^TK-+%(P<29D564LC?_C'&!@=Z?N_P X6?_*CIU M\^-&G>W&A:/YL:J])_EBRJGH3QWQ5[_ (0_PG_T+E?^6]:-MQK+VGFR[1(&_P(=X3_.A9TO\ X_*/^\$./?_T+E_P#@"_A6WN: MCTV' M+'L87_&^\$._A9TO_P X\ "C_A#"?_0LZ7 X!Q_X5OVT?^O/_LZ;0%TKQ/HTNF:39V4CO^K/P+&2-G0D"NO/3WK\$ MU3 D9!=_ZZ3?^BZN\$IVN)G^1,HQ2T7;_SB+C2=20M?UZ:U(2:AIL?VP+Y-L M0%)F+YN1U_PIW_/:W_-#QK'_?2_X5J6/_!Z[_U_P#M**K]?AF918J MEB)QA-J,79*RVL>G1PU.<%*2U?FSGA A'=_P"AXUG_+Z7_ "C_(1[7/MH>-9 P^E PKI*R/\$VM0^&_VIZY<8V6<+2 '^)NBK^)P/QKGH\0XBM..-1 MMMI+3JS;ZK3[?BRE_P ([K?_\$/&L?_?2_X4?_".ZW_P!#QK/_TO%<= MI?Q\$U2;1(8[Q*35K?6K73[PVWS1&*!#+SUP2/JIJ_ IOQ" N&TZ 2:3(%U;26CL--EMX+6:9#JIDE4%1DL SH]OQ9T_/_ZU_T.L_]+_A2\ ".ZW M_P!#QK/_TO%<[_P+_TV2QMKBQT>J07E@N)I(H3'F\$0\$"3)W;2 #D\$Y[M5H;:XJ_X2Q;RQTVUO=(N8XH+N&2XPOG02'*N-I.,[2,'FN*>,Q]/*M*DW&*W M>FFMOS'["B"]E^+-+ A'=_Z' C6/^E PH_X1W6 ^AXUG_OI?*OZ:/ZM:P2K MJuMY(SHRC&T8Z=/6M;FOGJO%. (A)Q52 FD6L)3[?BSF? A'M: P"AXUG_ M+Z7 "L[7-
"UB+2'>3QEJTZ[T^1V7!^8>U=KR6_V:R/\$G ("D_ZZ1\ H8K/\ M#<38J511E4;3?8B>\$II-I=.[*?_PCVM#_F>-9 [Z7_ "C_A']; Z'G6?^E_ MPJJ.M"Q\U&&PBM /FDC:0Y?%4?@:KGQ#F^66C]61?([K?_0\ S_WTO^%_".ZW_T/&L_]+_A2GQ- M.O\ S#5[_\ P!C3#XKD7_F&#_O_P#_&=?)F'9F7-0[_F_X1[6O^AXUC M_OI?_*^\$>UK_H>-8 [Z7_ "J[>,G7_F%_P#D?_&F'QMMZZ6?_W_P!C2]EF M'9ASX;O^++?_CNC\ 0\Q_P!]+_A1_P ([K?_\$/&L?_?2_X50;QVB\ MPEO^_P A^*C;X@1+ P PA\ O*OV68?RL/X?^9?>+;Z%JS>(+Z,>,M65MUBB)D#+N8'=P>.W]:TO^\$>UK_H>-9 [Z7_ "N:C=1PZO=7S:6Q2: \$"B89&W M/M[U8;XEVZ_ P>3+_#_NJM1S!R7+VLOOL9PJX>WO277J;O\ PCNM_P#0 M\ S_-]+_A1_PCNM?#QK'_?2_X5@_XH6H_Y@_O_!'^%1-\5?_?8+-_W] M'^%E7&GW%NNB72M+&R F1<#(Q7\$>//B M!9>+/#&GZ1;Z?;O:NC\CA L+BO9P>#S" M*-I>,6[-VU2MN\$92C) M-I:[U9[HN@:PZ!D=:PRL,@AU(_*G?([K7_0\ S_WTO\ A7C7PP^*#:_M7AWQ%,6TUB% M[ESDVY_NM_L_RKZ'5EL9 M):-?YG;@71Q5/GBO57>ASO\ PCNM_P#0\ S_-]+_A1_PCNM_P#0\ S_-]+ M_A71XHQ7P\ K5BOYV>C]4!_R_BSG/A'=_P"AXUG_+Z7_ "C_(1W6\ MH>-9 P^E_PKH>U+^%1_K7BOYV/ZK3[?B* G9I]5I]OQ.<_X1W6 ^AXUG_OI?*^\$=UO_H>-9 [Z M7_ "NDHI_ZTXK^=B>J4NW\ XG_([K?_0\ S_WTO\ A1_PCNM_">#QK/_?2_P%" M)=U'S4_]:L7_ N#ZI2[?B)<_0_MO[@^J4NW\ XG_([K?_0\ S_WTO\ A1_PCNM_">#QK/_?2_P%" M>:_O\ \$FD^_O\$FEM?;[69DL=(0/H/W%TR(0?_?UF2CS9ZA\0O&!U..315M&C MN;[284BN6PL*W\$=D! /4YR>H[5J0_3Q%'K']CV.F0:C?7>H:C'&R[\$*01 M;LOR@JIR,\$@<9]36O^WJDJB\ UJ--+NXN6C>W+^9W_/_ZU_T/&L_]+_ (4? M\(_K7_0\ S_WTO\ A7GW "WKB-KS6A9S3VMQ8V7V33SSY=S-*Z'+*I)&5[Y MQP:Z.^8:Q?>[7/\$@TV?1M2LH9E421L!O0#\$B"158J<94'K652ICJ;CS3MLFTK^;MH6J5%]/Q9O?_".ZW_P!#QK'_TO%<_CNC\ 0\Q_P!]+_A7 M&+_2M:AU\$0/H,%SIMG-86EU>FYVRL]Q&AW+'MP<%^>1Q6=<\$_QJ&K:)=6M ME'8Z%>MJ A=+D233K!%(!O0K\AW\N)]ZV7UY[S25KWT];=[B]G1[?F>B? M"/V/^9YUG_OI?_C_A'=_AXUC_OI?_N5T'QYK&II8VNF:7?_&>Q MM+G4KBZNE@E_?CCRQML0!DYP#T'-9N?%JZ_M36-\$TFULY;V*QO;FUFCN#(ML36XY(P[=I)Y.%)P1@UFGF\$!.9Z?]=W\B5"BTG;SO/^\$=UO\ Z' C6/^E M_P*/^\$=UK_H>-9 [Z7_ K@K'XB:Y8^>^J6JWFH2V>FB"TFB"VYN+AF4?M MRH!/:>F!6F?B5K3ZC:_#;^>[36S?R?/\$;HBW5EA\U9%DV9*D=1MR*H^2CII^9U7_._ZW_T/&L_]+_ (4?)(JK?_0\ S_WTO\ A7#S M%?RXCT 1-0/ATV)I? PAYIY9,22>:8VC\$BH0I&W=E\ @UZVK*RAE.01D\$=Z M/&9ICL'RNI.U[V\ V>V^QI&C1ELOQ9SG_".ZW_-#QK\ WTO^%_".ZW_-#Q MK\ WTO^%_)(U'-?.?ZTXK^= <5]5I]OQ.;_ .\$.>UO\ Z' C6?^E_P*/^\$> M\UO\ Z' C6?^E_P*Z2BH P!:_L7_ N'6I]OQ.;_ .\$.=UO\ Z' C6?^E_P* M/^\$=UO\ Z' C6?^E_P*Z/YJ7Y02H_UJQGN[#ZK3?_BEW]CXITB2[17VIJWF@1W)!G9U*&WOY56Y_MW1\ WI?_0^FRCB+\$5 MJT5*C<97NK>1A7PU.\$**UTZON0V\ R\$=9 P"O_P#]H15H\UGZ? R\$-<_Z M_O\ VA%6AVKXS.?]XEZG5AOX:#FL;6-T_Q!]=AJJR26J7\$=PT*MA9BAR%< M8^96=Q TY\$MO=>7,R3/ODC8@WT\@V3,CQH_JJ "3C/4= :^CP^:XBI+JY4:2VZ^7Y/4C;X8W,:Z^ M'OAFY 2W:JTZUDMX[6>VL[HQ174:C"K_.&1@GUI]UV_#>HW-Y+=QB\ S M'&M<5B>1R1X'RN H:&N+H>I/*GVB2&2%=&SABK<IQ\OUIL>@ZE#91V ML-Q\$\$QDHY&5VX*8QTW?-FO1_M&I9?O-5^6C^_1&7O? R#1X'T8K'YUQJ% S(E MG<69EGN2[NDWWR21UXXQ@#TJJ?_AW3=&O!=6;3F46<-C^?^CG62.XQCG'F-P?,S P"@[<50UXV.S&LX^S53FB]_OO^9M!7WC86BBBOD# MI\$YS61XD_P"0%)_UTC_]%#:_.:R/\$G ("D_ZZ1^ABO1P?\ %CZF,_A9C:U_MR.MM_P!>_H0\ 306AK6AZG>Q!J.FW5M\$R1&EN(V8\$\$YXP15% M!4M R M_5_WXD_+K]KR;- \+AZM?=W/ Q6%K5:CG%:3K563K6DWAQ M.W_0TO_+>?_U&?"OB90^8EIG_B3 P"KZ- <28/^;#A>Q\OXHQGJK M)T;->#_!(W_2TW_OP_P\543>?"\$3?Q330\ OP_56JXCP2^U^!D\! MB/Y? Q1S4G6JDE=8W@/Q W_4T\ [V_/%5&WP^UYO^8M8?]_^/BJM<2X M)?_ AY;7_E%&R54DZ5UT? @77)M5N;^U+\$>2B/N\ E^=V?_JKVJ90AGK3?_MQB\ _[-\ 579+B7!TVE*71;HUh9?V9B);1_%" O522O13+=8/_#&/_OP MW_Q51M\)]_7_ C51_WX_XJJ7%.!7VOP,WE>(_E%F)*JR5ZDWPAU50\ MF-VO_AO_BJC;X.:FW77+;_OPW^:_KBO+[7X;&RO\$?R_BCR9ZJR=*_?;X+: MBW_>M_!_QJ)O@AJ#?Q^#_OP?;T7%N7K[7X;&RO\$?R_Bcqj2JDE>RWOP M3OK>RGN/[>A;RD+XDX&?6N1\9#Z?PGX>L=7EU-+D73(OEK&5VY7/7->OA MN)LOJ\ L82O*3LM+7?8RJY3B: <7*4=\$KO5;'GTF,'/20I'X)2>*9/S_VP=) M7 L&ESYA?'^QZ5POPS^&+>()HM>UZ%DTE#NA@;@W1'<_P"Q_OHN-%BB6.- M B(JJHP/05^7<:YSA\3!X>G%2E%W;WL^R9[F28*K3?M*C:3V7?S9/1117X M#,^T"BBBN<8WN:R9O^1ML_ KTE_J"2M;N:R9O\ D;/_KTE_P#0DKTL%>:#<2Q8\$/QUXX_P#UUD\1BGRS3:O^;U*56H>4CN]-\\$QZV6O[6#^TV MNX\LV\ D3A-B2\$]=O'12WGP_P#".H6-A8WGA^:VL4DCMTWN-B.L=O#>K-E..6HXN*5[M]NG8AN46VX7W+DW@? PC?V-W9R:/#*VFKO MD!+0*%B.(.<@.J.1^M8^N?#/PUJFN:9J%U;Q1Z;:&YDN+0LX\Z6?;E]X;*G(M'06F_ANZ:NI=O"9-IB4_NSYF0<=N*IS^'=4NK[4]+BUB;*93(HD&)6\$@93Z M_=!ZUU4L;44KQJ62[ONK.U^I+E)1^#4T+OP;X/6QGANM#MDMKBWALI\$^95\ N M-OW2@ +ACP1@Y/6H)+/P3I>E3>#VMXX;=622SQ*WFA_O9;DDGNAZT MVWK%P]O%/%+C<%D!#\$_2JP/KPH/6NEO+::4K2>+[D22!N<^#X];DUA/#T"7TK2LTJNXYD4K)A=V!N!.< >O6I P#PC^I_!+A21;^ M3(YG&?ND84XB#G'7(HBT?7H-/2-(B3"_02!2+!_6#?"&>#TKK^N5\$K1I\ V M6_1K6^I/-+K

L3>_=U<6\$UQH,\$C6\$:0VV6?"HARBL,X<]-V:H:?X=^'KZ MS*;'3X6O<7\$97S)@N1JJ3M;G(45IZ'H^IV.N7-
W>W\$DH<,"^Y=LF2-O M7/XY/O21Z;JTUKI[6ZVH@N)9TNO,!)9RN .?XAGZ4EC*L93C*HVDE9IV
M6N J%VTFHV\K=MAL7@P?;Z9^K M=W;MWUT",I-)@2>! *"V<,W6YEM8?*>(N%/*@94),\?
E7F8EJIR1J3YM7U SVN7&Z-5;<97 ZBI<5RE 8ZMJUA%\$;1K,I&T; M+YX^;(.1#5*T#4F=

(K21X[2.:0Q11R*#^G!5@6!QCGIR*S^IT%>^E)WN MMTK>?F\$JDU,6T=S135! \$Y('6G5\U:1VC.J56 P"1CT;_I?
_0*M=ZJM M_P C'HW^]+_Z!7U#_O\$?4Y:WP/Y=&#<:M'J.MBWL8IXOMH^9YMASY,7&,M5-]J\0?] FW/_C_P" M4UC
,A#7\K\:\$5;&*Z,WKTX5)1<[\$]=W>Y% M#"=->|S)^U>(/@3;_@1]:C[5X@_Z!-O_!P!:M?FCFOG?K%/\^1?B;
M1(XUZL[8_&N=:Z*FO MQ#D O,S?M7B# H\$V P#X\$? UJ/M7B#_*!-O_X\$? 6K421)\$62-@Z,,AE.0 M:?S7+
[:FO^7: \$1_P S,C[5X@S_,@FW\ C_ZU9>07.N-H@ETV!%WIR+ MC/\\$/:NH[?UK*\1_P#
(#E_ZZ1^ABNC#XBFZD5R+?S)G\KJY["_O\$'_0) MM\ P(^M1J\0?] FW/_
C_P" M6L<#KQ]:3(/@3! P!"_UJU YT93^VSHY*WGYE?] MO?D97VKQ!_T"8\ P(^M1J\0?] F#_,"_K5JY3^VSHRG]X?
G5>SQ\G MYBT_F_(ROM7B#_H\$P? @1]:C[5X@_Z!_(\$?_6K5RGJX?G1E/[P_J]E MB/Y/S#3^;\CE[;YUS_A([]AIGL_>>
[&5J\0?] F#_,"_M_K4?:O\$'_0)@P#_C_ZU:N5]11E?45S>QQ\GYE^[_-^1E?:O\$'_\$"/_C_M_P" M1J\0?] 0)@_\"/_
U:F%]16?K%T]IH-]=0L!%)"S??%=%' XBK-14 M-4P=_#7XG+K130 M/\$P34QQ!.W_N!Z'_: G7K6#W.:O'82O@Y W'3
MFNQU; D" WV/^>#_^@FC3?^0;9^ODI_Z"*XHYC[&BI124D]&KZ:;HN5+GDXR; M:MY%*.;7(HEBBT>U2- %55N,
=AQ3_M7B#_*!_@1_P#6K6H^:O%J8_VL MN:27XEJG;JS)^U>(/@3;_@1]:C[5X@_Z!-O_!P!:M?FCFN'ZS3_D
M7XE\ C_F9D?_O\$'_0)M_(_^M1J\0?] FW P#_C_ZU: _-'UFG_(OQ#D?
