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of ContentsUNITEDÂ STATES SECURITIES AND EXCHANGE COMMISSIONWashington,Â D.C. 20549FORMÂ 10-KxÂ ANNUAL REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIES EXCHANGE ACT OF 1934For the fiscal year ended DecemberÂ 31, 2024ORâ˜Â Â TRANSITION REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period from _____to_____Commission File No.Registrant; State of Incorporation; Address; and Telephone NumberIRS Employer Identification No.1-9513CMSÂ ENERGY CORPORATION38-2726431(A Michigan Corporation)One Energy Plaza, Jackson, Michigan 49201(517) 788-05501-5611CONSUMERSÂ ENERGY COMPANY38-0442310(A Michigan Corporation)One Energy Plaza, Jackson, Michigan 49201(517) 788-0550Securities registered pursuant to SectionÂ 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCMSÂ Energy Corporation Common Stock, $0.01 par valueCMSNew York Stock ExchangeCMSÂ Energy Corporation 5.625% Junior Subordinated Notes due 2078CMSCMSNew York Stock ExchangeCMSÂ Energy Corporation 5.875% Junior Subordinated Notes due 2078CMSCNew York Stock ExchangeCMSÂ Energy Corporation 5.875% Junior Subordinated Notes due 2079CMSDNew York Stock ExchangeCMSÂ Energy Corporation Depositary Shares, each representing a 1/1,000th interest in a share of 4.200% Cumulative Redeemable Perpetual Preferred Stock, Series CCMSÂ PRCNew York Stock ExchangeConsumers Energy Company Cumulative Preferred Stock, $100Â parÂ value: $4.50Â SeriesCMS-PBNew York Stock ExchangeSecurities registered pursuant to SectionÂ 12(g) of the Act:NoneIndicate by check mark if the registrant is a well-known seasoned issuer, as defined in RuleÂ 405 of the Securities Act.CMSÂ Energy Corporation:Yesâ˜Noâ˜Consumers Energy Company:Yesâ˜Noâ˜Indicate by check mark if the registrant is not required to file reports pursuant to SectionÂ 13 or SectionÂ 15(d) of the Act.CMSÂ Energy Corporation:Yesâ˜Noâ˜Consumers Energy Company:Yesâ˜Noâ˜Indicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12Â months (or for such shorter period that the registrant was required to file such reports), and (2)Â has been subject to such filing requirements for the past 90Â days.CMSÂ Energy Corporation:Yesâ˜Noâ˜Consumers Energy Company:Yesâ˜Noâ˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to RuleÂ 405 of RegulationÂ Sâ€˜T (Â§232.405 of this chapter) during the preceding 12Â months (or for such shorter period that the registrant was required to submit such files).CMSÂ Energy Corporation:Yesâ˜Noâ˜Consumers Energy Company:Yesâ˜Noâ˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a nonâ€˜accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12bâ€˜2 of the ExchangeÂ Act.CMSÂ Energy Corporation:ConsumersÂ Energy Company:Large accelerated filerâ˜Large accelerated filerâ˜Nonâ€˜accelerated filerâ˜Nonâ€˜accelerated filerâ˜Accelerated filerâ˜Accelerated filerâ˜Smaller reporting companyâ˜Smaller reporting companyâ˜Emerging growth companyâ˜Emerging growth companyâ˜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 SectionÂ 13(a) of the Exchange Act.CMSÂ Energy Corporation:â˜Consumers Energy Company:â˜Indicate by check mark whether the registrant has filed a report on and attestation to its managementâ€™s assessment of the effectiveness of its internal control over financial reporting under SectionÂ 404(b) of the Sarbanes-Oxley Act (15Â U.S.C.Â 7262(b)) by the registered public accounting firm that prepared or issued its audit report.CMSÂ Energy Corporation:â˜Consumers Energy Company:â˜If securities are registered pursuant to SectionÂ 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.CMSÂ Energy Corporation:â˜Consumers Energy Company:â˜Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrantâ€™s executive officers during the relevant recovery period pursuant to Â§240.10D-1(b).CMSÂ Energy Corporation:â˜Consumers Energy Company:â˜Indicate by check mark whether the registrant is a shell company (as defined in RuleÂ 12bâ€˜2 of the Exchange Act).CMSÂ Energy Corporation:Yesâ˜Noâ˜Consumers Energy Company:Yesâ˜Noâ˜The aggregate market value of CMSÂ Energy voting and nonâ€˜voting common equity held by nonâ€˜affiliates was $17.701Â billion for the 297,340,567 CMSÂ Energy Corporation Common Stock shares outstanding on JuneÂ 28,Â 2024 based on the closing sale price of $59.53 for CMSÂ Energy Corporation Common Stock, as reported by the New York Stock Exchange on such date. There were noÂ shares of Consumers common equity held by nonâ€˜affiliates as of JuneÂ 28,Â 2024.There were 298,794,638 shares of CMSÂ Energy Corporation Common Stock outstanding on JanuaryÂ 17, 2025. On JanuaryÂ 17, 2025, CMSÂ Energy held all 84,108,789 outstanding shares of common stock of Consumers.Documents incorporated by reference in PartÂ III:Â CMSÂ Energyâ€™s and Consumersâ€™ proxy statement relating to their 2025Â Annual Meetings of Shareholders to be held MayÂ 2,Â 2025. Table of ContentsÂ Â Â Â Table of ContentsCMSÂ Energy CorporationConsumers Energy CompanyAnnual Reports on FormÂ 10â€˜K to the Securities and Exchange Commission for the Year Ended DecemberÂ 31,Â 2024Table of ContentsGlossary2Filing Format13Forward-looking Statements and Information13PartÂ I17ItemÂ 1.Business17ItemÂ 1A.Risk Factors38ItemÂ 1B.Unresolved Staff Comments50ItemÂ 1C.Cybersecurity50ItemÂ 2.Properties51ItemÂ 3.Legal Proceedings51ItemÂ 4.Mine Safety Disclosures51PartÂ II52ItemÂ 5.Market For Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities52ItemÂ 6.Reserved53ItemÂ 7.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations53ItemÂ 7A.Quantitative and Qualitative Disclosures About Market Risk88ItemÂ 8.Financial Statements and Supplementary Data89ItemÂ 9.Changes in and Disagreements with Accountants on Accounting and Financial Disclosure189ItemÂ 9A.Controls and Procedures189ItemÂ 9B.Other Information191ItemÂ 9C.Disclosure Regarding Foreign Jurisdictions that Prevent Inspections191PartÂ III191ItemÂ 10.Directors, Executive Officers and Corporate Governance191ItemÂ 11.Executive Compensation192ItemÂ 12.Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters193ItemÂ 13.Certain Relationships and Related Transactions, and Director Independence193ItemÂ 14.Principal Accountant Fees and Services193PartÂ IV195ItemÂ 15.Exhibits and Financial Statement Schedules195ItemÂ 16.FormÂ 10-K Summary208Signatures2091Table of ContentsGlossaryCertain terms used in the text and financial statements are defined below.2023Â FormÂ 10â€˜KEach of CMSÂ Energyâ€™s and Consumersâ€™ Annual Report on FormÂ 10â€˜K for the year ended DecemberÂ 31,Â 20232023Â Energy LawMichiganâ€™s Public ActsÂ 229, 230, 231, 233, 234, and 235 of 20233GThird generation technology4GFourth generation technologyABATEAssociation of Businesses Advocating Tariff EquityABOAccumulated benefit obligation; the liabilities of a pension plan based on service and pay to date, which differs from the PBO in that it does not reflect expected future salary increasesAFUDCAllowance for borrowed and equity funds used during constructionAOCIAccumulated other comprehensive income (loss)AROAsset retirement obligationASCÂ 715Financial Accounting Standards Board Accounting Standards Codification TopicÂ 715, Retirement BenefitsASPAppliance Service PlanASUFinancial Accounting Standards Board Accounting Standards Update2Table of ContentsAudit CommitteeThe Audit Committee of the Board, which is composed entirely of independent directors. Aviator WindAviator Wind Holdings,Â LLC, a VIE in which Aviator Wind Equity Holdings holds a ClassÂ B membership interestAviator Wind Equity HoldingsAviator Wind Equity Holdings,Â LLC, a VIE in which Grand River Wind,Â LLC, a wholly owned subsidiary of NorthStar Clean Energy, has a 51â€˜percent interestBay HarborA residential/commercial real estate area located near Petoskey, Michigan, in which CMSÂ Energy sold its interest in 2002BcfBillion cubic feetBoardBoard of Directors of CMSÂ Energy and ConsumersCAOChief Accounting OfficerCCRCoal combustion residualCEOChief Executive OfficerCERCLAComprehensive Environmental Response, Compensation, and Liability Act of 1980, as amendedCFOChief Financial OfficerCIOChief Information Officercity-gate contractAn arrangement made for the point at which a local distribution company physically receives gas from a supplier or pipeline3Table of ContentsClean Air ActFederal Clean Air Act of 1963, as amendedClean Energy PlanConsumersâ€™ long-term

strategy for delivering clean, reliable, resilient, and affordable energy to its customers; this plan was originally outlined and approved in Consumersâ€™ 2018Â integrated resource plan and subsequently updated and approved through its 2021Â integrated resource planClean Water ActFederal Water Pollution Control Act of 1972, as amendedCMSÂ CapitalCMSÂ Capital,Â L.L.C., a wholly owned subsidiary of CMSÂ EnergyCMSÂ EnergyCMSÂ Energy Corporation and its consolidated subsidiaries, unless otherwise noted; the parent of Consumers and NorthStar Clean EnergyCMSÂ ERMCMSÂ Energy Resource Management Company, a wholly owned subsidiary of NorthStar Clean EnergyCMSÂ Gas TransmissionCMSÂ GasÂ TransmissionÂ Company, a wholly owned subsidiary of NorthStar Clean EnergyCMSÂ LandCMSÂ Land Company, a wholly owned subsidiary of CMSÂ Capital,Â L.L.C., a wholly owned subsidiary of CMSÂ EnergyConsumersConsumers Energy Company and its consolidated subsidiaries, unless otherwise noted; a wholly owned subsidiary of CMSÂ EnergyConsumers 2014 Securitization FundingConsumers 2014 Securitization FundingÂ LLC, a wholly owned consolidated bankruptcy-remote subsidiary of Consumers and special-purpose entity organized for the sole purpose of purchasing and owning securitization property, issuing securitization bonds, and pledging its interest in securitization property to a trustee to collateralize the securitization bondsConsumers 2023Â Securitization FundingConsumers 2023 Securitization FundingÂ LLC, a wholly owned consolidated bankruptcy-remote subsidiary of Consumers and special-purpose entity organized for the sole purpose of purchasing and owning securitization property, issuing securitization bonds, and pledging its interest in securitization property to a trustee to collateralize the securitization bonds4Table of ContentsCovert Generating StationA 1,200-MW natural gas-fueled generation station that was acquired by Consumers in MayÂ 2023 from NewÂ Covert Generating Company,Â LLC, a non-affiliated companyCravenCraven County Wood Energy Limited Partnership, a VIE in which HYDRAâ€‘CO Enterprises,Â Inc., a wholly owned subsidiary of NorthStar Clean Energy, has a 50â€’percent interestCSAPRCross-State Air Pollution Rule of 2011, as amendedDBÂ Pension Plan ADefined benefit pension plan of CMSÂ Energy and Consumers, including certain present and former affiliates and subsidiaries, created as of DecemberÂ 31,Â 2017 for active employees who were covered under the defined benefit pension plan that closed in 2005DBÂ Pension Plan BDefined benefit pension plan of CMSÂ Energy and Consumers, including certain present and former affiliates and subsidiaries, amended as of DecemberÂ 31,Â 2017 to include only retired and former employees who were covered under the defined benefit pension plan that closed in 2005DBÂ Pension PlansDefined benefit pension plans of CMSÂ Energy and Consumers, comprising DBÂ Pension PlanÂ A and DBÂ Pension PlanÂ BDBÂ SERPDefined Benefit Supplemental Executive Retirement PlanDCCPDefined Company Contribution PlanDCÂ SERPDefined Contribution Supplemental Executive Retirement PlanDIGDearborn Industrial Generation,Â L.L.C., a wholly owned subsidiary of Dearborn Industrial Energy,Â L.L.C., a wholly owned subsidiary of NorthStar Clean EnergyDodd-Frank ActDodd-Frank Wall Street Reform and Consumer Protection Act of 2010DTEÂ ElectricDTEÂ Electric Company, a nonâ€‘affiliated company5Table of ContentsEEIEdison Electric Institute, an association representing all U.S. investor-owned electric companiesEGLEMichigan Department of Environment, Great Lakes, and EnergyEndangered Species ActEndangered Species Act of 1973, as amendedEnerBankEnerBankÂ USA, a wholly owned subsidiary of CMSÂ Capital until OctoberÂ 1,Â 2021energy waste reductionThe reduction of energy consumption through energy efficiency and demand-side energy conservation, as established under Michigan lawEPAU.S.Â Environmental Protection AgencyEPSEarnings per shareERCOTElectric Reliability Council of TexasExchange ActSecurities Exchange Act ofÂ 1934Federal Power ActFederal Power Act of 1920FERCFederal Energy Regulatory CommissionFirst Mortgage Bond IndentureIndenture dated as of SeptemberÂ 1,Â 1945 between Consumers and The Bank of NewÂ York Mellon, as Trustee, as amended and supplementedFTRFinancial transmission right6Table of ContentsGAAPU.S.Â Generally Accepted Accounting PrinciplesGCCGas Customer Choice, which allows gas customers to purchase gas from alternative suppliersGCRGas cost recoveryGeneseeGenesee Power Station Limited Partnership, a VIE in which HYDRAâ€‘CO Enterprises,Â Inc., a wholly owned subsidiary of NorthStar Clean Energy, has a 50â€’percent interestGood Neighbor PlanA plan issued by the EPA which secures significant reductions in ozone-forming emissions of NOx from power plants and industrial facilitiesGraylingGrayling Generating Station Limited Partnership, a VIE in which HYDRAâ€‘CO Enterprises,Â Inc., a wholly owned subsidiary of NorthStar Clean Energy, has a 50â€’percent interestGWhGigawatt-hour, a unit of energy equal to oneÂ billion watt-hoursInternal Revenue CodeInternal Revenue Code of 1986, as amendedIRSInternal Revenue ServicekVThousand volts, a unit used to measure the difference in electrical pressure along a currentkVAThousand volt-amperes, a unit used to reflect the electrical power capacity rating of equipment or a systemkWhKilowatt-hour, a unit of energy equal to oneÂ thousand watt-hoursLudingtonLudington pumped-storage plant, jointly owned by Consumers and DTEÂ Electric7Table of ContentsMATSMercury and Air Toxics Standards, which limit mercury, acid gases, and other toxic pollution from coalâ€‘fueled and oilâ€‘fueled power plantsMCVÂ FacilityA 1,647-MW natural gas-fueled, combined-cycle cogeneration facility operated by the MCVÂ PartnershipMCVÂ PartnershipMidland Cogeneration Venture Limited Partnership, a non-affiliated companyMCVÂ PPAPPA between Consumers and the MCVÂ PartnershipMETCMichigan Electric Transmission Company,Â LLC, a nonâ€‘affiliated companyMGPManufactured gas plantMigratory Bird Treaty ActMigratory Bird Treaty Act of 1918, as amendedMISOMidcontinent Independent System Operator,Â Inc.mothballTo place a generating unit into a state of extended reserve shutdown in which the unit is inactive and unavailable for service for a specified period, during which the unit can be brought back into service after receiving appropriate notification and completing any necessary maintenance or other work; generation owners in MISO must request approval to mothball a unit, and MISO then evaluates the request for reliability impactsMPSCMichigan Public Service CommissionMRVMarket-related value of plan assetsMWMegawatt, a unit of power equal to oneÂ million wattsMWhMegawatt-hour, a unit of energy equal to oneÂ million watt-hours8Table of ContentsNAAQSNational Ambient Air Quality StandardsNatural Gas ActNatural Gas Act of 1938NERCNorth American Electric Reliability Corporation, a nonâ€‘affiliated company responsible for developing and enforcing reliability standards, monitoring the bulk power system, and educating and certifying industry personnelNewport Solar HoldingsNewport Solar HoldingsÂ III,Â LLC, a VIE in which Newport Solar Equity HoldingsÂ LLC, a wholly owned subsidiary of Grand River Solar,Â LLC, a wholly owned subsidiary of NorthStar Clean Energy, holds a ClassÂ B membership interestNorthStar Clean EnergyNorthStar Clean Energy Company, a wholly owned subsidiary of CMSÂ Energy, formerly known as CMSÂ Enterprises CompanyNOxNitrogen oxidesNPDESNational Pollutant Discharge Elimination System, a permit system for regulating point sources of pollution under the Clean Water ActNREPAPartÂ 201 of Michiganâ€™s Natural Resources and Environmental Protection Act of 1994, as amendedNWOÂ HoldcoNWOÂ Holdco,Â L.L.C., a VIE in which NWOÂ HoldcoÂ I,Â LLC, a wholly owned subsidiary of Grand River Wind,Â LLC, a wholly owned subsidiary of NorthStar Clean Energy, holds a ClassÂ B membership interestOPEBOther post-employment benefitsOPEBÂ PlanPostretirement health care and life insurance plans of CMSÂ Energy and Consumers, including certain present and former affiliates and subsidiariesOSHAOccupational Safety and Health Administration9Table of ContentsPBOProjected benefit obligationPCBPolychlorinated biphenylPFASPer- and polyfluoroalkyl substancesPISPPerformance Incentive Stock PlanPJMPJM Interconnection Inc. PPAPower purchase agreementPSCRPower supply cost recoveryPURPAPublic Utility Regulatory Policies Act of 1978RCRAFederal Resource Conservation and Recovery Act of 1976RECRenewable energy creditReliability RoadmapConsumersâ€™ five-year strategy to improve its electric distribution system and the reliability of the grid; this plan was filed with the MPSC in 2023, and is an update to Consumersâ€™ previous Electric Distribution Infrastructure Investment Plan filed in 2021ROARetail Open Access, which allows electric generation customers to choose alternative electric suppliers pursuant to Michiganâ€™s Public ActsÂ 141 and 142 of 2000, as amendedS&PStandardÂ & Poorâ€™s Financial ServicesÂ LLC10Table of ContentsSECU.S.Â Securities and Exchange CommissionsecuritizationA financing method authorized by statute and approved by the MPSC which allows a utility to sell its right to receive a portion of the rate payments received from its customers for the repayment of securitization bonds issued by a special-purpose entity affiliated with such utilitySOFRSecured overnight financing rate calculated and published by the Federal Reserve Bank of New YorkTAESToshiba America Energy Systems Corporation, a non-affiliated companyTBJHTBJH Inc., a non-affiliated companyTCJATax Cuts and Jobs Act of 2017Term SOFRThe rate per annum that is a forward-looking term rate based on SOFRT.E.S.Â Filer CityT.E.S.Â Filer City Station Limited Partnership, a VIE in which HYDRAâ€‘CO Enterprises,Â Inc., a wholly owned subsidiary of NorthStar Clean Energy, has a 50â€’percent interestToshibaToshiba Corporation, a non-affiliated company11Table of ContentsUSWUnited Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, AFL-CIO-CLCUWUAUtility Workers Union of America, AFL-CIOVEBA trustVoluntary employeesâ€™ beneficiary association trusts accounts established specifically to set aside employer-contributed assets to pay for future expenses of the OPEB PlanVIEVariable interest entityWolverine PowerWolverine Power Supply Cooperative,Â Inc., a non-affiliated company12Table of ContentsFiling FormatThis combined FormÂ 10â€‘K is separately filed by CMSÂ Energy and Consumers. Information in this combined FormÂ 10â€‘K relating to each individual registrant is filed by such registrant on its own behalf. Consumers makes no representation regarding information relating to any other companies affiliated with CMSÂ Energy other than its own subsidiaries.CMSÂ Energy is the parent holding company of several subsidiaries, including Consumers and NorthStar Clean Energy. None of CMSÂ Energy, NorthStar Clean Energy, nor any of CMSÂ Energyâ€™s other subsidiaries (other than Consumers) has any obligation in respect of Consumersâ€™ debt securities or preferred stock and holders of such securities should not consider the financial resources or results of operations of CMSÂ Energy, NorthStar Clean Energy, nor any of CMSÂ Energyâ€™s other subsidiaries (other than Consumers and its own subsidiaries (in relevant circumstances)) in making a decision with respect to Consumersâ€™ debt securities or preferred stock. Similarly, neither Consumers nor any other subsidiary of CMSÂ Energy has any obligation in respect of securities of CMSÂ Energy.Forward-looking Statements and InformationThis FormÂ 10â€‘K and other CMSÂ Energy and Consumers disclosures may contain forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. The use of â€œanticipates,â€ â€œassumes,â€ â€œbelieves,â€ â€œcould,â€ â€œestimates,â€ â€œexpects,â€ â€œforecasts,â€ â€œgoals,â€ â€œguidance,â€ â€œintends,â€ â€œmay,â€ â€œmight,â€ â€œobjectives,â€ â€œplans,â€ â€œpossible,â€ â€œpotential,â€ â€œpredicts,â€ â€œprojects,â€ â€œseeks,â€ â€œshould,â€ â€œtargets,â€ â€œwill,â€ and other similar words is intended to identify forward-looking statements that involve risk and uncertainty. This discussion of potential risks and uncertainties is designed to highlight important factors that may impact CMSÂ Energyâ€™s and Consumersâ€™ businesses and financial outlook. CMSÂ Energy and Consumers have no obligation to update or revise forward-looking statements regardless of whether new information, future events, or any other factors affect the information contained in the statements. These forward-looking statements are subject to various factors that could cause CMSÂ Energyâ€™s and Consumersâ€™ actual results to differ materially from the results anticipated in these statements. These factors include, but are not limited to, the following, all of which are potentially significant:â€¢the impact and effect of recent events, such as worsening trade relations, geopolitical tensions, war, acts of terrorism, and the responses to these events, and related economic disruptions including, but not limited to, inflation, energy price volatility, and supply chain disruptionsâ€¢the impact of new regulation by the MPSC, FERC, and other applicable governmental proceedings and regulations, including any associated impact on electric or gas rates or rate structuresâ€¢potentially adverse regulatory treatment, effects of a failure to receive timely regulatory orders that are or could come before the MPSC, FERC, or other governmental authorities, or effects of a government shutdownâ€¢changes in the performance of or regulations applicable to MISO, METC, pipelines, railroads, vessels, or other service providers that CMSÂ Energy, Consumers, or any of their affiliates rely on to serve their customersâ€¢the adoption of or challenges to federal or state laws or regulations or changes in applicable laws, rules, regulations, principles, or practices, or in their interpretation, such as those related to energy policy, ROA, the Public Utility Regulatory Policies Act of 1978, infrastructure integrity or security, cybersecurity, gas pipeline safety, gas pipeline capacity, energy waste reduction, the 13Table of Contentsfinancial compensation mechanism, the environment, regulation or deregulation, reliability, health care reforms, taxes, accounting matters, climate change, air emissions, renewable energy, the Dodd-Frank Act, and other business issues that could have an impact on CMSÂ Energyâ€™s, Consumersâ€™, or any of their affiliatesâ€™ businesses or financial resultsâ€¢factors affecting, disrupting, interrupting, or otherwise impacting CMSÂ Energyâ€™s or Consumersâ€™ facilities, utility infrastructure, operations, or backup systems, such as costs and availability of personnel, equipment, and materials; weather and climate, including catastrophic weather-related damage and extreme temperatures; natural disasters; fires; smoke; scheduled or unscheduled equipment outages; maintenance or repairs; contractor performance; environmental incidents; failures of equipment or materials; electric transmission and distribution or gas pipeline system constraints; interconnection requirements; political and social unrest; general strikes; the government and/or paramilitary response to political or social events; changes in trade policies, regulations, or tariffs; accidents; explosions; physical disasters; global pandemics; cyber incidents; physical or cyber attacks; vandalism; war or terrorism; and the ability to obtain or maintain insurance coverage for these eventsâ€¢the ability of CMSÂ Energy and Consumers to execute cost-reduction strategies and/or convert economic development opportunitiesâ€¢potentially adverse regulatory or legal interpretations or decisions regarding environmental matters, or delayed regulatory treatment or permitting decisions that are or could come before agencies such as EGLE, the EPA, FERC, and/or the U.S.Â Army Corps of Engineers, and potential environmental remediation costs associated with these interpretations or decisions, including those that may affect Consumersâ€™ coal ash management or routine maintenance, repair, and replacement classification under New Source Review, a construction-permitting program under the Clean Air Actâ€¢changes in energy markets, including availability, price, and seasonality of electric capacity and energy and the timing and extent of changes in commodity prices and availability and deliverability of coal, natural gas, natural gas liquids, electricity, oil, gasoline, diesel fuel, and certain related productsâ€¢the price of CMSÂ Energy common stock, the credit ratings of CMSÂ Energy and Consumers, capital and financial market conditions, and the effect of these market conditions on CMSÂ Energyâ€™s and Consumersâ€™ interest costs and access to the capital markets, including availability of financing to CMSÂ Energy, Consumers, or any of their affiliatesâ€¢the ability of CMSÂ Energy and Consumers to execute their financing strategiesâ€¢the investment performance of the assets of CMSÂ Energyâ€™s and Consumersâ€™ pension and benefit plans, the discount rates, mortality assumptions, and future medical costs used in calculating the plansâ€™ obligations, and the resulting impact on future funding requirementsâ€¢the impact of the economy, particularly in Michigan, and potential future volatility in the financial and credit markets on CMSÂ Energyâ€™s, Consumersâ€™, or any of their affiliatesâ€™ revenues, ability to collect accounts receivable from customers, or cost and availability of capitalâ€¢changes in the economic and financial viability of CMSÂ Energyâ€™s and Consumersâ€™ suppliers, customers, and other counterparties and the continued ability of these third parties, including those in bankruptcy, to meet their obligations to CMSÂ Energy and Consumers14Table of Contentsâ€¢population changes in the geographic areas where CMSÂ Energy and Consumers conduct businessâ€¢national, regional, and local economic, competitive, and regulatory policies, conditions, and developmentsâ€¢loss of customer demand for electric generation supply to alternative electric suppliers, the creation of municipal utilities, increased use of self-generation including distributed generation, energy waste reduction, or energy storageâ€¢loss of customer demand for natural gas due to alternative technologies or fuels or electrificationâ€¢the ability of Consumers to meet increased renewable energy demand due to customers seeking to meet their own sustainability goals in a timely and cost-efficient mannerâ€¢the reputational or other impact on CMSÂ Energy and Consumers of the failure to meet the renewable or clean energy standards required by the 2023Â Energy Law or to achieve or make timely progress on their greenhouse gas reduction goals related to reducing their impact on climate changeâ€¢adverse consequences of employee, director, or thirdâ€‘party fraud or nonâ€‘compliance with codes of conduct or with laws or regulationsâ€¢federal regulation of electric sales, including periodic reâ€‘examination by federal regulators of CMSÂ Energyâ€™s and Consumersâ€™ market-based sales authorizationsâ€¢any event, change, development, occurrence, or circumstance that could impact the implementation of the Clean Energy Plan, including any action by a regulatory authority or other third party to prohibit, delay, or impair the implementation of the Clean Energy Planâ€¢the ability to meet increases in electric demand associated with data centersâ€¢the availability, cost, coverage, and terms of insurance, the stability of insurance providers, and the ability of Consumers to recover the costs of any insurance from customersâ€¢the effectiveness of CMSÂ Energyâ€™s and Consumersâ€™ risk management policies, procedures, and strategies, including strategies to hedge risk related to interest rates and future prices of electricity, natural gas, and other energy-related commoditiesâ€¢factors affecting development of electric generation projects, gas transmission, and gas and electric distribution infrastructure replacement, conversion, and expansion projects, including factors related to project site identification, construction material availability and pricing, tariffs, embargoes on equipment, supply chain disruptions, schedule delays, interconnection delays, availability of qualified construction personnel, permitting, acquisition of property rights, community opposition, environmental regulations, and government actionsâ€¢changes or disruption in fuel supply, including but not limited to supplier bankruptcy and delivery disruptionsâ€¢potential costs, lost revenues, reputational harm, or other consequences resulting from misappropriation of assets or sensitive information, corruption of data, or operational disruption in connection with a cyberattack or other cyber incidentâ€¢potential disruption to, interruption or failure of, or other impacts on information technology backup or disaster recovery systems15Table of Contentsâ€¢technological developments in energy production, storage, delivery, usage, and meteringâ€¢the ability to implement and integrate technology successfully, including artificial intelligenceâ€¢the impact of CMSÂ Energyâ€™s and Consumersâ€™ integrated business software system and its effects on their operations, including utility customer billing and collectionsâ€¢adverse consequences resulting from any past, present, or future assertion of indemnity or warranty claims associated with assets and businesses previously owned by CMSÂ Energy or Consumers, including claims resulting from attempts by foreign or domestic governments to assess taxes on or to impose

environmental liability associated with past operations or transactionsâ€¢the outcome, cost, and other effects of any legal or administrative claims, proceedings, investigations, or settlementsâ€¢the reputational impact on CMSÂ Energy and Consumers of operational incidents, violations of corporate policies, regulatory violations, inappropriate use of social media, and other eventsâ€¢restrictions imposed by various financing arrangements and regulatory requirements on the ability of Consumers and other subsidiaries of CMSÂ Energy to transfer funds to CMSÂ Energy in the form of cash dividends, loans, or advancesâ€¢earnings volatility resulting from the application of fair value accounting to certain energy commodity contracts or interest rate contractsâ€¢changes in financial or regulatory accounting principles or policiesâ€¢other matters that may be disclosed from time to time in CMSÂ Energyâ€™s and Consumersâ€™ SEC filings, or in other public documentsAll forward-looking statements should be considered in the context of the risk and other factors described above and as detailed from time to time in CMSÂ Energyâ€™s and Consumersâ€™ SEC filings. For additional details regarding these and other uncertainties, see ItemÂ 1A. Risk Factors; ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Outlook; and ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters and NoteÂ 3, Contingencies and Commitments. 16Table of ContentsPartÂ IItemÂ 1.Â Â Â Â BusinessGeneralCMSÂ EnergyCMSÂ Energy was formed as a corporation in Michigan in 1987 and is an energy company operating primarily in Michigan. It is the parent holding company of several subsidiaries, including Consumers, an electric and gas utility, and NorthStar Clean Energy, primarily a domestic independent power producer and marketer. Consumersâ€™ customer base consists of a mix of primarily residential, commercial, and diversified industrial customers. NorthStar Clean Energy, through its subsidiaries and equity investments, is engaged in domestic independent power production, including the development and operation of renewable generation, and the marketing of independent power production.CMSÂ Energy manages its businesses by the nature of services each provides, and operates principally in three business segments: electric utility; gas utility; and NorthStar Clean Energy, its nonâ€‘utility operations and investments. Consumersâ€™ consolidated operations account for the substantial majority of CMSÂ Energyâ€™s total assets, income, and operating revenue. CMSÂ Energyâ€™s consolidated operating revenue was $7.5Â billion in 2024 and 2023, and $8.6Â billion in 2022.For further information about operating revenue, income, and assets and liabilities attributable to all of CMSÂ Energyâ€™s business segments and operations, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”CMSÂ Energy Consolidated Financial Statements and Notes to the Consolidated Financial Statements.ConsumersConsumers has served Michigan customers since 1886. Consumers was incorporated in Maine in 1910 and became a Michigan corporation in 1968. Consumers owns and operates electric generation and distribution facilities and gas transmission, storage, and distribution facilities. It provides electricity and/or natural gas to 6.8Â million of Michiganâ€™s 10Â million residents. Consumersâ€™ rates and certain other aspects of its business are subject to the jurisdiction of the MPSC and FERC, as well as to NERC reliability standards, as described in CMSÂ Energy and Consumers Regulation.Consumersâ€™ consolidated operating revenue was $7.2Â billion in 2024 and 2023, and $8.2Â billion in 2022. For further information about operating revenue, income, and assets and liabilities attributable to Consumersâ€™ electric and gas utility operations, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Consumers Consolidated Financial Statements and Notes to the Consolidated Financial Statements.Consumers owns its principal properties in fee, except that most electric lines, gas mains, and renewable generation projects are located below or adjacent to public roads or on land owned by others and are accessed by Consumers through easements, leases, and other rights. Almost all of Consumersâ€™ properties are subject to the lien of its First Mortgage Bond Indenture. For additional information on Consumersâ€™ properties, see Business Segmentsâ€”Consumers Electric Utilityâ€”Electric Utility Properties and Consumers Gas Utilityâ€”Gas Utility Properties.17Table of ContentsIn 2024, Consumers served 1.9Â million electric customers and 1.8Â million gas customers in Michiganâ€™s Lower Peninsula. Presented in the following map are Consumersâ€™ service territories:Electric service territoryGas service territoryCombination electric and gas service territoryCMSÂ Energy and Consumersâ€”The Triple Bottom LineFor information regarding CMSÂ Energyâ€™s and Consumersâ€™ purpose and impact on the â€œtriple bottom lineâ€ of people, planet, and prosperity, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Executive Overview.Business SegmentsConsumers Electric UtilityElectric Utility Operations: Consumersâ€™ electric utility operations, which include the generation, purchase, distribution, and sale of electricity, generated operating revenue of $5.1Â billion in 2024, $4.7Â billion in 2023, and $5.4Â billion in 2022. Consumersâ€™ electric utility customer base consists of a mix of primarily residential, commercial, and diversified industrial customers in Michiganâ€™s Lower Peninsula.18Table of ContentsPresented in the following illustration is Consumersâ€™ 2024 electric utility operating revenue of $5.1Â billion by customer class:Consumersâ€™ electric utility operations are not dependent on a single customer, or even a few customers, and the loss of any one or even a few of Consumersâ€™ largest customers is not reasonably likely to have a material adverse effect on Consumersâ€™ financial condition.In 2024, Consumersâ€™ electric deliveries were 37Â billionÂ kWh, which included ROA deliveries of fourÂ billionÂ kWh, resulting in net bundled sales of 33Â billionÂ kWh. In 2023, Consumersâ€™ electric deliveries were 36Â billionÂ kWh, which included ROA deliveries of threeÂ billionÂ kWh, resulting in net bundled sales of 33Â billionÂ kWh.Consumersâ€™ electric utility operations are seasonal. The consumption of electric energy typically increases in the summer months, due primarily to the use of air conditioners and other cooling equipment.19Table of ContentsPresented in the following illustration are Consumersâ€™ monthly weather-normalized electric deliveries (deliveries adjusted to reflect normal weather conditions) to its customers, including ROA deliveries, during 2024 and 2023: Consumersâ€™ 2024 summer peak demand was 8,030Â MW, which included ROA demand of 603Â MW. For the 2023-2024 winter season, Consumersâ€™ peak demand was 5,594Â MW, which included ROA demand of 410Â MW. As required by MISO reserve margin requirements, Consumers owns or controls, through long-term PPAs, short-term capacity purchases, and auction capacity purchases, all of the capacity required to supply its projected firm peak load and necessary reserve margin for summer 2025.Electric Utility Properties: Consumers owns and operates electric generation and distribution facilities. For details about Consumersâ€™ electric generation facilities, see the Electric Utility Generation and Supply Mix section that follows this Electric Utility Properties section. Consumersâ€™ distribution system consists of:â€¢270Â miles of high-voltage distribution overhead lines operating at 138Â kVâ€¢fourÂ miles of high-voltage distribution underground lines operating at 138Â kVâ€¢4,646Â miles of high-voltage distribution overhead lines operating at 46Â kV and 69Â kVâ€¢18Â miles of high-voltage distribution underground lines operating at 46Â kVâ€¢81,924Â miles of electric distribution overhead linesâ€¢9,775Â miles of underground distribution linesâ€¢1,098Â substations with an aggregate transformer capacity ofÂ 28Â millionÂ kVAConsumers is interconnected to the interstate high-voltage electric transmission system owned by METC and operated by MISO. Consumers is also interconnected to neighboring utilities and to other transmission systems.Electric Utility Generation and Supply Mix: Consumersâ€™ Clean Energy Plan details its strategy to meet customersâ€™ long-term energy needs. The Clean Energy Plan was most recently revised and approved by the MPSC in 2022. Under Michiganâ€™s integrated resource planning process, Consumers will file updates 20Table of Contentsto its Clean Energy Plan in 2026. Together with updates to its renewable energy plan that Consumers filed in NovemberÂ 2024, these updated plans will serve as Consumersâ€™ blueprint to meeting the requirements of the 2023Â Energy Law that was enacted in Michigan in NovemberÂ 2023. Under its Clean Energy Plan, Consumers will eliminate the use of coal in owned generation in 2025. Specifically, Consumers retired the D.E.Â Karn coal-fueled generating units in JuneÂ 2023 and plans to retire the J.H.Â Campbell coal-fueled generating units in 2025. In order to continue providing controllable sources of electricity to customers while expanding its investment in renewable energy, Consumers purchased the Covert Generating Station, a natural gas-fueled generating facility with 1,200Â MW of nameplate capacity, in MayÂ 2023. Consumers has also contracted to purchase 400Â MW of capacity from battery storage facilities, which will be located in Michiganâ€™s Lower Peninsula and are expected to be operational by 2027.In NovemberÂ 2024, Consumers filed updates to its renewable energy plan, proposing an addition of up to 9,000Â MW of both purchased and owned solar energy resources and up to 2,800Â MW of new, competitively bid wind capacity. These actions will enable Consumers to achieve 60Â percent renewable energy by 2035 and 100Â percent clean energy by 2040. For further information on Consumersâ€™ progress towards reducing carbon emissions and towards meeting the requirements of the 2023Â Energy Law, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Executive Overview and Outlookâ€”Consumers Electric Utility Outlook and Uncertainties.21Table of ContentsPresented in the following table are details about Consumersâ€™ 2024Â electric generation and supply mix:Name and Location (Michigan)Number of Units and Year Entered Service2024Generation Capacity(MW)12024Electric Supply(GWh)Coal steam generationJ.H.Â Campbell 1Â & 2 â€“ West Olive22 Units, 1962-1967540Â 2,718Â J.H.Â Campbell 3 â€“ West Olive2,31 Unit, 1980791Â 5,214Â 1,331Â 7,932Â Oil/Gas steam generationD.E.Â Karn 3Â & 4 â€“ Essexville2 Units, 1975-19771,200Â 96Â HydroelectricLudington â€“ Ludington6 Units, 19731,112Â 4(458)5Conventional hydro generation35 Units, 1906-194975Â 366Â 1,187Â (92)Gas combined cycleCovert Generating Station â€“ Covert3 Units, 20041,089Â 7,159Â Jackson â€“ Jackson1 Unit, 2002534Â 2,001Â Zeeland â€“ Zeeland3 Units, 2002520Â 3,963Â 2,143Â 13,123Â Gas combustion turbinesZeeland (simple cycle) â€“ Zeeland2 Units, 2001314Â 1,733Â Wind generationCrescent Wind Farm â€“ Hillsdale County2021150Â 369Â Cross WindsÂ® Energy Park â€“ Tuscola County2014-2019232Â 721Â Gratiot Farms Wind Project â€“ Gratiot County2020150Â 364Â Heartland Farms Wind Project â€“ Gratiot County2023200Â 432Â Lake WindsÂ® Energy Park â€“ Mason County2012101Â 262Â 833Â 2,148Â Solar generationSolar Gardens â€“ Allendale, Cadillac, and Kalamazoo2016-20215Â 7Â Battery storage capacityBatteries â€“ Grand Rapids, Cadillac, Kalamazoo, and Standish4 Units, 2021-20223Â â€“Â Total owned generation7,016Â 24,947Â Purchased power6Coal generation â€“ T.E.S.Â Filer City63Â 230Â Gas generation â€“ MCV Facility71,240Â 8,440Â Other gas generation153Â 1,222Â Wind generation384Â 996Â Solar generation803Â 1,152Â Other renewable generation194Â 990Â 2,837Â 13,030Â Net interchange power8â€“Â (2,715)Total purchased and interchange power2,837Â 10,315Â Total supply9,853Â 35,262Â Less distribution and transmission loss2,065Â Total net bundled sales33,197Â 1With the exception of wind and solar generation, the amount represents generation capacity during the summer months (planning year 2024Â capacity as reported to MISO and limited by interconnection service limits). For wind and solar generation, the amount represents installed capacity during the summer months.22Table of Contents2Consumers plans to retire these generating units in 2025. 3Represents Consumersâ€™ share of the capacity of the J.H.Â CampbellÂ 3 unit, net of the 6.69â€‘percent ownership interest of the Michigan Public Power Agency and Wolverine Power Supply Cooperative,Â Inc, each a nonâ€‘affiliated company.4Represents Consumersâ€™ 51â€‘percent share of the capacity of Ludington. DTEÂ Electric holds the remaining 49â€‘percent ownership interest.5Represents Consumersâ€™ share of net pumped-storage generation. The pumped-storage facility consumes electricity to pump water during off-peak hours for storage in order to generate electricity later during peakâ€‘demand hours.6Represents purchases under long-term PPAs.7For information about Consumersâ€™ long-term PPA related to the MCVÂ Facility, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitmentsâ€”Contractual Commitments.8Represents the net amount of generation offered to and purchased from the MISO energy market. 23Table of ContentsPresented in the following table are the sources of Consumersâ€™ electric supply for the last threeÂ years:GWhYears Ended DecemberÂ 31202420232022Owned generationGas14,856Â 11,221Â 6,684Â Coal7,932Â 6,884Â 10,217Â Renewable energy2,521Â 1,993Â 2,217Â Oil96Â 2Â 4Â Net pumped storage1(458)(349)(370)Total owned generation24,947Â 19,751Â 18,752Â Purchased power2Gas generation9,662Â 7,244Â 7,182Â Renewable energy generation3,138Â 2,585Â 2,441Â Coal generation230Â 318Â 500Â Nuclear generation3â€“Â â€“Â 2,692Â Net interchange power4(2,715)4,532Â 3,943Â Total purchased and interchange power10,315Â 14,679Â 16,758Â Total supply35,262Â 34,430Â 35,510Â 1Represents Consumersâ€™ share of net pumped-storage generation. During 2024, the pumped-storage facility consumed 1,721Â GWh of electricity to pump water during off-peak hours for storage in order to generate 1,263Â GWh of electricity later during peak-demand hours.2Represents purchases under long-term PPAs.3Represents purchases from a nuclear generating facility that closed in MayÂ 2022.4Represents the net amount of generation offered to and purchased from the MISO energy market. During 2024, 42Â percent of the electric energy Consumers provided to customers was generated by its natural gasâ€‘fueled generating units, which burned 107Â Bcf of natural gas and produced a combined total of 14,856Â GWh of electricity.In order to obtain the gas it needs for electric generation fuel, Consumersâ€™ electric utility purchases gas from the market near the time of consumption, at prices that allow it to compete in the electric wholesale market. For the Covert Generating Station and Jackson and Zeeland plants, Consumers utilizes an agent that owns firm transportation rights to each plant to purchase gas from the market and transport the gas to the facilities. For units 3 & 4 of D.E. Karn, Consumers holds gas transportation contracts to transport to the plant gas that Consumers or an agent purchase from the market.During 2024, Consumers acquired 29Â percent of the electricity it provided to customers through long-term PPAs and the MISO energy market. Consumers offers its generation into the MISO energy market on a day-ahead and real-time basis and bids for power in the market to serve the demand of its customers. Consumers supplements its generation capability with purchases from the MISO energy market.At DecemberÂ 31,Â 2024, Consumers had future commitments to purchase capacity and energy under long-term PPAs with various generating plants. These contracts require monthly capacity payments based on the plantsâ€™ availability or deliverability. The payments for 2025 through 2047 are estimated to total $7.0Â billionÂ and, for each of the next fiveÂ years, $0.7Â billion annually. These amounts may vary depending 24Table of Contentson plant availability and fuel costs. For further information about Consumersâ€™ future capacity and energy purchase obligations, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Capital Resources and Liquidityâ€”Other Material Cash Requirements and ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitmentsâ€”Contractual Commitments.During 2024, 22Â percent of the electric energy Consumers provided to customers was generated by its coal-fueled generating units, which burned fourÂ million tons of coal and produced a combined total of 7,932Â GWh of electricity. In order to obtain the coal it needs, Consumers enters into physical coal supply contracts.At DecemberÂ 31,Â 2024, Consumers had future commitments to purchase coal during 2025 until the retirement of its last coal generating unit; payment obligations under these contracts totaled $24Â million. Most of Consumersâ€™ rail-supplied coal contracts have fixed prices, although some contain market-based pricing. At DecemberÂ 31,Â 2024, Consumers had 100Â percent of its remaining 2025 expected coal requirements under contract, as well as a 20â€‘day supply of coal on hand.In conjunction with its coal supply contracts, Consumers leases a fleet of railcars and has transportation contracts with various companies to provide rail services for delivery of purchased coal to Consumersâ€™ generating facilities. Consumersâ€™ coal transportation contracts are future commitments and expire on various dates through 2025; payment obligations under these contracts totaled $65Â million at DecemberÂ 31,Â 2024.Electric Utility Competition: Consumersâ€™ electric utility business is subject to actual and potential competition from many sources, in both the wholesale and retail markets, as well as in electric generation, electric delivery, and retail services.Michigan law allows electric customers in Consumersâ€™ service territory to buy electric generation service from alternative electric suppliers in an aggregate amount capped at tenÂ percent of Consumersâ€™ sales, with certain exceptions. At DecemberÂ 31,Â 2024, electric deliveries under the ROA program were at the tenâ€‘percent limit. Fewer than 300 of Consumersâ€™ electric customers purchased electric generation service under the ROA program. For additional information, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Outlookâ€”Consumers Electric Utility Outlook and Uncertainties.Consumers also faces competition or potential competition associated with industrial customers relocating all or a portion of their production capacity outside of Consumersâ€™ service territory for economic reasons; municipalities owning or operating competing electric delivery systems; and customer self-generation. Consumers addresses this competition in various ways, including:â€¢aggressively controlling operating, maintenance, power supply, and fuel costs and passing savings on to customersâ€¢providing renewable energy options and energy waste reduction programsâ€¢providing competitive rate-design options, particularly for large energy-intensive customersâ€¢offering tariff-based incentives that support economic developmentâ€¢monitoring activity in adjacent geographical areas25Table of ContentsConsumers Gas UtilityGas Utility Operations: Consumersâ€™ gas utility operations, which include the purchase, transmission, storage, distribution, and sale of natural gas, generated operating revenue of $2.1Â billion in 2024, $2.4Â billion in 2023, and $2.7Â billion in 2022. Consumersâ€™ gas utility customer base consists of a mix of primarily residential, commercial, and diversified industrial customers in Michiganâ€™s Lower Peninsula.Presented in the following illustration is Consumersâ€™ 2024 gas utility operating revenue of $2.1Â billion by customer class: Consumersâ€™ gas utility operations are not dependent on a single customer, or even a few customers, and the loss of any one or even a few of Consumersâ€™ largest customers is not reasonably likely to have a material adverse effect on Consumersâ€™ financial condition.In 2024, deliveries of natural gas through Consumersâ€™ pipeline and distribution network, including off-system transportation deliveries, totaled 362Â Bcf, which included GCC deliveries of 27Â Bcf. In 2023, deliveries of natural gas through Consumersâ€™ pipeline and distribution network, including off-system transportation deliveries, totaled 375Â Bcf, which included GCC deliveries of 31Â Bcf. Consumersâ€™ gas utility operations are seasonal. The consumption of natural gas increases in the winter, due primarily to colder temperatures and the resulting use of natural gas as heating fuel. Consumers injects natural gas into storage during the summer months for use during the winter months. During 2024, 47Â percent of the natural gas supplied to all customers during the winter months was supplied from storage.26Table of ContentsPresented in the following illustration are Consumersâ€™ monthly weather-normalized natural gas deliveries (deliveries adjusted to reflect normal weather conditions) to its customers, including GCC deliveries, during

2024 and 2023:Gas Utility Properties: Consumersâ€™ gas transmission, storage, and distribution system consists of:â€¢2,342Â miles of transmission linesâ€¢15Â gas storage fields with a total storage capacity of 309Â Bcf and a working gas volume of 154Â Bcfâ€¢28,368Â miles of distribution mainsâ€¢eightÂ compressor stations with a total of 153,393Â installed and available horsepowerUnder its Methane Reduction Plan, Consumers has set a goal of net-zero methane emissions from its natural gas delivery system by 2030. Consumers plans to reduce methane emissions from its system by about 80Â percent, from 2012 baseline levels, by accelerating the replacement of aging pipe, rehabilitating or retiring outdated infrastructure, and adopting new technologies and practices. The remaining emissions will likely be offset by purchasing and/or producing renewable natural gas. For further information on Consumersâ€™ progress towards its net-zero methane emissions goal, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Executive Overview.27Table of ContentsGas Utility Supply: In 2024, Consumers purchased 85Â percent of the gas it delivered to its full-service sales customers. The remaining 15Â percent was purchased from authorized GCC suppliers and delivered by Consumers to customers in the GCCÂ program. Presented in the following illustration are the supply arrangements for the gas Consumers delivered to GCC and GCR customers during 2024:Firm city-gate and firm gas transportation contracts are those that define a fixed amount, price, and delivery time frame. Consumersâ€™ firm gas transportation contracts are with Panhandle Eastern Pipe Line Company and Trunkline Gas Company,Â LLC, each a nonâ€affiliated company. Under these contracts, Consumers purchases and transports gas to Michigan for ultimate delivery to its customers. Consumersâ€™ firm gas transportation contracts expire on various dates through 2028 with planned contract volumes providing 36Â percent of Consumersâ€™ total forecasted gas supply requirements for 2025. Consumers purchases the balance of its required gas supply under firm city-gate contracts and through authorized suppliers under the GCC program.Gas Utility Competition: Competition exists in various aspects of Consumersâ€™ gas utility business. Competition comes from GCC and transportation programs; system bypass opportunities for new and existing customers; and from alternative fuels and energy sources, such as propane, oil, and electricity.28Table of ContentsNorthStar Clean Energyâ€”Non-utility Operations and InvestmentsNorthStar Clean Energy, through various subsidiaries and certain equity investments, is engaged in domestic independent power production, including the development and operation of renewable generation, and the marketing of independent power production. NorthStar Clean Energyâ€™s operating revenue was $316Â million in 2024, $297Â million in 2023, and $445Â million in 2022.Independent Power Production: Presented in the following table is information about the independent power plants in which CMSÂ Energy had an ownership interest at DecemberÂ 31,Â 2024:LocationOwnership Interest(%)Primary Fuel TypeGross Capacity(MW)12024 Net Generation(GWh)Dearborn, Michigan100Â Natural gas770Â 5,655Â Jackson County, Arkansas100Â Solar180Â 363Â Gaylord, Michigan100Â Natural gas134Â 20Â Paulding County, Ohio2100Â Wind100Â 270Â Comstock, Michigan100Â Natural gas76Â 245Â Delta Township, Michigan2100Â Solar24Â 40Â Phillips, Wisconsin3100Â Solar3Â 4Â Paulding County, Ohio100Â Solar and storage3Â â€”Â Coke County, Texas51Â Wind525Â 1,786Â Filer City, Michigan50Â Coal73Â 230Â New Bern, North Carolina50Â Wood waste50Â 261Â Flint, Michigan50Â Wood waste40Â 96Â Grayling, Michigan50Â Wood waste38Â 164Â Total2,016Â 9,134Â 1Represents the intended full-load sustained output of each plant. The amount of capacity relating to CMSÂ Energyâ€™s ownership interest was 1,658Â MW and net generation relating to CMSÂ Energyâ€™s ownership interest was 7,883Â GWh at DecemberÂ 31,Â 2024.2NorthStar Clean Energy has entered into an agreement to sell a noncontrolling interest in this plant in 2025.3NorthStar Clean Energy has entered into an agreement to sell this plant in 2025. The operating revenue from independent power production was $69Â million in 2024, $64Â million in 2023, and $58Â million in 2022.Energy Resource Management: CMSÂ ERM purchases and sells energy commodities in support of NorthStar Clean Energyâ€™s generating facilities with a focus on optimizing the independent power production portfolio. In 2024, CMSÂ ERM marketed oneÂ Bcf of natural gas and 7,475Â GWh of electricity. Electricity marketed by CMSÂ ERM was generated by independent power production of NorthStar Clean Energy and by unrelated third parties. CMSÂ ERMâ€™s operating revenue was $247Â million in 2024, $233Â million in 2023, and $387Â million in 2022.NorthStar Clean Energy Competition: NorthStar Clean Energy competes with other energy developers, energy retailers, and independent power producers. The needs of this market are driven by current electric demand and available generation, as well as projections of future electric demand and available generation.29Table of ContentsCMSÂ Energy and Consumers RegulationCMSÂ Energy, Consumers, and their subsidiaries are subject to regulation by various federal, state, and local governmental agencies, including those described in the following sections. If CMSÂ Energy, Consumers, or their subsidiaries failed to comply with applicable laws and regulations, they could become subject to fines, penalties, or disallowed costs, or be required to implement additional compliance, cleanup, or remediation programs, the cost of which could be material. For more information on the potential impacts of government regulation affecting CMSÂ Energy, Consumers, and their subsidiaries, see ItemÂ 1A. Risk Factors, ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Outlook, and ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters.FERC and NERCCMSÂ Energy and its affiliates and subsidiaries are subject to regulation by FERC in a number of areas. FERC regulates certain aspects of Consumersâ€™ electric business, including, but not limited to, compliance with FERC accounting rules, wholesale electric and transmission rates, operation of licensed hydroelectric generating plants, corporate mergers and the sale and purchase of certain assets, issuance of securities, and conduct among affiliates. FERC also regulates the tariff rules and procedures administered by MISO and other independent system operators/regional transmission organizations, including rules governing wholesale electric markets and interconnection of new generating facilities to the transmission system. FERC, in connection with NERC and with regional reliability organizations, also regulates generation and transmission owners and operators, load-serving entities, and others with regard to reliability of the bulk power system.FERC also regulates limited aspects of Consumersâ€™ gas business, principally compliance with FERC capacity release rules, shipping rules, the prohibition of certain buy/sell transactions, and the price-reporting rule.FERC also regulates holding company matters, interlocking directorates, and other issues affecting CMSÂ Energy. In addition, similar to FERCâ€™s regulation of Consumersâ€™ electric and gas businesses, FERC has jurisdiction over several independent power plants, PURPA-qualifying facilities, and exempt wholesale generators in which NorthStar Clean Energy has ownership interests, as well as over NorthStar Clean Energy itself, CMSÂ ERM, CMSÂ Gas Transmission, and DIG.MPSCConsumers is subject to the jurisdiction of the MPSC, which regulates public utilities in Michigan with respect to retail utility rates, accounting, utility services, certain facilities, certain asset transfers, corporate mergers, and other matters.The Michigan Attorney General, ABATE, the MPSCÂ Staff, residential customer advocacy groups, environmental organizations, and certain other parties typically participate in MPSC proceedings concerning Consumers. These parties often challenge various aspects of those proceedings, including the prudence of Consumersâ€™ policies and practices, and seek cost disallowances and other relief. The parties also have appealed significant MPSC orders.Rate Proceedings: For information regarding open rate proceedings, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Outlook and ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters.30Table of ContentsOther RegulationThe U.S.Â Secretary of Energy regulates imports and exports of natural gas and has delegated various aspects of this jurisdiction to FERC and the U.S.Â Department of Energyâ€™s Office of Fossil Fuels.The U.S.Â Department of Transportationâ€™s Office of Pipeline Safety regulates the safety and security of gas pipelines through the Natural Gas Pipeline Safety Act of 1968 and subsequent laws.The Transportation Security Administration, an agency of the U.S.Â Department of Homeland Security, regulates certain activities related to the safety and security of natural gas pipelines.Energy LegislationIn NovemberÂ 2023, Michigan enacted the 2023Â Energy Law, which among other things:â€¢raised the renewable energy standard from the present 15â€percent requirement to 50Â percent by 2030 and 60Â percent by 2035; renewable energy generated anywhere within MISO can be applied to meeting this standard, with certain limitationsâ€¢set a clean energy standard of 80Â percent by 2035 and 100Â percent by 2040; low- or zero-carbon emitting resources, such as nuclear generation and natural gas generation coupled with carbon capture, are considered clean energy sources under this standardâ€¢authorized the MPSC to grant extensions of the clean energy or renewable energy standards deadlines if compliance is not practically feasible, would be excessively costly to customers, or would cause reliability issuesâ€¢increased the energy waste reduction requirement for electric utilities to achieve annual reductions in customersâ€™ electricity use from the present oneâ€percent reduction requirement to 1.5Â percent beginning in 2026; beyond this requirement, the law set a goal of a twoâ€percent reduction and required that such goal be incorporated in an electric utilityâ€™s integrated resource plan modeling scenariosâ€¢increased the energy waste reduction requirement for gas utilities to achieve annual reductions in customersâ€™ gas use from the present 0.75â€percent reduction requirement to 0.875Â percent beginning in 2026â€¢enhanced existing incentives for energy efficiency programs and returns earned on new clean or renewable PPAsâ€¢created a new energy storage standard that requires electric utilities to file plans by 2029 to obtain new energy storage that will contribute to a Michigan target of 2,500Â MW based on their pro rata shareâ€¢expanded the statutory cap on distributed generation resources to tenÂ percentâ€¢expanded the MPSCâ€™s scope of considerations in integrated resource plans to include affordability, greenhouse gas emissions, environmental justice considerations, the effects on human health, and other environmental concernsâ€¢provided the MPSC siting authority over large renewable energy projectsConsumers filed updates to its renewable energy plan in NovemberÂ 2024 and plans to file updates to its Clean Energy Plan in 2026. Together, these updated plans will serve as Consumersâ€™ blueprint to meeting the requirements of the 2023Â Energy Law by focusing on increasing the generation of renewable energy, deploying energy storage, helping customers use less energy, and offering demand response programs to reduce demand during critical peak times.31Table of ContentsCMSÂ Energy and Consumers Environmental Strategy and ComplianceCMSÂ Energy and Consumers are committed to protecting the environment; this commitment extends beyond compliance with applicable laws and regulations. Consumersâ€™ Clean Energy Plan details its long-term strategy for delivering safe, reliable, affordable, clean, and equitable energy to its customers. While Consumersâ€™ existing Clean Energy Plan, established under Michiganâ€™s integrated resource planning process, provides a path towards meeting the requirements of the 2023Â Energy Law, Consumers will file updates to the plan in 2026 to expand and solidify that path. Additionally, Consumers filed updates to its renewable energy plan in NovemberÂ 2024 to propose plans to meet the increased renewable energy standard. Together, these plans will enable Consumers to achieve 60Â percent renewable energy by 2035 and 100Â percent clean energy by 2040 and will also contribute to Consumersâ€™ achievement of its net-zero emissions goals.Under its Methane Reduction Plan, Consumers has set a goal of net-zero methane emissions from its natural gas delivery system by 2030. Consumers plans to reduce methane emissions from its system by about 80Â percent, from 2012 baseline levels, by accelerating the replacement of aging pipe, rehabilitating or retiring outdated infrastructure, and adopting new technologies and practices. The remaining emissions will likely be offset by purchasing and/or producing renewable natural gas. For additional information on Consumersâ€™ Methane Reduction Plan, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Outlookâ€”Consumers Gas Utility Outlook and Uncertaintiesâ€”Gas Environmental Outlook.Encompassing both its electric and gas businesses, Consumers has set a net-zero greenhouse gas emissions target by 2050. This goal incorporates greenhouse gas emissions from Consumersâ€™ natural gas delivery system, including suppliers and customers, and has an interim goal of reducing customer emissions by 25Â percent by 2035. Consumers expects to meet this goal through carbon offset measures, renewable natural gas, energy efficiency and demand response programs, and the adoption of cost-effective emerging technologies once proven and commercially available.CMSÂ Energyâ€™s and Consumersâ€™ commitment to protecting the environment extends to advancing the principles of environmental justice in current and future operations. These principles center on protecting communities impacted by the companiesâ€™ operations, especially those communities that are most vulnerable and may have suffered disparate impacts of environmental harm.Advancing environmental justice comes in a variety of forms. For example, Consumers has conducted an environmental justice analysis to help understand the environmental impacts of its clean energy transformation. Similarly, Consumers is using an environmental justice screening tool provided by the State of Michigan in the planning of improvements to the electric and gas distribution system, including prioritizing investments in more vulnerable communities. A core tenet of environmental justice is inviting the input of the stakeholders in the local communities where CMSÂ Energy and Consumers operate and invest. The companies are committed to maintaining a transparent dialogue when developing projects, whether in new or existing areas of operation.CMSÂ Energy, Consumers, and their subsidiaries are subject to various federal, state, and local environmental regulations for solid waste management, air and water quality, and other matters. Consumers expects to recover costs to comply with environmental regulations in customer rates but cannot guarantee this result. For additional information concerning environmental matters, see ItemÂ 1A. Risk Factors,Â ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of 32Table of ContentsOperationsâ€”Outlook, and ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitments.CMSÂ Energy has recorded a $48Â million liability for its subsidiariesâ€™ obligations associated with BayÂ Harbor and Consumers has recorded a $60Â million liability for its obligations at a number of former MGP sites. For additional information, see ItemÂ 1A. Risk Factors and ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitments.Costs related to the construction, operation, corrective action, and closure of solid waste disposal facilities for coal ash are significant. Consumersâ€™ coal ash disposal areas are regulated under Michiganâ€™s solid waste rules and by the EPAâ€™s rules regulating CCRs. To address some of the requirements of these rules, Consumers has converted all of its fly ash handling systems to dry systems. In addition, Consumersâ€™ ash facilities have programs designed to protect the environment and are subject to quarterly EGLE inspections. Consumersâ€™ estimate of capital and cost of removal expenditures to comply with regulations relating to ash disposal is $237Â million from 2025 through 2029. Consumersâ€™ future costs to comply with solid waste disposal regulations may vary depending on future legislation, litigation, executive orders, treaties, or rulemaking.For further information concerning estimated capital expenditures related to environmental matters, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Outlookâ€”Consumers Electric Utility Outlook and Uncertaintiesâ€”Electric Environmental Outlook.InsuranceCMSÂ Energy and its subsidiaries, including Consumers, maintain insurance coverage generally similar to comparable companies in the same lines of business. The insurance policies are subject to terms, conditions, limitations, and exclusions that might not fully compensate CMSÂ Energy or Consumers for all losses. A portion of each loss is generally assumed by CMSÂ Energy or Consumers in the form of deductibles and self-insured retentions that, in some cases, are substantial. As CMSÂ Energy or Consumers renews its policies, it is possible that some of the present insurance coverage may not be renewed or obtainable on commercially reasonable terms due to restrictive insurance markets.Human CapitalCMSÂ Energy and Consumers employ a highly trained and skilled workforce comprised of union and nonâ€union employees. Presented in the following table are the number of employees of CMSÂ Energy and Consumers:DecemberÂ 3120242023 2022CMSÂ Energy, including ConsumersFull-time and part-time employees8,324Â 8,356Â 9,073Â ConsumersFull-time and part-time employees8,090Â 8,144Â 8,879Â At DecemberÂ 31,Â 2024, unions represented 44Â percent of CMSÂ Energyâ€™s employees and 46Â percent of Consumersâ€™ employees. The UWUA represents Consumersâ€™ operating, maintenance, construction, and customer contact center employees. The USW represents Zeeland plant employees. The UWUA and USW agreements expire in 2025.33Table of ContentsThe safety of co-workers, customers, and the general public is a priority of CMSÂ Energy and Consumers. Accordingly, CMSÂ Energy and Consumers have worked to integrate a set of safety principles into their business operations and culture. These principles include complying with applicable safety, health, and security regulations and implementing programs and processes aimed at continually improving safety and security conditions. On an annual basis, CMSÂ Energy and Consumers set various safety goals tied to the OSHA recordable incident rate and high-risk injuries. The companiesâ€™ OSHA recordable incident rate was 1.71 in 2024 and 1.48 in 2023. The target recordable incident rate for 2025 is 1.00, which, if achieved, would place Consumers within the first quartile of its EEI peer group. High-risk injuries encompass all recordable and non-recordable incidents with the potential for serious injury or fatality. In 2024, the companies recorded 11Â high-risk injuries, achieving their goal of less than 13Â high-risk injuries. Within the utility industry, there is strong competition for rare, high-demand talent, including those related to electric line work, renewable energy generation, technology, and data analytics. In order to address this competition and to be able to meet their human capital needs, CMSÂ Energy and Consumers provide compensation and benefits that are competitive with industry peers. Furthermore, CMSÂ Energy and Consumers have developed a comprehensive talent strategy, the People Strategy, to attract, develop, and retain highly skilled co-workers. The strategy focuses on three areas, which are summarized below. The first two areas listed below focus on creating an environment that attracts and retains top talent and ensuring that all co-workers can thrive and contribute to the companiesâ€™ mission and purpose.â€¢Cultivating a Purpose-driven Culture: This goal aims to ensure all co-workers understand how their work contributes to CMSÂ Energyâ€™s and Consumersâ€™ key strategic goals. â€¢Creating a Breakthrough Employee Experience: A breakthrough employee experience is one that instills pride and ownership in oneâ€™s work. To measure progress toward a breakthrough employee experience, CMSÂ Energy and Consumers assess engagement, empowerment, and diversity, equity, and inclusion efforts using the companiesâ€™ culture index. For the year ended DecemberÂ 31,Â 2024, the companies attained scores of:â€”¦72Â percent positive sentiment for engagement, up 11Â percentage points from 2023â€”¦65Â percent positive sentiment for empowerment, up 17Â percentage points from 2023â€”¦73Â percent positive sentiment for diversity, equity, and

inclusion, up eightÂ percentage points from 2023CMSÂ Energy and Consumers aim to continuously improve these scores every year.â€¢Building Skill Sets at Scale: With an overarching goal of ensuring co-workers have the right skills to succeed, CMSÂ Energy and Consumers measure progress in this area through achievement of workforce planning and hiring milestones and through a first-time skill attainment index to evaluate the effectiveness of training. CMSÂ Energy and Consumers develop skill sets in coâ€‘workers through a variety of means, including union apprenticeship programs and yearly trainings for newly required skills.This talent strategy allows CMSÂ Energy and Consumers to shape co-workersâ€™ experience and enable leaders to coach and develop coâ€‘workers, source talent, and anticipate and adjust to changing skill sets in the business environment.34Table of ContentsDiversity, Equity, and InclusionAs a part of their People Strategy, CMSÂ Energy and Consumers employ a broad and holistic diversity, equity, and inclusion strategy focused on embracing differences. The strategy is aimed at integrating principles of equity and inclusion into every process and coâ€‘worker experience. To measure their success, CMSÂ Energy and Consumers utilize select questions in the annual engagement survey to create a diversity, equity, and inclusion index. For the year ended DecemberÂ 31,Â 2024, the diversity, equity, and inclusion index score was 73Â percent.CMSÂ Energy and Consumers are committed to building an inclusive workplace that embraces the diverse makeup of the communities that they serve. The following table presents the composition of CMSÂ Energyâ€™s and Consumersâ€™ workforce:DecemberÂ 31,Â 2024CMSÂ Energy, includingConsumersConsumersPercent female employees26Â %26Â %Percent racially or ethnically diverse employees14Â 14Â Percent employees with disabilities5Â 5Â Percent veteran employees10Â 10Â Coâ€‘workers are also empowered to engage in business employee resource groups and events that encourage candid conversations around diversity, equity, and inclusion. These activities enhance personal growth, build stronger connections among co-workers, and contribute to a more inclusive workplace. There are seven business employee resource groups available to all coâ€‘workers; these groups are:â€¢Women in Energy, working toward an inclusive place for all women in the fields they have chosen, from front line to managementâ€¢the Minority Advisory Panel, promoting a culture of diversity and inclusion among all racial and ethnic minorities through education, leadership, development, and networkingâ€¢the Veterans Advisory Panel, supporting former and active military personnel and assisting in recruiting and retaining veterans through career developmentâ€¢Genergy, a multigenerational group designed to bridge the gap of learning, networking, and mentoring across the generations of the workforceâ€¢the Pride Alliance of Consumers Energy, promoting an inclusive environment that is safe, supportive, and respectful for lesbian, gay, bi-sexual, and transgender persons and alliesâ€¢Capable, aimed at removing barriers and creating pathways to meaningful work for co-workers of all abilitiesâ€¢Interfaith, a space for coâ€‘workers of all backgrounds to gather and celebrate their unique beliefs, creating an environment of understanding and respect for all faiths, religions, and spiritual beliefs, including those with no faith affiliation35Table of ContentsInformation About CMSÂ Energyâ€™s and Consumersâ€™ Executive OfficersPresented in the following table are the company positions held during the last fiveÂ years for each of CMSÂ Energyâ€™s and Consumersâ€™ executive officers as of FebruaryÂ 11, 2025:Name, Age, Position(s)PeriodGarrick J. Rochow (age 50)CMSÂ EnergyPresident, CEO, and Director12/2020 â€“ PresentExecutive Vice President1/2020 â€“ 12/2020ConsumersPresident, CEO, and Director12/2020 â€“ PresentExecutive Vice President1/2020 â€“ 12/2020NorthStar Clean EnergyChairman of the Board, CEO, and Director12/2020 â€“ PresentRejji P. Hayes (age 50)CMSÂ EnergyExecutive Vice President and CFO5/2017 â€“ PresentConsumersExecutive Vice President and CFO5/2017 â€“ PresentNorthStar Clean EnergyExecutive Vice President, CFO, and Director5/2017 â€“ 6/2024EnerBankChairman of the Board and Director10/2018 â€“ 10/2021Tonya L. Berry (age 52)CMSÂ EnergySenior Vice President2/2022 â€“ PresentConsumersSenior Vice President2/2022 â€“ PresentVice President11/2018 â€“ 2/2022Brandon J. Hofmeister (age 48)CMSÂ EnergySenior Vice President7/2017 â€“ PresentConsumersSenior Vice President7/2017 â€“ PresentNorthStar Clean EnergySenior Vice President9/2017 â€“ 6/202436Table of ContentsName, Age, Position(s)PeriodShaun M. Johnson (age 46)CMSÂ EnergySenior Vice President and General Counsel5/2019 â€“ PresentConsumersSenior Vice President and General Counsel5/2019 â€“ PresentNorthStar Clean EnergySenior Vice President, General Counsel, and Director4/2019 â€“ 6/2024EnerBankSenior Vice President and General Counsel8/2018 â€“ 6/2020LeeRoy Wells, Jr. (age 46)CMSÂ EnergySenior Vice President12/2020 â€“ PresentConsumersSenior Vice President12/2020 â€“ PresentVice President8/2017 â€“ 12/2020Scott B. McIntosh (age 49)CMSÂ EnergyVice President, Controller, and CAO9/2021 â€“ PresentVice President and Controller6/2021 â€“ 9/2021Vice President9/2015 â€“ 6/2021ConsumersVice President, Controller, and CAO9/2021 â€“ PresentVice President and Controller6/2021 â€“ 9/2021Vice President9/2015 â€“ 6/2021NorthStar Clean EnergyVice President, CAO, and Director6/2024 â€“ PresentVice President, Controller, and CAO9/2021 â€“ 6/2024Vice President and Controller6/2021 â€“ 9/2021Vice President9/2015 â€“ 6/2021There are no family relationships among executive officers and directors of CMSÂ Energy or Consumers. The list of directors and their biographies will be included in CMSÂ Energyâ€™s and Consumersâ€™ definitive proxy statement for their 2025Â Annual Meetings of Shareholders to be held MayÂ 2,Â 2025. The term of office of each of the executive officers extends to the first meeting of the Board after the next annual election of Directors of CMSÂ Energy and Consumers (to be held on MayÂ 2,Â 2025).37Table of ContentsAvailable InformationCMSÂ Energyâ€™s internet address is www.cmsenergy.com. CMSÂ Energy routinely posts important information on its website and considers the Investor Relations section, www.cmsenergy.com/investor-relations, a channel of distribution for material information. Information contained on CMSÂ Energyâ€™s website is not incorporated herein. CMSÂ Energyâ€™s and Consumersâ€™ annual reports on FormÂ 10â€‘K, quarterly reports on FormÂ 10â€‘Q, current reports on FormÂ 8â€‘K, and any amendments to those reports filed pursuant to SectionÂ 13(a)Â or 15(d)Â of the Exchange Act are accessible free of charge on CMSÂ Energyâ€™s website. These reports are available soon after they are electronically filed with the SEC. Also on CMSÂ Energyâ€™s website are CMSÂ Energyâ€™s and Consumersâ€™:â€¢Corporate Governance Principlesâ€¢Articles of Incorporationâ€¢Bylawsâ€¢Charters and Codes of Conduct (including the Charters of the Audit Committee, Compensation and Human Resources Committee, Finance Committee, and Governance, Sustainability and Public Responsibility Committee, as well as the Employee, the Board, and Third Party Codes of Conduct)CMSÂ Energy will provide this information in print to any stockholder who requests it.The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address is www.sec.gov.ItemÂ 1A.Â Â Â Â Risk FactorsCMSÂ Energy and Consumers are exposed to a variety of factors, often beyond their control, that are difficult to predict and that involve uncertainties that may materially adversely affect CMSÂ Energyâ€™s or Consumersâ€™ business, liquidity, financial condition, or results of operations. Additional risks and uncertainties not presently known or that management believes to be immaterial may also adversely affect CMSÂ Energy or Consumers. The risk factors described in the following sections, as well as the other information included in this report and in other documents filed with the SEC, should be considered carefully before making an investment in securities of CMSÂ Energy or Consumers. Risk factors of Consumers are also risk factors of CMSÂ Energy.Investment/Financial RisksCMSÂ Energy depends on dividends from its subsidiaries to meet its debt service obligations.Due to its holding company structure, CMSÂ Energy depends on dividends from its subsidiaries to meet its debt service and other payment obligations. If sufficient dividends were not paid to CMSÂ Energy by its subsidiaries, CMSÂ Energy might not be able to generate the funds necessary to fulfill its payment obligations.Consumersâ€™ ability to pay dividends or acquire its own stock from CMSÂ Energy is limited by restrictions contained in Consumersâ€™ preferred stock provisions and potentially by other legal restrictions, such as certain terms in its articles of incorporation and FERC requirements.38Table of ContentsCMSÂ Energy has indebtedness that could limit its financial flexibility and its ability to meet its debt service obligations.The level of CMSÂ Energyâ€™s present and future indebtedness could have several important effects on its future operations, including, among others, that:â€¢a significant portion of CMSÂ Energyâ€™s cash flow from operations could be dedicated to the payment of principal and interest on its indebtedness and would not be available for other purposesâ€¢covenants contained in CMSÂ Energyâ€™s existing debt arrangements, which require it to meet certain financial tests, could affect its flexibility in planning for, and reacting to, changes in its businessâ€¢CMSÂ Energyâ€™s ability to obtain additional financing for working capital, capital expenditures, acquisitions, and general corporate and other purposes could become limitedâ€¢CMSÂ Energy could be placed at a competitive disadvantage to its competitors that are less leveragedâ€¢CMSÂ Energyâ€™s vulnerability to adverse economic and industry conditions could increaseâ€¢CMSÂ Energyâ€™s future credit ratings could fluctuateCMSÂ Energyâ€™s ability to meet its debt service obligations and to reduce its total indebtedness will depend on its future performance, which will be subject to general economic conditions, industry cycles, changes in laws or regulatory decisions, and financial, business, and other factors affecting its operations, many of which are beyond its control. CMSÂ Energy cannot make assurances that its businesses will continue to generate sufficient cash flow from operations to service its indebtedness, which could require CMSÂ Energy to sell assets or obtain additional financing.CMSÂ Energy and Consumers have financing needs and could be unable to obtain bank financing or access the capital markets.CMSÂ Energy and Consumers rely on the capital markets, as well as on bank syndications, to meet their financial commitments and short-term liquidity needs not otherwise funded internally.Disruptions in the capital and credit markets, or the inability to obtain required regulatory authorization for issuances of securities including debt, including as may be required from FERC, could adversely affect CMSÂ Energyâ€™s and Consumersâ€™ access to liquidity needed for their businesses. Any liquidity disruption could require CMSÂ Energy and Consumers to take measures to conserve cash including, but not limited to, deferring capital expenditures, changing commodity purchasing strategies to avoid collateral-posting requirements, and reducing or eliminating future share repurchases, dividend payments, or other discretionary uses of cash.Entering into new financings is subject in part to capital market receptivity to utility industry securities in general and to CMSÂ Energyâ€™s and Consumersâ€™ securities in particular. CMSÂ Energy and Consumers continue to explore financing opportunities to supplement their respective financial strategies. These potential opportunities include refinancing and/or issuing new debt, issuing CMSÂ Energy preferred stock and/or common equity, or entering into commercial paper, bank financing, and leasing arrangements. CMSÂ Energy and Consumers cannot guarantee the capital marketsâ€™ acceptance of their securities. CMSÂ Energy and Consumers may also, from time to time, repurchase (either in open market transactions or through privately negotiated transactions), redeem, or otherwise retire outstanding debt. Such activities, if any, will depend on prevailing market conditions, contractual restrictions, and other factors. The amounts involved may or may not be material.39Table of ContentsCertain of CMSÂ Energyâ€™s and Consumersâ€™ securities and those of their affiliates are rated by various credit rating agencies. A reduction or withdrawal of one or more of its credit ratings could have a material adverse impact on CMSÂ Energyâ€™s or Consumersâ€™ ability to access capital on acceptable terms and maintain commodity lines of credit, could increase their cost of borrowing, and could cause CMSÂ Energy or Consumers to reduce capital expenditures. If either or both were unable to maintain commodity lines of credit, CMSÂ Energy or Consumers might have to post collateral or make prepayments to certain suppliers under existing contracts. Further, since Consumers provides dividends to CMSÂ Energy, any adverse developments affecting Consumers that result in a lowering of its credit ratings could have an adverse effect on CMSÂ Energyâ€™s credit ratings.Market performance and other changes could decrease the value of employee benefit plan assets, which then could require substantial funding.The performance of various markets affects the value of assets that are held in trust to satisfy future obligations under CMSÂ Energyâ€™s and Consumersâ€™ pension and postretirement benefit plans. CMSÂ Energy and Consumers have significant obligations under these plans and hold significant assets in these trusts. These assets are subject to market fluctuations and will yield uncertain returns, which could fall below CMSÂ Energyâ€™s and Consumersâ€™ forecasted return rates. A decline in the market value of the assets or a change in the level of interest rates used to measure the required minimum funding levels could significantly increase the funding requirements of these obligations. Also, changes in demographics, including an increased number of retirements or changes in life expectancy assumptions, could significantly increase the funding requirements of the obligations related to the pension and postretirement benefit plans.Industry/Regulatory RisksChanges to ROA could have a material adverse effect on CMSÂ Energyâ€™s and Consumersâ€™ businesses.Michigan law allows electric customers in Consumersâ€™ service territory to buy electric generation service from alternative electric suppliers in an aggregate amount capped at tenÂ percent of Consumersâ€™ sales, with certain exceptions. The proportion of Consumersâ€™ electric deliveries under the ROA program and on the ROA waiting list is over tenÂ percent. Consumersâ€™ rates are regulated by the MPSC, while alternative electric suppliers charge market-based rates, putting competitive pressure on Consumersâ€™ electric supply. Groups are advocating for an ROA-like community solar system that allows third parties to sell directly to customers and offer them a regulated bill credit. If the ROA limit were increased, this new ROA-like community solar system were allowed, or electric generation service in Michigan were deregulated, it could have a material adverse effect on CMSÂ Energy and Consumers.The creation of utilities by municipalities in Consumersâ€™ service territory, or the impairment of Consumersâ€™ franchise rights to serve customers in municipalities, could have a material adverse effect on CMSÂ Energyâ€™s and Consumersâ€™ businesses.Michigan law allows Consumersâ€™ electric and natural gas utility businesses to serve customers pursuant to franchises granted by municipalities. Michigan law also allows municipalities to create, own, and operate utilities. If one or more municipalities in Consumersâ€™ service territory created a new or supplemental utility, or impaired the franchise under which Consumers serves customers in the municipality, it could have a material adverse effect on CMSÂ Energy and Consumers. 40Table of ContentsDistributed energy resources could have a material adverse effect on CMSÂ Energyâ€™s and Consumersâ€™ businesses.Michigan law allows customers to use distributed energy resources for their electric energy needs. These distributed energy resources are connected to Consumersâ€™ electric grid. The 2023Â Energy Law increases the cap on distributed generation to tenÂ percent of utilitiesâ€™ peak loads. It also specifies an inflow and outflow rate method that must be implemented by the MPSC and provides federal funding for low-income distributed generation. FERC policy allows many customer-owned behind-the-meter and grid-connected distributed energy resources to participate in and receive revenue from wholesale electricity markets, as governed by evolving wholesale market rules subject to FERC oversight. Increased customer use of distributed energy resources could result in a reduction of Consumersâ€™ electric sales. Third partiesâ€™ operations of distributed energy resources could also potentially have a negative impact on the stability of the grid. An increase in customersâ€™ use of distributed energy resources, and the rate structure for distributed energy resources customersâ€™ use of Consumersâ€™ system and Consumersâ€™ purchases of their excess generation, could have a material adverse effect on CMSÂ Energy and Consumers.CMSÂ Energy and Consumers are subject to rate regulation, which could have a material adverse effect on financial results.CMSÂ Energy and Consumers are subject to rate regulation. Consumersâ€™ electric and gas retail rates are set by the MPSC and cannot be changed without regulatory authorization. If rate regulators fail to provide adequate rate relief, it could have a material adverse effect on Consumers or Consumersâ€™ plans for making significant capital investments. Additionally, increasing rates could result in additional regulatory scrutiny, regulatory or legislative actions, and increased competitive or political pressures, all of which could have a material adverse effect on CMSÂ Energyâ€™s and Consumersâ€™ liquidity, financial condition, and results of operations.Orders of the MPSC could limit recovery of costs of providing service. These orders could also result in adverse regulatory treatment of other matters. For example, MPSC orders could prevent or curtail Consumers from shutting off nonâ€‘paying customers, could prevent or limit the implementation of an electric or gas revenue mechanism, or could penalize Consumers for not meeting service and reliability standards. Regulators could face competitive or political pressures to avoid or limit rate increases for a number of reasons, including economic downturn in the state, reliability and economic justice concerns, or decreased customer base, among others.FERC authorizes certain subsidiaries of CMSÂ Energy, including Consumers, to sell wholesale electricity at market-based rates and to provide certain other wholesale electric services at rates and terms subject to FERC approval. Failure of these subsidiaries to maintain this FERC authority could have a material adverse effect on CMSÂ Energyâ€™s and Consumersâ€™ liquidity, financial condition, and results of operations. Electric transmission and natural gas pipeline rates paid by Consumers and other CMSÂ Energy subsidiaries are also set by FERC, as are the tariff terms governing the participation of Consumers and other CMSÂ Energy subsidiaries in FERC-regulated wholesale electricity markets operated by regional transmission organizations and independent system operators such as MISO and PJM. At least one CMSÂ Energy subsidiary participates in the wholesale electricity markets operated by ERCOT, over which FERC has limited control.The various risks associated with the MPSC and FERC regulation of CMSÂ Energyâ€™s and Consumersâ€™ businesses, which include the risk of adverse decisions in any number of rate or regulatory proceedings before either agency, as well as judicial proceedings challenging any agency decisions, could have a material adverse effect on CMSÂ Energy and Consumers. Changes to the tariffs or business practice manuals of certain wholesale market operators such as MISO, PJM, or ERCOT, or corresponding impacts 41Table of Contentssuch as interconnection delays for new electric generation or storage projects, could also have a material adverse effect on CMSÂ Energy and Consumers.Utility regulation, state or federal legislation, and compliance could have a material adverse effect on CMSÂ Energyâ€™s and Consumersâ€™ businesses.CMSÂ Energy and certain of its subsidiaries, including Consumers, are subject to, or affected by, extensive utility regulation and state and federal legislation, including through application of policies and rules of numerous state and federal agencies and governmental entities. If it were determined that CMSÂ Energy or Consumers failed to comply with applicable laws and regulations or with applicable tariff provisions, they could become subject to fines, penalties, refund or disgorgement orders, or disallowed costs, or be required to implement additional compliance, cleanup, or remediation programs, the cost of which could be material. CMSÂ Energy and Consumers cannot predict the impact of new laws, rules, regulations, tariffs, principles, or practices by federal or state agencies or wholesale electricity market operators, or challenges or changes to present laws, rules, regulations, tariffs, principles, or practices and the interpretation of any adoption or change.

Furthermore, any state or federal legislation concerning CMSÂ Energyâ€™s or Consumersâ€™ operations could also have a material adverse effect.FERC, through NERC and its delegated regional entities, oversees reliability of certain portions of the electric grid. CMSÂ Energy and Consumers cannot predict the impact of FERC orders or actions of NERC and its regional entities on electric system reliability. Additionally, natural gas pipeline infrastructure has recently been under scrutiny following disruptions related to extreme weather and cyber incidents. Additional regulation in this area could adversely affect Consumersâ€™ gas operations.CMSÂ Energy and Consumers have announced ambitious plans to reduce their impact on climate change and increase the reliability of their electric distribution system. Achieving these plans depends on numerous factors, many of which are outside of their control.Consumers has announced a long-term strategy for delivering clean, reliable, resilient, and affordable energy, including a plan to end the use of coal in owned generation in 2025, and other subsidiaries of CMSÂ Energy have plans to develop and operate clean energy assets. The MPSC, FERC, other regulatory authorities, or other third parties may prohibit, delay, or impair some or all of CMSÂ Energyâ€™s and Consumersâ€™ planned acquisitions or development of owned or purchased electric generation and storage capacity. Consumersâ€™ planned electric generation capacity, including renewable generation or storage projects, may be adversely impacted by interconnection delays at MISO or in the footprints of other regional transmission organizations, and/or by interconnection costs. CMSÂ Energy and Consumers and its contractors may be unable to acquire, site, construct timely, and/or permit generation and storage capacity, including some or all of the generation and storage capacity proposed in Consumersâ€™ plan. CMSÂ Energy and Consumersâ€™ ability to implement their plans may be affected by environmental regulations, global supply chain disruptions, import tariffs, and changes in the cost, availability, and supply of generation and storage capacity. While CMSÂ Energy and Consumers continue to advocate for advances in commercially available technologies required to reduce or eliminate greenhouse gases on a cost-effective basis at scale, such advances are largely outside of CMSÂ Energyâ€™s and Consumersâ€™ control. Advancements in technology related to items such as battery storage, carbon capture/storage, and electric vehicles may not become commercially available or economically feasible as projected. Customer programs such as energy efficiency and demand response may not realize the projected levels of customer participation. Consumers has also announced its Reliability Roadmap. The Reliability Roadmap includes larger investments in grid hardening, distribution capacity, and automation to deliver better than median reliability to customers given increasingly severe weather and customer adoption of new technologies. The MPSC or other third parties may prohibit, delay, or impair the Reliability Roadmap and some or all 42Table of Contentsof the associated capital investments. Consumersâ€™ ability to implement its plan may be affected by global supply chain disruptions and/or workforce availability.Consumers has also announced its Natural Gas Delivery Plan, a rolling tenâ€'year investment plan to deliver safe, reliable, clean, and affordable natural gas to customers. This plan includes accelerated infrastructure replacements, innovative leak detection technology, and process changes to reduce or eliminate methane emissions. The MPSC, FERC, U.S.Â Department of Transportation, other regulatory authorities, or other third parties may prohibit, delay, or impair the Natural Gas Delivery Plan and some or all of the associated capital investments. Consumersâ€™ ability to implement its plan may be affected by environmental regulations, global supply chain disruptions, import tariffs, and changes in the cost, availability, and supply of natural gas or the ability to deliver natural gas to customers. Advancements in technology related to items such as renewable natural gas may not become commercially available or economically feasible as projected in Consumersâ€™ plan. CMSÂ Energy and Consumers could suffer financial loss, reputational damage, litigation, or other negative repercussions if they are unable to achieve their ambitious plans.Changes in taxation as well as the inherent difficulty in quantifying potential tax effects of business decisions could negatively impact CMSÂ Energy and Consumers. CMSÂ Energy and Consumers are required to make judgments regarding the potential tax effects of various financial transactions and results of operations in order to estimate their obligations to taxing authorities. The tax obligations include income taxes, real estate taxes, sales and use taxes, employment-related taxes, and ongoing issues related to these tax matters. The judgments include determining reserves for potential adverse outcomes regarding tax positions that have been taken and may be subject to challenge by the IRS and/or other taxing authorities. Unfavorable settlements of any of the issues related to these reserves or other tax matters at CMSÂ Energy or Consumers could have a material adverse effect. Additionally, changes in federal, state, or local tax rates or other changes in tax laws could have adverse impacts. The change in administration and the expiring tax cuts in the TCJA could result in changes to the renewable energy tax credits enacted in the Inflation Reduction Act of 2022. These changes could impact CMSÂ Energyâ€™s and Consumersâ€™ clean energy efforts.CMSÂ Energy and its subsidiaries, including Consumers, must comply with the Dodd-Frank Act and its related regulations.The Dodd-Frank Act provides for regulation by the Commodity Futures Trading Commission of certain commodity-related contracts. Although CMSÂ Energy, Consumers, and certain subsidiaries of NorthStar Clean Energy qualify for an end-user exception from mandatory clearing of commodity-related swaps, these regulations could affect the ability of these entities to participate in these markets and could add additional regulatory oversight over their contracting activities.CMSÂ Energy and Consumers could incur substantial costs to comply with environmental requirements.CMSÂ Energy and Consumers are subject to costly and stringent environmental regulations that may require additional significant capital expenditures for CCR disposal and storage, emission reductions, and PCB remediation. In addition, regulatory action on PFAS at the state and/or federal level could cause CMSÂ Energy and Consumers to further test and remediate some sites if PFAS is present at certain levels. Present and reasonably anticipated state and federal environmental statutes and regulations will continue to have a material effect on CMSÂ Energy and Consumers.43Table of ContentsCMSÂ Energy and Consumers have interests in fossil-fuel-fired power plants, other types of power plants, and natural gas systems that emit greenhouse gases. Federal, state, and local environmental laws and rules, as well as international accords and treaties, could require CMSÂ Energy and Consumers to install additional equipment for emission controls, undertake heat-rate improvement projects, purchase carbon emissions allowances, curtail operations, invest in generating capacity with fewer carbon dioxide emissions, or take other significant steps to manage or lower the emission of greenhouse gases. Similarly, Consumers could be restricted from constructing natural gas infrastructure due to potential environmental regulations, which could require more costly alternatives.The following risks related to climate change, emissions, and environmental regulations could also have a material adverse impact on CMSÂ Energy and Consumers:â€¢a change in policy/regulation, regulatorsâ€™ implementation of policy/regulation or litigation originated by third parties against CMSÂ Energy or Consumers due to CMSÂ Energyâ€™s or Consumersâ€™ greenhouse gas or other emissions or CCR disposal and storageâ€¢impairment of CMSÂ Energyâ€™s or Consumersâ€™ reputation due to their greenhouse gas or other emissions and public perception of their response to potential environmental regulations, rules, and legislationâ€¢weather that may affect customer demand, company operations, or company infrastructure, including catastrophic weather-related damage and extreme temperatures; natural disasters such as severe storms, floods, and droughts; fires; or smokeâ€¢implementation of state or federal environmental justice requirementsConsumers expects to collect fully from its customers, through the ratemaking process, expenditures incurred to comply with environmental regulations, but cannot guarantee this outcome. If Consumers were unable to recover these expenditures from customers in rates, CMSÂ Energy or Consumers could be required to seek significant additional financing to fund these expenditures.For additional information regarding compliance with environmental regulations, see ItemÂ 1. Businessâ€”CMSÂ Energy and Consumers Environmental Strategy and Compliance and ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Outlook.CMSÂ Energyâ€™s and Consumersâ€™ businesses could be affected adversely by any delay in meeting environmental requirements.A delay or failure by CMSÂ Energy or Consumers to obtain or maintain any necessary environmental permits or approvals to satisfy any applicable environmental regulatory requirements or install emission or pollution control equipment could:â€¢prevent the construction of new facilitiesâ€¢prevent the continued operation of and sale of energy from existing facilitiesâ€¢modify the way in which a facility is operatedâ€¢prevent the suspension of operations at existing facilitiesâ€¢prevent the modification of existing facilitiesâ€¢result in significant additional costs, including fines or penaltiesCMSÂ Energy and Consumers expect to incur additional substantial costs related to environmental remediation of former sites.Consumers expects to incur additional substantial costs related to the remediation of its former MGP sites and other response activity costs at a number of other former sites, including, but not limited to, sites of retired coal-fueled electric generating units and sites containing coal ash and related materials, under 44Table of ContentsNREPA, RCRA, CERCLA and related state and federal regulations. Consumers believes these costs should be recoverable in rates but cannot guarantee that outcome.Business/Operations RisksThere are risks associated with Consumersâ€™ substantial capital investment program planned for the next fiveÂ years.Consumersâ€™ planned investments include the construction or acquisition of electric generation, electric and gas infrastructure, conversions and expansions, environmental controls, electric grid automation technologies, and other electric and gas investments to upgrade delivery systems, as well as decommissioning of older facilities. The success of these capital investments depends on or could be affected by a variety of factors that include, but are not limited to:â€¢effective pre-acquisition evaluation of asset values, future operating costs, potential environmental and other liabilities, and other factors beyond Consumersâ€™ controlâ€¢effective cost and schedule management of new capital projectsâ€¢availability of qualified construction personnel, both internal and contractedâ€¢effective and timely contractor performanceâ€¢changes in commodity and other prices, applicable tariffs, and/or material and equipment availabilityâ€¢governmental actionsâ€¢interconnection uncertainty, delays, and costs for electric generation projectsâ€¢operational performanceâ€¢changes in environmental, legislative, and regulatory requirementsâ€¢regulatory cost recoveryâ€¢inflation of labor rates and material and equipment pricesâ€¢supply chain disruptions and increased lead timesâ€¢barriers to accessing key materials for renewable projects (solar, battery, and other key equipment) created by geopolitical relationsIt is possible that adverse events associated with these factors could have a material adverse effect on Consumers.CMSÂ Energy and Consumers could be affected adversely by legacy litigation and retained liabilities.The agreements that CMSÂ Energy and Consumers enter into for the sale of assets can include provisions whereby they are required to:â€¢retain specified preexisting liabilities, such as for taxes, pensions, or environmental conditionsâ€¢indemnify the buyers against specified risks, including the inaccuracy of representations and warranties that CMSÂ Energy and Consumers makeâ€¢make payments to the buyers depending on the outcome of post-closing adjustments, litigation, audits, or other reviews, including claims resulting from attempts by foreign or domestic governments to assess taxes on past operations or transactionsMany of these contingent liabilities can remain open for extended periods of time after the sales are closed. Depending on the extent to which the buyers might ultimately seek to enforce their rights under these contractual provisions, and the resolution of any disputes concerning them, there could be a material adverse effect on CMSÂ Energyâ€™s or Consumersâ€™ liquidity, financial condition, and results of operations.45Table of ContentsConsumers is exposed to risks related to general economic conditions in its service territories.Consumersâ€™ electric and gas utility businesses are affected by the economic conditions impacting the customers they serve. If the Michigan economy becomes sluggish or declines, Consumers could experience reduced demand for electricity or natural gas that could result in decreased earnings and cash flow. In addition, economic conditions in Consumersâ€™ service territory affect its collections of accounts receivable and levels of lost or stolen gas.Consumers is exposed to changes in customer usage that could impact financial results.Technology advances, government incentives and subsidies, and regulatory decisions could increase the cost effectiveness of customer-owned methods of producing electricity and managing energy use resulting in reduced load, cross subsidization, and increased costs.Customers could also reduce their consumption of electricity and natural gas through energy waste reduction programs. Similarly, customers could also reduce their consumption of natural gas through alternative technologies or fuels or through electrification.CMSÂ Energyâ€™s and Consumersâ€™ energy sales and operations are affected by seasonal factors and varying weather conditions from year to year.CMSÂ Energyâ€™s and Consumersâ€™ utility operations are seasonal. The consumption of electric energy typically increases in the summer months, due primarily to the use of air conditioners and other cooling equipment, while peak demand for natural gas occurs in the winter due to colder temperatures and the resulting use of natural gas as heating fuel. Accordingly, CMSÂ Energyâ€™s and Consumersâ€™ overall results may fluctuate substantially on a seasonal basis. Mild temperatures during the summer cooling season and winter heating season as well as the impact of extreme weather events on Consumersâ€™ system could have a material adverse effect.Demand for electricity associated with data center expansion could have a material effect on CMSÂ Energy and Consumers.Consumersâ€™ utility operations are affected by new customers and load growth. Rapid expansion of data centers associated with increasing demand for cloud services, artificial intelligence, and other applications could lead to an unprecedented increase in demand for electric power in MISO and in Consumersâ€™ service territory. Data center electric demand could require a rapid and significant increase in generation capacity and grid infrastructure in the MISO footprint as well as in Consumersâ€™ service territory, which could have a material effect on CMSÂ Energy and Consumers.Alternatively, this rapid expansion of data centers and resulting increase in demand for electric power in MISO and in Consumersâ€™ service territory may not develop as planned.CMSÂ Energy and Consumers are subject to information security risks, risks of unauthorized access to their systems, and technology failures.In the regular course of business, CMSÂ Energy and Consumers handle a range of sensitive confidential security and customer information. In addition, CMSÂ Energy and Consumers operate in a highly regulated industry that requires the continued operation of sophisticated information and control technology systems and network infrastructure. Despite implementation of security measures, technology systems, including disaster recovery and backup systems, are vulnerable to failure, cyber attacks, unauthorized access, and being disabled. These events could impact the reliability of electric generation and electric and gas delivery and also subject CMSÂ Energy and Consumers to financial harm. Cyber attacks, which include the use of malware, ransomware, computer viruses, and other means for disruption or 46Table of Contentsunauthorized access against companies, including CMSÂ Energy and Consumers, are increasing in frequency, scope, and potential impact. While CMSÂ Energy and Consumers have not been subject to cyber incidents that have had a material impact on their operations to date, their security measures in place may be insufficient to prevent a major cyber incident in the future. If technology systems, including disaster recovery and backup systems, were to fail or be breached, CMSÂ Energy and Consumers might not be able to fulfill critical business functions, and sensitive confidential and proprietary data could be compromised. In addition, because CMSÂ Energyâ€™s and Consumersâ€™ generation, transmission, and distribution systems are part of an interconnected system, a disruption caused by a cyber incident at another utility, electric generator, system operator, or commodity supplier could also adversely affect CMSÂ Energy or Consumers.A variety of technological tools and systems, including both company-owned information technology and technological services provided by outside parties, support critical functions. The failure of these technologies, including backup systems, or the inability of CMSÂ Energy and Consumers to have these technologies supported, updated, expanded, or integrated into other technologies, could hinder their business operations. CMSÂ Energyâ€™s and Consumersâ€™ businesses have liability risks.Assets, equipment, and personnel of CMSÂ Energy and Consumers, including electric and gas delivery systems, power plants, gas infrastructure including storage facilities, wind energy or solar equipment, energy products, energy storage assets, vehicle fleets and equipment, other assets, or employees and contractors, could be involved in incidents, failures, or accidents that result in injury, loss of life, or property loss and damage to customers, employees, or the public. Although CMSÂ Energy and Consumers have insurance coverage for many potential incidents (subject to deductibles, limitations, and self-insurance amounts that could be material), depending upon the nature or severity of any incident, failure, or accident, CMSÂ Energy or Consumers could suffer financial loss, reputational damage, and negative repercussions from regulatory agencies or other public authorities, even where there is no legal liability.CMSÂ Energy and Consumers are subject to risks that are beyond their control, including but not limited to natural disasters, civil unrest, terrorist attacks and related acts of war, cyber incidents, vandalism, and other catastrophic events.Natural disasters, severe weather, extreme temperatures, fires, smoke, flooding, wars, terrorist acts, civil unrest, vandalism, theft, cyber incidents, pandemics, and other catastrophic events could result in severe damage to CMSÂ Energyâ€™s and Consumersâ€™ assets beyond what could be recovered through insurance policies (which are subject to deductibles, limitations, and self-insurance amounts that could be material), could require CMSÂ Energy and Consumers to incur significant upfront costs, and could severely disrupt operations, resulting in loss of service to customers. There is also a risk that regulators could, after the fact, conclude that Consumersâ€™ preparedness or response to such an event was inadequate and take adverse actions as a result.Energy risk management strategies might not be effective in managing fuel and electricity pricing risks, which could result in unanticipated liabilities to CMSÂ Energy and Consumers or increased volatility in their earnings.CMSÂ Energy and Consumers are exposed to changes in market prices for commodities including, but not limited to, natural gas, coal, electric capacity, electric energy, emission allowances, gasoline, diesel fuel, and RECs. CMSÂ Energy and Consumers manage commodity price risk using established policies and procedures, and they may use various contracts to manage this risk, including swaps, options, futures, and forward contracts. No assurance can be made that these strategies will be successful in managing 47Table of ContentsCMSÂ Energyâ€™s and Consumersâ€™ risk or that they will not result in net liabilities to CMSÂ Energy or Consumers as a result of future volatility.A substantial portion of Consumersâ€™ operating expenses for its electric generating plants and vehicle fleet consists of the costs of obtaining commodities. The contracts associated with Consumersâ€™ fuel for electric generation and purchased power are executed in conjunction with the PSCR mechanism, which is designed to allow Consumers to recover prudently incurred costs associated with its positions in these commodities. If the MPSC determined that any of these contracts or related contracting policies were imprudent, recovery of these costs could be disallowed.Natural gas prices in particular have been historically volatile. Consumers routinely enters into contracts for natural gas to mitigate exposure to the risks of demand, market effects of weather, and changes

in commodity prices associated with the gas distribution business. These contracts are executed in conjunction with the GCR mechanism, which is designed to allow Consumers to recover prudently incurred costs associated with its natural gas positions. If the MPSC determined that any of these contracts or related contracting policies were imprudent, recovery of these costs could be disallowed.CMSÂ Energy and Consumers do not always hedge any or all of the exposure of their operations from commodity price volatility. Furthermore, the ability to hedge exposure to commodity price volatility depends on liquid commodity markets. As a result, to the extent the commodity markets are illiquid, CMSÂ Energy and Consumers might not be able to execute their risk management strategies, which could result in larger unhedged positions than preferred at a given time. To the extent that unhedged positions exist, fluctuating commodity prices could have a negative effect on CMSÂ Energy and Consumers. Changes in laws that limit CMSÂ Energyâ€™s and Consumersâ€™ ability to hedge could also have a negative effect on CMSÂ Energy and Consumers.CMSÂ Energy and Consumers might not be able to obtain an adequate supply of natural gas or coal, which could limit their ability to operate electric generation facilities or serve Consumersâ€™ natural gas customers.CMSÂ Energy and Consumers have contracts in place for the supply and transportation of the natural gas, coal, and other fuel sources they require for their electric generating capacity. Consumers also has interstate transportation and supply agreements in place to facilitate delivery of natural gas to its customers. Apart from the contractual and monetary remedies available to CMSÂ Energy and Consumers in the event of a counterpartyâ€™s failure to perform under any of these contracts, there can be no assurances that the counterparties to these contracts will fulfill their obligations to provide natural gas or coal to CMSÂ Energy or Consumers. The counterparties under the agreements could experience financial or operational problems that inhibit their ability to fulfill their obligations to CMSÂ Energy or Consumers. In addition, counterparties under these contracts might not be required to supply natural gas or coal to CMSÂ Energy or Consumers under certain circumstances, such as in the event of a natural disaster or severe weather.If Consumers were unable to obtain its supply requirements, it could be required to purchase natural gas or coal at higher prices, implement its natural gas curtailment program filed with the MPSC, or purchase replacement power at higher prices.Unplanned outages or maintenance could be costly for CMSÂ Energy or Consumers.Unforeseen outages or maintenance of the electric and gas delivery systems, power plants, gas infrastructure including storage facilities and compression stations, wind energy or solar equipment, energy storage assets, and energy products owned in whole or in part by CMSÂ Energy or Consumers may be required for many reasons. When unplanned outages occur, CMSÂ Energy and Consumers will not only 48Table of Contentsincur unexpected maintenance expenses, but may also have to make spot market purchases of electric and gas commodities that may exceed CMSÂ Energyâ€™s or Consumersâ€™ expected cost of generation or gas supply, be forced to curtail services, or retire a given asset if the cost or timing of the maintenance is not reasonable and prudent. Unplanned generator outages could reduce the capacity credit CMSÂ Energy or Consumers receives from MISO and could cause CMSÂ Energy or Consumers to incur additional capacity costs in future years.General Risk FactorsCMSÂ Energy and Consumers are exposed to counterparty risk.Adverse economic conditions or financial difficulties experienced by counterparties with whom CMSÂ Energy and Consumers do business could impair the ability of these counterparties to pay for CMSÂ Energyâ€™s and Consumersâ€™ services and/or fulfill their contractual obligations, including performance and payment of damages. CMSÂ Energy and Consumers depend on these counterparties to remit payments and perform contracted services in a timely and adequate fashion. In addition, any delay or default in payment or performance, including inadequate performance, of contractual obligations (such as contractual obligations by third parties to perform work, supply equipment, provide services, and meet related specifications or requirements), could have a material adverse effect on CMSÂ Energy and Consumers.Volatility and disruptions in capital and credit markets could have a negative impact on CMSÂ Energyâ€™s and Consumersâ€™ lenders, vendors, contractors, suppliers, customers, and other counterparties, causing them to fail to meet their obligations. CMSÂ Energy and Consumers are exposed to significant reputational risks.CMSÂ Energy and Consumers could suffer negative impacts to their reputations as a result of operational incidents, accidents, actual or perceived violations of corporate policies or regulatory violations, inappropriate use of social media, or other events. Reputational damage could have a material adverse effect and could result in negative customer perception and increased regulatory oversight.A work interruption or other union actions could adversely affect Consumers.At DecemberÂ 31,Â 2024, unions represent 46Â percent of Consumersâ€™ employees. Consumersâ€™ union agreements expire in 2025. If these employees were to engage in a strike, work stoppage, or other slowdown, Consumers could experience a significant disruption in its operations and higher ongoing labor costs.Failure to attract and retain an appropriately qualified workforce could adversely impact CMSÂ Energyâ€™s and Consumersâ€™ results of operations.In some areas, competition for skilled employees is high and if CMSÂ Energy and Consumers were unable to match skill sets to future needs, they could encounter operating challenges and increased costs. These challenges could include a lack of resources, loss of knowledge, and delays in skill development. Additionally, higher costs could result from the use of contractors to replace employees, loss of productivity, and safety incidents. Failing to train replacement employees adequately and to transfer internal knowledge and expertise could adversely affect CMSÂ Energyâ€™s and Consumersâ€™ ability to manage and operate their businesses.49Table of ContentsItemÂ 1B.Â Â Â Â Unresolved Staff CommentsNone.ItemÂ 1C.Â Â Â Â CybersecurityEnterprise Risk Management: CMSÂ Energy and Consumers manage security risks, including cybersecurity risks, through a robust enterprise risk management program that includes people, processes, technology, and governance structures. The enterprise risk management program identifies risks that may significantly impact the business and informs the companiesâ€™ risk-mitigation strategies. The enterprise risk management program is reviewed with the Board at least annually.Cybersecurity Program: CMSÂ Energyâ€™s and Consumersâ€™ security function, led by the Vice President of Information Technology and Security and CIO, is accountable for cyber and physical security and is subject to various state, federal, and industry cybersecurity, physical security, and privacy regulations. Their cybersecurity program is responsible for assessing, identifying, and managing risks from cybersecurity threats using industry frameworks, as well as best practices developed by government and industry partners. All employees and contractors are required to complete annual trainings on a variety of security-related topics. Additionally, the companies continuously upgrade technological investments designed to prevent, detect, and respond to attacks. The companiesâ€™ electric, natural gas, and corporate systems each follow standards, controls, and requirements designed to maintain compliance with applicable regulations and standards, such as MPSC, NERC critical infrastructure protection, and payment card industry regulations. Technology projects and third-party service providers are reviewed for adherence to cybersecurity requirements. CMSÂ Energyâ€™s and Consumersâ€™ cybersecurity program focuses on finding and remediating vulnerabilities in their systems. The companies use third-party firms for penetration testing, audits, and assessments, and conduct technical exercises to practice their response to simulated events as well as tabletop exercises to test that response using their incident command system, including leadership decisions. The companies also have a dedicated, proactive function focused fully on monitoring CMSÂ Energyâ€™s and Consumersâ€™ systems and responding when cybersecurity attacks occur. This includes regular information sharing with industry partners, peer utilities, and state and federal partners. The companiesâ€™ incident response plan outlines the individuals responsible, the methods employed, and the timeline for notifying state and federal governmental agencies. The companies retain a third-party cybersecurity firm to assist with potentially significant cybersecurity incidents and have invested in cybersecurity insurance to offset costs incurred from any such cybersecurity incidents. To manage cybersecurity risks associated with the companiesâ€™ use of third-party service providers, the companies incorporate security requirements into contracts, when deemed applicable, and pursue third-party security certifications for vendors with a higher risk profile. CMSÂ Energy and Consumers have experienced no material cybersecurity incidents; however, future cybersecurity incidents could materially affect their business strategy, results of operations, or financial condition. For additional details regarding these and other uncertainties, see ItemÂ 1A. Risk Factors. Managementâ€™s Role: The Vice President of Information Technology and Security and CIO has over 25Â years of information technology and security experience and, to enhance governance, reports to the Senior Vice President and General Counsel. The Vice President of Information Technology and Security and CIO is responsible for informing the CEO and other members of senior management, as necessary, about cybersecurity incidents, covering prevention, detection, mitigation, and remediation efforts as they are detected by the cybersecurity team. Cybersecurity incidents are managed using the companiesâ€™ standard process for critical events. In the event of such cybersecurity incidents, the Vice President of 50Table of ContentsInformation Technology and Security and CIO communicates and collaborates with the officers of the companies and subject matter experts to address business continuity, contingency, and recovery plans. Senior management will notify the Board, including the Audit Committee, of any significant cybersecurity incidents. Board Oversight: As part of the Boardâ€™s risk oversight process, senior management meets with the Board or Audit Committee at least twice annually to provide updates on and discuss cybersecurity. Such updates include a review of the companiesâ€™ cybersecurity strategy, a scan of the threat landscape, and recent performance. Additionally, cybersecurity risks are included in the Audit Committeeâ€™s risk oversight functions, which focus on operating and financial activities that could impact the companiesâ€™ financial and other disclosure reporting. The Audit Committeeâ€™s oversight involves reviewing and approving policies on risk assessment, controls, and accounting risk exposure. The Audit Committee also reviews internal audit reports regarding cybersecurity processes, and receives updates that focus on CMSÂ Energyâ€™s and Consumersâ€™ cybersecurity program, mitigation of cybersecurity risks, and assessments by third-party experts. Of note, twoÂ members of the Board have extensive industry experience in cybersecurity and are on CMSÂ Energyâ€™s and Consumersâ€™ Audit Committee. ItemÂ 2.Â Â Â Â PropertiesDescriptions of CMSÂ Energyâ€™s and Consumersâ€™ properties are found in the following sections of ItemÂ 1. Business, all of which are incorporated by reference in this ItemÂ 2:â€¢Generalâ€”CMSÂ Energyâ€¢Generalâ€”Consumersâ€¢Business Segmentsâ€”Consumers Electric Utilityâ€”Electric Utility Propertiesâ€¢Business Segmentsâ€”Consumers Electric Utilityâ€”Electric Utility Generation and Supply Mixâ€¢Business Segmentsâ€”Consumers Gas Utilityâ€”Gas Utility Propertiesâ€¢Business Segmentsâ€”NorthStar Clean Energyâ€”Non-utility Operations and Investmentsâ€”Independent Power ProductionItemÂ 3.Â Â Â Â Legal ProceedingsFor information regarding CMSÂ Energyâ€™s and Consumersâ€™ significant pending administrative and judicial proceedings involving regulatory, operating, transactional, environmental, and other matters, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters and NoteÂ 3, Contingencies and Commitments.CMSÂ Energy, Consumers, and certain of their affiliates are also parties to routine lawsuits and administrative proceedings incidental to their businesses involving, for example, claims for personal injury and property damage, contractual matters, various taxes, and rates and licensing.ItemÂ 4.Â Â Â Â Mine Safety DisclosuresNot applicable.51Table of ContentsPartÂ IIItemÂ 5.Â Â Â Â Market For Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity SecuritiesCMSÂ EnergyCMSÂ Energyâ€™s common stock is traded on the NewÂ York Stock Exchange under the symbol CMS. At JanuaryÂ 17, 2025, the number of registered holders of CMSÂ Energyâ€™s common stock totaled 24,092, based on the number of record holders.For additional information regarding securities authorized for issuance under equity compensation plans, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 11, Stock-based Compensation and ItemÂ 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters. For additional information regarding dividends and dividend restrictions, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 4, Financings and Capitalization.Comparison of Fiveâ€‘year Cumulative Total ReturnFive-Year Cumulative Total ReturnCompany/Index20192020202120222023 2024CMSÂ Energy$100Â $100Â $109Â $110Â $104Â $123Â S&P 500 Index100Â 118Â 152Â 125Â 158Â 197Â S&P 400 Utilities Index100Â 86Â 103Â 103Â 89Â 117Â These cumulative total returns assume reinvestments of dividends.52Table of ContentsConsumersConsumersâ€™ common stock is privately held by its parent, CMSÂ Energy, and does not trade in the public market.Issuer Repurchases of Equity SecuritiesCMSÂ Energy repurchases common stock to satisfy the minimum statutory income tax withholding obligation for common shares that have vested under the PISP. The value of shares repurchased is based on the market price on the vesting date. Presented in the following table are CMSÂ Energyâ€™s repurchases of common stock for the threeÂ months ended DecemberÂ 31,Â 2024:PeriodTotal Number of Shares PurchasedAverage Price Paid Per ShareOctober 1, 2024 to October 31, 2024202Â $70.96Â November 1, 2024 to November 30, 2024348Â 68.42Â DecemberÂ 1,Â 2024 to DecemberÂ 31,Â 2024â€”Â â€”Â Total550Â $69.35Â As of DecemberÂ 31,Â 2024, CMSÂ Energy has no other publicly announced plans or programs that permit the repurchase of equity securities.Unregistered Sales of Equity SecuritiesNone.ItemÂ 6.Â Â Â Â ReservedItemÂ 7.Â Â Â Â Managementâ€™s Discussion and Analysis of Financial Condition and Results of OperationsThis Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations is a combined report of CMSÂ Energy and Consumers.Executive OverviewCMSÂ Energy is an energy company operating primarily in Michigan. It is the parent holding company of several subsidiaries, including Consumers, an electric and gas utility, and NorthStar Clean Energy, primarily a domestic independent power producer and marketer. Consumersâ€™ electric utility operations include the generation, purchase, distribution, and sale of electricity, and Consumersâ€™ gas utility operations include the purchase, transmission, storage, distribution, and sale of natural gas. Consumersâ€™ customer base consists of a mix of primarily residential, commercial, and diversified industrial customers. NorthStar Clean Energy, through its subsidiaries and equity investments, is engaged in domestic independent power production, including the development and operation of renewable generation, and the marketing of independent power production.53Table of ContentsCMSÂ Energy and Consumers manage their businesses by the nature of services each provides. CMSÂ Energy operates principally in three business segments: electric utility; gas utility; and NorthStar Clean Energy, its nonâ€‘utility operations and investments. Consumers operates principally in two business segments: electric utility and gas utility. CMSÂ Energyâ€™s and Consumersâ€™ businesses are affected primarily by:â€¢regulation and regulatory mattersâ€¢state and federal legislationâ€¢economic conditionsâ€¢weatherâ€¢energy commodity pricesâ€¢interest ratesâ€¢their securitiesâ€™ credit ratingsThe Triple Bottom LineCMSÂ Energyâ€™s and Consumersâ€™ purpose is to provide safe, reliable, affordable, clean, and equitable energy in service of their customers. In support of this purpose, CMSÂ Energy and Consumers couple digital transformation with the â€œCEÂ Way,â€ a lean operating model designed to improve safety, quality, cost, delivery, and employee morale.CMSÂ Energy and Consumers measure their progress toward the purpose by considering their impact on the â€œtriple bottom lineâ€ of people, planet, and prosperity; this consideration takes into account not only the economic value that CMSÂ Energy and Consumers create for customers and investors, but also their responsibility to social and environmental goals. The triple bottom line balances the interests of employees, customers, suppliers, regulators, creditors, Michiganâ€™s residents, the investment community, and other stakeholders, and it reflects the broader societal impacts of CMSÂ Energyâ€™s and Consumersâ€™ activities.54Table of ContentsCMSÂ Energyâ€™s Sustainability Report, which is available to the public, describes CMSÂ Energyâ€™s and Consumersâ€™ progress toward world class performance measured in the areas of people, planet, and prosperity.People: The people element of the triple bottom line represents CMSÂ Energyâ€™s and Consumersâ€™ commitment to their employees, their customers, the residents of local communities in which they do business, and other stakeholders.The safety of co-workers, customers, and the general public is a priority of CMSÂ Energy and Consumers. Accordingly, CMSÂ Energy and Consumers have worked to integrate a set of safety principles into their business operations and culture. These principles include complying with applicable safety, health, and security regulations and implementing programs and processes aimed at continually improving safety and security conditions. CMSÂ Energy and Consumers also place a high priority on customer value and on providing a hometown customer experience. Consumersâ€™ customer-driven investment program is aimed at improving safety and increasing electric and gas reliability.In SeptemberÂ 2023, Consumers filed its Reliability Roadmap, an update to its previous Electric Distribution Infrastructure Investment Plan filed in 2021, with the MPSC. The Reliability Roadmap outlines a five-year strategy to improve Consumersâ€™ electric distribution system and the reliability of the grid. The plan proposes the following spending for projects designed to reduce the number and duration of power outages to customers through investment in infrastructure upgrades, vegetation management, and grid modernization:â€¢capital expenditures of $7Â billion through 2028; this amount is $3Â billion higher than proposed in the previous planâ€¢maintenance and operating spending of $1.7Â billion through 2028, reflecting an increase of $300Â million over the previous planIn the electric rate case it filed in MayÂ 2024, Consumers outlined its proposal to begin implementing the Reliability Roadmap and requested rate recovery of the investments needed to support the planâ€™s key objectives. Central to Consumersâ€™ commitment to its customers are the initiatives it has undertaken to keep electricity and natural gas affordable, including:â€¢replacement of coal-fueled generation and PPAs with a cost-efficient mix of renewable energy, less-costly dispatchable generation sources, and energy waste reduction and demand response programsâ€¢targeted infrastructure investment to reduce maintenance costs and improve reliability and safetyâ€¢supply chain optimizationâ€¢economic development to increase sales and reduce overall ratesâ€¢information and control system efficienciesâ€¢employee and retiree health care cost sharingâ€¢tax planningâ€¢cost-effective financingâ€¢workforce productivity enhancementsWhile CMSÂ Energy and Consumers have experienced some supply chain disruptions and inflationary pressures, they have taken steps to mitigate the impact on their ability to provide safe and reliable service to customers. 55Table of ContentsPlanet: The planet element of the triple bottom line represents CMSÂ Energyâ€™s and Consumersâ€™ commitment to protect the environment. This commitment extends beyond compliance with various state and federal environmental, health, and safety laws and regulations. Management considers climate change and other environmental risks in strategy development, business planning, and enterprise risk management processes.CMSÂ Energy and Consumers continue to focus on opportunities to protect

the environment and reduce their carbon footprint from owned generation. CMSÂ Energy, including Consumers, has decreased its combined percentage of electric supply (self-generated and purchased) from coal by 23Â percentage points since 2015. Additionally, as a result of actions already taken through 2024, initial measurement data indicates Consumers has:â€¢reduced carbon dioxide emissions from owned generation by more than 30Â percent since 2005â€¢reduced methane emissions by nearly 30Â percent since 2012â€¢reduced the volume of water used to generate electricity by more than 50Â percent since 2012â€¢reduced landfill waste disposal by more than twoÂ millionÂ tons since 1992â€¢enhanced, restored, or protected more than 11,700Â acres of land since 2017Since 2005, Consumers has reduced its sulfur dioxide and particulate matter emissions by nearly 95Â percent and its NOx emissions by more than 86Â percent. Consumers began tracking mercury emissions in 2007; since that time, it has reduced such emissions by more than 92Â percent.Presented in the following illustration are Consumersâ€™ reductions in these emissions:56Table of ContentsIn NovemberÂ 2023, Michigan enacted the 2023Â Energy Law, which among other things:â€¢raised the renewable energy standard from the present 15â€‘percent requirement to 50Â percent by 2030 and 60Â percent by 2035; renewable energy generated anywhere within MISO can be applied to meeting this standard, with certain limitationsâ€¢set a clean energy standard of 80Â percent by 2035 and 100Â percent by 2040; low- or zero-carbon emitting resources, such as nuclear generation and natural gas generation coupled with carbon capture, are considered clean energy sources under this standardâ€¢enhanced existing incentives for energy efficiency programs and returns earned on new clean or renewable PPAsâ€¢created a new energy storage standard that requires electric utilities to file plans by 2029 to obtain new energy storage that will contribute to a Michigan target of 2,500Â MW based on their pro rata shareâ€¢expanded the statutory cap on distributed generation resources to tenÂ percentConsumers filed updates to its renewable energy plan in NovemberÂ 2024 and plans to file updates to its Clean Energy Plan in 2026. Together, these updated plans will serve as Consumersâ€™ blueprint to meeting the requirements of the 2023Â Energy Law by focusing on increasing the generation of renewable energy, deploying energy storage, helping customers use less energy, and offering demand response programs to reduce demand during critical peak times.Consumersâ€™ Clean Energy Plan details its strategy to meet customersâ€™ long-term energy needs and was most recently revised and approved by the MPSC in 2022 under Michiganâ€™s integrated resource planning process. The Clean Energy Plan outlines Consumersâ€™ long-term strategy for delivering safe, reliable, affordable, clean, and equitable energy to its customers. This strategy includes:â€¢ending the use of coal in owned generation in 2025, 15Â years sooner than initially plannedâ€¢purchasing the Covert Generating Station, a natural gas-fueled generating facility with 1,200Â MW of nameplate capacity, allowing Consumers to continue to provide controllable sources of electricity to customers; this purchase was completed in MayÂ 2023â€¢soliciting capacity from sources able to deliver to Michiganâ€™s Lower Peninsula, including battery storage facilitiesConsumersâ€™ proposed updates to its renewable energy plan include:â€¢the addition of up to 9,000Â MW of both purchased and owned solar energy resourcesâ€¢the addition of up to 2,800Â MW of new, competitively bid wind capacityâ€¢the co-location of battery energy storage with its renewable energy assets to optimize those assets Coupled with updates to the Clean Energy Plan, these actions will enable Consumers to achieve 60Â percent renewable energy by 2035 and 100Â percent clean energy by 2040, and will also contribute to Consumersâ€™ achievement of the net-zero emissions goals discussed below. Net-zero methane emissions from natural gas delivery system by 2030: Under its Methane Reduction Plan, Consumers plans to reduce methane emissions from its system by about 80Â percent, from 2012 baseline levels, by accelerating the replacement of aging pipe, rehabilitating or retiring outdated infrastructure, and adopting new technologies and practices. The remaining emissions will likely be offset by purchasing and/or producing renewable natural gas. To date, Consumers has reduced methane emissions by nearly 30Â percent.Net-zero greenhouse gas emissions target for the entire business by 2050: This goal incorporates greenhouse gas emissions from Consumersâ€™ natural gas delivery system, including suppliers and 57Table of Contentscustomers, and has an interim goal of reducing customer emissions by 25Â percent by 2035. Consumers expects to meet this goal through carbon offset measures, renewable natural gas, energy efficiency and demand response programs, and the adoption of cost-effective emerging technologies once proven and commercially available.Additionally, to advance its environmental stewardship in Michigan and to minimize the impact of future regulations, Consumers set the following goals for the five-year period 2023 through 2027:â€¢to enhance, restore, or protect 6,500Â acres of land through 2027; Consumers has enhanced, restored, or protected more than 5,000Â acres of land towards this goalâ€¢to reduce water usage by 1.7Â billionÂ gallons through 2027; Consumers has reduced water usage by more than 1.3Â billionÂ gallons towards this goalâ€¢to annually divert a minimum of 90Â percent of waste from landfills (through waste reduction, recycling, and reuse); during 2024, Consumersâ€™ rate of waste diverted from landfills was 92Â percentCMSÂ Energy and Consumers are monitoring numerous legislative, policy, and regulatory initiatives, including those to regulate and report greenhouse gases, and related litigation. While CMSÂ Energy and Consumers cannot predict the outcome of these matters, which could affect them materially, they intend to continue to move forward with their clean and lean strategy.Prosperity: The prosperity element of the triple bottom line represents CMSÂ Energyâ€™s and Consumersâ€™ commitment to meeting their financial objectives and providing economic development opportunities and benefits in the communities in which they do business. CMSÂ Energyâ€™s and Consumersâ€™ financial strength allows them to maintain solid investment-grade credit ratings and thereby reduce funding costs for the benefit of customers and investors, to attract and retain talent, and to reinvest in the communities they serve.In 2024, CMSÂ Energyâ€™s net income available to common stockholders was $993Â million, and diluted EPS were $3.33. This compares with net income available to common stockholders of $877Â million and diluted EPS of $3.01 in 2023. In 2024, electric and gas rate increases were offset partially by higher interest charges and increased depreciation and property taxes, reflecting higher capital spending. A more detailed discussion of the factors affecting CMSÂ Energyâ€™s and Consumersâ€™ performance can be found in the Results of Operations section that follows this Executive Overview.Over the next fiveÂ years, Consumers expects weather-normalized electric deliveries to increase compared to 2024. This outlook reflects strong growth in electric demand, offset partially by the effects of energy waste reduction programs. Weather-normalized gas deliveries are expected to remain stable relative to 2024, reflecting modest growth in gas demand, offset by the effects of energy waste reduction programs.58Table of ContentsPerformance: Impacting the Triple Bottom LineCMSÂ Energy and Consumers remain committed to delivering safe, reliable, affordable, clean, and equitable energy in service of their customers and positively impacting the triple bottom line of people, planet, and prosperity. During 2024, CMSÂ Energy and Consumers:â€¢created a Clean Energy Workforce Development Program for people employed in the building trades to receive training and certifications in the areas of advanced energy efficiency, lead abatement, and other workâ€¢buried power lines in multiple Michigan communities under a targeted undergrounding pilot program in efforts to improve electric service for Consumersâ€™ electric customersâ€¢began installation of nearly 3,000Â line sensors, 100Â automatic transfer reclosers, and 1,200Â iron utility poles to improve electric reliability and help prevent power outagesâ€¢expanded Consumersâ€™ MI Clean Air program to include several renewable natural gas projects being developed and constructed across Michigan, increasing options for customers to offset emissions associated with their natural gas useâ€¢collaborated with the Muskegon County Resource Recovery Center to develop a 250-MW solar energy center, Consumersâ€™ first large-scale, self-developed solar project, that is expected to power 40,000Â homes by 2026â€¢updated Consumersâ€™ Transportation Electrification Plan, aiming to power over 1,500Â new fast charging locations and serve oneÂ million electric vehicles in Michigan by 2030â€¢launched a new workplace electric vehicle charging program, offering rebates to businesses that install chargers, with a goal of equipping over 500Â workplaces by 2030â€¢completed the final phase of the Mid-Michigan Pipeline project, replacing and upgrading 55Â miles of natural gas transmission pipeline in five Michigan counties, ensuring safe and reliable gas flow to homes and businesses prior to the winter seasonCMSÂ Energy and Consumers will continue to utilize the CEÂ Way to enable them to achieve world class performance and positively impact the triple bottom line. Consumersâ€™ investment plan and the regulatory environment in which it operates also drive its ability to impact the triple bottom line.Investment Plan: Over the next fiveÂ years, Consumers expects to make significant expenditures on infrastructure upgrades, replacements, and clean generation. While it has a large number of potential investment opportunities that would add customer value, Consumers has prioritized its spending based on the criteria of enhancing public safety, increasing reliability, maintaining affordability for its customers, and advancing its environmental stewardship. Consumersâ€™ investment program, which is subject to approval through general rate case and other MPSC proceedings, is expected to result in annual rate-base growth of more than eightÂ percent. This rate-base growth, together with cost-control measures, should allow Consumers to maintain affordable customer prices.59Table of ContentsPresented in the following illustration are Consumersâ€™ planned capital expenditures through 2029 of $20.0Â billion: Of this amount, Consumers plans to spend $14.8Â billion over the next fiveÂ years primarily to maintain and upgrade its electric distribution systems and gas infrastructure in order to enhance safety and reliability, improve customer satisfaction, reduce energy waste on those systems, and facilitate its clean energy transformation. Electric distribution and other projects comprise $8.5Â billion primarily to strengthen circuits and substations, replace poles, and interconnect clean energy resources. The gas infrastructure projects comprise $6.3Â billion to sustain deliverability, enhance pipeline integrity and safety, and reduce methane emissions. Consumers also expects to spend $5.2Â billion on clean generation, which includes investments in wind, solar, and hydroelectric generation resources.Regulation: Regulatory matters are a key aspect of Consumersâ€™ business, particularly rate cases and regulatory proceedings before the MPSC, which permit recovery of new investments while helping to ensure that customer rates are fair and affordable. Important regulatory events and developments not already discussed are summarized below.2024Â Electric Rate Case: In MayÂ 2024, Consumers filed an application with the MPSC seeking a rate increase of $325Â million, made up of two components. First, Consumers requested a $303Â million annual rate increase, based on a 10.25â€‘percent authorized return on equity for the projected 12â€‘month period ending FebruaryÂ 28,Â 2026. The filing requested authority to recover costs related to new infrastructure investment primarily in distribution system reliability and cleaner energy resources. Second, Consumers requested approval of a $22Â million surcharge for the recovery of distribution investments made in 2023 that exceeded the rates authorized in accordance with previous electric rate orders. In OctoberÂ 2024, Consumers revised its requested increase to $277Â million, primarily to reflect the removal of projected capital investments associated with certain solar facilities that Consumers incorporated into its amended renewable energy plan. The MPSC must issue a final order in this case before or in MarchÂ 2025.2023Â Electric Rate Case: In MarchÂ 2024, the MPSC issued an order authorizing an annual rate increase of $92Â million, which is inclusive of a $9Â million surcharge for the recovery of select distribution 60Table of Contentsinvestments made in 2022 that exceeded the rates authorized in accordance with the DecemberÂ 2021 electric rate order. The approved rate increase is based on a 9.9â€‘percent authorized return on equity. The new rates became effective MarchÂ 15,Â 2024.2024Â Gas Rate Case: In DecemberÂ 2024, Consumers filed an application with the MPSC seeking an annual rate increase of $248Â million based on a 10.25â€‘percent authorized return on equity for the projected 12â€‘month period ending OctoberÂ 31,Â 2026. The MPSC must issue a final order in this case before or in OctoberÂ 2025. 2023Â Gas Rate Case: In DecemberÂ 2023, Consumers filed an application with the MPSC seeking an annual rate increase of $136Â million based on a 10.25â€‘percent authorized return on equity for the projected test year comprising the 12â€‘month period ending SeptemberÂ 30,Â 2025. In MayÂ 2024, Consumers revised its requested increase to $113Â million. In JulyÂ 2024, the MPSC approved a settlement agreement authorizing an annual rate increase of $35Â million, based on a 9.9â€‘percent authorized return on equity. Additionally, the settlement approves the use of $27.5Â million, or one-fourth, of the gain on the sale of Consumersâ€™ unregulated ASP business as an offset to the revenue deficiency in lieu of additional rate relief during the test year. This results in effective rate relief of $62.5Â million for the test year. The settlement agreement also provides for the remaining three-fourths of the $110Â million gain on the sale of the ASP business, or $82.5Â million, to be provided to customers as a bill credit over a three-year period. The new rates, including the bill credit, became effective OctoberÂ 1,Â 2024.Looking ForwardCMSÂ Energy and Consumers will continue to consider the impact on the triple bottom line of people, planet, and prosperity in their daily operations as well as in their long-term strategic decisions. Consumers will continue to seek fair and timely regulatory treatment that will support its customer-driven investment plan, while pursuing cost-control measures that will allow it to maintain sustainable customer base rates. The CEÂ Way is an important means of realizing CMSÂ Energyâ€™s and Consumersâ€™ purpose of providing safe, reliable, affordable, clean, and equitable energy in service of their customers.61Table of ContentsResults of OperationsCMSÂ Energy Consolidated Results of OperationsIn Millions, Except Per Share AmountsYears Ended DecemberÂ 3120242023ChangeNet Income Available to Common Stockholders$993Â $877Â $116Â Basic Earnings Per Average Common Share$3.34Â $3.01Â $0.33Â Diluted Earnings Per Average Common Share$3.33Â $3.01Â $0.32Â InÂ MillionsYears Ended DecemberÂ 3120242023ChangeElectric utility$681Â $550Â $131Â Gas utility328Â 315Â 13Â NorthStar Clean Energy63Â 67Â (4)Corporate interest and other(79)(55)(24)Net Income Available to Common Stockholders$993Â $877Â $116Â For a summary of net income available to common stockholders for 2023 versus 2022, as well as detailed changes by reportable segment, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Results of Operations, in the FormÂ 10â€‘K for the fiscal year ended DecemberÂ 31,Â 2023, filed FebruaryÂ 8,Â 2024.62Table of ContentsAmounts in the following tables are presented pre-tax, with the exception of income tax changes. Presented in the following table is a summary of changes to net income available to common stockholders for 2024 versus 2023:In MillionsYear Ended DecemberÂ 31,Â 2023$877Â Reasons for the changeConsumers electric utility and gas utilityElectric sales$45Â Gas sales(35)Electric rate increase235Â Gas rate increase, including gain amortization in lieu of rate relief184Â Absence of 2023 voluntary separation program expenses33Â Lower service restoration costs32Â Higher other income, net of expenses4Â Higher interest charges(70)Higher depreciation and amortization(55)Higher other maintenance and operating expenses(53)Higher income tax expense(36)Higher property taxes, reflecting higher capital spending, and other(33)Lower ASP revenue net of expense due to sale(7)$144Â NorthStar Clean Energy(4)Corporate interest and other(24)Year Ended DecemberÂ 31,Â 2024$993Â 1Â Â Â Â See ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters.63Table of ContentsConsumers Electric Utility Results of OperationsPresented in the following table are the detailed changes to the electric utilityâ€™s net income available to common stockholders for 2024 versus 2023:In MillionsYear Ended DecemberÂ 31,Â 2023$550Â Reasons for the changeElectric deliveries1 and rate increasesRate increase, including securitization surcharge and return on higher renewable capital spending$235Â Higher revenue due primarily to favorable weather45Â Higher energy waste reduction program revenues10Â $290Â Maintenance and other operating expensesLower service restoration costs32Â Absence of 2023 voluntary separation program expenses20Â Higher distribution, transmission, and generation expenses(15)Higher energy waste reduction program costs(10)Higher other maintenance and operating expenses(18)9Â Depreciation and amortizationIncreased plant in service, reflecting higher capital spending(68)General taxesHigher property taxes, reflecting higher capital spending(21)Other income, net of expenses(5)Interest charges(39)Income taxesHigher electric utility pre-tax earnings(41)Higher renewable energy tax credits211Â Higher other income taxes(5)(35)Year Ended DecemberÂ 31,Â 2024$681Â 1Deliveries to end-use customers were 36.8Â billionÂ kWh in 2024 and 36.3Â billionÂ kWh in 2023.2See ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 12, Income Taxes.64Table of ContentsConsumers Gas Utility Results of OperationsPresented in the following table are the detailed changes to the gas utilityâ€™s net income available to common stockholders for 2024 versus 2023:In MillionsYear Ended DecemberÂ 31,Â 2023$315Â Reasons for the changeGas deliveries1 and rate increasesRate increase$75Â Lower revenue due primarily to unfavorable weather(35)Lower ASP business revenue2(46)ASP gain customer bill credit3(8)Lower energy waste reduction program revenues(8)$(22)Maintenance and other operating expensesLower ASP business expense239Â Amortization of ASP gain317Â Absence of 2023 voluntary separation program expenses13Â Lower energy waste reduction program costs8Â Higher maintenance and other operating expenses(20)57Â Depreciation and amortizationLower depreciation rates, offset partially by higher capital spending13Â General taxesHigher property taxes, reflecting higher capital spending and other(12)Other income, net of expenses9Â Interest charges(31)Income taxesHigher gas utility pre-tax earnings(4)Lower other income taxes3Â (1)Year Ended DecemberÂ 31,Â 2024$328Â 1Deliveries to end-use customers were 268Â Bcf in 2024 and 282Â Bcf in 2023.2See ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 19, Exit Activities and Asset Sales.3See ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters.65Table of ContentsNorthStar Clean Energy Results of OperationsPresented in the following table are the detailed changes to NorthStar Clean Energyâ€™s net income available to common stockholders for 2024 versus 2023:In MillionsYear Ended DecemberÂ 31,Â 2023$67Â Reason for the changeHigher operating earnings, primarily at DIG$22Â Higher renewable energy tax credits9Â Higher interest charges and other expenses(11)Lower earnings from renewable projects(24)Year Ended DecemberÂ 31,Â 2024$63Â Corporate Interest and Other Results of OperationsPresented in the following table are the detailed changes to corporate interest and other results for 2024 versus 2023:In MillionsYear Ended DecemberÂ 31,Â 2023$(55)Reasons for the changeLower gain on extinguishment of debt1$(21)Other(3)Year Ended DecemberÂ 31,Â 2024$(79)1See ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 4, Financings and Capitalization.Cash Position, Investing, and FinancingAt DecemberÂ 31,Â 2024, CMSÂ Energy had $178Â million of consolidated cash and cash equivalents, which included $75Â million of restricted cash and cash equivalents. At DecemberÂ 31,Â 2024, Consumers had $119Â million of consolidated cash and cash equivalents, which included $75Â million of restricted cash and cash equivalents.For specific components of

net cash provided by operating activities, net cash used in investing activities, and net cash provided by financing activities for 2023 versus 2022, see ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Cash Position, Investing, and Financing, in the FormÂ 10â€K for the fiscal year ended DecemberÂ 31,Â 2023, filed FebruaryÂ 8,Â 2024.66Table of ContentsOperating ActivitiesPresented in the following table are specific components of net cash provided by operating activities for 2024 versus 2023:In MillionsCMSÂ Energy, including ConsumersYear Ended DecemberÂ 31,Â 2023$2,309Â Reasons for the changeHigher net income$139Â Nonâ€‘cash transactions176Â Unfavorable impact of changes in core working capital,2 due primarily to lower collections and lower prices on gas sold to customers(266)Favorable impact of changes in other assets and liabilities, due primarily to proceeds from the sale of renewable energy tax credits3112Â Year Ended DecemberÂ 31,Â 2024$2,370Â ConsumersYear Ended DecemberÂ 31,Â 2023$2,430Â Reasons for the changeHigher net income$142Â Nonâ€‘cash transactions1(2)Unfavorable impact of changes in core working capital,2 due primarily to lower collections and lower prices on gas sold to customers(248)Favorable impact of changes in other assets and liabilities, due primarily to proceeds from the sale of renewable energy tax credits3124Â Year Ended DecemberÂ 31,Â 2024$2,446Â 1Nonâ€‘cash transactions comprise depreciation and amortization, changes in deferred income taxes and investment tax credits, bad debt expense, and other nonâ€‘cash operating activities and reconciling adjustments.2Core working capital comprises accounts receivable, accrued revenue, inventories, accounts payable, and accrued rate refunds.3See ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 12, Income Taxesâ€”Renewable Energy Tax Credits.67Table of ContentsInvesting ActivitiesPresented in the following table are specific components of net cash used in investing activities for 2024 versus 2023:In MillionsCMSÂ Energy, including ConsumersYear Ended DecemberÂ 31,Â 2023$(3,386)Reasons for the changeHigher capital expenditures$(611)Absence of 2023 purchase of Covert Generating Station812Â Proceeds from sale of ASP business1124Â Other investing activities7Â Year Ended DecemberÂ 31,Â 2024$(3,054)ConsumersYear Ended DecemberÂ 31,Â 2023$(3,201)Reasons for the changeHigher capital expenditures$(594)Absence of 2023 purchase of Covert Generating Station812Â Proceeds from sale of ASP business1124Â Other investing activities(13)Year Ended DecemberÂ 31,Â 2024$(2,872)1See ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 19, Exit Activities and Asset Sales.68Table of ContentsFinancing ActivitiesPresented in the following table are specific components of net cash provided by financing activities for 2024 versus 2023:In MillionsCMSÂ Energy, including ConsumersYear Ended DecemberÂ 31,Â 2023$1,143Â Reasons for the changeLower debt issuances$(1,589)Lower debt retirements1,180Â Higher repayments of notes payable(101)Higher issuances of common stock, primarily a higher settlement of forward sale contracts under the equity offering program1 in 202494Â Higher payments of dividends on common stock(47)Absence of 2023 proceeds from sales of membership interests in VIEs to tax equity investors(86)Lower contributions from noncontrolling interest(1)Other financing activities, primarily lower debt issuance costs21Â Year Ended DecemberÂ 31,Â 2024$614Â ConsumersYear Ended DecemberÂ 31,Â 2023$767Â Reasons for the changeLower debt issuances$(1,369)Lower debt retirements1,265Â Higher repayments of notes payable(101)Absence of a repayment of borrowings from CMSÂ Energy in 202375Â Higher stockholder contribution from CMSÂ Energy260Â Return of stockholder contribution to CMSÂ Energy(320)Higher payments of dividends on common stock(100)Other financing activities12Â Year Ended DecemberÂ 31,Â 2024$489Â 1See ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 4, Financings and Capitalizationâ€”Issuance of Common Stock.69Table of ContentsCapital Resources and LiquidityCMSÂ Energy and Consumers expect to have sufficient liquidity to fund their present and future commitments. CMSÂ Energy uses dividends and tax-sharing payments from its subsidiaries and external financing and capital transactions to invest in its utility and nonâ€‘utility businesses, retire debt, pay dividends, and fund its other obligations. The ability of CMSÂ Energyâ€™s subsidiaries, including Consumers, to pay dividends to CMSÂ Energy depends upon each subsidiaryâ€™s revenues, earnings, cash needs, and other factors. In addition, Consumersâ€™ ability to pay dividends is restricted by certain terms included in its articles of incorporation and potentially by FERC requirements and provisions under the Federal Power Act and the Natural Gas Act. For additional details on Consumersâ€™ dividend restrictions, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 4, Financings and Capitalizationâ€”Dividend Restrictions. During the year ended DecemberÂ 31,Â 2024, Consumers paid $795Â million in dividends on its common stock to CMSÂ Energy.Consumers uses cash flows generated from operations, external financing transactions, and the monetization of tax credits, along with stockholder contributions from CMSÂ Energy, to fund capital expenditures, retire debt, pay dividends, and fund its other obligations. Consumers also uses these sources of funding to contribute to its employee benefit plans.Under the Inflation Reduction Act ofÂ 2022, renewable energy tax credits produced after 2022 are eligible to be transferred to third parties. For additional details, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 12, Income Taxesâ€”Renewable Energy Tax Credits.Financing and Capital Resources: CMSÂ Energy and Consumers rely on the capital markets to fund their robust capital plan. Barring any sustained market dislocations or disruptions, CMSÂ Energy and Consumers expect to continue to have ready access to the financial and capital markets and will continue to explore possibilities to take advantage of market opportunities as they arise with respect to future funding needs. If access to these markets were to diminish or otherwise become restricted, CMSÂ Energy and Consumers would implement contingency plans to address debt maturities, which could include reduced capital spending.In 2023, CMSÂ Energy entered into an equity offering program under which it may sell shares of its common stock having an aggregate sales price of up to $1Â billion in privately negotiated transactions, in â€œat the marketâ€ offerings, or through forward sales transactions. As of DecemberÂ 31,Â 2024, these contracts had an aggregate sales price of $28Â million, maturing in November 2025.CMSÂ Energy, NorthStar Clean Energy, and Consumers use revolving credit facilities for general working capital purposes and to issue letters of credit. In MayÂ 2024, NorthStar Clean Energy entered into a secured revolving credit agreement which provides for up to $150Â million in borrowings. At DecemberÂ 31,Â 2024, the full capacity under this secured revolving credit agreement was borrowed. At DecemberÂ 31,Â 2024, CMSÂ Energy had $519Â million of its revolving credit facility available and Consumers had $1.3Â billion available under its revolving credit facilities. An additional source of liquidity is Consumersâ€™ commercial paper program, which allows Consumers to issue, in one or more placements, up to $500Â million in aggregate principal amount of commercial paper notes with maturities of up to 365Â days at market interest rates. These issuances are supported by Consumersâ€™ revolving credit facilities. While the amount of outstanding commercial paper does not reduce the available capacity of the revolving credit facilities, Consumers does not intend to issue commercial paper in an amount exceeding the available capacity of the facilities. At DecemberÂ 31,Â 2024, there were $65Â million of commercial paper notes outstanding under this program. 70Table of ContentsFor additional details about these programs and facilities, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 4, Financings and Capitalization.Certain of CMSÂ Energyâ€™s, NorthStar Clean Energyâ€™s, and Consumersâ€™ credit agreements contain covenants that require each entity to maintain certain financial ratios, as defined therein. At DecemberÂ 31,Â 2024, no default had occurred with respect to any of the financial covenants contained in these credit agreements. Each of the entities was in compliance with the covenants contained in their respective credit agreements as of DecemberÂ 31,Â 2024, as presented in the following table:LimitÂ ActualÂ CMSÂ Energy, parent onlyDebt to capital1< 0.70 to 1.00.58 to 1.0NorthStar Clean Energy, including subsidiariesDebt to capital2< 0.50 to 1.00.15 to 1.0Debt service coverage2> 2.00 to 1.05.55 to 1.0Pledged equity interests to aggregate commitment2,3> 2.00 to 1.02.64 to 1.0ConsumersDebt to capital4< 0.65 to 1.00.50 to 1.01Applies to CMSÂ Energyâ€™s revolving credit agreement, letter of credit reimbursement agreement, and term loans.2Applies to NorthStar Clean Energyâ€™s revolving credit agreement.3The aggregate book value of the pledged equity interests under the revolving credit agreement was at least two-times the aggregate commitment under the revolving credit agreement at DecemberÂ 31,Â 2024.4Applies to Consumersâ€™ revolving credit agreements.Material Cash Requirements: Based on the present investment plan, during 2025, CMSÂ Energy, including Consumers, projects capital expenditures of $4.3Â billion and Consumers projects capital expenditures of $3.7Â billion. CMSÂ Energyâ€™s 2025 contractual commitments comprise $2.4Â billion of purchase obligations and $1.9Â billion of principal and interest payments on long-term debt. Consumersâ€™ 2025 contractual commitments comprise $2.1Â billion of purchase obligations and $1.0Â billion of principal and interest payments on long-term debt.Components of CMSÂ Energyâ€™s and Consumersâ€™ cash management plan include controlling operating expenses and capital expenditures and evaluating market conditions for financing and refinancing opportunities. CMSÂ Energyâ€™s and Consumersâ€™ present level of cash and expected cash flows from operating activities, together with access to sources of liquidity, are anticipated to be sufficient to fund contractual obligations and other material cash requirements for 2025 and beyond.Capital Expenditures: Over the next fiveÂ years, CMSÂ Energy and Consumers expect to make substantial capital investments. The companies may revise their forecast of capital expenditures periodically due to a number of factors, including environmental regulations, MPSC approval or disapproval, business opportunities, market volatility, economic trends, and the ability to access capital. Presented in the 71Table of Contentsfollowing table are CMSÂ Energyâ€™s and Consumersâ€™ estimated capital expenditures, including lease commitments, for 2025 through 2029:In Billions2025202620272028 2029TotalCMSÂ Energy, including ConsumersConsumers$3.7Â $4.1Â $4.4Â $3.9Â $3.9Â $20.0Â NorthStar Clean Energy, including subsidiaries0.6Â 0.3Â 0.7Â 0.6Â 0.6Â 2.8Â Total CMSÂ Energy$4.3Â $4.4Â $5.1Â $4.5Â $4.5Â $22.8Â ConsumersElectric utility operations$2.5Â $2.8Â $3.1Â $2.7Â $2.6Â $13.7Â Gas utility operations1.2Â 1.3Â 1.3Â 1.2Â 1.3Â 6.3Â Total Consumers$3.7Â $4.1Â $4.4Â $3.9Â $3.9Â $20.0Â Other Material Cash Requirements: Presented in the following table are CMSÂ Energyâ€™s and Consumersâ€™ material cash obligations from known contractual and other legal obligations:In BillionsPayments DueDecemberÂ 31,Â 2024Less Than One YearTotalCMSÂ Energy, including ConsumersLong-term debt$1.2Â $16.5Â Interest payments on long-term debt0.7Â 13.2Â Purchase obligations2.4Â 11.4Â AROsâ€Â 2.6Â Total obligations$4.3Â $43.7Â ConsumersLong-term debt$0.5Â $12.2Â Interest payments on long-term debt0.5Â 8.2Â Purchase obligations2.1Â 10.4Â AROsâ€Â 2.5Â Total obligations$3.1Â $33.3Â Purchase obligations arise from long-term contracts for the purchase of commodities and related services, and construction and service agreements. The commodities and related services include long-term PPAs, natural gas and associated transportation, and coal and associated transportation. For more information on CMSÂ Energyâ€™s and Consumersâ€™ purchase obligations, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitmentsâ€”Contractual Commitments.CMSÂ Energy, Consumers, and certain of their subsidiaries enter into various arrangements in the normal course of business to facilitate commercial transactions with third parties. These arrangements include indemnities, surety bonds, letters of credit, and financial and performance guarantees. For additional details on indemnity and guarantee arrangements, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitmentsâ€”Guarantees. For additional details on letters of credit and CMSÂ Energyâ€™s forward sales contracts, see 72Table of ContentsItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 4, Financings and Capitalization.OutlookSeveral business trends and uncertainties may affect CMSÂ Energyâ€™s and Consumersâ€™ financial condition and results of operations. These trends and uncertainties could have a material impact on CMSÂ Energyâ€™s and Consumersâ€™ consolidated income, cash flows, or financial position. For additional details regarding these and other uncertainties, see Forward-looking Statements and Information; ItemÂ 1A. Risk Factors; and ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters and NoteÂ 3, Contingencies and Commitments.Consumers Electric Utility Outlook and UncertaintiesEnergy Transformation: Consumersâ€™ Clean Energy Plan details its long-term strategy for delivering safe, reliable, affordable, clean, and equitable energy to its customers. Coupled with Consumersâ€™ renewable energy plan, the Clean Energy Plan will be Consumersâ€™ blueprint to meeting the requirements of the 2023Â Energy Law. Among other things, this law:â€¢raised the renewable energy standard from the present 15â€‘percent requirement to 50Â percent by 2030 and 60Â percent by 2035â€¢set a clean energy standard of 80Â percent by 2035 and 100Â percent by 2040; low- or zero-carbon emitting resources, such as nuclear generation and natural gas generation coupled with carbon capture, are considered clean energy sources under this standardâ€¢created a new energy storage standard that requires electric utilities to file plans by 2029 to obtain new energy storage that will contribute to a Michigan target of 2,500Â MW based on their pro rata shareWhile Consumersâ€™ existing Clean Energy Plan, established under Michiganâ€™s integrated resource planning process, provides a path towards meeting these requirements, Consumers will file updates to the plan in 2026 to expand and solidify that path. Additionally, Consumers filed updates to its renewable energy plan in NovemberÂ 2024 to propose plans to meet the increased renewable energy standard. Together, these plans will enable Consumers to achieve 60Â percent renewable energy by 2035 and 100Â percent clean energy by 2040. Additionally, through its Clean Energy Plan, Consumers continues to make progress on expanding its customer programs, namely its demand response, energy efficiency, and conservation voltage reduction programs, as well as increasing its renewable energy generation.Under its Clean Energy Plan, Consumers will eliminate the use of coal in owned generation in 2025. Specifically, Consumers retired the D.E.Â Karn coal-fueled generating units, totaling 515Â MW of nameplate capacity, in JuneÂ 2023 and plans to retire the J.H.Â Campbell coal-fueled generating units, totaling 1,407Â MW of nameplate capacity, in 2025. The MPSC authorized Consumers to issue securitization bonds to finance the recovery of and return on the D.E.Â Karn coal-fueled generating units; Consumers issued these bonds in DecemberÂ 2023. Additionally, the MPSC has authorized regulatory asset treatment for Consumers to recover the remaining book value of the J.H.Â Campbell coal-fueled generating units, as well as a 9.0â€‘percent return on equity, commencing in 2025.In order to continue providing controllable sources of electricity to customers while expanding its investment in renewable energy, Consumers purchased the Covert Generating Station, a natural gas-fueled generating facility with 1,200Â MW of nameplate capacity, in MayÂ 2023. Consumers has also contracted to purchase 400Â MW of capacity from battery storage facilities, which will be located in 73Table of ContentsMichiganâ€™s Lower Peninsula and are expected to be operational by 2027. In its current form, the Clean Energy Plan forecasts additional capacity of 75Â MW of battery storage by 2027 and 475Â MW by 2040. Under its Clean Energy Plan, Consumers bids new capacity and energy competitively and expects to own and operate all new wind capacity and approximately 50Â percent of new solar capacity, with the remainder being built and owned by thirdÂ parties. Additionally, Consumers earns a return equal to its pre-tax weighted-average cost of capital on permanent capital structure on payments made under new clean, renewable, or energy storage PPAs with non-affiliated entities.Under Consumersâ€™ existing renewable energy plan, most recently amended and approved by the MPSC in AugustÂ 2024, 15Â percent of the electricity supplied to customers comes from renewable energy sources. In accordance with this plan, Consumers has acquired three wind generation projects, totaling 517Â MW of nameplate capacity, since 2020; the last of these projects became operational in DecemberÂ 2023. The MPSC authorized Consumers to earn a 10.7â€‘percent return on equity on these projects. The MPSC also approved the execution of a 20â€‘year PPA under which Consumers will purchase 100Â MW of renewable capacity, energy, and RECs from a solar generating facility that began operations in OctoberÂ 2024.In NovemberÂ 2024, Consumers filed updates to its renewable energy plan, proposing an addition of up to 9,000Â MW of both purchased and owned solar energy resources. Of this amount, 1,060Â MW of projects would support Consumersâ€™ voluntary green program that provides full-service electric customers with the opportunity to advance the development of renewable energy beyond the present 15â€‘percent requirement. Under this program, Consumers competitively solicits additional renewable energy assets based on customer applications.In the updates to its renewable energy plan, Consumers also proposed the addition of up to 2,800Â MW of new, competitively bid wind capacity in Michigan and the co-location of battery energy storage with its renewable energy assets to optimize those assets. 74Table of ContentsPresented in the following illustration is the aggregate renewable capacity that Consumers expects to add to its portfolio through PPAs and owned generation proposed in its existing Clean Energy Plan and the updates to its renewable energy plan:Consumers continues to evaluate the acquisition of additional capacity from intermittent resources and dispatchable, nonâ€‘intermittent clean capacity resources (including battery storage resources). Any resulting contracts are subject to MPSC approval.Electric Customer Deliveries and Revenue: Consumersâ€™ electric customer deliveries are seasonal and largely dependent on Michiganâ€™s economy. The consumption of electric energy typically increases in the summer months, due primarily to the use of air conditioners and other cooling equipment. In addition, Consumersâ€™ electric rates, which follow a seasonal rate design, are higher in the summer months than in the remaining months of the year. Each year in June, electric residential customers transition to a summer peak time-of-use rate that allows them to take advantage of lower-cost energy during off-peak times during the summer months. Thus, customers can reduce their electric bills by shifting their consumption from onâ€‘peak to offâ€‘peak times.Over the next fiveÂ years, Consumers expects weather-normalized electric deliveries to increase compared to 2024. This outlook reflects strong growth in electric demand, offset partially by the effects of energy waste reduction programs. Actual delivery levels will depend on:â€¢energy conservation measures and results of energy waste reduction programsâ€¢weather fluctuationsâ€¢Michiganâ€™s economic conditions, including utilization, expansion, or contraction of large commercial and industrial facilities, economic development, population trends, electric vehicle adoption, and housing activityElectric ROA: Michigan law allows electric customers in Consumersâ€™ service territory to buy electric generation service from alternative electric suppliers in an aggregate amount capped at tenÂ percent of 75Table of ContentsConsumersâ€™ sales, with certain exceptions. At DecemberÂ 31,Â 2024, electric deliveries

under the ROA program were at the tenâ€‘percent limit. Fewer than 300 of Consumersâ€™ electric customers purchased electric generation service under the ROA program. In 2016, Michigan law established a path to ensure that forward capacity is secured for all electric customers in Michigan, including customers served by alternative electric suppliers under ROA. The law also authorized the MPSC to ensure that alternative electric suppliers have procured enough capacity to cover their anticipated capacity requirements for the fourâ€‘year forward period. In 2017, the MPSC issued an order establishing a state reliability mechanism for Consumers. Under this mechanism, if an alternative electric supplier does not demonstrate that it has procured its capacity requirements for the fourâ€‘year forward period, its customers will pay a set charge to the utility for capacity that is not provided by the alternative electric supplier.During 2017, the MPSC issued orders finding that it has statutory authority to determine and implement a local clearing requirement, which requires all electric suppliers to demonstrate that a portion of the capacity used to serve customers is located in the MISO footprint in Michiganâ€™s Lower Peninsula. In 2020, the Michigan Supreme Court affirmed the MPSCâ€™s statutory authority to implement a local clearing requirement on individual electric providers.In 2020, ABATE and another intervenor filed a complaint against the MPSC in the U.S.Â District Court for the Eastern District of Michigan challenging the constitutionality of a local clearing requirement. The complaint requests the federal court to issue a permanent injunction prohibiting the MPSC from implementing a local clearing requirement on individual electric providers. In FebruaryÂ 2023, the U.S.Â District Court for the Eastern District of Michigan dismissed the complaint. In MarchÂ 2023, ABATE and the other intervenor filed a claim of appeal of the Eastern District Courtâ€™s decision with the U.S.Â Court of Appeals for the SixthÂ Circuit. In JanuaryÂ 2025, the SixthÂ Circuit Court of Appeals issued an opinion finding that the MPSCâ€™s imposition of a local clearing requirement on individual electric suppliers would discriminate against interstate commerce. The Court of Appeals remanded to the District Court for a determination of whether the local clearing requirement discriminated against interstate commerce and whether the MPSCâ€™s regulation survives a strict scrutiny standard, which depends on a determination of whether the local clearing requirement is the only means of achieving the stateâ€™s goal of securing reliable energy supply. In JanuaryÂ 2025, Consumers filed a petition for rehearing and enÂ banc review with the SixthÂ Circuit Court of Appeals, requesting the Court to reconsider and reverse the panel's opinion.Hydroelectric Facilities: In FebruaryÂ 2024, Consumers issued a request for proposals to explore the possibility of selling its 13Â river hydroelectric dams located throughout Michigan. Consumers has solicited community feedback on the damsâ€™ futures, as federal operating licenses for the dams begin to expire in 2034. Consumers continues to evaluate each damâ€™s future, options for which include, but are not limited to, renewing operating licenses, transferring ownership, or removing the facilities.Electric Rate Matters: Rate matters are critical to Consumersâ€™ electric utility business. For additional details on rate matters, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters and NoteÂ 3, Contingencies and Commitments.MPSC Distribution System Audit: In 2022, the MPSC ordered the stateâ€™s twoÂ largest electric utilities, including Consumers, to report on their compliance with regulations and past MPSC orders governing the utilitiesâ€™ response to outages and downed lines. Consumers responded to the MPSCâ€™s order as directed. 76Table of ContentsAdditionally, as directed by the MPSC, the MPSCÂ Staff engaged a thirdâ€‘party auditor to review all equipment and operations of the twoÂ utilitiesâ€™ distribution systems. In SeptemberÂ 2024, the MPSC Staff released the third-party auditorâ€™s final report on its audit of Consumersâ€™ distribution system. The report included several recommendations to improve Consumersâ€™ distribution system and associated processes and procedures. Consumers filed a response to the audit report in NovemberÂ 2024. Consumers is committed to working with the MPSC to continue improving electric reliability and safety in Michigan. 2024Â Electric Rate Case: In MayÂ 2024, Consumers filed an application with the MPSC seeking a rate increase of $325Â million, made up of two components. First, Consumers requested a $303Â million annual rate increase, based on a 10.25â€‘percent authorized return on equity for the projected 12â€‘month period ending FebruaryÂ 28,Â 2026. The filing requested authority to recover costs related to new infrastructure investment primarily in distribution system reliability and cleaner energy resources. Second, Consumers requested approval of a $22Â million surcharge for the recovery of distribution investments made in 2023 that exceeded the rates authorized in accordance with previous electric rate orders. In OctoberÂ 2024, Consumers revised its requested increase to $277Â million, primarily to reflect the removal of projected capital investments associated with certain solar facilities that Consumers incorporated into its amended renewable energy plan. Presented in the following table are the components of the revised requested increase in revenue:In MillionsProjected 12-Month Period Ending February 282026Components of the requested rate increaseInvestment in rate base$144Â Operating and maintenance costs10Â Sales and other revenue41Â Cost of capital60Â Subtotal$255Â Surcharge22Â Total$277Â The MPSC must issue a final order in this case before or in MarchÂ 2025.PSCRÂ Plan: Consumers submitted its 2025Â PSCRÂ plan to the MPSC in SeptemberÂ 2024 and, in accordance with its proposed plan, self-implemented the 2025Â PSCR charge beginning in JanuaryÂ 2025.Retention Incentive Program: Under its Clean Energy Plan, Consumers will retire the J.H.Â Campbell coal-fueled generating units in 2025. In order to ensure necessary staffing at J.H.Â Campbell through retirement, Consumers has implemented a retention incentive program. The aggregate cost of the J.H.Â Campbell program through 2025 is estimated to be less than $50Â million; Consumers expects to recognize $5Â million of retention benefit costs in 2025. The MPSC has approved deferred accounting treatment for these costs; these expenses are deferred as a regulatory asset. For additional details on this program, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 19, Exit Activities and Asset Sales.Electric Environmental Outlook: Consumersâ€™ electric operations are subject to various federal, state, and local environmental laws and regulations. Consumers estimates that it will incur capital expenditures of $240Â million from 2025 through 2029 to continue to comply with RCRA, the Clean Air Act, and numerous other environmental regulations. Consumers expects to recover these costs in customer rates, but cannot guarantee this result. Multiple environmental laws and regulations are subject to litigation. 77Table of ContentsConsumersâ€™ primary environmental compliance focus includes, but is not limited to, the following matters.Air Quality: Multiple air quality regulations apply, or may apply, to Consumersâ€™ electric utility.MATS, emission standards for electric generating units published by the EPA based on SectionÂ 112 of the Clean Air Act, continue to apply to Consumers. The company has complied, and continues to comply, with the MATS regulation and does not expect MATS to materially impact its environmental strategy.CSAPR requires Michigan and many other states to improve air quality by reducing power plant emissions that, according to EPA modeling, contribute to ground-level ozone in other downwind states. Since its 2015 effective date, CSAPR has been revised several times. In JuneÂ 2023, the EPA published the Good Neighbor Plan, a revision to CSAPR. This regulation tightens allowance budgets for electric generating units in Michigan between 2023 and 2029 and changes the mechanism for allocating such allowances on a year-over-year basis beginning in 2026. In JuneÂ 2024, the U.S.Â Supreme Court stayed the Good Neighbor Plan pending judicial review and, as a result, the allowance requirements for Michigan revert back to the prior effective CSAPR ozone season rule. Regardless of the outcome of this litigation and which version of the rule applies, Consumers expects this regulation will have minimal financial and operational impact in the near and/or long term.In 2015, the EPA lowered the NAAQS for ozone and made it more difficult to construct or modify power plants and other emission sources in areas of the country that do not meet theÂ ozone standard. As of MayÂ 2023, threeÂ counties in western Michigan have been designated as not meeting the ozone standard. Based on recent data, the EPA reclassified these counties from â€œmoderateâ€ to â€œseriousâ€ nonattainment. None of Consumersâ€™ fossil-fuel-fired generating units are located in these areas. In MarchÂ 2024, the EPA published a lower fine particulate matter NAAQS, which will likely result in newly designated nonattainment areas in Michigan starting in 2026. Consumers does not expect this rule to have significant impacts on its fossil-fuel-fired generating assets or its clean energy strategy. Consumers will continue to monitor NAAQS rulemakings and litigation to evaluate potential impacts to its generating assets.In DecemberÂ 2024, the EPA published a proposal to amend new source performance standards for new, modified, and reconstructed stationary combustion turbines to lower emission limits for NOx. This may impact future gas-fueled, simple-cycle turbine projects. Consumers will work with industry stakeholder groups to comment on the proposed rule and will monitor the rulemaking.Consumers continues to evaluate these rules in conjunction with other EPA and EGLE rulemakings, litigation, executive orders, treaties, and congressional actions. This evaluation could result in:â€¢a change in Consumersâ€™ fuel mixâ€¢changes in the types of generating units Consumers may purchase or build in the futureâ€¢changes in how certain units are operated, including the installation of additional emission control equipmentâ€¢the retirement, mothballing, or repowering with an alternative fuel of some of Consumersâ€™ generating unitsâ€¢changes in Consumersâ€™ environmental compliance costsâ€¢the purchase or sale of allowancesGreenhouse Gases: There have been numerous legislative and regulatory initiatives at the state, regional, national, and international levels that involve the potential regulation and reporting of greenhouse gases. Consumers continues to monitor and comment on these initiatives, as appropriate.78Table of ContentsIn AprilÂ 2024, the EPA finalized its rule under SectionÂ 111 of the Clean Air Act to address greenhouse gas emissions from new combustion turbine electric generating units and existing coal-, gas-, and oil-fueled steam electric generating units. Notably, these rules do not address existing combustion turbine electric generating units, though the EPA has announced that it will release a draft rule for these types of units at a later time. Under its Clean Energy Plan, Consumers will eliminate the use of coal in owned generation in 2025 and does not expect this rule will have a significant impact on its gas- and oil-fueled steam electric generating assets or its Clean Energy Plan. Future EPA regulations addressing greenhouse gas emissions from existing combustion turbine electric generating units may apply to Consumersâ€™ gas-fueled combustion turbine facilities and may have a material financial and operational impact. Consumers will continue to follow the EPA rules that address greenhouse gas emissions and will continue to evaluate potential impacts to its operations.In 2020, Michiganâ€™s Governor signed an executive order creating the Michigan Healthy Climate Plan, which outlines goals for Michigan to achieve economy-wide net-zero greenhouse gas emissions and to be carbon neutral by 2050. The executive order aims for a 28â€‘percent reduction below 2005Â levels of greenhouse gas emissions by 2025. Consumers has already surpassed the 28â€‘percent reduction milestone for its owned electric generation. The 2023Â Energy Law codifies much of the Governorâ€™s goals. For additional details on the 2023Â Energy Law, see the Planet section of the Executive Overview. Increased frequency or intensity of severe or extreme weather events, including those due to climate change, could materially impact Consumersâ€™ facilities, energy sales, and results of operations. Consumers is unable to predict these events; however, Consumers evaluates the potential physical impacts of climate change on its operations, including increased frequency or intensity of storm activity; increased precipitation; increased temperature; and changes in lake and river levels. Consumers released a report addressing the physical risks of climate change on its infrastructure in 2022. Consumers is taking steps to mitigate these risks as appropriate.While Consumers cannot predict the outcome of changes in U.S.Â policy or of other legislative, executive, or regulatory initiatives involving the potential regulation or reporting of greenhouse gases, it intends to move forward with its Clean Energy Plan, its present net-zero goals, and its emphasis on reliable and resilient electric supply. Litigation, international treaties, executive orders, federal laws and regulations (including regulations by the EPA), and state laws and regulations, if enacted or ratified, could ultimately impact Consumers. Consumers may be required to:â€¢replace equipmentâ€¢install additional emission control equipmentâ€¢purchase emission allowances or credits (including potential greenhouse gas offset credits)â€¢curtail operationsâ€¢arrange for alternative sources of supplyâ€¢purchase or build facilities that generate fewer emissionsâ€¢mothball, sell, or retire facilities that generate certain emissionsâ€¢pursue energy efficiency or demand response measures more swiftlyâ€¢take other steps to manage, sequester, or lower the emission of greenhouse gasesAlthough associated capital or operating costs relating to greenhouse gas regulation or legislation could be material and cost recovery cannot be assured, Consumers expects to recover these costs in rates consistent with the recovery of other reasonable costs of complying with environmental laws and regulations.CCRs: In 2015, the EPA published a rule regulating CCRs under RCRA. This rule adopts minimum standards for the disposal of nonâ€‘hazardous CCRs in CCR landfills and surface impoundments and criteria for the beneficial use of CCRs. The rule also sets out conditions under which some CCR units 79Table of Contentswould be forced to cease receiving CCRs and related process water and to initiate closure. Due to continued litigation, many aspects of the rule have been remanded to the EPA, resulting in more proposed and final rules.In MayÂ 2024, the EPA finalized a rule regulating legacy CCR surface impoundments and CCR management units in response to litigation that exempted inactive impoundments at inactive facilities from the 2015Â CCR rule. The new rule adopts minimum standards for impoundments at electric generating facilities that became inactive before the 2015Â CCR ruleâ€™s effective date. DuringÂ 2024, owners and operators were required to assess if an inactive facility contains a legacy surface impoundment and then, for identified locations, proceed with the compliance schedule. Additionally, the EPA established groundwater monitoring, corrective action, closure, and post-closure care requirements for CCR surface impoundments and landfills closed prior to the effective date of the 2015Â CCR rule, but that do not meet the closure technical and performance standards of the MayÂ 2024 rule. These include inactive CCR landfills that were previously exempted from regulation but that are now considered CCR management units. Owners are required to conduct an evaluation at active facilities and any inactive facilities with at least one legacy impoundment to identify CCR management units and determine an appropriate course of action (closure, groundwater treatment, etc.) for each identified unit according to established compliance milestone schedules.Separately, Congress passed legislation in 2016 allowing participating states to develop permitting programs for CCRs under RCRA SubtitleÂ D. The EPA was granted authority to review these permitting programs to determine if permits issued under the proposed program would be as protective as the federal rule. Once approved, permits issued from an authorized state would serve as the basis for compliance, replacing the requirement to self-certify each aspect of the 2015Â CCR rule.Consumers, with agreement from EGLE, completed the work necessary to initiate closure by excavating CCRs or placing a final cover over each of its relevant CCR units prior to the closure initiation deadline set forth in the 2015Â CCR rule. Consumers has historically been authorized to recover in electric rates costs related to coal ash disposal sites that supported power generation. Consumers has completed an assessment of inactive facilities as required by the 2024Â CCR rule, and did not identify any legacy impoundments. Consumers is continuing with evaluations related to CCR management units and 2024Â CCR rule impacts on the state permit program. For additional details, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 9, Asset Retirement Obligations.Water: Multiple water-related regulations apply, or may apply, to Consumers.The EPA regulates cooling water intake systems of existing electric generating plants under SectionÂ 316(b) of the Clean Water Act. The rules seek to reduce alleged harmful impacts on aquatic organisms, such as fish. In 2018, Consumers submitted to EGLE studies and recommended plans to comply with SectionÂ 316(b) for its coal-fueled units but has not yet received final approval.The EPA also regulates the discharge of wastewater through its effluent limitation guidelines for steam electric generating plants. In 2020, the EPA revised previousÂ guidelines related to the discharge of certain wastewater, but allowed for extension of the compliance deadline from the end of 2023 to the end of 2025, upon approval by EGLE through the NPDES permitting process. Consumers received such an extension for its J.H.Â Campbell coal-fueled generating units, which it plans to retire in 2025. In AprilÂ 2024, the EPA released a final rule updating its effluent limitation guidelines for existing coal-fueled units. This rule regulates additional wastewater streams previously not regulated, including combustion residual leachate and legacy wastewater. Consumers has submitted timely NPDES permit applications and will be working with EGLE to incorporate applicable provisions during the permit renewal process.80Table of ContentsMany of Consumersâ€™ facilities maintain NPDES permits, which are vital to the facilitiesâ€™ operations. Consumers applies for renewal of these permits every fiveÂ years. Failure of EGLE to renew any NPDES permit, a successful appeal against a permit, a change in the interpretation or scope of NPDES permitting, or onerous terms contained in a permit could have a significant detrimental effect on the operations of a facility.Protected Wildlife: Multiple regulations apply, or may apply, to Consumers relating to protected species and habitats.Statutes like the federal Endangered Species Act, the Migratory Bird Treaty Act, and the Bald and Golden Eagle Protection Act of 1940 may impact operations at Consumersâ€™ facilities. In 2021, the U.S.Â Fish and Wildlife Service announced its intent to regulate incidental take under the Migratory Bird Treaty Act but has not yet published a proposed rule. In FebruaryÂ 2024, the U.S.Â Fish and Wildlife Service published a final rule, effective AprilÂ 2024, providing for baldÂ eagle general permits for qualifying wind farms and electric distribution systems. While any resulting permitting and monitoring fees and/or restrictions on operations could impact Consumersâ€™ existing and future operations, Consumers does not expect any material changes to its environmental strategy or Clean Energy Plan as a result of this rule.Additionally, Consumers regularly monitors proposed changes to the listing status of several species within its operational area. A change in species listed under the Endangered Species Act, or under Michiganâ€™s equivalent law, may impact Consumersâ€™ costs to mitigate its impact on protected species and habitats at certain existing facilities as well as siting choices for new facilities.Other Matters: Other electric environmental matters could have a material impact on Consumersâ€™ outlook. For additional details on other electric environmental matters, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitmentsâ€”Consumers Electric Utility Contingenciesâ€”Electric Environmental Matters.Consumers Gas Utility Outlook and UncertaintiesGas Deliveries: Consumersâ€™ gas customer deliveries are seasonal. The peak demand for natural gas occurs in the winter due to colder temperatures and the resulting use of natural gas as heating fuel. Over the next fiveÂ years, Consumers expects weather-normalized gas deliveries to remain stable relative to 2024. This outlook reflects modest growth in gas demand, offset by the effects of energy waste reduction programs. Actual delivery levels will depend on:â€¢weather fluctuationsâ€¢use by power producersâ€¢availability and development of renewable energy sourcesâ€¢gas price changesâ€¢Michiganâ€™s economic conditions, including population trends

and housing activityâ€¢the price or demand of competing energy sources or fuelsâ€¢energy efficiency and conservation impactsGas Rate Matters: Rate matters are critical to Consumersâ€™ gas utility business. For additional details on rate matters, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters and NoteÂ 3, Contingencies and Commitments.2024Â Gas Rate Case: In DecemberÂ 2024, Consumers filed an application with the MPSC seeking an annual rate increase of $248Â million based on a 10.25â€‘percent authorized return on equity for the projected 12â€‘month period ending OctoberÂ 31,Â 2026.81Table of ContentsPresented in the following table are the components of the requested increase in revenue:In MillionsProjected 12-Month Period Ending October 312026Components of the requested rate increaseInvestment in rate base$135Â Operating and maintenance costs42Â Cost of capital44Â ASP gain previously used to offset revenue requirement27Â Total$248Â The MPSC must issue a final order in this case before or in OctoberÂ 2025. GCRÂ Plan: Consumers submitted its 2025â€‘2026Â GCRÂ plan to the MPSC in DecemberÂ 2024 and, in accordance with its proposed plan, expects to self-implement the 2025â€‘2026Â GCR charge beginning in AprilÂ 2025.Gas Pipeline and Storage Integrity and Safety: The U.S.Â Department of Transportationâ€™s Pipeline and Hazardous Materials Safety Administration has published various rules that expand federal safety standards for gas transmission pipelines and underground storage facilities. Initial expanded requirements for transmission pipelines took effect in 2020, with additional requirements released in 2023. There are also proposed rules expanding requirements for gas distribution systems and leak detection and repair. To comply with these rules, Consumers will incur increased capital and operating and maintenance costs to install and remediate pipelines and to expand inspections, maintenance, and monitoring of its existing pipelines and storage facilities. Although associated capital or operating and maintenance costs relating to these regulations could be material and cost recovery cannot be assured, Consumers expects to recover such costs in rates consistent with the recovery of other reasonable costs of complying with laws and regulations.Gas Environmental Outlook: Consumers expects to incur response activity costs at a number of sites, including 23Â former MGP sites. For additional details, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitmentsâ€”Consumers Gas Utility Contingencies. Consumersâ€™ gas operations are subject to various federal, state, and local environmental laws and regulations. Multiple environmental laws and regulations are subject to litigation. Consumersâ€™ primary environmental compliance focus includes, but is not limited to, the following matters.Air Quality: Multiple air quality regulations apply, or may apply, to Consumersâ€™ gas utility.In 2015, the EPA lowered the NAAQS for ozone and made it more difficult to construct or modify natural gas compressor stations and other emission sources in areas of the country that do not meet theÂ ozone standard. As of MayÂ 2023, threeÂ counties in western Michigan have been designated as not meeting the ozone standard. Based on recent data, the EPA reclassified these counties from â€œmoderateâ€ to â€œseriousâ€ nonattainment, which has more stringent requirements. One of Consumersâ€™ compressor stations is in an ozone nonattainment area. Consequently, Consumers has initiated plans to retrofit equipment at this compressor station to lower NOx emissions. Consumers will continue to monitor NAAQS rulemakings and evaluate potential impacts to its compressor stations and other applicable natural gas storage and delivery assets.82Table of ContentsGreenhouse Gases: There is increasing interest at the federal, state, and local levels in potential regulation of greenhouse gases or their sources. In JanuaryÂ 2024, the EPA proposed a new fee for emitting certain waste from petroleum and natural gas systems, as directed under the Inflation Reduction Act of 2022. The proposed fees could apply to methane emissions from transmission pipeline, compression, or underground storage that exceed annual thresholds; however, initial analysis indicates Consumers would not be subject to fees under its routine operations. This regulation or others, if adopted, may involve requirements to reduce methane emissions from Consumersâ€™ gas utility operations and carbon dioxide emissions from customer use of natural gas. Consumers will continue to monitor this proposed rule for potential impacts.In 2020, Michiganâ€™s Governor signed an executive order creating the Michigan Healthy Climate Plan, which outlines goals for Michigan to achieve economy-wide net-zero greenhouse gas emissions and to be carbon neutral by 2050. The executive order aims for a 28â€‘percent reduction below 2005Â levels of greenhouse gas emissions by 2025. For additional details on the executive order, see Outlookâ€”Consumers Electric Utility Outlook and Uncertainties.Consumers is making voluntary efforts to reduce its gas utilityâ€™s methane emissions. Under its Methane Reduction Plan, Consumers has set a goal of net-zero methane emissions from its natural gas delivery system by 2030. Consumers plans to reduce methane emissions from its system by about 80Â percent, from 2012 baseline levels, by accelerating the replacement of aging pipe, rehabilitating or retiring outdated infrastructure, and adopting new technologies and practices. The remaining emissions will likely be offset by purchasing and/or producing renewable natural gas. To date, Consumers has reduced methane emissions by nearly 30Â percent. In 2022, Consumers also announced a net-zero greenhouse gas emissions target for its entire natural gas system by 2050. This includes suppliers and customers, and has an interim goal of reducing customer emissions by 25Â percent by 2035. Consumersâ€™ Natural Gas Delivery Plan, a rolling tenâ€‘year investment plan to deliver safe, reliable, clean, and affordable natural gas to customers, outlines ways in which Consumers can make early progress toward these goals in a cost-effective manner, including energy waste reduction, carbon offsets, and renewable natural gas supply.Consumers has already initiated work in these key areas by continuing to expand its energy waste reduction targets and by offering gas customers the ability to offset their carbon footprint associated with natural gas use by purchasing renewable natural gas and/or carbon credits associated with Michigan forest preservation. Consumers has twoÂ renewable natural gas facilities under construction scheduled for commercial operation in late 2025, and is planning to develop twoÂ additional facilities to achieve commercial operation in 2026. Consumers is evaluating and monitoring newer technologies to determine their role in achieving Consumersâ€™ interim and long-term net-zero goals, including biofuels, synthetic methane, carbon capture sequestration systems, and other innovative technologies.83Table of ContentsNorthStar Clean Energy Outlook and UncertaintiesCMSÂ Energyâ€™s primary focus with respect to its NorthStar Clean Energy businesses is to maximize the value of generating assets, its share of which represents 1,658Â MW of capacity, and to pursue opportunities for the development of renewable generation projects.In DecemberÂ 2024, NorthStar Clean Energy entered into an agreement to sell, for approximately $40Â million, a noncontrolling interest in the holding company of a 100â€‘MW wind project located in Paulding County, Ohio. Additionally, in JanuaryÂ 2025, NorthStar Clean Energy signed an agreement to sell, for approximately $10Â million, a noncontrolling interest in the holding company of a 24â€‘MW solar project located in Delta Township, Michigan and all interest in the holding company of a 3â€‘MW solar project located in Phillips, Wisconsin. These sales are expected to close in the firstÂ half of 2025. NorthStar Clean Energyâ€™s operations may be subject to various federal, state, and local environmental laws and regulations. Multiple environmental laws and regulations are subject to litigation. NorthStar Clean Energyâ€™s primary environmental compliance focus includes, but is not limited to, the following matters.CSAPR requires Michigan and many other states to improve air quality by reducing power plant emissions that, according to EPA modeling, contribute to ground-level ozone in other downwind states. Since its 2015 effective date, CSAPR has been revised several times. In JuneÂ 2023, the EPA published the Good Neighbor Plan, a revision to CSAPR. This regulation tightens allowance budgets for electric generating units in Michigan between 2023 and 2029 and changes the mechanism for allocating such allowances on a year-over-year basis beginning in 2026. In JuneÂ 2024, the U.S.Â Supreme Court stayed the Good Neighbor Plan pending judicial review and, as a result, the allowance requirements for Michigan revert back to the prior effective CSAPR ozone season rule. Under the JuneÂ 2023 revision, NorthStar Clean Energy could incur increased costs to purchase allowances or retrofit equipment.In DecemberÂ 2024, the EPA published a proposal to amend new source performance standards for new, modified, and reconstructed stationary combustion turbines to lower emission limits for NOx. This may impact future gas-fueled, simple-cycle turbine projects. NorthStar will monitor this rulemaking.For additional details regarding the ozone or fine particulate matter NAAQS or CSAPR, including the Good Neighbor Plan, see Consumers Electric Utility Outlook and Uncertaintiesâ€”Electric Environmental Outlook.In AprilÂ 2024, the EPA finalized its rule under SectionÂ 111 of the Clean Air Act to address greenhouse gas emissions from new combustion turbine electric generating units and existing coal-, gas-, and oil-fueled steam electric generating units. Notably, these rules do not address existing combustion turbine electric generating units, though the EPA has announced that it will release a draft rule for these types of units at a later time. Due to the anticipated replacement of coal as a fuel at its one remaining coal-fueled steam electric generating facility, these regulations will not apply to NorthStar Clean Energyâ€™s facilities. Future EPA regulations addressing greenhouse gas emissions from existing combustion turbine electric generating units may apply to NorthStar Clean Energyâ€™s gas-fueled combustion turbine facilities and may have a material financial and operational impact. NorthStar Clean Energy will continue to follow the EPA rules that address greenhouse gas emissions and will continue to evaluate potential impacts to its operations.Many of NorthStar Clean Energyâ€™s facilities maintain NPDES permits, which are vital to the facilitiesâ€™ operations. NorthStar Clean Energy applies for renewal of these permits every fiveÂ years. Failure of EGLE to renew any NPDES permit, a successful appeal against a permit, a change in the interpretation or 84Table of Contentsscope of NPDES permitting, or onerous terms contained in a permit could have a significant detrimental effect on the operations of a facility.Trends, uncertainties, and other matters related to NorthStar Clean Energy that could have a material impact on CMSÂ Energyâ€™s consolidated income, cash flows, or financial position include:â€¢investment in and financial benefits received from renewable energy and energy storage projects, including changes to renewable energy tax creditsâ€¢changes in energy and capacity pricesâ€¢severe weather events and climate change associated with increasing levels of greenhouse gasesâ€¢changes in commodity prices on certain derivative contracts that do not qualify for hedge accounting and must be marked to market through earningsâ€¢changes in various environmental laws, regulations, principles, or practices, or in their interpretationâ€¢indemnity obligations assumed in connection with ownership interests in facilities that involve tax equity financingâ€¢representations, warranties, and indemnities provided by CMSÂ Energy in connection with sales of assetsâ€¢delays or difficulties in obtaining environmental permits for facilities located in areas associated with environmental justice concernsFor additional details regarding NorthStar Clean Energyâ€™s uncertainties, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitmentsâ€”Guarantees.Other Outlook and UncertaintiesLitigation: CMSÂ Energy, Consumers, and certain of their subsidiaries are named as parties in various litigation matters, as well as in administrative proceedings before various courts and governmental agencies, arising in the ordinary course of business. For additional details regarding certain legal matters, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters and NoteÂ 3, Contingencies and Commitments.Critical Accounting EstimatesThe following information is important to understand CMSÂ Energyâ€™s and Consumersâ€™ results of operations and financial condition. For additional accounting policies, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 1, Significant Accounting Policies.In the preparation of CMSÂ Energyâ€™s and Consumersâ€™ consolidated financial statements, estimates and assumptions are used that may affect reported amounts and disclosures. CMSÂ Energy and Consumers use accounting estimates for asset valuations, unbilled revenue, depreciation, amortization, financial and derivative instruments, employee benefits, stock-based compensation, the effects of regulation, indemnities, contingencies, and AROs. Actual results may differ from estimated results due to changes in the regulatory environment, regulatory decisions, lawsuits, competition, and other factors. CMSÂ Energy and Consumers consider all relevant factors in making these assessments.Accounting for the Effects of Industry Regulation: Because Consumers has regulated operations, it uses regulatory accounting to recognize the effects of the regulatorsâ€™ decisions on its financial statements. Consumers continually assesses whether future recovery of its regulatory assets is probable by 85Table of Contentsconsidering communications and experience with its regulators and changes in the regulatory environment. If Consumers determined that recovery of a regulatory asset were not probable, Consumers would be required to write off the asset and immediately recognize the expense in earnings. For additional information, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters.Contingencies: CMSÂ Energy and Consumers make judgments regarding the future outcome of various matters that give rise to contingent liabilities. For such matters, they record liabilities when they are considered probable and reasonably estimable, based on all available information. In particular, CMSÂ Energy and Consumers are participating in various environmental remediation projects for which they have recorded liabilities. The recorded amounts represent estimates that may take into account such considerations as the number of sites, the anticipated scope, cost, and timing of remediation work, the available technology, applicable regulations, and the requirements of governmental authorities. For remediation projects in which the timing of estimated expenditures is considered reliably determinable, CMSÂ Energy and Consumers record the liability at its net present value, using a discount rate equal to the interest rate on monetary assets that are essentially risk-free and have maturities comparable to that of the environmental liability. The amount recorded for any contingency may differ from actual costs incurred when the contingency is resolved. For additional details, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 3, Contingencies and Commitments.Derivative Instruments: CMSÂ Energy and Consumers account for certain contracts as derivative instruments. If a contract is a derivative and does not qualify for the normal purchases and sales exception, it is recorded on the consolidated balance sheets at its fair value. For the FTRs at Consumers, changes in fair value are deferred as regulatory assets or liabilities.The criteria used to determine if an instrument qualifies for derivative accounting or for an exception from derivative accounting are complex and often require judgment in application. Changes in business strategies or market conditions, as well as a requirement to apply different interpretations of the derivative accounting literature, could result in changes in accounting for a single contract or groups of contracts, which could have a material impact on CMSÂ Energyâ€™s and Consumersâ€™ financial statements. For additional details on CMSÂ Energyâ€™s and Consumersâ€™ derivatives and how the fair values of derivatives are determined, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 5, Fair Value Measurements.Income Taxes: The amount of income taxes paid by CMSÂ Energy is subject to ongoing audits by federal, state, and foreign tax authorities, which can result in proposed assessments. An estimate of the potential outcome of any uncertain tax issue is highly judgmental. CMSÂ Energy believes adequate reserves have been provided for these exposures; however, future results may include favorable or unfavorable adjustments to the estimated tax liabilities in the period the assessments are made or resolved or when statutes of limitation on potential assessments expire. Additionally, CMSÂ Energyâ€™s judgment as to the ability to recover its deferred tax assets may change. CMSÂ Energy believes the valuation allowances related to its deferred tax assets are adequate, but future results may include favorable or unfavorable adjustments. As a result, CMSÂ Energyâ€™s effective tax rate may fluctuate significantly over time. For additional details, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 12, Income Taxes.Pension and OPEB: CMSÂ Energy and Consumers provide retirement pension benefits to certain employees under nonâ€‘contributory DBÂ Pension Plans, and they provide postretirement health and life benefits to qualifying retired employees under an OPEB Plan.86Table of ContentsCMSÂ Energy and Consumers record liabilities for pension and OPEB on their consolidated balance sheets at the present value of the future obligations, net of any plan assets. The calculation of the liabilities and associated expenses requires the expertise of actuaries, and requires many assumptions, including:â€¢life expectanciesâ€¢discount ratesâ€¢expected long-term rate of return on plan assetsâ€¢rate of compensation increasesâ€¢expected health care costsA change in these assumptions could change significantly CMSÂ Energyâ€™s and Consumersâ€™ recorded liabilities and associated expenses.Presented in the following table are estimates of credits and cash contributions through 2027 for the DBÂ Pension Plans and OPEB Plan. Actual future costs, credits, and contributions will depend on future investment performance, discount rates, and various factors related to the participants of the DBÂ Pension Plans and OPEB Plan. CMSÂ Energy and Consumers will, at a minimum, contribute to the plans as needed to comply with federal funding requirements. In MillionsDBÂ Pension PlansOPEB PlanCreditContributionCreditContributionCMSÂ Energy, including Consumers2025$(70)â€”Â (91)â€”Â 2026(68)â€”Â (94)â€”Â 2027(62)â€”Â (84)â€”Â Consumers12025(65)â€”Â (84)â€”Â 2026(64)â€”Â (87)â€”Â 2027(57)â€”Â (77)â€”Â 1Consumersâ€™ pension and OPEB costs are recoverable through its general ratemaking process.Lowering the expected long-term rate of return on the assets of the DBÂ Pension Plans by 25Â basis points would increase estimated pension cost for 2025 by $8Â million for both CMSÂ Energy and Consumers. Lowering the PBO discount rates by 25Â basis points would decrease estimated pension cost for 2025 by $1Â million for both CMSÂ Energy and Consumers. Pension and OPEB costs above or below the amounts used to set existing rates will be deferred as a regulatory asset or liability in accordance with Consumersâ€™ postretirement benefits expense deferral mechanism; for more information, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 2, Regulatory Matters.Pension and OPEB plan assets are accounted for and disclosed at fair value. Fair value measurements incorporate assumptions that market participants would use in pricing an asset or liability, including assumptions about risk. Development of these assumptions may require judgment.For additional details on postretirement benefits, including the fair value measurements for the assets of the DBÂ Pension Plans and OPEB Plan, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 10, Retirement Benefits.87Table of ContentsUnbilled Revenues: Consumersâ€™ customers are billed monthly in cycles having billing dates that do not generally coincide with the end of a calendar month. This results in customers having received electricity or natural gas that they have not been billed for as of the month-end. Consumers estimates its unbilled revenues by applying an average billed rate to total unbilled deliveries for each customer class. Consumers records unbilled revenues as accounts receivable

