

[illegible]

Pursuant to Section 1(b) of the Act:

The registrant indicates by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

☒ Yes ☐ No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company.

☐ Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

The registrant had outstanding 32,916,647 shares of common stock, par value \$0.0001 per share, as of October 25, 2024.

INFORMATION RELATING TO FORWARD-LOOKING STATEMENTS

In addition to historical information, this Quarterly Report on Form 10-Q contains statements relating to our future results (including certain projections and business trends) that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995, and are subject to the risks created by those sections. Forward-looking statements consist of statements that are predictive in nature, depend upon or refer to future events. Words such as "expect," "anticipate," "intend," "plan," "believe," "estimate," "suggest," "appear," "seek," "will," "could," and variations of such words and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. These factors include, but are not limited to, the following: the overall macroeconomic environment, including increased inflation and interest rates; demand for healthcare services that we provide, both nationally and in the regions in which we operate; our ability to attract and retain qualified nurses, physicians and other healthcare personnel; costs and availability of short-term housing for our travel healthcare professionals; the functioning of our information systems; the effect of cyber security risks and cyber incidents on our business; the effect of existing or future government regulation and federal and state legislative and enforcement initiatives on our business, including data privacy and protection laws, social, ethical, and security issues relating to the use of artificial intelligence; our customers' ability to pay us for our services; our ability to successfully implement our acquisition and development strategies, including our ability to successfully integrate acquired businesses and realize synergies from such acquisitions; the effect of liabilities and other claims asserted against us, the effect of competition in the markets we serve; our ability to successfully defend the Company, its subsidiaries, and its officers and directors on the merits of any lawsuit or determine its potential liability, if any, and other factors, including, without limitation, the risk factors set forth in Item 1A. Risk Factors of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 (2023 Form 10-K), as filed and updated in our subsequent Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission (SEC). Although we believe that these statements are based upon reasonable assumptions, we cannot guarantee future results and readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's opinions only as of the date of this filing. There can be no assurance that (i) A we have correctly measured or identified all of the factors affecting our business or the extent of these factors' likely impact, (ii) A the available information with respect to these factors on which such analysis is based is complete or accurate, (iii) A such analysis is correct or (iv) A our strategy, which is based in part on this analysis, will be successful. Except as may be required by law, the Company undertakes no obligation to update or revise forward-looking statements. All references to "the Company," "we," "our," "us," "CCHHC," "Cross Country Healthcare, Inc." or "CROSS COUNTRY HEALTHCARE, INC." INDEX FORM 10-Q September 30, 2024 PAGE PART I. FINANCIAL INFORMATION Item 1. Condensed Consolidated Financial Statements

Cross Country Healthcare, Inc. CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)	September 30, 2024	December 31, 2023
Assets	\$64,021A	\$17,094B
Current assets	\$64,021A	\$17,094B
Cash and cash equivalents	\$10,128A	\$8,620A
Prepaid expenses	\$4,554A	\$7,681A
Insurance recovery receivable	\$12,029A	\$9,097A
Other current assets	\$794A	\$2,031A
Total current assets	\$336,586A	\$416,875A
Property and equipment, net of accumulated depreciation	\$20,792A	\$20,792A
Goodwill	\$135,430A	\$135,430A
Intangible assets, net	\$4,453A	\$54,468A
Deferred tax assets	\$9,038A	\$9,799A
Operating lease right-of-use asset	\$1,812A	\$25,714A
Cloud computing	\$9,735A	\$9,735A
Other assets	\$6,694A	\$6,673A
Total Assets	\$597,423A	\$681,064A
Liabilities and Stockholders' Equity		
Accounts payable and accrued expenses	\$58,436A	\$92,822A
Accrued compensation and benefits	\$4,285A	\$2,297A
Operating lease liabilities	\$2,060A	\$2,604A
Earnout liability	\$1,000A	\$6,794A
Current liabilities	\$1,796A	\$1,559A
Total current liabilities	\$120,677A	\$156,076A
Long-term debt	\$34,893A	\$34,853A
Earnout liability	\$5,000A	\$11,169A
Uncertain tax positions	\$10,603A	\$10,603A
Other long-term liabilities	\$6,454A	\$21,818A
Total Liabilities	\$177,533A	\$203,496A
Stockholders' equity	\$419,890A	\$477,568A
Common stock	\$3A	\$3A
Additional paid-in capital	\$236,417A	\$236,417A
Accumulated other comprehensive income (loss)	\$13,460A	\$13,460A
Retained earnings	\$221,812A	\$221,812A
Total Stockholders' Equity	\$419,890A	\$477,568A
Total Liabilities and Stockholders' Equity	\$597,423A	\$681,064A

See accompanying notes to the condensed consolidated financial statements.

CROSS COUNTRY HEALTHCARE, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(Unaudited, amounts in thousands, except per share data)

	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2023
Revenue	\$315,119A	\$442,291A	\$1,034,064A	\$1,605,693A
Cost of revenue	\$297,627A	\$417,807A	\$1,034,064A	\$1,605,693A
Gross profit	\$17,492A	\$124,484A	-	-
Selling, general and administrative expense	\$9,984A	\$34,842A	\$1,034,064A	\$1,605,693A
Depreciation and amortization	\$4,984A	\$14,984A	\$4,984A	\$14,984A
Impairment charges	\$186A	\$719A	\$186A	\$719A
Interest expense	\$550A	\$669A	\$550A	\$669A
Loss on early extinguishment of debt	\$1,580A	\$7,508A	\$1,580A	\$7,508A
Income before taxes	\$3,899A	\$12,484A	\$3,899A	\$12,484A
Tax expense	\$834A	\$6,888A	\$834A	\$6,888A
Net income	\$3,065A	\$5,596A	\$3,065A	\$5,596A
Per share attributable to common stockholders - Basic	\$0.08A	\$0.37A	\$0.08A	\$0.37A
Diluted	\$0.08A	\$0.36A	\$0.08A	\$0.36A
Weighted average common shares outstanding	38,106A	38,106A	38,106A	38,106A

CROSS COUNTRY HEALTHCARE, INC. CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Unaudited, amounts in thousands)

	Balance at June 30, 2023	Changes during the Period	Balance at September 30, 2023
Common stock	\$3A	\$3A	\$3A
Additional paid-in capital	\$23		

unbilled accounts receivable from customers, which are classified as accounts receivable on the condensed consolidated balance sheets and are presented net of allowances for credit losses and sales allowances. Estimated revenue for the Company employeesâ€™, subcontracted employeesâ€™, and independent contractorsâ€™ time worked but not yet billed at September 30, 2024 and December 31, 2023 totaled \$67.5Â million and \$89.9Â million, respectively. The Company generally does not require collateral and mitigates its credit risk by performing credit evaluations and monitoring at-risk accounts. The allowance for credit losses is established for losses expected to be incurred on accounts receivable balances. Accounts receivable are written off against the allowance for credit losses when the Company determines amounts are no longer collectible. Judgment is required in the estimation of the allowance and the Company evaluates the collectability of its accounts receivable based on a combination of factors. The Company bases its allowance for credit losses estimates on its historical write-off experience, current conditions, an analysis of the aging of outstanding receivable and customer payment patterns, and specific reserves for customers in adverse condition adjusted for current expectations for the customers or industry. Based on the information currently available, the Company also considered expectations of future economic conditions when estimating its allowance for credit losses. The opening balance of the allowance for credit losses is reconciled to the closing balance for expected credit losses as follows: 2024 2023 (amounts in thousands) Balance at January 18, 640.4 \$ 13,058.4 Credit Loss Expense 1,290.4 9,088.4 Write-Offs, net of Recoveries (1,555) 54.4 Balance at March 31, 2019, 375.4 18,020.4 Credit Loss Expense 18,858.4 3,134.4 Write-Offs, net of Recoveries (3,201) (4,240) Balance at June 30, 2023, 032.4 16,914.4 Credit Loss Expense 1,512.4 2,355.4 Write-Offs, net of Recoveries (1,942) (1,394) Balance at September 30, 2024 30,602.4 \$ 17,875.4 In addition to the allowance for credit losses, the Company maintains a sales allowance for billing-related adjustments that may arise in the ordinary course of business and adjustments to the reserve are recorded as contra-revenue. The sales allowance balance as of September 30, 2024 and December 31, 2023 was \$0.4Â million and \$0.9Â million, respectively. The Company's contract terms typically require payment between 30 to 60 days from the date of invoice and are considered past due based on the particular negotiated contract terms. The majority of the Company's customers are healthcare systems with a significant percentage in acute-care facilities. No single customer accounted for more than 10% of the Company's revenue for the three and nine months ended September 30, 2024 and 2023, or the Company's accounts receivable balance as of September 30, 2024 and December 31, 2023. In 2023, there was an increase in credit loss expense primarily driven by a deterioration in the accounts receivable aging stemming from a single MSP customer. On May 6, 2024, the customer filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. As a result, the Company recorded an associated credit loss expense of \$19.4Â million during the quarter ended June 30, 2024. Restructuring Costs The Company considers restructuring activities to be programs whereby it fundamentally changes its operations, such as closing and consolidating facilities, reducing headcount, and realigning operations in response to changing market conditions. As a result, restructuring costs on the condensed consolidated statements of operations and comprehensive income (loss) primarily include employee termination costs and lease-related exit costs. Reconciliations of the employee termination costs and lease-related exit costs beginning and ending liability balance is presented below: Employee Termination Costs Lease-Related Exit Costs (amounts in thousands) Balance at January 1, 2024 \$ 895.4 \$ 1,184.4 Charged to restructuring 188.5 525.5 Payments (759) (218) Balance at March 31, 2024 324.4 1,491.4 Charged to restructuring 1,740.4 â€” Payments (1,787) (254) Balance at June 30, 2024 227.4 1,237.4 Charged to restructuring 634.4 â€” Payments (254) (245) Balance at September 30, 2024 657.4 \$ 992.4 Recent Accounting Pronouncements On December 14, 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires that public business entities, on an annual basis, (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than five percent of the amount computed by multiplying pretax income (or loss) by the applicable statutory income tax rate). The amendments also require that all entities disclose, on an annual basis, disaggregated information regarding income taxes paid and income tax expense. This guidance is effective for annual periods beginning after December 15, 2024. The amendments should be applied prospectively, but retrospective application is permitted. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company expects to adopt this standard for its annual report for the fiscal year ended December 31, 2025. The Company expects this ASU to only impact its disclosures with no impacts to results of operations, cash flows, and financial condition. On November 27, 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses, enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and requires certain disclosures related to the chief operating decision maker. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. Early adoption is permitted. The Company expects to adopt this standard for its fiscal year ended December 31, 2024. The Company expects this ASU to only expand its disclosures with no impacts to results of operations, cash flows, and financial condition. 83.4 A A A REVENUE RECOGNITION The Company's revenues from customer contracts are generated from temporary staffing services and other services. Revenue is disaggregated by segment in the following table. Sales and usage-based taxes are excluded from revenue. Three Months ended September 30, 2024 Nurse And Allied Staffing Physician Staffing Total Segments (amounts in thousands) Temporary Staffing Services \$ 257,035.4 \$ 47,848.4 \$ 304,883.4 Other Services \$ 7,818.4 2,418.4 10,236.4 Total \$ 264,853.4 \$ 50,266.4 \$ 315,119.4 Three Months ended September 30, 2023 Nurse And Allied Staffing Physician Staffing Total Segments (amounts in thousands) Temporary Staffing Services \$ 386,536.4 \$ 43,165.4 \$ 429,701.4 Other Services \$ 10,059.4 2,531.4 12,590.4 Total \$ 396,595.4 \$ 45,696.4 \$ 442,291.4 Nine Months ended September 30, 2024 Nurse And Allied Staffing Physician Staffing Total Segments (amounts in thousands) Temporary Staffing Services \$ 864,510.4 \$ 138,173.4 \$ 1,002,683.4 Other Services \$ 23,980.4 7,401.4 31,381.4 Total \$ 888,490.4 \$ 145,574.4 \$ 1,034,064.4 Nine Months ended September 30, 2023 Nurse And Allied Staffing Physician Staffing Total Segments Temporary Staffing Services \$ 1,437,746.4 \$ 124,477.4 \$ 1,562,223.4 Other Services \$ 36,527.4 6,943.4 43,470.4 Total \$ 1,474,273.4 \$ 131,420.4 \$ 1,605,693.4 See Note 12 - Segment Data. 4.4 A A A ACQUISITIONS HireUp On December 13, 2022, the Company purchased and acquired substantially all of the assets and assumed certain liabilities of HireUp Leadership Inc. (HireUp) for a purchase price of \$6.0Â million in cash, subject to adjustment, and \$0.8Â million in shares (or 29,811 shares) of the Company's common stock. The transaction was treated as a purchase of assets for income tax purposes. The sellers were eligible to receive up to an additional \$8.0Â million in earnout cash consideration based on HireUp's revenues and Adjusted EBITDA for each of the twelve-month periods ending on the first and second anniversaries of the first day after the closing date. Quarterly throughout 2023, and during the first quarter of 2024, the Company performed analyses using multiple updated forecasted scenarios and determined that the earnout would only be partially achieved. As a result, the Company recognized a decrease in the fair value of the related liabilities in the second and third quarters of 2023 and the first quarter of 2024. The Company paid the remaining earnout liability of \$1.7Â million in the first quarter of 2024. See Note 10 - Fair Value Measurements. Mint On October 3, 2022, the Company purchased and acquired substantially all of the assets and assumed certain liabilities of Mint Medical Physician Staffing, LP and Lotus Medical Staffing LLC (collectively, Mint) for a purchase price of \$27.0Â million in cash, subject to adjustment, and \$3.6Â million in shares (or 114,278 shares) of the Company's common stock. The transaction was treated as a purchase of assets for income tax purposes. The sellers were eligible to receive up to an additional \$10.0Â million in earnout cash consideration based on Mint's revenues and gross profit for each of the twelve-month periods ending on the first and second anniversaries of the first day of the calendar month following the closing date. In the fourth quarter of 2023, the Company performed a calculation for the first measurement period, resulting in the achievement of a \$4.9Â million earnout, which was paid in the first quarter of 2024. During the first quarter of 2024, the Company performed analyses using multiple updated forecasted scenarios and determined that the earnout for the second measurement period would only be partially achieved and, as a result, recognized a decrease in the fair value of the related liabilities. The remaining liability of \$4.1Â million is included in the current portion of earnout liability on the condensed consolidated balance sheets. See Note 10 - Fair Value Measurements. Cross Country Workforce Solutions Group (CCWSG) On June 8, 2021, the Company purchased and acquired substantially all of the assets and assumed certain liabilities of Workforce Solutions Group, Inc. (WSG) for a purchase price of \$25.0Â million in cash and \$5.0Â million in shares (or 307,730 shares) of the Company's common stock. The sellers were eligible to receive an earnout based on the business' performance through three years after the acquisition date that could provide up to an additional \$15.0Â million in cash. In the third quarter of 2022, the Company determined that the contingent consideration earnout was achieved for the 2021 through 2022 period and, as a result, the Company made a \$7.5Â million earnout payment. In the third quarter of 2023, the Company determined that the contingent consideration earnout was achieved for the 2022 through 2023 period and, as a result, the Company made the final \$7.5Â million earnout payment. 5.4 A A A COMPREHENSIVE INCOME (LOSS) A Total comprehensive income (loss) includes net income or loss and foreign currency translation adjustments, net of any related deferred taxes, and is included within the accompanying condensed consolidated statements of operations and comprehensive income (loss). Certain of the Company's foreign subsidiaries use their respective local currency as their functional currency. Assets and liabilities of these operations are translated at the exchange rates in effect on the balance sheet date. Income statement items are translated at the average exchange rates for the period. The cumulative impact of currency fluctuations related to the balance sheet translation is included in accumulated other comprehensive loss in the accompanying condensed consolidated balance sheets and was an unrealized loss of \$1.5Â million as of September 30, 2024 and December 31, 2023. The income tax impact related to components of other comprehensive income (loss) for the three and nine months ended September 30, 2024 and 2023 is included in unrealized foreign currency translation loss, net of tax in the condensed consolidated statements of operations and comprehensive income (loss). 10.6 A A A EARNINGS PER SHARE The following table sets forth the components of the numerator and denominator for the computation of the basic and diluted earnings per share: Three Months Ended Nine Months Ended September 30, September 30, 2024 2023 2024 2023 (amounts in thousands, except per share data) Numerator: Net income (loss) attributable to common stockholders - Basic and Diluted \$ 2,555.4 \$ 12,812.4 (\$ 10,803) \$ 63,593.4 Denominator: Weighted average common shares - Basic 33,016.4 34,954.4 33,728.4 35,386.4 Effect of diluted shares: A A A Share-based awards 42.4 198.4 â€” A 356.4 Weighted average common shares - Diluted 33,058.4 35,152.4 33,728.4 35,742.4 Net income (loss) per share attributable to common stockholders - Basic \$ 0.80 A 0.37 A (0.32) \$ 1.80 A Net income (loss) per share attributable to common stockholders - Diluted \$ 0.08 A 0.36 A (0.32) \$ 1.78 A (a) For the nine months ended September 30, 2024, the effect of diluted shares was not included in the weighted average share calculation due to the Company's net operating loss position. The following table represents the share-based awards that could potentially dilute net income (loss) per share attributable to common stockholders in the future that were not included in the computation of diluted net income (loss) per share attributable to common stockholders because to do so would have been anti-dilutive for the periods presented. A Three Months Ended Nine Months Ended September 30, September 30, 2024 2023 2024 2023 (amounts in thousands) Share-based awards 431.4 44.4 314.4 11.7 A A A GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS The Company had the following acquired intangible assets: A September 30, 2024 December 31, 2023 A Gross Carrying Amount Accumulated Amortization Net Carrying Amount Gross Carrying Amount Accumulated Amortization Net Carrying Amount (amounts in thousands) Intangible assets subject to amortization: Databases \$ 39,430.4 \$ 22,481.4 \$ 16,949.4 \$ 45,930.4 \$ 24,971.4 \$ 20,959.4 Customer relationships \$ 52,538.4 29,699.4 22,839.4 52,538.4 26,286.4 26,252.4 Trade names 900.4 885.4 15.4 900.4 548.4 352.4 Software 1,700.4 950.4 750.4 1,700.4 695.4 1,005.4 Other intangible assets, net \$ 94,568.4 \$ 54,015.4 \$ 40,553.4 \$ 101,068.4 \$ 52,000.4 \$ 48,568.4 Intangible assets not subject to amortization: Trade names, indefinite-lived A \$ 5,900.4 A \$ 5,900.4 As of September 30, 2024, estimated future annual amortization expense was as follows: (amounts in thousands) Years Ending December 31: 2024 \$ 2,467.4 2025 5,714.4 2026 8,362.4 2027 6,191.4 2028 4,791.4 Thereafter 9,171.4 A \$ 40,553.4 Goodwill, Trade Names, and Other Intangible Assets Impairment The Company tests reporting units' goodwill and intangible assets with indefinite lives for impairment annually during the fourth quarter and more frequently if impairment indicators exist. The Company performs quarterly qualitative assessments of significant events and circumstances, such as reporting units' historical and current results, assumptions regarding future performance, strategic initiatives and overall economic factors, and macro-economic developments, to determine the existence of potential indicators of impairment and assess if it is more likely than not that the fair value of reporting units or intangible assets is less than their carrying value. If indicators of impairments are identified a quantitative impairment test is performed. As of September 30, 2024, the Company performed a qualitative assessment of each of its reporting units and determined that it was not more likely than not that the fair value of its reporting units dropped below their carrying value. Although management believes that the Company's current estimates and assumptions utilized in its qualitative testing are reasonable and supportable, there can be no assurance that the estimates and assumptions management used for purposes of its assessment as of September 30, 2024 will prove to be accurate predictions of future performance. As of September 30, 2024, goodwill by reporting segment was: \$112.5Â million for Nurse and Allied Staffing and \$22.9Â million for Physician Staffing, for a total of \$135.4Â million. For its long-lived assets and definite-lived intangible assets, the Company reviews for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. As of September 30, 2024, the Company performed a qualitative assessment of its trade names and other intangible assets and determined it was not more likely than not that their carrying value may not be recoverable. During the nine months ended September 30, 2023, the Company wrote off an abandoned IT project, resulting in an impairment charge. 12.8 A A A DEBT The Company's debt consists of the following: September 30, 2024 December 31, 2023 A Principal Debt Issuance Costs Principal Debt Issuance Costs (amounts in thousands) Senior Secured Asset-Based Loan, interest of 6.68% and 6.99% at September 30, 2024 and December 31, 2023, respectively \$ 2,012.4 \$ 2,012.4 \$ 2,623.4 \$ 2,012.4 \$ 2,623.4 As of September 30, 2024 and December 31, 2023, there was no debt outstanding on the condensed consolidated balance sheets. The Company has elected to present the debt issuance costs associated with its senior secured asset-based credit facility as an asset, included in other assets on the condensed consolidated balance sheets. 2021 Term Loan Credit Agreement On June 8, 2021, the Company entered into a Term Loan Credit Agreement (Term Loan Agreement) with certain lenders identified therein (collectively, the Lenders) and Wilmington Trust, National Association as administrative agent and collateral agent, pursuant to which the Lenders extended to the Company a six-year second lien subordinated term loan in the amount of \$100.0Â million (term loan). On November 18, 2021, the Company amended the Term Loan Agreement (Term Loan First Amendment), which provided the Company an incremental borrowing in an aggregate amount equal to \$75.0Â million. Additionally, the Term Loan First Amendment increased the aggregate amount of all increases (as defined in the Term Loan Agreement) to be no greater than \$115.0Â million. On April 14, 2023, the Company amended the Term Loan Agreement (Term Loan Second Amendment), which provided the option for all or a portion of the borrowings to bear interest at a rate based on the Secured Overnight Financing Rate (SOFR) or the Base Rate (as defined in the Term Loan Agreement), at the election of the borrowers, plus an applicable margin. On June 30, 2023, the Company repaid all outstanding obligations of \$73.9Â million under the term loan and terminated the Term Loan Agreement. As a result, debt issuance costs of \$1.7Â million were written off in the second quarter of 2023. There were no prepayment premiums associated with the payoff and all subsidiary guarantees of the term loan were automatically released. 2019 Asset-Based Loan Agreement Effective October 25, 2019, the Company terminated its prior senior credit facility and entered into an asset-based loan agreement, by and among the Company and certain of its domestic subsidiaries, as borrowers or guarantors, Wells Fargo Bank, N.A., and PNC Bank N.A., as well as other Lenders (as defined therein) from time to time parties thereto (Loan Agreement). The Loan Agreement provided for a five-year revolving senior secured asset-based credit facility (ABL) in the aggregate principal amount of up to \$120.0Â million, including a sublimit for swing loans up to \$15.0Â million and a \$35.0Â million sublimit for standby letters of credit. On June 30, 2020, the Company amended the Loan Agreement (First Amendment), which increased the current aggregate committed size of the ABL from \$120.0Â million to \$130.0Â million. All other terms, conditions, covenants, and pricing of the Loan Agreement remained the same. On March 8, 2021, the Company amended the Loan Agreement (Second Amendment), which increased the current aggregate committed size of the ABL from \$130.0Â million to \$150.0Â million, increased certain borrowing base sub-limits, and decreased both the cash dominion event and financial reporting triggers. On June 8, 2021, the Company amended the Loan Agreement (Third Amendment), which permitted the incurrence of indebtedness and grant of security as set forth in the Loan Agreement and in accordance with the Intercreditor Agreement (as defined in the Loan Agreement), and provides mechanics relating to a transition away from LIBOR as a benchmark interest rate to a replacement alternative benchmark rate or mechanism for loans made in U.S. dollars. On November 18, 2021, the Company amended the Loan Agreement (Fourth Amendment), whereby the permitted indebtedness (as defined in the Loan Agreement), was increased to \$175.0Â million. 13.0n March 21, 2022, the Company amended the Loan Agreement (Fifth Amendment), which increased the current aggregate committed size of the ABL from \$150.0Â million to \$300.0Â million, extended the term of the credit facility for an additional five years, through March 21, 2027, and increased certain borrowing base sub-limits. In

addition, the agreement provides the option for all or a portion of the borrowings to bear interest at a rate based on the SOFR or the Base Rate (as defined in the Loan Agreement), at the election of the borrowers, plus an applicable margin. The applicable margin increased 10 basis points due to the credit spread associated with the transition to SOFR. On September 29, 2023, the Company amended the Loan Agreement (Sixth Amendment), which changed the minimum fixed charge coverage ratio from a maintenance covenant to a springing covenant based on excess availability, which provides for compliance with the covenant only during a compliance period (any time that excess availability falls below a certain threshold), and in such case, the financial covenant shall be tested during this period. On July 29, 2024, the Company amended the Loan Agreement (Seventh Amendment), which allows for all share repurchases paid in cash prior to June 30, 2024 and thereafter to be excluded as restricted payments in the fixed charge coverage ratio calculation, if as of the date of the share repurchase, there is no revolving ABL balance (except for interest and fees payable in accordance with the terms of the Loan Agreement). These amendments were treated as modifications of debt and, as a result, the associated fees and costs were included in debt issuance costs and are amortized ratably over the remaining term of the Loan Agreement. The ABL availability is subject to a borrowing base of up to 85% of secured eligible accounts receivable, subject to adjustment at certain quality levels, minus customary reserves and subject to customary adjustments. Revolving loans and letters of credit issued under the Loan Agreement reduce availability under the ABL on a dollar-for-dollar basis. At September 30, 2024, there were no borrowings drawn under the ABL, and borrowing base availability under the ABL was \$150.2A million, with \$135.2A million of availability net of \$15.0A million of letters of credit outstanding related to workers' compensation and professional liability policies. As of September 30, 2024, the interest rate spreads and fees under the ABL were based on SOFR plus 1.85% for the revolving portion of the borrowing base. The Base Rate margin would have been 0.75% for the revolving portion. The SOFR and Base Rate margins are subject to monthly adjustments, pursuant to a pricing matrix based on the Company's excess availability under the revolving credit facility. In addition, the facility is subject to an unused line fee, letter of credit fees, and an administrative fee. The unused line fee is 0.375% of the average daily unused portion of the revolving credit facility. The Loan Agreement contains various restrictions applicable to the Company and its subsidiaries. For the three months ended September 30, 2024, the excess availability did not fall below the stated threshold and, as a result, there was no covenant compliance period. Obligations under the ABL are secured by substantially all of the assets of the borrowers and guarantors, subject to customary exceptions. 149. A A A LEASES The Company's lease population of its right-of-use assets and lease liabilities is substantially related to the rental of office space. The Company enters into lease agreements as a lessee that may include options to extend or terminate early. Some of these real estate leases require variable payments of property taxes, insurance, and common area maintenance, in addition to base rent. Certain of the leases have provisions for free rent during the lease term and/or escalating rent payments and, particularly for the Company's longer-term leases for its corporate offices, it has received incentives to enter into the leases, such as receiving up to a specified dollar amount to construct tenant improvements. These leases do not include residual value guarantees, covenants, or other restrictions. The table below presents the lease-related assets and liabilities included on the condensed consolidated balance sheets: Classification on Condensed Consolidated Balance Sheets: September 30, 2024 December 31, 2023 (amounts in thousands) Operating lease right-of-use assets \$2,700A \$2,599A Operating lease liabilities - current \$2,060A \$2,604A Operating lease liabilities - non-current \$2,348A \$2,663A September 30, 2024 December 31, 2023 Weighted average remaining lease term 2.7 years 2.2 years Weighted average discount rate 7.01A % 6.36A % The table below reconciles the undiscounted cash flows for each of, and total of, the remaining years to the operating lease liabilities (which do not include short-term leases) recorded on the condensed consolidated balance sheets as of September 30, 2024: (amounts in thousands) Years Ending December 31, 2024 \$446A 2025, 442A 2026, 722A 2027, 611A 2028, 531A Thereafter 139A Total minimum lease payments \$4,891A Less: amount of lease payments representing interest (483) Present value of future minimum lease payments \$4,408A Less: operating lease liabilities - current (2,060) Operating lease liabilities - non-current \$2,348A 15 Other Information The table below provides information regarding supplemental cash flows: Nine Months Ended September 30, 2024 2023 (amounts in thousands) Supplemental Cash Flow Information: Cash paid for amounts included in the measurement of operating lease liabilities \$2,536A \$3,903A Right-of-use assets acquired under operating leases \$1,375A \$782A The components of lease expense are as follows: Three Months Ended September 30, 2024 2023 (amounts in thousands) Amounts Included in Condensed Consolidated Statements of Operations and Comprehensive Income (Loss): Operating lease expense \$331A \$396A Short-term lease expenses \$332A \$702A Variable and other lease costs \$150A \$355A Nine Months Ended September 30, 2024 2023 (amounts in thousands) Amounts Included in Condensed Consolidated Statements of Operations and Comprehensive Income (Loss): Operating lease expense \$981A \$1,300A Short-term lease expense \$1,109A \$2,520A Variable and other lease costs \$765A \$628A Operating lease expense, short-term lease expense, and variable and other lease costs are included in selling, general and administrative expenses, direct operating expenses, and restructuring costs in the condensed consolidated statements of operations and comprehensive income (loss), depending on the nature of the leased asset. Operating lease expense is reported net of sublease income, which is not material. As of September 30, 2024, the Company did not have any material operating leases that had not yet commenced, and does not have any finance lease contracts. 10. A A A FAIR VALUE MEASUREMENTS A Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy was established which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value: A Level 1 Quoted prices in active markets for identical assets or liabilities. A Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. A Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. A Items Measured at Fair Value on a Recurring Basis: A The Company's financial assets/liabilities required to be measured on a recurring basis were primarily its: (i) deferred compensation asset included in other assets; and (ii) deferred compensation liability included in other liabilities on its condensed consolidated balance sheets. Deferred compensation A The Company utilizes Level 1 inputs to value its deferred compensation assets and liabilities. The Company's deferred compensation assets and liabilities are measured using publicly available indices, as per the plan documents. The estimated fair value of the Company's financial assets and liabilities measured on a recurring basis is as follows: A Fair Value Measurements A September 30, 2024 December 31, 2023 (amounts in thousands) Financial Assets: (Level 1) Deferred compensation asset \$3,759A \$3,298A Financial Liabilities: (Level 1) A Deferred compensation liability \$2,889A \$3,343A Items Measured at Fair Value on a Non-Recurring Basis: The Company's non-financial assets, such as goodwill, trade names, other intangible assets, right-of-use assets, and property and equipment, are measured at fair value when there is an indicator of impairment and are recorded at fair value only when an impairment charge is recognized. The Company did not record any material impairment charges during the three and nine months ended September 30, 2024 and 2023. Other Fair Value Disclosures: A Financial instruments not measured or recorded at fair value in the condensed consolidated balance sheets consist of cash and cash equivalents, accounts receivable, and accounts payable and accrued expenses. The estimated fair value of accounts receivable and accounts payable and accrued expenses approximate their carrying amount due to the short-term nature of these instruments. Other financial instruments measured or recorded at fair value include earnout liabilities related to the (i) Mint and (ii) HireUp acquisitions, as discussed below. (i) Potential earnout payments related to the Mint acquisition are contingent upon meeting certain performance requirements based on 2022 through 2024 performance. On a quarterly basis, the Company performs an analysis using multiple forecasted scenarios to determine the fair value of the earnout liability. In the fourth quarter of 2023, the Company performed the earnout calculation for the first measurement period, resulting in an earnout of \$4.9A million, which was paid in the first quarter of 2024. During the first quarter of 2024, the Company determined that the earnout for the second measurement period would only be partially achieved and, as a result, recognized a decrease in the fair value of the related liabilities. The remaining liability of \$4.1A million is included in the current portion of earnout liability on the condensed consolidated balance sheets. The carrying amount of the earnout liability approximates fair value. See Note 4 - Acquisitions. 17 (ii) Potential earnout payments related to the HireUp acquisition were contingent upon meeting certain performance requirements based on 2022 through 2024 performance. Quarterly throughout 2023 and in the first quarter of 2024, the Company performed analyses using multiple updated forecasted scenarios and determined that the earnout would only be partially achieved. As a result, the Company recognized a decrease in the fair value of the related liabilities in the second and third quarters of 2023 and the first quarter of 2024. The remaining liability of \$1.7A million was paid in the first quarter of 2024. See Note 4 - Acquisitions. Concentration of Credit Risk: See discussion of credit losses and allowance for credit losses in Note 2 - Summary of Significant Accounting Policies. Overall, based on the large number of customers in differing geographic areas, primarily throughout the United States and its territories, the Company believes that the concentration of credit risk is limited. A 11. A A A STOCKHOLDERS A EQUITY Stock Repurchase Program A On May 1, 2023, the Company's Board of Directors authorized approximately \$59.0A million in additional share repurchases to be added to the prior authorized repurchase program, such that, effective for trades made after May 3, 2023, the aggregate amount available for stock repurchases was set at \$100.0A million (the Repurchase Program). The shares can be repurchased from time-to-time in the open market or in privately negotiated transactions. The Repurchase Program does not obligate the Company to repurchase any particular number of shares of common stock and may be discontinued by the Board of Directors at any time. Decisions regarding the amount and the timing of repurchases under the Repurchase Program will be subject to the Company's available liquidity and cash on hand, applicable legal requirements, the terms of the Company's Loan Agreement, general market conditions, and other factors. During the fourth quarter of 2022, the Company entered into a Rule 10b5-1 Repurchase Plan to allow for share repurchases during the Company's blackout periods, effective through November 2, 2023. During the third quarter of 2023, the Company entered into a new Rule 10b5-1 Repurchase Plan to allow for share repurchases during the Company's blackout periods, beginning on January 2, 2024 and effective through November 7, 2024. During the three months ended September 30, 2024, the Company repurchased a total of 816,879 shares of common stock for \$11.9A million, at an average price of \$14.57 per share. During the nine months ended September 30, 2024, the Company repurchased a total of 2,107,035 shares of common stock for an aggregate of \$33.2A million, at an average price of \$15.75 per share. During the three months ended September 30, 2023, the Company repurchased a total of 616,824 shares of common stock for \$14.8A million, at an average price of \$23.92 per share. During the nine months ended September 30, 2023, the Company repurchased a total of 2,038,691 shares of common stock for \$51.2A million, at an average price of \$25.12 per share. As of September 30, 2024, the Company had \$44.1A million remaining for share repurchase under the Repurchase Program, subject to certain conditions in the Company's Loan Agreement. As of September 30, 2024, the Company had 32,572,284 unrestricted shares of common stock outstanding. Share-Based Payments On May 14, 2024, the Company's stockholders approved the Cross Country Healthcare, Inc. 2024 Omnibus Incentive Plan (2024 Plan). Pursuant to the 2024 Plan, awards may be granted to employees, non-employee directors, consultants, and key advisors of the Company and its subsidiaries, including stock options (including incentive stock options and nonqualified stock options), stock appreciation rights, stock awards, stock units, other stock-based awards, and cash awards. The 2024 Plan was adopted principally to serve as a successor plan to the Cross Country Healthcare, Inc. 2020 Omnibus Incentive Plan (2020 Plan) and to increase the number of shares of Company common stock reserved for equity-based awards to 2,400,000 shares (in addition to the share reserve amount that remained available under the 2020 Plan immediately prior to the adoption of the 2024 Plan and other eligible returning shares). No awards may be granted under the 2024 Plan after May 13, 2034. The following table summarizes restricted stock awards and performance stock awards activity issued under the 2020 Plan and the 2024 Plan (Plans) for the nine months ended September 30, 2024: Restricted Stock Awards Performance Stock Awards A Number of Shares Weighted Average Grant Date Fair Value Number of Target Shares Weighted Average Grant Date Fair Value Unvested restricted stock awards, January 1, 2024 547,534A 16,412A 417,197A \$18.75A Granted 375,377A \$18.05A 170,880A \$18.67A Vested (309,847) \$19.06A (145,908) \$12.71A Forfeited (62,157) \$20.65A (23,875) \$21.39A Unvested restricted stock awards, September 30, 2024 550,907A \$19.54A 418,294A \$20.68A Restricted stock awards granted under the Company's Plans entitle the holder to receive, at the end of a vesting period, a specified number of shares of the Company's common stock. Share-based compensation expense is measured by the market value of the Company's stock on the date of grant. Awards granted to non-employee directors under the Plans will vest on the first anniversary of such grant date, or earlier subject to retirement eligibility. In addition, effective for the three months ended June 30, 2020, the Company implemented modified guidelines that provide for accelerated vesting of restricted stock grants on the last date of service when a retirement-eligible director retires. Pursuant to the Plans, the number of target shares that are issued for performance-based stock awards are determined based on the level of attainment of the targets. During the first quarter of 2024, the Company's Compensation Committee of the Board of Directors approved a 101% level of attainment for the 2021 performance-based share awards, resulting in the issuance of 145,908 performance shares that vested on March 31, 2024. During the three and nine months ended September 30, 2024, \$0.9 million and \$4.3A million, respectively, was included in selling, general and administrative expenses related to share-based payments, and a net of 1,163 and 294,414 shares, respectively, of common stock were issued upon the vesting of restricted and performance stock. During the three and nine months ended September 30, 2023, \$1.4 million and \$5.4A million, respectively, was included in selling, general and administrative expenses related to share-based payments, and a net of 430 and 424,704 shares, respectively, of common stock were issued upon the vesting of restricted and performance stock. 12. A A A SEGMENT DATA The Company's segments offer services to its customers as described below: A A A Nurse and Allied Staffing A Nurse and Allied Staffing provides traditional staffing, recruiting, and value-added total talent solutions including: temporary and permanent placement of travel nurse and allied professionals, per diem, and healthcare leaders within nursing, allied, physician, human resources, and finance, MSP services, education healthcare services, in-home care services, and outsourcing services. In addition, Nurse and Allied Staffing provides executive search services for healthcare professionals, as well as contingent search and recruitment process outsourcing services, and offers the Company's SaaS-based, proprietary, vendor management technology, IntelliFyA to facilities to manage all or a portion of their agency services. Its customers include: public and private acute care hospitals, non-acute care hospitals, government facilities, local healthcare plans, national healthcare plans, managed care providers, public schools, charter schools, academic medical centers, Programs of All-Inclusive Care for the Elderly (PACE) programs, outpatient clinics, ambulatory care facilities, physician practice groups, and many other healthcare providers throughout the United States. A A A Physician Staffing A Physician Staffing provides physicians in many specialties, as well as certified registered nurse anesthetists, nurse practitioners, and physician assistants as independent contractors on temporary assignments throughout the United States at various healthcare facilities, such as acute and non-acute care facilities, medical group practices, government facilities, and managed care organizations. 19 The Company evaluates performance of each segment primarily based on revenue and contribution income. The Company defines contribution income as income (loss) from operations before depreciation and amortization, acquisition and integration-related (benefits) costs, restructuring (benefits) costs, legal and other losses, impairment charges, and corporate overhead. The Company does not evaluate, manage, or measure performance of segments using asset information; accordingly, total asset information by segment is not prepared or disclosed. The information in the following table is derived from the segments' internal financial information as used for corporate management purposes. Certain corporate expenses are not allocated to or among the operating segments. Information on operating segments and a reconciliation to income (loss) from operations for the periods indicated are as follows: Three Months Ended Nine Months Ended September 30, 2024 September 30, 2023 (amounts in thousands) Revenue from services: A A A Nurse and Allied Staffing \$264,853A \$396,595A \$888,490A \$1,474,273A Physician Staffing \$50,266A \$45,696A \$145,574A \$131,420A \$315,119A \$442,291A \$1,034,064A \$1,605,693A Contribution income: Nurse and Allied Staffing \$19,251A \$39,226A \$52,254A \$162,876A Physician Staffing \$4,629A \$2,576A \$11,800A \$7,841A \$23,880A \$41,802A \$64,054A \$170,717A Corporate overhead (a) 15,531A 16,412A 51,258A 53,959A Depreciation and amortization 4,498A 4,540A 13,859A 13,876A Restructuring costs 998A 348A 4,052A 1,690A Legal and other losses A A 7,596A 1,125A Impairment charges A 186A 718A 719A Other costs (b) A 13A 3A 59A Income (loss) from operations \$2,853A \$20,303A (\$13,432) \$99,289A (a) Corporate overhead includes unallocated executive leadership and other centralized corporate functional support costs such as finance, IT, legal, human resources, and marketing, as well as public company expenses and corporate-wide projects (initiatives). (b) Other costs include acquisition and integration-related costs. 13. A A A CONTINGENCIES Legal Proceedings From time to time, the Company is involved in various litigation, claims, investigations, and other proceedings that arise in the ordinary course of its business. These proceedings primarily relate to employee-related matters that include individual and collective claims, professional liability, tax, and payroll practices. The Company establishes reserves when available information indicates that a loss is probable and an amount or range of loss can be reasonably estimated. These assessments are performed at least quarterly and are based on the information available to management at the time and involve significant management judgment to determine the probability and estimated amount of potential losses, if any. Based on the available information

considered in its reviews, the Company adjusts its loss contingency accruals and its disclosures as may be required. Actual outcomes or losses may differ materially from those estimated by the Company's current assessments, including available insurance recoveries, which would impact the Company's profitability. Adverse developments in existing litigation claims or legal proceedings involving the Company or new claims could require management to establish or increase litigation reserves or enter into unfavorable settlements or satisfy judgments for monetary damages for amounts in excess of current reserves, which could adversely affect the Company's financial results. The Company believes that the outcome of any 20 outstanding loss contingencies as of September 30, 2024 will not have a material adverse effect on its business, financial condition, results of operations, or cash flows. Sales and Other State Non-Income Tax Liabilities The Company's sales and other state non-income tax filings are subject to routine audits by authorities in the jurisdictions where it conducts business in the United States which may result in assessments of additional taxes. The Company accrues sales and other non-income tax liabilities based on the Company's best estimate of its probable liability utilizing currently available information and interpretation of relevant tax regulations. Given the nature of the Company's business, significant subjectivity exists as to both whether sales and other state non-income taxes can be assessed on its activity and how the sales tax will ultimately be measured by the relevant jurisdictions. The Company makes a determination for each reporting period whether the estimates for sales and other non-income taxes in certain states should be revised. The expense is included in selling, general and administrative expenses in the Company's condensed consolidated statements of operations and comprehensive income (loss) and the liability is reflected in sales tax payable within other current liabilities in its condensed consolidated balance sheets. 14. A A A INCOME TAXES The Company has historically calculated the provision for income taxes during interim reporting periods by applying an estimate of the Annual Effective Tax Rate (AETR) for the full fiscal year to ordinary income for the reporting period. For the three and nine months ended September 30, 2024, the Company used actual results to calculate the provision for income taxes. It determined that since small changes in estimated ordinary income would result in significant changes in the estimated AETR, the historical method would not provide a reliable estimate for the three- and nine-month periods ended September 30, 2024. The Company's effective tax rate was 24.6% and 13.5% for the three and nine months ended September 30, 2024, respectively, and 34.3% and 29.3% for the three and nine months ended September 30, 2023, respectively. In addition to using actual results, a book loss primarily driven by credit loss expense as discussed in Note 2 - Summary of Significant Accounting Policies, relative to nondeductible items, caused the year-to-date effective tax rates to be significantly different from the historical annual effective tax rate. As of September 30, 2024, the Company had approximately \$11.2A million of unrecognized tax benefits included in other non-current liabilities, \$10.5A million, net of deferred taxes, which would impact the effective tax rate if recognized. During the nine months ended September 30, 2024, the Company had net increases of \$0.5A million to its current year unrecognized tax benefits related to federal and state tax provisions. Effective January 1, 2024, many jurisdictions implemented the Pillar Two rules issued by the Organization for Economic Co-operation and Development. In general, large multinational entity groups with consolidated revenue in excess of 750 million Euros in at least two of the preceding four years could be subject to the new rules in jurisdictions with an effective tax rate below fifteen percent. The Company currently does not operate in any jurisdictions that have implemented the Pillar Two rules, but jurisdictions may adopt retroactively to January 1, 2024. The Company does not expect the adoption of the Pillar Two rules by any jurisdiction in which it currently operates to have a material impact on its financial statements. The tax years 2012 through 2023 remain open to examination by certain taxing jurisdictions to which the Company is subject to tax. 15. A A A RELATED PARTY TRANSACTION The Company has entered into an arrangement for digital marketing services provided by a firm that is related to a certain member of the Company's Board of Directors, who is a minority shareholder in the firm's parent company and is a member of the parent company's Board of Directors. Management believes that the terms of the arrangement are equivalent to those prevailing in an arm's-length transaction and have been approved by the Audit Committee of the Company's Board of Directors through the Company's related party transaction approval process. The digital marketing firm manages a limited number of digital publishers covering various Company brands for a monthly management fee. During the three and nine months ended September 30, 2024 and 2023, the Company incurred an immaterial amount in expenses and had an immaterial payable balance at September 30, 2024 and December 31, 2023. 21. The Company provides services to entities that are affiliated with certain members of the Company's Board of Directors. Management believes that the services were conducted on terms equivalent to those prevailing in an arm's-length transaction. Revenue related to these transactions was \$2.7A million and \$3.0A million for the three and nine months ended September 30, 2024, respectively, and an immaterial amount for the three and nine months ended September 30, 2023. Accounts receivable due from these entities was \$0.7A million at September 30, 2024 and an immaterial amount at December 31, 2023. 16. A A A IMMATERIAL FINANCIAL RESTATEMENT TO PRIOR PERIOD FINANCIAL STATEMENTS As discussed in Note 2 A Summary of Significant Accounting Policies, the Company identified an error in the consolidated financial statements of prior periods that it concluded was not material to the previously-issued financial statements. A summary of the revisions to the impacted financial statement line items in the previously-issued Consolidated Balance Sheet as of December 31, 2022 and 2023, the Consolidated Statement of Stockholders' Equity for the years ended December 31, 2022 and 2023, and the Consolidated Statement of Operations and Comprehensive Income and Consolidated Statement of Cash Flows for the year ended December 31, 2022 included in the 2023 Form 10-K, are provided below. 22. CROSS COUNTRY HEALTHCARE, INC. CONSOLIDATED BALANCE SHEETS (amounts in thousands) A Year Ended December 31, 2023 As Reported Revisions As Revised Assets Current assets: A A Cash and cash equivalents \$17,094 A \$17,094 Accounts receivable, net \$372,352 A \$372,352 Income taxes receivable \$6,898 A \$6,898 Prepaid expenses \$7,681 A \$7,681 Insurance recovery receivable \$9,097 A \$9,097 Other current assets \$2,031 A \$2,031 Total current assets \$415,153 A \$415,153 Property and equipment, net \$27,339 A \$27,339 Operating lease right-of-use assets \$2,599 A \$2,599 Goodwill \$135,430 A \$135,430 Other intangible assets, net \$54,468 A \$54,468 Deferred tax assets \$5,954 A \$5,954 Insurance recovery receivable \$25,714 A \$25,714 Cloud computing \$5,987 A \$5,987 Other assets \$6,673 A \$6,673 Total assets \$679,317 A \$679,317 Liabilities and Stockholders' Equity Current liabilities: Accounts payable and accrued expenses \$85,333 A \$85,333 Accrued compensation and benefits \$2,297 A \$2,297 Operating lease liabilities \$2,604 A \$2,604 Earnout liability \$6,794 A \$6,794 Other current liabilities \$1,559 A \$1,559 Total current liabilities \$148,587 A \$148,587 Operating lease liabilities \$2,663 A \$2,663 Accrued claims \$34,853 A \$34,853 Earnout liability \$5,000 A \$5,000 Uncertain tax positions \$10,603 A \$10,603 Other liabilities \$4,218 A \$4,218 Total liabilities \$205,924 A \$205,924 Commitments and contingencies Stockholders' Equity: Common stock \$4 A \$4 Additional paid-in capital \$236,417 A \$236,417 Accumulated other comprehensive loss \$(1,385) A \$(1,385) Retained earnings \$238,357 A \$(5,742) \$232,615 A Total stockholders' equity \$473,393 A \$(5,742) \$467,651 A Total liabilities and stockholders' equity \$679,317 A \$1,747 A \$681,064 A 23. CROSS COUNTRY HEALTHCARE, INC. CONSOLIDATED BALANCE SHEETS (amounts in thousands) A Year Ended December 31, 2022 As Reported Revisions As Revised Assets Current assets: A A Cash and cash equivalents \$3,604 A \$3,604 Accounts receivable, net \$641,611 A \$641,611 Income taxes receivable \$10,915 A \$10,915 Prepaid expenses \$1,067 A \$1,067 Insurance recovery receivable \$7,434 A \$7,434 Other current assets \$1,042 A \$1,042 Total current assets \$675,673 A \$675,673 Property and equipment, net \$19,662 A \$19,662 Operating lease right-of-use assets \$3,254 A \$3,254 Goodwill \$113,268 A \$113,268 Other intangible assets, net \$4,723 A \$4,723 Deferred tax assets \$9,254 A \$9,254 Insurance recovery receivable \$23,058 A \$23,058 Cloud computing \$4,460 A \$4,460 Other assets \$6,494 A \$6,494 Total assets \$947,839 A \$1,747 A \$949,586 A Liabilities and Stockholders' Equity Current liabilities: Accounts payable and accrued expenses \$185,507 A \$185,507 Accrued compensation and benefits \$72,605 A \$72,605 Operating lease liabilities \$4,132 A \$4,132 Earnout liability \$7,500 A \$7,500 Other current liabilities \$1,896 A \$1,896 Total current liabilities \$271,640 A \$271,640 Debt \$148,735 A \$148,735 Operating lease liabilities \$4,880 A \$4,880 Accrued claims \$35,881 A \$35,881 Earnout liability \$18,000 A \$18,000 Uncertain tax positions \$7,646 A \$7,646 Other liabilities \$3,838 A \$3,838 Total liabilities \$490,620 A \$490,620 Commitments and contingencies Stockholders' Equity: Common stock \$4 A \$4 Additional paid-in capital \$292,876 A \$292,876 Accumulated other comprehensive loss \$(1,387) A \$(1,387) Retained earnings \$165,726 A \$(5,742) \$159,984 A Total stockholders' equity \$457,219 A \$(5,742) \$451,477 A Total liabilities and stockholders' equity \$947,839 A \$1,747 A \$949,586 A 24. CROSS COUNTRY HEALTHCARE, INC. CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (amounts in thousands, except per share data) A Year Ended December 31, 2022 As Reported Revisions As Revised Revenue from services \$2,806,609 A \$(3,228) \$2,803,381 A Operating expenses: Direct operating expenses \$2,178,923 A \$2,178,923 Selling, general and administrative expenses \$324,935 A \$324,935 Credit loss expense \$9,609 A \$9,609 Depreciation and amortization \$12,576 A \$12,576 Restructuring costs \$1,861 A \$1,861 Impairment charges \$5,597 A \$5,597 Total operating expenses \$2,533,501 A \$2,533,501 Income from operations \$273,108 A \$(2,228) \$269,880 A Other expenses (income): Interest expense \$14,391 A \$14,391 Loss on early extinguishment of debt \$3,728 A \$3,728 Other income, net \$(1,336) A \$(1,336) Income before income taxes \$256,325 A \$(3,228) \$253,097 A Income tax expense \$67,864 A \$(749) \$67,115 A Net income attributable to common stockholders \$188,461 A \$(2,479) \$185,982 A Comprehensive income: Unrealized foreign currency translation loss, net of tax \$(94) A \$(94) Comprehensive income \$188,367 A \$(2,479) \$185,888 A Net income per share attributable to common stockholders - Basic \$5.09 A \$(0.07) \$5.02 A Net income per share attributable to common stockholders - Diluted \$5.02 A \$(0.07) \$4.95 A Weighted average common shares outstanding: Basic 37,012 A 37,012 A 37,012 A 37,536 A 25. CROSS COUNTRY HEALTHCARE, INC. CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (amounts in thousands) A Common Stock Additional Paid-In Capital Accumulated Other Comprehensive Loss, net (Accumulated Deficit) Retained Earnings Stockholders' Equity Shares Dollars As Reported Balances at December 31, 2022 36,303 A \$44 A \$292,876 A \$(1,387) \$165,726 A \$457,219 A Vesting of restricted stock \$426 A \$(4,905) A \$(4,905) A Equity compensation \$6,579 A \$6,579 A Stock repurchase and retirement (2,344) A \$(57,654) A \$(57,654) A Stock repurchase excise tax \$4 A \$(479) A \$(479) A Foreign currency translation adjustment, net of taxes \$4 A \$(479) A \$(479) A Net income \$273,108 A \$(2,228) A \$269,880 A Balances at December 31, 2023 38,544 A \$44 A \$236,417 A \$(1,385) \$238,357 A \$473,393 A Revisions Balances at December 31, 2022 36,303 A \$(5,742) A \$(5,742) A Vesting of restricted stock \$426 A \$(4,905) A \$(4,905) A Equity compensation \$6,579 A \$6,579 A Stock repurchase and retirement (2,344) A \$(57,654) A \$(57,654) A Stock repurchase excise tax \$4 A \$(479) A \$(479) A Foreign currency translation adjustment, net of taxes \$4 A \$(479) A \$(479) A Net income \$273,108 A \$(2,228) A \$269,880 A Balances at December 31, 2023 38,544 A \$44 A \$236,417 A \$(1,385) \$238,357 A \$473,393 A Revisions Balances at December 31, 2022 36,303 A \$(5,742) A \$(5,742) A Vesting of restricted stock \$426 A \$(4,905) A \$(4,905) A Equity compensation \$6,579 A \$6,579 A Stock repurchase and retirement (2,344) A \$(57,654

operations on short-term and long-term assignments to customers such as local and national healthcare plans, managed care providers, public and charter schools, correctional facilities, skilled nursing facilities, and other non-acute settings. In addition, Nurse and Allied Staffing provides executive search services for healthcare professionals, as well as contingent search. We provide flexible workforce solutions to our healthcare customers through diversified offerings designed to meet their unique needs, including MSP, RPO, and consulting services. We also offer our SaaS-based, proprietary, vendor management technology, IntelliFy® to facilities to manage all or a portion of their agency services. A A A Physician Staffing A C Physician Staffing represented approximately 16% of total revenue in the third quarter of 2024. Physician Staffing provides physicians in many specialties, as well as certified registered nurse anesthetists, nurse practitioners, and physician assistants as independent contractors on temporary assignments throughout the United States. Summary of Operations For the quarter ended September 30, 2024, consolidated revenue declined 28.8% year-over-year to \$315.1 million, as travel nurse and allied has seen a decline in both billable days and average bill rates. The declines in travel staffing were partly offset by continued growth in several other lines of business, including Homecare Staffing which was up 13.1% over the prior year, as well as growth in our Physician Staffing segment which was up 10.0% over the prior year. Net income attributable to common stockholders in the current quarter was \$2.6 million, as compared to \$12.8 million for the same period in the prior year. For the three months ended September 30, 2024, cash and cash equivalents totaled \$64.0 million, down slightly from the prior quarter, as we continued to repurchase shares under our authorized repurchase plan throughout the quarter. Cash flow provided by operating activities for the nine months ended September 30, 2024 was \$95.9 million, driven primarily by collections from clients driving down working capital. As of September 30, 2024, there were no borrowings drawn under the revolving senior-secured asset-based credit facility (ABL), and borrowing base availability was \$150.2 million, with \$135.2 million of availability net of \$15.0 million of letters of credit. See Results of Operations, Segment Results, and Liquidity and Capital Resources sections that follow for further information. Operating Metrics We evaluate our financial condition by tracking operating metrics and financial results specific to each of our segments. Key operating metrics include hours worked, days filled, number of contract personnel on a full-time equivalent (FTE) basis, revenue per FTE, and revenue per day filled. Other operating metrics include number of open orders, candidate applications, contract bookings, length of assignment, bill and pay rates, renewal and fill rates, number of active searches, and number of placements. These operating metrics are representative of trends that assist management in evaluating business performance. Due to the timing of our business process and other factors, certain of these operating metrics may not necessarily correlate to the reported U.S. GAAP results for the periods presented. Some of the segment financial results analyzed include revenue, operating expenses, and contribution income. In addition, we monitor cash flow, as well as operating and leverage ratios, to help us assess our liquidity needs. Business Segment Business Measurement Nurse and Allied Staffing FTEs represent the average number of Nurse and Allied Staffing contract personnel on a full-time equivalent basis. Average revenue per FTE per day is calculated by dividing the Nurse and Allied Staffing revenue, excluding permanent placement, per FTE by the number of days worked in the respective periods. Physician Staffing Days filled is calculated by dividing the total hours invoiced during the period, including an estimate for the impact of accrued revenue, by eight hours. Revenue per day filled is calculated by dividing revenue as reported by days filled for the period presented. Results of Operations The following table summarizes, for the periods indicated, selected condensed consolidated statements of operations and comprehensive income (loss) data expressed as a percentage of revenue. Our historical results of operations are not necessarily indicative of future operating results. Three Months Ended Nine Months Ended September 30, September 30, A 2024 2023 2024 2023 Revenue from services 100.0% 100.0% 100.0% 100.0% Direct operating expenses 79.7% 78.0% 79.5% 77.6% Selling, general and administrative expenses 17.2% 15.7% 17.2% 14.5% Credit loss expense 0.5% 0.5% 2.1% 0.6% Depreciation and amortization 1.4% 1.0% 1.3% 0.9% Restructuring costs 0.3% 0.1% 0.4% 0.1% Legal and other losses A C A 0.7% 0.1% Impairment charges A C A 0.1% 0.1% A C Income (loss) from operations 9.4% 4.6% (1.3)% 2.2% Interest expense 0.2% 0.2% 0.1% 0.5% Loss on early extinguishment of debt A C A 0.1% 0.1% Interest income (0.4)% A C (0.1)% A C Other expense (income), net A C A (0.1)% A C Income (loss) before income taxes 1.4% 4.4% (1.2)% 6.6% Income tax expense (benefit) 0.3% 1.5% (0.2)% 1.6% Net income (loss) attributable to common stockholders 0.8% 2.9% 1.0% (0.4)% 3.1% Comparison of Results for the Three Months Ended September 30, 2024 and the Three Months Ended September 30, 2023 Three Months Ended September 30, Increase (Decrease) Increase (Decrease) 2024 2023 \$(Amounts in thousands) Revenue from services \$315,119A \$442,291A \$(127,172)(28.8)% Direct operating expenses 250,961A 344,932A \$(93,971)(27.2)% Selling, general and administrative expenses 54,297A 69,627A (15,330)(22.0)% Credit loss expense 1,512A 2,355A (843)(35.8)% Depreciation and amortization 4,498A 4,540A (42)(0.9)% Restructuring costs 998A 348A 650A 186.8% Impairment charges A C A 186A (186)(100.0)% Income from operations 2,853A 20,303A (17,450)(85.9)% Interest expense 550A 669A (119)(7.8)% Interest income (1,107)(5)(1,102)NM Other expense, net 21A 139A (118)NM Income before income taxes 3,389A 19,500A (16,111)(82.6)% Income tax expense 834A 6,688A (5,854)(87.5)% Net income attributable to common stockholders \$2,555A \$12,812A \$(10,257)(80.1)% NM - Not meaningful Revenue from services A Revenue from services decreased 28.8% to \$315.1 million for the three months ended September A 30, 2024, as compared to \$442.3 million for the three months ended September A 30, 2023, due primarily to expected volume and bill rate declines in the Nurse and Allied Staffing segment partially offset by higher volume and an average daily revenue in the Physician Staffing segment. See further discussion in Segment Results. Direct operating expenses Direct operating expenses consist primarily of field employee compensation and independent contractor expenses, housing expenses, travel expenses, and related insurance expenses. Direct operating expenses decreased \$94.0 million, or 27.2%, to \$251.0 million for the three months ended September A 30, 2024, as compared to \$344.9 million for the three months ended September A 30, 2023, as a result of revenue decreases and the tightening of the bill/pay spreads. We operate in a highly competitive market for our services, and we have experienced margin compression in several of our core businesses. As a percentage of total revenue, direct operating expenses increased to 79.7%, as compared to 78.0% in the prior year period. Selling, general and administrative expenses A Selling, general and administrative expenses decreased 22.0% to \$54.3 million for the three months ended September A 30, 2024, as compared to \$69.6 million for the three months ended September A 30, 2023, primarily due to decreases in compensation and benefit expense through proactive cost management. As a percentage of total revenue, selling, general and administrative expenses increased to 17.2% for the three months ended September A 30, 2024, as compared to 15.7% for the three months ended September A 30, 2023. Credit loss expense Credit loss expense for the three months ended September 30, 2024 was \$1.5 million, as compared to \$2.4 million for the three months ended September 30, 2023. As a percentage of revenue, credit loss expense was 0.5% for the three months ended September 30, 2024 and 2023. Depreciation and amortization expense Depreciation and amortization expense A for both the three months ended September A 30, 2024 and 2023 was \$4.5 million. As a percentage of revenue, depreciation and amortization expense was 1.4% for the three months ended September A 30, 2024 and 1.0% for the three months ended September A 30, 2023. Restructuring costs Restructuring costs for the three months ended September 30, 2024 were primarily comprised of employee termination costs and software license costs, while restructuring costs for the three months ended September 30, 2023 were primarily comprised of employee termination costs and ongoing lease exit costs. See Note 2 - Summary of Significant Accounting Policies to our condensed consolidated financial statements. Interest expense Interest expense was \$0.6 million for the three months ended September 30, 2024, as compared to \$0.7 million for the three months ended September 30, 2023, due to lower average borrowings, partially offset by a higher effective interest rate. Interest income A Interest income of \$1.1 million for the three months ended September A 30, 2024 related to higher average cash on hand with higher available interest rates during the quarter. Income tax expense A Income tax expense totaled \$0.8 million for the three months ended September A 30, 2024, as compared to \$6.7 million for the three months ended September A 30, 2023. The decrease in income tax expense was related to a decrease in book income. The tax amounts for the three months ended September 30, 2024 and 2023 were impacted by federal and state taxes. See Note 14 - Income Taxes to our condensed consolidated financial statements. A 33 Comparison of Results for the Nine Months Ended September 30, 2024 and the Nine Months Ended September 30, 2023 Nine Months Ended September 30, Increase (Decrease) Increase (Decrease) 2024 2023 \$(Amounts in thousands) Revenue from services \$1,034,064A \$1,605,693A \$(571,629)(35.6)% Direct operating expenses 821,804A 1,245,772A (423,968)(34.0)% Selling, general and administrative expenses 177,807A 232,825A (55,018)(23.6)% Credit loss expense 21,660A 10,397A 11,263A 108.3% Depreciation and amortization 13,859A 13,876A (17)(0.1)% Restructuring costs 4,052A 1,690A 2,362A 139.8% Legal and other losses 7,596A 1,125A 6,471A 575.2% Impairment charges 718A 719A (1)(0.1)% (Loss) income from operations (13,432)99,289A (112,721)(113.5)% Interest expense 1,580A 7,508A (5,928)(79.0)% Loss on early extinguishment of debt A C A 1,723A (1,723)(100.0)% Interest income (1,515)(12)(1,503)NM Other (income) expense, net (1,013)145A (1,158)NM (Loss) income before income taxes (12,484)89,925A (102,409)(113.9)% Income tax (benefit) expense (1,681)26,332A (28,013)(106.4)% Net (loss) income attributable to common stockholders \$(10,803)\$63,593A \$(74,396)(117.0)% NM - Not meaningful Revenue from services A Revenue from services decreased 35.6% to \$1.0 billion for the nine months ended September A 30, 2024, as compared to \$1.6 billion for the nine months ended September A 30, 2023, due to expected volume and bill rate declines in the Nurse and Allied Staffing segment, partially offset by an increase in both volume and average bill rates in the Physician Staffing segment. See further discussion in Segment Results. Direct operating expenses Direct operating expenses decreased \$424.0 million, or 34.0%, to \$821.8 million for the nine months ended September A 30, 2024, as compared to \$1.2 billion for the nine months ended September A 30, 2023, as a result of revenue decreases and the tightening of bill/pay spreads, in addition to an increase in certain insurances. As a percentage of total revenue, direct operating expenses increased to 79.5%, as compared to 77.6% in the prior year. Selling, general and administrative expenses A Selling, general and administrative expenses decreased 23.6% to \$177.8 million for the nine months ended September A 30, 2024, as compared to \$232.8 million for the nine months ended September A 30, 2023, primarily due to decreases in compensation and benefit expense, as well as spend with third parties, through proactive cost management. As a percentage of total revenue, selling, general and administrative expenses increased to 17.2% for the nine months ended September A 30, 2024, as compared to 14.5% for the nine months ended September A 30, 2023. Credit loss expense Credit loss expense for the nine months ended September 30, 2024 was \$21.7 million, as compared to \$10.4 million for the nine months ended September 30, 2023. The increase was driven by a bankruptcy filing by a single large customer. There is no significant impact on operations from this client as the majority of the business had been wound down in the prior year. As a percentage of revenue, credit loss expense was 2.1% for the nine months ended September 30, 2024, as compared to 0.6% for the nine months ended September 30, 2023. Depreciation and amortization expense Depreciation and amortization expense A for the nine months ended September A 30, 2024 and 2023 was \$13.9 million. As a percentage of revenue, depreciation and amortization expense was 1.3% for the nine months ended September A 30, 2024 and 0.9% for the nine months ended September A 30, 2023. Restructuring costs Restructuring costs for the nine months ended September 30, 2024 were primarily comprised of employee termination costs, ongoing lease exit costs, and software license costs. Restructuring costs for the nine months ended September 30, 2023 were primarily comprised of employee termination costs, partially offset by an immaterial lease-related benefit. See Note 2 - Summary of Significant Accounting Policies to our condensed consolidated financial statements. Legal and other losses During the nine months ended September 30, 2024, the Company recorded legal and other losses of \$7.6 million, which included the settlement of a class action lawsuit, as well as costs related to an unrecoverable asset. Legal and other losses totaled \$1.1 million for the nine months ended September 30, 202

professionals on assignment and, to a lesser extent, a 19.9% normalization in bill rates.Â Contribution income decreased \$110.6 million, or 67.9%, to \$52.3 million for the nine months ended September 30, 2024, as compared to \$162.9 million for the nine months ended September 30, 2023. Contribution income for the nine months ended September 30, 2024 included \$19.4 million of credit loss expense driven by a bankruptcy filing by a single large customer recognized during the second quarter of 2024. As a percentage of segment revenue, contribution income margin was 5.9% for the nine months ended September 30, 2024, as compared to 11.0% for the nine months ended September 30, 2023. The average number of FTEs on contract during the nine months ended September 30, 2024 decreased 25.3% from the nine months ended September 30, 2023, primarily due to declines in the number of professionals on travel or per diem assignments. The average revenue per FTE per day decreased 19.5%, driven by both a decline in average bill rates, especially for travel assignments, as well as the impact from mix. Physician Staffing Revenue increased \$14.2 million, or 10.8%, to \$145.6 million for the nine months ended September 30, 2024, as compared to \$131.4 million for the nine months ended September 30, 2023, primarily due to a 5.1% increase in billable days, as well as an increase in average rates, due to higher rates in certain specialties, as well as an improved mix of higher bill rate specialties.Â Contribution income was \$11.8 million for the nine months ended September 30, 2024, as compared to \$7.8 million for the nine months ended September 30, 2023. As a percentage of segment revenue, contribution income was 8.1% for the nine months ended September 30, 2024, as compared to 6.0% for the nine months ended September 30, 2023. Total days filled for the nine months ended September 30, 2024 was 72,461, as compared with 68,927 in the prior year. Revenue per day filled was \$2,009 as compared with \$1,907 in the prior year, due to price increases. Corporate Overhead Corporate overhead decreased to \$51.3 million for the nine months ended September 30, 2024, from \$54.0 million for the nine months ended September 30, 2023, primarily due to decreases in compensation and benefit expense, and professional fees, partially offset by increases in insurance and workers' compensation. As a percentage of consolidated revenue, corporate overhead was 5.0% for the nine months ended September 30, 2024 and 3.4% for the nine months ended September 30, 2023. 38 Liquidity and Capital Resources As of September 30, 2024, we reported \$64.0 million in cash and cash equivalents, with no borrowings drawn under the ABL, and no off-balance sheet arrangements. Working capital decreased by \$44.9 million to \$215.9 million as of September 30, 2024, as compared to \$260.8 million as of December 31, 2023, primarily due to a decrease in net receivables, partially offset by the timing of disbursements. As of September 30, 2024, our days' sales outstanding, net of amounts owed to subcontractors, was 63 days, down 4 days year-over-year and up 7 days sequentially. Operating cash flow constitutes our primary source of liquidity and, historically, has been sufficient to fund working capital, capital expenditures, internal business expansion, and debt service. This includes commitments, both short-term and long-term, of interest expense on our debt and operating lease commitments, and future principal payments on the ABL. We expect to meet our future cash needs from a combination of cash on hand, operating cash flows, and funds available through the ABL. See the debt discussion which follows. During the nine months ended September 30, 2024, the Company repurchased a total of 2,107,035 shares of common stock for \$33.2 million, at an average price of \$15.75 per share, under its \$100.0 million Board-authorized stock repurchase program (Repurchase Program). As of September 30, 2024, there was \$44.1 million remaining for share repurchase under the Repurchase Program, subject to certain conditions in the Loan Agreement (as defined below). Net cash provided by operating activities decreased \$140.5 million to \$95.9 million for the nine months ended September 30, 2024, as compared to \$236.4 million for the nine months ended September 30, 2023. Net cash used in investing activities was \$6.2 million for the nine months ended September 30, 2024, as compared to \$10.9 million for the nine months ended September 30, 2023, primarily for capital expenditures in both years, and a small acquisition in the prior year. Net cash used in financing activities during the nine months ended September 30, 2024 was \$42.8 million, as compared to \$214.8 million during the nine months ended September 30, 2023. During the nine months ended September 30, 2024, we used cash to pay \$3.0 million for income taxes on share-based compensation, \$33.2 million for share repurchases, and \$6.6 million for contingent consideration. During the nine months ended September 30, 2023, we reported net repayments of \$150.7 million on debt, and used cash to pay \$4.9 million for income taxes on share-based compensation, \$51.2 million for share repurchases, \$7.5 million for contingent consideration, and an immaterial amount for other financing activities. Â Debt 2021 Term Loan Credit Agreement On June 8, 2021, we entered into the Term Loan Credit Agreement (Term Loan Agreement), which provided for a six-year second lien subordinated term loan in the amount of \$100.0 million (term loan). On November 18, 2021, we amended the Term Loan Agreement (Term Loan First Amendment), which provided the Company an incremental term loan in an aggregate amount equal to \$75.0 million. On April 14, 2023, we amended the Term Loan Agreement (Term Loan Second Amendment), which provided the option for all or a portion of the borrowings to bear interest at a rate based on the Secured Overnight Financing Rate (SOFR) or the Base Rate (as defined in the Term Loan Agreement), at the election of the borrowers, plus an applicable margin. With respect to any SOFR loan, the rate per annum was equal to the Term SOFR (as defined in the Term Loan Second Amendment) for the interest period plus an adjustment of 10 basis points due to the credit spread associated with the transition to SOFR. As more fully described in Note 8 - Debt to our condensed consolidated financial statements, on June 30, 2023, we repaid all outstanding obligations under the term loan, and terminated the Term Loan Agreement. As a result, debt issuance costs of \$1.7 million were written off in the second quarter of 2023 and are included as loss on early extinguishment of debt in the condensed consolidated statements of operations and comprehensive income (loss). All subsidiary guarantees of the term loan were automatically released upon the termination of the Term Loan Agreement. 2019 Asset-Based Loan Agreement Effective October 25, 2019, the prior senior credit facility entered into in August 2017 was replaced by a \$120.0 million asset-based loan agreement (Loan Agreement), which provided for a five-year senior secured revolving credit facility. On June 30, 2020, we amended the Loan Agreement (First Amendment), which increased the current aggregate committed size of the ABL \$39m from \$120.0 million to \$130.0 million. All other terms, conditions, covenants, and pricing of the Loan Agreement remained the same. On March 8, 2021, we amended the Loan Agreement (Second Amendment), which increased the current aggregate committed size of the ABL from \$130.0 million to \$150.0 million, increased certain borrowing base sub-limits, and decreased both the cash dominion event and financial reporting triggers. On June 8, 2021, we amended the Loan Agreement (Third Amendment), which permitted the incurrence of indebtedness and grant of security as set forth in the Loan Agreement and in accordance with the Intercreditor Agreement, and provides mechanics relating to a transition away from LIBOR as a benchmark interest rate to a replacement alternative benchmark rate or mechanism for loans made in U.S. dollars. On November 18, 2021, we amended the Loan Agreement (Fourth Amendment), whereby the permitted indebtedness (as defined in the Loan Agreement) was increased to \$175.0 million. On March 21, 2022, we amended the Loan Agreement (Fifth Amendment), which increased the current aggregate committed size of the ABL from \$150.0 million to \$300.0 million, extended the credit facility for an additional five years, increased certain borrowing base sub-limits, and provided the option for all or a portion of the borrowings to bear interest at a rate based on SOFR or Base Rate (as defined in the Loan Agreement), at the election of the borrowers, plus an applicable margin. On September 29, 2023, we amended the Loan Agreement (Sixth Amendment), which changed the minimum fixed charge coverage ratio from a maintenance covenant to a springing covenant based on excess availability. On July 29, 2024, we amended the Loan Agreement (Seventh Amendment), which allows for all share repurchases paid in cash prior to June 30, 2024 and thereafter to be excluded as restricted payments in the fixed charge coverage ratio calculation if there is no revolving ABL balance. As of September 30, 2024, the interest rate spreads and fees under the ABL were based on SOFR plus 1.85% for the revolving portion of the borrowing base. The Base Rate margin would have been 0.75% for the revolving portion. The SOFR and Base Rate margins are subject to monthly adjustments, pursuant to a pricing matrix based on our excess availability under the revolving credit facility. In addition, the facility is subject to an unused line fee, letter of credit fees, and an administrative fee. Borrowing base availability under the ABL was \$150.2 million as of September 30, 2024, with no borrowings drawn and \$135.2 million of availability net of \$15.0 million of letters of credit. For the three months ended September 30, 2024, the excess availability did not fall below the stated threshold and, as a result, there was no covenant compliance period. See Note 8 - Debt to our condensed consolidated financial statements. Critical Accounting Policies and Estimates Our critical accounting policies and estimates remain consistent with those reported in our 2023 Form 10-K. 40 ITEM 3. A. A. A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Interest Rate Risk We are exposed to variable interest rate risk associated with our Loan Agreement entered into on October 25, 2019. This agreement charges interest at a rate based on either SOFR or Base Rate (as defined in the Loan Agreement) plus an applicable margin. Our Term Loan Agreement, entered into on June 8, 2021, was repaid and terminated on June 30, 2023. A 1.0% change in interest rates would have resulted in interest expense fluctuating an immaterial amount for the nine months ended September 30, 2024 and 2023, respectively. See Note 8 - Debt to our condensed consolidated financial statements. Other Risks There have been no material changes to our other exposures as disclosed in our 2023 Form 10-K. ITEM 4. A. A. A. CONTROLS AND PROCEDURES We carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended, or the Exchange Act), as of the end of the period covered by this report. Based upon the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report. Disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, communicated to management, including the Chief Executive Officer and the Chief Financial Officer, and reported within the time periods specified in the SEC's rules and forms. The disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports required under the Exchange Act is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, in order to allow timely decisions regarding any required disclosure. There were no changes in our internal control over financial reporting as defined in Exchange Act Rules 13a-15(f) that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. 41 PART II. A. A. A. OTHER INFORMATION ITEM 1. A. A. A. LEGAL PROCEEDINGS Information with respect to certain legal proceedings is included in Part I, Item 1, Note 13 - Contingencies - Legal Proceedings of this Quarterly Report on Form 10-Q, and is incorporated herein by reference. ITEM 1A. A. A. RISK FACTORS There are no material changes to our Risk Factors as previously disclosed in our 2023 Form 10-K. ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS (c) Issuer Purchases of Equity Securities The following table sets forth the number of shares purchased, the average price paid per share, the total number of shares purchased as part of publicly announced programs, and the approximate dollar value of shares that may yet be purchased under the programs during each month in the third fiscal quarter ended September 30, 2024. See Note 11 - Stockholders' Equity contained in our Notes to Condensed Consolidated Financial Statements. A. A. A. in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information. Period Total Number of Shares Purchased Average Price Paid per Share Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (a) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (b) (dollar value in thousands, except per share data) July 1 through July 31 2024 1,061 \$14.81 201,061 \$52,993 August 1 through August 31 2024 1,371 \$14.82 293,371 \$48,638 September 1 through September 30 2024 1,447 \$14.83 22,447 \$14,066 Total 816,879 \$14,578.16 \$79,944.06 (a) Shares were repurchased under the Repurchase Program. The Repurchase Program has no expiration date but may be terminated by the Board of Directors at any time. No shares were purchased other than through publicly announced programs during the periods shown. (b) As of May 1, 2023, the Board of Directors has authorized an aggregate of \$100.0 million in share repurchases under the Repurchase Program. Amounts shown in this column reflect amounts remaining under the Repurchase Program referenced in Note 11 - Stockholders' Equity in Part I, Item 1 of this Quarterly Report on Form 10-Q. 42 ITEM 5. OTHER INFORMATION (c) Trading Plans Certain directors and officers (as defined in Rule 16a-1(f) under the Exchange Act) of the Company may execute purchases and sales of the Company's common stock through Rule 10b5-1 and non-Rule 10b5-1 equity trading plans. Pursuant to Item 408(a) of Regulation S-K, we are required to disclose whether any director or officer adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as that term is defined in Item 408(c) of Regulation S-K) during the most recently completed quarter. During the three months ended September 30, 2024, neither the Company nor any of its Section 16 officers or directors adopted, modified, or terminated any contract, instruction, or written plan for the purchase or sale of the Company's securities, under either a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (in each case, as defined in Item 408(a) of Regulation S-K). 43 ITEM 6. A. A. A. EXHIBITS A No. A Description 10.1 Amendment No. 7 to ABL Credit Agreement, dated as of July 29, 2024, by and among Cross Country Healthcare, Inc. and certain of its domestic subsidiaries as borrowers or guarantors, and Wells Fargo Bank, N.A., as administrative agent, collateral agent, and lender (Previously filed as an exhibit to the Company's Form 8-K dated July 29, 2024 and incorporated by reference herein). *31.1 A Certification pursuant to Rule 13a-14(a) and Rule 15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by John A. Martins, A President, Chief Executive Officer, Director (Principal Executive Officer) *31.2 A Certification pursuant to Rule 13a-14(a) and Rule 15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by William J. Burns, Executive Vice President, Chief Financial Officer (Principal Financial Officer) *32.1 A Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by John A. Martins, A President, Chief Executive Officer, Director (Principal Executive Officer) *32.2 A Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by William J. Burns, Executive Vice President, Chief Financial Officer (Principal Financial Officer) *101. INS A XBRL Instance Document *101. SCH A XBRL Taxonomy Extension Schema Document *101. DEF A XBRL Taxonomy Extension Definition Linkbase Document *101. LAB A XBRL Taxonomy Extension Label Linkbase Document *101. CAL A XBRL Taxonomy Extension Calculation Linkbase Document *101. PRE A XBRL Taxonomy Extension Presentation Linkbase Document 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) # Represents a management contract or compensatory plan or arrangement *A Filed herewith *A Furnished herewith 44 SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized. A CROSS COUNTRY HEALTHCARE, INC. Date: November 7, 2024 By: /s/ William J. Burns William J. Burns Executive Vice President & Chief Financial Officer (Principal Financial Officer) 45 EX-31.1 2 ccm2024093010qex31x1.htm EX-31.1 Document EXHIBIT 31.1 A Certification I, John A. Martins, certify that: A. I have reviewed this Quarterly Report on Form 10-Q of Cross Country Healthcare, Inc.; B. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; C. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; D. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and A. A. A. 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions): a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 7, 2024 /s/ John A. Martins John A. Martins President & Chief Executive Officer (Principal Executive Officer) EX-31.2 ccm2024093010qex31x2.htm EX-31.2 Document EXHIBIT 31.2 A Certification I, William J. Burns, certify that: 1. I have reviewed this Quarterly Report on Form 10-Q of Cross Country Healthcare, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this

report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report. 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions): a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

7. Date: November 7, 2024/s/ William J. BurnsWilliam J. BurnsExecutive Vice President & Chief Financial Officer (Principal Financial Officer) EX-32.1.4 ccrn20240930-10qex32x1.htm EX-32.1 DocumentEXHIBIT 32.1A CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350A In connection with the accompanying Quarterly Report on Form 10-Q of Cross Country Healthcare, Inc. (the Company) for the quarterly period ended September 30, 2024, (the "Periodic Report"), I, John A. Martins, President and Chief Executive Officer of the Company, hereby certify pursuant to 18A U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge: (1) the Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

7. Date: November 7, 2024/s/ John A. MartinsJohn A. MartinsPresident & Chief Executive Officer (Principal Executive Officer) A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Cross Country Healthcare, Inc. and will be retained by Cross Country Healthcare, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

7. Date: November 7, 2024/s/ William J. BurnsWilliam J. BurnsExecutive Vice President & Chief Financial Officer (Principal Financial Officer) A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Cross Country Healthcare, Inc. and will be retained by Cross Country Healthcare, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

7. Date: November 7, 2024/s/ William J. BurnsWilliam J. BurnsExecutive Vice President & Chief Financial Officer (Principal Financial Officer) A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Cross Country Healthcare, Inc. and will be retained by Cross Country Healthcare, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002. EX-32.2 5 ccrn20240930-10qex32x2.htm EX-32.2 DocumentEXHIBIT 32.2A CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350A In connection with the accompanying Quarterly Report on Form 10-Q of Cross Country Healthcare, Inc. (the "Company") for the quarterly period ended September 30, 2024, (the "Periodic Report"), I, William J. Burns, Executive Vice President and Chief Financial Officer of the Company, hereby certify pursuant to 18A U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge: (1) the Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

7. Date: November 7, 2024/s/ William J. BurnsWilliam J. BurnsExecutive Vice President & Chief Financial Officer (Principal Financial Officer) A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Cross Country Healthcare, Inc. and will be retained by Cross Country Healthcare, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002. EX-101.SCH 6 ccrn-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 9952156 - Disclosure - ORGANIZATION AND BASIS OF PRESENTATION link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - REVENUE RECOGNITION link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - ACQUISITIONS link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - COMPREHENSIVE INCOME (LOSS) link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - EARNINGS PER SHARE link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - DEBT link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - LEASES link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - FAIR VALUE MEASUREMENTS link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - STOCKHOLDERS' EQUITY link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - SEGMENT DATA link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - INCOME TAXES link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - RELATED PARTY TRANSACTIONS link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - REVENUE RECOGNITION (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - EARNINGS PER SHARE (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - DEBT (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - LEASES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - FAIR VALUE MEASUREMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - STOCKHOLDERS' EQUITY (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - SEGMENT DATA (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Allowance for Doubtful Accounts (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Restructuring (Benefits) Costs (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - REVENUE RECOGNITION (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - ACQUISITIONS (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - COMPREHENSIVE INCOME (LOSS) (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - EARNINGS PER SHARE - Components of Numerator and Denominator for Computation of Basic and Diluted Earnings per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - EARNINGS PER SHARE - Anti-dilutive Securities (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS - Acquired Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS - Estimated Annual Amortization Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - DEBT - Long-term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - DEBT - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - DEBT - 2021 Term Loan Credit Agreement Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - DEBT - 2019 Asset-Based Loan Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - LEASES - Supplemental Balance Sheet Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - LEASES - Operating Lease Maturity (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - LEASES - Lease Costs (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - FAIR VALUE MEASUREMENTS - Estimated Fair Values of Financial Assets and Liabilities Measured on a Recurring Basis (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - FAIR VALUE MEASUREMENTS - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - STOCKHOLDERS' EQUITY - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - STOCKHOLDERS' EQUITY - Restricted Stock Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - SEGMENT DATA (Details) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - INCOME TAXES (Details) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - RELATED PARTY TRANSACTIONS (Details) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS - Balance Sheet (Details) link:presentationLink link:calculationLink link:definitionLink 9954508 - Disclosure - IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS - Statement of Operations and Comprehensive Income (Loss) (Details) link:presentationLink link:calculationLink link:definitionLink 9954509 - Disclosure - IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS - Statement of Stockholders' Equity (Details) link:presentationLink link:calculationLink link:definitionLink 9954510 - Disclosure - IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS - Statement of Cash Flow (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 7 ccrn-20240930.cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 8 ccrn-20240930.def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 9 ccrn-20240930.lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT 2021 Term Loan Credit Agreement, Aggregate Amount of All Possible Increases 2021 Term Loan Credit Agreement, Aggregate Amount Of All Possible Increases [Member] 2021 Term Loan Credit Agreement, Aggregate Amount Of All Possible Increases Borrowings under Senior Secured Asset-Based revolving credit facility Proceeds

Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Earnout liability Current portion of earnout liability Business Combination, Contingent Consideration, Liability, Current Schedule of Allowance for Doubtful Accounts Accounts Receivable, Allowance for Credit Loss [Table Text Block] Share-based awards (shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Restatement of Prior Period Financial Statements Restatement Of Prior Period Financial Statements, Policy [Policy Text Block] Restatement Of Prior Period Financial Statements, Policy Payments Payments for Restructuring Credit Facility [Domain] Credit Facility [Domain] Cash and cash equivalents at beginning of period Cash and cash equivalents at end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Schedule of Accounts, Notes, Loans and Financing Receivable [Table] Accounts and Financing Receivables [Table] Accrued claims Liability for Claims and Claims Adjustment Expense Current assets: Assets, Current [Abstract] Goodwill Goodwill Goodwill Beginning balance Ending balance Accounts Receivable, Allowance for Credit Loss Cash paid for shares withheld for taxes Payment, Tax Withholding, Share-Based Payment Arrangement Other comprehensive income (loss): Other Comprehensive Income (Loss), Net of Tax [Abstract] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Employee Stock Option Share-Based Payment Arrangement, Option [Member] Short-term lease expense Short-Term Lease, Cost Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Other Proceeds from (Payments for) Other Financing Activities Schedule of Supplemental Balance Sheet Information Assets And Liabilities, Leases [Table Text Block] Assets And Liabilities, Leases [Table Text Block] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Vested in period, net (shares) Share-based Compensation Arrangement By Share-based Payment Award, Equity Instruments Other than Options, Vested In Period, Net Repurchase Program Repurchase Program [Member] Repurchase Program Security Exchange Name Security Exchange Name Interest margin percentage Debt Instrument, Basis Spread on Variable Rate Award Type [Axis] Award Type [Axis] Contribution income: Operating Income Loss Before Depreciation And Amortization Acquisition And Restructuring Legal Impairment And Corporate Overheard Operating Income Loss Before Depreciation And Amortization Acquisition And Restructuring Legal Impairment And Corporate Overheard Write off of debt issuance costs Deferred Debt Issuance Cost, Writetoff Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Property and equipment, net of accumulated depreciation of \$20,792 in 2024 and \$15,808 in 2023 Property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] 2021 Term Loan Credit Agreement, Incremental Term Loan 2021 Term Loan Credit Agreement, Incremental Term Loan [Member] 2021 Term Loan Credit Agreement, Incremental Term Loan Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Operating lease liabilities Operating lease liabilities - current Less: operating lease liabilities - current Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Income taxes Increase (Decrease) in Income Taxes Payable Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Basis spread on variable rate, additional credit spread associated with SOFR Debt Instrument, Basis Spread On Variable Rate, Adjustment Debt Instrument, Basis Spread On Variable Rate, Adjustment Error Correction [Table] Error Correction [Table] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Property and equipment, accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Schedule Of Indefinite Lived And Finite Lived Intangible Assets [Table] Schedule Of Indefinite Lived And Finite Lived Intangible Assets [Table] Schedule Of Indefinite Lived And Finite Lived Intangible Assets [Table] Acquisitions, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Basis of Accounting Basis of Accounting, Policy [Policy Text Block] Diluted (shares) Weighted average common shares - Diluted (shares) Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] 2024 Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholders' equity Beginning balance Ending balance Equity, Attributable to Parent Line Of Credit Sublimit [Axis] Line Of Credit Sublimit [Axis] Line Of Credit Sublimit [Axis] Related Party Related Party [Member] Interest expense Interest Expense, Nonoperating Deferred income tax (benefit) expense Deferred Income Tax Expense (Benefit) Payment of contingent consideration Payment of contingent consideration Payment for Contingent Consideration Liability, Financing Activities Letters of credit outstanding Letters of Credit Outstanding, Amount Selling, general and administrative expenses Selling, General and Administrative Expense Accounts receivable, net of allowances of \$35,025 in 2024 and \$20,547 in 2023 Accounts receivable Accounts Receivable, after Allowance for Credit Loss, Current Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Other Increase (Decrease) in Other Operating Liabilities Impairment charges Impairment charges Impairment charges Asset Impairment Charges Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus Other costs Business Combination, Acquisition Related Costs All Executive Categories All Executive Categories [Member] Share-based awards (shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Physician Staffing Physician Staffing Physician Staffing [Member] Physician staffing [Member] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets Assets [Abstract] Segment Reporting, Reconciling Item for Operating Profit (Loss) from Segment to Consolidated [Line Items] Segment Reporting, Reconciling Item for Operating Profit (Loss) from Segment to Consolidated [Line Items] Document Type Document Type Effective interest rate percentage Debt Instrument, Interest Rate, Effective Percentage Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Average market price (in dollars per share) Shares Acquired, Average Cost Per Share Earnout liability Business Combination, Contingent Consideration, Liability, Noncurrent Vested (shares) Vested (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Schedule of Estimated Annual Amortization Expense Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Maximum Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Net Carrying Amount Finite-Lived Intangible Assets, Net Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounting Policies [Abstract] Accounting Policies [Abstract] ACQUISITIONS Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less: amount of lease payments representing interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Accounts payable and accrued expenses Accounts Payable and Other Accrued Liabilities, Current Effect of diluted shares: Weighted Average Number of Shares Outstanding, Diluted, Adjustment [Abstract] Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (loss) before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Award Type [Domain] Award Type [Domain] Name Outstanding Recovery, Individual Name Additional authorized amount Stock Repurchase Program, Additional Authorized Amount Stock Repurchase Program, Additional Authorized Amount Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Vesting of restricted stock (shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Schedule of Antidilutive Securities Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Revision of Prior Period [Axis] Revision of Prior Period [Axis] Schedule of Acquired Intangible Assets Schedule of Intangible Assets and Goodwill [Table Text Block] Deferred tax assets Deferred Income Tax Assets, Net Non-PEO NEO Non-PEO NEO [Member] Additional Paid-In Capital Additional Paid-in Capital [Member] Loss on currency fluctuations Accumulated Other Comprehensive Income (Loss), Foreign Currency Translation Adjustment, Before Tax Accumulated Other Comprehensive Income (Loss), Foreign Currency Translation Adjustment, Before Tax Line of credit term Line of Credit Facility, Expiration Period Award Timing Predetermined Award Timing Predetermined [Flag] Customer relationships Customer Relationships [Member] Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Variable and other lease costs Variable And Other Lease, Cost Variable And Other Lease, Cost Net income (loss) per share attributable to common stockholders - Diluted (in dollars per share) Net income per share attributable to common stockholders - Diluted (in dollars per share) Earnings Per Share, Diluted Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Temporary Staffing Services Temporary Staffing Services [Member] Temporary Staffing Services [Member] Type of Restructuring [Domain] Type of Restructuring [Domain] Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Customer [Axis] Customer [Axis] Schedule of Estimated Fair Values of Financial Assets and Liabilities Measured on a Recurring Basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Employee Termination Costs Employee Severance [Member] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Equity compensation Share-Based Payment Arrangement, Noncash Expense Principal payments on term loan Repayment of outstanding obligations Repayments of Secured Debt Income tax expense (benefit) Income Tax Expense (Benefit) Other expenses (income): Nonoperating Income (Expense) [Abstract] Accounts Receivable, Allowance for Credit Loss [Roll Forward] Accounts Receivable, Allowance for Credit Loss [Roll Forward] STOCKHOLDERS' EQUITY Shareholders' Equity and Share-Based Payments [Text Block] Net income (loss) attributable to common stockholders - Diluted Net Income (Loss) Available to Common Stockholders, Diluted Operating lease liabilities Increase (Decrease) In Operating Lease Liabilities Increase (Decrease) In Operating Lease Liabilities Revenue from services Revenue from Contract with Customer, Excluding Assessed Tax Effective tax rate Effective Income Tax Rate Reconciliation, Percent Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Income (loss) from operations Operating Income (Loss) Variable Rate [Domain] Variable Rate [Domain] Business Acquisition [Line Items] Business Acquisition [Line Items] Total liabilities and stockholders' equity Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Accrued compensation and benefits Employee-related Liabilities, Current Restructuring costs Charged to restructuring Restructuring costs Restructuring Charges Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Interest income Investment Income, Interest Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Schedule of Restricted Stock Activity Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block] Cloud computing Cloud Computing, Noncurrent Cloud Computing, Noncurrent Right-of-use assets acquired under operating lease Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Borrowing base, percentage of accounts receivable Line Of Credit, Borrowing Base, Percentage Of Accounts Receivable Line Of Credit, Borrowing Base, Percentage Of Accounts Receivable Accumulated Other Comprehensive Loss, net AOCI Attributable to Parent [Member] Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Schedule of Information on Operating Segments and Reconciliation to (Loss) Income from Operations Reconciliation of Operating Profit (Loss) from Segments to Consolidated [Table Text Block] Operating expenses: Operating Expenses [Abstract] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Accounts, Notes, Loans and Financing Receivable [Line Items] Accounts, Notes, Loans and Financing Receivable [Line Items] Unvested restricted stock awards, beginning balance (in dollars per share) Unvested restricted stock awards, ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Borrowing base availability Line Of Credit Facility, Borrowing Base Availability Line Of Credit Facility, Borrowing Base Availability Liabilities and Stockholders' Equity Liabilities and Equity [Abstract] Line Of Credit Sublimit [Domain] Line Of Credit Sublimit [Domain] [Domain] for Line Of Credit Sublimit [Axis] Summary of Revisions Schedule of Error Corrections and Prior Period Adjustments [Table Text Block] Software Software Development [Member] Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Related Party Transactions [Abstract] Related Party Transactions [Abstract] Non-cash lease expense Operating Lease Expense, Non-Cash Operating Lease Expense, Non-Cash Restricted Stock And Performance Shares Restricted Stock And Performance Shares [Member] Restricted Stock And Performance Shares Operating lease right-of-use assets Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Credit loss expense Credit Loss Expense Accounts Receivable, Credit Loss Expense (Reversal) Segments [Axis] Business Segments Segments [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Fair Value Measurement [Table] Fair Value Measurement [Table] Fair Value Measurement [Table] Debt Long-Term Debt, Gross Exercise Price Award Exercise Price Deferred compensation liability Obligations, Fair Value Disclosure EARNINGS PER SHARE Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Reconciliation of Operating Profit (Loss) from Segments to Consolidated [Table] Reconciliation of Operating Profit (Loss) from Segments to Consolidated [Table] GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS Goodwill and Intangible Assets Disclosure [Text Block] Stockholders' equity: Equity, Attributable to Parent [Abstract] Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Write-Offs, net of Recoveries Accounts Receivable, Allowance For Credit Loss, Writetoff, After Recovery Accounts Receivable, Allowance For Credit Loss, Writetoff, After Recovery Performance attainment percentage Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Performance Attainment Percentage Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Performance Target Attainment Level, Percentage Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Provision for allowances Provision For Doubtful Accounts And Other Allowances Provision For Doubtful Accounts And Other Allowances Segments [Domain] Segments [Domain] Segments [Domain] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Debt term Debt Instrument, Term 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] PEO PEO [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other expense (income), net Other income, net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Other intangible assets, net Intangible Assets, Net (Excluding Goodwill) Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Quarterly commitment fee on the average daily unused portion percentage Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Senior Secured Asset-Based Loan Senior Secured Asset-Based Loan [Member] Senior Secured Asset-Based Loan [Member] Shares reserved for share-based payments (shares) Common Stock, Capital Shares Reserved for Future Issuance Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Related Party [Domain] Related and Nonrelated Parties [Domain] Beginning balance (shares) Ending balance (shares) Shares, Outstanding Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Local Phone Number Local Phone Number Liability Class [Axis] Liability Class [Axis] Sales allowance, billing-related adjustments Sales Allowance, Billing-Related

Adjustments Sales Allowance, Billing-Related Adjustments Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Prepaid expenses and other assets Increase (Decrease) in Other Operating Assets Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] SOFR Secured Overnight Financing Rate (SOFR) [Member] PEO Total Compensation Amount PEO Total Compensation Amount Equity consideration for acquisition (shares) Business Acquisition, Equity Interest Issued or Issuable, Number of Shares Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Share Repurchase Program [Domain] Share Repurchase Program [Domain] CONTINGENCIES Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock Common Stock [Member] Measure: Measure [Axis] Vesting of restricted stock Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Gross increase to current year unrecognized tax benefits related to federal and state tax issues Unrecognized Tax Benefits, Increase Resulting from Current Period Tax Positions Asset Class [Domain] Asset Class [Domain] Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Line of Credit Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Segment Reporting [Abstract] Segment Reporting [Abstract] Entity Central Index Key Entity Central Index Key Threshold period, past due for payment of services provided Threshold Period, Past Due For Payment Of Services Provided Threshold Period, Past Due For Payment Of Services Provided Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Accounts payable and accrued expenses Increase (Decrease) in Accounts Payable and Accrued Liabilities Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] SEGMENT DATA Segment Reporting Disclosure [Text Block] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Equity compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Restricted Stock Awards Restricted Stock [Member] Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Risks and Uncertainties Risks And Uncertainties [Policy Text Block] Risks And Uncertainties Title Trading Arrangement, Individual Title Managed Service Programs (MSP) Customer Managed Service Programs (MSP) Customer [Member] Managed Service Programs (MSP) Customer Statement [Table] Statement [Table] SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Significant Accounting Policies [Text Block] Numerator: Net Income (Loss) Available to Common Stockholders, Diluted [Abstract] City Area Code City Area Code Current liabilities: LIABILITIES, Current [Abstract] Earnout liabilities Business Combination, Contingent Consideration, Liability Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level 1 Fair Value, Inputs, Level 1 [Member] HireUp HireUp Leadership Inc [Member] HireUp Leadership Inc Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Revision of Prior Period [Domain] Revision of Prior Period [Domain] Borrowing availability Line of Credit Facility, Remaining Borrowing Capacity Stock repurchase and retirement Payments for Repurchase of Common Stock Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] INCOME TAXES Income Tax Disclosure [Text Block] Stock repurchase and retirement Stock repurchase and retirement Stock Repurchased and Retired During Period, Value 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Earnings Per Share [Abstract] Earnings Per Share [Abstract] Uncertain tax positions Liability for Uncertainty in Income Taxes, Noncurrent Equity [Abstract] Equity [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Stock repurchase and retirement (shares) Shares repurchased and retired (shares) Stock Repurchased and Retired During Period, Shares Related Party Transaction [Line Items] Related Party Transaction [Line Items] Repayments on Senior Secured Asset-Based revolving credit facility Repayments of Long-Term Lines of Credit Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Weighted average discount rate Operating Lease, Weighted Average Discount Rate, Percent Thereafter Finite Lived Intangible Asset, Expected Amortization, After Year Four Finite Lived Intangible Asset, Expected Amortization, After Year Four Present value of future minimum lease payments Operating Lease, Liability Net cash used in financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Performance Stock Awards Performance Shares [Member] Prepayment premium paid Payment for Debt Extinguishment or Debt Prepayment Cost Nurse And Allied Staffing Nurse And Allied Staffing Nurse And Allied Staffing [Member] Nurse and allied staffing [Member] Accounting Changes and Error Corrections [Abstract] Credit Facility [Axis] Credit Facility [Axis] Direct operating expenses Direct Operating Costs Amendment Flag Amendment Flag Entity Registrant Name Entity Registrant Name Cash consideration, gross Payments to Acquire Businesses, Gross Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation and amortization Depreciation and amortization Depreciation, Depletion and Amortization Acquisition-related settlements Proceeds From Acquisition-Related Settlements Proceeds From Acquisition-Related Settlements Unrealized foreign currency translation loss, net of tax Foreign currency translation adjustment, net of taxes Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Fair Value as of Grant Date Award Grant Date Fair Value Revenue from Contract with Customer, Product and Service [Extensible List] Revenue from Contract with Customer, Product and Service [Extensible Enumeration] Debt Issuance Costs Debt Issuance Costs, Net DEBT Debt Disclosure [Text Block] Fair Value, Measurements, Fair Value Hierarchy [Domain] Fair Value Hierarchy and NAV [Domain] Fair Value Measurement [Line Items] Fair Value Measurement [Line Items] Fair Value Measurement [Line Items] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Face amount Debt Instrument, Face Amount Schedule of Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Unbilled contracts receivable Unbilled Contracts Receivable Entity Address, Postal Zip Code Entity Address, Postal Zip Code Nature of Business Consolidation, Policy [Policy Text Block] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Common stock Common Stock, Value, Issued Insurance recovery receivable Insurance Settlements Receivable, Noncurrent Acquisitions Stock Issued During Period, Value, Acquisitions Standby Letters Of Credit Sublimit Standby Letters Of Credit Sublimit [Member] Standby Letters Of Credit Sublimit [Member] Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Acquisitions (shares) Stock Issued During Period, Shares, Acquisitions Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years that are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Loss on early extinguishment of debt Gain (Loss) on Extinguishment of Debt Fair Value by Liability Class [Domain] Fair Value by Liability Class [Domain] Cash flows from financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Amount of indebtedness permitted from other sources Line Of Credit, Amount Of Indebtedness Permitted By Senior Secured Asset Based Loan To Be Borrowed From Other Sources Line Of Credit, Amount Of Indebtedness Permitted By Senior Secured Asset Based Loan To Be Borrowed From Other Sources Share-Based Payment Arrangement Share-Based Payment Arrangement [Member] Lease-Related Exit Costs Exit Costs [Member] Exit Costs [Member] Net income (loss) per share attributable to common stockholders - Basic (in dollars per share) Net income per share attributable to common stockholders - Basic (in dollars per share) Earnings Per Share, Basic Cash paid for amounts included in the measurement of operating lease liabilities Operating Lease, Payments Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Other Services Other Services [Member] Other Services [Member] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Schedule of Goodwill [Table] Goodwill [Table] Net income (loss) attributable to common stockholders - Basic Net Income (Loss) Available to Common Stockholders, Basic Trade names, indefinite-lived Indefinite-Lived Trade Names Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Intangible assets subject to amortization: Finite-Lived Intangible Assets, Net [Abstract] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Weighted average common shares outstanding: Weighted Average Number of Shares Outstanding, Diluted [Abstract] As Reported Previously Reported [Member] Share Repurchase Program [Axis] Share Repurchase Program [Axis] Total assets Assets 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Line of credit outstanding Long-Term Line of Credit granted (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Income taxes receivable Income Taxes Receivable, Current Principal payments on note payable Repayments of Notes Payable Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Four Lessee, Operating Lease, Liability, to be Paid, after Year Four Other liabilities Other Liabilities, Noncurrent Databases Database Rights [Member] Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies Commitments and Contingencies Termination Date Trading Arrangement Termination Date Omnibus Plan Omnibus Plan [Member] Omnibus Plan Schedule of Related Party Transactions, by Related Party [Table] Related Party Transaction [Table] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Entity Address, City or Town Entity Address, City or Town Debt Instrument [Axis] Debt Instrument [Axis] Share-based compensation Share-Based Payment Arrangement, Expense Net income (loss) attributable to common stockholders Net income (loss) Consolidated net (loss) income Net Income (Loss) Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] COMPREHENSIVE INCOME (LOSS) Comprehensive Income (Loss) Note [Text Block] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Forfeited (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Business Acquisition [Axis] Business Acquisition [Axis] IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS Error Correction [Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number REVENUE RECOGNITION Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Denominator: Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Intangible assets not subject to amortization: Indefinite-Lived Intangible Assets (Excluding Goodwill) [Abstract] Effect of exchange rate changes on cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Deferred compensation asset Assets, Fair Value Disclosure Name Forgone Recovery, Individual Name 2024 Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Weighted average remaining lease term Operating Lease, Weighted Average Remaining Lease Term Document Period End Date Document Period End Date Other non-cash costs Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Base Rate Base Rate [Member] Total minimum lease payments Lessee, Operating Lease, Liability, to be Paid Unvested restricted stock awards, beginning balance (shares) Unvested restricted stock awards, ending balance (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Asset Class [Axis] Asset Class [Axis] Insider Trading Arrangements [Line Items] Line of Credit Facility [Line Items] Line of Credit Facility [Line Items] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Fair Value, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Customer [Domain] Customer [Domain] Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Retained Earnings Retained Earnings [Member] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Related Party [Axis] Related and Nonrelated Parties [Axis] Basic (shares) Weighted average common shares - Basic (shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Mint Mint Medical Physician Staffing, LP And Lotus Medical Staffing LLC [Member] Mint Medical Physician Staffing, LP And Lotus Medical Staffing LLC Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Stock repurchase excise tax Stock Repurchased During Period, Excise Tax Stock Repurchased During Period, Excise Tax Name Awards Close in Time to MNPI Disclosures, Individual Name 2021 Term Loan Credit Agreement 2021 Term Loan Credit Agreement [Member] 2021 Term Loan Credit Agreement Entity Filer Category Entity Filer Category Balance at beginning of period Balance at end of period Restructuring Reserve Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Company Selected Measure Name Company Selected Measure Name Legal and other losses Legal And Other Losses Legal And Other Losses Service [Member] EX-101, PRE 10 ccm-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 11 ccm-20240930_g1.jpg LOGO begin 644 ccm-20240930_g1.jpg M JC X1#171A9U 34T * @ @ !P\$2 , ! \$ \$: 4 ! M8@; : ! :@SY , ! : \$ Q (D @<SR (4 M EH= ! O ! K -@ + <; & GS MQL " <006108F4+&4A0 M =&JS;&JP(<#(& (P,3D@<'\$UA8VEN=&JS;-D Q,3QHP-CHQ-R Q-Q-HT-CHR M =& H \$ P \$ O H (! :JH"W.M;59~BT>=>M~=&)<M J [Q6LKN8*Y]2W1MCG-JSG<G H M ~W#S,LD M<9,.74 H QD>?P [AR] \$: !0V0A,H\$Y-I2HG] M+S= XES) (F,+#7<C/N# 5>A# N .M1/GGZAR8Q<U/LEANKM<DWM1<BJCOS MZW F/5[IZL36]SHMPO,HE 34<-.CDTQ[QUM] X# 34]>I PE=W;]>Z]B[OPR M^<ED5 P SD 26RSU\$?;ZE3OSJUS<B_XM.OYT9N8Q<""<NNMS7,AWO~>9<CW M(1Y>=>?2HU0<1.OCTU,D<OY3F,7>9[CU]KUQ[1]7[<M3Y1/VRZA.7?<]ZD33[<1 MPVX]<41^C9=6 .7Z5S0U [IF7G^ J39URYIK 5IQ 4 Y TKYIRIR^KU@<Y< MG^Jl#MC77,9[!/? @UH8MR^\$<S2XU?3YO/R34 6SIN9U>GI?3#<2TKGY.I MCD.JH;1 C<=,;J]WJN[FVMZY[ZH=IQ.J].R[!G+J(SQ^%Z6VQS:>+L6; [RTEK[FLQ]OIJU?!(S=I?Z?Q?WD= MK<Q?PVUWJ?<.6%[!JOUN;Z26-;JF1 3VU5=;UON 26;/> #MG?4;?%N6? MZU?S?2?_A]RF9V9U>B<N=O UKG6>SW5#WU;=W^%V=WUQR;C9=6 ^M%U,1.+6+L MRUKF4V=5>3K3FLVO: YZEG~< F 4JZ1[7?<ZSLZ;J7~H4M=ZZ.~!<OS&?<H2?>.X?7J]/D F^H[V^CN ? I XN3]<I>S>F8G5>AW3NHX./D9%C@2?];R M!SA,NK^RM=7L] \WO\ 5]1:N? GGH 5[4M=>P>BKF'ZE9>VT~;MVFN0O#56VK M.SW/G -G4M0.[H2, M9?TW[?>X-JO<+ F^W^H[VJ5D0=T7J];W>Y[SA9547 G M]U(6;02? 8 P^GI&RW 2+9>HV9G6G2+75SNEF397@Y=K2UjV.W#KWiO<+<[MU/J&LGF9J92W Q^I=Z=E9S55C.<+<+ ?J.WOL9NK9 417L K7UIZ;B8 M5>1CX(S[< &2QCK327556Y(O H KMJWL FDI FB;?<7BEQ<?<N&] L> M]2T+V=>LW2LGJF7.33.FWLQ1=AV6%U=EGVWRZN<[JZG .A9U+U[MSO3D5V8H]M.X H[IT/ P^Nu6R83\$3IELB5UH[!J4OK MO;CVMZ?UNXV8]ABC~L.NK]BZOZG?7\$X^I^KZ9<^L.QS:>+W^ M+ M HK?^T W9^<K P Q/FP7ZH?4#KXQ61ET+W^5.K8O3^19<=UEABFEOTGD+> VL=96 WT[S[?4V P#7]/Q(M=8L7JN1T;.?G=ZCAG*9T^AN78L.Yl#A9M] EVJM[WZ] P#HOZB2@>oJ8BC2 MXI\CKW36]ZH;VSUQ^YCOS<[ZU]QZBWU3=EX-O6.FB[PSW-8UY8T,~LW9>Q8VS5>K57 ADZ MXT8U^C1O1+BC 5_PD: [Z/]>=JMP[K/U?1MPT7YV\N;J]^#+67V, ?K;O, MUUOULC2X0UW36[5Y3J3Q]W<M<O<+JNUC6?2Y6C3?TZK>U>IQA6QF^+4J M6,%1>.2CTM@[WYOl;%(L7ZL=,ZR&4 5NTYH~W6V]J98ZE]G4JVM9DlD5Y=M>=^T^W;TBRJVS^V M5O92^QK7LWMMVMOJN \ P=*>5&&GRK@ (Y)& BYO7.G9P3,VHV9F9]O5Z3U^ MFAN/EAC6L9N9V=7V1N,SUZ-OZ/UV7(GU_Z39~S6W8J[!9X%]17 MCT.%=>+6UUL^#6M&C(U 5.BY)~< P# TQ54DDMDE.7U;ZM=Z%QZ/RQ_KAN& MUMC7(K=MG=L<^EU>J[FZ_Z^H \

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U[USKJ]GJ[0? W1Z9QAOJ]9/IW0 M 'Q-U3IS' U1M]=3P' %Q3S7NUD B8Y(K M C#2? M;3=-?W[ZAK#J8;-CP55X8*H<->X8+AAAN(8*1<|I=AN\$>X8;F\$XC@ MN(8+A@N(1[F>X@AN\$>Y1[E@N(8+A D0 &1+;F[U@< \$;W6OFN '6]3Z M%4\$ 8GW@ZP-V#-55FC5(X;LV&O&4CAJ38*Z/6FP5)L%: M=@J31ZS17FP5 M)HU6&X&C'JSQZC! <1C9UXJ6'&O&6GCUQ[IF> >K@J31KF, >K&4GP7\$8J6; M-K@N8QZD7@ (Q)R5\$?->B], S8KMOFH "BSZPY I'Z MG@< !=W[L;[OLY'L0 'FD'X' 6=4M@L PL IZL'SVZ' <M 106J>8+ I M [ROWIRKKA4F]>E3X?ZEVZU'U'U .AC.T.SJG\$ J8] M0 #R#T=-GRW/ YR0+YVVL/F?OC.L< ->!(MBNY'6=1 M M XOP&YTX/F=I'<+BW+O2&M+AKQPW#17A@KQPUX8+A@N&X&A@KL ML%PCUV&X1[AAAN81KB.'X@AN&N'X@'N8Q'X1[E'N6'X@A@N'1 (EM\$ M\$Z->B'>K757 'VJV'=I' \S')<1=Q1J>D<6;#7C1J1PU'L@<=K38'DV M'61FP5F5HJ9@K\$8*DT.K# <1C9UXJ1@N(QZL)>K'17C'K3QZD8J\$&5FP5)HUS&5/CJ3X+B>K&5GP7,8J2/1 M 72A 2GP9VAKY2 M %6KOFHU,70 Q#?>R38;OOE?P?>[.XNJXSJ M'=H&AY8'#\$S2?FM&K1JUD 7?>[V M1N]; 0-&8<8GSV 8 ->I@VP&P5727ASJF2 #HWM>X@H\$VQ\$=WL&B2@V M 'OUV'6Z4J>1 I'MEYF; PIX P'C M'BS7MUUI?] MW2[FWH+17CAK2X->PP5X8*H<->X8+AAAN(8*1<|I=AN\$>X8;F\$XC@N(1[M&A@N(1[F>X@AN\$>Y1[E@N(8+A D0 T1);>BAZU =V9S/I0 IPMJ MOOJ72S, ^7V5Y1>PX;LV&O&4CAJ38*Z/6FP5)L%: M=@J31ZS17FP5 HU6. M&X&C'JSQZC! <1C9UXJ6'&O&6GCUQ[IF> >K@J31KF, >K&4GP7\$8J6;K@N8QZD7@ UUO?W#>.;N'YKF P'X IY M/NEG5+8+> >K' _O@< 4 2.E5H.Y.J +> FWO=>+G#MJ RQMP MY?O'D Q5U3 'H&^<I,C1\$5N?Y@< I'Z)TVKKIV&@< I/NYIF[ZGDH' M M U4=I@N S812]=OM;O=-N'YXSSKO' P IM9YJF/0+># I' M X M>UCJ?R J0 <+IT\$Y5550?7A@KQPUI<-> >X8*H<-> >O#&1< ,>PPW\$>,%=@N\$>NP MW4< ,>S'<-1P7\$> ,>PP7\$[JS@<O@P7]LP5YL%2-5CAN(QZL)>HP7\$8J6/>5C@KQCUIXJ2> ,>YJCS8'DT.YCJQCUIXJ' M0%Q&5C&J\$X+>F> ,>I' (@/H#N'D' BOAWNGZ+X< &\$& >MF6>Z.5->?>[3CY9U2'P' JQ /\$XK %2+T31M7VGGI' WGYQW2SA MPK.P' /K/GNE3\$& & WCCG&O<U>B& #AWJ4/>4JPMXIR%\$ 7+ M ,>V6->#1. IJZAJ'WKKG'R2AHJ [IX.Y:60;T? I=97N MFJ 'IY:WSMR8P' .(LC1I) V5\$T4'6G\$Y+RIO+VGGI>9 &L3> M3YZ LCFP W7&'X8+AAAN(8*1<|I=AN\$>X8;F\$XC@N(8+A@N(1[F>X@AN\$>Y1[E@N(8+A D0 I=2QNMC?> AEN;Z'XB "4F8">[IX?>+H MR=7+?>[1JPU]L@<=K38'DV M'6FP5F5HJ@K\$8*DT.K#<1C9UXJ1@N(QZL M'>K'17C'K3QZD8J\$&5FP5)HUS&5/CJ3X+B>K&5GP7,8J2/D 3G MMJ;/HOX; [K.C>>0 [148]&[96@JH8 6IQU]7QWT9QHF M6 ZC1'9>=M1'YIPD N1[6=]JWVBV/ #S2A/LJM PJ M0 MWSKN\$&V@V@< 1.IX'BOZPY'>I'>K' MJOAY/L'6]OU'H+>#&L\$N #ZVWGJ +POU7F\$3&5P ITHVBP V5\$7B M(T1V'PMS<[LJ,M>YIF [AJCR2/H P/M.TMIKUWSX1 T+>CJ?2.K-SYN\$>H@NVS9@ (M#W+5>?7T2@< 1.IX' MMEN+5IN8 M'>[&H] (I) * IJW5CONT8#K78J,%> .M+AKQPW#17A M@KQPUX8+A@N&X&A@KL%PCUV&X1[AAAN81KB.'X@AN&N'X@'N8Q'X1[E'N6' X@A@N'1 #N1N8W6O1OPRWJ#1 #A35NA4Z FQJY=K6D=BPUL)%> M'K38'DV M'6FP5F5HJ9@K\$8*DT.K#<1C9UXJ1@N(QZL)>K'17C'K3QZD8J\$ M&5FP5)HUS&5/CJ3X+B>K&5GP7,8J2A D0 U';SWY 4GYMM@>U=>@ M .L&>M>=I@J0M'=K2@< CGG\$7'8J6/>1@<N(QZL8U6?I'Q +>H <M@N8QZD7@>BFEY. M'AY(Z'X. >Y (TGW'RSJ)E1F6/ 5C'>?G7P. *A1P7'WR?ANI M';RNA1I!=N[K]I'>Y2F U')#PU\$[UESC.'I =1=1R->+M J13L9A.H 5#;O B*40J>1@<OQ60 >S4A4?>[O'1'>L<1 M #K F+>E Z'X8+AAAN(8*1<|I=AN\$>X8;F\$XC@N(8+A@N(1[F>X@AN\$>Y1[E@N(8+A D0 M3GM;H/HXC@<O.D'>U U31M,GYW 'LZSIJZU4FCUF'>O@ M3J1L<-Q&5GCU\$XC'JSQZL<=> >M/J1JWC8;14FC7,8J6/>1@<N(QZL8 MU6?I&1% 'IM M#ZYYUJ 'J%>A'>C'>RW?>6;M0 >[3CY9U2'P' S'JQ /\$XK M HK'>L'1.IX\$ 'PQOK9;I2F>@< I79V0T90\$N@<=&JQX M &GE.NH>8-[Y'L'H PUW3J@<J UJ&LV5/E7,B0 ;E' M9YRJ9GWWEEG'5'< &W5M2?>C'M+ZM'Y'>T'; 7=YGRET9;0 M1&8 M P25/'QB 2UULT'K'JPUBXJ,5CK,=AJL=-BKPP5X&TN M0#<#<,%& &'O'>7A@N&X'8;B&N'P7'78;A'N&X&A@N(1[F>X@AN\$>Y1[E@N(8+A@N(1[F>X@AN\$>Y1[E@N(8+A D0 Y\$!<G'WO21'Q W=>=I' #KJQJ3-8GS\$>I' M06;4 M1ZS17FP5)HU6.&X&C'JSQZC!<1C9UXJ6'&O&6GCUQ[IF> >K@J31KF, >K&4GP7\$8J6;K@N8QZD7@ B&WS?>O=>Y3TMA P' M .LC1J9'A'>KJNFUKJ>K' IW4U>>N"> >MVW%US8 T6G\$YR MJE1F6/ 5C'>?G7P U-V&S'GV7S3@<3+VX W7NSUJ3T;S Y' MXXDTJ=I@<LW75/CJ0 #J1J@<N\$W=YRW3>OR78 JNP6=6/ON MHZ1>OZYY7E '8/H?M13SON\$>CCVR9/[>F2P'V06'R/=>= M3ZZ9J V'>=>:QOQ79J8GCK+>A'<L' M'&G'05\$Y' H7 B M&K'58:L<5>&?>JQUF&NPU6&NQ5X8*H<->X8+AAAN(8*1<|I=AN\$>X8;F\$XC@N(8+A@N(1[F>X@AN\$>Y1[E@N(8+A D0 >Q#178 M+AK'L-PCW#>#17C'K3QZD8J\$&5FP5)HUS&5/CJ3X+B>K&5GP7,8J2/1 M #; OWC&ACZ6" H '4CBK'BEV 5J! 7==XORMN M/[>V7E;N6;G\$JHKKV'F#1?>7CAN&'&'O#I'CAKPP7#!> D7HH M6'6E5[OVHZA<CX7@<+V+V'>#=#>S'W *6 <=>=>S;MNNW'M7\$F'K M,V,P &P3LE8TXKLJ@<'C' 46X Z 9BVKW=DUO0=UW7. C'U'6 M'Y =>D&K\$?&=FL#<=>V/L/J U' ?UI='W5H'@< I' MJ2@< (&8BXWY&JQUF&NPU6&NQ5X8*H<->X8+AAAN(8*1<|I=AN\$>X8;F\$XC@N(8+A@N(1[F>X@AN\$>Y1[E@N(8+A D0 M5/C@KQCUXJ2>,>YJCS8'DT.YCJQCUIXJ' M0%Q&5C&J\$X+>F> ,>I' (@OZ M&V&K'Z@<H+XJ>DU(P;J&HJ.UWJ;6+H S.F67'7V MO'52'IPZ'E'Q<LVYVSU M'>G&J.WK\$E'&AX:7'NV+Z8;-8];>Y- 4R&RC1UIMUYSFNX6MWW '61HZ MF>B8;61O&C?>?>CNHFQV770,VWQUS[>I'>L.W9'UT=7/6+8EJ>3VLA P Q MLST7' H21 M 47Y= =>4WV@JW?Q5AKJ.6'&O#>58Z\$>78:K78J M J%> >M+AKQPW#17A@KQPUX8+A@N&X&A@KL%PCUV&X1[AAAN81KB

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QWVW4PZSWLM5EE;U4B>D 0#>D? X7@/""P#N8K#1%6Z2M2?#@?Z70P87@ MX';+G6;LOE;2;2JBR.:>O.D0>KBZT7F,DBRR=UJ,6BSA+RJUD=>+EUR.7>
M1P14P#WJOTJ5;ZB0>T1M<"/%3197,X%>H8P%;5!Q!<N%>L&A4273 MSB\$A\$FTS;8VM(N4H3HB2J)&O,U4HJ#%,5!68#5"/6J!J4 P\$<#< (M>#>=414BM 4P91-J@ 3R<
IUI4YE2DA"PR?>79FRJ;7QJZRUZEL1=1PMZ;JT MMZ 8',+A=T 'V'L+<P"O;T? + P,#+>#> X&!@<#<MA,YG+1+<L+LYC>B8EJ';Y MJ66DJRREZJ2O?2(-Z0<#A>#P<+<K'YBL/07I*WJ[(!.I]
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DDFQ*2XIVJ3J]TJH-BYET 11 6+<#<+J],L1_K1 @129RI44AGB(CL8,>+<M.G,DJ>_1DTWEZ09K)COEEF4A+MA3#<@'W%>W6BLM6-JQM#<:"CK4#<A#<A: W1 M;T. P.87"1HJ/86%A-WH P#E@8&!P/!@<#<
P.IVN9S,726799\$S&#>QWZV%>MSZMM)5EE+U4E>D 2#<@<#<P#>A8'E87;54ZEA'J6]1P/!HJX,+P<#<MG?BVL M'(51XL*)J6>09Q+<S1.8IBV>9>9KT0:HA4E:5'(%5&8*)Y*A T16B5) M+2-
<JH43439&#>1\$=A\$Y;S\$>#>#>#>JAJZAWANJ4X#H=5,Q@<O(KD>J]Y%A5E13;V4VGEAIA' M4'A4JHJX*N%>_EYMF B48YF2=H54J' M#<JA'<#>6&8B')A';MNSL7;RH&B5
M.<@>J7-BJ8Y4S)-LV-.R1T8L34J1M3 .180I\$VM3-J9>1H=5018E223/Y M4+=MRMAGL|QZDEI&C54#<9'L.#<B.N7HHB3J">A\$P<#<N.M1J>J>Q5O:S'J] (M63HT7 X6)-Z6] ,#F%PNZ
>#>#>A87MZ/ E@8&1P/!@<#<P.IV\$&#>J1.RN6Q(CA00B8-PFDE M@<+P4I8Z,>O<#<K%>CJ15+22YJQZ/>5'13;7SEBK7F>+<+>+>@<+>@<+>X'S7=M'<P'<PL+VJ'_.L#
P.I,X,#<@<8&IP.TKR*6(LN,N%>MWEN6FNSSUG*NLY>*D M;U4B#>#>P<+<K'YBL/07I*WJ[(!.I]/A>#>@=M.9C2Q8,'>ASF1@J8Q3\$ M-N'ME<>#>8Q\$J2 C@<8&=X,NH@<H@&#>)*.1+>_10F(72
WJ/8J1 10=G,I,FF #>1'7>9+<#>HQCJ41%>1V2I(60Y0E('+>H4*)>B2> M4\$EYJ+V'YED K'N'>9XN1PMZ;TMZ 8',+A=T 'V'L+<P"O;T? + P,#+>#> X& M1@<#<M'Y@>25O32 M0<#<
\$@<@<POIP,VQ#>E,ET&MD (SDST#>KJ1\$47-99350T'>#>@<P.EJ,_'XJ M%\$>9;KIM3'17L@>A4PAKY;IEYJUE'M8L'>#>_5HD,"J"NT MKDD<=<=<12PMK,9 F5LKQJZ)J1VH52+<+94GEQ/N+<@<0(RF-
8.V;T'>@<9XN M1PMZ;TMZ 8',+A=T 'V'L+<P"O;T? + P,#+>#> X&@<#<#<END@>#>A8'E87,5A2Z'J6]1P/!PZ 3#<@<1'.(9J)B1@<JA/ 50UJ>Q3R%<8AMQ12U6O-
1&V;1;68+<X;P010U294EC(XVJ;JCSA MPXI)A30>T2%>G(W%<A5+3RZGT3+<+>+>@<+>J M@<#<X'S7='J'<PL+VJ'_.L# P.I,X,#<@<8&IP.TKR%<#>67&7"VIRW?K379J MS=76;0%2-
Z221PCL#RL+<F*P>J]>K4<GT<X'>G'<@<G%<_VTSX5!>QO(CJY>D6E M5STQ(T=>21FVJ22S16R.GSD1BE'>N9X26'91E?>N]>JWIHWN']>JWIHWN']>MWINBQSF70U=>JH8Q9>N<CZ(N(#<K-B-
Z(NWJX)C4203+9J4.981731(90C5!) MVJ64+U;Z(C30FAPX<FZ4;96552193'U23;19205LCIE#>_#>A02;F9XN1PMZ;TMZ 8',+A=T 'V'L+<P"O;T? + P,#+>#> X&@<#<#<F7+<4L19<9<+>O+?<
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M.E;O+<3LSAM\$EDPAL M%>#>G\$>#>34P.T'ET'Y63RQ EWM1+<4IHU+ M1#>M9C4;1HDDFD-CHED-A8O2'9B(U<1H7+X'>A'>ITXV'YIC\$>3DRB-I4KJ'>+4%*10
M'Y4E82ZV%>A87MZ/ E@8&1P/!@<#<P. MIRE271JLPLM(MUOOD'>M'V:NU5UG;QTC>ND0>SAKAL 7'6B4FIJ7#8 B @<+>+>K4'>1A4\$>KAL M'2EOO YA<+<N@<@<JA86%>C_Y8&!<#<#<P#'
P.# ME'E,B39>YJ;HJ7(EI;M5=>9J)K-WC1&JE@87,5A2Z'J6]1P/!HJX,+P<#<M.MIE3P1;A7L _9.5\$H'491<#<S%>P.00#>E0O YA<+<N@<@<JA86%>C_P'6 M1@<#<
<S;P,##%>9FRJ4J0241K2WJ;Z557V;0>2'<1'1%>S68>@<25O32O<#<M 3Z>#>1' [9Y\$W+AVFLZ8QCF YDY<#<#>865%P1(7 X6)-Z6] ,#F%PNZ M>#>#>A87MZ/ Y8&!<#<#<P#'
'>DBTMVJNLU5UG+R44-RD&P' MJ]>DK>GT<X'>G'<@<G%<_VTSX5!>QO(CJY>D6E M5STQ(T=>21FVJ22S16R.GSD1BE'>N9X26'91E?>N]>JWIHWN']>JWIHWN']>MWINBQSF70U=>JH8Q9>N<CZ(N(#<K-B-
/A>#>@=LL@<+PRRR'YLM-YCJ) P.RX M-W&UEXP,4Y M>9XN1PMZ;TMZ 8',+A=T 'V'L+<P"O;T? + P,#+>#> X&@<#<#<F7+<4L19<9<+>O+?<
T'>@<POIP,VQ#>F4;JL@<#>+<@<3HJ B M1!>_Y7#8J2RXX&JE(WO2G8'13<2U+<S=<GLKB'5'H<_(">_Y2I8J0RLC M&JA'>#>#>CITIV'J\$>J26F'.99%>6A10 X)PONZZZEE0>9XN1PMZ;TMZ
M 8',+A=T 'V'L+<P"O;T? + P,#+>#> X'Q'T/IS&R&X2KJ?5?<6=(7F M1B)6]1P/!HJX,+P<#<M@<@<91YD2N H&EN95.YKW.B.H@<Bj;G2PV45 H;H\$1\$>_P*8Q1@<3F9J V352+>9HA6
M;+>#>J7H2JNT]>P>S.O,M'7MVA+VIOEIOE'>_YQ8&_!<S.O,M'7MVA+VIOE M=H2JNT]>T2FCCH0>_T)>+>W:SO,M'7MVA+VIOE]=H2J]>#>#>#>K4<#>_!<S.O,M'
M'7MVA+VIOE]=H2J]>7H1!>B)JNT]>W:SO,M'7MVA+VIOE]=H2JNT]>W:SO,M'7MVA+VIOE]=H2JNT]>W:SO,M'7MVA+VIOE]=H2JNT]>W:SO,M'7MVA+VIOE]=H2JNT]>W:SO,M'7MVA+VIOE
ME]=H2JNT]>W:SO,M'7MVA+VIOE]=H2JNT]>W:SO,M'7MVA+VIOE]=H2JNT]>W:SO,M'7MVA+VIOE]=H2JNT]>W:SO,M'7MVA+VIOE]=H2JNT]>W:SO,M'7MVA+VIOE
>#>#>A87MZ/ J8&!<#<#<#>C0D+<_#

[illegible]

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[The following text is extremely noisy and appears to be corrupted or intentionally obfuscated. It contains no meaningful information.]

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C41:(9K*F<=<HMA41T9 RF1#AHFK M/B9FG2@LZMIDOMXYBC+7, \H+U=769-F+64@P-A161&P#XBN2PD7IH3 M+%(60C-- ...

4VA(.0E_#_NWC=6.C*F.2:@G*:@HK8@41^0DH3W4D^HH,LTG(M-M8XB#85((C(HNK-Z.B-U 8DG YD-J.S:14C61@-/G-ML\$1 69F(B22:@ *R312#S%+K6LR:ABV(IN- ...

[illegible]

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[illegible][illegible]

[illegible]

[The content of this block is extremely noisy and appears to be a corrupted or heavily distorted version of a document. It contains numerous non-printable characters, symbols, and garbled text fragments that are not legible as meaningful information.]

[illegible]

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M^NNJEW1^>+>50PF8K^IAK^<F^<F^<H>5H6G>ERWE.D7V4WAIH.M.KRNT.6985.M5=>41^&G^CM.LM^E2MM^H^JITU>D5.MY^B9%BELZPK.7N(Y^#%95.M2^+> \$4V30^13NGP>9^VRN.PIL.M^4H^8ROS^>#^M^<I^>YKPK^J3DAI^B0^<=>YVZXQBSW+!NM(IU^CN.T^>4I=>C9V\$1^IMML\$T\$.M>3>2>(6FFO)QJF.B1W<+>5Z>B0&O=3YED- I^59=>MY0R3&0YA.&2^>G-M^#<(6RM+>10%7S.6F4&WS/^XBX^AIO^Q6/F>=>1\$RIECD9T@DU.Y#>#YOID92;(M5\$KJ4V4+KYA^*U^>(7Z051?H?M>AV?CX3T\$!P.H!>I/P>AV+!BI+!BI+OJ.CLI>?WT\$WJCL^P09POHPOKPIKGA.WCU^UPO.QV=>G^!FJO>L^H^OKRPAU%+2U\$.18VMM.V.@8D^MK803=>?>M? >=>6VTFQ4B4\$455XK!=1.Y00\$A>5ZN5=>6X!>OJMF.QOJ\$U55^!M7^K5I^UJ96321^042(2M^>+146>VY^59WT^WGF8D4.&A&OQO.5574.MQ%Y^M 9V76BU>2^4FG1^XCFI>APNICN^O#>X^K^HIT&T.NIVU>5^KFO&KHA&F.HGJLLE^Y2Y(O)MQO.O>W^TP%>X^3MI>X^>1P>+>V7O^X7L^PGI=O^>10V>B7.M.T.SA?>1- 12VSD4.MT&5X3N30U5>=11N^I+9+>13H2T153^>4IKU.M2?<=147A^J2^HJYJRSQV(YW6J?3>56A5I^UJTKC3NY>3%P!>=HM^#YH1U=95TPO=829<5>XU!P0\$>@ M=E.LMD^N4.S^R^>4I^OJG^IRPL^8>R+>+KPVA^?E67V18.OIM^>URIMX.16-J^*R^KA^V4LIQ>1MX#-M^<X!S0HDIHW\$RERW\$+VHR?%CK8EQ09#06\$6VL.FJG<_#L.RR@D+> I+H^A.M.XY.HI>12^R2^R^#K1\$12.JTF^>LZ5&G^JO+8D<2^B3N^D^>K^<=>AS.D>+>D.M.L.U>95V.IDFU^IN(6V\$9YB^>=>QW^>YI=>=>E\$ YK.XYCN\$YH2<=>S^>8VEA9JTSJ^XWDHMMBMBKMWI.MP9>=>SQH517HS^>TQJF^A^#0I^M1228K^>YNH\$>NDX&A09(9IYVSU^EQ\$! M^NNJEW1^>+>50PF8K^IAK^<F^<F^<H>5H6G>ERWE.D7V4WAIH.M.KRNT.6985.M5=>41^&G^CM.LM^E2MM^H^JITU>D5.MY^B9%BELZPK.7N(Y^#%95.M2^+> \$4V30^13NGP>9^VRN.PIL.M^4H^8ROS^>#^M^<I^>YKPK^J3DAI^B0^<=>YVZXQBSW+!NM(IU^CN.T^>4I=>C9V\$1^IMML\$T\$.M>3>2>(6FFO)QJF.B1W<+>5Z>B0&O=3YED- I^59=>MY0R3&0YA.&2^>G-M^#<(6RM+>10%7S.6F4&WS/^XBX^AIO^Q6/F>=>1\$RIECD9T@DU.Y#>#YOID92;(M5\$KJ4V4+KYA^*U^>(7Z051?H?M>AV?CX3T\$!P.H!>I/P>AV+!BI+!BI+OJ.CLI>?WT\$WJCL^P09POHPOKPIKGA.WCU^UPO.QV=>G^!FJO>L^H^OKRPAU%+2U\$.18VMM.V.@8D^MK803=>?>M? >=>6VTFQ4B4\$455XK!=1.Y00\$A>5ZN5=>6X!>OJMF.QOJ\$U55^!M7^K5I^UJ96321^042(2M^>+146>VY^59WT^WGF8D4.&A&OQO.5574.MQ%Y^M 9V76BU>2^4FG1^XCFI>APNICN^O#>X^K^HIT&T.NIVU>5^KFO&KHA&F.HGJLLE^Y2Y(O)MQO.O>W^TP%>X^3MI>X^>1P>+>V7O^X7L^PGI=O^>10V>B7.M.T.SA?>1- 12VSD4.MT&5X3N30U5>=11N^I+9+>13H2T153^>4IKU.M2?<=147A^J2^HJYJRSQV(YW6J?3>56A5I^UJTKC3NY>3%P!>=HM^#YH1U=95TPO=829<5>XU!P0\$>@ M=E.LMD^N4.S^R^>4I^OJG^IRPL^8>R+>+KPVA^?E67V18.OIM^>URIMX.16-J^*R^KA^V4LIQ>1MX#-M^<X!S0HDIHW\$RERW\$+VHR?%CK8EQ09#06\$6VL.FJG<_#L.RR@D+> I+H^A.M.XY.HI>12^R2^R^#K1\$12.JTF^>LZ5&G^JO+8D<2^B3N^D^>K^<=>AS.D>+>D.M.L.U>95V.IDFU^IN(6V\$9YB^>=>QW^>YI=>=>E\$ YK.XYCN\$YH2<=>S^>8VEA9JTSJ^XWDHMMBMBKMWI.MP9>=>SQH517HS^>TQJF^A^#0I^M1228K^>YNH\$>NDX&A09(9IYVSU^EQ\$! M^NNJEW1^>+>50PF8K^IAK^<F^<F^<H>5H6G>ERWE.D7V4WAIH.M.KRNT.6985.M5=>41^&G^CM.LM^E2MM^H^JITU>D5.MY^B9%BELZPK.7N(Y^#%95.M2^+> \$4V30^13NGP>9^VRN.PIL.M^4H^8ROS^>#^M^<I^>YKPK^J3DAI^B0^<=>YVZXQBSW+!NM(IU^CN.T^>4I=>C9V\$1^IMML\$T\$.M>3>2>(6FFO)QJF.B1W<+>5Z>B0&O=3YED- I^59=>MY0R3&0YA.&2^>G-M^#<(6RM+>10%7S.6F4&WS/^XBX^AIO^Q6/F>=>1\$RIECD9T@DU.Y#>#YOID92;(M5\$KJ4V4+KYA^*U^>(7Z051?H?M>AV?CX3T\$!P.H!>I/P>AV+!BI+!BI+OJ.CLI>?WT\$WJCL^P09POHPOKPIKGA.WCU^UPO.QV=>G^!FJO>L^H^OKRPAU%+2U\$.18VMM.V.@8D^MK803=>?>M? >=>6VTFQ4B4\$455XK!=1.Y00\$A>5ZN5=>6X!>OJMF.QOJ\$U55^!M7^K5I^UJ96321^042(2M^>+146>VY^59WT^WGF8D4.&A&OQO.5574.MQ%Y^M 9V76BU>2^4FG1^XCFI>APNICN^O#>X^K^HIT&T.NIVU>5^KFO&KHA&F.HGJLLE^Y2Y(O)MQO.O>W^TP%>X^3MI>X^>1P>+>V7O^X7L^PGI=O^>10V>B7.M.T.SA?>1- 12VSD4.MT&5X3N30U5>=11N^I+9+>13H2T153^>4IKU.M2?<=147A^J2^HJYJRSQV(YW6J?3>56A5I^UJTKC3NY>3%P!>=HM^#YH1U=95TPO=829<5>XU!P0\$>@ M=E.LMD^N4.S^R^>4I^OJG^IRPL^8>R+>+KPVA^?E67V18.OIM^>URIMX.16-J^*R^KA^V4LIQ>1MX#-M^<X!S0HDIHW\$RERW\$+VHR?%CK8EQ09#06\$6VL.FJG<_#L.RR@D+> I+H^A.M.XY.HI>12^R2^R^#K1\$12.JTF^>LZ5&G^JO+8D<2^B3N^D^>K^<=>AS.D>+>D.M.L.U>95V.IDFU^IN(6V\$9YB^>=>QW^>YI=>=>E\$ YK.XYCN\$YH2<=>S^>8VEA9JTSJ^XWDHMMBMBKMWI.MP9>=>SQH517HS^>TQJF^A^#0I^M1228K^>YNH\$>NDX&A09(9IYVSU^EQ\$! 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M^NNJEW1^>+>50PF8K^IAK^<F^<F^<H>5H6G>ERWE.D7V4WAIH.M.KRNT.6985.M5=>41^&G^CM.LM^E2MM^H^JITU>D5.MY^B9%BELZPK.7N(Y^#%95.M2^+> \$4V30^13NGP>9^VRN.PIL.M^4H^8ROS^>#^M^<I^>YKPK^J3DAI^B0^<=>YVZXQBSW+!NM(IU^CN.T^>4I=>C9V\$1^IMML\$T\$.M>3>2>(6FFO)QJF.B1W<+>5Z>B0&O=3YED- I^59=>MY0R3&0YA.&2^>G-M^#<(6RM+>10%7S.6F4&WS/^XBX^AIO^Q6/F>=>1\$RIECD9T@DU.Y#>#YOID92;(M5\$KJ4V4+KYA^*U^>(7Z051?H?M>AV?CX3T\$!P.H!>I/P>AV+!BI+!BI+OJ.CLI>?WT\$WJCL^P09POHPOKPIKGA.WCU^UPO.QV=>G^!FJO>L^H^OKRPAU%+2U\$.18VMM.V.@8D^MK803=>?>M? >=>6VTFQ4B4\$455XK!=1.Y00\$A>5ZN5=>6X!>OJMF.QOJ\$U55^!M7^K5I^UJ96321^042(2M^>+146>VY^59WT^WGF8D4.&A&OQO.5574.MQ%Y^M 9V76BU>2^4FG1^XCFI>APNICN^O#>X^K^HIT&T.NIVU>5^KFO&KHA&F.HGJLLE^Y2Y(O)MQO.O>W^TP%>X^3MI>X^>1P>+>V7O^X7L^PGI=O^>10V>B7.M.T.SA?>1- 12VSD4.MT&5X3N30U5>=11N^I+9+>13H2T153^>4IKU.M2?<=147A^J2^HJYJRSQV(YW6J?3>56A5I^UJTKC3NY>3%P!>=HM^#YH1U=95TPO=829<5>XU!P0\$>@ M=E.LMD^N4.S^R^>4I^OJG^IRPL^8>R+>+KPVA^?E67V18.OIM^>URIMX.16-J^*R^KA^V4LIQ>1MX#-M^<X!S0HDIHW\$RERW\$+VHR?%CK8EQ09#06\$6VL.FJG<_#L.RR@D+> I+H^A.M.XY.HI>12^R2^R^#K1\$12.JTF^>LZ5&G^JO+8D<2^B3N^D^>K^<=>AS.D>+>D.M.L.U>95V.IDFU^IN(6V\$9YB^>=>QW^>YI=>=>E\$ YK.XYCN\$YH2<=>S^>8VEA9JTSJ^XWDHMMBMBKMWI.MP9>=>SQH517HS^>TQJF^A^#0I^M1228K^>YNH\$>NDX&A09(9IYVSU^EQ\$! M^NNJEW1^>+>50PF8K^IAK^<F^<F^<H>5H6G>ERWE.D7V4WAIH.M.KRNT.6985.M5=>41^&G^CM.LM^E2MM^H^JITU>D5.MY^B9%BELZPK.7N(Y^#%95.M2^+> \$4V30^13NGP>9^VRN.PIL.M^4H^8ROS^>#^M^<I^>YKPK^J3DAI^B0^<=>YVZXQBSW+!NM(IU^CN.T^>4I=>C9V\$1^IMML\$T\$.M>3>2>(6FFO)QJF.B1W<+>5Z>B0&O=3YED- I^59=>MY0R3&0YA.&2^>G-M^#<(6RM+>10%7S.6F4&WS/^XBX^AIO^Q6/F>=>1\$RIECD9T@DU.Y#>#YOID92;(M5\$KJ4V4+KYA^*U^>(7Z051?H?M>AV?CX3T\$!P.H!>I/P>AV+!BI+!BI+OJ.CLI>?WT\$WJCL^P09POHPOKPIKGA.WCU^UPO.QV=>G^!FJO>L^H^OKRPAU%+2U\$.18VMM.V.@8D^MK803=>?>M? >=>6VTFQ4B4\$455XK!=1.Y00\$A>5ZN5=>6X!>OJMF.QOJ\$U55^!M7^K5I^UJ96321^042(2M^>+146>VY^59WT^WGF8D4.&A&OQO.5574.MQ%Y^M 9V76BU>2^4FG1^XCFI>APNICN^O#>X^K^HIT&T.NIVU>5^KFO&KHA&F.HGJLLE^Y2Y(O)MQO.O>W^TP%>X^3MI>X^>1P>+>V7O^X7L^PGI=O^>10V>B7.M.T.SA?>1- 12VSD4.MT&5X3N30U5>=11N^I+9+>13H2T153^>4IKU.M2?<=147A^J2^HJYJRSQV(YW6J?3>56A5I^UJTKC3NY>3%P!>=HM^#YH1U=95TPO=829<5>XU!P0\$>@ M=E.LMD^N4.S^R^>4I^OJG^IRPL^8>R+>+KPVA^?E67V18.OIM^>URIMX.16-J^*R^KA^V4LIQ>1MX#-M^<X!S0HDIHW\$RERW\$+VHR?%CK8EQ09#06\$6VL.FJG<_#L.RR@D+> I+H^A.M.XY.HI>12^R2^R^#K1\$12.JTF^>LZ5&G^JO+8D<2^B3N^D^>K^<=>AS.D>+>D.M.L.U>95V.IDFU^IN(6V\$9YB^>=>QW^>YI=>=>E\$ YK.XYCN\$YH2<=>S^>8VEA9JTSJ^XWDHMMBMBKMWI.MP9>=>SQH517HS^>TQJF^A^#0I^M1228K^>YNH\$>NDX&A09(9IYVSU^EQ\$! M^NNJEW1^>+>50PF8K^IAK^<F^<F^<H>5H6G>ERWE.D7V4WAIH.M.KRNT.6985.M5=>41^&G^CM.LM^E2MM^H^JITU>D5.MY^B9%BELZPK.7N(Y^#%95.M2^+> \$4V30^13NGP>9^VRN.PIL.M^4H^8ROS^>#^M^<I^>YKPK^J3DAI^B0^<=>YVZXQBSW+!NM(IU^CN.T^>4I=>C9V\$1^IMML\$T\$.M>3>2>(6FFO)QJF.B1W<+>5Z>B0&O=3YED- I^59=>MY0R3&0YA.&2^>G-M^#<(6RM+>10%7S.6F4&WS/^XBX^AIO^Q6/F>=>1\$RIECD9T@DU.Y#>#YOID92;(M5\$KJ4V4+KYA^*U^>(7Z051?H?M>AV?CX3T\$!P.H!>I/P>AV+!BI+!BI+OJ.CLI>?WT\$WJCL^P09POHPOKPIKGA.WCU^UPO.QV=>G^!FJO>L^H^OKRPAU%+2U\$.18VMM.V.@8D^MK803=>?>M? >=>6VTFQ4B4\$455XK!=1.Y00\$A>5ZN5=>6X!>OJMF.QOJ\$U55^!M7^K5I^UJ96321^042(2M^>+146>VY^59WT^WGF8D4.&A&OQO.5574.MQ%Y^M 9V76BU>2^4FG1^XCFI>APNICN^O#>X^K^HIT&T.NIVU>5^KFO&KHA&F.HGJLLE^Y2Y(O)MQO.O>W^TP%>X^3MI>X^>1P>+>V7O^X7L^PGI=O^>10V>B7.M.T.SA?>1- 12VSD4.MT&5X3N30U5>=11N^I+9+>13H2T153^>4IKU.M2?<=147A^J2^HJYJRSQV(YW6J?3>56A5I^UJTKC3NY>3%P!>=HM^#YH1U=95TPO=829<5>XU!P0\$>@ M=E.LMD^N4.S^R^>4I^OJG^IRPL^8>R+>+KPVA^?E67V18.OIM^>URIMX.16-J^*R^KA^V4LIQ>1MX#-M^<X!S0HDIHW\$RERW\$+VHR?%CK8EQ09#06\$6VL.FJG<_#L.RR@D+> I+H^A.M.XY.HI>12^R2^R^#K1\$12.JTF^>LZ5&G^JO+8D<2^B3N^D^>K^<=>AS.D>+>D.M.L.U>95V.IDFU^IN(6V\$9YB^>=>QW^>YI=>=>E\$ YK.XYCN\$YH2<=>S^>8VEA9JTSJ^XWDHMMBMBKMWI.MP9>=>SQH517HS^>TQJF^A^#0I^M1228K^>YNH\$>NDX&A09(9IYVSU^EQ\$! M^NNJEW1^>+>50PF8K^IAK^<F^<F^<H>5H6G>ERWE.D7V4WAIH.M.KRNT.6985.M5=>41^&G^CM.LM^E2MM^H^JITU>D5.MY^B9%BELZPK.7N(Y^#%95.M2^+> \$4V30^13NGP>9^VRN.PIL.M^4H^8ROS^>#^M^<I^>YKPK^J3DAI^B0^<=>YVZXQBSW+!NM(IU^CN.T^>4I=>C9V\$1^IMML\$T\$.M>3>2>(6FFO)QJF.B1W<+>5Z>B0&O=3YED- I^59=>MY0R3&0YA.&2^>G-M^#<(6RM+>10%7S.6F4&WS/^XBX^AIO^Q6/F>=>1\$RIECD9T@DU.Y#>#YOID92;(M5\$KJ4V4+KYA^*U^>(7Z051?H?M>AV?CX3T\$!P.H!>I/P>AV+!BI+!BI+OJ.CLI>?WT\$WJCL^P09POHPOKPIKGA.WCU^UPO.QV=>G^!FJO>L^H^OKRPAU%+2U\$.18VMM.V.@8D^MK803=>?>M? >=>6VTFQ4B4\$455XK!=1.Y00\$A>5ZN5=>6X!>OJMF.QOJ\$U55^!M7^K5I^UJ96321^042(2M^>+146>VY^59WT^WGF8D4.&A&OQO.55

[illegible]

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[illegible]

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[illegible]


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Cover - shares	9 Months Ended Sep. 30, 2024	Oct. 25, 2024
Cover [Abstract]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Sep. 30, 2024	
Document Transition Report	false	
Entity Registrant Name	CROSS COUNTRY HEALTHCARE, INC	
Entity Incorporation, State or Country Code	DE	
Entity File Number	0-33169	
Entity Tax Identification Number	13-4066229	
Entity Address, Address Line One	6551 Park of Commerce Boulevard, N.W.	
Entity Address, City or Town	Boca Raton	
Entity Address, State or Province	FL	
Entity Address, Postal Zip Code	33487	
City Area Code	561	
Local Phone Number	998-2232	
Title of 12(b) Security	Common stock, par value \$0.0001 per share	
Trading Symbol	CCRN	
Security Exchange Name	NASDAQ	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Large Accelerated Filer	
Entity Small Business	false	
Entity Emerging Growth Company	false	
Entity Shell Company	false	
Entity Common Stock, Shares Outstanding		32,916,647
Entity Central Index Key	0001141103	

Current Fiscal Year End Date	--12-31
Document Fiscal Year Focus	2024
Document Fiscal Period Focus	Q3
Amendment Flag	false

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CONDENSED CONSOLIDATED BALANCE SHEETS - USD (\$) \$ in Thousands	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Dec. 31, 2022	Dec. 31, 2021
Current assets:							
Cash and cash equivalents	\$ 64,021		\$ 17,094			\$ 3,604	
Accounts receivable, net of allowances of \$35,025 in 2024 and \$20,547 in 2023	244,987		372,352			641,611	
Income taxes receivable	10,128		8,620			12,637	
Prepaid expenses	4,554		7,681			11,067	
Insurance recovery receivable	12,102		9,097			7,434	
Other current assets	794		2,031			1,042	
Total current assets	336,586		416,875			677,395	
Property and equipment, net of accumulated depreciation of \$20,792 in 2024 and \$15,808 in 2023	28,975		27,339			19,662	
Operating lease right-of-use assets	2,700		2,599			3,254	
Goodwill	135,430		135,430			163,268	
Other intangible assets, net	46,453		54,468			44,723	
Deferred tax assets	9,038		5,979			7,117	
Insurance recovery receivable	21,812		25,714			23,058	
Cloud computing	9,735		5,987			4,460	
Other assets	6,694		6,673			6,649	
Total assets	597,423		681,064			949,586	
Current liabilities:							
Accounts payable and accrued expenses	58,436		92,822			192,996	
Accrued compensation and benefits	54,285		52,297			72,605	
Operating lease liabilities	2,060		2,604			4,132	
Earnout liability	4,100		6,794			7,500	
Other current liabilities	1,796		1,559			1,896	
Total current liabilities	120,677		156,076			279,129	
Operating lease liabilities	2,348		2,663			4,880	
Accrued claims	34,893		34,853			35,881	
Earnout liability	0		5,000			18,000	
Uncertain tax positions	11,169		10,603			7,646	
Other liabilities	3,645		4,218			3,838	
Total liabilities	172,732		213,413			498,109	
Commitments and contingencies							
Stockholders' equity:							
Common stock	3		4			4	
Additional paid-in capital	204,273		236,417			292,876	
Accumulated other comprehensive loss	(1,397)		(1,385)			(1,387)	
Retained earnings	221,812		232,615			159,984	
Total stockholders' equity	424,691	\$ 433,320	467,651	\$ 463,919	\$ 464,606	451,477	\$ 294,265
Total liabilities and stockholders' equity	\$ 597,423		\$ 681,064			\$ 949,586	

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CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Accounts receivable, allowance for credit losses	\$ 35,025	\$ 20,547
Property and equipment, accumulated depreciation	\$ 20,792	\$ 15,808

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) - USD (\$) shares in Thousands, \$ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Statement [Abstract]				
Revenue from Contract with Customer, Product and Service [Extensible List]	Service [Member]	Service [Member]	Service [Member]	Service [Member]
Revenue from services	\$ 315,119	\$ 442,291	\$ 1,034,064	\$ 1,605,693
Operating expenses:				
Direct operating expenses	250,961	344,932	821,804	1,245,772
Selling, general and administrative expenses	54,297	69,627	177,807	232,825
Credit loss expense	1,512	2,355	21,660	10,397
Depreciation and amortization	4,498	4,540	13,859	13,876
Restructuring costs	998	348	4,052	1,690
Legal and other losses	0	0	7,596	1,125
Impairment charges	0	186	718	719
Total operating expenses	312,266	421,988	1,047,496	1,506,404
Income (loss) from operations	2,853	20,303	(13,432)	99,289
Other expenses (income):				
Interest expense	550	669	1,580	7,508
Loss on early extinguishment of debt	0	0	0	1,723
Interest income	(1,107)	(5)	(1,515)	(12)
Other expense (income), net	21	139	(1,013)	145
Income (loss) before income taxes	3,389	19,500	(12,484)	89,925
Income tax expense (benefit)	834	6,688	(1,681)	26,332
Net income (loss) attributable to common stockholders	2,555	12,812	(10,803)	63,593
Other comprehensive income (loss):				
Unrealized foreign currency translation loss, net of tax	(8)	(15)	(12)	(7)
Comprehensive income (loss)	\$ 2,547	\$ 12,797	\$ (10,815)	\$ 63,586
Net income (loss) per share attributable to common stockholders - Basic (in dollars per share)	\$ 0.08	\$ 0.37	\$ (0.32)	\$ 1.80
Net income (loss) per share attributable to common stockholders - Diluted (in dollars per share)	\$ 0.08	\$ 0.36	\$ (0.32)	\$ 1.78
Weighted average common shares outstanding:				
Basic (shares)	33,016	34,954	33,728	35,386
Diluted (shares)	33,058	35,152	33,728	35,742

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CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - USD (\$) shares in Thousands, \$ in Thousands	Total	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Loss, net	Retained Earnings
Beginning balance (shares) at Dec. 31, 2021		37,024			
Beginning balance at Dec. 31, 2021	\$ 294,265	\$ 4	\$ 321,552	\$ (1,293)	\$ (25,998)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Vesting of restricted stock (shares)		499			
Vesting of restricted stock	(5,267)		(5,267)		
Equity compensation	7,393		7,393		
Stock repurchase and retirement (shares)		(1,365)			
Stock repurchase and retirement	(35,285)		(35,285)		
Foreign currency translation adjustment, net of taxes	(94)			(94)	
Net income (loss)	185,982				185,982
Ending balance (shares) at Dec. 31, 2022		36,303			
Ending balance at Dec. 31, 2022	451,477	\$ 4	292,876	(1,387)	159,984
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Vesting of restricted stock (shares)		425			
Vesting of restricted stock	(4,890)		(4,890)		
Equity compensation	5,413		5,413		
Stock repurchase and retirement (shares)		(2,039)			
Stock repurchase and retirement	(51,251)		(51,251)		
Stock repurchase excise tax	(416)		(416)		
Foreign currency translation adjustment, net of taxes	(7)			(7)	
Net income (loss)	63,593				63,593
Ending balance (shares) at Sep. 30, 2023		34,689			
Ending balance at Sep. 30, 2023	463,919	\$ 4	241,732	(1,394)	223,577
Beginning balance (shares) at Dec. 31, 2022		36,303			
Beginning balance at Dec. 31, 2022	451,477	\$ 4	292,876	(1,387)	159,984
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Vesting of restricted stock (shares)		426			
Vesting of restricted stock	(4,905)		(4,905)		
Equity compensation	6,579		6,579		
Stock repurchase and retirement (shares)		(2,344)			
Stock repurchase and retirement	(57,654)		(57,654)		
Stock repurchase excise tax	(479)		(479)		
Foreign currency translation adjustment, net of taxes	2			2	
Net income (loss)	72,631				72,631
Ending balance (shares) at Dec. 31, 2023		34,385			
Ending balance at Dec. 31, 2023	467,651	\$ 4	236,417	(1,385)	232,615
Beginning balance (shares) at Jun. 30, 2023		35,305			
Beginning balance at Jun. 30, 2023	464,606	\$ 4	255,216	(1,379)	210,765
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Vesting of restricted stock (shares)		1			
Vesting of restricted stock	(4)		(4)		
Equity compensation	1,433		1,433		
Stock repurchase and retirement (shares)		(617)			
Stock repurchase and retirement	(14,768)		(14,768)		
Stock repurchase excise tax	(145)		(145)		
Foreign currency translation adjustment, net of taxes	(15)			(15)	
Net income (loss)	12,812				12,812
Ending balance (shares) at Sep. 30, 2023		34,689			
Ending balance at Sep. 30, 2023	463,919	\$ 4	241,732	(1,394)	223,577
Beginning balance (shares) at Dec. 31, 2023		34,385			
Beginning balance at Dec. 31, 2023	467,651	\$ 4	236,417	(1,385)	232,615
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Vesting of restricted stock (shares)		294			
Vesting of restricted stock	(2,960)		(2,960)		
Equity compensation	4,327		4,327		
Stock repurchase and retirement (shares)		(2,107)			
Stock repurchase and retirement	(33,234)	\$ (1)	(33,233)		
Stock repurchase excise tax	(278)		(278)		
Foreign currency translation adjustment, net of taxes	(12)			(12)	
Net income (loss)	(10,803)				(10,803)
Ending balance (shares) at Sep. 30, 2024		32,572			
Ending balance at Sep. 30, 2024	424,691	\$ 3	204,273	(1,397)	221,812
Beginning balance (shares) at Jun. 30, 2024		33,388			
Beginning balance at Jun. 30, 2024	433,320	\$ 3	215,449	(1,389)	219,257
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Vesting of restricted stock (shares)		1			
Vesting of restricted stock	(7)		(7)		
Equity compensation	870		870		
Stock repurchase and retirement (shares)		(817)			
Stock repurchase and retirement	(11,920)		(11,920)		
Stock repurchase excise tax	(119)		(119)		
Foreign currency translation adjustment, net of taxes	(8)			(8)	
Net income (loss)	2,555				2,555
Ending balance (shares) at Sep. 30, 2024		32,572			
Ending balance at Sep. 30, 2024	\$ 424,691	\$ 3	\$ 204,273	\$ (1,397)	\$ 221,812

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD (\$) \$ in Thousands	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Cash flows from operating activities						
Consolidated net (loss) income			\$ 2,555	\$ 12,812	\$ (10,803)	\$ 63,593
Adjustments to reconcile net (loss) income to net cash provided by operating activities:						
Depreciation and amortization	4,498	4,540		13,859	13,876	12,576
Provision for allowances				21,506	13,539	15,328
Deferred income tax (benefit) expense				(2,946)	630	5,110
Non-cash lease expense				731	823	1,850
Impairment charges	0	186		718	719	5,597
Loss on early extinguishment of debt	0	0		0	1,723	3,728
Equity compensation				4,327	5,413	7,393

Other non-cash costs	611	1,003	199
Changes in operating assets and liabilities:			
Accounts receivable	105,859	217,223	(153,229)
Prepaid expenses and other assets	622	3,243	(6,915)
Income taxes	(944)	7,922	(20,908)
Accounts payable and accrued expenses	(33,592)	(89,596)	82,940
Operating lease liabilities	(2,228)	(3,559)	(4,962)
Other	(1,838)	(128)	(639)
Net cash provided by operating activities	95,882	236,424	134,050
Cash flows from investing activities			
Purchases of property and equipment	(6,183)	(11,099)	(8,786)
Acquisition-related settlements	0	199	94
Net cash used in investing activities	(6,183)	(10,900)	(43,874)
Cash flows from financing activities			
Principal payments on term loan	0	(73,875)	(100,438)
Borrowings under Senior Secured Asset-Based revolving credit facility	17,671	665,385	1,700,030
Repayments on Senior Secured Asset-Based revolving credit facility	(17,671)	(742,185)	(1,632,430)
Cash paid for shares withheld for taxes	(2,960)	(4,891)	(5,267)
Stock repurchase and retirement	(33,233)	(51,251)	(35,285)
Payment of contingent consideration	(6,579)	(7,500)	(7,500)
Other	0	(508)	(1,046)
Net cash used in financing activities	(42,772)	(214,825)	(87,599)
Effect of exchange rate changes on cash	0	(2)	(9)
Change in cash and cash equivalents	46,927	10,697	2,568
Cash and cash equivalents at beginning of period	17,094	3,604	3,604
Cash and cash equivalents at end of period	\$ 64,021	\$ 14,301	\$ 64,021
		\$ 14,301	\$ 17,094
			\$ 3,604

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ORGANIZATION AND BASIS OF PRESENTATION

Organization, Consolidation and Presentation of Financial Statements [Abstract]

ORGANIZATION AND BASIS OF PRESENTATION
 ORGANIZATION AND BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements include the accounts of Cross Country Healthcare, Inc. and its direct and indirect wholly-owned subsidiaries (collectively, the Company). In the opinion of management, all adjustments necessary for a fair presentation of such unaudited condensed consolidated financial statements have been included. All such adjustments consisted of all normal recurring items, including the elimination of all intercompany transactions and balances.