M\ S,C[5X@_P^@3;_!_UJS);G7/^\$FM6.EP>9]EEPOVCJ-R>U=3WK*F_Y&NS M_P"O27_T)*
[()B*;E+W%L^8RJ0=|[SW7YB?:O\$'_0)M_P#P(_K4?:O\$'_M\$?;P(_P#K5KT(/@3;_@1_P#6H^U>(/
MH\$V_@1]:M?FCFI^M4_Y%^(N1_S,R/M7B#_*!-O_X\$? 6H^U>(/@3;_M@1]:M?FCFM?KG]U?
B+V;_F9D?:O\$'_0)M_(_^M1J\0?] FW P#_C_ZU M: _-'K\$+^5?B5[-_P S,C[5X@_Z!-O_!P!:C[5X@_Z!_@1_6KR/
M5_WB;2?WB;2VN"]K.Z:)?I\$90?N+ID0@CU_UF<^6KX1^(FJ? (9:2:PJ7
M5XNAWJ33RN\$,LD4NS;@<8/K7V7]AU09QJ147>UM7U5^O8PYO>Y;O/0]'^U M>(/@3;_@1_P#6H^U>(/
^!_ -:O(M0^(7C+^TII-%-KLN;_ \$F% M;EL+"MQ '9 0#P3G)ZCM6G#/1/\$>L#1=-L+>O;O4-1C0WUUY*1+;E?E!5
M.1@G QGU=|[@XCD3BHZ^>VEW<7M%>W, P#TK[5X@_Z!_(\$?_6H^U:_M -F#_P(_P#K5Y4OQ>N(VO-
:6SEGMKC3[(VE@>1'()--FTG5+&&94#HP&],2('56VG/&Y0>M85,BK4G'F45=I,] M78%* P!_@=A]J\0?] FW_
C_ZU'VKQ!_T?;_"/_K5YZOQ*UR"\EM"MMY]-LY["TNKQK@K,SW,:'W!P7YY%9]S1O\$6HZKH=U:VL5CH=ZVHB(QW(
M>>98(I,0K(AW)N&"?>NN.0XA[Q25KWOY;"YO[S/4OM7B#_*!-O_X\$? 6H M^U>(/@3;_
@1]:N\$T'Q]K&I)86NGZ7#>"WL;2YU">[NE@E/G]/+&W:Q & M3G:#T-9VI?
%:] M/5M\$T>ULY+N.QO;FUFCG:18F@'F';M)/PI.",&I628 MF5X*,?K79=WVT*4DTGS,]^U>(/@5;_P#_@1_6H^U>
(/@3;_@1_P#6 MKS.Q^(FN6(GDU:W2JU*2STP06L?_7R,^U:_P! F#_P(_K4?:O\$'_\$?;P(_P#K5YQ-7+R/3-\$U.3P
M)]GM+^\$---+(YB23S3&T8=4(7&W<^0:<5E90RG*GD\$=Z^?QV%K8+EE4@E
M>ZWOMOLRX^JHI,ROM7B#_H\$V P#X\$? UJ/M7B#_*!-O_X\$? 6K7YHYKP/K M4?Y%?)I[-_S,R/M7B#_H\$V_(_?
_6H^U>(/@3;_P#_@1_6K7YHYI_6H R MK\12=GTK:[U3_P"9BTG_M'I?_0*^HR.M"=:S\$!+5ZJ]S'\$0:IM\SZ?F,T_\\
Y"&N?]_/[0BK0YJAI_M_(3UO_K\VA%5_FO-SS^/-U-<_#0M5KXTXT^Y(.("FY_U9H^O2O!P\N2
M2D=)X@WB+Q=IOA2VDT05(8H)+TVWO&CG@_XW#O.R\$,Q,0,>G-:#>(O&]K#P
MY;_D(N3J2VOV[[&N1\$]L9L,XR#P#7JOV6WVE?L6TKMQL,>GTK.N=5L,6] MF22R9C"Z!Y553\S
8XSNZ\$#_*0J.94*M^6E%O5]+WTL]CE<>1+FD>:1^*'/ MESH D:_BNKG4M+N[B*&VM@CPR02A-
R')+\$KN./7*&LKJ7A?P_P"=&3U;P;>3 M7VLQZ?YLENUQ+_C'(S+*K9<9)/0\BO1O[2TJ\$1-&J[^\%58X\LNX]L=L<5
M%:ZIH V0W"1QVBS#*!>V,\$XDM;41QPW+HN5,C 9"9)^7/(3)KU"^\T4[+6/R%)_VIY> #G!<<\ M5=AL[.W8M;VL,+
P3'&%)*N3%9K2IP<8TN672]M-[6ZE1CS;2N9_A_39-) MT@6\@C@L6+[5Z("!H_+U)K8YHYHYKX"K5E5FYRW9TI6#G-
9'B3_)4G_72 M/_T,5K\YK(2?@*3_KI_Z_*&VP?/_J9S^%F/KSM)XKM;61BT(MG<)GC=D#_M-4Y+>LGZFI?
\$5S\VOCTUDN9DA0VC@,YP"3_M,?L/?5?9QI9;_+\#B;K>9'(.OS_)&J"#.Q!_6I), W6 [Y-4I5;GY&_P"^\37=1AEG-
M[L8_@(_Q*;,R.KHQ1U.593@_@^HKZ!^%_Q236EB.^(I@FIJ-L%PQP+D> MA_V_YU^\ODD DG@_OA;+_R_)3>)(
M,%@'A6W\6O+;>_D>GE/UKVWN #UOM;_]:U; D#7_ %P?_P!!_.TW_D%6 M?_7%/_013=5 Y M_P!<_033M-
_Y!5E_UQ3_T\$5_-M?_@_Q]Q_P O M/D7***4V"BBB@_HHH\W-9,W "-MG_UZ2_\H25K=S63- R-5G_UZ2_<
MA)7I8+XY?X7^1A4V7JOS-*>XAM;9[BXD\$<2#+,W05#9WUKJ%N9K.82J#@\$\$ M'T(/JOJMK-=6L1M]C2P3+J.
<^*W^\$GM63:<:_K?)=7]JD43R+YEN),Y58 MW+\$=3EAQZ 5Z.&PV JT^:I/E?K^%B*E2<96C&YU/-1,ZHR*VVZ#-
^X0(PQTP1G!SFK;:IJDEF\=O'MHK @PK/G+>6 MZF3/^T6'Y9KT'EV'9RFE=76QDJTW>T=CM^:S[5K'3&B%[.8S+G8
C.3CKP MH/K7):YIKZ;_/%:&T^V[K1KC4%TP-<7%KY-LR/ M!),8W5R%QTZ#?6?U+/#QY95)WB[63TV[:I*ZC'5&[.W\$-
U;I<6@DB<95AT M(J7FN+7P_JGV_3I-S1QVZJH6*10(R&RS9*D/_U.#GG!):K/X9UIK.>W7*0&< M2-
&)S<,#DE=IY*G)&>*KZIAY/2HDO\B?;U\$M8,W9?"A^>:^FTF*2:[_M6^,K9)]4V+)UZA>/2L[4/
/@V\T^SM]0T6&2VTZ.1(59G CC#D@GG!S M4%UH.MMJ%K)&H;R8PAG,HWLOEL"!_!W(Z8%66\W43PK%:)
(HME1',Y4P/AM MY VMQ(^N.:)JOZU*GR?ONG1[=+,Z!SR= _<'W'A/PC=:_+C1X)+*X6":0[G&
M1" F(FR#D;5'&*QM6^&OA76O\$6DS20PBSA2ZN);(%P;AY]H:3<#DI8Y,&#_7 MFE1S" HJDK5&HKK?
HU:Z7<YJ/F^\$YH;C3Y-!MC'<6L5O)&%8*88R3& MHQP-I)(Q@U:A+^';?PS+X=@TN&/2IE9),4%L2!OO;CG<2?4G-
4ET/4K=YVM M_JB#<:#)\HQ(2^PVDCVS51O#>J+J;3+=2R#R2JN)%4#*%3E2W+!/_QS6C MQ4ZE[U+6U5V]6K:
[Z.PN:2M[AKMX5_.K%.'TN+9+-#<2C+?-)(FZ)5"KCZ M5GV @_7P_VL3ZU;:_?;W>0R2JS#>2+B3YC76GR&"&(0W%
[.%9XSG?47>3Z\$%3]/QX]ZC_.\$9?="O].6&,-=7!D8 X#@R DG\UQPQM11BY5)>[-M][+K?
4J3DFU&&W^117PKX)L[>?15TNWQ=VL<0O C'R^I)5F.#U%:6F M^#_^E+IZZ=HL-O_&?,\N5+\$I(Z[67N#X^
M19\$V_FJDD>IJK:^=5>=KRWC2UEEC>6->*LVXX)R".I=-,L=S1DXU=M MTW>^EN_8S4ZB=G
N2^!?!XAM8VT.)8H!Y4:(@5E+EMK@_YUW\$G#9=- U]8 MPWL6GM.B7\$BY2/V"Z" L.RT\&M)+5D^7DF;JX3N*LV?KI
I=0TW5)/\$L=]: M1Q,J% '=_Y?_0VX^_UPWH37AU*D:S<:E3F23:N^O;4UYI*,HZZ&W?E9:: MJ->7 CW?=&TL3^
!./>K\$/%#&LBL/F49WH,C SP.G.*Y(87#SC%RFH MM[ZI[E2JU(R:4;H[2CFN'3PWJRW>GR&XG,<C:OFQYA.)D\A!
POICWIS^ M&Q+^6*(DS1#SE689D<2%AG=D@CK50 X>Z2J+[B;U]AG8B2-IFB5P70 MLO< YQ_(U+S7%?\ ".Z@!-
-807):&%9XUDVB;9N&PD^F5/H=M26 AW4<7, MD@-XC0B.;S"=B@\$,!^/>>/?%7+!857M46RZ+?
[]@C7J/>!UH_VJKM_R,&C? [TO M_H%8OA?2;S2Q<,_9)&:3;G36Q+_P_A_2O]Z7 T"NW?J<:6
M*A&G)22;U6ST"K)RI,4E;R^8EC_Q_P" N_P#_P#^T(JOU@+>WD.I:Y#H]Q=M)J!R)XP,^3%Q\ S U8_M34?^A;O?
^_L/_Q=990AI3K2E%JS?5I?J50J15+-M7[F: %^%9\ :6H?"]>?_8_BZ;_6H\0NW?_?V_P"+KP/J-3O[T;>
MUCY_W%50[4U+_H7;W_O[#_V73O[2U#_M%*^[_^P\ Q==%+#5\5W&25^S7^9+G%[I_V]_<
.M'FLG^TM0_Z%^_[_^P_M%TG]J:E_P!"W?>?_8_(NN6K0K5;<T_5K_N,H1V3^YFOQ16/_6H_P#0 MNW?
'JA_P#BZ/[2U'_H7;O_+^P_P#Q=CU MUX;!U%4CK?NB)5(KW^YG2S6MM<,&GMXY".A90:C_L[3\GRA[X%4_P"U M-
2_Z%N]_[_P_ %T[^TM2_P"A?O?^_L_77LMXF\$GRS7WHB>S^YEC^S]_M .?_O@4?V?I__<
SYP_J^"JOI:I:A_T+JU_W]A_>+H_M+4/^A?NO^_L_P 7 M2]MC/^?GX\#!W>S^XM_P!GZ?_V^4/?