and accrued revenue on its consolidated balance sheet. For additional information on unbilled revenues, see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 14, Revenue.New Accounting StandardsThere are no new accounting standards issued but not yet effective that are expected to have a material impact on CMSÂ Energyâ€™s or Consumersâ€™ consolidated financial statements.ItemÂ 7A.Â Â Â Â Quantitative and Qualitative Disclosures About Market RiskCMSÂ Energy and Consumers are exposed to market risks including, but not limited to, changes in interest rates, commodity prices, and investment security prices. They may enter into various risk management contracts to mitigate exposure to these risks, including swaps, options, futures, and forward contracts. CMSÂ Energy and Consumers enter into these contracts using established policies and procedures, under the direction of an executive oversight committee consisting of certain officers and a risk committee consisting of those and other officers and business managers.The following risk sensitivities illustrate the potential loss in fair value, cash flows, or future earnings from financial instruments, assuming a hypothetical adverse change in market rates or prices of tenÂ percent. Potential losses could exceed the amounts shown in the sensitivity analyses if changes in market rates or prices were to exceed tenÂ percent.Long-term Debt: CMSÂ Energy and Consumers are exposed to interest-rate risk resulting from issuing fixed-rate and variable-rate debt instruments. CMSÂ Energy and Consumers use a combination of these instruments, and may also enter into interest-rate swap agreements, in order to manage this risk and to achieve a reasonable cost of capital.Presented in the following table is a sensitivity analysis of interest-rate risk on CMSÂ Energyâ€™s and Consumersâ€™ debt instruments (assuming an adverse change in market interest rates of tenÂ percent):In MillionsDecemberÂ 3120242023Fixed-rate financingâ€”potential loss in fair valueCMSÂ Energy, including Consumers$717Â $751Â Consumers543Â 534Â The fair value losses in the above table could be realized only if CMSÂ Energy and Consumers transferred all of their fixed-rate financing to other creditors. The annual earnings exposure related to variable-rate financing was immaterial for both CMSÂ Energy and Consumers at DecemberÂ 31,Â 2024 and 2023, assuming an adverse change in market interest rates of tenÂ percent. For additional details on financial instruments see ItemÂ 8. Financial Statements and Supplementary Dataâ€”Notes to the Consolidated Financial Statementsâ€”NoteÂ 6, Financial Instruments.88Table of ContentsItemÂ 8.Â Â Â Â Financial Statements and Supplementary DataIndex to Financial StatementsCMSÂ Energy Consolidated Financial Statements90Consolidated Statements of Income90Consolidated Statements of Comprehensive Income92Consolidated Statements of Cash Flows94Consolidated Balance Sheets96Consolidated Statements of Changes in Equity98Consumers Consolidated Financial Statements100Consolidated Statements of Income100Consolidated Statements of Comprehensive Income101Consolidated Statements of Cash Flows102Consolidated Balance Sheets104Consolidated Statements of Changes in Equity106Notes to the Consolidated Financial Statements1071:Significant Accounting Policies1072:Regulatory Matters1103:Contingencies and Commitments1174:Financings and Capitalization1235:Fair Value Measurements1316:Financial Instruments1337:Plant, Property, and Equipment1358:Leases1399:Asset Retirement Obligations14310:Retirement Benefits14511:Stock-based Compensation15612:Income Taxes15913:Earnings Per Shareâ€”CMSÂ Energy16314:Revenue16515:Other Income and Other Expense16916:Reportable Segments17017:Related-party Transactionsâ€”Consumers17718:Variable Interest Entities17819:Exit Activities and Asset Sales180Reports of Independent Registered Public Accounting Firm (PCAOB ID 238)182CMSÂ Energy182Consumers18689Table of ContentsCMSÂ Energy CorporationConsolidated Statements of IncomeIn Millions, Except Per Share AmountsYears Ended DecemberÂ 31202420232022Operating Revenue$7,515Â $7,462Â $8,596Â Operating ExpensesFuel for electric generation624Â 561Â 905Â Purchased and interchange power1,333Â 1,375Â 1,928Â Purchased power â€“ related parties71Â 75Â 76Â Cost of gas sold640Â 902Â 1,256Â Maintenance and other operating expenses1,638Â 1,687Â 1,669Â Depreciation and amortization1,240Â 1,180Â 1,126Â General taxes482Â 447Â 412Â Total operating expenses6,028Â 6,227Â 7,372Â Operating Income1,487Â 1,235Â 1,224Â Other Income (Expense)Non-operating retirement benefits, net169Â 180Â 205Â Other income207Â 195Â 19Â Other expense(32)(13)(27)Total other income344Â 362Â 197Â Interest ChargesInterest on long-term debt700Â 616Â 509Â Interest expense â€“ related parties12Â 12Â 12Â Other interest expense14Â 18Â â€“Â Allowance for borrowed funds used during construction(18)(3)(2)Total interest charges708Â 643Â 519Â Income Before Income Taxes1,123Â 954Â 902Â Income Tax Expense176Â 147Â 93Â Income From Continuing Operations947Â 807Â 809Â Income From Discontinued Operations, Net of Tax of $â€“, $â€“, and $1â€“Â 1Â 4Â Net Income947Â 808Â 813Â Loss Attributable to Noncontrolling Interests(56)(79)(24)Net Income Attributable to CMSÂ Energy1,003Â 887Â 837Â Preferred Stock Dividends10Â 10Â 10Â Net Income Available to Common Stockholders$993Â $877Â $827Â 90Table of ContentsIn Millions, Except Per Share AmountsYears Ended DecemberÂ 31202420232022Basic Earnings Per Average Common ShareIncome from continuing operations per average common share available to common stockholders$3.34Â $3.01Â $2.84Â Income from discontinued operations per average common share available to common stockholdersâ€”Â â€“Â 0.01Â Basic Earnings Per Average Common Share$3.34Â $3.01Â $2.85Â Diluted Earnings Per Average Common ShareIncome from continuing operations per average common share available to common stockholders$3.33Â $3.01Â $2.84Â Income from discontinued operations per average common share available to common stockholdersâ€”Â â€“Â 0.01Â Diluted Earnings Per Average Common Share$3.33Â $3.01Â $2.85Â The accompanying notes are an integral part of these statements.91Table of ContentsCMSÂ Energy CorporationConsolidated Statements of Comprehensive IncomeIn MillionsYears Ended DecemberÂ 31202420232022Net Income$947Â $808Â $813Â Retirement Benefits LiabilityNet gain arising during the period, net of tax of $1, $2, and $â€“2Â 5Â 1Â Prior service credit adjustment, net of tax of $â€“ for all periods 1Â â€“Â â€“Â Amortization of net actuarial loss, net of tax of $â€“, $â€“, and $12Â 2Â 4Â Amortization of prior service credit, net of tax of $â€“ for all periods â€“Â (1)(1)DerivativesUnrealized gain on derivative instruments, net of tax of $â€“, $â€“, and $1â€“Â â€“Â 2Â Reclassification adjustments included in net income, net of tax of $â€“ for all periods â€“Â â€“Â 1Â Other Comprehensive Income5Â 6Â 7Â Comprehensive Income952Â 814Â 820Â Comprehensive Loss Attributable to Noncontrolling Interests(56)(79)(24)Comprehensive Income Attributable to CMSÂ Energy$1,008Â $893Â $844Â The accompanying notes are an integral part of these statements.92Table of Contents(This page intentionally left blank)93Table of ContentsCMSÂ Energy CorporationConsolidated Statements of Cash FlowsIn MillionsYears Ended DecemberÂ 31202420232022Cash Flows from Operating ActivitiesNet income$947Â $808Â $813Â Adjustments to reconcile net income to net cash provided by operating activitiesDepreciation and amortization1,240Â 1,180Â 1,126Â Deferred income taxes and investment tax credits142Â 157Â 89Â Bad debt expense33Â 34Â 50Â Postretirement benefits contributions(13)(12)(12)Gain from sale of EnerBankâ€”Â â€“Â (5)Other nonâ€‘cash operating activities and reconcilingÂ adjustments(241)(274)(93)Changes in assets and liabilitiesAccounts receivable and accrued revenue(155)241Â (677)Inventories164Â 185Â (450)Accounts payable and accrued rate refunds15Â (136)4Â Other current assets and liabilities42Â (21)14Â Other nonâ€‘current assets and liabilities196Â 147Â (4)Net cash provided by operating activities2,370Â 2,309Â 855Â Cash Flows from Investing ActivitiesCapital expenditures (excludes assets placed under finance lease)(3,018)(2,407)(2,374)Covert Generating Station acquisitionâ€”Â (812)â€”Â Net proceeds from sale of EnerBankâ€”Â â€“Â 5Â Proceeds from sale of ASP business124Â â€“Â â€“Â Cost to retire property and other investing activities(160)(167)(107)Net cash used in investing activities(3,054)(3,386)(2,476)Cash Flows from Financing ActivitiesProceeds from issuance of debt1,962Â 3,551Â 1,899Â Retirement of debt(952)(2,132)(106)Increase (decrease) in notes payable(28)73Â 20Â Issuance of common stock286Â 192Â 69Â Payment of dividends on common and preferred stock(626)(579)(544)Proceeds from the sale of membership interest in VIE to tax equity investorâ€”Â 86Â 49Â Contributions from noncontrolling interests5Â 6Â 2Â Distributions to noncontrolling interests(12)(12)(4)Other financing costs(21)(42)(58)Net cash provided by financing activities614Â 1,143Â 1,327Â 94Table of ContentsIn MillionsYears Ended DecemberÂ 31202420232022Net Increase (Decrease) in Cash and Cash Equivalents,Â Including Restricted Amounts(70)66Â (294)Cash and Cash Equivalents,Â Including Restricted Amounts, Beginning of Period248Â 182Â 476Â Cash and Cash Equivalents,Â Including Restricted Amounts, End of Period$178Â $248Â $182Â Other Cash Flow Activities and Nonâ€‘cash Investing and Financing ActivitiesCash transactionsInterest paid (net of amounts capitalized)$677Â $607Â $490Â Income taxes paid (proceeds from sale of renewable energy tax credits), net(69)15Â 1Â Nonâ€‘cash transactionsCapital expenditures not paid$517Â $265Â $228Â The accompanying notes are an integral part of these statements.95Table of ContentsCMSÂ Energy CorporationConsolidated Balance SheetsASSETSIn MillionsDecemberÂ 3120242023Current AssetsCash and cash equivalents$103Â $227Â Restricted cash and cash equivalents75Â 21Â Accounts receivable and accrued revenue, less allowance of $23 in 2024 and $21 in 20231,049Â 933Â Accounts receivable â€“ related parties14Â 11Â Inventories at average costGas in underground storage435Â 587Â Materials and supplies299Â 267Â Generating plant fuel stock35Â 84Â Deferred property taxes448Â 426Â Regulatory assets229Â 203Â Prepayments and other current assets103Â 80Â Total current assets2,790Â 2,839Â Plant, Property, and EquipmentPlant, property, and equipment, gross34,932Â 33,135Â Less accumulated depreciation and amortization9,569Â 9,007Â Plant, property, and equipment, net25,363Â 24,128Â Construction work in progress2,098Â 944Â Total plant, property, and equipment27,461Â 25,072Â Other Nonâ€‘current AssetsRegulatory assets3,569Â 3,683Â Accounts receivable20Â 22Â Investments69Â 76Â Postretirement benefits1,627Â 1,468Â Other384Â 357Â Total other nonâ€‘current assets5,669Â 5,606Â Total Assets$35,920Â $33,517Â 96Table of ContentsLIABILITIES AND EQUITYIn MillionsDecemberÂ 3120242023Current LiabilitiesCurrent portion of long-term debt and finance leases$1,195Â $980Â Notes payable65Â 93Â Accounts payable1,085Â 802Â Accounts payable â€“ related parties8Â 7Â Accrued rate refunds38Â 54Â Accrued interest156Â 142Â Accrued taxes654Â 612Â Regulatory liabilities111Â 56Â Other current liabilities209Â 149Â Total current liabilities3,521Â 2,895Â Nonâ€‘current LiabilitiesLong-term debt15,194Â 14,508Â Non-current portion of finance leases112Â 62Â Regulatory liabilities4,067Â 3,894Â Postretirement benefits96Â 106Â Asset retirement obligations728Â 771Â Deferred investment tax credit122Â 126Â Deferred income taxes2,925Â 2,615Â Other nonâ€‘current liabilities407Â 415Â Total nonâ€‘current liabilities23,651Â 22,497Â Commitments and Contingencies (Notes 2 and 3)EquityCommon stockholdersâ€™ equityCommon stock, authorized 350.0Â shares in both periods; outstanding 298.8Â shares in 2024 and 294.4Â shares in 20233Â 3Â Other paid-in capital6,009Â 5,705Â Accumulated other comprehensive loss(41)(46)Retained earnings2,035Â 1,658Â Total common stockholdersâ€™ equity8,006Â 7,320Â Cumulative redeemable perpetual preferred stock, SeriesÂ C, authorized 9.2Â depositary shares; outstanding 9.2Â depositary shares in both periods224Â 224Â Total stockholdersâ€™ equity8,230Â 7,544Â Noncontrolling interests518Â 581Â Total equity8,748Â 8,125Â Total Liabilities and Equity$35,920Â $33,517Â The accompanying notes are an integral part of these statements.97Table of ContentsCMSÂ Energy CorporationConsolidated Statements of Changes in EquityIn Millions, Except Number of Shares in Thousands and Per Share AmountsNumber of SharesYears Ended DecemberÂ 312024202320222024202320222024202320222Total Equity at Beginning of Period$8,125Â $7,595Â $7,188Â Common StockAt beginning and end of period3Â 3Â 3Â Other Paid-in CapitalAt beginning of period294,440Â 291,268Â 289,758Â 5,705Â 5,490Â 5,406Â Common stock issued4,673Â 3,355Â 1,704Â 315Â 222Â 93Â Common stock repurchased(181)(119)(151)(11)(7)(9)Common stock reacquired(142)(64)(43)â€“Â â€“Â â€“Â At end of period298,790Â 294,440Â 291,268Â 6,009Â 5,705Â 5,490Â Accumulated Other Comprehensive LossAt beginning of period(46)(52)(59)Retirement benefits liabilityAt beginning of period(46)(52)(56)Net gain arising during the period2Â 5Â 1Â Prior service credit adjustment1Â â€“Â â€“Â Amortization of net actuarial loss2Â 2Â 4Â Amortization of prior service creditâ€“Â (1)(1)At end of period(41)(46)(52)Derivative instrumentsAt beginning of periodâ€“Â â€“Â (3)Unrealized gain on derivative instrumentsâ€“Â â€“Â 2Â Reclassification adjustments included in net incomeâ€“Â â€“Â 1Â At end of periodâ€“Â â€“Â At end of period(41)(46)(52)Retained EarningsAt beginning of period1,658Â 1,350Â 1,057Â Net income attributable to CMSÂ Energy1,003Â 887Â 837Â Dividends declared on common stock(616)(569)(534)Dividends declared on preferred stock(10)(10)(10)At end of period2,035Â 1,658Â 1,350Â Cumulative Redeemable Perpetual Preferred Stock, SeriesÂ CAt beginning and end of period224Â 224Â 224Â 98Table of ContentsIn Millions, Except Number of Shares in Thousands and Per Share AmountsNumber of SharesYears Ended DecemberÂ 312024202320222024202320222Noncontrolling InterestsAt beginning of period581Â 580Â 557Â Sale of membership interest in VIE to tax equity investorâ€”Â 86Â 49Â Contributions from noncontrolling interests5Â 6Â 2Â Distributions to noncontrolling interests(12)(12)(4)Loss attributable to noncontrolling interests(56)(79)(24)At end of period518Â 581Â 580Â Total Equity at End of Period$8,748Â $8,125Â $7,595Â Dividends declared per common share$2.0600Â $1.9500Â $1.8400Â Dividends declared per preferred stock SeriesÂ C depositary share$1.0500Â $1.0500Â $1.0500Â The accompanying notes are an integral part of these statements.99Table of ContentsConsumers Energy CompanyConsolidated Statements of IncomeIn MillionsYears Ended DecemberÂ 31202420232022Operating Revenue$7,200Â $7,166Â $8,151Â Operating ExpensesFuel for electric generation511Â 435Â 662Â Purchased and interchange power1,285Â 1,331Â 1,867Â Purchased power â€“ related parties71Â 75Â 76Â Cost of gas sold637Â 897Â 1,243Â Maintenance and other operating expenses1,520Â 1,586Â 1,582Â Depreciation and amortization1,191Â 1,137Â 1,088Â General taxes470Â 437Â 400Â Total operating expenses5,685Â 5,898Â 6,918Â Operating Income1,515Â 1,268Â 1,233Â Other Income (Expense)Non-operating retirement benefits, net157Â 171Â 195Â Other income85Â 49Â 17Â Other expense(30)(12)(25)Total other income212Â 208Â 187Â Interest ChargesInterest on long-term debt488Â 415Â 325Â Interest expense â€“ related parties31Â 20Â 12Â Other interest expense12Â 16Â â€“Â Allowance for borrowed funds used during construction(13)(3)(2)Total interest charges518Â 448Â 335Â Income Before Income Taxes1,209Â 1,028Â 1,085Â Income Tax Expense200Â 161Â 140Â Net Income1,009Â 867Â 945Â Preferred Stock Dividends2Â 2Â 2Â Net Income Available to Common Stockholder$1,007Â $865Â $943Â The accompanying notes are an integral part of these statements.100Table of ContentsConsumers Energy CompanyConsolidated Statements of Comprehensive IncomeIn MillionsYears Ended DecemberÂ 31202420232022Net Income$1,009Â $867Â $945Â Retirement Benefits LiabilityÂ Â Net gain (loss) arising during the period, net of tax of $1, $â€“, and $53Â (1)15Â Amortization of net actuarial loss, net of tax of $â€“ for all periods 1Â 1Â 2Â Other Comprehensive Income4Â â€“Â 17Â Comprehensive Income$1,013Â $867Â $962Â The accompanying notes are an integral part of these statements.101Table of ContentsConsumers Energy CompanyConsolidated Statements of Cash FlowsIn MillionsYears Ended DecemberÂ 31202420232022Cash Flows from Operating ActivitiesNet income$1,009Â $867Â $945Â Adjustments to reconcile net income to net cash provided by operating activitiesDepreciation and amortization1,191Â 1,137Â 1,088Â Deferred income taxes and investment tax credits115Â 156Â 134Â Bad debt expense33Â 34Â 50Â Postretirement benefits contributions(9)(9)(9)Other nonâ€‘cash operating activities and reconciling adjustments(137)(123)(87)Changes in assets and liabilitiesAccounts and notes receivable and accrued revenue(153)219Â (660)Inventories164Â 186Â (447)Accounts payable and accrued rate refunds19Â (127)(9)Other current assets and liabilities75Â (35)18Â Other non-current assets and liabilities139Â 125Â (29)Net cash provided by operating activities2,446Â 2,430Â 994Â Cash Flows from Investing ActivitiesCapital expenditures (excludes assets placed under finance lease)(2,842)(2,248)(2,239)Covert Generating Station acquisitionâ€”Â (812)â€”Â Proceeds from sale of ASP business124Â â€“Â â€“Â Cost to retire property and other investing activities(154)(141)(105)Net cash used in investing activities(2,872)(3,201)(2,344)Cash Flows from Financing ActivitiesProceeds from issuance of debt1,297Â 2,666Â 1,799Â Retirement of debt(389)(1,654)(28)Increase (decrease) in notes payable(28)73Â 20Â Decrease in notes payable â€“ related partiesâ€“Â (75)(317)Stockholder contribution735Â 475Â 685Â Return of stockholder contribution(320)â€“Â â€“Â Payment of dividends on common and preferred stock(797)(697)(771)Other financing costs(9)(21)(22)Net cash provided by financing activities489Â 767Â 1,366Â Net Increase (Decrease) in Cash and Cash Equivalents,Â Including Restricted Amounts63Â (4)16Â Cash and Cash Equivalents,Â Including Restricted Amounts, Beginning of Period56Â 60Â 44Â Cash and Cash Equivalents,Â Including Restricted Amounts, End of Period$119Â $56Â $60Â 102Table of ContentsIn MillionsYears Ended DecemberÂ 31202420232022Other Cash Flow Activities and Nonâ€‘cash Investing and Financing ActivitiesCash transactionsInterest paid (net of amounts capitalized)$484Â $417Â $309Â Income taxes paid (proceeds from sale of renewable energy tax credits), net(19)31Â (2)Nonâ€‘cash transactionsCapital expenditures not paid$395Â $264Â $210Â The accompanying notes are an integral part of these statements.103Table of ContentsConsumers Energy CompanyConsolidated Balance SheetsASSETSIn MillionsDecemberÂ 3120242023Current AssetsÂ Â Cash and cash equivalents$44Â $35Â Restricted cash and cash equivalents75Â 21Â Accounts receivable and accrued revenue, less allowance of $23 in 2024 and $21 in 20231,019Â 909Â Accounts and notes receivable â€“ related parties17Â 11Â Inventories at average costGas in underground storage435Â 587Â Materials and supplies291Â 257Â Generating plant fuel stock30Â 80Â Deferred property taxes448Â 426Â Regulatory assets229Â 203Â Prepayments and other current assets86Â 65Â Total current assets2,674Â 2,594Â Plant, Property, and EquipmentÂ Â Plant, property, and equipment, gross33,434Â 31,723Â Less accumulated depreciation and amortization9,310Â 8,796Â Plant, property, and equipment, net24,124Â 22,927Â Construction work in progress1,766Â 845Â Total plant, property, and equipment25,890Â 23,772Â Other Non-current AssetsÂ Â Regulatory assets3,569Â 3,683Â Accounts receivable26Â 28Â Accounts and notes receivable â€“ related parties92Â 95Â Postretirement benefits1,514Â 1,367Â Other323Â 313Â Total other non-current assets5,524Â 5,486Â Total Assets$34,088Â $31,852Â 104Table of ContentsLIABILITIES AND EQUITYIn MillionsDecemberÂ 3120242023Current LiabilitiesCurrent portion of long-term debt and finance leases$456Â $731Â Notes payable65Â 93Â Accounts payable917Â 764Â Accounts payable â€“ related parties12Â 13Â Accrued rate refunds38Â 54Â Accrued interest130Â 110Â Accrued taxes678Â 614Â Regulatory liabilities111Â 56Â Other current liabilities185Â 128Â Total current liabilities2,592Â 2,563Â Non-current LiabilitiesLong-term debt10,818Â 10,037Â Long-term debt â€“ related parties823Â 424Â Non-current portion of finance leases69Â 39Â Regulatory liabilities4,067Â 3,894Â Postretirement benefits70Â 77Â Asset retirement obligations694Â 739Â Deferred investment tax credit122Â 126Â Deferred income taxes3,053Â 2,789Â Other non-current liabilities349Â 364Â Total non-current

liabilities20,065Â 18,489Â Commitments and Contingencies (Notes 2 and 3)EquityCommon stockholderâ€™s equityCommon stock, authorized 125.0Â shares; outstanding 84.1Â shares in both periods841Â 841Â Other paid-in capital8,174Â 7,759Â Accumulated other comprehensive loss(11)(15)Retained earnings2,390Â 2,178Â Total common stockholderâ€™s equity11,394Â 10,763Â Cumulative preferred stock, $4.50 series, authorized 7.5Â shares; outstanding 0.4Â shares in both periods37Â 37Â Total equity11,431Â 10,800Â Total Liabilities and Equity$34,088Â $31,852Â The accompanying notes are an integral part of these statements.105Table of ContentsConsumers Energy CompanyConsolidated Statements of Changes in EquityIn MillionsYears Ended DecemberÂ 31202420232022Total Equity at Beginning of Period$10,800Â $10,155Â $9,279Â Common StockAt beginning and end of period841Â 841Â 841Â Other Paid-in CapitalAt beginning of period7,759Â 7,284Â 6,599Â Stockholder contribution735Â 475Â 685Â Return of stockholder contribution(320)â€”Â â€”Â At end of period8,174Â 7,759Â 7,284Â Accumulated Other Comprehensive LossRetirement benefits liabilityAt beginning of period(15)(15)(32)Net gain (loss) arising during the period3Â (1)15Â Amortization of net actuarial loss1Â 1Â 2Â At end of period(11)(15)(15)Retained EarningsAt beginning of period2,178Â 2,008Â 1,834Â Net income1,009Â 867Â 945Â Dividends declared on common stock(795)(695)(769)Dividends declared on preferred stock(2)(2)(2)At end of period2,390Â 2,178Â 2,008Â Cumulative Preferred StockAt beginning and end of period37Â 37Â 37Â Total Equity at End of Period$11,431Â $10,800Â $10,155Â The accompanying notes are an integral part of these statements.106Table of ContentsCMSÂ Energy CorporationConsumers Energy CompanyNotes to the Consolidated Financial Statements1:Â Â Â Â Significant Accounting PoliciesPrinciples of Consolidation: CMSÂ Energy and Consumers prepare their consolidated financial statements in conformity with GAAP. CMSÂ Energyâ€™s consolidated financial statements comprise CMSÂ Energy, Consumers, NorthStar Clean Energy, and all other entities in which CMSÂ Energy has a controlling financial interest or is the primary beneficiary. Consumersâ€™ consolidated financial statements comprise Consumers and all other entities in which it has a controlling financial interest. CMSÂ Energy uses the equity method of accounting for investments in companies and partnerships that are not consolidated, where they have significant influence over operations and financial policies but are not the primary beneficiary. CMSÂ Energy and Consumers eliminate intercompany transactions and balances.Use of Estimates: CMSÂ Energy and Consumers are required to make estimates using assumptions that may affect reported amounts and disclosures. Actual results could differ from those estimates.Cash and Cash Equivalents and Restricted Cash and Cash Equivalents: Cash and cash equivalents include short-term, highly liquid investments with original maturities of threeÂ months or less. Restricted cash and cash equivalents are held primarily for the repayment of securitization bonds and funds held in escrow. Cash and cash equivalents may also be restricted to pay other contractual obligations such as leasing of coal railcars. These amounts are classified as current assets since they relate to payments that could or will occur within oneÂ year.Contingencies: CMSÂ Energy and Consumers record estimated loss contingencies on their consolidated financial statements when it is probable that a loss has been incurred and when the amount of loss can be reasonably estimated. For environmental remediation projects in which the timing of estimated expenditures is considered reliably determinable, CMSÂ Energy and Consumers record the liability at its net present value, using a discount rate equal to the interest rate on monetary assets that are essentially risk-free and have maturities comparable to that of the environmental liability. Unless regulatory accounting applies, CMSÂ Energy and Consumers expense legal fees as incurred; fees incurred but not yet billed are accrued based on estimates of work performed.Debt Issuance Costs, Discounts, Premiums, and Refinancing Costs: Upon the issuance of long-term debt, CMSÂ Energy and Consumers defer issuance costs, discounts, and premiums and amortize those amounts over the terms of the associated debt. Debt issuance costs are presented as a direct deduction from the carrying amount of long-term debt on the balance sheet. Upon the refinancing of long-term debt, Consumers, as a regulated entity, defers any remaining unamortized issuance costs, discounts, and premiums associated with the refinanced debt and amortizes those amounts over the term of the newly issued debt. For the nonâ€‘regulated portions of CMSÂ Energyâ€™s business, any remaining unamortized issuance costs, discounts, and premiums associated with extinguished debt are charged to earnings.Derivative Instruments: In order to support ongoing operations, CMSÂ Energy and Consumers may enter into contracts for the future purchase and sale of various commodities, such as electricity, natural gas, and coal. These forward contracts are generally long-term in nature and result in physical delivery of the 107Table of Contentscommodity at a contracted price. Most of these contracts are not subject to derivative accounting for one or more of the following reasons:â€¢they do not have a notional amount (that is, a number of units specified in a derivative instrument, such as MWh of electricity or Bcf of natural gas)â€¢they qualify for the normal purchases and sales exceptionâ€¢they cannot be net settled due in part to the absence of an active market for the commodityConsumers also uses FTRs to manage price risk related to electricity transmission congestion. An FTR is a financial instrument that entitles its holder to receive compensation or requires its holder to remit payment for congestion-related transmission charges. Consumers accounts for FTRs as derivatives and changes in the fair value of FTRs are deferred as regulatory assets or liabilities. For details regarding CMSÂ Energyâ€™s and Consumersâ€™ derivative instruments recorded at fair value, see NoteÂ 5, Fair Value Measurements.Electricity Market Transactions: Wholesale electricity market operators require the submission of hourly day-ahead and real-time bids and offers for energy at locations across each region. CMSÂ Energy and Consumers account for such transactions on a net hourly basis in each of the real-time and day-ahead markets, netted across all locations in the energy market. CMSÂ Energy and Consumers record net hourly purchases in purchased and interchange power and net hourly sales in operating revenue on their consolidated statements of income. They record net billing adjustments upon receipt of settlement statements, record accruals for future net purchases and sales adjustments based on historical experience, and reconcile accruals to actual expenses and sales upon receipt of settlement statements.EPS: CMSÂ Energy calculates basic and diluted EPS using the weighted-average number of shares of common stock and dilutive potential common stock outstanding during the period. Potential common stock, for purposes of determining diluted EPS, includes the effects of nonvested stock awards, forward equity sales, and convertible securities. CMSÂ Energy computes the effect on potential common stock using the treasury stock method. Potentially dilutive common shares issuable upon conversion of the convertible senior notes are determined using the if-converted method for calculating diluted EPS. Diluted EPS excludes the impact of antidilutive securities, which are those securities resulting in an increase in EPS or a decrease in loss per share. For EPS computations, see NoteÂ 13, Earnings Per Shareâ€”CMSÂ Energy.Impairment of Long-lived Assets and Equity Method Investments: CMSÂ Energy and Consumers perform tests of impairment if certain triggering events occur that indicate the carrying amount of an asset may not be recoverable or that there has been a decline in value that may be other than temporary.CMSÂ Energy and Consumers evaluate long-lived assets held in use for impairment by calculating the undiscounted future cash flows expected to result from the use of the asset and its eventual disposition. If the undiscounted future cash flows are less than the carrying amount, CMSÂ Energy and Consumers recognize an impairment loss equal to the amount by which the carrying amount exceeds the fair value. CMSÂ Energy and Consumers estimate the fair value of the asset using quoted market prices, market prices of similar assets, or discounted future cash flow analyses.CMSÂ Energy also assesses equity method investments for impairment whenever there has been a decline in value that is other than temporary. This assessment requires CMSÂ Energy to determine the fair value of the equity method investment. CMSÂ Energy determines fair value using valuation methodologies, including discounted cash flows, and assesses the ability of the investee to sustain an earnings capacity that justifies the carrying amount of the investment. CMSÂ Energy records an impairment if the fair value is less than the carrying amount and the decline in value is considered to be other than temporary.108Table of ContentsInvestment Tax Credits: CMSÂ Energy and its subsidiaries use the flow-through method of accounting for investment tax credits. Under the flow-through method, the credit is recognized as a reduction to income tax expense when the related plant, property, and equipment is placed into service. For its regulated utility assets, Consumers amortizes its investment tax credits over the life of the related property in accordance with regulatory treatment. Inventory: CMSÂ Energy and Consumers use the weighted-average cost method for valuing working gas, recoverable base gas in underground storage facilities, and materials and supplies inventory. CMSÂ Energy and Consumers also use this method for valuing coal inventory, and they classify these amounts as generating plant fuel stock on their consolidated balance sheets.CMSÂ Energy and Consumers account for RECs and emission allowances as inventory and use the weighted-average cost method to remove amounts from inventory. RECs and emission allowances are used to satisfy compliance obligations related to the generation of power. CMSÂ Energy and Consumers classify these amounts within other assets on their consolidated balance sheets.CMSÂ Energy and Consumers evaluate inventory for impairment as required to ensure that its carrying value does not exceed the lower of cost or net realizable value.Property Taxes: Property taxes are based on the taxable value of CMSÂ Energyâ€™s and Consumersâ€™ real and personal property assessed by local taxing authorities. CMSÂ Energy and Consumers record property tax expense over the fiscal year of the taxing authority for which the taxes are levied. The deferred property tax balance represents the amount of CMSÂ Energyâ€™s and Consumersâ€™ accrued property tax that will be recognized over future governmental fiscal periods. Other: For additional accounting policies, see:â€¢NoteÂ 2, Regulatory Mattersâ€¢NoteÂ 7, Plant, Property, and Equipmentâ€¢NoteÂ 8, Leasesâ€¢NoteÂ 9, Asset Retirement Obligationsâ€¢NoteÂ 10, Retirement Benefitsâ€¢NoteÂ 11, Stock-based Compensationâ€¢NoteÂ 12, Income Taxesâ€¢NoteÂ 13, Earnings Per Shareâ€”CMSÂ Energyâ€¢NoteÂ 14, Revenueâ€¢NoteÂ 18, Variable Interest Entities109Table of Contents2:Â Â Â Â Regulatory MattersRegulatory matters are critical to Consumers. The Michigan Attorney General, ABATE, the MPSCÂ Staff, residential customer advocacy groups, environmental organizations, and certain other parties typically participate in MPSC proceedings concerning Consumers, such as Consumersâ€™ rate cases and power supply cost recovery and gas cost recovery processes. Intervenors also participate in certain FERC matters, including FERCâ€™s regulation of certain wholesale rates that affect Consumersâ€™ power supply costs. These parties often challenge various aspects of those proceedings, including the prudence of Consumersâ€™ policies and practices, and seek cost disallowances and other relief. The parties also have appealed significant MPSC orders. Depending upon the specific issues, the outcomes of rate cases and proceedings, including judicial proceedings challenging MPSC and FERC orders or other actions, could negatively affect CMSÂ Energyâ€™s and Consumersâ€™ liquidity, financial condition, and results of operations. Consumers cannot predict the outcome of these proceedings.Regulatory Assets and LiabilitiesConsumers is subject to the actions of the MPSC and FERC and therefore prepares its consolidated financial statements in accordance with the provisions of regulatory accounting. A utility must apply regulatory accounting when its rates are designed to recover specific costs of providing regulated services. Under regulatory accounting, Consumers records regulatory assets or liabilities for certain transactions that would have been treated as expense or revenue by nonâ€‘regulated businesses.110Table of ContentsPresented in the following table are the regulatory assets and liabilities on Consumersâ€™ consolidated balance sheets:In MillionsDecemberÂ 3120242023Regulatory assetsCurrent2022 PSCR underrecovery1$126Â $126Â Energy waste reduction plan incentive260Â 54Â Retention incentive program318Â 12Â Other25Â 11Â Total current regulatory assets$229Â $203Â Non-currentCosts of coal-fueled electric generating units to be retired1$1,266Â $1,265Â Postretirement benefits4747Â 741Â Securitized costs1666Â 778Â ARO3366Â 328Â Decommissioning costs3158Â 83Â Unamortized loss on reacquired debt192Â 96Â MGP sites190Â 99Â Energy waste reduction plan incentive264Â 58Â Energy waste reduction plan331Â 19Â Ludington overhaul contract dispute331Â 13Â Postretirement benefits expense deferral mechanism321Â 24Â Retention incentive program312Â 27Â 2022 PSCR underrecovery1â€”Â 126Â Other25Â 26Â Total non-current regulatory assets$3,569Â $3,683Â Total regulatory assets$3,798Â $3,886Â Regulatory liabilitiesCurrentIncome taxes, net$53Â $49Â ASP gain47Â â€”Â Other11Â 7Â Total current regulatory liabilities$111Â $56Â Non-currentCost of removal$2,665Â $2,545Â Income taxes, net1,163Â 1,220Â Renewable energy plan51Â 29Â ASP gain46Â â€”Â Energy waste reduction plan41Â 25Â Renewable energy grant40Â 43Â Postretirement benefits expense deferral mechanism37Â 12Â Other24Â 20Â Total non-current regulatory liabilities$4,067Â $3,894Â Total regulatory liabilities$4,178Â $3,950Â 111Table of Contents1The MPSC has provided a specific return on these regulatory assets.2These regulatory assets have arisen from an alternative-revenue program and are not associated with incurred costs or capital investments. Therefore, the MPSC has provided for recovery without a return.3These regulatory assets represent incurred costs for which the MPSC has provided recovery without a return on investment.4This regulatory asset is included in rate base, thereby providing a return.Regulatory Assets2022Â PSCR Underrecovery: As a result of rising fuel prices during 2022, Consumersâ€™ power supply costs for 2022 were significantly higher than those projected in its 2022Â PSCR plan. At the end of 2022, Consumers had recorded $401Â millionÂ of under-recovered power supply costs. In FebruaryÂ 2023, the MPSC authorized Consumers to recover the 2022 underrecovery amount over threeÂ years, providing immediate relief to electric customers.Energy Waste Reduction Plan Incentive: The energy waste reduction incentive mechanism provides a financial incentive if the energy savings of Consumersâ€™ customers exceed annual targets established by the MPSC. Consumers accounts for this program as an alternative-revenue program that meets the criteria for recognizing revenue related to the incentive as soon as energy savings exceed the annual targets established by the MPSC.In NovemberÂ 2024, the MPSC approved a settlement agreement authorizing Consumers to collect $58Â million during 2025 as an incentive for exceeding its statutory savings targets in 2023. Consumers recognized incentive revenue under this program of $58Â million in 2023. Consumers also exceeded its statutory savings targets in 2024, achieved certain other goals, and will request the MPSCâ€™s approval to collect $64Â million in the energy waste reduction reconciliation to be filed in MayÂ 2025. Consumers recognized incentive revenue under this program of $64Â million in 2024. Retention Incentive Program: To ensure necessary staffing at the D.E.Â Karn and J.H.Â Campbell coal-fueled generating units through their retirement, Consumers established retention incentive programs. The MPSC has approved deferred accounting treatment for the retention and severance costs incurred under these programs and has allowed for recovery over threeÂ years. For additional details regarding the retention incentive program, see NoteÂ 19, Exit Activities and Asset Sales.Costs of Coal-fueled Electric Generating Units to be Retired: In 2022, the MPSC approved Consumersâ€™ plans to retire the J.H.Â Campbell coal-fueled generating units in 2025. Upon the unitsâ€™ retirement, Consumers will receive regulatory asset treatment to recover their remaining book value, as well as a 9.0â€‘percent return on equity, through 2040, the unitsâ€™ original retirement date. Until retirement, the book value of the generating units will remain in rate base and receive full regulatory returns in general rate cases. In 2022, Consumers removed from total plant, property, and equipment an amount of $1.3Â billion, representing the projected remaining book value of the electric generating units upon their retirement, and recorded it as a nonâ€‘current regulatory asset on its consolidated balance sheets. Postretirement Benefits: As part of the ratemaking process, the MPSC allows Consumers to recover the costs of postretirement benefits. Accordingly, Consumers defers the net impact of actuarial losses and gains, prior service costs and credits, and settlements associated with postretirement benefits as a regulatory asset or liability. The asset or liability will decrease as the deferred items are amortized and 112Table of Contentsrecognized as components of net periodic benefit cost. For details about the amortization periods, see NoteÂ 10, Retirement Benefits.Securitized Costs: The MPSC has issued securitization financing orders authorizing Consumers to issue securitization bonds in order to finance the recovery of the remaining book value of threeÂ smaller natural gas-fueled electric generating units that Consumers retired in 2015, sevenÂ smaller coal-fueled electric generating units that Consumers retired in 2016, and the D.E.Â Karn coal-fueled electric generating units that Consumers retired in JuneÂ 2023. Consumers has removed from plant, property, and equipment and recorded as a regulatory asset the book value of these units. Consumers is amortizing the regulatory asset over the life of the related securitization bonds, which it issued through subsidiaries in 2014 and 2023. For additional details regarding the securitization bonds, see NoteÂ 4, Financings and Capitalizationâ€”Securitization Bonds.ARO: The recovery of the underlying asset investments and related removal and monitoring costs of recorded AROs is approved by the MPSC in depreciation rate cases. Consumers records a regulatory asset and a regulatory liability for timing differences between the recognition of AROs for financial reporting purposes and the recovery of these costs from customers. The recovery period approximates the useful life of the assets to be removed.Decommissioning Costs: In Consumersâ€™ electric depreciation and general rate cases, the MPSC has authorized Consumers to remove from depreciation rates the costs of decommissioning the D.E.Â Karn coal-fueled electric generating units, and instead defer those costs as a regulatory asset to be recovered through 2031. Additionally, ash disposal costs related to Consumersâ€™ retired coal-fueled generating units may be deferred as a regulatory asset and collected over a tenâ€‘year period. In its 2022Â order approving Consumersâ€™ Clean Energy Plan, the MPSC authorized similar treatment for the decommissioning and ash disposal costs associated with the J.H.Â Campbell coal-fueled generating units that will be retired in 2025.Unamortized Loss on Reacquired Debt: Under regulatory accounting, any unamortized discount, premium, or expense related to debt redeemed with the proceeds of new debt is deferred and amortized over the life of the new debt.MGP Sites: Consumers is incurring environmental remediation and other response activity costs at 23Â former MGP facilities. The MPSC allows Consumers to recover from its natural gas customers over a tenâ€‘year period the costs incurred to remediate the MGP sites. For additional information, see NoteÂ 3, Contingencies and Commitmentsâ€”Consumers Gas Utility Contingencies. Energy Waste Reduction Plan: The MPSC allows Consumers to collect surcharges from customers to fund its energy waste reduction plan. The amount of spending incurred in excess of surcharges collected is recorded as a regulatory asset and amortized as surcharges are collected from customers over the plan period. The amount of surcharges collected in excess of spending incurred is recorded as a regulatory liability and amortized as costs are incurred.Ludington Overhaul Contract Dispute: The MPSC has authorized Consumers to defer as a regulatory asset costs associated with correcting incomplete, nonconforming, and defective work performed by TAES during a major overhaul and upgrade of Ludington. Consumers will defer such costs while litigation with TAES and Toshiba moves forward; such costs will be offset by potential future litigation proceeds received from TAES or

Toshiba. Consumers has also deferred replacement power costs due to outages resulting from correcting this work. Consumers will have the opportunity to seek appropriate recovery and ratemaking treatment for amounts recorded as a regulatory asset following resolution of the litigation. For additional details on the contract dispute, see NoteÂ 3, Contingencies and Commitmentsâ€”Consumers Electric Utility Contingencies.113Table of ContentsPostretirement Benefits Expense Deferral Mechanism: In Consumersâ€™ general rate cases, the MPSC approved a mechanism allowing Consumers to defer for future recovery or refund pension and OPEB expenses above or below the amounts used to set existing rates. Amounts deferred will be collected from or refunded to customers over tenÂ years. Regulatory LiabilitiesIncome Taxes, Net: Consumers records regulatory assets and liabilities to reflect the difference between deferred income taxes recognized for financial reporting purposes and amounts previously reflected in Consumersâ€™ rates. This net balance will decrease over the remaining life of the related temporary differences and flow through income tax expense. The majority of the net regulatory liability recorded related to income taxes is associated with plant assets that are subject to normalization, which is governed by the Internal Revenue Code, and will be returned to customers over the remaining book life of the related plant assets. For additional details on deferred income taxes, see NoteÂ 12, Income Taxes. ASP Gain: In AprilÂ 2024, Consumers sold its unregulated ASP business to a non-affiliated company, resulting in a $110Â million gain. In JulyÂ 2024, the MPSC approved the utilization of $27.5Â million, or one-fourth, of the gain on the sale as an offset to the revenue deficiency in lieu of additional rate relief during the 12â€‘month period beginning OctoberÂ 1,Â 2024, with the remaining three-fourths of the gain, or $82.5Â million, to be credited to customers as a bill credit over a three-year period beginning OctoberÂ 1,Â 2024. Cost of Removal: The MPSC allows Consumers to collect amounts from customers to fund future asset removal activities. This regulatory liability is reduced as costs are incurred to remove the assets at the end of their useful lives.Renewable Energy Plan: Consumers has collected surcharges to fund its renewable energy plan. Amounts not yet spent under the plan are recorded as a regulatory liability, which is amortized as incremental costs are incurred to operate and depreciate Consumersâ€™ renewable generation facilities and to purchase RECs under renewable energy purchase agreements. Incremental costs represent costs incurred in excess of amounts recovered through the PSCR process.Renewable Energy Grant: In 2013, Consumers received a $69Â million renewable energy grant for Lake WindsÂ®Â Energy Park, which began operations in 2012. This grant reduces Consumersâ€™ cost of complying with Michiganâ€™s renewable portfolio standard and, accordingly, reduces the overall renewable energy surcharge to be collected from customers. The regulatory liability recorded for the grant will be amortized over the life of Lake WindsÂ®Â Energy Park. Consumers presents the amortization as a reduction to maintenance and other operating expenses on its consolidated statements of income. Consumers Electric and Gas UtilityMeter Investigation: In JulyÂ 2023, the MPSC issued an order initiating an investigation into Consumersâ€™ handling of malfunctioning meters and meters requiring transition from 3G to 4G, estimated billing, and new service installations. The order directed Consumers to provide information on such meters and their replacement, meter-reading performance, communications with customers and the MPSC regarding these issues, and other information. Subsequently, the MPSC issued a show-cause order directing Consumers to provide further information on consecutive estimated billings, the provision of actual meter readings, and new service installation issues.In MayÂ 2024, the MPSC approved a settlement agreement resolving this matter. Under the settlement agreement, Consumers paid a $1Â million penalty to the MPSC and committed to return a minimum of 114Table of Contents$3Â million to customers. Independent of this agreement, Consumers has made a claim against the associated vendor, with any proceeds to be used to reimburse some or all of Consumersâ€™ $3Â million commitment and any excess to be returned to customers.Consumers Electric Utility2023Â Electric Rate Case: In MayÂ 2023, Consumers filed an application with the MPSC seeking a rate increase of $216Â million, based on an authorized return on equity of 10.25Â percent for the projected 12â€‘month period ending FebruaryÂ 28,Â 2025. In SeptemberÂ 2023, Consumers revised its requested increase to $169Â million. The filing requested authority to recover costs related to new infrastructure investment primarily in distribution system reliability and cleaner energy resources. In MarchÂ 2024, the MPSC issued an order authorizing an annual rate increase of $92Â million, which is inclusive of a $9Â million surcharge for the recovery of select distribution investments made in 2022 that exceeded the rates authorized in accordance with the DecemberÂ 2021 electric rate order. The approved rate increase is based on a 9.9â€‘percent authorized return on equity. The new rates became effective MarchÂ 15,Â 2024.Consumers Gas Utility2023Â Gas Rate Case: In DecemberÂ 2023, Consumers filed an application with the MPSC seeking an annual rate increase of $136Â million based on a 10.25â€‘percent authorized return on equity for the projected test year comprising the 12â€‘month period ending SeptemberÂ 30,Â 2025. In MayÂ 2024, Consumers revised its requested increase to $113Â million. The filing requested authority to recover new infrastructure investment and related costs that are expected to allow Consumers to continue to provide safe, reliable, affordable, and increasingly cleaner natural gas service.In JulyÂ 2024, the MPSC approved a settlement agreement authorizing an annual rate increase of $35Â million, based on a 9.9â€‘percent authorized return on equity. Additionally, the settlement approves the use of $27.5Â million, or one-fourth, of the gain on the sale of Consumersâ€™ unregulated ASP business as an offset to the revenue deficiency in lieu of additional rate relief during the test year. This results in effective rate relief of $62.5Â million for the test year. The settlement agreement also provides for the remaining three-fourths of the $110Â million gain on the sale of the ASP business, or $82.5Â million, to be provided to customers as a bill credit over a three-year period. The new rates, including the bill credit, became effective OctoberÂ 1,Â 2024. The settlement also authorizes the continuation of the cost deferral mechanism allowing Consumers to defer for future recovery or refund pension and OPEB expense above or below the amounts used to set rates. For additional details on Consumersâ€™ sale of its ASP business, see NoteÂ 19, Exit Activities and Asset Sales.Power Supply Cost Recovery and Gas Cost RecoveryThe PSCR and GCR ratemaking processes are designed to allow Consumers to recover all of its power supply and purchased natural gas costs if incurred under reasonable and prudent policies and practices. The MPSC reviews these costs, policies, and practices in annual plan and reconciliation proceedings. Consumers adjusts its PSCR and GCR billing charges monthly, subject to ceiling factor limitations, in order to minimize the underrecovery or overrecovery amount in the annual reconciliations. Underrecoveries represent power supply and purchased natural gas costs that will be recovered from customers; overrecoveries represent previously collected revenues that will be refunded to customers.115Table of ContentsPresented in the following table are the liabilities for PSCR and GCR overrecoveries reflected on Consumersâ€™ consolidated balance sheets:In MillionsDecemberÂ 3120242023LiabilitiesPSCR overrecoveries$13Â $10Â GCR overrecoveries25Â 44Â Accrued rate refunds$38Â $54Â PSCR Plans and Reconciliations: As a result of rising fuel prices during 2022, Consumersâ€™ power supply costs for 2022 were significantly higher than those projected in its 2022Â PSCR plan, resulting in a substantial amountÂ of under-recovered power supply costs. In MarchÂ 2023, Consumers filed its 2022Â PSCR reconciliation, requesting full recovery of $2.5Â billion of power costs and authorization to reflect in its 2023Â PSCR reconciliation the underrecovery of $404Â million. In NovemberÂ 2023, Consumers revised its reconciliation, requesting authorization to reflect in its 2023Â PSCR reconciliation the underrecovery of $401Â million. In MarchÂ 2024, Consumers filed its 2023Â PSCR reconciliation, requesting full recovery of $1.8Â billion of power costs and authorization to reflect in its 2024Â PSCR reconciliation the underrecovery of $255Â million. Consumers submitted its 2024Â PSCRÂ plan to the MPSC in SeptemberÂ 2023 and, in accordance with its proposed plan, self-implemented the 2024Â PSCR charge beginning in JanuaryÂ 2024.GCR Plans and Reconciliations: In MarchÂ 2024, the MPSC approved a settlement agreement in Consumersâ€™ 2022-2023Â GCR reconciliation, authorizing full recovery of $1.1Â billion of gas costs and authorizing Consumers to reflect in its 2023-2024Â GCR reconciliation the underrecovery of $15Â million.Consumers submitted its 2023-2024Â GCR plan to the MPSC in DecemberÂ 2022 and self-implemented its proposed 2023-2024Â GCR charge in AprilÂ 2023. The MPSC approved Consumersâ€™ 2023-2024 GCR plan in JuneÂ 2024. Also, in JuneÂ 2024, Consumers filed its 2023-2024Â GCR reconciliation, requesting recovery of $0.5Â billion of gas costs and authorization to reflect in its 2024-2025Â GCR reconciliation the overrecovery of $3Â million.Consumers submitted its 2024â€‘2025Â GCRÂ plan to the MPSC in DecemberÂ 2023 and, in accordance with its proposed plan, self-implemented the 2024â€‘2025Â GCR charge beginning in AprilÂ 2024. The MPSC approved Consumersâ€™ 2024-2025 GCR plan in AugustÂ 2024. 116Table of Contents3:Â Â Â Â Â Contingencies and CommitmentsCMSÂ Energy and Consumers are involved in various matters that give rise to contingent liabilities. Depending on the specific issues, the resolution of these contingencies could negatively affect CMSÂ Energyâ€™s and Consumersâ€™ liquidity, financial condition, and results of operations. In their disclosures of these matters, CMSÂ Energy and Consumers provide an estimate of the possible loss or range of loss when such an estimate can be made. Disclosures stating that CMSÂ Energy or Consumers cannot predict the outcome of a matter indicate that they are unable to estimate a possible loss or range of loss for the matter.CMSÂ Energy ContingenciesBay Harbor: CMSÂ Land retained environmental remediation obligations for the collection and treatment of leachate at Bay Harbor after selling its interests in the development in 2002. Leachate is produced when water enters into cement kiln dust piles left over from former cement plant operations at the site. In 2012, CMSÂ Land and EGLE finalized an agreement establishing the final remedies and the future water quality criteria at the site. CMSÂ Land completed all construction necessary to implement the remedies required by the agreement and will continue to maintain and operate a system to discharge treated leachate into Little Traverse Bay under an NPDES permit, which is valid through 2025. CMSÂ Land will submit the required renewal request in AprilÂ 2025, and will continue to operate under the existing permit until a renewal is issued.At DecemberÂ 31,Â 2024, CMSÂ Energy had a recorded liability of $48Â million for its remaining obligations for environmental remediation. CMSÂ Energy calculated this liability based on discounted projected costs, using a discount rate of 4.34Â percent and an inflation rate of oneÂ percent on annual operating and maintenance costs. The undiscounted amount of the remaining obligation is $61Â million. CMSÂ Energy expects to pay the following amounts for long-term leachate disposal and operating and maintenance costs in each of the next fiveÂ years:In Millions2025202620272028 2029CMSÂ EnergyLong-term leachate disposal and operating and maintenance costs$4Â $4Â $4Â $4Â $4Â CMSÂ Energyâ€™s estimate of response activity costs and the timing of expenditures could change if there are changes in circumstances or assumptions used in calculating the liability. Although a liability for its present estimate of remaining response activity costs has been recorded, CMSÂ Energy cannot predict the ultimate financial impact or outcome of this matter.Consumers Electric Utility ContingenciesElectric Environmental Matters: Consumersâ€™ operations are subject to environmental laws and regulations. Historically, Consumers has generally been able to recover, in customer rates, the costs to operate its facilities in compliance with these laws and regulations.Cleanup and Solid Waste: Consumers expects to incur remediation and other response activity costs at a number of sites under NREPA. Consumers believes that these costs should be recoverable in rates, but cannot guarantee that outcome. Consumers estimates its liability for NREPA sites for which it can estimate a range of loss to be between $4Â million and $5Â million. At DecemberÂ 31,Â 2024, Consumers had 117Table of Contentsa recorded liability of $4Â million, the minimum amount in the range of its estimated probable NREPA liability, as no amount in the range was considered a better estimate than any other amount.Consumers is a potentially responsible party at a number of contaminated sites administered under CERCLA. CERCLA liability is joint and several. In 2010, Consumers received official notification from the EPA that identified Consumers as a potentially responsible party for cleanup of PCBs at the Kalamazoo River CERCLA site. The notification claimed that the EPA had reason to believe that Consumers disposed of PCBs and arranged for the disposal and treatment of PCB-containing materials at portions of the site. In 2011, Consumers received a follow-up letter from the EPA requesting that Consumers agree to participate in a removal action plan along with several other companies for an area of lower Portage Creek, which is connected to the Kalamazoo River. All parties asked to participate in the removal action plan, including Consumers, declined to accept liability. Until further information is received from the EPA, Consumers is unable to estimate a range of potential liability for cleanup of the river.Based on its experience, Consumers estimates its share of the total liability for known CERCLA sites to be between $3Â million and $8Â million. Various factors, including the number and creditworthiness of potentially responsible parties involved with each site, affect Consumersâ€™ share of the total liability. At DecemberÂ 31,Â 2024, Consumers had a recorded liability of $3Â million for its share of the total liability at these sites, the minimum amount in the range of its estimated probable CERCLA liability, as no amount in the range was considered a better estimate than any other amount.The timing of payments related to Consumersâ€™ remediation and other response activities at its CERCLA and NREPA sites is uncertain. Consumers periodically reviews these cost estimates. A change in the underlying assumptions, such as an increase in the number of sites, different remediation techniques, the nature and extent of contamination, and legal and regulatory requirements, could affect its estimates of NREPA and CERCLA liability.Ludington Overhaul Contract Dispute: Consumers and DTEÂ Electric, co-owners of Ludington, entered into a 2010Â engineering, procurement, and construction agreement with Toshiba International Corporation, under which Toshiba International Corporation contracted to perform a major overhaul and upgrade of Ludington. Toshiba International Corporation later assigned the contract and all of its obligations to TAES. TAESâ€™ work under the contract was incomplete, defective, and nonâ€‘conforming. Consumers and DTEÂ Electric repeatedly documented TAESâ€™ failure to perform under the contract and demanded that TAES provide a comprehensive plan to resolve those matters, including adherence to its warranty commitments and other contractual obligations. Consumers and DTEÂ Electric engaged in extensive efforts to resolve these issues with TAES, including a formal demand to TAESâ€™ parent, Toshiba, under a parent guaranty it provided. TAES did not provide a comprehensive plan or otherwise meet its performance obligations. As a result of TAESâ€™ defaults, Consumers and DTEÂ Electric terminated the contract. In order to enforce their rights under the contract and parent guaranty, and to pursue appropriate damages, Consumers and DTEÂ Electric filed a complaint against TAES and Toshiba in the U.S.Â District Court for the Eastern District of Michigan in 2022. TAES and Toshiba filed a motion to dismiss the complaint, along with an answer and counterclaims seeking approximately $15Â million in damages related to payments allegedly owed under the partiesâ€™ contract. As a co-owner of Ludington, Consumers would be liable for 51Â percent of any such damages, if liability and damages were proven. The court denied the motion to dismiss filed by TAES and Toshiba. The parties are engaged in ongoing litigation, including discovery, pursuant to a court-ordered schedule. Consumers believes the counterclaims filed by TAES and Toshiba are without merit, but cannot predict the financial impact or outcome of this matter. An unfavorable outcome could have a material adverse effect on CMSÂ Energyâ€™s and Consumersâ€™ financial condition, results of operations, or liquidity. 118Table of ContentsIn 2023, Toshiba announced that TBJH became the majority shareholder and new parent company of Toshiba through a common stock purchase. TBJH is a subsidiary of a Japanese private equity firm. Consumers and DTEÂ Electric continue to monitor this development, but do not believe that this affects their rights under the parent guaranty provided by Toshiba. In MayÂ 2023, the MPSC approved Consumersâ€™ and DTEÂ Electricâ€™s jointly-filed request for authority to defer as a regulatory asset the costs associated with repairing or replacing the defective work performed by TAES while the litigation with TAES and Toshiba moves forward. Although discovery in the litigation is ongoing, Consumers currently estimates that its share of repair, replacement, and other damages resulting from TAESâ€™ defective work is approximately $350Â million, which may be offset in part or entirely by any potential future litigation proceeds received from TAES or Toshiba. Consumers and DTEÂ Electric will have the opportunity to seek appropriate recovery and ratemaking treatment for amounts recorded as a regulatory asset following resolution of the litigation, including any amounts not recovered from TAES or Toshiba, but cannot predict the financial impact or outcome of such proceedings.J.H.Â CampbellÂ 3 Contract Dispute: In 2022, Consumers filed a complaint against Wolverine Power in the Ottawa County Circuit Court and requested a ruling that Consumers has sole authority to decide to retire the J.H.Â CampbellÂ 3 coal-fueled generating unit under Consumersâ€™ and Wolverine Powerâ€™s agreement to jointly own and operate the unit. Wolverine Power filed an answer, affirmative defenses, and a counterclaim seeking approximately $37Â million in damages allegedly caused by Consumersâ€™ decision to retire the unit before the end of its useful life. The state circuit court judge found that Consumers may, in its sole discretion, retire J.H.Â CampbellÂ 3, provided that Consumers continues to operate and make necessary improvements to the unit while the litigation concerning Wolverine Powerâ€™s claim for damages is pending. In MayÂ 2023, the circuit court judge issued an order granting Consumersâ€™ motion for clarification confirming that Consumers may continue to operate and invest in J.H.Â CampbellÂ 3 consistent with the MayÂ 2025 retirement date. In MarchÂ 2024, the circuit court judge issued an order denying Wolverine Powerâ€™s motion for partial summary disposition and granting in part and denying in part Consumersâ€™ motion for summary disposition. The judge granted Consumersâ€™ motion for summary disposition on Wolverine Powerâ€™s claim that Consumers acted in bad faith in deciding to retire J.H.Â CampbellÂ 3 early, finding no evidence to support that claim. The judge held that Wolverine Power did identify a genuine issue of material fact as to whether Consumers breached the joint ownership and operating agreement by failing to notify and consult with Wolverine Power regarding the unitâ€™s early retirement. In JuneÂ 2024, the parties entered into a settlement agreement resolving this matter. The settlement agreement provides for Wolverine Powerâ€™s interest in J.H.Â CampbellÂ 3 to end as of the date the unit permanently ceases to be used for electric operations. The court entered an order of dismissal with prejudice in JuneÂ 2024.Consumers Gas Utility ContingenciesConsumers expects to incur remediation and other response activity costs at a number of sites under NREPA. These sites include 23Â former MGP facilities. Consumers operated the facilities on these sites for some part of their operating lives. For some of these sites, Consumers has no present ownership interest or may own only a portion of the original site.119Table of ContentsAt DecemberÂ 31,Â 2024, Consumers had a recorded liability of $60Â million for its remaining obligations for these sites. Consumers expects to pay the following amounts for remediation and other response activity costs in each of the next fiveÂ years:In Millions2025202620272028 2029ConsumersRemediation and other response activity costs$3Â $7Â $9Â $24Â $7Â Consumers periodically reviews these cost estimates. Any significant change in the underlying assumptions, such as an increase in the number of sites,

changes in remediation techniques, or legal and regulatory requirements, could affect Consumersâ€™ estimates of annual response activity costs and the MGP liability.Pursuant to orders issued by the MPSC, Consumers defers its MGP-related remediation costs and recovers them from its customers over a ten-year period. At DecemberÂ 31,Â 2024, Consumers had a regulatory asset of $90Â million related to the MGP sites.GuaranteesPresented in the following table are CMSÂ Energyâ€™s and Consumersâ€™ guarantees at DecemberÂ 31,Â 2024:In MillionsGuarantee DescriptionIssue DateExpiration DateMaximum ObligationCarrying AmountCMSÂ Energy, including ConsumersIndemnity obligations from sale of membership interests in VIEs1variousindefinite$258Â $â€”Â Indemnity obligations from stock and asset sale agreements2variousindefinite153Â 1Â Guarantee32011indefinite30Â â€”Â ConsumersGuarantee32011indefinite$30Â $â€”Â 1These obligations arose from the sale of membership interests in Aviator Wind, Newport Solar Holdings, and NWOÂ Holdco to tax equity investors. NorthStar Clean Energy provided certain indemnity obligations that protect the tax equity investors against losses incurred as a result of breaches of representations and warranties under the associated limited liability company agreements. These obligations are generally capped at an amount equal to the tax equity investorâ€™s capital contributions plus a specified return, less any distributions and tax benefits it receives, in connection with its membership interest. For any indemnity obligations related to Aviator Wind, NorthStar Clean Energy would recover 49Â percent of any amounts paid to the tax equity investor from the other owner of Aviator Wind Equity Holdings. Additionally, Aviator Wind holds insurance coverage that would partially protect against losses incurred as a result of certain failures to qualify for production tax credits. For further details on NorthStar Clean Energyâ€™s ownership interest in Aviator Wind, Newport Solar Holdings, and NWOÂ Holdco, see NoteÂ 18, Variable Interest Entities.2These obligations arose from stock and asset sale agreements under which CMSÂ Energy or a subsidiary of CMSÂ Energy indemnified the purchaser for losses resulting from various matters, including claims related to taxes. The maximum obligation amount is mostly related to an Equatorial Guinea tax claim. 120Table of Contents3This obligation comprises a guarantee provided by Consumers to the U.S.Â Department of Energy in connection with a settlement agreement regarding damages resulting from the departmentâ€™s failure to accept spent nuclear fuel from nuclear power plants formerly owned by Consumers.Additionally, in the normal course of business, CMSÂ Energy, Consumers, and certain other subsidiaries of CMSÂ Energy have entered into various agreements containing tax and other indemnity provisions for which they are unable to estimate the maximum potential obligation. CMSÂ Energy and Consumers consider the likelihood that they would be required to perform or incur substantial losses related to these indemnities and those disclosed in the table to be remote.Other ContingenciesIn addition to the matters disclosed in this Note and NoteÂ 2, Regulatory Matters, there are certain other lawsuits and administrative proceedings before various courts and governmental agencies, as well as unasserted claims that may result in such proceedings, arising in the ordinary course of business to which CMSÂ Energy, Consumers, and certain other subsidiaries of CMSÂ Energy are parties. These other lawsuits, proceedings, and unasserted claims may involve personal injury, property damage, contracts, environmental matters, federal and state taxes, rates, licensing, employment, and other matters. Further, CMSÂ Energy and Consumers occasionally self-report certain regulatory nonâ€‘compliance matters that may or may not eventually result in administrative proceedings. CMSÂ Energy and Consumers believe that the outcome of any one of these proceedings and potential claims will not have a material negative effect on their consolidated results of operations, financial condition, or liquidity.Contractual CommitmentsPurchase Obligations: Purchase obligations arise from long-term contracts for the purchase of commodities and related services, and construction and service agreements. The commodities and related services include long-term PPAs, natural gas and associated transportation, and coal and associated transportation. Related-party PPAs are between Consumers and certain affiliates of NorthStar Clean Energy. Presented in the following table are CMSÂ Energyâ€™s and Consumersâ€™ contractual purchase obligations at DecemberÂ 31,Â 2024 for each of the periods shown:In MillionsPayments DueTotal20252026202720282029Beyond 2029CMSÂ Energy, including ConsumersTotal PPAs$7,006Â $659Â $662Â $698Â $677Â $678Â $3,632Â Other4,432Â 1,780Â 1,095Â 670Â 461Â 239Â 187Â Total purchase obligations$11,438Â $2,439Â $1,757Â $1,368Â $1,138Â $917Â $3,819Â ConsumersPPAsMCV PPA$1,297Â $265Â $233Â $218Â $222Â $239Â $120Â Related-party PPAs60Â 29Â 15Â 16Â â€”Â â€”Â Other PPAs5,649Â 365Â 414Â 464Â 455Â 439Â 3,512Â Total PPAs$7,006Â $659Â $662Â $698Â $677Â $678Â $3,632Â Other3,371Â 1,412Â 958Â 518Â 365Â 116Â 2Â Total purchase obligations$10,377Â $2,071Â $1,620Â $1,216Â $1,042Â $794Â $3,634Â 121Table of ContentsMCVÂ PPA: Consumers has a PPA with the MCVÂ Partnership giving Consumers the right to purchase up to 1,240Â MW of capacity and energy produced by the MCVÂ Facility through MayÂ 2030. The MCVÂ PPA provides for:â€¢a capacity charge of $10.14Â perÂ MWh of available capacity through MarchÂ 2025 and $5.00Â perÂ MWh of available capacity from MarchÂ 2025 through the termination date of the PPAâ€¢a fixed energy charge of $6.30Â perÂ MWh for on-peak hours and $6.00 for off-peak hoursâ€¢a variable energy charge based on the MCVÂ Partnershipâ€™s cost of production for energy delivered to Consumersâ€¢a $5Â million annual contribution by the MCVÂ Partnership to a renewable resources program through MarchÂ 2025Capacity and energy charges under the MCVÂ PPA were $358Â million in 2024, $340Â million in 2023, and $519Â million in 2022.Other PPAs: Consumers has PPAs expiring through 2047 with various counterparties. The majority of the PPAs have capacity and energy charges for delivered energy. Capacity and energy charges under these PPAs were $565Â million in 2024, $498Â million in 2023, and $510Â million in 2022. In addition, CMSÂ Energy and Consumers account for several of their PPAs as leases. See NoteÂ 8, Leases for more information about CMSÂ Energyâ€™s and Consumersâ€™ lease obligations.122Table of Contents4:Â Â Â Â Financings and CapitalizationPresented in the following table is CMSÂ Energyâ€™s long-term debt at DecemberÂ 31:In Millions, Except Interest Rate and MaturityInterest Rate(%)Maturity20242023CMSÂ Energy, including ConsumersCMSÂ Energy, parent onlySenior notes3.875Â 2024$â€”Â $250Â 3.600Â 2025250Â 250Â 3.000Â 2026300Â 300Â 2.950Â 2027275Â 275Â 3.450Â 2027350Â 350Â 4.700Â 2043250Â 250Â 4.875Â 2044300Â 300Â $1,725Â $1,975Â senior notes13.375Â 2028$800Â $800Â Junior subordinated notes24.750Â 32050$500Â $500Â 3.750Â 42050400Â 400Â 5.625Â 2078200Â 200Â 5.875Â 2078280Â 280Â 5.875Â 2079630Â 630Â $2,010Â $2,010Â Term loan facilities variable52025$90Â $â€”Â variable62025400Â â€”Â $490Â $â€”Â Total CMSÂ Energy, parent only$5,025Â $4,785Â CMSÂ Energy subsidiariesConsumers$11,370Â $10,863Â NorthStar Clean Energy, including subsidiariesRevolving credit facilityvariable72027150Â â€”Â Total principal amount outstanding$16,545Â $15,648Â Current amounts(1,192)(975)Unamortized discounts(29)(30)Unamortized issuance costs(130)(135)Total long-term debt$15,194Â $14,508Â 1Holders of the convertible senior notes may convert their notes at their option in accordance with the conditions outlined in the related indenture. CMSÂ Energy will settle conversions of the notes in accordance with the terms outlined in the related indenture. The conversion rate will be subject to adjustment for anti-dilutive events and fundamental change and redemption provisions as described in the related indenture. 123Table of ContentsThere are no sinking fund requirements for the notes. At DecemberÂ 31,Â 2024, the conversion price for the notes was $73.93Â per share of common stock. Unamortized debt costs associated with this issuance were $9Â million at DecemberÂ 31,Â 2024.2These unsecured obligations rank subordinate and junior in right of payment to all of CMSÂ Energyâ€™s existing and future senior indebtedness.3On JuneÂ 1,Â 2030, and every fiveÂ years thereafter, the notes will reset to an interest rate equal to the fiveâ€‘year treasury rate plus 4.116Â percent.4On DecemberÂ 1,Â 2030, and every fiveÂ years thereafter, the notes will reset to an interest rate equal to the fiveâ€‘year treasury rate plus 2.900Â percent.5The delayed-draw unsecured term loan credit facility has an interest rate of Term SOFR plus 0.900Â percent. At DecemberÂ 31,Â 2024, borrowings under the term loan credit facility had a weighted-average interest rate of 5.245Â percent.6The delayed-draw unsecured term loan credit facility has an interest rate of one-month Term SOFR plus 0.850Â percent. At DecemberÂ 31,Â 2024, borrowings under the term loan credit facility had a weighted-average interest rate of 5.403Â percent.7Loans under this facility have an interest rate of one-month Term SOFR plus 1.750Â percent less an adjustment of 0.050Â percent for green credit advances. At DecemberÂ 31,Â 2024, the weighted-average interest rate for the loans issued under this facility was 6.097Â percent.124Table of ContentsPresented in the following table is Consumersâ€™ long-term debt at DecemberÂ 31:In Millions, Except Interest Rate and MaturityInterest Rate(%)Maturity20242023ConsumersFirst mortgage bonds3.125Â 2024$â€”Â $250Â 3.190Â 2024â€”Â 52Â 5.240Â 2026115Â 115Â 3.680Â 2027100Â 100Â 3.390Â 202735Â 35Â 4.650Â 2028425Â 425Â 3.800Â 2028300Â 300Â 4.900Â 2029500Â 50[illegible] of ContentsIn Millions, Except Interest Rate and MaturityInterest Rate(%)Maturity20242023Tax-exempt revenue bonds0.875Â 22035$35Â $35Â 3.350Â 3204975Â 75Â $110Â $110Â 2014 Securitization bonds3.528Â 420295$112Â $141Â 2023 Securitization bonds5.322Â 62028-20315588Â 646Â $700Â $787Â Total principal amount outstanding$12,205Â $11,294Â Current amounts(452)(725)Long-term debt â€“ related parties7 principal amount outstanding2043-2060(835)(431)Unamortized discounts(27)(28)Unamortized issuance costs(73)(73)Total long-term debt$10,818Â $10,037Â 1The variable-rate bonds bear interest quarterly at a rate of threeâ€‘month SOFR minus 0.038Â percent, subject to a zeroâ€‘percent floor. At DecemberÂ 31,Â 2024, the interest rates were 4.320Â percent for bonds due SeptemberÂ 2069, 4.483Â percent for bonds due MayÂ 2070, and 4.551Â percent for bonds due OctoberÂ 2070. The interest rate for the variable-rate bonds at DecemberÂ 31,Â 2023 were 5.346Â percent, 5.329Â percent, and 5.368Â percent, respectively. The holders of these variable-rate bonds may put them to Consumers for redemption on certain dates prior to their stated maturity, including dates within oneÂ year of DecemberÂ 31,Â 2024. 2The interest rate on these tax-exempt revenue bonds will reset on OctoberÂ 8,Â 2026.3The interest rate on these taxâ€‘exempt revenue bonds will reset on OctoberÂ 1,Â 2027. 4The weighted-average interest rate for Consumersâ€™ securitization bonds issued through its subsidiary, Consumers 2014Â Securitization Funding, was 3.528Â percent at DecemberÂ 31,Â 2024 and 3.421Â percent at DecemberÂ 31,Â 2023.5Principal and interest payments are made semiannually.6The weighted-average interest rate for Consumersâ€™ securitization bonds issued through its subsidiary, Consumers 2023Â Securitization Funding, was 5.322Â percent at DecemberÂ 31,Â 2024 and 5.342Â percent at DecemberÂ 31,Â 2023.7Long-term debt â€“ related parties reflects Consumersâ€™ outstanding debt held by its parent as a result of CMSÂ Energyâ€™s repurchase of Consumersâ€™ firstÂ mortgage bonds. Unamortized discounts associated with the repurchase of Consumersâ€™ first mortgage bonds were $5Â million at DecemberÂ 31,Â 2024 and $3Â million at DecemberÂ 31,Â 2023. Unamortized issuance costs were $7Â million at DecemberÂ 31,Â 2024 and $4Â million at DecemberÂ 31,Â 2023.126Table of ContentsFinancings: Presented in the following table is a summary of major long-term debt issuances during 2024:Principal(In Millions)Interest Rate (%)Issuance DateMaturity DateCMSÂ Energy, parent onlyTerm loan credit agreement$400Â variableSeptember 2024September 2025Term loan credit agreement190Â variableDecember 2024December 2025Total CMSÂ Energy, parent only$490Â ConsumersFirst mortgage bonds$600Â 4.600Â January 2024May 2029First mortgage bonds700Â 4.700Â August 2024January 2030Total Consumers$1,300Â Total CMSÂ Energy$1,790Â 1In DecemberÂ 2024, CMSÂ Energy entered into a $200Â million unsecured term loan credit agreement and borrowed $90Â million. In JanuaryÂ 2025, CMSÂ Energy borrowed an additional $70Â million bearing an interest rate of 5.206Â percent.In FebruaryÂ 2025, certain subsidiaries of NorthStar Clean Energy entered into a $334 million construction financing agreement and borrowed $32 million, bearing an interest rate of 6.600 percent.Retirements: Presented in the following table is a summary of major long-term debt retirements during 2024:Principal(In Millions)Interest Rate (%)Retirement DateMaturity DateCMSÂ Energy, parent onlySenior notes$250Â 3.875Â January 2024March 2024Total CMSÂ Energy, parent only$250Â ConsumersFirst mortgage bonds1$250Â 3.125Â September 2024August 2024First mortgage bonds52Â 3.190Â December 2024December 2024Total Consumers$302Â Total CMSÂ Energy$552Â 1First mortgage bonds were repaid the first business day following the maturity date, which did not fall on a business day.CMSÂ Energyâ€™s Purchase of Consumersâ€™ First Mortgage Bonds: CMSÂ Energy purchased Consumersâ€™ first mortgage bonds with a principal balance of $404Â million during 2024 in exchange for cash of $289Â million. On a consolidated basis, CMSÂ Energyâ€™s repurchase of Consumersâ€™ first mortgage bonds was accounted for as a debt extinguishment and resulted in a pre-tax gain of $110Â million for the year ended DecemberÂ 31,Â 2024, which was recorded in other income on CMSÂ Energyâ€™s consolidated statements of income. Interest expense related to the repurchased bonds was $19Â million for the year ended DecemberÂ 31,Â 2024.In 2023, CMSÂ Energy purchased Consumersâ€™ first mortgage bonds with a principal balance of $431Â million in exchange for cash of $293Â million. On a consolidated basis, CMSÂ Energyâ€™s repurchase of Consumersâ€™ first mortgage bonds resulted in a pre-tax gain of $131Â million for the year ended 127Table of ContentsDecemberÂ 31,Â 2023. Interest expense related to the repurchased bonds was $5Â million for the year ended DecemberÂ 31,Â 2023.Regulatory Authorization for Financings: Consumers is required to maintain FERC authorization for financings. Any long-term issuances during the authorization period are exempt from FERCâ€™s competitive bidding and negotiated placement requirements. Its current authorization ends on MayÂ 2,Â 2026. In JanuaryÂ 2025, Consumers filed an application with the FERC for authority to issue long-term debt securities between FebruaryÂ 21,Â 2025 and FebruaryÂ 20,Â 2027. The application does not seek to replace Consumersâ€™ existing authority for short-term securities.First Mortgage Bonds: Consumers secures its first mortgage bonds by a mortgage and lien on substantially all of its property. Consumersâ€™ ability to issue first mortgage bonds is restricted by certain provisions in the First Mortgage Bond Indenture and the need for regulatory approvals under federal law. Restrictive issuance provisions in the First Mortgage Bond Indenture include achieving a twoâ€‘times interest coverage ratio and having sufficient unfunded net property additions.Securitization Bonds: Certain regulatory assets held by Consumersâ€™ subsidiaries, Consumers 2014Â Securitization Funding and Consumers 2023Â Securitization Funding, collateralize Consumersâ€™ securitization bonds. Consumers 2014Â Securitization Funding and Consumers 2023Â Securitization Funding are distinct subsidiaries. The bondholders of each entity have no recourse to the otherâ€™s assets or the assets of Consumers. Consumers collects securitization surcharges to cover the principal and interest on the bonds as well as certain other qualified costs. The surcharges collected by Consumers on behalf of each entity are remitted to that subsidiaryâ€™s account and are not available to creditors of Consumers or creditors of Consumersâ€™ affiliates other than the subsidiary that issued the bonds.Debt Maturities: At DecemberÂ 31,Â 2024, the aggregate annual maturities for long-term debt for the next fiveÂ years, based on stated maturities or earlier put dates, were:In Millions20252026202720282029CMSÂ Energy, including ConsumersLong-term debtCMSÂ Energy, parent only$740Â $300Â $625Â $800Â $â€”Â NorthStar Clean Energyâ€™Â â€”Â 150Â â€”Â â€”Â Consumers452Â 237Â 263Â 843Â 1,256Â Total CMSÂ Energy1$1,192Â $537Â $1,038Â $1,643Â $1,256Â NorthStar Clean Energy, including subsidiariesLong-term debt$â€”Â $â€”Â $150Â $â€”Â $â€”Â ConsumersLong-term debt$452Â $237Â $263Â $843Â $1,256Â 128Table of ContentsCredit Facilities: The following credit facilities with banks were available at DecemberÂ 31,Â 2024:In MillionsExpiration DateAmount of FacilityAmount BorrowedLetters of Credit OutstandingAmount AvailableCMSÂ Energy, parent onlyDecember 14, 20271$550Â $â€”Â $31Â $519Â SeptemberÂ 30,Â 202550Â â€”Â 50Â â€”Â NorthStar Clean Energy, including subsidiariesMay 7, 20272$150Â $150Â $â€”Â $â€”Â SeptemberÂ 25,Â 2025337Â â€”Â 37Â â€”Â Consumers4December 14, 2027$1,100Â $â€”Â $28Â $1,072Â NovemberÂ 18, 2025250Â â€”Â 58Â 192Â 1There were no borrowings under this facility during the year ended DecemberÂ 31,Â 2024.2Obligations under this facility are secured by certain pledged equity interests in subsidiaries of NorthStar Clean Energy; under the terms of this facility, the interests may not be sold by NorthStar Clean Energy unless there is an agreed-upon substitution for the pledged equity interests. At DecemberÂ 31,Â 2024, the net book value of the pledged equity interests was $396Â million. Also under the terms of this facility, NorthStar Clean Energy may be restricted from remitting cash dividends to CMSÂ Energy in the event of default. 3This letter of credit facility is available to Aviator Wind Equity Holdings. For more information regarding Aviator Wind Equity Holdings, see NoteÂ 18, Variable Interest Entities.4Obligations under these facilities are secured by first mortgage bonds of Consumers. There were noÂ borrowings under these facilities during the year ended DecemberÂ 31,Â 2024.Short-term Borrowings: Under Consumersâ€™ commercial paper program, Consumers may issue, in one or more placements, investment-grade commercial paper notes with maturities of up to 365Â days at market interest rates. These issuances are supported by Consumersâ€™ revolving credit facilities and may have an aggregate principal amount outstanding of up to $500Â million. While the amount of outstanding commercial paper does not reduce the available capacity of the revolving credit facilities, Consumers does not intend to issue commercial paper in an amount exceeding the available capacity of the facilities. At DecemberÂ 31,Â 2024, there were $65Â million of commercial paper notes outstanding under this program bearing a weighted-average interest rate of 4.675Â percent, recorded as current notes payable on CMSÂ Energyâ€™s and Consumersâ€™ consolidated balance sheets.In DecemberÂ 2024, Consumers renewed a short-term credit agreement with CMSÂ Energy, permitting Consumers to borrow up to $500Â million at an interest rate of the prior monthâ€™s average oneâ€‘month Term SOFR minus 0.100Â percent. At DecemberÂ 31,Â 2024, there were no outstanding borrowings under the agreement.NorthStar Clean Energyâ€™s Supplier Financing Program: Under a supplier financing program, NorthStar Clean Energy agrees to pay a bank that is acting as its payment agent the stated amount of confirmed invoices from participating suppliers on the original maturity dates of the invoices. The bank is required to pay the supplier invoices that have been confirmed as valid under the program in full within 135Â days of the invoice date. NorthStar Clean Energy does not provide collateral or a guarantee to the bank in support of its payment obligations under the agreement, nor does it pay a fee for the service. NorthStar Clean Energy or the bank may terminate the supplier financing program agreement upon 129Table of Contents30Â days prior written notice to the other party.

Obligations under this program are accounted for in accounts payable on CMSÂ Energyâ€™s consolidated balance sheets. Presented in the following table is the activity under NorthStar Clean Energyâ€™s supplier financing program during the year ended DecemberÂ 31,Â 2024:In MillionsYear Ended DecemberÂ 312024Balance of payables under suppler financing program at beginning of period$â€”Payables confirmed22Â Balance of payables under suppler financing program at end of period$22Â Dividend Restrictions: At DecemberÂ 31,Â 2024, payment of dividends by CMSÂ Energy on its common stock was limited to $8.0Â billion under provisions of the Michigan Business Corporation Act of 1972.Under the provisions of its articles of incorporation, at DecemberÂ 31,Â 2024, Consumers had $2.3Â billion of unrestricted retained earnings available to pay dividends on its common stock to CMSÂ Energy. Provisions of the Federal Power Act and the Natural Gas Act appear to restrict dividends payable by Consumers to the amount of Consumersâ€™ retained earnings. Several decisions from FERC suggest that, under a variety of circumstances, dividends from Consumers on its common stock would not be limited to amounts in Consumersâ€™ retained earnings. Any decision by Consumers to pay dividends on its common stock in excess of retained earnings would be based on specific facts and circumstances and would be subject to a formal regulatory filing process.During the year ended DecemberÂ 31,Â 2024, Consumers paid $795Â million in dividends on its common stock to CMSÂ Energy.Capitalization: The authorized capital stock of CMSÂ Energy consists of:â€¢350Â million shares of CMSÂ Energy Common Stock, par value $0.01Â per shareâ€¢10Â million shares of CMSÂ Energy Preferred Stock, par value $0.01Â per shareIssuance of Common Stock: In 2023, CMSÂ Energy entered into an equity offering program under which it may sell shares of its common stock having an aggregate sales price of up to $1Â billion in privately negotiated transactions, in â€œat the marketâ€ offerings, or through forward sales transactions. In JanuaryÂ 2024, CMSÂ Energy settled the remaining forward sale contracts issued under its previous equity offering program by issuing shares at a weighted average price of $70.31Â per share, resulting in net proceeds of $266Â million. Presented in the following table are details of CMSÂ Energyâ€™s forward sales contracts under its current equity offering program at DecemberÂ 31,Â 2024:Forward Price Per ShareContract DateMaturity DateNumber of SharesInitialDecemberÂ 31,Â 2024December 16, 2024November 27, 2025400,581$69.43Â $69.53Â Under these contracts, CMSÂ Energy may either settle physically by issuing shares of its common stock at the then-applicable forward sale price specified by the agreement or settle net by delivering or receiving 130Table of Contentscash or shares. CMSÂ Energy may settle the contracts at any time through their maturity dates, and presently intends to physically settle the contracts by delivering shares of its common stock.The initial forward price in the forward equity sale contracts includes a deduction for commissions and will be adjusted on a daily basis over the term based on an interest rate factor and decreased on certain dates by certain predetermined amounts to reflect expected dividend payments. No amounts are recorded on CMSÂ Energyâ€™s consolidated balance sheets until settlements of the forward equity sale contracts occur. If CMSÂ Energy had elected to net share settle or net cash settle the contracts as of DecemberÂ 31,Â 2024, it would not have been required to deliver shares or pay cash.Preferred Stock: CMSÂ Energyâ€™s SeriesÂ C preferred stock is traded on the NewÂ York Stock Exchange under the symbol CMSÂ PRC. Depositary shares represent a 1/1000thÂ interest in a share of its SeriesÂ C preferred stock. The SeriesÂ C preferred stock has no maturity or mandatory redemption date and is not redeemable at the option of the holders. CMSÂ Energy may, at its option, redeem the SeriesÂ C preferred stock, in whole or in part, at any time on or after JulyÂ 15,Â 2026. The SeriesÂ C preferred stock ranks senior to CMSÂ Energyâ€™s common stock with respect to dividend rights and distribution rights upon liquidation. Presented in the following table are details of CMSÂ Energyâ€™s SeriesÂ C preferred stock at DecemberÂ 31,Â 2024 and 2023:Depositary Share Par ValueÂ Depositary Share Optional Redemption PriceNumber of Depositary Shares AuthorizedNumber of Depositary Shares OutstandingCumulative, redeemable perpetual$25Â $25Â 9,200,000Â 9,200,000Â Preferred Stock of Subsidiary: Consumersâ€™ preferred stock is traded on the NewÂ York Stock Exchange under the symbol CMS-PB. Presented in the following table are details of Consumersâ€™ preferred stock at DecemberÂ 31,Â 2024 and 2023:Par ValueOptional Redemption PriceNumber of Shares AuthorizedNumber of Shares OutstandingCumulative, with no mandatory redemption$100Â $110Â 7,500,000Â 373,148Â 5:Â Â Â Â Fair Value MeasurementsAccounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. When measuring fair value, CMSÂ Energy and Consumers are required to incorporate all assumptions that market participants would use in pricing an asset or liability, including assumptions about risk. A fair value hierarchy prioritizes inputs used to measure fair value according to their observability in the market. The threeÂ levels of the fair value hierarchy are as follows:â€¢LevelÂ 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities.â€¢LevelÂ 2 inputs are observable, market-based inputs, other than LevelÂ 1 prices. LevelÂ 2 inputs may include quoted prices for similar assets or liabilities in active markets, quoted prices in inactive markets, and inputs derived from or corroborated by observable market data.â€¢LevelÂ 3 inputs are unobservable inputs that reflect CMSÂ Energyâ€™s or Consumersâ€™ own assumptions about how market participants would value their assets and liabilities.131Table of ContentsCMSÂ Energy and Consumers classify fair value measurements within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement in its entirety.Assets and Liabilities Measured at Fair Value on a Recurring BasisPresented in the following table are CMSÂ Energyâ€™s and Consumersâ€™ assets and liabilities recorded at fair value on a recurring basis:In MillionsCMSÂ Energy, including ConsumersConsumersDecemberÂ 312024202320242023Assets1Cash equivalents$27Â $18Â $â€”Â $â€”Â Restricted cash equivalents75Â 21Â 75Â 21Â Nonqualified deferred compensation plan assets34Â 30Â 25Â 22Â Derivative instruments2Â 2Â 2Â 2Â Total assets$138Â $71Â $102Â $45Â Liabilities1Nonqualified deferred compensation plan liabilities$34Â $30Â $25Â $22Â Total liabilities$34Â $30Â $25Â $22Â 1All assets and liabilities were classified as LevelÂ 1 with the exception of derivative contracts, which were classified as LevelÂ 3.Cash Equivalents: Cash equivalents and restricted cash equivalents consist of money market funds with daily liquidity.Nonqualified Deferred Compensation Plan Assets and Liabilities: The nonqualified deferred compensation plan assets consist of mutual funds, which are bought and sold only at the discretion of plan participants. The assets are valued using the daily quoted net asset values. CMSÂ Energy and Consumers value their nonqualified deferred compensation plan liabilities based on the fair values of the plan assets, as they reflect the amount owed to the plan participants in accordance with their investment elections. CMSÂ Energy and Consumers report the assets in other nonâ€‘current assets and the liabilities in other nonâ€‘current liabilities on their consolidated balance sheets.Derivative Instruments: CMSÂ Energy and Consumers value their derivative instruments using either a market approach that incorporates information from market transactions, or an income approach that discounts future expected cash flows to a present value amount. CMSÂ Energyâ€™s and Consumersâ€™ derivatives are classified as LevelÂ 3. CMSÂ Energy and Consumers report derivatives in other nonâ€‘current assets on their consolidated balance sheets.The majority of derivatives classified as LevelÂ 3 are FTRs held by Consumers. Due to the lack of quoted pricing information, Consumers determines the fair value of its FTRs based on Consumersâ€™ average historical settlements. There was no material activity within the LevelÂ 3 category of derivatives during the periods presented.132Table of Contents6:Â Â Â Â Financial InstrumentsPresented in the following table are the carrying amounts and fair values, by level within the fair value hierarchy, of CMSÂ Energyâ€™s and Consumersâ€™ financial instruments that are not recorded at fair value. The table excludes cash, cash equivalents, short-term financial instruments, and trade accounts receivable and payable whose carrying amounts approximate their fair values. For information about assets and liabilities recorded at fair value and for additional details regarding the fair value hierarchy, see NoteÂ 5, Fair Value Measurements.In MillionsDecemberÂ 31,Â 2024DecemberÂ 31,Â 2023Carrying AmountFair ValueCarrying AmountFair ValueTotalLevelTotalLevel123123CMSÂ Energy, including ConsumersAssetsLong-term receivables1$9Â $8Â $â€”Â $â€”Â $8Â $11Â $11Â $â€”Â $â€”Â $11Â LiabilitiesLong-term debt216,386Â 14,876Â 1,018Â 11,952Â 1,906Â 15,483Â 14,305Â 1,103Â 11,186Â 2,016Â Long-term payables39Â 9Â â€”Â Â â€”Â 9Â 11Â 11Â â€”Â â€”Â 11Â ConsumersAssetsLong-term receivables1$9Â $8Â $â€”Â $â€”Â $8Â $11Â $11Â $â€”Â $â€”Â $11Â Notes receivable â€“ related party494Â 94Â â€”Â â€”Â 94Â 97Â 97Â â€”Â â€”Â 97Â LiabilitiesLong-term debt511,270Â 9,940Â â€”Â 8,034Â 1,906Â 10,762Â 9,757Â â€”Â 7,741Â 2,016Â Long-term debt â€“ related party6823Â 549Â â€”Â 549Â â€”Â 424Â 303Â â€”Â 303Â â€”Â Long-term payables4Â 4Â â€”Â â€”Â 4Â 5Â 5Â â€”Â â€”Â 5Â 1Includes current portion of long-term accounts receivable and notes receivable of $4Â million at DecemberÂ 31,Â 2024 and $6Â million at DecemberÂ 31,Â 2023.2Includes current portion of long-term debt of $1.2Â billion at DecemberÂ 31,Â 2024 and $975Â million at DecemberÂ 31,Â 2023.3Includes current portion of long-term payables of $2Â million at DecemberÂ 31,Â 2024 and DecemberÂ 31,Â 2023.133Table of Contents4Includes current portion of notes receivable â€“ related party of $7Â million at DecemberÂ 31,Â 2024 and 2023. For more information on notes receivable â€“ related party, see NoteÂ 17, Related-party Transactionsâ€”Consumers.5Includes current portion of long-term debt of $452Â million at DecemberÂ 31,Â 2024 and $725Â million at DecemberÂ 31,Â 2023.6For more information on CMS Energyâ€™s repurchases of Consumersâ€™ first mortgage bonds, see NoteÂ 4, Financings and Capitalizationâ€”CMSÂ Energyâ€™s Purchase of Consumersâ€™ First Mortgage Bonds.Notes receivable â€“ related party represents Consumersâ€™ portion of the DBÂ SERP demand note payable issued by CMSÂ Energy to the DBÂ SERP rabbi trust. The demand note bears interest at an annual rate of 4.10Â percent and has a maturity date of 2028.134Table of Contents7:Â Â Â Â Plant, Property, and EquipmentPresented in the following table are details of CMSÂ Energyâ€™s and Consumersâ€™ plant, property, and equipment:In Millions, Except as NotedDecemberÂ 31EstimatedDepreciableLife in Years20242023CMSÂ Energy, including ConsumersPlant, property, and equipment, grossConsumers3 â€“ 125$33,434Â $31,723Â NorthStar Clean EnergyIndependent power production13 â€“ 401,452Â 1,387Â Assets under finance leases245Â 24Â Other3 â€“ 51Â 1Â Plant, property, and equipment, gross$34,932Â $33,135Â Construction work in progress2,098Â 944Â Accumulated depreciation and amortization(9,569)(9,007)Total plant, property, and equipment3$27,461Â $25,072Â ConsumersPlant, property, and equipment, grossElectricGeneration15 â€“ 125$6,576Â $6,511Â Distribution15 â€“ 7512,135Â 11,339Â Other5 â€“ 551,307Â 1,355Â Assets under finance leases2119Â 97Â GasDistribution20 â€“ 857,942Â 7,452Â Transmission17 â€“ 753,081Â 2,806Â Underground storage facilities429 â€“ 751,405Â 1,295Â Other5 â€“ 55828Â 815Â Assets under finance leases212Â 15Â Other non-utility property3 â€“ 5129Â 38Â Plant, property, and equipment, gross$33,434Â $31,723Â Construction work in progress1,766Â 845Â Accumulated depreciation and amortization(9,310)(8,796)Total plant, property, and equipment2$25,890Â $23,772Â 1A portion of independent power production assets are leased to others under operating leases. For information regarding CMSÂ Energyâ€™s operating leases of owned assets, see NoteÂ 8, Leases.2For information regarding the amortization terms of CMSÂ Energyâ€™s and Consumersâ€™ assets under finance leases, see NoteÂ 8, Leases.3Consumersâ€™ plant additions were $2.1Â billion for the year ended DecemberÂ 31,Â 2024 and $3.1Â billion for the year ended DecemberÂ 31,Â 2023. Consumersâ€™ plant retirements were $390Â million for the year ended DecemberÂ 31,Â 2024 and $856Â million for the year ended DecemberÂ 31,Â 2023. 135Table of Contents4Underground storage includes base natural gas of $26Â million at DecemberÂ 31,Â 2024 and 2023. Base natural gas is not subject to depreciation.Intangible Assets: Included in net plant, property, and equipment are intangible assets. Presented in the following table are details about Consumersâ€™ intangible assets:In Millions, Except as NotedDescriptionAmortization Life in YearsDecemberÂ 31,Â 2024DecemberÂ 31,Â 2023Gross Cost1Accumulated AmortizationGross Cost1Accumulated AmortizationConsumersSoftware development3 â€“ 15$679Â $481Â $772Â $543Â Rights of way50 â€“ 85253Â 68Â 229Â 64Â Franchises and consents5 â€“ 5016Â 11Â 16Â 11Â Leasehold improvementsvarious213Â 7Â 11Â 7Â Other intangiblesvarious28Â 16Â 24Â 15Â Total$989Â $583Â $1,052Â $640Â 1Consumersâ€™ intangible asset additions were $90Â million for the year ended DecemberÂ 31,Â 2024 and $80Â million for the year ended DecemberÂ 31,Â 2023. Consumersâ€™ intangible asset retirements were $153Â million for the year ended DecemberÂ 31,Â 2024 and $142Â million for the year ended DecemberÂ 31,Â 2023.2Leasehold improvements are amortized over the life of the lease, which may change whenever the lease is renewed or extended.Capitalization: CMSÂ Energy and Consumers record plant, property, and equipment at original cost when placed into service. The cost includes labor, material, applicable taxes, overhead such as pension and other benefits, and AFUDC, if applicable. Consumersâ€™ plant, property, and equipment is generally recoverable through its general ratemaking process.With the exception of utility property for which the remaining book value has been securitized, mothballed utility property stays in rate base and continues to be depreciated at the same rate as before the mothball period. When utility property is retired or otherwise disposed of in the ordinary course of business, Consumers records the original cost to accumulated depreciation, along with associated cost of removal, net of salvage. CMSÂ Energy and Consumers recognize gains or losses on the retirement or disposal of nonâ€‘regulated assets in income. Consumers records cost of removal collected from customers, but not spent, as a regulatory liability.Software: CMSÂ Energy and Consumers capitalize the costs to purchase and develop internal-use computer software. These costs are expensed evenly over the estimated useful life of the internal-use computer software. If computer software is integral to computer hardware, then its cost is capitalized and depreciated with the hardware.AFUDC: Consumers capitalizes AFUDC on regulated major construction projects. AFUDC represents the estimated cost of debt and authorized return-on-equity funds used to finance construction additions. Consumers records the offsetting credit as a reduction of interest for the amount representing the borrowed funds component and as other income for the equity funds component on the consolidated statements of income. When construction is completed and the property is placed in service, Consumers 136Table of Contentsdepreciates and recovers the capitalized AFUDC from customers over the life of the related asset. Presented in the following table are Consumersâ€™ average AFUDC capitalization rates:Years Ended DecemberÂ 31202420232022Electric6.9Â %6.5Â %6.2Â %Gas5.8Â 5.8Â 5.6Â Assets Under Finance Leases: Presented in the following table are further details about changes in CMSÂ Energyâ€™s and Consumersâ€™ assets under finance leases: In MillionsYears Ended DecemberÂ 3120242023CMSÂ Energy, including ConsumersBalance at beginning of period$136Â $170Â Additions55Â â€”Â Net retirements and other adjustments(15)(34)Balance at end of period$176Â $136Â ConsumersBalance at beginning of period$112Â $146Â Additions34Â â€”Â Net retirements and other adjustments(15)(34)Balance at end of period$131Â $112Â Assets under finance leases are presented as gross amounts. CMSÂ Energyâ€™s, including Consumersâ€™, accumulated amortization of assets under finance leases was $57 million at DecemberÂ 31,Â 2024 and $65Â million at DecemberÂ 31,Â 2023. Consumersâ€™ accumulated amortization of assets under finance leases was $55Â million at DecemberÂ 31,Â 2024 and $64Â million at DecemberÂ 31,Â 2023.Depreciation and Amortization: Presented in the following table are further details about CMSÂ Energyâ€™s and Consumersâ€™ accumulated depreciation and amortization:In MillionsYears Ended DecemberÂ 3120242023CMSÂ Energy, including ConsumersUtility plant assets$9,307Â $8,790Â Non-utility plant assets262Â 217Â ConsumersUtility plant assets$9,307Â $8,790Â Non-utility plant assets3Â 6Â Consumers depreciates utility property on an asset-group basis, in which it applies a single MPSC-approved depreciation rate to the gross investment in a particular class of property within the electric and 137Table of Contentsgas segments. Consumers performs depreciation studies periodically to determine appropriate group lives. Presented in the following table are the composite depreciation rates for Consumersâ€™ segment properties:Years Ended DecemberÂ 31202420232022Electric utility property3.6Â %3.8Â %3.7Â %Gas utility property2.5Â 2.8Â 2.9Â Other property7.1Â 7.8Â 8.9Â CMSÂ Energy and Consumers record property repairs and minor property replacement as maintenance expense. CMSÂ Energy and Consumers record planned major maintenance activities as operating expense unless the cost represents the acquisition of additional long-lived assets or the replacement of an existing long-lived asset.Presented in the following table are the components of CMSÂ Energyâ€™s and Consumersâ€™ depreciation and amortization expense:In MillionsYears Ended DecemberÂ 3120242023202CMSÂ Energy, including ConsumersDepreciation expense â€“ plant, property, and equipment$1,041Â $1,050Â $990Â Amortization expenseSoftware81Â 92Â 103Â Other intangible assets5Â 5Â 5Â Other regulatory assets2Â â€”Â Â â€”Â Securitized regulatory assets111Â 33Â 28Â Total depreciation and amortization expense$1,240Â $1,180Â $1,126Â ConsumersDepreciation expense â€“ plant, property, and equipment$992Â $1,007Â $952Â Amortization expenseSoftware81Â 92Â 103Â Other intangible assets5Â 5Â 5Â Other regulatory assets2Â â€”Â Â â€”Â Securitized regulatory assets111Â 33Â 28Â Total depreciation and amortization expense$1,191Â $1,137Â $1,088Â Presented in the following table is Consumersâ€™ estimated amortization expense on intangible assets for each of the next fiveÂ years:In Millions20252026202720282029ConsumersIntangible asset amortization expense$94Â $90Â $83Â $77Â $75Â 138Table of ContentsJointly Owned Regulated Utility FacilitiesPresented in the following table are Consumersâ€™ investments in jointly owned regulated utility facilities at DecemberÂ 31,Â 2024: In Millions, Except Ownership ShareJ.H.Â Campbell Unit 3LudingtonOtherOwnership share93.3Â %51.0Â %variousUtility plant in service$1,725Â $621Â $445Â Accumulated provision for depreciation(856)(242)(95)Plant under constructionâ€”Â 13Â 29Â Net investment$869Â $392Â $379Â Consumers includes its share of the direct expenses of the jointly owned plants in operating expenses. Consumers shares operation, maintenance, and other expenses of these jointly owned utility facilities in proportion to each participantâ€™s undivided ownership interest. Consumers is required to provide only its share of financing for the jointly owned utility facilities.Consumers plans to retire the J.H.Â Campbell coal-fueled generating units and, in 2022, removed an amount representing the projected remaining book value of the electric generating units upon their retirement from total plant, property, and equipment and recorded it as a regulatory asset on its consolidated balance sheets. For additional details, see NoteÂ 2, Regulatory Matters. Consumers and DTE Electric are engaged in ongoing litigation with TAES and Toshiba related to TAESâ€™ incomplete, defective, and nonconforming work during a major overhaul and upgrade of Ludington. For additional details on this dispute, see NoteÂ 3, Contingencies and Commitmentsâ€”Ludington Overhaul Contract Dispute.8:Â Â Â Â LeasesLesseeCMSÂ Energy and Consumers lease various assets from third parties,

including coal-carrying railcars, real estate, service vehicles, and gas pipeline capacity. In addition, CMSÂ Energy and Consumers account for several of their PPAs as leases.CMSÂ Energy and Consumers do not record right-of-use assets or lease liabilities on their consolidated balance sheets for rentals with lease terms of 12Â months or less, most of which are for the lease of real estate and service vehicles. Lease expense for these rentals is recognized on a straight-line basis over the lease term.CMSÂ Energy and Consumers include future payments for all renewal options, fair market value extensions, and buyout provisions reasonably certain of exercise in their measurement of lease right-of-use assets and lease liabilities. In addition, certain leases for service vehicles contain end-of-lease adjustment clauses based on proceeds received from the sale or disposition of the vehicles. CMSÂ Energy and Consumers also include executory costs in the measurement of their right-of-use assets and lease liabilities, except for maintenance costs related to their coal-carrying railcar leases.Most of Consumersâ€™ PPAs contain provisions at the end of the initial contract terms to renew the agreements annually under mutually agreedâ€‘upon terms at the time of renewal. Energy and capacity 139Table of Contentspayments that vary depending on quantities delivered are recognized as variable lease costs when incurred. Consumers accounts for a PPA with one of CMSÂ Energyâ€™s equity method subsidiaries as a finance lease.Presented in the following table is information about CMSÂ Energyâ€™s and Consumersâ€™ lease right-of-use assets and lease liabilities:In Millions, Except as NotedCMSÂ Energy, including ConsumersConsumersDecemberÂ 31202420232024202320Operating leasesRight-of-use assets1$24$26$20$23Lease liabilitiesCurrent lease liabilities23434Non-current lease liabilities321221719Finance leasesRight-of-use assets119717648Lease liabilities4Current lease liabilities4545Non-current lease liabilities112626939Weighted-average remaining lease term (in years)Operating leases20191918Finance leases26192211Weighted-average discount rateOperating leases5.3Â %5.2Â %5.4Â %5.3Â %Finance leases55.8Â 5.3Â 4.8Â 1.5Â 1CMSÂ Energyâ€™s and Consumersâ€™ operating right-of-use lease assets are reported as other nonâ€‘current assets on their consolidated balance sheets.2The current portion of CMSÂ Energyâ€™s and Consumersâ€™ operating lease liabilities are reported as other current liabilities on their consolidated balance sheets.3The nonâ€‘current portion of CMSÂ Energyâ€™s and Consumersâ€™ operating lease liabilities are reported as other nonâ€‘current liabilities on their consolidated balance sheets.4Includes related-party lease liabilities of $23Â million, of which less than $1Â million was current, at DecemberÂ 31,Â 2024 and 2023.5This rate excludes the impact of Consumersâ€™ pipeline agreements and long-term PPAs accounted for as finance leases. The required capacity payments under these agreements, when compared to the underlying fair value of the leased assets, result in effective interest rates that exceed market rates for leases with similar terms.140Table of ContentsCMSÂ Energy and Consumers report operating, variable, and short-term lease costs as operating expenses on their consolidated statements of income, except for certain amounts that may be capitalized to other assets. Presented in the following table is a summary of CMSÂ Energyâ€™s and Consumersâ€™ total lease costs:In MillionsYears Ended DecemberÂ 3120242023CMSÂ Energy, including ConsumersOperating lease costs$6Â $6Â Finance lease costsAmortization of right-of-use assets6Â 9Â Interest on lease liabilities16Â 15Â Variable lease costs107Â 107Â Short-term lease costs13Â 14Â Total lease costs$148Â $151Â ConsumersOperating lease costs$5Â $5Â Finance lease costsAmortization of right-of-use assets5Â 8Â Interest on lease liabilities13Â 13Â Variable lease costs107Â 107Â Short-term lease costs12Â 14Â Total lease costs$142Â $147Â Presented in the following table is supplemental cash flow information related to CMSÂ Energyâ€™s and Consumersâ€™ lease liabilities:In MillionsYears Ended DecemberÂ 3120242023CMSÂ Energy, including ConsumersCash paid for amounts included in the measurement of lease liabilitiesCash used in operating activities for operating leases$6Â $6Â Cash used in operating activities for finance leases15Â 15Â Cash used in financing activities for finance leases6Â 8Â Lease liabilities arising from obtaining right-of-use assetsOperating leases3Â 1Â Finance leases55Â â€”Â ConsumersCash paid for amounts included in the measurement of lease liabilitiesCash used in operating activities for operating leases$5Â $6Â Cash used in operating activities for finance leases13Â 13Â Cash used in financing activities for finance leases5Â 8Â Lease liabilities arising from obtaining right-of-use assetsOperating leases1Â 1Â Finance leases34Â â€”Â 141Table of ContentsPresented in the following table are the minimum rental commitments under CMSÂ Energyâ€™s and Consumersâ€™ nonâ€‘cancelable leases:In MillionsFinance LeasesDecemberÂ 31,Â 2024Operating LeasesPipelines and PPAsLand and OtherTotalCMSÂ Energy, including Consumers2025$4Â $13Â $7Â $20Â 20263Â 13Â 7Â 20Â 20272Â 13Â 5Â 18Â 20282Â 13Â 5Â 18Â 20292Â 13Â 5Â 18Â 2030 and thereafter29Â 13Â 177Â 190Â Total minimum lease payments$42Â $78Â $206Â $284Â Less discount18Â 50Â 118Â 168Â Present value of minimum lease payments$24Â $28Â $88Â $116Â Consumers2025$4Â $13Â $4Â $17Â 20263Â 13Â 4Â 17Â 20272Â 13Â 3Â 16Â 20282Â 13Â 2Â 15Â 20291Â 13Â 2Â 15Â 2030 and thereafter23Â 13Â 71Â 84Â Total minimum lease payments$35Â $78Â $86Â $164Â Less discount15Â 50Â 41Â 91Â Present value of minimum lease payments$20Â $28Â $45Â $73Â LessorCMSÂ Energy and Consumers are the lessor under power sales and natural gas delivery agreements that are accounted for as leases.CMSÂ Energy has power sales agreements that are accounted for as operating leases. In addition to fixed payments, these agreements have variable payments based on energy delivered. For the year ended DecemberÂ 31,Â 2024, lease revenue from these power sales agreements was $105Â million, which included variable lease payments of $61Â million. For the year ended DecemberÂ 31,Â 2023, lease revenue from these power sales agreements was $116Â million, which included variable lease payments of $74Â million.Presented in the following table are the minimum rental payments to be received under CMSÂ Energyâ€™s nonâ€‘cancelable operating leases:In MillionsDecemberÂ 31,Â 20242025$44Â 202618Â Total minimum lease payments$62Â 142Table of ContentsConsumers has a natural gas transportation agreement with a subsidiary of CMSÂ Energy that extends through 2038, related to a pipeline owned by Consumers. This agreement is accounted for as a direct finance lease and will automatically extend annually unless terminated by either party. The effects of the lease are eliminated on CMSÂ Energyâ€™s consolidated financial statements.Minimum rental payments to be received under Consumersâ€™ direct financing lease are less than $1Â million for each of the next fiveÂ years and $6Â million for the years thereafter. The lease receivable was $6Â million as of DecemberÂ 31,Â 2024, which does not include unearned income of $5Â million.9:Â Â Â Â Asset Retirement ObligationsCMSÂ Energy and Consumers record the fair value of the cost to remove assets at the end of their useful lives, if there is a legal obligation to remove them. If a reasonable estimate of fair value cannot be made in the period in which the ARO is incurred, such as for assets with indeterminate lives, the liability is recognized when a reasonable estimate of fair value can be made. CMSÂ Energy and Consumers have not recorded liabilities associated with the closure of their hydroelectric facilities and certain gas wells that have an indeterminate life or for assets that have immaterial cumulative disposal costs, such as substation batteries.CMSÂ Energy and Consumers calculate the fair value of ARO liabilities using an expected present-value technique that reflects assumptions about costs and inflation, and uses a credit-adjusted risk-free rate to discount the expected cash flows. CMSÂ Energyâ€™s ARO liabilities are primarily at Consumers.Presented below are the categories of assets that CMSÂ Energy and Consumers have legal obligations to remove at the end of their useful lives and for which they have an ARO liability recorded:AROÂ DescriptionIn-serviceÂ DateLong-livedÂ AssetsClosure of coal ash disposal areasvariousGenerating plants coal ash areasGas distribution cut, purge, and capvariousGas distribution mains and servicesAsbestos abatement1973Electric and gas utility plantClosure of renewable generation assetsvariousWind and solar generation facilitiesGas wells plug and abandonvariousGas transmission and storage143Table of ContentsPresented in the following tables are the changes in CMSÂ Energyâ€™s and Consumersâ€™ ARO liabilities:In MillionsCompany and ARO DescriptionARO Liability 12/31/2023IncurredSettledAccretionCash Flow RevisionsARO Liability 12/31/2024CMSÂ Energy, including ConsumersConsumers$739Â $1Â (69)33Â (10)694Â Renewable generation assets32Â â€”Â Â€”Â 2Â â€”Â 34Â Total CMSÂ Energy$771Â $1Â (69)35Â (10)728Â ConsumersCoal ash disposal areas$268Â $1Â (51)12Â $â€”Â $230Â Gas distribution cut, purge, and cap290Â â€”Â (9)15Â (1)295Â Asbestos abatement51Â â€”Â (7)2Â (9)37Â Renewable generation assets102Â â€”Â â€”Â 3Â â€”Â 105Â Gas wells plug and abandon28Â â€”Â (2)1Â â€”Â 27Â Total Consumers$739Â $1Â (69)33Â (10)694Â In MayÂ 2024, the EPA finalized a rule regulating CCR impoundments at electric generating facilities that became inactive prior to the effective date of a rule published in 2015 regulating CCRs under RCRA. Additionally, the EPA established groundwater monitoring, corrective action, closure, and post-closure care requirements for CCR surface impoundments and landfills closed prior to the effective date of the 2015Â CCR rule, but that do not meet the closure technical and performance standards of the MayÂ 2024 rule. These include inactive CCR landfills that were previously exempted from regulation but that are now considered CCR management units. In response to the new rule, Consumers recorded an immaterial increase to its existing ARO and is performing a review of legacy impoundments and of other parts of the 2024Â rule. If needed, Consumers will record an incremental ARO for legacy impoundments when a reasonable estimate of the fair value of the associated costs can be made; any resulting ARO could be material. Consumers has historically been authorized to recover in electric rates costs related to coal ash disposal sites. In MillionsCompany and ARO DescriptionARO Liability 12/31/2022IncurredSettledAccretionCash Flow RevisionsARO Liability 12/31/2023CMSÂ Energy, including ConsumersConsumers$722Â $4Â (28)32Â $9Â $739Â Renewable generation assets24Â 7Â â€”Â 1Â â€”Â 32Â Total CMSÂ Energy$746Â $11Â (28)33Â $9Â $771Â ConsumersCoal ash disposal areas$272Â $â€”Â (15)11Â $â€”Â $268Â Gas distribution cut, purge, and cap287Â â€”Â (10)14Â (1)290Â Asbestos abatement39Â â€”Â (1)3Â 10Â 51Â Renewable generation assets95Â 4Â â€”Â 3Â â€”Â 102Â Gas wells plug and abandon29Â â€”Â (2)1Â â€”Â 28Â Total Consumers$722Â $4Â (28)32Â $9Â $739Â 144Table of Contents10:Â Â Â Â Â Retirement BenefitsBenefit Plans: CMSÂ Energy and Consumers provide pension, OPEB, and other retirement benefits to eligible employees under a number of different plans. These plans include:â€¢ nonâ€‘contributory, qualified DBÂ Pension Plans (closed to new nonâ€‘union participants as of JulyÂ 1,Â 2003 and closed to new union participants as of SeptemberÂ 1,Â 2005)â€¢a nonâ€‘contributory, qualified DCCP for employees hired on or after JulyÂ 1,Â 2003â€¢benefits to certain management employees under a nonâ€‘contributory, nonqualified DBÂ SERP (closed to new participants as of MarchÂ 31,Â 2006)â€¢a nonâ€‘contributory, nonqualified DCÂ SERP for certain management employees hired or promoted on or after AprilÂ 1,Â 2006â€¢a contributory, qualified defined contribution 401(k)Â planâ€¢health care and life insurance benefits under an OPEBÂ PlanDBÂ Pension Plans: Participants in the pension plans include present and former employees of CMSÂ Energy and Consumers, including certain present and former affiliates and subsidiaries. Pension plan trust assets are not distinguishable by company. Effective DecemberÂ 31,Â 2017, CMSÂ Energyâ€™s and Consumersâ€™ then-existing pension plan was amended to include only retired and former employees already covered; this amended plan is referred to as DBÂ Pension PlanÂ B. Also effective DecemberÂ 31,Â 2017, active employees were moved to a newly created pension plan, referred to as DBÂ Pension PlanÂ A, whose benefits mirror those provided under DBÂ Pension PlanÂ B. Maintaining separate plans for the two groups allows CMSÂ Energy and Consumers to employ a more targeted investment strategy and provides additional opportunities to mitigate risk and volatility.DCCP: CMSÂ Energy and Consumers provide an employer contribution to the DCCPÂ 401(k) plan for employees hired on or after JulyÂ 1,Â 2003. The contribution ranges from fiveÂ percent to tenÂ percent of base pay, depending on years of service and employee class. Employees are not required to contribute in order to receive the planâ€™s employer contribution. DCCP expense for CMSÂ Energy, including Consumers, was $53Â million for the year ended DecemberÂ 31,Â 2024, $51Â million for the year ended DecemberÂ 31,Â 2023, and $48Â million for the year ended DecemberÂ 31,Â 2022. DCCP expense for Consumers was $52Â million for the year ended DecemberÂ 31,Â 2024, $50Â million for the year ended DecemberÂ 31,Â 2023, and $48Â million for the year ended DecemberÂ 31,Â 2022.DBÂ SERP: The DBÂ SERP is a nonqualified plan as defined by the Internal Revenue Code. DBÂ SERP benefits are paid from a rabbi trust. The trust assets are not considered plan assets under ASCÂ 715. DBÂ SERP rabbi trust earnings are taxable. Presented in the following table are the fair values of trust assets and ABO for CMSÂ Energyâ€™s and Consumersâ€™ DBÂ SERP:In MillionsYears Ended DecemberÂ 3120242023CMSÂ Energy, including ConsumersTrust assets$127Â $132Â ABO105Â 115Â ConsumersTrust assets$95Â $98Â ABO76Â 83Â 145Table of ContentsNeither CMSÂ Energy nor Consumers made any contributions to the DBÂ SERP in 2024 or 2023. DCÂ SERP: On AprilÂ 1,Â 2006, CMSÂ Energy and Consumers implemented a DCÂ SERP and froze further new participation in the DBÂ SERP. The DCÂ SERP provides participants benefits ranging from fiveÂ percent to 15Â percent of total compensation. The DCÂ SERP requires a minimum of fiveÂ years of participation before vesting. CMSÂ Energyâ€™s and Consumersâ€™ contributions to the plan, if any, are placed in a grantor trust. For CMSÂ Energy and Consumers, trust assets were $17Â million at DecemberÂ 31,Â 2024 and $14Â million at DecemberÂ 31,Â 2023. DCÂ SERP assets are included in other nonâ€‘current assets on CMSÂ Energyâ€™s and Consumersâ€™ consolidated balance sheets. CMSÂ Energyâ€™s and Consumersâ€™ DCÂ SERP expense was $1Â million for the years ended DecemberÂ 31,Â 2024, 2023, and 2022.401(k)Â Plan: The 401(k)Â plan employer match equals fourÂ to sixÂ percent of employee eligible contributions based on an employeeâ€™s wages and class. The total 401(k)Â plan cost for CMSÂ Energy, including Consumers, was $41Â million for the years ended DecemberÂ 31,Â 2024 and 2023, and $44Â million for the year ended DecemberÂ 31,Â 2022. The total 401(k)Â plan cost for Consumers was $39Â million for the year ended DecemberÂ 31,Â 2024, $40Â million for the year ended DecemberÂ 31,Â 2023, and $43Â million for the year ended DecemberÂ 31,Â 2022.Health-related OPEB Plan: Participants in the health-related OPEB Plan include regular full-time employees covered by the employee health care plan on the day before retirement from either CMSÂ Energy or Consumers at ageÂ 55 or older with at least 10Â fullÂ years of applicable continuous service and hired before JanuaryÂ 1,Â 2007 for non-union participants and hired before SeptemberÂ 1,Â 2010 for union participants. Regular full-time employees who qualify for disability retirement under the DBÂ Pension Plans or are disabled and covered by the DCCP and who have 15Â years of applicable continuous service may also participate in the OPEB Plan. Retiree health care costs were based on the assumption that costs would increase 8.50Â percent in 2025 and 8.00Â percent in 2024 for those underÂ 65 and would increase 10.25Â percent in 2025 and 8.50Â percent in 2024 for those overÂ 65. The rate of increase was assumed to decline to 4.75Â percent by 2033 and thereafter for all retirees.146Table of ContentsAssumptions: Presented in the following table are the weighted-average assumptions used in CMSÂ Energyâ€™s and Consumersâ€™ retirement benefit plans to determine benefit obligations and net periodic benefit cost:DecemberÂ 31202420232022CMSÂ Energy, including ConsumersWeighted average for benefit obligations1Discount rate2DBÂ Pension PlanÂ A5.73Â %5.05Â %5.24Â %DBÂ Pension PlanÂ B5.59Â 4.95Â 5.14Â DBÂ SERP5.56Â 4.94Â 5.13Â OPEB Plan5.69Â 5.02Â 5.21Â Rate of compensation increaseDBÂ Pension PlanÂ A3.70Â 3.60Â 3.60Â DBÂ SERP3â€”Â â€”Â 5.50Â Weighted average for net periodic benefit cost1Service cost discount rate2,4DBÂ Pension PlanÂ A5.08Â %5.27Â %3.09Â %DBÂ SERP3â€”Â 5.18Â 3.09Â OPEB Plan5.12Â 5.31Â 3.23Â Interest cost discount rate2,4DBÂ Pension PlanÂ A4.93Â 5.12Â 2.44Â DBÂ Pension PlanÂ B4.87Â 5.06Â 2.21Â DBÂ SERP4.87Â 5.06Â 2.21Â OPEB Plan4.91Â 5.10Â 2.45Â Expected long-term rate of return on plan assets5DBÂ Pension Plans7.50Â 7.20Â 6.50Â OPEB Plan7.50Â 7.20Â 6.50Â Rate of compensation increaseDBÂ Pension PlanÂ A3.60Â 3.60Â 3.60Â DBÂ SERP3â€”Â 5.50Â 5.50Â 1The mortality assumption for benefit obligations was based on the Pri-2012 Mortality Table, with improvement scale MP-2021. The mortality assumption for net periodic benefit cost was based on the Pri-2012 Mortality Table, with improvement scale MP-2021.2The discount rate reflects the rate at which benefits could be effectively settled and is equal to the equivalent single rate resulting from a yield-curve analysis. This analysis incorporated the projected benefit payments specific to CMSÂ Energyâ€™s and Consumersâ€™ DBÂ Pension Plans and OPEB Plan and the yields on high-quality corporate bonds rated Aa or better.3The last active participant in the DB SERP retired in 2023. Thus, the determination of the associated benefit obligation and net periodic benefit cost no longer assumes a rate of compensation increase nor a service cost discount rate.4CMSÂ Energy and Consumers have elected to use a full-yield-curve approach in the estimation of service cost and interest cost; this approach applies individual spot rates along the yield curve to future projected benefit payments based on the time of payment.147Table of Contents5CMSÂ Energy and Consumers determined the long-term rate of return using historical market returns, the present and expected future economic environment, the capital market principles of risk and return, and the expert opinions of individuals and firms with financial market knowledge. CMSÂ Energy and Consumers considered the asset allocation of the portfolio in forecasting the future expected total return of the portfolio. The goal was to determine a long-term rate of return that could be incorporated into the planning of future cash flow requirements in conjunction with the change in the liability. Annually, CMSÂ Energy and Consumers review for reasonableness and appropriateness the forecasted returns for various classes of assets used to construct an expected return model. CMSÂ Energyâ€™s and Consumersâ€™ expected long-term rate of return on the assets of the DBÂ Pension Plans was 7.50Â percent in 2024. The actual return (loss) on the assets of the DBÂ Pension Plans was 3.6Â percent in 2024, 12.6Â percent in 2023, and (15.9)Â percent in 2022.Costs: Presented in the following table are the costs (credits) and other changes in plan assets and benefit obligations incurred in CMSÂ Energyâ€™s and Consumersâ€™ retirement benefit plans:In MillionsDBÂ Pension Plans and DBÂ SERPOPEB PlanYears Ended DecemberÂ 3120242023202220242023202232022CMSÂ Energy, including ConsumersNet periodic creditService cost$28Â $29Â $41Â $11Â $12Â $17Â Interest cost109Â 112Â 84Â 43Â 44Â 28Â Settlement lossâ€”Â â€”Â 1Â â€”Â â€”Â â€”Â Expected return on plan assets(234)(220)(206)(115)(103)(115)Amortization of:Net loss12Â 12Â 40Â 4Â 12Â 1Â Prior service cost (credit)4Â 4Â 4Â (31)(41)(51)Settlement loss11Â 11Â 9Â â€”Â â€”Â â€”Â Net periodic credit(70)(52)(27)(88)(76)(120)ConsumersNet periodic creditService cost$27Â $28Â $39Â $11Â $11Â $17Â Interest cost102Â 105Â 79Â 41Â 42Â 27Â Expected return on plan assets(221)(208)(194)(107)(95)(107)Amortization of:Net loss11Â 11Â 37Â 4Â 12Â â€”Â Prior service cost (credit)4Â 4Â 4Â (30)(40)(50)Settlement loss11Â 11Â 9Â â€”Â â€”Â â€”Â Net periodic credit(66)(49)(26)(81)(70)(113)In Consumersâ€™ electric and gas rate cases, the MPSC approved a mechanism allowing Consumers to defer for future recovery or refund pension and OPEB expenses above or below the amounts used to set

existing rates. Amounts deferred will be collected from or refunded to customers over tenÂ years. At DecemberÂ 31,Â 2024, CMSÂ Energy, including Consumers, had deferred $15Â million of pension credits and $11Â million of OPEB credits under this mechanism related to 2024Â expense. At DecemberÂ 31,Â 2023, CMSÂ Energy, including Consumers, had deferred $11Â million of pension credits and $23Â million of OPEB costs under this mechanism related to 2023Â expense.CMSÂ Energy and Consumers amortize net gains and losses in excess of tenÂ percent of the greater of the PBO or the MRV over the average remaining service period for DBÂ Pension PlanÂ A and the OPEB Plan 148Table of Contentsand over the average remaining life expectancy of participants for DBÂ Pension PlanÂ B. For DBÂ Pension PlanÂ A, the estimated period of amortization of gains and losses was eight yearsÂ for the years ended DecemberÂ 31,Â 2024, 2023, and 2022. For DBÂ Pension PlanÂ B, the estimated period of amortization of gains and losses was 17Â years for the years ended DecemberÂ 31,Â 2024 and 2023, and 18Â years for the year ended DecemberÂ 31,Â 2022. For the OPEB Plan, the estimated amortization period was nine years for the years ended DecemberÂ 31,Â 2024, 2023, and 2022.Prior service cost (credit) amortization is established in the year in which the prior service cost (credit) first occurred, and is based on the same amortization period for all future years until the prior service cost (credit) is fully amortized. CMSÂ Energy and Consumers had new prior service costs for OPEB in 2024. The estimated period of amortization of these new prior service costs is seven years.CMSÂ Energy and Consumers determine the MRV for the assets of the DBÂ Pension Plans as the fair value of plan assets on the measurement date, adjusted by the gains or losses that will not be admitted into the MRV until future years. CMSÂ Energy and Consumers reflect each yearâ€™s gain or loss in the MRV in equal amounts over a fiveâ€‘year period beginning on the date the original amount was determined. CMSÂ Energy and Consumers determine the MRV for OPEB Plan assets as the fair value of assets on the measurement date.149Table of ContentsReconciliations: Presented in the following table are reconciliations of the funded status of CMSÂ Energyâ€™s and Consumersâ€™ retirement benefit plans with their retirement benefit plansâ€™ liabilities:In MillionsDBÂ Pension PlansDBÂ SERPOPEB PlanYears Ended DecemberÂ 3120242023202420232024202320242023CMSÂ Energy, including ConsumersBenefit obligation at beginning of period$2,195Â $2,169Â $114Â $117Â $900Â $889Â Service cost28Â 29Â â€”Â Â 11Â 12Â Interest cost104Â 106Â 5Â 6Â 43Â 44Â Plan amendmentsâ€”Â â€”Â Â â€”Â Â (25)â€”Â Actuarial loss (gain)(91)152Â 1(4)1Â (40)19Â 1Benefits paid(142)(161)(10)(10)(58)(54)Benefit obligation at end of period$2,094Â $2,195Â $105Â $114Â $831Â $900Â Plan assets at fair value at beginning of period$3,004Â $2,820Â $â€”Â $â€”Â $1,559Â $1,446Â Actual return on plan assets102Â 345Â â€”Â â€”Â 86Â 165Â Company contributionâ€”Â â€”Â 10Â 10Â â€”Â â€”Â Actual benefits paid(142)(161)(10)(10)(57)(52)Plan assets at fair value at end of period$2,964Â $3,004Â $â€”Â $â€”Â $1,588Â $1,559Â Funded status$870Â 2$809Â 2$(105)(114)757Â $659Â ConsumersBenefit obligation at beginning of period$83Â $85Â $867Â $856Â Service costâ€”Â â€”Â 11Â 11Â Interest cost4Â 4Â 41Â 42Â Plan amendmentsâ€”Â â€”Â (24)â€”Â Actuarial loss (gain)(4)1Â (38)110Â 1Benefits paid(7)(7)(56)(52)Benefit obligation at end of period$76Â $83Â $801Â $867Â Plan assets at fair value at beginning of period$â€”Â $â€”Â $1,453Â $1,350Â Actual return on plan assetsâ€”Â â€”Â 80Â 154Â Company contribution7Â 7Â â€”Â â€”Â Actual benefits paid(7)(7)(54)(51)Plan assets at fair value at end of period$â€”Â $â€”Â $1,479Â $1,453Â Funded status$(76)(83)678Â $586Â 1The actuarial gains for 2024 for the DBÂ Pension Plans and OPEB Plans were primarily the result of higher discount rates. The actuarial losses for 2023 for the DBÂ Pension Plans and OPEB Plan were primarily the result of lower discount rates. 2The total funded status of the DBÂ Pension Plans attributable to Consumers, based on an allocation of expenses, was $836Â million at DecemberÂ 31,Â 2024 and $781Â million at DecemberÂ 31,Â 2023.150Table of ContentsPresented in the following table is the classification of CMSÂ Energyâ€™s and Consumersâ€™ retirement benefit plansâ€™ assets and liabilities:In MillionsDecemberÂ 3120242023CMSÂ Energy, including ConsumersNon-current assetsDBÂ Pension Plans$870Â $809Â OPEB Plan757Â 659Â Current liabilitiesDBÂ SERP10Â 10Â Non-current liabilitiesDBÂ SERP95Â 104Â ConsumersNon-current assetsDBÂ Pension Plans$836Â $781Â OPEB Plan678Â 586Â Current liabilitiesDBÂ SERP7Â 7Â Non-current liabilitiesDBÂ SERP69Â 76Â The ABO for the DBÂ Pension Plans was $1.9Â billion at DecemberÂ 31,Â 2024 and $2.0Â billion at DecemberÂ 31,Â 2023. At DecemberÂ 31,Â 2024 and 2023, the PBO and ABO did not exceed plan assets for any of the defined benefit pension plans.151Table of ContentsItems Not Yet Recognized as a Component of Net Periodic Benefit Cost: Presented in the following table are the amounts recognized in regulatory assets and AOCI that have not been recognized as components of net periodic benefit cost. For additional details on regulatory assets see NoteÂ 2, Regulatory Matters.In MillionsDBÂ Pension Plans and DBÂ SERPOPEB PlanDecember 312024202320242023CMSÂ Energy, including ConsumersRegulatory assetsNet loss$653Â $634Â $176Â $191Â Prior service cost (credit)12Â 16Â (94)(100)Regulatory assets$665Â $650Â $82Â $91Â AOCINet loss (gain)60Â 65Â (3)(3)Prior service cost (credit)â€”Â 1Â (2)(2)Total amounts recognized in regulatory assets and AOCI$725Â $716Â $77Â $86Â ConsumersRegulatory assetsNet loss$653Â $634Â $176Â $191Â Prior service cost (credit)12Â 16Â (94)(100)Regulatory assets$665Â $650Â $82Â $91Â AOCINet loss15Â 20Â â€”Â â€”Â Total amounts recognized in regulatory assets and AOCI$680Â $670Â $82Â $91Â 152Table of ContentsPlan Assets: Presented in the following tables are the fair values of the assets of CMSÂ Energyâ€™s DBÂ Pension Plans and OPEB Plan, by asset category and by level within the fair value hierarchy. For additional details regarding the fair value hierarchy, see NoteÂ 5, Fair Value Measurements.In MillionsDBÂ Pension PlansDecemberÂ 31,Â 2024DecemberÂ 31,Â 2023TotalLevelÂ 1LevelÂ 2TotalLevelÂ 1LevelÂ 2CMSÂ Energy, including ConsumersCash and short-term investments$148Â $148Â $â€”Â $178Â $178Â $â€”Â Mutual fundsâ€”Â â€”Â â€”Â 47Â 47Â â€”Â $148Â $148Â $â€”Â $225Â $225Â $â€”Â Pooled funds2,816Â 2,779Â Total$2,964Â $3,004Â In MillionsOPEB PlanDecemberÂ 31,Â 2024DecemberÂ 31,Â 2023TotalLevelÂ 1LevelÂ 2TotalLevelÂ 1LevelÂ 2CMSÂ Energy, including ConsumersCash and short-term investments$35Â $35Â $â€”Â $82Â $82Â $â€”Â U.S. government and agencies securities13Â â€”Â 13Â 16Â â€”Â 16Â Corporate debt68Â â€”Â 68Â 67Â â€”Â 67Â State and municipal bonds2Â â€”Â 2Â 1Â â€”Â 1Â Foreign bonds15Â â€”Â 15Â 15Â â€”Â 15Â Common stocks170Â 170Â â€”Â 161Â 161Â â€”Â Mutual funds53Â 53Â â€”Â 60Â 60Â â€”Â $356Â $258Â $98Â $402Â $303Â $99Â Pooled funds1,232Â 1,157Â Total$1,588Â $1,559Â Cash and Short-term Investments: Cash and short-term investments consist of money market funds with daily liquidity.U.S.Â Government and Agencies Securities: U.S.Â government and agencies securities consist of U.S.Â Treasury notes and other debt securities backed by the U.S.Â government and related agencies. These securities are valued based on quoted market prices.Corporate Debt: Corporate debt investments consist of investment grade bonds of U.S.Â issuers from diverse industries. These securities are valued based on quoted market prices, when available, or yields available on comparable securities of issuers with similar credit ratings.State and Municipal Bonds: State and municipal bonds are valued using a matrix-pricing model that incorporates LevelÂ 2 market-based information. The fair value of the bonds is derived from various observable inputs, including benchmark yields, reported securities trades, broker/dealer quotes, bond ratings, and general information on market movements for investment grade state and municipal securities normally considered by market participants when pricing such debt securities.153Table of ContentsForeign Bonds: Foreign corporate and government debt securities are valued based on quoted market prices, when available, or on yields available on comparable securities of issuers with similar credit ratings.Common Stocks: Common stocks in the OPEB Plan consist of equity securities that are actively managed and tracked to the S&PÂ 500 Index and MSCI All Country World ex-US. These securities are valued at their quoted closing prices.Mutual Funds: Mutual funds represent shares in registered investment companies that are priced based on the daily quoted net asset values that are publicly available and are the basis for transactions to buy or sell shares in the funds.Pooled Funds: Pooled funds include both common and collective trust funds as well as special funds that contain only employee benefit plan assets from two or more unrelated benefit plans. These funds primarily consist of U.S.Â and foreign equity securities, but also include U.S.Â and foreign fixed-income securities and multi-asset investments. Since these investments are valued at their net asset value as a practical expedient, they are not classified in the fair value hierarchy.Asset Allocations: Presented in the following table are the investment components of the assets of CMSÂ Energyâ€™s DBÂ Pension Plans and OPEB Plan as of DecemberÂ 31,Â 2024:DBÂ Pension PlansOPEB PlanFixed-income securities39.0Â %38.0Â %Equity securities38.0Â 42.0Â Real asset investments10.0Â 9.0Â Return-seeking fixed income7.0Â 6.0Â Liquid alternative investments4.0Â 4.0Â Cash and cash equivalents2.0Â 1.0Â 100.0Â %100.0Â %CMSÂ Energyâ€™s target 2024 asset allocation for the assets of the DBÂ Pension Plans was 40â€‘percent fixed income, 38â€‘percent equity, 11â€‘percent real assets, 7â€‘percent return-seeking fixed income, and 4â€‘percent liquid alternatives. CMSÂ Energy established union and nonâ€‘union VEBA trusts to fund future retiree health and life insurance benefits known as OPEB. These trusts are funded through the ratemaking process for Consumers and through direct contributions from the nonâ€‘utility subsidiaries. CMSÂ Energyâ€™s target 2024Â asset allocation for OPEB trusts was 40â€‘percent fixed income, 38â€‘percent equity, 11â€‘percent real assets, 7â€‘percent return-seeking fixed income, and 4â€‘percent liquid alternatives. The goal of these target allocations was to maximize the long-term return on plan assets, while maintaining a prudent level of risk. The level of acceptable risk is a function of the liabilities of the plans. Equity investments are diversified mostly across the S&PÂ 500 Index, with lesser allocations to the S&PÂ MidCap and SmallCap Indexes and Foreign Equity Funds. Fixed-income investments are diversified across investment grade instruments of government and corporate issuers, as well as high-yield and global bond funds. Return-seeking fixed-income investments are diversified exposure to high-yield bonds, emerging market debt, and bank loans. Real asset investments are diversified across core real estate and real estate investment trusts. Liquid alternatives are investments in private funds comprised of different and independent hedge funds with various investment strategies. CMSÂ Energy uses annual liability measurements, quarterly portfolio reviews, and periodic asset/liability studies to evaluate the need for adjustments to the portfolio allocations.154Table of ContentsContributions: Contributions comprise required amounts and discretionary contributions. Neither CMSÂ Energy nor Consumers made any contributions in 2024 or 2023, or plans to contribute to the DBÂ Pension Plans or OPEB Plan in 2025. Actual future contributions will depend on future investment performance, discount rates, and various factors related to the participants of the DBÂ Pension Plans and OPEB Plan. CMSÂ Energy and Consumers will, at a minimum, contribute to the plans as needed to comply with federal funding requirements.Benefit Payments: Presented in the following table are the expected benefit payments for each of the next fiveÂ years and the fiveâ€‘year period thereafter:In MillionsDBÂ Pension PlansDBÂ SERPOPEB PlanCMSÂ Energy, including Consumers2025$162Â $10Â $59Â 2026161Â 10Â 61Â 2027162Â 10Â 62Â 2028162Â 9Â 63Â 2029162Â 9Â 63Â 2030-2034802Â 42Â 309Â Consumers2025$152Â $7Â $56Â 2026152Â 7Â 58Â 2027152Â 7Â 59Â 2028152Â 7Â 60Â 2029153Â 6Â 60Â 2030-2034757Â 29Â 296Â Collective Bargaining Agreements: At DecemberÂ 31,Â 2024, unions represented 44Â percent of CMSÂ Energyâ€™s employees and 46Â percent of Consumersâ€™ employees. The UWUA represents Consumersâ€™ operating, maintenance, construction, and customer contact center employees. The USW represents Zeeland plant employees. The UWUA and USW agreements expire in 2025.155Table of Contents11:Â Â Â Â Stock-based CompensationCMSÂ Energy and Consumers provide a PISP to officers, employees, and nonâ€‘employee directors based on their contributions to the successful management of the company. The PISP has a tenâ€‘year term, expiring in MayÂ 2030.In 2024, all awards were in the form of restricted stock or restricted stock units. The PISP also allows for unrestricted common stock, stock options, stock appreciation rights, phantom shares, performance units, and incentive options, none of which was granted in 2024, 2023, or 2022.Shares awarded or subject to stock options, phantom shares, or performance units may not exceed 6.5Â million shares from JuneÂ 2020 through MayÂ 2030. CMSÂ Energy and Consumers may issue awards of up to 4,469,391Â shares of common stock under the PISP as of DecemberÂ 31,Â 2024. Shares for which payment or exercise is in cash, as well as shares that expire, terminate, or are canceled or forfeited, may be awarded or granted again under the PISP.All awards under the PISP vest fully upon death. Upon a change of control of CMSÂ Energy or termination under an officer separation agreement, the awards will vest in accordance with specific officer agreements. If stated in the award, for restricted stock recipients who terminate employment due to retirement or disability, a pro-rata portion of the award will vest upon termination, with any market-based award also contingent upon the outcome of the market condition and any performance-based award contingent upon the outcome of the performance condition. The pro-rata portion is equal to the portion of the service period served between the award grant date and the employeeâ€™s termination date. The remaining portion of the awards will be forfeited. All awards for directors vest fully upon retirement. Restricted shares may be forfeited if employment terminates for any other reason or if the minimum service requirements are not met, as described in the award document.Restricted Stock Awards: Restricted stock awards for employees under the PISP are in the form of performance-based, market-based, and time-lapse restricted stock. Award recipients receive shares of CMSÂ Energy common stock that have dividend and voting rights. The dividends on time-lapse restricted stock are paid in cash or in CMSÂ Energy common stock. The dividends on performance-based and market-based restricted stock are paid in restricted shares equal to the value of the dividends. These additional restricted shares are subject to the same vesting conditions as the underlying restricted stock shares.Performance-based restricted stock vesting is contingent on meeting at least a 36â€‘month service requirement and a performance condition. The performance condition is based on an adjusted measure of CMSÂ Energyâ€™s EPS growth relative to a peer group over a threeâ€‘year period. The awards granted in 2024, 2023, and 2022 require a 38â€‘month service period. Market-based restricted stock vesting is generally contingent on meeting a threeâ€‘year service requirement and a market condition. The market condition is based on a comparison of CMSÂ Energyâ€™s total shareholder return with the median total shareholder return of a peer group over the same threeâ€‘year period. Depending on the outcome of the performance condition or the market condition, a recipient may earn a total award ranging from zero to 200Â percent of the initial grant. Time-lapse restricted stock generally vests after a service period of threeÂ years.Restricted Stock Units: In 2024, 2023, and 2022, CMSÂ Energy and Consumers granted restricted stock units to certain nonâ€‘employee directors who elected to defer their restricted stock awards. The restricted stock units generally vest after a service period of oneÂ year or, if earlier, at the next annual meeting. The restricted stock units will be distributed to the recipients as shares in accordance with the directorsâ€™ deferral agreements. Restricted stock units do not have voting rights, but do have dividend rights. In lieu of cash dividend payments, the dividends on restricted stock units are paid in additional units equal to the value of the dividends. These additional restricted stock units are subject to the same vesting and 156Table of Contentsdistribution conditions as the underlying restricted stock units. No restricted stock units were forfeited during 2024.Presented in the following tables is the activity for restricted stock and restricted stock units under the PISP:CMSÂ Energy,Â includingÂ ConsumersConsumersYear Ended DecemberÂ 31,Â 2024Number ofSharesWeighted-averageGrant DateÂ Fair ValuePer ShareNumber ofSharesWeighted-averageGrant DateÂ Fair ValuePer ShareNonvested at beginning of period1,158,102Â $59.50Â 1,094,366Â $59.50Â GrantedRestricted stock606,746Â 44.76Â 562,139Â 44.49Â Restricted stock units26,704Â 52.43Â 25,677Â 52.46Â VestedRestricted stock(467,039)45.88Â (441,913)45.89Â Restricted stock units(19,350)49.62Â (18,572)49.64Â Forfeited â€“ restricted stock(142,376)42.68Â (140,124)43.37Â Nonvested at end of period1,162,787Â $59.34Â 1,081,573Â $59.35Â Year Ended DecemberÂ 31,Â 2024CMSÂ Energy, includingConsumersConsumersGrantedTime-lapse awards130,512Â 117,525Â Market-based awards165,238Â 153,513Â Performance-based awards176,655Â 164,324Â Restricted stock units22,744Â 21,880Â Dividends on market-based awards14,518Â 13,634Â Dividends on performance-based awards15,860Â 14,905Â Dividends on restricted stock units3,960Â 3,797Â Additional performance-based shares based on achievement of condition103,963Â 98,238Â Total granted633,450Â 587,816Â CMSÂ Energy and Consumers charge the fair value of the restricted stock awards to expense over the required service period and charge the fair value of the restricted stock units to expense immediately. For performance-based awards, CMSÂ Energy and Consumers estimate the number of shares expected to vest at the end of the performance period based on the probable achievement of the performance objective. Performance-based and market-based restricted stock awards have graded vesting features for retirement-eligible employees, and CMSÂ Energy and Consumers recognize expense for those awards on a graded vesting schedule over the required service period. Expense for performance-based and market-based restricted stock awards for nonâ€‘retirement-eligible employees and time-lapse awards is recognized on a straight-line basis over the required service period.The fair value of performance-based and time-lapse restricted stock and restricted stock units is based on the price of CMSÂ Energyâ€™s common stock on the grant date. The fair value of market-based restricted stock awards is calculated on the grant date using a Monte Carlo simulation. CMSÂ Energy and Consumers base expected volatilities on the historical volatility of the price of CMSÂ Energy common stock. The risk-157Table of Contentsfree rate for valuation of the market-based restricted stock awards was based on the threeâ€‘year U.S.Â Treasury yield at the award grant date.Presented in the following table are the most significant assumptions used to estimate the fair value of the market-based restricted stock awards:Years Ended DecemberÂ 31202420232022Expected volatility20.2Â %30.3Â %27.3Â %Expected dividend yield3.5Â 2.9Â 2.8Â Risk-free rate4.1Â 3.9Â 1.4Â Presented in the following table is the weighted-average grant-date fair value of all awards under the PISP:In MillionsYears Ended DecemberÂ 31202420232022CMSÂ Energy, including ConsumersWeighted-average grant-date fair value per shareRestricted stock granted$44.76Â $52.62Â $48.69Â Restricted stock units granted52.43Â 50.32Â 56.13Â ConsumersWeighted-average grant-date fair value per shareRestricted stock granted$44.49Â $52.42Â $48.57Â Restricted stock units granted52.46Â 50.34Â 56.07Â Presented in the following table are amounts related to restricted stock awards and restricted stock units:In MillionsYears Ended DecemberÂ 31202420232022CMSÂ Energy, including ConsumersFair value of shares that vested during the year$28Â $20Â $27Â Compensation expense recognized27Â 28Â 26Â Income tax benefit recognized3Â 3Â â€”Â ConsumersFair value of shares that vested during the year$27Â $19Â $25Â Compensation expense recognized25Â 26Â 25Â Income tax benefit recognized3Â 2Â â€”Â At DecemberÂ 31,Â 2024, $28Â million of total unrecognized compensation cost was related to restricted stock for CMSÂ Energy, including Consumers, and $26Â million

of total unrecognized compensation cost was related to restricted stock for Consumers. CMSÂ Energy and Consumers expect to recognize this cost over a weighted-average period of twoÂ years.158Table of Contents12:Â Â Â Â Income TaxesCMSÂ Energy and its subsidiaries file a consolidated U.S.Â federal income tax return as well as a Michigan Corporate Income Tax return for the unitary business group and various other state unitary group combined income tax returns. Income taxes are allocated based on each companyâ€™s separate taxable income in accordance with the CMSÂ Energy tax sharing agreement.Presented in the following table is the difference between actual income tax expense on continuing operations and income tax expense computed by applying the statutory U.S.Â federal income tax rate:In Millions, Except Tax RateYears Ended DecemberÂ 31202420232022CMSÂ Energy, including ConsumersIncome from continuing operations before income taxes$1,123Â $954Â $902Â Income tax expense at statutory rate236Â 200Â 189Â Increase (decrease) in income taxes from:State and local income taxes, net of federal effect160Â 31Â 51Â Renewable energy tax credits(72)(58)(51)TCJA excess deferred taxes(43)(40)(65)Deferred tax adjustment2(16)â€”Â â€”Â Taxes attributable to noncontrolling interests12Â 17Â 5Â Accelerated flow-through of regulatory tax benefits3â€”Â â€”Â (39)Other, net(1)(3)3Â Income tax expense$176Â $147Â $93Â Effective tax rate15.7Â %15.4Â %10.3Â %ConsumersIncome from continuing operations before income taxes$1,209Â $1,028Â $1,085Â Income tax expense at statutory rate254Â 216Â 228Â Increase (decrease) in income taxes from:State and local income taxes, net of federal effect159Â 36Â 59Â Renewable energy tax credits(54)(46)(46)TCJA excess deferred taxes(43)(40)(65)Deferred tax adjustment2(16)â€”Â â€”Â Accelerated flow-through of regulatory tax benefits3â€”Â â€”Â (39)Other, netâ€”Â (5)3Â Income tax expense$200Â $161Â $140Â Effective tax rate16.5Â %15.7Â %12.9Â %1CMSÂ Energy initiated a plan to divest immaterial business activities in a nonâ€‘Michigan jurisdiction and will no longer have a taxable presence within that jurisdiction. As a result of these actions, during 2023, CMSÂ Energy reversed a $13Â million nonâ€‘Michigan reserve, all of which was recognized at Consumers.2DuringÂ 2024, Consumers recognized a $16Â million tax benefit resulting from the expiration of the statute of limitations associated with audit points for the 2018 and 2019 tax years.3In 2020, the MPSC authorized Consumers to accelerate the amortization of income tax benefits associated with the cost to remove gas plant assets. These tax benefits were fully amortized in 2022.159Table of ContentsRenewable Energy Tax Credits: Under the Inflation Reduction Act ofÂ 2022, renewable energy tax credits produced after 2022 are eligible to be transferred to third parties. These sales are accounted for under ASCÂ 740 with the discount from the sale of the tax credits included as a component of income tax expense. Renewable energy tax credits that have been generated and sold are presented as accounts receivable on CMSÂ Energyâ€™s and Consumersâ€™ consolidated balance sheets until proceeds from the sale are received. Proceeds from the sale of tax credits are presented as operating activities on their consolidated statements of cash flows, consistent with the presentation of cash taxes paid. DuringÂ 2024, CMSÂ Energy sold renewable energy tax credits generated in 2023 and received proceeds of $37Â million, all of which was recognized at Consumers. CMSÂ Energy also sold renewable energy tax credits generated in 2024, receiving proceeds of $59Â million in 2024, of which $39 million was recognized at Consumers. CMSÂ Energy will receive an additional $13Â million in 2025, all of which will be recognized at Consumers. Presented in the following table are the significant components of income tax expense on continuing operations:In MillionsYears Ended DecemberÂ 31202420232022CMSÂ Energy, including ConsumersCurrent income taxesFederal$34Â $5Â $6Â State and localâ€”Â 1Â â€”Â $34Â $6Â $6Â Deferred income taxesFederal70Â 107Â 4Â State and local76Â 38Â 65Â $146Â $145Â $69Â Deferred income tax credit(4)(4)18Â Tax expense$176Â $147Â $93Â ConsumersCurrent income taxesFederal$78Â $3Â $(2)State and local7Â 2Â 8Â $85Â $5Â $6Â Deferred income taxesFederal51Â 117Â 50Â State and local68Â 43Â 66Â $119Â $160Â $116Â Deferred income tax credit(4)(4)18Â Tax expense$200Â $161Â $140Â 160Table of ContentsPresented in the following table are the principal components of deferred income tax assets (liabilities) recognized:In MillionsDecemberÂ 3120242023CMSÂ Energy, including ConsumersDeferred income tax assetsTax loss and credit carryforwards$258Â $428Â Net regulatory tax liability307Â 305Â Reserves and accruals27Â 28Â Total deferred income tax assets$592Â $761Â Valuation allowance(1)(2)Total deferred income tax assets, net of valuation allowance$591Â $759Â Deferred income tax liabilitiesPlant, property, and equipment$(2,682)$(2,520)Employee benefits(507)(473)Gas inventory(38)(66)Securitized costs(167)(194)Other(122)(121)Total deferred income tax liabilities$(3,516)$(3,374)Total net deferred income tax liabilities$(2,925)$(2,615)ConsumersDeferred income tax assetsNet regulatory tax liability$307Â $305Â Tax loss and credit carryforwards37Â 175Â Reserves and accruals24Â 27Â Total deferred income tax assets$368Â $507Â Deferred income tax liabilitiesPlant, property, and equipment$(2,658)$(2,498)Employee benefits(489)(459)Gas inventory(38)(66)Securitized costs(167)(194)Other(69)(79)Total deferred income tax liabilities$(3,421)$(3,296)Total net deferred income tax liabilities$(3,053)$(2,789)Deferred tax assets and liabilities are recognized for the estimated future tax effect of temporary differences between the tax basis of assets or liabilities and the reported amounts on CMSÂ Energyâ€™s and Consumersâ€™ consolidated financial statements. 161Table of ContentsPresented in the following table are the tax loss and credit carryforwards at DecemberÂ 31,Â 2024: In MillionsTax AttributeExpirationCMSÂ Energy, including ConsumersMichigan net operating loss carryforwards$38Â 2030 â€“ 2033Arkansas net operating loss carryforwards2Â 2033 - 2034Local net operating loss carryforwards2Â 2025 â€“ 2040General business credits1216Â 2038 â€“ 2044Total tax attributes$258Â ConsumersMichigan net operating loss carryforwards$29Â 2030 â€“ 2033General business credits18Â 2038 â€“ 2044Total tax attributes$37Â 1General business credits comprise research and development tax credits and renewable energy tax credits that are not expected to be transferred to thirdÂ parties.CMSÂ Energy has provided a valuation allowance of $1Â million for the local tax loss carryforward. CMSÂ Energy and Consumers expect to utilize fully their tax loss and credit carryforwards for which no valuation allowance has been provided. It is reasonably possible that further adjustments will be made to the valuation allowances within oneÂ year.Presented in the following table is a reconciliation of the beginning and ending amount of uncertain tax benefits:In MillionsYears Ended DecemberÂ 31202420232022CMSÂ Energy, including ConsumersBalance at beginning of period$26Â $28Â $27Â Additions for current-year tax positions1Â 1Â 1Â Additions for prior-year tax positions2Â â€”Â 1Â Reductions for prior-year tax positionsâ€”Â â€”Â (1)Reductions for lapse of statute of limitations(5)(3)â€”Â Balance at end of period$24Â $26Â $28Â ConsumersBalance at beginning of period$36Â $36Â $34Â Additions for current-year tax positions6Â 1Â 3Â Additions for prior-year tax positions1Â 2Â 1Â Reductions for prior-year tax positionsâ€”Â â€”Â (2)Reductions for lapse of statute of limitations(11)(3)â€”Â Balance at end of period$32Â $36Â $36Â If recognized, all of these uncertain tax benefits would affect CMSÂ Energyâ€™s and Consumersâ€™ annual effective tax rates in future years. One uncertain tax benefit relates to the methodology of state apportionment for Consumersâ€™ electricity sales to MISO. The Michigan Tax Tribunal heard oral arguments on this methodology during 2022. A final conclusion is not anticipated in the next 12Â months.162Table of ContentsCMSÂ Energy and Consumers recognize accrued interest and penalties, where applicable, as part of income tax expense. CMSÂ Energy, including Consumers, recognized immaterial interest and penalties for each of the years ended DecemberÂ 31,Â 2024, 2023, and 2022.The amount of income taxes paid is subject to ongoing audits by federal, state, local, and foreign tax authorities, which can result in proposed assessments. CMSÂ Energyâ€™s federal income tax returns for 2021 and subsequent years remain subject to examination by the IRS. CMSÂ Energyâ€™s Michigan Corporate Income Tax returns for 2013â€‘2016 and 2020 and subsequent years remain subject to examination by the State of Michigan. CMSÂ Energyâ€™s and Consumersâ€™ estimate of the potential outcome for any uncertain tax issue is highly judgmental. CMSÂ Energy and Consumers believe that their accrued tax liabilities at DecemberÂ 31,Â 2024 were adequate for all years.13:Â Â Â Â Earnings Per Shareâ€”CMSÂ EnergyPresented in the following table are CMSÂ Energyâ€™s basic and diluted EPS computations based on income from continuing operations:InÂ Millions,Â ExceptÂ PerÂ ShareÂ AmountsYears Ended DecemberÂ 31202420232022Income available to common stockholdersIncome from continuing operations$947Â $807Â $809Â Less loss attributable to noncontrolling interests(56)(79)(24)Less preferred stock dividends10Â 10Â 10Â Income from continuing operations available to common stockholders â€“ basic and diluted$993Â $876Â $823Â Average common shares outstandingWeighted-average shares â€“ basic297.6Â 291.2Â 289.5Â Add dilutive nonvested stock awards0.7Â 0.5Â 0.3Â Add dilutive forward equity sale contractsâ€”Â â€”Â 0.2Â Weighted-average shares â€“ diluted298.3Â 291.7Â 290.0Â Income from continuing operations per average common share available to common stockholdersBasic$3.34Â $3.01Â $2.84Â Diluted3.33Â 3.01Â 2.84Â Nonvested Stock AwardsCMSÂ Energyâ€™s nonvested stock awards are composed of participating and nonâ€‘participating securities. The participating securities accrue cash dividends when common stockholders receive dividends. Since the recipient is not required to return the dividends to CMSÂ Energy if the recipient forfeits the award, the nonvested stock awards are considered participating securities. As such, the participating nonvested stock awards were included in the computation of basic EPS. The nonâ€‘participating securities accrue stock dividends that vest concurrently with the stock award. If the recipient forfeits the award, the stock dividends accrued on the nonâ€‘participating securities are also forfeited. Accordingly, the nonâ€‘participating awards and stock dividends were included in the computation of diluted EPS, but not in the computation of basic EPS.163Table of ContentsForward Equity Sale ContractsCMSÂ Energy has entered into forward equity sale contracts. These forward equity sale contracts are non-participating securities. While the forward sale price in the forward equity sale contract is decreased on certain dates by certain predetermined amounts to reflect expected dividend payments, these price adjustments were set upon inception of the agreement and the forward contract does not give the owner the right to participate in undistributed earnings. Accordingly, the forward equity sale contracts were included in the computation of diluted EPS, but not in the computation of basic EPS.The potentially dilutive impact from these forward equity sale contracts is reflected in diluted EPS using the treasury stock method. There will be a dilutive effect on EPS when the average market price of common stock shares is above the applicable adjusted forward sale price. Additionally, any physical settlement or net share settlement of the agreements would dilute EPS. The forward equity sale contracts were anti-dilutive for the year ended DecemberÂ 31,Â 2024. For further details on the forward equity sale contracts, see NoteÂ 4, Financings and Capitalization.Convertible SecuritiesIn MayÂ 2023, CMSÂ Energy issued convertible senior notes. Potentially dilutive common shares issuable upon conversion of the convertible senior notes are determined using the if-converted method for calculating diluted EPS. Upon conversion, the convertible senior notes are required to be paid in cash with only amounts exceeding the principal permitted to be settled in shares. The convertible senior notes were anti-dilutive for the year ended DecemberÂ 31,Â 2024. 164Table of Contents14:Â Â Â Â RevenuePresented in the following tables are the components of operating revenue:In MillionsYear Ended DecemberÂ 31,Â 2024Electric UtilityGas UtilityNorthStar Clean Energy1ConsolidatedCMSÂ Energy, including ConsumersConsumers utility revenue$4,995Â $2,114Â $â€”Â $7,109Â Otherâ€”Â â€”Â 211Â 211Â Revenue recognized from contracts with customers$4,995Â $2,114Â $211Â $7,320Â Leasing incomeâ€”Â â€”Â 105Â 105Â Financing income10Â 5Â â€”Â 15Â Consumers alternative-revenue programs56Â 19Â â€”Â 75Â Total operating revenue â€“ CMSÂ Energy$5,061Â $2,138Â $316Â $7,515Â ConsumersConsumers utility revenueResidential$2,318Â $1,429Â $3,747Â Commercial1,674Â 440Â 2,114Â Industrial670Â 50Â 720Â Other333Â 195Â 528Â Revenue recognized from contracts with customers$4,995Â $2,114Â $7,109Â Financing income10Â 5Â 15Â Alternative-revenue programs56Â 19Â 75Â Other non-segment revenueâ€”Â â€”Â 1Â Total operating revenue â€“ Consumers$5,061Â $2,138Â $7,200Â 1Amounts represent NorthStar Clean Energyâ€™s operating revenue from independent power production and its sales of energy commodities. 165Table of ContentsIn MillionsYear Ended DecemberÂ 31,Â 2023Electric UtilityGas UtilityNorthStar Clean Energy1ConsolidatedCMSÂ Energy, including ConsumersConsumers utility revenue$4,686Â $2,394Â $â€”Â $7,080Â Otherâ€”Â â€”Â 181Â 181Â Revenue recognized from contracts with customers$4,686Â $2,394Â $181Â $7,261Â Leasing incomeâ€”Â â€”Â 116Â 116Â Financing income10Â 6Â â€”Â 16Â Consumers alternative-revenue programs49Â 20Â â€”Â 69Â Total operating revenue â€“ CMSÂ Energy$4,745Â $2,420Â $297Â $7,462Â ConsumersConsumers utility revenueResidential$2,236Â $1,619Â $3,855Â Commercial1,550Â 489Â 2,039Â Industrial660Â 60Â 720Â Other240Â 226Â 466Â Revenue recognized from contracts with customers$4,686Â $2,394Â $7,080Â Financing income10Â 6Â 16Â Alternative-revenue programs49Â 20Â 69Â Other non-segment revenueâ€”Â â€”Â 1Â Total operating revenue â€“ Consumers$4,745Â $2,420Â $7,166Â 1Amounts represent NorthStar Clean Energyâ€™s operating revenue from independent power production and its sales of energy commodities. 166Table of ContentsIn MillionsYear Ended DecemberÂ 31,Â 2022Electric UtilityGas UtilityNorthStar Clean Energy1ConsolidatedCMSÂ Energy, including ConsumersConsumers utility revenue$5,395Â $2,720Â $â€”Â $8,115Â Otherâ€”Â â€”Â 205Â 205Â Revenue recognized from contracts with customers$5,395Â $2,720Â $205Â $8,320Â Leasing incomeâ€”Â â€”Â 240Â 240Â Financing income10Â 6Â â€”Â 16Â Consumers alternative-revenue programs43Â 14Â â€”Â 57Â Consumers revenues to be refunded(29)(8)â€”Â (37)Total operating revenue â€“ CMSÂ Energy$5,419Â $2,732Â $445Â $8,596Â ConsumersConsumers utility revenueResidential$2,523Â $1,879Â $4,402Â Commercial1,733Â 559Â 2,292Â Industrial792Â 75Â 867Â Other347Â 207Â 554Â Revenue recognized from contracts with customers$5,395Â $2,720Â $8,115Â Financing income10Â 6Â 16Â Alternative-revenue programs43Â 14Â 57Â Revenues to be refunded(29)(8)(37)Total operating revenue â€“ Consumers$5,419Â $2,732Â $8,151Â 1Amounts represent NorthStar Clean Energyâ€™s operating revenue from independent power production and its sales of energy commodities.Electric and Gas UtilitiesConsumers Utility Revenue: Consumers recognizes revenue primarily from the sale of electric and gas utility services at tariff-based rates regulated by the MPSC. Consumersâ€™ customer base consists of a mix of residential, commercial, and diversified industrial customers. Consumersâ€™ tariff-based sales performance obligations are described below.â€¢Consumers has performance obligations for the service of standing ready to deliver electricity or natural gas to customers, and it satisfies these performance obligations over time. Consumers recognizes revenue at a fixed rate as it provides these services. These arrangements generally do not have fixed terms and remain in effect as long as the customer consumes the utility service. The rates are set by the MPSC through the rate-making process and represent the stand-alone selling price of Consumersâ€™ service to stand ready to deliver.â€¢Consumers has performance obligations for the service of delivering the commodity of electricity or natural gas to customers, and it satisfies these performance obligations upon delivery. Consumers recognizes revenue at a price per unit of electricity or natural gas delivered, based on the tariffs established by the MPSC. These arrangements generally do not have fixed terms and remain in effect as long as the customer consumes the utility service. The rates are set by the MPSC through the rate-making process and represent the stand-alone selling price of a bundled 167Table of Contentsproduct comprising the commodity, electricity or natural gas, and the service of delivering such commodity.In some instances, Consumers has specific fixed-term contracts with large commercial and industrial customers to provide electricity or gas at certain tariff rates or to provide gas transportation services at contracted rates. The amount of electricity and gas to be delivered under these contracts and the associated future revenue to be received are generally dependent on the customersâ€™ needs. Accordingly, Consumers recognizes revenues at the tariff or contracted rate as electricity or gas is delivered to the customer. Consumers also has other miscellaneous contracts with customers related to pole and other property rentals and utility contract work. Generally, these contracts are short term or evergreen in nature.Accounts Receivable and Unbilled Revenues: Accounts receivable comprise trade receivables and unbilled receivables. CMSÂ Energy and Consumers record their accounts receivable at cost less an allowance for uncollectible accounts. The allowance is increased for uncollectible accounts expense and decreased for account write-offs net of recoveries. CMSÂ Energy and Consumers establish the allowance based on historical losses, managementâ€™s assessment of existing economic conditions, customer payment trends, and reasonable and supported forecast information. CMSÂ Energy and Consumers assess late payment fees on trade receivables based on contractual past-due terms established with customers. Accounts are written off when deemed uncollectible, which is generally when they become sixÂ months past due.CMSÂ Energy and Consumers recorded uncollectible accounts expense of $33Â million for the year ended DecemberÂ 31,Â 2024, $34Â million for the year ended DecemberÂ 31,Â 2023, and $50Â million for the year ended DecemberÂ 31,Â 2022. Uncollectible accounts expense for the year ended DecemberÂ 31,Â 2022 included a commitment to contribute $10 million to directly assist vulnerable customers with utility bills.Consumersâ€™ customers are billed monthly in cycles having billing dates that do not generally coincide with the end of a calendar month. This results in customers having received electricity or natural gas that they have not been billed for as of the month-end. Consumers estimates its unbilled revenues by applying an average billed rate to total unbilled deliveries for each customer class. Unbilled revenues, which are recorded as accounts receivable and accrued revenue on CMSÂ Energyâ€™s and Consumersâ€™ consolidated balance sheets, were $584Â million at DecemberÂ 31,Â 2024 and $494Â million at DecemberÂ 31,Â 2023.Alternativeâ€‘revenue Programs: Consumers accounts for its energy waste reduction incentive mechanism, financial compensation mechanism, and demand response incentive mechanism as alternative-revenue programs. Consumers recognizes revenue related to the energy waste reduction incentive as soon as energy savings exceed the annual targets established by the MPSC. Revenue related to the financial compensation mechanism is recognized as payments are made on MPSC-approved PPAs. Under a demand response incentive mechanism, Consumers earns a financial incentive when it meets demand response targets set by the MPSC. Consumers recognizes revenue related to this program once demand response incentive objectives are complete, the incentive amount is calculable, and the incentive revenue will be collected within a 24â€‘month period. For additional information on these mechanisms, see NoteÂ 2, Regulatory Matters.Consumers does not reclassify revenue from its alternative-revenue program to revenue from contracts with customers at

the time the amounts are collected from customers.Revenues to Be Refunded: In 2022, the MPSC issued an order authorizing Consumers to refund $22Â million voluntarily to utility customers. Additionally, in the settlement of its 2022Â electric rate case, 168Table of ContentsConsumers agreed to refund voluntarily $15Â million of 2022Â revenues to utility customers through a oneâ€‘time bill credit.15:Â Â Â Â Other Income and Other ExpensePresented in the following table are the components of other income and other expense at CMSÂ Energy and Consumers:In MillionsYearsÂ EndedÂ DecemberÂ 31202420232022CMSÂ Energy, including ConsumersOther incomeGain on extinguishment of debt1$110Â $131Â $â€”Â Interest income50Â 37Â 5Â Allowance for equity funds used during construction29Â 7Â 6Â Income from equity method investees7Â 7Â 3Â All other11Â 13Â 5Â Total other income â€“ CMSÂ Energy$207Â $195Â $19Â ConsumersOther incomeInterest income$42Â $25Â $2Â Interest income â€“ related parties5Â 5Â 5Â Allowance for equity funds used during construction29Â 7Â 6Â All other9Â 12Â 4Â Total other income â€“ Consumers$85Â $49Â $17Â CMSÂ Energy, including ConsumersOther expenseDonations(18)(1)$(9)Civic and political expenditures(5)(5)(6)All other(9)(7)(12)Total other expense â€“ CMSÂ Energy(32)(13)$(27)ConsumersOther expenseDonations(18)(1)$(9)Civic and political expenditures(5)(5)(6)All other(7)(6)(10)Total other expense â€“ Consumers(30)(12)$(25)1For information regarding the gain on extinguishment of debt, see NoteÂ 4, Financings and Capitalizationâ€”CMSÂ Energyâ€™s Purchase of Consumersâ€™ First Mortgage Bonds.169Table of Contents16:Â Â Â Â Reportable SegmentsReportable segments consist of business units defined by the products and services they offer. CMSÂ Energyâ€™s and Consumersâ€™ chief operating decision-maker is the CEO. The chief operating decision-maker evaluates segment performance and profitability using net income available to CMSÂ Energyâ€™s common stockholders. This metric provides a clear, consistent basis for analyzing the financial results of each segment and supports decision-making regarding the allocation of resources.Resource allocation to CMSÂ Energyâ€™s and Consumersâ€™ segments begins with the annual budgeting process, which establishes initial funding and resource levels for each segment. The budget incorporates key financial and operational inputs, including anticipated revenues, expenses, and capital requirements, aligning with CMSÂ Energyâ€™s and Consumersâ€™ strategic objectives and regulatory obligations. The chief operating decision-maker reviews budget-to-actual variances on a monthly basis and makes interim decisions to reallocate resources among segments as needed, ensuring a timely and effective response to changing conditions. For the electric utility and gas utility segments, the chief operating decision-maker uses this assessment to determine whether the segments are achieving their regulatory authorized return on equity. Accounting policies for CMSÂ Energyâ€™s and Consumersâ€™ segments are as described in NoteÂ 1, Significant Accounting Policies. The consolidated financial statements reflect the assets, liabilities, revenues, and expenses of the individual segments when appropriate. Accounts are allocated among the segments when common accounts are attributable to more than one segment. The allocations are based on certain measures of business activities, such as revenue, labor dollars, customers, other operating and maintenance expense, construction expense, leased property, taxes, or functional surveys. For example, customer receivables are allocated based on revenue, and pension provisions are allocated based on labor dollars.Inter-segment sales and transfers are accounted for at current market prices and are eliminated in consolidated net income available to common stockholders by segment. Inter-segment sales and transfers were immaterial for all periods presented.CMSÂ EnergyThe segments reported for CMSÂ Energy are:â€¢electric utility, consisting of regulated activities associated with the generation, purchase, distribution, and sale of electricity in Michiganâ€¢gas utility, consisting of regulated activities associated with the purchase, transmission, storage, distribution, and sale of natural gas in Michiganâ€¢NorthStar Clean Energy, consisting of various subsidiaries engaging in domestic independent power production, including the development and operation of renewable generation, and the marketing of independent power productionCMSÂ Energy presents corporate interest and other expenses, discontinued operations, and Consumersâ€™ other consolidated entities within other reconciling items.170Table of ContentsConsumersThe segments reported for Consumers are:â€¢electric utility, consisting of regulated activities associated with the generation, purchase, distribution, and sale of electricity in Michiganâ€¢gas utility, consisting of regulated activities associated with the purchase, transmission, storage, distribution, and sale of natural gas in MichiganConsumersâ€™ other consolidated entities are presented within other reconciling items.Presented in the following tables is financial information by segment: In MillionsYear Ended DecemberÂ 31,Â 2024Electric UtilityGas UtilityNorthStar Clean EnergySegments TotalOther Reconciling ItemsConsolidatedCMSÂ Energy, including ConsumersOperating revenue$5,061Â $2,138Â $316Â $7,515Â $â€”Â $7,515Â Operating expensesPower supply cost11,867Â â€”Â 161Â 2,028Â â€”Â 2,028Â Cost of gas soldâ€”Â 637Â 3Â 640Â â€”Â 640Â Maintenance and other operating expenses1,066Â 454Â 101Â 1,621Â 17Â 1,638Â Depreciation and amortization865Â 325Â 49Â 1,239Â 1Â 1,240Â General taxes281Â 188Â 12Â 481Â 1Â 482Â Total operating expenses4,079Â 1,604Â 326Â 6,009Â 19Â 6,028Â Operating Income (Loss)982Â 534Â (10)1,506Â (19)1,487Â Other income2126Â 86Â 14Â 226Â 118Â 344Â Interest charges324Â 192Â 4Â 520Â 188Â 708Â Income (Loss) Before Income Taxes784Â 428Â â€”Â 1,212Â (89)1,123Â Income tax expense (benefit)102Â 99Â (5)196Â (20)176Â Income (Loss) From Continuing Operations682Â 329Â 5Â 1,016Â (69)947Â Other segment items3(1)(1)58Â 56Â (10)46Â Net Income (Loss) Available to Common Stockholders$681Â $328Â $63Â $1,072Â (79)993Â Property, plant, and equipment, gross$20,137Â 4$13,268Â 4$1,506Â $34,911Â $21Â $34,932Â Investments in equity method investeesâ€”Â â€”Â 64Â 64Â â€”Â 64Â Total assets20,710Â 413,247Â 41,893Â 35,850Â 70Â 35,920Â Capital expenditures51,871Â 61,141Â 6288Â 3,300Â 1Â 3,301Â 1Power supply costs comprise of fuel for electric generation, purchased and interchange power, and purchased power â€“ related parties.2Includes income from equity method investees of $7Â million attributable to NorthStar Clean Energy. See NoteÂ 15, Other Income and Other ExpenseTable of Contents3Other segment items comprise of loss attributable to noncontrolling interests and preferred stock dividends.4Amounts include a portion of Consumersâ€™ other common assets attributable to both the electric and gas utility businesses.5Amounts include assets placed under finance lease.6Amounts include a portion of Consumersâ€™ capital expenditures for plant and equipment attributable to both the electric and gas utility businesses.In MillionsYear Ended DecemberÂ 31,Â 2024Electric UtilityGas UtilitySegments TotalOther Reconciling ItemsConsolidatedConsumersOperating revenue$5,061Â $2,138Â $7,199Â $1Â $7,200Â Operating expensesPower supply cost11,867Â â€”Â 1,867Â â€”Â 1,867Â Cost of gas soldâ€”Â 637Â 637Â â€”Â 637Â Maintenance and other operating expenses1,066Â 454Â 1,520Â â€”Â 1,520Â Depreciation and amortization865Â 325Â 1,190Â 1Â 1,191Â General taxes281Â 188Â 469Â 1Â 470Â Total operating expenses4,079Â 1,604Â 5,683Â 2Â 5,685Â Operating Income (Loss)982Â 534Â 1,516Â (1)1,515Â Other income126Â 86Â 212Â â€”Â 212Â Interest charges324Â 192Â 516Â 2Â 518Â Income (Loss) Before Income Taxes784Â 428Â 1,212Â (3)1,209Â Income tax expense (benefit)102Â 99Â 201Â (1)200Â Net Income (Loss)682Â 329Â 1,011Â (2)1,009Â Other segment items2(1)(1)(2)â€”Â (2)Net Income (Loss) Available to Common Stockholder$681Â $328Â $1,009Â (2)1,007Â Property, plant, and equipment, gross$20,137Â 3$13,268Â 3$33,405Â $29Â $33,434Â Total assets20,767Â 313,289Â 334,056Â 32Â 34,088Â Capital expenditures41,871Â 51,141Â 53,012Â â€”Â 3,012Â 1Power supply costs comprise of fuel for electric generation, purchased and interchange power, and purchased power â€“ related parties.2Other segment items comprise of preferred stock dividends.3Amounts include a portion of Consumersâ€™ other common assets attributable to both the electric and gas utility businesses.4Amounts include assets placed under finance lease.5Amounts include a portion of Consumersâ€™ capital expenditures for plant and equipment attributable to both the electric and gas utility businesses.172Table of ContentsIn MillionsYear Ended DecemberÂ 31,Â 2023Electric UtilityGas UtilityNorthStar Clean EnergySegments TotalOther Reconciling ItemsConsolidatedCMSÂ Energy, including ConsumersOperating revenue$4,745Â $2,420Â $297Â $7,462Â $â€”Â $7,462Â Operating expensesPower supply cost11,841Â â€”Â 170Â 2,011Â â€”Â 2,011Â Cost of gas soldâ€”Â 897Â 5Â 902Â â€”Â 902Â Maintenance and other operating expenses1,075Â 511Â 88Â 1,674Â 13Â 1,687Â Depreciation and amortization797Â 338Â 43Â 1,178Â 2Â 1,180Â General taxes260Â 176Â 10Â 446Â 1Â 447Â Total operating expenses3,973Â 1,922Â 316Â 6,211Â 16Â 6,227Â Operating Income (Loss)772Â 498Â (19)1,251Â (16)1,235Â Other income2131Â 77Â 12Â 220Â 142Â 362Â Interest charges285Â 161Â 2Â 448Â 195Â 643Â Income (Loss) Before Income Taxes618Â 414Â (9)1,023Â (69)954Â Income tax expense (benefit)67Â 98Â 4Â 169Â (22)147Â Income (Loss) From Continuing Operations551Â 316Â (13)854Â (47)807Â Other segment items3(1)(1)80Â 78Â (8)70Â Net Income (Loss) Available to Common Stockholders$550Â $315Â $67Â $932Â (55)877Â Property, plant, and equipment, gross$19,302Â 4$12,383Â 4$1,420Â $33,105Â $30Â $33,135Â Investments in equity method investeesâ€”Â â€”Â 74Â 74Â â€”Â 74Â Total assets19,358Â 412,353Â 41,604Â 33,315Â 202Â 33,517Â Capital expenditures52,081Â 61,041Â 6156Â $3,278Â 2Â 3,280Â 1Power supply costs comprise of fuel for electric generation, purchased and interchange power, and purchased power â€“ related parties.2Includes income from equity method investees of $7Â million attributable to NorthStar Clean Energy. See NoteÂ 15, Other Income and Other Expense.3Other segment items comprise of income from discontinued operations, net of tax, loss attributable to noncontrolling interests, and preferred stock dividends.4Amounts include a portion of Consumersâ€™ other common assets attributable to both the electric and gas utility businesses.5Amounts include assets placed under finance lease.6Amounts include a portion of Consumersâ€™ capital expenditures for plant and equipment attributable to both the electric and gas utility businesses.173Table of ContentsIn MillionsYear Ended DecemberÂ 31,Â 2023Electric UtilityGas UtilitySegments TotalOther Reconciling ItemsConsolidatedConsumersOperating revenue$4,745Â $2,420Â $7,165Â $1Â $7,166Â Operating expensesPower supply cost11,841Â â€”Â 1,841Â â€”Â 1,841Â Cost of gas soldâ€”Â 897Â 897Â â€”Â 897Â Maintenance and other operating expenses1,075Â 511Â 1,586Â â€”Â 1,586Â Depreciation and amortization797Â 338Â 1,135Â 2Â 1,137Â General taxes260Â 176Â 436Â 1Â 437Â Total operating expenses3,973Â 1,922Â 5,895Â 3Â 5,898Â Operating Income (Loss)772Â 498Â 1,270Â (2)1,268Â Other income131Â 77Â 208Â â€”Â 208Â Interest charges285Â 161Â 446Â 2Â 448Â Income (Loss) Before Income Taxes618Â 414Â 1,032Â (4)1,028Â Income tax expense (benefit)67Â 98Â 165Â (4)161Â Net Income551Â 316Â 867Â â€”Â 867Â Other segment items2(1)(1)(2)â€”Â (2)Net Income Available to Common Stockholder$550Â $315Â $865Â $â€”Â $865Â Property, plant, and equipment, gross$19,302Â 3$12,383Â 3$31,685Â $38Â $31,723Â Total assets19,417Â 312,397Â 331,814Â 38Â 31,852Â Capital expenditures42,081Â 51,041Â 53,122Â 23Â 3,145Â 1Power supply costs comprise of fuel for electric generation, purchased and interchange power, and purchased power â€“ related parties.2Other segment items comprise of preferred stock dividends.3Amounts include a portion of Consumersâ€™ other common assets attributable to both the electric and gas utility businesses.4Amounts include assets placed under finance lease.5Amounts include a portion of Consumersâ€™ capital expenditures for plant and equipment attributable to both the electric and gas utility businesses.174Table of ContentsIn MillionsYear Ended DecemberÂ 31,Â 2022Electric UtilityGas UtilityNorthStar Clean EnergySegments TotalOther Reconciling ItemsConsolidatedCMSÂ Energy, including ConsumersOperating revenue$5,419Â $2,732Â $445Â $8,596Â $â€”Â $8,596Â Operating expensesPower supply cost12,605Â â€”Â 304Â 2,909Â â€”Â 2,909Â Cost of gas soldâ€”Â 1,243Â 13Â 1,256Â â€”Â 1,256Â Maintenance and other operating expenses1,028Â 554Â 76Â 1,658Â 11Â 1,669Â Depreciation and amortization757Â 330Â 38Â 1,125Â 1Â 1,126Â General taxes240Â 159Â 12Â 411Â 1Â 412Â Total operating expenses4,630Â 2,286Â 443Â 7,359Â 13Â 7,372Â Operating Income (Loss)789Â 446Â 2Â 1,237Â (13)1,224Â Other income (expense)2106Â 81Â 12Â 199Â (2)197Â Interest charges218Â 116Â 3Â 337Â 182Â 519Â Income (Loss) Before Income Taxes677Â 411Â 11Â 1,099Â (197)902Â Income tax expense (benefit)109Â 32Â 3Â 144Â (51)93Â Income (Loss) From Continuing Operations568Â 379Â 8Â 955Â (146)809Â Other segment items3(1)(1)26Â 24Â (6)18Â Net Income (Loss) Available to Common Stockholders$567Â $378Â $34Â $979Â (152)827Â 1Power supply costs comprise of fuel for electric generation, purchased and interchange power, and purchased power â€“ related parties.2Includes income from equity method investees of $3Â million attributable to NorthStar Clean Energy. See NoteÂ 15, Other Income and Other Expense.3Other segment items comprise of income from discontinued operations, net of tax, loss attributable to noncontrolling interests, and preferred stock dividends.175Table of ContentsIn MillionsYear Ended DecemberÂ 31,Â 2022Electric UtilityGas UtilitySegments TotalOther Reconciling ItemsConsolidatedConsumersOperating revenue$5,419Â $2,732Â $8,151Â $â€”Â $8,151Â Operating expensesPower supply cost12,605Â â€”Â 2,605Â â€”Â 2,605Â Cost of gas soldâ€”Â 1,243Â 1,243Â â€”Â 1,243Â Maintenance and other operating expenses1,028Â 554Â 1,582Â â€”Â 1,582Â Depreciation and amortization757Â 330Â 1,087Â 1Â 1,088Â General taxes240Â 159Â 399Â 1Â 400Â Total operating expenses4,630Â 2,286Â 6,916Â 2Â 6,918Â Operating Income (Loss)789Â 446Â 1,235Â (2)1,233Â Other income106Â 81Â 187Â â€”Â 187Â Interest charges218Â 116Â 334Â 1Â 335Â Income (Loss) Before Income Taxes677Â 411Â 1,088Â (3)1,085Â Income tax expense (benefit)109Â 32Â 141Â (1)140Â Net Income (Loss)568Â 379Â 947Â (2)945Â Other segment items2(1)(1)(2)â€”Â (2)Net Income (Loss) Available to Common Stockholder$567Â $378Â $945Â (2)943Â 1Power supply costs comprise of fuel for electric generation, purchased and interchange power, and purchased power â€“ related parties.2Other segment items comprise of preferred stock dividends.176Table of Contents17:Â Â Â Â Related-party Transactionsâ€”ConsumersConsumers enters into a number of transactions with related parties in the normal course of business. These transactions include but are not limited to:â€¢purchases of electricity from affiliates of NorthStar Clean Energyâ€¢payments to and from CMSÂ Energy related to parent company overhead costsâ€¢payments of principal and interest when due to CMSÂ Energy related to borrowings under certain credit agreements and CMSÂ Energyâ€™s repurchase of Consumersâ€™ first mortgage bondsTransactions involving power supply purchases from certain affiliates of NorthStar Clean Energy are based on avoided costs under PURPA, state law, and competitive bidding. The payment of parent company overhead costs is based on the use of accepted industry allocation methodologies. These payments are for costs that occur in the normal course of business.Presented in the following table is Consumersâ€™ expense recorded from related-party transactions for the years ended DecemberÂ 31:InÂ MillionsDescriptionRelatedÂ Party202420232022Purchases of capacity and energyAffiliates of NorthStar Clean Energy$71Â $75Â $76Â Amounts payable to related parties for purchased power and other services were $20Â million at DecemberÂ 31,Â 2024 and $19Â million at DecemberÂ 31,Â 2023. Accounts receivable from related parties were $15Â million at DecemberÂ 31,Â 2024 and $9Â million at DecemberÂ 31,Â 2023.CMSÂ Energy has a demand note payable to the DBÂ SERP rabbi trust. The demand note bears interest at an annual rate of 4.10Â percent and has a maturity date of 2028. The portion of the demand note attributable to Consumers was recorded as a note receivable â€“ related party on Consumersâ€™ consolidated balance sheets at DecemberÂ 31,Â 2024 and 2023. For more information about Consumersâ€™ note receivable â€“ related party, see NoteÂ 6, Financial Instruments.Consumers has a natural gas transportation agreement with a subsidiary of CMSÂ Energy that extends through 2038, related to a pipeline owned by Consumers. For additional details about the agreement, see NoteÂ 8, Leases.CMSÂ Energy has repurchased certain of Consumersâ€™ first mortgage bonds. Interest payable to related parties was $7 million at DecemberÂ 31,Â 2024 and $3 million at DecemberÂ 31,Â 2023. For more information about these repurchases, see NoteÂ 4, Financings and Capitalizationâ€”CMSÂ Energyâ€™s Purchase of Consumersâ€™ First Mortgage Bonds.In DecemberÂ 2024, Consumers renewed a short-term credit agreement with CMSÂ Energy, permitting Consumers to borrow up to $500Â million. For additional details about the agreement, see NoteÂ 4, Financings and Capitalizationâ€”Short-term Borrowings.177Table of Contents18:Â Â Â Â Variable Interest EntitiesConsolidated VIEs: NorthStar Clean Energy consolidates certain entities that it does not wholly own, but for which it manages and controls the entitiesâ€™ operating activities. NorthStar Clean Energy is the primary beneficiary of these entities because it has the power to direct the activities that most significantly impact the economic performance of the companies, as well as the obligation to absorb losses or the right to receive benefits from the companies. Presented in the following table is information about the VIEs NorthStar Clean Energy consolidates: Consolidated VIENorthStar Clean Energyâ€™s ownershipÂ interestDescription of VIEAviator Wind Equity Holdings51â€‘percent ownership interest1Holds a Class B membership interestÂ inÂ AviatorÂ WindAviator WindClass B membership interest2Holding company of a 525â€‘MW wind generation project in Coke County, TexasNewport Solar HoldingsClass B membership interest2Holding company of a 180â€‘MW solar generation project in Jackson County, ArkansasNWO HoldcoClass B membership interest2Holding company of a 100â€‘MW wind generation project in Paulding County, Ohio1The remaining 49â€‘percent interest is presented as noncontrolling interest on CMSÂ Energyâ€™s consolidated balance sheets.2The ClassÂ A membership interest in the entity is held by a tax equity investor and is presented as noncontrolling interest on CMSÂ Energyâ€™s consolidated balance sheets. Under the associated limited liability company agreement, the tax equity investor is guaranteed preferred returns from the entity.Earnings, tax attributes, and cash flows generated by the entities in which NorthStar Clean Energy holds a ClassÂ B membership are allocated among and distributed to the membership classes in accordance with the ratios specified in the associated limited liability company agreements; these ratios change over time and are not representative of the ownership interest percentages of each membership class. Since these entitiesâ€™ income and cash flows are not distributed among their investors based on ownership interest percentages, NorthStar Clean Energy allocates the entitiesâ€™ income (loss) among the investors by applying the hypothetical liquidation at book value method. This method calculates each investorâ€™s earnings based on a hypothetical liquidation of the entities at the net book value of underlying assets as of the balance sheet date. The liquidation tax gain (loss) is allocated to each investorâ€™s capital account, resulting in income (loss) equal to the period change in the investorâ€™s capital account balance. 178Table of ContentsPresented in the following table are the carrying values of the VIEsâ€™ assets and liabilities included on CMSÂ Energyâ€™s consolidated balance sheets:In MillionsDecemberÂ 3120242023CurrentCash and cash equivalents$18Â $28Â Accounts receivable4Â 3Â Prepayments and other current

assets3Â 4Â Non-currentPlant, property, and equipment, net1,024Â 1,064Â Other non-current assets3Â 3Â Total assets1$1,052Â $1,102Â CurrentAccounts payable$8Â $12Â Non-currentNon-current portion of finance leases23Â 23Â Asset retirement obligations33Â 32Â Total liabilities$64Â $67Â 1Assets may be used only to meet VIEsâ€™ obligations and commitments.NorthStar Clean Energy is obligated under certain indemnities that protect the tax equity investors against losses incurred as a result of breaches of representations and warranties under the associated limited liability company agreements. For additional details on these indemnity obligations, see NoteÂ 3, Contingencies and Commitmentsâ€”Guarantees.Consumersâ€™ wholly-owned subsidiaries, Consumers 2014Â Securitization Funding and Consumers 2023Â Securitization Funding, are VIEs designed to collateralize Consumersâ€™ securitization bonds. These entities are considered VIEs primarily because their equity capitalization is insufficient to support their operations. Consumers is the primary beneficiary of and consolidates these VIEs, as it has the power to direct the activities that most significantly impact the economic performance of the companies, as well as the obligation to absorb losses or the right to receive benefits from the companies. The VIEsâ€™ primary assets and liabilities comprise regulatory assets and long-term debt. For more information on these assets and liabilities, see NoteÂ 2, Regulatory Mattersâ€”Securitized Costs and NoteÂ 4, Financings and Capitalizationâ€”Securitization Bonds. Non-consolidated VIEs: NorthStar Clean Energy has variable interests in T.E.S.Â Filer City, Grayling, Genesee, and Craven. While NorthStar Clean Energy owns 50Â percent of each partnership, it is not the primary beneficiary of any of these partnerships because decision making is shared among unrelated parties, and no one party has the ability to direct the activities that most significantly impact the entitiesâ€™ economic performance, such as operations and maintenance, plant dispatch, and fuel strategy. The partners must agree on all major decisions for each of the partnerships.179Table of ContentsPresented in the following table is information about these partnerships:NameNatureÂ ofÂ theÂ EntityNature of NorthStar Clean Energyâ€™s InvolvementT.E.S.Â Filer City Coal-fueled power generatorLong-term PPA between partnership and ConsumersEmployee assignment agreementGrayling Wood waste-fueled power generatorLong-term PPA between partnership and ConsumersReduced dispatch agreement with Consumers1Operating and management contractGenesee Wood waste-fueled power generatorLong-term PPA between partnership and ConsumersReduced dispatch agreement with Consumers1Operating and management contractCraven Wood waste-fueled power generatorOperating and management contract1Reduced dispatch agreements allow the facilities to be dispatched based on the market price of power compared with the cost of production of the plants. This results in fuel cost savings that each partnership shares with Consumersâ€™ customers.The creditors of these partnerships do not have recourse to the general credit of CMSÂ Energy, NorthStar Clean Energy, or Consumers. NorthStar Clean Energyâ€™s maximum risk exposure to these partnerships is generally limited to its investment in the partnerships, which is included in investments on CMSÂ Energyâ€™s consolidated balance sheets in the amount of $64Â million at DecemberÂ 31,Â 2024 and $74Â million at DecemberÂ 31,Â 2023.19:Â Â Â Â Exit Activities and Asset SalesRetention Incentive Program: In accordance with its Clean Energy Plan, Consumers plans to retire the J.H.Â Campbell coal-fueled generating units in 2025. In order to ensure necessary staffing at J.H.Â Campbell through retirement, Consumers has implemented a retention incentive program. The aggregate cost of the J.H.Â Campbell program through 2025 is estimated to be less than $50Â million. The MPSC has approved deferred accounting treatment for these costs; these expenses are deferred as a regulatory asset.As of DecemberÂ 31,Â 2024, the cumulative cost incurred and deferred as a regulatory asset related to the J.H.Â Campbell retention incentive program was $43Â million. Amounts deferred under the program are subsequently collected from customers over three years.Presented in the following table is a reconciliation of the retention benefit liability recorded in other liabilities on Consumersâ€™ consolidated balance sheets:In MillionsYear Ended DecemberÂ 31202420231Retention benefit liability at beginning of period$16Â $21Â Costs deferred as a regulatory asset8Â 16Â Costs paid or settled(10)(21)Retention benefit liability at the end of the period2$14Â $16Â 1Includes amounts associated with a retention incentive program at the D.E.Â Karn coal-fueled generating units; this program concluded following the unitsâ€™ retirement in JuneÂ 2023.180Table of Contents2Includes current portion of other liabilities of $14Â million at DecemberÂ 31,Â 2024 and $7Â million at DecemberÂ 31,Â 2023.Sale of ASP Business: In AprilÂ 2024, Consumers sold its unregulated ASP business to a non-affiliated company. Consumers received proceeds of $124Â million from the transaction, which resulted in a $110Â million gain on the transaction. In its order approving the settlement of Consumersâ€™ 2023 gas rate case, the MPSC authorized sharing the gain, net of transaction costs, with customers. Accordingly, Consumers recorded the gain on the transaction as a regulatory liability on its consolidated balance sheets. For additional information, see NoteÂ 2, Regulatory Matters.In conjunction with the sale, Consumers executed a long-term services agreement, under which it will continue to provide certain services associated with the ASP business for a fee, including billing, collection, and call center services.Other Sale Activity: In DecemberÂ 2024, NorthStar Clean Energy entered into an agreement to sell, for approximately $40Â million, a noncontrolling interest in the holding company of a 100â€‘MW wind project located in Paulding County, Ohio. Additionally, in JanuaryÂ 2025, NorthStar Clean Energy signed an agreement to sell, for approximately $10Â million, a noncontrolling interest in the holding company of a 24â€‘MW solar project located in Delta Township, Michigan and all interest in the holding company of a 3â€‘MW solar project located in Phillips, Wisconsin. These sales are expected to close in the firstÂ half of 2025.181Table of ContentsReport of Independent Registered Public Accounting FirmTo the Board of Directors and Stockholders of CMSÂ Energy CorporationOpinions on the Financial Statements and Internal Control over Financial ReportingWe have audited the accompanying consolidated balance sheets of CMSÂ Energy Corporation and its subsidiaries (the Company) as of DecemberÂ 31,Â 2024 and 2023, and the related consolidated statements of income, of comprehensive income, of changes in equity and of cash flows for each of the threeÂ years in the period ended DecemberÂ 31,Â 2024, including the related notes and financial statement schedules listed in the index appearing under ItemÂ 15 (collectively referred to as the consolidated financial statements). We also have audited the Companyâ€™s internal control over financial reporting as of DecemberÂ 31,Â 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of DecemberÂ 31,Â 2024 and 2023, and the results of its operations and its cash flows for each of the threeÂ years in the period ended DecemberÂ 31,Â 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of DecemberÂ 31,Â 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.Basis for OpinionsThe Companyâ€™s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Managementâ€™s Annual Report on Internal Control Over Financial Reporting appearing under ItemÂ 9A. Our responsibility is to express opinions on the Companyâ€™s consolidated financial statements and on the Companyâ€™s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S.Â federal securities laws and the applicable rulesÂ and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.182Table of ContentsDefinition and Limitations of Internal Control over Financial ReportingA companyâ€™s internal control over financial reporting is a process designed 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. A companyâ€™s internal control over financial reporting includes those policies and procedures that (i)Â pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii)Â provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii)Â provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the companyâ€™s assets that could have a material effect on the financial statements.Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.Critical Audit MattersThe critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i)Â relates to accounts or disclosures that are material to the consolidated financial statements and (ii)Â involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.Accounting for the Effects of New Regulatory MattersAs described in NoteÂ 2 to the consolidated financial statements, the Company is a utility and must apply regulatory accounting when its rates are designed to recover specific costs of providing regulated services. Under regulatory accounting, the Company records regulatory assets or liabilities for certain transactions that would have been treated as expense or revenue by a nonâ€‘regulated business. As of DecemberÂ 31,Â 2024, the Company has recognized a total of $3,798Â million of regulatory assets, $4,178Â million of regulatory liabilities, and $38Â million of accrued rate refunds. As described by management, there are multiple participants to rate case proceedings who often challenge various aspects of those proceedings, including the prudence of the Companyâ€™s policies and practices. These participants often seek cost disallowances and other relief and have appealed significant decisions reached by the regulators. The recovery of regulatory assets and the settlement of regulatory liabilities are contingent upon the outcomes of rate cases and regulatory proceedings. The principal considerations for our determination that performing procedures relating to accounting for the effects of new regulatory matters is a critical audit matter are (i)Â the high degree of auditor judgment and subjectivity applied to evaluate managementâ€™s assessment of the potential outcomes and related accounting impacts associated with pending rate case proceedings; (ii)Â in some cases, the significant audit effort necessary to assess contrary evidence from various parties involved in rate case proceedings; and (iii)Â the significant audit effort necessary to evaluate audit evidence related to the recovery of regulatory assets and the settlement of regulatory liabilities. Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to managementâ€™s assessment of 183Table of Contentsregulatory proceedings, including the probability of recovering incurred costs and the related accounting and disclosure impacts. These procedures also included, among others, (i)Â evaluating the Companyâ€™s correspondence with regulators; (ii) evaluating the reasonableness of managementâ€™s assessment regarding whether recovery of regulatory assets and settlement of regulatory liabilities is probable; (iii) evaluating the sufficiency of the disclosures in the consolidated financial statements; and (iv) testing, on a sample basis, the regulatory assets and liabilities, including those subject to pending rate cases and regulatory proceedings, based on (a) provisions and formulas outlined in rate orders; (b) other regulatory correspondence; and (c) application of relevant regulatory precedents./s/ PricewaterhouseCoopersÂ LLPDetroit, MichiganFebruaryÂ 11, 2025We have served as the Companyâ€™s auditor since 2007.184Table of Contents(This page intentionally left blank)185Table of ContentsReport of Independent Registered Public Accounting FirmTo the Board of Directors and Stockholder of Consumers Energy CompanyOpinions on the Financial Statements and Internal Control over Financial ReportingWe have audited the accompanying consolidated balance sheets of Consumers Energy Company and its subsidiaries (the Company) as of DecemberÂ 31,Â 2024 and 2023, and the related consolidated statements of income, of comprehensive income, of changes in equity and of cash flows for each of the threeÂ years in the period ended DecemberÂ 31,Â 2024, including the related notes and financial statement schedule listed in the index appearing under ItemÂ 15 (collectively referred to as the consolidated financial statements). We also have audited the Companyâ€™s internal control over financial reporting as of DecemberÂ 31,Â 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of DecemberÂ 31,Â 2024 and 2023, and the results of its operations and its cash flows for each of the threeÂ years in the period ended DecemberÂ 31,Â 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of DecemberÂ 31,Â 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.Basis for OpinionsThe Companyâ€™s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Managementâ€™s Annual Report on Internal Control Over Financial Reporting appearing under ItemÂ 9A. Our responsibility is to express opinions on the Companyâ€™s consolidated financial statements and on the Companyâ€™s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S.Â federal securities laws and the applicable rulesÂ and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.186Table of ContentsDefinition and Limitations of Internal Control over Financial ReportingA companyâ€™s internal control over financial reporting is a process designed 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. A companyâ€™s internal control over financial reporting includes those policies and procedures that (i)Â pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii)Â provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii)Â provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the companyâ€™s assets that could have a material effect on the financial statements.Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.Critical Audit MattersThe critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i)Â relates to accounts or disclosures that are material to the consolidated financial statements and (ii)Â involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.Accounting for the Effects of New Regulatory MattersAs described in NoteÂ 2 to the consolidated financial statements, the