The accompanying condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements. These operating results are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2023 included in the 2023 Form 10-K. The December 31, 2023 condensed consolidated balance sheet included herein was derived from the December 31, 2023 audited consolidated balance sheet included in the 2023 Form 10-K.

Certain prior year amounts have been reclassified to conform to the current year presentation. See the consolidated statements of operations and comprehensive income (loss).

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Policies [Abstract]

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
 Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the condensed consolidated financial statements and accompanying notes. Management has assessed various accounting estimates and other matters, including those that require consideration of forecasted financial information, using information that is reasonably available to the Company at the time. Significant estimates and assumptions are used for, but not limited to: (i) the valuation of accounts receivable; (ii) goodwill, trade names, and other intangible assets; (iii) other long-lived assets; (iv) revenue recognition; (v) accruals for health, workers' compensation, and professional liability claims; (vi) valuation of deferred tax assets; (vii) legal contingencies; and (viii) income taxes. Accrued insurance claims and reserves include estimated settlements from known claims and actuarial estimates for claims incurred but not reported. As additional information becomes available to the Company, its future assessment of these estimates could materially and adversely impact the Company's consolidated financial statements in future reporting periods. Actual results could differ from those estimates.

Risks and Uncertainties

The Company's future results of operations and liquidity could be materially adversely affected by macroeconomic factors contributing to delays in payments from customers and inflationary pressure, uncertain or reduced demand, and the impact of any initiatives or programs that the Company may undertake to address financial and operational challenges faced by its customers. See associated risk factors in Item 1A. Risk Factors in the 2023 Form 10-K.

Restatement of Prior Period Financial Statements

In connection with the preparation of the Company's financial statements for the quarter ended September 30, 2024, the Company identified an accounting error related to Medical Staffing Network Healthcare, LLC, which the Company acquired on June 30, 2014. The error pertains to an elimination entry that was improperly recorded, which resulted in the overstatement of revenue and the understatement of subcontractor liabilities. It was determined that the impact of the error was inconsequential in 2023 and 2024, and primarily related to the fiscal years of 2020 through 2022, during which time the Company's business greatly accelerated as a result of the pandemic. This non-cash error did not affect client billings, payments to health care professionals, or payments to subcontractors. Management assessed the materiality of the error, including the presentation in prior period consolidated financial statements, on a qualitative and quantitative basis in accordance with *SEC Staff Accounting Bulletin No. 99, Materiality*, codified in *Accounting Standards Codification (ASC) Topic 250, Accounting Changes and Error Corrections*. Based on this assessment, the Company concluded that the error and the related impacts did not result in a material misstatement of the previously issued consolidated financial statements as of and for the fiscal years ended December 31, 2021 through 2023. However, correcting the cumulative effect of the error in the third quarter of 2024 would have had a material effect on the results of operations for that period.

Therefore, the relevant prior periods' financial statements and related footnotes have been corrected. Previously reported financial information for such an immaterial error will be corrected in future filings, as applicable.

The Company has provided a summary of the revisions to the impacted financial statement line items from the previously issued financial statements. See Note 16 - Immaterial Financial Restatement to Prior Period Financial Statements.

Accounts Receivable, net

The timing of revenue recognition, billings, and collections results in billed and unbilled accounts receivable from customers, which are classified as accounts receivable on the condensed consolidated balance sheets and are presented net of allowances for credit losses and sales allowances. Estimated revenue for the Company employees', subcontracted employees', and independent contractors' time worked but not yet billed at September 30, 2024 and December 31, 2023 totaled \$67.5 million and \$89.9 million, respectively.

The Company generally does not require collateral and mitigates its credit risk by performing credit evaluations and monitoring at-risk accounts. The allowance for credit losses is established for losses expected to be incurred on accounts receivable balances. Accounts receivable are written off against the allowance for credit losses when the Company determines amounts are no longer collectible. Judgment is required in the estimation of the allowance and the Company evaluates the collectability of its accounts receivable based on a combination of factors. The Company bases its allowance for credit losses estimates on its historical write-off experience, current conditions, an analysis of the aging of outstanding receivable and customer payment patterns, and specific reserves for customers in adverse condition adjusted for current expectations for the customers or industry. Based on the information currently available, the Company also considered expectations of future economic conditions when estimating its allowance for credit losses.

The opening balance of the allowance for credit losses is reconciled to the closing balance for expected credit losses as follows:

	2024	2023
	(amounts in thousands)	
Balance at January 1	\$ 19,640	\$ 13,058
Credit Loss Expense	1,290	4,908
Write-Offs, net of Recoveries	(1,555)	54
Balance at March 31	19,375	18,020
Credit Loss Expense	18,858	3,134
Write-Offs, net of Recoveries	(3,201)	(4,240)
Balance at June 30	35,032	16,914
Credit Loss Expense	1,512	2,355
Write-Offs, net of Recoveries	(1,942)	(1,394)
Balance at September 30	\$ 34,602	\$ 17,875

In addition to the allowance for credit losses, the Company maintains a sales allowance for billing-related adjustments that may arise in the ordinary course of business and adjustments to the reserve are recorded as contra-revenue. The sales allowance balance as of September 30, 2024 and December 31, 2023 was \$0.4 million and \$0.9 million, respectively.

The Company's contract terms typically require payment between 30 to 60 days from the date of invoice and are considered past due based on the particular negotiated contract terms. The majority of the

Company's customers are healthcare systems with a significant percentage in acute-care facilities. No single customer accounted for more than 10% of the Company's revenue for the three and nine months ended September 30, 2024 and 2023, or the Company's accounts receivable balance as of September 30, 2024 and December 31, 2023. In 2023, there was an increase in credit loss expense primarily driven by a deterioration in the accounts receivable aging stemming from a single MSP customer. On May 6, 2024, the customer filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. As a result, the Company recorded an associated credit loss expense of \$19.4 million during the quarter ended June 30, 2024.

Restructuring Costs

The Company considers restructuring activities to be programs whereby it fundamentally changes its operations, such as closing and consolidating facilities, reducing headcount, and realigning operations in response to changing market conditions. As a result, restructuring costs on the condensed consolidated statements of operations and comprehensive income (loss) primarily include employee termination costs and lease-related exit costs.

Reconciliations of the employee termination costs and lease-related exit costs beginning and ending liability balance is presented below:

	Employee Termination Costs	Lease-Related Exit Costs
	(amounts in thousands)	
Balance at January 1, 2024	\$ 895	\$ 1,184
Charged to restructuring	188	525
Payments	(759)	(218)
Balance at March 31, 2024	324	1,491
Charged to restructuring	1,740	—
Payments	(1,787)	(254)
Balance at June 30, 2024	277	1,237
Charged to restructuring	634	—
Payments	(254)	(245)
Balance at September 30, 2024	\$ 657	\$ 992

Recent Accounting Pronouncements

On December 14, 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires that public business entities, on an annual basis, (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than five percent of the amount computed by multiplying pretax income (or loss) by the applicable statutory income tax rate). The amendments also require that all entities disclose, on an annual basis, disaggregated information regarding income taxes paid and income tax expense. This guidance is effective for annual periods beginning after December 15, 2024. The amendments should be applied prospectively, but retrospective application is permitted. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company expects to adopt this standard for its annual report for the fiscal year ended December 31, 2025. The Company expects this ASU to only impact its disclosures with no impacts to results of operations, cash flows, and financial condition.

On November 27, 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses, enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and requires certain disclosures related to the chief operating decision maker. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. Early adoption is permitted. The Company expects to adopt this standard for its fiscal year ended December 31, 2024. The Company expects this ASU to only expand its disclosures with no impacts to results of operations, cash flows, and financial condition.

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REVENUE
RECOGNITION
[Revenue from Contract with Customer \[Abstract\]](#)
REVENUE RECOGNITION

9 Months Ended
Sep. 30, 2024

REVENUE RECOGNITION
The Company's revenues from customer contracts are generated from temporary staffing services and other services. Revenue is disaggregated by segment in the following table. Sales and usage-based taxes are excluded from revenue.

Three Months ended September 30, 2024				
	Nurse And Allied Staffing	Physician Staffing	Total Segments	
	(amounts in thousands)			
Temporary Staffing Services	\$ 257,035	\$ 47,848	\$	304,883
Other Services	7,818	2,418		10,236
Total	\$ 264,853	\$ 50,266	\$	315,119
Three Months ended September 30, 2023				
	Nurse And Allied Staffing	Physician Staffing	Total Segments	
	(amounts in thousands)			
Temporary Staffing Services	\$ 386,536	\$ 43,165	\$	429,701
Other Services	10,059	2,531		12,590
Total	\$ 396,595	\$ 45,696	\$	442,291
Nine Months ended September 30, 2024				
	Nurse And Allied Staffing	Physician Staffing	Total Segments	
	(amounts in thousands)			
Temporary Staffing Services	\$ 864,510	\$ 138,173	\$	1,002,683
Other Services	23,980	7,401		31,381
Total	\$ 888,490	\$ 145,574	\$	1,034,064
Nine Months ended September 30, 2023				
	Nurse And Allied Staffing	Physician Staffing	Total Segments	
	(amounts in thousands)			
Temporary Staffing Services	\$ 1,437,746	\$ 124,477	\$	1,562,223
Other Services	36,527	6,943		43,470
Total	\$ 1,474,273	\$ 131,420	\$	1,605,693

See Note 12 - Segment Data.

~~XML 22 R10.htm IDEA: XBRL DOCUMENT~~

ACQUISITIONS
[Business Combination, Asset Acquisition, and Joint Venture Formation \[Abstract\]](#)
ACQUISITIONS

9 Months Ended
Sep. 30, 2024

ACQUISITIONS
HireUp

On December 13, 2022, the Company purchased and acquired substantially all of the assets and assumed certain liabilities of HireUp Leadership Inc. (HireUp) for a purchase price of \$6.0 million in cash, subject to adjustment, and \$0.8 million in shares (or 29,811 shares) of the Company's common stock. The transaction was treated as a purchase of assets for income tax purposes. The sellers were eligible to receive up to an additional \$8.0 million in earnout cash consideration based on HireUp's revenues and Adjusted EBITDA for each of the twelve-month periods ending on the first and second anniversaries of the first day after the closing date. Quarterly throughout 2023, and during the first quarter of 2024, the Company performed analyses using multiple updated forecasted scenarios and determined that the earnout would only be partially achieved. As a result, the Company recognized a decrease in the fair value of the related liabilities in the second and third quarters of 2023 and the first quarter of 2024. The Company paid the remaining earnout liability of \$1.7 million in the first quarter of 2024. See Note 10 - Fair Value Measurements.

Mint

On October 3, 2022, the Company purchased and acquired substantially all of the assets and assumed certain liabilities of Mint Medical Physician Staffing, LP and Lotus Medical Staffing LLC (collectively, Mint) for a purchase price of \$27.0 million in cash, subject to adjustment, and \$3.6 million in shares (or 114,278 shares) of the Company's common stock. The transaction was treated as a purchase of assets for income tax purposes.

The sellers were eligible to receive up to an additional \$10.0 million in earnout cash consideration based on Mint's revenues and gross profit for each of the twelve-month periods ending on the first and second anniversaries of the first day of the calendar month following the closing date. In the fourth quarter of 2023, the Company performed a calculation for the first measurement period, resulting in the achievement of a \$4.9 million earnout, which was paid in the first quarter of 2024. During the first quarter of 2024, the Company performed analyses using multiple updated forecasted scenarios and determined that the earnout for the second measurement period would only be partially achieved and, as a result, recognized a decrease in the fair value of the related liabilities. The remaining liability of \$4.1 million is included in the current portion of earnout liability on the condensed consolidated balance sheets. See Note 10 - Fair Value Measurements.

Cross Country Workforce Solutions Group (CCWSG)

On June 8, 2021, the Company purchased and acquired substantially all of the assets and assumed certain liabilities of Workforce Solutions Group, Inc. (WSG) for a purchase price of \$25.0 million in cash and \$5.0 million in shares (or 307,730 shares) of the Company's common stock.

The sellers were eligible to receive an earnout based on the business' performance through three years after the acquisition date that could provide up to an additional \$15.0 million in cash. In the third quarter of 2022, the Company determined that the contingent consideration earnout was achieved for the 2021 through 2022 period and, as a result, the Company made a \$7.5 million earnout payment. In the third quarter of 2023, the Company determined that the contingent consideration earnout was achieved for the 2022 through 2023 period and, as a result, the Company made the final \$7.5 million earnout payment.

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COMPREHENSIVE
INCOME (LOSS)

9 Months Ended
Sep. 30, 2024

[Equity \[Abstract\]](#)
[COMPREHENSIVE](#)
[INCOME \(LOSS\)](#)

COMPREHENSIVE INCOME (LOSS)

Total comprehensive income (loss) includes net income or loss and foreign currency translation adjustments, net of any related deferred taxes, and is included within the accompanying condensed consolidated statements of operations and comprehensive income (loss). Certain of the Company’s foreign subsidiaries use their respective local currency as their functional currency. Assets and liabilities of these operations are translated at the exchange rates in effect on the balance sheet date. Income statement items are translated at the average exchange rates for the period. The cumulative impact of currency fluctuations related to the balance sheet translation is included in accumulated other comprehensive loss in the accompanying condensed consolidated balance sheets and was an unrealized loss of \$1.5 million as of September 30, 2024 and December 31, 2023.

The income tax impact related to components of other comprehensive income (loss) for the three and nine months ended September 30, 2024 and 2023 is included in unrealized foreign currency translation loss, net of tax in the condensed consolidated statements of operations and comprehensive income (loss).

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EARNINGS PER
SHARE

[Earnings Per Share](#)
[\[Abstract\]](#)

EARNINGS PER SHARE

EARNINGS PER SHARE

The following table sets forth the components of the numerator and denominator for the computation of the basic and diluted earnings per share:

9 Months Ended
Sep. 30, 2024

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
(amounts in thousands, except per share data)				
Numerator:				
Net income (loss) attributable to common stockholders - Basic and Diluted	\$ 2,555	\$ 12,812	\$ (10,803)	\$ 63,593
Denominator:				
Weighted average common shares - Basic	33,016	34,954	33,728	35,386
Effect of diluted shares:				
Share-based awards	42	198	—	356
Weighted average common shares - Diluted ^a	33,058	35,152	33,728	35,742
Net income (loss) per share attributable to common stockholders - Basic	\$ 0.08	\$ 0.37	\$ (0.32)	\$ 1.80
Net income (loss) per share attributable to common stockholders - Diluted	\$ 0.08	\$ 0.36	\$ (0.32)	\$ 1.78

(a) For the nine months ended September 30, 2024, the effect of diluted shares was not included in the weighted average share calculation due to the Company’s net operating loss position.

The following table represents the share-based awards that could potentially dilute net income (loss) per share attributable to common stockholders in the future that were not included in the computation of diluted net income (loss) per share attributable to common stockholders because to do so would have been anti-dilutive for the periods presented.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
(amounts in thousands)				
Share-based awards	431	4	314	1

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GOODWILL, TRADE
NAMES, AND OTHER
INTANGIBLE ASSETS

[Goodwill and](#)
[Intangible Assets](#)
[Disclosure \[Abstract\]](#)

GOODWILL, TRADE
NAMES, AND OTHER
INTANGIBLE ASSETS

GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS

The Company had the following acquired intangible assets:

9 Months Ended
Sep. 30, 2024

	September 30, 2024			December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
(amounts in thousands)						
Intangible assets subject to amortization:						
Databases	\$ 39,430	\$ 22,481	\$ 16,949	\$ 45,930	\$ 24,971	\$ 20,959
Customer relationships	52,538	29,699	22,839	52,538	26,286	26,252
Trade names	900	885	15	900	548	352
Software	1,700	950	750	1,700	695	1,005
Other intangible assets, net	\$ 94,568	\$ 54,015	\$ 40,553	\$ 101,068	\$ 52,500	\$ 48,568
Intangible assets not subject to amortization:						
Trade names, indefinite-lived			\$ 5,900			\$ 5,900

As of September 30, 2024, estimated future annual amortization expense was as follows:

		(amounts in thousands)	
Years Ending December 31:			
2024		\$	2,467
2025			9,571
2026			8,362
2027			6,191
2028			4,791
Thereafter			9,171
		\$	40,553

Goodwill, Trade Names, and Other Intangible Assets Impairment

The Company tests reporting units’ goodwill and intangible assets with indefinite lives for impairment annually during the fourth quarter and more frequently if impairment indicators exist. The Company performs quarterly qualitative assessments of significant events and circumstances, such as reporting units’ historical and current results, assumptions regarding future performance, strategic initiatives and overall economic factors, and macro-economic developments, to determine the existence of potential indicators of impairment and assess if it is more likely than not that the fair value of reporting units or intangible assets is less than their carrying value. If indicators of impairments are identified a quantitative impairment test is performed.

As of September 30, 2024, the Company performed a qualitative assessment of each of its reporting units and determined that it was not more likely than not that the fair value of its reporting units dropped below their carrying value. Although management believes that the Company’s current estimates and assumptions utilized in its qualitative testing are reasonable and supportable, there can be no assurance that the estimates and assumptions management used for purposes of its assessment as of September 30, 2024 will prove to be accurate predictions of future performance.

As of September 30, 2024, goodwill by reporting segment was: \$112.5 million for Nurse and Allied Staffing and \$22.9 million for Physician Staffing, for a total of \$135.4 million.

For its long-lived assets and definite-lived intangible assets, the Company reviews for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. As of September 30, 2024, the Company performed a qualitative assessment of its trade names and other intangible assets and determined it was not more likely than not that their carrying value may not be recoverable. During the nine months ended September 30, 2023, the Company wrote off an abandoned IT project, resulting in an impairment charge.

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DEBT

[Debt Disclosure](#)
[\[Abstract\]](#)
[DEBT](#)

DEBT

The Company’s debt consists of the following:

9 Months Ended
Sep. 30, 2024

	September 30, 2024		December 31, 2023	
	Principal	Debt Issuance Costs	Principal	Debt Issuance Costs
(amounts in thousands)				
Senior Secured Asset-Based Loan, interest of 6.68% and 6.99% at September 30, 2024 and December 31, 2023, respectively	\$ —	\$ (2,012)	\$ —	\$ (2,623)
Debt	\$ —	\$ (2,012)	\$ —	\$ (2,623)

As of September 30, 2024 and December 31, 2023, there was no debt outstanding on the condensed consolidated balance sheets. The Company has elected to present the debt issuance costs associated with its senior secured asset-based credit facility as an asset, included in other assets on the condensed consolidated balance sheets.

2021 Term Loan Credit Agreement

On June 8, 2021, the Company entered into a Term Loan Credit Agreement (Term Loan Agreement) with certain lenders identified therein (collectively, the Lenders) and Wilmington Trust, National Association as administrative agent and collateral agent, pursuant to which the Lenders extended to the Company a six-year second lien subordinated term loan in the amount of \$100.0 million (term loan).

On November 18, 2021, the Company amended the Term Loan Agreement (Term Loan First Amendment), which provided the Company an incremental borrowing in an aggregate amount equal to \$75.0 million. Additionally, the Term Loan First Amendment increased the aggregate amount of all increases (as defined in the Term Loan Agreement) to be no greater than \$115.0 million.

On April 14, 2023, the Company amended the Term Loan Agreement (Term Loan Second Amendment), which provided the option for all or a portion of the borrowings to bear interest at a rate based on the

On June 30, 2023, the Company repaid all outstanding obligations of \$73.9 million under the term loan and terminated the Term Loan Agreement. As a result, debt issuance costs of \$1.7 million were written off in the second quarter of 2023. There were no prepayment premiums associated with the payoff and all subsidiary guarantees of the term loan were automatically released.

Effective October 25, 2019, the Company terminated its prior senior credit facility and entered into an asset-based loan agreement, by and among the Company and certain of its domestic subsidiaries, as borrowers or guarantors, Wells Fargo Bank, N.A., and PNC Bank N.A., as well as other Lenders (as defined therein) from time to time parties thereto (Loan Agreement). The Loan Agreement provided for a five-year revolving senior secured asset-based credit facility (ABL) in the aggregate principal amount of up to \$120.0 million, including a sublimit for swing loans up to \$15.0 million and a \$35.0 million sublimit for standby letters of credit.

On March 8, 2021, the Company amended the Loan Agreement (Second Amendment), which increased the current aggregate committed size of the ABL from \$130.0 million to \$150.0 million, increased certain borrowing base sub-limits, and decreased both the cash dominion event and financial reporting triggers.

On November 18, 2021, the Company amended the Loan Agreement (Fourth Amendment), whereby the permitted indebtedness (as defined in the Loan Agreement), was increased to \$175.0 million.

On September 29, 2023, the Company amended the Loan Agreement (Sixth Amendment), which changed the minimum fixed charge coverage ratio from a maintenance covenant to a springing covenant based on excess availability, which provides for compliance with the covenant only during a compliance period (any time that excess availability falls below a certain threshold), and in such case, the financial covenant shall be tested during this period.

These amendments were treated as modifications of debt and, as a result, the associated fees and costs were included in debt issuance costs and are amortized ratably over the remaining term of the Loan Agreement.

As of September 30, 2024, the interest rate spreads and fees under the ABL were based on SOFR plus 1.85% for the revolving portion of the borrowing base. The Base Rate margin would have been 0.75% for the revolving portion. The SOFR and Base Rate margins are subject to monthly adjustments, pursuant to a pricing matrix based on the Company's excess availability under the revolving credit facility. In addition, the facility is subject to an unused line fee, letter of credit fees, and an administrative fee. The unused line fee is 0.375% of the average daily unused portion of the revolving credit facility.

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**9 Months Ended
Sep. 30, 2024**

LEASES

The table below presents the lease-related assets and liabilities included on the condensed consolidated balance sheets:

The table below reconciles the undiscounted cash flows for each of, and total of, the remaining years to the operating lease liabilities (which do not include short-term leases) recorded on the condensed consolidated balance sheets as of September 30, 2024:

Other Information

Nine Months Ended September 30,	
2024	2023
(amounts in thousands)	

The components of lease expense are as follows:

		Nine Months Ended September 30,	
		2024	2023
		(amounts in thousands)	
Amounts Included in Condensed Consolidated Statements of Operations and Comprehensive Income (Loss):			
Operating lease expense	\$	981	\$ 1,300
Short-term lease expense	\$	1,109	\$ 2,520
Variable and other lease costs	\$	765	\$ 628

As of September 30, 2024, the Company did not have any material operating leases that had not yet commenced, and does not have any finance lease contracts.

Fair Value
Disclosures
[Abstract]
FAIR VALUE
MEASUREMENTS

**9 Months Ended
Sep. 30, 2024**

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy was established which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Items Measured at Fair Value on a Recurring Basis:

The Company's financial assets/liabilities required to be measured on a recurring basis were primarily its: (i) deferred compensation asset included in other assets; and (ii) deferred compensation liability included in other liabilities on its condensed consolidated balance sheets.

Deferred compensation—The Company utilizes Level 1 inputs to value its deferred compensation assets and liabilities. The Company's deferred compensation assets and liabilities are measured using publicly available indices, as per the plan documents.

The estimated fair value of the Company's financial assets and liabilities measured on a recurring basis is as follows:

	Fair Value Measurements	
	September 30, 2024	December 31, 2023
(amounts in thousands)		
Financial Assets:		
(Level 1)		
Deferred compensation asset	\$ 3,759	\$ 3,298
Financial Liabilities:		
(Level 1)		
Deferred compensation liability	\$ 2,889	\$ 3,343

Items Measured at Fair Value on a Non-Recurring Basis:

The Company's non-financial assets, such as goodwill, trade names, other intangible assets, right-of-use assets, and property and equipment, are measured at fair value when there is an indicator of impairment and are recorded at fair value only when an impairment charge is recognized.

The Company did not record any material impairment charges during the three and nine months ended September 30, 2024 and 2023.

Other Fair Value Disclosures:

Financial instruments not measured or recorded at fair value in the condensed consolidated balance sheets consist of cash and cash equivalents, accounts receivable, and accounts payable and accrued expenses. The estimated fair value of accounts receivable and accounts payable and accrued expenses approximate their carrying amount due to the short-term nature of these instruments.

Other financial instruments measured or recorded at fair value include earnout liabilities related to the (i) Mint and (ii) HireUp acquisitions, as discussed below.

(i) Potential earnout payments related to the Mint acquisition are contingent upon meeting certain performance requirements based on 2022 through 2024 performance. On a quarterly basis, the Company performs an analysis using multiple forecasted scenarios to determine the fair value of the earnout liability. In the fourth quarter of 2023, the Company performed the earnout calculation for the first measurement period, resulting in an earnout of \$4.9 million, which was paid in the first quarter of 2024. During the first quarter of 2024, the Company determined that the earnout for the second measurement period would only be partially achieved and, as a result, recognized a decrease in the fair value of the related liabilities. The remaining liability of \$4.1 million is included in the current portion of earnout liability on the condensed consolidated balance sheets. The carrying amount of the earnout liability approximates fair value. See Note 4 - Acquisitions.

(ii) Potential earnout payments related to the HireUp acquisition were contingent upon meeting certain performance requirements based on 2022 through 2024 performance. Quarterly throughout 2023 and in the first quarter of 2024, the Company performed analyses using multiple updated forecasted scenarios and determined that the earnout would only be partially achieved. As a result, the Company recognized a decrease in the fair value of the related liabilities in the second and third quarters of 2023 and the first quarter of 2024. The remaining liability of \$1.7 million was paid in the first quarter of 2024. See Note 4 - Acquisitions.

Concentration of Credit Risk:

See discussion of credit losses and allowance for credit losses in Note 2 - Summary of Significant Accounting Policies. Overall, based on the large number of customers in differing geographic areas, primarily throughout the United States and its territories, the Company believes that the concentration of credit risk is limited.

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STOCKHOLDERS'
EQUITY

[Equity \[Abstract\]](#)
[STOCKHOLDERS'](#)
[EQUITY](#)

9 Months Ended
Sep. 30, 2024

STOCKHOLDERS' EQUITY
Stock Repurchase Program

On May 1, 2023, the Company's Board of Directors authorized approximately \$59.0 million in additional share repurchases to be added to the prior authorized repurchase program, such that, effective for trades made after May 3, 2023, the aggregate amount available for stock repurchases was set at \$100.0 million (the Repurchase Program). The shares can be repurchased from time-to-time in the open market or in privately negotiated transactions. The Repurchase Program does not obligate the Company to repurchase any particular number of shares of common stock and may be discontinued by the Board of Directors at any time. Decisions regarding the amount and the timing of repurchases under the Repurchase Program will be subject to the Company's available liquidity and cash on hand, applicable legal requirements, the terms of the Company's Loan Agreement, general market conditions, and other factors.

During the fourth quarter of 2022, the Company entered into a Rule 10b5-1 Repurchase Plan to allow for share repurchases during the Company's blackout periods, effective through November 2, 2023. During the third quarter of 2023, the Company entered into a new Rule 10b5-1 Repurchase Plan to allow for share repurchases during the Company's blackout periods, beginning on January 2, 2024 and effective through November 7, 2024.

During the three months ended September 30, 2024, the Company repurchased a total of 816,879 shares of common stock for \$11.9 million, at an average price of \$14.57 per share. During the nine months ended September 30, 2024, the Company repurchased a total of 2,107,035 shares of common stock for an aggregate of \$33.2 million, at an average price of \$15.75 per share. During the three months ended September 30, 2023, the Company repurchased a total of 616,824 shares of common stock for \$14.8 million, at an average price of \$23.92 per share. During the nine months ended September 30, 2023, the Company repurchased a total of 2,038,691 shares of common stock for \$51.2 million, at an average price of \$25.12 per share.

As of September 30, 2024, the Company had \$44.1 million remaining for share repurchase under the Repurchase Program, subject to certain conditions in the Company's Loan Agreement. As of September 30, 2024, the Company had 32,572,284 unrestricted shares of common stock outstanding.

Share-Based Payments

On May 14, 2024, the Company's stockholders approved the Cross Country Healthcare, Inc. 2024 Omnibus Incentive Plan (2024 Plan). Pursuant to the 2024 Plan, awards may be granted to employees, non-employee directors, consultants, and key advisors of the Company and its subsidiaries, including stock options (including incentive stock options and nonqualified stock options), stock appreciation rights, stock awards, stock units, other stock-based awards, and cash awards. The 2024 Plan was adopted principally to serve as a successor plan to the Cross Country Healthcare, Inc. 2020 Omnibus Incentive Plan (2020 Plan) and to increase the number of shares of Company common stock reserved for equity-based awards to 2,400,000 shares (in addition to the share reserve amount that remained available under the 2020 Plan immediately prior to the adoption of the 2024 Plan and other eligible returning shares). No awards may be granted under the 2024 Plan after May 13, 2034.

The following table summarizes restricted stock awards and performance stock awards activity issued under the 2020 Plan and the 2024 Plan (Plans) for the nine months ended September 30, 2024:

	Restricted Stock Awards			Performance Stock Awards		
	Number of Shares		Weighted Average Grant Date Fair Value	Number of Target Shares		Weighted Average Grant Date Fair Value
Unvested restricted stock awards, January 1, 2024	547,534	\$	20.42	417,197	\$	18.75
Granted	375,377	\$	18.05	170,880	\$	18.67
Vested	(309,847)	\$	19.06	(145,908)	\$	12.71
Forfeited	(62,157)	\$	20.65	(23,875)	\$	21.39
Unvested restricted stock awards, September 30, 2024	550,907	\$	19.54	418,294	\$	20.68

Restricted stock awards granted under the Company's Plans entitle the holder to receive, at the end of a vesting period, a specified number of shares of the Company's common stock. Share-based compensation expense is measured by the market value of the Company's stock on the date of grant.

Awards granted to non-employee directors under the Plans will vest on the first anniversary of such grant date, or earlier subject to retirement eligibility. In addition, effective for the three months ended June 30, 2020, the Company implemented modified guidelines that provide for accelerated vesting of restricted stock grants on the last date of service when a retirement-eligible director retires.

Pursuant to the Plans, the number of target shares that are issued for performance-based stock awards are determined based on the level of attainment of the targets. During the first quarter of 2024, the Company's Compensation Committee of the Board of Directors approved a 101% level of attainment for the 2021 performance-based share awards, resulting in the issuance of 145,908 performance shares that vested on March 31, 2024.

During the three and nine months ended September 30, 2024, \$0.9 million and \$4.3 million, respectively, was included in selling, general and administrative expenses related to share-based payments, and a net of 1,163 and 294,414 shares, respectively, of common stock were issued upon the vesting of restricted and performance stock.

During the three and nine months ended September 30, 2023, \$1.4 million and \$5.4 million, respectively, was included in selling, general and administrative expenses related to share-based payments, and a net of 430 and 424,704 shares, respectively, of common stock were issued upon the vesting of restricted and performance stock.

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SEGMENT DATA

[Segment Reporting](#)
[\[Abstract\]](#)
[SEGMENT DATA](#)

9 Months Ended
Sep. 30, 2024

SEGMENT DATA

The Company's segments offer services to its customers as described below:

- *Nurse and Allied Staffing* - Nurse and Allied Staffing provides traditional staffing, recruiting, and value-added total talent solutions including: temporary and permanent placement of travel nurse and allied professionals, per diem, and healthcare leaders within nursing, allied, physician, human resources, and finance, MSP services, education healthcare services, in-home care services, and outsourcing services. In addition, Nurse and Allied Staffing provides executive search services for healthcare professionals, as well as contingent search and recruitment process outsourcing services, and offers the Company's SaaS-based, proprietary, vendor management technology, Intelliify® to facilities to manage all or a portion of their agency services. Its customers include: public and private acute care hospitals, non-acute care hospitals, government facilities, local healthcare plans, national healthcare plans, managed care providers, public schools, charter schools, academic medical centers, Programs of All-Inclusive Care for the Elderly (PACE) programs, outpatient clinics, ambulatory care facilities, physician practice groups, and many other healthcare providers throughout the United States.
- *Physician Staffing* - Physician Staffing provides physicians in many specialties, as well as certified registered nurse anesthetists, nurse practitioners, and physician assistants as independent contractors on temporary assignments throughout the United States at various healthcare facilities, such as acute and non-acute care facilities, medical group practices, government facilities, and managed care organizations.

The Company evaluates performance of each segment primarily based on revenue and contribution income. The Company defines contribution income as income (loss) from operations before depreciation and amortization, acquisition and integration-related (benefits) costs, restructuring (benefits) costs, legal and other losses, impairment charges, and corporate overhead. The Company does not evaluate, manage, or measure performance of segments using asset information; accordingly, total asset information by segment is not prepared or disclosed. The information in the following table is derived from the segments' internal financial information as used for corporate management purposes. Certain corporate expenses are not allocated to or among the operating segments.

Information on operating segments and a reconciliation to income (loss) from operations for the periods indicated are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
(amounts in thousands)				
Revenue from services:				
Nurse and Allied Staffing	\$ 264,853	\$ 396,595	\$ 888,490	\$ 1,474,273
Physician Staffing	50,266	45,696	145,574	131,420
	<u>\$ 315,119</u>	<u>\$ 442,291</u>	<u>\$ 1,034,064</u>	<u>\$ 1,605,693</u>
Contribution income:				
Nurse and Allied Staffing	\$ 19,251	\$ 39,226	\$ 52,254	\$ 162,876
Physician Staffing	4,629	2,576	11,800	7,841
	<u>23,880</u>	<u>41,802</u>	<u>64,054</u>	<u>170,717</u>
Corporate overhead ^(a)	15,531	16,412	51,258	53,959
Depreciation and amortization	4,498	4,540	13,859	13,876
Restructuring costs	998	348	4,052	1,690
Legal and other losses	—	—	7,596	1,125
Impairment charges	—	186	718	719
Other costs ^(b)	—	13	3	59
Income (loss) from operations	<u>\$ 2,853</u>	<u>\$ 20,303</u>	<u>\$ (13,432)</u>	<u>\$ 99,289</u>

(a) Corporate overhead includes unallocated executive leadership and other centralized corporate functional support costs such as finance, IT, legal, human resources, and marketing, as well as public company expenses and corporate-wide projects (initiatives).
(b) Other costs include acquisition and integration-related costs.

[XML 31 R19.htm IDEA: XBRL DOCUMENT](#)

CONTINGENCIES

[Commitments and Contingencies Disclosure \[Abstract\]](#)
[CONTINGENCIES](#)

CONTINGENCIES
Legal Proceedings

From time to time, the Company is involved in various litigation, claims, investigations, and other proceedings that arise in the ordinary course of its business. These proceedings primarily relate to employee-related matters that include individual and collective claims, professional liability, tax, and payroll practices. The Company establishes reserves when available information indicates that a loss is probable and an amount or range of loss can be reasonably estimated. These assessments are performed at least quarterly and are based on the information available to management at the time and involve significant management judgment to determine the probability and estimated amount of potential losses, if any. Based on the available information considered in its reviews, the Company adjusts its loss contingency accruals and its disclosures as may be required. Actual outcomes or losses may differ materially from those estimated by the Company's current assessments, including available insurance recoveries, which would impact the Company's profitability. Adverse developments in existing litigation claims or legal proceedings involving the Company or new claims could require management to establish or increase litigation reserves or enter into unfavorable settlements or satisfy judgments for monetary damages for amounts in excess of current reserves, which could adversely affect the Company's financial results. The Company believes that the outcome of any outstanding loss contingencies as of September 30, 2024 will not have a material adverse effect on its business, financial condition, results of operations, or cash flows.

Sales and Other State Non-Income Tax Liabilities
The Company's sales and other state non-income tax filings are subject to routine audits by authorities in the jurisdictions where it conducts business in the United States which may result in assessments of additional taxes. The Company accrues sales and other non-income tax liabilities based on the Company's best estimate of its probable liability utilizing currently available information and interpretation of relevant tax regulations. Given the nature of the Company's business, significant subjectivity exists as to both whether sales and other state non-income taxes can be assessed on its activity and how the sales tax will ultimately be measured by the relevant jurisdictions. The Company makes a determination for each reporting period whether the estimates for sales and other non-income taxes in certain states should be revised. The expense is included in selling, general and administrative expenses in the Company's condensed consolidated statements of operations and comprehensive income (loss) and the liability is reflected in sales tax payable within other current liabilities in its condensed consolidated balance sheets.

[XML 32 R20.htm IDEA: XBRL DOCUMENT](#)

INCOME TAXES

[Income Tax Disclosure \[Abstract\]](#)
[INCOME TAXES](#)

INCOME TAXES
The Company has historically calculated the provision for income taxes during interim reporting periods by applying an estimate of the Annual Effective Tax Rate (AETR) for the full fiscal year to ordinary income for the reporting period. For the three and nine months ended September 30, 2024, the Company used actual results to calculate the provision for income taxes. It determined that since small changes in estimated ordinary income would result in significant changes in the estimated AETR, the historical method would not provide a reliable estimate for the three- and nine-month periods ended September 30, 2024.

The Company's effective tax rate was 24.6% and 13.5% for the three and nine months ended September 30, 2024, respectively, and 34.3% and 29.3% for the three and nine months ended September 30, 2023, respectively. In addition to using actual results, a book loss primarily driven by credit loss expense as discussed in Note 2 - Summary of Significant Accounting Policies, relative to nondeductible items, caused the year-to-date effective tax rates to be significantly different from the historical annual effective tax rate.

As of September 30, 2024, the Company had approximately \$11.2 million of unrecognized tax benefits included in other non-current liabilities, \$10.5 million, net of deferred taxes, which would impact the effective tax rate if recognized. During the nine months ended September 30, 2024, the Company had net increases of \$0.5 million to its current year unrecognized tax benefits related to federal and state tax provisions.

Effective January 1, 2024, many jurisdictions implemented the Pillar Two rules issued by the Organization for Economic Co-operation and Development. In general, large multinational entity groups with consolidated revenue in excess of 750 million Euros in at least two of the preceding four years could be subject to the new rules in jurisdictions with an effective tax rate below fifteen percent. The Company currently does not operate in any jurisdictions that have implemented the Pillar Two rules, but jurisdictions may adopt retroactively to January 1, 2024. The Company does not expect the adoption of the Pillar Two rules by any jurisdiction in which it currently operates to have a material impact on its financial statements.

The tax years 2012 through 2023 remain open to examination by certain taxing jurisdictions to which the Company is subject to tax.

[XML 33 R21.htm IDEA: XBRL DOCUMENT](#)

RELATED PARTY
TRANSACTIONS

[Related Party Transactions \[Abstract\]](#)

RELATED PARTY
TRANSACTIONS

RELATED PARTY TRANSACTIONS
The Company has entered into an arrangement for digital marketing services provided by a firm that is related to a certain member of the Company's Board of Directors, who is a minority shareholder in the firm's parent company and is a member of the parent company's Board of Directors. Management believes that the terms of the arrangement are equivalent to those prevailing in an arm's-length transaction and have been approved by the Audit Committee of the Company's Board of Directors through the Company's related party transaction approval process. The digital marketing firm manages a limited number of digital publishers covering various Company brands for a monthly management fee. During the three and nine months ended September 30, 2024 and 2023, the Company incurred an immaterial amount in expenses and had an immaterial payable balance at September 30, 2024 and December 31, 2023.
The Company provides services to entities that are affiliated with certain members of the Company's Board of Directors. Management believes that the services were conducted on terms equivalent to those prevailing in an arm's-length transaction. Revenue related to these transactions was \$2.7 million and \$3.0 million for the three and nine months ended September 30, 2024, respectively, and an immaterial amount for the three and nine months ended September 30, 2023. Accounts receivable due from these entities was \$0.7 million at September 30, 2024 and an immaterial amount at December 31, 2023.

[XML 34 R22.htm IDEA: XBRL DOCUMENT](#)

IMMATERIAL
FINANCIAL
RESTATEMENT AND
RECLASSIFICATIONS
TO PRIOR PERIOD
FINANCIAL
STATEMENTS

[Accounting Changes and Error Corrections \[Abstract\]](#)
[IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS](#)

IMMATERIAL FINANCIAL RESTATEMENT TO PRIOR PERIOD FINANCIAL STATEMENTS
As discussed in Note 2 - Summary of Significant Accounting Policies, the Company identified an error in the consolidated financial statements of prior periods that it concluded was not material to the previously-issued financial statements. A summary of the revisions to the impacted financial statement line items in the previously-issued Consolidated Balance Sheet as of December 31, 2022 and 2023, the Consolidated Statement of Stockholders' Equity for the years ended December 31, 2022 and 2023, and the Consolidated Statement of Operations and Comprehensive Income and Consolidated Statement of Cash Flows for the year ended December 31, 2022 included in the 2023 Form 10-K, are provided below.
CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED BALANCE SHEETS
(amounts in thousands)

9 Months Ended
Sep. 30, 2024

9 Months Ended
Sep. 30, 2024

9 Months Ended
Sep. 30, 2024

Sep. 30, 2024

	Year Ended December 31, 2023		
	As Reported	Revisions	As Revised
Assets			
Current assets:			
Cash and cash equivalents	\$ 17,094	\$ —	\$ 17,094
Accounts receivable, net	372,352	—	372,352
Income taxes receivable	6,898	1,722	8,620
Prepaid expenses	7,681	—	7,681
Insurance recovery receivable	9,097	—	9,097
Other current assets	2,031	—	2,031
Total current assets	415,153	1,722	416,875
Property and equipment, net	27,339	—	27,339
Operating lease right-of-use assets	2,599	—	2,599
Goodwill	135,430	—	135,430
Other intangible assets, net	54,468	—	54,468
Deferred tax assets	5,954	25	5,979
Insurance recovery receivable	25,714	—	25,714
Cloud computing	5,987	—	5,987
Other assets	6,673	—	6,673
Total assets	\$ 679,317	\$ 1,747	\$ 681,064
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable and accrued expenses	\$ 85,333	\$ 7,489	\$ 92,822
Accrued compensation and benefits	52,297	—	52,297
Operating lease liabilities	2,604	—	2,604
Earnout liability	6,794	—	6,794
Other current liabilities	1,559	—	1,559
Total current liabilities	148,587	7,489	156,076
Operating lease liabilities	2,663	—	2,663
Accrued claims	34,853	—	34,853
Earnout liability	5,000	—	5,000
Uncertain tax positions	10,603	—	10,603
Other liabilities	4,218	—	4,218
Total liabilities	205,924	7,489	213,413
Commitments and contingencies			
Stockholders' equity:			
Common stock	4	—	4
Additional paid-in capital	236,417	—	236,417
Accumulated other comprehensive loss	(1,385)	—	(1,385)
Retained earnings	238,357	(5,742)	232,615
Total stockholders' equity	473,393	(5,742)	467,651
Total liabilities and stockholders' equity	\$ 679,317	\$ 1,747	\$ 681,064

**CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED BALANCE SHEETS
(amounts in thousands)**

	Year Ended December 31, 2022		
	As Reported	Revisions	As Revised
Assets			
Current assets:			
Cash and cash equivalents	\$ 3,604	\$ —	\$ 3,604
Accounts receivable, net	641,611	—	641,611
Income taxes receivable	10,915	1,722	12,637
Prepaid expenses	11,067	—	11,067
Insurance recovery receivable	7,434	—	7,434
Other current assets	1,042	—	1,042
Total current assets	675,673	1,722	677,395
Property and equipment, net	19,662	—	19,662
Operating lease right-of-use assets	3,254	—	3,254
Goodwill	163,268	—	163,268
Other intangible assets, net	44,723	—	44,723
Deferred tax assets	7,092	25	7,117
Insurance recovery receivable	23,058	—	23,058
Cloud computing	4,460	—	4,460
Other assets	6,649	—	6,649
Total assets	\$ 947,839	\$ 1,747	\$ 949,586
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable and accrued expenses	\$ 185,507	\$ 7,489	\$ 192,996
Accrued compensation and benefits	72,605	—	72,605
Operating lease liabilities	4,132	—	4,132
Earnout liability	7,500	—	7,500
Other current liabilities	1,896	—	1,896
Total current liabilities	271,640	7,489	279,129
Debt	148,735	—	148,735
Operating lease liabilities	4,880	—	4,880
Accrued claims	35,881	—	35,881
Earnout liability	18,000	—	18,000
Uncertain tax positions	7,646	—	7,646
Other liabilities	3,838	—	3,838
Total liabilities	490,620	7,489	498,109
Commitments and contingencies			
Stockholders' equity:			
Common stock	4	—	4
Additional paid-in capital	292,876	—	292,876
Accumulated other comprehensive loss	(1,387)	—	(1,387)
Retained earnings	165,726	(5,742)	159,984
Total stockholders' equity	457,219	(5,742)	451,477
Total liabilities and stockholders' equity	\$ 947,839	\$ 1,747	\$ 949,586

**CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(amounts in thousands, except per share data)**

	Year Ended December 31, 2022		
	As Reported	Revisions	As Revised
Revenue from services	\$ 2,806,609	\$ (3,228)	\$ 2,803,381
Operating expenses:			
Direct operating expenses	2,178,923	—	2,178,923
Selling, general and administrative expenses	324,935	—	324,935
Credit loss expense	9,609	—	9,609
Depreciation and amortization	12,576	—	12,576
Restructuring costs	1,861	—	1,861
Impairment charges	5,597	—	5,597
Total operating expenses	2,533,501	—	2,533,501
Income from operations	273,108	(3,228)	269,880
Other expenses (income):			
Interest expense	14,391	—	14,391
Loss on early extinguishment of debt	3,728	—	3,728
Other income, net	(1,336)	—	(1,336)
Income before income taxes	256,325	(3,228)	253,097
Income tax expense	67,864	(749)	67,115
Net income attributable to common stockholders	\$ 188,461	\$ (2,479)	\$ 185,982
Other comprehensive income:			
Unrealized foreign currency translation loss, net of tax	(94)	—	(94)
Comprehensive income	\$ 188,367	\$ (2,479)	\$ 185,888
Net income per share attributable to common stockholders - Basic	\$ 5.09	\$ (0.07)	\$ 5.02
Net income per share attributable to common stockholders - Diluted	\$ 5.02	\$ (0.07)	\$ 4.95
Weighted average common shares outstanding:			
Basic	37,012	37,012	37,012
Diluted	37,536	37,536	37,536

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(amounts in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss, net	(Accumulated Deficit) Retained Earnings	Stockholders' Equity
	Shares	Dollars				
As Reported						
Balances at December 31, 2022	36,303	\$ 4	\$ 292,876	\$ (1,387)	\$ 165,726	\$ 457,219
Vesting of restricted stock	426	—	(4,905)	—	—	(4,905)
Equity compensation	—	—	6,579	—	—	6,579
Stock repurchase and retirement	(2,344)	—	(57,654)	—	—	(57,654)
Stock repurchase excise tax	—	—	(479)	—	—	(479)
Foreign currency translation adjustment, net of taxes	—	—	—	2	—	2
Net income	—	—	—	—	72,631	72,631
Balances at December 31, 2023	34,385	4	236,417	(1,385)	238,357	473,393
Revisions						
Balances at December 31, 2022	—	—	—	—	(5,742)	(5,742)
Vesting of restricted stock	—	—	—	—	—	—
Equity compensation	—	—	—	—	—	—
Stock repurchase and retirement	—	—	—	—	—	—
Stock repurchase excise tax	—	—	—	—	—	—
Foreign currency translation adjustment, net of taxes	—	—	—	—	—	—
Net income	—	—	—	—	—	—
Balances at December 31, 2023	—	—	—	—	(5,742)	(5,742)
As Revised						
Balances at December 31, 2022	36,303	4	292,876	(1,387)	159,984	451,477
Vesting of restricted stock	426	—	(4,905)	—	—	(4,905)
Equity compensation	—	—	6,579	—	—	6,579
Stock repurchase and retirement	(2,344)	—	(57,654)	—	—	(57,654)
Stock repurchase excise tax	—	—	(479)	—	—	(479)
Foreign currency translation adjustment, net of taxes	—	—	—	2	—	2
Net income	—	—	—	—	72,631	72,631
Balances at December 31, 2023	34,385	\$ 4	\$ 236,417	\$ (1,385)	\$ 232,615	\$ 467,651

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(amounts in thousands)

	Common Stock						
	Shares	Dollars	Additional Paid-in Capital	Accumulated Other Comprehensive Loss, net	(Accumulated Deficit) Retained Earnings	Stockholders' Equity	
As Reported							
Balances at December 31, 2021	37,024	\$ 4	\$ 321,552	\$ (1,293)	\$ (22,735)	\$	297,528
Vesting of restricted stock	499	—	(5,267)	—	—	—	(5,267)
Equity compensation	—	—	7,393	—	—	—	7,393
Stock repurchase and retirement	(1,365)	—	(35,285)	—	—	—	(35,285)
Foreign currency translation adjustment, net of taxes	—	—	—	(94)	—	—	(94)
Acquisitions	145	—	4,483	—	—	—	4,483
Net income	—	—	—	—	188,461	—	188,461
Balances at December 31, 2022	36,303	4	292,876	(1,387)	165,726		457,219
Revisions							
Balances at December 31, 2021	—	—	—	—	(3,263)	—	(3,263)
Vesting of restricted stock	—	—	—	—	—	—	—
Equity compensation	—	—	—	—	—	—	—
Stock repurchase and retirement	—	—	—	—	—	—	—
Foreign currency translation adjustment, net of taxes	—	—	—	—	—	—	—
Acquisitions	—	—	—	—	—	—	—
Net loss	—	—	—	—	(2,479)	—	(2,479)
Balances at December 31, 2022	—	—	—	—	(5,742)	—	(5,742)
As Revised							
Balances at December 31, 2021	37,024	4	321,552	(1,293)	(25,998)		294,265
Vesting of restricted stock	499	—	(5,267)	—	—	—	(5,267)
Equity compensation	—	—	7,393	—	—	—	7,393
Stock repurchase and retirement	(1,365)	—	(35,285)	—	—	—	(35,285)
Foreign currency translation adjustment, net of taxes	—	—	—	(94)	—	—	(94)
Acquisitions	145	—	4,483	—	—	—	4,483
Net income	—	—	—	—	185,982	—	185,982
Balances at December 31, 2022	36,303	4	292,876	(1,387)	159,984		451,477

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(amounts in thousands)

	Year Ended December 31, 2022		
	As Reported	Revisions	As Revised
Cash flows from operating activities			
Consolidated net income	\$ 188,461	\$ (2,479)	\$ 185,982
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	12,576	—	12,576
Provision for allowances	15,328	—	15,328
Deferred income tax expense	5,062	48	5,110
Non-cash lease expense	1,850	—	1,850
Impairment charges	5,597	—	5,597
Loss on early extinguishment of debt	3,728	—	3,728
Equity compensation	7,393	—	7,393
Other non-cash costs	199	—	199
Changes in operating assets and liabilities:			
Accounts receivable	(153,229)	—	(153,229)
Prepaid expenses and other assets	(6,915)	—	(6,915)
Income taxes	(20,111)	(797)	(20,908)
Accounts payable and accrued expenses	79,712	3,228	82,940
Operating lease liabilities	(4,962)	—	(4,962)
Other	(639)	—	(639)
Net cash provided by operating activities	134,050	—	134,050
Cash flows from investing activities			
Acquisitions, net of cash acquired	(35,182)	—	(35,182)
Acquisition-related settlements	94	—	94
Purchases of property and equipment	(8,786)	—	(8,786)
Net cash used in investing activities	(43,874)	—	(43,874)
Cash flows from financing activities			
Principal payments on term loan	(100,438)	—	(100,438)
Principal payments on note payable	(2,426)	—	(2,426)
Debt issuance costs	(3,237)	—	(3,237)
Borrowings under Senior Secured Asset-Based revolving credit facility	1,700,030	—	1,700,030
Repayments on Senior Secured Asset-Based revolving credit facility	(1,632,430)	—	(1,632,430)
Cash paid for shares withheld for taxes	(5,267)	—	(5,267)
Payment of contingent consideration	(7,500)	—	(7,500)
Stock repurchase and retirement	(35,285)	—	(35,285)
Other	(1,046)	—	(1,046)
Net cash used in financing activities	(87,599)	—	(87,599)
Effect of exchange rate changes on cash	(9)	—	(9)
Change in cash and cash equivalents	2,568	—	2,568
Cash and cash equivalents at beginning of year	1,036	—	1,036
Cash and cash equivalents at end of year	\$ 3,604	\$ —	\$ 3,604

[XML 35-R23.htm IDEA: XBRL DOCUMENT](#)

Pay vs Performance Disclosure - USD (\$) \$ in Thousands	3 Months Ended Sep. 30, 2024	3 Months Ended Sep. 30, 2023	9 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023	12 Months Ended Dec. 31, 2022

[Pay vs Performance Disclosure](#)

<u>Net Income (Loss)</u>	\$ 2,555	\$ 12,812	\$ (10,803)	\$ 63,593	\$ 72,631	\$ 185,982

[XML 36-R24.htm IDEA: XBRL DOCUMENT](#)

Insider Trading Arrangements	3 Months Ended Sep. 30, 2024

[Trading Arrangements, by Individual](#)

<u>Rule 10b5-1 Arrangement Adopted</u>	false
<u>Non-Rule 10b5-1 Arrangement Adopted</u>	false
<u>Rule 10b5-1 Arrangement Terminated</u>	false
<u>Non-Rule 10b5-1 Arrangement Terminated</u>	false

[XML 37-R25.htm IDEA: XBRL DOCUMENT](#)

**SUMMARY OF
SIGNIFICANT
ACCOUNTING
POLICIES (Policies)**

9 Months Ended

Sep. 30, 2024

Accounting Policies
[Abstract]
Nature of Business

Nature of Business

The accompanying condensed consolidated financial statements include the accounts of Cross Country Healthcare, Inc. and its direct and indirect wholly-owned subsidiaries (collectively, the Company). In the opinion of management, all adjustments necessary for a fair presentation of such unaudited condensed consolidated financial statements have been included. All such adjustments consisted of all normal recurring items, including the elimination of all intercompany transactions and balances.

Basis of Accounting

The accompanying condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements. These operating results are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2023 included in the 2023 Form 10-K. The December 31, 2023 condensed consolidated balance sheet included herein was derived from the December 31, 2023 audited consolidated balance sheet included in the 2023 Form 10-K.

Certain prior year amounts have been reclassified to conform to the current year presentation. See the consolidated statements of operations and comprehensive income (loss).

Use of Estimates

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the condensed consolidated financial statements and accompanying notes. Management has assessed various accounting estimates and other matters, including those that require consideration of forecasted financial information, using information that is reasonably available to the Company at the time. Significant estimates and assumptions are used for, but not limited to: (i) the valuation of accounts receivable; (ii) goodwill, trade names, and other intangible assets; (iii) other long-lived assets; (iv) revenue recognition; (v) accruals for health, workers' compensation, and professional liability claims; (vi) valuation of deferred tax assets; (vii) legal contingencies; and (viii) income taxes. Accrued insurance claims and reserves include estimated settlements from known claims and actuarial estimates for claims incurred but not reported. As additional information becomes available to the Company, its future assessment of these estimates could materially and adversely impact the Company's consolidated financial statements in future reporting periods. Actual results could differ from those estimates.

Risks and Uncertainties

Risks and Uncertainties

The Company's future results of operations and liquidity could be materially adversely affected by macroeconomic factors contributing to delays in payments from customers and inflationary pressure, uncertain or reduced demand, and the impact of any initiatives or programs that the Company may undertake to address financial and operational challenges faced by its customers. See associated risk factors in Item 1A. Risk Factors in the 2023 Form 10-K.

Restatement of Prior Period Financial Statements

Restatement of Prior Period Financial Statements

In connection with the preparation of the Company's financial statements for the quarter ended September 30, 2024, the Company identified an accounting error related to Medical Staffing Network Healthcare, LLC, which the Company acquired on June 30, 2014. The error pertains to an elimination entry that was improperly recorded, which resulted in the overstatement of revenue and the understatement of subcontractor liabilities. It was determined that the impact of the error was inconsequential in 2023 and 2024, and primarily related to the fiscal years of 2020 through 2022, during which time the Company's business greatly accelerated as a result of the pandemic. This non-cash error did not affect client billings, payments to health care professionals, or payments to subcontractors. Management assessed the materiality of the error, including the presentation in prior period consolidated financial statements, on a qualitative and quantitative basis in accordance with SEC Staff Accounting Bulletin No. 99, Materiality, codified in Accounting Standards Codification (ASC) Topic 250, Accounting Changes and Error Corrections. Based on this assessment, the Company concluded that the error and the related impacts did not result in a material misstatement of the previously issued consolidated financial statements as of and for the fiscal years ended December 31, 2021 through 2023. However, correcting the cumulative effect of the error in the third quarter of 2024 would have had a material effect on the results of operations for that period.

Therefore, the relevant prior periods' financial statements and related footnotes have been corrected. Previously reported financial information for such an immaterial error will be corrected in future filings, as applicable.

The Company has provided a summary of the revisions to the impacted financial statement line items from the previously issued financial statements. See Note 16 - Immaterial Financial Restatement to Prior Period Financial Statements.

Accounts Receivable, net

Accounts Receivable, net

The timing of revenue recognition, billings, and collections results in billed and unbilled accounts receivable from customers, which are classified as accounts receivable on the condensed consolidated balance sheets and are presented net of allowances for credit losses and sales allowances. Estimated revenue for the Company employees', subcontracted employees', and independent contractors' time worked but not yet billed at September 30, 2024 and December 31, 2023 totaled \$67.5 million and \$89.9 million, respectively.

The Company generally does not require collateral and mitigates its credit risk by performing credit evaluations and monitoring at-risk accounts. The allowance for credit losses is established for losses expected to be incurred on accounts receivable balances. Accounts receivable are written off against the allowance for credit losses when the Company determines amounts are no longer collectible. Judgment is required in the estimation of the allowance and the Company evaluates the collectability of its accounts receivable based on a combination of factors. The Company bases its allowance for credit losses estimates on its historical write-off experience, current conditions, an analysis of the aging of outstanding receivable and customer payment patterns, and specific reserves for customers in adverse condition adjusted for current expectations for the customers or industry. Based on the information currently available, the Company also considered expectations of future economic conditions when estimating its allowance for credit losses.

In addition to the allowance for credit losses, the Company maintains a sales allowance for billing-related adjustments that may arise in the ordinary course of business and adjustments to the reserve are recorded as contra-revenue. The sales allowance balance as of September 30, 2024 and December 31, 2023 was \$0.4 million and \$0.9 million, respectively.

The Company's contract terms typically require payment between 30 to 60 days from the date of invoice and are considered past due based on the particular negotiated contract terms. The majority of the Company's customers are healthcare systems with a significant percentage in acute-care facilities.

Restructuring Costs

Restructuring Costs

The Company considers restructuring activities to be programs whereby it fundamentally changes its operations, such as closing and consolidating facilities, reducing headcount, and realigning operations in response to changing market conditions. As a result, restructuring costs on the condensed consolidated statements of operations and comprehensive income (loss) primarily include employee termination costs and lease-related exit costs.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

On December 14, 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires that public business entities, on an annual basis, (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than five percent of the amount computed by multiplying pretax income (or loss) by the applicable statutory income tax rate). The amendments also require that all entities disclose, on an annual basis, disaggregated information regarding income taxes paid and income tax expense. This guidance is effective for annual periods beginning after December 15, 2024. The amendments should be applied prospectively, but retrospective application is permitted. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company expects to adopt this standard for its annual report for the fiscal year ended December 31, 2025. The Company expects this ASU to only impact its disclosures with no impacts to results of operations, cash flows, and financial condition.

On November 27, 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses, enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and requires certain disclosures related to the chief operating decision maker. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. Early adoption is permitted. The Company expects to adopt this standard for its fiscal year ended December 31, 2024. The Company expects this ASU to only expand its disclosures with no impacts to results of operations, cash flows, and financial condition.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables)

9 Months Ended

Sep. 30, 2024

Accounting Policies [Abstract]

Schedule of Allowance for Doubtful Accounts

The opening balance of the allowance for credit losses is reconciled to the closing balance for expected credit losses as follows:

	2024	2023
	(amounts in thousands)	
Balance at January 1	\$ 19,640	\$ 13,058
Credit Loss Expense	1,290	4,908
Write-Offs, net of Recoveries	(1,555)	—
Balance at March 31	19,375	18,020
Credit Loss Expense	18,858	3,134
Write-Offs, net of Recoveries	(3,201)	(4,240)
Balance at June 30	35,032	16,914
Credit Loss Expense	1,512	2,355
Write-Offs, net of Recoveries	(1,942)	(1,394)
Balance at September 30	\$ 34,602	\$ 17,875

Reconciliations of the employee termination costs and lease-related exit costs beginning and ending liability balance is presented below:

	Employee Termination Costs	Lease-Related Exit Costs
	(amounts in thousands)	
Balance at January 1, 2024	\$ 895	\$ 1,184
Charged to restructuring	188	525
Payments	(759)	(218)
Balance at March 31, 2024	324	1,491
Charged to restructuring	1,740	—
Payments	(1,787)	(254)
Balance at June 30, 2024	277	1,237
Charged to restructuring	634	—
Payments	(254)	(245)
Balance at September 30, 2024	\$ 657	\$ 992

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REVENUE RECOGNITION (Tables)

9 Months Ended

Sep. 30, 2024

Revenue from Contract with Customer

[Abstract]

Schedule of Disaggregation of Revenue

The Company's revenues from customer contracts are generated from temporary staffing services and other services. Revenue is disaggregated by segment in the following table. Sales and usage-based taxes are excluded from revenue.

Three Months ended September 30, 2024				
	Nurse And Allied Staffing	Physician Staffing	Total Segments	
	(amounts in thousands)			
Temporary Staffing Services	\$ 257,035	\$ 47,848	\$	304,883
Other Services	7,818	2,418		10,236
Total	<u>\$ 264,853</u>	<u>\$ 50,266</u>	<u>\$</u>	<u>315,119</u>
Three Months ended September 30, 2023				
	Nurse And Allied Staffing	Physician Staffing	Total Segments	
	(amounts in thousands)			
Temporary Staffing Services	\$ 386,536	\$ 43,165	\$	429,701
Other Services	10,059	2,531		12,590
Total	<u>\$ 396,595</u>	<u>\$ 45,696</u>	<u>\$</u>	<u>442,291</u>
Nine Months ended September 30, 2024				
	Nurse And Allied Staffing	Physician Staffing	Total Segments	
	(amounts in thousands)			
Temporary Staffing Services	\$ 864,510	\$ 138,173	\$	1,002,683
Other Services	23,980	7,401		31,381
Total	<u>\$ 888,490</u>	<u>\$ 145,574</u>	<u>\$</u>	<u>1,034,064</u>
Nine Months ended September 30, 2023				
	Nurse And Allied Staffing	Physician Staffing	Total Segments	
Temporary Staffing Services	\$ 1,437,746	\$ 124,477	\$	1,562,223
Other Services	36,527	6,943		43,470
Total	<u>\$ 1,474,273</u>	<u>\$ 131,420</u>	<u>\$</u>	<u>1,605,693</u>

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EARNINGS PER SHARE (Tables)

Earnings Per Share [Abstract]

Schedule of Components of Numerator and Denominator for Computation of Basic and Diluted Earnings per Share

9 Months Ended Sep. 30, 2024

The following table sets forth the components of the numerator and denominator for the computation of the basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
(amounts in thousands, except per share data)				
Numerator:				
Net income (loss) attributable to common stockholders - Basic and Diluted	\$ 2,555	\$ 12,812	\$ (10,803)	\$ 63,593
Denominator:				
Weighted average common shares - Basic	33,016	34,954	33,728	35,386
Effect of diluted shares:				
Share-based awards	42	198	—	356
Weighted average common shares - Diluted ^a	33,058	35,152	33,728	35,742
Net income (loss) per share attributable to common stockholders - Basic	\$ 0.08	\$ 0.37	\$ (0.32)	\$ 1.80
Net income (loss) per share attributable to common stockholders - Diluted	\$ 0.08	\$ 0.36	\$ (0.32)	\$ 1.78

(a) For the nine months ended September 30, 2024, the effect of diluted shares was not included in the weighted average share calculation due to the Company's net operating loss position.

Schedule of Antidilutive Securities

The following table represents the share-based awards that could potentially dilute net income (loss) per share attributable to common stockholders in the future that were not included in the computation of diluted net income (loss) per share attributable to common stockholders because to do so would have been anti-dilutive for the periods presented.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
(amounts in thousands)				
Share-based awards	431	4	314	1

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GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS (Tables)

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Acquired Intangible Assets

9 Months Ended Sep. 30, 2024

The Company had the following acquired intangible assets:

	September 30, 2024			December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(amounts in thousands)					
Intangible assets subject to amortization:						
Databases	\$ 39,430	\$ 22,481	\$ 16,949	\$ 45,930	\$ 24,971	\$ 20,959
Customer relationships	52,538	29,699	22,839	52,538	26,286	26,252
Trade names	900	885	15	900	548	352
Software	1,700	950	750	1,700	695	1,005
Other intangible assets, net	\$ 94,568	\$ 54,015	\$ 40,553	\$ 101,068	\$ 52,500	\$ 48,568
Intangible assets not subject to amortization:						
Trade names, indefinite-lived			\$ 5,900			\$ 5,900

As of September 30, 2024, estimated future annual amortization expense was as follows:

	Years Ending December 31:	
	2024	2025
	(amounts in thousands)	
2024	\$	2,467
2025		9,571
2026		8,362
2027		6,191
2028		4,791
Thereafter		9,171
	\$	40,553

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DEBT (Tables)

Debt Disclosure [Abstract]

Schedule of Long-term Debt The Company's debt consists of the following:

	September 30, 2024		December 31, 2023	
	Principal	Debt Issuance Costs	Principal	Debt Issuance Costs
	(amounts in thousands)			
Senior Secured Asset-Based Loan, interest of 6.68% and 6.99% at September 30, 2024 and December 31, 2023, respectively	\$ —	\$ (2,012)	\$ —	\$ (2,623)
Debt	\$ —	\$ (2,012)	\$ —	\$ (2,623)

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LEASES (Tables)

Leases [Abstract]

Schedule of Supplemental Balance Sheet Information

9 Months Ended Sep. 30, 2024

The table below presents the lease-related assets and liabilities included on the condensed consolidated balance sheets:

Classification on Condensed Consolidated Balance Sheets:		September 30, 2024	December 31, 2023
		(amounts in thousands)	
Operating lease right-of-use assets	\$	2,700	\$ 2,599
Operating lease liabilities - current	\$	2,060	\$ 2,604
Operating lease liabilities - non-current	\$	2,348	\$ 2,663
		September 30, 2024	December 31, 2023
Weighted average remaining lease term		2.7 years	2.2 years
Weighted average discount rate		7.01 %	6.36 %

[Schedule of Operating Lease Maturity](#)

The table below reconciles the undiscounted cash flows for each of, and total of, the remaining years to the operating lease liabilities (which do not include short-term leases) recorded on the condensed consolidated balance sheets as of September 30, 2024:

		(amounts in thousands)	
Years Ending December 31:			
2024	\$		446
2025			2,442
2026			722
2027			611
2028			531
Thereafter			139
Total minimum lease payments			4,891
Less: amount of lease payments representing interest			(483)
Present value of future minimum lease payments			4,408
Less: operating lease liabilities - current			(2,060)
Operating lease liabilities - non-current	\$		2,348

[Schedule of Lease Costs](#)

[Schedule of Lease Costs](#)

The table below provides information regarding supplemental cash flows:

	Nine Months Ended September 30,			
	2024		2023	
	(amounts in thousands)			
Supplemental Cash Flow Information:				
Cash paid for amounts included in the measurement of operating lease liabilities	\$	2,536	\$	3,903
Right-of-use assets acquired under operating lease	\$	1,375	\$	782

The components of lease expense are as follows:

	Three Months Ended September 30,			
	2024		2023	
	(amounts in thousands)			
Amounts Included in Condensed Consolidated Statements of Operations and Comprehensive Income (Loss):				
Operating lease expense	\$	331	\$	396
Short-term lease expense	\$	332	\$	702
Variable and other lease costs	\$	150	\$	355

	Nine Months Ended September 30,			
	2024		2023	
	(amounts in thousands)			
Amounts Included in Condensed Consolidated Statements of Operations and Comprehensive Income (Loss):				
Operating lease expense	\$	981	\$	1,300
Short-term lease expense	\$	1,109	\$	2,520
Variable and other lease costs	\$	765	\$	628

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FAIR VALUE MEASUREMENTS (Tables)		9 Months Ended Sep. 30, 2024	
Fair Value Disclosures [Abstract]			
Schedule of Estimated Fair Values of Financial Assets and Liabilities Measured on a Recurring Basis			

The estimated fair value of the Company's financial assets and liabilities measured on a recurring basis is as follows:

Fair Value Measurements

	September 30, 2024	December 31, 2023
	(amounts in thousands)	
Financial Assets:		
(Level 1)		
Deferred compensation asset	\$ 3,759	\$ 3,298
Financial Liabilities:		
(Level 1)		
Deferred compensation liability	\$ 2,889	\$ 3,343

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STOCKHOLDERS' EQUITY (Tables)		9 Months Ended Sep. 30, 2024	
Equity [Abstract]			
Schedule of Restricted Stock Activity			

The following table summarizes restricted stock awards and performance stock awards activity issued under the 2020 Plan and the 2024 Plan (Plans) for the nine months ended September 30, 2024:

	Restricted Stock Awards		Performance Stock Awards	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Target Shares	Weighted Average Grant Date Fair Value
Unvested restricted stock awards, January 1, 2024	547,534	\$ 20.42	417,197	\$ 18.75
Granted	375,377	\$ 18.05	170,880	\$ 18.67
Vested	(309,847)	\$ 19.06	(145,908)	\$ 12.71
Forfeited	(62,157)	\$ 20.65	(23,875)	\$ 21.39
Unvested restricted stock awards, September 30, 2024	550,907	\$ 19.54	418,294	\$ 20.68

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SEGMENT DATA (Tables)		9 Months Ended Sep. 30, 2024	
Segment Reporting [Abstract]			
Schedule of Information on Operating Segments and Reconciliation to (Loss) Income from Operations			

Information on operating segments and a reconciliation to income (loss) from operations for the periods indicated are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
(amounts in thousands)				
Revenue from services:				
Nurse and Allied Staffing	\$ 264,853	\$ 396,595	\$ 888,490	\$ 1,474,273
Physician Staffing	50,266	45,696	145,574	131,420
	\$ 315,119	\$ 442,291	\$ 1,034,064	\$ 1,605,693
Contribution income:				
Nurse and Allied Staffing	\$ 19,251	\$ 39,226	\$ 52,254	\$ 162,876
Physician Staffing	4,629	2,576	11,800	7,841
	23,880	41,802	64,054	170,717
Corporate overhead ^(a)	15,531	16,412	51,258	53,959
Depreciation and amortization	4,498	4,540	13,859	13,876
Restructuring costs	998	348	4,052	1,690
Legal and other losses	—	—	7,596	1,125
Impairment charges	—	186	718	719
Other costs ^(b)	—	13	3	59
Income (loss) from operations	\$ 2,853	\$ 20,303	\$ (13,432)	\$ 99,289

(a) Corporate overhead includes unallocated executive leadership and other centralized corporate functional support costs such as finance, IT, legal, human resources, and marketing, as well as public company expenses and corporate-wide projects (initiatives).
(b) Other costs include acquisition and integration-related costs.

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IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL		9 Months Ended Sep. 30, 2024	

STATEMENTS
(Tables)

[Accounting Changes and Error Corrections \[Abstract\]](#)
[Summary of Revisions](#)

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED BALANCE SHEETS
(amounts in thousands)

	Year Ended December 31, 2023		
	As Reported	Revisions	As Revised
Assets			
Current assets:			
Cash and cash equivalents	\$ 17,094	\$ —	\$ 17,094
Accounts receivable, net	372,352	—	372,352
Income taxes receivable	6,898	1,722	8,620
Prepaid expenses	7,681	—	7,681
Insurance recovery receivable	9,097	—	9,097
Other current assets	2,031	—	2,031
Total current assets	415,153	1,722	416,875
Property and equipment, net	27,339	—	27,339
Operating lease right-of-use assets	2,599	—	2,599
Goodwill	135,430	—	135,430
Other intangible assets, net	54,468	—	54,468
Deferred tax assets	5,954	25	5,979
Insurance recovery receivable	25,714	—	25,714
Cloud computing	5,987	—	5,987
Other assets	6,673	—	6,673
Total assets	\$ 679,317	\$ 1,747	\$ 681,064
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable and accrued expenses	\$ 85,333	\$ 7,489	\$ 92,822
Accrued compensation and benefits	52,297	—	52,297
Operating lease liabilities	2,604	—	2,604
Earnout liability	6,794	—	6,794
Other current liabilities	1,559	—	1,559
Total current liabilities	148,587	7,489	156,076
Operating lease liabilities	2,663	—	2,663
Accrued claims	34,853	—	34,853
Earnout liability	5,000	—	5,000
Uncertain tax positions	10,603	—	10,603
Other liabilities	4,218	—	4,218
Total liabilities	205,924	7,489	213,413
Commitments and contingencies			
Stockholders' equity:			
Common stock	4	—	4
Additional paid-in capital	236,417	—	236,417
Accumulated other comprehensive loss	(1,385)	—	(1,385)
Retained earnings	238,357	(5,742)	232,615
Total stockholders' equity	473,393	(5,742)	467,651
Total liabilities and stockholders' equity	\$ 679,317	\$ 1,747	\$ 681,064

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED BALANCE SHEETS
(amounts in thousands)

	Year Ended December 31, 2022		
	As Reported	Revisions	As Revised
Assets			
Current assets:			
Cash and cash equivalents	\$ 3,604	\$ —	\$ 3,604
Accounts receivable, net	641,611	—	641,611
Income taxes receivable	10,915	1,722	12,637
Prepaid expenses	11,067	—	11,067
Insurance recovery receivable	7,434	—	7,434
Other current assets	1,042	—	1,042
Total current assets	675,673	1,722	677,395
Property and equipment, net	19,662	—	19,662
Operating lease right-of-use assets	3,254	—	3,254
Goodwill	163,268	—	163,268
Other intangible assets, net	44,723	—	44,723
Deferred tax assets	7,092	25	7,117
Insurance recovery receivable	23,058	—	23,058
Cloud computing	4,460	—	4,460
Other assets	6,649	—	6,649
Total assets	\$ 947,839	\$ 1,747	\$ 949,586
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable and accrued expenses	\$ 185,507	\$ 7,489	\$ 192,996
Accrued compensation and benefits	72,605	—	72,605
Operating lease liabilities	4,132	—	4,132
Earnout liability	7,500	—	7,500
Other current liabilities	1,896	—	1,896
Total current liabilities	271,640	7,489	279,129
Debt	148,735	—	148,735
Operating lease liabilities	4,880	—	4,880
Accrued claims	35,881	—	35,881
Earnout liability	18,000	—	18,000
Uncertain tax positions	7,646	—	7,646
Other liabilities	3,838	—	3,838
Total liabilities	490,620	7,489	498,109
Commitments and contingencies			
Stockholders' equity:			
Common stock	4	—	4
Additional paid-in capital	292,876	—	292,876
Accumulated other comprehensive loss	(1,387)	—	(1,387)
Retained earnings	165,726	(5,742)	159,984
Total stockholders' equity	457,219	(5,742)	451,477
Total liabilities and stockholders' equity	\$ 947,839	\$ 1,747	\$ 949,586

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(amounts in thousands, except per share data)

	Year Ended December 31, 2022		
	As Reported	Revisions	As Revised
Revenue from services	\$ 2,806,609	\$ (3,228)	\$ 2,803,381
Operating expenses:			
Direct operating expenses	2,178,923	—	2,178,923
Selling, general and administrative expenses	324,935	—	324,935
Credit loss expense	9,609	—	9,609
Depreciation and amortization	12,576	—	12,576
Restructuring costs	1,861	—	1,861
Impairment charges	5,597	—	5,597
Total operating expenses	2,533,501	—	2,533,501
Income from operations	273,108	(3,228)	269,880
Other expenses (income):			
Interest expense	14,391	—	14,391
Loss on early extinguishment of debt	3,728	—	3,728
Other income, net	(1,336)	—	(1,336)
Income before income taxes	256,325	(3,228)	253,097
Income tax expense	67,864	(749)	67,115
Net income attributable to common stockholders	\$ 188,461	\$ (2,479)	\$ 185,982
Other comprehensive income:			
Unrealized foreign currency translation loss, net of tax	(94)	—	(94)
Comprehensive income	\$ 188,367	\$ (2,479)	\$ 185,888
Net income per share attributable to common stockholders - Basic	\$ 5.09	\$ (0.07)	\$ 5.02
Net income per share attributable to common stockholders - Diluted	\$ 5.02	\$ (0.07)	\$ 4.95
Weighted average common shares outstanding:			
Basic	37,012	37,012	37,012
Diluted	37,536	37,536	37,536

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(amounts in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss, net	(Accumulated Deficit) Retained Earnings	Stockholders' Equity
	Shares	Dollars				
As Reported						
Balances at December 31, 2022	36,303	\$ 4	\$ 292,876	\$ (1,387)	\$ 165,726	\$ 457,219
Vesting of restricted stock	426	—	(4,905)	—	—	(4,905)
Equity compensation	—	—	6,579	—	—	6,579
Stock repurchase and retirement	(2,344)	—	(57,654)	—	—	(57,654)
Stock repurchase excise tax	—	—	(479)	—	—	(479)
Foreign currency translation adjustment, net of taxes	—	—	—	2	—	2
Net income	—	—	—	—	72,631	72,631
Balances at December 31, 2023	34,385	4	236,417	(1,385)	238,357	473,393
Revisions						
Balances at December 31, 2022	—	—	—	—	(5,742)	(5,742)
Vesting of restricted stock	—	—	—	—	—	—
Equity compensation	—	—	—	—	—	—
Stock repurchase and retirement	—	—	—	—	—	—
Stock repurchase excise tax	—	—	—	—	—	—
Foreign currency translation adjustment, net of taxes	—	—	—	—	—	—
Net income	—	—	—	—	—	—
Balances at December 31, 2023	—	—	—	—	(5,742)	(5,742)
As Revised						
Balances at December 31, 2022	36,303	4	292,876	(1,387)	159,984	451,477
Vesting of restricted stock	426	—	(4,905)	—	—	(4,905)
Equity compensation	—	—	6,579	—	—	6,579
Stock repurchase and retirement	(2,344)	—	(57,654)	—	—	(57,654)
Stock repurchase excise tax	—	—	(479)	—	—	(479)
Foreign currency translation adjustment, net of taxes	—	—	—	2	—	2
Net income	—	—	—	—	72,631	72,631
Balances at December 31, 2023	34,385	4	236,417	(1,385)	232,615	467,651

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(amounts in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss, net	(Accumulated Deficit) Retained Earnings	Stockholders' Equity
	Shares	Dollars				
As Reported						
Balances at December 31, 2021	37,024	\$ 4	\$ 321,552	\$ (1,293)	\$ (22,735)	\$ 297,528
Vesting of restricted stock	499	—	(5,267)	—	—	(5,267)
Equity compensation	—	—	7,393	—	—	7,393
Stock repurchase and retirement	(1,365)	—	(35,285)	—	—	(35,285)
Foreign currency translation adjustment, net of taxes	—	—	—	(94)	—	(94)
Acquisitions	145	—	4,483	—	—	4,483
Net income	—	—	—	—	188,461	188,461
Balances at December 31, 2022	36,303	4	292,876	(1,387)	165,726	457,219
Revisions						
Balances at December 31, 2021	—	—	—	—	(3,263)	(3,263)
Vesting of restricted stock	—	—	—	—	—	—
Equity compensation	—	—	—	—	—	—
Stock repurchase and retirement	—	—	—	—	—	—
Foreign currency translation adjustment, net of taxes	—	—	—	—	—	—
Acquisitions	—	—	—	—	—	—
Net loss	—	—	—	—	(2,479)	(2,479)
Balances at December 31, 2022	—	—	—	—	(5,742)	(5,742)
As Revised						
Balances at December 31, 2021	37,024	4	321,552	(1,293)	(25,998)	294,265
Vesting of restricted stock	499	—	(5,267)	—	—	(5,267)
Equity compensation	—	—	7,393	—	—	7,393
Stock repurchase and retirement	(1,365)	—	(35,285)	—	—	(35,285)
Foreign currency translation adjustment, net of taxes	—	—	—	(94)	—	(94)
Acquisitions	145	—	4,483	—	—	4,483
Net income	—	—	—	—	185,982	185,982
Balances at December 31, 2022	36,303	4	292,876	(1,387)	159,984	451,477

CROSS COUNTRY HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(amounts in thousands)

	Year Ended December 31, 2022		
	As Reported	Revisions	As Revised
Cash flows from operating activities			
Consolidated net income	\$ 188,461	\$ (2,479)	\$ 185,982
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	12,576	—	12,576
Provision for allowances	15,328	—	15,328
Deferred income tax expense	5,062	48	5,110
Non-cash lease expense	1,850	—	1,850
Impairment charges	5,597	—	5,597
Loss on early extinguishment of debt	3,728	—	3,728
Equity compensation	7,393	—	7,393
Other non-cash costs	199	—	199
Changes in operating assets and liabilities:			
Accounts receivable	(153,229)	—	(153,229)
Prepaid expenses and other assets	(6,915)	—	(6,915)
Income taxes	(20,111)	(797)	(20,908)
Accounts payable and accrued expenses	79,712	3,228	82,940
Operating lease liabilities	(4,962)	—	(4,962)
Other	(639)	—	(639)
Net cash provided by operating activities	134,050	—	134,050
Cash flows from investing activities			
Acquisitions, net of cash acquired	(35,182)	—	(35,182)
Acquisition-related settlements	94	—	94
Purchases of property and equipment	(8,786)	—	(8,786)
Net cash used in investing activities	(43,874)	—	(43,874)
Cash flows from financing activities			
Principal payments on term loan	(100,438)	—	(100,438)
Principal payments on note payable	(2,426)	—	(2,426)
Debt issuance costs	(3,237)	—	(3,237)
Borrowings under Senior Secured Asset-Based revolving credit facility	1,700,030	—	1,700,030
Repayments on Senior Secured Asset-Based revolving credit facility	(1,632,430)	—	(1,632,430)
Cash paid for shares withheld for taxes	(5,267)	—	(5,267)
Payment of contingent consideration	(7,500)	—	(7,500)
Stock repurchase and retirement	(35,285)	—	(35,285)
Other	(1,046)	—	(1,046)
Net cash used in financing activities	(87,599)	—	(87,599)
Effect of exchange rate changes on cash	(9)	—	(9)
Change in cash and cash equivalents	2,568	—	2,568
Cash and cash equivalents at beginning of year	1,036	—	1,036
Cash and cash equivalents at end of year	\$ 3,604	\$ —	\$ 3,604

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Additional Information (Details) - USD (\$) \$ in Thousands	3 Months Ended						9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2022	Dec. 31, 2023
Accounts, Notes, Loans and Financing Receivable [Line Items]										
Unbilled contracts receivable	\$ 67,500						\$ 67,500			\$ 89,900
Sales allowance, billing-related adjustments	400						400			\$ 900
Credit loss expense	\$ 1,512	\$ 18,858	\$ 1,290	\$ 2,355	\$ 3,134	\$ 4,908	\$ 21,660	\$ 10,397	\$ 9,609	
Managed Service Programs (MSP) Customer										
Accounts, Notes, Loans and Financing Receivable [Line Items]										
Credit loss expense		\$ 19,400								
Minimum										
Accounts, Notes, Loans and Financing Receivable [Line Items]										
Threshold period, past due for payment of services provided							30 days			
Maximum										
Accounts, Notes, Loans and Financing Receivable [Line Items]										
Threshold period, past due for payment of services provided							60 days			

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Allowance for Doubtful Accounts (Details) - USD (\$) \$ in Thousands	3 Months Ended						9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2022	
Accounts Receivable, Allowance for Credit Loss [Roll Forward]										
Beginning balance	\$ 35,032	\$ 19,375	\$ 19,640	\$ 16,914	\$ 18,020	\$ 13,058	\$ 19,640	\$ 13,058		
Credit Loss Expense	1,512	18,858	1,290	2,355	3,134	4,908	21,660	10,397	\$ 9,609	
Write-Offs, net of Recoveries	(1,942)	(3,201)	(1,555)	(1,394)	(4,240)	54				
Ending balance	\$ 34,602	\$ 35,032	\$ 19,375	\$ 17,875	\$ 16,914	\$ 18,020	\$ 34,602	\$ 17,875	\$ 13,058	

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Restructuring (Benefits) Costs (Details) - USD (\$) \$ in Thousands	3 Months Ended			9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2022
Restructuring Reserve [Roll Forward]							
Charged to restructuring	\$ 998		\$ 348	\$ 4,052	\$ 1,690	\$ 1,861	
Employee Termination Costs							
Restructuring Reserve [Roll Forward]							
Balance at beginning of period	277	\$ 324	\$ 895	895			
Charged to restructuring	634	1,740	188				
Payments	(254)	(1,787)	(759)				
Balance at end of period	657	277	324	657			
Lease-Related Exit Costs							
Restructuring Reserve [Roll Forward]							
Balance at beginning of period	1,237	1,491	1,184	1,184			
Charged to restructuring	0	0	525				
Payments	(245)	(254)	(218)				
Balance at end of period	\$ 992	\$ 1,237	\$ 1,491	\$ 992			

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REVENUE RECOGNITION (Details) - USD (\$)	3 Months Ended			9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2022		

\$ in Thousands												
Disaggregation of Revenue [Line Items]												
Revenue from services	\$ 315,119		\$ 442,291		\$ 1,034,064		\$ 1,605,693		\$ 2,803,381			
Temporary Staffing Services												
Disaggregation of Revenue [Line Items]												
Revenue from services	304,883		429,701		1,002,683		1,562,223					
Other Services												
Disaggregation of Revenue [Line Items]												
Revenue from services	10,236		12,590		31,381		43,470					
Nurse And Allied Staffing												
Disaggregation of Revenue [Line Items]												
Revenue from services	264,853		396,595		888,490		1,474,273					
Nurse And Allied Staffing Temporary Staffing Services												
Disaggregation of Revenue [Line Items]												
Revenue from services	257,035		386,536		864,510		1,437,746					
Nurse And Allied Staffing Other Services												
Disaggregation of Revenue [Line Items]												
Revenue from services	7,818		10,059		23,980		36,527					
Physician Staffing												
Disaggregation of Revenue [Line Items]												
Revenue from services	50,266		45,696		145,574		131,420					
Physician Staffing Temporary Staffing Services												
Disaggregation of Revenue [Line Items]												
Revenue from services	47,848		43,165		138,173		124,477					
Physician Staffing Other Services												
Disaggregation of Revenue [Line Items]												
Revenue from services	\$ 2,418		\$ 2,531		\$ 7,401		\$ 6,943					
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ACQUISITIONS (Details) - USD (\$) \$ in Thousands	Dec. 13, 2022	Oct. 03, 2022	Jun. 08, 2021	Mar. 31, 2024	Sep. 30, 2023	Sep. 30, 2022	3 Months Ended Sep. 30, 2024		9 Months Ended Sep. 30, 2023		12 Months Ended Dec. 31, 2022	Dec. 31, 2023
Business Acquisition [Line Items]												
Payment of contingent consideration							\$ 6,579	\$ 7,500	\$ 7,500			
Current portion of earnout liability							4,100		\$ 7,500		\$ 6,794	
HireUp												
Business Acquisition [Line Items]												
Cash consideration, gross	\$ 6,000											
Equity consideration for acquisition, value	\$ 800											
Equity consideration for acquisition (shares)	29,811											
Earnout liabilities	\$ 8,000											
Payment of contingent consideration				\$ 1,700								
Mint												
Business Acquisition [Line Items]												
Cash consideration, gross		\$ 27,000										
Equity consideration for acquisition, value		\$ 3,600										
Equity consideration for acquisition (shares)		114,278										
Earnout liabilities		\$ 10,000										
Payment of contingent consideration				\$ 4,900								
Current portion of earnout liability							\$ 4,100					
Workforce Solutions Group, Inc.												
Business Acquisition [Line Items]												
Cash consideration, gross			\$ 25,000									
Equity consideration for acquisition, value			\$ 5,000									
Equity consideration for acquisition (shares)			307,730									
Earnout liabilities			\$ 15,000									
Payment of contingent consideration					\$ 7,500	\$ 7,500						
Contingent consideration liability, term			3 years									
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COMPREHENSIVE INCOME (LOSS) (Details) - USD (\$) \$ in Millions	Sep. 30, 2024	Dec. 31, 2023										
Equity [Abstract]												
Loss on currency fluctuations	\$ 1.5	\$ 1.5										
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EARNINGS PER SHARE - Components of Numerator and Denominator for Computation of Basic and Diluted Earnings per Share (Details) - USD (\$) \$ / shares in Units, shares in Thousands, \$ in Thousands	3 Months Ended					9 Months Ended			12 Months Ended			
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2022							
Numerator:												
Net income (loss) attributable to common stockholders - Basic	\$ 2,555	\$ 12,812	\$ (10,803)	\$ 63,593								
Net income (loss) attributable to common stockholders - Diluted	\$ 2,555	\$ 12,812	\$ (10,803)	\$ 63,593								
Denominator:												
Weighted average common shares - Basic (shares)	33,016	34,954	33,728	35,386	37,012							
Effect of diluted shares:												
Share-based awards (shares)	42	198	0	356								
Weighted average common shares - Diluted (shares)	33,058	35,152	33,728	35,742	37,536							
Net income (loss) per share attributable to common stockholders - Basic (in dollars per share)	\$ 0.08	\$ 0.37	\$ (0.32)	\$ 1.80	\$ 5.02							
Net income (loss) per share attributable to common stockholders - Diluted (in dollars per share)	\$ 0.08	\$ 0.36	\$ (0.32)	\$ 1.78	\$ 4.95							
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EARNINGS PER SHARE - Anti-dilutive Securities (Details) - shares shares in Thousands	3 Months Ended					9 Months Ended						
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023								
Share-Based Payment Arrangement												
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]												
Share-based awards (shares)	431	4	314	1								

XML 56 R44.htm IDEA: XBRL DOCUMENT

GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS - Acquired Intangible Assets (Details) - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023

Intangible assets subject to amortization:

Gross Carrying Amount	\$ 94,568	\$ 101,068
Accumulated Amortization	54,015	52,500
Net Carrying Amount	40,553	48,568

Intangible assets not subject to amortization:

Trade names, indefinite-lived Databases	5,900	5,900

Intangible assets subject to amortization:

Gross Carrying Amount	39,430	45,930
Accumulated Amortization	22,481	24,971
Net Carrying Amount	16,949	20,959

Customer relationships

Intangible assets subject to amortization:

Gross Carrying Amount	52,538	52,538
Accumulated Amortization	29,699	26,286
Net Carrying Amount	22,839	26,252

Trade names

Intangible assets subject to amortization:

Gross Carrying Amount	900	900
Accumulated Amortization	885	548
Net Carrying Amount	15	352

Software

Intangible assets subject to amortization:

Gross Carrying Amount	1,700	1,700
Accumulated Amortization	950	695
Net Carrying Amount	\$ 750	\$ 1,005

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GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS - Estimated Annual Amortization Expense (Details) - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023

Goodwill and Intangible Assets Disclosure [Abstract]

2024	\$ 2,467	
2025	9,571	
2026	8,362	
2027	6,191	
2028	4,791	
Thereafter	9,171	
Net Carrying Amount	\$ 40,553	\$ 48,568

XML 58 R46.htm IDEA: XBRL DOCUMENT

GOODWILL, TRADE NAMES, AND OTHER INTANGIBLE ASSETS - Additional Information (Details) - USD (\$) \$ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022

Goodwill [Line Items]

Goodwill	\$ 135,430	\$ 135,430	\$ 163,268

Nurse And Allied Staffing

Goodwill [Line Items]

Goodwill	112,500

Physician Staffing

Goodwill [Line Items]

Goodwill	\$ 22,900

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DEBT - Long-term Debt (Details) - USD (\$)	Sep. 30, 2024	Dec. 31, 2023

Debt Instrument [Line Items]

Debt	\$ 0	\$ 0
Debt Issuance Costs	\$ (2,012,000)	\$ (2,623,000)

Line of Credit | Senior Secured Asset-Based Loan

Debt Instrument [Line Items]

Effective interest rate percentage	6.68%	6.99%

Debt	\$ 0	\$ 0

Debt Issuance Costs	\$ (2,012,000)	\$ (2,623,000)

XML 60 R48.htm IDEA: XBRL DOCUMENT

DEBT - Narrative (Details) - USD (\$)	Sep. 30, 2024	Dec. 31, 2023

Debt Disclosure [Abstract]

Debt	\$ 0	\$ 0

XML 61 R49.htm IDEA: XBRL DOCUMENT

DEBT - 2021 Term Loan Credit Agreement Narrative (Details) - USD (\$)	Jun. 30, 2023	Jun. 08, 2021	3 Months Ended Jun. 30, 2023	9 Months Ended Sep. 30, 2024	Sep. 30, 2023	12 Months Ended Dec. 31, 2022	Nov. 18, 2021
Debt Instrument [Line Items]							
Repayment of outstanding obligations				\$ 0	\$ 73,875,000	\$ 100,438,000	
Secured Debt 2021 Term Loan Credit Agreement							
Debt Instrument [Line Items]							
Debt term		6 years					
Face amount		\$ 100,000,000					
Repayment of outstanding obligations	\$ 73,900,000						
Write off of debt issuance costs			\$ 1,700,000				
Prepayment premium paid			\$ 0				
Secured Debt 2021 Term Loan Credit Agreement, Incremental Term Loan							
Debt Instrument [Line Items]							
Face amount							\$ 75,000,000

Secured Debt 2021 Term Loan Credit Agreement, Aggregate Amount of All Possible Increases	
Debt Instrument [Line Items]	
Face amount	\$ 115,000,000

XML-62-R50.htm
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DEBT - 2019 Asset-Based Loan Agreement (Details) - USD (\$)	9 Months Ended					
	Mar. 21, 2022	Oct. 25, 2019	Sep. 30, 2024	Jul. 29, 2024	Nov. 18, 2021	Mar. 08, 2021 Jun. 30, 2020
Line of Credit Facility [Line Items]						
Amount of indebtedness permitted from other sources					\$ 175,000,000.0	
Senior Secured Asset-Based Loan						
Line of Credit Facility [Line Items]						
Line of credit term	5 years	5 years				
Maximum borrowing capacity	\$ 300,000,000.0	\$ 120,000,000				\$ 150,000,000.0 \$ 130,000,000
Line of credit outstanding			\$ 0	\$ 0		
Borrowing base, percentage of accounts receivable		85.00%				
Borrowing base availability			150,200,000			
Borrowing availability			135,200,000			
Letters of credit outstanding			\$ 15,000,000			
Quarterly commitment fee on the average daily unused portion percentage			0.375%			
Senior Secured Asset-Based Loan SOFR						
Line of Credit Facility [Line Items]						
Basis spread on variable rate, additional credit spread associated with SOFR	0.10%					
Interest margin percentage			1.85%			
Senior Secured Asset-Based Loan Base Rate						
Line of Credit Facility [Line Items]						
Interest margin percentage			0.75%			
Senior Secured Asset-Based Loan Swingline Sublimit						
Line of Credit Facility [Line Items]						
Maximum borrowing capacity		\$ 15,000,000				
Senior Secured Asset-Based Loan Standby Letters Of Credit Sublimit						
Line of Credit Facility [Line Items]						
Maximum borrowing capacity		\$ 35,000,000				

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LEASES - Supplemental Balance Sheet Information (Details) - USD (\$)			
\$ in Thousands			
Leases [Abstract]	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Operating lease right-of-use assets	\$ 2,700	\$ 2,599	\$ 3,254
Operating lease liabilities - current	2,060	2,604	4,132
Operating lease liabilities - non-current	\$ 2,348	\$ 2,663	\$ 4,880
Weighted average remaining lease term	2 years 8 months 12 days	2 years 2 months 12 days	
Weighted average discount rate	7.01%	6.36%	

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LEASES - Operating Lease Maturity (Details) - USD (\$)			
\$ in Thousands			
Leases [Abstract]	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
2024	\$ 446		
2025	2,442		
2026	722		
2027	611		
2028	531		
Thereafter	139		
Total minimum lease payments	4,891		
Less: amount of lease payments representing interest	(483)		
Present value of future minimum lease payments	4,408		
Less: operating lease liabilities - current	(2,060)	\$ (2,604)	\$ (4,132)
Operating lease liabilities - non-current	\$ 2,348	\$ 2,663	\$ 4,880

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LEASES - Lease Costs (Details) - USD (\$)	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
\$ in Thousands				
Leases [Abstract]				
Cash paid for amounts included in the measurement of operating lease liabilities			\$ 2,536	\$ 3,903
Right-of-use assets acquired under operating lease			1,375	782
Operating lease expense	\$ 331	\$ 396	981	1,300
Short-term lease expense	332	702	1,109	2,520
Variable and other lease costs	\$ 150	\$ 355	\$ 765	\$ 628

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FAIR VALUE MEASUREMENTS - Estimated Fair Values of Financial Assets and Liabilities Measured on a Recurring Basis (Details) - Level 1 - USD (\$)			
\$ in Thousands			
Deferred Compensation			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Deferred compensation liability		\$ 2,889	\$ 3,343
Deferred Compensation			
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]			
Deferred compensation asset		\$ 3,759	\$ 3,298

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FAIR VALUE MEASUREMENTS - Additional Information (Details) - USD (\$)					
\$ in Thousands					
Fair Value Measurement [Line Items]					
Payment of contingent consideration	\$ 6,579	\$ 7,500	\$ 7,500		
Current portion of earnout liability	4,100		\$ 7,500	\$ 6,794	

Mint										
Fair Value Measurement [Line Items]										
Payment of contingent consideration	\$ 4,900									
Current portion of earnout liability			\$ 4,100							
HireUp										
Fair Value Measurement [Line Items]										
Payment of contingent consideration	\$ 1,700									
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STOCKHOLDERS' EQUITY - Additional Information (Details)		3 Months Ended			9 Months Ended		12 Months Ended			
- USD (\$)		Sep. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022	May 14, 2024	May 01, 2023
\$ / shares in Units, \$ in Thousands										
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]										
Stock repurchase and retirement		\$ 11,920		\$ 14,768	\$ 33,234	\$ 51,251	\$ 57,654	\$ 35,285		
Unrestricted shares of common stock outstanding (shares)		32,572,284			32,572,284					
Performance attainment percentage			101.00%							
Omnibus Plan										
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]										
Shares reserved for share-based payments (shares)									2,400,000	
Restricted Stock And Performance Shares										
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]										
Vested in period, net (shares)		1,163		430	294,414	424,704				
Performance Stock Awards										
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]										
Vested (shares)			145,908		145,908					
Selling, General and Administrative Expenses										
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]										
Share-based compensation		\$ 900		\$ 1,400	\$ 4,300	\$ 5,400				
Repurchase Program										
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]										
Additional authorized amount										\$ 59,000
Common shares amount left remaining to repurchase under the plan (up to)		\$ 44,100			\$ 44,100					\$ 100,000
Shares repurchased and retired (shares)		816,879		616,824	2,107,035	2,038,691				
Stock repurchase and retirement		\$ 11,900		\$ 14,800	\$ 33,200	\$ 51,200				
Average market price (in dollars per share)		\$ 14.57		\$ 23.92	\$ 15.75	\$ 25.12				
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STOCKHOLDERS' EQUITY - Restricted Stock Activity (Details) - \$ / shares		3 Months Ended		9 Months Ended						
Restricted Stock Awards		Mar. 31, 2024	Sep. 30, 2024							
Number of Shares										
Unvested restricted stock awards, beginning balance (shares)		547,534	547,534							
Granted (shares)			375,377							
Vested (shares)			(309,847)							
Forfeited (shares)			(62,157)							
Unvested restricted stock awards, ending balance (shares)			550,907							
Weighted Average Grant Date Fair Value										
Unvested restricted stock awards, beginning balance (in dollars per share)	\$ 20.42		\$ 20.42							
Granted (in dollars per share)			18.05							
Vested (in dollars per share)			19.06							
Forfeited (in dollars per share)			20.65							
Unvested restricted stock awards, ending balance (in dollars per share)			\$ 19.54							
Performance Stock Awards										
Number of Shares										
Unvested restricted stock awards, beginning balance (shares)		417,197	417,197							
Granted (shares)			170,880							
Vested (shares)		(145,908)	(145,908)							
Forfeited (shares)			(23,875)							
Unvested restricted stock awards, ending balance (shares)			418,294							
Weighted Average Grant Date Fair Value										
Unvested restricted stock awards, beginning balance (in dollars per share)	\$ 18.75		\$ 18.75							
Granted (in dollars per share)			18.67							
Vested (in dollars per share)			12.71							
Forfeited (in dollars per share)			21.39							
Unvested restricted stock awards, ending balance (in dollars per share)			\$ 20.68							
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SEGMENT DATA (Details) - USD (\$)		3 Months Ended		9 Months Ended		12 Months Ended				
\$ in Thousands		Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2022				
Segment Reporting, Reconciling Item for Operating Profit (Loss) from Segment to Consolidated [Line Items]										
Revenue from services		\$ 315,119	\$ 442,291	\$ 1,034,064	\$ 1,605,693	\$ 2,803,381				
Contribution income:		23,880	41,802	64,054	170,717					
Corporate overhead		15,531	16,412	51,258	53,959					
Depreciation and amortization		4,498	4,540	13,859	13,876	12,576				
Restructuring costs		998	348	4,052	1,690	1,861				
Legal and other losses		0	0	7,596	1,125					
Impairment charges		0	186	718	719	5,597				
Other costs		0	13	3	59					
Income (loss) from operations		2,853	20,303	(13,432)	99,289	\$ 269,880				
Nurse and Allied Staffing										
Segment Reporting, Reconciling Item for Operating Profit (Loss) from Segment to Consolidated [Line Items]										
Revenue from services		264,853	396,595	888,490	1,474,273					
Contribution income:		19,251	39,226	52,254	162,876					
Physician Staffing										
Segment Reporting, Reconciling Item for Operating Profit (Loss) from Segment to Consolidated [Line Items]										
Revenue from services		50,266	45,696	145,574	131,420					
Contribution income:		\$ 4,629	\$ 2,576	\$ 11,800	\$ 7,841					

INCOME TAXES (Details) - USD (\$) \$ in Thousands	3 Months Ended		9 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
					Dec. 31, 2022
Income Tax Disclosure [Abstract]					
Effective tax rate	24.60%	34.30%	13.50%	29.30%	
Uncertain tax positions	\$ 11,169		\$ 11,169		\$ 10,603
Unrecognized tax benefits that would impact effective tax rate	\$ 10,500		10,500		\$ 7,646
Gross increase to current year unrecognized tax benefits related to federal and state tax issues			\$ 500		

RELATED PARTY TRANSACTIONS (Details) - USD (\$) \$ in Thousands	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2022	Dec. 31, 2023

Related Party Transaction [Line Items]

Revenue from services	\$ 315,119	\$ 442,291	\$ 1,034,064	\$ 1,605,693	\$ 2,803,381	
Accounts receivable	244,987		244,987		\$ 641,611	\$ 372,352

Related Party

Related Party Transaction [Line Items]

Revenue from services	2,700	\$ 0	3,000	\$ 0		
Accounts receivable	\$ 700		\$ 700		\$ 0	

IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS - Balance Sheet (Details) - USD (\$) \$ in Thousands	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Dec. 31, 2022	Dec. 31, 2021

Current assets:

Cash and cash equivalents	\$ 64,021		\$ 17,094		\$ 3,604	
Accounts receivable	244,987		372,352		641,611	
Income taxes receivable	10,128		8,620		12,637	
Prepaid expenses	4,554		7,681		11,067	
Insurance recovery receivable	12,102		9,097		7,434	
Other current assets	794		2,031		1,042	
Total current assets	336,586		416,875		677,395	
Property and equipment, net	28,975		27,339		19,662	
Operating lease right-of-use assets	2,700		2,599		3,254	
Goodwill	135,430		135,430		163,268	
Other intangible assets, net	46,453		54,468		44,723	
Deferred tax assets	9,038		5,979		7,117	
Insurance recovery receivable	21,812		25,714		23,058	
Cloud computing	9,735		5,987		4,460	
Other assets	6,694		6,673		6,649	
Total assets	597,423		681,064		949,586	

Current liabilities:

Accounts payable and accrued expenses	58,436		92,822		192,996	
Accrued compensation and benefits	54,285		52,297		72,605	
Debt					148,735	
Operating lease liabilities	2,060		2,604		4,132	
Earnout liability	4,100		6,794		7,500	
Other current liabilities	1,796		1,559		1,896	
Total current liabilities	120,677		156,076		279,129	
Operating lease liabilities	2,348		2,663		4,880	
Accrued claims	34,893		34,853		35,881	
Earnout liability	0		5,000		18,000	
Uncertain tax positions	11,169		10,603		7,646	
Other liabilities	3,645		4,218		3,838	
Total liabilities	172,732		213,413		498,109	

Commitments and contingencies

Stockholders' equity:

Common stock	3		4		4	
Additional paid-in capital	204,273		236,417		292,876	
Accumulated other comprehensive loss	(1,397)		(1,385)		(1,387)	
Retained earnings	221,812		232,615		159,984	
Total stockholders' equity	424,691	\$ 433,320	467,651	\$ 463,919	\$ 464,606	\$ 294,265
Total liabilities and stockholders' equity	\$ 597,423		681,064		949,586	

As Reported

Current assets:

Cash and cash equivalents			17,094		3,604	
Accounts receivable			372,352		641,611	
Income taxes receivable			6,898		10,915	
Prepaid expenses			7,681		11,067	
Insurance recovery receivable			9,097		7,434	
Other current assets			2,031		1,042	
Total current assets			415,153		675,673	
Property and equipment, net			27,339		19,662	
Operating lease right-of-use assets			2,599		3,254	
Goodwill			135,430		163,268	
Other intangible assets, net			54,468		44,723	
Deferred tax assets			5,954		7,092	
Insurance recovery receivable			25,714		23,058	
Cloud computing			5,987		4,460	
Other assets			6,673		6,649	
Total assets			679,317		947,839	

Current liabilities:

Accounts payable and accrued expenses			85,333		185,507	
Accrued compensation and benefits			52,297		72,605	
Debt					148,735	
Operating lease liabilities			2,604		4,132	
Earnout liability			6,794		7,500	
Other current liabilities			1,559		1,896	
Total current liabilities			148,587		271,640	
Operating lease liabilities			2,663		4,880	
Accrued claims			34,853		35,881	
Earnout liability			5,000		18,000	

						2,806,609
Operating expenses:						
Direct operating expenses						2,178,923
Selling, general and administrative expenses						324,935
Credit loss expense						9,609
Depreciation and amortization						12,576
Restructuring costs						1,861
Impairment charges						5,597
Total operating expenses						2,533,501
Income (loss) from operations						273,108
Other expenses (income):						
Interest expense						14,391
Loss on early extinguishment of debt						3,728
Other income, net						(1,336)
Income (loss) before income taxes						256,325
Income tax expense (benefit)						67,864
Net income (loss) attributable to common stockholders					72,631	188,461
Other comprehensive income (loss):						
Unrealized foreign currency translation loss, net of tax					\$ 2	(94)
Comprehensive income (loss)						\$ 188,367
Net income per share attributable to common stockholders - Basic (in dollars per share)						\$ 5.09
Net income per share attributable to common stockholders - Diluted (in dollars per share)						\$ 5.02
Weighted average common shares outstanding:						
Basic (shares)						37,012
Diluted (shares)						37,536
Revisions						
Error Corrections and Prior Period Adjustments Restatement [Line Items]						
Revenue from services						\$ (3,228)
Operating expenses:						
Direct operating expenses						0
Selling, general and administrative expenses						0
Credit loss expense						0
Depreciation and amortization						0
Restructuring costs						0
Impairment charges						0
Total operating expenses						0
Income (loss) from operations						(3,228)
Other expenses (income):						
Interest expense						0
Loss on early extinguishment of debt						0
Other income, net						0
Income (loss) before income taxes						(3,228)
Income tax expense (benefit)						(749)
Net income (loss) attributable to common stockholders						(2,479)
Other comprehensive income (loss):						
Unrealized foreign currency translation loss, net of tax						0
Comprehensive income (loss)						\$ (2,479)
Net income per share attributable to common stockholders - Basic (in dollars per share)						\$ (0.07)
Net income per share attributable to common stockholders - Diluted (in dollars per share)						\$ (0.07)
Weighted average common shares outstanding:						
Basic (shares)						37,012
Diluted (shares)						37,536

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IMMATERIAL FINANCIAL RESTATEMENT AND RECLASSIFICATIONS TO PRIOR PERIOD FINANCIAL STATEMENTS - Statement of Stockholders' Equity (Details) - USD (\$) shares in Thousands, \$ in Thousands	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance	\$ 433,320	\$ 464,606	\$ 467,651	\$ 451,477	\$ 451,477	\$ 294,265
Vesting of restricted stock	(7)	(4)	(2,960)	(4,890)	(4,905)	(5,267)
Equity compensation	870	1,433	4,327	5,413	6,579	7,393
Stock repurchase and retirement	(11,920)	(14,768)	(33,234)	(51,251)	(57,654)	(35,285)
Stock repurchase excise tax	(119)	(145)	(278)	(416)	(479)	
Foreign currency translation adjustment, net of taxes	(8)	(15)	(12)	(7)	2	(94)
Acquisitions						4,483
Net income (loss)	2,555	12,812	(10,803)	63,593	72,631	185,982
Ending balance	\$ 424,691	\$ 463,919	424,691	463,919	467,651	451,477
As Reported						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance			473,393	457,219	457,219	297,528
Vesting of restricted stock					(4,905)	(5,267)
Equity compensation					6,579	7,393
Stock repurchase and retirement					(57,654)	(35,285)
Stock repurchase excise tax					(479)	
Foreign currency translation adjustment, net of taxes					2	(94)
Acquisitions						4,483
Net income (loss)					72,631	188,461
Ending balance					473,393	457,219
Revisions						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance			\$ (5,742)	\$ (5,742)	(5,742)	(3,263)
Foreign currency translation adjustment, net of taxes						0
Net income (loss)						(2,479)
Ending balance					\$ (5,742)	\$ (5,742)
Common Stock						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance (shares)	33,388	35,305	34,385	36,303	36,303	37,024

Beginning balance	\$ 3	\$ 4	\$ 4	\$ 4	\$ 4	\$ 4
Vesting of restricted stock (shares)	1	1	294	425	426	499
Stock repurchase and retirement (shares)	(817)	(617)	(2,107)	(2,039)	(2,344)	(1,365)
Stock repurchase and retirement			\$ (1)			
Acquisitions (shares)						145
Ending balance (shares)	32,572	34,689	32,572	34,689	34,385	36,303
Ending balance	\$ 3	\$ 4	\$ 3	\$ 4	\$ 4	\$ 4
Common Stock As Reported						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance (shares)			34,385	36,303	36,303	37,024
Beginning balance			\$ 4	\$ 4	\$ 4	\$ 4
Vesting of restricted stock (shares)					426	499
Stock repurchase and retirement (shares)					(2,344)	(1,365)
Acquisitions (shares)						145
Ending balance (shares)					34,385	36,303
Ending balance					\$ 4	\$ 4
Common Stock Revisions						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance (shares)			0	0	0	0
Beginning balance			\$ 0	\$ 0	\$ 0	\$ 0
Ending balance (shares)					0	0
Ending balance					\$ 0	\$ 0
Additional Paid-In Capital						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance	215,449	255,216	236,417	292,876	292,876	321,552
Vesting of restricted stock	(7)	(4)	(2,960)	(4,890)	(4,905)	(5,267)
Equity compensation	870	1,433	4,327	5,413	6,579	7,393
Stock repurchase and retirement	(11,920)	(14,768)	(33,233)	(51,251)	(57,654)	(35,285)
Stock repurchase excise tax	(119)	(145)	(278)	(416)	(479)	
Acquisitions						4,483
Ending balance	204,273	241,732	204,273	241,732	236,417	292,876
Additional Paid-In Capital As Reported						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance			236,417	292,876	292,876	321,552
Vesting of restricted stock					(4,905)	(5,267)
Equity compensation					6,579	7,393
Stock repurchase and retirement					(57,654)	(35,285)
Stock repurchase excise tax					(479)	
Acquisitions						4,483
Ending balance					236,417	292,876
Additional Paid-In Capital Revisions						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance			0	0	0	0
Ending balance					0	0
Accumulated Other Comprehensive Loss, net						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance	(1,389)	(1,379)	(1,385)	(1,387)	(1,387)	(1,293)
Foreign currency translation adjustment, net of taxes	(8)	(15)	(12)	(7)	2	(94)
Ending balance	(1,397)	(1,394)	(1,397)	(1,394)	(1,385)	(1,387)
Accumulated Other Comprehensive Loss, net As Reported						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance			(1,385)	(1,387)	(1,387)	(1,293)
Foreign currency translation adjustment, net of taxes					2	(94)
Ending balance					(1,385)	(1,387)
Accumulated Other Comprehensive Loss, net Revisions						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance			0	0	0	0
Ending balance					0	0
Retained Earnings						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance	219,257	210,765	232,615	159,984	159,984	(25,998)
Net income (loss)	2,555	12,812	(10,803)	63,593	72,631	185,982
Ending balance	\$ 221,812	\$ 223,577	221,812	223,577	232,615	159,984
Retained Earnings As Reported						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance			238,357	165,726	165,726	(22,735)
Net income (loss)					72,631	188,461
Ending balance					238,357	165,726
Retained Earnings Revisions						
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Beginning balance			\$ (5,742)	\$ (5,742)	(5,742)	(3,263)
Net income (loss)						(2,479)
Ending balance					\$ (5,742)	\$ (5,742)
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IMMATERIAL			3 Months Ended		9 Months Ended	
FINANCIAL					12 Months Ended	
RESTATEMENT AND						
RECLASSIFICATIONS						
TO PRIOR PERIOD						
FINANCIAL						
STATEMENTS -			Sep. 30, 2024 Sep. 30, 2023		Sep. 30, 2024 Sep. 30, 2023	
Statement of Cash					Dec. 31, 2023 Dec. 31, 2022	
Flow (Details) - USD						
(\$)						
\$ in Thousands						
Cash flows from operating activities						
Consolidated net (loss) income			\$ 2,555	\$ 12,812	\$ (10,803)	\$ 63,593
Adjustments to reconcile net (loss) income to net cash provided by operating activities:					\$ 72,631	\$ 185,982
Depreciation and amortization			4,498	4,540	13,859	13,876
Provision for allowances					21,506	13,539
Deferred income tax (benefit) expense					(2,946)	630
Non-cash lease expense					731	823
Impairment charges			0	186	718	719
Loss on early extinguishment of debt			0	0	0	1,723
Equity compensation					4,327	5,413
Other non-cash costs					611	1,003
Changes in operating assets and liabilities:						
Accounts receivable					105,859	217,223
Prepaid expenses and other assets					622	3,243
						(153,229)
						(6,915)

Income taxes		(944)	7,922		(20,908)
Accounts payable and accrued expenses		(33,592)	(89,596)		82,940
Operating lease liabilities		(2,228)	(3,559)		(4,962)
Other		(1,838)	(128)		(639)
Net cash provided by operating activities		95,882	236,424		134,050
Cash flows from investing activities					
Acquisitions, net of cash acquired					(35,182)
Acquisition-related settlements		0	199		94
Purchases of property and equipment		(6,183)	(11,099)		(8,786)
Net cash used in investing activities		(6,183)	(10,900)		(43,874)
Cash flows from financing activities					
Principal payments on term loan		0	(73,875)		(100,438)
Principal payments on note payable					(2,426)
Debt issuance costs					(3,237)
Borrowings under Senior Secured Asset-Based revolving credit facility		17,671	665,385		1,700,030
Repayments on Senior Secured Asset-Based revolving credit facility		(17,671)	(742,185)		(1,632,430)
Cash paid for shares withheld for taxes		(2,960)	(4,891)		(5,267)
Payment of contingent consideration		(6,579)	(7,500)		(7,500)
Stock repurchase and retirement		(33,233)	(51,251)		(35,285)
Other		0	(508)		(1,046)
Net cash used in financing activities		(42,772)	(214,825)		(87,599)
Effect of exchange rate changes on cash		0	(2)		(9)
Change in cash and cash equivalents		46,927	10,697		2,568
Cash and cash equivalents at beginning of period		17,094	3,604	3,604	1,036
Cash and cash equivalents at end of period	\$ 64,021	\$ 14,301	\$ 64,021	14,301	17,094
As Reported					3,604
Cash flows from operating activities					
Consolidated net (loss) income				72,631	188,461
Adjustments to reconcile net (loss) income to net cash provided by operating activities:					
Depreciation and amortization					12,576
Provision for allowances					15,328
Deferred income tax (benefit) expense					5,062
Non-cash lease expense					1,850
Impairment charges					5,597
Loss on early extinguishment of debt					3,728
Equity compensation					7,393
Other non-cash costs					199
Changes in operating assets and liabilities:					
Accounts receivable					(153,229)
Prepaid expenses and other assets					(6,915)
Income taxes					(20,111)
Accounts payable and accrued expenses					79,712
Operating lease liabilities					(4,962)
Other					(639)
Net cash provided by operating activities					134,050
Cash flows from investing activities					
Acquisitions, net of cash acquired					(35,182)
Acquisition-related settlements					94
Purchases of property and equipment					(8,786)
Net cash used in investing activities					(43,874)
Cash flows from financing activities					
Principal payments on term loan					(100,438)
Principal payments on note payable					(2,426)
Debt issuance costs					(3,237)
Borrowings under Senior Secured Asset-Based revolving credit facility					1,700,030
Repayments on Senior Secured Asset-Based revolving credit facility					(1,632,430)
Cash paid for shares withheld for taxes					(5,267)
Payment of contingent consideration					(7,500)
Stock repurchase and retirement					(35,285)
Other					(1,046)
Net cash used in financing activities					(87,599)
Effect of exchange rate changes on cash					(9)
Change in cash and cash equivalents					2,568
Cash and cash equivalents at beginning of period			3,604	3,604	1,036
Cash and cash equivalents at end of period					3,604
Revisions					
Cash flows from operating activities					
Consolidated net (loss) income					(2,479)
Adjustments to reconcile net (loss) income to net cash provided by operating activities:					
Depreciation and amortization					0
Provision for allowances					0
Deferred income tax (benefit) expense					48
Non-cash lease expense					0
Impairment charges					0
Loss on early extinguishment of debt					0
Equity compensation					0
Other non-cash costs					0
Changes in operating assets and liabilities:					
Accounts receivable					0
Prepaid expenses and other assets					0
Income taxes					(797)
Accounts payable and accrued expenses					3,228
Operating lease liabilities					0
Other					0
Net cash provided by operating activities					0
Cash flows from investing activities					
Acquisitions, net of cash acquired					0
Acquisition-related settlements					0
Purchases of property and equipment					0
Net cash used in investing activities					0
Cash flows from financing activities					
Principal payments on term loan					0
Principal payments on note payable					0
Debt issuance costs					0
Borrowings under Senior Secured Asset-Based revolving credit facility					0
Repayments on Senior Secured Asset-Based revolving credit facility					0
Cash paid for shares withheld for taxes					0
Payment of contingent consideration					0

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M1G1\5BQQ99BFU%\$S@6RWIFV@:A.^@WEV^!BZC:B&YUV5L'5Z*!~?AFDW1_VF M.GN4
AL*O\$G<~0D^KZ7U+&82-"L9V+2TF>>1,*6"3X\$97KUGV7;)_1QORT>
MK"/GVA=6!X\!\$6^8G%+46W=Z@B7\$;X4E5>E+(1(#9D!7^B.75;JR>?M:N XS/ M5\$=PF
M+ASA90B?=.4J5E(@P;J4>=K@\$RG\HOX:<~&VSX_QCWI^DDYY.\N)/O
M%C^97"TNYGLA9\2\N<~B3&T?"3@<~7\J\DHLO=*6D;/2LMZ)*23\$?;Y34+!)\ M?Q--=
"94R JFDQD\$HRX)#WN\$TG;('14IG:D\%%~:~NS%A\^;PZ50-99UL>0 MZC)81RS-G/
8A8F1"AEA"RO=:K),/=T_5JCU?#F_E,29!XH;N\$PLB4)E26G ML'1HMB\$H(J\LDI
BW,WVWZ,BKTK;?;K4:QTL;ZO*9Q5;,'4:RU=K5+N\QQ!
M;XT\$ED'.#)#=OLO\$8Y%8I2+1V5,NO"!~!MU>K_/5+O>KK?@WY;K_4BR(@G1TC
MWI=&V\!D#7#.":/'9)V5Y'>#EZ^~U&LM=:Q7ZK6.+&M?F=T\Q\ZN_!~_V9_ = M!BLM,BB-
_I6QI965T&6>4"9)D*L&(-:"FK.Y55@ M/7O^KZ'C79S-%;7QF'XW\$&7MW?
H1>)PJ#EIG8F2)8VB#Y/9<\$)JX!AFMTW2U M_(9M:WC)
~Q\!~CP>K_.\X9=R4\$P6H!8!.T%95OI'9E5J.TL"!V0IB>., MJ^R<<9:O=OHN>
<~*6+Y!KR7\46WBUC\NS*0RC__XQ3:=I+FIY#E &V5*.43"
M@2DB)5#B5,R\$92V1W1:X62V;8)6G\8.F:PNU@0OU=QCWBY%1JK5G39EQ-8XB
M\SB4(2;.:X*>@B-"2"8L@~(BT=@GT70S\88%5D7"#YZ;>~!;9\2L@:A0WN8\F M-
U&3S;3TB,HW\$~CU_TZ(YI2 =(0KI@F,KN_IZB!)0\BN;I*JG;'2HZHJ;-) 45@~(!=\$B\N-
C\&5;~K8E\J.9 M(H/E0)+5U%*N8^:U\$P!O(WCU>M\I
H(W\7B\LFJ,_OO;'W3BPSVG<~\5>SFC4
M.I6(%F5T.PA;IF!2HDT(,4DPPM:V^U;~!M8,*O*W>O&ZDAP9;P4,8?X4_~I=7
ME^~J&X_&H.*^~!~5_,OW>0W_(98W@DM262*4X<8#06?"QM'\$2L7IO\77P\3MW
MJNBE9=!OD?Y>AD_Z:8IE A#2)U?_~:~!T=N(Y'I\I)L72E^0#&?3"_2^&QT M-
0YITD.3+~FM@81R\R&=O.5Q &)SL!&2X4*O%H=HCW4?*/@2U5K\4N)V-A_B
M\I4_.OHX3Q)/A+2\A_0?59%I^I1>X;~63(N&"2Y1D"=3Y) F/:#6(J)GVJTUV
M6O01>~\IMD)O\$#JY*8>>~S;J5QAJ*S2(.FSL5-6%9:TB2LHM6\JQX_CZP
M8&.Y+DUQK7\X71^K9??ZT;_R)!^\$+EUT MH@2R-!\$S09T)>NT3:0T^T"&K2G@/FE4==
(L1'\$+~\!\$WZ;_,ZG\0,R);"PXW M+MK%F(0B")01DY-PP8BDC5B;*D\^=B)4E?
8\VF A6SA3IZF(KX")9\9GIP4# M6HI/8^G*K24!BD<<~&NP&MSZ%6V'M)N7K(=P'%FU!-
>99#9FTNT\Q).KZ:1< M+O\HHYNN6\2XU MI5F/@_9*EOF>NIRW1R("X(3\I
~PZ/ROO8@S%6Q\1-?FNCC/F\HP=(F.???"G&ZV<:(SGM4)/@ 3M':1'HVV'UB
MUG8T\I\4L/T UP\!QZ=_/_CXV\&O1P=GOYWB?SZ=GQU-IOU+?%7B!^B/_PZ# MJS09Y?
D\&@RZ\~(\$=^*/_9G-UR^--6!20D^C(9R6(-1X9AGV)QM4'VX+6O7R
MQ9W(M%+~XS6Z&.*#!Q&=.*#!X2\H&@W'M_#~!>.D\TM\IE;@@~W\;~@LXYX#Y0(M_~
X\$SASPVF5A51>PZ59?~\PL&THKX3G+;
&+KWZ=I^~\I1_.8#+~IDGT2BRDOX4AT)99,~R<^ M*Q0Q5\I3EB.HVE7%2~\L*N-
Q1\Q8QM"-=-0@<~>~!X02">~!WX8C/TGC+A)Y M//QZ-<4?
CX;%~.LN\I^N:IY;LLJZ&B51\XI82WTI)%.1Z> KY8?LOP9VX\HO PECNIKH\$2
MVXW7;&~?/_Q*AF@,M%4
B\6P0DTID&%3'1PEC/OKUPRJUYMY>W&)J\P@);6X*M%K=SDW!30BVCZHMB0TO\I-
E"H\!<0V(\$ MF%)\$FAB(BVC=."=%""IZ\$VH7;U2NJIN;~XZMJ\J#@BV:CZ4+J\OJ\$~IY(E(#

M)Q"D)LE22EWPWDCW>LW'EZ'-%>W(=531UHZA_O)O_33&AUQ\YB^I4'WEH%G
MH&F*)'"EB80RG(I'02-)!)&QW3M25VK(?O3LJRL008YQ=?0YG+I&L#>QSM_
MR58!VH<7 7HSDV_AI?1JIFZFHSZT\$FEDK3>"6:/P"-UT'Q/*'CSZ\9(J
MJ81J9IOMCENKVUDO@UKK:*DEI3H#8=))@,U/;6989D9\$PCFG1&.*B TFEUQ)
M\$7G,C(EF!+H/9X>V5GU%+J/AEIH8#O-COYK@,-IDW+MBI+H!
<\$B2T")!BP%L_XI@X3^IHJ*7908*004DR"!^KY||^\$^I9IMPWM+CWPMIV|>!!C|Q@8'
_S M:'S9K:5V'N*C#JE.1N'JZIPP-'!'+&#QTP/X@9_Y@362<%_F*R%5"7Z7B,'3 M,+
T8G|E)R??LO&T:>/'GGF|'KEA:>*\$0\$NX*G-+=>IPF-V8:8E&9IM0Z*
M2Q_1.@.NLH9NA8KJR.VEY*:JNYKT2^W\0?B_5_W)3 G%B0C4HX0"0U.-6K0(
M=6D!DC7!;=:ZR'-TM'9^Y1(HVPX@U53RW98!%83=P(IZ"%;Y:JH<@5Z;.*Z'G1
&)\$7PYV+TCZ97D_E07/_@MX^&B%ZVF3\$N6<\$,MURU14>.*\$583*#
QDLHJO5IN^&8|M>T>5M3K:C4IJ-X7^M&Z|_MZA?.\$^!G32|Z7X^'88|*!^_
CX!F7+WSO_P)Q@\$Z@T2F_\$P8DK#:\$8>DC M|HH#=#039X#"9#QS\,!H?
HHF+O.L&#>+NBA\,T=Q?M-[W;GR(\$S|WSJG02>E MMLEX02*3"LTQ7N:#6%Y|X-V|:D
ML%W\$|,I.3P|_H|/KX_.CT|^L_?CL_JW; ;LTG5(_6;,+ "2F6\9Q>(J&L! M>#/#YV
!F10UQ|A^X|?F6|M!|_#_.Z@+P|+%*|&Z20_B66R#,PL;H);NLQE;D7R% T7I6EI+YU)
ME#;.)G*V4/N@K@9^6P6|6V;I04|A.U'VKB.AD_%T)OC3|/5J|'"Y*H|?QZ,L8
M+F>.>E0&X'VB1>!E-G:1'54J0<;%RI9!|?YARY MSH)0,);(5(9Q:"6(L)\$9&?
##J@|I>@3.VS0+:NNI0;WF\$FCS%V85<(UN4A|% MMIM;U&IJ7(T>&^B@0>#|<9
L1##@|'6'@'9%.:9^*"RP2X5\$\$ICF=H|5DX.R#(M\$|>GN^".)JO.C-
M@#_Z\DL:IC\$,#H;Q(%ZBL"?'3\$N#|EH|^*'MMR5?L#DS! MO?KHD&UW_,%|6,9 MP_AY
-/G>BDZ;G\$^MEA;5A&\$IY%D7P:?'M1Z^)AY)9|SYB!H"JVUN01|>/F&EO7#:KJ/:^B\$B-
|Z89KBV704_EG I7%W MXSD,J5O)PEJ@F0LF>"!4YS)Y3(4R|#.3%&V8+/(;K6*~94?
N7W+;/?J'377 M30-+;AFL|'2PDE,2E0|\$_@DX(RQDB,K4.-
#&US;|=TZEI|HF^%40>PM\N7F M|)IMMLPS6WHP&E8Z|&1#B>-0*P-MX
%*H&;FS.2)\$4|GH#)\$!"M|L<6,GW=2+5 MKCE^59G.QVO("W+_QOLYP/+B:7HS&_?)
<3ZFERRK\,1Q M9::Z*=/5\$|/\$4.(DN&YZE#<#I2BI=|DOT.!OD|#67B|K/R'\5Z/_P|A?O
MS("SGJ-HJ.!+0T02BDBO%0%(D5"P@3'-':>U#X#GHWTS+-RR8EM\$VFXCC^AH MG:9I?
YSB^ZO2'P,H|XHSIRCGC6<41|QS#7&\$6G0G/:WU(;*VE|7:NGN"|M!KZW3KMZRFN0,
|\$:UJZTI.<%O@RY%.!;+_"L-XFX6"J).KWZ.T|FMWNEP# MWT|TJZ2Z!A=?
Y^.N+.G|+&@TJZN,!|_2&+ZDPI%DBE |2?58Y%KYC)8D-:7C M9QD=(\$(-\$OY-Z:RAWS-
6FV*K8WAR_FBBM00"F3+P<#3N4LSWUQGS>7E;IM+_
M.L4/H_&'J^G5.!U)EUK;T|K@WS+ M%&N@QON|TYL%+9XKK"/<@*???XR5GIQ,+|+X_
*&)U^|'GDW;DT.IE-47/FM M&Q. K944'#@B-
/XUB2(5Q((C|"99M0XL|H|Y|Z6|&:H_8J8'==H\$Q1E F/N "E^8-VUJ!XH7H2^VK(
MWAPQ&RCL/JW<"|5);K|G|*T)WG(+ '@@@AD=69GHP @">9)=|LIFB|;|B|,M
M@GXSG'W1;:'@@S\$YWT"/F;@K4K+72|ZI=8IYXQA;ZQ*RSRI?3*<8Q@_9IR8 M
M;1VEEQDW49<)M=9I#R(;GU^*0??QY76*88=5C:KE/_.LK>=:>8A_-DZ=,6*/QA"N%
|Y8;@M8X(P#&,NX ME;FZC;M?E55K<>#1RJIU=/%.*E-66=,?E55K55:M19-
ME*~|1|>OA;|:~@0&F M\$E&T9%A+AQZ
YH'@"0/*F<"4D6^6MVM55KTXVJZCV@9TO>,=+)'!;7*A| 40 MF9;
A0)BM2L874!Q<1U2|38M#P)Y@>YZ?7J0-"++/F+/ M7B=J(;?
^S:5F*2!H&4E4Z\$9*'R.NE7*2/1>"2:&JQW4V>+R GR==O(Z;4:S M!C4DVS-
FM0N*.|V)4:4+ILFV|*9T)&4(+D4O+|H|.C_M(SM>"?!NKO KT+ MYQ^I_~5B>EVMU)E!
|V&:KL=D'?C2.C1,>|&K;&Q4)/#2&C|I2FS*E 0:6 9K
MDZO>P6|JWQ%NUS%8,+)=*KT>OUPOF|_9#177)^.I>T-M._M."?EZ\$@?66?
F2;^K.WM1F!'V=@::G91 TVA"*!I(!+)\$<*/%)2|2ED,E1 MK7+U2?(O8=WMB^6.?OGUZ-
/Y^X/S@TW*X>Y_2OV"MR>0UBHIFY6|G*:OH_&T M/_QRFL)H&/KXZU|*D M?
W).OJ8PP&G|Y/|E_00CPOZ_.|W|'YZ/#E'#HT\$ ME@+B'|\$Q8"BOP#WQ4@.^Q-83EQ(26
8A,S/@5/5.;&V6LGDF|AQ&|SZ=Y,=! M3&ZCF!7!R""3E#(2&VDLZ26^)\$I:\$IT-
7"FCF0G5TY8W1;VU.:>.LR42Y*|91|^\$IX_S)I^P@#O| MZ8|:B*[VF(/%|G_="X1U,TD;.
(F0BP\$ITYX-'!U8'-*%B\$)H:T#FNLXE M#WBUFJPAL"9%D|_2|"H5ZP-MCBZ@|
(^|+P:C(=7::QT1|A<%7:HAY,)K@Y M%6/DCUZ4G!G|/
%,H9FL/2<@'5HF:.*\$(JDQ&DZ2Z;| (VS)TQY86Y)6WU6WM? MN9;0;&QSD="|E\$?
C|Y|':6(MRRJ3-'C4_.*F|7.XW6>^B"ZL4B3;0E+1S ZU??
Z'8*GL"0^<\$DX@,B>9D'#DY=YRS|;=.~@BL@;3,0HKLGTAT&V("N7R&5^J\$L
M*2>2*D|AT8B*94:5=C|)VN.N'T;RMEE344L5IUHL4"VB|JH>C2|?WC7|3|~@ M9I!-
H.>35PH49IH*9@7>UE3"BDEV*!-1)G4SD!>'=V?'&NHS0;3(A|P27LQ

M"ZFR3224+D@R:\$X\FODD&"9RTI))47OJTP,P_F12#?TLG:'0,)T.CCP?G1 M^H'I^?
_=7YZL.GLX/#|^33V09934H9/44H764"G?:XO?(Q/OY&(83 M"/-ES(DD1<@AH-
MO"F3ITO2G9"12)&,C8)%E5U)^1Q3/7:R|YTN3=JUL
MZ7(.\$3EI+5\$T=).S2#Y;3FL&X"6:1\$P8C:-I#/-JM/*JS%G>-+N5BEY*
MCM!JZ^LNO*/P+&ET.&0YN!5T 1L\3>DL0&R%4FDL;R*#Z#;?6OM9DRY%PEH
MHK\$F|Y<_,RO:%=!U"B%Z#Z:W>01M=+?(S390/C;H840AD_@CR6IF9O:T4UX-
9:Z#S;R6D*j?^M&%>?TO3P:CQ&V|AGN56)HIF5
MLD=9,"Z)RYJ3)/\$|2/BG@=HD>@S/GK&EFNB7GBX-S;:'O_YZ<'YT>GSP|+0#>58*01V-
QZ/QX0AI.L\2G?|<7|T MGI6Q\3_QMVOR_HN5|SA/?+U"@7F?
0EC#TZ8@\$&4C7;T93Y|WFAM<_IS8" M7"|XM2J,&RAFSJ^23B0.: 'ZP%
(B49894#"BWJ)F/8"AN&\TB6<|%O:VPUO;8 MN#SFM17-|CH-
AE/>S<6T'E8BJ.!)0B*0+B3\X2E|:LYB%0R6F6>K5^VOC9 M-UB)W_U@Y
./W7WH:CL*|41?5?| Z4N?.U"IAU8E2KLV\$78:F-U?&P6C>0 M97,%VZR,U<
,T\$@*,L(F)2(L3Y2PYP1>:4S^V4H=DF J;U>UQ%A97V>A30\$ MW)
<^C|.W_NAJ,O@^N|U.<1|ML%1)|@,0UP7+4D9L,O'2!Q1AZV2B6FDZU!/J M?
0K'|KR|'BH:-9)O18_+J&O3Z4Y+,V"A!1,2<_F)>6 \$00IB((2X4(_5J3*
M;_5="*|5X|6DVB!*W&6N3:|;*3EKHK Y\$Z_\$.87)3Z+OQ/Z6CU#09=Y?
WT\$;C|_WAEWD/0:#<
M2DL)L|X0R5@BSF6/F)4WBN'F53TK9B5@N^+#1DHE.*^U,U9>5OR_/BFJR;M!K=PL7_0
M00DXCU Q#(/FA_V;2|A!8|#CX>1JW-T0I>ET M%A2^0|'\$/Q3X08\$/9-J@INPW&@60J
MA4!T"5=)7<;7>YU(X-(RE:EGL?98Q|W3|?,EVJ|TZ_-X|6-H_+^/K2_:/X M)5_+OH-
&:\$ (X#@UF02'AJ?D95AI,I3@2C7+RBE):P>"L/SJD,"U03=P,R_
MK@_|F&"23DL/ZY\VR1UR^|Y+6FDG);>2)K(1)&AG":2@2E(4G.9:O?">!30
MJZ9!/5\$WL/M_&8WBI_W!H!Q7
MK=UG";")3^%X9<^VHRSQ>\$>HV1FR!BE\$"\$+MGO1G D6VG+8SFGGFMP
MJKXA_S2N5TV ZH)O8+^_3SFA|1&00P_74'M41B>M,L1HCYL0"+0UG75\$&"LM
M,&H=3M^9I7381*0FY@T#_N8WX:#/Y EE)2XVM?
Y3P(Y%7JNYH|^O;U0G9|*R1CJ+C0*@H,Q1R#L0AX8@3#OV) M'%E4M:|I9D|^U1H|AO
>N(3=.#GC8Q|?X|B2R4_Y6PZ"O^|& WPPR>S:537 M:
f59*&9R(HE+A*%K!/H:60C,TU,")-KQVA6Q?:64GN:Z*O!|?X-G'=CFF7V
MG#!RFFPB_H9I'Y_A>S%#%TT1
M!:_5Z4/U5WBT6\7*!AQO3\$;U8_\$KIJ(3SRG)6/5%L38P|)=%&^EV2
M(I)\$.0W(='3Y=3#ZGM*|608!@(SQ +;TX^4*I2'0K7")Q)TS!GQ99UK3U5X
M\$M3>T*6N^%M<.,SZK0Z_G*?QY?ODIS>,9X9|*)ZX :?9TI3#<.)-E@2/8|2Z MG Y9UDY?
3.WG"BEL@;7#OT.G+2FL54K3|=D8_4HB.ZO""D9H0X
M31E)'F7!@S*:@X=0ED#9&Y+4\$'6#6Y&'\$&D7C-:!9&L=GHH9B),!OS4)\$F4,
M6/5\$QSW6^X8";MFU^O;I=|N @%)1|2&E UX *8@""0/)(BHE?0^4ED|(O(D MJ#T-C-
151@.7Y1K2A|X<_#|RR*,^1?7<<5Y/G=/9*6=H)(\$XTI9N"AS %0@
M7&GM8S3)0NV^>^O@VU,.-5-1 Y_G&;2C7\$)MSTE-G"O;KXMOPU#&D|1KN?PQ^?
1;,\$S0M-3BW3#!2: MYPZ-,RF@I*QD(K2)@@4++NN&^|D3V:47:T4M
7_Z>9=/.&H|U(J%6Q1*)-MR6|GN;-REC17W,?JT9NE:/4*97\$W|;MZ@F:|<#-'@\$XA?
N==,1Q"NCFN62# M8S+(VL|TCJ?*^&_A2>@I?|V?5Z-T9V?A"&
JV,SD,/T1+69;4LK*5IA12?P- 3C(=I!DQOPWZ,20G_-Z1X# JE(K&Y=IS
MD^ZCV|L*,"C@|H&J|SM'|LA&Z\$,T6#*-TR8I4K46;|H)'-|!"/L/ACY*4Q|
MZI145<7R&HQ7-?+D;%&5,,KS&|'1< +#N.2L?5%349Z)_14,3JFAE18"+)RX1&O^(A|
I9UZ|MDI0P+)V0\$1*JJ0=<(&)%?:?SC MHPHTT&+"U#8(WLAE778V&"VRCJ:?
8FS52BW0@B%XHN1X?&8'7'.4.(B&M5, M@6&KC?A|
|-5UE+X(|-5UA%||\$;JX#9|HDJ;ZGCT1D14Y"B|L|@;N-
EQXR8I=8|9*|VN(I)MSU9)/BA#N2-&E3RT&!3! MI"9)Z&Q%;R-
U_Y;)6U5+3;)5UY+0%V2J<.IU4Z4G@2@&>=,5Q1E.(M@I96XA:35|OU?
+VS59ZK|5I2;3*!>_UIO|0:9:G6A*E2>Y>!\$0.)U:Z\$6PKF+9&HCD8:|%'O^T48U_
.1Y/HL=C\$(\$:0SSD@JE|I3-NHY9Q MC^O.(M: ^|7@ (Q_8)4DE=-YO_-2KC!GH_2X-
!4*9AHAJ@"_0:Q\$|9:530O? MTJ(L H|!2D:(A1T-
5F6N""%+"2/3D\$TU8O>5D.V+|QHH(<&:1B?QZ-O_>*Q M?1B-WX^N_#1?#19-
2'J1JU*KZTE6NK2S0Z/-@<_*\$F|A"LTCU)|0_1B>?6%& M-9DW2*9XG|H|BEM;O;C|PZT'J!
(SD041?J_|W=_W9+"4,U'&(J(UC77Z\$+_C;T E70V97) M!H3K+\$OUB2000216<
'1^IXD^FB|Y#LB^XKR+E!E4|GX):9%O.E|K)*.VB MA:NS+VDA-A'("3TG':@&4-
2HVKUE|V+8%XUO)-N671-^Y#OT/&>* &UP00)*A

ML:I".&96FC@,GP:#4>W4_T::\$4E)*,) M,N,PBT5P@4SJ1L<&ER
M,CSZHT"ZZD\NRFMODDLCPYYU'OT@XD7:/%*EPUQL12-"G#2)A4\$KVUM/EJ
MWWA25PNM6HHNE4'/*YVCSXEPPSR1V0OG;FX^(JHT@%>7?MY&19F\$F+:|W^|
I!_DCG?9?R:)QNC&-&DH!|G|?POA|= _B6M@KE0G#417 7 M6V:/&#
BQ\$2L\$Z7.JA=6VSIN%RWT)!|%)8T60"W!SR_5|_MEX:HRC(|6-G2O)5_1)|1VB_)>!:(<|%9_
(|VH:L|Z"\"|/.)MIHT&4;M/:7K3_M?S1.Z9@|;O?.\$*EY*+<+GM"84TPNXU%0.UAW"!|;
(L3S)=|@?+=*->|,)/CW MX|*?|7V: ??>7>#\"PG8|_|_FI: M:@3.1Y^AZYME06XMP\$YC2
MGNB\$J*63C-AD@#!CHJ7!&XBUD|/7Q?B6>-54?P|0;E,S9U7_LSTTT"!|"(KP
M&#.121M/8(GC"47-&4HLJGV5H MT^UM@|_)K065U8#_WH)V/E.>P|S#WP. MPC*&%
(AEWB(K\$1Q9RH%\$|MHIS6CM*|@U(-Y-=E51V-+;RM?:6NA^KZ67VDAH
M.=+7U39H18F_B"9!T65K,<<\$I"|7WLM?>)"@EGT5D M#CNPL4&3H'4TN^LF0=?
+7BQAMM.4 ML--
HV'6%+VTU6%!):!RX(#|D268PJ1YTE(?'@DU?)0G6N/|@;H%3<46HL<|UIC
MUE)2B_G=MS\$M.C:L &J=5D/K'!/=-INZZ\$&BKL;UZDF|:U1_@Q-T01*5"B-
M.:F6Q#HO2%;>90Y<"ZA|3;9%*BQI5K0K)JPC|#:72HLN?_V*X(YH7)PZ#65_MCCK2X-
9'99DZ!2ID_'_PM;5_#|0.G2;*V?YG(9G2+9!|Y\$EL M" T4P661B;_:/DR%+M.BHJ>EU'A-
MN44L|_|^6VQ1FVA(E)?B)41#)*#GX404A"9E_MHG6:4;7G+6J?J_%.4FW@RMW-
K3X>WK^:/|T!A|&X|JA"M:91ID+NEDY9Y<_MA4B|_%K)D8.L<4A;G.
M";HYI>DS4|!%:;S6K?OFT^TR8IFJ|>Z^TDNZV78YX^LBU3UU M,|70\$|HU,
|00\$@AN2>EXBH>EUL2610\$Q>4-34ERGVA<,SX#Y|IC44&|_NCTL M@=-S-
P%Z"F+ED.9I@!|!%S*>"|;0|Q#:QR44HZ7Z8:ZR=S/M5"^2:+5TEJ#)|@LW M3+WST9(;G
ZYOXO|_|_*H)OUI.DOC;_V09DL|36'T9::2V;QVD)\$&X|KT;1Z*_M_Z*
(IDH#E18/|@*AMN<0N|;H=^M_LFA"UIP%<|=?#M-Q,:;:I!_XK5L,Y>
M@.:!3MC('\$FE61\$:&6WXI"=>*6IXS9:)Z%<|:|/DU'/T5+%;1*E/N(?S)KJC M/T)_4EKQ|
(0IS:0EWO_AA|+E<:U/8_MZM?A)E56L+|_|=MR=<|)ND>+ZL'|#|YE<%|^ZP
MN\$F!&AF(3M(|@HFZLD4|(|2CPT&9@|JOK1|_|B|896+,%#<|!S_7C#A/
MRUCZ8""G9H'KVNG2RR|/"7FLM^R%,+CX,1K^_U_KVN_A>5|WZH|)|\$=7J>!*!
M:|LZ)=E"FQ.-1!59\$8AUN%YPS:TSU%E200%H=#X(("C31TN'60TW<=<CA"4_M2I3)
(&7MMDMOI5I|'38VJ%9?1|_|KE9_*)|6E0RX@)(K,R,0?TK\$|@C\$9.NR
MCL#T:O==;Z9>8"V%/U(OL(|@FZ>3KP)FO^L%UE+'HWGESY%EU|&:@0EJ4&0J^|7F
M%:U3+|'|_.?+=8+Z"5+S<|%HT=6>H.+25_@R/6:LYT ME,&%/|7>*[|&:TFU0?;NIS0M/F
WFOQ=07???T/|_|'AX/7_R_V6;RCD&|_|.ME1.&EF0"+30MP2A&@#M/*
>:,\$PAK4^U16^NC?&U5_YLX%HUUV*!PX,YX%,%" M1I43EC0G4BO<^8(#/#K+M-
O@HF2U1S_N./3;6F./3Z-90|PMFDW<3*\$K^6_#
MT!^D6Q#|1^M*)WN:C4'I*28V5QF7AI(|\$J@K\$?|_M_6CM7,E5<&V?
<+MGP*BQ^BKNF5WZ52>(XHI^&(W?CZ|_|_#D)W8U",C"Z9_MY6_P&T.PY
F/>'0|Q3H+B@?%9'!<_)HG1)|@/H,.(NG|Y(W),Y|AIG46DM-M|JR,(#:)41M-G-
&XQT."G)0%%FK/"GP"TAOF5PNE5:S*_MZNA_O>:/)97AQYCO(|>T
RR\$(OP;4JS_Y(52G\$S18_9">|)\$C_%6VI(>>|H;
M)DA=#;0H|)L4"J77Z\$+_N(ZO(#Q%|P\$;4R6AZ")\$0%169D(B&2)9T9P'U30_MLK91|#"2-
|R=BBH4(_T|!AZ;I26Q9NU6?K2H@<*LZ,L2F1X'&E,J)Q9KV5A-D8LP;J3?
58U\$NI!7YQ/'K_MV|NVGK9R(R^_|5;WR|O*|7=
(JW4+547:1|CCR|=)"!5\$E#Y|SMS\$DHH"21@_MIRA!:GD(\$><|Y_'X_%
<&JBHUYO:&@J/DIA+9K'7CES5L;B,2|QU"QM&PD>J_MA=&@
)+BMK3>SM:">:5/(T5U*%6ZG_C|OP2+\$N(?|P_|J6Q"8MX*2=<"M/-2
MN_\$0"EB1M7"l:4V1_?L5ZJ|!%&=|_I370"Y5A.KX9T(YFBKMP|NMNDZA(I
M6*#9QL9X;RK78\$)K9VH37"\"A|^~7A^ESS.5LI..F|Z_MM-Q
48+:O20|\$FC/O'&*65=|XM9%_'P7YFC|M-Y@+@#2QPCI87&LK>(:
MQBV'@.H#DAE"K,LXHPC9>1482_F(LP3FA31,&D@R9E^|_|>5_MKE+O\$)Q|_|.^
|5FEZD;(|*V,,V%85%DW)1EYKQ4SXMK'5?:_M|>4;FWBCH\$M)#?/Q!G|/"E_|"D)\$K\$"
<>BJYE!K\$+ZZ+WQKW|SE,G135P5M:@_20_MBZLR72,889,#'CV+*BBFC;3,@P|J|
G!2FVL:>TL;8_R;FWF0X|!_S0H;MI_MD\$CM)B;EW>4414%704.|'J=Q6_R*\$U.4-
A/A;+M"V-8\$'16_5!|*TJA&WKHEX.;H|HY2G135(1=N#=#*CTXMXD58+
M)K@(|B#HS8|\$P+6IA(87_0LT&E%75R=9Q|>U1OCKES73895|KMX71/|_|_E'1)
M/7V'+|_R;M>\$0&;?>SD=@_4W\$J@K7GRY)>M.Z5|P:.*" _&1#73XKUQKL|708?C
MVC*L3^/9|54/V&13L9P5JE/0TA8&W@/+7@|?\$+|. +|X>E(FY|31(M;W:.5.9Z,4E
V9DE:"IS'8-3!P\$ _@|I"l4+;&U_M+7D4U/XSJE:;KC"RU9O-
=0Z*>IX!;FK4L0#55&3"BJWMRF+QI_MJY8.%ZAWIG

1@CH9G\3O_YI_J.VIRB.H_%D3>JXRRYK(0NS1E*;V6KQU!<\$ M^OP
QDB9A6UIN_%4K'O/LITHL<,H0+W\$1T|+RBT0-52>/I\$F4WBO-GK_\$IY M>H7D1EE7<-
\$)H0U5\$BN&023F!\$)0\$/(RFW41&E!CX-!*'0<?H%"+"\$N+^
MDZJCRCI4G&PNG1'W7E<7#C*V1>2_00:2|792,JZ1U-EV'USBDZY=?S8(.(:1G@9|+-'ZN
M:SJH*/4LICFHA0A0=TG(3ES'CS3RB<62L@L"JL#;:@S:R-9ULM|PT-:#B^8
M.QV"AL|Y@A/RJHM?XGGY|I|@|H-:IX)|=G72#&Q_QK!5'|@JD-'H*@0K\("17M2G^ISSL-
:GZ&S|R/Q7=4>QK M?:4UN_B8_H!^\$) /8_4\$L#!:0 (%Q_9UE\$N* 4YDH% +^T!@ 4
M8V-R;BTR,#(T,#DS,%|G,2YJ<&?LO0=!8X"W
V4!%041%I(D@5\$!LJ"\$KO1:3W\$I#^/0E%O//N MO??*^__OL_Q1|+|I.SL|I.
I&QYXD+M0MNZEGW>S@X Z.@ \$0# &L 6P_@ M4 H& 0.PS8".F@; #L:SDCX&V|E\$0P-I
("B?8!OT1X!)4=.(D%&4D564DH)8 ?@MV%<9;|S\$LU-Z|Q9\4W7!|!@9?HJ5?
MW1|8CJ_M@8FO;@|;-)D'3)9FA3?;|25^~Y?:1/U>J%T8,S4EEAKZ\$#/@X"5
M^@3L3U#S&|IP+QFS9JU:YC7KF5F9V)D8N=B8V9FX|K(P<%P;&1G9D*2U_?
M!Q@+ \$Q,+*|LZ5M9UG*RLK)R4#U;.Q2+L?X;|PC/ O@:H@1@X3 C0L/|@|+"% M)JAAC
LO8:J0E'0P*BPU\$ Y@-+1T|QKUC(RP7Z="?40?#ES'8#1PN TM#1T M#/1KZ.#,TE
F.YQVRWH\$W9|#\$MAQ"(C)T7->O)VJOG4;ET&AG;0,X>1'#8;M
MEPR'VT;01.2&.X|/I=A|VOJCK()@Z>0>'W,UY7=TI(:9DZ>@5'Q&46U71-
L@;:&DA:6JL,#/1T M2*H(6Q#K:2\$)W(4XZ*1^NLA)D:#0X..P|#:I-
L+)2QJ&7&BBS,AV>HH ##N0 MS|LA(6*Y|?<9RY(PGU9\$^T)A+^*L%/F.'4.MF!*B
;7=+>OFN|GF@BJ>30 M.|G'A\$U6NGICR.N7DZL'9^LG<^NLXV<'8F*3X*)|W-
HO\KY,R>;DFHW?.;H MVYMXt\$6;:#GS7B=\OU;G+V\$Z.E);|&:FK KOBM8|>#.BU?
%)H(I4?J1@|I\$70 M8"M?1(9?3NY1U?
1)TR<)MF&8"ZY7LU!AL!*_0R=9DX@6ZR^T2X2K6S?))EXC MM*
<0UI9*.)@FSYT29L8A7|H<3PZV|H|"S&.^-<0,7U2#1*3_?QD&Z&X<; M8=D+H-A
R7=V0(6OLVH*9+'442=R;Y*QI9S_(&:W?B|\$.GY>TH-
MC2.:9UQ2C*U_|L.)X"U+YM,G"6=|U,FS|X"7BS+?_!O/T_VG*A*FPK4F^~? M!+|'BR
;I4SIWWS|@XDQUM);L"TYO)=.5DV7.#X)F\$|,F&VQ70!Z+|X+FC M)J>^+0M|"PN=?
C&6)65|M:BMM|MJ*K8=/U<8TM&8R&ZN28JO1U|V);+|H
MJ&D!W('(>Y|)*=PQ/OR;>R(CJNP-G,KKMV9'<;C6=5MG)-@|C T6S;+=:M=
MT\$QP%2Y|";0I4OU;:Y>7ZTJ5A/5|Q|S M|!+;|=JG^|RANNZ@M*C?-8\$|V,1.:8!%;,520M
:P%\$+X#K20=XE2ZBO=BEFX0/9.(1\OH_%4BA&|Y98Z9,T8|?N=/
MA7'>U2)_|VX?_-NYN'-%5D5/\$G,R;+K2,S5KJ^4:>V^VQ,V'+0#4BY+B;Z7
M+U@4=!=1@:R%04+(S9V(OE/V2K,7UCK7=+@^C:C>-0*E|>TR!0'#8|1Q|@
MUY^S@SZPFO6DJG-(AF&<;JEG!NKB_*:"MEVS+8:SJF,Q>N,3%=.99,V2/DU'
MH_@J.|EB1#|=0.2U#;##B5|SEV2'Y:>=WOY;ON<5-\$Q!1EN/M>\$>?
@<4I7<&_C7\$R!12'fOH"8'Y.'|&BE6W,K|FQ>W(+ MOY5W5WZ\$.QG/H,AQ^ M@4/YI
T(B3"9F|I:N@ 8LF.B%D"K\$=Q=-^<-6).O2!A3G3#S:??O>115HN;
MOO&LM346K_T&B"WS+\$YVC><>|5E?\$US1.3:JHU==&GF|J?'7W+^HX1+S.6+
MH1H;|I"*DQ'^?KS:W+R\$SVZPW>|(W3TE\1HK0NU5N1UY6G6SY>|H|Q!&K
M^LF9_\$LU/90XB/<|&'-.# ?4MO/L5*CL)+UKK#|RP5+J@-\$5N-TR%1'8JW<@
MG|MTNJQZ7|:U:>JPNZ|YENB4MMLL?|3Z,R-\$O_|*)S;|D#OI9|IM?;TD\$<"M??
A2^MU<_)^,|PB7M"H.(?#)X DN.'C%?9 MY)@^: 7WTP4!
CKO'#P=#R=^/!^R|DERC&M27^R*M/KB^7/7O|N;V-C,1T7 M1%)S2OF-CV1_&8J0B?
CE=6.#:V,J)J=ZXWF3)P|%TW M,L3<;KZ&^_0Q?
|>'W^Z&N;OV_H>E0H;W4#Y|^39C.*UBG.L.N;+9HP.|;A>N??U9BFM#,_5Q9MZM@?
|A|I'+J6W9-:WMN" Y/5Q-UVI-\$FRBC=OZLT>
MDC<3/Q.9)UP+53Z.S9P3J|L.N1YUO5PLP+BL^YU6=-3\$2X'K3V5/,^E M!
P1,Y4J)Q.CXZ^3HY|V,@?'!P%!J9((C&;7/3S7) MW|DGZYKQ9W3KA=G^CV.*!V|>
<0?,>G"&Z6 M@-Z@R1G^_.W%=37Y::3\$FX@:!
(*5W|7_%:=MG;V'HEL0V+RA)R?:OP"N&9& MO.W1?_FT_F|CHK58.>P<8AW7V>Z-
RCA%XR;Y?K C@X?W:O^QNF#V%PET2E
ML|NM\$Z(R>>Y,2DH3WA+L&BHQ*74C9IXQ+W|FMV//|GG|>.:!=
MLM^3LCF7Z7@|B|O6>SC)(N89D7H?_0(BZD:WSO*W3RNI1+\$M@.0H+5#>PO#
MWURM#E,B'^S+RYK(C"/GAER;V!@K^T(J6B6WSBXQV"HY\$W@F&I;P;ZAN+1
MP2W|:B?-0BZ;Q^=??EP?4ZSWTVP-#O|A|\$_JH(1X2J|7#<=//>|)"8Z|1Z6Y M=W5-
1;^_,RDP./XY:#J&%V45G4XZCW9?<+DD\$+;3\$99EVOMJ|<>?HIYE@Z=
MY,L*N*I0|+DHH_FP_LOC3OC!0(7>0-2T7KFJ8^~D;D%|K@|= %A:|B10|>=K8
M>*:E./"+:M|H0\,7L)\$C|VL_;92|1XVI! MB^|8 %EV;2HEB,\SG,__\$S"=G61FF.#"-;F?