H_L[3_P#GRA[X%50[4U+_H6[MS_O[#_ %T?VIJ7_ \$+=Y_W]A_BZT]OC/^?GX_\$/?+M^!9_L[3\GRA_M[X%']G:_P

^4\ WP*K?VIJ7_0MWG_?V' XNC^U-2_Z%N_[^P_ %UI[?&? M\ /Q_P""+'M^!4M=/L/^\$HU%?L<./)A_@'^U6I_9VG_ //C#_ WP*P;?4-0' MB/4"/#]V6,,64\ V'(^_ MXK3_M'4/^A=N_ \ O[#_ /%UM7K8SF5JG1=?]>9A M3Y;/1[OH6O[L?]\ GQA [X%'GV/ /C#_ P!"JW]I:C_ -"[>?_ V' .+H M_ M#4/^A?N_ \ O[#_ /%US>WQO /S3;]JWV_ M_V;I_ \ SY0_]"LW7M-M?\ MA'-0[FRC\WR&V[4&]+<&]>6KC(@'Y0]K^ M5>P=S63_ &IJ;P>D?] =8/_ (NE_ M*_ P"A?O?^_ L/_ ,76&8XG&8J3E4FF M^BOHEVM*WA^0\%L98<#C_ ?I=/U#4%TRT5?#MXP\$*8(EAP?E'^W7@O!U/8I76 M_ ==O4U]I'VG7;LSH>.*_Q_[2U'_H7;O_ +^P_ P#Q=+ .6H?] &Z_ [^P_ %UY M_ P!J=X_ >C3VL?/[F: %'9/]HZA_ P! &Z_ [^P_ !='JHZA_ P! &Z_ [^P_ M_ !='U*IWC]Z#VL?/[F:W%'97]HZA_ T;O_ [^P_ %TS^T]2_ P"A;O?^_ L/_ M_ ,71]2J=X_ >@]K'S^YFQWK)F_ P"1JM/^O27_ -"2F VIJ\ T+=[_ P!_ 8\ MXNLV74-0/B;T; A'[L,+64!/-AR1N3G[\^_]==^%PO M[S3VL?/[F:W-'9/V[4/^@%>_ P#?V' XNE_ M" \ ^@#= P#?V' XNJ^KUNZ^ M]?YB]I'S^YFKS1S63]OO_ P#H WG_ 'JA_ P#BZ/M_ P#] &_ [^P_ %T?5:O= M?>O[P]I'S^YFMS1S61_ :&H?] &Z_ [^P_ %T?VAJ_ 0!NO^_ L/_ Q='U:KW7WK M_ ? M8^?W,U^:.*_Q_[2U+ H7;W_ O[#_ \%T?VEJ7_ \$+M[_ WJA_ \ BZZ/J57N MOO0>UCY_ &?PS=R1N,C20\$?_ ? ==6'PTJ52,I6:33:NM5]Y\$YJ46E M?7R9BVNMWFGI,ETTLS0R'Y'G60@>7NY=0 1GV&!4T_B:^M@JR06CF.;9/-% M6C"X!R_ ?GKC\T(9I;>(10+\$9XT!)JT_ /7^.F[F\$4<0\ S>7\$VY%W6^%/_ MJ(GKV).C.?_XI]4OU.11FHV4G]S*Q[17#QM/Y<(@]Y5C2.7)]@2!3N7>H+ M/Q-JU %\$L&FQQ33R*L33- A0K*3S@DY&/QK3%Q,)7F'A&X\$CD,S;H,L1T)^>D MCN)H23#X1N(SNWY5H\!WK]_ K5WIJ+2BK]+M:6J G_ ONN*O"-2G*,8I2=K.ZTMOU*@Y MJ2CJJK'S^YFQS1S6/_ :&I?_ 0OWG_ ?V' P"+H_ M#4O\ H7[S_ O[#_ P#%UA]1 MJ]UJZ#VL?/[F: '-9']H:A_ T[K_ O[#_ P#%T?VAJ_ 0#NO^_ L/_ ,77-]2J M=U]Z_ P_ P]K'S^YFOS1S61_ :&H?]_ 0!NO^_ L/_ P_ 71_ :&H?]_ 0!NO^_ L/_ P_ 7 M60U:KW7WK_ :Q_ N9K\TUCY_ C_ .]_ +_ P_ "@55_ M34/^AT4&4AI7C8'Y.GRL: ^FR2A*G6A*35K09IO;R9S8B:=-K7I MT9;T_ P#X_ P#6_ P#K_ P#_ &A%6AS6?I_ !_ ZW_ U_ P#M**M#FO/SC^++U-L_ M_ #0M%/%> N8Z3.U#5M/TV:PBO)O*>^N!_ VXP3OD()_ (&L^2_ 'WA76+Z.SL]_ M2*RR[_ *:&2-)=F=^UV 5L8/0U)XHT?4-4U#PY-8PB2.PU1+JECFE?*-T.HTOQMX;UB:2&QU3YDB:X!EB>)9(E^)(C, &4= MR*=HOB_ P_ P"(+[[I>H-.4,D8>%XQ,@."R%@ P]Q7 V?@?Q-,+G28+5]"TR M;3Y[6XA;4/M5L96&\$- NG+1KGD@D<'&*WY+;QEJGA.Z/VG08-(E737MDO1>JV M9=H4",*J1QU.,>E=\LP<=*/H:MQW5M,Q6&XCD8=0C@D5Y!H_ @/7['2K3;I0,NR.- @]J(U55R2!W)ZFMWX=Z+JVEZAJNI:UX9CTFY\N[7MYXC!&^6)\$0 MYR?O% B.37EXK+ <+3HRG3J)N/FM=>BN4JDFU='I-%%%? ^=(G>LCQ_ R I/^ MND? _ *-&U^:R/G_ " I/^ND? H8KIP? \6/J93^%E^XO;.U*BNH8"=OF.% MW?3-0_VUI\ T%+3_ O_ +_ C7.ZV WC6U5@& M'(!Y ^84IBB_ P">2?_ ?(K] M6RS(*>,I*M.,BY7T2OL['DUL?*C)Q4;V. @_ MC2?^@I:?] E_ QH_ MC2?^@I:?] M_ E_ QKFS" SR3_ OD5\$TU_ JA3_ G? W(P_ M.7\OXG4?VSH_ MT%K3_ O\ K_ C1_ ,6C_ P#06L_ ^_ P"O^-<@T46/J4G_ 'R*J\R1QX_ U?:\]BJ7^% M-_-? W(7)I2_ E_ [\$G^V]&_ P"[@Q9_]_ P!?:3^W-%_ Z#%E_ P"!?"XUY5)"@_ N_ MT_ [Y%4)HX'\]VG_ ? (K9<^TW]I_ <'JHR_ E_ \$[^\VUK1UV27[-JUF\$:&(!C.N#] M[O FM3_A(-_ Z#5A_ X\$I_ C7CDT<>/]60_ 'R*S)XX^?W:_ P#? (K0GP;3K24G- M\JR2V[SCF4HJW+^)[M_ PD/A_ H.:?_ X\$I_ C2?)]X= Z#_ VG?^!2?XU\31QY M/[M?^&:S9XX^? W:_ E1'@BF_ MO[D)YE-?97WGTU_ PDGAS_ H/Z;_ X%1_ XUF:[X MFT\$>_ K_ [/X@T\R^2VT+= (23CMS7S- " _ <7JSY43/W%_ *O1PW!-*_ U+F>GD MC^6927V?Q/5/AI\3CITL7AWQ'<%K-CMMKMSGRB>B,?[OH>U?]? >&Y>0>01WK MXEEY!!Y%>O\ PG^)5S#>6WA'6C)>2IU'Z/]&>XZM_ R!K_ \ ZX/_ .@FG:;_ ,@JR_ ZXI_ Z"*_ JW M_ (&O_ P#K@_ \ Z":=IO_ R"K+_ KBG_ H(K7K?P?F?2?_ +SY%RBBBO_ -@HHHJ M0"BBB@!O"^.7^%_ MD85- EZK\ S8HHHE]XW"BBBG[X!1115?O "BBBN^CSAU?Q!H\WV MA+C1+?[3<948E&,XCY^8@8]Q6CH? C+0_ \$&@VFM6]R+:&[MVNUBN"\$D2%6VL M[#/ ! [UQFL?"^U3Q9=:XNI6\$%SJ4=S*@W;I+41H&C/4O&I],9YJ.X:^* MK#PG8?:I.H:89UTFZTFZ-QYFP++O5TPN3CH0<5^D?4,#4I02G:3M?7,37IW M.)RJ*6VG_ !_ R.GU'XD>\$]+OKFUU*^@0W%M;K,V-DC3I01E.?NA3DGM5]?&W MAN.WEN-0U2VL\$2XEMU-S,B>88R S+SR.1[^U<+2WNM-DN4N]+N(4 MGWF-OLL(C=6.W(#'I@'WK,U3P,XBL?'^B1V-KIM[/)#'8VL5[+=R.H@]J0 MD*0^K? V)]\ M>M0,RV=E\$=TD:R2P2O(RMNY5#NP" #D8%=-#X%O_ AMJ_ A>/['7NI+,Q,/#MEK4.BQZA% =WTK3(T-M(CM T<9D8_,_ +P M,<]ZY=OAG?2->S-)9&XN+[3;B.8AMZ1VR(KC.W\)(VMC'KSBJ%K*_\$OJ&GP MFXTHV6G27[172JXN[@7*!YIVXR" /)SC*Z89?E]G)U.FWF)SGV/0[Q1H, MD&F=-:I:V<^H1++;VTTZ+)(&Z #/IQWI+ [Q9X9TV_ DN=:LR=/B>>XC256> M-5Z_ *#G/_ ZFN-TWX2TO[10A(4"XIV,(Q& N.-WS,3US6:RW ^TNY^ZM? M7T_ +\25.1971WFE^-/#NQJ3W5O>1I9P6L5VUU+(BQ_),XR<\$/>22ZT^*Y^SZ][>62 MU=F*R J"4;(\]JMZ?#75!XBLM'XQ:>9KE@HO%#6Y-PN)E/ *@\GC- M?>*M()=.:E:1:QWMFEU9P^2UU'-*FU?/:0*T94I*F&^Z0I! [U[0@944,VY@ M,\$XQDU\EFN%HTHQ>&ES7O?Y;&T')_ \$A%/%?>?O#8****7[P HHHJ?> ;WJH MW_ (QZ_ O2_ \ H%6^XJHW_ (QZ_ O2_ P#H%?5Y! %CZG+6^!_(CL?^/[7?^O\ M_ P#:5:-94=]9VVI: <7<43_ ;@=KN <>1%4_ \ :VE_ !]W_ P" @KT8[8IP8QLP5#-ELYSR<#I6G_ VE_ \ 00M_ M^_ @I?[6TKG_B86W/7]X.:]K"8+\$46Y3@Y75K-/N8S<9I)2L8Z^ (II9(H(8XP M[;"78_ +C=M;W'-1V_B2XCT^*2XA6:9B%.T[>2N[..R]L^M;?]IZ/G/VZUS_O MK1_ >CY_ X_ K7T^&M>@Z%:W+[-V^=S'EE_ .4%UR;SPDEJH7NP?MYGE]KS]*W MN:H_ VII/_ \ VO\ W\6C^U]+_ P"[@A;_ !7F8G 5ZC7)3G D!_ B%;87+<4JD M6Z_ P#?@U7DNI&_ &G7W_ ?@UZ^_ :VE?_ !]V M[^C^UM*_ P"[@A;?]_ !36>8I?8_ !A]2H_ S_ D>9/+.>FFWO_ ?DU4D%XWW=+O?^_ M_ >J_ P]JZ5_ T\$K_ +^"E_ M72O\ H(6W_ ?P5JL_ Q2^Q^#)^HT?YW^_ !XRZ\W#TJK-I^JMG;H]Z?_ ME_ >O7+;5.-'B;47-;[3#?,& M#]ZM3^U- +_ Z%"M_ W%<=57B%T9*,87ND]GU1,-%O? MOU_ >J,N@>(&SMT.)_ \ VS_ ^O7T;_ :VE_ P#01MO^_ @I?[6TO_ H(VW_ ? P4EQ) MC%]C\&Y;1?VW^!R2>&?C=- O?^_ ?_ >J%QX6(2QQO+)H-XB(,LQ08_ . MOJK^U_ , Z"5M_ P!_ !? K5[I]UH%]:P7ULTLL+(H(Q>2177A^)L8ZBC*-EZ,R MEE5% :?WH^1H;6YOKR*SLX'GN9F"1QH,ECZ5])#GX]>@? VMI8/_ \$"K M?_ OX^*^?XBS+9A3]C2C)16[L[M_ Y%8+ 4Z'OS:OT\O_ @BZM_ P @6^_ ZX\ M^_ @FGZ;_ R"/_*XI_ P"@[BL_ 5-5TQM&O574+3]U33%TRT5M0MP M1"FO9!_ =%?F\$OQ7LTO9RW[/_ YSQ]IOT->C%4? [7TO_ *%"O_ W\%'!]KZ7_ T M\$+_ +^"O_ L%_ \^Y?Y>Q1BJ/JKZ7_ P!_ !W_ [^C^U]+_ .@A;_ \ M?P4?V/B_ ^?TCW+V*51_ M?2_ P#H(6_ \%'!]KZ7_ T\$+_ ?[^"C^Q\7 M_ P_ ^Y?YA7EY<>=?W1U)K>>SF<-KD!9!QC M^GDELD T?)\%J\$>YI[2W5]3(D/SGY" L@3+^WS9X#6O)>!)Z@U")II_ O_ \ R MDXSG'YU=^W:+MC7[59[8_N##U%1R7>@R' M,MQ9.=V[YF4\XQGJ*="I2?O4V]-=&_ 3<T[%==4U_ 3J+R0QF/LU.!%D MJQV!AUY[UER:Q]I;W'V>]FU)F@65&F=6C8EE&05Y4<]*Z%-1T="S+?6JE0O\$ M2+Svjnd_Av/S%CEL%\$IRX!4;C[U,*%2/-#;O:WX7Z#DI-*T]3(Q5>P75\ MDVEF2*T612R\$# M^V:#]H:X^TV7G.NUGW+DCT)ID=SM?BB<4UBB %=JLH&#U'XUNZ%2R_=N^G< MGEJ7^& (P[OQ- J#27,%NEO;MA6@:3+;EW*&)P<=&Z<\$5(B2^"N8[>UD:0E M84\$AW(1(\$/F>HQI)V/M'A[<,>8YE4*YROS =C2K=: KR.LJB&D(+D,N6Q MTS3]C4Y5'V;T]>P(K MO48=85;2:6..*S:Z5FG5^?Z^M9?4=?UI_ ?4;J]I?2;_ "[3 M7UK)LBM4N;B0(/W4F^ (8%#L9(Z[?7^56CXDO(_ NI;&,6:L8]BMF4MY1D[<8 MX(K4:X).R0^2[M@T?'RDKCCI^52?;M%SG[59YW;OOKUQC/UQ2E@KI?NGM9[A M[]_ C_ (Y^Y4:A;"").WNYI,R,:0,@0;>DC#?-[],UU_ ;XE?;MR >>E97 MG>/'6+S+#RU;>JY3 ;U^M6O[6TO_ H(6W_ ?P5YV)R^=6,531.-KW=GV*5X MMT[EUJHM_R,&D? [TO\ Z!3/[6TO_ H(6_ P#W\%1V]9W6NZ,MO=13,#*2\$< \$MCY*]/LNQ\$*T92@TKOH^PL1.+INS[?F:V рCV-G<:GK\DG]G#,_ JH8S)&&./ (B) M:VO()TS_*!UM_WY7_ "J&@? \A#Q#_ P!A+_ VA#6_ 7[O.C!RU1Y4-C/_ L?2_ \ MH&VO_ ?E?^*!["TO_ *!MK_WY7_ "M" N&^*&O76@?#O49=-