Company is a utility and must apply regulatory accounting when its rates are designed to recover specific costs of providing regulated services. Under regulatory accounting, the Company records regulatory assets or liabilities for certain transactions that would have been treated as expense or revenue by a nonâ€‘regulated business. As of DecemberÂ 31,Â 2024, the Company has recognized a total of $3,798Â million of regulatory assets, $4,178Â million of regulatory liabilities, and $38Â million of accrued rate refunds. As described by management, there are multiple participants to rate case proceedings who often challenge various aspects of those proceedings, including the prudence of the Companyâ€™s policies and practices. These participants often seek cost disallowances and other relief and have appealed significant decisions reached by the regulators. The recovery of regulatory assets and the settlement of regulatory liabilities are contingent upon the outcomes of rate cases and regulatory proceedings. The principal considerations for our determination that performing procedures relating to accounting for the effects of new regulatory matters is a critical audit matter are (i)Â the high degree of auditor judgment and subjectivity applied to evaluate managementâ€™s assessment of the potential outcomes and related accounting impacts associated with pending rate case proceedings; (ii)Â in some cases, the significant audit effort necessary to assess contrary evidence from various parties involved in rate case proceedings; and (iii)Â the significant audit effort necessary to evaluate audit evidence related to the recovery of regulatory assets and the settlement of regulatory liabilities. Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to managementâ€™s assessment of 187Table of Contentsregulatory proceedings, including the probability of recovering incurred costs and the related accounting and disclosure impacts. These procedures also included, among others, (i) evaluating the Companyâ€™s correspondence with regulators; (ii) evaluating the reasonableness of managementâ€™s assessment regarding whether recovery of regulatory assets and settlement of regulatory liabilities is probable; (iii) evaluating the sufficiency of the disclosures in the consolidated financial statements; and (iv) testing, on a sample basis, the regulatory assets and liabilities, including those subject to pending rate cases and regulatory proceedings, based on (a) provisions and formulas outlined in rate orders; (b) other regulatory correspondence; and (c) application of relevant regulatory precedents./s/ PricewaterhouseCoopersÂ LLPDetroit, MichiganFebruaryÂ 11, 2025We have served as the Companyâ€™s auditor since 2007.188Table of ContentsItemÂ 9.Â Â Â Â Changes in and Disagreements with Accountants on Accounting and Financial DisclosureNone.ItemÂ 9A.Â Â Â Â Controls and ProceduresCMSÂ EnergyConclusion Regarding the Effectiveness of Disclosure Controls and Procedures: Under the supervision and with the participation of management, including its CEO and CFO, CMSÂ Energy conducted an evaluation of its disclosure controls and procedures (as such term is defined in RulesÂ 13aâ€‘15(e) and 15dâ€‘15(e) under the Exchange Act). Based on such evaluation, CMSÂ Energyâ€™s CEO and CFO have concluded that its disclosure controls and procedures were effective as of DecemberÂ 31,Â 2024.Managementâ€™s Annual Report on Internal Control Over Financial Reporting: CMSÂ Energyâ€™s management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act RulesÂ 13aâ€‘15(f) and 15dâ€‘15(f). CMSÂ Energyâ€™s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes policies and procedures that:â€¢pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of CMSÂ Energyâ€¢provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of CMSÂ Energy are being made only in accordance with authorizations of management and directors of CMSÂ Energyâ€¢provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of CMSÂ Energyâ€™s assets that could have a material effect on its financial statementsManagement, including its CEO and CFO, does not expect that its internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. In addition, any evaluation of the effectiveness of controls is subject to risks that those internal controls may become inadequate in future periods because of changes in business conditions, or that the degree of compliance with the policies or procedures deteriorates.Under the supervision and with the participation of management, including its CEO and CFO, CMSÂ Energy conducted an evaluation of the effectiveness of its internal control over financial reporting as of DecemberÂ 31,Â 2024. In making this evaluation, management used the criteria set forth in the framework in Internal Controlâ€”Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, CMSÂ Energyâ€™s management concluded that its internal control over financial reporting was effective as of DecemberÂ 31,Â 2024. The effectiveness of CMSÂ Energyâ€™s internal control over financial reporting as of DecemberÂ 31,Â 2024 has 189Table of Contentsbeen audited by PricewaterhouseCoopersÂ LLP, an independent registered public accounting firm, as stated in their report which appears under ItemÂ 8. Financial Statements and Supplementary Data.Changes in Internal Control Over Financial Reporting: There have not been any changes in CMSÂ Energyâ€™s internal control over financial reporting during the last fiscal quarter that have materially affected, or are reasonably likely to affect materially, its internal control over financial reporting.ConsumersConclusion Regarding the Effectiveness of Disclosure Controls and Procedures: Under the supervision and with the participation of management, including its CEO and CFO, Consumers conducted an evaluation of its disclosure controls and procedures (as such term is defined in RulesÂ 13aâ€‘15(e) and 15dâ€‘15(e) under the Exchange Act). 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A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. In addition, any evaluation of the effectiveness of controls is subject to risks that those internal controls may become inadequate in future periods because of changes in business conditions, or that the degree of compliance with the policies or procedures deteriorates.Under the supervision and with the participation of management, including its CEO and CFO, Consumers conducted an evaluation of the effectiveness of its internal control over financial reporting as of DecemberÂ 31,Â 2024. In making this evaluation, management used the criteria set forth in the framework in Internal Controlâ€”Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, Consumersâ€™ management concluded that its internal control over financial reporting was effective as of DecemberÂ 31,Â 2024. The effectiveness of Consumersâ€™ internal control over financial reporting as of DecemberÂ 31,Â 2024 has been audited by PricewaterhouseCoopersÂ LLP, an independent registered public accounting firm, as stated in their report which appears under ItemÂ 8. Financial Statements and Supplementary Data.190Table of ContentsChanges in Internal Control Over Financial Reporting: There have not been any changes in Consumersâ€™ internal control over financial reporting during the last fiscal quarter that have materially affected, or are reasonably likely to affect materially, its internal control over financial reporting.ItemÂ 9B.Â Â Â Â Other InformationNone.ItemÂ 9C.Â Â Â Â Disclosure Regarding Foreign Jurisdictions that Prevent InspectionsNot applicable.PartÂ IIIItemÂ 10.Â Â Â Â Directors, Executive Officers and Corporate GovernanceCMSÂ EnergyCMSÂ Energy has adopted an insider trading compliance policy and program applicable to directors, executive officers and employees, as well as CMSÂ Energy itself. CMSÂ Energy believes this policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the NewÂ York Stock Exchange listing standards. A copy of the insider trading policy is filed as ExhibitÂ 19.1 to this FormÂ 10â€‘K. Additional information that is required in ItemÂ 10 of this FormÂ 10â€‘K regarding executive officers is included in the ItemÂ 1. Businessâ€”Information About CMSÂ Energyâ€™s and Consumersâ€™ Executive Officers section, which is incorporated by reference herein.Information that is required in ItemÂ 10 of this FormÂ 10â€‘K regarding directors, executive officers, and corporate governance is incorporated by reference from CMSÂ Energyâ€™s and Consumersâ€™ definitive proxy statement for their 2025Â Annual Meetings of Shareholders to be held MayÂ 2,Â 2025. The proxy statement will be filed with the SEC, pursuant to RegulationÂ 14A under the Exchange Act, within 120Â days after the end of the fiscal year covered by this FormÂ 10â€‘K, all of which information is hereby incorporated by reference in, and made part of, this FormÂ 10â€‘K.Code of EthicsCMSÂ Energy has adopted an employee code of ethics, entitled â€œCMSÂ Energy 2024Â Code of Conduct and Guide to Ethical Business Behaviorâ€ (Employee Code) that applies to its CEO, CFO, and CAO, as well as all other officers and employees of CMSÂ Energy and its affiliates. The Employee Code is administered by the Chief Compliance Officer of CMSÂ Energy, who reports directly to the Audit Committee. CMSÂ Energy has also adopted a director code of ethics entitled â€œ2024Â Board of Directors Code of Conduct and Guide to Ethical Business Behaviorâ€ (Director Code) that applies to its directors. The Director Code is administered by the Audit Committee. Any alleged violation of the Director Code by a director will be investigated by disinterested members of the Audit Committee, or if none, by disinterested members of the entire Board. The Employee Code and Director Code and any waivers of, or amendments or exceptions to, a provision of the Employee Code that applies to CMSÂ Energyâ€™s CEO, CFO, CAO or persons performing similar functions and any waivers of, or amendments or exceptions to, a provision of CMSÂ Energyâ€™s Director Code will be disclosed on CMSÂ Energyâ€™s website at www.cmsenergy.com/corporate-governance/compliance-and-ethics.191Table of ContentsConsumersConsumers has adopted an insider trading compliance policy and program applicable to directors, executive officers and employees, as well as Consumers itself. Consumers believes this policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the NewÂ York Stock Exchange listing standards. 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Any alleged violation of the Director Code by a director will be investigated by disinterested members of the Audit Committee, or if none, by disinterested members of the entire Board. The Employee Code and Director Code and any waivers of, or amendments or exceptions to, a provision of the Employee Code that applies to Consumersâ€™ CEO, CFO, CAO or persons performing similar functions and any waivers of, or amendments or exceptions to, a provision of Consumersâ€™ Director Code will be disclosed on Consumersâ€™ website at www.cmsenergy.com/corporate-governance/compliance-and-ethics.ItemÂ 11.Â Â Â Â Executive CompensationSee the note below.192Table of ContentsItemÂ 12.Â Â Â Â Security Ownership of Certain Beneficial Owners and Management and Related Stockholder MattersSecurities Authorized for Issuance Under Equity Compensation PlansPresented in the following table is information regarding CMSÂ Energyâ€™s equity compensation plans as of DecemberÂ 31,Â 2024:(a)(b)(c)Plan CategoryNumber of securities tobe issued upon exerciseof outstanding options,warrants, and rightsWeighted-averageexercise price ofoutstanding options,warrants, and rightsNumber of securities remainingavailable for future issuance underequity compensation plans (excludingsecurities reflected in column (a))Equity compensation plan approved by shareholdersâ€”Â $â€”Â 4,469,391Â Also see the note below.ItemÂ 13.Â Â Â Â Certain Relationships and Related Transactions, and Director IndependenceSee the note below.ItemÂ 14.Â Â Â Â Principal Accountant Fees and ServicesSee the note below.NOTE: Information that is required by PartÂ IIIâ€”ItemsÂ 11, 12, 13, and 14 of this FormÂ 10â€‘K is incorporated by reference from CMSÂ Energyâ€™s and Consumersâ€™ definitive proxy statement for their 2025Â Annual Meetings of Shareholders to be held MayÂ 2,Â 2025. The proxy statement will be filed with the SEC, pursuant to RegulationÂ 14A under the Exchange Act, within 120Â days after the end of the fiscal year covered by this FormÂ 10â€‘K, all of which information is hereby incorporated by reference in, and made part of, this FormÂ 10â€‘K.193Table of Contents(This page intentionally left blank)194Table of ContentsPartÂ IVItemÂ 15.Â Â Â Â Exhibits and Financial Statement SchedulesThe following financial statements are filed as part of this report under ItemÂ 8. Financial Statements and Supplementary Data:â€¢Consolidated Statements of Income of CMSÂ Energy for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢Consolidated Statements of Comprehensive Income of CMSÂ Energy for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢Consolidated Statements of Cash Flows of CMSÂ Energy for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢Consolidated Balance Sheets of CMSÂ Energy at DecemberÂ 31,Â 2024 and 2023 â€¢Consolidated Statements of Changes in Equity of CMSÂ Energy for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢Consolidated Statements of Income of Consumers for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢Consolidated Statements of Comprehensive Income of Consumers for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢Consolidated Statements of Cash Flows of Consumers for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢Consolidated Balance Sheets of Consumers at DecemberÂ 31,Â 2024 and 2023â€¢Consolidated Statements of Changes in Equity of Consumers for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢Notes to the Consolidated Financial Statementsâ€¢Report of Independent Registered Public Accounting Firm for CMSÂ Energyâ€¢Report of Independent Registered Public Accounting Firm for ConsumersThe following financial statement schedules are included below:â€¢ScheduleÂ I â€” Condensed Financial Information of Registrant, CMSÂ Energyâ€”Parent Company at DecemberÂ 31,Â 2024 and 2023 and for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢ScheduleÂ II â€” Valuation and Qualifying Accounts and Reserves of CMSÂ Energy for the years ended DecemberÂ 31,Â 2024, 2023, and 2022â€¢ScheduleÂ II â€” Valuation and Qualifying Accounts and Reserves of Consumers for the years ended DecemberÂ 31,Â 2024, 2023, and 2022195Table of ContentsScheduleÂ I â€” Condensed Financial Information of RegistrantCMSÂ Energyâ€”Parent CompanyCondensed Statements of IncomeIn MillionsYears Ended DecemberÂ 31202420232022Operating ExpensesOther operating expenses$10Â $10Â $7Â Total operating expenses10Â 10Â 7Â Operating Loss(10)(10)(7)Other Income (Expense)Equity earnings of subsidiaries1,061Â 929Â 980Â Nonoperating retirement benefits, net(1)(1)(1)Other income45Â 31Â 5Â Other expenseâ€”Â â€”Â (1)Total other income1,105Â 959Â 983Â Interest ChargesInterest on long-term debt205Â 201Â 181Â Intercompany interest expense and other10Â 10Â 8Â Total interest charges215Â 211Â 189Â Income Before Income Taxes880Â 738Â 787Â Income Tax Benefit(19)(20)(50)Net Income Attributable to CMSÂ Energy899Â 758Â 837Â Preferred Stock Dividends10Â 10Â 10Â Net Income Available to Common Stockholders$889Â $748Â $827Â The accompanying notes are an integral part of these statements.196Table of ContentsScheduleÂ I â€” Condensed Financial Information of Registrant (Continued)CMSÂ Energyâ€”Parent CompanyCondensed Statements of Cash FlowsIn MillionsYears Ended DecemberÂ 31202420232022Cash Flows from Operating ActivitiesNet cash provided by operating activities$774Â $595Â $565Â Cash Flows from Investing ActivitiesCapital expenditures(1)â€”Â â€”Â Investment in subsidiaries(535)(630)(796)Investment in debt securities â€” intercompany(288)(293)â€”Â Decrease (increase) in notes receivable â€” intercompany21Â 55Â 286Â Net cash used in investing activities(803)(868)(510)Cash Flows from Financing ActivitiesProceeds from issuance of debt490Â 800Â â€”Â Issuance of common stock286Â 192Â 69Â Retirement of long-term debt(250)â€”Â â€”Â Payment of dividends on common and preferred stock(626)(579)(544)Debt issuance costs and financing fees(10)(20)(11)Change in notes payable â€” intercompany(6)(7)77Â Net cash provided by (used in) financing activities(116)386Â (409)Net Increase (Decrease) in Cash and Cash Equivalents,Â Including Restricted Amounts(145)113Â (354)Cash and Cash Equivalents,Â Including Restricted Amounts, Beginning of Period149Â 36Â 390Â Cash and Cash Equivalents,Â Including Restricted Amounts, End of Period$4Â $149Â $36Â The accompanying notes are an integral part of these statements.197Table of ContentsScheduleÂ I â€” Condensed Financial Information of Registrant (Continued)CMSÂ Energyâ€”Parent CompanyCondensed Balance SheetsASSETSIn MillionsDecemberÂ 3120242023Current AssetsCash and cash equivalents$4Â $149Â Notes and accrued interest receivable â€” intercompany40Â 60Â Accounts

receivable â€“ intercompany and related parties8Â 9Â Taxes receivableâ€”Â 11Â Prepayments and other current assets1Â â€”Â Total current assets53Â 229Â Other Nonâ€‘current AssetsConstruction work in progress1Â â€”Â Deferred income taxes150Â 137Â Investments in subsidiaries12,400Â 11,701Â Investment in debt securities â€“ intercompany591Â 296Â Other investments 9Â 8Â Other21Â 24Â Total other nonâ€‘current assets13,172Â 12,166Â Total Assets$13,225Â $12,395Â 198Table of ContentsLIABILITIES AND EQUITYIn MillionsDecemberÂ 3120242023Current LiabilitiesCurrent portion of long-term debt$740Â $250Â Accounts and notes payable â€“ intercompany74Â 75Â Accrued interest, including intercompany34Â 37Â Accrued taxes16Â â€”Â Other current liabilities6Â 9Â Total current liabilities870Â 371Â Nonâ€‘current LiabilitiesLong-term debt4,226Â 4,471Â Notes payable â€“ intercompany100Â 105Â Postretirement benefits14Â 15Â Other nonâ€‘current liabilities17Â 18Â Total nonâ€‘current liabilities4,357Â 4,609Â EquityCommon stock3Â 3Â Other stockholdersâ€™ equity7,771Â 7,188Â Total common stockholdersâ€™ equity7,774Â 7,191Â Preferred stock224Â 224Â Total equity7,998Â 7,415Â Total Liabilities and Equity$13,225Â $12,395Â The accompanying notes are an integral part of these statements.199Table of ContentsScheduleÂ I â€” Condensed Financial Information of Registrant (Continued)CMSÂ Energyâ€”Parent CompanyNotes to the Condensed Financial Statements1:Â Â Â Â Basis of PresentationCMSÂ Energyâ€™s condensed financial statements have been prepared on a parent-only basis. In accordance with RuleÂ 12â€‘04 of RegulationÂ Sâ€‘X, these parent-only financial statements do not include all of the information and notes required by GAAP for annual financial statements, and therefore these parent-only financial statements and other information included should be read in conjunction with CMSÂ Energyâ€™s audited consolidated financial statements contained within ItemÂ 8. Financial Statements and Supplementary Data.2:Â Â Â Â GuaranteesCMSÂ Energy has issued guarantees with a maximum potential obligation of $1.1Â billion on behalf of some of its wholly owned subsidiaries and related parties. CMSÂ Energyâ€™s maximum potential obligation consists primarily of potential payments:â€¢to third parties under certain commodity purchase and sales agreements entered into by CMSÂ ERM and other subsidiaries of NorthStar Clean Energyâ€¢to tax equity investors that hold membership interests in certain VIEs held by NorthStar Clean Energyâ€¢to EGLE on behalf of CMSÂ Land and CMSÂ Capital, for environmental remediation obligations at Bay Harborâ€¢to the U.S.Â Department of Energy on behalf of Consumers, in connection with Consumersâ€™ 2011 settlement agreement with the U.S.Â Department of Energy regarding damages resulting from the departmentâ€™s failure to accept spent nuclear fuel from nuclear power plants formerly owned by ConsumersThe expiration dates of these guarantees vary, depending upon contractual provisions or upon the statute of limitations under the relevant governing law.200Table of ContentsScheduleÂ II â€” Valuation and Qualifying Accounts and ReservesCMSÂ Energy CorporationYears Ended DecemberÂ 31,Â 2024, 2023, and 2022In MillionsDescriptionBalance at Beginning of PeriodCharged to ExpenseCharged to Other AccountsDeductionsBalance at End of PeriodAllowance for uncollectible accounts12024$21Â $33Â $â€”Â $31Â $23Â 202327Â 34Â â€”Â 40Â 21Â 202220Â 50Â â€”Â 43Â 27Â Deferred tax valuation allowance2024$2Â $â€”Â $â€”Â $1Â $1Â 20232Â â€”Â â€”Â 2Â 20222Â â€”Â â€”Â 2Â 1Deductions represent write-offs of uncollectible accounts, net of recoveries.Consumers Energy CompanyYears Ended DecemberÂ 31,Â 2024, 2023, and 2022In MillionsDescriptionBalance at Beginning of PeriodCharged to ExpenseCharged to Other AccountsDeductionsBalance at End of PeriodAllowance for uncollectible accounts12024$21Â $33Â $â€”Â $31Â $23Â 202327Â 34Â â€”Â 40Â 21Â 202220Â 50Â â€”Â 43Â 27Â 1Deductions represent write-offs of uncollectible accounts, net of recoveries.201Table of Contents(This page intentionally left blank)202Table of ContentsExhibit IndexThe agreements included as exhibits to this FormÂ 10â€‘K filing are included solely to provide information regarding the terms of the agreements and are not intended to provide any other factual or disclosure information about CMSÂ Energy, Consumers, or other parties to the agreements. The agreements may contain representations and warranties made by each of the parties to each of the agreements that were made exclusively for the benefit of the parties involved in each of the agreements and should not be treated as statements of fact. The representations and warranties were made as a way to allocate risk if one or more of those statements prove to be incorrect. The statements were qualified by disclosures of the parties to each of the agreements that may not be reflected in each of the agreements. The agreements may apply standards of materiality that are different than standards applied to other investors. Additionally, the statements were made as of the date of the agreements or as specified in the agreements and have not been updated. The representations and warranties may not describe the actual state of affairs of the parties to each agreement.Additional information about CMSÂ Energy and Consumers may be found in this filing, at www.cmsenergy.com, at www.consumersenergy.com, and through the SECâ€™s website at www.sec.gov.Previously FiledExhibitsWith FileNumberAsExhibitNumberDescription3.111-95133.1â€”Restated Articles of Incorporation of CMSÂ Energy, effective JuneÂ 1,Â 2004, as amended from time to time (FormÂ 10â€‘Q for the quarterly period ended JuneÂ 30,Â 2024)3.211-95133.2â€”CMSÂ Energy Bylaws, amended and restated effective FebruaryÂ 8,Â 2016 (FormÂ 8â€‘K filed FebruaryÂ 8,Â 2016)3.31-56113(c)â€”Restated Articles of Incorporation of Consumers effective JuneÂ 7,Â 2000 (FormÂ 10â€‘K for the fiscal year ended DecemberÂ 31,Â 2000)3.41-56113.2â€”Consumers Bylaws, amended and restated as of JanuaryÂ 24,Â 2013 (FormÂ 8-K filed JanuaryÂ 29,Â 2013)4.12-65973(b)(1)â€”4â€”Indenture dated as of SeptemberÂ 1,Â 1945 between Consumers and Chemical Bank (successor to Manufacturers Hanover Trust Company), as Trustee, including therein indentures supplemental thereto through the Forty-third Supplemental Indenture dated as of MayÂ 1,Â 1979 (FormÂ S-16 filed NovemberÂ 13,Â 1979)Indentures Supplemental thereto:4.1.a1-56114.2â€”104thÂ dated as of 8/11/05 (FormÂ 8-K filed AugustÂ 11,Â 2005)4.1.b1-56114.1â€”112thÂ dated as of 9/1/10 (FormÂ 8-K filed SeptemberÂ 7,Â 2010)4.1.c1-56114.1â€”113thÂ dated as of 10/15/10 (FormÂ 8-K filed OctoberÂ 20,Â 2010)4.1.d1-56114.1â€”114thÂ dated as of 3/31/11 (FormÂ 8-K filed AprilÂ 6,Â 2011)4.1.e1-56114.1â€”120thÂ dated as of 12/17/12 (FormÂ 8-K filed DecemberÂ 20,Â 2012)4.1.f1-56114.1â€”121stÂ dated as of 5/17/13 (FormÂ 8-K filed MayÂ 17,Â 2013)4.1.g1-56114.1â€”123rdÂ dated as of 12/20/13 (FormÂ 8-K filed DecemberÂ 27,Â 2013)4.1.h1-56114.1â€”124thÂ dated as of 8/18/2014 (FormÂ 8-K filed AugustÂ 18,Â 2014)4.1.i1-56114.1â€”125thÂ dated as of 11/6/2015 (FormÂ 8-K filed NovemberÂ 6,Â 2015)203Table of ContentsPreviously FiledExhibitsWith FileNumberAsExhibitNumberDescription4.1.j1-56114.1â€”126thÂ dated as of 11/23/2015 (FormÂ 8-K filed NovemberÂ 25,Â 2015)4.1.k1-56114.1â€”127thÂ dated as of 8/10/16 (FormÂ 8-K filed AugustÂ 10,Â 2016)4.1.l1-56114.1â€”128thÂ dated as of 2/22/17 (FormÂ 8-K filed FebruaryÂ 22,Â 2017)4.1.m1-56114.1â€”129thÂ dated as of 9/28/17 (FormÂ 8-K filed SeptemberÂ 28,Â 2017)4.1.n1-56114.1â€”130thÂ dated as of 11/15/17 (FormÂ 8-K filed NovemberÂ 15,Â 2017)4.1.o1-56114.1â€”131stÂ dated as of 5/14/18 (FormÂ 8â€‘K filed MayÂ 14,Â 2018)4.1.p1-56114.1â€”132nd dated as of 6/5/18 (FormÂ 8â€‘K filed JuneÂ 5,Â 2018)4.1.q1-56114.1â€”133rdÂ dated as of 10/1/18 (FormÂ 8-K filed OctoberÂ 1,Â 2018)4.1.r1-56114.1â€”134thÂ dated as of 11/13/18 (FormÂ 8-K filed NovemberÂ 13,Â 2018)4.1.s1-56114.1â€”135thÂ dated as of 5/28/19 (FormÂ 8-K filed MayÂ 28,Â 2019)4.1.t1-56114.1â€”136thÂ dated as of 9/3/19 (FormÂ 8-K filed SeptemberÂ 3,Â 2019)4.1.u1-56114.1â€”137thÂ dated as of 9/19/19 (FormÂ 8-K filed SeptemberÂ 19,Â 2019)4.1.v1-56114.3â€”138thÂ dated as of 10/1/19 (FormÂ 10-Q for the quarterly period ended SeptemberÂ 30,Â 2019)4.1.w1-56114.1â€”139thÂ dated as of 3/26/20 (FormÂ 8-K filed MarchÂ 26,Â 2020)4.1.x1-56114.1â€”140thÂ dated as of 5/13/20 (FormÂ 8-K filed MayÂ 13,Â 2020)4.1.y1-56114.1â€”141stÂ dated as of 5/20/20 (FormÂ 8-K filed MayÂ 20,Â 2020)4.1.z1-56114.1â€”142ndÂ dated as of 10/7/20 (FormÂ 8-K filed OctoberÂ 7,Â 2020)4.1.aa1-56114.1â€”144thÂ dated as of 8/12/21 (FormÂ 8-K filed AugustÂ 12,Â 2021)4.1.bb1-56114.1â€”145thÂ dated as of 8/11/22 (FormÂ 8-K filed AugustÂ 11,Â 2022)4.1.cc1-56114.1â€”146thÂ dated as of 12/14/22 (FormÂ 8-K filed DecemberÂ 15,Â 2022)4.1.dd1-56114.1â€”147thÂ dated as of 1/10/23 (FormÂ 8-K filed JanuaryÂ 10,Â 2023)4.1.ee1-56114.1â€”148thÂ dated as of 2/23/23 (FormÂ 8-K filed FebruaryÂ 23,Â 2023)4.1.ff1-56114.1â€”149thÂ dated as of 5/30/23 (FormÂ 8-K filed MayÂ 30,Â 2023)4.1.gg1-56114.1â€”150thÂ dated as of 8/4/23 (FormÂ 8-K filed AugustÂ 4,Â 2023)4.1.hh1-56114.1â€”151stÂ dated as of 1/9/24 (FormÂ 8-K filed JanuaryÂ 9,Â 2024)4.1.ii1-56114.1â€”152nd dated as of 8/5/24 (FormÂ 8-K filed AugustÂ 5,Â 2024)4.21-5611(4)(b)â€”Indenture dated as of JanuaryÂ 1,Â 1996 between Consumers and The Bank of New York Mellon, as Trustee (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 1995)4.31-5611(4)(c)â€”Indenture dated as of FebruaryÂ 1,Â 1998 between Consumers and The Bank of New York Mellon (formerly The Chase Manhattan Bank), as Trustee (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 1997)4.4133-47629(4)(a)â€”Indenture dated as of SeptemberÂ 15,Â 1992 between CMSÂ Energy and NBD Bank, as Trustee (FormÂ S-3 filed MayÂ 1,Â 1992)Indentures Supplemental thereto:4.4.a11-95134.1â€”29thÂ dated as of 3/22/13 (FormÂ 8-K filed MarchÂ 22,Â 2013)4.4.b11-95134.2â€”31stÂ dated as of 2/27/14 (FormÂ 8-K filed FebruaryÂ 27,Â 2014)4.4.c11-95134.1â€”32ndÂ dated as of 11/9/15 (FormÂ 8-K filed NovemberÂ 9,Â 2015)204Table of ContentsPreviously FiledExhibitsWith FileNumberAsExhibitNumberDescription4.4.d11-95134.1â€”33rdÂ dated as of 5/5/16 (FormÂ 8-K filed MayÂ 5,Â 2016)4.4.e11-95134.1â€”34thÂ dated as of 11/3/16 (FormÂ 8-K filed NovemberÂ 3,Â 2016)4.4.f11-95134.1â€”35thÂ dated as of 2/13/17 (FormÂ 8-K filed FebruaryÂ 13,Â 2017)4.511-9513(4a)â€”Indenture dated as of JuneÂ 1,Â 1997 between CMSÂ Energy and TheÂ Bank of NewÂ YorkÂ Mellon, as Trustee (FormÂ 8-K filed JulyÂ 1,Â 1997)Indentures Supplemental thereto:4.5.a11-95134.5.aâ€”5thÂ dated as of 2/13/18 (FormÂ 10â€‘K for the fiscal year ended DecemberÂ 31,Â 2017)4.5.b11-95134.1â€”6thÂ dated as of 3/8/18 (FormÂ 8-K filed MarchÂ 8,Â 2018)4.5.c11-95134.1â€”7thÂ dated as of 9/26/18 (FormÂ 8-K filed SeptemberÂ 26,Â 2018)4.5.d11-95134.1â€”8thÂ dated as of 2/20/19 (FormÂ 8-K filed FebruaryÂ 20,Â 2019)4.5.e11-95134.1â€”9thÂ dated as of 5/28/20 (FormÂ 8-K filed MayÂ 28,Â 2020)4.5.f11-95134.1â€”10thÂ dated as of 11/25/20 (FormÂ 8-K filed NovemberÂ 25,Â 2020)4.611-95134.1â€”Indenture dated as of MayÂ 5,Â 2023 between CMSÂ Energy and The Bank of New York Mellon, as Trustee (FormÂ 8-K filed MayÂ 5,Â 2023)4.711-95134.6â€”Description of CMSÂ Energy Securities (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 2021)4.81-56114.7â€”Description of Consumers Securities (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 2019)4.911-95134.2â€”Deposit Agreement, dated as of JulyÂ 1,Â 2021, among CMSÂ Energy, Equiniti Trust Company, and the holders from time to time of the depositary receipts described therein, including Form of Depositary Receipt (FormÂ 8-K filed JulyÂ 1,Â 2021)10.121-951310.1â€”CMSÂ Energy 2020Â Performance Incentive Stock Plan, effective JuneÂ 1,Â 2020 (FormÂ 8-K filed MayÂ 5,Â 2020)10.221-951310.2â€”CMSÂ Energyâ€™s Deferred Salary Savings Plan, as amended and restated, effective JanuaryÂ 1,Â 2022 (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 2023)10.321-951310.5â€”CMSÂ Energy and Consumers Directorsâ€™ Deferred Compensation Plan, effective as of NovemberÂ 30,Â 2007 (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 2014)10.421-951310.6â€”Supplemental Executive Retirement Plan for Employees of CMSÂ Energy/ConsumersÂ effective on JanuaryÂ 1,Â 1982 and as amended effective AprilÂ 1,Â 2011 (FormÂ 10-Q for the quarterly period ended MarchÂ 31,Â 2011)10.521-951310.5â€”Defined Contribution Supplemental Executive Retirement Plan, amended DecemberÂ 21,Â 2023, effective JanuaryÂ 1,Â 2024 (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 2023)10.621-951310.2â€”Form of Officer Separation Agreement as of JulyÂ 1,Â 2023 (FormÂ 10â€‘Q for the quarterly period ended JuneÂ 30,Â 2023)205Table of ContentsPreviously FiledExhibitsWith FileNumberAsExhibitNumberDescription10.711-9513(10)(y)â€”Environmental Agreement dated as of JuneÂ 1,Â 1990 made by CMSÂ Energy to The Connecticut National Bank and Others (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 1990)10.81,21-9513(10)(a)â€”FormÂ of Indemnification Agreement between CMSÂ Energy and its Directors, effective as of NovemberÂ 1,Â 2007 (FormÂ 10-Q for the quarterly period ended SeptemberÂ 30,Â 2007)10.921-5611(10)(b)â€”FormÂ of Indemnification Agreement between Consumers and its Directors, effective as of NovemberÂ 1,Â 2007 (FormÂ 10-Q for the quarterly period ended SeptemberÂ 30,Â 2007)10.1021-951310.10â€”CMSÂ Incentive Compensation Plan for CMSÂ Energy and Consumers Officers as amended, effective as of JanuaryÂ 27,Â 2022 (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 2021)10.1121-951310.3â€”Form of Change in Control Agreement as of JulyÂ 1,Â 2023 (FormÂ 10â€‘Q for the quarterly period ended JuneÂ 30,Â 2023)10.1221-951310.12â€”Annual Employee Incentive Compensation Plan for Consumers amended DecemberÂ 11,Â 2023, effective JulyÂ 1,Â 2023 (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 2023)10.131,21-951310.2â€”Annual NorthStar Clean Energy Employee Incentive Compensation Plan as amended, effective as of JulyÂ 1,Â 2023 (FormÂ 10-Q for the quarterly period ended SeptemberÂ 30,Â 2023)10.1411-951310.1â€”$550Â million Fifth Amended and Restated Revolving Credit Agreement dated as of DecemberÂ 14,Â 2022 among CMSÂ Energy, the Banks, as defined therein, and Barclays BankÂ PLC, as Agent (FormÂ 8â€‘K filed DecemberÂ 15,Â 2022)10.151-561110.2â€”$1.1Â billion Sixth Amended and Restated Revolving Credit Agreement dated as of DecemberÂ 14,Â 2022 among Consumers, the Banks, as defined therein, and JPMorgan Chase Bank,Â N.A., as Agent (FormÂ 8â€‘K filed DecemberÂ 15,Â 2022)10.161-561110.1â€”$250Â million Amended and Restated Revolving Credit Agreement dated as of NovemberÂ 19,Â 2018 among Consumers, the Banks, as defined therein, and The Bank of Nova Scotia, as Agent (FormÂ 8â€‘K filed NovemberÂ 20,Â 2018)10.16.a1-561110.1â€”Description of the Extension to the Amended and Restated $250Â million Secured Revolving Credit Agreement (FormÂ 8â€‘K filed NovemberÂ 19,Â 2019)10.16.b1-561110.1â€”Description of the Second Extension to the Amended and Restated $250Â million Secured Revolving Credit Agreement (FormÂ 8â€‘K filed NovemberÂ 19,Â 2020)10.16.c1-561110.1â€”Description of the ThirdÂ Extension to the Amended and Restated $250Â million Secured Revolving Credit Agreement (FormÂ 8-K filed NovemberÂ 22,Â 2021)10.16.d1-561110.1â€”FirstÂ Amendment to the Amended and Restated $250Â million Secured Revolving Credit Agreement (FormÂ 8-K filed NovemberÂ 29,Â 2022)206Table of ContentsPreviously FiledExhibitsWith FileNumberAsExhibitNumberDescription10.16.e1-561110.1â€”Amendment No.Â 2 to the Amended and Restated $250Â million Secured Revolving Credit Agreement (FormÂ 8-K filed NovemberÂ 29,Â 2023)10.1721-951310.1â€”Consumers and other CMSÂ Energy Companies Retired Executives Survivor Benefit Plan for Management/Executive Employees, distributed JulyÂ 1,Â 2011 (FormÂ 10-Q for the quarterly period ended SeptemberÂ 30,Â 2011)10.181-561110.1â€”FormÂ of Commercial Paper Dealer Agreement between Consumers, as Issuer, and the Dealer party thereto (FormÂ 10-Q for the quarterly period ended SeptemberÂ 30,Â 2014)10.191-561110.1â€”Purchase and Sale Agreement dated JuneÂ 21,Â 2021 by and among Consumers and New Covert Generating Company,Â LLC (FormÂ 8-K filed JuneÂ 23,Â 2021)10.19.a1-561110.4â€”Amendment No.Â 1 dated as of MayÂ 31,Â 2023 to the Purchase and Sale Agreement, dated JuneÂ 21,Â 2021 by and among Consumers and New Covert Generating Company,Â LLC (FormÂ 10-Q for the quarterly period ending JuneÂ 30,Â 2023)10.201-561110.1â€”$1Â billion unsecured Term Loan Credit Agreement dated as of JulyÂ 22,Â 2022 among Consumers, the Banks defined therein, and U.S.Â Bank National Association, as Agent (FormÂ 10-Q for the quarterly period ended JuneÂ 30,Â 2022)10.2121-951310.22â€”Annual Employee Incentive Compensation Plan for Consumers amended and restated effective JanuaryÂ 1,Â 2024 (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 2023)19.1â€”Policy Prohibiting Illegal Insider Trading21.1â€”Subsidiaries of CMSÂ Energy and Consumers23.1â€”Consent of PricewaterhouseCoopersÂ LLP for CMSÂ Energy23.2â€”Consent of PricewaterhouseCoopersÂ LLP for Consumers31.1â€”CMSÂ Energyâ€™s certification of the CEO pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 200231.2â€”CMSÂ Energyâ€™s certification of the CFO pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 200231.3â€”Consumersâ€™ certification of the CEO pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 200231.4â€”Consumersâ€™ certification of the CFO pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 200232.1â€”CMSÂ Energyâ€™s certifications pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 200232.2â€”Consumersâ€™ certifications pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 200297.121-951397.1â€”CMSÂ Energy/Consumers Clawback Policy (FormÂ 10-K for the fiscal year ended DecemberÂ 31,Â 2023)207Table of ContentsPreviously FiledExhibitsWith FileNumberAsExhibitNumberDescription99.11333-27510699.1â€”CMSÂ Energy Stock Purchase Plan, as amended and restated OctoberÂ 20,Â 2023 (FormÂ S-3ASR filed OctoberÂ 20,Â 2023)101.INSâ€”Inline XBRL Instance Document101.SCHâ€”Inline XBRL Taxonomy Extension Schema101.CALâ€”Inline XBRL Taxonomy Extension Calculation Linkbase101.DEFâ€”Inline XBRL Taxonomy Extension Definition Linkbase101.LABâ€”Inline XBRL Taxonomy Extension Labels Linkbase101.PREâ€”Inline XBRL Taxonomy Extension Presentation Linkbase104â€”Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL document)1Obligations of CMSÂ Energy or its subsidiaries, but not of Consumers.2Management contract or compensatory plan or arrangement.Exhibits that have been previously filed with the SEC, designated above, are incorporated herein by reference and made a part hereof.ItemÂ 16.Â Â Â Â Â FormÂ 10-K SummaryNone.208Table of ContentsSignaturesPursuant to the requirements of SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934, CMSÂ Energy Corporation has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized./s/ Garrick J. RochowName:Garrick J. RochowTitle:President and Chief Executive OfficerDate:February 11, 2025Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed below by the following persons on behalf of CMSÂ Energy Corporation and in the capacities indicated and on FebruaryÂ 11, 2025./s/ Garrick J. Rochow/s/ John G. RussellGarrick J. RochowJohn G. Russell, DirectorPresident, Chief Executive Officer, and Director(Principal Executive Officer)/s/ Suzanne F. ShankSuzanne F. Shank, Director/s/ Rejji P. HayesRejji P. HayesExecutive Vice President and Chief Financial Officer/s/ Myrna M. SotoMyrna M. Soto, Director(Principal Financial Officer)/s/ John G. Sznewajs/s/ Scott B. McIntoshJohn G. Sznewajs, DirectorScott B. McIntoshVice President, Controller, and Chief Accounting Officer/s/ Ronald J. Tanski(Controller)Ronald J. Tanski, Director/s/ Deborah H. Butler/s/ Laura H. WrightDeborah H. Butler, DirectorLaura H. Wright, Director/s/ Kurt L. DarrowKurt L. Darrow, Director/s/ Ralph IzzoRalph Izzo, Director209Table of ContentsSignaturesPursuant to the requirements of SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934, Consumers Energy Company has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized./s/ Garrick J. RochowName:Garrick J. RochowTitle:President and Chief Executive OfficerDate:February 11, 2025Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed below by the following persons on behalf of Consumers Energy Company and in the capacities indicated and on FebruaryÂ 11,

2025./s/ Garrick J. Rochow/s/ John G. RussellGarrick J. RochowJohn G. Russell, DirectorPresident, Chief Executive Officer, and Director(Principal Executive Officer)/s/ Suzanne F. ShankSuzanne F. Shank, Director/s/ Rejji P. HayesRejji P. HayesExecutive Vice President and Chief Financial Officer/s/ Myrna M. SotoMyrna M. Soto, Director(Principal Financial Officer)/s/ John G. Sznewajs/s/ Scott B. McIntoshJohn G. Sznewajs, DirectorScott B. McIntoshVice President, Controller, and Chief Accounting Officer/s/ Ronald J. Tanski(Controller)Ronald J. Tanski, Director/s/ Deborah H. Butler/s/ Laura H. WrightDeborah H. Butler, DirectorLaura H. Wright, Director/s/ Kurt L. DarrowKurt L. Darrow, Director/s/ Ralph IzzoRalph Izzo, Director210 EX-19.1 2 cms10k20241231_ex19-1.htm EXHIBIT 19.1 - INSIDER TRADING POLICY DocumentExhibit 19.1POLICY PROHIBITING ILLEGAL INSIDER TRADINGFederal and State securities laws make it illegal for anyone to trade a companyâ€™s securities while in possession of material, nonpublic information related to that company. This is referred to as â€œillegal insider tradingâ€ and may result in criminal or civil penalties. CMS Energy Corporation and its subsidiaries (â€œCompanyâ€) has adopted this Policy Prohibiting Illegal Insider Trading (â€œPolicyâ€) to help members of the Companyâ€™s Boards of Directors (â€œDirectorsâ€), officers and employees comply with insider trading laws and prevent the appearance of illegal insider trading.TerminologyInsiderAny person who possesses material, nonpublic information is considered an Insider regarding that information. Company Insiders include Directors, officers and employees. Additionally, Insiders include family members and others living in the same household as a Director, officer or employee as well as family members who are directed by a Director, officer or employee regarding transactions in Company Securities. Company contractors, subsidiaries, those in a special relationship with the Company (i.e., auditors, consultants, lawyers, and other advisors), and entities controlled by a Director, officer or employee may also be Insiders.Company SecuritiesCompany Securities include, but are not limited to:â€¢CMS Energy Common Stockâ€¢CMS Energy Preferred Stockâ€¢Depositary Shares representing CMS Energy Preferred Stock â€¢CMS Energy Senior Notesâ€¢CMS Energy Convertible Senior Notesâ€¢CMS Energy Junior Subordinated Notesâ€¢Consumers Energy Preferred Stockâ€¢Consumers Energy First Mortgage BondsMaterial Nonpublic InformationInformation will be considered nonpublic until at least one full trading day has passed after it has been disclosed in a broad and non-exclusionary public distribution. As a rule, Insiders should be able to point to some fact to show that the information is generally available; for example, disclosure within a report filed by the Company with the U.S. Securities and Exchange Commission, disclosure on the Companyâ€™s investor relations section of its website, issuance of a press release by the Company or announcement of the information in a national news publication.Information is generally considered â€œmaterialâ€ if a reasonable investor would consider it important in making an investment decision (i.e., any information that could reasonably be expected to affect the price (positively or negatively) of a Company Security is material). The following are examples of material information for purposes of this Policy:â€¢earnings and other financial information, including forecasts or changes of such information;â€¢significant investments, mergers, acquisitions, dispositions and joint ventures;â€¢significant financings of the Company or its affiliates;â€¢impending bankruptcy or the existence of severe liquidity problems;â€¢a significant cybersecurity incident, such as a significant data breach, or any other significant disruption in the Companyâ€™s operations or loss, potential loss, breach or unauthorized access of its property or assets, whether at its facilities or through its information technology infrastructure;â€¢significant developments regarding customers, partners, suppliers, auditors, executive officers or Directors; andâ€¢dividends, stock splits and other important events regarding the Companyâ€™s Securities.Information which may not appear to be material from the perspective of an individual may in fact be material in light of information or plans known to others. Directors, officers and employees should contact the Companyâ€™s General Counsel or Corporate Secretary for guidance as to whether information is material. While waiting for a response, treat the information as material and refrain from trading or gifting any Company Securities. It is important to remember that whether information is material will be viewed by enforcement authorities with the benefit of hindsight; if the price of a Company Security changed after the information was made public, the information will likely be considered material by enforcement authorities.Restrictions Except as otherwise stated in this Policy, Insiders may not purchase, sell, gift, or recommend that another person trade in the Companyâ€™s Securities at any time that they are aware of any material nonpublic information relating to or impacting the Company. Similarly, Insiders may not purchase or sell the securities of any other company at any time that, in the ordinary course of such Insiders conducting the Companyâ€™s business, they become aware of any material nonpublic information relating to or impacting that other company. Additionally, Insiders may not communicate material nonpublic information to anyone who may trade on the information or pass it along to others who may trade. Directors, officers and employees are responsible for ensuring family members comply with this Policy.It is Company policy to comply with all applicable securities laws when engaging in transactions related to the Companyâ€™s securities. ResponsibilityIn all cases, the responsibility for determining whether an individual is in possession of material nonpublic information rests with each individual and any action on the part of the Company or any other Director, officer or employee pursuant to this Policy does not in any way constitute legal advice nor insulate an individual from liability under applicable securities laws. Insider trading while in possession of material nonpublic information is illegal and can result in jail sentences as well as civil penalties, including treble damages. Insiders who violate this policy may be subject to disciplinary action by the Company, including termination for cause. If you have any question or doubt about the applicability or interpretation of this Policy or the propriety of any desired action, please seek clarification from our General Counsel or Corporate Secretary. Do not try to resolve uncertainties on your own.ProceduresTiming of Transactions: All Directors, all officers, and all employees who routinely deal with sensitive nonpublic financial information are subject to the Companyâ€™s trading window (the time during which they and members of their immediate family or household may trade or gift the Companyâ€™s Securities). The Corporate Secretary will determine the timing of the trading window and persons subject to the trading window, which are updated periodically. Typically, the trading window commences one full trading day following the release of the Companyâ€™s quarterly or year-end report filed by the Company with the U.S. Securities and Exchange Commission, and ends the 15th day of the last month of the then current fiscal quarter. Information regarding the trading window will be appropriately communicated to those persons subject to the trading window. Regardless of the trading window, Insiders may not transact in the Companyâ€™s Securities at any time that they are aware of any material nonpublic information relating to or impacting the Company.Timing Modifications: The Company, through the Corporate Secretary may impose special restrictions during which certain persons will be prohibited from buying, selling, gifting or otherwise effecting transactions in any Company Securities or derivative securities thereof. If a special restriction is imposed, the Company will notify affected individuals, who should thereafter not engage in any transaction involving the purchase, sale, or gift of the Companyâ€™s Securities and should not disclose the special restriction to others, except to personal financial advisors or brokers as needed.Additional Director and Officer Trading Requirements: All Directors and officers are required to obtain the specific prior approval of the Corporate Secretary or General Counsel to trade or gift Company Securities and may not trade or gift until written approval is received. If approved, the Director or officer can trade or gift during the current trading window as long as:i.Â Â Â Â Â the Director or officer is not aware of any material nonpublic information at the time of executing the trade or gift, ii.Â Â Â Â Â the Director or officer does not receive notification that the pre-clearance has been revoked and iii.Â Â Â Â Â the trade or gift is in compliance with other Company policies. Clearance will be granted or denied at the discretion of the Corporate Secretary or General Counsel and will not constitute investment nor legal advice regarding the advisability of any transaction or ensure compliance with securities laws. If clearance is denied, except for alerting a personal financial advisor or broker as needed, the Director or officer is required to keep the denial confidential. Exceptions Retirement Plan: The restrictions contained in this policy do not apply to indirect periodic purchases of securities made under a standing election to invest in Company Securities under the Companyâ€™s retirement or other benefit plans, if available, as long as the initial contribution or any change to the contribution is made at a time the Director, officer or employee is not aware of material nonpublic information and is entered into during a trading window, if applicable. Stock Purchase Plan: This Policy does not apply to periodic contributions to purchase CMS Energy Common Stock or reinvestments of dividends through the CMS Energy Stock Purchase Plan (â€œSPPâ€), or any other similar Company plan. However, this Policy applies to enrollment, elections and other transactions under such plans, which must be made when the Director, officer, or employee is not aware of material nonpublic information and during a trading window, if applicable. Restricted Stock Awards: This Policy does not apply to the granting or the vesting of restricted CMS Energy Common Stock, or the exercise of a tax withholding right pursuant to which the officer or employee has the Company withhold shares of CMS Energy Common stock to satisfy tax withholding requirements upon the vesting of any restricted CMS Energy Common stock. However, this Policy applies to any sale or gift of restricted CMS Energy Common Stock, including sales to cover tax obligations. Deferred Compensation: This Policy does not apply to a Director electing to defer stock awards to a later date. Stock Options: This Policy does not apply to the exercise of an employee stock option acquired pursuant to the Companyâ€™s Performance Incentive Stock Plan, or other similar plan, or to the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements. This Policy applies to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other sale for the purpose of generating the cash needed to pay the exercise price of an option or tax obligation.Rule 10b5-1 Plans: This Policy does not apply to purchases or sales made under an approved pre-arranged contract, instruction or plan effected in accordance with Rule 10b5-1 under the Exchange Act and entered into during a trading window. Contact the General Counsel or Corporate Secretary to obtain written approval at least two weeks before entering into such a pre-arranged contract, instruction or plan. Please refer to the Appendix for additional information on Rule 10b5-1 trading plans. In addition, all Insiders must promptly notify the Corporate Secretary of any termination of a Rule 10b5-1 trading plan. Prohibited TransactionsDirectors and officers are prohibited from engaging in and employees are encouraged not to engage in:â€¢â€œpledgingâ€ the Companyâ€™s Securities (whether as collateral for a loan or otherwise). â€¢purchasing the Companyâ€™s Securities on margin (if the Company Security is used as collateral).â€¢buying or selling puts or calls, or other derivative securities relating to the Companyâ€™s Securities.â€¢â€œhedgingâ€ which includes transactions that are designed to hedge or offset any decrease in the market value of the Companyâ€™s Securities. â€¢â€œshort selling or tradingâ€ which means a combination or pattern of substantial or continuous buying and selling of the Companyâ€™s Securities. â€¢â€œshort salesâ€ which means the sale of a security that the seller does not own. â€¢standing and limit orders with durations of more than two days. â€¢investment clubs in which the club invests in Company Securities.Duration of ApplicabilityInsider trading laws continue to apply to transactions in Company Securities or the securities of other public companies engaged in business transactions with the Company even after the Insiderâ€™s employment or directorship with the Company has terminated. If the Insider is in possession of material nonpublic information when the relationship with the Company concludes, the Insider may not trade in Company Securities or the securities of such other company until the information has been publicly disseminated or is no longer material.Exceptions and AmendmentsThe General Counsel and Corporate Secretary are responsible for interpreting and updating this policy as required. The General Counsel or Corporate Secretary may authorize exceptions to the procedures set forth in this Policy, provided that those exceptions are consistent with the general purpose of this Policy and applicable securities laws and confirmed in writing. Any material amendment to the terms of this Policy must be approved by the General Counsel.Last updated: February 3, 2025APPENDIXGuidelines for Rule 10b5-1 Trading PlansTo be effective, a Rule 10b5-1 trading plan must:1.Â Â Â Â Include representations certifying that (a) you are not aware of material nonpublic information at the time of adoption and (b) you are entering into the plan in good faith, and not as part of a plan or scheme to shield trades that would otherwise be considered violations of the insider trading laws;2.Â Â Â Â Specify the beginning and end dates for the Rule 10b5-1 trading plan; 3.Â Â Â Â Specify either (a) the amount and price of the Company Securities to be purchased or sold and the dates for such purchases or sales or (b) a formula that determines the amount and price of the Company Securities to be purchased or sold and the dates for such purchases or sales;4.Â Â Â Â Be established only during a trading window and when you are not otherwise subject to a trading restriction;5.Â Â Â Â Be put in place only at a broker acceptable to the Companyâ€™s General Counsel or Corporate Secretary;6.Â Â Â Â Be reviewed by the Companyâ€™s General Counsel or Corporate Secretary before the Rule 10b5-1 trading plan is put in place;7.Â Â Â Â Be subsequently modified only during a trading window and with approval from the Companyâ€™s General Counsel or Corporate Secretary;8.Â Â Â Â If modified, meet all requirements of a newly adopted plan, as if adopted on the date of modification;9.Â Â Â Â If terminated before the end of its term and a new plan is put into place, be implemented only during a trading window;10.Â Â Â Â Comply with the following â€œcooling-offâ€ periods:a.Â Â Â Â For the Companyâ€™s directors and officers, provide that no trade under a Rule 10b5-1 trading plan may occur until the later of (i) the 91st day after the adoption of the plan or (ii) the third business day after the filing date of the Companyâ€™s Form 10-Q (or Form 10-K for any plan executed during the fourth fiscal quarter) for the fiscal quarter in which the plan was adopted, up to a maximum of 120 days after adoption of the plan; orb.Â Â Â Â For other Insiders, provide that no trade may occur until the 31st day after the adoption of the Rule 10b5-1 trading plan; 11.Â Â Â Â Be the sole outstanding Rule 10b5-1 trading plan for such Insider, unless an exception is approved in advance by the Companyâ€™s General Counsel or Corporate Secretary, after evaluating whether any such additional plan would be permitted by Rule 10b5-1; and12.Â Â Â Â Be, if such Rule 10b5-1 trading plan is a single-trade plan, the sole single-trade plan within any consecutive 12-month period.Additionally, the Company requires that you act in good faith with respect to the Rule 10b5-1 plan for the entire duration of the plan. EX-21.1 3 cms10k20241231_ex21-1.htm EXHIBIT 21.1 - SUBSIDIARIES (CMS ENERGY AND CONSUMERS) DocumentExhibitÂ 21.1For the purpose of this filing, information is organized under the headings of CMSÂ Energy Corporation (TierÂ 1), CMSÂ Capital,Â L.L.C. (TierÂ 2), NorthStar Clean Energy Company, formerly known as CMSÂ Enterprises Company (TierÂ 2), CMSÂ Treasury Services,Â LLC (TierÂ 2), and Consumers Energy Company (TierÂ 2). As set forth in detail below, CMSÂ Energy Corporation is the parent company of CMSÂ Capital,Â L.L.C., NorthStar Clean Energy Company, CMSÂ Treasury Services,Â LLC, and Consumers Energy Company. All ownership interests are 100Â percent unless indicated parenthetically to the contrary and are accurate as of DecemberÂ 31,Â 2024.NAME of COMPANYJURISDICTION of ORGANIZATION01 CMS ENERGY CORPORATIONMichigan02 CMS Capital, L.L.C.Michigan03 CMS Land CompanyMichigan02 NorthStar Clean Energy CompanyMichigan03 NSCE Development Company, LLCMichigan04 Filer City Carbon Capture, LLCMichigan04 Michigan Carbon Free EnergyMichigan03 NSCE DevCo Partner, LLCMichigan03 Dearborn Industrial Energy, L.L.C.Michigan04 Dearborn Industrial Generation, L.L.C.Michigan03 CMS Energy Resource Management CompanyMichigan04 CMS ERM Michigan LLCMichigan03 CMS Enterprises Sustainable Energy, LLCMichigan04 NorthStar Onsite, LLCDelaware04 Grand River Solar, LLCMichigan05 Michigan Solar Holdings, LLCMichigan06 BG Solar Equity Holdings, LLCMichigan07 BG Solar Holdings I, LLCMichigan08 BG Solar Holdings, LLCMichigan05 Branch Solar, LLCDelaware05 Lake Iris Solar, LLCDelaware05 Delta Solar Equity Holdings, LLCDelaware06 Delta Solar Power I, LLCMichigan06 Delta Solar Power II, LLCMichigan05 Flambeau Solar Partners, LLCDelaware05 Hart Solar Holdings II, LLCDelaware06 Hart Solar Holdings I, LLCDelaware07 Hart Solar Partners, LLCDelaware05 Newport Solar Equity Holdings, LLCDelaware06 Newport Solar Holdings II, LLC (99%)Delaware07 Newport Solar Holdings I, LLCDelaware06 Newport Solar Holdings III, LLC Delaware07 Newport Solar, LLCDelaware06 Newport Solar Holdings IV, Inc.Delaware07 Newport Solar Holdings II, LLC (1%)Delaware05 Genesee Solar Energy, LLCDelaware05 Hercules Solar, LLCDelawareNAME of COMPANYJURISDICTION of ORGANIZATION05 Diamond Solar, LLCMissouri05 Allegan Solar, LLCMichigan04 Grand River Wind, LLCMichigan05 NWO Wind Equity Holdings, LLCDelaware06 NWO Holdco I, LLCDelaware07 NWO Holdco, L.L.C.Delaware08 Northwest Ohio Wind, LLCOhio09 Northwest Ohio IA, LLC (97%)Delaware05 Northwest Ohio Solar, LLCDelaware06 Northwest Ohio IA, LLC (3%)Delaware05 Aviator Wind Equity Holdings, LLC (51%)Delaware06 AW Holdings III, LLCDelaware07 AW Holdings II, LLCDelaware08 AW Holdings I, LLCDelaware09 Aviator Wind Holdings, LLCDelaware10 Aviator Wind, LLCDelaware03 CMS Gas Transmission CompanyMichigan04 CMS International Ventures, L.L.C. (37.01%)Â Â Â Â (See Exhibit A for list of subsidiaries)Michigan03 CMS International Ventures, L.L.C. (61.49%)Â Â Â Â (See Exhibit A for list of subsidiaries)Michigan03 HYDRAâ€‘CO Enterprises, Inc.Â Â Â Â (See Exhibit B for list of subsidiaries)New York02 CMS Treasury Services, LLCMichigan02 Consumers Energy CompanyMichiganConducts business under the following assumed names: Consumers Business Energy ServicesConsumers EnergyConsumers Energy Business ServicesConsumers Energy ConsultantsConsumers Energy Contractor NetworkConsumers Energy Dealer NetworkConsumers Energy FinanceConsumers Energy Fitness AuditsConsumers Energy GroupConsumers Energy HouseCallConsumers Energy HouseCall ServicesConsumers Energy ManagementConsumers Energy ResourcesConsumers Energy Security ServicesConsumers Energy ServicesConsumers Energy SystemsNAME of COMPANYJURISDICTION of ORGANIZATIONConsumers Energy TradersConsumers PowerConsumers Power CompanyLaboratory Commercial ServicesLaboratory ServicesMichigan Gas StorageMichigan Gas Storage CompanyTechnical Training CentersZeeland Power Company03 CMS Engineering Co.Michigan03 Consumers 2014 Securitization Funding LLCDelaware03 Consumers Campus Holdings, LLCMichigan03 Consumers Receivables Funding II, LLCDelaware03 ES Services CompanyMichigan03 Consumers 2023 Securitization Funding LLCDelawareExhibit ASubsidiaries of CMS International Ventures, L.L.C. (98.5%)NAME of COMPANYJURISDICTION of ORGANIZATION04 CMS Electric & Gas, L.L.C.Michigan05 CMS Venezuela, S.A.Venezuela05 ENELMAR S.A.VenezuelaExhibit BSubsidiaries of HYDRAâ€‘CO Enterprises, Inc.NAME of COMPANYJURISDICTION of ORGANIZATION04 CMS Generation Filer City, Inc.Michigan05 T.E.S. Filer City Station Limited Partnership (50%)Michigan04 CMS Generation Filer City Operating LLCMichigan04 CMS Generation Genesee CompanyMichigan05 Genesee Power Station Limited Partnership (1% GP)Delaware04 CMS Generation Grayling CompanyMichigan05 Grayling Generating Station Limited Partnership (1% GP)Michigan06 AJD Forest Products Limited Partnership (49.5% LP)Michigan06 GGS Holdings

CompanyMichigan07 AJD Forest Products Limited Partnership (0.5% GP)Michigan05 Grayling Partners Land Development, L.L.C. (1%)Michigan04 CMS Generation Grayling Holdings CompanyMichigan05 Grayling Generating Station Limited Partnership (49% LP)Michigan06 AJD Forest Products Limited Partnership (49.5%LP)Michigan06 GGS Holdings CompanyMichigan07 AJD Forest Products Limited Partnership (0.5% GP)Michigan05 Grayling Partners Land Development, L.L.C. (49%)Michigan04 CMS Generation Holdings CompanyMichigan05 Genesee Power Station Limited Partnership (48.75% LP)Delaware05 GPS Newco, L.L.C. (50%)Kansas06 Genesee Power Station Limited Partnership (0.5% LP)Delaware04 CMS Generation Michigan Power L.L.C.Michigan05 Kalamazoo Holdco, LLCMichigan05 Kalamazoo Generating Station, LLCMichigan05 Livingston Holdco, LLCMichigan05 Livingston Generating Station, LLCMichigan04 CMS Generation Operating Company II, Inc.New York04 CMS Generation Operating LLCMichigan04 CMS Generation Recycling CompanyMichigan05 Mid-Michigan Recycling, L.C. (50%)Michigan04 Craven County Wood Energy Limited Partnership (44.99% LP)Delaware04 Dearborn Generation Operating, L.L.C.Michigan04 HCE-Biopower, Inc.New York05 IPP Investment Partnership (51%)06 Craven County Wood Energy Limited Partnership (0.01% LP)Delaware04 IPP Investment Partnership (49%)05 Craven County Wood Energy Limited Partnership (0.01% LP)Delaware04 New Bern Energy Recovery, Inc.Delaware05 Craven County Wood Energy Limited Partnership (5% GP)Delaware EX-23.1 4 cms10k20241231_ex23-1.htm EXHIBIT 23.1 - CONSENT (CMS ENERGY) DocumentExhibitÂ 23.1Consent of Independent Registered Public Accounting FirmWe hereby consent to the incorporation by reference in the Registration Statements on FormsÂ Sâ€‘3 (Nos.Â 333â€‘275106 and 333-270060) and Sâ€‘8 (No.Â 333â€‘238842) of CMSÂ Energy Corporation of our report dated FebruaryÂ 11, 2025 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this FormÂ 10â€‘K./s/ PricewaterhouseCoopersÂ LLPDetroit, MichiganFebruaryÂ 11, 2025 EX-23.2 5 cms10k20241231_ex23-2.htm EXHIBIT 23.2 - CONSENT (CONSUMERS) DocumentExhibitÂ 23.2Consent of Independent Registered Public Accounting FirmWe hereby consent to the incorporation by reference in the Registration Statement on FormÂ Sâ€‘3 (No.Â 333â€‘270060â€‘01) of Consumers Energy Company of our report dated FebruaryÂ 11, 2025 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this FormÂ 10â€‘K./s/ PricewaterhouseCoopersÂ LLPDetroit, MichiganFebruaryÂ 11, 2025 EX-31.1 6 cms10k20241231_ex31-1.htm EXHIBIT 31.1 - CEO 302 CERTIFICATION (CMS ENERGY) DocumentExhibitÂ 31.1Certification of Garrick J. RochowI, Garrick J. Rochow, certify that:1.I have reviewed this annual report on FormÂ 10â€‘K of CMSÂ Energy Corporation;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 registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13aâ€‘15(e) and 15dâ€‘15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13aâ€‘15(f) and 15dâ€‘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 registrantâ€™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; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Dated: February 11, 2025By:/s/ Garrick J. RochowGarrick J. RochowPresident and Chief Executive Officer EX-31.2 7 cms10k20241231_ex31-2.htm EXHIBIT 31.2 - CFO 302 CERTIFICATION (CMS ENERGY) DocumentExhibitÂ 31.2Certification of Rejji P. HayesI, Rejji P. Hayes, certify that:1.I have reviewed this annual report on FormÂ 10â€‘K of CMSÂ Energy Corporation;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 registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13aâ€‘15(e) and 15dâ€‘15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13aâ€‘15(f) and 15dâ€‘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 registrantâ€™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; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Dated: February 11, 2025By:/s/ Rejji P. HayesRejji P. HayesExecutive Vice President and Chief Financial Officer EX-31.3 8 cms10k20241231_ex31-3.htm EXHIBIT 31.3 - CEO 302 CERTIFICATION (CONSUMERS) DocumentExhibitÂ 31.3Certification of Garrick J. RochowI, Garrick J. Rochow, certify that:1.I have reviewed this annual report on FormÂ 10â€‘K of Consumers Energy Company;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 registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13aâ€‘15(e) and 15dâ€‘15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13aâ€‘15(f) and 15dâ€‘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 registrantâ€™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; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Dated: February 11, 2025By:/s/ Garrick J. RochowGarrick J. RochowPresident and Chief Executive Officer EX-31.4 9 cms10k20241231_ex31-4.htm EXHIBIT 31.4 - CFO 302 CERTIFICATION (CONSUMERS) DocumentExhibitÂ 31.4Certification of Rejji P. HayesI, Rejji P. Hayes, certify that:1.I have reviewed this annual report on FormÂ 10â€‘K of Consumers Energy Company;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 registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13aâ€‘15(e) and 15dâ€‘15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13aâ€‘15(f) and 15dâ€‘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 registrantâ€™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; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Dated: February 11, 2025By:/s/ Rejji P. HayesRejji P. HayesExecutive Vice President and Chief Financial Officer EX-32.1 10 cms10k20241231_ex32-1.htm EXHIBIT 32.1 - 906 CERTIFICATION (CMS ENERGY) DocumentExhibitÂ 32.1Certification of CEO and CFO Pursuant to 18Â U.S.C. SectionÂ 1350, as Adopted Pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002In connection with the Annual Report on FormÂ 10â€‘K of CMSÂ Energy Corporation (the â€œCompanyâ€) for the annual period ended DecemberÂ 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), Garrick J. Rochow, as President and Chief Executive Officer of the Company, and Rejji P. Hayes, as Executive Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18Â U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act ofÂ 2002, that, to the best of his knowledge:1.The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act ofÂ 1934; and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company./s/ Garrick J. RochowName:Garrick J. RochowTitle:President and Chief Executive OfficerDate:February 11, 2025/s/ Rejji P. HayesName:Rejji P. HayesTitle:Executive Vice President and Chief Financial OfficerDate:February 11, 2025 EX-32.2 11 cms10k20241231_ex32-2.htm EXHIBIT 32.2 - 906 CERTIFICATION (CONSUMERS) DocumentExhibitÂ 32.2Certification of CEO and CFO Pursuant to 18Â U.S.C. SectionÂ 1350, as Adopted Pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002In connection with the Annual Report on FormÂ 10â€‘K of Consumers Energy Company (the â€œCompanyâ€) for the annual period ended DecemberÂ 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), Garrick J. Rochow, as President and Chief Executive Officer of the Company, and Rejji P. Hayes, as Executive Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18Â U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act ofÂ 2002, that, to the best of his knowledge:1.The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act ofÂ 1934; and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company./s/ Garrick J. RochowName:Garrick J. RochowTitle:President and Chief Executive OfficerDate:February 11, 2025/s/ Rejji P. HayesName:Rejji P. HayesTitle:Executive Vice President and Chief Financial OfficerDate:February 11, 2025 EX-101.SCH 12 cms-20241231.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 0000002 - Document - Audit Information link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CMS Energy Corporation Consolidated Statements of Income link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CMS Energy Corporation Consolidated Statements of Income (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CMS Energy Corporation Consolidated Statements of Comprehensive Income link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CMS Energy Corporation Consolidated Statements of Comprehensive Income (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CMS Energy Corporation Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - CMS Energy Corporation Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952157 - Statement - CMS Energy Corporation Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952158 - Statement - CMS Energy Corporation Consolidated Statements of Changes in Equity link:presentationLink link:calculationLink link:definitionLink 9952159 - Statement - Consumers Energy Company Consolidated Statements of Income link:presentationLink link:calculationLink link:definitionLink 9952160 - Statement - Consumers Energy Company Consolidated Statements of Comprehensive Income link:presentationLink link:calculationLink link:definitionLink 9952161 - Statement - Consumers Energy Company Consolidated Statements of Comprehensive Income (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952162 - Statement - Consumers Energy Company Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952163 - Statement - Consumers Energy Company Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952164 - Statement - Consumers Energy Company Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952165 - Statement - Consumers Energy Company Consolidated Statements of Changes in Equity link:presentationLink link:calculationLink link:definitionLink 9952166 - Statement - CMS Energy Corporation Consolidated Statements of Income (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952167 - Statement - CMS Energy Corporation Consolidated Statements of Comprehensive Income - Alternative Calculations link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Regulatory Matters link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Contingencies and Commitments link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - Financings and Capitalization

link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - Financial Instruments link:presentationLink link:calculationLink link:definitionLink 9952174 - Disclosure - Plant, Property, and Equipment link:presentationLink link:calculationLink link:definitionLink 9952175 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 9952176 - Disclosure - Asset Retirement Obligations link:presentationLink link:calculationLink link:definitionLink 9952177 - Disclosure - Retirement Benefits link:presentationLink link:calculationLink link:definitionLink 9952178 - Disclosure - Stock-based Compensation link:presentationLink link:calculationLink link:definitionLink 9952179 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952180 - Disclosure - Earnings Per Share - CMS Energy link:presentationLink link:calculationLink link:definitionLink 9952181 - Disclosure - Revenue link:presentationLink link:calculationLink link:definitionLink 9952182 - Disclosure - Other Income and Other Expense link:presentationLink link:calculationLink link:definitionLink 9952183 - Disclosure - Reportable Segments link:presentationLink link:calculationLink link:definitionLink 9952184 - Disclosure - Related party Transactions - Consumers link:presentationLink link:calculationLink link:definitionLink 9952185 - Disclosure - Variable Interest Entities link:presentationLink link:calculationLink link:definitionLink 9952186 - Disclosure - Exit Activities and Asset Sales link:presentationLink link:calculationLink link:definitionLink 9952187 - Disclosure - Schedule I - Condensed Financial Information of Registrant link:presentationLink link:calculationLink link:definitionLink 9952188 - Disclosure - Schedule II - Valuation and Qualifying Accounts and Reserves link:presentationLink link:calculationLink link:definitionLink 9955511 - Disclosure - Significant Accounting Policies (Policy) link:presentationLink link:calculationLink link:definitionLink 9955512 - Disclosure - Regulatory Matters (Tables) link:presentationLink link:calculationLink link:definitionLink 9955513 - Disclosure - Contingencies and Commitments (Tables) link:presentationLink link:calculationLink link:definitionLink 9955514 - Disclosure - Financings and Capitalization (Tables) link:presentationLink link:calculationLink link:definitionLink 9955515 - Disclosure - Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 9955516 - Disclosure - Financial Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 9955517 - Disclosure - Plant, Property, and Equipment (Tables) link:presentationLink link:calculationLink link:definitionLink 9955518 - Disclosure - Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 9955519 - Disclosure - Asset Retirement Obligations (Tables) link:presentationLink link:calculationLink link:definitionLink 9955520 - Disclosure - Retirement Benefits (Tables) link:presentationLink link:calculationLink link:definitionLink 9955521 - Disclosure - Stock-based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 9955522 - Disclosure - Income Taxes (Tables) link:presentationLink link:calculationLink link:definitionLink 9955523 - Disclosure - Earnings Per Share - CMS Energy (Tables) link:presentationLink link:calculationLink link:definitionLink 9955524 - Disclosure - Revenue (Tables) link:presentationLink link:calculationLink link:definitionLink 9955525 - Disclosure - Other Income and Other Expense (Tables) link:presentationLink link:calculationLink link:definitionLink 9955526 - Disclosure - Reportable Segments (Tables) link:presentationLink link:calculationLink link:definitionLink 9955527 - Disclosure - Related party Transactions - Consumers (Tables) link:presentationLink link:calculationLink link:definitionLink 9955528 - Disclosure - Variable Interest Entities (Tables) link:presentationLink link:calculationLink link:definitionLink 9955529 - Disclosure - Exit Activities and Asset Sales (Tables) link:presentationLink link:calculationLink link:definitionLink 9955530 - Disclosure - Regulatory Matters (Schedule of Regulatory Assets and Liabilities) (Details) link:presentationLink link:calculationLink link:definitionLink 9955531 - Disclosure - Regulatory Matters (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955532 - Disclosure - Regulatory Matters (Schedule of Liabilities for PSCR and GCR Overrecoveries) (Details) link:presentationLink link:calculationLink link:definitionLink 9955533 - Disclosure - Contingencies and Commitments (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955534 - Disclosure - Contingencies and Commitments (Schedule of Remediation and Other Response Activity Costs by Year) (Details) link:presentationLink link:calculationLink link:definitionLink 9955535 - Disclosure - Contingencies and Commitments (Summary of Guarantees) (Details) link:presentationLink link:calculationLink link:definitionLink 9955536 - Disclosure - Contingencies and Commitments (Schedule of Contractual Purchase Obligations) (Details) link:presentationLink link:calculationLink link:definitionLink 9955537 - Disclosure - Financings and Capitalization (Summary of Long-Term Debt) (Details) link:presentationLink link:calculationLink link:definitionLink 9955538 - Disclosure - Financings and Capitalization (Major Long-Term Debt Issuances and Retirements) (Details) link:presentationLink link:calculationLink link:definitionLink 9955539 - Disclosure - Financings and Capitalization (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955540 - Disclosure - Financings and Capitalization (Schedule of Debt Maturities) (Details) link:presentationLink link:calculationLink link:definitionLink 9955541 - Disclosure - Financings and Capitalization (Schedule of Revolving Credit Facilities) (Details) link:presentationLink link:calculationLink link:definitionLink 9955542 - Disclosure - Financings and Capitalization (Schedule of Supplier Finance Program) (Details) link:presentationLink link:calculationLink link:definitionLink 9955543 - Disclosure - Financings and Capitalization (Schedule of Forward Stock Contracts) (Details) link:presentationLink link:calculationLink link:definitionLink 9955544 - Disclosure - Financings and Capitalization (Schedule of Preferred Stock) (Details) link:presentationLink link:calculationLink link:definitionLink 9955545 - Disclosure - Fair Value Measurements (Summary of Assets and Liabilities Measured at Fair Value on a Recurring Basis) (Details) link:presentationLink link:calculationLink link:definitionLink 9955546 - Disclosure - Financial Instruments (Schedule of Carrying Amounts and Fair Values of Financial Instruments) (Details) link:presentationLink link:calculationLink link:definitionLink 9955547 - Disclosure - Financial Instruments (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955548 - Disclosure - Plant, Property, and Equipment (Schedule of Property, Plant and Equipment) (Details) link:presentationLink link:calculationLink link:definitionLink 9955549 - Disclosure - Plant, Property, and Equipment (Summary of Finite-Lived Intangible Assets by Major Class) (Details) link:presentationLink link:calculationLink link:definitionLink 9955550 - Disclosure - Plant, Property, and Equipment (Summary of Average Capitalization Rates) (Details) link:presentationLink link:calculationLink link:definitionLink 9955551 - Disclosure - Plant, Property, and Equipment (Schedule of Finance Leases and Other Financing Obligations) (Details) link:presentationLink link:calculationLink link:definitionLink 9955552 - Disclosure - Plant, Property, and Equipment (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955553 - Disclosure - Plant, Property, and Equipment (Summary of Accumulated Depreciation and Amortization) (Details) link:presentationLink link:calculationLink link:definitionLink 9955554 - Disclosure - Plant, Property, and Equipment (Summary of Composite Depreciation Rates for Properties) (Details) link:presentationLink link:calculationLink link:definitionLink 9955555 - Disclosure - Plant, Property, and Equipment (Summary of Depreciation and Amortization Expense) (Details) link:presentationLink link:calculationLink link:definitionLink 9955556 - Disclosure - Plant, Property, and Equipment (Schedule of Estimated Amortization Expense for Intangibles) (Details) link:presentationLink link:calculationLink link:definitionLink 9955557 - Disclosure - Plant, Property, and Equipment (Summary of Jointly Owned Regulated Utility Facilities) (Details) link:presentationLink link:calculationLink link:definitionLink 9955558 - Disclosure - Leases (Summary of Lease Right-of-Use Assets and Liabilities) (Details) link:presentationLink link:calculationLink link:definitionLink 9955559 - Disclosure - Leases (Schedule of Lease Cost) (Details) link:presentationLink link:calculationLink link:definitionLink 9955560 - Disclosure - Leases (Schedule of Lessee Cash Flows) (Details) link:presentationLink link:calculationLink link:definitionLink 9955561 - Disclosure - Leases (Summary of Minimum Annual Rental Commitments) (Details) link:presentationLink link:calculationLink link:definitionLink 9955561 - Disclosure - Leases (Summary of Minimum Annual Rental Commitments) (Details) link:presentationLink link:calculationLink link:definitionLink 9955562 - Disclosure - Leases (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955563 - Disclosure - Leases (Schedule of Future Payments to be Received) (Details) link:presentationLink link:calculationLink link:definitionLink 9955564 - Disclosure - Asset Retirement Obligations (Details) link:presentationLink link:calculationLink link:definitionLink 9955565 - Disclosure - Retirement Benefits (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955566 - Disclosure - Retirement Benefits (Schedule of SERP Trust Assets, ABO and Contributions) (Details) link:presentationLink link:calculationLink link:definitionLink 9955567 - Disclosure - Retirement Benefits (Schedule of Assumptions Used) (Details) link:presentationLink link:calculationLink link:definitionLink 9955568 - Disclosure - Retirement Benefits (Schedule of Net Benefit Costs) (Details) link:presentationLink link:calculationLink link:definitionLink 9955569 - Disclosure - Retirement Benefits (Schedule of Funded Status of Retirement Benefit Plans) (Details) link:presentationLink link:calculationLink link:definitionLink 9955570 - Disclosure - Retirement Benefits (Schedule of Retirement Benefit Plan Assets (Liabilities)) (Details) link:presentationLink link:calculationLink link:definitionLink 9955571 - Disclosure - Retirement Benefits (Schedule of Net Periodic Benefit Cost Not yet Recognized) (Details) link:presentationLink link:calculationLink link:definitionLink 9955572 - Disclosure - Retirement Benefits (Schedule of Allocation of Plan Assets) (Details) link:presentationLink link:calculationLink link:definitionLink 9955573 - Disclosure - Retirement Benefits (Schedule of Asset Allocation) (Details) link:presentationLink link:calculationLink link:definitionLink 9955574 - Disclosure - Retirement Benefits (Schedule of Expected Benefit Payments) (Details) link:presentationLink link:calculationLink link:definitionLink 9955575 - Disclosure - Stock-based Compensation (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955576 - Disclosure - Stock-based Compensation (Schedule of Restricted Stock Activity) (Details) link:presentationLink link:calculationLink link:definitionLink 9955577 - Disclosure - Stock-based Compensation (Schedule of Restricted Stock Activity - Granted) (Details) link:presentationLink link:calculationLink link:definitionLink 9955578 - Disclosure - Stock-based Compensation (Schedule of Significant Assumptions Used to Estimate Fair Value of Market-based Restricted Stock Awards) (Details) link:presentationLink link:calculationLink link:definitionLink 9955579 - Disclosure - Stock-based Compensation (Summary of Weighted-average Grant-date Fair Value) (Details) link:presentationLink link:calculationLink link:definitionLink 9955580 - Disclosure - Stock-based Compensation (Schedule of Amounts Related to Restricted Stock Awards and Restricted Stock Units) (Details) link:presentationLink link:calculationLink link:definitionLink 9955581 - Disclosure - Income Taxes (Schedule of Effective Income Rate Reconciliation) (Details) link:presentationLink link:calculationLink link:definitionLink 9955582 - Disclosure - Income Taxes (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955583 - Disclosure - Income Taxes (Summary of Significant Components of Income Tax Expense) (Details) link:presentationLink link:calculationLink link:definitionLink 9955584 - Disclosure - Income Taxes (Summary of Principal Components of Deferred Income Tax Assets and Liabilities) (Details) link:presentationLink link:calculationLink link:definitionLink 9955585 - Disclosure - Income Taxes (Summary of Loss and Credit Carryforwards) (Details) link:presentationLink link:calculationLink link:definitionLink 9955586 - Disclosure - Income Taxes (Schedule of Reconciliation of Uncertain Tax Benefits) (Details) link:presentationLink link:calculationLink link:definitionLink 9955587 - Disclosure - Earnings Per Share - CMS Energy (Basic And Diluted EPS Computations) (Details) link:presentationLink link:calculationLink link:definitionLink 9955588 - Disclosure - Revenue (Disaggregation of Revenue) (Details) link:presentationLink link:calculationLink link:definitionLink 9955589 - Disclosure - Revenue (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955590 - Disclosure - Other Income and Other Expense (Summary of Components of Other Income and Other Expense) (Details) link:presentationLink link:calculationLink link:definitionLink 9955591 - Disclosure - Reportable Segments (Schedule of Financial Information by Reportable Segments, CMS Energy, including Consumers) (Details) link:presentationLink link:calculationLink link:definitionLink 9955592 - Disclosure - Reportable Segments (Schedule of Financial Information by Reportable Segments, Consumers) (Details) link:presentationLink link:calculationLink link:definitionLink 9955593 - Disclosure - Related party Transactions - Consumers (Details) link:presentationLink link:calculationLink link:definitionLink 9955594 - Disclosure - Variable Interest Entities (Summary of VIE Information) (Details) link:presentationLink link:calculationLink link:definitionLink 9955595 - Disclosure - Variable Interest Entities (Schedule of Variable Interest Entities) (Details) link:presentationLink link:calculationLink link:definitionLink 9955596 - Disclosure - Variable Interest Entities (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955597 - Disclosure - Exit Activities and Asset Sales (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955598 - Disclosure - Exit Activities and Asset Sales (Schedule of Retention Benefit Liability Roll Forward) (Details) link:presentationLink link:calculationLink link:definitionLink 9955599 - Disclosure - Schedule I - Condensed Financial Information of Registrant (Condensed Statements of Income) (Details) link:presentationLink link:calculationLink link:definitionLink 9955600 - Disclosure - Schedule I - Condensed Financial Information of Registrant (Condensed Statements of Income - Parenthetical) (Details) link:presentationLink link:calculationLink link:definitionLink 9955601 - Disclosure - Schedule I - Condensed Financial Information of Registrant (Condensed Statements Of Cash Flows) (Details) link:presentationLink link:calculationLink link:definitionLink 9955602 - Disclosure - Schedule I - Condensed Financial Information of Registrant (Condensed Balance Sheets) (Details) link:presentationLink link:calculationLink link:definitionLink 9955603 - Disclosure - Schedule I - Condensed Financial Information of Registrant (Narrative) (Details) link:presentationLink link:calculationLink link:definitionLink 9955604 - Disclosure - Schedule II - Valuation and Qualifying Accounts and Reserves (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 13 cms-20241231_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 14 cms-20241231_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 15 cms-20241231_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Operating Leases Lessee, Operating Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] 2026 Defined Benefit Plan, Expected Future Benefit Payment, Year Two Adjustments to reconcile net income to net cash provided by operating activities Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Related party Transactions - Consumers Related Party Transactions Disclosure [Text Block] Retirement of debt Payment for purchase of first mortgage bonds Retirement of long-term debt Repayments of Long-Term Debt Arkansas State Tax Authority Arkansas State Tax Authority [Member] Arkansas State Tax Authority Schedule of Net Periodic Benefit Cost Not Yet Recognized Schedule Of Net Periodic Benefit Cost Not Yet Recognized Including Regulatory Assets And Liabilities [Table Text Block] Schedule Of Net Periodic Benefit Cost Not Yet Recognized Including Regulatory Assets And Liabilities Income tax expense at statutory rate Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Summary of Average Capitalization Rates Public Utilities, Allowance For Funds Used During Construction Average Rate [Table Text Block] Tabular disclosure of the average rate of allowance for funds used during construction. 3.100% First Mortgage Bonds Due 2050 Three Point One Zero Zero Percent First Mortgage Bonds Due 2050 [Member] Three Point One Zero Zero Percent First Mortgage Bonds Due 2050 [Member] Other income Other income Other Nonoperating Income Cover page. Cover [Abstract] 2028 and thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Net Increase (Decrease) in Cash and Cash Equivalents,Â Including Restricted Amounts Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Income Tax Authority [Domain] Income Tax Jurisdiction [Domain] Leases Lessee And Lessor Leases [Text Block] Lessee And Lessor Leases [Text Block] Condensed Income Statements, Captions [Line Items] Condensed Income Statements, Captions [Line Items] Trading Symbol Trading symbol Trading Symbol Cash transactions Cash Transactions [Abstract] Cash Transactions 2029 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Five Comprehensive Income Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest Derivative instruments Derivative Asset, Subject to Master Netting Arrangement, before Offset Non-NEOs Non-NEOs [Member] Income tax benefit recognized Share-Based Payment Arrangement, Expense, Tax Benefit Proceeds from government grant Proceeds From Government Grant Cash grant received from government during the current period. Common stocks Defined Benefit Plan, Equity Securities, Common Stock [Member] Dividends declared per common share (in dollars per share) Common Stock, Dividends, Per Share, Declared 2027 Defined Benefit Plan, Expected Future Benefit Payment, Year Three Other Nonâ‘current Assets Regulated Entity, Other Assets, Noncurrent [Abstract] Accounts receivable and accrued revenue, allowance Accounts Receivable, Allowance for Credit Loss, Current Summary of Minimum Annual Rental Commitments Lessee Operating Lease Liability And Finance Lease Liability Maturity [Table Text Block] Lessee Operating Lease Liability And Finance Lease Liability Maturity [Table Text Block] Leasing income Lease Income Distributions to noncontrolling interests Noncontrolling Interest, Decrease from Distributions to Noncontrolling Interest Holders Disposal Group Name [Domain] Disposal Group Name [Domain] Deferred income taxes Deferred Income Taxes and Tax Credits [Abstract] Cost of removal Removal Costs [Member] Employee benefits Deferred Tax Liabilities Postretirement Benefits Amount of deferred tax consequences attributable to taxable temporary differences derived from postretirement benefits. 2026 Lessor, Operating Lease, Payment to be Received, Year Two Line of Credit Facility [Table] Line of Credit Facility [Table] Amended requested annual rate increase Public Utilities, Requested Rate Increase (Decrease), Amended, Amount EPS Earnings Per Share, Policy [Policy Text Block] Inventory Inventory, Policy [Policy Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Income (Loss) From Continuing Operations Income from continuing operations Income (Loss) from Continuing Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest Petroleum Reserves [Axis] Petroleum Reserves [Axis] Award Timing Disclosures [Line Items] Investment, Name [Domain] Investment, Name [Domain] Forward contracts entered into 12/16/2024 Forward Contracts Entered Into December 16, 2024 [Member] Forward Contracts Entered Into December 16, 2024 Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Residential Residential Utility Services [Member] Residential Utility Services [Member] Assets under finance leases Balance at beginning of period Balance at end of period Finance Lease, Right-of-Use Asset, before Accumulated Amortization Total common stockholdersâ€™ equity Total common stockholdersâ€™ equity Common Stockholdersâ€™ Equity Common Stockholdersâ€™ Equity Operating Lease, Liability, Noncurrent, Statement of

Financial Position [Extensible Enumeration] Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Additional annual rate increase authorized Public Utilities, Approved Rate Increase (Decrease), Amount Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] SEC Schedule, 12-09, Valuation Allowances and Reserves Type [Axis] SEC Schedule, 12-09, Valuation Allowances and Reserves Type [Axis] Construction Financing Agreement Construction Financing Agreement [Member] Construction Financing Agreement DBÂ Pension Plans and DBÂ SERP Pension And D B S E R P [Member] Pension And DB SERP [Member] Power Sales Agreement Power Sales Agreement [Member] Power Sales Agreement [Member] Inventories at average cost Inventory, Net [Abstract] Other Public Utilities, Property, Plant and Equipment, Other Property, Plant and Equipment Other Other non-current assets Other Assets, Noncurrent Unamortized loss on reacquired debt Loss on Reacquired Debt [Member] Leases [Abstract] Leases [Abstract] Gross cost Finite-Lived Intangible Assets, Gross Total regulatory assets Regulatory Asset Variable Interest Entities Variable Interest Entity Disclosure [Text Block] Supplier Finance Program [Domain] Supplier Finance Program [Domain] Unrecorded Unconditional Purchase Obligation by Category of Item Purchased [Axis] Unrecorded Unconditional Purchase Obligation by Category of Item Purchased [Axis] Operating Segments Operating Segments [Member] Gain on sale utilized as offset Gain (Loss) on Disposition of Business, Utilized As Offset To Revenue Deficiency Gain (Loss) on Disposition of Business, Utilized As Offset To Revenue Deficiency CERCLA Liability Cercla Liability [Member] CERCLA Liability [Member] Net cash provided by operating activities Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Cash Flows from Operating Activities Net Cash Provided by (Used in) Operating Activities [Abstract] Local net operating loss carryforwards Deferred Tax Assets, Operating Loss Carryforwards, State and Local Accretion Asset Retirement Obligation, Accretion Expense Award Timing Method Award Timing Method [Text Block] Net periodic credit Defined Benefit Plan, Net Periodic Benefit Cost (Credit) Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Restructuring Type [Axis] Restructuring Type [Axis] Variable lease income Operating Lease, Variable Lease Income 4.350% First Mortgage Bonds Due 2064 Four Point Three Five Zero Percent First Mortgage Bonds Due 2064 [Member] Four Point Three Five Zero Percent First Mortgage Bonds Due 2064 [Member] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Finance leases Finance Lease, Weighted Average Remaining Lease Term Insider Trading Policies and Procedures [Line Items] State and municipal bonds US States and Political Subdivisions Debt Securities [Member] Revision of Prior Period, Adjustment Revision of Prior Period, Adjustment [Member] Proceeds from sale of ASP business Proceeds from Divestiture of Businesses Use of Estimates Use of Estimates, Policy [Policy Text Block] Equity interests Debt Instrument, Collateral Amount Adjustment to Compensation, Amount Adjustment to Compensation Amount Other paid-in capital Additional Paid in Capital, Common Stock Compensation Amount Outstanding Recovery Compensation Amount CMSÂ Energy Corporation Depositary Shares, each representing a 1/1,000th interest in a share of 4.200% Cumulative Redeemable Perpetual Preferred Stock, Series C Series C Preferred Stock Depositary Shares Series C Preferred Stock Depositary Shares [Member] Series C Preferred Stock Depositary Shares Defined Benefit Plan, Roll Forwards [Abstract] Defined Benefit Plan, Roll Forwards [Abstract] Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Distribution Electric Distribution [Member] Preferred Stock $4.50 Series Preferred Stock $4.50 Series [Member] $4.50 Series [Member] Company Selected Measure Amount Company Selected Measure Amount Finance Leases and Other Financing Obligations, Rollforward [Roll Forward] Movement in Property, Plant and Equipment [Roll Forward] Debt issuance costs and financing fees Payments of Debt Issuance Costs Tabular List, Table Tabular List [Table Text Block] Fair Value, Inputs, Level 3 Level 3 Fair Value, Inputs, Level 3 [Member] Deductions SEC Schedule, 12-09, Valuation Allowances and Reserves, Deduction Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Accrual for environmental loss contingencies Accrual for Environmental Loss Contingencies Expected long-term rate of return on plan assets Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Expected Long-Term Rate of Return on Plan Assets Public Utility, Property, Plant and Equipment [Table] Public Utility, Property, Plant and Equipment [Table] Investment in debt securities â€“ intercompany Payments to Acquire Held-to-Maturity Securities 3.450% Senior Notes Due 2027 Three Point Four Five Zero Percent Senior Notes Due 2027 [Member] Three Point Four Five Zero Percent Senior Notes Due 2027 [Member] 3.600% Senior Notes Due 2025 Three Point Six Zero Zero Percent Senior Notes Due 2025 [Member] Three Point Six Zero Zero Percent Senior Notes Due 2025 [Member] Less discount Finance Lease, Liability, Undiscounted Excess Amount Impairment of Long-Lived Assets Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] Credit Facility [Domain] Credit Facility [Domain] General taxes Taxes, Miscellaneous Plant, property, and equipment, gross Plant, property, and equipment, gross Plant, property, and equipment, gross Public Utilities, Property Plant And Equipment And Finance Lease Right-Of-Use Asset, Before Accumulated Depreciation And Amortization And Construction Work In Progress Public Utilities, Property Plant And Equipment And Finance Lease Right-Of-Use Asset, Before Accumulated Depreciation And Amortization And Construction Work In Progress Prior service credit adjustment Other Comprehensive (Income) Loss, Defined Benefit Plan, Prior Service Cost (Credit), after Tax Lease liabilities arising from obtaining right-of-use assets Lessee, Lease, Right Of Use Assets [Abstract] Lessee, Lease, Right Of Use Assets Optional redemption price (in dollars per share) Preferred Stock, Redemption Price Per Share Financial Instruments [Line Items] Financial Instruments [Line Items] Financial Instruments [Line Items] Fixed-income securities Fixed Income Funds [Member] Less accumulated depreciation and amortization Accumulated depreciation and amortization Consumers accumulated depreciation and amortization Public Utilities, Property, Plant, and Equipment And Finance Lease Right-Of-Use Asset, Accumulated Depreciation And Amortization Public Utilities, Property, Plant, and Equipment And Finance Lease Right-Of-Use Asset, Accumulated Depreciation And Amortization Employee Stock Option Share-Based Payment Arrangement, Option [Member] Current income taxes Current Federal, State and Local, Tax Expense (Benefit) [Abstract] Depreciation expense â€“ plant, property, and equipment Depreciation 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Other financing costs Proceeds from (Payments for) Other Financing Activities Comprehensive Income Comprehensive Income Comprehensive Income (Loss), Net of Tax, Attributable to Parent DBÂ Pension Plans Pension Plan [Member] Retention Benefits Retention Benefits [Member] Retention Benefits [Member] Finance leases Finance Lease, Weighted Average Discount Rate, Percent Number of Shares (in shares) Forward Contract Indexed to Issuer's Equity, Shares Real asset investments Employee Benefit Plan, Real Estate [Member] 2025 Finance Lease, Liability, to be Paid, Year One Award Type [Axis] Award Type [Axis] Total net deferred income tax liabilities Deferred Tax Liabilities, Net Corporate debt Corporate Debt Securities [Member] Basic Earnings Per Average Common Share Earnings Per Share, Basic [Abstract] Restricted Cash and Cash Equivalents Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block] Total plant, property, and equipment Plant, property, and equipment, net Property, Plant and Equipment, Net Principal Debt Retirements (In Millions) Repayments of Debt ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag Total liabilities Liabilities Noncontrolling interests Equity, Attributable to Noncontrolling Interest Michigan State Tax Authority Michigan State Tax Authority [Member] Michigan State Tax Authority Convertible debt Convertible Debt [Member] Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share 3.190% First Mortgage Bonds Due 2024 Three Point One Nine Zero Percent First Mortgage Bonds Due 2024 [Member] Three Point One Nine Zero Percent First Mortgage Bonds Due 2024 [Member] Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Financial Instruments Fair Value of Financial Instruments and Investments in Debt and Equity Securities [Text Block] The entire disclosure of the fair value of financial instruments and investments in debt and equity securities. Retirement age requirement Retirement age requirement Participants in the plan include all regular full-time employees covered by the employee health care plan on the day before retirement at age 55 or older with at least ten full years of applicable continuous service. Regular full-time employees who qualify for Pension Plan disability retirement and have 15 years of applicable continuous service may also participate in the plan. Revolving Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Cash Flows from Investing Activities Net Cash Provided by (Used in) Investing Activities [Abstract] Related-party PPAs Related Parties Ppa [Member] Related Parties PPA [Member] Donations Donations The amount of donations made to charitable organizations during the period Pipelines and PPAs Pipelines And Power Purchase Agreements [Member] Pipelines And Power Purchase Agreements [Member] Inventory - RECs and Emission Allowances Emission Credits or Allowances, Policy [Policy Text Block] Current lease liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Finance leases Lessee, Finance Lease, Description [Abstract] Schedule of Restricted Stock Activity Nonvested Restricted Stock Shares Activity [Table Text Block] Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Site Contingency [Line Items] Site Contingency [Line Items] Incurred Asset Retirement Obligation, Liabilities Incurred Minimum annual rental payments to be received in year three Sales-Type and Direct Financing Leases, Payment to be Received, Year Three Guarantees And Other Contingencies [Table] Guarantees And Other Contingencies [Table] Guarantees And Other Contingencies [Table] Retirement years of service with disability Retirement years of service with disability Participants in the plan include all regular full-time employees covered by the employee health care plan on the day before retirement at age 55 or older with at least ten full years of applicable continuous service. Regular full-time employees who qualify for Pension Plan disability retirement and have 15 years of applicable continuous service may also participate in the plan. 3.350% Tax Exempt Revenue Bonds Due 2049 Three Point Three Five Zero Percent Tax Exempt Revenue Bonds Due 2049 [Member] One Point Eight Zero Zero Percent Tax Exempt Revenue Bonds Due 2049 [Member] Retirement Plan Name [Axis] Retirement Plan Name [Axis] Debt Instrument [Line Items] Debt Instrument [Line Items] Amortization of prior service credit, tax Other Comprehensive (Income) Loss, Defined Benefit Plan, Prior Service Cost (Credit), Reclassification Adjustment from AOCI, Tax Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] 3.000% Senior Notes Due 2026 Three Point Zero Zero Zero Percent Senior Notes Due 2026 [Member] Three Point Zero Zero Zero Percent Senior Notes Due 2026 [Member] Reductions for lapse of statute of limitations Unrecognized Tax Benefits, Reduction Resulting from Lapse of Applicable Statute of Limitations Weighted average shares - diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted 3.375% Convertible Senior Notes Due 2028 Three Point Three Seven Five Percent Convertible Senior Notes Due 2028 [Member] Three Point Three Seven Five Percent Convertible Senior Notes Due 2028 Regulatory Depreciation and Amortization Regulatory Depreciation and Amortization, Policy [Policy Text Block] Expected cost Restructuring and Related Cost, Expected Cost Condensed Financial Statements, Captions [Line Items] Condensed Financial Statements, Captions [Line Items] MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Total stockholdersâ€™ equity Equity, Attributable to Parent Total deferred income tax assets Deferred Tax Assets, Gross Cash and Cash Equivalents Cash and Cash Equivalents, Unrestricted Cash and Cash Equivalents, Policy [Policy Text Block] Environmental Remediation Contingency [Axis] Environmental Remediation Contingency [Axis] 2028 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Four Litigation Case [Axis] Litigation Case [Axis] Purchased and interchange power Utilities Operating Expense, Purchased Power Construction work in progress Construction in Progress, Gross Software development Software and Software Development Costs [Member] Plant, property, and equipment, gross Property, Plant And Equipment Gross, Excluding C W I P Amount before accumulated depreciation, depletion and amortization and construction in progress of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. Letters of Credit Outstanding Letters of Credit Outstanding, Amount Charged to Other Accounts SEC Schedule, 12-09, Valuation Allowances and Reserves, Additions, Charge to Other Account Plan cost, defined contribution plan Defined Contribution Plan, Cost Schedule of Change in Asset Retirement Obligation Schedule of Change in Asset Retirement Obligation [Table Text Block] 3.860% First Mortgage Bonds Due 2052 Three Point Eight Six Zero Percent First Mortgage Bonds Due 2052 [Member] Three Point Eight Six Zero Percent First Mortgage Bonds Due 2052 [Member] Minimum rental payments to be received thereafter Sales-Type and Direct Financing Leases, Payment to be Received, after Year Five Grayling Grayling [Member] Grayling [Member] Utility Plant [Domain] Utility Plant [Domain] Delta Township, Michigan, Solar Project Delta Township, Michigan, Solar Project [Member] Delta Township, Michigan, Solar Project Lease liabilities Lessee, Operating Lease Liabilities [Abstract] Lessee, Operating Lease Liabilities [Abstract] Number of shares authorized (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Sale of Stock [Domain] Sale of Stock [Domain] NorthStar Clean Energy NorthStar Clean Energy [Member] NorthStar Clean Energy Document Fiscal Period Focus Document Fiscal Period Focus Payables confirmed Supplier Finance Program, Obligation, Addition 2028 Long-Term Debt, Maturity, Year Four All Executive Categories All Executive Categories [Member] Schedule of Retention Benefit Liability Roll Forward Schedule of Restructuring Reserve by Type of Cost [Table Text Block] 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Service cost discount rate Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Service Cost Discount Rate The interest rate used in calculating the service cost of defined benefit plan net periodic benefit cost. ASSETS Assets [Abstract] Defined Benefit Plans and Other Postretirement Benefit Plans [Domain] Retirement Plan Type [Domain] MGP sites Manufactured Gas Plant [Member] Manufactured Gas Plant Payment of dividends on common and preferred stock Payments Of Ordinary Dividends, Common And Preferred Payments Of Ordinary Dividends, Common And Preferred Other Comprehensive Income Other Comprehensive Income (Loss), Net of Tax Expected dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Amortization of prior service credit Other Comprehensive (Income) Loss, Defined Benefit Plan, Prior Service Cost (Credit), Reclassification Adjustment from AOCI, after Tax Document Type Document Type Interest rate at period end Debt Instrument, Interest Rate, Effective Percentage Actuarial loss (gain) Defined Benefit Plan, Benefit Obligation, Actuarial Gain (Loss) Schedule of Financial Information by Reportable Segments Schedule of Segment Reporting Information, by Segment [Table Text Block] Software Computer Software, Intangible Asset [Member] Inventory - Impairment Inventory Impairment, Policy [Policy Text Block] Nonrelated Party Nonrelated Party [Member] Other Income (Expense) Other Income (Expense) Other Income and Expenses [Abstract] Schedule of Defined Benefit Plans Disclosures [Table] Defined Benefit Plan [Table] Estimated depreciable life in years, transmission Public Utilities, Property, Plant and Equipment, Transmission, Useful Life Notes receivable related party Notes Receivable, Related Parties, Fair Value Disclosure Notes Receivable, Related Parties, Fair Value Disclosure CMS Energy Parent Company [Member] Maximum Maximum [Member] 3.520% First Mortgage Bonds Due 2037 Three Point Five Two Zero Percent First Mortgage Bonds Due 2037 [Member] Three Point Five Two Zero Percent First Mortgage Bonds Due 2037 [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Finance lease costs Finance Lease Cost1 [Abstract] Finance Lease Cost1 [Abstract] Supplier financing program, payment period Supplier Finance Program, Payment Timing, Period Summary of Loss And Credit Carryforwards Summary Of Operating Loss And Tax Credit Carryforwards Table Text Block [Table Text Block] Tabular disclosure of (1) pertinent information, such as tax authority, amounts, and expiration dates, of net operating loss carryforwards, including an assessment of the likelihood of utilization and (2) tax credit carryforwards available to reduce future taxable income, including amounts, expiration dates, limitations on use and the related deferred tax assets and valuation allowances. Accounts payable Accounts Payable, Current 2.650 First Mortgage Bonds Due 2052 Two Point Six Five Zero Percent First Mortgage Bonds Due 2052 [Member] Two Point Six Five Zero Percent First Mortgage Bonds Due 2052 Schedule of Significant Assumptions Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Investment in debt securities â€“ intercompany Debt Securities, Held-to-Maturity, Amortized Cost, after Allowance for Credit Loss Total lease costs Lease, Cost Other Nonâ€‘current Assets Assets, Noncurrent [Abstract] Statistical Measurement [Axis] Statistical Measurement [Axis] Balance of payables under suppler financing program at beginning of period Balance of payables under suppler financing program at end of period Supplier Finance Program, Obligation Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Lessor, Lease, Description [Line Items] Lessor, Lease, Description [Line Items] Income (Loss) Before Income Taxes Income from continuing operations 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 Plant, property, and equipment Deferred Tax Liabilities, Property, Plant and Equipment Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Proceeds from sale of noncontrolling interest Proceeds from Divestiture of Interest in Subsidiaries and Affiliates Utility plant assets Utility Plant Assets [Member] Utility Plant Assets [Member] Variable lease costs Variable Lease, Cost Income Tax Benefits [Line Items] Income Tax Benefits [Line Items] Income Tax Benefits [Line Items] Power supply cost Power Supply Costs Power Supply Costs Award Timing Predetermined Award Timing Predetermined [Flag] Deferred credits Defined Benefit Plan, Deferred Credits Defined Benefit Plan, Deferred Credits Subsequent Event Type [Domain] Subsequent Event Type [Domain] Dilutive nonvested stock awards (in shares) Incremental Common Shares Attributable to Dilutive Effect of Nonvested Shares with Forfeitable Dividends Investment, Name [Axis] Investment, Name [Axis] Retirement Plan Assumptions [Axis] Retirement Plan Assumptions [Axis] Retirement Plan Assumptions Prior service cost (credit) Defined Benefit Plan, Amortization of Prior Service Cost (Credit) Forecast Forecast [Member] Diluted earnings per average common share (in dollars per share) Earnings Per Share, Diluted NorthStar Clean Energy's Supplier Financing Program NorthStar Clean Energy's Supplier Financing Program [Member] NorthStar Clean Energy's Supplier Financing Program PPA maximum quantity

required Unrecorded Unconditional Purchase Obligation, Maximum Quantity Consumers Utility Revenue Revenue from Contract with Customer [Policy Text Block] Schedule of Estimated Amortization Expense for Intangibles Finite-Lived Intangible Assets Amortization Expense [Table Text Block] Volatility Mechanism Volatility Mechanism [Member] Volatility Mechanism Total current income tax expense Current Income Tax Expense (Benefit) Regulatory Liability [Domain] Regulatory Liability [Domain] Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Ownership [Axis] Ownership [Axis] Other property Other Property [Member] 4.700% First Mortgage Bonds Due 2030 Four Point Seven Zero Zero Percent First Mortgage Bonds Due 2030 [Member] Four Point Seven Zero Zero Percent First Mortgage Bonds Due 2030 Retirement Benefits [Abstract] Retirement Benefits [Abstract] Contribution range Defined Contribution Plan, Employer Matching Contribution, Percent of Employees' Gross Pay Non-Michigan Jurisdiction Non-Michigan Jurisdiction [Member] Non-Michigan Jurisdiction Year End Through March 2025 Year End Through March 2025 [Member] Year End Through March 2025 Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Fuel for electric generation Utilities Operating Expense, Fuel Used Notes payable â€“ intercompany Notes Payable, Noncurrent Other Deferred Tax Liabilities, Other Fair value of shares that vested during the year Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Net Income Net Income Net income (loss) Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Financing And Capitalization [Line Items] Financing And Capitalization [Line Items] Financing And Capitalization [Line Items] 3.680% First Mortgage Bonds Due 2027 Three Point Six Eight Zero Percent First Mortgage Bonds Due 2027 [Member] Three Point Six Eight Zero Percent First Mortgage Bonds Due 2027 [Member] Indemnity obligations from stock and asset sale agreements Indemnification Agreement [Member] Guarantor Obligations, Nature [Domain] Guarantor Obligations, Nature [Domain] Income Tax Expense Income tax expense Income tax expense (benefit) Income Tax Expense (Benefit) Interest cost Defined Benefit Plan, Interest Cost Number of former MGPs Number Of Former Manufactured Gas Plants Number Of Former Manufactured Gas Plants Unrecognized compensation cost recognition period Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Revenue recognized from contracts with customers Revenue from Contract with Customer, Excluding Assessed Tax Other non-utility property Property, Plant and Equipment, Other, Gross Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Interest Charges Interest Expense, Operating and Nonoperating [Abstract] Plan Assets Excluding Pooled Funds Plan Assets Excluding Pooled Funds [Member] Plan Assets Excluding Pooled Funds [Member] Financial Instruments [Table] Financial Instruments [Table] Financial Instruments [Table] Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Income Tax Authority [Axis] Income Tax Jurisdiction [Axis] Franchises and consents Franchise Rights [Member] Current accounts receivable and notes receivable Accounts Receivable, Before Allowance For Credit Loss, And Notes Receivable, Current Accounts Receivable, Before Allowance For Credit Loss, And Notes Receivable, Current Impairment of Equity Method Investments Equity Method Investments [Policy Text Block] Estimated depreciable life in years, other Public Utilities, Property, Plant and Equipment, Other Property Plant and Equipment, Useful Life Pension Plan B Inactive Pension Plan [Member] Inactive Pension Plan [Member] All Adjustments to Compensation All Adjustments to Compensation [Member] Short-term Debt, Type [Domain] Short-Term Debt, Type [Domain] Maximum Obligation Maximum potential obligation Guarantor Obligations, Maximum Exposure, Undiscounted Summary of Components of Other Income and Other Expense Schedule of Other Nonoperating Income (Expense) [Table Text Block] Tax Credit Carryforward [Axis] Tax Credit Carryforward [Axis] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Legal Entity [Axis] Legal Entity [Axis] Sales-type and Direct Financing Leases, Lease Receivable, Fiscal Year Maturity [Abstract] Sales-Type and Direct Financing Leases, Payment to be Received, Fiscal Year Maturity [Abstract] Solar Projects Solar Projects [Member] Solar Projects Dividends paid SEC Schedule, 12-04, Cash Dividends Paid to Registrant, Consolidated Subsidiaries Regulatory Asset [Axis] Regulatory Asset [Axis] Schedule Of Financing And Capitalization [Table] Schedule Of Financing And Capitalization [Table] Schedule Of Financing And Capitalization [Table] Leasing income Operating Lease, Lease Income Scenario [Domain] Scenario [Domain] Related Party Transaction [Axis] Related Party Transaction [Axis] Total minimum lease payments Lessor, Operating Lease, Payment to be Received 5.380% First Mortgage Bonds Due 2037 Five Point Three Eight Zero Percent First Mortgage Bonds Due 2037 [Member] Five Point Three Eight Zero Percent First Mortgage Bonds Due 2037 Derivative instruments Accumulated Gain (Loss), Net, Cash Flow Hedge, Parent [Member] Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Guarantees Guarantee Type, Other [Member] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Defined Benefit Plan, Plan Assets, Category [Domain] Defined Benefit Plan, Plan Assets, Category [Domain] Defined Benefit Plan Disclosure [Line Items] Defined Benefit Plan Disclosure [Line Items] Investment in subsidiaries Investment in subsidiaries Capital contributions made by the parent company to one of the company's subsidiaries. Dividends on market-based awards Dividends On Market Based Awards [Member] Dividends On Market-Based Awards [Member] Weighted-average grant date fair value per share, at beginning of period (in dollars per share) Weighted-average grant date fair value per share, at end of period (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 LIABILITIES AND EQUITY Liabilities and Equity [Abstract] Market-based awards Market Based Restricted Stock [Member] Market-Based Restricted Stock [Member] Schedule of Net Benefit Costs Schedule of Net Benefit Costs [Table Text Block] Increase (decrease) in income taxes from: Increase (Decrease) In Income Tax Expense [Abstract] Increase (Decrease) In Income Tax Expense [Abstract] Construction Loans Construction Loans [Member] Accounts receivable Accounts and notes receivable â€“ related parties Accounts and Financing Receivable, after Allowance for Credit Loss, Noncurrent Restatement Determination Date Restatement Determination Date Fair Value Estimate of Fair Value Measurement [Member] Charged to Expense SEC Schedule, 12-09, Valuation Allowances and Reserves, Additions, Charge to Cost and Expense Other investments Debt Securities, Available-for-Sale, Noncurrent Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Postretirement benefits contributions Payment for Pension and Other Postretirement Benefits Schedule I - Condensed Financial Information of Registrant Condensed Financial Information of Parent Company Only Disclosure [Text Block] Significant Accounting Policies [Line Items] Significant Accounting Policies [Line Items] Significant Accounting Policies [Line Items] Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Plant additions Public Utilities, Property Plant and Equipment Additions Current year acquisitions of long-lived assets used in the normal conduct of business and not intended for resale. Examples include land, buildings, machinery and equipment, certain intangible assets, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software. Condensed Financial Information Disclosure [Abstract] Condensed Financial Information Disclosure [Abstract] Short-term Debt, Type [Axis] Short-Term Debt, Type [Axis] 4.050% First Mortgage Bonds Due 2048 Four Point Zero Five Zero Percent First Mortgage Bonds Due 2048 [Member] Four Point Zero Five Zero Percent First Mortgage Bonds Due 2048 [Member] Plan amendments Defined Benefit Plan, Benefit Obligation, Increase (Decrease) for Plan Amendment Revolving Credit Facilities May 7, 2027 Revolving Credit Facilities Four [Member] Revolving Credit Facilities Four Earnings Per Share - CMS Energy Earnings Per Share [Text Block] Defined Company Contribution Plan Defined Company Contribution Plan [Member] Defined Company Contribution Plan [Member] Subsequent Event Subsequent Event [Member] Other Other regulatory assets Other Regulatory Assets (Liabilities) [Member] Return of stockholder contribution Payment To Parent For Return Of Stockholder Contributed Capital Payment To Parent For Return Of Stockholder Contributed Capital Settlement loss Defined Benefit Plan, Amortization Of Settlement Loss Defined Benefit Plan, Amortization Of Settlement Loss Restricted cash and cash equivalents Restricted cash equivalents Restricted Cash and Cash Equivalents, Current Unrealized gain on investments Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), before Reclassification, after Tax 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 Lease liabilities Lessee, Finance Lease Liabilities [Abstract] Lessee, Finance Lease Liabilities [Abstract] Income taxes Income Tax, Policy [Policy Text Block] Changes in assets and liabilities Increase (Decrease) in Receivables [Abstract] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Purchased power â€“ related parties Utilities Operating Expense Purchased Power Related Parties Utilities Operating Expense Purchased Power Related Parties Restructuring Plan [Axis] Restructuring Plan [Axis] Segments [Domain] Segments [Domain] Reconciliation of Unrecognized Tax Benefits, Excluding Amounts Pertaining to Examined Tax Returns [Roll Forward] Unrecognized Tax Benefits [Roll Forward] Borrowings Proceeds from Lines of Credit Income from discontinued operations per average common share available to common stockholders (in dollars per share) Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Diluted Share PEO PEO [Member] Asset Retirement Obligations Asset Retirement Obligation Disclosure [Text Block] Name Trading Arrangement, Individual Name Funded status Defined Benefit Plan, Funded (Unfunded) Status of Plan Ludington overhaul contract dispute Ludington Plant Overhaul Contract Dispute Ludington Plant Overhaul Contract Dispute [Member] Ludington Plant Overhaul Contract Dispute Trust assets Db Serp Trust Assets [Member] DB SERP Trust Assets [Member] Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Entity Public Float Entity Public Float Disposal Group Name [Axis] Disposal Group Name [Axis] Public Utilities, Regulatory Proceeding [Domain] Public Utilities, Regulatory Proceeding [Domain] Income from equity method investees Equity earnings of subsidiaries Income (Loss) from Equity Method Investments Other PPAs Other Ppa [Member] Other PPA [Member] Contingencies and Commitments Commitments Contingencies and Guarantees [Text Block] Benefit obligation at beginning of period Benefit obligation at end of period Defined Benefit Plan, Benefit Obligation 3.180% First Mortgage Bonds Due 2032 Three Point One Eight Zero Percent First Mortgage Bonds Due 2032 [Member] Three Point One Eight Zero Percent First Mortgage Bonds Due 2032 [Member] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Payment of dividends on common and preferred stock Payment of dividends on common and preferred stock Payments of Ordinary Dividends SEC Schedule, 12-09, Valuation and Qualifying Accounts [Abstract] SEC Schedule, 12-09, Valuation and Qualifying Accounts [Abstract] Audit Information [Abstract] Audit Information [Abstract] 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] Cash equivalents Cash and Cash Equivalents, Fair Value Disclosure Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Over (under) recovery for gas fuel and power supply costs requested Net Over (Under) Recovery Of Expense Including Interest Requested Net Over (Under) Recovery Of Expense Including Interest Requested Other Income and Expenses [Table] Other Income and Expenses [Table] Other Income and Expenses [Table] Local Phone Number Local Phone Number Minimum settlement returns to customers Settlement Agreement, Minimum Returns To Customers Settlement Agreement, Minimum Returns To Customers Prior service credit adjustment, tax Other Comprehensive (Income) Loss, Defined Benefit Plan, Prior Service Cost (Credit), Tax Valuation allowance Deferred Tax Assets, Valuation Allowance PSCR underrecoveries Power Supply Cost Recovery [Member] Power Supply Cost Recovery [Member] Derivatives Derivative, Gain (Loss) on Derivative, Net [Abstract] Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Alternative-revenue programs Alternative Revenue Programs Alternative Revenue Programs Consumers Energy Company Cumulative Preferred Stock, $100Â parÂ value: $4.50Â Series Cumulative Preferred Stock [Member] Limitation on payment of stock dividends Amount Available For Dividend Distribution The amount of dividends that may be paid or declared in any calendar year, limited by statutory restriction. Estimated time of amortization of gains (losses) life expectancy Estimated Time Of Amortization Of Gains (Losses) Life Expectancy Estimated Time Of Amortization Of Gains (Losses) Life Expectancy MCV PPA Mcv Ppa [Member] MCV PPA [Member] Nonâ€‘current Liabilities Liabilities, Noncurrent [Abstract] SOFR Secured Overnight Financing Rate (SOFR) [Member] 3.950% First Mortgage Bonds Due 2047 Three Point Nine Five Zero Percent First Mortgage Bonds Due 2047 [Member] Three Point Nine Five Zero Percent First Mortgage Bonds Due 2047 [Member] 2027 Accrual for Environmental Loss Contingency, Undiscounted, to be Paid, Year Three PEO Total Compensation Amount PEO Total Compensation Amount Requested annual rate increase, as a percent Public Utilities, Requested Return on Equity, Percentage Lessor, Lease, Description [Table] Lessor, Lease, Description [Table] Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Land and Other Land And Other Finance Leases [Member] Other Finance Leases [Member] Defined Benefit Plan, Plan Assets, Category [Axis] Defined Benefit Plan, Plan Assets, Category [Axis] Total PPAs Ppa [Member] PPA [Member] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Planned Major Maintenance Activities Property, Plant and Equipment, Planned Major Maintenance Activities, Policy [Policy Text Block] Cost of gas sold Oil and Gas, Purchased [Member] CMSÂ Energy Corporation Common Stock, $0.01 par value Common Stock Common Stock [Member] Condensed Financial Statements [Table] Condensed Financial Statements [Table] Other Income and Expenses [Line Items] Other Income and Expenses [Line Items] [Line Items] for Other Income and Expenses [Table] Renewable generation assets Renewable Generation Assets [Member] Renewable Generation Assets [Member] 6.170% First Mortgage Bonds Due 2040 Six Point One Seven Zero Percent First Mortgage Bonds Due 2040 [Member] Six Point One Seven Zero Percent First Mortgage Bonds Due 2040 [Member] Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Transmission Gas Transmission [Member] Credit Agreement Line of Credit [Member] Weighted average interest rate Long-Term Debt, Weighted Average Interest Rate, at Point in Time Composite depreciation rate Public Utilities, Property, Plant and Equipment, Disclosure of Composite Depreciation Rate for Plants in Service Environmental Remediation Site [Axis] Environmental Remediation Site [Axis] Segment Reporting [Abstract] Segment Reporting [Abstract] Initial forward price (in dollars per share) Forward Contract Indexed to Issuer's Equity, Forward Rate Per Share Entity Central Index Key Entity Central Index Key Scenario [Axis] Scenario [Axis] Damages sought Loss Contingency, Damages Sought, Value Other segment items Segment Reporting, Other Segment Item, Amount Electric Rate Case Electric Rate Case [Member] Electric Rate Case [Member] Interest accrued Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Plant Retirement and Abandonment Plant Retirement and Abandonment, Policy [Policy Text Block] Asbestos abatement Asbestos Abatement [Member] Asbestos Abatement [Member] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Schedule of Liabilities for PSCR and GCR Overrecoveries Schedule Of Pscr And Gcr Underrecoveries and Overrecoveries Table Text Block [Table Text Block] Schedule of the assets and liabilities for PSCR and GCR underrecoveries and overrecoveries. Accounts payable and accrued rate refunds Increase (Decrease) in Accounts Payable and Accrued Liabilities Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Current amounts Current portion of long-term debt Long-Term Debt, Current Maturities 4.875% Senior Notes Due 2044 Four Point Eight Seven Five Percent Senior Notes Due 2044 [Member] Four Point Eight Seven Five Percent Senior Notes Due 2044 [Member] Reportable Segments Segment Reporting Disclosure [Text Block] 2024 Renewable Energy Tax Credits 2024 Renewable Energy Tax Credits [Member] 2024 Renewable Energy Tax Credits Asset Retirement Obligation [Abstract] Asset Retirement Obligation [Abstract] Fair Value, Inputs, Level 1, 2 and 3 Fair Value, Inputs, Level 1, Level 2, and Level 3 [Member] 4.350% First Mortgage Bonds Due 2049 Four Point Three Five Zero Percent First Mortgage Bonds Due 2049 [Member] Four Point Three Five Zero Percent First Mortgage Bonds Due 2049 [Member] Amortization of: Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Amortization [Abstract] Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Amortization [Abstract] 2025 Unrecorded Unconditional Purchase Obligation, to be Paid, Year One Plant, property, and equipment, net Property, Plant And Equipment, Net, Excluding C W I P Amount before construction in progress but after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. Restricted stock Restricted Stock [Member] Deferred income tax liabilities Deferred Tax Liabilities, Net [Abstract] Measurement Basis [Axis] Measurement Basis [Axis] Unconditional Purchase Obligation, Category of Goods or Services Acquired [Domain] Unconditional Purchase Obligation, Category of Goods or Services Acquired [Domain] Title Trading Arrangement, Individual Title Other current assets and liabilities Increase (Decrease) in Other Current Assets and Liabilities, Net Postretirement benefits expense deferral mechanism Postretirement Benefits Expense Deferral Mechanism [Member] Postretirement Benefits Expense Deferral Mechanism Gas Utility Gas Utility [Member] Gas Utility [Member] Senior notes Unsecured Debt [Member] Consolidated Entities [Axis] Consolidated Entities [Axis] Amortization of net actuarial loss, tax Other Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss), Reclassification Adjustment from AOCI, Tax Balance at beginning of period Balance at end of period Unrecognized Tax Benefits Comprehensive Loss Attributable to Noncontrolling Interests Comprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling Interest Consolidation, Variable Interest Entity Consolidation, Variable Interest Entity, Policy [Policy Text Block] City Area Code City Area Code Current Liabilities Current Liabilities Liabilities, Current [Abstract] Tax effect of discontinued operations Discontinued Operation, Tax Effect of Discontinued Operation Auditor Location Auditor Location Genesee Genesee [Member] Genesee [Member] Estimated time of prior service cost Estimated time of prior service cost The time period over which new prior service cost/credits will be amortized. Time-lapse awards Time Lapsed Restricted Stock [Member] Time-Lapsed Restricted Stock [Member] Electricity Market Transactions Revenue [Policy Text Block] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Summary of Jointly Owned Regulated Utility Facilities Schedule of Jointly Owned Utility Plants [Table Text Block] Summary of Accumulated Depreciation and Amortization

Public Utilities Property Plant and Equipment Schedule of Accumulated Depreciation and Amortization Table Text Block [Table Text Block] Public Utilities Property Plant and Equipment Schedule of Accumulated Depreciation and Amortization Table Text Block Gas distribution cut, purge, and cap Gas Distribution Cut Purge Cap [Member] Gas Distribution Cut, Purge, Cap [Member] Cumulative Redeemable Perpetual Preferred Stock, SeriesÂ C Cumulative Preferred Stock Preferred Stock [Member] Amount Available Line of Credit Facility, Remaining Borrowing Capacity Document Information [Line Items] Document Information [Line Items] Long-term debt Long-Term Debt, Excluding Current Maturities TCJA excess deferred taxes Effective Income Tax Rate Reconciliation, Change in Enacted Tax Rate, Amount SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Table] SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Table] Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Weighted-average Grant DateÂ Fair Value Per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Earnings Per Share [Abstract] Equity Equity [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Class of Stock [Domain] Class of Stock [Domain] Distribution Public Utilities, Property, Plant and Equipment, Distribution Annual contribution to renewable resources program by counterparty Unrecorded Unconditional Purchase Obligation Annual Contribution To Renewable Resources Program By Counterparty Annual contribution to be paid by counterparty to a renewable resources program. ARO Asset Retirement Obligation Costs [Member] Summary of Lease Right-of-Use Assets and Liabilities Assets And Liabilities Of Lessee [Table Text Block] Assets And Liabilities Of Lessee [Table Text Block] Related Party Transaction [Line Items] Related Party Transaction [Line Items] Inventories Increase (Decrease) in Inventories Unamortized issuance costs Debt Issuance Costs, Gross Schedule of Major Long-Term Debt Issuances and Retirements Schedule of Debt [Table Text Block] Deferred income taxes and investment tax credits Deferred Income Taxes and Tax Credits 2026 Long-Term Debt, Maturity, Year Two Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Present value of minimum lease payments Operating Lease, Liability Underlying Securities Award Underlying Securities Amount Performance-based awards Performance Shares [Member] Securitized regulatory assets Securitized Regulatory Assets [Member] Securitized Regulatory Assets [Member] Electric Utility Electric Utility [Member] Electric Utility [Member] Regulatory assets Total current regulatory assets Regulatory Asset, Current Period for gains or losses to be included in market related value Period for gains or losses to be included in market related value Period for gains or losses to be included in market related value Interest income Interest Income, Other Weighted average for net periodic benefit cost Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Net Periodic Benefit Cost [Abstract] 2029 Finance Lease, Liability, to be Paid, Year Five Dividends declared on common stock Dividends, Common Stock, Cash Accounts and notes payable â€“ intercompany Accounts Payable And Notes Payable, Current Accounts Payable And Notes Payable, Current Amendment Flag Amendment Flag Carrying Amount Reported Value Measurement [Member] Non-operating retirement benefits, net Other Nonoperating Income (Expense), Retirement Benefits, Net The total amount of other cost components excluding the service cost component of net benefit cost for defined benefit plans for the period. Other cost components include the following components: Interest cost, expected return on plan assets, gain (loss), prior service cost or credit, transition asset or obligation, and gain (loss) due to settlement or curtailments. The other cost components are presented separately outside of operating income on the statement of income. Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Debt Securities, Trading, and Equity Securities, FV-NI [Table] Debt Securities, Trading, and Equity Securities, FV-NI [Table] Amortization of right-of-use assets Finance Lease, Right-of-Use Asset, Amortization Total other nonâ€‘current assets Assets, Noncurrent, Other than Property, Plant and Equipment Assets, Noncurrent, Other than Property, Plant and Equipment Other Income and Other Expense Other Income and Other Expense Disclosure [Text Block] Actual return on plan assets Defined Benefit Plan, Plan Assets, Increase (Decrease) for Actual Return (Loss) Unamortized issuance costs Debt Issuance Costs, Net Financings and Capitalization Debt Disclosure [Text Block] Condensed Income Statement [Table] Condensed Income Statement [Table] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Long-term debt - related parties principal amount outstanding Principal Debt Issuances (In Millions) Principal (In Millions) Debt Instrument, Face Amount Condensed Cash Flow Statements, Captions [Line Items] Condensed Cash Flow Statements, Captions [Line Items] General business credits Deferred Tax Assets, Tax Credit Carryforwards, General Business Entity Address, Postal Zip Code Entity Address, Postal Zip Code Unrecorded Unconditional Purchase Obligation, Period [Domain] Unrecorded Unconditional Purchase Obligation, Period [Domain] Unrecorded Unconditional Purchase Obligation, Period [Domain] 5.875% Junior Subordinated Notes Due 2079 5.875% Junior Subordinated Notes Due 2079 [Member] 5.875% Junior Subordinated Notes Due 2079 [Member] Estimated depreciable life in years, distribution Public Utilities, Property, Plant and Equipment, Distribution, Useful Life Electric utility property Electric Utility Property [Member] Electric Utility Property [Member] Income from discontinued operations per average common share available to common stockholders (in dollars per share) Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Basic Share Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Schedule of Retirement Benefit Plan Assets (Liabilities) Schedule of Amounts Recognized in Balance Sheet [Table Text Block] 5.070% First Mortgage Bonds Due 2029 Five Point Zero Seven Zero Percent First Mortgage Bonds Due 2029 [Member] Five Point Zero Seven Zero Percent First Mortgage Bonds Due 2029 4.010% First Mortgage Bonds Due 2038 Four Point Zero One Zero Percent First Mortgage Bonds Due 2038 [Member] Four Point Zero One Zero Percent First Mortgage Bonds Due 2038 [Member] Cost to retire property and other investing activities Payments for (Proceeds from) Other Investing Activities 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] Auditor Name Auditor Name 4.970% First Mortgage Bonds Due 2040 Four Point Nine Seven Zero Percent First Mortgage Bonds Due 2040 [Member] Four Point Nine Seven Zero Percent First Mortgage Bonds Due 2040 [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 Gain on extinguishment of debt Gain (Loss) on Extinguishment of Debt 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] Public Utilities General Disclosures [Table] Public Utilities General Disclosures [Table] Plan contribution percentage Plan contribution percentage Percentage of base pay contributed by the Company to the plan for employees. Deferred income tax credit Other Tax Expense (Benefit) Variable Interest Entity, Not Primary Beneficiary Variable Interest Entity, Not Primary Beneficiary [Member] Estimated depreciable life in years, Enterprises Property, Plant and Equipment, Useful Life Fair Value Measurement [Domain] Fair Value Measurement [Domain] Costs of coal-fueled electric generating units to be retired Coal-Fueled Electric Generating Units To Be Retired [Member] Coal-Fueled Electric Generating Units To Be Retired [Member] 4.280% First Mortgage Bonds Due 2057 Four Point Two Eight Zero Percent First Mortgage Bonds Due 2057 [Member] Four Point Two Eight Zero Percent First Mortgage Bonds Due 2057 [Member] 5.875% Junior Subordinated Notes Due 2078 5.875% Junior Subordinated Notes Due 2078 [Member] 5.875% Junior Subordinated Notes Due 2078 [Member] Environmental Remediation Contingency [Domain] Environmental Remediation Contingency [Domain] Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Accrued rate refunds Accrued Rate Refunds Current liabilities that represent obligations to make refunds to customers for fuel costs. Amount credited to customers Gain (Loss) on Disposition of Business, Utilized As Customer Bill Credit Gain (Loss) on Disposition of Business, Utilized As Customer Bill Credit Nonqualified deferred compensation plan liabilities Nonqualified Deferred Compensation Plan Liabilities Fair Value Disclosure This element represents nonqualified deferred compensation plan liabilities measured at fair value on a recurring basis. The liabilities are based on the fair values of the plan assets, as they reflect what is owed to the plan participants in accordance with their investment elections. Guarantees And Other Contingencies [Line Items] Guarantees And Other Contingencies [Line Items] Guarantees And Other Contingencies [Line Items] Cost of gas sold Utilities Operating Expense, Gas and Petroleum Purchased Proceeds from the sale of membership interest in VIE to tax equity investor Proceeds from Sale of Interest in Partnership Unit Cash used in financing activities for finance leases Finance Lease, Principal Payments Amortization expense Amortization Government Assistance Government Assistance [Policy Text Block] Net Income (Loss) Available to Common Stockholders Net Income (Loss) Available to Common Stockholders, Basic 5.800 % First Mortgage Bonds Due 2035 Five Point Eight Zero Zero Percent First Mortgage Bonds Due 2035 [Member] Five Point Eight Zero Zero Percent First Mortgage Bonds Due 2035 [Member] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Stockholder contribution Adjustments to Additional Paid in Capital Stockholder Contribution Adjustments to Additional Paid in Capital Stockholder Contribution 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] Total Assets Total assets Assets Cost of goods and services sold Cost of gas sold Cost of Goods and Services Sold Reclassification adjustments included in net income , tax Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), Reclassification, Tax Taxes receivable Income Taxes Receivable, Current Valuation allowance - loss carryforward Operating Loss Carryforwards, Valuation Allowance Capital expenditures (excludes assets placed under finance lease) Capital expenditures Payments to Acquire Property, Plant, and Equipment Other nonâ€‘current liabilities Other Liabilities, Noncurrent 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 Share-Based Payment Arrangement Share-Based Payment Arrangement [Policy Text Block] Income from continuing operations per average common share available to common stockholders Earnings Per Share, Basic and Diluted EPS [Abstract] Earnings Per Share, Basic and Diluted EPS Schedule of Effective Income Tax Rate Reconciliation Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] 401 (K) Plan Plan401 K [Member] 401 (K) Plan [Member] Postretirement benefits Postretirement Benefit Costs [Member] Termination Date Trading Arrangement Termination Date Other nonâ€‘current assets and liabilities Increase (Decrease) in Other Noncurrent Assets and Liabilities, Net 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 2025 Long-Term Debt, Maturity, Year One Due to related parties Retention benefit liability at beginning of period Retention benefit liability at the end of the period Other Liabilities Debt Instrument [Axis] Debt Instrument [Axis] Preferred stock dividends Preferred Stock Dividends and Other Adjustments Related Party Lease Related Party Lease [Member] Related Party Lease [Member] Revolving Credit Facilities September 25, 2025 Revolving Credit Facilities Six [Member] Revolving Credit Facilities Six [Member] Net Income Net Income Net Income (Loss) Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Distribution Gas Distribution [Member] Schedule of Carrying Amounts and Fair Values of Financial Instruments Fair Value, by Balance Sheet Grouping [Table Text Block] 2030-2034 Defined Benefit Plan, Expected Future Benefit Payment, after Year Five for Next Five Years Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Deferred tax valuation allowance SEC Schedule, 12-09, Valuation Allowance, Other Tax Carryforward [Member] 3.750% Junior Subordinated Notes Due 2050 3.750% Junior Subordinated Notes Due 2050 [Member] 3.750% Junior Subordinated Notes Due 2050 4.750% Junior Subordinated Notes Due 2050 4.750% Junior Subordinated Notes Due 2050 [Member] 4.750% Junior Subordinated Notes Due 2050 Schedule of Allocation of Plan Assets Schedule of Allocation of Plan Assets [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] 2022 PSCR underrecovery 2022 Power Supply Recovery Underrecovery [Member] 2022 Power Supply Recovery Underrecovery Entity File Number Entity File Number Schedule of Assumptions Used Defined Benefit Plan, Assumptions [Table Text Block] Consolidated Entities [Domain] Consolidated Entities [Domain] Noncontrolling Interests Noncontrolling Interest [Member] Other expense Total other expense Other Nonoperating Expense Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Average common shares outstanding Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Federal Current Federal Tax Expense (Benefit) Restructuring Plan [Domain] Restructuring Plan [Domain] Indemnity obligations from sale of membership interests in VIEs Indemnification Agreement From Sale of Membership Interests in VIEs [Member] Indemnification Agreement From Sale of Membership Interests in VIEs Name Forgone Recovery, Individual Name Operating leases Operating Lease, Weighted Average Remaining Lease Term Variable Rate First Mortgage Bonds Due 2069 Variable Rate First Mortgage Bonds Due 2069 [Member] Variable Rate First Mortgage Bonds Due 2069 March 2025 Through Termination March 2025 Through Termination [Member] March 2025 Through Termination Loss Contingency, Nature [Domain] Loss Contingency, Nature [Domain] Other nonâ€‘cash operating activities and reconcilingÂ adjustments Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] 3.500 First Mortgage Bonds Due 2051 Three Point Five Zero Zero First Mortgage Bonds Due 2051 [Member] Three Point Five Zero Zero First Mortgage Bonds Due 2051 Schedule of Expected Benefit Payments Schedule of Expected Benefit Payments [Table Text Block] Line of Credit Facility [Line Items] Line of Credit Facility [Line Items] Reductions for prior-year tax positions Unrecognized Tax Benefits, Decrease Resulting from Prior Period Tax Positions Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount 3.875% Senior Notes Due 2024 Three Point Eight Seven Five Percent Senior Notes Due 2024 [Member] Three Point Eight Seven Five Percent Senior Notes Due 2024 [Member] Public Utility [Axis] Public Utility [Axis] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Income from continuing operations per average common share available to common stockholders (in dollars per share) Diluted (in dollars per share) Income (Loss) from Continuing Operations, Per Diluted Share Adjustment to Compensation: Adjustment to Compensation [Axis] Loss Attributable to Noncontrolling Interests Loss attributable to noncontrolling interests Net Income (Loss) Attributable to Noncontrolling Interest Revolving Credit Facilities November 18, 2024 Revolving Credit Facilities One [Member] Revolving Credit Facilities One [Member] Reclassification adjustments included in net income Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), Reclassification, after Tax Schedule of Forward Contracts Indexed to Issuer's Equity Schedule of Forward Contracts Indexed to Issuer's Equity [Table Text Block] Revolving Credit Facilities December 14, 2027 Revolving Credit Facilities Five [Member] Revolving Credit Facilities Five [Member] Summary of Depreciation and Amortization Schedule Of Depriciation And Amortization [Table Text Block] Schedule Of Depriciation And Amortization [Table Text Block] Summary of Guarantees Schedule of Guarantor Obligations [Table Text Block] Litigation Case [Domain] Litigation Case [Domain] Decrease (increase) in notes receivable â€“ intercompany Repayment of Notes Receivable from Related Parties Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] First mortgage bonds First Mortgage Bonds [Member] First Mortgage Bonds [Member] Site Contingency [Table] Site Contingency [Table] Weighted average shares - basic (in shares) Weighted Average Number of Shares Outstanding, Basic Related Party [Axis] Related and Nonrelated Parties [Axis] Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Document Information [Table] Document Information [Table] Total equity Total Equity at Beginning of Period Total Equity at End of Period Equity, Including Portion Attributable to Noncontrolling Interest Target allocation percentage Defined Benefit Plan, Plan Assets, Target Allocation, Percentage Name Awards Close in Time to MNPI Disclosures, Individual Name Year health care cost trend rate reaches ultimate trend rate Defined Benefit Plan, Year Health Care Cost Trend Rate Reaches Ultimate Trend Rate Jointly Owned Utility Plant [Axis] Jointly Owned Utility Plant [Axis] Entity Filer Category Entity Filer Category DC SERP Supplemental Employee Retirement Plan Defined Contribution [Member] Supplemental Employee Retirement Plan Defined Contribution [Member] Summary of Future Payments to be Received Lessor, Operating Lease, Payment to be Received, Maturity [Table Text Block] Loss Contingencies [Line Items] Loss Contingencies [Line Items] Condensed Balance Sheet Statement [Table] Condensed Balance Sheet Statement [Table] PPA fixed energy charge per MWh, off-peak (in dollars per MWh) Unrecorded Unconditional Purchase Obligation, Fixed Energy Charge Per Mwh, Off-Peak Unrecorded Unconditional Purchase Obligation, Fixed Energy Charge Per Mwh, Off-Peak Settled Asset Retirement Obligation, Liabilities Settled Nonqualified deferred compensation plan assets Nonqualified deferred compensation plan assets fair value disclosure This element represents nonqualified deferred compensation plan assets measured at fair value on a recurring basis. The nonqualified deferred compensation plan assets consist of mutual funds, which are valued using quoted NAVs that are publicly available and are the basis for transactions to buy or sell shares in each fund. Local Tax Authority Local Jurisdiction [Member] Local Jurisdiction [Member] Condensed Balance Sheet Statements, Captions [Line Items] Condensed Balance Sheet Statements, Captions [Line Items] Debt and Equity Securities, FV-NI [Line Items] Debt and Equity Securities, FV-NI [Line Items] Statistical Measurement [Domain] Statistical Measurement [Domain] Capital expenditures Segment, Expenditure, Addition to Long-Lived Assets Retirement Benefits - Nonpension Pension and Other Postretirement Plans, Nonpension Benefits, Policy [Policy Text Block] Income Taxes [Table] Income Taxes [Table] Income Taxes [Table] Schedule of Lease Cost Lease, Cost [Table Text Block] Notes payable Notes Payable, Current Interest rate adjustment Debt Instrument, Interest Rate, Stated Percentage Adjustment Debt Instrument, Interest Rate, Stated Percentage Adjustment Mutual funds Mutual Fund [Member] Other current

liabilities Other current liabilities Other Liabilities, Current Cash Flow Revisions Asset Retirement Obligation, Revision of Estimate Term loan facility Term Loan Facility [Member] Term Loan Facility [Member] Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] All Trading Arrangements All Trading Arrangements [Member] Accumulated provision for depreciation Jointly Owned Utility Plant, Ownership Amount of Plant Accumulated Depreciation Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Property Taxes Property Tax [Policy Text Block] Disclosure of accounting policy for property taxes, which may include accounting policies for recognizing and measureing expense and deferred property tax. Summary of Basic and Diluted EPS Computations Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Variable Interest Entity, Primary Beneficiary Variable Interest Entity, Primary Beneficiary [Member] Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Jointly Owned Utility Plant [Domain] Jointly Owned Utility Plant [Domain] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Line Items] SEC Schedule, 12-09, Valuation and Qualifying Accounts Disclosure [Line Items] Income taxes paid (proceeds from sale of renewable energy tax credits), net Income Taxes Paid, Net Other Commitments [Line Items] Other Commitments [Line Items] Regulatory assets Net Regulatory Assets [Abstract] Schedule of Amounts Related to Restricted Stock Awards and Restricted Stock Units Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Investments Investments in subsidiaries Equity Method Investments Independent power production NorthStar Clean Energy, Independent Power Production [Member] NorthStar Clean Energy, Independent Power Production 2026 Accrual for Environmental Loss Contingency, Undiscounted, to be Paid, Year Two Pay vs Performance Disclosure [Line Items] Plant under construction Jointly Owned Utility Plant, Ownership Amount of Construction Work in Progress Gas Rate Case Gas Rate Case [Member] Gas Rate Case Gas utility property Gas Utility Property [Member] Gas Utility Property [Member] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Regulatory Matters Public Utilities Disclosure [Text Block] Deferred property taxes Deferred property taxes Carrying amount as of the balance sheet date of accrued property taxes that will be recognized over future local taxing authorities fiscal periods expected to be within one year. Accelerated flow-through of regulatory tax benefits Income Tax Reconciliation, Regulatory Tax Expense (Benefit) Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations, attributable to regulatory tax benefits. DBÂ SERP Supplemental Employee Retirement Plan [Member] Other stockholdersâ€™ equity Other Common Stockholders Equity Other Common Stockholders Equity Long-term receivables Receivables, Fair Value Disclosure Restructuring and Related Activities [Abstract] Variable Rate First Mortgage Bonds Due 2070 Variable Rate First Mortgage Bonds Due October 2070 [Member] Variable Rate First Mortgage Bonds Due October 2070 Asset Retirement Obligations Categories [Domain] Asset Retirement Obligations Categories [Domain] Asset Retirement Obligations Categories [Domain] Other Performance Measure, Amount Other Performance Measure, Amount Rate of compensation increase Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Rate of Compensation Increase 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Utility plant in service Jointly Owned Utility Plant, Gross Ownership Amount of Plant in Service Gain from sale of EnerBank Discontinued Operation, Gain (Loss) from Disposal of Discontinued Operation, before Income Tax Estimate of shared costs Regulatory Asset, Estimate Of Shared Costs Regulatory Asset, Estimate Of Shared Costs Common stock outstanding (in shares) Beginning of period (in shares) End of period (in shares) Common Stock, Shares, Outstanding Documents Incorporated by Reference Documents Incorporated by Reference [Text Block] Accounts receivable â€” intercompany and related parties Other Receivables, Net, Current Operating lease costs Operating Lease, Cost Additions Finance Lease Assets, Additions Finance Lease Assets, Additions Shares available for grant (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Noncurrent lease liabilities Operating Lease, Liability, Noncurrent Benefits paid Defined Benefit Plan, Benefit Obligation, Benefits Paid Return-seeking fixed income Return Seeking Fixed Income [Member] Multi-asset Investments [Member] Interest on lease liabilities Finance Lease, Interest Expense Schedule of Regulatory Liabilities Schedule of Regulatory Liabilities [Table Text Block] Service cost Defined Benefit Plan, Service Cost Entity Tax Identification Number Entity Tax Identification Number 5.625% Junior Subordinated Notes Due 2078 5.625% Junior Subordinated Notes Due 2078 [Member] 5.625% Junior Subordinated Notes Due 2078 [Member] Equity securities Defined Benefit Plan, Equity Securities [Member] Summary of Long-Term Debt Schedule of Long-Term Debt Instruments [Table Text Block] Additions for prior-year tax positions Unrecognized Tax Benefits, Increase Resulting from Prior Period Tax Positions Asset Retirement Obligation, Roll Forward Analysis [Roll Forward] Asset Retirement Obligation, Roll Forward Analysis [Roll Forward] Short-term debt authorized borrowings Short-term debt, authorized borrowings Maximum borrowing capacity under the commercial paper program without consideration of any current restrictions on the amount that could be issued or the amounts currently outstanding under the program. Retirement Plan Type [Axis] Retirement Plan Type [Axis] Ultimate health care cost trend rate Defined Benefit Plan, Ultimate Health Care Cost Trend Rate Rate of compensation increase Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Rate of Compensation Increase Public Utilities, Regulatory Proceeding [Axis] Public Utilities, Regulatory Proceeding [Axis] Net gain (loss) arising during the period, tax Other Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss) Arising During Period, Tax Accrued taxes Taxes Payable, Current Wind Project Wind Project [Member] Wind Project Deferred income tax assets Deferred Tax Assets, Net [Abstract] Asset retirement obligations Asset Retirement Obligations, Noncurrent Maintenance and other operating expenses Other operating expenses Other Cost and Expense, Operating 3.950% First Mortgage Bonds Due 2043 Three Point Nine Five Zero Percent First Mortgage Bonds Due 2043 [Member] Three Point Nine Five Zero Percent First Mortgage Bonds Due 2043 [Member] Environmental Loss Contingency, Statement Of Financial Position, Extensible Enumeration, Not Disclosed Flag Environmental Loss Contingency, Statement Of Financial Position, Extensible Enumeration, Not Disclosed Flag Environmental Loss Contingency, Statement Of Financial Position, Extensible Enumeration, Not Disclosed Flag Securitized costs Deferred Tax Liabilities, Regulatory Assets and Liabilities 2028 and thereafter Finance Lease, Liability, to be Paid, after Year Five Investment Tax Credits Regulatory Income Taxes, Policy [Policy Text Block] Equity Components [Axis] Equity Components [Axis] Total minimum lease payments Finance Lease, Liability, to be Paid 2026 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Two Prepayments and other current assets Other Assets, Current Renewable energy plan Renewable Energy Program [Member] Securitized costs Securitized Costs [Member] The securitization and tax costs related to Consumers' securitization bonds. Retirement Benefits - Pension Pension and Other Postretirement Plans, Pensions, Policy [Policy Text Block] Net proceeds from sale of EnerBank Proceeds from Divestiture of Businesses, Net of Cash Divested Total operating expenses Total operating expenses Costs and Expenses Net loss (gain) Defined Benefit Plan, Accumulated Other Comprehensive Income (Loss), Gain (Loss), before Tax Supplier Finance Program, Obligation, Statement of Financial Position [Extensible Enumeration] Supplier Finance Program, Obligation, Statement of Financial Position [Extensible Enumeration] 2027 Unrecorded Unconditional Purchase Obligation, to be Paid, Year Three Diluted Earnings Per Average Common Share Earnings Per Share, Diluted [Abstract] Net investment Jointly Owned Utility Plant, Net Ownership Amount Current portion of long-term debt and finance leases Long-Term Debt And Lease Obligation, Current, Excluding Notes Payable Long-Term Debt And Lease Obligation, Current, Excluding Notes Payable Geographical [Axis] Geographical [Axis] 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Under Age 65 Under Age Sixty Five [Member] Under Age Sixty Five [Member] Variable Rate First Mortgage Bonds Due 2070 Variable Rate First Mortgage Bonds Due May 2070 [Member] Variable Rate First Mortgage Bonds Due May 2070 Gain on disposition of assets Gain (Loss) on Disposition of Business Pension Plan A Active Pension Plan [Member] Active Pension Plan [Member] 5.245% Delayed Draw Unsecured Term Loan Credit Facility Due 2025 Term Loan Facility Due December 2025 [Member] Term Loan Facility Due December 2025 Capital Expenditures Ongoing Capital Expenditures [Member] Ongoing Capital Expenditures Asset Retirement Obligations [Table] Asset Retirement Obligations [Table] Asset Retirement Obligations [Table] Common stock repurchased Stock Repurchased During Period, Value 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] Lessee, Lease, Description [Line Items] Lessee, Lease, Description [Line Items] Prior service cost (credit) Defined Benefit Plan, Accumulated Other Comprehensive (Income) Loss, Prior Service Cost (Credit), before Tax Environmental Remediation Site [Domain] Environmental Remediation Site [Domain] Covert Plant Acquisition Covert Plant Acquisition [Member] Covert Plant Acquisition Renewable energy grant Renewable Energy Grant [Member] Renewable Energy Grant [Member] Cash and Cash Equivalents,Â Including Restricted Amounts, Beginning of Period Cash and Cash Equivalents,Â Including Restricted Amounts, End of Period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Weighted average interest rate Debt, Weighted Average Interest Rate Amortization of net actuarial loss Other Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss), Reclassification Adjustment from AOCI, after Tax Income taxes, net Deferred Income Tax Charge [Member] Revenue subject to refund Revenue Subject to Refund [Member] PSCR underrecoveries Unrecovered Power Supply Costs Unrecovered Power Supply Costs Current Assets Current Assets Assets, Current [Abstract] Nonâ€‘cash transactions Non-Cash Transactions [Abstract] Non-cash transactions [Abstract] All other Other Other Nonoperating Expense The amount of other miscellaneous expense which are not identified separately as a component in Other expense table. Consolidation Items [Axis] Consolidation Items [Axis] Indefinite-lived Intangible Assets, Major Class Name [Domain] Indefinite-Lived Intangible Assets, Major Class Name [Domain] Income from continuing operations available to common stockholders â€” basic and diluted Income (Loss) from Continuing Operations, Net of Tax, Attributable to Parent Natural Gas Natural Gas [Member] 4.900% First Mortgage Bonds Due 2029 Four Point Nine Zero Zero Percent First Mortgage Bonds Due 2029 [Member] Four Point Nine Zero Zero Percent First Mortgage Bonds Due 2029 Share-based Payment Arrangement, Noncash Expense [Abstract] Share-Based Payment Arrangement, Noncash Expense [Abstract] Stock offering program maximum value Stock Offering Program Maximum Value The maximum value of new stock which can be issued in a public offering. Minimum annual rental payments to be received in year two Sales-Type and Direct Financing Leases, Payment to be Received, Year Two 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] Short-term lease costs Short-Term Lease, Cost Allowance for uncollectible accounts SEC Schedule, 12-09, Allowance, Credit Loss [Member] Unrestricted retained earnings Statutory Accounting Practices, Statutory Amount Available for Dividend Payments without Regulatory Approval 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] All other Other Nonoperating Income, Other Other Nonoperating Income, Other Amortized net gains and losses in excess of PBO or MRV Amortized net gains and losses in excess of PBO or MRV Amortization of gains and losses in excess of ten percent of the greater of the PBO or the MRV over the average remaining service period. Preferred stock outstanding (in shares) Preferred Stock, Shares Outstanding Civic and political expenditures Civic and political expenditures The amount of expenses incurred related to civic and political activities during the period Coal ash disposal areas Coal Ash Disposal Areas [Member] Coal Ash Disposal Areas [Member] Security Exchange Name Security Exchange Name Basis spread on variable rate Debt Instrument, Basis Spread on Variable Rate PPA fixed energy charge per MWh, on-peak (in dollars per MWh) Unrecorded Unconditional Purchase Obligation, Fixed Energy Charge Per Mwh, On-Peak Unrecorded Unconditional Purchase Obligation, Fixed Energy Charge Per Mwh, On-Peak NREPA Nrepa [Member] NREPA [Member] Related Party Transaction [Domain] Related Party Transaction [Domain] Depositary share conversion ratio Preferred Stock, Depositary Share Conversion Ratio Preferred Stock, Depositary Share Conversion Ratio Intangible plant Intangible Plant [Member] Intangible Plant [Member] State and local Current State and Local Tax Expense (Benefit) Short-term borrowings outstanding Short-Term Debt Revolving Credit Facilities September 30, 2025 Revolving Credit Facilities Seven [Member] Revolving Credit Facilities Seven Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Finance leases Right-of-Use Asset Obtained in Exchange for Finance Lease Liability Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding [Roll Forward] Generation Electricity Generation Plant, Non-Nuclear [Member] 3.375% Convertible Senior Notes Due 2028 3.375% Convertible Senior Notes, Due 2028 [Member] 3.375% Convertible Senior Notes, Due 2028 Retirement Plan Name [Domain] Retirement Plan Name [Domain] Financing income Financing Income Financing income, including late payment fees from customers Entity [Domain] Entity [Domain] Maximum borrowing capacity Amount of Facility Line of Credit Facility, Maximum Borrowing Capacity Rate of return on equity authorized Public Utilities, Approved Return on Equity, Percentage Schedule of Contractual Purchase Obligations Unrecorded Unconditional Purchase Obligations Disclosure [Table Text Block] D.E. Karn Generating Complex and J.H. Campbell Generating Units D.E. Karn Generating Complex And J.H. Campbell Generating Units [Member] D.E. Karn Generating Complex And J.H. Campbell Generating Units Renewable energy tax credits Effective Income Tax Rate Reconciliation, Tax Credit, Other, Amount Other Other Purchase Obligations [Member] Other Purchase Obligations [Member] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Less accumulated depreciation and amortization Accumulated depreciation and amortization Accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Public Utility, Property, Plant and Equipment [Line Items] Public Utility, Property, Plant and Equipment [Line Items] Accounts receivable related parties Accounts Receivable, after Allowance for Credit Loss Common stock authorized (in shares) Common Stock, Shares Authorized Tax-exempt revenue bonds Tax Exempt Revenue Bonds [Member] Tax Exempt Revenue Bonds [Member] Asset Retirement Obligations [Line Items] Asset Retirement Obligations [Line Items] Asset Retirement Obligations [Line Items] Retention incentive program Retention Incentive Program Retention Incentive Program [Member] Retention Incentive Program Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Non-utility plant assets Non Utility Plant Assets [Member] Non-Utility Plant Assets [Member] US Treasury (UST) Interest Rate US Treasury (UST) Interest Rate [Member] 3.390 % First Mortgage Bonds Due 2027 Three Point Three Nine Zero Percent First Mortgage Bonds Due 2027 [Member] Three Point Three Nine Zero Percent First Mortgage Bonds Due 2027 [Member] Entity Voluntary Filer Entity Voluntary Filers Related Party Intercompany Related Party [Member] Net loss Defined Benefit Plan, Amortization of Gain (Loss) Total interest charges Total interest charges Interest Expense, Nonoperating Total deferred income tax expense Deferred Income Tax Expense (Benefit) Operating leases Lessee, Operating Lease, Description [Abstract] Discount rate Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Discount Rate Settlement loss Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due to Settlement 2023 Renewable Energy Tax Credits 2023 Renewable Energy Tax Credits [Member] 2023 Renewable Energy Tax Credits Schedule of Asset Allocation Schedule Of Asset Allocation Percentages [Table Text Block] Schedule Of Asset Allocation Percentages [Table Text Block] Accounts receivable â€” related parties Accounts receivable Accounts Receivable, after Allowance for Credit Loss, Current Conversion price (in dollars per share) Debt Instrument, Convertible, Conversion Price Unrealized gain on derivative instruments, tax Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), before Reclassification, Tax Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Restricted Stock and Restricted Stock Units Restricted Stock And Restricted Stock Units [Member] Restricted Stock and Restricted Stock Units [Member] Plan assets at fair value at beginning of period Plan assets at fair value at end of period Plan assets Defined Benefit Plan, Plan Assets, Amount Unrecorded Unconditional Purchase Obligation, Period [Axis] Unrecorded Unconditional Purchase Obligation, Period [Axis] Unrecorded Unconditional Purchase Obligation, Period Effective rate relief Public Utilities, Effective Rate Relief, Amount Public Utilities, Effective Rate Relief, Amount Fair Value, by Balance Sheet Grouping [Table] Fair Value, by Balance Sheet Grouping [Table] Trust assets Defined Benefit Plan, Trust Assets Defined Benefit Plan, Trust Assets Ownership share Jointly Owned Utility Plant, Proportionate Ownership Share Commercial Paper Commercial Paper [Member] Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Investments Investments in and Advance to Affiliates, Subsidiaries, Associates, and Joint Ventures Document Annual Report Document Annual Report 2027 Finance Lease, Liability, to be Paid, Year Three 2029 Accrual for Environmental Loss Contingency, Undiscounted, to be Paid, Year Five Accounts receivable Accounts Receivable, after Allowance for Credit Loss, Noncurrent Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Revolving Credit Facility Due 2027 Revolving Credit Facility Due 2027 [Member] Revolving Credit Facility Due 2027 Decommissioning costs Decommissioning Costs [Member] Decommissioning Costs Risk-free rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Summary of Weighted-average Grant-date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value [Table Text Block] J.H. Campbell 3 Plant Retirement Contract Dispute J.H. Campbell 3 Plant Retirement Contract Dispute [Member] J.H. Campbell 3 Plant Retirement Contract Dispute Bay Harbor Bay Harbor [Member] Bay Harbor SEC Schedule, 12-09, Movement in Valuation Allowances and Reserves [Roll Forward] SEC Schedule, 12-09, Movement in Valuation Allowances and Reserves [Roll Forward] Accounting Policies [Abstract] Accounting Policies [Abstract] Variable Rate First Mortgage Bonds Variable Rate First Mortgage Bonds [Member] Variable Rate First Mortgage Bonds [Member] Coal-Fueled Electric Generation Coal Fueled Electric Generation [Member] Coal-Fueled Electric Generation [Member] Preferred Stock Dividends Preferred Stock Dividends, Income Statement Impact Contingencies Commitments and Contingencies, Policy [Policy Text Block] Leases [Table] Leases [Table] Leases [Table] Financial

Instruments [Abstract] Financial Instruments [Abstract] FINANCIAL INSTRUMENTS [Abstract] Leasehold improvements Leasehold Improvements [Member] Deferred investment tax credit Accumulated Deferred Investment Tax Credit Current Fiscal Year End Date Current Fiscal Year End Date Balance at Beginning of Period Balance at End of Period SEC Schedule, 12-09, Valuation Allowances and Reserves, Amount Less discount Lessee, Operating Lease, Liability, Undiscounted Excess Amount 2028 Accrual for Environmental Loss Contingency, Undiscounted, to be Paid, Year Four Regulatory Asset [Domain] Regulatory Asset [Domain] Accrued interest Accrued interest, including intercompany Interest and Dividends Payable, Current 3.125% First Mortgage Bonds Due 2024 Three Point One Two Five Percent First Mortgage Bonds Due 2024 [Member] Three Point One Two Five Percent First Mortgage Bonds Due 2024 [Member] PEO Name PEO Name Finance lease accumulated amortization Finance Lease, Right-of-Use Asset, Accumulated Amortization AFUDC capitalization rate Public Utilities, Allowance for Funds Used During Construction, Rate Schedule of Preferred Stock Schedule Of Preferred Stock [Table Text Block] Schedule Of Preferred Stock [Table Text Block] Award Type [Domain] Award Type [Domain] 2025 Lessor, Operating Lease, Payment to be Received, Year One Other Electric Other [Member] Electric Other [Member] Accounts receivable and accrued revenue, less allowance of $23 in 2024 and $21 in 2023 Accounts Receivable And Accrued Revenue, After Allowance For Credit Loss, Current Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current AND Amount received for services rendered and products shipped, but not yet billed, for non-contractual agreements due within one year or the normal operating cycle, if longer. Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Dilutive forward equity sale contracts (in shares) Incremental Common Shares Attributable to Dilutive Effect of Equity Forward Agreements Revision of Prior Period [Axis] Revision of Prior Period [Axis] Postretirement benefits Non-current liabilities Liability, Defined Benefit Plan, Noncurrent Regulatory liabilities Total non-current regulatory liabilities Regulatory Liability, Noncurrent Non-PEO NEO Non-PEO NEO [Member] Amortization Life in Years Finite-Lived Intangible Asset, Useful Life Other Paid-in Capital Additional Paid-in Capital [Member] Summary of Composite Depreciation Rates for Properties Public Utilities Property Plant and Equipment Schedule of Composite Depreciation Rate Table Text Block [Table Text Block] Tabular disclosure of the electric, gas, and other composite depreciation rates for public utility plants in service for each year an income statement is presented. Non-current portion of finance leases Non-current lease liabilities Finance Lease, Liability, Noncurrent Operating Leases Lessor, Operating Lease, Payment to be Received, Fiscal Year Maturity [Abstract] Cash paid for amounts included in the measurement of lease liabilities Cash Paid For Amounts Included In The Measurement Of Lease Liabilities [Abstract] Cash Paid For Amounts Included In The Measurement Of Lease Liabilities [Abstract] Retirement Benefits Retirement Benefits [Text Block] T.E.S. Filer City T E S Filer City [Member] T.E.S. Filer City [Member] Unbilled receivables Unbilled Receivables, Current Other, net Effective Income Tax Rate Reconciliation, Other Adjustments, Amount Interest cost discount rate Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Interest Cost Discount Rate The interest rate used in calculating the interest cost of defined benefit plan net periodic benefit cost. 4.100% First Mortgage Bonds Due 2045 Four Point One Zero Zero Percent First Mortgage Bonds Due 2045 [Member] Four Point One Zero Zero Percent First Mortgage Bonds Due 2045 [Member] Regulatory Liability [Axis] Regulatory Liability [Axis] Retirement Benefits Liability Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, before Tax [Abstract] Class of Stock [Axis] Class of Stock [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] 2028 Finance Lease, Liability, to be Paid, Year Four Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Type of Restructuring [Domain] Type of Restructuring [Domain] Forward Contract Indexed to Issuer's Equity, Type [Axis] Forward Contract Indexed to Issuer's Equity, Type [Axis] Actual rate of return on plan assets Actual Rate Of Return (Loss) On Plan Assets Actual pension rate of return on plan assets. Beyond 2029 Unrecorded Unconditional Purchase Obligation, to be Paid, after Year Five Stockholder contribution Proceeds from Contributed Capital Net regulatory tax liability Deferred Tax Assets, Regulatory Assets and Liabilities Summary of Assets and Liabilities Measured at Fair Value 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] Accrual for environmental loss contingencies, inflation rate Accrual for Environmental Loss Contingencies, Inflation Rate Accrual for Environmental Loss Contingencies, Inflation Rate Tax loss and credit carryforwards Deferred Tax Assets Operating Loss And Credit Carryforwards The tax effect as of the balance sheet date of the amount of future tax deductions arising from tax carryforwards and the excesses of tax deductions over gross income in a year which cannot be used on the tax returns in the current year but can be carried forward to reduce taxable income or income taxes payable in a future year, for which there must be sufficient tax-basis income to utilize a portion or all of the carryforward amount to realize the deferred tax asset. Exit Activities and Asset Sales Restructuring and Related Activities Disclosure [Text Block] Plant, property, and equipment, net Public Utilities Property Plant And Equipment Net Excluding C W I P Period end amount of total net PPE excluding construction work in progress. Total deferred income tax assets, net of valuation allowance Deferred Tax Assets, Net of Valuation Allowance Postretirement Health Trusts Postretirement Health Coverage [Member] Retirement benefits liability Accumulated Defined Benefit Plans Adjustment Attributable to Parent [Member] Other income Other Nonoperating Income, Excluding Income (Loss) From Equity Method Investments Other Nonoperating Income, Excluding Income (Loss) From Equity Method Investments Interest Rate (%) Debt Instrument, Interest Rate, Stated Percentage Other Reconciling Items Segment Reporting, Reconciling Item, Corporate Nonsegment [Member] Energy waste reduction plan Energy Waste Reduction Plan [Member] Energy Waste Reduction Plan [Member] CMS Energy Note Payable CMS Energy Note Payable [Member] CMS Energy Note Payable [Member] Total other income Total other income Nonoperating Income (Expense) Purchased power â€“ related parties Purchased Power Related Parties Cost of electricity purchased from related parties and sold during the reporting period. Schedule II - Valuation and Qualifying Accounts and Reserves SEC Schedule, 12-09, Schedule of Valuation and Qualifying Accounts Disclosure [Text Block] 0.875% Tax Exempt Revenue Bonds Due 2035 Zero Point Eight Seven Five Percent Tax Exempt Revenue Bonds Due 2035 [Member] Tax Exempt Revenue Bonds Due 2035 [Member] Common stock reacquired Stock Issued During Period, Value, Restricted Stock Award, Forfeitures Foreign bonds Debt Security, Corporate, Non-US [Member] Auditor Firm ID Auditor Firm ID Effective tax rate Effective Income Tax Rate Reconciliation, Percent Operating Income Operating income Operating Income (Loss) Minimum annual rental payments to be received in year four Sales-Type and Direct Financing Leases, Payment to be Received, Year Four Variable Rate [Domain] Variable Rate [Domain] Total Liabilities and Equity Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Noncontrolling interest capacity (in MW) Maximum Project Capacity Maximum Project Capacity Other Distribution [Member] Distribution [Member] 2026 Finance Lease, Liability, to be Paid, Year Two Regulated Operations [Abstract] Total plant, property, and equipment Public Utilities, Property, Plant And Equipment And Finance Lease Right-Of-Use Asset, After Accumulated Depreciation And Amortization Public Utilities, Property, Plant And Equipment And Finance Lease Right-Of-Use Asset, After Accumulated Depreciation And Amortization Income From Discontinued Operations, Net of Tax of $â€“, $â€“, and $1 Income (Loss) from Discontinued Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest Requested annual rate increase Public Utilities, Requested Rate Increase (Decrease), Amount Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Schedule of Debt Maturities Schedule of Maturities of Long-Term Debt [Table Text Block] Significant Accounting Policies Organization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block] Operating leases Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Voluntary refund mechanism Revenue Subject To Refund, Voluntary Refund Mechanism [Member] Revenue Subject To Refund, Voluntary Refund Mechanism 2.500% First Mortgage Bonds Due 2060 Two Point Five Zero Zero Percent First Mortgage Bonds Due 2060 [Member] Two Point Five Zero Zero Percent First Mortgage Bonds Due 2060 Underlying Security Market Price Change Underlying Security Market Price Change, Percent Expected return on plan assets Defined Benefit Plan, Expected Return (Loss) on Plan Assets Tax Credit Carryforward, Name [Domain] Tax Credit Carryforward, Name [Domain] Individual: Individual [Axis] Construction work in progress Public Utilities, Property, Plant and Equipment, Construction Work in Progress Over Age 65 Over Age Sixty Five [Member] Over Age Sixty Five [Member] Accumulated Other Comprehensive Loss AOCI Attributable to Parent [Member] 4.625% First Mortgage Bonds Due 2033 Four Point Six Two Five Percent First Mortgage Bonds Due 2033 [Member] Four Point Six Two Five Percent First Mortgage Bonds Due 2033 Schedule of Regulatory Assets Schedule of Regulatory Assets [Table Text Block] Product and Service [Axis] Product and Service [Axis] Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Schedule of Related Party Transactions, by Related Party Schedule of Related Party Transactions [Table Text Block] 3.800% First Mortgage Bonds Due 2028 Three Point Eight Zero Zero Percent First Mortgage Bonds Due 2028 [Member] Three Point Eight Zero Zero Percent First Mortgage Bonds Due 2028 [Member] Unbilled Revenues Trade and Other Accounts Receivable, Unbilled Receivables, Policy [Policy Text Block] Operating Expenses Operating Expenses [Abstract] Retirement years of service Retirement Years Of Service Participants in the plan include all regular full-time employees covered by the employee health care plan on the day before retirement at age 55 or older with at least ten full years of applicable continuous service. Regular full-time employees who qualify for Pension Plan disability retirement and have 15 years of applicable continuous service may also participate in the plan. NorthStar Clean Energy, Including Subsidiaries NorthStar Clean Energy, Including Subsidiaries [Member] NorthStar Clean Energy, Including Subsidiaries Craven Craven [Member] Craven [Member] Actual benefits paid Defined Benefit Plan, Plan Assets, Benefits Paid Schedule of Property, Plant and Equipment Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Pooled funds Pooled Funds [Member] Pooled Funds [Member] Accounts receivable and accrued revenue Increase (Decrease) in Accounts and Other Receivables Derivative Instruments Derivatives, Policy [Policy Text Block] Accounts Receivable Credit Loss, Financial Instrument [Policy Text Block] Remediation and other response activity costs Loss Contingency, Estimate of Possible Loss Junior subordinated notes Junior Subordinated Debt [Member] Condensed Cash Flow Statement [Table] Condensed Cash Flow Statement [Table] Minimum Minimum [Member] 4.650% First Mortgage Bonds Due 2028 Four Point Six Five Zero Percent First Mortgage Bonds Due 2028 [Member] Four Point Six Five Zero Percent First Mortgage Bonds Due 2028 Long-term payables Notes Payable, Fair Value Disclosure Adoption Date Trading Arrangement Adoption Date Authorized recovery collection Authorized Recovery Collection The amount authorized by a regulatory entity for the recovery/collection from customers Related Party Transactions [Abstract] Related Party Transactions [Abstract] Phillips, Wisconsin, Solar Project Phillips, Wisconsin, Solar Project [Member] Phillips, Wisconsin, Solar Project Plant, Property, and Equipment Property, Plant, and Equipment and Intangible Assets [Text Block] Other Gas Other [Member] Gas Other [Member] Fuel for electric generation Fuel Costs Variable Interest Entity [Line Items] Variable Interest Entity [Line Items] Bad debt expense Accounts Receivable, Credit Loss Expense (Reversal) Purchases Unrecorded Unconditional Purchase Obligation, Purchases Segments [Axis] 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] Regulatory asset collection period Regulatory Asset, Amortization Period Notes receivable Notes receivable Financing Receivable, after Allowance for Credit Loss, Current Gas in underground storage Energy Related Inventory, Gas Stored Underground Other NorthStar Clean Energy, Other [Member] NorthStar Clean Energy, Other Total principal amount outstanding Long-Term Debt, Gross 5.322% Securitization Bonds Securitization Bonds Due 2028-2031 [Member] Securitization Bonds Due 2028-2031 Exercise Price Award Exercise Price Deferred income taxes Deferred Income Taxes and Other Assets, Noncurrent J.H. Campbell Generating Units J.H. Campbell Generating Units [Member] J.H. Campbell Generating Units Summary of Principal Components of Deferred Income Tax Assets and Liabilities Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Other interest expense Intercompany interest expense and other Interest Expense, Other Dividends on performance-based awards Dividends On Performance Based Awards [Member] Dividends On Performance-Based Awards [Member] Health care cost trend rate assumed next fiscal year Defined Benefit Plan, Health Care Cost Trend Rate Assumed, Next Fiscal Year Purchased and interchange power Electricity, Purchased [Member] Arrangement Duration Trading Arrangement Duration Type of Reserve [Domain] Type of Reserve [Domain] Energy waste reduction plan incentive Energy Waste Reduction Plan Incentive Energy Waste Reduction Plan Incentive [Member] Energy Waste Reduction Plan Incentive [Member] Schedule of Categories of Assets for which an ARO Liability is Recorded Schedule of Asset Retirement Obligations [Table Text Block] Generating plant fuel stock Energy Related Inventory, Other Fossil Fuel Income from continuing operations per average common share available to common stockholders (in dollars per share) Basic (in dollars per share) Income (Loss) from Continuing Operations, Per Basic Share Schedule of Variable Interest Entities [Table] Variable Interest Entity [Table] Common stockholdersâ€™ equity Equity, Attributable to Parent [Abstract] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Total tax attributes Deferred Tax Assets Net Operating Loss And Tax Credit Carryforwards Amount before allocation of valuation allowances of deferred tax asset attributable to deductible operating loss carryforwards and deductible tax credit carryforwards including, but not limited to, research, foreign, general business, alternative minimum tax, and other deductible tax credit carryforwards. Finance lease liability Present value of minimum lease payments Finance Lease, Liability 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four Discount rate Accrual for Environmental Loss Contingencies, Discount Rate All Individuals All Individuals [Member] Minimum years of participation before vesting Minimum years of participation before vesting Minimum years of participation required before becoming vested. Industrial Industrial Utility Service [Member] Industrial Utility Service [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Return of stockholder contribution Adjustments To Additional Paid In Capital, Return Of Stockholder Contribution Adjustments To Additional Paid In Capital, Return Of Stockholder Contribution OPEB Plan Other Postretirement Benefits Plan [Member] Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Dividends declared per preferred stock Series C depositary share (in dollars per share) Preferred Stock, Dividends Per Share, Declared Minimum rental payments to be received in year five Sales-Type and Direct Financing Leases, Payment to be Received, Year Five Dividends declared on preferred stock Dividends, Preferred Stock, Cash Interest payable Interest Payable Additional performance-based shares based on achievement of condition Additional Performance Based Shares Based On Achievement Of Condition [Member] Additional Performance-Based Shares Based On Achievement Of Condition [Member] Restricted stock units Time Lapsed Restricted Stock Units [Member] Time-Lapsed Restricted Stock Units [Member] Unrecognized compensation cost Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Schedule of Revolving Credit Facilities Schedule of Line of Credit Facilities [Table Text Block] Maintenance and other operating expenses Utilities Operating Expense, Maintenance and Operations Current liabilities Liability, Defined Benefit Plan, Current ASP gain Deferred Gain (Loss) On Disposal Of Business [Member] Deferred Gain (Loss) On Disposal Of Business Lender Name [Axis] Lender Name [Axis] Gas inventory Deferred Tax Liabilities, Inventory Assets Assets, Fair Value Disclosure [Abstract] Income Taxes [Line Items] Income Taxes [Line Items] Income Taxes [Line Items] Related Party [Domain] Related and Nonrelated Parties [Domain] Total nonâ€current liabilities Liabilities, Noncurrent Aviator Wind Class B Membership Aviator Wind Class B Membership [Member] Aviator Wind Class B Membership [Member] Number of units retired Number Of Units Retired Number of units retired. Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Supplier Finance Program [Axis] Supplier Finance Program [Axis] Carrying Amount Guarantor Obligations, Current Carrying Value Deferred income taxes Deferred Income Tax Liabilities, Net Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Common stock repurchased (in shares) Stock Repurchased During Period, Shares Service period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period Total operating expenses Utilities Operating Expense Underground storage facilities Gas Underground Storage Facilities [Member] Gas Underground Storage Facilities [Member] Significant Accounting Policies [Table] Significant Accounting Policies [Table] Significant Accounting Policies [Table] Allowance for borrowed funds used during construction Interest Costs Capitalized Adjustment Federal Deferred Federal Income Tax Expense (Benefit) Common stock reacquired (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Forfeited Settlement of forward contracts through issuance of stock (in dollars per share) Forward Contract Indexed To Issuer's Equity, Settlement Rate Per Share Forward Contract Indexed To Issuer's Equity, Settlement Rate Per Share Defined Benefit Plan, Change in Benefit Obligation [Roll Forward] Defined Benefit Plan, Change in Benefit Obligation [Roll Forward] Measure: Measure [Axis] GCR underrecoveries Gas Cost Recovery [Member] Gas Cost Recovery [Member] Additions for current-year tax positions Unrecognized Tax Benefits, Increase Resulting from Current Period Tax Positions Operating Loss Carryforwards [Table] Operating Loss Carryforwards [Table] Fair Value by Asset Class [Domain] Asset Class [Domain] Asset Retirement Obligations Categories [Axis] Asset Retirement Obligations Categories [Axis] Asset Retirement Obligations Categories [Axis] Preferred stock authorized (in shares) Preferred Stock, Shares Authorized Common stock issued (in shares) Stock Issued During Period, Shares, New Issues 3.875% Senior Notes Due March 2024 3.875% Senior Notes Due March 2024 [Member] 3.875% Senior Notes Due March 2024 2025 Defined Benefit Plan, Expected Future Benefit Payment, Year One Entity Emerging Growth Company Entity Emerging Growth Company Indefinite-lived Intangible Assets [Axis] Indefinite-Lived Intangible Assets [Axis] Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Total liabilities Liabilities, Fair Value Disclosure 2029 Long-Term Debt,