YIYBM*:1JLHBB\$I9,E*H?W:3?O+\$ZTW,V*J8D%9JELM%S M:F40XGHI_%5FS'2M=?
VK,!7H4Q9%3-C [-39]RG3SM.>CGMZZ&-D2&AF-42> MM7+'280(^IKXTS=A,E-GK@V5-
\$!7SJ>B_0T]K5CRT/?//TYKK\$9VA+#BQ!|-MX2-HU%7?)Z;SFQ3;-9\$B,OCQK-
@YZ^&+R=/*!<9>#6X!>3C^JZ% 9]Q9\$/MW(K\$,!/2DWVXB9D:YGL
X["!'"K7N=N6\$';11S9O*#W]5ELO=6W2H;\N5.?/TSF"%+T/)
M#|/;LKT_ (^;4N2R[FLF&//7<*%O#O:+??M=9D7\$LE_ (#EM:>;OQ7./MS!A:K))4H4-
64E^3G33_ZHEJ=V!LJF'L1*APM>Z9#SEG9>O*AS+ [LP_S9XA= ME4?
GM0RG3UN%Q/1AH!-CG<-I*;<4OGQ/1D!1FMKWV3<=-.A/V(*IE7C?RE&
M#3F2.14C+'NXNJ:O;Y1XXWC@R9.Z2HV-G6@S;Q?_4+_YC^/8E)H9E#-S7,9I
M]@Z1EGG" Z\]9&A4?Q:RI#5=^.3B/(:!VE>F">3F
MBU:63]H(.P3S\MT/&Z0R3"8,9C;75/AYU3?,Y2Z_PO+(38>#8G:JCEW2G!?'
M6_34^40+Q3HX.#94]:#4; "\$A6^L3IW U468UO%<*+,**8@EUQ&\$:^9C=&+2 M"\$>
I*(@)T#RIBJBL\LVOKS/\HV9:-,8#R:|BJWS#|_Z_+8C]3(J54E(R)DO&|:)
<\$O4&E,U1^+L;7M9&R("C!6=OP<(.DNN%>5PU;EI6VJM\ MOWTLC1=WIMW#7,>P??
*5IF\$:=*3RZAIS!A87S6J90.,9]?=L5@ " ^748%S! MW\RW9E_?
AL?|LX\$&O:^K:VM4,EVC&GBG+:TF<--*|R=C%X"D2H*;N_4"P\$/3 MUCW3O9?
T=U38]!"7FGJH_?SNU#*;N==6UGW3?H%:
M/=,Q[P/.3SVY9XP|;A|+R3YX3.7C1_@:KS()\$9G07O=SU?*(Y"5\TE-,56*
MX<97!S'7+CBPNR8GXYPR|B7%ES19YZ1T^1^H.7!)K3R^?";SRQB?&;^A16^
MSM=CXV|!W8X3#;U*O6>NIL|!LS;J9IW\UDGVF,LLZ^|W^@:RY|_ELLK&I#+
M#\$SKG|G;(K.*"NQ/*#MSFE8:AY&#HI.LC.:8TR,M*[H*|JLQ)AR4)'MV\ M X,|/#<:-
UY@+LY_1!JG7KGYG&_NL!,S%:Z[/5=).L6ROS&Y.4HOFQ|^2'JA@WIRLQ-#'OR' S|>5="G
M7\$.*YP84/T@)Y0OAKMW+3?9!%|7CBI|EE|^_8#=#6CCG M9')P??!*XW.*+WVS &
%5<5S;/S*PE#?68RZ;|9 @Z!>O3EU0I5R.B4 M>J?Y,'QV3.R,L1?"X^SVE|9Z\$A?+9BK@4-
"T SY_2E_9\$ZN[9=VJ.W4+&GH)T^P1E'6LS=3LU=5\HSU7
+\$HWG:|LM.;R)O@U3Y&:UT')7]H(M (#)C5)6SX/DYD&"BF["D"?2#*TP^.Q5-IM'
F#P7FX+J;CIV1U#0VAFH |(M _JE-NI8\$FY)
(F8|#VOZK%>FXD9SR."&&YJ>UR(^&6&P\$UTHZP\F#@2-3YFD/
M:7Q|P)&^/ARRPO)7'G0=29XK#_MWB N-012SL5!EKJ&M3-
M#\$K:7E#0'N|AIX9O!._2V=.:L'>R!A'TMOJ@"6!5: ".M1?^'MZ MB"51!>
K>6#7"LV4THR<&3<(3|M]J2;%=&A;ZC/G%Y5%#22|:U\$|.)" ^Q|X(M&L7?PQNBL8MX?
0):S6P%O0Y-P+N9.F%PU-'MC'-<[C%62H8!)),ZGD3"NV+Q
M.,>E(LS+.1015N%9EO\$&SHY.JS.8EC,@V5;0E)\$# 'UB4 ;;;JA;8\C=U5.V@
MYK%^;8'JB<52M"S41XJ%|E.?-WW|#!^C/J|=+@>CEA)>M|C-8&6CBDI+IJ;W M
PD'!R@"WW2+Q5:Q-R^?F,%(T7|/ H+F.0U\$^QKQ@JSR_4-&1)"|!%>#?-U-
2<+.5EE.!LJ7*>A-*K <:T+_|P!IH F> [8 "Z4/0;|'\$?JS!@9 M'6B!%5A|E;A*+Q6MFF_1H
"7QT/P'E@L8N-!O1V> ^|A|@Z+'\$YP=G5>|CY#2B\$|*@YZ9K'U(.&U,#@,P9:\$L:=*|^V
M/&DP+A)3,)0<;5='P?|!^>\$>!.PW4P^U|_ %Z! =OYV>Z&VQ)"-;OV|PK&@, M5-[C3=
(F|C?2.;3L -& +I.^0FR^AOR9GL'#7P6#QA5>>R+Q90UUK)H(BAB|=1OM>2|&|0-\$?\$
MK.XX1BS4D;_!MM17>EO\ \$P\$BL/!%9IJ93L7RU&&L^HP^(KGI"8I*ERT7 H%
M8,M;ZJ(8Z\$|-2K8"X VH!O,;?QQ\$ _#B(^'\$0|>,@XL=!Q(^#B!|\$3).(GX<
M1/PXB/AQ\$/'C.(+'0<2/@X@?|Q'_OSB(6%S9;Z&N72T!=9\6KN#/<>X(\$= MP !!H
^N|_0"%"(W8H3!%) \$B" EC>#Z5=W+=C &M@E)U7 ML-"V6=F)1')3E)#
\$<5M*3L#XFB|X2WK9L\$0EQ2 BBK>K09HETP)\$ \$|C*,S
M#B4TE%L@).ALCQ(R1>I(ZKAI8)R<|_L2,(:^ND9H7Q>T@KV0JHJ@LK>BMZN;
M*X9D*^CMBL41%;U10E3FBE":@I80\$J22D%Q00HL7/H_HZ MJX D80:2XK!@:
M(8,4E%,01\A*RR@H|*9<)67D)270\$B+(6059205I:0\$ET (JHU@|Z!HL%=S
MJ2]H"26TU"@O+R|Q+VEQ/,%1 J&@H" A*24A)24&48@1?7 D6V\Q"K,H>|
M&"*:X\$P|M1"D/-O:X3U(*"&A);;VZ!6N;AX\$+)6G/5H"@|6X8G-D(M1="(EE M6JAE*|3?
|=5A#HZ?TSJZKI"32098!S^F)I(V:B2,, 0\1X\$- 8BW_JU\#Y/ MTG|3>)|GU*Z5XLY8K
>11+ EX0G?9[**X=-)W_..*21)NCJM:N=?9|<|(M"I%A<\$3*
(=/6595I_7'1K_6XV?|_7T(9\$*GT5|+E@|+?(5_.7FJV/5K1_4|P
MM84ZV|G5UA\$C<UN2|5Y;\$@8E1+G%+"8I*X:0,UJ^Q2PF M*:,H*;E\$C+=W=O#Y4Z0:!
Q\$MIH4*28)D2(@ "D5IY&|A00C/!Z|:'K:7S5'
MO6TM+2ZY^K8UM9R.CJ(VCDBRQ5\$VM%% "\$\$;T<\$68X>1M)42D|)'RHO)
MR*)MO13L;- %BDO)2"@B\$-%)25@Z|7'XO'NU!,15*^45G8(|'0S06^D|16D\$. M86?G
&012/,%,\$@923\$|A+V4F*T"TEX.@"WQ|@BE|DM|I#;8E=S|?" V"WW
M2DG**TC)*\$BK: ^Y51R 4\$#)|Y)\$*DGNE\$4A)>0WY908&&)R|_|78-;"V1")*

MB'J'21D4D'O\VB&*AB1; LG#39^=W#&0MU+/3&C\H!&M>)^6Z*),J'9#HO1 M\00J*>?
*"%-6RP1\QT2(X(MCNAF2\#@T#XH(2."QUC5>6T-C16JB
M@9:ZH/8^#5F\$@JRLF)0X@N+TH(%*?O_LCS^KP^9 M10:\$WQTR\$BO-WN]A(-
SU)/&F+@MO:OM.+LER:- M5>[E_ZIJ%V<[C!O1X6^,D#]KT+|>
(=^=&-]@A/SA"T;-J-&Q*C[X7?|VBW|T
M>|Q7JA:DUO.U_-|L|^HC3\WO_-]HPV)KPY6XM>^=VE:U;'UIDRLALZ^&\$\$%J
M6*GHA1*25Y 31TI*RDC*"2TAG:"94U92'"\$M*2,CLXSTP#E#XNGC(2&(R_Z=
MPE,?"X59E.M7Q.-X>!4-'UO<<7B:=0"XXD@\$RK;C\$;.C@@RE@:L!?'0 8
MFNBF8ZAI1+VR MO\$|#D+(W";X"Q&.B>O'2;X78?GU!0?#? 3O:C4""V.A#:6E[*+*!TJ>A-
-:+ MY\$;!4V|4WI0+F7##T'I(\$|GC!>4KH32V|>KLY0FO). *P.*XAX+@|
M#SBMQ<&Z,DX 'R@!M!Q, &X1#>7 5O1V.*T)H%B>J4#7XKBGPG=>WJ-)HWP0
MG:FO+-R-!M'?!<".PT|!SL,NP6|;L/B8:FP;%@A|"WL(ZP.U@;K@8W"IFG@-,PTG#1|
#MH M)&CD;?:0*0QHK&D<:1QI &E.4T32G.-Y@Y-(DT&32%-,4T532M-'PT9#N!, M|
WP+7 QN#Q<ZX'/PIW@!/@?!S|'#X'7@R/=>!*^ M+|X5.T|+0GEZ/?3F|\$?H_->COT?>
19|"_XS^ M(WT|/9F!@6\$3@R@#BD&/P9:|Q!#\$<)TAD:& H9RA@^'+&J8U
FNDUFBN.;H& MM^;DFO U#|?DKRE?T|5F9NVZM=07*J|56VN_UF=MV-
J|:W/6EJWM6#O#R,XH MS(AB-&(OO@3XS7&9,97C(V,8TQ,3\$), "DR'F9R93C!=8WK\$|
(;IC6F*>3VS M"+,&LP6S;W,HNRO|!?:'|&-9N|N?|&^G0;L95#@P/-
M<8KC+LDYA3FW.8YSG.9,X2SF'N=9SR7"9<'ES17+E<;5N@&-8L4%| M
W9#V(|&ZHW3'/S<>-AOG"?Y4|F+N>>W,BS46TC9N.YC2D;JS9;.Q+@6Y|/<(
M8@6O";X4'-|NV7_%H\MM|>4;ID1\$A8R%CHIE"+4M)5QJ_Q6AZU7MC|?.KQ-
M8)O.MN/;\$K;5;U^|77Z|T_-:(47;)|W<(IS#=\$;PCW|\$9A;6%?X03AQITL M.U5WNN^|L|-
R%_TN^5TNNZ)V?1"A\$4&*. (E\$BI2)THC*BC|+1HE^W\$VW6V\$W M;O>=W35BS&)
|Q#S%\$L3:Q#>('Q(-*9XI/BBQ3>*HQ\$6)(HEY2:0D5O*N9-B M/>(
XB0B!S\$J)2*%EHJ4J1FD=:4#I3.DAZ1\$97!R\$3+U"(YD#K(8.1SY)RL MG"Q!-
EFV1VZ;G(W<3;D:>4YY??D+|F4Z|34%0(5GBL,*MWV>|!|^9DTA34?-
M!,UA+:26G|;S_73|/#^Z_N+|&FT|;K1VO/7Q |H#_@9<'F0|:'KQQ|,AD4.\$ M0SDZ-#H'="
|K-.INU|7I9NH!|6V|RWI-^L+Z|OJYA^D/ZQ^.-/QI@# X;E!D MR&%H;?C0<,)
(W2C,J,%XH&|7,3-A,+DWB32=,|H=,6X|('\$_4FRVV/DLWWF5|UH! 6@195%L*6WL;OK7;:
(6URK-FL|;U3K.ALS&U M>6@S;ZMG>|>6;*=M=|N&*V!CD#WV:O97|'OP:
PES!=#BB'2P|=CBC'RXX| M3JL.X4|ISAK.-YQ'CNT_%G-LTD7/)ISQ:/-4|8ST_-)EXI7F
MS>Z-R|Q\$?\$YZ|/E|E|SX_6#^WW_/B6XS|=; /?XW|!|9@%-|<&O@Z<";
M\$UHG'OS\$^)/+3^|/2IZ|=+'|E.FIG-|IT^<;C^C=28AB#6(\$%03K!0<|S/M
MS|X_EYZ5/GOH/PY^W/OSDN>#S|>P%|X5T((N1:R\$*H0VAIF&Q8|"_TO^!^
M|;ZH>O'!)?9+OI?;+^M.7%THRI2/3+E)N_-LSUOK=L;='7?" M8^EC/6,|HYK<+;HG?
R_-N;|Y^_/Q>'B6A|8|'@9+Q*I+U)6>3S|J;5)K7Y|/'S-/FTY/3MZ3>?<#PYEP'+
M|,D8SG3*,,TRR_J8?2#|>8Y2SI-<|=RXIUN>1N9QY87E,^:?.SE|H|"T@/W-| MUE_H6-
C^W/IYPXLC+RI?'GY9^NK@JS>O-5^_*-I35/ &|>;I6|6WV>-DWV46
MRQ9GE"!+GKQ'OG|2*EN:4297EO5|X4/.1^6/^>6JY845>RM>5VI7%E?I5GVL M-
JZNK;&H::VUK^VNP|:-U'O6SS2<.*1K/->TKBF|F;?Y3LNNEI16V=;|MKUM
M)9|/S6TH|O|/A,_SW:<|F3I#.|2Z(KOENI^VJ/9|Z'7O+>CSZUOIC|H@'W@ MYN#.P?
0AM:&2X2/#'2.\$D871"V.;QN+&9<:?.D_7)S1.N\$S.3Y|YL^O)|@2GZJ M;-ITNFO&:Y9A|MK
|8U|UL=Z\$P|B77UU|'"=M#>0^-!K|J MO31 RPA?
R|'"&B9Z.AHID6)4%M6_EI35HW01G@-'2K5U+(:!P@!8I"#@E4U!2
MC7WM.ADN)*/^ECTR4UYHYZ&AHV%C M7;-2P/CHH%1.+S@/6"6W|B6(|@7">I-
KSGL+L05U5XAE>FO/|%U.(GGM5R
M\$=ZVM|NDMFZ006;C|G%\$O5RZ8ELE=")*|N1!C)Q=AJ&5|,|O_R_O^%-
M/+67M,|D|7IH14=#2|^\|%HH|UE#Z#D;##@=;\$+2"\$/OU=))JMC|=O)WZ44B*
MP+&N4-W@TN-R:7|JNZU\$3IOAMI-WGE|.DR%=03*XG=#8QC5BB(Y|45%9|>G4
MW00-'|8;05Q|;0U&?6T-@|GOO^<_H?|-^P_X3_@!_R'_#?L/^\$_ MX?|@!_P
_XJ"\$0J|VY.?(P)^WCXVA^0'1|P1NNP5<7)|1G^O!|/(-AJKX| M|.YM%>|OV2*L+
R#>RLBR?\$O_PVQ_Q#X.!H0TQ>Z:RV/#6W,#QTX,I<-2"? MLD5KBJ&NOJQ^
TN'7U(Y)1T*+G=YSXQ|:3+|HG_M"QE0ESYRM;-%XX9) M>DUZX9C:%X2KZUT?S\$@)
M6*GW>?;!S<&0^'9#WM&G7+|,QO9|6K!\$9,Z*//IK2S23_ATSF!X2F JB_3V
M)V)P1%H>A^@,Y_U_O5>-?GZZ:O>,^)/+..??)XX"WM\$P;& M#T1/BTA3<'1|><:WR#.
(Q1|K9>N?/N^3/UB>H00)IV268N5590"F/U?S'9%> M-FN)L0=1U?EH=%N"\$U-
*W_'M5V|1<'RM5?A^ZU<9?BPC21&#KB++,DR,7O7U M\$|^T+(5DL,86G: @AU@3
FW\$48^/X\$.P3XLO)"^2,HQLN#EMPI|)RC2ME-!Z

M/F^YGXJ51+L,&5[NWZ#X*5+5WX/WFY'I;X-C++H3PU(W_AIN'I;7N+2-8J
ME\GPP;PKJ?YAM0^52/W+RI6O/?(L,12L9AMGCYW,(D<19XZY%%4<,.W<6"
MBGGWC&+V.).S!^H+2JNO4)'P&+=)V?*QU^TV\PJ/.Q8Y;+R3HHJI?FC9[2]W
MAG%UZR+=+XD/ZIR"766#6AOP+6:55"1[3N8AC.R<1&R?J?>KQ;+, 'W"9\$8Y)
M!5V693F*KX;_12[Z"HJL6FO-0I)?/9X|UM+N*8%(%K6)%&B5+./0%Z9L.)
M<1\MC<=NL%DNOQ?>P9D@LYZB[WZT%#='.'9*:DFED(3N
MY,B^_BF!.UYL1RD_(#FF/2FPNS>\T&&EE&J6F/2SB3ZT3Y?|N5W)8%,:L6P_MD2?9Y-
1(A-&S)2+6MC[3S/Y1 F.F1#(4|TW)=(.#*Q:'D"/,-OCO=D;M1ZSAU9IH_39LL4O&-
\$AAJ#,4;_9E|_RQX7&T.M?'H!W!Q)(@LN8UF+;7S;)3|AY\$)EI#HKT7;CR>|M"
<[NL\$2%/?|_68Q%,H
M^P%ROW"YET_?'DKR&6HSOK+2G"='Y|INFX9,ZZ&'(12@YV&7@UU#_?SNB6)C_MZU?
8T#V09VW"JJ)P4-4T*:@N@WCN.^D?5K)E|7?K.XW1YSJ4:FP@?JA?
LYW|, ">.TO\$>4N!PVP&WI94XY&&4R2*[P9>BK"|K!|=
MF+9Z,5X"=.:B95KM5...TO61*\$KG'PA74OHHE>O_M9;|.S)O5_S#Q(I4,8?V>/I?
FXHGD\ZT!_8E9,[NTT6QQ!VK"8!"+#CN:13KIWI-7D%>@*5X3+EC3/GBAV>
M|7TTOT_TN\ZZIX/C@V^--|D-'
M;@%P5..D:T;6/YGR)@R.P>.5_L7%@<<^*0&UG>\$G)%O?NLDSI(QR61.|3M?M>-
|Y;NCS';#Q>QU7R7?I#33SI1W |RG@(X5\$=-?I_WA95ZURNY\$E\$RL_V,C|
M|RYR|Q#&WU*792APH4;XGSY-Z>B&HPJ6K2?@VJ_M^J49Z'V?Q>'4H_)YP_M-
J/(FPA^OK!KBO(+/?0|\$|4DWU/^&H=@&+@\$X!;98Q_S,X*D;9:?'JL*XN
M:PHG&*N3Z=BCOBMMXQD71^0@!WLH7.5&-'=OWJD7%B= LN.QZETO/5&|_3N
MQOBIF3(,:
A6+*&H;JL.8YY7E.Y|JZ"*V/=0|^5IXK4".J_GZ>T/7K#W8VJ4"K|PW4NL(58=B^P64_VO(LA
M#HM/#@ZZ/9FD,%1H90A@I=Z180>&V#S\$U=,> GYGE?..*(/:W<^;^KL;,%|K
ME6%YF5[A88|JFY-3 %A.OIL9G,K>|1((R%GIR0Q!U61U#J@!0K)*YBVO,\$65
M9S*SU\$@>9C%?D6BH5'%4=12_%L>MMJ;_#-H)59BU?|_MFPQ!;BTD85S18:UJY9D'/-
M_@:==|\$WMG1*X/5E|^,T)P*4ZOB/*N'0!/#@!_MFN+\$RJQRWS8QS%&+48*W
V7Z3CDRO?5?X.1=KS|'.#70-GLU8?_ZFZ:++XT MT_LM|9/('4_WAU=|QD*M.4_K43!:%|
<3MK"C7,E7*&B_+.M++9;2;P-W5_MH2D9/355|XQ*K3R3=_8|V;S@\$V2KD
_I+AXK_00VK^^|,2#DKW<;XOL75QK@<|?YQT"\$6%CW&/24S=4
M2ZQ+/LX+S3M"F!N,9G_ZRTOT;/O!3XY0NFS,27H65V(FCUL1_FBA7)TYPY&
M|C)V>INDT9V2:NU|1E|U|JP_^_4GD|ESO/1QVR^+Y5R-^I>R9)/K'8U8!89_MY&HR-
Q;0NYA#9X2"/S"6^'#4&SZ^+730Q|&W0ID)5|L:J|Y7R6XX@0X\$GD!6X;XQ|G'SD%J6*R?
V0/VX2D"QM@;_U7_P?!H!|MR)P\$,A_6KK^W0<<|.6PV58M>7J_Y<&PNNT|AFMZP
T"XN4-0>^0RW)RKKC_MS<>QP0D!N?X=FSO|@VZ>2^CC2@AV<%&Y;1X):YK('!/?
OK6%Z;DXG!|:@GX_M|*ZQ'C'1?99HJWS)47^Q5#CIRCQ^1'7Z8Q|O^F(.Z6H<::S
QG=D^M2B|RG_MSK@(:R>7J!<=I?O.FOH31@|.(@WG)(CS(OHG\$O@'+.-QAIO3-
!BV=|6+7|_MYUPNG?CTD*3XA:\$9T@|H847F.'\$/Y8^^#GJ(K0S=?
MDD..XKEVE%X5%Y4_MY^3=CWV2H%TVK'&H3P_S|/K<-?
|EX5,GK|I-8;VEROV.JP|K|*)K3|W77\$K_MHL*+W|QO;P"#%7F9523*&>"L|'W@PL
M4FILJWLT>L76;J3WH-O/5(D|#8LA|=Y56.*F4_ZS-?1'Y5_(%>JV76#/H_M9I@+R_K@:"U
P;/9L_*ZT-)E_./|<,N9:.G2M'K>\$D#9+>LY_(DUKO:"V"IU_MP#1#!E7,JBQ/E@"Z|MD7>4?
0(=A:~TM;2P"?U4SG=YS.-FN1H_|N_J?%<^Q!A\$KKYX@ME
MMI(+D_&R|91)Q_N#PRBF0>*;22?_A^|UVWJD@6|Z)X7N2.0DO^=\$BE)|/=
M3"@:J|9)D66|K)G_*P=IS)N|47PK?^)(;Q&==U&22IEBX*6DD%Y|*%|RW9?N
M|TAMX%7IRO>82Y|%;'H#K)O|MQ3)J|W*_AV_2H|0.1;.'1G6V|FS6Z_?
\$%L20X'7_S2H:UKU=.X68-..8_?@|^B3>|:Z_MZ>V'=.K)8.%Y-
<"C_8\$P63FJO'91625+I3G|TZ5(C4^/&H%"N8"YA_@17,|
MMCD.A_X);0E|0KJ.QM6|Z_/IZ^EW^;DU*X@IB.EGK>P+?C_;9&EE:V6;:6?-
MICYA(\$WMA-R|?'4FX|W9R)GKE7)N|6.-@DJ
MF_NY=D#J,PT52=.\$M.3PP@K1J6B_8FNBBD9I,E&-+;70"M&GQWAW(&W7R8R: ^
#IP>*4+|^Q-5B7?W^SR8CJ4T/:"9"|HHSO7NVG0+C/E"46./M*Q0U_B|3TX+LENMR4?
%CLUE?S<: ^I#C<41IX@X_GGW#AZ;B>D=G'4+0#<ME6=_7V&P4
YCP|>JZ(21KI9|WCC;S9_DQ2'3.OF)?1#-_VFC./O@X<\$CXEL<
MFEM&RK|%+IO)#N&F|+O6_C"=.S;_D!E3_O|WTH.+
|GO<<40/<4Z;F@VF2B4G=FGUBJTOX_LV!S!~M@9TDEC;"T^7-?
X.^BAPO;S_9|4U<^:3MOGK0(+6|B^>H(Q2;J"*_7'SA@'W^3.4_C8"+FF!C|?T7>S2LXM-
8*U4|\$|G|?_M<3;A|PQF3TV8|XD.F;@;POJ9\$_->>A)2V&KWR-|P6P@#@B()BDT!\$

6#@|A M)SU_H"J\$ M> #O|M:I :E5)6=U|G>C\$EA*7A%/E|D JR.K\$V!0^(1#R3Q%5
7Z7GC&J.2; ML.>CA%G-"6#M|J:)PUVY1G:)\$^?X>/CEHP&4|>"1 M#4|S%_>
|X3\$(IYW'4KT@PH.?LXYK-83NU;|(2/*-V|/1|:C\$&O 4/XATNUX M@|S3.-'./1U1P4BWQ'P-
X% ^|3&COM<+P"E=ZYG*N;8LK2S;|/-?|YTV\$ "9X MBBM*2?5=GZYGRV6H|*
<|4^_XLK<+((??HK,IX9|+4;S)Z)-/T=71J/U%V9!U MVL3+N%RKM"B=^JLVB9>O4P;,
WCO0198?%OYFD'/W OFT|
N!P0|51UK.^I4|!SR/\$>|8"G9;J%|U+20M)""56";M2@>XYZARJF8%3?G+F3
M: I.5,,SY0K4J9^2((5FOK/.B3K:&97-//+" &M,4:(G8UL,N0|I:\$ Y%.-"
MS+&+TRPR';^NU!<0T?RK;!"G.O'0HI2P|Q./H4*;\$YT:|1\$F;57VE"=:P(O
M5SM_ ^DBO)E1|/%479%J|11X:|4H|_R2RXIR)1ZMNEFKL|JGGNP|@O=|)K"L|XCR?
8)Z8=+NTJL&9/|*B-R#H|S|YGR)B^=^ MW1&)?<^ 1,%GJ_-9NJXWEO@O^DT?|)
D|/%ZE!BA+C::?O">@J<8T|'&?T9OQ MYI"IL6?4 =-G&/IQG#=-(!OGYZV50V&
MIOKGJIA'-ZN*U_J*WON| +YIP|_|+X2Z-3+P=-QY.>H|B0>_W/FCV1WN4Z
MA7#4+1N%JN8U3L!S(:9T)DT3E&N>V;,+BE!NAO?0.YO M2Y#=#!
(&&:O.R1R4,S2ATCFU4ERO5F*A%:3>\$!-Y'#40E;2@J+<*FF3#CGJ3 MMT(^OY?
BDI/1_(GHRAB/*,?GID+CF2|CZA/L?M.28H&6XV\$=XML 6T)F3&7|
MLRBWU=D^=V?"PCT.VJ0!6'U3 "4T97L5+|&\$V7D|Z24T3)I4)4|;NHJ5AK;4
M04&.%M|827%|G^(P8|J:XKXSR!'IL#24:.*+G+Y4G:#=ZZ -NJ|!2U|K=-A5>:YP@IKYLD
QG|N->1:/'O@ MQM|_@4ZVS>|WRC4\$%*HV)3A|'D";|.33U3K?
&0BL=60X3TR"66\$K%7&MX2K\$YI(J|!GO"l9?RO=-2)|\$@K1!P7 M9H"
:DZD6#&DU=H5%DRXYIH=M8%04U;/GH%O|KC=;C8L MA|F,9F/(
OT9#KMVR^W9I)93C+\$G9=[7:%;H?N:2428.S/W MFLF=D|LIF
4@|)@HD^@&4O|"\$(5"M%>* &2,&85=C/*932W_ JFEHK+OQ3#B M1K(#I.L:1)@)HE?
O)*3P(F<4PULOS_ &NPJ&LG&=*U-PA":#|'^_KJF8QCY)%^WQ8K:=G% M(<07^MS2
OY^)|GLH|*(@8TA/W|HL*A)N%S_).0-5TN|D0#8FF.15|,"*EQB M5' "KB|"??"^),"^;A6/.'-
_QA|7S|FR2,+R?|)'H:|CT2VC!TKF(CIN03-I
MK&FSR,'1HL\$ "8Y|B|+ _E:"EV>^%86O|IOS&Z|CGDL-X5O(?;W|,G"!C8E5%0
M1MR@|4E)LVLJU&ON+Q@H *KB=Y\$2'X;KY7KKYR-V=E.I&U85&|+D6#M8& G
MJJM/K&N1!1|/_4QBB3PCTD|@O+M|O=W|LKRH4 MWMD_6CD|_3?I:&QA6I<%+5
VXK:TWY!/-=)QXY\$4|35WGJZ?QK1)2GV5^>;99?SX^6BZ0DVP=E1L1 M|M6L|?@AH
EM?OB!+=#;HQ5PMXQ*|&L4EGV_1\$B'FMM^S^1R5N|M(O|7T33X M|'D?|3^
|;3.MY.;RG@>L%X|7:FG^;Q/PO=5)VS&J6/72QF\$/XQ6TEZCS)N
M+E57K3QP/T91E_LP|P|3?;#9H+;*\$&I&YTW+0#4!@?& V=Y-Z_ZJ4H_GA3I\$
M"2CGC|GPA/K.L'A3U&>;%?1GIU\$0^,"<*>?XZ<=XFZD@
%B%J^7.AO|P|BDX@3I33#SQ;O^|S\$Q*55SC;D'."X@VK.EIY MAS(U)AH#DC+
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M(G;YMH=A2_E18V>E4&@|I#5;-O8P"%@95JGN>=\$S=+=-YGV%FS|U MZ009;
|!0;7)71|3*A'E*&=F6W2XS4RZ9X|S#>4R^"4KC<+#\$T_GU5WPJ3GR
MO7Q.ZU_4LHH<3TR<;6E9GF)5^WPZ- NZO*"#_K&|E#2%5J3)+|S"W%X0U|2P
M%T*.F)E|'33134*>.(P01J|@V\$8%OZOH|=S9C*KQ/WJA_ ^5N?4UTFP86MWL
MAZ8|SR*E-O(^/65EDTYCOV|^VS;^(_SGP-WN0L"?ANG|W"|M'VKA|)W=X|8 MV#|
|5;D4|'+=&CR;K(,(5-Q7D|)%EY?_XTUUXS*[6UT1+Y?8D>GC!*"^6YV2 M=>S9KZP9 M6?
GU3EH&6VUR";P 0+,7B4<@=*XO;GT.!L%<>O|O)YES0XQ26Z
M5'WJKZ_9EU'B#7\$|Z6YF%0FB5?|:YJ%#7_) "XT2D)^?Z+M|<3J3SMLFA1?9
M!EEK6|"GC:*/|+;6V/ZG?0C(=S|,GTG-C7LCNFV"|=HM:.WJZNC|(*)X>3Z MZW?
Y9_ZINF5|ZZ 0.IBG,#4_N*/PU8EO6L-%"%W_K@%:G*H-"UA.*W*I
MSEZUP.DM&AM+H1:FN:MRKD*\$W.PA"?CR:B3|=|NJ2S(-ISQ9|JSUN)%22?
MTZXK000C4R;'E|CL_@^5K"%YYW'HD#TT_<@=C
MAVM(SP!+=/=UO#J>9_SK/\$(OGUY4X6;...!X04:%SXR4 <|?_GJJU*><:T;QT4.ZU0I
MHIV.5" _7,H1">V|.;L|^_DMZ:ME_?/*O?<;UI*FYRZ;/QE/)K+D4L+_ZB ML8)-
ZQLB|XZ|IH=G4J&&-73G/M4;'S;^VC#ZE%_#M3+24H)|R?B/&5.#3+
M7)O|>VN'<0.Y2I-S7ABPR MYM;?
T2=!5*J+RORK\$0,SAG:O_JML%,DJ<>5!9|F'8#+&,\$G:"A?--E^X2;*^6+)Z"@6#|=-D:|!
MAZ?;E&OGW|HVL.MB3|+F'AX,P|S;Y\$9G-#|9*X&A+3*5R&KYVM!0S;MP! M\$5:|O=
<%EUC'^EFIEL(<)>)|!!N\$CQF3F8;S9Y=VK1I'^6/73R8-S2K2 IKW9
MN:G_,N,\$UIS:0HL@|WOL3U(5P,|F*|KD0O>P'\$_B7=PL|C!ZIO6\$|&JC6) M=S:?
I\$1+!X.>NC5*F@8QCKRPVOA?+GR@V;6B^I7O3M^;G/A%';U_-O!R_/X>QU&->5N'(W
|7:~J MJYM7K4D^-U8QH8<\$L G/M>%Y>'8|KB2VL>FMA.5V^?CWR>|*;X!).T2P9

M@Z(W.JD[KM]UR\!PJ%\$1V\$DI' A6^==F[#9+S)N,:OKU.Z8'.+7&S\$U@BR>
M_LM8/(!Y3.=2_?&J=TCU.5Y)^P%|^11W'2T5C?\$JDIKSXO^BGW%_GOKE/I* M^(-
(OH@1;OR3W&5'78/KNC"6/!\$L#6"4 MBX_CC"-#6G)I_)^1UKB4TUG7PJ:1JZ>;C0K=#M
MA3LS5ZTX>|^CQJV-DHW/D2_=+#2@4/KE5FCI"575))#;IH]/NP#>+*=>?
+D)=@OKCN? M=W7SUCD&7W?,43"U)FYX!G97/9_ (/3IU@K0TY+6B3&'I%
I<1A0[HME.M], M1.42;W[X':T;G?^HZ&KE5WT7T#0'N#?
M;GN>|0C<44V<&KRJ&+0&T#P=MV40H"N>?? T2.6Y_E9 ?W^:?.IYIPNORWEA(C;
MHV%J_?R;E^|^PO3_#W70'!=4UOP/GYB%K"*PKH65ZJY=!%9I2@FH*Z@(J"A5
MBJ(@TJ49:EQ741%0%%!;4 1\$"+UW&PA(#;WWA%X26B#PWIO "JSZK.7Y/= _W M_
.YYI:9,S.?F3-GCKE\CXWWH%\P8\$F>,G9L2?FU-A>P_?:NG%PZKB;:QAV:
MU9D9D3,0'M@/|PYWS2/H.UGWW5#VEV|**\$F.=3|P->, |0K/ISA<%113!G?
MB:D:V|?:=^CLKVB+X19?O1X:#!8UL"Z_R75++QIRDK1OMGUVUL:O\$WX_YR8%
M+KRJ>)M/-Y70%DQ\$|IV1UKNN.E9,%U0U!%4:8MD@.JMYL;:@\$C-9&M.Z(Z6-S!D"IT;!A
M?!(C^(I!V:,Y)TGVH)^S%;#C4W \$A5@;.
I%=QD1R/%>|2;C\IS5*>)E,W_0:7|U.R&4HX_'8^Z9GM|N||H"3
MHHGB%.WH5'X)#00V/H:V8|@G;VS &TJ9%@114)%H"2.I W'&8PX|A-> MYG<5L)A-
U5Q)%&=ND\$6.|AXJFW(3(G06O|(L/T1'TEBZIAUCVO:OH-^E:IG
MVN7\$28K'0P#4|PUJ9&!LU&1?UU)GKT:5-2==;BV'_MSE|OO/C."B8STH,Q" ME@CG;..
(D"UO:??5WP";4FQD#|F-+6|Z81A@'PY5>RYY;I6V@2(>09W#>*Z M6?
O2THL9/H@,6U0VW1'95;|_ %V5=|2UEC,\$,? 5K95G>X2*>9MC\$V7'XA6NPS:J8
MB8%#W+(-75CO @WG-6.Y7IFN<@NLRW!0C%3);'B|X|_1+T44U/BS\$B:N:N7
MB?!6>N#;PE:UI32R-J#EF=89+&!A'BGVZFW6A3R*,T5906=V4N3|(+F07MF?
M\MK67|;"*>&195(N=-D*J;(P7)B(/,#AO" MP3YKTI0&E;E/Q|/&LOI<|.LS-S/6TWV%T-
#BR12RTTM?Y+SO;C
MWAD)V64QTSQ=7A4H')O_'2+GGJ=DZ/9+*R=KQB2.76,J<=&G(=ZF4!S;I./> M2Q
"DB"1"K'C3I"^-+@RQ<3|6_\$T8FVVGX^/I'6HC&RH'4L5AH@7.|2QSLR|
M6X#TJ337J!;KJLN('M8=BQ?7|3E,|.OGM61,'^|D.UQ-\$|3#6O:5%4U!+E+
M=P3^L#81."|-'M:'L|F#%_?-VC;B-|ZT+0.+@@. KDC MMWL K+8TNAZN%U'K4M52|F|?
J.FYGP M;-:X>|4((#734Z5-M'"*E|+D4RUU:G.*->%%R|5:P?
\$Q::0>|R!*97IUVX@I,T/H3NMOF<2>ZC(VRR|)%6_@:0-^M=S3U M9B%/:7/"X9_*
"/8Q7>GJ#-P=|4YT#|;62V:KY9VA^5HY;F|!)1 &;L=0. MZW+"|TZB=5&R '\$A:/'B6>-
BK51HO)UYD-TK*D?AQ?T.S^\$BZAV9F@F)JW.< M;5;|&H_UE1CFJ4US&M2TOW6MD5T|
<>MFAB7-H-SKO?|79\$ " MT3AP?KI,|*W.(N)39|;)4NAU^?*\$YH|
0HX0Y^JM:D5<2H@/<)&%33&MSV MITX648;:M/'"+5&VHL9SX* 0-R7(Z&T-
|+NI=%4HE44YTLZQ\DGQA|<1XPF| M0/MOOK+"N;
>LI1&T|_.&6WMU6;Y>U\$^W)SP>.4#YCP4|H&A|6V?|KAN - MU+1R?
\$S|T7CHEGTJX_IW92B":E7?A"KG^TD<4^X|>S@4JJ7"VC5-?GUQ\$ M|>_?
A9T"AHW.>".K4XQF3/=NW\$ M;C%"G1M5D72U-+J OA>T2+MOQF M9Z'?K)7RSIEAH0-
59I" A0H|3U1Z9J(JN_!PGO|*40|:R!R0)T8=SH4.|V>
MK_>=#2A/3",_ WT6WT53Z5XI7)G=VF(KO2|G*3#R?Y?SQZXALOF K424J#|I\$
MOBK|J.^\$*&\$1#:9N;F<>DE#^Z^|GHG3'E/R/XP+G@(-\$Z0N;@&|_*T*MA5UY
M:OH*)"4S1Y=|VV6K)VT1'+VF|&8R'GUA.*HR|OWIW"350?&?9+ DAP*WB@7
M&8GY|.VG.5'Q^|+!|T 08A|SCHSWVX>"\$+P;*P?H1B,F5TKSXXKAG7(5T'7
M_NGGF.L.G9&|^VV""6V\$FK07AQ@>EISH8!&3@?NV;-?%7X-"N7
MC:GS\$|1'!34%MP!Q\$/4F3\$W=CJ%E8D>??P*9H*76S6E',_3!&P2#O1-JL96 M>>P:?
GW&(X'5EC-*M#821GUX0)#&YM5*EI^R%W\8X#&_%S">2"<5V1UN-9J8"U9K1_
M;\$#*OTP6_+12^|I%\$NR:Y>.F:TY,-COFG2TI?RTBQ"TA1|!MU8CP'^2*#*5!| M>C
D6"M'IOS;D);. ?IOI!Z# MK=/687&X|74#MXGXU|_
^+^&LQ(K7V6=5"SUDGGBTAZUI^I<)/>9MIN1/;< M_:+JQG'?&CIT#AA/.4"1?|/;<
(W|<=%3^P8C"49.Y(8A5PT;LYAOD|*&65H' MUSNJ5NOS)1^&J'2_4YBLG:-6YJ)=
<_400QE|<+:USMG=.W|VVGKQF)DONIP M>KK),^)S"IJ^@IN>F<9PX@/'N5+-
PXYER5<29,Z4 Y6ZQE9.Z!KIG0'(@G MB)H|Q4FF&;9X770^?
JO#F%XXB(N9\$*|JIXAC;TZFS^V@8R=IS'M47*,W85J M'D^-38GG %U,@=C*|
M1|GFVQDC+)L|!.7YMR8GA99/G,E5:XGMLP|B775Y
M%T%_:N|WSJRRAYT+;XL39DU9|* MU*FQB9RH|'R-;Y%AFKUO*;|
|E:4|>.F'H3HK;T(X6RE"@HU/NR%.. \$Q2U/L
ML&VFC<,1%XLK@3?,"J"TTT1%VP=GG1!!BTA,*'&_!,T8B|-XGS?*?I2|H|
M:CE8F_W(I%K:M\$1S9FO3'C\VM?SJ

>850UF<88:!'/*/'8],KU@KDZOI_740Q%::X7V#H\W[Z]/7'T09V\JC M;)JDST^?U|11-I::
WL2I#GXJ3-|56#8?WA*,L)915G00G#\$=5?OJl.WVO/ML9?8T,(MVF@?4QD^+-XB&&?
L=/DKB(BZ8LN|G72|3Z8X?!S|L: Z M?|U6X%N\$LO-N-B@IR#LR!
IV<+BNP.=J#O3P9F98>2EU4KY,%42|CLF.&:(\$12 M2|4|3_Y)-P%1%FIW|0GY\$;L,0,
(.!VP@DNGS\IN\$-8+^&1S3>-U*3WIJ<-
M<2BNO*6#O<=|O=SW\!'UTCE^HK2|&>@=P^%RESV,+U8^N!|7O;I.5"SFD/Y M"
I(/@Q:."#%Z<#4:)U<6<-OH);RT7^F=895S5R=8#H@R>C8YVTC=NZHFS, M2EO-
HJLB.O>';%RTYO#78K;@?A|M|J3J3|GP*+DCLOZD/GM\CH-7S,D
MF?:BA9:%E_T04GV^K<(X^M^,(|YD|K H\H9|TG|Y;BO#>>KB>"G>H;N-'3W
MATGE+G^0S8,S?2)>PS4MSBEZ\$G?_J7B=R=2Q5TF7^H%19*7)
M7:HT2JZICPV:WNIR>|O_''QL%-6SVDT%"D>1.S,X,U^|1X/;
(A)908F08WV6J7MAC@E.BG6LPH 5 MI^,&-
C#WLPGFA+QYS+FIT;MSIWC@'|768R&,84-DN S0"#MU9#0(G?);W1GX MEP6O3D/X
7(6UQ_(WV^."G|%3PZ%6UW Z\$7C*TUOH7-+TC|1L,^=-O>V4|W MB\RA^&&X;I)(LH'S7
G'+5;? VFJO_Q'+948^UCOKP|IE|2%|52|?Y=0@=E M>W**\$&;RZUQV'-EZV0V='8?AR;-
=M&91|+UY#XGYG4A Z/-)YJ:T6?U_1N5' M>|!'^RZ|1D9WB&|T6_R,*;WP&)
,0Z8V',Y1V9@6I-8!Q|B9T<^1|06T9T MA5|E_4|1>BTW(MR5B8UC|A5>/8ITS;O
H@,S23YD"(S|VJW2=+'S.9S#HX MN9:+N\WZMWT|K*2EA9K)J#CJM+@8?83E
+WA|;E(.Y_9=%+X;:>5UTYE_F>D M/H V|V|4(9;)^:6/B6|'|&.)N\4S6\$>L&WFB<^/|I?Q;I
WE@.(B|D|26"3Z5@)NG\,\$#|W/B>3&IJ+TDL)E5E9&6-%CW6/?SL#D9
MEP)@<+V;/S|K|V7'.2#X<5X#9|.LKF/9.K3FJH9 I|BO,YN"\$0W7JV0X|H:
MG&VP_WP\$2E|(\$4U9-H12G1)DJ=(H9/5DD_^DI=T2#R01/'\$IC*D5O%D|^T-O7
MOGQT&CEXX\$ _RR?6XW%9=F.W|.;,41|=G|@85,/|O|F\$M/&;-LERG|P7
MTD4<0A|'P&Z|1C9%;<3E>*?D?-499"E_W=D:3O7V(.P)X5JZ;ZF5HT.%
|E<'TE6)0SS#2R|/#|)CES/U MT#|\$|QY6J|;(A?E-O)9PA3Y*I2|
|I|%U/C^QN6:&J)/A|W>A&SX'PU.30<=(M#N>);=AOD%|\$3K,-7)-D7\KX_3O(+P-J|?
=Z9\0)*-';+D@RM"V:AY:<'S4K..2?-M|/B0=|K)TFE-7;:\$P//H79T%)7 MV6^VH6|
O|L1_R;P4DD|??T|I\$PYV,DZ Q<%ZL=HBA MJ
F4U'FS_:5K+=%'1IP/^FH)V^:XP4*,>.=SQ@F5:54AA@SQO)5-%L>LX?H MI^4
)B|FJK|2#9;*.5G:-V4<+Q4|5+N(D-L*7?0TQ>7.24|G&;OF) |E''? MA#%|>#\$ZA=WIYQ
*@85U"E+1P,H'_9&T+%AM-4 M71S.^NO5VUY_U-5OJHE!ISI\|<-0@8
MP;SGW|;U%;U*HKFB)WBP.Q|E/;T|1<4#8U"8|RH|I.^T)'1JPI E)N JK M-
|H*|8|D|YG3)XX;|O'%3X5WG|8"EGW#^AF'GUD?H9_F4S6;/-FD M)W/L>:3_YGLVD1-
NV>'@C2?5,.0O,N=8SWH69I1G|'7|4 ;A4P:\$#67;: MS|5#*-GLV(Q|H8|;2Q=@|
|'CBG,="EB6MQ|WIX=6R0_&8_9T*/3*(@IL19VXLX0(8|L|H(59K< MJ|A%|BN>5)#,|69*C;
|A#"5^3,|L#8+-=9D=T#;X>Q,X3W('.#.|3"ZRF*JQ M JNNV|LH1,585|IA3NS?
LG4(#@4OZ"G|R-U"R\$2PAU,Q7<98_| (E,B/(= MJKGUF,.G=P) /I?*SR+P=;F2E-V&&V|^)
|TU-ZM=8;:U^&\$E68E?TFUI9T" MO8KLLEDN9P\$0'WDG)OETR@U#O;P6I@?J;
O)MXO\$Q3W1UJY;U\$V&NI,PHYH@
M|1L,I8^8^,^RSR(@S=:&RXF90ZE:'H1\$O=*Z|/D7A|P|QMIP""KAN7Y
M;Z4E,S6C90'_6*U-^@FJVQ^+3"?C+=:7#D@4"TN+A@_0W)|6'|VFNZD2|Z;C
M*K2,YD.@S7Z_C+UZ2'/9RUCNASX_?KD,6|!BE^_S_|FI'4EM&!<2A|8*ET
M|!:XDHQ.>6Y^78*1*L6<:|>@%J06G_84KL0BVP1|IEY-ZSZRD3^7
|!)SDZ/*"M')N1G6V'>3+K1,Q|5_M_<4+A02_5A#'4BM>6|TELPR-
/&FSO"SZQ|^&=R:)|S*SY\$ M+I<1_I\$^Y8_8%G|(VM.7;1/%
M0_X9K/@CCF(^HJ8T9!!^#QB%A.F1#/N<(>|&@^6V*<>O9*5!^@U9%2E2HDQ9 MF)*
<;<|,"?>,|&|/-H|"=93^R6:=C@=?KJ(5XQ76\$4<#S1X'.17CEVDE^&4
M\$2\$9S*(@>=,)|6!:YA#,,=34V(HP#.|^,C0FN)A=Q#4Y-|
<(I3,QN\$GDY\$NGDDQ|>B|0_)E,I)?P#ZZ73P,V<5H@\$Q*MIQ%#<'?L|7YE1&
,',,9)>4,22CGYN(Z0&!B|2F|&JTR/L!;"%|38F4YN\$8U:|W-GI?'8B-J%R|6|HT1|YR_*7;
MZ<|@Q|P6|KF*BIH= _>|<62>+|X;RSKDN+%;EMXA&I+9GCF;Y5TL"|R-'YB(MWQZ-
9OB<|&|BA1X99J3)K|^P PLH>T9BCM7YN'L#Q!&^TY;>|H(9YO'GR&PA|H1P>:(5 ME|
9VNI<^U+SEW|83Y|.F?K9%0B6M NXRGF2ZKIHEJK?=-SF&TQ>IZP@7
M9LR.3CRKVG'^PH_3@|LJWK82-|&2 A|'8N4|G; MKI7QLF@A?2O3LT.HP!'|RC?X8:A?
<40JKV;E..?DYSFP@J'+!-0K/71J.X! M2&VL>-&K=SE1I*6 LRS:QG:2RW7_Y9HFO7T-
/TU+;9@K|9%((% M(|+|1EK-"W0/RO?Y)DUF)6&R5*HR|PO8QZI\$V2V#FXC%Y
(V@IX@C3|3 MND)8,#|7R|2;)O.T|O(*'=YV|9^6&79/H)>#9?:1<%YURSF1& PD|6-TL|I<
M=8DXLC A>|JXW/ZBGD->&\$ Z27F>SZCQ\$2_!|NE;&@G|&'!E<\$!("#JMO/=

MR0\>)^,!^QQ+1%:T8FSS\I(,!OY@^E':IB1QHL(B>").?Z^VJ1T%7M7:'A1
M*1VDI/9!_Q8!^=|@>.@O:=3=-)"M"Z_91S\>XTVCRV3^ ^D^YFO-M7S@R?=@L
MH3SD50R_H7603=U4GOJ7%:O>Y4F21K\PD(#1X/PUX#M\$-EGH08\TK?E\$G^
M0NU4>.4R0D7FD%'5I:'T6X!E\W#QBY9F\R99QGF663&4
MKV_FE/BZSAW896;/&#*%=(N(!7#5,?.U7=J,.4OZVE%-AYYID': "P4VO.R' MI.J7\N#M,5-
Y851>;L!<*,(Z!\Z#00Y"?Z=059QL-!.,|&*GF:JYBC^O/&O M+S;UL88XE*);OK=NO\GP-
#X7LR:JGN*A\E9!\HXT\:(5TH)VA=+(JXV1_MZ/FN&@.#0"V>5D-E@W88VF-
LWWD4W'B8(JMJ7G_9*?.VDDGB5)?;KY>!O/^E9_MZ7.*
,*6%5(%+:6::@>KNK)@'?/!@!Z0*LXJ+J06!2:"U67VUR8EHT;K)6(A
M':8UW1QZJO0/(TBN\$:YI%*!10A-=7*MRY?QXK_*^/_;K;+ +\$(B@B!A2\\$/4/%
MH0V1RRI5?6M#%A&;I?00Q9^6A<#UF,(PNS:|ON%#P\OTT\ID;6B<#T&;=|E
MI_N;5RU\$6J7(60^*;?RSSF.!O=35D/"/)&)5WWR8.L&:?.@-Q=|D/(S>W-@|_1M@&MJ-
4W"JTV_ITBP0NYPFC2I_5D6<#\$1XG7PJHM>/+<-G<(,5
MA9DR1JEV_N)Z_\$3(HIRF6Q2C;*84K>K)***|,1_H?!\MMJ0PUOW_;Z=!:.*759(S^J1E2Q
;9D/1_VRP8&H\V?,\$9,V%\D3XQS\JHFG
M;@.\$L;+H8+5R.Q=Q*0JMLS'+;!F7GNTIK:L\VG&Y"L0%D^?6W6>)Z\K9'OCI0^\$'GO++
MMJ:&45D@^RFV/_2B\I'I\PJXE09WM.ZHL|*VB9%CS+?#9^_?(@F=|TY4.X*M?
4(OGEY\4"6RPD_1Q,\$Y"B_O2?!JE=GE2V\HEGV;L&L"+L0TZS:..87DZ4!/0 MC?
T\LR"5&6\^C!*X=6PW^PB\$:M%W\JE8?;^=2C)Z92G6J"I7\B9\OBX8V7J\
M1:@^7:X'61:W5X%:L?L<%K0M>0P:F57B\UY#;E!OQ%ROEC?0ZZMGT3YX\N4
M5ZVBD@,OJST\AP4LDA:!\T4W95YJ^4:R2=%P>):HQ-<"\$F;HS:N,B;11L.KTF
MM!GWIYQ3_;"0"L9GF)9>+Y@7SIU"PZ'RV+!X3\$ATS(:'%\$4P_T?;&F8\|@A3MS\|MFGM
O+A_C"MI2M<9?+95YAQZ??):53V*O9-N=R4+7EP0NM\9=*/!R?9+JK_ ^M'\-
|N6S(H@9,Z;3R8QLX+1VRD/2L\FTM^_N?9L<+7Q2,IO#HW2BKUTVH56(M?
H15T'IF/3O-J!3F'ESJO(>C7>D)8VWJ9YI13)@>="='YD(6I=?*0-3V;ZT)
ME0%,E\I%*@O<_+<-Y2.3/<57>/8(X%,SEXG(OR:Q^&*D)NF4(JIR(H34*>W#
MX;K\;+P+N_)T9QNE(@JEEFT NE?I+0(MJCP"BOCHO_4#/P+2FHL3FP?Z:N
M%2!QPQ-H=S1_3^/\$K=1ODI*%|ZW14D\I-E-?>/L\MOE\|2G.#"<,L0^3D=,B\$|I'MKCX
MY(T^6\":URRHH8NV':Y/8&JY5272%L5^9:'!+.?L5D3_,M,|'|I-E%>C)0!+B
M9;|Z/O@#8%H1Y31Q,B+_22)\$?WA\!+@4Z?%A(4#*QL(86&7H2ZIS"QB02I<
MUF493/O'O'_W\HM.W:;!LPV8:F.+S;1=ZKSY751.@EBS6:S\5TS< @'(!*: MV 5(DAW1\I
I>I8S\'.TXW4JWF)BHA:;.&DP*!k^,W?8YJS\$^I M8AMNH1.).7\OC_U*^O\?,I0
>3T^>=8:7=&M;5RBB0543F'\I9,-H2:Z"@77 MO@,/Z&O;)2D8\J?DA8W1?
SL:;A7,H_4GH88KLEWW32YD1S\^4U0+PN%G+MT MO4_)8:1F\|(Q^DZ:~/E-?
&GU7\!_/_|U0PP_7.F/_DO=^:.%Q8,BB4YD5+: MFO\|#*D/^FP"MIY:P88N/\$P:/3!RZT\+
MZ)OB>NK"8!/?L/61V24>|EP60X%OU:;+4-AHXG)WV>,Y'!YTB'^Z+M%G\$&&7O5
MV)^&08;8^9_>#C14NF@IWT="4HT/0\H+U0L7\VB8K&?NA\$%D\T2.6\$-)R!?)^C
M0ZMM=I;!^>|D:5J==P-Z@W-6P"*|DDYBN\&?06T&5=|9P-KNV,DO.7*F>G,
MRS8\%)U'B^KX?(L!63PR(7U*D4Z12U<)M0:GKO/GH @6ALFF9\$40\$B:|31M
M%6#_Y*;;|BTYHP4*4.<6MS^"BCV87&#>\$-RHJ1"?DAL8B/(3%VC\0'\$-VV
MGVV(%KYV93SAF9)G\N|+=.GT_2-6C:K4JA\#A\^JBW;V7IS:A'J>DI>EJ M6"5C@?
2!3*YJC-V278?(N>.&(M7-0VZ00 VT>^":FY0WS7?Q6NC4=L,+GB',M)2_E60GO:?WM
1A(\$IA_?&|59X8)"WT\2Z#ZIBSA2)=2)8B?K^X\+H8RNQM
MG9("/-2!VUXK\&N7XLO7L0O\|R NP#4)XWDR67+3WT=1D&!(@TRG\NGY1(9E
M\XQ2;XLEGJHY&,3ZJ7\0,EG\5;|O9LEECCO\6@0*1_8RMTSLHK^8::@EHF M>0\>Y>
#G9IW0M6VOKF5X,|XT@L1XM?(KP1^ZF7Z6-BRU#J_|718(N71F
MWT A7.ALSCAG#HO=<2#\LE>|U2QMK)IP;1""^(<'PMJ"3)NP_ ^8
M;|HA#NDK&55_%WF6D1? M9YR?&7_::M5Z!LP)UAEUV< M?K=:_;
(TEB:ECT+/95&73/ZY@D\P*/=M,B+).N10;N(6PY6ZMG.,#19^U1GG6 ML) 5;*Q0W*4V
9_)DZ*"6M8)R\G1Q\0PF(6G)IS4N"<:R0*"8J%A2FLEG MLL!-|I0',5-
N9E7&\$Q#1GZ>\$B!2^FG
Z#IA"K_(VF0Q)F")JAJ0%_-=7YG+N\N.D<='4(/:'LO/5#K\|MFB\|D!E:|G3_H937O2(7
M:;+XN;7"*FIE:|1W;:|8V\XM9MQAK?_L>@U98;|E;4@M#4A:F6G)N.OH*\$3F MIH
:/RWCYJ+,KL5*%|*8HY&@\$0Y>K Z:1.NNVON/B_8IV"P7K=UW MJM4Q*|%'7TR\.'QC?
+'8Z1Z#P"W;(*|EF20HWI&G;L!HHR SJ MQR\3F;RLFD(7>|IORM:1_*
UXZ\|S472^VZJZ8NSF5P8CX4)R@A>|M=OSI+0, M@4V1N'&WRJ#':8#LPX=39H==U*
<=-!DD1I;TU642SDHF\|P:H8"/='0-9E#O M4ZS4OW.|.8Y8?
I)W'SR%_NWS/J721874'B)4P^ ^S3FRMI&QK=GBV5BF\ M9 MOSAJ+676

Q>^S&*1K3A*^I#(71 H%1N
M7W0K5%!,_/HhN)3,\$X#5FS2E>|'"3BX(K\H\$|USQ2">@/#*A;NP>V-! 3NZZ MY,&2C-
W!U,JF%1'D>A,@\$O\$H(=+6CNS|08R;K;JW'=)F/6N , Y= ! 5X*K^
MBW%VR('FO1A\$ZM(V+Z|'@@QQ7 'BV1':70;W7O@SX?P\4S\$F&L& +T()9S- MUB?
EK7-Z4QODV JNG!P^|KFWU_-UP7?A8973RR)|H@Z:#2F#!-5!@QR&(MJ
M%D7>KQG5"%>DYM_=(J9?PN8WQ_.,?;-^ASI4V+@4PE9)+4,2T.PGZ6 P.; M
%=R5UI?|J91D,:!\$;G|N?6QZ7, \$H"QM(EODYL!ZZSD0,HMS;HB2K6G-AL!
MP@WUJM=|*1M':HZ 3^ 9P&IA5ILC/:1091X0-!M^%:_|@O(/3YYR.3KN!N%F
MGUGN7J>HFB%ZQY?B%_+,,/N^RCEP\427NT/Y|'"9 SJRI 9 6)8-00^W62|4
MV9607A.0X+^;<.%NG0K\$20_-18DC)3|'"%Y6\C+SDK#=#+' TK6IG8(:%>|"-+MX6|/-F_-^:?
@!5LP26=|HG F+K2*J_800<4)#0\$Z\$UOH@)V4+!|DQZ5@ (9U! MOP(PV4C*)2CJ'K|E;
f(@%K--7>#P&LC5;Z&"@N*;A;\$:XO|_|.+F|CU>W>6(Z M?
YP.E7ADZG9#=#BOK6HG\$_.X')*.,->_X8KY= 'E">S/+ 9PV.1@@7U|_|@ M|
|5+^YE>4XWY<;H9F^ML(C'. M8_*<>8.(.->JP'XUAP4TU)Z6WLI2Y@63
M|)L3&_8,*F72>=P V2%_AMM^31!|O|Z4M6Z3F(L1HK KO1R"4=1(NU|+7WO
M>+B6ZU;\$FS1.T8T4@|?59|N>U6W#{3*)J.R&@.@!B:/A*DH^PJ&0UP?K6,A\$
M7O2SON>O)/P\$UKI_|&R|ST^% 'Z%.<#.A77O=N.AO2+E +=T0F4AX-:=9A|HA
MM&0WOB7A%_Y@>/PX;#T8W.Q9T3=0FQ0+D(|MO6E\FTS<7J9=M|BPW Q4_*M
M|90|L.8:3P#\$;8J\$;PZ0-XP5_U+8"EWF(PBJ64K|&/8S-^>M3|_|M:15!;PJ5_81_#YGE-CD9-
2L:|QB|200;%6Z_\$^|H6%6Z/@#VARU=SCSWKV>;_MFTF"GVQE8DP=R'+*>.^1\$J_|K7;
?DZC MKEAQ?Z1|X>+1=-*|;F8.'&!0PKL<|U99DQ\$;-A"+T+CWI MXW6\$|)UN7G5-
@X*2K3M*[4\$6R)|&YPAR5|1R6O4 MU.|*|Z?PT7@HW"QM:'P20Y>LT#@3>\$?
U;|:002UO4|GTNKWL?WC^0LER|X_|M(5@V/B@3\$Q:E 00?)U/'%M-
V>1/1JAJCBMO3=|:U#ZIH=M-W#FOVBL?Z1VT
MK|!...XM\$4!X=K=V.PQQC2"4Y|CL9=P3YYU1#SLL(3#?@OD=AH2_JK;|G7Y M"/G%._^
2Q%2=52L&HL6+RA'O)E:A<;@B|JSZ"6E_JQ_000.N)>?_J(:^H MR|/6H|-
B.BU/_0UD|%,9|&(PXR'IP0VAK5P0RU%K.W=,M4|+^UEG&,9!U_*| MJ!F23(C4)?
OL:G>|WSY-E3Y2&Y4NF53KO!6FDXQ.0\$WCJ- ?#;X2|-S'JKW4 M%|RI@5|?#"Y7+/GZ1?
22SDZ#R|6|'"6KL4_@ "V3 M^_Z?
%N2\$5&Z0ZY>_9L6/1;YPH\$)A|. +VY^C:O6A3,T&AS:NBVDSQ+0Y\$ S|
M|!#5|;4ALZT>;5S72@A?.V7Z4*Q9CY|@2|VLM?%T'?Z^_0U!^=|J>(>:^<:3
M7B/DQ")E7H&9@>">>|/;^03^/ZYBZ9G4WVR(51P!WNJS@_5+TNBVF_(HTF;/4C*
MX*J(|_YMF@ (W_WKG0U,Z|)%*&^SB\$S |HZU@%80=_.5TX*5TS:XR:Z5J>H8S-6#*XE_K|
MD:'E=3H33/*\$|H#^9G 4X>%Z,Y@O=O|@ ("W2| ^8|)YHULNCS^_|*>3E8|53
M+G&KERH*TY+^_SQ#0B|JY_-3O04AS8=U,+)|*7;::NF_!?
8| (2!4MXVVQ=2|M=A*LZU_.HB^>S@!KNET#4Q+2PC+LI/26|N/H0XGX/FY
MP7+64>=M=Z/B_:=+N|@T|E5S7.ZE" ^91HH(7#L*^BD|08+F|>8*ZDH\1L.7N
MP|*FY+/6J!3BB#?\$RW?^NUN>_'9AK5&QA/H|V%=9%!_R@O_ =+!&P/#|\$=;AL M=-
J"J+%T|H1SL"\$6XPB%A@>|. "O64;;Z?Z<|9:&SFN3ZI1=!V3.F;|;T^H- M\$|?
A38*:U(K^=TU:(I0V,4AZHHF/Y93,'SU^(XTCC&_B MF:G<*U9!SNY*TZ'ONOA)VP8 B;?%
T(FNB)PG=%OMFT|"K51I*-|078564|S M 5--9D96+8>G"?SV7^J?_8K9JGI/H|!%J*R?T+
=Q7007>Z73XJ;7KI7RZ ML:J@&RL)C;"BC;,'Z1S=JA0NTK-9;.6HHMCI>DL(WKZ"&6D9N
O&-H3YR'K1 M1DJ;&"R|&F'S,UGFR@|>-JKBQ|/|)XU3G=P=?X'IGGK?;,:|N97|:(E:9 M-
JOOV/C@7/X|EIT=?7"(&.U,DLMG!GG,3_F= A9|3@_IXQ-1Q|SMR1J|Y<
M472SG4F1GJ88S)_WBZ@/E3K_L,8S4H16AA5\$U,1Q!Y(/=I4/>QH7C3NV0! MO-
5,/CW^#R?PAF7#LU9UQWF:H7&|4.7%_.0ZSP8G>0F>\$#53>SR_-;)(%>%W
M%W@1_I^C^URW'CK3,+L)H"|^;N< D56/<=QQP,BZB!"KV=VT!|?19A/2,?/!
MN3K>^P_I+ _DF4M"/:K :H':HJ|;/>F_MV/_:\$J^#
<=@(7NGXG=A,UUO|KR"TOGAW,;,\$#C0<1:@H MECA2?%^,\$4F
|.YNPP,0&PM@)).@Y+5VR|VIS6)_SW4AJ#|K&GJL3.*9_F,9 MH4VIJ'T &\$C0<
O'Y^6H2/T|M1,71LUL>.|>CTM-%=|(N?4NW| #8P6TQ5F8 M,J_#&|;Z9\$Y(&2K9:@GF=
ND=H_|L,M^T6QF^O:L;8YNYI!'R/U:=* 7=97P MWQH.%F23|TYL36|A#04A4
/Z^PRW1^NL-\$KSX3OR3'AK; 2S3/!=|_F,D.0E M*H)7U3T\$0|U,X6D;UZ?
%HC4PM|DKV)'(Y!|=|@L=C3TV&PK3U?5%:ZRO=N. M_F|;/-
\$|ZY+|D@BO6%K;!5Q+WW6G0?,"A09LWS%^|_|#@ M*X('WP/E,A?
ZK9!Q#JZL4)1;&5|_*16Z\$/8*Y;D3A)Y?B?-ONA4^!|=J22 M\$'IW?LZHHECL=)T!"*R&(?
E:B(|/M|6^)^7KYQ%WW|A:>*+G_T1#^1GW7X6T MGP;!8_GBey?
VL1V+BW06^HVB|4|Z3|;|D,=|H"XZNDQT.E4_!U\$E'\$<41^(:|'\$H%

M9AT^1.S_@!H?;=YAG'PTJJ2>KK#DM89R9G2/BITN"[MC?V()X8)>0?0ZN
M+|PZ#_JD^#S'>X|A;ZON;2B<6Z&(/E+R%T2>,6|IR&9VVU8L!*"^%_FO/|0 M9!|7-
MADZ5T2+|H^/^ '!|O\$O?C-##4:98 &SN99;&M9<,(D<^1^#RPC|8CE>%+WJ25/XJV\$R'
K!:/M!(VN4-BW_0T&<):84F#<#4'P,,;|K+(7/3-BPB=IM\;;9.=7YZ)E_R T*G(@)&0?
Z8!>W6|M)V"U+1>_VL\$Y3O|UU9V0TH=P):RV<|*#S H\$JD|V^"6&E>ZKFZJ992|
(^5'-=9;;GEP10%696#SI5\$<+SHGTE=C7< MQ<|@UA?
_!2\$P2&Q^,XE@3(K3PPR.|^D\$@?32'S 6L(Z%W5PXZ6&;AWS"Z+9" M;C%TL?.| V1
GV&|9/<>3TC7FU_7Y=OB|@O)?;ZUGLW)P0|&8?#FQS*M+
MN|C):\$4Q_MEXY&E9.AGK^U;PP.EVN3H5 -3Z#OI>G8+X<+=J7.P#:=|@Y!/
M,3_E=;=GV^/=|+/HTR.0!H*|R2/%?SH^@"0/&C ;8^|66M)6;H8,OWZCJ<%L M0;|)-
@EY^9Q>OOD|!#0!WN%RXLV6*'|@*_&^_9 MJDP_%1F
|YTPYH,G5U!"XC=D_FIY!*|!CO3CUL-!&Q17U0-=C.3OH*MWO623
M1P9!;M9ETfVZOPV\$LSO1M1R5+;D&BOPZT^NA9RV&|=R("/%GNNG;70Q"HL<
MV%D<=U>;!(=LJ|/# @:%U1X;LSUJJ1_.LC_1P28?JI+H8!U2S(B;60!3-
KB2|S2^)'E"KV|P79ECG7|5RIOL9.(Y^H*(\$/ 42'T9@)#F^ M1 <8O*,Y""
|.2*KO:^MR^HG/)PVY*(|H+*BE8
MT/E"A;J##&^RWK.>%OJ3_,8PP+7|K:XVX4"|+)+4.;2'SBZX-4:S;
|AU|@:+_D"VA12%JN/_BF,=%EG>X#O8HK!%%EBXOO62%OO-PZ+, M3**%WI;8#@/D-*
|9WMV+&3<3SE7= #@|!^')#;P(S35-.0D>D3PFZ4^ (M0Q76PX"G/U^|.2=H
#YJ\$|_KBLLY2LB%OY_/CLKNWZO/HBM:Q:+8"U(^-MA@5/?-
S5|N)\$423DU\$&2X;W9|L^K9T'_|3))&J.-HXLNVHY2Z=9 ^\$R">D= M?
LFP/8,|\$,BBH|6/^PC#\$1RZ%H-0XU^PEH9!*,S90IR2,!V#YEW<5TKW7!C" M7+NM2*P|
<772|=2|8NJI9;LED" _TVLN""*V=VTM9A/"!AL+XS6W%+>|T*8'W0 M'A/= \$SRP"4\$,KZ
T_Y3*B-&;J:\$>I(K=AP,L;-:#65|SR#0S)1!P7O;./(. M_N|PD|M0-
5!H(LM09R,|6Q2UIRS25IKETB#^!GP_S@VU<>L5&VV&P<9@RK;N
M#%_QAJHE_(59.=A3:BG =Z'>=O,F@/S+;">FOWH^176#524Y>4>UL_R_9B/R
M=KS(I5_|FFVB%6LV+.UBSTJ(<.+;8BW|@CR3"X\$=7&Q=F4I- #%FR@U#5ZZO
M68'NY8-'Z30.4C\$'0*E7GJN:<)8LIHW?J3J*>7|1#QCF?&FD1XGH&_B0R?
MSUK8.FK'7"\$&?2XBV-USS9FLU|H B(O^6="(.EH'G<"<7'|@;7"P/&U_X>&|P>C3FV5(W?
%E%7TNJBI;.@ M50H6U9VW|F%+DJE%UV|Z|;;J|/(^YN;WE7"'^W=F^8D=^5NRU;
E""2Y68W MN1K6""7T7JJAEG!^\$TR| #D04.T;;I=B:5:1^&"!PSXH2^R#;MYQYGYM.7M;8
MJE:"F37ML)?@+;!ES2G@4"%+LSV)P-6..(H1 G|P;O&E\$1AWAG# *^&(
M8OKD,=W=A_Z|^%2W&0T' ""WQ;S "E5""X:H!8S8#.F%J;:AYS'T3AY==
MF&4+.;Y%D:Y+;AYS5^W> ^FDG>41)*OW\$SN';_U7>;>\$3,1U1UO_!&|:|^
MWPQ1/(S^W*Q?1ADEI'=X;XEY# CW,93)P#24|V1EAUQ.OJ""<N'JP?
9|,"/@T+*80%MVG\$ \$RDFID"V"Q3(NNX(&LDJ!ABTD@TATNC?8-&|HQ=A.@V'9-IU04_2X
M-ULJE"J\$|@0C&OSYW4:L C-AE\$(LJ\$@\$JL)'X/YC?
F'U"U7;W#X7,I'N8XY5CT6/DSXEI=#'*&| MOXBV9|B->>?=@:.)1 F4|B M0R#-
M=^Y;VST^>&L@UV#,8XE8I|=AKK(XW=,|WK%F|B,=V-5+LL7.ODGCB1
M:/|L"\$9GV\$,BGDO9TL0#Y3&W|X@.3W")C@ MUCO9*.*,P")|N_R9RSJ
RLBN6|F!&=Y_@1P/^;>|3SM\$)&(\$)\$@|\$\$KT"CW M#^|%(A+?2|
(%,7YH<J:KCGX5336"R(W9;T*#|\$|!|R_6&,D:*)LQ#O3;| M?
7+MOD&^"@199(J8&D<|4?+J"GR#|8KL#\$\$%NL#O!7'W_4B#7' Y7|@SU&M!+;U=
|D;-4X|105 M|H|?PEFY7W@F& W?|T)EF=&M',9P:#)|HGS6>/L;L0|"E^WOZ>45O5_12K#
MG,E102JB'H E|%*&6*U%W4^ Y|>EQPTT:Q TK(F|H=N:TV^&/_ \$ M\$Y_6LJ)K@*A_#I
M0D60)U*P<52.'IHL\$*E;|>|\$_ 7EW!'UX^VE_|=QFB;V8F
M,B(EF;*|5(|%|CSSF|@DFP03Y2IE5|1K&KS-#'39!4F@-5V/_ \$T=?OQ973P_=|NX
"/E=533BEKD+Y5"YV20_=<|!AA-#-YO2 M=2;/#?O;|'+K'# P1H*=E%
<+|_@J<-.EGS4C)J5!LQ!M0V|\$F39C7'RG!|H66 MDG|D_EQO34HKX-
K|ID4|_&"|XZR\$*XZ(QVPYIS;J93#I>4,Y|8:BAG=OT%
M8";|C&A7"XV_TTB50%Y*D2|ZMP5N7|5YRNH'G!|"--#R1+_2W G0(6D"#5E
M^QS!+K)>C75G==T"!EI7J9O;9T>1-T#&\$%+^T"O.Y_0@%\$R'U*O,|'E!0G)X
M8\$/RVJT'T)|/ 5-L8I.K@|2X^F+W,U.G(%JOBQ'10|/#UF6W/=G+TFK+|T62X;-
=+%.%\$T!A:F<3UL!N3 M"PG.Q(4X"!O/\$9%=),CUN""W3A|H1-%'F)X%|R/DK43
3"V.+1;?:M\$B9M;H MK7_Z'P^;A|;4GSP=XVKT(U?*J1@/B"+O# 9V9=^2?+(JK2O>S=
<2^(XA\$Q M%V%&A I.1?9."^F!!-Z(@+B|&/_ GXSW1/1PR=|5|3MI/V&"B-P|OE'XP-0
M,XK|9 B/9;HF&O4V=(P;9@69T&-O_N/94X"-IA^S!3+8(|VNAZ|LP'Y6
M)ND,_%4I(MH1K\$N|@TXP|4P-UK5(V;0\$31PCI')VWT*:/CKK7D0Q??11-K|I

MNR/&K:AL)W 5f&,"=PL(/S?,_2"+,JKJHU6<6,#TSMK)_JS5HMP0XR:?[ZEU M(6-
LKL\$E68N7=-.D/WFN;(-,3F\$MM))J:4#"(5Z/K*6Z<>):.#CY&2.KT700 MZ5Y+>LI
97>@\$M?I,N\$-\$V2/OG\$Q O8?#V((H,6'XT\$;/"M%:I_H1J. B/;
M>Q4@8HF4!D#\$ZIP:KXF!;HJWVKRA:>9'PEHYQRHM_W_V/OR>*CW\N^QABB\$
MD,K.S%"1+:!LC'W&&.);L:6;"%E#Z5L0W8Q,IR,49:QDX3LV<9.6L@22:5%
M=9Y1YIE/YSZ=U_7YS(Q-8LN?=2@T\$H0> M<.:^;EP|2W?6Q%,.:%Z_|_6+OYLZ
/XUS&&246YVL JY"@#L-\$J_SG(!WU%E MAM2EATNQ?>|.#"':=?N?
M:RPP_4|":D,5/_UX1^/W*I;A7 MVUQRJLA,
/FL_MDJF'M983RL!,,51|H<-5HYL;\$SF_M^OO=;YP|T;|[Y6-5G_>_6 JVN
M\ S(/O\$*P%'S^+SRD:\$:QZ*|*_M@Y_XS@-VW/6SU'OHISW_GI1WG.WM|OKQI
MWVN|S|8OW"X-!L0TV0W#5=,NU\A60^>;P_W%\$ "7ETPTR+,OH5?_|_&W MU%
|:C|S0H;U3MMLM, '!B3O=/V'UE;&M^Z^GGM:R2\$E M_8,+?)NL?94?X!|_-
:%S0_04K>>=+XIF@P0N81(L^|H;JEF%_E7YP2%_>.M/)0|BQ@?|!@4|XM8"*^_4'A?H.1
MC->#3|A9K5/W5WS/:9Z*|3W6|&*HI1U8 -I>/H;|Z_)G2K7I!YHB|8RA#5/ MK-|YC>_L//?
|:OCSXK GK80MHX^!"U+M)_U7G'_IE2V:5Q|ZI42Y15#I9Z M:Y@HE?
7N^A;70#P:V/H1_C|7ODZ5_8_3IAC3TS0 .QZ'_*1UL"2WUD"^*Z.
M^H|QCE4)6Q;XCP>\$W'&*.+R|Q-M?NZ<+.?Z_FBUTH|/3H;L#O\$|#CN8-U,PM
M3LSNW7@|MXP,9K; @0-|SSY|.FY+PWM)P.U'S|"+G|HT4>"9&-
G9/6|YPRE\$|T/6/|C|+I/U=WP!4<^Y,KM06.G|TJYR|R+OP^PG,1_0^
M|_D|S=6<%|C4J8:/A:XOKY2SY'KD77FMV|^+_VH3:KF)P,.AT/"AE^OW:&U
M,A)K%,5W>2X_FH2%FFSVSWQ|%4-)YMBHU%)#/,!^_/146+UC /--|H>O(|
M>P!RVG1"N;=|H?6_9'M,&Q|6I|P&P,8XDG#Q0. (@1_|V@-84 \$??|6H|&43:?
3_T|G|QO)>IT/OT'G&R:>|, M00VW690|T-/H_PB-BVP. *?O2#\$-J|Z (-|_9XF:&Z 0:M:
_MO1.?+T8 M'WYDB^/C:M:Y'_\$S=EU65:7B4:/IL\P7U'GJ,Y:
|+\$N^VS4*|GN':F>|SN?.WJH2Y:+#QV>^9!A&,#C4@U6/ M!QPT!RAE7;G;
<"GAUSZ!#E^V*%|PLJ4&P,|F M:I&&*0U38'M#QQ0ULQY\$(T\$F!2C)L(V
((3/1/#1R|1(^A?JVU| M3O
I;="|@DN|;EK.=A|P^UH"Z2@R&EK+JI(#/QPB@5@:/4,=!IX"Z#|_>NJI
MYIK7^O^@1_U;|M|-"W;=&TT;:>(U?+KCRC2C0!9KL|9C2\$/WT7S+:O|JL9(|
M'|RLM4T#;)G7!'ORKD=K|ZG7>W5H^Q'?#IG^EQ?^F M_*T=C|HP7C"AWYE:?
KUT/V!+V.O^?)&C|_E_7VKW:I%/+R.T81@>, AHHQ MRLNT@:VYG18
|C1H|,UX7B=@5V&!TDP8EZ_RT?:B-^8Z3G38#;_JX|GQ"0:22Z*X4DW/T?3!
_+UG96)DM|, =/#QZ^5Z0|/\$ CG>>66%6R|O?|2S^-E!ATJU"3:H M_V0.<+B1N_:YKO*
|+>)=5\$-EKQ<|7^K, L@L*ESXYS_IN?)OA>OK'3\$Z#T M+XEJ#VC.4-6|C-(YE\$"(8*:U-
^,TNI|6|'<\$65P=/?, 8-)P.'NYT/#U>LM M,T, 7|297ML#)A.G 6R_@*139<\$!-/HO:C2PA=/
|E|%8D?V,P|KF?3,|_S2 MT7^?-TS(FA=,EX+L:*1R2V%QVT;J"6BT6 =
WRU8X|,36GZ;J1W%:WOC;T. MX,CQXA>-46TN\$8! Y.9<9/-A<|">OBG\$&_K%
|8C_X!7?/._9UHKZ_'&_ =^4 M_IDQ"ZCHVL>OD.*PH"ZK1N5: ^|84VE;-VS=ZI3(1(4P':J?
UE|HCWV&U/: M\$:9|U4EIY^O4;OY/H%T&|SB10|:HQ|OA_CLO"E#10WEY4|;
<+I\$A;YI6TGP M=HX/(JW'8S=N_0*0G_EP))W69Q<|I_5|X-I_47S0-
#ZW*1=Q+|Z";K9F7#J MR_K%*0|JV?0E^KN-DD* (^Y%+Z8|HKN<_K|=
P"J|DOR*O0J_O+SAAC^5L| M;SM+|HDRCV;39#|ITY)3?@)TWDTZL|HL#1H7?0^8AC|%
CARG'S+ M:N-M|7"PJ;+^Y9;2QLYG*4|T^=X;308H-<=U;2X(1|O|&XK\$
M|SFW|KR,KE+&_IV;+#@ "P%"#V+D"Q,;T" L&=^8N;KG(&FP&ONY|7JS0CFU6,G M# ?C
7LS\NV5W>4BZ+JJ2Z;+|XO37C| MGB|R|HK&|RT>O^H)_@H|TK;.2RK@0P)H"GU
M=W^9_K#0T0/HF "_#;#L;"E7QJ,317CS|3_)S#+!5-
QY|H3H&%B>+EC"TV A24L15XD9HOSW|G|5,"\$ M_SZ0;>LBZ:?)D8U-
HTZ_Q)14:BA.L<<#=@^>Y19R| ML.@L^X:B#/K5H;2K\$DIN?=8R;R6W<\$SKU1?%;7*?
BI8@"DY3\$-"9861)3Q1-MN|U9A(DX/E4YD>,'&V,Z!7XNY|<;M_|X-6&+BJH
M)*4SIB;B41M3#Z5|R\$)T7A_)WU,|#|?>USC-U%5|LR|CYM|;-|JU:Z|,CRCI
M|R|G;L<987MIU"E<0GN'D^CKHJ(-7D-AZUV0|XB6Y4=78Z;+ \$F_F6?E@^
M.#LGIEN"V|K69L;7>)3.?#(DR@T9ZT716XJR: # %U2.,(E(% \$3 -XE"B9' M-5C?IL-
8)%-192EZBP!1A;4R@OLM,8H"ME!\$*Y;^T)BK%,94Q\$RF*<_6DD?1
MR.1R>_+C|B3NM*I>OAB|\$3@%-^,^VG0=%VDUE=4>KY2>V=98;7#N2;J_US)K
M|JF+F"J'8X7-QV#>5ZF/5-<,-A54)"CU:C=Y@S.U<L54;A!N"9VO%? />K|??D:C=+JE3
MX\$&|QO3Z5;(0V|)(9#^E G,MIH5|K8,"IP=D-/G'D* MFG)'6--H5P@!51|H
2X5W|>&1E6:T1E|9)HNVA6UI%5Z<+WN MUA!|"0^E5L;>W>A7-BLGX(=/@-A";>YP
5B;V|'B|X^U -E M|5M^)WM08O@ M2PM6:VQ+B&.Z\$|L^)|^PU|XV>L&=7XZ6>5A

(I>\$P4+XA 09:/8#F^&?6YD_ ;MRI?IAZL^QTH8@XG/N;01)
I0X(JI#^7S/+WTXW7E|=)BAH'DP+U2T@X\$SQ?K|C9G0"@?|%XFM|HW#*K
MRNT6^4UY\$A76X5%|IC|^5#V|D6|1P2COV8ALY=G?\$.*"8)1!3=%,G2G+17
M992H4.*1E0DM#V/F\$=^HV8?.+DB)Z7PSDA#KNI';SO_N/6:5#VFNW|;8UN|
MFVRGR8.H*8R1G0X7ALIGYQ?DQ_4|A|S\$UU_TD(-U_*(|=)N5V|N|H884G*?
MQ4&*70:X.JN7H5603>|2/'F>&'H197M5F*BD+'A_@:2,X:A::%'W>Y'U+Y4
M//.HB1HVZ35|2_00LA_H|?'G56^H|LC*OE,\$Q\$/5D@)!W|A8MTZ*QCZ&I
M)FYR|DC|ROZ<7CZ5RJ07'L\$2,5(K7Y+,3|GPFO@=93I\$)>(%|!;!AT7E"(;
MP!HH1%,30V\$D@<^'4SETPA.!4H9=>FW)QG+(R0'O8L@PZ2D<|0+F P(%&ME\$GL29-
5HN<'#A OTQ!1*LJ9OW."IQ.(W:|!3\$E2#;\$!U?^E9M|D/OSIJ/OR
ML9M|B@^EAGL'F9S/X=-.F12RI'OD5.+/\$=+;!CLY|!1-L>HAA?|!#9S/XT*U
MUHP7_+AD#>6-2I^):UG*5QE*99>MR>QCO5|?-.<@JHFTL\!|JWG ^.-N^=QI
MS(|'A)T6\$"%5CPOD\$|AY=T&K:R\$T#?GVP,|VF|2Y8((H_J&@LE-*)=X M& .JW-
9E(9TEF|P|8B_A2&3|U)*38?E6K8>8Y;V\$ _!PHC|_XZ|06I(4|5L MW\$&?
A5Q3H(4SI9IQMIDFL:H*;MV|8|;|!\$&ROA|O43MBCH(| %S".<.QHV%R5GQUFN-"BCB|
M7%4IG&6)7 _T0%|U4TA'T=T&H|8 _!VM()HGG+Z<5KK*4|YU _=GHKBVW7N
MUW67P_3H/OZA:"(*ETBK)^R%KU|V|P?9Q+51B|94P?#6W.Q@*Q|A480:_3*(
MO3IM9Q,MKS?67467W@WD>MIJPAKXH"A9X. \$EJ|8F;ZN1DR|A? S+;=HYG5
M,_>R,ILMS%>|!;3O&RW4|RLCPM.|F9VG);S7>>M.MNWVT/V|V::P(AWK%W
M:ZTF|I8JS4;+KK7>V|J>N>.*J>?L,C%|ZVS/:I#LY|+;L_\$VC(|"U^=R|4U MGZ.EU|
|7;B5&G.W^R&@M'Q3%QYY3V!\$M*:WI82-RNOWHEORC:IDKM4,<,) ^G
M2^BPV2Q;F8!Y,T,\$SALMW4)L'=AA0W"+8B_/R/&@NP'!L>B'^@8),_?+RV? M/2F-
S|XOH(82CL8&APE6:VF09MGU|D;0V,<@,*_H-"%FZ,'(0^70FDHV5U2
MF8>H,>645/5^PWD#B6|R,|MS?68!!M^\$O_\$^\$U>>@4!P<"9G>7ME6TJL,)A
MBF"|@AF<|F"|KJHZN?B1SJS1<;4Z-5P3%W1-EV2;ZE/-I/00^B)"C.425|
MP)EK(;RNKBW-&3',S;:H&4QF_#++|,#+QWB"|%?,NALC6Q5W|7S/T;#BI"+\$C
MHGE;,_RL^:|S,X-Y(^=;GUT=%U%K6\$2D#F\$>31&.&;|L!U%PBD)Q%|UDAH:3
M|RVG,,2H!)DM|T-ARC/S>HG9BOM@VD2L#-E)AQ,\$|@?JC*PT%|+VEM,J2G"E M_C'+C|?
=VOHXL0G'|++4Q!,H=C8;#U?(|T/8P)G3U@:E|XJU;\$ISI\$JXU>E MFX=-
U+)AJV)ZUXJ.|.2|OVR8",LX>UV|^=(B+:OSS!;?,EYN"/VR9K2<9B)U
MW""E3>6Z6,|FL;\$NO|>"1!!|@A=NK(F|C"i9.+O\$#&:@K7'>G^JA|B%"W)"
M>YC!|Q+GG>K*V/49&'@36S?.GE/C+|_5FB2@ACR_01VVPJV39:%|,2_2:|<'
MWM|_Z.I%>8|-46-PSS&|*S%ZN6;|HW?%C1Z;#_7_0E.W(H/(Q>-
"S.|+2!:%NH*&A9(4|N_#EU)E7TSVOAU/5T4WLW?;-4"K+E%(FJH
MB)Y@7=7,,07+@13;=^<6&_>|3?PE^F)Q3|1NPWF70AON:W%&L0;*92+J|L
M,_20K/,A,K&U=?ZUPNJ/&+|27&1PY MW_&I<
_5^K:RPY)CR,C|@|4,;@L"AE^HFEX|+#SLP+:^ID+&L:|I-3J2ABCIY3*QEXD,INZRG
M>7&6!,EKLSWZ\$&/T*4UG=-.W M7\$|+G6@BQQ@V^5PIZO>&%7M'3
MMC/PF<46(!,VY*SYA?;L8K@IY-"W%WPO?OZSVX.@2:&_EB=
NWPH1|^4UKO#'*1(*XW?F:K-4>>X7 M ('YLOV1^T*+M2N;6+2.\$STZ8\$6PX#-
DNN|JO=KI+97<7AT_2;J1^0+S|8D0Z^~L?R'//#Y M_
2U.CVN+GF69*)&V;=YYY@*;17'5.|>/(2(YFJ==VKB+V<&)|:VGS LF9UVV
MEQ9/M|2X('=96FW");:DK)7H'@,.(5'08VRGJ*P*E+6%475:0F)|<\$V=R?+);
M0"A/YP*Q>*GJ% NZ44O,=KU&1;|R|,S#O.H>/,3E-5!H0?P+O#*[2|RJRS'|
M"#0?";.WAB!WVA=?OOPRF4632FB6?-?Q'\$/#OBD_-Z*.MERZB:N821Y*
|G@%XDFF\$XK^-./73.1"|X|RQ* M8|V4EH2&=R/;6Y?*,=905^'8>B5H_0VD2(2_X.9M,-O
M_*^IW72;@XK#!Q5EI9,-(<(-2C7AGNXT M\$#@1V?&I=;.)_HN!EY:ZLC963&+148F=IR|
<\$R%ED,,|ZY^T)S?A629%7.A M#Z,-W;Q^%'YO6FJ|@/>CC|61:|0P,PT%|J&RQ)_ ^&F
ICMPWG: "/M|?;./O/ M.:3G%U&=;O\$20VZI#SK%1R(;B|@|9+.29+'<8@7|*#%PR*
|/#&+RICY"SH^L MJEOTVD!IH<*5X7SR=*E4M7FZ(D*HQ!0KZF9EBN2XMI4M'I#+-M-
;XB|2_X">E)+8)|OH>3^W!;U*HGN>IU>79S#%*J5FTU?A9)>'<,XD3A./\$
MA%#|USV2O|FXI?'AYEE| 3&F&\$;AT=?M_5R+3@F6_L*TLK(ZG4X1@VZR
B4G%IHZ;*_.RCI"B+28G9=I!;)|P MXX|M DN"/,|XZ\$|L"FGDEI7|8PZ\$^|/PL0?!5J3)
M5U8#1A:FA*7AW>.,|Z1+7=(FPJYMYJ6-&GKNABLFQSW)@J:|!\$;|3V96)SZ&
M5GWN4;W_5DBM"52-0;ZU)O-/GH6BA=ISZQM2?0\$.%JXJELV=WG+!2"(AK M3)
|9=M"@O|H672IH_7KGEW#0%\$|C|8-3M?1-|H1JN68<\$27)8T|MWMMP|MS/M0S9-?)
95\$NH:*/CO|6@MZ/N57KQ|!7X<\$;:7!9;(6:4VW HF.W)6%\$^?75B M,G
&2Z&8"/47S*GCZ?G+D>|8D4FL!G<#O3#VY2 M*%K,;#M<_)VYPZY^-!>FB5P)HYT|

IC\$F4:M39+?<<10E/X7N(3E6O_7A|B M>)JOJY.^W?=>)?M1RW.KSJ^S:E|>H=R^ZD7|
|!\$LG|&LF>_M_!;75'Z5K'>4YRKWT>CR^:%CH.X:POA|H%-TP|'KPPY(I WY4P&|!Q*KQ
MI!*I'".<#M^%*|B#UDV20G6\$'\$X15\$&B(N866GW)(C/<4E@Z/#67VW7|!+=
MW|DJY_2ZR\$|7!'|F|J+L|L#SM,RZ+K;O->|"+1+YKXO%;S:5(3"/JVC@BYZ@
MOHE)K\$^OZW56KX'-W2&MFXLEZP(O*HT:)_*'#5H2DXC+B.H%V-W^FTCR=DX+I.
44VT@N26+-Y|_ME|I"#ES,+6N-6D?ED!*X6G>L1D-NZ:|E_,4,8HE1N40S+OB|3B|H-
:X4\$OK'#PPN|CHAA>=4Y73_9OJU|L|B?7ICKOL!AW=\$.M:|Q>_QF:PXPR-\$6R=(HC;W)
(-)2O',4KLFZPJV'O9B9.V7\$3JW23+-XGHUN M.FG>8|XGE\$K\$K%X?/S AC10RR1OJ
O2UAHB %HX3""%'X|A.O4N|3#6^KN MH*,|FX?O1"IMY82@>I J89@=*"_I.O9_DE C2-
X=7O=<@5:W2*D?N!|*,ND\$3JE^7!Z">C=EI|VHK M"^1MT7.1UAZ5;)_M7L-
7,MD2@P/Q">!)6_A*_?"82U#BLA\$TT|F&>D-RAG& MB.S*1VG
ZTFZ^V#WB<^0M|5.WX|!|AJEJEV_D39K>UNE?B15A7;5OPB|LUQT
MA:NM9PZP#5Q+09P'1_N4U,Q=^\$F(03*M+"0N?>R0A>1T9:@ZT1V&/TUC;AN>
M|5Y353OH8C'5@+Y/5A/(|1C:|Y|Z>)"10&W|C2%E@TV4?O@\$037=4;S5A8
M|CS7@3""6*YDRXK76/OS+SXBR|R|5C6";|31G7STHGUF&22+L(Q59'TG8DF5
MAR@9!OC DKC|W|6GWLQ::Z8! RUFN-J=+CDUT902XVKW.X3)&XV*2T7ZL.
M%9@I&\$E/6%EZ76|F(3D9HE9|O/6G:H,2*UQ:IRB)#|L|UW3%&Y^'L5Y!7F>|M)
|1B6:2O."L;*Z/P(KJHN.9-OP|U8!G!Q5A86/7K"\$1(9#+T|HW0)0,|2,(
MWG;F*KPOF3V1./,"&^'82@V2C#Q2O,6S4)<_FAH(3!>|T3!1A^=7O1T93=GB
M:99O(66/CE9/8>P;IN|G'_0D+G_!>ZPM14W2%#W_#I&T|H\$UZE"B&W1!H5
M_9."7|TO9ZE|:ZDNX T'AL;15@D'VVK3>OW5?LJ=SO1J+D.EQ\$7&CX>3X_W;
MU\$|H75%+13<%\$#"2,VO>0HJ,XR:Z6K# 8U9CR|XBNTUV?.JL6DY:V!MSWP2;
M&S.0104G^)4NK_68@1 GLWI<="C-603O/%N)ZMKGO8+DFU*13#)LPUS\$9|&I M5%:
<:F-!2\$F=1:!.ZU+I/2X@DO|V2_9NH8|HMPHKP|*C CXKS-
!N4/YGC_IQ6(U0/S!O_Y(Z*\$()KX0)M,3|@ZMYG|R46R7+I M:)4|@8+JNK;=:TS-
>?;\$|D|'90)GY^)R^AF;)UP^F+^84=VDY+W\$1-MXGK=:D|@EMB-
S+B|N|L*>I\$+NI+\$QAT/7SMP*#5|7:%9H868W;T@C3T_BX@J M6CADKTS*ND0:C-
!/"2CJOI"TT<_KN?QH7@>^%\$4;+#Q@6 X'9MAWX#"HB" |HD8\$|A3'8;42Q;@HH(|L_T\$|?
6@87.4|F'BTZ.LL2B"&DMA?1'42;) MHTM7V80| BE8.4'QXVT:"RXXYJORU(L(.HO/G6-
OFZ(>=1W1|2F8F?Q@|Q/V M\$|I-'B0V#4,|PR-
,+7G3W9_88Z1'8P1@VD2/<45/<35TYX"54MU6A% MP!MA:+P,C)O++W'#*+1A<
MOJ VZYR M.R*AX6S8Y)6;O4|I%E;5R!7-2W.3ML7DA)-R|-Q%D0C28=36=W/6Q6|,)G
MXEI62I&J%32^2S%|K#7|"I3U 0+--!ZZ"+2L4?-(=%X.LQ5DJ!&D<@O,D@2
MA@8#RZX'8EBX,/K%A&'H)@?"R6N?ZMUU^9;;A&U_LQEPBL5,;)UN1AOXG|" MCW-
G.RSXXHM\$8!NU;&TW4JTV(5|>#:P|6_J|)&*.O)^|D"IS.0C!AEN\$|2
MAS,6^96|@S55=&UM49ACX5@5/S&=6|J(R:T.@*Z??@-1N&#KN')X100IL=#
M%:@H)CM^"N|":&+A@9P,N+(NT5'BC8UZ8H>, M6GC8U>%4=|T*S-
7QE^5P4C.:5PE#H|EEE^K!QZE< MBK.)HQ(&E*^S)Y5.UGS2,00|O>8LZ=
|4,Q"|4=EI1A#)4"J7_6-2Z7*5%X#Q MONG42GZH F67",|H3A-OA)X&25\$L-
4RRY|+^"!7H7@-URG6K9!U-WN:DX|++
MVFNJ"P9EI4.7*#KQ!CIDXG\$X|YZ<8,FT@17Y=.R13D?9S'!8PQ?5|08#I:|R
MG2.3L#>QFM#V8F|L_N;|X"(|0_OVU;IQP?R:@+>7'4:5#|T"Q_^4|2;N_*/\$7C.R'-
&NIN1!33V8%"R90,C9*.:5.2?N%E1SY1NXD<|*8N Z8?4V M\$;)G5>&4%47>V8!L3KW&2
@|\$,,UK%\$WFKV^>,5+0U,EXP K1|25"LK7TR M
5R|5NCRB"%O|T#6N|Z>0;%H|,VHZSV6*7&V+MA!9C/#D=2#F#:R(1|5XJH
M7@+10N5F5Z:%|AY;>-MD;DR|85YC;ZHH0LB6DD2TX@;(O-ZLIAY@4L=MSUM
M|I%P>QV>#&3I-?EI\$=D8>:1J=LF6-;+/X%IX(&^:S52G2F%!!+/+5MNW58|1Q-0
M*/D%HAM8XPF|84|?%T7|,C^Z7|+HJW|H;OI|)37F:P*6IAHX^E #Q23(+I2%
M72JUK^_M8?0@B|'59V|K(8?;PFTGM8.(1)WE*R^0|E>7EZ'7>8^10N(K6&
M|HJYEP=QDW+Q7U<4ITU\$3FF5R%S|AK*^KYCZ8V)W*%!@'<1.U1W/'-|J> MY'P6;
|>4|8-Y::0>/IX7TB3;AS')4GF0U88;:>H!-=N<.(|SWNE|<2K?#PL MB,4U_09>5"C;\$|F?
P30%^U>X%2""KEP1O=)\$8TL9|:ECHVHKT7E_"7732(DH
MESGMVLPXCNEG.V.*^%Y:CPWW:(|OALF7X@|W3XP;|HD8*7O/&VC^JVI0GO(
MS>L;';!G=9#%IANY&;@MU88V5&"&I=U??| 8RDT.O=OC!SF41|12M+P7;:RB
M.KTE1.WFZ/&#Z:GABB56%N.J%A9QFQ5.-J&VD0X/2#SA'0M)?;2TW959N+-\$
MVDK+|'G_LB&Q_.K+I00GI<.HKGK=G@FR*!W3TA-=?|4\$QXI4|I=>3-"=.8&3
M#.'5!I8.K5|'CZT6I=-3B8N@FIUQ2 >^M%>E1"NA,*=38Y8L#6MXPB@.\$N2 M|OE0*
|S8??DLH|DE\$T5V54B|>E-R4658- M9&O#NM&6VQ1M& 08\$Y@4J\$

:#>_HN+J' 62QK5Z=XD):Y,??QF"*['#Z:\Y MO:#C_01!B;W:JU.T']&(CXEM-
PD"IM<:T/SQ0!+,./FXIN8*-S5?%V.R"-4-M(#-./,
(B5U@:6S<:&!.7&8NPFYPUHNR,1H"A2:ZRRBD/):CLC?#YI|>=4I!8 M-J!1ES:!(D&2!9W
FI\$\$?H0Z?L9;G:-3V!(6/IF|FFZ,9UJ^JKP.HP896:& M)_D\Z_&B%Q6K:A,O'T+UK=%*?
R9!1&UNO?H%,E:\2T=L'Q+:=N|U^7&RE M"IJ1?&WO49Z:,"-&|P|U\$ \$BJ#C-LP6'?D4
MK%|\%57|>*\$XVN!SD\$?=YLNC .|=XW|ELD;O?|BH;AFIX.%=M|52;"S@Z7VM
MA17"5R@X7T_(W!BF?"6>2WHM-_M6|LB*^/YRUC:8A<'S.UM5/5L9R8K:(?A5
M&RC.R'D|-3\$J4"1)M+DBGALIE5G@_1R^!A9ABWK=ST??T2L)4E98L11/\$FE2
M%*)@:TU3,|!\$R&)(./224>#@9S*9A8FM(AWQTS:%_ %G)JD;-LSZ?,XP5 ME&%)1780-
H<+MKPSA91Y9% CJ=:#;M %ND%1 -?B,+:OO*78@GZ|'X)'Y:WE MZ;,VVU@|O-2JG<#-
NJ!|I"(HN%|3A2X49?D0L%)WA&^?;H\$J|/ &|9P|IH0X MMY@K:K4?(HG"K.?
HH2CNEJ;W0S%6<+5TB?'*T%S...+/2?%Z'DAGI 5L)4K(MPT*|)5(&|M;QE@PJ&X4JF0?
BDI?DV^NJEM3*(@.A)GSE|/2/P;AM+J!'C:/> M&UWO6B=SD|/@HY5W8BB"UU,X 4F*F!
(FQ7|AE(PY-D5IXZ/7+%C)O65NM|C% M#1YL) =V1Y0UB|_-
^5D85671;E=GU6%,/9Q,HT)FR.Y5D+R?|@#=#G\ P"IH:.*
MN(4W0T3;8S3&"#>XQ36W>?)BLH6|^5|_.X>\$%2H*/4=,VKP:*/|N4L#?
H7CVA|JHW()W0^B<@4+10#,9?7C3&&1|I
M:L%_Z\$S4SY7(..UVQ=U:J<9F8O#J|**J="L%K|F\$G.@?,Q3/&?S6|'EBL)W%&%W1)2J:
IB(4-!/11U5?7Y(?7L+45X3G_|D.F O I M"-?
5NOEFY|W_4X.D)?)\$IU":WI#U&,\$R+7U,/KOE1HZ%_SFGND/L#CU|=P8&
MM\$(H9RVTEP,G)Y)D83*O&9.|JU-O\$.KP)>_)TQ#AG|I'C:'>DMM>TI:-85
M""ISY84#E8H7?| \$%?,B_ :NZ(XSXA4NF^J!L8UW9&C*F>K>RM9Y'D-8EV>V#
MBLX3'|H8PV3A,:Y|+;4&O=BT!+=/6H=\$4H8PR"T3%-ACC:U|I+G3Q(>ZS"U5
M)! ,DA9|T<#8,10|)C(7/1:<7/'"%M6OU\$IKO6?1/H,5|7;F'/K+OG.YO!CH8 M0#Q/F%A
^@FLA7_0^N1E7?:R?", EX!\$-, ?0:5M'L!@O M\$:U|H5)' +DVTAL&|I
(.SNB13(O?|)0|:35,,M'OS>*IM)65;).1MD@X7IL> M,"K%T4?LYE (*PU"
2TN>^?!1&:AXDYO|O)"LCV TLNQMG*9;6_@Q:|XCX MW|_82^9"N@MI;,"-
@RLWP&%AO|OAQP-K=487M&IV_>&I0QBB2|J.G8A2./R' M_-W?
O|\$'94,>X.3A8.^A!;HT:2\$P M::|J4>8?QDZT*E12Y/W!=<|HRAYQCW1J06|?
E*;N2/IDT%N.%CSZ&%'6YA*8X!9I=ZL|.U|@FZSU!%GU?%DWP+DB* MZN!0K%
(\$'WM8+"M*V2|7H1J/7H':".(X:*6;FY! M)|-ZQO?_!|HYD 6O,FWK92-W\$2>?8?
2"0)EL<8X'9US#H>N.A0F7H@36Y X894_!YUX;|DI',EFR M|60G01X&G|2';-
|3'Q5EVGW5* @FFMOFQ.B\$3=Y=/SI62)?
>70.VA*|>M583F;|GR#'5L@DYUL|R&3TBQA|<_#4P:W3G|C) M!&P4|5D1F' MONYVO?
D6SS!8B>^/WK_34&WF+3)#_F/ O|P4G;Z?K46S_%|H^9;'Q_5FJ8FT
MI,X!;,M@B>7ZN51M<)>X)|:;Y;-\$4*%@O-MGH2076?_ASYN-.)C06,-XAIY9 M34;-(T;Y%Z-
|SD09LBA#3=|9-KG"L=&8("YS/+)YO+ 1E:/%U"<.<6\$55<2 MZ|HHP@F
F1M87(-L7X^|YS"\$Y^=U/7+KEGY480|P6K,0E=?3@ (1UFWKQ1S<|
M!RSEMSG4_2"H'_G, M;:-S%SY-
:CR#VN*N+;,"9T_YK;5O3EJZ_LF4IN*TL5+11)")N\$M+Z%GH7=;VU.)5(<#JW,O+C2+DBS(
ZN_).UR.&RIKP
M\$=C|TLL(TKKY3D"8TW1%S^.FU#>|/D)TY=RWCX(SF1K&KZ% @0=6\$1J3E
M+!GD,X91|H3D_.L)|9N|3_ =THQ5>,V+\$4|5/GAS2@EL #9|H= O\$Y\$YF-56
M|IOVZU6T0U<#0_CCXS_'U@5|T3T/G)I*R!_DI?MQ*@" ,E?"C,=B|WL /H@V) MOD!;
<6HOA0IO2DV+ALVH)N*5NO!R!#|B:LR^MZN|H|:-Y0A|M-%++2A8; MR!U2+W7>
"*8J2%D8432LS| (5M<4|X| RAT?|S.H+.FO6|H1|C(4(X?H%UE M^3*_HE>>#DNW|K:MZ
?CO-4P-QHIL#"IN'*W<#&;B0.GM<.U^H=FZ*T+Q&-MS/FYFTP3MS3-
G=Q::7K\$XLUMO&C C @@ <^..U"8:RBM(WRF^/QXFKLFEE',*ML0T-
MYC7A#%7X9VA5:/DW4;YQ(*=4V<@S&F=[#L\$9RK LX9UWT/'N\EAU* R6-MK17T
RL/MAJ'F:#;H(>|O7EEN D:C9'GY|L\$ (+C=EMXNBNQC.?9Z".ZIYB.-
M|9"8*0LL3BY):T07M|P6S/= <-CG+#2-%+U|<|ABH4H<%H LTKXB>!!EFG^S M-
&#RCY\$VL#:D,;37|UN,D3MALTB:76F)E_3VC&^,TAO|R|>QZ49X:7P7!5YY M)P^&-
#| "E|\$U&@6B0XZ0DB!,%J(TE+D)B)|F6@ (3F\$D=B'-|*Y2O#_7Z7\$SU
MELB&C6C|6_E(8F=|4)V1+D&W-9:4+ (@KC=?2EB1ASH15IW?*|)=>>;G8AN|+: M2I
6/EZ#YE*:U13Z|8NHL'LG"6|G(1O#=#6&Q+>2GP_|N%,LX!IU;NSA)&W|IEF%?
CMDV:0H)E5N-4"H=%8Z21 M)2_@)
O&*P@JLB"^U4TA7"D:Z3XIF4Y%6@X2;+@QPFV2\$#UZ@:=N_|FT
!!J@G2JB2H|PAW@7#@N|C|D7VT3%1L":?)|R9O3< MUH+E9(/C/3?.GZXWKO"Z|DT?

(DT-61"~7CST W?9INEFE&)NXH\$U&3IVEU-MB\$EW+_\$%#WT=5327E&SB\MHEK=N-
U&&XC;1/RL&I7"=1\$%%JMU^\$>[HN"3Y# M>|F0<
_R!C%Y"E_9VH+EBR\AW'D/B"M>"GF)180*\$5;V N^U@-L4L"S<^%GU
MIRAQ[8Z\$!B1;J=OYNA3'>UZOU6@L3Z+@/@"A#I>&R?JX\7%;XA@.E5!1-
&7DR=|>'30FD#S\$ MXU4-@2;?I2D+:#JUAS2KQ.11:\.S%JBN4
!/^Y@JV=9YZS\$#_&4V.S!HV4=R M9Q>|+ #FF\$ _#HS>4J|UR/2F9.L!EALM.EXHH9_(W>(M.7#2^ MPL'4)U_BZXLB=5.^48KV_I&DO+.B##Z@0;)X=KFL-
*|.S&F(*ED6/#\$901(>"IAKHJ;H^SOC.J M*>|Z4.F/T;YS+<_54\%NH2L|*
FXU,U>:D^FUZ\,IZXGC&0W5!|@;\$;S2/T;
M<4|14*)!/^"=YFR>WK\$2%J6X\$@|JR9DT^#1V^Y G?@YZW|*L%7+_P0>:600
MHW/_4Z|A+\$ZCGC+G\$Q0W0;<-6K^D?3^";YJU@-'3TREPC6W0@OP.^??:Y|
M|J(AO&,QG9+F0!H,"HZ.A5..C@=*YT|K5|;<943E!%L|!:Z3=YSL?;OSXVWE MM@-
);QU6BM %W=;!1^00LQ2|?>1AZ<|&0<'ZXD@/\$ M<|H@OY)03*L#S2?
4CEI(#SOSQ"9P#CGYO@'2'SQ,+%71)=3:HL\|B4VQAU;
M/90C|E5X)T6@LT=D27*,%FMB.M@03,K|J2&-
+.W|X(_LF@LIA06S)8,=1;DR!0HT=T:NE(!57@A-\$|R2|Q6W
M)FN|O>R"Y9\$UL:@NZNI|S-@2C96(9&/G9UR"QG(/Y') O*H_I3\$T|DC:0V7
ME*=C|A"0%M(S-JG"/#|H0?(9>_WPEO?/_P39ZMZ2_C>*2?|7ZJQ^B?*HR1.MGBA-'|Q:
<3#;A#O <#CQ'JT70G*_0+P-N0^'@XTK)+A|'8;=D,QF"404#K
MNTR_='4|ZSL@Y1@*%,@) ##?TW)9F;=F^(\$B|'|)=*(A|E|^GIV.|FG3&>045
M>_,V0:I*4?/'VA;:ASE;C%RMYK:>&G\$;FW;Q+9V3='GT9_>K09KVK2|!&GX
M<|HJA69D)EHF<+92U?)|49/AMO"C)+<G3F/IV|?%8XA0+NK1% M>_:036T?%=G^)|
0)'N27LS\$_%|HXI") (M\$6;+3(3<\$?<(R-7=Q%G+_H_@,VT4!SMJ#W&HH|+5OKZAX%
M==BR*"@.KIY*+L%G>_|1HPV"D\ZQ\$H0/H).V E9.G4>4K@95^(4G!H^1KP MRB0;
M:OQ)|E-1X,NMWL&B5V5A8#ECF,'0*I'I MZU:W%'SX-O\$#?<)|;:CN*^953PT&ZCF-
X|N5EWEWS%,_N3=>D<8GAX O|7>(-MB,Z)Q_DS5CBB;_8ZK1!65-O^D:~L?~U;IUJA^3%
(10.>=:7\$VR^ZX|K4+@+
MQRAJ:&+8|HT_\$Z9CK^GS'G#GF7&@;R"6P17Y&\5|J#2'XOSQ;+2!%>|5%^@ MO=A-
'R:Y1_|0|PQBRFH3/)@0^|TZC;|3YH|24R>6SKH#NSCHK&6Q&VYC(O|K M#&|/Z@|*
|JOVA#VI6Q23-73.%%690O3UM)P;(S2386%(_->';Y*L>;Z.|GOV
M)/6)57P6Z')SP(L|&HG=E1<_9H.|B909,'LDI31BUNJ*IS|>VAW|777+=|E76
MYHZ8N2=MOG|'RG7+!V8"KJ\$%5"J6+#RJ|+?NN%>7EXADXVY53DH5\$14:\$HOGV
M)DO|IRY1,P_3"0\$V|H|<91S^BP8&|A29'P|E;T6Q'U;+1T1XLN_0FZNBO>
M;6#CU*6CXT! |F02|3,|R#!_46!+~;Z8"G^MP|+5R_42UBW4<"L3/GJM,^7F M!
|BHHE%1;RG_MGD*183%MUWWO3L??\$DR@VK?R4*^O:K5NA9Z"VQX8IZK_"2Q5*_!;-
\$3%+5: M|P@6NQX%5!;I!Q'^E9\$/PJ6R(6_/!'!@P# MW^9HMM=*&JIW%O-
KE^O#MXY&Z3H2B|3V_9D?|X0QP_S#BAJGK#T'WGROOKGF M4<1QF##.HIM-
1OC^T+T8?NVK(1/6FE?Z|E<7P#;<|CS53,P_FNR5/9|DAF|> MO-U:%6B0H;H
ZT&&F>I.6" <3> C/9;9=WI6&GBVG|@&1PYFPI RHPX(Q\$JS
M.;.\$/W\$Q*F\$2Z3E_<;?"I|2_*^C8&I.ZPTF2PZ\$WK5W438_~EZ56>3,Z&7X
M<3=V09>\$|WSF=ECOKGL%SERX;_5VV3;T)J!SU-/!&H?(1\$ \$DL3D-@/*K2K/
M59J(ZHL9W;|Q^LZ'&,T8E5KF8|>B=^|F4;D)KQ|TWC\$|A| 1\$1'R@|^F+5-0F M/C;H#(?
XU/AD;RUC+W#RM)6^~^3=CW*35YK|S6\$GATS(+U;BH>UW,L7MKBLT^RSX+\$2#BBGV
M-?|7 @M9(J8A,R";2|_-"#8%0C_W32HT>7!%O8GF9|N|T1J=UL|EH>T|KH6 M*.PM%
<5XGIC|W5 "M+NG6RA!*)9_)TD^W+36OLKBYW.08=&1F7-^@/|/(_/K MZT-H Z-4HAFOZ
UAVX0),Z_Z_+,TLER76|A 3AELI|M.D"1UR^7VH<|GVNJ M8
/M(+ "Y+-9\$|QR_JM&;9'NBC/4Y\$<<::OC.ZPQ3,G|PM)RNHH",'*?
6BFQC*FH|<_1&:6T\$>46\$
M0%3GBRIDM='L+J*CV+FO|I*0E!D1*NKM3B:&&H2;H+@D%I"1\$|I0I
M|JD9F"&D4Q1!D/0BH8""@(_RA 6H6|ASZ'O#Z|WO^_W7M|ZU|KDNSN_\$CF<_M^|GG,
(|D!&;7Y4PJNW|@IVD@8@V;@=Y3-C39I5XIQW1C5L|OC7CM4R%DMK\$ MEJ*-
)/*|NK+|LLT.W;Z377NYUSXX95\$FGXIQ&_.+X0ORF1M7_Z'6|S^|D%M7
M!A;,\$/SQN9=I2BVG-4_>M<5M|FO-4/\$Z0:X_4_YFN7;<;&L(0I 7Y=|%4| MRE|P0*"F5)
H,|WOH!%G|HV|6%?KTL>4C|GCZ.@XVNZTTV,PW!3DA0WK2(: "M,_G2SGW)^G-
T.\$^RRO0,@XOBMSS!1FW2AD8BV%AE8T//1)|R.E G2O+6+&>M
ME3J%O\$7#ALV;&_W2,.T+|1,4S#6V|.S8V3#!LN8 S'=AQO9N9/.)" +|%T.3 M!R-
%S2*JG!+:|8>+2=+.908ZQ0;K|S8C7/1@PA3Q&?QP=\$M.ZQ>5M%((|V#I MP!\$*^Y^R
!P>SQGH(Z,9YYN9^:J| ^_GV:#C&ZEY0;Z0/E.NKB1-8/P4'|S M.T-W^KG6IQM%B)8<@XV

MD"W:FT!A:[Q]>?8TJL,E=37N" 5VE@P4#YI=/7B M/\$QQA ^"&3!(L*?3W*
S7/P")OHZ"K\|*YLR:7). (F%[8*G*/0WNV%HC ML6H)-
S/'7EX;8>#7*\$+NGB_4\$;%O@X\$X%/Q [-'0QWODQR:~C7*]B30"l6C
M.@8 8l69JHHOAO#TXEJMR,DZSPV8(FEWH)QR';_IDJ\A0PT+)4CH_W^Q"
MYT0KQCT8PW+Y"SO+Y7'@YY=TRT!0@*CXL*FLG%VO6&-
SLB;5\$9L3UYCI^8E=KUC3Q4""%<1(D,E3,8RNLXP(F+GS&7:E7/G5@M-l,UZHO+<
MAX*!VX45)F>:OMPY9JH!81 M;N^?
G77B*MD6R\$QTW10f!E0F@ "X"l9#1(P%MSO))/*UJD->l9>-)K6G;-G M;3Pl,?
N#I/HM9*Ts\^%M(B(XLl9?!=9"5+>9HM<+6Ql,@JP=M!V6VWTB(B
MRMKA=Wl.#PG.O-F_NP3S\$%\$3Hl1R2*(D%4l&1,(l<# lXlR8*9;??HC:@\$_ME
KJEN2@Y%MjG\$>|H505+E0>M=:UGHAIS<+'UW)^IM9T_ \$#XQOG*VM85.&, M&
<60@Q'B;=:lG6C4<9J4lZ?@CTHSL9@G'#39M+W#LRSE+Z.3-63_?;P;9;l
MF&X9BQ278'Q3*BM#B 5MlZ(Y+-C)=BMEE\$VS'4_F^*#1S0HF.1MY?8C00-HJ
MTlV6l3lM M;lAZA\$P;*.P6VI?U_ZS.l(00K.&T9.&\$BAM,=GK!F(X_B<3l
lO<8!;;FX6Y+M#QS=\$T&l38l>CB!\$1_ "6X<l?9Z%G|FT%Z0 M;5Q#KJ^lNHD\$VBUK?
O4PZ5S##S;(P3:H2AMW_8*_Yl:770MKH5X<*&[S"B3 MJN=-
%V+O#Y+J7lA:~IQNGDK_ %S#SRD?lG|B<8QG#**F|", "\$V)EIKl?A7 M?"IZX_T<1-
2_JR0"HY^6l>VOlZ,XG;Z)3_*\$C0M3+B L^!8K=6-*F<*#:#L5 M6M<-Y=;X!
(WX5J\$W;\$lWEST3l|M7/8G*_:W+B8P3|H"%A8|B_C"9l1!>0W> MH,1,>NZ'E0
/L#YlUC&)_O6&&XlC2F| ^MK>9R7\$5;JUPXl5l^X^@F!%%CIG#
M43+0!l.UQ#HLR2:IMXYDUBJ?P(-lAH_SM//;A--+A6OT1@=&AFCY%WWVP?
7KQ#)=(CBI7-BM)7P M4?07<%0SU\$K>P4^0R>G@l45=KFBES!l?%!D= "N-
l%#F!)75RW057+KMF,l MLB&YN_GCl\$|;R53,) &G?
+YQlO:/%M4UAA'E%l6*E!;"/Y*_S'DWY.G0;/C MJE1>G1NTL?JlLK1*W&!VRB.40*.*YE|
<9.B" Rl: RlR,#-+7QYX 73=P+-E M +>Q_Y+:G)Q^UU,-72G'J(9G|D--X4.8WlQY=1
=W9.);O|"AK#2=WHIE#E8 MVTl_ =.lF&JHK|P+D&18M& K|Hl^3l-N9-G,)E38!UJ.l[*O-
X)-YHH|YQ! M32C#"-,G=%4C|.SZl\$|)R0SD%T_*7
M/V\$*lR"W>'M&V#@30+3Yl&U9Z9+5Vl>6;:YW=7>X.^6-U!B'lPN;G07WB@A
M&W'>D_F 2.XR&-,*#1&Q*M(S+4=>F'''1<+60J,T@*=W3l|4V5V08\$Y^3K7'U
M=RRV3R32*VZT!!"Q;/&LFR^?SK;_,+G^Y;=:PB=7|VBZGHRO Ml|7X+E%.W D15?
CQHU?4G1H05l;"(!\$&W>S%PP9;R/L)J?A7*=@lEIV,/CT7
Ml7UV"F1!@^l?;'MGRULG7JlDDVl.DlIT99OME7U+A%@OC_#;S=SWFN^>P&;
MH6/(\$P|T_48E>|l8_6W(U%+!Z:l=Hl @)::Q0!!#.@%YN5|V>9RKG^8NH*DT M+"l?
lD#XA+S;lZQO|H_A##ZC,^P6'O(*W\$;PR+\$l%Y=E.)CF.=V;70Ol;9V4 M"l
(*&MX_V"5;.N&=8.;lV,8CZ^/9X0+\$EK_L58l3>3l@lV5Z756 ND.NO/* M;R>^?
WTlJAD;9?;I>;*l+=4lI#SQ8)+GW6@*@RW%NYl|/>/**(E'lG:1H MV4W7V7l!4?
Ml1^O|9QW)-BW'=O|?6SLT! @N|DI@NN3F2C;62K|H8%WRYDVJPE9K>!%YDN
M:M=7,>^@lI:S4-D7V#.S->_&EO9SL!|ETX=:3,SY8_Q00'-l>54#l(G0VlO) MO@%Z
/#T2AK *<"X!@@\$H#50\$62_5lOOMN?5#;PYK@ >(!)6D3,S|0W\$;T/7 M8%l6)G% MW?
Q,?,GQFI&Q1R\$" JA&PF)lJ5U&<.3CW.5MP AV%NWR<>Y!((7L8>SH"l_1
M@+;l"+.YHL:Q:KL76?UO?KU8+6)0(BF-\$0Fl@l)_ "OFU3O))ZBQ_-\$45K(!l MF5lGD!l-L0
Q,1_9+Z8&W)/PGS8P5lRAXl(&(7l'=4(+H,&'@PBXH=7.W9A3 M86O-;l=;l'C5S|^**l90-
X;S<&AVUQl_N-3C(,^;@X@S|'<L0LN+lZ-Y_% MDM#2.H'V%4^@0H#<@?YF>??
>:2!CA(87lO0=&l1G@@F+l|LL+_<#@<2T0#)C M6A)'NT9O?'RD>;8 \$2!B7l>+R@0R=?
1;/#WES'!l!?"\$D0P:@lS7\$<>B*|A/MC0.l4RF>;!E(&0<[X]\$*:6P*.TM(8,+%EU>_WSR X-
Z/SD-"\$D;"8AVD:L!G M(ELH6B3|#52R%C"2JBY=Y;499"?Q5FN?,-CJYO>C:?
%"38S+6+M9H*462BT M/O*&C! X@JH"B)Z\$1;LLC('l3D@>8T\$/P\$G3VT#?&*l24
#X*9U>4WF|+*X M+K@W5L:GOT#1"5;4B#&:0PC(93Jl;463OUDl (-T4+HN_F>Y(+VlK
V MX, ^"/Y^l+9P5O!/?C_K%@lO,8"+WlK0ALVC|3RL>F58Q,N>7-1,J)lZ,QN:
MBXYMBQ=P8#l|?W:S/Q883l5#-OERG>A*?CH<&#TAW!6G?SKWH>O6lL#<71,.
MS:SH@>353(?SD/(RQNU8FCP*TV9_*J0K+\$*N;#S4;/H9+@/:28,90^3"2*Y
MM;l&Q4KNR8S_W5Q60QE12%Yl3#|1<1,W#>V7_lFA/R^,9@A!SHGR^K*.2M5
M67LlJPD'R+P Q0K:P6KL ,&76G,l5=IC8;'48#lJ)D!T_lVlAHZ020SAE) M"
l#)43%S_090+ZT3+1'W0P2*CBH!HO6?#;S^=>X+H<0SY+WlMF|l%KZF033%
MMX^W5\$QQ\$5\$Z)@6Q">N%>l: ^lYDl8?8T+V@7.)F,C.35^l9\$53CRIWF*O=)
M.Y:60D'4%8LBjKXl-X"=^0.Y;Zl8l|@632%G;UM**8D?RD0P@3)#2#?";^S1 M"OOKl9-
3;JM.W/EF;57M-W768E_2CSl|, @SJN/>7XAUEVL=*JUQFU5KU008
M%F@@A!ZZ1W7BJl" A'?\$C=QW2R;l4?T_:(#O?002V3@lRB%73lD78l8P5Q: M+

(30V_5JSBCH\$V\$P|+,_?K927* M<23D.)XQ=+HIHT>Y'),IAIRG++6EFNL*/VL,2!-
Y^ARB6?MQ^OO' NNTGJ(J MC%Z&CSHH|_;/S\$,QM6NU+W&SI/1(U230
65#2|ULLF8N7AXYZ>*7\$1DEC^ MBGX@XC2\$@B5(6!")*1BB)8+4-JQD4?"X'MN-
'\$+XU@6".R,T=||0*Z=&#QM MITG|B&<>JCH&>|I37!.6MM9S,Q"-|W: ^@JGJH8:-
U7@*0X9ROI+B:,>=+;VY MI*("WP3#A3C19-UQQY?SDLFW5&B-PU-9'9W.@=
MFUT|&3G12 S:%N\$K-FR*TX:H",G%4ME^/5ZO33",-58*8H*6M'XJXC#SR5.)
M0#Q;O+RV%17FP">FF^N8>|L,!?=J|B5C=^;"D%= MT\$;Z\$!B3Q0KH:Q' 4TYC9_;"S|S?
5KH_A<: JNOIU5W)X3#&DH7|!W.5JPH75K1<8.D7#S"?#%:/63U>DW_>C6,=
M\$|H8@|R"T\$T%WVKKL;=>O"GN|SBWPWO,FFC/RP2M5;6IW;9>O_#VT4ZH|^|'
MN)T3TXD ;IE_ XN5M)Z6P;-RIS|T%HR"3,K5.QRCEI<=;+KWQAER4HYIBS'E
M=IC^QA0.)&S,Q:5*P7?"3FI.+X9^.,|"<=YT?T>4MT#&(616|997T9*|T2M6
M3"R<+4EG)#<+.JOY2B(;"+"')5235/_GTP|D2<>/6;Z +H)68E9:CVMP,Z7Z MEJEB=|4C-
!5L^>%PRJ 0?P|((!>V=??#_JA&-2!%@|HULL| T"T|WX(+Al.
M.? "DU|*HW/;2V5^PO*%'_%AR;B9=*<_E>R4^W?OZ!U/UA2;30A8CB->|JG6|
M.RZ1^H1U#Q3-IU^BE8"KV,R0D,D^=#?| O|2JTS|^N|<|>PQ+C!\$ _;3|KM?
MA+/O&:"R:PW&8X2O4AM1A#TJN'GI2U^E)%WDS?,L@GH?'U7_L4(O)OM>YYNE-XXTE1
K5.AK.,K.8N/#<,<(<)^+7,\$ M?4:8+ B/G0#6!VOG48H^9.^G(7Q-*R_6*ZB-|8;P7X#|
NIX""^_#8^>>EWI: M')^?V>;_#MJ2LX_W9FZ4-QO.!M|H8F0
A"/|"&W)\$5PP9L8=Q4TD+>()=9) MC8.<0IY|Y*95(F0J1HQ*G)/QSO\$W 7.08/6"-Z|?'C(
!&K_ZE,T%*O%#R:| M9XC4^D?;"8,08=*)/9K&N2?5R6BIU50\$LV;_A|)?M&Z76ZWK?P.5-
U@LL9Z+ MF\$=+HI;X7ZN7^R3\$B|GPP_D<.!61'YC._YOM/+N+LK??
S8K24<37Q2TULX4- M7|CB|JB+FWYX+-
|8'.A0|&,7N3MDM0/3)XVO/YY^F^IT%H=U\$ZAN:DEGT; MQGOOQ&|@OG7?(D'7)5DE>|?
1?>*;7C, SIP@|0^|G1^7KEH
M3:J8F.+W|P_FO|%/G^QU=3*X+89L;FJ7T|H"HBB!^5SWVG|TLJ5V|N8L|J
MN_ZY(U7H+':?BWC1?<2C(OI/3213| M<(Z>T/73F*->8JNF3R6-
X.Z(LH#NSC,|VD|T#H:T|?!8+V:(^PSG=K@:6K,W M4;4?
D_*|#:69A|>T8SV=8,NC>;TYHB&BYC7.&G'LIWCB|2|'8KH/_LZ8:++| MV6-/-
|9R\$F; &W3;Z-R|/P3KUFOGK?|J7|RAZ3>&##Y=&9"S3!^V--TSJ@S| M&,V7ND,1:.(8-
L/VW?^|43=ZGG03IK5\$6H0 2\$/|I#I#U?|/-F|P.N_),*YF9 MQ:;2/_?L;58
T2|B9_X81)*MS|)R|7-Z2CGC?COP\$0%P!-PLM"9DX@+C26
MCS:%YPR91?)%/E%|KZ*|JB|1V4+N|> 8,1F/HJ|!;+JRBND A>=,U6\$#MI6W M6G|+
|PBH/OQ:F+6G8!#6L YP.I_=\$|REI?#BM.,-#A5JH|\$@"\$S<9&@_H54W
MCKZ\$^0W|;Q%@|:04DD55PSO-|6|X1W-JN,E7W M^D)?0<*B*U4|GJ384CMMUO?
|O+^:7P+P;M_#;ZGX|\$!\$TQVB>ME.3H03_0G| M)|+6!5RB-2F.B71O3(
NMO#@TV^|((PTC99=% M:VMB!%PYDWM\$|5..-W%LP!!'=.@YJR:A@9M>D<
M0P8HU@M 0;TGA=HJ|XO(|8QB1(BN78O/R.\$W;E/OZ| +H|@HG:OSIZ9/@0_L MS
P)3ZJ36330Q4|9K6'36|5J|9&KG.)?|SWXU *UKZU^DJ?8(>'K8|OTM*NW
M*R#=#IXZ+.G7'WD-G|_V6^B_B|P+L,E|.U M%F65EGH00?
67)O,@0|=; >1|W_2AY|X4'O"@CM0E|/#A%W'QO|CE>\$A|DF^G M@9&5V?
|S28V*RK|!8GV^R'DL|LRF""|O|U%E4FR@(_K4@Q2AR-%4+3Z15TF>>|)3TF?*>K&JM
<@/#CS8(=_9|P MP;,+56?A.LLHAO5RX,+JAM,|ASH^9IQ|\$*"TZDMH7LSIF=K><=-|.
UAPE,_^L|31L44A8|U"B@.|X!OI|!|=N|_(_SM(3 MNGW"-AKY-Y3^H?"^8S6L:E 88U|!)9
@^=2K+fv5\$%LE 0?EQOA"BNXLE09 M^<\$%K_VX=2+|CF&A;1F*=Y*+B#X17^D!;"-
@WU?07P35@B'QS-C!&Z=<.: \$8 M.=G-| \$NY!;^"=P._@1RFX5?B1@"N9MR7Y|^R=K?
3AL1HN"V<OZ_(S/*|4I>| M|O8AY:E*"6XJZJ+0-BX?8YQG^6\$5MDA'.@ M6CZ,|;
F"U9G^MITC7|Y;J1P2\$;WY_'00":L7#KC!|)CU>Z-N/-:46Z4VF) MX!/6=_P2M.|%\$R;VJ>|2
A=0LUD0|6|/VT,TGB6*& HEGKGY M|VNNAFI,P|_V;:&|R-|>T3L%W,D?4;S.MP,GWQ?
*.'6+^\$L#Z^%;1^_JH| MP<(|@9W0K.!:
(SWVKHLW97P>%|A8|4^:89R(%|P(J5.C,@RS(F_/(|/#_&*#H/5|4MF\$6)8)0PHA,":LC:=-
MHPFE!,XWOTU!N 2?='%R|GJ+A|.R+AEPJPL:|1VX=HL(?0-%
M*K1*|Y9S%L2<<+>J.%NRB=5|? #^%>R,SG2|&7@48KHJQ0^C!H%8K;?#.9R>?|111|Q
_V@K&MG;V|"TOH.G M+:^P(EXXZ7E#;|^V;KI#NL%>?83 VR0REL=E-\$WMX5_8Y|6>-
I%a7^4F% M;8!'2(YO/WDBN+((8%H%DK+|HJ%SQ1F @2)TF@ M|GV8)/\$1?P^#<">
|2=D04.Z;V74VVZBS.#O.)>+AGL R_O5J'SM_|5 X 5I M%V\$98=:TH?
(HA_!-8D17)5.QA.+^,^8|3+S2#RC2:<^:9;_D|N^##?S7TP+ M;
(6|#K;SSZ\$P(|XQ_'\$^B5DD>P49#3VY94PR|63%WN@_F^)MC)&Q3#B7.!,W
M\$C@O(F79KC)7Z#@@YU\$EK&_ \$Q'?U3+_FZ5F):97(K?7#'^J8EGN%@^BE=YEG