CDFU2]VV%C%R\D MTIV*%]QDG*7U:GV+.G_ +&TO_H&VW_?E?\ "C^QM+_Z!MM_WY7_KYNTB\ MO-(TZU\\$W&FZII2V/B33;RQ@U(YG:VD?:^2I((\\$BMW_BK0L?%VL:+X=TZQ7Q M,GABPEDU.Y_M&>U^T?:)TNF"6XW<#()J>@J'A*:Z\$W\ZC! L?3?^@?:_P#? ME?\ "C^Q],_Z!]O_ -^5 P *^9 &&KOJ&H6OB?7KA+?6?+[+MI [%NY+BUF23 M!.,%TRI9CU!4D' -;J^+O%7A_Q#XVN+,Q%<:2?3PEM=PJ? [.MI8U+3<\83 M.TD\9.31]3I]@OY'OO\ 8NE_]^V_P" *_X56N+70[.S7E08\60\J(BY/ M09->)MXV^(EYI=B+?Q:-PLNDZCJ!N[>UCF6[%NR^6?12PR#CCTKL? ^J:]XD MU6^T?Q9>0ZI:W&F6.K1*EOY(MVEW\$QC!R0"H(..7U.GV)OY'>V]KH-XI:SA ML)U'!,2(P'Y59 L?3?_H'VW_?E? *,I>BZ;H,D.FVPMTD;>P!)R<8SS615 M?5:89D V/I> P#Y!MK_ -^5 P *Q %&FZ='HXAOTU74/_N3 &NZ M.7QJ+F2.:I7C"7*T>F?V3I? \$#[;_OTO^%']DZ9_P! ^V_[]+ A7E;WFH#I MJVH?^!Q[; 9&E_ ^%M_WZ7_I?[(TO_H'VO_? I?*](?6M<'37=2_\"G_Q MJN^O:\.FO:E_X%/_ (U2R1/HB?K>Q[#Z;IY\4ZHAT^V*BW@('DK@??]JV_ M[(TO_H'VO_?E? *^=CK6MQW\$EPFMZ@LT@"LXN7RP'0=?)AT\1:G_ .!3_P"-5W\5^*!T\1ZG_P!"13_XU2R&_1" M.FNC/J^Q]- MY+_ORO^%']E:7_ ,^_K_WY7_ "OE5_ &BP#CQ-J?_ @4_P#C5>3QEXN7IXFU M3_P?_ &K7#\GT0O[5]F26']D:7_ ,^%M_WY7_ "C^R+_P" @?:_]^5_PKY?_ MQMXP3Q-JG_ @4W^5W\=,>QT5:I_P"!+?XU:X=F^Q'K4_Y6?6.LZ;IJZ!_ M!73[8,+>0@^20'RGVKSXWC>(#X)"Z#JNFZ;9RR230)*KPJ1)'L)9>G&?6O! M+CQQXREB>&3Q1J3QN"K*:EL\$'MUK'U7Q'K^L6<5GJNLWE[;0D&.*:4LJD# P M#[5T4.'&I1]I9J^OH8UU? 8W@ QAHWC;P_ K&CRY4_ ++"Q^>%^ZL\ .:XLRR:.%GS15X/9_HSLP&C MB8V>DENOU-O^Q]+_ .@?:_ ?E?*![TO\ Z!]M_P!^5_PK0HKR/JU/L>K< MS_ [TO\ Z!]M_P!^5_PH_L?2_P#H'VW_ 'Y7_ "M"BCZM3[!,+&/^S[?8;*8D>2N, [X:_NIK#N? D=[#_KQG_P#0XZ=. MA3N].C![%W^Q]+_Z!]M_WY7_ H_L?2_ ^@?:_]^5_P*T**7U:GV"YF_V/I? M_0/MO^ * P%" + 8^E \ 0.MO^ * _X5H45/U>G *(H?V/I? T#[;_ORO^%'] MCZ7_ - ^V_ [K_A6A15?5?8=S+_ +%TO_H'VW_?E?_ "C^Q=+_Z!]M_WY7_ M_K3Q1BLOJM/^41F_P!CZ;_T#[;_ +K_A3&T02XT+M8VJJ!R3\$H_ 'Y5JXKS M_P"+&H:S9_ #+4K7P[.RW6LZGMTZT2('E.S<3_ "23VI?5:8#6M;KPE-XFC>0G 0..V>=30(&- PUV;MC;A*6M@21V)QGBK^J4^PSZ M3 L;3?_H'VW_?E?*7^Q]-_Y_+;_ORO^%?+'C;Q7\0+TB63Q9KGB'2-9BT M&UDLHM(P(6F8XG:YV@[6'R]2,<[:Z#3;[XG7'Q:U1;[5=7M_-+P1:>3,UI]8 MB'JTR,%M7+8^:=NW9!%5]3I]A7/>+NUT&QM)+J^@L+6WC&7DF1\$11[D\K0 MTG2R 1IJ0>_DK_A7R/[#X_B!\F&\U3QJYUCPDHY=0WI:417:W" *@QIVD MY'4]37H.DWVO\:)K?7; [Q=%>B]*VEG:0YTI[#REVNY*[0=V]SNSQTK)X.F MGL/I<]0U*3PKH<(M O-+AM=,,G?);RAV,L90 [6?*D-CMC-<] MXDF\=0 \$;0;P \VWX_IWK3_L?2\ / (MO^ * _X5\ M?:I7B&'6K6:QMKVRNTN/\$S1W,-J9&A=W7RV5? XL]0_ :NW^"]JXHN+?6K3Q MUW=0P21&^DFFDBF8I^5!,HD4@CYE)8 GC%/ZI3:O83TZ'J]JBZ7_T#[;_O MRO\ A1_8NE_]^V_ [K_ (5IXHQ4_ 5?*H7,W^QM+_Z!]M_WY7_ "C^Q]-_Z!]M_M_WY7_ "M.BK^J4^P&7_ &+I?_0/MO\ ORO^%']JBZ7_T#[;_ +K_A6GBC%1 M]5I_R@9G]JBZ7_P! ^V_ [K_A1_8NE_ \ 0/MO^ * _X5IXHQ1]5I_R@9ITG3,? M(@ZU_P" * _X5CW]G9VWB30F@M886,DH)CC"D_)[5U#5B:I_R,N@_]=)O_1== M%*C",MNC (F>WW?F)X? .0CXA_["7_ M^&M^L#P_ P A'Q#_ -A_ +_P!H0UOU MT/<<=A<5DZI=16D=O):-"X!G1\$Z91V8*I&?<]:U*JWEG#>0I'- G"2)*,"S* MP8?J%*OJ-WMH9-UJVAQW\$+7?DFX.[9F\$NXV'YN@)&#_C4L=QH]S(&%8)2A, M@C\$>5R#R1Q@D\$XY&:IW'AJWNM0DO&NI(G>0NPC &04V%>*LV'AW3] M-OWNK6,1R.", # R06[9YP.I-6U"VC=S.\ [[:"S:EI\MKGWA44FJ:6MS/?6Z1W&W9(KIO+I@\$ 8!W#GIZU=ET>UFL[RU.]4NY# M+ (0W;CI_P!BJ4GAFQNH/FZ#5UK06E M:\$2K%\$JJ[1X0HP/R X]L;>OM3X]>T.*YVJOER%"3O6!AE=Q4)TSD\$'Y>U1? M\ (CI+0&WD\$DL)P3[\$ J6!)#=.=HW'VJ>WA+26@6\$^%7Y>6R3NQC&>3VQST MJOW?=D_O/(T;;4K.^DDCM9O.,>- Q53@?CC!/M6I6)9Z/9V%V;JW5PPC\$:KQA M5'T&3^?:MNLI6OH:QYK>,_BK"\6? (OR_]=(O_0Q6[_%6%XL_Y%^7_KI% M_P"ABB'Q+U\$ A9R?C1E7QI8;F" Z&_4X[BL62:+G]ZG_ 'T]*2U#0]U:1)- M1L8KET%&+KG_JI_PAOA?_H"VW_? %=_E+\$JG'ELJ?]]"J_MLDL7_1/^A7K7_ "&%^O^@): P#?%+ PAOA7 H!VO_?%=&*QZ7V3!X)_S'C+R_MQ_ \1? SJK+@_O_ .O;_A" "W_0#M?\ OBD_X0OPK_T[7_OBM%F27V2 M'@/[QX-)]'ST7\ZJR21_P#/1?SKZ_X0OPM_P! &T_]BD_X0KPK_T;3_O MV*M9HE]C\27E] M?@?.4DD?]]?SJI))C[Z_G7OMIX\-\MXMU2-M#M3&L\$!5 M=G)WY_E6U_PA/A7_H_VG_?L5?\ :B7V/Q,O_.YOM?@?+SR_?7[ZJ22]_?' MYU]6?(3X3_Z_G_ -^Q2_ \ \$"^\$_P#H 6?_ ['%_9NE]C\1/*K_ & P/DAW M3'WA^=5)&7^/VSK!_ X0CPC_ -"R_]BD_X0?PC_P!["9?]^A6ZSQ+[XD/ M*7_ /^!\:NR_WA521EQJX5I_](X3_Z%^R_["C_ (0GPG_T+]E_WZ%6L\2^ M\Q^#)RM_S_@? \$4C+ZBZLA'K7VOK'@OPK'H%^R:9JRV[D\$1#(.TUY=\5O"-HW_M@3P_;"^= #C.H75Q!&!;Q_Y*J?3U- ;T<(C.2BX63=KWW\SGJY6XQ;4KM^*Q M]6.G7VK:G;IMJ]U>7#!(XD&2Q_P />OK[X4_#>#X?Z](UQ+]HU>]"FZD4 MG8N.B*09ZJZK_ X7V7@?3Q>7@2YUNX7]]/C(B]Q;U/>O4N]>3F>8/\$V M+#+_KQG_P#0XZW>U85S M_P CQ8?]>, *"3AU]"9;&]1112**BBB@ HHHH **** &UPUYXZBLM?339 MK!_+UFTP?B,-7WD>GS8KN:Y:3P?II/(Q6W? >'+.ZM;&&>:Q:QXMY;9@&C&W80,@C[O'2G+E;5C.'M%?F. M+URS^&M> (I=8(5!:_SW5FT,4%\$)&S/,@E&4'4+G.&!Q772^*M#AN(H7NF7 MS83-\$XB;8ZA=_P K8P? EYQ5&]\\$Z3J\$AFFN+DS[TD\$Q*NP*Q^7T92#D#G(ZT MDW@71Y]4\UQ=*VPH\$#+M4&/R^/ER!CMG&>U7:G=_ !%>K?9%I?&GA_P#T M53>,AN@K1^9"ZY5CA6.1P">A/6F'V'BZPU+7TTNQ1Y8C;O/_K*IVN%PN1\ MPZ(CTI)O!>D27EG>*TOFVL,=O@A&\$B)JT-E3@^XQ3])(Z?HVH+>075U(8X6 MMXHI64I%&S[MHP >OJ32?L[:7N/]? 6UBKIOCK1[RT\RZ9[.7J>)K6Q\-.GK5JOVH:>S(Z[74@\$9(Z#/6LZ3P/;6^G7,_=G<3 M74AAFA@BNY? W;&5!,7ANXF=X **S2J<,[9W,W/JV3^ M-0U&ZDN_X!%U-I=C%A\9:M=0V'V1[&GO6EV" #4 T>U%!/S[>O.,8J:Y>0 M06&D78T^1A>\EC.I< VJ*VQV/J W%:^K^&XM4N+.6'4+O37L]XC>S95)# @Y M4^E95Q\.?#-]#>V\MP5O]FB#2G]T,DEAC^&(DY).>:KFB[:6].J^Z3_K0[M@<*6JEI;BULH+82M+Y*! [G+-@8R?>K? %9G4MM1.***0PHHHH **** (OXJ MQ-4 Y;&0?^NDW_HNMO\ BK\$U3_D9M!_ZZ3?^BZJ'Q?)_D1+;[C+T_1Q?ZQX@ MF_M*ML7^W9;7!]?1%SC'6M3_A&1_T'=8 \#_A2>_ /D(^?^PC_0AK? MHE)W!*>+1@?_ ",CG_B>:Q_X%G_ "C_A&1Q_Q/=8 \#_A7F'Q5^+5]X+_966F MZ7>9%_Z?_+J>KQ7; 236[2K+\$AR1\^ - S<9X6K&H_ \$K7K?QO<:=;36CZ?V_QBFU.V_XEOA>>U&J6MU+X?O+Z>-8> '\$Y6P M\.:7X8\37J>1>Z[IFF]? +I5[IKZ=/V*Y&69)HEW#YE;/YT]0Y4>W?(R/M^@[K'_@6?/*^\$97_H.ZQ_X!_ "O/? A=%E;^K/PK?>[Y;S=;6]^3"06 MD\R[@N%R749&YAP,BJ\$/QXEN+-J#X?ZO)-.W-Y:D7\$.)X[9]LY^]JN.HS M[M1=]Q)]#U#_ A&1_P!!S6/_+^%'_ C(_P"@[K'_ (%G_ "O'_ \$WQ2/66 MFLPZK:3Q:3X4EMK2YM;J?37NX9?-4,ZW,L;9MB >/E/KTKJ;KXO16?B.[L9/ M#- \^D6.I0:7=:PDL9ACEF5#&0N=Q7,B@D#C();+L?+\$[C_A&5_Z#NL?^!A_P MH_X1D?_0QZ+_P (RO\ T-8_P#_P_X5C>)? #X@T*60:UJK_ +R,8>Z)'WQ[5W\58/B MS_D79?_ KI%_Z&*=.3YEZDRBN5C?^\$9_ZCFL?^!A_P*7_A&5_Z#NL?^!A_P MI=6\1V6CWD%G-)+/,K.%C'11W/YU2;QQ8+ULKK\A_C5J,Y:Q(MG M= \ ?(QI^QJ=F+VE/NC2_X1G_J:/Q_X&_ "E_X1D?_ 0=UC_P("S_A60WQ) MT5>MI>?]\#_&F-13M"7K:WG_ 'T^5["M_*_N)]I1_F7WFU_P(S_U'M9_ \ M##_ A1_P\ /_4=UC_P,/_A6?"BIX?7K:WO_?L?XU\$WQ:_+UM[_OT\&G]6 MK_RO[@]O1_F7WEFT/AO\$^IP_P!M:L D\$!W"Z.3G?U.*VO\ A&5_Z#NL?^!9 M_P*X:W^*AZ'Q!??TEO>>3-#_J\$JXCYRN[&?<5?/QD*\KUAAOO^_ /P!>KG AJ M[>D7LNA*K44M9+ [SJO\ A&1_T'=8_P#_L_X4O_ - P#4=UC_ ,S_A7(XV> M\$5ZPW_ \ WY_ ^O3&^7@Y>L.H?]_>_KTOJF(_D?W!]8H?SK[SL?\ A&1_T'M8 M_P#_L_X4?(&R^@)K'_@6?!\ "N);X[>UZQW_P#WX_ \ KU?_CJX'7JNH?_ M_P!>J^I8G^1_ <+ZS1_G7WG316>ES:W+HL?BC5&U"-9I?+[8=P0G ;IR,BM/ M_A&5_P"@J_ (%G_ "OE/QGXZ:]^)97>%[F>T>,+Y3NNT\=01W![BOH;X_ M !&TWQYI'1;75[=1]JM-W_CZ>JG].AK?>9? 6H4HU7L_)^9C0QE&M4=-;K;S M-C6/#HCT2^;^VM6;;N<=-\$@_*>O%.TWPVDFDV4AUK5AF!" +LX&5'3BMW7/

M^1?U`KWD_\033]_Y EA_U[Q_@BO,YI'POBVR@_MK5<-:3-N^U'<./ MQG'3_5W-85S_P CS8?]>, _**"3A)W?
HQ2C&PW_A&1_P!S6_/_,%`_ M C* P#0R:_!-9S6[':,VG2JWE[F\F]&623G/7Y M!BA7?4.5+H>C_P#",C_H.ZQ_X&
H_X1D?]!W6/_P_P%"<-'88=EJLGA M>]CU#4EMI=,M3/\$?M<<[L;%P<1_=8D-TJNGQPTM]3T_3SX;U\$W4\CK<1QE9
M#!;AH-WRYW_#*3QT%+W@Y4>@\R^@)[K_@8?/*+\$^\$'-8 \P_X M5Y]-\8./L+QUT&[T\?9[F>UN2\'?
&\$WB35KJ.VT M.>+2XI)H(]0DFCQ+)\$^QU\O.X(=234-/TV5==&B:;+>*3'\$5QYDDG.2./'Y]
MZ %K5=4A.7VCR6C6NIZ?:3R_NJV)7NUAE .>@^;X&FKO8.5'J? ",K_P!! MS6/_,%`_ C* P#0T:RN+6%;?;,\
<+75M/BN_A*ZC+HYI7D%HG.?([RO_0,=@(MV! WAZ5Z31=]PY5V.?^\$97 H..Q_X&`"C_A&5 P"@YK' (&`"C_(1E?^@YK'_@8?
"N@Q1BCF8_X1ERN860M;S>6_W6!4C\Q C4Z_ZCC\ASLW@'P1JFJ+
MJ5YIMMJEUK2H+I[G\$Q1!L41Y8Y8QD\8Y)5 .^%A'3(I5((IN0VUU,7J_M8K!#]I'XT^6/WX4EI)(O!*6FIV>= ?+=1
D+&TCJ\$^,;(CJ0,.58DTN^:34VADC5,V5)%8,0 M0%15*G'KM(R_QHM'.X^,6]C'M_A?X9M=>M=Afu,74(B)P?,Y
EV2[8Y)ES MB1@.YI+7X8^\$.QL."WN1%9V=W81 W#\$B*Y8-*#ZDD<M5J3P[K+7*2+J7E MQ>90,0=R
"2"@[JMA/XU/8^]2M[NSDN>.*W?+AI&/FX5P&(+V.%0J">,Y* #CJ.M5,'MX2Z5_P)KK?
B77I'E@FU2+4+.UANG6W"Q1(J&6/A6*LI(ZJJZ^ZVZA)=7\$U MO<)SW1N%8DD8,>W,CL?<5#X?