Maturity, Year Five Schedule of SERP Trust Assets, ABO and Contributions Schedule of SERP trust assets ABO and contributions Table Text Block [Table Text Block] Tabular disclosure of the DB SERP trust assets market value, amounts contributed to the DB SERP trust, and the ABO of the DB SERP. Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Retirement Plan Assumptions [Domain] Retirement Plan Assumptions [Domain] Retirement Plan Assumptions [Domain] Right-of-use assets Finance Lease, Right-of-Use Asset, after Accumulated Amortization Preferred stock, par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share Equity Component [Domain] Equity Component [Domain] General taxes Utilities Operating Expense, Taxes Forward Contract Indexed to Issuer's Equity, Type [Domain] Forward Contract Indexed to Issuer's Equity, Type [Domain] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Entity Shell Company Entity Shell Company Settlement agreement penalty payment Settlement Agreement, Payment Penalty Settlement Agreement, Payment Penalty Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code 2028 Defined Benefit Plan, Expected Future Benefit Payment, Year Four SEC Schedule, 12-09, Valuation Allowances and Reserves [Domain] SEC Schedule, 12-09, Valuation Allowances and Reserves [Domain] Weighted-average discount rate Lessee, Weighted Average Discount Rate [Abstract] Lessee, Weighted Average Discount Rate [Abstract] Guarantor Obligations, Nature [Axis] Guarantor Obligations, Nature [Axis] Contributions from noncontrolling interests Minority Interest, Increase From Contribution From Noncontrolling Interest Holders Increase in noncontrolling interest balance from contributions from the noncontrolling interest holders, included in the consolidation of the parent entity Statement [Table] Statement [Table] Interest on long-term debt Interest Expense, Debt Schedule of Variable Interest Entities Schedule of Variable Interest Entities [Table Text Block] Consolidation Items [Domain] Consolidation Items [Domain] Income available to common stockholders Net Income (Loss) Available to Common Stockholders, Diluted [Abstract] Interest paid (net of amounts capitalized) Interest Paid, Excluding Capitalized Interest, Operating Activities Cost deferred Costs deferred as a regulatory asset Restructuring and Related Cost, Deferred Cost Restructuring and Related Cost, Deferred Cost Settlement Of Forward Contracts Settlement Of Forward Contracts [Member] Settlement Of Forward Contracts LevelÂ 1 Level 1 Fair Value, Inputs, Level 1 [Member] Trust assets Defined Contribution Plan, Trust Assets, Amount Defined Contribution Plan, Trust Assets, Amount Aviator Wind Aviator Wind [Member] Aviator Wind [Member] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Senior notes Senior Notes [Member] 3.125% First Mortgage Bonds Due August 2024 3.125% First Mortgage Bonds Due August 2024 [Member] 3.125% First Mortgage Bonds Due August 2024 Revision of Prior Period [Domain] Revision of Prior Period [Domain] Variable Interest Entities [Abstract] Variable Interest Entities [Abstract] Variable Interest Entities [Abstract] Assets under finance leases Electric Assets Held Under Finance Leases [Member] Electric Assets Held Under Finance Leases [Member] 2027 Long-Term Debt, Maturity, Year Three Securitization bonds Securitization Bonds [Member] Securitization Bonds [Member] Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Company contribution Defined Benefit Plan, Plan Assets, Contributions by Employer Current portion of long-term payables Other Short-Term Borrowings Total Unrecorded Unconditional Purchase Obligation Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer Other intangible assets Other Intangible Assets [Member] Income Taxes Income Tax Disclosure [Text Block] 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Nameplate capacity (in MW) Variable Interest Entity, Maximum Capacity Variable Interest Entity, Maximum Capacity 3.600% First Mortgage Bonds Due 2032 Three Point Six Zero Zero Percent First Mortgage Bonds Due 2032 [Member] Three Point Six Zero Zero Percent First Mortgage Bonds Due 2032 Rights of way Contractual Rights [Member] Schedule of Supplier Finance Program Supplier Finance Program [Table Text Block] Supplier financing program, termination period Supplier Finance Program, Termination Period Supplier Finance Program, Termination Period Debt Issuance Costs, Discounts, Premiums, and Refinancing Costs Debt, Policy [Policy Text Block] Operating leases Operating Lease, Weighted Average Discount Rate, Percent Increase (decrease) in notes payable Increase (decrease) in notes payable Proceeds from (Repayments of) Short-Term Debt Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Reserves and accruals Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals Operating Loss Carryforwards [Line Items] Operating Loss Carryforwards [Line Items] Credit Facility [Axis] Credit Facility [Axis] Other non-utility property Other Capitalized Property Plant and Equipment [Member] Finance leases Gas Assets Held Under Finance Leases [Member] Gas Assets Held Under Finance Leases [Member] Taxes attributable to noncontrolling interests Effective Income Tax Rate Reconciliation, Noncontrolling Interest Income (Loss), Amount Long-term debt Long-Term Debt, Fair Value Loss Contingency Nature [Axis] Loss Contingency Nature [Axis] Entity Registrant Name Entity Registrant Name Materials and supplies Other Inventory, Supplies, Gross Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Depreciation and amortization Total depreciation and amortization expense Depreciation, Depletion and Amortization State and local Deferred State and Local Income Tax Expense (Benefit) Fair Value as of Grant Date Award Grant Date Fair Value Postretirement benefits Non-current assets Assets for Plan Benefits, Defined Benefit Plan LevelÂ 2 Fair Value, Inputs, Level 2 [Member] 5.170% First Mortgage Bonds Due 2032 Five Point One Seven Zero Percent First Mortgage Bonds Due 2032 [Member] Five Point One Seven Zero Percent First Mortgage Bonds Due 2032 Equity Equity, Including Portion Attributable to Noncontrolling Interest [Abstract] Geographical [Domain] Geographical [Domain] J.H.Â Campbell Unit 3 Campbell Unit3 [Member] Campbell Unit 3 [Member] Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Common stock issued Stock Issued During Period, Value, New Issues Principles of Consolidation Consolidation, Policy [Policy Text Block] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Distributions to noncontrolling interests Payments of Ordinary Dividends, Noncontrolling Interest Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Common stock Common Stock, Value, Issued Document Financial Statement Error Correction [Flag] Document Financial Statement Error Correction [Flag] Cash used in operating activities for finance leases Finance Lease, Interest Payment on Liability Prior service cost (credit) Pension And Other Postretirement Benefit Plans Regulatory Assets (Liabilities) Net Prior Service Cost (Credit) Before Tax Amount related to the pretax cost of benefit changes attributable to plan participants' prior service pursuant to a plan amendment or a plan initiation, which has not yet been recognized as components of net periodic benefit cost. ARO Liability, at beginning of period ARO Liability, end of period Asset Retirement Obligation 4.310% First Mortgage Bonds Due 2042 Four Point Three One Zero Percent First Mortgage Bonds Due 2042 [Member] Four Point Three One Zero Percent First Mortgage Bonds Due 2042 [Member] Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Repurchased Debt Repurchased Debt [Member] Repurchased Debt Regulatory assets Total non-current regulatory assets Regulatory Asset, Noncurrent Depreciation and amortization Total depreciation and amortization expense Utilities Operating Expense, Depreciation and Amortization Income Tax Benefits [Table] Income Tax Benefits [Table] Income Tax Benefits [Table] Regulatory liabilities Total current regulatory liabilities Regulatory Liability, Current 5.028% Delayed Draw Unsecured Term Loan Credit Facility Due 2025 Term Loan Facility Due September 2025 [Member] Term Loan Facility Due September 2025 ASP gain Appliance Service Plan Business [Member] Appliance Service Plan Business Commercial Commercial Utility Service [Member] Commercial Utility Service [Member] Net loss Pension And Other Postretirement Benefit Plans Regulatory Assets (Liabilities) Net Gains Losses Before Tax The pretax net amount of gains and losses that are not yet recognized as a component of net periodic benefit cost, and that are recognized as increases or decreases in regulatory assets (liabilities) as they arise. Gains and losses are due to changes in the value of either the benefit obligation or the plan assets resulting from experience different from that assumed or from a change in an actuarial assumption, or the consequence of a decision to temporarily deviate from the substantive plan. 3.250% First Mortgage Bonds Due 2046 Three Point Two Five Zero Percent First Mortgage Bonds Due 2046 [Member] Three Point Two Five Zero Percent First Mortgage Bonds Due 2046 [Member] 4.700% Senior Notes Due 2043 Four Point Seven Zero Zero Percent Senior Notes Due 2043 [Member] Four Point Seven Zero Zero Percent Senior Notes Due 2043 [Member] Estimated depreciable life in years, generation Public Utilities, Property, Plant and Equipment, Generation, Useful Life Cash Flows from Financing Activities Net Cash Provided by (Used in) Financing Activities [Abstract] 2029 Defined Benefit Plan, Expected Future Benefit Payment, Year Five Cumulative redeemable perpetual preferred stock Cumulative preferred stock Preferred Stock, Value, Issued State and local income taxes, net of federal effect Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount Total regulatory liabilities Regulatory liability Regulatory Liability Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] 3.750% First Mortgage Bonds Due 2050 Three Point Seven Five Zero Percent First Mortgage Bonds Due 2050 [Member] Three Point Seven Five Zero Percent First Mortgage Bonds Due 2050 [Member] Total deferred income tax liabilities Deferred Tax Liabilities, Gross Sale of membership interest in VIE to tax equity investor Consolidation, Less than Wholly Owned Subsidiary, Parent Ownership Interest, Changes, Issuance of Equity by Subsidiary to Noncontrolling Interests Basic earnings per average common share (in dollars per share) Earnings Per Share, Basic 4.600% First Mortgage Bonds Due 2029 Four Point Six Zero Zero Percent First Mortgage Bonds Due 2029 [Member] Four Point Six Zero Zero Percent First Mortgage Bonds Due 2029 Surcharge for the recovery of excess distribution investments Public Utilities, Surcharge For Recovery Of Excess Distribution Investments Public Utilities, Surcharge For Recovery Of Excess Distribution Investments Weighted-average remaining lease term (in years) Lessee, Weighted Average Lease Term [Abstract] Lessee, Weighted Average Lease Term [Abstract] Issuance of common stock Proceeds from Issuance of Common Stock Cash and cash equivalents Cash and Cash Equivalents [Member] Cash used in operating activities for operating leases Operating Lease, Payments 4.700% First Mortgage Bonds Due January 2030 4.700% First Mortgage Bonds Due January 2030 [Member] 4.700% First Mortgage Bonds Due January 2030 Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Ownership [Domain] Ownership [Domain] Ludington Ludington [Member] Ludington [Member] 3.528% Securitization Bonds Securitization Bonds Due 2029 [Member] Three Point Two Two Zero Percent Securitization Bonds Due 2020-2029 [Member] Capital expenditures not paid Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Asset allocation Defined Benefit Plan, Plan Assets, Actual Allocation, Percentage Dividends on restricted stock units Dividends On Restricted Stock Units [Member] Dividends On Restricted Stock Units [Member] Revolving Credit Facilities December 14, 2027 Revolving Credit Facilities Two [Member] Revolving Credit Facilities Two [Member] Capitalization Property, Plant and Equipment, Policy [Policy Text Block] Estimated time of amortization of gains losses Estimated time of amortization of gains losses Estimated time of amortization of gains and losses in excess of ten percent of the greater of the PBO or the MRV over the average remaining service period. Total current liabilities Liabilities, Current 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Transmission Public Utilities, Property, Plant and Equipment, Transmission Amount Borrowed Long-Term Line of Credit Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period U.S. government and agencies securities US Treasury and Government [Member] Net gain arising during the period Other Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss) Arising During Period, after Tax Costs paid or settled Restructuring And Related Cost, Costs Paid Or Settled Restructuring And Related Cost, Costs Paid Or Settled Fair Value Measurements Fair Value Measurement and Measurement Inputs, Recurring and Nonrecurring [Text Block] 2.950% Senior Notes Due 2027 Two Point Nine Five Zero Percent Senior Notes Due 2027A [Member] Two Point Nine Five Zero Percent Senior Notes Due 2027A [Member] Public Utilities, General Disclosures [Line Items] Public Utilities, General Disclosures [Line Items] Liquid alternative investments Private Equity Funds [Member] Operating Revenue Total operating revenue Revenues Intercompany and related parties Intercompany And Related Parties [Member] Intercompany And Related Parties Stock-based Compensation Share-Based Payment Arrangement [Text Block] Entity Address, City or Town Entity Address, City or Town Proceeds from issuance of debt Proceeds from Issuance of Long-Term Debt Gas wells plug and abandon Gas Wells Plug And Abandon [Member] Gas Wells Plug And Abandon [Member] Lessee Lessee, Leases [Policy Text Block] Total amounts recognized in regulatory assets and AOCI Total amounts recognized in regulatory assets (liabilities) and AOCI Total amount of regulatory assets (liabilities) and AOCI that have not been recognized as a component of net periodic cost. Unearned income Sales-type and Direct Financing Leases, Lease Receivable, Undiscounted Excess Amount Minimum rental payments to be received in year one Sales-Type and Direct Financing Leases, Payment to be Received, Year One Percent of initial grant issued on vesting date Percent of Initial Grant Issued on Vesting Date Percentage of initial grant of equity-based compensation awards earned depending on the outcome of the market condition or performance condition. Asset Retirement Obligations Asset Retirement Obligation [Policy Text Block] Compensation expense recognized Share-Based Payment Arrangement, Expense Public Utilities, Property, Plant and Equipment [Abstract] Public Utilities, Property, Plant and Equipment [Abstract] Other Commitments [Table] Other Commitments [Table] Leases [Line Items] Leases [Line Items] Leases [Line Items] Allowance for equity funds used during construction Public Utilities, Allowance for Funds Used During Construction, Additions Shares forfeited (in shares) Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Loss Contingencies [Table] Loss Contingencies [Table] Weighted average for benefit obligations Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Benefit Obligation [Abstract] Summary of Finite-Lived Intangible Assets by Major Class Schedule of Finite-Lived Intangible Assets [Table Text Block] PPA capacity charge per MWh (in dollars per MWh) Unrecorded Unconditional Purchase Obligation Capacity Charge Per Mwh The price per MWh of available capacity that must be paid, in connection with an unconditional purchase obligation that has not been recognized for financial reporting purposes. 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] Finance Leases Finance Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] Other non-segment revenue Other Non-Segment Revenue Other Non-Segment Revenue Liabilities Liabilities, Fair Value Disclosure [Abstract] Revenue Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Plant retirements Public Utilities, Property Plant and Equipment Disposals Current year divestiture of long-lived assets used in the normal conduct of business and not intended for resale. Examples include land, buildings, machinery and equipment, certain intangible assets, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software. Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Generation Public Utilities, Property, Plant and Equipment, Generation or Processing Plant, Property, and Equipment Property, Plant and Equipment, Gross [Abstract] Total assets Assets, Fair Value Disclosure Consumers Energy Company Consumers Energy Company [Member] Consumers Energy Company Unamortized discounts Debt Instrument, Unamortized Discount (Premium), Net 2029 Finite-Lived Intangible Asset, Expected Amortization, Year Five Document Period End Date Document Period End Date Sale of Stock [Axis] Sale of Stock [Axis] Ownership interest Variable Interest Entity, Qualitative or Quantitative Information, Ownership Percentage Schedule of Remediation and Other Response Activity Costs by Year Expected Remediation Costs By Year [Table Text Block] Expected Remediation Costs By Year Contributions from noncontrolling interests Proceeds from Noncontrolling Interests Current lease liabilities Finance Lease, Liability, Current 4.600% First Mortgage Bonds Due May 2029 4.600% First Mortgage Bonds Due May 2029 [Member] 4.600% First Mortgage Bonds Due May 2029 Total minimum lease payments Lessee, Operating Lease, Liability, to be Paid Nonvested, at beginning of period (in shares) Nonvested, at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Asset Class [Axis] Asset Class [Axis] Line of Credit Facility, Lender [Domain] Line of Credit Facility, Lender [Domain] Insider Trading Arrangements [Line Items] Union employees percentage Union Membership By Total Employees Percentage UnionMembershipByTotalEmployeesPercentage Revenues to be refunded Revenue Subject To Refund Revenue Subject To Refund 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three Accumulated benefit obligation ABO Defined Benefit Plan, Accumulated Benefit Obligation AFUDC Allowance for Funds Used During Construction, Policy [Policy Text Block] 4.200% First Mortgage Bonds Due 2052 Four Point Two Zero Zero Percent First Mortgage Bonds Due 2052 [Member] Four Point Two Zero Zero Percent First Mortgage Bonds Due 2052 Contributions to assistance programs Revenue Subject To Refund, Bill Credit Contribution To Assistance Programs [Member] Revenue Subject To Refund, Bill Credit Contribution To Assistance Programs Accounts and notes receivable â€" related parties Accounts and Financing Receivable, after Allowance for Credit Loss, Current Document Transition Report Document Transition Report Other Other Utility Service [Member] Other Utility Service [Member] 2025 Accrual for Environmental Loss Contingency, Undiscounted, to be Paid, Year One Gas-Fueled Electric Generation Gas Fueled Electric Generation [Member] Gas-Fueled Electric Generation [Member] Schedule of Reconciliation of Uncertain Tax Benefits Schedule of Unrecognized Tax Benefits Roll Forward [Table Text Block] Cash and short-term investments Cash And Short Term Investments [Member] Cash and Short-Term Investments [Member] 5.240 First Mortgage Bonds Due 2026 Five Point Two Four Zero Percent First Mortgage Bonds Due 2026 [Member] Five Point Two Four Zero Percent First Mortgage Bonds Due 2026 Fair Value, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Entity Current Reporting Status Entity Current Reporting Status Retained Earnings Retained Earnings [Member] Ownership percentage Subsidiary, Ownership Percentage, Noncontrolling Owner Estimated depreciable life in years, consumers Public Utilities, Property, Plant and Equipment, Common, Useful Life Accrual for environmental loss contingencies, gross Accrual for Environmental Loss Contingencies, Gross Newport Solar Holdings Newport Solar Holdings [Member] Newport Solar Holdings Net retirements and other adjustments Finance Lease Asset, Net Retirements And Adjustments Finance Lease Asset, Net Retirements And Adjustments Restricted stock units Restricted Stock Units (RSUs) [Member] AOCI Defined Benefit Plan, Accumulated Other Comprehensive (Income) Loss,

before Tax [Abstract] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Supplier Finance Program, Obligation [Roll Forward] Supplier Finance Program, Obligation [Roll Forward] Executive Category: Executive Category [Axis] Deferred tax adjustment Effective Income Tax Rate Reconciliation, Deferred Tax Adjustment, Amount Effective Income Tax Rate Reconciliation, Deferred Tax Adjustment, Amount Lease receivables Sales-type and Direct Financing Leases, Lease Receivable Summary of Significant Components of Income Tax Expense Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Alternative-revenue Programs Revenue Recognition for Alternative Revenue Programs, Policy [Policy Text Block] Deferred compensation arrangements plan term Deferred Compensation Arrangements Plan Term Deferred Compensation Arrangements Plan Term Schedule of Funded Status of Retirement Benefit Plans Changes in Projected Benefit Obligations, Fair Value of Plan Assets, and Funded Status of Plan [Table Text Block] Letter of Credit Letter of Credit [Member] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 16 cms-20241231_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 17 cms-20241231_g1.jpg GRAPHIC - CMS LOGO begin 644 cms-20241231_g1.jpg
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&_A.9HQE@NJP<#_OJOR%W''4TUD#_>56^HS793\4,:OCHQ?I=?JS M2/$%7K%?B?LWI_CS0]6\G[+K&EW/VC'E>5=QOYF>FW!YS[5J).DH^5E;_=.: M_$]8(T;=;@'KU\Q6W=>^:[J?
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MHYAA:W*I&7HT_R9T1K4Y?#)/YFE65@(S?\C#K"^3X/CM9UIF%^IM/D=;\4@ITFE&]@7H=-YG+$7[YA%C"WTVNCO,G>>L0-$2X/A$TLY61&%H@TY"ZT)*3D]QM1N!UBNS8Z$&$.>ET9J&#1!^T>!
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Y:"6:V8G/N7'3C'X^U?)]%>M1XJS(E\&(E\WS'G'PS=%N)_LK'G'24+W_ ,>E=[H7C/B-F_:1\#U1:%%L6%!J=@9ALUWT@TP+TN>$"PFJVK:LVW%$C"_+$_>+DHZ!6C5V]DWZ@E.I#&0[!VMV6!U*
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>37XVM^)V4\WPL_M6];GU=17COA;]O?X3BTD_R(D(@_JIS4H)8/M^/@JS5C<$VQ/9)D'%/R8'7Y_SI9:1_?0V?.DH^I%>B[:JB(^MA<-FRU3_N'E4[P9Z$+?>#4#)_$L9>8UQMN-!N&M\-S+6_#U$_
GCM8SU[(F[T_B[>^*^IJ*^;PW!.34=J* M?^)M_@W;\#SZ>4X6/V;^MV>.^'/V!?A)X:(:/P;87:C^>]P;87;C^**]EENCV[2,1V].Y] M:]!\._";POX0Q_9/AS0M-V]/LMA%%CG/*COS]:Z&BO#PP/6K
ME%3**:LPWW/./$_[(?PQ\8VWDW_@?PX$\$ZCU+^%Y12G3OG/(9W9_*D,,_)2A*ZS:%A)_G1\/"(((%.%H]N2\#/52**5?:*Z@!W;&"]"&=&U-Z7QNM&Q^J^$Q2!S*^22!_K]*$C!^!A4V#5D=\3%!**@4
ZTHZ*ES);2'KV=-OH/O=Z_1:BO"Q/ .35=J;B_P"[)_D[K\#DJ9+A M9;1MZ,_*/Q3^Q)\5O"#-]J\$ZQ<*O\=CLO%/49_=L3V].E.>;Z[X;U'PO<&+5 M-/U#39%."MW;/;D'_@8%?M)CFJ^HZ5:ZQ:-
;W=O#=02<-'-&)$;Z@Y%>!BO" M_#O_ '>O*/\ B2?YNO\ D?BNIWKE?F'J.117ZR>,_P!CCX>M_T/&M?^ $/^-'^KO%G_M$ \Q\K'%W_$*P"E_'>V\G*T5'BE\-Y&@-^RC_B/N%3\0X\'PD_\ !]W/^XQ@C_ %SC9?\P?_ L_J,M+QQ6BN\SVX5FY3!V=OPRJTUS4$M!R?PEAO$.3F,"]JKC#AAJ"&
JEU%>'*+B^62U..S6C ' IUM(UE.LD+-#(O(M>,[&'XC!IM%2([[PE^U-\2/ YC;X7=3B<U[Q<R-[_\\0F:?'[L=^[OX6SF'UG+=1*<AKJ!I6>4'X^8-RQ2VAUJS%E+X7)!X20_N9%=2CXUS/Y$J)-TMN7?J$#,+7<>XQ>
MN>GX'53QE>G\$W]Y]T^#?"^O.D7!C7Q!X.U.SXP\NGW<=ROUVN(S^IKUKP5_MP4-^$_C3RU_X29=(N),#RM4MY+7:?=R-G_CU?EY0#BOIL)XB9M2TJ.,UYJS_ M /);'?
3SS$Q^*S]5_E8_9SPSXXT7QI 9;:^W^H=$TOKB[(J;^K!(YJ?;Q?:K-@Z83"&1+0]F^_BRH"9Q)(4@5AK0@G@PY8%&MW4^9(!G"Z%AW[G@;+U]WOZ=:WD+:0V4^T%IQ%EE.BY:R!P(G:%Y,2K:E\^YC
>I_,5[1X#_X*_>,/#WDP^(/#^B^(H(E"O)"7L;J;W+#*Y/MMQ7G^L/6_WPX5S/+*W9LH1<G2?9/]>V_7%[U?/AV1#0:2HIZ*B2E<E4=&K!)M8QJO9>Q8=W&HU_2&>#<^J3QE3>C_=I+HH=/B
C#\C7B?CW_ ()H?%+P:9'L[#3?$=N@ MSOTZ[D(_P"NOK"#@_[K_1W7W(\VKDN%GLK>G] M,_<Q?X!UWX?7C6^O:-FBS*<%VU>#/T+ @361U%?M3J&F6^K6&;?1[J3_EXTES9LI]=J_(?Q4U\?
CO M#"O'WL'64O*2M^*O^2/+KTC!8W>GK]M@"^I,>2O_ M)17Q68<,9I@]:]%V[K5?>KV^=CR:V7XBEJUIY:0Z
=K<6\DEO<1G*RQ.8Y%^C#!'YUZG\OVW_BE\-T6.S\6 MWU[;KQY&IJM\F..R9OH#X;?MW?"_XG-'%:^)[73;R3/^ MC:JILI!^+X0_@QK\KZ"-PP>1Z&OL,O\ $+-O_VLMKN.]MTFADCEBD
971@RL#W!'!J2OQW^'GQI\6_">X63PYXCU?1 MPISY4%P?(;ZQ-E#^*U]$?"[_ (*Q>*] \N#Q7HNG>(8!PUQ:'['<_4KS&WX! M:^XR[Q)R^M:.*BZ;[_$OO6OX'L4,^H2TJ)Q_%?U\C] **\1^$_\ P4%^&?
Q5 M:.'^VO\ A'[^3 %KK"BU)/HLF3&WX-GVKVJ"YCN85DC=9$88;%P]IAJBFO)W^_M\SUZ5:G47-3:9)11178:A1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110
48S110!P?Q-_9D\!?& N_B# MPOI-]Q;J+/5E\^(GVE0!U M'^\K?6OLNBO#S+AO+<%5EO/!NI6_B6U7+?8[G;:WBCT4Y\N0_BGTK
MYC\6^#M6\!:W)INMZ;?:3J$9(:WNX6BD^H!^\/<9'O7YOF628[+Y#B,)6HNU6-OR^\S:***\LYPHHHH ",C'8]179_"W]H;QM\%IE;PSX:*\U8.:*_./X(?\%.?2&_PX,-GX
MD2/QAI<8V;IV$-\@]I@,/_P-23_>K[)^!'8O@7]H*^..1'1MM?7:N<2#W0L/I7ZED_%V6YC:%*?+/^66C^71_)W\CZ+"YG0KZ1=GV9ZG1117 MTQZ 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 44$X%>2_M*?MR_"O]DBP$GCOQAIFDW4@)AT] M";F_GXS\MO&&DQ_M$!>1S6U##U:\U3HQ,N9UY XX SUP.E?
58?@3.*JYG34 M?5I?@KO\#Y/$<>9-2?*JCE_ABW^+LOQ/VLHK\0?^(AGX]?\ 0/\ AQ_X)KC_ M .2:/^(AGX]?\ 0/\ AQ_X)KC_ M .2:/^(AGX]?] _XA_#[4M8UN[CL;&UBT6X+SS2,%11_I_J>3V&3VJ9>'N:Q M7-+DM_B_X
X^(>4R=ESW_P /_!/VKHK)\"6^LVG@K28_$5U8WFO1VD0U>RA M:&VEN-H\QHD9F*H6SM!).,9)K\Y_^"G_P6L\3?LU?M%%M%%/XXF=C3EC)JNV@B]I)E&_G+UP8S*'Q/GN_,AXTQP*J4>VH3^MQ*R!^>H%)/Z!Q93?33<+\$]57Z
29IG.&R[#K$XJZ3:5NMWTM^9^EU%?B#_Q$, 'K_H'_ X_\$UQ_P#)-'_$ M0S\'?U0_@?\ ./_ _ 37'_R37'_R37TO_ !#>O^8]S>%3)'_ $#1_%_^F?J#B1/ZSQQDO\ P/T?_ Y/\$U"FY_\ )->+_M$JU
<_LNR.E6SVZNJV\4C[U:1SD-(,'(&* M^N*^1S# U,'B)8>8:DMMB*U8D%V?#P;AJ[PVZBG,_X-N:\!-[+*TY%/1GC(F8:.^'+4^U4=)9B!4>E=[RBMGE[C(,^_'1+.:M6DDBU-E7J+;9_,W?AL?#J=/^%W<D..:QX(VC@I
Y,2_.^",_*N07!K/!X6KJZDHE>B9T?FG*"K8'8IVQ?%X_%TB/=J,JT:6@RN<DA3;;&0JG@NPK5_FIY3N2(Y.!!J$+:8>S6,[L_VO'B_!4I2>R?MP6GJS([UFQ>[NZCM<9@\4>N&GGS70#I-KNWJ'C_T$Y3TU
&9;NYTR/6I_''B*V;_ "[_ "/K2BOR!)^)?2 [6J!!/4\!]$%L7@0!4Q/6TAH3%YM2)L6[RLUA'>\7?4T^6\.S4A[@:+V7?.K(4DY@:$D'">2Q;YGR8>^[!9R+C5<QP2A=)I8;?(0?%GI6EB.
M'K_H'_#_C_P $U@_^2:_^/)?C_\ U_T?H+7HKQ%_P!!^8MCLIJ.S3?@\1\B>@_L? M/_]R]T(JM_]?J60!;A^Y*ONJBR+6LQU$;@IX3%[NL0^K*2S^*F>SYR"H+J_X&NO_TC@2^J2<@\>VB%N:^?V\>2H+Q?
D8>ZQ$>]>EE^3XW&NV%I.7G;3[WI^)YF89S@<"KXNJH^3>OR2U?W'WY17X MW^.?^#D3XEZJ9E\._#P3HL;[@CWMSO^ M@?\ #C_P_P $U@_^3:_^/)?C_\ U_T?H+7HKQ%_P!!^8MCLIJ.S3?@\1\B>@_L?
,DU]+3\/LWDKN,5ZR7Z7Z7/FJB%D\792D_2+_6Q^WU%,$, 'K_H'_#_C_P $U@_^2:_^/)?C_\ U_T?H+7HKQ%_P!!^8MCLIJ.S3?@\1\B>@_L?
\1#/QZ_Z!_PX_\$UQ_\DT?\1#/QZ_Z!_ X_\$UQ_\DT?\1#/QZ_Z!_ X_\$UQ_\DT?\1#/QZ_Z!_ X_\$UQ_\DT?\1#/QZ_Z!_ X_\$UQ_\DT?\1#/QZ_Z!_ X_\$UQ_\DT?\1#/QZ_Z!_ X_\$UQ_\DT?\1#/QZ_Z!_ X_\$UQ_\DT?\1#/QZ_Z!_ X
*A&02*_+;_B(9^/0_YUV[7]",XXLR_+:RH8AOFM>R5[>I^WU%?B#_,1#/QZ_Z!_PX_\$UQ_\DT?\1#/QZ_Z!_PX_\$UQ_\DT?\1#/QZ_Z!_PX_\$UQ_\DT?\1#/QZ_Z!_PX_\$UQ_\DT?\1#/QZ
IOPSM?!EWX)TN[-G MIUWJ&G33S7OE@+)-N69!L>0,4&W[NT\YKV=DDKOST[+]4?KY17X@_P#$0S\'?U0_@?\ ./_ _ 37'_R37'_R37'_R37TO_ !#>O^8]S>%3)'_ $#1_%_^F?J#B1/ZSQQDO\ P/T?_ Y/\$U"FY_\ )->+_M$JU
,@C< M^<$*17LXK@7,L/1E7JN*C%-M\W1?(\7"\>99B*T:%%3QI M45\._'__ (+[_!/X37$UGX9;6_B)J$)*YTF 0V(8=1]IFVAA[QJX],U\O^/O M^#DWQUJ%U,/"_P -O"NE6['$3:IJ$$]]*!@1X^3^0%G(V?]_!=$[O+J'ZUA
(ESG!X)'&.>M?3X/@W-\2N: M-%Q7]YJ/X/7^R\:XU>XC7;N?Y7QG+'%7W:9!9^^?9!Q5YU'IV'-8+6C%@[S5%+Y2>WV=K7=L=8!.^=:OSC%>+Y?;Q19QNH/>2,'7%/FLO@_FR-7&G1J:2=PA'Q
H'_#C_P_P $U@_^2:_P#_ M .2:/^(AGX]?] _XA_#[4M8UN[CL;&UBT6X+SS2,%11_I_J>3V&3VJ9>'N:Q M7-+DM_B_X_P $U@_^2:_^/)?C_\ U_T?H+7HKQ%_P!!^8MCLIJ.S3?@\1\B>@_L? M/_]R]T(JM_]?J60!;A^Y*ONJBR+6LQU$;@IX3%[NL0^K*2S^*F>SYR"H+J_X&NO_TC@2^J2<@\>VB%N:^?V\>2H+Q?
$0S\'?U0_@?\ ./_ _ 37'_R37'_R37TO_ !#>O^8]S>%3)'_ $#1_%_^F?J#B1/ZSQQDO\ P/T?_ Y/\$U"FY_\ )->+_M$JU
EE6O)S+A/,\#!U*U.\5U332];:KU: M/7RSB[*\=-4J-2TGLI)IOTOHWY)GTO1117S9](%%%!.!0 45Y?\ M#?MH?>H_>?ZE?6A@> W^P@' C/1P@*7'C6P"G5VY?_8>* &=X8%TH79U3T5/()5^7LZ
M^'_B/Q%M.U+K5+J/'(-H(!+)CV(4_M8R_Z ,!$<:<N;#4FUWV7WNR_$\7,. M(YNJ]P:J]N4XNV!SS:)RM5B;JB<"?7$3(1WZSC9G?J"WMXXX!+^@^.0>MY9WZ\Y#W&BK8O1V3^0P>?KLD@7\!-RT
H'_#C_P_P $U@_^2:_P#_ MDT:Q%F;X3ZK_:/MU7>(WY+'!A**Q^_*0'K$W;KF1N&BD:*'G:=Y)%K<J;G3AE'2F;WZ?.*F)X_5S[.#KN#]?M<N;GG1)&;8.6>J1ZK#CZY8J5+?^5[F)$2R)3
MTOQ=9B"UUF'_ $+7=.1LG3[U -ZC//EN"'0GJC#N#7M]?&8K#5,/5E0K*THN MS1]GA<52Q%&->B[QDKI^H4445@= 4444 %%!.*_/K-@I9_P6WTS]FO6YO!?P MM71_%7C*UE"ZG?W&;C3-
(*L0\!V.IEN.,%58+'GYB6^6O1RO*L3F%94,+&[_ M 2[M]$>;FF;87+Z/M\5*R_%OLEU?]/0_06BOQ!_XB&?CU_T#_AQ_X)KC_ M .2:/^(AGX]?] _XA_#[4M8UN[CL;&UBT6X+SS2,%11_I_J>3V&3VJ9>'N:Q M7-+DM_B_X
@/\ MP3]OJ*_"'Y_P $U@_^2:_^/)?C_\ U_T?H+7HKQ%_P!!^8MCLIJ.S3?@\1\B>@_L?
$#R3NWYVMMYGM9/Q-AHKYRI3A4BX32 M:>Z>J/H)14E9['Q7\<_^"3T(?A'XA;2O$FD7FCWP!*QW"8691QN1AE77W4D5^R58?C_P"&N@_%3P])MI/B+2;'5K"4',5Q&&V'^\IZJWHRD$>M?
GV=>'>"Q*=3!?NY]MXOY;KY:+L>) MBLCI5-:7NO\ #_@?UH?C717V!^TG_P $N+[PW#-JW&P%IXF@FU:U0%Y-(NI ;I!U M_(]WBW0XL)F=]NH0)_LRG_6 M8]),D_WA7W5\%/VAO"?
[0&@_;O#.J1731@&XM'_=W5H3VDC/(]-PRI[$U^0M M:'A?Q7J?@G7K?5-'U'\"\TO4;4YBN;:4X(['N#P>X-?=9#QC_WAL_W_H_U,-P M?O@[N_=G\D>U#)N<,/$L>VGC'W;~B_Y+Z%$B9"6%N7H^5A!NVF9ZE$;
H/Q$>WTK4L".+ M65 CM+H]!YH'$+'^]]P_[' KZ[@G2YA62-EDC//3?^:'4445ZAT!1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !5?5-4MM$TVXO+RX@L[.
M+2UC::>>9Q'''"B@ 2<J""B@G:+%IRZ6(/_("NXG_O!MO5IY':O@^J&D^.YA8/Q2B;NWS".F5*>O-MXUR1+_@(1.YB4.7\!6=51HR(AA_VUN^&"8-O_\:<#'PO%JE=D?V!UR+F;)>4@!&ZY7G
M7TNSP^(,]H95A77JZMZ175O_ "[OIZV1U'_!1?\ X+QQ1\4NT*&2T@:]*^6(F>(\1T=D^KX?4!!D79+EQ<_&6/9$ <[V@]:4;CPGEKL-LX$0S-*4-5GHW7/QB6%A=7A3_(W%!J9?P19F:,!!6K'.8>N
[3X)?LY^//VE/B>>)SC>A^9=IFS8:%@]1/0TE3M#XI^[L"P?3@U=6>O1BQ<JMXE3S>?"<SP=;)AO.R MJ2M.A^W_%/!]ZS>3;6U>:.<-(D!"W 1[MK,%*/1DG_+>DI98;?-D-,\B%_53&I->"
)P.2X[&+FPU*4EW2T^_;\3X1HK]&?^ M(;7XE_I11O O_@>4?0VOQ+_Z*3G&/-6[D5HH,*JB*WQA=,;6#GL!GDPL?_@3;O8!VNS^G"T?@)A32H/'YFXV9%/E+!?C_:(,=M>;J0YUMZ5O><.8[=BN?!XJ>I%L!F#GD1
_X-\OV'1K6MWWQP\169-OIK2:;X62 M5?EDFP4N;L _W 3"AZ9:7T!KG],_X-L_B$^I6ZWGQ*\\&QV2J)WM["Z:98\C M<4#8!8+G&2!G&>*_6;X6?#/1/@C\,]%%*^'[5-/T+PY91V-G"#_JXHUP-Q[L
M>I8\DDD]:^1XPXPUAJ^9JUMOZ7/JUMOMZ7/KN#>#L33QOUK,*?*H:O5W,M3MK*H]&M_6QY4;_B1JB%W#W?>]E/<&^IUYTX$#*^<>;K#ZUFH3R>)@E.:$2$K<+$$5$OQ"C?$>^'"[$4
0N9;R_U">2ZNKB4YDN)9&+N['U9B2?/VWS^V7^U%=+H]XUQX'\%F32]#"M^[NFW 7%X/7S74!3_P \XTZ;C7RI M7T7!>0_V=@E.HOWE2S?DNB^77S;['SG&F??5A&IF/K7SE;S8DUAV8UY
VCCG"F_W=.ZCYOJ_GT\DNX444 M!@IR?NCDU]@?'G[J?\$"_!K>%_\ @G?I-XT:M;>S_+8[(5N)K!=;2^LE^WY<K+MSW'SP77)&L6[P;YW5*>:!C;8FSI[H?0K$%[2%J:C2U>I:N4FO*FKPN7,F48V1S
M]Z^@*_F7/JWMR"C['+:%/M"/WV5S-\7^+=-\!>%M1UO6+V MWTW2=)MI+N\NIVVQV\2*6=V/H%!-?SO_M/J/1]/M74Z-5/VDFQQ^/O!&1[Z%[X]TTJP3N8<C40W9T&&KB0@<@5F5JSFE$
\._5Z/\ :-=>_->[Y1[^LOR]6?E#[Q%*G_ "!#F^"H8!R$EZ9%QV0_?$;,AY-3:YH?8JM)O-NXRV77#OV*%Z1HUJ>A%$W,TV:2I8+NNN<[BQ*D>*V5K9/F:]PR2D0Z$P%X'6,%]_N5:SQ>!RZB

^"L_P]MI%%OH_BVZ4C)86L,>T^F&E_E7YYT5P5/$;-Y?#R1](O]6S M&6?8E[67R/NB_P#^"O\ I,07[+X&U:8ECGSM1BB 'MM5N?;BN;U?_@KYK4JL M+#P1I<+;\J;C4I)/EYX(6->>G.
<5\=T5P5..L[GI[:WI&/\ D82SC%O[7X+_ M "/J#5_^"L?Q#O4D6UT?PG8AB-C&">9HQ^,@!_(=:YG6/^"E7Q;U0R>5K6EZ M>KXP+;2XODQZ%]YY]\]:\%HKSZG%&;5/BQ$_D[?
E8QEF.)EO-_>>J:Q^V]\6 M-<:7SO'6LQ>=@,+<16X&,=-B KT[$5S.M?'_ ,=^(A(+[QIXJNEF 5U?59@K M =,@,!^ERUJ.N7VL2,U MY?7MXT@ 8SW#RE@.@.XG-
4_)CSGRX\^NT9H,\8./,CSZ;A4UK937S,L$$\[* M,D11LY'UP*XKN3[LRU9&#M''%%;VD_"KQ3K[0BQ\,^(KS[1_JO)TR=Q)]"$P M>AKI-*_9-^)NM!#;^ _%!$C[9+%H1GWW[<#W/%=-/
XFI_#IR?HF_R1<:-2 M7PQ;^1Y[17LFE_\ !/WXO:LLFSP;-#Y9 (N+ZVB)SZ9DYKI-,_X)>_%6_=A+ M;^';/: 09=3W;O8;$;]:]"GP[FD_AP__ 6OS1O' XA[0?W,^=Z*^K=,_P""
M2'C>?:;SQ+X6M59)KK MY,,(4MX 6]1\C$#KQS]:Z;2O^"67PNT]HS,OB._VKM(FU,H'/]X^6JX/L,#V MKT:?AWG$MU&/K+_*YO'(\4][+YGYO@9H9@GWB%^IQ7ZD:5_P3X^$.DQJ!X-
M M;EM@0M=74\Q;W^9\9]P!77:-^S'\.O#X;['X')Q%MN3_9<+<'CIRRFO1I>&. M/?\ $JP7I=_HCHCP_6?Q27XGY$P'[4ZK%^]9C@!/F)/H .];FB?#'Q-XE:-= M.\.^(+XR,53R--
GD#$?)MTCRWKP!S[UH8 MY_\ KUZ='PM7_+W$?='_ .V_0WCPZOM3_#_@GY,Z)^QU\4O$"!K?P'XB"E=X M,\"VX(Z?\M&7GVZUV.C?\$T_BYJDJK-HVEZ=V[]\=*^TJ*]
M6CP#DM/>FY>LI?HTCICDN$C]F_S9\OZ!_P $G_AWIR(;[4O%&IR*!OW7<<"L M0>>$C! /3&:[;1/^">7PAT2$+_PB,-XV""]Y=SSDY.?XGQQV.,U[517K4Z.4[MII?!AX.*?
YW.B&7X:.T%]QQQOAS]GGP'X2TJW@L/!OA>UALU$<%W@-E$=W]$)H=FJ8#O4NG]_@!OTBV/4J&J&B4[*G%G%G%+:^>[Q4-1*3Y?Q:8FI6(2#P4:Z; MBBBB@:HF>@PHF@B5+2A=
**** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *\>_:H M_;(T/]EG^RH;[3=1U;4-7#R106I5 D:%0SL[''5@ !DGGH*]AKC?BY^S[X.^
M.T%G'XLT.VU;^SV9K=V=XY(MV-P#HRM@X&1G!(![5Y^:4\9/#2C@9*-32SEM MNK]'TOT9CB(U73:HM*7F?,M]_P %@=-C=1:^]2F7F')FU2.,@^P5&X_&LF^_ MX+ WANF^R^
K98.,";5VW^^<18KWC_AWC\'?^A-A_P# ^Z_^.T?\.\?@'^A-A_P# ^Z_^ 'T?7UO5KB'MATVI "1"5SI^N'>EH!S/TV!N'Z(_*4'&6^?C9_K/I5& M\?W!B,8]7=O%7&]@,QUVXX\2
";#_X'W7_QVC_AWC\'?^A-A_P# ^Z_^.T?\ MA_X.^(K?&_%N5]\(*'3KNUJGU5.DVR@^+B!?\E0XN3+>(GGB#5=15 +A7\;U8,J'FD,R;N>M8N8:T\!C&!2 JTGSS^21[G+O@ &-
H=_P[Q^#O_0FP_P#@?=_P#'*/\ /A^NWB^:R1^S_5[PZ[8?:^C;4AOK8/@5^X-K?6+"$_K\OAQ3R08,<^@=V2Q4^;Z$5M+]55]2GR52B2GOW'NF6XTUD5G'Y=R/%Y
M)#EWDN'9G/N2>?QK]/?V^>/P=_Z$_P#*6;_)GP,_[./^B?P,_JH_;]A1$ _ 8A+K_SX]NQTY @V7'.E%K#9K@HG5/2]@OAV6N7,_I9!?^HX!3BZL8**:E\O0E<@2Y
/RG M]\O'_Q2"0\O=/ ^<7_Y^>A5J*-OZ@1Z1Y+_B8NH-SLX]7 (6T8]X[@+E/,H>$F2^T*4O8H0$L9G0[L-OWL<J5C^1J4-=GK^L-KNY*9O)M)D%%<6Y;1VDH1F6U.+YX]
M/^1^56QO0_E1L;T/Y5^JO_#^"GPD$30_P#OE\2^J\)V\BCJ40>&D%;^*Q5HYK:S^M]1Z!?_WT5N"M'^&X*,%^I=J-3A]
_%59TS]BKX4Z1(S0^ _#;,XVGS;7SAZ\!R0/J*(^&.!SI5=K:K-C9!G4@/O2O/%O+0-,I/XJG9I(A*EN%8&#7(O%E#B73R+
WV3POX=M?,QG\G384W8Z9PM=$/"_$OG9!OCFV-!:X.=I7[LM?S9:?V)T/S3B0C?P47ML-H&/1K,.J6%\PHP!5"3<5G:6SN$UPMIH!7-(3HMDM*-5@]>QDB:E?GL\$0#
%Z\#> M9H.GVNW&!-JL'S?3:6_7%;%C_P$W3/D]4:79C_J5A$\1*YHS@:0>:2^-%NOD67XYDQ"/.G5)\VUNXEWWO)A,KI94JJ,24%+WQ\KH9@@M_C*]4.9%J"BT2^L2U
%DN$7V?Q9\5V'_!#HW^)%LSX8\B^F\1&MVT*DNO?6NQO:M/7VBNM%0B,%D.(UGVV@9GU/KR$LWT-W$S.@<:15+-=8TAQY1RP$7:X0MQS3HQ-'%02B99J;C[$#5!(
MD^&MK"RS7GBNZ8G"H-M01R&G,:X7CNR8D<[7%%%D, M/KQBO?*8<67T%?S;57%CO75TX'U%B'G/)%T#P.L7RR#OZGS!5;6<#Z5+JU=5C_B6_PZ)P8<ZGGGSFYVIPM
3@VBJV\+#I\,8#>O"]>.M;<E#8=&$'V^*Y.*,/'&\E#YXO5"@T5/KTNI_MCI7U!1^J_S9W*9/.X!R]H6H;*LCKDK2S %
!1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !11 910 4444 %%%% !1110 4444 %%%% '__V0$! end GRAPHIC 18 cms-20241231_g2.jpg GRAPHIC - CE LOGO begin 644 cms-20241231_g2.jpg M_]C_X
02D9)1@ ! 0(=@!V #_VP!# $! 0$! 0$! 0$! 0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0'_ MVP!# 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$!
M 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0'_P 1" &>!+ # 1$ A$! Q$!_\0 M'P ! $$ @,! H&!P@)!0L! @0#_\0 7A 0,$ 0," P0$ M!PH+! 4- 0(#! %!@<1"!(A"3$3%$$*%2)1%ATM?\
[=+GSK,+>H[CJ\=E\&6(=Y(Q];V_\ -?]EF+1QR_DN/LCN[>7KS;FQW>?P\KD MI_%X/CW\'QXJF?G,)$-Y,QBXQOMN_(5&#?W;NF'7H>G?HO@V:P[V(!]P/-9&W4@=?
7IW7P;U)N_-2KM\^>TW#DCP>.!YX\512:_P!"1$B76>E6$#F(=J#% [>_8VMR M.A[!>3LIC&G9V0I ^XVH=_L^?U^Q<2]O[2+"0IW;&OP">T=N4VAP\^_'#'$8!?KG2P!.PVS=!W7;?\
%G.WUG8+S.:Q([Y*G_O$?]Y<:[U* MZ"84I+FW<$"D#E03?H:QQQSX*%J"O'\TG\O?Q5&_C!PNC)#]>:9!:-SME*[M MNF_=KB#T]Q7P<]AF[[Y*ITZ_NS3_&;KC'.JWIS:3WJW!A9
('#=Q4\KS_W& MF5K(_A/ ^I%4;N-_"5@W.OM.D;[;,MF1W]&.-SMO>=MAZKS.HL&.ORG5^R3 M?] !*^![J]Z;62D*VUC2^X<@LBXO <'CA1;@J"3^X\$CR/%4TG'GA#&0#KG$
M.W&_X,6Y /K+*Q /P*^#J;!-[Y*#K[A([_A8=OM7P.=9W30VLH.T[2HCCRW; MKZX@\@'PM%K4D^_G@G@\@^15,[Q!\'F.+3K6B2-NK:F3>WJ-^CFTB#\=CT/0 MKX.J<"#M\HQ?
8R8C_P"G_P"O5?"KK=Z8TE23LV.2DD$IQ_*5 \'C*A9"% \ M>""01Y!XJF/B.X-@D'6,6X)'3%9MP.WNOG[K,!U_U;[>F_P#T M-@]O=^"]^?~]?1Z?$$
<'03_^)Y3\1B,M MM_\ \:_NOP'[\=_N]C_ E\)Z]>FD$C]+[J>"1R,7OO!X/N/^)^Q]Q]?S J MG^^=X/\ \/73_P#Z;(_^,"^?NQP/[ZD_W>;^XOC5U_\ 3:E2DC(.1R@'@^XY /'TKP/BDX0@D?
*V4.Q(W&%N;'XC=H.Q]-P#\%\?=I@?\ M_/\ [M+_ ,E\KGJ$=.#:RD7;*W0./QMXI.*#R ?'>XA7CG@_A'D'CFJ=_BKX M1L<6B]G'[?C,P=DM/U;O:?S@+Y.M<$#^Z63\16?
M^D@_H7SN^H?TZ-@%$$S,G MR3P4MXL\DI"N2[*;"TX!)_=Q7D_P 5_"5H!(2>SE<)*"O&@O5#^0KG%!%& ![M#\E.N\DN4S)V$!%!@:S"PYRVZ[4X@6V[>C<8,!-!7!&)!C_FEP^
M3WV_]W'^(OD/@Z!!Z;!^3OJL\]G]!O R-SG+\ZS!:.;@Q#!Z;K{-\E`D#3 M]PUR1>4P@#QP4+7_WFI)4'!MRU3O\RY;^>!0>$R@&DKPEB(B4NT\YSV!^;_.U9K)W:;9
"J[A(Y_,D#\S7X[Q;\+P"17U.X@$AHQ=<$_ $W]MS\4^[G#?7D7]BS_%7R M?PD>C/\ [BV#4@-#2+J]WMNIT=%_?@]ZM@!-HZ\E(;0+ %&:8Q*2Y]X,$+=E]C?%[NE?
M_P#N+8/^B+B8&J!&_4W/WF_H/3;J4YA<>4H^UG-?I7%Y8AWS[5^0A7T"!*M M:N*PZ!Y\DP\9^Y80:+ZE,MI]9W*!F9+]-B&0?J1U4SZ34_3AG%DJ7-!_;BR]2@M1F8'B!"O%A
K7B/0\D(W^PSKU_A*M*_T5V-GP'>L?#_X:5NH&Z!?@M*/'K (9BI=]\NX=G=8)CJ=* MI%Y\V_D:VN!Q;TC1,;HCI_I+48)AD'-SB!A5X^*WC4ST4#/B@:NDE4NJRV96:#O2=V%J7FKK
]6_P"Z8K_@RS[T *+"@M*+2'(&#"G,9HQ!@^MG*^&+*&JT>!PB99XF!FTS&J^#(O8>&&R1(S7E>(R#'RP*-)7=<<9$Y7'I=IK9E@1J>Z9Z6BJ2#E>R!;"HUTZL4!&Z%Y%ME#$,2
_YJP_VQ M7Y]^)H7P<+WJ2IX)JUC)^K3ZG)!6C5=-&J[>B!K3&@IGCQ5>R*\Y%.R)P_"!'3YF%\#=A:XQV$5^_6@+J4'W0Q@*,5DFPPE@^IJ1/S"M+F$JWL9N;=44RL9]ZFGI0@:
MTN?]S_B):"8V_(K7)+HKJMVD6E?X84EVYLDB<\X6(+X=A1M%I6HH5):KAQ_N5'S^MTK2I=S<@A/^@**!'Y=IQ48;LRX5IBWX2FB3XKN/VH%H%C:]0P6U*_Q2D#!8^ SR@0CM6$X+Z0C#F
^^P[+Z^[S%_O6]_0@_Q@O@^$$JTK_178W^CL?\ ]XJ_)OO]@LS=/H[L_^6Y(3#^'*1=W[N@'4H<IG,V@WQ?B=*)%)^BH3^DOF!XQF_-L;\6>/SIFR%A<1Z&;W*WD1OBR9BG6L
$:LCVVVWHXY^_??]SR;MMNG?;??X+Z;KO$G? MF@O-_P#EPG?O[3Z_4?[]D^I'HLJ 59-@I!(!4;/:2$CGR>$WPJ/ \\ $G MZ"O0>+SAH2 <=JH D DXZGL 3W.V1WZ=U]?=UA_\U>'_
,F+_P)U]G\(YH' M_L>>?^GXG]K54_?;<+O\QJ;^JZ_Z^OK[N<-^1<_V+/\ %7V#U%.GD@P\67"@@;NU&#MU'R-V^'2UMT^"^_NWPGOM_P"[C_$7 MVI]0KIP44@W/+4=Q
)5BDSA//U5VO*/ ^O:%?NYJI;XK.$;B ;N=;N0"78.Q MLW?U=RO<=AZ[_#=?7W:X/\ SED?_MW?^!7(-=?O38ZKM.2WYD<$][N+78)\ M<>/XMIQ7)Y\?AX\'DBJMGBBX0/=L!)V
M]HF'Q-:7;] *Y!GKNZ:'4E1S>:R02.U[&<@"C_WAV6]8X/TY(/CR!XJJ9XF> M#SP2=1V(R#MROP^5!/Q'+5<-OMW^"^QK# $=;;Q\#7GW_1&5QRK76UTR/*"1L
MV*@D<_QUBR=D#]Q4Y9DI"OW<\GSQS5='XC.#FJ1V=NU["CO/ ^/'NT?M\7EUOC&\Q('FPWXMMOR0,J-Y1[B[8'T*]!J? G;_V MC"-SMU;*/SDQ[?
7_8N78ZJ^G21Q\/<&%@J5V@.W%%3!)/'T?9;('G]HCM_?X M-5T?&\[A+*0O&Z\T"\"7!H#[9B.Y^$L;"!_*/S?BO0O:BP9:RKPYN@E<\VKV!NA1BQ:AIP:XT70\^^`pT4;L>Z:WGS^!:#2
B_(_%>1P//[1X3SXYY!JX1<6N&4^WE:ZTP[<\O7 M+U&=?=&\^1NWUGIWW]Q7WW.8=W;)4_=UG8/[2%SD?=&H)?'R^T=?.E1*4I3F%@ M"R4^X"%3PKQ_@JY01\0]3Z]X31=:YUOS.11(6W)2G
,_BPXD=]FFT'=.^^VVP5LO5N5QC] MN7(4COV'M,.Y^.Q?OM\>RYR/L/ 98!BYQB$D%\"QDEF=Y3SQW#LFJ_#SXY]ΙO(U'@9@1S
Q9?'O!;OMO\VP>F_3=>PNTW?1MU7?58B/]CUS M+606%_@,7NT/$G@?"N4-SD\<\#L>>?"GVJX3,RN,EV\O(T)-^'W).2.0;;[Ln>UXXV]_P
TGHO0.:>Q!]>A!Z>_HOUKT7ZE$2B)1$HB41B*(E$2B M)1$HB41B*(E$2B)1$HB41B*(E$2B)1$HB41B*(E$2B)1$HB41B* M(E$2B)1$HB41B*(E$2B)1$HB41B*
(E$2B)1$HB41B*(E$2B)1$HB41B*(E$2B)1$ MHB41B*(E$2B)1$HB41B*(E$2B)1$HB41B*(E$2B)1$HB41B*(GM[T1?!)NMKAH+D MRY0(B![KDS(["!_A4ZX@#_&:I9KM.N"ZQ;JP-'=TUB*
(#ZR][0.Q7PZ2-@W= M(QH'?('BK#:UM MHVEO[7JO3E?E^D)O4&QN/M"IGY"Q]9+M1NWOL1#]'/NJ&N'4[T^VS MN$O;V#\I*3%O3%P4"#P1VV_YI7(/N
.1^58W:XR*Z>XGUYIO=NX(AR,=H@ M@[;;5?.Z_#NJ--^H,+]'+)U/]65KS^9G,J*N'6STSP.>=E19O Y_Y/LV02^? M/CLM8Y]^/'U!XK';7B3,X.U=__P 806-
OWKC\I/OTWV'+2&_V>X^XJE?JO LW M_;[7;?D13N_-M&J+G>H1TX1.[X%%RJY=OM\EBLU'=_X?O!R#_@_%Q^^L>L^* MKA'!OY=[-W-AN/9L)9;9;S? >U/K?
IV5([6N";VDLO_FUGC_C+%1\[U*-*,$B# MC6P)_'L56VSPP?(_ZR\KX_/V^GUJP6?%]PZCW]FQ&J;.W;FIT*^_]/(.V5*_ M7>*;OR5[K_\ 4B;O^>4JD)OJ=80CG[OU?
E,O3;=_9=%YR4^GM&0H0]O\VVR1ZCU]#ZD"F?K^H/H8^P[W<\L3?[M]4G,]4!1Y%%NU $>_:9N7?$Y_:X)3'L;?'/X.0'C\7CXQ;JQV?&<<3O[]H(-]Q
MLY[F]_<18QG\GIN=MCU.XVIW<0/R,9M_.L[_-D(V]/>J4E^IUG2PH=88I' MYY[52;S=Y1'@<$I;:B:B@\'DD!0Y' \<$FQS^,K4KMQ6T9@XAZ&;(7YCV'=K(X
M1T._KU&W;KO3.U_;.)CZ[?=S2R._L#?7K^CXJF)?J5;G>[A$Q37T,'G@KA7 MR4M([N1PI5Z902!^$\MD'WX!JS6/&!Q'Q"DW%%?!Z5K@]BZODIG-Z@"]6(L:>@V M.[3OON "
J=VO,J=^2M2;];)G$?]\!^C\RIB7ZB74-(Y^7XPS;[9VA!OO\ N&%QS=MSOT\R&4].P/H.^_3;P=K'/7"W4M3G %J&W!P!K.!7&.P9=PL;KN2FQMSGEMNTL$?'MW4YL:N%4=C%2^L,6]X8.^=N
VA0XX2IFT)7X_DE M2E*2?(-6B;Q$\8I]^;65F,'?I#C\3#MO[C'0:[IZ$DD>A7@[56?<>N0>._1L M4#1U^J('IZ=>BIZ3U7]1LHDN;>R]OD@\1IC$4?A' X$:,,UP#]0. H^3R?-6J
M;CCQ;G^EKS/,WV/X&>.#L-O^BB9MOZ@=">IW*\':CSCN^3M#U^:\-_X6C\W9 MVSH[ZO !R,[_H]-EXNS>8=WR5WU[6)!W[]G!<#)W'MJ7W?,[.S]X*"X"DJ MR^_]A[?;E
GA'C\^WGGS5LEX@:[GW\[6>J9-]@0[/938\NVW06@.FV_;OU[K MQ=E,D_Z60NG?N#:GV_-S[+A)&?YW*),K-8^9E\@_=W;F^=8/SOCW^*\CL\IZ^ M_JY<0Y?[\27;Y>'225$N722?
<^Y^M4#\IE)/W3)9!_4GY]VT M[J>YZRGJ]?>O,SS'O-*?KD>?[2OC7.FN?\Y,EN>>1\22\O@_F.Y9X/YD53NLV M7_3L3O2[_ .ED=UJ5QZKX+WGNYQ^MQ/
(KYB2222222>22?))).\DD^YKQ M)))).Y/4D]]R?K7Y'_*M/@L0_>O+@W#+(@TQKQ<(&-JKF"(#]^#/"ROY@Y:3MV"$>O,O@8F!H(<N\Q%D)6H6*4==%_ N'Q<UJA2:[Z%N"!L2
MB?< 247N([Y/ 8>)/L VLD_X@FOH12D[".0GW!CB?[%^\KOR3^8KV^3EGVBR M/\P[_+P+7=A79K_XF.4P^1))ID ^6^7GMR@DV+^!_&
T3_R7[HLUX<2%MVFYN(//"V[?+6D\>#PI+)!X/@\'P?%%> MS,=D)&AS*-Q[3VZ;#?UJXL2:0(N%?/=OKC=&ZW(O+/.6X0^IG7X&>7G ?JHLH L1?J3G'2&!;?)7VK
M[?W/=A!%YD,(C\,Y7 &V_2P&*R,N1!.@;1=4HI&*HJWIG[IN#JHJJR 2[!O4S<MK^AH7$(N5T;42?(PA^;?T67QT_"ZOP)*IE^J9
Q@9^JGP37+18Y-E^SDVG-#L,K4]TS1YV#\'SAY!4V9/G[V7(IV+N8GLSW^M8JH&+N1YC\7U.C (_A "9J2,9Z:&SF^OC/O!_7_N-)C)G"?SJ
;AP)4J#_B1:RW#)N[TJVS+D*O@; M\?U7R8'X"LBOT4Y"4WT+#3$TFZE6JMP32[=>[O[.0KL=N1>\V$.U6@#H]YC=CK*MNCG?1&VHM(6OH<'Q!/16Q^MSGUZ/NJ/"M_'B@)E^KH;LNO
MZ5K7=9;^/7?PIJW5=S59B5_[;=3 G% "G^.!+T*3$G4CGGN&V/MD-9:[O T-D $BA M3B.C3?9]@O6K>UHQ=">A:GS\H-+*A[*1K*Y[QP[AIMO+7W?MZE^H3E7]_H
M._ _9D"S+F3<:_'SO2Y@3.O4@M;,P8\F_X:;VD,6KO^XW6]7[_^S`V+Q3O\\F@AY
...

^ZG_X5^"RTH<*:;(_(H21_D(IR,/=C3_JC_DFP M]P_,%Z_+Q_\ J&?\TC_Y:_/+C_S;/Z#?^2;#W#\P7K\I$_[-'_S+?_RU\^1! M_F8O]FS_)+\Y&?
DM_HC_DOF5:+2M14JUVY2E$E2E0HRE*)]R26B23]23S7B M:%%Q+G4JA<3N7&M"23[R2S>??ZUXG#XEV_-B\<=]R=Z-8[D]23O%UW/4[]U\FO >I@A
M)]YC9_=7Q+P?"G$E#F(8NM!XY2O'[2I)X/(Y2J(0>" 1R/>J9VG-//!:_ X5 MS3W:[%T7 _6# 0ODU*IZ&M7(]QAC/_VKXG=;:Z?(+V!88X4@A)7B]D40#[@$
MP?:J>31^DY2#)IC3[R.@+L-CB0#Z?Y.O@T*+N].J=O?!%_=7%O:;U)("P_K+ M W0X>7 O%+&>X\]W)_XEY\^:HI.'^A90X2:.TP\..[@[!XT[G??<_M;OOU^M M>9Q>-<"#0ID'OO6A^O\
(7%/]/\ HZ22I_4FNW%%/9W'$K*%=OGP%"&"..3P M001[@@U0R<+>&TQ)DT)I-Q(Y23@L<#MUZ BN".YV(ZCT7F<+B'=\91/Q]EAW M_/R;KB'^F/I]D$%W4.#\@%
(^'96&?!_/X/P^3^1/)'T(J@DX-<*Y=N?0>F^@ M+?F8Z*/H>^_E\NY]Q.Y'H0O(Z?PI_P#=E0?5$&_\.RX=[I%Z;7^._4>+C@$# MX0N+'O[_ /,SV^3^1/)'T(JWR4]O,>[W]DCSSW
ING(5^2O#LH(^XZO'N"/P-_*1]_7YMWZ7Q[]OWKZG;?XKQ=H[N_P"JR-_FV)Q_]Y7 R/3TZ3M%8, M]F66]_HV'?\ W-=V]/T[JGY7INZ(=Y^6N^P8GD1_&60<]Q_3C MV\U:IO"+PS?OY-
_5,';_ -XU)=NG7Z>/]3L?AV[%>#M"X@_1ENM_^;&[^V(* MFY7IF:L<\Q,^SR*> '$V&2GGDDDC[L94>1P!PL $<^?:K1-X.=$O_<-3ZGA M[;!PQR\':"QQ^C!XX\^>./%6F?
P985V_LVNWU/?R\B[TV]_JJ=_#]__1Y-I_GUB/[) M2J7E^F/L%L$P=F8?*/'@2;5>8?)X]B6S,X'=XY'/C\7'/X:LMCP;:I8#[-K# M SG;H)J5^OUV/3=OM&W7IOUZ'?
X*G=H&Z/H7ZSOYT(RB.>!W"194I!(\\!:@/;N)JR6/"%Q'BW\C+:6M#TY;E^)QZ M[=1+C@T';K](CTWW5._0F6;]&>D_ZI)6_P#%%_S5(S?3XZCXO)9M.*SP/;Y3
M*8B5'P#P$RV8Q\GD#Z>/)'(YL-CPK<7(=S'0PEH#;]PS5=KC[P&SLA[=NI Z M=^RI7Z*SC>T5=_\ -L,W_,X-5(3^B3J8@M;)XF;?J>S6W0_TW^CZC;=4S])YYF^]$NV_(
MF@=^@2;G[.JHV=TM]0UN[C)U#FA2GW7&MGSJ/\2H;KX/^+GGZ5C]G@KQ7J;^ M=H/4) [NAI^T-^PUWR[_ &;JE?I[-Q[\V-M=/5L?./SM)_YJBKAI[;%J[OO' M6>>0PGGE;^)WU#?
CCGASY$H/'(YX4>.1S[BL=M: US2W]KT?J:N&]W28/)-9 MZ?C^S3;]*H^5C]^@DIFV.\0RG]H2K9. MCE/^'XS"./8^]6";%92L2+&-R%)OV^[8[]BJ9T$S/I0RM_G1 MO;_:
N)4"DD*!21X(4."#SQP0?;SX_PU0$$=P1MWWZ;?G7DO'(/L>:;@]BB4 M1*(E$2B)1$HB$ ^X!_PT1?JU(?8(4R\ZR4D%):<6V4D>Q!0H$$<#@CVXKT9+ M+'L8Y9(R-
MBQ[F$;=B"T@@CT([+]!([$CZB1_8JJMVP<\M!2JU9KEMN*/V1# MR*[QTI_P):F)2/\ )5ZJ:JU/0(-+46=J$;;>SY:_$!MVV:R<-'YE41W;D6QC MMV8]NW)/(WMVZ!P"N);.IGJ L_:
(.WP"+D):>WZ=I!'[MJRREQCXI8\ 5M>:D ;V$^0DMM'^K;\]NWPVV^"KH_FHOH9.W]3I7/'YG\P_ M]?%7'M77/U+VKM!SMBYH3QRF[8[8997QQ^TXB R[YX\]KB>?//O674?$KQAH
M\N^IHKC1W;>Q.,GYOYSQ6CD^LM<"1T*KHM79Z/\ ZX)![I887?IY ?T_6KEV MGU(=YPBG[SLV!7E*2.?B6FY0%K]^Y4.[!(4?S0VD#Z)K,*/BZXE5R/;,?IC
M(@=^>CNLNS]TBIR_7'(S_++_9LKFVGU/;ZCM%] MU/:9'MWN6C))D0_O[&9ENF_3ND#CZD\^,RH^,S)MV&3T/1E[_IO+T^*KX]?S#]VQL1[=8YWM^OHZ-
V?.5T+1ZFFMI'8+WKW,[63P%J M@R[-=D)/U(^(;%E/U_9*@/H3[YI0\8^D)N49'2FH:6_TC6GQ]X ^_Y\M,D? M9O\ JX1Z^H._=:5J/XL=%)_:8U=.S^H)TY70H3*O.26-2N.
[[TQF_MN'LEK3[B^F;0/U@$*XQ:TP&4^_GNXX^ MO%9QC^-_"?)EK:VN<&Q[MMF6YI*#^O;=MV*OM]NVQZ%7&+4>#FVY,E7!/I(Y MT1^WS&M^WW*[%IS_
6_)2NR9GBMW2KCM-MR"TS>>>/81Y;A^H\<5G%'5&FL MHT.QNH<)?!V(-/*T;.^_;I%._H5RCN4YOW&U6E_T<\;_P#A<55B5)6D*0I* MDJ'*5)(4D@^Q!'((/Y@U? YK@'-
(<#U!!!!'O!'0JI!!Z@[CWA>:_42B)1$H MB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2 MB)1$HB41*(E$2B)1$HB41*(E$2B)1$HBIJ]YGB&--J=R'*
<=L:$I*B;M>;=; M_P (\$@2I#2E ?\ =!^OY59\CJ' 8=A?E\":5A/V JGE MMU8!O/9@A'_Q)8V?\3@K&Y#UA=.&-?$3+VA9)[S?/.>0E=KB28Z MCR..]R36MLMQ\X1X?
F$^L\=:D9OO%C&6LFX[>YU*":(^[]T[JTSZFP<&_-D M(7D>D(?,?SQMI%I*V]Z;%8\XR1Q//:I%M@VF.L_3AV?< ^$^W)5 M%"AS^R>.*UKE?%WPYJ_DPVYR.WS&1-/QW>_FV^MN_P
%9&_^IY=%]Z<7U3!CCDA#U^R)^4KC M@\+5'M\"* >>"4"21X([SS6N,IXS+CBYN%T16B&Y#9,IEI9CM^48JM6 ;_R1 M,1_**M,VOY#N*^.8T>AFG+C]>S&-
]/3<]>N_HK*7[U$>H&ZE:;8K#\;;5R + M=8#,=0#[9/!4/YP;2"1X2!XK7>3\6'%.Z7"DULG92[W L M69R+9D$*\=@1:(L0\#P!R2KZDD^:U]D>.7%K+.+9];YF,.[Q4'08]I'N#:,$ M!V^W?
X[JURZDSD_1V1L#<;;1%L0_-$UBH%Z?N+.'"IZ7LK+%N*^KV47KDD\< M !4E('GC@<)'MP *Q>2UQ U(\.DGUAG'..PWDS.1W)Z=@90!Z=@T#IV5$7Y2 MX=RZ_9)^-B;?
[/G+G;7TZ;YOQ2N!J7/) =/(?D6"=$:43[DOSVX[?//N5+'Y MGQYJYTNO[)D.JZ&U-*'D$22XNS PDGN9;38F;CH>KAZ+VCP>8F^AC;AW]7 M0O8/M+PT#[3_
&A7)M71!U,77MXUXJW!7UNU^Q^%VC\U W)Q0_P=OR>+K;#KU<#;>1]6V_P5?%I+/2_]2\O_ $LT+/T&0E7% MMGIS;^FE)GR<&LZ2!W"3?Y,MU/)_F0+9(;5P/)X>_<"?
<9;2\)7%&QL;4VF\ M>#W$V4FG>/LJTYF';UVD^K=5L>A\R_Z;J<0_E3.WZQP=<'N*M&_:< M/A^%-0$]_P 8#XJNCT!<.WFWZS!Z\D)&!_/@RKK+*>?S(5Q^1N4/!ECQM[?KN[)
[_8\+7AW^ \^[8V^OKW M^"K6$N@_3D^>#[0$6QN9W4]LC;<,FQU5IZ=00VC*[8GKT>"/>561Z M#Q;=O,LW)/?LZ)@/_=N/Z?JV5=V_T^>G&%VE^T9/2NX72_3BH^?
VD/W131'GV#8'L>.162U?# MQP>J;OHP;^JJV:5P+.V/8[^?),_?[#)M^8?HZ* MMH'37H*V$&%J+!&RGC@N6"')/@@^3*0\5>0#^(GGCS61U>$'"^D0:^A-,M(V
MZOQ=>8]/>9FR$GXDDGU56S X:,[LQE,'XPM=_P 0*K6#J_6ML[?N[7V$P2GC MM,7%;&PH<<72J,V[VVVVW(P;;;#;;W#W*H;%$SZ, M<;?
YK&C^P!C1I([9$=B0GCCM>:;="Y<.)4./)KSDAAF&TL4(YSS5HM M:9TY=!%S 86V#W]IQ5&??Z_-@=NO!].I)^Z5:\G\^")W_$TJA+GT\:*N_=]X M:EP)XKY[BWC=MBGSY\&(PP4^?
([>.#[<5C-SA1PTO[^U:%TQ)S=^7$4X?M_ M1Q['XC;94;\)AY-^?&TCOWVKQM/YVM!5 7+HNZ:+GW%S6%MAK5R0NV7*^6\I MY_FHC7-#0X^@+9 ^E8O<\//!Z[S?3K.
[C%@Y;:%*YX,')GW$I_\ "BX1YH\? MOY_?S6*W/"GPFL[F&MG:+CZULS*\#ZFVHK#?S@JBDT3A'_199B/\BPXC\T@> MK=W3TS-82.[[IS[-[;SSVB6S9;F ?ISV0[>2!]?()_,5B=WP.N ?
7M7JDCT]%0R:"Q[OW*[;C]W,(I/S[,CW_0K<77TP90[C8]MQU>_ M8W=L6<1S^7<_#NZ^/H#Q'/Y_3@XC=\&4PW.-UW$X?BLO81[3V_&EKWW#O[H> MW7X*ADX?NZ^5DF_
25R/SN;(?^%6UNWIJ;CB!1M.6X%=P.>U+DF\VU:OR!^+ M:Y"$GZ<=Q'/\KCS6'WO!_P 0(.;V'.Z8O@?1#ILA33K\6#U5!)H[/1]JT4 M@]\=B([_ &.+7?
H5K[OTN=0MC"C.U'F2DIY*EP+:+LV /Y17:G9B>W]_'Y\ M'Q6%W^"W%7'O-2?8&W3NJ"73V;B^GC;7UL9YH_/$7 MC]*M==<%S:QE8O.'Y1:NPD+-QL%UAH3Q[\K?B-
HX'U/=Q^^L+NZ9U'C2X9# M9JCR?2-O%WJX&W\J6!K3]A5NDIVX?W6K8CV_+AD9_P 30J76A;:NQQ*FU?S5 MI*5?^ZH _P#X597-!RE22D\#D&K_C M]6:IQ1!QFH\[0V["IEKT#?
JY8YVM(^!!'P55%>NP=8;=F+_1SR-'3MN X _4 M0KO6/JZZCK 4")M7(I3:. &KP(%Z;[1_)_Y4ARE@'_NK!_(BL\QO'CBWBRWV M?6^6G:WH&9#V;
(LV'H1=@G=MZ;AP=MOUWZJY0ZESD.W)D9W >DO)*/J_"-=_ MZ[*\=B]13?\ :R@71&&Y&VG@$3["Y"=4![_QMJFPDA9_G%I0'OV'VK8.,\67 M%&F6BZW3V6:_M.,?
7>1_/HV:P#OB6$?R5=8=;YF/;S!5G'\N$L)^V)[/K[= M_AT5Y[#ZGMS1V)R?5$)\> MVQ9&_&/'\I:6+A;Y0)_)!D)'/\L"MA8SQF7&\ MHS.AZT@Z!TF,R\L)^+A%:J3 ^_E,H]W-ZJZ0Z_DZ>?
C6'WF&=S>GO#7QN_-S M?:KTV#U)=*W#L3?<>SG'5JX"E?(6Z[QVS]2IR%<4/E(]^4Q5*(_D"MAXOQ>\ M.[?*W)XK4F)<=MW>RU;T33ZDOKVVR""&F)2W.#R..45L M?
&:LTOF6M=B=183)!XW:*64I67$?S(IG/'VM5VAO4K'6"W6F_P!'-&_F#B? MT*L00H!22%)(Y!!!!'Y@CP1_@J_@@C<$$'L1U!^U52\U^HE$2B)1$HB41*(E M$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB MM-N;^*-NT<4L MCY)9&,8R-Q)WY6FVY7*U<15]JMT43
MW#)\SDP!V/*XUJ4!)Z[;M]J'K\Y838U_Z5<=_K6)O_LC;]73G^U6 O?7UU)Y M8ZY&QU=DL*720B/C.,_>,Q*5'@ /W-5V=*A[)6AIL_F:U=D?%#Q?SKWPXEV M.Q@?N&Q8;#>UV
'=@V2X;\A(]',8T_IWLTNLL[9); 88=_Q8*_.\#ZY#*?M M!5).CK9VM_SB=UWF-)X/;V7FQVLI5]4H2FU6\-\>"4IX"1P3Q[V*0>(S7&_. MWB+D(9>XY4#INT;
'W*F/W5Y'N,M*#U[2PQD';T'EQ[=ATZ M>BY6T]"74UDSB9%TL%OM)=(6N1DF405R/Q'RM:(CUSDE0]U!:0Y[\CGWK:/A MFXQYEXENXNK1YSS/ES&:JNE^=WD>D,_8/-)"R+<]73
MV&$]?79CI'?G&_O5X+'Z96PY/8K(=BXC:DG@K:MD"[7=T ^Z0M]%J;[DCW([MDD^Q(\UGV-\'&JIN4Y;5F"I [/> 96T6;_:X=/M5SBT#==^[7JT? MPC9+*?\ M"(?
I]ZO#9/3'P=CL5D.S,IN:@05MVJTVJTMJ_-/=)7=G.WZ?M\1L5=(M U!MYU^Q)[Q'%'& M/JW<93]O17;R;AL3[;F9F-BVT.#M<0A:?YJTA0_R*!%?+FM>-G-:X>YP#A^8@A?A /<
7U5)7;7N M!7Y*TWK"L4NHM,M2N>>>5O1%J///G\7FK%%>TIIC)APR.G<'>#OI>U M8JC.7?6Z2!SC^=4TE*G-OYM2M)OWYX(W;:6DJT]ZZ3>G2_=YFZGQ=A:^?XR
MU,2;*M//U0+5)AH2?\"/'TK!LCP,X393F-C0V%B<[?Y]&*7'N&_?E%*6!HW] MW+M[@K;+IO!S;\V.KM)]8PZ(_9Y;FC]"M%>_3SZ=[IWJ@0LLQYQ0/;]UY(^^ MT@GGS*[,7(D ^R?B
#V' \5@>1*?">[S&M6SF*21C3_ #+T5LD; M]=N<#T[;!6V71.$DW+&68?\ 1SD@?9*V0_I5G[YZ8N]/=ZLAOVM82/YWPE*X^A/FL!R7@UP4G,<3K3*U3U+67\=4NM]=@9():1
M'3KR./3LK9-H"L=_(R$[/<)8HY!^=AC_ +"K-7WTS]H0^]>/YUAE[0.XH:FL MW:S2%>_:GQ'N3'R('5K+++V/E*UYE/#1Q?QG,YNG8,DP;_/Q>4H6"0.VT4LU> MAW(J-F
Z[PS1._,USF./U;_ *RS>VH; M_;>=QRYNQT_O,F-'>CC_ #O[_;BMOQ5LY$:1$<4S+COQ74_M-2 M6G&'$_\ B;=2A8_Q@5ATL4L#S'/%)"\=V3,=&\?6UX:X?:%0.:YIV:_$HB41*(E$2B)1%
[MN+:4%M+6TL$$+;44*!!Y!"DD$$'R#S[^:^ MF/?&[F8YS'=#S,<6NW'8[@@]/3KT7Z"0=P2#[P=BKBX]N':V*%!QS8V:6A*" M"EJ)D5T$?Q[QG)+D=2?
^ZIHI\#Q668K7^N,&6G$ZMU#1#=MF09:Z(@!V'DN MF=$6_P DL+?@JZ#*9*M^X7K40'HV>3E_HEQ&WPVV5^,^^_57B#5^=@V!M,G])X8W[_6YH8_\S@K^XWZFV:QOAMY
M9K?'+L@.5AF6B[,%1\\)"FD^1^+QYVCB/&1J*'D;G-(8B\T M;!TN-NV\?(1TW=Y=AM^,GO\ -!8.W4;=;Q!KZVVW86:->7WNBDDB/U\KO-&_V M@+(/&O4ETU="VWD>.9GB[BN MP18-
[AMD^/^=A2FI2@#[GY$?A\@$_AK:F'\ M7O#Z[R-R^)U#A7NV#G""MDJ[2??)7FCG(![GV8=.O7LKU!KO%R;">"U7/J0U MDS1]K7!Q_H#_,%D/B_5ET\Y;\-%LVCCD5]S@"+?77\??22
>U0O+,)OD$\< MI<4@G]E1'FMKX;CEPHSI8RGK7$0RO VAR3Y<5*#MN0?E".NSIV)#RW?LXJ]U M]282SL(\A UQ_%F+H#_WK6#\Q(^*OM:[U9KVP)-FNULN\920I,BV3HL]DI5[
M$.Q774<'Z'N\ULREDQ#X'O;L?0[J\1RQ2CFBD MCE;^5&]KQ^=I(7)U6+T2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B M)1$HB41*(E$2B)1$HB41*
(J!V3K'"MMXT[B6>6=%YLSDEF:VU\9^+(B38X6& M9D.7&<:?CR$(<=;[T+X4TZXVM*D+4DXOJ_1FG==X=^"U-CVY#'OFCL-9YDD, ML%B+F$=BO/"YDL4K&O>WF:[JQ[V.#FN(-
%?Q]3)0&MT2;\^5#^43=YQL_7L; M2G_NBL-Q' OA/A>4U=%8F>1FVTV2;-E)"1Z_M^6PP'W\K&CX*@@TWA*^W)CX M'.'XTP=,?
^\+A^8!7PM&,8U8&TLV+'K'96D#A#=IM,"W(2/W)B,,@?Y*V10P MV'Q;&QXS%8W'1M^BRC1K5&CL.C8(HP.P]/17:.O7A $,$,0'81Q,8!]0:T+G M*N2]DHB41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B) M1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(ME$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B*G+QAV(Y"VIJ_XMCM M[;7SW(NUEMMP!Y'!)^;C.^?W^_[ZM&0P&"RS7,RF%Q.1:[?
F;>QU2V#OW_=X M9.OQ[KPEJUI@1-7@E`![B2*-__$TJR.0](?3EDH`<5-U;C\-YSDF19/G+$\E1_ ME 6J5%9)'T"VE)Y]TFM M8B"0>#\&X0_F5 'Z?.I\>.?8C6.7\(G#J[SNQ>2U%AGG?
E:VU7R$#"?7R[5? MSCL?0V=MNGQ%FGT+BI-S#-:KGT >R5H^Q[>8_P!-6!R7TQLH8^(YB.S;)<4@
M$MQK_9IMK=5QSP@R8#]S:*CXY46&TCSX\#G5N8\&N:BYW8'66.M@;ED65Q]B MD\]]FF6K+<82>GSO+8/@K//H"P-S6R$3^^S9HGQGX?.89!]?S0L?'<;OUOE+6!R>4Q)R[=,)
('('R_)))\5JS,>&3B[B>=T6#J M9B)N^S\1DZLSG ;]6P675+!Z#MY6YZ E66QH_.P;EM:.P!ZP31N)^IKS&__ M +/U;K'K)=3;/PY2QE.OLPL:6^>]Z?C]R:C \=WS0CJC%)^B@Z4J'E)(\UJ
MK,:%UG@"X9K2V>QH9])]K%VV1 ;[;^<(C#RGT<'['IL>JLD^-R%4GVBE:AV[ME\,@;[OI%)((4#^1!\@_N-8J06D@@@@[$$;$'W$'J#] M:HB".A&Q]Q7BOQ$HB41*
(E$2B)1%RUIOU\L+Z9-CO-VLTA"NY+]JN,RW.I5X M\AR(\RL'P//-5U')Y+&2B;&Y"]CYFG<2TK=BK(#[P^"2-P/QWW7I'--"0Z&6 M6)P[.CDKC':([8F1)BY#'*1X""JZ,2)(3_\
MLY""3Y)]ZVAA.//%C \C:NL,;!\M*2SBK+MNY()NU^8_R86- M'HU7^MKV^S86JE><>KHR^%Y_.9&[_4T!9.8EZD&F+S\)K*+)EV'OK[0MU<./ M?;>VH\=Q,BVO"9V
GPK[NY(!)2D^#N3!>+KAYD"R/,X[/8"1VP<]U>+)5&'I MO^%J/%@MW[$5-]NI:%?ZVNL5+L+$5FJ?4\C9F?GC//\ ]VLHL0ZB]'YU\-.- M[-Q25(= [8,RY-6FXWD9"LYQ /*Z01/Z_P
B7D=O MZ=NZO*TZT^VEUEQMYI8"D.-+2XVM)]BE:"4J!^A!(-;"8]DC0^-[7L<-PYC@ MYI'O#FD@CZBKH"'#<$$'L001^<+]*^E^I1$HB41*(E$2B)1$HB41*(E$2B)1 M$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E M$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB M41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B M)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41* M(E$2B)1$HB41*
(E$2B)1$HB]5(0M)2M*5I/@I4D*21^1!!!_QBOQS6N!:X!P M/0AP!!'N(/0H0#T(W'N*MIE&E]2YHE8RC7.'WA;@(5(D6* B9Y))*9L=EF8A M1)/*D/I4?SK#LSP\T+J$.&9TE@+[G;
[RRXRJV?KON18BCCG!._<2 _%6^QBL M;:W]HHU92>[G0L#NO?Y[0';_ !!W6-N5^GWT]9"'7+7;,AQ"2X#VKL%\?$GW,<VYS1ZBM*ZO;W^ @)V5@LZ1SE;DL3X_^)HW^Q4U5
MG7@E$2B)1$HB41*(GY?N/(_<1[$?OIV[(KAXGMK9V"N(#N_3WBMXG8CRX\H<1J2!FP/ MRA3%2TYHV!_;6/=7!=MU#I()#S=3N-PLCJZVS$&PF\BVT;?NL?(\C^?$6#?X
MEI]_59:X5ZENO+F66,ZPK(L7>5P'9MH?C9#;DJ/NHMD6ZX(0#]$1Y"N/-;TT M[XPM*7.2/4NG,MA9#L'V*$D.6J@^KBTBI9:W^;%*[WA9)5UY1DV%NI/7/3=\
M9;.SXG;YCP/J:XK+W".I+1VP_A(QG8^./3'@GMMEQF"RW3N5_P!&(-W3"?<7 MSXX92X#P2DJ'FM]:;XO<-M5\C<-J[$2SOVVIV['R=] 7'M'(\12=?
3DDY23\!NKW(6AQ"7&UI6A8"D+0H*0I)' M(4E220H$>002"/:MCMO:OU$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$H MB41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2 MB)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41 M*(E$2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1 M$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(O MCGVZWW2.N)*M7Y?%C. ?EQ6JM0<".%6I/,
M=9"\#T"LMK36$M\QDH1,>[N^#>!V_P!4 M1:W\[2L3,S],O%9?QG\!V'>+,X>XLP,E@1KS$!\E*/G8)MTI".>!W*8DK"1Y M"U'FM%ZA\'.#G\R72^J\ACG'K5-MRB4\ ]AE,MH<)
[FU+3Y]ZT?E]/9W 3FMG,- MD\3.TD&+(TK%1Q(.QY?/C8'#?INTD?%8Y/5LU71^XCV(_?3MV177PG>>WM=+;.'["R>T,-*!$ M 7)Z;:U<X*XU,ODJ)!JW;$0&WS/,+HSMZ&)_-&1_JK,O
_4FV99O@QL M]Q7'\QBI[4N3;<7,=NY2/!4?A)F6QU?'G@0HP)]U#GD=!Z8\7VL+<^H[K*:>N[\6S;E>&TWIN]F\$GUG;FC/ M]!O7U6:^]?.@LR^!'N]UN6!7)[A*H^40E" EP\
<)3>+>9D(()/ LL M-:V;++)3>>[;#"&;_P"E9S,V^+N7\RR]L>1X_D\)NY8Y>[3?K>ZD*;F6BX1; MC&4% $?QT1UU /!'*20H>Q -;ZQN7Q69K,N8C)4 6V*%J"W"01N/PD#W
MM!V[@D$>H"R:&>"PP20313,/4/B>V1OYVDC[.ZYJK@O5*(E$2B)1$HB41*(E M$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB M41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B M)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41* M(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$ MHB41*(E$2B)1$HB41*(E$2B)1%QEULMGOL1<&]VJVWB$Z"E MR)=(,:?&6% @A3$IIUL\@D?
LU1WL=C\G ZMDJ-._7>"'P7:T-J%P((ZQSL>P M]"?1>P^8NTI M#BN>%*MJTR;2I()Y[$06^?8*')K2FIO#?PJU)YDC<$[VW\SO:>NY MINUC?\45F^X$+'KFDL);W<*QK/._SZKS&-
_?Y9YHO^P%A5GWIGY9 ^/*UO MG=KO[*>5-6K)XJ[-<"/HVBX0_G(#RQX'>ZQ"0KW/;[5SKJCP>9RMYDVD=2TL MHP;EE+,0NQ]HCJ0QMJ#VBM([L-WQUVGN2W?88I?AS
MMYF$_$A@/P[+"+/NGW1\5U MM7'/*00H#G#5'"OB!HYS_E_2V4JP,)'MT,!NX]P'XPNTS/ UI'7Y[V$#N 00 M,3NX7*4"?::4S&C_ *1K3)%]?F1\S1\-R"?\%JS5
M>)*T\T#P=^:*1T9^WE(W'P.X6:>NO4-W5B?R\3+F;-L.V-]B%KN; M5\^&. MHINMM0AEUS@(F#\J#/1X_5=-G*USKD0HY+D'_;\:Q5E)/=W7IE5'6V5K
N7C#Z)>>G+'DJW/"!OO\ZRRL-AUV694-98BWLV=SZ,IZ;3C> M/?X2LW'7^6&+,^TWFT7^"S<['=+=>+=(2%L3[7-CSX;R2 06Y,5QUI?@@^%D
MCGSQ70E'(4,I6CN8V[4R%24!T5FE8BLP2 @'=LL+WL=T([.W'JLIBEBF8)(9 M&2L<-P^-S7M(^#FDATMXF;%D@GGD'D\ZGU9P0X9ZQ\V3)Z9IU; MLNY.1PX^2KO,?
QW/J!D4SM^I-B&;<[[[[E62]IS#W^8S4XV2._Z6 >3)O[R6 M;-E$2B)1$HB41*(E$5F\]DL/*'!SFT[,C()=O2>L2ZO. MT^K9HG@C<$;$JKJ7[M%XDJ69H'#_
#;R&GX.9]!P^#FD+8)JWU)LKM9C6[;& M+1D6QT_=DU0'DB.Y;2KS[GWZGT7XOLW2,577&%@S M%<A/?-,?KNQ'RLR5=MAHV!F@VCEV][MHS^#>?J,>ZV2:OZC-
/[?::3AN8V]ZZ+0%+QZZ+%IR!DGW0;9,4AR1V_RG(*I M3/U#A'FNO=%\6M Z]8P:>S]62ZYH+L5=<*.4C/JWV.P6OFVZ[OK&>/H2'D=5 MG>/SF,R8'LMIAD/>"3\%./\
Y;]B[ZV%P]Q5[ZV.KLE$2B)1$HB41*(E$2B) M1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(ME$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$H MB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2 MB)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41 M*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41?-,A0[C&=AW")&G0WT%M^ M+,8:DQGD'P4.L/(6TX@CP4K2H'ZBO&Q7KVX9*]]"&S7E:6RP6(F30R-/=LD4
MC7,>T^HTL>UKVN&SFN:'-(]Q:001\"%AOM+H2T=L3YF=:+9(U[M?GNY8GXK\-JW+>5R>Z58'PJW+25'E0AB XH<_P 8#P1S_K7PS\-]6>=9H4Y= M*Y.3=PM83E93=
(23S38N3>]X$GJ*_LKB/Q]UB^0TAB;O,^*,TICN0^OL(]_> MZ$_,(W]&]?SN,H<-W893R>Z98'N9G*4CE9 MMZ[@@?50KC_7/AFXB:2$UO&UX]68J/F=[1AVO-Z.-H)YI\6_>QT:.IJNM-
&Q M)(&RP3(Z/RM'F?"QMZ!O7G@W\P#WN@/S^GKR%X^.RPODQI$-]V++CO194=:F MWXTEIQA]EQ)X4VZRZE+C:TGPI"TI4#X(KGF:&6O*^&>*2":)Q9+#,QT0RM+C+
[#BV7FG$GE+C3K:DN-K2?*5H4%)/D$&ON*62&1D MT,CXI8W!TH+2"#V*_02TAS26N!W!!(((/O!'4'ZEF? MJ'KJW+K0Q;;?9J-B8RSV-FWY(\Z;O'83P.V!D" N8DH0.&T7!$]D> $)%=#:
M#\2_$'1_D5,G8;JS#Q\K#5R\CS?BB;L-JN5;S6 X-&S6VA:C'0!K1U64XS5^ M4H1BN4O!*3B^3 MN,0I;KQ'E%LG=_R%T!/A"6'42E#RJ(W[5V[P^X]Z X@"&K6R PF;D !PN9?' M6G?(>
[:=DN%6\-^C1$\3D=70,[+8N+U-B\IRL9+[/9/3V>P0QQ/NC?OR2? MAW\E935NI9"E$2B)1$HB41*(E$2B)1$HB41<1?L@L.+6J9? MM#)/-
(X]FLBB:Y[S\&M*IK=RI0KR6[UJO2JPM+IK-J:.O!$T=W23 M2N9&P?%S@%K 6RYFS7QQ+2-]S!+(;0'7M[/ MS'T!6E<]XC^$&
>^&35,>4GC):Z'!U;.3^<#L6BQ#&*AZCN+!:/4A8CWO[0[MT?0G'4637.];XA 7\-US'\5M*'E) [.U,C+'W$(M($C6FSE],UB=N9HM7IRT'OU91:TD#N 3N>Q(ZK7=KQC<.(G.%7"ZKM
[.=3 MH5PX@=-@_(/(:3TW< 1W+?0<5;/M$_2G(<";IJ/>-L;*P"XS!P^XD-\$K7+ 3!GM-3.VZ!TF0A!._;FV_QW64&K_6R]/W9@&_19U@O$_P (]SYVM'/4?H_IKL-HR?>FQ[#

MK>Q7ZZFQV>XW[YY3=PNJ8CTY<..U;XU5FJF$J6[!]UIK?FELU@1NE,;&PQRO)$;'.)Y0T #<@D XQ_PK?IX?WU M&O/\QE'^[]9E^P=Q8_B1EOZ5+]:6#?L_\'/X_8;^C>_4T_A6_3P_OJ-
>?YC* M/]WZ?L'<6/XD9;^E2_6D_9_X.?Q^PW]&]^II_"M^GA_?4:_S&4?[OT_8.XL M?Q(RW]*E^M)^S_P<_C]AOZ-[]33^%;]/#^^HUY_F,H_W?I^P=Q8_B1EOZ5+] M:3]G_@Y_'[#?
T;WZFG*WZ>'|]1KS_,91_N_3]@[BQ_$C+?TJ7ZTGI/_ <_ MC]AOZ-[]33^%;]/#^^HUY_F,H_W?I^P=Q8/ .B,M_2I?K2?L_\ !S^/V&_H MWOU-9NX+G.)L,P[', P6l1LCP[+K5%OF-
WV&W):BW:TS4?$B3HR)C$:2&)#? M"VB\PVI2"%=O:03K?)XR]ALA8W/87,/1W M*YP!W&^X*VCBLKC\YC:67Q5IEW&Y&O':D:Q_(\=6\S6DC
M8[;$*K*H5<$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B M)1$HB41*(E$2B)1$HB41*(E$2B)1%8 ;W3IJ/5B.V MS2+<+0Z8-Z;1VFSQ'8 L5HR.#QF4![JK-
,FW2>/\'./ _)C1NX?!X=:R_UB6!KO=-L2TB'ED1D$G@0@KY6[]B> 507&I*^"4P:XDXA^ M%35FG&SY'1]C[K,6SF>:08VOG*\8Z["OS&"^&CNZL]DSMMVU5KS*Z*O5 Z6@
M_P!MA&Y\O8-LM'NY?HR[#U80X^C%K^Q0)UKF2+?Q^5_&5+1VT"US01[EA;V/CTD.8I[:YI'0@M(!!![@A?)7@OE*(E$2B)1$HB M41>4J4A25H44J20I*DDI4E23R%)
(X(((!!!!!'(K]!+2"TEI!!!!!(((Z@@C8 M@@]00=P>H3MV69^C.D.M_:^IS$M%]DN;!PUGL:^Z;Y*6;M CIX 3:+XL.R6@VD M'X<6:)<7^2A+/[0Z&X;^)#7&AC!0RPY*9QO58AL-J&2<'S,#6_
M1ALB>'T:V/N,JQ.K MK]XV]+V'WQ#5Z::#EPO6ZE]'D$ \ K)AEQ29D9)Y F0')$$O%E?*U3M\XF N(L0@[@6*SI8C^,YKOFC9V+SF/R[M-ZLP$H&[Z\FS)F?'E)^>W^6PN;
[R#T5]:V6KPE$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B+7YZ@7]"ZRZ#]<,7]_,MY9L_*VI;.N-;1I:(\N\R8X['KU>GDE3UJ MQ6VO+;3.N :6])>4F! ;)^8=6JN-#"T71NR^8?&7LKL>=V
MUZS3LW>],T$Q1%P:QH,LKFL #M0<7N+^#X485MJVT9#.WVR-PN$9(&267L&S MK5IXW=7H0.($LW*YSW$0PM<\DLA'I4/6MU%]7N42L@W+L"YW.UF2ZI9L$M3[
M]KP/&XZE]+46TXXP]\HM;2"$*N5P^=NLDCOD3%D@"2+17#C26@:3*NGL5##/ MR-;8R<[6SY2X\#9SY[CF^8 X]1#%Y<#.@9&-E%[KQB=K/B+?DN:FR\\\'.YU M7$UW.@Q-
%A/S8Z])CO+<6C8&>82V'[;OD)6*7M[5G*P!*(E$2B+.WH2Z]=M= M$6T+1D&-WJYW75MRN<1O9&LI,QUVPW^R+=0W.G6Z$ZM4>UY/!C%7 -
)DC#96M%V=KVZ5]>Q@9YXVYK!OD4*)0KA22*BJR%"SB[]W&W8S#;H6IZ=F(]XYZTKH96_'9[M' 'U'52^8W(5,MCZ,4HRB:ED:E>]4E';2O:B9-"_XU_O/:.@-*Q)7>QB>'Y!I*\1DKY2B
MY99$;!>3A=5:CD9LZ_D*N)KO(ZF&A" M;,_*=NQEN1 ['O']:CV\9VH!/GM(Z8C?NW'XVYF++ >TV0G;5K\PWZ%L-.5P MW':;H5&RKL)<4)1$HB41*
(N:QNP3\KR*P8M:FEOW);W:)\TA.,3HUA[/>]J ME3FR%VG0KM+Y[UJO3A: 272V9F0Q@ =3N]X[+LRM68/ UGK/7VNK6VAJWX+A M>,8E$0V$I3\"[-
#M:5)\)%3ABEQ:ASW+6I1)))J&S-Y*7,YG*Y>8ETN3R-V M^\GOS6[$DY'7W<^'P'H IP,#BHL'@\/A8 &PXK&4<=&!VY:=:*N# ,K>7S'WD MDJO*M:NR41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB M41*(E$2B)1$HB41*(K#[CZ;]5[NA.(RZP-,7Q+11"RNT);@ MY!#4
>SNEH04SV$JX)BW!N2R0"$!M1[QK'B!PBT3Q'K.;GL6R/)!A;7SE ,K M96N=CR[SM:6V8VGKY-IDT>W1H:3NK/E,%CLLPBS"&S;$,LQ ,F9_K ;/"\EX MF?
(U8W:CTTPN=\J4(7>T4XMSM\ITFE\D :W:FL1&6KO MU=)&2&C5V8TKD,5S2L'M=0;GSXFGFC'_,:+JYO\YO,SWD= L/*T"L82B)1$ MHB41*(E$2B+D;3=[K8;C$O%DN,VTW6 \B1"N-
NDNQ)D5]L\H=8D,*0XVH'\E M<$JR-EK6ZDTD%B"1IW#XY8W->T[CKL=B.AW!(M7W'+)#(V6)[XY&'F8]CBU[2/4.!!"VM=.7]"EQ<'#]ZK0DJ+<6#L&,SVIY/" M$)R>$RGM2">
]ZPFPD>52XP'?(KM_A)X]"]U; <3'-:7%D-;54,8:W?Z+1F: MT0V&_0&]68!W=/"/G3+8N#U]"KES[FLNM ^H>T-&P'QE8/BYO=RVM0)\&Z0 MHMQMLR-
/M\YAN3#FPWVY,65'=2%M/QWV5+:=:<20I"T*4E0/(-=OUK5:[7AM MTYX;56S&R:O8KR,F@FB> YDD4L9R1C7QN:]CP'->TAS M7-/4$$="",Q"^NO=?241*(E$2B)1$HB41*
(E$2B)1%1FQ<]QG5F!YALC,K@U M:L5P;'+OE%_GO*2E,>V6:$]-DE/<0%O.(9^%':![GGW&VD K6D&XXC%W,WE, M?A\=$Z>]D[E>E5B:"2^:Q(V-F^W9H+N9[NS6!SCL 2K9FIK-
>KG?6<;KS22^%7^X,1 M<6LBW5KBXIAD%UUO'<=@MDlC2(<(I=FK;2DS+F_-FN@NR%&I;=!:,QV@M+XS M3F.8S:K$'W;(: ^]D)0'6[N>=6EMIM *EK4E*020*^7N:QKGOB^F,=
(YK&-<][W-8QC 7.>]Q#6L:T=7 M..]5^:+*KCLU8H:8TY#E\;4L.@ M=D[UZ6M[:(W%LDM."&%QCA<0?)DF>YTC=GF)H(!]:T?X.K>3P=;(ZJU1-ALI M=K,L-Q5#'06O8/-8'QQ7;$\
[/,G:"WSXX6-;&[F8V5Y',M!74-I>^],N[]GZ M/R6=%NEYUIEEPQF3=8*%M1+]S'#HJNK=-874M.)\%?,T8KC()2'20.=NR6![F@!QAF89\$7@ /Y.8 [+D? M6.F;>C=49W2UZ6.>S@\A-1?
8B!;'8:P-?#88QWSF":%\20?!\'SX->[:ME_5E>=P[[MBD=T]_1I7@ZU59T?9@81T(=- M&W8^]JX+Z(UQM\T\0Y\.6>.>(TIA\\< \\-+6>."#S[<$'ZU\/AECZR12,'O M>QS?7;\8#UZ?
6OIDT,O[G+%) ,D:_P#X25]E>:]4HB41*(E$2B)1%X)"05*(M"0"220 !R22? 'DD^ *=^R$@ DG8#J2>P'O*XP7RR%T,"\6HO'V9%PB?%/ MGM\-_&[S^+\/M[^/>O?
V6SR\WL_+^5Y4G+^?EV_2]?VJKS"]$HB41*(GM[T1<4_?;)&44R+S:HZ@>TI?N.1I05Y/:0X)D M@\ ^#Y\&O=M6R\;LKSN'O;#(X?G#2]=UJ]P[/LUV';9TT;3O[NKAU7U1KA MF$B)-
B2B/<1I++Y'CGR&EJX\$'_;^'Q2Q_NDU_\PDKZZ\UZ)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41<6Y?++R M[\%V[MIXDI#3EPB(=*D\=P^&IX*Y3R.1QR.1S7L*UAS>9M>9S>_,
(I"W8]C MN&[=53FU5:[E=9KM=OMRF:,.W'<;%V^X7))4E:4K0I*T* 4E22%)4D^04J!(M(()@@\&O(@@[$$$=P>A'V+W!! (((/4$'<$>)\$=U[5^+]2B+CI%XM$1SX4NZ M6Z*
[W!/PY$Z,PYW'GA/8ZZE7<>#P.,3P>!7LRO8D&\<$QMONR)[AM]]VM(V M7B^S7C=RR6(8W=N5\L;7;GL-G.!ZK]6GFGVTNL.MO-+'*6EI<;4/;E*T%25 M#GZ@6O)S7-
):YI:X=PX$$?6#L0O1KFO 3^)Q24^!Y/GQ7TUCWG9C'\!N:TN/Y@"5\O> MR,;O>U@I[W!H_,2 N/3D%@6LMIOEH4X/!;3Y ^M>WL MEH#F-
:QL>Q\F38_;R[+Q%RH3L+5(G\P=NN50M#B$N-K2XA0Y2M"@M"A M^;5))![P2*\"""0001W!&O'U@KW!#@"T@@]B""#1'1>U?B_4HB41*(E$2B M)1%QK=YL[K_RK5UMKDGN"?
EVYT5;_<3P$_!2Z7.XGP!V\D_2O8U[#6\Y@F#- MM^"S*\)@!C@F>#V+(WN!^HM:5XO ML5XCM)/#&1W#Y6,(_I."1KO:IBDIB7.WRE*X[4QIL9]2N3P.T-_J)Y/@<=#WK M\??GC!,D,K
.Y?&]H'UES0C+%>3;RYX7[]N25CM_JY7'=\BLZ!H]S0!Z*(;Q! MZ@^ZZ+BYJ^PV3S(,=)A95D#?39UIMA_3<$N+H^JUR5MU:82B+T+ MB 2"M
(\$%0Y!_(^:_=C[C^8K\W'O'YPGQ&_^L1_[R?_(TV/N/YBFX]X_.$ M^(W_-8C_P!Y/_QIL?GRQ.QTS+9C&3O[O*" MMMN#@$%_(8ZG@.>$.7B-:HR3[?%?;!\$UJ3CIG/N?
X6ZKM!_ES7:;,/6.^SC M+E965'AOO+:[YWD?DM*W)P T^-2<6$!U',$L%"\.-6AMS:;#B(7W&%VW8.LL M@8#^4\+L$:BI4QJ41*(E$2B+Y)4^!! 5-FQ(8O!E268X('/)!=6@$##@\D>! MP?
RKT9%++OY<UF_\ 2(]Q_,O,6?!G M)*X,R),0GCE<60S(2.X![^*]Q4M$;BM8('?;\3:E)\ X;\7L?&=GLOE?241*(E$2B)1$HB^1=[5#>$>7<[?%?/LS(FQF'CX[O#;KJ5
MG\/GPG\/^U>K*\\C>>.&5[.W,R-[F[]MN9K2. 3NO%]BO&[DDGA8\]FOE8UQ M_P!5S@?T+[DJ2M*5H4E:% *2I)"DJ21R%)4"001Y!!((\BO,@@D$$$="'"-B# M[B#V7J""
000>H(.X(]X([KVK\7ZOQD28T5OXLJ0Q&:!X+DAUMEL$^P[W%)3 MR?RYKZ:Q[SRL8Y[O]D8YI'M8WMN]P:-_=N2 OFBW6USE%$&Y0
M)BQSRF+.CR%#M_:Y2RXLCCZ\CQ]:^WP31#>2&6,>]\;V#KVZN [KSCL02DB* M>&4CN(Y&/(^L-<2OOKR7LE$2B)1$HB41*(E$2B)1$HB41*(E$2B+U6A#B%MN
M(2XVXE2%H6D*0M"@4J0M*@4J2I)(4D@@@D$$&OQS6O:YCVAS7 M/*U_!0D=EDN#RN>'64_=[RR \PP5*D#DSB[X8\/J9MK/:%97P>H"'S38 MH;0X?
*R'=SO+:!RXVU(=]GQCV61Q_"11DNE6#YW1\%SGM8T-K6NKG0=H)SWZ M#M#(3ZC\&2>K0=W+3+D^+Y#AE\N&-93:)UCOEK>5'G6VX,J8D,K'LH _A=:<
M3PME]I3C+S9#C3BTS*,>V9PN5T]DK6(S="SCA'=KXWCY MT"UP/V]P>X(W!'4$A<#5L7BE2 MB)1$HB41*(E$67G33U;9AHBX1[-<5RLEUO)D#Y_'7GBN1:?B*'Q;ACKSJB(K
MR02X])$*9P>4LOD/C?7![CMG^&=N+'W'39C2$TH]JQ,DA=+0YR.>UB7R':& M1O5TE4D5['7<1R$2C)L#]2UAWMB>73T7.'/ X[F+<]7P$_1/]6?0?[@?G+?-
M@V=8KLC&;;EV&W:/>;'=&@XQ)84/B,N #XT.8P3\6)-C*/PY,5Y*76EC@@I* M5*DXTUJ;":NP]//:?O19#&W8P^*:(CFC?L.>"Q&3SP687'DF@D ?&X;$;$$[MAJ7*]ZO'9JRMEAD&
[7#N#ZM>WNU[3TUSTO8KI2RSE1KYO;+4LWA#+BD/?H+A0CWB[M.!)!#%QO;^/P MU!1[7F42FN%)[P.HO"OI1N7UK>U'8BYZVF*!=7+@"SY3R7/?@(),&BK-MR#8
M;M<6.W!V7)?B\U@["Z$H:7K2EEK5F0#;(:[9WR5B_+M6&N_,$GM.IQG?HYHD M;L1S;0RZD.4:;41;.?2#T"W]UT;L@7> F?BVMC.VSDK+K0=C.-8?\!RPQI*
M%7RKV8$>"IN:XM>'9#G;;>P MCLYE%ED@]P=C\1O+PZ:29J[BK@(;,0FH83S=076N 4D.6BUW)RQVE8*?PD*MMLBD% M/*2#RDE)%2]<-\.[
:"TCB)!RRT\#CQ,WKTGGA%F<=>O2::3H>H['JH6^)^; M;]/B)K/-1G>&]['(FNXD'FK5YC5KG<=#O!!&=QW6+U9JL$7E*'%);925NN* M2VTA(*E+=60EM"4@$J4I9"4I))(
!)H2&@N<=FM!T1P M6[HWC\)VZMG\RFXO2DE1\J([B 214/>N\N,]K35.8:>9F0SN3L1.'9T)M2-@ M/VPM8=O3LIK^'F%.G="Z1PCF\LF-T]BJTS?R9VTXG6!]D[I!OZ]U=78&P<)U
M7A]^S_8N36C#\-QF"[<;YD-\EMP[= BM#RIQU9[G'75E+4:,RER3*?6W'C-. MO.(0JQXK$Y+.9"KBL12L9#(W)1#6J5HS)+*]WH .@:!NY[W%K&-!<]S6@D7_ M "^8Q>
QMO+YF]6QN,HQ.FM7+<@BAAC;ZEQZN? M:"LIFW.[8?T>8A;[+9([CT1&VM@V_P"\;S<^TJ;^>QO#'%(M]KC+_;BOY"NY M274=CCMJB*[FJ[4T#X4Z4<,&0X@7Y;%AX;
(<#BI?)@AWV/E7,@ 99G^CVU!" MQIW#9WC8KA+B+XO\A+/8QO#?'0U:K'.C&H8QF)TE@ZQ8 !,^A!:LG;U?9M-FG[8\A2>.TI)*>4R-5[2"'UKUJ!P(];&*5I&WHMA/3MZ MN?
6[T^72WD;5N>V<0C.-)FX3MI]_*XSN!G*67HET6RT0C MOB/-I^$=3ZMX"<-M5P2_^Q(<#?>UQCR6*8RC(R0[!/DJ, I6&[_2;)"'.'9[M3U6X='>(CBCH^>$C/SZ@QS'
28O4+WY")\8/5D5MY]NK.VZ-=':6MZ;QN V, MQ'H6ZYM7]=.J59Y@[3V/93C[\U;#U]GV"\RI#[00FY6*YI0\[9
MKNVRR)2&7F7V(\N,^PB/[B;PSS7#+.C%Y(MMT;37SXG*PLLW)]5Z$W9E>N\1U[MB6(VB[6O0EVH19N5W* O(;M,D*F6Z8Z9+,.[6ZWJ2'$I1\F4]G=R:[UX!\() M&YKAY2SFJ=-T,M?
RM^_8@FN" M,^N,%Q+OX'26I\AAL=A\?CJUB"D:_ERY":(W+$C_ #(9#SM98AA(W&WED;+6 M%_"E>H1_?6[._P [C_\ 8=;I_83X4?Q&PO\ 1M?K*T9^SSQA_C_G/ST_U1>#MZI?
J#@$GJMV< 23\6P>P]__.QT_82X4'_]#87^C:_64_9ZXPC_/7^<_/3 M_5%NCR'UF+]TQ=)>F,"%\=*GAYJZTUWJ+*>S#2O#^CE'T,53H,
M(MY9N/:RK8EJ>>9/9ZDUJ*=QN2B1TA<1!$0/.'3%SQ*Vl#R#VNI89V2=);K0W/9Q%[3<@J2P,%*(QB(-#K,H<[RW:&MU]=_5WU!W M*7.V=OG8%QB27%K1CECOR5.3R_9:WE^L?
D1>6>FW5G)RGIT MZCMTI+!/;I8D\T6[7F_YSVB;S!UWZ/Y^8=1OT/=;'>B_U3NI?LS2P_>.=Y+ MLW3RIT5C+-;YG=YE_9%E6\A,V7BEQNCLF=C]ZBQ^]^&8LA-ODO(2Q/B/-.*4
MG47$7@CHW76.M>3BZ>&U (GNH9?'5XZK_: TF..]%"UD5NL]VS9!(TRL:2Z* M1K@ =T<,N/6M^'V3J>=E;N(M7N 9+&YIW$\;"\NL6P,/Q;.L7F)N&.9CCUGR>Q34\ 2K3?
+?'N4!XI!5V+7& MDMEQLDEM?W<;]#N#U"_;*\KQK!L< MO689C?;7C.+XI;Y%UOM_O4QFWVNU6Z(@N2)W)ML1Q^$O<>>6]R8[<%MJ4V9F(8:ZIEAF$2"]+
<,E4^[(04N&R)X[^T>' MOA5@,$&2XAW9O.>&R#3V+E;&V($ ^7?R+0YSI!V?%3#0P[CVEQWVX6XD^+VP M+%C%\-*,(@CTNM_JZW1+ MDRMC=0^U+VU)
<4XJUQ,KN6/V%KN)/9&L./.VNTL-I![4);B A'"2HBNG<)PU MT%IV-C,1I/"5G, 'GOHPVK3MO5]JVV>=Y/<[R;;]=MURCGN*/$34TCY,UK+/ MVFO<7&"/(3TZC=]^C*E-T%=C1OL
(^VPWV6-TV_WZY++EQOEYN#BE=ZG)UUG MRUJ7Y_&5R)#BBOR?O$]W[ZR^.I4A ;%5KQ- V B@BC !] &, ^';X+"9;=N M)*>5R55X((=6O6H' CL08I6GIL-
EGOH#U9^N/0%RMZX.XKSLK&(BVTR<+VP M\|F=JEQ$]3WQF+I.<_22U**!V/-6Z[M?!_#_ !3C:2VK5]NJ!/#354,HDT_7 MP]UX/)D<$UN/GCD(.SWP1#V2<;G=S98#S=?G-
)W&VM(^(/BGI">$PZDLYNA& MYOF8S4#G9.O)&"-XV6)C[;7^:-FN@LMY3MNUP'*9A_0+UWZZZ[]3OYMB\%S% MLVQ>3%M&Q]?S);BRX,M*6CO"&GWK3<"RRX2S(ARFFY45P*C
M^XI<,.OPPSK<;:=D%W&W6/GQ&5C88V7(&.#7LEC)/DVX"6MGBYG#9S)&,+'C: M1[A)Q8PW%?3[LG1B-#*4'QU\UB)!!))2L/:71R12 -\ZG9#7NKS $I))X ')K60!))).P ZDD]
M@!ZDK:Q( ) !))[#J2?@ H(W4CZK'6A<=_P"YI.L^HW/,5UXG9.71,)Q^ MSKLB;;;\9MUYE6ZSLQ0!:#I0Y#BM2%*6\Z5./+4%D$5)UH_@=P[ATKIYF9T
MCB[V6.'H29&W8%DS37)]D)K#I"V=K=Q(]S UNS6@;;@]*/6O'[B9-J[4K\' MK/*T,,.WD8\93K&J((*,-F2&LV/GKO=L8HVO)+CNYQ._564_A2O4(_OK=G?Y MW'_[#K(_V$^%\1L+_1M?
K*QC]GGC#'_'.?GI_JB\V_5\0U]QMAC]V>X^\ MM#++:5V!2G'G5!#2$I%B)4I:U)2E(!)))-?AX*<)V@N=H?"AK07.);: #6 MC=Q)IJ
$DGL%^CCQQC<0UFOLZYSB&M:#3)1M>XBG,\@NQ:5<;ME#ECA.WR9,++3+1>=EQ-6*EBWY: \ )U2#F$,%(69&UHX^9SG8SE^_*UHZ=&CL MHD?
J9>IAU68GUJ;FP31^^.QP+7NOKE:L+A6+'5V@6\WBRV>&G))LJV2W5R' M[X_-:<5\8I"8[E)0:[QX-<&]#WN'.GLGJ73&/RF6RL_^1DLVVS^:*]BQ(: MD8\N9C0QM9L9
Y0=W$[G=1Y\<..&O\?Q.U-B=+:KR6)P^'GKXR*K3-;R39K5 MHA=E_"02.+W6G2M<>;LP#T6!O*5ZA']];L[_X__8=;0_83X4?Q&PO]&U^L MK4_[//&'^/\
G/ST_P!43^%*!0@>_5;L[_X_P#V'3]A/A1_$;"_T;7ZRG[/ M/&'^/^<_/3_5%-)]..Z;7R/HPT7F.[,ROF=;'SK%WK4Y M_)$E*&,"U(.=[W8@GJ.BMCUP@]>&>E M<8KT\L].,^6R-H;'3?
&CE! .QW/5:8;_*QT,:+@FVA95KB2T^/RI8P?,DLQL=S;[&+IZKFWQ2<6-6Z2U1 MI[3^D-07,(Z/#RY'*&D8>:>2Y9=#49+YL4OJE%5DD:&[?NP)WZ;:1?X4KU"/
M[ZW9W^=Q_P#L.NDOV$^%'\1L+_1M?K*Y>_9YXP_Q_P Y^>G^J)_"E>H1_?6[M,_SN/_V'3]A/A1_$;"_T;7ZRG[//&'^/^<_/3_5%N*TQZP>0=-?1)C61[CS.
M]=1W51MJ_P"6Y)B&+WZ?%CP\,P2--&.X[<,QG6N'&,&URY=FN=SM]JC-*O%W M$LJ^)"AA$L<^:AX 5-8\2+M33V.KZ1T1@:M"G?NU8GNDR&4?&;EN+'Q3R/\
M,FC98AAEG>17K^6!RR2'RST?IGO'7-$\+Z5W4F2LZTUJ&WD+N.H6YHV18W$ MLE%*G-DI8(V>5!))6GGBKQM]IL>9OO%&!(M,6_O4DZS>HZY3I&=;NRRSV*4X
MX6,*P"X2L'Q&%'63V1DVZQ/QI%P2V@A'S%XF7&4X!W+>*B2>B-+<'N'>D(8F M8S3="Q:C:.;)96&/)7Y7@#=YFM,>R+M)Y7Y75 M&0K59">3&8B:3%8Z)A)V8(:CV/F
'3GLRS2$=2\GJL+Y&0Y!*D8;*OU[DS I M2Q+D7;X/R@M8 6L2'9"W@M8 "E!?YVW/+MSZG?=9C=,OJ'=5W M2MDMMN^
[4R2\WX4DMKNNNLUN]RR;";Y#"@'XCULN4E]=K>=:Y0U8'.\UL]9 MT4L9V0VV,KI,?69Z;L0Z0\"ZDU(=N^:['@SH&.Z2M!QC')V\TLB_D\CMMWE M*2H6K';)<.U3V0R(I$N#
(A*@Q)$]4F.CAC'^'C6%_7V4T<"VOCL1+%+;U)+" M_P!B..LCS*&:,WVY.]?+NPV9""*]*K-MS7'Q_A(GQ&*-[WA@C%]27JP]:?4C=+A\[M M.[ZPPR2XZ(6
ZJF2\3M4:&I2_AQ[A=X3J,BOKJ6U=CKURN2FG3R41&$%+:.S MM'\"N'6D((O+PE?-9%@:9,IG(X[\[Y !NZ*O(TU*S2>K6PPAS1L#(X@N/#.M M=8Q-UK8F\W/V<%C'EPBQ.
EDQ]>.,D[.FLQ.%RVX#8.=-.6./41,&S1KUN. M4Y1>)!EW?)[G/D%U))2Z7Y_>LO\RS>N6)-P[GGM3S/+AU!+ MI)'$D>AWW60>ANL_J9U\P^_-J!5!O&,W5^ M%5:Y45U(+:BAAF2T%%
<:0PZ$K&*:HX=Z,UA3FIYW3^.L&5CFLN0UXJV0KO(.T MM>[QD['MJYNKG,<1L!CAN%F&D^)>N=$W8;NGM29.MY3FE]*:S-;QMEC2"8K M-"P^2O)&X#E)#&R-!W8]K@")V?
03U<6CK5Z;\2W/$MS%CR):\W&,]QV.ZIZ- M9.UL881=6(2W%%Y5LG2-(EVM9?Y>3!GLLO*6\TXM48_%'0=CASJ^_IV25UFH M&1W<7;>T-?9QUDN,#I &B:)S)
()^7YIEB5W)P.Q\8LJARVY(:D7*:@% M5OMLE 4ZC;_#+@QJGB5-[15:W%8"*3DLYRY&PN-B3'CXC'38S M?LV2.9VW1SW==^#-7^)KBIJB65M3+LTMCW.<(Z> C\B9K#N
),E+YEU[P.[H MY(6D[6QM]-;N4;AVWF\IZ;F.TMBY3+D*4M]_(,UR2[+=6HDJ4OYVY/)))423 MQYYK<%+3V!QK&QX_"8BE&P -;5QU. - VV \N%NP&RTM>U)[+*2.ER6>S-^1
MY)>^Y+E+MASB3N=_-G=N]*;N]W9>5(:NUT:D+/*WV[A,;?600>5NH>#BCR >5 M*/D ^X%7%U>NYO(ZO Y@Z!CHHRT>G1I:0.A(Z =#LK6+-EKB]MBPUY[O;/*'
M';WN#P3V'<]^JO1KOJDZD=2SV+CKC>VUL1D1EH6VBUYO?_D5_#/*6Y%LE39% MME,_M,28CK*OY2#XK'A638;7FM=/2LFPNJ_CGL((%?*6_.W8/@2E!(W^0^-S3ZA2*/3?];[*L
MTSG&-%]8#EGD/Y5-AV##ISVV%'L]DWV6M$:VVK/+7%#=L#-TD*;BQLBMK,), M>8ZVFYPU,NKG,(M<96R?_?VKBU=U+2IZWG5MLOI@T%K2%IK.+I@&QMC;
M),=B_P!D,471C%L7LTN=?FFOG(TID,RIUPL4=Y19*^U8"%)!7ST9X;=!X?6F MJA M=)8./364GQ&9S6;Y&6ZOE^>VA0K22VVM\QCV\KY9JC"E/0[;C?K&$_A2O4(M_OK=G?
YW'_[#KM+]A/A1_$;"_P!&U^LKA?\ 9YXP_P ?\Y^>G^])_"E>H1_? M6[_SN/_-AT_83X4?Q&PO\ 1M?K*T?\\8?ZX_P"<_/3_ %1;C/3;1W9&%:1 MZDNJ#K3WMFFP<*Q:YXGKK5^'7-
=H>NN3YW*A7'(+I:<7AQ85O6]_+EK:0WPQOQC#PBP^1U+H_17#G3&.Q61NP7\MFLA_V=L%+&,DBJP M37I'R2AL/FBP8V, EFE:V,..)Z=
(\%.-:QFE]:ZZXG:KR>7QE"?'X;!8Z>]QB@B!6A M=#UX)'8Z#9/9IK&F?+Y:".P?-V'-['4D\RO3B!WY.1K]IOIS.)Z:$XB^(+B#K M^S/&W)SZ=P+GN%?"X:>2L/)W/)[==B++-
V4C;GYGL@#OW.%@V7$>E3@U^W%U M_:"M4BYWF7%LN3R-AY&^NY3W%O6W!+?*R%*9KI?4X\U)ND>WQ%!U2D]5* 5K
M"0:CCCDZNGN%FJ9V05HWV:3,348(8FALV3E94)C;RAK7,A?+(.4;CDZ=>HI^ M 6*MZDXNZ1KOGLR1UK[\S=>9I7%T&)ADN@2N+B7-?.R&,\O()> =|]E/Z<<0 MTA;K]T-M-
H4XXXXH(0VA *EK6M1"4H2D%2E*("0"20!46 !<0UH)<2 222 M=@ !U))Z #J2I=20T%SB&M:"7.) &Y))Z =23T 4?#KI]=C =,WF]ZOZ7 M;):-MYU:7I%NO.PKM(>.M;!<65+9?
C6ANWNM3+DFC 'MF2@&3N.(_'=-=\IE< M>N_EMC;U.S0-@.,]2<:N*&JI)'936.7C@D))I8NW M8F+NN_4R2.)Z]>OKU2WY7E5H6ARTY/D=]<: #;EMOMU@+;"3RD-KB2V5(/D
M!)'!\CSYK\FH4; +9Z5.=IWW$U6"4'?ON)(W [_'=(SK%Y3;?O'>M&4* MN^&6EIY0M4!V$^ >4/(6$K3@.HN$/#G4\4C,GI7%LFD:0+F.@;C+K"=_G-GI
M"$N<#U'FB1N_0M(W!V+IKC/Q.TG+')BM89:2&-P)HY.P_*T9 /Q'5[QF#6D= M"8G1O ZAP=LX2Q?3&]5+'>N2-<-_,8M N\RT6Q]U>-YQ9(ZFV)U_
MQ5,MQR9#D0'G&57BQ27I+D1N2U+B2Y,OO!=)PMQGX(6^&CXLOC+,V4TM=G]GC ML3-:+F-LO!='5O&,-CD9*&N%>RQK!(6%DD;).7S) ^!G'NGQ39-
A["NKB&K=@^'9)EDU;B@A(CX_9YET<25*! *Q%[$\@\]4!P>>*N6 M&QTN8R^+Q4#2Z7)9"G1C !)YK5B. '8=>G/N=O0*UY5)PX3"Y;,6'&P8O&W< MA*2=AR4ZTEAPW]-
Q'MO[RNLURK([AF&49)EUV=4_=,IO]YR.XO*)*G9UIN,F MYREGN)/E^2O@$G@<#D\5,I1J18^E3H0-#8*56O4A:.PBK0LA8.G3Z+!]9ZJ# MZ_=FR5Z]D;#N:Q?
MV;L[CW=+:F?/([I7//U=EP-52I%]UKMDRIW.VV6WM*>N M%XN$*U0&4#E3TVXR6H<5I(/EQ]YM \'R:\IYXZT$UF9P;%7BDGE<>S8XF.D
M>3]36DKU@@DM3PU86ETMF:*O$T=W23/;'&T?%SW #ZUV0.G>F746NM3:TP)[M6.OYLG#L#Q3&INM?8Q.^ M\\:P7#<>N7P7'_WA8\8LEIG? =[2ZQ\W @QY'P72A!<;^)V+
[4]R3VCBGLY; M*W8O)N9/(6X>8/\ *LW;,\7.W?E=Y9#$Q_*[8.V.;%#R'652;?*N0N#2'6UH4J)PI)!X.;<)=,P:N MXAZ8P=R!MFA/?]HR,#N;DEHTHI+=F-
_*0X,ECA,3BT@@/W!"P/C+JJQHOAIJ MS/TK#JN1KXXU\9.SEYXLA?ECI598^<.:7PR3B9H'J3]1%PWW*S/JG MZJNVPUU1AD=:NVY)9)WQ0P0 MU*THFED:6L9(>7=Y:#M;@YQLUE-
JY^3UK!/TE@,1D[[OQI$7Y5*@TY54'$7Q3ZXU19GJ:3E?I#!!5 MV1&J6/S=J+5T\I,M/.3[-V3FTU^ZYCL+,,JGRE MK7'+A/?*N*(4/90)Y!Y-;_I87#XV-L./Q.-HQ. #(ZE
M&K78T#;;811,'38;'N-NBYPO9S-Y25\V2S&5R$LA)?)X/=X+B'(LW&:(0M ME]EUEQOEMQM2"4GQRFG<$'OLY\9>T[]0YKFN!Z

```
M@@]5[XG4NHL#9CMX7.Y;%V8B'1RTA:R0,>TCH6O:YKAN' @J8CZ.7 MJ2Y=UA6#*]0;LD0INY]:VF'?(>41(S$ Y]ACLAJVO7*X08Z6XK.062X.Q(]T MGLQ/)6DI2/?+\EY$-=,V&*
M5Y+W5;,+9'PMD*U%?C8R'Y7 MQCGM@=--"P-C;)7-2ZF6-_4]U7Z2Z0]>2-C[J MRMFQVY2G(UBL<1*9V49;=$-EQ%IQJRH<0_/E* !>?6IB!!;4'I\N,T0LYAHO M0NI-?99F(TY1=9E #
[5E^\=*A 3L9[E@@MB9WY6CFEE(Y8HWNZ+"M=<0-+\. ML,_-:GR#:L)+HZE6,"6_D+ ;S"O1J@A\TAZJBG]3GKW=3NT M)]RL^@K=:-"X2IUUF%<41H>4;&G1>Y00_-O%R8>LMG>
<1PLL6>U*=CD]B;F^ M4EQ7<6C/"YHO"Q0V-4S6-49(!KI(2^2EB(G[#=L=>![;-AH._P ZQ.&O[F%O MT5P)KGQ:ZZSLL];2,%?26++G-BG$<5_-2Q[]'RV9VOJUGD;'EK5RYA.WGOVW
M.H_.^IKJ*V?+=G;!WGMC+9#REJ6+QGF2/QQWDE2&H2+@W"8:Y)X99CMLI'A" M$CQ6^<7HS2.%C$>*TS@J#6@ >SXNFU_3L72&(R./\ISW./J2N>,MKC6>=D=+ MF-
5:@R#W$D^TY:Z]@W[AL0F;$QO\EC&M'H K0.W>[O.HD/7:Z//MGN;?=N$Q MQY"N[NY0ZMY3B#W$JY2H'N)/OYJ_MKUVMY6UX&M(V+6Q1AI&VVQ:&@'ITZ@]
M.BQQUBP]P>^Q8<]IW#W3RN<#OON'%Y(Z]>_?KW5<8GN7;^!S&+AA6U-C8G-B MK2Y'D8]FN1VEQE:3RE2!#N3200?S21Y/CR:MM[3N RD;HLC@\1>C>"'LMXZG M.'
]P?,A<=C]?]@5UQ^I=1XF1LV,S^:Q\K""Q]/*7:[FD=B/*G:.GIN"MPO1 MOZY74?IO([-CW43=)&]=4/R8\.ZW&Z,QF]E8U"6M#;ETM-]C-QQD/R;?\<[: MK\V^],;0IJ-[#W) "1#/6>Y
MYJ>8?FMGJEK8R07PR-&RZ-X;>*?6NFKM:GK*P_5>GW/9'8FL-8W-T8B0UT]> MVQK/;/+'SG06P]TK06LGC<05,CP#/,3VCA.+;$P6\Q<@P_,[) R'';S#5W1Y M]KN3"9$9Y(/"VW
E1;D,.!+T>0AV.\A#K:TB/;*XN]AZ1)384VL#X!44*2DBLMX8Z=BU7K[2V"L0B>I6D$,?7@D8[8CZ6VXWW6&\6-3RZ.X=:MU#6F]GN4<1.W'R MC;FCR%LMITGL#@071V9XY "'?0)+2
0H1X]4GU" /[JW9QX'O\ %Q_S^_\ M^HZDB_83X4?Q&PO]&U^LJ+[]GGC#_'_.?GI_JB\_PI7J$?WUNSO\[C_]AT_8 M3X4?Q&PO]&U^LI^SSQA_C_G/ST_U1;!?
3*Z\.K/:W5+:7=\]4V9.Z,UIA.;[ M0VL<0VK5'&;AAH M3!Z)G;I?1&.;J;,Y+&X7!BE'8?;]KN6 ^1T#73N;S-JP3DN\#Z8+M=-.:ABR)$!K+;?Q$V5F[#:E-&XKN8[G<0M< ML N1+=:5-
W4L*2J?<4N*,5FHX8>&S3NG:U;*:T@AU!GWM;*ZA+\_#XUY <(F MP]&WYXSTDFG#J_,-HH2!YCJ;BQXH]3:FMVL3H6Q8TWIV-[XFY&':/-Y1@):9 MC/U=CJ\@ZQP5^6QR[&68$F-
NE>#=,_V9FUCMTO*,IR+*LLR&V6:'/NE^N]TN MI*^XCFNC)8,5A<;9FCI4JE&A4FL21058((6P M58GS.'EQL:S8,8=@1MO]:YDBGR^-R#NNRDP#&[=K#6.&XDY,0Q:\
P>PV%^XSY(2AN)C5CBP9$^=,D.% M('PX;DF5)>=[1RXZXYQRJH>,KYVP MZN)VW4:'K_\ 76:8A<%$ M%IP*2UDEW8EF9VAZVV]IGX4Q[LCA7X8JSZU;.\1A,Z69K)Z^F89'0B)C@',.
M6L1D2F0@@NIUW1^7]&:5SN:-O$7%WQ7VH[=K3_#+R610/?!9U58B;.Z9[26/ M&'JRM,38FN!#;MEDADVYH(6M#97QW-B]0V]]N721>=F[BV3F]PDN+<==O^87
MR8PDK45%+$'YQ$"(TDG\#$6*RRV.$MMI2 !UGB-):8P$#*V&T_A\;$P -%7' MUHW=!MNZ7RS*\G;JY[W.=ZD[E<;YG6.K-13OLYS4F;RDSR7.=;R5J1@).^S( M?-$,;?+/,8?2KO2\W(@
M3([J7 L!7=W_CJ-V![2Q\5JI7L1N:1L6EDL;P1MT[=.N MW=6NEELKC9F6 M^HW =]9.K(=DZHTCF&?ZAV'<2TF_9&Y:H MK&/7]T(#=VO=JNUQM-PMUR<;^
M;N,+YQJ>MYV,AYSD#BAX?\1%JO2.4TO2%3#YW4F/Q6>Q,(<:M-L\OG.MU6DD MP5IX(9XIH0[RXI/+=$&M>6CM3A-XC\S+H[6F(U;?]KS6G]+9++Z=S,VPMW37
MA$#*=MW+RV+5>Q-7FAG:4M+2P ME7(XK3?'C0/#;1G#K(Y'$Z2Q-#+V[=#&XZS"+'G0RSS>;/)'SV'-YFU()QU: MX N!V6[O#UQ%XHZYXF8S&9C668R&%ITLAE,G4F-
;R9XJ\'DUXI>2LQW*^Y8@ M) )?HE+@\C-%5MB0Q MMLUY*LC)6^7)&[G;&)6_2(Y7N!:>A'2/B8U)J72?#F/,Z7R]O"WX=08R&:U3 M,8D?4L1VXWPN\V.5O(Z4PN.S0>9C?
G;;AT43^%*]0C^^MV=_G@^"-&>(;AUH+2?#XY+ :8QN* MR4N;QM2.W6$XE;#(VS+,P>9-(W9[80UWS=]CT/???_AKXF<1=9<26XS4>J\I ME\5#@6M*.8=CMTBX.,H*B
7Y)83&CHYYG<)EL[?>(Z>(Q]O(V7$ M@?@JD+YG-!) YG\G(P;]7N:!U*@99-ZK_7Y?LDR"^6[J5V!CUNO-[NMTM]@M MBK&W;K'!GSGY42T04.69QQ,2VQW6X<<..+7\)E/G^J*_?
3!UF>ICU0;YUMH[$>JK:2+ MCG.0QH<^XH^X76[#CD7F9DF024BQR.;4ILWENW'[5.C*U9DDG7H7AK.[@IS=H@N6NU6RV. MSYMT=MUOA07+GZA#:'9LQ39D2G$-
H2M]Q:DH2"$B-"Q* M)YYIFQ1P-FEDE;#"TMAA$CRX11-))$<8/(P$DAH ))ZJ5&M$:]>"!TTMAT,, M<3IYW!TTQC8&&65P #I)".=Y +B2 %R%>*]DHB41*(LRZ,PDS(;G!4B'<
GM5<+0ZO_GHKBN]DDO1%M.@]^I.*W"#3O%+% M.BNQLH9ZK$X8G/0Q@V*[^I;!: V-JB]WTX'G>,DR0.8_?FL>;P-3,PEL@$5I MC3Y%EK1S,/HU_J^(GNTG<=VD'O'\V;K'+]1Y=
<,,S6VJ@76"KO:=02Y!N<%9 M(CW*V2> F3"DI22A:0%-K"V'D-O-N(3%IK+1N>T)GK>GM0U'5;M8\T<@W=6N M5G$B*Y3FV#9J\P!+7#YS7!TW*;7)N>$7=]EK*
M\;#I^&^QR$"ZVY"B4,7B"@E3+@[4RFP8D@EM2%-;AX/<7,OPMSS)FNFN:(Y_FR1;AOMM1KCRQWZS271N&PF8#!*2TM6GFE=S4AA8#C#R'&G$I6A0$K>$S6,U%B:&;P]J.[C)
(9F!\;QV(/O]Q!W#@>H((/4+GZN MB]THB41*(E$2B)1$HB41*(H0OKP;C7LCKAG8/%E_'LVE,&QW#66D+[FF[]>F MCEF0K[02D/@W6VPGR#R/D$-
K"5MJ%22^XQ'#6/)/CY;&H\G;R#G$;.-6L M[V&H-^_*?(FD;O\ YTD;@@F+GQ8:D=FN*3%M$ M=S)&0VB-^P?N.Z[Y\%^G>2GK'5Q2P-.0@]65F.NW0TGT,D]0';N6=?H
MA266F4R7;1,N,"1$C7-J.IQI+[D!YY$I#* MG6TNJ:""M(45#CFE/'5N5+,L(LQ5[,$\E=SBQL\<,K)'PN> 2T2M:6%P!+0[ M< [;+MR_7DMT;E6&58S^/N0_J2M^N
MJI\)^SL:\Q7,\2RBX]1^4Y#;\;R:PW^;87\ L\1F]1;/=(MQ>M3TIN^NKC-3 MVXRHKCZ&G5-(=4L-K([319+Q:Y:]CK]*'2%&I+P 4&CU-_*6ONN;LY\Q\DGDA&\5WB&XQ6N(>I+&#Q-
I[=&X*S)7 MIQ1N(BR]V%QCFRLX! ECYPYE!K@6QPCS0!)*[;3W70"YR7Z--.ONM,,-./OO MN(99990IUYYYU80TTTT@*6XZXM24-MH2I:UJ"4@J(%?CG-
:USG.#6M:7.>G/UH:QT^]O7.M%9-CNMXD")=;G-L7)V_6 MJ&I3[(>I;&"XL8K M'MEV-CY'D-9&USWN/9K6@N<3\ 25UKO5'M![=74=O':SSQ?1G6S\POD)95W@
M6EV\26+*TA7U:8M#$%EKZ_#;2#Y\U,-HG"MTYI#36#:WE.,PN/K2#;;>=M=C MK+B/>ZPZ5SOB3MTV4)NN\Z[4^M-4Y\NYQE<[D;41WW KNLO95:#L/FLK,B8W
MIORM&ZL/64+$THB_&;@D=SN!MW*^N61S3)RR.8#LZ0M>YH=[G2$%N_I ML7;^B_"OM?*41>"0 2?8 D_X![T0]COV]5V,/I^V6[8[T1]+%GO@=%TB:0P! M4E#X*76TRK%%F1FE
A*B&8LAAI)4.Y2$)4HDDDQ'<5;,%OB1K>Q6Y?)DU+E0 MPL.[266GQONAUW7G9VV)O27KV^/1]8ZKEQQL=5NDE+.9;&2A,ARUSEM$" M1:<,0XW%3#62TY?
U3GWDK5"B%OL/PS<,*V&P4>O,M6:_,YN-_P CB5F[L?B" M2P3Q CYL^1(<\R#YPJB-C=A))OQ-XJN*]G.Z@EX>X>TYF#P,C/EHPO(;D\R M'NKS%NP?7Q@+8Q$26FV97N!,4>T?
*NKEQ^JLP/!,Z]P.QS.WW%+;:>27'GW5H9CL(=?>6AIM:Q093)T,+CKN6REF M.GC\?7EM6[,IVCA@B:7/<=@23TV:UH+GN+6M!<0%<,3BLCGXAK&!SW$-:2-W*?
L]G6)^AR[\O.M,)RA, S$ MX.+SD*Y2GPS\7[L_2 6(6<32OF.' 50/C ?\<^ ?CCFX^*_A_P#* JC&:B-( MRB,Y/V>H&!A=RF;V4V?:#&!\_;I+R_\ 1\_S%U"/![Q(^33;.5TR+XB,@Q7M
M5PR%_+S"#VP5/9O-)^9O^Y"W7>):]F&*Q!(W?: M2&9C9(WC< @.8YK@" >O4 KE2S7GIV;%2S&8K-6>:M8B<03'/!(Z*5A()!+) M&.;N"0=MP=EQM>R\5OK^SSWZ_0>L+8-@@NO_
'#?])7F1?HR7%",7K-DV.NV M>4ZUSV*?9>F2F&'".]MN7(0DA+JP>7?%C5JRZ Q-J5K/:JNI*[:KR!S\MBG; M;88T]PUS8F.<.SC&PD;M!'6G@[MVXN(^8J1.=
[);TO9?;8">3FK7J3JTCAOL M7-=+(QAVW:)'@='%2G^LC:J-(]*V_MI%X1Y.(ZNRR7:W"H((ODRV/6JP)021 MRXY>I\!#2>1W.*2GD<\CB+A]@SJ36^EL)R\[+^;H1S-
VW_:TI("ZW92UN*4XZH MK=<45N+))*W%DJ6LD^25*)42?))Y/FI?@ T; =@!T ^P*%8ESB2XDN) MW<3U)<>I)/O)ZKQ7ZBRNZ&-4G=O5_P!/&M5L&3"ONT,:EWEOM*D_<&/2QD=]
M4X #PC[KM,I!)! *QW CD5@O$W.?=I266[;CV.G(+MLGH=AY%=XW]Y'HNQ2RK( M;=AN*Y)E=T<;C6G%/V4I\>U1*4: MDV0O4Z, +Y[UNO4A:.KGS69F0Q@>\N>\ >\E3*9"Y#C,?
=R%@AE?'T[-R9QZ M-9#5A?-(3[@UD9/P 76:;)S6X;(V)GFPKJXMVY9SF.2Y=-<.*F3PV.BP^(Q>)@:&PXS'TZ$8 V 94KQP#8>FXCW^U0?9O
M)S9O,Y;,6'%T^5R5[(RDG.!YJARE^+%8S(9.=P;#CJ M-N]*YQV 95@DG=N3T&X81N5<,3CILOE<9B:[2Z?)WZ>/A !),ERQ'79L!U.Q MD!^/;NNS-PC%;?
@V&8EA5I:2S:\0QFQ8Q;FD#A+<&PVN+:XJ1P![,Q4G9L8Z^O=0$_56VQ^N'KVZA<@8E"7;,TF!@$&/ MCCH9/) 0Y=8ESD$ D%QYQ0/!%2E<#L%]S_"[2E5S.2:Y1.7L C9QERLCKC2[
MWD020L^IH!Z[J)#C[J#[H^+6L;C)/,@I9 8:L0=VB+$1,I.#?@ZQ'.\_RGDA M:\ZVRM.I1%^Z&94A#KK;,F0W&0D/.H:>>;C-@?@#KB4J2PV!^R%J0D#VX%?!
M=&PM:7,8YY):TEK2\^O*"07'W[;G=?0;(\.UC?3F< 0QONW( M 7X5]KY2B)1%^S+,F42W'9DRBRA;A;8:>D%ELD%Q90TE?PT$@%:N$I) *CR* M^'/CCZO4'H2>@)Z ME?C7VOE*
(E$4QO[.S9;M"Z4MLWJ7\86F^;PG(LZ5I(:[[5B.-1KFM@D?B"I# MK:7".0%H*>>00(^?%K8@DUS@J[.7SZVFHC8(.[MI[]Q\(=[MF-):/#: MK8BT!J&S)S>SVM4RBL'?1WKXZDR;0A
M"N&T,P?>Q/5%@ED+;E9&_&4Y)OTZ."%NV;%HA^\YZ1PF1(,"W*4@S@I.J^#W M#>?B5JR'&R>9%A<>UM[.VH^A93:\-95C?L0VQ=D_ Q'J6,\V8 ^40=N\;>*$ M'"W1T^4B\J;.Y)[L?
I^I)L6ONN87/MRLWW=6H1_AY@.CWF&$D>;N(!^;9KEF MQ\MR'/,ZO]RRC+\KNLN]9#?[M(7*N%SN,UU3KS[SJR>$@D-L,-A+,9A#<=AM
MMEM"$RFXW&T<10J8O&58:6/HP,KU*L# R*&&-H:UK6CU.V[W'=SWESW$N<28 MC\IE,AFLC9)IYI7%SG.5,HDJLUFBVZ'-GWBX1
MH[K+TX1VFXL%M^.),E#K[32]4<1^,>D^&;JM;,&W>RER(SP8O',C?8;7#BP6 M+#Y9(XJ\3WM:U6.&.6:S,QCF.EY6MCB#V>9(USVM-)=;G09N/H1S'%\7VG.QB_P,VMUS'N^
M<&X25LA:O7LVXXRXAUEQ;+S2T.LO-J*7&G6U!;;K:@04K;6E*T*!!2H @@BO MPAK@6N C'8MQVUTG=.^QKP\J1>,KU'A-PO$A:BMH@N(F(AP.NM6XBNT,KT<]DHJ[!L
RN;+Y(&@#H V)[ !Z ;*:? MAGFIM0\/M&YJRXOLY#3N+FLO)W+[ JQQSO)/PZ M(RV<>S:3.9I\<3R.IJXN%L+=CWV-F:S\-VA<'^,/4'RAK[#8"-^\6G\$R65@ M/1MS+3.G?N.VXJP5?
B.8[^BT#5U.N1THBYR5DM]FX_:,4DW*2YCMAG7:Z6JT M=Y3"BW.^"&BZW ,IX2N;-:MT".[)6%.?+0X["5);;[32QTJL=NQ>9"P6[44$
M$]C;>1\-8R&"+F/41QNFE>U@V'/(]Q&YW55)=M2TZ]!\[S3J2V)Z]?U MY8L3Y+O&]:BQ&S]*.J[V]:ZVS#\NG7V7DC<:6P)$5%[;LEIF0K++<;6V7(:Y,N3%*RB4 MVR^A;*>;,]XH] 8?
*3XVK4S.:96F?!-?HQ5HZ9?&[E>:YL3QR6(P00) R-C] MMV.>,6A5K215I'-+28C M)(^/?:0-<"T:G-]:.S_IOVWF>EMG08D#-,'N#4&ZHMTL3[;*:EPX]QMUQMLT
M(:,FWW*W2XTR*XMIET-O!#[++R'&T[UTOJ7%ZPP..U'A9))<=DXG2P&:/RIF M.9(^*6&:/=W)+#+&^-[0YS=V[MF,[%'%E,5,V*P(9/ M-@D;)$R:&>"79O/#/#(R6-Q:UW*[9[6N!:+0U?
UCJV ^E??+S8/4$Z79%DD/ MQY%PV(BQ30QW_P#&;->[-=;?=XKR4$%;#L%YU3@5RA);2XH$-UJKC?6KVN%6 MM&66-IW+1W6W> MNS3XOZ$?5D?&^;,BI
M+R$_/K6JUB*Q&X#NQT3G%P/3YH)[+L'ZBD4P:41*(M67K,;7_55Z?VXTQY/R MUUV.K']6VLA?8ZXG78^FRT+XEM0?('"'4@8_DGS1IX[.=\H6&^ MT@>_]I0V>8?
D[CU4"RI0U$RE$5W= YYB^K=W:IV7FF/3\LQ? ,\QS,;QC5LD M1HDZ]L8[<6;JS;V),P*BM%^7%CAQ3Z5-EH.)4E7=P;!JK%W".7?H>RD]?\) U!_>S;-_]9XG_LU< M7?>@Z@_CGA?
ZNO\ ]]=S_?IZ>_B/F_ZRH?W$_P"$@:@_O9MF_P#K/$_]FI]Z M#J#^.>%_JZ__'T^_3T]_$?-_P!94/[B_5C[1UJ62\S&8Z8]G.OR'6V&&DYG
MB94X\\M+;3:0(I)4MQ24@<'R17R[PB9YC7/?K3"M:QI]:)5T MM-NN,FU2'$/2+9(FPV9+UO?>;"6W7H3CJHSKC8"%K:4I("2!7)%J%E>U9@CE M;/'!/-"R=H+6S,CD&:2N]P<
MZ!\L;7NA$O!>UZMS^?DC)9AL.VI"\C=K;. M5G#3L=NCQ6JS#<'<-?L?I!",G4'L>C=.:;=P!* ME D]HYK\=RCYSN4!H)YG;#E'J=SV&W?K]:_1N2&CF)<0 UNY+CZ#E'TCU.W0
MGOLO+K3K#BV7VG6'FSPXT\VMIU!]^%MN)2M!(\@*2"00?8T:YK@'-B@'X*FKE>L8@0$/'CCDS5)6VGD*4I!4 0A7',_BKL01<-JL$@: M9K6I,>VMN?G PU[LLI:/7\&""3T /H2-
^J/"#6L3<4K=B(N$%32^2=:V^B6S MVJ,4(=Z?NI! [DM]=NDP;<^W,,T/JS.MO[!N";;B& 8].R"\/\I^,\B(WQ&M M\)"B ]<;I,7'MUNC@]TB;*8:3Y77 .G<#D=49O&8#$PF:_E+
<52NS8\K3(?G MRR$?1A@C#YIGGHR-CG'LI&]3:BQND\!E=1Y>808[$4Y;EE_3F<(QM'#&"1S3 M3RED,+-QSRR,;ZKKU>L3JUV5UE[IR';6PIS[<1Y]^#A&(HDN.6?!L2;?6JVV
M*V,DAKXWPNU^[SPA+]TN2WY3Q[2TVW*]P^T'AN'FG:F"Q,33(UK)O,3#SQ(XA9OB5J>YJ',2O$;GOBQ>.#W.K8K' M!Y,%2!I^;SLX6!+(KI?Z6=P=7NT8>I],V./=+\Y"
M>N]WN=SE?=^/8Q88SC3,F]W^Y?#>,6&AY]F.PTRS(F393S4:'&>=5VC$=:ZW MP&@,))G=0V7PU1(VO7AA9YMN[:>USF5JL/,WGD+6NUHW.9Z$
MT%J/B+GHM/Z:JLGMNB=8LSSR>33HU&%K7VKG%N$N9$>6MF1(C_!8R6G"ZC7?#WCYI+B)G#IZA2RN,R+X)[%1F097=%;CK M-\R5K):TTOES-
CYI!'(T!S&/(D)'*=E\2O#MK+AG@&ZER-_#Y7%LL5ZUQ^-D MLMFI26G>7"^2*S!%YD#I>6(R1O):][.9@#MQJGK>2T"E$4T_[/YLFZYAT7Y!
MAMTENRD:LVUD6/V4/.*6J+8[[;+/E4>&T%$]D9BXW6ZEE X"2XXE("0D".CQ M4X>#'\1:N1@C;&Q8Y1Z;D#IL!2_P!H6VQ^BG2IK_5< M62&IVV=H0Y$UE*@%O8]@Y"4J'XA5;X4,%
[=KG* MYR1A=%@L+(R-Q'S6V\G*VO'L=OI"M':V'3H2?14/C$U *&@,/@&/Y9=09V-\ MC >KJ>)A=9E!&_T3:EI[G8C< >JAL5(4HV$HBYVVY+?;/:N=]G&3*2LJ/#?>17?.X^X-)!! 6Y?
#_I_P"Z/BWI"JYGF04+ MS\W9!&[1%B(GW&%WP-EE=H[CF< 0M[7KS]<=QUMAMGZ1];7IV!E6R[3]_;6N M-ND*:F6K7SCSD>VXP'FE)=C/9A*8D.W !2'%6*$J.KEBZJKF/PO\-
(LQD;&O M,Q6;+1PT_LN#AF8'1SY4-#IKO*X$/;08YC8MP6BS('CY\ VZL\67%.;"8VMP M[PEET5_.5_:\_-"\MEKX=SG,@H\S2'-=DI&/,PZ'V6(L.[+!VB)>WM7>ZCN2
MB+]68\B2I2(S#\A:$%Q:6&7'E(;3^TXM+25%*$_5:@$CZFOESV, +WM8"0 7 M.#02>P!)&Y/H.Z^FL>\D,8]Y W(8USB![SR@[#XG8(S(?8#WP'W61(87&?\ M@NK;#\9PI4Y'>
[%#XK#BFT%;2^YM10DJ22D<',8_EYFM=R.#V\P!Y7@$!S=^ MS@"0".HW*->YO-R/.*/%YG.FD-- M,?W-[-V6 ]MN6C4+A\=[G+]1]P7=W@NT_P#.UKJF1G88_U9"/Y^0NAI_P!R
MY@/Y/O6R?UOK)]\^G;MA[L[C8LCUQ?>>/V/E\-MGV;BU@F[[>TU,Q5V_*Y\=.\#\\8/U@?6MV^*.K[3P;U [;?V2[A;?U>7 MDZ[">X])=OM]VZ@F5)PHI$HBD!?9V;()O5?
MZ]*3^&QZ+E-H7QX2]=5?%K9\K0V K ];.IF$C^3!CKKM^WHY[?=W^&RZ\\ M&U7S>(&HK1'^2Z4D:#MV=8R=%H'?INUCO0CIZ=-]F/K^=1_ZMNF3'-$66?\ M
R3?.1)3>667.U]O7^'.Q;I=_BI20I+-UOB[';P3^%YE$YO@A*N--^%C2'RQ MK.WJ>S%S4],5#[.YP^:NQVAF5(G!M M:Y)U:YG:E,Y-M-I[%M:HF,=KUOU[;9@-UOD8.)[VSE=
[C)9:=3VE=LLS2T*4 MS.5W<$>*?B!\IYFGH3'3AU+".;=S!C?NV;+31[05GEIV(HUGESFG?::PX$!T M8VD2\(O#@XK"7>(62@+;V?:ZAA!*S9T.'@E'M%J/F&[?E"U&&M<-MX*K7 EL
MNRD9UR,NSDHB41*(E$2B+'/J4Z>\?W]A#]K?;CP/KR.Y9V#GC =8\]A8YC>0 X> MG1PZCK'5R/';SB5^N^,Y#!>ME[L<^1;;E!D)*78\J,X4.)/T4A7 <:<3RAUI
M:'4$H6DF)O+XG(8+)WL/E:TE/(XZS+4N5I00^*:%Q:X?RFG;F8\;M>PM>TEK M@3I">"6M-)!,PQRPO='(P]VN:=C]8]01T(V(Z%<+5N7DE$2B)1$HB41*(E$6 MR+T_NH%
[$&XM]2GX10.$IN2&%) M,EY1Z[\+7%.3!9P: R]@G#9^8OPSY7$MH9EP_P G82=F09,#D+>C1;;$X &: M0G.M&9HUK/R9._\ :]EV]$,QXS2GGW5GZ);:0I:C] ":^XXWRR
M,BC:722/;&QH[N>]P:UH^)<0!]:^))&0QR2R.#(XF/DD<>@:QC2YSB?0!H)/ MP"ZU3J3V;(W-U!;IVK(=4\<]V;F61QUJ4%%-NFWN8;4T% D%#%L1#904GM*6 MP4\
@"8G1^&9IW2FG,&QH;\EX;'U'@#;\-'6C\\D>]TYD-HW<*;^&XX]FMS?F6M;O\XIQQFR-(5XY:;;/'//, M6WB SOR]Q4U(]K^>#%R5\)7Z[AK<="V.8-]V]MUEQ'HYQ4MOAPT_]S_"'2['
MLY)\O'9SU@$;.+LG.Z2 GW[4F56@^K0%LZK3"WFE$2B)1%JS]8;J6D]-_17G M*[!<56_.=MR&=3XB\PZ6ID5.1QY*\GNL922%I7;L7C71+;J2%-2Y<-0(/!&[ M?#_HUFL.
(V,%J+S<9@6NSM]KF\T;S4>P4H'[@@B6Z^ EI&SHV2 ]-UH7Q'ZW M?HKACE34F,.5U"]NG\39-;6KGAFB;(O9-QC2F4O0I>3"6W;<(AR$K2 MIM?P;NX]?$M+!#GW&0K\/(//_B1UC-
I;A[-2I3.AR&I[(P\+V.+9(Z?EF;)2 M-(V(YJ[6UB01M[3T^'1OA?T1#J[B57O7H&SXS2M4YN=DC>:*2\)&PXN)X(+3 MRV'.M!IZ$U>H(W!EC^HY?;?CG0GU5W.YI97%.E\QM@1(
+2YE]@&QVY"@2/* M[C<8J4<'GO*>W\7%<*\(JLMSB=H>"$N#_NBQ\Q+?I".M+[3,1]4,+R?3;??H MI!>-%N&EPHU_/.&F,Z9R4 :_;E=+;A-6$'?U,TT8'QV77:5+4H;4HBV+^DO:
M9=X]0[IE8B(*UP\PNMW>X25=L2T8G?Y\I9 (X"6&5DJ]D^Y!]JU'QWGCK\)M M9.D.PDQ\$#>NV\D]ZK$P?'=SAT6Y?#Y7DL\8]#-C&YBR4]EWJ?+KX^Y+(=O< M&M.Y]%-(Z_ML?
J3Z,^HS8C4@1KA:]8Y#:[*X5!*_OW*6!B]F^%Y!+B+C>([H M[?QI2VI:?*:CJX68+[I.(>D<0YA?%/FJD]D;;CV6D_VVQS? Q5W-Z]"7 'NI M-.+NH/N7X::SS+7\DT&"N053OL?:
[[/8*W+VZB:RQW3J TD=EUT YX\DJ/U4 M?))^I)_,^Y_?4N/Z%#-^GXGN?K2B+*OHBZ?&^J7JGTYI"8Y*8L67Y.EW*Y,( M]LJ/B-BB2;]DJX[GLR^]:K=(B1WC_P T_);6 I20E6#
<2=5G1.B-0:DC#'6J M%(MHLDZL??M2,JTPYO=S6SRLD>T \S6.!V!)&?<+M'MU[KW3>EI3(VID;P=D M'Q='LQU2-]N]R._%>^O"^-COQ7/!ZD &>-
LK373WJ[I;QRUBWMVJTXQ<77'G.^.77[B4-%T7)UU=Q7-(D_,F20Y486&U#JO-ZUP M]\YK*6,Y?SM ,MNMS^:9Y[L+0!L\-;#N[8PM B$8Y P,&REBS>FM'X'0>;QP MP6)K:?
QVG\D9*;:4 A%>O0F4@\^>0.!Y\U+J-P!OU.PW([;^JA?W!ZCL>H^KT7BOU%<;3^ SMJ;8 MUIK.VMJ=G9]GF)X@PA /=S?[Y"MKBP4@E(:9D..J61VH2@K40E)(M&H,K%@\
M%F7$^@!)Z!=D7F%XMFF=,Y/?8C"&[/JO6EXN<.*A(0A-OPK%Y M$F+%0D I2GX%M;90D @<@ <"H@,?7GU#J&E5D<38S>9KPR//4F7)76,>\^I^ M?,7$J:K)68--::OVXV!M;
X2S/'&!R@0XRB][& #< 8WV4Y-O>67V[Y)=Y;JBIR3G!&T -9#6B9#&T =.C&#LH1[]ZQD[]W)6WF6UD+=F[8D<=W/F MM3/GE<223N7R$]UP-52I%?GIBW[D/2]O?
7.]\6M%JR"\:^O+EQ;LEZ"Q;[K# MF095KN<%QYH*>AO2+=-DHBSV4K=A22U)0ASX9;5B^M-*U-:Z8R^F+MB>I7RM M<1&S6Y3-!)'(R>&1K7?-
>ULT;#)$XALC.9A(WW&6:&U=AYT ;*N-US]F[ M[7R$YC=KGDDB\V3:T";:I\R]37[C,D0I$*POQ5L.2)+BFPR\M"4%*0H@S@Y8YXHZ\;8HVR,DM->'!C!OS-!)W.P5JD\+7" M+-
S3Y=EC/W/E*Q/=?9JY^&6":2S*^:1\3XJCXRUSWN(Y7$ ';=?A_"= W\W M=G^LQK_=NOK[Z;BE[].?U,[]<7S]Z-PD]VI_Z[;^I++7I$]-3IHZ)LPRC.M+
M1LX5D66XXUBMSE9CE*,B;9L[=RCW53-O;3:[>8KC\R)&5(<[W/B(8;1VIX). M":]XQ:RXCX^EC-1OQOLE"XZ]"S'TC4+K!A? '2DSR\X;'(\,&PV+B=RMA<.^ M"6B.&&2O973,>4-
W(4FT)Y,E?;<#:PG98+80((?++Y(XR\[NW#&C8;+#?U^M ML'!NBNWZ_BR"U<=Q;+QS'W&DK*5.V#&42,LN_('[;9EVZSL.)([2F1Y/(2#L M+PLX+Y3XC2Y5[.:'3^&MV@XC<-
M7"RC7V/H[DEL.!_DK6OBYU#\E<,H<1&\M MFU)G*5,M!V+JE$/R%C<>K?,@K-([;/W)Z;&%-4C2C&2B+?!]GUU/^F/6!ENR MY48.0-0:MNLB*^M 4AK(5#L"B.2N!."^7^*>E:
[V!\%&V_,6 1S#R\7" M^VS<=MC89 T[[#YVW<@+L?Q":@^YSA'J^RR0QV,A29A:I!V<9H!I",_&$BUX%+O M.T;KWH"VFT8;;'I-J4X"" %9%)LR&R>"'A0/*>#ICQ 9WY"X5ZD>Q_)/E(Z
M^%@V.SBFSMCZ*=5M?.H&L-8;$V/='4,V_!,)RC+I2W%)2GX6/V6;="CE9 M">YTQ0TV">%+6E/UJ,O!XR7,YK$XB%I=+D\E2H, !)YK=F.#?IN=F\_,3Z $
M^BE8U!E8L%@LSFIW!L.)Q=_(R$D 6I2ENSKQ.?N,I:E*)42I^2X>5$G\R34R=2K%1J5:4#0V& MG7@JPM: (J\38HP -AT:P=@%!]Z[AVOK?5-D46[KL;-\:PV$\E!
<^6(6>QI@7AVXV.V39F3%$?BZ7?*ILJ,Z]>)MS6'I4YV:MU + MA:90U';::1$IJ'6VJ-5YZ?.9++7I+]BR9:[8K,T4=,%_X"O1B8]K:\<(Y61M
MC#3TYG%SRYQF2TUH/26C]/5]/XS#8^/&UJ@ALNFJP2R7B&?A[-^62-SK,LYY MI)72EP&_*T-8UK1UV&WWL:D;9V@_AD-JWX@[L/-',7@L#AB'CRLDN1L\5@?1 MABW_"[;('@-I2!
[5+7I]MQF!PK,C(Z6^W$XX797=726A3A]H>X^KG2\Q<>Y M)._50V:C=2?J'.OQL;8L<[,Y,T(F?0CIF[-[-&S^2V+D#?3E "MW5W5F7[Q8 MLB=*C0H;2GY5+<=<0A*0"2I0 !)
KXDD9%&^60 MAL<;'22.)V#6,:7/<2>@#6@DD] !NOJ.-\LC(HVE\DKV1QM W+GO<&,: .I) M<0 !U.^P!*[#/H=Z*-2]*.@\)PBU89CLK-9V-VR?LK+IUH@S+YD^57&$W)O(
```

MEW"2PY(-KA2GW;?:[)K[/F3/:YY@B>]T,$(<(V0L:.7F+W.A1>I&S@\;KHZFH M6NK5;++BMOV9<[='MMFC,P[6Q=(,6'&R%4*)&2B/'9=O[=R=+3*&VT.J<"6T M#Q4C?!]V3?
PST;)EYYK%Z;#0S/FL/=).Z&625]3S9'DN>X53"T.<22T-W)*C M#XU-Q4?%77$6&KP5;?N25+WX?]/_SDL7J#LS:!&SC+EII+K>8; M;[MKRP,.^Y'+MV
BR^M/U+R=^]9^5XK;;@J3@VAFEZQQV.T[W1'+[$=3(SF MZ)2D]BI$B_\ =:E.CE1BV6*@J_"0.W/#IHUFEN'=&]-"&9/5#AFK;W-VD%5[M2S&0'?J&,J[3@?
EV7G;W\&>)O6\FKN)F0H03%^*TFTX.DP.WC=;C<'Y6< '8 MO?/?QYIW0] 3[EV 7IR0=1Z!Z*] :_M+DN>U5Q%U3E1B\M-6&3FH47"A<(3,-B03*YP)!W,
MN_!>'3VD>&.D<0W63*/.!\QCIQ">;9P;$UI (V M6@7[0?NC'=@;\TM@&*7RT9!;< UK,6 M9D%.-Q&_02@$;J/Q75:Y!7A1[4E1]@"3_B'-!U('O7X3L"?<-UV-703BTC#.
MBWI>QN6V69<#26 .RFBDI*)5QL,2Z2!PKS_STU9Y/D^_YXJ(OBA=9D>(NM; MD;N:.74>5:QP]60VI(&GI_)C"F>X2T'XSAEH2E(WEDATOB'2-]SYJD<[Q_2E
M/N^H=E!=]0;:XW7UI=1NP69/S=NF[,OECLCP6'$*L.'N(Q.SEI8/:67(5F:> M:*0 4N!1')-29<*,%]SG#K2.*8M"U069;2"Y7/_!+\0FF.']^7"5:DVHL[![75K3QUZ=![@'- MBN6RV4^?
L075X8GOC!'F.8X\JZ.X5^&W5?$?'0Y^W<@TUIVQN:=NU7DLWLBQ MKN5TU*D'0CV;<.:VQ/-&R1P/E-D:"Y;1V_LWFL0PE+O5)GZI'P^%NHUWC:&2 M[Q^TEE5^6L-
]WD(+ZE<>"YSYK29\7V:YB6Z*Q09OT:O*!O MZ+>X\%>#Y0#KS+E_+U(PU(-YMNX:;9(;OZQ<+FWQ;V8#R@\F5PXJ6OAI':2K M1G%?B;:XHYRCF)\:>:82NBA/X5TK1REGS1&/G'TZ
M!X/*JG"7 7\)7R;\Q+D,K)D9K\E1M-[FF""O! 86S3C\"V)QYO,V)D.S1MU MA4^HIMB?NCK8ZCO-SV.3KN0&-;OL MT 1C<9=03:FXGZTRDKR]C2MS[#8%SW.[N).%=;
M&6LER^/WJ9C5_L>1VX,*N&/7FUWV F4RB3%,VT3F+A$$F.O\$B.9$9L/,+_" MZUW-J*-4]NM'(K=>>K*6.+'B.Q$Z*3D>.K7\CSRN'5IV(ZA5%.U+
M2MU;L/(9J=F"U")&A\9EKRLFC#V'H]G.QO.T]'-W![J93TJ>O+TT;4MMFQ[J M!C3=#9^IIB+.NLEB3>M9W*8$I0N7"OD%IZX6%F0YRL1+Y 2Q#2>Q5V?2D.&/ M77'A?
UE@YK%O2CX]48L.<^*NQS*^9AC))#)*TKFPVG,'=]:4O?W\AIZ*2C0' MBRT1GX:U/5[)=)YN=KVF1BY1;+/!L]O8@,VZUW)J&AN! C] M["Y*G"\775@+
<4!CN%XT\4>&F*IZ/CQU#%P8KSVQ5LO@YV7=YK$MB5TKI9X3 M(3+*_9P8!R\H&X 639W@5PFXJ9B[K:7)Y'+6,O[.^6UA=05WT"(*T5>%L+88 M)VQ@0Q,W87EW-S..Q*H;^
$Z!OYN[/\ 68U_NW5S^^FXI>_3G]3._7%:OO1N M$GNU/_7;?U)7DZ?_ $=^CKILVYB&ZM>1=F2,TP>1.F6#])\W1>;.Q+GVR9:7 M)+UO3989>=9BSI!C*,A(:>*7"%=O!Q[57B!X@ZPP-
_3F6DPS<=DF1QVO8L:: M]AS(IHYPQLIL2Q]X;%5'3T<=_1<*^-'4'+7T7I:-_66:_G;3 ?Q86,HT M]P/0OFMD%8_.=LJ'K(Q-:=:AW&_7:);94\EW@/Q.
<1LQ8U2=$XR_8IXG#UJS\E'5F?";^1MQ-L%MET;FNDAJP M/A9'"3R"5TKGM+EMP,F&/Q=.5U8.JL ME:YL7J0T(YY9)613-J.?
<]GYR[RVD25O,:PAI=RNVWW)UAXR8PVH^Z')U^M:%=O +D125 MWA?Q=YWS,GI/3<;_)M2EHX6J\CO%2A=U7:"GV\)FCF3 M6<[KBW%S>R 83$N^OC*\@'=KYQ8LN:[H3!"
[8[#:*G7<2X%2B*6M]GWQO7&NM M#[8VUE>5898-P$WO(K);+JUB>$6Y@MI0Q-FLRFXDV^WFYNDEM+3ZH M;*D]Q:YK@_Q5W,OE]48+ T:.1M4 =RY
MHD<.@=LI"O"!1PN&TGJ#4-^_C:F0S67%&(6KE6"=N/Q<+.4!DLK9&QRV[,[B M=@U_EL(W+>EV_7BW_@S/1;$U[B^7XSD5XV9M#$K:[%L5_M=V?C6;&A,RJ?*>
M:M\J2MIHR[;:XW&'2V3=Q%DRMW'W:E?#X6_,U]JK/ U] MBYY=&)C3*Q@<[DFF?LTDCDWV(W60^+'5^+9PRCP]#(TKEG.9W'P.94MP6'LK M4?,OS2.;#(]S6^9!!'N0 >/%W[5T?
[%R9YOM;RW> M5]5%<(X+C%AQ?%K6H _RD(DB3P?8+4X.>00(_%E=;/K_$4VGYUJ M[>G'U$LY/4] #T4E7@YH/K\.V M#EG5=@&K(LGXD#4^KXDF8PEPE#>0YY<'KM*[D
E*74V2!8>5>%%+@20.P$[G M*&"]AT-E:<7K#B3Q8TQPRJ029ATUS)76O?0P]+D=;L,82UTTKGN$=6L'CD,\OTG; MMB9(YKFC:W"[@]JOBM=GBPC8*6+HO8S)9N_SBE6?
(.9L$3(P9+=LL^?Y$6W* MWE=+)$U[7'>=9OLW>")M\<9!U2Y@]=2A)E*LVN;'&MZ7.!W)CHFY%*DJ;"N> MU;JTJ*> 4@@D\SV/%_E#*[V31./;!O\ ,%C+V7RD>A>8ZC& ^\-!'Q755;P5
MXH0L]LU[DG6-AYGLV%JLA!VZA@EN2/(WWV+B#MMN-UFST*^D]@GI_P"U.F4XJ8/&Z;. AQ+F9:&W(:MZ6V+L@BEKUH!%)!$6$23EX^<_=P:!LM MG*?#]B>$.?
RFJ!J.?,MDPTU*,6\?#3-&(S16K-@RQV9FOWBKAA^9& TO)WZ M;0_^L/>]RZENIGCY?FET..M.K4H0<0M3QM&)V]D$GL:C6*%"Y0#P M7EO+)*EJ4>_>'VF(=':-T]IV)K6OH8Z$6W-
&QEOSM\^]*[WN?:DEV)_%#1V M"CFXCZKGUOKC4NIIGN>S(Y.Q[&UQ)$6.KN-;'PM] UE2*+<#IS%QZDDG&JLQ
M6$K[+=;YUWN$"TVR,Y,N5TG1+;;HC*2MV5.GR&XD.,TE()4X_(>;:0 "2I0 M%>&6Q,]L<,$4DTTCB V.*)A?(]Q.P :QIYK0!ZE=A'T*=#FK>D?0F'X1'Q#'KAL&Y6.!<=HY?/M,
M&;>,ARNX1$/7:*Y.DLNOILMK>=6AP8QC6S"<*>%F M!X>:2QV+9CJ3 M#,]4?$,,P7KXZD<:P*U0+'CD/,;?+:M%JCLQ+;;[G=\7L5WO<>#%CI0Q&CF[MSIKHCLH;;8<=<:0A"4!
(D.X)Y#(Y/A;I"YE)Y;-M^/EC-B9SGS2PU[MJO6=* M]Y+GO%>.-O.XDN:UKB23NHTN.^.QF*XMZVHXBO#4I1Y*&1M:NQL<$,]BA4L6 MF11L 8QGM$LCN1H#6.<6@ #88!UM-
:D2B*=]Z*>J#J_H!U=-DQOE[IM"YY-L MZX=R>UUQF_7-<"R*7R>2#C]HM;J >.T.D <<$QA^(S._+7%3-QL?SP86&EA8 MMCNT.JPB6SMZ?Y58G!
([[=>NX4KWABT_\A<(L#*^/DL9V>]G)CMLYS;$^.>TV')[!>2L?B3QVI@J/ M//MSX4.4FR<"[/LO%G1,F^P?E7US_P#NJ5JN!V/J6=^X["(_#;???L>OMJ5=1!)1%)<^S>V8N;#ZHLA*?
$/#-.A'Q!W&W;O@LK;YG7=TC]SQF&K_P"FM797#O_83T]W7N%KA]7OJ M._NB^MO9#]LG_.89JE:-2X?\-SXD5;6+/OHR2XQR"4%-SRIZ[.)=3Y1S@.>R&
[=GAUYK#3B=Z_@:+8&D'L]TFW<[Z6\1> MM/NSXH9IT$OF8S3Y&GL;RNW8X4'/%V9GIM/??8(K3J*UMI"PMR&XV37IJ3EEU805#'\)M2DSX[#L!L!T 4S.,QM/#X MZCBL=
VM0QU2"E3@8 &Q5ZT38HF#;;?9C!N>[CNX]254U42KDHB41*(E$2B) M1%J=]1S2.]+L $D MHYKAOQ;\.HO)H<1\9 &2MDAQ.HA&W;S&O^;C;\FWX[' TI7GZ37U03\WKKC7
M.);RQ9:%NS@6P6MAW!Z0RGX@CRW$]P6>Y:D:X36MDHB41*(E$2B)1$HB^J#- MEVV;$N,!]R+.@2H\V'):44.QY45U#\=]M2>"E;3J$+21Y"DBO>M9GIV8+=65 M\-FK-%8KS1DM?
%-"]LD4C'#J',>UKFGT("^F/=&]KV$M>QS7M<.A:YI!:0?0 M@@$*3II/8#6TM58/G2"GX]]L45VXH3[-7>*%0KLSQ].RXQY(2#Y".VIE.'6J M6:TT1IO4K2WS,GC('VVM.X9?A!KWF? -
MPS;#\G;J>YW]B;HR&.J7!WFA:9- MO25OS)1]DC7*Z59JK@E$2B)1$HB41*(E$6&GJ%;4.F.BKJ0SYJ3\K/A:QO\ M9+.\%=CB;WE[2<2M!95R"'D3KTPXVH&.M'8Q/S;+
M\4PRUMJ>N>6Y)8L9M[2 2I "?851Y&[%CR$ M[@V&A3M7)7';81U8'SO)WZ?18?K[*MQM&7*9&AC(&ET^1NU:,+1U)DMSQUV; M=_QI NS/P#$;?@&"89@MJ;2U;,-
Q7'\6@(0A*$IB6&U1+7'X0G*26XJ20/' M)/O4-65ORY7)Y')SDF;(7K=V4DDGS+4\D[NIZ]WD*<+$8Z'$8K&8JN V#&T* M="$ 1U*\<#.@Z#YL8[+7[UP>J-I+H3S;#L!V+BF=9;?
\QQF3E;#6&,V5Y% MKM;-S=M4SG+BT[O;L#UVU#Q2X[Z7X4Y3&XC,X_+9& MWDJ+\@UN,;5 M2GWI.N/X?TW_+2]^JI]^5H'^+NJ?]ECOUU;.NB/K8P?KGU[DVRM>X;F>)8]
MC>5KQ G,VK6T_=+DQ;(5SENV\6J?<&U1HC=PC,.J=<;7\=2T!'""3I?B1PXR M?#/+4L/ELAC[]NY1%_;'NFYH:".0 []5O/A?Q/Q7% M3#WLWA\;D\?3I9 XXG)-
KM?/,R"*>1T(@FF!9&V9C7%Q:>8L-BCNM%224-7)78H!UP M'K;PE:>%73.H=2R1[2Y?)QXZN\CJ:F,BYY.4]^1UFTYKAZNA&^_*-N-?&3J0 MW-6:;TO%)O#A<3+DK,8)V%W*S
=N=E2HQS=QN&SG;;F*CK5ULN-4HBF+ M_9Y-0HQ;IEV;M^7$#=QVKLMRT0)*T<..8YK^WMP&/A+(Y+#E]NU]"R@]JW(X M2H=S/)CZ\6.?-
W6>&P#'[PX/#B>5@.X%S*RF5W,/1PJP5=M^H:_<'9RDA\'6 MG!0T/G-1R1@3Y_-FM"\CYQI8B$1,Y3WY76[%H'8[%T8!&[=U=WUZMH(P;H7F M8>S(^%
<=N;&Q#$6V4J[5O6JTOOY?>"!_+;";##8=3Y_#*!^G(L/A>PIR?$R/ M(.9S0X'$7[Y<1N&SSM;0K@^X[V9'-/O9]BR+Q9YT8KA5+C6OY9M19G'8X-!V M+J]=[\C8/Q:!4C8X>Z3?
T4(NI(U%XE$6\W[/]K1W+NM.]YXXQWP-4ZHR.YEY M2>4-7?+)<'&+<@*X(2\Y!D7E;8/'#=D>)MK+.9O#I_3]R?F(W#;&1DBHPC?T<8
MGV2WWAKOH@I[TH01^+D:+*&"]OUUE,W(SFBP6$E;&XCHVWDY6UH]B?QO9V6MAT(M&YWZ;'H#QAZ@^3^'^)P,;PV74.>B,C0=G.IXJ)UJ4$>K/:)*F_IOL#T*AIU(
M8HUDHBD&_9X-3_I+U*[6VW+C%+!8,587D=&W,O8#.AV[BI5L C<'9XVZ$K>3ZRVUQJK MT_=RAB3\M=-C?<&K;40OL<<5EMT9^]VV_P"=SC<"]%Q/_4APCR!7-/AYP?RY
MQ5T[S,+X,1[5FY^FX H0N]G+O=^W):VQ_*V';"$J%^O=O=;)'!4P0.#P1HGQ'9WY%X69F)C^2?- MSTL-$-]BYEB83V0/?^UJTK3\'?8>@O#%I_Y=XNX.9[.># U[^>(J\CL,^T-R5!/
MDICKEI=('[001]:C:P62^1\WA\MR>9\F9.AD#'^6*=J*P6?ZPC+?ANI1M0XO MY;P.:PW/Y?RKBS]99EIG8.6ZMV#99 MF/YAA%ZFV&]VR:RMIQBZH$E@K2D2(,YE+9?
96I"P:F'PN9 MQ^HL50S>*L1VL?DJ\=JM-&X.!;(T$L=L3R2Q.WCEC=L^.1KF. ((4)F=P>3T MUE\A@LQMN,'UBN1>7:B<.X+)F M[%9=IC7VLM&3-
FTQJ3*XC9PZE)MZ349O,IR@^H? [=29O3E];Y[77X$=+J ?#]+-C<5U(6"4M30I) =//??A)P7LNE]1:@D9L_+9:*A M \CJZMC(.9Y:3^*;%M[21W=&0?
HJ.CQE:@]KU=IG3<&P\V0G8#T;:RUC MD8'#\H5J4;AOU#901T=UCM5UJN-DHBF)_9X-4?HUTT;3VU+B_#F;/V<;/;Y" MT\+=L. VIF&V6U'S\)=[O%Y22/PJ7''DJ0>
(_/%GG?;-983!1OWCPN%]HE:# MT;:RD[I#OM^,*U>N>O4!_N(4D'@XT_[#HC/ZADCVDSN<]GA>1U=4Q%=L0Y3^ M2;5FR#Z$L'N5O/M&FU_NW6&@=*Q)/#V69C?M@WF*E?
XC;\1MB+-:5NH!Y^&[M<8LQ@]?)QT K5RX;[\KIKLA;N-BZ(GNWI$ MOKNY1\)1%)J^SC:H^;R[J*W=+BA2+-8\6UE99*T A,F]S'\FOWP%$?MHC6FR M-
N%!Y2B04K\."N,_%WG/+H:1TVQ^QL6;N9LL![LKQMIU>8>XOGLD;]RW<=EW M%X+]/^9D=9:HD9TK5*&#JO(_'M2/O6^4D=PRO5!(((#R#T*VN>M+M?\ 5=Z?
MVVHT>2(]TV;+QS5UNX7VNN(R2Z-R;TAL<@J"L=M=W0ZD?]"M9X\5HWPZX/Y; MXJX%[V$.H8V/Y)\[)2P M,/79Q%V<26@WKUWI5[(7>3&,BUZGQO*]
MDS24=S;4V';QC]A4HD$)6F\W^-(;)'O&/!"N#6A/$GG?D;A;E*["\D^=N4%W3WRYQI9#-RG;=K98X?8Z MA/0@$6;;'MW]6';8[*7[UT[7&D>C_J(V6B0F--L&KLFCV=TK[%"_W^&K'+#\
M)7(_COO>[0RU[_C)! (K@3AG@_NDU_I+#EA?%:S=)]AH&X-6K(+=KF'Y/L\ M$@=\"5(OQ6U!]R_#G66;#Q'+4P-YE9V^Q%NW&:53E.X^?[38BY>OTMEUQX[B M/Q'N5_*4?
=2OJ3_A/FI=NGH-AZ#W#W*&#Z^I]3[THBS)]/;4_P"NOK4Z<=?N MQC+MTK9=ER"^-!!6DV'#5.9;=_B@ \-+B69;*E$<)+J2?'-:\XL9W[G.'.KL MJU_),S#V:M9V^Q]JR %"#8^\26
X#UY2!UV6RN#VG_NGXG:+Q#F&2"3.5;EM MNVX]DQI=D+',/R3'6+"?3F!*["K/LMM^ 8+F>=79U#%KPS%<@RJXNN'A#<+' M[3+NLE2O(Y 9B+_"#RH\)3Y(J*'%T)LKD\=C*[2Z?
(WJE&%H[F2U/' P>OXS MQUVZ=RIAZYM;:G;CGF:XOB,1M">Y9=R&]0[6"E/\KL3) M4X0?!"35KSF3BPN&RV7G<&Q8S'7;[R3L.6I7DGV)]-RS;?TW5VP.*ESFI >3M\%V/6Q2R,]R
M0%UL.07ZY93?KWD]YD.2[QDEXN=^NLIU2ENR+E>)K]QG/.*65*4IV3)=62I1 M/)\DGS4PM2K#1JUJ5=C8Z].O#5@8T -9#7C;%$T !K&- V'HH3K=N>_;M7 MK+S)9NV)
[=B1Q)+Y[,KII7$G]QZDGJN(JH5.E$7I\-L^Z$?^ZG_X5^[G MWG\Y7YL/P 2.$@ ?D /\@K\7[L!V&R\T15SK#"IVR-E:^U[;&UO7#. M1BP^'RN6F<&Q8W'7;SR3 ML.6K6DGV)]-^3;?
TW5UP6+ES>;P^&@:7397)T,=&!U)=2>G0D]%,QJS)P:+T% MG,FPB*'3VFK;ZVYV ?3H.BJ,&QWW=*V)@V.^Y&VY76WR)4B;(D39;BG9Y;LF2XI^0ZM7U6XZXM:C]5*)J8!C&1L9'&
UD;&QL:!L&L8T-: /0!H M "A4?(^5[Y9"722O?)(XGXGU)<23\2OQKZ7RK[]+VGWM_]1.F-,M! MWX.P]A8YC]R<9!+D>QNS42<@E CRD1;)&N#Y6/V WW#DC@XOK7/MTMI+46H7
M%O-B<3;M0A_T7V6QEE5A]_/9?$W;UWV65Z%TX[5VLM,Z:;SLV(X]8\5QVWQ[58,;M-NL=EMD1M+4:!:[5$ M:@P(C#:0$H:CQF&FD #V3R>3R:B N6[%^W9O6Y7SVKD\MFS-
(2Y\L\\CI)9' M$]2Y[W%Q^M364J=;'4ZM"E"RO3I5X:M6",!L<->O&V*&)C1T#61M:T? +FJI ME4I1%UXWJ.]/.7].'5]N7%0);$*0W%G-\C\3,UB0TH>%((JSYG3V"U%6=3SN(Q^
M6K/!:8[]2&SR@C8\CI&.?&>OTHW-TCH00M^G1)Z]>S,;R*PX'UALPLXP>?)C6U6V;/;&+7F M.+AYQ+*+EDEKMK;5KR6U,=P7/?A0K?=V&0Y)3]X*1\NOEKB1X7<-/.
(Y#+3M%WME_M-L MOMDGQ;I9KS;X=UM-S@O(D0[A;;A';EP9L1]LE#T:5&=:?9=02E;:TJ!X-<)6 M()JL\U:S$^"Q7ED@GAE:62131/+)(Y&GJU['M+7-/4$$*0FO8@MUX+=66.>M
M9ACL5YXG!\4T,S!)%+&\;AS)&.:YKAT+2"%R->*]DHB4103/6VVQ^LWK\V+: MX\GYBUZIL.+:S@I"^]MF7;;>;Y?FT >$J1?+].8>3QR'6% D@#B3?PWX+Y&X M68B=
[.2?.6KV9E.VQOT7CH#OO%)XH-0?+O%W-0,?SU]/ MU,?@X>H(:^&'VJV!MV(M6Y6N![6^X!:DJWRN>DHBSWTCZ976AU$ZWL>VM3:F M1D.!Y(Y9&68K9E3ONFXR;5-<;@W:
[1)J66YT22RVZME*'OA%QHJ;*5' M5VI.,W#O2>8LX+.YWV3)TVPNL5VT;U@1^?$R>,&2O7DC+C%(QQ =NWFV(!!6 MVM+\#N)FLL+5U#I[3[;F)NNF;5LOR-"L9?
9YGP2D16+HO_49_U@X'_;]/OB>$G\9G?U7E/U-/O9>,W\58OZYQ/ZVMJ'I">F-U*= M.O5-,W)U"Z]B8A9L8UYD5OQ!Y.2XY?7)>4Y(_M3O8Q9;C.=8^6L"[ORZ^AM MLF0D(67
$G2"WC/H_5NB8]/:3RS\A8NY:I+?;['T* M^S6DG9A)&VZWUX=>!FM]&:]DU+K'#QXZM1PUV".%ZE;,E^Z^&N[9M::5S.2 MH;'SG!H^> '$]%* 4I*4J4HA*4@J4HD)2!R22? Y)/@"N+
"3L!N3T '< MGW+NLD $D[=23V]Y76_P#6IM96[NK/J$V>E_YB'D^T\J59W.XK3]P6BX.6 M*P);)_"39[9"#8/E*.U/TJ7OAS@_N;T)I3"EO))2PE$6!ML?:IXA:M$C\HV
M)I.8^IW/JH6>)V?.J.(.L,[S<\=[/Y#V<[[CV2M,:E0 D#YHK01;#T&P6,%9 MJL%7NVTZ^XVPP@N/ON(99;3Y4X\ZH-M(2/S6M24C]Y%?CG-8USG$-:T%SG'L M&@;DGX E?
K6N>YK&#F>]P:QOJ7.(#1]9) 'UKLE>DC5C>D^F/1&JT,B.]A> MK\1M=Q;">P_?*[3'F7QQ21QVK>O$J3[U#[KS-G4FL]3YPNYFY'-7 MYX3OO^UQ.^.L ?4-KLB:#[@%-
;P\P+=,:&TI@0SD=C,%CH)F[;?MDUV26G$> M]UF25Q^)*A7>LGM?]:OJ [E#$GYFUZY^X-76P)7WM-'%;6TJ](;\J"?_*1W M"[AP)/:7$J5P"2*D7\/6"^0^%>GB]G)-E_:LU-N-
G.%Z=PKEWJ?VI%!MOUV(M]-E&3XD]0?+_!>U+R2<]?"^R8 Q+6G'P--D-ZD#]N36.;;H7 GNM7%;L6 MAT)X!)]AY-$[*?EZ0NI_U2= .BH+\7Y6Z9O:KELZ\!3?PW'9&<7)^Z6]QP<
MJ(Q\69I"B.2TVWY-19 MCG%2X^'33_W/<(M*1/9R6,I7GSEG<2D-R+G#N4U7;[N2ED\GR>] M^"6GAIOACI6FZ/R[%RB,O;&VSC8RKC;^=Z[LADACZ^C!ML.BCMX\:E.J>*VK
M[S9/,K4LB["TR#NT5L.T4?F_!\\4\O\ .D*U^5M9:@2B+U*$*/)0DG\RD$_Y M2*_=S[S^=?FP]P_,@2E/[*4I_P_\ R"A)/+RMA71*DE*U2<[NLW)(RW.[@E0M4VW M-I)
X;;0GSV\F*OCKFAG>*>K+#'\\-.ZSP'<L;CON);#F['J.4-/91F\7M0?=/Q,UIF&O\ M,AFSENM5=ON/9,:OMM)0_<[_)F. !3SL9^4BULK M<)*(5OBL)"4-(0F)/BOJJ?
6.OM1YB25TE<7YJ..:22V''4)'5JK(QN0UKVL, MS@.ADE>X[EQ)F4X/Z0KZ)X=:8PL<3([)QT&0R;VM#7S9/(1MM6WR';=SF.D$ M#2>HBAC: T 9H5KM;,6 ?JA;>20;=1R%W3;==>T ![
#_#Q4KJA[[+S1%L2]*33R-U=>>@L?EPQ-LV+ M9&_LJ_-+1WL?=^ 0G[_&2^#^'X;]ZCVF-P2"HO)Y7V@ZDXY:@.G.%^J;46^N[:SYW[CMR]>BW)P TV-3\6=(TY8_-K4+K\W;:1
MNWR<1$ZW&';]-G6F5V?ZW3KLNP+==;9:<>=6EMIEM;KCBR$I0VVDK6M1/@)2 MD%1)\ DU%6UI3T"E[T!'=Y#:;8Q$"^{R} M)'@"IA=#8<:?T;I?"AO*['8/&UY1TW\\5HWV-
]NF_G/DW/I4)VO\V=2: MWU9G>;F;D]092S$>X]G-N1E<#?T$#(P!Z#IZ*P%94L17*V&R3LFOMDQNULKD M7/(;Q;+%;F&TE;CTZ\3F+?$;0@>5K7(DMI2D>5$@#WKPM68J=6S234-
F>RDN;SF7S$SBZ7*9*[?>3WWM69)MOL#P /0#93?Z=Q,6!P.%PD#6MB MQ.*H8Y@: !M3JQ0%W0#JXL+B=NI))ZE61Z[['^DG1?U1V;M[OG-&;(('UYC8
MS<)@X_$GR#'!'XA[>/RK)>&%GV/B+HFSOMY>IL1U_GW(HSZ'OS[=EB_%BK[; MPSUY6VW\S2N:Z?S*,TGH0=QR;C8[[KKCDGN2E7YI!_RCFI=>RA?!W /O&Z]J
M+]6_KTK=V1^EKH9]0KJ +S<>_0', P[!PM82J9FEZLN1P,=99!5RM42YWB/< MGFTH!^5B2'.\)0HHY8XX:;?K;B9PHTH&E]65N5R&3V!(CQU:Q4EMN=L.@D@K
MOA:XG;S'L;MN1OUSP#U0S0?"OC#J_F:RW"[$8W%@G8R9.U6NPTVM&_4QSV63 M.&P/EQO.X)&@N3)DS9,B;,>+:(F& M_--%,NT:LMLGNBO-!8"F%9?=V5W5P@ O6R#9G
2AT@Q\>*'B!\N:D@T9CI^; M&::)DR/([YEC-RL(>UVQ(<,? X0#\F:6P-MP%))X2^'R!I>QKG)5^3*ZI:& M8SS&[25L#"_\&YH/T3D;#38)'TH(JSAT&D?%1?
E)4A2D+'"T**5C\E))"A_B((J&%S2UQ:X;.:2UP]Q!V(^P MKG\C8D'N.A7K7XB41*(E$2B)1$HB41;TO3CO;URT1<;6\X5C'\XO,..%$DHC MS8=LN82.?
3\>7((2#X/<>!S4EGA(R,EOAG;I2.+AB]29""($D\L5FO3N[#? MH&^;/+L!VZ^\+;FAI2_$21D](;R.3_B<[]*S^KJ19HE$2B)1$HB41 M*
(E$6BK[01L%S%^B['<+CO%M_96WL9MLA"5E*G;5C=ON^2RP0".]H38=J2M) M!'%3$MN\1;>1>WF;A\!Y-7IQ^G1WER3D'<= X==URG MXOLP:/#.EC&.Y7YO4=&%X!
(+J]*&Q=DZ#NWS8ZX.^XZC?T(A:5(LHRTHBV%> ME1KA.S^O_IML;S D0K'F;V>SVU)[TF/@5HN&4-=Z2"DH,ZW0TK"OPE"E#W(K M4_''+G"*]7V6NY9+./;BXG;
[$/RD\5(]>N_E2R$;==Q[EN'@%A1G>+VB:KF M!\57)NRTP(W')B:TU]NXV((\V&,'?IMNNP6]*=2_J!/ZR6WT;=Z_-OF'+$NS
MZU18]56HH7WM(7BD!*K\EL@J3Q^DUPO*5=I[2I!5P"HBI1/#U@#@>%F \R/R M[&8-G.3[C9Q%Z7:MS#O_)'#7(WZC?;T42WB3U$-1<7-1F*3S*V$%7 0;'=H
M./A!M!O4C_+IK(.WJ#V)(6K>MV+1"\$@ D^ !R3^0%$4_GTC]-/Z4Z"M(6>X M1%0[YFELN&T+ZRXW\-X2L\FN7:W)>20%?$:QXV5@]X"TAH)4 4D5%AQYU"S4 M?
%#4EB&3S*V.FBPM9P.[2S&1B"8M.Y&SK?M+AMTZ].BES\/&FGZ8X2Z7K31F M*WDX)L[;:1RN$F6E-B$.'?F;3]E8=^HY=CV403U1]CN;1Z^.I2__!R_$M&> MO8/;%=Q*$6_!
($+%FTM@D]J5R+9*?4D> Z\YX'/ [(X)X@83A;HZKR\LD^,& M2F&VQ,N3EDNDN]Y#)F-!/XK1Z*.CCQFCGN+>MKG,71U\L[%P'W88!5M1:C7A1[4E1]@"3_(AS0=2!
[T/0$^Y=B1Z<6L$Z@Z'^ MFO"U1OE9HUE9,ENS91\-S[XS1+F77$O)X'+R9-Z6TXK^46^[SSS42W%W-'4' M$G6&1#^>,YFS3@.^X]GQQ%"'E_DEE<.'P*F0X+X(:/C,V:P+?;"@%
(9N7*3VOFNK?"1I\UM/ZDU++'L_*9"#&57D=37QL9 MEG+3^2ZQ:#3MN"Z'KU:%Q_XS-2"UJ32VEHI=V8C&6,M;C!Z-M9240P!X!^DV MM3+V[C<-GW!V+B]*(I@OV=_3#F+]/>V-
V7"&6IFU<^8QVR2'$<++=;LL!W MN960/:';?CLJ5X#L=B!+[B%(WX.-,FAH_4&J)H^63/Y=M*J\CJ:6'C7VA;;'Z5]56O-5Q9)<@ZHUA'F3HZ5DH:R'/+B]=)!4CD M@.BQVZQ'N'DI=[2!V
G;'A/P7L.A\MG'LVESN:?'&XCJ:N+B;"SKW+39FL]# MOL6[CNM.>,/4'RAK[#8"-Y=%I_!,EE9OT;C[*ME2HP:G[?VC>)D=Y2.U;^/X5%8QJV\+]U,INRCC :@/P:%)AX0-/\ MR;PXOYN1G+-
J//69&.(V+Z>,C91@V/JWV@7"/BX^BQB^T=;7^%9^G/2$23PJ M=<SNOHL%\:.H.6MHS2T;^LL]_.VF_BP,;1ID@' MKNZ:V1N/Q>F_517*[?7!*412E_LXFJ F-
U'[PE1^%//XIJVR25(\EN.V_E61 M(:61X!S=E@/JXMHU"X;^YESE) V MZ]]UWEX+M/[,UKJF1GTGX_U7D>C ^_=#3];Z8=MZ@>Y2B:XJ7=RP(ZS_3CZ
M<>MVV(D;&LH/#HY<=85BJT63.F8J22D3&-;>%+B+IMTUG3XJZPQK-W-./<*N5;&#_TF-L/ E>!W%2Q8)/9@[#3 MIF&$9GKV]R<:SS$\CPO(8:U-RK)E-EN-
ANC*DDA7="N<>,^4@@CO2A2#P>U1 M%=!8_)X[+5F7,7?IY&I(-V6:-F&U X'W20O>W?J.A((W&X"YPR6+R>'M/I9; M'W<9TCJ'-
DRG!TO]Q._JH$/J=;8_7+UV]1N6L23+MEMSJ1@MC<[N M]O[HP"-'Q-@M'D@-O2;7+E \!4A0^E2C<%\$=.\,=(T'LY)IL8S)V6[;'S\
MJ]UYP=\6LF8SXAH*B4XYZ@^Z7BOK3(,D\R"#*OQ55V^[?9\0QF/;RG\ESX)' M[>G-[]U@96T%J=>%'M25'V)/^(@)]R[$GTY=3'2O1'TY8*]&$6Y(UQ M:,EO;11\-P7O-?BY=M-VV=
[5D^ M;(3\P(!YFOLECM_5O$M-I5RVS=<C' M=R^]\#^2Z'+]#C.@$@_*(]EFRX$\5VH/ECBO9Q\;^:#3F)Q^+: ?FML3,=D;73T=S6XXW;= M_+'J%ICKHAQI2U)[778#\U&-V(K/\
MI!M./1Y#)_ZN2/ /-1G^);._+'%'(U6/YH<#1HXA@!W#96QFY9]Q\^V]KA[MV_FE2*^G_D7A+C+CX^2?460R&:D)'SG1.E%*IN?4&O38]O\EXZ!:]OM'>U^