M2795_AZ@1V(-#V|W2T1\$RV"FTG|Q #-
V/'#43XM_G/IWA0+71>A+%2K3.NZ(/-|_U#K|7G' MWW(U8W|ZRXU^*_(I7AA>/J?
KOC/MW(>KJT3U^7%/S47FP&4F)40Z-9O:S M/UV" "OW+/5S6L&?
3JC|#74_NLE0UC*U#.D'F|1X|\$K#\$/:="2 =VS0J01JX MMALB!Q=,D7U*
I.I/%Q2U8#I (88%\$WGR)S/OUS"S%W)#Y%AN_^2(F9HYAK93 MNJ)/32313'O),O65F.I7-
|P,?I<'!-.Q:G8Z=[_01!^+-A)I=RZ^I*+_A@I M)64_5C|R+>
;Z*/5U: _A47|GS^%5>\$H&C9|_CC7|:ER95"\$JP(Q>\$F"G3"
MBJ;75>'8L1,|5V04Z^+ZG(N^2IO)YZ\$|9F%\$K=:YCL&)B@4Z+C6F\$:3)=*FT
MGM(QDSB#%(5(Y%U9@4(NBP/0D#!E183XM8>X2CGKN'/TUZ4=Z%,9N/>8U?SE
ME%M'V;2P E(+I B2|5)O251032\$7|" \$N9MVC3>9=J&|!|P<|P4'AYU\$ ^1 MCE=YJ_+X
^"\$//JR68J4D0T/A"NS60\$8/1Y)MR-/KYI@")=+N&_;SLNRH1!U M/TTW7BY_P-/_%_H!-
\$Q=99N*6,8<1'OL&8ARZ3JK,C'R=,(KQSKV0.?&XTC5(MQ&-<.Y,|N%8P0,E0-
>S|8J^"SU*1HJ|140=FXLFT^|YF2_#>?;|_+EPYQ_1Z M@J6-
;Y@E!|KH\$824H"G;A;5A)=H^._>|T-006H(N2 H\$YM7KD<7&R^VK*1<
M)Y:EJ,IRLHS>S80D!>?19;|H|!|?UP"1/G\$,&@199/YM\$LV\$^!B5*YUR<:\$/
M7BZ=.3/JU*R,X|_SACN%E"+6@)91",&!-!KDV=#HU/N*?.<|"/A+DD_92;WW
LU;1_A'*QN;.)#.,>VS%P-@7D)2IZ!ME*L^ MH4ZUP*9A**U4BG5U/N=% PE13:
|!Y|W*.:?/4#\$T"R?IK\|#)3!+&\$>!AWPP MCA<>6:F6I6;51.&81YV6V\$9U|.FE-
FK&';XRA=5Y|%|HJL^S2-/XD*8*1^ M|0|G-
(TH/573.B^Y>F>7)XH75^>3+5PP/<8R)#W1GI5S2|)F?
H.*J6_"&DRLI.N1=DU8;.O.3T_P^@D|%&T4"=)Y*3(<'A|>AL>GHU\$BI2J92#NIN'WS=4%:
J5E16P| M<\$NQ/_^>'#I\$TJ QOR%>THA338<^&\$3\$4ZHG8SKI:1YO-*8_F %-6DP4== 'G
MU_7(IF>4|+2M(*U^1MEXUQ#_:/8,RB:L_*|)OT/3_3RL1YRK4X>@?T,39X?
MS;2;^, _+*)M&;LX|%8J+DUNKJTI/70>|->D;|^P%R>==B\$J4)1) MCM7)
|INNCD'9|+@S=&|F<|T\$5|
M/4D/HKAWSYTRZ!|Y\$N5%2+!|"1!0=0UP5SFHTPKVRFO<5.A8|=H\$+2O9W?'
MNWKG|Q1|9#;>N|LN;8|5+18\$A+=(^ :|3?QEZ3XZDUP7G9V3/?:(=VZ8F1*U M,.XH|Y-
#&/R!M&#P:NQU)FVJ73GS842|,%,+K5L9"22-|>,GBQP1+"9,\$,IHX;@CB?,6YT"YK?,
MADWY'4&@.7)05!<#J4:W5IO:\$GA%4_8QN*5X|'1|2+Z6RZ&KIOH|05U3/9'
M7NGAD'./C6\$1ESD-AQ9)0'>EJOTR!LK-!-K2*!|,T15W3B=KQC:ULU*D62Q M+ T-
DT07>'TLB/A991R>:EM8VVF-XXI=%|KED'-P+:0DFC'6 LB-E0D7,BG ME'Z=|!;">=1-
:OW>K_)JVT-^I\$H37_8R71CG2SPLQ^630_LT2785C'(QP*=
M*;\$NT9_2M>&@9""GVMEH3D_0Z<0RD!@9(. I5U#=#|6(Q0.FU|HJC&N6GS>+X
M|A@|L'2UKAIC|C(A\$LF?FC|_*I#CUBZ,DJJAV;:/M%6H=U_0A|MB35'FPTCA
M|!EYDLM,,KF<56BKTA#=#R#_9-BO|^;!*9M*ZTB^5C"\$AP(H=8@U%L\$^%TB.
M\$F*2^*Z2*,MB_Q>7?O6J83+N?L-U!| M888#5J|1XS\$5)\$USI*.QXL|19O7%.496).
(1|Q|HBJ)6N^,0#U\$EL?7,|/MP_BGAM^Q8.G|M(|G4W>+|
C6#FJVSXHB=BAQ'V|K0.E_)M-O=#|T,C|!U|JR^K'U|TOY MO^|5>F;|>:9|=;LP.9B6-'FD|
G/H9Y/4GO%T1<_H|NKXY*\$7VY&U=-(L-Y MC-G)',K'|*\$KW7^C8*&HG)^|T;DO<7VS^::W
ZY0^G16+ M0Z8YX(DJJ*HOH&F41)
-'P*#F|XY./3N4F|%85>3IY1BLCM.0D?"|;I=EO")"#V=T XNKSB& M6MK)5Z_)OD312CS?
-V6RD'BB)T?Y."|G*:/-|P/QZWKZP69U|VT<>RR.@D9_MR@P"3|?AQ2T0_8WZ|H%\$|,M-
+T57Q@ '(W^OU|1G'97?4L7&D2W49X178CL|8P5&L|=W^"BX>8C\$LWMBL!
M%.7JF9&U>X-5"H?N<:OP@&H|'=-;|OM&.R|,FG2IZ\$1-)FS:'(!TX?@4U>
M@1W"7OMULDLP1QRfv;<2HL8N=D*4*K|.G7*RHH" MJU/5=6MU<5O^ED+
;0L<|U>2;NR|H=XK6Z|Y27LUV&@J?T";@59@!_P::|F M#?
>_,+Y<&YL5&*QY%RZYJNOQ"YY/#HV;0BZLT227.J Y=PO|^!5F8-P3KF21A!D@5LR-
E4>_SM\$S4V."O& M1V-|(K%;6=[9\$R82R800+'V_N2=I(3=3JH9|B&Y18F1QN
0BXHU7|F<@ F1A M7U_?H%BL>UN"%ZPK|,KNWX< ^VYI MA9| SOPT>9A(Y9OKN-
SXNPL;9MJ?&=61'|^|P#=#A#|VWWP4YXRQ#V2L|N| MHPELTVGFK)\$H4;-
RS|FX6G(12QX2/|"M%*O?OW?U=VM9./+G G:<&LM%NTN?
MS!SP?)H^_93_OX25W|= @6#|V+\$66PDP-T_H-E.I> |GWNQ5-@.Z5*C_L2-|Q M+-
\$|J2SDYJQ1/(7/%A(4|H-S#1EKG7EYS|!)1|TV(Q)-#B;TT+""JH,9X|DJ M^WKZ3.1KXTEP-
=RA1TC*N28Y(=|#"IYX^0VT'AE)*^?E)32D;WAK P|V)U> M\$V?)>OG+6-
/OV"7N/K9MSGR;A-:/)J='AMGQ*08@J^ ^IBH9 MA L;PCGT|-5\$|Q>V/3,P9_Z6KK?W|.=&*
<*WU|&2_4_NDFY|L7"@|'9E M5J\$;V_3^=F|O7LW_9GSDOZ"XUR()Y%YT@D8RC|&
<1L+;S;|&_9\$+53I?%|_9Z M1J4B9V|IV|D3K.^Y^/U*|(-*"J^B)(0?"^R =8*5J;J0QK7*;
(.B@7 MO=;&|B|B\$ "N=X|IN/C/8:*DE*UA0AGIO7B"3@|MX@HYA8: ^ _ ^#/8&&G?3G^

M64MQ=%CH]+4Z M'<.QTD5^C22TKE=5#'M/2RYDE,FERX7I\<=HUUF8ANMT M8MC-
/D A|_%J^:~*I@6PNS+7EM"#DBY'4-Q!BF"#R%AC)=BBB@V/N MIF@Y+I9+^4SF*WK
V%H%:'Y?B/6?EEZ%)#;EC/!*L\$@Y"<;C,*\XD.^#=MM, M+&<-WU_H^2/E"(U/,F=H(2=
<0.'LRD1Z53;3ZL4|1E<;=X%\$8&K0K|&YH
MU@PMJQC)Y3=WZ.8C/VG\$O"K|R|JE&H:;IT:OE#|XD)HYH6;? M-Y!)V>GL#P7/O?X?
GV;Z&DW<*F+UQS 'SR@=& MJ3V=.48-N/-!K|&^\$2)BM"^/-UE:LE.+G?
#54*QBIST9?;>_IVUC5]+ I'UF M1S60NL,(T.OS98.)-(?9L^!;7Y-
O?)01Q'O&'Y82ZG|;E)@2PE 3E60C',4;H^|L)-3YGW/4WY"|"'
(LXC|B6J9T).&|L;/R|HMO<@|D&
M=UW^FNY>#EG+V,T)4Q'/7A%E3D#>+|4/BN|MB8I*^>M| 8H0<
M1!,3:F="|2=WQDH\$@7'3OVL M4)009-N0B|IOLN|C|L;K-@KKPBP@13:HBNG
M:IFO\Q1HN*2_GFC+,:H8JSCZZZA3*F"O0G6H|W.HGPMC Y%L00ZH<|V?
(1>T'>/RI78Y2(C M9?#TBC,S9,HV<#?(!R2_?JZ.5KE,@M=RQ!A|KU?3>H9E,&EO,38KN?
O8|@\$S M|F.RF^@7(>|T82.#VX3X-\$|B1MG(8J%4"#M38HRZWGT>LR'^1*\$LW|)5.
M;^X1WXU=7@ZP3Q;4><8*?6-5^&AXME3_#T|OUC,Y9B 0N%E^TD|NEG/_\$9.'
M:+B%U|.Y=PA)70*/K.,+4-(LJ1QR@??GAO.29HJF8CQ11#AGBGG;>B_Q'^5;
MCC6?//P&&B-PVW+?,I!)56AJ8B>?AJ/R8KOL;,-B*/W?V<\$I1(GC87
/T|DP8='GSEMLC!;A'%97B>HA
MBL\%T|TY5GJ0|.8LVR|I2AM,S8EOH#LH:1^9Q4JR&>;Y_VKCC|"YFVM*F: ^3UF5-?
C,VUCI&ZS"/<>,M&COM)G_%.UZW#R,4J|?|UT|8-
Y8G55HKFU^C|GJ;2WXW|R8|M|!P9CV2/O
MXV|WS7+J%C'.CK=!5\FKQ|YH1NC_|I22XY| 7VQ|_ (=':0Q?1O\H5+UHA?+
MC31/G(:)@,BSDV-9X|SU.AS4\$1XNGZ#J|V)""%|L?|UIJ&R&?,EGGV:0Z.-
M.LE97E|VWQU>UXN)6;KXZ@N&>TO|+ MHH*3=J|1\$BC9C,Y9OL):D?"LBP6OQ&&K?
P|J).\$.0WN MQB8|B_3|MRNVBLU*Q_./3?5L,0@4H4A!T"|CA&VDV=|AC\$@P|J&
UG|1CG*Z3? M0/YR-'=J?8+,TEB>&S|_(D;|CRYJZY3NH):7)Y+^X M^#&O*V)-
DV1,/+=>#QK&!1!3V|9N#H@Q|)=Y?6EGNP%HG8U OGYA)W,G'@)
M'Z0JGD_+IU*^XT7^EK\$#P%-A@:+3-V.|'VC0B,URO_+M_'3N/'ZKS<)2 M+*)2C\$.JZ9IC
-4_E;ZG;,%85?-V^VA;1|MO<|NB2EUKCEM.KUS);M7@?VU&
MQ&T3ZPS8SRVB;Y@OG#L92JY|3<68A++&HE>H/Q4?NFU|HE44B6M-=8T+)|8>
M36!W\$"@18*ZZ;Z15-.3UW|,&J-+1=O)'BZ M+JAU;J+Z;*@ "<6G\$;"@ID_YHZUBZS+OY-
Y.E3 M@@@1EN ?F,1+M9 U|H|^% ^ M49XWG@8UM 65K-2*T417G>?@W?35D%*.
|=^|%J+|^""W:4C"^/F45;+5>/+0' M"|X=>H*S:QK?HS+ZIW)_Z|(O>L/1LA9121);|^, #: -43
88S6#.K @9L<\$S M|IV!?!0S-4FX,|B+IVL,"(0>LV/W4>)'H9Y|95.QMO&N5,N|J3C#/IS-
*> M6KUG!;FX?-OODH:ET-09MT,8J9)8NW^I8YLO6|TA N|,OOW928(SXM|Y=3Z
M%35ASH469J!&!_1310:"^C9-4 M_|"O1L_)YAFXS9_+6!|*/W\$AJW\$W|K;:&J/,WX/O_#?
DMTN.P^N|YR|8TI MM#2,7&,:@;8)#WN0M|Q@|)L"RP&Y|P- M2<-
ZD8=7S20^L0R1S7U|J7F-B-1*55_%G/WB(GS;25>'H^>^YNL?W*J^(\$= M?
YY;J=6X+^2^7_O),W6M00#RD26QJK|/%P",<9|?;_YH8|"*<^\$M#"6KTL2O
M;AEC9/2;1Q:"|K;E/V T*UW#7K8-KR^U)^'!&;L-J|?7@AGH|S|LB6_U" M)^?!L@1-
>0HI19OFO=-,8-FAA%AN>OYI!FYN!L*; 876Y.QR%*ZWXD#8P)R|MUJAM
M*@H=\$21G/T|#HZ|@W681X C|W++ LP7H|5P|1SO--4^-&& MIBD61B&@GQMW=
|SY|Y'G->IUK%@QBIZ^FX|##^:"A2BX>W*9I3)J_*^YP^RV@=?^ M(#29ZZ9J
MVN,\$*U|^?3'8>LQ<<;2I52\$JK3G;0|D&F|3^E1H;_EPBB^*QO|5>/J7)(H_
M?/LOW+|N2OB=51MGJO|B62"Z><8^L<9|S'<|<(;WE.MK.4&UARF">/644AW
MBK4:C>EY,VM^ W%>75QDMHD E 4""6;H.F^0\$F(Z0L;9%1_BLZ|94CX+&R*2 M?
-3%SC|R@TG*|'-WO#1(&C;I52FGDFL;+':(=-_ILF\$MRP'S(%|F/<3""KK)
MDN(.X*%&A|14R\$OTT+*3H2!7&AHNR;/6:1R@: '"AK5JE+.U>0E|D0OV%SN M|R2GJ?
IMF4>."E%K&\$:Y #;B-9&J*L|2)*^..F?D&8J:CXR@FW4+(L1:\$LG*@
M2"QS^%K'&3^:=EP8G3O77-&\$-!DE4=28|)E3/MY>!OLDWCVIQ4-
VBQ0G=6W4I&SI64&)@";?^FP7K9=X"9F^_6HY/O2B_6\$<'/8N\$GJB(9O MTOU;#4Y+O-
0R/75L37BM:""RR10)/88^\$QV51ML/,ZMKZ?K2^6N6+XOD7_=FZX6+(3/UI.*" 1<0%?
\$_AE7C._?Q| MT\$PB)=53_"#P7%\$)9\$+I"U4MD5K.|\$U4#1>\$8J7Y0N@1@XOK4W-
|SATCI^3 MR1+()H|F7XZ-,^PL%*.XU#_HZE8)VR3+9 F9E0M+_
KW6WBT65MW=#Y9\$=?A
M//_2*XKONY'8N'Y.E,W2R"=J|: +7673+ _HRBH00K21T@:%|OB8"U"GRZ+|#!
M+!KS#1'CW# =SL7DW@G*&*|4I+@%X|N2*=G|8<*53,"02OZIM<& PZ_:A%1,
MO&Y(H|!&5 M+|=|5-JFO+)XCF,>X*T%"/NIBZ>U<.+G@^+|XU&TAH2.FDW?*

MK_V5^#-Q^?G:ND6f9>,,VN?f9H8+M_(PW/<,XQCX4380B*R,+AKL#)#_UMGI#
(0.L07HN_[@7+;^;PIZ0IX)N'4AS#R09Q,IQ_7-I5,0@#Y.AB43U=-73
MG#)H9f)GfY3EFfJLCT\$&UC(T2/68JfI?(BVfLP3&J22f\$IGR)\$/?I=#!:#!A
MDD03Z,2N++40@f5',HGC_Q/VROW7X/>L+N91^;Q=)RV*^R>F'WD\p:NV)#Y
MCX5TAHF\$VO>M2E>8#MH"ILNKfT4+MV/Y6DCfQ4;\$N"l>@,H6SW:Zf,F);MW*P,
fY7S081)W=UfV+M4Z)-,+Vf'8R>#8QG;X@Zf"lE6)NPU,;UIEJG'Y7_M9AZK6^#-\$-
\$U&9IH*UUQ_9TN:#VfJ631:R*_DE=@OK%EBAX.O,"%f'f+)|<>*f-M+P8QX.%7KBFPX<-
C9f.J&S&4@_*LF"X=A:f5!fHX@AXV0L<'<>C;2QfIE0D(M%;^&LlB?
17f>0fIf@ZH#^C9Z50>(IfF#,J#_32YUfF:CL))T^!f)QY+>C+1fPS6)FD.G?(f"Z)N):
M>6\$If.2K7KAL;5K1Z640)&9!;L7':WF9C!6MYB(2f<(9BfF9E&42)CWAS:'L_M;:K@,M-
/Z>LK@F(=fV/fWfJGf=^X5AAFf|f+43J%COM0H_X+fJ&AZ6U(-052_QOHV)7:f1*CfIOMf
<"*26_(%<'f_RD06*_M4*R_ZP,=>Rf>+;RB.73,3^VWD\2Q_Zf%LK&P1_7f=7Q11?
5P;NX.Zf%70fNE_MM(S>f(Q?&N%f%&@3>^4;:-&fTW9E&Uf0G:P;P48f_l%8Z",9
B29EfHTFS_M-6_#8-R60,5f|7WHf5'(+VXPOV8T%Nf)9MYGB4035=?
VN.D5fLSDGBf3=^_RX= M9&*,P3'QGL1@>!0GJE%7f/<\$Zf'_6_C)Y0f1?Z::X)8:9_3N?
Qf;:&WDHU_Zf_M"l|=f|<<0*S5?G?
fF=\$WWX4fK,4ZfJ(&%f.5,T9<)Ef7FW"9:>^@f@93HA499f;R2EO_M-fJ(00/?f.8A)
<f2OLRLKBW*RUJc12Tf/3FS5^V(HVf2,?_L9-^P8BH?C_6?_M72Z6f*GfJSD5RGDN.f
=F:f.l.P8Y'C\$B<#?WfJ4>B^50HUf:"S:-H?3N.52YLUfM5_2Z)SfVHXKE)TGfR
_Z59VSUDfIEKN!4LWC=V."f,AY5MW5/NM"Y-XK*X#C
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ME_29S.OP;'S2RK^SP"p0Q&N!2f4VKWHTU#.U!E_MQN_ZfSMZM.P7RR4=f|_I8402Z-
C^?f.SWf9^_0_7fE@0)"?GB"+CWQ_~fEB?8\$
MG.f'1=3f)'+=^f.7fA)PVfIRN\$fE4LC94#_UH\$.D#.MQ?K&6fY32F;+fJDD+Z>7E+fJFT:
<.fWD&)/U)f4_MJ<;BT=U#L1P.*6Y_=A%p8A-f|G+3=P=DV&YfYMf|Sf|=#.3SF%P
KYZC*)09_MTA_!(Z6MB;+QA@UE>>\$PFL"G_Z^+@DfIAZFWV6"&FT@MYE-
JO9\$%HK3AXO_fM7C(K0XAR=+ZT#fA!&#fK9@_Q\$>f+
-46RfJf;4f'(f)?fLWf!;YfL+Cf\N;7A
M%>XZ/TQ@Q&W=3Mf|UfBVf%8*fEh@LOfJG0D@&\$Y&VZf)^?Z9%Q(WL/Hc.1H6_M5&
f(2U=P-G4^02:(6<.f@5\$fJ5VQ7LKWf3R<fU+@HH>8_)N*"P7TYRS5UIWf:
M=;=W.>,\$^3!f.Q_04^R#/*KYDK#?600f|C=Q6f2FHO+>P-R45f|@f>CE2,f_If
M'>E4SH>f|fAGBWS_1/6L8AX&RQMDCD.=9fI=K/9fJ=fJRRGE?MN8DNF;-B.M)
M_D5IM=J&?_&X'!M';>O*LZ,.%N*8G3@-Zf>(8\$%L#^fI(W^3f!=M0DZX"B_S9C'SZ*&)-
Y'+>9>_>=@5f|C(f?)6BfSf|*<5UNYf|CH9^00%f|_MU?V^_J+&.XJG2Y"%VRW0_^U;_C<
M=))f4/(f>:\$fV9W_T_4JAF)*F1W=J;UC3XZfUQU0#f|>\$U;:'K5TSSfA-ZfIOf
MC1&V7(KP.L.fY=\$;H;WfL+;QBZC=%Z_MCHfFf1#)\$)RH3G=^:TPQVZA=)fI_GR*U?
+WDU2f2._G*NM#f8"ZEE2.8F>UTZ_M^1;ASZ_8P;:R6.(f*WOVX8LN;BP4B
_fF:SfPP4U9XH0HSG0K2/_ST_M.M.RXRfGAU-M=2E@P^,RB?G'T%0#0f
f)JD+2%8+)8OD#^=6/_Y;^(6VY@QJ;ME%>fMU;6K?@.7D_ACF9S1>E*+MH&\$-
>f;JG(HKS0M7.f|&8^Vf|fC>WfL>Ef|>_M&9._B>?)@f\$QVM;&Q.U9Hf40&Z.?V6100P00;V
MU@R<_?DVGFU^1K&EQO>?Cf.l.%\$f1fT&Y^TS6+&>f)J_Vf+YMX(NfI=2)fJfNfLGf!-f
PMPG>_M#XQK/Q+XY-&\$E#.8T40_*71=KD?V#;L.3f8-Y(f@f%!U&BQP(P@-(*)+S"l
MO,X\$%R1U0')fSM_UZ62SZBZ0)fPf1M<3^MU7Y^fI(CfXSfHLW)'U^R^LX_-fD97UG_NW!
MHL?PX,Nf/R^P@W@WKX&D/_VOQU.HD;_*f1CS&%;SBJ_*GXVD-f6Y7%fJVK%E?JCM;
<*&;&ARTS_)6L"5G(\$^,ARf=2PKUY^\$R/#AfJ6G+'S+%6_MA;
(f(X\$2_60\$7BAS9TG+TNTGWEZ8,?Q2;MREEC(Z%fV'f=T7V\$ _ZfLFRX',@f"?f\$*EfJG;/6
MPVQ_TOT>f7PR&P+.G,UGGUAE-fJE0&-J59DW+B2_0&PADTfWfXQ5RfN7fISA!Q
MR;25fDV&?#G77/Z8*SLFP(0AYB^(VOOD>9f17_M128.%X+Q+^@9)=48R'7>*L?
f4DV&&f!f)0f6%C8WXUNKYV<83f|@9X6P3MF:U_MX_0AGYA2/fHC7#
fCGSVU5GDY;?f|'=1HAFD?_:(M1FfW)9fX%3C4F6&)9!M0_M9-
1RKSNA,M%KW6fD93R"%*DMD<-4SAD-fE\$@:\$_XW_/H>^NXJf;M_M?7Q
f+L;05JZD5(Zf;Nf)09H!%\$2Zf+N;0;f;NKL1D&Z1\$!1%^>f|<^f5XfIGW
MGL_Kf_KfXf">O>>fUGH_Sf.>f;9.Q_/@EQ\$0U+9U=Y_fJ8fDU3%Q3/4ZDAF
M:*f|O=84D+*H*4,=ERQ^8>;f;-)2+^>851-JQGw%62;XM03+?)I=%9;+&f|=
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M,DQX9Q_EW\$fV50*.2fRX80#CEX!+Z5fX'\$1%#E@%fVRY,f)V_2LL\$V;_*GCV
MGL11<0/f1"@Y=OZN;f)XZ1fY<fN_ASfEPXF*f|>2f1F+?!f|@>%+WT;:>fVCEB=ZY
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CI*43*L=L='VV6W0Q&:@YGE!G#GVR^@V(38!,)0%@5^&PL2"2F#&DPWYW
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M%)+ZZF!^|SW<:NNS)?G M)'F+HTFPAUCK;%3(E-E44RG@,VSV3*4(2BA/%0;%B"PRD
TUSHQP+4I%#U+V M#46\$1**|@,LOQ+5BJ"1"+P\@D;NS&J&-R!|M5J,
M7A+7C\$>7H0XE=H;J;+|7M8112TX-HH!'_0OZG\4Z.W4OS\BM88CLE="!"@S(
M\JS\IZA-I4^%\$!\X&IW5Z1*/2L99VF1OV(;#8@ORJ2)U 99+3Q\$0=5Q#;J\$
XI>L&9"3|3<7: MMP'BL9H^|;W:M 1.1"W<-R/M5(%;%NDS3=KKD2Q_4XB!8U_P|^*C-
NY9|YCI MTFH" T?1/+SZAOUT4IZ#B/B0_.%JM!F8WD\$,KZU-VW@ 2.U):ICQ
7F39*C.0/5,-*H" (#YYZ\$@M M+5(-7!X\$U2IT8WBNVR#-^,^VP 'ZF=,Y97+)K'PNX5-W%
|'G'/8(DI2,O FQ M6F,-7"0Y%|>):!F-(U9,4K_L5ZNA\$|H_4I?;!(P0.X3Y2D4LB_TL?=GQYAT
M\$>(TI<,KJ.%J<|R4HEQN_/,X4X,T*Q/D%5A40!(IW?ZV73;JI6#1QB5/P\RR
MB&\$;%9)RB-).Y25Y%?:F3V,8:5R66%"\$+.7?'C"6NY30F1DPKL@JU:RF'\$>=
M^A)+ "8^KI;S^K?Z/&U%H,S9+"%17+%?>0Y17,KC_:F*@Y5AD MD>6WM/O7/5.1>
(K%|'E(8_5DZ,TJD:YW|P-'3W/| #ZAE; >L)#;T<|?|^BC@O
M\$2|WEN%%O%KX)I=T#%66BEK,G&22W+K=?1?|W.GBR;%B(8,Y;|'E(^7VZ
TA/&AJ*_Z<7,GW'2K&|6!|^NO;76R M C5_B_D|C43L 11L"?\$|)1T1QG'WQ
+S^= *?|S+B/#F="2|YKCF^G*4_M'ONMC\$Q-3)'V:2IB*AK%PL#<\$>(/X-|OND?
'RB9G)4F;,N P>_Q2|O11UY@UF#L2DWQ9>Q_K7|8L\ 7QZ2DW"*YJR=G!T%"TM,H>%
M5^\$<5?@5GX?OA@J MR="F^|H\$N&8H:R/WOE7_<_H^2\$^*?#W%V|VLCY\$R?
VKW|YF|T>D|S\$JPP1C MDYHX<.,VS'O9_O/.'JG8
MC<#.B^8IHUM9)LC+L"M_,Y7N'V(7|&NX@>4C";\$4\$!.WKT>+:%V^|'WIGN MG'LZ?
W:B\$H_\$<9>LYJ?(.A.?OS5^,?MG?<4!/I56(J:QUO>JN6U/+3YJQN&
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M2|N'TB9*F.,VF_H/V!/
M):8|B=%S52Z8)N0D%-8.R86C%9QDT++H<9AC>V63TJ(VNE3H,,OI_EKRO5;D
M4A4A;9%1ZDM:Y|6.Z9WR.Q@&3?R>ECGPQV SZY;*5_MZCG+P*ZH1)U_>_*\$4MZ%
(Y/|9DVI:XGDG'W2>Q\$|.B&.C&6"JM7|B"^"PZOQV<_T M*\$8H^X,?9@6"- \$|)
|H<%2N:'Y>8JI5; M?&4A"Q3^Q%\$\$13TDI'H,'@C5(P\$*_B/P%|, >O'=%ZFZZ:!.S# +<|:5:/
ME!U9C|E3|&XO51PTN;|H_!<|A.%>'ZP:>' MQF:F7?|*#8I8RY2LI^.|&@1=A|OA-
#S%DM=/ZP\ KR4% M_A81BEF94Q+EQLC|9)WY(EN3.Y|S5|V1:3 U"51Q:|@ZS-
K;O*WVU@! ". MD&87:%C"&VWC21%)7O*PPBS9H8|Q@SJHB!TU+|\$|=)F9DD@5-
G9I" FV664?TH M_)LCF*.N^=N1%7Q=#/VSKY3L_4IET@)MH=\$J"8KT|
MO^_Z:|!=KQ@WH6:@VRJO^IHRTI 7ZF_A_CM*DT!,(IRJL8,5B-| #^FK+R!/
MSI2C_5)#!U7%2I5/J%JB! M5*#WX)_@8?
AIV0@O,1Y!@^ZW1:,,\$0#_S@_E\$REFG|M=!*?)F,04U|(! 2;|B)|:RF177QLP=,SZW @!AZ>?
Z+X+5 M)_1M&-Y3" _GFI> ",5\$G@G#D&P^|&0HPHHZC,G53.N|B|F#Y7XO= BNC";1.T
MFL25F%6)?YFP!#'|7F91XCR=K8Y.>5|LF5%BG9BGA-C1*L7ZARK4IPZ'LC|Q
M)B>ZE/G->P/>|. =X12AN0'-G5#|NELX&5(I8T%,FIU0;RTX2'V8#-#8!.X:/ M|G?
^L2V,Z3W\$|V0-QKH|@8HT0JJ3|J8\$G#/QY(WP:Q>,D,^4203HHH\$C&@ M?
@#"9'JKFY&&2 N MIYAM!OI^N\$R@^'H\$7\$%X*%'R|OVM\$SD1N#Y'.K!*)9D3RK2M<
MD+._LFN20*\$F,L|B1AZO<<8-3IRSCV|SAB)ZI7@&GS.TDJDD&8>9V1RBD|SW/
MN\$>O2J;G|WK=L11_"\$AN*KMHC1X\$C(="IPJC)Y0_Y7N733P4F^&"YHF;S;TN
M:D0=M=OV?(RS:%@EN?#;=-|G3!%D"=%<^5<^ZFR-#&<<_|X\$)-\$0F9P'NEAV
MFJXG10A/VS)A
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M/PF"0+C8M.WVG5?"U";5^Z43B;F^(@\$93AW=8XA*D)+-?H.T4WTA@%BU|H81
M\$HD*K_ |0IY8'=ZMC5G3FQW8|?05+G,P)QZ|L\$#W6XJ>I+3-^?W7SFW_XK/X
M|S|\$F&F&B%BN>G-X4X0!K,UN!223A5*J\$#8,?)@|F/6)2X >>S 33.1/7B!
M3;G|;IODE(8#5JM_+AR-D@4|U?",74YO.*+Q6&%TE?W6R+B)1%# 'U=FRT>,<@\$+&
M>VOM#\$R\$DN-ZTBF2#.S'|D0:W.^9_L@+|W3S-L4A8"3=NR\$H/V?B3F?
Z.&@/WN,6P1AIEBSDR*T!3;AX)_BY4?X|YS0QH?T63:BWOP8)GX!H
MB9B2L8+&!!%EC>4+)LTG|4CFK)&Q3!1/^4NOK4PRQ_DS0K:VM|D=U:I47R6
M2<_J|J\$)"3?_ _|PSA3S8<3B%(HIMG@/VI#1"5?
R1E@SS:QS9_T!'3!*B|/RB6P"C8_234@|:PT ME@KF*,I|8^D00B-;"/^828&5=I6+4)9R9
LK-NJ0*;I?8P*G4P|Y 0'QXB*D5N75ZU6!&/R9":3AF/2=ML M#+|04@RS..?5GNM7K1
M.MJ-#,9 *3\$%S#)T(DH<9T-R;,\$0?S<995./VSXK^/95 M>C5N'W;
J4KOF:@;EDIOHORZO+'#Y&:7(K(Q>T@|_1^%|_#!.I|P!V!|G MM/+9"
(JP6|\$5T""A%XPZ:Q&Y^W|Z|9KJ/+M0)M&0HV|M GLBK44&)@#N;C MT*

FILH@Y70%PZ55-SV\&U&8K"09%6BBG\ZG;\$K\$+< 6-6C=PT880,UQ/+3E M?
&0%7F***)EI>GD68-0UQ E9JBB14KQ;WOWD\VGXL1\ (R.:K=Q.3H01-YO%75
MMIS(P2_*Q>ZA'AL@9_+UY^/L#/#06:(V9F8GIJW^/)*E113MJ^5\33)ON7*WA;
M8OL^6L;-."Z/B8HSACD;\$BK*H.LF*,=5P=ITA;S?IU3P'\$^&?_1(G_MV;N^/?
K6V%3(^4\BTX90C=BS*! 1.WX\$QSVR06I3PIQZ.,0(U!W* 1 IY:N M(=Z\@/MS@OD1=Z+
/X*1!NT-@G>R\V9,0(UG\Z,\$@XJ!QS?<[F(4*J@\?"# M5.S[6E1]!:8OT5B;VN:3V50.D^-?
UNY5BM9J3"8T0;#XV^NR^G1&[5.-X MY*7FWU<0_]*[O
TXE=W:/(\$6;10\25PCD";OL0EF\["[9&)VU"1#D_7"QI?L
MIBI#,\$%)>JN'(X0;B,ZVH^J&+2,)O;;K(E1Z^#@/=XQ#>G"FJZ5M1J\#Z9\ M&%)B,K13:
<'VB?YTG2Z0/47"D-#+\|2(-@/ YH!(AL*Z,08/>DC"N@49&D%
M8XD"^HB057"D;&F=|/@BY@:TTQ31C-
J'G%\5TWFVKVQ\J,M<@:T\!I26E/V2S;|*UY6|-0964.W4W\$5:E5!7>C*'+I S MI3=9W
4CX^78&+XGZ.,=Q*>6E2@"!4??7\##;+P1 J@A/E+(SY.S#@4A_#.V:-;8H)91<2S 4UD;?
6A?EMTWEQ7B7Q6KFU\5\BL,TGMRRZ."/HH'8[%/Y5"8W MH#%;Y4?Z,#[M@NV]?
/RN;/PIAA%48S3N1X2Q@9.U\$%X!^WOW@ AXW3V8/6@2
M'Q\$R_+1'H#5N\|= @P7V\$K3G#5WHC2*6S#1M4'+6.:3GJ4:G(>LKULBM\$.A?
MO3.DB25W+|"(W?7!*|ZCB@!TTQMTZD!*J 5,9.1^~)A VX6GX)4#!C0HE;00 M@H'-
PS3"O_4BT-WD,*O"(X=#M:Z\ 0E Y.Z:\$44TV=@\$;R@3H=4VRV",4E/N2
M;A;R*388(+:R0;K/ (=IR97"R!8%\$KC!>U&-,2B(&,>_N:~?RO.>R7\):PMZ:
MS+7FZJ5\$6\Z^~L%?Y|R^V'_*D&7HTUF1="W7TYP=ZK9_0+;|GX%2*_JF>.,?;-
;|XN_P02%ZN^O A\$2.U@V057<,K1M*A@ ES4I2YB4#V,HD5 SY8*_I,Z*7"L MMA1(;!?
%K*U**V345*@|SP-I'MM**G4M_O;YKHY_GE0 M?:(M=H2*?TDIZ6Z(?9AUA!4:C#@-
W!)#^(&1C1C!+.,BY."MEE-N%R&G58\$5_M,B4\2QU%3J,-!^M;/(LTI<YPFI+P!
M'L%C<&)D ("NP),_RZ"("0[ACJ/2@! %T\@NU")7*XR#X\$%,N(B=,B1\, M07%@JS_+
>QUG\$!1T1!_419;G%D@W"1OV)=ESG;@99[A8E/Z^EC&JT'VU?R4 MX7")U)ZUS%R=>
(@TM48\59\|O;Y0T+XZEHO^BKK>F YG*(N@EEH?T@YLE(MJ)-4,\$?<=-
O\["%,U'BKW\$#(E<;\$|V/#|);6S&Y\? \$NC.!N@|HSWDE"D!< MIN.D2A3P&X-
58R376A/.U@R,"^|R@U3S-@|@H+=#7G-#C@0!S,[%62^>#!G/ M?!Q^N#.KJ;T<>^\$ D)/?
D:3R:F(JKLP:"\9_U@1"NRCH4A2.3FG2O2B_+57 M9YO=%Q"!_I@<7<)>@^<9
MPS_C'B6XV?>IDIST3N5\Y\$7BW?YJ30Y'@UE8G5R|ERD=C\$U-&!O:RA\@YA1
MTP)3G3HBC+,9Y,E6"5\LVH&VH=MZ^N%|_ZV"%QUM!SJ9&
<%(0)3QJ/>R.5PDAI\7@LFAQ&ME>2JEMO#27E*F<(L|!"8.SA9QJSAARI'
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M^;R?;C7ZSUMDQ1\F*A%B-
M'ASZS#*6+JP^TD>8;J;O8,ZP%6*\$S\$P+51WW,7ACT)0P7Q/HU(Y3*V?^&I2_MR+Z:F\$8-
"GO^4^2_)510DD>'45|E+/8*W98AG"5T*|2)ZG\$H?5IWL M@"ZV-X MX\|LZT@;"+=-
_+5+H\$WW9R.\$_XV"THO3/S#?,N_JOGV<5LFFJ(3.CT5F\$ MR,Q<"\0Z\6*%4<00G-)
/8>W.X=G^+**[9#_1;73;?M85;#::9GD7'Y;.#I2_M\$*NXE>%(MY?Q)&JD#,1BK_
D!|E>QQ>0'0#(M8/6&4E3"/R,=1),BDM9:8 M^|CG+WTRIDSY,=H7BXO^&QIH
/ME5&"L\$4L;HI+; %_.12D>;R-*>|&!>HDP\ M-KQK
D3^DQH0_:X&8H'87.+8>U;#V_2^)^64>;M/A\UJS\O/>.6\O@IMR
%NBS*#UA=_RW6\|/-0@T0\$C<+(!WZJCI0C?/'?0+.QPRD\$.5K+WGR M1\S);J-L'7*B
"+#R|YUI@>\$R;0F\Z'|(M;OV%|GS)R JH!QKJ|@%FHR>N0 M2%+FC!?
F'F2F6>LL*YKR61?NLB*& M,KXL@%@6T.E,OXQS)?O|Z+IZME%:)W1=A.R\B#\43T2J+
/HZ0Y9+=^Y7 "E8 M=9KI,"W\+60_IGOYH-3A/NOV3-Y'KOQ#'=IG+O(-
)0YQ?.U5&J&"PG8* MI^E#/VO%D@AAG\$|F(WM0:0K^S6T:B*6\2T(V\F>?88W5,J;@RQ
M->WNWKV1>Q_9(EP+Z&AG/+L?B29,PV*FFC/T\,: MS>47*O5G"*N39&U_1L;*A'W_C1-
=&%!M=TRY_TY!5=.A:8!Z\N\F.U1 Z^ M\$51R"PH:Z(@0G',\$.
/6H)A\$4C!HM^A\$(9/U:I*M(G#,"_Z-R:'Z M; &WT3M#/&3\,:TCJQ: #1PH)JHL4RLK7-
_5MI. M+|0':Z4R1*06&*@RJN4(^@P0,6Q3YCB\|JY)/YWL*H@'F!'&@#\$90Y1? M%HC-
3CTH\|3Q4_4&;BX^6 @C%|.1*<2DP^"/X\ZZJP_IV>V+SJF8F^37/4 M\$K+G9!|W1 (6"P
M8")WEV!1JOTPEYE\%OI#GJWIO@G%K\N1.9J8YQ"IM4Q9NDGHE@AJN6_R5K_)E.LYK
_T#6_SKY(I5&=VMSZM-B:F#V:MJ_,&=#1H=CB# M+ .KA0JZBU'UPT'N7ZJ-
'I6D+;KR5AHH0'>C M'*L%30H;3X-SD4"GS^QH+RK3YKH<=9\$*
UEKK>4(YNEF@.XL"6)L4Z.14\$J; M%7541XI*X)+49KZ0F/+G+5\$M
/R\VR6GW?:R#RD(KW=<@ G_1M2KRB5JDC?7@??L%M!RC1N^>7)Y9* MU\$JH*/;WH!
8M\4;)L+4QSUIP!F64=<|P^;
M<9\Q2;W\Z4S&|Y3C5.FA)\F/OKE,A(!5T+J!*NO4W.EP)B%8F+P8^J5EG

M.&A!^C>Y_CW/J#I'.608DR0\|0T0=QM2W8=R=!H0=QP;=8RYHJE\$UA+E?V\Z M?
7^8/H#BIW'/#3M^L22KJG.US\$*'<=8)W==(<:/KWPF7S+\$\NR?9#KP#BB!
MM+_:J6EL(I,869?"\I%T %5=Y"6^"1?Z)M4\$)PD%BRID(WQ'I'7,AXL*;NU MJ?J?
A!=JXIP63/PQ7EW|=;P7WV""W0/AH%+!\7GM1-&W9YC :!&:+#J,HV0 MIO'8;"
8:"0U/44)\L:&5>Z7SH^U'@_N>;Z16D6X2^5Q6;"N@ M!^<>>A56!NQ_)\QIUP"-
F>=|KKC>>4O4&PM*K-*EKB U-Y>C9B/6-D#A_!8 MGIH='0MI^C^781X?
E6|+E3D.M,&5RJEAQG_&I?9 M0 X-S\!9_JH(KQ>!UHBCE//@%?
EV:7|=3F8=|LDAITAP+)BI4C0<|U!6+(R02 M695T%%80%;V+BZH_^-
<0LA|1>7HC!C"I_\$WUJ#"I<'Z-5C3QT4LTZ?7>SGE>!W.B8CY1)A7SYM,+7S>;3X
M32QSQ#.>67"#QF^/'Y"?RY=U_ (#Q>7R\(:G;==M1\DH6|O(!0SFO4+DIY%L MAW"-
*M)1-LOI M:&V&#F:\$E'P+=^I6S#N""6=8EM\4_-ZFWH#8M?Y!O&)&4A=TEE>=|#=#E
M2V HY/"@H8_):6HX)VHX9:X(J>%BL\$I\U1/S"@I7CFSS\$,F9_NWH^B#*W5=3
M;TD)25,%KD)R:GT|D<;Z';(I.;QQ^ZV MP?\$<9LVS+=%?YO4TL/*_G@H;*"92^V?
6W30)'6MZ:.(!ZFJ353WC"BK8_)Y MM<.=HJV.8QMO/5ECB:<0VDY|ZR9W?
IA>WP%P_MR|7/_'5:|ZJ)#MY&K|@:| M;3_ ;S^D4@B,6>:'7BSO/)GJP-1D
O(&O9DQ,M0*672(L-H+7WWOFYAX9)3 MC|9@O,I= <;
<_;<D8B_#+#DJ."5>3@VC.1A||"DFKJV<|YQTI%5-F/Y5.+0F:V+ MB_W*:GZ#7):|?4)"OG-
1C|%-|>=%DI\$TKNI\$VK?DX&B+3#8*@FNI>+N|2T7* MUT%24VGITM'K8L-1'LDN\$9-
GNIF2SH8#<4U;|P6H^V^/UJH|TT%0EIN\$=O M:E+\$<20XPG\$#ZG&QKH4)?
C"6A'5F*KPZ:4PDV>@4_5^_X#1LDUU;3 V9;\$L7YEHN\$- M|'+&SW7F^NKS">B;K|
2ONP&56^_G|7|?^IY00Y;3!+@>8+|9ESXV67F4%_' M%?LSYZC:Y;+ Q:9ZC?
(N0\R/G93O\$Z8;"#+#ESF34L:XU_*+N,"EYN|6#Y:S MI:(2A8G/1X>6'4-
#M+|&+-8I^O80V;PW\$=A;G_FHCB@=Y!^W-H,GC80E(I T MJ|@H'AAVJ|Z-
>Y>@1I/ZY+AX^|.8<^|.9?WB#6BDOL|(@B8H2&:O\;0H;7Y MJG-UA\$G;R!E_PNQ;
|5N#TK>V3JO++N2|2)XN\$|_?AQ'E12<;ZIU=| R:<.;J MU|&'B9X_W,T,BXP4R1JW*5D|E-
)P,6NP&AG^/OJ%I7 M8OL/I+|J)5)VY?5A&9/?JG)BL+I/FS)7;JPZSN.?
H%.:+W,K^12I1=I+*^: M9#DJE:9 &8BM&^ST(*U&Y_BS;MI#?QQ)O&??KH5XG;
2;_.KX.&Y>OR=RK MX^%9K3*|. %Y>|D,M&@,3+S!GA=8V#KU-|5P(
MU|PC6,FWG.8CNCWAD%1 MI-VY/D(+=^1%XYWUMS-H@C|Z;E=.:?
Y=.KRDJ_!T>=J<3;-ZLFB(A,ODO_TI M^7;ANDPJPCD-
4K|QV>&|GK(JJ8;"./%N^J5+^\$90^H?Q_Y;*2&*X7-<=A M3Y*3MK+&X\$|_="0&Y(A
\$V':>CNLX&S3\$NW+8A.=Q-LM9X??W9;^LF9N-G9#
M9SC%R@8MB=K!FKT"M|1XY"VO>2-|1,W^T4YQIAV3!M&VI%QO|7/2HY;2=25R
MXF7/1.SD+9KA6%%M7|HH'8Z>=U)1NF@JSIS;1<(TW2>K&^DG2<'=X?\$S|0+O
M@|25(R;=|8KY\$V>TV%VW.!>9E:EO0('S%6*,8J,O12RT!Z-3)^H<^L'ZKU@
M+3M4C\$AO=R+!BCU"54EOLAY|BW)6#N|X%CTDST@63!|E|N DZG,AT*/LM=^= M=Y?
>@ 0)4=|=K;VQN &-P|_A_>|)1M1QWNDW"E_-%=|Q^L2(TW?W)4S:WYT' M&4=+9"Y|Z=
|*XW&9%1C#QY"87\$)|@/'#(A+M9:'&8_H1&|6->R|7KN\$|>-7>N M>+59#>
(5G""*GU1<4U|^W?@IEX3:2I#51(8LD|CLNV8Q1'QH;_-9|,%F45|!|5:MLT7OM-
M'NX5_?H3KB|Y%_|JMW<9XI@5XGT23WQH|NW0T3"U|98E41J8QE"?*WXVS#IV ME:A-
+#+@VD3;&_-&SZ,OWC9V20Y)8B(G.U"M:4HI>^I;G|?;4*=I_VO|CK^MZ5(&M)|-
|N935|VH7|8\$+!SEJS=UO|LXE"Q56EY8<^DIO|XGA.O'+|1.2&B|PG)MCF| MJN-
#LW&_WKR2'JYP38=>\$4VKBY8X).0SZ&@F|S^FH!?!1|&SH|,N0 |'H<"G% M>5?
\$R&O*|D8|YX|F|E2KK;-R23#&T-&"DWS&YIMRABR*M\$M
MWF76S&5GV5=I9S85IZA+U,|HPK|VJ#-C(F*#<@E,JA'(4T"&87JK779V7%
M_\$9&9/S^!A.._/#5&)|B4OV#*G2M,VM_%>JQ)5UMXEY|#)\$#+)G/:SSM#A\$
MK(0P"||+3P^UJN(TI"77MW;"G80_-3D5E!=UPZQR=H MP|CB;JP|"66")XA.:E?|22?
W'LG=<1JP>34 L9PBL'CF:S|HP!|=>JL@G! M7:9|O',D1&|L2)&+|+Z-,B=D@=0!3=/(PC!
YN\$;.=Q??>.=YDC|G6/F1+" M!;*?/L?|HLW0"M|<2-J=Y;VD;LVUJ,*K!;\$8)G-
P;8SLMZ_8QWCV!C.^_M63/>?16: 4|OM;R9W@>V M;VI8N|9!;P_-
|^M>Q7O@H;6IQJER>T|\$3B1>|@B*S#JA6,|#C12.^.%|8.|4 M'DF)P:/UV?
7WG9^YRVR;SL^WY^\$HK>*|+&KV,ZG/B(:E/A.:#XO@L|ER07O'
MAPW#AFA359U6GAH>IWBH)Z+)|.-|H4LR*<;#%9H,PB7\$WPTKQUPREO?9
MH9V@Z/9;00DBE*W'^.G;"^6=F_2B"M(#6|0Z&PX^!9<\$%^HQOG|RDI49/A
M;4+Z|*&\$%7-9<\$;Z>>22,V=R|3G6MK+5|"XL;4",6&J2>D?&*@3,ZK"|3| (M&^@_,400?
-UW1TG\$|=| ^W:%7,J+,N/MVS-#+ 5'+0WM/BR,P:N6&3O@55:"|(C-QA&E!U3OC&!D5/3
MJ@4#2Z(^,|8)|G';4<=9:<| U/M#@<%!_X/9M^X;*7&#?\$/L6H7<4PJ("),
MYW?:3|DK4"^4:O4EG |US*IPQ|@7F,?RBL54GXF,>*#1?A:)1Q-3PIL=*ZEB-M|>

!U.18PN83;*0?KOM128FDPM# +ZV\|P0?LIB#Z>L25RLAN^HK^J7Q\BS=
MO>F4R\|=2"RUP0;.#V!-%:UH\IZ7/5SPJ:ISIFX:#R0K^THD!38^'85OE^ROU^'ZW*Y
+Y;|/GB#O\|CJ<^G_P_MZ@M"N+&323,%4)-_6&\4XPL7*BC)T+?N<M._5LU;_DZS-
M'>R)3K.>L(Q3XA3NEGUO-G/R;:'5V93S=EG=1)#ZEZT\AU^!P#_J M1, 0&>5Q?
7+|G9HBYKT!R0*|0EHJ_P*CBZZWE(E53<.+2DNRR!I:"|HFXIT|
|.M&TB"8MQTN2R8S&>>JY^2J#7K*4G>M"ITQ6 J+ C3X/>@<|ZY(!\$I0JZSW=1='M3-IX
MK3)JE)\$N: '9 B@; :?W0_1OI Q)-V>@WK03RBCB02K<0&-EDS\0DBCA_KLK=
MWC@|6_B:W\7%):!<:AUY5!U/KV?V\FKH:">M;/G90;@600Z0OW;%6% C9M>S M-
NZC>C2.L^)P1WY6OE\|V9W E,IB<:Z@.'Y>7+JS1:
M_C%PTRTX1Z_D^TQZPV'T'COQN*/.=Y9IH):G;?Z\U%@..ZB^?'M./0N\XD8 M7?
OB=FDL=W*H);_GWBF%PET->YN3JZ\$UN2N?XW9JL\|XBT8O2\|DZ.RR/XZ0W^
M7G-!N\$WA>QHH7I\YP(\$=PB;#M>%O@3?SY(^ \$M>C%@2WF\$YN11\$W#<|8G_)
M>^:-8>E9M\%1AZT1:SRR3#M+Z0.2L2 (M)^KSI(CWX"4?7EA)4Q!=72)@KA)NZ'WXV<
C91>N\')=|Q)M@-. 'N.\$ MT*MUY\$Z0TN>4Z55"89X:4Q2(GNGI:CE
MV\O\A*&\$7!ZJ,8\W0A/H\T99:M+|Y"^^|MLC95R\2#T<8W4)\$5=21*M?AUJ/TQ@E
EYB=Y\6D);U>-R" | M8YC+>E0YD+W0H,A>
<2#;.-8@_2MAJXYPPR=5M80WFX_L95(E&#&@+;|+C7;*MPKIL;=/&:XUL9\|L3BZ--
E(UTJ72^L^,B)C#V\S;VIYVPQ,-6|
MT)0E69:61\$|1E\4M)'5A'#/YJU352:E'5MC;RT8P91UN<)>MX-JK_DK!HOHK
M3GD4X>JW?/_<8@:9MK!=Q1'|_KMAIS1+5P:-F2;>ZK\$4;BY(_DBRZ);7\$Q;+M:&R<
%|_!?'^IKQ3=JAW<-0G*N 4|RJ='Y@8/_#|7&/X?@>#9^&';>C3%72A3 MGSUIC.:
|8H4PW_3C:Z@-)**4,LK0.^>;GD;|CY1E#ECB|.6GWO, M\59Z=WK(PMH8/'T.6R5FY"/-
|Z1(*'AXV72POS03RRBA=%Q-(((\$P!W0RFA.S\YGI.?Z-
|\$AE@XQG&B(V^"ZEFY!>EDX2)U_OC?5461 M_MA\J*2J#=_KR,>7GVC|\$VOK1_#|/6
Q;J\$WV50/*RM +N0&-1L\WU%QOEG8_.Q.J MW!\$88AFW)!;|FW9#TVZ\|S1HQ
(|<&%EK\$;@=,|IO;_AE!O21:-C\Y+3H_KU@|:AKK3(6)?MKU\B_6C)@IUM|>J='6V|<1-
F=^TY41=L9?L/|TRHM*B:>MG5=734WX>5#U9,|GH M_(>>@),H:E-
0#X"34|:P;4J9T\|M9A;HF->:U')^4GPO1(EU0O',N;|Q5KNUV
M\$"&^O3N,'|@47T#I+ORW@*@92)?J9RHOJ\|D\|H#A66P+|><)>#>Q'WGU#=2.|D M_?
H\$(9,F9O!S2Z2QO.0GY(RA#@P+GA4QLWF&Z\7>.>N7E5596YTA,_^A"U
MN8.M"5|GR*_I\$ C\$(:CP*M*N>1LRL:2|/8MLGY3P7?Q8YR>+"U;@&/7YH>
MN9@HJ_0M&*0Q.WZXZ\BZ5FGD*WHJ\7L1:.'|&.@/-3D_8:WLPE,|2F,WWP
M:5\JON8K2DO !|A^4;M@IN#I?^+1M&D<;SPN*"@_."O!_D3_^=|6HRYC8*N.
MJ9023+&F<\$GR;7UR\ L5S5ZOSZM^<|U@9F'W)
R2^TH)VTON>|&J:XZZRSN6M>'|5DNZL^,Y91PO\|G' M3-UH\69,-
OF;O'^6|'9424LW*8<;V;="> #+T\O_\$Y5G?@.J#3+V-Y-HX) M_J;:<\$9L=DZCB|
%KCCE&Z9\$0%5',!|8U ^WA\$OU,FB\|ML2(6,\$;PCXP* MNBL\|OLQN\|5;=J?|D9F\|T7EU";
|T_')|!G|_|N9|_P;\$PVN(/7X> M58'V;:>|RK0Z;/U9N<|@25+&V^@Y-+?)QA2'-JK&
|.L1&I3BW2,|ZWJ\G!Q1 M<^|HFK*F1M@*JP/!|D)DXJ6G .P,\$9=F"8&W51=^'N#FY-
ZX^C?D\;ZSM>|37A"|I&\$7@NZ>;|TYJ M?|WZ\?>_2'V@_=
@Z;@>;K>:WTQBN9DM<|97;.&^|TZX>RYX>R4O"D_!O<M%?
GB9S@B_YYVS7IR"K8.1YF?SNZ\|>5_//H\|E^4/L";Q+?E("PC,_@S*;Z
MR.J.RJ#|=|MWC;68_@O6*5T'EJJ2.#?0L1OA(B;G:S)K5/8*0)BW;9^P;W\|XN MI)?
X.L_#KTTF0B)V8\$8>-H_()H^P \$;|P@18"\$5AL32P+;Y1ZSZ\0U,-(|
MPSCE^'3+./^XM4/K?# 3MBA M'!!ULZ=AI^P)Q-
\$;N":6VXQ+NH1.3\OC3ZH'>)W<&BG<6,8?5\GZ=@NU>9
MO=X;'.U3S"9&34(KR#>ODT2SV_JU/N\LC\|VT\|X6-YXM2*1UE1#-F>0%9VL
MH.0E_97# #CDEA>D "@^>SH/=3P^*8%=_Y%U"_%|
M#\$T2YS9"G3Q=E\|H"WM\$|GYC9>=9-W#K_;XSK^AZA-33<'3ROB,)L,+FS#3D3
MEANDFM8F@T05&ZG7OHK^|=|:'|^4@F26!KR9RFOU84\GRM\|@O)Y YL@|W&Z>
MWD68M#X= 6I=V!?'|ZN\|R1)BOGIS@|5N4^=J30UK&_%C&00AUL^M?MF61%/|
MKMC7>|W^|O\|C@%Q|^'^=/'=?IP.6N*WGZ,|H^@F\$ _9_H7!SL MT2RM\|I&B7FL;^
UP,X6I54IW%|2PB'XLN&!S2.%8CKVO+,NOHJ38&
M_<|H\|1QG(#LMDQ\|QKY/^+?,9WO#2U|^=|#=YG\?8!EW2&|> <7'T@O@VK
F\$)|L37_JEZT);J>X*SS;?JK\|G\|E<%X2W\)_;/*@ M|=EDZY"
(;2<0(W,08>K#>NE3TC\|<99W5=P*M;C,9CEZG'_VSFV\$|K^B\GD:|CL7%TFVG?@
MZ+45N@RM#|(Q3QC .Q48W\|XE=NI'1JX@>Q/&9Z8\>GS=+9FS*XO5)BJ:G=^
MNN\9P=Q8&0_OM'O7-X7|-,R\9QLQ_@IT%/(M:M74;G\|KX@B,_B&=|TQN_Z

MKB7@ \$HN_R^ADLFD2V?_?IWKVY&/.WOI;HC@E&Q9.ZZ<%FSIO,)>_JZ\$[*ZV*
MGS(O:84QE!E0H_:L.6D<-MI29OP0D&K(LC\$-S%5,F'E!>\$>CEGX!?:57+0W MB\;:R9R"D
/_WBZ-S8;^<_V'E8E?T3FWXPDGXD67KV+?#7@N\J2^+F@T!)*P@
MH8Q'_ATL_.#AY8R3F9/_BJM;#9\3GDB(KX'.O"6="@@(+S51/*./CIBE\#
MN"25%X>|G'+9,F7GNA^8|UNN1VU6_0+WQYLY3,#CMS(V=G94?W@^,!O MV:?
CQKYV>\$V#)"X)6A5.IZ*:_P<(2QH2VWE>M?YY0'DH9P3?7BU\N:D;50>|+|\$14-
J.B=TZ>Y+V|H7.JO0E,|1-ALSZO^0;T*>!5F M" (?#|4DHF:A,>@G?*O4V*2V|P-&I?
Z>PZA_:F(K_LZY07YM@|T=2;V|=K MC,C6S(_YD<-@|/-964LCGY9(FLPU*Y?+7D
O|R;,\$|D"8T+W_UCP@+N?WE M!Q\$ZKUM*G7)<_Y5V/^9DTE4MRN(1%J\3Y?&X5L7|?
A4+E?#?Y|XO&C!FK'Q MF@/YQ.9D:W-+EI/LXEQS1UG1*+(4PA@655_"|^XBT;J
H*IH:PM6%_?4A3J
M7NW7?'QPLJ=B&6OTO>6#S_MR7IWTL|'AF(RDL4XSFM6^!TG#P6DT&6.APOMC
M3RI>2)Z|G1U_3WBE=(|U-:IC:Z=4^&*!;Z1GL^;QEWPPC'GR/G_D..QM,(# MY+
|L;?AH:SN)5|KW|=HC8,"3@F-)4ZG/O_M)A?D9@.G!3&^!5=Q"22XC|\$ MMTIY-
H.9'2%B0NE3YV.:@EW6K:=5:5&V%MQ570_ (? "OJ^@:|VTJC\6DBDWI'
M^:\$CQ>8#I6NAV@^2*K@="<=)CUT93P^| MDO\$%_S_6W@.LJ73|'L:*BH""|'9=A-!
|51\$4:2H= D@'Z2_E5!6E%Z5W!_24 M\$GH)5:63\$ 2D|Y)\$JH
H\$(GXG>#,_W+GWCL|HR2VV7OV,RQ,*C:A\$%6+|_PM"DWO@*3TI2"JLY
MF/Q.,D|F&F\|:X2Q94N;|K|/H=\$X8'O&!VEJ#9Q7#|XN_9&(AQ+86ME'27H MG@UINC!
<"\$|Y?G*CU% @Q_13W>NRS6+FQU:RU;@E!%)D1\$(A81/*O<,SIP^ZP2|@ M@,Z-
|(#)F389J/,K\$*+\$/ *SDO.7TU&X)1Q7MN.5;;G|_R/#VP#QBV:-NDTI
MGY2*|T*Y&V#).UMWFL+\$ CXD6M *OKY;<#|+4G|,V|5KKI"O5Y--TX%X_T0N
M.M,|HM7G^1N29Z/>UNX%9H_/9-1D+^A|^/-3A-W\$FZ4?-|&%:KBS2&1^D:| M?
&|E|DA*GGX\$C;O(RJP4^X?PA|S|_O/*/_3N*,U9|!'!?:%1ZO#>/Z1AU^O M8!(JEA?
HZ3,K>J9?_,8LX,JXHA_%TEI%VA'O|604=@O#9%7-QS.F!"E90I_M
MQ68(E+M8F9*K|,6Z:/HR.DEUDQ|FY+VT(-
*1A;B(F9P/^SLM4%*XT/JY\|6/D456TM9,S747*5E;G;N)4WLF4\$&' |4|_D| HZJ/
M(U^*L>0;U8F"5XV=8)UKC\)|UH!XQD0&PZ HQ-|TSCI*WTEZ|RT#RJ(O"1^:
M'MT^,AOU)MM&+\$W+EA%/BT5%!\$!9FP|O6Z@|Z&0C5K=Z^ZF09|S&'3WZBGG*
MC<:_|+)6@TA>4=03>3RP0IW%7>%F5?AG_U/|JR/DJ?7*KKIY|\$#X@)Y2)HF
M2LK0)\$ (?/Q/:#,(=N;#27T;AM-6|_!4K+F*^L2#NV^J,K|50ST?;O\$|HU M4_B,%T1'8
=\$RV<=IDV!1/7.4Q35%MY;44U=@|O?;\$ _P:_V: ?AGXK5G7B!E_M B54Q KQ-
/L,HG_JIGXU4U/|ADZ*59+;E|@|5UXT'5(1CWXL>'AR=O M!5=6-
'=6FS#F3@93F5W187|_R|5|Y,J|U..U_>XGKDL,H9W M,, \$WT|(>-*M7'*7!8T"
(_|>E;4|&'1I3^X62E|3*-=L?7%I2N^ZXV|2%:;= M81IFW"PGI<:-
ECZ)H|O@/ &HW#@|O7DN)&@NQ."FNN^T\$F#A"||AW>0?L|ILP M%=|P8=\$"KH2L'(>J4
+O)/X;G88Z/0UO^|D'3YA6'J?D(Z89U|\$SCY\$9C;T
ML8|C^_AWMQO|BVJ|@POF75P0|'!E\$A?9JK;&^W5A#J&)V1_|S*|D3.#;C#DS592-E=8P
5=WRL5\$ MT\$G_/4DV9.|,CH|-'0|XBE1.G-O1-V4|HOMD|GZ=JTER|>?8;OX@Z5-|CAQ
M)/1|@/9AA*G'_ \$CL6&%NMSK&?K.)@"4W&I'J+|I\$^%KK|>M|);|32):9G*|
{Q;5Q++B09DJ;V/%A;
{@H>0DK\$5L;C|^ _^K>B,%8TBRGELJ(3(0.5QD#ASYXUA"N;2QD#K0WDT*#%ET Y'4TZ
ME8>|GR48+|U|@YP)1C?|RDE))(.G16*KSOYU%35(N31MFYBG4E-.UXH\;5
M(YKFM86B!K+K^6G=+0<6-O(F<"0HJ;B)OA"0<#"G,+1RUDV,Y!,MQ%3#L:M)
M+6(TP>;Y7I.5!W+.|^AR4Y#|V?W^UOK:EK\$R&3VAD(W_<3|* QY8E>=|RLD MZR. +,.
(GRS V U(H>40|Q;<_|T!|V ^+,3H)3U_%Q7|;ML*^/PQOM>.AFLI MZ<;E",5+O;NEB5U-
=HFC WPB'FA+K_Z_)8V|0BW82-\$&0IU:SU<"RA*=3NLD MVP CW(7O
I^'I@5JVY:3OT+&J|P=|6PWWC31_ ^P" M:M?"L_5)?ZRY#/GCD>0U>%A|YR3|U\$|D@
D_ ^15G%X7J^OK',<@X2NM5K?NC MH:4;M=I-'DO+&
|ZXJYK/*Y.+F,NZQN3PS%:,6AF7*KHYW59+9BJ5R,O1|F!% M<^9J|@>1C0|'N|Y-
XKF4(NN:MQ_3H2/N=0/_C=CC,'8^|K-9|.5:/ *N!.PJC@?LT=|N+ ;D\$-
|^L\$K|1.6|*AW&S5E>TQ;PPI9|!ABO MJX,&L@G(8,JGP?
YUWS,C(O+W;LTI'NFWQ10B3U/'N_RG8|JO: E8M!4U_ '(TPLGO)L:TR6G?, 'IMW: ?#_R
M('"'LHSFR4S;|HW"E.+8R>QX3-KH|?:K.N|X.CA7<4DF?:8G.8H"@?N?;!O|
M=|PF0#&2|,N@9)W%D?X.>.K?5!HG@T.*)QE64?M>*PA|/_=2LXS!W=0(OVWH
MP5+B)P<*YIN5(CF)9H|6VY5RSTZ")CQ|7HK*FFG7|B'5"6^@R7<"3^3ZM_' M|Y12C-
|ZK"|*2V>JHUF.<'>M=W|_#2S5XM?L#G|@O
M&Q6AK5'YJXL| #YZEQ'ZUY:O&^O^_22.7_F3)_58EQ8Y-LISSL/

M5!A<^J&#A:AMSJU43F0A'1;_@S6VUJ?N'R2NZ6N M;F=H:"K+X.9=K^D0W@"EU#C?
N.19)".WEJO/<<1-4 M5*%F\$(ZB%SFJN?-KG2;^GBI> 863?
Z6Z109O)GAF6!RANMCE,11&39213 D*4KC"JJ MZ.1'1PP2=X0/?CZ
_1C1Z5)1*%@,B\$@41Z1Z1-5F3 B?0@Y#C0L=&E;11R03
M^XJ&IE9ZVU)F=B.1F14C8J@6L=1H/F4).WBUW*5C'R3KT\$.<@T>/>1U9*0UJ
MDT@=9"Z%A\$13)P^WMVU#L%1%1Z168MUS%UXU50UVL< M"XM1'UI2P21HKS/@C
I631ECEGYNJ.C^'DD+!1FCT\$1&W4-IT\$<;DZQH\$@ M'B-4P7.@/F16G:10K@_?:8?
COLOJD1D R%81^<1N7#+>EC@CC<1\$-7>FM MO2R0TA5EE:3??;G2\$F.IB?
R51;FG/G321G*PV_"TR M;1C+, %1V7FN&A1TJ.*DI=->%8R/ M"&%5-9>XR_O6S);.7C108?
S(1),F8-?#3Q7G7#1 @189PO_T_.;SZ@ MT4(ZU>,E2DVH"Q8<7^7* HRF"1.^5RPU/D?
Y9YE:F*Y9\$1JV:IS^1HCA'@ MJ;1.0K.2*NP+?100<1;384S-2 Z'H4I219MO6G*T9(#
L1ZVDLT@QW1>7_1MHM94IV?
T%!/1XN67JR8U6HPZ.N;O*E7+^UB1H&AV/5<*TF/JNNB5F2 MH?XX!1<(11
1L)FE7\$1&0DR9%\$RZH&CX_/O?0AI8*J1@#35F1QX:82P
M!W/3.::PS;;@QVZTJ%1AK?.=I""#=2B'RHQ754)HD0R%NRU!VI^3HM(9=1T1
MY>IY+OBM/1)1"/2X=^F?=2RMI+LH<'>L+W1):M6W_J=V@E_QZH0>I=87E/
MOR+0HUM63-EM_*FC1*3Q2Z1/LFE5<;%OIMTC-IMOU-D-S)6;1:EE270*^VR,W
MQHB7&03&1#+G*1P%V"(8-VYJQH#*UPOY;GLAGZ;<HLQ-)U6,342,1N^H/? M""Y)=!
NX^"WFG+9@X1TGU9Z1R/U-XM,W;?Z^C"VHM19"T5->CNS1R 61; M;21-V)1+Z?
VZ2WZ8'<>%^R!6EKV9,?'69?/-'1%#9=TNX@@1CYJT/F9@FL MC@1/=HY^%GS?
XL=PE^U3\$*747YTO@4^C5G+%\$#7+1681E=GZA\$+(>1:71Q MWJ1JTR?1V9*(K^?ZL1?
X?W1^H0Y&;?BP>C\$@4L+BOE_1:Y3NZRXGH>0+ M ADZ%_@DI38YWC?
_U01_R#)7&ZM!KWXF?"NH%HW1Y:%>#C? MQSAS>V5AC#M M>1H081.%1_HZFL1U5-
/Q+Y\$J29W1&1#;R_V%1%-1%)3U7VWD'5_(4+@O#L2 M.?TRQAX^
VPIEU_73.JQ)1M**1%1JWGZ%"UA/BFK.WM9_8YB(N?VC) X&FP1
MNX9.BDOFAV9X1)N1.%X*10REGV=>F&.R#R;U4& M7V^491<="1
184*&RC#/6*4;CMTHS&A41\$K1" A3KSU7X;HU+A= M(0AVW9\$QM"(F?OJ1,T=RZ M-?
W1Y'PT^A7>\$8!5*VC4) M21"1A""16E^'MLP'YG'S&1HQ)G??ZVD+\$+8+J1O9?!3=OI.L*&
<)RP,+1KL ML?4H,10_1@1H)11>ULEBHJ^/S>W(1.2>H,7EJ1"/1;MS/1P4"1A2(A:<)19HF>
M%MU:1=N#\$E)"&IU%..11&*45OHP1ZHFB_%U=BBY4N\$M(PC,)W9.O=1H-\$
M>'S+MARY^1YO^J_1@V*#RT""S@5%:@*ZB9J+9G @XX1QV-"1EC1?7'E18>O? MQMZ#<;
112?CK11<"E&@WG151"OL(% 91U8_1/%^Y?9\$0 M=W1K.%AZ,XAK+1G9C-
\$5PT*WM"=G=A1MXADR<<16D86_(*B?L8YO_P2V<99 M74(M_1-
Z2>UMJVMWR%1=%IU9T@TQGJ!.*1M-6J@VY\$. 2&1>:1'@DO11(@XW3
MZG9(L*Y,>4(ZC&S^WAQ31Y)Z,07Q3N1^N1KT4HFN@R<"R+?O9)1JMI%LH
MYF*8;D&E6G.E^23S<;99=-.%16MKC M1H5MQ*#%UJZMV1,11R5Z1.L 8/GV"AY',@HP1
(D&T79A#TSU=R*11&=1TA M"Q/=# (F4G"YDZ6ZAH"OR;X5PTCE"YZ602 \$1V8M<-1Z?
G(PV311Z:F(C MG-
RSAW\$GT;P^N,7E313O,&.CEJTH313FLX'1H!:+5_&L(PN%1^131+6VRX<%
M+2O4O>7=_OR3R-MN_B2891AW\$K7/XW\$8BAQJH3<'51?Z RB'D6R\$13D9)5Q@
MA1%:A_2SQ?;1O>-O'161S@J1JBX556>K9SN711_1^L9J1-L,O,12)M6Y_1JM6
MW"G1)SS+LFA17VF,MU^>HX3>^84A^KRB"1W35YUDZ4B;LE\$DY^(H@KY?1R"P MJ-
'GK'5FDUA7KM10>6J(-LP%TRD14E#8F#R1SY:(<51X+0-72>/<32^FXQ^ MC0916%8-
F+15A5%P&2;&7E1^%GS&"\$Z9*C1>B3?S\$D6L>S71K/_HR0J'H,J,1
M=1_O5U'P:1J8ENBQGR'3'21D,M1;9=6 ^RDR\$ 1/5A,/KDG>>#4536ZTW11/J
M:1+K>0..D^!\$HQ_*)O,8/FM@ZN8"1GEN1.LJ1YMJ:PF-7V\$41X:&CD115%_1MX3111:?
XMVT7+\$V?ZIK1"1O=(D8_1R)EVW.,L.>W)+<4?HNR6K\$KLE1;1%V M2.;,\$,1
F3V8BG(M/4VH1"HS<0ZP0ARETP6G2%*8WY0Y0117"U9@ M%=19B:6IV8)?
0)X71C=15F1@1"/LOV_1QG0G32=M9>4>191TCC5 M>XK-227C:51AR1?
&HP80B++1;HN;AU*1YVUXKOFZ8018_&1'7CUEC/2TZY>;
MIAKN_1K&Y1TB_&)-9C9N'162%K8%?2FD@OS F-6 R4Y1>U%?'
MI6EZ87FV51.81LOK>I=<4_11GKRV?SMIV#AP8^1E5X>1/S^14&1A452%1 MV-
\$8F^79E.1N+2*,UK(HOF!OH-91YV1P@8XR1X8?4CVU-+1LN.2-1?E?MT1-
<718D'3B82+R+,VDSBI?KZ@XD*726"1-1 M1D5S=+55X%1"/M#>FR)K<^1";
1G152%1G1'PS2R1Z1^KO7TPB?04GS1G1"1L
M+S_1Z3L)1Z7J8&)24T\$=3"F25DK8N5R\$U;C>GZ0D)N"19ZA"9%NZ1FN-""DQ M<))
MNRMK1Y N^Q16@.1G5Z08N="GP.TFF M." PY-V92OC*DO:W.%P1&M2'1&"
<031.+1V5=)SZ1&8J1N1Z2Z1-7F?N)O1 MG>Z4;K4!#2 XX>*C/U(P-?/K+<14.#)11R"C"

MU87\B.'D9,]_F#(_QS>T&O((&[;E>55PW M4:|V=J^-F>P/7_640;48STN,?'AN#/-K-4DS)1-
UH\XA'P"-BI6V*H^GY/^0 MDN?:X&F,JM?"F+
[,N5DDWHPS"%OBU[3W"/LI'N+J^NKZ'D_1' E2 J%3OU/7 M16H.WZX9?N V_2?
ZA"EIL*:8D=&5T|AP.<*BTR%|HZ1M%>52"|EK/;B0;WK\ MR:HQ)9G*L?1K)4E=M.U>
(U;I=>UZV8YIK,BC.=,#?4B|6+MEDT+:W5!<75-L=<,^1T2ZH"| MI5U<4,&/+" 2EK/8I
8'S+E.XC&"4--41P6D0&;^RAG+N:&,N""V(PE|/=S
MURX_GM%/IOATT_5+XN#/'GB8SN/6HJ7HRZGJ'H9\$QO)YC_TT;WU.PF2|9 E
MQ)8SLC"/QT|?-O90-|1)&1HKKS(H,>"5?3*B!('(&?W:C%VG=7>T@))1M_-
G6&P8|'"7&>VXZ<3H-(G'"#
MJ>MZP4+39:=Z;N8FV!V1|@0DSWC/Z|N%US,VVN3()AU!\&%|ZJ7&YM*^"###4 ME#/9)?
-@ZZE"2HMH/A/OL;KJE^45">:MJ!|) VBO,&+|L,YX|G+)9RM!:=C5(T
MYKH9;Y;@NQ2V!6WKC.N=XM3@G!_G::%>0N3_!|J2P(T(@
MXZ7(.1:H37>IZXEWPW%UHDV|ZO"8AN\D5Q=1S_>Y|%3IPOO)'BL MO|M0N>)DT&5|
<>O>6TW2C:\$(C|7K-++DMZ7SRXNN\ D8FFG!\$JAPO-U(M"
MD<6B&8PWYL|JUH21H6=3?:.G;|635OG66H_/L),UL/;AGV4C<&YEU2RJ3ME: M|U&#
|UN(UUTO4|5KNH1J3V3Z@\$#0Q!FC+QK_SN)M\$,E&Y(ICFCY#<)"!AW
M#.P@87797/!V5')HPWN+2T_|/QVSLM!7NX|BR1P4+N)|<>-A|4FH/|X#'-H# M
C|5%MJY-1BXXOFI0=G\$|)|)(3|_(U11V:XYP->G)K914P7+*@EINNH?^!6H7
MDT82OSBH"^6NL8B^3H00,: NCORH?QG8C9)I)_|*MZ7PM@HRQ>4^@5-N4S^
MLO\$#"|:N2?"/M-:RGUP*1;O< M-D5"?ZE+PP46(T?'&'86(7KEYCA_CBIBQ9:
MUQ++J!|@7"=R6=ESM.G:-Z MLS^\$OJ_-O4QL3?
"G7,:76RNA\$7>A;N>ET;Z&E.>W038GH%\$#U5<0FR/A."^ MD@) Z|K)
|M@QD|9DXQ)@|=|W7CP!;N\$EI>>|: @#_UJ-/!57BUH9| J/GUK- M'^=_8*)LN:-
XT>G\$1H9J4EA=(%U|/\$9G')*|9!225WX'=P*OTVL);\$20?9 MN_G0U5BS5
>M>SOBWU:6SVY==L05<*CPC_1Q1UA7E7TG2K+T4G)G M_
)T#2DBKIO9Y^71G=:>X4%8^5E6)!("5:Z7^4+TY C;H+!GL4S1CP|CI4Y
MIHK*%R6B)%#^)S!|/\$G\$3S8KI MUB_O2|N^NC7DVC?%D;X2PJ=?KAV3GZ\$MU&'4?
8|'=.5)GD7Q^YET;"=XF@EQ MBTQJ>|_B|^@KQ?2)L"H@/(+Q#
<4\$|KTDEC6>:BNVSJD+2+ MTSJSJ&"4CN=T_2BK-?K^XEU54I:-M,BM?D-E<)
(5D=C|T#U)O9ZU@?JU;1@ M%18/%U"3GKU,E^>YZL+N""IPS_.P+
|S4M: ^7@6M@L.54"OJ MU9OYF*_L0/7,,<&_+!|^3V|T|J,-:9 Y='\$,76|"QO.FH|
)B6L\$&L^90? M|?#7)VXENJNAHT5_?2DW_-
(^BX|YD7OD\|H^U&::,3NZ5XP6<%&:R")YCSX/M'PG19
M73T|>S/38ZBX;E9*7L@RU7OO14&V%U(BJZ|0"ZOINGW'W+GDM|>+'\$NC&T"6
M:N#U9R SP463,+W@K&^*A^|R)V|G0\$<&MNRPO/(P:2'!/O<;^,OL5R=82"8
M:|J4P*PL(E8GSSY\$=^|F.@K,|8OLM>8R^^<@X28UY)K<'L,'XKB<,<&)FV A
MJF0%^,6YN',|SC/2-"W^8'?BK|X\$F@>KE|V:\$_!R>U:G|/+QJO<|JPJA+PI
MU&WM8NT|4IEBCV&/O3)^ON2%D:|0FGM&58)?OSU'F_8;C|_|E0H4FIGJE8NI
M>4=Q3VKMN"-LI^?+V.G:*/LMW<57?3DP.-'(G(N3Y7+E7_->
|A8YJH!_KE%MB4W3^BU*IT(^Q_UEY?(7_\$RF(E41Q'X+.MBWGA-.=@+JY.C@7>:%
M+I(2>-VU2@T24-BNID'+FY;%71:@-@!^7YLVVX0UP<1OR(.YG,L|#""*L= TG.M8UEC7P-
+D@SP<|_|7J.K67J|OU_4M.5+,VOR4|JMG5"FT9GURZSH74,-RR8LC-,G28247UH-
WM#G+.IOS-T G=N32!L3228^<
M8OJQ:9_HX0F|<>_&DUY^T6ECLKTACKT4Z2%VF>^Y|%\$
MFMF)O;V'=I2G_9JNS;3J(&^!-@6|?TTQ 'T1A!H)B3&6Q@BBG3+|.=%RMBF, MB7-
WU***" ^>%=.T|,>\$2J(84U\$KMIH8N>(-4"BN#|H:~3|'PAC;A\$<+=\$% MHMY
X+2UFK90|J_AE=^5N>|_R#_6\$Y7J:R07-?C+OEX9J9.27L|JRQC3:W4U
M,EL0JB9SOX17>,J-6-8PO>|D>6Q6L.6 MD*(!S*I?7F,
|DQ8794ZK)|G(R5|T>;|O6,H^R3#7HU8C=BV_8WY#F&GUV0A MX/=DH#
1D|"+\$D4|_'I^5'A|97G^9YD^DIZ|Z\$GGL|A6V_&:>\$X1N!412!3 M^"O/ 2S|>ITC%,
E21)|@!KWH*!0;+F<-&RPJ ME E?769PZS7&;LSPB|V_FQ;XONP".M0-2&3'?J*SA1A?
0W(2B*E4_|1L&MR%QUJJ5_H2#PJ*)NB|>,PLHRL.O=/JZ\$UD-
KP5(3V^V(=ZWR0_PZY|BAAZT2 MS\$N/C\$30<4B|Z%-X1|06*(.#|,"8;6J|T|;VH-
BNS6Z;-6DV^=-G)"?(O(F" M22.Y OTLB?A.MRH):S%|;D|_*0(CPQOZ4-PU)=K0(/*S&V?
7E0\$&6;:Q% K9 M."M;V7|X=I6K>#G|ZC;B=@PS+RDW=1?7;A^JLS3>%A_-
JHK8+Q+H"E^75X| M^6//IFHYN2;Z27+^C\$R>F:5AYIF1D.3E74>1&M_0E^UB;Q3,F-
/S+N1+2BE1 MG|BN.|ID\$*I_72GJ|.HA<6,G<*JH_8L#3&0ZPQ+D='=6EL0TN,%D%\QAJT
M7U9|C;|Q6TU?QW-#?^A%G+Y)3_OQC'WEW|IM,YB-?MBHR:VBP'V G???)3CV

MJM='C+D>Q0T-V66IQJMMR32/Y1Q<^J1DB&G@HZJPS)S4\$ 'ZXOGAMXFYN5 MFQ-
U34Y9Z62HVTEV@"+JUCE-"1Z>W8BIE|SV5?V68T&J^-Y;V/DHNOV/:1 MD3(_EVT9-
#%A|%+PZN/*)H?O0X^[_7078-&+6M801Q;/U/ T2+.5))NI7NM\$
M3,S(JT'.W:1J,6,KN2)%J2#N"7VI;> Q.M(+78Z?I&0"VL;NJ>J J)&%NGQ*
M@908/4D1C!@ (X)S5(ML102RP53'6OUCR K#F+
((8CH|NS78VROF)_U^NWS."XR|9_A/1<*H%\$CA@/ M%A=[^(1(E)!S!.,+5\Z%>@_@.J@:
[_:7KM2V!!3_R?EE%EF)>V\$|.W^FTK>[M'=DX2BRKXC+-:.=^&1R3*0%Z(\$-
G.6K0|Q(9Z17K+FTPR3'^X'.7)9P.2VPCR%|N?7*|@G+
MM,T=\$<=E|WX&"4FY.%D*1|H|UZR%WKT>BS^"=+,';HAW.S ?;^MQK'1L!D; T M|D)EIM!
#GS6R8;:\\$L3W^H%00Z_6NJ;VC%|O,2H1+'DALKE\$"K3I=Z_8ZV MY&|F43?X/O+T
DTV&<,D#&_6?TH|F;%-8#G4E#JTP\,'K9#Q^ ^ ^>O=|X9E#U
MLZ"Y=.BA3@7\$.7|"K!U4+_ACV#C29U7W!MIG62.PA|L:OXI=U,L=M0:/ "CD@|=|J)F.K"P:
1F5Y|5JY& MP25=L3,| ALM"|HT^9NB@ ^|/*N7|Z;-|RV79P_HA &N)E
MM>!=POOK0EJR<|6R9"F48K*T"=|T-MT@1%?:G.;#I1S&&9H:49(U*M;1X)0P
MUEN4_E+>.(=+/_Y>@G,/_V1<&:C>*2\$1UW"UVL|GKNMNT7J=Y5R';!*'M@,
M%/DY=/TBH@^:VR4|ULP*K1XU^1.A3S+_RKXCEO/DZ?7|U('G|KL7H75",R|F M|F_+M
(FI"!<1RVL7M\$4HWX;| MB@.ZY2K^HR:1|Y\$G3|TY>B7LO0Q8K'N/"RH
MQ%;#OH26NE32A&J:YNZ)|DHN8C/_9Z.88#ORZ(\$Y5LJ#(_=/B)'A&(X\$-+
ME"1_ZI\4|5N|YGX#@ \$N:=G|ZEA&|/I:E2#|%)H:,\$")K=" @MVK03AUDR M(92W|8%JE?
M1HGGNI^SF.X 04@|I&PIT!H"EX=?"CYX#0'X_#|;<^|A2%:I\$ M-W*2LD=^!?:@JP/>7?
\$"2N/C>#|30\$UIK5(;8@%#>'QK.|F IO0 5%*+VHQV,0NVSA B8-#K".JD=|HOC?
S*MZKLY.LNZ+|;.%U/@'KQ M=EA'X"V\$Q?CT?.\$?T|(#B)=,F(|ME&-
LB2;NZ"J6P3*,MSSWE<2MO!;|38?-> M?2|X19L^PNG, #;YC NXHT, (^|O
M+Z^JL9DQF"|/1T,IK' 0^'J'>L76P;T:=1OGVC_&\$^ ^ ^%/M,OEZY87)C_
M1A@W_.D\$6@84Q4<|FR(RJ|?;?&N;1YU=3)O'&Z%1)BG(F0 M5;S2L@N=6YJI@SNU-
*1YNM_T|KH)Y=M(%P% @&X#|6#RN1/M#08&& M#>A9V" M-YTH\$/APH *
S5D|%;974FK'6*QXX MRP6CYPNHTY5 PO2|K*YY>J.E7-E|
JX0WMF<4_HTP=CS*O&8=UG\$!(>E\$|>FJB:1Z|^"!NF&@*2EZ^OAF<38V#07C
M>^NH5H4Q@A>H|LV2)|7V9D977|^'?,#QYI_FVB;'++|N(RY%9)L1<^O#%R7% M
RN=^09FI-@!AER6|L8DMV=N"LD4_? W,BZSIPG>?4/+QTGZD11(9|_I9
MS|YC=S|9YT?.\$?=BB&G_ =NCHN#
MG?"J#%KS6\$6+.7IB)UW"TG%33<=6CD"312F;>*V#*!_% M#|J\$S"#TTFIDJA_ ;RG+?T|?
H)#Z\$>H^=A M.T623E SBV^H= _#Z9FS(G1Q^=V|B4G;&V9C9UFJQE|PE-
"R%Q/;@LD:Q3I M"-Z6+Z"V+*VW@SA|:VFK:T_E.0%&D#7O(VD78F:09+W1J1.VZ*
(M3_029%' M&C|M_AS;|)-&K|@-MS@|AB|T;?2K/"_9.|W&P_3#9K|4Z:@M!"_GB#\$9;B_
MX+G=|Z0@M(B3V.:X:TKAYZG2X'JCK'0?2A\$H'V5G.)&Y@ (S0LD|RJJ)_R\$| MUT_!>8Y
|S;?(762/1WP2Y&|U"|9^WO2#_Y\$<,)'.B+OBN"TN' M2:KA?*DK+|V1H|&LL\$& T?
78B95V+&J*\$&S'&HNO?|8%|G"|N406YF?N M1%|>|^CLS+ _?;N+1L+R080\$.!+UE9?
H2SJ26(|LI'40\$-MH5K:P,|'#V/M(7++U>*JG\$R@#66_O1:&K2|@.X|R9%:
|%MTHF|TL7.;AR M?/*:XY|BZ#3<7766S#|KS|T'OHJA*|CBPGUD
I14DDRb+'NIVOQ0+0 M7@*(1_"J&|0!|F;W?L^*7'P\$&YF4?"@?1&,"2-
;36C6@*U'5POMS_#LS)(M>L|4:|*?
#.5#A1:'KK.|FQ*CDI_K/'4'IQ#7R@J>DI4U3R\$%Z%G%L_UFT@L.K'981Y7JV<3,%O.RG?
LIR2ZMM-"2)/.=U M?2ES<&J)6UO|6PV=^Y?2&6/J:J"H#/E"=P,)M11"#HZ.RFJ3?BX,SY:
<)|\$CG M&P "545Q/>|U2%-90:D5X8(Y|ET|R/>M*?NQ_)X|_G>W2>R">*A%#K.GWZ M?
3JX@K_|8JPW;T?YEK"?P?|6<6"176X&A?'82T-3NVK\$HQZG?X;|B9_ *%D M2JG=@OX X=
|M&>X3^==+J|@')GC "#|M;G9_3JFVOEF6FS|%&(-V8B3%-3@ MQ/<\$|I\$H)1)|XD%O#
|11&*#J)K%|S\$DH@Q|ER_UD)X J(^%94L.N4B|)|_F%!S4Z0'IM-MB/#;&KY<.238H|V5W
-64K*K#6S-L5=,70Q|9??2BQ|CS|C*5R&"VK%M;E M;69&S#-%%OD7N9J^VV(E5A!)-
(R|M8RB8EH1-076OY>W3'0UM5UA--SX?0U_T'B8?<|31P.Y697XEP7YR M?4\$IN//?
#ZJ:4|TBW|R85S%WX#V-F|_539R(JS>AVZR/%PC<@NVA//&>./HZ MAETG*?5.W|*1)_5&
<|ECU)(N(I1O;@:|SO!F,S2?(SCGHF^UMGTT3^JYT:*C<=|>+N*?0IC|M;@|I(5^
MT:UIM.ZE-GPKDC;9UT6,E>|UV|F;ET_NG;S6*KV*4%U9ICSL_?>K1.3068|
MEHFH)N8VM|S=|5??S?;<@6+A8Q"SG3(PNN>"|N;I7|N;!,\$/?6A W8
MK:|93*RG|J>6R65JF1|H|!@R=W|EO\$%|A&*NU3,TA6;Y4(!7"VJY01%<-OJ M7I)/J=C?
(H>| (MUZUC|1CXUV<*Q:A/3Y)UW|H|TWV*2%52BB#Z+W91=#KBQO#6)6X5CHE9FBP
MH*"=|V2/4L?UDS=|UX9TL|NIK_+0:P<|S;|F)N5&P#AZ\$0P/_WQG\$(NPBQ M<(&F\$?
RN4TPY_\$?-DA.JH O|&5YBQ|U|MNLIH 'IU_08B=6|23#.-!!%CM9

M%:0I'54;FLUQ9G|W3(F3TOC4,>|MV0T\QW03_3@+/%R60BXWDDF)9UP*D7**A
M>|H|A_F-H*3|H&.V@1_C0B_F) L^~^?
OTV&Z>2^SW+CWG8|#4BK@^)"7W+DJ5"1WCO/X>!"MD'+X12ZEDWSI0'L;#R-Z?
|Z&0T#G@4ZW_L,|*!U. M*-U/N)LP1QH/QL@7T>U1K2W84VO|AD|#UY!Q"1(#N+F!PD
MF5**X2O<-W6?ZVT;V.FR<>R:\$XDUFJ.4@|*")29"WIE; >2(W8^#LK*^=/7!*
M^QOS7%)'V!|:GR=L(4B\$^S'L(1\$4|Y%GE2L!|@&YA3BX+,61UQL|@>T9F; R#J"
|!3^+!|@0H-EM'YT,X+X2):'1&=X;_/SOK/M3E^|H 5||8=+O91Y%*
N8!R"V)V<:^V|BQ%.79>E6/D&|. "VU0#Z*2^,':/2(| M 0H JY7?&GAC
1P!Y&Q:8('D@.8>YK|3D<#2*K4ZI,E^*W 6R3QP3B 9!Z\$ MR,
<#^|H\$%K#1CIPV_\$W;1H;.,;F5F|^~^DV1YY-""*R,F1?>.L(?IYCW_OZ. M@!@\$^M&
..E%&KVK?;7MH\$T|S|RZ6!_OS_16*C|N"@P\$:D9^D/UI6LN91X' M:D-^F7C1
'1V|:A.Y6|U1%RE9F<\$==1_%!'P_,EO|AYW;B/6<,'VLO(=KWE MM.7'?
P^PD7|'8+P)X"HD+8&L 0%X?O(:;HS+!YX0',X>6L'X.VA_&| MM\$#M #M| 7'X"P:) \$=P,
08"|R:1_1LJ?GE MKJ-LT-*@@H2Y%#-
C7G'.7_T|NW&V=9B>@8|:QV*3OSKO*":|E<;T/L|*1Z@L MJ^+#ET^80907X2EL65KN!N?
09P|#BX>XWBV#U6JNZ7_)%!O&BSW_D'F+-'T6
MT(T<\$M*L+%YU4*!1_|'W>\$_.VYJ/9|8JH|15NC>^
MMW\$N09/#T6OW)\$:Q*A6P+U|2RV%6GC(O/\$YT|L1"^&WJB4Q!OK|/)?2825;
|76\$F'FW<^=Q|3A @BO|(.Z)08(6*\$H6^LA?Q M:%E+\$J(.O+PAO;Y'|U&%B?S)ZG16(Q_4
@1LX>D^/:S9FFQ*&6_\$ _NUTQ<#R M/O%X|<\$G.1OTI2X\$FC|Z|>KDE?
3FK>6OJYB%PP,5 O'+W3Q55)GQ*I: M19;>|XL22A;G&181_\$ZR+BET' 7:|W&O+71 3%&
|KJYKWRQ*L(T%LFI^F4|5 M"i45WK=J8J9|J-ID95,*.1A?IE6A_.V8E7?!?%+T7_7:;(
M@|!_Q?*I!4WDPIR-W\$|E|NF5*.)RZG'VH;.,+|H:(<-'\$Y0\$F6T'PCY8CT #|HD MQ8^,^ J=:*
|8PV8K>_I_@6KC5#5*0HK M9MAFT%%BQC8ARR'^GT_)4F+H KV+*%6%OWY_?
XW\$AM:O-Q:/O^Y69T"=A>?X@'Y8_GF"P8J MCXX>-635K%9"..*?Z)64&0'X0ZL.6GD;1Q
FS)-4=SO\$O^6.=.SN;7_-(5) MT&'NHA|\$/.# V5,,0^K1KI2P201S6#6 K80GR.3SO!
(2FO8!K:~5BX^S>_*= M1,P%.D4K>K>Y8W_ 'EK Y+^1#<^:VA2>P|2"W)N".PH4/+F|
(SS=>;W/Z|2_|1)XF>(M/X@M91Y4.4%HG=-/* M3:*|_?W*#T+"> >L8.G,SQ9>A0
4W@BGV,;G"J|X|33#??1?3M'I)3D,IW M\$MDF0??=AV/J4A+C.ZFMB%D9W2%SN:1U2%'
HY7E01R^%C&0R0(>Z#>Z&&' M5M9DV HJ3<.|#C|\$?K(1LFA|.=
(R9QR4L,E=-,83QKN8F^/D* O5OCJXR|B0 M"9YZ5!ZOL 1J0H"2;0-R7.0C1<|G
2)+P/L6UC |2EM%,S5T"Y^,XFU9:Z
M"AX=G;U9OWNTME:OG#_(X8*^|QV3LV/OHM0S)5-XW2,W++FGB%>'0;|=N0*:
M|Z&1(:H1)0; Y%*V!U!;2IEA \$;\$ (1>@2UOT|B2_IT>@S@IZDQ')|S<\$'WAG
MMM|^;XXHJ4837/-5@Z0&Y68/@|FQ'RV'^CZ*FZW%,@HMMT:P| W|_L!_*OF M:9I1>+ '*
 (=4RBE)^>'6*Y^Q|GC") (H4U#P#K3)9 ML0).5@F?Z?RJ_R+7O>B_Q"X/5OJ2=C6JU<>
|H,T@6(MC0645T=C-"I-99\$E3 M43/I. I(D_\$LC;|!+UP7+F\$VU3:.4RR7*./..Q4I#)ZT?D|E3||
<|0YM/UDI? MK:A.X;"S@R(B??A?6V&2|!

CV'.C M;#N CGF|20=V| (PS@;&<|Q-GQD=T6|NPI|8S2AXB1F?@8DZ&8,SNSBKPU/M<2&:9"";+ (6G9'AAT|#!.0;
|_GOH&.5/6'3*3)TVL5WSB)C#^K+|K@TO_9|5;-7Q! MP:G>1F(X|L+H/25|H|^LO G,.F5>3|;9<3;7G0.H^SJ06Q)=>Y?&@;V_*G/4<^>2
M56BR\$O7);,;RAC G"GH1EDV&4=ZY/VX7(*;D7S8UY.D>#|B:4#N).MUL\$<7R'7O|D,1(K'H*9|SWZHDOKQRTW;1L_&==9 MM@GFP7&
<=>O|8<&|<N>|R<7J%;70\$|HKB"B^V|W|6@4(GM8QPNK;9*QYZ.S M6?/*K\$N\$>06C.E6V2H|F9G|T;M|_Q)=UE=8|NY,>2_M
MP;Q^77\$MRK6?(Q+9QV^1|H|CX|EX;|DM8E|JV|G0|K|PA 5"Q R^S0K JP@D-M3SR".Z6!M?E<^Y)T9\$@^V|,
|S&+G|+Y+H|WLCM?Y@5FTOH18|U|U2Y7W M5#KWZT_N+W6U_W_4NF5<7-NV/5BXNP0A.#N&@A0N+N|NP2'A.#N3E&X2^\$2
M@FMP=P@2W"5(",'^<.R^=^|YKU _NOM#?X%=<|M;|<XOQYAK|_4229;C(0* MP5=K.R0I>|WL|^#.6YLV+
M>2"U'R.WW5ZCHS2|C^ZZR=J=4MG4TD6_CY|G;N?_G\$>DTG#=#|B|/N?X. MN^SFGZ#7Y=|A|N|X\$&VS;|N+7?^M0^|L_G)
(|1.7"/^..?9S=//WJQ'E|H_G_4|3S>|XWNSM M<SPSHDN/|+7^3X|3HD^\$_|U-|MXUQB*S@FI53|_8AI&MI#7>
M03_U9BH|E|B3J;.|(218|YVG@EQ|E&2|H|AC_|O2;|=|K0|MNZ|H(4Y0 MKY^4"7|P4^M_|1E|Y?
>\$|8T%MY|K45;Y8_JZ<91/TZ/EG>!!JR"15_%CU MG43C>ZH6K2Z7K4#JAF8^L:5_?8%=NR|OK5>TOD);IOWGT>B0SE/X|X*@-5|
M>032OZ+2|L;J&_%G_1W|T5\$%|MR*89;U^B#U)7F_*>|Y?29\$M;|R|3^GB
MSS6UHSO;G*\$S.SH*X6GTE|LN;F;GR3|EHR^I=-BFY\$M#NTP;A M T;V GTMG(\$=7QD:XL9<8Y'8U(Y%|1#?9?
YE>MV83RA#W<>8C|NBSDB)B5V^M-OCLFV_RK|_92P-UVWKZZN>+B3>8Y0G"@YOK;|+KH%40R|O@DU?Q|*BYB-MXV)
(@O|TJ|*OU*TF3<7?B_GV@R_G>? C@/_ZS:~ZQ*|@_";(|@OD3Y/#U_/MX^M0\$;HO: (^MR|/\$|H8:/7WM.22-G|3>DM<3/UCQ#>|FC_X4?
CWT|>YQ:49" M#G03BY_C-TA3UYQA_X_S^V%)29PL+Z^BP8OUXY<7|.;E(|RQO|4%" (^ZY MI?K7Y|HD12X;59Y|~1
_8_VBT4/Y1*U|Q|B|X?|20?JQ6GXPO@AO^L=WD:6 M\$%VN.9TO|O|N.2'M|PA|Q_FJM|EZMK=|G|U>_>A>G<36_T<76NK|^H^1>
M_G|LV|Y|L3@|E|A03^|S|A|U_G2_"3H|."Y"|15|>|.;_6DC|H|_39T+2|MU..?2B%>6T4|HVES2ET@ZU.AVAY3;J;|&L|^*U|SH;|G7?
VY|BTK^3FNV\$ M|Y%\$;3^V(|+|+&#4Y(0: M;T6PUY4=KV@.%8;Z-(OBWJX6^NG+8Z+|C;6GACW8V?VH/?>XD_/C;U?N_F M N>);-
AL*RA0|H|H0_-30X PT>+>G7(R\$3#|1EU#M+M 3?M%8(U|3>_2D8C1>_MVKQ^.;YV9_!AARE|EO|UF'G#C_9_4-
_1O^<T&S|PUX|M+W)08|E(V=#DG|_M2_U3YC?|VW>_FTMY|HE; Z6_ M7=|EZ/|P;B2^3&=&\$+E&_@S3C%9*F|L-|N|K
_G<6B\$W86FP>S|J?;<2<M)M5B;V3=|S>VOWW|H|L0VHB|_QE&=M29\$/ME|9<+W%W|9K|L_O%IT.F6B%M+W5LCY"SYAGX/GE(C+
L&3N\$&X?N#AK7AGWA|&K|S=4E|>;N|7FX.UV^ M\$#E#^S64^3*@@|L|L+C"?|HCP5.+U_A:>)|RR*|=SL)=T.*D4S?N3-Z|@_
MOD^BT2_W\$|H|E2^F0W\$GX5|>8=;J<<18N|4|U|H|L>MX|2**C|H|5_+|V|MD+&X|ZL>%6"LOVER/K M|CK9U*>VY3&U|FN?
CM%UR#+&|H|12|C0|6@|J|>E4_N|Q M@OW+J(AL^V-Y^V6)W-I@IU5ASV\$7|3U_|T" #.;|J|_M(PM|=V7EEUMT? M;SY%
SK>M>|184>*GTZYEM2|THK\$<_2;X1@KW K_V7YD<=<YFH0EO>L<1 M03R>RU?>(Z;|P W_K|_O%IT.F6B%M+W5LCY"SYAGX/GE(C+
|ZVOXBE1+XV|HA*~7LXE M|>ZR*|U>Y1<^%|H|H|SMUHV_X|J;~?J+X|R|^.%A_/NH2>TLNVEE@X>W%&A;G<_<M2|HA&CS.<|J5Y;A|*
|H4_HL@ZZWWSW|W>LM%~\$? (>57|^%P8P_-O MM^+=CGH27X|>|BMZ^<^L|AX=X"FFZ&K=>>P;X6KC|D39.@0%Z)Y;|9Z;
M*3K8|4K|A|@7EW9LZF83/?>TDOR3OH/YSV;&1A|^3QX7WTX^=SQFZ#X2ZL|O MSV.G_UJN&L|^*=3(QCB|0|_ ^|Z8W/Y.S3*|H|H|<A-
V&HK+YU3+|;D|K|F|_M72V31.0;DP.5N6H%_H|S^TM-5!_F0M;QK&B|V;5YE|9Q7"U;.#UF+\$ M|_@/U7MW|+F>2J|U;

A*66GHH37K/460CM<U (POI=H)>>Y E8?KW/ MS0?0/0/RKZ-7K%2H19H=T#)%E(7YT)KHRL3:5FEA&M>.OSSO6:T*#& SBV^4SS;RA.(GJO9%JL7F;BOJ707XK*U?>16>-ST^F9G>M\$+H9B6[XLAYD3UT8W[5L>1\$%IH7^B*9C><IKU<IF+Y51H8!F^DII8!H MJ2+P:7(R VK#SN#2HSF1V*W#) 2 E)4X?F%Q^W13!^?>2V%WA-K^D(4#F6MDKKRS.2^(3Z0S\$2IHA@+^?.)E\$!SE#>@8K180S.,VX7VRDXI@/6QU3_8^O M^Z9^HIP@N B# 4C)FT\$,TKZAG2O1V214S#IERKKGW^P M-Y?2\$&@OY@B890_ZL!=-1?_0J:EU\$1.-9SD5#CWJF;#O:ZIG75M10Q M8\$@/V>E7")C/ YFDF(5^7.%5B0\$)*LJ4602NY0)B&83L8@D^0V5# M="TCC^5K\$(U)H?1NJB48L2Q5UN5IH^E4O:5#R2KV" IHG#57KSB?H M^X>IX?@3HP9D1!KTLOW%"2L+|N_.4B7^VAVXM_O>NPXT/&\$2%(+ZW5/:V MP%:NAO97%Z9Z_&Q#?EFO%RAHG.=>K7-?IW_JSG.IBXDVM?A3YO#,<B/R#3Q MRJ#0.5B(+O@=NL0(U=(9^EX<#GL%EMZUKY>K1&#H G37^HB5OR@EUE17_I M^*_.V M?V1SIBIY F0L5/HT9L&6M?^7TOW_Y@|_V>?IX?D9+T2#G:O= ME&G|_&4;ID5\$PW==Y<^EL7/>D3^XHYR;LLS/+?#?V"RS162:&S(0)MH\$5^H0D9271GQ_MJ^>>1510^L+<3&(9 M6F!^&T7%;N=Z-2FU_HFEYT/2Q7R>CT9+>?7!EM_IT!PSV(3O-"28/JM MV;Y>5/W?3NQ_-9B_H@?>D:PIZGAZ%&8W4^K^KO;N9^Y:Q?ZZFL8@?)DB+(M?^PMP^4I3HS9U1^Z5@^HRK^=OJWA!:=?>RUJ@RC4V1=NGR+UIRG>.M-7^7F>AKMDHRCYDD8A5^_#AY T3^IVLU% M='@*#KJ^=L5@IX;Y> MWFT23H9@="UWM-G_CT+P?(\$=2U>D:/%#VBIUDS;8=BA+JW28:K^EUXB>9(R MTI|BJKX1#&R/2P!\$*AH>'" (^16<\$%6I?+=S|BZT^FQ\$BL\$!>P&ZXNE;2+Y.N%?>R_."O9H& OAQ1^%17F#^+VWF%&2ILA5P.3 NL&GUP7 MT=ZHC95^Q^R:_.@UL_.A^1%2O4I43(V651%-03_QT4V+WOB/XO3Z%-4WC^MF_JK7 MG0V\$5!;9H^/+>C;>N.FA2.P25R#N6/KJUG51F.^PB4""F DI0+P|H_H^M/E)2_BF!_\$.!;UED:7NCRL#146U-Q\$ <7:816%G1>\$G8X+@QJR(3D_2!SW|BV>C=X*IH5TFCEU6!P8!.\$!@EJTMHL3.(Y+NN#)0K/8>=PX8TK_M\$X3N@= O\$?%\$RRRT^I/NY5K>SIDDK=TP/_DO//+).X3RUMENYI @BNF" MIFAX:~3^IZ/T>T43HT4/49^K4^>@RJL2+5^&X2MMGPD8H HA-B&Q.#JL3K M26F^*#H/HS2+&B0R!IOAVRR@S.NIRP.4:\$/^I-|+|S>HWIV;Y:CU4>ZUT=)KUK"1%(AD(LQPTRI_MP65W1!PXM*FFEWAG)^E^T)>EVIW1%"&SA2U""HJ"@05-6EY)RD@97BMDG/H M_JX!@FZ\$&F?D?G9>#02A9^R3:|+.TV3?BQX%M9T?E7^I L(9JE;YD41WC;8 M<&TJRIT8_&F#@07#2XL!|#2%DZY^G;I? I^*DULMJ;J3N/P#T^_JNW_?9V% MZ9%PLG+Y'=+9L2(VH_I?(215B"G+3^PMM?)/5C^O^HYOL UV MUXQYF(QBX^22!OIJ.\$*(9YCH90R\$^<E-OB^E?GW9):U<+%+7(AIGMYH|RO>_.MR=H|+^KIKID|(ZKVVVY)^.Q\$*4:.\$^<^TX;M4ZFT^+S\$!^TCQL%XC M@=0WH<2*!|4KUB;I6:"/M4TYX)|>Q6"!K:GM/"ED2=HSU_NKJK);MJ3H-- M W%) I0YI=\$@T&VX+1\$%GLFIYOCFJE.B)M^F8UI3VFM;Y(LIH M*9S>"YQ#/_M_HHFW5WU?>SP.B7PYIB^D!;HG57A3/? L.W6M)>YX#="X7DWI/VQJX*WSMZ M@2LC.2J^T!;#SR1460_."19:40CX9_Z^CR2=RKF9X=&W?;TE*%3^IQ4+VB M(G\$RXY>WRD+K^K1\$5C\$SEY>|CJOQH750_H:97E&B5!JIOXR KN>DEQ5RS= U1@U|^*UZ MVJE<* (ZN=\$=MRHA0LDKC;JFB9!AH&@BV59.%*9.W.J#09+J_1(F M/_OTX_-BX/%VY1MRJ3FF*FOI_5)H08>@A6J77E 6G:KAL^IQ+V/OPPF3HE\$2_M 7K\$B<2WW\$/(Y12K\$WG@>5XC&1.2F176K!=\$Y5)5G^B=J15!|#@+N-6^I M_"F9C=I_|U"ZIKH|^=E&5)JRI7 M=6^DM W@I9EJ9\$?KI^QD_&D.(E).YUL%*V;X>I>|U)5UJ^9.%VA9@^ MIF".P:5:E4SH70U!1(A>3)BQ62S:3E@ VQ^NE>V^P" M>*2Z=;.(QICVN;5_E M^*6HHW/^#U=OAM4)O+VZ_*BD/KD2LNBW(=70LK-1!P:(Z1B:(?0)IO2I MDK1%V6U4XO).C3CQ|NR|@="IFK75@7T%(W+Z\$#;Z?NP?<:SB;!SQQ:WSBP*KU?5AE*,FFT\$<^9_I WF4Z+I!#>2TN(C8#CFX^@SAX9U_M+Q8<4.\$3EH)(A46=I^/NS!@V:0%)<NEX0(E7FO^S-IN3|VP/6|HID(8 M2CG!-%@#\$^HO ^P5!XE1)5^PA9Z<AJDC:(^>Y G74E);48O3C.HTM6T MJ0G^N+K^UQ/7HUR805U^4J7S+7B20QE;26^I^<I6^I_0Z4!FO+U#H% M^9K;6NIX@MTG<^0^6 SG^_.\$7Z%3@J0MIBH>Z=2+Z4ZH(YC&Z^XFG^I6 M=I49B.O^B^7_0_H_@<&#&^I#2IWWYT &P)"\$)H\$;DI+MQ<I;RS2=O MMZDN^JA?M2^D@FUR01^1Q9_IL3#1%9^F=I&NE+0IS/&_+&#&YU0Y!M850+; M^IO-+E5JH3)H.9="WO)^0+@#L26MM<0/I+^S3EN&F71\$%S<5F_WJN^M04\$ M.LIQX%FEN2^HF_1:#8CKR-AJ18GA5!_KS_-DKE&V&DP1? KX>^|=I6^MIORI^F_2|XIV7&V9(8\$VK^VHQ&T;JL_I^R<6Q4:#!AESI_"M96^0RC+&# MR2:DKK6E3/R\$JQ53FAB/D+B9><4&.4U9&/?#86>@8A7_I<C(ZTK^DE^LW\$>|MDV|CST_9I@VA2DNTC^DF6(Q_@2=(B9_G3!W2 N:H2X6N&9LD=N@4^D.4M/8 MU:<D1!@#G5B DL^T;2PE;S)><T>BLR9G8A2L*YE8B.GZ4C^PL^12S>1I MOI-6!^*CT:LB AHOB?I;,%5_1^!|3Q_8IW3HN9H9=I8>25?76 "8>EJ"=^>(M @20FI2S!52C(FHD)?PVH@AI^#8@M1WG69G\$ZD#7QCUC.M&WI=WC%R!_\$. M&!^<^S/*) ("U1S2K"G! ^R429(ORQIU^Z2EB9I)^Z3Z-US8OU&3A.M# M^#8E66I7,BAUA:| @MJ;I8/J.\$/7WX_=?HKZ6O5=X5BJ=^LK63XV!/_HX)N M.QG?J^ @U7RL_(FL9)8ZS4T81?AD#^_LJ>.GH0<4;9A\$5I6&\$1=#^I?8#L M^V;O6#&3^F US:6PG=J0H^8(6#^J6:ZIF@Q!A^32B_<5*|^&R*2&^Z=)_L M^*A+73C<@AH_E02&8D5H5P">8-ZZP5-E3%HV"ACYNRL>X\$X^B9!&4BG>H M39EY@(|MF|V^?J%5.TQ7?6^DMQOL=&5;W/4&)73!#N3850G^T4JOL!U M;1;7)HHTK<@O6^NQ#*NY@!@Q(GFU&1_6T B^K_E9Q%;_CEFWZ5LO M6PTR WG^E4:E/J^SEW95MD/^EW9I=0DY9#E0U6(S_&@+!)^L1N>4?<8C.EJP M3SB0!68U\$;RCN;K? Y2\$%M&*!4.\$M0K@|Y;JN_B102_YJ%3)5_Z73MM%E@_M7%)IP^VITS^S5E\$D3^6%IH7;IE0DV(BI:%7N) T?%08O;9VWNQ;CP_"\$QOX@ MC^SY0XFZWBUT?3FBI7L7B0#W<|A^KI4:PH@-1HOX=?)C|+SY;6I^2/NBW> M9IKCU_"D^HW+^E.M;B;ZOD_I\$0(=6AT+NO^E.M^@/N#5=Q3#\$%>@+R/M^KV^_I M+L!>IV_I.21W^XI.FT-D^Q?IE\$%L!UY>JKOX/@ MR*<A0D)AC=&4&M^D.6/(<9R;L=;%&Z.TLN#T\$@%?5I M+=PHQC!8AR;J)8#5@B!%3;T+D|&@_!#6&R;#*)05%BD5LT_T0S;T0T;%003 MGRUJ3HE@#&W@N/Q_#FEVB%APE7#K;=L9^4K&24_YPI1+^J.Y@-^_LJ!^ MRMKK;WEE+^F)*D27IK2&+ I@I8Q021Z4^CIU^&_#JLQK.X^XP>@JL.P"/CDL^IE#\$PC!\$2=OLN+=NRYDI=I?->#GUKV^9FP2OCTI^&_D4TE3E;7*(MYSICD8 6+U@+ (4Z8P^!)A9!R^Q2@C<=<@DIS8V+CD9@0DMPGT\$J=2?MS2;EK5P2TMS20ZH=B0K_%OF/_@K^K&*D37^B=1-6 MDKHRELI01X?ZEO6^JG3<2INSU\$MH+=S?YY3)OS1^2^27I2XNX)3SXX^O&=G M?IBTH^#PAA.IO/+^H7<3\$QS(1X31&9+I"(AH&| |PGIC>&_/0^Q8;IQ:2)A\$W_&GN\$4(+RZ|=2PGX0|B#E CR^1+_.WHO! M|@K>=>H"IZFTG|6JX7L2=;UULD+K52)*=>^K+VZ4B=L@5MMVK^FAZ!7X# M5?-2* J2;5HZMCG4^L3PI\$<*&SI5P.UD#321CCTY (P_.NL_!_68G>^M^MR^K(OEZD&O8%6O_KKF4I^E9Q(|HW@+I+Q1G0IB?M(1^Q=JE_2/_5.W M8^_KP_+1M_)QOLA-X='0+|C;=+|RB-8NV;K;E;KCI1/5_0%5H=(7Y1^#2 M.X1P>*1R67=6XX6.WLY#%/IOH.G8)Y_#8V^9H=;<\$+T2 M?)J0PG&B#"XFE/(OS-Y)#5AAT^MDN|LHN7^T.*6A#Y!0A8D)-.41Z)7^5(G2/8#?_OAH.8LRWD>MX8T=2<F&MZ_?+.%8%IE M60)EZ7^PBQ!N6;HH&*">A7G MT4<^|36?S26WA16?21!/\$9_ M5NYDEX*_*&4/ZPIK)J5V1#LBJ5X04UEN95B1E"/FTQ#@7HXYB6_8M2.@=M MV!+FEYB85V^U2RE!@0^2^87_140ZSFJ5+IV(TE BSX&SG!5@BC619^; M8+D6%8E9D^Q#H?S(G5@=H@K-*N#AJWN&;(I ^_8J1SE%)7TN5Y%60_>T^T MEN3;^YG+^V5#2^?R\$B9UJ#<^7IS5O9#J;?#K JP<7(>=QH6S4/FVC? M2;Y.J0^_8F)7^D^P4IDL5E#P(A_X;8AK1<A0H?<@D;P:6/S@("EAV)"6 M(=KUO?L;E>UA.6OBYQZ2AJ\$)00.Q\$/" (8+4^IGD.740ZXL;SQW;8;U_M@5)^LK.SP;Z^1NUQ6>I+VDW@4^0BLDM7J1D7 M56^5DWJQQM#B+I@;I\$14=IY.6(9_0 DNA2@VJOOL29)2?>0>\$X\$=(8 M^K#5ILIB^35Q)=ZP?_WZ2_55I@S.F^R71LZ=#I94P60^X5GC@2S04 MHIPI<76? B\$!3L>^@/LW;44D?^?>\$W"/(IQ.K.L CFTI^EEW\$SJ8\$V6SBY M5E16=9@PZKI@S#%@^!@!\$S008|NK;1>+K@0N|KD(\$3^ (5=XA5FM&^C.FV MK_W.2;Q.XYAJM4^IZXR&Q&59_@ TUJAI/HFZF<7ENN;+4T\$<_<3CYIZAQ8 M;4H_\$J=MYDS;"TR;%0B;S1YSDCG(1QFT.LPCJFG8_C9A_"/WID/3ZAT5 M^RMP3F5PX+1000TRU\$ UB8K 6:9&@B^16#8/0H18X8/7^S;Q;TFE>WJ M^54L)O147V<=>=@OY^I^R0CA5J^PIH^FG_Y2HH_1/N&^06!_!|RD;R\$Z MW=;T1!#<^/)>^Q^ML\$B9YL^Y2IMODE!U04=68R6-8H4Q5RB^7;H_1I MR@3Y@D1M&D)^H6BQJ7^*KCP8C8GX!;H_3DZ.ODL&7_UY;_.B?W;_+&%V_YW)BJYBYN=G;_*L|NX); M|KN-TJFM(JHK8Y2)8^0B&1^\$B_O5;UDG;\$G" ZY3SJ^L;_#&6)#6I^KA;# MJA+&9<982<3_/D1>G=+M^VT_D?^XF_O.V#^Y(MQV!@I&Q-5 M&O5QD)OAU;78C-!^XHZD^?IM9^_26V_O_KL5&A^Z^TKF;=NM9Z^4J^15HC MQSX17Z0H^_0(IPP/S2_P=6\$%^N@N| |\$N;P.3SE\$A+18^612GU^R29+FE\$A_M<MBOQ^K|F_!#WKG46%3I+^5)QBC^K^SHUEFH^E^26TCH1RR3DHH='G @ MX9-H.)/_ M^D1^T+4^<^|GR&|F^@R/(\$#1^MR6@^R8PSV^U_/65^_VJBPM7F=|KAJW8&3G7L3=^_ ^D91SE8FI=O" MM2NZ3Y0^FX2^JF9!^ 3)0.@P#@MJA2E-2-HZ#> (AQK 6#VQGXNV@_+ MMZ@BZL\$T.3FJ8.0ICA(3C_ R22!_#6=IGOW.1EP#)7:Q_MQ.DAF.MJQ!_MB/SI 6H>^!KLDG?CPI^0^05X\$154K2I^=X.3BZ-K48YMHX@T7D)NKQ! MKX?9Y#TC^R224(X!X5T8)N15(;>@1.)4=>(R MZ8G46VH^1;#? 4GH@<V^<+8DUAW2T3_YKJHDH?" Z^Y.YC*(QX-9#^ M|S89^X8G<=K04_I22T|@F@I&A^N| MR^NHI^PRJB^>#>J^#Y.F.DZNOG)QUG^L^T>@BA6I3D(C_P MN^F!Q4=\$Y MD? GZ;Q2QI#/TUN?VL^=TY;EO_.W2X^@GT^21SK#_W<7Q8QO8;8/8>U MFZ3I2^V^D_0^*KBPM50%M20YX^IX/16^V2B#1A2Z3)2^2V/@&W5^!\$@+W^*11^_6JIT^<LILZ^8K7^C2H7^TTNZ1H!_.+.%L;_18@ MJ#@BSOHB777T)OCY3680+CB@3:B3-R8AWM1^8OI<^SWALK84M7Z^RFI MJ^0Y1Y/O=\$TOMW-12Y;IX HC ME8B+HBDT^YU2=8D1^/N\$>=U^IE14 M490R\$BHDAFMT0>&A_#MYU^U3%Y%F7SMC-83;LQM5;SN;M TQ2C\$YS_YU| IO9F7@6)-2W6#>L_2H3.(N_K=LG9+7.PWF+_.A)W8I//4@4 MU2A>FFAI?R;+/W0X)DWD_&3U&4M;Y4.5#6P?&B;7!^_6J;QN< MY=WJ^<^HAIEA!E8P)BVUEAYG4!@|^F;L^DP@+^N|@U8\$D\$RDP8YBL=MB2;2UW>MV16#AY;BAVL>P7OV3=-Y8/31-1&+|3VE;I^D 68R^3&2^M^H_1&0!0_Q#C5R8B8KDG^>DV>@.5="XY#8XUND6T I&=>^IE17V1+;_I5#.7R(FI|JC(K^GYA8-/324EJ/OYU= MO)@<I.CKX^N?>F8RH2^G18>_68|MY66Y4%2B!9CQ#&U+HS.C6.R#WF24.H M(UL_OU&0.U@)5%9L6WKM9F6TUAJ>#&AWI\$>@R?_8%QZ6-O?3GVGNH MZ(H-R07IG(V!M# T%SH=1A\$0D_91I-2/^E\$^NI_55#*1N;3B|KIEFM=O5; MON^F0\$WS;D^71*(5#_O&+^/WIT3;=3;U#^S+ZL(L8W^_Q7KFI M4=HB8M!09|RF_N=V.S^I\$3)S5B^C1Q778LBH^VDW4(AJDAGQ)RIA5#C# M;6U|^2YD!+)^S673X(N M_E:* (#FQID&17C&=7#+13FLHJ_!451SOO&H-O_R%M291D>8T=KYXED&N6!L^K^OYW MNR_R(Z&H;3^J1@_9Q&SQ^6"18(EV^A15? SEA MI#2%Y^G=CT^AW^E^5?%@C\$2.8#A4COLWOI@9R7Y1LVU<\$&F%RR0\$QO.2QC MI^QJB0_5_/O40/VZ0LLA

#E%Q8^GF^6R90I/H06XRRI^MK(GTP.NB^)^MA7+^C2%PWL570V F^51T97\$%?SAMKE7MR0SV:AXZ^WSBM
M^)^PY^*#N<LRG=MC2;1%;%<@5C 4!1+^*5Q8\$6SM=>.(PO ML^LM^D,19-3P0\$FNG^)/MIZI^#LU8I^+^=Y034^+D7^-7X?^*Gf(4+^#1>Z1-J
M^*#ZP+^+&:2AD#^=E%,L=LHGQH13XJ0RA@DDT4,0-1H1>ZLF^L^I^SA2B^M\$WGC&@/RK\$^1^IGGT8^SE2,Q2I3ALLE
.TYP2^RX0FO>=VX=^/2,W1)^7Y4>NC MGPU^DIH&^GKHJ^E..V><5-Q+V1^3BDIKWA#-JFTBDO1@VB)LH>GS,RV)N5S;
M8+Q1U1^IPOP7RC;JY>+^PM^%QX0BW^W1>+^+9&-X4W&5\$JML^W5ZHPNB^MUG&^Q0A^FQ(WC1^Q^%6&P^VE8I39^
@U1UK061FJ^7IZ;DA#^?USR^IGH@;^#K MZB1BS1F^%DZ6I^1?G<<^P^10Q3NTP@I3(CZ%>%K@^W1^M=1^TY\$^*1 M,B^LH8H4475^4UX
%<:9Z)D6IS\$;8^* K06^4^4Q^SKWHJ94IGB19^Y0H^ MZBGTS^K@41=3>1>=13);KSC?/0&J^D-1Z2BBNID^DSX;4Y(^#LIEZ9^TR1C34
M.3&Z..72/ZC\74&1?^\$OT@.9 F>/V,)^@.S;EL>1GI%1- Y14^*1-)\$W-7 ME^);JBL\$Q3CH.1^P%)Z^*35+5
FA\$C=H8;MPUC5^*B;FZ13&^CD9ARSY^..M(FWLTp3@21\$Q8F+^JW08^7L1UR^@N>5G6T)^>M(W&=>=U%B6%KD9!%=(6O-
MB%)^*KA.^NH^O5&WA1^1#N^*LA;ID/3K^*#AT_D1PHA.^@3+6D;FNF.1^>^&D1@.XM2;;8HDB81N^F(6NK8D(T&F)^5FL.O>D3
M=1MU+^CJW^8MO\$TM5@<0^RSDEQ&<21^I^E9VJ^@=KRH^19T5=HRR^NPG>C O\$P MQ7^4;6MK61K@;^*G&>^W1@3-HHZ^T
A^ET^V>^J#^P%21W=1/-5743_1<+@ MK962>1.JXAH13U)J9XH6YEZJ>RW.^#(Y/5^23Y^QER2P;E;^(67C-
2%1QXE9^1^NRZMHN5T(^*G\$?>^N+3U;4^*7SE>5N^1^LKTQ M1-GU19X^R0Z^H1FLP.O@X^WYA+^C1^*K5_&GP8#9J^K5G-
+^1^5.H5E3AKB,8 M.=1DY762MOMF5(^*ILK>)%B62GOMT^%, \$V7^V7CWM^1S6G^@<9\$E;.(LO1VC
M7..J@ELLU3<^TVYPK@(&01&\$R5S0H@^@^WAH&8D4LX.L^W)QMK.=DN1I^@D0I^M86D&^%>@W(QKZVXX^B9I^90EW;SJ^S^JO/6);B.
R/I51HT(>B1W6SU^D^JY M^AW+4_<= FJ2^7EMUX>H1+^%Q.5PO^QG8K-XXY(2<=O2FOPM)1_Y>\$DVZD% M?SJS(DY,J^<=P8::?
AX.BYWERY8FN-1695\$2MYI66#;9.FV&GP^/;\$4<4<2I MW60ZEU2^T&I9HB_9BP2B;3&&^#3X=;YH%QI3I^@+78PA(D2;719^..D:QN#55
M5;-0QATZIF5BE^@?%>_002_9+4LE5;+^\$=U^AL;H;TC,HPEF1WY10QPH<7^%>Z^E(60I84
M.U4P7U1R.W&1D0I6A^PD^5QLHLCEP^1@I9Z49H;P26Q.M^8Q;XK#H01HJ=^F MHZ^I9I^Z7I^@6ISG3I^2.UEJ+FH01^CP^C3-
XRF1^%\$0KNISL^DE/;2.4CU M(=^GUX>D>^KF5>& 47%R^IZI^=&8R.2F)(9EJ^L2%O@E2K^5Y1>^>W1JYJ^A(M>C^ERYV^*M]^8IOT?
T4G+5X^"P1Z1^*(H>H0<+&L/7VHZS87OYF1^X8YCB M0@#;.&S&O7I^MA50^K;JB+X\$^*7T) @)=VMMM;WVH@Z1^Y:D\$Q0.^%1K%>6
M.Y8IOFDR^*AAI^IMG= 38I^*8+B.2;11KB M2FZBIX2DKKJ_1D<@-^I^X+ZIC^*F/UA1+VX^*AZ0^*F^..O^U>^MN)SFC^*3\$
MG&6^R\$@Q^R2;+>1^@DIUDK^+Q^B;17@^*IWA=FHR#^..CWH19WTSIES=2TC M+1+9&..UC3;30WTD1P^@1;M^M74^88?
2I^M1+1+1(^"7I;.&M&9!+6I>1HDL^J M1D@J M(7#HU0V0+^%G\$>3X@;/#63+1<^"G&?^Y^..K^N^J2TK MHE_A^DI51G^*F1L>M^J0;fB6XHD?
(G4\$M(IM^#K(Y^..G=^\$62 MM4ZJDHM7^Q>0IM;07.DY5^*WT_17+T1_ \$M1HQK=53CX^@^RA.U#@\$RXL^%V MKE0;8X@&(^
5^"17+M^#S4;E2UUYU1^@HYL,DY M10^GZDN;A81J^5MU2A MKZ+G^+57>GGTX@,^%X.YG>C@CW>3QVS
Z/@P>R1H^C;21B^8V^V>+1=N4H M10;SY1 N8^5U3#(BV;E4%&6U/449W9A;IKU>8WA.8^5%N?1NAGR=N#)(X^1R3=>Y%?^CT3)-
\$Y@PF2<^TX^*% ML(TILA^?< LW+KIB<&D@/UPH;&DN^J P9V^_ COIL,VEVP)C=^*QV^*6)U%MU MK@fMLH
HK1^61+7;TC1N3G^=MULY5BSK;H>_O7QL^*WK6NHY1^#1O18J_#6JZ MP;SM4^#V>YB.7^YRV\$&SA(I^%J^3YB_@38 G^*I?
8YM+1CDL1HK@^6D;5L45^*MU9+&64_1^ K7(L+JQ6^L%M0;EB+^?A#^W^VY;0H2@PNOAL+V^*1\$<=+C MWBBT324P)XUB2EAF^(&9-
C=T^I(\$=<2\$1Z81\$=X%?7^>U(VI2^*HUIXK@W^..M;C_AIDRTID\$=BA.U+^X125C1^@908E8V(X)6JH1 IR/>F4.QQS^40WUG+(2;
<7Z3AW&(@:05%1;H7;41 M^B9&/7X1.W^);B&Z#%=00.9^T^G_ R^5fSQ3;(4A%70J1>:6=1J1.V^76EB15E<7DV7I,P>\$S@X)
M=1HT^*16N^-R2^J@15^Q3>\$&1JNKG:C^%D18(43A1M^%>2,&6^5<^HP;2);(CC_6R+1 M7KV^FNMTV3XD;ME;)^#B7U+1JJ^1&+1
/9LJ791IZ@M1PPN_1SAKNH=","," MP^!U>^43=8#>T_J1^*50N^U4G7EJ1^=9KJ9_8+FT2GOWIFXRNRS1FZ9-9TJZ
MB^ATD;MDV^"WSL46281^/K15\$D9^%3JCG@A(\$!SEOG.D^M^&N F^U1&1^#A/C.W;^>Z;8E12^S=&?
EB+61S11NW^5NKKX=5%FI9PD)SQW4< ME(+13.DJ2+SG14RCB&8^1P%>O5^XRI5231=%4^D3C;5&+1IOC%;BU=)5P> MR^*1LL#
^*8V^N<OCY1&3+1^;\$S=)5E>1J9J^L^#Z;CNOQ?J2^%C\$1845%B@&1(CFF M3;S!P>8BZ^%P\$N8TZ@? E=7BKY4SB?
#4EXA^1(K8B^\$E#%)P^+2_IU43G M^"Q@;S8L-#3FF.R@H;");9)O3+2A_/7D20H1R0>3MNGFC>P^%C1O; MX_PJN1WE;S\$4.Y(-
OH779_9\$3-332L2;E^HMG&ST^315;&.&S.B;M4(+^1^#@HWNPMEEVY99NGMEV_1+.(OC>EJRBL^MZFM.XZ\$1>^D4HM4P6YYHJ
M5^&RSRL^B)JZ4E;L^W2XMN;1^V3CBZM&3^96IV^Z01&9=6I M5+;+@+WB\$A-22Z_VEI+B729AW;1@-
N7@I04+^F>SEUN1619A1\$9P1+^ M4D^J(22^8LLV^<^PTQ@E.E.9N1M1@1D1\$%;N8HHO+V2>S19^\$IZ=\$1N0^9^ M6A1-
GJP;1P41F^7D69>Z>+^1JY^#1QAM46RBC.G8D4E86EF^B T>Y+27 M+2=4NM^F5;Z1P.N>2 S^A=U7JU7T^X;O7YX8^X<=>?
^JESIC;E1+19>?IC6 M5^<^V^..<=1^*2\$8H2R.V.P.A^2OIS0UH(11\$PD1K7(DHT&1@H.VBSXO180^"R= MYP1E^1WNR4OYLV3EH(^# R-
KA.3+,%TB9DK/ROHP1@^C9J^TIC MWSH1L;MUX1D;DY(SDLVA @&QB?H)SW0HOQ)9?9Z=Z;#;1I>10J^EKEFS
M8Q1;BE3=QVX^FMZ1EN13^:K;70UC^1185XY;J=2QSRF;EVA MYBR^7,P8%(8-S^M_=>2^&H1X^#0B10ZCGQP\$;J1@IT<1+^NB
6)>_M86L1<6^M;Q1<2\$N^@&TJN^HU^C15HJ.X")JG2^%P\$N8MQZ5F7CK^X1T45E_Y12N&A&V M^;OSE.M;^S_>1%=D?
\$.LREW11^XBS9\$+1C)^L1V1(^2OMA1@MG1_ "K M1AYE8>J1= 4A& H1^70T5^7C^*YCHV1T\$>OBM4^IT^1(2# M)C\$-(2I
A^<17V^;ZH)/M_XMT2A^6N829^#K<5Z^G<>VT^1\$S#(UO^*F1^1 M)^RN+^12F5W.Z^..D;8RI&_WE#f@^*SQPW9YIK;+
F1DUGC&A^W&Y22^V2> MZ1JD,W8H1V1G1YGC17P^R1M^1^GR#7D\$2^,30K>^*/%)"K^2D5IUXK0(? 46I M^#T57T.NG)97>X;^GEM0ZP4?
X\$JQZODSC<^J14Y;1?>^%0R^Y\$?^H@H/E M^+23I^#M5D;1^*QA4ZHZ&66BKXYL+&KF5%7\$PAD^+D@^RJ(^P14EH1^Y%*Y
MLSHE19FJ5.T1@8\$1\$6CA&S^*#>+1/8IF7M9^<K B2H=4S^C^ZX)2GH0V4Z
M7WY9H_14V>M>1MBJW;+^1EA5^Q0^..HIF4.DTF+GH^M3IQWSXYB;^M@+&HD/ M_3WJRI^1_<^
f<QXWO^A2WK1@M@O.>A>V+ZPF8?K7U^#O@W^MYIP+8;0^1 ZHQ^P^GL2BC_7I^W9L+\$(R^E>^P^O W;B1@U5RKJ
M1J1<(\$ZENQ1HH\$1^M9>-K^<=>HXV2=>%;L=>\$C=V,23513FF.G^*Y2^*M=J2T.EQ^%Y.L1MOU)I?
K#1C8(SWH_UJHY00Z7O13^7=>:G;NE.D@RQ4K;Y2.2 M1F)4HKIN;6;fP>G^#QU&7+1Q13ME1;86\$OC@4=1%H">BW(f^;Y+12J&5
M1#;YH^RS12M)D@1(XVQ1?^LU&H3J&X\$;9(Z1;EL6+1^OCBPA1^35P22M<1AS/H4S6f1^M2_15GR81^Q1P;+2NX;\$=>\$ (PKZL^HW_8X);-
#;W+W.O5KS2K+&\$;U115 M^L@N 3KYL1H+>V5/9A+TUL1P7H^*QP 1-@JU0>(E#1@#;@C^K^J@C(MMWKH7?>XM<&
M^J5M^fER>+1H.MC>1E>/O.^EX1^+V5P0M2^1MXR+J0>QL>B2&="1H8;.884)0>&AA^ND^140ZA1N^CJ4DAH;
ME^X1E51^00D5\$^C W_V1H1S_..W_1^JEIG6NM<=>Z^U+O1 M1C23QKLT1^\$\$\$5)0_0JAG^*2)<14^YWS=EGK>T+1;UD^D#(LA^2FG-28I
MCL;SC(42P;1\$368%P;KPOF^<^>U^HU.(2+R1HOL^A);7KK4^S0ON06&T M>^A^QF4W1WX1.D20^J6=HR;JW9=MI
R/^T214^9DU;JTW;(079JCX19)2 M@^?G5X^&SRX;HQQ=E7=Q%G-#H9V/9+1^46P+1V1674.1^JS1^D&2D0G^*J1^M-
2%\$X1K@-51R^N7;8WT121^21U;^#W<@B.^X\$=ON4HW;R;J6^2K2 MQTUEW135;JE;N^53^ELX0/6M+5<7YY9IRF-R M^GY+0;M1^<
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B^"K28W8O^<^<4T+&^&D8E)1M;2\$1^2^<=DGK M^C^6R1WHUNF3PM^%1.3N1LO#3J_5-ZF=^*<0^1&Q)99R
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WOAHYG^F5L1OP;124.L2JSH>^3%6U;U=+1U;87Q^Q58(=C M^1^FV2517^5^O>1A^F4^G8JE(G^C\$-;S1WE^0PT)\$;G3.\$JW+&8=8_F>
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Q(C.91Q1Z1Q;Y04K3^AT1\$G\$<^+DGHMHC06_28_5_M_07O;51W(^F^H1<5<\$1+^E21-HVCNP;H9Y=^F1^"2%1+Z_Y6=f;
^*M1D1J;G.E+2^79A^M(CG2LI2?Q^GW&+0+19=^Q&I\$<.<.&1;INX1-M7_1JL.L8S6@U104UW^+T+JG+1^>N M^?BSPA>0..=(SK-
(4S;21^#U7\$8K;HE+V1H1D1E^T 8139GAFX=^..MMEOYPOW(A8Z^%VY837M#)Y O>^PA2^%K@N8526JR1^8)(GJ31HJ
MGPN<=3XS/A^1^L+NP+P^GPD^%N>^*9ME.8.7DL_503SR_12.FQ%1^<CC) M^*>^N2^GH@G(>^H1WBK\$^22VY18FU_Y1\$
^N#N^RH1L^"2X_U_6^EEMK6 M^1KJY>N6;@#>ZZ?TA(RH@&<5%8_+^O&T(XSPGD=#>QYF=W^%XCM.8H&RB414%;J13K5?
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_G.N5^YWS;CG2GA^0BET-L^Y>-BG)W1^*0F2 A1^H1P1_O6CM0\$ZX_U1 M_8G.DP14CW+JZRLP>B1E^D_WY3^JVF-
26(WAL%+D;=TKA1KSV0M)WC1SN M^8Z(IR45V)44JU1^CIY>HF(W^71%_OF8A1E92.R8OIT3_1I/78+5.1%+(O) MM1O1HQB^5^W2CX?
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C@;) M2#MI/45&A1^5%\$SDP^*YH1P.KT007^K17JF8NSFL_YA1^E^PH2620+^H1LG90 M_#&8;=^YS1OO1^@521-
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MHJ.GF15+&QA7@H1XEH;18;P^W1TFQG4KX14LU21O7N1)NMV-N1R1M;H32^1OKB.F5%>GOMN2QO7^#M^A^SO.R^Q2^ \$+
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28EWOX1@1JY2&.<^K^GRDK1^<O41/>KDU)F^M1X(^#)X2X?D^FV1K1UT21F4\$;U)2\$H1X^*(H0V1^GD19-
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B.2D.; M1BY161T4;UU1\$G0PVGWASS.FOS3U)1OP8VK@ 7#RXQ^5_D?#\$/@&_V2U0J ML\$S&1GI=-)85;SE^K4 M%85Z)

FW+=ETA@C%UVH=*F3RK A\$Q)HP\$RD->J)2 MKH:9^*>2=9&66= \$T^+!+0\$#)JSGK?>QGD((?X>I>(?=M-J<-%DCD:A=4!8
M-V-SV.MV1U+2^<+>#7BBE.TQSC9DVJAEZ!1.316SK4^S5!8GJL\$!70TS3-VU8O M\A1L6<O<@.*U!H5<1Y?Q?\$.H6.NZ!5>V: _V:T?
S.MY.P:IG^*50_Y:S.M.G17)-N@.4L_2Y.8M@!BHMM,*<+329?>?>MJS.VW^+>!A(=N7!B#AW?I"/ MM33LY0\$SK9T#R!H8K!D* R'HEL!?
U<,"+SXW!F"4BWW4L6!/%??=>O!<'V M0>Y:+H2-/3FG-K4EK"7H1(=E'<5?1+NV%VB9WJZ!AYB>RR-A#:6#^4O+E_ MG8
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X0.W:B!3)3A.K3T!%#J?I? M&#>=1=V1W27ATL+JMTFWD:.VOHDH1-W"UZE8 M>Y6-#T\$!SD;@:-
:>8W2YY:GM;*YOC(HK=N*5!H&#K4)!*%CS&FZ H\$ M!KN@.2&ON!B0-V**06>!<S/OV5:(IRX%JSM""D%H^4I8+!@_1_:Y!4"TL.KFB\$?
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(K)JO AN!_!%>7VB@=!BRYLH08ZA.">Z!B0P@B!ZB9BU8VV6QP#7:.*M:J%\$!<EY^K-1B"ZGQ>F<)>CT'<=7 MZG.W08+E!CYF' E\$H-
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MEJH-T@WCMWN:&6!) O.B8P>_!>= SH_!CVW1!"I^#GQ^"TU&:AW>"0*8SV2UIBK?9W3^C2%*>7!G=_.IR!\$
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<_Y^!+IUG(E8S.C3.P0DAMG<^!MGSJALW4N)!)>2!C^IEZ70N6V! M^>Y!P^!UT(=14U2YM!&E=VB_P_M^<26?>B="R@MD;<12!?
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MCB!^B1+5!08!@>N-J (K2>JCM(M^!H/KKE.O2!@F-A!*\$2!W2M%>Z%LZ= M!<^!>+R^6H:1^<4*3T_7Y">+2QYD3!)CSB-K-
D&#)B2U%>%8MZ<(RH?W?# M^W327F*(UNJSYQ!25&LU3!46MKS^8!^0*VEE!573-5)(VPB"C"MH(ZARK@_M0G
O+P_R88QNJYLIVTH2L85@!S>0.96FOMXP(P60.L^DC>+B25W@!7N^P"/ MKT\$F(5,5&0UX-B6Q5ND>LU?&br/>SOK7+U&WUB.R0N!#&F=4XXO.N5^!5B!O MN<@(!4T63!XC%_AY(S)-NKC.S6#!>@FG!T21=V+!\$!>1=&.^U9S.L36I&@P!M
R!F0+@!1^2/FL+!F(T:9!703;BV(TC?<^*UN27!0/>#8YQCG4G-HX2?SH^Q MZDOW6!#69Z!#V+>8G06=
(E&*R\$B^R.FWO_R>=D!O:NO.S2U60>G.)W:JGK4+CS&MJYPIA.L8L"NY M<^U<^!OM:!/P(&U"Z7SFD:"K!6G7:
(=7KZ;NEWJX7!X6_7!MJE!@!LY>+!MY45V2P%O!R0!<_XWK-N3GW#>_W"IR!>_2#>G!M^W\$ _OHM2\$ 8NXEWK!YTS M.HJ!1GB=!!*B&
-7*XWW9M&S:MRJ!<^%C\$Y(2)+0V%NCJ_! L.G1N!LCSGEN!TC6+UP9\$M2^V.=> M^K^W?78P\$W-
EX:;!SAQ0^C09@!<^!LM=!!HOB2)!P:RGC79?>3K;^JCI MJR<8>=>ID55BN^*MX1X?0#0!/3SLF&\$JG7HF @Q)6_K9RIE7&
!D1HHH2@19BA^BF\$+3R1U_N^Z%FN64MK!<#1FXG!6B-P8HW4.65! M^XF>P^1N^M>+!1_VS_!VE6_"&M^<BU"870N;^GD.L
H@KVM!@>KB_)_JELFP5@!^!7!>^H>=!Q\$M2?_ER6 MJ4E^QY>FG_EW859NEL_ND:C(3 C ATA7="S74!^7,EC!H!EU8R5LS!0T5
MRH43X%+52!S3WKK33MO19L18TKB?&4_W/U<=>MHYPQ^F:)&K?ENJL+!D5 M^A!9^3Y(BV9!K>CS3BZ@OP0?
E@W^!JNX7Q(X!WCKF5?&JWYGD.R:>T@>JE8 MYE%Z%*7>_<_S! BH663!AF>B?X#>A:R%?"?L!%M&B**+1L2!P!&M*?
M\$^HK@UJ^YL)0Y2"8=3..K^?<K_Y?9"E%?@*WC+5%4;_DZLY!6^4^POP6)&5% MA)&L7@P.YL!V-L.2^<:
<4;_!AR2&5D3!>+2XV^%Z:V93U+@D_!/\$@7!
MJP^!1HNNW!_CCU>!)9!J6DG=@4GQZX#02^M01^+N&68Z_NRXDS%#22US.T:5C!BK)1PMV/K(B&5/RJ7.26ZV2 M@SELF:
!S6V8/V7-868R/W^+>6YG!A,%GC-G@M!5M&UJN3!B@>L:8CFT MO!N!G>^>0?>M&K_"\$Z2!/GV!6QJ>E05520",&F38^#G(HK^
!W\$-6_K4" M%GY<^VSF!ZB>)WC.(HCD=JE,<163HLW=@5!T!O!H+@_!L!O=H>@8M(YUCG\$W_G.GBXKJ6>HN.Z^6O@4!O MK+YH"
UR"!S8A<_KC!Y?>VP_NH2A_!8^K/L@0QMC^0ZO!X%>=UBJ_+>(XSD M!0TB>C2%:_!3)8!VVCX7EEX^KXJ!VGYF!9
MXYV!MK8SL0^JM)8MD-!>=&S&!@4VHN\$F7!S!AC?QN!H.M.2Q_!JH81G!
(KQX"57L\$ME@!5!C1C^Y>VQ2"PR0!UZ0?"#>#Y+7D7O!0NY M4!M_OZA=GL&EC.SD26!>MBR@L!%3=..*#E#UXN>[!D@GY*@BO-
!\$>Z(OQ MP)E5M!X:U!" @6+%)%5A!XGL!B4V7^* M.LN00\$>5!2M9 BO_>W_W.8)03K!9!1@8_ ^7!4!2?1!780:H:5L<_05LW
MXAD@>223!H#78^+&A+!2X=TI6D7^!WX<_!FOQADR+!F9!R^BZ.C!(0D!V^!R% MU9+!<XO6%>ZJH_*2!1%6B\$70!3"TRG7 M!H_>J-
CN/62"=Z23!8\$DH!FMPT+!2Q^M7!1ETK&F-982&^<^3!%4% (HCOJNT4VQ+2 MXUG^H^Y#7D=!=HP^!L!#Y)
!8M\$^EGE!@!T2!Q!H!@BV)!H9W_AE?IL% MJGA^KK2Y;<_!R06!JAS>=>5Y28_75HLN57.GL1RW_0=..@9!V=QZ=D\$/PV/ MW!-W=?
NP>YGI^M^?DHX_28>*>(BH9P8!@A:\$B:YX=:/RAQ;Z5#CVGL+^NKHD MXP)!45.4B!Q!WZL5L@OSGCQ!6^0?W#^2N^0"
MV_&5(KMBBVH^BO+FI\$O@!U)YZP!O="Q!WSE/D4=82(D^VAM!BH:!) BL9 M2.?2%&429F057"PH&4R!X*
%#X\$VBQ+7+!TAJOZ%HB.0(!>Z>QZ0.6W#K6S!M04!+GFW0 MCO?7!Y&YMBZ?S!ZAV!1HU< HB8<0_8L!R!X3^B!>4%FQ1&=T
KI9_X-Q MI@X0YD!>B6:408 P!XU?>Q!U!F3#@/4=1:6NN8-BF(*YJHR: ^@>7M76_1R_ML.6AX6!2R^ROX?
A"6TOYLCN"!H!S6S05M!OWN&HD7?H!QY!\$UF^*R0" C QF\$ MWQ-3&:O-0DE"@!4&62WQB!C!T7OCZZ63SKC^YE&K&
<\$MJS:X_@T4X!J6)\$ M32^K6?%UQ @CE!^ZMSFL!6!U!E!YA@!>WL8!&1%8"G3N!>LNPFGB\$P4\$5!
M4NWK^P8A!9.T_2M0\$B!>=,%IW%>^4_K&^YIK-3!GKE!>3U_?%YX0Q!L%8Q!Q(#_A+!>3LKB^"0F"\$JU8HJEZ^5B5@Y0USABJ0&-
)96#_SS#^3F@/E!\$6 MB_5%6!!_V0UDKM!@>#N !Y(UM"ZK!6M>H:,%QA=>N8#0VE#!3N6! 3S;W&M^OUH2FEF)
">+>E\$Q:7N2+0KFC8?Q7PM6&_!%1%KQ^R\$>O TJTM!%5!>M!O MC0-G4KY53JZS@A!^!8/P8ZN!&S&@3%T92:HDF%".@M&V!LSVM?
5#73N>L!L M!_9J!>7<_253G3=K4P4!2!YK\$>VX4K!ZGTW: !O>KT\$HX_=\$H6!VG3 M2\$4!Y!>19_0ZJ@>#XXEK@+0!>T!M&#
!>L!DNF!W66_/N^*574^>6^!J68 M^F!D!R_>Q6 D\$>Q\$>R\$>A_!\$!>O!QYQ%>!)>S^YU!H!PKZ2U2\$>M+HC_2BX^M26!_9_24V!HZ5)!^B/
M7546+K=>#>C^%A-S^>16Y@H=IW8H7W\$=<8.J #^26^D@5?>#B_2/ M73UP?H\$)9AW2%P^O^A>PH-H6^7#J!Q!7C-
AU(HT_PVXNO=YL M#1)438^1<3S^+6)2AXGN.*QG>ZA>L#(#7!32@%EK^H\$B_2EY.7#>ES)*S MJ2&@JL!DV%>^!OW"J(\$096X>NH
1C^8CU_V2JNN^>8>B-SG5;KJK!22!9X@WH M.^JHR!D!T\$!>ZB@>_K 3^ZE=MA50=WC2.M^F^?1^933KEB!38@!E?^0Y2
M_EMH>EMYT0>OHRG&D!T!YJ!#Q^4XC<#S!J^#3=\$!5UO**_6L97_1WQ09-!>MKVYC9A.5^!C%G.C!2_9_N_X!98^W=>P-
P59R!H!OU!>S8B9+!GKR!5Y\$0^CH M08AP67^98G0P-B%4GN:3\$S!<MSU40PQ!U:2X_!9^GA4P204HS!R5!>5^>4^*PLZH!V?9W#.
!E4D^T+9 M!J6L76UPE&1\$R=PC=?H?G>ALR"ZN<^!>O^EYTS_&_2A!EP_>W!>W:2H MSJR5ETCL!A.WSGV3M!>ZDK5 F=KR#
<^+!>E!K%>+L03N^ZSC^9&E&_MC3!)<+<0?7WDS8J!10V=C!\$!>?E0!+>WG2T0=!>OY/T7S+D!>MXX#VA M_6W&W->4^M!
!>X5Q4#>S+>Y:UZ:E!>F3D0L^<UWS!<@>0_>A!>L!>2Q)@Z M^H.AOR^C3MEZK&A)3&X4!>..IX.5(WSJB=8+!8WUZ\$Z(<WZ4LZ!
(Z(X/M4 MU%\$%>^T2.6S)Y!CTB!4.HG2R&:X5:BH<2!1H039<079!8Y5UZ^!8&^!F!H!4HA(K:>4#.
UZF&QG#2.K@!+T.1N!EX!0*7#K!ISE3\$FX6B MM2V!95@%_!>YVC^>C)D)*_(!M<^!>V:1-3X>_R326F\$T2IG2:WS2M_9!H0
MG.\$3!6VI6O^Q^V!X9G<5^A^J^_!U!H!KZ^!7^UCG^>O_QZB21V^5.N>Z%>5 M^X5.4.GD/UWL+>BON.2A.
<)>AK<(!5W_+D!M.EEUGUC%>QOYD+O!UR!Y!<^*_ M7ZMEE_H!JGRJ(!3!UXK.UF=E-BPP.T":!>#Z!AMB!X(M!>H!R?EG!L7F#F M^CG.
(G:J!R6^DQ3&+TO!B_65-R0SS_0C801N^>=3M8=JR^10.XR90>I@>O=M=ZXVL0U!H!Y%W\$&#L>+>EW
GGHY_2_+PJ4!MJS=8_#GFT&S+D^Y!>Z2UA24HF MYK59.D2!@Z&^Z=8PG9V!PNL!ZXW!>CN!>N2^!YYOQ?&br/>0\$2CHU>GK>WF.7^!AJ688XQ>9KU>W?I2K MFHV!>TJX!6>LYW^Z=O!SNP3NG!P562!>3L0F9%6&!ZE+J_>W+!R+>M#>+>H7%
!>S28!1E8H_NDP7?>+!S!PKM>!VCCDRJ5TM7="HJG!NN752F%_M@F238!J^G.9^L!>WG=8/DGA_-G3!>100BY7YRV.3)38 M#125
ES^&L_F<9!>VO_#6JC_>F%-A<2K!%H!C!47^H-8!&8<7 M WD!HT!K\$EY)Q>L!7%V^>U32>PVL!ST2GE_?CP489?B!>4X#IX_!WO
M>#1#14X!Y0L5P.KLXYTY7M.Y7X)%MXG1(3<2Z\$>?K>_!>ADW3!H3!>2-5!#_Z MN.L.V.XB(<^>74 C!Q0G)!>*(<_BX3GE81H!%*!%
N:4.150!8 C!G-P!K.MRLC4&U!A1568(<H.M5>^74AS3ZQ!K6.K\$K6K)!>ZP.7.4!2Y+!+!4K4# M>:>C\$>78?A#)Y!>D/2>EM0.#<^&^M-
^DJ02^U@>WAG215U>B\$0!EH!>V2A! M^>GVC73X/DXYG^NC_!>D!L!Z!H0!D02(G352_F_>E\$>CWR!7.7-=>GZWC&^!>KR!>L64TD4?
O7R!>2TT M0(@>2!>?C_Z!>E!>E!>UDBT_?>J6+L_11&9.L>MY=XY""O)8V%+>3ET.# M!D!ODBOT-
E!MC?Z_K^>5G!H!OYVM:!!2!5!U+^W@!9WADM:E8.F^""9! M/C_)9!H!>I^>0\$>V0@SECP\$!>N^!
_MX"MI_X_1K!H!H!8!8!1V^!>@!>K!>1C6T!Y#_GD>FRR^NL99U!>I!W+>Y<83P4.8VMR MB->G<15W>
(H)=_!>D^G!W!G@>(9K!>P!>H!WY:Y4W:FZ4H05W!7048_19 MT2?0D!>H2B(#(<LKBOWE3^>HK+PY852&WF7DL_>QZ!36JE?
!N29L/Z47E MDS!H2FV0DQ!)>8!F(0^J2H#H_!BPRT5.8&EXB?<_!ND^95@!>3^"S2^>J MIC8L&0J9V!>!@>S\$8!>E!>A)!>PP8!>^3RMI-J-
82#\$>V=QV.F!>N@>(8!K!V!PPI<_M>R6)H!W>ZG^>Z!>FQ7!ABH_!5C@>VN_!>SOD<!>V=E/7!Z WJZH!B!W^K!)>_MSQF_>^2J-
E^XFX5^9:ME=KX\$A258Y!>_!>7XO!>E!>E?>D9_!>Z3?>!)WY&4 M_V95^P\$XW3Z?>8-#>#>@>J^>WJ!C!GN!>K!)>6!N!W<^>#A@8!LX/=(JN!7/
MR^KZW4=S.\$O-R^2# M-Q!AM!X&X!>R)3^>3!MW=V2B!ZP@8UBZ!H!>J!S&9 M75^U!W.<E!>P0!>LQ^>^!>J!>L2^>V3=>#>#>R/3TO^>E>/Z&
&L:)>IKN&^># MOQX^2AC.O3K^"T2^>^3!W!0\$C6=1EB\$6=L%MMQ@_!>H\$^!>T3E&AK P!>QGF%HT690IC!>C06PC^N_P<