U9?.6XO%F1PRQJTK_N@3G/'7Z'CBCECOS!_MSRVL9I9C@JNU)8?#/P7.ZG8.U MIDEY"MK%
NV"^<07/D+MB>50<2%0,9/IS6U#X?OET&RTV74"TMM,CFX!^=E4 M>X(!
[-=8IEUH?H?.% L^P#B!FW.=S\$LQD)QQR6[8_E1RQVN'/*VQU@,(G M.?<5B>+^1?E P"ND7_H8J/1=)OM/>
KJ\J\JR4D^9CN?>2&Y)N*D?B[+ M_P!=(O\T,5G%)223OJ%VXMM6.4\9\ (Z6/7F\Q6+)75^+/#NN.EKEGJ.
MCK9N(H6B=,EV7J>V:PV)>6_Y=](^&WD_P#B:13#UJ<(I29Q5J,YR,BC M#DJE)UKHVA%>6_Y8Z1_W_D^)J%O?
C5OX (';3_XFNZ.)HK[1R/#5>QR_MLE4Y_HOAIXT, H\$C_MM) \\$U"WPVU:.%I/_V3 "MXXV@OM?F9/"5?Y3A
MY.E4YN]=ZWPO\9M_RTTH?]M' P*B?X4^,V_Y;4/^VC_P%"=\$8^#NSCM[5,WP9\9_P_06E#_M
(& ^%;K,L+>7X&/U\$/:Y'ELG2J4M>LM\$ &3?ONEC @; X5 WP*^8
MR_Z6/^!/A6T78C^7\3Q.2I='U75]\$U^SU+0I8=1MBD'D^4,ER>N/X@>F.],'BKPOJ'A?Q*_A^>.ZNQMQJG!.XMT
!Y)KWSX2 "M*/PY%XD\20B36G7=# W(LP?YO[J,=CV#^Z^I+1= ^5AL)6G7LO=Y=WV M_P"!>D6]SJMYV&NM:L%L
1EL6:>W5MPC,:>,T[5MZ3_P@2P_ZJX _\$4 MW6 ^1=U'KWD_P#033]) P"0'8?>V? ***/V[J_F?8+27R+)%%%
(T"BBB M@ HHHH 2L*Y Y'BP_P"O?>#CK=K"?"^1XLA KQC /0XZJ7FEVUS>1PFW2.6..5C)R5&>G
SDCT&WA7[1&L(BCSM=0Y3@GH SX^M=Y6+X@T=7F7 L3*]G;<MU33_AW<>#)[,1=DT^/4DBO UK9K (<2[53.Y.
M&/W1C&>*VO! A?P7,^K!&@9,('Z5?D^: Mj G6.K/_RBVAB[D,HDC<
YF,JRHR*U5*\LV@ZE8WFH/.5\."&EZ!9^%A/%+^ [XZ?%,PWAN+F1X(#Z&I5%JUF..2W,R\$NMI "MN(5L,0!P..W?"!?AA
M&J7P[JD=I<.M<@T]F>W,88L O/*,BW/KFF2>#,QM2GD MS,927?VU+86XRLH'R /GD @&. MU+X,\\$P^&]76^M
4NYPJOY,Z7#,Q(<@R_W>2QQ[T/DL/4B+J.T.(QM+NNs)>^018#>,M%9'6%/% !1110 4444 1?
MQ5B:I R,V@]=O_ \$76W %6)JG _"V@ \72, %U4/B^3 (B6WW&7I\MM+J^OKIJE3P ,^6FN&0Y\B+(P%
.OVKQ5 T"/= / Q P#XW3/# P#R\$O\$/ M 81 JH0UH7WVPV,ZZ>Z)=F A"\JED5?*6 Y(S3L8YV2S
ZQJ2^7/<*]JB,&@AE\MY>2/ER"1W % M)#Y7W9W/VKQ5 T"= .\#^ T?O%7 \$"=. \Q_ (W7\$ \ "Y/W6YFBN3
AO551%),H: ""=W((R0/#/.GQ"\5.JX6L+XTG38KB&:@A MN+F.3"PJJI@+U9CN^@HOY(+>9T7VKQ5 P! G3O _? P"
T?O%7_0)T[M ,#^ P#C=8/Q#U[Q%H\6@V?AMK**^U,4DLA+>QM)&@*LV<*0?X:YNS^ (7B" W MUVU\,Y'9'5H
.BTZ[EM8V,4\4D#2JZ G* Q@@Y>]".?1#::ZGH7VKQ5 T" M=. \#^ T?O%7 \$"=. \Q_ (W7G?
B#XO).V&L1Z,ILD.J:>L%PL,^R M7S(7G\$1RJ,2K]<*<D5=N_C%HMC]JRUJHNI6NK07.V?JE3*B3,S)YBMDMM"E M
3DGVHYEV0K/YVWVKQ5 P! G3O _? P" T?O%7_0)T[,#^ P#C=>>0 M _&BQFUT2#2,I?
#B:=-4EU\$@9C(\$1UUJ+ OEO"KY9_P GX,7 #^>2UJ\5? M G3O _Q C='VKQ5 P! G3O _? P" U2/Q"\CKKD7 _?+?
X4A^ (G@T==>A M_P"^6 PI) XIU ETRQ,I@@W*,IL ? CG9].VOM/BK M_H\$Z= X&/
&ZY>V>>\$8 %&HW4FM1+#+!"J.5,#\$LC|BM4 \$OP0.0B&W M_P"^6 PK2I3J_KW.BZ/L3&<+?^*/[5XJ_Z!G_ ^!C_
/QNC[5XJ_Z!G_ ^!M!C_ !NLK A9W@0=?\$5N/P, H^*7@=\$?S\$EL/P, "L_95/Y/P97M*? XH MU M7BK H\$Z= X&/
/&Z/M7BK H\$Z= X&A _&ZQ?^%J #\=?\$UJ/P, I# M\6/AZ.OBBT_ 'U_A3]A5 D?W,7M:?\OO1BQ^" [A/[CQE]>:7IUU?
L@2! M7NNV6^K#]W[JW[5UD.H>(KJ\$2V]CIDL?=>.^9E/XA*P+[XL?#]M/N4A/6 MOFF @H&.
<<=J^"/Q4NO!^MS6.IRO<^"[F=F8=6MRS\$^80MZBNZ&Q%>\$1 M/ T\$5YCE:/PK?S.ZWO,E+[5XJ_Z!G_ ^!C_
!NC[5XJ_P"@3I M (& P#&ZW**7, NR+L^YA _O%7_0)T[,#^ P#C='VKQ5 T"=/ Q P#X
MW6Y11S+L@L^YA _O%7_0)T[,#^ P#C='VKQ5 T"= .\#^ /C=,E%+F79"ML^YA?O%7_0)T[P,? \^ UBSW/B3_A+
D@L?,^QS87[4V" \>3G9]*>L M&X Y'BP_Z\9 _0XZN\$E=Z+9DRB^X[5XJ_Z!G_ ^!C_ !NC[5XJ_P"@3IW_M
(& P#&ZW**CF79%6?5H]Q!/_7IR3_MFCF79!9]SUG[5XJ_Z!G_ P#@8 \,IOVKQ3_P! FP \#^ _
UP\$=>4AJ?JE V,Y"!/2G=?RH+>D _O%7_0)T[P,? XW2 _O%7_0)T[M ,#^ P#C=>
<3IGBCQQH.B7OBWXB2.%X<2R^VG^SEE\ZU) (C.[B3KC(QS6% M\H]>.A%!,KVL@46]CJ7V MKQ5 T"= . P# Q_>
XW1]J\5? M3O _Q P#XW7^!OB4WC/Q)KF@MX3U71KC M10HN'NS&R,VZ1@HQ&!.U9, 'PG!*MO_9WL=S _&?
<7SPE5RC12&P'G_6 M\$JV!Z"ZB[(5GW/0/M7BK H\$Z= X&/ \&Z/M7BK *!.G \@8 \,KRV7X MN:[.?)!4?
AF74UF\1#2 L(",)IG\$OS9.& D^@P1]JM?#GXN2^)KG2M%UK0 M[RSU#45NVM[U8=MK^)FN?S0 %6@V_A,4M
M!AT[6KR/3XTOK2222*4JS%R58 KHXZT*O^@3I \X&/ _/ZXC3?B=Z4J MK!"?
*OS,B6X4=:H2?,16T^QETWPWJVJ7%VEXWV>S\$OQMT^75YM A+ZRY% S>6%O<%\$
Q=6ZLQB5MV*O^@3IW @8 P# ,H^U>*O^@3I @8 P ,K^/BN^ \#W20\$^HZ)I,
MjYAMV8,=F4 P!T]1CFNT &ES)= \$%KJ3#^U>*O^@3IW @8 P ,H^U>*O\ MH\$Z= P"!C_>
QNMRCF79" L^Y@?/.%6/^07IW @8 P#,K/GEUB3Q HOJ!65 MK!&EVF&=I"3LJ"KK3^E8>J?C HA
UTF_!%U4)7>RV?Y\$RCIOV /# \MR\$?\$/82 P#:= *Y P_P#\A'Q#_P!A+ VA#6_VJ)EQV/ /%W@.>W\^*
M*T%4FO/\$EV)YGNYC&MLQ"KYB%5)RNP\$#U[UCZA)_MFNZ3##JMWINC6.AG2W M>QN%*QD!8@@JPSGW->MTM24>?6OPOVZ,XE@UK3)+VS2)8@JE%/(F. MB,P(SD* .<(M#T P 3.6NDWUP\:><17&8G
;=&X<#G/&5&:Z+M7RJ MLVFP>?\$/MUNT\Z0%XH)C6":<JR>.F5A4?NR",]VZJ6K2"VC9) ^,O"=KXL ML,"&?
5+W2YK&Z6ZM[FRD5]\$D (&P(ZUC6OPO.T.W%IYE)J%W=0ZA _4UY<3 M,IKJ7RC" [8Z!6X QC%
<+J^I>)1M=9U+4=8>XLK_Q!HUK9&!0L*+/VX<ML>
<5S^FW6M6_B_2EO_B](CA4ZA,744D0VH2K^4KH.BL,JNMHQ21%,8LHE7Y@N2P(^>3WJ_ \N+&:,5=6FU.
M2[6_ M_6X#W0=4V*,D8VA#MP17DMGXT(8.)X,^*7I&J1.7,*2X@>Y4%+Z<MW3J86)!,
<+W_ ^GX6D:WB.90L4A% @. @.8"77PMV/7KP?:KO4)8DTU] M+CC,B[B9MV9..E@W((OS1\&W.MI
US4YV,OFF>=TD 7:\$%*=C*>A M7GK7H=%(#"\. #1 A?PY9..I:NMG9ILC#MN)).3]2,C\6?B +=(O_0Q M6
Q5@>+A D7Y?^ND7_H8IT_B7J1+X6KAZD(P2//KTYR MDVD49" I2DUOI?B_NCARZ [Z6J[Z+XF,IXNU,X<^&Z>Y\A
OXM5W^&?CMNGA] ^ BUI%87^9?>9/#8C^5G"R53 MEKOG^%OCUNF@ _W]6JI G^(#= !A W%:QOF%_F7WF3P>
(E9Y)5*307 MHL PE^("1^*A[40,B3*!7#6VFZA>JQ:58VKW%Y+Y211C)+9Q^70711QF M'E=QDG,?
R,F&K1L1:OL=S\,?B)K/AJYO"6^IZ7?1NJA8W/L5/SK_L^ MHKZ[TD?2.P_ZJX_017F@CX7V@/7P,J%U=!=+G7,BT?