M&^G'2$23Y6YE>T+Y&2KW2TF/B^.J=2#_ #W,A4@* (*0I/()XVOX0\'\[5VI M7L["CA:SR/5W/=MAI^H5 =NFQ(*T]XT=0?-T7I:-YZNR&>M,!Z;-#*-(N'KU M=
<(^KMW46RNV5PJ9&=9IZ&"JO(_$@C=?N!I]Q=/3YMNF[6^H.^2_P!H M*VQ^AW2%B>M(LCX5PV]M"TQ9+25D+=Q["XDC([D%)2>2V;J+ A7<"VH**3^,
MIK#O"G@OE#7U[,O9S18#"SO8XCHVWD9&4XMO3?R#:(VZC8'MNLW\8&H/DWAU MC\'&_:;46>K,>T'8NIXR-]V?<]1[1[&#ON"#L>NRAA5(BHT$HBW^_9Y]3G* M>J;9&UI4?
O@ZJU>];X+ZD=R6L@SZYLVY@-J(X2Z+':KZ"I)[DMNE)'#H-L+MC]4WI_[PDQY/RUU MSV#:-86A25]KBGLTND>#XJ:;8YG/ M!BY+&:G!&XY<= ^2'?T&]MU<=>^^W7?
9=9^(]4'W/\(=4O8_DL9:*M@JY!V) M=DYV13[>O2FVR>G;;?T4!CV]JE)42241;4_1AU0-I^H#J1Z3'^/:]:1,DVA< M2I'>VV[CEKXO:><]G/!A(]N=FZ=&NI0&.J3Z M;^V6*Y'K\TD=0I-
/K8[(=U[Z?&UHD5\L3=BW;#M?=6D_FEV MSVB>R\G^4RXX/KR.-/#CAVY;BM@WO9SQXF#(9=P(W ?6JOB@)[;%MBQ$YI_*
M:%W%XG\T[#\']01QNY9F!T6X[UQ]1%RUGF]TR2R8+C> 7S,8F6VTV.*S(N,&XQ&D M2KE^)%6I;,=Q#:D*4%#4/&GB+R]S(989'&.&'9NSP YX)W V.Z.!7#*EQ3UE-
@\I/=JXFCB+62NV,>Z)EAKF MR0UZL;7S13QM$DTV[N:,DL8X-()W$@X_9X.D$>3LW? 'YF^8;_N;7*7WV6OO MX&TQ_NV1_P#,%V%]YSPX_AO5G^]XS_RQ>O\ P>+H_P#ZS]]?
Z>PW_PW_'.I]]CK M_P#@73/^[9'_,P3[SKAO_#F]_\ ?,9_Y8KMZ']#[I8T)N#7VYL=S3;60W_6 M^0QLGLEJR2[8O)L;]UA-/)@N3V(.,0I3B(DAQ$QE+,IE0DQV5%12E256'5'B M3UOJC
973UO'8*I5R]1]*S/3@NLLM@DX2-Y9&[/8TDD# M9>OKO;7_%>]"EYQ*-*^!W<[_@R6]6[CY\ M5^H/D?A39QS).2?4F5Q^*: 0'.KQ/=D+7Q+>2HQCMO\ . $$.4'ZI)U%PE$6
M[GT#M3C/.MQW.I44/V[3NMLFR5+BT=S3=[R-4?$;1Y(]0ZB/=+K)9X/>%Q@X MD<(41S=XI,[\E\-VXQC^674&8ITR =BZM3#[_QY2Z&!CO39Y!ZD;]0^$G3_M
,K<47962/GATWA+UX.(!:VU=+,=7[_C!D]A[=NH+-QV)$V>HX%)^E$2B+&O MJ4 GX\=7QX$ MU*4MS8B:=_*N5G$,E;WY7CEEC M))BD822L)USP\TIQ%Q1Q.J,9'?
CXGDCT7$=@Q&$DK1&:DO*&+W]Q M"/P)=1+LC[ZD_A@!2@D]H:,\5>F,FV&KK"6-/7"&M?>IM??Q4CSL"\L;^W: MK2>I:8[+6@]9=@2.%]<^$'5>)=-;T1DZVI:
(YGLQ]UT>.S$;>X8V1Q]AN. Z M!PDJO?Z1;]#H^VII#<.C[VYCNW]9YIKB[H<6TF-EE@N%I;DJ0HI*H$U]D0+B MT2/P/0)4EE8_$A:DD&NE,'J73^I:PMX#,X[+UR 2^C:BG+
1OM+&QQEA=MW; M*QCAZ@+EO/:6U)I:T:6H\'E,+9!($>0IS5VO(.V\4KV^3,W?LZ&1[3W!(5K: MO:L*41*(I_HZY??,Q]/'0$N_O/R95DM^3XI$E25*6X_:,;RV]6RS@+7R5MQ M+D8P
!MBY0K3V#L.QDE<^5 MP]\A/8J6WPWY&UDN#FD9+;G2258;U".1Y)+ZU+(VH*VQ/=L<+60M^$8'=;.: MTPMYI1%QMZNT*P6>[7VY.ABW66VS[M/?
40$LPK=%=F2G5%1"0&V&7%DD@ #D MD#S7M6@DM6(*L+>::S-%!$T;[NDF>V.-O3<]7. Z GJO"U8BJ5K%N=P9#6@E ML3./0-BAC=)(X_4UI*ZSW=.PIFV=P;1V?<%J]SVN2
M3ZJ$+4V8EU!J//9V8ETF7S&1R)).Y MVY9F-W/<-8YK1_):%;.KRK&O(2M:D MH;25N+4E#:$_M+<60E"$_O4HA(_>:$@ EQV: 2X^X ;DGX ;DIL3L "22 T# MN23L /B20
NR#Z+]5(TETH]/^K_@"/*Q75V*,75L)[#]^W"VM7>_K6GW"UWF MX3E*!)()[23QS407$3.'4FN=59KFYF7LW>= =]Q[-%,ZO5 /J!7BB'38'T 4 MT_#+ -TOP_TA@@WD?
0P./;8&VQ]JFA;9MD^NYLS2D[[D=MSLLG*PQ9RE$2B+ M&GK)VJWI+I6W[M%3P8D8GJ[+95K65!/_ "Y,M;]KL*4_4J7>)T%*4CE2B>$@
MGBLQX>X,ZDUQI;"AIM)O[^WJNQ1RK(K=AN*Y M'E=T6EBU8M8+OD%P<4I*$-6^R6Z1<92BI1"4A$>,L\D@#BHE*-2;(7J=& %T
M]ZU7J0CJ2Z6S,R&,;#J27O'Q*F4R%R'&X^[D)R&UZ%.QJZS/9&:3]D;#SS85T<4]<9EU7SW$D=OS00$D_A2D M)'@ 5,IA\=%A\1B\3 T-AQF/IT(VCL&U*\<_/R;D^I))ZDJ#[-Y.;-9G+9B
M=Q=-ER,KCON7W+,E@[[[GIYFVWH!L.@5%U<5;%5F!8C<-@9SAF!VEI3US MS3*\>Q2 TD$J5*R"[1+4U^R"0$JE!:B!^%*5*]A5!E+\6*QF1RD[@V''4;=Z
M5QVV#*L$D[N_3J&;#WD@*X8G'39C*XS$UP73Y/(4\?"T=S)>! MS4/U9L^J-55V2\S[.H,]$V0[DN=+E,@T/ZGJ3S3G;U4UEIU;26D;#X@&5=-Z M=E=&-@&MAQ..<6=.P 9 -
_0+K4[S>)F0WB[Y!<75OW"^W2XWJ<\XHK<=F768 M]/E.+6?*E+?D.*4H^5$\GR:F*KUXZE>O4B:&Q58(:T30-@V."-L3 !Z -8 MH2K-
F2Y9L7)G%TUN>:S*YQW+I;$CI9'$^I+WDD^JXVO9>"NWH/5TO=N[M3:A MA*?0]LC8.*X>MZ,$F1&AWJ[Q8EQF,]Z5H#D.WKE2D*<0IM*F07!V!56'5.;C
MTWIO.Y^3D+..U9CCFD;N" Z*$R2 D%H+=W#;=2S_P#@[_2%_6;OC_3F M'?[FUPE]]GK[^!M,?[MD?_,%(5]YSPY_AO5G^]XS_P L7K_P>+H__K/WM_IW M#?
Z>PW_N0V_.GW MG7#<]/EO59[=/;,9U]XZ8P'KVZ=?U 0;/IS2MY;QULJ M0@MJQS%UVO&8O>E*$!UV8U;HP4$I!<?<5_WENK6H M^?J306K P9$?,-
IXC!NC8!4!8XET9NM^<6!Y#35F M@3G'5#GL;2I7!XXK$.(&;&F]$ZIS?,&/Q^$OR0DG;]LR0.@JM'\IUF6)K1ZD M@=RLTX:1P(:7LR.?QT5@ ;
[5(]#9[;C_);6BE5&2.K)*M,WN.ZX^\965=5T+IS$->6_*VH_.D:#].+&49GD$?":U [KOV]Y!4.VI M U' E$4C+[.;@46Z;TW[L>0VVX_B&M+#C-O6H K8>S#(53);B.?(]XV,!HJ' M! 44\\+
((WBYRCX=,Z6Q#"0R_F+5R4]'-Q]01Q@^_9]TN_3Z+LWP8XB.?5 M>KA(Z;]9#WJ%;TA].W1SO;9#LUN'=T M83<\7Q(+6$.R.V%F,DD*<>9EW#Y]24?B3'A/NDI0VI2>3.$^F9-6\0
M=,8=L9D@.2ANWM@2UE#'N%RTYY'T6NCA\H$]WR-: 2X]C\8M51Z-X;:KS1E M;%9&+GH8[=P#GY')--*FV,$[N@'P"AKZ^IW/J3U)/J23U.Z41;!/2RU0 M-P]>G3MCC\7YNV6',?
UA7IM2.]H6[7*3DZ?C @@-O7&!;XI)XX4^D@\BM4\ M;L[]S_"_5EQK_+GM4/DJL=]B9LK*RD>7J.K8997^OT3N%M_@+I_[I.+.C:3X M_,@J9+Y8LM(YFB#$127OG @CE=-
%#'OZ%XVZKL'*BE4P*M9O2S_I#I+<5@[2 MK[[U9L&T=H')5]Y8E=X? ()^-P "#S]15[TS8]EU)I^UV]FS>*L;^[R;]> M3_[58-55O;-+ZD];;^U8#,5MO?Y^.L1;?;S+K,0GL 1_';_ .
[X_P#Y5,KO MOU]_7\Z@^VVZ>[I^9>:(K[+W+-C]-4?0%M5(8@W30R"X!VMR)S1:LUN*R JY7**GGCFM?\3];5] :,RVH)"TVV1>R8J!Q&]C*6 MFN949L>[(G!UB8=?P,,BV-
PIT'9XC:XPVFHVO%.6;VS+V&@[5L34+9+CRX#9 MKY6\M:'?;>:=@78DX_8+/BMALN,8];XUIL./6J!9++:X;268ENM=KBM0H$*, MT@!+;,:*RTRVD
)0!42]NU8O6K%VW*^>U;GELV)I'%TDL||CI)9'N/4N>]S MG.)[DJ9&G4K4*E:C3A97J4Z\-6M!&T-CA@@C;%%$QHZ!K(VM:T#T"Y>J=5*4 M1*(E$2B)1$HB41?/+*4Q)17QVB.^5<\
=H;45>?"O7E.0()B[;E$ M4A.YV&P8[?<^@V]?1?+M@UQ/8-._U;**)0-_78>OKW7.DGTW^GSW=.^W4^J^* MJ9?"41*(E$2B)1$HB41;Q/39MSD72613UI(3=,_N:V2?93<.TV:*HI\?
1Y+J M2?//;^ZI(_"%4?#PXRMIP(%S5-PQGT9:"D_$4M+4ATH/!0D*7Y"CY[*\($;#E-;S;CS&X_$ M1@;'<,=9MN)![$M ([GIW Z-2608K04(W\IV1S4CCN.4O95IM:"-]]PU
M[MCMML3UW442NYEP E$6X'T-,HQ+%^O[#UY7=(%H7>]?[L&-2;E(9BL/9). MM\1V+ ;??6VVF7.M\6Y1XC7=WR7UHCM!3CJ4G0'B7I7KO"N^*,$L_LV5Q5JV MR%CI'-
IQ2R"25S6@N,<4KX7R.VY6-!>[8-W'1OA7OX^AQ=QQR$\-1C\>QX-F>678,:_R^9D$9=SR3.8QH/4B0_B; MQ$PW#?2N1SN1M0"XVO+'A\>Z1GM&2R3XW"K!#%N7NC\PM?
8D#>2*!KWN(^:# MUV>2Y%>,OR._Y9D$QVX7[)[W=ER75^23^+ MCFI:Z52OCZ=2A5C$56E6@J5XFC9L<%>)L,3 />K;J>UCIZ!$D.6&=>H]^V M!<&4J^'9\ L#[,
[)9;SH':TN7%2FT00H@NW&XQ&DGE7(P'B=K.OH/1>:U!*] M@M1UGU<5$XCFL96TUT5.-K=]W"-Y-B78$"&&0GLMB*=#6>(>NL%IN*-[JDM MEEO+S-
'S:V(IN;+>D<[L#)&!6B'XTT\;?5=BQ;+;!L]MM]HMD9J%;;5"BVZW MPV$!MB)!@L-QHD9EM("4-,,--M-H2 $H2 !P*B1FFDL32SS/=)-/(^:61Q)< M^21Q>][B>I!C8H*\4<,,;
R.*)@9&QH'0-8QH:T M#H %UI/4#.DW+?.[;C-45RYVW-DRY*CW J?D9E>G73PHE0Y6L^"2?S)J8W2 MD3(=+Z;AC&T<6!P\;!_)9CZ[1VV'8>@ ^"A&U?*^?5FJ)I3O)+J+-R//7JY^
M3M.<>I)ZD^I5HJOZQU?3#2RJ9#3(*1'5+C)D%1X2&%/MAXJ/T2&RHJ)\ U\ M2EPBD+-R\1O+ .Y=RGEV^.^R^X@TRQA^W)YD?/N=AR[59PQ"/8O\ ,,KB"#U!WYMM
MB5.!6O8S$Z;JY">U7JXFAAJUE]N21C:T5&"G&\2F0D,\L0M!:0=G#8-W) 77 MH]:G4))ZI>J#;^[5E]-JRS*'V<4C2"?B0L,L;;=EQ6*I!)^&LV>#&DR&T\ 2
MI,A1'C2:Z\]FVTN1LN=9O/W'TA[1*]C7>K&,] % M#QQ.U@_7FN]1ZH)>*^0OO;CV//SHL95:VM081^*?9HF2/:.@D>\]R5BW6;+ MU4N&XAD.P,NQC!
<2MS]WRC,;]:L:Q^V1D%;TZ[WJ:S @L(2D$*??07%?LMM MA;BB$I411Y'(5,50NY._V"ECZL]RU,\AK8X*\;I97$GIN&M.P]7$ =2%6XW M'7,OD:.*QT#[-_)6Z]*G P$NEL696Q1,
'O359%'MVW:3ZJ:70>E:^B='Z?TO M6Y2W$8V"O-(T ":V09;D_8;^=:DFDZ]=G >B@1>H+M<[KZT>H[8#<@R;=-V; M?K%8W.\+1]P8>ZC$[/\ "4/PEI<*S-
O)*>$K+I<]UDF47A3@AISAUI'%%G)+ M'AJUFR-MC[5?!O6-^@.XDL.;UZCEV[*)7B_J#[I^)NM,PU_F0RYRW4JNWW' MLF-(Q];E/;E,55KAMT/,3W)6'-
;"6MTX4?"$E:SX0A(Y4I1\)2D#R2HD >2 M3P*=!U) [D]@/>?@$ZGH!N3V [D^@^U=CGT-:H3I+I#Z>=:*8$>9C^K\8>N M[82$J^_KY"3?[Z7./)<^]KI+2HJ_$>T!7D<"
(CB7G3J37VK,R'<\=K-76USO MN/9:TIJUMOAY$,9 '3KTZ*:#A7@!ICAUH["%@9)4P-%UENVQ]KM1"W;W]2?: M)Y!N>IV4/OUN-K_K,Z_-AVJ/*,BUZIQ_%=:04A?>VS,M]O-]OR$
$I"DWN_3 M&'N %!V.IM7);%=_>&[!?(W"S$SO9R3YRW>S$AVV3Z+VI_P!5GI_ZE?D11&NNRY>1[0N?<@H=<3DET:QY?!AF5,+#UW:#3@:^QR[$C_*HP?7<=>H
M4L7AFT_\@<(M//>P,L9R2[G9^FSB+MAS*W-N ?\ (X*Y&^_0[@[%:6>O7U>. MLW4?5_O?5VHMAV"']?Z^S)6)V.UR<%Q6\R6'+1:[='NRWKC<;>_+D+>O(N#P M^*ZKX2%H92
EL"NBN%W /AYG] :8S>>Q5NUE+/B*XEZ=XC:LP.GV\)/X"N_USD?\ M9:[^^CXS?QAH_P!18K]764/11ZL_79N_JRT!J;.ML8[(PW.]E6&Q9-$:U]AM MM>FV9U;C\Z"Q/CVM$B+
(G,L*B,/,+2\EUY'PR%\5A7$?@3PRTUH35.>QF#MM MR&,P]FS3>[*Y"9L=AH#8I71.F+'MCNZZZ;J&QK ,,WQN/$=5W M1^]:VQC9.7V'!
[M)DIF/SL;M=ZEP[:^N8@!$S^):"$2TCB2VA#_)^)W&6[2= MS*Y'2^G[^)72TH+4D<#C*.DHY&@"0?3: [<[[JSM9"L<5R],Z
MSO>YMMZVU1CD5R9>=A9KCN*0V6T*64B[W./&E2%A/D,0X2I,R0OD!MAAQ9(" M>:LVHLS6T]@/B:T$[>T3L9(\[=F11%\KSTY6,5;V>T=H*W3!CL(;2.5N+2A)4 8BL/2L:JU5
MCJ.Q?8S^=KPOV[\^0NMSM_0-KW$GL 25,_F[U;2.C\GD-PRKIW3]F:/FV^ MAC:#C"W8;;EQB8P #J2 !N0%UK%WNTV_7:ZWVY.K?N-[N4^\7!YQ16X]-
NXDN=+/(Z61Q)ZDE[W$D]23U7'U[+Q7*V)VWQ[[M9'[NA;EI8O%K?NC;0"G5VUF?'5$#@\|5X6FS/JV65R! M8=7G; 2=@)G1.$1)W&P$A:3U[*HJ.A9;JOL NKLLP.L-:-W.@;*PS]"3&'
M #U/13],P]3_*%-9::9V' WM@>1VV'C4=[&<(Q*\1;IFMX=8@-IM^/1<986 M;C;YW/)EB)D;Y#I'S @1M<2I1RF4P1-;),X;G9TTO/*[J>KSU44FJM06M5ZDSFI+HY;.;R=O(R1@\PB%
MB5SXX6G8;MACY(F]!T8-@!T5JJOBL"^RW6Z7=[A M,!I3\^ZSHELA,H2I2W9 MD^0W$C-)2D%2E./O(2 D$DGP":\YI8X(I9Y7!D4$4DTCB0 V.)A>\DGH-FM) MZ]/>O2&&2S-
%7B:7RV)8X(FCJ723/;&QH'O+G +LN-!:WB:?TAJ35L)I++& M:[Q'%5(2 .Z39['"AS7E!/@KD36Y#[A'[3CBE?6H<=4Y>3/ZDSV;D<7.RF6O MW@3O]"Q9DDC;UZ@-C+6@>@
'HINM(X6/3FEM/8&)H:W$8;'8\@>KZU6*.5Q^ M+Y6O>X^KGJWZU6U_UH>H!M*%'D_,6O5UKQ?6$!*7.]MF18[8+G?6T<$I2I M.07JYM/#@*2ZTI"N?
A@U(]X<\%\B*\)*]@;/FYKN:E.VSG,LS&&J3TW(]DK M0N:=R"' C;=1@^)S4'R[Q>ST3"\\&!KT,%#L=VM?5@\^T!UZ$7+4[7>O,TCK MLM3];T7/Z>WO1%/9]&W4_P"JCT_]-
)D1C&NNQ$WW:%U"T%#JU9;='EVDN<@* M\8[#LX2#R /*>$J J+KQ"9TYSBIJ+E?SP8DUL+!L=V@4(&B?;;I_EGNV!V6B_P"T M.[7_$FZFM6ZEBR/B0]7:R^^9["5DI:OV?
W1R4L+3[)=%CLEF7Y\EN0@@^2* MZ9\)N"]CT;F\]FTF:S/L\3B.KJN*A# 1[V^TV; [_28?!P?M,K >C;>8G,AW'H[V6K6/;Z+VGUZ1]JZL7(*413+_ +/=J(;RD
*>Q[!X#%C@E"CY+9O$B_GD'M)" *"3'EXKLZ+^N\9A M8W\T>!PL?F-!W#;62E=9E!'8'V=E7IW'7KL0I*O![I\X[A]E<[(SEEU#GIO+
M<1L74\5$VI%L3U+?:7V^W0GXA6"^T<[8^5Q3IVTA$E<.7F^9-LR]Q$KX)BV. M&SC=@<=;!\I%B/C0U!Y=#1NEHY.MFU>SEJ,'KR58VTJAKK)*6WXY>4_E61(960?Q -XX'0D@I2I (
M(9W9FD--L?])U[-66 _DAE*H7#X\US;N"1TV(7=G@NT_O)K75,C/HM MQ^!JR$=/G%U^X&G;O\VES;$;#8'NLE?M$]PEL=*.I+$J*-VN<],[;S(M-2-C!VWY9_7-_&3-
(WA_IZ!N_E3:JA?)MOMS0XS(&,'[7N(!Z;C?T4.2I!E&X ME$4J[[.!@-O;QCJ8VBX&EW67?L(P.,04J>CVV!;[EDP?MMHER[A#)\!+IA M)]RSXX=\7N4E-W1N%';
(&54/R5G+ZWO4;^H_HTN^(6*_OV;/M MUW^U89CQMEP>@7J/9($MB_99=X;T5QN6PS'@06+6[):4@)%."M9^&W
M2/W2\0Z]^S598Q>G*L^1M":)LM9]F5CJM&"1KP8W.=+*^=K' [BLYVVS5M/Q M1ZT^Y;AK8QU6V^ME]3W*^,I^1,Z&TRK%(VUD+$;HW"1K60Q-KN>W;8V6MW!< MH6'ZW]M?
UI[(_P#764_VK4B_W/X'^!,1_5M+_!497W1ZA_A_-_UM?_6$_6_M MK^M/9'_KK*?[5I]S^!_@3$?U;2_P4^Z/4/\ #^;_*VO_K"E_>@?K;/;;TV9
MKNS85^RF]R]PYBEC$ADU[N]W+6'82W)M:)T%-TE2 PS=,@EWK\;(?;@,+[B MD@#@/Q1YC%S:PQVF\35HUH]/X\NO^QUH(.;(9)S)S%*86-+G0565NCOH.E>-
ME(QX2L)EH=$Y/4^8MW[4FH\D&8[VZU8L%N-Q;7P"6+SY'\K)[DEKJW;G$+#N M1LL"OM&FU_O/:&@-*Q97>QB>'Y!L.[QD*\(N.6W-%BM)>3]%MV_'9ZVC]43% M?E6T?"-
@O)PNJM1O9LZ_?JXFN\CO#0A-F?8^XRVX@?C&%J7QG:@_/:0TQ'(M"W'XVYF;+ >TV0G%2L7#T+8:4Q;[Q*[W*-E782XH2B*77]G2U\ R3GV?
VO#+3*4DA3EFP2U*EROAJ/A32[QDLAM7'_2PU!7/:DUP1XM\[[3]3 M3>GF/W9B\5/D)V]!8RG_&72^J=2R1[/R^7@
MQE=Y'4UL37,DFQ]6FS>>#V^=&1UV!4C6N1EV>E$4:_UB/4HZFNE/J+PK56@L MRM&+6E>K+;E62M7#$\?R)Z9=[SD-^BQ'4/WB'*=C-MV^U(0&62AM2BIQ04H\
MCL/P_<'M&ZYTCDLYJG'V+LXSDU&FZ&]:J-C@KU*LDC2VN]C7DRSD\S@2!L = MEQ-XC^-NN- :SQF TCDJ]"N$G\!7?ZYR/\ C+GS[Z/C-_&&C_46
M*_5U]4'UL_46ESH40[@QEH2YD6*75:RP<);$A]MDN*)M/'" ON//T%?$OAOX M21QR2# 7G>7&]_*,SD27 MUO,?VOV&^Y^I39KI@N'[5U];<=VCC&,["M%XL-N-
XMV36.V7BU7%^3;V#*DB M#,CO1FE/.*6ZVIA#:F>Y)94CM21'#!D\A@\K-;PMVYB;%>U,()J5F:O/"UDK M@QGFQO:]P: &D/)YNO,#N5)]/BL;G\/#2SM&CF*UFI#[3#>JP6:\SGPL,C_*
ME8YC2YQ+@6 %O3E(V"@A^JQI;1^@.L[/M:Z!:3;L.MUGQFY77&V)[ER@XCEM MX@N3KSCMMDONOR&X45ARWRT09#[KMM=FNP.4MQVTIDZX&ZCU+JKAWB\QJEQF
MR$MBY#7N.B;#+?H5Y!%7MS,8UC#(][98S*QK1,(Q+U+B3%#Q^TSI;2/$S+X3 M2+1#C8:U&:Q29*9HL=D;,1ELTH'N<][8HV.AD$+W.= Z5T71K&@:Y*V\M,+V
M0AQQ:&VFUNNN*2VTTVDJ<==6H);;;2 2I;BR$(2 2I1)/%?A(:"YQ#6@$E MQ.P '4DGT '4GT"_0"XAK07.<0&M W+G$[-: .I)) '4D[!=C!T#:GS5MSC_"E[L&N[3-R*.4]CC&1Y*I[)
[ZPZD^0]&NEXDQG02>%LD&VC M\#.SR[53#UY;C"-BRY>+KUICAZ.9/9>QP]"TK+ZL!6QDHBP'I3_;7ZF.A+J* MRMF5\I=+G@TK!K&L*[7%W7/I#&)M!D@I5\1J-=94HE!"T-
QUN)\HK:/!?!?= M#Q-TE1A<\ ]UJ3CIJ'[F>%&L\@V3R MYY\5)BJ!V<;&6>S'MY>QW:RQ))TZ@,)'9=>L $@)'L /\ !Q4KYZDGWJ' MH= !
[EYHBY[%;TUC648WD;]KBWMG'[_9[X[9ISCK4*[(M-QC7!5LF.L?QS<2 M>(YBR5L_QJ675EO\0%4MZLZY2N4VSOK.M5;%9MF(-=+7,\3XA-&U_P TR1%_ M.P.^;S-&_15="TVE?
I77P1VFT[=:TZK*7-BL"O,R8P2N;\X1R\GEO+?G!KCM MU4A%'VCC?3:$MHZ<=/I0A*4(2,ES,!*4@)2D#N\ ?D*Y1/A$TN22=7Y\D MDDDT\=N2>I)Z>J["'C0U8 -%Z=]MR?
0#H!W7M_PCO?G][GJ#_U+F?\ M\]?GWH>EOXW9_P#W/'?\E^_?HZL_B9IW_?"2&*%S/9QN3-(Z8'GV $73?<[=('GHU*SZ$]J9UFS8CGFL-D]H.S6P1M@(Y.I,IWVV"LW MZ_6V!@_1;;=?
1I):N.XME8]8ELI7VK>L.+H?RR[E2>05LIFV^R,N<<@*D- @ M@GC(?"S@OE/B+-E7LYH=/X>W9#B.C;5TLHP '8@.\N6RX?!CNNZQKQ^YT9 I"3PHI"EI(^&>>8? M%9G!C]
4,,Q_++GLW US0[8NJXV-]N7<>K?:#4!/8'8$?."ZP\(& ^4N(V0S M;VS"X1Z[;D=BI$7JT;8_5#T";^O$>5\K=KK+'^7/D*<>K'9QDR\S* MD@;T.Y%9]AY'JUI]5U_8 '@ ?
N'M4J7=1$=EYHBV;^CYJ@;8]0'1\>1& M$FUX#,O.T;H%H[VFTX7:WY5I6Z#X"3D4BS)22""Z4(/[7-:9\0&=."X5ZE>Q M_)-E(Z^$@V.SBA]@-NSCU!==SKE\)36 8GG>=Q&7"GEVYP;-
]RV]384 M?Q.1G[\)8X!*0P5C@I"AH3Q*92;&*RPD#U= M2FZ+!T\Z'VGN7))D>' P/#;S>(PD.(1\]>DQ'&;!:6 L_P ;*NUZ=@V^.TD*
M4MV0/':%$1WZ.T[:U9J]?":>IQNDERF0KUW\H)\JL7AUJ=^WT605FRRO<=@ P M]5)?K;4U/1VD\]J6[*R*+$XVS99S$#S;0C;Y.AL2)TAR4\&T)N@2AL..J"$) 2E("0 !
M4N$.FM/P0PP,PF)Y(8HX69/+)/)RY2^UH?*]TC@&BP T!SCL %\7ZW]M?UI[(_P#764_VK7I]S^!_ M@3$?U;2_P5Y_='J'\W_6U_]86]7T%,,VEMSJU%K
MJ_J"_D\M:Q6FL9*WELW[D]:7)Y,&O6CO%M MC]7W0O<\/BRO@7/<6?8IA2&T+[77;/GWLNO92 0HM%JPQ8KYX*"B9\)?'Q4 M@Z+\,."^5>)D&0>SFAT_B[V2)
(W#;$K6T*W<$;AUI[V[D'>/$)4DRBZ2B+=[Z!>J M/TZZV9.>2HOQK=I[6N29"EU2.YIJ^Y*N/B=H')'"71$N-YD-$$*!CG@$=Q'-
MGBESOR9PX9BV/Y9M09BG4+0=G.JTP^]8]=RTR0UV.!&QY_>%U'X2-/\ RKQ/ MDRTD?-!IO"7;@<0"UMN\68^OW'1WES67M(.X+.G3=38ZCB4GJ411B?M(Z)'Z M-=*+G:
[\K^D&TT=WXO@_,?=>(*[?Y@=+?D?RB@'CP#79_@_+/;-]2=9- M.9KZTCY*UB"QY4[6O9YLK'L?$YLC).[7-#E47J%>I]M+KV?QW'IN-PM::GQ* MY MN-^A,?3JU=G^#/3_+5J?
56IH&;QXG$U\77>1T%G*3^=+RDCZ3:]+8D'<-EV M/1RETUP4I$5QE[B?>%FN\#CN^=MD^)P/<_,Q76>!_A[^*]]TGE6*\O\ FYHI M/Z$C7?\
@O"U'YU:Q%_G8)H_Z<;F_P#BNL.R>W_=.39):>.W[KR"]6WM]NWY M"YRHG;Q].@\<<#CCV'M4T%*7SZ5.?OY]6O-O_I862?_ '*#"]#[/>NU]MO(
MMV8=O=Y4\D>W_9^'U#LN#J5*E$3V]Z(I?H7=<'IT9TZR-[9?:U1=C=0+<.Z M042V/AS;)K* MU6,04AP!UE61/./9)*3PD/1G[.%#NCCB.?Q,\0/NFU"W*Z-?JS(US'F
MM7MBGA$C.66K@XBXT8AOU:;CG.NR#H'1NK;]6K>;7,ZZI2B)1$HB41*(E$2B M)1%0.U,B8Q/6F>Y+(<#3=EQ&_P \+*NT_%9MDDQT!]X_&M\MH0!Y4M20/)%8
MOK;+1X+1^J.Q*\,9CL#E+0<3M^$CIS>4 ?RG2EC6@=2X@#J0J/(SBM0N3D[" M*M,_?MU$;N7OZD[>\]%%O4I2U*6L\]6HJ4?S4HDD_XR34+!<7$N=I)Q+G?6
M>I_2N>R=R2>YZE>M?B)1$HB41*(E$2B)[412/>D7"7<Z?-VF4]R8$!(\ ^XVI>2 M7!M2>Q:9.1/NG1GS1 !^^21%-R(:>$P)!AW.+^2
F2QHW+@#RUXL](V]0\.ZV9HPOGGTGDO ME&Q'&WF?\F6H75;LK0.I%=WL\|FW:&.1YV#21"B]_:I&U&(E$7NTZZRXV\RX MXR\TM+C3S2U-NM.((4AQMQ!2MMQ"@%
(6A04E0!201S7XYK7-+7-#FN!#FN + M7]""#N"".A!Z%?K7.:XK/NKL=D<<,L.3Y$A;+0X'#;S$@X$;'0:]H;?]#]@]E:PQBP
G.$3&!SNI^<03U[JHLW+EQS77+=JVYC>1CK5B:PYC/R6&9 M[RUO0?-:0.@Z=%Q%5"IE4N&X9E>P\IL>$X-CUURO+-&92I2O)[W7%=K3#25O/.-M(6M-%DX#JYSB&M!
<0#6XW&Y#,7ZN+Q5.QD,C>F97J4ZL;I9YYI#LUC& M-!)][G'9K&@N<0T$B=/Z5WIYP.A_498=+X=\L>*@? MNQUR5QY9?8R0BGU;G&12YBPS M9[:,+1SPXBJ%.1/D6:(U
6MO#&KA MD1K'EV7W;9>%37&U)C73&,ZG2+ZVY$=X"'?NZY2KC9Y24'^)E0'&R .SF5W@ MQJFMJOASIJY%*Q]JACX,/D8VD%\-W&1MK.$C>[?.A9%883]DH/?=0]
<M+SMO95UUW;VF&(."W'-\DF8E$8BGF,Q'Q^1<7+6VQ'/EAE M,8--?]&A/ XL<&F=.5LE)F:^!P\&7E 2C M[I%[@C:Q\T'$G5=-U>P M87?^P0TNA(D =3>SX^E^GC=>U9#
MP8_036>89!%<4H(YN<2RR_NAH*)':J1=5PV$'D?C<3QYKE?1F%?J+5NG,&QI M=\IYG'U'@#?\#)9C]H=MZAL D^5[Y9'%TDCWR2./=SY'%[MR?B7$E?E7TOE9%=(NK'-V=4&A-

6)85(8S+:>(6ZYMA)4!9(]U8N5^<6!Y^$U M9H4YUY7GM:0M7!XXK$=?9L:;T5JC-EP8_'X2_+"3ZV7P/AJM&_XSK$D36_$C MU69<.\"[4^N](X$-YV9+/XZ&<;;_
+598;/;)_DMK12NX?:5--8FAI59KI<%2O)-(]LUD,$;GO.P]&L83T] NM M"W7L*9MK<6T]H3W%.RM@;!R[+EK4HK(;OM]G3XS84?)2S%>8903Y[&T\^>34 MQ^F\3'@=/8/"Q !F*Q-
"@ !L.:M5BB>=O0ND:YQ]-R2H0]3YB34.I,]G9272 M9C,9'(DD\QY;=J69C=_4-CVQ&T#ZJ6_);2D?4D537+<5"I:O3N#8:5:>W*X] V*O$^:0D^ M@#6$DJH4YLA=IT*
[2^>]:KTX6@;ETMJ9D$8]Y?(%V9.J\&@:RUEKW7-K; M0U;L$PK&,1AH;3VH^!CUEA6I"DCZ=XB]Y_>HU#9G,G+F1NWY" M3N>:W8DG(W^'/L/@%.#@,5#@L'A\+
V'$XRCCH@T;#DIUHJX('Q\O?[>O50 M+/5=<^H!U)1+O%>8:RS-W-AV9]U"DMSK-FT*+>H\F,L@)<::DO3("E)) M"'X3S9/<@U*%P,RU?+*]'R5WM)(IHGMZM?&]HS=9Y+NQR-
8+K;U6J]3L;QC'<9R6\VYUE3$B)-R&T0(T]MN6RI3>P\N#O:H+*EB$U[4M*C3HWK,+F;1(^[Y4VZ+2A$F M H\->)7B[5R,;N'NG+3;$$4[)-27H'AT,DU=W-#BH9&GED;#*!-
<>TEOFLC@ M!)9*%W[X6>#%S&2,XE:GJ/K6):[XM+X^S&6SQP66%DV8FC> Z)T\),-)C@'^ M3)+.0 ^(K:UZL2[NCT\NJ V4.F2<$CIE?!!+@M2LCLB;L?!!^&+<9'QB.>&N
M\D<H.-6&]Y%='0Q;+!:+E>KB^H@)9@VN&].ENDD@<-QV'% MGDCV]ZBBJUI;EJM4A:736K$-:)H[NEGD;%&T?$O3N3ONP:\-'P 5O*NZLZJ#$L:N&:97
MC&'6EI;UTRS(K)C5N:;'*W)M]N<6UQ4H'GE1>E(X"DU29"Y%CJ%W(3N#8*- M2SPBJPOG>3\.5A59CJ,V3R%'&UVE\^0N5:,+6]2Z6W.R", >I+I!L/5= MF9KC#;?KG7N#8!:FT-
6S",0QS$X*&QVH3%QZT0[4SVCZ MQ0K_"2:AKR^1ER M^6R>5G<739*_.I8^(; 1TZ\= M=NP^J,'^U=?5ZC.UQNGK=ZC\Y9DF5;3L>[8O8W>_O1]QX0&L1MOPS[=CC5G,
MCA/*>YY122D@U*QPBP?W.\-M(8QS R88B"[9&VQ]HR1=?FW]=VNL!G7K\WLH M@.,^H/NFXHZURK7F2'Y:L4*KM]Q[+B^7'0\O<=B1L5A16QUK%> M#R 2 20#P .23] /@?
4_P"I'HVZ==&G!_(_"['6GLY9\]>OY:0[;%T1E]BJ[GN1Y-0/; MOT'F$CHY1X^*;4'RWQ:R=1DG/7T]C\=AHQONULPB-ZWMUV!\^X6.V_S8!Z@@ M:?ZW^NL7L[-N-G%MJ8P52>@)'L=:
MW[!P'9?IZT> MA+WO;H:S56+P';IDFI[[9MLP+?&:4]+F6W'&IT')F8K: 5N/,XY=KG< VD%3 M@@E"4J<*!7YX==4UM,<2\<+LK8*>=K6,%+*]P;''-;=%)3=(X]
UUN"&+;N>FZ^O$SI*UJOA7E#0B=/=T_:K:@BA8TODEAI"6*\V-HZES:5B>8-&_-Y6 MP!.R@A \CD>Q\BI.U%"E$65O2]UL=1W1U<3 F2+7=&'FFI\-$A]MB;%5'D!IU;*W%M'LK!M:\.-
(<08JD>J,9[8^@ MZ0U+,,\U2U V7E\V-L\#FN=%(6-+HY]G,T. #NJS_0G$_6G#>:[+I/+>PLR M+8Q=JSUX+E2PZ'F$,KH+#7-;-&'N:V6,L?RN+22WHJ*ZA.IK>'5/FJ,_WIGE MQS?
(8T/[NM@?9BV^T6.VEPO&!8K);68ULM49;I^*^(T=+LIWAV4Z\X H7'2> MC--:(QQQ6F<9%C:CY/.GY7/EL69MN7S;-F9SYIWAOS6\[RUC?FL:T=%;-8:X MU3KW*#+ZKRT^4N,B\B
/;'#6JPNN)O$;$<-].V,M>DCER,S)(<-C.<";_=+?F#DWYA5A M<1):FVY61CE!,CV-=LSA7PRS/%'4U;#8^*2+&POCFSF6+'&OC: N=?XKJG \0UM@]K9LV(X/C]LQK'K8P $1;9:8K<
M6.E2@ 7'W$MEZ2^K\KYIWE M[R/-L; 3^,\AO, M]QZO>7./4E0+O5FVN=O=?G4!=V9/S-LQ+(8>M+.I*NYI$3 K;&L!."^0.%FE:[FP"B9\0>H/NBXN:OLM?
YD&/NQX2L0=VB/$P1U).78D;.LML/Z="7$]R M5KDK;RTPO!(2"3[$G_/)IW3LNP@]+;4WZF^@[IWQEZ+\K=+UA;6?7M)24. M+N>?RG\J)=! />U"N<**.0"&XZ$D<@DQ1\;,
[]T/$_5EUK_,@KY$XNL0O0(, M6QE(!I'39TD,C^A()>2.A4P7 ?3WW-<)]&T7Q^7/9QCWHU@!ZA; :U6MO)1%#?^T.Z]O=FZJ=9;)>C/*QW.-/P+#!G?#5\LF[X M9D-
\7<8'Q>T)^93$R"W2RWW%7P7TK'CNXD'\)N6K6-$9K#M>T6\;J"6U+%N. M M;;;G$=R&3EWWY7 @=U'_*ZI7(B41;+<5]7GK^PW6T'5UCWGK=BQDH8C39?S,]EMMOX*
[XESG.)))7%U[KP6\3TH/9M@?AZ#UC>X]WM:;I%6AC9N:6EY$BVVBVM/)2F;CMFFH9GW^WM4U:GU'J&1F[,3B8J$#R M0VQE)^9^Q[APKTY&_P V0[]=EQGXR]0^R:3TQIJ-
^TF8S,V1L,!ZFMB*_*P. M'Y+K-Z-P/HZ(=QN%$+KOE1UI1$HB41*(E$4Z/T.]4?JUZ!L%ODF+\O=-M9-E M>R):EI[7784NX#'[$5<^?
AJL]@B/LCGM*)'Q$@%Q7,9GB4SHS'%+)UF/YX<% M3HXB/8[M;+'%[7: ^(L6I&N]=V;=@%*KX6M/_(G"3%6GLY)]0WLAFY"1LYT4 MDWL=3?\ DFM4C>WKML_<;;E:@?
M%&V!?]_:7T[$DE<77>N9^676.E1[6[WGE MW4Q'#B02GO;LV-Q7&R0%A$USD%*TD[^\)."]ETMJ+4$C-I,MEXJ$#R.];&0!
MSMC[G6;D@.VX)B'7<$+G+QE:@]KU=IG3<&PLV0L,'9MK+62QF_IS-K46 M$>H$A]"-X[5=:KC=*(IBGV>'4YQGIFVCMJ7'#1U=4Q$ B;L>Y:;5FT-NW,TD=U; MG[1IM?
[MUGT_Z5B2>U[*\OR#8-YC)7PI5NQ*V-V6TEU /EIRXY'+<2%C@NPD MJ1R6E<7?PBX+SLSJK4!(O4M[);^&EGV6B/:K&ASM)!3(5P0GGC/Q M=YWDHZ2TVQ^QL6;N9L,!
[LKQMIU2X>XOGLEN_8MW'H#MZ/&_H5)DWAK>-N'3>T]52EI:9V)@&68<'U_L MQGK_ &2;;8THG@\?*R9#4@'@\%L'@^U<;::R[\!J'"9Q@+G8G*TPN,EQE8':ZRMMU
M!4A:5&8C&Y&GF,?2RN/F98I9&K#H*A+RF M,NX7)7\1D8'UK^,MST;<$@+71SUI'12-((!VW;NT]G-(<-P052]5JH5=32VZ M]G=/6QK#M?
4&53,.SK'%21;;O%:C2D*C36%19]OGP9K4B%<;;/C+4Q,A3&'6 M'D$$I"T(6FQZCTWA=68BU@L_1CR&,N!GG5Y'/80^)P?%+%+$YDL,T3P'1RQO M:]IW&^Q(-_TSJ?.Z.S-34&G+\F-
RM(O\BS&UD@Y)6&.:&6*5KXIH9HR6212- MKJSVW&=V;-.P;K+CA:S&7<7I*(BEK5%;94HFL5T;PHT+H*Q-=TYAA!?FC,3[]JQ-=MMA< M0710RV'.$#'$#G$+6&0 !Y<
LNUQQ@X@\1*T%'5&<=9Q]>1LS,=4K04*3YV MALT\-9C/:)&;GRS,YXC)/EANY6%E;&6LE7NL-89YN;/,:UGK3&[CEF:Y;]P 78$] '1WC_1-TZXSJB$[$N> M8S5G)MFY-&;[4W_-
;DRT)QCK4E+IM-G8;9LUF0YP?DH:9*T(?E/@Q5\5.(%K MB/JV[G9&R08^,>Q8:F]VYJXZ%SO*YP/F^?8<76+!;T\R0L!+6-4O7"+AO3X8 M:-HZ?B='8R4I-[.7F-V%S)S-
:)2PD!WL]=K6UJP=U\J,/(#I'!: ?M&>V!== MK:!TM$E%;&'X9D&P+Q&2K\+=SR^YMV6UAQ'_%C=MQR4ZDD'^+F)[2/Q]3^ M$;!>1@]4ZBD9L[(9"KBJ[R.\-"$V)RT^XS7&-
/Q85R)XSM0>T:@TCIB.3=F- MQES,68P>T^1G;5@YAZ.;#3D<-_Q91MMN=XV]=@KBI*(I>/V=35'W'HK=FY)< M7LD[V';\0M4E:2%KL^"6D/R?A$CRRY>,CE-K4DE*G892K\37C@?
Q;YWVG4V MG-/,?NS%8F6_.P'H+&3GY6HP@$;AL@/9W613P::?]ETIJ?4LD>S\O MF(<=7>1U-;$U^9_*>_*;-R0'8[%T>Q&[>DB^N1UV8E$6G3UN.F/(>H7I >R' M"K9(O.9:-
R-.QHEKAM*?GW+%_N^3;,RB0F$)4X_(CVUYB]!AL%QY%F6AL*<* M$*Z!\-^LZFD]?MJY*=E?':EIG$23R.#8H;OFLFQ[Y'.(:QCYFNKE[CLTV 3L M-
R.;O%#H:YK#ARZYC('V]D#F6N0#=PK$-W M=L#!JJ2]18)1%]ULMERO5Q@V>SV^;=KM=);$"VVRVQ7IMPN$V4XEJ-$AQ(R'
M'Y,E]U26VF66UN+40$I)KRGGAK0RV+$L<$$+'2S33/;'%%&P%SY))'EK&,:T M$NL$$UJ:*M6AEL6)Y&0P001OEFFED<&LCBC8'/>][B UK6EQ)V M5V-[:-S/IWS2'K?8K3-
NSQ&)XUDN3XV@AS/ ML,FCA>X R-B\P -< L@U7I7):-RD>%S(;#EACZ-Z]2'63'27XO:8J5D@EOM4 M=9\$D[6G:-\OE$ES'%69K(EC2413:O00U1^@?1 G.),;X-RW%L;*^_M.
P\V_O\S'UW>\^_WJ$36=7V+6&JJ>W+[+J/ M-P;>[R\E9;MZ>[W!6:K(EC2419T>G1TFSNL7JEP/63T60O!;3)1F>T;@R%!$ M+![^R]-AJ> *6I.0S#$Q^'SRKXEP6\E)2PLC67%S7<7#
[1.3S+7L&3G8,GGIF@\ ML6*J/8Z6(OV(:^Y(8Z<>_7>8N'1A(["RW6^#:+?!M5LB,0+;;(<:WV^#%;2U M&AP8;*(T2+':2 EMB.PVVTTVD!*&T)2!P*B@FFEL2RSSR.EFFD?++*\ESY))
M"%[WO<>I<]Q+G$]222IAH88JT,5>"-L4$$;(88F -9'%&T,C8QHV#6L:T-:! MT 7V5YKU2B)1$HB41*(E$2B)1%KY]1':#.*ZEB:_AR4IO6P[@TU(90O^-:
MQRT.MS+@\M(/*6Y4Q,*$DGPXE4@#GL5QRMXK]:1X30L.EJ\P&1U7:8R6-KMG MLQ-"2.Q:DML@*V-;28[:6\| @;;B"(A[R1[G/Y M&?:?LT:U&PM1I1$HB41*(E$2B)1%?7IPU-
+W+MS%\10RXNT-RV[QD\A*3V1< M>MCK;\[XBN"$JFGX=N8!X[GY;8'@$C9G"+0L_$'7>%P0C>['LG;?S,H:2V'% M4WMDL\S@"&FP>2I%OMO+.WKT)%XP6-=E,E7K;$Q!PEL. Z-
AC(+]SV'-T8/B MX*2NRRU'9:CL-H:88:;99:; 2AIH(0VVA()0A"0E('@ "I@8XV0QQQ1-: MR.)C8XV- #6,8T-8UH'0-:T #H -EO< - :!L !V V 'U!?I7VOU*(E$ M2B)1$HB41*
(OBN5NM]XM\ZTW:%%N5KN<.3;[C;IS#4J%/@S&5QY<.7&>2MF1 M&DL..,OLNH4VZVM2%I*5$5Z0S2UY8IX)9(9X9&2PS1/=')%+&X/9)&]I#F/8 MX!S7-(+7
$$$+RG@ALPRU[$4<\$\;X9H96-DBEBD:621R,<"U['L):YK@0YI M(((*C-]9'V?V-D=^O6>='^7V?&$W23(N,C4&H;[$1)#3=V;CA"&NRN'OBI?3JU\7K^A8NF%C(F9_&-C=9D:T!H?D
M*+W1MEDV'SYZTC72'YSH'/)<[A_B3X0V7;=G+<.^E/Z@6O)+[%SZ:,YO[+"UI^\,%-IS MB ZA'/+S:\+^'DK>WNAF;TS;U8=45 (.K\O?0D#DD\ MFK;=XM<-,>POM:WTZ-
@3R0Y"*U(=M_HQ5?.D=V[-:2KI0X.<5,D]K*F@=3$N M.W//C9:<0/\ +FM^1$P?%SP%L/T3Z G5OL&;"E[CO6%Z.QI:VUS$/7)C-\P5 M')_C&XEFQ]XV9F1V@@&?D#24**5?"=3R*U-J?
Q3Z#Q4GZV1U+< (C+878 MW'A_H9+%IHL.9_HJCB1TYFE;CTIX1>(>8ECDU):QFEJ1+72!T[,IDBTGJV.M M3<:S7[=-Y;C0#M\UP4E'HS].INZ);87]<8Z[D.Q)L3Y6^;5R\1[CF$]M8'Q
MHEM6AI$/&[4XH'FW65F/\9)"9TFRYPJ7F1[\CPYOSJ]J,.<(K$8));(V2,EBU9Q3X2Z9X MK8F.CF6OJ9*EYCL3FZK6F[0?)MSQD.V99J2EK3-5E/*X@/C=%( ]14MY^AGU
MP:JN4Y>"8Y8-YXLTXXJ#>,&O4"WWQV,DDMF;BF1R;;.9E]@!<8MTF[-=Y[67 MW2>!W%IGQ,<-LY#$,I;M:9NN $L&3K2RUFOV&_EWJ;)HW,W[.F9 [8;N8U<" MZK*_%+
3RG$TJFJJ#2XQ6<59BAM.8#T\W'W9(96R;=V0/LC?HU[O3!>^="_M69C;SK%ZZ7-Z0G&3PYQKC)):!^+M"DN08,EMQ"B1VK0I25 A0)2>:V96XF\/
M+C6NK:UTS('C<;Y>G&>V^Q;+*P@^\$;[C;NM56N%7$NDYS+6@]5Q%IV=MA;T M@'7;Z444@(/38@D$'??;JO2R=#G63D3K;-FZ7=Z37'24H'ZMLFC D*"22N9 MCH2 H@%2U)2/?
GCDU]6.)?#VHUSK&M=,QAHW)^6*3]M^W2.5Y)Z=@%^5N%G$ MJXX-K:$U7*7;[?\ L2\P';H>LL+ ">I) "S!U+Z)_7YL^7%^]]:VG4UG>4C MX]XV7DMKM[D=I1_$X+#97KW?
W'$CGAA<".HJX2M3:3WC7^>\1_"S"QO]GS$^ M=L-!Y:^'ISRA[A^+[59;6JM!_*$KQMOMN1LMCZ>\,/%S.R1^T82OIZL]S>>S MG+T$+F,)ZN]DJNM6W$#LPPL).P/*.JW]]%_H?=/_
$YW.S[W!"5)Y8XB>)35 M6KH+&*P$/W+86=KHIC!,9ZU)&X;LFN/>T$!S:[' %;NTI M2A*4(2E"$)"4(2 E*4I'"4I2 E*0 !P!Q7-Q)))))).Y)ZDD]R3ZDKJ M(#8 = .P] %@'ZF>E-V]1?
23FVEM#0K-,R[.[QB\"Z"^7UC'H+6* M6^\,7F\'YZ0E:5NON6Z'$$8()>9?>!X2#6TN#6H]-Z2UYC=1:HDL1T,97NRP M&K5=;E-Z6!U>O^"800U@FDDY]QRN:W;JM1\
<=,:HUGP\R>F-)1UI,CEK-"*Q M[7;;3B;CX;#;-G*[H7/=#%'R ?.:]V_0%1=?X!SU!/Z-:O_-9MJ_V2NU_O MG^%/[]S7]33_-]<(_>G<7_WC@OZ\K_X:?P#GJ"?T:U?_K-M7^R4^^?X4_OW
M-?U-/_?3[T[B_P#O'!?UY7_PUL/]+WTD.I/IJZL<=W7ONSX3#QC#,5RPV+[B MRZ#D4QW++U!;L< JAQX[:V6H]MGW:1\T5@(=;9;X/Q3QJ;C5QYT?K'0MO3FE
MK&2DNY&]0]JJ]H2U(Q0K2FS*!(]Q#G/FBKMY-NK2YV_S0MQ\"?#SK;1/$&GJ M?5M;%QT,90R'LGLN1BN2NR%F(5828F,!:UD,UA_F$]'!HV/,M^/5KBFS,\Z: MMUX+IV/
D[)S77U_Q+%D7.YM6> W+R.*JSR9$BY/!2(B8UOF3)"'.TK^*VVE M'XRDCEO0E[#8O6.G,GJ!\K,/CLK5OWC# ZQ*8ZCQ88QD+>LA?+'&PC<#E))Z M!=;<0\?
G,MHC4^*TVR%^;RF'MXZ@)YVUH1)=C-9[WSNW$8CADD>#MOS- '4@ MJ'\/0;]0-(&-:OX___*F6KZ#C_LE=^_?/*?W[FOZFL?WU'*/"=Q?]A MP70;?_GE?^XO/\ YZ@G]&M7_.LVU?
[)3[Y_A3^_." M_KRO_AK)KHS]%'JSUKU2:1V-N>QZ_C:WP'.;;F.1&UYQ O4YXXZA^Z6B*S;6 M(R')(D7N/;6W@%I#;!==4?P=IPSB'XCM"9C1.I,1IVUE7YC*XR;'U//QDM:)
MOM9;!8>Z9[R&%M9\Q:=CN\-'3?=9QPU\,7$+":\TOFM2U<1'A<1E8,E<,&5A MM2N]B#IZ[&P,9N_GM,@:[J.5I<[?HI=U<$*1-:TO41]-36G7IC%KG2+H, W) MB$-
^)AVQ8T$3FGK,Y7;TK9D0E.(?DQ9&X^ M$O&+,\+[LT;(?E33U^1LF0Q#Y/+-S3(A*UT+B7FCD(06NL4S(2]A:YLM=[G/B)#GQ MOBQ;=]&#K]U7<);-OU*SM6S,.."+?
M7WVV7Q$QE)/8Z+'/?M>21UN)_7:E MJ2KD=RDE"U]N8#Q$\+,Y%&Z;.NP=AP'/5S56>L8W$#<>TQ-GIN /XPG (Z[M[@<%:B\,_%W 32-AT\W4%9I=Y=S
VH+0D8">5WLDKX+K"0/H& D'H"005B7= MNB+K%L3CC5VZ7]ZPUM+"'$JUIE+W:HE0)C6YX'DI(Y!(\>?!'.=P<2>'UD MP:UTS(".8;9FBW<=/1\S3Z@]0M>V.%W$BJ2VQH35<9!
.^#ONV)[#YD+E^UD MZ&^LK(W6V;+TN;UFN.DA_5MDT5)X4$DE)G#V MHUSK&M=,QM;MN?EBG(1OVZ12O<>Q[#]*^JO"OB5=<&5M!ZKE+CL/_8EZ,'8[M'YTL+ -
C[R/S+,74GHE]?6SI4;[YUS9M26=Y2/CW?9636R$]':41W+38;$[? M+XZXE/)##D.,HJ 2XMH'OK7^>\2'"W"L?[-E[&>L-!Y:^'I32->X#L;5IM:L MUI/3G;)(/4!VVRV1IWPO\7,
[(SVG"UM.UG%O-8S=Z"-S&D]3[)4=:M%P&_S7 M1L._1Q;W6_?HQ]#WI\Z=+I:L^V_MW"[H8YKS6QBM&X='QU&,<02UT[V[@]<<,_"UH_1EBOE]1S_==G("R6%MF 0X
M:E,T\PD@H.=(;4C#L62W'O:".9L#';$;ND(0VA+;:4H0A*4(0A(2A"$@)2E* M4@!*4@)2 .!7-Q))))))))).Y)/4DD]22>Y740 &P '0 = M .@ [*F,YPO&]CX;E. 9A;6KOBN9V"ZXSD-L>\-
S;1>H3T"]CK4%RI,WO'8KR-EB=MV(#VCF:>CAN MT]"50Y7&4LUC+^(R,+;-#)T[%&Y_P"C+7LQ.AE9OW!+'G9PV+7;.!! *A5]
M7'HD]5>DLMO<_2>*7#?.IWIDB1CL_%5Q7\YM5M<<4MBV9'BCCS$^7-@ME+"[MC8V[A$FI0));B+6Y'9D8T%XD-#ZDH5HM27HM+YUL;66X[P>S&3S .FJ7@UT
M4<(;+HI(B>0&0!KW1C\0_"_K_2^1M2Z7Q\VK-/ND>^E-CS&_*UX'$ED% MW'NJYR2E*H_ZLLL205$) M ^(JV!D\E21X<('/D@ D;6=Q&T V+SG:STR(CN0_Y:H$;#=:^>R/:-
PBVZ7%C*4/BN1L3MST[(YV24@;[,<1RG9>E/#)Q6U) M/"+F&9IBB]S?-NYZ9D,D<9/SBS'PNENR/ WV8Z*%I.V\C1U6['.O1[:T?T2; M.U1TNV:#L_J2VXUC.,9EL_-
;G:L8E'$$7N%=LFMN-JG.KA8U8GVK)&&SNM;$N%T?@77;N.PN.AGNL^4#6DKTYK@B M:)+EEKIC()GL;%#RC)\ MG"U%9O04C*XQ4JCVPB(UXWNFL!^\TLG(W3/_6>HG_5[K[_
%KXG_\ GJZ' M^^:X2_PME?ZCO_W%S5]ZIQD_@?$?U_CO[Z?P%GJ)_P!7NOO]:^)__GJ??-<) M?X6RO]1W_P"XGWJG&3^!\1_7^^.OK:SZ1'I==1'2GU$91N+J%QK&++&@ZYN6 M-
X0;+EUGR=]R^9!<[&YDA9H6*316JPRF%H=,)"^S(QY:WJWR@3W6_O#MP(UCH#6 M5_4FL:-&LR+"STL7[-D:UYYM7)X1.\M@<3&&58GL#G='"5P&Y[;L^L+#MG[$
MZ8MVZ_TU'@2-DYS@5YQ#&DW2Z-66"V[D;;;3<)#]S>2I$7Y>TRY[K2^TJ+R& MTHX401SAP_R&%Q&M--Y74+Y68?&92O?N&"!UB4MJ.,\36PM(+^>>.)KAOMRD MD] NG^(^-
SN9T+JC#Z:9"_-Y7$6<=1$\[:T3776BO,]\[@1'R5Y)G-.V_, & M]2%$)'H-^H& ,:U?P /_UFVKV'C_LE=]??/*3_P!=S7]33_WU'5]Z=Q?' M_4<%_7E?_#7G^
<]03^C6K_]9MJ_V2GWS_"G]^YK^H_[Z?>G<7_-XX+^O* M_P#AK*7HG]%?JQU;U5:2V9NFQZ_C:XU]F<7,;ZJU9O;[Y.=D6"-*N%CCLVQF M,E&3B#@=?:7SFIJF'9ABE=YO^D?
Z&9:,/CL2\M.-7U.,1I,EN'&? MR%5LE)LS4B6Z"U&87<3'2Z^X"AILJ6H$"N&<;['\HT/E![HZ'ME8W7L89'MJ M"9AL.8QOSGN$7/RM'4G8!2 93VWY,R/R:QDF1-&V*#)'B-CKA@D%9KY'
M8P MS<@<\@AHW)[*%1-]"CU#;E-F7&;C^L7IMPER9TQY6SK6I3LN8\N3)=4I44J4 MIQYU:RI1))4223YJ1J+Q-\)H8XX8[>:;'%&R*-HPLX#8XVAC&@!^P#6@ = M
HQI?"GQCGEEFEIX)TLTCY97'.P$NDD<7O<26$DN'#L1E&8NUEY,D_'W68]DF)FBC==?7D;6\R1SR&,\XLYG$'E&Y5TPGA0 MXGMS.(?EJF%CQ;,G1?DGQYB"61M%EF)]HQQ-CWD?
Y+7AK!U<2 IK+#42.U& MBLH:8C,H8CL-@(;;:90&VF4 #M0A"$I0D <)2 ..!4=+G.D>Y[W$N>XN>X[D MESB2YQ)ZDDDD^I*DT:UL;&LC: UC UC!LT!K1LUH'8 #T 4-7?'HS>H=N7
M=>V=L3,=UHM_8NP\MR]/Q]F6L/(BWN]2YD!EP&+^%4> Y&8*!X1\/M'@"I"] M+^(;A-I[3F"P4=S,AN(Q-"@>7#3\I?6KQQRN!Y^H?*'NW[GFW*C7U9X:N,>I
M=4:AU!)2PA=F."_KRO_AKRGT&?4!6I*%X[J]M" MU)0MS]9=K5\-"B$J<[1%Y5V))5VCRKC@>30^*#A4 2+F:<0-P/D:<;D=0-R_
M8;GIN5^CPF\7B0'4LT@%WRW7.P/0G;R^NPZ[>JF@Z?U_!U3JC6VLK8VVU! MP'!L6Q!A+0'PU#'[+#MBW00!W%]V,MY:SY6MQ2U$J434=FH,K+G,YF,S,7.D
MRF3O7W%W?]M69)@T^[E:\-] !V4F&G,1%I_3^$P<#6MBQ&*H8Y@;V(IU8H M"[XESF%Q/37S9_2-D=AP:Z7R5)NEWU'E7QX M>'KN$E9>DNX=>X,>4[CS*&;$4JV%U[3
MM9.&LQD,&>I%LF0$3!RL&0K2.8VV6- 'M$4C9G@?A(Y7[O/%'%/PEP9B]:SO M#N[4Q4]J22Q9T[?YX\]V-M1,>ZFU[B2*LL3Z["?PF(RE W/!V+?G%L>0DD?&:?QJ;
<'4M*XY3\Q'822H=P_&+26_(_M\#Z^?%9(.(>@S&91K'37E@$EWRUC^P[]]W(/'$/]*_+^G]*N_@WIB=?&P7V&;)TO[,@-/J2$S M\MMT3"[*A M-
)D920-^4,I1S]3Z;D#XK(L7P,XMY=S&U="9R%KR-I3S+?9*41(V$D=&-[K M-@CN&S/K#?HYI'?H#1/@YS-F:&UKW.5L;4!:^3%8-WMEZ4 @F*6_)&RK6![% MT$=H[$\K@=B)-
>B.GS4'33@%NUGI;"K7A6*6_AUQB"@NW"[SRA*'KO?KJ^7) M]YNTGM!?G3WWG>.&FOA,(;:1QIJ?5>?UCE9LSJ+(SY&]+\T.D(;%!%N2V"K MW:*O S?YL436M_&.[B7'N+2>C].:
(Q$.#TSC*^,Q\/SG,B!=-8F(?9MV'[S M6K$FWSY9GN=MLUO*P-:+KW5<]JUW)VU1VY=T;@3%VV*ZZF.U)GHCN*AQW7U MI9;>D!MM;J@4MI45D<)-6* 1.GA$[BR
RQB9[6E[F1%X$C@T=7%K-R&CJ2-A MW606#,V"=U=@DG$,A@C>C0Y_*TN/1H._HH4N5^A]ZBF893DV M6W:P:QD77*SK65NSKWDK/N>!P/I4C5#Q)\),?1
MI4(+699!2J5JD+1A9P&Q5H60L ?Z-8%&+D/"WQER-^]D+%/!/L7[EJ[.\YR MONZ6U.^>1Q_!]RYY7 ?P#GJ"?T:U?_K-M7^R55_?/*?W[FOZFG_+ZI/O3N M+_[QP7]>5_\
#7+6#T&.NUZ_61K(+%K2)87+Q;&[Y*8V-;9+T:SKG,)NC[,= MN*"'W6H)?6VRV0MQ:4H2>XBJ>WXH.&+:MEU2UF9+0KS&LQV(F8U]@1N,+7/< M_9K72]E8RL$[FL$>[W-BYRUH
MZD@ =2IKMBLT'';)9L?MC26+;8K5;[/;V4I2E+,&V1&841I*4@)2&V&&T@) M X J.2U8EMV;%N9W--:GEL3./4NEFD=)(X[]>KW$]?>I.ZM:*G5K4X&AD% M2O#6A8 &Q01MBC: -@
UC -@ .BY6O!5"418H]8O1[JCK5U),U5M&/)BEB3 M][XCEUJ2R,@PO(VV5L,W>U+>2IMYIUI:HURMK_\ Q6Y0U*9=['$,/L9SP^X@ M9SASGH\YA7L?S,]GOT)R[V7(TRX.=7G#2"US7
/AF;^$AD_H7=;.J[G.&*9'*M\AJ7V ?%:MDZ[M,E?AIY9(37=^F/$SPWS<,0RUFWIF\YH\V#(5Y9Z@?^,(KU1DK'1[_1=/'_[;
MZ31MNH]=6>%7BA@)YCAJE/5>/:YQAL8RS%7N.CW^;YV/NOA>V7;Z38);#20> M5QZ!8*WSH.ZT\;>=8O/2SO.(MH+4LHUWD$ULI;\K4V] B2FG4@>0II:PL$%!
M4*V;6XH<.;C6NKZWTS('$;Y:I&=SV!;+)&YI[[@@$>NRU5;X3\3:3BVSH+5 M49:"3MAKDHV'A]=ED]K/T>?4&V9*CMHT3/P."\M(9\0'"G#,>3J>+*2M!V@P MU:Q?>\^@;*V-
E4;GINZP .YV"SK!^'C!G)&-&DYL3$X@&QG+57'1L![N=$Z M22V0 =]F5G$]@">BW8I)WV?C6^#7*VY?U49RC;%SA.,2FM<8@U-LF!B0V0Y\ M*^W>06<@R..E0"5Q&&;%$=
[2E\265*;/.&NO%7FTEID/8]CMAQ*QVK&<7LULQ[';'"8MMFLEFA1 M[;:K7 BH#<>'!@Q&VH\:.R@!*&FFTI'D\C0K04Z=6)D%:K6B9!7@AC'*R.** M,-9&QH&P:T !M7J
Q#*M36;"I>M\&US"QJT+OV; MP+'-=O<^[W*[Y#(-M?8<<0@EVVQ4/J5R\F)X'8A%=<\!>+/#[ASI7(4<[8R, M>8R>7DN6!5QLMF-M:*"&O48)F.)^;+(YNVS3)
[R5QCXA^#G$CB=J_'7]/5L M9)A,5A8J58V\I#5E=:EL3V+C_(>TD#YT$8<3NX1^X!:J?X!SU!/Z-:O_-9M MJ_V2MX_?/*?W[FOZFG_+ZT%]Z=Q?\ WC@OZ\K_ .&G\ YZ@G]&M7_ZS;5_
MLE/OG^%/[]S7]33_-]/O3N+_P"\<%_7E?\ PT_@'/4$_HUJ_P#UFVK_ &2G MWS_"G]^YK^H_P"^GWIW%_\ >."_KRO_(:?P#GJ"?T:U?\ ZS;5_LE/OG^%
M/[]S7]33_P!]/O3N+_[QP7]>5_\ #3^ <]03^C6K_P#6;:O]DI]_PI_?N:_J__?3[T[B_P#O'!?UY7_PUL/]+WTD.I/IJZL<=W7ONSX3#QC#,5RPV+[B
>G<7ST]BP0WZ;_+E?IOZ](U,TT9K:'I MW3.J]504-(CZ\U_B>(?Q"PG)%BLD.!,D(("01)ELOR"0D ETG@<\5'AJ7,2 M:@U#F\Y*7%^6RMZ_\[?F:RS9DEC8=R?H1N:S;<[!NVZDLTKA(]-
Z:P& B#0S M#8?'X[YGT7/J58H9'C8 ?/D:Y_8;EVZC)]?_*4G7=U4=6^W]U8Y8-?/8CD= MVMUOPPW/8=LA3DXICMF@66T&3"7&4J&Z^B([*MV);$_)*'@2-:9&L#]@"&].FRX(>H]3TJ>
(=CKMB&'&>?F8(I10IUHJM?GB+"8W/$;I"PDEI?L>NZPW_(!S MU!/Z-:O_-9MJ_V2MA??/*?W[FOZFG_+ZUM]Z=Q?\ WC@OZ\K_ .&G\ YZ M@G]&M7_ZS;5_LE/OG^%/[]S7]33_-
]/O3N+_P"\<%_7E?\ PU+2Z%- W#IA MZ3M+:4OC4%K)\0Q8'+C;I"9<-S++S/F7O(%,3$@)ELMW&X/1V9 #C#+12 G M@#A#B;JF+6FNM1:CK.E=2OW?

VAYS#'(VC7BCK50Z,_N;C#$USF>CG'UW4A'" MG2,VA>'VF-+VFQ-O8ZA_[1\EXDB.0LS2VKA9(!(ULTSF-?M\YC6[;#8+35Z ML?
IQ=9G6AU+6S.]767"9>ML2UY8L0QM=^SF!9IRYAF7*]9_^JVO,N+80NX7% M,="U'N>1$2Y^P4 =#<"N+W#SAUHZ?&9NSD8\Q?RUF_<%7&2V(A&(X:]1GG-< M XB*
(O('1ID([@KFOQ!<%^)?$S6\&5P57%R83'X>ICJ)MY6&M*9/,FLW'F!S M26ATTP8"3NX1@]MEK"_@'/4$_HUJ_P#UFVK_ &2MT_?/*?W[FOZFG_OK1?W MIW%_]XX+^O*_^&G|
YZ@G]&M7_ZS;5_LE/OG^%/[|S7]33_WT^].XO\ [QP7 M]>5_\-27?2HZ0LRZ,^EQO76RXMGC;(R#.LGS'+$V.XLW>"@S%1+79(S=S9:;
M1)#%DM4):PD%#3[[R4\$JYXWXX:^Q_$/6KLOAWV'X>KC*6/H>TPNKRGRQ)/9 M>Z%SG%G-9GD W.[FM:>VVW;O 'AUD^&FA!ALY'69FKF5O9+("K,VS$/-,<%5 M@G: '\E6"(D ;-
>YX'4E;*ZTZMW+3WZB/I%ZPZTYS^SL+O,?5&^$PFXTK)$6 M_P";QC.6XC8;A,YI;8I:DB?':0B+'R.WJ7/;BH;8EQ;@TRPEGH#A+QZS7#F) MN%R-
=^=TP9"]E,R^7=QA>29'8Z9^[#$YQ+WTY=HB\ET;X7.<7V95&F- D)<;M7QX.2,E8'=\)^S(6CV5P>.>Q ML%X@^%>KFZ\U%\;B.H,_++3< >G,RP0>XZ=N(M0>&[B]@)7
MM&EY,W7:3R6\#9@R#)&@D!PK\|5UNXZ\KZP(]>JQ7N/1=U>6ETL7'IDWK%=" MU([#K'+73W(X[ARQ:W4^.X>>[@\^"?/&;Q<1M SCFAUGIE[0 =QF:#1L?YT[M3Z>Y8%-
PRXBUWGGUQYE(;CV'I8W0Z7 M%)0'[EAL^PPFRKC@O3K\+;#83Y'*WGT)2.2H@!1%!=XL\-,>POM:WTZW8$\D M.0BM2';ORQ53-([W;-:23V5QH<'>*>2>(ZF@M3$D@ECUT=6?
5UL[5_P##3^ <]03^C6K_ /6;:O\ M9*??/*?W[FOZFG_ +Z?>G<7_P!XX+^O*_\ AJ5SZ?/3I=^E3I&U#I?)V(#. M98_:KE<;"W)4Z\T^4\AXEB.0N69K5@,E;L) PR-B$@
#Q&'>JS/K7:V8E$7 MJI*5I4A:4K0M)2M"@%)4E0(4E22"%)4"000002".*_02"""00=P1T(([$'T(M7X0""" 00001N"#T((/0@CN%IXZD_1%Z.>H#);KFUDC93I++;W)>FW9[6LFV
MM8S<)\A9-GS.@8XDES"3NL5;/]G'T-&F-N MWWJ&VW=H*5I*X<&PXA9W7$ GN1\XN-T\@#.+'B[U0^,MK:3 MP,$I!VDDM9"=K3TV/EA\._KN"[W=0L!K>"_2;)0ZWK'4-
B$$;Q15,=6H, MA9/R[C;8AG3XK9[TP>FOTA=(=_FB6 M*(F6UL=MA9EF&X! !6]-"\$N'7#J07<'A6RY2-I'RUEI?E#(QMV^<8996MAJ M;C?F-6& D$@DM.R@Y=:6U5;MZL.H+9X?
5(B9/M+*E6APJ*@+#:;@Y8["A')4 M A-HML/M2DE Y/9^'BI*^'6#&F]"Z5PI8&24L)1$X V_;4\+;-HGH.IL32;D MC?W]=U%EQ-SYU1Q U?G>8U:@'4@ 5X(]@#R]>G18Q5FBP M9?
1#AR[C+B6Z PY*GSY,>#!C-)*W9,R6\B/%CM(2"I;CS[C;2$)!*EJ"0.37 MQ))'#')-*X,BB8^65Y.P9'&TO>\D] &M!<2>@ W7W'%)/)'#"TOFF>R*)C1N MY\DC@R-C0-R7.>X-
'4D@+LF.E/4[>C.FS1^HTLI8?P/6F*6.Y-I"1_RVW:V M)%^G0EUI\SB?4DG MU60%8JLO7@D)!4HA*4@E2B0 !R22? 'DD^ * $G8#8
M5+7(#;S8+;R1\5M;B%I<5+UPVBMP4@$;"%KBA-3L<1]<3X^>.S2FU1F9:]B$AT4K9+LKG/C< Y MID+]G-'*[Z3200XXNUFRP1/:B*6VGY+:F_DP,NNOS+11 M/LN#(:4O"
<>6EQ(AR'3WPD\1J^([B!]U^M'X>A/YF$T ML9:$'(]>.QDRX#)6P0>5X;(QM2)W7YD#G-.TA4I7AAX;_<5H9FQ5_-9>U'2QN-K26K=F5W*R.*,;G;U<]YV9'&W=\DCFL8"YP
M!\;%B&K!+8G>(X86%[WN.P#1_:3V '4D@#J5&YZ@=R73>6S+UFLT.Q[85"VX MU;'%<_==@B+6(3!2"4B3(*ES)JD^%2Y#H!*$HXB(XJ<0+O$G6.1U%8#XJ9(I
MX>F]V_L6+@5^WS0W;16:RDF7ORVW[MC^A!&3^YPM) MY&^[F.Y<\CNXE63K7*M241*(E$2B)1$HB_:/'?EOLQ8K+LB3)=;8CQV4*=>? M?>6&VF6FT K<<<<4E"$)!4I2@E()
(%>D44L\L<$,;Y9H&1111M+Y)))'!K(MV,:"YSWN(:UK02XD #?D)(2IRT0DI*[=CS:^.08B5E^X=I[7)[BT_B1':-2G>'[A M1^QOI8V\I"T:IU V&SE20"^C6:"ZIBFN]#
'F6UL>5UI[F_.;#&Y;HTOA/DF MEYDS1[;:#7S>^-G>.#?WMWW?ZH?DG2C MU#0]D[[(O+KG>+A:Q='8,F-?[1;[_'0VV5,@OP$M.1W7 M8RWHM.*_"6EKG2XQW>'^L8LWJ&QF\]B):-
G'VJIR,]B: 6'1/9 M(C#SOW8VH0XC,P-2WGG4-?+.Z$T-X5LU M5SM'(ZRR>+^3*%F*T_'XR2>U/?=!()(X))98((H:\CFM\XCS)'1ET;6M+N=O
M17$#Q>8.YI[(XS0^)RXRV1JRU(\GE8Z]2OCFV(S')8CABL3S3V8V.=Y#3Y<3 M9.61[W!O(Z*>2I1*E**E*)4I2CRI2E'E2E'ZJ4222?O%$6YWT6NB>Z]1_4=:-P939WCIO0]UAY+<)L
MJ.?D,ES^(4RL5Q>*IQ!:E_(2DM7^])1WI8B0XL9XH7<6.>=_$7Q'@TAI"QI^ MC8:-0ZG@DIQ1LFDD9^!O9>,A]"@PN!$GE/Y;=H-Z,CCC8X@S-4X.HUU*2M OK3
M>H+N_I$R'1.$=/V8PL3R;)K9EN6YBY*Q^PY$B786)-NL^/QEQ[Y!G)BI7<&[MP\EZ*&'7#&4A;A0GL5U/X=.%.F]>U-3Y+56/DO4Z6020-EH)VIZO77UMW#
[G@N1;G39;!>H;UOO(PC%L? MQ&ZW*#(:4S)B/7NUPTW6.Q):6MJ0B!+A_&;6MMPJ0>T=283@%PMP&0AR=33Q MLVJSVRU_E*
[:OP0RL/,R1M::0P/>QP#F&5DG*0".JY(S_B*XMZBQT^*N:F%6 MI:C=#9^2Z%/'6)HGMY7QNM01"=C'M):]L4D?,UQ!W'1:SR222222222>223R
M22?))/DD^2?)KG]8W49:I>26MYS2FIY=NRS94]UI0A7A M]A\2+!@S3J@$.RIBFN/1S[DC-YFC.TVPPPTVRPPRA M+;3++20AIHM "&VVT)2A"$@)2D!*0 *B^]QI4L[6M8UK&-
#6,:&M:T -:UHV:UH'0 #H -@OTKY7TE$2B)1 M$HB41*(E$7#9#D-CQ2S7#(3V> MOS1T(G;M:>CK#AN!+(/1OJR,_1[N^=VPHKG18HE$2B)1$HB41*(O9"%N+2VV
ME2UK4E"$(25K6M1"4I0E(*E*42 E*0220 "37ZUKG.:UK2YSB&M:T$NK70CVF(#JM=XZQ CI M-*#VD(^@P]6 \SOG$!NT&NSUL%*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1
M$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E M$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB M41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B M)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(OFFPHMQAR[?.8;DPI\61"F1G4
MA34B+*:6Q(8<2?"FW6EK;6D^"E1'UK[CD?#)'+&XLDB>V2-[3LYCV.#F.!]" MUP!![X7Q+''-')#*T/BE8^.1CANU\E6AZT!9AQ;L\U]UW*(MRR^F4W)4_%:DWX2<;-.Z[Q-
&CDK];&:LKP107:+]2B+[[5:KI?9\>U6.V7"]726XEF+;;1"DW M*X275J"$-QX4)I^2\M2R$I2VTHE1 Y(KRGG@JQ/GLSPUH(P7233RLAB8T#< METDCFL: .I)(Z=5ZUZ\]N9E>K!-
:GD<&QP5XI)YGN)V#611-<]Q)Z !I._1; MH.BWT3.H[J"NMHRC=]LN>@]1_%CRICF014L[&R6#W)<7$Q[%G^7[.)37X!=\ MC;B)CI6'HUON"DAL\Z\1?
$AI#2L%BEIJ:'5&>Y7QQBJ\NQ%.78@26KK=F6/+ M=U\BFZ0O(Y7RQ#JNF>&7A?UIJ^Q7O:I@GTEITN9)(ZVP-S5V+<$QTZ#_)]; MS&]!8NB,,!YV0S;
*8UI/26L^GC6V..FU)C,/%,*Q>+\"# C#XDB5(YD7"XRE+?DO*\E+:&VT1]ZDU)F=69BYG<]=DO9*[)SRROZ,8P M=(X((Q\R&O"W9D4+ &L:/5QX]PT- NO5B60*"-ZVFU_UE]?
^R;8W)+ELU;8\5UK;D*4 M>UM^V6T7F^?#2KCMYOM\GM*[>4J+ 4/)-2=>'#!?(W"O#S.9M-F[-[,RG;NR M.;V>MN1T/[6K1.![CGV/911>)_4'RWQ=S<#9.:# URY[W'O'YPOU8;\N<0
/K*^F@R.#& O>X[M-8P%[G'W!K023\ "MF?2!Z4/5;U77NU2UX5=]3:K>>9!Y]VY* /,FE(&S(HVLAC#8V-"R(K$EF241*(E$2B M)1$HB416&W5U&ZRT9;''\LO#8XFYZ+1QO[J,NJ
MN*-W;(2G'8&"4OH8"I*[V6+;<,FMO .;UOE/6:5O(PDB".)I.^H\SG[N9D_" MN\JLUV\55A/(WW.>>GF2?RG=!V.!UWQOK42L:41*(E$2B)1$HBYG'\>OF5WB M#C^-VF?>[U^Y[B28?
ME=6,V^;N?G+8G76*S=*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E M$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB M41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B M)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41* M(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B+U<;0ZA;;J$.-N)4AQMQ(6A:% I4A M:% I4E220I*@002""#7Z"6D.:2"#N""001V((Z@CWA?A <"UP#FD$$$ @@]P
M0>A!]05BCL;H4Z.MM2GYVP.F[4=^N,DJ5(NB2Z_LYQ'$WB#@F-BQ6L,]5A9L&0_*$T\#0.FS8;+IHFMV]&M /N6 9 MKA3PWU#
(Z7+Z*T[;F>27SC&P5YWD]W.GJMAE<[^4YY/Q6/DGT>/3HDO+?5TX MV5DK();BY7GD9A/_ RSDZ&T \=%56EW<,OY9C1]36W@UOV +F+%Z27IWV!],B-T MRX=.
<0L+2+YSW4FM,T M??4I3[^4X-C-^D/*4.%*=?N=LDO.*(\$K62:O>/U+J+$AK<7GLQCFLVY6T5=W(;3:@V$_P @(" / 3QX]^CB9Q##0T:V MU1L!MUS5\G;;;N9R3]9._P 5CYX5<-
"XO.@M)"".Q#H:['_40KN>WM5A61)1$HB41*(E$2B)1%:W96Z=9:CMZI^>9;;+ M,KX:G(]L^,)5[G=HY"(5HC?$G/E1_"'/A)8!/XW4#DUA6L.(FC="539U/G:> M/=RET5+S!-D;.PW
KT(>>S)OV#_+;$#]*1HZJWW\K0QC.>Y9CB.Q+8]^:5_3 M?9D;=WG?T.P'O("U8[K]17*\C3+L6GK8O#[2X'&591=$LR"IYW?%I[:W[K= MKI?
+A+NUYN$VZW2ES)3RR2IQ^0^M;KBB3[J4>!X' %X^\N.PZ#H%@TDDDSW22O?)(\ES MWO<7O<3W+G.))/UEC7%B"O%,*6M)?R MR^1W6F9#(5_&"R0%?#D79XCD)
<;+4%*O#DM)!2=V\-. ^M>(\D-J.L[!Z>-_Q&;]F-V';?U:JTH)+-RS!4K1-+ MI;%F:."&-H&Y<^65S6, W)X-:![RYQ 'VE8A[+ZZ M-#Z^^8B6^^/Y[>F>Y
MV(MHEQ$NIY'9(O;RFK6VGD<*5'>F+3_U1((K0VL?$ MKPRTJ)8*N2DU/D8]P*F":V> /'3EER4A92:-^YA?8!X/:0[K!\CK3)VPZ.J&T8CTWB//.1\97
5Q]7RRN>]Q^MQV]%B4DDDKS)*]\CW'=SWN+W$_%SB2? MSKX*I5\)1$HB41*(E$2B+(+4?3#N'NSB-WD>Z-KC[]EMCT MIT%ZLULJ)>LRXV/E3'PW4KNL<-8W D)(5W0;(5.
(E*;5^P_=%R3X"T1V%>W< MG#KPQ:*T@8,CJ#;5V;CY9 Z["&8>K*W8[U\<2]LY:X MDNNFZ@.;%&5L?%:. MQU MEM?M^P-B#(T"!CA^1#N>;ZY"
[WAH*SH:::8;;99;;99:0EMIII"6VVVT M)0AM" $H0E(2E("4@ "NEF,9&QL<;&QQL:&L8QH:QC6C9K6M: UK0 M !T 67 ; ; #W #H O>OI?J41*(E$2B)1$HB41*(E$2B)1$HB41*
M(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$ MHB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$ M2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B) M1$HB41*
(E$2B)1$HBIC),UQ##HJYN5Y/8<@&ZIY[=6J MTOLV(8&@;[RR,9^;F(W^&W<]!U6(^=>H!H+$@\Q9+A>,\N#?Y85;]2/:%] M^/%P+&[#A$-??\ ZOD *'(41XKG75/B[UID
MO,ATOB,9IR!W,&6+ .6R(!Z!P=*V&DQVWI[++L>N_HL4NZZR,V[:<$-1I! < M[>>7ZP7!L8/_ ,MRPCS;:NQ]CR52 M<76[<\^_XKY'%@_FQ@AC?L:%;^L65E2B)1$HB41*
(OOMEJNEZFLVVSVZ== M;A(4$,0;=$?FRWEJ/ 2U'C-N.K)/\U!JJI4;N1L1U,?4LWK4K@V*M4@EL3R. M)V 9%"U[W'ZFK[CBDE>&11OD>X[!D;7/<3\&M!)_,LU-7= F[,\,:=DT:'KB
MQN]BU/9"2_>W&5<$F/88BR^VLI/@7&1 X)\@\$5T3HOPN\1=3&*SF8J^D<;_ M9QDRN\N2H658_1N5NY$QV+%VRQ+,F(R^GS\2%8FTBVL 'R@R437T M>"'^?)Z^T-
X;N'.C3#;LT7:GRT7*X7LXV.:".0=>:MC6M%2/8]6F9MB5NPVE MWZG.\;I+$X\MD?&;D[>OF6=G,!][(0/+'P+@_%9@M--,--LL--LLM(2VTTT MA+;3:$CA*&VT!*$(2 E*0 . *WXR-
D3&QQL9'&QH:R-C0QC&M&S6M:T!K M6@= .@"R< #8 #8 >X = %^E?:_4HB41*(E$2B)1$HB41*(E$2B) M1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41*(ME$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$H MB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2
MB)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41 M*(E$2B)1$HB41*(E$5#9-L[76&-K=RO.,5Q\-@E2+I?+=%?
X'//;&#;KM),QKOL:7^G,]XH>$^&YV5,G?S\S=]F8?'S.B<1TV%J[[M' 1OM\YCW@CJWF"L%G66$K[ADTMIWN@B<1_3D\MNWU$].O58KYCZF]W>#S.! M:U@P@>Y+,_*KJ[.='Y+-
NM:(C:3]>U5P/3&CZU<$$,M M9N])9>.X#O9*38& CH0TVG@]BL=M:^E.XIT&,[[/LR%Y^!\N,- ^KG*Q.S/K M-ZB>RXD'9Q/18Y:U3F[>X==="P_ MB5FM@'U2Y\]RQ+9F$I
M;CQFW75DD@)023534IV[\[*U&K8N6)"&QUZL$EB9Y/0!D437O<2?0-*^V1O MD<&1L?(X] UC2]Q/N#6@D_F656ONB/J!S[X#Z\43AUK>[%?>.92/NE0:5P?B M-VM*'[NY^$\@*A-
)5R!WCR1NW2OAQXIZH\N5V#& I2F9OZMEK$@#=HZ@Y?1T)2BY7W[,EIPZF.(M>3%O[B=W2.'U%F_N6=N#ZMUWK:&F#@V'6'&V@D(6[;H#*)KX YE7!8=WN/\YQ5?
5DZK$HB41*(E$2B)1$HB41*(E$2B)1$ MHB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$ M2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B) M1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41*(ME$2B)1$HB]"6F4%QYQMIM()4MQ:4(2 .22I1 \DD^!7R][(VETCVL:!N7 M/<&M '(I6.> M0(C#[LI2AQ^REDJ]O'DA<$''+ZNT]1+>\O?IQQ[XB(F2W;)WT<@-
X[89[S: MR.>.V7<4VV*4DC]I#J^ 0>VM6YCQ/\(\5SM@S%[,R-WV9B<79D8X^FT]L5(" M"?QFR. '7LK-8UC@X-PV>2PX;]((7D'_%GAC>OIU/QV6/>3^IU8VOB-X=J^ MZ35#D-
2LCO<6WMG@D!2H=MCW!S@^"!\VD^>#P:U3F?&5C6<[-/Z+NV"-^2?+ MY&&JP['H37J16G;'O^[@^_962QK^$;BKCY'^YT\S6#^A&V0^[\98Z93ZB>^[
MY\1NQMXGB#"^0DVVSJN4Q"?/!^9O+\QHK\^5"(D<@$)3YYU-F_%CQ.R7.W&M MP>!B=N&FG0-NPP==OPV0EL,+O4GR #MT:!T5DL:WS$I/DBM6:>W)%YCA_K2E
MPW_U0L;LJZ@]V9H'$9'L[,)K#O(7#9O$FW02#S^'Y*V*AQBGR>$EH@<^.*U# MF^*G$;40>W+ZRSUF)^_-7CORU*Q!ZEOL],UX>7KT!80/16&QFLM:W$^0M/![
MM$KF,Z^G)&6MV^&RM"\|[(<4](=62I;KRU.NK4?=2W%E2U*/U*B2?J:P. M2225YDE>^61Q)<^1SGO<3W+G.)<2=SN223NK:27$EQ))ZDDDDGWDGJ5^=?"_M$HB41*
(E$2B)1%Y *E!*05*4>$I)43^0 \D_N%?H!))).P &Y)]P ZDHK MM89H?<6P5-_HEKK*;HPX1Q/5;'H%L 5QPI5RN(B0NW@\^'R2GR 16=:>X8\0 M-4EOR%I+-78GD;674Y*M,
C&W;\BOR]=]Q(=QU (5RJX?*7?\FHV)&G\?RR MQGVR/Y6?]I9=81Z;NV[W\%,\AQC"XRNU3D5EQ[(KJE)X)3*%\O;DN <@_\ MI.)!X/XO(K>^G/"'KO(EDFHXY*_E4PX=O\L< >HYAT
M62U-"Y*4@VYZ]5O0EH)GDV]VS>5F_P#\PA9B8+Z=VC\9^#(R=[(<\G-]JEIN M=<4?J36_<%I/3.F M(6U]/X'%8>-HY?VA2@@>X#I^$F8P32';\:1[B?4K)ZU&G3:&U:T$ V_!1M:
M3Z=7 \E5E60JJ2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1 M$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E M$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB M41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B M)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41<-<\CQZRH4Y>+] M9;2VCGO7<[I!@(3Q[]RI3[24\?7DBK=KG7+M:LUH'4D\$0)EFBB [F21C
/7J7$>G56COO4YH#&RXFZ[9PU+C?/#V]XZMYM^3[(Z LO=V_%!5 MLFS^%@W\S)5=QZ,D\T_8(@\E67OWJ"].EG[TP;MDN1N)_939L!6O,IXJ.$V/YFUKV7R[F[[#'XF=K7;?
DR7G4V=3\=_@K5-K3 M!Q$ADEBP1_FH' 'ZC*8_TJR=_P#4ZQAGXB,8U=?)Y'(;?O=\@VQM7CP5,PHU MS<'[T_$\^P4/>M=93QE8:/F;AM%Y*T>O+)DI3M^X!:,?Q3"
<>0>0AQYFYWJ2E/G@]S\V+ M'*QX\F*4'C]BM;Y7Q@:]M_>2Q!%S?$Q%OO:?2TS MZ[R;]Q!7J0#T);)*[;[7M;O_*NWP5CI+(^]+VR9UI:7R"UCUOM=E ! M^B7HD-,M/'L"))'[1-
:UROB'XO9;F$FK[-%CM]V8JK1QP)[-D@KB=ONW$N M_P >JM$^JL[/WOOC'N@9%%^EC [_ +2L9?\ 8N?Y4M2\ES;*[ZI9[E"Z7^Z3 M&RKGGGX3TE30//Y(%:URFK-4YMSG9?
4>;R9<=W"[E+MAI/OY)9G,!^IH5HFO M7;!)GMV9M^_F32/'O[.<1^A4:222HGDD\DGR2?S)]R?WFL?)))).Y/4D]23[MR?54J41*(E$2B)1$HB41*(N5M5BO=^?1&L=FNMYDN*
[$,6JW2[@\I1]DI;B, MO+*C^7'-5M+&9+)RB'&X^]D)G'9L5*I/:D)]P9!'(XGX;;KTCAFF/+%%)*X] MA&QSR?L:"5?_!3I"ZB#X"\6<]R.JZ.R%.%_5L^7=!BH]CV=RW9(IB/YL+B-
CT5YK:9S=G; MDH2QM/X_+ WW?\ 2%KC]C3MUW[+)K$O3/V)]P6N&%I]CVO/(YX(4H#O5EKRWZ@U+AL3&=B^&A#9REEH/<MT8'PE<-\:&/S%K.: MAF;L7-
GMLH5''U'D48V39<>4^0HW*>F5.*^?/<9'(\@$#Q6[, M!PST!I<,^0M(X.C)&!RV!1BL6]V]G&Y:$]DN_E&7?W'99#5P^+I[>S4:T9'X M_E-=)]LC^9Y/Q+E=A*4I 2E(2E(X"4@ #V X
_(5G &P &P]P MZ *Y=NR\U^HE$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)
M1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(ME$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$H MB41*
(E$2B)1$HB41*(E$2B)1$HB\$@#DD #W)/ '^,T) ZD[#WE%PMQR7'+0 M";M?[); !R3<+K!A #WY/S+[?CBK=;S&)H F]E,=2 &Y-N[6K@#W_AI6+R?8 M@BZR311@=R^1C/\
B<%;2\=1.B[#WBZ;8P5A;?(6TSD$":^DCZ%B"[)>_P ' MX//TK#\AQ8X:8OF]NUQI[J)S-^9D>5JV9!M[XZSYI/3\E6^7.8B'?S,C4&W<" M9CST^#"X_H5J[SUS=--
G[TISQV[+1SPBRV"^30YQ_,=5!8C^?IW/)!^A]ZPC M(>)7@]0YMM3/ON;OLW'8O)6.?;\E[JT477TYI&_F5OEU=@8O^N&4^Z*&9_Z2 MQK?SE6IO7]3Z6A=XL^-YY?%#D))@6JV-
*/T)5*NBW$H/YAI2@.#V<^*PC(>+ M[AW7YOD_#ZGR1'1I-6E28[XDSW7/#?CY9/\ )[[6Z77>*9OY4%R;W?,CC!_I M2$_H^SWVHO7J?#\:<=U(KQR$.7O*0.?/@J9@6DE/CW2'U?\
BK!LCXS1\X8G M0IW'1K\CFAL>_4QUJ/3T^:)3OL?G#HK;-Q _S&-^V:Q^;HR+]',?K5I+WZDV MZI_>FS8Y@MA0>>Q7R-SNCZ>?;N7+N3;*RGQ[1D@GGD<< 8+D?%[Q$L[C'XG3
M6,:=^5WLUR[(/=NZ>VV-VWO\H?5[K;+KO*O_'*"G#\>220_]J0#]"M%?.M[MJ5OG>D[!5:6U_Q=CLMEMW9S]$/)@NRAQ]/^,'CW]_-8'DO$?Q@R7,#JHT6.
MW^9C<=CJG+O^3(VL^:=OK5LEU9GI=_VZ8P?2**)FWU$,+O\ M*S]\W=N M').\7S9VT[DMT;85SSSS'8DM,>>3_-'['CV\5@62XCZ_R_,,EK/4 MMIKOI,?F+K(CO[XHIHXO^PK9-
ELG8_=LA5-F3G"[-ER MICIYY=E2'9#AY]^5O+6H_O-8A-8L6'%]B>>P\]WSRR3//K]*1SG=^O?OU5" MY[WG=[G./OR.]VNW_^?Y\9F1+F_O(3&41[$<\ [-Q'AKXO97E+M.18N-PW,
MF6R-*KR;_E0QRSV-]NI A)'8]>BO$&D<[/WJ-@'OGFC9_P!D.>__+/Z>BO[MC7IE9Y+^&YEFQ<8LS9X+D>S6^Y7J2D>.Y(>8T(@>^SASCX*\P:!N.V-F]7B'JV)DDKOJ
MW=Y0'U]5D)C/IL:?MGPUY+D^9Y.ZG@K;:?@6*&LC@D?"BQI,L GD'B=^R>/! M_%6U,/X0= T^1V8S6H,R\;HZ=#U5ZKZ$QD>QG ML6K!]0"R%I^QK7._[:R(Q?
I)Z=\2+2[=J_'YDAG@IE7Y$C('U*'\I7WN_+9Y M/U"6DH]N$@>*VQA>!7"C!%CJFC,78ECV(GR8FRLI(]3[?+.SKOU 8&^X!7RO MIO"5MC'CX'.'XTP=.[_O2X?F 5^;79++8V$Q;+:+9:
(R4I2F/;($6 R$I'"4 MAJ*TTC@#V''BMG4L=C\;$(@V5XCBBA'+%% M'$WMRQL:P;#L-F@#HN4JM7HE$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41 M*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1 M$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E M$2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB M41*(E$2B)1$HB41*(E$2B)1$HB41/;WHBXJ7?K';TJ5/O-IA)3^TJ7<8<9*? M_$7GD ?XZH9\GC:H)M9"C6#?I&>W!"&_69)&@?:O-
TT3!N^6-@][GM:/TD*A MKINO3]E[OO/9^!1"CGO0O*K*MQ/'GA3;4QQP']Q2#6-W>(F@L=O[;K/3$!;N M'-=F\.GO"HY,MBX?W3(4V_V8B?S!Q*MW<^K[IMM(5\QMC''
MRD$]MM3_+-/* M1_FZ[^OVOY K<77U+M21NX6G"\[NI'/!D-V:V(4?IP57*8L_FIL$?5/YXE> M\86A(=_8-/:FND;[>:S'TVNV]Q-NPX ^\M'U>JH9->8UO[G5N2?SA%&/_J./
MZ%;>Z^I\C\0L>HUGW['+ME24\?D5,P[0ON_> ^GZ^?'G$;OC-9\X8[0CS^2Z M]FVMV_G,KT'[_4)!]:H9>(Z^3C2?<9;&WYPR(_#\96VNOJ8;7D]PM&#X-:P
M>>Q4C[ZN:QX/!5S/AH40>/9"1X]O-8?=\8FN)N84=-Z:I#\5TORC<I&Y=XC7['+,A7/X;7B]N) M3_X7+E]X.CC\^_GP/W\XA>\4W%VWN(T[@BGA:I(W_)?;-I[=O0\VZH) M-9YV3M-!$/\
X==G]K^<_I5LKMU:]1UY[Q)VUE$="S^Q:W8=H"1^256R)%< M_?WDC\ZPV]QUXMY#F\[76:B#M_FTGUZ &_Y)IP0.'?\ *)_0K?)J3.2[\V2L M 'T861__$VM/U=5;&[;3V9?
2I5YV%FMR*^>\2\GO+J5<\|]R#,[#SR?=/UK M#;VMM8Y,DY#56HKG-OS"?,Y"1KM^^[#8Y#]K5029&_-N9;MJ3?OS6)2#]G-L MJ*?DR92BJ3(?
DJ))*I#SCRB2>22IQ2B23]2>:QR6::8DS2RS$G:_$HB41*(E$2B)1$HB41*(O* 5J"4 K4H@! M* 5*)/L !R23] !7Z 7$-:"YQZ!H!))]P ZG[$)Z ;GW!59:, SK(%)18L,

*MRN*40!]VX[=IHV/'"*H\1Q(:D'DD#CSSQ5\|H:6U-E7!N-T[G+Y)V'L>*O6! MQ_.B@N^R8J5R?I#4LR[_,;@D?\ I-TA7>L?25U&9 4&%JC)HZ'. M.UV|HAV1OM/\HJNTN'X'UX!)|@"? %9YC>!7%K*4-B'_>.:?LVW_0KQV+T[NH*Z%!N2,/QQM7 M!)N.0&6ZD'WY:M,.>"H?S2XD'^RP]_,FYB/LB;_P#M^U7FL7IAWESL5DVUK;&'M@K:L6.R9BAX\H#T^2"3^X+^ 1XY[3S6PL9X,\|@X@YG6]L$=*68W$S6#\6B2U M:K#?TYO+(|>7T5TAT!"^\HR,;?A# Y_UC=[V?GV^PJ[5@]-C34#L5?LFSG(5 MIX*DHF6RSL+/(Y'1%M[SP0?8 20H<_MFMAXOP@\/JO*FS'N-MQ36MH-U=;X(>0!PNUX42/]H7-5&5S]4]8*?) 2!XK8^+\/""%V_,R>R87;|;D&C{CT Z*|0Z5P4&VU!DA'K_>27\X<_E/%5[[#K M37>+)0G';&O*R? #X"%6S'[5$<3OQOPZS%2[XX'\OW\^],'QFC])X4-&)TU@L M=R=&NIXJE \;=MI(X___+2NT-'C7 $%.M%MVY(8VG\X;O\ I5,)2E("4I"4 M@ MIO[5EL;6V[^T7ZL.VW0[^9*W;8].J\G6(&? 3GA9 .D8W^UP5'7?#=.H+5W?>. MS\"A]O((>RNR)((X/' FD\^1P ///BK!;XAZ"H[^UZSTQ7V[B3.8X'T/;"= M^HZ=^O94S\KC(_W3(4F_79A' P'IZH>? U7].=MI(\VYB2BGGE,25(N\)'/\A/R M$;2#SQX((\|>?-8U:XX\);>_G;fP%(LO0;6_2mI-#,#V\"J-^H\"OS9*L= MO1KG/(V); M@[5W U\|7=WT5\)]_ O[_+ <<_P#T<$SM_MY /SD*MA[AZB_3]$"AS.5FYJ'/R^.L,-J[_9IKK5GN%M MUYFTXCGM5*E6.WH5X\>42YRQR?:EOQ^_Z85:\8^CX|Q3TIJ*R1OL2>,&U6GW M?1GLN&_7NT;>XJD? KZ@-_+HVW^[F="P'\SGD?F5"W'U/^>X6C4)3X/8[Y98% M_!/PI%N"B/'T2#0[5C M%OQCZPDW\BTHVK[O:)\C;V^ODF];/]Z]=O14YXD,,-S0>Z.&%OZ?+) 2J!N74UU 7;N^=VYFY2KGE$:\O04 'Z)3!$?M' M[AQ6+7,,?%.]N+&O-2$'\6'(25FCZA6$.WKVVV]/143_FI/I9.W_JREG_!R M_P#KZE,^X{(V'>.[[USO,;CW>5?.Y->I/=|?/QIJ^?\ '6+V17ZKO[^W;FU! M;WI/^UV?:S;E]TA>DI=[6]DY$R7+5WRI4F2OS^.0^Z M^KS[_B=6H^?KY]O2V)YSS3SS3,_*FEDE=U[!7N<<)OKUZJG2^5YHB41* (E$2B)1$HB41*(E$7E(*SYI!4H^P3Y)_P 0Y-_" M3L 2?<.I_,$7.P,;R*Z$"V6"IW(\ 0+5/F?IRL>Q_*LKH\+N(^2VIBT1]>8.VV>I.![O9K67;PK^5=[O8K;$C M\U)?N7>/\'9W?3CGQ68T? #KQAO[%ND)ZH/K>OXRIL.G4MEMAPZ'MMS>FW?:N MCTIGI>U!|/\ 22PI_09-_P!&_P %4&XOX19$*)OFK](F.M|\<[MS=NMLE!X]CVO$\CVXK,J'A*XHVBTVYM-XUIVW)_S6'M^UZ9,T[?"0[[=0/)8O(^L1L.P_8K1;,#/[$N2 M2YS1 /_>+9' =\|C,Z/@TSK^4Y/6N)K]N9M'&7+9]-P'6[)&4KA%H"R M2/.R,#1ZB*&1Y^PO=_8KI6?TR,!8[#?=DY,,/N[';1#4,/8|S$1"N?KR3R3Y)YK.:&DM+8L 8W3>"H ;;>R8FA7(V[=8 MH&G?IOOON3U/57**C2A.$-2M%L-OP<$3.GUM:'JQ0A#:0AM"4(2.$I0D)2D? MD$I '[@*OS6M8 UC6M.!L&M . /< -@!]2]0 !L !V Z ?8O:OI?]41*(E M$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41* (E$2B)1$HB 41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41* M(E$2B)1$HB41*(E$2B)1$HB41*(OS=>99'<\ZVTG^ZB:[D#_ !BO MA\D<8WD>Q@[fW-:/SN(^_"0.Y ^L[+B9.2XY#!5+O]EBI'NJ3=8+ ")/)=? M2!X2H^?R/Y&J&:,8FN";&4QT 'RVPH6." 1V&?W$CD<@#QfG@59K&NM%5=_: M=7:9@(.Q$FH[#U"IWY+'1_3OTV_ V80?S<^_J]2F]2F@K=S M\WMW!&^ 20B_PI"O))CK=*C^$\!0/)@'D]?(V=^NW0P4I ?S]NO94 MS]48%G?(Q^8R9_P%C/_KKV5(3NO7IA\|fF7W2?Q_V'&+VYW>]X'QIC'U|"MG@<@<^>!S5AL^)[@_7WY<]=L[?O:#9)^_;H/,@B]_U=#U5,_6.!9VLR/_)E> M8_VM:J2G>HST_P ,N^5CYU<>.>/E\>CL=Q\|>+#8\6 MO"V(^R8M2V]MI^%BHINZO:+L.V,;KMW^O:F?KE-WY6VW^[:%HW_J2-_P#7 MZ*0G>IEJMDG[OP3.IH';9"K'\Y]^.0FX2^.?'/D\|4?.]3ZRCG[MU_M)=7/Y\GY1+8Y]O?Y>U2./K[<_3]YJPV?&;CAO['H2\[W>U9JO'O]?DTI53/X M@1?]'C9#_/L-'7_5C/\ Z^OI1\ [U/WO\"W0N?'= M[<>X_(\V"SXS,P[?V30^-B]WM.7M3^[OY52O\?S@>FYI7Z_I'Z&-A;_/G>[^ MR-BH^=ZVWW^?D<,P& #[=[-\F$>W\^C/Z@\|\'GV[_'MYQ^SXPM>R[^S:>T05 M]Q,>2L$=N_/=8#Z^GK\%3/UYDS]"K39]8F=_;(%1TWU$.HF5S\N_A=MY[OE, M8^^1[>WWA/F\^QYY!_:/''X>,?L>+#BQ-OY4NGJF_P#F,,'[=NWM5FQ[NN^_ M<[;=-J1^MLX[Z+JL? \VOO_QO>J-G\WM_P FK_+_ M /$U8+/B5XQV=]]41P;^E7$8[';ZOVH[_P!;^_I3/U=GG_\ 7_S^9! W_P#A M[_\ KZU1D[[OZC+B")&WE?]/.\ I9.R\YKFI, X&M5%S\WI]D MNG=[X;3S^7W?M?%RR]>>??\ 8F)]_P#]/K6/6N)'$"[OI5K75$^_?GSF1Z_T M;#52/RV4DWY\A<=OWWL2_P#@Y4=-RW*[CS\X9/D4_N_:^=OESE=W(('QY3G M/O'GZ$_F:Q^QG61V_YW%<(X\|_SK5KO_.T<6O_B)[VODD_=)'O\ Y[W;_P'>)) M\56U-^XUK$V;,RH9)-^W;D;[?N.WO7T MUCW?18YW\U!/@530-=[NG'W;@V87#N\I^2QF]2>?'/@LPE\^//CZ>?:KQ5 MTGJF[M['IK/VMQN/9\/D)MP1OT\NN[?IUZ*H91NR;>74M/W[2K@#CGVK)*G"7B;=V[FT)[>3 M?;J[$VH0-_>9V1@#WD]O55<>#S$OT,;5(E7-MSQ[$!!(/T]ZR2IX>^,-O;DT7=A:!];=O&5>7?WMGNL? M]>S3_;M5LTMGI.V/D;\7R0L_0Z0'["KJW^GWU(3>TOV7&;8E1X)FY1!4I/MY M*(;9:C[_ $!HCQXKG:CA8XN6-C+CL/3;?6SFJ[<.W=M<3GUI-^O?WZ]U'/L,_L9SJNI=Z;NY)/,;CEF VT\CN2B5>]IB?/GE+=I8,)'O\A=(/ MYBLGJ>#_ (@3;&WG=+TP>_+/D+3V_6UM&-I^R0@^'!*L9H/*.VY[--GU.E>1^ M:(#\Q_,]]MOI@WQ13[!{9M3/"?]VXQ+DD#GSVF5=(H5P(/D)Y/Y5D)/P99(M[?*&N:.?FICPUB;;W!&> [!OMZ;AN_P59'P_F.WFY*,>_P NNYWYN:1F_P"A M5_;?3%PIKM-VVAE,PCCN3 LUIMZ5'^4 9#EQ4E)^GDD?G64U/!KIQFWMVL\U M8(VW%7'T:H/O_=7VR ?K)^*K(] 5!^ZY"P[$<4;/\ B,BN!;/3AT-$]3<+ MEGEV6/<,7R##:5_A1$M*%C_$'\ +YK*:?A'X8P;&U:U/>< ./D]U=CNN_5L M%%KA]D@Z=%6QZ&PS?ION2GXS,:#]C(@?TJX5KZ%>FBV$%%6"R;F1[FZY'? Y04 M?S*$7!EL?EPA"1^ZLJ^&C@]3V)TU-<(VW|MRV4F#MO>UMJ-OU[^K8](8&/ M_JCI/)/.[?[\#P"N':.EWIZM'\EJ+"B4\=JIMK3=%@CV//?? MWUE=/@MPIH;>SZ#TI\WL;% (7"'"/7>XZ[HOWKT7 MZE$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$ MHB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$ M2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B)1$HB41*(E$2B)1$HB41*(E$5F=Z;NQK0N%#,\EA7*YM/W:-+:+ M4EDRYL^4V\|E'Q9"VX\=EIB.^\ZZZOP$!*$+6I*:U[Q+XCX;AAIW[H7RT&'J>U3LDD!D M;$R.,#F>]P)[N(:T!K223\ 25@Q+]3[&T_(ZDOKWMP963V^-^?)(:MH]RQ!W$"#\3&S'^= M88W^R)WKLJ8E^I_<"#\A]*&@_03,K>7__"J6+,C^5Q_BY'N>:LUCQFVCO[+ MH2N/=[1G)'>GKY>/;Z_H7@[B _\ $QC?AS63[OA%[_T*F)?J<;"!P2&_D^[@\D@=O(/'(Y-FG\9JG@^S;/P$\!/-N9"QMT]>4U M[^NYI.FP[*33NU!=/T*%50\.DE=_9R_^'IB7ZD^[7^X1<;U!!Y[2BW7]0L M D<=Q?O90H[\CD-I'Y[AQ5FL>+-[B-+N(,/6LNQ%3(RN';;?S,D6D_'E^'M,:G?KO+'Z,%)GN_!RN/Z9Q=\!]2I67ZAG47()^!.Q""#![C&&7"/Q<@!4F4_M!.$^0>0/S/-62QXK>+4N_E61UWZ&:>7TZ=0>GQ5.]6V<=V?69_ M-K@_]3G*F)? 75U,RN>W.XT/GZ0\9QO'C@CP7K;(4/?W!!' (X(Y]RV/$OQCG MWY=3PUP?2OAL0T]B.ADIRD=_38@[$$*G=[/.]6VM_FP0C^UA5*3.K[]2F@A MS;&1,]WO\FW; (1'@#P8L!HI]N?"!Y(\DU9+"OBJ9WY[|:=,;H! MT\BJS;MZ>NY[E4S]39U_?)3C^8(V?\+!M]FRI>9U';ZG_-;G=N=SRY6S%Z[_/0NCVZ_\NRI MWYW,/^EDKA^]9X_X2/\ ^73LJ4F.7VA<.?GMC9U,"AP]\RR_/ C@CCA<]0XX M41QQQP2/.K'8UQK2UO[JW4L^XV_"YS)R#;8C;9UDC;8D?43[U3OR.0?].]. M=_,LS'X>K_Y14>5&1=H[O)Y!_$D*Y\@'_ !#\JL\N7RTY M)GRF2F)IF6].DW^OGE._8?E5.Z>=WTH?2SI'G^TE<2XZXZKN=<6XK^\GN7.+B?K))*\R2>I))IY.Z_/@?D/\ )7OL/.(E$2B)1$HB41*(G(^N>*(@(OX!//Y#R: @] =SIAU1? JEA]?[#+J__ MK M5^_Z _3S7V(I'?1C>[ZF./\ 8%^[$]@3]A]>RY&/8+[+X^4LEWE=W;Y_+6R: M_P!W=SV\?"87SW<'MX]^/%5D6*RD^WD8Y_OMMY5.S)OOVVY(W;[^FV^_HO1 ML#$SOHPRNW[BZWV'.(&/\RD]W;Y_!QF]+"N\ID)X*81\"B" 0>#5 MR@TCJNSM[/IC4$Y^P'EX;(N!YCL-B*W4]U[KU;1NO^A3M. ^]4]^@,%%CO?^4# IRJF@ZQUO:./Nf7^%0>../E,6LD?CC MVX^%!3Q_BK(:VC=(T]O9-+:=K&/;;M MMR,;MML/S*H;'&WZ,;&[=N5C1M^8!W*R>$D.Y'[]'-[. M:00YKA[P0=B1V)"L7_<6],_]5!M_TI?_ .U:UK|!QP<_B52_WW*?KRM/W+8'M^*#X_]I-_B)_<6I,_]5!M_P!*7_\M6GWO'!S^)5+_?\<'/XE4O]!RGZ\GW+8'^*#X_]I-_B)_<6],_M]5!M_P!*7_\M6GWO'!S^)5+_?\ <'/XE4O]!RGZ\GW+8'^*#X_]I-_B)_<6I,_]5!M_P!*7_\M6GW MO'!S^)5+_?\<'/XE4 MO]!RGZ\GW+8'^*#X_]I-_B)_<6],_]5!M_P!*7_\M6GWO'!S^)5+_?\<'/XE4O]!RGZ\GW+8'^*#X_M]I-_B+]&NC'IG:7W_JKM+G@CM=N-^6CS]>W[U'D?0UI,\/7!QAW^XB@[X/MY M1P_,;R#2V!!__+HC],YO\1?3_<==-'J4E@_\Y??[6KU^]_X_P 1_7_O&3_7 ME]?,G^O)]S&!_@V'^G-_BI_<==-'J4E@_ M\Y??]6H[[_P=_B)B_P#>,G^O)IS&!_@V'^G-_BI_<==-'J4E@_\,7W^'U?]> M_P#!W^(F+_WC)_KR?_\?XB80\MWC)_KR?,^1>G4^1QY0[=%H/OXY2># MY'!KZ9P"X/,<'-T)B=QO!*7(O'?I[%JUS3]HZ>B#3&!!W^38/M=*1^8R$+FX MW2]T1!./@ZAP@!O;Q\>T-ROV/;GYI3W/M^,+GGO\Y?=5RAX,<*H-O+T%IL[< MNWF4&3_1[;^<9-_CO]+\;?=>K=/81O;&5/3Os'=NWTMU4,71&E80 BZHU[P M" $8G9?)[B//,_^\G\ZNL/#+AW7Z0:'TK'T(^;@\=V)W/>N>YZKW;A\4WZ. M.I#ZJT7]WX*HX^M==1./E<"PR/QR06<8LC9'(X/!3!\@<'SY'BKO#I#2=?K M!IC3T1W)WCPV.802-B016!&XZ+W;0HL^C3JM^JO$#^?D7.1L=Q^'P8EBLT4C M@@QK9"8X(':"/A,)XX22D<>P/'M5RBQ.*K[>1C,?#MMMY5.M'ML-AMR1MVV' M0;>G3LO9L$#/H0Q-_FQL;_8 N31&C-_\W*81QQQV--I]O;JE(JOI^55C88F? M0BC;_-8UO\@"]-UHI-^H#[[?F7[>WM7HOU*(E$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B) M1*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$H MB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41* (E$2B)1$HB41*(E$2 MB)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41 M*(E$2B)1$HB41* (N"R+*;.Q"UR+YEF0V3&++%252;MD%U@V:VQTCZO3K'C M-_N[W02?)Y]]J4KF0G;6H5+-VP\[,@J02V)C'':3"""U[S]C527,]"0/M9"Y M5HUHQN^QQV'=6>4D$* >.#6P:7!OBC?C;)6T1G2QPYFF>LVH2/?RVY('# M?TW'7T6M;W'#A)CI'16M?:>\QIV<*]HUT_^XN1V&[^_YW3U7W8AZC_0IG4M MB!C?5+J)^9)4E$=BYY(C"%O+4>U*&_TD9M*5+4?"4]Q^@-_>=_A#Q-QD;I;F MB<^V-@)O;'<;>%.5D9#2UYIU\KR QD]T4BXD[M #VUM<$D]AW^"S'M5WM-^M\;[6.Z6Z\Vj:V"H=RM4V-<;?+:.4.4NQID-UZ, ^ MVH>0MIQ:2/(-;^GKSU97P60]\\9Y9(9XWPRQN'=KXY&M>T_!P!6R:[FO;A9 M8[SPV0) '1SU\630R-/9S)8W.8\'T+?+D.\5)!+BM41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$H MB41*(E$2B)1$HB41*(E$2B+B)N0V"W/F+<+Y9X$D)2LQYMSA17PA?)0LM/OMN!*P"4J*>%<'@ MFJB.I:F;SQ5K$K"2 ^.&1[?1W[,UI&X]1OT5-+=IP/;>Q M+7O!V/H=N]]H-]LET=4S;+Q:KB\A!<6U!N$26ZAL*"2XIN.\XM* I24E9 3W M* YY(K\EK686ATU>>>)I.P=+%)&TG]=@7M)V!.W?H5^Q6ZMAQ;!9K5. YBV* M:.1P;OMN0QSB!N0-R-MRN5KP50E2B+@\HQF,\'DY%8H[[*U-O,/W>WM/- M.(''VW6G)"5MK200I"DA22.\ ]6TKCVM>RI9>QP#FN;!*YKFG[*UP8001U\ M1V*IWZ$;G.?=J,>TEKF/LPMH(!"^Z!=K7=4N+M=RM]R0RI*7 ME0)D>8EI2@2E+BH[C@0I0!*0H@D D @5YRP3P$*.&6$N!++&^,N]D!X&X MKMV7K#8KV XP3PSAI <8962AI/4!Q8YP! (Z@%??DO9*(E$2B)1%BKMGKAZ2 M-&7]>*;4W]KS%,H9[?FL<PFELM>I.^A;; (*TNW^9GM/@BF_^4YZP'4%+AYI6V:&>U=AL?>; M].DZP;%]+?H/.KU&3RP?_.8SW]E=?5& [J0:UL"IGT]LC#[GV)MP,R>V=MA"?O$>XQF'3+MLD@$_+SX\9_P '^+\'BQ9W3>?TS:%+4&(RK&M;:S,BO5I(M/,9VYX7N'ES_EQ->WXK(-/ZITYJNH;^F\UC0PE:(C_1_!S@%D- >MAU!J%\^)T MKS[P!@Y+ ^9Y#]X5.<$5Z>XY77'-=SGF;78XATC.7^-WB+QO#MTVF]-K9C6! MC_;!D=YF.P?.W=AN^6X.L72'",HMTEI/ M1./IGP6)QY&J01@S66LC9,]K1UEN7Y=YYG=W.DGF(WW/0=!'9J766L-=Y$VM M0YG)YRW/(?)K/?(^"-5STBI8^$"""%HZ-;'!"#L!W.Y-S\;],_KDRVTMWO'^E M;KHR]HJ2L MB^D'KQZ@^C+-+=?];9=>UH=/ M'"#R,TN-,K#?P-J623%WX0?PC# YQ; M6G++Q':@:#)8W;$EI.9CI]/3QO3^^I33&O]VX ^MS&L^L3%V8C/J0J9:9R5KB MW>Q7$-_A3<++=(\NVRP $K=C%UOEIQM1BVU9JG(Z.U%E=-Y1H%S%VGP.>T$1 MV(B ^O:BWZF*S Z.9F_4!_*[YP(4M^CM58S6VF<1]C$/)HY>HRPQCB#+7E!, M=BI-R[-5G9))?MT+FMQUFXSU" [HQC4N:85;I:XQLC*\:PR+,U(CEWE)L= M@NLBT1W7[G*9C?#=P\NZ3T[=SN.R,N8NX>C MI9LMH/.[P0F&$-D'X@K MFCWH_2>AM6T=/Z5]V^T<>'AN0'VB[/<YDW/X] MZK\.NM=9<0-&W]1ZPM5K4DN:GI8PUJ,%%C:M." 3,+8&M$CGV9)&\SM^41[# M\9;6:T.M_I1$HB41*(E$2B)1$HB41*(E$2B+KY_5$W!.VSU MX]1>0P(D)? 0%WF(V-TAI MV+D:7>WYFRU@ .,PNE5+H=@.A/M>P);8D=^G2'@OPLDCM.ZFF+WAQR=@ZKWN+ MAN?.O7 W1L4.1\2[P M^A4]RS%2]6KD[@R&I7GLS//9L43$3I9'X-8PD_ +K0-K;(O>S-G[%V+.N.Y4 MO.IXRK+'C\[Y(!OU[FW)"$\.<=K34A#.:/':@5,A@L/6PV%Q&)BAC$>.QM&B MWYC>OLM:.$D_:ES"3\3[E"%G\W:S>=S.9EFE\S*Y6_D'2A'!/:4LP ZJFM M>&C;T 4QOT+M9R,/Z)Y&>7 -/JN.W=E9/D+3TA;CBW+'CORV)6I+:G%%7P1*M M5W>0/;OD.$'@@"/GQ1YEF0XCMQD);Y.!P]*HYK !9M\]^N:[W%Q=5I\F.K@$D_ -$E>RX#WO=Z;+=W7-RZB M2B)1$HBP!]0 ;VQ,!U<@L=-W7'[\N]36U\5T-A64!'>]AS>5&2_DV7Q1["= M@\=A3G+>ORIF<_'D-CO2021M3A- @,3ECBM1<8!]YG$8'$X/34_I>HM<:@Q^D\?7 W=C1D.=U!M(Q^Z6I2BF="[NR9S'MZM"UPVW6.4Z+ZJLRZ4.F_873OI>Q8;H_ MF9-LS?&L-M0\L//!HYAE5TG6I(;A? \SOU]MMVG3\!E@7-R+\VN%";4MF'$9;">-NS9JEJ;.M0^.US]_$ZLU#:R&I&TOF;&)QG6Q]&"*:I%5QU6M+!%'$QWDMD\L22. M=(]SCUTM!@[^E-? Y/A_HK,.TS4QNEL3G+NR60L2PW)K>3MVH+.M,TLKV'>Z/S#%%$TEL<;&]V-LR#*]H>-K-=?.N+1KC#\]'&CL.D M.K'3V.3]*C*IDK'&I#UND7&/: /LJ/@7=EUZ1#G6]2T2%N*CB/>IJE*3-X+A=.MF)\OD-+\0=-U1MK4FA=07(K#J,,+98R9L+YX&PRP.#6212@%H:'\U MC@N9"+ Z@XMX6MA<;JWAOJBWAM2VM)QNJ:6X@Z;HS5A? DDI->Z!\S;]ATT-E MKGNCEB)#RXLY))^,W^\E>-X_E-J45VS)+);K_,E]*7 O$!BXQ%"T4J/(;) M'T)-<>W*LM&Y.I3@":G9GJS =A+7E=#/(!\ ]AV7;%&W#D*5_,7),%VK7MP$] M"@;.3)HR1[RQ[25S=4R]DHB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$ MHB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$ M2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B)1$HB41*(E$2B)1$HBU;>JWUWM=%6@W$8C+C*W=M(3LZ/CK$AI- N2XDM2;Y*M[2PMAN2D;LX&\;'<1M4@WXWC3>$\[Y MF'C=HLN+MZV,8[\]VYCC,6GF969*X,.+"M#&.D2,=(PZHSWFTL)&>5 MQ[M#0+>5D8>[*;'M$(<.62U)"T@L;*#/B^-; W? LNT8Q88]VS?96S,J;@PT M.O.S;MD&2Y!.)Z2:5YV:T/D>0U!(G2^GKZ96H.BK"K1=[E9 M[-F^_KG 9?R_9-P@LRW;3,?;2Y(L&#B4AQ5DLD%9,#;C42 M/&9Q7XRY_B- DIX(;%C&Z6AE*5T;9XVDAEX)>60+-F4?/\MY=#7Y0+B; MN'1=(E%?HXJ'VRUMUU;&VFD*<<<<4$(;:0DJ6M:U$)2A"05*4H@))))%?H!<0U MH+G.(#6@$DDG8 =2>2@ ZDK\)#07.(:UH):RC!:C%:Q/&9DB*;FPV24IX=7 ME0_<<=?2\0N(>9RDE&)?T/^URH-CBO(Y M*#<[H 0M XT5XKMOO7@lX?QV[N7XB9"$/9CG.PF!YV[@6Y8VR9.XSD3.>6-*

FX;SR,9S.(#6\S@-W$[_;[DD@_=3T7G,_RXI9-B[DC>_E: M"YSN5I.S6@$DG;8 DGH!NNN5S7I>ZIK_F>87YCIGWZEB^95D5Y83^J#8)[6 M;I>)LYI//Z/GGAM]
(YJ73&ZUT34QV/JNUCI8NK4:==Q&>Q?5T%>.(_\ 6O>T M_4H8UEA&8?(TS=LR.B\ZO))'SL8R-SF\V M[><;@;[+OCPE:9S&GM#YU^:QF0Q-
K(ZCD?'4R52Q2L&O6HU8F3>19CBD$>F M:[W?7VLK>O?6TK2X_"ND6P75FWX'C5Q9)0N)>@71^5&]IW9+;D MBY@0YD4C2"N8^)OB@T=H>S8P^#A.K<]7.I8;#B:,S>ACM9 -
E\Z5CNCX M:D"!HXSSU\>N_*)S[V*2-5ZUMZW%*CP+%@K&0/,-]Q*4.S\OEWH MR%!/ *TQ6 >.>P;G,Q*!L^6UDW56O.W4B+'QU@P;]=B]_ MUKEG+>+;BO?E>
['OP.$A)/)%5Q3+CFM] Z;(R6>H)8; M@U+O66:WS:&EQ*G;7?M:V.WL/-A0*VQ)Q95@FM%204AP/K*"KN*5@!-5-[PQ M<*K43F5J.8QLA:0V:KF+,KFN]'5E W=#3FD#98+1&[F5+'.9 "
(IY7CE6ZVN VPRM9)/ \U[5X)+ M5B"M"WFEL3101-'=TDSVQL;]KG +PLV(ZE:Q:F<&0UH);$KCV;'#&Z21Q^ : MTG[%%P$W02&N):"0"0- M]EP1-XT\HV:5L.A<<^)LLC8GNS=D.?
&UY$;W 4" 7, <0"0"=MSLI!711U Y M/U2]->NM\Y7A4'7_84>[W*'C-ONDF\QX]GB7NX6NUS!/EPX#KJKE&@B=V_+ M)2VA]"$J6!W'E/B/I2EHC6.7TO1R,N5BQ+Z\,ER6!E=
[[$E:*>:/RF22M A? M+Y>_.22TD[=EU_PPU?>U[HG#:LR&,BQ$V899GCHPSR66,K1VIH()/.DBA\!)M>!8=DF83T+<^$ER+CEGF79 MYGXG"NPO(B%I*@E1"ECA*CP#<\-
C)LUE\7B(-Q-E,A3H1$#F(?;L1P-=MZ\I MDYB.@V'4@=5:L[E8,%A4&.G6DL.;OL=N81\H.QZGH#V4 M7;_A(N>D=PZ6L0"2.X [*O/(3[@$_HL!SQ[^PYKM7[T#%]ONWR!/PPU;8GX?
MM[\RX2^_5R^VXT%C=NXWSEG?;X_M#922>F':^1;UZ?M3;CRK%HN$WO96&VS, M)&+PI[[SC6B->DKEVQEN?)C0WI/QK8N'+4M<9KA4@H"2E(4>/M:8*HG56=T
M_1NR9&MA\A-CV79(F0OL/KD1S.,3'R-9RS"1@ >[HW??TF?<[O\Q%@7%YWX$B1;(B6_@I053.2 MX"D).>\&^%(XIY3+TY\G-B*F)HPV9+4-5EISY[$XBA@Y))86CF8V:3?F)VCZ
M#;$6)PMVOBH,S=S.0FJQTY[;ZC65ZU.&9SN1[X(^7E_" M;[[@!8*]%_K9;"ZL^H[-&+Z><4Q.V91]^SK_E36?72<<=L&.V*X7RYW14:3
MC\.,XEMN$AD?,2F&@M]'OS4O9HJE%V*@B]LM6 M[45:& /9;D>"3(7?,8YQ#3LT]=M4\,_$_F>(6M,1I4Z.Q^/@O^URW,@W+SR^ MQ4Z52:U/8+'TXF$-
$09\^1C=WC=W8&J.LGUX=,:3O-WP#IYQMC>V:VIY^#<< MJ>N;EKUA:;BPLMNL1KC$;>N66K8<2I#RK085L*TE+%X>\E-#P]\,.HM25Z^5
MU9<=IC&SM;+%1;")\U/$X;M>^&0MAHAPV+1/YDVQ!= WUK^)7BPTUI>U8Q&C MJ+=5Y.NYT4V0=.:^"KS-):YD?)0 >T=$T?#'PIJP MMCLX_+9&0 6 MM4PE.:-
H/8&2^+@/NVVXV9U=D,H-A2FVIEB6RM9*5.-I*5-V'47A4T)?K2G3]W+8&]RN, M!DL?*=$OV/(V:&PT6>3?8.='9#@.H!/?(-->+[B%CK47W24<-J*AS-$[8JOR M5?#-QS.@GK.-7G
W+6RU2TGH2!MM+ Z;.HK6W53I_%=TZKN+LW&,F9=0Y$F(M0S=K#>82PS=L>O<9"W$QKI:Y/+3Z$..-.MJ9E1W'8TAEQ?"^L-)9C0^H+VG< MY"V.[30"^&9GSFD@.:X.C>]C@)
M$ZSPFOM.4-3X"9 MTM&\UP='* VQ4M1'DL4[48+@RQ7D^:\ EKFELC'.8]KCA!ZF_J2O>G]!U,W9 M=>6K9.0[+F9,IRU7/(95@;M-EQR/;0NXAV';KDX\N5.NC$5IM,;2"EI]25J4
M@@;*X,\'V\59X@N(W:" ""M M7<021LM M!'5IZX>P>J3I_P!@Z&.CL=U_%V'"MULN636[-KI>9D:V1+Q NDV(U;Y%B@,N MBY-03 =4N2GX;,AQ82M0":ZFT)X:L5HG56*U0-
2V\K)B9)9H:4V-AKQOF?7E MACD=*RU*X&%T@E: P[N8!N.ZY&XA>*7,:\TAF-)G2M+$1YB*&":]#E)[4L<, M=F&>2-L+ZD+7"9L7E.)>-
FO<=B>BT91G&FI,9V0P)+#4AAU^,5_#$EEMU"W8 MY<"5% ?;2IHK"5% 65!)(X/2[PYS'M8[D>YCFM?MN6.((:\#<;EI(USV$[![0X%S"=CL'@%N^QVWWV*DD6;[1;F5AL]]L=MZ5<.
MCVZS6V#:8#"=E7KM9A6Z*U#BLI_^BP\-L,MH'@>$^US-KC(.F ML32SRN.&K[NDF>Z1[C^WO5SB?M7:M;QF9.I6KU(-8UD%6"*O"P9RULV*&-L M<;?_,O_!6-
^Q2%^ACJ.RCJSZ:\'WWE6#0->RLYDY"[;<=MUVE7J.FS6F^ M3;+"N'S\N%;W5KGKM\A\MB,$-I*$I6ORJN3N)FD*6A-8Y+2U')2Y9F,94;-; MF@96>;$]:.S)%Y4ZR[K EL1*(J6S7-
\0UQBUZS?/I_P"T,XMCMTN6,=*N ML6LZ3$<>C)V1L9Z=:,=E.-J*/F;'BEO+%ZGPU8UK_D?$-BL6V C?DM7I0ZM%(.SV00V /27?MQAKKQB4*=B M>CH'!-RPC0GWDJYNK/M /6?B-
TB+V39]8;:L27$"?#D8V<+O3K'=_&F%=L9> M:@1Y!03\-4FQS&0L)*FBCE!LV<*W#N_!(,/8S6!M$'RI&W/E&N'>GF07&F5 M[-^X99C=MT!!ZJ^8'Q=\3,=/&58HN;"QQ'8OJ M2-!
^;MN%)PZ(>O;2_73@)/"_47#/*,IY=C+-"V7G&9BJU_L=UC/I M,(<.:O:C!!EK2$N:"'L=)&>==R\+N+6F>*N)DO85\E3(TN1N5PEMS/;:#W_0 MD!8>6Q4E((AM1@-
<06/;'(.19OUK9;26&/7OU:M=%/3AD>\DXW$S"Z6^^XSC MEAQB;]#*D] MPYYKHW4'A7PN P68SD^MK[H<1C+N1D:[$5F!XJ5Y)A'S>W'E\QS!&#L=B[?8 MKF/3GB[SVHM083
5]!XYLV9RM'&1N;FK3RPW+,6UYD+=QN&[;K. M_KA]9?I^Z3;M=-=87">C1+HSY+A] M&S8?%$[Z439FK:_%+Q*Z0X?3SX;&1G5.I(.9D].G.V+'8^8=#'?OAL@\YI^G
M6K1S2LZME,3NBT)YYZ]G7EE-S>E8I<-8:TMJG2J-:K#@<*_K9:Y_"T_<VLU@]P+ MG_$EC]P^(B'=L2=MS<1[L[@TZ_;)S:5=I6PX M 4J\(D;[.!.Z]\) MXM^*>.L,?
EA@_6#@98+&-90E[O+A9Q1P7%73QS6(9)4M596ULMB;#VOL8ZVYO.UI>T!LU> M9H+ZUAK6B5H<"UDC'L;F?6NULQ*(E$6K7UE]J?
JN]/S@)/HH&MNM\N[7"!:8#2WIUTFQ+;!8;']Q/H&M:23Z *)R&&2Q-#7A:72SRQP1-:-RZ M25XCC: /4O< /B5V7>AM=Q=2:2U+K"&TAEC M=8?BG8V.U'Q[+88,&4X /+
MLIIYTGW*EDGDDFH<-499^>U)GLU(XN=E,OD+VY[\MBU+(P>OT6.:WZ@IN])8 M:/3VE]/8*)H:S$8;&X_8#8 M_,YR2].P'J.V(K.VW'?E-F["1OT)C)
[M&T8WI"U>K=/5'H'5_P5/QLOVKAT M"YMI!/\ R+&N\>Y7Q:N/V4(M$*:I2S^% !6H%*2#V?K_#8TYHG5.:Y@Q^/P M>0E@).W[9?7?#6
^)L21@#N3T'4KAKAU@CJ;7>D<%RE[,CG\;%. -_VJRRR: MT?J%:*4DGH.Y]R[)%M"&D(:;0EMMM"4-H0 E"$(2E"4C@)2E(2 /%0 M_$EQ+G$DDDDGJ22=R2?4D]2IK T!K0 UH V &P
'H .@"QQZF.K+1/2/ M@ZL[W?FT/&H+Y=9L=D82;AE64SFD]QM^-V".3-N+XY3\9_M:@0TJ2Y.F1FU! M9R_1NA-3Z]R7R9IK&R7)&/"DJZ^TQX2<+!%%-
JW45Z_9(!EIX9D=.HPGNSVJS'/8FV_+;% #U^; MV(XKU7XRL[8FEAT9IJACZH<6Q71TUG;IN[OOA1 M+]>Q"IEJERBDCQRN2M7'LH'S6QX_#3 MPC8P,=A,A*X#K(_.9,//Q(CG8S?ZF
?!:PD\4_&9[RYN>QL+2=Q"@,46-Z] M@98)'[>G5Y/Q60NF_M"/5+BMYA(W-@^N=K8P76TW(V6VR,RM?N ==@38,F M;85R$I_$AJ59$M+
(*%.M]P=;Q/4/A1T3=KR'3N3R^#N@$P^TS,R=$N_%;+%* MR.T&>AX^S$-38K#:@H\S1,:L+\3D S\9T4L3Y:A>! MU#7U@#U!EGJDU1U?ZCL^W]271V799[KENO-
FN*&V+_BF0Q6VEW#'K M_#0XZEB=%#S3K;K3CL6=$>8F1'G&7@1Q)K;1.=T#GK& ST#8[,31-7L1$NJW MJCRX16ZLA#2Z-_*X%K@U\4C71O:'-7>>@M>:?XC:=K:CT].Z2M*YT-
FM, RW MC[C TS4[<8+@V6,.:X.:71RQN9)&XM<%9S8WIL=(^QLKNFYIJAS(GW%][S][AX1>K/;+A(?5W%^2]"^8>6I3KCJGE%RLAQ'&'7F M(HP8P9.KE:-5H;4KZ@Q>.SHJ-
V:VM)DJUB:)C?Q6-DY&@!H;R]%C>:X)\/, MUD)\J<3;P^0MN+[EG3>6R>GS<>3NYUJ+%6JT$SW'Z+G<27%Q<>97ET)TG M=/W3-&N:--
ZYM6,7.^]IR'*9,BXY!F>1%"N]/WYEV0R[GD%Q;2O\:8[UP,9+ M@^*&0X2LX]JC76JM9/A.HQN7Y'S7,G=(.X]JR-R2>Y, >H8Z;D#OGJ%OQ?
3IT2;LS6WS%0\FOU@_5WA[C:^Q].19VHV)N1'4"%) M>MMMD7*ZH4GA23!!20>#6U."NEAJ[B1IO'2Q^93JVOE;(C=OLF,'M1:\>K9 MIF0P$>HE]VZU#QVU:=&
<+M49.&4Q7K=/Y&QKFG9XN94^R->P]PZ&!\]@$=1Y M6XV.RZ^!*5**4H"G%J(2E(Y4MQ9/"4CZJ6M1 'U*C^^I7"0 22 -R>P '<] M.P 4/H!.P)/0
#J2>P'Q)_M78J>GQHMGITZ.M$ZQ5%3&O$3";=D65\([''< MMR])R7("_P"$J4Y'G7)< *6 H,PVDD#M"1$EQ6U,[5W$'4^:#R^O)DIJE'KN M&T,>?8ZO+W #XH1+L.G-(X]=]S,KP?
TJW1G#?2>#,899CQ<-W(=-G.R&1'MM MPO\ 4N9+.8@3UY8V@[;;#,RM>+9:41*(E$2B*-GZV7J6WK6?SG2%H?('K5F5
MVM2'=S9G:)'P[AC=DN\8+AX/9IC*OBPKS>H+HEWV8RI$F!:GXT)A;QT[-XKEF!Y$F3L1N'+)7KRM\NK&X%DL[7RN!; M$P.XH\3_
!NLX3S.'6D[CH,E8@#M39.N_::E5L,WBQ5:1IYHK-F)WF6Y&D/A MKOCB86OE>61W.C;H]VGUK[AM^JM;,MPV&VA=\US2Y-/.6/"L:2^EN3>+FIOA MU6MM:95UG*#2%-M(D2&>M.
(7$#"<.-/RYS,.,CW.,&.QT+FMLY&X M6ES*\(((9&T#GGFXG:CAP&$8(V-:+&3R2O "'V)3R@M:'O;+VTSZ(O0AK''(=NR[7T_E:RW3 M"+_K:UR,FRG7";K<[[CF18I;T_&ODNRB\2)USM-
ZL\(/71##(C4=_4>/TOKBQ#DJN8F92I9O8EY82X MQ-ECD>UY>YO,!J3CCX:-,8W2^2U;H&M/B[>$KOO7*+$]NE=H0CFM2518?+/ M7M5XN:<-;*Z*6-CV"-KN4F*_9KS=
<>N]KR"PW"3:KW9+A"N]GND)Y;$NWW.W M2&Y<"=%>;(6T_&DM-/-+204K0#7;MBO!;@FJVHF3UK,4D%B"1H?'-#*PQRQO M:>CFO8YS7]""5P56LV*=B"W4F?
7M59HK%:>)Q9)#/"]LD4L;V]6N8]K7-([M$!=CUT<[JE[1VYY)0;GG>O[)<;Z&^ @9)#:5:.:B&X@Z<&DM:ZETZS?R<9E;,-7F[FG(X3TR=^I/LTL6Y/<]?531\-M3N MUEH32VII-
O/RN'JS6]MMA=C::]T#;H![7#-L/0=/16F]33:ITYT*]1^7L2OE M+E+U_.PZS.!7:XJZYV_'Q&,&3R%?%;1>'I"5(Y6VEE3HX#94F^\&L&-0\3=(M8]
[/,A9EHLA9&V[1!C&NOO+O3E)KM8=^AY@WJ2 <>XY9\Z;X4ZTR+)/+GEQ$ MN-K$'9QL99[,9HLN>".K0PN'9=>I"A2+A*AVV$VIV7.DQH$1I(*E.R9 M;J(T=M*4@E2G'7$)))/
!-2ORRLBCDFD(;'$Q\LCNP:QC2][B3V :"23V M4/,43YI(H(QS22O9#&W;?FDD<&,&P![NXN.4S&0 MNM)W_!8T-&)PF-HN V_=*]2)DIZ= M"72A[B?4DGU5XJQ]9*M6GK+[4_5=Z?
NY0Q)^6N>P_P!']96PI7V..'*KO'%V M0WP0H_\ T?A7?N[?8?M?A)K=OAZPGRWQ5T]S,YX<3[7F9MQNT>PP.\@GT_RN M6OM^<=0M#>)7/_("#4O(_DGS'L>#@V.SC\H66"P&]0?
\CBL;D'IZ]%!2P?% M)^=YIA^#VI3URS'*,?Q: T@$J7*O]VB6IA([02/QR@20#P_3]*DVR=Z+%XW M(9.=P;#CZ5]]*X]A'5@DG=W^$9"BGQ>/FRV3QV*KM+I\E?IT(F@;DR6[$<#>
MWQD&_N'5=FAA&+0<'PS$L+M:$MVW$<9L6,P$(2$)3#L5KBVR. E/A/\ %14' M@?6H:ER>1OY&F M.=R/Y#OW+9[.OG^4V^C\N3WSX3<)['HO-9Q[-I,UFS!$[;JZMBX&QC8^K?:;
M%@;=@6GU4=?C&S_MVNL%@&/WCP6!%B5O-N&V\O8=([=OH[V6M6._JUP6EG2? MZWKKKF+F :0C7Z=G6V;5(UJU;<8:<5?;O:,@DPW+I9XLEHI<@PKBU";:O4H.L M,BT)F-
S'VX+DGNZ*U)\@08\974KZL6,P4[2ITP?9Y<18L=LR'JQV/?+CD,IE]1(UU]^7&M5FLY6A M*C N>7RXM/%CD'69]NA<16AJ,'8'Q3\0 M*60ADSL>*S.,,K?:JS*+*-D0EP#S5L5R
V5K=RP31RL<=@X 'F&;ZA\(G#>] MC9X]/RYC!Y41.-2W)?DR%4SAIY!;K6&DOB>[82&&2*0#JTDC8PX,YPZ]Z[S7 M+L R5A$;(L)R:^8I?&&U%;;=UL%RDVN<&ED K9,B*XIES@=
[2D+X\U(/C,C6 MR^-H96FXOJ9*G6O5G.&SC!:A9/%S#T=R/',/1VX4;>5QMK#Y/(XB\P,N8N]: MQ]M@.[6V*=A+3ZM(/JI67V<*^WF5IWJ4QV2X\NQ6796&7.TMK6H
MLLW"_8Q/:O(92?""XW9;4MT)X!5VJ(IE$GASQ>U:\>H='VV-:+-G#Y&&P0 ' M.BJW8G5^8^NQLSAN_7N-]M@._?!;;LR:;UM2>YQJ5E[J;KMSK$LYV9L79>-/X7B[N+V:SX@_CS-
K3'DW.1=)D MYU-VLMRD*FRGG6FG5)>0W\&*PE* 0HG4O#;C5G>&.,OXS#8G#W&Y&ZV[8L7V MVW3E[(6P1Q P6(6>4QK7.:"TGF>X[[$;DXH\"=/<5\MCLKG,SFZ3\90=0K5
ML<^FVN&/G?8DE<+%6=YED6-HVWW*BV^JOT.Z7Z$\]U7K[5V99QEU MWS'$[SEV3#,I-D>-K@-79NT6%,)%GM-L[%37XMY4^9!=Y3%:^&$@J)[8X'<2 MM1\3<7G,KF\?
C:%?"WJ]"F<>VRWSI70.L6O,-B>;<1-?7#>3EZR.YM^BX.X_M<+-,*4*U>#8RNCLE_/OT8W;U5F/ M3?Z0K1UL=3-JTYD]WOV/X>SB>49;E-ZQOY,7>%"LL9AB B*NX19L-!F7JX6V
M(XIZ,Y_%.N=@"^",BXOZ^GX<:-GU!2@K6L@Z_2H4J]SS/9Y)+#WNE+Q$^.0^ M76BF>.5[?G-&YVZ'&>"W#JOQ/UQ7TW>L6ZF-;C[^1OVJ/E"Q%%58QL(89HY8 MQYMJ:",ES'?-
<[;JI$7_=;I6_KAWI_YS"O]U*Y+^^UUQ_&FOZ&1_75V3] MYKH'^,>JO]IB_P#R];MM'ZBQG0>HM=Z9PYR8]C.M\6MF*VB3<2PJX3(]N:[% M3K@J,S'CKG3GU.S)BV6&FUR7W5I;2%
<#G#4N?N:IS^6U#D!&VYF+LUZPR'F$ M4;YG;B*(/<]XBB:&QQASG$,: 2=ET_I;3M'26G<-IK&NE=1PM""A6?,6F:1D M#=C+,6-8PRRN+I)"UK07N<0!NKJ58U?U\D^?"M<&;
<[E*8@VZW1)$Z?-E.H9 MC0X<1E(V5AUR.UG-T@N.1GL\R!I M)3\T)2PY^C<&0%-6RV*;D!M,^7)<$FG_A#3X>82+)9*O%-J[*UVOOV'M:]V M,@D >W&5"?R^0"
((.5^PED>147IE>E!E'6RIW:.Q[I=,!Z?;1S$\9'FU\>9 8XH(C\R>ZYL@:\F*&-[VO=') M6M'HX^G7:L>3CZ^GNW7;^(#+M\O&5YI+R)]83VF2JZ-W^.IE]1_&1#:C,=_D M,
+;K[(^\+K@^61&%3Q8W;IV-KN5HN=O2]\)LTJ4CYUI4*9#E. M2%-LR'NPN_&.SQ)JW\5G8J\6H\1%%8?-59Y4&2HR.\HV6P;D0SP2\K+#(SY M;A+'(QK 7-
'$_B%X(5>%MS'9C3TUF;2^:FEK1P6W^=/BLA&PS"JZQL#/7GA# MWUGR#S6F*2.1SR&O=BMZ:O4'>>F_K+TMF4*XOP\?R/*[7KS.XB'%)BW/$HG>%%J7;VEM*/G-
^,6E*^L.'FHL=)"V2W4HS9;&2$ MOAOXZ)]B,QN[M\Z-DE>3;O'*0>P6!<$]86=%<2M,Y.*=\5.[D(,/EHP3Y<^. MR_T9(6D=3U[#*HGE,2HSWVCC:B86!].VEHL@A[(A"X@\:&?$6*T;IB-
YY[E^]FK+ ?^BHP,J5 MB[;T,MN.N3>F+S>8LBRQ M7+(TTA;PO0-P4+2]'294>X&/(C69(8\?)689+3+-F- M]9CJK6@N%K\,?9G,!D9-R/C^>UJD2](GH Y'G-
FM^P>L#.KYA3M[0FZ#5^&N M1'\P0)G$@JS'++BW<(=NN3Q65R[=;H5PEM+6M,FY,R@MMODK7OBGIXRQ+B= M8RMD6UB8/EK("1N//ECD Q]&$Q231-VV9--)%&X
%D+F$$]D\.O")=RM:',< M1LK:Q;K0%CY"QIC?DAYGSRI'GL?;,9;%D(\M)8E9)M\V1\%B-]>4 [$LY&;C<-J;I\R/I M8W[LG0^4S6KI<<"O:8<:]1V51V+
[9)\2/=;!>VHZU+5'%RM$V')=C%;GRSZW M8_Q%_"[CWOHC5=/6^EL/J>E&Z"'*5C(^LYW.ZK9BD?!:K.>_R9XY&-?L.= M@:_8?6ECD+-W%
5SMXN:M=^DM,7'AOM4&>F@A<1||PV*,CYV!WHWF@A<0=] MSL1V*Z8\&5JRS6>JZ3'/]DGTY#8F;S;,\^MD88X'EOJ_DL3M:>X:7>BE_5P& MI&4HB411C_M'6U/EL6Z<]*19/"
[O?,IV7>8J5^3&LD./C=A<=1^2Y-XO?P5> M?Q1W1X\<]F^$3!\][5VHWLW%>M2P]=Y]'V)'7+0:?@RO6YO@]OV\->-'/\E# M1FF(W];%J_G+,8/_
$=6)M*HYP]QDL6N4^]CEHG]./5GZY.N#IMPAV,95O.R M+5E-Z9[M"K+@Z'LON =2>?XIQJS!A9^@=YY!'-=.<79#\M5[]ENW,#5Q0=D9@X M?DN;6Y2?0.W]%V)%1+*9%*
(E$4+C[0-M/],>L?&==QI'Q(.H]66:$^RE?$/&UFPH6".[M;0>2%#B13PJ8/Y/X?7S=B5KB-B:V/ MC93BV/JWSO:B-MQN3Z@J,SQ>Y[Y2XDT<,Q_-%I[U8GM!W:VWDI9+LI^#O9S
M4!!'8 @]=E2OH*:L.=]K>:O"T_%[>G56 M_P)F ^5N*C@M M1;"W)F\CY?&=>8Q.":CYT MU@+VJ<_B=/8UG/=RUV&G"2"6Q^8[\)-)MU$<$0?-(?1C'*2356H\?I'3N8U+
ME'\E'#49[LP! ?*8F_@H(]^AEL2ED$0]9)&A==]U3=3NS>KC<62[AV?=9$J? M=Y3S6/V%#[KEHPW&D/+-JQFPQ5**(\2"PI(?=0D/7&:I^?*4Y(?4:EFT1HO"
MZ"T_3P&%@8R*O&UUNT6M%C(7"T>?=M/ !?)*X'E:3RPQ\L3 &, 4.&O==9SB M'J2]J3.V'R36'N;4J!SC6QM)KCY%&I&20R.)A >X#GFE+Y9"7O*W\>GMZ&&(
MYKK[&=S=7TC(5NY=;H=^QK3UCGO6 0+'/:3)MTO-[O'2+]JX7"*XU)^XK:[M^[V74-S9CLI3L>/RSQ7\3-_'9:[I[0#*@;0FDJW-068FV_-LQ.+)68V!Q\@1 M1/!9[3,V7S7-)B8UFSW]
<\'O"KCLGB*.I>(S[A=D88K='3=29U,1596B2&3* M6& 6#--&6O\ 98'0^2QP$LKGES&;:+QZ.WIUW:Q.V)/3M:+2%LK::N]GR?-(ME^C+4DI$AJZ.9
^ZX^V3WH^;3*9*@/B,K3^&M$U_$#Q;@M-LG5MB?9PV M=UQ[G.'<>:)&[]VE0Z?4$Z5&.C3JCSK2=KNTR^XO"C6?)L,NMR#8N;^+9+$, MRWQKFIE#;#UPMCS5TQ7L2VZ$3* M]
[&6)P//?0NQ^9"RUK1(8Q(&MY^4; M.7G7N/9HJ'RM45B^6+($V5$L#@MMOR;?>UL+/X5/(CMCE08 3H7Q=XRL_:3 MS'(P7*^6MXX2=!(^M9]>T&/WEK):P?
ZAI<>W/UZ&\&&5M1ZCUCA.=YI6I#$HB41*(E$2B)1$HB41*(E$2 MB)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41 M*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1 M$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(HP?VCC;KD>S].V MB81V=.YUVZ&GWAL5,.[='[>]<+>-
#41;6T;I2.3832WL_;C![M M@:VC1+A[B^6Z6]QNP[CLH_/19J<[QZL>GW5JV?F(.4[0Q=%Y;[2M/Z/VFH%:"7<'N.FX MWW79 (0AM"&T)"4-I2A"1X"4) 2E('T '[A40A))))W)))/O)ZDJ:4 -
: M!L !V V 'U!>U?B_4HB41*(K#]3V\K'TV:!VKN^_EM<37V(W*\1(;BTH^ M]+XIL0\>M".2.5W6]R8$$!/E*7U+_902,HT7IJSK#5.#TW5YA)E;\->20 GR
M*P/F6[!VWZ05F2R=>Y:!W("Q/76JJNB=(Y_5%SE,>'QT]F.-QV\^T1Y=.L/C M8M/AA'NYR>P77"9]G.3;,S;+=B9G:Y!=UIAMIE "$) EYQ6,I87&T,3CH65Z..J04JL+ UD->-L; =M@ M7$-
YGN/5SRYQZDJ%O+96]G,GD,SDYWV2YTD]B1TCSU)/*TNY6- M'1K&M:T !3IO2&Z2X72[TC8?-NML;C;.W+#@;*S^8ZR$3F&[O$2_BN-.+4/
MBHCV"POQ^^.K@(NDZZ.%/'7A[%H3AWC9;$#69W4L<.;R\CF 2L;9C#Z%$G; MF#*E1S-V'M8EG/=RVFUI);Z5O]LPH%QU7LNWW5*56R=K_,H=Q2M/>A4&3CMR
M9EA2"%=R2PMSE/!Y'C@^U77!22PYO#2P$B:+*X^2(@['S&6X7,V/H>8#JK1J M&.*; 9N&P 8)<1DHY@1N#$^G,V3<>HY"=UUD3J4H<<0C]A#BTH_\"5$(_P J M0*F::26M)[D
GZR.O?JH-R "X#L'$#Z@2!^C93R?17W5F*,GO\ ,^2Z@.^_KL&[MJ6+PQNE/!C2OF;[-?EVQ;_YKY6N%NWPYB[]*P^^T1[4&.]-VI-31I(1+V5L] M=]GL)5PM=DP&SO/J#B 0?AKO-
]M*DJ/*>Z,H%)/:4Y_X2\'[9K#/9U[-X\-A M16B<1T%G*6&M&QV(W%>M./0[/W![K7/C(SWL>BM.Z?8_:3-YTVY6@]35Q-9S MR".Y!LVJY![;L[$]HWWIZZK_%S=:W3=@3L8RK?
*V=8;_>F@@K3]Q8\B2 MR'=.NP)'9<5\'L!]TW$[16(\KV7>8R5_M1K)#C8U8ENH!Y[52; MQ>RT5[J[4;V;BO6HX>N\CH'V9'W+(!V[AE>MOL00' M#N"N&O&CG^2CHO3$P*YP\.^
&H.+VDH7 ML\R#&V9\Y."-VAN*KR6(2[T -OV8=>A)Y>Y"G]5%@I=%UW_J2[4_7)UR=2.9 MLR3*MS.QKIB-E=[^]'W-@J&<0A?"\D);<%F<4DD*Y,LW!_!_<]P MTT?
CG,Y)G8B&_9&VQ]HR9=?EYO>1[0&;GKRM:#V4./&O/_=+Q4UKDVO\R%N: MGQU5V^X]FQ09CHN7^2X5B_ITYG.(]K>G]GCZ9K"UB.SNJR_VMF7D=PO[^K]?
MS)+*5FSV>U1(5PRZ? 4L$-RKO.GP;6Y(;[741;;(CA7PY3R5"HCS[F8K1F.DQ&D=,8N7?S:&!Q5:4'J1+'2A$C= M_P"2_F'V*$G7&3CS6L]69:+K%D=19BW$1V,4M^!B4!25$
J;^=MEW4CQP%+<()[JX+\5& M9&0XC08QC@YF"PE.LX_1L7'RWI01UV/E35]_@!N!LI#_")@W8WAC8RLC2V3 M4&?O6F$C8NK4618^(CWM\V"QM\2[WK>77-"ZH4#3UH=J?
K0]0+;;$>1\>UZU MA8QK*W)"@I#3N/VEJ;>THX)2"<@NUS2KM/GL2%?B20)0/#MA/D7A5@7.9RS9 MB2YF93ZN%J=T==NA43?B8SWR[Q?U$UC^>#"14<'#UW#74Z[9; M0'4@?
MRQ.#M[AOU!6RO[.)JOXMSZC]V2H_B)$Q+6-ED*0?*Y3DK)\@#2R. 4 MHCV!+G83SW*XX'.G/%YG-H=(:<8_P"F^_FK+ ?1@92J RH#MOWZ[=-Y4%<1+O9*(E$6D7UTNJ
MR5HOI;CZDQ6Y*@YSU#3IF+.NQGBW-MVO+6TS)S.6VI"@XT;J)%NQQ+G@+CW. MX!)[F^*Z1\,VAH]3:V?G;T/F8W2<<=YK7M!CERLSG,Q\;@00[R.66WMUV?#% MN-CNN7?
%7K^32N@V:>Q\YBRNL99*#G,=M+#AX U^3D:00YIGYX:8/8LGF ZC M90_>GG3-_P"H;=VL-*8P%)NNQ%'+H[3 M-S6.J,%IB@"+&9R->ES@$B"%[N:S9< "0RO7;+,
[HV9LNQ\U3K+$=,ZXPO5> M!VQFT8C@F/6W'+'!92E/;$MT=#)D/J2!\;;>#LV?(4.^3,D/ON$K<4:B%SF M9OZBR^1S>4G=8OY.W-.TUA< M9@,3 VMCL33@I58F@#:.%@;SO(^E+*
[FEE>>KY'O>>I*N!5J5W6E'U](4"3T M#2Y,M#:I=NW!K:3:U+("VY3SMW@OEKGR5*@2I:%!/GX:ED^ :Z-\+3F&+J9+?/Q Z+Y +91QY[PO@IX\]W''FI%
M)+AE<66[\PR5$MV[\PM1;;;==]]MO MBNSK@%1@PBON[S$C%?=SW=Q91W=W/GNYYYY\\^]0PR[>;)MMMYC]MNVW,=MO M@IS8M_*CW[^6S??OORC?=0A?79C\C9^';'6V,=
MZ@LY3]$ 7>]/IFL.U.H'.-Z9;;&KI:]#6FU)Q2/+92]$3L#+53FX%T4AP%# MDBPV:W7&3#X!5&G38E<;IFA,Z"?4\\YO/C<6R?)5 1& M6
$'<,M6)862=@^.*2/J'."R+PBZ'J9_5^4U5D8&SP:3KUQCV2-#HQE\@91% M8V<"TOJ5H9GQ^K)98Y 0YC2ID]1[*2A*(H GJ[9O!SSU#.HJX6U2%Q+%?;#A
M8<;4%I7*Q'%;+9;B>\$A1%RC2T'CCM[>P\E))E/X"8V7%\)]13 B2U5M9'8 M]-H[]ZS9A&VP(_!/8?7???L5$5XBM 'W RU1T]=P?12A:XK7=B41*(H-7KH;3& MP^O;*\=C22_;=2X5AV

L("^Y#5Q=@N97>P$@D)<$W(DQW>/)^50% *214EWA MFPGR3PNI6WLY9L[DLAE";J86R"C6Z]R/+J%XW[>8[;H=S%?XJL]\L<6LA28 M_F@T]C,;B&#?<-F=$CO-NACO]&T'J%?/[/-
JLY/U3;*VG)C]\/5NK'K M?"?4@*2U?L]NK%N8"%$?A=-DM-\3W)/(;<6DCAP&L9\6.<]BT3A\(Q^TF;S; M99&@[$U<7 Z9^_O;[3/6Z$=P#Z+*O!U@/;]>YO/O9O%@<"Z&)Q&X;;RUAL+-
MCZ.]EKVNQZ D'Z04R*H]U),E$3V]Z(NN3Z[]IG=/6+U&;%;DF7!O&TLE@69[MO^(DV'&I9QFR!M7)'PC;+1&4T 2$H4!]*ETX88,:A'52(?
LY>JQ;-4[_P!RRHQ#V79O8<"M$I2.";=AUH5=KFEI? Y0[<SPEP]XAI.+3TZ2 M'N-EV/X,,!Y& U?J5\>SLCE*F)KR$=X<;6]HG#3[C->8'#MO&U7T^T$[N.+ M=%^-8? ==8:V7N'&;-
=5-J4D/VO'[5?,I5#=X*:>GVJWO*2KPI49(]N0<9\ M*F*AO<1+F0E:'.P^G[EB $#YLUJ>M2$@]Q;%-*T?SRLJ\7^8GH<,Z..AU?,;OY+IH(7$'OR >JB*=/T?$I6^-+1L^=88PA_:VOFLM>
ME*"(C6/+RNU)NRY:U?A1$$,N_-+/A#'Q%'VKO;5;K[-,:B?BVN=DFX/*NH-8 M"9#;%&0>K]AZJ.[2#,=)JS3#,NYC,6[4&';D72$"-M,Y"O[09 M">@C\KF$AZ[,YC\5V7D?
X!CL&*63%^"U\L8Y06"QV)^"6"W_!99^'V_#*/P M=G;V_AXJ'!_/SN\SFY^9W/S;\W/N>;FWZ\V^^^_7???]IO&4;@UO%UP,%? '6I_P $UDOGLY]H(XN8\HV<2WKMNN&N.? 3B/Q&XA7]
M1X2/"#%&AC:-,V\F8)W-JU_PKGP^0_R][$DH YCS !W3CYZ;>\>BC-M MS9OO$8G9BS"AB+RZW:VVD_QGQ@%G\/PSSB M7'_C!IKB/C=.XW37R@8\?=N7;SKU7V4%[X(X*S8QYLG.
UTQ<2!RG;ON%F?A MQX*:JX8934N4U5\FB7)4*-"@W'VS;^9'8EL6G2$Q1^7N6UPT;GFZ]!R]=\E< MOKK)*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$
M2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B) M1$HB41*
(E$2B*"_ZY6R59[U_YO9&I!>M^K\-PC!(B KE+,K[J.3W=(3W*"5_M>.1.M+X[>Y+#9*>1R9,?#1AQB^%>-LN8&RYK(Y+)O.W5S//]BKD^\>54:1[N M9W515^*?-G+
<7)C'HV3V57]MQ0Y2S=\D?@8E;U>1V]XB72[+1S^)*VTK2/PDBU>*; M,G'<-X\:QY;)GHV:]*/?MYD, /H02#W"N_A&P8R7%&7)O8'1Z?
MP%^XTD;\MBZ^''0GW;^78L$>NX!'8[38*CC4GJ41*(E$2B*.A]HDWDM/ MZ&MDTM2MFYE,S+(H[3A2XYC>!QVT0&7TI/*H\O(;S%?2E0*%/6CN_:;377'A
M+TT+FI,_JB:/FCPV/CQ]1[AN&W,HXF5S2>SXZE=[#MU#;'N)7&7C)U0ZEI?3 MFDX)2V3.9.3)76-/4TL2P")KP.O))JW0VHW(Z MI-NRS8MA3?
T)2I0&,6=\WW)5+"02&_N2V3DJ400D*Y4"D&NP^(VHON4T-J?/ M!P9-1Q%KV4D[?MVPSV6F!OTW]IFB(&XWVV!W7$W#+37W7Z_TGITL+X)]P]E@E!W]"NQ[889BL,QHS2&
(\=IMAAEI(0VRRRA+;33:!P$H M;0E*$) 2D #P*B&>YSW.>]Q<][BYSB=RYSB2YQ/J2223ZE32,8V-C8V-#&, M:UC&M&S6M: &M:!T [+]:^5]+%
[K9SUG6/2)U(YP\ZEDV33F=_++4KM MYN%RL,RT6QM*OHX]<;A%9:\C^-<1Y'O6:\-\6[-:^T?C&M+A9U#C.<#KM%#:
MCL3./P9#$]SOY(*P3BAEVX+AUK7*N=R^RZ;RW(=]MYIZDE>!H/O=--&UOQ(7 M6_#*!W$GM3^)1]SP/)/[S[U+WZ]!M[@/[H6>PZ]=A^?9=AKZ8^#/Z[Z".E
M[')3*H\MS6%LR.6TL%*T/YE+FY.P?"EA/8-!9+,/9M)GXER MXH\8&?\ E'B+C,(Q_-%I[0"1@/1EO*3/MR[^YQK,I[_Y5]'V>W5AROJTS MS9LF/\2%JG5<]N(^I'#\^*_-^PZ
M$Q>&8_:3.9R(R-!ZNJXR%]E^XW&[?:)*NYZ[$ 'NOOP>X'Y0XA9;./9S18# M3-C>1N&V\K-'6CZ^CO9H[>P]021V4S&H\E)6E$4&KUT-J#8G7KE..QI9DVS4 MF$XA@$=*5]S;-
R=B/95?$)'\A:)V0B.\G@?QD8GSR"9+?#-@SB.%]*X^/DFS MV2R&4=N-BZ%LC:-9Q]X,53G:?<_OZ"*_Q59_Y9XM7Z;).>#3N+QV(8 =VMF= M&[(6@/U-
_[GE1^YC$L,Q_7UID*3X3<3A-*Z=8_9U[(VLK.P'J8]$ K0%P]0Z M6Y(6GWQN]5L;P8X#S_J_4TC-V8_&4\/7>1VFR,YM3\I[MAI1AP]TC>O<"4 M+N_8,34^G-I[-FNI9CX#K[+LM4M9
!G]-9_.2N#6 M8G#Y'($GMO5JRS,'Q+GL:T#U)]5UGESNG7:?-NLYU14I3DN MX279DIQ2E$J4I;SSBB5$DD\D\U,A!#'7AAKQ -B@BC@B $<3&QL&PV V:T M#L
H09YY+,T]F9Q=-8EEL3..Y+I)GNED<=^I)@KIUQQ M^+\K<[WAB<^O""GM<7<,^G2LJ"GN0%%Q$&Y0H_"P%MH90T0 V$B*KC=G/E_B MAJVVU_/#6R)Q=<@[@18N-
E'9OIL9(9'=.A+B[U*E\X"8#[G>$NC*;F>7/:Q@ MR]D$;.,V7EDO[NZ EPBGB9\[YP#0T[;;#8-6J5N!8P=:NTD:6Z3>H/9A?3'D MXSJO+7+6XI7;_P
MW*V/6>QI3Y!*U7>X0@D)/<3^SYK-.'.$.HM=:4PW*7LN M9R@)V@;_+6AF;8LD]#T$$4FY/3WK!>)V>&F.'VL,YS!DE' 9!UAS5@TKTA]/&ME,)CS,?U9BSEV;"0D MB^7F W?
KV5\>5+^];G+2I2OQ'@=WGP(B.)6;.H]?:MS >7QV\W>$#B=Q[-7E M-6L![AY$,>P'3W*:'A7@?N8X=:-PA8&24\#0=8:!M^VK,0MVM_C[1/)N3U/< MK):^WB%CUDO-
_N3J&+=8[5<+Q/><4$(9A6R(]-E.K6?"4-L,.+4H^$@$GP*P MZK7DMV:]6%I?-9GBKQ- W+I)I&QL:!ZESG >\K-[=F*G5LVYG!D-6O-9E>X M[-;%!&Z61Q)Z -8TDGT
76<;>SN;M':VR]DW%Q;LW/<\RS+WUN?MDY!?)US0 ME7)/'PVI"&^T'A(2$IX2 !,E@,7'A,%AL/$ V/%XNA0:!V_:E6* GT[N83[S MOUZJ$#466ESVH,WFYG%TF6RV0R+B[O\ MRU+. ?
YK7ANWIML.@ 4V+T/=6'7 M'0%@%YD1@Q<=K9-F&R)2E([77(DVZ''[,5\CN[#:,>B/-7#Z77;U6@UT4E$2B*"_P"N!NY[M;/75F&+QIBG\?
TG8+)K6V,I<*F&KLB/]_P"5/(2"4!Y5XNZH#Z@ K_DQH?X MFJDQ\->FVX+AE0NOC#;>H[5G,3.(VRT6D]RWV> 2M_TQ(Z.V$5GBDU0 M[4'%;)4&2%]/2]2KA(&;[M;8#/;+[@.W,;-
DPO/?\ UI^BLC?L\VDV%JK$?%CJ M-U#2.%TY#(6R9_)NLV6!VQ=1Q3&O#7 =VON35W 'H3"=^PWS/P=Z8;D=:9S4 M\\?-
%IW$MJU7$;AM_,2.C+FDC;F92KV6[@[@3>XE3$ZC\4D"411[/M%&>-6? MIET]KQ#R4R\WV^+TMD*'Q%V_"\;N:GE*3SR61-OUOY/! =#0-=7>$K%NL:SS M^6+3Y>-
P!KAWH)55EZ;@\I=]G'OC*RS:VAM.8<.VDRFH_:2T' MJ8<92G+B1OU:); MZ4_5#$&/(><'_5MJKM;7F3;AM%:KR;G?@TKLEWWF8D=Z0^M+,>,RX M\\XKPAIEE!6XM7'LE"$E1_("H?
6M<]S6-!<][@UH'=SG'8 ?$D[*:YSFQL<] MQ#6,:7.)Z!K6@DD^X #?ZEUK_5+LU[<5HW6"1[MW3ND<0>Q.WHH3=>9QVI=:ZJSSG%PRF>R5F(D[[5S9D96:#UW#:[(F@CH0 I<
MWH$ZK&#]$LC.I$LF/"+B-H')'*F_CVFZOMJ![2F3X / M=SP5XI_* MO9RSZCSE^[S$=75:?)CZWUCGKV'M.^VTG3X[P*YL74BX/*+_<4QK(LINCB M6;9C5BNU_N+JU=B&H-
F@2+C+<6H\A*41XSBE*X\ $_2JFE5EO7*E*$%TURS! M5B:!N72V)60Q@#U)>\ #?JJ6]2GYKM]R/P\#P! M4RF%QT6'P^*Q,+0V+&XZE0C Z#EJ5XX!MV[\F_VJ#W-Y.7-9G+9B=Q=-E
MR,A)))?=M2V#N3[O,V^S8=%.&]%#5AUGZ?NK9LB-\OXD M -8P%SG$GH "23T 76J=2VRW]R=0N[-IONJ>_3O9^9Y%&6HDD6Z9?)@M38Y M_90U;$1&D('"4(0E"0$I
J8C1N&;I[2>G,(UO+\F87'5'C;;>:.M'Y[C[RZ8 MR.)Z[DD[E0E:WSCM2ZQU1GW.+OE;.Y.XPGTAEMR^SM'N#8!&T#L -AT 4K3[M/-
JP8OTK['VC)C_#F[2VG)AQ'E)X4[8<$M<:UQ2@D<_#-WN-\Y*24**!]4FN M'/%CG/;=;X?",?O'A,(R21H/06LG.^=^X[;BO%6^.Q]Q7?O@ZP/L.@2U$7>NXJNKMZ]@ /16^]9CI;S#J
M>Z0)T?75KD7[.]495 V79L?AI+D^_6Z!;KG:LDMEM9'F1<_N:Z/SX49/+DMV M"8C*5/R&DF[>'G6V/T7KZ-^7G95QFQ;D/+%5EEFAGIS3./1L/M$+8I' MGI&V7S'$-
:2K1XE=!Y+77#F5F&KOMY;3^0ASE6G$"Z:W###/7NP0-'5_LT[MY8HQ\Z1T7EMW<\!02GV'HSST64R['DQW7(\F-(:6R^P^TLMO,/LNI2XTZTM*
MD.M.)2M"TJ2M(4"*DX8]KVM>QS7L>UKV/8X.:YK@"US7 D.:X$%K@2"""#LH MI'LUP#FN:00YK@""""" 5M[Z1O6DZJ>F&R6?! M,A-IWCK.R,,P;78:1/BSOE(S24MPXE[B7EB*VE+,?
X M#*4H3H+7OAUT/K2S8RE3S]-9FRYTLUK&LC?2LS..[I;..?RQ<[W$F22M)7<\ MDN?SN))Z*X=^)K7VA:M;$W/9]58.JUL4%3*OD9>JP- #8:N3CYI?+8T!L4=J M.RR-
H#60.6]5>&+B'@1+/B&TM4TV;N!QLGD7^0>KL?:+'.5I]630N>QWQV=N#T.Q5152*M2B)1$HB41*(ME$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$H MB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2 MB)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41 M=
<=UV9:YG/6;U090MTO)N.[<^9CK*NX_)6F^2;- 1W D'X<*W1VQQX 1P ! M4NW#&@W&<.]%4FC;R=-XMSAV_"3UF6)3Z=Y)G'[>O7=0O\5\B[+<2]=WR[F$
MVJ,NUAWW_!5[3ZT(W_DQ0L;]BWW_&;S#FA:^J/8*VN7W;EKO#(SQ3Y2S&B9 M!?)C;:N.>'')D)3H!()99Y\BN7/%_D'&?16)#OFMARV1>T'NY\E6M&2/Y(CE
MY3T^D[OZ=:^"O&M$&O,P6[N=/AL8QQ'4-9';M2M!_E&2(N_FM]RE!5Q8NZTH MB411[^I3UZL5T)OC:&F+1H2=G\76N4R\3=RV-L"':8]VN-K:9:NQ9@'';@66 MX=T,N
#\V[\7Y4N\I*RA/5NCO"]>U1IC"ZBGU3'BWYBE'>;0?BGV'UX9RYT' M-+[9#S&2'RY=O+;R_+UVW/'NMO%I0TEJS.Z9K:1ER\>$OR8]V09F(Z[+$T# M6ML%L/L4W*V.?
S(@?,=SUM:+)*G9'* MS!K(FIUXO\N4U LC,9FPVP-._)6^?.=>5(64-M-(#1^+W)P/BYP;CX55ZW/S-\R:*)H#!NYQ^=\W8[#X,<;YN+US- MQ1:5EPE/"5ZLDMV3)-
NMELW))&PUFL;4@Y7>5#-*YQ>=@UHY?G;B/3Z]^R7< MSZYUX>B1\6!JK6.(8XTRE94AFXWX3,MN:NWDA#RT7> V[P!W(CLD^W)ZP\+F M';CN&8R!9RRYS-
9"VYQ'5T57RZ$/7U:#7E+?<7N]ZX]\6N;=D^*AQH?S0X#! M8ZDUN_1LUOS,C.=M^CB+,37=.HC;[MS5/V?;6:,MZR,JSZ2PEV-JK4U[G1G5 MH"TLWG+[C
QR&4D_L.FV*O90L>>U+B1^T2*'Q69DT.'U'%,=L_.9VM&\ [%U M>A#+;DW][?.%;<>_8GL-Z[P@X,9'B5?R[V@LP&GK4K'$;AMG)314H]O<[R#: MV/N#AZJ:-4=BDS2B+2=Z]6W6M?
| 0_(P6/+^#=]S9_C&)-1TN=KCUCL;R\NO MSG:/*V4_<]NB/_A'SR/(5VUT=X7L [*\269-\?-7T[BKMYSR-PVU9:*%5N_MHXBQ-
(TCK^"/INN8/%GJ)N(X6OQ+).6QJ;+T<>U@=LYU6JXY&V=NY8/9H6.^ M,@Z[[*&5J_[IM'96 :VLK*W[KGN98WB$!IM/@)/1=F-B>.V_#\5QK$K4VE MFUXMC]GQVW-
(2$(:@62W1K;$;2D>$I1'BMI]@!Q4-UZW+D+UR_.2Z>[:L6Y M7$[ETMF9\SR3ZDO>3OZJ;_'TH<;0I8^NT-KT*=:G"T#8-AJPL@C 'H Q@"Z\ M#K_VH=T=9_4=L!N09,"?L_(+-97>
[N2;%B;R<5L_8?/"%P;.TZ$@D)+A2"0* MEEX58/[G>'>D<46;[=8W^(EL.:??MO\%#CQ=S_P!TW$S6 MF8#^>*;.W*U9V^X]DQ[ACZVQ]QBK-
KQ>D<>P=860?)KCOQ99SVS6>$P3'[QX7"B M>5@.X;9RD[I3N/1WLT%=WOY7C?T7;7@XP!I:'SVH)&;29W/&O$XCJZIB*[(F MD'U:;-BRW;\ICO>I!EX]FL8TN<3\ M 2NM3ZE-
E/[CZA-U[3?=+QSO9V99%'65%8%OFWR9]UMH4?):9MB(C+0))2T MA">3QS4Q6CL.S3^E-.81C0WY,PV/J/ &V\L=:/SW$>]TQD<[;H7$GU4)6MLV M_4NL-
3YY[N;Y6SN3N,.^X$,MN7R&@_DL@$;6CT: -SLI@?H)ZL_03H;CYI)B M_ N.W]BY9EOQE([7'[+9W6,0LP[O=;256.X/M$^QE.<$@UP#XHLW\I\2WXYC M^:'
8BC1Y=]PVQ8:Z_8Z>CMK,3'#W1M^*D:\)>!^2N%;,F^/DFU'F8C9 MSZU9S,=6&_JT&K,YO?K(Y7%];3:?ZM.@#9EN8D_ N6T;UBFM((2OM<<8O%U1 M=;TE '!4E5BLEQ:= /A#W)! (-
H\.&#^6>*F&E!4-=RU+>MVKL[N::W8GLS./XTL\KI9#]KGDJ<&E4AH4 MJE&NWD@IUH*L+!M\V*O$R&-O3IT8P#HN:JF54M'7K];3_0KHH@8"DEJ?M[9 MV-
6!;*5]]G[)C2)66W7E((*F4R[99VW"/ 6^TA0(772OA9PGREQ'DRCVRN!OW)G M?& .Y) '4@J//0.#=J76^E,"&E[I))W)*FP:UK&M8T!K6M#6@ !K1L .@ V '0+ [U/=J'3W0AU'Y
M4S)^6N5PP&7A5F6%]BU73/9,;$6?A'QRXTS=Y$D)]U)84D>];/X+X/[H.)VD M*+F<\,64CR5D;;@08MC[[N8;'HYU=C-]NA<%J?CIG_N;X3ZUR#7\DTV(DQ=8
M[[$SY:1F.;RGWM;9?)MZ\A"Z]V! DW*9"M<%M;TRX2HMNA,M@J<=E3'FXL9I M]U+<><0A(^JE"I79960QRSRN#8X8WS2.=V:R-I>]Q]P#02?< H?(HGSR101 M-
+I9I(X8FCJ722.$;&C;U3/ZFS^:D<7NRF8R%T.)W/)/:E M?$-]S]&,L:.O8*;K2&%CTYI73F!B:&-Q&%QM M V'/7J11RG;^5*'N/Q)5WZ MQ]9&E$7QW"='MD"=6 M*&,F[VN>_BX' ?
BJS)O\1*F+:_FBP>"J1 MCC$^L#[PUI^)D8\(.$&/X:7,NYFTNH-079PXC8NK8^.*C#L?5HECLD>YSG>] M;UJYE75B410W/M"VW49;U1ZYU+"DAV'J76K)"/"?@#0T3E\[(PMDSV9,
<+B-BZIBHO):0>Y:;4]H#XM/P M)C9\8>HAD=>873T3^:/3V$;+.T.W#;N7F,[VD;]"'I!4<=_1X]0K'>AAJ)W9 M77AC&4/Q"_9]-X?E&P)SJD%335RD1!BN/ JX*4N_>%^5+:\A1^241R
KC)?$ MQGVX;AA=I-DY+&H1W3;\)UZ[+%O"MIUV;XL4 M+SHR^MIO'7\O*[;=K9WQBA3!.VP=YULR-Z[_((^XJ7-UT;3&ENC_J*V0B0F M-,L.J\I8M+Q6&U)OM^@KQVQ?"43X?^]
[M#^#[_Q@3RDCD'@OAGA/NBU_I'#E MA?':SE%T[0"X&M5E%NSS ?B^1!)S=NF_4*0_BKGAIGASK/-!_ER5,!?97=OL M1;MQ&G4Y3^5[18BY?Y6W?LNN- <5PE(+CJN$I_:<<5X
'[UJ('YFI=R0-R M=FM'4GT:!W^P!0O@$[?.<=@!ZN<>@'UD_I*[(3HOUKL?5HKQ1!OP 4T_#/ C3'#_1^#Y>22A@,>R=NVQ]JF@;9MDC
MT<;,TI=\25DY6&+.5KU]53:OZH.@CJ)R%B48ETOV'?J_LJTK^&XNXY_.BXNI M+2O!*T6^XSY 2/=+"@?'-;7X'X/Y?XHZ2J.9SP5$NLKC)/+GMXWY(K$'9QFR\K*&S3[VQ32OV]0PKK]
[3:I M=[NEKL=N:4]/O%Q@6B PV.5NS+E*:A1&D#SRIQ]]M"1]214JEB>.M!/9F<&Q M5X9;$KCV;'"QTDCC\ QI)^I1"UZ\EJ>"K"TNELS15HF#NZ2:1L4;1\2YP ^)
M79AZ3U]#U1I[5NLH#:6XN X!B6)-I0GL256*QPK<\X$\#M+K[#CI! (4L\CF MH;M2963.Z@S>9E<7/RF5OWR2=SM9LR2M&_KLUP&_P4WVF,/'I_3>!P<(CQ& M(QV.;L-
@34JQ0N=MTVYG,+MOBKGU95?4HBQ!Z^]IC3'1GU&["0^(\ZUZNR2V M6=PK"%"^9/%_1BS?#Y\J<1<;O'="4*4&R$D'R,_X683[HN(>D<26\T4V;IS M6!MN/9J3_;;&_P
##7>"3TZK7/%S/_Y]!^@#_)!0R=A] M0Z_^/N78F>G/JHZ9Z(^F_!GHXBW!K6MER.\M%'8X+SFB7,NN8>20"'FY-Z6R MZ#R4J;[>2$BHE>+F<^Z'B1J_)M?
SQ',6*E=V^X]FQVU"'E/JTLKAS3ZAV_JI MD^#. ^YKA?HO%.9R3-PE:[9;ML?:LGS9&?F'?G$EHM=ON06[;[+-:M]!V1XO&E? N6WV7-'?YA(ZM7-7 MBMSYP_":[0CDY)]1Y3'8EK0?
G.@;(][(6M@.O+Y=,,>>VT@:3\[8PG<(Q6?G6 M:8CA-K;4]PXO!;0DK4N5?KK%M; "4_B/#DH$@>> 2*DJ48F@$DR6[$<#! ML.O>0=NON79GX/BT#!L+Q"'K4VEFV8CC%AQFWM)
1#L5KBVR,G\(Y#,5') M \GD_6H:\G>ER>1OY&?]4X>*H0XK&8[&5VAL& M.HU*,+1Z15((X&#IT^C&%5-4*KUK;ZJ/2FZ/>]^=<=EJJW;HUD,PB;W\H[+2FO> '#CB!+->OXIV*S,P)?F,
M(]M&U+(0=I+4/(^I;=OU<^: RN[>:%H4ZA?L]_4!@[4^]=/^P\9W-:6 \\SC M5_:1@V;EI *TLQW'Y$O&+F_V_@!5<[075@=K [^$=0Z3\5VELDZ*MJK$W-/3
MNY6NN57')8WF/0N>&MCNP,WZ[""QL.[NBY+UCX/M7XH2V=(9BCJ6LP.G\NNF!;1PS(<#S&S.?#N./9- M;9%LN#()4&WVT/I")4-
M*HTV(X#DH_&P^XCS73>'S6)U!0ARF$R%3)X^P- MXK5.9DT3NV[26DEDC=]GQO#9&'HYH*Y3S6#S&G,C/B<[C+F)R58[34[T#X)F M@DAKP'#:2-^Q+)8R^-XZL<1U69?
IZ]=^SNBW*^M U[Q8X887B+IZ MY%-5ABS]2K--ALJQC6V8K,3'/CJS2 !TU.PX>5)#(2UA>)8^5[03LK@]Q8SO M#+4M&:O;FETY^I-5ED;');@B+N6"[5:3+%-&&E_(8I>:-Q [!*
M%,CW"'$GPW4OQ)T9B9%>004/1Y+2'F'4$<@I<:6E:2#P00145$D;XI)(I&EL MD3W1O:>A:]CBUS3\0X$'ZE+]%(R:..:-P?'*QDD;QU#F/:',<#[G-((^!7TU M\+[2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$ MHB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$ M2B)1$HB41*(E$2B)1$HB41*
(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB4 M1*(E$2B)1$HBZT#J'9EQ]_[R9GGNFM;@V4B2KCM[G1F5Y[CP4H(\$>Z4G]U3 M(:2=&_2NFG1#:,X##E@[[-
^3J^P[G^TJ$+6+9&:OU4V7]T&H\V'G;;=WRE9W M.Q_L"E&?9QYD)S0_4-_;[/O"+MJPR)?"R5F-,Q%A$+EL^$I"XLL)6G]M14# MY17%'B[CD&J-
)RNW\I^"M,CZ=.>.^XR;.]3M)'N/3I[UW=X+Y(SI/640V\Z/ M4-1\AWZF.7'-$6[?0 QR 'U.X]%(SKD9=GI1%CSU6[^QWIAZ?-H[MR-]IMG" ML8G2K/$<6E*
[QE$MLP<8LL=*O+CUSODB%&*4I44,J>>4DH:61EFAM+6]::KP MFFZC7%V1NQ,L2 $BO2C/F7;+R.S8:S)'[G8%P:W?=P6':_U=3T+H_/:HNO:U MN,HROK1N(!LWY!Y5"JP'Z3I[3XF;
$AI<[;9I76^Y%?[KE>07W*;]*5*6_+DNN'GDDJ^IJ7RI5@H5*U*LP15J=>&K M7C $<%>-L43 .P#8V-'V*%F[?4E\C MW'W]5.W]'GIXD=K%;)*"@'$KM>-L MP7'F5\%B?/GH*4J[A48WB
ULS6?$*_['+YN*P#!A,>YKN:.1U9[W7K+-NA$U MQTK6N'THHHCVV4K?APT(_1'#7'&[#Y.8U&\Y[)-T[%LTLH(WW43+U4;M)O/J#]4LF42IR-L8VALE15Q&LEBLUIB)'(' 3'AM@)
M'A/MY\D]V<#X&5^%&B6,&P?B//=_/L6K$[SZ_CR'Z^_3L(^>/=B2SQ@U[))] M)F:-=OK^#JU:U>,?8R,=/1;E?LV]DB*B=6&1E(^>:F:IL:5<>?DWH^:7!2>[MGGCX[*3V\
<<^:YY\8%EXDT+3W/E.CSEDCT\QK\=$#]?*X]5TIX*:L9CX@W=A MYHET_5WVZ^6YF3F(W]W,T=%*)KBI=W)1%"Y]?+J/C;5ZI;#I>P3T2\=T!CKE
MNNOP'.^.O8&6_*W/(&^4DI+UJM4>QVM]/'G3FKUV5('CNV1LC3U!5+^A+TXR-O]8#6UKI 4]A_3Y9' MLJ=DN-DQG)S5[99(RXKC MCYZW6*:[;6^"1W*>N
BLI0.5+4L)2"H@'@'1^'?J#56G<(QI<E2WY$V6ZM16X[(DN+?D.K6?*UN.K6M2B25*)))))J M8N.-L;&11M#61L;'&T -8QH:QH Z !H '0 ;#HH2))'RODFE<722/?+(XG
M=SGO<7O<3ZDN)))ZDG?(UQ:LNNX[>U:[KG2GL MPEJ<\ J6@WI# 4H!1;90#QQQ43O&/-G4'$S6%\/YXF9>>A7Z[AL&,#<>P#T M/LY=L.F[BIB>".!^YSA5HG'.9R3/PM?(V>FQ-
C+%V2D)[$D>U!NYZ[- /99S MUK-;56'/J";=CZ/Z,NHC82YC<*=#UK?['85K<#;CN29;&.+V)F.>Y*E/FXW9 MAU(;Y<2AI;B1_%FM@*L_4O$/26)$;I(I,S4M6@!N&TZ#Q=M.?
Z!GE0.:=^ MA+@WU6MN+^HF:6X::RS!E$4T>$N5*A)VP5&LZ@E_G6&.&W4!I<*6VQP5+<=60E X')4I:R!P 22> .34MQ+6@EQ#6M!)/8!HZ MD[GL />H: '.(:T%SB0 .I)
<>@'O))^TKLD^D/5[>ENE[0FKT-!A[#]68?;K M@V$A/%Y>M$:??%*]UN7B7.<6OW6M2ED J($/VOLT=1:UU1FB[F;D,WD)8G; M[[UVSOBK ? 5XX@!V Z!36\.L"W3&A-)8$-#'8W
8V"8; ?MEU9DMHG;U= M9DE)/J23ZJ/[]H\VGPGINTG%D\%2LNVA>8R5_M(0F-BN/N.HY_G+R+X*B.?# MWGS757A#PG_]8:C>SL*&$KO([$\]ZT&GZA4YA_-^WD+QHY__/HK2\;_
%R. M>LL!] (Z%,N'VW>4_P X+5CZ-VK#M+U!-+!Z,)%MUXK(-H7(J1WML_HG:'_N M=Q8(('&13[/\-1' >^&/'/(W;XA,X,)PJU'ROY)LL*F%AZ[.=[=8;[0&^_\ M:D5CF_D[GTV.A?
#9@#GN+^F.9G/!ACS5N4_E;*> MY472EJ2B*(K]HOVI]\[KT5IR+)[XV#8#>8>\2_!8T^@_JO]/\ KLM6 M628WQ[=J'7^79HXXI/)[.?)7#* M>@Q_+-G\K0QP .Q=!"]V0L?
6W:K&UW\\>]81X4,!\K\5Z^0?'SPZW2-VRG 5&PI2%'E^T2[4&/].>H-1QI?PY>R=FO9#/C(M60MZR8!:''3\5(/"F#>;_:E@'_IF&U#R@UUCX2L'[7J[/YY\?-'A\,VK$\CH
MVSE)PT;';H[V>K.._P!%Q![A<=>,G/>QZ,TYIYDG+)F\XZY,P'8NJXBN7'<> MK?:;=<['\9C2/HJ.3Z=VJ_US=;/3?@CD8RK>_LNRY%>FNSXB#8\,+F6W4.I] MBTN+9E,NQ4KG?
8^TY':A#R_R@^P'#OU M;LN,.#> ^Z;BAHK$NC,D+\Y6NVF[;@U,9S9&QS#\ET=8L=\'=.NR[%"HE%,H ME$2B*R'4S>G\'FU)Y*1W)4D%))'! \UD MNC:
[;>KM+U7[OP6+:XLNIZ+U;;9N'U]-YN9I'<. MCQMEP(^((!'Q76F(Y[$3]\G@QQK#Z=_M3 Q%2E*;C@\V_/=O\J5?LFOMUD+5X'XU.RE%?O\ BY\D>3%3QVLOM<6=:.>2
M?)R4=5N_I'5I5H&#N>@:P;?#T"E[\/=1E/@YH5D8 $V+EMNV]9+=ZW8>3\2Z M0[_^/=;%JU(MS+ALBR"T8G8+WE&03F+98L6? M"6X\5AUU9]^$GCD\"JBI5L7K5:E4B=-
:N3PUJ\+ 2^6>>1L44;0.I+WN:T?$ MJFNW*V/IVK]R5L%2E7FM69GG9D4%>-TLLCCZ!D;'./U+K>NJS=\[J0ZC-Q;M MFET-Y_F]WNMH8>)[H6-,.BW8Q X)/:
(=@A6Y@I!X"TK\DDDR^Z&TU'I#2.G] M.1\O-BL;!!84NYWEU(H6D#U![]S*A^S]].C773GF6^[] 5&OF],B:C8ZM]LI>3@ M&%*EP(+[?Y23Y2]'B0GD_A4E2N(?
%3J]N7U=C]+U9>>MIFHY]L M-.[3EW?LVQ5E%T! /*D?/QK(VL$=I#IY((2#1>%7"?*'$.UEGLYHL#A+4S7$;AMF^]E& M'ZCY4EEP]=V^[=5WB]SPQO#6IAF/Y9M19ZI
YH.Q=4QS)+_;KMYS*K3Z?.Z MG?910^D#6"]S]4F@=8!@R&,NVIA*Y-A)4/N6+=H]SOCBQP06VK1"FN.=W"2 ME)!(!YKN?7^:&G=$ZIS1=RNH8/(20G?;]L/@=#6
.XV)L21@$;D$@[=%'_PY MP1U-KS2."Y"]F1S^.BG:!O\ M6.PR>TXC\EM>*0NWZ;=UV1[;:&FT--I"&VD M);;0D<)0A"0E"4CZ!*0 !] *A_)+B7.))<223W))W)/Q)ZJ:L - :T !H ' M8 #8 ?
#HO>OQ?JCG?:+=J?.N/"1@_:=3:EU]N[,7B8:$+B.T^3L<[]B>SA!3 M>#MUY7D'H>O&7C,S_LNE=+:<8_9^7S,^1G8#L37Q-;D9N/5IL7F'KZQ@CLH^ MOIJ:K_7'US]-V'.Q?G+='V%

S"],E'Q$&$XQ(QRZ8'D\M]M:O.2NLK3R"M)EV:"[P.0"T"1[$=_M)>%G'LM\376GM#ODS 9.S&2-RV69U>FUP.QV_!V)6[].CN_OY<\762?3X4MI

*ML<6_*VH\55D&_P!.&\MF\YI&_4&2M$>Q^CZ=%#)U]8D91G^"XTX4AK(:]4HBB+_:(=^0\GVYJ'IYLTY$A MK66/W#..VXSNP*2U>VBH#N3SWKX2]+24L#*

MG]66(BQV9M18R@YPV+Z>.Y1+$C/4LDMS>7OV+]SOW M!TYLKD6M.X9>R?*RK$_;H'QTX3+MW#;+=]MQO@WZ-6@Y>\NNG6D]Z$N1BVFQ

*M*VWDTA317&9=Q6)8Q6,ZH@H^.)RJ9:UM-DA2FXDAP I94#LOE"QCTUPSS,+ M9 R]['DP5)@=4SRVOM'1CG!/8&.1H/5P6K/#7I*35/%;!S.B+Z&FO.U*

M#>>6[L8ZGLS'L<3TYI+\D#FC<$MB>X;\!!F3=:/4M%Z1>F[8F^Y%A:RE_#(} MG1;,:=N"K6B]W2]WVW66'"5/1'EJC(!G+E..)CO#4=82@DBH]>'6CGZ]U?B M-+MM.HLR+[!GN-*

*B$YK05]TUB201%[_@@P_O:.9XW.RDGXF:WCX=Z*S.K7U M&WWXQE80473& 6I[5N&K'$90R0L \TR$ACCRL.PW4?Z)]H\RR;+B0F.E2RJ?MF28\1E(V;,)4])>0RTD*

*8IR2I:T@#ZD^XIZZJD\(=":.21VN+(;&QTCC\C1# M9K&ESCN;OH 2N0X,&ED99(XFZ JETLC(VCY=EZN>X,;_P OJ20%*5IT7.1 M]FSXS<.?ML&5-*

B-.E]J++D16GI,9IXI07FV'EK:0Z4)+B4A92DG@<2V&1Q M6)XXGF2.:5DYK'N;N>4N: XMW.Q.VY'>5;226M7EF8(19((1)8 MVNYFQR(C:Y|&N(!<&.):;#<#?8;KD]\5]K1CZ^.FI?*

*95T=KV]=;9;X^P]89 MCBD;%LB#+;=SD6O)[JBT7C&?9*4AV3 E(?1E ;%>XUA/*R5A887/ !=*6N) ;MRMXMM- M8?(<.#[.Q##'F,%DL?'1N!K6SR07[KV:+1*

.9\+P\3MC<2&R0A[=B7;PP++ M:YE\O5GLEN9.7'7WFT(\@]RAP14B5F:,M M6L697-9%7@FGE<{Z+8X8W2/<{OT#6DGIV"C/K026K-:M"TOFL6(((F-&{G2S M2LCC:!{W/<

/B>bL.3!K.]CN$X=C\A:G9%BQ;'[_^XM2E<>MEIB0G5J4KE2 M6+6PI14K\1)/GFH8\G8;:R60MM #-:ZW8; -@&S3R2 #L ',+"SX^BW"W!ONYEG%GV;9PW}!D@;:.-*

JN9LH=Z]{'CYIJ:3'%C5U5 M\99!DL@[.T7;$,DJY<>U;QGL6Q6'3P';HUT1;T(V&1_HM=;>(=)^^LCP[:EV M:L.K=WV^T66=DQIB-@N5X!W?8C=#%/#%WEY)(V;R/

M:'9IX9>&.X?:MNXW/V!4P.J8:l66[(=H,?DJTCS1LV#VCKR-FFK3R]&Q<\4 MC_F,<1-XMMSMMY@1+K9[A:NMKGL-R8-QMLMB= FQG4A34B),BN.QY##B2%(=*

M9<6A;2"E1%1MS05Y9(+$4D$T3BR6&9CHY8WM.SF/C> YC@>A:X CU"LFNT2U0T(;');9,EQ#DN2OPEF)$;?

*E/N*2VPRXXI*3<,1A,OG M[L6.PN-N92]X-CK4H'SR$Dj;NY 6QL'=TDA;&T;ES@ 2K;F\]A=.4)LIGLI M2Q-*

"NPOEM7K$=>,!HWV:7N!D>>S8XPZ1Y(#6DD!0K/5C]3)76KEUMUOJM=RM MG3U@-R=FVTS6G(,[8F4(2[%&672"I7Q(U[@QUNLXU;I(3):,DR;A,,:DR6X

M61C@5P;,8VH39C."&;5>4&;'(+D)8L13);.V&&4='SR/ =#1V(F=+!YK7139F^ Z,9"Q$3O'7B87-HP/ >T/?-&R M/#(_7T@?3ZNG5CN>W;3SVS)?I'J.1+K>WYC"TP\\RZ*

MN;,:)@E8"9<-E]+ M%QRAQLJ;8@-M6YPAZY("?WC]Q6@+T+IZ7"8NPTZJSU:2"LV-P\S%T)08Y\E+I M=XY'-+XJ33\YTI=/FPDG\\.?""?B#J:'/9:LX:0T]9CGM/D:1'EI)/6E03+@9/CML?*

*>=:41PM#5U8N44E)(2J.4'M M4"D2E<.,I%E.%&EC&X%^/@M8N=H(W9+3N3-:UP[@F!\+ ^H'1X/Q42'B-Q,V(MXQ:N,*PM9DIZF7K..^TD-ZG*

JSF[!PVPV:/IT!81W"SH^SV]0F+:.^W7MC1^5 M7>)9W=S63':KA;DY]N.Q<\KPMVZH>L3;KJDH-PGV:I2)-O8Y[Y]>^PTE;RV MT^UEXK]*7LMIS!:EHP/L-T]9MP9$1L+WPTH9K?*

*HBU9=UINUJOV\LBMDF+K?7;4II^?!X26EM1\MGR.*TI;MNQBT.*$MUV45E5U=:1;H/>X\XZQM[A+PGS'$G-P P3U=-5)F/S&6 MWJJY]F%P*

MS9&NF\YJ2UMZXQ1+H;-8GS'.DY38V#(E.B[YKL79&5N MON)9;=GWK)LLR>Y]<4EH 6Z_,N-QED(;2" 5A(]4)\2@,9C-/XEK&^1CL1A MZ(:WF+8J].C2A ',X]-;'%#'U5HW<^6.;3H!

[)N@'2?3Z:7I0/%Z+.F3&\"N349S965NIS;:MR8[']E M=SBLH1969"0"] Q>WMQI-%5R4./,S9C? F%1;<8N(+^(NL]F4<3]:!- MPNW&U&%B;++FD_-*

-ENRE]AX[M:Z.,_N84MO!'AK'PRT/2Q.]6.5>0<,GGYV[M?(3L:!5:\)?2AHPAE:/]6NF/,Y=]HR=Q@<>AEKXRVZ/ M;WN#B"T>\ C] K+XF;LU+@UJOR2X&V<51D+021#9RM-

LF^W9L.,5QWVO!W! M(,"P\\'@DV&^V6Q0;5>\+#=(!2BN#/ML^)(87'?0TM;26Y#:"R\V140G$33^3TUK3 M4>-RM>6&89>_8A?(QS66]MFS+/7M0O<-I8IHI&O#VEP!),3S-

*(4TG#+4>*U1 MH73&4Q%F*>X7'5IHXWL=)4MU:D5>S4G8T[Q3031O86.#20 \#E-S\PV1F..8/BJK9(RF;N18_#X^YDKL[@R*M2KR6)7$G8?-C:]E:/QGNY6-&Y9{CL&M)*

{"AF^KIZGMNZQ M+Q;-?=GLZ$PB\F]RIY*:=@R=F95%2]&&W=.%T{?BXQ9V7G_N2/,0W+FR9+ MMREL=D-EJ0W+@+P7FX?P3:BU$V)VJ,E7?,K=V/N6'-,]2

M^,NCC8QL4;W;R.=&GXB..D/$BS!IG3+I6Z1Q=GVF2U{UT3\)YD(PYD5@1. ?' M1K-<_P!E9(&R2O>Z.1C=HVMUP=%^KE;HZL.GO698,B+D^U<1;NK8!4!8[9O1=D&E

*M*4)2A"4H0A(2A"0$I2E(2E*1P E(` X%1!DDDDDDD[DGJ23W)/J2IIP M -@!T [#T 4$SUMMIC97J ,(MD>07[9]VP8EK:$GO]D-2[=:Q>[XE M(\A"A>K[,:< /DL)*N%<@2;^&*

I_(_"OS3/RS9NU5$AVV+HIQ9]Q/O_:] M6-PW]'=.BBD\4&^2^+V;@8_G-2N0X,&2H5H\>\0=@(M6%K_(&_59_? ?UZ+L>46:Q8K8SRM%(!2)%[E2\%^!'S(ZTU

M-(S<5JF/PE9Y'3GM2/NVN4^\-K50=NX>.G3=2MZX:7?R41=?CZKNT_UM]??4 M->V9'S-NQK(^N;2H+[VT0\!ML7'9"6O) 0N[1;F\IH);+'7'%#]IJ5N!F$^0 M>%NDZSFH#0/11!^(#A*

W1<7-8VFOYX: M-]F%KD'=HCQ$,=-_+[@;$<{CMTYG$^]W9?9R-5_(Z]ZAMTRHQ#N299CFNK/* M4GWA8O;7++]>4-+]^UR=D-N#J?({HK9|$'GG#Q=YSS06;''I.MZ&.P8'2D-(;\U[

MMFM)6.^%;_A<:=6KS$YFY6L3FF3K8N6W+'#${(3&NWRA)(1+/]-)6%AL32X%Y M+F-WSW>RV-H@3(?(EVC#1NXO/+LP-'4EVP ZE2C^X7RV8VBW6+12!$//B MWD+CLT1CGW>7'HW %/ MWW';C;&$DGQP79 ?W?45>-/9 8K/X3)N.S<<=EL==*.>)[2"UTUS2#U\"'F_M^AUU!XOM;HUQ+63-UA_IWHJ5=ICBR\1O71{H7)XM^O&0.)A[KS"P342;99K+*

*M'=2XYKZW7&*XIF7=;J^VA.2JC.+9M|N;5.G%JDSI34;L[PX\&[HOU]?ZHH/J MUZH,FG,?:C+)K%A[2!E987@,9! TGV,;'2RN$[0&Q,<_AKO/<<<*\QUKAQI*

M]:LW'"/4^2J2A%:QP<[$0S1DMDL6' "Z6.+886NKN)DE>&. >BSI/S7K) MW]B&G<3CRF;5*ELW7/LF:94]bΦ1#10=XE.\?#1)<9/W?9XZE!4V[2HK" M4_$4CJCB-KK'JW

*MH#R)PRX?Y/B3JJ':.W>/'8J)[?:K+W?1$CFGR:S"09;#V-' M3F(]$/ -<'QK6>$XGKS#;:S:,4PK'[5C./VUA*4MQ+59X;4&&T2D)[W"TRE;[*

*MI'>\\QY9*U[)B8RF3N9G)7LMD)G6+V2MSW;KG%SCU)43 M+[13M3[]WI74,625Q=?:YN&67*,E8*&K5G=X5'8#B0?#R;1C45Q(6.Y#4H* M3^![SW9X2<'[-*

I;4>ID&;/RN7BH00(ZNKXRN'NY21$SW'M,Q\+F;=V]/GOE M9_VO5VF=.1OW9A\+-D)V C9MG+62QG,/RA7IH\ 4^2N.C^MB?03U7^GG7&W MFDB-!,WZ?