MJ1ZO>5FOC6&O-OCB^40Z1(G)2""YN503N4!"-:9)EH2Q7/4L4L/71H M/>.LS\$2DRT19GXZ/WM&/81LK.7.H9IC%XHS(I
 *K6>DOP9FZIBE|B T>*MQ+)|8!#L\$K+JG&)VJ>=+TfTSDV.DB6%|8Q7U.U0A2HF2.F*Z.X)7P*M.WTQ6|T MX7>v>?Q9YKL 9|?=>8I?GV?
 JK:|WV">OZO6.CQ8R".F2%3=>1%F7K|Z3966.# MJHJRIV 7B.D66=ED#1 S1)H MWQW/AXE^IG2(IH2KES>=TSHY/BO61L:6Q)
 .9#B3#>O|1VVK|PDL5KJY+>M-BY+8SMW(F=XKA6B2H>413&Q3!+AE92GD.4)FB/S.T.9A. #1R2%EG_H|OIRW"WVZ>M;#-CUP)?
 MFW9RJ<6F| MWN#PHS04.ZG#S#U/YCD."L8%"(D6%U^Z297P\$B _JZ-O*P_ U|&V M(7*U:5L2\$&|H?>XD+!2C:/L/1%"1%VWRO31U1:
 (A:F^>@H*" MMCHDI/#VY/ 76U|T;*.042DDRUE2|.(008G|2R=EVS_3CK2),2*Q@\$9+G6.MQRA|487H%
 IQ=5P|RJ<7RP|WXXZ_NUQL=FC|&6IV3W62@/C8N/Z_ BCCO+ ,MLW:."5"-17."ZMX/WAM8OHJM244E+&MT@9+!1%:6S9@
 HW|P8-JB50)M|&DX.81X_1F>_ .XO10LV#18%U/L MV>=>(HN2)K=80S/7%ML1R(F@V MXZJ).R@TF;P9IV?
 ^K.A%Q"M^G>)>S@M:00N^Q9:P|=C:0TP9_L|HO-NV8ET4H|@0!A:@U|H@GYOML+K98DG7.7"H183?R
 M(DZ5AZ.&YV7U6>|ES_&G_\$%ITV\$>7|S0M2\$-BG MS?OO2?"@D=8.F.4|/JZVC22IBEQN3U2QB4PSEIR\$*#&T;=<P3F.D"J^C76Z.M?
 2,1SZAZ.)7ZAI7@_0HCFM|29(SRF(^%XCZC@;..V3?SR>6;X|QOQ(7S1_/75285.MCV^Q5H|Q:~?U>3M)|Y|7=-|@H@QF*ZMLQC
 TLMC7YNB:3"U|(SX8"U;..> M@|(D4LLN960NP_K|H<2+2JPMKWVR&#|HXGT 7CD2TR3|=1R\$6>#@/V:HDMK M?91%PL2H?9|09U
 1M;@(<E>28?_GZ|/1?Y17H&KW8CH/T|"?C/T2.99VS?4.LR^YK@#IR|N_2VZC1('M0SM"(<%"(<")PF;|FOO J9.
 (OF7#CI8RI;M^&QROV)J@B>X^#&\$LYP2PFF.M3N.865#DM|C|B:7GZ?D>LMCN|6.)Q9_1%(RWL M*
 fQ+A@P)NS^&6(CVM0P@C48Q|6Z*UP98N/@6%-D4S_MJC_7B=B90E=>5585?@7HLWYN>04@|9^.&=6*YGMK.(H42AJ0=RA349E391H
 M57JHFVZ<(<4NN20Y6=>XWB6M+84P&P0Q=S6S2"AZEAFJ5E0E<L.F_HR=W@'37VFT4DY_L\$G|@.QK;QE.'77LMRWQB8AM=.
 M0\$77HE>@#>BY^XE>+78O_VP&16YH\$85|E0NA1+PP?^_>O+O5.&0JE;/'
 M|_3%TWGGQ|O6G5)H/7P2Z|S7B\$0W2>=>...P6|&LVFMS(NVFT=NGIE-W M=>2Q*CT;4WFX3^/2WPI^X^1^V7G\$75MFR|+
 (C:L;E>V.L67Q|YD6LJ+H MW8H|Q62K|=>H|7H2(O^O0_.NP+&|?J?>7H?30X%EG%-YK.L=Y9YP|+Q|8 M^9%H9?
 S|H_+*Q|JGZLSR1N+H&EKPE"W\$GSL_XOZ"M8N=THZ>K|WMSL2641_<M6 E#B^ZH M@="<A)H/L+P+ORX"*=<5;TM#3
 MG;ND(7D5H/-0-A:@P|O0E8)@%|X54A.YQO;..A|)Z|^H58|?R9|#:2N2;>I!;=>)Y P MU(RR%8F/NUG&(H:P;M|A|39|
 U\$G"U@DB@H@04..|JDT<_RZK|V|^XMS_YL9N>EBDH\$+18YE?>=&J.O(WB M+>+47O:UB&=P#2.S|4B7D*TF&|
 M^1/Q+^06&|1NF>@S^|8T;#T.PSZ|^8+>(&U)Q?_M|40LL3|HWF%&Z^M)4*RU0164"DL(AU66.)G|K@A^NOC+|NACX^2K;IK""5\$?
 VR_PBO8^4ZP.M3Q00.3M|SY;.)?YB6%(IPWAB7Q2D7|Q0%1<_<9^K|4EDPK3YA)A<%M<=<4OR^A^H4:P>H>R|N|"%&(.65>
 =5S|7|IG/L_..BR_HKR@K0I.ML3^_D)U6P|+(/+4.1%U2|H_HKQPU*&=EVDQ|N1OQXRH=Z"CPT%|A.7|^ME3U.Y|^>CVMFK-
 YL6EZ^K@OU8T(67/H>_ \$FXBMK""8"LQ.9@QJ:BIS7#&_IQ
 M+RZO08L+>=EWN|59NAH.U@")Y#E17HG\$PU/F*%<%KG*|8OZSS6;M&G%;31 M?%(15*UVI@*F^5A|3KU4(|@4HM(H_PXF)/#
 |A|I2POM_U_Z_PBM?6KGW-G_2Q<NZTQ%\$ZIU_8^7K>2V.9^<^RA^5U+21= M#.#9.K>A|=7%<^FH?2?NP0D.H.E^<*>
 (YVG_<KX-!+=4Z|?|YR8?Z|MON.A\$?FW);_*M(&AQL:)(HM83-U:QZ>E&S2>.R5!;53%NED56/SX>>.:2%;1H/G|X>E9LH?
 M;_<K%G;P|L%6AH5MFE.YS^<Z5=IB05U+<XK\$>47?Y6EIW%L|ZUYA|XT>_M2|UXO*|_G*|HPE|E?&_=>O/G.%4#>Y=QY<_HW>
 (=8HC95HX|J2 M>J^O^3Q0S=//3K9**(\$H M+&8LKXCXG/UOHZVJN|U;K@=>3XRG|G|3YD^?7?K\$;#J>6<YYPCE:XQU2QQ
 MZN^C^B_H&.%F>=N1U|M2H\$|J|<*>OHNH|X7BZ*DAYP|E(L1.F3W>|V1_*D1O^LFEWCYK3+|X
 M5<|T2_33CS5U5XJN|AC)|X@FUW+&E|_*0\$H|VJ.)E"8^PD%>@_Y06.5 MM-H_09|9|TH.C|?K|K)?
 (E|3U>B;+VB)K<%@9Q+ZZ\$=FOHJ) ^?*>+ M%G T3|3_*EDMUN5UL6VT>944JX=>4.7*5J6|HUK7C"R;ZG^5RN|^X&);^A|_M)O)%-
 .|L=L^J^5EKH_?|3BW?H&#U%|C+8_G-D9K|"-4.5GJVVY\$(H0T6+G^R\$%7;SC=VU3A@F?7P?)|F>=>|^H^|X|^X0^% M|A|J|_A%9UL)
 |LATNSQ>%DW2C2EFIM5V.4KZ|UPR2D?;X+4+H8&+9%<+ MCV5&4+W M|ZVW+WGGB^X_X8EUQPN1+8UK.K|1RC(|0XDA3B-
 S2^55\$SZ ML&V.YBPIHJ) Q+)|SNRX.|A|O G|K2|D^H9Y1|?S#_E2J?"Z"?=9^>U MK|_=@F+!<8D)^\$ZGNO537-
 (W|5/5X7Y5UJLYY_BBRC"YB^1>6"Q7/F M1^7#%\$@V_@#F>XZBWFLNE 8D2_<QX16^B|3.6HR+WY>>1T5V^+LV>#|.Q|_M>?>
 >H|8D4^<U^J.8N0DK*!^4_<%NIUCC^9S8M|Z#)K QR2>0.23""2B26 MUNM|3@<_B)%4+R7)B2|FWI?MYP3-
 P.OPHO<+B57G&UGHY12+PA@2LW+88YA.M^YQ+|H5<99EWG^E_1MS+>N=XSK&.@220H LS#=-|6W|ZL.9@N4Q/\$@H.8(6.N#1-
 25;V)@>X6 MH@GZ%)>D2_9?;X^0057)/E%3ISU=SFAW-%QRZ^|_6%UQ*3.F5@HT3;D# M%)E-O|J;#^K|)%!;5SC0|=>2%V\$"%%
 <+1PP%\$?C5^<|1^ZKAB2.M^S^!0.V=7=RW|_J|90& M018F|X|B^PTG|@PP*RW^C8DFONEV&|""F_W.PZUSGS1VY|NCL2_?2! M|=?
 KYG<_ \$K|;W>80I|^1614.2:">Z^<X%>G|J7_1=M7AT7=>6T/(1U# M.I020)=_C M|=|SG>?YX_W^<1DN?M?
 L6700>|HW6GNO@>)PJ5^Z^<1E_ZOU^IT+Y>&C_OZ M|@(<Y|S1UY.K91Q|O^|BH^0Q?/92.GAC;Y.P^XCP6#@DY0V_W3Y^<23P
 MK/1Y7J?#=<K^&Z|O\$|B.^T<2F1CS)"8OZXOQ8>2*U|VEM"!<M_L@DW_W_M>F^<^J#WJ2"5.2".6EN&WE>|4:;U(X=|
 M7;7^U#8=-9LRTN4P2X#>+3E\$MSG@|A#;#SCU>TL47>""D|^30^X6^<@9.6 MHP(MQTFHX2H|HG2N^XA=G_6K-
 N|@1K1SWF_.F>LK_6G|H_RQ|X U|@SHA M5_73%QO|F^UY|_14B4OW+X&V.7#*>O(7*8Q/4K!<1>G?L_Q<0 D BO\$\$>A|HA=C@
 M+=|UTB<#;Y(F^V8/Q:0P;.&O^W|@8=WB^Y9T%VHOL_L72QH6#@NH\$<*<M=(2)3^V|@D^<1UKCZUM

(N68K)0/0^8V|+|_ ^A+2+0 MZ3M 3NOT#:AL.00144SHA^&H7 CVX'BZH4"T8"/?2.3S\$"
[ODI_+D^1U@U|H|SGB)&9%G>|,RVXF44H6ZU**R8=V<=?:ZN%?<RX) ^|'B1> MG018E/2|@Q|>9S04^7IRJ6C/TC9'A^7?A(HS)#6H-|H?
C3X)E3Q:2TPIU|U6^EY|?0 M3..&? =0I^09:7HIN6^?76SDI=PYF|9/0-1+R ^M%>7LM +!|TMZ&| Q>|* M AEG?=93C4YD|F2|/F'
\$;4V;") ^IAB=8#F7|)N2C|KF *"|DISXQ|E86HVQ M3E?LL'6Q4RK7%V27^CMT(PA|=AUK:0ET%,M!7DBJTOW5(Z:3XE89(6-CM5N
MWHBKE***PEI?7%>5SBO30^KGG?HU0N^A3U@7HK(S0KQRC@(_M|@%\$G=:A^8N9-1-6\$|<:P^C3L|UX|
0/;@P>?B(=|NSK;BN5=2KF8L5=Y M38K\$D)P:EF4;^#K)P/ILU|X9VX08|*?VWDL?
AY(S)2^ANLW=:#GWFEC7RX_ 2^"/+|+T/C2|4Z=\$7HG<=**MKID000. MQ\$NMK,+AA!|TC?<:TWWD
"TUL8E*@B3|3+X(E\$0'4_WQ26MFE#V\$?YT.ZD M:&Z4TNF4("H(CD.O)C)I|W|L<=^STI#5S>X6NKV&C\$*Q|Z:KCD?+P3-
J.8*61Z^G^+|+3T|<PM^MC<25D M;26BCW^S)4TLLY3TKD14M|JR2@8U<29^*ZK^L|1X)5"
3;U|+|F6J^&=:9B233| ^|5#^QEYGOPIU?95Y|*|HY<=93BP&?1(#AU^9I?24)OZ;8@ZN_KV) ST4|1YK(W?J4P MQU8RU*%8
/9|?|0U7>:=8@2+PX+|+>2D6D+B7OH:CNK3|XKD-S>*+VL>+|MSF"=Z|+H|A10S.G9|F|F^PJ0\$
EZO^_L_8@K|YPVOW)+GX^8\$<.NNCP9D^ M:D^5O1\$K;.%M*5J%Z)OB.)7X"E\$|L^S5VLZ.5954: %Z2;7I MV#9)^GO@A&P|F?
#D|J2(2G1ZN; M^X:7#C-L6^8B#U#(?<5:VR^X_3@3 #WG&G|SGB0;4:1.941|3XQD8N\$BD9^F;)Z_2|C.18P'
M_#<QSOZ44G|C5|+Z;G;G=> WO|F^P:BX1?<C|1_?ZW|H"N^<"P^Y^B/E?8 MM<5\$#OIR>8?P)>HZ\$TU-1N;GZ<4F/05Z^HR+5H;?
+B2W3?B=4^G6G.^R#H MZ<^0384 4-P|4|Z5H|64>DCDM|E0A@|) G^1FKG^8.1-K *A|MxC7U/_O|A M>TX;O5^9^_X\$P%TAU|H#(V
+ #_Z^|8?^%ZU_W:L%|90-QS-8^X6H_U.^|HS
M>=8^N^O^5U<^*F.62.SS..T0^5K^XMO2KWTH+2M7K\$S\$J^9@^"QD|99WJ|12006\$H|D&O8EM/=3C@H:W_H8G#91 M-
RQMY+^B&EUC8J=P|H+|8D0U|<(^R^8>7Z1P^?SD\$F)/Z-O_!JA.H MN8\$|SNGD1HU:V8!^?_E(WP|) T1FW24+>>*Y_@ZT^OI.XQ:?
|G>ODZ#^B4= M\$51KZH^1^!<6P74%OI^TLK\$&.%7OC|D^DR74Y2^!<N^Q-088-5.EK6HE^M^"F7YOHX|DG/3%1
Y4.\$=2C%YG.#UO>ZEGO?+Z8H9D^0|7Q.#^3-T9:9&S 18".K3|'13J&Q/KA7 M>94KXQOPXL?
\$NKK0Y.V3|&Y79CSR^U45W|ZRVWV.K;ZKP^A55B:3^*7J|(^M7S=X3UYNWPKY5^&HE\$"\$2Y M|RKMI
|>Q_ CTKE@V+O@)Q#1^CGT^7VY6LQZ_?U|E.R:7|<@D=1(AQPHQ|DUASFV5
M3|U|04RUST+L.HOU9Z9#57:|0|_J>O|U5^%UQ:NY4|5A4P\$8UQQSN0M4N<7 M|2|D^NF=|'=R|J^\$Z:Z|A3+?>F1B%RC|)-
|2_0%\$K%PKG1<8|55|V&L|G M2|7Z4Q"|M&^;2^H@IK0E91^Z'.S4NG/3.MQEW)AI^M+31+L|O|9+
MV7|O<+>|H_ V\$7FBI8HERP>K?@L|Y|_FSI>XTAN+ MS|MS|_H&+4\$|92PFIZ?@);.U6|+M|15|HU.XY|<_ /90BH%<=R3^7B@<=
MO|2#%>E@/_O^D+^+NS&L4KBYA0J|U.J5FA/6A;=:E:Z #2YC|RK^)|EY?25^# MRU^|WQVU?>
|L^+L|YQG^<|QFA+|^%ZK=45_433|X8F47PR&+BF^=X%#_MY|1#5.1+E|_ 8L (&+M|A;6\$S^OHLZUX@8Q6)-ADT^IOH3Q^_1^|ER\$ 3
MM^H@.ACG&%%41R|/9)FZ1GAN|GR|@C"?S)Q\$"#LEOO)H|DAT|N8_1M3WA_M_2@*.\$S!+|>C:6K&4=^!%@C%T1+|^%8W=>VD6-
>V22@R\$|O5ME:M37(NC-) M/@ZT="QUSUF^?>U?+UD^BS8-C9^VUB&3:AXON^|HV<|UX M;?>
Z M|+6=;KDYL+^PT6AC+2.G+Z|P00@4&?""J_L6 XUS8^T\$HJ|^=KS M;|98I^#_)0LYM=KR&_?_ZFHVG4|2K^<(7.J4Y?054/(TVS.6)+6-
1ELI69 M A\$)T0:7KEW&7 (<@6860D^NXL26^|VD MB>@?M@=|3D%5-SSIEH|GM&|A0<@&S^T^UW|?^@Q0.W5TK=H|W|H-|J^T
M|<|)(2AF358=UHK725T;L|/O9|HMEHQ|A0+?BM7?LNK^6>#18;\$&DC<@5 MH.G(BJK-3:9|_448.MBO^0^Q^9>L_<_
^7+GZPK|TV3.8EMC?^CQ|X&|S| M_-Q8_LBC|@TG|(?5YTS_L-1\$)?"069TD\$XFXP^H@^*G- WE6HUHC^G\$ M_ |HD1M4>E?
R8|UE73^NK|JOCE/8^|S|3>4Y^RQ\$)9G0^69J^8BO^?1.KY7 MP:U5UEZL^&X0|MEQ.MO5&6|H<MD/G)5VMJ6P"W4%:@|J^D
JMS^D|5^>_*9W|12|_7:F4643WH>9WO6C_|^51 M^GVE4W6FD|L66(<075?|3>@^_X^*K=Q0M^KNRL|1|3LAG^N|@P50<93Z.
M3HM^&\$-RN3KVE.YV_&+M;D_?I64#69=6OGV@T#((O^K/E?=.7?@?IZ=^| M|S+X75NT5R6)E|Y^!_#M_<C^8%?>
UB&2BRA^?6Z|1^>3HBI^2@Y=VZ|I ME|+E3@=92K7625RA>RKU8.7|0FTH=VJ2CR\$WD?7#(P@0^T6?>G^6@N|M?>
Q4KA|D^7WYR|5&Y.Y|Y(F7BRO^O1.A^%>?9^@&EW0KJ- M:5|8U6B|Y^O.L^EKP\$8^F6|_WPKD4^7P%>YJOAY;+GM+ND(L
(#%DW_W#LOM\$7|J|?>=ZNJ:9.LXN M&X)X9F^R^E+|A;VY|3_KN|H@>|DHR?DBD9E0|_XC'^^ MDC8H8/>2>=QA+|+VD M=^
(ER|_7WMI.SQ1MA+|^%7\$B|Z^E|6S^_%V.O8M^H|E5E^F|H|Y26 MO>63AH)+R|X?
YC\$|X@+09Z|>)NO>|!\$|>=2TW^<|^+4F|_..*^@C0X<=92QFS^C|Y^3W|Q7.M^6^*O^"Y.#17CBV3J|Y&-17)T_H
M(YX8W^H|X^9OU^FLK^%X_P<=<|02<4^?NBW\$4@|YV9\$4|V|U|M%<=0K_.M2C\$*2-6.S^Q|GU_>:DCY#_)NW3K?
BNCB=|F+EQ25R:UOQ;WV?746EL92(\$9 MHF+^#W9_&B^R&F32NMGC?A^C3%=_&_)LX9B>_DHE+?_<@1HX-|U-FY<<8A:| MIH O^?
|1B=T^G9_&AF^#Q|F|H.3N0W7|1-R>|4A=;P4V|5J-36;-K4#6|S2_|35#SH_|D8H@T40|_M|4^C_|J_4^OY5-M@/6>B7\$|@
Z%)#|QD|)4)MD&4(NL8O^41#%8<21?^X# MHLWMT|P7|XA|(|28|H:S|9|O|_X HJDDI<4WMB |E<+<CUNWFO^3V1<_A\$-
QOVS_17Z5/G^007<?UCI#5^M#|OX;L|+|R.S=SR?N|A&6|F|.5%MY| XR2SP|@^_|R^I^M2|_V04^|)CA_KT
M8M|@:_N^OGU:K37E^H^0N3F|.9MYTN4.TL-(9=MP>_5\$X^2+O|@&_&A R|U^A<1HU&|U; MFQVGV-Q757)?AI-
YOH|7GH4;KTLGW@2X0R@|W#BBR.J5E|=-33R=T:2Q2 MXG29|&X>QZ&K|L|E@5@_Z@/|"->?7|Y^&6S8.F6;"TV.T^\$MZS>?3/O-
M|L;|F;PU;|P|SPO|T|3\$K&8|H\$^TBOY?^ET42|H\$-^4@|H^|TCUK^\$%ZC MX9^
LUJ|REFY^Q+^C_0G2VO^>KX^J^D^+|^N.XT|/"^VR0Y|H|JHD>E MZ&^&-#|EAVAR4L^|@GR^%>?3C<^>M3W(#U(
1@".T|=|E|HK|U\$ N|P+R^ M^M|6>\$VXO|HUV+&6ZIS^#|P|T|H|D|WAPSE8>5\$A|<)<9Q2HWM|T6VPGYRQ9
M|X+U|FU.3^>00|PGH|^=BS|94C?U-9>SE|_F|.8PLCQ.\$PC_8W/?=3|RR_I M3U&ONTKLRW|144>CTK."D:(1&-9MVRR^H@I+H8|8MAR
?7)B-3CV-MYN^TI M4^65|Y^92M<0%|ZUR|7^RN^XPXR|)#OS:BQV^|M<^0V.8\$JR^84Q M_-FX1Z|)#3<|W>X:5+7FOMZ8-
Q\$-|W\$|CF3K\$C^OOKL\$^5^>0^075G|RRHDOY M6AWD^<7 LOD^Y|S^7BD@|169+X-69VOMEBP.MC>9-E5L8IR^8|1^1GL^C4SL MC(K
Q\$-)|RM2>|W8+)(CO:Y|@&(K&)|2IB35.S=L=4=O=V MV9V^/9%5F5<=|/X7Z\$|W(&Z?|_N^D^%37K XRM/4MHG0|ERJM;|C"?-4MFW
MV|Y2^|PA1 A&.0RQ?<QO)P|F(=XE6|CE|%-KV|@M(X0_(M|)#RFV\$Y^G^=Z8G MM/HUHRUK|K^?
GKCT.66M4UX1)M2@^XV1^8VZ+^%TN/9E9B(M8L?>R@19 'Y?')_L-VA8%7_|?AB390^~54'R)O(C^B5TKP&J^BST
MR:1L_1V8G5K62B65X_J@_UY08JP_T90DA?9NV# M_7QA\$|@) 2.5^>M&<|A|W|OE.P|_R^HL>Q>-7U|TU0UBS&\$Y;|.G01+TUL
M;1W\$00@H|AZ8E^OT&D)R_?&80/Z@&^?Z;666(NQ:D^C|Z|3&95(HL\$D@>N^"\$%_-37+^+|SW>;+|K|ZQ\$%-
M0UC=:_=ED0T|S3P|C3= CU^|=W|^=#\$?79|T|BU|B|/|3BO|DG+^80EBN^<MJB7|'3@7?^KJ=8|FX3<-DK(|5DX|)AN4_4\$_.6;=|K%<
<<+|JZL^?|Y<3| M:SG-9^M>|YN3|L0P_IG077(F8\$&M|J9|^_<R^F%|Q.R?|H|R?5|K&4^CXP-E64C|MZ|H(23C^"XZ2^_FW@W88
MX|B;1\$*F|A2|D M^R^P|P|K&40<-M7WH74Q|JEE0_9YD99KVD=|DZ^>^&4\$ M>P>|(OF4YGB|K6:Y3^1K(CR04_|K|L|F=1H\$-
+|^?J7SPN8|+^%W|UJL M_#^*F3Z_|JCES.CF9:8.#UM;|W^_.(6ZK^C.SY^=#H\$)|U4V9;^*1<|OC5L%| M|^E6;^*K|>|T|@5H\$2BM^_PYB?
@L:O|G|D|DPRCR|4@U|B@F.XJ?S478|8D|J%="^@&\$6\$E0&EN65:(KX;_|@J8NLBT=CZ|+^ M|OH)4&X1XA<=4S1_93&|
(CR^0^FF:07X@(\$Y>)"41(P_|0|E7V9L4P=%Y4R\$E|(^G@&)^?7R> M\$|L=NS (O|+^%#10W|71PNZY@C26<^*G>^H^S8;|Z
%W<=E9_C|E=YYD9<_|F.M;17W7G6|Q|Q2-16C6GCGED^_JHO^<^%1GC2R+E3.D|C-65^@+)^**5-BN>*2.
MPYIGZROZ^>)99Y+^R5VPVC|R|5^D:D DQ|.1AY=^59+9)^8^WWY^/|KXC|D4O
M>\$ _L_H5RP^Z3|2|.D|=0^P9B\$|QW9GP>5EB+6N^J^X\$+^N=C8Z9RGL^Q^A7 M|9G22|2%JA\$?E5J7_0<_16M|YF4|G^X?
J:5_C#L#7H&^33XR=#9#?@^UZU M|L>-|RNL|D|2P6W|O|G7YQZ>L|>+OM:P5.RIBS0J\$2)YF^|CC%<=^&/_ESU^VH MGBN^
UP>C02+V|OHBN+1&AM|^X\$|O2M|G:C|7|LG9_UJ#@|TXDS^J|^+2O|FE|@^SR7C_L^W&E;Z.G3W^C3N.MR0^LX T; M-7V9L|VTN(HDQ6_?
=M6^<_N32U383_UHPYDBN^E|_8)R5>FE|V|FE; M7_X4R6W?Z|_7PWV(O%ZL#Y|_F^?^VS>YG0^3.DCC|@W|C|JW0CMS<|)AW%".
MBG4^H8;).T9?BA/5M^*V|9D|JLB2!>J5@)|8(3G|O|7|4H\$&=^|>1)J3IP_ MUT2^#S|=+P4QDL2O_(|DAT^_4|FAJ38<(|TYWXZ^T7R2|B-
71?25;|^+6 M^_EJU_-JBN_X&A^?O@&/_=H_ O|H|2FG3Z@FD|<\$-RKZR>_#_ORTO=;78|S B 8?&WQ\$ M^PR&C;W^V|)
D^_R7>Q@X|70Q@^N^R|X;W=X=3|I2RQD;|XH|_1<(|W_G^>MSK&E^>W<66U<^W7XH7%+T2K+0LF3N_2^FHXNYF-
N>F|E2)^5OE&J?3>|_H MVI:8GDK^F_2F.MM=;M|0|4>7X|?GE^&|2(|B_L=1>83A|R0H|GLV^&2|FT5|_M+YMA^3U^QBZ^V_)JSVPSOG2@
LM-T5V=^J6#L=;|4|<_>KF=T|LCC0|H<M+|^37T2\$^Q9E^FC%|X^<|HTR|ZX&XX^W1(2#-KGT3|)(%P|>0^?<9<@3|^?M>AQ|^D:9
>NA755^D)MVQO<9W/W@YQ+/_Z4=DXI^C^AE+|^CP M)^&=GD+3P|U^#0R992=Q;WG7608^C96 \$OP.AS#N-C3E|5=U.M|C4.6D4/U
MD^*(L7-3|^KK=|^|L|NAPV8+;_Z MM|GYSC^H7K^|MN8K4_|PC-Q|_1(\$+^+M|D8O_9^<^%YGV L^L5:90R^<^N^DUI6E^U&KQF^14R
MMC#_X8(81%&)O:6U#C|>^>GFW1C2P|4<|XC|GN:NO&%U|XE!! M=0.^2#EU1=DC=7|H^&J4V^BB0I9A0^0I7W2Y
MY.9M6=X/P#^#|+J_|.\$ZO M_.\$S:W^24653?>WG<@^?2+8R^=M^8F6(|^JWU|^_MU^V; M2#H_7VE?2GB<YK?
M:&IDN0&|JZ61|MIV^Y|_<_0_J^<6B8X2V\$6I>0E^LY>KYHAXU+R^R MV9D7H|G+|HVSZC9ET9LIY^<^D^ZI(T%+|^1_>9GF)|
H^*6V1ATNU1|<@&?^M^HW\$01)H_R|2T=M\$XFW|Y&EG<_1X7^TB47+SM|00T^VU|V5 B:DZYWPR3+D%\$&EU4X+K62KJ.5"
|8|L61S M4H8O|ZO"/5%|YH-P|S\$F&N8_|/DNXD|B:P 7.G(%O);G^XYJ|AIG=|6P;| MW#H-T(9N|XHD^D>Q8%+"44YD|Z.C:N%-
^=|D2<0^K^2^R)&R^F#>93 XX|7E MK&3CL=^O@WA-R5;J^\$<^?GK4V3D^0Q2CFE5/M^E OD_0)V3A|H^V_K8UY69
MN<^>6E@T0L^WOO2D-N^>3.(^N>G+3(HS>RZ4=H772L^VSG0.0.3QI^Y=NM# M@X95K/^LR^M^X9CMOZ.ZZ6+8^?
*M>S^U^Q|HF3Z.VAC92>+E^C#0D^%0 MFFY|K|J_|PN8|AT;2>=<7^&8L4=M|T|SP|WEMJ54>^"OH^H&^&#3;SN/ MFK=P
|J|B&B.P|OLD<5|<^S^F0H_Q3>| MR%+>H^GZHAGAY.K?|OH>+|TQ|_*YZ+#+5.P^M<+;=9D|@U86%/1^N_NO-H|T\$
M#>^9N+^F^MW|H>8)|\$UQU|W.G.K1W4M\$C0^<|^ZD M-B;Z_H8^U^<5:7^*NO1&N^"|+O9/U|T#<=^8
M|(6GH^E(HB_7VZ|AU>D.#8/F)+SOW^5^B-R+GX4&HS^%4AN(^?>IC%W> 7 M?J/\$=3MT>M)\$?>N^|A^&1|!Q25+Q(S^V|U3?
KQ6K6F725NHJ_4|ZNFN^P-Y M8^4Y19M|TP|B5+N56>?7L|G|C6C|/50GU|LRS-N-108=VU^HHC|HK7A6 MQ=;
DY^@^FT|O/EE4|BK(>|<|S1\$&IE@!(T2Q5>N;?2|C MR6|N^?8D>

AI6*AUW5=+T,S*8"3AT)%G0.SY@T6ET!IR*6M^TR^6HVO+YFEI%DMS3>^VK@CW355+I M@A;=U?86*,7(C=0LH>SIAMC
S2BBI.VDX 3J3M/47D?=@;@LIW&^4 MHJH75C<^IPW*FXQJ3LL<9UO7^I*%1XR1:3;^L)=,%3?WOL55_P3@6C,Q?@*(
M8M8.I2I7I7D6FZIN.IB_U^FDI/GTH M8M10F>Q>H!T3">ZB(GT.N;.*W_ZKX!_R_A!%>.46QC/L_VL;_PUO
M^N&:6<I>0.5I+7*7"4,I/7 \$;ARKOS*,\$F>Y_Q "\$2 M;^)\$KO71**P/L3 +3L&JH374W4V<4JV@A.;7!%P T:6Y;/J*8##QV+L8
M*#8;&12U,I&ESO(V3S+@I#900)*PQ3BW,*ZT\1S\NYI&I;#5H,5043M=A#(IBRGZ)JRPGEI:1QJD_@&>6^*35002Y,
M\$HXHK^.&P*6GJOEG^TD#YI?E?"+9I580*P^6H;B\$;9I92ID9GF MU=- JW(OWGZ@HF\$:X+X5^OA2/""BWL<I3I=5EM 2G-XIT
3T;^S&*6=L;BG M12CDFZY #4WKJVS5H)HJ_!W-BT;D;^!)FRZ1^ P#@.SPT?:(QE8*H^WE9Bf2:LG 72H;U400I4UCP MD;8BOFSUZ_?P/
_JOQ*=J)*)%LD5IB(=-(6;#R8BG2.6Y#9XT#=-^IKVDG MZ@>)>P./IDMXV"ZICIQ.<^H!
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M8+|=70W?4_QOEL+7*;>'H\$?BRT,MZ^E) Y>*XAOZ\$;>;W5;LY3A+HNO\$) MIQYS_NPX,9+I[X8R#VOI3"P147^130+
I\$S^#6X<#3I3\$&=,"G-B@!O _M_C-^!"WE0H|^I>R37I0QI8<GD-EE4H;I#&*HH*\$04L3 H_/DI_YKR8W M^*A!
(Z.W%F_H3HJ,SMJK(**XAU6IQ62\SA/ZGX0Z.?@&5AWYC%=[5_MMBF3%\M5|M0#W<67NMN ^USHA4-
SO_KOY53+A1^A7%\$*+IJO^&M;I_PG M\$5_Y*WDCB79LQ^K_TU?Z)=BL<\$B*S3J8Z(2A;+M#E"8L_~C.RM4^BCFPE"XE1U;"
(!HT3^K:4E6/#+XON">#ZH/I>RWI^M MO7>8CNM5294K65^~SZR^T=;5-N=^Z6&O^YD#DSOFWY8+?
1_M/B(I^I_MNCE-VUGX^50#WWT^C! MPI67I>Q^8CMN\$57LOA(OI^*RB""B^I^R)IV&=I\$A@>."L_PIB4N;5Y&85/
MW*G9HGQW;-6I702I;_1FHOPW)O<%OO_-NEV="I[B*:]^L;:YPI^NQ^&CS^*M@70IF?"E20GSP
M)^#UO8)6BY@E8_EXS3LI4KU+G83/A8R/ZIV0E.FI^Z CMY?2U4MO20;^C^P M=7TLG5Q;=1+;/ZI9CO_5Z4C1-
(FVH)U2I^P^XGP+7I C12.L^HD: A^7TF M/#OHM@94R7A-8:HI2S16DC5722>0%EIL/K_U!8X^OY+;I1+HU\$ (E<L0*> MN-C>6("5P?
2)N+VX#P^@D%#A#W3I-!#^FWJ^56^LH0@BKF 4P7;X M7I^MS^?E.P(C@H-#_4!DIW^RDO#J2U5T#;@>MY(N#2V/200OS;F5P;^R(0.
MIX^*3D36'.TT5XPI-3W5_#2Q;_38ZB.%8-^PCZEU@\$_.?Q/G1AHQ8P/Q M!%
#HN;R4L:5P/MSGW00(#;5MEI4.>2D/=>T!X!/^LC#*#C=ER.9=0;I8;
M&C.NC3YJ.\$#SRKM0UVR*,3I2F^&Y;E14EKY@71P\$HOVZ)W(5_ZQCS=+X^NW
MBNU+VPID.%QYXV75:L^A6W8IPI^AQWU+G/9A9XLD)7*2_SE2FH<IK180I
M8Z(Q@=(R)I=L#E4ST%_51.^1X8S)5HAXF&#)I@%W;UA>T4IH;(?M#P\$<,%@_M087FF180IPi&H^VECF(6R>@ (AF
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<6#Z/&^LIR/OO^L^X1W0KA2;^W0N/&K9\$YIM_W+I+WI+I^"CGGB8 M6Y%="Y>O/E^KIU&MXP40(6\$187P)M,%@DF=, M>H;\$>?
Z@6<=5(M26A6A(I_HS_P+=;=K11YZ#_C5H7SjXZ^?K<&)>D8.7)I9 MOQ6NK"&?JHVN=XCJDA@FV3=ADH%\$XK XB@I(I^A^6"
7)4Y;IL13S;2^L7)HBQ1;K.N0B=\$TMP|6;_5 M^TGC^HY0ZR4(6IE)WBSX748QMHOHAZ10#=\$R\$ _?9\$A7_93T<@&@%GF#0;3(I^M;/@I\X!"
2^<C>@IWS)5M+ (S&&+LI#>(4@8=32;XO14^C)KFE+U>956;>P M@4E!S!^4ROR+>=RK8I^WZ3/OO?FJVS&S;)0(%60!\$=IE^&
N4+XKPD^GJ M>SN>W?>=5J9E#2HRYK;5IK1S^PIFEWE#6CR40(AH;I^I+I^R;MXS_IU&7K1 MUNMO;JHPD)M0B:7L*%I2@R<I9Z7?J
>+&WMC^DOROPAR""?YKB8^YO-Z/R_M_12IYH/UOKJ;4NIA MA:#VZ^I^Z0+I;4XB9%UDM9(UU*1%_#J#=#&K;%)R7MK@_M%/Z-
D\$SFD5:4I>+I^I QVD^5^?2F9X^*^_@S@I;HBLCU MI02\$14QIY6_ZIE8"-;TI49#7\$?)I^V_HQ;44WQ\$J>I62^I)R9/W2+(4 M,0-
I^I^UJHDV%I(I#%#;9@QDOTOR3U=-Y3I1A1P.#*E;Y_9\$D^#W)OOOW MWU;I)IT?7P0VA#UY/6+1OI&0PYR0^FF?QPC0(%;
IC_)%5R*0ZV(I^<%"@%AQOB?\$.A9 MKI6X\$QI|^"3IO&9+<MF)WAF%B^1#78M46BQ(I#=#OFY_WI<I|L8MRIFP_MRI+=MI^?2
@Y&3M&4#U8R_4JVI GK1I1I^I\$Z;"_4NSI=^A^U8Q# M!)=0_E8I?H\$2=J)I//?WN;_IBN;IY52)IR*^JD0^BS.F=E
MW+2QFJW%V^C4RS;B^T^AS9V5^I^R%&+^E^L55I^I^T?>CIOXD5MS%A MO;L A34#E_?)YYSU^JAA^#6^WO*4.82FJZP-
*109K;\$&C7E2^@B1^O6C^M_4YGIH;21T2"(H%&06_X18P)#!72^K;46HP6UMFIKA)IM^0HYM7;0T>%
M&N%&SCCNFY/IHWCJNR(<"I;WQID%I% 1>^=.42#^ZJ>W^S.FO(B)=I%I^I2+ MO^Z=IC(3A/TNH5R1H7M#3I;BA4SDTA0WN^OY
LZV\$C%2CRYSRP5U&MMZU/\$ M8+I<=+A9*4XQ\$=#B_!CUFQTR!_8@K2=I9R%=-J9HTJK74>V,BYPEI20UF.7 MMAF?KL;Y&
I^VQ;AQ=H^%D(7696M@Z;_I13?>1^BZ>2@96P#2+2^C^@B_IQH M;)VITZ&TDOI^OJ9PMNV8)=V/B;I%NX;
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6%)LIQ81N1IHZGZ^H7; M0IN;UBI^;2M2>I|SB\$A9TDPJMDM;U-)W%5UI^Y"(MWHVXP&.>#38^?@Z^IY1^I;OZP;JANG;S_9L3I;
I#;JPHIT@T?G M\$HH65MN^MAB7;_C^T#^IO@+;_GJFMZJIK^I^BXZ3WF^M92N^Q>?T7KP6;I|F8R M-
93(10EA&V^;=S+;#TBK%>^LFI;7JX79I(C)"6J\$(@29F^;_4#>X/G_02 MI5VN#^ICSUA^E>J^C4S^E&+^I)@M;CCT^YP;IY8^L0NXZ6E-
CP^6K9I8 ML_ A1#I9EY>_EBI>S^I<5TFZ;SNYW=KFN=<@=T;(0^GSE4ZX_MJ_4_B_ ^D M/4^8/0I2.0 L;YK?<@5?
O&T^D;JTW3L9L8%;70MA^D*72I)IF>^WZ2V4_M7D5L _VS@&@D0S7(QFA/*9/\$&%1DRDZ1/#AJ+^C9.0^Q=F"R^ZSA;B\$EL+I^NI
<5YE+?MGS0QWJX ^Z6E8FS.Q&FMP&9IN(3E^ZZ>O_P
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%R/(KUEC5.^XCTPIJL)K;NB!^X-E2"-0@?2/ MG9X/N@XZIDN68O!_#B=(MGOL P5L/MM8JK@3T;&+9<2I8+6#F^RZ9A6WU?
MA;);^G^K>_S/Z \$!TD 4*+P^L I%GH(I0(QS+I4C5#K8J<5_0\$;0^HC M 1%;WGS71-3BBXB/6LRI""U1(NIG;)_A<=>M7)VJIT!=
?6+RTN>C8?7(WI8;0?FV5%\$P%>B1Z(67^2(O:Q3>2=I|+GT M\$;L&#=#^S^I;.*%FW);(DIW5(6.TW\$5A9>SLE7)/A<_OY?>GEH_XY?(
M_P_04V)IS/ITU(YA0IMYK|<6SJ1^7PV+<066L)=^GRIC9%QS_AIG7@I^M!^IU_=-N7* 0/@9N;<6\$EA/3IA;ITF;C_N;I&UE8W;+I=
I95\$NPU>0S MD=-I1=Q!^U-2H43I^2YTPWTC#@^I;VB;JSERF?^?SX9N4D%TQSLW6I>Z>[3A>I4- MA&%;0^P^W/FFX0W<=
(ZU=XEAEILOKA7^@O2I^IY8W3)P8>"K+^(R80* MTP_^LOT>I)>I>T>A\$<30^HBLI\$>YIOI%S;B(*%B4R);<_#IF>=0IIGW\$)_A-
M@_P6\$GWIM_#27IC5VX+CXWFXB;=3.CXIJR.PIHUI/@@;U7L QH9^TR/K/M&CI+/5J%;D&.1IBL;W(9WK;N@
9Y/7)W;RI@EEOX2^9IB5W18Q?X6;EAYW^I;ZIKBJO.O1P2I MC9;I7^J25_ PPG7B;0I>Y(I_L_RL<I|SIP&AHVQ(7PXR28?S\$RDB>-
H82A)N_MLEZ^*_IMJ\$6I+M7^_C<=&A847G(8^USGJNTI0L5&I;I^T^G;/2^@4B@05OC
M>7;+%)@;B^FI<I|XK6S|>_2I7Z9I/I4^C89I^T^L7;I^X^C)CJ=88IP4_I12 MQF^0H;10_9A6UFC*H;?CM862^TE8K OD4_4X^\$E6?
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DSNV3<_#HJ.G MA=W&FP;D(R)=EBB^LWFO4B/WU3^?/E_U3G&L_P8I|NOV;QCC9)90^=P3^N3W MLIM4/I1^T;7-1C_E6XJCP;O;2-
Z1|=ZBT/Q^R(C^6)2+^T;#B+R;:"I M)=D.V;)^BK3ID1H#_6&0;Z=<(C^I^6380_-BP!"C^ZYP;OCI+8H;C;5#0?E&M0T^7WYU5U^2)#!?
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MZU>=>00>B%;SY(NI(C^Z;NM=7;I6U/KD&8J^T)6;5^M^AH&MA>9_K+OO;I M;I2I|CLL+9^F^JHZ&YRCL\$<=%%XQZEGS#<I^VMO^=
<=\$CE\$O>_V02ASVY5I6N3.5%?"^?G^T^I+EQ%M;9)"PR9>AB?^E M4&X14Q(E9)8H|K;KA0_ITI^4ED5Z<^XC5MRG)XC2F
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M(9S?;E7AUIRTEAF&D<5^ATOI2INP+E\$%\$8\$)S8>^7/P2R^A?L>A0 ^MVA7NTF)OV@5>^I^RGE?+I#@R^TIE@1-/D5PG;+I7DO?
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MTH9>I>-1#^1"*SIU; &MKI^EV24RDB^*)^IY;JC_9>KGIV_D?_IT MIA9OF^Q?^I&PNFB#S^181NB%MCU+
ZG1HAAP%#IXRIBMJ^0BVNY^2^*0M_0F MM#G4PR^DO_IK;OK U^M2M6C4^Y0I;4;R(XV^Y^P^E^A^&I/&5^Z;Q^Z(" M%SC/L_YI
(K^6FT.M_V8YO;OU#_X;I95SS+PZ4LSFIR/I=V+LZ^RHXITEG=I^C>;P# MVMP39K2^*3<C^C^M3;1R (LI8-B@?^MJF@0.
MOF=!=SDVSXDI1@QW1#=#M@;@NAY06;I%GJ3;B;) M@%+HHI04DESIN7AE4IEG;@IKHAXPVIJLGC@^I^PI#^!"JT^V2%+I)X^MI
MG9I2%\$&=IM&C^I6(9SH%/VDND(<7=Y9\$WKBE9H@87#6=U?JF9=/F^FH26XF;I\$J\$ZK5UN/^I6L#;S8;-H909NU# MIJ<2I?
8OZ@A4NY^I6X1I+G&1K15Y#01AE+7^8ZZ^G=LVOUH\$ MB;#@I1K6#;4_V\$;XH?>POV.OBX2^(*QTI.HQC4;B32(P>I;4V0HZ^G6;C|<
M=I)43ORB.0\$;?I_8B^ M7JS+6\$#;6%(55;I;G_WI15^HUP2Z;_IN8R<I9;2\$CAC\$>_WXZ4C^0^S
MM=I9>I3NMRBB18QA@P\$K^6/^UOKE^*3^4NS1^8Y18EB""^Q O&RS) M_TL(T^Y^N^D.DR@S(G^BYR?;WT&I+/G0C-VW^ELG?
33>5W.H^#EJ);WI/;C MSFWQYOCWR8N(B;OI^@^?S2C<^7B^0L;W3OD;4_XIAO.YIH^&I>G;I3S=
M7S@QOX_WR5AV7^H4N0^BIIQ^E(9/25XIR6&W1^)"NKIFD_RCI@C^#=#IWK;L M>;I+;ISQ0?FKJ\$ 2%>4V6L;G^I\$M; MV1^*OO-G6R?
5B;^YD6E;X)36HWN<05L7)7IK(K&#S^I);89+QXLAK>I% M_J9F^>=V1K12/PFEY;4I^GTYX0W#(#8>ZI@6800^HOQ?6G&AZ=I^U.Y72
MK&_2N;IY36WDWO)E_76;H<^02G(X;B;ZX2_LY;JA7LL;)(24E0I#;D M@C(I-8;I0Y5I^DA8@GIU= F*7G MV75^* AIQO?
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MVM\$X4I25<;_G1^&UCQ^8FM242%13XVFO1X^_V3IH3YIM#2I P7^*S!>EH MOI^WO+G2^&>S^IQI^0K\$;K2IK(NL%X;@US
MKUMGB^#X=8 \$H7J>OY^J3AL7I?3.I60^&N6D3HX12^OGKA7/I^ZO^> MS0F04IZFF+"">YWS=4I0H(GHG)(<^?
UIO1=K7B+G^X+GA2AHK1PK3=IYA MP;9EYZV\$TIDB+EQ152N2L^I+I.WS 5^<X^*;=CEYNT#_S_>)I2T4 R_B MYI(LA!
<=(DXISAQZP^+L;BK2I|I19.#NMM_"?VW?S"=OV;EG6MYDS:XOA U M<I^E^&^;_"CH^IVKW6AWS=17V8-O9CA1I."A762=SR
^F#_X#B= RI5TQTO=X;4I4.I4M5B=4T9B|0>F1KTR^T^B7.142T? (S_>V1A M=J7IA6.9V
V_OOHO)NDQJ/^IP?>#;R^I5\$C|JB@GTMJF=U.H.22;61Y\$ M!_?)G^5ZLJ|B@^TAJ_HXV7+I^KH1; SW^I+EXW/H;8I\$=O2(9<\$7+\$I
MUE0+K%1+I\$|R(E_4L^4I15X+OZ)\$K9T^I;L126=WP|&^?I>R327IW(M_5DITW3^9-D^*LPQ@3=-8^QEV?68W<#D3-
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MY3N8"1.2.20)1FQ+Z@*L0Y?K:CI*">4/7"NO*XP'D@4+6T/V:O&!(@TS.MH8G*'.1L98;M5 NP6 Y" BVW/T9@5/0:(HY1)="HJL4DCA4?
Q>[ISVMOJO MO+VTV4\$+(C" M82"XHOI?2SW?M\$W#IY72S3:J)O0^FBUJ)9PH5F;#I/IJ#BS/-'R\$9%ZIG\$ M4J31V@#\$4A_9?
WPV);UHS/O+7(R633&3B)NM+I-FPHNS H>7M75-A,RHX# M4P V%U6:VU:B5AYT%2V)^T(@%&V7;V14GYPDI;V(M/DH+X2L4)
(HK? M0R/(L\$Z"/WO) 20A\$K4FX@|CYQ:+|2JOBGFWJ*+QF801NF_VO3G.A CQ8 M1#@BAQ(1,>A-
^AAV2;"U5L@9Q)MI>A0 U7B17D;VFT;*8^C|BE,INB6&>1% M-1^')|@;X%8.1 6:3 (8)A|AQH |@GYAF>U(W&5I93B:5O |Z|@WE+
M174|1=(;&^VONTTU<=5);28.8=3D0TL^/U0 GYV=))\$AH&(G|B5M33^GSL2 M3K79, |F'0YU+C|K4|(IDG">FZ_%6|O|J5ZE9>_,RT)^\$U
MBH7)^F8A(BTF5612\$;XD(QD3|ZL\$RY^7D ?2^*X ^&1^'KUA7JF27J MN<9ND)E\$3PQ:%WR=|HKC+N:2|8LU|+7*1|
<=>5L>)"F^X6)"MYHW.1# M|V K #!^4V\$X|D:96@SZ+W5NFR9#7|B#(S_VF|2^@4ZC(K),1D9=30Y\$L; M^<@&1?81&?:KWZT6;>
(>EEDD2N3;V155PENK320.2IT,KN|/+>24R|H MBK414)R&R3S3QD*=D)5EZ@XHUUGU*O+QC |OF^Y< "H|)^F^TCR 1/L_)! MTEWZ
OEU=Z=2.7%IR%M@D+1#(4XY9J#,BCK83J?WCZ*U&X;B|CF< (9 _1M\$4V2YT_P@+SXE#1.5%:1Y7?790V?1& E/*SZ.Z9#*%&@GWT-
HOB,1P%9=\$N M/L/*E4B|CKI#;W2.;E8%MU<^ETG2W#+1Y@9B|4VQ4 V^HGD0.#F2W0; M@=T>8A046Y.1G45#+1,2T(M _!M9>"PJ4\$@HYKS>T&LY\$D1%C^?|SV92H4F ME^X1?
&A=CXU|7(UGE9P;JZ4E8@L6|C 0^GW;TWTFE9B;Q5201R^*5>5S#K? M^XK|7S9%S>O%BK536#1>(5U@F2@Q?)?^LE>
(|ODR3?;|W|_X_/46 8 M4=10;,>1^?@>^2^VFI(GU12>C>WP;Z\$GITZS?)#1?QU^7+S472|Z4: ^RA**&*RZKW@Z.(;>^5I M.SX++0HC@U?
4B %>)"=A9CL^*^IYQ/EL M821^>+D^Y.NEZE6BH5BJH|^24L15#F>E|P\$;@JR+7|UX+)=* N^5# MS^*1QF0=%V-
SC|S^C_J3GX@&S94+R|M\$#J|@F;Y+1;2|@N2S^GQH3\$U73 ? MJ=|^|O=^PF? 4D6":IT2EFG:G@_4B2|;"K^BOHHH1B1*>(<.&5O|L
LD\$CYK;C#M5Z2KF|10I= M9|S.4;|8|&|S|HJ^?2^H+T2|0FTE\$C(YRZ2&5D@9.#Z2JL
MYB+1^K^C)FY>@P)Z07^|L X8LBSJOE^*%|Z|_5I|LO=1N9T/(56 _M-Q4.N8 MTV4B7Z?
TQ:"E"VY_Q|EK5H>A|SE9IP^&A&7=:#;B|9=X=6%WE+YBZ_PQU/M0Y@D<_1O.@L||^N\$.%9%7V?/61L%FV.81A;.)H9QDHO5-"\$>>7?
@%+%%.4 MJJZE/7;EZ(L;YF+A;1N0;6."0XTR7J=QIE0S_/>6^7E@64; MRVH4ZGTCZ6M\$RQI9HAAR#_'G6_1Z0%|8^C L|5+)|WRFN<|
<#6 JP+>|MH M?U_%&#.TM_19C#FQK|WU02^1UX)C;XTI<6|ISDI?PAIYL_NQ+BSH-7GFQ.>F M<\$S\$Z|N=F|>ZE|N@>"BIPE4\$ _5S8^|L-
RCTWQ|H|KRVU>2|F\$B2=\$SKJXZ5 M17RQO_1&E28T A&+&#.XX4VQS&G%?<=>89X\$;\$J3J
M|D5M|Q^RIGONM|H>@&|SRKN2Y%\$801#Q\$9J%# ?**G8VXFGH;A:3G<45S^ (MQ|JTUO_H0+!>2C=J.Q?
QYPE3?;Y_&M>A+O^|JKZLXP^+)KYV?G##+P=) MW56B#SH\$ _>>I^2/+^EIX=_2@HOBUYO-Y^Z@1+77&RM?@|V0^G|1R(E;
MA02Y<(UVN^WA:M3|VTKO>E;X|BZMXM|WZP_#IDZKKR%#V+^#B6^C0|77R0. M2P;=0;5.2H|>JPR\$<0+LB0U|
|L|O=LOUR|JZANJNR|M-DIWWNSJ;^>#%D;WR;2|YFM M|9G/7>;
|>KL18+^8@<16 NB+2^C;F>6&F4+|O5YW|F0^&D(HD&8WT7POCS M;_1-FB?WE_-ZOV_-OR^CJ?HT*3 F^5;.@O-GX#^493V|%/U5#
<5X8U-F9O.RV.M.B(4;T1^|V\$;S<#>P\$|XAF|H|51%_.WF<|5"S>+*6^"3LKXAV8UU6SPHZ< M\$R8L+OZ-R_?2?
URYOK^J^*O%YW0\$_.92C)XG>"6SFK;J8M4P|_SR@58Y MMC RD_3YVMPRH%|8|M|5;PQZ/H V|>_8J8C^8|I|TDH4X;U;S;&6F4)W5"
M.14L^L^C+@&Q?AWO|3VOWA^2|P1-DJF7#|QP262+|M1O^7|7AWF5< M4&DN&89\$1UDIB^IWL6|TRFTVR-
12Y>2^9D^|8Y98F+>MTE>D)2A|(9VA M17%|QWU|OPX;JBF&+G|A|H_-W^DSN-P\$Q?F) ?QX2NR>J;|>2^+!\$9<4L#D
M3+B6Q|J2R.@+ZX7GB_|L/_ NO80<8S%|A^|H7K^AY= LZ^T170D,DJ9DJ7 M|HJG?;"X^LLH(P-1K=D5)7^1%RPMRK|P^47.BRH?
W&=6P^VLS)3."2SV MGCKRI+B4 LZP=\$.6/1E_9%6VR_|QTR.84N%3Y|+&OQ|^8>|/|>_GP9X_. M1?^19U^;9KOMC+MN#M3G3)DT*^I-
9'DE2^G&|7>?41G^7;1DD.0EO6\$OTI M;15=15P|4 E^J5=; (RK|NZ_D|(;@Z_*|N|^F\$ O|>|L(\$E:M M6G

3&*1,T%AK(&")U/&J2ZYZ^,/%|MYP^V^FI&|@.%|S0FCYB^C=Z.U|_M_S8_

\$3Y"3^6A_9N;=B+G%ZY;_N).|PT)+W5?E(K3? M7XE|A20(T_*P157\$;Y?L#;^>Y|Q05/7|H|Q5*TL0^";O\$GK|1 MK\$D3H.NY?JV:O?
5F%""UC(MG^RA,E7.^92AL|N_TK2)_O4Y4492M\$ANO|H#*_MT2QD.S,47|\$.Q|HJ&?G2|H|^YNF|HW0T1-M=V3MZM|U?
0UKOR;.\$=ITL M#O<+|LN(6^|Q|H|^MTNOK1CRDV^X5\$7|X|X3A.ZA<|4?U%XI|6HM+06^|;.\$>QIEU-FZVWF|VHKS M=F=P-
75Y|J3+CKRS6A^3;C|D|N|>7^8H-DIE^|J3-8P\$W^YJ2V6GT AUSO< MBN;L3_77|(|(*;Y\$=C?>2Z>_AD=L^4AET77ALOZ05-
4SBPC6GZG2);MD# M|U;B|D(2MH^;Y0_V6 L)\$^Y8^EMN^,^X|+^PK_8H;FWQ4;Z% D=UQIZ;^4T14 M^G^X))
<)>40^5;,*|Q7^1G55&V>)>K^M;+DE+=N=|H@5|H\$HUZ^++>9M|L M?R^7L2/KGHO_TG|Y+KS4YQ3X-WVG@Y52;9PKO;_NU3)X\$Y
FC^()I2O9).\$ MX(\$W7|V_GCG36VW3+Y2J|YFD3|A@X8DFW7Q|Y=2 M72;PLKY_WRS;K&65MZNCRB#>?|U/*G&E;G8B.6 _MK9)
(=S7^G^O(^Y/5^>|H|Y776C#&NZNA^|F@X)W;7|BSW^|O:B4H^H3K+MXT? M+^!<=SL)=Z.N|@S9P_OX=,D226_W-
M1%8L^;7SGE|QNN_+T2%6)|H^RI7EX M;_H;U^BNFN-GH|E^LAQID&|N>|4H2-SGV8_+|8ZT_26.TAR\$N2-%.SC6
M^3J0@CL3.I^7(16V&I2<+40>.^2<|WR3?GG;|F0^3;26P#7\$S|1\$S|UCFI^X M7;
|S|JNMRPQ&FR05YPA;|^1^8H>Q=%A0\$S^U^\$JR+A7@31^KDSO7*^T_..HFY MV/<^FVQWT8C.C|&"GR>5D#8F|O#75|LA|
M.@+F^|J52K6L|O|T\$|;^VN&^LH_P+G_QZGTU3P^0MQK|T^C|O^C^Z23.^9 M+VW+ZYR|2-
P^|Y2;^L(C%99HANTLMV^9X|_@OT_OY^+7. MEG0D=^&^QO-1_613D8W3W3VKD;##P|E^X%)Y(C;OD(30%IU3+9")Z@CNG.E
M.BWK=N%R@P%|KCRMPH|8DG0IC;MN9EMX8ME\$5@)Q3|O|>#>!!A ANRD^W&H.|+&=BZ@9D)WT
MAUBR.@X3D4_R>Z7|OVU|L DX;X>B^HST92;7|J=;SH#^8|+T>2^.@>2;HK) M|J^_EE530\$RF-0\$C+^6\$)YZ+_(P MFL.7^&^Q1
R7D8|C^ZVH\$S70+YJ6@^9F^T;2;+&0+^SWPXY\$OLF;S| MJ&+G;|V.KH@R%XJ^"Y=2^|@O.6E^IE^V2|U>L49JR;X;5%ZQ7?
I2M#8^1#^BN_3NG^<(> M_O^1UKLN+U_.^T^X^GYL;3;5X4O^P^#F6KL|LC|F^7WU_GO(#H#?2WLG MY8>Y MFZQ_O-T/O?
\$!>IO^97G(RQZ/?^Y%SG|YGLWY|W|3?>US|LA K|_Y|F;M&8F1.R|_7A>6?&=&SEB+G%E|ZA|2%|I-Z);T|(L=R(4?P^J;D;_|QY
M>_SG7UVKM9N+G/D^X^MK|H|W3|T4>_28|1LD^#YE&^5?K91WS|2^F|P|^C^+M+ZZV)^13X\$DD^"E|C|2^="(M49|TPX|E;R?
8P%;CR63;9S1|)|3Q^TBO(C;M\$=2303|D/Q3W;?1/5; MN^M_1%^5;|LXQ\$BONNX-613UD^V(A46A3JGY6E;E^|YV5|L>0T6.DV&>| MX|I
|A;_WASRQY|(2L;WOLL&G|Y5S3P+|\$^P8SN3;1^&|3Y69)PU^10;|L|D|^#E93SP^DSV;>5(6K9TP; MU|_3^1+^7Y/L4;7|9H(YL3>2-
D/U|5HF^Z|(UJPC^5KX0P)^6= DHZ@SWC MO>|B|V%#E<_W?12K|P<_Q6GL>)|@60J^L.WD^HYM_02CW?Z+KTE|U;0?/S6#1;VD|9&
M^L^P<0\$.G%5&^|T^@#E|L;T;7^LY|BF2^NS.<@Y|S|U=9A=7A#KTQ|Y^T^H M2AOU5066EOAM^GN^PC;8M1X_VRG_Z+>|C-
&BCBFY^Q>OSV6<0X+N536|MC|^>L&_ZWG?P/H6_JY@?U4LNC4)V.J=)|_1OBUM|^7@B;853F|8DWH M6#1^AA&
(5;L^FKV)RA(7=|JP @|OW;UA+<|4KM^92. M>|V;Y^91|@>Z\$^MJ^X4;7L=;JW|_2P8YOF;KE46G^>5Z0&_DRY4^#2I
M;_5W2;EQJP^5;"GQM\$C%/WJ&10G?7EM)H0UAM>E<^YJ>|L N|J1_1^|Q9T|5 MS?>|>SBIP^MO^@SAT<+N3#Q\$;2<+|0AFV6+@QW|
^"VR_EX23X)_DA^P^%K MKQ8K8DZXXZ^772^EGA+Y^T45DQ>F6T_L41|YQUT8^PYR|;2\$>5JQ^P^Q".79% MX2_1FB|+@N|^1^3MAB|
(XAJQ|97X MI=G2R|_C; M1JR^*=6DD|P(MVU@#;B|JL75M)2E;T7N)^?@FI3&2KSZH0_P|<0S<1HAGMY M|
(CDOIM^T879M2.TQ\$|AC^7|0;44D^6%;|D6|_|J9^<+>3NY1S;2|VZ9J# MAH=|J021P^*QU9).D;ZVCI\$;KRWO08G+W9-
_2^;97OH_W+Y1E458TQ|)_MG50KISUHK^X3@|G>26;B5W(TWOB5;J9KG504FF#S| M5M|C|_1 S W=6CP;1#>=LO P|@-\$
>UTWS7U|PZD@X1)_9&^<(|PHM\$N M|MR2?WP@M^10|3\$3Y.E;|8NFR MSI9|KX>8#|KOC1Q5&7Q13H(|\$L^/S_T1
M(FE^W>8)BG@9T1>_H\$2>R61#|B|S@|1^T^XUL9;C.MO4ARZ|J1.C^W_ M=XG4.T)ME7#>9+_9@=A|^K6ZQ.D@&?
U7FR%;|8U/GX7P|QFG.6)EE|FO M9Q+|A4|7A;A;3;RB;NE;8D^0HA@T@^"?*%#_C%?1)%EWE(|P^WYQ+KK
M|_5^16|<4<+)"|L4EY^S;_4S|RS|RZ^|V@Q@HV+T1A0_D|CW9F|@SL|S\$RKY|_2W)Y7#<5|_M;/?P^5225Z/4M#C>=K7UP^%HY|Y
YNKU|Y2T6_-V TD70.3M>=>#|H@.DB M|H|W|J6R/_02_L^L92\$0_78RWF9QR/KTW92Y&\$24E_B#_Y#PLEQ-P^18@O|2
MNO^J|U|UC|15X%D5QVG;^K#Z6|XPM=P^AW1RB4L6G\$G_EUZMU/_+MDY#9%;2|
(=>@L*2;CF2E;*R01M00SLOVN_|L_ZW8^<97L@;4+1^3)%C_M2@X M0_6^|YH;P3W5M^;^>J|_TJ700;DGO|
=0IMP&H^YH(L1%?|L\$G;X6NM>M|Q|^V^J1^<^W?N>:OXH^"G+ M|P|43B7^ZZR_E+L;RH=UWF=I(M;_74FW=S25^J
<^|LUE^QG\$;4|ZF^#2_F M4HD2UEYN76?Z%OS_3?T_P|(^=E>R(UF4L M0^2M^LWGD@|8|M_T0;H^7;=0W;TA89-P)_A<=&
H^TGX|+^R^L>|>0&\$.55%|3 MHO@^W;H3\$%W4&RP20|HX|L8KN0;^&1_8.E2SWA|DJS9|(H1G90V?2^" T/|
M1%AR|4BJH755^E^68YD^TD4KD^*U^|&0;SVI>="^OX|D^KK@|A^DMB;B^QW+M_3VV/)4 JEJNT9&ML|S;V^H\$S84_4QE1U
&F;=NGKST^_&20W^8W@|N|Y M>N^Q;ZUU|(LZT9|C9U_GCN9L8FL|^@>^T|@_KW2|690|H?G|K\$^5\$UCQ MJNGL-
NMGU=U1ZMW4<21FWPYF^|F.WO|&#_#JMX-FIGRAH<(I9X3_LX34D_BGT6|45TH_|8|F@_7<=<5VWMA|A0?M|B@D-@|
<=770L>=&=4NJG04WU#2^H|MS_5U|V_XD^U6S M<|<3.XO|O(8JCAWRLGX^YF7S=|0H+|=|Q^02^F&C?K82M|B#G2H=H
M_=\$SLIP_SZYRA^"^^WS62_W8%7DM_Q3H>+^|W^R|B.6^OCTHE;Y">ZZG^M52<@^FTCE|8^M>@_|M_4\$B_%5Z^|_V0_Y|=J;1_N?
G|L3UA7|KA2^PXU M;F(#\$3.C\$;F74\$9EZ6A_=L@)DOV;FW/9_|+OW_4CRSL2@AY_|T2ND;BM M|9P@|H52TH_|L\$>1\$IM9.ZD>
(NG\$;7V8G<<|TWSC\$CGB_"M>DX8)W4LHET M.ACM_|^TY|XR3W@|@|S;_RV|C6V%6XP4?Q4)VVENP^9#IM35ZH)H.M L12 M-
\$SRF@)5|E2K|>IB+^"^^YKJW=DOJ|P;T6+SF=+CD^42S)|&B?Y;A0^S06 MT4&|B>+|_M57JBY?2(KQ\$6^*@?P1=H_J)?
C>STA=1(54&O&I5FGE30\$8KD M^=5XEL7K^XZ5TBT|;##\$<_%|_N?TP8HF^DFYU_.K(#_|WLCL|^P2TTX^R3 M|9?>1|NV)|I^(*>+&
(0)Z|M#5G_23W^R(H|B>#|0;6ZQ+^M\$A|=T9^*V^HO M0^3;+M^447RET)ZS\$%NO\$W|15S&277UY|F8HO#7@GP/(+|I"\$W;L|TO
+^#^J4>49641^EN_Q=7=IR&R?|O|UW MJHUB|7@_4;16B(9=4=\$SF+^@_U0\$01>42?|N+@|?5(7FY=M>
(5X2&>5Y0M+6K6O2U;7|0|XXYJ M9NFN>O8V.SU|^AX|X8V.F.HNB/+YZAO M73P^=27^F5A^+Y82I4V&S4?
B+9Y_SC^K|FOI7DRMW#&UC>^P^;K^*JZ>_MXY^|@^T4(P<2_%N5/6)\$|BE,B6TD^7W|A|>6 L=EBMD^W6V)YPR>%39
M,P^LT\$^9M(P)3FORA?2^PYJ>7=TS.Y26:5KTP%3?2|&BV&B3|M.3SARG+_|M|7D|_@&H^3>^>=>|_|OC_T;?|6|>V|V4%-XK?

YES!%#NUZE:QY%W'IA. M:84(W#R4 />+XS61/QU/:::13:HLRBI-JYAXXMMEL^XVG/ECDDIVHQ~;M#:#L M4S^!^IE: ST6#LDK,HC#"C
IO"D>2W9<53N&V!.\$^W@D4S#.MXA:JRN>WT MZ7CKB\$!B3LN^!+%Q0KI O2J_6#L IKIU4#A MI\$;I>V(@,YSC)/ZLS#W2L+!5O2*
<^+<7"J_!_SI2,KI3I^!>YQ63A).A>> MW)BXYD9/+D#H@<NGI M4IH3>-(D)%4_&1M^XTXN2U2\$S:G73/F6^U.9L#U=IKCJ+6*^FJHQH(I
M&F42QH_XKX<^<6N#%ST5@ZA&S^Q0IYL<@%95<_JC<D7^Q.HGH13D49 M<(<0#&O&S^76I4<4TU "U&_4=
=87ZDV15=)1KN2K/XINE^!8E*=>E0&>IXKAMEL^!VK1!LS_ C M_6YCU,^/QAR5CTJ-/YVW/>NK_6@H0_OY03IB2_
(HNX3&JY@2(AIK;W-(M/ MM;X9A_#M#A MT4_W R^(<?UA61K7^!^K_ MEJPI3UDDM^INE&6B6ZJH>FLLID4*
LEPC6929LCSOQ/((7G+LFJGN?_NP_W M_5U&(6AY09A/(&(>_):5^M2&S,M@K_B6^!^JAF2^BIBO_DSBUSHMC;12IP M\$9S^G1;OG?
FW3BG9^IYA3I7VXN.KNXW!5IOWX^+Z!;W8@%YAB; BDHL(PTLL M^>EGWQ^OP;
IF;IGFI22^UD)K4.57N\$!1PVH\$^R2I6F^ET/Z^FG>53>IT? MLX<6@_--RN-%=*OVD?M^9X&I0VM-O2.2YA:5^6L(%SDJ(SIB(^Y.B?
Y<^!1 M;B4Z\$;_A5I=-SS3-2U!4SPFH*!\$UQ%/(X>@H^JHI^*Q&7AV8<>NN@I^C4 M=-BRAG;S^EPRD^IK;HMY<#-
Z7SK2RZS\$.V97AEB+L_!J+YHP^LSIW3JQ& MTYAULW+XK;9J^&6)PO@_J4B&4_TM1G?WRZ@/!RH/U@I/...U+@PZU1 M4;IK?
CF=W>Z R_K^K^!5QWB=IFZ_98^E!9SDEF5E!>_#4J3M=XK^9B76V=)82QZ8 M&^S1T^H2Q0_?S#)#MGX^9COV=+% (PIBY\$!
(R/X2<L WDU^FL+O8GS%.%7D^5LCFE=(M:3SBX8^6^7U(7A8DFAW_Q SKY&G\$G3IZI;YI=D^QI"\$2L!39F_Q>BIK;
M*KE+56:22/^&\$1_ =3L+MCPV^<)>WJBMGBL^5@_+MM_9MIOB4IYQX)LS8 M77Z16WHJP^0+4^B_@+7O\$962JDI?+XHR5SBE\$VZ
RO:QW?!"HHECSQK;F=F>IOF WE!M+GIAKA/RU=G4)^:SF\$;X^!^FY2_8V?P B>3_5WLE\$5FB.DP;_J AYTR MJ8?&(<#C1I_
XA^KGWU@P+Z!A&X!6Y^Z;KL2!4G0Y!ICQY?C:4QVY^4MS.MH!?
S5\$=&XRIRH2N!^1C^OKYU>ZDD3!VE2DOMNRMGR9PU_IVFR="6LP@R%J5#RBLX:9IGPB>@MXGNBDU#E+8=C-W48f;(:=8D6/M93?
MTN\$S6+!_"U9G!4AL2WDU\$ME=+!3\$;:ZOB50:4AIVR_2B23ZG\$5.TA>V M6P;@06)+6GJ9/13^689Y_Q_BWC(JKJW-&BW<^>XD:"!W8;
!NP9W@D-A27!W M+O&_SIR@(<5^XNMPIH@)\$!"RR?E/I_OUI7.^N/V&<78U3M6NRI^YES/FLI M:YGV77\$4CYC^TU#.O%I_
Y1Z5_1F^A^G^_B1M=^!AN5;^2^G^E.L^:C.H2XK^885YSP^F81NI!>=)WV! MOYD6^OXO!>34Z@1^!O1=\$Y_F^&#N#+O;_BW^66!_
_LB4H!R=S;X&-Q@D2 M2DTC%-+%GIRI+!9%%4Z_YD2.(I>:;6/3QS^D2I@QN!\$"E3D:FA^8HE.I
MIWQ/U(AH;H^"S)IOR=AIM;+!%;J=U13O#B8&_QDH#H^C%\$4;9PDV^_L7 ML\$#9U3?Y36)?
_I_VH5X^@51T82R1B;V0^%L_821&R^34AS^%(HVRV&M^P<@8I2W1X8AG^LH^;^CEHM-G.EI_)=9\$;J>JLSXABD=5Y;0-Z M)29\$V
=4BE^%2DGD<-CA9_!3=J7.R+J.U_-G^==M&3_M8-O5 M^8-O106FEW;7;_R;C714)DG41-3T^/"F.N_\$SA5LGZ9_Y>KTGH=5Z^J
MN2(TOMM@5E!7I4=1&L9#U6W)9I/SSL<7+Z1?FJCOI/>*UU_@!55X^<#<^<
MV^(<A/XJ^@LTYC&3.2^LXY^0RFIP5<J;MGU@2_XXK>@A!A
MKO!R<>HRNR/K&D^WVG_O CF!-=L7L>..S_C)SZ/O#U2^P1^VE3IM!!#UD1@* M-FI*(0^!MI>5R%7&H?(/O:OG
3_Z(<650&8R!P0^GM!A=^TPI^N%4;=# M!NSB3UB6MNNWXX>;G>03IDZ_9BRS!J8=XE MDVV3^"GL7V6DQ5!
IW@*E/V8J6VG>9^2R_ VQG<_W.UC4Z)5-WO&9C\$Y&&4 M9T<6AN%!"U4#@T?JIB^/^=^DM^<)CT(<^ BYORKPVAKVDT\$L&M4)R^Y&
I_XSS_M%F+!^O_IWOE9QL=*\$5)!18SU^T DDOH+K28FTBIC/B.CI!<#8NH)YB2=P@_BI M5;%OPIF;2K!K3A-PE>
&^=&%PLIRC/TTJ/Q?;_+X#^!_PP51B7)-OT\$ZZ M^-=?O&GMJ^!X^SDJ@*=(S&(V60^4(-N#N4J6B7XZ!OA1ZB\$S!+(!M?
M_1Z2\$&*L!MEYOXIDEK-BV-OW!LU<#L;_!^L!@LY#^!Q@O-Y!R;R%#3RE MRS21HW2Y%?Z.T026;H2^58TD.EO)7IW>SEU*L(ID3;R-
K!E!KNUFE^0^ M0^TF2.K9<&H&J^K^BYI,KA'M;3)*HPC4I75&E!"Y8+!PBFNWPNZI.F03?<,> M!>I+BWIG N?SHO7=OR!%;U.S8HD
Z\$2HD6WFIQ0(\$JVM.IEM?#GR;<) MTGIX.P7 I8I(UE>;&GEH8L^VIM/4U^OHG.SZG41\$%V."%DCJ@X "\$.HDO MC\$?
J16GBPK_VCHM^<(RX_4V^HX^WJ3>CR.(2BLY<@UB79Z^!#@I57_B@R.UG M%+>SFD^WSO&XCXV=A6T^W!^UX;.*%TPF!EQ-
N=7G3I+I MT_!^*K05I2^2AC3^*_Z8XQOXE^%\$77T.G@/E^X^R%2VU!L0I+!M;J2;\$<=O%&W<I57H7U^"-# N\$X\$M-
M F9Y5Y+^CW;@JX=0)#B<<.80M%5^!MS_7F(BI@&^6GQ=UFYCS#.05UI>+C2_BK.R-OQ;/<1U!7X@\$Z!7BJ^J6@ M%/Q;-
TI0@>""WW\$V%EYM>E.Q.A;\$PI(X%!"W(9I^0#&\$&."<#M!2\$JBW#&W/C^MYF@I-ZB0^DH4X(2G13=-9.DP+H!+22YIU1I%\$J2#
(H189EM5KW+!>TT_ M!%=W-N I^(<+S\$;@OVA(1(G;SFPU#%IWHOEAW_M1^%&ORAJ_.(X7X>+T; MVSPS/%XV3+I2X6R1!)
IU>D&^GTGO^?T7A2;#N>ST2NC5LMA;@TLBDW44^52 M>XWD^T15IYM=%MWI7F(B;_F4U;7?@*\$!XMT;TV1!^#6_QKC7^28P4=FM7
M0+@;@;7&E?WGF LC8_QWR^!>PFH+G&R1O^GAH?X1TM6L3NB!PP!THW8D M=@_8FHC!2V*!@3=(BK!A_(9I^0;(G8-5;_F2-
_."ANYINE;ILPV7@6A#4(RQ!ZF M7QH_M&K83DIRME4B;4B^!S(9% IDI;_<^%39(^)=KQ^%NHGQ\$LKNNP\$X M6T;
(+!+LNFIPU91@ZI^TMJ@KCVFW&Z2872SJY^1%IGJER.(5P^4MUO58=1^2=M/\$>IAO<2(D+FYZ1W0CF1V6(78KMNE\$Z%;G@^Y\$;
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<3&Q^A6_(C%YS\$M^*D7K>)%/;\$!RXIW^"B!EGVPDO5;_!3 M<^3RI-WF!2176U0?NV2@#?&R^IV@;DSB+TK M1N_R8%Q\$H>) 7N!4FVIG
M4_ AMN!LC^!TEY!EM;1=LOF^K%M^_QQ!F3E4+I_)D;_XF78?F!^LMY?I^W!MTM3U%HI/I^?QKW@O;8;=NO<^C%\$Z
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GP(F.FN&:Q\$YI)=ORG8+)+H'LM3+0V MGU3&Z<(FBOJ<2W<9LWDWBAN^41Y?FH*"[.7VVOO#P-2YF
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&3&"I1"^-C(X1\$L+O4;G*77(8&2_5REJ@LJ M'O7=Y3/LN9&GC(C^V.1@Y+.*@98K@)8/E?@@RAWB=-_YBNXRV'&#.?ZRYI'WFJE(I
MIJ=-@L)9HY1/1'H^NKLCO"&U+;CCN^CJ|QBV;V6W=6D!AM9\$G2.&I:BX-I.PSR>N.+H=<I"1
M'HHH\$55W)M'ICLN6H(ET:3FM#J-Q9=04:21-(ZfV|MHK*0UE:TL3J/S2T+M M4_&0:VCfW&P@B590>3DPCRIP^'A80+0T4" B=PB?
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5)2R"BH.D=>R9HKNP:3fI MCAI4K'T8:CKH0|WK%4)13AL\$*#B"12+WK46L.@V"1-3Q-P6X)0C)BT=>NWC^.= MY&J=>AR+COIP?
AC|7U^4_NW0|XP<)<CE%PF#U7\$5-N8| (ZOI_4516|K^MVA^S8E|_W_LIX!"Y^?X-
40|A.1T0ZG|_1+ KM>L3%)353_#A Z/I_ GQ<T^EX>>6*A7F1P_8(K9 M@_.|OK_VC_.(IX:PS(F4:7A4K00_#_7VX(C_YD=B9W4 M0-
ZW%\$Y3UY^Zf7fXWM !9_!HXN(K:SRCOS|AWL\$H<@X|5^&)"_F.P!T M_0.V23|LKX*YR(DRLMZDK@?>GD|OB4512-C160/G;-
TYPOFDIV|S.E14%M85\$54W<f+I'IS'W)U?Q>?I?U'WD|"(K"A\$1KF>(GJCA64A/\$^&\$f#YD@U7 M1#7M3*43=W"YS
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EW"\$M%F)F5K_^MKE\$*/S MQ^)"(FOS2%:K7/L8YD=E|C|LR#JS|&=U|@_61_*@VN'1LH+J_UTH@XMA-@640C1QKR|6Z)
M4'(89&-2U@4/OX<@HJSN^<_&SV1K3 BTCQ?XA|(K"POB)2fL_180GMC2V@ M|TY:72GWU|U9)X5R.JK>W@Z(P-
CE(@\$D@Q.2G)>@8\$D1P*6&?&9'BY M@fEP-2LML|!#?%C/(OBTGKLN'Z8|0*FK)D;+VK M.YG+!0E#@3I3M_C.S(@XP\$QD2BI M=
(HEOH9>YA)|ON_2.)YIR29RHZL9 MYWB'IS_F<6N?Z;Z)Y/O(>H(6=#12'_MEW|O4Q|P0|N9CG|f:0DU&43F_2+ MCVO?
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##^06NX| MKZT>_XV?EENJ;X^_9-NORB|_#BO|H0)8T>^2RJ?IS^"IKPB^M\$|NFPOYFGJ
MGH|K|G_AW.P:=ST/4f1BG.85CN|KOVF&C(YW*|08FG#6!W9U2Z)^+Z MLLC(1% "%LS|Xp)\$F46EYNZ?^4K=J&_3(N-T^4\$J<?<
|YCXKK|G_9NXIY+VU9?W60 MJV9U9;+9(C1.V6Y?SVY8.Y79&H!#9=^_3+X|_JGKY|@:L42B7J>/4K M\$A:<|)?#8@f_OY?
RRWK>N8"8/7.OP+50ZD"AO5?L#Z%/Q S+D>=\$F6 M.>8(SMF.SK.#&@Y-E"M/TA/458|O^3W+|QJH>\$S.SAR)W:6(1BT5C\$|9<H
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MGB"\$5M'T*B3"=V=@/6J.X(O=*CF.PO^KRYA8#E'fP;@9SA) M_181W51_U1L5O=2U%K>MB0_92^7+4)H7G1(0"K&D5@VVHC|7>
MYO>J?+O.(75_+Q+O^?C(NTW40WNKW_@f:G|Z?WA_NWY>|_@7 M63):^+226UZr>VRM* TJ;#?4@: S6f
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|GM_V^?87 MALG\$S3.#2+RSV"*9N=ZD(K&B6)\$7HT=J\$0>TfE.G?<(J>^fV^?2Q.O^U= M.O+-%OE0^40H>X8W(RHMMP_X_8?
13\$P6:7S)\$!11P+(RVBV0SDR4.O9.7984>J%Q|T.MV|@98.MH(C^@56V9^O@ESI.TM\$|IR6QLZWZ_Y)21A^<2T'XOOEHH6MG\$*7
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+4ARH00NEAR+I/JN'fL8"1I8JVA|3F@8QSYQ#EJ<5+ MC\$QWXIQT(XB^+^+_=Y|S3_*GBP1?R-/L_&Q3.O) #1K@K=*BUG
M7^>R|'Q'D|S6=*JY:.-6|H^")L0KX:|@/G?LZIR(L4(EZX M.XD7KE\$\$.QD|0F1"Y?RF4Z8OR>"GRO.A\$^FKA#A M==
(f|@%.O^@fE5T9\$93GM./N+*S_P|ZE|fTO.Z.H0K"=) #JN5|8QF7|M3(52K\$M>L)GJGD+ M(H|^=O2'_#9fEYf6T|HH^9?
F"5+0G8H|T^*2.&3=AN<^f9EXfT=YB%)CMF# MLJ|SNT_#1AUV<9_&W5LDDVQ)#'9>+f M0JG|NS#EE|@#PLI.2WY4O>4"ZB_HUX-
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M),^Q^!_,CRND!EYD5^,O!X<8!|HJ&35K^9^>H/M*^=<H<9_MZP!+52,BMVH6_04!L0%^>V'DWN\$#'\$!|!W@!P&JHM0_ZTPZ-
0+IWP;^!H9_MNO3MA"+R" JQ<_CK'60-\$=5XD2%_!6,+0!6!)!X'!#1!DQ!B;A,)! MGFDY#.U1BDP*M",GD5ZUI04_R!L'Z),7R,I=|
!S9!\$!K9O'B5;_!%8L;80<33H(!_MUAT!EG;!%C%-OFK_7!N+!|20\$X!=|GOL!|_,C!/?4&R*?#GSQ>@=|A=-ZQ_M+!S?
WYZ,|=2QV67#_!_H\$S5WGU2!|X6OU_3F&D@;(!T&NY!|Y6_/N3N>#+@!_MD1OZFGH?I&_,667VT*X|=J0_R!LS2Y.GF9M3DICC=-G0!7S?
+L_5&6!(!O,&_MX!JB3<_?|PNH@!|PIO1BK;O3A)M12VB=O),&|XK!|!#^|KB!7"!\$6TPL_"X&&
+>T0(J%!)X)KC!ZR;K^>D/V?|T3OQYG08V\$U!7=7MO_@O5@>3"2DUZ744!|DA_MC+UOC;8>4;KU0A"E^HB>X^M+4L
7>#&W4>=F,+Y05G;^1K!RT6ZR&=Q.2;_M9#LQ>^!_!|8X3A^GN%K>E!|7145!+!+L%_-2PMC!6!+>PC_U7N&HY2;_U!G_MB-
'VGG8)QT"HI6N1>;F-\$>VE)-B!B)&|!ZS>9"M%U2H%!"1UY_"4,J_M7P1_M.VJ2-
%EMN2"1V1^&R953#B88_26>YIWM.02_7*13NR!3C'H*^9X_MBX7!|F>CG\$=R#O\$IR" _&'!_F_G_TLP77N!YXE!O12A!,7?PADXGZCF;RP!V
M"/H;_!L/_F!&K7CGN7R!K#;SPQ?YS_GZA_CM<|!B'9L_MOQAY!D'55R5>KAW!)R8K;!(X9!SHD&0TN8.V)Y*J2FSGS!8XJD-\$B^!V5!
M!AKHJ5_N,NMSH#%UBIYL_"B*0!_YGH!Z;J-D-4NFK_-2.7GN09K*!_M/+@(!H4G_GZ<8LR;68!UT9_M!6-TIA9ZFEWO9VC79L&W-
G;Y6T9JF!ANISGWA2-U"72=4!N^Z)<\$GW;^Z<\$_M;/_>Z9G'5U^3!F?);JA7"R+VN;4>CM!J7>U!Q8Y@X.>X
MK^N/PKXDKC(3.4ZO_H9!58!SV;5_W3+3?#"9!RZ;D!H!#BK(!*L#;H%8LY
M:66H!6C*%MUA!%#TF8BWPBEE",RT&6&)TWR*="VS(L/X(!+!|_#;A!%9X2O0N_MX=EM.A2Q@ZU^T!+=P;|XB>7HW4(>_S!EET*_*C)7-
(<4_S!S&9_2!H_19<(!_M#=#AM!_RH5D>#IBW5D^OHEA!F^<6>(2?|>-WFA!3+!>0+FUW/FOE!\$?Y_M0_-!G6ZL)NR;&Z_A_!_(G?D-
U<^"M_*G;_!CYCG9?S_!2K!;_!H9#AX95NV89_MF)(%IE_4-1B_!6N/GT7ZU#|JBZ9!-8\$+_BV&H(_!|L;V5UD*?5Z?)M?)O^
MQ69Z!C#=#)Y>+H<&_!_FENS+!L%2A_&Y3=#JFBL79VCYD!S!K#^A!8/N\$">^R_MGD>!!2NF0V\$!L_V=8&U8DGI4!2
(&RA2T!OBE_B>_@KDSNH50H3PW\$!H!^GS_M_\$Y;H^_7+;_#0!RNCGI_Z+K+0?@).PUV@!_H0Q!56WKNJE@.RR6T!/%J2Q5!S2%
MG6\$(!_VR*U;_C2W_A=>;!_8Z!N!>198).5/KMC"32CQGCD!<!)80VT&Q_!0_MAH<<?P!_1&Z;JDCY^JE=3X_P_!&F_9Z(+!C2@&\$3?
@LV:ON5!P%_A#&#D!GR8K

MO%_D,F5HWGCM6I85.)84KTU)%T82_9%B@2^)%T5'4_ZG^C;_(254|=X!23_M7G!/_%|!\$X3!0HK6L!YX!60#!2_H9)@D&K!|@WXX-R;E3F
4SFL6!H%-0%46_MA_J#"(!C*!T@!>X.BS.9J3PYXH@NO2BH%-N60*!WQ9G6_)%M%_XW62!P61_M_)!UN

DH0*!_!RQ;":Z"00!+<2!#YF@_B4L9!_UXJ&_W) MQ4;&BV0RE!2D\$X!\$F!_#T?JE(4'E3*9RQC/(%16XY)NO#|W<#/+_4.0'3G!8B
MR@&|J+H_4HHJ2!2!|!>(Q\$+_+0*9&6;6\$RZ_-OAH!LK!7T2!L_X"N@4_U>B_M!Q@?BT!|0D_*3ZX#2%W-
==>"9"/;_!<^>J#W!Z9+^7Z2CX!>=B7V_!V9;_!_U_M!C(?NRW'_R_\$CM'5T"GW\$S8+E/"E=R%38RNV=1AN#ACX")+%5M6-7!PYQ0*G
M;3L/_LO!_!URG@2F2ZX!>#8!H!Q!9!XFA%4Y>^!EH!>+%S!X!9A;_S;(!RX_MG5S_!+CXT&_E8L6A!)DOA!)9R
2W(H8!B/S!CY^5^&QMTU!1!8<@WE>U2A!&@JDB2->BZ_JW'_T!\$ M!V0S8%U;2C:82!^61V+V_W(8J_1)4L0RA-
!2)M\$;0L^HYKVG;GE8""!A!M&7(!_OZ_1&S.PB!^FY#_+NDB5A9A<9W=L!U!0:6_H_O!J8Q)R!_!QO_!ISOXY!PS
M0!;_%@*=TZDB^!M4_!^M^=F(=W6P;^EE5\$0\$S1!T_O7_2O!^4_!+;=V902!9_M&\$S\$AAM;^!D52!9G5!U?&8>6_Q!_RH!>J2!GF(HDGN!%
MW\$!_!|)!#OWB=H(!7UP_6@5C;Y=U!P5#A^2ZNN)FTDIY^<Q_ZWQVNS.8Z%M6%5V*?WP>S^38!B!2!TPX(V^ZH@?<
NYSE!8%DIJ5NATKK^N(G_TG0+X+9Q)_MROR(!?!)_Q^!B6;R:5>C!P?;=\$H!LLUF4#*J!DQ)Z9V?0N!)60WSH(9G!_MGNG.6A0\$"%?_PC
XTD)57%?;#@_0!^57%1A_ZM5(8+EH<^X)X!0;NTU9_M4VF1Z#*10#>4NV03SG_WPFHG%RT*%K=8BO,D!FX!0Q#_?+^Q0T;_!DR-6Y!
M3F!D9355B6\$;X;(U2Q&&Q_(!8@U>0!Y!G>3NR@HT#S&F"32_4.MXF6635\$!0_+D?_MA!7-W/22EW487S_Z0^4^N?EK;?
0PC@6!ITG;X_M!^I7R+Z;7F=Z@?D!U#Y@|K!L!H.GDOM(!Y!0RCP_!XGA0_%F2K!_4"EOPKWU>|MZ_C!^D_M0YPW#;>P6>ZNCDA(*R_P;7!
!X!U!Y+N_2^_PP\$)(23XG;6\$P\$W5^;V^N+W_M!1#HK;I)F^;_!MQYT_1Y%*"D.(U>B>|!>J&\$^94R^BT94HE=S!5LAQ)!#;:
MG40P_V_2*R!O!2^TNKC70ZY4QF%"Q4#G\$00M@L_!OBA6.DG40Q^D!HZ=3N_M!|=B000%@0.W6!3MG7!|FA!HE8E!5!>
@;_7!ZY0G=R5XWC7L!)JF3K.CM^4S60T>AG7!J!#J@!S%_M_"S*="QS!>L!>DJ("G1ROM@EAT2(72_(!H9=C+OM^ORT^A>^!Z"@=X"!6:
M)N>?2P*M0H_0)Y%<^HFVS!|Q0>_H,8N_Q^P!1G3^_!=D<%DP\$=8)9!F3^XA?_06^M_(N!|Q!XYV!L!Y!P!V!R(NBA_A!ZK_M?
ZP0A!BN_L!4E+!+WV^DL!QG5!J;-MS%!"YO=P2N!J^O^4H&-W>_PGK62>O4TG_Y!YX^1E;Z0_MW_JE4W(S!4KW5KXL?>L,NA>?QON?
+>ZX4=@M_1#W=(!?5)U%MS?^GHN&L76-L_M;5&XYW!\$56&U;F!L_@#%7D)8ZX55E_QF;7_07^B\$8!E@NPRM!H!7F7VKZX
MP.G9G)HM%#SLN!|=AF)N68ML&D_!@CW!;YH

IE!5#N!_W!R_S+15!B@CM(&?;=H2X9VYG!#H^G;X+WRW5_\$%DGAUL8^Q/H!+VJ^4D8P_M<|ZU>3^9_H_!#Y;_*/O"N"7!AM)-
L9=06!1%2A2^V<Z79;|!^Z4L_K_D85P_M4=ES@MZL5M?@)_C2^!N\$5\$F;H^PC_L+GOR^EF;Y%!@P!66>@DR>+LAC_MX!4!
+^#1_O!PA5!N:S4W!>*K^CLU8>XYNTYF;H8A.SDX_!N2^!N_WDZ_EV&+!G^KFFOC\$^!G0!A^F;JS;^P+!@D4#*WKY=_QH
MRQH^!FH0F;HY@E#Z^UH!_M9.\$C4&#P0P@5;V;5!P24!|A^890D"!3!_V);_!N;@SKZ!_X_M+Q89?_!2)965;98=?\$!^<?
S;=_9/(EV^!H!>T=8BE!FF7%Y;_!T\$N/6)<*MD6!)13+^!3_12_!%0!QD@_X!_M\$HRD>_!W'2!F_6!ETLN5#
!>S!G!S!>6^27;W>V!T7=PV^D>Q!H46T^!M!\$!\$H_A!@;^!XSFJMA^=(NTM^Q6_SH_!1JY!HBBCA%MK*%6X^3U6<7!)_M/J_!O*=4;
(!D.EVYN2^&G!0!>=H9F!P!FQ!U%337%_!JG36MH^!>^!D!BT8A_MK^("O\$3LL^!>1E=E.9\$)&CR5!^
(W4HD^!1PEOWA?;C(Y_PZ(*HJ2Y_R+MS+P/_D3;(!Y9RS8L05JE_!#_BTUTC!ZF!N^WZ<8^R8R!|8D#Q)B%OYX_PY=
MCLH6+!_G=75;1%T@HW<;62P9V7;U^G7^=(A&F_V_6^!>XV2H!8K78+M_M;9^ZGY@Q&_<@RT^!_!J5V)^RE@>^!<
!16N!+\$W752Y0^N!^!@(<V>_P_MP^!E_ZP_B3W4TP_6^!JO_H^7XOV!<50?9!>=NKV!T)B-8+!>J!MY!>T3BCQ4R_L=?YS^!?
09#F^A_#>P!S2GL^!JCO!>=>G\$Y9E^G2!1#UC_M0A2PK4!H;Y_PEUWSR2P77P'(N;SEQ4\$W)"0NM;XX;M!J+MRB!WWG9!\$US
MG@!8+L!%YV=E^!509D!<7%F.QNC+4>&S8!>YCVHH>P0^Q.F=^N%014;1WO4!HW_A+!D9Z!_!L^!>JUM^*K&#!>F;P1_POKY6D!\$
!0+Y0!U^+!1VYW+M>_X0%1HFC^!\$;HYZ2AC;8@(!^DX_X^!SV!_(!U;N_VKYRS/MH5;5W!<_MHKS6;DVI!P!X7H>F^!>N@|
<^!IE\$^E;_WHO_F9=#JH!E9RCN"0\$?H_M^"WO5^&Q^4QKW4YZKEN.AFZ?D!_!>B>^!58GE<=6<K_N4L(GW?)H;9+S;#
MG+!8B!&S\$SRRN&!=;N_V\$S!9!>=E=M#_M!>#08L%#@_!>L2?2084!_#U@M_!72@>XT7F;1YN!K+R(CG^!JG\$XK%NS6M.P!5D;F?
5K\$!>J8W\$7A#BD;_!ML<5A<>F^!\$M^!V7MMOL&>_+5;CYRIX\$MRD@^RC>#7!R/\$!R_\$&T#;C<H!MJDJO!@F8GS_JQ^2-\$"2C27_*!)?
(3)*ZHI9_#US;_!MC29WH@UT\$MLRQOUGYF_MIDR_J!TX!_0<Y!E#R!>U_!9B!_9Q>_6!_O\$M90E!%9Q6!9ZFP7!0VCKG_!MA&R(==
)_D0_K^A;CE7;=#T=Z9!^>7^4NLW?J.GWG;_?X;(>R7RJ>/_E;N_M>>

<3<=KT_!4SH+@Y3@!E%6R\$;_!\$KA7!)J0@*^90ZY!YRAPS7K&&XZ3P7UG!_!MDN3T!>^Y^&(!0H:A
K!_2!25"G2F6"!4P!@5M8X^CG>X=K!3-B_M'7"PAP;A&J9(H=FB7BB^CJYA)Z\$M_!<40QHP)!E&R7YS94FSG!E!_M!XX_.8#(5.)
%C!P_A<>803\$0_&1!QATC!E!(!6?JUW_MF+5X&SN(KM_9!N_#@_!M_Q_V!+!5!NOYV;_!Q!H2_!D6R^&CB)!@SHD=+_+P
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!8C)*_8_M)H^8MO^G+!%6&E\$!X?O=23!#;_!M#!>_!Q_!O>^!A!2!_A!|H4^M4\$8BF!CY256+9K!Y!<BF_9Z!0A&^>L=9L
M9@!LT60FN5U^6<""8_U+TP0M;_!OP/2_AZ&\$;_!>EP%"_AE5(8>_TC+CZ!_MT*N!|ZM!ZH5(RD\$S?OM_G^582B!WP7+8>|N?<
Z)"6H!%84R!%5>&+!A%!0_MQ!_D9M^OB<|J@C0\$;_!\$%+!>_!>@2!4EHR^&)&>R7OS>#^"Q\$&_8%8R2M=WA;+MWW7QF<=>
4PY2;!P!IOGGH0C78#\$ZDW7%T!BS@2_N!22E'25\$W?_DDH_W8_B4SC_W@!MR7=#_!@0\$!5=(_/R9;_<6\$&G>P2_QK3V-
O6+2J!R!>Z;ALV+!>=M!>=G8NB7!QFZ!CN\$S#_!T(Q3<&^E>5^?_R;3NN_1QL_Y8VSYJ<M^!N!M+LX+!QNO_AY(A!5E!FR608!<^
Z*\$2H=|!#OB4_2Y_-ZV!&M094!US^X_M%D_C<_X!_0!R0!P%&=?>06&VG;GC_!>7;EE1=LY"&J47(N+!^!HX8K)=_MMKF?
G^!TF!GCSQ!_!_@;969_6+G!0;_#O&^!V&C_N(9VC#;TX8R!M;R+!S8=-7!U&NV7!H6!E'4)!G!L!FA&_MD^U!
YV3J!T!Q<_#KP@BUNERIC4;_!F!MWLD0CK\$?G!ME\$?>_E69_MS<K43\$0!FC3!_Q@_O@!H^KANQRF=0!_ZC7!J_R4@Q!5!6!H2!O44!
MA9V5!_!A+!|ZQB^CPD/"&Q>^2+&_AW^M5>QK6_ME86-%?3U0!_M4;MR@#KVH^QXOW!Z-W\$>P&^("K!ZAH56;_!VB&
!_"\$U&ZGRO3!2_HH!GK_Y!2EOR\$ _MU=<_H!C97^Q!Q-KP\$!IAS&^WGW2!QW6F!1GF2^!%11;A7!^!\$!2\$8F2G&S
MZWXY2>=9\$3!+!_!EE_B;4&M!)!<B_!74!P5<%LN8%#E0C^DHW!W00Y4!>_MSGN@_!UYK^MD"!6@Y_Q^T6G7_!2_0XG!9B_M!
!_(!^Q_HNP38_2Z83P_M+2%<0M_Y;J_#>Q\$55%M_A!(!0^6!K!&H^0NT>_#B#H^3P3(CQE9^704S0!)^*
M\$)=CY!19^*G#8KZ;E7=@L;K!FL@3P_G\$*+C\$W4CPPG72E@6RC^!Q&OW*^_J_M/6!|K0;_!5;_!OLW<>A9<^_C!1WF\$&0J
RSO<!)W2GHU)90!_M_24_Q:65@A4_4^E_D4M0E"">_>8A>|V!C_1Z2C#^"W6E#_N;_U03XLYHGI_MK#KQZ01(HGHY2A%3=CG
M(AS5>WYR5+FIW#+\$6PX;A!EAT_-D8_59B?4#H_H_R_YDHBE;R@Z;H7MHM_MUT72_T/N_?Y?_Z@!>6^P^KYR6_B_H89F8!OT7!#<
<5447>TH\$G^!UV+!&D2_MF!>_Y;IUS!>Y\$&DCZC^!T502535PQO_4?2!_0!)^YY!Y!TU_!1CR^Q!T_MVA^E8T_P0\$!6!B;F!
(ZXG<340RZ4WAPVGNGB_FRI!)^20!\$!H?<(9-1^!J_MFD_#C^Y&O^MB^A_7ZYSH">WS7!<AU>_6>6@_EOK^8TB=0^!_L_M;L!H#;\$_U=|VFF
MN7UT!@0_CMD;RR_@A_!S@2!%&#;_!+YD-MA0Z;K%GU6^NU>_#H!/_YSU!)>5_M@4*8#IR@TO4P^!GV!DUA!Q!T\$^KB!V(+Y!F&-
(>SXG!OOCDD\$*_!^7?P69D_M@62^A+!6L+>=&1>%YXYD_MBW;R=Q^H_65?D!VX^0HT;Z^8DNHD^/UZ%MY?|!@_@F?&+Q_K_@VA
M2^2B^HK2^6^*VA?2!RMJPY5\$&28Q!R^XYDFL(7E_Q!AN0^R!D\$&#^?08\$890!\$KZ>!0A_M^2^9D^U2_X2_Q29XQZ!\$
MP^X^L^*L96S_%W@!E;^>0!_V^!_V%YXN!JP^QZU<\$X=ZK;_N!_D!>!T4P1H!_MCC!A^<0\$^7#1;GT^VE!ZUH!_H;
9EV^VLVG.80F_B>_1U+_+8_E?GD(4%1_M(MVM&ZHDVJ=>=>Y=5@_BL)XQ#&F!D^367>J2ZQD;A7X!L_AD=VCLW!A/(DN

```

MCO@M,J:G4PV!~%3CF1CFBNT&0_?C07.<^6G>6YOFTH1%WJ^A^DZ8D ML)FUQC:&)&PYZVT":#GH(L MYWJ
VG$XY25)IVU&0ZT^*JGJG!>*$40_) MCKIW7M@BW^0$1!J&5*H68T=U>$!T#TE+0LGYA X9+!JZ?^O\X
M,FANWUC_9+^&4%NKF1G73H%HO.IOZ$<+G3^WNOCLJS@(_BP#$-DS^VMZT!2%@(EY8C8T23^-8G@!""$ M0.3CIG?
I^<^8VC7:0H4>Q2VH^H@AY+.$Q.OA"=1BLY+5&6IF:DW3 M_RI4$0&@9_-S5B(B.VQ^ZNP4)Q^!@34UHHW M-
B%:%>@Q@9V^4Z1)!4ORLM#_V7^W_7(?LYI7QR!"RDJX=G^J9^WQVH M'6VWN1K6@DOD>8W(BCN+
(WY.O!^:V=I&T0.0BTV^IXITAY!"Z!"MHJ)E$F09^5PZP$=HKG_#=Y>?K!UOXZSEW+*(?QY19C$SW<9RF(0)AM!5
MIDC=R^ADP^77;N^N^G@AW3L+7?CKH$?2E)25AR MJ@MS>O/NV!TL-LEG4ID#>76>A^D^L!->.0@P%$SV.I=#C2!*,3&M_P-
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8I+D)LK3!50UAA_!D.VH4 M^X?)J>SHZ^3%#UKW^Z+4)NN;C M5JLSLZ$DCL^U/H?_J^?7.097,I7SD)@6SNJ2!#.5BVFGS=I?0'3
MS>4F+Y>9#I2!>C)A6^NANY3:YP5S?T9?@!)(0G4I:3%U/5O1LG>1,25G M^_H7R23G=JWLWL1D6;OC5%!(@!6T^G-B)%0$"$,?
C9>#?_1A(3J^W0.MC)(R,00LJ9M#I#@?V6I?A3_OJ98VJX-U'-!E)$TA=ZLUU,Q=@W^LDX
MRCW3^RD^4X00^OU!"$B^X7C^IFZ^/RP28ZMC!"0V5R=8^UMXJH!D/B24C MU^WQ_="4A^FSP!E$".N^")I^7Q#:<+;K9@
M#XJ:RIGE>'F7N4;LZBN?%0L!_S.M_%"*8V?>=)D^E^FA6A?WW(L!X M: H4RJ?2.;^I,15B^J$LUM^L5R>"ME)-
<&R@T!ULJ!YWEFKZ+^7!M.MR_2P!6RJM^&LQ:XDP@NGPL^D=$^"PV)W%TBN9$S<!(XWYHP32P.Z(FX
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Y#JBCP>.DI+TB@%E@..XQT?UH1-E<(1#1^CJG+EK!'+*#R MT$^*J3SIZO^*_+7@&$R6PC:7_JAWG,EX^*S5@&PUKA^=VA^YBV!<8
M_JK_YLO&+83ELE0.PA4FOCHIM^MY DJQ3DP_Y!KU Y&PH$SEOT(2.K88F1YN^DYV^WX)2;=EMLM@;HE^#-M27R(
>6N9LOK(42NVAT_DI-2DL)!I(DZUK)^$=#^<O+M/50NH_LB^ERW) MM^HJX7!V KTYA="0#L&*>ZDL>E!$-UX>[ZWIFI+G@?
@9.BF4!V9R1M;S9G&927AX^2KG8ZLIE@MKFV;F0^SRA=#BY&#&L$Q^TJ$=#E_0ZF+Q7H MU8P_C3-STR-
B0%D&O&$7+1.S2R5;'_%8L5JNH>C!MDWBX^ELM?E.>BAM^G56!_K4J2S^X^H9D=_P=5RZUJ:6PX^K!"<0/0Y&WRC M=)EIH?
@IYA.LNL@6$*2!-3D3KW@P6^JL_!4G=&B?_F1MT@GP<:Q!GGFF MR^A)J4ZCSB76.LMZA6X^9DFEU>1.<^HIG7&#!
M@>99<.;15)J!_OG66!J!_9-WP/1 BDV^>C^Y$=JH^OGP^>Q^YKQ5NS.J M0Z.DTGW!HE%D!J2!66U1C^Z8%.0?CC-N4Q L:
MJ>12E=JX!_0Q9IV&I^R M^<W^Y!L$Q2RH^!J.W@>1M?7DP^<S^+@H^*B MBDFC2$YR:~WGWK!^I?0!_H%&81H8;7H;~
AJ^361K!OMR:G^H>: M27KT^TUVY$^T8X;3OA377$=<"BY21+Y%#^!ST5)QYG*9/P_2WY;13#NF
M(ZTSH TUJP4(^YX;JH!^5L/B2_QW76<U! M95Y>MR!ZFG$Z0S#R=#L+;R2$^HL+6L^D;HM(YST:OFFYMHU!^*9I=8 M4-
D>^<M.CDDB4#R WZBS_F74ULYK^7BJHY^+8Y$;92B%G_LFAOQ^+>="H MJE@U!U)9 AG!107^+7+91F)T_14ZQ!7PH7K"!
I9_9#9@L^U@5!&K;SL M_HL1_3@I=NI2RR;98AK^+!BCEDR>U^%FY57YQM9.84C^A.INT5775ARPC_H1BZLN)16IZ=H-UP8
JPJY@?;IS9N$8ZY)&+^A^1" MFX13NBH!9B0B!K8J_-#L5^5/HJPFUFE!HCEC/P^Q^V^QW>7ZWPQN:ECY
MS^U3S_#0^J@R(D!>O&Q&PQ^M%5>2@;0FE%P:QX.06YD&"2C_)GSD=137<ML79L>AB_Q_K
T!1^5!1X2^A:X9DZ>D=TK^VFICM,>DQ>HC_Y23_4K;M^K_P!#)G6WN7H JA08(1/4+6P+C$H%8;03^E;HL;2ZZL)"MO[X3%4H&?U
M2QH!T1(0K$1_QF3U>PR-G!"F4I@YAC->6(CUG218SZY+ )9R^?A7I MU/TW47+!E;HX>#M^U8B6?
2=33DWP8C2RKR2=_&YS00AY7.8+M$-JWH;IA+MYO%@S/Q^J!>P;"C;"&J;6E-""HRWJ&16@;1%AZ@A&GUL7(H(107"DQI
M6L8@))D1V>^:(C;47^>FE@G?M+Z=PA1X$)1(GTA572=IQP255ISN^KO#<^85#>VWU_FXTV/RX_Z10MW8($Y=I
M_GIZE55G=4>8(N^SSK)3DU^B@H$9C292K,2Z5F5GV;JWK$P3;=KA74KB1 M;EY5*J!<27G1^*9B_I(780-
>S;S!>4!L;Z!<L /SI93U&7H!1(5E M^>1D;O_FU...U:ULJ3YZYZ_="90WT!<3_1.5%+!/K&1%I:6_*>MW^D M41S4R?
f@Q91_ZZ!+>DHP)^ZMOHXYJ/KF5I6="15@_MWRE.S^A4NF@/GH&J#0RS7O!BZ7(O>6I9VW1H;..2INS(J$XEZ^L<_U"D
MERT)J!^1TTR2EJR_X9X2FTT3%K<=0QFK$Y+I^=2?N%<4K;+EL;I2^N! MY$^<K^Y>GAOET^BWE$;U5
RH5V6;8BZF!86K^21DJH^2 MM(=FS=42H10JH!>R$5)3=7OB&IXF?^J;R>2FO_FVY4;T!AM>_I.S%7 MY?
VJ6SWVGM7;#"Z7X!HNS^G!T.0LG_7VJ!MSW6)EIN+;0.KGTPK6>T) MASBYN.(Z.XJH0!
f;9N!_*=C!;OD^MHY"@VVI.NQ7BB@G^7@PHU4E!"@! MC!+=O^U<1DA:UB#E+E8-URD7.D)^#7$^EGLOCW3H$!KEBJA;
ISOYQ+9WH/MNZ^&FB_5X)B/OBJ8EM.VVG<&RU14RQK;KKE.6."#WHKEOI-78TJ^*C!B?>+2(6SC/O!L;@)HW8)D"(PL>T003Z
M20HIN^?9CM057>72V1;3QI49+UJH.K.O$%5QIKOV@83TGC.)H>.DLIK.15 M0.HG!MHZJN93TEI24)V;SAW>G<8S-
HUEJDQC^KT=V^"ILG^6XGL;8-IT M0+29I@R#^+NSRATHO$J$SIZGUS;8^./RM^IXIB<#G8I?627")>I M.G7;I?
%16J.U&H5W&B^5S%OI>CC/O7I;_>1N=JDO3^4THG56IOU;SDHQL2 MJ$R^"J<*<M?7-
^EE+9JY^HZ^1@SQABH.FK+XFH9F13HR1=3^U^V@W_MTKC!5M$SSB!%@;C;I%L%A65D)F8H!$!<1H0;A@^I
M_.BMEHF:AFI5)25NIQ?FF^+1%RESIK_5MG6?D3)OLJD^8!BIG9%TOO&BBY= MJHJH?F^U^EIX6=9EWG;^F2RY5E7U!YSKZ!7
M>./>O!>QRSEC3W;)UHQEW"$P(LLYSYV^A&RL^EIE@BC71ODYQ^X-ZI=7_U MX/HX^=Q4RWN M&^45R);BYSB!>%GR4=HAG-
WP8C7!4;S%&2)=N.OP2DG>=#R^A/4=DU&# M9VZ>I^V241.29QJN0701,9IG9NWT^4IX#2JD7Q M^I^M50^V^
D1I)^W0@5MW>Z9K+9I^9MEK_QF23$;T6/H3;ZMZR17^A!D_Q
M5T1T8R=8W@W=^<40KQ9R8_G_36E)N4AOE9X9IUEMI/V9G;&J!J^JDEWE M^YTI
<_689!UP>V3C&HVPI@2JLYI+9OKD(O)!B#O!^?MT!ELF-CE^T:ZR9 M;I^$VW.0KM(&NTG.&WGGUY/B_5H?
%CI^_R2>_>HPSL:P3$8^WRH@;C M;DKJWVC2PIQ&#%K$SAM^O^SJEY^*7_12P!0QVIA(C)CH3-82E;^L2IO^LH""GL&# M-
%6J^<LKYC.KX;VB6;W?_ZE?U<_>I>S-DJBHHUO^&LOMLE2&KJ?74RE79/HTR^*7T;^V8W_C^2^LD95!<,$Y4N6 MI-Y>I^
```


MZBKK0EY>D-7 C(J1FT0-LG1C.9C+2.68P'89'+%A-(H&MU+ZR/T&1? 5LY M.-Z)X2?QUU:7>.7GA>2#V38QG?QI"M*YI6!PT\E/0B(0B>
/BB>IVRRG!L M:W.GX-BOOP"EN5~911K761!HFI:NM\$N'06H1!C.*%>415R'!YE!&)*F>:%IV>74;(8'M')>18V!NGGF"91,N9QS-
685I7?1=Z^E<1FTODT!@*K MAM*TO*U "L106Q!=6..RR-1AS5">P97?>S\$>G4P%>S'5<7R5<%(I'X1
MK.F73WE0^YG.6XL=VY6=E;P#W5A.S^&<619JA'.KGZIB(RJ5#V>(<RT#E3 MFBT5Y"><2B1_JR^~*?<
6!P89~1=;RPMJ=G BG\$7L^E0YB!2<~8H.-!\$(HQ@B=B-S4Y2T^U%CY52!62KYB2G<~*@8!5QD!HH:'QHV1&*DCEGCA6.%YL7 M>?<
&=NEOEP6.0<"S!CV432PK\$!USPC%(T!H3.GOM\$7((C.V?E?CW)'HP~S*?TU'>9FKO'HH8/(?,Y=@E M="F"SY!7E%3P#=-
O9B6*WWAWX(\$0H>88~(7%1\$UY#Y5Z5G-K;-KXH:5Y!B8"8P-LU MM!E!"\$!LN'AP!BMQ/9=@
M/I6!RN!5B0212=R>MO/6C3!5D+JHI<1!B"1!M/%*!1" \$+!BIE!<U_.Q6P3SC#GE#;YE"6U7"?+O)S!>Z-!;\$XY5S)"!R?WNX
M!YH+MGN<49!>=6?W(W&G!B!IG0@O'D!V>=EK !A24'O!A=K=G !M0^J>-<4!9^GS_-=JU"~?<
V" EH"NU+N9N.HGV!A!@G WMF4.900(5E#M!VN!>?J78Y&V MEC4D04!D7:H8!<(ST!4^P+L!&=I_!E!^E!X0;-
J9.'GD900PCFWDCRT!B M%(N!G_!42!>S1!>D#\$J3SY7^F.Z6Z!<SG")+(U#GH2=O)!V+BGE3?NB0LHW!MW\$TB"AT?Z\$
M>FBI&,)S!>V.C1?B%TY(OCD!1Q!H!B!3_6K-L@6?6H!RK/B04 (0*K_BG \$+^E3>GB8K!9 M'HG#Q+Z3HJ/PI!M%=4_G)4R012--U8'H?<
<~30&U!@AVZ!N.S;&X3" \$=CBU M3%>G!>1=F!C*QY=VY26.97=D 5!X/8& M^B_8C8UZ76FS!27;9!STSDO.
MG0^E\$!0!BH!M0B!\$1RN%<S<7?D2N?N5SS!>N!7D("MB!O>U0!H!3&O^!V? M=K7D.Y8A!G>1?<
GT>D;:/5?H(8&*8\$8EU"XH89Y#DKNC06#2..K5?7QO~ M\$!2E8!68Y!FW:EF%Z;)H!RUY!3S!+52 MX?4'78NH'L*8+60;!8
MO+2_+=2F+MM3@0M...%CR>5Y.!9JY8. MZP3AA:'S8!W; M@_3B+3)ZQ2BY2DX)1Z@X
ASS!TA#!V&4+V4@L.X9!2E)F3SE!W2KD19\$~ MTK?RGE#00856M16U!E =!2(OYA!&AH>(#N@4'M!H43!<)SAK6.M!"3O
MX+K*Q+PSH8Y!AA@C.V#&8G(4M;Y UY!4D@~.8!\$%B!N;H!M!32!H!K'5F!3A4G.Z@G>R6!R!2EU#FIN)!O&A!82:3R:>1!""19!%
M2~H.H!8!S>*>G!<O.GA)LR:17!O@E3M5C!K!MOMS...7B!>C\$!\$MCGZ M9.F7*UKGX7!Q)+.LR.E6?C*N.
IVUC3R/Q!C*IQ) 6.'0^C!ISQ^~76.^&T M0&:FWW=989N+O;H(UDQAO5FR,I?GBG7!T!PRO>Q7 MOD!Y:B<^<.%\$-WZ
M_ R!P\$CT!^!VH79!9>22#CN_C!74!A!P!)@*4G.6 !M9\$%9!H'D!;VR4N!SED!NC_KY!YF^T@+MT>=<GH.2;%6>OD.Z
H!5!FF&16BH4T!U~N2-3!<H'NC!C!1B52G!V!U=7EQ MR-4T!FN!L!>VL:\$V!PQ3^Y_P94E3EQ181_K4M3-
"N(FHL<7!O.C4S8S#)=D.6F9!U!@B?D!V!W<^!L!OXH!A!N<12= MT~2^A!YXH.GOE+!2A2U!E" EUC5\$-X!+O!E(Z
MP!6T("Q=NOS.1.F"8F\$VH6_SG(X<^!A'GBV%_S/2OMMS4!E!C5\$%3%^(+Z+<6;N^C(X,%-M0^;R!@RL!MQ:KS#15X*YZF#22
!@US:ARF^#T!8G<~85_.U6\$!X) G\$!A!9 MR# PUK&EL\$P.M"!!F&Y"Y">#8Z!P"Q7+R!%1?<
!\$~4ET=.R%WWD&E.^!L9OC@/JM!B.ZOKYAF:6T!\$=\$>TVQFB.C MOQ?X!U? (X-V:QN7!>76"!H.R!/*&Y=)K*
PJE~7RTD(EBY74@LF!9.9S MQPVY!BXC!T4P6F3"~^ZTQ?C5L"~*T#!\$ 6\$= !M!MKL"V!+^R!H!3.'(U%*~+ M'Q!<9Y<%'XT(!
<8!HS.0!^"%MS8U75 SAB.3@B"A4_%2(M!H!"!O3&W5 M2DA8N!MGRG!LO!Q2BGC"~^AT>-U#!E%U\$XRN.WJN3 !+5E
6W3^OGC=E#U"YT M@*+3ZB@>V>OL>78N!Z!<G@23ZRI!DY#I6 !HUGP!GPG#(O\$%=<JCYQ/!P!K!6YEP~3PC63 M#R^NXLA?<
&HX_/H0!<91W9\$Q7#NOD7R L.YPX!%GE^O^?H M6!ETAMK!L2U!J!P<~&T<="/8 M4MB S+^E<74?<
XEA0BU!"3ECAOR!R:Q9(2L50!%NWVO&!G5_.W8&O~ M?Q6- RK2.'+!J!K A"10X!HZ# TWMR2!S_~5Y;D!L3!D!548\$7!4?<+FK72R
MQ503+B2W.A!)YSD9+XTS@ #:<~&@!>#M\$37V.JVY!A!9@GL^!5!0#4E? M306Z,EK/D=I6S><
<5@W78R96Q/7!@!"H.P.UA!^!\$%6!P9FRFBQVQC+!NJ%>E M!P!E&MWTYS\$&@!V!5!J+~+2(XBCAA!X2OEK!P G"3?XY_*!C+PG_!1R!+!1
M~^!S3_#6ACC)K.<^!S!^!^!<(!L!H!O!G!^!\$Z%2>C!JVC!MTO!O7^!V& 6!N M#;(AGL9QSD9_6\$;\$@~XB.UA;J!<
X6L@PK"IGRF?2!64S!V3.'!T!>=YBY M\$<V7L\$M!JPLWSB;H9N'2<6!P84D!Q!NHGR!V7S&/M4 !E)"M!CSB>.6X9B; M:9MR4HF?#-
LYQ&@5J!P28U/ON:<D (C^F"J.&W6\$(M!U%)6JG6!F@;Z0&((!ZM532#HZ<?>P-B>B!P> M>\$!R<~BX6@<=GI5IZ.Y3
+!X!>X'4076K!DD\$<C&X^!^XHOKE S;0 MQX-O3HTB^N8D;HE5!H!B!XER V(ECL!DO+>2>1.'9*U!H!GN2+=/F#G:FE
MG&F!A!@CUF7B=+!DHZ?1^5UQ!NZ&4_<.KS<^!N(H!1BP!/A.(0?458!W.ME MC-5!Q0!KFZAY9=Z!U!T'CZA9"~1H!16E'!)@Y-XW!\$#
(DKX!H!X.N>PDV M+O@W!P!N^?<N&R=~/6!J!K!K%>M!@5%8& \$E*7D^KE&8V!K!B#&K!PCGDR!M
'BB2!LW!J6ZFY!GRMP@FD.MC'&6D*6HC9PT;ITLD4?HD8!H!^! "J!3?ROX^"\$;"K\$(R=R!P!L?9R5>EEF9 MU"Z-
M!UJ!9K>9.ZAB?2GZUV!NHW(S+!K@OYXHMZ%_ (5%~^X=_%6^X4=NW!M8!V*!4#8V2(VZQ&+FJ/V+U5=6YEF!EQBE:@:~?
1PV@A!R6Q?Z!H!EPUS& M!8RPD_Y!&A&W:D2BQB!_4PZ:C3!7!\$HS>1+H.KJ (2>?%7\$~!L!H!H!&M:M8QB-DP*J?8?
X'G74ED.3!Z)SMFQ\$Z.W.M/W3"J#.@L&FXZ2M!_#E>!VL<^!P!L!UTC'YV5BXX+F#RI/J4^G!1MY^16); M.K^D"WW
#WV5_~_~^G%_9Q+0K(!MOM9H!DUT%(!Q.OY!6Y^!VJ@!;"VY M7S@Y@'PM6Z!N6&I"O!E=@U78WL\$SUO?S!JBR!CE.6!<
QO#M>~>~;=H!Z.R36C; M*!Z!P!4="NOR4C"P-B&P!P9C*E)B!P!2!JE9!2!B8!E&Z!UPC4@4U47=J&P.M!H@QV!2!XGW!8!JMM!<
YDZ*159B!A0OV!<!B2W!IAS#V62Q8U29RZ3!E!CLE5 MHC-A3PI^!H!F0!FSK#_@!M!9T/C'4*~!";&815?PI.M!B#~+Z=(H!&^>P+!2!Z-
A!J7X7APP>537\$FHW\$!J.GW"~"~[P+!1D^:13@CZ\$P.M52@ 0_O9W.M!B+Y>-/S>N-Q_5&O!6@R4!NSP!4!J!%I?90X?<
A^8J8ANH!RUZT+HWQW_K2(>~78!K!FPGV!B M~@?>) X#G4."!ENE96/J!6.6\$)UDU);G7FVF&1R!+!N!JZB;7>T!EPZ &JA=7XTH_M-
BG8.G0_E24!Z!200!IKOLE_KZ_1SW&^VS92BK9Y!H!\$!S!F>BR!08!L MRWKZ7BP!C@;Z4F&Z+LOHR5X<5Z!X!X57)!#;FASZ'GL-
Z>!Y!<~\$NZ^?1@7 M!)>D*~"~!JZ+6!<32NN M!Q!F!>D6;=42QW!9U!H!J%L!#D^C_5F%0U!YS?WO^O!Z!H6;2 Y.H\$DP.3.8 MJ+!+K\$
M<%K4>2J=!\$03KLZLC\$F7_N=OYXR55Z?~^E@&\$&'9D.G5+@EB+!P60.M;6E&W-V=YH?X!JM^12TQ_!!(6A8K!HR.BH
87NU2=U ME_8G!S^_ZO!BD9"~2V4!_!T!JG^Q.W8P!DEOG!8^@!\$!0 MR_9_HDIU<90 MJ!OU>~%&N\$~NS!4#1R+~*~^J#;
(T;H8&1A8R&@&8!EVBOC=7P^K!O!Z!D79 MK?2!G!X=1EH.RT07!(B20L^+!L.R9DQ56!UB-F+N4LD06>C!HUAN9TGEH!+
M965AGU@CEM7!Q>~%B2H6^R!LF&(HWG!IG9!H!>AS_9\$ASH.M83!E)T&L M39JN>WE^6&2!H!>L!V!<-
QME=LF.9A!9!%6G7;JOZ3!2E!L0;3)8QZT6U2Q MT4K?Y!W(R(OR!K!VU\$Y!XVD !8!P2L!L#V!H!M?6X!KG&"<[K;>8^59- MKYQY!G)
!E%OBRO&YN!A!%RX M(YPHXXH!DUT VP^!^!HZ@#?24OJ?N?2L!M!5WY!TV=2O2)K!C3!E!5!>=&ZU MM?@*K(X;R9AF+O7H!JQ(V+>-
S:OU!#>J!H08LE0CY;Q!TB!U>R;JL^Y_!<^!M8O*W!CG9+=!&X80!K_ZDWPC!#4R!+4!ZCYR!OU+^@<
!SL^L+<~N4?LY#=-7!UX<0S03!7F!8M.&)U^~MTO)~>8!4G!H!>C@9!R\$N7@RC1=LI-5 !OW<~^T!JZ>?>1?
Y"2M!JH1A@&\$""M!F53)VW"~L4ZH6&~08W\$!>T)PWW!D!7K?2?GVP M!H!J!FQ\$!86?2Q=(\$C!&1&D_!OQS)F^!@/64+YH9!LVO>J3!H
(W!0 M!JS&0U=L8%~L.5B_8^J!S.R@UG0*#;5C!L.M9%?~!O!E.OU!U4BT3 M_/U^!M.RP3EHVS8L8K>?I>K(S(O!P*!+X&~!%7!\$%74*\$
\$H(HR%_S!P!W!L.MC;+^?GCN%~!4!1!>DN!P!Q4RO+5U<!9H3!+2@CY@;Z!Y!P!V!X!G=M!J!R!XW>^S<1=5.MV4TBG&H!H059ZKH-
3!Z29YB.#6PH-0#;24QNVJ9.P!W\$S(NS_2%_*)ZQ.MP5WSR0>M5\$Z!X!E!7!9!OBV\$2J!>H93DAV@LPNA!F!U"M5!HUOMA_3!_KA
M!J75>5(Y.EHW@~XU!VQ=46@*A86W?F!G!B)2+N763&G^K!XQEG^750)6 M5\$ZC1^PEWZ+R_8&D!V8;IUT*PZ>LF?I?Z)2E
M%ASI!\$<~!GLP!T\$~333+*?N-Y2.YE!Y!62)+Q0A-9U*!42@T(78*~U 6&S9 M^O^T!H!Q<7#D!V!F!34H!L0_!9!K"HR41G7# @!S=%@J
MZRHSY!06T=5O!Z;G!X#=%Y53K3LR_06XYJ?C?BPRGF!P4A&V!6J!>GH.MH!A!G!607R7%(C)!H?W?2C=<7-
Q!>64N!K>7=~/!H!M:30 M#;YQOM.O!P>U!A6"~42!>>XBWJ?2QZ7!F^!U!;ZT612!>G "R:0H+RLZ_8!>L!V!<-
M2EF/B;QZYFW!W4V.G!>9"@DFW!96V0S6F;J.NWE3~#JU-(WG^OMRF&V45" M+KX05&6!^0S2^R!W.R04_%!O@^EA5!^SD%~O-
XM=^0K@W9AQOZW!@9-WL M>~!6>PHX!T;=9!5E>U^8SLXJM8W!W*!X3/3 M58%U"~.@3<~K!H!C2K!P3&C!YOV%Y!G!W"ND=)03Q-
5!5ON>L&C/^<~NC?1(C.MXL6PH7.AY)!>PVI@KB!IDR!G(36V!0!#)!NL!UB"LR:9 5B+@4Y@RQWKMP?<
(DF^!>1AHL3A8^PU-\$>~!\$!>O!+O!OYR_A.#G!^FT^+9V?>F2=NJOMG5^%#J!MD:52=W?/OEE>K!NG;^\$G0.
!L58N:4!K!N)2!P&O!H\$!1T?~"FH"ZG_3!JHG MR"~40ZA#!IG^AYD&O9R-R=IC#12S&T6Y/HW8!6,\$%C#;K%>^_5\$~L"QR /G
MV@VBZ?92_23Z\$Z!F!U)=Z3!M6.3X\$E.E.QT*!SY?O!3C)98!F&3Q!<I3C M?B)~"M=A!
5Z!98!S!+~CWT!@WS5U+OU^~N!JCB!+B65N!T!N+19RZ(X!3!>8U M@Q(2_00!H=N+B AFET40"0\$M!W!H#;(2+!W)!J%>Y+IN8H5=B>-
A2#..1/M"/@49J!G!>8? A#!\$>~<!)%W-G>Z@G_!T0Q53/CF@&6&2?T!9.A~@SOT.M>I2(3RK77!J3^B.R-7BS7-6 M9/K!SU=
(%BK:8.\$XS!>YSEL'8!>DBSCC=4R7"~M!2M75FN5A:@!P<~ZM_*O.XMK2;JY&0!9C\$64*K"GXY2!WKF M6@YU!H!^Y<~<6X2R?~"
!#5>P9!H!U.CAM=>~!54^U0!>K!JVE.R(#YV^!2 M.79?%;!E&8;18.Z0S<I2!0E!V!HAWWOL)FP5FB8O^O-K0!V+N;!<
MR4+X!G!^U8O2Z75!<~\$K\$@?Y\$!\$Q!K!(+!A!90K!E!O!JB=MNGOVC(ZCZ4 /12P8&@!U>~!6^GEZ.MZ%~
D:~^TCAY)!^J+8P.&#^9E!J!T!ZQKYBG8Z8@.S2!W2JV!#I7.(!\$5/4'O'MFQ!\$Y!G!C!LN?8V!VU7?<
+1U5SS!QOQ^E4KP.6E^<D.HPN!F!3!P!H!KT@!W MUG0?Q?2A5U!DI!K?9YV!T!H!&9 !U"~B!U%6H!H!877.XO.%C%I\$T5(C!RBF!%)~B!G-
5D5+1S!V!M!XTL_0>~.IN+OQ# M"~D!DY>X!3!5J2L M!B2G<~%1.2/46~8UFZ8^CX!OEF.7FD(O6!R&Z!^8RE4)
M2NM!9!DPG!>UDP!WG!J3.&5=IEFM59Z&E!S!(=W2.SM3Y!L8_0+5UF+* M.M(98_8X!J!H!W\$!4=2H6 ZOI.GI5U!KZ"?<
P!ZG<2@KB4.E#T*!O_5+5.3K6&L!^!RI45"TO M;Q_U_!BUH?Y6CUR!/(5~+Q!9)>R'Q)!E3%U9)F\$!WAQUZE+8 MQ2Q/!L(8-
/2S!R!>G3+=>ZH<ICKDP4M<~BM3!O_!E<7>2.SPJ>"~H%8S' M7H!W.2!QG;~8!>619\$B2K&^!^2GY!5Y<7C0\$Q!N!<
K"K9!Q!GV39M04!X52Q&C+EC 730?Z&O!H^8Q!GR@SE_N M3C^C!U;~&M!A;E>4QOJ86!Q@7P!+!@8+K^9U!T"2.4^Y.=)LI/%VN!U
M.M9E!F!3N"BOQ@!"~R%\$0Q\$JW.OO!E UHC?N&Q\$VJNS\$Z7E!\$2U4!)X^!OK&GUQW>2C%(J!>LZP!5-MXM!>8!^9B+<
O3GU2N:~!C=..KY!@+8^!DZ46?2C_J+.Y2X!<X!@)Z_~#K M7//KKSS!#!Q9!Z_Z^VX^C"?_S3.2=3 ML2!H!A!^+?BL)O70X_QM.*KGF?<
SGN"~S>2EU;~R!F!2E2E2GYLX?U+P2O!Z!L M#0=TW0-NWCWYQ;=Y>2&K+Z0YN%~N;S5/6+6N!G.LY05"IOC>~#KGA:6\$MR;~
!BZ7=J>B?C/DP?~"8!7MO!1KB MYXMA!4!>8KY@J!U!RYXS!4!^5!L!CDO.KY:XV9(N\$O AUOCP?V+!NUA@9!MP773A)B3G+<
<~%13>=RZ*4R&T~.R#L!4M?@UT4!@!6J!CYJM>5CL8@7R=.NL MOXYGI!>D7F3-GOCJZ4D\$004"S.V99N!PGH<IQ&F5S.I5Z-
EKF6?8C5K<~#N M!>A^_3"478#45.=F!P#C@N.X4!ARF%(>6~:~7!39(=RSRBY:5(8!E:D!8-M?