S[C&1&I^1;/U>O M3)XT.Q_ZJX_017PF8UJ5 LY48V5_O SZ[4:M*FHU7= EY&C1117G!11 M10 4444)6#=?CQ8?>

7C/.AQU05@W7(6' %XS P#H<=.7T)EL;] % M%%(H*** ()HEFMY(6R%D4J<=<\$8KS6/X^&H=N-&6^U#R+C28M'9BZ[A%' M(T@8?+)[+^*]1HH X)OAKHK>+ ^\$D Q=? [OCU+9N79YB0&\$#IG&TY^M5, M#X1^%[*QTVQE.YO;2Q[LRQ]FX92LT=R^>0 @#OTQBO1Z/*(#\$S" S^#BQ6_I MNJ;JKVMZ,-6C6,-CJ%7BMH3CY4Y&ACDC%.M?A+I KI5A8MK6KWDMDCJ". MC%=3S(9 Z^*51>% "@L YYKTSBHI;YIO*QOVC,GIGM1<9YWV?AG9_#F6YM MJA%6LZC!ND:TOYT=0 [N:7 4\$L3U)4+KX+^!J0UN]O!G.YNM8CUF2-9MA@2("/+QCA"68D>IK)A X1%.S6\KCQ P#.T#990MAG\T,E<=?*QGK\FWI5 M*?"XT?5)M.:R'CC^VK@0?9F'VPR?.VP&^;MZ[OEQ1U1+.RNOACX?NM2NK MJ'5K^VOY=977=JO,JO%. (+*CC[A7(/KUJSHOPUT70KCPW<6UW=,WA\7.VW MF.N^TL6=?QS@CC&*X."?HT 5Y=>R'C7^VYA,&5AJK,GV@8#?!FV8ZYX MVUT?Q;7%/[Q%>Z]>7 MDTT;Z?+?P",@!C"E<D=,;ATO/\$CB/2X#JH\53+?VUC,WEC,R6Z\$ZO+(,N MF,D (%7E>1)WK C#QAIZZU8Z?NFO]"22XG9HQB6.5U\$,"RJSG_MCS3L& MQOZE\+!U31-4TBXN,P1.EJQUIV#*=D^0<8(PR/2L/3%?GB">QAM=5!21V&E>M%-,6,/[0,>IKM_AA(TOPUTB1YS<%A*WFE2OF?07^,!Z9ZX[4,"OJC'E^#? MANXLM\$T^YOK^>PTB&WB2WD=&#^2NPKN[UB>&?@S'#)M409MY3J% =VUE%=%K6\$SE@)0A\$@1B/0\$U[911<9X]\^?!(QL6^WZBK6=M.6ZMO M1F_T8@Q[5.T?,%P#W%,JO+/#]O/8R?;,Q_L>K76L*K.N&EG5E=3QJW# M?WKT*BBX'+>#O"UKX-+6OAVSU"O+.TW%"KR0.Z(3D(/E4<#VKJ:**0.1 M110!&W6L75?^1FT_KI_P"BVVFZUBZK_P C_H-%TF P#1=5#XOD R(GM) MWYF3IVM65CJ^OP7" W)(?L)\$0UOT QOJ0Q%2MN87_4Z9 TOP,1W&K77V.&1BBL49LL%+< PJQ "G."KFD^) M-(CU,1+U+RQE9E2>,:Q5BIQD>H..S^_X[2]D/ E.F?W+W P!F \MB,/^\$ITS^Y>^,W_P 36]M6C.M*_.S^_P#X K2[F! PE.E W+W 7C P#\$ MUB^)O\$>FRZ%+&B7?^LC/S6=] X S? \$UI7%[9V>W[5=PP M, N^, (%S),U%,FB P#06LO (3 &G[OK^ P#X16O..;L \$FFKXJU.4K>,6@@ T.7/&[MMMSWK< X2G2 P"Y??\@# \3699ZWH MH\6I(-6L@K6) #?:\$P?O^), "0.#_T&#_, "\$ P:TJ+5>Z)E^1,9*VY# M_P)3IG #SOO &; XFD X2K2^>=] X S? \$U8 P"\$@T#_*%#C_X\$1 C3 M?^\$@A 08L? EA:SLOY7JY7 YHB X2G2 P"Y??\@# \31 PE&E P#/ M. ^ \9O (FI? ^@A 08L? EA:/^\$B. \0'YH MH7WB+39M/N88TOM\D,/*]"FZD? [M<#V#/?AOP2DU]<+>7>LW+9+C[! B-2 M2=B?+P/4]Z, P"\$BV /0:L A P)3_!KR/XV>,&L=)T>Y..Y"MS%=B0& MWF5R">H!Y#731A*I+V<4US;:/>M*,8^TE9VZ K'B739"OXUCO/F MMW S9R@?=A LU)IGB32TT.R1DO,K!&#BSE(^Z/[FN1\?S03 '7@K4(Y-MK MK%M./|IM<>^4.GJI 202M' P"0'8?]>?_*"SJ7 8WIU(M/O P#2G/V MEIPE= %# A*=, N7O @# \\$T?)3IGJR\+9O_B:WMJT,5K&_S^_@&U MI=S! P"\$ITS^Y>^,W ,31_P)3IGJR\+9O (FM[M.M&U:+P/[/@! M:7 \@# \31 PE.F? W+W P 9O\ XFM[M.M&U:+P/[/ ^%I= MS X2G3?^>=[P",W_Q-8\ B333XOL=MWA,9?^/.7.2?;,GM7,XKIN?^ M1XL/^O?_P!#CJH.%WH]GU_X!_E*VX?)3IGJR\+9O_B:/^\$ITS^Y> P#@ M# \36]M'11M6IO#L O .5.7 \@# \31 PE.F?W+W P M9O\ XFM[M.M&U:+P/[/ ^%I=S! X2G3/[E[.,W_Q' "4Z9 VK1M6B_.S^_ (6EW, A*=, N7O @# \\$T?)3IGJR\+9O_B:W MMJT,5HO#L O .%I=S! P"\$ITS^Y>^,W ,31_P)3IGJR\+9O (FM M:.M8"^\#31ZK(NLVK+I\$H@OB'S]FT,7)N1 M:W/G?, L^7<1Z9V9J)=8\QW374>GS)<]Z5=- D#G\=F.V;4+ #4XYI+ "Z M2=(9GMY"ASMD4X93[@UH,5I7AV?W P# "TNYRRZQX=CNFNH["9+AO02KIL@< M CLS5@>)M) #?%Q>!FQD 89LG P=KH=JUGPW=O=SVB/F. *%*VD;=V<>#T M/2G>'9 ?_P +2[G.0WWAV#6+G5H[2Z^UW 0 (&4XV@?+P>3G'6C3+SPW MH\\$/L E.W:K+)) (Y:QF9F+N78\$E>F6/%=%JFJZ9H>ESZIK%!86 NNZ6>=PB(M./& I)&"(H)9F. M.Y 8&C^ /"B&UGNM%0V%);S"WD>*8\$(3@+J3V]>U%X=G]_!6EW%& MMZ+7[*+X\$'7R0[.EV]<] F.M3+XFTE%"K>JH]+&# P!!KH*K7EY.Z?92 MWEY,L_O\$ SNW0"E>'9 ? P=I=S* X2G3/[E[X S?_! "4Z9_9?_ 5I=S! P"\$ITS^Y>^,W M ,31_P)3IGJR\+9O (FM[M.M&U:+P/[/@! M:7 \@# \31 PE.F?W+W P 9O\ XFM[M.M&U:+P/[/ ^%I=S! X2G3/[E[.,W_Q M' "4Z9 VK1M6B_.S^_ (6EW, A* YYWV?^O&_.)K M/GUBSU#Q/HD=NMP"K2L?,MWC'W/5@*ZP 16'JG (S.=)O_1=5!QOHNZC M^1,D[.JOS&^ P#D)>(?^PC_T.Z&N?V /1/0 JA VA#4%YX@N(=F MLH<2#Y>Y55B!NK_XV@<GM6, BY2T S**U.HHKF6\7.6L F..Y V(^/+R M1N&5, J2*E X2,3 _YOA1D9EV@!8JVT@<X/EEV[SQ[D7C#5,W0 !&L MMIMC? 7]O_,UM;P1EWDE(P@"CK\Q'X5\RMX >>?"6N^[SP@/L B/00LK M9(UUYM "P9I9!L&QG5R,* (KZ/Q#=>0%,26PLFMIBDVK+E9 MPV&W%(0H)P2"6QS7L=Q@DM M%Q]EWV=MA 9Y IS*S<>.WCES%"TR^8NT. 2/Q6DXRWL"!YNT M5R]OXD\$>EV^H:H.HJJ+A!(P(QVC:"FY. @W% 3]# M1XJ Y%^7 KI% P"ABI@C&2NNH.2E%V9RGC0! &5@C@.HM)"%89.16')# #S^ MYC [Y%,?C,S(?%=-C= !,\V5T+1QEP#D<<5S[W.GI;W7 @_ ^%>Q0E%4U=GC MU(RG:HGTC6#TT]>_!6R=%,R7WHS< M*O\ *_N,22./CY% *JFB7Q P"V#4XO M# S+[T9. ,^5 'F7WHAQK?RO[F MVN4R%D0X.#P0?4'TK[^% /Q L "AA52\$VVH6")#!D!9KYYL_A?2].L 2CN!FH'7 M[(B^2V_G-8J*=P, %7AO7 4"!#8Z9#79E2Y\&)&IF')^;(8C& M5%"? B# IVK>)M)TVIT#Q%?:@DT.E0W0,4,)A\B4NX 5G*DOQW1.)\2D M[T@/!KKP+XVC<6CV.TBDT6TMFL3+>4O(#%,2J6W?ZWDA0.N1DYK#TWX8 M^, Y=+G@U/PS#9VMY\EO8RWT4] [K)E@LP" NPOW5D),WKZ6HII= P>JL?_ MH^OQ\$DE\1?:J0OYY+VX0[A>QI%/[J1P5 ^=2L0*D>@S6IX?_ ASKUKXB5 M_06X&D3?VC!.#?>9B!G!M@%)/0%<<9YKVZBB_0##T'0[70-*33[Y)%7+R M\$,FPH4=, <#M6Y112 **** "BBB@ HHHH B-BK\$U3 D9M! ZZ3\ HNMO M^*L35A D9M! P"NDW HNJA\7R?Y\$2V^X3P P A'Q#_ A' P!H0UJK,6ZR M32"0V\,A?P, #/X5R6GZ#I>:SKUY,M)(+ 9D3.G @B[*0.].W "(^ M /GS? P(E \Bj'RWW?W\$KFML76T?2FVJ:_. (A46,#'&U>/P19+TV5MSVD9 M,<7W8YR3DG353 A# # /SY/ X\$2 \Q5' A A A \Y\G / B7 XJO'N M N N_X([/LB?_L/2?+6,6,6Q<84# XP/Z#J>NDZ?&T3)Q@O+^@?=.1^1 M 5/^\$A # \SYR?^!\$O P 52?!"^ P#GS? \")? _BJ+Q[O[O^*S E1 M?GV)N?..!#)N#YQ \$. V/7WJ)M%TEHUC.PAV*20H7 Y,- /GZU6 P"\$/A M//F P#X\$2_!5+ P (? X? ..) P#P(E ^*HO=7JW !9J\69 %TF4 /8 MQ\$!!T A P%&F*FATZQ@QQQ01H4QD?PDDX_4U1 P"\$0V //B P#X\$2_ M !5) P (?X? ..) P#P(E ^*7B^K[@A9]D6IM)TV6&*!.TB:*/+12. MN,? I@#J.VB:2\9C.SA*.1CKGKG[A^55?^\$A # \SYR?^!\$O P 51 PA M A)Y/ B7 XJG>= = P16?J+RZ;I,Q,EK&K1? <(*3DC^9)JCXI Y% M^7 KI% Z*>7 (0 P G (W P# B7 XJL?Q+X7T.WT&62.T<YD8R9Y# &/ M[JBJ'(Y+5[O^")RB]\$_=M\ M'RU@?(<H/G) X\$R \Q5' A A \Y\W M / B7 XJE[G= = P2[R(&+1\ M8! "^\ /GS? P(E \Bj7 (0_0/MGS?_.)? BJ/<[O[O @A>78WOEH^6L' A#]. Y\W "\)? (JC A#). Y\W \B7 .*H]SN_N X(7EV WY/EK" X0_0?^?23 P(E \Bj/^\$/T GS? M_P")? XJCW. [\^ @A[W,1,+ D^6CY.P M?^\$/T GS? \")? BJ/^\$/T GS? P(E \BjGW>[\^ @A>78V ESQ7F Q8 M\ZIXV@T?3 V11K<KB=^D28Y..Y]79? "(^ P#GS? \")? BJ= P (M?X? ..) P#P(E ^*K2G/V4E, G=>7_!E#GBXR6C, NP\Z1X1\W>CZ/#LC M2VD+&ORMM.68]S70.2?^)8]O\1X \$5B:QX4T*+1+Z1+PP@VZMMN VO MYDW]GT22/7**YT>?# [\$6CD' IYE \Bj7 (1P \^; /@1+ \^%5E. M= = P \$VO+L=#17/? "^\ P#GS? \")? BJ/^\$/A /F (\$2 P#Q M5%H]W]W_0O+L=#!7/ "^\ P#G MS? \")? BJ/^\$/A /F (\$2 P#Q5%H]W]W_0O+L=#!7/? (X? Y\W \B7 .*H P"\$/A //F P#X\$2_!5%H]W]W_!NQQT%<]P (?X? M.? P#P(E ^*H X0 P_P^; \^ @1+ /%46CW?W?!"\NQT%<]P A M GS? P")? XJC (0 P \^; /@1+ \^%46CW?W?

+\$+R[0T5SW_A MA \YW / B7 XJC A# # #YO P"!\$O\51:/ = P \$+R[045@?(A MH' /F \X\$2 %4?\\(AH' /F P#X\$2 _!5*T>[@A>78Z"BN> P"\$1V M //F P#X\$2 _!5+ P (CH' #YO P"!\$O\53M'N N P""%Y=CH**Y[A# M # #YO P"!\$O\51 PA A P#YW\")? (JE[O= = P00+L =#17/?\\(MX?\\ ^? B7 P**H X0 P / P#/F \X\$2 %41[O[O^%"Y=CH.*Y[A# M ,^, P#@1+ \51 PA A GS? P")? XJBT>[@A>78Z&BN> X0 P M P#V^, ^!\$O ,51 P (?X? .? P#P(E ^*HM'N N X(7EV X =K\$U3 D9 M- "ZZ2 ^BZB X1'P C'V \]?\$O ,55",0]TOQ+HDEC,LCL\]DM*[,A M:IP4,Z /IY\$2O,5=OS +P] P A'Q# A(P#HB&M\5@^ P#D(>(?^PE M[0AJU JUC!:WVXD#_K)M/S=L'WI692.N>22.AXB+^) %L=#18S>+)=LKF9K: ^9'59(MXMZ2H8P"B\$ +MY'(JS!7IM1TFYU>QCL,:POVEI+ <^8S>2+NEB5\$R7*# V MCDG/(Q7.^?#?@?P ?WLWAS2].L,HC,.*@.,^,CH.0<#BD7POX-ETZ/#IE MCJDDNFO!#&0/W^=S2 @Y#944[L"/^M0V,>+ />EZJ&CZA+8YRJYIVE MWD5M=LT/CE, @Y.#4C%,Q%I]W'K*W=OJVA0^& (J0\N2(P3W\$S2& M/ <5&0IWCD D!XLH=&OM!LWM[:=G1&C,;('S, W,4C:EQX M6\SWEI)=:1S2V]LUC &11MA8FW!Z>)%FN@)HX.W^)7C.XM=.L ^\$,L M8 70=4 L]N# +%,R*83()!D,QC&".