*UME65%:D=S;=WOWRN'VGDD=H<2W>;C(:'[?=']TC\"E#)O%%G/D MOAH<4H2410]?7]VH.\%KL4>$1 D9\+&$^3N'5C*O9 MRRY[-6[<1LYU:BUE*X\OFQV7#T(=N/51C^+K/_*

"GQ-KXAC^;'3N"IUW-! MW:VUD'R7Y^G;F\F2]T^H+=CVZ7"^SOZL&2=3.U]K2F, ^)K/5R+- ?.Y+=\S MV\,QT]JR.$N"RV*{))2>]*@/"'3S:?*

%GF_8]&X+!L=M)FH]lLP'W;M]X"N_@XP'MVN,_]"1F\>"P0K0O(W#;>6L-8-CV#O9JM@';] M[T#NLQ2H_%)"E$2B+21Z^N W++>AE&26V,Y)_5OM?#,FNGPT%9C6:X,7?%Y, MQ1)

2VS,OEO0XKMZ2AU2UD)2372'A;RD-#B8:1!P[G;L0N@O,C& M_0T=:.8@=R1L!Y>\6^(FR/"L788W/1-08V!/RC?RZTS%,'20^H.V2U"'> M@#MSL 2H55DN\'KW9K_&Y?

*P[A8KM,;S 7SP$S;7-8G15$CSP'XZ.?W4>^.>-T3QI?*X[?%1CU;.M.U6N0G:.I8ALPGMM+!*V6,MG;KMSL&^WHNQ@Z0.KC5?6!I_%|CZ^R2U2[O)M$!.,8BF8P.@PW)TQFDW>T7>*

MUE8EL--3?C?(32U\I<(99DQG5I60F(_7^@\YH#4%[#Y6G/"798E..OF-_LF0 MI%[C7L5Y]C&\NCY?-CYO,BD#F/ (!,S7#GB'@.(VG&:PUV"2P^O",GCA{T7 M,;>#&BQ7L5R?,8ULO-*

*Y,IzY(F1KMK4K%#!-E89K7$?$E*7&G2/#/%V7V;U;);A=$)8]2=DMN:P01&^X(W.-*HUVQEFFY7V+H+86 MR2=! WVCLG/^H';&6;+5*1*R78.SQE%9&'BW",R.:UL<,#"Z6O(/<+9&*

MJSYD\\KMMWN>\[*)W/9O+ZOU!D,YDWR7M"Ws?M%3R0[:(\E^9> -A78J]3V;/XD1&55&]QIXF,X@Z\\C&2E^G,)]6+<-PV[,YP M[LR7=OFV'L9'7W&XKQ,=T,C@I0O#OP]?PVT?*

*{1E80S4^H_)O99I +Z,#6'V M+%\W7YU=CWRV #M[5-(WJ{VE4_ZZ5ON,_P'/+8"X#+SK=NSK6-QN1;[N&,:U ME45AUY[M_P"A3(DQD]fOP]RT<^>*JO#--#%Q9Q0EL.S"\+9R1I:)*

(P]WDV(B0 ^&>/EEBD;NU[@]-MP)M])ZCQFK=.XG4&(LQV:.2I03L?&)KC%(Z-OG5Y0"2R>O+S1J1NV MYK&-+G.(:UK07,&CA5D]-QV1:.BJ24.^3]>

MQ8>A8866:^/E:T'.OQ4<7\'JF6EH/3-R M_CL5<]OSF1K\$E6SDHFOAK4:\K263QTP^62>5A=$Z=\;&.)A+EB%Z-G25=>_MI'JWQ7,+G:G'M7ZG0-AY?<'F"JWR[_

*=4]A6,AQ0^$]*GWIEJY2(W)4+7:Y M:U!]5H"\_P#$+KR#1^@[V/AG:W-:GCEQ-'"%KAYL=65O+D;A:.K8X]SW0L?T_*

M#3,#>H)&NO#9PIL:UXAX_)3P.=@M)RPYG(S..3#);A<78NB'1RNDEM-,:. ^/O MY$$A/0@&=!48ZE,2B1!#B41(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$H MB41*

(E$2B)1$HB41(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2 MB)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41* M*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41

M2B)1$HB41(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$HB41*(E$2B)1$H 0B41*(E$2B)1$HB41*(O_V0$!*
end GRAPHIC 19 cms-20241231_g3.jpg GRAPHIC -_SERVICE TERRITORY MAP begin 644 cms-20241231_g3.jpg M_]C_X 02D9)1@ ! @ 9 !D # _[11'5C;WD 0 $ 9 _ ^X)D%D M;V)E &3 0. %00#!@H- /'57 "=*" QZ%(, (0 0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0("@ @("M @("_P # P,# P,# P,# P$! 0$" 0$" @("@ @(" @("M @("_P # P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,#_\($0@0# Q@ P$1 M (1 0,1 ?_$ 6\ 0 " @,! 0$ &!P4(@,$ 0D* 0$ 42 # 0D*" @,!@(# (" P ! @- 4!$Q M<9$R,P0P(4&!H;'1>@[CZ M M M ?#X<@ #X=!C2/H1LQ1],V2 M=';GK,XY M M M '$Z#SG [3M.TYG(Z3 %7H4Q2SX;4U[}> W+V62IY[!MIKO)L/WXU M5@>?WEB. ^\9Q?3.(SS*:.T[GXV,CGCUG, M M M ZS!%>H>Q'XA@4< AVDF,Z9 Y' M4>9'M0[2 -FMDD9O\PMP>JT>X HW9-JO+6UU'57^4#[TUK<&U+-;I)DD@^@ M M M M'61H@:%PH](@/A!T*^(N8XX&"EC&L)N'M.S*J*UOG%=07W8S@C98 %&()M5Y M:VNH'FN7C6/:>OY5NK'[KJ(64AGSUH\P M M M <##%>(19&\3+@ ZRDK345W\OMOA M&'7[R]E/. *-V3:KRUM=0 /!DE)$^R\"MC=&/VR2E'(G8?0 M M M #RF"(&A79L09] M$ #K*1M-17GR^V^ *-V3:KRUM=0 !\FA$^IL-SW5N%W--";&?1]}VG(M M M ^'0 M1PJ="/H;1I@ .LI&TU%>?+[;X HW9-JO+6UU $9W!8L%U @ME9Q;K-1 MEZ&=1]YVGT M M M '21PJ!#.EUH@ =92-IJ*\^7VWP !1NR;5>6MKJ !\GA%-VX] MBNF,1G6S[/@^@ M M M ^&-(*A5!LVCZ0 #K*1M-17GR^V^ *-V3:KRUM=0 M !A]D6GR=HX!8BB%1%A%H(@ #K*1M-17GR^V^ *-V3: MKRUM=0 /->]>(_0S5UW9C06<2(!,/ M M M '$\Y'D*U,2;%H@ =92-IJ*\^7VWP M !1NR;5>6MKJ ,/FEQ@W@^G(M M M X'A,(A$D(^C[R^T?; #K*1M-17GR^V^ *-V3:K MRUM=0 (CO?&^[M# +KN'E-#)E+*NEC#[%4^/VE[KS3YHSA@B/^.W50 M^GONGC81/C/(^\]1WG8?0 M M M #@8\B97*&-+8)^B .LI&TU%>?+[;X HW9-JO+6UU &*S M:W0CL[<]M.S20QY&.9,OL'D/.1XLAI<-G5M\.8T'31^DOTS?_79:CPY)20W MJ/#O3T-BUA54DX)&28RR/N.P^@ M M M X&.(?&%90C-D+:.1 ^@ '64C:.BO/E]M\ 4;LFU7EK:Z@ M #Q7RFQ68T$0V7:[3C5]X 'FNGC@MG6?P;6LOGW7C]RU[;]> < M9='U'8 M M #@8\AQ5R%MHSH M ZRD;345Y\OMO@"C=DV[\M;74 "&Y\2TOTQB7 M@Z/Q/5EDK1RIV@ M M M ^'C M(DA4Q9I8R(ZRD;345Y\OMO@"C=DV[\M;74 M"C=DVF\M;7;K]Y{IOW&T Z#76Y^.P_*V9 # ;6LOWA MC6FP=3).4/>KN77>PGO).D/SOPZX7Y\V=K@ ",;GQ_P!W<>N] M@ZWSG".2/H M M M !YB'H5.;&(IH M !UE(VFHKSY?;? %&()M5Y:VNH &5V7;=BOH9J[+ M$>/>SOPZX7Y\V=K@ 83:MED7>NM;\K?.5(^ M M M M 'POQ7)BR[=92-IJ*\^7VWP !1NR;5>6MKJ M !E=EVG8KZ&:NRP !'C\[\.N%^?-G:X CW8N!WOTEB=F(Y(^ M M M M ' PI4B$L+,1 '64C::BO M/E]M\ 4;LFU7EK:Z@ 979=IV*^AFKLL 1X_ _#KA?GS9 MVN ,)NO'K0[LUQ?+[;X HW9-JO+6UU RNR[M3L5]#-798 CQ^=^'7" /FSM< 8O8=]FWT4U9>2.>.8 M M M M !YR'(4D;3(@ =92-IJ*\^7VWP !1NR; M5>6MKJ !E=EVG8KZ&:NRP !'C\[\.N%^?-G:X \=\[O1]. M]0;&HR<[0 M M M #RD,0IPV@1 M ZRD;345Y\OMO@ "C=DV[\M;74 -#* [+M.Q7T;U=E@ ^"/!-MYWX<=<+\^.,UP (U]0[.I.73QFB/J M M M M .@A!5&PAM.CR !UE(VFHKSY?;? %&()M5Y:VNH M &5V7:=BOH9J[+ $>/SOPZX7Y\V=K@ 0WO76FPFXK%9J.5/H!\/A MR M M M .LC12B%[HYT '64C::BO M/E]M\ 4;LFU7EK:Z@ 979=IV*^AFKLL 1X_ _#KA?GS9 MVN !@MLV3.]_:RODER/K.)TG0<3M.\[3Z#D M M M M #B8.J!"Q"6/6XAET?*A@# M#'298D!E$?6=IWG>=QR M M M /AB2KD,B6NB M .LI&TU%>?+[;X HW9-JO+6UU RNR[3L5]#-798 M CQ^=^'7" /FSM< >;Y>-;]O;\E&Y!(2.RL3K2[Y/5-ZY4/IXIV;W[M8LLA]H2)"2&>)&9I'W'H.9R M M M /"0-"O38M' M2 =92-IJ*\^7VWP !1NR;5>6MKJ M !E=EVG8KZ&:N MRP !'C\[\.N%^?-G:X CVPK7\[_/)XG7>_'JH =-=YXO,:#R85=684 M'3MFRYG<-ALGTA-R1&61]QVGT M M Z2-E1(3PL MM$ #K*1M-17GR^V^ *-V3:KRUM=0 ,KLNTI%?0S5 MV6 (\?G?AUPOSYL[7 &.RBBC70N+_ >@<9G.4T5HDZ1SIZ#Z M M M #B8\@*%5&S:/[!Q/@ !P*1M-17WR^V^ M *-V3:KRUM=0 ,KLNTI%?0S5V6 (\?G?AUPOSYL[7 M 'R:$:W#8L/US@]X9W;K7)$>D^@ M M M Z MB.E5H=A>Z('E0",$1^ XE:VKW_R^V\ *-V3:KRUM=0 M ,KLNTI%?0S5V6 (\?G?AUPOSYLf7 '56>-[;U[<>\, M=MQ&IGI/H M M M /"1'"H"VRP40 !@36S3U^Q7.F5 M #I\)LOIN^@ "C=DVf\M;74 /67[U-A_<#Z2K):.],A\6IX M !B#0N5Q-QV-VXC(2TSFWCZA(O66 M_NG,0]X !K#-+L]+, !\(O",%L53'TI/H !])#5=2=@9#2 M]X (8A7!TF,)(2(S9ZCH1X(>I'\]'L.P^@ M M M 'PZ#'$30]XKCQF$O;I MV6CWZKGX_]WOIK_"]1FB7&3.DC!!?..$P*Y^W4M[RNI+W9,!N?OQVK0 M 4;LFU7EK:Z@ "R.Z]:68HRW23ZBOGJM7N *-V3:KRUM=0 !;'=FN;;W7CW(M UAFEV>EF $?*U0SI9B-3H5030F*.?0R;/N M/0*

DRI"T(25$A#322IY]U2&66W'5H0JNQN-R& M8O5L;BZ=B_?MR-BK5*L3IIYI'=FL8P$].[G'9K6@N<0T$B@RF4QV%H6LIEKM M;'8ZE$Z:U

%-C@ M #!W+Q@N2TMK81< ,+7RZV[4P.J]D\A "!9 M!6SW'Z(" Y#6S['](" Y#6S[' MJ("!9!6SW'Z(0O,/?67Z>:Q]]S MLX WNYWZ=_836>UN0 !CC7-" MW29(^T^@ 'E*S0U8T]?;(X)V M6 ,'

*J[T !1NR;5>6MKJ *.M-V3:KRUM=0 ;\'=FN;;W7CW(UAFEV>EF M Q)2Z$3,J3!&6(2%')':?0 M M .?#H,41M"OS7NDJ,]P_L.9:4 MR% *)V7:,;CP"Y>CRF]/E'E'+$ "C=DVJ\M;74 6QW M9KFV[UX]R -89I=GI9@ !B"M2% M(3TF2.Z>&Y!36Y@EQ HW9-JO+6 MUU %L=V:YMO=>/<@ #6&:79Z68 M ".FN:$B1LZ*6P9 ^@ M M M X&/(HA7YE2.D>0V?3>TCQJ9CM;G_)E;: M U_VE9[ZUC=^[SB *-V3:KRUM=0 ;\'=FN;;W7CW(M UAFEV>EF @!7:%J$H1[P M M M #X>,B M2%4$F+K1 CQJ9CM;G_F5MH #$5_E5&;V^[M*

=X -89I=GI9@ M !4!DD)\C[P M M M #I(ZA5IUE_(@ "/&IF.UN?^96V@ !1.R M[3A"PT<@?0 M M M #B8TKY"OS9%'L !'C4S':W/_,K;0 \GO+1^R+5?> ML+N,96>=39S;[9P:X 9KN!7.KVY9.0 .!6\8T/R%FVQ_,N7 M "RNML(NGJ'#^0 !K#-+L]+, !C MS59"]2VGF\%3+X M:F2W\"N0 %M=[.UM7<-BY X%'PFTXY#S?8GF7+@ !976V M$?3U#A_(UAFEV>EF Z#5A"\B9(^ MH M !A M(&EK1'95$ 1XU,QVMS_P RMM <9H1^4X$@M7M[Z:< "V^]M:V MQN&Q<@ =91T)M- ^0\VV(YER\ 65UMA%7]0X?R -89I=GI M9@ !K6A9B,[/: M M M <##E5H9,MQ$ 1XU,QV MMS_S*VT !;?>VM;8W#8N0 .LHZ$VF_(>;;$ M +*ZVPBZ>HEF M K-"%%MD@1[@ M M M >0A*%4&RZ/T CQJ9CM;G_F5MH M "V^]M:VQN&Q<@ =91T)M- ^0\VV(YER\ 65 MUMA%7]0X?R -89I=GI9@ !YSJ0'B!TGGB'D)>P/*%$'6<3R1# MH..@ 'GT M M M '$Z#SGT]W*T '$Q15Z$--@0@ M !@H1U9Q^LD_P R=M 6WWMK6V-PV+D #K*.A-HKRQF%OZ M R?Y%PC#H]8#I](<)H?(OZRCIGAUS@ " (@ @("(S?3>'W9O;&^1\/H$$. MC"8PBB'P^GP^@0 ?(OH /A] @"(? #Z#O@[@>TIF;%URQ] /69ZP>B#M/I M[=YW]A].V#T@]1S.2/K *G0BI;1(D>X M M M X&/(L0)#U%AHR$]8 .LC)KHAC-(9'FZ>< M >6*(6GWF/&F=@ 6WWMK6V-PV+D #K*.A-H_REF5|>Q&]+R !;?>VM;8W# M8N0 .LHZ$VF_(>;;$ (;W/KK>7>&.\@ M ;P3R[/R3 "NT*V+>)0CW@ M M M XGF,81]"N37]V'LKX6V/*=1WSYZ0\GT M\T_L;=_"7(]P !UD20U8@RGS'V]I[#5 &;LFU7EK:Z@ M6WWMK6V-PV+D #K*.A-IOR'FVQ,N7@ "&]SZZWEWACO(M &L,\NSTDP &O*$S+ 1R1] M M M !P/"1]I"K:6? Z80\ ..2< MWS&'UX^30OOTWU%LC?]68HIP !Q,"[(5KQAGT^YWRH "C=DV[\M;74 M '\^]M:VQN&Q<@ =91T)M- ^0\VV(YER\ 0WN M?76\N\,=Y UAGEV>DF K="N"\'MR3H^P^@ M ^'D(4AKMY3 M1?E7,YKS5EOHMGL (]NC'YYW?K>|T9&=@ ,<5$:Q;3R"UN%-C@ 4;LFU M7EK:Z@ 6WWMK6V-PV+D #K*.A-IOR'FVQ',N7@ M "&]SZZWEWACO(&L,\NSTDP M 6;] (>LLQ&3'K/H M !U M$=-<4(=Q=GQ\QYYRD #JN7CA?H;J]83.+=/D<@<@ >4K9#3\ZRW_FAMP M "C=DV[\M;74 "V^]M:VQN&Q<@ =91T)M- ^0\VV(YER\ M 0WN?76\N\,=Y UAFEV>EF M '$I5#QEHHRS{@ M M M ?#PE:(;I8'4P HW9-JO+6UU MOO;6ML;AL7(`64=";3?D/-M MB.90 -89I=GI9@ M /AK^A,B?H^\^@ M M M '*

*P!KJA7'&V>S[G'"P,3GEMP_5V%3/=>/VK-";HYP[SZ >4 MK5#43!,E;7SBVL !1NR;5>6MKJ !;?>VM;8W#8N0 .LH MZ$VF_(>;;$ (;W/KK>7>&.\@ ;P MS2[/2S "OD(:6PCF3D M M >0KM#4*A]++^9FW29;?<8O.+=A_HMJN\;F2>&>1]Y MW'T 'E*S0U/\;>1^6SP *-V3:KRUM=0 +;]VUK;&X M;%R !UE0'FTWY#S;8CF7+P]#>Y]=:,RI[PQWD M #6&;79Z68 05"NBX$\ Y M UAGEV>DF $-0]I"X4V>.8 M M M /*5^AJ1:,;??-?;7NLE0;'LRT9OZ$ZO MV!FA+$?0?0 #R%6H;LZ>OMG<$[+ URW-8FL1G6>VS[$.!4 M0.Z JCMC7M\;_P 9NY&0G: #'%*H4%S)E[A\AYR !D-EVF_H7J_) M@ '9&%-52VO",HA$ =91T)JAXIV!GN?\E]04NR?TWU% ME0 ?362>79Z28 #6&>79Z28 M 0)'"%EKHY@Y M 'E(*

*M>AJ>9GYO:7SFW#"Y[,A]#M6[%5DF U@GEV?DF M &.*D0@9L>CF0:UQA-H++1R1] M M M !UF%*60UPU;?+AX$V8 !@.W==7[OK&K%1R)1 'Q M,&:QH1;@79DNU%? ,KLNTI%?0S5V6 !KW-+=4LG(*79;Z;ZBRP !K#/+Ll), M !K#/+Ll), !4*%7Q9N"//%REGHC3U"YBQD1(4>X '$P)J^AT_,[:F1QFL RNR[3L5]#-798 M &ODF M U@GEV?DF JD@"%LDH1[S %7H94N5'I*/0C1.28DC M1]Q] M /.84K9"D((MH?))_P ?MYW[#4@ "(4X9;W5V%7&CGCL .DAZ&IWE-* EUN+OHO0 #*[+M.Q M7T,U=E@ :]S2W5+'-(@ #K*.A-4/%.P,[S_DH 'IR"EV6^ MF^HLL :PSR[/23 M #K-54+<)CD@>0C172&%1NA"4HX8K9#P%EHRS[0 M M M <#"%0H:Y8Q62GBG8$KU+?'8X*E?E*.MT>T \I7Z&GMD]+7^8>X !E=EVG8KZ&:NRP ->)I;O MECF$0 !UE'0FJ'BG8&>Y_P E]04NRWTWU%E@ #6&>79Z28 M #6&>79Z28 0U"E"[D92=P.)Y#!$+0KL ML(M]'Z5*A*"6(]P M !\/"5IAJE9 MZB=?.7;F2QJL '7AR8G;IEF_8>"?7FEODB/; >4K5#3G%*ZY?FGMH M 979=IV*^AFKLL #6Z;7826/M1 '64="3H>*=@9[G_)0 M /3D%+LM]-]198 UAGEV>DF M %6(1HMM'-[^'08LC*$&.TFYT$A1D)V M M M '21E#7PY M XF,*C0UBP2XVM\ZMJ\ M_"8 "=\ZSOO:UBL5-E3M !Y2N$-.L>JKA?.9.W@ !QRJB!'2V*= MX *0O]+79Z28 #6&;79Z68 :| (-M34O1(:!Y"K4-8=)9#8W"NQP M !2^P[?,^!7+T^,P]-04NRWTWU%E@ M #6&>79Z28 #6&:79Z68 :X(3(LE' M)?T ^'T M \162&I^N%:OS MLVF (]OC&K+]?UY=*.?.8 !CBH$*"YGQF 'IR"EV6^F^HLL ;PSR[/23 M ;PSR[/23 "M2OD+=).CW@ M M M XF**/0HKEJ,+'Y)S@ #C[2QCZ+ MZKV+S[VV$CD#Z #B?#Z<@#B8DF M UAGEV>DF !PUI0G98J.5.0 M M M !UD:-7D,!P9LF:;;OX $5ZLPNU>J\+N!&.M1G> ?#H/ >,J)[ST',XF#-8T('Q-L*P= Y, *-V3: MKRUM=0 /3D%+LM]-]198 UAGEV>DF M UAGEV>DF AI3:%SDH1[P M M M ?#R%H MV4Y@'(T15TM@#HRL]X(^,N1AA_GMM*4ZPO M HW9-JO+6UU]04NRWTWU%E@ #6&>79Z28 M #6">79>28 ;ZH3LL!'W@ M M M XGT^@ Z2.H.^-%.\TY;,"V=@ #R5WGJ]10M.WK MC%9?:745NH21'T X&"**0IO0N2V%Q7L",J&8K*NO\%O:>$N1[2'H;C$K^8NW M_?8ID 4;LFU7EK:Z@ >G(*79;Z;ZBRP M !K#/+Ll), !K#/+Ll), *K(P MEMA-GCM M !\.L!QT'8=YZ#D =9AT M*C-7!9K+7^S?'^=8+N#7=_[KQ^QTDF M UAGEV>DF $>0UF+I)TCDSL M M !\/.8(@B$4,Z3,D:/O.\Z3&%8(:O4/K,_GULZ2:[MNH PVZL? L[NW&R(YH&)*"0I+EI,+-Y)S@#Q9S;; ^CV]KC.HUX0K?C M;/9]SCE8 %&()M5Y:VNH 'IR"EV6^F^HLL M ;PSR[/23 ;PSR[/23 M4 A&BUR9&51[3Z M #[V40A6NC,CD' M,^78K<-AR'4>"7'!RS8]R..0K@USH/63\+[&F.G[Z !YD MF UAGEV>DF ^%+H5^6>3-'.']/H M M .!AT*?-;M97>U/GWL_GXS#$YU;8SU MQA&9W*879Z28 #6&>79Z28 M >$H9#I+)):CDCM M !Q /,0U# M6TP7$NPIOH+)@ !Q]I8[VGK^^-_8S9R/K(^;ZH5MQ_G5C79Z28 #6& M>79Z28 5'A7Q9Q,3+H^@^@ M M M 'PZSSGF.)U$>*!0]G0.36[Q-L(D MF 'F/(>PI0(Y\)!] M /AYC! (1.CYY4?J5>A6NH+[=''%R M.VFG $1Z;Q"PNO<&N8EJ/(KM#5>W^L@X Y.(;W8 8/L! ,_Z M)Q6P$<6AKN5-RSF5IDF ZRK4;JQ2NFL89>)>'RX M^4B0F\8=X -89I=GI9@ !@2@D)>60CGCN M M /*1)"B"N-<7;W:CO?D]8>"M\\GJV\S?1V1VO=9Z@ 4;LFTWEK:[>G(*79;Z;ZBRP M !K#/+Ll), !@C62UU"Yj;8;/[CY429/>,/7UV M]KR4'T U@FEV?EF XG@/:#F>\[P >4H@F;$^1]Y] M M M .!@B@T*-\\^RQ Z]SS M_U(T]YLC/"5H]QCRJ4*.YHR[V\QY?ZK3[^NA] ,-!%=5[#["M?L1UU0@G(V<M67S#F %&()M-Y:VNP 'IR"EV6^F^HLL M ;PSR[/23 #B? #@=5*C1W+&9YSD,.P GA8/TCU3;^8V_L M -9IH=F99@ ,.2AS=A\]WWXB \ZD+5W3C\QR.D^@ Q17:%K MHYDY M ^20=#4^B])\QMO^CBW>H M QF=VV7_1S5-[(R YG01PI=#5"*R> MFV'J2[CRWFG^?3745_5,E?FO>DL MAL_AG8W+SB !1NR;3>6MKL !Z,@I=@?IO MJ+)@ YFH\\ER0F Z8(KYS8^D] /-%4-/Z>O@;9/;9 < #P; M^QKOZ1Q7MA "HYI;::ZT<*

&MB "F]@6RY-?W, >?, M"9?0_5NP1*4>X M \I6Z&I&NKK:GSMVF M !%^DL3M_L7 !D1S\R.HCQKJA6G(6*

*_P YK.PVNDEH]P !0NSK1?6L;N +([KUS9NZ\ M?^@ XE'1CJ_P /[OW1&2@ "(=[:UWBW#8N0 M(\;PZ=O_ *N"MD "C=DV[\M;74 < M/66 _3W4&T=U\+#1]Y] M !T$#0T L-39WS&V^ M !%.O\%OOIC$;31R)I/&5NAJ-:?>S_F?MSTV]U$3Z_P6Z.F_M1M1'%(:E'=\ ]FS35%[Z?2%#;-M% P"KKP !@[EY5]E5%;V!W(6Q MW9KFV]UX]R !UE%PFT_P")< _V#T'DP A >VM= MX]PV+D "/&L.G;_ .K@K9 HW9-JO+6UU M A736(6OU[@UXHYX[M =9%$-4B0?+.?< M?:?0>H CG?FL]B=MV.PT:8<3#&OZ%*\P9A:'(^<#!;JQ^2= MV:XO.,) C6Z&HF'UUS?-G;2 45LNTWKK2[4EL:UW#@-Q]E/. +8 M]LU]:S>Z]+Y ZRCH3;=<3YIL+H'P]# ^[M:[Q M]AL7($>-8=.W_U<%;(%&()M5Y:VNH M "UE\WT?U3L1F=OF*\> M #K(LAJH93YC[> M]]@J@ \&>_]9,%8LEB(^TZB+(;K'H^;FV,UA=PQ&SK/Z>] M];WINM+KRA$ M 6QW9KFV]UX]R !UE'0FTZXGS[870.3@ "'][M.UWCVW##8N0 (\;PZ=O\ ZN"MD "C=DV[\M;74 M >#LG K]Z.Q2>(^L M '205#3FD]+/ M^6^XN7G, (UU?A5X=489:J.4.@KY#4*Q5-H _;7;^"V);O- M] -97]< &?H^H@*&HM'Z61\S]M^^R5($0OU-AZ_5L?$JT 0,):3IGA/\7K M !;'=FN;;W7CW('64"=,3KBG/=A>?\ * M !#^]M:[Q[AL7($>-8=.W_U<%;(%&()M5Y:VNH M \7;& 7YT/BTZ1]@ M /*5HA MJ?JZ\VA\^=G@ =59Y]?U\T_L;5>#=D\O*8 07):2N/<@ =91T)M.N+<\V%Y]RD M 0_O;6N\>X;%R !'C6'3M_]7!6R !1NR;5>6MKJ M ,7]%M5[&;!MNKH M+8]LUS;>Z\>Y ZRCH3:=<6YYL+SWE(A_>VM M=X]PV+D "/&L.G;_P"K@K9 HW9-JO+6UU M \UU\/U!T]LG&;.T M 'E*S0UPYPRR M4>;3V5@5[=&XI("M"\3]Y0 (?WMK7>/<-BY CQK#IV M_P#JX*V0 *-V3:;RUM=@ /)?*;? M3O4%_HR-Y@ M \A5]&O? +^8RSDC-P M !5WT3U7?&Q+7Z36:U^UM_-3;7NL]1B?I3]78O+]&4(UAA]]P^^65P+LP M "#Y)21^Z>5L8/< ,'<))%W-KNS-P6'D #K*A1UYXPS MO93GC*0 !#^]M:[Q[AL7($>-8=.W_U<%;(M %&()M5Y:VNP '36>?H^]>G-D"0', M M M ^&-*60UCYRROVV9, (1NO'G6&$Y; M*9<5[L70&3X39%ISWT,U=?GI#UPC0I%0\]YG9W*6;@ "C=DV[\M;74 M <[QRRFT6^K/&,1WMK(#X>%':Y@=F;J\A[7^P M 0_O;6N\>X;%R !'C6'3M_]7!6R !1NR;3>6MKL M !P]9-8=.W_U<%;(%&()M5Y:VNP M BOU!T]LY=O<(<\^L M Z2&H:E21DWS,V]DL>J@ M !1NR;3>6MKJ ,?;*;N^LL)Y;XQO#U+C M;6MKL M ,K\^]IE]=K[@ !1NR;5>6MKJ ,$T*HR^G_,/Z]<$UMT M]J0 #=SY/=[;Q<;,;D^P 0_O;6N\>X;%R !' MC6'3M_ 5P5[@ 4;LFU7EK:Z@ #\! M[(M.9^ANKMB9H2!^M M /AUGG,<8I#%H^0AR&OOG&0<$ M;+F&H[X !1NR;3>6MKL *-V3:KRUM=0 M !PFA5&7T YQ_7K@FMN@-2 ;K_*+O/>?C+<_P!@ M A_>VM=X]PV+D "/&L.G;_ .K@K9 HW9-JO+6UU M QO=&N=A=WX[.$?4 M ?#K/*A MBR(E:$!MOMA\.K_)X38>R^\KYJRV9ZAOH HW9-IO+6UV M %&)M5Y:VNH X30JC+Z^X_KUP36W0&I -U M?#E-WEO3Q=NGK !#^]M:[Q[AL7($>-8=.W_P!?!6R M !1NR;5>6MKJ !B>]<,OOJ[*K$1] M@ M \\.L!\AB2)H5857B]9D^5X,% MR !'C6'3M_]7!6R !1NR;5>6MKJ M !C>P<%OSI;$9^C[M ?#SF&(2A5A4-N]??R_F-@6MKJ M ,$T*HR^G_,/Z]<$UMT]J0 #= ?Y3=X]T\7;]^P M 0[O;6N\;X;%R !'S6+3N0>O@K8X HW9-JO+6UU M PWT"UCL3M6RSE'V M Z2/E1H4;AE M?QYORN9Z#R;W66H %&()M-Y:VNP HW M9-JO+6UU '".%49?3_)Q_7K@FMN@-2 ;H_*ONW>WBG=OV M "I.]M;;7;@L?T & (*>T_?I)P3L< 4 M;LFU7EK:Z@ !&$>^H6GMFKIXS1'T M M M 'SQI4J&L>(UUD . .:7LLU0 *-V3;.RUM=0 +1NR;5>6MKJ ,$T*IR^G_ #B^O7!-;= ;D V _M?8O;>_]P?O _P 4'OK& [NLM0 !Q.%DJ.GK]Z M "C=DV[\M;74 8W-+?G?!'J>_R3HI@ M M M !U$40U5ECR^>>>T9'K:[>G/+;.^FL1]8 !C MS4&@]=@^.,[%&()M5Y:VNH ^WCPiNR+3V XQ02 M^^7YQ? 33BBJMV:N 'S\,_EC:JD V_\ F+VWQ_P?Q_[M !1NR;5>6MKJ !1NR;5>6MKJ M (YT_A]R=<8/;:.7.0 M !Y2N$-7M-WZ>\&;* M &:W!8M@N]]:Y4 P!^=VN]K?\ \/-I "C=DVJ M\M;74 9+:MFO'Z ZRR8 !TQA[V$0 !@S\\ \UF\:/3/)H &W _,O> MV[,#4=]M_ & "C=DV[\M;74 8+ZG:NV(V7:)ZU[0I M >,JY#7OEW,99R5FX 5>X+%(\)WOK7+ $>/SMUW=;^^=FT@ M !1NR;5>6MKJ ,QM6S;#_0+6.6 (\?G'G6O?S M(Z:Y. V_^8O;>_P#P?O\ ^P 4;LFU7EK:Z@ >6^TNK^G&H=A9H2E M'N M !Y2MD-8[(9%.N%]C #-[@L6PG>^M=:]_,CIKDX #;CYG=K?H-P-T) M](@ HW9-JO+6UU HW9-IO+6UV M A756%W;U;A=QHY^M=:]_,CIKDX M #;CYG=K?H-P-T)(@ HW9-JO+6UU M HW9-IO+6UV AW4N&W7ZUEA-QY(8Y@ M M M 'C(0AJ=Y32#YS;4S^#?(9O<%BV$[WUKE@ "/'YVZ[MNM_?.S:0 HW9-JO+6UU &8VK9MA_H%K'+ M$>/SCSK7OYD=-/SDSO7OYC] M,\G ;9?-,M'!#/G]T3](@ HW9-JO+6UU M HW9-JO+6UU Z+AY='U$T]LC.EIV@ M M X$>-84(5Q'L*PM"9, !\RVA]N\!>[0 #SFM_MO)L/RQF0 HW9-JO+6UU &8VK9MA_H%K'+ M&(-!,[UY^3O3/)X &V_P U.T?T'^?_ $3] *-V3:K MRUM=0 *-V3:KRUM=0 !A/T#/ M?9#-;?-D?4 M #X83\UL/EC,P *-M-V3:;RUM=@ !1NR;5>6MKJ ,QM6S;#_0+6.6*

M .!C3RB$0 !PC"DH3:F\EYKL9R[F HW9-JO+6UU M HW9-JO+6UU &+[LUQL%NO'I MVC[M #'E3(:^\QYA-N1,X HW9-IO+6 MUV %&[)M5Y:VNH S&U;-L/] M8Y8 '
M64=";3CE#,]A^6,R %&[)M5Y:VNH M %&[)M5Y:VNH P/T&UAL3M&S3Y'V M M 'E*O0UOYSRN:\:9Z !1NR;3>6MKL M *-V3:KRUM=0 !F-JV;8?Z!:QRP .LHZ$VG'*&9[#\ ML9D *-
V3:KRUM=0 *-V3:KRUM=0 M !'OHAJS8S8]JGR/L M /*5FA MK5SYE$VXKV !1NR;3>6MKL *-V3:K MRUM=0 !F-JV;8?Z!:QRP .LHZ$VG'*&9[#\L9D M *-V3:KRUM=0 *-V3:KRUM=0
M !@_H)K#8G:=FGB/L M /(5:AKGS;ELTXZSL M "C=DVF\M;78 4;LFU7EK:Z@ #,;5LV MP_T"UCE@ =91T)M..4,SV'Y8S(4;LFU M7EK:Z@ 4;LFU7CK:Z_0 # ?2 M74VR694$W1]8 M
!CBH$*#Y:S*;\FYL ! M1NR;3>6MKL *-V3:KRUM=0 !F-JV;8?Z!:QRP M .LHZ$VFW*>9[$\JYD *-V3:KRUM=0 M *7V':[?P*Y>GQF '"HDQOU)TYLI[0F M!W M XF'->4*DY$SBQN8\P
HW9-IO+6 MUV %&[)M5Y:VNH S&U;-L/] M8Y8 ' M64=";3;E;,MB>4LS %&[)M5Y:VNH M %+[#M=OX%..6-W-KJ\46MKL M *-V3:KRUM=0 !D]JV:]OH%K')@ X%+0FU$Y6S+8OE+,
MP !1NR;5>6MKJ !2^PK9;V"7'U>$ MP B72F)6YV'@ETHYHY@ M \16: M&F.NKJXVST 5QEM%8^)5H KC+J*Q\ M1K0 !T9W;N/6&%^@'R>'V> 'R:#T@ !\1CA!>?\ )K@T1D8 M
KO*Z*SL.K@ (!E%),L?J?;3S M #+[ZQK9+IK$+>1RI] M /ABRD$*,Y9S* MPN3LV %&[)M-Y:VNP HW9-JO+6UU M %+[#M=OX%6MKJ M *7V':[?P*Y>GQF HW9-JO+6UU M
J#/;;9F'5V3H_0 8'Z#ZOV*VA9YZC[M M >4KA#4K7%VM'YW[2 HW9-IO+6UV M %&[)M5Y:VNH I?8=KM_ KEZ?&8 M "C=DVJ\M;74 "H,]MMF8=79.C] M !'/I#J?9/-K?.4?8 M #RE:
(:N MZ7R"PN$-D 4;LFTWEK:["C=DVJ\ MM;74 4OL.UV_@5R]/C, !1NR;5> M6MKJ !4&>VVS,.KLG1^@ C?U M T]LY=_":H^@ M 'E*S0U@TCD5@<+;& M HW9-IO+6UV %&
[)M5Y:VNH I? M8=KM_ KEZ?&8 "C=DVJ\M;74 "IL MYMU@8M69FW^H '55^?3]3--[(HRH[0 M M >4K-#6?0633GB780 %&[)M-Y:VNP M HO95JO+6UU Y0 <8@ !2^P[7<. W+T^,P
M %&[)M5Y:VNH %4YO;YUC55G+;[M >+)J.1_3'4=\HR,Y@ M \A5J&MG/F43OBO M8 %&[)M-Y:VNP &#N$FMNV<=MO!Z@ M =_FF%CN66MKL .$58Y93:4]"\ M]R?QTB
!L)J3I.^]7[H^P <(JQRRFUKW)RYA+WK "(W?*OT>Y M%[/R%-, !1NR;5>6MKJ !5.;V^=8 MU59RV^P CWU&T[LY M < M3#FO:%4<I;3Z2 V"U+TG?NKMT?8
.$T*HR^GUOW'RWB;QK M$ "(7?*OT=Y&[/R5+, !1NR;5>6MKJ M !5.;V^=8U59RV^P BGTWU#LYD%+.4?6 M M <3 FL2$6X(V7,=/WT "C=DVF\M;78 M <)H51E]/I9T'SU+:?20
&P6I>D[]U=NC[!PFA5 M&7T^M^X^6\3>-8@ 1"[Y5^CO(W9^2I9@ *-V3:KRUM M=0 *IS>WSK&JK.6WV $-^F^H M=GL@I9ZC[M #K(R:KH>SYF;=R.-U8 % M&[)M-Y:VNP
X30JC+Z?2SH/GJ6T^D@ -@M2]) MW[J[='V #A-"J,OI];]Q\MXF\:Q B%WRK]'>1NS\E2S M 4;LFU7EK:Z@ 53F]OG6-56X?GEM$ 4;LFTWEK:[#A-"J, MOI]+.@^>I;3Z2 V"U+TG?
NKMT?8 .$T*HR^GUOW'RWB;QK$ " M(7?*OT=Y&[/R5+, !1NR;5>6MKJ M!6>8T,FLWO)K/[@ "(?3O4&S]\HRC[M M <##&O:%1\E9O8_+N8@ "C=DVF\M;78 M
<)H51E]/I9T'SU+:?20 &P6I>D[]U=NC[!PFA5&7T^M M^X^6\3>-8@ 1"[Y5^CO(W9^2I9@ *-V3:KRUM=0 M *SS&ADUF]Y-9_< 8/Z?Z?V5O%/ M-$?0 M #RD-0U.\YI-\T-MY+&ZL
4;LF MTWEK:[#A-"J,OI]+.@^>I;3Z2 V"U+TG?NK MMT?8 .$T*HR^GUOW'RWB;QK$ "(7?*OT=Y&[/R5+, M !1NR;5>6MKJ !6>8T,FLWO)K/[@ M 8C:MEF/T"UC>:,D.P M X&(0I-
8@ 1"[Y5^CO(W9^2I9@ M *-V3:KRUM=0 *SS&ADUF]Y-9_< M #A4283<-B]/9^ W[?Z6>(^\Y M 'E M(.AJ33SRSYO;7R^(UP %&[)M-Y:VNP M X30JC+Z?2SH/GJ6T^D@ +;UWT-
:F#;?^P ?(H1??"F=E\U8VZZ MV B%WRK]'>1NS\E2S 4;LFU7EK:Z@ M 5GF-#)K-[R:S^X 'STA >U]>^_?&-V?Z0LHF: M.4.T M X&'*&0I'FS++-X[SP 4;LFTW MEK:[#A-
"J,OI]+.@^>I;3Z2 $0 MN^5?H[R-V?DJ68 "C=DVJ\M;74 " ML\QH9-9O>36?W A78^!VATAB=I$E1R9ZSM M M !Y"!H:D4\\U^:VV6MKJ !6>8T,FLWO M)K/[@ "
(]18=/NM<(NHE2/M.9] M !P M, 4"A27.N4VQQEGX %&[)M-Y:VNP M X30JC+Z?2SH/GJ6T^D@ !$+OE7Z.\C=GY*EF M HW9-JO+6UU K;+Z&06KVE-EJ M ,'NS'I!W5KB\8I@C[CD M
?#Q%<(:CV_UL;Y ML[9R6/50 %&[)M-Y:VNP X30JC+Z M?2SH/GJ6T^D@ !$+OE7Z.\C=GY*EF M HW9-JO+6UU KW*Z+)T7I+[#4@ M 6MKJ !7N5T63HO27V&I 1AA]HV?%
M]B8)9^P;79Q+$V.ZC] M !1NR;3>6MKL .$T*HR^GTLZ#YZEM/I(M 1"[Y5^CO(W9^2I9@ *-V3:KRUM M=0 *]RNBR=%Z2^PU(ZJSSP6W;'C=S6 M#(;DL,YR2DL0F!FT?<

1NS\E2S 4;LFU7EK: MZ@ 5[E=%DZ+TE]AJ0 ,-GULCO=&N;-S& MWS=&4F<1RA[#N/H M !\/ A7)J;CU59WS4VWVTDX M %&[)M-Y:VNP X30JC+Z?2SH/GJ6T^D@ M
!$+OE7Z.\C=GY*EF HW9-JO+6UU M KW*Z+)T7I+[#4@ #"[(M./[\UG>=S\9 MZ9E'V'<

6MKL .$T*HR^GTLZ#YZEM/I(M 1"[Y5^CW(W9^1I9@ *-V3:KRUM=0 M *]RNBR=%Z2^PU('BOU-$_HWJG8F_4UB(YD[SZ M M #QE;H:B6SVM'YF;<]-N]@ ! M1NR;3>6MKL
.$T*HR^GTLZ#YZEM/I(" M=XAN_G* ^D)R"OWKYKWY[/"(%&[)M5Y:VNH M %>Y719.B])?8:D "$=M:]NO?N,VVCGSO M M .!AS7M"E^8Z MGB !]*8V%:K^U?=_H !1NR;5>6MKJ
M ! LGH_1Y337':H =%?Y8/Z@:?V2J))PC[3Z M M >4AJ&IWG&3_,W;N1QZJ HW9-IO+6UV M '":%49?3Z6=!\]2VGTD !O=R[WSDJ68 M 4;LFU7EK:Z@ "C=DVJ\M;74 "#
M9)2"G[[;O!&RP !1NR;3>6MKL M .$T*HR^GTLZ#YZEM/I(#>[EWOG)4LP HW9-JO+6UU M %&[)M5Y:VNH $&R2D$YQNK M $7Z2Q.W>Q<#N1'-'(M \I$$-4SE_]FR[5 M%[%&
[)M-Y:VNP X30JC+Z?2S MH/GJ6T^D@ -[N7>^I;3Z2 WNY M=[YR5+, *-V3:KRUM=0 !1NR;5>6MKJ M !!LDI!.<;JP ./M+COJ/IW9*J\Y>CW@ M M ZS!%)H4+H+)K2XEV$ *-
V3:;RUM=@ M !PFA5&7T^EG0?/4MI]) ;W.U0]/C, *-V3:;RUM=@ M !PFA5&7T^EG0?/4MI]) ;W<:\R+ MPUBV]I3.2ZC[)8?4.R1RA#LA#E*YPASE(^'.%-R.R2'T[9(?3LDA].R6 M
&^'+G?.0H@ !1NR;5>6MKJ *&V;:;$Q"X8JKA\ ! MZ/-+K-ZY6CF AU_IL?5R6#BM8 .GTAX_:'&(#G!Q MOU*^CFJ=BKGY3,]8 M !P,.4LAKWI#(;3X7V. +7[MKUS;&[,>Y &M\TNPGQF
'F]I,U@ M?NS7-L[KQ[D 9OSV M!&Z_8_Z(U!6F?\R@ #:W0W:%I8;E?V >;VEJ#/;;=&O+H ! MPFA567T^L6\>*O)56(;/[_P!V[CY9DU@H^X M ZB M/&O*%5\J9I9?*>:
2+N37DRW/8.0/I(?26;U$G< #6Z:7826/M1 M $>-5M>W;*_.K:(I?8=KM_ KEZ?&8 #"U\NKF MYM%5YF_/8 $;K]C_HER=UEDJ68 4;LFU7EK:Z@ M 86OEUDV]J"M,_P"90 !M;H;M"TL-
RO[/-[2U!GMMNC7ET M X30JC+Z?63>/%7DJK$ -S>E-_[5W>Z35'T M M ^&,*K0U5QFKM;YN;9[Z'T $@W7C^P/=FN,H #6Z:7826/ MM1 $>-5M>W;*_.K:(I?8=KM_ KEZ?&8 #"U\
MNKFYM%5YF_/8 $;K]C_HER=UEDJ68 4;LFU7EK:Z@ M 86OEUDV]J"M,_YE &UNANT+2PW*_L \WM+4&>VVZ->70 M #A-"J,OI]9-X\5>2JL0 $AR;(-\^A=YWN29'L M M /AYB%
(:NGBX8V-.='Y$!GMUX_L#W9KC+ UNFEV$EC M[40 !'C5;7MVROSJVB *7V':[?P*Y>GQF PM? M+JYN;15>9OSV !&Z_8_P"B7)W662I9@ !1NR;5>6MK MJ !A:^763;VH*TS_F4 ;6Z&
[0M+#TM09[;;HUY= M .$T*HR^GUDWCQ5Y*JQ 7%M?9>\>U-D6NCESD M M #X>GQF M PM?+JYN;15>9OSV !&Z_8_Z)/%7DJK$!MST7O?;/(+Y/$?: M M ?
#K/*1XJ)#7?!;C;'SRVEZ+?Z@ 61W7KFS=UX_]!]C M#UF1.0 -;H=A)8^U$ 1XU6U[=LK\ZMH@ "E]AVNW\"N M7I\9@ ,+7RZN;FT57F;\]@ 1NOV/^B7)W662I9@ M !1NR;5>6MKJ
!A:^763;VH*TS_)E &UNANT+2PW*_L M \OM+3^?6VZ->70 #A-"J2JL0 R=WNF^?2 MF_[_$94=P M .)Y3$D.0J,I/"KA:' NS,MB]8 +8 M[LUS;>Z\>Y &MTTNPDL?:B (\;K:]NV5^=6T0
!2^ MP[7;^!7+T^,P &%KY=7-S:*KS-^>P (W7['_$2Y.ZRR5+, M *-V3:KRUM=0 ,+7RZR;>U!6F?\R@ #:W0W:%I M8;E?V 1NZ^6NVU<2M7"_< #C&$*OGA2VT>3_/46< 3
M'.LRWNWCN&\T9

$B!3Z%58?7^WEK,9AH3)N?A, M !;'=FN;;W7CW(UNFEV$EC[40 !'C5C7UVR?SIVB M *7V':[?P*Y>GQF PM?+JYN;15>9OSV !&Z_8_Z)

Z\>Y &MTTNPDL?:B ,04%A%RQO"FQ0 !XCJQ>L MYT7H *7V':[?P*Y>GQF PM?+JYN;15>9OSV !&Z_ M8_Z);O[EVO>*,D.X 'PZSRH8,@1&CVDK).9 ME'WG8 <@ <3$%"H
M5!RAFL]Y7S, "V.[-[/26_=A9YYNC[SZ #B>4PB$&*>-; M+Y8*$V-J[V2S79AF=[$XEF=PD\,D=J/(])Z#N/H M !UD:-8#T?,';_ *[-4 67W7KFS]V8 M]R!S/>=X !K=-+L)+'VH@ =91T)JO\
G]LS(:JO(I?8 M=KM_ KEZ?&8 #"U\NKFYM%5YF_/8 $;K]C_HER=UEDJ68 M <)H51E]/I3T5RU,*#60 &UNANT+2PW*_L ' M":%0YG2Z6=%\DS2UX* ,_E.1R[/W+5FGS)S !\.HQ!
D*>*%JZ/4;KG7IW83'\ESYZ4?:A,2:D@1]IV M ZR,H:O>Y.?A, !PZ,Q;W9_ M;0/6A;^W+'/PH/H -;H=A)8^U$ #K*.A-5_S^V9D-57D M 4OL.UV_@5R]/C, !A:^75SBN6IA0:R VMT-VA:6
M&Y7]@ X30J',Z72SHODF:6O!0 !Z:RKNS=&V=@\WR^> MGM1QR$2/!;+?:7MZ6I6UN7.8 !\/*1HI=#7GU\M4-H M:CUOW7H7$72T #O\?>U->;,Y^GGC+E:I#:;SLCJ[;NWF"
["O8F:.1/H M !Q,$:V(1/@39DIU'? M !:W<.O+=WMC?(&MTTNPDL?:B !UE'0FJ_Y_;,R&JKR M *7V':[?P*Y>GQF PM?+JYN;15>9OSV !&Z_8_P"B M7)W662I9@
!PFA5&7T^E/17+4PH-9 ;6Z&& M[0M+#RB0H]QTGB0ZCW(Y,]1R !P,>09"CC3C,\$TTZ#Y MKC5^QP ;)Z=WA^FFC>@KU)8CZSZ M 8XIQ#6[2>0VAPIL<)X=FTK/[P#F6KU3AED[9
MLGT &MTTNPDL?:B !UE'0FJ_P"?VS,AJJ\@ "E]AVNW\" MN7I\9@ ,+7RZN;FT57F;\]@ 1NOV/^B7)W662I9@ M !PFA5&7T^E/17+4PH-9 ;6Z&[0M+#Z>YML7J2Q'UG(^'$X'(YG(M
'P^' X@QA7*&M)IEM'4>JF_N;^GU\0)U9[YM7@.Q^ M^ /E7)8_P!2].V>A]!V1ADST & MMTTNPDL?:B !UE'0FJ_Y_;,R&JKR *7V':[?P*Y>GQF M PM?+JYN;15>9OSV !&Z_8_Z)"@
2'*,BWOZ#WC?!*$>T ^'4 M>0QABD/IQ((:U&CVYM%Z[;MT$C ;+X'L7]Q.9^KLJ#Z<36Q"3EC(R$] M)] .)B2K$-8]<76T?G MCM+[+$?*N2W/J7IVV(R\@ #6Z:7826/M1 ZRCH35?
M_MF9#55Y %+[#M=OX%BN6IA0:R M VMT-VA:6&Y7]@ X30J',Z72SHODF:6O!0 ,C?;SV M5U9C<;L'#P\?INSTAOS:6]W>8(]P /A\.D\9@"ND*T(M$>D]14E90Z7;]YQJ39>J0
!LQ@>Q?W&YGZNRP ,2:S(3PL0D)ZT>8 M !YR,(:VD5X=V)-M%9(M /E7)9?U+T[:$9>0 !KE-#8"6/M .!2\)J]^?VS,CJJ\@ M "E]AVNW\"N7I\9@ ,+7RZN;FT57F;\]@ 1NOV/^B7
M)W662I9@ !PFA5&7T^E/17+4PH-9 ;6Z&[M0M+#FRU)Y@ =GM[2?,^N=*_R["OI(\?R2)9+B MN/K[< !LQ@>Q?W&YGZNRP !AS7I#-EC$H1R!V M XF-*N0U: M/L(4A>Z>Z>Y;/4>J0
!QC' GLUG=LQ:O7Z #HBH.Y^5 MU\^9-Z?&8 ##ULNL&Y=%UMG7/0 $=KMC_HER=UED*:8 M <)H51E]/I3T3S!,*'5@ &UNANT+2PW*_L '": M%0YG2Z6=%\DS2UX*
!BZOTQ57Z2FTTX %Y;[W3LCF&52Q"%H5?+"JL M(P^/8IC=I9AE&Q.:9;/C)HXU"-'02HEZ.6.8 .!YSQF/0Q M!@"($#*K]_"@LWP"I,MPNCMN:7\%;;P !LQ@>Q?W&YGZNRP .HHQ
M"/%IDS1R1] !T$30U7, ME\T-N93%ZP "E]AVNW\"N7I\9@ ++[VUM96X+%] M !@S1+6]WNKY[[-]/C, !Y_6%?91CL8ZCN/8=P !\.@PQ!T(,0< M@"%;7RPTWF6"U;F6#5+L76.-K[:
!LQ@>Q?W&YGZNRP !Q-<2+ MH;!$M1](.)A37I"JN/ M,[L'FO+0 *7V':[?P*Y>GQF MOO;6ML;AL7(M $>- -;7BXOGOLWT^,P ^1<8P H_9%KO/6MU M X30JC+Z?2GHGF.84.J0 -
K=#=H6EAN5_8 .$T M*AS.ETLZ+Y)FEKP4 #%U?IBJOTE-HP !L3N_;^X^>9I9:.7!P.LZCM M.T[#Z#X ?0 =)&RC$-:KE:]9MEZJJS-"@ 8NK], M55^DIM-. !9VR<_W9W%M2X"2H^D
'P^@ ' Q11Z M&BN58=HATURAC+A;0 !LQ@>Q?W&YGZNRP !UE'0F_#GK/C+ M]=N4>QMD_/TE:/> #I(MP:P(>#Y[[0DVL+P *7V':[?P*Y>GQF MOO;6ML M;AL7($>--
;7BXOGOLWT^,P HW9-JO+6UU M X30JC+Z?2GHGF.84.J0 -K=#=H6EAN5_8 M.$T*AS.ETLZ+Y)FEKP4 #%U?IBJOTE-HP !-&X+SC&7(^PY M \I!T-/_$\ORXZNXYBF18P !LQ
M@>Q?W&YGZNRP !UE'0F_!GLCAK>[GCIG]%=?]LE'W@ M XF,*70UST9D=J<-[% % M+[#M=OX%4@]&HU MO];(^7.XD(@ 4OL.UV_@5R]/C, !;7>VM;6W#8N9 M]/H (\: :VO%Q?2/?
9OI\9@ !1NR;5>6MKJ M !PFA5&7T^E/1/,\8RE'M M .)\.LZ#I.D\16R&I=13_F?UCQI'[W8 !L MQ@>Q?W&YGZNRP !UE'0F_!GLCAKQS^?ZS<>=O;7>%18".2/H M !U$7-
6(PRGR_W!Z[/4 M 4OL.UV_@5R]/C, !)NW]>S':]E]1-;GX9ZN_H !'C0#6U MXN+Y[[-]/C, *-V3:KRUM=0 .$T* MHR^GTIZ)YCF%#JD #:'1G9]E8EE7V #C,JG+J73;H7DJ:VO!0 M
,75^F*]_24VFG N3;6S=XMH[&M9'+G('4> P MB&'(F1X\!ARF(PT2W_S=36U-/@ ;,8'L7]QN9^KLL =9 M1T)OP9[(X:PU;;]A]/;N_2C1G0FQY+4?2 M <3 &KT88[YS[4SVO[H
!2^P[7;^!7+T M^,P L3L'!;7Z6Q+Z 8*$=#];W>Z/GOLWT^,P M HW9-JO+6UU X30JC+Z?2GHGF.84.J0 M)?C.U\G1W(#"ULE/Y_KF<67'P ,75>E>Y)79BB\@ !.K!1[5[SW
M)N/FV73I'V@ X&'*P0ILIV_8[4&28M ;YC\YAA$ M-U^?^D_TLU7M^UTV "D':VO\F M :Z3RW_+'V0B ,&:[:4R+W*;$ %+[#M=OX%B>8 MYA0ZI ZIHPR^5D8 M #9C]B_N-S/U=E@
#K*.A-^#/9'6&K;>!^@',O5_Z"X+L.U3+H\P M 8\J9#7?F[F[+)YQSG@ MS?0&,["=KZ^RP !K=-+L)+'VH@ "/&LFD\C[^%-B M"E]AVNW\"N7I\9@ !1NR;5>6MKJ !
MPFA5&7T^E/1/,AJQI^^V9P M1LL 9OH#&=A.U]?98 UNFEV$EC[40 !'C632>1]_"FQ M !2^P[7;^!7+T^,P HW9-JO+6UU M X30JC+Z?2GHGF.84.J0 .J:,,OE7.+#1@ M
#87=6V]VM@YQ8Z/N/H !Q.!CRK$-.H/S5ZVXQP5 M\QX ;,8'L7]QN9^KLL =91T)OP9[(X:PU;;P!^A/,' M6OZ!85GMJHY,^@ 'F*[0U M$P6Y6G\XMK #-] 8SL)VOK[+ &MTTNPDL?:B
(\:R:3R/OX M4V(*7V':[?P*Y>GQF %&[)M5Y:VNH M '":%49?3Z4]$\QS"AU2 !U31AE\JYQ8 M:, ;);OW!NQGF9S]'V X'C(B:TH?G?N'2 M&MV\^? -F,#V+^%V+^XW,_5V6
.LHZ$WX,]D<-8:MMX M M#", __73F+K/89&2'< =1 M#4-1Z>:9_+W<7?1>@ &;Z QG83M?7V6 -;H=A)8^U$ *-V3:KR MUM=0
.$T*HR^GTIZ)YCF%#JD #JFC#+Y5SBQ M+Y5SBPT8 V.W3MK=W863^R-WL;RFP#((_0 M <".&KD88CY\;/E>KKR !F^@,9V$[7U]E@ #6Z:7826/ MM1 $>-9-)Y'W*;$ %+
[#M=OX%B>8YA0ZI M ZIHPR^5S]2ZZ;KT-Y_>F %S83G_Z-\Z=0^B$ M /D8QD_+'K7BW%UE" !L9J7<_ZHZ%Z+O!&1': M #B8(U?0KSC?/+-YPRP #-] 8SL)VOK[+ M &MTTNPDL?:B
(\:R:3R/OX4V(*7V':[?P*Y>GQF M %&[)M5Y:VNH '":%49?3Z4]$\QS"AU2 M !U31AE\JYQ8:, 7]M?9>]NU-D3Y'V M \95J&CUYL?YK]8\:^*JHP /7 M357ZL\C]H[A6RZV"C[0 < M3
FKZ$!XPS^R>=\I S?0&,["=KZ^RP !K=--+L)+'VH@ "/&LF MD\C[^%-B "E]AVNW\"N7I\9@ !1NR;5>6 MMKJ !PFA5&7T^E/1/,#\M-X M\^ZZ[CT< !L_IK>GZDZ0W]=R.;.8 M !UD9-
5T.KYT;4D6O[H !F^@ M,9V$[7U]E@ #6Z:7826/M1 $>-9-)Y'W*;$ %+[M#M=OX%B>8YA0ZI &+J_0 #JFC@+C[SBPT8 V*W)M M;>/8^>SQ'V ' C2&L!^3?3?)];9SKT M
#*4%R_7#D3M7;.EK)D>L M \Y!$-.K7[1[@C9G*2(($1DMS6"Y.JL*R<0 " !$! M\/H.4'9%TE=QA:DL?4#M/0 >&$=?]17WLXUSWN\X]DH?98^CRB!Z/.;E*'.6 M/=YQ
]7C$#N\X\Y8CE"/H\H@>CRC]A$4OL.UV_@5R]/C, M *-V3:KRUM=0 .$T*HR^GTIZ)YCF%#JD 51E M]REUFI0 !US1\GM/.+#1@ #9;=.V]W=A9Q-T?6 M #X>(JY#3CV\?S'Z[XJQ-SM
W% MT5T-^GNH-V6P9='F #PE6(M:QZ/R*R.&-C #-] 8SL)VOK[+ X$"C"&1A8XE?V[VQ_6R^$T!QBZ/64#S>L/D5<9;0V M/B5< *WRZALC$:X @ 1 ! B 0 XQ5MDGA
MK%N/GK.>>LP !DJ7SEEHI@ !U31AE\JYQ8:, #[--NOT MOT%M+OB -Y> M?^D_TNU7M^SDNUF_.;JOCW$W. MT 7KKK9_Z\\X=1W0CG#D M #I(>AJ-!(_FGMO+XK6@ #-] 8SL)V
MOK[+ $*C"%175+$ =92-IJ*\^7VWP *-V3:;RUM= M@ !1NR;5>6MKJ !PFA5&7T^E/1/, MU_GIM$ #-] 8SL)VOK[+ $*C"%175+$ M =92-IJ*\^7VWP *-V3:;RUM=@ !1NR;5>6M MKJ
!PFA5&7T^E/1/,LI M S?0&,["=KZ^RP !"HPA45U2Q '64C::BO/E]M\ M "C=DVJ\M;74 4;LFU7EK:Z@ M<)H51E]/I3T3S',*'5('5-&&7RKG%AHP !G,FR#> M3H7>E](2]'UGT ZB,
(:Q'Y?]!\TTIM'48 M &3IZK=+6.V>^ #R14W=;/06P=: #]-^6^O-[\/S:P4?: M #@8TJE#5S$*ZU/G#M?MI9P M ,WT!C.PG:^OLL 0J,(5%=4L0 !UE(VFHJSY?;; M HW9-JO+6UU %&
[)M5Y:VNH '" M:%49?3Z4]$\QS"AU2 !U31AE\JYQ8:, 3G.*.KU\0 M)E:[O\ T4\?]N94 P!^=V:8+^7O4'(P W%T9T'^G^GMWVT MCE3Z #X>,@R&KLL?3_MFRK5= MZ &;Z
QG83M? 7V6 (5&$*BNJ+# _P)\ZD5'WH:Z-&!=!(6WA^7(@ 8U0/Q:S&*:L8LU1R()
M4C::BO/E]M\M M 'C=DVJ\M;74 #!W"2+7;SZ9P %-9_:[EP M"Z #Z9N@FE=H].R2(X15AEM-I+T5S'+*/5(M '5-&&7RKG%AHP !G,FR#>3H7>E](2]'UGT ZB,(:Q'Y?]!\TTIM'48
#=1^U=/ 3.UW?^BOC_MS+ M $>/SNS3!?R]Z@Y& !']@>/.WMNK=F< $6'K9=9=PZ[L[$K< /D43N_C6N8ZRQUVU@ . MJ:,OE7.+#1@ #OJZK=+I?H+9RI]YJCZP #R$#0U_N5
MJMBWW.=RS1DH@TRS/!=*>H>2" $SM=W_HKX_[< MRP !'C\[LTP7\O>H.1@ /U#Y:Z\WMQ#-IRCZP M <#&E=H:J4'K-?G5M/-89< !F^@,9V$[7U]E@ M "%1A"HKJEB .LI&TU%
+[;X %&[)M5Y:VNH M X30JC+Z?77?;&A<#D>AP (#D-;/L>H@)38M6X+ZUE=0 !QBJG+Z?7C:^A<#D>AP M !U31AE\JYQ8:, "[=N[0WAV;L2T(LL?0 #@ M8
U^0_,7>G/>TN$Y]L_@.QJ&*;1C>'/ 9M@/9DV* M "9VN[T5\?]N98 CQ^=V:8+^7O4'(P %IU\I %I [DFIP[P #K*1M-16'/)P<@/*IUT\@ !1NR;5>6MKJ .$T*HR^GUWVQH7 'Y'H<
MQ>>^P\E2S #"U\NM^T<1JG9G&@ &2HKO=VL>SM@-778 <) MH51E]/KOMC0N!R/0X ZIHPR^5;>>Z^Z+R M0E2/> #@8XJM#42H/S:ZHY VITIOJS,"V+I1T?R[6N>:ZQ.,
MY7ELFQ0 3.UW?^BOC_ +H M.1@ /T)YWZ<_1_6>UK 1]@ ! MYR'&MR$:XTSV=0)#5@_.GH+FJF-I:BE6)YGYJJCCV18P,3C.5Y;)L4 M $SM=W_HKX_[H.1@ -SM&="?J-I[=UH(^\^@
M ' PQ1"%(\Y979G&N>@ 9 MOH#&=A.U]?98 '6:THTO\ -W:UFX5< !:'9>!7'T9BO(' M64C::BO/E]M\ "C=DVJ\M;74 <)H51E]/KOMC0N!R/0X M$!R&MGV/40 $IL.;;B\]]AY*EF
&%KY=;MHXC56S.- ,E17>[M=8]G; ZNNP X30JC+Z?7?;&A<#D>AP !U31AE\JYQ8:, M >^YW#<_H[?6QU54S1'('8?0 #B8\KE#6A>B[A1RY] M/(0 U&III_\ ,_;GOL-2
!F^@,9V$[7U]E@ =9K0C3'S=VM M9N%7 6?V7@5R=&8KR !UE(VFHJ]Z[8T+ +W6#92\6? M 2^P[7;^!7+T^,P HW9-JO+6UU M '":%49?3Z[[8T+@2.ER &[^:!1;^ZR-O:7S[]#@S
.$T*HR^GUWVQH7 'Y'H<SQ6Q^*;1Y@\ M =4T89?*N<6&C !M;H%[Q.=+M_[3%@ M M8KI@E@ Q&!8=/2Q.VKI@ 6,\'? L!ZF9L#8=^ /UOL@ 6IN\KF/+]
,;N-<@B7?RM^FAF6!.] M.-7RD]0G&Y3C]%$3E-[.6M!JGC+?U;\T M?L1*N*-UXB-C"S ,G%9<4.+.\J-OXAP8N4O4_]'7(-<-D]A^6/ M ZNEL.VDO4 %%0\H1^T1H65;\K\
.$T*HR^GUWVQH7 'Y'H< M=4T89?*N<6&C !MOFE0LM"J.'A7%\Q^ Y P"8"HGS:7E"_M!.<"3:?\.@/
-I'TF<&VB8HJ?^=A[$>#%ZYM,!#&*FSAU\C8QMMTUJX:9FM0C:EJ$K0LT4?NUT;9[]VP/-.*9C$,C:>H;\%T*N>$6[%P#7-T#D.6%8K[#M:K ,HG0=%]9P'DWR+#V$ 7C\^!9K-A/I(Q(
!W6U:4;VCUIE1? -CF;F[<:^!&JXM8E_0A]O3K3.94L!2,0,B^1^ '0QA^HNO[.L8" /S_2BN:RA,N<%26L+,R#VU,; ! 0W.<<\3+L/:I9)O7$S]$J=>,X9D,<^"^

/,5VAJ)@UQM/YP[7 $9O'A&;SX6 M9AU< !\JY+<^I>G;8C+R !UE(VFHKSY?;? HW9-IO+6UV PM M?+KELNS5-M+A\ " Y#6S['J(" Y#6S M['J(#JFC#+Y5SBPT8]]PKME=W;>VB
MRW)YZC[$,<8 BAA"XR<@ :PS2[/2S "/&D5RMGY$]A8UE7[4\H=D7> MCG3F =1#D-1Y8R_Y?[@]5J]P M (S>/",WGPLS#JX #Y5R6Y]2].VQ&7D #K*1M-17 MGR^V^ !1NR;3>6MKL
!A:^77+9=FJ;:7#X $!R&MGV/40 M $!R&MGV/40 '5-&&7RKG%AHP M ,UDE_P!DN@-VW![^^<@ :PS2[/2S "/&D5RMGY$]A #K* M.A-^!G9W"7C]Z< ?M;S!UON+A6><@ :PS2[/2S
M FEMSM?X]]@\0 "1V>]_M1R'VO?R,F.T M &/*H0UETU?[,X-V2 !&;QX1F\^%F8 M=7 ?*N2W/J7IVV(R\@ =92-IJ*\^7VWP *-V3:;RUM=@ ,+7R MZY;+LU3;2X? @.0UL^QZB
@.0UL^Q MZB ZIHPR^5GS]-FM-;SO>$9BCZ@ M =!$#5&5[_)U;3D&O[H (S>/ M",WGPLS#JX #Y5R6U]2].VO&7D#Z?3Z#K*1M-17GR^V^ !1NR;3> M6MKL !A:^77+9=FJ;:7#X
$!R&MGV/40 M $!R&MGV/40 '5-&&7RKG%AHP &P MG '[6\P=;[BX5GG(& ML,TNSTLP '$X@ ^E!DJ0L1'('T M XF**@0UNUG=[/^?>S^?A, !&;QX1F\ M^%F8=7 <:N3,?
4O3T]0^@]2$[C#-GTZRD;345Y\OMO@ 4;LFTWE MK:[86OEURV79JFVEP^ ! 8.M]Q<*S MSD #6&:79Z68 "M")H6RCG#D M #H(V40A4_*^9V+RAFH $9O'A&;S MX69AU<
C#S951\P#F79WGK>RLYMO(ZRD;345Y\OMO@ 4;LFU7EK M:Z@ 8>MEUZV3:*<@ :P MS2[/2S 8\UQ0NHEJ/> M >$@B&J=+/+/FUMG*8O6 ",WCPC-Y\+,PZ MN N3Z+:LL_8-
KY'64C::BO/E]M\ "C=DVJ\M;74 #S^L(3? MO")W_!40 ^$/O7A4NP^ ZIHPR^5^BNJ>_UIP !^UO,'6^XN%9Y MR !K#-+L]+, -:T+%+ 1]X M !UF%*00HSG#*[+XWST 1F\>$9O/A
M9F'5P %T?1;5EE[!M?(ZRD;345Y\OMO@ 4;LFU7EK:Z@ #Y% MQC #C%5.7T^M>Z>/\=<<- @.0UL^QZB MR5CZ5V8T]MWZ #P5$M3Y=;*[V/Q$ .J:,,OE7.+#1@ "+7:H
MRM)YY2D\P *:W+"GOHKJGO]:< ?M;S!U MON+A6><@ :PS2[/2S "GD/"6JCF#D M >(A*&J-+/*?FQMG)XS6 M1F\>$9O/A9F'5P D'?FM93G5MY]18%[IL_[2_3K*1M-17GR^V^ M
!1NR;5>6MKJ .$T*HR^GUJW5Q_CKCAH $!R&MGV/40 M $XQ#IK<30FX/H ,-70USV79JGVCP^ .J:,, MOE7.+#1@ "+7:HRM)YY2D\P *:W+"GOHKJGO]:< M ?M;S!UON+A6><@
:PS2[/2S ".(4B7 M021'M .LPJ%(%#<]91:/%NP M (S>/",WGPLS#JX 7%]%M66;L&U\@?3D?0=92-IJ* M\^7VWP *-V3:KRUM=0 !PFA5&7T^M6ZN/\=<<- @.0UL^ MQZB G.'],
[C:$W%]@ &%KY=8.M]Q<*SSD #6&:79Z68 M #5A"[R8H]X /$0E#5" MGFEGS2VWD<=JP !&;QX1F\^%F8=7 "Y/HMJRS]@ MVOD #K*1M-17GR^V^ !1NR;5>6MKJ
.$T*HR^GUJW5Q_CK MCAH $!R&MGV/40 $YP_IG<;0FXOL PM?+K MELNS5-M+A\ =4T89?*N<6&C '3/'%U7H ,-7>V5I/+/6_Q M %-;EA3WT5U3W^M. /VMY@ZWW%PK/.0 -89I=GI
M9@ -7$+?)RCZP M =9A4*0*&YWRFT>,,_ $9O'A&;SX69AU< M +D^BVK+/V#:^0 .LI&TU%>?+[;X %&[)M5Y:VNH X30JC M+Z?6K=7'^.N.&@ 0'(:V?8]1 3G#^F=QM";B^P M
#"U\NN6R[-4VTN'P !U31AE\JYQ8:, # W#V&>M_ MB *:W+"GOHKJGO]:< ?M;S!UON+A6><@ :PS2[/ M2S :\H3X@ 1F\>$9O/A9F'5P M N3Z+:LL_8-KY ZRD;345Y\OMO@
4;LFU7EK:Z@ #A- M"J,OI]:MU^BNJ>_UIP !^UW,'6^XF%9YR !K#- M+L]+, !21ZT+.1R9] M !UD<-7$(3Q;L"R^>LH C-X\(S>?"S,.K@ M !/ M",WGPLS#JX 6I]%M66-L&U\@
<"FK34OOY?;? HW9-JO+6UU M '":%49?3ZU;JX_P =<<- @.0UL^QZB M G&(=,[B:$W#RA$ 86OETUW?C53[.XX '&++4?G*K33 M 8&X>T5NU3E:3S %;;6*U^A.I._UIP !^E.CN@
MOTKTWO+Z =D89,] !K#-+L]+, !7"$!+D1SQ MS ,84XAKIS%E\9T=D8 M &'K_.?8Q669AU< /!VU@&0S&@^@ XD?M_K(.!-D@ 4% MM"T6=AMH@ ,O8>EMG=-[>^P #'U
M,FJ&X<;]5YXR XQ>?TF I_<4M1_1/5'?ZTX M _3?1W0/Z=Z?UE ZYH=7I #I](=

;UF]/E*/L "+X ?1!C*OTR=)Y@ >+UO&:MU8 !\BC M5T6MBV' 4UN6%/?175/?ZTX M _3?1W0/Z=Z

$9O/A9F'5P %&[)M5Y:VNH M X30JC+Z?6K=7'^.N.&@ 0+(*V>X_1 M " Y#6S['J("FMRPI[Z*ZI[_6G M 'Z;Z.Z!_3O3F\N0 -89I=GI9@ M !KPA)"S4$9O/A9F'5P %&[)M5Y:VN MH
X30JC+Z?6K=7'^.N.&@ 0+(*V>X_1 M " Y#6S['J("FMRPI[Z*ZI[_ M %IP !^F^CN@?T[TYO+D #6&:79Z68 M 0)"L2XR2(]@ /ABRD4 M*-Y8S*P.3\V $9O'A&;SX69AU< !1N
MR;5>6MKJ .$T*HR^GUJW5Q_CKCAH $"R"MGN/ MT0 @.0UL^QZB IK^BNJ>_UIP !^F^CN@?T[TYO+D #6&:79Z68 M ?#6Q"TR;(^L M \962&J6K[Q:/SXV@ (S>/",WGPLS#JX M
"C=DVJ\M;74 <)H51E]/K5NKC_ !UQPT " M!9!6SW'Z(0'(:V?8]1 M 4UN6%/?175/?ZTX_3?1W0/Z=ZG-Y<@ M :PS2[/2S 5^A6*-R$D.X M '$P)KLA .'=B3/162 1F\>$9O/A9F M'5P %&
[)M-Y:VNP X30JC+Z?6K=7'^.N. M&@ 0+(*V>X_1 " Y#6S['J(M "FMRPI[Z*ZI[_6G 'Z;Z.Z!_3O3F\N0 M -89I=GI9@ .)K0A9Y/$?< M 8\J=#6O1>1V/PYL4 ",WCPC M-Y\+,PZN HW9-
IO+6UV '":%49?3ZU;J MX_QUQPT "!9!6SW'Z(0'(:V?8]1 M 4UN6%/?175/?ZTX_3?1W0/Z= MZ6MKL .$T* MHR^GUJW5Q_CKCAH $"R"MGN/T0 @.0U ML^QZB IK^BNJ>_UIP !^
MF^CN@?T[TYO+D #6&:79Z68 >0UV+G0E M"/: #B80U\0J;D7.+$YBS M 1F\>$9O/A9F'5P %&[)M-Y:VNP M X30JC+Z?6K=7'^.N.&@ 0+(*V>X_1 M " Y#6S['J("FMRPI[Z*ZI[_6G
M 'Z;Z.Z!_3O3F\N0 -89I=GI9@ - M:2XD)>CV@ 'B*M0U/UQ=;:^=^TP M !&;QX1F\^%F8=7 4;LFTWEK:[M #A-"J,OI]:MUH@ *:W+"GOHKJGO\ 6G M 'Z;Z.Z!_3O3F\N0 -89I=GI9@
M !Q-:$+M1DYV@ '00Y#4>6,L M^8^WO?8JD ",WCPC-Y\+,PZN HW9-JO M+6UU '":%49?3ZU;JX_QUQPT "!9!6SW'Z(M 0'(:V?8]1 4UN6%/?17 M5/?ZTX_3?1W0/Z=ZH@ *:W
M+"GOHKJGO]:< ?IOH[H'].];RY UAFEV>EF M U_0M]'/', M &.*D0UNT!DUD<3[" C-X\(S>?"S,.K@ M *-V3:KRUM=0 !PFA5&7T^M6ZN/\=<<- @ M605L]Q^B $!R&MGV/40 M %-
;EA3WT5U3W^M. /TWT=T#^G>G-Y<@ :PS2[/2S M 4 A;R.>.8 M /*0%#3ZR5%I?,C;W+RF $9O'A&;SX69AU< M !1NR;5>6MKJ .$T*HR^GUJW5Q_CKCAH M $"R"MGN/T0
@.0UL^QZB M IK^BNJ>_UIP !^F^CN@?T[TYO+D #6 M&:79Z68 #7)"XR2H]H M .LC)J\AB_GWLZ5:LO0 C-X\(S>?"S,.K@ M *-V3:KRUM=0 !PFA5&7T^M6ZN/\=<<- M
@605L]Q^B $!R&MGV/40 M %-;EA3WT5U3W^M. /TWT=T#^G>G-Y<@ M :PS2[/2S :N%V(3!'O M !\,44FA0G-V661QSG@ C-X\(S>?"S M,.K@ *-V3:KRUM=0 !PFA5&7T^M6ZN/\=<
M<- @605L]Q^B $!R&MGV/40 M %-;EA3WT5U3W^M. /TWT=T#^G>G-Y< M@ :PS2[/2S :K(7<3)'T@ M 'E(*AJC:_::_,W;OHMWJ !&; MQX1F\^%F8=7 4;LFU7EK:Z@ #A-"J,OI]
M:MUH M@ *:W+"GOHKJGO\ 6G &X^@N MC_T-U7N+D "'(;GR3@ #SFJZ%\$O1](M !UF"-=$*\XLV!.N>\H M C-X\(S>?"S,.K@ *-V3:KRUM=0 !PF MA5&7T^M6ZN/\=<<-
@605L]Q^B $!R M&MGV/40 %-;EA3WT5U3W^M. M-Y>?.EOV-U=MWD #6&:79Z68 ?#59"[" M:(^H '@*N0U=UW=;-^=FTP M ,' .$T*HR^GUJW5Q_CKCAH M %7GSI;]C=7;=Y
UUFEQ8B^'T^'T" 8&,-F9 M)I&B *J0CI;:.:.0 M .@A:&ID&;^<.U\]@]Q P=R\8+DM+:V$ M7 "C=DVF\M;78 <)H51E]/K5NKC_'7'#0 M ! 7GSI;]C=7;=Y M IN:$I@G<(@ "$H567,C(#L
M !Q,,4 M,%R6EM;"+@ !1NR;3>6MKL .$T*HR^GUJW5Q_CKCAH M @.0UL^QZB @.0UL^QZB M IK^BNJ>_UIP !O+SYTM^QNKMN\@ M 5'-#-06%"(\!K9&%WP2Q'O M
/&05#4KSC./F-M_P!UEJ M !@[EXP7):6UL(N %&[)M-Y:VNP X30JC+Z? M6K=7'^.N.&@ " Y#6S['J(" Y#6S['J M("FMRPI[Z*ZI[_6G &\O/G2 MW[%:NV[R /I]/H !4\89(L:$0 -8$+9)RC[
M0 #K,":ZH5UQ;L"><]90 M ,'I"=QAFSZ "L(P%GPB M !0B&:+-1R9] ,>5.AJWJB M]6O_P#9P P=R\8+DM+:V$7 M "C=DVF\M;78 <)H51E]/K5NKC_ !UQPT 0'(:V?8]1 M 0'(:V?8]1
4SN2--?1'5 MG;Z^0 '.:7G/Y?4)3K/:]XTE< /2A^AFM=J[AX9G7(M %9QATEI0B !6B$3+;1S1R M .@AB&ID(R#YL;8S&(5X &#N7C M!H@ (#D-;/L>H@ M (O=:CR>TX'7,^1B!TSQ 'V
0S*_2.[:LW*,H'P 'T ^'T (^"]2 M0/I/'^[VIP /D(Y?)\3 _5G0/2/Z,ZIW%R !7L886*W)8@ M 1LIE"YD9 =@ M !Q,,4H@ (#D-;/L>H@ *]R.NG%A MHP.R6'V #ME@ !"\P]]9?IYK'WW.S@ ?
JSH'I']&= M4[BY KZ,,%%;TL0 .DUE0NY&6G: M #QD(0U6MWM)OFYM?(XY5@ M :][4LV2I/0 8VL\Y=8:FUL(N %&[)M-Y:VNP M 'D]H5+F5+KMN+DC&W+!@ (#D-;/L>H@ M (#D-
;/L>H@ (%D%;/SSG+*P !1NR;3> M6MKL ,'X_1 "%YA[ZR_3S6/ON=G M _5G0/2/Z,ZIW%R !%XPK",+WEF % M&F00LY')GT '$\1 $-5Z#TEO MS>VQE,8K *-V3:;RUM=@
!@[EXP7):6UL(N M %&[)M-Y:VNP '":%49?3ZV;HY&QESP8 " Y#6S[M'J(" Y#6S['J("!9!6SW'Z(M 0O,/?67Z>:Q]]SLX 'ZLZ!Z1_1G5.XN0 M(O&%81A>\LP JM",EN(YPY M
'680HQ"D.8\OLSD3.0 *-V3:;RUM=@ M !@[EXP7):6UL(N %&[)M-Y:VNP '":%49?3ZV;HY M&QESP8 " Y#6S['J(" Y#6S['J(M "!9!6SW'Z(0O,/?67Z>:Q]]SLX M 'ZL:!Z1_1?5.XN0 /I]/H
,&A3$T-@Y9@ !%T M*1+K1DQV@ \17:&J."W*ROG M%M8 "C=DVF\M;78 8.Y>,%R6EM;"+@ M !1NR;3>6MKL !PFA5&7T^MFZ.1L9<\& @.0UL^QZB M @.0UL^QZB @605L]Q^B
M $+S#WUE^GFL??<[. !^E&@>DMZM4;C^@]2$[C#-GT M PJ%*S0V$EF UB0MPFR/K M !U$60U6@]?S6VUE\2K@ !1NR;3>6MKL M ,'X_1 "%YA[ZR_3S6/ON=G M F5CR"2VR[
=I^I&DM^[G8/L#D 8]#1GTEMB$0 M ,7+&SX+-1RI] .)A37I M"I>0\YL;F3+P !1NR;3>6MKL ,'X_1 M "%YA[ZR_3S6/ON=G 'Z]\Y]0;[ZWVGR M /$AKW-#9&68 "#H587&21'L M
!X"J35S4E[M/@/9@ HW9-IO+6UV M &#N7C!>MKL !PFA5&7T^M MFZ.1L9<\& @.0UL^QZB @.0UL^QZB M @605L]Q^B $+S#WUE^GFL??<[. M /U[YSZ@WWUOM/D =9K1-
+LW+, !\- M9D+9)LCZP =!#$-4*>?+_-G M;$:F 5UE='L/JF\@ #!W+Q@N2TMK81< !T> MD(C>O+%579Z28 42A MERRT^FGD%J]@ !@[EXP7):6UL(N Q%;+K7 MMO4E:YUS\
!'+AF.U6D^FNN>7I](=JN866D PU;[3W'Z(M 0O,/?67Z>:Q]]SLX _7OG/J#??6^T^0 -8)Y=GY) M@ !7:$#+?1SIV M \9"$-3O&:4?-K;&7Q.N P=R\8+DM+:V$7 M 86OEUBW#IFML\YL
CE?G/Z(\G=@9*EF '":%49?3ZZ[9 MY^P>1:. @.0UL^QZB @.0UL^QZB M @605L]Q^B $+S#WUE^GFL??<[. M /U[YSZ@WWUOM/D #6&>79Z28 >(UN0 MNTE2/> #K,
(46A0W.>56OQI MGP &#N7C!8>^LOT\UC[[G9P !^O?.?4&^^M]I\@ M :PS2[/2S :X(623E'V@ M 'A*P0U,UU=;;^=NTP ,'?L'D6C@ (#D-;/L>H@ (#D-;/L M>H@ (%D%;/^<^H-]];[3Y
UAFEV>EF M I4[4+/1RI] !T$+0U*MGM- M_F-M[LI/0 8.Y>,%R6EM;"+@ ,+7RZQ;A MTS6V>3NP,E2S #A-"J,OI]==L_8/(M' M 0'(:V?8]1 0'(:V?8]1 0+(*V> MX_1
"%YA[ZR_3S6/ON=G 'ZW=X (&A5R-RH21'L M !Q,.4NAKOJ6]S?B[/\ /8G7 M 8.Y>,%R6EM;"+@ ,+7RZQ;ATS6V>3NP,E2S #A-"J,OI]==L_8/(M' 0'(:V?8]1 M 0'(:V?8]1 0+(*V>X_1 M
"%YA[ZR_3S6/ON=G 'Z%\Y]1;.ZVVK]@ %$SR7M). M !DXPOU+.HP^@ ' U?0N(FR/K M /.1%#5@@O)&;W%R_F(&#N7C!8>^LOT\UC[[MG9P !B<9RO+9-B@_>GD7M;8FRWWD M
"E4/J-G&8.8 .)@#5]")< M*;'G.D\A P=R\8+DM+:V$7 86OEUBW#I MFML\YL CE?G/Z(\G=@9*EF '":%49?3ZZ[9Y^P>1:. M@.0UL^QZB @.0UL^QZB @605L]Q M^B
$+S#WUE^GFL??<[. ,3C.5Y M;)L4 '[T:Q]]SLX Q.,Y7ELFQ0 ?O1R+VML59;[R M *"0S)91ET>8 M!Q,$:PH1K@+9LMU+>P ,'?L'D6C@ M (#D-;/L>H@ (#D-;/L>H@ M
(%D%;/8>^LOT\UC[[G9P M !B<:RO+9+B@_>CD7M;8JRWWD #!%!H7(C+3T M ^&)*+0IGD3.)YS'F M &#N7C!8>^LOT\UC[[G9 MP !B<9RO+9-B@_>CD7M;8JRWWD M
4:AF"QT8> M^LOT\UC[[G9P !B<9RK+9-BH_>CD7M;8JRWWD M 0Q"LRWDAK'HO([!XH@ (#D-;/L>H@ (%D%;/6R M;% !^]/(O:VQ-EOO(&L:%O$T1]0 M .@@:&IF%7"P?F[M@
#!W+Q M@N2TMK81< !A:^76+<.F:VSSFP "!9!6SW'Z(M " Y#6S['J(" Y#6S['J(M "!9!6SW'Z(0O,/?67Z>:Q]]SLX M OW3>\MF9/7'^U/CO>GQWOX8'WIX[]>'A]Z?
R^WA^P'._3=SVR[?0 M :V(6>C.#V Z MR+H:KG=\V-LYG#Z\ 8.Y>,%R6EM;"+@ ,+ M7RZQ;ATS6V>X_1 0'(:V?8]1 M 0'(:V?8]1 0+(*V>X_1 M "%YA[ZR_3S6/ON=G
'Z*\R]8_JS@NPN0!YS'G" M$>R,,F>@ UI0M8FJ/K M !Q,*:\H53Q[G5A\U9< ,'+WEZ9P &(K9=;MM::KO.N;0 (%D%;/H@ (#D-;/L>H@ (M%D%;/P !@[MEXP7):6UL(N
&.J9:=SBSPK)8>^LOT\UC[[G9P M !OSSCU'^O.N=H<@ 5 ACBU$< MRH@ (#D M-;/L>H@ (%D%;/TLY',G: #RE9H:KZ@OMD M\#[+ &#N7C!8>^L MOT\UC[[G9P !NCH'I#]H-
4[CY@ M B*%+%P$M1]0 !Y2LT-4-6 M7FT/GWL\ 8.Y>,%R6EM;"+@ !A:^76S:F!U9LGD M(0+(*V>X_1 0'(:V?8]1 M 0'(:V?8]1 0+(*V>X_1 "%Y MA[ZR_3S6/ON=G &U^A^B?
VWU'NKW M 'PUJ0GJ%A)LJ<@ #RE M9H:H:LO-H?/O9X P=R\8+DM+:V$7 #"U\NMFU, M#JS9/(0 @605L]Q^B @.0UL^QZB M @.0UL^QZB @605L]Q^B M $+S#WUE^GFL??<[. -
E]&]!_N/IW>&6 M *P0KXN(DJ/I M !Y2LT-6M.7ZQN"]E #!W+Q@N2TMK81< ,+7RZ MV;4P.K-D\A "!9!6SW'Z(" Y#6S['J(M " Y#6S['J("!9!6SW'Z(M 0O,/?67Z>:Q]]SLX
V/TGOS]T=+[WR@ M .@U70M@L(R:/(M 'E*S0U@TCD-@<+;' &#N7C!@_H'A7JK: >WPJ+"Q_)?=)Z M9&3T]'GZ=\GI[_'WR5/49+PJ,EX5%KX=G.YN)YCW %E0C:D(@ M
"M4*V+E)*CZ0 #RE9 MH:R:)R2>,&R6EM7"+@ !R@ &%KY=;- MJ8'5FR>0@ ! L@K9[C]$! 79Z28 4$AF2S4G*7T^P].4O MM]A-RAZ]4TT;NEJP=^U$ (%D%;/H@ (#D-;/L>H@
(%D%;/?LGF_%.P0 M !PFA5&7T^MVY.5,5=]< >"HGP%Q]Y=9J4 "!9! M6SW'Z(" Y#6S['J(" Y#6S['J M("!9!6SW'Z("!9!6SW'Z(5WO"UZ[_03 M ^SU\0/J/.:3L]/'Z@
,OAF=_P!%_+W7$N M-89I=GI9@ !KRA8!.D?8 M #RE9H:T_9/-^*=@@ #A-"J,OI];MR-HU\^A.O^_P!:< 9?#,[_H MOY>ZXEP !K#/+L]), -:4+5)LCZP M >4K-#6SGG*9IQ=GX X30JC+
MZ?6[=P /*5FAKKS-E M\KY!SD <)H51E]/K=N3E3%7?7 '@J)\!76:E M @605L]Q^B @.0UL^QZB M @.0UL^QZB @605L]Q^B @605L]Q^B M %;[LM^MO?.(]GIY^CWIO;76[E&0
#,X=G']$7+G74Y1 M UAGEV>DF CR%'EU(R,[M >4K%#7GE[,93R3FX X30JC+Z?6[MSFCU:^H.M._UIP ,SA^76:E @605L]Q^B @.0UL^QZ MB @.0UL^QZB @605L]Q^B M
@605L]Q^B CVK7U!UIW^M. !EL0S;^B7EKK MR !QB X30JG+ MZ?6_<> MDF &L*%N$W1]8 M!Q,(:Z1A3?(N<3'GG*>CUAQC =<\.F> 1>;VE Z/2'"8.$T/-ZPKG):>A=H<
M[8BZ83\F\?D?#KG\N$_B.,77-$ #[.,7":/9+ ?1 B^ 'T08ZJG]]/ M)]@ 'T0(O@ !](Y1VSP1? #Z(B^ \7O/[?"0 #H](]_MG >3VF]'G#G+ ?8/D0 ^B#Y$/-ZS:[]X8SSGDX>DOR9\FAQG@
M.OVD'&>'R:",.4TH^S2(OL9?#9[W[[U8@ A''V^ZW]QQ?ISKB< #[" M'9+ 1FZ5-GXK;@ (GL6DQM_\ 1Q>5TE'=VX%V3^(M &2Q+-/Z*>6.OIRB !K#/+L]), -7$+C)JCZP M
#X8DI="CN3\UG?+&9@ M <)H51E]/K;N;DW%W77X @>05DZL%'R@ M @605L]Q^B $1O-5G[=X>^GD &G/UZU M1W>GB ,3C659;)<5 'Q'"63(-EOGOFUC:D]@ ! L@K M9[C]$
(7MBW:T_13!.5;2@ #ZCSFD[/3Q^H 9/%,Q_H?Y M6[!L)$ #6&:79Z68 :OH76C+SN M !CRID* Y>S&9\DYN !PFA5&7T^MNY MN3<7==?@ " Y#6S['J(0+(*V>X_ M1
"+7:IRM)Y92D\P !IS]>M4=_K3@ #$ MXSE>6R;% !QA-A;+D&ROSVS>QM2>P @605L]Q^B PV54^K_ M -+->=&46W[&4 9/%79Z28 #H-=4+J1D9V M \I5Z&NW,N7R[D+.0
.$T*HR^GUMW-R;B[KK\ M 0'(:V?8]1 "!9!6SW'Z(M 1:[5&5I//*4GF -.?KUJCO]:< 8&V&V;V-J3V $"R"MGN/T0Z*R75[Z+X1AMM8YRFD M]N,99_1%REV-8J(&L,\NSTDO M&)*00N1'/';
'E*S0UOYR MRN8\:YZ !PFA5&7T^MNYN3<7==?@ " Y#6S['J(M 0+(*V>X_1 "+7:HRM)YY2D\P M !IS]>M4=_K3@ #$XSE>6R;% !QA-A;+D&ROSVS>QM2>P M
@605L]Q^BXSPUZ[KP^!='8MVS^0]N,9 M9_1%REV-8J/$^ 'T^GT &L$\NS\DP $<0I\N)'/', M 'E*S0UOYTRN8\9YZ ! MPFA5&7T^MNYN3<7==?@ " Y#6S['J(M 0+(*V>X_1
"+7:HRM)YY2D\P !IS]>M4=_ MK3@ #$XSE>6R;% !QA-A;+D&ROSVS>QM2>P @605LN MIK=KMWCAT3WIC7;/Y >S&X_ M1 "+7:HRM)YY2D\P !IS]>M4=_K3@ #$ MXSE>6R;%
!QA-A;+D&ROSVS>QM2>P K3-;JD?H%KOR;%Q_M MG\@ !\QW)_T+TCO_ "=52Q6,,? /-[>'R, M![D-^L'V!LC8LAY &L,TNSTLP $ 0KTN%'.G, M 'D*M0UJY_R>>\4;! X30JC+Z?6W<
MW)N+NNOP ! 8 TY^O6J._P!:< M8G&V;V-J3V %3[.]:0^E>I?1[4H M '@LU\[ZRA]%%;0@ #]>^<^H-]];[3Y M &L,TNSTLP %8H10MQ'-', M &-*A0UUYTRJQ>,\^ X30JG+Z?6S8
TY^O6J._UIP !B<9RO+9-B@ ^(XRUW MFZ^-,NF6N?8 !"-=YK55MW=JSLG\0 M /#9[WW55)Z*ZW@ #]>^<^H-]];[3Y &L$\NS\DP %2 M'C0M%'*GT XF&->>$*MXVS MR?\ ..6
<8H%D7AKUMOF[#77"NGT\/)[2=ZGDS%'Y #3GZ]:H[_6G &)QK*\ MMMDN* <)?3K_;B@ !]1QN.9-F>SV\/3<++: /U[YSZ@WWUOM/D :PSR]/23 M :^H38GJ/N/H !UD9-6$
M.GYT[4D6OKH //ZP\-1#A%U3PC5T\]=52_ #C-Y?$H\%3Y5 M1EMOK_8/&W'TH@ (#D-;/L>H@ ! L@K9[C]$ M (W<_?U>,N:HO(:<_7K5'?ZTX Q.-97ELEQ M0 #$XUE>6R7%
!XK3>>SV\ M/3<++: /U[YSZ@WWUOM/D 5#&'3!Z3-$T1]H (HA2AX VAS$ M ?(N,8 8:NAKILFVU3L_B;AZ4($!R&MGV/40 M @605L]Q^B $;N?OZO&7-47
M -.?KUJCO! 6G &)QG* VAS$ M ?(N,8 8:NAKILFVU3L_B;AZ4($!R&MGV/40 M @605L]Q^B $;N?OZO&7-47D M -..?

*M7M9OS%V_V4\X &%KY=<]E6VJ-G\3L@ M-I=&{@VU@V=?8 !PFA5&7T^N>W><,+?M. #%U?IBJOTE-IIP M ,# Q.-97ELEQ0 M >>BKNBCKO?>;& !^]7)':.ZEBR&P$?< M #X8XJA#675EZL M[%]I. XQ #[!] !T^D/'[0XQ #$5LNO\ L.W5;LWB?AZ4 M($!R&MGV/40 WCYE[JSMMN('":%49?3Z8=#\M2FCUD M !M+HWL&VL&SKJ .$T^HR^GUSV[SAA;/HP 8NKJ,55^DIM-. M !@Z_VZIHR&W> UL^]N"Q/*L: Q.-97E MLEQ0 =%)6^;WW'(7NP\99T(_)9OD(_)9OD)D(\ M9)B/R2<<9)R/&69''/R6;Y''/R6;=+2^^/U#U=MRU4OKIX)(P+"+CD M=#9"\ !$#X8BMDCEQ\'N8/L Y0#![!EJ2>0V^?LEB' !$ #U>.1V^<>R6/\V#T M>4PIO./.6,/O/E7>3XGYO:EY0ASE#A>.%IXQC+.9N<:0ZL!;B !PFA5&7T^F'0 .+4IH]9 M ;2Z-[!MK!LZ^P #A-"]NFO:A] /I]!] .2/*#TRSCU^?H/3)/R/2CV0=YW':>D MY'I/IZP>N$?IZ3F=YV'<=LD\$]*FY24G: M =)%D*11OLSQ@#672>1^CA38@ X15CEE-K MEWWG7 7_ $| !R@W@YH[GS=NK0 /AY ;4=/I#KFA\B\ K*.GTAT>D*NRR MGTQZ'Y'EUKQ'C-'C$.]>/P^1CUS!PC'C-$=4T1QBX31'7-'C$!]@'R(? M1 ,.S8[4/8D QBZ B !QC"MLD*)VCS-Y*!!P - @M3]3VJBF9 M?8 !BAUX\M?:MF;UD=!CJ |%\.=4ROR]X#T56+@#Z=LD !RA#G'.'9+#Z M?80D)8 #LE?80 -Z@ !9(;D_5]6*X4P*:+4 M<S2 8P 'V-7!S[& 8G&?UA06SK3=FNKJ !QBK/*J;7W;'->(O>HP M (#D-;/L>H@ -0/K?JI<*4 8G&-8= M.W_U<%;('":%49?3ZY[=YPPM^TX -L-"=J6?A^3^OK7"KYZ@P])@'$I MA&K^-,)D?.F4 -<)H51E]/I%TGQ[-[/AX ZIH[&Z<[M6MKJ !PFA5&7T^N6W^:<-?-1@ 0'(;V?8]1 : M@?6_52X4H Q.,Y7ELFQ0 6'9+_\ T-\C=J98 M %"(=Q:B.=.P M 'E(H4PA?R.>!'C6'3M_\ 5P5L@ <)H51E]/KGMW MG#"W[3@ VKT1V7:F%YAE.M<*V,ZAPW+ '64="GN,\]D/.N4 <)H51E M]/I#TGO[.+/AX ZIH[&Z<[6MKJ !PFA5&7T^N6W^ M:<-?-1@ 0'(:V?8]1 :@?6_52X4H M Q.,Y7ELFQ0 6'9+_ /T-\C=J98 KY"IR MWR6H^P^@ ' `MQ2%>R'G7*.,$T^HR^GT@Z4XZG-FQ(M =4T=C=.=N7QK2_ <)H51E]/K;N;DW%W77X &TN MC>P:,P:,.OL HW9-JO+6UU X30JC+Z? 7+;_.&OFHP M (#D-;/L>H@ -0/K?JI<*4 8G&-7=47WW?/M_90 X30JC+Z?7/;O.&% MOVG !LEIKJF]=<{2RG6N%;&=0X;E@#X1>$;UUS=;BU;>LWR#FX X30JC M+Z?2#I3CJLK^ !PFA5&7T^ MMNYN3<7==?@ ;2Z-[!MK!LZ^P "C=DVF]M;74 #A-"J,OI/O6NW M,IUIA6Q?4.'98 CA]MA%TS7S?VF ,$T^HR^GT@Z4XZG-FQ(M =4T=C=.=N7QK2_ <)H51E]/K;N;DW%W77X &TN MC>P:,P:,.OL HW9-JO+6UU X30JC+Z? 7+;_.&OFHP M (#D-;/L>H@ -0/K?JI<*4 8G&-7=47WW?/M_90 X30JC+Z?7/;O.&% MOVG !LEIKJF]=<{2RG6N%;&=0X;E@#X1>$;UUS=;BU;>LWR#FX X30JC M+Z?2#I3CJLK^ !PFA5&7T^ MMNYN3<7==?@ ;2Z-[!MK!LZ^P "C=DVF]M;74 #A-"J,OI/O6NW M,IUIA6Q?4.'98 CA]MA%TS7S?VF ,$T^HR^GT@Z4XZG-FQ(M =4T=C=.=N7QK2_ <)H51E]/KEM_FG#7S48 $! MR&MGV/40 &H'UOU4N%* -5M4;D_8W071^5 .1R!K#-+L] M+, (\;+WFR?DIUWQ. +#LE_ *&^1NU;L #]*S0K0R)(T< MDAI#(HYLR9ZCZ M #J. A4I*2U40 (\?G=FF"_EI\:IR. .$OIC[===NCQ\N7FI[?!W4TWCLIV MOSCD!(/SNS3\?RJZ@Y&_^(H1 .(X2R9!=9W%&:W=SGI@ :O\ MTLPF/[3QCZE \OA5?-0YQN5\Y;Z !U31AE\]YQ8:, M "_M2=M#!:.NR #"U\NN6RI-4VTN'P !.\,Z>W$T+MW M[,$T^HR^GURV_S3AKYJ, " Y#6S[!(:#4#ZWZJ M7"E &YVJ-R?LAH+H_+ UAGEV>DF $>-%[S9/R4ZJXG M-%AV2_ -=#?(W:F6 ,056A$3@2U&5(2(R:/K.P ^@ M ' P15"&>+91 $>/S MMS3!/R^Z@Y' XPFPMER"Z,+ F1TUR< !QA-A;+D% MO\,YK?G,=0 !]!] (L!P.W:]2+-2 7PIOFHLT4N]3-+'2 7!] M3]MO8+5V0 8UEVR79]FVEP^)SA_3.XVA-Q?8 M!PFA5&7T^N6W^:<-?-1@ 0'(:V?8]1 :@?6_52X4H M W.U1N3[D-!=*Y8 &L$TNS\LP CQHO>,)^2G7?$X L M.R7_ /H;Y&[4RP !*60CI9I*$?-_N !K1]$<%BV[L<^10 /+X57S4.<;E?.6^@ M >7UFBUVJ9G9*0 "_M2=M[!:NR #"U\NN6RI-4VT MN'P !.-%[S9/R4ZJXG %AV2_ -#?(W:F6 *40C MQ:9*4?<<@ M ?#P(0@JPV81Y 'PXD?/S:V#K,\T^D^50 ,,)L+9<@N[B:-KMYT MJP -,?H1@\1WOC7U* !YQ"K^:ASCO#N;7-S[!@ ;Y=_P"$ M0SH#&?]4 #!\]CR8-E5N\U78@ !QEGR.'7"8ZAN$SLE(M ?6I^<V-AM5Y& !A.^777/9=FJ7:7#X FV(!*IC:#W M+RA$ <)H53E]/KGM[FG#7S48 $!R&MGV/40 &H'UO MU4N%* -SM4;D_9#071^6 !K#/+LD), ,0:BW]Q?BYUUQ2 M+ 'LE_P#Z'N1NU/> "FCRH6DCFCF M ?#P$(2U&CLXCW@PZ$;BC,460I M2$WYH;TYJ\/586;S@>Y=& <8386RY!?7"^,7#H/W UX[TPJ#=%%O0 M2@ ? $>OR]^$)OB !1X5&9T%G&P?$N0S.R4@ %\:G[8 MV&U7D8 &-JI:8SFW4WM#D4 #R>TN*K\=X>E* \Z:.^=OG4 ?# MC&'=1;BV3U+L/[*(^1A"KYX5%L'1.-NVM (#D-;/L M>H@ -0/K?JI<*4 ;G:HW)^R&@NC\L #6&:79Z68 -<#& MGE$(@ #[&'K,B<@ :V(683I'V@ M \Q"'J$,\7*B .LHZ$WX;=<<60F^X M[B<9RO+9-B@ `&$V%LN07]PCFUNZ)]P -?NZ\,@'2F*_4H 'E* MK*_YYL%Q%DDRLE(!?6I^V-AM5Y& \BQ]1+T>KX M <8]SRJFUXW#R1C;E@P %YZHZ[G,,YO] !\BAE[\-5MW W3*AU* M ! \'64,"\J>.K.JSRG#\3G.5Y.)L4 JFPMER#87@G-K6TCf@< 4'W M%AU=],XG]2@ >7PJLAH+/=B^'C>.P;9P?.?H .,54Y? M3Z5=#\T3"BU(! R],^P %"=H8E6'5^'_ 4H 'E*K(: M"SW80AW@=9J4 "^M3]L;#:KR, #A-"J,OH;- MT6R/%,,)L+9<@V6^>N;V+]7V I/L;$ZKZYP M[ZE \OA59#06>[%\.Y%+K-2@ 7UJ?MC8;5>1@ M <)H51E]/K9NCD;&7/!@ -I=&]@VU@V=?8 !PFA5&7T^E?0W M-4NI-1 0'(:V?8]1 :@?6_52X4H W.U1 MN3]D-!=*Y8 &O4TMURQS2(!]#&LC{Y@Y M X&(* M]0KDV91]((\?E/MS2 ^@F^.=_3C,5Y,)L4 XPFPMER#9_YU9O/-8>7 M %(=F8E5W6>' 4H 'E*K(:"SW8OAW(I=9J4 M"^M3]L;#:KR, #A-"J,OH;-T7PJO;H//MD>&L@E=HI@ M +ZU/VQL-JO(P ,$T^HR^GULW1R-C+G@P &T MNC>P:,P:,.OL X30JC+Z?2OH;FJ74FH@ (#D-;M/L>H@ -0/K?JI<*4 ;G:HW)^R&@NC\L "CYI,"A&?0B M !X57,N EYZ0 M #X0\B)4R%M$^1 &!/RLVYI,_-!Z:.M]-U/Y?3R\95UHO4NOV/#C&'E!? #@>],.8C4F48C$:*Y;CS2ZS>N5HY@ !PFA5.7I^>Z.1L9<&\MVET9V#;6#YU!@ '":%49?3Z5]#"%$!.T?C,. ' !VR-@M5;VG^+Y)) !PFA5&7T^E?0W-4NI-1 M 0'(:V?8]1 :@?6_52X4H W.U1N3]D-!=*Y M8 %81@+/A$ #5Q"Y2:H^D M ZB-%-%]&5 - M89Y=GI)@ .LHZ$WXO\ 4')%09K@?Q% $7U* //15W11UWOO-C M 'G|*N+XKFF]_RQR :F_1,%,-G=M(#K\O>S^8^FCW21 X30JC+ MZ? 2OH;FJ74FH@ (#D-;/L>H@ -0/K?JI<*4 M ;G:HW)^R&@NC\L "NXPQ);4(@ "/%## (7:2A' MM / M&09"D#;1$;PSR[/23 =91T)OQ?Z@Y(J#-[!\@7@ "!9!6SW'Z(75K; M>FRNG>A_1 '":%49?3Z4]!\?3"UX< !)K'FNV>A>P_=3Q MQ59+0.PK=5>T.&0 (/?]R9V.D[98 :@.=6Z_52X4H M V(Y6Z8_8/CCHZR]RX]GLWMH JB,*Y4Z1), *#0DI M8R.0/H M /*0U"FC9-'W &L,\NSTDP '64="\,>NN*8=>[M !Y+9=AZ[G:0 !QA-A;+D% ^\)YM;VA_< 0'(:V?8]1 M #V4U?O%S-W5D]68 <)H51E/I3T?QL,+7AP $IL.;;B M\\]AY*EF PM?+KGLJVU+M/A\@ "#WXLF=CI.V6 &H'UOU M4N%* +JX=ZL_4/Y@=:,;$=KZXG^]L9 KZ,* M/FAM?)-R!K0A:Y-4?6 M #@8@K-#PEZ(@ #6&>79Z28 #K*. MA-^&/77%,.O=@ \ELNP]=SM(!'X$?D(X2RY!?W">.V!H?W M $!R&MGV/40]E-7!QZ!9@ ,+7RZY*MM2]3X8 @!^K)G8Z3ME@ M !WI;M8<;A3@ ?2\^-^IOU"^8766PW;&N).O;&0 M !$HPULFEVXDGP2%/HW028O M >0AY3ZK@2.9 !K#/+L]) M, !UE'0F_#'KKBF'7NP >2V78>NYVD $?-35?BH[AQ@ M0CC;9=]B>(H@ !['*:OWBYFfJR5+, M ,$'T^HR^GTIZ^\F%KPX "4V'-MQ>>^P\E2S 86OEUSV5;;E MVGPP !!J]63.QTG;+ "I^B;5Q]I /L5B;=Z_0 MWBKI]_NW-;S_ 'MC(\U5GELB6;+0C9YESD M <#$%8(=!>" M(&L,TNSTLP '64="\,>NN*8=>[!Y+9=AZ M[G:0 !\A-A[/?]A>"LUG&L ,;\'*2/OM' 2FPYMN+ MSWV]D68 #"U\NN>RK;4NT^& (/?]R9V.D[98 M #,6?>F\O-O1U\]OZ MWG^]L9 %$H2HGJ/N/H M /AX"!H5Z;'(@ :PS2[M/2S ?"+PCI_L#6V']:0 "&>7N)GZ^ ZT:3IJR-\29U MF-=5X ZYV O&"XJ]ZB $!R&MGV/40 ';YU&3/'6O:F]D)K;=9 2"$Y.MSH'LOW4\0 !]/5XO;3S?0 "/W*36S,% MFM![+F /L&>M\\QLGKVR1 _K"%7WQC5YODB !\C"@]BV["W_G? MHK,* WYU(ASUKO &*K)=?]BV"K=F'\3@ 9JR[YWCYOZ MO>OGM_6_WMC(A"%"%K(SPRAR M /*0Y"E#9M'U@ M &L,TNSTLP %81@+/A$ =91T)JO^?VS,AJ]\@#"_MU\NL6X=,UMGG-@]E-7!P2I9@ *+V5:,QUO=0 .4(_8 /D7&, !QB MU:V]9]VSKESQ?' 0 -W>:>XI':,R !A:.^77'9N/U/M#B8 M #-67?.\!>_ 1-\]OZWG^]L9 BR&NY:I/D0 , +7RZX[-Q^I]H<3 M 9JR[YWCYOZ)OGM_6_P!]8R !KNAE2ST<\=P M /*1=+ M2Z-O$\1 &L,TNSTLP %81@+/A$ = M91T)JO\ GILS(;JO(PM?+K%N^3-,9YS8 /935^\?,W=6219@ !PFA5&7T M^E? 0G/,NIM)@ 2.S9=N7SMV7DJ68 "C=DVF\M;78 M <)H:L[>L]:YWRWXKC@(&[O-/<4CM-Y PM?+KCLW'MZGVAQ, !FK+OG>/F_HF^>W];S_>V,@ :ZH6 M3M'W'T M X&**Y0AYL0 ,+7R MZXI-Q^]HH<3 9JR[YWCYOZ)OGM_6_WMC(M\AKVA;I+$>X M 'D(HA31>)*D0 -89I=GI9@ *P MC 6?"(ZRCH35?_MF9+55Y &%KY=8MPZ9K;/,; ![*:OWBYFfJR5+, M ,$T^HR^GTLZ#YZEM/(("1V;+MR^=NR\E2S 4;LFTWEK M:[#A-#5G;UGK7.^6_%<F,@ M #@09#P'E1C1)$)ZCESD M =9@D*U(;&(@ #6&:79Z68 M "U(P%GPB .LHZ$U7_ #^V9D-57D 86OEUBW#IFML\YL 'LI MJ_>+F;NK)4LP X30JC+Z?2SH/GN6T^D0)'9LNW+YV[+R5+, M !1NR;3>6MKL .$T-6=O6>M<[Y;\5QP$ #=WFGN* M1VF\@ 86OEUQV;C]3[0XF P7IN/8C4^XMB>N,%LK=^-?0 M 3NUW>=VN[@ ?#Z #59#RDZ)"9LD",5/0 M -#<&D&0]DV,1S M -89I=GI9@ *PC 6?"(ZRCH35?_MF9#55Y & M%KY=8MPZ9K;/,; ![*:OWBYFfJR5+, ,$T^HR^GTLZ#YZEM/(("1V;+MR^=NR\E2S 4;LFTWEK:[#A-#5G;UGK7.^6_%<HM>>],+@O1>+?4H _3K2N^OTZTKOD 8\C\(YR,,D<@_"#(447 M"2U'W'H.T[0 M #X>-"(E2%R$R1 UAFEV>EF MK",!9\(@ #K*/A-5_S^V9[]57D 8>MEUFW!FL, YL 'LI_>3F7NK(4 MTP X15AEM-I5T'S[), +1X $ELN7;E\[=EY"FF HW9-IO+ M6UV '"+5,;MFK,..99@#<,$ 1F%0:HO^,J4 ?IUI?2?Z M=:5WR .)\!P*H1J#0.32?8UKNG.+9*3F "AD/<6>CESL/H M /AYR-H5<9TN%$ M :PS2[/2S 5A& L^$0 !Q*OA&K>/-M(ZY;^N? 482B[/;K>Z^?UA ,FL,:O6*_ ?3(TGI:V$;$[9(@ 1^Y2:O[AP MJS\1MP ^F8M];9^&YWVR1 HW9-IO+6UV M H#9U1E%BK.4L0 /L&>M\\QLGKVR1 PM?+KCLW'ZGVAQ, M ! 4@D(X1'X>6*F[7 M[Y7YJ;7[*:,,=CX+:?0.,3Y#V'T QIKZA;),$?6 M ?#SD?*Z0Q!L(C[M !K#/+L]), !6$8"SX1 \ACCA",#-9,*N6MKL !2VP[7;N"7+1^,0 !RA'[,+7RZX[M-Q^1]H<3 0'(:V?8]1:\=2F5!NB\'^O-1^%6E=]?IUI?7(<&!-M;M(%&C^86MKJ *-V3:,RUM= M@^*]:P"Y>GQF PM?+KCLW'ZGVAQ, M ! 0HXYEB$Q1RYW M ^G(^5Z0=#9%) M ANUL6X=,UMGG-@]E-7 KC",!9\(@ "/&J>$73,?-_;8 M %&()M5Y.VNH HW9-IO+6UV M I?8=KM_ KEZ?&8 #"U\NN.SF%0:HO%_J4 ?IUI?7Z=;5WR !C6GG/+.7&F=@ ?*OSSW7^#RO MHW%("A89-C/(^\|0 M ?#SD?*]*_0V31S !K#/+L]), M !6$8"SX1 $>-4\(NF8^;^TP *-V3:,RUM=@ M !1NR;3>6MKL !2^P[7;^\?+T^,P M &%KY=<=FX 4^T.)@ (#D-;/L>HM>.],*@W1>+_4H _3 MK2N^OTZTKOD "/&M/:>6<@ M ?#SD?*]*V0V2 M1SX -89Y=GI)@ *PC 6?"(-M CQJGA,%TS'S?!F !1NR;3>6MKL *-V3:,RU MM=@ *7V:[?P*Y>GQF PM?+KCLW'ZGVAQ, ! 9T9BMN(YX[@ M #X>6MKL *-V3:,RUM=@ *7V:[? MP*Y>GQF PM?+KCLW'ZGVAQ, ! 6<^.,[QV;6[N^CF[M@?669H^ ML^@ ^' MF(^A7Q"S8=', UAGEV>DF K" M,!9\(@ "/&J>$73,?-_;8 %&()M-Y.VNP M HW9-IO+6UV I?8=KM_ KEZ?&8 #"U M\NN.S6MKWW+8+))151R M !P/"1]"O3"&P"/N M-89Y=GI)@ *PC 6?"(COJGA%TS'S?VF M !1NR.5>6MKJ *-V3:,RUM=@ M*7V:[?P*Y>GQF PM?+KCLW'ZGVAQ, ! &LM^;'ZAW_]@ $P.T]?W8C)#T M 'PZC&(14KD^FP*/> M #6&>79Z28 "L(P%GPB (\;J81<\ MO\WJJ 4;LFU7EK:Z@ "C=DVF\M;78 M "E]AVNW\"N7I\9@ ,+7RZY;-Q^IMH<3 M 0'(:V?8]1 7AK+?FQ^H=_\ V #*9=0]7T8U7L-5ZJ^ 18NJDA=5Z)Z*BR@ 0'(:V?8]1 7AK+?FQ M^H=_8 {AWEK6^=RV&ST!)D0 - M89Y=GI)@ -<9I;/A&?PB .!C3RB$0 ,&:^\U M9=Z./LX HW9-JO+6UU %&()M-Y.VNP M %+[#M=OX%6MKL !2^P[7;^!7+T^,P M X30JC+Z?6G=G'&/K\4 @.0UL^QZB O#66_-C\0[_\ L MPG2F)6)V@'ELHY&LM^;'ZAW_/8 !P]Y8?WQ MK.]ML66U$,T9D7P $-R"FF6/U(' SVEZ_6 M X5$G7/#'F,Q:MLO0^2 "E]AVNW\"N7I\9@ M !PFA5&7T^M.I,,,??XH ! &LM^;'ZAW_]@ M $0Z1Q.PNQL#NU&5GJ M \LZ#@ <#SGF.'"$?>%*PH=)P M \Q/^=*(^M'2A!2@-4WJJ_ ;,. %+[#M=OX%?1>*VPSFL M #X #@ #X<#J.(M /*5PAJKJR\VK\^]G@ M "E]AVNW\"N7I\9@ !PFA5&7T^M.I, M,,??XH ! &LM^;'ZAW_P#8 !'IXX[9'& MLM^;'ZAW_P#8 !\FAF/H9JZ^-DVJ1'8 M M >4K-#4 MO6UWM7YX[1 %+[#M=OX%G9Z^G9Z^G+U\(S>]V66[R[O7T]?KZ^ MKU\,_P!??GZ>G/U\.7KZ<_3TFECSB=V#-?752?:F3Y52<* MF7A52<*F3JJLJDX54G&JD[*]3G52]F3KJ9.JDZJJ3KJI.JD^5%3)U5,G#VE\,/(]2'TR)E MSD #F>@RAE#TGU$#Z?4"/]0Y@ YG<>X]QZ$>Y#((^T[@ M M M =+!!D-7=?W26 ,.C;@ '54R==5)U5,GRID^U4G&JDX5,O"IDZJN3JJL NI MDX54G*IDI*J3I4R\:F3KJI.JDZ:N3KJI.NIDI-3)DJJ3Y4R<]J34R]55)U M54G75>:IE]55)PN'EG/2'VHEZZF3KJ9 .TS9Z@ D^H@ Y'O :!/J' (YH^D]!S .1VG,^@YGT M M M XF$*K\(PW'ZK$U,GFJI>JDZJJ1& &1,N<@ #Z=!{C+&0.;([T/0 M #Z=AZCWH^PY Y(B$+,??;F M518@$1UYP(HJX."E#'@Z^- OI;F@Y!8#SGGGM.J# _*]IDOO4H'9@A87%& N M(L#JY@8M8,8P-7N,&9E!D1++,V_MM:#P6>XE5NO.ON_JLEZ&JP?*\0)!B>,)FMB!A8S8 M*XJ>Z[CXL^\Y$8F6ULPM+8MF+C8D1Q*)+?3*OF?U.*+/+:CBJ!]"VNM119P MUA2EC0Z^-O(.Y=QU5:%.?:$<160EY&N3+R?4]NF&[.5CCC/7*OF?2>E(4L:Q5 M"WX=%W#*25,'@X:QH8]^VMYT&D;01!,06^!A;B&Q B)I?2INF&[HI!5\SZMX. M2')WH?'76A+$BWP6]=>###6#B&W]M+SH.+"XM@E@\XF,^[=,-W12KYF@60YB MAKJU? #*7D">*,/@M6Z\'36-#'WOT-!]PTFL$H(=CGI>W3#=T4J^9H6L8U MA\)+?:U8G#PACSCX31!UA9]&ACWI9S']@5'[ZX_$EA)19!7I>W3#=T4J^9 MI#?]U*?5G(#4<00=?82? M#KVW]LKSVP'G; N6"68<\F3>]F=,-W12KYFE-*<. M+!)6&H%"*)N/@E2QH=?&W]L.T->!QX6+-@@L-;%3_ %O:IANZ*5?,TRUGXM*= M/70LR'1=PQA"MCP<,#&^C:. (<0VC;^FT;1Q#:-O[46M#QFP&J6,"IM[=,-W12KYFG?<=,=-2'H6PZ.N/A*N=?86#I@8]^T;:##-@4*=@/5OFF0R7.&E>W3#=T4J^9JAB=.;'X4 MA?"]6WC'8'"C(411&$E',?A*5H>0Q L,Bs11-0QYQ)\X@X^QP]C0Q\,;^T-H M?,V!0IV!2K?,?@T(9#RZ5[=,-W12KYFQ8S&TD$+43;!'VN?*T.A[Z,,EO@A: MZ\'#=H8W]H3[P4'[L6"!0AJ-RF>W3#=T4J^9L6=?T><=? 88@>=",)G&%)%K M^V%F!OQO!0'F'XW8%J08)=AG7,3O;IANZ*5?,V+.OH5)V*"X?$GTYJ-Z^PL MW:&-_9\T&&; K4!#D:T75NL8ZRG>W3#=T4J^9K;=%OTE8\5+1AEHPRT89: M,,M&&6C#+!+0^4K<9.2GB.]"](U0Y"HNUUYC#=?86;M#&_L]?>V!2=L"@TP\V& MH\'(MG\3B9X._LX>"H;>"(U-[=,-W12KYFMHNZ27/K7W._,P#DZ&#/=,Q(_P#P[^SA MY@4L"]:X^QNUE2>W3#=T4J^9K;+NDESZU\S/_DZ'CPT10*&/.E/!?V<-"ET1 M$L0PWK0ZI/;IANZ*5?,UM%W22Y]:^YG_ ,G0Q EIA$(B#KSJ90QH=?&T;1QA MIK!U6#]L'&- O[++V@!FT1!P2X_P <'J3V28;NBE7S-;1=TDN?6ON9_P#)T2KJ MP%3R^Z2L=;&*G0^M<8'XF4P/1SBBR5I=A*!U%)4Y/I>+ M++?#\,1/C*DS V'GL%%4K4\Q.L:FC9X*7N//Q2QH=-8T>_9.T'E!0O3;1+ M.0:I1U%[=,-W12KYFMHNZ27/K7W._P#DZP>E(4L>AJHEK(JK1\),:P31-Q\ M%'L>#'OV3ON[0K(VAPTV&+ "3BU!5!M&U@VL&U@VL&U@VL&U@>:S9,+?\=%*O MF.VB[I)<^M?T+4NT2U$, M,9ZS7^!U3& "B6ZA(&H2!J$@:A(&H2!J$@:A(#9A(5$BA;EE%*OF:VB[I)<^M M?:,,O$.0*>NG M=X2_6JT*4NT*$IC8+&RHF7Z5]R?Y&IRKYFK,W141+2 M<"2,"2,"2!$Q;H9_% UG&CY*3N# DC DC DC DA[$D3 F+<)0_P M55&L8\Q)AT,,AL4<=)4,>#KVW!DK6 PK;%*3:#DIJA?8^Z;#7H,%'#725#'@2]M_9*U(,)VA0DVA0 MB?++?@T>=4N_JON3_ "-3E7S-6=YDES2_)- !NF.Y17=6:QCS'GSH2IAL3=,= M)4L:&&L'&.(<0XAM&W]C[6 PIC0>CX@HANT)U\61.NS&A[H,AC&A3 G# 9+3FW+ER=-MABZ+I@#C1*Q^GE7S-6=YDES2_)- !NF.Y17=8/3D2WX0]*>X(V,3&7 1$U-MKC2HMM=S1@8M,<82M8T%'!0ZIM_9!PAKC!TV!3 TA@:E8'D3H,AIC0LA+CS M(O#'DIR4Q0B EIH5\S5G>9)W3 M'9)5NL!D2+=^Z-%NNQ")GK#8+", M[32KYFK.\R2YI?DF@>W3"6\\2F<;XY7(>S:K2LV%>F-R^TX$+GBWB8@P%K&! MU2P.G,##&!CPVC:.)@V_L'VAK[|>Q@>6N.AL2*8,S*#(F4&+W&C&NABQT,5 MNABAT==@Z[\I=#ZYQ@?BA; ?&RG 9,A6TZ97-C\;5J7G(=$U@2(4Z)VGE7S M-2V*7G\-$!AH@,-$ DA;@UY.[PETORJ0K$3JAC\!+VY X,@<&0.#('!D#@R! MP9 X,@<&0.#('!D#@R!P9 X,@<&0.#('!D#@R!P9 X,@<&0.#('!D#@R!P9 MX,@<&0.#(7 DA!9+Y;Q"[ZHI!$D48_+$0*:8@BR9UR);&EQ%C06M8T_I+%& M#5+!BF!U0QH=,VACW![&M#Y$&!0O<+8KCY184S'Q!Q7%SAQQH8F,ADP$&C4 MK@9,K@*F0IH)CI3S,Y*#T;*8PZ8BG0IF3:&*HRH:R&Q \%09&6'$J8NIRKYF MI05.6:& (21@21@20XF+=#/XIODFBX6@A8.%@X6@A8.%@X6@A8.%@X6@A8.%@ MX6@A8.%@X6@A8.%@X6@A8.%@X6@A8.%@X6@A8.%@X6@A8-E&J0I%CJB5V@Y+ M%40DC TO8Z23$F E:QH<4,,&&!CW[-H:-8P'+"0LC);@B,P:0GA MJQ:U.E(2N_K%8N7#E6"1[722G C0D$#9 @S6Z#ASH MT.2Z&EJ)1BI8E7S-2@'*S=4?DFWXE#*(F0=BH8H2KV-!*EC0X9M#&_?':'G] M@?4,8'EC \N8%08P(DJN,&H8:DAQ:^YBW?4T:ACD7ATHQ-J2C]U^9J4 Y6 M;J(\D_0$3AI$43*$$4A;R1?U!"=3M#K^\#YFP'*M@&+B^ B%Q)4ZMAD83, MA4+71/EOP*.EF,&EU:5?,U* 5?,U*'"EEABPD8P MD8PD8PD8PD8PD8PD8PD,5DM#K[KWK^2?H.84[*CT;X+;][GF<XW8%[MO8(%"&KWO4ON8MWU0FM,:@4I5)2Q- ^AC["W-<0$:X@(UQ 1KB C7$!&N("-< M0$:X@(UU+[!KN7QKN7QKN7QKN7QKN7QKR7A):@I7$*EUEI1F M8109A%!F$4&8109A%!F$4&8109A%!F$4&810$Q* (,>A*W$,I7R3I!S&I*?;B M8" Q<&\%:C8$*9L57NNN.^!?06D8D#Q'!%/Q>D8 M#2,8)&,$C&'C1GH2/!H^\,&EQ%C06M8T_I+%& M#5+!BF!U0QH=,VACW![&M#Y$&!0O<+8KCY184S'Q!Q7%SAQQH8F,ADP$&C4 MK@9,K@*F0IH)CI3S,Y*#T;*8PZ8BG0IF3:&*HRH:R&Q \%09&6'$J8NIRKYF MI05.6:& (21@20XF+=#/XIODFBX6@A8.%@X6@A8.%@X6@A8.%@X6@A8.%@ MX

M3Y6O2[>LW>GY)^@C"W32T;G1-2AW[VOM"LW8$1.81.@7W,6[ZHM8QYFGX(-/ MP0:?@@3I4Z0OUP'E9N]3VZ8[F2?*UZ7;UF[T_)/T'$',/&4CX<;][&@Y[8%Y MVP2HG_PT"^YBW?
5V |K-WJ>W3'LW>GY)^@YI(:6I0F[04W[V/-" MDS8%ICQCZ%*Q$CH%]S%N^KL!Y6;O4]NF.YDGRM>EV]9N]/R3]!QY)C(7#CPG M,#K?O68\%AVP2\DQ:JA7W,6[ZNP'E9N]3VZ8[F2?
UZ7;UF[T_)/T(L(RV)) M#MH<>^]36A0_L$0/V" $]&$T^YBW?5V |K-WJ>W3'LW>GY)^A) MG1]9$@4@@S:'6_>EYH5/@EQU9$J)?5F[U/;ICN9)|K7I=O6;O3\D
MUMXTLL8E.,2G&8P\9E#@]%H66,[@PSN#!LQR\ZW4DNAZ9I<=9JR61JR60]., MKNMUG*P;.DJL9KN4AKN4@_/\H.#\AR>/R')X_)$I#\D2D'ODJ5'1^396'Y-E M8-
^4I98W\IRR'OE26F,_+$NC\L2Z/RG"7Q^4(I[=,=S+$5A\ M,BNL)<8-8RX&SE+K&:TE\:TE\-G> L;KB AL\P(:\@@UY!]/T%8-?P8:_@P MUTC&ND8UP0\-
:C6HUBJ:-8+!JY>T:JC(U5&1J6/O#434,\FH9S- M[XS:"AIB>AHZ;QHZ;AHJ:3!H68AH M68A^/HHT?CV(C\=K'A^-A^-A^,4CP_%\.'XNAC1^)Y='XGET.?%4MNC\62R/ MQ9+
(_&,K"1I1@DQPEWXTE1UOXWE(?C>4@SX[D]C/QY)X9\?2@ZW0DI#0DI!V M295<9HR5AHR5F#2"-8P'KG7&'1TIQJ>,EF-)4,?8Z]M];0H M?
V".+&ENP\Q>D38^)C'Q,8^)C'Q,8^)C'Q,8^)C'Q,8^)C'Q,&*HF8Q](K,. MKL!Y6;O4]NF.YE2'HET59!(,QF2P8,@\(=;ED-&60T,0(768)&,&D8.B2.B2 M'7''*I(_OYFZQ/B?
V[8IA;AI9A1D,7)#]H+>^[&T->!A['0MBI93(A'6O@A$ M8\#7<.R%KNHX4_M#/4\%>Z>"8FI293.8RFQ@.7..A=&2W'5\6/5G0Z'81@:S:R#O/EOI7@[ZG@J=_
MB8G/[$I[JE/1Q;WG78#RLW>I[=,=S)/E:](_OYFZQ/B_QUCQA/E\22'L:"O MNHT/O[I6NEL61\HL*I@>,:Q)%5[4B%.B=_6$_Y#4C/X=]30>YM$?2\1< XG M2:.+>\Z[
>5F[U/;ICN9)\K7I']_,W6)\7^.L>:$S3H:A5L!!^T.O[?NF^]L M"M6Z6R+1D$0PXYXLHHEGHB)NPF#(^!PAS8&>LQFT18IUKB91@XK1Q;WG78#R MLW>I[=,=S)/E:]
(_OYFZQ/B_QUCO.NONQ>$&0I](NV@D_:'7MOW1:T*3N%D; MBO R&I6M9Z7WW2W$J9]8I1)F.,+=V4#PB3FUR(.L(B-'%O>==@/*S=ZGMTQW M,D^5KTC^_F;K$^,_[";
(:QCS(O!,&Q&LV@@W:'6_=!]NP1)3P.'[8A$O21(&%L)*X0ZR@>$0;_ &S"\QK7=NRBBWO.NP'E9N]3VZ8[F2?*UZ1_ M?S-UB?&UEQ5)EJU(=M#C=OW/:%!G"R.K^!R!.-?
<_52L)3!UZ(+ C@CKH30] MUP%$,8'7:%X1-NQQ2QAL6HXM[SKL!Y6;O4]NF.YDGRM>D?W\S=8GQM9G)=3D?HL/PY$/AG4:EAKKK"DK&!TIC QVB>$4
MY/XSNCBWO.NP'E9N]3VZ8[F2?*UZ1_?S-UB?'']IEE3+X6'-!(9]S6@\SA9' M5_ Y!B&JE7ZON-5K$*-UUA1+&!C@V4;PBG(8W_>:.+>\Z[>1F[U/;ICN9)\ MK7I']_,W6)\>^1LJ8'.I!X<"
S[FO-$04<#L75&*CTR=Q*1^B]0U.1!DK&.I MBF,#K*5X11[^PIWJ1JCF=>5#)F9\@PEHU_"AK^%#7*&OX4-?PH:_A0U_"AK M^%#7*&OX4-?PH:_A0U_"AK^%#7*&OX4-?
PH:_A0U_"AK^%#7*&OX4-?PH M:_A0U_"AK^%#7*#)^A31"ODF!)B_P KRZ/RQ+H_+$NC\L2Z/RQ+H_+$NC\L M2Z'OEB7=D<^2X$H*^/SW%2RA=9Q-)@W&YD;HR-
T9&Z,C=&1NC(W1D;HR-T9& MZ,C=&1NC(W1D;HR-T9&Z,C=&1NC(W0Y R]LJI7$_R%8OQ[Y&RH@XPQ!#V D, M^YC0:_L$<6I&,Z/"P<+!PL
M'"P<+!PL'"P<+!PL'"P<+!PL'"P<+!PL&Q@@/_<:Q?CWR-E3&IZ$ M,0.@E@9]S'FA6>QQV85[!#DV$1_JN2,5DP8]]@2O[0ZVE.;_ !,1C>G 6?Z2
MC1=TDN:Y\EO<,J0ESIPKU/;ICN4')0DWJ2YJZP M:RC;C\/6E1%%^D=5O*XNAI[=,=R@Y*$F]27-3@/_<:Q9%]Q6'%I MDZ36IU*TQD-
V!2A$HM_V?]#&O,BB)Y@+>&W[D[0U_8#5#'1$8HX4[$XH:J-A M:#)O3%'=A,'6,?<(,VAUM&T*-TQM_L2.=-+1HNZ27-<^3?:T-\=ZGMTQW*# MDH2;U)XTE&B[I)W3'/2 I>UQI*
[:"E#&A MU[;]Q6M!I['0MBQ93(A,3 4E7Q()TQ*5R@7NM)-A:GC=)?VAE$T*WMC)B,XF M%N,*+HT7=)+FN?)OM:&^.]3VZ8[E!R4)-ZDN:G ?^XUBR=[NL!YYUQUXQZ(K MTA +
<_5YW:#D^T*D.T(XA$(4V'Q='$6!7#TBUBN7S$SB53M!+^T._$ M1.*.E.J%BN)*$4))2T9I;IQ<':8X$VYVB>$0?X7(N M'L:Z@]3VZ8[E!R4)-ZDN:G ?^XUBR=
[NL"8#NA!X<2$S@=]#SFT&)]H4(6-! MR)\MZ%3$W]8BDPZU.'?N&\]L$05]-V)K#E:E*E*2%43[[A;N/3O"&D///IW= M@=HGA$^15L!+H9Z6NA\G:#DC&@^';0D61% ZY'.
(*#GEKQ+FP,^X3S0>8ZH2JR6$XPD8PD8 MPD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8 MPD8PD8PD8PD8PD8PD?
*"HIZ6DZPG#XPD8PD8PD8PD8PD8PD-6$[)A4%O$P_^ M7*$F]27-3@/_'&L66/?5@329QJ$+@+9Z]@:6QH?3L:'D;&AB-@+3[Z[L^X M9K^P15>PITU\R++7777':-
TOKQ!$G9L++V!C*-X1)NQR*.XE;2-X]CBJ(.,Q MT1&.B(QT1&.B(QT1&.B(QT1&.B(QT1&.B(QT1&.B(QT1&.B(QT1&.
MB(QT1&.B(QT1&.B(QT1&.B(QT1&.B(G]2N,@1"V(]''1$8Z(C'1$8 MZ(C'1$8Z(C&Q$*75BEB1.\G_Q_(5@3.@:I0H%((-VAUOW.-;
ML$:4L<+@W^971M:QUB4AY8K0D<+I;OKV^HYHCY[72X!_>Y94_M:R#,8QUE2) MO4ES4X#_-QK%@/_'&L&))6PJ((U&T%/AGW,:%+^QDQ*?[("4UQ!1J3FJ#(
M:BX'2"]@9Z6M#QS&#$.AAS&ACXV_HT'[IC>_LEQUK$EE3_X:IDWJ2YJV"(J6..1A2\J/*+=)+HHC$V%O0H@IT)&. M["]@9Z&O!0J86Q5'"BVLF$L)HR6^"%CKX"3-H8W[@;1U M-@ZS
PU@8\-OH:T'&L=$3B;A3JM0?%52<@M,31/N.F.0R4(@U:44627QOI%R M_B=+;M_5YHB"G@=B:@Q:J**<)+_ $.+:2;#CN)TMX/O"**.%Q7QKXC9<_\ MAJF3>I+FIP'_
+C6+"_^Z=A19*U;#4*KA:E4L:"S QOV^:]L!REUT*8N46&S M"5M(C)9@)6NO!TYC0QX;0UX&'L=$1B;A3L3B9RHZ&0]U 33+7-I4*?VN$M#/ MT->V".JFN%P1UIZG]5-
Q">0D'O[&1Y;PN0,C:[9<^_W0RIDWJ2YJ:%"ACC(K&ND"<7$F8),#TRHD((ZWB2Q M1Q\%K'6C%.@U:XZ%T9++=B,5.5FPJ%X-E.?<0AO]A(8&A2]L9,9_]D'(Z"#] M5+
['A#2FNNEA:_PNQPPPXXDITDJRYZ[.IDWJ2YJ-.=8QUW]%JS#.PQ$|||D)X0ZZ% MSFUV,=1*I1JREJ>RYZ[.IDWJ2YJ:3"D!#:DJ;L3PIW^PD,# M[1%3F,
<8S%1G]3BN.)P\AC&$E[!L"IG\3&X[P2Y_$.LN>NSJ9-ZDN:G ?^XU MBI?^Z=C*$Q"LF)015# DB&T$*F-!9FT,;]M=H>>"M6Z6R-QEC&0A&\Z[6FM8
MZSJ/K#H>1PNELV#:%!O"R.KV.N0 MK_H4?VKH=_+I; T*GOXF,UW@A"5J1#9 M<]=G4R;U)$,9L!AC'1$XDX4ZN4'Q- M2F(<3$?JK_DZ&L_L<#[PB*GINQ50U6JLR>NSJ9-ZDN:G ?\
N-5GC''!BB0Z M8X\-K!M91_\ E.R8M!"8D[U%"],M8\"3]H8]]KFO[:J<=!L3+8'HP4&QDH M/QHIC(G,#-B0A1&3G'''W*U$3'C'H8@X74Z=C XYL#6[!$5C"G(I$#E)T-A[
M$)7H>9QKD#NQUT'F<+([$.%R!$-/.LR=:H3>I+FIP'_N-57F[&1>(]!QV,+7 MGTT<>=9GY0U 0$L6*/><>8\[0?\ E.RHA#DT2)6)%D'-2+-H)-VAUOVL>>V! M2K86R*1UA8+511<,
O>#\-B(RJ+/ F!)W7V,8QE;1.8A8C(V,+<&P&[H_T MX42ZQSTD_P Q!'NXM@B"IA;D65&*U"8AQ*19DZU0F]27-3@/_<:JK#V%EQI8 M^>9PLC41Z;B%-F+VZP' MWN!R!$-
X4K@=_1\11+U7"?\ 1/OKT)8(4$*2_P!4?]RY+N4*&%LC<68QD"3/ M&/6;.M4)O4ES4X#_-QJ#:-K!M8-K!M8-K!M8-K!M8-K!M8-K ||QC(XNZ91
M&TY1Z82O<*>=6DM=QA(QA(QA(QA(QA(QA(QA(5*BORAC"1C"1C"1C"1C"1C" M1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"1C"0H7E,<618
M]X_'1(8Z)#'1(8Z)#'1(8Z)#'1(8Z)#'1(8Z)#'1(8Z) N(+W6PZ),? M8%!+'A$X<6^R,H7"Q*Z3"0C]#C6$E04A]H*9PLC*MI19*5L5.8QCK+-G6J%?
MP8E5DL)QA(QA(QA(QA(QA(QA(QA(QA(QA(QA(QA(QA(QA(QA(QA(QA(QA M(8K):$L>A4%G_P#(/R')X_(/R')X_(X,L>/R+#Q^18>/R+#Q^18>/R+#Q^18>/R+
M#Q^18>/R+#Q^18>/R+#Q^18>/R+#Q^18>/R+#Q^18>/R+#Q^18>/R+#Q^18> M/R+#P9\@P]]B><(,\KUC+@UC+@UC+@UC+@UC+@UC+@UC+@UC+@UC+@UC+@UC
M+@UC+@UC+@UW"B3?R(@'Y%AX_(L/'Y%AX9\BP\0Z=$$3+A3^UT@,^U3PB;?[M#?[HQ8,0;_I80S^PD,_1H,$3,=<=6NMB"UUUUQW]%KSQY\,2\#NS8R87_P#'
M+S=I%#,,;6PY1CY\&/GP8^?!CY\&/GP8^?!CY\&/GP8^?!CY\&/GP8^?!CY\ M&/GP8^?!CY\&/GP8^? ZK^0'V]3Y&'4^1AU/D8=3Y&'4^1AU/D8=3Y&'4^1A
MU/D8=3Y&'4^1AU/D8=3Y&'4^1AU/D8=3Y&'4^1A%(9/L5!\2GQ,[#)DFZ,)\ M?/@Q\^#'SX,?/@Q\^#'SX,?/@Q\^#'SX,?/@Q\^#'SX,?/@Q\^#'SX,?/@Q\
M^#'SZ'8S\D.,SSY*&>?)0SSY*&>?)0SSY*&>?)0SSY*&>?)0SSY M*&>?)0SSY*&>?)0SSY*&>?)0SSY*&>?)0=C_,DNMD=U^-3=IN71IN71IN71
MIN71IN71IN71IN70MEV7W2E4)@^89+!ADL&&2P89+!ADL&&2P89+!ADL&&2P M89+!ADL&&2P89+!ADL&&2P89+!ADL&&2P89+!ADL&&2P89+!ADL&&2P89+!A
MDL&&2P89+!@=#T#)TR6##)8,,E@PR6##)8,,E@PR6##)8,,E@ MPR6##)8,,E@PR6##)8,,E@PR6##)8,,E@PR6##)8,,E@PR6##)8,,E@PR6##
M)8,,E@PR6##)8,,E@PR6##)8,,E@PR6##)8,,E@PR6##)8,,E@PR6##)8,#X M<@2IH*I=:ZF?#K?M4\(G=G-X8Q8,3:(2[_82P,_1H4&<+(ZO8ZY B6O_*F/ MNE.0M,\
<8E)X6&_PR8GO[$4,/BY?#.\,#DZND/P^+PZ*,]2#_=9QJ4%3EFAB M$D8$D8$D8$D8$D8$D8$D8$D8$D8$D8$D8$D8$D8$D8$D8$D8$D8$D8$D-0DB9TQ;B/
MXX\!8TD>_6;O4ON57E*XK_LGRS'F,>9"5#4YZ$]CSKC=OVJ>"]SBQPMGZO-$14\#L54&*U))3I!7Z*'WE9\-1\#I;FP*S.%V8E;&L@2+ M"(0^66:ZF)*A<[^F)+&
($$E(VD0>I0#E9NJ#VZ96,>3_!LUK8%8TD>_6;O4 MON57E*XO]^6;$D_3?@ZOC<(?VAGVI>"IW:R9"F9#/].>E>_AUOVI:% M3?
XF0QW@2=K8!6PN(HGOX<_1X*G]C)C4,X(<3AT05*N@Q!#WGWDJ7A#CG"#W M^%D=7<+D"*ZK_P"L]$=2#)#\2E]$Y,:C4,:QYE2@'*S=4'MTQW/QKX.QI(]^ MLW>I?)TIOZ/!
M>9PNQ4UJA6%RUB0N&H3#WDB-CK"R]@>;L$05L<_6;O4ON57E*Y$_[9VLXQC6 MJT'*Y]J7A$V_XU3.I%K!7LVIH0=8^Z4CF*560J:(7%/1O$HMP*ZI0#E9NJ#VZ8[MGXW_
+818TD>_6;O4ON57E*Y%O>=G._RL1,_AS[4O"*&T*#-C(XO8Z[!"V])>_P *6#HV,<3%,8-P..8Z(U$^!Q.G/BZEC&.L]45E MR%Q8=*:9<$*FB%Q3]8A_MDY5*
W3'<_'7C[&DCWZS=ZE]RJ\I7(M[S MLY]UE:1@=9]J7A%.0IW;&+"3MZ2]&]M9Q"(JF%N1(XQ:@E1]]14H!RLW5![= M,=S\=>/L:2/?K-WJ7W*KRE-DEADPD;-0D#4) U"0-0D#4) U"0-
0D#4) U"0-0D#4) U"0-0D#4) U M"0-0D!Z82-D;C11I?QL:QY!8TD>_6;O4ON57E*Y'/=5FF7JPI,&*X M72&L8##=@CRW@+@&TXZFA/O.H-W1@QKI]L$Q'["X&C(4 M)LLAHRR&C+
(:,LAHRR&C+(:,LAHRR&C+(:,LAHRR&C+(:,LAHRR&C+(:,LAH MRR&C+(:,LAHRR&B-(TCDS99#1ED-&60T99#1ED-&60T99#1ED-&60T99#1ED M-&60T99#1ED-
#\-0&%$H4:?]8N^<5%X8O*V$KG&L4Q%QUD4KD<]U6=!W^F:D,_AUOVH>:%AS' M79A5\01D,2I]I'/=525)25A+T*B"(.QTU,U5'GCA"X.HZ]/"?>=0>W1J[FWS
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K-WJ7W*KREW^Y6A9L=<^SC7@8H=="B)N%A;,#CH41M0J,30@\ MUKCCA;M MUG14^4KDU>9L],]QKT>YS[-O-!Q['1$HJZ2Z\N61(UV!M?>(3$)G:]'/=5C0 MGWG4'MT:NYM\
[4_AEYWHLW6++:]Q%/;)A(&H2!J$@:A(&H2!J$@:A("J/$OE MXAAT1KDU>9L^#,::^D9_#K/LV8_L$47L)<4*5$45$$%IRK CGNJQH3[SJ#VZ M-
7%V8%XAJ'!$5%@X6#A8.%@X6#A8.%@7L9T9G]^V-"? M>= D=8^H2HB6DX$D8$D8$D8$D8$D8$D8$D8$D8$D/0U.\'8=BSAWEFGO\ M2)@J?8ZF=#OV;>$2= @[I)_;&A/O.@0=TDN:BON?
E?P=#\-=ZS=8L)]YV+.F^S8H]_J(4[_82&?9 MMH.= @[I)=BSK9T6 M9_AA#?[" S[.OL$3)VN'-:DBU6A_=)+GUK[F:/?MC0GWG0(.Z27-17W/ROX. MA^'/)LW6+"?
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CV*5X._9UH4._Q,1+6ERX^UJ.JMX@XJ6N,QJX8 MU<,:N&-7#&KAC5PQJX&*5AC(VG>UA8T)]YT"#NDES453G&7\NH7RY7H?AIFV M(V-"?>=BSUV=G0]G25I&_P ._9XYFT1M/QEP-
SIFU^.>ZK&A/O.@0=TDN:BU MC&A]*4\,"2,"2,"2,"2,"2,"2'D).R84A3I4JNL=F6QH3[SL6>NSLXKOT
M6YS[//L$5=_LAW]JROQSW58T)]YT"#NDES6GMTQW,N^[K&A/O.Q9_P##6 MXH@BW.?9YX11G]B/^(C7XY[JL:$^\Z!!W22YK3VZ8[F7?=UC0GWG8L_^&LY* MSAB"+= @[I)=
@[I)]C0GWG8L^>$)N;,6-X4L&+8QQ.P,^SK0I;_$QO_XY<HU(G8E M35^.>ZK&A/O.@1O,<4)59+"<82,82,82,82,82,82,82,82,82,82,82,82,
M82,82,82,82,82,82,82,82,82,82,82,82,82,82&K"=DPJ"WB8'_,[6-"? M>=BSWX0C^2+,BHA+/["0S[.OM$3-V.16)81;K4:U&M1K4:U&M1K4:U&M1K4:
MU&M1K4:U&M1K4:U&M1K4:U&M1K4:U&M1K4:U&M1K4:U$2F"%1K6HU MJ-:C6HUJ-:C6HUJ-:C6HUJ-:C6HUJ-:C6HUJ-:C6HUJ-:C6HUJ-:C M6HUJ-:C6HUJ-
:C6HUJ-:C6HUJ$4P]"8-:C6HUJ-:C6HUJ-:C6H,G=C3YX M0FYL6$^\[%GCP*+L[,4.=17#B]CCC/LZT'MV"8C6].7G?]'8$<]U6-"?>=C3 MYX0FYL6$^\[%GCP*+L[,V;5:+
M$)N;%A/O.Q9X\"B[.S'&[5R+_L=CI[YIKCK''; CGNJQH3[SL:?/" M$W-BPGWG8L\>!1=G9B=NV((MSGV=>$3;_C-+ZT8L&.>ZK&A/O.QI\\(3=BSQX%%V=F(?
Y6H]SGV=>$4Y"OYC%@QSW58T)]YV-/GA";FQ83[SL6>/ H MNSLR#LXS4C ZS[.O"*X7("1PN)70[]G7A%.1-_,5L&.>ZK&A3?^L]K!M8-K!M8-K!M8-K!M8- MK!M8-K!M8-K!M8-
K!M8-K!M8-K*+:P;6#:P;6#:P;6#:P;6#:P;6">_"$W-B MPGWG8LZ>WX9XVRU/;P;AX" S[.O"*/?V(_YBE@QSW58JA2PIB"*DE3=GJ89Z
MF&>IAGJ89ZF&>IAGJ89ZF&>IAGJ89ZF&>IAGJ89ZF&>IAGJ89ZF&>I@['$K6 MI%A2EGK4*6%,,C2=Q[/4PSU,,]3#/4PSU,,]3#/4PSU,,]2B<8LG/A)-U8L) M]YV+.GM^&>-
LLUWC+@)_$XF>VAW[.F-V"+&,8Y#/[UE@QSW58C=T8,:Z6\^U M^9:G)C?\#-WI;NC!C72X@\U]30QBZ3W=BPGWG8LZ>WX9XVS((]POI'@ZW[.G M-$?/:Z7 -K[E@QSW58CVZ-7?
_)*G)MTS=Z7MT:NUO<4,8NDUW8L)]YV+.GM^ M&>-LR%-_U"-O\.?9QH4;IC>_L@1?!#[!CGNJQ'MT:N_^25.3;IF[TO;HU=K> MXH8Q=)KNQ83[SL6=/;\,\;9D*
[E%N<^SC0J>_B8S6<"-SI);!CGNJQ'MT:N_ M^25.3;IF[TO;HU=K>XH8Q=)KNQ83[SL6=/;\,\;9D(;M/1;G/LX\%YG"Y'5# MQIVZPHY[JL1[=&KO_DE3DVZ9N]+VZ-7:WN*&,72:[L6$^\
[%G3V_#/&V9![U M%N<^SC[1%3F.N<.*C-A1SW58CVZ-7?\ R2IR;=,W>E[=&KM;W%#&+I-=V+"? M>=BSC[<@OAK,A+NP]'N<^S;0<_L$?5\!<"*ZC]A1SW58CVZ-7?\ R2IR;=,W
M>E[=&KM;W%#&+I-=V+"?>=BSC[<@OAK,@Y?$8D=_AUGV;>:%AS'79@6<01IV M)4UA1SW58CVZ-7?_"2IR;=,W>E[=&KM;W%#&+I-=V+"?>=BSC[<@OAK+6'< M!
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M]FWFAZK$>W1J[_Y)4Y<7%I"\|3C/"!GA SP@9X0, M\(&>$"(Q$HYU4WB.H8Q=)KNQ83[SL6777FI(&X6"
M$+K@+*X0QGV::#G^%D<7\#D)+Q:NQ(Y[JL1[=&KO_DEC1BZ37=BPGWG8LX^W M(+X:QU!KZTZ'PQCKI*)U@=3L8&%L&S[-O/!>I86[&USQQB),Q(FL2.>ZK$>W M1J[_.26-
&+I-=V+"?>=BSC[<@OAK&5GF'OPN$NEL3IF.L=+V#9]G-H/-X61 MR(\#D)*:M66+'/=5B/;HU=_\DL:,72:[L6$^\[%F]C7I=@;6/0:Q5IQCKL*A
M;'&)DS&!QS9]GGGM@B"IA;L75F*CTB9Q&GL6.>ZK$>W1J[_Y)8T8NDUW8L)] MYV+-?M^7_"6&UK'6&K33&H(8\UJ5*QT%N;/L\UH/,X61V(<+D$3M.?L:.>ZK
M$>W1J[_Y)8T8NDUW8L)]YV+-?M^7_"6$:M*<8XE6+WD<(=?>$15,+=BS7[?E_PE<6J\,XBA;QYB.'.N,+2L8'26!CC!P_:%H4&<+(ZOX7(&2TQM MD1SW58CVZ-7?
_)+&C%TFN[%A/O.Q9K]OR_X2MJ#W4Y,/1G*ST2)CK"B6!COV MD>:(BIX'8NI,5J"2G2"K(CGNJQ'MT:N_^25UD 5O,T\L&GE@T\L&GE@T\L&G ME@T\L&GE@F*!J$B,EW8Y8L)]YV+-?
M^7_"5M3M6+(* 2X]Q0*M&OL*+@J=YX)"@X[]I7FA8?PNS LX@D3L2IK)C MGNJQ'MT:N_\ DE=37=!/_AK&A/O.Q9E\#+7@:U$&[$D'*8QU.Z&?:1H,?V",
M+6%N)ML0BME1SW58CVZ-7?\ R2NIKN@G_P -8T)]YV+,O@9:\#6HDW:(27L< M)9L#/M(\T*SV.NQ^(B#(VI4ME1SW58CVZ-7?_)*ZFNZ"?_#6-"?>=BS+X&6O M
UHYWJKX>7L=+9]I&@U_8(PMZ;B0K,5MEQSW58CVZ-7?_)*ZFNZ"?_#6-"?> M=BS+X&6O UI)_D7(W=C'/M(\|%BACCL>B#6B'I<(ELN.>ZK$>W1J[_Y)74UW M03_X:QH3[SL69?
RUX&LM:QUD$)>:$KH=^T;6@\WA$7B+A;B!QL0769'/=5B M/;HU=_\ )*ZFNZ"?_#6-"?>=BS+X&6O UE8W8FA!.QPAW8&?:,Q_8(@LX'(H
ML/6*$CB9&1UB1UBK+CGNJQ'MT:N_^25U-=T$_P#AK&A/O/:-K!M8-K!M8-K! MM97YE\#+7@:RJ;U38:1PNE.AGVB:T*SV.,CD6X60E"UA6@X(-!P0:#@@T!!A MH"##0$&&@(,-
08:%1A)\9I%CWXC1#\1HA^(T0_$X_%_%_%_%_%BQ@_% MJX?BU#;/C MHZ\^#KSX.O/@Z\^#$3XP8^?!CY\"^/SA#"&1:=-F;3F,\FL9[-0U',(U+,#H
MU5&1JR*.C6"P:R.=&M1K@AT:Z1C7T*8-?P8:\@C616(.N M.)B6Q1910%G\,=9LX6#A8.%@X6#A8.%@X6#A8.%@X6#A8.%@X6#A8.%@X6#A M8/E)C--)G68?
A8.%@X6#A8.%@X6!>QG17^3KD^>$)N:9I)30IAY!K'Y=0M;I MM"-+PT-E6&-&DH0&RA"&C1T +@K1HF"A1)4$8[%)?A2=_)H:,EA@R.'#(X M<,AAXR&'C3Z$-
EY"-.H@KA!"1POXW0O._C5"/QJA'XU0C\:H1^-4(_&J$?C5 M "OC:&[79$1L9H5&-"HQH5&-"HQH5&-"HQH5&-"HP](2%X:%1C0J,:%1C0J,
M:%1C0J,:%1C0J,:%1C0J,:%1C0J,:%1C0J,:%1C0J,:%1C0J,:%1C0J,0J72 ME\4T*C&A48T*C&A48T*C&A48T*C&A48T*C&A48T*C&A48T*C&A48T*C&A48T
M*C"B1D+CL6EHDA[)'!DC@R1P9(X,D<#(,Q@@\GIE";0J,:%1C0J,:%1C0J,: M%1C0J,&2.D=<-P#XP#XP#XP#XP#XP#XP M#X8B?8)10O\ 3AJ9CK"7 S[1/O; O5=-
V,+S3SD:9U(GHH!N8UFS:P;6#:RG M^4_;*;M_4ON5_DZY/GA";FH;&#A8.%@X6#A8.%@X6#A8.%@6,_Q1^^H8GHZYD/PEAO;HU=GW]!* M!>U&B<>XG
M:3Y3]LINW]2^Y7^3KD^>$)N:RLNX_?4,3N4UW8TN>X:BLNX[S>]7^T9N]1US M(?A+#>W1J[/OZ"5T;4Z5([L#K/M8_L47,*<6'FQ-646X274(8W8J2MVE4G
MRG[93=OZE]RO\G7)||(3HZYD M/PEAO;HU=GW_*X6GQ*V$)]CJ=T,^T+SVP+%3"V1Z*,V01$\0348=W*2YI/E M/VRF[?U+[E?Y.N3YX0FYK*R[C]]0Q.Y37=C2Y[AJ*R[CO-ZI?
[1F[U'7,A^$ ML-[=&KL^_P#7*:7J&0\G8Z2Z&?:!Y[8#U'"(W%.!R'IWXHHI6.G/O898,,L& M&6#"K!#42AAZ=WA+I/E/VRF[?U+[E?Y.N3YX0FYK*R[C]]0Q.Y37=C2Y[AJ* MR[CO-ZI?
[1F[U'7,A^$L-[=&KL^_]BD1E; XS9]G]H:8#U+'1$XLX6Z^ M8=&5913A!=+!4Y9H8A)&!)&!)&!)#B8MT,_BE^4_;*;M_4ON5_DZY/GA";FL MK+N/WU#$[E-=V-
+GN&HK+N.\WJE_M&;O4?ENZ.OM=30-NU)9DO.;5D*Y2 RTMH:8Q@ZS!UF!A@8]]2O/! M8J86R+QK8$\+,.:ZZZXRHP#E9NJ/RG[93=OZE3G&7$(8:U3A5 PR@890,,H& M&4##*!AE
PR@&,Z0=>8\RI3YX0FYK*R[C]]0Q.Y37=BJ%+"F0:,)T\?U&B&H MT0U&B&HT0U&B&HT0U&B&HT0U&B&HT0U&B&HT0U&B&HT0U&B&HT0U&B!\?1ON M1-46H;ZI?
[1F[TO;H_V\"[.S(9PJX49_:G>#K;0VAIFP&K'2V*(V2XULPE MF/%/@J*%O M6X\'36-#'AM^HCGM@CBUI9<**Q#U3@'*S=4?E/VRF[?U-8QH? M2E/# DC DC DC DC DC DC DAJ$D3
F+<)2?P14I\|(3!=G9B4YJ=1!E;K[B0[:''K.VAXQC :K<= M"J+E%LB,PN[(U-R9"PWY(>"/Y,>=>AGR'#E(0S&Z\$D6+-86K=:&*'1UW0P] MT=5C1Q?
3K0I;_$Q/MX''V$DU.'''EEABPD8PD8PD,5DM#K[KU-\I^V4W;T[VZ M8[E+W1_MX%V=D)X:K4@ MN6U+0V6% ,EU>X#4"P@0".O0XR&'L-+*:&68UX&J'70JBQ987S"ZP169W"7(
MS/2A0#333S/UA,Q12#OR[.:=>X1,A>QV9"@R8RP7,136D1@HP%*W7@Z_M#&_M3;0IW3#_ZZUCSM388K+?QL2&.B0QT2!<07NO0A8\HG>W3'K7F>HHTPE\F=8V2X9/$??
#)QF5@33]'R! /D).L$,CK# D6,,8X M_M^FVA0[M9,)+6EPA1UDE8E_W1J[2^:K,O\ :,W>E[='^W@79V*44^<_ X(QQB*&NNL)2,8'2&#H
ML#2&!J5C1A6!TG8&.V5M#YK'0LB193(G'W=DSSD4A$0B\0B;U-*4Z'(S(/$& MO.)S]H=>V_39CHC"3J.)7FH(E4RG7CF8-2,&IAB%4T01*:2Y2_*?ME-V] M.]NF.Y2W-2GSPA-

S65EW"[ZAB=RFN[$>W1J[2^:K,O\ :,W>E[='^W@79V+ MW6/JH40[PIB6!US8-GZ;!PCA'#8^T;1Q#B!AS'1$(HX4[%HXUK9EG)XHACY MK]'+D 53-%B_@69S'?P#-(_,TAGP!-@$
M)N:RLNX_?4,3N4UW8CVZ-7:7S59E_M&;O2]NC_;P+L[%A9W06PA]C74S0[9; M7@TU@?5N,#8@6P.KRVAY!=G8)*4\|/(ME+@:QKOZRHM:L1I6AVR-HX@\8%)/$R/0[B=@B
MEKY%0;N@2DITEBPD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8P MD8PD8PD?*"HIZ6DZPG#XPD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8P
MD8PD-6$[)A/+>)27%2GSPA-S65EW'[ZAB=RFN[$>W1J[2^:K,O\ :,W>E[=' M^WARQ801F<2&9Q(9G$AF<2&9Q(9G$AF<2#T5B#CJ%3BTM.ZZ\^TN#+S R6UX
M,@2TL&D&DM_6$2V8:Q/+[C'3);<>"N66;#Y7.VME>*"58*9#$B=W8';$VCB# M7PTYT/JW'0;$RW0HCQ+@7S$ZUV,S42B=B4XQ=::9$8@:"HC$"'F3/'6,4JU* MPRG^(O?
22Y]*U"FB!"^'*X,^EB#&@E4QH<,VAC?I@QW:(FE88Z8XV'Q*H-W) MWH@G9CHF,=$QCHF,=$QCHF,=$QCHF,=$QCHF,=$QCHF,=$QCHF,=$QCHF,=$
MQCHF,=$Q/ZJ(&0(A=$^CCHF,=$QCHF,=$QCHF,=$QCHF,=$QCHF,=$QCHF,= M$QCHF,=$QCHF,;$PIQZEB4@]TO"JAA50PJH854,*J&%5#"JAA50PJH854,*J
M&%5#"JAA50PJH854,*J#Y*AQD\G,>A!-S65;-I^DESZGW'3'8O #$8 M2Q%@3*W7@X_M^F'F!47M9,:9G B.Q"2PY\|(3W1J[2^:K,O]HS M=Z7MT?[>!=GZUW907QE,D(:I4P=
ZZXG3,8&$,#R9@?0N/!Z%%-#(24P%H'' M0XG8P,+8. -<8&E,'18&%!C+!:\#5+K@4Q8HL&S"4QJJ9&;#9E,VKYU1DL5_M(:1C5L\Q10%*Q6L?J_Q%[Z27/K:)G0L+$*BO&\F/8\QC?
I=H.=VB/)>,N!&M M=98<^>$)N:C >5FZH+[GY#[4FYK6P<+!PL'"P<+!PL'"P<+!PL'"P3_X:Q7M MT:NTOFJS+_:,W>E[='^W@79^M=V4%\932O WG A2L=84X&,&P<(:XP=-@8XP
M<-CO-"E2PMD4CC"Q&)L(2.K_)$9Q*9SCJ@*(@N55SXB]])+GUO;IA;L*DF9 M7S8E#%/&X4]M#/I=]@B2;C<-=;#XE8<^>$)N:C >5FZH+[GY#[4FYL2?_#6* M]NC5VE\U69?
[1F[TO;H_V\"[/UKNR@OC*67X,^L-AL/X'2"=@=99K0<9PLC4 M1Z;DV31EI2Q8I7GU[XB]])+GUO;ICN7%YD+F&7XBZ>4E,VL=;]+M"DOB9,*/ M^R$JFJ4EA3YX0FYJ,!Y6;J@ON?
D/M2;FQ)_\-8KVZ-7:7S59E_M&;O2]NC_; MP+L_6N[*"^,I(+#<>="86Z6ZG3\+''-EG/-"]2QQV8HHZX[&8H;%EU?^(O?2 M2Y];VZ8[F(^0^,HR\?
#8>=Q.EM^F#'=HC"1ACB%YJ*)V%/GA";FHP'E9NJ"^ MY^0^U)N;$G_PUBO;HU=I?-5F7^T9N]+VZ/\ ;P+L_6N[*"^,I)5AO22HT[&, M+^DESZWMTQW,1\A\>Q3 QB#K&/N$F;0QOT
MN\%Q3'G8X3T#+"GSPA-S48%RL:S9M94%]S\A]J3W1_MX%V?K7=E!?&49;CQK\'3<+B9$UU@?$7OI)<^M[=,=S$?()SWTI\N1@LXE$K=?86_M^EVA4 M[_$QN?
V$/<9%@SYX0FYJ*&(L2MSTL.1PIK4BMQ0RF7W/R'VI-S8D_P#AK%>W M1J[2^:K,!.<=28HH8HH8HH8HH8HH8HH-5%".FN/)X#V?K7=E!?&4L'XB]] M)+GUO;ICN8CY 2=-
+Z$R"1;J!;>QYC&_2S0H9_$QL_LA;_406#/GA";FJ0$] MPIYBPD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD8PD+E9+2?D!]CZ0FYL M2?\ PUBO;HU=I?
-5E/&5*9S4BX:D7#4BX:D7#4BX:D7#4:X*HPI/*E_L?6M[M)!%BTB3/R1GY(S\D9^2,_)&?DC/R1GY(S\D9^2'7N)V2D+[J1&5L8XS98[0< M;P,711A85QY]C5T\H$P6?(T,VG?(S
_\A+V@Z>8T8%<7B2^P_B+WTDN?6]NF M.YB/D/T^/)H?/?ABGC<+?VAGTJT'B8G&M+@3VU!2-VAU.I>9A50PJH854,*J
M&%5#"JAA50PJH854,*J&%5#"JAA50PJH854,*J&%5#"JAA50G\A07 R$JKHX M54,*J&%5#"JAA50PJH/DJ'&.GNM-I&G*R7\PBHS"*C,(J,PBHS"*C,(J,PBH MS"*C,(J,PBHS"*C,
(J,PBHS"*@U9%'V3FXIRPFYL2?\ PUBO;HU=I?-6"_R2 M_P!C4X- 76B%H&%,(*V!ECM"O;PSB?&T:>-LGQ<^:0>39'Q%[Z27/K>W3'"_#(C HBZ:6E-VL=;]+&L$;
(XRX)_8VD1N,,4)41+2<"2,"2,"2,"2 M,"2,"2,"2,"2,"2,"2,"2,"2,"2,"2,"2,"2/E!&4[+:="3A\"2 M,"2,"2,"2,"2%J(EA)I;'(E7)\|(3"W1J[2^:L%_DE_L:E#2,
M0LA2)G"F(V!UW99#08YQ]$Z\#(8ZT'0=Q]D4E"'*!,^DESZWMT MQW,1\A^OQW'<1#X8JXW2G]H9]*OB*N_V0]O#$*2']TDN:G\I^V4W;^I?3,"M M*YLF
@MCLR)RT\6L3XB]])+GUO;ICN8CY#]97B[T(BD#7\3J4[:QUOTJ\(HS M^PM[IQJDA_=)+FI_*?ME-V_J7W*CR=W3'3KD^>$)N;$G_P MUBO;HU=I?-6"_P DO]C4I)
[=%NW1J[2^:L%_DE_L:E(|?\2+QYCCWTHT*6?Q,;O]D%-ZL.HX?W22YJ?RG[93=OZE]RH\ MG7)\|(3CA_=)+FI_*?ME-V_J7W*CR=< MGSPA-S8D_P#AK%>W1J[2^:L%_DE_L:E([K&%
(MSEDG/?Q,![6%_(,0>-56W\ M<1EJ=3!U;'W"7]H9])-"I[^)C-9P0HGH0^CA_=)+FI_*?ME-V_J7W*CR=34-0 M3,X-1S"$DS3(X>FG&;'"M=3$-=3$-=3$/R!%71^0HB/R%$1^1%;@_)(_)
(_) M(_*$/'Y0AP_*$.'Y5@K@_+$NC\L2Z&?*\N-:9\J2ZPM/\JP%\F;ISE^9(41\ MF2NZ3^396'Y-E8._)&=089U!AG4&&9PT9G# M1F<-#]]"\,:C&-1ABM(UO6)'6)'6)#&L;^L^>$)N;$G_
,-8KVZ-7:7S52@T M/1JTN2PP9+#!DL,&2PP9+#!DL,&2PP9+#!DL,&2PP9+#]!H: MQV7^QJ4C%-82C9_#ED/O[!%%KI;DP19QUQ>IQBRW/C&--8(6I8\X4_M#/I%\
M11_^Q.YUHO20_NDES4&L8\R8TY#)>^/B27Y0PR<-AZ!YN6PX9;#@]"868,D@ MPR2##)(,#98EUYU1)4 ,>T+ @](4!>&@(- 0 -^/I?:S\=2Z/QU+H_'4NAO MQK+;1^-9;'XUEL/?
&4M/#\7RP/Q?+_%\L#\5RV&_%DMB)?'D 2L;)$:-#P M$:'@(;(T":S0<$&@X(-!P0: @PT!!A#970+(UH"##0$&&@(,- 08: @PT!!A MH"##0$&&@(,- 08: @PT!!AH"##0$&&@(,- 08:
@PT!!AH"##0$&&@(,- 0 M8: @PT!!AH"##0$&&@(,- 08: @PT!!AH"##0$&&@(,- 08: @PT!!AH"##0 M$&$T2N@@J#0$&&A$0T*C&A48T,F8-%#10T4-&G.C1ZP:/6#1ZP:3BS!I6,C2
ML9&E8R-.3"-.3"-.3"-/3*Z,CFH9'-0R.:AD\X.C*9S&4SF,IG,8">Q@)\& MGP8*?'1T)\'0GP="?!P3XX/^O!_UX&Z[$5-G1CA3T6S'J3 .I, ZDP#J3 .I M, ZDP#J3 .I, ZDP#J3 .I, ZDP#J3 .I,
ZDP#J3 .I, ZDP"#I3D::F?Y) M?[&H[Q+*-B9.D8';':]L"M4ZXR.Q1FR=8[UFV["X@="E\N14M6G2F\3'6_2) MK=@C2ACA<%>ZAM)#^Z27-
1F3V[\>>SZ'8.%@X6#A8.%@X6#A8.%@X6#A8.%@ MX6#A8.%@X6#A8.%@>=9LF%G^.A@?NJQI_P##6*]NC5VE\U8+_)+_&-1<;L>
M@VSA3!VQMH4',=9&8MP,FV9\$28^^:_;WQ9&'GDT..XG2F[?I!H4/;&3$W3#=T,#]U6-/_AK%>W1J[2^:L%_DE_L:E*, M38N(2M#MC//;!%5K"W)JCQ2(EW3#=T,#]U6-
/_AK%>W1J[2^:L%_DE_L:E)4' M,1%)6; [8K6A2=PNQ^(_Q.D8:OB'T! E.#C$%/8\XF>VAWZ/?>V"**.%QKK5 M\5I8?W22YJ,R>W?CSV?6GMTPW=#!/XFRQI_\-8KVZ-
7:7S5@O\DO]C4"RVFO MH)9-4'PU)P.DN; RQ7WM@BRQA3DWQS!)'GGGWOH!C=C985]=,D>#OT>SZT]NF&[H83[SL:?_#6*]NC M5VE\U8+_"2_V-
0EXOCB$)+V.$.AEB;0::QT16(N..3/&G4Y!C[QK]FRY[A2 M,9T>%@X6#A8.%@X6#A8.%@7L9T?E+P-%\61)CC(8?QNE-^C7W@L5NN,CL4VB M$H6HR*:']TDN:C,GMWX\]GUI[=,-
W0PGWG7-K!M8-K!M8-K!M8-K!M8-K!M8 M)_;_+/M8-K!M8-K!M8-K!M8-K!M977MT:NTOFK!?Y)?[&H2MP]>&X4ESZU]S\I^ HI8B+89&HJXG[VT,^BW MFA2H8XR-Q?
@9"4KZM^GA_=)+FHS)[=^//9]:>W3#=T,)]YUM0I84QZ+EL;G! M8S@L9P6,X+&<%C."QG!8S@L9P6)XBCAD)S@L9P6,X+&<%C."QG!8S@L9P6,X M+">(.&M=>XF5INZ,.-:6G=:[&
[!?Y)?[&H0(_HK82?M<3O!E?>,8P-5.,#I[MKP8^'C K6.N,CL69LFZ8GH@=9\N>X4ESZU]S\I^ HY/68F')7OX=;]%;0<;P MB+1%TMSA?BZYUUCKM/#^Z27-1F3V[\>>SZT]NF&
[H83[SK3=T8,:Z6L5G./X M]0,>H&/4#'J!CU QZ@8]0,>H&/4"9E9QB#'J!CU QZ@8]0,>H&/4#'J!CU Q MZD0>)*GEZ>[J&W8'CW&#%%#%%#%%#%%#%%#%%#%%#%%#$E
\LI0R%0(A;'M) M)1I)*-))1I)*-))1I)*-)I0M@1"9U04PIZL/\DO]C4"S'BGY?7=4I(9M#C:\ M\]L"YW3#=T, M._LGFM/;HU=KN>AF+LJ&"^437=04/\+D1BAI U*J&I%0U(J&I%0U(J&I%0U(
MJ&I%0U*K".:#FGRO_='N%@X6#A8.%@X6#A8&L9LC5VNYZP_R2_V-1E%:UQZ' MG\3"GJ[M!YK'61U;L<^2EN(6?%D0-TV?%G"W(U,3A+D3GM>H-6JU!RBT)<]P
MI+GUK[GY3\!1_%3VV HMSGT2^_L"M8ZXR,QD0E 854H?W22YJ,S&.NR[\?*B MG90QA(QA(QA(QA(QA(QA(QA(QA(QA(8K):'7W7JD]NF&[H4'ORM/;HU=KN>AF+LJ&"
M^437=067<8YJ%'W<]3VZ-7:[GK#_)+_8U&"G]!="5;&N)S=H=;6]H,,X1 M$XBX4[,,<+**C44?BZ^08HXF@L1F%PLJ89A.C!H47EH2Y[A27/K7W/RGX"C^
M)#76PA$W^'/HAK0K4L+9&HSPLAL/?VU*']TDN:@T3JK>*E^35L0W1J[7<8?Y)?[&HNO-=;+<<::Q L8^PHS:&-K.T/F ML="Y>XX[&XLUK9NCK\04B&191"WE\461%
[]%%Y:$N>X4ESZU]S\I^ H_B92U MUD.,VN.?0[0<9PLC<1X'(:4\N4U.']TDN:@]NGWP$G>VZ"7=[-U0>W3#=T*# MWY6GMT:NUW/0S%V5#!?
)KNH++N,I[=&KM=SUA_DE_L:DF4&)3 MH#%G3BDJECP<,#'JP^_L$1B#"78K'7MLS30665ZE%Y:$N>X4ESZU]S\I^ H_ MC _@BL?_L);]#OM"]2PMV-
+GCC4I#$R>IP_NDES4'MT^^ D[VW02[O9NJ#V MZ8;NA0>_*T]NC5VNYZ&8NRH8+Y1-=U!9=QCFH4?=RIYSU/;HU=KN>L/\DO\ M8U. Q-
J,R&19U]U.M8\'#]H88&/51K0\9L"A2QC(XM>:['INB40.]:B\M"7/ M<*1K.CM8-K!M8-K!M8-K!M8%[6='Y2\#1R$H81,D(?VN$-#/H8Y_A9'5_Y"
M$[5!]4A_=)+FH/;I]\!)WMN@EW>S=4'MTPW="A_B?*T]NC5VNYZ&8NRH8+Y1 M-=U!9=QCFH4?=RIYSU/;HU=KN>L/\DO]C5(;'CTKT.F(HQB:,%M!*]QX.'L: M&&#C'$-M.T/F;
>J8P+%[!AC3BE'<>M2WA?Q90Q90Q90Q90Q90Q90Q10Q10Q M10Q10Q10Q10Q10Q10Q10Q10Q10Q10Q1(Q1(Q1(Q1(Q1(Q1(Q1(Q1(Q M1(Q1(Q1(Q1(Q)(Q)(Q)(Q)(Q)
(Q)(Q)(Q)(Q)(Q)(Q)(Q)(Q)(Q!(Q!(@ MBU,1&B/DF672_P ERP/R7+_)VZ"7M[&LV;6#:P;6#:P;6#:P;6#:RA>W3#=T)'OSU[=@>/<8,4
M4,44,44,44,44,44,44,44,44,44,44,44,44,44,44,44,44&JBA'BUO M/0S%V5#!?*)KNH++N,I[=&KM=SUA_DE_L:J4<:0\DF126(?,KA
M@2QLMYA<5*:'5[C0Q8Z'5+&ATU@8]2OM"@[8-IJU0GE8MU^8F,=3J.XH-C!L M8-C!L8-C!L8.%T<+HX71PNCA='"Z.%T<+HX71PNCA='"Z.%T<#@^.)"EN-RO M^*).'XGDT?
B>31^)Y-'XGDT?B>31^)Y-'XGDT?B>31H26M:?B>31^)Y-'XFD MP?B:3!^)I,'XFDP?B:3!^)I,'XFDP?B:3!^)I,'XFDP?B6 M3 H^*9-+YT2AT"AT"
MAT"AT"AT"AT"AT"AT"AT"AT"@Z6XXV2%V-A*1X.M^A7A$GO\:AUIT6JKJAB9 M]/'R72]0D#4) U"0-0D#4) U"0-0D#4) U"0-0D#4) U"0-0D#4) U"0-0D! MLPD"
<8H6I@DF^VZ!#$7$3[)A(&H2!J$@:A(&H2!J$@:A(&H2 7'27WDJEAS/ M6]NF&[H2/?GK4/\ "XOB1A3^>M&>M&>M&>M&>M&>M&>M&>M&>M&>M&>M&>M&
M>M&>M&>M&>M&>M&>M"B*=5BA]C[:&8NRH8.W9$DZDIA>**&**&**&**#%);0 MQ]UHVL&U@VL&U@VL&U@VL&U@6-_QQCFH4G=2L>6[&\44,44,44,4
M4,44&JBA'BUO/6'^27^QJ[C[Y;4T?7$ F:]C4\V$M#DREA-,)3[4\4"T_8)6(XG7MTQW*CN*Y\-L_P"B&.LV<+!PL'"P<+!PL'"P
M<+!PL'"S\I<+!PL'"P<+!PL'"P<+!PL'"P<+!PL'"P<+ O8SHSEV M=6^)U'' D3W\.?0KPBEVGW3#=T)'OSUK+N+7E=F+LJ%*;T3W8VUC,]:,]:,]:, M\>#D=;M(F!.QFHD8S]
(,_2#/T@S](,\2C/$HSQ*,\2C.2 ?%B7W(B:PVB+>X M#('%VDQ?/VC/VC/VC/VC/VC/VC/V@^*L.8>8PQM8?Y)?[&ML>:P$1):G;"YH M;M0QIQ]TB(.O
M2QH8:%!NP+S]K8M9=Q:\KLQ=E8\,\E8+_)+_&->0QI6D;#IG+?"6.EO,(BA;P*6.M#AS&AC MWI:\#3&,"Q3L$$3-B$3#VZ8[E1W%<^&_9#-U!_Y3J"^YG/LZM\7]>G$X4_M<
M);]"O"*W*BW= +EF[U/;IANZ$CWYZUEW%KRNS%V5CPSR5@ MO\DO]C8">+KTP0S5L;#Y@+-"6(.OL*/8T,>&T<0::P/J&!0L8P*5+YS\$AN6 M(0]NF.Y4=Q7/AOV0S=0?
^4Z@ON9S[.K2.H>3S+"&_P!A(9]"/").[7%;S4\5 MLB->&D[VY46[H!I[=,-W0N_V3YZUEW%KRNS%V5CPSR5@O\DO]C81"I0F M>EN83%+J--KWHY"I72E.EEEE.^I[=,=RH[BN?#?
LAFZ@_M\IU!->&D[VY46[H!I[=,-W0_P#//6LNXM>5V8NRL>&>2L%_DE_L;%@GOE)<^M[=,=RH[BN?#?LA MFZ@_\IU USC=C4NN11'_/GI0/\ \]*!_P#GI0/_,]*!_\ GI0/_P]*!_^ M>E
__/2@?_GI0/\ \]*!_P#GI0/_,]*!_\ GI0/_P]*!_^>E__/2@?_GI M0/\ \]*!_P#GI0/_,]*!_\ GI0/_P]'@K_-?%+AB,AY">E>#OT*\P+">) MV/P\0U9C$UC1KPTG>W*BW=-&_P"%C6;-K!M8-
K/0]NF&[H?^>>M9=Q:\KLQ= ME8\,\E8+_)+_&-BP=YCD[I%A/1QA(QA(QA(QA(QA(QA(QA(:L)V3"H+>)4= MQ7/AOV0S=0?
^4ZCL'"P<+!PL'"P<+!PL'"P<+!PL'"P<+!PL'"P< M+!PL'"P<+!PL'"P;&"8"#/H5K H)8\(S#'7W(4>U,=8L:\-)WMRI=$E@Z98Z98Z988ZZZ(.\
MW@9N#VZ8;NA/]^>M6S:7%2GVF5V8NRL>&>2L%_DA$-2*TN1PX9'#AD<.&1PX M9'#AD<.&1PX9'#A$X4B3(D/95N:M[FZQOAOV0S=0?^4[)5$.JDR%]YQY,_M# MK?
H9]W:%J9C[L;0O%/(E+%B:Q(UX:3O;E7@W*S<'MTPW="?[\]9CG$ZHAA9K M=,(1IA"-,(1IA"-,(1IA"-,(1IA"-,(1IA"-,(1IA"-,(1IA"-,(1IA"-,(1
MIA"%T%2IW3W6.&T,Q=E8\,9_N7"T<+1PM'"T<+1PM'"T<+1PM'"T<+1PM'"T M<+1PM'"T<+1L:-C:=_DE_L:"->,0]E6YJWN;K&^&_9#-U!_Y3LJ)EX.,(S-H M+;]#-!SFT1E"Q]R&/X-
98D:\-)WMRKP9UO S<'MTPW="?[\H-@X6#A8.%@X6 M#A8.%@X6#A8.%@X6#A8.%@X6#A8&L9LC5VK[BAF+LK'DE&ZJB>3%
MC)2QDI8R4L9*6,E+&2EC)2QDI8R4L9*6,E+&2EC)2QDI8R4L9*6#X06XXN)8 M6]3/\DO]C01KQB'LJW-6]S=8WPW[(9NH/_*=E38G_P 2 W:"G@SZ&>8%J=C[
ML;1/%OHU+JM/8<:\-)WMRI)(6Q2]I\L:?+&GRP7 2G6I$KI#OZ/;IANZ$_WY M6GMT:NU?<4,Q=E8_QSY-C&#A8.%@X6#A8.%@X6#A8.%@X6#A8.%@
MX6#A8%C/\45O*9_DE_L:"->,0]E6YJWN;K&^&_9#-U!_Y3LJ+I\5#8<8$[VT M._0S0:YM$90L?A[=,-W0G^_*T]N MC5VK[BAF+LK'^.?)LW5!9=Q:\IG^27^QH(UXQ)%$!:7-
X<,WAPS>'#-X<,WA MPS>'#-X<,WAPS>'#-X<,WAPS>'#-X<,WAPS>'#-X<,WAPS>' LQPUR@FK>YN ML;X;]D,W4'_E.RTG^,Y*T.M^AWF!:G8^['$+Q;R10Q4GL*->&D[VY4H-
RLW> MI[=,-W0K/[)\K3VZ-7:ON*&8NRL?XY\FS=4%EW%KRF?Y)?[&@,+<-=F!'P"%K<>BL&->&D[V MY4H-RLW>I[=,-W0K_?E:>W1J[5]Q0S%V5C_'/DV;J@LNXM>4S_)+_8UN*>/A
M?CZ":M[FZQOAOV0S=0?^4[+FMS@/0O[04W;]$-"AW^)C+_LE?^$E@QKPTG>W M*E!N5F[U/;IANZ%?[\K3VZ-7:ON*&8NRL?XY\FS=4%EW%KRF?Y)?[&MQ3Q\+ M\?035O=X"
[!C7AI.]N5*$J"W Q M82,82,82,82,82,82,82&K"=D?/+?,^AXSZ'C/H>,^AXSZ'C/H>,^AXCRTA:'-U<_]?R7#G&(21@21@21@ M21@21@21@21@20Q&2P.%NN47_E.RYJ8(F7M<)>
M:GBM@QKPTG>W+%CZ8A9-FE)?&E)?&E)?#TH2Z\-'2X-'2X-'2X-%R\-%R^-% MR^&R5+XT/ 1H> C0\!#TC0)HT'!!H."#0<$#T@P5HT!!AH"##0$&&A$+!H5& M-
"HQH5(&R6(K*/3<40'@.R1Y@R4X9*<,E.&3JF#*%HRA:,H6C*XBP&P98>[E MD2&61(8"+C 1<8"+C QA@PD;&$C8PD;&%CS!AY@&'F 8>8!TI@8.G, ZYNKG_KSR M,W5+_P
IV8X[A%B0P.-^B'F!:7Q.QTAI+Y1KIQ5@1KPTG>W+%BWO.M/;HU=J M^XKJ#R]C1/R5JS5O>1FZI?\ E.S)D(:FB:(T%/?1#0H=VB8B&M+@
M)C7T%@1KPTG>W+%BWO.M/;HU=J^XKJ#R]C1/R5JS5OW+%BWO.M/;HU=J^XKJ#R]C1/R5 MJS5O>1FZI?\ E.S32:EB]@1KPTG>W+%BW MO.M/;HU=J^XKJ#R]C1/R5JS5OA-
V@I[Z(>8%A? M$[,"3A:G-ZY%?C7AI.]N6+&O[9NK3VZ-7:ON*Z@\O8T3\E:LU;W-U<_]>>1F MZI?^4[-F5*\IA4./"YM$?2\9<$?;A:_&O#2=[ZJT]NC5V MK[BNH/+V-$_)6K-
6]S=7/_7GD9NJ7_E.S6L8UBE.V&1!(;M#C?H@Q@BJ?B<3 M/X.)U^->&D[VY8L<]U5I[=&KM7W%=0>7L:)^2M6:M[FZN?\ KSR,W5+_,IV
M=,Z7J(4!VT$O!GT.\P+"N)V/I&EO)3V*4]>C7AI.]N6+'/=5:>W1J[5]Q74' ME[&B?DK5FK>YNKG_*\|C-U2_P#*=G'E.GD(7GBWT[P=^AV@YS:(\DXRX$8U
MQM>C7AI.]N6+'/=5:>W1J[5]Q74'E[&B?DK5FK>YNKG_*\|C-U2_P#*=GE/ M=16F#OT0^P10CBQHGY*U9JW MN;JY_P"O/(S=4O\ RG9S6[&0]UK0F8'?HAY@6E\3LPI-
@2G8A/78UX:3O;EB MS'[AK3VZ-7:ON*Z@\O8T3\E:LU;W-U<_]>>1FZI?^4[.,NXW+%F/W#6GMT:NU?<5U!Y>QHGY*U9JWN;JY_Z\|C-U2_
M\IV>A9PM(#/HDQFT18ECSB%_H12NQKPTG>W+%F/W#6GMT:NU?<5U!Y>QHGY* MU9JWN;JY_P"O/(S=4O\ RG9Z-O\ E(#/HEX1 KB&D[VY8 MLQ^X:T]NC5VK[BNH/+V-$_)6K-
6]S=7/_7GD9NJ7_E.STC_^5,T._1+0IW1J[5]Q74'E[&B?DK5FK>YNKG_KSR,W5 M+_RG9Z1YO62M#OT4:[M$92=1R%MPJVN1KPTG>W+%FC^R.5I[=&KM7W%=0>7L
M:)^2M6:M[FZN?^O/(S=4O_*=GI6\9Z4._13P6D,>=C1#R8THUTXJMQKPTG>W M+%FKS-:>W1J[5]Q74'E[&B?DK5FK>YNKGPZJF1J]B7Y3V87Y3&%^4QA?E,87 MY3&%^4QA?
E,87Y3&%^4QA?E,87Y3&%^4QA?E,87Y3&%^4QA M?E,0)R-.?(=G&MV%PT)0[]%-![FT1]'QEP,UO2K<:\-)WMRQ9J\S6GMT:NU? M<5U!Y>QHGY*U9JWN;JY\
>ZV;JE_Y3L].[T%*5H=^BWW1$DO&Z:QL.B-;B9) MBB&PPV;X4BS:34-03*X-1S"-1 MS"-1S"-1S"-1S"-1S"-51D:JC(>FV+..DSE$E)>JHR-615T:P6#6"P:P6#6"P:P6
M#69C!K4:U&M1K4:U&ND8UTC&ND8UTC$9F(J)+M>0YT:_@PU_!AK^##7\&&OX M,&3[!6LUY!!KR"#7D$&O((-=P0:X@(UQ 1KB C7$!&N("'9V@#1K27PY.,!, M?]3VZ-
7:ON*ZD.))BS%B1YMBQ/R5JS5OFLZ)^-DOV_6&E%O-Z)(Z)(Z)(Z)(Z!#1@D8P2,8)&,$ MC&"1AZ'H'QED-WIJ=OJ>W1J[5]Q7384@.,6HDR-;8L3\E:LU;W-U<^ /=; M-U2_\IV?-)?
37(7P4W;]&&.[1%4S'G"C&H(I9T3\;)?M^Q9U];VZ-7:ON*]% M^]L6)^2M6:M[FZN? 'NMFZI1V48PNC^FI]=&0_(PR/Y)=&5_*8RWY3=&%^4Q MA_E-T?_4QQ?
*;HB<<^1X0B@ZHQ=";$FTO:@A[X):&?1;S M)XG9@0"&JL8 MDLV)^-DOV_8LZ^M[=&KM7W%>B_>V+$_)6K-6]S=7/@#W6S=7/D!WCE"6'N.6 M[$F(OJP:'/A.T,^BV@YS:
(RB8^Y#S&H(A9L3\;)?M^Q9U];VZ-7:ON*]%^]L M6)^2M6:M[FZN? 'NMFZN3W[2E/VS8BHG$)H<_L:F>#OT8\P+2&/NS CX F.Q M">S(GXV2_;]BSKZWMT:NU?<5Z+]
[8L3\E:LU;W-U<^ /=;&LV;6#:P;6#:P; M6#:P;6#:RJSRZU^4Y1>8_+%BJ'<+%4A@<;]&-![FT1])Q%P$QO1LR)^-DOV_ M8LZ^M[=&KM7W%>B_>V+$_)6K-6]S=7/A-:ZBF9DPD#4)
U"0-0D#4) U"0-0 MD#4) +CI+[R52PYE3G/VM)GM:Q9G)Z2]"^"F[?HTQ@BJ?B<<>P,6LR)^-DOV M_8LZ^M[=&KM7W%>B_>V+$_)6K-6]UYFSC8.-@XV#C8.-@XV#C8.-@XV#C8.-
M@XV#C8.-@XV#C8.-@XV#C8.)E#+\PJY>B?Y2C8_*4;'Y2C8_*4;'Y2C8_*4; M'Y2C8_*4;!?RO'"GOBB;5TVPYFZI3DQKTKR4\QZ5;%FDCJ0V'O@EH9]&/,"P MKB=F! $"C%)++B?
C9+]OV+.OK>W1J[5]Q7HOWMBQ/R5AG1A$G-SZ'C/H>,^A MXU @&H$(U A&H$(U$B&HD0U$B&HD8S\D9^2,_)&?.-&>#/!$SLR,RQ&,K2C*
MTHRM*,I+&4N#*7!E#@R5HR5HR5HR1YHR$X9"<,A.&GU#1IU4-.JAIU4--KFA M7!5J),X:J>=XE8XE8XE8XE8XE8XE8XE8+=-ZU#_Z_>%9NJ4V>V9$]I6+%R^K
M"X<^$[0SZ,:#G-HC*)ACD*>PRFRXGXV2_;]BSKZVB)IWC7%\-5.J'G6N/5V+ M][8L3\E8:)QQ^+= D= D= D=,M@X'!P.#@=C*1\@Q(I<5D6#%>S[&-9T8FD:'?
HUH.+VB+0]AKA#ST*56# M_P \H(GXV2_;]BSK0/;HU=K.YKL7[VQ8GY*PT'E[&F+PB:YJ/_K]X5FZI3)[M=^//9]C1ISI1I&\'/HYY@4D<0CD+XG(0K?L'_GE!$_&R7[?L6=:![=&KM9W-
M=B_>V+$_)6&@\O8TQ>$37-1_]?O"LW5*-^&^-_:5C34YP*D+^T%M^CWW-H7) M'3'8RA>3F(E3JQ-7_P#GE!$_&R7[?L6=:![=&KM9W-=B_>V+$_)6&@\O8TQ> M$37-1_\ 7[PK-
U2C?AOC?VE8TVE[8?#WP0T,^CF@XO:(TB8^Y!FM(65__GE! M$_&R7[?L6=:![=&KM9W-=B_>V+$_)6&@\O8TQ>$37-1_]?O#,:S9M8-K!M8- MK!M8-K!M8-
K!M911/^8=\9>UK&C2?%0J'&!.\'?H]Y@B!'$XJ<:CB5?_.>4 M$3\;)?M^Q9UH'MT:NUG.^,O:UCO%X*()#-H<;]'M"IS M:R8R&
<"!1BDE>_YY01/QLE^W[%G6@>W1J[6=S78OWMBQ/R5AH/+V-,7A$US4 M8;,$8A!>N)J&N)J&N)J&N)J&N)J&N)J&N)J&N)J&N)J#L]S:XWXM4QCR63)L60:#_D*(C\A1$?D*(C\A1$?
D*(C\A1$?D*(C\A1$?D*(C\A1$? MD*(C\A1$?D*(C\A1$?D*(C\A1$?D*(C\A1$?D*(C\A M1$?D*(C\A1$?D*(C\A1$?D*(C\A1$?D*(C\A1$?D*(C\A1$?D*(
MC\A1$?D*(@^)'Q4(C04]]'M!SNT1]+QEP!]KE?\ ^>4$3\;)?M^Q9UH'MT:N MUGM3V_Q9[9L>84F*AXF>I[=&KM8QN(KL7[VD:UC!QN#C<'&X.-P<;@ZQ(ZY(ZY(Z
MY(ZY(Q!#!BDHQ248I*,4E&*2AJU&P8Y$,T'.;1&43#'$73+.T_!!I^"#3\$ M&GX(-/P0:?@@T_!!I^"#3\$&GX(-/P0:?@@T_M!!I^"#3\$&GX(-/P0:?