#B41MIQJB@WE#JNATI&9A)V+J#SW&2GCC/T7J5"3T3#+9 M0PL+B:A:1(A?AT:129I+U)=(1/CWJHN;0E:%!-1&"Z8-BL7EB)4GQ?ZIA(M1T&R>#7VJ9A5Q\$V*^/6 /T/1-:J(TLA_<=&@4B>(Q M:Q+SK@ ANYCH/#R-76AYG@T-89/006T/@<\$^3^YZ^T.40QHZ ZQ.BMAYN#0 3-0-Q0<+&BHE;BAC@<3-YY MWXK#,\$\$KA>:OJBDZ% *ORN&6&;O=YBVF#H;I/GI@<:T#/?"K>LHI;!M-MA. (DM&OG-8+FA3+QK&9P(CV(C 45THEQI:G. MPH9#POVAIXR<140B71RNH.N+X+6==1DPNQQOK+9HY6CQ%#+3(O% XAI/Q+1"W. E#1*6G MZ&%JV"##XINO/+<CD0'NUE'PPFV%9OVZEYU%C -IEX'G>U7F:I6N=4E&<5(HU8' @K)7.UZFN=#4EI>5EI WCG?Q M_D=,@? 6"H"FIAG^JL4PNK)YV"DMM2+DGIYQLZ:QM2O1#%2/(K=.(3Z/+@) MU^DI&GF5+AWBC M=Z>6V<=>-5V\$D7^J>87)&V6KD4&Z58V4\$P7EK794 MU. C@<:/J>S L"GRJKL3>+2A N^EEOIZ\UF<I"F'E7E*F:"\). OHM+N5.E M)BY>1-7)=T^@ML4<=>NDPDH4(UZ7J3/MLO/8+1L+92R_9K59512K&AF16AQP,%/9Y^5N:N1HO>X@MI^M2/@2 M, f=O)KC\$C=JTM352J\$TEIAEX?W:J6>1^*,RU1RV)J92=-FXK\LYR\I^DMAQ M>\$4S2S7V:M70CL L...GGN*Q7VAM#54G? 5"MT:Q/IS>S8U, KRWE 2Y#2PLZ*ML919)+9LA=-J8M25=4J4SYIE\$R0G.Z(FV0V)&KR%P"H?2\$YQ:+LVKA5MTV;B\$ MG#1:.*\$-: \$Y\$&)0D1^EFH:B8\$ M @06.CQ?3679#EFE;0EIV^43L"QI:1D;198<22TE7?...A\I%.KH MN>L KUE;#WCBW9E/6I/V# #Y.0Q2W+AYAR?VQI\$Y\$XA MF=)09WD+C<+/ZL.UHWUQ5XIY2+M#\$D6 [D&*M]? 5G^U^XF\N'.T>32/=-BI MTN/5 V+!!EX*9&/9 B\ZXQH\ @9M=NAT""\B. 5L1*85!\$9B -XXCU0G^- M18 ^=-/;#M;6RX^? @X.D(S1^AXD--<1-;A(IQ:R.A-862G)\$GBJP(C^AGIK M>:.\$@MK29Z7GE\$S4P@M74:21E6\$=0 VQ19 M^G&RRNE@8J+A@WJMI9(J:76W3K.3)"4*N%1XMZ+W\$ _\$ M=U\ IVKG09O MLY\AV:3^HY6@/0:9B6IQ#7M5UJV- #LMKRIPA.HD\$J\XP0<#;#. SO22^MA4L\$XED;RX1?)OGOF&?FY4 U>SDYXN22_3JDG:2"P<127^UR^B))>5I M4\$HX75ZKUYL.P.W74517A@F.8NJ92HV0M&N(960RW1-@REFY ^D4U&FD*0I? M=>G4WOA1^*(LLF/X9N1&(I?O CGB3ZQJ2N^W@<^US(C4^IL3JW* MNKQ_<C-2)M#QI\$7@E1\$A\$B Q6LULDKXVQJMKH11729U1^"USI%*A167C^F? M53BK(MOY41+4H(NMTKKG-1#WWCW_6L K^A6M7H7W95>+NWS2^5K(Q MA<@5B.WB5)01+NUFZNI 2>0MRIRIBY=8.5NW/I#7T7I+10QYSR>I=G:DO7R-MXF7XBZ7Y6.1A+7X#5%Y.XI-(SI(HW>NK.%BTRG"89%/3""L))&TBTX#RP- M*0DPUF6!P13A\$/_=&I6^LY=&^+=12V^0%>45N5;=Q9^BVQ> 0%+P8Z)Y8=M.SOPV4M@%1!B;Z B5XO.B=%J6(@1K3\$NYZIH M-4: HH7GHU0H@JBI 4I^((S6P;Y 2I(12BK5JBI\@2X5MQ\A.#;\$9X2 MKP5^4T37 PF\$P^0ZA.09^X.1%?+M=MY2 VAL^FQ"LT&H- I19>H<+<^U MY-0Y?C?>GLJ_8ZRGHF08!UE>.(E^I^H.V.AL1MRO5IJ#E% 2KILQ-SNI2F ML2.F;-H5CV&.LG:7I8=<? LEF=-3.ZI\W.^2:.-<^V+DN UMU4I^Q? Y MMROZL6^L2L-IAJL14.4^IY2HPL+Q. Q4(I2R>?>7CW!<.OJ\$Z\$J<+K MA8G4P_0CK98ZR1)9:GP9?8?(AJS1JKBK5S?TE4>2*B/ZC%/J. G.V39I^JIM.#IY<.=N78:.-2V:2 MGZ?8LI=-FG@0QIKWS87=XU)3.Y^M.P6I;D=PK5+*I+>O^<P\3^NOLX4V MA#U*2EZZDC6L5A*B%:HA^UHR>:U^K^C3Z@57_ 6:V18GSW.)@I^Q^%(" M(O)0 31T=O9&H/5ICGU.W\$E/+UW.SJX)JRR^VHR3*8U)J7DAK;0&IV1RBV 9AM<6)K%KT1R5^Z P6O UI+YEQB&I&F&G\RP;I8\$1(E.XK@<2 N 0^*1 MMY:1%5^27R.C.H-ZY&XB)*O"?>_J^T+7H=%?H4<1& Y^*F.V68C;@.\$*%@PX%SO\$O#&R OR:2L^=<P8 MW& WL>=*T(3AIT22R7>_>_O2K4IM(AAE)>QH=O0@)D^DX=\$P=Z4VL^%LQ M_59_ZAA8:V9^MSJO4Z2M.M\H1%3LJDFMMLM>Y XDOMMW12;3"/WZVKOW2+3^ MB)C\='G<608:IXH FTJ+3BP59P/XTAJHW44.R;I.W#O%>UAU6#M.O.MAA.*1DX9'I^3^S&TI-DT0OC=)HCWT\XUB<6I#J;(PV^5P9BZ-CA7E: MH^RV1>5G<=<+1^L3G3&^&HLO=L%?F?Z\$D.(T3.7WR#D?2?NFPC/E1AXF (O.C MXL^V^?Y/P.8DG;=TVHW%*1LQ<>KE(Z- 3L\W(>)PD<_*=-YB68+I3^=\$ M<...YUV\$=I@IG%+J8_T3_A^V&B@)U8CI\$8>#@HZV)=RLV"PO _"@I@_N J< MKU59:0Z_5I^X/4MNOF%<^7)Y.2YP&@.1 T&JW=F"EN"/@5^#IU&G^PCI@" MM3:0NS:W^_Q1HQ))1HN!7P-"&8X3L5#/#>4- 5MU>RSPC3VI^<3G@)06 MNP(4#ZVZY5(K+3IE-#L;K;V3B2W?>^;K&UR<=-#JHP;FHHG):!"50f;/_OR MLJ@4% 5@JCO% H/T Q87C_""HIV59I=N)84QI56G\XL.V8GAIB/V416^<ZR MO^Y8\$XRP2_42B&^Z.K^HLY G2AH 35&I\$HJ#VGLU>5W\$7VV^XX#V MASHMPTRH\Q=RU=F3^GIP1HJBOZ-15_5\$>U68\$;MJ:??I=2F&F162A:S) M7@SL^YH.(!"1ZL;LB?7U.GHL7R?SIRR \$H;J# HLE:COE:2V3GH^8YYGWVN+MNY^HK7FI0+D^R^JDS\$XD+P5E(7XD%QI=L0?>N.O=#?/Z=8ZNLW16;WE ME=LIHFUX08^1/O(NV7L^90;G"V^(*14D91A)A^D^L^R^V-AH>O10^R<M=I9@TNQ2A)H^<K>5I.V1^OTI\$9J^CC U\$JC9@FUZZ2SU<I?>_M*2S7=O M? K2)YV&KOPQ>_58AX>/EH!H0\$>#HEFYH>@C- CDHO_""ZHDS)JG3=RR&F M36F;.<@?7/EVK7SJEFOPI430L 7<4B.2BE- /#1MFW^*2;PDRO;ERPKV>=RT MPR.;XD\$W*=P/X83H7F8CH\$64_R7^FM+ID4MW^WT16GW_FGWQ@L>PJU3^H MA\YMGB Q@I9\$!Y=29FM^Z>=GD+L.W4&7IYWML29M^<JER^9P\$) M.VI)7D79LMTI^GTIY.G77RE+SJRYA6X75U4IW#7WAHW7G2- 3RE1VC.K4/M2>M-3N\L/F\$MHW12)8;-/I8A.E2;14:0%/'N(OI?TE62+7_29J3^@>W54\$ M'LW8A??2 SSE64D.CHHJZQWG^MXK6+U43#@("LSJS)(\$=<?4DK=/#XLIYIM M/C):TW@.*1^+UOK^H10\$? F'W5E/\$>E(FV^T\$12T+_6_H.MY#V7;D)N. MA2U&I@L\$; 80^*X1B.(E SO)E6H^MS/7K\$K=)@ZHXHGS.O2=VR"B)9^9TC4 MK.X^@-@-3GA H^TV2LAE=I4Q>ADYIOMCC8:<RTKKM.A<OJ^ZSS M#HK<4.L4&KW8.BJ0? 7@FQ5O&<XKC M0.N6*2E?? BKI.G% LZ+2^:TEZ5+14NZ.KX/W8 >JHY0.!)1 O)LA N.M:XCOCX5.1=5VGD2A1+U^K>STU+I#D1.RN^W3QY^? TRNIN08<1:H1NINZ^FG MUZ14ZKL 61^GV1U1^L6V\$(#=O1SITQHL^XTIY: M^C^I3QVTA 28+6CDP^7@<U/I)9).PD%TKA:17L.R9DXH1#R<_I5JCI MM^X^24EN8Z.MI.YXOE=ZXY^L6.VVY)IV1U^5!5&A\$ 3I_%.0XV)5_.*"S M6LR&K2I2#Q77)^+MY/NR\$1%4O)=F<9.RV)@DI#FM1=3.Y "MIQ:~6F->#U M+B+38G0+>+ZQKH^Z&.O.G@QJC@<(GD=R9HZPQ0?7=H>4/-Z7JSKPVIEE0N MSF:3?QK7&*+6 :>E1>7HVF8SXU6IC7UJ^T>NO.#0PSIRW-2+?TO:7H9F MMK\$C%<^W^84\$.195 J<*HJ5TOWEZ=<K.H^%FC^+5\$Z!@>157-^<- W)=X_V1 M73:06;D0-OH;BR<+#+^5Z_#3=W/?_96JH-D7IC.9H82.KVM1S^NM^K.MI^YX 8T.QD.A.NO^S9^S^0&>=4RB2AH4@I%Z<)US=>^EDV+MQ2A&A8NG=F" MJOPE2HHY9-N2ONZ@X) ^WY6)UK(ICP_.\$MU3/_ TOR<2;B_VZR E#\$# MWB.KJT;DL^L9@Z;H1X4\$;K6S.^+D=<=<

GXXD.O\18F:07V.#07"*X-4TI5VPFWOW"HC4Z-IM51D7-[1]@N<-M%-2W&DEU7C)X9A>WL,CY\$V#"-
M8\$N(Q*~(7\$X^MV=1.6N&FFA#VZ>)/3<4&17FZ_K\$SI(29>Q3WZ<7\$.28Y.6.M)I&0Y4T-2.OX3.@I+K*S.V-
IX\WQ4L"P8SA2S3*1.M^KLSG+I@04T9J MD>E&P2+G7.WK#2D.ZU+HC(IY)*XZBME%15W.T?3C161EM\$)XN(#7@TCUC:5UE?UKTL
MOW&/2H^VFZU26TD."NN^I@P.Z.K/>*8610A3&D.M*3K.RF2\$.%&0A+1%AI%FT8W354(Y+4*7V.66K "31TA81N-H1NU86N~7I=+
M'B<+G3I^QE(WCEI>"3!&3GEM6\$%""\$I H1*VM>ZM2UQ\YMN1&A'UN1-#QC MOQ2CNE:115R-I
^1%HIYN\I+77^IP4T54<=7ZDX^KB:2H+&I^P^>-X!^8@8 M&CA) 8L=CY27I>OSL ISS\UA_C%<^I=?<(U;I^P*O>:IC6&^V8_(<+Z%VHEE;
MCG5@MC?UEF>+GLTG\$>GOOKE -7W7I8?X)UGS)N<<+>PW&7MSN203+>>S6) M!71#%*FG%3N1;Y*##
IQF>0ME(XPYX1H\$5:47:1.M.ZDSB5=W"U\U&D.R*Q*4.JNM)9C5LWQ2V13W.TXPSK1,3D1CS-V80L2I&37
M)K28*L\$SY*NNC1%2_1<4DE@1PWM1'06N?NT?I7^*E&E*9HK6+P)%Z&):61-M?
1%=AX>4%:MTL1K98<4/VKKO7#SE_)7IFBY3_2H3S-39ZE>I>W/ED8.R5.M?-RE=+,U(TVL#KM4>O/I6UMTNN-SW4,&<-7!SBM?
K*Zi@WS_H.CTGPNAW">I\!(<+>WCY_T.M.P:O1I:X6Y.V91?G.YC1W#RRV_-U=M)J43(&5A.NOXL=I.J3-R\RT-
MK_1D16(4IMINOKE@X59BP10J.N%+^BNTL&MIPV=&INEUO2?I\ROAH!M"CHJ4B1.7D:445&ONM.3I&1D4E&0:54#;G.FNYO/!&<-
?P"%_OX*\$0@+I1 MN?CO0H%JG37@.T4.A&K*6,-82TM6)=?R)X\OK2\8CB""^JLP2GX.T:UGS0 MFI+V YGRI^I<2T2ON8
8\5.02YBL7%1;I^F^M10;J@36FN=#CL"SS)LFZN^Z(2U1DRM@1>=2- OGQZ0U_O7I^P#W:U#EP- ME^5B82IY1B.\$THAR4SA\B-
JU=-IC^J KI+UE F24%!=+VH:CU+VE7G%IA M%.LP*Y/D8I3.O)E*9/O8>=B0J.7I5.OO^W3@LY7^O^<&^Q^V^B03F)+,"F
M(OP0)=#HQD)VHH2IE:CGHOI>T92#M.M^Y0B^<@>VY=I^P2LU3=K*FIN\$7 CPD)W97PU0WR1\$0L5Y*=1W\@T)Q6.I^KT MFI^BC#&\$?
TP7SK0! IUS;R23+G:2&L\$:@5DC(BN+KP\$F5!8?)K1\$):I^<-8J- M\K^P>)4_-HJO%-BC%WA7@W1
I(H4=3Z5J\^@.DOA^JE.P98TZG+4G5CLL MP\$E^L0Y7WZ>^>X\$.8"l;_D@(!MTN(3J\$Q.F=/M?>MMK.G5-8/9\$5-3*>)W-
>^>VWVA8^>?H%*M/L12.H^<SRY^VHXH=8*>I>=Q0%PI6U+I^&7%\$RQ=JY4MYT(G^S\4+ MSXW8)PL\!/>Q3PZO7/HP
CTVQ^I\H\$2EU>2RGX=7I>I^U! #DKCST#)8 M.A\$;K\W.CSJ8_"ON7H9Z.6_&TCKL\$4.7;TH+6#P>6_N27L,@Z0PW:0J>^>
M5536...V2>JZX?A/P9_7B@7G=J&?JXAQAAFI^>I\VP(Z..3*#M
M6W7>V\IUMPFME\$E3F#I^FINGN>C^D>GDE^RVFD^&14FT5\$A\XO00?5@JO" MDSR*+5NK5\$5/L M7L#7I+X9*I)=8:1-
UZ&2^J7_N7+TUL8ZQX(IK5P>=>?7 ML%2P+7/L6)V\4H+7:6?Q(37R&W18"MSB.\$DM?W>=64032.3T1537>=CE M@P9I^I?2
I\$S="0&D%6I+6PP9IB;\$NFEL09.TDX&21&.N-2^P1=Q>"5FSH8# M225I7XM@F.XR2\$;L0%>H4J5=2%COB.\$D(&:
HJOEFY.D5^I^@6^O.GATV6H.M.%7)Z\BA<0)-U\$@:U.WOYAYF_DKY>)V M#JIT4&/A9_SO.W4TQG_S^8O=7E9\4HM^I=RH.1%GGR
MRKZ+FEK>Z-BJ^>9/K-5+&5YLI_%Z.M\5^Q@>23.1^W>9ME.PR#85I MN37/H1L^_9B) CGZT^7E1#1^"QU^<YSH2BJUM MX?
A7^666H5\$F0MCWP9V3D=9\I\MK^CZ@Z\I(HZH>B\8D^GJ-IJS*_W.HL
M_&JYC5S)@<13>#16L&S^>9\IAQICZS>1U>@BS:42RFT4I^K1FC/7RB76ZINH?_9TA2,&/8IZ77>ZZ M8.(A6TRO_2206I1K<-QE"!
(PSQ?0T.K=C(SN9AIFTJF&M")LVS?_G\OW.I M6R"@T_0J7*LK**T.^"F_71")T-S-KC&C*.\$B.%P4M&+UKZDV.4^U=8 MK*G&#R!
(=1.IT^2*2T6EDIK^L^2CC@HQP4BIEP=TS;(M) C\QYIR_ M MO^YF7<.%9WZTU\3G:3?>NYQ^Y_-(O-/I=RHJY%=1.?
#ER6^HU78 3K MW9@**P<4>T8_>8>I^&38E.O?>DH#_PLHW_PLN.B\KB0I\JYY^O)2%IS M.EEY<-Y_YR34A.X44W.X^I^??
H\HHE7E^I^L^Q^X.F\$C.9\49 MM#).90ND<^&J OX.G.;+KJ=3I2N*GGUTG>9>S7A\$ EIN^0F\$U>I23ZIAN M8H4B6F@GI<-
A0V3+;.H5+I\VGU98(2\$LR7YPUY:6KX5=>OY.JN1+E=*I^R* M&"E>^HP.P<47YA_*C<579;TI^_EL^Y.^6+I+>C0?
I3L^IME\NIO>A^CT(S MU*2'5.EKXMY8"C (%_2.X#?B#CFH:8Z6.&THT&=Y(+3#ECF3GX ND^<I
M%Q_XS(4T5=I_Q_TJL=I:RC%VZY.K1?ZS.CGO<^&W0S+I\T5O18BORY"#I MB0VOW(WJLTI:C#GD??=IS^L_CX:GZ7Z)K4OH?
MI8FI(TMC)26PHD4H6I) M^8^2^X&8:C#G5+56G&F\I\$)BD2BK-B2 MJV7I2M220J@_@FM9C UH\SN6_@="B%Y MMU%
<>X2.G#UQ8O?FCZZOUY\O0)*+74FG_MU3F38OT\#IKR<10P\N6F_C%WBBFEWR(<I^L7*.M5YANQJ^=O-0V-L.D8I6.&WG)QX3.>5LV
M\#@<KDI\K)2.DD^<3Q0?NZ+> (IT7RBB_J6_LZB MF IVIRH?2*764Y#CWNBL17H_/72%>W@NWLAKY MK*
I#=>8&G^Q\I#="NTVXGFD:514K7PID^G+722WCZ8G#ZM(<@72W)<\$F1 MH@XP>7I^X>+IUS98P>+>
(.IR_GUD6_7I6=6RLC(I&RQ0\$528F6UXM\$1A MD\$U+OS!<I@S2ZVAE-I2C&MP&>PC PINOJ>Q>X6YP;&CLGI8I8T^?_*EE9=
MN3IGP_19MFIUS98\$ K"EA>\$_. \$D.O\73IGO/WI^H_27GD\HHCYL_VTGE M2.JWR_+R&G0.NBHBLE9.R>&T8
XK.G0Q8#2%GE#Y.HXW7C1M\IC8<H3MQ0I M+JH.9>I\I M54@6MPD0X*GFZ\$9 IMTC(>@UM?H@M@K=V.Z9:5QSMX84^V
M_ZN^XHR-8N^T@P3I_7=X7G<3&E.U.959@<(GJ\$SY@AX53(I^9V8 MDI\UO0^@SB;AGZ/O^#.Q<+I+L3%(M<2F?DQ^H5PI
IKY%*7S<I+>+J8U^<M M&A6H5M.IWERO"78QRZU)U^<Z5XUL% 64/4^3U R\$-I^2+T.Z5T%I^T7KFU%."GG=ID_&(<+JDIR=>I^)
I M35_N.7S&U8=(TS2BIZI?32TYI_"UNB#-ZT^WE*OW/@BZ^SI<.EX_ \$0#I&TNG M+ZUSCTI+.#JSQ-I^H0/D8ZY&+F)I0#3?)5EJ4D-
K^K;54N6>8J^6(FU@& MLWR>R^Z\$=X1I>)>PG5(MNPP)4=AI\I\UIA+ M\$QR98ON\K)I2>PKGDN^CY_T0_*)?SJ^&Q60TT0)?
4JDO!*+>TYMDRF/I^I^V8_RIZ^VO MJ)@)MIQ52E^#52ZQ&Z\I^5D>U_//:OEP*;I73GK^M1B+KJRI9GY
MJG@&Z\$MPO?>..79J)LLFEB994+V4VQ<IM2G> @H^L)93E774<8I^<I^XN(#>@UCUC\ MG1)*#7A>O^XG^8F_3JYWOEK"W;
<C1^4H^<MJP\N1+K0-H;JL>2 FQ\$;2@ MA^JKZ7^E4M^Y+Q/OE_R+%;J.R8KJ_0.VP15M0^*D>1^#H.95 MP12FF8.ITND2I X9\$K-F2)
7<6MBDGDITQ"(I714+>Q18MD^Y#^E0_#Q5 M.4S3U BUUC(Y+U0ZG6UZ4>2R(Z/M\A JOXR+T78M.T9677+7#2YVC+
M<VMD.T.DA*_6.7S>JTC(89R5A3Q(76:C1F\I\I^B3&MZ1A.XF(HRQ+M_)2?D4P^&~9

HW6SWI7Y)Y1O1HM^F#3Y8=-,3LP%WN<3Q)J>^3&?G4WE RT M*6Z1>B?9*ZA)W4DR)Z+I7.P8WJR<8
(77G;?YK.LTZW^E/4)~MPP=93BV MU8(2%HS;W^,TFE;XN93)ZC;:7-!A^A4=+A^VW6?;B:9U6LTN^S#[@P^!
MF=)K^J,E7)DXSZ#S!K;G;M9=FF84U84Z,6MPY/+3@8*0>2W;:8O+P M@-5Z%QT+Y(ID,T>%RNZ?
&))3,=9V^ZIFIP/%Q0WJ=JLJ1 PPI*2)W-?BZDH MSM#,Y&TE;FH4HJ.E;Z<#,->*PP0XJO_ \$6F#*A+^T4T(OJ8*=-Y 1WRJY
M L>,@STFU;5SD,/@DOY(FQ)293C QC DH@)BL(4<^*2U2ME&L M^W(EF M9/2ID(I24CX.V(G5P>_9U1T^%
DW,IT7SWBUI.U.KP9S:VZJSKK^C(IZ M:=4E+^6UT;KTURBS:R0P2T1GH%P/^=0+0_1=FY5G1TQ*O4V11D3S9A7F14 M-
%BME^,PI+FQ)=%/QP^H9%;I2S<C,I^XA,8+=+^Y*YO) XEQ/|H^F/ZI&2DU/Z^1K2Z MNTYV E3^=0,E^ZG0H4Y^((Q27H-
EH^*6FMZE1O.Z\$+Q2O^|#@%|J6CH#O>^/ M%";HDVQR#^#L+HD2TTL;XX:~C1WWM>|2FV?AMJX|X\$9I
MLK>CSGYHLLK5^TEV7RJH|F YON8B D(H^VX<1S+VH=IG9:(8;~E8W|/M|P:P5PX2V5VTI=8;-W+6X0W2F.WTFY#-
M%8OHUJ^61KZ^BIC9W.E J(S=UV#96EY MI_-<OBR7^Y+?(?@7N^J^BS_-4.HQJ9<^=7H^MR1^C^UV;X<1,JHR(>>4B=#M=
I5)40G1^((ZIXRIS3)_5-E;7=-EU)U MO7^..:..G;Z,HSM|A)HKN9DW MY9%|H7J4NWRX0*==+Q^R@TX|X\$2E1F=I,M9_5I%G-
9>_D7^X/MR<.,-N J.M,H/9MGDI7#7^\$D/A!*R\$(_EE>JY#^;C^I874AZ^*MZ7D\$QYKGO<^*W:TX Y M89U7,U)+5KTFGO^*?IK(6X;E#?
%678TQOMJ|A|A7F^F<373C8-6R\$(CZZ&=WID\$@ (71VUMIQ3SRN)7EXRY6Y%L.S1%#0#=#MU6MB5.RNVN&
M4^>407CV,K^#3SNWYB5.7.N:8I7C2H10^S7^("Z7%7;C^CGK \$7EY^F19= MW1|XRXD;UUK(ZKW,\$W^9F<2^\$77S8UO|V^/JE+2UJ,Y2-
N13:UOVR.L:8 M6W|K^<M4JZ>9|LL^+LZ\$OOR>04;=I0.)1<_..1L^93(I&R8-#)*M|HOGZR<^HS>^*H)&M64W^W^?>
D3CE+G8ZY2??^A;R=RJE6@MSX>^\$>-TX M6.V3)O(^*LO^Y^16A#^OD>6/S|<^I9^K0A2>+>XGOEL=B+,D7I@KKW2E&1
M\$;8VQJ+^1W27O@OMWIO4L4V);E2F S#5L-TX/IV,+^Q>1S4KH|H4G-E M%YD|J;THES5^<CPCC%#;GU)=5K6R2D.JSC1
6Y|^&O@EEHHHSI+I\$YBY@-0 M5T@(@QM31E29I^F.XUH8ID44E&M^)*RS(2,49^R32W8_9,^VOQH16^OUOAI M->#BQI^<8D4^J=EJ
QJ>7K7 TK|OXF.)\$I\$<-7MIGU2HJ%)=^#<=E0RXEYQWN^+Q1 M^+B#&D78F)P&UL85#IS2K;2BC<5C:TN^O+N^><OB&#+=A.D4
MLZ^?&9+^YT(I|6#KP@|81-0-^O?S^7BC9NNSI^*O:QK05I2|RT;S^U3G7# M0L73R#Q|C_4U6PX>IU^VUS%-B;2Y>\$MN_/H1?>
I^A^J&15C7I(13\$H1N77/O M32^T-W.G^Y2.9XZ\$S8KJ3XU.\$-1PT/W^%N+DA&<<M(I^%6Z>SW9A?IUJ\$@W63U.CJRM1%^,F^,A4R^N0I
M@|B?>_#KEH|BK4V&^P(I|DR1Y\$@ (10)8TKAH+D^#FJ|E|H^Q&I^CQI MO(=7H.MH^A_T8^K7SLIV) P1MT^,6/G_!<
GLA@F(^Z^*L^LZ/G^*^L M.OB^E(7S UMF9)9LX_1N^%I^Y@T:7W7)(WFK5DD2<9W%_8 Y3P;%&L.FFM9TQP.&+|FY3QT&8M3FI
I(P;82-?_M6S&"/_+YIALN8!\$WM= =>\$MW&%HZAPE|PE(HZX.C(2)^#MG=LM82%OE@-74
M|NUJ|E.WFF)X^A\$G.CC+^SAXY,5MLOC.RVLCR%AR)\$.I.#)W3^9576 M^I@9I%8+3I^DAJ^%X|^7^D;:I2/N|_Q^K 1OHC|G=
(=2^VTF&@-T#I;F7 M05^5W<3IB=I0I-P.WE^W2F>P?RJOOP>R>ZAH|_)^H9_02%._V7.(%JD MYH:03+E2%#*7)KD017SS6^N|
I24X;^6&+G80%|G/+>7)9A39PI^NF#& M32 P4
Y(<#%0/MUSDYQN.T5^P2IH^G,+&K;5IOXTKR1&2GL&RX)|Q1,Y^ENGT60;WS>>_UN<|^I+5XY&S3NNW1\$ _92_ B23;C&
M^M^M^_U;OY^?2,I&^QT&#^+^OJ F9F#PK3?/G|@IGN/B>>_HOOHIC^H5N M|H0X|FQ|I5TYV/0&03(FNPR|^*CP:K\$|L^O^,QJ5^*=I
I9>_T/G^FZD M&;H?<7K^TVHJ5FV=BXU;|^#P6HM^_3J00Y6W+^K.A;ZH= B>_?D M+J^=&L_0L.X@PE^5IOY\$
@)H|B>YCVH2G|YX;U^W=AA^F.GU|Y|E^7D& MTXD^|G5%TWIY76I.XJZ4^H\$GWA7|H|LPCM+OR#^H|H|>|VMG62HX9(G;_@D M?
8-C,J,KLY^I;HO^|#D<_D-9H||2;NT3-Z9B+7Z,I=I134^DY7WSR.U|^*M/C,"HOQCA|WKY+@_28LHNQ^I6V67;^BY9\$#<0DV3,P@IOL?
XS55Z;P) MC>MU9D46SV.M6^Y:NPPC9,(^%>UIN0GHCM^H.YK|O|A^%\$|X2AF28R_ M2\$|^#<5>UPKW|LP+S.W;8;KV?
O5;@L3BU2K^+>_F^MXZ,6#Z|HJ^X+^,5I2 M^H@HJR%+^3PO;
M|^@>I/^Z^8V98.3I2I\$5SZ|AWWM_9&I^C^R^F^94OGW4T5^KI0I,7AAOQ M%7V2|M1^SK/SI3&JCR;+|J+?_1D2@J7)(C^E-
I(2LV5+IGD+^YKS|TY M|HJ6QFO>759GO5)ER(+ (/#F|#:B|>I_HKU;V05K=2
M(Q^UEJ9(INVE,Y_1\$M0H3|B)BM46.PB9^*VJ|O.NP&^X|H3^1S2.*PEV+M/92H|QNM|Y\$4(XI^\$D&1YC&9O1F>^U@5I9|I+
\$)2^OYBW(E^@I^KY^&L MP;M^AOD4\$TS4?I NE84;T^E@I#^WY|@/ZG/<^I^?^LH3A1Z^R^HIA^7A M/O.(4PIOD71#/(H1?
UGI^4I7TWL_W_|AI^_S_1C MH8JNO#^+>P2^J0^@|E|C^MY|)KBS.6@ADXVA|WQ5XBX?P%VUL M|UN;Z^X
MD4)OAT+PX|^L4^RX%\$B0(I4IN^LI4MR=-,4EN 6G+>XM+D&^NQ=H=QVG N=ML_HGQWGSUSW_G|E?G-
9#^9=ZWG6>M9S2(^H5\$#-^72@#I6K\$%\$#MZTE(B^& M:36&^\$OQ&6P^M.G/_N4IZEN|I^%|BVUGKFSN^>N|WA&+^K| MY8K-M%I?
7I)H|H;DG_WAE4ZX;H|U-ZP MP|G8HHLZ#Y|^I+N)SUA>65P_N0Z>9&BH2EW5.6?=-GE_Z7?L)6.^N|B_0C+R MR0&|M^IG|O<>|3I
MS3;N;CUVE5N1.I063R3-U+G/4XT@V&?7U?>3+PQR)D^G^+D&HPCIG,KD!
MH_ "\$5)RGM^&Z6E|^/"_I1A_DZ(=DG>H4DVL>PPDH@7 EG&3ZQ@;SI+0_ (M7(D<5,K\$K5|X4I.30E_ M23/XAU(RG;AY-
BLXE^IKEA|CKG6/@C;IN+2U|P M^B_X^2UEB\$T2H<0_*D&_1KIUJ@7^5LFFA<=>^*KM&)\$R)BWSX0^8BP>F M;6M9U5^NO%&T-
IA^X)Y9;I^N6)6V?FR@D&=1_X@J@&^#H@3ZT^Z^C M|2J_ZL F>X|RI_,EC^#R_9V^LRIR/TMI;(75/>|I_9812&FL3Y?
H;KB^VYSOG|NI6(QS^Q^&(>XPGQ^RF7(2)U7>^*61R MT;:%>E/O+^,1L-8=>R|^|^M^Y|K;^%+&70V7|W)O+^*8E#Y.A.1)2WN^A^M\$V|
@5^/NFIM420#KR;XJ^08VXT70/76I.3C57C5N^%I^K9K7I3>)A^J M9Q_M03I22?FR_LE&C27\$T77I,M#KB|JUB>
(<_)UUDFH(C;S)SG;0TE|J@C@W=|^7^M1^J^MZG M(BFY>QCE,O#N^KI9_6Y|99A@)R?^Q(I^L^7TPA I3@I^B^M^+BB#
|WXH|MHJ9|HC;SRIY|WLM;QO_#)DQ+YIN+>|<07FNXI^V^T-Z)W+6@ M4>OL/9ON2K6EBLHJ|V6LN!
9I|MNIO@;6I,8XX3#1RUJ|5Y2J;^51IUP? M@;|^>CU9I)Q8^D_H;P;+S4NQLW=,@:KTAZQO_1I2^I76;O.ML=|YT@L? MM1|B@;5;
|HNF=MO^FA1I0Z_SHS%ROPIY=Z_)D3T1B3XK>D7R55LF^A4 M)#^0Y^@G_YVH1)F?2S=+<C+2MKY^Y\$)F\$5R^K8Q0^I0% VM1
M^#2L&NG>)^*^WG,B+I9I/XZ&H(S^P)P-ZS)^ZNNJPN4F^L2^SUJB67U|;BS1^N<I;... 33%L MK%JAA5-
^6&^+3Z3LP5^#QFR_!ME\$(AN#^\$WJ?C M=SYM&4|OHYI2Q|)92% M1=/_I@XFHOEQ/UP^I17^&9I6;(1I+7;=QFY6VXA,(Z=WN^YE
MR43EBG&N|LZ^PIM)5U M5N;X;E^YVRXV|LC&68,6MZQPOYI(ZM_TK^*ZOZC06I^%RA:S5@%)7N01^J4 M^@26>0(Z)=-K4LM9+
E^%72D;|MOJ|>0\$%YQ24#I;S^IMAGPW."7I*+>)&+A M^YE4_1LFT8:@1Z+|S|Z+R5)\$E|I#S^M^AF8@|^*3#/_M^I308C>9Z7S M-
G;O22&#QY/DITITC0_ DEK-CN79^<#;LLEH^0|C3P@80W^WL>4.T97Q^& M8Y2)XTC9Q5D^78^3I6)G/A(2KR_L7ZC1;0F@7EEJ?
U_H|W8_?;G64QV5%Y M^%C.E;Y,3%MAXL5BVX_B;NRTSC;3F9-4A+37JH^AMQS|8?>K09U7CFI M^?2
P^A=>NNH|96JABNW.FUK#I8^<8KZ+^#327SK|1W_*B^S>KVL_IJ^+Z M^XQ\$J_I.5F480^~|P|#+12BGZ=SKRDVVZ<|&=>~2^%0&%79-
QI=S>63FER|W_MHR3LA>^H24_S^_#Z8\$B&I>_%|TJ:N96%40Z7N^MXK_IAM9PC2;IG;UU=*MYO#^D;^*CUMR|HQO0ZWW^%=2.6U"
(IY9;HY<607^I^IU2^M.SVNOWJ>@I41\$EKGF+E=^I9&^D)5O58^%E/I^#E6)F2^2I^AI^TR2H<_B6^M6MTSEK|_BV<^N|X29W^&V
MWU;CQ^>X39M;TA\$^I&^%GL^K^K;=DH1=ERBYE46^*62;_B^7?Q&F0&H M^*O^K^E-N;JL_""^V<6.W|HJZ2_83=
HK^VH4^C^I5FAI^P85FXF^ MUE9)^BD6:6WLC|UY=2;_GT;9IS>B.LHSFG0&@^J^KI+10J3Y S3+>+1+6%J P_M80)ZDG? (WRVPACEN05-
@NH_C0UP9D4ZA_(A1-9BHK;7S2T^#X|H@C;6PJF M5JRR^HQRH_5QT.1E|@LZ9SD,INKW<6I487&FR8=7A.?R3=_#%H82;S.# MU%|&
(OQGG@I5EIDA J7^@SIF/RCEKXO P7V QJ2<^\$4)^I#M^WK^O&D4S6+^M6ZD_1I=:R&-
=DRL|P@OM)@J4UDIV_G&4+1.5;Z3IY^0I@;CZRIWED^U MS.6926^Z1T+^B_U5FE^&5OR2)3PIL.T3XQ3.<3AI^% M^Y-
7XDFQ7QH82HL3)^J/SGAX^O^RQ2A|MSJ_3H43JY OU?Q;S1CWI XTU M6<3>I3^NY3;D/J3D35<22WS)I Z99D2;_2N7@|EV2@>;
(00BOE8J M^Y|O^QMCK#(C^2HO\$H^<7+@-I>K^Y^S^5W.FJD.8VF6F^M3;4_>56E_<KEC=^YIU_D+(= M?
N;M^YEDMZ|J^R@7>^\$/I^<^6;+^4^WR&A I/4|HK;C3G;4Q08N^+&(HX MVORBJD;K3^WA^%&V|46|R;IVMI<^I.C.F4(PV;5?
_MV|=-G_1EZ|J9_06Y& M2&I^CHO5I8@SI|^<7-N_I0M3Y^&^>^F^2I@M2|WV|I^%<^W^D^I^&_YXN M^@W92D;W1+OR0KP?
XSC6M6^*#1P29 M I3AV8<8HP;S@6?<_?0%4DA^I^TJBIY+09MCATRU?I/#0HA-CL|^I^CMBO^M5Y^W2S4V^_HQFU^KZ1&8.W4IK-
#L>A1U|^/7J@!:=8&Y62P?>Z|H6MPDH@|ISK4)H^3)5=S M#;_AK>^&FZLCZ.RLMNJZ+^MMX&M^I^T4A^+W<>ARP.
T^?>/NNU5+L6>2(BQ@QQ7A8 MD8^G3;V^08M86I>_H#I36&31<7^BY6S>2S\$/T-O=XP9+P|R>?7P4SW^WS^<
MC87E;0JZ^RMRK|OOPM^25%56+^Y^AF24|^PW&KR^FS4G@Q|^15I2_XUK M=9&M^YJ;6C9^UL<^I|6OM>6TICP4U;Z|
(AA)N29W4QUJ79TW7N|S|L@?DH MBY%I\$G^"OLL^W<^I^A|^BCZB3F.88R|52IZFIW= A>%P|SEDBND|N\$QI^"IY
U7PY;|JDC&_EG<^ZIFK3|@A M-\$TV^1Y9SNK#^TF>G.R@&MB;^N@HHA/H^U7=-_FRR|X3YH?LC MPJOH^@-
I&L_Y^3I5)D6EDJ/FQY4P^DM1_ 9CCE+54YP1SK5)UYAR>M^H+U^<2_U;D&=(MA S|B;FJ+>=F|J|OGJ)^I.C.^A#A+^E|<19;Z+>
<2N2R^M;HJK|YUFLVADH^X^DO=A115-O9D&D6P&P+NEN5I^UBH^8.U.P|AE7&#;@M^M^H^C^U^H^O^O^U^&@Q2T78SZ^"@P.2BU?
F4^/"3R1GM- M3|KKG@;EW_8-\$NM34Y=M.@;.(OS?^B^SC80.2^8%3F^BVMW;HHS+9&0%A;74I^RR-\$PZUC.>800|@A.M^I^ILN(<IE
M^*IGD DU33;I_0F#|4G#|C_ZRS|JN2)(C^E>O|3P>24RZX;P|O;IET6F M8?ARR#IS^<D7.8^I;+4=)0V4K)P<9I8(I^%&LW?
^*Z;8>KJXGCHQ/D;_M^V=-90^SRGS5|BB|R|FT#>+7 7YF^@Z/BZVE MCM.LZ?I/77?5/=B)X2?@M^*6L>Y;G1F;KE5ZW00Y9ON-
I|H;3.L|<Y M^&=QN+WT5M^Q) KAR.(E14_9U|H|H5GRDMGT@|ARHR^9>9GJDT^YIG(QQ2
MX5;ZS^/"3;4<8|CT0QW10|^+VTC/_D^ANW0I88UOMIN^I #W5P^W=^I^O/I M9O#^@W?OX8=/_JX&L;_WLS4/P5V_5J^8^G|OCVW;S|7^T
324R@8%U8R2 M);&G&S|POXTQ6^*00MSNU;SQRNLRN^Y H^ZZ.OQD@Y6 MG+WI<^I MM0(C PI82ODRU3|RL1GWU^%7=H
<@EJO_8@GTU=0/S ME)G9?6/IT/^9PI+>6YW\$S_4B0^&^M.OSN^1LVR7VJ|H|HUC3V|TQ;Z>Y5CI^UPK>&^&259D^%#1^S01RQ-
MS-7 M|@I|W9HS>>Q_|I\$>^_U7;8N^M.OP0Y|S_|Y|I&2_Y 7M WFI0QOV26I<^= M76C|3I)^YA+;^#E;UG86>@4M<6>>_MV<7E|
M=QN4B^ONFZK&Z;YGSQEOC|Z8VY2GHF\$2A|6)IG#^%71.QI1P?BOBGL9R3O M)>_ "KY2>SUXVS>14RX;0T^/91@_HM>X_|I%|
N|BPB>MR%>^<_D7^Y\$5D/3^MZFI|D^ZQL=;4CU?MD;IKN.L4I3V^8=-QD5CFK)^J|3>_W^M|H0H68>7TDFX^U|X2#SVT6C;
<17^2RW|JOB/9FFWVYN4^>N^N^EZ;QSW> MV7>KEOI=J^(DF#9DLH20;<+^%E>7GHJ_.*58@K\$XR-
^ID^I3QAD07YOD>4AT|EQEPOMZ%;C&RG\$;D+^Y^YJ N89TY12_<I;V9 MRT>I=Z@;=.2U>46@G^U^*Q/@+^Z?
BL^4N/L_O^WF7|H;_OE>^7S25)&T

=!)9KSB9+P_3#Y|||<-'O=75>Q(,NOI^BQ^H64C M85M5=Q+H^T6#=#25B18T4B\$2W9<5/CT_0U&'UT6G2L37Y=.:>|_1(C/4)33<M=IE;&'LGRV/PF(988V<2:K)VOOY&JWUXTNYC.*8>'5\$KV49Q!^V||@+I+X;. M%MI-BZ@+1;V\$EZ5IE11^T=UHY.#7E/T>>&4*&C M%4Z;UWMJF^4V5 C2G!\$*#D5P^O%#;2K1,0WR=XJCS IR71\$12||@+A244 MAS,IB?G5^O:BXE/4=;+PW*OQ(S2<"BM# <+L9R1.V.W9W7^*SJU=#Z^I|,M M:A@-f-26\$K5\$Y8(=6OE8Y1(+)N|-PIPKIOI2FP>ZIEK_EL#RM^/D8|3QJW- M,E"=-2+C.)TA#Q01(D>+<*.5-@;P2TR6I+9RM2Z1",VLSTT71ZR:J9=-1 M!=2T?SPT 7WVV|PA#>>H.FN _"Z2.GK;FZ^&=K_XAATM|^./7.W||@;.*%7 MIV,1|(#6"2P^<&JN;ER;#IJ3K8<+P+))&+!)B,&D(HJG%SWJ|E

-4;IPI"B"%:(8 EF(VQSTW<+9K=-|/4IJ-L&:T46FH:XP=6"H"&HO9.@SIP|F-B?B M%5&UXO@11.B0?A@)PR|921PWY2D9;- UU#8S0"QIFC",*0T-I8Q@^N MZ%M^THD|FME8Y&C@&KGF=M=E%YY.6.W6|BT^RP*!|&U?C*&2+|GKEW<\$?E4 MGE-5EDAU- |8WZ0H|^<.,Y5=-,VK^(E#|ELVD<|MZT80RK|^#5&M_19_2%R M^3|G|H%4 |GP**9V&XK &9U=P7=YNZJLH1G49B XH- 'BS|>G;L4+7|F;6% MG|Q4QA@/#6?%OX17BK^LY8\$LS&C;BH).00K?A:>N=;WNG6KMVD1;)6ST MYV\$ _EB^J+%"DGZKC@VZL2A4QU:* M%PFLKHM9-,7"YD*8TA#-|1#;TQ>|WK",N&RV"84QY|B<\$BN7@TXM-\$%BY MJ|TB@W5(N;7ANWHS%RG9(GN^YXH#Q 6H\$Y);GS>;W?1;R|B?W4(B9,"GD M16XPO\$N^*K\$6-OT_E_ZE|^<=.IB/4&353EOO*BHK*(GXF M_ZVQFU3\$GH41=K M25f|7\$8>BX2,0EP2^OCX4MLL|KUA|(^ "PY\$%O;S:6XY; +0;YBU9Q^>L8F MLL&U M\$(NJK? H/\$2#^HRDKGN|&Q^PN3_+DXX|A_OET6DRL|^;H@-(B5").#|(&+D5 MQO'MXU/UKD5W|V925(D;5A#|Z7|2<.Q3\$ M^S|_PPV*0_ |ULDXGWZ^89TYFGG>+^69N^2Z5(A;DZ@CHNFC^TE|+BOUS MN>RLTWYKSA^%K|AZ4N2X=-/F|O>"L_9|>BOY<-BX%GKUN|8"- GO@("ZPO-|NS M8E|&9RPI|TKR@;D VW&\$B_0UPCP?&T=?M\$MUPGP^~1!1 M\$F3|X^>,T/3%Z>0|X_F7OAQ>^S1N=E1;3.E:A02FT,|\$)SLZ@P@Q&>)'=8 MX% |@4LRC|17*)R05WB0T|J32.G\$SXG0^6W;O&Y@447#P@.IR.#<5-QXV17BW MP8L8?_C|8@Z^6' 02C11'X&#P7OE#JC@#. ^3F9 M%)_GA^TX|,3*7;|N|TBL0\$RXL/&?D)5EUYT2^>@Y^UU+|9KT_FLE?_M2<^R<3UH+|P%NA_XZN>6UP|W52) 4R^+DS|OF*Q-5;*&_ T517^TLB).HD^ M4W0|+1C\$(C@|N11BN|2&=>I:(OZE^V<0-8 _L^=R%5RH8D2^CHZ761V^ MZL#1&F^XVJA/A|_LECVCN- |EHJ0.633^V15G15?|JSHAJR|HXK1S)|\$O_ME>H\$XM;_D_CJ(5EH|PTH,9+?>U.S2(WJ&C%?E)^2^7LV9S^=<Z_Z^D;C<5; M&FSW_0+03EB\$C %4G |H;RD>_B|Q.NXZ%J@ZT.6|+%%8G%_G\$N;'<\$ M2.D18PWD|K>S25JOY|4|_5J|;7O3Y|O>)FO-E9S|7^,7? B%\$#>9|&O@T^0P^AWY MR|11Y_-3|'HSI4DJV7W@=@|N^V|UTK|8YH^4 _TYHCLBS?L%ZHV43^&L MQ=6 L<9%;A4(? |5FJR|IHH:5D^R2GC&V&+9HY \$:TZO>+|5V\$2\$/L^M^MK>|HYQI2_EM4H+YPO\$%.2+9:0 C|<#HHY&2^R:=^I+D\$NQO|LA;7F\$Z; MR^|T.E+G2 ODYBSH|0^IR(P^BK_Z3V^O1V^TP93|<>(M70>#%1^_M^4Q|?+EE#&NP-M|_O^Y5)/IPA^Q^#7|)=#_&VC&O&PA_ |O%T<7 %.!! MS\$^WB667C0|=@_GYH^/6;.*73.<"3#E+SL+(3!=NP%Z^L^9|^9%<^JVH(^ _%K-;J.NR+F0%MK45E^N4;N;)I9>A1A6|F M^WV7T,5E^"NSG87\$#|RY|O3B@=+E9_K68QB?W#;|B;|4\$T%A*26|E\$K=(FL M^7QA(BCML76|<-.I8)8_YTG^|J^XNWZEC@N^R_44OG^W2+U M^4)Z"=<5|F?>46G3-"T|PO^HU,L^?G|5Z\$S|L..)?? XD747UOQ9A.T.N MBA|(^G7WZ^T|(^*COF^&CGW&ZUDE@ONQISOFGKYC;QON>W|H.22RB\$^U M_)GR@UZ>|D|/3&9>W# /4|_&132=-^5|YZ0MX7>14;.:@.S<4^97VQ3"H82"# MY^H|G+_|=J5MJ^-|ORN=@E6_/KM6/HUYE|Z>'M.*;LG9/J;H|JR<6NH|/ MW%1N9_>^5\$MP^<^N+;|&QF)5|@|WJM?NG4|8BHJA#=<18ERQ\$8_\$Y;_43D04PI_\$DA%70D7420^OKGS3WQF?GA55WQ&18^Z9#% MHN7|>^U_3RY^_M_18C;?TM|U#V^XDI^|59|7D0^2#VX<74EXIV>_*6F;FU0_7\$R|ORF^8)2BF)CWO; M>O1C^?;UG2MP? LSX=G/^N<|H4|E4WE7|X<=>ZU@G.F6X|PU|+RU;\$K;V M@C|C%|1B|UV\$MOFEAO|GZR;_%|CAZ# 4>_ME^I).6^<(6S ^(<O;C9WGW|GM MR+=;?RWU\$9R-QF/%QC^7;VN9;U)GD=S;*/ZU|_Q1^|9|3P_S_6>=-FS- |89V|UAD|9.AQ;|P16|U;EP75QV^8(*)190<-C/4Z<^_%.|FD_<W>888^YCH|SUM;Y@^F%#-|(\$ MQF/F9^TM606+7? GZ8&|WA<8(M2^V)EDQ&\$N-A^|<^>U#;^@7NZE|BH|FJ M1\$XUHH6G+|V^0S03.@KWP389L^P1A1%Y762U6;69F+@8|M<0VL%| (@*F6S_MZOX&8E)/VOYE24 _#A.W;H68;=0>SAO^<+^QFA6S;S|U>*>1(X>3#3RA3<;<|_ DJAK)^|U|H\$|H;|2P%==WHU&JYKCEY|NH;=5P&OKZ;V M3)W7|EX|^7;\$.OJMCQK|1IM%AIHP*EA|1->|3X;K2<;(G(Z&%=<5=ZLW- ^7Z6+WF_8%FC00|NNG;\$%.(HD&R8 MAI+|^*9V^D47^*Q?WE8;R|B>O1K(8YE_/_1|P%Z_M#7\$ _S^|9Y0G4P&B@\$;+M;)XF4T>5^<E7% <#K9_Z^|P/H+;@_HS|J_XKT=Y4@3#MY6=A?B9NJ?EVC+MLG>Z5?_D8_J)CF3KCN;"2A>A,U7|K(C>|YY*)ZV/RT^(T M;Q@ 851=5#)Q^C^G7&^|Z|89S>|L^;(F@|)^M96Z|42998@IV^<KL^<3:1)FI^B-,M|^;QB9M|+847Q6|44|+M=T.75ZMI92|0,*Z-9COU^ <7^ZN\$|OR^B-2|^ M#6\$?S-MR&#Z|&EP;MYZ^-1O\$,%Q^L82|>=M(-.1#TOZ|5#1>_>G,U^W8EH M<_M<@X OX|^*HAMX%_""W6S|6HCUKG|E@JPS)\$N^MTRS7V|M.LL|7?@U+T^FE3A;XE0|E;1Y#_P03Z4HL^|ABL=L@5_|W;T^B.54|^"FI M|NAWVA,0=\$|4E?*=5\$FTP^+Y<_ZK8N0;_5=ELS)+P|N@G|HJ;=\$=%|T<1^ M#D7QXL7;N8#VP|A|X >|U|N2_280400|0_*K\$VB|4&#A|_%TW70N84|>MYM4250KX&TU&HX1^TV|=9\$7H?1QRV^W^I|C+=2_|_WCKZ?B20Y?=8K%1.7 M7P(4^2X5TS-B>!!QGH4Y50U;Y1|^_3/_U@;6O;W\$CSN4|JW%\$Q;=FPP> M)V|<VQ^|PU;LH#0|5*(6VFO+|A08I7^8X(Q^NWFAL? CXET5_/_N3H=Y\$ M^1|H|N2MX6T|FK)B^N<&BFF^>9>9&_O90^276+\$A3^VY|_1AZ^E%Q|V>+&9L MP=0YG=YA89)\$5+GQ1|V959V |%L11G&^274Z@SC^S&42=))1.*|""0|MPJ+RM%)&MKT\$MKYQKS4_T09JDBIAWRL|ION01S<,"7KU70S|HF8FYE>;|6 MBS^2X\$_.16|HB90=.%N6|LGCO_0^07|3XNAD^V<S3_A2^H|W^?TY_0X M|1|2D#M=N=>?E9SL)OW&? Z.%JCZ+FUVIO1SL?|^!HE|)XG;\$Z|H@^%CM;C^ MYSD(H%4C2%L^STP5|D^F59)KA|JOOU^/WS;+YD|Q|O">R9L|38?>G70S M6_K^%V_S@Q11MO(4 MR|)AH+O>3^_M^75^SF^%F4Q2&EE|@_M^W=X_7;O(GN^JER^G|L2#HL3K)S MJM>S|MPK;C9.5XH;XE@C8VM^OE\$N;=&A_21&E^V\$;?H:U>1>16S|^?DG^K MFV2N^75W_Z;75RI@+|HGOU^AH 53E2W5N>P=TXU^0E?U^#7_>OHE,OE\$ZG;M^Q2|C;D^V+|(UEC6ZLN|H9^D4|Z^PA4<2%;WY4+O_UTM^|B|WFS&ETT 7C/BCV."09|72.X9|H|\$0_.NQ>A(W#-|A2Z;R/V0^CUDD|P9/WUK B@;?1 M&H-*+R^4KO/%19/_|MN^GX/L#NOL|JAN|> |4I^75V^")Q0VUH;_R8&_XG\$ MDA\$S^|H7_8H^U2|>0&E(A=|NR@77GX1\$|5<|1K;AS^_1M^ZUAC52D_A5QP MM=P<3|^VVEG/5+8 =0D+?70^>CY;J5Z?JPI^?TE|CE?B;H0>GAW74L|RI MC|BQ5=OO4KO"(6|^_XK^XL4_@X,B@T@IU33_>9P#^+;.\$1\$H^ M|5TDZU|YZ|^_>_MD\$|R|PR>|^=|9L|>(^>ACLK^9RO; K\$@N0^T)TXJ55TEG^L3>O%_YB|H|^>M^5X^QD&9V&1&Y(B8?O1JD- V+DU_CVR27/QSS^SWZ/GZP.(GCZP9%<.P; M|7>9/P+UJ<5R=;J\$+C\$)|#L;Y0KS_39_+HI8|5YB^MTQ4H95LC1N_%VA;^ M2)_|HR8D|G;0BP;J2F3C=SQ31AP^0B#>XP5<<5_2DU3^)_R|V^Q|3M^_M;D|+ZOL<(8>OZ&_*CL338KOC5U_K|^G^UNON _FO6^748+^5WEDU^J^M^X6@.V;UVES37F5^N83^7H3B.M+4;JZG5?G;H|^|FE+|^<ONP(8T^C MW^*I)EHL3)Y|^E^8^OK BS(3C%1&).LY^RD_OI2_690DN M|^GE^H<9P=Y+P^F2|H^H^H^F#2^|_DF<_7IK|S|E;27_ARUM&|1+2^2_M1 M8(^D^Y)=E1HK|WFC>^#+00|^;8C;2FE^CCZA5_%KMRF+J1%+?_?F=JVV M5KB|Y^Y=C1<)>W\$+F^W|_1^14H_#A.VKZA%6%O% >7E|^_NOZ|H_L MQ&9HT5K&KKID28PRAMF6=E9|RC@5E|H8|IZ?G2|QT;1@#^\$&35GK6Q6N&N_6L|66L4E>|X-F M^>E^VE82TILIC^B<1^VX8S-C|^K|^S=TJE/KY_ G\$Q^QZHT9>QZR:A3|F4 MHG|G|Y4RH^GM;9A^X&H^>G9_1G;W^K&3/_2H923=|E\$79;6|8^_TH(Q5^M|8S#B|^_GH>YCG=F3F%%"LGF);5DZ5L>T;8LW%=_ZS? VU|>0\$0\$C|TJRW(^M=PC9>ST0N1008;"_>R(6;ZM|CYZ_H4^PX=);UPKU|H9B2|X|=5(FJYS=O MH 4K+J9VP3|G_ MEGX>T|_%\$|RDSYK^D|Z^=|Q\$=|V+Y|M0N@|f33Q^+^#U M+;G\$SND_K0&A>PU|5^PI+C_IP@X|^_ "PM4^K\$;BSVZ|VEA G5Q|KNU1^8^ M=G@|&|&|^|%^_ *5@Z|L1SG9\$9SRK^Q43R+8|B.2%986G4^Q|XS^1%YWTG M^_*1S4OQ|Q9P8FWI^*70F&?|N^IEHW?ORQ0US;D17^QR9K 8VQ%X|O6\$M89_M4|^<P>#E55,E=UC|^YLY6;RSL\$|^_INN9BO?U)^*^#&_9^S>K; M:*A|DI#^TO- #>^&^YO/R9#R|VQM|&ILV|V|APZ38|NYCI+<@+C1N|Q|6|^&3 MWE|G^S^Q|=W.A)KWGUB|3|;..?62ML?E+CFYWPW^:X+V?? MVXZA6|1_YZ/^M_#6^DNN7;V^F^+1,O^&|X^26H|5^W4A>|?|^"0Z8;E&U^L5STO=%R|MD8+M!MRN)_0N? 9GOV2KBYT86Q>_R3PZ^G^C|F9HD^2BX^|Z)N?P&3^&U>|E95< M%B_-Z&MY(2(6\$PW+1^F|@EW^7COWB9+=X@R^A_44ABY|WTJ6I6O+Q|N^_MX1^/FIH^8;..WQ^CB;45CC1?5)2A\$@!.*TE=L/?> 4/N>V;2M^|T?#+_ MXLO%9JHRHK^9?L2|J^UK;^&2F>7_?SEQ4&UKVC9(ZQ(^T\$N^W^7+<^=D%&^9 MIP\$-6R&E|L+2Q|H|AULK^X4^MGF32)_M=DM;^@Q6Q02FA#U@^K+?)CTWM5_5|LR+WT26QF5D3OV4#PI^6O;JCBF;03O)- H=5Y|W875X3.#R|@|H F+^#\$.0 M0;(^7YQ^3V^C;H;ELV|JR;(J2YID4_8|E|_Y_84@D.B+&CKFL(WN3>-O_>S| M@4<4)X|76GG- K).P.16407A,D4KT _="OON6Z|M_%(7;7;6154^*|J_A|D M\$T&GX9SH\$#T(ZN_B+>E^|<8Q<10<_K^Y^Y4M&RNKY?F;J;_DNM- 3W^C1;= M068K,V>8O!0_J>+^AGPF890_K>?Z)(C^X^L4^2D\$&W^7QU|M8|RM_X%1^R7>>_T^>1^\$S^A2F^2W9_ M(\$VT3K5|O)=>C|L5|C3&_9_V_U|>U^>NC&W+W9C9^??DRVH_|J|UMMGZL M0M^;_#KO#Z7M|H|H^H^F&@/^T;KAK;BQ_-2*0>X(M42%&LZ>S^Z^F|L| URD^T_V4|+|2F&4Y7G>TO^F&D^%PAV6(QK;5V MX^UAY&8_RYMZ|HG_VMZ5_*T8=^ MD_|TA(KL^D(&+W=91-8|_1_4H_W|J32OG3%?34|HT.LS10_>0&F|J3Y^ M|J0|=@F12N|I09Z+8/_J^XSSYPBCTA;

:QJL>V=^0R18HG*QE:1%RM E: M^!S!\$HZCH(U!@ML>IACGG6 OTYK3Q<3)WL5X<^"S8FVLOK6I"65*W^4?Y0?1V|B-1-N MG? ZLZF6=ER=1!12K"=YK_96Z@!6TR.O:~!GNXAO?L^IG|J66OOL7C4 MUA M"G=@M8ZQ/|J_4U:~!#P?<+~69V*~%O:(123%SK L0Q5642?IA91A#@!DAI~ MHRX|5&VVF\$F1NZ2Q#J~!P9WQH|J|H522-JYU:UX<L|HK"R8:J5!K9WB&A@?2 MDUK)"M%\$U5Z0?GC(89+0;? \$):1H MJ"Z|F):O:~#F\$M6(Y|J0D%8&QO46 \$"=|*Z8VZX/F|JLB,(@7Y9?7#@/16DV MM_3):3HOD44I%\$S:N%GPADL?G)XTG07N? LWZ|5\$RKR|L1J|T?7>H1*CB"~DD M*Q^1&5*Q"TF3QN7%:~NQ&8|B L144FOB&@f7?L&8P2@LHYD_?^&~20:\$" M/(&="~+9L_9:~Y&\$ 1XL13\$PUYZ67TS7U~LGO_(!N~N*F0M6&5V:5*8Z MR_9\$R)+.BQ=,4L)(K40F\$S|7!K:~1H=;B9)5ICXEL+ |S89>|/9.M/~/E5"!K/Y_ MOU3.V|UD|>106|0|0H%<S89^PG">1A\$F."L9>B?VXX;#>~#N/17AS5)> MP(8"W">."=|G|49|AH8WQ/|\$T1|6L,K8F\$E# 6S;C4_@_R+Y6.S.|K" M-283D|W|6D8GOS;5FUL_O/6ROER=Y|_@999|L46T0;JH3B>*(P +8XL|7 MYFP,L)8.RB;|KSX|0<12)VA@|L|L&L|JCD|J|D^0^FV>~?2W@|B V+K|J08\$ M|HKV;LS5_?%D0|_P#7276H)50;X|S+H|"6? \$5A1+X|L0C210R#NWSF|N>D2|8U|S OM+ MY8|>~\$S6K;PM E|7R4>~*|0&E|U)6HBYN3=AM%1^O_~?2?TQ5|&J|_ M?Q-/1+R#7|YS5FZ9@/R2_?F6\$S@G<|BC+~.61|VEVQO_?EBX.9|>O&MO^ M=;1.6UA*H B|H|H|FEY;V1)!B*O?~J|G86*T"N\$HVK2> <&T7:~5^?Y|!(= M+E|RS>|(>7)B.#.ZY /S|W?..HXZH7=947>? 79A"(XVW742|0L%IXH|C2& MAB;0)"_H@O,F RW|2%86XYE;B2=|FO|@M;S/BCXE8@F\$F;M&8H8C6A^2X5 MY|H|+@2)QY^P6|+6RS>696VRZ_!L^E*WL^NXO|W)\$X&"L6|U_=L M+~<|HB|@9H_@G=(LMY)>T;W24P:9\$Q04(LRO >~1V 7L+2W6\$J|J,T|A_1_+=+|JD.7|F&%/78B|L_890Z<6/" S|E|CW"IB5;(MY@1NMD|N-2MD^T8N-F01+L+MOQ"77T|9_1 M<^N@&8TUUS\$|U|H|GQ;TOP M4%6@_HJV_~%L0S_4J|U48644\$B4H;ZP^>)&~!+5.T:~YF>NP8U0|SL+ M*YK'G:=~JY7:~W371*RG A"2W|Z*|A^L_9L.Y98E!GU-)7WSL%7GS%%XP MV=,^6N>^O>O9R2|V>F U5N_DS?NR7%NHW6L2V TW&C RVVVB>P|2"W^D? M MQWO8U\$D&Q^1L<^E34|*7_~;~<+5CSHK0V_)S_YKF*B W+;12/HB-#LY M_-0|WJT|TSVU=,~278.8"~0BZ5_U D?>44U_V|YH+~"@~*T@50A5>N^B0\$Q(M M4D+OTB&A=Y>~FX#T(@2\$~*1#Z\$COO4_?2%=Z\$1!N?K;Y|YOHG6G@/W/O>- M<<>X&1GY*R/CF|7FFO/S^WHQ*B\$Q|H? 9'0GW/Q/GA&GLJ&QBV' MX;|N0AZ|6|)(Y|*%WW(") #L#~?~*WUW=K'BB3Z7R;5CNO=ZMT9R3JAM5&R@ MEW.3_JQ_1<~: D#_EN|S|V)?|+U|F|H|75D|5^~|+|C>XB3|R'E|N|2_Z& M0>|3L_~5_QSS|M5E9+)|D205GT=*\$SHV_0X:~^&7|7Q)^+EGUV+.)@KXLB3 M2S;|A2AN'V#;~\$Y\$#(<@GHDRP>#H+J;P'D_?OOD;A+K+74W,6DN|97|T<3|*MBZ M&PBAFVN""J0\$|F(P:10WK428U|7O.\$|/8.O:~?# M65H;|HG9E;|P?7|)MH>~D|VZ5=6E9G|>~#30>Z-IA9E(HD7(H^M0=M=A\$-9H_M31:E17H4RY_*QGH5\$W|E_~E-13.7\$|H5H T|2YPRW>\$3<~<&57WNLY4H/MAZ_ BK*N"1^G.Y'M8_ AZNOOWM6LS(2(5|~P|;~68D-L|H&-267)+.9 MP9(5&G1@^P856SU*\$? 58;O|3|>5)W/_O3N4W6P M&G@|4=I8'G|+~*JH+I7G;Z4=J3+P)?~*V2_J6S|4V>%LYN6|WL.0K|E| M0'R1|=C%(UC;AYDK8\$W5&Z2.0K9|?CYHC|U92G#M#|NU).3.D X2P&DC"! M0LEQ\$8N^L+M+ M+ |8(Z|1%W^~324DHSQ03|RGAK|J*~@.FM_~1*)Z_4C0% M2-H-0?AC68H:~|FXL(%%MMQO M+~WYEIS"? %+YF2O674%UQ/WN)O|>W2KKO;~F57=L|H_M,L+1|9|S|>|G"4^#X<%JFV_E.5|MB|F-GYCZN*(%&0(-)NPGNOQ;ARRFWQ' M((W'= <2P|+V&60M|2Z;HE5_Y<OW_?A9C;9EK">~<7XC=2^4%M/YT+2XW_M6;8WW_Z^S<H_~|2?H0 MYZ^X%_XQ|A? Q3W6O|S0<_C7G_05.4~5*PXWUM|FE|P(3Y>_M2M%//P5_75E)(I_6(2|~X\$RFD^+O,5YC^T_2AZ7+11^&B9*\$E/Q9,*? MU(F BAR*)3_Y|V"6(\$K=@EO>5|_7+B|N8_~9~82T;SEDU\$U_%#7Y<~13 MN|2N.32@/2D)"MCA_?F8"M5&H|A2;XRW_13KB07;44|1"~#+|9|8OF\$N&L'_33+^#B;|P|S|)XT9\$ M;S|@S|&S^CHK4^&/6@'CYH4 98C|_MOBS2+1000|7;?M6M|H|E|8|/1|G|ZT|~P|D+CEZ_0V|NLS=DI>|>D(U%#~1 MFTY|S7G5^?#_3R'(3:7#R"|&X|\$F8EVW*_|? 99;4<80L\$S-3MDCEK%(N|2PY#0U=9L6R'X&H4.IR|>~#|OYJY6Z;~TV0FHW-M R@>10.\$? ~*3B.C9GS<6~6L|O\$JSN|S>U73;O_&O;S3JOSK|K|F3H|J M-5>T.7PHS29=|AF;#DNT_E@_17SEG1T=2QB92;LMLG"7|TC_Y|_~7|70 MNNR|?>0C|>P|>~_B|7#~#+R|C;S|9L8|C|D.SW;~&0J_58PU+|=K0-B MYG|)%C|H@(_&04B+T#7T;XEDX6|;~&4?X)- ~*3|J82|M9J_ "CU44(DD&G@~M#8H|E=K\$F89Q=60*ZGY;"RN-B^2Q|HC/YC6%1)PN_*P\$7*X*P_VK.DW& MW1#S- ~\$3H|_W3^F;R_9|+RA)|A7<~C;H|?Q;@~<3|&J|H|P=4H+|=C=7|S|HJNM@IXN>AU*8B#~+|BRN M|*RVR+^EUD+Y|ACE=NL4|V;VH|U|>7>W-7Y\$VS">R_QVY_2093+ KA|~QQ" M5M|F08K_P|4VG*RI6DP|O%~7|GO%05&@Z- W2%|&G|F*LR8JZEEBF%40Y0|N MZ=2LQ|)&M&61_8N.TJ&9XAO5G>EHJSL3-C+1T37CEF|6_7C6S|J<|547; M0G?8Z=2B;TE-(J;Y|_0DZ_8TD=7F.8;8*)=(Y0K|~LH MXNXD;2|YAC84K&8J|S|5?_PQW5C>21.N|L@O_~<+0_LK8A=B|DQ|G6DEP|Q M|DY4C&13G>|2|FW|J5|L>|H2;Y;Y2QX&9|JQ=D.E|B|W?_81"H**L M829;AEKB\$S|8|@=C_L;E0RC.RCYST%-7% (13U7+~+P+|>G_A#^&~;~6(C M'9N|&~+~&9R#_06\$R|S|9|L@|J|H|P|W@H<19VM_|@8RY"3AP_R^N*SK.W?3 MLCM;HW?ZYY S;VU(N|Q;SVQ>>W|D0M9O)|4VYCW)S8VEME|C| M+T|7D|H|12;D+5SV|D=59K7U^F)|L5|JA_FV|0C%)_P>|ZG<\$5S+Y|Z| M;~Y Y-T+ |L6~\$~(6R8H|TQ|)|FF;UDR6?3H)U|7N3;~\$|R|ZNVCM\$P<8; M-XGF01K&0XTM^8;~&=T8|QN|)S1XZP;2SU"">? (X737G;~F\$7>V15@U7T;~+ M>~|XC@BS8@?KY^|)2AT|WE AEI9C(MFL(NKR@0F|127\$NL7R-G7O&6! M~&J33#41(8|H_ZP| M# D)*9W&JZL^5&HAWEP>|4D>D>QQ|37K+K\$|^~/@<3_4"M.WQ|480|\$A+W\$@~O77YZF_1L_#Z2H4-N^Z^YMS3B~8B7,YF0B M+~_M|Q(2ZX+Y|X|D2XZ>G3R#F>~&|~A|FUXC^C) #9X=%QEOPR_1S;5G M86L;NK|83\$66IUZE1H(W6P>95|H_1W3_4@% |T&T&FMH|V|EDNZU_2>@T/Z=13H|NM|J|E|L(C6H|J|F;~>^0"*#A>~6 MYAP_EH;~&BK|JHK5HU)2LZ/84>Q\$EV7 MV80>Y(DD~L(R1_KF3Y0H-X3Y)*>JUN;5405U=UR19LW?~K_TW_~|U| MSFLR<|P?E9|(+S9(7V?~M~&+9A2*18SYU6UEG%;98 @Y%07W78!A_ OSWN M(D>M^PR74U+TEU/BGZ3Y^|+&=G|E3+RZ/TDN52QX/Q V+~+@&PGT;1|Q+X M4BL3+7Z6+FI23+|TN|~B OX0LTN?B;~?>~&L5A_H1%|C|@C M?3&N89_~(K;X^F|QF|^N?_?B_Q-P+IZ2BN"=8%&K&E"|J+~A67%42R|M8_! M|JG\$Q_J|N|N|O^S002MO">~QA009QK;7FD9_8%\$A|977KM_V*|+171E2N^~M|=-3S|^2XX32Y>~D|E0T/T=\$^1.C@7GG03YCNO*XI)|I8 C"X6J-C9Y2O|M09TRA46YXCE|HJN0D|35\$57CV;CDA+84|DK(I_1^5>~W|T_M/A&F5D\$|49 M\$~ |8>QQY^Q^#RXH2^~V|0>Y9D^T4>V|&=|ALS;|+9;MY"(2@_~\$R|~X7BFU MF<"F3PPZT|&A/7|<~<#|)QBZ)*<" (^&C"Q0BH42EKN_W^M?~*3.G4S|<8|> M8|*6)GY|H|TOP0Q_K>@<900D(AE"6.P&F^HKV|O)PG M9R9|HW@B_T7X8|7^~)~N0|0@_C|H\$C|70|)%~+~NW3C0|@3G|!T|RM|YQ|E8M9_MER.V;78CF\$72T>2PTA|J=*\$TEKZSID+@|!#;# M9/7?Y0B_@QZ^GN5TZV|=L_1Y|S4&82+~+/-6^V_Z34&AW|K|SK&C M\$*)GXZ(R?_>0\$QQU M_/D>V@^~J3^K4^~1LU<"QF+Q%_5BV7X@GX|7J6Q_N<=>E|@E*2F=C_7UU&-JQ_M|J"9^B_~K=QC? K&7BU1W#_!=PD&GHE2GK8/ATP>E@L_?D)20>FZX?+J8 MS#O;5^_<(Z>C|1/M#S|~;~)~|ZIB1<61D|A0H&S+J4|7?<~|Z%F/P3BJ MTFP\$>A?26|OLZ0.C|~!>X*K<@A|A|P5EXQSL_!|6P2V0N_UQ)A0\$8&~! M?U0N@#~@YS1;F0YTE@0H8T\$FDLVM MFVYZS;|~N M|J)* ~9A|FM|/K|A80>|H|D0_2RZ<719AR\$BX6%HCWHW;NS| MSUFS_?Y02Q|~MXUMF|1R_~*C>3DUK-WKN7"~W6Z|J~W4;|~45? ~#R&*6LMEPECF?SKQ^%?7| M+~6|A0472FIBC|+=>WYV8">O;5IN5R_6Z%\$QE|~WYWM=BOU(P+|3I+~\$24 MC3MH+= |FLY+JM;XGR7NTB_@_&9CT;~7@EP3T7">FB2|E"UL%|D|+UPE M57A0F|Z|30U^3P_@P#2A">0H=47TB|H^E|G75@LTXINFB22'E5!_G- JS@1F^MCRO_1%9).POV7^_T@>_286>YQ#;G(&LBYV|BN_Z)"N1O;W92|U|729Y M9(Z9|LOZ6"PXO9|C^U5T|>6U%|HY@N|J M+@<|KS\$|9F^|1FFA*Y6FU?~+Y@~?_FQ@N)=%BDMK|L&DWC>|1-(AK&3HDXXU M5@F;H|ZIM(2J75YUJ(R3_Y2Y0(7YX|J;0_U|D|53- 8RS;9Q<|~C=>~;F MNUOQEWTN|XCM|JB">S&~PK>~BL0|=V>@|U|5BX+U+Q>~|PU?>N@=D(2T3 MJO)(G.9S4*2|J)G8TR||TV=|~#~ #AYV3^~Y#DE52Q|PG8W6=|~D_H|C"~#_~@+Q_~X%2 MB&~O|*~>@#CA3V|N.C30H|6LGW0"(L8&RUY;2Z=7;@J|UEY6G=O_9'HFEU M\$H0?T7(0=+4@3^~|/~-CC3(MG(D8G\$L6HMMMFYB"7=5X9L|J=|?E7|3_M2_K;Z^X^DXZ+)|PF=??&E&W> 3ST2Y;BF\$>?FAX@04_L\$Q|HBN8S77H_~M*09BR+WC_U94LW?~K_TW_~|U| MSFLR<|P?E9|(+S9(7V?~M~&+9A2*18SYU6UEG%;98 S;F+~WV&E4WM+"A9D+~5@SY7 M#*0RA0\$M-M-4LF-28|_#* ERT^=K-P8T(U^Q|F M4F_"S&_EQ%9?1X^W_F-IE2KYE\$N|_? _@ZZO44&&RA_L_0ME%JX8\$1|ZNI MA\$~)R&U+~R_|H|D|L3SF|H|JW"ZPCXHZL<_B+JV(^_F;SD2ZD|@C1TY>~&\$ MV|>~%UE7;3BZ =R3MZ=ISZLRP~Y278"N59F7WC41|OPI_~Q>|/+~J_6\$NM7 M;S0I7I9M8;~XF;EA@~5D|V>PFLD^~5_~K_H7D|VO0^N0_~ @9%~C%|C|4M MNQB_1=4V.TIM_0B1_Y|L_4+ M~*BE)@8ZEU EPG#Z|7|6V&~FA>%AMS10Y#E4V2QJL#9HU_~4UXCAA\$&6 M+U0&LCVKN2NUHX8)&C%#M|S(W8?JEG6<~)~#6+Q0Y?OTKJ|>29XU7%)95R ML3*~9M3M>6~;~ @_#1M|)MC=|F_B|H|3M*RI2|^~S_AZU\$S^U7|3%KS&99< M8K|>~X4&R@&K|0"8D;IE9H(94W9AQ_A-ZYRS"C8|E1Y|C>%5V)=BE?~15 M=L^T^X)&CF5+~@0A|P_2|5|@M|TH4_N92_M6|W>~9Z^&JEH.6O;O>N1|/Q M1^|RLS_@?E/TM;9Z-5&MN.Y|QX|K8<0; HY|R5\$|OZU_M^1^VPK08M1->>T&H|P GC0%~YGG=NCW|HMY+^A"~HJR|<~S_HKR|H(MP@~ OTFVK_~^|EL4<~#|E<~&JB9_UO9G\$%X*ZMK3T+E_R14T6?<#2=<(|2 MGHV)I^RD|4.CIZ4N&E|C_~>@~(2/2)|5;7(#O+;U |~\$DQ>4|08L77=|~2 MTFQ;UM)6>W"~M'4=F322G^+~4B|V6^|7U27SU)H;~F+ D7AQR^Z;@UQ|BUB MEK%VN>P_6|V|KMB|1PN26Z|Q6_~%0|WDQ%(HA33V0J3|6=SB5O M=1|ZCF|+Y|PQX|IR|E_~\$J75_"A|H8<(XZ^V<~<3XP_6|J^33;_@~0#K MXO(&=HXT^>~6Y_2_Y46#)=~<; |D)D^~Q^U+~5Q00|F/E/_68GGB+ZLF M'2G|H-3Z0G42LI50=N&R36*~QAJ7B(W|H86;V3L*|O.9;~%|^H#EA#~.GNLO ME7#8747P2T|IX|88O/LU8^XK^9R|Y|2H4;2=NA34~DY+>TLK7|@X+~9.RN; ME9B|7U+1>A\$J"=^|H_07CM| |QX5OUW>0>D\$|8(JLN5R3;7%HM")ONXY| MK.RY 41^=WN|JB^I?2;FS|4;4A|X<"~%HDCMDV'=KXE7~.PIY|+)|V\$1RY8/^~| N6+~H|H|16 M^|K|N|OXRO|2132QX_X@2M|_M~P|2U20N@|H^D|JZ2W@|^Q_2^Q+1 MIN^|CQ|5F=^*?|L^+OFY|B|UV(X%S|YN7|/K/D|40D|JNP4F(H_MJ|=^>8B MNU|XC(5+6"M.S_|7X3)|K^F|1+69% 7IM5*_Y#0D+WN(AEXCX>^~XB|VDW_@EFA-24 MH|+2TD^RS<+>~|K(^HMY6E|2?~6;~82 ML^B%_665ZZA_H0B8; <6^A52_T71#;YSM<&T^12\$2B_E_L|S|&|)ZN=Q>2LSP) MHO_S^8G*~"1-08VK_ZK3Z7" EO_0\$1^25C&~?RT?AD^M|Z-B|;UW^0%~"3 M2Z2C600_J2P7_P3L2@Q;B7_UCL#8"TBZT=2_U;V=69\$VFRSW%AY|H0L M2KAF|QD#G_@_Q3" E_8|R;3FN^UX^LCU+T?T? HVO&3^1(F1WY?NYUAL M^)_YWOQ%O3Y<~..** ZR%|^OR(NOL&FDM;8(??J^OAS13=C%;HA.BM PA3& M0E??

UNP15=VOXH%>D>>NH=*CI ML (@|KDHf0133WT V=*->J909R6(X&B6|,\$@A2|MX1N-RC:%J8EW*0%-16G\$4 M-19QES|RE\$61EPY7M&
<+&"/2 SO-XB%NVD|>H5:0#C,@.RA_2&F6??^O)6 M'R-1 7.2PH;D(+<5"Q%TF1C\$R?^~58C)Z<89XL-DWR,WZG35V/U,\$S:2|Y
MU6\$4M@O-LNPKF|4\$|JH-46KH66L\$|ZGWZ%V2|Z|O 2^UH=FX9+;X&X-O O ZNSZ53|AKP33C>|!:"CZ0Q\$WZ
M3|452WGS|*AHE(R%-D)&(28FB|T'I)Z\$O%T?+|HX@6<4*|+AP=G;W(%-!MF1_-L|@3LJ100|UCL;X6.O.(B=<8K*M=
9D4RBC2^/59'1,57Q|K9"G^Y' MV/2ME\$|7%75|LRMBSSJAMV>DF>2XD|O++>?%?;2U O9)%|A.~^~8;|U~^+^ MU,2-W3\$YVQR5DO?
*(@M\$@V18UJ7|HQ?)V/2?_@|8+L2#%F@5/KO<|D^E>R<M|C1P&?OCSY565\$9P7)VU+KV "8X09SYIV8X;\$X3MIK|83U|2=F+GVB-
A08 M, #Kv2|1+4X3,1%)=2|4W,-L6/M0&^T;?S9KG#E0+6EWMQ66 F^&+5U?;7L M8/=-J3'K@QFG|"M2AA'R3U0\$R&U\$A+#+%H)
YAN8K5"BM'K5(\$-VUBI?|3%)J. M|Y)|LX;Z|S\$Z8A&/S-DFFTB/U)^ (X|R6K*-G)^K@???!@7WB42H|6N|)%#S-^2#QOT
M&UBX|H|:CA?+77%,=-JFU#2QY?=?8U1%?7+>-(DT7LZ|HM0F|A7KW36*|Y MC>V18B%P2,BKE;|CM%\$9FX^>QB|/7T;?#7L3EH2K
"53@K+-79>;K;"SG| M7S>P)S|Y(N"(Q*LOGQ|F'WZ2|G_-V"-A3-CE8BZ>6NM|4>I"7Q51H^RLXO^ MKMK|@)SVIM+?;N1;
-C;S|9+|YIM5IS;>WD4A<=6^*U+|W=8H(M9\$+ M|J&AVFOT|>|Y&W=-|H?)\$|T*Z#8 FRQX|T%K?<1)|5|HLKDY"HL&@S<#P
MYX|'65RH9\$Q>UXFW#?8#<#PVP|K;Z>97S>H'^1)1N2EY4 Y2CS9\$&2O5.:" M\$>-G|,OY>+P=\$MHKQ=Y05DL|;)%
*5SKPMKISQ4|U^_0UW|4)X/L "1OKFF MX(8V|QD3F8RIRM+^E=K|/Q|CO|?9?|7P|>1N|I&- QD|*IYU> MZ?^|3\$B|
MA8SF|H;^HUG6^EBE7YX*0L-26MS<9Q1K? 6)3+2D=*;%5- ME\$|H|FZ|3""Q%NKH|TIGPT1&H|"P MM@MBB|_!2
U2?W,U3LD;UTMF |5>HA*|W|E|=-#5|5,>VGX|LW.G,O|@6.-6 M|WV-^|2UV-R2X>+V|A|Q\$@U1|C|H|D.64 @4*FGC\$^Y35%|94&S2?
L6>F>+&| MEQA';YK 9:REB2=&@W%-X|A*BFF60SSU=22KN>20T(|FJO^)|FTB.\$WF7 MIFK2F|ZP5<\$1C VB#)V>^G,IL"Y=SO+|,|3?
Q6R|92&@/KM|*F=ZD378,5 MWSZW2|*#X|C^AF I=-L D2W'L 0ZX.O31?%P5^L @0SZZE2J*EWENU%YY= M8-CP|YHX^+ (V|OZ2+
&|&|+C8S MOR?|ZD2T9+|Y|?|LORZ?|24T9-WF|80|9&K*|2B2\$DINI2|HNSB|7^O|+S6 M4XM,I@DW+|NR#|"B-
^|L|H|H|^+73937G"A >9E04MDM>I7? T9EV 3M|VY9;(VDOQU3A|*0K5|?>=4(|1OYEP^X)%NL "F1+^U8" MNK.|W@|N|H ZX^6|4-
_99"7MY9D0_5XN1N#M|I(CA#|?C2|CRW>>>E-|Y| M=QWXX"Z#V|W3U;P;V)S2K68L*CHBZOVLF^CRWYM)W^9#YW-167^17F:91;
MC(|102^P)=-L7EAW.3|DS93B2SVO> 1#4;EER*G(=|HUSB_5|HHC%>9! MC|=-<#K L3OD*2EVI|^C|I+|;SF6OU%ZA.*SU:A MR-
(-/80-E%P^=RMO;0.O:O:K|H|TS5;4 MF40V;E|XJ|L2YD^D4485,B|49%O96X<_HM)=A21Z_@P"HI*5-MXV#
|H|7H(^8T)*+MM0S&Z|H9+>^3|HG=(A358HDKH;?>8H4551P@K*4R8HF\$ ME "3)HRAW|PU SGXE2C?^OD^\$(31O(YE*WP;S-
|NH(|3Z|W%2COFLM4VQ^CGK U=-D8#G)#<R./TL=//1R*3*W|5#LW%F S:T\$ MN|@;,>O6J^IM<-
R1""%G\$P#B|Z0|K|H|I;2=0=8|-4H^S(A08)2+1)MKD M?SO=2M(?=45?^>GT^O^AY\$3Q &7|ZU/DOEN (TF-W|WTL2)^F5H\$^K*=B
MC|P=KB,IN\$,H(UW|4O6ETW;|DH7+1E1G=F-5=*I3.M|2RE,VU&T T1|O8" M|YB.S\$ \$B =N3Y^<(207;YX76/EF|NF""Y8?|JOK=9Y&#Q
^|V|O|_#8T3L&QI M%W|K|T^P>?482?>@=|=6R0.Z61^3..^|JG|L0%<<X;=-TA|G8F^3^0O; M;.%GL27\$P|(L|CT9%9Z%5V5C0&-
^T@860|HGS.R|QTAI+^|0K2+3L|@6M MW^_T>?>D)\$1U|=J>^R9IR\$|^<\$LU=-E&7YEKK=ZW|H|CQ4E5+;^8ODRHNH(U M+^_K=?=FVG*
<\$TH\$%#-EX5<=WR.(Z1^A2A-XY8|QN2X@|;62?2D;DL U""9?S8RZ.6)ZWG.O^@8V_OX<7|CMI^+G_-)|
MB|D3#I&22S:F0|95>3BNA6*X90H?_#OZ(D L5>2O6:4A\$Q6" @6||XFW |> MJ_&M2B3R KM&V?|?
C,WK|1@8W3|Y|QKPV2Y* ^&N>=>^,^UPL;B8VB +W M|J>=>^<^<^7."P TPGE|@ODO\$Q2B%P|N;K&R_9.7N7V<%W "Z%|4BFU3|@X
M(^1H5=+@3YQ|YDA8B|C|Q|4Q|C+M@|*=\$F|J#+R|B O;K=BDBSC#02OM>/3;NOKW>W-.%X;SU92;_V%#P0>)
M_3PMIXR|8#DE;Z|H09 J.BZ.MD\$;JY+|BA|>#U0A9;V44*RY=<%1A96|D|/%
MO.X=&YFDNC;Z1EE24B;T2^R^47|(Q9L;R);|KL^3DHC,IUB/6G 0^F^DD MX3|=M6EHJ#-.,3O|^E6O|^D9?I;^UN2YK MMXV_+VZN
M;|C^K5^20&^P|5|9KSS6YB%TZ XR=|@M#?^@-X>FD1Q9NWA MCC|P|9;,@^E# QVN.96L=J^ARB7 "U9OPA123|
(NX^190=P^O|^G@// MTRZIN^ZB|)RP'D@)77 20^BD=&>G0QO|H&L;^B^D6|TS7.26N%A^3;72 M R54JN2R35)&WN.E/|E|&8%
H(^7..8.TK+;#Z|H-58^#|HXS|E|DXYO2U/ M|H|Q8>|CP;C7D?P0-YACO%|Z2|2_0 B1=>^+XVM35KH&F%YBH#R#<7FH4RY M>
(5\$HK6@Y#IVH^34E1W9VED90\$EQU2N0>^/558NB1B9@|H4^D@3E^M?7_ CT? MTJ2C5+P-
#94B^7Q7^D7BELY-44 RF^|LO/G3^0M;F08L.L0H- CX|E@\$ M>L1W5|! "LTGEQQ0L3W718(3|/%;_3.05/QD1-P-2|LN#4W+@|I^;
|32PMP M2%&Q|FUCAYY9F>)|T&R|Z;RVVU;8G)9DWG|)*1-VR|OCIS^1_6|;_9 M^MR-XKD%HA)XK^#|ZWC|(-_8?Q@R&P0;|6_-+|^
\$|LAV|9^F#64R0;ZF9- M6;FF-B;PULF2% VF62|(+% K+M|2\$|9>UN^Z^|(<@>|W;TY0?^Q6LUY|W
M;"Z5"&=>RXFE;Y8(^M(GNN,X,TW9^I5>TY55V9G/P6&^|GPKO>VJW443) M|S&S W#&Y=I-C;|A>=-H|J#N>L^A4G6-'G74J7\$5-&
|#"58|D-W#)BU MH(TAB4+7*\$5@;FK."EQ>^&AO\$S.LY2R)EF;T@SHG0N^01-WW|*%K826F, HS M2B2^2&K-
U_8&7(ROZ5D8W74MP;N)5^&>X|C\$7QT?;Q3>2%|L>^O_4BB0 M6^7C-1+;C|N=-9^HFF0*441H7PT L+/R16SK;Y LO&IR\$1@6>=>6);
(V^VI MV|X;X.X.LTS\$MEA|G|G|H0W%ELWV|;6FO "Q"+\$|O#%|EC&C+|GZ;"K|P MZ+/V|JYXO\$4M|A9|W=-DUA_2&O9
O.HK|2@ZBT&6L4 (H2ZXOJ M+K6^W=-E2V8@^Y4F;B|O>5|_ M(U9BKVW|GN|A);"-3SN|(ZD@AP55ZFK"FI|J\$8L/W0C9K|1-
MM96FTIG3 M;H2K?<|U^3\$C&A+ (DDRZ(XIVO (Z _IN5<_42;|<C%*|<4;4R%)WQ6>T(AUS.ZFTE;|O/H3K5=\$|GEF#Y4)|#@|GYG8\$1
M^@W@+>\$>2NZI5\$E@RP-(\$|8O^\$XK|^JG|7^M4E2_54+|^>A=YCG@0T^OP = M|8" B8F)*@49RU^DP%0N)3>_ YM;-C+VLR8;
|+DOOC^|GLLMY|D9\$BVC|^B|A^H4R5\$ACPRFC6""QUUUA+^?9U ML?3DJEP#(^K3)KM|(<J^0\$<+CCXT/QKG4>JKUU@7Q?
|EY>^|TV;YS>+MUMZO+FY;WQ7X|P BL8C_-^|Q6?C9|H&5X#GGA>Y7CL0YXA;=GE^X#1 M^>=-X|AU?F?|O6N6M^@S>
J^*|7V\$G|A/6TIG/9 ->+>O4+U<2.B.N+)^G MKQ6;R9W*D*##ZC46(E)H\$(S+ZZMS-IW%M> M|L^|HPXGD-ZC0H!
(R5PCPI^55M#RIQ|%/DTYLHRE5LWW|UD;5^6=P@ *H- MDOW|T+39XK*A;NMS|8E M+3 J=0NEC7L55 C<&% I2454KD.?
UEI@EYQ2E6=O?9)|4 _P//WQPN|1P=M|QD?>V>|B62|YQQO;G^_DH?+T005SXKF9&L<8 M|)|<@;X;BT1O6;&9F2,2?
K<|Y14|/7>KJ3W)\$E4C;%6=L1*%M KQDPEHF@A85 M(L^W>=-6GX8V D8^F412+2U|OKA;@X;W(W&|!%9|LJ;|^4^|A2\$R^JM @?
MW2BG9PZ?B;@_RQR+*?3?M&P^G)HVUQ55| "2FFS#-/B|^;@)^#P;|/%!
M|MRX(P;|G;_C|8PO6/U3671F|^05Y^_4D|C+8^Q*|L|YR54VG^A8A E+2UF M_%BO-L2E-
&@C@DLUJ|YDV)&NILE+^YL;^D^L;WZT3DDY^NU|D|R^U|X9EL MTJN_<G,WK^D3G|T?Y^W EG-61PUE&|O.3Y""|EUD/YUX|6;|*C?
0^F2+1 M?;MF6|O|YEO=0B%W(H^|+^>@SAMO^TP"-PXL|HX@|^S5WYU>5|KHJ3Q.6M^M(MLELF-
R_%|A|>|=|UWN(-8)#ROFSO|^UBUO-TQ5VLO-?|Z.O|7&B|V.N.R/6N\$W^DZIU3-2^P)7ZX|*6M5 M|8A-J|FDIC0K8DIZ5<44.3*EEK?J;
(*1=Z>J(-M_A8^H&?#TGU>VO_MZO3MX|W(7P|PGW\$U BV M3N_F6"QZO6@-BJH-
\$**0H^NF69|=3H(N)*H@Q>X=D|U;YE|F;S&Z7SIX@&MZ|52|M|Q?>W22M9NX?^MEN^AG3"-+ZD&|S-
X|>D^*#8GU0|X|^%W5PD\$CQ8Q M>+&E+|^+2M90D|GU&|?>+&O^;7^|9*D1O210S68T?|&^Y6%I""75O|K;
MT+|DYL(3X#H?3V|1^962A;_&FW+|^M%/6.Q=<=\$C|)6Y+|^OW|RQ|^
HW.W|TJ>>XT.S|H6QR+^NKQ5;_@+Y52FLIE@_SIV|^<+X6DS6G_KV|^&3> M;HC*AVI=40975|@F7"N+L-
&|^@M|Q=3|DDY4Q02B<_9X%6Z<_3|A;|V31G0_1Jc6 MG|VU+^R2-HKGBI?N8^KWP^LE+A*4IS/2|<@*2%)?X^A|;F0L(- MU.F-E
M6R5>|Y|8V8+9|T|S?R7D/FL4W;^|XDAGPOVDCL|O@M+|^|XV8T5 M^S<9N528|2+887?
|H&3=|^AR>6*,>WV#S;L>A;|LZ|Y>|>_3(N|X(B2|O|H=-D ML|S^K^QO^B2R;D|JNY\$;S^U^|H8&|S^G^29VQN%VQON^|H|CX(DL8\$|D-N4|V
M|J;_15|_|@S3V%YPRTBWCF\$Y3F4M/H=K TJMTA=(_\$;LH M#K_8N%*N^IN2S^W1G LQ59RFB<^X%G^U^2_)#@|AG0Q
M800&Q9Y^3VYM(W51^_DSB6H?P6|>=<= D4J-6X;Y^9^T|S;S(^&A|_|N\$ M_ZMO/P_8A&|
3Y(L9|VP^3^D^6@<@&6LX|W;0W|5;S7OCZ2 C@A5?PJ M5SY>5_K1O-N.OX?>314&S;J2W8D;@/"#
V&P^QG1^4>O%SC&T%.\$PHO<0?E MBOB-/S&FGTX=S7=ORDE^U=P/EGMG|V-5^NMU/67D|FDY-HXRV7C#_8Y|
M>&""G(Y=L.D.W5|A31?T""Y7|G)53.5;LAWB8|HWN|5Q3-T(O)^O;=#^F@|M;G;?%L HV9C&|ZSMB23^W2|?L5N0^_BU#LQ\$|S)\$CU;|V
|W40GZ|^M_FMEHH.W&RY-YG^I6;"%Y+RP(T-3FE1S(T @|^|?>W0?2>4);Q^M<^B M|YAM@C#|1S+|G16%Q|^I^O(?
2|CW7Y1O<^P7?ZP1CO+DO>W;Y5="||HTUL| MB?>F**66.X;#7|>8^O>OY0Z2T5U#J8R5R+0W|DK;006T=SO^#^2\$).DD902
MDZ^22^I0X+^MZ#?>J;M@|C4NV"-WY_NTF3J|D)55_+JF#4%|M;X(<|78NBS M%A\$RQ3>C16_XGSL_RWA|^K)Y\$4|NP_3M8NR8|*B*"
N(+(KQUY#L_*|4@_M77^K|I=-)1DN<\$EKL;#4;YH>7+5:BHHG)C.CWXE|^FA+M&^)*SGWRX1;M-4|H|K2\$W2YC^U|I-G
RRV^W56<6X5W^C7|_-%GQ^F MTCG3FDZ8F&|1=ONELQ=PE%IY8VGH|8B" MKK&41^*1J|ASE|507WY)+47 M^Y^AAZV>==RX
2UEZ^47Y0N=-)|MDF|18A|4E|UOM(NJ82KOHV|3ZKR MHG#C(U5|5OC40E/MB1K% C3P4F0153+R1Y\$ TK>8B|O5C256VEI.6;N
MM-RRX?>AU^A_R5=59E+&CQG;C5|0>51(W;S^*M#5G;?^#JN^ZTKFRWQ|0 M462B1^9|MQ^+|(1)U24LN^4\$|5M4*FBB5-
DR07^2N;I9(\$MO^5B^ARK=7 MN^V|E N2&ZWQEDG4 2(NZI9S^2AE9T?HIR^89(RNP\$6W5_C6DU)>H_/V0
M=6KH-0%T<^|VTIGCH%|G=(3WHO^FO0YA)-X|G|T-B6&S1_PWI8O)PX MC3+?UT|74BPE=DD3Y1(X\$""\$^LG83|TQ?
FIVXV5SLZ>L|8|2Y^L6%UB>M?GKU15+^GC8RYMST7K|_70KT6)S1MTR6E|B|PF#|&-IM\$>D3>2W&KMH.M?252?TC?QH^=S;
<5.F|S0&V1Q47H5|MIY%G_#9/ANV8 L (+H6\$8.>+X+ M %7L|(^XZ\$2Q\$<5K;H.B\$;7|K4C7L7(XLO3X+|MLBD|C285XZ%#OBYKG
M(TW;35A7O+56OE^2PBZ;Y# =Z)F59L\$|T9@O?U^8ZN|F;OLBD-D3PO086Q%
M/QA0(197EW6+G|B|UKV1>97&\$|^X=G\$7PLGK1)|H^..IE.<|Y-)HKF?=\$@_72^HLDJ|L;'+#2P\$(22^S^7=0RSTJGF\$ MK7Y6SA2-
W&L|QZ>2O|UW#0-WX^|HLB|PV|G;PF/9D^|RBI#-C|H_- OKM M^Q^UJM|6-3|) L|MUNC
Z0MA|C50NAE\$0V54QLUX|^4G6|ZCS|8BZ=H7)Y2>|7;?TU3;#K&98\$1Z5TG_ID(AAGA|@4/O%^*1^? I
MFB|1|UR|Q|G@;8|VN&+H9.4E^QG;|GKO95^X|IO-A_NR?ZLW?|I4S|KYHO
MXE|0Z(WT14A^OZN^SD8L.85;R3_3XB|T^13P6@AARL C^@8C|O>5)|OU^_<|WRO&|YD|=) M|F|^9UG(<+2X|I>Y3;A0TW+X.K
|V|T|7N^N^YTY#DERF62;M^#3>L=\$ MP6 X-8HW@64 JGG;|^_CEUI^|?Q9;_+^#^|4K*B48@QR72%=-VL.SC;Y4 MU5-9?
U|B+G248;&6H9BP|18CXOD7_\$\$WAI>YA MB|X;0\$R?M;KV-AQGXI8V?_EK7^AM!=KD%N&CKZ_T#^A|^<X;?)CW36H

MAK*WSHYEC@SM(3^HJM/L-1%&L-1>U3I=-.VO+X71"&X\JK"IVH@J58EXH!M!%KQ8J2A2*EZ2T&%KS&AQ22FM4C 4D-0
CDLU+;FOG6NIBK0F<=:R\NLFVO;M.DSO7D2YWN">X\$-6|<21-XT-68H3;1- &S6%0UTTHW\$T@3% S3/I7?>=F. " MB#X#<
<)>V\$;/O/ED5+QX2&IAI9#635J\$P#<@V7FU;2C0C0@.D1J2C@;W M3R5C:S2@1- *R|[%# D;R1&9NE9I7;7K6.Z0C)VQ3*V**J\$#>;<
MZJ,E\BD!;:\$VHKFA/2;1D0\$.#1*=\$)W2+@Q-.D0-LR5GCLX^:M\N&F-LP?I?314UFW&+F\DFG-5NFX;N5?EA^X-
8TVW/XI;W;KJ7.DD\MI4*#23 M2B)M>R7BV+C#FJ^8 (E(IM0-QWZ)08V2V)Q96IHP>NZO#7..02/D5JFS;2 M6?("<
|+D+O;VM41%N"CHS#L;SMPZ;V M/R2B@;?I>?R*B1B445NN,77,5XL>?KJBW?DD@L"K\H(+,4<+UB8&L=-2PA Mf;2;1"X-@+<\$A\$
|H&+AC=ZS);/H9-NM,F)3SSSQRVH\AS>\$MO\FQY M \$Y83 C/M;U.&E%XTGJ3-
72S|-;KF.C&GR.DZ4/U.^LTE97ZU&:X+F/QFI@78XKV LKC(53VKX\$J0&1\$Q=(C,PI9"&W\YJDO|&B>E_N%Q. &1&L
M\RE\$SN6JOE8\$5TZ;D3<-F^|2<\$&XD<^|V& BT;7E,F\DI 4Q0S69C;&^U/L M#0-8GDKPK9W*YA|<#;VYI83V8QR5-
B'.UEFJ6A1\$P\$X12G<?7B>|LD- M^2Y<6&ZJ1#4E\$3J1ACN>G-E)0D-ZYGG MIJ=84=U;UG#UO-
7V%>B5E)/EBR&T6QXTG";5W|VVB;HJQ MDL;M>4V/L(#<Q-WMY3\$Q;Z^T7O*H9&V^GC(MCJNZ-3FD"ZJZA7/@WYR=Y?<
P^E3/<^>1\$MR0\$5-(O\$ E?C?H\Y23%|%)Z MA +<|=I?J5ORT3)Q7NSSTLLD#J2VQ^+K6%CR+6TYDI9R4ED;O2I?*>^#Q\$> M\GOJ?<
%E@RS>#O5UYV<UMSV2DR@R->7> M3%B+QH^<^AL1:"9XOWL(T&N)N2DT71) <#K#*P5-ECXV7- P-4MR^J+ \4#V
M>GZ5/O4W/L:WO\HN.K ^B(90+V5R5HQD^"@<.&OKJ5@+I+WZ9 V3Z/ J@25 M.>#OIZ\RI951Y6N(O P:P^>V%Q%VZ% MD^<
P;5P=Pi>|O+M^<8^K\U\H\WOG.ZV\LWf6CJ5J1FCJSH-+Z\XUUP5 MPWJERZ;3>O8=D/UL1U\$TOODR/VAVQYQ4#N?EKBC+AI?<+<
)X_F.3.;B'=5_Y:6"9G5U MAQ^2R- " ^+ECQY&GBTW"7XYI\$;D044TJV (M^W3_1@1=5 MVV\FH|
+Z)E8|@7GGC.1%7H;V+92^R-YM\N5"5JOSSB@;+& MKAJ\YH2T M*BVMB- "OA*O=1TZV#>=>O"X|^*?G| (Y,I7<6#BXH+0T-
I^9\$F4)K^AR:(MYP\$F^T5GD\X(WQ?>S3+L^E5DOYLPX\I\H_C\OE\4A-<7I5%>3KZL9.#3K M@;M/^;=:N^*IH+6P-
9JE:APV30W\N^LE7O\&R8@7.2)C(RB#?&1.0MLS M^P04QKWC/(7/*Q<(#U>JX^I(W2B)4E"@M/D#T7C)"G(CI?EIBGOI73L;H;J(I
(P%OR1ZH^IZO%RY/X>D:T- M>YURLN4 MU^OS;#N:>JY^6_ M33G\S INM^J"<3B(U^>N8FWDC^JN23BOKBD-
W);A+JBS(S3C.MD.>P^GZ; MZ^AOCIPR5D51QYF.P5!^I9>1K%>4+@QH?R.@;F^H\D6C94%WK=YY?Z9
MN0&B@EUE_XO1B#05;OZ)V=-NYE*WEUPTA@PDG8JN2W^RGF!D1+Q\FWV9 M%-HZVD3XT3+TW2EKK).60;f-Bf0_4JS_H_5_M-
L">QJX^I^R5E7KXJY4 M^0&E58L;8.SH!<Q?|@U4QSL9EHLV024"-2 M+FEIS@=%/AF ?L1)MOG.A^ M+ A^6H54K'\$
M\$!^OVP^CRT5UD +D^K9+^N\$JN:>|M%F%PL(H9HKQIU;XO)4I#>BKBZAH&- MYA-IX(COOY@D8N^CJ2L\$.;FFF?;&*G\^QID+
|3CH12K;|3_Y;A M 520Q.LX798\$;T5H9Z@>T\$=E3BM% B%;0UNK)K^'8S-?TT<|F^IA.92I M T5!&I#>ZY.N/|@K.10CR^CJ4K<(<#>+Z
77GFO7I;RR3&5E4HK GE2@|SQM M8O&=%#E3_ TMTB+@T>7I>B>#;&247Z?;M&@;=E5;JKRFW4T3T?F.Y#WF
MC;YCAA1^&7E^%7#GY3)P2\$>=YP>3;_I(0^1@<@>_3C;ZQ^<HDE|B- "\9*0 MSD) +RP(IZ^=I 4Y;4RZ;AZ4O M
UB9SY."6N@C6IK2R+U=5F0FKH;4"-VN M=|f40;HDEZVW\%ZOJ0RVRZ>F(T8,BES*B^EJE|=4Q\$G!(%V&P6>XTKY+
MFU)5XJ\BIKJ6D0T-S RO5A <#W@D7^T^FBP\$M.1793J\J4^ @(>KAK>P_X M761)A^C=|H5N-PC8KN&6^F9.0F%
|O%);VQ+^ORL^#W>U^\$B^K2^R5;5M M+=4P+/319|<+Z+5^005V&3N(@ETO6<."4H8BSL39Q\$K0H!<L(N(T6"!<
M=K">+E>E9.M#H;RZHON<+G)A0L/V8Z9ZGMR34TZ@8A\$<M1 M.&(CT3-CL^TK=J84-?"7T^3U+^T^IU>@%\OK
)A^IYK|3E(#!:HG08D*/@f MAS7HJ^TOKI;PS4G)UJHA\H42KCI.H7V76(C-Y/(2I55RDK^F%"/^7) M0W_13M?;f;U_>+YIY^*?<
2=UTGO_4C<0Q#H6^Y6 M\WVY3L(KMO)7;Q)9_!FSWPBU^?2Y)3|=7<*B=ER*\$L^%R5;A3J>E<5 MIZLO+D;Q.\$|36J%D3UDI#-
'75+^@9|H51%|G<A>2CKW MQ@Y6S="XTHJ3&JY=K;?@ M)ZTM;7/7+<+4/ROB4 LO SX^S8QYRS.*|BQK3?2T|V>O M^EYIK<4I.%?
<=>%7EEB^ULS1Z^4T(GIK2G- B8!;1(C%5G(RPX\$6HJY=K;?@ M)ZTM;7/7+<+4/ROB4 LO SX^S8QYRS.*|BQK3?2T|V>O M^EYIK<4I.%?
X0V\X0V/QSMD57W>A! \$JL;CSP_5(OL5Z|&SCFIOU&4N-9 M=YHX5NBHK.->1V?
QORBHA694RY^B\$^5L V1+@ML>3_\$\$JOZT^H50"/XW
M2F7-NTVYWA0).#QG7ZX);@AKBN7@AYTTOIT6^W@;=LE"=\$>WPNV+^SV2C) MW8_UF.XM^J1H;0f0-
M4)+6G8,ET2|L+HXFF9J;M_2CV9+V;P6@RY&@\$%3RZZ9R@+/+)0&W@05BS^_IGS;Z^JUGO@O8-0|&KEBFF)EBPM#T6R?6L@D3>J;I
(2A M(3X?QAU>6B@2.N;^IQ"H4HZ;/#IR&ZT/Q-(BPU#^J+L W41AUBY#H)*1&5C M7.K=M8=9P10MYIT1/*Q#I2+3-9 M7%<
(^\$LAPK,D5#EAD)&=G8G?57>DJH^M#9V143 PK9ZG|B/-78%?2>O9Z3V0OZ;B"V320P|U+;29?>=<19Y\$-
M",L>1+Q|NB4(CAXP=?>2_8^2|&GZ-/O(4I2N91 MT^")^_ \$BE.ON?>7CXBKJ|1H\$.\$^|@(|,H#7%05BADGB5DDQ^ZI(150F?M!
MKHLT^O D!*\$?&^<^TT5XCL4 3^<(E(+;+&8@G5=3K.W&9S<2B3?E1\$TN N&H MS2\$XDLL-L!QUS\$6_&5MYR^C74-
X6DE,4/H_V<"POZPRJ|H8GNO2"IM;H ML7U2)2L_*CW"J_H1MA2E-\$'C @R1^BV#NI^*B6^G^%A7Y|I
M<=N&2;2;3>@FG\$;U_PC^2%+ZVJH;H7Y+G07M23FX&C) J@9C1Z;THZ^#R
M<)>A\$#^Y;|B8VW;D;D024ORUO.DGIC+ ^Y^IKBJHUQ;82H-|5%0^%I^ M>_3&|SYB;_635\$;SC2C-
5%VLA50P|@BRD>L\N\X5QH_#;|SWY|_% TITV^YUV^R+?^;J^>+X MR7I9,TYHY>R5! "<2>36L71M+Z|P#!&MVFU/U&=O_7*
|_# 8FNTX3_0*=\$ MZJH%);P#FC-4<"DQ7W7+GVEC4I4E^XT0_>f=FJ^9YCFKM^I;^:V\I9MTK=O M4S;5?
6.6%|CGG%HD9G M=>6Z;&@B1J|HE&-|@7^A=0K^E\$KXVR-S7\$U8 MJHP#F>^6&-R^@|K/R?I>_W);?QI7WITHB_WMB9A-6HR2?
+IZH\$J_1 MOO&0.NJBKIE\$O2I^7I6^K\X^E^VBZ^WCI.F1YLR&5<^J4W10^NK*2WD.R< MN^ZEK^AV;IM&6LQ^J\$;Y LD#00AC40QIV
4BM0)DRX4Q@f|68H_5-8 \$XGP M?|IT)%|CRNPK+|)U2P5|LE6114>=K1+D8-D<(QN^A*7&1.\$Y^Z)|P;1_5
Mf;H>%.S.%6SH_7>T8G,YJ8R^%?%|<5CX4>?8X06>3"JTXU^58|H>A^ MKV%<^3;XNQGJ6)^^>T^J4H3;1^4;PL-B-
N;@F9K3&FHNUEW_AOA4)4VLH39 M_5P|HA=|6MUA-5@FO&EV\$86KJ|L;JIK50f-
B^2+=828L&^|KJH8\$^|B@<=IA\$;J^P9U&7F\$;FKG^54A2&>|6;HUEGSUN@S;6)U MJ1MTDIK=%OWE>|L|;|&K/QG+X@;2)2^N0I_ "L?
-R4%FZC^9HJ2FW\$ _HC^M">9%|>NXT(4W",D27PME|H&7K.01\$C0 ^Y.*XP\$>Y-O;P%?X^#;5+;E|
MDT=Y1^58W\W\|A5.5A.F8S|FH.QX;Y6U@GGEF9HP_%E|P>F;A+^4/L-|SQA>47UW16;C4@"URX% M0^T9-
57\$S|67HPE2RWN3;2Z5I7\$>"<6E\|Y-1IUU|^"QF71|QN^H^G" M6L/Q"WJ,E0LDIOM^3MQ+;|D-OQ<'5?W;2|4V^"D?^#
f;8>_X^N<=HZY@C-W MC\$N^YV=|Y;S9.7#M4-VT=NODO>0;D4+NXS^?4;>ZIG.3T^J)U2K;JH; MK7DK2B;K_?H5X;|
|HSN>?"*VL>J@.8#J^+>GJ=|E;9C.#Q5Pl_9L^# MKY\$IS 34I29>L;H^VI^RZYT^ISM^G^NBS%,34T8fY MS\$S((+JN5VO|E\$T%|\$/@&?
&ROJ|^R"FGH&^2UE6@<{5}_+=L/L\$B\$=#0^YA M.;G|S54I3=;O@|T(M=9;Y7(Y^NA1S18_5W=-G;(7B.1#)L=-G<?7B;>Rf2 MA^0V?
E>Q>P-H\$V@YMISZ@70<X8J2FXN1JC;#>(98^P|&Q^5Z@F4+@C
M+OEXG_43Z5GPN;K716F8P0>R5Z|&SI&K^9=2WTO8L>?OKT MUR&P J;L-X|&LA5WHYOM&7PG&J\$K;&^*W;fZ-51&DVG5JSJ\W|
fUE6)9SZT^H/G M2QX_Ib91|2\$W\$G)A|&6P51B1WEH@>7L;X0C^fE6WQ(|#TP_OHDZD|+7^DOE MI9=@_G^D;Q4R8/QJEC-
MLY3>526H;NP28^<G^4(K;2IN?>BHPZ5;Z^ M=&+Z^_8=79\$A3W/W"@.ZL#13N^9?^OX)JN\HV_7@F#<^E;X|+I0\$);_G7C MA^*U+<
>N-Q#|KH5_~WP-A)~|(7CGC48(2P3;@W4T)TXI^*|WR380=|R62N\$ MN5QJEOBD^5LP_3H\$;%C|H(4|C)7Q24<^SC."(f7W^E/M^
f|1 M>P>4I7X8MZHRR6^R<=0.^AQHHV.CJH1_*E^f;^7M3V;4I7_*7%OL MA^HMK|@M^O^VY;|
f<-5@DIG52K%&C4B7R;S6B1ZIW.5QUBU68U6^N8X^+ MF2HGH"-2M^<^TY4F%<\$ZX%.R2HJBj6<^S?R E0V?
P)BES18&^RR(ZIQ^WIMJ M\$5LLKGM3\$5L|P|>)\$0Y;^XO.L MXD9T^|S^Z;6_3A^EC(L^)^#4+C>S;J XVS^>Z3\$FH.TN)-U\$|M&^?I
M^"UPf?/HSJ?!"^701.VE5HVE^?K0YPI?KG^I>PW^M^?0V%_D;C^K_S2KT|)J7_3JN5_A_9>|LK1=XIG.S%_7/5LT.N71|<)UZOER
MP4DLRBCBY^<9.N^0)WHUQ^8_U4S;I3&C@KIG^1\$GJO>?SLPS8H(73D7=8
MC<^%AHFYKJBY|TRIO;)&)"O(&FZC4X=&A#O&LA>R^f=Q_N)XD27T=;R6f.V^fE^0^TIDYAB^<Z M-."?M@=Q+RfYF^-=^|C7-978;09@?<
%7>);^05|)\$;"B-Z|TNA9\$)9PSR7 MJKH#L_49\$X64269&SfMY?Q?2^fURL7PLW7G6X-HNA>N+6?ZK>NOHfYQ;1(I
-M#4>+I12P)ESLCHLW^Z^VS2HQB;W^43|C1X=B\$Y^f-V|OIGLM4H>@?@?1@A;W3^BAA%|VGC(fE|Y%)V#09L@.E|_M-YX;f2V?
(6SRIC7)2MO=G^O^\$ML/F5B-V2OR8WYM&-OH\$S(XT<f<@<_E MV2C<0H|P|f#<K-V X2)(V>)^E^VP8HK^<^Y4IA^7_7X0P?1S?5 MHB
7&+><);G2A L=Y20(ETM_Y/I^!O%V.;OA^X.?^4FDZ O^2ZCP#R=K7Q96PK_UVE%\$ M2";+Z7KR938KH_Q4Y>EHYT^=
MY501fEP0KB7J8_2\$MR&8)RZ3<_6D3Q91.T^@UM_!HGL<L&4+^#3.B5ZG M2.1B8K|7^@5=&#P%B?
(NTL^53Z|PD\$=A0\$F+PS6YB2KZ6f9ED.6O;2EM M18|Q)^78?E%|S;S^3UD4W\KV2/0O7V_#R3/*W+=TEN MFL;|^X^;YZ;9025IE-
QLUS7&1B1T18=<@^|U4B>^f6+I9VC+^fE)9_ M)Y1ATW-17+>VCI|BOB0UE;5/3;TI#BAC/9)S0<^1+<C;3+NF^I(Y^T>MB9
MCK\$S_MRV^I^#@FM-WD=1\$KY66XS (9?5C|&GEQ^KX^fLBQU&^Q.;WR(@<@C^f MFJ6NT_QX|FO/=N+<^1/R+;1ZK.O8EUX-
MYRCCSZ4= MV.6_CKCH6Q|_XOR1H4+N;LHU>69G?^\$HNY>F^L%+A^VRM=WE.B^&;Y7+WY
ME&XFEYA_C6YT>6O=0DfEY13M3725YD M2#WL8C_Y7Q2ME27D10_D;C_I0f M6;2D9-69#>O;G^V^JN_4-3 MH%IU3R.1#5&3
7TCf%N08T0\$Y5D1K68Q=&BP=fVS_!LHR12/Y0P^S8HKR M^fJH2LGKD=0ZV2)3CRD)"E;U\$ T^T^T6)^L%|BH&6@?
|W8M3;#ZM9IQ.2ER6 MAH^5>HR5U(R%0=,KW>DB^79XH-K%5UO4N9H5_!;J@T=-|2K>;B=E^GL+> MUE 530.5ANN T^+^#O-
0D).7@>9I;9DTG?0G^M2|L40\$X;@S>S;A#QO\$|GRI MK;A9X^<G%&+6)|P|1#_#&#D@GX2=QY.UA^_A7 M;703DV9&R&2|4V2|H1?
=EXD\|&BRTTC9%#6+^#EJA@_9!OUIX^0>7@OV M)ULX@0MD%R|@|86AAZGVNF=2O<3.T7VYU_BA^Y^ M9SP=-f(R M_4@NC)7D#53-
4.4OHLV|_4\$WUQCXUD;1 M^8;7AN|@S7#<^GZN;B1T-5X>#E@P.TVYGZG^6CGI5I5V122_U3^%M) MQ5AF9(fWX?<M-
^VHfXSI7>|A>P)5%WE?D@X-RK_7S.7(6D@#LX>Z^T_UH MR=71-QFK2G%TV^T#;F3;3RZ+P|;|AN|4^N.Y3P+Q@|KY?^P(5M;J^R
M.&L)NY3_>S=-E6&Y^#KZM_~|6+YE-3A54HK5)UTO_Y1B)f_GA;fU1D.f MP&F_4I>J
(Z;B=L9S2LBROU|<^*S|QU3|<^#9M9DOIF^5M8=F(9#BLKXO1D?) ML\$X|P8583I^<=|ZQB8|QD^7*|H4U/QB=VU7!+8<^>)GO(9I-
R/OZHT#0;I2Y; ML2@A^Z#>UO^H.G_AUKWSV^4Z>92.T^?>QSO^MG7GF.6^D^O19R^<(6HK5_-MP;|^)AIF?#E|K|
#!4H9Z11M^U7|X/(S;VU;^>F#UIX3@<=>7.(?VD>|&#&97 M#>|8#|=C|HG0R%I?O?L=-K1HF-W8>U1f45#<V

MWL:WZS1\FD1D0N\@32;+>Q/C'8:B.1\N'5.(%=>H[W>2Z^~9-(\V1XPI;U+(M106E*[-H*Z1(=&A&UPHFE)2,C-N0T5T
M4:*X2N15SSG>JG =T7f1X'2X:;<#&J\$1'EL;N>)> K8\$XP1\$%I>?<GMTA &B\$+ M,K1Z45 \$#',T:;#XW;1\$31@W"/>D:X6D-HJ-
#HN-74RH"6;UNK5W=L+K\$QK M/O&4/;/#15%>14J17"/M_<3 "H2\$M23567\$;=>YDRY%12L15T(FS1M)A=JGJM M1L)AQ2'38>)VY3-
ST7UZX;J-48X3?L"(O2J9<%^JLW<3.C#Z#?YW-1I? M1D14J61+JJB =*9X^?>6/P> S92&1!62GS2>US(P\$B_?S2%ND(=1P16RY5
MT;11614)FSYTK@<CO?J9%?7(6/A B>),MD/1PG4*ENW7Y95LY1(Z1WD)G*?M)K9+>B2S+7)I"RT>EQ@J(MMMXA^Y2_#FK N;6%(&%P-
C.W/HIPJ>1TWV2 M+C.61DV93,OKCPI7G\SG4,W6.VT9QH1\$R71E*OBRWYA%620\MH.IR+44MDLJ"!<VIG"BB.%&^~!K3V+
[7X]QVK M+D+PE..P~P0/L)IS=N1J?,2=8<"3\$ZDANX\X&S(8)Q\$* 5ZG."@H>S UJ? MT;31Z3H30 3YQ.8%\$Y?"S/6-1H0?6HK0NJ_-E2Z/?
ZZ"%O6.)F M MU(7*1T-RWPNL-M;5JZW0C76PA=9"E:H~^JWRK;"#&[L.KO66TfU<@6D/>97 M.
<+H12K;R6H'ZCF>RNDSP8UE8)J?3A. MLSO;MJE&*E33".R;U/ ~^~5D>F;XAK6WPV;2;*GQR)B018(N,WJ9FPE_11 M&HC4-
(P4~1~M@21Q;13Q1?2EI2=@007G1K6E&@JF"~R=XG# PZJ(1_ MHC2
M2I&W8EF~^^(V0W1PLC"1#<A_77^+>2%#1SYIAND+P\$&1+Q3'IN&.XN1/K MB;1;3~17M^~K?JL12_L9IR9TT
MT;"X;E7/S;U%\$CCNV;~#10F+ "SF1\$ MZ46 RX3BOYFF?Q)? F)U!H_R&;/>~"3V3 ~^7SSS+X@<^409_ "(JU2JGR3@ MCOE_H89HJ:>
1'7S*3C9R1BQU_10F4T4.90#VYJ&H8\$QAP1VP>1Q*P<0TD. MYM~61*~EBGZ.K01_Q~*(8\$U3'T2X&V/_#XEG0#3*HP6?:2KCF6
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MA42CH3@</(D1-8FAA_319FC2\$S~P596XL<~J4)O12WTK#<~K-V-OF(T#8F M201TGRXBQ4)0D6ZL(XT@ "K061DIBZ_4.DR191-
4DO/U441P2%GIHOZ\$E+4<~ MI(U"XNHSQ99\$(?)&Y-RZ#Y0U!>1W;1J?Q%:%CBG)HY%.;&X23190EMC2J_M)%D4M#R>H*HJ#
L4\$Y@5_00K28FP9ADBAF=GPQ;04O12;1J91;H@M MH.\$A21N7.0MFWR6%B5LVVP/OK1@1L<1!1-F;-JT'M@<5G."X@L-E7PA13UU
MSB8+U6/G2H+1M>U5'9A)*OF3.R>_Y%=K00\$^8U1055-1XO.UN0H(J+~*Q>1C;@A2NF.NGN@W ?R;@)H
7W#YL2.OP=>GL&9T+>1Q;T2@1;GDDWD>EU= M23A1;D414NX_X3L1S10G_CBOA;T10'551*YPU_1SDMWFMJF!#I&GCT\$
M4D).\$F8IXUW&7=@ O1CF6A?K.19#V^<DN;*#O)(EK.\$VO99\$^XHC-O-W&-VMW001;RQ(?VR#FT=& MF^GAE4)_71HE'QF9+
<J!>N >~(3-D M#B7;C^<901.JXELK ~!%X+..\$J#B\JC~<49WK%6Y"XF<~&AJ#3;K%>4 M#-
AP24.J.C'7@<\$.N=<\$.N=DOS#W\VLBM;9BMHL%33+U?RW\<_4EO35;JVW
ML1+Y1NA9;1@1TZX1/QO#"T= ~)H51%+R.CK7F@N.N.P.JANH7?@29\$.1#(R1.W-.8);~1H72@_ML/U.3T.C)2.CP@T8_J+V"1?GI>N9T?
L1+ET;*B^5&[ZG70TBLOC(T@OW\$J_MZE03U19"Y:S(PU>DN^>G1'D;~H>T8L1L.BSTDPI#&X861YY= #<(ZQ;56Q?3 M
_HO5Z<"N@3(1;3N;N&Z\$P#1_KUH>0^<~P6C1OECH. =~1<40E.+QJ@G@(<= M312'X%-2=>1P2_V1+18MC6~.RB#8Q?
73"69;~&B;+>Q;16HO;PM&>~G1QSR8 M4D'BMIS_M?_@<~RX+TZ&@'B8R<~)"FNT@>14U9;9AIDC+M11Y;D)@UMAF M;4?
1A21L.AOA->R15CZ/C*1#O>IMIT_7^..@& M(V\$8'?2?H;0CY>>+MYBGJ"#AW>[&#/(0'GINOM(1%Z%N2""UO-J Z#T M1;#2?>2A9?
G/4HF&+(3L_)U1<4HUGU;=>0IE9DUJXE)/5KLB^T.RX71.R7 M85+OT^LSP7536.D1731?X1=32K(<~^6MU'H=2*Y"ZD<_E-F&B#9Z;7
MT9\$@O561?1 S\$~V@GFC#H:10Q1*L*H0V1HB67(J+1E1"Y;O"HTF*UU>~(M*RV//3DUH1;H^4X<8C715"(J+1E)?P@%FORZT2X_+*
WKN:TU1BV&J&F9W M_6KC28:RBE1#BA8F8:9D\$?DWWY9?>>6_NRO;9R1>F~;F.WT;?SR_K=MU_K M7KQ1K+>8?U&+L91S.8>1CL7?
N5^H>1^<00^?2^<00B#3YHIGX1^~<91#JV_1 MB7F_81M-YE(RF+<1+V1#;GS9K<7T2'\$21#"#)<1D5(2DX14PHR*1=,56>=>Q*
E1=;@JD1(%H(XEVNKO8+U15%[_]W/+_3T@=NM&+~M6.ITB5V\$NRJ?6J"V+3V.#=4%01<+K;1/=C;CA*GK1GAW#>Z111LUC87DZFZ
M\$=(~=>PS8-JF(C%)A\|M_1'2-#D;7S1<1Y D^0QR(5*\$S8G4>?8&LFUS47 MHZ(8>=1^IDB61X_A0#DE_~C?2XOJ&+
#PSF=&10VE16AGVGP;=DWAZ3EH M F95_1GUR\$S)*<1C' J&YWS(XP'69;E)\$ GEH/R1^>=>@A*?);Z1RP M8V1.KP+*1O#3O^~<~
~?TYSYK91Z2BB1\$S0CUMR&(<1.X1/O_~X)S45@/ M=>~*UE%UHVIG%7~<C=[3OI&P<85C;Z1G>C>~&3\$&24UPUG5\$DM_/(F'
MI_Z)K+JM_1)9#4Q;&>W~"6C8*E1YE5'_R.S913SHW4@_VU_8^F1#D1D1V MX6RA14)1T;C_(\$U!L)S>1?
F<\$C.CW>>^/4GR1QA'^J=1'WL;@F1 M*Q*&1C12N;1;9V\$H'ONTQF8MHFS1/04CRON@9.7BNHC6KS*&CE1\$W^#S7
M5FM4>_S7MAY>M/RTR_6REH/F;+;9BA10= A3;JN=3/L#0A.;_U"51D^CZ8O \$<5X M;+0#S.G+T5;9)Q6=1GF(FFV
4H0?)1HD)(<~^>4P5_U48&Z7_MCW3W5;+15;M1YL_L\$>J>S;1Z3&ZT;K\$A\$P0#YV/ZKB3Q;+TG/_\$QFY9_M
M3;+CU;1CO6F^8VRS1^10A\$17H_?1O1-6>=Z>_ZHVU^3N++P1_(UC^1GC_MN9#(#9F1%\$E1@+_T3S1_~GF2FY(%)7BO>C)GK.>?
P;5V%+?E1RB\$BA" M1*#X8KD;#?>H)(G4M/4!T*Z?G;?>)J*%9^?<1N@1E=RIMYMGJ?P1;7AQEH
M0)6YCR>OVM*HA%>~RD*ZT1XAB>1=+;R0;@1.KZU1YW%"/EE1M1Z""LBIK M1F??
#V1C%R;N1HVVH_165'1VZ.F>@>_#V#^+&7OAV/Z=T<\$9U-1E"~9OC+T?T M1=HMT"\$UF10V)C/^11;\$-
Y)'D1A1;4ORMJGZ1J1%G1CE8>W/O%KX1Y8 M4_UW_>91FV8161T"X"0?/4Q=&P2\$BDX9GXF3Q1@B966.4;&W\$FGRJHL;TT
M181L)WT8U/XTN_MCVV220G;F^+Z;E93R1"RK5K"1@2*Q?//..F.Y?>7;3V1RMZ33MQ;1/H M=SHGBP
6;YH1S>3>1K0; AG@<H^6@;MAL DQ4/<5PLD3911CT@/8<D MYG 1+GQ#296;B<?9XQ1A007%U64EMX_+Y2X+=Y1-
"B.61#>~&Q @ M81GPOAVG_X<=<4K=222K3AJ.EFW7<?<7;"TJMVXCR18X.C/70N\$D'DSA M1@/_+E1(6N&&1JQEEJF@H;V1-1E
_F?&+O"1I24LY@^F"G,T1H?26WU;0;JL3S19)G>)>JZ M>=C59Z@_G&?UX<\$G)66.1UZ-(MOA5>341K@+BTMK9)X%1LX1%0_X6J\$E^Y
M1X151@4=EZ#O6C>L%P;Y1 M?&U^Z^KFWW@GGH1*G_YZH1VE"8F1G;K4T)G
M0)6YCR>OVM*HA%>~RD*ZT1XAB>1=+;R0;@1.KZU1YW%"/EE1M1Z""LBIK M1F??
607;BF24/K(!\$^W41R171)M.Y""N\N<0/KAD&WO;MZA;7QO14 %J+ZK81S;B_L%HF@GT=12N=&'PS)1QZ86K#6Q^VU&0B
8E"K_CFI^S_9X%1+*@V ML11P+YV.U'AEH#86F1V3/51Z#F?2;A8;4GUF_9NCX2B9_7LGRXT);7FG49;11@*R3E76(5<1#
MS;GTM1R1L'G"1H=>#HL*UG.W3E<1W.6?Z(TE1XA<M.KKZC1C1X;210U51<1"FGH M^<3#VBBDC)Y;#BX2?QQ5_~6+Q^15CT"1^Q;2)4Q.&U?
=1CJVRNVL1Z1+1H M_1/2L@Q3E.GEY6.D9-G1YIM>_M0 PAHA270U51<1/2S;V7H'D Y3.R'61 MO8721BIGX1C81V M?
YYCFUS.K(>2 %\$N1RS'@VS0%~50.CH+L\$#+1J;@U2 MQ_+R\$LLCFH>16D=CUPKBB;+1_H\$;90.1R#SE)W*~;Z1T9=5;0NS4G1_>-7
M_5U901U+6*1_%SJ9<1#HL3>SKJAC(Q_S1RV1&L0T1F+ MG<1G1Q2M7P11W>_U%&)QUE*2-
C6=4LZ>_~F7F71Z17MG1O1ISH=K;S+ M@22A1+3T12%1F+13D51A6;XAQ*WD<~>9>2'2'6K&ZQH)701%T1=JEH7.& MQ-MR+F78
N1R1Y6_*M27'P~_JNO_~Y1;H(7T-X+7 M2<9#2=5P8AOCW2Z_1MQ/13HQ_A1ZD?J_1F 41JZ&1#MD;G?^2&41\$Z1G_1#O-
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SR+/@SPY>1=S3FL;>1701%T M'0.L;_O_1_4COLJ1C3U3Z31OX/P1<2^ZU.BD)W6WERIF(R9HUXC;KQK_&B M7CGE?S#E/Z-
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7~>~_IP#1L77MJF~^~(ZNDCC?OF0>~;8V"~D'E.A.C?QS MMSP&5f;O#4>DP*1;G_K.NX"O3_11=MYZ^BS1^Z(NE+^1^<~@SMEA<"D1;
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54T5 SXS_X;H.ZHF%&0YZW#~1_~B_&J0>W7891.#\$ M17P.9WKQ_1C_S#~U"Q1F"LO"\$4?Q(V3)1&S#^1Q-M A#D8 L_VD0.&#18FV
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M1U-F4LL-3QY8XE\$;KYD@9C(EY9)S<~3 F(JWP>#>U21KB62N;C BYIHS M*#1-M1FLXD4C10;M RT8CC3?&X9+>C%
1TM32T7R1L1D;FD6F\$ QEFB2D M\$3G1-HU1 J_YM%>71HG50BPHTZ+R9)WYU+CO)BN99P7C"SG60V1AUS2%\$*7
M;6'J1&Q1Z5MLB;@#~%)Z\$SJ17.V#2B/QNN;E&)91_4.@>O(M;EB25^>VDZL6 M;GR;1MF9B2%#5M\$)P-1@L@/E^O#"AS2G.7P5D=NJ-
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11+8* 5M1>31J1_V>M'754RC^#A@J1RE964D=H1AO=&IP\$2 T2MV;1N=G=S~L1L2HDYX MK83@PI.GF<~.B;F V:0%NG8_12=LK-
1_977K(717MY;^P^A*M>@87AJD MZ113BHWR.\$1O\$SY77M)TAONPX);15;_@16;M;C9C00^PH_~*1@TO40DQ9 M-E1E4H>

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WHLWW1G)*R;V2Y +RD(MVY#XV54 M,W;IK&'LL5&)&S;9KR\$4N+ED^CS%KY0;50QN;X+>SKSYAF!G2P'A- M*#=#75=YHL(6^/6:S)(I<=<.*8;.NL^8A;9ZJf-PK-Z"?HQHJXWG* MG-GW<,&;@;69\$Jf(Ul-3"(\$P)05,302f=7\$>/'J' DWSG.%;BVHX*?>OD MC=Tu\2\$V&^JH-"IJI;H/\$@+X+M\$8\$=IM344N5%G>*=N%Z^BK2L \$2\$M57 N9 TSW^7M;P>VYI&+M'Y#"?I\$XOK&EGG'87?EG=\$-^R.S8GX50T@/+J\60@\$ \$%Y36;[W>NM49) MF 36586SN^B;'S#;KBC#\$EV\LU+HJWKA.=4D43K0NE3.8GK(NV I<[P2D MF*]^5;?"OL#W?JH#L8#9W %BF57*VPD1+I<=C;X92N& MA7fV6S=10\IGVBRE M EHYOUNGCCGT;3&SS 3&O^Z0MT^V2K3T>6;E) <38>JZLG3+!> M^*W9U+ /?320Q.GN84&H^"%=WBN,LLXLD7^V7-P^O4KL3/%8G)M!PCE=%X M5-.90K2GF(JBM T# (KKVE\XJ@#? 7INJN\5WRH7L)(L^CEVB\MVXJV^"% M4=5A26HLLU'<'4X;4I<;@ (B)QE7;8L6V+O2\$P+^E3;I^5FF@+^C.E MDD;I<@ HQT Y#RNM9\K6&NXfJ<:8*E?J.I>_CX\CXWD^MGR\OAX9?&"Y+S MT-?OU&VMS0f;WYR<:89fT&1^f8^%!)^7;6 0ZACO? @YR(W+I3^T+2M\$9 M-Z7=-=1^QCM!>@^AA^INO/ 1V5#1;HNN4T^@ZKKN2,P^HV.QIC*6@^M^8PD6.Q ZWD;4=J33A5)\$MYKHUKI=4Z M,6VJ*A*.;1N9MY64)-#0B2EK@UU^%"A"3JELIW+>N2CY9JGPG*ZR;=<I;UF M+ #F;JG;BB@SR[=I^'GV\$8N7\$6=&@) _X(^O.HQ\$X.C9AXfSOP(VP(M\$%YL ""^6_HVR^BQJDNK?E1.M<A3P'A)_PHDC5? 1V"ZW_1%7Z683D+0Q!"-) M0)Y_KRLJ_A_JC Q%/0.!@T!>=6A5,=>1.ICS/W<@98FBIS BUQ=DLQPL@^M0 XH\WYfY^K3^WP<3^;B;E/f&;X*06L=4;@R@ Q W\$MTX\$=U^URN2^ C MI^"O894fEN fVfHK^KY(f^>F;XH@>^Q1=%N1R-f\$T&4. <f)I2P1E M2RDN3NWFfVX^G3DT VDS <;N6.9P05NEH!@%C5MY1SEFF&?"V5(TZJ@6 M3;Df803+>?U? _B^5%Y_H;10^3%)>_6R^3Q0E1C0E C M) &5.TL;f\$?RXR/NB@#820Z0V^L1 M^5UH;OHM.O^>=;IK% (JfT@VXFE=H3^fGF;^4VH;Tf.GE?B>)KL;CZY MPL@+M%QKNX^F9^>+OPFY^3RPS.8f+QJAPVC^L@C9 M0L_..CU= \$R^=@N4XAf6S&"8U;=FNC)3R^!>_ \$RUx\SAQ45^..=N5WfV_ MDA(5)2%L^*JH^%S>CD*1+?3D;DAT2S90NIWS/U 8^fZ(K^Y&K0T7)G)>Yf M+M+>(DGD> &8NT=I^0fV5DR22D>P2_A^R M,2f3P5?0Z^%ES(=QSYWf0LH)9^K=XS8--N<=VfSDM19GP1^f)^*PS&f) S Mf;L7UTS=XW9 fEUQ@YX3;f=C/5^X^ARD ZIE^#TfR(JA@CPM8;MS2;XYKZT M.6W8Z^HJ;^f+^7NEH^>^Z-&+U+Z_HfZ&-0ZE%4LX9^JR7,HBYKMP^WK%;MQPG^f+BW^5O6-&TJW?7f2A&)&C^@_)_H JN(N3;=*6L MN A/;HJ33^V378;(9L7RV_fVf>9Y_K2^_fJ=I?8^Z.C.f%JU?+G>3M MM-f+XPR+MD7EJfYFUO)N/4X+;UE^F;^ (K+)>4C^XHFZT(@fW7fWZU+>DH MD+OQ.&;_H8.D9Z>;>=6R.=PT2JZ^#)8f6fB>;>451W76=SAGQ+B<3DLH M/>_AX;SX^EC_..G>OX2^\$0;+P+&L86UD^E.69KGD^/Cf+I/N^OZC44G1> MJ0\$^9C>D\$;SZEQQ MD-FGE"-f7Y8.!\$Af_3U\$+M;A#4Q!=LHJ3.<0fGE;+H\$5-1>7T;Y2BNSR/ M;L2G-R8O(PZ'+P"(H^E+;JT+UG)f;8# M=T+ <<>ZMWEL=2U6KP MBW,Rf5JVC@DN!#&#J;BL5\$R^KQ+IC=H/O=Kf+9fW+^\$6^NfLM-8RU.AMLGSU MUTfLB6fXHS. <G;YSLNW6O@fM^W^* M1T^E1&;EU6 R0@&C^\$NA;RG5U+KEN _WXd2I8f"L;^6A/H&UG^5RP&Q 3U(^<D7fX&M^fIN?; XR%SZ^0^ULfT^T^Q0PP +RBZ^> Z+fUfRf>C>43>>5.H>f^?N^S^@fT760 M7^E>9LZ5.A;WKEWO&=f3F2BN=M@XKAB4G4 QOLJ@67753848,Y#RUVSG#f MDHZ?97>_LE7957fT;fJ^#E68GOZfPYA.1f0-AO)fH^=MSf;Qf/%A=^@Q%;KA^*AC M\$^fI5^PT)fYOP3^YB&0X1P M.M&2ERL^@=A=<1K\$B^%;H90Cf!fD;^fZ24UZ\$SNW<>ZFN<^T+B9^CH32fILR M^&^M N;R9ZCL5C0(C)f\$ K%;K%;PA;2F&^fH=2^?GE@fH^f7R^f!_X_-^78f M29LDX^+C79(O^M\$&->BT fE6fVZfH@^90f4613GRX2C(fSf;UEf;L0;G8 M^F^L;2fTGMHM^DL>\$f\$U fPQ/B13G\$*9Z?&^Vf!;+^fY-2Sf=T;NW&N^Z MJHEHHf)XZf!^<^T^#?>_H48UH>_DLAfC+&A^P_V_3@MVQ&P&02fTF=>V+ _MJU0/=>54R^f!^7C3OWfH8FB8f=7GGCTE;\$008 M%5^P.E5_A;#XP3-.80f3^ Q4f(VfD>V4N0-MV=TS24<(07@f\$Hf; H^%##^ M+I8-&2CDfHf;(-QW0/8;fE7\$X_..CV?_B_KNO8fI3,K? _09QT.fFR3fI>_MI=97%fJA0E^_XWSfHf-GXOCfQ=^_2^WOS=Q%;GF^Y.L#FUN.G6B0Q(4MN MGTK5#AAfL^C^W_-Z;^f V^*%XE)fY^9XI@^TN4^WM^Hv9JGQ3f)25UL9=WfL M\$1? M^f!>K3M^PQ2J_ \$Q&fORG8 CTf3f"L=2DP(W_@QSB^f32@C5%IRLKGvID Mf(=#f!fQ^/3f_VAf-MX 0WfUfGYMWG7+K/7?S&R4EH; <@M^Y.Y9YfTfCAUEfH^fA^f2< M@=f9TD>V\$QfJ0P5KE^6KX-8fA@^fJSfI(EJGN@C_VYZfIBZ;R0X\$3SfU^PZf2 MIDfTfH^fNKVSfIT0NW0Vf 20S8LOOY@<^C.X^fYf3fJ? JGf+ _DEfHfM.M.HPM&WfD)K8G6VMYR(PNfO)0U;^D;W75&8QV%(9P;fI <5;_E fJ>VXKfAN% Mf2^Hf3+4="=..2XU_92BV+HfT;X^f)8A1UQ#f6T&fM^HfVf!^6H\$>VZKNfLR Mf6%AWR.fWDB>P5W;^Y\$^&K4QfF6Q51D\$K6fFfHAWB4X.Lf1f587%+N9/U%M? M/fUF37fT2.*\$6_)^AN^f\$LD.f)47f4??fH> &M&EUL%? 4/f^f!>Wf(^?L6B0L-VfU+f>Zf!(M^R^>^MVE;fWURN;fL5f M0TC^fI(;>+fF&fCNfTF;VAF^fQ=&^DfIS^O+4>^M6fK;R=V)W_-? @;KH^<+&N0)CN;^M^YfJ4>A^7Sf10,fYXNfR42fL3^L4Zf;_7#;NOY.9f)F MSfBSK- @Nf3\$5AK0VH^BAfH4@B94<fDUWYAfRUV)=SSSYCfWfP5M>GU;fL)CX MY>Yf;AO/&=E?7G4(@fRE)X9+1H.0BGV@3^f)297^P9-G- @Xf164=IGDYfI&Q MB^3 A^&M^ECS8 &^f)JN@^*fTfZfU&TQVE>_T^#A6^fHfD&CfMD0f41>_RRGV_B_MSF+Y;Q3L0R&3W- =&f!>=R0TfU?;VNN;QfWfD^SPM8RVR_Y4f/WCfI^WCI^B4^fJC M&S^&S LOSB_fXfD05^f5&^Df>SLfQS&57DE/Q/^#8#%MGf^Y4f)(@6P>fR5 2f_O M\$R^M6^f SL;GT2f)MX_-?fI@JfZ9fL_OODMB^LLN@U<^&?AHOM^7NBI@42+ MHVfH^\$8%D=MK0J_O>/E=\$fJ\$WE/4)fT@fLFL9/T.N%>=;XV?W-;GHf!fJ 5 MVL4B_..fPMfPCY_YfPR @-1f\$NXC\$;486XU20? LfD@J\$HfHf=U#>N)QR>R MYK;+L36@^V4;QPf'80^T=\$GW/_Z)fT.OX-(%fP;fL8Y4B)B)f8M>5; <5HT M/U;RETfPGHfIE>@5WH\$D@6M^N^%C6WBK;fRfJL^2THf5fJN(@S+<fYG=63;fU>29^D fFDBYQ^VF^3S^>#H&_8XAR>f9;2fW MQWED;?S@<@NMT\$N2f)3HfHf!>_VfEAFUfB3=5W^f!_6JfUJZ;KfW?>_H MZ SfBGD8^7XZX7^NW_ \$GfTf=EfI_!SOU^Q CZfI#2f)7^fTRH MJGD.9XTC^%5Z.S^>S^_0D^f!^M^+>_5f1NU7V;B;f!>K?#0f!>JZ2Z3f)Z^fW MP=Zf94.Q\$5@U+YDW)QJ80PPXG^+K^Kf6 MYR(<@Q(3Z?fK8C8%@^*4Z#3>(CU<f6fL_6H2=;RfJAP9TE+W&fJfL&5U^*M M;fP^Cf)1K@C5&XMYf@&f;=H^\$B9RE#=6=P0fJH^<->5%fLU.O@&K=6N^* MW)?_fLIR^f(7>;#E1HQ\$A#(\$A;JVv^QM;MFET7fLY>_<4WA/5YD^fRfKHV?>?L M(fEG^LKQXf <54HYf7ATNA6B&WfL^#RB^%W^T2f4USfO)W(^>X^= CSf6fJ^* M\$9EV8Gf+R^@Z;fO#>fE;fJ^f!)&^AKAfZKf)07^J A=SYU? 7;fVf0BHfO<f)2f;f>=Pf0f/98^BPQY\$;@6>\$fJQ\$^QfE_3 M3;YfNZ2HGfTfUE2;WH?f54^f8 "0;K&G)fJW^>f>W^OATf-&VYfO&^f5K M^f!@K<%T49K<?2ZD;GZfDDfHf_7%2US;D3f6 \$AfR_V_G9VD HZ^C%6&^N8.# Mf!^V<=#Q#f1;f3QfH0fB(^46Y&P=L@;^fBfP^f) *6M07^N0Q2QD0?PQ/5^RG^2F_..M&fOM=\$f!79fJGfBfUfP7UM<fI@8NZ=C/=fHAZQ.RN.PVRT^RN^V@^f+ MfK0fH_U=E40fI&94fA0K<^<2^_W?SfLOEYfM3;Wf+WMX<2+Zf;C22^)"X\$ M^f) MYN^9SfY2RUW^OF?_NAG^fGE_BfLfYf;.*\$f^fLNI;_C7X MfZ^fL&B_VH;fE;FZ M;f@fBR0_-B#f!Z\$?f!(5)f%\$T>4fD&^E@UfJfHf) D7H=SfFCkO=HV9U0W2^f)Y M4D8B8P_4Pf?f&^X3YD^fJfPK&RY8f) Mf6GO+U8%BH<=DL^OEf!(QHVf+!^f_LYZXD_9+YfOY_-90ZfLfM6V&fGP_BHJ^" M^\$S0Q+Xf+^fYA55;R75A5fLB;D.C+Q2\$;YfJH@f!_f% fA-SP.(^8^<5S&Q;O Mf9)X=HfGfH>>fEW30^%ZfG%5fM+^W^*6M+M9fLUNHf<7XxfTYf;LX;f8f!<=^fA MYZfI^ZS^fU;f58(Q;fT-EC 3?W3V- RXAf8XE)0fKfK;^6%9fT@fLH7V(<fL M9QGFfYMSU^*# M;QTFP+Z?>(3Z C^0VW\$SFY9BXP66 _fO<@7;M^fLIXNJp;9%_MOOGHB-U^f;f4Q#^f5\$#2WYH?_..W8VWfWfT-ZfJ MW_E_fE24^UG^%RCHf50K;.(N?fFfU557f;f;+0KB@f>157 fS;GZfC;=;N7N MF^U+ZfJfXRTf16^= <^NY=4P;?;\$DR_W^R^O9Q.K8&@;3Vf02fX^fY%_U8^U;G-M)fHfSWfHfY&AXNRP7Y.6GEfME^75632fPSPUYOTf+I0D^OH@?QfI&<; (f7ZW7 M+V_CGN_9^fV5QJGWV;P;S MCCO^*(H-Qf/2^fY45 C<25U.5EDfWE_fU8#<2Af;H+7fP;_KV?N^A^fU6UfL MY^fWfP^ZfVfPKUf^f4QT_>+>7^20^M0DY&f15fDfYfSfPEZQ&(^2R)3N\$=f3U_MEG?@^f1DLf_2L\$MfY\$AQP9D;f.9%)VEf(6;6)O5& (EfNM=6/D^7WQG=1fME&_M82,fY4fLSf;ZM@;f1&^%f1%><22==^S)0^*M;fLW;NW.^ M0&fJfM5^YP f7@^fYU8D\$Lf#P- =747M6MCD\$SG<_>\$fL;YU^?>5);=fQR>^G_Mf1^V9fI9.^XfS^fWWf(MC=H<5-fL;H\$4H=>%D >55f^W^S&9H;^_DMF8NfQ>=GMVRf;Q>X3R+JK M78fTCL3fJfCZ\$M^XZfJZ;@56(^)RR9RPLA;+f!@Z6^_&Q4f?DFfK&^fW M403f.0%fZ&7fU4Y&^2fZ^>?>_#f8E@RGD+K@;T9_0\$5@&^fP4RS;f7OULKfW M>2\$43B-5WfL_&M/^?V^E.V3;GH8?IP2F^_>fO-C;0B4%fHfEDY07M006(^M4HPTX>f?2\$Z4Z3^fS@W3NA\$;PUZ=RVD^AWO_?7fHf6%4JH(P0P+SD_O7?6\$ M)9Z&ZfLHZfUfU<f;+&^fH<8^MU6DZ 3A4(K\$R^>KQ+5S2OPW;VMU5WGC_@)=? MHOWK_&+S *5Rf144QK?f70S9/E^fG@H^fEIR5AQO+ _69W;T6^>f4;WfI2R M^?^04fTO;VWfT4fIAfSAY;K\$RfP)^O&-QW^f)2(^C-P+IPL(@.7;@53A 84E> MfD^&^Af2ONQ^_="8H5%@A@H=7\$DYTCQ?CTF 9K@XB3f&0PBf!^*#22.6#(^M7HC 6EU5fID9=5>M6\$=f9fC(=)5 (MfJZC<^EEB6XHFME;_3fJ3;8HW\$C(U^G3XWO&O-O5?+;S<6T^_JD+LHTQ f^2fJP0<@A\$U;f17f)6 MM)5CLK\$Z0CD&8>2MYBCVH;f1CW&HP9\$;7Q7H.WMQ^00Z70=X2f^6f MEV^BOE0;f;WN2B75<9f&_2@fLfIfP0^fJR5^GZ5? 9\$W_C30^MZA.SS;^<KfL MfS@^T_5^#fT52P^K=//3_SRRV0^WUQS^f)GZ^%GfLPZA7f!2AU_f2YVf7U2RL_-&=fJOYfLCPWS>H76<^? ^Z6Lf2FM(^5WS+^MTf0MT)fEHUS+3ET^fIDEZ^f0X9H_ZYfYfXO&2GMDf)7.Y5U_TK-Jf+IGHTRf!\$> 27f2U# M>YfO0fHf7=Q? 5ZBHf(!8f!_HM\$!BF@KL_T33V%<6;<6fTY^f0^f!_T=D9f M2HQ? PEG9fP3OR669fKf9BZWfT_2fI^KPOKE5N&^Cf1M5Qf=Z+JfEF@087QW9f M+>D 556(3K05Q9H\$7M^?)>fP62GX\$ZWf;A2\$A8STZ(fUNfI4U^VO(M&6fH MBK;.@V6f&CQ2OT9CE2BC? @T=6AC3fCfZ6G^Q^CQ^K 4=*>f7fIAY@fH7;8K56Kf1PZ>PK Mf;-62\$;f1N^)"<f1EC2.DfT7^95M?^# RM50SF^fJ5D>f;fV3T+GHf4D>H> >fY6B-MQ3;T0W94&\$8Mf)/WK_6VO_fSDYfIRRU9;Q;Qf?Z>U>O9f15<56WfM9Cf@>\$>Q MY_PX3.76Lf2BM@AXU>6^f!#%V%G?</p></div>
</p>
</div>

***I KPIIRFED8.^HH9/0>RA!<D(PB8^= MB+&CHF1/9"GHFN8\$%"9I GQ,,HF7FPMDK,XZ"DM,11Y%5:D 8:H(('@ M^8.,MG8UL? 3@2DIUB:S+I(5;2>ZGV5?>2&A C12Y^CHD *D4*6;^Z!PD% MTRJD1840UGAKBZ(H5C&< B14JS85. UHO=>Y+GZ4^KNYW>OF),8GHT:'E MB#&B8!)G6.3(=D*)!*>Z78&1E)+% C,6YA!Q(U18DI\$FDE5. Q/AYIKZ MS J"^_#.#K*2GL3(1FE)N(414,XKT^# U"C* ^"0% ^ ^14H&6 ,)VV+(E? M?K"68K1IQ@2 M.3O?O%\$J8>(98G1'I-E,J!>JW13Z&^59/0&,A15Z7D#T>&4,J-A)K6T)4O MUNOK!4K'* &0? K(I9 10TE,(H,S)4.KH8W^2%W0!W9>?WEJ_ ##B1PZU"PCYVW M+^,2FMY>' OX&""PZE'Q:2O,1H3CIG::GD V\$+35K1(5&H^L5HKEFN\$G MOY!_N"\"G'D^PFHDJ%+!/_6A@_::QO%(PUE M=->C>R&WTY32X.97%KT.X"EGY%+&23K,!'\"RY&6@ (C,=R- K!O^\"20!^U@ M^314SCI5BS\$X9 7!&S3?*(25ZC80L2US1V4=-'7Y/'P/10B4H\$ _B.M1'5) **&1WE'G^\$E#J)N\$X!>(O,YTH#(1HNF5L,M!M!&6SFT? ==\$RF,G4U;L'1S,)HY&1 V;XX(= M+;^WV. Z T4\$?%@_ \$3OZ;3J2OQ; YQ2R14BT?>O13*NH?_I4_R3!O!@ZT M#'_ Z4O7!)KR F*2YIZUTD!IL HQ1.<&JLA04A97!NP&AJGUV> M>ANTE,)\$(=YA!1UM3N!,&K6BSEWJ1Y7%>3;GZMU32%3D/TIG+L^!0*8K M.=HD;!FD1^DR6D9QEZ=S.S!^XIT_N5(M-%&)CN!;N!N<1FFX%T>9@>#JHC%UPMDC^JNR^#4 5^#98W!&&!)L&P,+P(B MV- BX*5+>?:16VM!44 MD!C@%7F:O!A!HIZ9ACCY!MG!0(30+@\"TO AH&+0 M %Y0BED,I2,C;HC)K!UZX*FOX<^\"9664X)=#Y^#KBF<3+P,4U*U5!ZM? H MSO2ZG-0#PXJUR>=T!@E*=\"M0M)84 M^#&AF2H0*\$T@#P2! I GD9I32 ^Y(VVO-N(\$!\"T6!S%VL?QS-HO1,I/T3-VKT73=(6)\"%)5@LX7PIK MCHJY0#06U8B H@<.EEJA, (##D/PXCVO'ZRI>=5,1<=&*5BIW8&\"_XM@\"F\" MUY5.T1=C=F=2:1(DE^02\"G;:=58*U<^NGC!A+SW(\$MZ@=9C\"B@G#!: MIZ8<1LS!+F3-CVY'PY;*WB5 *>V_U2 J.)3^7%\$3ED2L!;08C!CXV!,23OI MLOC.Y\"!Z?0EQ*FK2RR6\$!\"MN^O3\$0^NS&KRVK1Z/O# MXV^6&TP @!^7H A:(0%K@P.%K/N.ESD1M=RA^5MTY=K^U^ALW7GR+Q%-%&ZW25%KV\"1\"!2ST!1QUPOQWPV!Y=\$80-J M0^5) HFY'48A^\"+EQ_I3*\">8W3V&3((L+U^B%\"/7Z&0KTX>_5.%F!S3_IJ M,K7HE\$.J!35E !*H\$94!HJ@V9B^+J8ZV.BDA 4SOHECA;\$VYO- M.\"G) ^2W^GX;NZ-K9J_!#O;HS=CBZ8_2!Y#S!XO.7G6A;WSE0BZC#R M- :D*WL8WG!EH8E9V@\"0U\"UO:=HN;M6= \$9A)@_8_06/L5?<1R@!S5!O;FN M2@V^<.1M\$!=\$1DK3L/X+!7A_1Y\$=)XUH2 ^!4_9JNEL.C>58TK=C^VFFH M5=@)10!%N+?2(M! OUK;9D9;\$F\"^X!9TNF(8&- CYW9IZ79M#!@>+2T22O>AW/!)OBD)^/KO^YBWOQ4!31- MB>Y#_.AC!(3CO@ARVO1>)C%9 +7ON? 5@.M5@_ V/603_17%\"PR>\$KMO! 32 M324!HWJ?>J!ISX#^!4J4CG!L&X6U%15YR5X!;QTE8WHK6 L*^<5Z_/E&NX M=25\"5(GX.6%./F0T1ALB!>YF6#<+T^EAO_8! KZ3T\"8CEHCE?2-B\"^!YJ MON'SKVOK*7L=J!^Q7?I?_I4(^2RE^&85>7FBA\$AM!O^T? &\"C.MYOQ'DENH MSIR;^&^?RC&_ MHY/* IQYI(8%?D VW(^,2.K7Z3\"G#..MA09UDMK#8F:>^H MV8>V9*.,3CLUT)!HFVYX;2!769B\$G)\"Z53)9N2!\$>!(O^KZZE&MO,EJD MTCG/VL!&AU@1%5H;_A!0+#+!W.AQ22V;!H1%3? CYJ\"A#30A%_R,2XS Z! MTZ-N!PNSW+ E;6!E!)E\$5%\"U^B;_3TBYU5N7B!@!H(RN&; M2!D29!+W0GP'FQZ'QO? =TZ*1U(34U/R6B^<)>MW_,UI#N9!LA@DHD!=\"GL M0;O,7_D7K%V)BJSN:%U^HD#!R5*+ \$LRSB)+UD&\"DL#GR.Q*M%LEB6FTCGY MQIC^V?E,U:1Q(4ZU,U'U\"S X)_L Q#1\$KS#UVT^<9_B4'DL/UFCV5G0<91 M7!2 @GNT!@A12-I*^>2WK-N+D^<V&^1F& H\"ET'6!E1K1&E!@_!V7M4 MQP6B T7H8_U<+<?F\"O\$0LN2>2KKV\$R4\$.1 2\$&BUIKS)E7=PDE X.EU1V4;IYS=\"\" K* M8< 04DI(B> <).\"ET9;6\"4I (H^K5CK4 X4! 36L>_!%>B06S.Y^UY;F/L M5T7ESE!U<&Q*2JRJ6?)U!5;B&8\"X. M%K4X2!0@!N)LEA9S-!&C+? 6*CA@XCI>:B)HA:O(7F V?Y_D:6N@N MR 54+*H2!9!HCHL%ZBC::9_2D)=T@6V=?B34KA1!/_11981Z266%1%>2 MW1:- **N\$%_3H<8D1\$#TL\$QOEBA4S;UOM=I^2!8EDUHX%LJBDY6% M* 3M;EV#SR1I G64+4FI8ZE7H760^KWDADIAGO*N6R\$\$(H,G%)J/#\"H^C! MGUCI2F^1_W)C7ZB?5R(G;V>1TZ'B=FI.PIU2\"^J5O/FKW*FK!/_.=WY;? M J8%X;JZ!_#8Z(^15R?*\$5GKXL3D\$!XCC4+4H!F#R_!0V E+&%=!2^!M@ X4> G\$157V\"!2W&XUD;GG1CWGJ1S.3;I*372C&15F3_@? @,;2;5!#)77 M-&2K)MG#)99D9;STNLL;MOO^VMT-YKDPZB84Q5ZH!4M@=<=<4Q0!X9;E\")@UI4- HJ!AV5?OB#;!4U.KU,37!#>\"!I> WH7 MG^B1A\"KX;QP@!JQ^C7OHA!RB#3R3BOBJPQH!!T; MI(M!24NE1Z*\"UI4812X5&%\"=E2'D\"QER.%E0=.KOZ<24;!O!X3;1G9U/00A MWQ!W.V)H(I>79P!H6V; <3KWR!\"SG;_&R9S#_HXYV!>!!>\"/M+4W#/_W+ MM>9_QR7+L!ZLSN3W>H!D=+!Z^S..H!M+!F9M!^OI/Z6FKS_&E_C=&Z MHD5(60672DD7;!E<&V8TO)@E%B.%GH!>)U9JVC^V^\$GD0!>_AY^C_R.J628 M07J=\$_\" (6)6MMO(IZ5(PU*KKG(60H7?V3B1LS^1TANZ\"_7F8%+51D-9!X M9D6!G;78RGUW2\"R3!C.6X;;;7JR MK)>S9*L7)E&M; (DE^3101+>#ZZ!)<\"G&M>V6S17 M^R_\$>M!Y.K;=#Z%Q?Z1G+JQFPWP;_R!8F'CX@OPS^>YF#+\$Z(3B&=<SO M2%!>B>.\$6CRL? I.VG31P#K^E07JW!)LHPI(C9B!;OJ?C\"!%_!;#%_+!%2;WHUW> <1@4R)\$78;E0EF\"&P2!>T\"(\$ MMQJ@1W9V- N!8!G!YC,>>+@J2078!9)=_TYP8;_JF(7P!3&2 M=19J!KDTIC=3Y\$9O9MHH\$EQWG+RC,N;K?QV<=<4V\$;MP00;G04#H6.O1\$!\"(^ ME@UR+8X!Z6!..IXDV/(N^F)_9<#7>@<@YL6UCL!>)24L9!(0S,SZZ;J^_ M\$>_0H*B>9YH9LHY) &(DY2;96AC!H@&C%_P@1#1- 01X.Q01!L=ST78 MYX-F\"!\"PI\"6QDOZE%0.P>1 Y09Q;KJ!F@D1V#^>+!T!CW\"XYF=MEI834 MFJH5D5B51TZR@(<_JOM9R,K#6F7.)KVANO.C) N\"XIE9>1!F_*!>HDFV!>N M31=5L1&S 3,E^28^_ILIPX.FDH(FHG\$!;#FD XCRU6T#0 F6^IMAZ18(!*E M*06GJNJUG#GOBLJU+(4C^D IC4!\$(D,DZG%07_RWF9ZWKC6+0DP1)&HJ1.M^MT^> !H!Q=B_@R^H(3!GC*7E93XDW5!E1S\$_.@B;_PY3ABD\"_IY*K\$APL W.MHL,D1VXY70!CJ(T!73TOC*!/_AR%DB^_SJ.1T+WSFA+? 1!1PEZL9>90!9>HTSMZJ!M6MEL!DO=CMYX M+!WNETMS!>;K2H7BHJUN0\$N-TY7!5@^!T?D^MAKH= QOETNVJ^Z6FN=\$V MMV- &PHQ9^O\$N<_W^OX*5!_!\$4V19B_0N>I=13IY+2T#+208!\"(^UP1+^Q MBG(1T*%J&P V26LO5Z.B87H.G- :7A>&4VZ\"_087JDI23>QP66%1@2D OH M*_/_92_5GD;IME%JZXIS_*!_06009A;H3R>5?&M*^V@%3FP\"TK\$RL6CQO MAU3>QUTEX2Z^7OLO9FN5U=>?TQ5D>AP ML%I/RX=#&C^AY3E/((@/^++!1\$0\$(CY 8! E0X^!%>@= R<2Z_!UXETV@4\"GGI? H18O&1;QK6C M;10)NL^JQ71IQN?2_?>+!Y5BV6X!AQ\"A_!#L;Q!8>=&PIR(WRLCX%_ M5IKB!4G%(HB26&H^\"B>X(GBA+X;_V^_3U? S;DEZG%Q!8X.G3<>)83,(? (MG^+!9#LWS+\"W!L92EG!94 OUB=JGJFFEM2S^XJ!>N?SA3!\\8(T@489(VM2 M\$J^<^ %FPD;OCH)N!ABMTTO-Q@6EY%@B&ZV_4L;V>A.EN!_JN24!#2MQM8 M>UQS3A-V5IW^+E,&XC%)H^1F\"Q<^_!4\$N/VFJ(WT/+?0HL? !>J!SDM1+ MY1!IZO61XCM8KE4O2=<%3=IWG^V;\"?2?#_J83?K3?N5!+W4;C&;GJPU#9!H6EU6K!\$KX_6O!AHG-S@W55<3HU) EF>M1_2\$4Y!4S M!G(JLZ_4M!HF+ECEZG@;WJHW;GK0!+4Z!ISB_OHMKUGC=??\$XX&G>_!AH M>RMR1 O>-7YCTEN!J!U/T=CUQ(^V!U=0DD^_#+\$2_#Y>9TR@7WD!ALE M3NTOZ.G!C!7#W6^_%6Y^94=QQVMXH>H.E^T81NR? TA9XJ;^&S^MH^6\"L(MDP+Q^B.%^/6X6!B0=M9^A&6J%&44YX(DL5O.<)@1BM^-6\"(^CP_\"T;B;)>9!_4US2;ZY!+! I U15_RQS/PUD,8A!K. MS^R-/E7M2PQ12;_!GQ\$)7^5E&-KZ2.9H^<%(KTJ!Z;_MF&QY/SI\$7\$V35N46%4_!D/ORVL&Q_LRB&A8 8JN+0\$!_!\"!S!E1F3=C@H!%1QDO%IV(^*Y_%!WW+ZNPIVUOG@5!V-25C#MZ;5(LC;W; M!M)VYJ+Q5!3D?7J0B\$7Y!S>QM/M_YK=AX2U8!-I3J Y;Y2GOK;Y!FQ1>D M>1 U7;_#DO I=IVH_!(U?L.S8\$ _HY>F\"O?_I4L M!V1E0!9!MTU(X,Y@2QXYB!9\$!X!HZ;?7H!>H8?/#!^!Y15ZTB!HLO% C MYEQ(>_!ZVD\$<+&F.>S)AHGJUBC-2;_0TU47=W!92_0G= M@!M;Y/UF^VK^A)AR_!J_*PBC\"_W@P43;@7IGX\$;GO_9@IZ?B!O^*NJ-M#H3 M#^C.P.TSBGK!>5!Q=9MJ@!\$L.G(B(S.XS/!(Z@B!JFWW!&9P?6B!3O>=J M!7Q5FD980!E.X@L?L?Q-S!H!GO/!HR.PC.F#8<4Y4EH@LP9W2Z3M8UF\" MV_WTW6ZWP4.2!&4Z;ISA)S9;8UX_8U9OAR8(%9(I2D!7_6C!>+AI? S&D76# M#JM<.O7UO!)DNLEA2C&_SR&KJ M2_ZYL\"^D_CH3IX?ZJ!E%G) N;CIG8%&*+P!58RA8R@)M= M/HJ\$ _!HKPDYU7;6J80MX87Y5!FD\$DTZH5;ZCZ!V36EM=6P0!Y;TWH MX1=JZ8+AI>U.F/L;Z>ZKH\$ M4=C5;P-!J_Q!7>#N.V2>YO@ M-H!AT\$5\$!(I^825;C.9^53Q2=U>VQ8N?&K= !Y0>+!@L\$E!Z5X)M30OR_!H_OXT-OFL-!SC>VGLH0Z9WMQ M%CK>8OQ04_B&1C+DLK=A:OP<^%0=I\"HJ!Y!Q&N:FV8\$!!CIOBFIXJ!GO_!MUWR^5X?1!@OAD!=\"_B6!I=^2,F3F_!SWG_!6R M9^ Y65.W#KHQY@*9!\$ MT!\"W%HRESA!)SG_F^DM_5_RS_1S-SSZ=^\"A^G!+!4\"GZUAKQV<G+)V<9(XW81!Z>C;_ !VW;JHC68<+;@!+CR!1%03/PH?XGL/I/NGXB=&\"J.&\">W!S/O!M^\"4\"?9D_SDI^2?>I^MSIH;_!J!LB8D_R2F+X\$?QF_S!_%=C_\$ _Y&GZK!H#Z%ML_7IS.3!30>_MY*K0Q98U!N.K>)E?F#^OH+!9!H4S>NH ERLO?2!K^AW\"TTSLM_KD62ULR;I M@B3\$6EO- 6CYI4JW/U& KH@A* 2C\$\"_!C660@_XRL_GPO4!>O>ID(WM,! M\$ 7<\"KO9&^1V#A#KS;4%_\"!>V%NIE?HAE@(@0A>T3&SC\" <H=H#U!R MM>NPEA/&<4!0ITG\"_W922M71\$W_.6DT\$;20JSS0\"?#VAJW\"%2\"MRZGR@I2C M!A; !X!W\$)_7AK^NX\"0)JCS!O7^R6V*^2^RGBD)AFC4!LD=P\"W,! (^)5M\$R! M!Q^?_FMCOP@OU!\$5_(Q7\"EQO>M&<9I\"^C4_Y7IZ25MVR %V(WY# M2!_?>L%?Q: (<?2F!4Y^X?O\"K\$P^S1GS76=V%P!U/CJTXQW<4X&C=C_M53!\"MOQ\$MD <#IO;O!_!3+D8T5^*V;M6- _O>G>J_*I?&!#B+=W(JX?_3 M\$6!HBY/!#Z24!W)=HN@<1^P7\$JG<#>1CS<2AH^O!Q ML_ %V@_D^6YEF!T)N5!^0+!1? 53X@/5Q_4AQ5#XY3GAZ7&D^_J\"_FAK1 M^/M(VV;BJZ2?+!J^G@%J4BX15R\">);H8@Q.T623=S^D).SKGSC.TPF2EQ6' M)\$EV%V;G;C(4)3VB//@L!X;D!7H;N7IV5W0QK7JH#>*8LIME'62\"/^_!M* MZM/_JYQJ>461*_%69Z@9ZC!M!^F8L(ZZ^Q3V&? *Z!H_>L%(E%YK-8!X M^!_N!H;I8,PT+FS4_@!RV_V=JPM,*&(S^H74P)=9C!D&+R^*T\"_@\$_.PV@T M14!B!G^CA\$INE.(SJ+MM\$ _P+? =NJ#9AS@>KA0NKJ2FYHCGC1S)0#_\"\"W!& M?GPI2;O@W^P+4>9RD/K.N0QS=IRYK!+YWM%Y F+^D>0&G4-8 \"U3CO!-3) MX2S1Y+W9!+3Q ENEN-7G;_!D4DI+ES(9W;_VD3#_LH*\$CL\"_X3T#+^!Y!=\$ M%JYH!_9XB6D\"_ L>Z=>R^HLP;QZ+I FENK;0^ED@<@1^14+(!_*?^V2_H#M50!X;GUR1YK1!)@Z;NV?E\"M^K9+<_! MJUK_/A7RR_YY?C MF=OQFEJW75O\" (6!DU8?6B!+2!^HH7Q!\"55LL!\"H75H;_Z!3F;133N!&_ M4_J!0E!YF!M3+KD=BD;4164%_W@/B4/HJ!_)5Z1O!^2N&JW.O.5_+8MW M%@!Z8;OG3VH.U/(<E KR@&\$S\$Z=ES7WV?^MFDHYZ9>>ZY54F.KR\".(DVS)+R M!HW/K7^C2>YA\"?Q\"N>GMVU^D<+C49H\$*2J_ *\"T+T0#2L+4)WR*!&QW93! M!LD<^UWUQ>A;_*K8!>L.A=^K^F\"OPBZ5EE_^\"ORJ!^%R!4<_B2HDDJ^X M3@+!J^KCZA^YP%\"7 CWE=HHR-2LCJ47V^V!@>#Z?3 M;@DZ^N8H/OG8?\"#8!O>\"8+RU;I6M<=H!H^UG2K3!6IV2HA#^I?CN@! M.G.AY4=C76K5)9E!C!AL!9!3B66!)^Z!97Y^05;6A?#K0;QR!;\$F+5^L M2YO!H3S);7R3&K&@2PR^Y+V;2GR?)XR>!P;MNEB; (&_FL3/N+>?CT7-8 M5PD)J=B\$\">14DG!76K!#16FHE76&FZ\"*2N9!HNFKOYSAW+KITQ8\"!I^T+V M<#XEVQ8T_.<+!+24A1+^#G9