>W6JNC>/O&'C" #3= ETFUL8],M)IH6 ML[IO-S,RJDRDD ,=N#GU >@:,X9#Z7#90Z7IFC6T G< :?RR \$F92NX' M+\$/C0Q5RPT'PKICVJQIUC.PMI4J"Y2\%:3J&CZ? M)9WCR&!2H@+\$C\$C@?,<'4\$JB>U=E69#J5C<6=Q'<8BDV[&<% ^1D8SC,:F3 M4 +.1Y%2Y0F+[XSC: G(16EV\$FNY; BK"\5?B]+ = (O_0Q6DEY.R2*L=Q\$ M[2H"21U'X5F^*O^1>E ZZ1? H8HA[2]1/X69'B#Q1>;KT.DV,,YHC* MTDP)&., \$50,QAKR P6/ ?M P#XJJ? BW DH,A UYM ,5G25Z="C"44Y(X* M)6<-19L XXU? \EE8]^W /BJA,Q[KZ \L,^+X? P"!K"DI\5DZUVK" MT? Y3E>)JJS6^-(7B!?\ EWL/^' /BJB,XD^(% Y=, # OE BJV>2JLG0UL ML'0?V3 XFM =8WQ\0+ P N=A WR \V43? %,Q O\ RXV' ?+ /Q5<,)5 M63IGJP.?V?S,GBZWAQU2?C7(5N=0%G%!(B (RN&P N?WJ9OC#XB7 F&Z M?^3.. <))TJ)TK3ZAAWO"S+ZY76TOR/06^,WB)? F%Z? P"/ P" 1 \, MO\$2 \PK3 P#Q P#QKSE^E5).J6LOPK^S^9F\? B/YOR/2V^,7B)?^81I C ^ M OM>/ \$2 P#, &T \W QKR^2JDE, +*^ L B90,,1 ^1ZLWQ]2+ _P P73_S M? &HF :\$12+ _P/3C P \&O)).E5)*U64X5 8 %F,S+\$S @CUB^/WB" MYLY[5M#T]5FC:,L&? (&/60 ./&GC*)93V4M[06YM(1" HBR=P R< 2L.2J MLC2MZ66X6G)2C&S7FSFJX[\$3BXRE=/T= /@ \8/L,V_A/Q7=9MSB.SOI#_J M2 SZ>A[= #7THK,ESU'M7YYPVES? WD5C96[W S.PCCBC7+.QZ "OMGX:Z'XA M/>!,/3\$NH?,+Z ?KY*JH]W\6/60FLXPE&C)5*,LW]G4?093BJM: +A 72Z_ MH=S1117SY[X4444)6%< P#(6^%XS P#H<=,M85S ,CQ8? \7C/ _AQ MTX=?0F6Q04444B@HHHH **** "BBB@ KEK'QEX=U+QAJ7A&RU2.76=,C66ZM M0#" &IQ@YQ@ >& <=,BMVXD:&VDE6%IW1"RQKC+D#H,]S7S? H_PZ^+ &FZOI/C& M&GW Q?75TVH.?!"LN8H[P8,?*6VN(1\#IMXS1U ^B+[5M,TS3IM1U#4(+: MS@C,TDTD@"J@ZL3Z58ANK:.*&2&9'2==\9# #YQC.1ZU[NP #OQ]K7AP>] \ M(RP1Z=X1NM(1YKQ'2[NA*KOL,D [<@G]<5>O/AYXNN 2@ CX+N,6XF@L!HM M] .01?#BQ >=&R!N] =# <%SR1ZT@FB8C,(IW9VX(YQUKYQ7 MPXTF\96UXNAW,FHRW=E=6?B7[?L33[\$C\RV:.< *XVX(:=DGBI=+ + \$! MM1TG0[WPO>6UEI)UI&U&+4(U^T : YB,?)* > R1P>U#T\$?1,\$ ^A@ K>9Y'E@,4W)Y\,= ^SG <= \% #7BKPV^ MMV^M6DD.C2+ +.2Z1([EW52'WK&S(>WSCI,13?!MKXT(\^7X)F!KJ5HNIS M77JN&ZB6!HI)6D\PJ?G\T!L8QVZT=0ZJ.K.QINBZ3?:H TL I8Q& X?KY: M 9)('2JFF^)!"U\U&WL=02233C&+K.5\$1D0.F2>.5(?VF?#Q#,>,UO M/[49=3N= OK=KC[1"8 5>5LQ? Q,B0,8+,:=O3C :K #SQ9U<1 [/7 ^:C.?XBM MXK?4X(BDD<+ %E4,CMZD\<9&3@ \V#T)04444# "BBB@ HHHH B[FL35/\^1F MT' KI Z+K; (QJ 4 Y&?0^NDW HNJA\7R?Y\$2V^X,X? ^0AXA ["/ M" M&G/HMO)>7EU, QD- SLPA^ZA48!QG!.>?:L03[76]M7UVV.I16T7V &QX YSY\$ M7.XQ^ 2S>%U=V>& ,1:1Y,"/CYGW8X(/U_PJY)@ \2?]!V#_P !1_C1@ \2 M?]!V#_P% ^ .[F7)?(7 +^4S8 "+10B./5.2H5F.) (PH\7^R/13[?PI#? M)92?/V9(U(P5W[!+@X#8)YR#5 P" P^)? ^@Y! X#_!H^P^)O^@W! P" MH QJN.3^TOZ^17+ 'L_G\QSF>"2XW65Q- Y\T)3)9N. V>%X'& /QJA)X/2% M M20N#EI&CRS?, .A'0 +SG@5H 8/\$O '\$8/ 4?XT?8O\$W 0=A P# 0?XT M)M,27]? (3C%{HS)O!NZ)8X]2,8\$*0G\$?JU N[AASWJ 8 ^'ULK.2[07\R P, MVW&Q2N/"<Z7:?:7(MEMXC&62+ [Y*A=W!&#Q[U? !V(9HJ]2(9'9C9FBSS% M2 <<]HC>4E>2W!VC%V1?UCPC,ZSJB,GJNN+6 M= (- =,2"/QJB? A-\$>NO7W 'S P# \$UK 8? \$G \$! /- 4?XT![#XF P" @ MY! X"C &J4I15E(3C&3NXP&?AU,CKKE] P!Q \Q /PVM#UUR * / .)K M>^P^)O\H.0?^ H_Q!L'B, *#T" @*A:OVD Y P \A>SA *WJ?S G_D3[&G)^1Y]!+1],F M\07]@^K7WE00Q.N FIJNM0!Q! M!N,[*.1^],7V'Q+ T'8A P% ^ 5/\$5D)])U)C11 ?!^1Q1^" ^A'KJ5 ^ M?: X4P !P^W74M0 [Z7 KN/L/B; H 0?@ A/L/B; H P?^ @ QJ?K M, ^?0]A1 D_!# 'X'>&SUU34/ ^ E P *8? @3X9,KJ6H?]!+ (5W0V'Q+ T' M(A P% ^ ^P^) /@Y# . H P . /K=?^=C^KT?Y%]R.!/P%+ 'KJ&H J]K M (4P- #PFW74 1 [[7 "O0OL/B, *#L' @*A.3[#XF P" @#[X"C &K^N8 MC GX 0%]6H R+[D>7.G!?"=K15WU\ZGHN MGZ&MU=W&HPHPC,YF=V4' J.^C]8LO\$"Z?M)K<#*+ =C!D,3[US&H .^ M'8M\$1ZYJUG! <2K%9V]U9AC#O3USP.,\$UUX,XBG)2<^,5Z:ZZ>ARUL'1G% MQ4%SLNY7^%PIM0!MJNL:O&EQKZ\MU6V4_P+ [^I <= ?7.YY,/Q4@9>M MV4@BU!!YT !]XD P" @Y! X"C &N&O.5:HZE2,?K_D=U*\$4%&G&R1O45A M?V? XD_Z#L' @*A &C^S \$G \$8/ 4?XT?V?X ME Z#L' @*A &CD7[R ' (+OL,M%87]G^) /@! X"C !H L Q) P!V#_ P M% ^ (OYE ^ /0KOL,M9]UINGWL\4U\8V]S+ =T3RQ*[1GU!(XJE 9 B3 H,P M?^ H P / /A2? 0=@ \!1 C1R+ ^9?C D%WV- VBL+ ^S \$O \$8/ 4?XT? MV?XE P" @! X"C &CD7[R ' ""=]C=HK" L P 2 P#0=@ \!1 C1 9 B7 H M,P?^ H_QHY%, OQ R" [&[16% 9 B7 H,P?^ H_QH L Q+ T'8/ %' ^ (MOYE ^ /07?8W.*PO[A2]!V#_ P !1 C1 9 B7 H,P?@ @*A.:1?S+ \?@N^ MQNT5A?V?XE Z#L' ("C &C^S \$O 0=@ P# 4?XT'XO>& A_K,E#>V2Z5]TU0]MNI- =28Z1@ #YCUX],O3[KXQ> K..TC?4H(FU%XLD5K)J1,RA9R!NU@0< M!IZO)QJ=SJ,T?B!XO- U0:09I,I*MM/Y81PP/ ^L5@!P>E.D^\$]LJA>6JZP MZFZT5M(D=(=\$09.4R +M^ .3TJD [6? BYHUMX90M8T*WDU"6R0(K. =+A7MTM _M, &5ED)4D18YW 'K3[#XJ.6GANSU3Q!&L\$M!)\$8'E37)W/POUW2]2T*3 M0M8D% ^ JSZA?:E%;1);LUL8QM@X7:< #)YS3 Z.3XL>&T)O .#.*NEMJCW M(5S(BB81%2FW@ACR,Y'I4@^*W@K^P[G4FO,F,6UPEJUO):2+ .CKN0+&1N;* MY((UCM& ,^Q,C3UURX9[G3I+*9HU+2227 G>7'0988QTQ5SQ!)!,7-5 MU#5AK#V]/(2M/ M +D,W# \$@#(. # GH>@V6FLL5W).Y,[0T" M(2Y.2P &%Y)*Z2F S^*L+Q9 R+TO 72+ P!#%,O\587BS D7I? K1% Z&** M?Q+U(PLKZUXHCT?4,>Q6U>YFF1I,&"A5& /7ZU0,QTZ \P= ^ RUF> / ^1VL M?^ O P#T(5C2=Z)&C0A.*E)%6KSA)J)U+>/]O\ S!W . RU?B!MZZ/) W M^6N0DZU5DZUUK!TNQS/%5.YV1^)2+ S!)? O\ M1 \4(U_Y@O7P[= ?U* <>JD ME6LIP[Z/R'F ,O^!4?CMIH P"9=O/^ J5\$WQ\TM>OAR] [^17A]!J]JR52R MC#OH O,WF.([K(CW90V@=)7-)EV^ [^1 C4,?M#:O # +5 P#] 8 .\."> MJLG2M%D^?1 >2[SQ'=?>[ZA ^T%H]UIES: + XM <%\1?B? M8^ /!^FZ%:Z3<6DEFZ,TDKJ5,:N#C%>=254DKM19 AZ,F /20JKX" W'BZ,P_ J09.CK@,)+CS20 >>Z#L3[J]V.LOIT?WM i7 MW7^1Z^58V=3]U 7ML \,JMHHHHKY@^C"BBB@!P,K_D>+ #_KQG_#CK>K!NO M^1XL/^O&? T..G'KZ\$RV- ^BBBD4%5IHGX87FF=8XT!9G8X [D]JALM2L 2 MA,VG7MO>1 [2\JRW#Z9!H O=ZYQ9J=QH?@O6M6LU1KFRLY,B- 9!E2RH2,@ M=N*V.B:1XUD4O'CG^) U#219M]K>0M, RM"XR%=<!'! MI.]G8.M=7"/ _OQTU#,]JXFU#2M>T:2%U&>

XPM/\$D>O.:=7IB6)8C8@ %N.WY*D#KP M/RKSXKA>(OBYX#\3RZ5>>, 0EM9,R6ES\H\$T? ?/WAT(J?PKL_V6?N>)O^V' M_L>P-/ +?C[PQ+IJB.=?WEK!BEHOBKP))X@OKF*PGT^/ M_B8Q,V!"0/0#_9;M^745CC,&H 5*6L9=C7#8G3V=7XD='XW\8Z7X)*W.N.D MV2@VPPJ?FFD/1_4]ADU\|F6WQ0^*WBCQ0E8H^OW8N[^?\$_I,A0B9/W1QPH< M]ADUF \$SX@.A\10%AN%61 .@8Q6%H.2%)^1W=N/T'.OH,X+ "I!^CKKNL0 M Z->RK>HDY2V3,G4J8FMRTW.*ZB \$" ,Q9X^ M!+R_XDNKG7(Y?.O^ V6<,E7CA>P|U\0%,XH7\$HB@.6.G (>B1JK\$ @%KZ M8 .% P"2 :AZ?(/ 1@KY[^ ? .) ZYS ^BFK?JG]6G4E! IMI>1CBW-5 MHTXR.3LBI PLCXO?IS60^ ' P!A1 PL,XP?|!W6 P#OO \85ZY\0/BIX \ M.>.M3T32? #\%Q96SJLO^* \$&B.S)XJO,N[EAG18C=)M*@J2<<#VK MVEOH*XCX8^) 9\6>IK?6=LUL[V261&C2 HP K8!PW =QMKQJ[05EHEY+8]> MBK4UK?U%[5\K?'+XH>(/,QN?#?AO6)J.MK& ?/.W;TDK?_06ZX (&/7?3. MK,E,Z3HUYJ5TP2"UA>9R>,1FO@!SJ/C,QX2,O?Q>|9YPSO_3/Z5WY,AHU) MRJ5%I%`%CZTH14(/5CT5\#?BQ>>(II/"? BJ\ 4E!DL[F0 .HZHV.K#W& M?2OH3Y_//5] +U[P#XV>SF9[34] G#QS1Y<<NI@C.KZKTCXU: +< "27QA M? %5OK1?(GLU;# V?<^E>)OB';Z'XDUJ?4+4 MPT2&Y,<8YL94@]><,>XKRY5\1?SCQ^ .MWJ^JW')_A0^2*OY 54O[4O!C M>.T=JE_I%Y@.O&61LAA[! /XUVPP=* %TW9S.N/&% GT&W_K(M=8AU[X?C6K?BO=, /P MQVS&21^!R^*^" A^0I: P#75?YBN3 4H.5.>*,77.5V8^Z1CJ.V_P%"%+ H5[P F_QK6,^9*481L_? Y&,HR\ZJ|ESI[02LR7, U_P7CG.*YWXH? \$CQUHQ2UW3 M +|47E19VPG*&/M0;5.!Q[U%`_B%XN< CJL'B32HK*UBC>(I;0%N)) M!^3GI7SC\8?^2P>)A_KX' * M+ "PC4Q\$E**5ELM457E%&/+)N[WV9%`_M2OBU")? \$&L2QMT=(MP/XA.MBJ=.I*/LUH[&#]#)P4N=ZH^ #O[0WCS2+A%U.2W MUNV!PZ3QB.3\&4#!^H ?3/@? QUHOCSP/FK:/(RD'9/R?ZR! P"ZW]#T-> MM(>#?UGH|CXHL>&SU.2X\B3RE" .%*DY('4C'7WKE/V.[Z[A^)5W8Q.? LU_MQ8NTJJB59=I 4_G5U.5&O1=:\$>5HSIUJE"JJ,WS)E?XE?SKQYH_Q,U_3M \4 M7EK:07)2*% NU!@<#BOHCX.ZM>:E*M\$UC6+QI[F6W.2:>4@X9N2>G05\|D M%\$ DK_B3_K,^0KV^OKS3 V.89,)F5Y+5869>H1YJK?H2*UJX,J 123DT MK^J)I5Y*M R,2?YF7X_,EAOYM- #VLYZ^E>9'XM M?%C4I&EM_ \$6H.,=MH%VK WRM8WPYT3?SCQ\$T;1]4?9W\$W|Q' V%?WE&>'[G&I3IB\G0\|V9 M@! O,.OH/<B.W<3T/UXX3 MX1_ #O'6KR7VJ.H/#]BWJ \JNQ(JYX))JT&O!?@ M7/5/^\$BLH_607=&7M4Q,SNW- U!&TA MJ/S/8U[VW0UX56C*C4=>Z/8I5 M8U8*<3X>10?%3XA6WB05,:#Q9>QPQ7DL:< N%4.0!T]*^Q/"MQ<7G@W1KNZD M,L\UG#))(W5F* DFO@CQ/_R.FM?]TW_*,?>G@O_D0M_Z\(/_ \$6*[<92 MA"G!QBD<6\$J3E4FI.YT=%%%>8>H%%% 'CWQF^&+^ /!@O+VIK6GAO)#G-G M0]8R>QSR#Z_60E[1M]>.:?"WQ+*,7S)(OON3VMU%DH'9E!H1^!K!