MFP%_63S0I,"CC4GIB"TI%7G'W=6WMTQW,Q>X*$^Z(NJ<_=)?C*I!;ZI)[]-= MU![=&KLGSU1@OE$UWZUEW%;VAF#L7.2MMYZI\=>ZD]U+?C['F*6X?,B.#3%$
M966L:QK/T.,QD32.!WZQ:#7]@6G[!+27$*:Q./NZMO;ICN9B]P4)]T1=4Y^Z M2_&52#_PIJ2>_37=0>W1J[)\]48+Y1-=^M9=Q6]H9@[%SDK;SS./C8.-@XV# MC8.-@XV#C8.-
@XV#C8.-@XV#C8.-@XV#C8.-@XV#C8.)@^-_[IJ(NY;\?9$9 M@J"/(D$5BDA+"C2SRXPJP<-AQ(3N[SZQ?:%)VP*C7SC$"-Q DK$V?Y)TK;V MZ8[F8O<%"?=$75&_L#3F#KL'78#3-
HDKQ=4A'>U)/?IKNH/;HU=D^>J,%\H MFN_6LNXK>T,P=BYR5MLHI&MT@C&D$8T@C&D$8T@C&D$8T@C&D$8T@C&D$8T@
MC&D$8T@C&D$8T@C&D$8T@C&D4@D>%%()O<9L=EOQ]DQ&'(XJD+/BO MQPLCL82Q0M$3L!3NP,^L&@UX+3]@EE)B#JS,_OJMO;ICN9B]P4)]T1=49[?X MEU
A/@[(9#71@$(8A1,#A99;*I".]J2>_37=0>W1J[)\]48+Y1-=^M9=Q6]H M9@[%SDM"5/>;!+?C[*C9B,N%0M(66ZE*#C/K%YH4&; L,>-?0)'$*2LS/[ZK M;VZ8[F8O<%"?=$75&?
NECP=8A/?5)/?IKNH/;HU=D^>J,%\HFN_6LNXK>T,P M=BYR6A*GO-@EOQ]E3B]_MT/)"=S8&?6)KVP+#]@EY-BUM:F?WU6WMTQW,Q>X M*$^Z(NJ,_=+'@ZQ#/)5)/?
IKNH/;HU=D^>J,%\HFN_6LNXK>T,P=BYR6A*GO M-@EOQ]E38WC?0E@I@9]8-:%!@B"@05%@(=6IG]]5M[=,);SQ,R,V3%0GW1%U M1G[I8\'6(9Y*I)[]-=U!
[=&KLGSU1@OE$UWZUEW%;VAF#L7.2T)4]YL$M^/L MJ/-8=%498<9]8OO; K-$-(Q\4KN_!4KC\%2N/P5*X_ M!4KC\%2N/P5*X_!4KC\%2N/P5*XF+X7EN'027?
A>6XC!/P5*X_!4KC\%2N/P M5*X_!4KC\%2N/P5*X_!4KC\%2N/P5*X>^"Y7V1_XC@R$M!+)J))DBL9(K&2* MQDBL/094ZQ0F>
(94H9Y*A<<>,>9"HBT91$AE$2&41(91$AE$2&41(91$@G@\ M3ZY+NQRH-W1AQK2R76Y_PM'"T<+1PM'"T<+1PM'"T<+1PM'"T<+1PM'"T<+1 MPM'"T01U[-$]WZU;-
I<4*?:;0S!V+G)0EP2(&N9!$AD$2&01(9!$AD$2&01(M9!$AD$2&01(9!$AD$2&01(9!$AD$2&01(9!$AD$2#T#B#K#$9Q54E3WDP2WX
M^R8M%"H:G2%/F/IR]@=^L&@]_8%Y^P2LFX$5;F?WU7>%@X6#A8.%@X6#A8.% M@X6#A8.%@G-UFEI,=9I;A8.%@X6#A8.%@X6#A8.%@X6#A8'G6;)F)<>(3I"F
MDX(D8(D8(D8(D*DA3"XVZQUZ@+=XC"Y72/.Z51C2J,:51C2J,:51C2J,:51A M= TR=U*[TXW0PIG%2I32\(4,(4,(4,(4,(4,(4,(4'2''1NJ2E*PYD)A;C
M\S9*6,E+&2EC)2QDI8R4L9*6,E+&2EC)2QDI8R4L9*6,E+&2EC)2QDQ830YP MIYQWA=]9CG$ZHACAKVG48TZC&G48TZC&G48TZC&G48TZC&G48GF&$)848ZQU
MM##4Q;R#"%#"%#"%#"%#"%#"%#"%#"%#"%#"%#"%#"%#"%#"%#"%#"%#"%!4 ME*87%'&.OU.5/>3!+?C[(C49+A93CAZT]*FX06YL#/K!YH5&; J>>/-()=3D MUN9_?
5CSG[6DSVM1/;ICN4MSZ%EW'N>@3WZ9G^+A8.%@X6#A8.%@X6!K&;(U M=E>?H81Y)-=UN!L_ZJX6#A8.%@X6#A8.%@X6#A8.%@X6#A8.%@X6#A8.%@X6 M#A8-
E%L'"P<+!PL'"P<+!PL'"P<+ UC-GR/X<^\H85X^HK+N+7E3E3WDP2WX M^QXO%"H4D<4,*\?45EW%K MRIRI[R8);\?8\TF/*(FB3L!)08SZQ>:%!NP+U(EU \AAU4,*\?
M45EW%KRIRI[R8);\?8\5_P L:2%AQGUBT&/!:?L$'1MB:^NS/[ZL><_:TF>U MJ)[=,=REN?0LNX]ST">_37?J>W1J[_Y)0PCR2:[K<#]U6(]N^1_#GWE#"O'U M%9=Q:\J\F"6_'V,>IVB#
(,N05V9_?5CSG M[6DSVM1/;ICN4MSZ%EW'N>@3WZ:[]3VZ-7?_"2AA'DDUW6X'[JL1[=\C^'/ MO*&%>/J*R[BUY4Y8?=@3WZ:[] M3VZ-7>Z9J&$>237=;@?
NJQ'MWR/X<^\H85X^HK+N+7E31*FI9G*CO\R_/TK0 MQ-^39"'Y-D$?DV01^39!'Y-D$?DV01^39!$%F: 3'6X_$CXJL30P%0U@YZ!/?IKOU/;HU=O^ZJ&$>237=;@?
NJQ'MWR/X<^\H85X^HK+N+7E3,]P"9O M*^O_-<:4XYTIF9D\92DLP;6-HIC5O(X2A2!.D8'$[PI@8XP;/K%]X*#M@5 MJGGWH-"V0U/7YG]]6/.?M:3/:U$]NF.Y2W/H5LVES
XUC:!/W">[]3=T8<:T MLYUKLU4,'\FGNZW_=5B-W?(SK6P=06_U.!\<#XX'QP/C@?'^.!\<#X825,SW)F\KZ__%QH=HVL&U@>>8QD;B'2*)5J3GTD64$&(ESA M[C&L;0S0?
B%:$C8"B]@8SZS>>V X_8%JS8)%VMP/W58OR 0QZ"N0<_:TF>UJ-\IQ\-1$M&!)"U$2PE<6QR(_IL'"P<+!PL'"P<+!PL'"P<+!LH
MB&,UYPL'"P<+!PL'"P<+!PL'"P<+!LKL#]U6+/GA"6,Z/"P<+!PL'"P<+!PL M'"P<+!LJ:R[BUY4S/< F;ROK_P#7&@6MV%*WVFK>B4.@4,.2T.)B"W_U8TPI
MZ%Q9@*4EF,VL;Z%\P(48//614Q,EV LO8&?63SVP&G; J6L=$-1FQA066X4Y M8,>_[C6/.?M:3/:U,ON8CY*JD>_+&@?NJQ9\\(35]?_*XT"^Y/\C0[PA6&IC%TS84IQ.<_:TF>UJ9?5]?
_KC0+[D_P C1*#G4Y,,3FGO)4C& LE@ M8Y]9O/; :=L"I:QT%.*HJIAL.(AB:Q(]_P!QK'G/VM)GM:F7W,1\E5?^>6- M_=5BSYX0FYK:R[BUY4S/< F;ROK_
/7&@7W)_D:)6\\K5PQ'P.DE!C/K-Y[8 M#3M@5+6.@DM7%E$-AI$+36+'O^XUCSG[6DSVM3+[F(^2JO\ SRQH'[JL6?/" M$W-
;67<6O*F9[@$SM8R*\;!QL'&P<;!QL'&P<3!_ZXO,&U@VL&U@VL&U@VL& MU@7M9T3O(T*H[H$PF'A*3L8Z[L^LVO T]C J6L8$B17&3D*%/#R+&CW_'&L M><_:TF>UJ9?
MGRQH'[JL6?/"$W-;67<6O*F9[@$2@">)*=((QI!& M-((QI!&-((QI!&-(I!\0$D2Z]GQ8SXL9\6,^+&?%C/BQGQ851IU\MU]XQ;0L M8U<:TF>UJ9? M<_:TF>UJ9?
$)N:VLNXM>5,SW!0R5>LW4ZI0Q,3"49ACR1-PL<=V?6+7@8>Q@4+& M,!JLP]^%RXPNRX]_W&L><_:TF>UJ94YQEQ&%G/*,,N&&7##+AAEPPRX89<,, MN&&7##+AAEP?
6.,/>?,H3_'Y8T#]U6+/GA";FMJ'>)R(0XPU_3[XT^8-/ MF#3Y@T^8-/F#3Y@T^8-/F#3Y@.A+2F&.\#_K,]P4,E7K-U.TMJU=#T;'&%%[M QGU>UH>,V U1L"E?)CAQ,/E9*H0R]3-
8QH? M2E/# DC DC DC DC DC DC DC DC DC DA:B)82^XQQ?0K_?EC0/W58L^>$) MN:VUFT/)W'AA"AA"AA"AA"AA"AA"AA"AA"AA"@U(4(N2XZXIO_69[@H9*O6;
MJ909TB(.D_M3%; ZSZO:T/F; ^T'/@UHKT.@+A+;.CW_<:Q?DB)&)X/!(41!897%]R?Y" MA7^_+&@?NJQ9\\(3X*&2KUFZE/.=3E0P@P\Q(3L8ZS9]7M M#X.=!:TI(S/F,&HG!J-.-2)
V:8>P:KA@9-L*:-60@,FF#M&J(,-300,F2"M M&H8,&1^#O#/80&1J$M&A&+2M&*3!AQ+1U2@QYUZK1[_M +C6*E_ZG^0:ZON3_(4,4_MG6QH3#UB>8;%GSPA-S8SVZ-
7:KN/69[@H9*O6 M;J1YYUQUC'XD?#T?3827L#/K!K ^5M#Z;:&HF-& 8,O8'H>Z'X:P-A8RH96, MK&5C*QE8RL96,K&5C*QE8RL96,K&5C*QE8RL96,K#(:UT8!\8 P850,*H#"%
M;HZ2T=)<'LT#[8L.K&71B(V,1&PQ7'6#&QT8V.AD0C[!F,?&8Q\,BLPL![B] M3$X*&2KUFZDBC[7Q"T;'74Y.P.._67".!@Z;!TF#I M,#2F!I#
U.P89@PK!A6#"L&%8,*P85@PK!A6#"L&%8,*P85@PK!A6#"L&%8, M*P85@PK!A6#"L&%8,*P85@PK!A6#"L&%8&I&!Y$P-0,& 8,O8,O8,O8,O8,O
M8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O M8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O
M8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O M8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,O8,N=:'H46T9.4,G*&3E#)RADY0R M$E@9]
<[!PCA'".$<(X1PCA'".$<(X1PCA'".$<(X1PCA'".$<(X1PCA M'".$<(X1P,'38.FP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I
M,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=) M@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,
M'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@ MZ3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'
M28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z M3!TF#I,'28'BV")N,X&;'8W8D^>$)N;&>W1J[5=QZS/<%#)5ZS=21$O:5!SF M/.$-
#/V,/"*$)N;&>:QC(QL:6J<>Q/2-'0/#$BIX,AJYH9"H@T91$1D\1#TM19Z* MY+$!D40#)9LB8X8H." M*!I<6#2(JT-2Q1HP<2:&0^(-#L*6M#((>&0%\%P!@10UA+27.%C/V,/")W9[
MO^[6)/GA";G]>-P=<@8I,,2F&*3C%IAC4K!CTC!F*,9FE&:)AFA(S%QHQS1C M#0U8H#5JL-6KAC8B,9% Q5%VAQZ*/#_*#"1,8&(M#(:N:%4LYB4R
F;&R^\T:Z'4+H8B=&$=&$=&$=& M$=&$=&$=&$=&$=&%=&%8,*P85@PK!A6##,#$S PA@84Z.DP=)@Z3!TF#I,'2 M8.DP=)@Z3!TF#I,'28.DP=)@Z;!TV#@8.$<(V?L;:#RN-
BN$.F/&08UH>@9K M1D#XTZ-,N#3+@TRX-,N J7"W0R!E[,C+&1EC(RQD98R,L9&X&0-P.P0L.P8H M,@Y0R*8T-3.C"NC".C".C".C".C".C"NC"L&%8,*P85@ MPK!A6#"L&&=#$[
PET=)@Z3!TF#I,'28.DP=)@Z3!TF#I,'28.DP=)@Z3!TF M#IL#'&#@'".$<(X1PCA'".$<(X1PCA'".$<(V?M8V#A'".$<(X1PCA'".$<(MX1PCA'".$<(V?_Y5;__: @! @ !!0+_
/P5^<>2G+63W+Z1X[Y,)8/R6JXH M//T.B!G[AIFFE- 2HE%XA%S?U>+,<9+$[&PT%3/+YP(6HU/[@WGF..KU;Z]; MZ(WX_P#1,I/1GRQ,Q$?3_M\:UCK#9E@!0+F6
&@I2F4!K6,$Q31"D4/],;\? M^J16H0*(3/D(6%E&E'N?MZ7]E^C&M8UIKS/5&_'^F'1>(PDR6IQ2QEG[>5_ M944;\?ZF-:ZV69ZV!C6/,_;NO[*BC?CZ"7IP7000F8H3&6?
MV7]E11OQ]"Z\ M\ZV%3Y%T A4WP2*_MU7]E11OQ])")JC$';)@21]-^W)?V5%&_'TL/B"J%JH M'&4T<0_MQ7]E11OQ]- XXK@*N"3'#8Z7^W!?
V5%&_'TY)QJAK6,89%862'(C#S7O0^864ZQ:B:W]L"_LJ*-^/J4% MC\0@1T&F^$1AGZ_)*PPM/^B:+11&$\\3(0"ODF*,"SY%C!P6Q%=$3 @C$3AC M\&^0DA["3R5)?[75_944;\?
5$T3B*,)YQF-.U'\DK'!-,PNS LHDRU8B>23U M,*4(ODHAX0Z88-%/VMK^RHHWX^Q8?#CXB_U\Q0QJ=40J<_:PO[*BC?C[%EW M]"3SDQD'^05Z9L.B:&*D?
M67]E11OQ]BR[Z(%'%4"6(%Z:)I/VJK^RHHWX^M MPJ'OQ6(?C5B59D,@*L MDXI05^U1?V5%&_'UN3_G4$JR/VHK^RHHWX^M MR?[DH8_X:@^.8F^>C_:BO[*BC?CZW)_N2AC_
(:@D!2TB8?VHK^RHHWX^MR? M[DH8_P"&H)4,ZO[*BC?CZW)_N2AC_ (:B M2*ST*F79R11AGZ-:QC(A-\ AP/\ DLI@<^3'^)!.\ 7 LPLUW]HR_LJ*-^/K M@E2I3@F:9A3@F?
IB+!'R6L=$.GJ!K@ MZ^Z8[^T%?V5%&_'UN3_AGR0(?&H5%6?L_7]C11OQ];D_MW)0Q_P -6F-:ZV$SO&8:V"3%#HZ5^SU=V-%&_'UN3_R*_LQ^2?%U.-^/JQ%_3,
MHI_]PU8M]\I^5)CLA42A[:E&_'U8B_IF44_P#N&KH5RF'* M9?CZ:/H_V7[PJEZ"+0J^.X,<(_)T0@9=/&_'U8B_IF44_P#N&L((@LABB&_) M#&%DS]+IH(5)53OK>>=
<=535+Z,+ODE,X%<]3"J!\8BJJIQOO]2D#V]4F?M!:UCK(] M/R9((A%HC%3/U0(C%!6=QGA-6+#P@C\9A@2?),0+!?R6B:#ODPI@6_($=4A4 MN6KGJM&_'U*0/;U29^T",33"(,(]-
L1CC?3!/'UZ-^/J4@>WJDS]GR@YQ,1& MYXB<3;ZX&QKR'#J!TC UC65R-^/J4@>WJDS]GT6\70(XBJ0#4D3&IHB&31$! MJ96T:C,;&/%1U!6(WX^I2![>J3/V?1;Q=-
#UCR%7'4;I*BKQOQ]2D#V]4F?L M^BWBZ>&/.Q.'O.O./5:-^/J4@>WJDS]GT6\73I5#Z4^.IW#*O&_'U*0/;U29 M^SZ+>+J$$.<4DGDOIS?T==:^]IN)C3<3&FXF--
Q,:;B8TW$QIN)C3<3#LJ1I M]FD8X-(QP:1C@TC'!I&.#2,<&D8X-(QP:2C@F-.+J!9CY)D8+ M<7)/T3]Q,)IKD2Q"@8A0,0H&(4#$*!B% Q"@2,\\]+E#\E]Y7OC.X]3/V?1;
MQ=1@*ISJ&P&).&Y)% 3!8FZ=,GD_7(GMNA^2^\KWQG<>IG[/HMXNHL:UCIG[/HMXNNR)[;H?DOO*]\9W'J9^SZ+ M>+KLB>VZ'Y+[RO?&=QZF?
L^BWBZ[(GMNA^2^\KWQG<>IG[/HMXNNR)[;H?DO MO*]\9W'J9^SZ+>+KLB>VZ'Y+[RO?&=QZF67L&P;!L&P;!L&P;!L&P;!L&P;!
ML&P;!L&P;!L&P;!L&S[]1;Q5=D3VW0_(2)4L69#%AD$6#)?BPT]%!IZ*!DN1 M,;B8TW$QIF(C3,1#)8B#1I>(#2\0&FE TTH&FSHTZ,@)&0IQD*5@R2'C M)
(>,GA;!E,*&4PD9;!!EL$&7P%T8&7Q(R)*E3?P/X'\#^!__@?P/X'\#^!_ M_@?P/X'\#^!__@;1M&T;1M&T;1M&T;1M&T;1M&T;1M&T;0T;1M&T;1M&T; M1M&W]A1OR! 2S/R'
1^0X"/R' 1^0X"/R' 1^0X"/R' 1^0X"/R' 1^0X"/R M' NGV"*45=D3VW0_(BI0F69C$&C,8@&KU[1C%@QBP-4J6C$*!B#QU#!U# U MYYZJ2'X>Q6_L%--+
(+CT_J339.FU8^NHC=C"L=+XQTOC'2^,=+XQTOC'2^,= M+XQTOC'2^,=+XQTOC'2^#"X4JA5=D3VW0_)?>5Z0_#V*W]@BM6F0)YFFM3'3 M
Z\|X\@5,7(:'9M$40OPV(4:'V_79$]MT/R7WE>D/P]BM_8$<>2GD/P]BM_8 ^^X6Y'_ M_) :T*EJM:_Z)'@[8E%J.>X5CX-1H?;]=D3VW0_)?>5Z0_#V*W]@$[3,8M4>
ME(D4+E,O04N!0ZCC9#ZF#T:'V_79$]MT/R7WE>D/P]BM^_\,L5R>#M:UK?1 M!Y:BL:>E^6$, .B0^WZ[(GMNA^2^\KTA^'L5OW_P#D6)=9?^L% MER)QQ^$R)"(>&,8ZREF8XPB
4:'V_79$]MT/R7WE>D/P]BM^_P I4%I$Z]89 M$%GZ2]!S(W$R22DQ5/.G%IFC0^WZ[(GMNA^2^\KTA^'L5OW^^0XSTD_ZR%"< M!"JA-S.*7*-#[?KLB>VZ'Y+[RO2'X>Q6_?
U:K)AZ2(KSHFN_25(+G<58QC&5 M">SNE+='+\/.BD-_&\<'XWC@_&\<'XWC@_&\<'XWC@_&\<'XWC@_&\<'XWC@ M_&\<'XWC@_&\<'XWC@_&\<'XWC@_&\<'XWC@_&\
<'XWC@_&\<'XWC@_&\<'X MWC@_&\<'XWC@_&\<'XWC@_&\<$M0I1!X3L&P;!L&P;!L&P;!\E]Y0PXMPZ(: M/EL:/EL:/EL:/EL:/EL:/EL:/EL:/EL:/EL:/EL:/EL:/EL:/EL:/EL:/EL:
M/EL:/EL:/EL:/EL:/EL(H>CAQ-BM^_OR/$^FE_7XZ+3.P:H_)2OA2T?CU')_N2NLHOD?S ME#"?*U3^EBM^_DZ19D,@WI^/%76@E0GDQC\RTCD_W)7647R/YRAA/E:I_2Q6_?J(1%
M'"T\S36ICSWJ(.,3'0M>7%(?3QASI1:CD_W)7647R/YRAA/E:I_2Q6_?F/3T MAAPB$3714^@^.8ML;3/ONEN*3WU2BCD_W)7647R/YRAA/E:I_2Q6_?>+1=%!
M4L=G")1JC0K#H>L1JBER6EB3W!#J23_>X('22?[DKK*+Y'\Y0PGRM4_I8K?OM\ MA1MAQM'\:HW.G3QM.\J@]))_N2NLHOD?SE#"?*U3^EB_T^^DQ1ER!PPPQ\XR
MCD9+A9=IXLKP$,I()$'(5%/R4A'Y*0C\E(1^2D(_)2$?DI"/R4A'Y*0C\E(1 M^2D(_)2$?DI"/R4A'Y*0C\E(1^2D(_)2$?DI"/R4A'Y*0C\E(1^2D(_)2$?D MI"/R4A'Y*0C\E(1^2D(_)2$0Z?
$D04/?)*)C?R4A'Y*0C\E(1^2D(_)2$?DI M"/R4A'Y*1":(X5'U]#"?*U3^EB_T^^DV1UL;B=&028H.2IW$B6G^0%'1E^RI M9\B9>5*$^5JG]+%_I]\YK7Y= :20(4U9%JA\F&
["K*EGR)EY4H3Y6J?TL7^G MWS^2EFPFC+B<)]437E0M K5'+E/Z2!,+W%Z([$'(7";+E?R%3A/ ME:I_2Q?Z??!2I(1IYDF Z/K::0XA@X[ZODE?PE?K++[YX(S
MZIP78^8/UD"#GJ(E^JI06C3*U)BU59BWI4'.IDYC[QIGZ2O+9 ML?5)TY"0C]8D@*B:&*0U1"5UERUW%3A/E:I_2Q?Z?>16K(0IHY&#XW$/2@C4 M5A@+GZ8G'5DT1]>[4I53-
53#Z9R6,1R]^OQ\TMLO^F?_'#9:H3*$AOZRH7TI=_7Y!CO5,LV7:I"?*U3^E6^1(QL=] M#KS77H#$W8Q"J#^E8C,6)@B+\DPL?DF%C\DPL?DF%C\DPL?DF%C\DPL?DF%C M\DPL?
DF%C\DPL?DF%C\DPH0F)%1>'_;12>XE3JU1RU38$L%=:8*"=UF+F']((M>B,B*XDHM.3^DX3._RWGGGWK-EVJ0GRM4_IL&P;!L&P;!L&P//.N,Q*<8E. M,2G&)3C$IQB4XQ*
<8E.,2G&)3C$IQB4X-6IRBHA#HY$5N0189!%AD$6&0189 M!%A(SRZ$FX]$,>B&/1#'HACT0QZ(8]$,>B&/1#'HACT0QZ(8]$,>B&/1#'HA
MCT0QZ(8]$,>B&/1#'HACT0QZ(8]$,>B&/1#'HACT0QZ(8]$,>B&/1"EUIC%2!6B]:K_0P"I2![>J?R)Y^QI%]O4$]^VZX1_=+-F./O%OH%;B] M%]K8J1BH98/QHG:ZC]2]85#T2M4:M5?
I(4NM3N>B K]).EIL95;-GHC\0RN#_K!__/#?3+I;KIQICQQM2D#V]4_D?SMC2 M+[>H)[]MUQ-[9LUQ]\M^7XFV+PC[6Q7RE@22HZ\M^J8EN81L2U+2B/J$B1.@
M3>CY&BO$_P#K+1G#$$#R^B=Z)?;URFLV-J4@>WJG\C^=L:1?;U!?/?MNN)O;-G M?&QSST-^UAYK"""WGC'K ^-5O\>F**,)#1+DO*(^K1HTZ!-Z%!Y24B)+C(DO M_6%F]&
(1PKI13T0@_#Q&,D8>)5*0/;U3^1_.V-(OMZ@GOVW7$?\,NV=\:.M MPWVLF8UI,OV#)*O"3%Z9Z6L22^QC6MEV$.P2%^GY C[K6>AC6NM?40F-A;!E
MJ+TQW_4IJE('MZI_(J/]\L:1?;U!/?MNN(?;]G?&Y7#"/M9.CW#+-@ISGTR@ MDUQ03Z/D.)8F)RD@S"/^F:YG*@B=]]\Q_P!2*++4(XX+%@M@RU%^J7_62_4I M]O5/Y'\S8TB^WJ"".>_;=
<0^W[.E9!ET"^UD_F<$NV%)"W&2]^L37E0M I4&J MU'QHC9P^B99A)@*)2I/6'T**++4(=J?R/YFQI%]O4$]^VZY#OY@5FPQ[@B7VM^3+BP MI3(((E[]%JPF'I(@M.B*T0
KHP/]9W7X&7Z6%Q!^'J8T@<3OU$LIKXD9SIP& MI_(J/]WL:1?;U!/?MNN0WPEFIVM8H^UOR"C4+F:>B@T]%!IZ*#3T4&GHH-/1 M0:>B@T]%!IZ*#3T4&GHH-
/10:>B@T]%!IZ*#3T4&GHH-/10:>B@T]%!IZ*#3 MT4&GHH-/10:>B@T]%!IZ*#3T4&GHH-/10:>B@T]%!IZ*#3T4$I*(O!37'W#' M7GG7'9RFMR+?I*\#>CD3===
<=_7Y+5,IUWM^H,")UC7OC>$0Y1*>0PD9#"1D M,)&0PD9#"1D,)&0PD9#"1D,)&0PD9#"1D,)&0PD9#"1D,)&0PD9#"1D,)&0P MD?
+JWZ@P(N;XQ]G5/YC\W8TB^WJ">_;=WZ@P(N;XQ]G5/YC\W M8TB^WJ">_;=WZ@P(
MN;XQ]G5/YC\W8TB^WJ">_;=WZ@P(N;XQ]G5/YE\U8TB^WJ">_;=>!YYRDVN0WPEC+O;]08$7-\8^SJG\R^: ML:1?;U!/?
MNN03Q]GR6EPLN_9^-1Z'P(A=\D+#&+8BNB1M>AOA+&7>WZ@P(N M;XQ]G5/YFC<83P1 O7JHFJL"&^$ ML9=[?]# AYOC'V=4_FSNK&)CL2@TO:[F0:[F0:[F0:[F0:[F0:[F0:[F0:
[F M01":HU%$M<@GC[.EU&U?&_L\UK'63/'C([$*O+4+3QB+_CB!C\<0,?CB!C\< M0,?CB!C\<0,?CB!C\<0,?CB!B*RK#X++]C+O;] @0J8FKT),@T),@T),@T),
M@T),@T),@T+,@3R;,)3?CTIZ'2MB4XQ*<8E.,2G&)3C$IQB4XQ*<8E.' M3B7VT/S9W5C+O;]BP'MK.^-H?Q'_&>GF(OH(%6)$]R4,V>W+&7>WZ"2?<]3
MEORU#\V=U8R[V_8L!/[>SI109? /L]\FY*&;/;EC+O;]!)/N>IRWY> MA^;.ZL9=[?L6]O9L,2-7Q%C&.L^ST_H<5
JQ(GN2AFSVY8R[V_023[GJQEWM^Q8#V]F_'Z7KQ_[/J4Y2M/$$1L.6U>1/1/W[%EVSOC;RGVA^2D.TNK2)[DH9L]N6,N]OT$D^YZG+?EZ'YM9 M_FL9=[?L67;.^.']D:^T,THL?
:M(GN2AFSVY8R[V_023[GJ6, MN]OV++7<6:D/>2JG7G7W?M#\B)F%1NJP2*O06(_DP\?DP\?DP\?DP\?DP\?D MP\?DP\?DP\?DP*YM,CD L9=[?H))]SU.6_+4/S?
>V,N]OV++7<6=+BG&0+[M0_)KK..OPWPEC+O;]!)/N>N_(]Y8R[V_8LM=Q9T@->T[]H?DMUN&K\-\)8R[MV_023[GKOR-OL9=[?L65_(6=)A&'EO[0_)+O^UU^&^$L9=[?
H))]SUWY&WV, MN]OV+*_D+.E$WK2Y]H?DAK,EK\-\)8R[V_023[GKOR-OL9=[?L65_(6=)3&N MRQ]H?DI[_;Z_#?"6,N]OT$D^YZ[\C;[&7>W[%E?R%G2Z3AX%]H?DU[_'7X;X
M2QEWM^@DGW/7?D9G\6,N]OV++/D3+RS"BWCC2W'2R_M#\EF;55?AOA+&7>WZ M"2?<]=^1N2QEWM^Q99\B9>69+)&)C_VB^0C^K'Z_#?"6,N]OT$D^YZ[\CN_(W+8R[V_
M8LL^1,O+,^-7?]?]H9J>>R;3HTZ-.C3HTZ-.C3HTZ-.C3HTZ-.C3HTZ-.C3H MTZ-.C3HTZ-.C3HTZ-.C3HTZ-.C3HTZ-.C3HTZ$D*Z,.TZ-.C3HTZ-.C3HTZ-
M.C3HTZ-.C3HTZ-.C3HTZ-.C3HTZ-.C3HTZ-.C3HTZ-.C3HTZ-.C3HTZ-.C3H MTZ-.C3HTZ-.A1"NK"].C3HTZ-.C3HTZ-.C3HEJ&%0V-YO"AF*&;PH,BL,>&
M9PX9G#AF<.&9PX9G#AF<.&9PX9G#AF<.&9PX9G#AF<.&9PX,B4/:,>B&/1#' MHACT0QZ(8]$,>B&/1#'HACT0QZ(3DE;%VZ7B TO$!I>(#2\0&EX@-+Q :7B MTO$!I>
(#2\0&EX@-+Q :7B TO$!I>(#2\0&EX@-,*V#32@::4#32@::4#32@ M::4#32@::4#32@::4#32@::4#32@::4#32@::4#32@::4!5"GWX7I MY\:>?&GGQIY\:>?&GGQIY\:>?
&GGQIY\:>?&GGQIY\:>?&GGQIY\:>?&GGQI MY\:>?&GGQIY\:>?&GGQIY\:>?&GGQIY\:>?&GGQIY\:>?&GGQI MY\0B$O(UAL ?>-T\^-//C3SXT\^-//C3SXT\^-//C3SXT\^-
//C3SXT\^-// MC3SXT\^-//C3SXT\^-//C3SXT\^-//C3SXT\^-//C3SXT\^-// MC3SXT\^-//C3SXT\^-//C3SXT\^-//C3SXT\^-//C3SXT\^-//CX_1-1J?M#\EJ/[+ AOA
M+&7>W[&EGR)EY8J[V_8LM^34=Q9GQF[L3_:'Y#4=6.V!#?"6,N]OV-+/D3+R MQ5WM^Q9;\FH[BS/C9W_;/M#-*C$S#8$-\)8R[V_8TL^1,O+%7>W[%EOR:CN+ M,^.R^"_:
XUT@DTQXXVP(;X2QEWM^QI9\B9>6*N]OV++?DU'<69)A72EK[0 M35T$'V@^0'F,EZP8;X2QEWM^QI9\B9>6*N] MOV++K=D45LV*K+
(+ZQ_VA^1GFL@5@PWPEC+O;]C2SY$R\L5=[?L67O*+.\LN M"L=;&?M#\D-9DM@PWPEBEE-?"E(^9 \M/&6GC+3QEIXRT\9:>,M/&6GC+3QE
MIXRT\9:>,M/&6GC+3QEIXRT\9:>&PX\'$/DM]9937PY#S7F9:>,M/&6GC+3Q MEIXRT\9:>,M/&6GB (C2EQG/8J[V_8LO>46=Y9:0W#J_M#\EF;$U@PWPEB," M)UC7B&;(74YBO?
4P(G6->0,V)Z%'S&W[%E[RBSO+,A/BOM!/1_6F.P8 M;X2Q&!%S$^+J46=Y9D-=X(=]GSS6$$-:UYM M@PWPEB,"+F)\74YBO?4P(N9#<4*/F-YK%7>W[%E[RBSO+,0]C]GYO68*7K"A

MOA+$8$7,3XNIS%>^I@1BD3L*&^$L1@1"--+3E1R*F1F)V'#?"6(P(N8GQ=3C*=\XS+S1EYHR\T M9>:,O-&7FC+S0F2F.-1LV$T*/F-YK%7>W[%@'EHCY"QW77GWI6DTB'%.N.N,
M^T'R'&&D);$AOA+$8$7,3XNQD?,;S6*N]OV+ /+1'R%CR3*V#<^T)H9!48B M1D6B5B0WPEB,"+F)\78R/F-YK%7>W[%@'EHCY"QI+E)AOVC^08RQ,BL6&^$L M1@1""4BGD;#
<W[%@GE(IY&P=XA,H1F*F026H9 W/M'&(F5"("4BGD:\0G/5&(9#CRL(?CF&$A%"(7 M#6?:7Y#B^(6V/#?"6(P(N8GQ=C(^8WFL5=[?L6">4BGD:[9>6QY1!X'#X&1
M]IXK$"H5#SSC%)UCPWPEB,"+F)\78R/F-YK%7>W[%@GE(IY&N2W+Q\?6(T:: M'I_M1\BQ?J'V1#?"6(P(N8GQ=C(^8WFL5=[?L6">4BGD:W#(W[%@GE(IY&MR!!V(H;]J?D6+\!-
DPWPEB,"+F)\773#GN+K/ MCK/CK/CK/CK/CK/CK/CK/"67VM7V,N]OV+!F[(I%F;(E6DJ=]6J**<(*^U#S MSKCL67OQ.(V3#?"6(P(N8GQ==-YJ"5_(6,N]OV+!_)QCR=:DQ-
B9C^U,\1/+ MX'94-\)8C BYB?%UTWFH)7\A8R[V_8L'\G&/)UKXU3<<0^U,X1K.(M94-\)8 MC BYB?%UTWFH)7\A8R[V_8L'\G&/)UKXX3=.$_:B>HZ]#4-EPWPEB,"+F)\7 M73>:@E?
R%C+O;]BP?R<8\G6I33867?M.\|QQV88JV,1:RX;X2Q&!%S$^+KIO M-02OY"QEWM^Q8/Y.,>3K);CQIA)3I!/VGGV-X&'V9#?"6(P(N8GQ==-YJ"5_
M(6,N]OV+!_)QCR=9E1+C)@^TZ]:1#DD57*XLOZ9@Z;]EPWPEB,"+F)\773>: M@E?R%C+O;]BP?R<8\G6?CB&/8LP6ZFB(U-$1J:(C5$0&J(@-41 :HB M
U1$!J50)1>)B4'P2,8)&,$C&70\9=#AET.&70X9=#AE<+:,JA0RJ%#*H4,J MA0RJ%#*H4,JA0RJ%#*H4,IA0RJ%#*H4,JA0RJ%#*H4(ZAA*6$ M9A 7ACI?&.E\8Z7QCI?
&,EQX8F607%8"23B99&)ED=>67AU)9'4ED=261U)9 M''++1_TR/^F1_P!,C_ID;)9:.G+(Z MVX&7QEL$&6P493"AE$+:,DAXR-$T9"G&GRVC3HTV8T::4#2ZUHTO$!IF([4L M
7%M)2FX+ G#!'C!GC"*!A#QA3QACQASAT#AASQASQT#QT31TC1P/C@?'"\- MC:0SFH)7\A8RMFV %I7GF8)X8)X8)X8)X8)X/(WF POAKT*\C&_*4S'6M'2>
M'2?'2?'2?'2?'2?'2?'2?'2>$)A2B+KT:0A E^TT[3!E**BD#V]4F4,U>WJY M+/D3+RFZC[4I,<#(FH&:'C-E0S=6P9RL#(TM8,\7!D=7,&?+P7'E[6PZ)+#
M1C50QRH8]2,>I&8*!F"@9BH&8GC,CPXL,.:]-:EC=6J1JU2-6J1JU2-6J1JU M2-6J0]-JL-F8\:E4#4J@:E4#4J@:E4#4J@:E4#4J@,F=2P:E4#4J@:E4#4J@
M:E4#4J@:E4#4J@:E4#4J@:E4#4J@:E4#4J@:E4#4J@:E4#4J@:E4#4J@+8J^ MF1ZE4#4J@:E4#4J@:E4#4J@:E4#4J@:E4#4J@:E4#4J@:E4#4J@:E4#4J@:E M4
N9%+PA\5?.;C!BQBQBQBV#%,"Z.FDG:E4#4J@:E4#4J@:E4#4J@:E4!V9# MVO1:+OP]5J50-2J!J50-2J!J50-2J!J50-2J!J50-2J!J50-2J!J50-2J!J5 M0-2J!J50-2J!J50-2J!J90-
3*&C4J@:E4#4J@:E4#4J@:E4#4J@:E4#4J@:E M4#4J@:E4#4J@:E/">.GF-*/8^7U71U71U71U71U71U71U71U'! $Q#J?[3*5 M!*1/&(F;%XC12![>J3*&:O;U:$;: M-HVC:-
HVC;8$6\542..:$\WJBO<^LN\F;R-AL"'F(N:"">,^TWR''*20C2W9? MZY ZY ZY ZY =-+>;2LH9J]O5R6?(F7E9(YH/RT*?F-YK&BWBJB1S0GF]45[MGUEWDS>1L-@1KDL^1,O*R1
MS0?EH4_,;S6-%O%5$CFA/-ZHKW/K+O)F\C8; BYB+GUPA/B%_P!IIWC[(JOJ M,@>X:5E#-7MZN2SY$R\K)'-!^6A3\QO-8T6\542..:$\WJBO<^LN\F;R-AL"+ MF(N?
7+1/\?:6=ID9#$M+!I-71M%^-HJ/QM%1^-HJ/QM%1+4FKH)%*5E#-7MZ MN2SY$R\K)'-!^6A3\QO-8T6\542..:$\WJBO<^LN\F;R-AL"+F(N?7"R,.A^T MDP1PB H%2H]:HI9
]O5)E#-7MZN2SY$R\K)'-!^6A3\QO-8T6\542..:$\WJB MO<^LN\F;R-AL"+F)N?4@3XI7]I(W'D,#31>+K(TLII]O5)E#-7MZN2SY$R\ MK)'-!^6A3\QO-
8T6\542..:$\WJBO<^M.4UXR/(#CUV5*1E2D94I&5*1E2D94 MI&5*1E2D94I&5*1E2D94I&5*1E2D94I&5*1E2D94I&5*1E2D94I&5*1E2D94
MI&5*1E2D94I&5*1E2D94I&5*1E2D94I&5*1E2D94I&5*1E2D94I"= >6TIFPKU2]W_-HH MM'H9!2XO\@Q%6####GZ>0/;U290S5[>KDL^1,O*R1S0?EH4_,;S6-%O%5$GF MA/-
ZHKW/J8(>ZQIJN\LR6RIJK[0//.N.S!/YCSQHIYE1D#V]4F4,QDFJ8'I MN/#3<>&FX\--QX:;CPTW'AIN/#3<>&FX^%"8](=4I9\B9>5DCF@_+0I^8WFL
M4LIKX7H3CX9E"H90J&4*AE"H90J&4*AE"H90J&4*AE"H90J&4*AE"H90J&4* MAE"H90J!<*4NMAZY MZE+/D3+RLD^[*)H-E$Y@4P2))?JB(JGER^IR![>J3*G.WN>I2SY$R\K)'-
!^6A3\QO M-8C BYO_ .=68KW/J8(?>*[RR$D'6J@5+:5UC\N)&L-EM2Z#H8O($)B[4@8U MCS+1)(.4&0Z5G706664Y^L0@Z.(.KX;JAQGU(\[QNFEO%&5.6IR0P2%_DF%C M\DPL?
DF%C\DPH02,D1Q'2LJ<[>YZE+/D3+RLDZX\^]#Y74'!*B3(B_486X:X9 M*T-??+E>%N#3\(:#I6AI@B,_6(?J&=8;E\=K'QYX&E94YV]SU*6?(F7E9(YH M/RT*?F-YK$8$7-__#JS%>Y]3!#
[Q7>6*E2FK#D*$E"3:T*@Q\2>10U&@=IH MW+['_J">X3F$'J3&->;HF9QHF9QHF9QHF9QHF9Q)L,6PJ$4K*G.WN>I2SY$R M\K)'-!^6A3\QO-8C BYO_P"=68KW/J8(?>*[RQ9;[JUH-
+[RL...%NT:]8X@ M3:M1#5J(:M1#5J(1,]&J4?3S6,:R;('DD3J)%_4V5.=O<]2EGR)EY62.:#\M M"GYC>:Q&!%S?_P ZLQ7N?4P0^\5WEBP8_H1"U8)+S6MI9D\3]233!61N%-8U
MC:@1?U-E3G;W/4I9\B9>5DCF@_+0I^8WFL1@15DCF@_+0I^8WFL1@1+E^(/ADM'!^6U3 I0JDGHA<$<8ZQC'6 PLLUU1+ MZ,T&2ZM=$-1M0I;-1H5*\U%+B%.6XB1E@Q$C-
8]+T(>"=*G2.4\R>)^I9JAK M(G Z@6]P&?D>!C\CP0?D>"#\CP0?D>"#\CP0?D>"#\CP0?D>"#\CP0?D>"#\ MCP0?D>"#\CP0?D>"#\CP0?D>"#\CP0?
D>"!!/4)7GM^1H(QOY'@@_(\$'Y'@ M@_(\$'Y'@@_(\$'Y'@@_(\$'Y'@@_(\$'Y'@@_(\#' MY'@870%?-RS\>1X?CR/C\>1\?CR/C\>1\?CR/C\>1\?CR/C\>1\?CR/C\>1\ M?
CR/C\>1\?CR/C\>1\?CR/C\>1\?CR/!%*\2@:HR\K)/-!VL:RA3\QG-8C B MYO\ ^?68KW/J8(?>*[SUD7Z[NJ>"HG4J7]6L8\Q3 $9[6RTIVP^"D(VVB66^ M:\1+<4.!$H_RG3D)2ZI,GB?J:-
H\!%K#EGR)EY49$]MU*8N0R\K+K=C4T1.3 M#.U0SM4,[5#.U0SM4,[5#.U0SM4,[5"!Q(]6K:W:VQ&!%S,\?68KW/J8(?>* M[SUD7Z[NJ9$3B%5K$0U>H!,JQ!\)I41EA.E3I7:O,GB?
J;Y&AG266'+/D3+R MHR)[;J4Q/K,5[GU,$/O%=YZR+]=W5 M-!8;A2[23)%*MY-*9[S"99A90)1)$]Y]3!#[Q7>>LB_7=U2P2%]1ZTH3"S(F>F3 M$HR:],GB:(Q*ZLACSKSCWTW-T)RF-
6%+/D3+RHR)[;J4Q?>A:!R')*_,GB:)-V\R)Y]3!#[Q7>>LB_ M7=U20A-AD-I2NAZRBP)D\31)NWFA+UD/TVJ(=5)=UA2SY$R\J,B>VZE,7(9> M6)*_D+%8$7,SQ]9BO<^I@A]XKO/61?
KNZHRW'C7V?Q:11;YQD/1NH$E@3)XF MB3=N<4Z>2:6\49]-Q OHK[!EGR)EY49*B" B7LVA8S:% A2F4LIYBY#+RQ)7 M\A8K
BYF>/K,3<>:HZ3XZ3XZ3XZ3XZ3XZ3XZ3X0.-88KO/61?KNZHY;(+X+2 ME^"X5E@S)XFB3=N)A@O4^G)J)Z$PV#+/D3+RJ?&O8T\Q7N\)WK(OU"-XX[+GQESXRY\ M9<^,N?
&7/C+GQESXRY\9<^&LV-@!#24-F$PR(*&%RS%'PY**AH=E$H%RI#W0 MFAB!'8)HDW;_I,4(8E>^FI^*Z_'D?'X\CX_'D?'X\CX_'D?'X\CX_'D>$5E&*P9
M)22/'H3!TNMI8&MI8&MI8&MI8&MI8&MI8&MI8&MI8&MI8&MI8&MI8&MI8&MI M8&MI8&MI8$0F"$1=XR\L25_(6*P(N9GC[!=YHCW%3A\'3IG++0)TB@U 7+Z9
MCIA;]D3)XFB3=O\ HN3,6)&L:ZWZ9^2R.%92?''G*HRAG_V]7)9\B9>6)*_D M+%8$7,SQ]@N\T1[BI0DCKQ"SREJPD0R9C77K%F3Q-$F[?]9A1M2Q'Z9^2B.*
M'4GQQYRJ,H9_]O5R6?(F7EB2OY"Q6!%S,\?8+O-$>XJ4M%?Y+1ET\P^%V),G MB:)-V_ZQQ!CD'TS/9/5END^./.51E#/_+>KDL^1,O+$E?R%BL"+F9X^P7>:
M(]Q4I<9_HK08QKS8:EP:&Q)D\31)NW]$>08%=],3.5UI?I/CCSE490S_.WJ MY+/D3+RQ)7\A8K BYF>/L%WFB/<5*7>PM"6H5QO6+,GB:)-V_HCZ'&H/I@TM MPXI20^E44?
QQYRJ,H9_]O5R6?(F7EB2OY"Q6!%S,\?8+O-$>XJ4MM_T=GP6# MOQ$UUUUQVQ9D\31)NW],628)?],3FEPLQT?QQYRJ,H9_]O5R6?(F7EB2OY"Q M6!%S,\?8+O-$>XJ4LO\
]EFID:E8\DE,QK2BBR2[&F$M\R%X)8,$M&"6C!+1 M@EHP2T8):,$M&"6C!+0G_A/Z9J1]0CZ8^22&.Q*C^./.51E#/_MZN2SY$R\L
M25_(6*P(N9GC[!=YHCW%2EEG\68@1OKU1)):KDL^1,O+$E?R%BL"+F9X^P7>:(]Q4I<=8Q'9DI)=A=MS6AVN M_2\TK,='Z/XX\Y5&4,_^WJY+/D3+RQ)7\A8K
BYF>/J70/'0/'0/'0/'0/'0 M/'0/'0/'0/'0/'0/'0/'0/'0/#"#]L1[BI2VW_369+CG!";;5)W%2)C)XF,JB3!E<1&5Q$-AD18,NB RZ(#+H@,&L M#!K U*I8,.H&'4#H'L'3,'3,'3,&
[]99\B9>6)*_D+%8$7,SQ]27*#B3< MFI)TU?TI\B*.K'*3XX\Y4VUQ?V5#$O"6-*_D+%8$7,SQ]@N\T1 M[BI0M>ZN3V2B1FKE"-(4B3V_-!/4AGTI&UV91:D^./.5-M<7]E0Q+PEC2OY"
MQ6!%S,\?8+O-$>XJ4%A[R,FR9908=+] 1,KKP_Z3FZ)99 J7XX\Y4VUQ?V5# M$?Y@=C2OY"Q6!%S,\?8+O-$>XJ$'(3J5C9>*8JLF&HWEZQUUCKOT!O!KG2-^
MDOD.*8F(TOQQYRIMKB_LJ%=[?L:5_(6*P(N9GC[!=YHCW%0@_%F5E2NAZ"6S M33&$E:M1#5J(:M1#5J(:M1#5J(:M1#5J(:M1!%,29W[&E?O[%8$7,SQ
M]@N\T1[BH2SOLAQQ\Q^#PDN&DVR MH9=\Q1K"N@J^CIHCKD"AS[[YK]/\<>WZTP(G6->2)RS&8%.," MG&!3C IQ@4XP*<8%.,"G&!3B%)"7%&!3C IQ@4XP*<8%.,"G&!3C
IQ@4XB" M%.XE,YJBPMYHZ3XZ3XZ3XZ3XZ3XZ3XZ3XZ3XZ3X+>?+"N)&I89GR@9\H&?*! MGR@9\H&?*!GR@$18\UJ8YXZLN\T1[BH$'/)SBC73BK!3HU*L;F_K!88_$%5H
M+>RH9=\Q1QYS@BWT:J4D(D\>C)T:H%LVM2)'36Y(4,D*&2%#)"ADA0R0H9(4,D*&2% ^!N,+C/\ $,VC M:-HVC:-H8T(N9!67>:(]Q49;4->G$+)),/-A:!D.230ZUD3*)-/,
M@L&=AI87=Q:"WLJ&7?,4:H M$XJ+C[Q;\)B6/*K\MPO#DB*PDF*.H(6DASO MZ+NXM!;V5#+OF*.;G/\ -]%S]'VI$]3^./.5.8O,T'QMXNI+^RH5/MFM,"+F M0;J&&W]#$NQ-YJ@1S(-
]"H[>-^-]3 BYD&ZL.\T1[BI(U3Z-02+J2_LJ%3[M9K3 BYD&ZAAM_0Q+L3>:H$XJ+J2_LJ%3_#+- M:8$7,@W4,-OZ&)=B;S5 CF0;Z%1V\;\;ZF!%S(-
U8=YHCW%38UK&H)@>9H/C;Q=27]E0F>V:!A;S1TGQTGQTGQTGQTGQTGQTGQTGQTGQTGQ MTGQTGQTGQTGQTGQTGQTGQTGPC<:QJ"BAM_0Q+L3>:H$XJI*@Y.^DF-
@)/)4.U@N[]>QC1PNCA='"Z.%T<+HX71TRQTRQTRQ MTRQTRQTRQTRQTRQTRQTRQTRQTRQTBFB-K5*>*9FO&9KQF:\9FO&9KQF:\
M9FO&9KQF:\9FN&9KQF:X9BL&8K!F*P9BL&8K!F*P9BL&8K!F*P9BL&8K!F*P M9BL&8+!CU@3*U!JG)H6,FA8R:%C)H6,FA8R:%C)H6,FA8R:%AR$PXM[")A@T MPP:88-
,,&F#!IA@TPP:88-,,&F!9!)38@1AEWT1-*C#2]5?CCSE3F+S-! M\;>*J2_LJ$SVSZRV;6ITKKS,K>&5O#*WAE;PRMX96\,K>&5O#*WAE;PRMX96
M\,K>&5O#*WAE;PRMX96\'$!C@2EOET4-OZ&)?RB,*>XND^.D^.D^.D^.D\&N MM91D\R#?0J+B,N/-AO2?'2?'2?'2?'2?'2?'2?"-QK&H*R[S1'N*N4:82\EF M(]P.1R&O
I>B.;52[NN3%YBA_I447>U:9W.&*?1'R*H:5!*JF5JD;^>QP9[' M!GL<&>QP9['!GL<&>QP9['!GL<&>QP9['!GL<&>QP9['!GL<" M&-QI]='_"]!!IHB4#
(_(<>'Y#CP_(<>'Y#CP_(<>'Y#CP_(<>'Y#CP+^08\ M^90K^RH3/;/K)YDG+78;?T*DMII+88^T96\,K>&5O#*#]!S-C\%5#)%@R%: M,A6C(5HR%:-/+QIY>-/+QIU>-
-1(%RY$G6IX2M)HC&<1<0A[YB+*GQE3XRI\ M94^,J?&5/C*GPY#S' E*?+K+O-$>XK;'WW01%EZ=J",IUE3+NZY,7F*'^E11 M=[5IM<_U7T1\F->Z%D0[R$?\M42+^A7]E0F>V?
61S).6NPV_L=5VU@N\T1[B MO((X>F"9>D5U$N[KDQ>8H?Z5%%WM6FTK:G^B/D9.TR#61#O(1_RU1(OZ%?V5 M"9[9]9',DY:[#;^QU7;6"[S1'N*_N"6-
K4P31Y$>'7G7V4I=W7)B\Q0_TJ*+ MO:M,);#(3]$3*EQL!LB'>0C_):HD7]"O[*A;_=+/K(YDG+78;?V.J[:P7>: M(]Q81"I0E;"(BU>52%W=U:(,XD'T3/,*S&"V/#O(1_RU1(OZ%? MV5#_
,9]9',DY:[#;^QU7;6"[S1'N+%@5Y1%W=FUC[OT2UC'F3+!GH M)%;&AWD(_P"6J)%_0K^RH?\ C/K(YDG+78;?V.J[:P7>:(]Q8L"O*(N[KDQ> M8H?Z?6IT]&!IV,#3L8&G8P-.Q@:= MC
T[&!IV,#3L8&G8P'&;'*Y,7F*'^GUI\@0#:RQ8=Y"/^6J+&[!GL<&>QP9[M'!GL<&>QP2T::? OU7]E0E^V?63S)'F;*[#;^QU7;6"[S+%1Q)N/4C'J1CU(
MQZD8]2,>I&/4C'J0E5GFGGW];DKR[NZQIB\Q0_T^M#B2U),9AAD(B5B0[R$? M\M5Y5]O?JO[*A+]L^MUNQI2MYP9TK&=*QG2L9TK&=*QG2L9TK&=*QG2L9TK&
M=*QG2L9TK&=*QG2L9TK&=*QG2L$1-28TAYKY5##;^QU;?]-M8-K!M8-K!M8- MK!M8-K!M8-K!M8-K!M8-K!M8-K!M8-K!M93N\T1[B@0]T??UN2O+N[K&F+S%
M#_3ZU^0X1B$=B0[R$?\ +5>5?;WZK^RH2_;-#M&T;1M&T;1M&T;1M&T;1M&T M;1M&T,:$7,E[>AAM_8\R'-*38UX8YX8YX8YX8YX8YX8YX8YX8YX8YX8YX
M8YX8YX8YX8YX8YX%K'FM3O\ %3N\T1[B@0]T??UN2O+N[K&F+S%#_3ZU.)+4 M$QB&FPB(V'#O(1_RU2EF&PXV Y3"QE,*&4PH93"@6664Y^J_LJ$OVS6F!%S) M.WH8;?V/-O:
[1M&T;1M&T;1M&T;1M&T;1M&T;1M!/,DY:9WFB/<4"'NC[^MR M5Y=W=8TQ>8H?Z?6WR#!\4@L.'>0C_EJE*OMZ@7]E0E^V:TP(N9)V]##;^QYM M[6HD:
(]Q0(>Z.2*'C<&IC!J1@U(P:D8-2,&IC!J1@U(P:D8 M-2,&IC!J1@U(P:D8-2'G6N/4$E>7=W6-,7F*'^GUL:46>5%H>_"HC84.\ MA'_+5*5?;U
O[*A(_NEFM,"+F2=O0PV_L>;>UJ)',DY:9WFB/<4#KSSC<2H& M)4#$J!B5 Q*@8E0,2H&)4#$J!B5 Q*@8E0,2H&)4#$J!B5 Q*@8E0$QYSQZK MN*"2O+N[K&F+S%#_
$^MY_@6+26%#O(1_P M4I5]O4"_LJ%-[9K3 BYDG;T, M-O['FWM:B1S).6F=YHCW%;2]PJ[B@DKR[NZQIB\Q0_T^MWG77W9BA38-%K!A MWD(_Y:I2K[>H%_94*;VS6F!%S).WH8;?
V/-O:U$CF2;> MUJ)',DY:9WFB/<5M+W"KN*"2O+N[JXKB2) W44'&HH.-10<:B@XU%!QJ*#C4 M4'&HH.-10<1E02KB5#_3ZX^26-S.P8=Y"/\ EJE*OMZ@7=C0IO;-:8$7,D[>
MAAM_8\V]K42>:#)"#R.G#ATX<.G#ATX<.G#ATX<.G#ATX<.G#ATX< M.G#ATX<."'!::X:=6TO<'HCS#LO4#+U R]0,O4#+U R]0,O4#+U E A\B,.[MJY-]Y4_Z?
7'R&Z46=F4$&9009E!!F4$&9009E!!F4$&9009E!!F4$&9009E! M!F4$&9009E!!F4$&9009E!!F4$&9009E!!F4$&9009E!!F4$& M9009E!!F4$&9009E! EB$(?
51_RU2EZ9X"C@NL);&L);&L);&L);&L); M&L);&L);"N;9=,24*$LPZ7BS!G\6&?Q89_%AJ&*C4,4&H8H-110:DB8U)$QJ2)ADRQ)@U-$ M1J:(C4T1#)HB#!JB(#5$0&J(@-3*1J50-
2J!J4\:A"6.<;4\1XB<>P8YP8YP M8YP8TH8P@8P@8P@8I,'5I+C<4F&*2C$(QB$8Q",==$.L@'60#K(!U8>T=2'#
MJ0X=2'#BAPXH<.*'#BAP_P!N'^W!XE"XY_MP_P!N'^W#_;A_MP_VX?]AQ[N'@XP\'&'@XP\'&'@X MP\'&'@XP\'&'@XP\'&'@XP\'&'@XP\'&'@XP\'!92-B:U9*\N[NKD
MWWE3_I]<*4Y:M,K3&(E5@0[R$?\ +6*A]OUI@1VM62O+N[JY-]Y4_Z M?7/R6D_ML'">0C_EK%0^WZTP(N9)V]=4=G8R7MK5DKR[NZN3?>5/^GUS.*+'
M2]8$.\A'_+6*A]OUI@15/^GUU\@HL-'*_# MO(1_RUBPWPE:8$7,D[>NJ.SL9+VUJR5Y=W=7)OO*G_3ZZGZ&8V#U^'>0C_EK M%AOA*TP(N9)V]=4=G8R7MK5DKR[NZN3?
>5/^GUT:4X>5$T+\-B%>AWD(_P"6 ML6&^$K3 BYDG;UU1V=C)>VM62O+N[JY-]Y4_Z?7?R/#> ^O0[R$?\M8L-\)6 MF!%S).WKJCL[&2]M:LE>7=W5R;[RI_T^NYL09A
*]#O(1_RUBPSPM:8$7,D[M>NJ.SL9+VUJR5Y=W=7)OO*G_ $^NVL8\R)HVP^(UV'>0C_EK%A/BJTP(N9)V M]=4=G8R7MK5DKR[NZN3?
>5/^GUY\A(L/&Z[#O(1_RUBPGQ5:8$7,D[>NJ.SL M9+VUJR5Y=W=7)OO*G_3Z\^1$.(A%=AWD(_Y:Q83XJM,"+F2=O75'9V,E[:U M*\N[NKDWWE3_*?
7D21NQ"'ON/%OUR'>0C_EK%A/BJTP(N9)V]=4=G8R7MK5 MDKR[NZN3?>5/^GU[.:# 3!7(=Y"/^6L6$^*K3 BYDG;UU1V=C)>VM62O+N[J MY-]Y4_Z?7OR-
#NJBKD.\A'_+6+!OYAM:8$7,D[>NJ.SL9+VUJR5Y=W=7)OO* MG_3Z]6I"EZ16F-1*JW#O(1_RUBP3Q]:8$7,D[>NJ.SL9+VUJR5Y=W=7)K?:U M5__@?P/X'\#^!__@?P/X'\#^!__@?
P/X'\#^!__I]??(<,PT3K<.\A'_M "UBP3Q]:8$7,D[>NJ.SL9+VUJR5Y=W=7)J[RI_T^OHA6;P:MHS'2EBQR K ME&!E\8&7Q@9?&!E\8" -
&6P09;!!EL$&6P09;!!E4'>&4PH93"AE,*&4PH93 M"ADD/&20\,@:%YIDOI"GLDAXR-$T9"G&0IQD*<9"G&0IQIYUHTZ-.C3HTZ-. MC32@::4#32@::4"'PI](FTRK:-+Q :7B TO$!I>
(#2\0#98B(TS$1IF(C3,1 M&F8B-,Q$:;B8TW$QIN)C3<3&FXF&RY%T4#T B;COJ8$7,D[>NG./OI&DG M,98J7MK5DKR[NZN35WE3_I]?SE"7=W5 MR:N\J?\
3Z_G>$YE!;.1]Y,/E+%EWUL"+F2=O7D=Q8J7MK5DKR[NZN35WE4_ M@?P/X'\#^!__@?P/X'\?6VS:)CA38/%[-1]Y,/E+%EWUL"+F2=O7D=Q8J7M
MK5DKR[NZN35WE=9];S]!\;#;-1]Y,/E+%EWUL"+F2=O7D=Q8J7MK5DKR[NZN M35WE=9];O.NONQ%(U OLQ'WDP^4L67?6P(N9)V]>1W%BI>VM62O+N[JY-7>5
MUGUQ\B0[#Q2S$?>3#Y2Q9=]; BYDG;UY'<6*E[:U9*\N[NKDU=Y]E9TAN8P* MS$?>3#Y2Q9=]; BYDG;UY'<6*E[:U9+\NZ\S9Q,'$P<3!Q,'$P<3!Q,'$P<3
M!Q,'$P<3!Q,'$P<3!Q,'$P<3!QL'$RA7PPJ)Q#22(:21#22(:21#22(:21#2 M2(:21#22(1N&E0P^J-^MVL8UD>AK83%K+1]Y,/E+%EWUL"'F2=O7D=Q8J7MK M#
<1'F.Y>H&7J!EZ@9QL:]C8U]&!KZ+C7T7&OHN/R!%!^0(H/R!%!^08H/R%$A^ M0HD/R%$A^0XB/R(O'Y$7C\B+Q^1EPA_K52UP^)/N=6)CJQ,=6)CJQ,=6)CJ
MQ,=6)A.6]:JH9M[VJ-^N/D:$]0FRT?>3#Y2Q9=H$IC'6I%R?HN/,?=KJ.XL5 M+VUAGM:Q'QOCC?'&^.)X<3PXGAQ/6!+__)I'VU1FWO:HWZX5I25R6+0TZ$1" MP46"3P;-
H4,VA0S;%#-H4,VA0S;%#-H4,VA03Q2&/GS#Y2Q9=H'7FL")]K6I M.WKJ.XL5+VUAJ.SL:7_-).VJ,V]][5&_7,YR]G"&P?^,T"/O)A\I8LNT# BYD M?;UU'<6*E[:PU'9V-+_FDG;5&;>]JC?
KJ>Y3#Y2Q9=H&!%S(M^WKJ.XL5+VUAJ.SL:7_-).VJ,V]][5&_72E,2L3QF&&0B(U__(S0(^\F'REB MR[0,"+F1]O74=Q8J7MK#4=G8TO\ FDG;5&;>]JC?KOY(A[KR:O_&:!'WDP
M^4L67:!@1U1OUW,R+,(%7_/C- C[R M8?*6++M P(N9'V]=1W%BI>VL-1V=C2_YI)VU1FWO:HWZ\CJ#+(O7O^,T"/O) MA\I8LNT# BYD?;UU'<6*E[:PU'9V-
+_FDG;5%5#D2Q[(82,AA(R&$C(82,AA M(R&$C(82,AA(R&$C(82)@2D)%]%L&P;!L&P;!L&P;!L&P;!L&P;!L&P M;!L&P;!L&P;!L&P;!L&P;!L&P;/I7Y)0\"FO?\
&:!'WDP^4L67:!@1 M3NBQDO5[_C- C[R8?*6++U P M(N9'V]=1W%BI>VL-1V=C2_YI)VU'"\.%X M<+PX'QP/C@?' ^.!\=,P=(T=(T=(T=(T=(T= X= \= \= \= \= \890,,H"
M5QUY7##Y8"93+[6HSH4UG5APZL.'5APZL. M'6AXZT/"6AXZT/"6AXQ$/&(AXQ$/&(AXQ$/&(0#$H!B4 Q* 8E ,2@&+1#%H MABT0Q:(8M$,8B&-2#&I!C4@+4N/NX\9@\,Q?
&8OC,7QF+XS%\9D>,R/&9'C, MCQF1XS(\9BH&8J!F*@9BH&8J!F"@9@H&8*!F"@9@H&8*1CU(QZD8]2,>I&/4 MC'*ACE0QRH8Y4,I@1;U,"+F0VL-1V=C2_YI)VU;U,"+F0VL-
1V=C2_YI)VUVL-1V=C M2_YI)VUC,&5P-98:/O)A\I6B.:$;Z%SMC>;U,"+F0VL-1V=C2_YI)VUI@1 MT$2\C];3^HZTPV&C[R8?*5HCFA&^A<[M8WF]3
BYD'+74=Q8J7MK#4=G8TO^:2=M8R'N*")>1^MIW]SV&C[R8?*5HCFA M&^A<[8WF]3 BYD'+74=Q8J7MK#4=G8TO^:2=M8R+N:")>1^MIX=V3-8:/O)A
M\I6B.:$;Z%SMC>;U,"+F0VL-1V=C2_YI)VUC).[H(EY'ZV^0'.& M8;#1]Y,/E*T1S0C?0E]N84]Q=)\=)\=)\=)\=)\=)\(W&L:@Y:ZCN+%2] MM8:CL[&E_P TD[:QDG=T$2\C];?
(SNR.6&C[R8?*5HCFA&^A2.=1QL&<:,E+ M&2EC)2QDI8R4L9*6,E+#D*=VL-1V=C2_YI)VUC$>1H(EY'ZVGISBEJPT?>3#Y M2M$3#Y2I,+>:.D^.D^.D^.D^.D^.D^.D^"2W
MN*$LV-H4%D([BQ4O;6&H[.QI?\TD[:QIE\K]@/D&4/#*'AE#PRAX,A+S D3/D/4*"R$=Q8J7MK#4=G8TO^:2=M8T MT,_W/[3^YQ2]82/O)A\I42>:'3#Y2HDVL-
1V=C2_P":2=M8TVL_U'V G5K798L)'WDP^4J)'-#N M:I(+(1W%BI>VL-1V=C2_YI)VUC3;>_8"?&L9+=A(^\F'RE1(YH=S5)!9".XL M5+VUAJ.SL:7_#23MK&FUG_8#Y :QDO6$C[R8?
*5$CFAW-4D%D([BQ4O;6& MH[.ID)6GNX 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 01'P1&">&">&">&">&">&">#4;P?(>8.D^.D^.D^.D^.D^.D^.D^.D^.D^"2WN
M*'LV/5)!9".XL5+VUAJ.SJ:?LZE+/N!W=7(_XNO-^K/D?P=68$3K&O(6;$^P M;&#@=' X.F6.D6.B2.@2,.0"4Y/5B"K^YL5!9".XL5+VUAJ.SJ:?LZ3X\]R.[K"C_BZ] M_3ZK^2'O]GJS
BYD5Q0E7J_N;%060CN+%2]M8:CLZFG[.D^/\57OZ?5?R:\SBJS BYD5Q0E7J_N;%060CN+%2]M8:CLZFG[.G MEGW [NK\=\77OZ?5?R6]_K*LP(N9%
<4)5ZO[FQ4%D([BQ4O;6&H[.H^SIY9 M]P.[J_'/%U[^GU7/R)2MB^018-@<58,DB@R2*!L%BC!D\3&3Q,9/$QE<1&5Q
M$97$0V&Q!@RZ(#+H@&H%S!@U@+AZMX,A2H98>,L/&6'C+CF#+S0F2&N-2./. MD4)5ZO[FQ4%D([BQ4O;4G"\.%X<#XX'QTS&CI&CI&CI&CI&CI&CI&CI&CI&C

MI&CI&CI&CI&CI&CI&CI&CI&CI&CI&@]Q]J3I&CI&CI&CI&CI&CI&CHG#H'CH M'CH'CH'CH'CH'CH'CH'CH'CH'CH'CH'CH'@EQ]Q)3RS[@=W5^.>+KW]/JOY%,.3 MQ',8@&1.
(L&:1$9I$0R*Q)@SB)C.(F,XB8SN*#.XH,[B@9'HLP9_%AG\6#)@ MBS!J&*!)&XB^U*M/?)QAHQIPQQPS \9B>,Q4#,3QF1XS(\9D>,Q?&8OC,7QF
M#1CQCQCPU>Z\W'.#&$C&$#&$#%)ABDPQ*08A&.NB'60#K(!U8>.I#AU(<.*' M#BAP_P!N'^W HI"<]PPX<,.'!#ATX<.G#AT4 Z* =!$,.C&'1C"IAA4PPB<8
M,@8,D8%P8%P8!@3IV$C # # N# N# N#!%#!D#!D#!D#")AA4PPJ885,,.C& M'1C#HQAT8Z* =% &)$CSO10#HH!T4 Z* =% .B@'10#HH!T4 Z* =% .B@'1 M0#HH!T4 Z* =%
.B@'10!CB-UG10#HH!T4 Z* =% .B@'10#HH!T4 Z* =% M.B@'10#HH!T4 Z* =% .B@#B9&8\TJ'L;TX<.&'#AAPV0Y@_VX?[<.*'#BAP
MXX<.I#AU8>.L@'60#$(QB$8Q*1@Q28,7$NL9)L):-&0D,DZ$C1\)#)0A+!I& M$C2,)&DX2-)PD,E6$L&EH2-+0D:7A TO"!IB#C3$'&F(.-/PK&Z9@XTS!QIF M#C3,'&F8.-,P<:9@X-
EV$.B:WL!&\>I&/4C'J1CU(QZD8]2,>I&/4C'J1CU(MQZD8]2,>I&/4C'J1CU(QRH8Y4,F'2I'(JFT%,XT%,XT%,XT%,XT%,XT%,XT%,XT%,X@_I[5_)KO]].P(N9'V]B0V_L9/V=C(.Y-
O:D[NJ'_]/UJ-T\>XZXG[/T2E M+1DP+B$Y1!7 P<#!P,' P<#!P,' P<#!P,'"RP8WXJO?T^J_DRXIV!%S(^WL M2&W]C)^SL9#W1]_4G=U0>\GZU'+/'N.N)^S_
%@T(51M?"86EA"&RXWXJO?T M^J_DMUF$IV!%S(^WL2&W]C)^SL9#W1]_4G=U0>\GZU'+/'N.N)^S_1.G.5'R MK+A4
1,LR,^+KS/JSY)8S*Z=@1XZXG[,.NO/O21*3846QFRS8SXNO,^K/DGQ5.P(N9'V]B0V_L9/V=C(>Z/O MZD[NJ!OD_6HY9X]QUQ/V:% KB2F5I-201UC-EG1GQ=>9]6?)#O\ M%.P(N9'
MV]B0V_L9/V=C(>Z/OZD[NJ!O\1+UJ.6>/<=9'V]B0V^L9/V M=C(>Z/OZD[NJ!_D/6:YM$URI'HC&]#32-#32-#32-#32-#32-#32-#32 M-#32-#32-#32-#32-#32-#32-#32-
#32-#32-#32-#32-#32-#32-#32 M-#32-#32-#32-#32-#32('*\=0Q!W=9Z_M$W;U2:?)T#/JSY)5=2)5!*:QQJ M-QD_9V,B[E1?U)W=4%/?>O9M' P<#!P,' P<#!P,' P<#!P,' P<#!P,' M
P<#!P,' P<#!P,' P<#!P,' P<#!P,' P<#!P,' P<# H=8Q;:"[M4O;52: M?)T#/JR:EN/C]08\U@ZSPZSX8>\'%CS!CGACGACGACGACGACGACGACGAC
MGACGACGACGACGACGACGACGACGACWQCWQCWP6N,:TDUYYCO+0P[GL9/V=C(^Y M4]Q4G=U04]]8JGOK07=JE[:J33Y/ZSBZW+H7OJVT;1M&T;1M&T;1M&T;1M&T
M;1M&T;1M&T;1M!/,EY'>6AAW/8R?L[&1]RI[BI.[J@K[NQ5/?6@N[5+VU4FG MR?UG\C+^C#++(YDO([RT,.Y[&3]G8R/N5/<5)W=4%?=V*I[ZT%W:I>VJDT^3
M^LYZ7XV/661S)>1WEH8=SV,G[.QD?XJ3NZH+>YL53WUH+NU2]M5)I\G]9 M+%+B)(<<^H.LLCF2\CO+0P[GL9/V=C(^Y4]Q4G=U07=Q8JGOK07=JE[:J33Y M/ZRGY6U-
+]F$1WEH4%CI^SL9'W*GN*D[NJ$0O+%4]]:"SMD?;51? DD1/TG M#AI.'#2<.$:0H8>;]7?)3O\ MUF$X5=Q4G3V;,0Z, M0Z,0Z,0Z,0Z.NP.F[:*(V,I[ZT%G;(^VK$8AK\.5?
5WR2N+8FLPCF2\CO+0H M+'3]G8R7N%7<5+7$QC7$QC7$QC7$QC7$QC7$QC7QAD^3*Z1CQJ.@B-C*>^ MM!9VR/MJPI2IUA14!A10F6'E(U/U6^^X4Y'8H]&
(I9A',EY'>6A06.G[.QDO M<*NXK4-\?01.[L53WUH+.V1]M6IH)ZD-^JYR48>7+-(YDO([RT*"QT_9V,E[MA5W%:AOCZ")W=BJ>^M!9VR/MJTM3XI(UC6-
^JODA1P0JS2.9+R.\M"@L=/V= MC)>X5=Q6H;X^@BO;V*I[ZT%G;(^VK6A0[K&3]G M8R7N%7<5J&^/H(KV]BJ>^M!5VR'M:V\UUCJWHXSZIG_K3%9I',EY'>6A0\E MC)^SL9-
W"SN:U#?'T$4[=FZQ%/?6@J[9#VM6:\QUC\3AQ8>CT)=!LU0]P'3: MH:%D57+OJN9C>M,%FD6Q%/?6@J[M9#VM56*BT29:O4KS?J^)O<<2LTCF2\CO+0H>2QD_9V,F[A9W-
:AOCZ")]LY_ M+EB*>^M!5VR'M:K-:W:_]8+N]LTCF2\CO+0H>2QD_9V,F[A9W-:AOCZ")=J7 M=V(I[ZT%7;(>UJC[[I;BM0\K4_6!CW&99I',EY'>6A0\EC)^SL9-W"SN:U#X
MHA=0YL@&;(!FR 9L@&;(!FR 9L@&;(NB2(PAR*H.#-D S9 ,V0#-D S9 ,V M0#-D S9 ,V0#-4 *-<-
=K*GOK05=LA[6J3/$>B1]8;=EGD6A0\E44FO,/ZSXZSXZSXZSXZSXZSXZSXZSXZSXZSXZSXZSXZSXZS MXZSXZSX1OM:V%^+L9-W"SN;#0=R=>T4J^
K*GOK04]N@[2IQM[AA7UC.I["9 M;LXCF2\CO+0H[BJ*^XIV!%S0KQ=C)[];W-AH>Z/OZ*5V;(#65/?6@H[>']I4 MY@>8["?K'Y*6["+.(YDO([RT*.XJBON*=@1+L8B_7=U8
M:/N5/<44MLV02LJ>^M!1V\/[2IS6=QK?K"<(OE,&L\CF2\CO+0H[BJ*^XIV! M%S0KQ=3/B+I!F MXHI=9_L=94]]:"CMX?VE3BBC%1#ZPGR)8Z-V>1S)>1WEH4=Q5%?<4[BYH5X
MNIQ=]KJKK/CK/CK/CK/CK/CK/CK/CK/A&^UK4%W0$7Z[NK#2=RJ[BB@#-D%K M*GOK04=O#^TJ;=NWZO7*G$*,TU\\VSR.9+R.\M"CN*HK[BG8$7-"O%U.,]WZ
MV!%S(+N@(OUW=6&E[A5W%% ?"UE3WUH*.WA_:5.)D-3K_J^=3.E+5E,=:T=)
MX=)\=)\=)\=)\$EO<29G]CO+0H[BJ*^XIV!%S0KQ=3C/=^M@1X5]S103Q%94]]:!_\D0_M!M8.)T<;C!U"QU2F#K$CKDC$)QB4XQ288I,,
M8F&,3#&I1CDHQZ09@D&8)!,S"33OJ^(0])%$S9'EIHT++(F"6I9@\.ZDLCJ2 MR.*67A_TR/\ ID=.61TY9'0EEX8:606@EQ\,@T%&3049)!VC(X2,CA0R"'#(M(<-/(6A^7T3 V!H!D*
<9"G&GW&C3HTZ--*!II0-,+&C2\0&EX@-,Q$:9B(;+ M428--Q,:+J<9[OUL" M'F07= 1?KNZ]/"\.%X<+PX7APO#@?' ^.!\<#XZ1HZ1HZ1HZ1HZ)PZ!XZ!XZ
M!XZ!XPQXPR@890,,H&&4#"J!A5 PJ@850,&IC!J02F4.&J$YYIV!5# JA M@50P*H8%4,"J&!5# *1@%(P"D(5:,A'F*49BE&8I1F249DE&9)1F249DE&9)
M1F249FF&9IAF:89FF&9IAF:89FF&:)QFJ<9JG&:IQFJ<9JG&:IQFA(-5L,49 MF6,S+&9EC,RQF98S)T9B,Q&8C,1F(S$,B7$,P,&/-&.4#&J1BU8Q:L8E<,2N M'7B
Z\1'5B8ZL3''$VCBB8VQ-H_W,?[F.&)A;F3J/'*QCE8QRL8Y6,I&8*!F"@9@H&8J!F*@ M9D>,R/&9'C,7QF+XS!X8\8\8YP8YP8TL8P@8P@8M.,4F&*3#$(QB$8Q",,/1
MM$6,A"!7F4$&9009E!!F4$&9009E!!F4$&9009E!!F4$&:PAT9M"AFT*&;0H M9M"AFT*"6)PUYJ5:F:1BDPQ288I,,4F&*3#%)ABTPQA QA QA QA QA QA Q MA QA QA QA QA QA
B<61%J,[0#/DXSY.,^3C/DXSY.,^3C/DX(CZ?:9%DJ) M/J9&-3IAJA.-4)QJA.-4)QJDH:I*#LRNO J+OG,S(T9D>,R/&9'C,CQF*@9B
MH&8J!F*@9BH&8*!F"@9@H&8*!CU(QZD8]2,>I&/4C'*ACE0QRH8Y4,:I&,4C M&*1C%(QBD8I0,4H&*4#%*!BE Q*@8E0,2H&)4!>88X_USQUSQUSQUSQUSQUS
MQU31U31U30E)*P_1)'1)'1)'3+'3+'3+'3+'3+'3+'3+'"Z.%T<+HX71PNCA M='"Z-U5AU3B7COLQ/CNV7*!@1
MKY)\K0L"+F5[K$=YIJ\I3L"+F1]O4XSW=#&_'^M@15H6!%S*]UB.\TU>4IV!%S(^WJ<9[NA MC?C_%L"+F075BQ'GH4O;6,C_A54HEX[[,3R[MEJ@8$7,@NZ",]V/C.X]7R1
MY6A8$7,MY[$=YIJ\I3L"+F1]O4XSW=#&_'^M@1IQGNZ&- M^/\ 6P(N9!=6+$>>A2]M8R;OJE$O'?9B=O;% P(N9!=T$>[D?&=QZHS*\-CA
M\7D:"H870,"+F6\]B,WS6S_[H8WX_UL"+F075BQ'GH4O;6, M1Y&I1+QWV8G5C6RS0,"+F07=!,+/]0/C2X]!H&!%S+>>Q9M\E3L"+F1]O M4XSW=#&_'^M@1.^S$U.\^,O?
&7OA*C>=:E>A2]M8S MGD_3U'&!IQ+H8H(:VBB7COLP]"<]9^&'1^&'1^&'1^&'1^&G70_\4D$L?2)V M/X4D88D,)+=#&;*$](2I:R'DL9+,@.)$>CQH\:/&CQH\:/#91V"89;=*@S8,
M4T9(4,D*&2%#)"ADA0R0H9(4,D*!<)<=;$&;#K%FWR7K=9M:6E>>9@GA@GA@ MGA@GA@GA@GA@G@F(:XU)<5.+N-:JZ3XZ3XZ3XZ3XZ3XZ3XZ3XZ3XZ3PCC/\ M0>M@16-
7EC5Y8U>6-7EC5Y8;-[@U@-7 MF!LW'#5R@:M6ALVKQJR(C5,3#9HBC0V9HJ-218-F*,!LP1AHSZ+#.HJ&QB*- M&;1,9E$0U8L:W&K&C$J TTUH:^^WT0WR-%$O'?9B
^7]#^Z;U3Z."M=>=;32 M\\U^#>I_=-'A:%WFB/<6+-ODO63S)'&;*X?#23W\E3C)4XR5.,E3C)4XR5., ME3C)4X;!$S1-!#I";UL"+F075BQ'GH4O;44V]E6_Z>N&^1HHEX[[,2[YCT-9
MM#Q+&C#NAY*6\S)PV$H6@^$P[9/J-,E7T,LO<4"]3^Z:/"T+O-$>XL6;?)> MLCF2VHIM[*M_T]<-\C11+QWV8EWS%$HW?(W?4, MGOM?EWU/[IH\+0N\T1[BQ9M\EZR.9)RV--
G:^M@1RK?\ 3UPWR-%$O'?9B6_+T2CE^2'?[Z&2?;7] M?W31X6A=YHCW%BS;Y+UDU]; BYD%U8L1YZ%+VU%-O95O^GKAOD:* M)>.^S$M^7HE'+\CW]#
(CS7I8]3^Z:/"T+G/$.XL6;?)>LCF2VHIM[*M_T]<-\C11+QWV8EIG^[42CE^1WO]70R]Q2QZG]TT>% MH7.>(=Q8LV^2]9',DY;&FWM?6P(N9!=6+$>>A2]M13;V5;900WR-%$O'?
9B6 M/*T2CE^1N_H?CQYC9;]3^Z:/"T+G/$.XL6;/(^LCF2VHIM[*MLH(;Y&BB7COL?L&P;!L]4L>5HE'+\B^4H?CGV[ZGF?Q%H>V((
MOQ@^/Q@^/Q@^/Q@^/Q@^/Q@^/Q@^/Q@^/QB^P1B2FP5'$.XL6:^\]9/,DY;& MFWM/6P(N9!=6+$>>A2]M13;V5;900WR-%$O'?9/:-HV@J64IQ#TIL"*$&0I? M1*.7Y$>_WBA^-/
>OA8.!@X&#@8.!@X&#@8.!@X&!]QFR>&?['$.XL6:^\]9 M;=CR92ZZS,$0S!$,P1#,$0S!$,P1!BQ*\'7F/,J+3BG6X@@8@@ M8@@8@@8@@8@@8@@8@@=*&A=W%$HY?
D)K&QNA^,6M; Z@_NGGPD0[F MQ9K[R@88\P=9X=9\=9\=9\=9\=9\=9\=9\(WVM:D[>HQ)0TM3C7ACGACG MACGACGACGACGAC7@G4-?;_\
0L^(\]"E[:BFWLJVS[501[BA07=Q1*.6?_.T M/Q>]_M%0?W3OX5?W-BS7WE18$7,C[>HQCNMHVC:-HVC:-H8T(N9G86?$>>A2
M]M13;V5;9]]I=>XH0%W<42CEGUK6Q^A^+GF9=4']T[^%7]S8LU]Y46!%S(^W MJ,9[OUL"+F=_F'6?$>>A2]M13;V5;9]J4,.51$R'(F0](%W<42CEGIK&S#0_
M%K68.H/[IW*O[FQ9K[RHL"+F1]O48SW?K8$7,7XVSXCST*7MJ*;>RK;/M1 MX8Y$U!!!*8O]%W<42CEG?W'0_%=U4']T[^%7]S8LU]Y46!%S(^WJ,9[OUL"+ MF+\;9\1YZ%+VU%-
O95MGVHE'N/U7=Q1*.65%@1[]; BYB_&V?$>>A2]M13;V5;9] MJ)1[C]5W<42CEF9[BC]#\9N\,!J#^Z=?#KNZL6:^\J+ BYD?;U&,]WZV!%S% M^-
L^(\]"E[:BFWLJVS[40*)D0PUDUPUHU5#!JF& Z88>:?J>%#4*&IX4-20 MD:DA(U)"1J*#C44'&HH."#RE1)[/XC[W%'*'XZ=:[+E0>9_$V(5*R$GRE,2@
MW1DSC1DSC1DSC1DSC1DSC1DSC1LS!LHS$RO3(F:8JP3PP3PP3PP3PP3PP M3P>1O,!A?#0L"'F1]O48SW?K8$7,7XVSXCST*7MJ*;>RK;/MM+OAWW-H-EF" M'&Z4@ TI !I2
#2D &E(-*0 :4@ TI !I6 !&B3(2:BI=9T$#C,)P,' P<# M!P,' P<# ^XS8']IZG]QSK=M%+< M-1FP/*4 RE ,I0#*4 RE ,I0#*4 >A*!C/D1,0G2T*^AF.YH6/-8.L\.L^.L
M^.L^.L^.L^.L^.L^.L^.L^.L^.L^.L^.L^.L^.L^.J\&O-;0,"+F+\;9\ M1YZ%+VU%-O95QOVK912[X>NJ.WA_:>IK-H>)8T::@8TU AIJ!#34"&FH$--0 M(::@0TU
AIJ!#3<#!!!2VHIM[*N-^U;**7 M?#UU5VR'M:T_N^3.UH5]#,=S8C BYB_YAEGQ'GH4O;44V]E7&_:ME%+OAZZJ M[9#VM:?W?)G:T*^AF.YL1@1"VHIM[*N-^U;**7?#UU5VR'M:T
M_N^3.UH5]#,=S8C BYB?%6?$>>A2]M13;V5<;]JV44N^'KJKMD/:UI_=\F=K M0KZ&8[FQ&!%S$^*L^(\]"E[:BFWLJXW[5LHI=\/75?;(NUK3^[Y,[6A7T,QW M-
B,"+F)\59\1YZ%+VU%-O95C8-@V#8&L&P;!L&P;!L'\#^!__@?P/X'\#^! M_@VC:-HVC;^A$57IBL\BHSZ*C/HL,^BHSZ*C/HJ,^BHSZ
M*C/HJ,^BHSV*C/8J,]BHSV+#/8L,]BPSV+#/8L,]BP21!4\EQYHS P9BT9B, MS<&9EC-"!FJ<9HF"B($&$IUZ"QK/DENU+ M0KZ&876O%=)\=)\=)\=)\=)\=)\=)\=)X-
<>94RRFOAB-X8)X8)X8)X8) MX8)X8)X8)X)B&N-*\6.%X<+PX7APO#@?' ^.!\<#XZ9C1TC1TC1TC1TC1T31T#Q MT#QT#QT#QAE PR@890,,H&%4#"J!A5
PJ@812,&I&"4C!J1@E0P*H8%4, I& M 4C *1EZ@9>H&7J!ER@9(CKQ$=6)CJQ,+T:R)%Z8 M&F!I@:7&EQI<:6&EF#2S!%H:[#F_P/X'\#:-HVC:-HVC:-HVC:-M:V?99E>A
MOCJ#A="QC,,D<<:FZ98Z131T21T21ATXPZ<89.,*F&%3#!IA@TPP248%*,"E M&7I >B3.LG6(K8;%=0QD:AC(U%&!J*,#4<8&HXN-21<:DBXU)%PR98L#HXM4
MLS%\8\8\8YT8YP8TL8P@8P@8M,%)Q+C,4F&*3#%IQC"!C"!C"!C"!C" ::C/ M'3AHZ<-'3AHX4#!L1#8B&Q$-B(;$0,8A8X]'2&-SY.,^3C4(U$-1#40U$-1#
M40U$-1#436#4J@:E4#4J@:E4#4IX2QXXQKJMKJ+,7QF+XS$T9D>,R/&9'C,C MQF1XS(X9D>,Q4#,5 S%0,Q4#,% S!0,P4 ^**2BFS.J&IU0U.J&IU0U.J&IE
M8U,K&IE89,BMH=C:UX8Q2,8I&,4C%J1BE Q2@8I0,4H&)4!"<:^:H,"+F__)E1B/\ "(PY[BZSXZSXZSXZSXZSXZSXZSX)->:\ MF;M=H8=W#W-6TO;53Y(C#L%
<>^2B76P"-.QY#]NV5Z&^.H5G;(^VIU'+\A^; MJB[DJ1MT;S5!@1;UDLCF2\E##NX>YJVY\DQ8MS\F1@?DR,#\F1@?DR,# M\F1@?DR,#\F1@?DR,#\F1@?DR,#\F1@?DR,#\F1@?
DR,#\F1@?DR,#\F1@?D MR,#\F1@?DR+B>ID51^#/-VM^// V5O\ LC_2NPWQU"L[9'VU&>W8R;HM%$\P MO1F,/C-8H'HG$GF&&F&MJBRXJ1MT;S5!@1>=<=QZ,9@B&8(AF"
(9@B&8(AF"(9@B!L11=-]NUZH,")K M.+:S+-K!M8-K!M8-K!M8-K!M8-K!M8-K!M8-K!M8-K!$WF8$SF]9/,E
M>=X*&'=P]S4+\42./9NC&;HQFZ,9NC&;HQFZ,9NC&;HQFZ,9NC&;HQFZ,9NC M&;HQFZ,9NC&;HPR*HVAU:2_5([X$?'G@?MW_ $M6=#7G9EZ[XZ[XZ[XZ[X). M?:]"F[6T#[>%QZ-
J6-SU2,]4C/5(SU2,]4C/5(SU2"(JH,;U'C4%"O\ X1F' M/<76?'6?'6?'6?'6?'6?'6>#3'FU,HUK@7*6NPC'/#'/#'/#'/#'/#'/#'/# M'/#'/#'/#'/#'/#'/#'/#'/#'/
U2U]C6[6^MUNQI:IYUF;*1FRD9LI&; M*1FRD9LI&;*1FRD9LI$OK3CEA#S7BZ%8:\Q5UGQUGQUGQUGQUGQUGQUGQUGQ
MUGQUGQUGQUGQUGQUGQUGQUGQUGP2:\UY(W;5([X(?'G@?MW_ $M6=O<_H(YH M1OH#;HWFVC:-HVC:-H8T(N8OQU#$.R-YJW$O";1M&T;1M&T;1M&T;1M&T;1M
M&T;1MI-HVC:-HVC:-HVAC1*_>IKJA6]U42.9%5([X(?'G@?MW_2U9V]S^@CF MA&^@-NC>;U,"+F+\=0Q#LC>:MQ+PEB,$K]ZFNJ%;W51(YD54CO@A\>>!^W?] M+5G;W/Z".:$;Z
VZ-YO4P(N8K^8;0Q#LC>:MQ+PEB,$K]ZFNJ%;W51(YD54C MO@A\>>!^W?\ 2U9V]S^@CFA&^@-NC>;U,"+F)\70Q#LC>:MQ+PEB,$K]ZFNJ
M%;W51(YD54CO@A\>>!^W?]+5G;W/Z".:$;Z VZ-YO4P(N8GQ=#$.R-YJW$O" M6(P2OWJ:ZH5O=5$CF152-L:] VEO#X]9L@/V[_I:L[>Y_01S0C?0&W1O-ZF! M%S$>+H8AV1O-
6XEX2Q&"5^]375"M[JHD@N2Q49+% M1DL5&2Q49+%1DL5&2Q4*42I']M/Z6K.WN?T$I@1NR,YJW$O"6(P2NW_7)GW.EQN#C<'&X.-P<;@XW!QN#C<' M4+8%O\JJB1S(JH[XX?
&G@/7.%--&.>&.>&.>&.>&.>&.>&.>!JEK[&MVMJ)',BJCOCA\:>](?:3^EL3)X#]=HVC:-HVC:-HVT9OMG:-HVC:-HV MUZ)>$L66?(F-_P FT;1M&T;1M&T;:H1S(JH[XX?
&G@/7.%#/,370N'ZPF0:P MF0:PF0+9BC41(_66YW40T)52=:1]H?Z6Q,G@:J9[9L:)>$L66?(F7E;(YD54 M=_]!JO_&;&B7A+%EGR
M)EY6R.9%5'?'#XV:QD!XF#B8.)@XF#B8.)@XF";Z'Y)\70R]'"XU%'''"G/L M_P#TMB9/ U5G\RS8T2\)8LL^1,O*V1S(JH[XX0.<%\"1_DR,#\F1@?DR,#\F M1@?DR,#\F1@?DR+AZ!JH?
MFQHEX2Q99\B9>5LCF151WQU#,G)49%EW'J?M#_2V M)D\#52_;-C1+PEBRSY$R\K9/,BW5-WQU#,G)4()"#XW$$B4A"F^T/]+8B:-L
M0A_XS/"XS/"XS/"XS/"XS/"XS/"XS/"XS/"XS/"XS/"XS/$QRJ9+Q-"5[9L: M)>$L66?(F7E;+;L>3*G7&9P,X:,X:,X:,X:,X:,X:,X:,X:'(F\^"GN,O MUN^.H9DY*A(\)=AT&^T7]+'97?DKL:%-
[9L:)>$L66?(F7E<88\P=9X=9\=9 M\=9\=9\=9\=9\=9\=9\=9\(WVM:FN/6[XZAF3DIX,@;%(HZZZX[]HOZ?0GR5 MV-"F]LV-$O"6++/D3+RQF!%S);CUN^.H9DY*?XXA_46_;/\
I8K*_P#)78T* M;VS8T2\)8LL^1,O+&8$7,EN/6[XZAF3DIH9#E,66PN&IX2B^T?\ 2Q?Z5[Y* M[&A1?S+MC+E1!L*L66?(F7EC,"+F2W'K=\=0S)R4I99AQDJ2VY 4GWIFR7U, M?
3_C:*C\;14?C:*C\;14?C:*C\;14?C:*C\;14?C:*@F1HP2A_&T5'XVBH_& MT5'XVBH_&T5'XVBH_&T5'XVBH_&T5'XVBH_&T5'XVBH_&T5'XVBH_&T5'XVB
MH_&T5'XVBH_&T5'XVBH_&T5'XVBH_&T5#OQK$1^-5P_&JX?C5&V)+/D3+RQF! M%S);CUN^.H9DY*7XZA;IZS]CD[^V+$EGR)EY8S BYDMQZW?'4,RV[$EGR)EY8S
BY MDMQZW?'4,R/QM"MOXX@8_'D #/C^7@R0Y;8QV1Y98'9,EET.RC+CH9*\O.M9+ ML!8W(H(,IA0P"$,3IV,====9^QN:O;MB2SY$R_1C&M;T#Q@%P9"HHT,@<:>
M8[+L>>8[+$P/!V4IC>#)-F5YK)(F=K="3(- 3$/QY'PSXXCC6._&T7V._&L0 M#OQHJ#OQF9M9\9,VL^,T^W\:H1^-H4&?&\$#/CN L8[\?R\QCLA2XZ'9&EE@ M=DJ676LE"6V-
TK+PTW !D,##(1"6,9#D#K'4J9P.EN.?M FKV[Z6$G-8Q$L> M8[#(D^'8+&'P[+\=>#)9C[S62I,36Z.F4:(F<:$F4,D&8FL=^/9@:QWXYCK0 M[\;Q@._&L2VL^-
%FW\9G#\9#\9D!GQHBV,^-H9L=^-X-L=^.H$Z'?CZ7V!V0 M9=8UDBRUMT3+ T?+8TK+H9+4 8QV 0)UA,*AB=K(;#G0ZC2.M844ZW]L9A99 MSCL$@SC60N&.MP*(= C_/S$#__:
@! P !!0+__/P5^ZZ\\UR'*GP["'AE M#@/AII;/W#)$;ZEI1!1#/UVL:%D/8:&HU3H>+?=_<(6XPLOT$7GZ/N.ONJTC MR9[]OK$BEH:D4L#SKSOZ)49QAOI(O/U?
<=,=.AIY;6L:ZW]O15Y^NQGK(O/2 M:0441%Y0[P=#2# M4RA.X MI<4)34S?VX%7E$1>4[SK'F*XEA)S0THQGI8Q MK1TW_P!L)5Y1$7E24)BE#IZ$\CT0EQC7OT?(),#T.2O!L))#D*
(=!9193 80 M4:P^%ONAYUKK?VNE7E$1>51XHI\/($KP?A+@1I<,Y1/EN&!^')7P9"7@:E/) M_:V5>41%Y8IAKI3%!24T/./.-_:P5>41%Y8JK]'G77F'PPMX&E&$O?M6*O*(
MB\L55Z%*=Q2686^4_P#M5*O*(B\K9QC"2\U+&;%C-BQFQ8S8L9L6,V+&;%C- M2PU5M=VM"FO_$K46(8UC6-_:F5>41%Y6UW:
MT*:_]2Q$ZH#SKSCW[4BKRB(O*VN[6A37_K5I'5+KSK7'OVHE7E$1>5M=VM"F MOZ"*E,=?_:B5>41%Y6UW:T*:_H(FYQ)?VHE7E$1>5M=VM"FOZ!:S:E_:B5>4
M1%Y6UW:T*:_H#7>(K]J)5Y1$7E;7=K0IK^A,9PF?M0*O*(B\K:[M:%-?T,1+ MZ:G]J!5Y1$7E;7=K0IK^A7I^N3^U J\HB+RMKNUH4U_11!*TDS]IY5Y1$7E; M7=K0IK^B?
<=,=5(#"/04A4FAV$-#80P&0]26&L:QO[1BKRB(O*VN[6A37](8 MC3&M8@2,#A!)?I:XZ\'D:5X-AB5H>A+@-AR@L;OVA%7E$1>5M=VM"FOZP:G)
M.!L*!I!Q/[0"KRB(O*VN[6A37];/AY!H4)34S?V>EWE$1>5M=VM"FOZX\ZZ^ MZL0M(_9HA(+4&9:F&6IAEJ89:F&6IAEJ89:F&6I@R')F-HB+RK-_AF;#-AFP
MS8'Q+K%4)3["S,U)&:DC-21FI(S4D9J2,U)&:DC-20074VL8UBU$TAO[, MH5>U,B\JSW+6(;VU4:QC6+432&_LQA5[4R+RK/59[EK$-[:K-8QK%J5]9_]E\/*(,<.*-
J9%Y5GN6L0WMJN86X:XI3/IG_ M -F#BE06'(H>Z$R\I0VG(O*L]RUB&]M6#"G#7383_+8:J8&HE3_^0<6S]ES& MM=:0:P\JF(O*L]RUB&]M7(AVG[+X6?
P&4Q%Y5GN6L0WMJY$.T_9>FXFGTQ%Y M5GN6L0WMJY$.T_9#8J]LK#IQKC,2H&)4#$J!B5 Q*@8E0,2H&)4#$J!B M5 Q*@8E0,2H&)4#$J!B5 Q*@8E0,2H&)4#$J!B5
Q*@8E0,2H&)4#$J!B5 > M/.>9^QMC&M:XA5/C+E8:A5L#SCSE!O#B-4^"X2^T.0Y*X'2"7*F1>5*)]S^U M1-#'WP4042S]3'V.MPY 86XZ#$Q!H?A)30V$F!V$-!<,3NAPLLNKD7E2B?
<_MM2(1GGA,B*3^H^\KQ%Y4HGW/[4'76OO)X<450*+SB=&UE=(O*E$^Y_:@1?4# MY;A@PI0PA0PA8PC@PK!_*9^FX8H
MH8HH8HH8HH8HH8HH8HH8HH8PA@QJ<8U.,:G&-3C&IQC4XQJ<8U.,:G"5YC[U M26HSSC\N5#+E0RY4,N5#+E0RY4,N5#+E0RY4,N5#+E0.3FD?M%(OJ@UFUA#6 MEO\
Z/BW-^T0B^J*AQNQB@IK M,02'CRMB6Z]<1[JAA/)7HMS?M$(OJET2AT2AT2@QC':"(]U0PGDKT6YOVB$7 MU=B/=4,)Y*]%N;]HA%]78CW5#">2O1;F_:(1?
5V(]U0PGDKT6YOVB$7U=B/= M4,)Y*]%N;]HA%]78CW5#">2O1;FM;:-HVC:-HVC:-HVC:-HVC;^P(B]KL1[J
MAA9CCCF))&))&))&))&))&**&**&**&+*&+*&++&++&++&+=&*=&*8,4,4,2 M\,0\,0^.N8.N8.N:.L<.L<.JH'54#J*!U%(B)C[[W\C^1_(_D?R/Y_3^1_(_MD?R/Y'\U#8-@V#8-@V#8-
@V?IL&P;/V(.PQ0UF6*!EB@98H&6*!EB@98H&6* M!EB@98H&6*!EB@%PX]U^NQ'NJ&%N.O.=(L=(L=,L<#@X'!PNCA='"Z-C!L95 M8E?V*S]@K&-
>:FACK&+T3C"Z)F_IJ1TU(Z:D=-2.FI'34CIJ1TU(Z:D=-2.F MI'34AC3G3J[$>ZH83R5Z)7]BL_8(XX\8\D1.IV#>#'.F91$F,-*HS.YKL1[J MAA/)7HE?V*S]@3&-
>:3#3S&D)RD[/U.>8^=10I_:31F=S78CW5#">2O1*_L5 MG[&,:T)H8'"W"V>B(G](BCAIW3/HS.YKL1[JAA/)7HE?V*S]@$/2,+=]+[[

MQU'QU'P_=V,7SKNZKDH>)H6?7K&M8U..H9=\K0/[ISKQ?+8I=W8;]W8Q?.N[MJN2AXG[$)EQB8$'N*'+#?Y$US6YR\=0R[Y6@?W3G7B^6Q2[NPW[NQB^==W5< MD_Q-"S[
0AG]MAO\B:YK.H9=\K0/[ISKQ?+8I=W8;]W8Q?.N[JQHC+Y;%+N[#?N[&+YUW=6,O[:@A?B_K M:'[G8;_(FN:W.7CJ&7?*T#^Z+Y;%+N[#?N[&+ MYUW=6,J["@A?B_K:$-_LL-_D37-
;G+QU"39!?+8I=W8;]W8Q?.N[JQE7CZ"% M^+^MH2W_"6&_P B:YK.H2;(+Y;%+N[#?N[&+YUW=6,H\900OQ?UM"V[% M-AO\B:YK.H2;(+Y;%+N[#?N[&+YUW=6,H\900OQ?
UM#F_ZNPW^1-#9*/#9+6!LF1$-DZ*,#91B[V5(RP-E>-L" M M\E!];IC>L183_(FN:W.7CJ$FR"^6Q2[NPW[NQB^==W5C2NW;!?L!"7]I=A/\ MB:YK36BR^P$/[NPG^1-
EOR_V*A7<5=_=-7EJ%WF.Y[%)L@OE ML4N[L-^[J;EW2+;A_?84M^7^Q4*OZN_NFKRU"[S'<]BDV07RV*7=V&_=U-R[MI%MP_OL*6_+U[^OU7">>KO[I]\M0N\QW/8I-
D%\MBEW=AOW=3#Y+70VP)<\Q7OZ_5<(YJN_NFKRU"[S'<]BDV07RV*7=V&_=U-R[ISV,Z M+^^ORYYBO?U^JX1S5=_=-7EJ%WF.Y[%)L@OEL4N[L-^[J;EW3GW+^^ORYYBO M?
U^JX16']TU>6H7>8[GL4FR"^6Q2[NPW[NIN7=.?Q2;(+Y;%+N[#?NZFY=TY]R_OK\O^7KW]?JN&&.ED8DD8@D8@ MD8@D==?BM"[S'<]BDV07RV*7=TVQHV-
&QHX7APO#A>'"'\.%X<+PX7APO M#A>'"'\.%X<+PX7APO#A>'"'\.%X<+P?8WI\+PX7APO#A>'"'\.%X<+PX'AP/#@ M>' \.!X<#PX'AP/#@>' \.!X<#P=8UA=.?
K:,6>T==\=9\==\==X==X==X=9HZS1UFCK#K#K#K#K#JL'5='4='4<'4 M+'4+'&6.,L<90XBAQ%#B)&TD;21_A'^$?X1_A#KI3S=A(_PC82-A(V$CA*'" M4. H8UG6?'6?'6?
M'6?'6?'6?'6?'6?'6?'6?'6?'6?'6?'6?'6?'5,'5,'5,'5,'5,'5, M'5,'5,'5,'5,'5,#'FO%^E\\IQN+(&+(&+(&+(&+(&+(&+(&+(&*(!RHEI;S M?
YK\O^7^Q4(W5!_=,_F+$(Y[&>;QM'&T<;1QM'&T<;1QM'& MT=1H:^UM@P#S'V*A'-4']TS^8L0CFL9R[L8J\?YJD_OJ#OB?4P)>=SEKCEW^
MIACI3IYSQC]EP#S'V*A//4']TS^8L0CFL9R[L8J\?YJD_OJ#OB?4P)>=SEKC MEW^C6L8Q4IZC6MLR!>7^Q4)OJ@_NF?S%B$7^Q4*OZ@_NF?S%B$I@2\[G+7&-
V$J5#S[6MVV?!GV%Q-^;846\V)H&_5D)Z M.D8.D8.F94R=]C.7=C%<[_/4G]]02]AZV/-8.HT<;1QM'&T<;1QM'&T<;1QM
M'&T<;1QM'&T<;1QM'&T<;1QM'&T<;1QM'&T<;1QM'&T<;1QM'&T=1H3/-:@M M"']XK[JJ2AXF@;]6(R^FFJ>P<(X&#@8.!@X&#@8.!@X&#@8.!@X&#@8.!@X&
M#@8.!@X&#@8.!@Z!31AR1AR0\E(>#R5,%/<4).^QG+NQB^=_GJ3^^H)>PL5+ MV%H0_O%?=524/$_69!?5.LMH?"GN:$G?8SEW8Q?._P]2?WU!%V=BI>PM"']
MXK[JJ2AXGZSA1?$=9C^]3W-"3OL9R[L8OG?YZD_OJ"+L[%2]A:$/[Q7W54E# MQ/UG#B^FFLQ_>I[FA)WV,Y=V,7SO\]2?WU!!VMBI>PM"']XK[JJ2AXGZR<=:
M8^ZQCKMF/[U/I[FA)L M=R[L8OG?YZD_OJ$.N[%2]A:"'NUW=U2&S$MA:?6<4&LXH-9Q00&(1")D_5T) MO;-?WJ>YH2;'I/[ZA#?Y[7=W5R2^L:F(+2D?5T*[BS
M7]ZGN:$FQW+NQB^)59S^]3W-"38[EW8 MQ?.9SUHZ\H(5>6*E["T$/=KN[K2!3@UC&L>9]50IW:=9S^]3W-"38[EW8Q?. M9SUHZ\H(1W%BI>PM!#W:[NZW+,=ZKOU5"'?[;.?
WJ>YH2K'M'7E M!".YL5+V%H(^ZB'>5MQC[7D'7P7U3#'>%+9S^]3W-"5NL9R[L9SG,YZT=>4$ M)[EN^Q$O86@D[J(=Y5G77GFEPF)FAV7(R^"9/B;X)DM*Z$,'A\.^JTC.%-9S
M^]3W-"5NL9R[L9SG,YZT=>4$)[I[FL1+V%H).ZB'>55"C,7JD$.2PXKZO*_@ MJSG]ZGN:$K=8SEW8SG.9SUHZ\H(5W3_\/V(E["T$G=1#O*K)R#8Y]8%W=G/[MU/PR>=[FHE=
[64O86@E[F(M]Y4X ZQ^,?6,/=XE=GO[U/>PRKQ_FHEK-AU92] MA:";N8EWM3EIQK\:^L827_=9[^]3W-"7RU1)VM0?W3)Y.QG.8V\L,J\?YJ)= M?5E+V%H)NYB7>U.32>-
=]8HBNBGL]_>I[FA+Y:HD[6H/[ID\G8SG,;>6&5SO M\]%$-C%%92]A:";N8EWM3DTC@0?6"$GK'V@_O4]S0E\M42=K4']TR>3J<.E9 MU>BT4X-%.#13@T4X-%.#13@T4X-
%.#1;@C4)=A)M YS&WEAE\[_/11%O^KK* M7L+03=S$N]J<(382&_6$-*Z:>T']ZGN:$OEJB3M:@_NF3R=3EQG^S4#[!./< MT#G,;>6&7SF<]%$_X75E+V%H)NYB7>U-
W9L^KRW&F/L8QUEH/[U/6&7SF<]%%._K*7L+03=S$N]J<)4,50WZOA M[-JNT&M#X4]S0E\M42=K4']TR>3J%H']TX]U0.4:^2]F"L9BK"94K/-V*QL5C_5C_%8_U8VJQM5CB5CB
M5CC5#K*!UU ZYXQ!PQ!PQ)HQ)HQ)@Q)@Q!@Q#PQ#PQ+1BABABG1BG1BW!BRQ MBRQBRABRABBABBABBAB21B21B21B20U24#X_#TYNI88-2PP:FA@U-#!J:%AL
MQPL'L:^=P/#@>'"'\.%X<+PV-&QHV-_0ODJB3M:@_NF3R=3ESPM _NG'N:!SF M-O*'8T;&C8T;&C8T<+PX7APO#A>'"'\.!X<#PX'AP/#@?' ^.!\<#XX'QTWQT
MWQTWQTWQTWQTWQTWPZX^QY]Q]Y[I&#I&#I&#I&#I&#I&#I&#HOCHOCHOA4B6 MGGY8L&6+!EBP96K&5JQE:L96K&5JQE:L96K&4JAE*H92J&4JAE*H92J&4JAE
M"D90I&4*1E"D90I&4*1E"D92&6#+!E@RP9 M8,L#87PC+BQEQ(P"88!*,$C&"1C"H!A4 P\-&'A@Z,*'2A(X(2P<,)&R$L'^
MTC_:6#BA(094^NR]",O1#+T(R]",O0C+T(R]",O0C+T(P"$8)& M,$C&$2C")1ADXPR<89.,,G&&3C#IQATXPZ<8=.,.G&'3C#IQATXPZ<8=.,.G M&'3C#IQATXPZ<.DE.-
^LH;W-"_NG!]YBGJF#JF#JF#JF#JF#JF#JF#JFA.]Q M$46Q@V,'"P<+HX71P.#@<'3+'3+#Y9>R./-9$N-\=1\=1\=1\=1\=1\=5\=4
MP=4P=5\=9\=9\=9\=9\=9\=9\=9\==\==X==X=9HZS1UAUAUAU6#JL'58.HZ M.HZ.HX.H6.H6.,L<98XRQQEA$PY]-TE Z2@=)0.DH'24#I*!TE Z2@=)0.DH
M'1.'1.'1.'1.'1.'1.#Q)HF)YCD5ZA8ZA8ZA8ZA8ZA8ZA8ZC@ZCHZCHZCHZC MHZCHZCHZCHZCHZCHZCHZCH@)3[\)Z!@P[PP[PP[PP[PP[PP[PP[P:F>$2
M@IT3.T@J&D58TBK&D58TBK&D58TDL&DE@TFK8(JB-A9W7>'7>'7>'7>'7>'6 M?'6?'6?'6?'6?'6?'6?'6?'6?'6?'6?'6?'6?'6?'5,'5,'5,'5,'5?'4?'4 M?'4?'4?'4?'4?'4?'4?'4?'&^.-\
<;XXWP:\UC>-X<;PXWAQO#C>'&\.)X<3 MPXG@8>=Q='$\.)X<3PV[M:K$ZG"O*?9B'=U0O[IQ[J@A[W$A#QA;@Q"<8A.,0G&(3C$)QB$X=?4#^Z<.^L4[?0F
MTJ#^Z9_,5.7/"T)%Y0/[IP[ZQ3M]"9S6,L_E%4H5Y3[,0_NZ%_=./=4$JMVP M41;?ZH52L6&]I4']TS^8J%H2+R@?W3AWUBG;Z$SFL95X^I0KRG MV8A_=T+^Z<>ZH)1;MA
BV_U$+#4[I$0/,-H7]T<\E8L-[2H/[IG\Q4Y<\+0D M7E_NG#OK%.WT)G-8RCQE2A7E/LP@[NA?W3CW-!)K=L+$6W^M+W%"_NCGDK%
MAG:5!_=,_F*G+GA:$B\H']TX=]8IV^A,YK&-\34H5Y3[,(NYXV#C8.-@XV#C M8.-@XV#C8.-@>?8)P;M4T$EO?Z#B8(HW:WUI>XVT+XCGDK%AG:5!_=,_F*G+
MGA:$B\H']TX=]8IV^A,YK&?_)A/IZ9C0P@]X-3*&,HH5Y3[,+(AE:;\DC\D MC\DC\DAGR,UX.3T^8&S>MVZO7#5ZX:N6B)1,V)OT$-C2R%.N3DH"R>VOO:W&
MN!K@:X&N!K@.SKM";6\>MFC6[1K=HUNT:W-;M&MVC6[1K9HUJUHB)^)5V+ M#.TH.(<;!QL'&P<;!QL'&P<; \]M$S^8J&H4]Y0/[IP[ZQ3M]"9S44'A+ MT7/T2:-$F#1)@T28-
$F#1)@T28-$F!DDOC1 T26&240-%)1HM &29#AHV%C1 M\)#)1A# R4X.-*P4,EB!ADM01@T[!1D,'#()"'1DT*&5PP,0HF,P*%@PJ8,)
M)8&..,]$5\710KRGV8F+POH+WIFLJ"K9U/47O3;J([GL6&=IZV@]O]E<030H M0)=:*QK56-:JQK56-:JQK56-:JQK56-:JQ EKT03T#^Z<.^L4[?
0F4^S$S^#]#K=C7#VNC%/#%/C%/C%F D]YYK'VO%T*N]]3F]-NH MCN>Q89VE HY+&E%O^WT#^Z<.^L4[?0F4^S$S^#]6T; M1M# EYB^6AB+KKI_JQ89VE HY+&E#L*!_=.'?6*
M=OH3.:BDOOK#BOBZ*%>4^S$U>%H6!+SE\M"MOO4YO3;J([GL6&=I0*.2QI/; M_H:!_=.'?6*=OH3.:BDOOK#BOBZ*%>4^S$U>%H6!+SE\M"NOO4YO3;J%F\[G ML6&=I0*.2QI.
[&@?W3AWUBG;Z$SFHI+[ZPXKXNBA7E/LQ-;6,@M"P)>HO>FW4+-YW/8L,[2@4^IQNQI![KHQA8QA0QA0QA0QA0QA0QA0 MQA08K+:"WV/-.Y[%A?:>MH4&,!!VU"P)>C!W/8L+
[2I/[ID\U49< M\+0/[IM[FSSM]"9S44E]]6V_:J9W>&-A!VU"P)>C!W/8L+[2I M/[ID\U49<\+0/[IM[FSSM]"9S44E]]6V_:F(Q-'"RHHO;$UH0=M0L"7G:J,N>%H']TV]S9YV^A,YJ*2^^K;?
M1,$6,A*50H M/5&_H@[:A8$O.YRT,3J+F]&#N>Q87VE2?W3)YJHRYX6@?W3;W-GG;Z$SFHI+ M[ZMM^U$Z]K^J#MJ%@2\[G+0Q*HN;T8.Y[%A?:5)_=,GFJC+GA:!_=-O=O
MH3.:BDOOJVW[43KVOZH.VH6!+SNH.;T0-O+%A?:5)_=,GFJC+GA:!_ M=-O=OH3.:BDOOON'.O:_J@[:A8$O.YRT,1O*@7O1;S;RQ87VE2?W3)YJH MRYX6@?W3;W-GG;Z$SFHI+
[[[AS#"5$6);)T48-'Q8:/BP(EB)$I])1@:2C T MG&!I6-#2L:&E8T-,1P:8C@TQ' H3'(STVSB=Y:&(7M0<;L:B.=ZB@\IPW%$#
M%$#%$#%$#%$#%$#$DM#'W6UZ&/;$O&P<;!QL'&P<;!QL'&P<3*-_=,GFJC+G MA:!_=-O=OH3.:BDOOONC_G"S.$,6&,9C31C31C31C31C31C31C31C30U M8;L-
,:8VHI7VXB(OMQG&T<;1QM'&T<;1QM#C[=J=NUVNYU$R7=01@:@C U!& M!J",#4$8&H(P-01@:AC(E2)+5YE"\P1:6%B^(:,7C1B\:,7C1B\:,7C1B\:,
M7C1B\:,7C1B\:,7C1B\:,7C1B\:,7C1B\:,7B%)'T*"@?W3;W-GG;Z$SFHI+ M[[[HS/YP;1M&T;1M&T;1M&VJ)NYB7>^HO>G>9PT1ZAYQ_%F#%F#%F#%F#%F#
M%F#%F!U4^UI#S7G:$ZADB]L5_=-O=OH3.:BDOOONC,_G*ZF[F)=[ZG6[& MN'M=&,-&,-&,-&,-&,-&,-&,-&,-&,,V&&->;M&T;1M&T;1M#F])R4)U# M)%[8K^Z;>YL\[?
0FV*_NFWN;/.WT)G-127WWW1F?SE=2=U$.\K3F])R4)U#)%[8K^Z;>YL\[M?0FDY*$Z MADB]L5_=-W=OH3.:BDOOZUM&W]-HV^O\ D?R/Y'\C^?L_L&R@40>&JC=/
MP<:=@PT[!AIV##3L&&G8,-.P8:=@PT[!AIV##3L&&G8,-.P8:=@PT[!AIZ## M3T&&GH,-/08+(:D<69<2,N+&6,&6#*GQE1@RA0,H4C*5030U04>IARDT_*U8
MRM6,L6#+%@RU:,M6C+EC!EZP9>L&!5C JQ@U3!A%0PBH852'4:AHP)^S GC! M'C!G#!G#"&C"F#"F##/C#/AQ,]M(=X7:$ZADB]KFT<3!QL'&P<;!QL'&P<;! MQL#SVT3=W'IV-
&QHV-&QHV-'"'\.%X<+PX7AP/#@>' \.!X<#XX'QP/C@?'3? M'3?'3?'3?'3?'3?'2?'2?'2,'2,'2,'1?'1?'1?'1?'1?'1?'1?'1?'0?'0> M'0>'1:.BT=%H?T:O:&S>T:P>&L'A!8J_%&>K M8-@V#8-
GW1BOE*#B>")YN*6F/L5=4P=8U@ZYPZYXQ*D8E2,4I&+5#&*ACE8Q MRL8]6,P6#,%@9$5@3KE3S7%!K7>N8.N8.N8.N8,08,08,08,08,08,0\.NT=
M9HZPZPZHZK!U6#J.CJ.CJ.!]YU@ZA8ZA8ZC@ZCHZCHZCHZCHZCH0Q8^'MU7$ MAJN)#5<2&JHD-4Q(:IB0U3$AJF)#5,2!,SQ$P[#O##O##O#"C"C"C"C"C"C"
MC"C"C"C"NC"NC"NC"NC"NAY,Q@B[>FOZS1UFCKO#KO#KO#KO#KO#KO#KO M#K/CK/CK/CK/CK/CK/CK/B%EXY?I1$-)HAI-$-)HAI-$-)(AI)$-)(AI-$&R
MJA'4?'4?'4?'4?'4?'4?'4?'4?'&^"GGFO<;XXWQQO#C>'$\.)X<3PVM&UHV MMJ9G-5),N/NW%?*4*'NUW=TS EYR^6J&[JDE[JI/[HWY"HR[YK90-8'](GGK MAG-
5)#3XAS)W@J3X8S[LQ7RE"A[M=W=,P)>ZJ3^Z-^0J,N>:H7 M]]"3SUPSFJGQQ^D5[K[LQ7RE"A[M=W=,P)>8OEJAO+4DO=5)_=&_(5&7/-4+
M^^A)YZX8XWBX&C@:.!HX&C@:.!HX&C@:.!HX&C@:.!HX&C@:.!HX&C@:.!HX M&C@:/CEFS](KW7W9BOE*%#W:[NZ-POB&&>V89\89\$$M=:YNJAG+4DO=5)_=
M&_(5&7/-4+^^A)YZXU&2T8(D8(D8(D8(D8(D8(D8(D8(D8(D8(D8(D8(D M8(D8(D8(D8(D8(D8(D8(D2*2Z2:(KW7W9BOE*%#W:[NZ)@3,9Q..N\'"Z-C! ML95C.6I)>ZJ3^Z-
^0J,N>:H7]]"3SVC)5\(KW7W9BOE*%#W:[NZ)@2\[G+6# M.2I)>ZJ3^Z-^0J,N>:H7]]"3SVC)5\(KW7W9BOE*%#W:[NZ)@2\[G+6#+NI) M>ZJ3^Z-^0J,N>:H7]]"3SVC)5\
(KW7W9BOE*%#W:[NZ)@2\SG+6#+NI)>ZJ3 M^Z-^0J,N>:H7]]"3SVC)5\(KW7W9/E6&*#M'PD:/A(T?"1H^$C1\)&CX2-'P MD:/A(T?"07*D+*?,E2%FOZ/A(T?"1H^$C1\)&CX2-
'PD:/A(T?"1H^$C1\)& MD(2"Y6AC@32G#GR=(0T:0AHTA#1I"&C2,-$?@:.&)*D9=T)11AYF0Q@9#&!D M,8&0Q@9#&!D,8&0Q@9#&
G@<6=45)_=&G'VK^D8.D8.D8.D8.D8.D8.D8.D8 M.D8.D8.D8.D8.D8.D8.D8.D8.D8)>+?9&:!H>WT)//1%2I%#BM(18:0BPTA% MAI"+#2$6&D(L-(18:0BPTA%AI"+#2$6&D(L-
(18:0BPTA%AI"+#2$6&D(L#) M5B9;E3DIG^417NOOB@[38-@V#8&L$X^.H"'6&':2A TC!QI&#C2,'&D8.-(P M<:1@XTC"]*<)8)AAR9 RA@/F-E;:P%N_P"?
@8.!@X&#@8.!@X&#@8.!@X&# M@8.!@X&#@8.!@X&#@8.!@8[1-=&20D9)"1DD)&20D9)"1DD)&20D9)"1DD*" MB$0TMR8"2D\4H8>S_05%K
L[>IR3SB*]U]\4':>FAA_85);V]3DGG$5[K[XH.T],Y>.H$O=4#^Z;J*_^8KA7<6*LNIF M\O0P_L*DM[>IR3SB*]U]\4':>F7H8?V% M26]O4Y)YQ%>Z^^*#M/3.7CJ!+W5
_NF^B@/F*X5W%BK+J9O+T,/["I+>WJZH']TWT4!\Q7"NX ML59=3-Y>AA_85);V]3_^$1&\]I!VGH:)R\=0)>ZH']TWT4!\Q7"NXL59
M=3(0<_%L*I&%4C"J1A5(PJD852,*I&%4C"J0@8UB&I+>WJ?_,(B-[ZY(ID: M)BAQ0F,3O?=I&L3E)\P2#,$@=6IGWOT70Y-$2M*04:4@HTI!1I2"C2D%&E(* M-
04:4@H#N/T#6!7#$D14:4@HTI!1I2"C2D%&E(-*04:4@HTI!1I2"A- M+D*2GUPKN+%5W3'&#@8.!@X&#@8.!@X&#@8.!@8[5%O;U/\
^$1&]]\7]W4O<55G=V,5W%BJ[IFZN+>WJ?_,(B-[ZY(H8>26<9 M@4HP*48%*'$Q!3WZJH>Z:'W'BWONTE[BJL[NQBNXL57=,W5Q;V]3_P#A$1O?
M7)%#"KV@/3%J'5"4Q.W[LI>XJK.[L8KN+%5W3-U<6]O4_P#X1$;WUR10PJ]H M7G77V*HXJO_V[&*[BQ5=TS=7%O;U/_P"$1&]]WJ?_P (B-[ZY(H85>T434<;_P!V$O<57_[=
MC%=Q8JNZ9NKBWMZG_P#"(@ZUIG T<#1P-' T<#1P-' T22S90PJ]H51[$Y+6 MM:W[L)>XJO\ ]NQBNXL57=,W5Q;V]3_^$&$.&MP1(P1(P1(P1(P1(P1(E
M5)TQT#AT#AT#AT#AT#AT#AT#AT#A#'"W3:%>IZYOW92]Q56]W8Q7<6*KNF;J MXM[>I_\ PT,CU*(JNF[]VDO<55O=V,5W%BJ[IFZMM"WMZG_\-#()14'NIRGW
MWC'ONT4_TS,V=&;.C-G1FSHS9T9LZ,V=&;.C-G1FSHS9T)5C%+:%O=V,5W%B MJ[IFZN&E=1S1L.&C8<-&PX:-APT;#AHV'#1L.&C8<-&PX:-APT=#A$4SB1=Z M_P#X:&1ZC$#NJ?
\ >>%<]"]W=C%=Q8JNZ9NL=]@CGEO7_P##0R/4#S.B3O\ MO1"N>A>[NQBNXL57=,W6._NCGEO7_P##0R/4(J9L+^]$*YZ%[N[&*[BQ5=TS M=8[^Z.>6]?\ \-#(].::Z26<:\
<9]Z(5>4+_'5C%N/,.L57=,W6._NCGEO7 M_P##0R/3-:QUBU4U2_\ >E$I=3/9L2,V)&;$C-B1FQ(S8D9L2,V)&;$AL1(: M9FQ(S8D9L2,V)&;$C-B1FQ(S8D9L2,V)&;$C-
B1FQ(S8D9L2,V)&;$C-B1FQ M(S8D9L2,V)&;$C-B1FQ(S8H9L6,V+&;%C-BQFQ8S8L9L6,V+&;%C-BQFSHS= MT9NZ"(BP\VQ%=TS=8[^Z.>6]?_PT,CTT5.X7/V.0_O+$5W3-
UCO[HYY;U_\ MPT,CTT6OOV.0_N[$5W3-UCO[HYY;U_\ PT,CTT2*ZA'['$/=V(KNF;K'?W1S MRWK_/AH9'IUJ?#G?L;0]W8BNZ9NL=]YW9&BC'HKAE(P:P8!:,N7!D,7M#(3 M$&AD'B
9"%W3R1<,C6C(5@R!2-/G#3Y@9+S0R7F!DON"#E9.,V.&:J!FBD9F MJ&9*QF*P8]6,:K&,5#%*1B% ZYPZA@XGAO\ V.(^ZL17=,W?KQ.CJ%CKC)
MQBDPQB48U*,>D&8HQF209FE&:)AFJ<9L0,V*&;.#-V#-QF[PS8P9L<,U4#-% M(S-4,R5C,58QZP8Y6,8J&*4C$J!USAU3&CC?:-K6_M 1]UZ>)@ZC@ZQ3!B"& M#%)ABTPQJ48]
(,P1C,D@S-*,T3#-4PS8@9L4,V<&;L&;C-WAFQ@S8X9JH&:* M1F:H9DJ&8JQF"P8Y6,8J&+4C$J0TXUX=4T<;XVM_;(QK76X@\=8T=0P<3W_^ M8@?_V@ (0("!C\"_P#X*_\
>VA:4,BPJ,B*R M*/6619DJSCNK/FZYZ.0%9[:D[.W4=XX84;5Z#&4'E^4/[IG O]R47FIP%]9? MD\D9Y1[ZWM#6> O1*0HBX0^ 2EI,DJBO1R!-A_=(6E@B)4:D=I/DC+!Q#S+6
MQQGS>M /]9JS::JB/,?R@S4J(@UMK2DT6:ISBQ1>#8-S[+/X4VJR]-#=!PD9 M>GC^LGR=68S^3Y"](>=:V&)1*ZL(\VUL,:B3UH!_KM$++Z
MID>80G$&K)DU0UMBD&DDH,COF4$)P0P01W_"L&Y]EGX";79%&AN@[Q\,'&02 MBW*]Q:X+\)>9#Y%7X"UH 35BI*V1Q&1PE.7R>VVZ5U3^&$HQ I2C*7P[!N?9 M9^%[RP-
5(XR]$Y4G>,%9;5 R_7M]HE D(:> MZM'T6GFS'1/$$OD MY-MTKJG<[!N?99W?_)LU]!WE).)1:2P'@DA(?ZRN;:2C9G2+27E+'!\G%MNE M=4[G8-S[+-P$W8*-#9)PD97C(%8OWHR1:
(B:1)5K?1/RT9/DX-MTKJG<[!N? M99N)-C_<(6O[?@^DB3C3]7!@X@FTV19+8*B,N&3!X,)Q#[ZTLRMERCFLF[M%2O(M)\O@\]JHDH\MX0$V90ZQ:?DPMMTKJG<[!N?
99N/WED5]T=)!T5:#\I7 M\5X$CG>YM?T%^RJ)6?R>!9K$@S)#0U*5Y>;S8(>./)\,%EM#9">(EG!-$+[8 MEI^LE)Y2(CRC[Y@P5)SD\JA!9$,F);:LOF^J/>6YJMHKRG%(418O@)=B;+1!
M@A\W&F(Y@3']X3[EM]--]!RE&G*7E($VLZDK9'$9'"4Y?)>;;I75.YV#<^RS M"Y\^R-6C)7U5&680+:);)^NGE3S3RCF_N%G4GRH/G>J<&0C!,;8ME:+%Y5*YY2*YM^1
M4A&0Y[$X:T[GX";6=:D-2PI. \@)E^[%[^S_2* EE MR*R'Y1_DV!H2V>4O(91D?R5VVZ5U3N=@W/LLWFM.Y\ K2POLCIHP*+26 \$D M)!-
MLBN66RH=Y9;*AWEELJ'>66RH=Y9;*AWEELJ'>66RH6BUM6R%I]W$1'X/-:PG^ MW-#\\N+ZY>4L/&5[B"6[!1*8]*$C*(R^2JVW2NJ=SL&Y]EF[++K'U%7*T:G* M7A?
XEKA5^V+/_I%Y/I%C*_&35D9*9**$C*(R^2HVW2NJ=SL&Y]EF[++K'U M%7*T:G*7A_XMJA7^V&<6%'E3Y.-.,K\;39E$M@HKQE\E-MNE=4[G8-S[+-V
M676/J*N5HU.4KAS%PK_;EGYR>+ZR?+UIC)-ILZNL#-!R1I]4X,7R46VZ5U3N=@W/LLW99=8^HJY6C4Y2N1$V."QMO,7Y/HJQ"
M]4S^2BVW2NJ=SL&Y]EF[++K'U%7*T:G*5S*P6A7_ .P8)VT8#E*)6(\/R4&V MZ5U3N=@W/LLW99=8^HJY6C4Y2N:+795TP,?W'B]%6J?LG?XH M?AA.(M?
M3.9#WC(R4@\)7R^2.VW2NJ=SL&Y]EF[++K'U%7*T:G*5U]S9VZO=<2H%P2'G6I6)*"S)(9:VIZQ_KPCSULVFL M@O9YH_V;,S5JJ-.?G@D-E'9VWUXMN*?F@EH,C0>$ODA-
MTKJG<[!N?99NRRZ MQ]15RM&IRDZ>=8&RD%Q1I.5)WN4$S_=F/39]@^16(0V%LA:N*)6R<"LGR0&V MZ5U3N=@W/LLW99=8^HJY6C4Y2=?.3>,$ANK_";-
Q+/SL2XY^<7D'.LIP-RI M(.D6DO*6. [WR/FVZ5U3N=@W/LLW99=8^HJY6C4Y2=J;19E&ALD[QE&"L5M@ M3^Z$6)IY2^MQIQE>O%\C-
DWL)I)HIKS3A*&]S3,4F6P*3+8%)EL"DRV!29; MI,M@4F6P*3+8"F2U,N:HH*'"<[!N?99N_<8+RL#2#V_)$<9<7R,6'ZCV%.2P;GV6 M;G1K%G=*MTASDT9F9-$G"1\1CF-
H"_<69>>7&7TREP\1RE\C!FQ_;T<]HAKS MC*$BO,M9."4C-P6#<^RS>MHSUD'[/.$*;4C&2BSD0]U8[0R:-8(B44,T?R+U,&Q5!G M])G#(:KO8-S[+-SHUBSNE6Z0[;-
_,_M+^1A:3M,'N?<+C\I0%CAB\MWL&Y]E MFYT:Q9W2K=(=MF_F?VE_(O.TVM:6;!,9GPR#_'LT)?MK,[WUS^D?LE@QWKM8 M-S[+-SHUBSNE6Z0[;-
_,_M+^1;SK8U9LR^LHB',_:TFW;<9PI04_G',4H][; MU\Z"),24R%RQ^5P6#<^RS<96]5H-F9J,H.;#%C(=[5^&7:'>U?AEVAWM7X9= MH$O_"U7C^@7:=/O;59V#1KQJ0E1SF0[G9?
PD=D=SLOX2.R.YV7\)'9'<[+^ M$CLCN=E_"1V1W.R_A([([G9?PD=D=SLOX2.R.YV7\)'9'<[+^$CLCN=E_"1V M1W.R_A([([G9?
PD=D=SLOX2.R.YV7\)'9'<[+^$CLCN=E_"1V1W.R_A([([G M9?PD=D=SLOX2.R.YV7\)'9'<[+^$CLCN=E_"1V1W.R_A([([G9?PD=D=SLOX
M2.R.YV7\)'9'<[+^$CL@FUFLUG9MBB4EF@C+!&10Q?(<]XU426983O$.:NTH M4KZD*\J2,LHKE;"] YJ;4F'RI6G*I)$.?96B&B?]J)6:X<]9D2"'WMJ9F?U/ M/ZD(YO[5:H)H8"8-S[+-Q
MIWJ_DJ*;P&UJ9+YBF">=+ M>4<>"(P;GV6;C3O M5_)3-#=?/M7T$7U8\"<9P^0Q[JJL/T$G'K'Z6;R>%;]S[+1WV M**[0TH(2:CD(H0;*R&=GL?$D_//65R)@\L-
PMR4WU&R]EH*"YC%$YA ;LL&Y M]EFXT[U?R4;3^G:=0[BK_&.#G00WH8O^1&C9'\.;YQ193'VAY[-B9R'I'GL& M)AHA#-*+:SOD18?^8I8'38-S[+-QIWJ_DHVG].TZAW=-
H*CA\I8>'&"M;#NS M;SBEPSQNBP;GV6;C3O5_)1M/Z=IU#<"_VIK6I\YGP\AY#!H5>41N>P;GV6;C M3O5_)1M/Z=IU#<";0SI)/@6,(_=;/4-BOR\,I.>P;GV6;C3O5_)1M/Z=IU#<
M+3]GM%!90I\A\/.G"F+2FDX/A)!1F8B1M")&T(D;0B1M")&T(D;0B1M")&T. M,HY9/DBVG].TZAN$FK.\M)PD&?[PPP ME OR<#O3?"C7+.#)"E$7-+"*:YS%-.]?RBI.HFX,=9?
7.Y67=*SN^UZS/,KY(MI_3M.H;BA*,5S2<5S2<5S M2<>\;*-2^,[@QUE]<[E9=TK.[[7K,\RODBVG].TZANYCK+ZYW*R[I6=WVO69
MYE?)%M/Z=IU#=S'67USN5EW2L[OM>LSS*^2+:?T[3]&[F.LOKG97R1;3^G:=4WLCM"K]9.D4"VB M% MHA$G:$2-H1(G$;.<] C9SGH%)D6,^R*;&=79%-C.KLBN8Y= KF,YZ!Y[=
MB0[RQ'>6(OVMC#B[0[XQR=H>=;&)%B[0[^Q]7\P=_8^K^8(%6UG#B[0[ZC)I M'?4Y-([V.]CSK4>+_@QWI?#HALTLJS6R:&F^?DYWD+Y'*F?WQ\TS*$DE <'%

MYT0BM&R7:$5HV2[0BM&R7:$5HV2[0BM&R7:$5HV2[0BM&R7:$5HV2[0BM&R7 M:$5HV2[0BM&R7:#:SLR;\|;)22\THS29?2=S'67USN5F_P =:D0LCA@E%>UV
MU:17MMM6D0&V:P:ZM(K6FT8K6FT8OM%SF*:YS%-4YB,Q&8ON0N&%7R*S;-E$ MEDDH3,XB!L/V0^99B_B&7G*DAHEBYT@+]M_=6IM&36\A2HR7@*'"2HK^&"YJ
MABYICNJ^'2'=5\.D.ZKX=(=U7PZ0[JOATAW5?#I#NJ^'2'=5\.D.ZKX=(=U7 MPZ0[JOATAW5?#I!M:[(QYBT7K^+RGQNYCK+ZYW*R[I6=WEPPJ^14JUVM1(8(M*^?
##Q%A'N&4+/\ ;4G>3]+ZR]$12W_@):;RB,,;8435FE4Y0W* X@VL+2-F MLRQ8#QE =TM6OV77#"KY$ROV>R'!8F:H%G]-1>RDYSO\7A)LEE2:VZS@(N&4\ 38TGS MFL/.6KC4?
(4172TL&=-3!<&S=+5K]EW,=9?7.Y67=*SN\N&%7R)6MK37P MDN=JU^R[F.LOKG7#"KY$K/\ ;$']VQ3SE:RM"8-H__U4P,"C6J\ MDM)^0L<)K:O]FT%]*AL=HU"
HKM:FC*G[HRGO'D.Z6K7[+N8ZR^N=RLNZ5G M=Y<,*OD2+M3:\R9H-1R%?#6VMJQHLU3X,47PHLA5-)9\2"CQG$7E,)8,$DEB MDH"(L#@M7-
C@1_<1#DNEJU^R[F.LOKG7#"KY$B?V9B?WC3SEZN L M9W\7E\#_ #6I06BTW^@5&>^K&3AM1?4+K%=+5K]EW,=9?7.Y67=*SN\N&%7R
M(VEMM!P,6:83X<9Q$&ENM%8T5#)Q%(17OA2R:=T9^DA/ ("B<+5. M%HI"?6)7LW1M8+.:2;-&E[G11$=^ CXN(5MEVFGY8K;+M-/RQ6V7::?EBMLN
MTT_+%;9=II^6*VR[33\L5MEVFGY8K;+M-/RQ6V7::?EBMLNTT_+%;9=II^6* MVR[33\L5MEVFGY8K;+M-/RQ6V7::?EBMLNTT_+%;9=II^6*VR[33\L5MEVFG MY8K;+M-
/RQ6V7::?EBMLNTT_+%;9=II^6*VR[33\L5MEVFGY8K;+M-/RQ6V7 M::?EBMLNTT_+%;9-II^6$6"TF@VR351A@OJ,\)%FN5EW2L]R8,6A0LU-D$YL2.8RXK_+\B-
E^TLS\YH?/5JHHSJO]'P%M6<'^0IL?/X[MU$N4I3<5FL.%30U[)0%UCFNEEUCZBGH9?I4]=IAE^E3UVERLWZAGUR^1LJTVA1)8(*$S,':2A*S)+FH+R<9^4S MOS%@\
([$L_NK0F#IIOIRS]LLQ[5W-HJB10AI:6E M8T6:CE4<-TLNL?44]#+]*GKM+E9OU#/KE\C+_*MJH"P%Z2CXDEP@P@V*?N;# M]!.'7/#)>+R7-
G;6%:S5"6B0XC#.V,*IH@E%CX7[LW7Q,5]4[K9=8^HIZ&7Z M5/7:7*S?J&?7+Y&+2W6BJ9IAEXBE,[Q [7;%0JP%@27$7"_&=S)DP2I;4XB(MH3F(0J9)9)/Z:BS%SE9 BP+:>\-)F<,4=^
O)=K8K_\ K-.H=ULNL?44]#+] M*GKM+E9OU#/KE\C%/[+9S\QF?.::WHIQ%?/RF7%=+3;S+S^<2"/UE3PIF<%I MLZ*:F"X)N6ZV76/J*>AE^E3UVERLWZAGUR^1@NUWO?
GYJ"XU'R%&8-JU.%HH MX3/C,[HR5Z352EGC. O523@;VS"S9*,I8+V6ZLOW!HDU(9F=XI#+E'=FNTD=
MV:SI'=FLZ1W9K.D=V:SI'=FLZ1W9K.D=V:SI'=FLZ1W9K.D=V:SI'=FLZ1W9 MK.D=V:SI'=FLZ1W9K.D=V:SI'=FLZ1W9K.D=V:SI'=FLZ1W9K.D=V:SI'=FL
MZ1W9K.D=V:SI'=FLZ1W9K.D=V:SI'N$,&B3YL,9"#_&:SI'=FLZ1W9K.D=V: MSI'=FLZ1W9K.D=V:SI'=FLZ1W9K.D(MC)"D)2Q)$!^12C]JY6;]0SZY?(P,V M9_Z3+S6?
*KI9H+HFSLK[5:B24IWB#.RLZ#-!)+$4#@-F7\5JE/M^R]9[L\Y MY7'9OU#/KE\B]NV36J3S$RKO9"A/%=?\Y9?<68H>F=Y,U]6(G#9&'&IHDI2SQ>:G.JZ$R9E"T4T>51EBNB?WRW
M%ND^V?L[7$XF:2I)LZ8=I9\)7K7N3ZR7)9OU#/KE\BYI:VU6S0:CQ!=I:UK1 M9J.4SAN9?N7[@7_ZY)^:G_R&7L%AXXN,0%%M>Y M/K).'C!6+] M[4:[.
<30XTZV%1>6,O*41+0<*#\)O:BB:-EJG4<#UKW)]9+DLWZAGUR^1:NW M6F(HB^DK DN%XKX7;;2<+9HJ$]!>0HB\ES)HB\M)PE*0)7[8?/\ W%91&DR)
MF<%^&$BYT&""$L4:K1:%&MNLX3,Q_CMCAM-F@3*GT#R&6+PVMO;4&:893P%C M.\%VNT'"V:*A/AQ<7D^'_P"#:CAC-D>4T9S3C+B\%M:UG?)!DG6.\G+D>Q>Y M/K)/(?
@I_;69_=,?.5KJ*]LIZQO M8T7Q,3SI(-+6VK&BS4>-[&VY/.3DLWZAGUR^1#ST0';FEYF6=1^1.> @;5]9J:*.$ MS/"9_##9%PL#C0J^D\6_*4)FW/_&M7$L_-.1<4\!CG)OE\)^^62[3_.--
M]6/Z./*(;0?-LR:+,J)>7RJ\LT#ALJ2C.T,^N7A+M"Z#-!J/$4(-HNFHX9_A M/G'S; S@YZL.JGRGDCXB--FLR22P04!%X#2P-X29M$P7HRXCGQ'$=X+L-IK$ M'B,L!E+\T;V-
MR>3$A/T4X"Y3\OA M?Z+=;-/%&G9.%.00*6S6?&:"Y("R T-[2OW9X$P(+U2+*X[*S+ U)>QY_)X3 MAQG?D>QMN3SDY+-^H M9]4\,17H_!5;;6?F)B+"H\"2\I_.=X-
+:WK6BC/YI"B+P+8?\.!G/Y\'+X+: MUJ. F;-1Y+V40F]C;<\I.2S?J&?7+Y#WN+.9*_+Z/UE$NUVI1)8(*$SX9"PCGWTV)%!/M']8\D7 M@MK1A6W@Q)27:/P4?
LK$[Y^>T]A/M8DO;:=RY+-^H9]QI;&]YBS29GBY3P!I;F]:T5#H*0BO%\/W:E) MD.)LEK:+59F_F^<9G KT9S\W'XY_P#Y7[<<%I-/GJPHAB(OK&5^' 4$%^+G M*OJ-X$,$TEK),YP
DIHEX2?W3]O0:VQ%S5I*,RP*(L/$>(0)LMI,]VO0/4:<$GBU:6EI5LT&HY$E"%V MMN<+9HHS/'PO/#9$?]R3V?.Y+BU(J#(B9EBOGZQJ^%E865-HLBDXSQ%?"&#*
M\R0DDE(10%\)62RI_P!UJB$E8$%%#!A/BP2Q UK.%9G?>ZT[ER6;]0SZY.[G M+,B2*Q&T0K$;1"L1M$*Q&T0K$;1"L1M$*Q&T0K$;1"L1M$ M%-.LCM"J
M]9':#6R6]/,L;3SB/G)O+*0_2+JD*U$XK43BM1.*U$XK43BM1 M.*U$XK43BM1.*U$XK43BM1.*U$XK43BM1.*U$XK43BM1.*U$X
MK43BM1.*U$XK43BM1.*U$XK43BM1.#LUB-+1M[Q)P$98,8JO61VA5>LCM"J] M9':%5ZR.T*KUD=H57K([0JO61VA5>LCM"J]9':%5ZR.T*KUD=H57K([0JO61
MV@PLMK4E%H3SX2A+"T699#%:B<5J)Q6HG%:B<5J)PE'O4<]:H"OQGQ>*^U&F M/F03J(CR/$R5]!*U>J:?:N#6WJC0F]Y5'>24\?D!M6APM%'"9^4_A7^]-HSA
M0S]I7LXE&TQ_ECO#:8_RQWAM,?Y8[PVF/\ +'>&TQ_ECO#:8_RQWAM,?Y8[PVF/ M\L=X;3'^6.\-IC_+'>&TQ_ECO#:8_P L=X;3'^6.\-IC_+'^98FJS80F5\X(
MOY8IJVB_+%-6T7Y8IJVB_+%-6T7Y8IJVB_+%-6T7Y8IJVB_ M+%-6T7Y8IJVB_+%-6T7Y8IJVB_+%-6T7Y8IJVB_+"_=*AYZ M8#A5]@A35M%^6/\
$MS9HEMS>=>OWCD9^0=X;3'^6.\-IC_+'>&TQ_ECO#:8 M_P L=X;3'^6.\-IC_+'>&TQ_ECO#:8_RQWAM,?Y8[PVF/\L=X;3'^6.\-IC_ M "QWAM,?Y8[PVF/\L=X;3'^6.\-
IC_+'>&TQ_EAG:4MVIJ9K)41X#A_\8P>O MV!@]?L#!Z_8&#U^P,'K]@8/7[P>OV!@]?L#!Z_8&#U^P,'K]@8/7[P>OV!@]?L#_,95?.@+@9%
<6JV2C2OG(OD<'I MD*]MMJTBO;;:M(KVVVK2*]MMJTBO;;:M(KVVVK2*]MMJTBO;;:M(KVVVK2*]
MMMJTBO;;:M(KVVVK2*]MMJTBO;;:M(KVVVK2*]MMJTBO;;:M(KVVVK2*]MMJ MTBO;;:M(KVVVK2*]MMJTBO;;:M(KVVVK2*]MMJTBO;;:M(KVVVK2*]MMJTA; M;WB_?>]I;#?
XN=XK[61?^.&91&\5HM'T6))VE0^S<&?[0R/S6?GKUCHEB M3?Z7PHLEG*%LT41%PSAE865!F@BEXSQG?\!BU:LD-4-67-O_%%&?$?TQ?Y] MG:9/:+,.?8&S-
JGAQ0\@_P!E!I(YO#96?^(W/G')'V7&G>KTFB+RTG"6(,K8SHM$$J*TVK MH ME.P1G[?AM+:VJV:#/YI3B(-+6WK6BC4>/X?_+=L+[U:?NBXDGZ-62#X.<@S)0)JT,U-
&36^9Q\/.+PD6[_XEI/[I9PL_(K"GI1EY=;Q7M&/ MT%J*8X'A8'A6:U'MF68B\-G^SLCOK\]PWH"B\!O;"K$H\W65>3E/P+79,/-YQ3'H+PFEN:5;%&?YH0IJJDHS.=QI
MWJW(C],GKM'G1KJN+;61UR=MHWQ9V;W$T9G M)PD?E(,;'P67[.R.\7WBY8DE-">-/@>[.):#+EY ME]%1E,?@VC]O M/^(SA+-
RD(#C<:=ZMR(_3)Z[1YT:ZKBVUD=SX5HM11LV*U8R2<'P>[3YMD137Q>0OK' M@G";)9$DE@@KQ<,)X3\%=I;G Q0DS,_(0:VYK3:+,Y"P%B* O 8K^N66]RAK MQ'?G+3X+)?HFJ
|=X-$^B9\XNE?SN-.]6Y$?ID]=H\Z-=5Q;:R.N3MM*<'O" M]C0]]K5@YZ,RM/BMM:RC]RHMKS>5XF,-!K"S/I%>]8B\);/TVZB076/(1B H MPBR?QS\Y9\:SCFB+R%X7_P .RJPPM?
91[1XO+X,)1@O\@S86V""'!HS'Y1SX M.>P^DGEXLWE\&S?N)>FB Y8^TXT[U;D9G_\ UD]9;SHUU7%MK(ZY.VU:_9>] MLU^E:,R4Z?
%;:C\B,K1!/$BT,ZQFLE%*1PA#=G5K22BD,H?!1^WH/[NSIOZZ MK^1,&4,&9U:%>\5(B_E5 6/PO<6?ZUL/#Z)\F8_*.?!SV"TD\O%F\OPM6'IL%(Y1_D M?
N[0D(^B49\/)#*#LG[8S)E9^/"?#&;C3O5N1E^G+K*>=&NJXMM9'7)VVK7[M+W,;+_Y&J4[1D0@*+Q6V=A])O#LI,O:>-NW.@MM 7125_+D\!E^SLC_[%YD%
MG/9^!FK"U6M>7FYDEX!M%G A)0G(&MM5#S#.!)<2"HERGY8;H39D<#1)@OW. MS]X04"T\.*/RE(Y$[U;D9?IRZRGG1KJN+;61UR=MK2<4.A[K.OB;HZQ>*ZR:
MS3,EX[*5GHJ9\X]95]4QWL7PM+9:+S%FF$^'&<1>4-+_A'>47DTD"M=F@.QM;Y>3R:)G%$$I_[M%N1F?_0764\Z-=5Q;:R.N3MM;W(,H^>6?Q761E9RA47O#C@^AI% MHA0+:(4
M"VB% MHA0+:(4"VB% MHA0+:(4"VB% MHA0+:(4"VB% MHA M0+:(4"VB% MHA0+:(4"VB% MHA0+:(4"VB% MHA0+:(4"VB M% MHA0+:
(4"VB% MHA_B6Q,/[8L_I%]V?&7D/TBQE?CYR#(T^0&M9D2"C,Q_M\ZP=Q0J$U?3,HNB64[^ O@)DKN;/SFA^3Z,JHISP D)O)+P++8BC\Y9Y"3[5 MWLNOVG$4@8-FS(E-
#6TOPG],RXQ4E.K2*DIU:14E.K2*DIU:14E.K2*DIU:1 M4E.K2*DIU:14E.K2*DIU:14E.K2*DIU:14E.K2*DIU:14E.K2*DIU:14E.K2
M*DIU:14E.K2&*&)0)]Q[:WG1KJN+;61UR=MK>XE\1^*YG96"U%[IC?@."^HX M20;6X_P"(T,RD]$L28"V1HAHSXTF1Y@;5J9)9I*^9WB(+_;_VJ$V2KRVD M4)?
13Y#PGQ7HCA<%EU^TXBD%GUVG]Q3D8_I__P BWG1KJN+;61UR=ML(XN;R M&][-F9_?,/,/V?5@+$?BL:D1_?-ONT]*EZL..!S6MR\^SK4A?&DS(\@YMH;- M5I^LHSSFX;+K]IQ%
(+/KM/[BG(Q_3_\ Y%O.C75<6VLCKD[;JEJON;3 MS6DGTI4QR0EA'.3?2?BJ-HT,B0DH3,\! DL.X,823]:&-62]Y)7-:WGLNOVG M$4@L^NT_N*LK M#B@)SVMY[+K]IQ%
(+/KM/[BG(QW)_P!Q3SHUU7%MK(ZY.VZG(;X6SZ'W4_W MGBD]Y;VA)/ F-1R)CY.,P;'-]K+_'8?2C::$XH3^L#:ME*6U.,S.$SQFZ[6\]
MEU^TXBD%GUVG]Q3D8[D_[BGG1KJN+;61UR=MN(XO=>RM\+3:OIM23L)A]OQ1 M':+6M+-B6$SX3 [/^QE 7_E4753RJV0;>T*4MLJ,S.$W;:WGLNOVG$4@L^NT
M_N**#WML/SSHH*DK%Q M<9G>Q@T?M[!+/ZRCYQS7BSCWUN:K:+\IQ2%$6)WVMY[+K]IQ%(+/KM/[BG(P M69>8;-18R6<.&UO/9=?M.(I!9]=I_<4Y+)*WZR'GL_^ LD
M\Y9P^:1\?'(*Y.PC0*Y.PC0*Y.PC0*Y.PC0*Y.PC0*Y.PC0*Y.PC0*Y.PC0# ML=L:)4P5!Z*2BOX"=MOW/LM'OLUG*+WI&>JGSE9"\3_.5$0-H4/^$SO,R\GT
MI5:"P.A%@M)K)BHE48(;R3/"1YA6VK:1^6*VU;2/RQ6VK:1^6*VU;2/RQ6VK M:1^6*VU;2/RQ6VK:1^6*VU;2/RQ6VK:1^6+6NRK;*/FP^<:>,BP))Y[+K]JX
MIL5D+G6A<,!0P1$:COGY"%2G;1I%2G;1I%2G;1I%2G;1I%2G;1I%2G;1I%2G M;1I%4G;1I$)LD[:-(862VFA-H2H"7.+"LS%8BP090-6A>\5*N^7JP%B\3]C,JOG-(9?,@Y72QU5]0[
ME:]WRD\]EU^U<;-_,_M+)TL=5?4.Y6O=\I//9=?M7&S?S/[2W(B175.Y67 M6:YT//9=?M/-;-SR*>XFQQ,62E8S\SVO% NRMK[)HDTG(8:V%M6,UF4O$>,K M[H8ZJ^H=RM>
[Y2>>RZ_:N-F_F?VEN1$BNJ=RLNLU]AY[+K]IYK26#W+W6MOA M^[3UC/D\4)?O=F+[U%YIY4X%=&(_)Y$NACJKZAW*U[OE)Y[+K]JXV;^9_:6Y
M$2*ZIW*RZS7V'GLNOVGFM.Y>ZV,L)DS.;GZ?%";)H4+-10&7&1QAI8RJ:2-4 MXIHL3G8ZJ^H=RM>[Y2>>RZ_:N-F_F?VEN1$BNJ=RLNLU]AY[+K]IYK3N7N;E
M_P!'M)\45G_>RZ_:>:T[E[F]..S'D6CQ16AB5,D<\I4>=E@@QN=CJKZAW*U[OE) MY[+K]JXV;^9_:6Y$2*ZIW*S:R_9>>RZ_:>9MN>4GN80T6D*#Z17O6@\47-.(M-K$?\-
H98L!XR@^RMXS]R1'*GS3REXHK&O"9-2F]WI>"UO/9=?M7&S?S/[2W<=[WJX.$L/BBLJ\'/7E(M#P6MY[+K]JXV;^9_:6[F4I>T\]EU^ MT\R]R?62]]G(Z2B4K:49ED@\43!?
$W@G2K0\%K>>RZ_:N-F_F?VENYE*7M// M9=?M/,O>RZ_ M:>96Y/K)>^R,SC]P@YRAY?%%8T<9M,G,TO!:WGLNOVKC9OYG;I;N9G]9.9;S MV77[3S'NSSD#E>U+%%)2B*
<$S3124$WBBLK'B0LYS+LO!:WGLNOVKC9OYG]I M;N1K)S-'GLNOVGF/=GG(*]MD9?]Q*V/.Y/%'[O_,3%*9X5>T\%K>>RZ_:N M-F_F?VENY&LG,T>>RZ_:>8]V><@!'M>*
(VK2\A)0G(0;6]< M;19G(7HEB* G@M;SV77[5QLW\S^TMW(UDYFCSV77[3S?RSY J4WMM*^)B13J M^;Q1-+.A:6:VWF0GQ'2G21EC'>6([RQ'>6([RQ'>6([RQ'>6([RQ'>6([RQ'
M>6([RQ'>6([RQ'>6([RQ'>6([RQ'>6([RQ'>6([RQ'>6([MRQ'>6([RQ'>6([RQ#>S>]0?O,. I1WEB.\L1WEB.\L1WEB.\L1WEB.\L1WEB
M.\L1WEB.\L1WEB.\L1WEB.\L1WEB.\L1WEB.\L1WEB.\L1WEB.\L1 MWEB.\L1WEB.\L1WEB.\L1WEB.\L1WEB.\L1WEB.\L0QLGO4%S%4L!QZ1WEB.
M\L1WEB.\L1WEB.\L1WEB.\L0QMK>TL?=(Y^'C0HN4=Y8[9#O+';(=Y8[9"]: M&.T0KV6T0KV6T0KV6T0KV6T0KV6T0KV6T0KV6T0KV6T0KV6T0KV6T0KV6T0K
MV6T0KV6T0@)LSVB%:B<5J)Q6HG%:B<5J)Q6HG%:B<5J)PEG9% MH." X8;WI<1'QBFQG5V138SJ[(IL9U=D4V,ZNR*;&=79%-C.KLBFQG5V138S
MJ[(IL9U=D4V,ZNR*;&=79%-C.KLBFQG5V138SJ[(IL9U=D4V,ZNR*;&=79'G MM&)8ST"N8SGH%@5S&<] KF,YZ!7,9ST"N8SGH%@5 MS&<] KF,YZ!7,9ST"N8SGH%@5S&<]
KF,YZ!7,9ST"N8SGH%"([X M4KW["^H\(KVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKV$
MXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKV$ MXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKVXKV$
MXKV$XMB#6E?F,J/E]YH\45ELI836H\4!%G-X;6\]EU^T\Y[L\Y Y7FLNOVGF M+44%ZYYWMM:^-:"F)6GQ1$QP,F"2QF9JS&3PVMY[+K]IYSW9YR!RO-9=?M/,
M6HH+USSO;:%X3;YDEI\45K:?]IIV/,]EX;6\]EU^T\Y[L\Y Y7FLNOVGF+44 M%ZYYWM4KZ=H4>1*>3Q0J;KH(29GBOA39=-2C,\;PVMY[+K]IYSW9YR!RO-9= M?
M/,6HH+USSO;9BPF2CG6H\WBAM2*D"*UO/9=?M/.>[/.0.5YK+K M]IYBU%!>N>=[;(7_$(.:RZ_:>8M10 M7KGG>U@Q^@Q04R2+Q0F7&V1RF\5K>>RZ_:><]V><@Q#+Z2B*
<_%$S+CM*>HT-XK6\]EU^T\Y[L\Y Y7FLNOVGF1(K,&N\5G>RR$ MJC_DLNN7BB8IP_Y1=1H\5K>:(6="4F<"NT*M0JU"K4*M0JU"K4*M0JU"K4*M
M0JU"K4*M0JU"K4*M0JU"K4*M0@6DREN$0A2A1D*M0JU"K4*M0JU"K4*M0JU" MK4#6I"B(F9YR!GY7FLNOVGF1(K,&N\5G>QDW^@T2J8X?%%96/TEK/9(NT\5K M>8I
RX<;D3J\IW I!CN2]3E(&\UEU^T\R)%9@UWBL[VLFOTF:3G+Q0V=A]%B M9[2H/9>*UO,4@9<.-R)U>4[@4@QW)>IRD#>:RZ_:>9$BLP:[Q6=[;-^G9]0O M%"U243-*$^K#G-
XK6\Q2!EPXW(G5Y3N!2#' M,GCM;S%(&7#CK^(LX-6))8DP/':WF*0,N'&Y$ZO*=P*08[DO4Y2!O-9 M=?M/,RZ744&^^7UC>Q*S+_28J)2SRDB560H3XH?$_P#_#V1_P"S:;W\OTIZ
M/E+G/):WF*0,N'&Y$ZO*=P*08[DO4Y2!O-9=?M/,RZ744&^^7UC>KF,4J4KR M%"/>6LCLUDXU%YQZJ3SG>XH0FQ6(H&13F>$S/C_XB\3ZF[8X&2",S/B(@TMR MZ)G
DN)!42Y3\IF\EK>8I RX<;D3S4F?F\HH&*!B@8H&*)B_^.Y+U M.4@;S677[3S5NEU%!OOE]8WH)""A69W@5K_=$):?N"L!WR9^3B-7&>")/&?-
M01$7BA1^T,3^\;>@OW?]Q3_MJ+[M)^@7TC^L?JEY3O>*%3=J<#)"3,SXB*,-;>OTU7BXDQ)+ M$65Y;6\Q2!EPXWG7J1!=H\A&\UK>8I RX<;SKU.4@;S677[3S5NEU3#?>JS
MO,=JM9?_*]B=_ZZOHR858BPB HO%$NUV@X&+)F>+A>#2WMZ2U1<18"Q$\U MK>8I RX<;SKU.4@;S677[3S5NEU%!OOE]8WH)#]\R+)0+!6(HAM:F@A4ZC%S<@P8SB+
M8_1D*_Y2!6>RH2ABF(BO>*,OV.SG>*!37.E/M'T7GM;S%(&7#C>=>IRD#>:R MZ_:>9C*>8PVWAO% 0*%F;&S?364$Q1JS>4A#9T\ZU86BJ6+Z)>0L=>IRD#>:RZ_:>9C*>8PVWAN
M\F-F0IHU/ DC,YB'.;)0P9_7._LIARP#G6YJT;*XB\Q.2%7K$/\ 28,V9\9% MYVT?G9?%,G]I9']RQOJ\JS+V4YS>BUO,4@9<.-YUZG*0-YK+K]IYF,IYC#;> M&[O=L/-LZ:30XBTJ\D\!#W-
C3YYTEG25*?(5[Q4-;>UB9IG/T2QF%VAL<+5: MC4=>IRD#>:RZ_:>9C*>8PVWANWF7TV)%8KD+ZQY(_(:;+ M8T$A@G 7"^?&>'Q4H_9F1^8S\]>L=$L17^D7$]-K>8I
RX<;SKU.4@;S677[M3S,93S&&V]-V(L-FK%G,6$S\A$$6*R% R26,SPJ/RGPO>*EI;&]4S0:CQ:8B M#2UM[[5HHHU'C>FUO,4@9<.-W1<)A%PF$7"81<)A%PF$7"81<)A%PF$7"8+9)
M*_[OE)Y[+K]IYF,IYC#;>&[/_I-2_P!FT1>1F46T?G2RDX,L'BJ6S0?WUH^[*0Z?JWL9/7:WF*0,N'&[CN*]R? M62\]EU^T\S'7#;7==HM7T&1)VSA]CQ5'[HX;&Q\Q'E^DKI'D(GKM;S%
(&7#C M=QW%>Y/K)>>RZ_:>9CKAMKNMK:3C:-LB2+E,_%27[?9C@M=H([_T48<:HBQO M9:WF*0,N'&[CN*]R?62\]EU^T\S'7#;7==E9X39_;,U\OBH-2KR2#6V?P88
M$:A13QRF]EK>8I RX<;N.XKW)]9+SV77[3S,=<-M=]3S,=<-M=U$S134 MB33G['G(-+?:"/GK.+B+ 12%I$1B(WKM;S%(&7#C M=QW%>Y/K)>>RZ_:>9CKAMKNIM^[-"\V#W:,ZYKQ3^*C_.?
9#_TF"K_UU\D1,YCTB)G,>D4&,RNT*#&97:%!C,KM"@QF5VA08S*[0J6.72"M M3=BR]Y[Q142P2BI9;):!4LMDM J66R6@5#'83H'=V.PG0.[L=A.@=W8["= [MNQV$Z!?
LUG_#3H'=K/\ AHT#NUG_T:!W:S_AHT#NUG_#1H'=K/^&C0.[6? M\-&@=VL_X:-[M9_PT:!W:S_ MT#NUG_#1H'=K/^&C0.[6?\-
&@=VL_P"&C0.[6?\ #1H#>T'96,"48$)(YX!Y MUE/%_P D.ZKX=(=U7PZ0[JOATAW5?#I#SK,TQ']LAW=M.?Y@79V;%L3%<9T*MME[0JVV7M"K;9>T(.8V*?2/XP_C# M^,/XP@^^*
<5C;+V16-LO9%8VR]D5C;+V16-LO9'>&TQ_ECO#:8_RQ[JSMFRF MD$/%G9CO*^'0'>E\.B.]CO8[ZC)I$!6U$.+M#O['U?S!YEN8F>+MCOC')VAY MEJ8GPE'>6(\QNQ,5S&<]
|U;$RE5V138SJ[(C9SGH!<[F1<@;*G,5RYS%2CUM(J MF,QZ14L9CTBI8S'I%2QF/2*EC,>D5+&8](J6,QZ14L9CTBI8S'I%YDRRZ14L M9CTBI8S'I%2QF/2*EC,>D5+&8]
(J6,QZ14L9CTBI8S'I%2QF/2*EC,>D5+&8 M](J6,QZ14L9CTBI8S'I%2QF/2*EC,>D5+&8](J6,QZ14L9CTBI8S'I#"TI9L MS4U*_D%2QF/2*EC,>D5+&8]
(J6,QZ14L9CTBI8S'I%2QF/2*EC,>D5+&8](J M6,QZ14L9CTBI8S'I%2QF/2*EC,>D5+&8](J6,QZ14L9CTCF^Z908](+G,V=$
M5:!5H%6@5:!5H%6@+0EDR@)7E%2QF/2*EC,>D5+&8](J6,QZ14L9CTBI8S'I M%2QF/2"+W3&/B/2/<,V;,T\TCOXQ4L9CTBI8S'I%2QF/2*EC,>D5+&8](J6,
MQZ14L9CTBI8S'I%2QF/2*EC,>D5+&8](J6,QZ14L9CTBI8S'I%2QF/2*EC,> MD5+&8](J6,QZ14L9CTBI8S'I%4RRZ1";)EETBI8S'I%2QF/2*EC,>D5+&8](
MJ6,QZ14L9CTBI8S'I%2QF/2*EC,>D5+&8](J6,QZ14L9CTBI8S'I%2QRZ1![MIEETA*S0F$R(4$B@D4$B@D4$B@D4$B@D?Y9)(FR[T/D(XO%.NU6@^:Q9I,S/
MR$&EO;>F=XOHI]$L19;]S3O5NRU[IVGNSSD#E=?1N1R WGL6IR$XRU?#::]P M*4%NRSF\I2!&J6:XL^EUC\4Y?L=G/B4U]E/M'T;HDE*(C]ZO"*:9R%-,Y"FF
M<@B5XOI*P%C/)"87:K0?.;-%&9GY3<*=TMSVO=.T M]V><@%4A1%C/"XD[I;GM>Z=I[L\Y Y77T;D<@-Y[%J=#?E)SVO=.T]V><
M@K=EKW3M/=GG('*Z^CB@J2OFXU1%+>!VNUG?P M%@27$7"_=T[U;LM>Z=I[L\Y Y77T;D<@-Y[%J.-<\2<5_P"L#:M5&IH<9F<)GC<"=ZMV6O=.T]V> M<@U;3 E&
<_F\4)K6<"""K)^R7D1>].,] M0L$IW_(0-JV4:FJHS,X3/&XD[U;LM+!@DUME,[Q%&8I:-@QW2T;!CNEHV#' M=+1L&.Z6C8,=TM&P8\NEHV#!V>U(4ANF,CO&4-
_,XSW9YR!RN MOHW(Y ;S1"R>4'F^&TU[@D%(]JV?&C,?S^*$OV.S*@1S2-KY8;Z4S>U#? 1WY,():Z3?7FV9,) M<> L8\]LDI$P\I#[ALDS\I09N<(5LS4CC3YV:_D^-
#:UK.$VC11Y;V1R)WJW MFM/\O^TAQGNSSD#E=?1N1R WF*0,-7D)U-->X)!2/3SN;S&?&K1&/O5K4KR7 MM(^[4LCQ&/NEI5DTB%HS5!Y+^8?X]H[OU?F'.3?
2;Y>Z8)-30^($U_<3A/Z! M$@ID]DDS*9R%86[) MJIH2U'"GFP7Y3%1:/4[0]+1ZG:%1:/4[0]+1ZG:'^;9TJ0CGFF!4$-Z#BAXW MAM/\O^TAQGNSSD#E=?1N1R WF*0,-7D)U--
>X)!2//[IB4*P31MY[?(4FGPO MOF:3/+/&/E\W"\/=V9))+* P: MB-JDN(C*#*DSRCSO>*E5H@%3ZR^T/N^>@_(<.>'..>G[RS\9%CI>M#.3I/]0K,EX;3_+_+2'&>[/.0.5U]&Y'(#>8I
PU>0G4TU[@D%(M\Q,6)>=F\ICW;.EA/C??G4;*4:N0O+FR""SI\[C]((\? KN=LL!>?&I"Y4^7 MR8<%^/XO_P"4S+_8LWG="TR]KHN/FE&8[M_49=L=V_J,NV.[?U&7;'=OC+M
MCNW]1EVP=FMZ.8W]\HX(4G>,D_1,R>&T_P O^TAQGNSSD#E=?1N1R WF*0,- M7D)U-->X)!2/,O=\I/N5IMEZS8"PJT%GP<8)#,B)!8+H=I:$9I*"+RBK:Y-(MJVN32*MKDTBK:Y-
(]_8TJ1SHR."/C*#C^+\!Q T,R_TFOG,^5/1S0.)&L6=Y M[3_+_M(<9[L\Y Y77T;D<@-YBD##5Y"=337N"04CS(,Z*O-G^>!]BM?[@7FX M$'G5HGNRY4]8OC*IBCO:/.9RE@Z17I8#P"

XW"C6+.\]I_E_VD.,]V><@8R9ET2'-;,F9EJD*KUE:1[NSI)")PON!L7QF;,2*%LA//3K)OY2 MA3C<*5G$1BJM6RC\P55JV4?F"JM6RC\P55JV4?F"JM6RC\P55JV4?F"JM6RC M\P55JV4?
F"JM6RC\P55JV4?F"JM6RC\P55JV4?F"JM6RC\P55JV4?F"JM6RC M\P55JV4?F"JM6RC\P55JV4?F"JM6RC\P>X8L[02H(;Z4=LQ![JU;*/S!56K9
M1^8*JU;*/S!56K91^8*JU;*/S!56K91^8*JU;*/S!56K91^8*JU;*/S!56K9 M1^8*JU;*/S!56K91^8*JU;*/S!56K91^8*JU;*/S!56K91^8*JU;*/S!56K91^8*JU;*/S!56K9
M1^8&G[_^VX)!27!&L6<*Q9B[/.0.5Q,=9?7-QL=<^J#E>5>Y/K)>0G4TU[@D%)<$:Q9PK%F*[_Y#8O]A60M)OGS+,A2SX88B$-J:$CR%?T%G'GD MIH?E/1
/N&:$R$6=V+E3UBN;.WL:I:4\XN)4$>//+\7&S!!0MTEST:R=)0IQ MO(>[/.0.5Q,=9?7-QL=<^J#E>5>Y/K)>0G4TU[@D%)<$:Q9PK%F*[% M;&Y?=%1+C/CD?/F%YK%-(^24P3"SE
S)WKE3UBN?^,KTF13P7LH-"KRB/XN- M$(+_%FOWB)%1EB.$I('C/=GG('*XF.LOKFXV.N?5!RO*O)X%RIZQ7- MGJ%F!K30:ESL>'3C^+G^8DOO[,%L5S9ZA9@5H329'D.\>6#XN-
+,N@T0:9R@$!O$>[/.0.5Q,=9?7-QL=< M^J#E>5>Y/K)>0G4TU[@D%)<$:Q9PK%F*Z$S12,Q ^1,F90M%' 039D MX(_*>'AQ/"N5/6*YL]0LP4Q714DRG"F2Z:3,CQ?%QNR^BV64RC>
(]V><@)L5S9ZA9O@.WV4O/],N/ZTO'QRQ_%NUHXVO.V_.Y7B/=G MG('*Y;3O2ZK@8ZY]4'*\J]R?62\Y2!AJ\A.HUJ,X3,1F(S$9B,Q&8C,1F",C M,0?5N"-8LX-
H2DP&*2122*2122*2122*2122*2122(!SE1K5#R/;"R8K-/'! M 4YCSB0B579A'WC9!2$9Z!YS96S\YCSU-%8R+D'W#-)*XXSG.^\:Y4]8KFSU M"S?
#_FV>H4=\N(]!Y#^+:U_^1FA63F^S=3LEBYGO4HYWG' 4!&1<1\8CL^T? M9$=GVC[(CL^T?9$=GVC[(CL^T?9$=GVC[(CL^T?9$=GVC[(CL^T?9$=GVC[(MCL^T?
9$=GVC[(CL^T?9$=GVC[(CL^T?9$=GVC[(CL^T?9$=GVC[(CL^T?9$= MGVC[(]\V-CS.897E'Y/J@SA81_2/LB.S[1]D1V?:/LB.S[1]D1V?:/LB.S[1 M]D1V?:/LB.S[1]D?YMK-
E[F$B\U1F=_$5U;L_P!Q:^[6MH1EYJSP?528[S_3 M:]@=Y_IM>P._P!-KV!WG^FU[[S_3:]@=Y_IM>P._TVO8'>?Z;7L#O/]-K MV!WG^FU[[S_$VO8'>?Z;7L#O/]-KV!WG^FU[
[S_3:]@,V/[>U]XT29F?F MK*]!!Z22!RO*OAL5S9ZA9OA:68_23EP91 T?1;&G:3#[-U:_I5==F M[E;U#M/=GG('*\J]R?62\Y2!AJ\A/"T7&T;\1$4__#Y)]Y&DS3B*+0\JY4]8 MKFSU"S>
HDUR/.3REC++!\6FJOH*0KUB3[5U:_I5==F[E;U#M/=GG('*\J]R M?62\Y2!AJ\A/"T7&H_\ L/,E\>:F,PSLYTB3?E.^>5Y5RIZQ7-GJ%F\$^;4M
M/.3REB/)!\6;6C_I4>SYW)=6OZ5779NY6]0[3W9YR!RO*O"?,KF?G%RE-E@^+*F+2 MK4DR.0[P:69I6,UFDY4G!=&OZ5779NY6]0[3W9YR!RO*OH6;PFCJ,)2'HB^+-H(
MJ*S)>T1&?K0W1K^E5UV;N5O4.T]V><@[F69!J/A&<1 E6U9$GB3?RX,H)DR*!F41/.M#,C4J%,5_"*IKLGH%4UV3T" MJ:[)Z!5-=D] JFNR>@5379/0*IKLGH%4UV3T"J:[)Z!5-=D]
01Q\PLWA)MJ M:2+QR'H//\6;/:,*V,&RK[5T:_I5==F[E;U#M/=GG('*\J]R?62\Y2!AJ\A/ M'T7&V/5]I[4V9&&/R%A,$Q9% S23]*8M+Z%% 879ETDG_P 'C+XL,6)>BPSJ
M5HNC7]*KKLWH=I[L\Y Y7E7N3ZR7G*0,-7D)X^BXU*PFTY">UI;#C,^:6 M<^29_$V]&#S5[/.0.5Y5[D^ MLEYRD##5Y"
<=!4QB@J8Q05,8H*F,4%3&*"IC%!4QB@J8Q05,8H*F,4%3&*"I MC%!4QB@J8Q05,8H*F,=%QM$_7Y'M9G](U'E?Q=G:45E!PD"F+2FDX#^*S6UM M:#-!JF(<]3=MSCE_+,=X;3'^6.\-
IC_+$";2UAD_]8[TOAT1WI?#HCO2^'1% MZUCO8[V/-MA8X/F'?49-(:+L]H2U7_CF4%[Z:+\;N4QLY5>Y/K) M>0G&269P%S?)Y12R%H%+(6@4LA:!2R%H%+(6@4LA:!2R%H%+
(6@4LA M:!2R%H%+(6@4LA:!2R%H%+(6@4LA:!T7&IH?I+S/83-F4*U' 09V?"A!$_J; M<@O-5>5+@G+-\5O<%2;M$IQ%YQ]4BQW5K^E5UV;NYJR(R\HJT3$*M$Q"K1,0
MJT3$*M$Q"K1,0JT3$*M$Q"K1LD*M&R0JT;)"K1LD*M&R0JT;)"K1LD*M&R0J MT;)!JM*$D1,YCTB)G,>D46,RNT*#&97: M#"UH)'O&L<<&*^*#&97:%!C,KM"@QF5VA08S*
[0H,9E=H4&,RNT*#&97:%!C M,KM"@QF5VA08S*[0H,9E=H4&,RNT*#&97:%!C,KM"@QF5VA08S*[0H,9E=H4 M&,RNT*#&97:%!C,KM"@QF5VA08S*
[0H,9E=H4&,RNT*#&97:%!C,KM"@QF5V MA08S*[0H,9E=H4&,RNT*#&97:%!C,KM"@QF5VA08S*[0H,9E=H4&,RNT*#&9 M7:%!C,KM V+8D$DD0WH>,BPF?
&*#&97:%]DQF/2*EC,>D5+&8](\YBQ,AW9B M.[,1W9B//LK$^$@[FQR=D=S8Y.R.YLP.X,?5_+'<&/J_ECN++ MU>P.Y(R:!W)&30.Y(R:!YUC3!BT$.Z#N@[H/.LJH>'E'=5\.D.ZKX=
(=U7PZ M0[NVG_\ 8.[MIS_,'=VTY_F"#W#8L9_F"K;9>T*MME[0JVV7M"BV3/I,?QA_ M&'\8$:%-8N& ,^<:O=0>:*2N&(4E<,0I*X8A25PQ"DKAB%)7#$*2N&(4E<,0
MI*X8A25PQ"DKAB%)7#$*2N&(4E<,0I*X8A25PQ"DKAB%)7#$"4SBYNEP=%Q0 M%&$V=/HEEPY7L_\ HMBO>ARJY"QO\NS+B44QX#G!LFEY:3@/XJV1AQ$T5/S2
M+,=U:_I5==F^#;=*ZIW*R/.O/HN,VC6N7@XBT MO5_EKK6O5P3QS?$%LSPFS/)?+XJ-EI.!LT+W:951S)A/%=FOZ5779O@VW2NJ M=RLAX'G7N3ZR7G*0,-7D)X^BX?
=6@H4\TX)>$(2T9J@L\,)ER%PG>I%G*B9W M]7#PXP24T2^(,!A3(XTJ,IOBFC]M9G]W9ROZZM"8)SNS7]*KKLWP;;I75.Y6 M77[3SKW)]9+SE(&&KR$\?
1<++FQPGF.%ZSM:R^\:Q:I:3Y'N4U.)*3.85;7) MI%6UR:15M=]%!Z'J19T1J5DPGB($S1>010$]S;=*S M'EU%7-H@J:2YQ2E\T)?%$_P!CL*O._BJ+J=K9XW U_2JZ[-\&VZ5U
M3N5EU^T[(A1%$411%$411%$411"C@_A'UDBB*(HBB*(HBB*(HB)VE(&&KR$\ M?1A,8]"8QZ$QCT)C'H3&/0F,>C,#YSJZ+A2V122<(2V1144+Q*_Q MD&OFQP" X_(S+_5O?
G'[./,^+;=*S'4KDTD MY2!N))'A%+A.*7"<4N$XI<)Q2X3BEPG%+A.*7"<4N$X4LEQ%#%\XL>KR%<"D M!NKHN)=E5Z-\N7AY7B;->-1%,7SA7-*"%)'C^ F3(N+3F M#&SV4B0Q-
4$$SXMMTK,=R8]+J*NBO*E.;XF\Y40_^?83_P#U[,[Y_35V2P<9 MW^)Q-?TJNNS?!MNE=4[E9]\>=H["D!W(]7E*Y-).4@;B9W)>H>86/5Y"N!2 MW5T7$2?II,N7D>$F+(H6BCO
K/#"N,Y1"<1H($R8D:FAX![QK =K5'Y/(7+\ M##7Y4OBVW2LQW)CTNHJZ$?&R+.KXFJ_:OVU7^D5Y:B]/R%]3K21N)K^E5UV; MD596Q-
O>)XDEQ0_2$5HV2[0BM&R7:$5HV2[0BM&R7:$5HV2[0BM&R7:$5HV2 M[0BM&R7:"K18N?S$*YI\XH+\$/&?&XVVZ5U3N5GWQYVCL*0'4KDTDY2! MN)G#_#6Q??K*]Y$_/FQ_M
GGGS6B3C\F$A!9R\\XU"\+#7Y4OBVW2LQW)CTNHJZ,6G&E130:?B87[/95 M06AJ4*S+ CBZ?5UG(U_2JZ[-R-Y2ZI7%O^H]A+C;;I75.Y6??'G:.PI =R/5
MY2N323E(&XF=R7J'F%CU>0K@4@-U=%QDW9X,I<02V9T%$[DMFR3*Q$<)P^EY M"XX?#8:_*E\6VZ5F.Y,>EU%71DUXEP3E\WQ+4W:G R0DS,_(5\PUM[6DT7#(M6
L10$Y&OZ5779N1O*75*XM_U'L)<;;=*ZIW*S[X\[1V%(#N1ZO*5R:2KR%<"D!NKHN0[$TB.^F7B=I-F_WK;RQ%BTY+@PU^5+XM=TK,=R M8]+J*NBC^BI)Y8.7XEE^QV8_.5 IK)Z*
<=(_)S>-RM?TJNNS4NJ5Q;_J/ M82XVVZ5U3N3#?'G:.PI =R/5Y2N323E(&XF=R7J'F%CU>0K@4@-U=%R0E&/= MVZ^GZ6''QYY1SV*B4GR.M,A7!BLXB5V1Z0]
(>D/2'I#TAAF&&889AAF&&889 MAAF&&889AAF&&889AAF$9S"/(8CR&(\AB/(8CR&(\AB/(8CR&(\AB/(8CR&(M\AB/(8I9#T"ED/0*60] I9#T"ED/0*60] I9#T"ED/0*60]
I9#T"ED/0*60 M] I9#T"GG%/.&J25?]VK-KR%<"D!NKHN;GL%&E0YML3TBT:)ASV"B4ETID*X7Q$(A$(A$(A$0B(M1$(B$1"(A$0B(1$(B$1"(A$0OI3,&K%BKFLRYMZ
OHD*P\F@5AY- K#R:!6' MDT"L/)H%8>30*P\F@5AY- K#R:!6'DT"L/)H%84NJ5Q;_J/82XVVZ5U3N3 M/?$0B$0B$5U9W)>H>8635Y"$0B$0B$0B$0*0
M&ZNBZ.>R4:5^0,KQZ,POK@E(] @9M$&ISDYS5 M])"3Y.3XDH8%_$;E,1&>>!S>]LC1HR:&4$*%&DX.*$L [Y:OQ5]H=\M7XJ^T M.^6K\5?:'?+5^*OM#OEJ_%7VAWRU?
BK[0[Y:OQ5]H=\M7XJ^T.^6K\5?:'?+ M5^*OM#OEJ_%7VAWRU?BK[0[Y:OQ5]H=\M7XJ^T.^6K\5?:'?+5^*OM#OEJ_% M7VAWRU?BK[08I5:[4:3:I_BK^D7E#7H]1-Q59[%
[OF+5SCYQ&=^"#C+B$5GV M3[0BL^R?:$5GV3[0BL^R?:$5GV3[0BL^R?:$5GV3[0BL^R?:"4F3" S+T3[5 MR;;I75.Y,]]RJN*7<>KRE:T,RXE7Q[MIYC?BP'(?(XTR$[6W1ZB78RWJ
M4GH8R/"T7?[NT>>QREIQC[E9<[BB.9PID)VMNCU$NQEO4YR<[)M]%9E. M7V?B2S;E_#;%#(HC+/]+#?(ZQ!KT>HEQ(UBSW)MNE=4[DSWW*JXI=QZO*3T
M,9'CZ+P0D(%'[QG];3&(&GW:_+%/I@'.09&F[)D)VMNCU$NQEO4YR<[3C3 > M71\2;4P]+W1J*5'GEF>EAOD=8@UZ/42XD:Q9[DVW2NJ=R+R-N7Y[BEW'J\I/
M0QD>/HO'SF"S3PXH@?O*Y$?E\MU3(3M;=']=C+>ISDYV^[/XD\TXC#6R*C9 MM%)F.!Z&&^1UB#7H]1+B1K%GN3;=*ZIW+^=
<4NX]7E)Z&,CQ]%Y"6JJ.\/HO+SF1FE7D',;JYR(HK\]S3(3M M;=']=C'>ISDYVZ?^E?5/XE&V9E_L6?SRU?3*;SNB]##?(ZQ!KT>HEQ(UBSW
M)MNE=4[E_.N*7<>KRD]#&1X^B\W2N:9"=K;H]1+L0VCYJB.8QW?U_L#N_K_8 M'=_7^P.[^O\ 8'=_7^P.[^O]@=W]?[[OZ_V!W?U_L#N_K_8'=_7^P.[^O\ M8'=_7^P.[^O]@=W]?[
[OZ_V!W?U_L#N_K_8'=_7^P.[^O\ 8'=_7^P.[^O] M@&A5F\TR^G]CXE#HQ9<+SL-\CK$&O1ZB7$C6+/KRD]#&1XX4D9ES115, M**IA15,**IA15,**IA15,**IA15,
(#C=A,610M%+O"J]9':%3ZR.T*GUD=H5 M/K([0J?61VA4^LCM"I]9':%3ZR.T*GUD=H5/K([0(CC@=K;H]1/Q_P#_+EE M*_>)KF2OV3Z/E>9AOD=8@UZ/42XH2C'?
+5^*OM#OEJ_%7VAWRU?BK[0[Y:OQ M5]H=\M7XJ^T+,U;J4MJIG?,SA,Y3/P&VZ5U3N33?/FH.] M (\@CR"/((\@CR"/((\@CR D+/S?F"]8\[L8[TLST-NCU$_']5G;%"R6DR,O
M(=XPUL#3T#O'QI.B4GH8R/"T;BG'F,+UCSNQCO2S/0 MVZ/43X@$?NS(OO&/FKU#B/HJZQOO*PWR.L0:]']=%DW7@-MTKJG8PO6/.[&.]+,]#;H]1/B!+]T8E]^ MPI>5F?
9._(:GD8;Y'6(->CU$N.R;JXMMTKJGEV%($W(]7E)Z+-(XTN#HW'G)O&*:A34*:A34*:A34*:A34*: MA34*:A34*:A34*:A34$DI1P0A?Y6?V(Y
M(>)XV&^1UB#7H]1+CLFZN+;=*ZIW*T;XL[-V%($W(]7E)Z+-(XTN#HNQ$H7+ M<6.]+,]#;H]1/B"-"RA297PTL95-)&H<4T6)XF&^1UB#7H]1+CLFZN+;=*ZI MW*T;XL[-V%
($W(]7E)Z+-(XTN#HNQ$H7+<6.]+,]#;H]1/B#8KX[,61:]+Q, M-\CK$&O1ZB7'9-U<6VZ5U3N5HWQ9V;L*0)N1ZO*3T6:1QI<'1=B)0N6XL=Z6 M9W$5K7S35%>,\Q&*
[U5]D5WJK[(KO57V17>JOLBN]5?9%=ZJ^R*[U5]D5WJK M[(KO57V0TM#_^HEQV3=7%MNE=4[E: M-\6=F["D";D>KRD]%FD<9M6YJ(D<7_!BFKAT135PZ(IJX=$4U<.B*:N'1%-7
M#HBFKAT135PZ(IJX=$4U<.B*:N'1%-7#HBFKAT135PZ(IJX=$+^6*EI,*EI,*AKLF*AML*T"H;;"M J&VPK0*IILGH%4TV3% M4TV3%4TV3%!A\T411%$411
M%$411%$411%$411%$411%$-B^KI>R\(S$9B,Q&8C,1F(S$9B,PQA_P#*69W, M)%)AOD=8@UZ/42\UH;,3@:$OLBN.8M KCF+0*XY MBT"M]5.@5OJH[(K?
51V16^JCLBF6R6@4RV2%,MDA3+9(1HV1&C9$:-D>@>(1 M,YCTB)G,>D1,YCTBBRF/M"@QF5VA08S*[0H,9E=H7V3&&0](J6,QZ14L9CTB M^Q8P8QW9B"^X91!)^[0+[-
(JD\,0JD\,0JD\,0OL4\,0J4Y- J4Y- J4Y- J M2X8A"AG 8J2%20JA5"J%]D*L^&,59\,8JSX8Q?9JX8Q05PZ0H*X=(4%<.D** MN&,45<,8HJX8Q15PQCTAZ0)H?.YJAZ0](>D/2'I#TAZ0]
(>D/2'I#TAZ0](> MD/2'I#TAZ02AJ1F28A1,43%$Q1,43%$Q1,43%$Q1,43%$Q1,43%$Q1,43%$P MU_QBO07WV8[TLSN82*Y/$:TLK6J:(-)R&4 :61M6LUFD\1O"PWR.L0:]']>
M:U:_9=A2!+N9/.VD?9CO2S.YA(KD\1RVA46R$K]D\J7A8;Y'6(->CU$O-:M? MLNPI EW,GG;2/LQWI9G(ZRVXN-2#ZRCU$O-:M?LNPI M
EW,GG;2/LQWI9G(YN14V9>\+H7S]7G/"PWR.L0:]']>:U:_9=A2! M+N9/.VD?9CO2S.YA(KD\1QH7?090&&UC5&R:*3,?*\##?(ZQ!KT>HEYK6GRZ M-#L*0)=S)YVTC[,=Z69W,)%:
MUNPI EW,GG;2/LQWI9G(__#$%]]9E<[H'>5R'B>!AOD=8@UZ/42\U MK=A2!+N9/.VD?9CO2S.YA(KD\1ZF+4H6:TF1R'>,-;"TI,UF4I8#QE ;O8;Y M'6(->CU$O-
:W84@2[F3SMI'V8[TLSN82*Y/$@Q_=41++F*E*^FCU$O-:W84@2[F3SMI'V8[TLSN82*Y/$@W9E6(3SRE1?RE"6-WL-\CK$& MO1ZB7FM;L*0)=S)YVTC[,=Z69W,)%/&3N8;Y'6(-
M>CU$O-;=3D-V%($NYD\[:1]F.]+,[F$BN3Q(E:BHMV9'TD^:>3FNYAOD=8@U MZ/42\UMU.0W84@2[F3SMI'V8[TLSN82*Y/$BBV)I,&GJKO'ZW-=S#?(ZQ!KT M>HEYK;J)%M8E1-
&9IQP7CQ'?!LUWEDHEYKCU$O-;]S[+1V%($NYD\[:1]F.]+,[D).B1:/$ MFG]Q07W5H3?UTWLJ8,KL8;Y'6(->CU$O-;]S[+1V%($NYD\[:1]F.]+,[BDT M>)-JP04-H1YZ-9.#I%"G&
[&35I>0EHDSD(PJU+M*B4J#!Q$1?1'>E\.B.]+X M=$=Z7PZ([TOAT1 5J5#P^J.]CO8[V.]CO8\VV%DTD.^HR:1WU&32.^HR:1WU M&32.^HR:1WYCZOY@[^Q]7\PV._L?5_,'FVYB9
MXNV.^,9:F)EP\H[RQ'>6([RQ'>6([RQ M%@5S&<] KF,YZ!:&*VC,U-D0%,HK\X\QHQ,Y3T"FQG5V138SJ[M(IL9U=D4V,ZNR*;&=79$;*<] C9SGH$;.<] C9SGH$;.<]_AS_,(D;0B1M"
M)&T(D;0B1M"BD^D0H%M$#4:"@+ZQ7 I EW,N81F(32J"1YFTC[,=Z69W%)H\ M2B_=E_K-OO$XZ18CR0/>RWB\.&!/(;S-I'V8[MTLSN*31XE%-4%_LV?
SRD],IK\J2>]EO$YPN1.9YK3N;@4@2[VVKR&\S:1]F. M]+,[BDT>)2 X@UL95,/.1J*BFHRD]S+>)SA)SAZO-RO:RWB9M(^S'>EF=Q2:/$LTYM9 MM(^S'>EF=W,:J4F!.#$*QKDT"L:Y-
K&N30*QKDT"L:Y- K&N30*QKDT"L:Y M- K&N30$LF1J42D0WY?$9 <0;6+^&E7FZIWTY,KV,MXG.%R)S/-:=S<"D"7> MVU>0WF;2/)STP0&, P# /1'HCT1Z(C3ET"-.70(TY=
OFG+H%)(I)%)(OK2* MQ(K$@K0Q4S-LE4)0Q8[Y"_\ X6RO\T1V+97^:([%LK_-$=BV5_FBE8ME7YPI M6+95^<*5BV5?G"E8ME7YPCL>RK\T1V/95^:(['L]_-$=DV5?FB.R["_S!'9=
MA?Y@CLNPO\P7_P#%V%]L?_ZVPOMC_P#UMA?;'_\ K;"^V+_^/L+[09V:!AYZ MB*BOM EI0CFGP^D*M'#I"K1PZ0JT<.D*M'#I"K1PZ0JT<.D*M'#I V[=)%YO
M#"=R9[KE/Q&L_P!X9%?9^8O5,_-/$J]TB>QEO$YPN1.9YK3N;@4@2@U>= .< MF)W-M7D-YFTCR,H!&8C,1F(WCLV]((U7$SW7*?B-78[04+%HDR/AF#2P-Z2#
MO'QIP'C+0\7^9:&*6JO>0#N2,F@=R1DT#N2,F@=R1DT#N2,F@=R1DT#N2,F@ M=R1DT!"4V-)*-17[UZ_(%R)S/-:=S<2D">&%W-M7D-YFTCR,GGLV]((U7$SW M7*?
B._RK,7_[!B5[ZR<*>5/EO87B_G7%EO$YPN1.9YK3N;B4@3PPNYMJ\AO, MVD>1D\]FWI!&JXF>ZY3\1_\
]BQE_JM%>>7T5GAD5D5*3P_SKBRWB0WF;2/(R>>S;T@C5<3/=)SA9M(\C)Y[-O2"-5Q,]UR MGXD&/[FDOO$J]VJ0X3*8R/:>#^=<66\3G"Y$YGFM.YN)2!/#"[FVKR&\S:1Y
M&3SV;>D$:KB9[KE/Q(6FSE3]WSBE1YQ3P0/!_.N++>)SA9M(\C)Y[-O2"-5Q,]URGXD6]B]!*_-U3OIR&3O_G7%EO$YPN1.9YK
M3N;B4@3PPNYMJ\AO,VD>1D\]FWI!&JXB7:4$I1%!A%24ZM(J2G5I%24ZM(J2 MG5I%24ZM(J2G5I%24ZM(J2G5I'NK,GFL_=D>?Q#,/W%,2TF@Y
M4WRG(SF=_P#.N++>)SA9M(\C)Y[-O2"-5VENBS MGXAFIE38F30L5Y7JFIW_,ZXLMXG.%R)S/-:=S<2D">&%W-M7D-YFTCR,GGL MV]((U7:6Z+.?
B&4P:WV:TF1R'>,+_:X(6R5P%]8HTGC(5)SEI%2]N++>)SA<1'YG*0H)F(4 MS*"9B%!,Q"@F8A03,0H)F(4S*"9B#0D44BBD44BB MD44B).72(DY=(B3ETB).72(DY=
(B3PQCT1Z(]$>B/1& 8!@& 8!@F$>01Y!' MD$>01Y!2R$*60M I9"T"ED+0*60M I9"T"D*0:*4?G$0I"D*0I"D*0I"D*0I
M"D*0I"D*0I"D*0I"D*0I"D*0I"D*0I"D*0I"D*0I"D&3SV;>D$:KM+=%G/Q# MJ8M2A9J(R,N,CC#6PJHI/S3XTG1.:/RPO,RWB+E M=S;5Y#>9M(\C)Y[-O2"-5VENBSGXB$?NJ:YB?-
/RH4?(J*4WF9;Q.<+D3F=G M0Y2N3?=@[@4@/%RNYMJ\AO,VD>1D\]FWI!&J[2W19S\1%J3_-<.R9*Y'F9; MQ.<+D3F=G0Y2N3?
=@[@4@/%RNYMJ\AO,VD>1D\]FWI!&J[2W19S\1#6QJHM6 M:D[10!=G;% U0HR.4GE9;Q.<+D3F=G0Y2N3?=@[@4@/%RNYMJ\AO,VD>1D\] MFWI!&J[2W19S\1/^1#
[FW04B*&'6+#+"1RC_[7 9P0D91*+CTO(RWB+E=S;5Y#>9M(\C)Y[-O2"-5VENBSGXBK(P],DK.1D\]FWI!&J\[8OKZ;BWW MR^L?QW4S_P#$R0GV_:>1EO$YPN1.9V=#E*Y-]V#N!2
\7*[FVKR&\S:1Y&3S MV;>D$:KSM]?E5<6^^7UC^.]I_E_VD/(RWB+E=S; M5Y#>9M(\C)Y[-O2"-5YVY?6Y3N+??+ZQ_'>T'QDS_MI+D>1EO$YPN1.9V=#E M*Y-]V#N!2 \7*
[FVKR&\S:1Y&3SV;>D$:KSMI=-Q;[Y?6/X[F?TF2#Y.1Y&6 M\3G"Y$YG9T.4KDVW8.\(A$(A$(A$(@4@/%RNYMJ\AO,VD>1D\]FWI!&J\[:6 MXM]\OK'\=V:N.S)ZZWD9;Q.
<+D3F=G0Y2N35'&@1B/A.(^$XCX3B/A.(^$XC MX3B/A.+Q@[[N;:O(;S-I'D9//9MZ01JO.VN+??+ZQ_'>RM_I,UELF1^T\C+> M)SA)SA)SATV8J1LH2E3YY92>1EO$YPN1.9V=#E*Y-
-5Z&VKR&\S:1Y&3SV;>D M$:KSM2-GS[Q%2@P)/B,>=9_7^R/.8JG^8>0WF;2/(R>>S;T@C5>=!_4\0-J(OJ?W M4/&RWB0WF;2/(R>>S;T@C5>=D?U#S^(&U&7U/[J'C9; MQ.
<+D3F<:'&TU7H;:O(;S-I'D9//9MZ01JO.SU?$"U(*T=8GC9;Q.<+D3F< M:'&TU7H;:O(;S-I'D9//9MZ01JO.S/AA\0)PX6R.5XV6\3G"Y$YG&AQM-5Z& MVKR&\S:1Y&3D-
4)$1"L2*Q(K$BL2*Q(K$BL2*Q(K$BL2*Q(K$BL2 M*Q(K$BSJYZ3^](]9^[7>(5:Q5K%6L5:Q5K%6L5:Q5K%6L5:Q5K%6L5:Q5K%6
ML5:Q5K%6L5:Q5K%6L5:Q5K%6L5:Q5K%6L5:P;1HS62"$2A16*#3)I%6TR:15 M+G(7F*H-;YA>L_K_&14%M?,*I$Y@O>I2F#BA\0)?J$YE/&RWB0WF;2/(RAMJ\AO,VD>1DY&
MKCL?ZA&=W-/$6R_5)ZC1T%("^&(A$0HE,*)3"BF8A03,0HI"?-*D0,S24-X4 M2%$4E./2'I",Q&8C,7E<)P1D<3C::KT M-M7D-YFTCR,G(UNI6&T&LF9H4?FP0WI2,5EJVF?
Y8K+5M,_RQ66K:9_EBLM6 MTS_+%9:MIG^6&5M9KM/O62R44*D00EQ_=\KN:>(ME^J3U&CH*0%HT=!2 KDG6('B>9IJO0VU>0WF;2/ M(R(MBCCM)9$+TN@I
5R3K$#Q/,TU7H;:O(;S-I'D9.1K=4[I; MR-/$794<;11S%\[H*0%AMJ\AO,VD>1DY&K@L?ZA&=X M6N+/XB[$C#]I[_P#C=!2 KDG6('B>9IJO0VU>0WF;2/(RAMJ\AO,VD>1DY&K@L?
ZA&=X6LGB+8ILR> M<96?C(O35QF0JO61VA5'.G2*DYRTBI.9IJO0VU>0WF;27>(Q$8O).8453"BJ8453"BJ8453"BJ8453"BJ8453
M"BJ8453"BJ8453"BJ8453"BJ8453"BJ8,R(CA%%4PHJF%%4PHJF%%4PHJF%% M4PH*F,4%3&*"IC%!4QB@J8Q05,8H*F,4%3&*"IC%!4QB@J8Q05,8:\\C)P6/
M]0C.\+63Q%V=JP6M!J8F5XS*)7DE%>VVU:17-=HQ7-)Q7-)Q7-)Q7+%C,/1F'HCT1Z(B3ETB).72(DY=(HI%%(HI%]"15I%6D5:1";-,/#R"J3PQ
M"^Q3DT"I3DT"I3DT"I(5)"J%4*H59\,8JSX8Q5JX=(4%<.D*"N'2%%7#&**N M&,>D/2',1SH1&KAB%)7#$*:N&(4U<.B*Q7#HBL/AB%8?#$+S45HK17$*XA>;
M)R:17)R:17)R:16IX8Q6IX8Q>:)"H5IOD*Q(OM$BM3PQBM3PQBM3PQB^V3PQ MBN3DTBN3DTBN3DTB^V+AC%<0KB%<0K16BM%:*P^&(5A\,0-9+/FEPXA6'PQ" ML/AB%8?
#$*P^&(5A\,0K#X8A6'PQ"L/AB%8?#$*P^&(5A\,0K#X8A6'PQ"L/ MAB%8?#$*P^&(5A\,0K#X8A6'PQ"!+51$?#B%8?#$*P^&(5A\,0K#X8A6'PQ" ML/AB%8?#$*P^&
(5A\,0K#X8A6'PQ"L/AB%8?#$*P^&(5A\,0K#X8A6'PQ"L/ MAB'-2LS/AY! :U0\/JBFKAT125PQ"DKAB$:AZ0](45<,8HJX8Q05PQB@KATA
M>9JX8Q5GPQBK/AC%4*H7F0J2!DEE>/AQ"I8_AD*EC^&0J66P0J66P0J6>P0J M4;)"J1LD*I,Q"J3,0JBF+0*HLF@519- J2R"I+(*A(J$BH2/<^X1S..[H'= MT#NZ!W= [N@=W0.
[H%0@-+-92)#$B3>@XTD(\@CR"/((\@CR"/((\@CR"/((M\@CR"/((\@CR"/((\A"ED+0*60M I9"T"ED+0*60M I9"T"ED+0*60M I9"T M"ED+0*60M I9"T!H;0X?"*UV-
C#9S.\9J2F&#BA,5*=M&D5*=M&D5*=M&D5* M=M&D5*=M&D5*=M&D5*=M&D5*=M&D6:UMV228,VR5'YZ8B.5X6LGB+L M:^,FN3W>EPE(">4]70\
[5YRQA6L;R="XM=5'5)VM?!^\(R_;F=,^/ZA>4\/$ M5_BA2R9))+-)0$18"+];;5Y?$79-9IF2X2D!/*>KRD\[5YTX\QA>L>=Y"U- M-Q:ZJ.H3M:^ FPV6,XSP)3A4?"^=X(L5D*!FDL9GA4?
E/YBO/8VU>7Q%V56$ MFBLI%H<)2 GE/5Y2>=J\Z<>8PO6/.\B=33<6NJCJ$[6OPILUG2:FZS@(BXP2 M([8N^T5Y>(OJIP3X7M;:GB+8'A]_[*G"4@)Y3U>4GG:O.G'F,+UCSO(CRH[5
MQ:ZJ.H3M:_2$$9K.(B'_P!']P3_/L5E>+_,:>T>'B*]QOPI MPE(">4]7E)YVKSIQYC"]8\[R,]3M7%KJHZA.UJ$V2Q(-;=6#E/B+RF"M-H@: M_N1E2P)\B.U&?DB>]MJ>
(MBO!_DEU%Z''4@)Y3U>4GG:O.G'F,+UCSO(S/ZO M:N+751U"=O\ AD?--JU0B'BYQD4.4>ZLJ?/.DLZ2C\O(413O@U049I!++W4GG:O.G'F,+UCSO(RDTW%KJHZA.VS_JV
M/72^*L6<@C4+,Y2W19S^.K!AZ2K1#LH47M.$I 3RF?U>4GG:O.G'F,+UCSO(MRDTW%I:["PY]G,DP'SV91)(CI*(QW7^HR[8[K_49=L=U_J,NV.Z_U&7;'=?Z MC+MCNO\