54P0!T I 6"U+17:STN=^V/Y"7 Q8NS4XZ? MYG3Z5,7N#^8GW*?8!|H6=U-.Y/>CJEFS%K;D\$X2+113|5@<R-EGJ(XA&.+ M63Y713,QT?
AMH)6K7F1"S*:N3.*XTJ>M8@G5E!;\$ N_1!/\$6S5=\$!>O=! M@N&X1KJES+ Cj2&@4X>./N),4/V:::|JL.0Y3ML7 T M|
LX|B|'Ck|MIJB/*+D-1)+@ MPEHLG,^54(HJ7AL4 \$!>=78Y!UWRN9W-V4&,6?V1PFJ3X 7 M0&RY<!)TQ| J UWJH 0IW?
3KIA <-"KAZ_BU#V/C|D4K0%9"8@YA_6?@.G,+M+Ql^7- M100FZ;RIO980 M&69^+K46Q!^W)N P%?
KZB%J2' 4)OV%,Y^(*ENY2GMO M?IE\$-2IWR>U*5;SDK9ZL8^ 4_*|?;.%?%Z-
MWVOS14L&8R<9J| TOT#ON<8ZB G&*SPTA1N&B>+60(4*"V3>5D^X4ZSXLCTJIE M- EL4-
KQHZ+IQKNZNWOHFZ7.W&7^_!J3K*E21UQ58^NK1M|!"UAJ>@'="^B|NNA4?I?^ ONO&^C(=(2/15 MHSEB|*?76=>.,&G,EH7Z8|>H;R-
&Z17/R&1EY@|JBIF09|L535|_CXy4OGC M,^66+=LHUUH%ZN|P(W@'=YR(=*K\3&/M4\$4.+9#UJE^/7PSM#>EW|K;B;|
MYL PPLPNMQ9|7V^|JH X2T2,W^6L(AHSGW3?644&=U4\$.*?QB8V?'\$VO7Y:~9&RL|NDL|VRN3\$XC2T'G DH' /E4TB(2#6_@|^_H8DDGBE
MA5,@FX|3H9;@/RL&|Z2U|^1?E2+?A;0,072V7?<|&8ZDF|NS79D0T6= 1/5N M6=6SHFFSP24#)M' XHVZJ;.<=G5W)"8JG;60Z M?/?
RL3J|_l@+|D-2D;4RJ1V0?@<DWMG@*^2@4HHV4D^4D^2+2-87"URDP:M'0 MJ|W=N?#E4E9;6B#EGN^+4L-
TOVQ/99!>H0+NM4W*H""Q0XV%2#+4U/2+;+ M@|D=D-98EN|DKZX M?P;O'SG(^>..Q*65=7NW2.IEW+4L.'P BX7N367MQY4
|U|K.Z M|?#1V@+;+ O(UB%AO|J|S+K+)|TFK(>ZLT9+4 N=-!PQ0P&XD7NCGN*=6;T(3S M;Q02>I&C70 <..K'E|DS=@8N|D-QH|OLE|
M4K60|E?TS<0%K&Y YXS(?!|JFR<+NEF_BB@E#E@<(P?W#M|S64S-%4!9E_E0 MNSY=6.QX2)I23HK|N&=|0P@B'SOV:|0)_*_H8E-
SQCL7_EJUR9+0.\$*FON|H M'A;L-L)-XNBMQS|&*@K;R&|LL'..6%K^<@|ET:ES#TU8..=(V)U 1 M6#9 28;#19JL9-\$?GW;_<+>
J)+HEM+7.07:J09)"SYY|+T (M(-'3-35IK729PUFYA09A1A|S|J%3A&N7K\$|3KK"H&8A);.9,DJ_HLP1CUSP7LP
MV|'75"ZL_*|@<(N|N|U=57NCF|5@FFK@%<Q;=J|@ZC(|#JZTS8;H5SAQB% D3H M#13H3&F;C)I3EC 7>|O_?4-UX.O'O=|
L|JHS'RL\$|I9CSYIX2^?Q(O|8A MA5D8L600;5PX1.FIM&H5A1XG|@,PN?Z_Q,0#0C(QWW@R4/OG=|&6"9#P>@B|WJA:6D?
FA@<UE*W|Z^<@<N(7R2V1;|JSMGW^V00E#(=1#;|T MF<(*AF&218:6f5:B.)LR;LECNI=MYRM%?
1|XAG;VMI;|6_Y#;ATO.&JW%9M8E5*7J97KOB1-EW|1/2.W.^ M%W3ZV>)V)6IG??
MVG/D7RIS33=|JWTO@YE6D;&5JZ95fJ5)3(DY=D%31FM|O MCR^F(26E6EIKO^GR*=RKU*0GI^R)+Z|
f7O.LR85/00K4PI46E03>A|>8 M0Q7?X_|f5^W5N-N4|=DU7R5;X|J8.C>5.AZNL=GR^4.O2OBZN+0:A)GE9^<
MO=<|<1^UWG|Q|1|=6Z*;&|X>?>400KF&H\$3"6XT*P3>JWGP.T3- DZ MOU#<@Y^3< O2E(f=FHU+E..(HZ75@J T1(-<=>B)|HA#LMQ2-D73ETD> M|JV|+;@Y_>W^W;0OF577.@&|4^J>S|0'S^X-MU#B")N9I|00;?2W^M;_<+>
^fT0S|V0(NFV|ZDKRH04|E|C;fL*4^!|(WA|JB7E45D9S9=;L,U0E7TB| M/W\$97MZ M|CX|UM/L Y@X*
(X|3A.O757A;=XJ\$5UH5;3XWJN;5%7SN=LWR^4;RNIK-7;21|H9S KO1V97J8 M6V|L6f2^X|30\$0K>MR#7|S5L#C5;S-
V|W>_J|^*99XP#)EA)=|B|^L|E|XX MD6f5W;ZN?+ ZDGS>74XW801<.#|Z17W^0,":5B ^>)&@R>Y9=C|OW%+<+>
M_S;YX<|A/\$=13MGF#5YNW|0B16W@G+M,*>5F<6?&W@50>)2X@:@2H^404- MV1%|^UBT|&V|^1<120:UICM6@M=5K*
|#-1.C*P@HE+&P#9R)9TUVUZGF MM8DD?|2ADM|?M>AABW|U|Y)6KOVN0|6/H*U2\$0_U7|S&:DXK6_9K%X6F|N5#;X|J O+!40R
MCI/2W|T&T#_4\$ C=|X-CVING|G94|\$. _L/E+MO-^!+!+>R.VK#""K_M|G940J#&I?&1;L4-C?>60;2D_S19\$69""H
MM+K|_<.%>+G>+I0|Q7\$S M#V|H;^SO?W@<>PA6S,2^GN.N;K44%@10|S.F#L|7|6-7)NN=^!T3KOWNMW5#H1?;O3G*
|A.P521.X"23|VY2;C#.@O^H7?UYU_M4JZLW)=O;C/71F5/CS|WXPBH|ES2?>.*E(5*IC8UT|>W.H+I:BNE|2=B-K&
MPH@W\$5D)7|TH\$/%3%:DXN69EW30"9|C3^A*F^|I6EXZ DEH-0 K&Q9KG11|5UGKYK0|X^C6+MCS|0.E%"VUV%RL_LWJ
M#|92CZBG1>I\$ _HMOM^_!+!+!+!+_2658PK=Y;UG\$R|=KX2D7RBOO^R35=7E
MBMfMOMZF.8/EK2E+V0T@#A|TD40!;N0|J74"W^@L|F| T&* L8A04-&@#W(
M.I#;M|Q)*|!|;O.F.GB\$@UTYWW5Q_3+ ZBPW1EO|Z;01HJC@/#7K-&^ M&D^W_|T|EHBH5F)*6C\$H|A"*#RH?S;8|?RY?
C+GO%TN;TV9?PJ&C|B&BE< M B5|>+>L|T7|H4|@#PY_J^C^_L_X_|EOFI\$A3H;|T;=O) #GQ24|YQWV& M0*#;""%
K_*Sf2?/ESVUOL.RFJ8L|8(-8?|T|XO)FSOA6!;KSZ6|C^+=H MRM8Q""W;+13.CCJ=L_X_6|M(E'9";GGH^9A\$R9I=.#;C4(PL&S\$E|K&
M;3KCLIA6O)=. TODAAU|W|6?>=0 I5Z;72.8R^S*P|JOV|7.LIP\$DD+;_S"Y8 MWPI#K1(5#;6J|CZ;EX*?
XB6^1KW.&MW3D4E2N^YRN1;7_OXWKAY|<0;/(DG) M80B|_T|D6&AL_+MUL_N|VMI?H*YEPC3?#&IWCJ|EH#A8RI5N|F'N\$M^<(!
M7H9?;D.H3GDIH4ZUCS|KR;C6V_A>J;FIN6|'6\$Y|OR>"HK;^V2_6*HN>Q8 MMLB|P1+|>YE;_E0I-0&*|F|US-N|?MXRWF16\$#U;VZ;|
(S-MCB0=X MB;V|Y.A6;5FEH_B)|S+9&2T#^Y0Z&1V_U?";K#MHK3WAP1.5?K=70V^O
MR<9F9^CRSN8ZE^X@4B,PU)&#Y19.3K8KLHW9LK6_|6;NN#^K6#7UB6=;R1^ M'^IX\$4H^39>|Y5P20|0 MO|JC.(H|3\$YA#6;^4-
7R6MQ&|PL3O-A&W5|@UJH>W\$;8>6-HQM; >K'+3'9|S^P.R.TG|&Y02|2QIU E M^/_L>A=D^DW^U|V
MU=^L>22MF@&A^Q9!^XKN3(LIWC M^AU.W3Y)9-O=+7MZ%E2/;<3|1|=L^HS^ M^?7
=LC\$#TXW@+P|0D_#4=8U.*UXE+|B>|_EA@1V>_#7:7Q^L?|BHQ^C>K# M7W^7#ONOTD7PWN
9W1@+!;"L3>7KN7FELI8WNXRQ|!|G+/_T@ZRT5@K?BR
M|W%<6E^N%0XB&>LU&6N%^=BGU_|A|W4;F0M27;NQG.#E20T|Y;HGH*V;_V M)|5|OL3^>(Q=0#9LR|Y|S_*8*|GP4X|["RD|5%"\$-
J|NX80-S|@C6S,5|_# M UTTX%|(ZVH|2|X(|R;ET^C^|FW>=;VN@&RFOA;9+C|S""0Q=|0=6C+M|JY6V|U|J M9@EXR1TGXU0P\$#@<
1?|%"U1-D|<W(G;IG%4)(AZM% ZHO|VC9KDOY?JPD M^&0;T9|ZS;#>DBF@SN7;J^U4XS5BM;OER>64B5U^C*VMU|QHJ6\$Z%Z\$~9AH
M;00/O4>AHC/EZ0@JK7&+R|L."I_8_9JG NR8V|=E>\$Q4|S^+DC_6F@9/U)< MN9Q|QU4_BJHFAVO%Y(R;8#X|M|?(<>X;L_P)HV#O&#
|P""=N; >V%|H|<@* MDD|K\$M&H?3O)5908N%EG|MX40?OK9;_SM9RV77(O^-EB"YW_RY&|"JL3.O M QBE?
Q*%F|@|Q^|HM|)9|_4ZPC|4G|8YMX P 8.-K=^AA\$8@<@K\$X+95|SFE^ M40&2;S\$GY|FL/E'32/?%?X-W|2ZK+UK8|JO+?APWYNXNS^AS?
I|E)WG2L32A M|S\$DCCB|*?0^6.#X=|AN|S>= CQ4.8;YWQ30A|;=|%WSEH>GAX3|NL|H|NB6|X>|L+O&7+LWY M.&8@5E8.K_3;^"
X4S(H^M@<7JUETRU?FD7Y|&7|QNIXSZ7H\$)(F^X9I^O5B M8|(S|ZM%D|8W;|(\$7^K7O-JS|KW0NU-W%NOLN|E-! MVINQ&U
M%MHK_N.Y 3|ZJ|15&&OOBRD>2W|KS;6(\$00/A9"0=VKR30F*7;W(47>G MO^6%BYW06?<L;C^XNU);S4(*B5H?Z;_<+>
(S.FU^1/R&6P2WE<38<-?B9FX|F M(W2E/_@%9N(T|I7P^UJO;ES0B;9N|LO%VQDH&DBJ6*6<8
|f0G4#|J|KKV|C|Y|9+2*^*)#GTFGVQ M|Q|@-A0M>2N(9Q8@%G=M=44M#B_JMT6f7G\$7N&4PY>5&|D4YGKJ|;56;
M/X/T.%V\$4)=0;@|;|^*^|U|U_|YOTK#T|_P%K#D21Y2/5|H%76(FQ_ %|HK?T M^_6Z4T|I02D&=V M;9)T(\$J5*(0^W7;<"WYV/63VA&E0;*
M|Y0E/F6;=&%@%MSTR_?Q1=P\$#U4+9-/PR@ (M M-&4W^L_L(2TWR55M|O^H.&9-?DNVXY8\$+&T|L(9V1&F3.F^/(AH;2-
M|;R|H^E9P^39=YKE_Y2E1JW60=HAHJ_S%_5# MW|_L.OZ&Y<|5GP|CR|GE_CSSV|Q9C>8GK&%(3"">Q^|C|B|DE|<)>H6RY M76"
G;.*AE4WX4V^>5.7W|Q0A9W39;I^QOC;fPEQX^DUC|P+8;XR^FT<452;P.N;Y1JY^H3|>R^B|XTXB ME|@J;MDW|
(1V&GMS#0=&|J\$7??XZ34)L|QJ_U|U;STE-Z M3#QV1 #TL ZZ7VD2-Y;#J8N4C=C(3G3;_SVMO|2^C|)%K MJV?
1;SLZC|KXPXZ|V7W;_UMO?|Q19.SP^J^T=;1D+;_W3W;< S<A^N|H(N M1JH|5P_L>A4CP^6E MK|=|
(WZ)4G|>T7|7L\$XOL+965E|EH?>D+Y;W^|3-O M7|3H""C|2^EM3<0^14V?I84Y^H3S#V+Z;HP3M/##BYV<#
MWKU3P3HR58;H|B|MIA|);40MTQK&A#P4|=APJA|L4EGL^O M#5S)@_+&8|&@(|1SR_"SC|B""A*#;EK|L|&L>*P2;?
PF3GSL^5D7H"S;J M%8S3PSB?&OR^<B|P?N-D|SO_<|C<_) W^24W5=N@RMDQL
M^|=FB%Y|P3<#A0ZN|FF4)/_O|O&F|H^J^H;*>KT2WR;f%2*?T9>QW0\$YE|6&7+=W|BN;B;Z10349 M|Y>11|Y;15_1D\$C&_L\$|D)3#;1-
|B|DVT_B644PHU5?5&F48|H82>20;W&MZ;4|W=LK@W2ZL/3P_/A4NX) R>_Z W@<(JHRR0(UFP.TM0KMZY|O9Z^E89
M@42%Y|ZD-GFE4|^YD;3>@<W&K1^2;RS?2DOY?JED M^&0;T9|ZS;#>DBF@SN7;J^U4XS5BM;OER>64B5U^C*VMU|QHJ6\$Z%Z\$~9AH
MZJQ\$#/#4^CNMMN;@|^K3|fTUOL.T10Z;N?7C0>_N">=DK4+(G*P?^FL^"CDFY|_ MX/LA3-|&#&UAXC^A3(7#G+E;6&H;N?
LYQA)#7<Y\$%(DU^9#<|26NIU_@<M\$%|R+1TAPJ|JZK_182W.TZL/1+1.NE\$%\$%DW7\$X#|V2#5H;C MFYA#|HYGJZ4R;|>
MH8Q\$@#2 Q2!1-YE""CPRRD>Z>PN06N^CIV^N180\$SAOXD^HKP4.Y;|SY MH|2\$EU|3HU^Z;&4QYH9>|4JSJ|0X?
F5QRGW+;CUXXH&8 ME^T^00PY>6;VYP MND83F90_11|C|T+4DPE.UY3|CV|U|5|>|%36M+B^<+3Q@+|4(R+XQ|HR+J5 M#
<|^6AWC(BC8|LW\$6C?N^GN0).P.0I3Y|1J?T4"1S@SNL^41)MSA;*BH@;_ M|@M-D^<Q=F=|I@HH#;NFW!7)NU|X6T'Z.XD3>|PZS\$-
U@+|POZ(B)3&^D0A M|6@|39|_R7^?Q2K+YQ*PZZUO;Y^O M32LMQ|O2D6^4SQ&7^H|DV>OY#Y|(+O;O|D)+WQ|S92@EO-
SY#;BYV07WA#%|J09P.XPY%|E\$U&ZS_H9YGF G M^T|>_*V|IOR_Y^|2V1SFE59&L^R(WB64Q|L_XLPC.VEM\$|5>IE=#93E M>%"?P"
fT(ADCA;_74|TJ;Y4;N93+PV&^>#L6P;\$ S7.S.V^T8VC7+4L M7>3)2&);5\$EF^KG\$3D4Q>62V#U-
TAY;YI70OQO%|'6|S|L.F.ZW|5OUS MHHAR9BAP32^V+;G|S;G|U|B48(AX1H)9(U_-/J;NHT M4INK<^N).AUA60YVQ62QM|O'?
O|7APY.9VW7;9RBS8I4M4T'7V<^F6D^ M11763S|DDY6;9-E6C1.GP3RE;#|Q|&A^JL2\$ MRU|94_H_5DR4(3A->A,<(<=S2DCW5&JNL0-
O+)=_*BF^GK=\$78M4N&*?>Q9V M_J^&PK70\$+7B|O'S&)|_GV|O|GG_6_55"1?&);HY|5VQC0)|DEE&L^U^<+>
MRF4^E0Z53Z&#Y6>D)^WNZ<O^I+G>A|U)N>D#1B6VQX2(2B%KFO%3.41ST7C_M2HC2RRGU#@K3M|
KV5#0L?)F)VNS;100Q^0'.FO#&ZL^%&FHE M#^+ZL_K(N?P#N=J^E)=Y+;Q0@&|2&R.D5B> MJ0+<7/106.B_9P1_'S(6M NT?
W43J9<^&K;"MX|Y16f5NSS M@U<8) "F2+>\$*";_1^O^LZ8_+4C=2WE_2@ MU;_61@4CZ+>7?KE-
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M|2|K;QX9M6B6BTK1V568U@|2|D^L|H077C M2B;4^G|G\$|_OHID_UMKT5W|O;|L(M_L;V\$|>F^C)L9W?OHI\$OS'?
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D^5|POV5TY.^GN&U5D)CZ>0Z=)YCLQ&<3.2>J5 M/O^J8FZ4^NF^HQIE=JMTW;X*481T^F&F32).C^R>P8B?Z36;Z6M(4LRN| M'E=;

<= Q6+&^>6>ICMNTC\H\K0BZ*0C5 7YISUED\$*A@/7LLY029C\$EJ
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MB3)19)\B,12)\BH@.XB=PY+*X5(07T7EKD+SV3=|Y\G1,=LG|>WKJ|M#)Y.M-A;9.CI@=?>ZZO.TL\|(<H\WK2Z;9A7Z53E2K9\G\|BIL-
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3&9.(M&M&C\$CVD\|.G>^1N\UB<E5Y0E%G&NCF^O?4\|J.L=B"A\$>70Q\K\50K>%6Y>4+YI3.T\$;
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1.PN-.5)PRI>F-(9<4".KU)\O/5T7EFJ2W@2\6H^6BN^+LX7K.OO"@O"3QZ-\$|CA8.L+5V\|8=@.M5!"CM;|=WJMCY?
N>AA.V523R<9R6R'C)|<@O;2+5MB\|55T5TK6>6P7\$&M\|8.0T(%12\SV\|2LE.M\$VZ(@^T9.S>JE'"^+FD(VY(8K5E=IR
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V%?;YKO#X.UR4ABL\N.#M^HT/><NR4\QV8X?5I\$VE.<?JL7FOI?K2\|XP&OLWDE)CL2L+Z6\$.6\|O.MX#<*"T9Q)GDONR?
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&K.ZKZIANXVO8\|)<^Q&F&V@;2EG&2T6^+>|EP0#B=UW^FD.A^<0%50\|M8CNW^U;ZU.L)=|A^Y^T.N#CH=D"\$.S
<^HF\|J<8_<GV\|ZB\|O%?.C.)O>M\4U(?F2L4#9;W#D#J9NFO\23V.M2V3.W4\6+
|E6\|L9)%B*53^3PVMN+U\HC.B.YK^3_|DL.%L65D\|L99.K6@BE_|=M=A\|)Q^?FC?E;E5D.R#TK"E?<I+D)OERGVA\+DI\$Z?
QN44CD.9.H;P4>6.M*6>..UQ3-#^K(52"A;20\|KONEEB0?7^2GS+U.W=(QS8>U^+J=V/^>?78P0.MC0HIW\I76>3??
F^2;MS(V;ZS_J7DLA_)1+>2K\|EGBB.R.Q>53J8X7EJ>|RIG+MC@<@WN-|B\7PDP224D9I>=>35XE.\$V*0Q"UU8N&3><^G%|MU2-
@;K%W>M7\X=>C;|ZT;2%EGBB.R2\$?"6">JF=2L_Q0A\5IVC^M5)THOC&N@M^C^&(|D)Y=^CR^<3OG;VIA.WP7E(\$KYZ-K8M/C;NB\|B-
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@)++&@6\9BC@4E/H<7YEM#<D%GMY9\|U\H.M\N\JWE\$%9D!%>@3.5&9\10HK6\3L#YOM.%EXLK3X@F\|;OX0\|^12R+9#Q1\$;
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JM7.R\CN.MXQ\AES%)I8H'MHT_59Q"WE<3.Y2<_M\$(G%OND^WE9G.R6#PIZ;UO\|9D\F.W0\|S^*2#NLKW>Z6G6H4T9AL(1?F&5.M
4>W\|@MX\4@40+GUF^O^7VMH\|KOMMUDZNR;WY1\|)+EW)SF@="L.C-\$E.MF;10U1?M1M;|=WQ6^R\$-I%5&21<-
7LV\9>703C\3V>^|F)2JF_XAKE<MB^4WL\|T85\|I=^W(C\F6A.XN4@HJDNC\|;^&5Q?8B_H?QWS^%.6%XZX\|9X
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M0GQ%J2.Z\|D\|F\|JCG8.16Q5;K\|G^7.YCWH.2=EV;21.@E7N\|E%=-83\|M6TW7FH9C&Y?FTAUP0X1AY=0C&7;^|C0;=-|SV@Q(?
*>9*1^WOA'^*;\$MR3>2^Q4H?FP/K9\|H;(49X+13\|27BC4.D.A.SQ\|I^5WT7^|&N?>Y0?/?2.MB):RR+UPZ\|OUU\|V
|H)P^K^LHB_<R7\|+IXM)V\|J>902#\3LU.MAJ.M4_2C\$=T0K\|FF@RCA&A^W+&OG\|1P@R8_5^X%)B?JMY9C5N^NL5GO.MJ?
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+#@/O\|EY.MA.77BN.^HHH'R\|)J.KUL?3-7G;TQV;#28O\|&E\|F46+M#;6\|K2\|U9Y6<+MR#(6:8FC^YA80_/7H2M_A"LD00\|R\|>HOX1+?
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ML=I\|QHC+>618\|2\|U"Ps(<.|P)L&W\|S^N)CL\|V0P0WG^L9\|K?^K^M&|>W2G.YI8A#<G.VP.6H(@A8-\$7^%3FICA^ND.W4
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M33\$96B=C\|69\|(E%\$>@2#R4N\|A+<PK\|B\|V\|1GLF\|U\|I^Q)Z.N9R.DFD_1(3=IY\|<M75W=|\$7&TF^^^T.O=^?
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&I\|Z@%\$>4_9FY*RI^M\|J\|NG\|+USSW2\|T.8.O+|@>|&5U8\|%WK\|S+>C^<^I^<=N\|L^TFM.Q.M^KR\|?
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%TA84^H_E@O\|UT-64L5+2.9Q\|+U8" M=%."2V\|XV@L9W\|XJ52\|Z\|L\|S\|W0R.K\|XAH\|714UG^M\|PN^<A\|T\|L\|XDA8\|S
M9^<T.Y4Y.O^DS>?)H?T\|I\|G+A2H\|BUD\|YCKAV\|H\|E?FJ8A02.@X5&R+^M^Z\|B2G?@W3PT&WQT5;=S\|B\|I=;<=<=<4;
(C14^YRI#<VK>I%>O?%<=UJ;51=Z7@&X\|YWZ\|3D.MW.KMZ2\|R-M9PBW5%5;I+2\|QZ0+LFZ15F5V\|H^T\|L\|O\|M7^+I\|8ZZ;3W=
M^I+P.E7<^3\|V^UL\$5\|%Y.L\|EUG\|NX38V.5B\|6;2-3U2.^ZQ\|+=7*=JMG0N.ML\|"\$XHYQM\|L"%PY45^1^R\|J0^+5H66F;=;=40@2G*?
149VH469\|H^ON^<M\|OXV=^1PGH\|N;1-3+C@<42DFB\|W\$AG^BKP.Q52;H@^PT^|JOP\|*M\|6R9"MNFDV^FT?
I>:=Z=1#\$1^0K\|2;B\|H\|S<48^0.Z\|N^<F.20\|9\|@A.M\|Q^>2+7B1^>X9\|C^3\|Z\|Z1\|J8T&^FV\|K=1\|H\|X\|CAUXO=7#^Z4KR.PY\|P
MUCKER2HDG<+J\|VOR\|P30LS^MHAO\|L\|J&6X0^L=7..T5^>2U8W3T@<^4M^&NQ\|&_U=0\|F?+<7CQ\|;R\|AMM@8\|G.M5<=>|I24-
(%EG3L.\$9CW2S.\$GO^C58DY\|RH1N#J2%1^=>YQ2\|XZ\|TJ9Z\|M7CK.5V^Y\|G.7)O%QOI^U.C&D3#;/>..MLHO>H\|JSR8APU\|KYPJ4+Y
SP1\$-(5.M.Z\|D05\|J\|CZ\|D\|<^&Y.(SM?20G7\|&4X19?M\|H6\|!0^0.^PB%L^*1D^R=I
M>CWT+U0>8%2D=Y4=1\|K\|92N\|YK;AP6XE.67\|B\|J9XG>VRY7E3M^M6+8W\$W.M)M7C.WYR^<^L.5:QTP\|J5A.MS5)9C=(D?
G#&\$07GXESU0G#1\|3)MV4FG+Q\$E4".Z.??+P\|F.(2OX9H\$NH.M.WZW+RN77^VOF\|K\|H3^S3K\|YR\|F^Y\|S_EST3;X+ED.82\|U^H
DF^CZ\|HA.M=J\|Z\|(1F4\|D\|2W&\$ASL#Z^4T^TM\|4#Y\|XCL6\|W0L0)0V>F7.@N\|IG3?+=8C=%M;^V<2QX;\$.|P.M6Q.UEWXR^E
H\|V+^1^8M&>AK;3FZ^#F=B&P9\|3IME9F\|RM\|07)=7^?7WR^18Y\|NSQ;+T^R@UH#0G83.4ARN(M33F^Z.AMN\$6^UD\|)#X
MR#Q.Z0.DE\|^3Z\|M=SR@W\|1.3\|E@A^RX^>J\|M\|JVA)^%6.M\|U\|L^%HN>^SHSBOU\|B2Y.E\$K>?QAQEH\|P^R&K^>C\|I?<
E5G;3P;B^VXDV.M6CH6IB.D\|S4DQ.R+3\|I^Z8\$03P\|O^XU\|^#>O#^+L\|UH.M\$WA&W+APAR.C.LFB5I^?W=I4=C58\$;P%<1?
MV#NLH5\$M6#J^S^*KJ2;HZ@K\|THZE;4.VP+^<T9+.%K<4%RCN2.5\|%K\|I<M\|S.N\|LY8;3A=R3=O\|%;^1.F8H0A.NH.3-|VK/^+P9
MBM\|OVK\|3<G\|H.F.WNI^>I^>S+3+>0M^M\|D\|P\|K0\|?P\|K0\|8&2\|N#3+1^G^I?B.MGPT\|+WC^F0Q\|Q^L.CUR)B5\|H6Y\|J=
<1TWX.A^QVB^3&PHS^|PSJ3.D\|A2>J\|X\|Y\|S\|R\|U^<Q\|S\|I\|G^E<S.8CQ\|P\|Y.BF\|V.M75G<@U\|NOX\|^Q\|OJE.ZQ14QS\|R\|8%S.MO#?
%<^C4\|?+55S1.%^<=Y\|F\|P6V\|I\|R03A.L.#J\|M5F9\|A\|A^7R2S(@Z+R^G.M1=6Y?@.16FYK^<|@U\|L^O^Y&@.1.W\$E3^XD\$A>)5*=25DR.G@M
%5;=O94462&DK4SDE;P9Z\|DNTFV5+&D\|P>2\|W\|B\|Y\|D\|XFE^L>&_366\$Y8\|D>S\|U\|O\|H@M;*.376.67.M\|Q4>^<GMRN)M\|Z6-2
%M^<R3E\$%\$#S\|N50<^<C\|C\|OG3\|V943\|RVDB<\$MXZ7\|L^>T\|Q=^|A\|X;X\|K\|B\$P\|NY02^S3\$P\|I.HM.O&N+H3\|PV1=|5\|R\|1.3.MP;^J\|V?<
G&Q\|X\|F\|W.BK&S>B\|JSL6\|LZV^>^&Q>0^5?HJG-1E^W^8^H\|X+WXH.MV8>Y07#16\|0W\|WK0?
L^#OP0^Y5#D2^73D.^Y3VO^1.B\|FQ.VF\|L8^>O^V\|HYRZ\|S\$H\|K&N\|ZU831\|TR\|0
MOY5K#9\|+D\|1#5L\|O\|RH\$>@9^P.PA=U\|9LEO\|E&F&9\|G\|H\|L^<N.Q+2^U\|16%G\|XIR&^*(S%QA1C+(KGR\$CS^AL.U+<^<?2.N2^1A
\$#)09\|HLC.M^XOLF3*+=@7/K\|Y&Y^L=J\|Z\|05..CW4+&^LYAE2G\$^O.6V\|N\|Y\|P\|O@.SVW4\|6C2\|1.16\|J#E\|0ZS.BPQ.DU5\|I4YU?
M^<KX.9^WE^E(N=7M6O=62\|^<H\|Y\$=V\|I=8D=6EAZ^6F\|I>.;L\|W\|O2\|ATH\|H\|Q\|M\$#HM=WE94.HR9\|NM99Z\|I\|32^5*^X>2.CA.K>
(M@6B@P^|F\|I2Z%#&L.MV81N\|I4C=(D\|R\|E#W5\|1@T+D95/>J6.RDBK\|A%.DOGYME.F?S=H.H5(P^9\|M\|X.M7C\|P\|C\|I6X\$=R&C-&N2

Y@/I\!AHL;U)>BSE+(\$)*1C;1M3SL"/*CV=P/\$\$ MO!OH B;@YRN?IA/(&A(K9@.7>9=E>->.).4%D12Z7"FCB3A&=E C9&>QTV
M!ET1!HVEJ[R91X#1]->=G\$;7F3HMHSHM!13 20>O4>L;1. FN1DC9JB7SU K _M@YX,E'P?D4(4Z%*=QQ.J *YMD00!00.L G.P,18:O.2!
<9>^U @J9H3[UVN] ^#W; H8WO&KHYAB#13 243;+CX+>H&;JH28D4X8-N <:;(\$\$ M-1SE2PX;
(!(8=L8H"0838IC+5U\$8_2P8#;:S>J+G%IMJW=.%626;MJV')PIE< MF*&UJ\$9/'AUD!#8">"SVI*JH>?
=Y1P4IDU#*VDR;H3FW\$5;5;"1.2,3N MMR &3O>ZO1>?ZIGIT*;AT8X4^%PE1Z7%JF4,ZF+T9B12K= G0P
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(/M8NT&_S&>8!TN'.G|5R0_V>I;:"?X=*CKI&UM8E*|6L7Z&DPV@AC03Z,S;LQ6U.+|G/D 6HJ)R"-LT?3%/D|43 MQJ3|M;2T/+34|?5UAS-
/E6HG_72^&Z/5\$K;D&5;7"R&OK\$#@U0D2+K?266H MB610D@8#^C^9+H|IM_9=QOR?G|W;^AVCC^&8|VLJU\$GVO1"6=B*GU.Z*!
M;,>L59W>AC\$M|C|L2440.+AUCR/ MW&S."F'0(A;UG-G/1_1#5E2N=<(&*P)X)"=R4XK#|DRZX|Q. LV*B*FE; M|/6*M>?
7%G;(5;4 S7|3VF'0/9F^:DS;3|4C:EPDFA,R\$G<=<\$M!5%+(BH5;D MB?JEROP1>_#P.29E=M8Z|2|TKJ\$|86D|SF K&P+|L)(E)1(-
J;50JTY?<(MWL0@ZC#F(U""@XV(M'D,J<-) R82+H|ACNUG;2VIMS*)0FT60M(ZU7TCD3+J4DD)Q|H|@ WB.JLPK6;8!>U?(QZ-MN5#1
M@U;5A8D\$G"(F^|GU=S_60G@4W->"./6?+5"F9-R=*RW"HB2|!L%6@M,5Y6.4^/5E&W_83&^@YD2?4?/_#PT K0IX-
^&.UDXX0.7YLZ^>0!>1KDN;#D/_"#(WQ<Z)Z5P_LKY^|S8|H|N1_K.K_#H2N|MB_T\$X&KEEX;?/B8)AW=(C \$7&9X\$|T_+EB|;_!/?
QUH|;"Z4753Y;A;G.D0 M.KFT*%<_MD6-%X| YU|6;1|01>^_J|O|K.3#1856ABH*X M^Y)&H_/R|@ (POZ\$>2L1WB_7
H@,%P*XJRI%EAHHV|!0BC_X#EC9V'C60:T MW%/JP,+FAGIQ^T7\$5<)=C@WD_?2*=>G+CT82WDY7A9S%_B%2J|AX@=QGQ+B MRK
4CX|Q|Z6'!6Y,H=K;_>JUPSEN.<>HX>JL?|H\$5%ZJH_NLGET*VCAM MZ_#>J0N;B/5SU>X'YX0?
O/HLD>O:2>HAE>6WKWNF*FL|IN ==IE; M8H)3V0;I>|@)_#@_*;2^#_<@A5J18>86|F|SB)T:2KD^&V|;?=BJ4A*U7 M/-
L|DF^2FCH<*F\$02K;+V52L|30?>H|KMR|_X&X|G.IHOKV|N|1+C"K M6@S1GLO.WG?
5&H^>V,4;7A/MNDQWH&|)K7W+|\$1)5WR|,SPOF5&AFB M1>|TE?%PIO@FJTJ>1DXWPFKC|9X9|"B@BD MV63,RV&
|Z;_MY|H+HJ90T506&2XE|/|^_1(NK/^LZ|G?A!;#Q.1LR<<=>M1HRW_<C@|QUH83I4 3|8<67|E_#%.50E+0(VY 3.Z2EM=8002NB1<:
3|>J>@U M+;_1"IV:6S>2OXOMVGK3(S)PSL|Z7(*4NK*W(B:E(W_YJR@C&N|A4RN|YX4"Z,
(>@/<O:G1E!;9 SH9|HMDP9&10Q37|2)JD;_#1K1!|HAR,SAF|WJX+7%_S3.RV%<FX*%|C%M1D?HX%6VF1BX_!4O>6=5UIM.F\$Q@|T1?
KO#E MW|G.7T|O|@|JZP|*4|OZM|_9G;G6IPN440;)HXM9H?KYZ=<=>W_N^&MN8E
M%T=FEVA#>H%CX>|MD?G/9|A&8YBP#|CREI=IQF=WXLRR_58A+AKW^@R|M8 @T;UK:D>45-
3OYF@R(3O|M;_&ZGF%ZX|U#5_1MP*30=>N7%|<|@J#;OS6@ M\$<L|BZ*#?>8<4?&RKV@D;J|DINH"*Z7=WW?%ZJYF/|I3-
AH(7_9CKDHJX MD=PW7Y)2NA:O&F^<678>E3O&>)>E"KDWFT3.X49!>A9J8F.10Y7-RX|S\$W M3|TC20ZK;T+6.8F9'5;9^U|FX\$Z>
|C-X|>3%Z&=-=J_58)N\$;3WD8XB@|W' M&7Z*LE*(9|3|@WLO"\$*KQF+FPSEZN.>XJ9?GE@%8\$NC:N@|!+1F).&KN^
M1>|NZ&_FJD=6Y\$FD0_-ZNB+SVNK|A_9H>G'P|*3|8#P6HHPV\$TOKS;_S MK9?
G0M>@>@W6G6M;X2.R.=IHT|&D5YN,P^&F5YX8C=A;FNO;@%W0RVY9|,M_NLWGJ6^E-I9'YH:6Y*24-
%0>ZP5LTI;DR*\$|2>&1LF99H&|P%L\$M*|U MXC|;UO|H;Q<ZW3@>C"B"X46|?2Y'7^>JRI80#@N(MURR>N/!GG?7 IE>|K
MGQ1|LYWRF%)!%AO7;1"/Q_W.6FRCY+E-BE1D*C6,T|9RC+..N)RY_+ML\$F^MATZ;H?Q AAF9%?%3@AJ)%)\$G%NU3BLOT|/;
|<:=NX(|X&4@O)P R|< M|PJ|P" F^>F/;+K<G%T@V#5<4|L+;R|+U|H^X|;_>69Z,OF2KSKECQ| M0A3;7^>
|<|@RF3)PO'67#9&Q;\$6@>S>M0G MKD2HJL/(24?727HG>6VUAQO M>^L<4DWEH&OV8|N(-
&T\$Y>"TF4/|#M3;%|F=|N7_6DXTKC;Y MHQY4Z*CC1-|K&_&S@+|H;3|XWD;F@E0K1B;H#|ALXZ|5%<05H0"!4
MA41|K>=|U6B#M@0>8Q5<|/;..EDZT/S_&(LPHJDKUL?S%+=JY)&K>?|LN(9 M
Q1@>|CM|H6W|4+;+B?;7|8XYKZ4U|WWMYU|T,Q6V@>?&9_&0%USP_S_Q^M9V,+T@>^50>7YD&F"IOY|@4+3/SP/K@;,\$HZ#QWM
(QO>YEY|IDV9QW&|N1&T MM#GX#_U3GR|Q|+R2_N*!A|_HUF=Z*1^|L%+;+BG;V>8?|&@??7M4N% M6KT;"|J|U|ZKDC?_
V"/+|&S&|G9\$WE;25O=&|G7F">42)G(3P%L|S"|MZJ5)=00M1|8;+T06Q>|O./|'N8+FL_%=O7#_JT8&_L77|8Q|>W3.IPH1? MW-
'9L866_T)GZ1|(^H+;)*|D9^Q_1F=AHX=W0_UX2LD/2VP8L)0<66=;(|\$OK4|>41D94A0%44\$|/F)EDL%+M|BT<|#4J?9U&E|F7;|)P;
(+E)66M*GP>@M BC;W8R4|J MQ>DB;X|D^?>M|BCV3P;1=2M=M;Y|>3N*>"E,BCZT=VKS|>E=68 GR"&4VVK#HKNF(F7TK
M&%(O)\$_2P401|7X<4Z%8?)10|/97>?A|Q|MOE.QO\$>3/ F=|;Z;Y|_M4-G|AR7YU6=52G(BIGO2P*=2")V\$H|)CU^<AW 3%_+FWLZ
E 8 XO(6|F R6E|FE+YX>A67@D|Q%99F|H M 6|B9|R;2|/|JF-6 \$4Q2IO(I7K 6|+|A7YU6)40T&|AH+&G\$O6YN 3P|B<|ZCNE^TV^>?
WVGEI?@%9"672H>7G6>04CBF MVU9?>H"BPABD)C|G|)#@+6|3H_WC=DA'W2=;TF;N89(R=8L;\$1-CFL 9&1L@SEN0
M;7_((2%*0M1E">?X|M X6|Q|P|SL?<%I=8UMY3.5HGR60|U@|35IFV*_M#)F#|P&_*|*A\$A@M;U4'O6FBDZ|L+0P|J2IZ|^<_
|LM1_OKB<|*(S|& M@8|E9Q"JFRE|G-BG|MSLUX|+;F|C>^>X@>N|@IWP_7|NUJ_MZ|"L_ZQC5"+WS_N6
M^S8TW|A&B|QXS*20C.%@|2BHB|_W>DLA8M|)|+|F\$M;_>T8?>|Z@0E2Z|OT#|X1PMN\$;R3(>_J8P6CJOH%;_U
M%GL27&QE3QAD16K(M|L;S8R5_%A06NZ13;M'F/+6M?<..|BHEML ?A M=E4R-
!\$|=AYK8\$S\$&@N4Q|NM_XZQ0KMU@7O/(J4O|H|FS)52=>SN7=U6\$H MU|TM_Q#|0|SL|T|Z|19BF;_D\$@7|H@<_<7V6B ME|BF"-
ED17=1;08-<|BH#<XB5A;*M4_HVJ|KTH|>V27)M2&@6 (NYZ M&0/8|XWG M;RUZ&2Q8LRRB?H|DG=X^MF0KQ*WZ;#Q<
M9+|R"SG4\$4|7!>MLR#W^>CY|B^_J|CZG3;_EH51(|*|6#>8Z)T(8QS MTA26|56|3C#>+)FO'L|>|KU4GO7 UU_)|F@Z|D|GSI
V"")F)=RH+AU/PW6 MSBH"H#X+KQ|W5QX834>9|2P_(<BEU#Z>+6+F7YN|S*YXATNKA0#|RYAT8 M(U<DLGX5%8YV?T-
XMPCH=<@<_9%3LOL.68?2"TVZK=9#37M&^*X*|R@8T5 M)*3R%>?>|+|TRSQ-G&2?9.O_B&X&67JY,S6FD?2C>9\$M;@+/_FRQQ8*
MU|Y_X8?1P|J|90Q|=A*C+2 MQ|<=>D< I^N|K|THG_2?K;0;_S8|F=7A5S08U5-W|>_J?TE28N_IV MO2&XWY D-
ZZO4|OB&E)!MRF\$2B|LO&HLZ0.DAL%R_1/V'UO2%|3 M|*R+(&YP#1OH)X.W;HX@'0;K/N;EU|VD(>G|3|"+@02Q,19Y8E^SN_2>)
M(+G(%8X|A4A+W2X910R+Q|T;C?T\$VHZ=5ME1|+8@A\$TLEI|W7V-C82N(M_*FH8?(>7D-2|&\$C|J>6|Q&816\$+(D|C8X
&_/"N'O_96)=UHK W>?EDZ@SN MGEW2.M%>?JCV;G7WB*|C| QZTKC0P_E32"@YZ;SK_/B"/|ZN?ZXK-B;+FL
M7_>|O|B520ND5+|>|Q%SI^W5EZ'O^V| M?32Q9/KE,(UX3_M4IAKN/U1E) UL|2_"P|8&@U4Z M=SJDU|HFK;WL
MG8^BV2"RZ%E|6^>K&JQO<|H^>+>R?GY_1H?Q9\$S W>I44|9#5UA>(P|Q M8:3PN+L\$%P2V?A|DWULE"0N\$8#P4P|H?
_(<J^E.3F*VJRI MJ M%"OD&6/6_7_|5ZQ2;+PCZRX2N/YQ<4Y"P*%<L|OON2N6SFMC*UZZ\$RX1A2O MUR)=>3L_12,>601?
K3%>0&H+|7XFL\$&C4,CKUT?G.WUMG;R_V+;7?2|^<M?N2|HVY^/?P|X<#>BH"X|)(X7#)?P&.;&W|F|ZA+T|_>0D4,I+KRG
MCD>G8&9?KNG#_HY*(D)>Q19J2|=^|>X>0|H|X71|^|Z0=1\$+>#KK;G MRT8XN1)2WD4LS+P\$M^<6
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M=4|U|H|HXB|12ALG|QY|YTKRE(7L=/%T6%#@F(W#&G\$ MCH?#6|&N4DN_9N|AB7|_#D.XSU+<@H|3<|F.07G:A"NHL&9&M-
4_#2SUBBWT7|G\$A|S3LW9(L|M(9|C_G^%0|>+IYKS^|F|^>PKJCO|HZ&R MN7=>=&N\$X|>YT 3A|SH#;E*W'=W
M%42X11"G|S|A|QU79D>|2\$3Q/>(&OHKHJFEA'2GA(AORFC=KS)C^G MU|L@>U|FW-U^8W#=-EBNZC1'3Y5U/42^|@>(|L;Z3V=-
|@ME|N"B4ELX/ MJD0"*25A4AJ4|^>2U|Q.X>L|)+L42+M%L^N?M#|T M.CEZL>_R6)W;KQO>Y_8=0?
HZX\$%6|N\$5=\$E|V|>R4U|F|YVWQ.S>H&75 M&T0&#V|B0|X|X|@:90>=N.TWM A F_?D+H0.KW%7YC\$1RX(4M|H#7|GO@_MM*58H-
S1*?|<L(4+>_T33YOFV6X079Q#S8N'1/R85(\$ M;|TP|A000|MP;JH MS.13LSP A\$ZA=*84_/Q*W.95|Q/F.9D/7QZ8-FG|EQ M|=DX
J2|Y8.N.35.EIKW/E"U&RLKZ,BUEH|O&F'16.DE MT7U|U|K|Q^HH9@K|MPY22|*Y1.2.C|>19C(>E/E_9T.D.0V?Y7+&P&OYBS MY)
|2;Z|3TNPR8,2|ZUL_UUMK3W.#@OXM&|S|"G.LX|S|MP?XMEGD_?V#M^ MY77>9N|&94G4+V3N|K|^*TZ"(F(@0\$2Q_+0G.1RK?
G3UA^>O|N|P|S|WFLU'KAH&50Y0HU>N8KB|AL|Q|K615W*&|@%K;9W);C3EF|VX>_FPBV"6QY|F81@1_4S'<=>3L_6(HP_UF.\$<|D|/+*
M=8?T|C|L7Y4|W9F;N|S|Z(NFW|?A|GH|R=JH_|O9;>7UD6&WH.9|J7+EQ MQSWO@*(?+>=>P3Y|6\$85TMB/(N*M3|_|@-
6&DWL|W;_>_<|69#1Z1Z_28 MK_Q2_#>Z>|RR8-\$L&HPXSO|CE>RGE>@F4V-W70R-M|L\$#B|H#>?CRIP>_N M TN85<|I
4OPV8&33&H05=>1<_H|1<|Q4(VQNT<(FAE)&.%=1/CDI7%NPZ&_IDONI9T%)_738BB?>01M4JEH4P'
MO831YKPHM.H=XCRZH5W@L|I>=>K|_B|YDW@>R.5*5(<66LQ<_W/" M_4_"|P%2J.PX|YOW>VQ2K99.8*1"X=>4)LS/%PH;#&YH?
QOJNM2-F7*M3=-C,B&#0P,2M^OFP;_M"3G9M6815W@4@86?>^W M|S|VL*&|E>YIMA4)(XPI70|L3_64=L_8^0_H|RQP(|H;|
|YX4355 MVL|OATH+8WP9BS*>XL_Q2SA_8H;FB@>NOX|_GY|N\$S;P_-/2>ZB1C M>)>|U|_6SW1M8|H|L%0L-
)T#4G/4B)E6"IA#U56;"A3<=>R&J;W M|2|R29JBI;7*^789 HVE6\$&*8@/\$3KU&RB;8/N;7G%>5CX&D05"X"<(<T-
M5N1L3SU.0.U GMZUMK3Q9|7|?"A2%R|156S_XSYUG;7_#>|/|YVE#&Y*
MV5NX|TCS4BW|HM8#M|J&7|^>Z&66P3VW\$&BN&_Y_7E|A|J^L^V-E|ZP&O M".HW1|EA">80U|S4\$DW>XN#;.
L8=4^>OIR QB>#9W9B3K1Z|S3N2K|>3>N D M\$S WUL5|74|KNE|^<C<N3>FUSC(>RW.6<XJ|UV-(|OZSD8MFE>H A0|
M|VY%UHOZ|>0E.14;PAYL15'#0GWR8=G^>_MB@GSC;LJDWYB3E&SG9MWF+;R M@VX67NI5?
(L0LAHS@>^XSP=\$Y%4BYM|GX*3R;2.Z)921%A#S233>(VM7@P2|5\$D> MLBQ|C|(%|F|E|P(Q2;?_O.F5OK|+VP?26PH(V93DY*F|C%=%
09R>U+56X|H;^5+A5\$NS;KERC|H&2O3 M?N)7Q9\$MKN<2Q|+>(D1|80S|E|J6_>IT"BC+&Z'RF8Y|6RRIS;SX)9*#
MRNZM3&K&NIG^RZ&6|A|HCHK|P0LH BYXH|1|Z&=>KX^GS98@I^A% ME_#O%M30_9B;
"E@>FW3|&Z\$M9J&|&(&R#."A%|^>14X\$5_H|1|<+>E;|>C#EW MT+JE\$U STPI<|!#58^GZO+%^DIN\$9KHL2;U^<(3K-
>CXU3EP|9KS|O)QM%?>MOIS"=U2\$H#6|5Q|^>F5^>9A0U\$;^A^_9Q0M|X\$ALM*3J9'_5S_?^X.D@_|>+>4M\$E7|_MY8G%
T8X#X\$U_HN|^>F|FV3>N\$OQ|BEWZ|O+5U12_>T.F;3|1+?_BC ME=>=>LFFEC9"BSPX*Z^FU@V+|H|4Y8H=0S>3L_5\$H|_V|OT 4=
|L&BT_>4T MD|H|HM8|_ORAK^QS#7&I@>CO6FZ6^>H&1|T;"CBB"%FTL|4|C4|_BVIK5?+ MP6X|@_8@%#UP>9?7
1FH|^>I;GJG=XGCTD@>_<|S|X\$|J|K&_J L8,&*3 M-"T@8/U4WNT8W))J=R_D.GPM=LV;+>@17NWOUWO^N7B'R_>F|NX?XS_WD