@U3Q9X M=T2X%|JVJ1VLY7>\$96)QZ\N>U/QA\|J71/6+2[X,EBNH#)D>P9:\|BVW M2A[!FCV/KX15)>T@^61X0G[3GC, (!)HNCNW=@LHS^&^G_/#3 C# * 6 MD? D3_XJ06,30@,J6H16=GHFB37,[,8XUM" Q].F*=J7AWX&Z3JDNEZEHV MAV|[\$%.2\$V^64\$9!.!W%:>WPW /O2?88C^OCCXA?E1\3 JA2X]&M7UEH]Q& #^H VAH<6E.?=[2G MG06[*VT]1G,4EMX?^\$/BK6,E[?1](U+49BUQ,QMSN"=+!?? SPQHNJ7 U,P+!#TTP7=N\+0S9VR#/4\$=5/J#7UA\ (-B9X,U[1K?0=/LK M?P J,(Y!Z@*DA[M&?XOH?F^O6NCU&1^% C:^L/4ET[6+G=LMUGMV9@3V!(MXI(/ GPMM_ \$BZ7,>J)AU>*(7.Q1Q!9\$3=@,=17,B9\Z M\$?E@F_ZX?Y&L[P+/.\$/@'PT= #TW2]NH#.T^XW[LL M, <#^&OK_6/ /@I[Q!J|H:WXSZQX^#>@O: +K7A_0#[7Y4)GA"AV M]!J^;"? X.LH=!/NE\$'D\$0#F1JOA_Y/Q+^KUOYC"??\$ZU%`^K/5)%CD MU?4=6M+4@NR@EC_L+C>!7RCH.B^ (OB7X[%" (JuJ_ *9KFZDY:\$Y^9VJA MZ?0"OMC5? /@S6IXI\|8.6\|#\$.L,,31[MB+T4>@%,&Z X'LK2,4O!6FZ?, MP3L8I)K, +O*,05)JCFBCBH4*#JEF8?SD@' 7@?CE?0&I>*O#FBR" M5M())EZ?:Z?5?ZCL? K76W%GX"^(50\$UQ'7B%,>7.V4Q9Z=5SC05>#P_MI_".N.=<6^C.9I.I74IALWCCV/(Y*KCVKJXKN& (I*,X^NIA1PLZ 1RA+ MW7T// VH/^2?Z1_V\$Q_Z*DKSO]FG DIEW_UX/ Z\$M?4.O>&J#36<=CKVEV^ MHP1/YB1W",@K8(R/?!.5=-%\^\$?#MZUJH?A^RT^Y9#&98(@K%3VJ:>+C#&NC M,5W%/"REB%5OHCIZ^6OVO\ D,>O^N\$W_H2UJ,WNH66G6K7=>0VENOWI9Y M BC\3Q7 :JWPD[3R0R:]I6K- "L,RQF4*#UPO_5AA_ZH554.O8Z<31=.FX_MV/ /V6?N^)O^V_+/7TM7GGA>^%FBW\$MMX6N)TZ_Z*AXXB(6E(Z< C/4 MUZ1BJZQ%.51*UPP)T::@WL>2?P^/ ^VZ?&L>OV2\$V[/.7J8FACV M/U?&LAOK! JPD.UJQ/E7\$))7)4=8>Q'0JZ_0K50\$WA_0JJZQK_19.WW8Y9_M0^Z+U/Y5P.I^X*ZUK(UC5+?2KK4,AC,\#Y(K? VM.MY%Z?_B/ 0?S]_*^G.Y 1?SWA[7] MM %U!+EH\$#,B*R[5Z#J!4^ (%DUE)#+ +0B74T7>;5SMHY2.RA1C1@H1//VA?^2.:A_P?* \$ HP5\G^# %EJX+4VWB#3]>"XN+=75 M8Y\ [#N4JOO?6 %TGQ!HSZ;K5C#?V,D,T,R(E)!R#BN6N/A?+|6VDN, MKPCHT,\$[GDDA554>I]Z5W8/&TZ %TJD6[W_!./X2=6HJD96L>#? #3GC M#_H Z3_Y\\$ \BJ/^&G%G_0!TC_R) \>5!,?P]^\\$^M6" WVE^% (NK9R0L] MVWRMCT)(Q5)OAA 41G,P,I(4#)/V<<"I]OA_Y"?J^(- G,X. \$?5OB)IN MJW&K6 I:M9RI&@MMV"!&I.X.GTKUBN6\|7X.L] JX+M,*[3[T(C)9KM24J2_MN?PY%-3_UP591E4. L>& [8^))U::/=:Z1 9LD<>8WRI_?^ U]ZQH_@7Q= MKC:3K=A8:MJ6GQ"0P3IO%:Z'VJ2RTKP7X"LYYK.WTWP_7# #S!%6%7(SCD M)3R. [*6+C3H2I16KZG/"RJ5E4D%T.%^ WPU_X33P[&QI4&=,TQ2R!1S< M1=6C]SW'OD=Z^."74&,[@ W^*^ T]:^ ? ^%B>">WB" W8>JAB#^ (%< 8.7!:= M5#5+*UT?.6F?S!G"R, 7<(SC)\|9K,"9BZ,3DKKH9U#[6%?V?4P0@7- M/^\$3VCQ#JUOMUG4HP0C#FVA/(7V8\\$_@.U>4 M&>?I,?V\VNQ[8 4@^8@ M<>:GRM^FTU:7M]Z,IT^H7TRVJK_QF221^B*!DDUE.EH?A?QII=I+JFCV>L M6>!/F5_ZX8?>U%84\7.%9U9.WW- IX6,J/LXZ6/!@/XF_M/X5.SX?F=< M6LFP\$Y/E2*Q! CP8?E7RW#^T Q\H!9#/# 'VK] M&(\$^\$?#[W#Z'X?LK!KF/ MRIC# M1Q/0^HKF_&?!WP # # K7AW1,%)WN,R0??,&<#?%,T,3IU)R47 M:5G)G_ 5P52I"\$7>Z>*+^TSXNCC5\H.DD* A EI_51_PTQXP_P"#! M)\$ ^*KU?^R_@) T"!\$ \!6^)JS8^?@3J5RMK.:? X:=X,A8G149OH&P3^% M'UC#_P CXE_5\1_/.?0=0TC3[:WECD)?^OD?^@+7V+I?@/P1X:N_6TCP[H^G7*-\$,05E7//TK&U#PQ\ M+==T^X\,:AH^DWMK &_F74)(MP=5&"Q/MC)*&,IT: SJ0BTFK6"KA*E2DH2E M=WN??. A/X[>?"A>SVV.CZ_<6JH59)M^XY/ & QWK?_<40%2\$T/1U;ML2)3C_QZO_M+^OPEUK3X\0TKPQH=]R? =EAB5E/^!JTE^\$ P.%?^\$ TK-M(),&B5?#2DY2@|OS%#8B*45/0^>|3>/B=XAA6\,:5+K[MO9VD1V1@G^ M%!^&2?Q_?2?P5^%|QX#TNXU36@O]LWZA6C4Y%O&.0F>[\$\G'H!7HFEP>\$]U M2,P_H=K1JA>PPK().VT*QE8RH+OMKVR>&3'49N1[@\ A3_07X'ZQJ,^I.A:Z>7=PV^2= [=G,A]!X8/[0/#]],1H/W=O_0QJCO@*VNH?@3?3& M>XTW09&Y+K9XW? B%YI_7*=6*5_.UU_JDZH_V7\!/^@7HC @*W_Q_NF #?X6ZG80_MZAI_A/2I[4,HY%M\!L"?W%8>TH_P H[*M_,8 Q2^*D@?PO!JCV/K^I0A MK:\$\B(\$#?"> M_ \$CQJ+_*221YG,]J>O\WE(3\SL>Y/8=S7V MCJWP_P#!>MWOV[5_#5E?7&U4R. +<=H& /H!5W1_#?AGPE.W3:J GI,#_O) MSI!\$#_1U/T&.T18J%&FXPC[SZDSPLZM1,I+W5T.01 #62]^MMX),ZL/#^ MF(OESD0>8Z|P3N'4L>_P!*_S_X98G_ ARC_!ROH?\$.BMXUUC?@9]CBNBMHUUH)2C[RZG_2 MPDZ 1N,O=20^O% (YZW_U_3\ HPUZG1[1CBO2='LM,AT/2I[(2%(%9_, MRP50_3AO.O?9!_ "NQ\W4M>VZ).^:Y=YK153>QY)))/KGQI?P#QQI>AL/4 M6S\$?GBM)8NC4BH(MV(6\$J0DW3E.YY_ , /> /@'T_D3_*KT+X1_ MOB!XINM*U33+&UBBMC,&M]^XD,CDGCFMBQV_ S4+Z&QL=\$T2.YF;,&+4@ ML?Q% =MHG@GPCX.O'O- !T&RTZ=+2WB"DKUQ^E85*U&4'&+\$+/N;4Z_,TYR_MNCIZ*7FBN]:54G.T\$^XKS'Q&J\ "!"M&/L YV_V:J0KE, [P_9W_B73?& MEPRQQ1*1L8.,/ & H#J_B@Y" @Z5Y1H.F#X_>/6AA6.9,"R*(S,0S> M7P,X/K7K-<1=> EE\6ZAXJT_P

1:CI=YJ\$4<4T_6O[1\6T%WYY<]P?D7%9G_B.M\0\,S.M_P!\0\Q%7'T'4=N6NK0Q1J&J1E_ODW"QA0?
7Y5!S0!P'@^TM/\$'Q!\6Z_MAXH1+O6+OC,V=K<89,2VQE'1#P_W4MBO7Q'&!@(^H'TKF=8)VZ+X@U!=0GBF
ML]4MSY<>H64IAG4>FX=1[('A#_A#]84!8 'NMA?]H0L?SV4 ==L4'.T?E7EX M+#[JINY**&8>&4P"
<9/GM70.7H6J1SQ:A_XNU6ZBB,+O#MGXJTB#2[Z..&** M>�D9+(V.0.>*.9^)EK,7OC?
X=VMY,QW%O+J,R212J&5P8NA!ZU??POXA M)N,CP+=BYTXUC2M6NI9DET.9KB%4 M(PY9,\$_QTKJ* .4V>+UZZ?
36673 9A'[(3+U?+G3W Z.O^TN17GO@NU3 M3?V==50M%C+ZC_U\5%])%211)JEJ3_W[BZA8QSP M-
>1ORIJMX+6?A703X>L[B>YBBDED/VX(+L7I M,D^9*FCG,8I&/5C&P*Y]P!4 "(ZU T/VL \P !%) %JOT 1]@5.2
MJ6/BB"ZACL9K<,9+IF>NP<*GX"IO%7A&W\53Z?)J U87&D7' MVFWEMMN0^W.X\$4=917(?) "(ZW_P!#]K/
'Q#_P#\$4W3_U2#58)IO%>J MW<<;F@F\$6R3CH<#^M'+?:VOB+XV^(K?Q0JW#Z5'=)LKA&
M=_QCG%>JK%&JA5C50.@"US?B7POHFL/927UJZW<<@6"MI##/#_NNO./I4" M^#]75=L7CS7
G8/Y+G|RF30!L.IH^CZQITEEK&G6]W:L#N2;:\$>OM]17G7@ M/4M8C>*ETJ_74K?2[JZAT6.7+&6%>4 G[P#9
/MBNFD\IJD)AUWQ_K6J M6IX:U>X\$44@]&\$84L/-79V_HMI#8V O',6T2A(XHE"J@'8 4 >??!"2)% ME%6'B*/R[6-
03S,Z_FQ),TWA.%CR_IXV\8Q703W_C+F1(/">GRPAB\$=M3_MVEAV)'E%4+KP,I(U^N'CO!=!NFC^9]
F|M)V]7C(*\$^,U=X1'6 ^A^U MG_OB' XB@"@/&>L6/C?1/#.M>&8+>8\$IBFM[WS@OEKN.1L6M_Q!X7T?Q/9K
M;Z09B5HSNAG0E)H&_O(XY4_2L2W\!C_A*)A1ZEXCU+4[G2A]Y"3^6%>= < G M:HKNJ
/*=5\0>+OAO%,1.EM5.;>3K9V5PSB&ZCE; Q)> KKP?G&#ZBM.V\MW^N7,>H^/[Q-
1=6#Q.3,Y6R@/49!YE8>K<>@J_KGA^Q\206E\TL"Z?=P.A& M8B,ETS@'Z<.=K9KK [4]>?] CIW @V/ M_P:I/!^AV?
A/2[?PK8R33P6>[.,P威MN8L*9 4 ML8K&Y_LJVS%/%YR@9X.[,Y4G@FSM/\$'C_Q9J7B2+O7_U VJK,7'SBTM<
MQM&IX&[GYN^*[.U.V=GX\U'Q0DTS7= "#'9O&2_BJC0CC.?Q1 6\Z+KVJC4 M18YK+5+90*CO[*4PSA?H8?>'LW-
&A"3^>RJ@VV>K%U1.UJNM MP1R%/LMU.%@8^K(@4]#D4 <,IFHZIJC[NNW&JSRW)6Q08K>YF'SSP*&,\$.G
M/4D=^*](?"?DZ\ 8.M_18JWJV@V>K>&[WPV^>SN[9K8^2 I1"NWY>
MPP*YZP\#ZEI]G!]GXYUF.VMHUBB3,"=JJ, ?<!]!0!W=>:\$SGQ/V,C/_\\$]M3_T UM \CKG_0_ZS_WQ! \\$4_Q_X
A\16ND/<.M>6]Q1,PN8;B';O+A<9. M01[J* .K.M/[B_E6/K.AZ_K>ER6>M6 M=VC*=PF484>H\)]Q65_PB.M_P#0 M :S-
10_P#Q%5I_.H!(?B/6=8MG^]RW BA?V98PNX>Q.*.>^]>W M?PWUV.:ZEOM/M;B[MM.NY6W ;+D(<_Q#L#6?I/_
":) V!KC^,UZTNEV<>MDMI50"EM:^485CA4*\$4C& .U8%OX+TVU^&S>!TN+@V!M7L_)'F,6SD],9Y] M*.?TOP.O_-
Z/KOA .,P_K3V,#2 \$NZWNCY8_UT71O]X8, WK3L?"NGWT6C M^K.:#?2 LANPVZRNS_L2?
PG_9?^M=3IU'INFV^FPDM%.0I\$1,0J@#/Y5 M/?.29.18RV.HVL5W,2#:>4R!E8>X '.:80?
VB]=8<@Z%,D'U>&LSP1.6GB M'X@>+ =1\21)=.WIFH ,6MMF75_MXWCVXMUMIY?,2! V[.A/S 9Z DX[5>UCP?
HNO:BFI2K/9.1,MY4= 92F&<+ M '2P^V8Y% %K4KKQ+,WOEZ3X=LKVVV@B66^]EL]QM\MOYUSGB+QKXD*Z= M8UCPC: +.) +\$Q@U+>X+L%&_!Y8[GUK6_X1#657.OCW6]O^T(2?SV5GZO\9M= ML/.UCQE%W_(DC1,(0&*L&1/44
A<^\$,SQ) H>I.?,PXT:Z^U1VEXI: MWN,C&'QT(!!Q5T:AXZ"@"PAI9/J 4(' HJM?6)O 3ABBL]*'>^M,>6U>= [6XMY@
\$R'#H<<"J*J_X/ UAE*R^/M<*J\$]E# ^!"9%9 M^IZ,9^\$/A3K]MX=62S, C=S+ YA:4RF,GS"QY+9YS[4
>@UG:] R+6J?]>DO M_H!J'P('X7TJ..X>XE%K%OFDY:1M@RQJ|R>:NWENEY9SV HV(ZX(Q_ M6@#QZW_Y \$?_+
G|S6_I @=5T'2]<\(7Y\Q)9PM(8EW6UT=@ P!=%T/^ M, [UMQ^] B^&0#BXN#8?
939^/2,VGOTQC*Z.SM8]TV*QBRT=K"1.L.EN MI"C_S^5 '(6'CJ2SO8M)<6!]@.C(VR*XW,K*/ /_ \$SE[' 9,!^M5M)Y :_ M2\$<@Z/X/_FKNK[3;5,&6QU*UBN[.4;7BE0,K#Z&N8\,_W2?"VOW^K;:> M7KB[A2W6WN)?,2!%)(5"?FQSP"3B@#E?
MG:>(?&_BO5?D:76O:=J+VL%O< MC<+.V^K,G@,ASN'6O6O+C ^XOY5RFL>\$_=%UZAU.1+ BPU2_O*2_L9C#.%.
MNEAJX>S_BF \(?K" @*OCW6]ON(2?SV4 ==L4'(4_2G5QNFZ#JD*P.E-XNU6 M[C3YFMIA%L?
V.\$!K.^RS_P!N^4/[1N/(*_9_L?R^4&SGS.F=W,KB@#8HHHH "-]D! end