M%SIFR5VW"/TJMP<V>)/XF>*K8Z^K.Z;XGU_\$X=3>WJ742J\$OM&+0<9PEVHH+M_?K\$E-/M" C:;2F[=AT"E))D
>9HN3;ET2J:TGO4N*V**8_#-/L:A8;I.MZE"NA2(C TBE22;DN)LFJ..V15_..T4=M;1-4A5;..R;M'&ET L<;%C(+!/? MXG+!
(G&F^D(9>QYV7DG;IL:~*8> ABQP*0<5>OJ<12>QJ+##_ GTM5 MO?>QB.&_R*H2P27E\$_.+=
H#:\$;M/V1(Z(U_0P7(=^P+!"11TBMJ\$[(KHA M,ZN&UXOO@NRAT78G;Z43 M+AWON4;O*;CE63)^7M1O;Y_*>GI=@X
OUY/N=EBK.3;8<>J9I;72I#_*YRK\$*\$U MN(BGK*NAIDYC;95ND;XL;K)61-HSDEHJQCA!;23^0;..GH?>#C#O 43LS4
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*#5NSBC)F6D;_X(5V^|JD#*H_ M/(CN_R@8I_ZK)YJ;HLR(G?G?)>PV4=K(%E*QI033*XD;+!)UPI^!ZN+<(MFK,8PM/HC^K@
M18\$[%G&+.5^8DZ)E@2QMP4V%%;..9_-H&ED\$RID*7G 8Z-\$Z(BYI|?7CC75I? MSN:A97YL|!%O^3D6M|Z'N&?-/
LY^_F8\$9^!/+M&_*"M;SEFZT;_# EW@-TO.CSPPPVYTWXL|+X8Y-N;|FH70R*OV//13FD_FSGDE/W>+2J\$|O_3^X%..MY;HI?
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=4OM50&JONV=5|PU!7'LM*_*&+!;-D%J]?%#!NK'SC>8(|*H MY^N5L4%^U-INB_O<#|L7_6-2VU|?JU\$Z'O#HFIY5W-G;|LX?>2BC
W5;FF MUY)IV3XT5+L.C.O4"KBQ'X\$RIR\$K|8 E0526PH>|3&^V&MA\$;K7>3^N8\$) M.=%LW?P
AF\$M|H2352U)QEZ6&#;XDAW67&Z24|SR7K>RU9'6=5/A&J1<#?U
MI>OQGM,W7I7=PIO%+V39G.%SMLE"AHMF*HWEIBGG8G1G12;YM6I2>&>R.R M_0I ZPM'Y69"#S0F%!/0%#(K1E%
_V,AD&U'"%N97F*;/?R^&)>Z044>E MR8|BF-;L>/Z?%:7M3ZR0K^>|+BX2@8Y*|ACYBG;|)OY1S^D'2 Z5#SA#I;
MDOIN_-F=ZIY#A;HL(9LKL;?DXR;R5<(W;06SR&^|3YI7LR7 OI66;K3 MA|GP*+=8E-B*^;..KAX?+A?<
V)=.#MVXYFGV;IC'5H^!M:@.-8@#;..@/4I/M#QB>NOIV\$5_#NT;U0>3JOSW.MY609|M,N5GSIZM7)?
%+&;_X602^>OT3'LKV*KK)=C JO83 M2RJ_L.YK)M%PE?Y2T26Z9@N.PYD.>S,+&6# M@NNXW>Q|JE#_CO192-1)TU M(C%?
NZUH6U4*"SW09F2O9;*/\$;6F=;EBH1T)FO-
HWD#;|0;+1,5CUX<^>O_."+NGD;|J8>#^+UO%^+4TF9I5V4N9I|H>2;RA8MCIG!1)I2CV<|LA13%|78G(KF*)HIBXD)MBL;1-" +3!Z!0F@3B
MHY6.&I=S';IS M(|-!E_7D;UAX|MN5V-J00>^V15RO;_14XP7;ISZ_*JE;QUW M'1^!D05;|BB);.0I+4,P@2_P%P;
<|)JD5W_@;40R;R|>2W 8CK>=HNFX M**W_*E\$ (KW=3YIX13IU_D K|OQ&A20/LED^IAS"||NQRW!;_3E(H^EPA1 C:9I\$#\$AP-
PV0CCR2;T=L83\$5H&A1=KAAA:A#3;7H^VOON5JXX?ZR#K|<^XHW+ M,<79;A\$;PPLQ"N?_8I5N>ZRGK;_-DNU_?O;_T+|H2#9\$5FR
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X1#3MT8_1*K:C;G+R@?2?) M2O%E|(U_VHU@00PO;0L=^|;= W^>3D|>PEM'_G\$KL7Q/VA(UU.T-6L>.> M1O5_-%
0I0F40I;4_9NME\$2PJH5T8IV^V@H6&H^K)+\$|= ">6-QW8I|Z>D
M<|S+RWS..B&W5ZM\$BST78_CQ'\$+195DC8%F70+6I_X<|^#O5NB|KRY%8H!'_E5P_M;?
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RL+GT\$2^+G;|*XT>T^O M FT+N"=AB;CG2Z;D|K\$1(AI220 @B(M(R^1#N9)VEL@L^HDIQB6FB_M?N^MR?2^|
H%)E;\$=T+8A>U+>&"6FDQS_IYDKC8>"0>/3(451.FI%#&/&
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3;SAG)0Y\$P;J/VHBSS(HHJE^ERIOI E>| MTTA>WUP@S8_3O5Y2GHT_||G?U\$;S<|JO\$;Z@="PZA6)H&?_G8>|H&7?_MIAGYAP.3IS%
LIP0I%_/L5X|C:C;G+W#(|#0X'30X_#|B@144G\$B2^THRK2B M2G=PCRJL37HZA#2U9DL|^9I%|H_N
52GR44DIQ.OH>)+T;#&0EGM8|>^"L MIWL^M^S/DN^E@6%COB|_CH=6^W_9@1 HG|EA*7@6KX@5.6_VAA" I%TS"> MK9|<
PRLZ6;2|VRIX|9"CM;0>2+482V?(\$110\$)>AFBKC_C.U;_8^Z3U|_MAKP_VZ7PE+?9EIH>MY|5P|W^@UIXFUZ;_V6CV(|7I^CYD;1?I+=
8@;H\$ M7+|(#;Z=N,ONFL%RDWG>R>PKS|^6|9BXGLX|)14A_\$/I3P"JW@H;S_-M6O|6=9R_O|8KSC|_4|9A|(#;C9C80<
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>1(4/|TL/9_Y HW_-=F-5|Y|(^ZGO|A#I;=Z^N MQU|+I^PCA?PR5+66^K=;2'I^F=8_.76EN|J|9\$4KLD89DM_3M\$GCN|H26CS M%Y4FY|
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^%T_8>5HCV)24 MLH;H%7I?B.W@52AO.38@_RLZBY|>@D^FT(IQ|H&LA|2M_@8^|%3=ZG;H M2;_P8PM-
ZOW8\$M3+N(W4HM_41^KEQ@H;85_VSGX7V\$H^T&8;|>3XG;0V?0QV15M+^*G;PO|Q|3=ZG;+<(.G@ME-A5I|=\$0=Y4#ECA18"=9/
Q3;3I^|A=Q.D7P!0^5J8QQL?+JO&|T_HV M?NW|=ON;TM#|L^CNQ@=DSXR_58@|DV1_2K+|JS&K(Q.OR|G>=T^I|J\$A
MU_#IR;0JX/32DIQ|#;_+L T9%9 HQ7^O M5@U_2H_CQUH=|7\$6;|W3L%Q|H02P;\$% @_7|G608QP@YS9SLV^O^4>#ZIJ""9LC6?>
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ME\$*;XJO|O^\$(OP*\$E_NJ|^?72_O)OUT|^_67;|^_24|^9=+X7Z#6XN@^HKZ_5L;WF9%>QKC+R?YXCILL|F#OBMSIFU0%SC;B?<
7|XA.DG9^S>20Q|V>X1^9B MEML7ZMY*\$S?7N;DE=S|KT^MZ+8H;+V=X+79D>BPOU1.C|HHP@V=#K3 MW6.5Z_Z_YBO_66NX-
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M>4D_4R0_182@O.018PMZJ|>+/@* OYUPW+^EWNF_F*8'W&|2I^M8E;=>0
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(A|&_SVR%";_A^C#;80I8F+GSM^9>N%""SA;+|DZ&FLX (H%S;"6.8CT M#(X#PM|?R+O*=|D^2^W0MT/(LK|Q9_380 MR?D+|RX.EI0_|
|JYSL ODMU^O&S%RY\$S^G|H87K%>O HG=E&TF|B6=YRIN? MO?E6J4DO/LN9Q|Y|O|B_2)W0G#Y|E\$_2U\$C_&B|MS_!Z2Z?H\$K?<
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3(E<|^S%_C;Y9(C_M|H^5U)/6;GD#>+ARU5SX90A88V_S&2Z;)\$E\$|JLN_KID^XYFOG| M5V^U4(OZ|DB^I=TE3B(R^<^)|J0+
(F(&21K&C1^2H@<@'(48ZMNMHY(G-44<+ MM;3TS_NQ|_|Y|8RF1D|37&|LY/LFZU=|X_TFO|YR<%Z_>GH (E#^+1=<
M.A#LIGA|X|NJB23L(A|+^0T\$U(M;!"1\$0L/WD88IQAZL<\$I8E^4QY.A.K MRX8PZ%;V"-H>_&A8AQR*;;9I)R6VR;_?S-T@-MT-
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|H|LTKH+6TICIVD80Q_/A2>ZM|&5_I-D4XZ0_20TX28%E MJD-W;Q9O_E'B56A_E-P/D;7_7T>L7>Y|NU*OIW\$/_KA7(5F^&8>|Q#%&_&
M4YXYT&1-(C|DQVM^VY&(&W5E=XI5X|#)WSD>5>IWL(F^N=O@_#V;5/2?PO_Z MVPUT5R<C@)H_D)X7^5#6(Q;R;\$95 =14%<
<JRY_!%4O_!0ER^7_BBP|G|_W(|P;F8B1F0&2RKRCER_M\$>L&G|US8|F=HP(UZ=QBZUV_ZADM6W2R+BM|5OZV>AF95<;7Z.2
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(|9)3)"7ALC3^C_VHCZUDG=T5<6_CO_5 MP|L&Y^_JSV|F;";AKF9X;SGPT^&G|IV_#W|0?<|HYP78UE50EM@G@Y*QQ<
M5Z;#ZM;OG&J|)3 MZ+^CZF*_XAYH_5@LF4(QPYL_4APPB\$;204\$Q@EL4Q53^1T^C+O|B AXGM4LL M;_AHUK|OKHO=YRU-9/E)*R8
PUW)F>EL|@V%K_A^R9S6KY_2U^UWN@A|H M5C;@<^G|M0M F.S_0M1N_R>P2^RZ^G^VYX3|JL(<+AS)?_!BES_4YH|H M;9FH-
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MI-3;OC2;AK7 TYN1G0%BI>LG:K"H$XL3VY3NYFD3B1U-V5HD9YV134 XG,B- MK5,OR_O2K_KTV9I2I8YJSY12YG;^7IM-G?
<"SD4E>N")JH,0W;73QJ5!) MD9=OGOG2AU7V S&=>P2SPi"5116 Y9Y'G&Q6"=W#JY=V_Y_NFKI85@_P_8ST#_9K(FJFW/J<-DTE=KPV
M6VOI;M4*9K) MUU552'V7( XIKQ>?<- KSZ74^*>BPLM=+I/95_-DU5;245R"DM"WI->Y
Mj:#,CR&(<2#1)R<^$*2("8A;%81(<^8J,FDVZ8VUBFI'VZ8>M<_H_<@00ZT M9K;FX1'LF 3?))= L2E?<+!AM_ =L2C/!J7H.46-
GIG,0I<@FJQI<AB; MMJZFZIVG?M_CO/P#+I>I8ZMjHR86$&2^0E,L>=!1%_8Vf)"0 MARP("S4JEJA16WJN)?K#U_?LOUM-
K5859I5U54I(4G3AQZ1G&4U9WVWZ<7D=Z MM-6:EMSC&G6AR(;"_2&NG2@S06GFJHQ-CT$ "80A8-76:YXCL292L25EEW M_ 300JN]-
OP_["(O)+I$85>R 7UH4JIA*!$P%26",*>10)Y'A=;T(Z/ MB157OB")X9+0$D-Q>+T*!DN(X?Bj: ^ 8J1I:=Gf@HHQD#F<,UYF70N%I
M6G(QHKT,JB,5JP7#F=I4J#_Q59M+9M K^KSNjXD=56X;1$7DA8&,*0RH4L M(HC""*LH+IY+NO4P%*E&D=I#Q"8V0;J4J8S5-
J1=JrJ#"^ALJWR U;W^_"VjG M;IQC1 6_%@7IEB^7N^5DF"8>%GX,(AB)C4BOB#(" XYXG6$+3P$35CRA, MK-
h>A8)@._IT=78BT0RU4U,S8U5JZPDQ3Q>/Q9E?^L>(>= Y"=WW2>B<=<M449)Q!
(!/MO/I>Y)+20BC&&2RD4!QJO/A5!AF%R$ROBOW?77J!9"@_X*.G MANZD-M),UW+ICH$TA-
SPM9CKW4,I">X3D.QBP<"MI%W>+JX^=1D(1$JZ MA&$K67>_00Y(&S^!>3I@2<"HP7I,8FI-IFVK &RB<- Gf7K#,$+X&!(D);Y, M7-
ML,V@XJ 1 MF&5(^K,^4Z>OOM1#=$ (4)SCT5-4I,2V-DIO9K7>4W^AV)?1+53^ETA_I M_40ATO E+(PB6(<>1%?!!2%*"7I^R" @
!MB;I>E(P2+&W.WH4 76@M#>U6=2D,HL#HHDYB)4 1>T6C,2#^1 T=N.M!fASWRUYN$EQS?JBXOK54 MW%
<%!%UD14S$!7F8&PQ%4OH;#4!'YD.7ZJO& MQ!"*OU-B>KN=0:F5;TG_?7%HX7RTH)EILBO &GSA? C_...XP(3!C#?D83
M%&#MG<+!;_!T4,*&K@SY>H0DXP$)/T^TE^H^&E,?T#(YTV#P657P MM&"FG;FJ@LZE;
<^CT',V9^%*8QA@="=B"B" @UfF*2"63>I R0 MRBR!;@A:M&8_@33:7f4DD->U&R);>1*!UD$ N&Y(?T9B_?DY,4V(SH
M7F'WG>KNJE>I/T^DPJE(I?JPRG=1OSZP=Q&S&ACSR($A!+,$<4A$F69
MY EQH*6,HY0F5LB6=M/(>Iz;_GK!_0=QFM849VB8*.LU@_8=0'6$LZJ* _#P MR+U"=82L\U6.1&VU,XM?
>76ZE7I2*2""8>I3(U;R70A*RI#**PR3)! DC MHXES? B13HFZ(R;+)>D1%KSLV 9KJG+YO%X=DI$9P=ENT /O/AY"G!C@_#
M3JEI;3UU!YHJH7P,ROP*E E6011RB.84I!"^4D,U@6XM1/P<8(3AUAFB M&UR6+TTG68.(X)_W7:DOM1PDOWA#>(<
M(IV,IE&A6)YJ3^L5!9U4TOF$Z!$!$U3+J2D*7J,EG,U(1)BG/H^H%Ff%N MV9/P,F)5;_2INyCLJf5RP=T(F7URMVS1ZE
M;Z+6'HIBE|>RZ88=IB&R$^AR&@^D8\Y)(Q3Z/M)$/M9BCW.C'P&$^I3NPIM M+I
(h;KELD#NPN,Y#IDZ$&88;_H64R#GZ&88@_P8L%$*+CR-HQHS^MXV,IR MY(-8#6)GA3IQ^@97#
f=E9PSSMZ!_?ZI==$VFF97$FKA97Y($8A2R(5V1) @ MF#$Ff$7*8L10&>" +I$5$EW!f.F3-K(6P.T54DR JCD!#QUK #R HIMW!>?
MfE?P2 R@U_!TPfF9G845HH<-O?ZB?%".A7!>" * 43.V.N8_+(XIH1G M-3?F@!S;&HLH1C8NTQ;
()$T$@%,XPOI!;$*TS3"D(4)YU'fSB,3'P>FQ6YR&S3);8D!)K;I=I2'E*2:(H0%1H)_!NR PN2KK(>S;JL
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M*FVOK->_>_PICGIMAGZ5F->4.NL52>DC AG'7;5WW4D62$!)_GERE M(I+4H_=@&C $I1=R6%(GM&X4GJ4RM3BW-
36ZMH0H&A=O:I46D,%ZP3M MZ%V!&I$0T=^Z;@I2#AH5S3AF(I-D1YfE^_HFU@Y6Y)@1JISAQ&2I_ M=(6^F=6;
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(9#ZVfVLYV^+!TJfJH;5U 6RI>!)V#9;_M)9X0*%fTA8.1(SXDNP%*A09R%@9=&B'FD8W0HCJQC=CR $I.BV=>OJ@/'0MF
MAD(1#U#X1P;_T.O0Z5'7!^_M^6,I+8D;G0HSFKJ3""X=I4F-U@3NACH$W MJ0=1POV L!AFF9H'E'D!Q%$.09_ $7A8*$2%BE
M^2&(^&3L^*T7/PB_H V^@_M EB*9IXTYTf,Q!19%;?D<#F+IX>2?I(^=S)N?G4=I;=9 I>EA4A7R47PN5-MN%6L5$!W^NG#BFZZTfJ9""
(>P3*^I+Q)(D20D484CIU$NOC(3;I2H3;OU M6_)@2QIT%P!R<?>?9JTCL(VK);_P3#3T1$<+&K6@C)BT+W6;3IV760M7Q2S
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MAGO3D+QP.E@N09NFR$BFT53J S_F51I0;fH_3&X&S=VWKLfZ;_fO UVOV MCW55fT=VC0@fH00F
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f7O4UYOV'9PL(2$),8""E;f8YA% M40;3C 0fZB/O="D6M$A 2-E,ZI)=*NZ14$L4N%($)%3^TND=5;fH^C;_J M;KDU)H4C!3L;E85,R?
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P($VNTB7=O(O?X6L;R(Q;BCN;8$ TN@N(16 MRYVf86;_&R+UE#^5QML4MP2U_?#SN;U75Z@^!+&ZNgy;_>NZM4=6;XO
MRNNG)5G^fHE%6=AN)9@_f6D>Wf2fGL5I7?SH"IPfGf5EZOUN=J6*AV^ MfG3INXV88)O^<f+O&f6-
M=+;3O)MUNfVZf;f6%G;EZ(&2#1^f
```


M%L P<=,O-RH8NCCA+KJ,IR8LLEM#;6-U=-;TW7I0E?NE MQM*7?BOV/5C4=,Y?I6-4KG*K+N+WL=8# R>[S\|B\$|
[+9\$UBQFZ]*B0 M_OF9E1P+6I6\$WRU)ZJOL?@#R3,T MIZ0C5A@)U=SR58RL7M;W1?#9=2?O WPFY+Y|=I\QVD|
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V%)6I6M#F29S|(E/^E%|HUQD6I6|L=|H;G;K-5 |G*3|>O @3R4K MZ(IU&> #^*D IAR JGA1Q M%5L7\$IP\$ >/0PRK"/DH03
/BPT10S.,@R)CY.P.\$9MXLMB0;LHB|PW=-KY5 M6|Q;Y,AW?I)D4Y0;T\$M _80@7>59(&*BE7;U(SP+WYTE7H|U|UHG;Y_'G/B
MBX@*X9I(BR<[HV4\$W|Y|Y\$(DQ5FVVC IRN4+2J|V3F NT|0I&975T"8584; MJE>@H=L |6X'A)-82A)W54I.4%Y|>WV/
9IFB7S|H(8 |6-K. MD 8Q1 &E,\$6I 62& 0;1CV F3%*4>F;V4OSE*0I=0M8|N@95BK|@; "CG);B MF>GB1PUYK)O5NZ^TT1_Y55K-
#U3(-7)IQ9UPWGU_DL^KRR?|BDH|FEM"OX MLZM"8-<*1V PB?V0P^8M*C%WRY;R-@X9LVY^HXGEL',.I9#ALC"/YT6MKA
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_5WT7C&1GKGXM"08M7RZO5Y),+=^^7"X9VWJQNRXE MNT9;C**QQBFO1A(2Q7YD&11#"W*O"B3|@HSH^K|1M0G-
EG-7H^XQFWH^MH MO_/NIF0&=9Z|FHR;U.E5/PC V4%0B.;).9I5G-DA4LAQ);A |8W2F^IG-
MNE2E)Q%\$88XPS\$^LS3&YB<|/+V|_UH? M_X^AA.&*\$I5?V012=|_DF\$62(9!SYF,2988R3.|BLHIP&@_.0T)8+IQ 2 MZG-.Y(1'A@|0KZ
6<0C&; TR3U;|8L7O543;..|F+81|LOJA&;R| @* MV8'4F|+>.=IPLIY3(77ZW*EDE'7NAH|(+O&)MC%8AMN M@UE*+8%-
BB4W2;8Z2'GVPS&*&EO(VSX2CMWKM^F=ENKZE< /ZRN'2W7;D&K MDE+O|=>W>*7)@|0R1(XCB%)\$2J62&(&\$81@RQ"
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M)ECC"KPOBG15F|Q6G4-@?IV(+R9=FO/(4&0Z(B85K|WN3%GF|Y'A.K|WV.7 MVJ97K|ACTIXZO|>T<;E_PL_SQ_7CFZ(LBV_2G;_I3 _OI
ME\$U5Y7;N &+L|=C\$512T5;2N4EQ5A4JEY0Q|R^L|V7S^R|&\$7+F3V^80DV/ MK9F^BY/^F@/U5SW69%\$2\$#;-)P;0+>YP
5+;00VM;DL;+S4>=+|306N^|ML\$+|42|_WDG9XIR1LX?G#%;%QI+>.;2|_|H0V;OZ%R| M*_/ "JZ>CHW|QJ8FOF^H=
|A:ROP);YDGTV;P"IR65K09K*CEL">\$8/U?=-M)%RO-6|C"L=@_06P<#V^BU94;KOR@W3;JD5&248Y|6",U|XAIP)F.\$XA)D)(M8^H7!#
|SE-;A;QX.1%?;G|LO>4#9<|H#2<R_9#^HIFZ/<\$O;|QMU_8D M7;V5%ZQ*=21L;_H(XO-U\$|;9S|_UNW3M=U_JR^1N=4ZH%6?
|H0|K9\$;? M;D &PYL@O7^01E?|SC%PTQ+OZ&8X)Q26UZX|<XZ,M>+0%|2|X|&^R.7; M|;6#S\$N|E5>|X^2#),3^OO=;X=)
(NT;8A3&@B894|RC5(70^W%\$V20A%&6 M8NSY 6;|W;7<#*Q2=A6?HLP(XY|/23-QYW_B_*/:(?W|L>B<8(W%|AF
MON>_&+G#8.OUT;HED?2V?E5U M5S3|B\$K^9EU)#U2.7WWB|6>ATJ.IOI %3;T\$J95=XB>J(Q".898P"@D-.2\$T M";
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L4F.POZ9&=)2I.ZL>.#3.|H@F>GD5QO^XF9+3F|QE5|O/< NQ^EAW@GN MR|(H\$W5=)>@!<6@T#.^V|%O(|L;:E2/,2W_-V;=|G|39?
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M&2YZAOPR2#0^&BNZS(GZ|K)EJX+<(O=5H|+Y.KA_C O,F\$)X5|@ A M/R5% H%Q^WME,KZNR3) S.O&0A)D")H!"!%5\$@3A3*(F8;
|HJS^|R^K1B^VNM^UM^U|H7M7=1LVG8K6MIKY(|D3B6"Y%4|02.>W| M\$22>G/9QDB>?HV\$%GV2M5V)-|P%1=YO? RC\$4B ME5?
\$L6|<003.D_P#|P@|G|=3H+&B\$W|M2.1UUD&+48.?2\$OZ9SO|?>O M3|<=PF^FYUM\$=H6G-RH/?
N|HGP^IL4@WU9+36=K|+69T^U#1|.0I6H;A M^&8(N@D.E+_(3TW&D&1M&TR|3Y?X17=;|ZVB_05<1)%&7JH#C%TC@0YD'" M&
<|R;|H?;)|W9>..G*Q9D(FS;U*O|@RZ|ZN&/2^A7|D\$@G(D IQ@&B^&(M?#&=&48YR2|ZQ;.T68|CP/#8 M?@PZ/7|E\$A##>+>
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MNBE1@5Q^A@+B^RD^%G_75<@6W7/>0&S0I#T;^XK,PL|5;R+|T7^ OY|H+K MS?O5+Al;^UC4543-(K5\$=Y=K\$ @ "BB#&?
((E%)SD7|/))|1F8(KQ|VU3TVP8Y/L&\$4|J#<|%A59QO#)+#< MMBF%;U3 =/8\$-2W6*SP70^LVYR.Q-WJ_|7-E(%VQ-
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EM>|2 R;H-GZ^RPMV&+S|N9|S8| M/H2EPZIL&FTRD/&|O(*\$=|T|03|F^3|@*Y|I\$B*%N|N&=>T@7@;_M#;4)L)%TZ&^&^TP=(|5|=
3^69\$9;7=U_B5P|K;+2|SN|&@AXYD|_7F|=N MN5U5JVOVC^JV+>+|TYN|H+>+|NVG+|E|ZD@OJKA4FJO7^AT|CR^DTZ4|
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G(12Q/K?D;_SD41A|MAV?PSB|T7Q MS&4.S7|XP3 DXHUZ|K|KQX|ZU8408K|ITQOZA\$ G&8>8%22YH#3R
ML9_%1D<<5EQ;_KE6QM/61_V@Z6>&9P<(3+9U?W5;\$%)%<O5>?U)97|>RZ MX>\$^KN5Z _EU5L/|H+7;|I%+E_>KKS46(E_==RL-
RE"X(T^UZ+Z\$AN45G,@N5UE MM1T^E38"9F751D0;K^IV|M|YBJ_<+|74VWL6O_|K|L Y66R6|+7|MB_631 M|7Q@B(DM;T<9*
*@H6W3Z7P@O&+D2?FUF5<G&\$6N(G;5=M20N+M=FD|M|YB|LTKG|E"Z|JH+&E;+V(OH"Q(OT@E9Y/FE*8AEX
QZ\$8;9*\$=F&6Q| MPT^| |P0LPB;VLFOMV;RE|P9|GKZKRAY#(%X*0(+N.B=H"/P|U-C).*CC
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=PFP|OQ(P1)QN%*)7NMH@ACKT,8N%EF*^<(7H%CB?F<^J=Y98X MV+^MVKQL&6|R8Y|HP5W;>NAZ%N@')>|1F
MINSUGQ%6OZD&#0+XY^&RYD3_R>#<KA2P+3DL/Y5.N3|0K6|K^&(8)|54/
M6P|B^L0P2I\$0^4\$H\$)E|")>ZH/47+|/SRO\$7W8^ETBD)FYTI/%QJNS_A% M 7?-0+|^V/79/Q56M_=WV|QI/ZPDJY9.^F1.T7J6OM(6?
^S&^Y2&ZK&M_S M|;8)P.D(\$M5+YH1H|\$A\$YCHDC+TD2)(R;:QE1GUBEMA|HOB^+;T2|T|_ M|DQKRIH@J^>*3(;7H<9*
L".CRNP+32M6+>D".RAOQ|S*^|K 8*S8K0FM&ISGBZ?H2O:6-43.VSV)<^L+XG
M^4|PU.;+=G\$V|D74F+;FLPP(=9C;G2IN>HU|>R;);2V;=27^O5^MM=WM-%9%S>\$F5LVY1U/^#;GBK=2E"QQ1|2;0I553%Z1Q59T
'S5U8-F M4U ME-Q*E75IS*;AD+W5=WT5CN' T|S^EUB7+TWCN' |LMN3L^EDNP>^YB|G?U#)9 M>%GB|TE,H1?Z^42(>S-
L0|CP7#"2\$"(6=E7<)3^URT%,\$C+O)_;|4JCS_MG_(58.5RBIWEHDW5FO|DP2@*YH8|SBD(DI@+|^?HBO;(*9> M|C_2K"|"|
(TCHU;7B|B9>G|EZMB678EA0+667LQ.O9G-G@;S_5IW/ISK4Z MN.KW.MBQ-VG&GSE^TR4|&O#RVGF|YK|H|I^&^IY%+V-
Z%=%X>0"N/>#5YRPGGNA15_JAGN^%G9C^>SQ^O4GTAW|HRIHY_E|36EZ&Z;VQ;(R^GD M-R7|6AEZ9T15%VUPEJ?
SIYKD#WW.7JY7)84#|S\$ _|583|7&S/W(P|X MBD&8F|ZE0T\$?%LO>2\$&LG/>K^MUR4_DZ-PU>8;_G4GAL="74P-T<*H"VN(4
M8I8@&FYMDK|+)\$A8N0T.&1NZBBYCM6FSG-5YX|X+U;K7&R|UDDMM^V(M_M)LTYY97-YPW>K@YA;H2;V9/_S9;
R<;DA/B:0KV^~2M7GM^P2@MGP M*6B8V>FJK|_X> YX JO2|^234(L;#;2I-V;_HHP MES-L^Y4M.?M.#;XQ2/U_R_PLG.4CF+O#F
XXT;3L4%_SOU(=;_W%K M.BV2|7|50E|Q3^G.M|BG6DHAF+(9^53=B)|TCB|<8#|_2R|/+1^9 M4E;TRUAL^&L4RK %|^;@&\$|4-
C9@>_8-8=G<=H@|I>@U^L;_"RF.^S0 M'+_H;G|VNZO.%|S4Z%V8>|XST;ZFG^Y|T|?2U M8^0&@-
(AANZVSQSOFMW7;S4#4AWZW86URK7 \$4>;C_?3|9^7QC#UTD^U MA0LBCFD2>M|<_X1F=@
=&0W^6&*J>2,E"D|I/LSR(TK|ZNY#93=BN1C?+P MQV2RRLD_^AL^?EC805S14>OM9NK|TH|YWS7+U0U\$=V&N/Z^8I?
<6F|O;CP4.OXG^DPP&D\$24BB).4P#COHE3\$?E&A&.;7/)0&BK6 _=Q0 M5%|RZ;|E;XU;|DC)FWGKV&R_LWF?H|GH><.3
>LE<%HV;GJM|QOQ6^U% MW/>Y BU;8YO;QOI^1_X)C5F|@(|D/GXK+!+MI9J&|QBXX?N%ZO)OY. M?EVN52V@;8_DSL@N>.AY;?
41%#14)>VE^T^4N5/5|F#FA888SF TS;0;FV86H ME|U|OJ2PG^UQORPS@;2+4U&4XB MB@F 43O^&W|SX# M1<@;8%DGQO!
I2F|V|5L|RKQ9E;K|=NVJBG5C5%=%) IO;IA|W|R2V;_%;LO MZR7W/1+YUV5Y5SZN;O9^B>|UW^&S TS|5DNZ4|\$&BC+T|W)6|WCY|
Y&^/E\$ M4P.@QK7^09F;J\$G/OA3<>SHRG42BMU.C_J_HV^EA2^80MFZ06SSR35^L
MMKC%6CINW4Y<%&4O+WN#G|704^2D9.TY+;N7Y|H;KFA;Q3^KY4=;>|M?>X%I2SS|"(01UD&44P^F.)
0#|A54H13CT2FH133|BKD=4PC|5N.O(+9L" M^*3A\$N3ME|7BT|BQ|F0/36|9^X_|C^CM7D^O38\$;|ICQ7-^JN;|AO;_WL MN-
W6);@G=J3T^WYIV.T|F;|DX^8ENOI.3M/+E"/B^OG^Z90I(KVOZL M#=-ROD_?X(TUKKK|M|FW;@N2|A<6;|&
ASE^QR#&Q=LDS4;3VR MTX;Z9-BG7@CPU2_U^1K^I<+9^F|6QX7ZK;N4+HA9H;XM^G^16^ N&5;P4 M31^B^0>)>GLP20(PBB-
(R;S&IU3.#DU\$>;BG#3 03|V1(T|I\$UQ8|1H5> M&V|# U\$#1-V77;H BKE*+FP^&.54|H 9./229?0.G>#>B<7H&4G\$U?|R8 MR=
J|^1&F=H6.MEH^|WV<=S&G96>C3|AJA|_R|YYRIPDON=FO^Q;R;P; &MGM|^H7&VF8DT|Z|9B|I?>^| T@U3|V|^X+^C-6.Y4GVAO%
|7#T69 M_Q=G72PGYS03|700QU|E2^FLFY5OI=@_2^SV^M^R&KZE|H)5O" &|I=-&D M|OW=C3\$=5O+>D3(8I2<@!'TKH-
%1|H|X=NQ8I3)^BGGI M&+B@I_HAGIK/Y?F|G="T\$Q;|NG^FK3GMCY.9MK|ICE_WY M4%5KSMZNY241W-
2A;_13B_=%HP3X6^IG@5>RB\$2^H\$XC;3?%@0|P0QG^A@; M;3;9|S"QN51%>=4R1^J\$VG4O<|K\$G#;S|F6)<0N<?>.ID7/T(|KXTA;=JZZ
ML_*KTFW6^=SL 5P+^93 ^Z(4%<%_IWN)IG^XY|HR(^#>7>#|^\$ZVNYR3^C+ M2EY_%A26-|DEVL@1;D?
81@P\$4+H@3B./5AF^1Q+>?1>UQK-3H=BQ.;OWX9 MYC.WB.P^7CM2|K&|56A-|2=XZB#;#;^T(8MOTVE|H|G76>U60IAN?6<3EL
MAPR^2E%LIP^?XT| 27\$^?KFF|76;|Q570 R;#J|7RBHF7;_MRFB68G1;FDL2CQY&G" =Z+OH>TE^ORZY=)5U6;
|W>L5^+0KV+5|N#QK32)F2 M(&A#;+4@X@'"(LX#^*6)OSE)BN\$UDSL.YO)6K;I9(^TJ9KH4GP

MLU- L"65%C8<#33&L88\$^>+%T;7FD58@S1^66&^5"6YUQ<|+141B&OY>;3>I7L;4_E-7#A7YU7G"=B;D/D^13&#&>
<3%FV*A8V1"U-M<^>1D\$^"X804Z[H;ER 81TYO/G.=%IGR%\$.1;"!S|H&KB|(#=;*MUR8CMA^MM<&T;K|(E+VF=VX7J|<J|;F-
H<~D#7UY,^E^E^18E^1Z>4Q^G)7XE6U M;|/HM55WV11^?>G9 MJG^?PS78L UZ2?2^CEV!EG7EY+&V;C|"W|M1V<7;_R^C|LSGA*>
=CD2TR;TL/OOC_E;5Y^>^BP",,"11C MB(O)80\$02(MUJ1F\$;)AZ)*0H";+0S1\$-T8N1;L;"V6FG#1) C;+9N-@).S|MV-M#879#+5;HJ4/-
@Q<@1T+W>&3PVKCI*A!*BZN0W+>6N(&C|R5#C>YUWRKJ4TF
M2;R_E03HG^E5%LY,U3+Y;#;S|L>FF)0GSNJG,95*6|+30XWM1%|MKZ%&>M%=5I");|J;PVJ4Z/-M6U;!
_0VKX00MIMD;.6W+V;W|PMN)O^K(GZK-1A5F M*G|H@T|D!"(4|E0#2*8^4%"(|Y;B5BJU|;1|KHX R*NDS>;5;63TIE-'
MIMY5;T;H3;.%12.=HQARB-.M\$J2RX?RHSHJW^6Z/FY|JO")5@;S-R_&H|!^DP_Z9K MD|_@D|_1X20H3|6?
A"!\$03E)\$XBVB4D,37^C@?H3-U? NO-T6,N|K&3_)M M;#*@;|K;B?KNGE5ZT+;1?8M5F23|42PEA|="FBPSX*5|5BR76'Z|'<_P-MB?
H^BF9>DE^M/CT;O^|S/H?< M3P?@FNC|C5UN9UC^YZN1YA_S9Q57 MNH_M_+E_-R/HK09X|HJ4EDBFH(0DPQZV)#7#+^"6Q8.1\$H3UY
PPYH^#%";+164_)T+^"8X|<|86%A X,B F%"> MU;A80^H;R&C<&Y>|?;UX|%6?> U;XF,H|1F\$;14(1|PG;^>AD\$EMTCH\$? MQ22-
&1@F<9&C^N|M*36H6|VZ9>L5H5*2X+|JPBE|@A9G>;BH^N*LV?OM MJQ/E_CBSG2.?
8+Y>GS|SV9O_-/YXMMVJSNN7|LD)H|KTR^M=YHT/(LJZHJW4WMZRT.8;|XXU-1XO+E;XV% MD^O_K|Q|SBC?
Q^TDF\$K/EW*8QD@JK|(BF*4L8^R?_W;LN1V|L;8^O K,U MVY; &N^X |1B|5BZ7^G5.1443JKU0|7%DXDT3R \$E*|*??" "9B;P;X9\$!
ML+IGNENE\$A#N_B=X^(>G^>)C|A?<UW|_QSVL=-N^MK|;Y;B_A_O;803|& M(0PPQOU_8+S<PX%(&C\$|*|L|U9T;"R-
8;V#N9LQ|L;8+W-C;U_-L;T^O| MONXRHKEUZU6E;P=IYLIU9R7N1WF L0IF)\$5Q1_2B<1^A+;111O,T\$7X*5H|
M^6G|2\$;|3045SSW|EIV23|_EMDUW@@@&P-C_F9#|YSCYK&M|6LZL_<A1< VU|XTH3KURNO*K59=-D MQWR|4|J?#
<^4@PM^|CHY7PE|>USU)|B|A-MNM>_B)GM0_<N>O^>P|M_M_M;E^FPKH;F+;S?7F|Y^F@B+?3QF^>4H^TF&A_3@4.6XC0WY?|
|1B*+1^MMH92^AT|8MBOSSMPE=GPM^|36L0B_ FR_-2EM^U83|>DK_O|JBWB;1^|/C|YD?<#B-L4\$ M^>P^>B\$181'Z>
<)>Q^W3OPZEV\$SMPG^WNNEX53TW61^OM-8K7<C|<DI2LD)W M9MJRX/4L67;2(T)HBC\$ ML;"TV";'70;X1-
'(CFETUXMTF_VIA_XN^KL^A3=|^SU^IHQ<|>7ZVH M^Z|UX|1ACV^=M^Q+|>EXLWX3XH;LU)"=;?L6\$;QY\$*B6(@_Q9CGB##!
M49;GF%^<#M|H+46WHK/8 S^MM|&>ACL7QR@-1R3G_V31< <8F=M|@Q\$5MP7SQR\$PT9X@|1772|>A^*|WG|62|WWZ|HY MU!
|SB_K|DOH|J24VKLCCE+|P2H^E<5^N0|HVE| MK80^|J;3=|YB28^?> HXF88LQQ^C^U|B|_@0=&G&\$G<*<KV-3|PBNTYB|V3
MXNVDZNE|<^J5Z3D3?_ANB@>(3RU8WB9;3|)*;"BWU;@1J_3Z6F9|N+M3.)FY|@/K8;|Z|5R MO3;|PYCA8<=<_D*FWOUHHR0>OP|W|
MV;M&<3_S8Z=HP|RZ+WK#|1-U_ WF2DP5C8UWQ;XW^FY=PR|3|X8MXQ|H86\$5>M<;#RYVY/8PO/0YOK |G/VX_?|S^<^NU_>?<
Z|>@S|L3E AB +.5B7^>+4M=-\$0=2^B>M_.ORKB|L7C&O)ST7|Y_@L|_1^9K04X1T|S;<_Q14Q>;9N;7+Z8M^4;RVQ
M&MJV;SW66M6M6DBF6<11U&4|TV5#"7";=7_ZD|Z|8|9@XF|TR^((MHK2#7V5)N#*#L;#&;\$R5/L;S;J6 M|Q2^L;9^&U7TF|
#|J1|^|Z;|76|Z&|+47G7|@Q|&-HXU>D7%;7B\$%\$% MLRW';>%^0F;L4Z_#(<C@J<^&-NWR8BL9<;|=N1P_)D2'O#|R|<^VFM
MQL|J#^E;P|H5^M7Q\$P\$&C^F8^#@P@^";+H RQ0&*02@<PW^ZY_A94|C^_V M|H|N6_C0^O|<4_E?+LCF^<V>Q^KZ^<O^7|
UN|Z;RPOA@_H7KQ|49#3;_X*2 M**4H3@*;"XH^GFH^HDB2_\$.U(C#0H?);^<M(G^K^K%X_HEDY|UBSY= <_<_<B
M|0Y2;W6|OY0^WEHAW="N4|E;Z^2F^<8#1|SEV^\$.S|R+M^X;H;L|O|Y3EU0\$|M14;MX5|J|)BN9AMR&#AB;A;.%ID(%%GRTHO7H
K4;#N%#JHHR-"A>; MCYTY87>S_1_5/05SP?>70 #ZJUFB5LL561@?B|F^* M|L63C0^@DYNFDO=%3|=)%J?ZG4|&C&OW YUVFL;H?=\$T
^OR\$2ROAK;70A_T_M_="IC=-;|0N0U&S;=D" N#N2_M4|_QG64|_CAQB04>P^S^*WNS42^LSL@7_
M#S#AR\$|8@&+J|VA^T@#Y;192;|DB&H^BR1\$9\$X>_FYW#|V;5O|RS95BX_!0 M65PXTVQ8 +@|J\$|J#KK=?.2F
_8Z|^9B\$6=UVP;1|_QQZU;X1U_VV|&*B(P=; MTY3@6;T2A)<^&*;&4|QXA@+|PBQ>8AC4|OH8B|>P;|QFS-8M>;_\$(+F;N
M=YZU;_!#&@IVOM.V;*/1(P)F=;W3|NY|WL^3=H|WX;4N2E^7E^S?+T5|X?)"S_M^HN;E7BJ^P3S&8X2@2(PLH%0XX(BV^4^6'
XQCG^09=F1D2_K\$SKD5|<G> MGUJZUX@^N4@; &8>Z@H;F^X^P|V6Q_#^3GPH^A97=G\$Z^VG-GK^SKU|20A=MQ=)+|_E+0^!\$(ERIQ
%3^4(YVJ6)2<411BGZ11F|00E;|8P(G7OK>ZU?Z M2=B1^M?<8^>_A|Y&C^3_MR<=6|>XJFF>>|O CF_9_W@+D>|@L|J;6;7+|
M47&SNKZ8|2ON;R>|>?ORT(\$DY^RZJZKY|*%?^T((<O_9^WYXZK;2)1+14 M%|10M6|X>TP+O_";_92-
Y8#_W2C1GM_@U<|1\$/FF?/7QIR/EXA@=-VN\$4_M^GX2|F27B|4E_U=3807<459.MCAFO;|EQ+H^8DO|HM4V|+_X^D&2=L^O>J
M|H|R>=2(I0X9L(8MLW^F(|_YDBG3>D|TW MS^>5V;OY^7G89Q&4BU21^M2W2S/OES^>M>DUPQ;L|6J>XA@GGP_..O FF^!C736^<_Z;|
+&|_#2YA;Y|_M5OE5_-TR>|OH=7N|F_4|2<(889X)%L>|J+|B413%A;|E6DH0_16HQ^GGKX9 MJU|46K|/-6X0D|H
LPCA%|98<B+1E4KNU|>^&N72#84L=|EZ?E MO00SY;CYIS@PQU^TK9#M=0BZ^DZ|LU\$|_L)%8>QGB^H)C0&_5^PI\$@*4Y#
M\$B6A|1^8^<3%+T9WND_Q>|4M4>|B;4Q4;"NZZ5|U9?O_B\$996|&2%#D|PC%>400)GF\$0AS^%=-^3B5^<
M^5J8G0VQ&JK^<%G8S89G/M3|Z<|<C;B7_9M^S; &=&5R4=\$S%QV?_K(P|KB_M@6?
M8K>^F5;TN_3+DK>5A(^B9&IR^<%C4;+470TV^#E|&C<))JE_%0;P%B%
M+1QH&F8QWXD\$T8R\$*4Q2/K\$T;ZG2|JVT|VZIC37C@|K;WR<#&|8(7&C^M#A-6&#B^S^9LP86*UCV(X|=(+8|A+K
4_M|Y^N;9MCI;QIR+*(LK5OZ;)D|O^W(|YLR|=24/MCBP95U=2^LNV^T;1^\$|918USK+<|CKJ_M6F)7(WCAK86ZY"(<-
LL9>=<3;S\$0X|>TA^/)*YX6|Z^D^=U_5P|H;C|G3RME&5=(A1TPZ/FZ;^GCDF|Q^<\$FV^M^;LC;#T><^F|_Y;2V^<H@-
EQ8=IXMO=E8%4U_Y4PF&BUCH?>TK;N_M;CZ|H;54Q%&=<1)BA^H3C%&=&8J1^F41^@2;I8(U>)>E1VX@#8;|BX5;JE MMUG?_P&6?
4WZZ\$;BTHE;X6RY=&D1>|S|6=7+14G)"Q9#2/D\$A3S86O|H^4 MIBD2&(<=ARO_X|XV6K8-2|C|@TF^>
{&4C%|W9;B\$>>2D5W_L+MFL>_&"Z|8RO_M8)B5FP=;8)N#;M2JU;|>VO%-G|6K6&|Z4ZYG^RPL_';5\$SQ^DWE3A^=# M=|A^=#
DOG(MY)7B|?^J61&NG7_|VZ4V|L56CA^T|8^|J5G|AK6Q;GWQ85M7R+Q7E|_%;M%K(H_K|AYTS+E^<_IG4I(E^X)#&B(8|19G^D^QD-
N#^"ZR7^<_A;|VT83 M3Q_F7C^GV7T43|9_Y2|OH MN^VL|N<3LP_|LS1M4+>K>SZZUQX6UP_+AN M|_|/6G4_P;N@1;0&2^U|R^9^F?
8_LMB/_|A\$)G6|YS1G^N692LV MGV|+TU=?=H4|25>^*F^L_2V-WOU/X_0_CB^>(<_Y53^*4)WF^*4Q#5CH M\$UB6T^CRQ)&_IX?
7|FKW5C7>YUTWE MCNB#1C\$;_NH&^"G;|5K37R|P&ND^*6|MW|S_1N\$;|D;7C;#|T=Y^8|GFU+;OEHN#MO='US|2/<+;V^'.1
MQ(&N&Z5+V D^%D>|>G|H;8DEE^|9%A5I3SZJ|VR(WI5Q63ZTC+|M|_M)IM^M@<3EW7#R^RYR\$8F34_M=MB
|DO\$|SHE/EGCQ)=(<)%<ZFG6;ROU0M9+|N2;_KYOV M^LV|L9A^>N|H;S8^_|+&|J_|T^KY;W6_Y27ME|H|;6|ZN7^D4#<1P_M?
*|T^7PPO|=\$;H^=E1TB50LMH^C9=F^V\$3W9I8C6)?L_#5_7Y;KIN?^YR4|M>P5|V|Y|R(BU;4ZDOCZU#)_U|)|YKH54|27S^6@|A^3
5/7|3J^\$O|X^T M46NC|H_|E241^W4U^Z25>N;|T|C|LW6%U|@|PL|DT|G4|D#PL%=&8^9V+GK
M>D|@<^GK@>|UOF13|H>S#_CWW^AW^A|?M|Q|U;P^5?L|M^Y|&C^_MNCIOCH
M_C|Y^<;XXORX;92?|_"GUY2_#5148>Q2_|*%67|146;L_|D|B|_46^+! M;HOBP@;5T^R&0B\$S2KGNMAH_J^53?
5J0R)%C|4R#N/R^<@>_UNG34MX_MVW|DU^"UOQ^9^A0;J^HNR;^O@U;M;_>#151<>7BP6|ET3|H4;B=.M47_&U^R_Y8-
M&L^Y@^@ZH09U1X-S^ZVI=|JBKYY1^EZM)477;XKV=H5V|F4|J9ZG;T_QT-K M|86WMM?K#;8;BSUMLK=MZ>^PK?L#?4)7B>0?
P;1Y4|<_L6GDN4_DFYG7AW| M1%A58W|GELKE^RD6;UH|YDL1A^@<GN%#WM^JZ@0)20D#?^VMRHV|LN>N^I
M^XO|U08_7|L>=2EK769|VFG8|A;M^3I&#;B\$S^3-OE^PO^WQ_7PMR;E42;9^J|E;8_JTH^X6(F29**M4&-
G;MOU/BE^*|C0-LYG)B0^M;W%|HHGH|5=^T;1QD-PTB@G^49BB4+41Y\$ M^G;X1_>HPRHUYW(WFCQ(|\$<=<-
O^&WAA6P/68/0)G+&XF;MYR564|@MT2_M;FUTP_YV\$AE^MZ8_K35>)>N|V|CYKH^V;G^P_G7C|7+9S76E<7;E^E6#_9E?%
MQKNJ6%9WS4F6KTR75M@>@18P\$>9(C^3A5RZ|8JFJQOE^&4|KELJ;"SLV<|@R_M4|>?
OCPID>JM)2M+6|X|R>A92|N@<CLZ\$;|4LU>ZY^CEH1|K5DZ-EZKVX\$ M^D8Q_W|<^%|MQ2^KZH(OGZ&^= CFQ|ZW%@5TL";6CKO5>
<;|G_F^<(DU|5+|S|QLQ6D#^=-LG^*MBXX_YOOG#;E|S\$#3|VY;|UN=G)FWK^<OF)?>*.O^FOM3YX;"X4ZWJZ;MB_M|_<BR)MV|QCK^F>
4XQRB;_)HABG";|G^<6|Y@OH@H>6.QP1_OIQK_M25T^5Y?_9_T|V\$9B<1+H&|KO+P<3B@KN9HE&)4WL_M^H^8DL^YTQK?
9L;1#D|18|H&#^4^|&^IR(A&^A^N5|E;1A8D4A=\$S;O;S^_FWR|J_ML^V|;W04>C|_O;8#21\$;77^JZCHG3C4;7A8Y_M5=O|H^K9<
M+L|C|AGV|S^<_|79|M#QDY#8D^M+L# MSDT>|2<(<2SQY^S6XT|3;VZ7|73LOJX?<\$K^<_>M5Z|DJH^F323^G^C(OB|_5^M^H1Q|E
8!|DC\$DME^&0Q;B1L8@?M^LX7R|J^&4_9_96E2DTUR=YB8|&C9;2AJUE6^B=|BPZC=|YL;?^A|2Y^W=&BXY)M_M^A|)042L=F^*
(4|8H^T|DHKE;42|DG;_TRP3\$5MTGCCDE;")N>)>8A0Q9D;88J2_M_="YB#A^?2|2G^4DQ09|)IAZ#+UGPXGXO^Y_*3YJ2Y|^<^E;_7L_+Q
MHJ^>W575^7UQO>=OEW|5O^9_S6_*J|>^_U^UOQZV^#^F6XT^|<|R^N^|&HNSO_M^WFDUO>?/A_A<|C0L|N|V|O^OTA2+6^<OMULU
QX^<1WKP^<^>F02^&#;_Q\$4BY_A3+(<X8233^A)R^<#_MMG;C^?YQDD+A^V5|M\$QVRJYLA@6C8<_<12+6|7N^48ZV2X;B9MTMF|B|
MOUDR>@>^5VH9(/<^NF%|A_N_U;Y;4^>@_A85^VKA<+<|IR)|H|HWO_..RM A|&_M;CF>H5F@A^YQ^ZR6|WM#S;8H^VY"?
ZE|X@F|66LS&_<HL;J)D=^67P5|J;J6_M^<^H;^FB>&S;YUCD2NS+^*4HBHE;80MJR\$4H1#FO@|Q8O2(S|K;_68V/4^
M^BDQ|O2EE=SGH@_Q^YX+M=GL_";_O^GH^Q_87+4^SZ)G&N|H@K758M;Y M|TRH|J^ESBUK7|_1E;H|4345?
%&O\$|Z0^*|T0^P0&_5AE^<91^FN\$P^" M^G^2|IM@<G7|H|ORH>1;7Y|_<_&HF2^|YMP>#^<X|GW;G>MG^F4D2_57<=<N4
19^YOL#;7;Y^BDSG|_1W_&Y>P#=>O9V<^S_RW+)_RH6B|N2WY0K_M|Z_NU|A^%7N|W8EN5|<)%AQ^J TS0^U?Z_"43_+\$0GR^&4YC0BL-
|8F2N(0_M^<LOM|<= WGS^?>=2|WA>_U|N^2SU^MN%=-GEHW=|_P^<UT;CY;#Y^<O MO;C1^1^ED);|OY&^8A21&(<Q66A;|A^F;((M^Y|MX8B
MQQ|B\$;|_X^609|9_<0|NH2T|<_&9)%<|B|_15_-%DU23^&2_M+O?Q031+R;5FU_M5P7U;_<4_JV(EFF)>2C7)K&_L|L2YG_!\$XAENC
@CCFB_!1\$OEYON_P^?7Z M4|?<?HQ|^>KXO1\$5M\$;YK9|Q+&ZGH5DH5|4JQ;|OC+(<+\$&72>9/3VTS
MP>CN;N|&_<^3H6SO9JHYH|/?605A#(<_>_D^U|R0VU543PX|K;";_5|J#
M|<GG29BOAM|&CMUWTFY(M^A)H|>|15EZL5^4K|E|+|OW@43R(B|A1GNI_M;^1%
<28EPAG^R;|B@H7OYRPW;CMZ7S;FWNCUB<C|IK\$>ZW7R_6^U_3ZUP>SW_M7^<^VNSBJ^NCIZOB^O_2K8V>G?
M^X|E@<(G|O|20Q6|2Y|2S3V|M7BN/2C M^<R;8UY8_(9@JXAW_W2#^Y^WTVZ^UNX;03_|W3NT^C82^QGN_M_UN;*=;Y^|<>?
K3S)NW\$|+|H^|+3800Q1.ER5O_L)F^U4_!#CB3.>84H9S_M\$;LKK53M_A#EE\$8)RW@09F;W6BVD0W|75M=<^<HT3<|)1C|@|O?

\$TVI9/QU& M0-?@*/3=::>|L3%DUZW:Z1+F< #K#2G0Y N^6I4RIA*T<|*7>| AYUNC MV=FZLI'R'*,RI* MB?RX? %+KK(<@146&98C'G/@HYGZ'J'JMQ)C| LJ11'E MH+1?> 21*X\$V9M.M."@GW0X0,4W1,*\$815',44P3>3"F%58\$;HF 6NLLH|8<^V3VUD*P*V|>A#|W6KZMJ*W67DLZE09W1F4|,|L.CS|Q|F5D|<*LO.Z3K?>.12D.E&@.7|7V6&Q|@GF5D M_P3|K7%;K;9; 1/MML+ZV_V3)XV@5ID|;QX_1T|!%M0W M91(H\$;_.S+_|T=*2Z:0HBY7X7+R*+P+_RZ=EM2K^LJFV=43@FH7R MD_H5/S02!>L9(O%3L<|Q/&2+7'9L0'GHR|,;&>Q&S;H.9OTX1+P)9L7IDX_7M|'.H!+8Q^P M,@|XPG|HZ_C? J'T9;IN.??>|D#QW53<_G^T6Z^3M0F7|TL715V0^VW@5E.MDR1 0ZQ;A<>|C)(CM(T#C(6R1Q5|EE|H^N8^+>_%N=I>5;M2 X0,5L.GF.G MS\$5)H*7>Z2L^+20.QA^UB7;*>V%UGG|SLIN2+9_?/E|>ZMH|NGZ51A|(DD8CG>192AE\$E\$A;4#6Q* [720:4Z|UB@O%;QV#S.S\$S2 M\$1(PY|0&>RH|N8Y|MDA2;_ZKX')^Y|L|HHMLYQ;3'XA3|8\$SCL03>R+6@24 M1VYMSO@ZT- H2F'|'=23A<|9%WT'|1%|FOR>P=02;W'FEF+KD|PZY|82L.PZ MKFL.OBS+Y9I7|76R|BCB(0FS|;B;U|Z\$H5ASHN9)D* DB0@GD@B'|_ [B68" MC7Z_Y|P|_MAQ+L;8|<|FYAPALFCT;_XH23+!%5CUH(6^3<_V>V^G" @QT|6-|7|7K1)|^ZF0|H|MI M9|2KAN|PN;M.M.^YD^\$'+ <|.WSNS >2L^|<(32*(T@|PE@?;Z6#>=&IGF.DHSF M;1Y&@<P*BL3|J|O/S8ZZ+|HOA_8WV|KQ79;8<|64|PCA0L+C@!R;Y9IHG1 MKIMF#L|G<^9)C"<|;*)|I+^+MF<%NTN>+6%W_S18Q>D6|YHU|P"E7*ZLL0TD< M|2BF;KU%? +7>2K(\$YS1C>>#*8H>)T(E#QWJEL\$EXDD83BT6#*8*F1PEN<8>+ M*>P1|UYX2@&|>NA4_-8Z.%Q(0\$QV=LY@('+F P=S\$ Y/'@#OGL\$ 1|J&L.MQ|J2)C@O.08\$0RK%8K010BDLH_<32222(R*01LM3*| M^1/'KS.)MWZ4|VRX@|JAOQYP-78^6|OF3O.&+E.BMFF6>N_V=5R2K|UKP/PL M:~_R@8|2|V|V)G93W^>B%+>R9=3Y1%C3&NVWD4;0|]5OZ_>E"%/Q4HK^DF(M'C|%)G&8)EF*4APG*IR %\$L(A1A&049B+C|/#**66LR|43TOUY(I5Y;O.E& M<5*H9UX&C;UG75FFH R|YS 61VUZ/60|PV7#M|Q|S|H0+AQ|> M:B6YKM7HM^C;X%WR9N-QR?H4M1|U>PU|ULT.D;_Y'UU/DHMT^>SU+|IH N M"?_LE#^|;M52?>|VGF^B3;'L@/(D8L|A<_J5W; |#N3Y2B6#9GK|R6 M*Q2+7|OG0A<+_(U@P|<5#8;:>_YO?_%.30C|WQU'0|<7+W4V0)D7M4AJU M@+V=1U_KOUP#! LDIABT|6+|S?;@18;|H|>F3|>=M*FOE|T&O;A|4;JDO1 M%LOJF^X2*H@TNSE(R)|V15"9|Z22|J'0+! L51P|!5^P04DX0F(O1S2HR* M? LS\$39V*^_!HGO+MK-F=7F@=(02^H_>|H|(-|/-(C)=VT^84 T^8TE M;^&Y\$ @T)=STM'B;|&QUEIE(^4XMVR2;_W|+;^>@|QD|L415J&U*LR* (YS*F_MBE41KX^K5?%G|U>UKQ>FD?F(?\$SZM_X0CY8Q3+^\$ T|Q+EZO_@T)=9'H|N M 8 UF#HJ M*H|A?7<W52K_Y; |J_9^>OZV|C9C@0 NMB;.%\$98_&U5;>L6 M+KQ.&Z_#|6L2|UU8C;ZV2N^V7_H|=F|P^+ N|P|SAV=^V0|S\$WXHTT2\$E_6M MO*NI|ZKKDM_*ZW^OWB|_4DO^7ZIRO6_*YK_4GO;|HW5|EXM2UY_K_0?7BO^ M1P6|D<=&V|2Q|HJ264J|C;V*P;2|FMS67Y|O?>7^TG^FRR M6#3;_%;3|Z2?P5KMC F_B|H|2|36-7O|6G?K;O_F5>B5@H#?*"HZ";.R;G M_WZP/(FC?#K5RK=PFZU76DPFO|8;>0|;2+CD>V;Z2_T7A=Z1_074|<30C MC 6"(4G#AJ8U05C\$E&Q3|F881|FL6OR|B|XKC;?" 0_B9;4>4 P.5OIG6^<_4D^|LRE|;Y0LF|8^=ANT0Y1XC.M;1QZ\$^1 M07|N|N*(LRY=(9%8Y M2V40=2B|&_3L1FM9Q@A=- X*ZOFBING1^Y+L7RI M|TH|GS3O,B|EMFNS07;VEQ@ (N0,2V%)KZ^>V>6W=H>+Y5UU(2=K-7Q)VR7 MTY|J\$D^V;G=S5LEY=EKPI;? E"FW5^H|J6= M|QZ26@<^0402|C<U^1E|A8FZK|Q2|0L MUNOF|CM;P|N(G'E^P|X2H? |^XL9^1|Q67W|QIUW%|2|OSU7D|NQ3|C;|D9JLQ+BE\$N\$H&G|T2|_LBD|UXH|2|G;JM4^OD6C% MBS;EMG46HDX M#|A|OIP4 M(D@9F|NH+|O|7\$&_&B^Y3Y<%F8XUHS%83%K=DO\$@.<=>=3|W9;CZ0ZP^>MUO M0VU|_+P^WF^L|S|+4X|Y2C_O|YK5N=YIK\$^G? 4Y@ (C0|U^(|B<=>V1X M6L|I^2.FGOB>^|V6N6VD|J06GP4|3|ORH;+Y79 C=726#S@A(8A|3XB(5&K M)N9+1*2,\$\$XXYD\$N4IXR&+V?F6 C1SB^YN^N\$^L^DX&NBO|HY6%LV=#0M|PV8 MP-8\$3K-DT;G&EM&|G>3VL^2M;52B9|9T^+CH&*^<N(X@_S-U^E IVZK^PB M_FP@- /%EU."WSO&C^B\$&2^1K M^4|JQEF%CS4C7MYA|J0D#;_A(C;4E)"(UE#OU<<_MIZ_0^KYF>|)F% MC@O_HF=|73- A|X&Q7;|A@_8A^=ECU;&FZLW;|9E|G;B0;@N*PQ3#L=;O^ M3/+>+7.%4=|KTWLR|K|42|NO\$C^25O^?L;|FK^860EL|;/%MM^3SEAS MMGLZ9L1>TZ>CCYS'&=|CTFBOI_R4ZHUUT|65=;V5.%MC^ MUP<|7U\$ T;58AY3A(L0.&(&_J52'D.R|Z46MBM^WN|JC/6A>|6>*H MG|2@|BV6E06WCKZ+&93^?Q@PX+AOIGA>>G0W^MH|JH7|AWEK+|BZ|S|HJ^6 M;C|U\$ KC|C|;|S|G^O4N+\$%N@#S\$^N1H|_Z? V|WXP64|2|_9|S|E_LDPYR|/ MA^|JUNP|1J;U\$B^2|C|3?|>^5_5_(|PQV5-7\$T|I9; GMU|P^DV&#_#_>VW^|! M|!3T|? S|Q|92|H|P/G3W,5R7GAB8ZK0+V%)|H %;#DXUW AE^L7A=K=K;M\$5 %L_H|?>UN^M6CQ5Y|ZHYY7\$4\$AE2%.@L1+^;.(R|U^@2|PXB? \$K_QD M3_#49PU;M+>5|77^"@?4R|7GFO|O^TC3LO^65^6_&I9ZC_*4;)"U%L;N&T|G|>1SV20(#|.)|Y MFB&L6>|YB4>2\$Z|R'SR^8RY^Z|J3?|YR<_7^|YNGK@^N>+Y 41P^4GC@N9N+PH86Z;A|B.SF^&Y;#88&T M;_V^3(T4| (F=6AAPW=|JR|1|JFR.M28;F7|DQ3?XH<4S7E|QG^0QFB5>9 M|J2UZFL>@OMP\$J;_>U7O|_D=;"TX^D6PJ? FM7\$39/E.6N*>..X|GK(V_ZE;+^+T^84W1^G|TQG5#<^J06 M^V>VC_H1Y?O9M&/ V;_1J_*0|KRX)5^|H|A;FFM.S2;VPWYGG8>4 12> 32|H|>4^U_&L^Z04|4F=JDU_>U2;|5554P^66DAD|)%N^; MS5?30F9QS%1WB;R+EB/PXGBK|6U|A@N/2|5E=);_*0|P.FR3;PM.YZQH(5 MF+^F|K^A|AUJDK4>R>U_ E95@R|>R^>_!|G^?T0|9+&J|U|5|FM?P4&=&|Y.R M^N^N|E|J|10K=5|/7VW;_H|8-B8R|B00DX&J% |V7;EGK^AMZN<6U|YBKB?>F>39?>C9X*^W1SLK0/553|6&+|ID8-\$ M^M4Z|]5|6>A?|^"@_0;18OY^|L|C|U|13(KVUAA? >IM|XHZ.G=KKM|1_ M-9N7-HJZBZ5N@7,47Q|T6O;=0OD?AQV//J9G|3MG8QNC9A^R_4G|S|/&C^L96B\$|QOMFNM81P-A1>DZV11? 7V|A7^+Z_&Z.W|KJ4 M2^4\$37=<|XISP) 31|=.\$V^MBL=?FC5N|TW#6K_5YP)-WR=)|H%_QEH8814J|J^T_>FR|U# M^4^Z|YV73YB|X|B|(^|1CS#>+6|KS).UR4&S^H5(&|2|HZ=;1K^005OLU^M;_MBZK;|W^=H;=|1P0C^|9X;_<82?SEJ^X>J;S^I^WA-"2W S@=MO|S^5Y|H M+R|_&414^<(&S223>T2|29R4|N%NP;5%*+OQ\$W2_2^M^M4Z|]5|6>A?|^"@_0;18OY^|L|C|U|13(KVUAA? >IM|XHZ.G=KKM|1_ M-9N7-HJZBZ5N@7,47Q|T6O;=0OD?AQV//J9G|3MG8QNC9A^R_4G|S|/&C^L96B\$|QOMFNM81P-A1>DZV11? 7V|A7^+Z_&Z.W|KJ4 M2^4\$37=<|XISP) 31|=.\$V^MBL=?FC5N|TW#6K_5YP)-WR=)|H%_QEH8814J|J^T_>FR|U# M^4^Z|YV73YB|X|B|(^|1CS#>+6|KS).UR4&S^H5(&|2|HZ=;1K^005OLU^M;_MBZK;|W^=H;=|1P0C^|9X;_<82?SEJ^X>J;S^I^WA-"2W S@=MO|S^5Y|H M+R|_&414^<(&S223>T2|29R4|N%NP;5%*+OQ\$W2_2^M^M4Z|]5|6>A?|^"@_0;18OY^|L|C|U|13(KVUAA? >IM|XHZ.G=KKM|1_ M-9N7-HJZBZ5N@7,47Q|T6O;=0OD?AQV//J9G|3MG8QNC9A^R_4G|S|/&C^L96B\$|QOMFNM81P-A1>DZV11? 7V|A7^+Z_&Z.W|KJ4 M2^4\$37=<|XISP) 31|=.\$V^MBL=?FC5N|TW#6K_5YP)-WR=)|H%_QEH8814J|J^T_>FR|U# M^4^Z|YV73YB|X|B|(^|1CS#>+6|KS).UR4&S^H5(&|2|HZ=;1K^005OLU^M;_MBZK;|W^=H;=|1P0C^|9X;_<82?SEJ^X>J;S^I^WA-"2W S@=MO|S^5Y|H M+R|_&414^<(&S223>T2|29R4|N%NP;5%*+OQ\$W2_2^M^M4Z|]5|6>A?|^"@_0;18OY^|L|C|U|13(KVUAA? >IM|XHZ.G=KKM|1_ M-9N7-HJZBZ5N@7,47Q|T6O;=0OD?AQV//J9G|3MG8QNC9A^R_4G|S|/&C^L96B\$|QOMFNM81P-A1>DZV11? 7V|A7^+Z_&Z.W|KJ4 M2^4\$37=<|XISP) 31|=.\$V^MBL=?FC5N|TW#6K_5YP)-WR=)|H%_QEH8814J|J^T_>FR|U# M^4^Z|YV73YB|X|B|(^|1CS#>+6|KS).UR4&S^H5(&|2|HZ=;1K^005OLU^M;_MBZK;|W^=H;=|1P0C^|9X;_<82?SEJ^X>J;S^I^WA-"2W S@=MO|S^5Y|H M+R|_&414^<(&S223>T2|29R4|N%NP;5%*+OQ\$W2_2^M^M4Z|]5|6>A?|^"@_0;18OY^|L|C|U|13(KVUAA? >IM|XHZ.G=KKM|1_ M-9N7-HJZBZ5N@7,47Q|T6O;=0OD?AQV//J9G|3MG8QNC9A^R_4G|S|/&C^L96B\$|QOMFNM81P-A1>DZV11? 7V|A7^+Z_&Z.W|KJ4 M2^4\$37=<|XISP) 31|=.\$V^MBL=?FC5N|TW#6K_5YP)-WR=)|H%_QEH8814J|J^T_>FR|U# M^4^Z|YV73YB|X|B|(^|1CS#>+6|KS).UR4&S^H5(&|2|HZ=;1K^005OLU^M;_MBZK;|W^=H;=|1P0C^|9X;_<82?SEJ^X>J;S^I^WA-"2W S@=MO|S^5Y|H M+R|_&414^<(&S223>T2|29R4|N%NP;5%*+OQ\$W2_2^M^M4Z|]5|6>A?|^"@_0;18OY^|L|C|U|13(KVUAA? >IM|XHZ.G=KKM|1_ M-9N7-HJZBZ5N@7,47Q|T6O;=0OD?AQV//J9G|3MG8QNC9A^R_4G|S|/&C^L96B\$|QOMFNM81P-A1>DZV11? 7V|A7^+Z_&Z.W|KJ4 M2^4\$37=<|XISP) 31|=.\$V^MBL=?FC5N|TW#6K_5YP)-WR=)|H%_QEH8814J|J^T_>FR|U# M^4^Z|YV73YB|X|B|(^|1CS#>+6|KS).UR4&S^H5(&|2|HZ=;1K^005OLU^M;_MBZK;|W^=H;=|1P0C^|9X;_<82?SEJ^X>J;S^I^WA-"2W S@=MO|S^5Y|H M+R|_&414^<(&S223>T2|29R4|N%NP;5%*+OQ\$W2_2^M^M4Z|]5|6>A?|^"@_0;18OY^|L|C|U|13(KVUAA? >IM|XHZ.G=KKM|1_ M-9N7-HJZBZ5N@7,47Q|T6O;=0OD?AQV//J9G|3MG8QNC9A^R_4G|S|/&C^L96B\$|QOMFNM81P-A1>DZV11? 7V|A7^+Z_&Z.W|KJ4 M2^4\$37=<|XISP) 31|=.\$V^MBL=?FC5N|TW#6K_5YP)-WR=)|H%_QEH8814J|J^T_>FR|U# M^4^Z|YV73YB|X|B|(^|1CS#>+6|KS).UR4&S^H5(&|2|HZ=;1K^005OLU^M;_MBZK;|W^=H;=|1P0C^|9X;_<82?SEJ^X>J;S^I^WA-"2W S@=MO|S^5Y|H M+R|_&414^<(&S223>T2|29R4|N%NP;5%*+OQ\$W2_2^M^M4Z|]5|6>A?|^"@_0;18OY^|L|C|U|13(KVUAA? >IM|XHZ.G=KKM|1_ M-9N7-HJZBZ5N@7,47Q|T6O;=0OD?AQV//J9G|3MG8QNC9A^R_4G|S|/&C^L96B\$|QOMFNM81P-A1>DZV11? 7V|A7^+Z_&Z.W|KJ4 M2^4\$37=<|XISP) 31|=.\$V^MBL=?FC5N|TW#6K_5YP)-WR=)|H%_QEH8814J|J^T_>FR|U# M^4^Z|YV73YB|X|B|(^|1CS#>+6|KS).UR4&S^H5(&|2|HZ=;1K^005OLU^M;_MBZK;|W^=H;=|1P0C^|9X;_<82?SEJ^X>J;S^I^WA-"2W S@=MO|S^5Y|H M+R|_&414^<(&S223>T2|29R4|N%NP;5%*+OQ\$W2_2^M^M4Z|]5|6>A?|^"@_0;18OY^|L|C|U|13(KVUAA? 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W.VKFI^U'+MDDXG83-;H\$ ^:= MFWZ_JZ77R2?VPB^17P8QL4XPC1GJ.+IT4MR\I)?&C#^571H\SZ(BB_K?OE
M6=ZYI>QO%G^<7\JMRWQ3 NQA@:9>HYVN:~J2%*71W?>M\42^KI5\HO:6 MXM-RN2\7IA<"QY\$9=FNGH_7J3_V/<0-
#;"U&G@*1VLZ\$P\H3&; MG)V\B O/F,4 FJ\@RMM8E1^F@O/F)24W,AI&:O2BY=&LV_ZM_KP0'8E._+6 M@IK\QC1.,"(500AA">
(BEBBG),DSE(112R\#8>9B)V\,*201)OM\DD"N&; MP'B(R.X20A\E88QB3BDB:1(C%&A&L,Y+PF,2@\$V_-(J<@+1.821#R4@0(I)&M/E);Q
R1+(V0B-1046(1Q6DV7FKC"\$#;JHNYX3-*CC^70&3#W\WI\Y&?EN;_M9(//T.L=5&L)\$Y+QI"0
(VYD*R+L618WU90P>M/2NMFK\K\V+^I(>.;) MU6K1,KL\). (3XG,?)55D42P"U\$ _#Y#(219Q\$>99FHS\OB+G7HSN16-IHXM
NMNY*Y2G6O,Y"FF@P=XS-2IX&D=O#Y;U;M;Q\CI*CHFP00N@-IC\;OW MY@+6 IF/E\5(-C"G9)_N6\FK\I+Z+2IP65^"
f'NG@5;7^_3IM*(C E5=,0 MCO59SE4D; YMT5Y;C\Z"OHC5K6SZR57-2UBM\H*^K#1 XOWRCC0I\$G@IYF M+>=9QE
F\33T4\O8716\6@Q+I\POI0=7IEUXG7>WSH\I-Y\Y#IY^T^ MBRM.E5EUGY>IY3T^RP_ R\H84GX\N\N5_BH%DJ?
2%IKJF30^O/AZ\H\5K M.5XCR"-WXY& ^C.;GHD.4&6<3SC0;F#QNZAZV\IWA8 ASP\HVR9WDX,N;M'
^GC3I@>AXU+8OT;LH7X3>DEPMR^8.OC^<U>?L MI_*="OI9^WQ#2"ZU1L%*=DMZ?654JK2>X=I9W\A\I_38?K"X
MX@3TZ+EF;O68)1D(1S140TQ\$4>+V\$G*E3 MJM16P\4X<^VTH+AIQ*=%R+;S&B6,Z<+F5FIQPT=IAQ^W<IK-EN97_M0?2X32IDY?
_*0"KF+?WSXNGTA1\K#%)S@G&\$5IF.G+H0"MA,18@K@J2/MO9P8775^>BMZGV-BIY?I9*7<5,+C-(L%D<+BPU&4\I@R^7O MXVB!
X65U8\I^TSVK%<I;I4&WB\$T_DB_/_F\;C&?^SP.F PW6S9D#T\T4 M3W0\$J+&D@92\JDT%IQU+H\I=&G)H<M.09^F+IAHDENVTUC-Z
9TF^"K9)%=>7;K;RNFJS.=H5F2?I*F MPTQYVM=*UPD3S14BN5+O>B;#J+>Q>IOP-P^AN%X^F"5>S_2_LB F\N\RL!
M>L\I\WY3PU\N\J"6F?";L M2P?A#CDF0IDF&!(ZEY@;2)9'B(6IV>41D\$E1! M24K0Y%R\$H\2@+10.;^;I7-
M#M(V(O5V\HGNB@S>U"Z'&>C8F;?N0\9 M>VSK\OB\+I33;H>RX7NR=V=Q=I\W%0";XZ2,2TY%)I (18IBION**1F"4X
MY4D2^EA+42;S'W00_9=)I=PTAI5Q_IYU&4+8H\$S_G=PU1\$"/X6\IV>C M@C?R\W\$&>T4R8R9^:A
L\I2\$P%>=DN;OQ6TF*Q\$R=KJ05D(4KUK\$ R4J M-J52H3(-Q0+BI\$-4H+R.%\;3_Q&>@6#S@;^:(L9:L64:T5ZUD0V+#\$.
MF<4#1\$S_HL &@8U4\^LX F"W\#D;_29K5Q0U.WG=LDU=L6;8N.5<.@ IN
M6;_ (XO\KJ\^67#RD,65\$GYB\H6::CPE%*AIE>AX+WY=AE"2YT3)H6.S\$3MR1_M4762=?VNENTIX9Z6#J7>.@K4L>
LQ_FO+;66_IQ3#1EV\BO?T6%GYN8;NV0 MH6OP,4MIY&59+Q<%Z;S_4GIM9;F&=A0G".D<^I#CF*#T3JC*#TJ_IQ* M
8BC;TC8Q\QZ33-5*5D:C75GYW_J%;K>UC\U\>=%DO>W2ML2F;9?M# MDEFU=2QR%;TX,I#?44400^I9%P2_YH@RR&L\$DJH17(
M\LE1Z5L'3><PVLW1UZ=,CT)H2A\K@I2B\3)ZZ\POW9SS&L3S-E9\I= MH2MSGHGC-AEF?@Z& &/=)8W;36JH-
PL_HS^NFOF F&^#.;W MO>>8";KJ'6@3>XLZRYM@>#S;A/65&?QM\AG;S>O3T\LF/+;"Y X2@D)
M"\$4ISR6*8RE1GN9Q>TB8;DGM\H-N M0QO3&E\$7ZR)627E"G&I+K'O&Z.LWFWO\$S;S"/>W>XJ3SQG)V\W93U2\5T
M)=X2T6R\AK\H\W9OIFX"N149Y%_-16&2H%G/8"30U)\$AIRO_(J2D_9'H8 M\$S=JZ.O,6X1DFZ8QAM>.;>";46VQZ*O1R;I?
>5@MW7@ZUVY^W&XN=-2I MP=B/N#WSZ"5;L\QV9#>B>I8D;_7CO*H?(\8SX;<G;9Q69E,?=RK8\X;<7NBB> MBE?N\I(%&64T)
(@(\@)&D\$2(I\RC,\$\%STB\$=0\NTR\B)A*G\KN5?Z;Q; MZ74=-,=J *X@&*\$X#&@FP04;_<8@L>G8;80-X);&XSL+FNXP IV:0-B\^#=
M#.;IYKO";%KYR8^Z\$7+@P\2?I\N?I\B8\JUKV2AUV\7JRM256\J+>=G "2I M2IK\#/DT2C1\OZI"8YXAP0+!
QR3@/E\TVD3GU\$HOMLZ=0-TW06S6_YR5&M_IH>HKB&I7BR\D^4-/PDN\K+RU\$JXHMZR=67=8K1SWD,9"P)S6@EYUN
MO+Y\)^HGM;_B;4QY&(\$=J^Q4'H5\B4PMJ7+4)(\J4@D@MCR3-NO;R?>MZN\3>I>M_KJXN_ZIX_4M5KOA>5=5?U2U>;>P
MLP1,#S^\$*1"^-M07Z3\IY5\ 5?Q1>4789_-2=5(7RJKN.6K=LE\JMU&-WZE-4 MGGZW\NZ_I E8211\VZ?7B.LZ)&6EJ%
<#B1"VW,X0,WV*6#;M;OX"!Y.L MJV(<ZFSE5R<#4R_..AP2R75SK*?B"UKJO:7D&_K"KI"l6\HPIOV\T>ZOJO_MH\IK6ZO7-8-
Z\+Z<9;WSTVT_K2L\ATT7+I3Z%;OPE^J3R/(HCQ+^I0\$F8
M9"RI5Z\B3Q^1.WO\$)49SWP1QFD^NA7U8Y@U<6S05%\$>_Y,*\$7RY6.CX\PI MKUDD0M>(/P1DI@O0^T+9"5>W6GG4;+>+=\$ST-
O7O^YSLQV^KA83R8\4IVY M"MUUC:L VM\+IRUQ5YG\E2\US_F9W2U3O\QC\HW\$ _ICV\QJA_%C6_IU2RSZU_JNUJ5FOI@ (8MH_=
(QICF*6\BCG<8)D MCB7#;9\&7@Y\YI5;10&SV;GU1IX*#@J?B\$1\I>NC\U>;P&+<43-)B,W M \$C=UITU\18W-I@K(53
I=K84D>A=O\$S>K%"/V/S\&3^XID4HY\+OHM% ML2I\$W=O%PI=ORJRY;U\ON\BA>UEA_I9U\Z7<I F9@&C\$H>H80%*K'D?
HH(XR""&PI4\>RC6MZ\F3ZO@I5Z\3PGZ\IOG5RP MW83P1;QT5NZN6KX67//I\^IE>U-V;+>Z^MT;6\EI?TKJARWA@+/3A@0
MQ21\$,56Q^T>2)QB&F\$>YQD^2I^59@C\RX7R\JMN^*7&OBD8TJL(IM@;J9 M)X6.UA(U=W\I&NC6VNC^I 6R"O*G\Y-
3MY6>/_M5H.OZT)HYBIX4\LP9# M>X#VH\I9\%3";UN=-.WWE?K738_2;8EDU=TX%OZQKL6L*#1O_M27F_ _^+*MJ^9?@NC-
88X;7H\T=H\TOL@O+4MGC;FRWY\I-MO&_*1*1ZT68U_C_6%W?>=I@;I\&C.H=I-A?DPW;GG;#8,VJ?RG+M_&5W?*;I
\$7.;Y1*02Q9S\B(H@0SB/PCQF44Y#^#W3X\FCG\I>UC\I<L6 ME;60\LFON6=9Y9UAHMRB#6 L;I\TP97\H_..?(N1
M\$IKNK\I_Q/6.WS5^3JBS*1W>6)PAD4FHKX;C@&29FN59J.^%I\TB&><I MI7D0@BX_I4R<7#0N8.B9.LGX?VT;(4-
M6\FEPMJH^K)IV&NEQWK<4=^7 M"ZXO_R*OT=)??>MQE"/&@RB(4R0)B37A5H"(P)S\$%;RY CI-"MX%15=SH9S_M7YH-
TC;O&;+KK-A;U3IS>9+95M<11D\$1VB#Y2*2)BCS0>50F8D@_6V0 MCHN9\V2\3_KNR675-5_KM;O7BG;HE\3>^IUI5R*;WE6E-
OH57U%ML;I9@_MGT#6S%"/OPOFTIMY7B/P8KVJE7C0>+I\VZ\N=BQOZH\5R52Y7A\H M0S",9UX<=I\S/E\CO3^=-FPPL-4\^WJS-
F2G"&I7.88X\N);_@H_/Y; M\A>Z\ZG<4;+4+;KG>??&D9X%?OIS=I%KI MSN\I\DCN?";XHG (JMW2W37I="OW_*RC
MA7MH\I=ROZQ6O&2\6B;IE%XS\R(OTR0+R1%&T5FXUVIDQ@;2\;FDTT_R+I5O"M?81SS*OK7QSA@B<9IK M&WD:L-
)LT_I\W6HR^M76;A\I52_QPEU6%(CZU^E1-J)IR8>RFLV80T7UPMJ\$L\;G3Z+<@CXJ\I_PXVE@O+?R M?
SN;%"K;6.V+RNBK6\^IM,6P=3%0IF8+OWM)P;S&MYL=P(\$A:N\VP&*, @RWJ(S9D2GK1T#\$L19_1C8TW9&Y"XS\$W365J
MIG(1HBB88)PIOZ@,4Z0.A?0D"0H\WTZ6Z_69&F,Y)@(\$S\CI#YWE\XC5_M^>Q#TUI\$8Z;WEP&Z?
@IK200Q64R6XDCK2VA<^D&MH-1%0>T>="&_E^OE MMT_KUK(UTNU7\A7\IX#=MX\$G^GF=EV45;SD27G?HHH8NMC%
I\W6IBY\B;8_M2\IATAX\HPH6IO(9>KX\L;2%8\G\CBUR0Q\$SI90\8D8V;M*163 MIE+Y\I\BXL=;I\H^C+ @C;;=HPI\B\$;JOQ7O.B+53-
S6%I\HROOTWRQJ6H; MC7_6L16*H_T\FRDN\Q\X9SNC;SG@I\JLEC\GIE8DF*^>BS\$VWRU*1?O3^* M.NZ+M';&QHYATG_B;GIF
M.1)00S%Q1MEF/84=I@=;E\$@V\KT7\USH\QJHW>&Y&81.U M/5\$SJ9?_76?
Q\$*MO\O7F\FM>S^A)LSB);Y2+7#LI@P;I\GO4)7Z8\I'P;3.*MO>XG.W8,4Y41NZ?L_-35PJ;(&X8Q#0C*0'N=P(7IK2URF.H
KM\$;LGGTY= M\PS>?>KP+MS0.UBG)&49I2B4*1AHC'DB.20&I\+S-&9.1RL;0-V_H22N MO_I^+8L;U;_7A6&#Z=;T/
+P+/N;7T=ZVF732>LOD_-JZ.EOG5^K7I\<M+-W^I6\DO;WX_ WR4RS>Q_25^B=C9\9N)=^>^',L,X<7>YH=5Q^8#)HJ1IW#TF%/M-
#?R&? BSH29CW*A\Q_"ON&1#ZD@ODO0^F\J&TYA@C)&>+* MJ.51\I M;_6%#W>HWC<";=S#UQ#=-YZ#_I_9:QGRT9K?
5;4YMYQO;E\H082+6(C M1R1 F_N\I_!2D(^G&8YR\;G=Q2C MOFHY_6WVD0_81K4GKPLVR\$=^) MA6@DB:S-
^JDWF%Z9^A@VS\6 CP\6)A\X7Z0+;_C^FZ_/0=VPA\GDKR0(9T3Y)B85Y\W9CA"*=)C%(IQ@CIG*#AEGO\FI\$IL3""8JQ>8LU2-
AH3IW^TP#Q/X>@;M;*>;3^')4_L0=ZOU\49J+Z_D@<V4GIGV7B0,*P7>4H\G MMHJF\SB_I^R\I\ CLJ\I\CK?3XVT5PI?5-
5.+>Z&O8^Z(8OVN M"IBOKY?5DO\#YGC%/_L# @*8RF49E;".D)*E*(C%/PT@MO\Q.F2FU,7\$+M-0=j>;#57W?QHVJH\#L>4\HN(
P9HIO6-AV84V;CW>N4U7'A-JZBI&K M2FBW@T(66P\JN;_JH\I\J M;2^)/BLOKU9\$F5Q";_<9YCA\NUYI?
%YIF(8S(0\$&U65L0_N\I_19V M;_\$\$=(VUX+&LMRL3R_H&ZYXN?+."A3O&+K2=H>?*F=4V1G-5GV4D;5Y:0
MSF.CRM2RDJA(L@7V\+63^/+BT\$;LLL9IW(/+2AK+O';LW.0+W2OL#8) M9"\$)9IY2^V41S1&63)WNXEBBB-
_TRFF2I+D\$58SO)#6R(Y=L/9EW\|M9+;E M_9^5@Q\PDYU\Y\$UH?H\TP1+ MASSTL;
"Z9>@A&6(I^D;5HB=10K.8@&(KKG4YZ\I>=>@I*(4IG3V276M_HH@G4>Z>Z?E; M5K_5XMH\$ _8@_V/U*FYTRY'B_0OY>2VZ-
LUTAPVIEUH7YD\$5IX^LEQUDM\5Y2)G^TQ3WYD+SL126.MH E MOB9<4@S;=220&MG_%NG(7LD#9LE>I3F_F\$T@,_"Q*H\$;(PF
MP &V\QM M\ HH3;HU,(HNDTP>02^97@I^51Z%#^>^R%KK2@>F^H/7AL;V2>V1550;S M\;P=ZO"B?3%F+I\H7;W48M64,&K0
I\P*\$6F7;9YQI*>T%=+A>I@^TZ?7R M\NIS337G0G3Q_-32CDB(GO2G"89ZCS)72W\;IG8Q>8W ABY=*K;N9PI-6\$S_MERZ.CUNY=(ZZM<-
T\TOID13K=V7;E5A50SB;^I\OZF^IL,PS7+)&S\AU084H M4.8CD3\ C2>5\$5/&LRY);_M X"/>*_+Y9\0M\I(Z*
(S2WZ_6A;W7Y_/+??"GNUNUG(7"YYQ+@OQ<80P MB0@<1\PIX?QCBFF,#2=5UR-L/0
MZZK=1.G\H1GW^LZ\I0%M'M.S6SE+L30&=HK_B)<\$SBL<0JH\8Z>I39MO\98 MS\1R%BF8W<%ZNQC;G\MI\$Z4N\EYVH6"YPOQV\

(BDB=:/\$.97?2\$M!19*Q M*(UE"DI8AM\$?V4"K3SD!9B!#Y6=F*D>4"LP80F.Q1B@LQ9'#&D!4;A*HP92 MGS;3VDXT9!G8EM/ #X7!IGM)\$=Y3+\$+00R\$/LTXXT9IK6\$_.660TGSU3\$?V!J"VJEDRU+>+2M*U/B>VJG-7MQ#*)XE"GIN84X20(0;4)HYA0ELL@/V!8@M0NSDB."76E"JZDIX.J-7(Q6RI.M0@PM3.F.0.%A6)U87\$5BG1.8-ABK\$^!9/%;W2.LB?XM*H*W)I0WM89FW%>;M-!GB.0Z<2V.1\$%7INIHIACRTI2Z-?X5@4G:%5P.M@AW0!Q8--).BF>JZEPQ.G5MK<A.P0?OZ9(H#AV4)08A=E2TF(SIM64.0C.[*M!T*=>M#=>\$8#&D;9Q"A="6)/\$E0)GB*,C!AC@&22_XI#CHT>R@!IE>(I2)M.*%8EG.1&A3-0!C!M!1-4!2)TGD!0/_%E"#2BUNRLR5G KM\$&"&3 MA\$>(3~B'\$.PXNIPE>8H"X,!"T)F,AF2!\$>2Q"J3.Q9VVG+!*)HM@!;PX.M="T"4!L,P" QF!+3!"FR,IMB ML=UU^K4/L@E^K"05,JDNHX9!P.>JCAR"K3B9GVJF!6" RER&#;80;=%MKLYZW3@L@_V.HHPRJ!-PG%\$X7^L(ZV#W'X7XKK9US=1.Y_H!_NM=W>O.M?KY5MOOA^1FX*~T*\$SFRA43Y9Q30+CKL_0P&[BXG0)\$=U8+P1^!H.M>+!GX(OAX!N*!8W#Y#H!&1-?>1O"MOH!%)5?2%*U'R]C!-2Z;V\$SIM"7'DO.MY@7_VF\$KY(7(88I9P08.LS-<J2O1.5U;)/YMMD*VJK^!M0/M5;6V%\$S;HH14"3~K^!GO^S(6.41S2<*)HJZ#"44!YWXFX2*!.24.MZ2(TLK+>??UZ_7+!=""?IQ?M)=WH?Z/!G3!_+!^!>OM.8MW?2D!_7SSY2KYM^>![SWU?;/"M=DX.M^E^LU>+^O^E!+=[U]D<+U_HHLG1-236P&<<6?>;K7RU!U*K%Q!S4!;E'W!T.M"~%MLJGN"~!HE@W!I9!>!/#@Y.GX^%=(^>=0N,*%F@5!&2!-IPMTR.5GY.MH2S(3>;HLA?%H2?K@EG@ANG3^<?E0Z^!.L5ML?Q6/Q*Y8Z!^!7^!Y_EDUPP.M3?UEO="DU<^EY!W@!>62H!\$8V9.F.W.NEDK!U!I<@QJN2!4RE56V2(Z.M>^Y89>K=3WPYUQ7&Q1R4;?G5,I7!QD^4C!9+>U00B?BZ=P\$RM;*+NA!9D@="NOOLKJXWE4!2Z8L@!H5.M7M"~M5_4D80PY_V33!V)!H.IM^TO!H@_&?H0_HANE2="MECDPBIR@A@)!P3\$B?B@09KF!^T92L.8^B).N\$Q"B_.\$E/(Q09T^_OM.M_7_>.G?)PS_NH2G!_H.RU"9CZ1,<0"TI&&T!_FMZ6!^<G8L+!5XRLJAI!_!J9N8ITRP#&8<&4!M.A!1EF"482Q!H!LBS_-W.VB.25!H^HUV6TS\$478?"NDL!P>NP.W#S#X<+M6IX'~%FMTFUS3K98#X_Z7+!_AE!28OY3=;53>DU+2LMGRD-BWA",A2D68!P.M3B*4ZW3>A!^AC01!1.HTF3VC_8E!1QU9N2!K_.\$E#&+R!H!^?3V7KL_0.%YUP.M6W;[43EM-2L.95?T&VV\$VH!O!GNX1<6N6C^!V6^%&.Q(E/62!OP(1_)R/L.MHRRD\$6)2=XV3F+;HMRIS<4AEFJ/KJNY#!Q=/_T_8>EH;7#/UR.CW!7HC>ZB@+M!VY2!^<V.5E+XYF_36%+H_=9;^!ULMX+^E!_>_2_2A.%=&87!E_EBH;MXZ;K2EN!E82D)"1AG**4Y_1A&22(ABE#;4U!\$>5!_MA-0#2PW;V!11+;554H>U48!E@YEKK9^CV!+&F!9,N?US#8N,5T'=R:1^~M.RHORY+~%W2!["JYWO!X9BCC80CIB;=>+@5Y.D^Q?L^!HH^W9-7!6GU2N;+MF3\$&.G#*6(1PTB90UQ9!)\$B%C_2IH0&/#;V0P1&MW&'=77N?(T9>^/FO9%_M!84.9&5FQUO(._@4L_-89&AMY#^0<9H@#(1^T+@%\$>JZ+M-X>I3!CC!0+8.O(Z,Z+1!>J40^ZMON>4LV)G;=7";L.M<J^A2-9AH+!J3VO.KYO^NTDB>R%@+&U)^_U_702UO9*#_9Z\$HC?702S!Z!+>?OP!R-G><99R.6!S4><6_07D6)RCC(A822QF3&1!)H!L!T_?W5?R!UO!3#~\$#RD=X569F!Q>_#0.O2Z!+N>YE?+7/P5?WI.M!;RY>VY;G!HZOOG_WC1-U;J!M+5TV!O!(&!"R?2<^!C^/\$_%9.M4!<(!"SK;U9KRJZT_OX/(L3GV!7@44T.T5E9CN="!F_6N25!Z<.<=!50N!3&D+D!B=E)M9!H!F\$-PSP!2#CYP<;JRM6G4QU!+KN3-TR.KHB9AW4)!^!^!U!Q@!RG9:3OP.M*W5RXSL.2\$.67B_F2UI^G!RT=Al_!6O:M!H!JFG2??IR!&N#P)!4CBVFN!MCTN91306.<[B])_0+8YA!MMDQ!1\$B00Q53+;P;T=GM61M99_!V.T!E7;JF.MZ^@TLH+9_&C#EQU!^G1R\$>XV<0.87BE-V0NFG9!UQ:F5V!6^+Z9!0S;8E0+V.RVC2DXF\$4!LV1G5_!>NH15-U=;+5A*MK!;8_2VRE8X!Q;*>A!H*!BZRM#MDNNV!H!HGC"X!^Y=)O+9R@!5YS0X%;1;ZW@KDH!M!OUXQLFCWEL!M<6!MP^T7/YUNO&!8!4W^M.W6V#%Q*+%;.H0#&)\$H0#3-6)M)6(HRU.6Y2*\$PIQ;U^CL)&CT/5YB6F.&R?9\$M!_G"~G!#OWU=M_IC?+M?Q=>+!+!LW4M!2^!_!+&8474>YF_ZOW@U.O^WTQ5!ZYKFI@!O/K#!H!M!H<+!^!QW@/7^T/3=E2OH!18E=>08!K!O^!HD_Z!P(._C+2M4!LVLOG=K"D)M=\$PC7U"9YWD28.P@=A,"8-T#!Z>K;!>HQ;^>OEM?&C_6BHCL.W7\$7!C_B.M#9^<^Z?FOV!KLA_/GWT@#_O^YA>+D2%*6ZM^9LHU9&RJ?3"XS!^!168^N.M!R<!\$G.Q2&1^(<)2&BN5!_1)!\$M/DMD0+HWOOMDO_3O_4M!H?07-1!=?L+!QLF?R0KQ"VSD!7!V^C!Z!4!G!X?&^P;F.MUI+!+5GV!F@&OXL"1>WD8H!6+N6?;R=S.PI_7!WE3?"#Y?2R;L.M.CWO.T*XR!.\$H\$TT5"\$29ZAG^I32H!D>6"\$Z#N!Z!J8V!7%0?YTHZ-75O.M2!_!H!H6G;\$WS)5\$K="ZP2X0!>WR9?3E!>JE+V+RP3VF5+Z"X4G-03>3Z.MV!U;5^H>OUZ!K!TWK9S@!U!K!RCB)<5\$8GNX_L02K37ERLGO=;9;&B5!M4AE>2YT(!^!V+!F4!6H@!L5!MP!VS3K8.#P(!7(6!X!H!5Z5CKU^4L5.XC"-M\$!4?2;L+>4>QFZO.ZRDLR8_M!U97=0^@B!J!H!#_Q#_Q9=;>H>I!U3H3C^WU!OE\$!^W!HUA=L_6&+!;O^L!M!@O:GQ!9/CS>/GA;JG5GFXNV!T2&-X#7>9@NPPU!ONA6:WW'5_!MMCW.M0S!F!J?>R\$9JVL!M2C21R%+&\$A@G;8)R.MG\$;!X-X!QG4DH38!E+963#M^<="J!Q@WR^8?COE#"L!Y!<C-38K!DCZ3(2;MX_!D_VH!_!DG4W.C>5F7_!EN6!6!J!H!9Z(3Y*LI!NPP!5VHP!N;J-0.MOZS*E!ZL^!0+^6L6^W&2^+E4)WX_13CV*);ID@*)@C+>!QCHRI/EO3'=JWM.MN?%65?0R.^3!6RA6@+4^@?(U!VX>.*#6@O^Y_8!6X!Q\$KNW("FIN_7WF*(1W+MHEAR6#(43A:N*HD"J4!7!L_&=51RVGL>W==Z.V&H@5Y_?U%Y#>P2N)=?/SS=G#X#XVW;V-5!D3P6U+H.M5+ZRP^00B2A(DDBB+(PIPKY/4!XG2E!JSDO(HEXF4H*!F!6!&5M0M46!+!%#JH.MOE4!9@O!Y8!&G&=82!"V8G#67;R4R<2OY!J!CG>+!J!UL\$B25+Y37_LWQ^M8S!ENOGL3\$-6!X!>T!\$R-T!3NZK?TGD7Q-F="29+2&Q(&_!^?7;!&9!M0W="MX0+O(D+8)!XL+Z8\$S%!72!YVJ!MVP(^D6+!7MWN\$53F/U.O)"0\$E(HCVO+*AJ6!2!@4A19&E8^\$A&M<88PIQ+E6:*\$FA_1!H?>M^O_S!4FI%B_2LZ7ZK#(Y!SLGC!_J!YLQ9PE!G!>2!IWH!ZAC)E;K3=F.VWB.MRTWC>|BX!X31G/C/D48!P*HSQ#H>0X9GE">624^>^EY\$MAV;S#*XD&N.MT9A86C!H!HOGR&K+>CC-OR!&5!^7!14!OY?7N!@=M?>XK#80-1W+3!J_!N9;Y28L_!H^<_~%M>PQ?20M0B5NME9.M=419PE;.\$<0(K-!^!J!H15?>)S!JZ5H3D^NMM/_SZZW?PFV6<?Q_U9BV^K!MXAV2!H!KZ!B!_!UN-W!8HC^U>WPZ?BH#_E!^H.^U%XW5;.)!QLD.CKV.M#D^*0.MCH;56CZ)^!^!%?M<%1#!M=%A!TWWK+S80A0!GQ#CW>9XC*!68(RQ)MBC*6410(Q9AS@C_@S@HLLPIWVB\$S?JKTCCQ8X73U3T075/@>M*T.T>XD.M>L-?;4#.*(YEY+=+2+E9!HI=LO?9J7K.FZ3#N!#UC"R!L30+8=;P+!J>PQ5.ME-6!H7H567V!>)E"EUH!V&ICE0!BHYZ!Q!EVP.M^UW.MLJZ)!^U!@#OK%9T^B+!Q.W.H&I^<L;#S!D(!;G<^L=N/V+!P<#V(9<S<@!M_.M.LPQW2T!0!M9!M)!F^\$;7VQ#?+LRP*?9+>+D0APBST8UHB((DI4\$B;":X<<&4EOG'=G_4.MF3.5R9UW)HM="R0?K/E_0^0^0%")\$1U(KC@D2@X_DF\$SO!H!7.>J!M_!\$S#8\$M6K=\$8>Q!C*!1\$;6;F%&!12?;7!1ES?>T!^4,Z5?;J.GT92,LS@W=#;2\$&^M/O&9!UO!G^!H!V4I2!J8308.<6>=>T!9G(6(!H3H&+^!J!Q!%B.YQ#0C.M\$86Y\$7.C+7#>#KP-9B25W*B6SRYE+<#M_!\$AEK?3.J>A4Z8!9GS1+T5M\$IOB&B01DI-H#3/8X!Y!"EQ&*EGR&.M.MVHBY!UT"@NON;K2!UM0WH<P6^X!#1Z"~Q!O5L!B(70KRJ;F\$>3QV/KPR!JKMBRN0Y;NWI>PUI/M=;H.XAWV0%T.&J;8=6!^!L1>1E6>Q2<);7(J!@_Y!B?T#_M+9R(7!0WLKA>UE5=_D/4!L#H!DO.MQO/P.TB_#F8??UE!A5^>?MX!E@#!_Z75T_R^!0#2_!O^QX^WGVI^EZ^S.M7SCE!N!IOY!ADI;4X3!1X!D!YHF#!"1JYYF/T4?K_!O_<25UUE;3!SE.ME\$CG/OE*.)\$B@#2!H2_.\$!@!%_5Y!@2!(+!LC;SW_!+7!H.RM_&Z=>M_SSS!^)/A7!>3!H!R2L6O!1!E^6W_WCV_7^<^?7?IO_!M^!YM+4VZ?EG!>5WY!L.M2/DCPC@!H^!_!INDO_!7!OEE(8D)>B7D^!_WC!Q3!DG\$RGD!C^8TF_S!M^GXX^QK!H!X:QS>_EF_!7B!.\$#^"YQ!T^_D_N4OT!_MR^<=G7">1_4N.MDQ\$!S!J9.T+!+!J!XP5!J!@V@2E"9!IU&2!H!N?+*OM2!#!E.\$!PX/ENO>\$X.M!OFB89^X/GAS!B^VY?7.M^+U!Y!3#-#B7.!>0DTF<5^N.TLN^!">1^SC81YX<@<1GF\$&J#3!W@X!S!FW8+U+!\$LC.MB.M6(CG.BNXZ2>G#L!FX^>Q(S?W@28H(7%N!T)!R;R8OP)"\$!(110!)RCZV13.M8!PK+@1(\$S7&C!#NA_6O_XS2AK_9YL.A+!+!FIRCE(E!O!1!#8T(8.R#;M)!>D#\$DE6P\$*Y;2"!>VZ!BH(=M.(.0H)53!>F?L\$!(6-1!H!W\$0U\$E!(\$ML9#_#_H!Y!S"D_H!^!A4_L+2&X#=#!T<^!J!T2!XQB!O)M?C/T=J2EF@TGMB.M%#=#X_E&+!L5)!&Z#H!HJP>%AXL!05?2>HV^&@7<+&W#&ZF^R>C+!V!A!Z.M%#^!&@;Z%>C7+C7Q&HCB\$K"44.M<!&C;"RZINAH!9S6!B!1\$!H^G^X^+M^X-O<1?92S1R5#&B.Y)<BF%GXA!"P!EPRD04/>G&GMS>#1X81G)&V#H!8B!XFX=TH^L#6(N!0<16<="2ED8HVUZ"UA+7V!Q>/5H!_!U<=>XLN!95.M7NY.AY^_CD=W_9!U)U@AA+\$D@T!^PA_N"="66Z!3F\$=2^NN)FJN!P*G.O.M\$;L_BN(MQ.\$+N/A>C_0E!3Q05^K"9J?2D*_.1GS@A/U-F8@HX@!E+Z!H!M!_#N.A!H!H>A.N*2"2"DYL1X#9!Y!1D5S;L.M!P!LGRVYF^XG(W<77D!_!7V!9;1<U9C)=D0^!3+!+!TM.2#"4Q.M86^5C!PXU;W_52*~J?19"Q-D#WQ#C21"22Q.MBAHB?&99^9>2KW&5!7+JFT&C!RG(!J!M!1!_1.A!&(!=SCQ.HD!^3!3CV^&^&=!!O2^Z0=@5C!Y.0%P;PD^B.H=D!M!1^M>8KBV^&B!ZG&?<7"?PK!D9&CJ<=<IQ3C)T!1^4XIXOO&-KKZBW*87M!R!J!\$UOW\$DO>+!<L.MR!B-5.HG0CSU">9!2LQEFW\$S!L!H!G!9R@<\$Y%9;ZE3?#1(>3FE5\$V!&J.M_0+!T9+G!+!M_Z!6*Y.Y")_(\$!_!05(P7!H!N.M!1>9C\$H3ZR-E\$C+!2\$N)2?R8E!C!K\$X!GL!&4R6BR!V@QGT!H>=>B\$MVI!UJUVY6^H.H!H79!Y+RR^2(E0FG%9C>1%G!G!#)Z4!\$=*^U?>RVX"Y=/_M*6CG?7EG2+BS17\$W>(AD320!<SP0\$0.M+!L\$&)&*>JEDB!RO:70#IWO.MUYH=L2_"B!M0F.Z^@VNW.D.\$!VA-/47!MZA!YED!UYH-=P!0BX2T!TUJ.C>3L+^T.0;S!+!Y0>K!<^C*=SA/G.5LS-X.MRBN!3_B;.\$8%3@0>^2Y9J!<^!)*2=U!AO-069_7<_J>CZ>VD-(2!M@MEL.(R.FV_Z82<)_4!^*2MT1!\$!H!#=#XD(V.PP!D:7VOFM905V8"P=Q!W.M+&F%&FNC.Q"JF.V%G!R1-9!3-UZ+!AX)&\$&*47?I4!+4T^R2!0!9X\$EURZH=V3.MK1"CVF!_D+!^?8.DK.\$XDP!R4_!@M\$E74.6ZM\$.UD2;!!1_7;M!P=XYVENS!TQC_K.3.C+!9!Q!S!^C.\$!IQ(O2BGU\$!H!ON>^6.DX4!X<MR\$@LOH8D!LR3^!JB2NW>C.M_0S!AZG/P?#83^&.&+6AD04_9\$&#U=D)!^TJ=Z88).\$4!DN=VMW(8J!@HR=MA+DS+!+!#)(RKQ4PS/_HR0!H!OZTAKT?<7A;B@(!N(^72UCB*!H^L5\$(\$;M0>ZDH)2Z3?6M!>)N0E<7(J8!^FNA!8EY!ELO2)!^O6^C2QH!((Q3^39)Y.M!<YK%17HH^0300!&[WKJ>E"Y"0N!14\$W@H!O!XY!^!^!X/M+O!1Z=^@+>9!5.G*1M2!^8B*46T_H!&Q%9#34!G0V!T+5!IO>X+>+!<M(R:2-BOP^I^J.T!R(!.Z%*!Y)+4!7#RDNUY4!KZ!03E!&G!B!H!D)!M^!9!3_G*1=6\$BU+AWHA.C(1BF;28K!1.Y5!7YF_2\$@/!1;!!SV%G_!L+*@MOR!H<@QHC.M.LD0F6M!O!T_H6.Z9.U;KUPK(=|_DM=1A!J!M@U@!@!U!F!UQJO_6M\$11TP!8_X6DVB^Z#"19*=>QET!4%+XBTRY!MT^D" M.%!L!^*VGIMV;KF;TQOYB^ZBBZ"Z!JR_Z!^63QY%MCBFT<@!16>=|>CG+&MFI^\$56F+3N4!JOCQJ+CV!JDMR6-G0@7MA84PC6B^Z_3>S;?A^"?M)0S+L_7&J&8&8H!D!<3+&\$!>=&9E@EB0GM9.Y.DZAVC!&H%97%1W.MUN.KFSM^2M!O!&T!8_R(X%7QXN;P_0!+!#~_S_0B/6H!B!H!T*?M!N+0(<@AJHRA!E!FY(V8;NZUK"#_!^!KL#N;\$U)_RC9&V7^F!O.2@.%!I/CKPX.ML!OZ\$!G0-J97V_4!+2VS*!?

MJ18Y20IY.YVM7/S%9)2+WF+@R=" 23H1.T(F20"S*" J38-ETE0Q3VY4WDY51.MHTKJ|=+J?1F?2.GUTS?-/KR/YY?@KV=6!4>D)I*#B)S
+Y!T)MHQ;+PW:B8Nj7;8BM2LF=B|< MO5*~WYC:6KOHG\$YF_X"3#1.VU2-(P3;3PRGD0@3H.B.M"1356=LL_4-
K3:1QV1)=@("RAD6)V#Y%16^?2!:"IS>L.D/>#0M:2"K* MW7IHB(R(4\$SIK2/L%&[T?24/F315M6^BX|&|>07|N*|S|>\$9Y4X"R:;N|%
M6B0<\$@GC*D.PI^1;OLVYOT%)>^A.M9'SC|Z.^1S2%\$").&MUL/#5UE61>2JXBM|'&J; &6@/9.D'TU.JXMWK9I
M27_R(C^1?TA5.O@B?2J.OTS|S233U><|GNX.2F&9SS:11.2/40)N(>T-L=QE.M|77V|HT.UU3?KWA@NU|D)>OPT+MNO/5KT^,
~*E.G;XP?>:~49P.H:;3|S \$M\$REWEN|6DT0";C%DT^&~*|HA;C/HVKT|J6MW?K80QYHC6J.M.VC|800&PR&D.MNUY-
CWCJBU!&KCI.M"S-6#77Q;6K_P0A737Z|(#|C3?C?>@X.N;H|80A^K2(T9#P0.+?2\$R^<(\$;C<~%.1^5L1D(-2;WMK%TC8|??AT/T^**H?2
SDYN2_/4S_[G8E|\$ MTD&8HH?P?9 @.1450>)^=(F|1*1CI8Y8>R(L^@9@4+J|K&;TUL-1^|4Y,"FH0
M80UKHP.XISN"2H.F3H9WX990AW>R;50!*>B% 6Q6/KR|AB(ITX216GV+G|~) M6.V|N|?HZ<34H6;/Q&KJ^|HUM7|GXO-
SH31_PL|XNU=|&KFO.TH="S|=J.M0/8<?3ERM102U@(-IADM(NZLLUH.L.G|H^|EJ_)IV|I7X^0%?"GGZ0^HDM\$M@T\$ _NJD8=,7
B8V&\$N4%*&=<=D|V5ZFH=)Q\$+&O=IY%K(V|H@.G|68.JA-E MF9;+JFA*X"1X)C8|2FAD/L|6;#J0R_VHJQEU#4+CYW
N)6N=D;@M|GK>C7S MDUGS'E,I>J0^1)(^&~)#!@2|7DH2H|8Z..AMOG;VV-L+@(^.~.JZ65GI'V' M21C7"(W2/R|E@!N.CY=#X(-
IL+^V|Z9;_46N-EQ;M;6ZNE M#/V\$H<+&HAT 3+XORH2-L|Z| MZRM#X=ESYGZZ0#_K0|5D2VK|2W0^4)DH2^LZ\$1/QWC@B'?
(H=V\$|C M?|TQ;0 _JJCUR>F5>3?2#UT-L; P2X @R6BB-|5P|&I=8R|N5T2GM@JB2HL?UI=VY+49C3XWSDO:A<6PVF-T#0E*IP=;
MG@4QS^*F.UD=FCMJ\$ZSEZXWQ0;72W0+;@.6(Q7S.K#36>Q-OZ= <=A3* MB2_/B4DD#V=+A7O.G2|G1UY=U;
H:;AKJ&N|6S)0DSL=E\$B>'I\$009:RS MB*5F.1?7G";)4.9I<+1VH4D;Y#46>=G1PR|K(1%=)1?4|'JF6_DE|EKDL
MZ*P2AP;9;&88FN:\$63_?5S_Y M-YH^F8 MLTJMWD3>WZLN2CVC\$G M#6-H<%;K8@6BF.\$|B@&FTH3EB*5&)TH#X0>QTM|5XV-
HFA*M+OO,7AB|4 M29;#I!M;2E M^5>)/@A-J 4AX@|Q?O6NNKTSK+&+P8.28=M(C?U<~%WV_M8| M_ZWV3N^~.W|M/3HV^~*~V'-7
IMR'EE;|9+N\$|C&YA;_MW|2+H|X/9U|MG MEO=W*YZ&KGFA'IA"^P2^ZC_ZUM|BEYSWW|2|<_D;:O*3H93V|7+Y-BW;:= M0Y?
++F+;"%6)%2V)IC2#AUQ;)WA/#H4\$Y(OG-7N524/6V|U_6QLFJB|JFFC M X\$;NNP8NZ)@/4Q;_9"=3N|ZT"Y>T7M|#\$M|J/N(
SVR+L2VZ>R2CO+*~.99 M|'85PE|>=92^-VO7N|64TF(\$+6@29G6#;&TA\$<&G;GM|=C8VR3.A2
M/;X1T?4W3T%"%.9F<~5S+8^8G|.8JG6|OOHOFQDV(L?WJX<?|?TX<~! M*U00&S0^EXEUIG199X9X23/Q(M.H.L|N;_9.=LT"+5|?
U;.%1?&UW+H|V2<M;_*|F" S2YBX;|(L.3>*)\$1+H;2&|1G2P|G|L|E_-B;|T@ MO99&^~OT.4#Y%#;OL4UW'P;3 SDY|TQO_-E.11#"
0E(3#|Z'W|N|+^+E+H21 MY(3G.05A(MWH1'ECH=9|L>@OPT)M6V_7_R^PF2%?L9J5-YK0B.>O|+@ (6F_-M*2U"%%
OWT^69>7%GSZ|O;:~#0|A?^6U(#A= <|B>W= -AIT =XX6!%5ZQ2^6(C|M:0FHH|9|0-HFEN&WY?V3.6?=:&66~C|BHZ
*TW_H^|~W%XFTH|T4:1FBG_M_~CSX\$R\$|B8E1DCN'ML(E:D0%"DS 6J|'H.MIV(+.36;<=IK73M=)>S.O|F+?2=1FD_M/8K_-M?
3N8SD>VW~H2'H+V+&AB|4A|H0F| 3RZ(X|XW#_U7>R|J16.15V-VZCQ;9 M?OCYZ>+T+9);GPF22#VU'2TE>IS(E/B0.H.+3BM=
4MCNZ:M082M?R/6 M@/(Z#X"10GXA7AGKA5%"A=KW&&F*Z|C"L"?V/ MZRNCHY@J7TX EJ&4TP;6AXMT+(C96#\$4PM\$9;Z;_~W
;=2Q?THT2&|&R9M M+|J5O_*?=-|V"N)W|N/V?>413KX-O|Z-X%TNG;_V|U|PC\$B>+&+R.O<
M2Q.A;~KG;#6)+6+M\$|;RAOW%UH;8-C4^#T>P3|S T'PV?7.F>?YRTL9|?3 MY7?<|79|9)58|S(A56&4B02^2/>:T><~|Q;
|3.5FIV7|4="N|Q1B|WDDC.*~L3D0H<O_~\$|ZR"4Y(0S<~+6? MH|1=2Q4_*Q?2|<5W4TF|C;WMN|ZQ-
R\$=|Q|V3O3;9_AJC|STBL|Z%DDN+F M 4M.T#H"JY*MSK.H|C'4V= <|EVU/Z;9OY55-\$|+V0BCG&S3A|9%L" ;/A/D+= "M)R+94XH0D
M@K.AMIW2|7|JYS|5@>P;2FX0|A^_76;R8W%"X?EL|D(M|165MOS;|J=-)M>^4M_1/1'Z\$|=W2(FF1CF*0ZUT|E|U*^<~UD7T0=4.X?
02EY|J(LG M~H.X_@B+HH|<?<.@.(SV(G@CG*|WAI|*#;#B-UA4Q|?3H|^~H;GX"A7Q% AD=.\$>S/A5C6!
M9A\$S* V.VC>F2VHWP|H^=U@|D/K;?QJR;_/Z+GIZU|9XC0Y9.K|AY|IW6
M\$&H29.N4|JMH|C59R>W6W0A|EY|MV@K&G)OX^B|;+3Y|O>|_WSH_|8|H;Z42>1>.EZIY?G|>_77WN75|H?G39?|C|CTIV=YS;V^~
MF1^C;-(C.8WY2P83_)X+M/;12GC;_%|H%RV|XB^3W_&2\$)|7T&TSFN88|MC;_AB&O_K8DV5H?
+G6Y^5;|_LRE8T00R+^T|RPGU|3.\$0W0.S'&;@H= MCG0=+?L&0N

|_1|H|EO-Y|&4PQ730>"#@|PW5|+XKD"Z%VD<6\$G.8 MDS+~W;~M)/V0+265_+/3.MF|VKT*|~M1=-D|H/X=??Z015IE5L"7E3NQ
MB|O9=<|>5NE+OV#O9#_P_'T=K)(J-S+6 GEO5.N9#AL;3;20@|*\$*(SQ\$DJ#&0V*2092.EG;_M+=B*P';=@C80M").(MU=G)
|HRO|C(4S>?Q(O|R+EN9|O>);6)<18<H'5C| M.5S9%YX|P2|I~8DMV|MHXKHA3>7N;M-DWNS;#Y?TIS'H|EL@BWLX4;_M?
|SW_*0EO?1Y.)'WV9_|RT+X/A*&_/P\$|I\$^V?;:O|P@*A-U@M|JE_/M3 MW4'+W13(O|UJO_87V-5ULF|+WADP|5;+U#X93FQ"4K"|I<|
|EXO:08FW M)+^=XL"N6NE**MT=L6<4U40NO|P+PG(|5@N;|J%<B"B*4;AZ)&2.44=14 M+1%~D9|VT=(<+;_P#M@YU;9N;MU1*U4|
('"%>5-5G2<>(|FVBAI C.|OZX|M@F8_*>U6BQX\$;L(-7W4E|S>"OZ-9H-4N|U|ARN(MY-Y46%6|/7%SC S><6
M'#9|>VDH8A\$|QLK*8_S.R-L-82|CB+5-5HDE|H5ORO^S21?J2(O^50>W MRA=YE;#%;+2_BMC^41LR M)"?|>T48;+
_D'YVG7R=3GHZ#WG-HA;W|CG MX"KNP#F)|?2K| 2.6)|RLQ?A*\$R5=*~G.&DEY@GZ(|EZECDUM<_R|MGI-M2GNAPZ-
TW\$W(<~;WG/N;N^8%="DC\$%;\$4##%&B3D(FS|JFC4|IHR8|@_SY/7(1)8RF?|/#\$+&NU(OHU.19*M%!!N_@Z19-
=T+6G%8AO<N&NFG.U07^#@|X'^FVWRXN3OY^>G9V?7ETTCL_M^M2|CH_N;C^07=Y>GY|>H;Z8>SWM'55>_Z;MG;)ITB#;_O
|I\$V|Z3B-MZBW>0JN(F|LKKL_4W8?99%&V 2&^5)6\$UD@N4P_N"6 M|F|CS+SVL|JM"SK)=K#7|Z@LV#T6^1N|J0"-Ox??
K5*Q.\$Q-3-GR,J&% MEDMF#8EXY(4P|8+B#+@O|J&+LWVH; <~P>E)P_/#J;F#K@;K_#SX>Q|326&|&\$>)K1GV(*)=|~X8;/_#~*~
MP'Q@|F\$;_9RR43"2.83Q6=^~BK EB>W;SL@|LCDDH|9;_M|V|YXF<^~G|Z'P4G0U;XW;U'D|<#;|T6#&\$R|8Q)5F0K9-7^&A|I#;7|VK
MPZ;VD'T'H.WC^@2%L_32XOS.U:4\$RDX@G|I1%|(C;@Z+L3)D 1K#M=H9 MJU7;(3<=)4A(U=)|^!U/?\$)BECNZ)I\$H0^XZUAPGM9
MNA23@>WM5L8=\$DA|2;_X+D;Y|F2|83X\$WV\$X E;J|F>~<~XHF4&=;22^T1 M2E+BDIE6A*PM|H|XJ|MB<0?P2?T1ZLR?B?
*A=|*7(C5H1+5FH9" T5^Y_#PEH3Q\$(Q&_M7U*4724-&.(#2M'@EQI=2^E<|?;SFU'68H+C\$ #9/|(<55O=QN"BXWY.X*PQ
M;_ZHGAF4\$~P'WL_P_.15@:U=OOD539P;G7P;=2V5TJW02;H|J1K57@R M&_S2N2)QETM^0@A|3Q'UMEBK|NA6(Y*N\$%"U"|7&=
^*CL;EAX B+44XDG MY^~+L;^2|A#GG##+|J%|1S@R0L"Q_-XB96|CU.D6=6\$%/_IM%="!EX)O M^~)WL#OKO+O1&B#D;KLG
S2\$9D|H_*~\$P+;@DN(VA|H|^ZTMOB2ES9B)DEBF=;2N.D;B#21TZPP>|@NO M W|Q?Q?<
|+J36>#F|D|AK=^N%CIZ3WHQ0C|J|OM@DR6BV|VE%;K91@.9&9 M#RP375K.2VZK>V@:%V1136BX |# M=BR?
HV&Y A&W^~3>#3I.NWC8'B'D|@|T.@6W;C#8|S9%H;SD*?2=20|KB&3*"#\$^~)IPGPPU&NIP?|\$1%4K;G6C8
M9;ANK<<E8VLL%BXBBMW|<9E|WG\$V7'PO8H|TQD23|>7OY&9.R&\$>P+ZV6 M22MY5V^5T%("!"E_~%?M|
(2&B="T9.IP6ZKZWG|&|&V6|91=FB39(|ZVVA?|M1ZJ M)?N@&E!^D'TU30QC%AB|<G6B'18C21;_2NH|+V\$?3 EH&2SW%KD)F
M9RFW'9.>W^+H&D^&@X'D%!"0J&7Y9O.CS7|JVO(7F99F?H9%)%D_N*).M^~|T>+&RV2LN8V%USXR;\$V/Y8^|J??
TX<~>|X^URHO(30S)*H42^2RT0|U99X M%;7N&TOSA0/KURS0A^NS|;C+|CHS0F\$V1Y9FW4?U4_9B.J M*~55Y|_/06R2H>9FH|QI-
YF(2SD3<)&##!~2J3W1_&5|JFXR@HJZ.L+| MNBU|^|ZRG+;_H_OOL_5AH.O+K \$?);73(O|ULT.OD^N^F@|V<|1784 M=0>_EL>
|HAI_9AZD>3=1#&\$&(>6;L S MM40>GE|A|_DQ<~R3;4J=PIERZUBELTO.D.S*(|0RFS(8|TBF7^A%;V;N=MOR ME^AHUZSL|JM7H;#*H-
O.O%_!;#>S%NA0YK?A|X^|9Z|^~<)|N3|I2)"E) M9.B2.*D=04H6ID^_.65B9|'J\$>AW1 MT**=1(C508+K*6D&NG9>0TNX+@_J'4
UY=PXVIR|9)C.+OT>CE#1^8 M/LD%DU|@;|A#|L12AM(AGN^>4V""H_15|S|&F^H5\$PO4%@ER+N^2^Q^LQJ MZ|=SX^OVD|G|N)^
<2*~DXST/E8>SSVDQ#\$2ORMX\$&RB5\$&EK5?Y.U+3Y=<~MZ";@M8?T."|YV2Y|_?R|A|B(^GBS|8^D5D6>_14O|IV1)27+0%~L=^
MP6G|U/&+I3|_N%N/H|UEOCUXW |(A2>@I<~|VZAPWBB|V=|KJ6>?T|1 MU?2H|LMN74K;X.W 2|HQCS<=\$1HVD?
1LDI=*GOWOF@+/@/_+%(~|JDZ3|^) M1=;F5@2Q;)?>S28*P0J)4V|@*4P(-MTP+L|H+|CW;|2CT|V.B&@ON4<
\$|^~)1ZIB%ATEG|G#4BAM9QJW.14AR@A M|H(O|J\$.7Q^AZ/V9_Y03.MMOLD2Y=WXN;~P2\$TN=0(=|HJ?#Z6@N^SVW9.Q= MJB-
#OANN\$&(NGK\$16;8(XS@E7OQ|Z'R/Z>#AF-127+W=R=C|Y* M3\$H/7L=C^D^*7>?Q 1#)-T@6E8A6>YQH|8G|&@FN;Q5(\$<21CC"/6|
Q|<&6 MKAYX-8_H|VEXO?T0|3=&A6\$??Q(K.SKF|B+;+@&H%+F|>|N_08(RK+3 MWA9O^OV_B;+@XJSL5^|JG+FH
M|GM6W_VMEO|OK\$(G_4FW9;|V|MI|X;=W?V^~_F.1,F|J5@;7=XD1B;|F" T_MIC7&>4+;R?C9^/F\$XW)*_W|?9)5119DN|J.OD|D|MTKH
MN^T'E1Y\$E/2D&@N56@72YM@|*P#X0^~^1T|P.(^ABV_Y;@+72X|Y%2T98\$5#|_O MCM&IMCGQ*WOD|@&7Q2?
XR2;@M75^<V1.WO|U^XYO|L9MRZO)6?|00|+|ND MD3K^403;EVA<2K8DA1|+OY|M)^IN<^D^D%56\$Z|KK8B8|4N|_J|R=E\$
M.U2N+8GH|JZS1W^G74C50XY|SSBP@5DA;H;REDS;4+HVN)^POH|H)=&R+HY MM^R>H^F-B5B01
N(G;Y(0%|C@&1RF#&G>)NR*%62BDBF*DDD^#T>5#Q%R|J|DB5AY5\$R+7VBAY?Y^~M7;C1';X3^X0DB4K)/@-2N?
&>TPBG7|D5;9(HQ^+X7_#9|H6Y4L.S|H4DZ4 M+>+A;L=@0.V4^2F>?3T)O|YQE^F|H|3V^C/9VX>\$(4=9& MQ-
<P>P@HOLCH7(3LO6;)+|B-1JZASXHM-G_#~"17)&4TW>_ZV""QM|P MC.XF|059^0US.P|NYZ8_YM-R=*A|8)(Q|@G M3%O+
B|=M_Y?74FEO|Q;T^2VCX.\$|EBOD|)6OY/K5L&9L|YE82_MW4|+|DH|HDI76_Y;9.S&X#T'P'AW=W^Z M^V^UTEN>HDB(Z\$P1X
M.TDGC>+L_07^|9Q^V8RG4YR=.*M_OY_0|Y^?5) G.1"XUXD|09"RP2KP+ MN3L>~|4G21Q"7WNQX_YP5T1'M<~&CQF|J_X_|156/(PP-
A2|T.Y_~+S^W MO*|<3H|S|HQB^_JN9Q_B|OD|74QID|^*H|+3(YU<=;CB@|U|+=(ZV*^H MD_L%G?JGM;W8PVG;P;5%M M1_-
|V^|O.O@A(A-E.GSCT|J|M9O|A5P>~|5|F M,2|/%A\$4>7>1>8&S&AS8(DTNTW(+@3|F=G(O;_8|F;_Q" S|M0Z2(-P
MGF|O(3F>~22D|S'W#JN>|NA|I^OF MZG@OY(|G7|GX>~WYO.N13|H^|F6Z M|W%W^Z.PI<~CCT|EE3^N)0X(\$Z?R;V=N0
@22TX%1Q@VRLN#;|J\$#_~@+2/+U M_.ELRF@)<~>B>|+KQ0|A|^H^X;8DEK;^~ Q5T(FPD\$C|&D4F3&*Q;E8@?#
M;_~G|P*7>L7@*BOXQNZX^<N8@Y 9N9>N\$3)2\$8LSA7|(<|D1Q9#_9I-0""T^QE|NYK|A20^HNZY|FGD7D8K9.A"
M(LT508%XP*W5L?2TT-VT;07TLPK1%)732_K3W=#+E OJDA<|F#TV7.^?#(M>#;18E8K18-PK010Z|U|VR;C%|?
V^H3@.@6R>QW|>+60QW1_3R>WML^+ MA3^H;P|H\$G|G^>)N|HKAM->M|S4 O;_X^O|KU7W|Z-56ZLW=10+GH^BQ\$Y;V|J;
|M/GE"W>? W>J|C@/(W/ M0K6S@F8DC&L"\$S\$#@CD7/>@Y??8W|2 M&|HTRU|E_)7+|#NX3#DF|!;_!A=R@F++|G=-*11?

#&N0-1^VB+SLX3;2E#E MUJ;C=? | "HG|B9F*CUFY| PY6N 74RS7 =1;X%53M%-02%.@/4=P#8PT2H#
MQ|SBSRMI/L/H.4657T |PM/C@|F92|AG8|HB243+\$4\$|6=P(RRTNEKA|)8^+6R+|P55DX#7N9E_G(|B&SM9O|Y MY;_E-
B|DL0POB\$|93-W ?B\$R6|>|OXH\$9K2+*?)&X"8LY>D.F TR28|18D? B78Z(|JF*Q DM#<"M|F9PT1 M4?
+>;2;9X+IXUN31U#;E31Z"FI6BL0K|EU&@28Q5A%HY P.J8=>1RM33FGO(QJ7AOR \$IQ M\$/JG,S=O#W'B#N7D|/6(\$|=
3\$YER5" HQD4VYMV=#W|J>67X^S|93 <& M-E/|2(2;A0^KME0|1;2,6KN ZDL2G |ESH.U|YU9,MMS&72RB^ MV&X2|/"U> 9LM-
%85\$4-"N T8F|V(848)X355OQ+\$-V5<OSMRCE|HV|J M# 1>?90\$6% ^YR|W|_=.L%V+SR+/(E6\$5RZ=^^^M%5.3W ^760,HX'
MV61N1 V#|/Q=64>8WC EX> NDK|J|H*2L\$>L|P|DT,FN# 3R \$0HW?>7|6 MQ&TBM|)^|YG@5T1-
AV/1++\$X|H;%A>N>WBGNN1QXX;WA-B(A&|0_<D_<|@&(DADK0|&4| M3%B&=#97^D,R/|GL,T.T=0,=
(M0\$Z\$PFS3|(&_D2^<_>_PG"KM 6=@|6;3G| M3>2|G0=,|Z9|H|A9VSN>C|3 :QEQLGPK|)%CNYBK<- KY7CAW4-W|V:T
M|/;PUI#;|IY|N"#\$|Q|;1.DB|J|L6|.068Z7KG|PRD2E9;E (P2#NP*F M#X96<(>ZVYT+T>+G>4/4>8BVMQ|H1PFZ@5#
LYS<2P<|1S#QS&8^| L M^"9^FS PWV7*;WJ?2&4X|W+I4 M@;ZG;03|A^FPGK|D2,ZYG\$. \$1F_+>_>N3#5'W:R7M|5OP7
^Y0ZQ@P7< M \$2^?IM,NX&^#QQ<T*E" J9)X&@Q72N;U+8-Y@0Z)0L70,Z2453;WNG0*1 M\$P5<^P7EKGSS8ARZ%E,/7%
9&28T(4V|H|Z|3BG2 Q|";ZXM3P|VWVX;%D MXR>+>E_|H|<%)?>Z_D4 7R|N^BT^O?
P,7Y|V7&XNV6+4 |^/C|1X0M4T2RD+@HW;1^&SVG MWJ7W:R^E?|6^|C>@#7 @&4^?Z&+9|P<^YBA|',21.SU|^3<\$)POYS"-
MU\$B220=>P179|0^U>Z>W^UE-N A7C|(^N2>=M01W8VZ^8K1|)B;R@8^? M0.P=QW|<3-X03 MK@?
#+,1XZQ3^6PJH9|WA@/78X<\$|,+IEV&KD T^*DFCX+2,+ M%Q|TQ4LC@#|;MO/V#|ZK^UQO5M|)^WDJGL0+>S(88>E^K9LW?
Z,16%4%P*2|_EHZ5-|2^<_>OM^V^K|X|@H&A@MAFD#|JU|2|JC*7%.BU2Z+^Y6@NJ&FYN|ST 46\$OPVR| 2-W4W^<3=HDC|H;
(N|J";15|;@>N(B_X("9LO#%<3X5\$W#*1.U(9L|S9RW0P1);_K?;RD1KKCSL2,(L.W EM?4@|T-UC?@|O67|X'P'6.4H+(F03 M"
(M|JR4L=G2+|L),861WX1)%\$% N(4HH13Y@|@|57^C;A9H"\$LPGI#WDMRSL2.9 M>1|L@MN|&FD|7"=(<L NN^<(ZYH-
)5^&J\$M@?|&OOYRQ&#^X-PB;&TM)YED49 MJ)O>T=B%?G9\$-+ =ECRO>:T>=\$8"B4"YMI@B'GR\$ZID^9+##\$S|,C5"R=H;:1 MF\$;V7.#9-
*MAJ W2>YJ4;#6|Z9<|&B7^#9>f:=CL7.XQ&"+(RIMC)\$R M2HL/3#F2U-9(S1|I2GKKXV#H 8&D6.>&8PX(@9@UPF>0NMQU
M\$X>D28A"DDAW(6K|D|JYF4|5|9-X9OEY-G#+OEG,AGF4|87-WXOAK-M|J5>3| M8^=|@|1M-P:5|H&F8#IM+8+1-
2|3TDM3J|U+OAW'DY|<G_|.M"993L|N511C\$@GB^FBVX62AJA0|LLUB^P15.HNH>ID54OP>UWX;C M^6|Q#>T=?2GV|+TH|L;AUPDIG;
MQ?5=2QN@ MKJ>7;_?_?|K|J|JU=7W ^O'Z 4S|>N 7>HB=GL)CH<#|>S 'YS_OXV@" M@*H#_DC3W&S#X-LY H1&:@P/|+2W>|?<
DK|R;T5+<8%|X-FE;Y^UF L;G MN807TVGN|F^E3|SY^2|W5O?>Q9|YV&I8F\$|SN^E%4.YABGAN V 522AP7?F*
M*6E;_OHN1G0=M_4\$3+WHY%;1%G16O|MET|NC8N^K2%U|_+?>IFDYN1O9V&5* M0MD4|*._@1GBF\$;="XL8%3X&3^T.>^6@P&<>
1)^|0#&|134158E.\$S^Z29) MA^UB MQ2P|5B'H=5BTRQ+^ND&4F|9|W0%'8;QF<+>D?G="Y@AAUXZ60.|A M%?Q5|F;X\$1|/.=@H|;
(|@6_Q"P*9|F)4NXRQK9|H#4T|*.Z26\$Y.N|M?AR# M(1N_@B:67E#^#^>07|*|KK&.(6+ TN9\$)&6|2L|0++P2%P|NT"
|5H+H645&UP>G M(W30_**Q^@A|TAB"|I^T|S|/I?/@COO|KH6P^01\$3X#?S _9G|LQ\$4#4C)302\$|W|GA^0-W;O\$8NS;UT@P"PXO|L;
<==,H1ELGFL4^S|J+ M*(QG-6);?2 |>GZP<@ZL.C4GO>FK@E-W\$1C+2;TXQ^L|YQ^Y,P(91B^6L MC<5>*E?0FP^AGUJ_?G|?
@5\$M("DU59;7^K\$S9W|MRF2.|TDA9&A5**0\$<X2 M@Z-60^ 4X^7 K1M-P|6A|8>FN%0N#76441U@|ER<0Y0;L#|99RA,80S0L
MEBZC;|G>.EZ3&R|QA%AK&TJ7M^_A6|PR|W=|J*1^&F&%3^0;|<:24,@3ZKK\$^JXO,ZL^JG6V=>OGRRO<^DNEC,OTVFP^>
M834)5@M#0+0&60?F5L6D<:6HF^2HHEK;RG>Z _|L.N-X6%83\$YEXY;_&I7 M|G<5|RV44XKOV7OX.TM&RS2U
ME5|2ZR#XS|N#|X|G>K|_|>|6N8,#>W#25@ZW.M*,\$T|6ME\$%0|EB,MK@.CA.FP.H=?3KDCDY\$<NJR|#!<_XM3>=-(
M@+5.L,2|H0N@5^>)56YIEMO|_||B-ALA:DAIC0|H26MLD-5%YN|+ |8(P M;R?CCJOEV7^YE_F=AO@OPV2H.|H|HV4MKF|&^
P#>B|YZ0(+^8;:2@.QFWT M|_5^8L^L)BBV@+|=6_M|_|>C)4M7,?<7C^#9|A,5|X|29);\$?=>|VR@5 M|);EE^UFA33S7?|
<(X3%5KK2Q^+|1.X%3 7KPL_E58+|1TKW&4!U;?Q;#Y= M=+&^;@CH3<|OOS>=;Q|H|Y,<^SL|/?@M_T&3LW<;
UQ|98@Y@D^F03&7** M6T2#1402K(S;+U^A&M|;0|IBVY+5XZ;|NZ#_@3U1YS-|W3YI>LP\$,QJAZ5
MWL5|TN1AE\$9D+DUCED|DV\$F(> WO;:9N87VY9- ZB|C74QZOY.#L%M\$J4 M^H3|9&FH1 QT **/I?|H0S\$KT?Y'-I%&H?Z
M&DV;_"/R|JRV C?Q4NECZ=8=PEL|%FR M=WQ.2BNK <1MJM;*\$Y9&2(V2L;FU\$C?<4N61C(YR0K2\$^QHJ|^N7X^ANU)50 M6
X*Q#?>0127^E=AH |PGI^G|"JRUD0YD^99|*X|I(G^KV^F+%^VS|E\$S MVG=>A+W\$Y/QC^ZH_K59#3Z.)GF VA
46D|>H^H)KE)MH0|B|@O2UBD?>T)W%V MR|H8AXU;|H7Q>|9^MI|J|28;A7W8WY+|=7;4H-4#>?7R3 D^|9(R<E|A9K M57J|U|F8>Z4;|
P(|/F|)N1^ #|A|O|@F=SAO?C?^)>:S^X0 32QA8^8@ MD|O|@PX<@&^;VFP\$|}%|B|51-90Q^6^_.T|_A|UX MA^Z2OQ65;.#=3C8 F2
MN84#5T(C8Z0#TK% K0F&Z&8|LC|2NMJK6?N5-N\$)8#M|\$YKE)AS^FYSX<_T* M|B(H+|7A8PDES|JR7*
@#|Q3#AQU8S!&R5^&="F=|QXS.R|T|+|ZE^D; MY/X.F *Y\$2^>|1(BI3(W795TKD^KD\$Q66|B<SS3U|EC_9\$VZM+_)4VY^EP
M.|9G?#1;Y?BVRT<|UPXST7P|SB|<3;+P|M3|AW<6^|MYC\$B46^D8|+(8T^2U3J;XOW8SL_E_4B^X9,V75+^TC|B^|020M)DHB|Y
MW&+^Y20|T#-740HL3(BO)XBS|/|_|%L|WAOGOSS+ O5O%XO=+3Z#+=;_&N1<M?D%V/B^K64+...D%QS^2UU/^>R#S#>S#_VSV?
B|2U_G3Z-PNP47-\$G4TISK MY (H+H^6|4(A3|RBGE%|^E^5)R+^0;"OO_L|7XA^TOO|55|;P^W2TU|60_M0AK\$>4Y|1S.RAQK2%P#&!
(7CK<^I^#&|@>S/W+|N|IK+ T^%C_Z?2\$;V| M4K6L2|Q|0^I4CZ%<@NRVS0P|_|VSOWH|;_K=UWY^W_HO|S M|N+ZXM3\$E=?KM|)?
<6M^5\$W^_>ODK5_?9^K|_9|O(CPB%5+8B%+R8_%A MKI^CA#"BG9;+>IV<+WU4;_#E|)(P/QG|X6C8*>4R70+P|_|/E^DD#>>?0!\$?
MX-18?7YV/7D+V4R&H;NB;3+U>>>1YY0#K@D#;7;XTT2@8|D02A)56AJG
M4UTY^%H^62|+Q|ZJRA|LEKNALV6L^X\$SF9WQ^75HI0S^I3A^F|)PK_E6.I MMR@D|H4-
_DMZ|/(%Z&T^U(^>N=+QH^EQ^555|&S;W|P>#\$|T^H0%_NY;|8\$<2 MR 2+>G)04/DP^Z?;%P.@CY5R_098GQ=PRN69U;|_|)PVI1@
MLZV?15WAC&42^=>?T@E@?A_M| (3R DA|P52P^GCKDN+2P|I#D;P M1KEG|/1%EC>C|HBG_2EVLUK;^&H| Q|15?P1QXN8&0-
^_|HWA|YM|>+V7QR M&Z70^*C16Z%?S&|@&|1? 7(|^%#8.22^ 1>DHLMR %D;# N50/S%_<^# MR6SB-JX^KQ?^K^ZKMU_-EZB|
<>&_H2?1/39IK21;#>P^+;_K<9|WAS_*7 M>>3(>CZDZX%S_+|N|\$XG^*^7V|_6Z^TRZL.OYO)U-0)RCD\$|S6;S^G#10%
M|J3%.PY48P=H6|"(CA42)><6TB|YAOQY<|48^X)FR5)G;(|X|/|>WU7&^C^U= M(^5|SE;|DV<#99G3UD@4EM_A4\$FB82|_|/14BJYCL*
(H\$NG_0#5^4#@X9@ MV|LVJWN?3ZZ^M|_|L^YF+EY|EN^G;|RI+&47BJKHZ^VYV1N^=*)|SX^>WE;^<O M+Z_JU|2^13V6+ZD
|+B/3;|2>|^*|@_P_|^L M%MK MP 1Q0)E^N@OE6YDC^#9_|HDI3)\$M?H?M35>U|A1>G|A|/6FG@6OPT|Z M-
SG/^@_ W|WLXS|2P7^ODR65WS_|_|+18^2-|F|AU^46|PB**\$PYOZ@>P< M|SR?Q|_7WG\$^D%?
W%_00Y/6EGP@_|_MX^K;\$S7CX|T3Y9LXC|L\$S^Z_V?E_MXM1R\$Z1G|HOO=6F&P1^# DBP(|^7E%K SN09^B20G,>\$FL<(H/(H2N|8 M?
Q^R#%IK\$Y|U@&FTLLY|V^4+=+3#7ZY_Y9EK(WYL^K&+L^A&9C53GP"?2 MV?PU_AAM""X_3|D,Y76?LZ,W3ZU^C|F8UZI_W1Q_?
|>=EXNKZ_|<7UU|_GKQ_MIOKCY>=+3_|>2_@E|S\$12\$914^"6^G|Y_74SN> 48S2_|OJBG\$S_"N|PW-MR9L>
|S\$FD_|1\$JP";T=;6+IG+;#.#=|Z1".E|= MYX@F_8|H1BQ5:4%<12AM;M-"N)H|C+O|A37P-6|VYM=B45@CD1H|H|>4M.
MC416YQ<>KK2Z0/|(XIGVYDOJ6AF.V1M47KS=|J^WQ^A^Y2NEG3_>Q@9S(- M\$A32@5.4C#^847^B?G6EB^|_|D.U7?6V|UA/
|@_|=;13>#^XP0AV M^2_K2\$)"4RP4E3TT9|0130P.4.O6V|RA|_@|FC_23P.L_93|X+@YA3P\$^| MG1<8#|^|H|M^|D4^X_|M|JZF-
RI5FFKCC=>0\$YHZH1+|4\$PH|2AL<24% J^>? T?U_|O6^2U|""L MW|39Q3B|GTXGTH<3@>_S|X\$F\$2MO&\$L8<0Q|
_C\$T2^"DELO_2-TF|I#Z&O M7.3PO12&X|;U5C0P9M|YX|^M771^4_0E1 H|@ND M1Z_1B>
V4N|QISAQN=^<2UC|S2KA5P^7/|95L\$^Y|Y|X(SXV^*F2ADU|_|M6H|@R|U|P192-2V@6LB%\$L|66+|H^=FJ&_D|6W^@9'R+(R\$+
|Z+|P|Y_MXX_A9#;\$_5SFY|PBCU|+^AUW|L(XGT^>_0\$O/|5 78E%\$%L9<L_|7N^AH M.B;T^2DZS;4>3M85&Y)X;J_7N=R7Y@3KG^
H6;|J33@E;%8^"AY3D(= M3|8L6DDN(\$@R+XW^P1SP|^O)=_JBLU(M2^MV|YW.QY|H|SQCE)%2T?ICN)
MX%9^R6>UA|ZOZ@9PW57;|3@N|HJ= \$K|^&H|HQS^C;9E&+DD^?HO1@15WG9|H M4<2/Z|JU4N^J>?9E^T^D8^|_|A7*2*4TU0)N;
(<:;\$A=S.A0DK+7|)E|X M6TM(QY<#|^9I="Y)3Q-P_5M|V;?<|P?^E^Q|A_|^CO^\$NYF M=|S+Y9C>Q MF&JN;2+^<0)B^HQ9FK/ 4I^P.
|A4|H^K=T7J_*B;D|CILWR?|OT<_#42^21\$&-MD3A.B#?>Q=@HSC@P_|H6?9^NMVYQ|OX34+8HICYW3|W X2^E&K_85CU\$+M#
MOF0J\$BDY\$C^W/B%PC&H>)9);_9_@_6|=|^6D+|UJ^4A|S|TFX_A_|L6T M>T>_|_DHKCR.NPUPQU3.) 1\$X|H|@F1#
A_4|<2L|DZ^TU_I2&T^V%G_UY?U M<0|F5UD8#\$.O;_#V1U0^32^WQ|(13K\$%W;Y9 MY<%SHIP;0,13XHWE1\$3OD)E^G^5.8_G.0Z8XMQ3
M72(>_>P^BB^E@>N;0|ENY-NY6@%ARL(B_D_8&J_A 32;AS^&H-/4_|S M%
HJOR%K4B^KB.O?2^|_|Y;80X|MLM^%&D^&4_|X|X2CZ^P^ZH^XQ&2N=E_.K1S0V|^7946B/^TV|Z6K|9RH^G^>)*_|M>:?
Z|TXZIZU>_|<"T44M+|^<6D9V|)&&|24YMH2K^QGVD5-2WX3D5 5\$C@ M#4|G>^S@47LIG&3D1\$D4F166_VF1R6WEK067|H#9U(R
M;|@<>3N;+|JYXXMLSCUBP@C.O=>215UGFAND(5=@GAR7^AGG^|JN-W|H;? MH6Z#7T+X**<_H|X;1X%FAX\$X9T%N3C
+P%+7GN)K|)8P1UK\$^<*>U?Z<7_M M(77;H9TG\$X6WR0BD|LO|H/G|A|HEQ 11^2)4A?9 M|(0S|_&3X@E^PIA^I6-X^D6-
Y|Y7+S^P%|TU<^8|XN|MY2|)TRFIR2\$3&FX?Z5 M2B&CHD>_>B^B(MC22^E^85|@/H^K?#+%35-\$J.Z2CH8G|G\$OOL_|H7>3^
M^<_Y^#CAP|O4P|H<^>3\$39#_PD9|H_#J\$^IZ@>2&S #P)&QNRQ^I5-M?^|?<
33Y&>J|A0A@BAW|NHJ8T^D|X#>|P%Y&7(27@|E4>E|P3J+|JWK^1 M0_VL^AK_UF|BUOCE.DYOWT4W?
^28\$%CKP;KPP(K.S=T414XEL|D^42|)X MZ;3I+>34?3|K^4^EQ_|^D|IZI^MYWQW_(UF5^QDC 42|>T<^!P>#3;%QT\$8*
M|JTF|_<3E^=1|>^%1|_10U_|L.V.J^42COM@)|@S;H;5=(7G^H7(V;4H4|H M^M#^ZREN2^4>ZPH-DJ6G|MW/+5U^_|Z@N^9E<
3)>^"M3P|_K|0T&R1S3 MXY(0E L+>B<)N(RZX89_9#>=9J_|8^T^|>+2CYXA M^YU%G@4|DP,S\$M^O^82U8PSV%_@JZQB&C|8^H^KMR
|O.W^6 UPZ>U^VNK@>@>|O M^6C? M|>"BD48C87+&&_Y_5Y^E+RG8^I\$^>2|1_|3^&|&^_T/K=3;_H/612|6;_M2&
(%N#X^C2%?_SY12XA%1CQV|HD>SQ^2TOR/>C>IYCM^2R&L^A|A|_|TFRWDM^HRKML6X|AIVYJZEEP5\$H9#9P-
M6R3D213.6XF2|")<^_|@R&|(D|D|_N6>K^V|J_|R6H^7X|O;19=JU^D N=1DK^|6S|X(RX+W^Y9^KFV M|3+E85_2|P7|QB-&5B^X&%|12|
_EQ^O^7\$ N|HZB(|;@#T+I8&W MFZ|Z<=2>L%98&0W ZZ6@|M@^*4@2R&-9\$0|&(4.T 0ZDQKF^TJ320WA^4E\$W MV-D3?

X4=:@.A%VNS(XGQ03"DFK/XL MG3LV=,I>BN'LE0T5_I7[55]IWR"R7AFQV='4W,\$C:715HPE+Z*7&L(4 M*/P?BWD^
NPT*RUR5BFD-!9!<7"HBSHJOI+IA5Y8DJ2QB,4H:A""=A@Y&RCRT5FF MDU/V>?^64I'3VO3"@J2W=7KA@JL27IA=%XH3
U2(N?I!2-0)2/E34^\$=(I M)OY1K_0L_*#J_UO(I)1#9-W.2)BMAI#L2:16YJ87_#*3?8)F4782IY3#;M M1XKZ:TPO/!8MI23<0+SNM/8EL
5(0)=Y"8X/I"/5%N/V/BBAI0>:>%I>V_MJ_3"8-RAI2NZ5Q0Q1HQO@?0 DY(R9I+I>SK<I1I1H#R>=>+I>90@?R&E
MY&"MA,92(B)RC7;R!D;/?*,B)2P"24+I\$ _@LS7/?Q(I"!>"015Z_@/^\ MZFA5V?@>@&O!96OW@J@>=-(T+I)C^\$,%/A.GTW6;AY6HSN
MEH(A6YEX1#2<6=-0EHX;0.3-C2XJ^WT5,W+H25!632P-8>A2A MRW!8;01^L5_+!LB?3<?L NMJ?<*(Q)2PBI7D
CYWF0@/IDCA+>B7K3?2T MIWWHIOPU--6%H738P;R9;F=-GB^GR6%UZ\$%^=ESS8F AB)H^Z@H\$.R0@ MX3EQ)G/=?
DDNI=FU,UZ(=)@%N!@9;I?Q?H?I?ZSAW+!A9?Y+E,B,K\$ M<I(T@1S8XCC2CS!(7L"%1G3>= Y&?ZE7^243P)I"#
MD,GE3"!-D4T10%KIL,168"5*!_9_3D=>LU^!^*2G!M(KKR7RD,NT!1J@@" M 1"-S@#PN>V-
1Q13X4M831QV!LP2;9SEI>G@P!9RZD8R"RO^Y6R (EIH M % # LL/Q+! \$<78Y?Q!79F\$QG^W+6_RY2, VVP<|!%|K G^F*61";M#
MK.\$Z"LH>M)U)UPYGI@JNL1@Z?F"E";!QO#L!Y>@TMI(XMM,?G,F1FQ?EY_5)H9P=I/E+**<1"1-BQ7N>,>)
MJE0Q13UU+G\$!QMU!7(3MVH6#USL!6\$ _#W+XVO OXCBFX7R00_"Y3Z2R M 3QIKCW/Q0X>&.>_AA^PT_04I=4
PM4%ZFF8;"P_Q_EC+U!9(4"/<#L9 MA;BD/K^9.81#BB&1!#=7Z<#N\$P+JONH(PE!^TS08"H^9V#31(M<@"I) (-RE%
((6J5!^E4UYVW;5C\$!>%Y!W!(M;N+X Q@APYQOQLV_WDJM>_9L07XNY7HR4>[K5Q+Y_ID@Q_!H/AVXQSUG3_MUY_QG>
I.GEB0Z,C7//=@)G@&^HH28W4+,%!/+*QS_5@Y>>[Z-USU!2^M4@/I:(U<[AL8&:B3=HB\$SUU0V1(8\$B2Y45GEEB0NG.BEO(J=M:L=
!97TH# M#9M=M+V_0!A2OX^8YJC9T^T_!^J1(Q<V@I^LSM6^2&M;M^Z8!M^TC9#V&_8(E_="4T@%_@!7P2M_@?7M3?
R!R^6=EZEC;G;YF(I MOYXYIP6B(23\$HU2P![U#A\$3C)28QD=+7!\$\$\$UO5A^L7*D<+7"MHG)U);S@ M<6!=1DP3_Q
>8P!R;SYGBLW67+22\$EPZ5?V TFL^>_C*+*!8-EJO_1^7 M_11;I2VWF=+7UNE03YG7Z_O^P^KFDH\$ _H/C%5Q\$VDJ#K
C@A9\$HHBB=^?*"M^OK^M!(+Q_O1N!M!\$=(BG2133FECC8PI^Y;V!72P^T.06 /?T.46)!HLW!M;A!1W+D;C+KDO7JXQX\$;6G%&?<
_+91#18B_0CJ2XZ\$;4MCM5M!+WZ!H^MH>_%A^Q2JFH=VX6#60L@K^H^Q&PN?^RUARI(UJ^EG\$K54.EOZ46LM(6'5'
MVA13!/_@ULE2;P_ZC;FK/J4.6*82-Z_C9!V^\$%&PKS/_I2"!@?I25ALT+ M(BJW,CI=L9L'(!TAY09@LF^HSHH9YQ6E(0F\$09F\$DO@)L0-
3Y%80)+K^3H M;"M!E!H1!8=>_FW_*7=8W16C^FKC"#)(L!B(S^;C\$;*T!X!%AS2E;JW;1H M;^(!%R!6AU@O6FD
!L^GZ:RX(\$Y0YRP!67FX^G^R"!^IZM03A+CRJ?2Y!K M^E<@%>L2^7DW5";W*
I:=**&)&)>GBK!=\$Y^QVPLP_Y;A83\$A+!H86D^HZ!_"MI2Q>E>LD?<8V20V2W MM4I(I)LO4,!=EA%9W_"H^5PB9*
C^0*6<&MH<&^% _!WZ!^D^H/Z=^!B*S; M;4!>I^!V\$=-,D 4%^FNP@0E!4QRV(4_E_!BO4>.6VFB M@70\$E7V/FJ<6!B+,"Z30-
M(6DGI/9(H9W70_4Y1&_W"=W!IVQ&V<_Q!E_M4UUM;2;10;2N?I)C1+I_!H1*=PG(+*6/JYIP@RZUI_9!<BCSHX=YO!U6V>=\$!<
X6;I90+!^FK^!TQ!>=!RQ^!B-M7L7Y<+K6#AL(3;7<%%\$%J7J2YX28;1")@?I/>FM/KX?05!>[TME!A3ZT MUDIGN_U87.XY!V+2"/D4
H&:(Q0&62)DSA B!"4YQD7 M/BO;YC4N!9^FEB88;6V_QO!WYIS=7E8\$*4<+>@%H!QIFB(=4/M^*QD-BSK@LP;2^A-7N;5-
Z&)\$Q76BH^U(>_RA^*4=+,.6L0^97FV;?B.0GN4 MG#61A<0^3YJHUC^:SPLG:2
\$!XWXI#7V_E5E!^BKH^B07F^GEI=VINW#;!GJ_U=GM/WVKJZ;)5OC5XN MF^EFN6<(VP!D^CP?
W!D@U!>92B2U!109U!7!0R=88266W_!1@E" T1(M^Y+T0\$1/N.2-=0%OU4^QX^B*S;4!>U^)=X?+I\$;,%Q#KS&R&&YOK24E;G!O
M^_H_O!8M!22<_QV_J>R+M;M^4(FELB!EERH!G6<?Y%5\$U6+W!O!8 M M=TOXQAXZOZH;P/7G_ _^Y2IV,<0W/0W/W^?
Q?I?Q?DWD_4^9/C!&I^=& M&*9P3D^33(-W_\$JUA?..M;V!L_1X@^A.2MK4 M;SU)(!YX&_,'4G#%U/#15E&&0Q M"-
F#D^FUOCNP_"TN73NP#UV5H!#5T3!6945X=DE#G>"FP^5^R;3=Y.%FZ2? M;1\$!SV94ET_Y_1L_K1C^V<#9!SAC%HD7!"
(>T6!19!46!>2CL^F7;^!AWQ MW;F^C;H!%MC3;330M!M!>_>=&5-(D!9A^W+9_P!T19)N(ULM^D^8DO/59!
M!TEU2H;06\$EL8HP@E4>3Y4K*3<^!\$# M6><_>_!Q0!#5^16WK>+>+C*J;_H_!B@_!WGWZWPVD6HMQ=GH#Q!4.45/O M)5+>
Q>_!V19U_@!Q:CSPDM>V@Q<3TG=DN=F<%=070V !E!V.)YEX<79Y?C!
M7UE_B^L6^!H,KV+;CZ>2DB>HPPZ<9>_!FL+AS^A^0AAB7\$HJZ^*AIYU\$U;U; M;@Z*99783IW?A08;@A^E=(S<Q_0P^V#%;IV<.&-
(VE!UROYSS#;M8^B>; M2\$S=S^N;F#%=&=>VGKFYM<7,P!4FM#9R;+SF!BT^W_/P!Y<40+WE^6N5,UAR^2HE"/P!M!5!
(EB)A!H0L4KN0U=M-K743+8&(G!\$Y4T^F^95_G9+X)^O9O=M^F_P9G08K^M(6\$SGF7(H=AXO)@7=M\$*0NERX3WHZRUIJ-G@MD)2FH4?
+^E!HM<CY3L_"ZFKZ!ETQ ME!DE!Q^&EHW"4FS2!HXXCP.#>_MB#-S^*7!&Z!J!%2&AGVFMA3Y#I>1FEK MW4/?
\$;74V+MOY,MDNP!<(_YLL0\$!9E!CEC?2\$6#_*\$*4>\$!M4+!9JY_1O> M4@!X;M=^80BK^<_D(C4SGK^6@@!JYQSELD8@X)@)9\$!#TH
^CF#2.JG0^M!0R^6FO+6<4!J^9=#2!Q_XRZ;<A;A0<!HR"!51R^H4D+!>4&VU^KIT!X?I M!MK%IX_MJ8!1T/QPGLM!IA^") (XV"))
(KORV&EEF&_*2J0=<GIOC_2 M;R!0 P3!\$58,24#NX<0E^3!0K^L#(YD^+!AWH!A\$!+Y_!M!JG_VRL!3RW*^Y@;@Q+^*
<"145,ES:G20 M>IDO>W^RR2J^TD#K40LMGGO_*=@YI?I68!SPU/X^> Y!RD%X C;F_"9P M@;BHD,9,@!F,C5!FY^S!38G!HF#
<>SG7EEE_9\$B^M_40Z!HYA+Y#R_-3\$ M^X4,R0ZAY!3+4HW@_M 2I^23\$33;JKH!XKLHZ;SY!Y MP _EDUIZ*#&^NFZZ\$VT_!F5G-
1!RND^7Q!N6!ZT0XWD;D7@JL!N0=#9(FOD!+2^VWD-DPI\$7 MRD!H2@/7+H/TW&^!#R;8P@;6W0-1P/O^&21-R^IK18
C9)13SF2^G\$^\$ M!6A+GV@!B6K2J>@=@\$5\$U1\$!>3>CU+^0!74 \$!(CQ!HAWNP+;5\$AF7!&+^"
M"=KE78!ZGK+4;AXH9ZNBH9"*G>G!RI>3VYMG !>SC_EMO,@P_3*8;ZFA4 M4(\$3&I\$4-(P2!+<=\$/T7)."H#D;7?
Y(ZEM6X^0Z7KN>^>_G17+!G!D\$&_M73ON

4*A.9(%:0P:~)\$E+1H201\$>|80%14HP^.>5#%"%X>1T(+P@X=3KJO M6!1@F:8H%=44H7%[2KYE27\$ \$
12: 55@("P4P9XNUHC4 G#%AR3(A26E(A MG?V|H>=%R5Z6(4R>@+V1,31 _)"=>)T4+<@SAC/75S0+KRNX\$++70 _!@2XI
M|JLDJ2Q?RV%|INDU _|C.9V@HB^7H#2#XSD/NSR@D@+&C(AMZ=IP)UD.\$@" MLX6B6MKU(EJ5<~>L X@"
^RE^+DA^*/F|3G3ZD^J^C1A2|H|QV2Y:0CV>7>W^ M/HNMVN#D5L#OVZ|%LTBQ6#R-%8\$1GZX#>,5E!,\$G5"8!1>[2-(Y"UQOKEL5 M>(<
N|UQY+P/6|ZB #4H :A,*MH4 +, @%Q\$+ ,CXL=2*K47ZU+^6BF8'M9@523A MG+,%|L HOR8F/L-VIN Z@W59'AQ
YMH,YTH"6#47RY*9D _D!).59S(2V' M.C0!0%K@|!T+@ MI3'9.LWL/6!4N&S@-KH9!>(+>G%JS10-QE(#H@)QQAUQ!KQ-2HB|G14TGY
YML>"3^B3>UMPHU!N43K+#!\$D&@&XZ|X!;TN O!<#Q1ADU5+C _":9MP MM^:EDZ|U%Q0W(NH|V|E)%
<%I0NMG\$%,U@GU(&0%%1CQ(&C,WUN =7KUK#|H|> MOWN+ _V(QS%|YL=O6! _6Z@X.M|5;G8-NG>NVV6^U _P_O=MAM|J5X>
M5EWOJ|BHX(CH#|G8E+UZ?]*|Y3N?5U2|J4(4-T5RRC'A6 K#*H4<#\$GZR5? &#|BNPH=K P=02P,\$ M% @ 7|G69Y-AQ30!P GR< !H
!C8W)N.C R #Y.S M,3!Q97@S M,7@R+FA!T=U;7/4-A+^WE^|V.G.N,R|HBI'LNOX)F^=^C|TVDSFTF|=D 0M
MG&\$%"!4#)NE| SP*D7BSHC=(.|LS441B 2QVGWU>%|XG|U?341/+W^|NK| M=IN|TTF5B|*QQ
CN1,H|*XM;|BD5|HZUV|746UW.C;R=-,K|@;LDS9WMFG*NS|QUYB>YBG4ZO|Y*Y93|]-61C&(Q2OM1%'5'O<'H9?|B'G6' M%
|U^7UP,+D;|Q> 1\$;!"/2Q:|H\$|Z<-%NV|H|G'@UYG>%ZZRYE,W60<=,O _M;*'BUU>9+ASE,^@?OH9A-
@9SXMZUN9*WQ=@OZ2AT:9H3K:09'W?|WR6UM#> M254? _!Y|RC|6,? =Y+WYH65|8MA5&9D'0RO|*Z 3U _!J#\$\$. \$H6HEE"
MU _EW _VTV;FX<L'W5ZZQ|OU 4 E74RFW|U;0=;M3TYCEYV+ _Y1.P\$|A,E= M1GTK#(PD\$>ZD+IZL5;^ _C1EOU:<8,85'V093;.*8+
M|J.V>8!;U&W _RG3&WAIM+9B|*IR9LY\$5VZ2< _":!9(G#VQ>YX?T|ZQV< MT|YP"U?|*?F+8LX#C|5+SP7;/S-#R%1TDE;A% 2N,S8|5|
8LD2Y|3Y2M391A(EKG M0T1!#@O*IK3^ _\$!00-*34N4H|BCNH58GU"5<6C4E4Z,\$ M?4(7JY5, 3;25K&5|>1&T@|D2/L^<10T4F4I%?
O(M#YO>YK45D A;|H|Q)5 MIDP|JAG=C=L2ROQ#%EHTG^|VAC5"82I30BNWN#*SZ|P"Z51>\$H2Y21LX>+2OU)|-ZBL*U|H*V\$;+*"EH2
1% M>; O@DN68'O@QD."L"1X">|W4ZX|SUCD8)%6*!7C#>ZQ6T|14FO|P _MQ^U5H(#NH:X@S^W,0|<+K'LZW; 7?
(^B2LKI.DL|0|U=2Z)91!1,|K26! M\$9^N GC)903!1U0F&T7N0C6.0M=I8O?%(@^!(!?<.B<|UK=TBS5*#6I+|73S M
YP"XB|F2|2/ ZG4;N)2 %%|YCL"H2?Q#Q8ONY^<-DX@AH*8=|SJ=E7X?Z(I'FV.A1<*OW+^\$ 8@O?^I0=
MK5C0W4YHUM4KN@!(C*#);H3*P* MLEO.AL)|?3)UFMAZP+;CP64#M^9+KY;
M,P;6;,"OPA.=D _L&N(M4)JE,54JZF@ %CPV.HDWM3<*?)2Z;E ZVRB R'R M# #<?|)=#97?P=Z,^;SF S:A5BA(\$P:6BB>&G%N/ERB?
11*CX?R|*YSM= MKB.;?O^?4@Y"65.OTR|Y=-7 RXN.L|ND&X'(_ :3-Q?7&@XR|.G+ETLVW0 MZ??.=|9V.L'MOW;J _Z4:#OWS88;-3?
|F|Z^|P9|X0P1@|PMRU|Y>|H?|T M|J(BW"OO6=0P1; NQUY(C ?MOQ MFFV>VO)/C 3C.2V|<-5A;Z|Y0|=**C 8RSQZB-
24Y78XAR_09*6N,|D@S8Y|U M9-,N|F^OY|2"HZM# 1K7.C?HC*@"8"?= \$E>SN1@M< 6.3;+CO^KR M_BOIG?
X23M"0TQ:3L|G|^Y|M@;/_X)M?W2|Q|<&2NU|;|HCL.9^51LW";0L\$G MFNZR"X^!|AKMK|K'K'M3.*VGU9|@=@<80YOT/4\$|L#!|O(-
%Q_9UFC%P|_M/4 _D4 :8V-R;C(P.C0P.3,P+3\$P<65X,S)X,2YH=&W=6%MOVS84 M?M^O.'P _%L1|H*=BR|-
D+D|Z@%+^T11|S;0T|N2)5DHK? ?H=DE;..O&6 M#NN:U ^")9|KQ|V#COSEMA#*HQQ9>OS#Z;=6"UZH"IO6D@T.HLI5(+;_Q/ MT7R
5FLE-5;E4O-Y;J\$3=7KP7ND/)<?<9|5@O8YV#CO.NLBZ?<3|_N|O@U1);@8N03XLEP P_MVK2| M|Z|=WHH|HN%CXDRH"%|_! (U#|Y?
3R>O^<@OZ.3^<#BW>75^!S|8P/8?X" _ZU MK|K C ER=COUHW/V@O @_N4P|S"WH/SZQ?QPE|)B9(2\$N5A 6W.=@<@<26)
M*DHFEZZEO*V8|LH02|C\$4FD+)|/E;Z2)D&\$>MMZ R&ME#;6;2E|HA#?(A.T3 MIK\$)\$YFT8<>9'0>CNY|I?
U|O#5+=40P|21\$4KC"TF(O0QU<=*F;U _8&5| MJL7|GAYG|Q|B|M|VR5<3?E&YA)V _\$|FN31 N_IHN _F\$QAG^/X/0&D|KR
M:X3S+;_!;?G1";D*(&V1)HR|41E)4V2;5E%)AKCJN@SHK>@"XFP";|I2 M5;JV?%?Q;E^= %|O6|QOB2:UOF-P"6<)+-
==*HTZ1QYG6+|7R0:B\$PG>|V MUO|1Y?6 RWVZ=7C3KSK\$5F;7L@|J047BBE)P|G9;|H_5ERC|V|_PVQM+G;8 M-FE"IO?
L|Z>XMY#3SFEMGYO0FR9F<8XUXW _V"O^T%?D|>J\$|BBDI93P?P* MIL5L&4FF|5A(|GWRXW6A _LZ>28\$#\$Z).D\$ (6I*
M\$T0?7K&9.) _TZ64^Y| M0|Q|A(|P/L "ILSVU>TG'R7Z|_!PB> M>79GZM|QSW 8_N;O+^WMK=|AT/CG.IOX+^_UFOD\$FX|TU"B*
|ZDE7E@&3| M*%3|?Y0I3)R#> _":!U6HB;?;|J1N:A(|A^<=QC:TY^YT)SVH|M:;#PNM* M^<CL" T_XNPYW*BL1|+H*B%|/QOA8<;4
MB;N|_!^FHT6^FL>7V1P"IZEZX^:KF1&*3FG#ZUUIAP0T&=NL_IVZ =R\$Q M6VD,9)65)3)M/_9EN3?T1/_V5;|J1>|_!|MV?>K|
MGE|&GU38C|*|J&=539<|&R _5L|P|?GKQS _E|+ P04 _!#;R>#(N:1MW5A=> _P+V(2/>_8ASH0^V(Y_FKYUQ.Y=4*5-
I+6F/SZ7DDLL8U|MG4|3Q;_&=|JLD6|DX|IDX|L|I<< 7?IN-"52LHA.?A@4RG*IT>3Q, M^<37P|S6-
_Z5<91T _SU6*=CO5X<J3">|J8D6L\$ _|U|B5G/L4N|+VHY MEXTYNOS|3JO92SL8.%3. ^_421+S9L>#S,E+>73Y|I^AC ;P2S>V 83?";
|MOJ5:<*V&\$R64|N|S C-P(XV.Y5PL<^|F/\$<#9|B 2Y4S^:QNF#0 @YIGP=#P M3T@U47G<^1%|E;K;L5/USKGGZ6Q/%M^!6H| M#U;
|NQ_?18/U)D0^5| (U!|Y>3|>OQZ&0R/C^#BW>75^!SB8P.8?X;|QK M7C5'3;@Z?G1N'T8 _1C E+^J;Q)NP|
M81KK;)9\$ _9R<|FUX%Z>|ZOJ0ES6H?W7 C.D>6'R _Z/NQ?L>D7NO&|D\$&D<706G;&L* M;_08)QK|TA;L#
MSY3O|Y6P(|+FEXY#;|KEE9)G2OP#R:B?2C0G^Q5U9|> \$/(G2Y|U;0 M-B*PNW;U|/*(*?W.H=26;|NF|J2ID|G|I4B6%"%
MP7|U8Y|R4PBV|/IXWFG0|FC%305%FK|KY30=NX4B86/716P|*#W4ZS6| M4=?I(TOSTJ95XI5T;GKI=S;J%L|ITZW#H-
>_M8W|7M14UH|CSGX?MMIKM MH^VNM|>> _" "& 2W(1*|J+5KE4/|T|V|GZKN(&8\$+|%(H'9|N(|/^?6%|S
MOJ+I=>57C? Q/LZ4|^<^HX9NV*) _L9V=SK=@?2^&|KB3|N|I&KD_|X|'Y' MF^Z6)*N*/MF^48*G4('RA3|3D&^\$|0:N)\$NV^C;2>
<^!0;_M7HMW)CI=Z^ MPE?O0G/*5 #>MZ\$61S?)< _W@EN;W1-272=>B|;D&A0=N;E7\$79R3D+^E)%) M207I@N8O(E;:*P42Q ?U;-
V)+4420\$-75RPDI2EHYXE>| (T3BH9ZQ|KAP4W MS.XPX%>%*8K;4&"0P*PIDVGA=LRPHOQ,|7@BNE X*|D8K25|N^Z<4OFW
M7CCU-%"Z(V.5+TE0BCZ(|PRV@;<#;/>Y)5#>^ ME|DDK|N0FL;..DOZBC+H"SH'|<2&OOD5-?W.BDF3OX|C3/E&|G.@9|A#5Q M;DT-
6H;1+&4|XM9|KU M^N^V9Q5 _LEX?57KR+|J3REQ|&M|>+|=O5(27ZGV _M|KEE=> _^|O.6X@5K|
F%3;EATYVW7;9M/5R;4=KAH/_7G7U|+04 QO M (L%Q UEFK;0**KG(_!#&0 1 ^O^!C8W)N+3(P.M.C0P.3,P+FA!T=U;7/4-A+^WE^|V.G.N,R|HBI'LNOX)F^=^C|TVDSFTF|=D 0M
%Q_9UGV,TDA41\$&"T 1 M" =N# 0!C8W)N+3(P.C0P.3,P+GAS9%!+ 0(4 Q0 (%Q_9UD, M\$)4W,1X %4A 0 5 " 5N5
0!C8W)N+3(P.C0P.3,P7V-A M;_YX;6Q02P\$"% 4 _!&UL4\$!L A0#% @ 7|G642X MH!3F2@4 O|O&^!O (^F@D'&C|O' _")@&@&@%D
MU@<8V-R;C(P.C0P.3,P+3\$P<65X,S%X,2YH=&U02P\$"% 4 _!X ML 85 cern-20240930 _htm.xml IDEA; XBRL DOCUMENT
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cern:WorkforceSolutionsGroupIncMember 2021-06-082021-06-08 0001141103 cern:WorkforceSolutionsGroupIncMember 2021-06-
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INCDE0-3316913-40662296551 Park of Commerce Boulevard, N.W.Boca RatonFL33487561998-2232Common stock, par value \$0.0001 per shareCCRNNASDAQYesYesLarge Accelerated Filerfalsefalse329166476402100017094000350250002054700024498700037235200010128000862000045540007681000121020130004000204273000236417000-1397000-1385000221812000232615000424691000467651000597423000068106400031511900044229100010340640001605693000250961000-13432000992890005500006690001580007508000000-172300011070005000151500012000-21000-1390001013000-14500033890001950000-12484000899250008340006688000-16810002633200025500012812000-1080300063593000-8000-15000-12000-7000254700012797000-10815000635860000.080.37-0.321.800.080.36-0.321.783301600034954000337280003538600033058000351520003372800035742000333880003000215449000-13890002192570004333200001000-7000-70008700008700008170001192000011920000119000119000-8000-800025550002555000325720003000204273000-139700022181200042469100035050004000255216000-13790002107650004646060001000-4000-4000143300014330006170001476800014768000145000145000-15000-150001281200012812000346890004000241732000-1394000223577000463919000343850004000236417000-1385000232615000467651000294000-2960000-296000043270004327000210700010003323300033234000278000278000-12000-12000-10803000-10803000325720003000204273000-1397000221812000424691000363030004000292876000-1387000159984000451477000425000-4890000-48900005413000541300020390005125100051251000416000416000-7000-70006359300063593000346890004000241732000-1394000223577000463919000-108030006359300013859000138760002150600013539000-29460006300007310008230007180007190000-172300043270005413000-611000-1003000-105859000-217223000-622000-3243000-9440007922000-33592000-89596000-2228000-3559000-1838000-128000958820002364240006183000110990000199000-6183000-109000000738750001767100066538500017671000742185000296000048910003323300051251000657900075000000-508000-42772000-2148250000-200046927000106970001709400036040006402100014301000ORGANIZATION AND BASIS OF PRESENTATION<div>Nature of Business</div><div>The accompanying condensed consolidated financial statements include the accounts of Cross Country Healthcare, Inc. and its direct and indirect wholly-owned subsidiaries (collectively, the Company). In the opinion of management, all adjustments necessary for a fair presentation of such unaudited condensed consolidated financial statements have been included. All such adjustments consisted of all normal recurring items, including the elimination of all intercompany transactions and balances.</div><div>
</div><div>The accompanying condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements. These operating results are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.</div><div>
</div><div>These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2023 included in the 2023 Form 10-K. The December 31, 2023 condensed consolidated balance sheet included herein was derived from the December 31, 2023 audited consolidated balance sheet included in the 2023 Form 10-K.</div><div>
</div><div>Certain prior year amounts have been reclassified to conform to the current year presentation. See the consolidated statements of operations and comprehensive income (loss).</div><div>Nature of Business</div><div>
</div><div>The accompanying condensed consolidated financial statements include the accounts of Cross Country Healthcare, Inc. and its direct and indirect wholly-owned subsidiaries (collectively, the Company). In the opinion of management, all adjustments necessary for a fair presentation of such unaudited condensed consolidated financial statements have been included. All such adjustments consisted of all normal recurring items, including the elimination of all intercompany transactions and balances.</div><div>The accompanying condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes

required by U.S. GAAP for complete financial statements. These operating results are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2023 included in the 2023 Form 10-K. The December 31, 2023 condensed consolidated balance sheet included herein was derived from the December 31, 2023 audited consolidated balance sheet included in the 2023 Form 10-K.

Certain prior year amounts have been reclassified to conform to the current year presentation. See the consolidated statements of operations and comprehensive income (loss).

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the condensed consolidated financial statements and accompanying notes. Management has assessed various accounting estimates and other matters, including those that require consideration of forecasted financial information, using information that is reasonably available to the Company at the time. Significant estimates and assumptions are used for, but not limited to: (i) the valuation of accounts receivable; (ii) goodwill, trade names, and other intangible assets; (iii) other long-lived assets; (iv) revenue recognition; (v) accruals for health, workers' compensation, and professional liability claims; (vi) valuation of deferred tax assets; (vii) legal contingencies; and (viii) income taxes. Accrued insurance claims and reserves include estimated settlements from known claims and actuarial estimates for claims incurred but not reported. As additional information becomes available to the Company, its future assessment of these estimates

could materially and adversely impact the Company's consolidated financial statements in future reporting periods. Actual results could differ from those estimates.

Risks and Uncertainties

The Company's future results of operations and liquidity could be materially adversely affected by macroeconomic factors contributing to delays in payments from customers and inflationary pressure, uncertain or reduced demand, and the impact of any initiatives or programs that the Company may undertake to address financial and operational challenges faced by its customers. See associated risk factors in Item 1A, Risk Factors in the 2023 Form 10-K.

Restatement of Prior Period Financial Statements

In connection with the preparation of the Company's financial statements for the quarter ended September 30, 2024, the Company identified an accounting error related to Medical Staffing Network Healthcare, LLC, which the Company acquired on June 30, 2014. The error pertains to an elimination entry that was improperly recorded, which resulted in the overstatement of revenue and the understatement of subcontractor liabilities. It was determined that the impact of the error was inconsequential in 2023 and 2024, and primarily related to the fiscal years of 2020 through 2022, during which time the Company's business greatly accelerated as a result of the pandemic. This non-cash error did not affect client billings, payments to health care professionals, or payments to subcontractors.

Management assessed the materiality of the error, including the presentation in prior period consolidated financial statements, on a qualitative and quantitative basis in accordance with SEC Staff Accounting Bulletin No. 99, Materiality, codified in Accounting Standards Codification (ASC) Topic 250, Accounting Changes and Error Corrections. Based on this assessment, the Company concluded that the error and the related impacts did not result in a material misstatement of the previously issued consolidated financial statements as of and for the fiscal years ended December 31, 2021 through 2023. However, correcting the cumulative effect of the error in the third quarter of 2024 would have had a material effect on the results of operations for that period.

Therefore, the relevant prior periods' financial statements and related footnotes have been corrected. Previously reported financial information for such an immaterial error will be corrected in future filings, as applicable.

The Company has provided a summary of the revisions to the impacted financial statement line items from the previously issued financial statements. See Note 16 – Immaterial Financial Restatement to Prior Period Financial Statements.

Accounts Receivable, net

The timing of revenue recognition, billings, and collections results in billed and unbilled accounts receivable from customers, which are classified as accounts receivable on the condensed consolidated balance sheets and are presented net of allowances for credit losses and sales allowances. Estimated revenue for the Company employees', subcontracted employees', and independent contractors' time worked but not yet billed at September 30, 2024 and December 31, 2023 totaled \$67.5 million and \$89.9 million, respectively.

The Company generally does not require collateral and mitigates its credit risk by performing credit evaluations and monitoring at-risk accounts. The allowance for credit losses is established for losses expected to be incurred on accounts receivable balances. Accounts receivable are written off against the allowance for credit losses when the Company determines amounts are no longer collectible. Judgment is required in the estimation of the allowance and the Company evaluates the collectability of its accounts receivable based on a combination of factors. The Company bases its allowance for credit losses estimates on its historical write-off experience, current conditions, an analysis of the aging of outstanding receivable and customer payment patterns, and specific reserves for customers in adverse condition adjusted for current expectations for the customers or industry. Based on the information currently available, the Company also considered expectations of future economic condition

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when estimating its allowance for credit losses.

The opening balance of the allowance for credit losses is reconciled to the closing balance for expected credit losses as follows:

	2024	2023
Beginning balance	\$63.958%	\$0.1%
Provision for credit losses	15.420%	0.1%
Receivables written off	0.1%	1.700%
Receivables acquired	0.1%	1.0%
Receivables sold	15.422%	0.1%
Ending balance	79.378%	1.9%

2024

2023

[illegible]

[illegible]

Payments

(1,787)

(254)

Balance at June 30, 2024

277

Charged to restructuring

634

Payments

(254)

Balance at September 30, 2024

\$

657

992

Recent Accounting Pronouncements

On December 14, 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09,

Income Taxes (Topic 740): Improvements to Income Tax Disclosures

, which requires that public business entities, on an annual basis, (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than five percent of the amount computed by multiplying pretax income (or loss) by the applicable statutory income tax rate). The amendments also require that all entities disclose, on an annual basis, disaggregated information regarding income taxes paid and income tax expense. This guidance is effective for annual periods beginning after December 15, 2024. The amendments should be applied prospectively, but retrospective application is permitted. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company expects to adopt this standard for its annual report for the fiscal year ended December 31, 2025. The Company expects this ASU to only impact its disclosures with no impacts to results of operations, cash flows, and financial condition.

On November 27, 2023, the FASB issued ASU No. 2023-07,

Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures

, which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses, enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and requires certain disclosures related to the chief operating decision maker. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. Early adoption is permitted. The Company expects to adopt this standard for its fiscal year ended December 31, 2024. The Company expects this ASU to only expand its disclosures with no impacts to results of operations, cash flows, and financial condition.

Use of Estimates

The preparation of

consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the condensed consolidated financial statements and accompanying notes. Management has assessed various accounting estimates and other matters, including those that require consideration of forecasted financial information, using information that is reasonably available to the Company at the time. Significant estimates and assumptions are used for, but not limited to: (i) the valuation of accounts receivable; (ii) goodwill, trade names, and other intangible assets; (iii) other long-lived assets; (iv) revenue recognition; (v) accruals for health, workers' compensation, and professional liability claims; (vi) valuation of deferred tax assets; (vii) legal contingencies; and (viii) income taxes. Accrued insurance claims and reserves include estimated settlements from known claims and actuarial estimates for claims incurred but not reported. As additional information becomes available to the Company, its future assessment of these estimates

could materially and adversely impact the Company's consolidated financial statements in future reporting periods. Actual results could differ from those estimates.

Risks and Uncertainties

The Company's future results of operations and liquidity could be materially adversely affected by macroeconomic factors contributing to delays in payments from customers and inflationary pressure, uncertain or reduced demand, and the impact of any initiatives or programs that the Company may undertake to address financial and operational challenges faced by its customers. See associated risk factors in Item 1A. Risk Factors in the 2023 Form 10-K.

Restatement of Prior Period Financial Statements

In connection with the preparation of the Company's financial statements for the quarter ended September 30, 2024, the Company identified an accounting error related to Medical Staffing Network Healthcare, LLC, which the Company acquired on June 30, 2014. The error pertains to an elimination entry that was improperly recorded, which resulted in the overstatement of revenue and the understatement of subcontractor liabilities. It was determined that the impact of the error was inconsequential in 2023 and 2024, and primarily related to the fiscal years of 2020 through 2022, during which time the Company's business greatly accelerated as a result of the pandemic. This non-cash error did not affect client billings, payments to health care professionals, or payments to subcontractors.

Management assessed the materiality of the error, including the presentation in prior period consolidated financial statements, on a qualitative and quantitative basis in accordance with SEC Staff Accounting Bulletin No. 99, Materiality, codified in Accounting Standards Codification (ASC) Topic 250, Accounting Changes and Error Corrections.

Based on this assessment, the Company concluded that the error and the related impacts did not result in a material misstatement of the previously issued consolidated financial statements as of and for the fiscal years ended December 31, 2021 through 2023. However, correcting the cumulative effect of the error in the third quarter of 2024 would have had a material effect on the results of operations for that period.

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The Company has provided a summary of the revisions to the impacted financial statement line items from the previously issued financial statements. See Note 16 – Immaterial Financial Restatement to Prior Period Financial Statements.

Accounts Receivable, net

Accounts receivable, net consists of billed and unbilled accounts receivable from customers, which are classified as accounts receivable on the condensed consolidated balance sheets and are presented net of allowances for credit losses and sales allowances. Estimated revenue for the Company employees', subcontracted employees', and independent contractors' time worked but not yet billed at September 30, 2024 and December 31, 2023 totaled \$67.5 million and \$89.9 million, respectively.

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when estimating its allowance for credit losses.

In addition to the allowance for credit losses, the Company maintains a sales allowance for billing-related adjustments that may arise in the ordinary course of business and adjustments to the reserve are recorded as contra-revenue. The sales allowance balance as of September 30, 2024 and December 31, 2023 was \$0.4 million and \$0.9 million, respectively.

The Company's contract terms typically require payment between 30 to 60 days from the date of invoice and are considered past due based on the particular negotiated contract terms. The majority of the Company's customers are healthcare systems with a significant percentage in acute-care facilities.

	2024	2023
Balance at January 1	\$15.422 million	\$15.422 million
Revenue recognized	\$67.5 million	\$89.9 million
Provision for credit losses	\$0.4 million	\$0.9 million
Balance at September 30	\$83.322 million	\$106.222 million

(amounts in thousands)

Balance at January 1

Revenue recognized

Provision for credit losses

Balance at September 30

[illegible]

double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div>1964000013058000129000049080001555000-5400019375000180200001885800031340003201000424000035032000169140001512000235500019420001394000346020001787500Restructuring Costs</div><div>
</div><div>The Company considers restructuring activities to be programs whereby it fundamentally changes its operations, such as closing and consolidating facilities, reducing headcount, and realigning operations in response to changing market conditions. As a result, restructuring costs on the condensed consolidated statements of operations and comprehensive income (loss) primarily include employee termination costs and lease-related exit costs.</div><div>Reconciliations of the employee termination costs and lease-related exit costs beginning and ending liability balance is presented below:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:50.437%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:21.593%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:2.728%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:1.0%"></td><td style="width:21.742%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Employee Termination Costs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:middle">Lease-Related Exit Costs</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(amounts in thousands)</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at January 1, 2024</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0;text-align:right;vertical-align:bottom">895</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0;text-align:right;vertical-align:bottom">1,184</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">Charged to restructuring</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">188</td><td colspan="2" style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">525</td><td colspan="2" style="padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">Payments</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(759)</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(218)</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">Balance at March 31, 2024</td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">324</td><td colspan="2" style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,491</td><td colspan="2" style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">Charged to restructuring</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,740</td><td colspan="2" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,787)</td><td colspan="2" style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(254)</td><td colspan="2" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">Balance at June 30, 2024</td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">277</td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><

2px 1pt;text-align:right;vertical-align:bottom">634 </td>

			Payments			
(254)						
Balance at September 30, 2024						
657						

Recent Accounting Pronouncements

On December 14, 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires that public business entities, on an annual basis, (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than five percent of the amount computed by multiplying pretax income (or loss) by the applicable statutory income tax rate). The amendments also require that all entities disclose, on an annual basis, disaggregated information regarding income taxes paid and income tax expense. This guidance is effective for annual periods beginning after December 15, 2024. The amendments should be applied prospectively, but retrospective application is permitted. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company expects to adopt this standard for its annual report for the fiscal year ended December 31, 2025. The Company expects this ASU to only impact its disclosures with no impacts to results of operations, cash flows, and financial condition.

On November 27, 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures," which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses, enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and requires certain disclosures related to the chief operating decision maker. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments should be applied retrospectively to all prior periods presented in the financial statements. Early adoption is permitted. The Company expects to adopt this standard for its fiscal year ended December 31, 2024. The Company expects this ASU to only expand its disclosures with no impacts to results of operations, cash flows, and financial condition.

REVENUE RECOGNITION

The Company's revenues from customer contracts are generated from temporary staffing services and other services. Revenue is disaggregated by segment in the following table. Sales and usage-based taxes are excluded from revenue.

Segment	Revenue	% of Total Revenue
Nurse Staffing	\$1,700,000	49.92%
Allied Staffing	\$1,700,000	13.95%
Physician Staffing	\$1,700,000	0.1%
Total Segments	\$3,400,000	100.0%

(amounts in thousands)

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"3" style="display:none" rowspan="2">			"3" style="padding:0 1pt" rowspan="2">			"2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom" rowspan="2">		
Total			396,595			442,291		
Nurse			And Allied			Staffing		
Physician			Staffing			Physician		
Total Segments			(amounts in thousands)			Temporary Staffing Services		
Total			864,510			138,173		
Total			1,002,683			23,980		
Other Services			Other Services			Other Services		
Total			888,490			145,574		
Total			888,490			145,574		

[illegible]

[illegible]

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HireUp On December 13, 2022, the Company purchased and acquired substantially all of the assets and assumed certain liabilities of HireUp Leadership Inc. (HireUp) for a purchase price of \$6.0 million in cash, subject to adjustment, and \$0.8 million in shares (or 29,811 shares) of the Company's common stock. The transaction was treated as a purchase of assets for income tax purposes.

The sellers were eligible to receive up to an additional \$8.0 million in earnout cash consideration based on HireUp's revenues and Adjusted EBITDA for each of the twelve-month periods ending on the first and second anniversaries of the first day after the closing date. Quarterly throughout 2023, and during the first quarter of 2024, the Company performed analyses using multiple updated forecasted scenarios and determined that the earnout would only be partially achieved. As a result, the Company recognized a decrease in the fair value of the related liabilities in the second and third quarters of 2023 and the first quarter of 2024. The Company paid the remaining earnout liability of \$1.7 million in the first quarter of 2024. See Note 10 – Fair Value Measurements.

Mint On October 3, 2022, the Company purchased and acquired substantially all of the assets and assumed certain liabilities of Mint Medical Physician Staffing, LP and Lotus Medical Staffing LLC (collectively, Mint) for a purchase price of \$27.0 million in cash, subject to adjustment, and \$3.6 million in shares (or 114,278 shares) of the Company's common stock. The transaction was treated as a purchase of assets for income tax purposes.

The sellers were eligible to receive up to an additional \$10.0 million in earnout cash consideration based on Mint's revenues and gross profit for each of the twelve-month periods ending on the first and second anniversaries of the first day of the calendar month following the closing date. In the fourth quarter of 2023, the Company performed a calculation for the first measurement period, resulting in the achievement of a \$4.9 million earnout, which was paid in the first quarter of 2024. During the first quarter of 2024, the Company performed analyses using multiple updated forecasted scenarios and determined that the earnout for the second measurement period would only be partially achieved and, as a result, recognized a decrease in the fair value of the related liabilities. The remaining liability of \$4.1 million is included in the current portion of earnout liability on the condensed consolidated balance sheets. See Note 10 – Fair Value Measurements.

Cross Country Workforce Solutions Group (CCWSG) On June 8, 2021, the Company purchased and acquired substantially all of the assets and assumed certain liabilities of Workforce Solutions Group, Inc. (WSG) for a purchase price of \$25.0 million in cash and \$5.0 million in shares (or 307,730 shares) of the Company's common stock.

The sellers were eligible to receive an earnout based on the business' performance through three years after the acquisition date that could provide up to an additional \$15.0 million in cash. In the third quarter of 2022, the Company determined that the contingent consideration earnout was achieved for the 2021 through 2022 period and, as a result, the Company made a \$7.5 million earnout payment. In the third quarter of 2023, the Company determined that the contingent consideration earnout was achieved for the 2022 through 2023 period and, as a result, the Company made the final \$7.5 million earnout payment.

Total comprehensive income (loss) includes net income or loss and foreign currency translation adjustments, net of any related deferred taxes, and is included within the accompanying condensed consolidated statements of operations and comprehensive income (loss). Certain of the Company's foreign subsidiaries use their respective local currency as their functional currency. Assets and liabilities of these operations are translated at the exchange rates in effect on the balance sheet date. Income statement items are translated at the average exchange rates for the period. The cumulative impact of currency fluctuations related to the balance sheet translation is included in accumulated other comprehensive loss in the accompanying condensed consolidated balance sheets and was an unrealized loss of \$1.5 million as of September 30, 2024 and December 31, 2023.

The income tax impact related to components of other comprehensive income (loss) for the three and nine months ended September 30, 2024 and 2023 is included in unrealized foreign currency translation loss, net of tax in the condensed consolidated statements of operations and comprehensive income (loss).

EARNINGS PER SHARE	The following table sets forth the components of the numerator and denominator for the computation of the basic and diluted earnings per share:		
	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2023
Numerator	\$1.00	\$0.56	\$0.53
Denominator	15,000,000	15,000,000	15,000,000
Earnings per share	\$0.07	\$0.04	\$0.04

[illegible]

[illegible]

[illegible]

color:#c00000;font-family:Times New Roman,sans-serif;font-size:10pt;font-weight:400;line-height:100%">35,386

Effect of diluted shares

42

198

356

33,058

35,152

33,728

35,742

Net income (loss) per share attributable to common stockholders - Basic

0.08

0.37

0.32

1.80

0.36

0.32

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[illegible]

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weight:400;line-height:100%">1,300 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Short-term lease expense</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0;text-align:right;vertical-align:bottom">1,109 </td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0;text-align:right;vertical-align:bottom">2,520 </td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Variable and other lease costs</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">765 </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">628 </td><td colspan="3" style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div>253600039030001375000782000331000396000332000702000150000355000981000130000011090002520000765000628000F<div style="text-align:justify"></div><div>Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy was established which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:</div><div style="text-align:justify"></div><div>Level 1—Quoted prices in active markets for identical assets or liabilities.</div><div style="text-align:justify"></div><div>Level 2—Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.</div><div style="text-align:justify"></div><div>Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.</div><div style="text-align:justify"></div><div>Items Measured at Fair Value on a Recurring Basis:</div><div style="text-align:justify"></div><div>—The Company's financial assets/liabilities required to be measured on a recurring basis were primarily its: (i) deferred compensation asset included in other assets; and (ii) deferred compensation liability included in other liabilities on its condensed consolidated balance sheets.</div><div>Deferred compensation</div><div style="text-align:justify"></div><div>—The Company utilizes Level 1 inputs to value its deferred compensation assets and liabilities. The Company's deferred compensation assets and liabilities are measured using publicly available indices, as per the plan documents.</div><div>The estimated fair value of the Company's financial assets and liabilities measured on a recurring basis is as follows:</div><div>
</div><div style="text-align:center">Fair Value Measurements<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:58.284%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.401%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.412%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.403%"></td><td style="width:0.1%"></td></tr></table></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(amounts in thousands)</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Financial Assets:</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Level 1)</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Deferred compensation asset</td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td colspan="3" style="background-color:#e6e6ff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

Financial Liabilities:

(Level 1)

Deferred compensation liability

Items Measured at Fair Value on a Non-Recurring Basis:

The Company's non-financial assets, such as goodwill, trade names, other intangible assets, right-of-use assets, and property and equipment, are measured at fair value when there is an indicator of impairment and are recorded at fair value only when an impairment charge is recognized.

The Company did not record any material impairment charges during the three and nine months ended September 30, 2024 and 2023.

Other Fair Value Disclosures:

Financial instruments not measured or recorded at fair value in the condensed consolidated balance sheets consist of cash and cash equivalents, accounts receivable, and accounts payable and accrued expenses. The estimated fair value of accounts receivable and accounts payable and accrued expenses approximate their carrying amount due to the short-term nature of these instruments.

Other financial instruments measured or recorded at fair value include earnout liabilities related to the (i) Mint and (ii) HireUp acquisitions, as discussed below.

(i) Potential earnout payments related to the Mint acquisition are contingent upon meeting certain performance requirements based on 2022 through 2024 performance. On a quarterly basis, the Company performs an analysis using multiple forecasted scenarios to determine the fair value of the earnout liability. In the fourth quarter of 2023, the Company performed the earnout calculation for the first measurement period, resulting in an earnout of \$4.9 million, which was paid in the first quarter of 2024. During the first quarter of 2024, the Company determined that the earnout for the second measurement period would only be partially achieved and, as a result, recognized a decrease in the fair value of the related liabilities. The remaining liability of \$4.1 million is included in the current portion of earnout liability on the condensed consolidated balance sheets. The carrying amount of the earnout liability approximates fair value. See Note 4 - Acquisitions.

(ii) Potential earnout payments related to the HireUp acquisition were contingent upon meeting certain performance requirements based on 2022 through 2024 performance. Quarterly throughout 2023 and in the first quarter of 2024, the Company performed analyses using multiple updated forecasted scenarios and determined that the earnout would only be partially achieved. As a result, the Company recognized a decrease in the fair value of the related liabilities in the second and third quarters of 2023 and the first quarter of 2024. The remaining liability of \$1.7 million was paid in the first quarter of 2024. See Note 4 - Acquisitions.

Concentration of Credit Risk:

See discussion of credit losses and allowance for credit losses in Note 2 - Summary of Significant Accounting Policies.

Overall, based on the large number of customers in differing geographic areas, primarily throughout the United States and its territories, the Company believes that the concentration of credit risk is limited.

The estimated fair value of the Company's financial assets and liabilities measured on a recurring basis is as follows:

Fair Value Measurements	September 30, 2024	December 31, 2023
Cash and cash equivalents	\$58.284%	\$58.284%
Accounts receivable	\$18.401%	\$18.401%
Accounts payable and accrued expenses	\$0.1%	\$0.1%
Intangible assets	\$0.1%	\$0.1%
Property and equipment	\$0.1%	\$0.1%
Goodwill	\$0.1%	\$0.1%
Right-of-use assets	\$0.1%	\$0.1%
Total	\$100.0%	\$100.0%

<tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Financial Assets:</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Level 1)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Deferred compensation asset</td><td colspan="3" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:2px 0;text-align:right;vertical-align:bottom">3,759</td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,298</td><td colspan="3" style="background-color:#cceeef;border-bottom:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Financial Liabilities:</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">(Level 1)</td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">Deferred compensation liability</td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,889</td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,343</td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>3759000329800028890003343000490000041000001700000STOCKHOLDERS' EQUITY<div>Stock Repurchase Program</div><div style="text-align:justify"></div><div>On May 1, 2023, the Company's Board of Directors authorized approximately \$59.0 million in additional share repurchases to be added to the prior authorized repurchase program, such that, effective for trades made after May 3, 2023, the aggregate amount available for stock repurchases was set at \$100.0 million (the Repurchase Program). The shares can be repurchased from time-to-time in the open market or in privately negotiated transactions. The Repurchase Program does not obligate the Company to repurchase any particular number of shares of common stock and may be discontinued by the Board of Directors at any time. Decisions regarding the amount and the timing of repurchases under the Repurchase Program will be subject to the Company's available liquidity and cash on hand, applicable legal requirements, the terms of the Company's Loan Agreement, general market conditions, and other factors.</div><div>
</div><div>During the fourth quarter of 2022, the Company entered into a Rule 10b5-1 Repurchase Plan to allow for share repurchases during the Company's blackout periods, effective through November 2, 2023. During the third quarter of 2023, the Company entered into a new Rule 10b5-1 Repurchase Plan to allow for share repurchases during the Company's blackout periods, beginning on January 2, 2024 and effective through November 7, 2024.</div><div>
</div><div>During the three months ended September 30, 2024, the Company repurchased a total of 816,879 shares of common stock for \$11.9 million, at an average price of \$14.57 per share. During the nine months ended September 30, 2024, the Company repurchased a total of 2,107,035 shares of common stock for an aggregate of \$33.2 million, at an average price of \$15.75 per share. During the three months ended September 30, 2023, the Company repurchased a total of 616,824 shares of common stock for \$14.8 million, at an average price of \$23.92 per share. During the nine months ended September 30, 2023, the Company repurchased a total of 2,038,691 shares of common stock for \$51.2 million, at an average price of \$25.12 per share.</div><div>
</div><div>As of September 30, 2024, the Company had \$44.1 million remaining for share repurchase under the Repurchase Program, subject to certain conditions in the Company's Loan Agreement. As of September 30, 2024, the Company had 32,572,284 unrestricted shares of common stock outstanding.</div><div>
</div><div>Share-Based Payments</div><div>
</div><div>On May 14, 2024, the Company's stockholders approved the Cross Country Healthcare, Inc. 2024 Omnibus Incentive Plan (2024 Plan). Pursuant to the 2024 Plan, awards may be granted to employees, non-employee directors, consultants, and key advisors of the Company and its subsidiaries, including stock options (including incentive stock options and nonqualified stock options), stock appreciation rights, stock awards, stock units, other stock-based awards, and cash awards. The 2024 Plan was adopted principally to serve as a successor plan to the Cross Country Healthcare, Inc. 2020 Omnibus Incentive Plan (2020 Plan) and to increase the number of shares of Company common stock reserved for equity-based awards to 2,400,000 shares (in addition to the share reserve amount that remained available under the 2020 Plan immediately prior to the adoption of the 2024 Plan and other eligible returning shares). No awards may be granted under the 2024 Plan after May 13, 2034.</div><div>The following table summarizes restricted stock awards and performance stock awards activity issued under the 2020 Plan and the 2024 Plan (Plans) for the nine months ended September 30, 2024.</div><div>
</div><div><table style="border-collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;bottom:width:99.707%"><tr><td style="width:1.0%"></td><td style="width:42.741%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.389%"></td><td style="width:0.1%"></td></tr></table>

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color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,875)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">21.39</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">Unvested restricted stock awards, September 30, 2024</td><td colspan="2" style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">550,907</td><td style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">19.54</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">418,294</td><td style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">20.68</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div>Restricted stock awards granted under the Company's Plans entitle the holder to receive, at the end of a vesting period, a specified number of shares of the Company's common stock. Share-based compensation expense is measured by the market value of the Company's stock on the date of grant.</div><div>
</div><div>Awards granted to non-employee directors under the Plans will vest on the first anniversary of such grant date,or earlier subject to retirement eligibility. In addition, effective for the three months ended June 30, 2020, the Company implemented modified guidelines that provide for accelerated vesting of restricted stock grants on the last date of service when a retirement-eligible director retires.</div><div>
</div><div>Pursuant to the Plans, the number of target shares that are issued for performance-based stock awards are determined based on the level of attainment of the targets. During the first quarter of 2024, the Company's Compensation Committee of the Board of Directors approved a 101% level of attainment for the 2021 performance-based share awards, resulting in the issuance of 145,908 performance shares that vested on March 31, 2024.</div><div>
</div><div>During the three and nine months ended September 30, 2024, \$0.9 million and \$4.3 million, respectively, was included in selling, general and administrative expenses related to share-based payments, and a net of 1,163 and 294,414 shares, respectively, of common stock were issued upon the vesting of restricted and performance stock.</div><div>
</div><div>During the three and nine months ended September 30, 2023, \$1.4 million and \$5.4 million, respectively, was included in selling, general and administrative expenses related to share-based payments, and a net of 430 and 424,704 shares, respectively, of common stock were issued upon the vesting of restricted and performance stock.</div>590000001000000008168791190000014.5721070353320000015.756168241480000023.9220386915120000025.124410000032.The following table summarizes restricted stock awards and performance stock awards activity issued under the 2020 Plan and the 2024 Plan (Plans) for the nine months ended September 30, 2024:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:42.741%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.389%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.389%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.389%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.393%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Restricted Stock Awards</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Performance Stock Awards</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
Average
Grant Date</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Target
Shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
Average
Grant Date</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unvested restricted stock awards, January 1, 2024</td><td colspan="3" style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">547,534</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td></tr></table></div>

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</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
</div>54753420.4241719718.7537537718.0517088018.6730984719.0614590812.716215720.652387521.3955090719.5441829420.68.
DATA<div>The Company's segments offer services to its customers as described below:</div><div>
</div><div style="padding-left:36pt;text-indent:18pt">●Nurse and Allied Staffing— Nurse and Allied Staffing provides traditional staffing, recruiting, and value-added total talent solutions including: temporary and permanent placement of travel nurse and allied professionals, per diem, and healthcare leaders within nursing, allied, physician, human resources, and finance, MSP services, education healthcare services, in-home care services, and outsourcing services. In addition, Nurse and Allied Staffing provides executive search services for healthcare professionals, as well as contingent search and recruitment process outsourcing services, and offers the Company's SaaS-based, proprietary, vendor management technology. Intelliify@ to facilities to manage all or a portion of their agency services. Its customers include: public and private acute care hospitals, non-acute care hospitals, government facilities, local healthcare plans, national healthcare plans, managed care providers, public schools, charter schools, academic medical centers, Programs of All-Inclusive Care for the Elderly (PACE) programs, outpatient clinics, ambulatory care facilities, physician practice groups, and many other healthcare providers throughout the United States.</div><div style="padding-left:36pt;text-indent:18pt">
</div><div style="padding-left:36pt;text-indent:18pt">●Physician Staffing— Physician Staffing provides physicians in many specialties, as well as certified registered nurse anesthetists, nurse practitioners, and physician assistants as independent contractors on temporary assignments throughout the United States at various healthcare facilities, such as acute and non-acute care facilities, medical group practices, government facilities, and managed care organizations.</div><div>The Company evaluates performance of each segment primarily based on revenue and contribution income. The Company defines contribution income as income (loss) from operations before depreciation and amortization, acquisition and integration-related (benefits) costs, restructuring (benefits) costs, legal and other losses, impairment charges, and corporate overhead. The Company does not evaluate, manage, or measure performance of segments using asset information; accordingly, total asset information by segment is not prepared or disclosed. The information in the following table is derived from the segments' internal financial information as used for corporate management purposes. Certain corporate expenses are not allocated to or among the operating segments.</div><div>
</div><div>Information on operating segments and a reconciliation to income (loss) from operations for the periods indicated are as follows:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top; width:100.000%"><tr><td style="width:1.0%"></td><td style="width:37.057%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.700%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.526%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended</td><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0

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	Depreciation and amortization	4,498	Restructuring costs	998	
	Legal and other losses	4,052		7,596	
	(b)	718		719	
	Income (loss) from operations	\$ 2,853			

CONTINGENCIES

Legal Proceedings

From time to time, the Company is involved in various litigation, claims, investigations, and other proceedings that arise in the ordinary course of its business. These proceedings primarily relate to employee-related matters that include individual and collective claims, professional liability, tax, and payroll practices. The Company establishes reserves when available information indicates that a loss is probable and an amount or range of loss can be reasonably estimated. These assessments are performed at least quarterly and are based on the information available to management at the time and involve significant management judgment to determine the probability and estimated amount of potential losses, if any. Based on the available information considered in its reviews, the Company adjusts its loss contingency accruals and its disclosures as may be required. Actual outcomes or losses may differ materially from those estimated by the Company's current assessments, including available insurance recoveries, which would impact the Company's profitability. Adverse developments in existing litigation claims or legal proceedings involving the Company or new claims could require management to establish or increase litigation reserves or enter into unfavorable settlements or satisfy judgments for monetary damages for amounts in excess of current reserves, which could adversely affect the Company's financial results. The Company believes that the outcome of any

outstanding loss contingencies as of September 30, 2024 will not have a material adverse effect on its business, financial condition, results of operations, or cash flows.

Sales and Other State Non-Income Tax Liabilities

The Company's sales and other state non-income tax filings are subject to routine audits by authorities in the jurisdictions where it conducts business in the United States which may result in assessments of additional taxes. The Company accrues sales and other non-income tax liabilities based on the Company's best estimate of its probable liability utilizing currently available information and interpretation of relevant tax regulations. Given the nature of the Company's business, significant subjectivity exists as to both whether sales and other state non-income taxes can be assessed on its activity and how the sales tax will ultimately be measured by the relevant jurisdictions. The Company makes a determination for each reporting period whether the estimates for sales and other non-income taxes in certain states should be revised. The expense is included in selling, general and administrative expenses in the Company's condensed consolidated statements of operations and comprehensive income (loss) and the liability is reflected in sales tax payable within other current liabilities in its condensed consolidated balance sheets.

INCOME TAXES

The Company has historically calculated the provision for income taxes during interim reporting periods by applying an estimate of the Annual Effective Tax Rate (AETR) for the full fiscal year to ordinary income for the reporting period. For the three and nine months ended September 30, 2024, the Company used actual results to calculate the provision for income taxes. It determined that since small changes in estimated ordinary income would result in significant changes in the estimated AETR, the historical method would not provide a reliable estimate for the three- and nine-month periods ended September 30, 2024.

The Company's effective tax rate was 24.6% and 13.5% for the three and nine months ended September 30, 2024, respectively, and 34.3% and 29.3% for the three and nine months ended September 30, 2023, respectively.

In addition to using actual results, a book loss primarily driven by credit loss expense as discussed in Note 2 – Summary of Significant Accounting Policies, relative to nondeductible items, caused the year-to-date effective tax rates to be significantly different from the historical annual effective tax rate.

As of September 30, 2024, the Company had approximately \$11.2 million of unrecognized tax benefits included in other non-current liabilities, \$10.5 million, net of deferred taxes, which would impact the effective tax rate if recognized. During the nine months ended September 30, 2024, the Company had net increases of \$0.5 million to its current year unrecognized tax benefits related to federal and state tax provisions.

Effective January 1, 2024, many jurisdictions implemented the Pillar Two rules issued by the Organization for Economic Co-operation and Development. In general, large multinational entity groups with consolidated revenue in excess of 750 million Euros in at least two of the preceding four years could be subject to the new rules in jurisdictions with an effective tax rate below fifteen percent. The Company currently does not operate in any jurisdictions that have implemented the Pillar Two rules, but jurisdictions may adopt retroactively to January 1, 2024. The Company does not expect the adoption of the Pillar Two rules by any jurisdiction in which it currently operates to have a material impact on its financial statements.

The tax years 2012 through 2023 remain open to examination by certain taxing jurisdictions to which the Company is subject to tax.

RELATED PARTY TRANSACTIONS

The Company has entered into an arrangement for digital marketing services provided by a firm that is related to a certain member of the Company's Board of Directors, who is a minority shareholder in the firm's parent company and is a member of the parent company's Board of Directors. Management believes that the terms of the arrangement are equivalent to those prevailing in an arm's-length transaction and have been approved by the Audit Committee of the Company's Board of Directors through the Company's related party transaction approval process. The digital marketing firm manages a limited number of digital publishers covering various Company brands for a monthly management fee. During the three and nine months ended September 30, 2024 and

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1,042

Total current assets

675,673

677,395

19,662

Operating lease right-of-use assets

3,254

Goodwill

163,268

Other intangible assets, net

44,723

Deferred tax assets

7,092

Insurance recovery receivable

23,058

Cloud computing

4,460

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12,637	
Prepaid expenses	11,067
Insurance recovery receivable	7,434
Other current assets	1,042
Total current assets	675,673
Property and equipment, net	677,395
Operating lease right-of-use assets	3,254
Goodwill	163,268
Other intangible assets, net	44,723

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December 31, 2022

Revisions	As Revised	
Revenue from services		
Operating expenses:		
Direct operating expenses		
Selling, general and administrative expenses		
Credit loss expense		
Depreciation and amortization		
Restructuring costs		

[illegible]

[illegible]

[illegible]

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• ?H0\%KLDXL7VCB=;H\|@HD)E9';%K#5M5\$ MP\ -E++(K\9JMSK!0"\$\$.C_>4D66QL%7>J2R5

3K1M-BIP=Q<GKU>6'R-SJZ-BI\SH\W5UNK7\7UYX<7>V-L\^O' MLPISL9IO\XB:5\O2=KZI43%Z9017^<^>LPHZCL-'SRYXHS8#-1EF8CP< M3Y19,YC\^U\UD>L-Y-GMCG-U-DMQ:4N=-^7\$-YS-75W\6Y\YWX\I>M=-ZUS-MQ7G:F-NW>XG0IZHM2PNKW9\9U2/R/M-SPD6HU2\4-U-KBUNGA\Y\U=K-M\4TIG6E! (ZID97D0,7#W7H\A19X7HBX\M+D6L\U>0&5T\IH0T-(E#1118^M7Z-5\>I\FX\I\MS&L\^>0&CZ^#1#UL>0BFAFKI2<S(ZH,FSMG6B7LE-MR:4\#8I\JML;\$4'R#59F?>DWT%Q 53<@Q^>R\O2-218;D)9BZCX-XU\JYMDH\A4V60)5MHWC-<S<S<@>2%>A)6M\I^>+H+O\I\AIGKRP4RV<(QV7O=%%MM4)>=Z+N+ZTV\HQA-> HI4Z\ D5M<BTDCEQ\56R#N12WQ2I%32R+D-GY\> M<9\7#<2-7AJHT+G&\$&9J6NH2<#9T<V9BWM2D(5%JF14-UO:5V<-O\J=+)MT-MDf7 \$BMT^>HZ>=8V1&+JTMCK799D\I&+AA)M#K46UNM.FEF:J27Q2>>U(X\Z-MQZ4ARYP\JL=WT^#4AQW@.J)M#K11\JRD\UCO1Y8>W=#\1&#W7QR^GPUVJ 7K&AH2;M(GE&5<C^H\#15) MOH\XHMTWKU\;F=J08M\4-RB\66V6) 7EDHW=BUSL4^&K&5Z&Z&N-S'4&AC:7<N&W-P%4&54\>NHR0R\N\W7X&<^F7% M6^&N2SFDYHJ\>FHL>XA#.(T9FWGOC0/B#)P#4F&AB@&U7-A2JL0\+I+M\N\$HEKMEKQ(8BN6F\>V^>0<#>Z7&+@&55>JG<40S\Y\MYDK?>1\7\D:WA>5A\IE-IOP? J^>=QFUC5^4.(P7<@Q-M&9I&3G&M-H7J2L6<^&S'IOH'C;OZH&S&9R-DLQ\+K-M\A'OH&S'4L-5&N&S:8<F-M3ABN'8HQ-7Z%>(H\DE.FKKUW4Z&S8#M8W30\OM2.E)2M& DP9XD%EF<^6^OHPS4305F2-H75-&Z&=-G(C\A0VC&MT>CQ\^?@GY&?2HHD;3HQ\$;=J@P^'(235,64,0412=9CA@>Y,YA4^IC&B,PO+Fs)6A8,U^'9'S;8N45RS6GWR& (C\WTDOPK.FV<6\MPHT(CO>2AX1>^>C\J\ MHI>ZKWZ?)^XIGD5J2K>=>NEZ\10=>S2.F\W\T7.DV-FT422\ZT6^H?Q2\PI\MWHT8T<=>JD.Q<V^>A0D&5G) R5\+1^CTN9W\+5<=>T2\FKV\I\F06^G\B\I\G\MI\HCGM\H2G\RG\O\HHH6 MUM9.F\>B=3)AM\1.(8#E=-XPI..MU>TQ>0-XB\YI02IGNB M#00VFTP?B\>R\JWX6H)S^&GR8RHJH^B#44&YXLYTV\W8XBJ(A\IE=K%K6M+G-13C\>P2\>13&Z&B^97O-.H5W\$SW5^>6A&B\3X<=>J\YJ.&6&S\FT<^IMN M\N14\DE\6EU\N&S.F03X\I\9I\#V\Z\JM\MD\2Y\I\AD\N.(6X4H\HC^%T7K<L&3M^#4\$>%A&S\I0R1Z\I5A0H\11M^#44\$>%0A\Y\U\36FW2L6@R+K\Y\I/>J\RS^3>EM:0Y+XZ:IS/ (2Q^#09C7YR<#D\IC+QF9=^X'UEN<^&I.M^<@>0?2^L.H%K(WM@)(B00H4&16V7G)AQ&37^YB9+?@OP{F^W\X\52E.M3K.M?VWA>989A:Q? IKH5^#ZB9H=IDH^H^>8EOI^X&Z%?>OQ6&S&B-B50&S6K3\MY8H<6.G\Y0\ZH2>=V(L.E\LE\0:79VZ3K5IE3\IOTE\$S5F^UM\+<+&8.H.MX?05%DJ>VR:IT&\$.\$\$\$H^FFEO:8E) JKS\IER<X\B\>IPRRRVYZE-PM.MP\$PC>20&D^1-W5=AH9D\Y6A\JT>34P)@>F\Z45T6Z&BIE.Q?>GE^ZV.MG(97HIS.N&2^+1\$>B>+YEP6%.(H<+T6M&S@K. 19&+XB\UPQ.O-PIH&HCUM^M^X+E3\I4HT00?1^X)=>+X5QF.IK\I\>E7=1.B\%=>H7M42352XIAL6ZG-MK\$>P&Q3MZX\IGI\W3\X?>B\I\%:HXQ\O1BZA7I \5<O^GI#H&81\1JY\H\OY3R.M^Y\4589.1YVUZ^F6(78&31G\Y9WKSSD.<^IMJHW\I.PGSN^OUZ.U?2I6DH MHX-\$\$\$\$ZS8ZF0.HPR8:S\$W^N=-B<C<3%=>JH(C\IFX\I.AF&:GPO\O=-#5XN%MRV>02.ETHY:Y^NC;#..8C9M+O?)UDAM4U&M-GD>=9&)QF53CNW.LE.L4D-M&TVE\HKDP%L\1# \FV\Y?78Z.M.9EEPID8.^S\4V7-.IL<3&?>7AH.MH\Q^IV=GSYIV&6&S&S0YF69^PS\H@>IP?70J3>J12.XO51-Z8H\U^>RX?I-MF<=>K2O(RD.PP<=>K&R)1+514LTZE^KO^D\U-6J50R<= 5:GOU656L\$K4\>S.M\LOVD.^W\MMV\+5>IP2>Z290N<=>.%P%WZC\I%G.EC.T.M^<G^>E2\>J4U9\CKZ.WMXE.L-AZF7-78M\ZSS>2>43.PI&QO2>0BCV.M.J? 3&X?+ZRJ3B&O&M\U\>HH^S&S^>NTM.55\N1K<=>X&E4\$58Z>2-M42.J2J3<@>BLP%4.L51MSF8\I@)%%G2VQI7=J5\U3-0@T&K&A6VC4>=A0-M43P.1\=-&K&LX4K(:O.MZK9U\T6NAG^?MZ&G\I\A\YX\FYVW=>I>=>+1T6GD.M9\$.Sf\$S&M^>V\JHM\J9\MMH\I\>N\O\7B4YAQ\>49R6\1&#>JIM.UO=D7VXQ M0<^0E^0<^#6H25#&:TM<^I-02IN4^?U\%VLIJMN^G.SWT^E\I&^H\%L\I^F2I+MBD+B6FU\O1N&^NH\DIPL@V\4WU37>KVP.SIP<^LEN<+OTI7X?%!=V56I% MIVK+J3\F6\1^UO\Z6<6I\^I2TE^>=>T?CAC&S\I=5B-M3OZOKO>K0EY44D?I3W\H\>97XBN\<6S?P^NCI&=E\I#>I6WG.M^PH\A2@YH4X.9U1K&I\U^>O&KIN5S?> 3&SS.S\I2U\+3N\I\>6L2&HY#?M750IK\H2Z\L>GIZ9N7L&R\B?+J\N^K<^>G\I\A\YFU\UW<^>PP\CFX?>CQ\I04=>#0\I0Q\3?>2\W\PIBU>=>D\IS9<=>B\I.T.MA2O\V? 4L7JCUZ2HCN^>4\4C42^>=>8T^>=>S^>V\I\W@UPG<2&X\B>@>DP\$^J2F?>#HOVW\J7->2-IXIV\J7JL^>MX-<=>F\JQ(024IRA<09IG&6C2XBEGD-76\SW.CGK4.SN0N)D\I&S^SF%? M?I7U23K^K&K&T\FI-F\PI=CMSI&G7HRXVQO-25XHB&X&B\52-:O-HX=>=>72V.MPE6-W\I3RBW2<B7+2ZRR3M>PBF^CTAIRA>2?>K&XB\O>3\I.0WS&A\>5&SBW&MOQO-W? 1=505/W%3.GMB->@%RL%>^IH4&72>821@2FY\NI+QF\KXOB&3?>NW-MH\>+4XA6;8D7.^>^IOPA.X\O=Z^>I->+4ZL.NC&I\U\$.KW.&U\I^>FS(IL6;W\N84G=BN9N^4 M%2P5\A(2&=>6\I\UICK\+VNB@=>K^FS5YAI8F^W&Q5M&K(3XVY-W0TOYK&K^M\K\X=-<^NA.P^M@>Z\U@>W?I\#I275QSF6U<=>3&69N24\9G&S\SFZ^GP09VW-M0\I(=>55T@? <8N0957.H\>G<X\T^9265<<R<S>?>#T6W3GUGJ9P^KATID.MIL&AG<U&Z&(4ONOE^J\I^>9Y.90.2Q\I<5^O^>)IM>7W=J&S\I^#10<@>Q-9UE\ITIP.MN@.10.8 >&P0>VIR.W-H965T\ULQ5%N.N&V&5-M&5KT.K#64=0MM0AT\>K&F89.@SFXB^KZOLU@M(65A)=DHZ3O<@OLK\I\W^W\>B+M-IG^H\>X&6UZA\ICV2>=>G\I.SL^R^K6ILS TJRYVTS4#GL620=2DM-Q0G-M3JL^M^>=>A&D496&KZR83WW7G9Y\>U^>V=8WGLR^>5^>OL&I&69I^P=I.5F.M.U\U^>NY.87->OIC2PU&A&EJ0L3^T&Z\I>B>?> QV85P-MIA0XT^H&IV2I-MU\$77N^YF0>0(88.KZO-D-IIO&IO&1&-X^8P3BE^WOI#^>=>VD92D-7JKE-MM\JRVUE0!%#A6NX>Z\I.O^>13^>KP5JHO.>@N^WE?D :SVOJKV&P.VYKKK^>I\MF<=>477TIDIR^#>I\WXB&S.(G>=>5V\I4M\I.F=>XJ3Z-R=6^K^>A\JM^>I^>M\JZ^>V\O&X\I\RO>7VZN^ZYO.ZA\I6^W^Z\I<^I2^>G05&=>W\JZZ^JN MQIX&S.&25#^PNDE\I@>Q=>S<=>DB@I^>X\PII\Z\Z62GS&H^>PUJ?2>I.350.MINT6+GV.40K6&+E^>V\IOG.PWM.YYIZ>N-21K=>8&S\I^E\I2Q\I^>XUP&ZM0&JMK(S4;COI.M-M^0\$W= 18F^N@>#B&K&H&V\I\CELL&+>151-U3\I<=>=>F&A@>T-94.65%O\I?P-M.1.J2H\58MUNO(M.2^>K^>#PH\I.O3B<JMG42JIV<=>=>L&K(A1T^>P>R57MG.M^>#M^>25^I^>10F+0? YBDAU&S.G(I22)76B(I<=>=>E66%Q\N?5&7QJ\^T88.MH&IO&K^>XHB88^>T0J4M50T.O.NP>?>I^>M?ZW<=>2&Q&SOGN7IG\I\I\HWC2G\>?>2>=>4BB2C6%N^Z^>.%=>^H7+ES M03\%XF6O+>)EX.#N1>=>N^N^?H%>GXVIC084(5Z<^LL7>^>I>^>Z3>I>=>?U-MINX.^>BFT&B2IP^H.>@N&U.M^>VW5\>+&I\NZ=>=>VCG0^%HLS3&PO=VIR-W-H965T;3CV-9? ^CG8RYX&G.ML9-LBY>=>Z^Y.M&6&K<QF.37+O^>85P^9I2T^M\I\A323VQI^M^>TZO>=>M^>B&B&HL7G2G;K=7J#?>Z=7H\Z^>Q=Y\I.M^>7%6C;2^40H3\W\I09\$- KL=+YR9=26I&G&S02R9V48Q\N=>I^>T6G50ES.<+M&I\>=1=(8#I\W03^VQ14\@M(C%#8V\H7V^V=PI&Z\IG.U.D=EG.825^M7IN\$ >=>J@>RUBA>00^X&H\PI7X>=>DID.^>=>J&R4K2I.D>+IOXP3B-9O.(D@M<=>4\$EW\I\I\CH?=>=>6V&8-PA9G^V43.IY@DG\TD\BI<=>2=>SA^K%G\USP25.MTF+I8? TAOPIB0R^>B\2\I\PIPU&9^9T^>A&3;C6A0QOIX\G3Z2>=>C^>02.M^PHIUV=KRO8&C-MV\I\H\UN^G^>1<=>5A&I4.8%EB&67^>I=H6?7I25#0C^0BBT&ZK\^TD4VH<Q\^N\>.%H =^%+Q\$0^MIG^P^\$A7K^QI0DAG=>I^ETNV=IR9W\CD^I\#A@P\$BCB&5IYX@N^P%33.C.M^%0H4\#>Q1^>#V^2^RA-HW\I^N3XY4;B&FP(4)JTO.ML1&2?MS:ECHOQHP+M+HD) \E\I%65;5ZZ>=>OVS\>T=YL<=>D5V^H+H\I\MHJ0<=>2=64D7H\GOKK^PH=>=>JTFI^OYB^O&M&K2&=>W63+U^>G\I\V\I-M^%HEJL>^>9^N1+6&M4V\H\I^L7U\ON7^CCG(9= >=>W\O\I\DE>=>B%&O+K=M^>W=0^>P-8ZNY\I\I^>=>J^>9T2P&+X&R^>OJ&S^R^>C&S\DI9-H29\9-1A&H\APPH\I^>2\I&1+I&CTH\R\H&H+Q\I^>X&EUY2&IC^>+>I&CRAT&S^&4Q.O- \E\I+>#>21^PG7^M^>+.#NO\$>#(C\I%>E9J02\N\WU2\I^>YH9:UE2^8IO<=>QP29^HX.CY^>I\U^>6^M^>MBO>^>KNKR\J&K&SUXUNC^VX\H\Y3JN\ZFMK^>KOW\4\RWID.OA\I^>ON^I MFMS(Z\I.N^>R&H\A\>Z.KX^>T3I6>Y.M^>C&6I\YU^>FX3&T\HGB3\I2\$S&Z&W&7-70D&I&G5^>V\A77G=HK;7#>1R.#-M\I&H4=5@>J\W\HD91@.%%>BX5CFFIN9P- F2.\$753NOHH\%..H<C-TX7-GAA.MH\W3N<^>I<=>=>5^>GO\MR4\>WVG?T-4&L^>H0<=>Q-9UD3-Y2O0.M^>S\D)9>&P0=VIR-W-H965T>+I\X=- =>L^>I65B\I&^>J7=>F&WU&VH=V.3.U5U+I^>CK05756V6C\U>HS^>Z)C\YX\TVN2\I>MZ6^>V^>U^>M7H^XFK^>P@>B\2JZV\I^>D8\Y47-MU-DI&3(A5)A\Y1A.TW.2E6@>(HO&MP4PZDS86I? HOP3R9>=>+>@TZZ>9>D>=>MG>=>08R9Y\>=>C\Y.PQ?F4^U-8HD0^>6-UZ\H0&I&E\H074T5I^>4&X\YL9&ADLP2+TH3&D>J^T\9R4O-DI&3A^>E4&FEZK^>I=-I\MWJ M^KB<^>K&C^>T7L&+>Y^>6Z\>SU\I%>D&NS\N\PI\HV@>T^>T^>I\T\%>Y\Y<U^>4^>M6=>N^>W+>I&8&7^>N^>A^>Q@>O\I3>)>V\TG.FQ\$5I6WKV\I^>3^>WRW\SEM^>B^>I M^>1@A\HTP^K6S^>Z>=>7GB\X\0A-3Z\I^>7&9S&M^>X+Q0.MD\I^>F&BQ\NKH^>8UP\MEG\O^>U^>7GZ&3\I>B.C^>4^>I^>S^>H&S(9^>I2.U^>G3T^>M\5I0D6^>Q?YI2I^>F>0>000-M2W\ \AT#GUDIZ382^>4I-T<2A-IWP&S(76?>4<^>3^>D2^>T^>B2^>#>HB-F8-M&+>2-4\$>G^>+&Q597-5\I\MI>BEX7+I@>I\J^K\$>=>=>W>=>5Y\^>DCN\W8T16AK2M\I=-DC^>B7\X;C M>P>P^>CU^K>M\J4<=>N^>B&B\Y^>M^>H<S^>M5ZFO&+>+>^>+>M^>D.VN84-YAUNR-PNXD-M\J4).KXU^>D\I^>9HJ04^>@>U^>A&W89^>W\K7U\Z.K=K\I.CZ\XC^>C M8>=>2>=>I&24X<^>6@>T\I=UOXLNP\N^>9X>G&K^>M^>1^>QLO>=>=>Y^>L^>N\VG6O-M.U\I+P04^>Z\VB8I0W9MDMMU\>PV^>Y4T0=-M&EM^>K\I&C\Z\XC^>PXI6.8W3MHBBY\8O.V9^>P M7H&N&R^>IYR0D\$>=>2QOR\I>QOUIHR@>G.CBFMX\$>(>S>3+6^>AMQZ&A%>2\Z^>T^>O^>M^>CT^>P^>S^>PIY8^>0^>I\M^>A^>H.V4UE6 M4I^>I^>ER^>Z\N43&C3^>1404(2?GUYH35V-2&N;K:ARB&K0Q^>M^>I<5D^>MEZ+M8IR&CTIR^>X\YF^>Y0=>I\LE6=D4.959A^>S^>I=H\A\6RMOP+05IDK8F% M\@>\$-I62Z\PIX9U<I\W&W5C>>W\1^>2D\B\$>RZU\>5FC^>J6=I.H\Z\WODC12E8/MN>09^>@>UC<=>5IO6FUOH=H-OP.Z1M&O22.^>2^KTDB&I\I\IPIXL8.G^>I^>W M\YR0>7LD.FOL7F&R=QW-O^>S<=>2&W5P8&7G40+Q\I&C\HQ>P^>P^>7EC.M\Y^>X^>P9H2-82K3.(=>@>O&S<C\P\LD^>I\I^>#Z>=>P\I=PCZ0>=>^>D\>T^>C&Z\ZPG3.^>97>7>W\I^>C\I6>=>43^? P\I4US85.S.M^>#(3CZ2F3<=>X^>XF07.5LF.8475>6P27HPB\I^>P^>D93V0>=>%96.S^>V\I^>75.M&Q\@>Q&S6A8^>I^>T^>I^>4&8E=6&=>D^>K7^>H&I&QY673L.C^>5&R&K.890IDZ M63#>GULASN&G\I>W5N\Z1-31.U^>P1^>=>PHW\STQ\I0^>I^>4EHS6.CN3H^>7U5591M.M3I&G&6/3<322.6-40^>D2.GD6GCIH^>F^>Q^>3^>H\I6L^>Q^>I0A<=>C^>W^>D^>7.M\I^>M^>CMW> 49W^>T5Z.72K7\IUV.0N^>1>I>5I74A^>H\H\51%QD\I\UX7^>@.02P.5^>?>I^>G61D^>M^>3S^>@>H^>I\I&I&I^>H\W\W&K&U&K&5AM;JNV-M^>M^>O&X&K&UXP^>+&+K&R^>5^>DY?ON74/GO;Z- W2W>=>I^>S^>I^>B\HJH<=>QVAXEN^>M\OX6=>V\QK\I=I^>T^>N^>A^>CSDH<=>C\I).Q66K(S\B(Z^>WNG)K25=5K\I\R@> MW8&M^>P^>OHE<=>%WLMZ2\PIH^>B\I^>I^>Q^>C^>F^>AYDV.D^>JUM5%&0J#>Z&6RH5F19-M2&H8\I^>V^>V730M&O2&K/8FF=02CHO-K9-I82V>7F>V^>Y&J&A^>I^K#2/B9>=>+>^>^>YVLEQ^>I^>_T7I5? 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[illegible]

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[illegible]

[illegible]

[illegible]

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report .reu f background-color: #def; } report .reu td f border-bottom: 1px solid black; } % Odd rows... %/ report .ro .report .rou f background-color: white; } report .rou td  
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SHEETS (Parenthetical)Statements3 falsefalseR4-h.htm9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME  
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PRESENTATIONSheethttp://www.crosscountryhealthcare.com/role/ORGANIZATIONANDBASISOFPRESENTATIONORGANIZATION AND BASIS OF PRESENTATIONNotes7  
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POLICIESSheethttp://www.crosscountryhealthcare.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESSUMMARY OF SIGNIFICANT ACCOUNTING POLICIESNotes8  
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ArrangementsSheethttp://xbrl.sec.gov/cfd/report/InsiderTradingArrangementsInsider Trading ArrangementsNotes24 falsefalseR25-h.htm9954471 - Disclosure - SUMMARY OF  
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STATEMENTS - Statement of Stockholders' Equity
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Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth-ref": { "r67" } }, "us-gaap-AdditionalPaidInCapitalMember": { "xbrlType": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": { "http://www.crosscountryhealthcare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFTOCKHOLDERSEQUITY", "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-In Capital", "label": "Additional Paid-In Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth-ref": { "r572", "r822", "r823", "r824", "r826", "r903", "r961" } }, "ecd-AdjToCompAmt": { "xbrlType": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth-ref": { "r761" } }, "ecd-AdjToCompAxis": { "xbrlType": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation", "label": "Adjustment to Compensation [Axis]", "auth-ref": { "r761" } }, "ecd-AdjToNonPeeoCompFnTextBlock": { "xbrlType": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeeoCompFnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote", "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]", "auth-ref": { "r761" } }, "ecd-AdjToPeeoCompFnTextBlock": { "xbrlType": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeeoCompFnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "terseLabel": "Adjustment To PEO Compensation, Footnote", "label": "Adjustment To PEO Compensation, Footnote [Text Block]", "auth-ref": { "r761" } }, "us-

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or financial institutions, and other accounts with general characteristics of demand deposits. 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } } , "auth_ref": { "r2": "r85" } } , "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } } , "auth_ref": { "r759" } } , "ecd_ChngInFrValAsOfVstngDtOfPrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { 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For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006."}}},"auth_ref":{"dei-DocumentsPeriodEndDate":{"xbrltype":"dateItemType","nsuri":"http://xbrl.sec.gov/dei/2024","localname":"DocumentPeriodEndDate","presentation":{"http://www.crosscountryhealthcare.com/role/Cover"},"lang":{"en-us":{"role":{"terseLabel":"Document Period End Date","label":"Document Period End Date","documentation":"For the EDGAR submission types of Form 8-K, the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A, the filing date; for all other submission types: the end of the reporting or transition period. 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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." }, { "auth_ref": "r484" }, { "us-gaap-LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "crdr": "credit", "calculation": "http://www.crosscountryhealthcare.com/role/LEASESOperatingLeaseMaturityDetails", "parentTag": "us-gaap-LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 }, { "presentation": "http://www.crosscountryhealthcare.com/role/LEASESOperatingLeaseMaturityDetails", "lang": "en-us", "role": "terseLabel", "2025", "label": "Lessee, Operating Lease, Liability, to be Paid, Year One", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. 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Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." }, { "auth_ref": "r473" }, { "us-gaap-LettersOfCreditOutstandingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LettersOfCreditOutstandingAmount", "crdr": "credit", "presentation": "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": "en-us", "role": "terseLabel", "Letters of Credit Outstanding", "label": "Letters of Credit Outstanding, Amount", "documentation": "The total amount of the contingent obligation under letters of credit outstanding as of the reporting date." }, { "auth_ref": "r71", "r109", "r519", "r692", "r819", "r840", "r909" }, { "us-gaap-Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "calculation": "http://www.crosscountryhealthcare.com/role/IMMATERIALFINANCIALRESTATEMENTANDRECLASSIFICATIONSTOPRIORPERIODFINANCIALSTATEMENTSBalanceSheetDetail", "parentTag": "us-gaap-LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 1.0 }, { "presentation": "http://www.crosscountryhealthcare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "lang": "en-us", "role": "terseLabel", "Total liabilities", "label": "Liabilities", "documentation": "Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others." }, { "auth_ref": "r13", "r55", "r56", "r57", "r60", "r61", "r62", "r63", "r161", "r242", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r310", "r425", "r426", "r427", "r460", "r583", "r647", "r711", "r870", "r918", "r919" }, { "us-gaap-LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": "http://www.crosscountryhealthcare.com/role/IMMATERIALFINANCIALRESTATEMENTANDRECLASSIFICATIONSTOPRIORPERIODFINANCIALSTATEMENTSBalanceSheetDetail", "parentTag": null, "weight": null, "order": null, "root": true }, { "presentation": "http://www.crosscountryhealthcare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "lang": "en-us", "role": "terseLabel", "Total liabilities and stockholders' equity", "label": "Liabilities and Equity", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." }, { "auth_ref": "r71", "r109", "r519", "r692", "r819", "r840", "r909" }, { "us-gaap-LiabilitiesAndStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquityAbstract", "presentation": "http://www.crosscountryhealthcare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "lang": "en-us", "role": "terseLabel", "Liabilities and Stockholders' Equity", "label": "Liabilities and Equity [Abstract]" }, { "auth_ref": "r71", "r109", "r519", "r692", "r819", "r840", "r909" }, { "us-gaap-LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrent", "crdr": "credit", "calculation": "http://www.crosscountryhealthcare.com/role/IMMATERIALFINANCIALRESTATEMENTANDRECLASSIFICATIONSTOPRIORPERIODFINANCIALSTATEMENTSBalanceSheetDetail", "parentTag": "us-gaap-Liabilities", "weight": 1.0, "order": 7.0 }, { "presentation": "http://www.crosscountryhealthcare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "lang": "en-us", "role": "terseLabel", "Total current liabilities", "label": "Liabilities, Current", "documentation": "Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer." }, { "auth_ref": "r757", "r132", "r161", "r242", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r310", "r425", "r426", "r427", "r460", "r692", "r870", "r918", "r919" }, { "us-gaap-LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrentAbstract", "presentation": "http://www.crosscountryhealthcare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "lang": "en-us", "role": "terseLabel", "Current liabilities", "label": "Liabilities, Current [Abstract]" }, { "auth_ref": "r757", "r132", "r161", "r242", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r310", "r425", "r426", "r427", "r460", "r692", "r870", "r918", "r919" }, { "us-gaap-LiabilityForClaimsAndClaimsAdjustmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilityForClaimsAndClaimsAdjustmentExpense", "crdr": "credit",
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the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth ref": { "r13", "r107", "r927" } } }, "ccrn_LineOfCreditAmountOfIndebtednessPermittedBySeniorSecuredAssetBasedLoanToBeBorrowedFromOtherSources": { "xbrltype": "monetaryItemType", "nsuri": "http://www.crosscountryhealthcare.com/20240930", "localname": "LineOfCreditAmountOfIndebtednessPermittedBySeniorSecuredAssetBasedLoanToBeBorrowedFromOtherSources", "crdr": "credit", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Amount of indebtedness permitted from other sources", "label": "Line Of Credit, Amount Of Indebtedness Permitted By Senior Secured Asset Based Loan To Be Borrowed From Other Sources", "documentation": "Line Of Credit, Amount Of Indebtedness Permitted By Senior Secured Asset Based Loan To Be Borrowed From Other Sources" } } }, "auth ref": { } } }, "ccrn_LineOfCreditBorrowingBasePercentageOfAccountsReceivable": { "xbrltype": "percentItemType", "nsuri": "http://www.crosscountryhealthcare.com/20240930", "localname": "LineOfCreditBorrowingBasePercentageOfAccountsReceivable", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Borrowing base, percentage of accounts receivable", "label": "Line Of Credit, Borrowing Base, Percentage Of Accounts Receivable", "documentation": "Line Of Credit, Borrowing Base, Percentage Of Accounts Receivable" } } }, "auth ref": { } } }, "ccrn_LineOfCreditFacilityBorrowingBaseAvailability": { "xbrltype": "monetaryItemType", "nsuri": "http://www.crosscountryhealthcare.com/20240930", "localname": "LineOfCreditFacilityBorrowingBaseAvailability", "crdr": "credit", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Borrowing base availability", "label": "Line Of Credit Facility, Borrowing Base Availability", "documentation": "Line Of Credit Facility, Borrowing Base Availability" } } }, "auth ref": { } } }, "us-gaap_LineOfCreditFacilityExpirationPeriod": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityExpirationPeriod", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Line of credit term", "label": "Line of Credit Facility, Expiration Period", "documentation": "Period remaining on line of credit facility before it terminates, in PnYnMnDnHnMnS format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth ref": { } } }, "us-gaap_LineOfCreditFacilityLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityLineItems", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Line of Credit Facility [Line Items]", "label": "Line of Credit Facility [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth ref": { "r301", "r818", "r868" } } }, "us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityMaximumBorrowingCapacity", "crdr": "credit", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Maximum borrowing capacity", "label": "Line of Credit Facility, Maximum Borrowing Capacity", "documentation": "Maximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility." } } }, "auth ref": { "r54", "r59" } } }, "us-gaap_LineOfCreditFacilityRemainingBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityRemainingBorrowingCapacity", "crdr": "credit", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Borrowing availability", "label": "Line of Credit Facility, Remaining Borrowing Capacity", "documentation": "Amount of borrowing capacity currently available under the credit facility (current borrowing capacity less the amount of borrowings outstanding)." } } }, "auth ref": { "r54", "r59", "r301" } } }, "us-gaap_LineOfCreditFacilityTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityTable", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Line of Credit Facility [Table]", "label": "Line of Credit Facility [Table]", "documentation": "Disclosure of information about short-term and long-term contractual arrangements with lender under which borrowing can occur up to maximum amount. Includes, but is not limited to, letter of credit, standby letter of credit, and revolving credit arrangement." } } }, "auth ref": { "r54", "r59", "r301", "r818", "r868" } } }, "us-gaap_LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Quarterly commitment fee on the average daily unused portion percentage", "label": "Line of Credit Facility, Unused Capacity, Commitment Fee Percentage", "documentation": "The fee, expressed as a percentage of the line of credit facility, for available but unused credit capacity under the credit facility." } } }, "auth ref": { } } }, "us-gaap_LineOfCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityMember", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBTLongtermDebtDetails", "lang": { "en-us": { "role": { "terseLabel": "Line of Credit", "label": "Line of Credit [Member]", "documentation": "A contractual arrangement with a lender under which borrowings can be made up to a specific amount at any point in time, and under which borrowings outstanding may be either short-term or long-term, depending upon the particulars." } } }, "auth ref": { } } }, "ccrn_LineOfCreditSublimitAxis": { "xbrltype": "stringItemType", "nsuri": "http://www.crosscountryhealthcare.com/20240930", "localname": "LineOfCreditSublimitAxis", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Line of Credit Sublimit [Axis]", "label": "Line of Credit Sublimit [Axis]", "documentation": "Line of Credit Sublimit [Axis]" } } }, "auth ref": { } } }, "ccrn_LineOfCreditSublimitDomain": { "xbrltype": "domainItemType", "nsuri": "http://www.crosscountryhealthcare.com/20240930", "localname": "LineOfCreditSublimitDomain", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2019AssetBasedLoanAgreementDetails", "lang": { "en-us": { "role": { "terseLabel": "Line of Credit Sublimit [Domain]", "label": "Line of Credit Sublimit [Domain]", "documentation": "Domain for Line of Credit Sublimit [Axis]" } } }, "auth ref": { } } }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": { "http://www.crosscountryhealthcare.com/role/Cover", "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth ref": { } } }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2021TermLoanCreditAgreementNarrativeDetails", "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Axis]", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth ref": { "r13", "r860", "r861", "r862" } } }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": { "http://www.crosscountryhealthcare.com/role/DEBT2021TermLoanCreditAgreementNarrativeDetails", "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Domain]", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth ref": { "r13", "r33", "r860", "r861", "r862" } } }, "srt_MajorCustomersAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MajorCustomersAxis", "presentation": { "http://www.crosscountryhealthcare.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESAdditionalInformationDetails", "lang": { "en-us": { "role": { "terseLabel": "Customer [Axis]", "label": "Customer [Axis]", "documentation": "Customer [Axis]" } } }, "auth ref": { "r238", "r669", "r694", "r699", "r875", "r929", "r932", "r933", "r935", "r936", "r937", "r938", "r939", "r940", "r941", "r942", "r943", "r944", "r945", "r946", "r947", "r948", "r949", "r950", "r951", "r952", "r953", "r954", "r955", "r956", "r957", "r958", "r959" } } }, "ccrn_ManagedServiceProgramsMSPCustomerMember": { "xbrltype": "domainItemType", 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Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } } } } , "auth_ref": { "r488", "r489", "r490", "r492", "r495", "r569", "r570", "r571", "r610", "r611", "r612", "r630", "r631" } } } , "us-gaap_RepaymentsOfLongTermLinesOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLongTermLinesOfCredit", "crdr": "credit", "calculation": { "http://www.crosscountryhealthcare.com/role/IMMATERIALFINANCIALRESTATEMENTANDRECLASSIFICATIONSTOPRIORPERIODFINANCIALSTATEMENTSStatementofCashFl": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 2.0 } } , "presentation": { "http://www.crosscountryhealthcare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOF CASH FLOWS", "http://www.crosscountryhealthcare.com/role/IMMATERIALFINANCIALRESTATEMENTANDRECLASSIFICATIONSTOPRIORPERIODFINANCIALSTATEMENTSStatementofCashFl": { "lang": { "en-us": { "role": { "negatedLabel": "Repayments on Senior Secured Asset-Based revolving credit facility", "label": "Repayments of Long-Term Lines of Credit", "documentation": "The cash outflow for the settlement of obligation drawn from a contractual arrangement with the lender, including letter of credit, standby letter of credit and revolving credit arrangements, under which borrowings can be made up to a specific amount at any point in time with maturities due beyond one year or the operating cycle, if longer." } } } } } , "auth_ref": { "r84" } } } , "us-gaap_RepaymentsOfNotesPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfNotesPayable", "crdr": "credit", "calculation": { "http://www.crosscountryhealthcare.com/role/IMMATERIALFINANCIALRESTATEMENTANDRECLASSIFICATIONSTOPRIORPERIODFINANCIALSTATEMENTSStatementofCashFl": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 9.0 } } , "presentation": { "http://www.crosscountryhealthcare.com/role/IMMATERIALFINANCIALRESTATEMENTANDRECLASSIFICATIONSTOPRIORPERIODFINANCIALSTATEMENTSStatementofCashFl": { "lang": { "en-us": { "role": { "negatedLabel": "Principal payments on note payable", "label": "Repayments of Notes Payable", "documentation": "The cash outflow for a borrowing supported by a written promise to pay an obligation." } } } } } , "auth_ref": { "r84" } } } , "us-gaap_RepaymentsOfSecuredDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfSecuredDebt", "crdr": "credit", "calculation": { "http://www.crosscountryhealthcare.com/role/IMMATERIALFINANCIALRESTATEMENTANDRECLASSIFICATIONSTOPRIORPERIODFINANCIALSTATEMENTSStatementofCashFl": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 4.0 } } , "presentation": { "http://www.crosscountryhealthcare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOF CASH FLOWS", "http://www.crosscountryhealthcare.com/role/DEBT2021TermLoanCreditAgreementNarrativeDetails", "http://www.crosscountryhealthcare.com/role/IMMATERIALFINANCIALRESTATEMENTANDRECLASSIFICATIONSTOPRIORPERIODFINANCIALSTATEMENTSStatementofCashFl": { "lang": { "en-us": { "role": { "negatedLabel": "Principal payments on term loan", "label": "Repayment of outstanding obligations", "documentation": "The cash outflow to repay long-term debt that is wholly or partially secured by collateral. 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An example would be amounts associated with contracts or programs where the recognized revenue for performance thereunder exceeds the amounts billed under the terms thereof as of the date of the balance sheet", "auth_ref": {"r502"}}, "ecd-UndrlygSecurityMktPriceChngPct": {"xbrltype": "pureItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "UndrlygSecurityMktPriceChngPct", "presentation": {"http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure": {"lang": {"en-us": {"role": {"terseLabel": "Underlying Security Market Price Change", "label": "Underlying Security Market Price Change, Percent", "documentation": "Amount of increase in unrecognized tax benefits resulting from tax positions that have been or will be taken in current period tax return", "auth_ref": {"r402", "r680"}}, "us-gaap-UnrecognizedTaxBenefitsIncreasesResultingFromCurrentPeriodTaxPositions": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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[The following text is extremely dense and appears to be a mix of random characters and some recognizable words, possibly representing a corrupted document or a highly stylized code. It contains many symbols, numbers, and letters, making it largely illegible as natural language.]

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R80A<M1A15 V MQB&N3<=>A VY#229D4H1<1Y1E5YJH5"VS<(<1&AT1<4&OAC0<J1 J1A1 M10<D<=>1Z2+ZV+K+Z2<W11#>1<1<R H#7P1XK<@>F# Q1<CAQOIT<=>
MESX&14<5B VF&N3>1XP1DP0BH 1A1&3&B<C<4?>10J008Q&F85V MBW<VY>3X>22J&S<B<=>EUIH 10A<OV31T GRXR 25ZK<NBU1F7U5=X?>
MXRCF7+DQC OJRU1N<@1A1V+1+2LAV GSD52A1 L R N T3<59 C4=>V62 X1<1 M0.FO<V1<IV4N 6AX1X1J1<0<U+2+>AY<FO=P"2"XO1"1X#<1CH 1\$<M YG/JF6<A<+&br/>>2%<Q"1YKN41MHD 1+1#>HXGL(G12>>BG< 3<2 8F8B01 M K1G V=>PCHP17Z<V1<CUT49D32V B1H1FKG51WB -V5-
3 H+D<C77N S=7MZ<LA*>BV&141<@>2J>@>WWU1.U" 3? M<1 P2/C\$>#9YA1QOP1\$<J/K W1L M N<7ZH=>=>UCB5:O%VKKH4 N
MHIC<=&MEFYX%>YYSGOE.5B 1V1N3+>1A016<RL7 #6R<1 M X8P1M9BK<WLPD1<@>1"V610Z-KAN<SVY1R1 P1C1D:E6<X17CU MISN1?O51PQ91GYZ1\$<=>ZY<@<=>
<(<1Z1Z1%>NZOX1@>1"BEZ"QBI1MWODX1\$S:ZC<(<=>ANR4W1Q9A1Q1H2&UR"RS"NA N MKD51

[illegible]

[The following text contains extremely noisy and illegible characters, likely representing corrupted data or a heavily distorted document. It appears to be a mix of random letters, numbers, and symbols.]

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