49=L=U_J,NV.Z_U&7;'=?ZC+MCNO]1EVQW7^HR[8[K_49=L=U_J, MNV.Z_P!1EVQW7^HR[8[K_49=L=U_J,NV.Z_U&7;'=?ZC+MCNO]1EVQW7^HR[M8[K_%&7;'=?
ZC+MCNO]1EVQW7^HR[8[K_49=L=U_J,NV.Z_U&7;# [4PYI? MY#-5-F=Y*R,XE&^*\6<@C5)RENBSG\=6%D+^&RAQK/0DG"4@(EK+G"L2*Q,X MO+2*2123.*:9R%-,Y"DF<4BG%
(IQ2*<1D(R$9",G,K5>=J\Z>& +UC>1B\S% M\5\,(1JDY2W19S^.MI;)H$OF%(CSPI 4ER5JO.U>=(7K/(QET/,Q?%?#"$:I.4MT6<_CHSL":;=I">JB_P!8
MTS/:4@*2Y*U7G:O.D+UGD8RZ'F8OBOAA"-4G*6Z+.?QT6S2?W;!)(QQJRG!B M>TI 4ER5JO.U>=(7K/(P/ZW*3S,7Q7PPA&J3E+=%G/XYM+6TH,T&J8H0INUK M%J-
1RF<)O:4@*2Y*U7G:O.D+UGD8:_*EYF+XKX80C5)RENBSG\=J\Z0O6>1B?U]#S,7Q7($:KE+=%G/XYV='&V/(D]+W%(M"DN2S^J\[5YTA>L\C'7T/,Q?%<@1(Y?
\ALIH2X(+QERI,4VTZ>P*;:=/8%-M M.GL K/9C:*;1JA,H"XBO$5_#_P_&^SKXFQY4GH>XI 4ER::KSM7G1*%RO(R M/Z^AYF+XKD")'0H]%)G,%-VE-1P_&]DK#_E%U&CW%
("DN335>=J\Z)0N5QQ MB,1B,1B,1W-GKO,Q?%<@1(Z33!_KJ.%)^3BE+XWL/VPJXU^\D(B4DI^<>R]Q M2
I+DTU7G:O.B4+E<=:G81H%:G81H%:G81H%:G81H%:G81H%:G81H%:G81H% MYLG81H#)]NFIFDSQE<6>N\S%\5R!$CI]S:4DIF+S(C/RPGGO!+6SIYK)H411 M0EFC+XV&T:'
S24)GY"#6W'04<"2XDE>3I/RF;W%("DN335>=J\Z)0N5UL-R MCJE<4:[S,7Q7($2.OWF%FLCGO\I 4ER::KSM7G1*% MRNMAN4=4KBC7>9B^*Y B1UM+/])ECP91 4@*2Y-#^J\
[5YT2AJ$<,+L,UP=&L%.MAN4=4KCTM+S,7Q7JF$< M,+GA5>(>\I 4ER:ZNEYVKSHU@IUL-RCJE<>D0*1Y6+XKU3 M".&%S)L"(B\Y4N N7&7QQ;;U76-
[RD!27)KJZ7G:O.C6"G6PW*.J5QQD"D>5 MB^*]4PCAA\I 4ER:ZNEYVKSHU@IUL4FW90^ MZ3Z1<1"O9;1"O9;1"O9;1"O9;1"O9;1"O9;1"O9;1#FI;,S.'Z1 OOV
M47TB%>RVB%>RVB%>RVB%>RVB%>RVB%>RVB%>RVB%>RVB%>RVB%>RVB!+09&D M^)U,7Q7JF$<,+E_P6=:TC\B?GS0_'&$XGP*0%)D/2'I#TAZ0]
(>D/2'I#TAZ0\WG!HM,3SHU@IY"QA6L=SL9?]!9;[J8OBO5 M,(X87(IJTO(24)A=I724?_!8B^.-HM.%#%9X^:<&5\"D!27)KJZ7*O6-PE(% MO.C6"GD+&%:QW.Q_IT9G4Q?
%>H>8(QYSL>>YV/\ 3(ZKJ8OBO4/,$X\YN1K# MA@+UB^.5G_;RC4HVAXO-+.8P MO6//<[%^F9]4G4Q?%>H>8)QYS8F1.&0U0F4KX% M("DN3;5Y#&
+UKG8R__K(ZI.IB^*]0\P3CSFY$ M,,"$95?,1?'%9LS@M37S$8Z1XDY8'Q*0%)(0W%&L6<*Q9B>1(7K7.R?IT=4G4Q M?%>H>8)QYS1$H7+<[+N$9G4Q?%>H>8)QYS!9S'?+)\
<+3QGS"G6GD>R(1"(1"(1 M I 4ER;:O(;E7K&X2D"W(TE+-<2D!W%&L6<*Q9B>1$H5+<[-N4YG4Q?%9?5/ M,$X_P_,8C(1D+ZDSBDF<4TSD*:)R%-
$Y"FF<4TSBF0ID*9"GG%/(>@4LAZ! M2R&$6MCA*!6*+AY/CA_B6U/.8&9'!%$*D]M6D5*MM?:!VWW"Z1%34<R*QME[(KFQ8C[!CO#:8_RQYK=M#P_ZQ7+X
M8A7+X8AYK=0[P8[P.\EDTCO)9-(\VU)R=H7[8S*;MCOS+U?S!WQCD[0[XQR= MH>9:F)\)1WEB.\,17,9ST"N8SGH'F-&)XS[(IL9U=D4F,ZNR(VD/2'I#TAZ0]
(1+R:1$O)I$2\FD1+R:1$O)I$2\FD1+R:1>2OAC"&Q)5 D4 M%B@L4%B@L4%B\A8JUBK6*M8JUBK6*M8\QFHQ4KX8A>8KX8A4+R]D7F"LN@5) M\,0J3%2*D51<,8JBX8Q5IX=
(5:.'2%!!<)111PQB)!#T!Z I(X8@U4:DP$S5 M%'%(*UKM'I%:UVCTBM:[1Z16M=H](K6NT>D5K7:/2*UKM'I%:UVCTBM:;1BM M:;1BM:;1BM:;1Z16M-HQ6--HQ6--
HQ37.8IKG,4E3F*2IS%)4YBDJD(YBC+S!34*9BF8IF*0I"EF%+(6@4LA:!2R$(\@CR# , P#T1Z(MB3PQB).72(DY=(HI%%(OH2*M(JTBJ3PQ"J3PQ"^R3PQ"I3DT"I3DT"^Q3PQ"
MI(5)"J%4*H50-BTLQ*4=\=T'=!W0=T'=!W0=T'=!W0=T'FV,LF@QW)&30.Y(MR:!W)&30.Y(R:!W)&30"YMD25[R: 7-8D214D*DA4D*DA4D*DA>8EPQ"I3DT
M"I3DT"I3DT"I3DT"I3DT"I3DT"I3DT"I3DT"I3DT"I3DT"I3DT!:56- MDHX?)V!W%CZOY8[FQR=D=S8Y.R.YL01Y!'D$>01Y"%+(6@4LA:!2R%H M%+
(6@4LPI"D*0I"F8IF*9BF8IF*:A34*:A34$\U1EYO&*:IS%-4YBFJ044S"BF844S"B0B(1$(B$1"(A$0B(1"(1 M"(1"(7G*TUW&WW*^J?B9:'Q+1UH+D4@.XM-<_@,[&Q:M23'S$*5!+
0[G:OP ME]D=SM7X2^R.YVK\)?9'<[5^$OLCN=J_"7V1W.U?A+[()%L9-&2S*&!:32>6 MYE(&>H\W0+.;A*0$Y&DI9KE8=S[+.XE(,;S)U;DSU"S/.VU]+C;[E?5/Q,MM M9'7*Y%
(#N+37/X+7K,\RO#8?I_:5;H%G-PE("LSS*\-A^G]M5S* M0,]1YN@6=N7UN4W&WW*^J?B9;G MQ&S_+B2Y;D4@.XM)2S%\%KUF>97AL/T_MJN92!.IRF\W0+.;A*0$Y&DI9KE M8-
S[+.XE(,;S)U;DSU"S/.V+RN-ON5]4_$S:?Y?]U%R*0'<5XLWP6O69YE>& MP_3^VJYE($ZG*;S= LYN$I 3D:2EFN5@W/LL[B4@QO,G5N3/4+,\[5QM]ROJ MGXF;3_+_
+J+D4@.XXB^"UZS/,KPTVBV^\YZ4\WS3(KT,/$?&&]L8FV]ZS9* M44*B@A(M6Y%($ZG*;S= LZG"4@)R-)2S7*P;GV6=Q*08WF3JW)GJ%F>=K)H< M;?+_*?_&@R1":
(;QQ0XOAO7(C:0WA M4(_RVNK0A"X/=007H8*PX8QWCU/MCO'J?;'>/4^V.\>I]L=X]3[8[QZGVQ MWCU/MBU&;:&!BKT?)K"EPG%+A.*7"<4N$XI<)Q2X3BEPG%+A.*7"<7E9/G!%
M]7E-YBW9=95QB%$411%$411%$%>!.1I!QEF$0B$0B$0B$0B$0L.Z]EG<2D&- MYDZMR9ZA9KFE]..?SE01P"H/:^85![7S"H/:^85![7S"H/:^85![7S"H/:^8 M5![7S"\P/:^R.
[^O]@5!;7S"\Q3M?,*E$YBK99=(\U#+UNT*#&97:$3*8](_MAET1&C9%,ME.@5OJH[(KO51V17';G0*Y8KVDXKVNT8KVVVK2.>;5IS^/G&*U
MIM&*Q0WD8;Y'6*YM]ROJGXF6/2ZBO#B$"DPD*M(A M-BSAU2'G6=B?03H#'_&0E!*9G"22(L/DN5B,O_\ E9Y$D5PMFY5FN?1>8MV7
M65<4O/9S\G(5Q*08WF3JW)GJ%FN;/>\AO(PWR.L5S;[E?5/Q,L>EU%72S[L\ M]RLAG'[J":]<+9N59KGT7F+=EUE7%+SV>31<2D&-YDZMR9ZA9KFSWO(;R,-\
MCK%0WD8;Y'6*YM]ROJGXF42*ZIW2R*P_>__(]-RLFHKKJN M%LW*LUSZ+S%NRZRKBEY[-)<2D&-YDZMR9ZA9KFSWO(;R,-\CK%0WD8;Y'6*YM]ROJGXF2U%72S[H\
M]R9$6!;3K'<+9N59KD4HQ/,1X/=^TJXI>>S2:+B4@QO,G5N3/4+-]Y#>1 MAOD=8KFWW*^J?B9+45=&.X]I5R3O5W!M8X>;[U!IAC@APP0D.^?TO_:.^?TO M_:.^?TO_&COG]+_-
H[Y_2_]H[Y_2_\ :.^?TO\ VCOG]+_V@[=_ MD>\YJDWO=\V-1%'SSS#$\R-WRG<4O/9I-%Q*08WF3JW)GJ%FN;/>\AO(PWR. ML5S;[E?5/Q+H:DHRYR2.=#SKT\%T9)P?
XY==>BY'^H7F2XFN\ M9]9&[Y3N*83%8D5B16)%8D5B16)%Y9#G)B<4"E%"*1"DD4DB
MDD4DBDD4DBD0I$+/[DN<1%H%68JS%68JS%68JS%68JS%]!B!5XWF3JW)GJ%F MN;/>\A^,9@?_%)S? PU^5-T1^F3UVER:0X+4KJ,W$UWC/KD,1/,C=\IN,I
MGAA<2RAP\@C$8C$8C$8C#'5Y'P3JW)GJ%FN;/>\A^,9B?U,WP,-?E3="W M"&%Q-)2S7$I PU>1\$ZMR9ZA9 MKFSWO(?C&9>3G=8_@8:_*FZ&7$R1RW*T(PDWSI+0XFF]9]=
(/$\R-WRFXRD" M>&%Q-)2S7$I Q/R/@G5N3/4+-]Y#\8ON[.5["> I>$(3925SH,,OP,-?E M3=%EQ,T9KE:BP^]3U7$TWK/KI!XGF1N^4W&4@3PPN)I*6:XE(&+X)U;DSU"S M7-
GO>0_&(:6IF3)!0G!AT F+!))9E\+#7Y4W1MJHZA7*V:S/,IQ--ZSZZ0>) MYD;OE-QE($\,+B:2EFN)2!B^"=6Y,]0LUS9[WD/QB-M0L_@,-?E3=+3!]3^V MBY6M?
&T1D(]+B:;UGUT@\3S(W?*;C*0)X87$TE+-<2D#%\$ZMR9ZA9KFSWO(M?C$;;:A9_8:_*FZ6HR^F75*Y-U\=HS(3I<2]ZRZZ0K%F>9&[Y3<92!/#"XFD MI9KB4@8O@G5N3/4+-
]Y#\8C;4+/X##7Y4W2UG_P!QY+UR6?':5]5!\A^,1:VY+,E)@\| MV#E,A1;%B+M")K,6D1-9BTAFT+G\U)W[WSB->R(U[(C7LBF>RK0*9[*M IGL MJT"N]5?9%=Z!^R*
[U5]D$W8'SF2HCR?!;/U+3(HRN2#XVB\|'(XELK,CG-?> M(/$2B,\@-LQLRC9GY4=H=T5M(]0[HK:1VAW16TCM#NBMI':'=%;2.T*8HBB*(HBB*
(HBC&%Q-)2S7$I Q?!.K MH6:YL]][R'XTF/2ZZO@4V:V1IHHHS,SYI7S.,QW-ALD.YL-DAW-ALD.YL-DAW M-ALD.YL-DAW-ALD"L]D0EFQ+ 5XK[B7J'F"<>
<[@;N9FHO1%$ M411%$411%$40A3),!F9W(I 2%0\X81A&$81A&$81A&$81A&$81A&$81A"VB* M)G<2D#%\$ZMR9ZA9KFSWO(?C28]+KJ=R]0\P3CSG<#N=D6MBS-
1L$^B7$*AG MLD*AGLD*AGLD*AGLD*AGLD*AGLD*AGLD*AGLD&'N4)2?O3B(BP7)GJW%G*?(
M\Q2!B^"=6Y,]0LUS9[WD/QI,>EUU.Y>H>8)QYSN/0KBPWI]6Y,]6XLY3Y'F*0,7P3JW)GJ%FN;/>\A^-)CTNNIW M+U3".&%V,-Z?5N3/5N+.4^1YBD#%\$ZMR9ZA9KFSWO(?
C28]+KJ=R]4PCAA= MC#>GU;DSU;BSE/D>8I Q-\$ZMR9ZA9KFSWO(?C28]+KJ=R]4PCAA=C#>GU;D MSU;BSE/D>8I RETO@G5N3/4+-]Y#\:3'I==3N7JF$<,+L8;T^KK<6<
MI\CS%(&4NE\$ZMR9ZA9KFSWO(?C28]+KJ=R]4PCAA=C#>GU;DSU;BSE/D>8I M RETO@G5N3/4+-]Y#\:3'I==3N7JA$CL8;T^KK<6@4LAZ!3R&*><4\XID*9"FD4TSBF
MF<4T3D*:)R%-(II%-(I$*1"D0I$*1",1B,6?>GFN3/5N+.#C/D$0B$0B$0B$ M0B$3DB%$411%$411%$405X,I=/A1&(C$1B(Q1.8453"BJ8453"BJ84%3&*"I
MC%!4QB@J8Q04*"A04*"A0,4#% Q0,43%$4D5BISTB"T'SR+CA,44BK2*M(OLDBJ3PQ"J3PQ"I3DT"I3DT"^Q+AB"#
M6CG0D*DA4D+S%/#$*E.30*E.30*E.30*E.30*E.30(&EG0<$G9'=F?]]D=V9 M^KV1W9GZO9%ZSH@Q=D5",F@5",F@5",F@5",F@5",F@&K_'1>+R:!W1CD[([MFQR=D=S8Y.R.
[,1W9B.[,1W9B.[,1W9B.[,1W9B.[,1YMG8D8J6,QZ14L9CT MBI8S'I%2QF/2*EC,>D%"R91>4,FW-3"HA12**1>2D1)RZ1$G+I$2B/1& 8!@!M/-O>01LYA21,*2)A21,*2)A31LBFC9% M-
&R*29A2*84A2%(4C%,Q3,4S%,Q34(%J,R@%-0IJG%-4YBFJ\+BA@XI1!_B*VR[(_S4LS9ESS3!##%!Y"X_&TPW M*.J5R7($2.%G^F3UVCE9:NAQJU3!N(I!9]5Q-
).4@=Q*2Y=%VL]0LSE92\I MP?ZA69/C:8;E'5*Y+D")'"S_$R>NT6_XB MM(@5:&QEKJTCG-5&I7E.%RL=7D)QJU3!N(I!9]5Q-).4@=Q*2Y=%\E;PLZ?@ M/]0K,GQM,-
RCJEXQ$RF/2(F4QZ1$RF/2 M(F4QZ1$RF/2(F4QZ1$RF/2(F4QZ1$RF/2#9J]W ?D^<$S3[N O)\XB93'I$3 M*8](B93'I$3*8](B93'I$3*8](B93'I$3*8](B93'I$3*8]
(B93'I%\F@@<;&2Y000IF%),PI)F%),PI)F%),PI)F$:9A?,I@Q4J."Y--4&[+*J M&,1B,1B,1B,1B,1B,1B,1B,1B,1B,1B.Y1BL,5ABL,5ABL,5ABL,5ABL,0*69ES M#Y!"<<)W)IKGG<:7(>ORI^
U"LR?'E:?Y?]I'A=#E*XJU3!W I QDN335!N MRR/-+/D&,\]R::YYW&AR'K\J?@/]0K,GQY6G^7_&D>%T.4KBK5,'<"D#&2 MY--4&[+(\W\L^08SSW)IKGG<:'(>ORI^_U"LR?'E:?
Y?]I'A=#E*XJU3!W MI R/AAN335!NRR/-_+/D&,\]R::YYW&AR'K\J?@/]0K,GQY6G^7_&D>%T.4 MKBK5,'<"D#+AQW)IJ@W99'F_EGR#&>>Y--<\[C0Y#U^5/P'^H5F3X\K3_+_M
M(\+H085[IDHT_Y"LR14K%0L5"Q4+%0L5"Q4+!?Y*#1SHH?)XZK3_+_M(\+HMRJN335!NRR/-_+/D&,\]R::YYW&AR*UM'P'^H7F3<+/T_8\= M5I_E_P!I'A=#E*XJU3!W I
SUN55R::H-V61YOY9\@C*,\XC(1D(R$9",A&0 MC(1D*13AIKGG<:'(K6T? ?ZA>9-PL_3]B[,;+8R2M=)H1_1.)/D/#LQD<]Y
M93@;%20=).DO*6>]XVV]LL;#GV9?,@/GLRB9I(]QJ(XR'=OZC+MCNW]1EVPN MU6BS\U@A,)GSV9P$4BX?AA9J@.#B%,IB%,IB%,IB%,IB%,IB%,IB%,IB%,IB
M!IYY02%5H*93$*93$*93$*93$*93$*93$*93$*93$#9J4 M7-/R$[;(\T'_%GR RAPB,1B,1B,1B,1B,1B-R(+E/ &EN;UK14.@I"*\0*T659H;IB,@5C_'2!E;<"HD+[*O)$>#B\ M;MK_
$Z\SF9[[E4\]D>8]V><@^Y5//9'F/=GG('*[4.16MH^_P!0 MO,FX6?I^Q<6'ZCV57'WED5]T=)!T5:#\I7\5X9-PL_3]BXL/U'LJN;.P,*;14Q83Q%?#.RLJMF@DEB*#QL6O].O,YOY
MSSV1YCW9YR!RNU#D5K:/@/\ 4+S)N%GZ?L7%A^H]E5S/[W;E]^VO(\B./I'D M(N/QLVO].O,YOYSSV1YCW9YR!RNU#D5K:/@/]0O,FX6?I^Q<6'ZCV%7)G8RJ MJ2SXD%'$7E,$S9E
S24!%Y"\;-K_3KS.8X,#;E^=Y[(\Q[L\Y Y7:AR*UM' MP?X=F9LE(YYJ\Z&&_!Q'Y!4V?UNT*FS^MVA4V?UNT*FS^MVA4V?UNT*FS^MV MA4V?UNT/_P!G_CL/=4;_#8>='2/! 47&.\V?
\1.D=YL_P"(C2.\V?\1&D=YL_XB-(JS9_Q$:1WFS_B(TABBS-6;11-_141^BKBN7OK M04%N;P&?U4^BGE/RG!@\;5K_$Z\SF:;[E2\]D>8]V><@8]V><@T_AGVAWM
M/X9]H=[3^&?:'>T_AGVAWM/X9]H=[3^&?:'>T_AGVAWM/X9]H=[3^&?:'>T_MAGVAWM/X9]H,VRVQ-?>*,J,&"4[DTWW*EY[(\Q[L\Y Y7:5^(>AE'H91Z&4>
MAE'H91Z&4>AE'H91Z&4>AE%[FY02CPW!6MHN3+I>RX4VA1?[5H\\]7T"FORJ M\=%FWI]6Y6C?%G9O/9'F/=GG('*]!2!,EP5K:+DRZ7LN!A8<#190ZL:O5(P2
M$WDEXRK[NLV]/JW*T;XL[-Y[(\Q[L\Y Y7H*0)DN"M;1:R1 MS2UE1S$7K>.FS;T^K@I F2X*UM%R9=+V;NBPV4OO M%GB(L*C\A?-&$6&RT$E'QGA4?E/YO'39MZ?
5N5I2<7/+V'GLS!FJ%JB,N)YC MW9YR!RO04@3)<%:VBY,NE[-V)DR(U-5' 1%&9CG-H#_<6M,^+ZA>0L/&>+QU M,F-F6A!LUF?G0\7D(Q7V?U^R*^S^OV17V?U^R*^S^OV17V?
U^R*^S^OV17V? MU^R*^S^OV17V?U^R&EA)K9N:T.&'S_)]7R"OL_K]D5]G]?LBOL_K]D5]G]?LBOL_K]D5]G]?LBOL_K]D5]G]?LBOL_K]D5]G]?LBOL_K]D5]G]?LBOL_K]D5
M]G]?LBOL_K]D5]G]?LBOL_K]D5]G]?LBOL_K]D5]G]?LBOL_K]D5]G]?LBOL M_K]D5]G]?LBOL_K]D>?:&);1\A#O++94.\LME0[RRV5#O++94.\LME0[RRV5
M#O++94.\LME0[RRV5#O++94/.M:(=0^T.]I_#/M#O:?PS[0:?N*K0E9,^;>Y MD%)1)CYQ\;RGNSSD#E>@I F2X*UM%R9=+V;LT_=&E%CYJ=949XD];Y#MI_E_MW4/*>
[/.0.5Z"D"9+@K6T7)ETO9NSF5]'*F57R';5JEUTO*>[/.0.5Z"D"9+ M@K6T7)ETO9NW.3>402V7WMGYK27Z72*_+"6#Y#EJ@^@762\I[L\Y Y7G@21F
M8(N8J&#B,)\Q<7$8JVFR8J6NRK0*EI,8JEBJ/)I%5E3I%7ZR=(-@:2YT/&0] M"K]H7VWJ_:%]J=8O65'K'G M,0E9&,PA_P .S["1W.R_A([([M9_PT:!4LMA.@0$A$$A"!-XOD.6O=/*>[/.
M0.7X8"C%!4QBI:[*M A*S-X-VK0(4V2U&6Z7H$)6.T_AJ+.0O61M-!G%ZRM, MA9S$!656TCM#NT'\QEVQ5)VT:119;8C8;1]D5EE+I+_+'G-K/#T^P//M#$CD
M4>@>?:F9=$SY2'G6PH-W]LAYUMO;K_V"_UP:A=H=Y:S)%?:/4[OM;5#K(_M+$'.M!!])/8%FQ]/00OLVA]-7) +[S_)C3D40A*R^NT/VQ#_BHG5VAW1D. MYV?8(=SLOX2-
@*RV>#=HT"!+!B1:B= @0S071(>81%\D"U[KPH22J"00I9- M#+5,0IL[L=I_#66'HZ!Y[:TF1!"_M[\^GH(A":&A],Q4J_$7VAW;^HU[8[JF=?:'=&672(/\ $8;)" K'9OPT'R"%
MA9F"#^JS268AYK!B703H$*63,CU2$*4I(Y/DR&R:I)3)10&1WR,O*0A39+,1 M[I&@0IL[""=IT"$F++9+0*"9B_\ YB!__]H " $# @8_O\ ^"OX$E"8B),H
M\Y>04S'.9^$[S+A$(&90>!>'O&-YIG%]"AYQ&7R@X 3,L!>"TET_#S M%WTF(8V1Q?)^H*%]"AYQ&7P$9D9(AP^$TET^!S%WTF(6?G(RB!5X_D]IEN;2
M73X4#0H1ST7V6;Y/29;FTETW#WEGFT?)Y3+;QX/D[IE MN;2738K),(3*%/&7R=4RW-I+INM\H%<9"!5I.:_DYIEN;273=N8NB.8J
M+!\G),MS:2Z;OS%1CSZ/"\G%,MS:2Z7!S57R'O+/?3Q?)P3+:Y MQS%E KPKR53"^E4W@P%P&*)_)A3+>9J$$:B,(41+_41#,7PBF1::5F!+S]:H-9BI
(C%XC3(/NE3CSTG!\EM,MS:2Z7F\XBN+*(#C^2H MF6YM)=+L7PPW),OA\]%YMG'-64"B^2FF6YM)=+L7PPW),MPA*\U(!5_Y**9;FTETNQ?##IJE9#^2@F6YM)=+L7PPW),MS-
"Z)CG(\YEX%Y,!>6\//7D%Y=^018DB\'SB(Q?06;,+Q&6,>8L^$PO><7DT" M X_DA)EN;272[%\,-R3*Z?O"A$+!6(](^\29?) 3+7Y@;/F00^7YKD2SB(45"BH45"BH
M45"BH45"BH45#WB8G) <0]XSJLWR,U:KD:2Z7.;IQFY8#B'O&=5F^1DK5,4#$*TF1?(OYR8R!-"PW=I+I(ODJ\]OYJ>+#\P@9E!X!(,H> M<(>8B8AYI$0\])0C[M1EE%Y9#SEY!YT*A
@B)SM)=+CQ%\E.%)0(XS$,;3C\ M)G+H=[272X\1?)1))1F(5^@O-@$64191%E$64191%E$64191%E$64192!>\P_)%3K$X8 M#B!L%8OA.07Q$0B(1$(B$1"
(A$0/%FN2Y7>C'\D5.L3B]ZFDD7SOB,1C'<#Q M9KDN5WHQ_)%3K$XZ)"B0HD($Q7 \6:Y+UG>C'\D5.L3N/%FN2]9WHQ_)%3K$ M[CQ9KDO6=Z,?
R14ZQ.X\6:Y+UG>C'\D5.L3N/%FN2]9WHQ_)%3K$[CQ9KDO6 M=Z,?Y*#1F*YWTA&(\XC$8C^#",(PC",,XJ.(FD59GEIWEBB<(C$<#(RNX" ?ZA\>DMPAB"0@"Q1$Y-O8AYXIVLE*M $ABK%\\
H"@022R@,ODB/1'HCT1Z(]$^ $&%DGZ(&(T#<_ 1NX\6:Y+YQ0^<*)"B4PHD(_^<>IN7H;\$!1'D%C!"MVD!1'4C5\$J0<\$AN.8Q-0#F=/=D
MF0ID*9"F0ID*9"F0ID"0LX87<>+-8B^HM\D>!)0F/O-2(&97_4LHC4=S-'$=T1(FQ9KDO6^2+ M
48Y]IFTB!!$1>#S"IJX'=.9Z*^!71$CN/%FN2];Y(OQUUAQ>3PN>N\DAS\& M"Z(4<7.*Z(D=QXLUR7K?)$)'HX?"'\|_.XA?O(XKK>C%^.YHD=QXLUR7K?)$- MJ<:LW@>?2XA
CS$Y9[N@CBANB)'<>+-![LJ*<[A1+=$2.X\6:Y+UODA$S32,$S3$7PP ME3.)Q%Y".Z$T51(A$O)I$2\FD1+R:1$O)I$2\FD1+R:1$O)I$2\FD1+R:1$O
M)I$2\FD1+R:1$O)I$2\FD1+R:1$O)I$2\FD1+R:1$O)I$2 M\FD1+R:1$O)I$2\FD&T3#!8
M4\PIYA3S"GF%/,*>84\PIYA3S"GF%/,*>84\PIYA3S"%9PG\B,VQX+Q> 1'1 M@O.)33R071?#"]!Z_(5R5JG\CA*,.'P.;Z6 OR%8S*$QSCOM?#YJHC!LSP.!!_5+-=%\,+T'K\A7)6J?R-. M
$@HB*Z+X87H/7Y"N2M4_D9BYFS5$8- M"HR.[)+ZQ75?#"]!Z_(5R5JG\C$F:8S',1ZKX87H/ M7Y"N2M4_D8_Y"L,5T2SP1N!"CBYUU7PPO0>OR%O&Y%:I_(O2G!'-=?
=E25F<*U2/7CAQ'K:'KQN16J?R+B049F"041%<_=, MJW-\]SAP7!+UXW(K5/Y%QMU1%%9%E'-3>20YQ45<#\,F:8S!(31+X M?\E&/3X*4%QO9CPB\K
MD5JG\B+WB[S+*8H#GV:;0(%1^%S$7U#G*OM3<"R^H>;PT\9WY_]R5-6;P"0 MF,S!(*(B>PI7(K5/Y$,!U91B HOA\|O.XQ"GSD>31X%XH$<8\VEQN%>J>;PB M249F("
B^'_L.(<]5(_
)HF,@31$1O84KD5JG\B D(I&/=EX7WB2,1&6,0I24 M,[C6?D@GO>$GR7_Z)>%C-["E]76*R$ZX3B'NF=667PC;'AO> E7 MD\)*3CC>PI7(K5/Y#_OFE665UPG$.:BIS^%[M$8)FF(O
1QW^3P21QF]I2N1 M6J?R'N)/@G:#D)[4RN16J;V\Y"3-(OH M5,+Y'XZN3YQYJRF%]28!"OSCR" G8M7E\+WOIGX2L6;P"9H&"9 MIB)
[4RN16J;V$A,9@F:8B^&^.>@BYR?'/[YK0P%QO":N(O#]RU.!. 4TSD.< M@X2\!Y,KD5F]AMSD+PC1@>+W:8Q22*2122*2122*2122 M*2122#9JC+Q:D@HS,$A-
U;B7&=_P"B8RYT3L\$)/"%\$; UR8RP7%H6V0 MI!*$(%)'K*;9OSAA@SCQ3Q,VSQ-$DY%Q\FPWHY5,'&9;C'!$7TP&%K"B&#2!B8+QJ=91^0HE^0H[/[SA6$
<@N0V2^@DRP2O5I2NB+5**[R\AE)^%(G/N(3ET7WT@=K#8:"Y:I(=>B8$B8*&>SVRT:[(IJAGXQ=:)N>]AAH[*A>,C6,.:;1\:"^I\QBHK9AP2CT
:1_QI'_&D?\:1S#CN)$<5\42F%$IA1*842F%$IA1* M842F%$IA1*842F%$IA1*842F%$IA1*842F%$IA1* M842F%$IA1*842F!)@*"
42F%$IA1*842F%$IA1*842F%$IA1*842F%$IA1*8 M42F%$IA1*842F%$IA1*842F%$IA1*842F%$IA1*8
M42F%$IA1*842F%$IA1*842F%$IA1*842F%$IA1*842F%$I@OFD1'S?%>B5XD MI\MP-N>&\7PFM5$@;0XS/P%$1P&1Y_\ @8%$(&B3(>:?AFK EQXB)".(L__!X9,TQF8)"8B^'_
!T1%'H\$OI* MO_!?$!1&7A&H0X3<>(G(>OH>"'P$+\(F91F8@<>(G(>OH>*Y. MJ3PJ\OAI1A@^#C:'$0YZ[ZC\$VYR%X$/$8A\%+3B-R8B]*N-/BM)/&8@>%+7%X24<:B^""TSB(&M=
(_!)":1@F91$7@&7D!>"9 G'B M)R'KZ'G.2XECS.U,FE[T2'XK4%]9XE<97_"(\";_,!K]'!)X7^0O%I\+S?. M0((E>"IEY7'B)R'KZ'G.2XECS.U$CWD7U?%:C'F>(TG$9#FG&7@FU.-68*/"
M=Z?PN$1"(A$0B(1$(B$1"(AS5I*>8DB^&M%5""]PE\" @2#I8;NN1QM=5'4)R*WGL)>I/$?BL@"6?$3E0X^ M8TB$+^<640+(R,0%&";-J6 G
N1QM=5'4)R*WGL)>9^BJ_XK M"^BF^YD.6!10D/-(B<*Y'&UU4=0G(K>>PEYSDN)8\SM1*]\'IE%XJX"C'G5B MHW,AYUR.-KJHZA.0]?V$O.2\XH(&<7&(6JH1S69$1.]#SKD<;751U"
<- MAI*/G%E03SG)<2QYG:SET/@:^,_$_P"[2.8BB*'G7(XVNJCJ$Y%ZK/,;SJ] MYQ"+*8BRF(LIB+*8BRF(LIB+*8BRCGH+SG:SET/>M7D\4$'\0XW0;1,$(B1E MTB)&72(D9=
(B1ETB)&72(D9=(B1ETB)&72(D9=(02R2\ZY+C[Q=$A'D,1Y#$ M>0Q'D,1Y#$>0Q'D,1Y#$>0PU:L4K4SYJ,!_1(5:]DQ5KV3%6O9,5:]DQ5KV3

M%6O9,5:]DQ5KV3%6O9,ECC\3\)Q)OND\6>Y(ME>=L5R7JL\QO.N1YD2O>H\!7IO$^OCO9$KW*:<1>*#FX%$Z3Q9[DB5YUR7%6+.3D:2IZQ7)> MJSS&\ZY'F1*]T'TC^?Q0$M,9
FB8C)T'BSW)$KSKDN*L69,KW(3+R>*'_'7$<3H/%GN2)7G7)<58LY.1I*GK%Y(E>=L5R7(CE>=Y.MXHE,L;G/% MGN2)7G7)<58LY.1I*GK%5YUR/,4KW&CC(0>*+F\2G-[N&
4\@IY!3R"GD%/(*>04\@IY!3R!!\Z%Y MUR7%6+.3D::R>L5R7(GE>=!#SKDN*L6!#SKDN*L6;&]ZO%$HOJO AYUR7%6+.3N-YUR/-C>]!#SKDN*L6;&]Z\68O%$H_(\"'G7)
<58LY.XWG7(\V-[UG] M;Q1+.3E>!#SKDN*L6=!#SKDN*L6=< MCS8WN6?U<_BCAXU/ AYUR7%6+.3N/AQ/.N1YL;W0<9_/XHH"C!,RP$\"'G7) M<58LY.X^'$\ZY'FQO=3/?>%
M#SKD>?&\ZY'FQ@I'MD27+XH2249B HGA0\ZY'GQO.N1YL8*1[5\,'BA07EAF M>)#SKD>?&\ZY'FQ@I'M7K>*$I#>)#SKD>?&\ZY'FQ@I'M4KC,_%#T3>)#SKD M>?
&\ZY'G*1[#/Q1'J=Q>H>;Q1'J,O%$M7D)XD/.SUCS$Y&N]]D MKC_*+.=R9RO.N1YC!2/:9>7Q0J5]9XD/.SUCS$Y&N]]DKC_*+.=R9RO.N1YC M!2/:O6//XH2\L+Q(>=GK'F)R-=
[])7'^46<[DSE>=U>L>?Q0I3]4G MB0\[/6/,3D:[WV2N/\HLYW)G*\ZY'F,%(]JC^L?B@)/&\:'G9ZQYB^R5 MQ_E%G.Y,Y7G7(\Q@I'M5+XH$EQ7YGC0\[/6/,3D:[WV2N/\ *+.=R9RO.N1Y
MCX80F0GM5K'XH%-SD)XT/.SUCS$Y&N]]DKC_"BSG8^&$)D)[5** M(S/Q/P%&$L^(GC0\[/6/,3D:[WV2N/\ *+.=R9RO.N1YCX80F0GL@_B*BT^* M#WIT4YWD0\[/6/,3D:
[WV2N/\HLYW)G*\ZY'F/AA"9">J$Q CSECWC2/Q/\ M-3&8)F4?*\B'G9ZQYBB$XAS&)P,\XO^*$VZHBBE>5#SL] M8\Q/.SE>=L>8GG9RO.N1YCX80F M0GG]PQCPGR>*/WZJ*
<[S(>=GK'F)YV8PF1YN8BM5D\49(32,$S3@>9 M#SL]8\Q/.SE>=*0F9 DIB)YT/.SUCS$\[.5YUR/,83([^^.-69Z$/.SUCS$\[.5YUR/,83([H54N(0M(N+Q4$S+""241/
M0AYV>L>8GG9RO.N1YC"9';#_!#B'/6<*O%2;=G*\ZY'F M,)D=AM%1$#:+C/Q4DS3&9@D)B(GI0\[/6/,3NKRV?M"O+9^T*\MG[0KRV?M" MO+9^T*\MG[0KRV?
M"O+9^T*\MG[03:E-241'%S?G>=?&\ZY'F,%(ZS6<1$.<<9^*F HP3,L!/4AYV>L>8GGQO.N1 MYC!.M7EO>*J$Z*;[UH>=GK'F)Y\;SKD>8P3K2CC/-_SXJK]-5\WK0\[/6/,3
MSXWG7(\Q@G62>)/BI]ZJ@G.]B'G9ZQYB>?&\ZY'F,$ZUGY8)O%1 "9X<,KV(M>=GK'F)Y\;SKD>8P3JA.(&HXS\5'O54$YWM0\[/6/,3SXWG7(\Q@G4L_)!/>
M\5!,T4C!,TQ$]J'G9ZQYB>?&\ZY'F,$ZB8E*?)XJ/>KK%9"&$81A&$81A&$8 M1&8YJ5'! *1BD8I&*2IQ25.*2IQ25.*2IQ35.*:IQ35.*:IQ35.*:IS%-4YB MFJ(44I M"(Q$8B$3IQO.MYE2
G2;10-HJD?BG]XJK3GN>(G8B5VXW%$(A$0B(42%$A1(M411$09L%*)?O"+.*Q0K%"L4*PQ69A69@Q;M%'SU,R,Q&8 MC,1F(S$9B,Q&8C,
MMVA19>MVA19>MVA19>MVA19>MVA19>MVA19>MVA19>MV@35M!&<7_%.2$TC M!,RP7/$3L1*[<;L9:YYKDK='UDO0N5Q_S2S'X=GW2*;WJZLLIW;W:B.$45"BH45"BH>
[21PPN=$KM MQNQEKGFN2MT?62]"Y7'_#2S'X=GW2:Y*W1]9+T+EU33 2<_\ QXH;T8Y] MHCXM(@3$XL1.Q*E10BFF<4TSBFF<4TSBFF<4TSBFF<4TSBFF<$#O"!WA [P@=X0.\
('>$#O"!WA M [P@=X0.\('>$#O"![NS-4K:>\([V/P[/NDYKCT">U:.-.;Q0_Y"X\#DQ$\R M<>D< MA<"'W;!1RJ@Y#'^PQ4DOJF2L_-$"&I)7Q*\W/>F/XT$@L!.3$3S)QYS<>-V,
MM<\UR5NCZR7HZ.EU6?=)S7'H$],,'-9\9C[Q2E'-I'F*61SC[M:59-(A6S.# MR7\P]PWJ.K\PYR8GR][:%$AF6$P;+]L* OIG'B+3,#:-5&IH>$_+W:C4P^@ M<6+BQ91S[.?
GX4X2X4>]M2S4K(4A8/#)HR,TM"PD"0HF2S+"9'#D419!YONT M2)[1F*_U4=D?>^[:%Y2@/)!F!,U_=6GZ)X9#PY#^,)0TDWG3T7A3CSFX\;L9
M:YYKDK='UDO1T=+JL^Z3FN/0)YO=,H\P]VSCPGQOOS:=K.)/*KB+*>40VE?F M?1*\DL6F_=TV+]Q.%$25\7D5Y/+@PWHOB_S#HJX$Y*60] I9#T"ED/0*60] MI9#T#G,SA3 *
<>!.E60L/$#:-#,UG&9W0K(R,B6<,?D*$5K+UM K67K:!6LO6T"M9>MH'^/ M;5I6::)E#%Q'"6#XP0G6%&XC>=./.;CQNQEKGFN2MT?62]'1TNJS[I.:X] G MF09T3O3_
#OL=B_;5>=Z2RS)[4W'=F>JKJG\9><= XW$;SIQYS<>-V,M<\UR M5NCZR7HZ.EU6?=)S7'H$\4+(O-XQ#S(9#(2?BN[.175/XS>[533F<)O.G'G-QXW8RUSS7)6Z/K)>CHZ759 M]TG-
<3A.#S2%(4A2%(4A2%(4A X.8S(S4/.YJ93T0B^T3,/,4@YQ]\DR+CP3 M^![ZUE"K GBET" HO@YK0B-/E$+*%"IRX8QYAI40]T9PJAA-[O?6I4!8"PG(
M0_UE>Y88"*/&>@>>V:GTCTCG,FS0CUC%=>U4=D>]M2U+7Y>3BQ.!G(KJG\9D MG@.\XHT9= C1ET"-&70(T9= C1ET"-&70(T9= C1ET"-&70(T9= C1ET"-&7 M0(T9= C1ET"-
&70(T9= C1ET"-&70(T9= YQFG+H$:,N@1HRZ!&C+H$:,N@1 MHRZ!&C+H$:,N@1HRZ!&C+H$:,N@1HRZ!&C+H$:,N@1HRZ! M&C+H!69K#SRXO+?'I#TAZ0]
(>D/2'I#TAZ0](>D/2'I#TAZ0](>D/2'-1#"[M&.N>:Y*W1]9+T$?&GE=5GW2C,[T>&1Z$ZO*ZK/NDYKC MT"N!2@[NAE@-63"^_P!^V9D7D*,\0YMD9*7Y3\TN4\P^[-#,OJEVH1_L-
6BB\IG!,[&+,XSD>;&]"=7E=5GW2+,XSD>;&]"=7E=5GW2A.KRNJS[I.:X] K@4H.ZI(Z2KYX_F?,K"S/[QK'JEI/,;PLY%=4[FTU MU9P=F50;)]9-
\LD/Q<)91D;QXW&>+,XSD>;&]"=7E=5GW2+&XS-*3,KPHJF%%4P\XC)P'(\V-Z$ZO*ZK/NDYKCT"N!2@[HIO!]Y# M^?\ @6,_]4J1_2/R?5++)&\+.175.YM-=6?X"_;;8?W?
H*XOJGY.+BBBB^+: M#\F9XL;F3(X#D>;&]"=7E=2+,ED@R0DBC/ *E$YBI1.8J43F*E$YBI1.8J43 MF*E$YBI1.8]\HH#@*X%*(82$9",A&0C(1D(R$9",A&0C+X.<<:SAY'MYK9LS
M)7%#"*(IBO M/&SD5U3N;375G^'_ +2?^PDO-/Z1:2RE\6R+B,[KSUPP0CTAZ0](>D/2'I# MTAZ0](>D/2'I#TAZ0](>D/2'I#TAZ0@+G1CTAZ0](>D/2'I#TAZ0YB(8;JDV
M90D1"CE+2*.4M(HY2TBCE+2*.4M(HY2TBCE+2*.4M(HY2TBCE+2*.4M(HY2T MBCE+2*.4M(HY2T@U-"@+$\V-Z$ZO*^Y*:%SF_EP2/9#86/OFI^6\4N$\0/\ MR4-
R9\24J).2/&9C[Q)E*3T,Y%=4[FTUU9_A9VHO05?DPY!SBB^+2T^7AFNI M:_(;NQ&[<;S8WH3J\K[(3@(X9GP^^8LU2I(*;_MWFM"*'F1D5]FC;B(BG_P"'
MR63*#FK(E8SCTXWE9R*ZIW-IKJS^ DU5#3S5'3\A?1QX?)*\S.17 M5.YM-=6?P2)9_<-?-/D/$>0S^+/.*,@2BB,KH6OR&[L1NW&\V-Z$ZO*^RB_[
M.0GP]TROVU17B^C]8^3C!K6<*S.^\S/55U3N;3>*S^$S;G600*UBO'/'C^+* M?)>NA:_(;NQ&[<;S8WH3J\K[-$>4N5[N?:EI067$49@T6%F9J^DJ\4V'(#;- MC-351WS>="VJB2B!5\
[WHF*YEMITBN9;:=(KF6VG2*YEMITBN9;:=(KF6VG2 M*YEMITBN9;:=(KF6VG2*YEMITAH91<\|_A+L"Z+2^G6*.A.KROLU/5Y7M7:FF"(N,\!!3=L<+11OTENRO-$G"6((M3.BM/\
MR6(_BP:OK70M?D-W8C=N-YL;T)U>5]E*PFOD)[65A*(BYYX[Q37YW\7^W-#O M'YR?:+EG^+""\F>Z%K\AN[$;MQO-C>A.KRN.(Q$8B,1&(C$1B(Q$8B,1&(C$
M1B(Q$8B,1&Y%I^OR/:T+Z))+U2/E?Q%J9TD*A^;'$$MV56M)&6/XK$@HS,0< MTN&,42X8Q1+AC%$N&,4"% A0(4!0% 4!0,$2DP%SN0W="J* 1YQ&(Q&(Q&(Q
M&*1"D0I$*1"D4XI%.*13B,A&0C(1D(R$9"/P\;S8WH3J\KC@(1B,1B,1B M,1B,1B,1B,1N12_I*S/8;5H<#-
)0G(&MIP+69XL#^J_;FA^Q\WE&$81A&$81A&$81A&$81A&$81A&$81A$)/% 482Q+ 7_+V?\ MRV!WXU\B>4\7E?Y%K9QI.A.KR
MOJ2N(WL\V_:U42]H_(66(&T:'"M1PF_ZK&JDR5>U5?/#/\58>-5U+7Y#?!,M MR6\^-Z$ZO*^T)UR:6G&]2K4WHEE/ 1!5J;TU9"XB^('N_P#R,S*;SN3XJI9\ M174M?D-
\$RW);SXWH3J\K[&MK6KR$]7^$SJ6,?E5AFBG^(+!K@)H4QWCR?%0 MB]$K]V+7Y#?!,MR6\^-Z$ZO*^GNVY0I@R@FC-4#"&&#D>I=I.D1>;Y5'%PX@ M:U7U&?
Q!A*,):E$I)'/\4S:G&K-=BU^0WP3+A.KROHSYO'R&]96)F M?W3*/6/07*]R6*8UJ(I[PK67K:!6LO6T"M9>MH%:R];0*UEZV@5K+UM K67K
M:!6LO6T"M9>MH"K8T:,S0B"*&&^9%Q>6YL3.-)!M%WUJ.$Y3>YCO4=8KDWZ'] MQ-S:V,Z1*YQ2'>/,4_Q2OUAQWDVC0X&:2 MA,Q 5ZR)/S2Y3\N9[V.]1UBN3?H?W$W-
DLZ"CYIR*T' >+XH_P"0TQ:7 6OR M&^"9;DN1Y\;T)U>5]/=X%IS7]+TG^WV8_P#72?G'](RP2%E.0GP8[U'6*Y-^ MA_<3=&3?"MFDYR^)\'\,HQ 43@+7Y#?!,MR7([61V6"%1G#"4,4
C1LB-&R(MT;(C1LB-&R(T;(C1LB-&R(T;(YJS1!JB-&R(T;(C1LB-&R(T;(C1LB-&R(T; M(C1LAE9FQI]THSAO>0W<:K3SX4\1_,(VNT79$;7:+LB-KM%V1&UVB[(C:[1=
MD1M=HNR(VNT79$;7:+0&9V;G>>9PPGQ0>1ZTM4TDF":(HF3Q)_REDCG10B$H MO ,DG_MK+S2]K%G?%CO4=8KDWZ']Q-T8'Y#*91E\3B0BD8YA1X7"6OR&^"9;
MDJ30[6$JN2Y8KDPUCZIN-I:(_=H-4'' 4([M_4^P.[?U/L#NW]3[[M_4^P. M[?U/L#NW]3[[M_4^P.[?U/L#NW]3[0Q_QX.>HBI\9P?0"[BPE5R/8JSJP7 MRY7B8,>))G.<'LA//.&!2BQ?
;9L9)9I*^84FQ(23+ :KYRQP9PWM-K,UMR3 M##B-\6.]1UBN3?H?W$W1)<2E9_B=[UI6GD<1:_(;X)EN2I-#M82JY+EBN3#6
M/JFX[1N5]4[DQWJ.L07<6$JN1["+Z1&7+R/"INV.!DDH3!VF"!$$"2\A<(1 M49-% VS=1)9%A,>Z8PIL28OK>4^0O@M&IR*?%CO4=8KDWZ']Q-T47$V/,GXF
M^^:UF#R?.XRU^0W)SBYL]$>B/1'HCT1Z(]$>B.:N"%QIEN2I-#M82JY+EBN M3#6/JFX[1N5]4[DQWJ.L07<6$JN1["6B\H@9+KTQZ7@_P&!_Z[,_.\JM"<^+
MX%&@N>R65\O+@/A&(;2?F%$DJ)C./1G'HSCT9Q@G&"<8)Q@G&"<8)Q@G&"<8)Q@G$13BCE(4 M+C M*Y-F;.^L^;UTB@>04#% Q0,4#% Q0,4#% Q0,4##&TM4FE!-
"RQY(?B5S2C, M$S*(BD5 M93GI%64YZ15E.>D593GI%64YZ15E.>D599=(JRG/2*LISTBAE/2*&4](H93T MBAE/2*&4](H93TBAE/2*&4](H93TBAE/2*!3GI%664-
&S) M$#1+-1D=^,BO"O6*]8KUBO6*]8KUBO6*]8KUCW;1LLT&*:IQ3,4S%,Q3,4S% M,Q3,4S%,Q3,F9
M6@5Z9E:!7IF5H%>F96@5Z9E:!7IF5H%>F96@5Z9E:!7IF5H%>F96@5Z9E:!7 MIF5H%>F96@5Z9E:!7IF5H%>F96@5Z9E:!7IF5H%>4RM 9%95DLTFJ&/R<=RQ
M7)AK'U3<=HW*^J=R8[U'6(+N+"57(^7/9F9*$%H+G)XRO'HS"^N#$8@9M$F; MF5K&[6'3_N*=C;D/2'I#TAZ0]*Y)EN1R7%4CNQ7)E:&Y\UDDSA/$?$*
M\IE:!7IF5H%>F96@5Z9E:!7HRZ!7HRZ!7HRZ!7HRZ!WAF.\,QWAF.\,QWAEM M#O#+:'>&6T.\,MH5[.<5[.<-T(:H-1LEX?]GHOLBN]1?9%=ZB^R*[U%]D5WJ+[(KO47V0R*R+YQI-
4-Y1<7& M1/M>,Q>69EY;XYB_,;9Y'&K6-VL.GUU.QMN5]4W.U9<32&E4A@N&%Q'E4A@N&%Q''$#Y]:F.ZJUC=K#I]=3L;;E?5-SV<_\ L+XE$OC)Z%2&"X87
M$=R3+/AY!SF9DI/DNBM8W:PZ?74[&VY7U3<]GWZ.L M7Q*YF%)O0J0P7#"XCN29;EBN*I'=B>A/Q(YS,S)7D!,FQ\Y)WO+T/0J0P7#"XCN29;EBN*I'=B>A/Q)3K7-6L
M;M8=/KJ=BV,,'/093E ._T_MCO/\]/[8[S_3^V._P!/[8[S_3^V._T_MCO M/\]/[8[S_$_MCO/\]/[8[S_3^V._T_MCO/\ 3^V._T_MCO/\]/[8[S_3^V.\ M_P!/[8[S_3^V._T_MCO/\]/[8[S_
$_MCO/\]/[8[S_3^V"6FU><1PU?V_B62 MO2PO.J0P7#"XCN29;EBN*I'=B>A/Q)3K7-6L;M8=/KJ^/T)U9QB$HGF5(8+A
MA<1W),MRQ7%4CNQ/0EY(A$(A$(A$(A$(G:3=L<#))W^!"N]1?9%?ZC3LBO\ M4:=D5_J-.R*_U&G9%?ZC3LBO]1IV17^HT[(K_4:=D5_J-.R#,HH7:PZ?75\?
M_P#'7BT/,J0P7#"XZ")B%!$Q"@B8A01,0H(F(+)-XH? 3+AAT^NKQ $0B$0B$0B$0B$0B$0B$0B$0
MB$!W%I(]##I]=7B!YQ1D":%A>-4A@N&%QKEN*9;DF32[6\I=4KEB>A>OR$XU M2.F\(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q&"O@[BTD>AAT^NKQ!>X515%+\[QJD, M%PPN-)4
MA@N&%QKEN*9;DF32[6\I=4KEB>A>OR$XU2/80.XM)'H8=/\ N*\09E];D)XE M2&"X87&N6XIEN29-+M;REU2N6)Z%Z_(3C5(]A [BTD=RCL:.>28[Z2CE,A4^
MNS[0J/79]H5'KL^T*CUV?:%1Z[/M"H]=GVA4>NS[0J/79]H5'KL^T&5FM).-:CP7HO$&K6>)4A@N&%QKEN)2W),FEVMY2ZI7+$]"]?D)QFE.$C$9
MB,Q&8C,1F(S$9B,Q&8C,1F(S$9B,Q&8A)V$(;BTAXG=:-9/M>(UH@H[PIBF* M8IBF*8IBF*8IBF*8IBF*8IBF*8IBF*8IBF*8IBF*8IBF*8IBF*8,S7>@!<,+ MC4I*?-,Q0% 4!0% 4!0%
$?-O0W))G%!I%(A2(4B%(A2*<4BG%(IQ&0C(1D(MR$9",A&5W;REU2N6)Z%:_(3CQ&^S21W6C61[7B-YOTB>)4A@N&%YDD<4 B$0 MB$0BSB+.(LXB$0B$0PC",(PC",(PC",(PC"
(S$9B,Q&8I&*1ALB.^68A$0HD M*)"B0HD*)"B0HD*(O)%$411%$411$0B$0B$1B(Q$8B,81A&$81A$-^ 81A&$ M81A&$81A&$81A&$81A&$81A&$81S+.T:
(3Y#@'>&VT8[PVVC'>&VT8[PVVC' M>&VT8[PVVC'>&VT8[PVVC'>&VT8[PVVC'>&VT8[PVVC'>&VT8 M[PVVC'>&VT8[PVVC!G[Y]>,WV:2.ZT:R/:\1I+*,C!+*
(R>%4A@N&%YD2.UO M*75)W)>=3[-)'=:-9'M>(XB^B<#PJD,%PPO,B1VMY2ZI.Y+SJ?9I([K1K(]K
MQ'+9XWA5(8+AA>9$CM;REU2=R7G4^S21W6C61[7B.3Q'>G>%4A@N&%YD2.UO M*75)W)>=3[-)'=:-9'M>(Z$@33C)X%2&"X87F0[6\I=4GU
MXC^9A2;P*D,%PPO,AVMY2ZI.Y+SJ?9I([K1K(]KQ'\PZ*L[P*D,%PPO,AVMY M2ZI.Y+SJ?9I([K1K(]KQ'\XHR!-
"PD[U2&"X87F0[6\I=4GUXD%,3P7W>J0P7#"\R':WE+JD[DO.I]FDCNM&LCVO$@D\!WIW>J0P7#"\R' M:WE+JD[DO.I]FDCNM&LCVO$BEIQD[E2&"X87F1*[6\I=4G
MUXD>9]$W9$K MM;REU2=R7G4^S21W6C61[7B12TXC$)1.U4A@N&%YD2NUO*75)W)>=3[-)'=: M-9'M>))/&5YVJD,%PPO,B5VMY2ZI.Y+SJ?9I([K1K(]KQ)&R/"[52&"X87F9
MRZ':WE+JD[DO.I]FDCNM&LCVO$D31,9&"6F(R=BI#!<,+S,Y=#M;REU2=R7G M4^S21W-%E2499(?$G[HXTYG8J0P7#"\S.70[6\I=4G4NJ3N3 (C>93[-)'<@)WQ$(B$1"
(A$0B(1$$P%AN+>4NJ3N@(*AXGF4^S21W*ET^)2 Z*KVA[MSD!/,F6XMY2ZI.]4CS*?9I([E2Z?$]2_2PRO<<@)YDRW%O*75)WJD>93[-)' M93[-)'9,MQ
M;REU2=ZI'F4^S21W*ET^)8V>%)YWM.0$\R9;BWE+JD[U2/,1]FDCN5+I\2Q0 MT57GM.0$\R9;BWE+JD[U2/,1]FDCNY[%*5&I6&'R\0JF7K:15,O6TBJ9>MI%
M4R];2*IEZVD53+UM(JF7K:15,O6TBJ9>MI"VS9*4FE<%Z0CP^(U+3#]AR G MF3+<6\I=4G>J1YE/)#<, P# , C(1D(R$9",A&0-F9QB^8C$8C%(4A2%(4A2 M%
(4A&8C,1F(S$9B,Q&8C5PQ" C5#P\@-"FB^<7#Z(K5\.B*U?#HBM7PZ(K5\ M.B*U?#HBM7PZ(K5\.B"L]G49P*X8"N37>^R7B--@>&^3V'(">9,MQ:VAB@C9 M*,H/.+B('9FY0-
4QXRA=RI'F4\B7G(--8W$UWOLEXC26FD0)HG"\7,2J"*9 MBF8IF*9BF8IF*9BF8/SP3S)EN3;H]1+N5(\RGD2\Y!IK&XFN]]DO$=S%52GB MQ7$Y
3S)EN3;H]1+N5(\RGD2\Y!IK&XFN]]DO$?[A=,HI'AQ7$Y 3S)EN3;H M]1+N5(\RGD2\Y!IK&XFN]]DO$>2TTB!-"PO!BN)R GF3+)!3'!&\&*XG(">9,MR;=']=RI'F4\B7G(-
-8W$UWOLEXD$ MJP0YW@Q7$Y 3S)EN3;H]1+N5(\RGD2\Y!IK&XFN]]DO$BEIA@=^*XG(">9,M MR;=']=RI'F4\B7G(--8W$;.R-#0@SAP\,H9N+Q#*9<5]WXKB<@)Y
MDRW)MT>HEW*D>93R)><@TUC=I[U69/B&+B.\[/\5Q.0$\R9;DVZ/42[E2/,IY M$O.0::QNT]ZK,GQ#&^VK2.\-]M6D=X;[:M([PWVU:1WAOMJTCO#?;5I#-
M#9LU6B_>-1F41\9CS3+FB,A&7#$(RX8A&7#$(RX8A&7#$(RX8A&&'O[]/V1$ M(A$(A$(A$(A$(A$(A$(A$(A$(A$(A$(A$(A$(O ."(A$0B(1$(B$1"(A$0P# M , P#
,#BC$8C$8C$8C!F(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q& M(Q&(Q&(Q&(Q&(PEYR#36-VGO59D^(?G%&":$\QR G8C?EU5W)GCZIW*S_P S MV'/JG93R M)>
<@TUC=I[U69/B(1*\QR G8C?EU5W)GCZIW*S_S/8=RI'F4\B7G(--8W:>] M5F3XB"66 P2DQ&\IR G8C?EU5W)GCZIW*S_S/8=RI'F4\B7G(--8W:>]5F3X MB>;&S'/0\AR G8C?
EU5W)GCZIW*S_P SV'P[E2/,IY$O.0::QO.P/ZFBXV;<,^J7QWAXS/ M0\AR G8C?EU5W)GCZIW*S_S/8=RI'F4\B7G(--8WGL^IR)N-FW#/JE\=T8\Y
MO(<@)V(WY=5=R9X^J=RL_P#,]AW*D>93R)><@TUC>>SG]3D3<;-N&?5+X[IQ MYWD.0$[$;\NJNY,\?5.Y6?\ F>P[E2/,IY$O.0::QO.PDT7&S;AGU2^.^,WD M.0$[$;\NJNY,\?5.Y6?
^9[#N5(\RGD2\Y!IK&\["31<;-N&?5+X[GKA4CS*>1+SD&FL;SLI= M-QLVX9]4OCNG'F>0Y 3L1ORZJ[D93R)><@TUC>=EK]JXV;<,^J7QW0 MOR_,\AR G8C?
EU5W(Y'H5(\RGD2\Y!IK&\[%1->9?,Z,,2E%](AYMI+8^T/- M;IV3TCS6S/*/-;,9U=D7E,3QJ[(O>Z/I?,+R4'TB%YD1])&D,6+2\T0R01RD MDH?
CPE>&!XSD!.Q&_+JKN1R/0J1YE/(EYR#36-YV1<1JZY^(%3/B/.\9R G8 MC?EU5W(Y'H5(\RGD2\Y!IK&\Z-96?Q FGC2\9R G&JT-:M)7Q&O9$:]D1KV1
M&O9$:]D1KV1&O9$:]D)8V8U<\FI'?*"] HN6Y'(]"I'F4\B7G(--8WG_)BN M3Q XC>,Y 3C;ZCC.1Z%2/,IY$O.0::QO.9?]IYB\0)8\SQG("<;?4<9R/0J1 MYE/(EYR#36-YUEQ-.0O$"G'F>,Y
3C;ZCC.1Z%2/,IY$O.0::QO.T+_LY/$" MC'F-XSD!.-OJ.,Y'H5(\RGD2\Y!IK&\[8OKEF\0*,>8WC.0$XV^HXSD>A4CS M*>1+SD&FL;SM=;D\0)2&\9R G&WU'&93R)><@TUC>=JGA@\0.
(WC.0 M$XV^HXSD>A4CS*>1+DA$9",A&0C(1D(R$9",A&0C(1D(R'. M,R"FA-$7S%:@5J!6H%:@5J!6H%:@5J!6H%:@5J!6H%:@5J!6H%:@5J!6H%:@
M5J!6H%:@5J!6H%:@$R9M$&LQ&@4V8K&670+[5EZV@7VS.8Q?;IAU M3TB_:;^[^V.\'L?:%B;QG("<;?4<9R/0J1YE/(ER*<:I M'&^VK2.\-=HQ7M9QS4MED0A]^O(*\YD
MZ!7'LI[(KO41V16D?13H%86RG0*2#Z)"-&R/X6S\X_A;/SB@PF5VQ083*[8] MV672*MEETBI1.8OL402F*A.U]D>=9RV_LA=F]QS>>4$//A]EQG(]"I'F4\B7
M(JZPB,A&0C(1D(R!I*!W,_$6>IRDZ3U$W(GG.1Z%2/,IY$N15UQO(S\19ZG* M3I/434G2>HFY$\YR/0J1YE/(ER*NN-Y& M?B+6?D=)ZB;D3SG(]"I'F4\B7(JZP"
(1")X6,IYO$6O$Z3U$W(GG.1Z%2/,I MY$N13@5(\+&4\WB+7B=)ZB;D3SG(]"I'F4\B7(IP*D>%C*>;Q%M#DY72>HFY M$\YR/0J1YE/(ER*<"I'A8R\GB+6?
E=)ZB;D3SG(]"I'F4\B7(IP*D>%CK>(L M^=]+D$><1B,1B,1B,1BD0I$*1"D0I%.*13BD0C(1D(R$9",1B,1CSEIG!J09
M&GF)N1/.93BB$0B$0B$0B$0B$0B$0B$0B$0B$02(A$(A$(A$(A$8B, M1&(C$1B(Q$8B,1&(C$1B(PJ%P*D>%CK>(M1*@/SA1*842%$A1(42$0B$0B$0 MB$0BSB+.
(A$(@MA9UFED1)S"M4*U$8C$ M8C$8C$8C$8C$8C$8C$8C$8I&(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q&(Q&(",1F(MS&$81A&$81A&$1&(C$1B(1"B*(HBB+R15%PZ(JBG^R+S-
/#$*M/#$+R$\,0H M)%!(HH%% O$B8](B1,>D1(F/2/0F'H3#T9A&F81E,/?PE[SG<0I%,0I%,0I% M,0I%,0I%,0I%,0I%,0OF4PA<,8C$8C$8C$8C$8C$8C!P^% H[XI"D*0I"D*0
MI"D(PI)'?@>%CK>(MH4G*XFDB>J3RXGG4]!O)T[AB=RO!^L]C#6Y/$6O$XFD MB>J3RXGG4\Y Y7D5KZ+AB=RO YR@9F]C#7Y#\1:Y'$TD3U2>7$\ZGG('*\BM M?1<,3N5\,)Q"
J+VL-YXBU:KB:2)ZI/+B>=3SD#E>1IY%]FX8G8BB]S# M>>(M6KRN)I(GJD\N)YU/.0.5Y&NOV;AB=RASE1#FIHO>PWGB+47U>4G$TD3U M2>7$\ZGG('*\C4OK=FX8G?!BT51)4(-
!DUYQ'!$6D4&\R>V*#>9/;% M!O,GMB@WF3VQ0;S)[8H-YD]L4&\R>V*#>9/;%YDV@Z/:%4U]72*IKZND537U M=(JFOJZ15-?5TBJ:^KI%4U]72*IKZND537U=(JFOJZ15-?
5TC_)8DI*>=!?^ M.IZG*3B:2)ZI/+B>=3SD#E>1K+HN&)W--4WQ1CS&&FN>=RGO59D_'52OJN)I M(GJD\N)YU/.0.5Y&TNBX^<=\4A2%(4A2%(4A2%(4A2%(4A2%(4A2%(4
MA2%(4A2%(4@U-)X'Q1CS&&FN>=RGO59D_'52^,\SB6VL[)2F1DF_B'=UCN[7 M9'=VNR8[NUV3%^SMM@QW=OL*T#N[?85H$)V=OL*T"I:[*M J6NRK0*EKLJT" M
V;2'5,5:YC%6N8QYR%%B,43F%YA;C.1YU/.0.5Y&SS-GQ1+R!IK&Y3WJL MR?CJE.&#.]$)I*$42%$A?0D\0JT3$%ZYY[D<@;R-GF;/BB7D#36-RGO M59D_'1+/C-
[FFN>>Y'(\ZGG(&\C>32\S9\42\@::QN4]ZK,GXZ&TP)+.]S37 M//=3SD#>1O)I>9L^*)>0--8W*>]5F3\="/"]^]S37//=3SD#>2T%
M]3D4\S9\42\@::QN4]ZK,GXYD@HS,YIKGGN1R/.IYR!O):-3D4\S9\4 M2\@::QN4]ZK,GXYP_1*%[VFN>>Y'(\ZGG(&\C=/U.0WF;/BB7D"]8W*>]5F3 M\>Y'(\ZGG(&\C?4TO,V?%$H7*Y?
\:SI9&CG0^<1PY%$*#"97;% M!A,KMB@PF5VPJTVM+-+")/-)4)\9WU'>P2R?&]1?5>]IKGGN1R/.IYR!O(V+ MZFEYFSXHE"Y70EE])1%.$V=E5H3!\;SU.4GO::YY[D<@;CB$0B$0B$0
MB$5R:ZCS-GQ1*%RNDE0_[*"@67EXY#^-ZFV""![VFN>>Y'(\ZGG(&ZKX,BX[MBU+ZCS-GQ1*%RNGW]E4:&G"/C%]L:2^K 6:^%L;2KG-F9QG'S3BEB._\;("C M!,\+WM-<\]R.1YU/.0-
UJEN*]1YFSXHE"Y77[K T098R\[D/XV)G?!IKGGN1 MR/.IYR!NM4MQ7J/,V?%$H7*ZV=I^@LCQ8<@A*+XUJ5Q)?!IKGGN1R/.IYR!N

MM4MQ/4Y2>9L^*)0N5V%^VVL_O"H'QE]&4L"+'\:EJD?!IKGGN1R/.IYR!NM M4MQ/4Y2>9L^+/6(+EY'81,X>?#>@C#+_"8?|CW:>=QPP8?+|:H>,ST/@TUS MSW)4CSJ><@;K5+
<>@?(|S9|6>L07+R.?FI*$QYEG:[)|HO,#QFDN4?>J9H*6 M$|AT.=9F9>|^D=||L6*#XUH+ZKX--<|]R5(|ZGG(&ZU2W'HF# M>5L^+/6(+EY',BRLJ2CFXS'NK,F#C/"
ML07+R.1+%G?:*. L8196=%!3GA/&?QQ2GC43XM-<|]R5(Y6>[3F<3:1/5)YR M!O*=S5*ZFSXL]HG,XFTB>J3SE* M#>0@+,3D:-|"&<&-1Z"/XY$DZ1WWQ::YY[DJ1RL]1 M.9Q-
I$]4GG*4&|A [FLO*ZFSXL]K9^T*]6S]H5ZMG[0KSV?G"&:5|_G%#%!<2E!O(0.YM-9U-GQ9ZY9PO%F) MR,6'I$B_*=||I_''G>DJ_H?)IKGGN2I'*SUYGVD3U2>XE* M#>0@=S:E]=U-
GQ9ZY9PO%F)R>;%|<"9E&9CFE$3Y--<|]R5(Y6>HG,XFTB>J M3D8:I]8[DQU#SW$I0;R$#N;77=39|6>N6<+Q9B2J84%3&*"IC%6N8Q5KF,5:IA5JF% Q0,4#% |@H92TBAE+2*.4M(
M78V^_^(1"(1"(Q$8B,1&(C$0 MB$0B$0B$0B$0B$0B$, A@$0B$0B$0B$7@+;*27.4HSC(4C./1G$:,N@1HRZ!&C+H$:,N@1HRZ!& MC+H$:,N@>([FRYIG0
M/.*1SBDZ1BL/AC%,Q3,4S%,Q3,4S%,Q3,0H4DN9 M>OBFSF,5C.8Q6,YC%8SF,5C.8Q6,YC%8SF,5C.8Q6LYC"6+0TJ-28;PP# , MP#!=XQ&(Q&(Q&(Q&(Q&(Q&(Q&(Q&
(Q&"@XA&8C,1F(S$9B,Q&(Q&#|]4YBFJ M M>XV<_P#I1U2^!&/PU:UT:<,#S)DY'$TD3U29,G(XFDB>J3D8:I] M8[DTETW)GNN4WF*2Y&|]G/ZO(3CLV_9]8O$RG'FN;'4//<6$'$?
65|",?AJU MKHTQ9GF3)R.)I(GJDY&&J?6.Y-)=-R9[KE-YBDN1O.P/R..S;]GUB|3*<>8[MFQU#SW%D7$:^N?P(Q^&K6NC3%F>9,G(XFDB>J3D8:I]8[DTETW)GNN4WF*2Y M&|
[%QV;?L^L7B93CS'>XEY&BO@1C|/FLX(E"N; 9W-IBS/,F3D)Q-) M$]4G(PU3ZQW)I+IN3/=>XJ+B;'U4 M_ C'<$:US:8LSS)X8"<321/5)R,-4^L=R:2Z;DSW7*;S%)=EK]IQV;?L^
ML7B93>XM4_]OLE|",=P1K7-IBS/,GA@)Q-)$]4G(PU3ZQW)I+IN3/=< MIO,4ER-YT:^GPH2(X!YJ%'B,0FS7!(=SLV_9]8O$RJW|WG^[P0P0X(X#X^(= MS_J_^L=S_J_^L=S_*O_
*QW/^K_ .L=S_J_^L=U_J?8%YFS@QBK99=(JV67 M2*MEETA*VI)(TE!>N*DV;F&E1PWR^$[/ MVAWA.S]H=X3L_:'>$[/VAWA.S]H=X3L_:%^T%!J?:'>?Z?VQW@]C[0|YNK9+
M2*YR*;>=/8$;7:+LC^(?2^845[1BK/:5I%3ZZ^T*CUE]H M5"9U:14(%ZSLYAW=ELD.[,/PTZ![LF++F<7-3!F$),64.JG0*M&R0@)"8)!" M1%#X%IW#3JG<[-OV?6+Q,M]4NL7A%
(X%2W GQ3PP%<52&[465#-)I1Y3XX14 MHG,5*)S%2BT3R6G].TZIW.S;]GUB|3+?H?W$W/% H& KBJ1YSUKDSW7*;S%)T3R6G].TZIW.S;]GUB|3+;H==-SQ7-4 MMP2^*>&
KBJ1YSUKDSW7*;S%)T3R6G].TZIW.S;]GUB|3+25/6*YX MKFJX)?%/# 5Q5(|ZM?D*Y,]URF|Q27([FUW7M$|EI_3M.J=SLV_9]8O$RTE3
MUBN>*YJQ9K@E|4|,!7%4CSKU^0KDSW7*;S%)T3R6G].TZIW.S;]GU MB|3*]9.>YXKF>*X)?%/# 5Q5(|Z]?D*Y,]URF|Q27([FUW7M$|EI_3M.J=SL MV_9]8O$R>NFYXKF>*X$^*
<68KBJ1YUZW)ZY3>8I+D=S:[KVB>2T[AIU3N M=FW[/K%XF3UTW/%<|5P*$[D4#SID+-<52&|[36Y+DSW7*;S%)T3R6
MG<-.J=SLV_9]8O$NMB:2/FK,ICD'GL^$X:,>:9)Q)>=,A9KBJ" M. =W6.[K'=UCNZQW=8[NL=W6.[K'=UBH6#8MR-+4L&5Q$U9,6BF9X2(=W:[) MCN[79,=W:[)CN[79,=W:
[)CN[79,=W:[)CN[79,=W:[)A3/]Q/W+0SO$J|.| M('>$#O"!WA [P@=X0.|('>$"O0$+LRR6DF>"4WF*2Y'*Y]'2XDO.F0LSD;='])<3#5/K'*YE(XDO.F0LSD;='])
<3#5/K'HEQ,-4^L=R1(;X%)T7C%]Y:57|"? M2.0N6(*M9I),."3X+1J,1CKGF|"T:G(JYXKFEQ)>=,A9G(VZ/42XF&J?6.Y M(D-|"DN1W-KNO:+QB,=
<|W@6C4Y%7/%,1FSLYH(TJA|Z'D(Q>4P/&KLB-EM'H$;+:/LAJS5[LU+*]?^81 M(VA$C:%%&T*M.TG2*M.TG2*LMI.D5'KL^T*GUV?:%1Z[/M [/:"YK9,99< Q M KE,XD),P:5'?%(4A2%
(4A2%(7G+,5P*1W$EDU,DP<1:!7G, MG0*|YDZ!7G,G0*|YDZ!7G,G0*|YDZ!7G,G0*|YDZ V*UM#6223!%Y>*YM+6R M6S)"H(X<"2+B|@K&670*QEET"L99= K&670*QEET"L99=
K&670*QEET"L99 M= K&670*QEET"L99= K&670*QEET"L99= K&670*QEET!G9&AD:T%@E,[DB0 MWP*2Y'L07+R.S%L07+R M.S%
MT,DJ:G&=^05",ND5"9U:14)G5I%0F=6D5"9U:14)G5I%0F=6D5"9U:14)G5I M%0F=6D5"9U:14)G5I%0F=6D5"9U:14)G5I%0F=6D5"9U:14)G5I'=RG5I#5" M6R$))HJ]Q7XJ6
7FZ.&,5Z.&,7FJ(!6H%Y:(!30+RD9= C1ET#T9_F"6BN;S M2,*:)@YIGQC!.(BG%'*0HY2%#*6D4,I:10REI% |@H'D% Q0,4%"K5,*M4PJ MUS&*M7#&+[D8-GYQ@V?G'V?G$7J_.
(O5^<+4=$O)XW+3OVG6.XQA$H6 M1&<$(I'.+RE3BFJ*$1"(A@& 8!@& 8!@&"X,[M*U,R0L|$<1GY13;3H[IMYT=@4V|Z.P*;>='8%-O.CL"L;SH[K&|Z.P*QO. MCL"L;SH[
K&|Z.P(Q&(Q&(Q&(Q&(Q?$8C,1F(S$8C$;F-RM)?&Y:=^TZQW)$ MH7*X,3F3(XV>NG.Y&V]5G<3#6/JF^)N5JB&"^*>0>[,X;WC:M._:=8[DB4+E
M<&)S)D<;/>)SN1MO59W$PUCZIOB;E:_!T2|;5IW[3K'$?P=$O&U:=^TZQW M)$H7+=,0(1.A,CC9[Q.=R-MZK.XF&L?5/XC-)-/P=$O&U:=^TZQW)$H7+=,3
MJ3(XV>|3GJSN)AK'U3^(S233|'1+QM6G?M.L=R1*%RW3$ZDN-GO$YW(V MWJL[B8:Q]4_B,TDT_!T2|;5IW[3K'-I;=9M>>M1J.^49G#Q"-KM%V1&UVB[(C:
[1=D1M=HNR(VNT79$; M7:+LB-KM%V1&UVB[(C:[1=D$T2;7G%Y2T VBC:|X_*6@1M=HNR(VNT79$;7: M+LB-KM%V1&UVB[(C:[1=D1M=HNR(VNT79$;7:+LB-
KM%V1&UVB[(O&UG+0"5 M][.6@?Q=HM_B[1:!_%VBT#^+M%H'|7:+0$M[/S^>;0DWS|BCXO(XTW(F3(N M[MYJDD@?PMH]_A;1Z!_"VCT#^%M'H'|+:/0/X6T>@?PMH] M
_A;1Z!_"VCT#^%M'H'|+:/0/X6T>@?PMH]_A;1Z!_"VCT#^%M'H!K5[J B MAC/0Y&IR>U|'1+QY)QYS|)&_+JKN*$*HFHBRB)>T(E[0B7M")>T(E[0B7M")
M>T(E[0B7M!!6>&,XSDN5GUW:MV]W9;)#N[+9(=W9;)#N[+9(=W9;)#N[+9(= MW9;)#N[+9(=W9;)"%#!F1P|06S8I)+.!-XI"N3#=(ZI.-
IJ'FY,]97)LKDN5GUW:MYL87JIZI7)AND=4G&TU#S.1KB] MKX.B7CR3CSGX2-^757<6>|3GN3/6/,5RL^N[5O-C"]5/5*Y,-TCJDXVFH>9R M-<7M?!T2|>2<>
<_"1ORZJ[BSWB<]R9ZQYBN5GUW:MYL87JIZI7)AND=4G&TU M#S.1KB]KX.B7CR3CSGX2-^757<6>|3GN3/6/,5RL^N[5O-C"]5/5*Y,-TCJD MXVFH>9R-<7M?!T2|>2<>
<_"1ORZJ[BSWB<]R9ZQYBN5GUW:MYL87JIZI7)AN MD=4G&TU#S.19VE9((SPXQWA A]^BB*] KT"O0*] KT"O0*] /_%:)7S8X/+_ M ,>.I./.?
A(WY=5=Q9[Q.>Y,]8|Q7*SZ[M6|V,+U4]4KDPW2.J3C::AYG)C^ M#%<+3_+]OQU)QYS|)&_+JKN+/73GN3/6/,5RL^N[5O-C"U(0HT|U._HD*M< MQBK7,8JUS&*MR88D<>EVK>;&
[FFH>9R8_@Q7"T_R_;NI(3&8)FF(MAS5WTCGL;[/*7C=1K.8Y'G6|V-W--0|SDQ_!BN%I_E^W<3)H4)0"AG%#.*&< M!SV5YID,=1X_&TC6ZYQP|SVQ15,**IA15
M,**IA15,**IA15,**I@?.(R|VY;&[FFH>9R8[E:?Y?MN M+W**9YO&VC6;&[E(.)10"FWG3V!3;SI[IMYT] M@4V|Z>P*;>=/8%-O.GL"FWG3V!3;SI[IMYT]@4V|Z>P*;>=/8#2S,X>8A4%
M^.X8[E:?Y?MN'F^@F]I|="I+DF32|ZWFQO4WU[ACN5I_E^VX%-.(A#XZ%27) M,FEYUO-C>IOKW#'D%%60459!15D%%60459!15D%%60
M459!15D%%60459!15D%%60459!15D%%60459!15D%%60459!15D%%60459!1 M5D%%607DJ%$Q1,43%$Q1,43%$Q1,43%$Q0.<4,HH903+FP0^5Y<;U-]>X8[E M:?Y?
MW8F)>E|AU./,;RXWJ;Z]PQW*T_R_;NR=7Y#J,>8WEQO4WU[ACN5I_E^ MW=N>5).;#|AU'# |N-ZF^O<,=RM/|OV[O 5 XOD.(>7&],9!L:4F9<_B%6N8 MQ5--
DQ5+F%6H59Y!5Y4Z10RITCF7'X,8I$*29Q31.0HG%-(ID*><4LAZ!'D,89AZ M4PB7DTBBK)I%Y*A>0CPQCT9A&4PI9"%/(6
M@4S%,Q35.*Q2O)I%Y*A0,4,OS"KR_,*&7YA0(44B|2,ND1(X8QZ,PC*8 M4LA"GD+0*>84S%-0IKG,>>/2]';"[=J=';"JYT9H[;HS?Y.5<%=U^BJ* MKM?HNA5>Z.[%5[H[L?
E.CNAV_1W0[;HS17%<5Q7%<5Q7!771FB4EK+3R=;)& MZN(AD.';N5)?B-]-74(6K29.FH],M6J4=,_<.(:>:<6R=JZEMQ"U-*E,K5PD
MF9H.5)U>D%1$"LVGY#MFI9&WLJH3;AV#K],>%9CKGM4;9XM2AX544BD5VVM/ M3Z<@W1PY4D?13%5=0NBJ*_|_)P*K7#:$;8:EKM4D5#G*))?
345LFP2T&5D&;3Y1!=)+RVUV')$?*!G%0|CNQ^5Z.Z'Y3H[H57.CNA=N=&:+ISH[H57.CN@4JG*O1VP MM$N.&9NU+&2&VB_)H2F7IF14SRU'[GVN]9EYU.?X5(64J5%
(9=%,C!6SSRH9 M92-.59#IGM:Z=T161NCIG:EG_&%5RH715';=&:*_|FXLT0[SI6R"-Q)G3E1; M$16Y%TTA*T*)2%$2DJ2UWK,O.IS]PIIU-LA92&6>1U2,@LV5N1+!7&
MUJ(W233D):#-)J5J90:'78A"TD5LE:32I)TZI&E(^C3#MZA=%45_Y M-I5*X3<559V0$ITCL*I2K=@S,K7XS)VND5U#ZH)Z&<)::BBJ+;5|!Q-5*L0=
MY0UU_<2DE)'TR(O=^UWK,O.IS]U(Z@E=)12I6G4K3(H@;A.O.0LDEL5-;60Y M4I9(W1TSM2S_(PJN5"Z+H5^C-_DV5@5)%>MV G2M53K=Z&XB%-M)RJ)Q%.T
M=12E0LB33+K!,2Q7TKC9W33A72%9W3+W;G*&NOB?M=ZS+SJ<|04_!K<(I--# MI^JI_)L"13KTMK3(RIRE+DB[<.D71=#M^C-%?HS?Y-=8%237Z*@1I4U55LK(
M#4.W+M,4B(V])7/@FS<;<5TK5122_&]VYRAKKXG[7>LR|ZG/$3=9<.'B)+M- MRO(<17RZHDBC>M))"=1IVC[HCTN;(8IO.W/2[(NW:G1VP_*='=#MNC-_DU%5
MKA%U57G9(>G):9#=E8AY:NU)5*ZHLA;B2+N?=N<:(MU8TZ$<7;JK-MID-Q9TZR>J&V6DVK;2$H0GI)24 MA>[=3GBML5LR[^=:.U5W17*|T;4^Z|I)ITCA7*Y.ZI*+I"Z
M=N2Z+H=M4+HJBO| R9BNJ_15"*;M55?*^,/MKY*^T192I)=TU#F=3GBRFUU%=*DHC^$DZQD#AGW73TDJ%E+:N)IR**G5Z8 MNW3TI=%T*JZA=%45_P"3'7!75?HJA--
VJK.^,$Q+^V?8X99TE'A#M*1NJ?@T M]M8RL0=3GB^UFI3:RIMNHNFU9Z3KD+6)6Z;1E(A]!2MJJTI M994*R#&Z.F=H6?| &%5=0NBJ*_1FXK7_)*E?
HS05W7Z+H)INU59WQPE*3?1 M#-*,XA|SI%4|&C3'*ZKJ50AAE!(:;3:H258NN9F=4ZYXBYRAKKXG[7>LR|ZG M/&!H6DE(44BDJ*4C(*>A''E,D5-DI5.(*G<4Y5IR*HD-
YV6U+/R1+;.'2+HN MAVW1FBO^"N.VZ,T?E.CNA5UI/I MG8,(8AT$VT@I$I+KF9RJ4HZYG3/$G.4-=?$_:[UF7G4YXR5$0BS9B)-,DCD;
M=RRJ)7DV0;$0I]#B$D2D**F1T_C4R,7;M0NBZ%5SH[H55]&:"IK+HRQ)MKET M95.R-)]L55N67#ZPE4<8DNF;2R+JC"'K'9&[NV.R"|*]T=T-V>J]+OA(EZ(, M^DE)F?
4,7<7P:QN[UCOANKITNCMA5,Y%6R'"*1#S=)Q&R3D&)7%O.L$4FW,E;%W:9;='6R13B' MJA5NR-W>L=D%(|]5Z.V$8Z:EKVHT)3;]-RV,S*F=.1'X?",MJ,ZYH*VOKH2D
MEUL^FV^Z7R5*4CJ"1N/BTZHT+ZR4"6(BHJ(.6I;[4@|Q&G^4+5EM*"R*IZI1 MZ96;^ R<;(Y>V+2K+*6F11 UPD0X|W)N1F1.EE&9I2OJ&-K?=B6UI+3(6@TJ M(|HSE&[/'2Z7?
#='NCNA=.='=#M^C-%?HS?Y)!50FFY5/HN@TTT40MQ:E$E" M*9F=+XX1$3DI3KA:9,-;FI&^TY'59%SEXLYRAKKXG[7>LR|ZG/&OA&6EGTU M-I,[)E*-R-!]-
MUU$EZNU']&G!]HZR7I'4Y5LG:S3U0ZE]_;WGW+=9IEM$D1 M6J4IMM,=*KB=3G0:8_6:?F>X--L;;A;FZ55!YZ3KD%0|0MTG&TE*5F0TG+3(Q M56>E+HJBOT9O|D
JH3=U59V2$D9NE"PYFN(5+)+4M62,E73DF80)*2)*4D1) M(J1$14B(BK$18Q=3GCS2IMCK)*2G9I C*$7(?QV]D,$7?M[M(8(N_;V0P1=^WLA@B[]O9#!%W[>R&"+OV]D,$7?
M[(2JA%R:MO9"9&5-*0HI MT(CE-)U"2=;W-NR=I$MD>UJ*E;E^;5D'6Z1@VGEO)6A,BD&4ADHI9:XNEGI2 MZ*HK]&;_"/B";JOG9(889VU3CKAH0DCJF-
I.H9GK3#>D.Y^$>B+@[X]$7!WQZ(N#OCT1<'?'HB MX.^/1%P=|>B+@[X]$'I#ND[L>B)ID+_N_P!67NOM$,HT124R4CD)Y/P%5K;I M'T%M;KCQ+2F12%%
(:5%+*1E+2,A=+/2ET517Z,W^1Z56N$4UU59V2/[R>)5L MNW1#$OM6S.1;LDITUF4A9&7C-SE#77Q/VN]9EYU.>/&LL]:8;U&('JDB:?7' MU9>[V^'4;4429)2.1+I?!7|8JQ@V7UO)
<0DB6A12&1E+DBD:STI=%45_Y'B: MM4|[)$+"H-9;8XNV/X+:2MG%5:R"LA+:"M4(22$I*H24E(1%E%C-SE#77Q/V MN]9EYU.>/&LL]:8;U&('JDB:?
7'U98AMC2MKB$E(E94K8O@+Z:>L#;<4X2T) M(E).L92Y([:H715_D=D$7556=DB(B3E| WM29?A/*E,RR22UU<:.HQ]4D33ZX^K+$4/$I1)>;-*B+X;=0|U)]0557*<|6/Y
M'19H1=55YV2%/'_Q$0ZLC/X")&B^4@|:.HQ M]4D33ZX^K+$;?|VI*K/@_GBO<(SQF%_(Z35KYP;NJJ|[)$(P7Y-ALCU=J1K/ M-
69XT=3GCQK+/6F&]1B!ZI(FGUQ]66(O:B6P9'G#N$9X/*+ M^1TG+,0C5/PD03=^M"<_&KG*&NOB?M=ZS+SJ<|>-99ZTPWJ,0/5)$T^N/JRQ M%]]=LRX5E!D*OY).>#RB_D=)RSSA-
JCJ)CFC/AF^MC5SE#77Q/VN]9EYU.>/ M&LL]:8;U&('JDB:?7'U98DXWIM);(O5K('5N4_R.DY9YP964DJ'#47LR|ZG/'C66>M,-ZC$#U21-/KCZLL2=*51)>;2ZF2I7)>
M;;%U0=-5RG/R17J%_(Y3FYP;J72|X03M=4*S;:LFR)?RBQHYRAKKXG[7>LR| MZG/'C66>M,-ZC$#U21-/KCZLL2-:)=M9E6BUJF4FG1DVQ=47:STB<_)!W50N
MBJ*_X:X[;HS1VW1FBOT9HK_R,2S0BI57G"%Z;9O-GW+[EK|@RQHYRAKKXG[7 M>LR|ZG/'C66>M,-ZC$#U21-/KCZLL3-Y*EE"OU+6HTY3-2#Z1*JD-T/&L ML]:8;U&('JDB:?
7'U98FMETI4.)M5%GD=8R!N$Z|]"$F[24JVZNZI(ZGQJF4 M,(>J%6[(PAZQV1I'WI352I=D2H^T-H^&](T5@SVPRRB'A)P,LA"#5U34D':S MBY+6E;I:|2J-U]$ETP=N=Y*ESJ
TK>B$J*JE23(RS#,;N]8[(W9VITN^&Z/= M'="Z=Z.Z%5SHS1VW1FBOT9O|BH@FYJJSL@,N+M29>VQAZ2LE1H-*ZG:+(LR7 M&CG*&NOB?
M=ZS+SJ<|>-99ZTPWJ,0/5)$T^N/JRQ6W6S:KKJ:6MFVU6UJ22A M29/NGXA>N=,2M,MH/X1)*VOKKW.G0A>J22NN*;"2WLU->*4@>#7$-:A]9^,M MQX*<8A.K2E>M-L&9K=?
1)59IJX.4EV)0:5O/DHBID9&1D>5*-U=.ET=L*KM3 MH[8=OT9HK]&;_(I34KA%)NJJME?%'V5Y1&_":2K36Q4;5W%R>9T|9NHQ]4D33ZX^K+'/A6R,_AE*APLI:9%"VA(QR22DTZ=
M/,<+/(217VINE=26S>8XE1HZHW9XZ71VPNW*A=%T.VZ,W^1050)I(JJSL@0| M6U::5:TN)*EMC*K7;&ZE=3GCQ MK+/6F&]1B!ZI(FGUQ]66.Y#!J94J%=^$U<=TU/&LL] M:8;U.
('JDB:?7'U98]4AQ)*0HI#2=0P;J7'3A))"DTRF=3GC@C*#53_)U P-7"-C U<(V,#5PB M TMQLT$1&HRE2=8RDI*R0@OBX@=*6F0F9XF5::>"DTQ4Y4H+X0P5R^:V8P5R
M^:V8P5R^:V8P5R^:V8P5R^:V8P5R^:V8P5R^:V8P5R^:V8,W(=TI#D.FW5OQ M;D1HFF14DM+*EQH:3(C(RD,CID9'5(P;S;COV0RDD+3&R?2.G+:'6,7;AZ0
MCZ^2.VJ%T517_D3%2()I-U3K=Z&7XK[H]4D1>JV.-/:[UF7G4YXW++(-Z0[GX1Z(N#OCT1 M<'?'HBX.^/1%)/5,28A(8]FZ5U/2*Y_S8N#OCT1<'?'HBX.^/1%P=|>B+@[X
M]$7!WQZ(N#OCT1<'?'HAZU3^617/1"M]7G8U-)D1D92&1TR,CJD8-UMQW[(9 M22%IC9/I'3EM.D8NW#TA'U|D=M4+HJBO_(F*DFOT5 G2M53K=Z&7F#;:=;6: MD+124DZ7Q
F'BC;;CR(]*5),02:KC4LFFDNDYWN3U21%ZK8XT]KO69>=3GC< MLL@WJ,6]F?72/J|1>WY 5OJ|[&QI,B,C*0R.F1D=4C!OM.N?99)#24JE,GGM
MB[F5>MTO<'JDB+U6QQI[7>LR|ZG/&Y99!O4 M8M[,^ND?5XB]OR K?5YV-S2HI244AD=0R.J0W1W[*X7@E5;4Z9[4HY:I5NF0 M+3NGI"S_(P[>H715%?HS17%?^1(5)-CL
M*U7K=Z"TD/5/M>|"6T.L.MI$ MA^W5(72)1$E9$672!;9!-&=%;2M=52#/I5D&L>!?:LR|ZG/&Y99!O48M[,^ND?5XB M]OR K?
5YV.%-.E*A92'6,LE)U240VEYUTVS1X)TBTJR*7)I+37(;JZ>E+HNA M=NUNBJ+MSHS1=+Z,T?E.CNAV_1W0[?HS1VW1F_R(:B;'8%RW8[N&;WO1<,7
MO>"X8O>|%Q#WO>"FTP=3GCWY 5OJ|[')M/HMT'ED9'TTJ29*2>4)8*-42/S;|NERG$DF,0F0Y3-$A2Y=M("TT14Z?ZP7419_6"V6B,0E5R
MI232D|HS5(8.F[6Z+H=O6Z*HK_R(*PJ)L"HFQV!]!>#9JG6[T)>:2A#B'[9"TG32I)D9&5*L8:?*0C44CB2[1U-)Q.8KJ M8O[7>LR|ZG/&Y99!O48M[,^ND?5XB]OR K?
5YV/6_P!)XM82Y#NNP+YIEE:, MS84?QF+8B+N32-N=?2# M=2M]V#69$E9*E4T=9#M,LPZAA5-VHFOWP.[J%T517_D25A4(5$V 6E17K=@% MI$[H>
<%P*J344M>U])+Z$R_2(*3+(L7]KO69>=3GCW MY 5OJ|['K7=^+6&]1^%33B26VM)I6E5,E$=4C#D0RI]V!5)32HU+A_BNRJ(S M1TE6S/KI'U>(O;|@*WU>=CUKN_%K#>H]P
M:5$1D92&1TR,CJD95R,.QDV[BN-W=J]+LBE$/5>EWPM8;[8]IOR M;9JLF1R$"^UQ"X9N64TRI6ZK*M%*0FSF"U8135=N+.W=6?QEGUJF,/:[UF7G M4YXSM68?;"DNK=)9=48&?"
(T1@9|(C1&"'?HT0G;$*:*2V[552M=!!?%Q;V9 M]=(^KQ%1&@U$:B.ZDSP9DR[3.L^HOGC|H7Q@W)[RA?&#|H7Q@W)[RA?&#|H7Q@W)[RA?&#|H7Q@W)[RA M?&#|H7Q@W)[RA?
&#|H7Q@W)[RA?&#| MH7Q@W)[RA?&#|H7Q@W)[RA?&#|H7Q@W)[RA?&#J#4;,0ZG^8<2Z=X3FV'8"DJ^TD95252,LLC6*KUGOQ^5Z.Z M';]'=#M^C-';]'=#M^CNAV_1FBOT9O|
(&[;HS1*:EU>BN)-N=+3'6[(M6GG MU*-5(DIE,|R42I1%)+^=M&NHXM*A^4X5CC1*IN)D^*IEP["'E&")]<6TKI.- MJ0=@Y!A#_1W0PA_H[H;N]8[X%X5ZIT=L-T?
Z.Z&Z/='=#=GJO2[X2-O/FJVI M$293/JCP;<812U7$I9*3I^%6B4A_28XVRJVK>G5?&:2+JB5>WOJZ;SR]:WM: M.H-(PRG)VM,M])+C/VN]9EYU.>,R-
12[I7,A<'?'HBX.^/1%P=|>B*2>J8DQ M;V9]=(^KHE:Q#*5_&IH<+4NH-+A60:H*.>1+4:B%*4G,=1IB+,,*VV'C%H(M MT85MR).GI'#4DLLB!Z:(L_K!5B+/ZP7419_6#
[0ZU"Z+H=OT9HK_R J_1FBZ75Z*XW5PM-TNR+5#SQF:Y"(BIGU:8VZ,= M>8:,[8FJCZR^-3/:BRZ8M66R3TU4U+5JEJE4?N)J@UPVW_WK$?9R5;D1->%A
MF[9230JWPC(J"7[)#2]/:&I=:-(TVG4H276(>$:*7X296UW[9I48_H|?$M9" MY'B+*W-75,:6<2/+):>M;#PDYF60ALU=4W$BV>=B8DZNG=-*)=2W:G9,Q(TV MAO4)(I=3GC-
/Z3.QG[,^ND?5T5/[0P1J/|H@U-.|(V:5'FTA M+"SE%-?%>|,68:5,F75&W1#[D<|5QMA&EEO)2S;KMEY)F?X%Q$W.*8>.FJ'M MS)AP_P";I^!4=[E!;$2B+9=3)*A=+-+PDBDGTRI
Z;]:OWXJNUNBZ';]'=#M MNC-%?|?M<=MT9HIN++325.R-*^Y='6[(E9-U#-M+M[VD;D^+3MG,PA;K4J)B M/SSG:[TB4R;Z_NO9'UF?G4V8_P#:
[UF7G4YXS3^DSL9^S/KI'U=&MJBFB<36 M.FE:,EMQ)DM!Y1A;DWQ3D2FM#NN6CV4EPU):6>7:_M$-.+1?"4A=IF+MK0[M(/31%0]_ZP'3>K=%V#W2MT70[;HS?
Q]]MT9H*FY7Z+H%IGJO1VX-IA3Y^&), MITD)MC(BME6U(YJ.+?JRN2[4@_B-U#RSES,0]DUK42$(G%2E*49)2E*8F; M3-2C.D1$0PN&X=K9"4GFC(ZY.(T1*DR473(Y2ZF//:
[UF7G4YXS3^DSL9^S/ MKI'U='3)Z&:5;556MJYF.HM7"S#"W)OB7CZ4,ZYU$/2D5]9#C3Z8IMQ,DJ%T MC*RNH8.F[4+HNAV];HJBO^/:N*_1F@KNOT505-VJ?
1=!MIDHIQQ2C)*$:91Y MA+"7IQ?=;(E$?V5#DJSEK..I6:4]S+E@VVDDA"8IHB26J3FF>(L_;FE.?9]L MVJU=<;M=MM+>X44LNUD-SB?*%: JQI9&WHI663,;O.*
<@GH>3Y4(9CP4?.;9 M5RVUBKT]*P@>"G>=3GC-/Z3.QG[,^ND?5T?-IR5MPI=I?126TK,,K9!UTUPY#1 M6WDJ0C0LE2MNHE,B6VJWH.R053>J)Z+L'=U"Z*HK_CSKCM^C-
'Y3H[H57>C MN@FF]7K]^"2TIYMA"CVZ(69VB*FE3I].X?2LBTAT4^W=6=N|YJEGUBD('JDA MSE;6N3B[|&J0EJ*W86?Y-]%-M>56/XIF%S=%2ICIJ5]F=2JZ-I)FALSZ:FS2
M:#RBZ>./:[UF7G4YXS3^DSL9^S/KI'U?O 5#O2I.JT|BDXROX2>F73*H8T4. MD_L|0HH:$X[#2PT492RMF:6G%52)QNY*4ZY2'EAUMS;DK;D2
MM*JJ5$9D9773!W50NBK^/"N"NZI]%4)INU55|KXP;G*-VR2[A&'%'7J/N)E/ MN2S>E[H]4D.G:G;6E*MNFA1Y)H.3N0JK42+'X[RNJ_15"*;E56=|8(G"+VS[,TM1L,KJ1" MB.
[44IRLH,NZ/(J^Z/5)#G*VM^'M1% M,*MFGXUIYLZ]HZ].+B92K';JQG*P:21)7)!TZ]T+M%XUH"[1>-: NT7C6@+M M%XUH"[1>-: NT7C6@+M%XUH"[1>-:
NT7C6@+M%XUH#PBTR2? ;SB"2MY5H1 MX32R4['N_9GUTCZOWAH@$*(W6U)?>^)*E26TF?PE$J63I2!6I3^.|JH3=U59 MV2&63-
W:&K=Z(.4R|&DTR(E)55Q5+*"4((DI21)2E)2$DBI$1%6(B]V>J2'. M5M:Y.,78=Y-NT|VIMQ)UTK*0Q&>S,6J6T6N(F]P_RC9E;J26^-Z>2L9*_#%| MF?|
%*"%.,,N*^TQ&F6TA1W15U$9C!(;@&MB,$AN :V(P2&X!K8C!(;@&MB, M$AN :V(P2&X!K8C!(;@&MB"6J;V%VQ*](0FYI9 YK:L('-;5A YK:L('-;5A M YK:L('-;5A YK:L('-;5A
<4F;V4R.)*X0=4>UZ$D24IG8DDDJA$3T>1$60 M6/WW.$JZ0C|DWF).7+/$#U20YRMK7)QDQ M/4%I8V:EDZ9EVT.E5N4[KL1>WY]LO7'U|?C] MW*+K'[OV9]=
(^K]X3C2Z:'$*;4732M)I/J&(AI5TV>UGEH4I)]8'E)_'<03= M559V2(1D[8VT+EJ;6U:G(=.HM@.:H'R=O0&TPK+;#4IJVMI)(3*=4Y"KGB#>4[KL M1>WY]LO7'U|?C]W*+K'[OV9]=

(^K]X%*GM+24F?PEU7%=TLS/$3U20YRMK7)Q\ MWE.Z[$7M^0/;+UQ]?'X_=RBZQ^[]F?72/J_>'$H3+MC2?M#4E6W9E.0LE:)2
MS0N[N49^2#JU"_'8013755G9(^W.6^UPAJ)HE5%/K*K5.7:D=4RQ(]4D.8DJ;4X:J14 M^T41IS JZJ)Z*OX[$U:X137=+SLD09&1DIQ!OJENC-Y1N%;9-H98D>J2'.5M
M:Y./F\IW78B]OR![9>N/KX_'[N476/W?LSZZ1]7[Q/M:)=M@Y5':U5,*DVR\ MNLHC"Z:[E&?DBO4+\=::M56<("'7;*0M]9K3+52VG;5$>09(Q,]4D.G<0B6I;+2GKF-W9X5&B-W9
MX5&B,/@_*F-F,/@O*F-F)5SE (+IJC(=/7<'.\V>7PO&CG>;/+X7C09'/LS$ M952.I>-1CGV;/*VMD.?9L\K:V0D.? M(#N7;6>!B_1QSRSP,7Z."EGA%/X
M$).#EFTA%2#G?]@G3T(<[_L$Z>A##WO(8OB1ASWD,7Q0I1<2O(3!1'STH(;K M&^1KV0W6-\C7LA(29R5DE"MR'?1"3%Q.?DK7I(E)F=5_%3"L2G?1:4]48'/7 MD\#_
!$8'/7D\#_$1*S-4].H^%M,-5KEI8IPNJ.9IZX%CCAI9EGHU5BVIDI3 MK%2=,?=F>KS[6/NS/5Y^K'@/9*>G9+K2K*UZ5Q"NU1]S)ZL/^@#[F3U8?] % M+V GHRK4X[^##_X_GJS'?
P4&VGV G0I2,E[<<9:*0=(TZ::V2IR],3E"SI,L M5-"6$L+AC>4Z>WMNF[4VQMKBJ*_XW:XK]&:*_1FXD54(IJNE9 MP)\U'M<,T^9J.60ENR-H3EJ2:K W4K!Z W4K!Z W4K!Z W4K!Z
W4K!Z W4K M!Z W4K!Z W4K!Z W4K!Z W4K!Z /PA72:QZ 7(+F.X!OCQ29G%>I98^=%)GP,+Z8,&G/@87TP" MFF#F.<[WO!*GV29> 9_@ D/VEF%]KV425-J:53R[6'9SQ]\OHW-
B/OE]&YL1]^8R]B?2Q]^8V\B?3!([]>3 MD@JLK28NVER;6<6:6:/_) GJQ'?QH?_"!/5B._C0E<]M9Z6L[I7](IGTZ< MXJ/JC[YSU9?]/$COMA/3B*Z97:?
2NHQ94CR!]YIZO_U@^\T]7_ZP2O3]/3J_ MA;:V5*L6F0X?5'/,]<,QQ(D5/$]*2=)2=NAZ95RIL&5,AAD]>40/\.&&3UY1 M_PX'+$3LYJXF&I95I!(%W.?
E37HPNYS\J:]&&Y1OEBMB(F.CV'4O-SB]"I* M'B'6T;4B&A'2I+4X=M;/G7%.&BEY"HUZ3+TAH,8"]Y=%\;,!>\NB^-$G]TFK M)./G*4[V,20YH_;YT]-
$I3.5+IQLY**]5&&1CF9GAHOT@2L; 8!!>2L; 6J8:'215")ELB+,)(W!G@D: MDLM),JADVDC+-(L63' MMD>V0VD=M:IPZCK]/:G#L&8737% M(V W5N\1L!NK=XC8#=6[Q&P&ZMWB-
@-U;O$; ;JW>(V W5N\1L!NK=XC8#=6 M[Q&P$FVM7J=@"<6IL_"H6JG)%;7MS:5 MVEN_&V]K+4MK0K D_NF;*$J9JFXCZ90,,1^*'-\#Y(MQQ8YO@?)&.+$B8*$272*'9(NH@8)#<
UL1*4+#$95#VAO8CT?($_N5!HSUU$>8S=09;3A6R'$*0M)UTJ*U46:1B)A'#=TM MJH4NZ,JMMK75Z57)"KNHGHJBO6_&S7';=&:-T66FDJ=D$VTZ\I2G)$I2F4S M/I%3IC;
(QQQ2U';;5;F249"C0>F5FR#;VC6FT(J=*3.0T].26E:@M.L](6?D MBO6Q!.6><&VYJC$P43]M0HW7"E+:BEMD;F[3,S*L.?X;@_[&.?X;@_[&.?X; M@_[&.?X;@_[&.?X;@_[&.?X;@_[&.?
X;@_[&.?X;@_[&.?X;@_[&.?X;@_[& M.?X;@_[&.?X;@_[&)LFZ<9S3%-Q25N*2VA!)-)(?(B,S8;5+;-X^;RG==B+V M_('MEZX^OC\?^T?($_N5!HWUU$>8S=0<>U M'$$>4JHM/N/KX_'_
+1\@3^Y4&GGUT]X MAFA#IHMR9BD)?01'I4KME$Z@J95%4^Z"KJHGHJBO^-6N"TRRI]%<2;81R@MM<JD$C1&:E7;KAV[J\ MM72R"D+W#SA7*S6M.I4XLRZ@/4IQ
JE<7)'X0\X13"OR429I+I)<25*^2>*3 M!R9S]\Q\WE.Z[$7M^0/;+UQ]?'X_]H^0)_\0S0A3Z)=L@SV[2U3: M/2O%E$6F[D*IN7*,_P",#NJA=%45_P :9 M,HJ9]%46C;CIJ-VU)*2E,SI4J
MM,QMT>ZY5MBAR7)PJDGU"%JTVELOBD16>F?N383ND02DR=)N3PBK%+-%RGYQ;ALG)6<*FT=DY,W%)@Y,Y^^8^;RG==B+V_('MEZ MX^OC\?\ M'R!/[E0:>?
73WB&:$*0LB4E1&E25%*2DF4AD95R,@N*AMN7!.22 MI29FJ&.6Y5H3:.L>8>2JF[437[X'=U"Z*HK_C2*F=42$ZHI'#K90*-?,UNN MZ=I*OR2%5#D^&M-
@O=*6LY$I*4SZ*YA42XVDBVLDH)1RVJ--)6JF*B+E.?D" MM6Q%-+MC$*\I.E1'(,SR+=$N*3!R9S]\Q\WE.Z[$7M^0/;+UQ]?'X_\ :/D" M?W*@WM$P5PU/3EK+=7-
I3S&RH2:5$1D92&1TR,CJD95R,/1T";NU26ST,E1G MM9%5<:IW!5RK9053=J)KY?Q@=U4+HJ_C1(%35==%<(8E6:-N4X[O3 MES?
=&4MNY^:3(:\WX.:)7D(2V12I;MC,B,ZZJ6F4+ANY+/\ BBHFH714Q).J M,2)/3;<N/KX_'_M'R!/ M[E0;VF]=+^LH6HV]L*'B4[8V1'20HC/;&BIU$RD99!A5-51/15_&B56J8NU; MIH"
(C%2F;[JD-F?YMNJ9:IS6^XD4=NY)*EE$EN>Q3DF#*U0PV95$+.WS7+66 MQ()=J9ED+IGT_BBX:J%6[T5$5JW8%;$BU1B$0NY^V2YJ"MR*^3BDP544EJ+PF@'8]R4T,K6AFVKNJ(K
M9?<(.3-]Q:R)4VPB0I?SBKNM6DDS!<-W*:W>BHBH5;L"H6*EJS$+RIPK+:BZ MF*3!R9S]\Q\WE.Z[$7M^0/;+UQ]?'X_]H^0H_V?KH_'Q]"XY/2;2O@G4 M.?-"]2C/!Y1?
C/+3&6F"89I2E+ M$4I:&20IT[942C2DM;::JNF0P&=^!@O3Q@,[<#!>GC 9VX&"]/& SMP,%Z>, M!G;@8+T\8#.W P7IXP&=N!@O3Q@,[<#!>GC 9VX&"]/& SMP,%Z>,!G;@8+T
M\8#.W P7IXP&=N!@O3Q@,[<#!>GC 9VX&"]/& SMP,%Z>,!G;@8+T\8#.W P M7IXP&=N!@O3Q@,[<#!>GC 9VX&"]/& SMP,%Z>,!G;@8+T\8#.W P7IXP&=N M!@O3Q@,[<#!>GC
9VX&"]/& SMP,%Z>,!G;@8+T\()R"G>V*WN6(([HY2JS@ M0P.>O)X'^(C YZ\G@?XB,#GKR>!_B(P.>O)X'^(C YZ\G@?XB,#GKR>!_B(P M.>O)X'^(C YZ\G@?
XB'21"3L4KJ#TS$'G1YCVJBFR43<3.+3Z"7(2R0\N-<2 M2B(U$2B)5.F>)$GIF160A1M.'*7YSOAN+G"]\-QTZ$HM;6!;KF?_(9)].@WMGZZ M/Q\?0N-0X)+DI-
HA4[52.33&K;#+IG*4AY0.3X",\'E%BQ M-)I] 1D1++:% MM1?I%$H[&U%BC:3J&9ZTPWI#N?A'HBX.^/1%P=\>B+@[X]$7!WQZ(N#OCT1<
M'?'HBX.^/1%P=\>B+@[X]$7!WQZ(N#OCT1<'?'HBX.^/1%P=\>B+@[X]$7!W MQZ(N#OCT1<'?'HBX.^/1%P=\>B+@[X]$7!WQZ(N#OCT1<'?'HBX.^/1%P=\>
MB+@[X]$7!WQZ(C9"J/0/G;0FCU9 >:M8@]OR_RE7BVL2:WQ&N(-:G&GM7R) MG_R^@WMGZZ/Q\?0MQ!'(Y$F3"=2=-W,VLI,T+J7*,\9A?C.*F=46MNO=3SLD
M,M'=R6[O3VUS3+O99,SW!IN74RFRY\%72U*ZX-MRV):4$2BZ1D:I0=6HG%B% M(_RN@'%UUQ+IGF6J2ZV*-99ZTPWJ,>Q)?#BH))\,2^N@3:BK:3?!HEZ=K#ME
MB#V_(#_*5>+:Q)K?$:X@WJ,:>U?(F>M-]!O;YLJ2$3T5JFL7]-G@J68DJ"[; M%/ML(Z:U22Y"2NEGD$%(FZ&)XZST2I3;>632$FXLLLT!*EM3-9N(A%M(=5"B,T.-GTS;<299GX8AG\E!
(0R@OCGIWEY9JTN4D*J M7*,\6/QFE5!:=9';F"IJ4Q#.&^Y+4E*3:D]TOJ$?NCIF1.,)52Z:34D\X'35 M6P>O4(#D4+XA&(/;\ M@/\ *5>+:Q)K?$:X@WJ,:>U?(F>M-]!O_P
@>NB\^GJ@BX::S:=?32]X$Z5FO6ROB!+5+P$1$- MTJFF43_UWX9T)R[^UOVV2>WN4\HPK4ISQ8_&77!771FC=%EINEV0EAE3KBW' MC)""*F9TLD6BE6[SBC<(='P66[-
J4IYIXHUEGK3#>HQZ[RV#UZA "Y9J%VO>BY;L=Z$Z5NJ=;*^*"8>M"A8I9RJ*EM3M(DKJ M%I%5#_"[.C5NJ'BC3MY%^1?J6V]N]168%;I43G_&';U"Z+H=MT9HK_C(K]&:
M+I=7HKC=7"TW17'V>%-]U9K.H4A)*EIEJ-4B4D#==7M\4LJ;AW+9'52T1U): MYU3]VIM92I6DTJ+IDHI##D,M2[9HK7+*G:JJ]LD'=7*>BKBJ<+XJ:=H62JP-
K91:E7.F:E'TUJ.52CQ%$6DS(C3M3LF: M;:NK)8!Z91Z1&?D@ZM0L43EGG DD9RF])9D(-M)N6T)0G*01)+J%BC66>M,-
MZC'KO+8/7J$!R*%\0C$'M^0'^4J\6UB36^(UQ!O48T]J^1,]:;Z#>W/+4>"DTT.Y(3I25; M4ORB2Z9?@DB&4K.LLI4.EE.(-
\X./03\0\1%+]G6")K:546DTY62621A3:U:9"22>61J&86)U1AANVJQJ"J=-:,5:R MSUIAO48]61]M'0B4Y)RK5UDB!2=(TPD,1ETC)E$N(/;\@/\ *5>+:Q)K?$:X M@WJ,:>U?(F>M-
]!O;GEJ/.8R@,>HJJV#8+^L&3/4)872347XQ"J@M,HM-T5PB%96LUN/FDND14 MK91T[E":9@FFBR5K.[<576L^F?4Q,UN*2A)55*,DI++,Z0/:S4[)\!-*RJU2
M84X:23;)*OEU:0S"Q0M4(,JO_B+5C;6Y>IBK66>M,-ZC'J/6<+XJ)#&\M:PL M0>WY ?Y2KQ;6)-;XC7$&]1C3VKY$SUIOH-[MWH+2,5^U[P):0IAQA-1IRVTI=)"B21 MIZPTT-(?
Q7K;KM)"=(A"6R.24[91FJ27M"DN0=2H7XQ"NJ_15%VO=#SLD.S@ M[;>$-2(>V^!+IW)/CFF0LC+Q2&AJ1MI;6\M)U#49VB#/4D1V1<-W*<_(!R)1
M4+HJ"MBB=48AGE%21&H,Z=:V3*>9BK:CI$1GK3#?A"N>D>@-U*P>@-U*P>@- MU*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@- MU*P>@-
U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@- MU*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@-U*P>@$$3A'_P")PM8_S43D!CPA;BU6 M/X!9 W4K!Z W4K!Z
W4K!Z W4K!Z W4K!Z W4K!Z W0K!Z >M5D?AD5CT_R MA7BVL2:WQ&N(-ZC&GM7R)GK3?0;VR_1^,30&$8I:1EQXRWU9(+Q1A52Y3GBQ MB%1(N6['8%PU>]Z+E]]
[T5$6.P*WXPRJ@CMU%IS+K!,,EQRT)Q3CZJEJTF26 MG\)50@E"2M4I(DI(JA$5(B+*Q1X]*=HVALIBE_-)T!NZ."1H#=T<$C0&[HX)& M@-W1P2-;NC@D: W='!
(T!NZ."1H#=T<$C0&[HX)&@-W1P2-;NC@D: W='! M(T!NZ."1H#=T<$C0&[HX)&@-W1P2-;NC@D: W='!(T!NZ."1H#=T<$C0&[H MX)&@-W1P2-;NC@D: W='!
(T!NZ."1H#=T<$C0&[HX)&@-W1P2-)2MY!E]O MASW-)?DW\@,^'1N3?Y)'P2R!NZ."1H#=T<$C0&[HX)&@-W1P2-;NC@D: W= M'!(T!NZ."1H
R6^C3&1[F15,H@M*E$HU.&N4BDJI0GYN)-;XC7$&]1C3VKY$ MSUIOH-[9?H_&)H"^G\U#0S>5+;N_6A6I2+&(UA4(5$V!4+\8A4SJ@TDM6ZG2
ML"5RG$/GMCQG6^"W^C+JXHI:KE"34>412F%NK2FV<*W/+6I1]+)!U*B<6+5& M+;\R40YFF26OK*%IYU?(F>M-]!O;+]'XQ- 7 MW*0*K=&&6C-1H3$*>7TK5HB7(>0I1$6;BI0
MY26[\LI?S:::CS3I"HFX1GY .I4+%2"93.[/.$>OX)H21ZHU&>MH6GES'BWP MUO:-:6,VM\1KB#>HQI[5\B9ZTWT&]KFBN50[3IRU;:6$58*= 3B6R/;X.V<
MTMTMC\JG)M9+;,R0J[N49_Q@=U4+HJ_C/(%IC+3GG"-B93.T\$F7^<.W7K"Q M0U&HQI[5\B9ZTWT& M]J^1,]:;Z!/(+;/L[Y$[#R'2))F=LU=?DE4LJ0*NZB<_)%>H7XSBJU3$A*/=
M3S@3AW42ZX_3Z4NUHS#0W+FXHJ#:(C21>'7+2WLK%,7+=PG/R =)-0NBI[OM MNC-';=&:.VZ,T5_<%FC]*><(@SJ+C'33F(:29V2H7#>LV?-8S&C6^(UQ!O48 MT]J^1,]:;Z#>U?
(F>M-] G$(E^T-2O0]K5-:2IM_I4TLN0+IN7*,_)!U:A?C M-(%3,M,$0[:E&IV)M$TJZC24N40;:1B-U=.ET5Q56=(N MBJ*_X2RS'Z4\X0_QMLH715]R54 M4G%D>V=%<+?
=4Y]G;69$1Z7;5TND<(=JNVRV@\M*"(^K0N& M]9L^:QF-&M\1KB#>HQI[5\B9ZTWT&]I/4K'B9@H&U$%+*P^1')60Z1I/Y9)"
MKNY1GY(.K4+\85<=MT9HK]&:*_NBJ@O"++3G6"85A:S-3JE*5)2;;*2V6JG4 M+KAMAHI$-IM2Z9]-2NFI1TSR<36VLI4+2I"BZ:5%(99I!:8^5F!:526EUI2X
MI)*,DDC:UJ4V2BIG;$1D$--))#;9$E"2J$1"DI9-/(-22*H2BNRZLN:*JKE. M?DBQ[@M,JZ#<*TM=LY$&6I32-2SIU$I*4(:04B&TDDLRN?3,Z_X?M2%*(C3: MNI+Y*RZQBJJY3GY(L
JH*F][,,PZ+8R5$FI?2)I$BG#/N2H9#>LV?-8S&C6^ M(UQ!O48T]J^1,]:;Z#>TGJ5CQ,P4#C(8BE6XPO:R_G4>$:^D20<2>VI,K4C(MZ1D92RD96U(R!W=1/15%>MT5?
Q@55=&:*;BRIR5.R)-OE475Z@KW",\9A?A(4E&7A- 1<6J4[0]I1+4MER+,P@0DMU;H><'HY=-3ZU(:EK-)5(H^[<3U*&035=RI6/$S!01R=H-+BDK(OMC37:J*
M7^DDF4M*KMY*]/IA5-ZHFOE_'!TW*A=%T.VZ,W\7Q4U509$ZLC)VN[.J#<@WG9"+!S5*?Z-2SZAC:W7(A*TID4E232H MC*L92RD+MTZ1=%T*KG1FCM^C-%59=&6-U<+3=%
<$Q#J?=<6[(E"2IG4^-2(@ M;KZMMBW+I54FB/\ )MR]4Z^,'MZ<&?A/2Q"LM[3 M)L-R%[C[.FFM4AF7P4U93RY!6N$9XS"!4ZX2RA4JG(BT2629I(-M)N6T)07< ME)+EG0R;?6;?
BG,:-;XC7$&]1C3VKY$SUIOH-.DE*WF5NWD[;P,W773N"L4% M=C)K-2'%%*Y!DJU0LZ9RP\IDEM1_!I)R@XVY]I0M$B5(7*E23*64C(U2D8.F
M[4+HNAV];HJBO^+LJHNUD=OT5P:+=W[.VX:WEU*59LCENG.L"2DI$I(B(BJ$ M15"+\-.V;B&9+IDC-9:IJ6VL2D)#??(ZY2=D;N]8 M[(TL0]==+L@MJV]#)JE.(=*T:D^+3E7NC[E-
:LA/P$2UBQB]O3F MM,?HT9XS"_"FF=T82RE1RN1-HFE74:4EUP22J)(B+**E^&U01+?61[6DZA2= MNOXI=4+=&:2H M_A4T+OT&E?
5$I*BD%\%,0N3Y=NH$I$.1J*HIU2WCEZ9;:I9$>,WU?(F>M-]! MIR]2H\5 4'4Q$-DXTNJD^NE12*2HJQE3(.1$,N(B82J9),S>8(OAE*5N@OA% MFA5-
ZHFOWX/=*A=%T*_1F_BWK@I5**F8M4NKW0ZV5D@XU^V-Z(IH)=5I5,J M593E4\C-QV:E&1$5,S.D1%DF-K:+P""E-1_E%4Y)"^"0J)N4Y^0+'X"JU3%V MHO"'G")C52GMKAM-&?
P$'IS+(4NEW/N&E?#AU)J?FU&?U@K7*<\6/P)RS%4] MU/.#2%7:Y7EY!NZ:U[DNK0R;?6;?BG,:-;XC7$&]1C3VKY$SUIOH-%5_M$RI MD^+(S#V=QZM"7(R;;=+QE;.PJ%2(>.K;-
%*1(7NG2RLD?: MWS7]E:=,T)52*(<*3)IM(.KTSI=/'9J44#3:D4(DI4I,SE M<.GIUE)8('I&[E.?\4'234+HJ?@*J-T46G,J@3"PZEJ4ITS,Y-*V@I+9Q9_!
M2&H=%RT@DD9U3DJJ/XRCIG[B&ZU?(F>M-^-Z.I!)MA6#T!2/%?\%^JH4;B% M?9XPBTKR92) MEVT_S;=.R=8);;22$(*U2DJ1$18[3!(DTZ-L>U$ND3W1E3RA<-7":V7\4'21
M4*MV!6_!+;F6FD"6&5.+6MXR2DBRK!$#ME;8^YIGGD75TJBMY4.25K 53=J)K]\#NJA=%7\5TIJ45/HKB1+SEV=;L M@ELJ=)HS/PKDB$YE.W4640TTY&G*:-77<2-
).4NJ0I'66L2*G!!)Z9;8H[!D MGK@G(EYZ,41RVKAVK,O3VM-7*,S($1$1$5(B*D1%TB+'D2\=JHQI[5\B9ZTWXV/322**L'F$+(S4^DB*U[%8)258O\ ]3S3]P2Y;4I%
M%4EJD&=/+*B6IV,1+)F6ED^!.ITZF.*8.59%F'H#="L'H#=2L'H#=2L'H#=2 ML'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#="L'H"D<
MON5LO()QM92*0JH99Q@S2IY<*\1;2JVEM%%+;-*.6J15.F6:%4U5$]%7\5I5 M1NBR\)H!47$J<4REU6U-FD0V;BE-J-5(CI2I.6I*/"1D*BMIXAI-/-60VV'
M>;?;,S(G&EI<1*DY#*V29E2/W$2>9>Z7.&8D%*9E3%J3JMT.ME!R<7K:59K3 M#6WP#NW2+X\DA9$O3H=,?K-/S,:-;XC7$&]1C3VKY$SUIOQK5#LCA$9.H[7L M!^)4 M2= 7\EM2;
[2YXJ?DT9X/*+W!4DUP4K:3E48N$EX0\X,TI%1"W8E7Z15JV>:R MA/X7'3[1!JDZ9UD]T8-:R3;+3;*/XRC49]4QF$*2C+3R!3CKJMH9>TR"I&ZJ
MD=K;=JCIUP1$4A$4A$50B*H14.F/UFGYF-&SZ2TZX@WX0KGI'H#=2L'H#=2L M'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L
M'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#="L'H#VFB9SBOLS+T.RTV MO:8AZVA#G?]@G3T(4IX_P!/G3T(*(IZ*K_].G+T$<_Z9.?H(YY M_P!,G/T$<_Z9.?
H(YY_TR<_01SS_IDY^@CGG_3)S]!'/\ IDY^@CGG_3)S M]!'//^F3GZ".>?\ 3)S]!'//^F3GZ"-+/%/U9.7H(<2FC#G']DCO1ASC^R1WHPYQ_9([
MT8)=AYQTZ94F7V*-5*E67"UC!%_>7^FQGH8YR_TV,]#'.7^FQGH8YR_TV,]# M'.7^FQGH8YR_TV,]#'.7^FQGH8YR_P!-C/0Q"SP469PK4 IA3_V)^DLT1)6N MU?9]L/="
[4ACG+_38ST,ACG+_38ST,ACG+_$V, M]#'.7^FQGH8YR_TV,]#'.7^FQGH8YR_TV,]#'.7^FQGH8YR_TV,]#'.7^FQG MH8YR_P!-C/0QSE_IL9Z&.AB3^\3/_Z,]#!N/1QD2B5*?V*-*GY*
M.C#G']DCO1ASC^R1WHPYQ_9([T8C#G']DCO1ASC^R1WHPYQ_9([T8ACG+_$V,]#'.7^FQGH8YR_TV,]#$7#L1Q/.I MFZ*<4V<)$,4K4FBT[T.TB[=
(I)90=/M$9X/*+\5B=4(4C_YIP\U+9J+JE0)9 M?"-!?*MLX=PC/&87N"":VF.ME!J$2>Z1!VQD5RVG3.*S$E9"4)*U2DB2DBJ$ MDBD(BRB_"F#216J4[:[3[8Y;1&85.P+E-
PG/R/P5]UT!%G3D^UJ*GD-MZ.)3 M?!38PQ$QL"'W<@>&A_P"-#[N0/#0_\:'W M<@>&A_XT/NY \-#__,:'W<@>&A_XT/NY \-#_P :'W<@>&A_XT/NY \-#_QH M?=R!X:'_(T/NY \-#_QH?
=R!X:'_C0^[D#PT/\ QH?=R!X:'_C0^[D#PT/_ M !H?=R!X:'_C0^[D#PT/_&A]W('AH?\ C0A?M,P,(^R/E$-[3$0:95E)27;S MJY*FE6D"EOS# (2BZ/;&3DO9X,'%3?
-4W/,$ZIDU'X+PB"2:BM79S0JHLAS+ M-G"M_P 6',LV<*W_!8(',$R_Y7 \0.8)E_P K@>(',$R_Y7 \0.8)E_RN M!X@*'-,V>00O%#FF;/((7BAS3-GD$ M+Q0YIFSR"%XH*'-
,V>00O%#FF;/((7BAS3-GD$+Q0YI MFSR"%XH*'-,V>00O%#FF;/((7BAS3-GD$+Q0YIFSR"% MXH*'-,V>00O%#FF;/((7BAS3-GD$+Q0YIFSR"%XH*$)"E
P90RIO4M4.4,SM"EVD3IC9M-K-6E*G(.:9L\@A>* M'-,V>00O%#FF;/((7BAS3-GD$+Q0YIFSR"%XH*'-,V> M00O%#FF;/((7BAS3-GD$+Q0YIFSR"%XH*'-,V>00O%# MFF;/((7BAS3-
GD$+Q0YIFSR"%XH*'-,V>00O%#FF;/(M(7BAS3-GD$+Q0YIFSR"%XH*'-,V>00O%#FF;/((7BAS M3-GD$+Q0YIFSR"%XH*'-,V>00O%#FF;/((7BAS3-GD$ M+Q0YIFSR"%XH*'-
,V>00O%#FF;/((7BAS3-GD$+Q0YI MFSR"%XH*'-,V>00O%"*&996:$R.&B MV;0E1I,VZ@JGN:,\'5J%^*Q.J$*9_P#-+3?(-)=4Z!0[?PEK5>(D^>*UPC/&
M87N"JU3%VK=#S@_'KE/;%J:9E^ 1EMBBR%+*3N?PJ<5B+@[X]$7!WQZ(N#OCT1<'?'HBX.^/1%P=\>B+@[X]$ M7!WQZ(N#OCT1<'?'HBX.^/1%P=\>B+@[X]$1=JFOTS^">2'?
643XJ&H/[1,PO< M%IE%IC#<*TM5L[$VA4JE251Y"2IF&V47#2$H+,*24\D_P_9&R(VFRE=5+=+K M(RD5\G*%RBX3GY K5""ZGG!*CW6*_I#LOQB\&C(M6^K+^ T.(0X@ZJ
M%I):3RTJE(PMAAM##$X3?*VTVDFVBD02SM$)D26G@U63]U%QA_\ #L.+3+7< MDD:3W;AD0^TN2[=.#SD2HU75H1[6W+EVIJ[K&:?TF=C.(2=0W4$>48BLB=H@ MBROLL$?
7.@_M%ROW'#U20]OBM9CV9?5COBYVH=]O;,R-*+1\BKH[5>6F6G MD90NE'X-.?DBO4+\5:YH^'EG6$MHW+:)R>GD"HBH M714_5,RTQYP8AI5&E<29KWM&G:0-!_: M+D)?N.
('JDA[?%:S'LR^K'?%SM0XTF4I&1D9=,CJD'624NU0DK74G*95ZPKU M$_BK3EF/TIYPAN3L^+30&)^,A"K*:?5('J4Y_N$U:IBZ5NIYPAVZA[62U].W M<\(N7NE?@M42+?44J&Y?
EKZ2>N%O.DVIQ:4VRCI]/XH.DW4+HJ"L"%VK=#SA M$1ZY3E6IEF7I4C=4669$68?N$OINH2+8=MJY)7;,Z]Q(AHDJD1#LOE^E;2OY
MWN9DGI)8'&$V[7MD&9/)+*D:66:"41RD9$9'TR.H>,T_I,[&;V_($7ZWB/-(M&@_M%R$OW'$#U20]OBM9CV9?5COBYVH>5.2W9LVJCT1W*<_\5999@F25=1%H M5*NHTD"
(J1$4A914!9?+MD*:5F2K1US%>X1GBQ^$JMT898EE)R,0B22LI:"/ MJ?@I%;OK(]J;EJR55*Z2$@WWB0IU:2-2E4^G2N:A]*U436[T5$UNBH"!4U7 M717"6&C6I;D1:(3TS,R(@S#IJ-
(),OPE=LK+6JG[B'/;J62HD29H@'#.5;3?V9SIV MT.>U%+DJ;21YN,T_I,[&;V_($7ZWB/-(&@_M%R$OW'$#U20]OBM9CV8EE55! M.-Y$DD>5GPAT/:DK-
+ZIEH#N4Y_XJTZH0B:>&VUY(OYM EJ_-R+L5?DF8JJN M$9^2*]0OP$"IG=F"53M6%.O*S")"?E+_+B%)*TM+5JV.HV1JM:7355%PW<
MIK9>0*B:A=%3\!2FHJ8D)U>Z'6R@J4']HN0E^XX@>J2'M\5K,>S!R9S]\H?E,%U5+!ZE.?^**LM6(8 MOY^(.]AW#SJ!+0=1:5)/*44@-"C.V2FU5EI-1&#JU$_@*K5,7:MT/.#T4J66
M)=.UE_-MRE\IZ(QX%7]^S:C\FJV^TM(+X):9Y,A=+;$ETB!-$Y]EBJAPL3(A9JZ3:[AV MG6NLC\,VQERU.K/V5TZEL[N!4\@]I/&:?TF=C-[?D"=?6[WB6:#^T7(2_<<0
M/5)#V^*UF/9@Y,Y^^4/?65SK(#RD_BK+5F"/X'VA7R4H^=0-XJ9$M M"7"S99?E$8[E(K@M,HM,$0K2U&;CYE4N4U5+/(2DI0AI!2(;22ED4ED,,E M42A;JLL]
(CK&*B;A.>*U0@54$=NHM.9 VTN.$PAPU/.=(J4B$G\-82TVDDH0 M4B4ET4S/$C5$,;7$'4BF)&WNZ.2U=[HC#*GXC^]9E-U+2C61F_#I/I6QVS9R M7.F4BM2E!P?
LU!.1CM>+=0:66R/MK1=I:EDN&DI:QA$XS]&.3A&I-*T-DM1, M-&D[9)6VE4JT54)-HG(/&:?TF=C-[?D"=?6[WB6:#^T7(2_<<0/5)#V^*UF/ M9@Y,Y^^4.=<_-
MK7>I,\X4R_)I^<#RD_BK+5F(E?P4K3?K;/YE R*NEB4SU2 ME4NH*]RG/R05UT9HNU[H>=DB)CEVQZ93+-MF&ZHK!%9_]\1M""L&KKJ!U+E M.?\
@*F=4;6E:S,WK4DE5E.20@AKMI+9Q7PG%4UG9J9&*.PT0@G&7D&VXDZY M'TNDHJQUC#DP1I_T.+BZ!:9RKT=L$0S*G%.. MQ%JDLN2F=.HDJ9Y
:AV[EI!)EKJ/ME'DK53/\$2JE34NP2UD74('4J)_5,[MH)E,S2PMR(/N+5*/I%%BRF:28EJ5R$>^ [),POQ5$"TTF MGT!%O1KRD(<<0VB1M;DJO"*
[0CDI)&%.>2Q'%C"G/)8CBQA3GDL1Q8PISR6(MXL84YY+$<6,*<\EB.+&%.>2Q'%C"G/)8CBQA3GDL1Q8PISR6(XL84YY+$<6, M*
<\EB.+&%.>2Q'%C"G/)8CBQA3GDL1Q8PISR6(XL84YY+$<6,*<\EB.+&%.> M2Q'%C"G/)8CBQA3GDL1Q8PISR6(XL84YY+$<6,*<\EB.+&%.>2Q'%C"G/)8C
MBQA3GDL1Q8PISR6(XL84YY+$<6,*<\EB.+&%.>2Q'%C"G/)8CBQA3GDL1Q8P MISR6(XL?:86+=1&-IDI0SY?:$_5I"*W+M3S,K;&GHHB0HVE$ZRXRLEI(C,K
M1RU544"0VZ^M2ED24D1F9F=8BEIF85&QAF<0X1DAHZ>T)55MCE,ML5)F%^"E MNSDJ6BR:ZLI ,S*G:)E.K3.4'E$"JBZ5NFADB.B#E.126DF?3IK<+6XO/_)F M_P!SQDY(?
Y1(B6(*<%L-))HTH2VP9%;M(-5VTHZ9CGA[@83B!SP]P,)Z..>' MN!A/1QSP]P,)Z..>'N!A/1QSP]P,)Z..>'N!A/1QSP]

Z/W#G*&NOB4%ZL5XN+Q"20+E:,[8_AF7SA@BN'=XT8(KAW> M-&"*X=WC1@BN'=XT8(KAW>-&"*X=WC1@BN'=XT8(KAW>-&"*X=WC1@BN'=XT M8(KAW>-
&"*X=WC1@BN'=XT8(KAW>-&"*X=WC1@BN'=XT8(KAW>-&"*X=WC0L MTPYID41;JX?SS"TE2(CSL2:Y4CQ3U")VWTM>X*AV!4.P*AV!4.P*AV!4.P*A
MV!4.P*AV!4.P*AV!4.P*AV!4.P*AV!4.QC!>I5U@>_N:U&(Q/Z'SA MH0?)8?Q2<>,[RO7@J#S!J9V_WF<,2_P7ZJA<|R&X*X0]D-P5PA[(;@KA#V0W!7" M'LAN"N$/9#<%
<(>R&X*X0]D-P5PA[(;@KA#V0W!7"'LAN"N$/9#<%<(>R$NT MJJEVY[(.D122*DJXNO4JZP/?W-:C$8G]#YPT(/DL/XI./&=Y7KP5!Y@U,[?[MS.&)?X+]50N'C4RRMJ.'K(_P U=$W?
UOSZ)QFE1H<5 M;I-5)Y22L6Y2#<7>'7Q@W%WAU|8-Q=X=?&#<'*E=Y1_/"")%J24R59<_W#G* M&NOB4%ZL5XN+QX[OB0[JLXL2:Y4CQ3U")_WXNNO&1ZHA$:O%UZE76!
[^YK48 MC$_H?.&A!|EA_%)QXSO*]>"H/,&IG;_>9PQ+_!?JJ%QC-51L+4C?&_"-V5H" MZ:KE&?D@ZM0O>052N"TB+L|[("X5/"=|2'=5G%B37*D>*>H1/| OQ==>,CU M1"(U>=BZ]2KK
]_N; 84F]N; M84F]N; 84F]O!4'F#4SM_O,X8E_@OU5#(AO3>#5:7JE%G |I/O)322=, M^BH"=;2E*T/VZ%$=,E$9&1EE&&GRI6Z=,7P5EI7$]RLCH'.WJR/|U=$W?UOS
MZ)QFQO1XBYRAKKXE-4GY6;'+;,;G*IP98|=WQ(=U6<6)-5Z|%0 M>8-3.W^|SAB7^"_54,G1%,I(EPRU*G%J35^*85E)]Y)5*X+2(NSSL@*@W)$L MQ+JMK.6DE^E(7Z4J67)0.=O5D?
YJZ)N_K?GT3C-C>CQ%SE#77Q*9?5COBYVQ MX[OB0[JLXL2:Y4CQ3U")_P!^+KKQD>J(1&KSL77J5=8'O[FM1CR*WH^N0A=Z M+KGB+.|KUX*@|P:F=O| >9PQ+_!?
JJ&/J_YB'AGK%LQ]2%:E/O*322=,Q;I2 M25$|9DHCD,C*20RZ1AM_|H4K;Q=)U%)68JKFT"G;U9'^:NB;OZWY]$XS8WH| M1.[XD.ZK.+$FN5(|4]0B?| ?BZZ|9'JB$1J|[%UZE76 M!
[^YK48|BMZ/KD(7>BZYXBSO*]>"H/,&IG;_'F<,2_P7ZJAD&]3T[3K1R?S M:T**7A0JK.8%?YC-'IXY@5_F,T>GCF!7^8S1Z>.8%?YC-'IXY@5_F, MT>GCF!7^8S1Z>.8%?YC-'IXI3 K_
#*:/X@)FFZ=8;[+'0R9QV]G;67K3;YS MC8AKPD.XZTJV9=2=(Z^)?X+]50R&=^#$VG"-+/ZL+JW*,|9A>|DLT7,OA#SA M&)J'lJEDRVTZ% IV]61_FKHF[^M^?1.,VB4LBD;.L>@-
T*P>@-U*P>@-U*P> M@-U*P>@-U*P>@-U*P>@-U*P>@-T*P>@'"2LC_I#58^GE8E,OJQWQ<[8|=WQ(M=U6<6)-
VK5);)52,DR4T&HJV/(K>CZY!AEPW+=M%JJ1LS*7+%T[P9BZ=X,Q=.|&8 MNG>#,73O!F+IW@S%T[P9BZ=X,PA3!J,D-*([9-K3-4H+'OM%;E+(]-]>3|G%
MBX.^/1%P=|>B+@[X]$7!WQZ(N#OCT1<'?'HBX.^/1%P=|>B+@[X]$%(6)?X+ M]50QU7YIUARRO:OK NK47O)()I%=GG"=H:%>^S1#EIM+WYM4JB-0^|G MR%Z ^|GR%Z
^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z M^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR M%Z ^|GR%Z ^|GR%Z ^|GR%Z
^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^ M|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z ^|GR%Z CG'_&@VYAN# MB5O,VBO"M)96IQNIVZ2D$W?
UOSZ)QF>U7!4DZ5LZ6:*I<&UH"Z+@VM 71<&U MH"Z+@VM 71<&UH"Z+@VM 71<&UH"J7!M: TY2D;B%'2;*H>1B4SQ$2XAAA$V
MN6SKAVK92IG1)2J.E=+*R.=8'RAO1'.L#Y0WHCG6!|H;T1*4[3=W49#IZBED M8YVFSR^%XT<[39Y?"|:.=IL|OA>-$I3C F1U#^UP_&#G"!|K8XP MQ&$)O#V(PA-X>Q&$)O#V(PA-
X>Q&$)O#V(PA-X>Q&$)O#V(PA-X>Q&$)O#V(MPA-X>Q&$)O#V(PA-X>Q&$)O#V(PA-X>Q&$)O#V(PA-X>Q$FWI.F7:'L1-!DJ M66(5XQFADAD1D=8Z9#<6N#3H#<6N#3H#
<6N#3H#<6N#3H#<6N#3H#<6N#3H#<6N#3H# M<6N#3H#<6N#3H#<6N#3H#<6N#3H!JU2E/@5W)$7;9 +'OM'OTW^*C,:?X+]50R/;*F9
MPKJDETUMIVQ!9JDA=6Y1G@ZM1/O*34NC!I5(28C;6^[*U6G6R9M IV]61_FK MHF[^M^?1-!IDAHELG6'859.-F9D2B(XI14TF1U2'-K?"1''#FUOA(CCAS:WP
MD1QPE.;B[F)C$]1,01#F[]KCO21S=^UQWI(YN_:X[TD8(YY5$|8,%<|JB.,& M"N>51'&#!G2R2BGZ5E9D-SB?*%: W.)|H5H#$355WP<3_>$6P>J27HRAAT+>I]#&'0MZGT,8="WJ?
0QA,*K)M4^CI&[PMA/$ MC=X6PGB1N|+83Q(_X4|G2T^L/^%^2'H='V?;&-TE(B+,.N/^%^2/^%^2/^%^ M2/| A?DC_A?DC_A?DC_A?DC_(7Y(_X7Y(_X7Y(_X7Y(_P"%^2/^%^2/^%^2
M/^%^2/| A?DC_A?DC_A?DC_A?DA]]A3*%Q)RNZ8I#.4SI%6JC=6;XANK-|0W M5F^(;JS?$-U9OB&ZLWQ#=6;XANK-|0W5F^(;JS?$-U9OB&ZLWQ#=6;XANK-| M0W5F^(;JS?$-
U9OB&ZLWQ";#G!2#5MW@K35HMI>I19G>5Z|%CWVCWZ;_!49 MC3_!?JJ&QL-I_NFV62E*U6IU>V2#JU$^|I-(JIYP0^A)$MN(MTGDI-)EU@V MZBY<0E992BELE0&=O5D?
YJZ)N_K?GT30:8.3.?OF/'=|2'=5G%CZ<^YZ]!YI MWT]>W19G>5Z|%CWVCWZ;_%1F-/| !?JJ&G$E;6D8P@Z53;6?!K*|M;(5=7*<
M_)&87O)*I5,5"W4|X$@ZL.|ZSF6VV)L)@|T[Z>O;HLSO*]>"Q[[1[]-_BHS&G^"_54-=-!'MT-_ M2&Y*ID@O"([IOJD07=7*,_)!U:A>|D@6E(].><(V'J2J)U):G2+/Y2: SMZL MC_-71-
W];|^B:#3!R9S]|QX[OB0[JLXL?3GW/7H/-.^GKVZ+,[RO7@L>^T>_ M3?XJ,QI_@OU5#HV&TUHDTJ:WIR5:*_:DO0>:=]/7MT69 MWE>O!8]]H]^F_P 5&8T_P7ZJAT-
%E+X1M4.N3^;5MB+.V'8"KJY3GY(S"]Y* M:153SAMB2(E$]*1RUZ4AAEXORK:%Y1F5,LPZ 3MZLC_-71-W];|^B:#>SJRJ MJ0MO(DE=*SX3'CN^)#NJSBQ].?
<]>@|T[Z>O;HLSO*]>"Q[[1[]-_BHS&G^" M_54.=-$IKAE%$D1532V2B<+@U&>8%W=RC/R0=6H7O)*I7%))'X0|X+855AGW M$$7Q%GMB>JHZ 3MZLC_-71-W];|^B:#>S?=Z|]>.
[XD.ZK.+'TY]SUZ#S3OI MZ]NBS.|KUX+'OM'OTW^*C,:?X+]50XR,I2.D9'4,ND8B8?3[69)<8.L;*S5: MU^T,K7,!W51/15]Y) J179YP4TJ0FXI2F_TB=,WGEFT G;U9'^:NB;OZWY]$
MT&]F^[UYX|=WQ(=U6<6/IS[GKT'FG?3U[=%F=Y7KP6/?:/?IO|5&8T_P7ZJA M_P!J27A(51&9E5-E9VJRS%2&%75RC/R17J%[R4TBJF"=21$M+]LE7241D9'9 M#3Z?
RB".3I*J+3W*BDQ_.WJR/|U=$W?UOSZ)H-[-]WKSQX[OB0[JLXL?3GW/ M7H/-.^GKVZ+,[RO7@L>^T>_3?XJ,QI_@OU5#WF%7+S2VCREI-)]252N+A)^$/.$3!*[19O-%|4S(G"RB7)?
8_G;U9'^:NB;OZW MY]$T&]F^[UYX|=WQ(=U6<6/IS[GKT'FG?3U[=%F=Y7KP6/?:/?IO|5&8T_P7 MZJB$:OX;RU7SBS!Y1>|HJ1788HJ0|S'|[>K(_S5T3=_6_/
MHF@WLT9TBE64M:6WJ9=/'CN^)#NJSBQ].?<]>@|T[Z>O;HLSO*]>"Q[[1[]- M_BHS&G^"_54/,SJ$4IY@<,ZIDDSZH/*3[RDTBJF+_.-I4>0 MJ33%F*Q].WJR/|U=$W?UOSZ)H-
[+^T>_3?XJ,QI_@OU5#W-0K6F%ZE&>#RB]Y15*XN2/PIYP=855AWU MI(OB.>$+Y1JQ].WJR/| -71-W];|^B:#>RW*5>.A|>.[XD.ZK.+'TY]SUZ#S
M3OIZ]NBS.|KUX+'OM'OTW^*C,:?X+]51!U/P;4K$H/*+WE$"I%=GG!UBD11. MV$6^-:=/R+;'T[>K(_S5T3=_6_/HF@WLMRE7CH?'CN^)#NJSBQ].?<]>@|T[
MZ>O;HLSO*]>"Q[[1[]-_BHS&G^"_540?R_G*!Y1>|M-(KH|X-1*4[E%6^61& MFV3W2:0)14R41&1],CIECV=O5D?YJZ)N_K?GT30;V6Y2KQT/CQW?$AW59Q8^
MG/N>O0>:=]/7MT69WE>O!8]]H]^F_P 5&8T_P7ZJB$15J_.4#RD^|M-2J8EM M2W4|X-$=VP:H=7Z*X^B-./9V]61_FKHF[^M^?1-!O9;E*O'0^/'=|2'=5G%C
MZ<^YZ]!YIWT]>W19G>5Z|%CWVCWZ;_%1F-/|%^JHA$DK(_P U=$W?UOSZ)H- [)K*JJ/-O(D^T MP!6?"8|=WQ(=U6<6/IS[GKT'FG?3U[=%F=Y7KP6/?:/?IO| %1F-/|%^JHA%
M**HI9J+*-:S!Y2?>8FDFJ8;B&TI);<1;I/*DI91D&W47+B$K3E**6GDECR=O M5D?YJZ)N_K?GT30;V1]9GYU-F/'=|2'=5G%CZ<^YZ]!YIWT]>W19G>5Z|%CV
M=IM]GHF%8==0Q$N?:FVS0:6$K3=*9>,C|,.X9520HRO3" M]2C/!Y2?>85(JXI)2?A#S@]"+NH9U5H7|TX=MU%RX|G;U9'^:NB;OZWY]$T& M]D?69^=39CQW?
$AW59Q8^G/N>O0>:=]/7MT69WE>O!8]G/UV/..G*:(LDGIG*P MY@AN$_M@Y@AN$_M@Y@AN$_M@E5[/L&5CC[K1-|]Z./NM$WSWHXI^R,Y2Y<5_#3'W1G.S%?
PP*6OV3G%"$$:E* M4J)2E*4E*:E&-?:.61QEU]ULY#D.1:)N-)R&/NC.=F*_A@E< M]DYS0GX7](SYO20^[4Y_2^B#[M3G]+Z(/NU.?TOH@^[4Y_2^B#[M3G]+Z()' M)@G-
"NE(=3NFD&.8YSO>|',#F.<[WO!S'.=[W@YDG.][PG(-AJ7Y,0HA+F.X!OCQ+F.X!OCQ:5)-4Q<)W0|X6J]UAU;0NG++:W"NZ1U:'SAR&+|0X(7 M?(KSAS',JFT&?3-
*3/K#UNU*DDMJ#33OIZ]NBS.|KUX+'LY^KE==O&G^"_540A MWZ;(^055N49XS"]YA5 6E3=GG9 D5(EF)<4PO5')M*LQ=+* M50^<.0Q?B'!"[Y%><.4&F/UFGYF(.
[XD.ZK.+'|S&YM<.%;AB|&X;I$E-JNF6ED6+9'M@A2BJ$XVNTS96G M"J9 ^]<%P)?P|6R/:F;U**H3C)6F;+-;A5,@?>29> 9_@ MO_4$RN2=IM+)6 MW^B-]!*V^6WUR#T MX1T#,
[<+#[7MJTVCAEMKJ&$:1$<:CE<<(37&O6NW1DW044[:%(C;(B&;=7:$ M9F9)ME4J"LO5VH@B[EQ"B/Y22"ZMRC/&87O-32*J8MB0F7;3IRY0;=/="|&|
M72>;I*RK:ZRCH=.'(8OQ#@A=|BO.'*#3'ZS3|S$'=|2'=5G%C^9N5?6PM!II MWT]>W19G>5Z|%CV<_5RNNWCZ>"+X,&K@YPA%GU$B83__-1-Z>#A6D=6UH+& ME70A+I?
HG$+/Y)&%U;E&>#RB]YI5*X+2I/3GG!4.N1+,6LTE3J/EN=^6ERY* M'3AR&+|0X(7?(KSAR@TQ^LT_,Q!W?$AW59Q8_F;E7UL+0::=]/7MT69WE>O!
M8]G/U6?.X<3%ZLA/%)H+$0_Y]AUGA&U(SPX1VTI$@CZN2#JU$^| MY-)-4^BH+=*2)1/2DHJQE)(9!E[|ZVA>49EIBS#H;.'(8OQ#@A=|BO.'*#3' MZS3|S$'=|2'=5G%C^9N5?
6PM!IIWT]>W19G>5Z|%CV<_5RNNWCZ>B+_ET*S$ M1#*SZB1,9E_].ATYJ$VA]5-!IR9TQ$3MNG4.RNH^2L'5J)]YR:E<7"3|*><' MX556'>5:E_-
NF:NHN6ALXO!4Q5%4515%4515%4515%4515%4515%4515Q)^(A&F75.,6 MAD|2S*32U+121@O<:,#F^]>XT8'-]Z]QHP.;[U[C1 M@V+6=M* M[C2>R*G_
$%P|Q)I4JP1"9#*G_1+7-0ZXE5A14&VXJL,|A?<+|$KY2BL!=6Y M1GC,+WG)I%5,6Y)*7;CIRY09>.[--J[D.HTKGRBL4,G#D,7XAP0N^17G#E!I
MC]9I^9B#N^)#NJSBQ_,W*OK86@TT[Z>O;H(II:EVZ#D5(V9R'EBZ=X,Q=.|& M8NG>#,?ES_1ELQ4?X-.S%1_@T[,5'^#3LQN45>-<<-RBKQKCAN45>-<<*3,4
M9]*T:XXQ@L5>IV0P6*O4[(8+%7J=D-)!Q2NY+.E& 15CL# (JQV U;PL6AI* M30Y:EX0R,Y=(9H4DCRR&DA9Y46K8SH Q@D|W[/| #Q@D|W[/|/&"3S?L_P /
M%*;YY,JQ[8C^%F.;IYX1'|+'-T|(C^%CF^>.$1_"Q@,Y|*UZ ,!G/A6O0!@ M,Y|*UZ *4%.1'DNM2>9$,$CN&8]&&"1W#,>C#!([AF/1AI86,+5/0_$I&#Q/ M#0W%C!XGAH;BQ@@|3PT-
Q8TK+Q:IZ%E^:'HE;2B2R@U&:G8=19$I(5;'3!&3: M)#*4NC;!N2+/ZP;DBS^L&Y(L_K!N2+/ZP;DBS^L&Y(L_K!N2+/ZP&XXDDRID
MI&61|8SQ*=O6Z_,83&D^^K(OQ2A,V|O>=Q%!H]'_$KRBU3:#<3U4A=6Y1G@ M|HO><52N"TJ3TYYP?@UR)2ZM3C.K21;8GND%+W-#)PY#%^(<$+OD5YPY0:8_ M6:?
F8@LB09RK2=7LAY>U2(MBD.V3TB^-*#2JJ57'TSD+A-Z0N$WI4 G'>/GI# M6H+&4[>MU^8PF-)]D_| I<9U&5&=@A,TAR^"?*ETRC(DC+,,J#+0=1:5)/*4
M4AAY"I946J3RTFHC!U:B?>>FDFJ?14"(AI*4N-OVZ3R2DZAA#R.V+3)JVBRI M+0>I.@1S9!SK$0#9P:'M(I=H1I3*K2)6BFH?>F)O7O2!]Z8F]>](('WIB;U[T M@?>F)O7O2!]Z8F]
>](
('WIB;U[T@?>F)O7O2!]Z8F]>]($4XY[2Q#K;<,^M;1 MI>D<0EM1J;/PYW9%((7?(KSAR@TQ^LT_,Q"F0=D+|HFN',LM:6/IFY5];"T& MFG?3U[=!)S[GKT'G'>/GI#6H+&4[>MU^8PF-
)_| 4LZ>8OB:/Z__+I&T'G) MNG2B%F6I6M2T_)4%92?>>50%I$'IS/K9 -"R),+$.FE=.DVY2)#F565D95 O M|,^KQ&<.0Q?B'!"[Y%><.4&F/UFGYF(N[XD.Y9:TL?3-RKZV%H-
-.^GKVZ"3 MGW/7H/..|?/2&M06,IV];K|QA,:3_P"I9T|Q?$T?U_| W.-H/%'^>9AG?D&T M?5:"JM1.?[T"I)JGT5!*3;9^$T,@' 1,FV-2[0J6[:3VFJ;+Y.50'_#/J|1G
M#D,7XAP0N^17G#E!IC]9I^9B+N^)#N66M+'TS@5(JX+2HNSSL@14(/GI#6H+ &2V9NC5PK;B]L6E*&56R[4DVWA&UGCCCGA[@83T<<|/<#">CCGA[@83T<<|/ <#">CCGA[@83T<
M">CB5,|O$>|PGHX.*G2+5%Q")QC&$N+0T@R9;9A5(1(TA"9"-9XC$I.F2F'B M,NF1MJE'V-KV>G*=4?:WG"B(;;-J3;I;E:TL*|4J3*6K7'W,GJP_Z /N9/5A M_P! 'W,GJP_Z /N9/5A_T ?
K#_H_^YD]6'_0!] MS)ZL/^@#[F3U8?]| 0!]S)ZL/^@#[F3U8?]] 'W,GJP_Z /N9/5A_T ?K#_ M_* /N9/5A_T ?K#_H ^YD]6'_$?K#_H ^YD]6'_0!]S)ZL/^@#[F M3U8?]
'W,GJP_P"@#[F3U8?] 'W,GJP_Z /N9/5A_P! 'W,GJP_Z /N9/5A_ MT ?K#_H ^YD]6'_0!]S)ZL/| H ^YD]6'_0!]S)ZL/^@#[F3U8?| 0!]S M)ZL/^@#[F3U8?] 'W,GJP_Z /N9/5A_T ?
K#_*
"G9V;(R:=L4N".'B; M:W4<,AITG].TP=JXF*M2I?DS"KJY3GY(S"]Z!9HN2/PF@(N%52M'=M060O2K ML&DK./|_#/J|1G#D,7XAP0N^17G#E!IC]9I^9B+N^)#N66M+'TS/|
$06(O[R[K#"_6<5XJ&H1$6I>$AR^ MTMR5?!$9K(LMJ4+NKE&?D@ZM0O>@0*D5V8;J)2|MZ'5W9$I'TJ2Q_P#X9]7B M,XO0 M><=X^>D-
:@L>K];Q_B(+$5(5441I/*,I#$41]I/$2E.07V. 5KE'0F.A=-(V MLK3>U:=NO^;40.K43[T4TBJF$O(21+2_;I5TE$:3(])#[>ZLFF4HMGE4U;4: M3M5D=J1F=JL2 M4AR7)
[$80F|/8C"$WA[$80F|/8C"$WA[$80F|/8C"$WA[$80F|/8C"$WA[$8 M0F|/8B9)'"5_X@D[F3X&0"/IX@[OB0X?3.E>ECZ9N5?6PN*TS(LL7:;XA=IO
MB%VF^(7:;XA=IOB&ZMWZ=$;LUPB=$;LUPB=$;LUPB=$;LUPB=$4WFB_2(T1A M+'#-[(82QPS>R&$L<,WLAA+'#-[(82QPS>R%.+ABRWVMD,,A?*&MD,,A?*&M MD,,A?
&MD,,A?&MD,,A>':V0PMCA$C"V.$2)L6A]M2&W#-Q1*(R05NW='6J M#"V.$2,+8X1(PMCA$C"V.$2,+8X1(PMCA$C"V.$2,+8X1(PMCA$C"V.$2,+8
MX1(PMCA$C"V.$2,+8X1(PMCA$C"V.$2,+8X1(PMCA$C M"V.$2,+8X1(PMCA$C"V.$2,+8X1(PMCA$C"V.$2,+8X1(PMCA$C"V.$2,+8X1(PMCA$C"V.$2,+8X
M1(PMCA$C"V.$2,+8X1(G/N>O0><=X^>D-:@L>K];Q_B(+$HSUU$>8S=0EJ+* M6UB&-J5)^<84=,]4APKT*NKE.?DBQ[T"J5P6E2>G/.#|V1;;:X:,4NU0O3(-
MPB*5!I.E(XDK)#FJ!|G;T!S5 ^3MZ YJ@?)V] @.:H'R=O0'-4#Y. MWH#FJ!|G;T!S5 ^3MZ YJ@?)V] @.:H'R=O0'-4#Y.WH#FJ!|G;T! MS5 ^3MZ YJ@?)V]
@.:H'R=O0'-4#Y.WH#FJ!|G;T!S5 ^3MZ YJ@ M?)V] @.:H'R=O0'-4#Y.WH#FJ!|G;T!S5 ^3MZ YJ@?)V] @.:H'R=O0&W0L##,.R&G;&FDH5(=4I2*H>(SAR&+|0X(7?(KSAS'9Y9!=JM
M2?Z05R=J=PJN58;L[PB]$;L[PB]$;L[PB]$;L[PB]$;L[PB]$;L[PB]$;L[P MB]$;L[PB]$;L[PB]$3.2W7%)^W%24M2BJ=(SD#AP<7-Z84UJ.'2XE%N34ND) M7]&53DR1ALV7K?
H@I3C-ZT!NZ?* M'=B-W3Y0[L1NZ?*'=B)O;B'U&Y$/FB4EFK:RMV4DI!G(=MI^H,/BK/9&GC(I M7=%GRC"HJ^3L1A45?)V(PJ*OD[$85%7R=B,*BKY.Q&ZQ5^UQ(W6*OVN)&ZQ5
M^UQ(W6*OVN)&ZQ5^UQ(NXD|M;>$,7#A_I59PW)7"N;(;DKA7-D-R5PKFR M&Y*X5S9#<,G$RJTQ6R"KJEKC!4WSFS&"IOG-F,%3?.;,8* MF^@|X[Q|](:U!8]7ZWC_M !$%B4ZL%
<-3T]:RU<&A44|QLJ$N.%=0RT/TJMK+M:|RU7+F!=U M]%-)-7HK G4)(E)?MDJ(Z9*(R,C+*,-OTB496KB2[1U-):;-3(H-.'(8OQ#@ MA=|BO.',=GJB#G*"UBL2FCEQ:T(U.(.
[XD9JOFX^F;E7UL+0::=]/7MT$G/N M>O0><=X^>D-:@L>K];Q_B(+$IY]=/>(9H2_#JN7VG&CRG$&GJ2AY"K8E(D2H
MND:3,CK],'5J)]Z)5*X+2)NSS@]!'N<0;BTR=JZTF4[]NKE%0:<.0Q?B'!"[MY%><.8[/5$'.4%K%8E-'+BUH1J<0=WQ(S5?-Q],W*OK86@TT[Z>O;H).?<]> M@|X[Q|]
(:U!8]7ZWC_$06)>T#%4FIZ/GI#6H+'J_6|? MXB"Q+VF]=+^LH5"112Z9"V%&7Q%$XV7RU!5U]$J1701$);*5N))P MJ?P32><$K2<.8[/5$'.4%K%8E-'+BUH1J<0 M=WQ(S5?-
Q],W*OK86@TT[Z>O;H).?<]>@|X[Q|](:U!8]62E2?| BT?T_P Q M!C="L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#=2L'H#VJ84
MLI6YY5IH#D.540FE2_FQNI6#T!NI6#T!NI6#T!NI6#T!NI6#T!NI6#T!NI6# MT!NA6#T!2.6@,09$9KAI(E,E7P>Z?0FH+IJN49^2#JU"]Z)5!<)/3F=4&DFD MNPYNJ|&I9E:
[VJ0[67*&WL6Q2*-MQMJ(.W02<^YZ]!Y MQWCYZ0UJ"QZM*'"1_P"(Q1TT$JJU#=,CZ0PA'!)V PA'!)V PA'!)V PA'!) MV PA'!)V PA'!)V PA'!)V PA'!)V PA'!)V]IC)]);9.=L?@R.7PL7|7)&
M$(X).P&$(X).P&$(X).P&$(X).P&$(X).P&$(X).P&$(X).P!$<0BH?Y(M@& M5&HCMFS.I)G4!-*BE2HC2HCJ&1TC+-(1D*JW|"JU+)13-M57MD&1@ZM1/15]
MZ14DU3%RG=3SL@3BYVJG6D$5:5!.&K(ETY4$G#D,7XAP0N^17G#F.SU1!SE! M:Q6)31RXM:$:G$'=|2,U7S<#5^>B'W+"MI^JH).'(8OQ#@A=|BO.',=GJB#G*"UBL2FCEQ:T(U.(
M.[XD9JOFX^F;E7UL+0::=]/7MT$G/N>O0><=X^>D-:@J#Q.K^BK[T2RQ^ ME/.$/JHGSIZ@DXJ(.W02<^YZ]!YQWCYZ0UJ"H/$:O/7B/LQZ@FWS)F@?VQ-MM<
M8@K:UJ$^U257*2W1(>2] LL?I3S@S|5<07[0Z>?02<.0Q? MB'!"[Y%><.8[/5$'.4%K%8E-'+BUH1J<0=WQ(S5?-Q],W*OK86@TT[Z>O;H) M.?<]>@|X[Q|](:U!4'B,O//$?9CU!-
OF3-
WV4;LDMM8K'MK=,DUMT*5.:'" M/;",B21D=4CIY(.ZJ%T5?>@66/TIYP,O@Q+Y95,E?.H).'(8OQ#@A=|BO.', M=GJB#G*"UBL2F@_^M+K!&G*YZ1Z NRL'H"[*P>@+LK!Z NRL'H"
[*P>@+LK! MZ NRL'H!R14OA$C-5|W'TS>6:*GY4| MX1"3[6-=L&VR?7H).'(8OQ#@A=|BO.',=GJB#G*"UBL2FY954Q9'U@16M34; M 7.LV N=9L!O;H).?<]>@|X[Q|](:U!4'?
Q'V8]03;YDS01^%52-:?!K^ ZFFVO,55 MR |TYMB7&Y$+29U%)-25%==,'=5$]%7WGEF@J7Y0|X1[?2?2J^29?,H).'(8
MOQ#@A=|BO.',=GJB#G*"UBL2@.5%G4(F;E7UL+0::=]/7MT$G/N>O0><=X^> MD-:@J#OXC[,>H)M|R9H+]O1;;7%)2VY:UGVR.G5_*-ZTPJZJ)S|D6/><034N MCSA&
(I:8K:|5)]902<.0Q?B'!"[Y%><.8[/5$'.4%K%8E O;H).?<]>@|X[Q|](:U!4'>RB^;B/LQZ@FWS)F@L7|)E'VA.1M.G7]' M*%W5RC/R17J%[SRU9A?
QT1">JTKYM!)PY#%^(<$+OD5YPYCL]404M)ISPXD[8C222,LDI2.N#JU"]YZ=4&OC+B2^A4KYM!)PY#%^(<$+
MOD5YPYCL]408E=!)PY#%^(<$+OD5YPYCL]40IR>"C(FEPL"T*4- N:B-32OT(%*;F%ZF.A:5^X@%:S M(3FIG&;"DR]LC$"8(.+9VF*A)F@(:);MT+VM]F$:;=1;-K6VJU<2=,C,J#3G
MJFO%)"LI/O/34JGG"60MU/.##TLJC3:N;XC2+^4F@ MJ(.W02<^YZ]!YQWCYZ0UJ"H.R1%:VLU3 MBA4A[I_3FW)562L>YIEU1<'?'HBX.^/1%P=|>B"D*@TYKI;O:<$9M?,!Y2?>
M>6:+DC|(><(R&.EM;^V)RG"D,LPV^K0.<.0Q?B'!"[Y%><.8SNNN+LK!Z NR ML'H"[*P>@+LK!Z NRL'H"[*P>@+LK!Z /3E5*L>@%R?|P6L5B4!RHLZA$SW02<^YZ]
M!YQWCYZ0UJ"H/(1U6)P2K*VN&7)D4R(Z')FULRMEVKT3D-R^"17NEIMLP@JD MBY1GY K5"]Z!:LQJBB"RZ25?-H'.'(8OQ#@A=|BO.',9'JB$3J|9P'*BSJ$3 M-RKZV%H-
-.^GKVZ"3GW/7H/..|?/2&M05!U%7)$<=F%AM"AKT2|2= M1*"^,M5(A$Q3VUFMXR4=>0J=J@M+40FD0.DFHGHJ>]$M68;U43XHZ!SAR&+| M0X(7?(KSAS&1ZHA$ZO&
(IZ6H=)DOE&?2"J3=RFMEY .I4+W MHEJS#62N)DX%1]8J!SAR&+|0X(7?(KSAS&1ZHA$ZO&]$M68A=^B2LPSA%U:!SAR&+|0 MX(7?
(KSAS&1ZHA$ZO&4DTG#,$34,54C*4[=VI5=45[(%4D5$UNP*U;W MI%JS$+OT2=B&<,NK0.<.0Q?B'!"[Y%><.8R/5$(G5XS@.5%G4(F;E7UL+0:: M=]/7MT$G/N>O0><=X^>D-
:@J#P7)XGS"<0WJ*%'!LJ+[1&)-)]-$/4<57N[D MLWI!=)NY16R_BBHFH714]Z9:LPC(.),^#DZYT#G#D,7XAP0N^17G#F,CU1") MU>,X#E19U")FY5];"T&FG?
3U[=!)S[GKT'G'>/GI#6H*@|WTI98>**^AHIOZ MP-ZFA*W7%$EMI"G%J.HE""ME&>41"*BUVLB[4F4J_)LIMMK14JR5*O= C'-3Z09TL@%;+GUL0
M^PA:4M1"87:CMTFFGM4(A?;=,$7_*8GJD7P/U8^[,]7GZL?=F>KS]6/NS/5 MY^K'W9GJ|_5C[LSU>?JQ]V9ZO/U8^[,]7GZL?=F>KS]6/NS/5Y^K'W9GJ|_5 MC[LSU>?
JQ]V9ZO/U8^[,]7GZL?=F>KS]6/NS/5Y^K'W9GJ|_5C[LSU>?JQ]V M9ZO/U8^[,]7GZL1VU0;|&N <:;=;B%)-=L[MO:HIM39,J>-5LI/3Q:TL]P6
MG]0M687J(CKM4#G#D,7XAP0N^17G#F,CU1")U> M,X#E19U")FY5];"T&FG?3U[=!)S[GKXTFSNNOC..Y*[K3!8]@5(4I"BB$R*0
MHTJ*DJH92&0FY1I,S5!0YF=NJF9M)IU123U3T<>__D#UT7GT]8U:AJ5K#PQ+ MI_G'UG+|AI(523]0M68=R&GS^D8+/QPQ&$) MO#V(PA-X>Q&$)O#V(PA-X>Q&$)O#V(PA-
X>Q&$)O#V(PA-X>Q&$)O#V(CR^T M)IP<45P?YE?Q1#)V]>$B>T/|^OXHPA-X>Q&$)O#V(PA-X>Q&$)O#V(PA-X> MQ&$)O#V(PA-X>Q!>%(Y2^">@+LK!Z NRL'H"[*P>@+LK!Z
NRL'H"[*P>@+L MK!Z NRL'H"[*P>@#TY52K'H")D/ML9P'*BSJ$3-RKZV%H--.^GKVZ"3GW/7Q MI-G==?&<=R5W6F"Q[!X1H"Z*]3H"DI-X0*U<12I;D@7;7!)%TUP1"JSP7?#|AP

M7?#\E>#\E>"HW8+0%1NP6Q%RCY.P$BDI^3L JV3=Y/>EC. Y46=0B9N5?6PM M!IWT]>W02<^YZ^-)L[KKXJ])ATMK<)QM$CI-$BCITD+;.7-@/!O^E#!H M'@W_ $H8-\&_P"E#!H'@W_2A@T#P;_I0=AW6(1*'FU(4:$/$HB44E*6(44N M/H+E".L8FWD,-XE&/O:9JK;OH=EZ7AW52?3=3&LX2&3""^SMIS@K*3G^]4M6 M8?WE_P ;#XX=WQ(7B43O#WBU!K5.^,50: Y46=0B9N5?6PM!IWT]>W02<^Y MZ^-)L[KKXJO?F>N8(5!4%05,?P7*$=8Q-O(8;Q*,?>V*3I*,FU$1U33;MZ;*-MTQ6<;QI%)I&X5)Y) [42NLH'E]JZI:LP_O+_C8?'#N^>)"\2B=X>\6H-:IWQBJ#0'*BSJ$3-RKZV%H-._^GKVZ"3GW/7QI-G=-M=?&$=R5W6F"H!!\I;*^5;YXF;U7 ^;-X^F^2E;3*N7)\)#'5>G4QI&I*Z;;^T M)ZVG)DFA)EFA=6Y1G@\I/O4+-%7\H>=<(}?3?25A)Z,.'=\2%YF)1.\/> M+4&M4[XQ5!H#E19U")FY5];"T&FG?3U[=!)S[GKXTFSNNOC",Y*[K3!4 @N5 MP_C$B9O5<]EYLWCZ8I/R\RNVTM:1F>;G@2QH:.5%"E1&E1=,6I&3!#F_M""8Y:$M3SMLHFFS,I&6W#*D.Z2\GJJ;(ASG#65;$B)2G:;NZC(=/44X1CG;,/+X7C1SM-GE\ M+QHD3.DW*/I%'0QGU'1SA_^5L<8#_P#HI#DPAD_G&#_P#%(+A6QSA#7R!S MA#7R1SA#7R1I8Y@\]0\X88ST9@67VEHY5D=4B"K5:52\(RQ*)WA]Q:@UJG?& M*H-O;Q2G2RQ=IOB%VF^(;]W?IT1NS7")T13?9+++= M06>,)8X9O9#"6.&;V0PECAF]D,)8X9O9#"6.&;V0PECAF]D,)8X9O9#"6.&; MV0PECAF]D,)8X9O9#"6.&;V0PECAF]D,)8X9O9 M#"6.&;V0PECAF]D)R6IULD]DM5&M))53K'+(8PECAF]D,)8X9O9#"6.&;V0P MECAF]D,)8X9O9#"6.&;V0IQ.,7Z9O9##(7RAK9##(7RAK9##(7RA MK9##(7RAK9##(7RAK9##(7RAK9##(7RAK9##(7RAK9## M(7RAK9";3:=,=(I93;6E;+5;7/2>NZ6-9TD_YISJN+,_^J#RD^]0LT5)?"GG",.BX6'B4MQ5NA, M0RV,.FIN0S(G$]DE)(YIFSR%XH2G-4!F0K22L)21#FJ!\G;T!S5_^3MZ D. M;X/N623U4R&,(;PK9#7YLANK_Z]_MD-U?X=>R&ZO\.O9#=7^'7LANK_#KV0W5_AU{;K$<,O9__#1'#++O9?8:Z2\GJJ;(ASG#65;$B)2G:;NZC(=/44X1CG;,/+X7C1SM-GE\ M+QHD3.DW*/I%'0QGU'1SA_^5L<8#_P#HI#DPAD_G&#_P#%(+A6QSA#7R!S MA#7R1SA#7R1I8Y@\]0\X88ST9@67VEHY5D=4B"K5:52\(RQ*)WA]Q:@UJG?& M*H-O;Q2G2RQ=IOB%VF^(;]W?IT1NS7")T13?9+++= M06>,)8X9O9#"6.&;V0PECAF]D,)8X9O9#"6.&;V0PECAF]D,)8X9O9#"6.&; MV0PECAF]D,)8X9O9#"6.&;V0PECAF]D,)8X9O9 M#"6.&;V0PECAF]D)R6IULD]DM5&M))53K'+(8PECAF]D,)8X9O9#"6.&;V0P MECAF]D,)8X9O9#"6.&;V0IQ.,7Z9O9##(7RAK9##(7RAK9##(7RA M

MQ&$)O#V(PA-X>Q&$)O#V(PA-X>Q&$)O#V(PA-X>Q&$)O#V(61.DJ59'5UL:0DJI)&W.G^<6+LK!Z NRL'H"[*P>@+LK!Z NRL'H"[*P>@+LK!Z NRL M'H"
[*P>@/:V0ZLY%YU.6(N[XD'0:*Y4K6IQ)6J5KCQ-^;V8M,&IF%5$VZF3> M)1)<0W:VI.-27?3"5?W^QIBEYN5Z:/O Q_ERO3A]X&/\N5ZG#[P,?Y!C_+E>G#[P,?Y$]HFTIZ:)K-
9WISDV75'WF M/_)$_P :!6WM!$&KZ]&![9'S^OI6C\VMR9=M .R@OZ5[1'D'&39(>0B"0 MV)U<^,N<$D>5X-MM/4!&<#."R^"J<7)#R[0TJZHYHB?\SC?21(.6I*9$RFO5E-
3\&,BRL/KQ" Y:QKRQ)>I5U@>_N M:U%!G.7.>:06('ED'Z?;]+'J&VR3(@C(I2Z9F?2R14;O2T!4;L%H"HW8+0%1 MNP6@*C=@M 5&[!: J-
V"T!4;L%H"Y;/,+0'M(ZN0E.1J5&1;_.!Y^(N[XD'0 M:*Y4K6IQ)6J5KCQ./]4.>H7:_JQ<0][W@N&+WO!<,WO>"Y:L=Z*B M+'8%;WVE5KA%W55G9(=BUD9'%.>#MJNU-
2I(\BV69V/='JDB?=^@O/X3W53J MBYZHE*V(^F2I,\73G"*T12>?X9S9 [2*BDY40Z766(A$0XIW:(B1"W%&M=JX MFV-)J49F9$KKXE'\LBCOGEJS\0F_EK&O+$EZE76![^YK44&J(1
M&KSJ#SZDJFVD9ED[8^6)+U*NL#W]S6HH,YRYSS2"Q]40B-7G4'GW?2U[N(MN[XD'0:*Y4K6IQ)6J5KCQ./]4.>V1MJGX#)FRF0ZW@T$I199F%*63"E')*I5,SRS-
$H/2,5NU[P7+5:MWHN4 M6.P*B16]^15:X13755G9()GEB<4])Y@[Y"R^;B4;OQ]8L0F_EK&O+$EZE76![^YK44&J(1 M&KSJ#S[OI:]W$7=\2#H-%HQFIB&M'8\TW*C\&P1U%N
MR2RJZ20M^+<0^Z9%IG*DAZA=KW@N&:W:]X+EJ][T7*+' M8%1-@5O?HFK5/.$.PW;FMU[:T%+VRS2DJ]0,P[=PRVEM/3.U*24\E54_=GJD MB=>5P?G#6)GEB=4UB5!G?
%$D>MQ*,U:?%-XA-_+6->6)+U*NL#W]S6HH,YRY MSS2"Q]40B-7G4'G[?BUSF(N[XD'0:*Y4K6IQ)6J5KCQ./\ 5#GG,.&]1COV M/=*Z4VXT?2M;9\K,CI^[/5)'M%R&/\S=Q/V8_P#
<,R_[E#!O48R<@YM6@WRI M.Q%5#7Q6I"42W2KUDY=1:U[4M:M,I2M,I2CE,S49HE,S,'I&:A=KWHN6['8% M1-CL"H7OV((NJJL[)!1!VQH@D.+IU-
M=\&W7^#;'F8@>J2)UY7!^<-8F>6)R MWR&UKN)1GZ$[,,R9]4\0F_EK&O+$G=[7K3!9+KF<6=09SESGFD%B!ZHA$:O. MH//^_%UUXB[OB0=!HKE2M:G$E:I6N/$X_P!4.>
]*W4*MWHJ)L=@5O?PFK7"+NJO.R0AQ1'MD6?VA4M4D*I,EP= M/NL0/5)Z?;1D(19>WH5UDXF>6)Q5TWV2O4*/YV)1/QDL'^SM)SL0F_EK&O M+$GMZ@SG+G/-(+$#U1"
(U>=0>?]^+KKQ%W?$@Z#17*E:U.)*U2M M<>)Q_JASSF'#>HQW["+522J<%-D?Q_M4 4EEPO=GJDCVBY#'^9NXG[,?^X9E M_P!RA@WJ,8+FR#612%_3')?A?
\.4A'6N['3"M*S436R_B@]*W4*MV!43[^2" M;JJK.R1"0Q;9:FXM3I])E$BEUZ4I4LLP1%2(BD(ND18@>J2([UA"]?$SRQ'\ MI1XK$GWIS6F$[ZYUZ#.IKE'+E+I2PL)H8@>J(1&
MKSJ#^T&^HUSN(N[XD'0:*Y4K6IQ)6J5KCQ./]4.>86I+X-I4DM M+\LN&[:D"MSCX>INL)+)+T]H=>J"E.Z$'2I.PT:U)+\9R')'5!;7/DUTY)"7 M&L-
*.6H1)=6A4H\!&PCTM3:HAER6G)VBSKA1FX22)1%4ES@9?:D4OYL]@#+[M4@Z9?DSV BU$JVMHZ%.I)VQXF>6(SEGU+6)*WAKK'B#$5M>V;0\AVTMK6VM# MEDMI%22Y0YJ_;?
[*.:OVW^RCFK]M_LHYJ_;?[*.:OVW^RCFK]M_LHYJ_;?[* M.:OVW^RCFK]M_LH."^P[1;LQ![9]IVR2T96NX^SHEEDZ83OKG7H-%/@/ M=G2EID/:5_:52)FJ5+);5I,3]EBZ?M',A?ZG#!!?
%Q>&@2DE.6 M)<(_@E*VU9.VL!5)%RBMEY K5"]_1!-U5/.R1"0C9N2O.J(S^"@M,XNKVB", MPAILK5MM"6T)Z24%:I+,(OP^'@H1Z6KML,RY7E[=!UQIYBFJG+*:()AHZ=4[
M9I"#E%.:$(.G3:B8UJ27XK<02.H#M"CX>KN47+)+O[3U0.G SQ.K%JXE)$I; M2J1[TW#]L(R&1/L8LH>*B&-,MV16U.J;MK7;9--:CG!M>K90KQC;H3 1^T*; M>>;7;
(0E*I6S+X*$=/$SRQ%*KG'K*]AX8_G8DGDK>N:N!.^N=>@T5RSZAG$#I5R#QI9,Y52W1;(8&[8+1&!NV"T1@;M@M$8&[8 M+1&!NV"T1@;M@M$8&
[8+1&!NV"T1@;M@M$:>'<3)TY-$6JBD,JV,I4MJ,CKD M0W)R],;DY>F-R'L!AK5X>P&&M7A[8:U>'L!AK5X>P&&M7A[8:U>'L LDQ M*%2K(Z1'L1*DY2H-
%B+@[X]$7!WQZ(N#OCT1<'?'HBX.^/1%P=\ M>B+@[X]$7!WQZ(I)ZIB3%XY[2FA)I9:U#4J)2I5%&1GF@Z2:B>BI[^RNJ_15 M"*;E56=\8+G-VVEJETEQ3BR+,
M)7X(;5_.1B9Y8B,F<'3+R>%+KEB363!-R\-$%G8REZ4/&>:NA&^.ZZ@T5RSZ MAG$:G5,7)WQZ(N3OCT1B+D[X]$7)WQZ(N3OCT1R&X*X0]D-P5
MPA[(;@KA#V0W!7"'LAN"N$/9!9DV92+(KJ7/$]ETHCZQRB$5RI6M3B2M4K7' MBFY"K'*VI=/@Z!.*MI'W$J1#IKFX976I;EE,+I(N
M4Y^0#J5"]_15:_15":;E56=\8,PZ#>)I)J2I4XNWI?SC:'+)VWX(;5_.1B9Y87RQ[6,XE#JZ<& M16'GMEC)7)8[S1T-:IWQBJ#17+/J&
<9N[XD.Y9:TL90>]N>,7B+N^I$^=7IFF#.72$17;Q6"Z@<>B7$O.&2=,NF=>D6ED2600.DBH5;L"M[^2JA-- M=4\[)#$-#[U*MB!F:B* MF0?
03I'X9%*U/0$YG67]E66;!PY&>:HC_!#:OYR,3/+&JB7S/+TI=8L2A3Z< M,96'%;+&2N2QWFCH:U3OC%4&BN6?4,XS=WQ(=RRUI8R@]Z<\8O$7=\2)Z3TW
M;:RHS^=1"*Y4K6IQ)6J5KCQ./]4.>E;J)K=Z*B>C,]_-<)N MZI]%4-I3MQF:E$1%5,SD(B+3#;'M-&/%*ZHSEVI)T]H15+2U^F>9B$LLE,/(M2\DC2ZDI+27YH=>CH@C-:I6F&TIV]\R_-
HI4NFHY$D'IP4TEC;;1)-I,U2(; M22$VRCNEVI4ZGX(;5_.1B9Y81\9^(,K^3KEB4&?\RYKRT<9*Y+'>:.AK5.^, M50:*Y9]0SC-W?
$AW++6EC*#WISQB\1=WQ(GG5EG40BN5*UJ<25JE:X\3C_5# MGG,.&]1CM'K.%\5$AC>6M86/VF2_+Q*;;4MI4J2_D"Z2;E&?D Z15"]_175? MHJA%-RJJOE?&!3F_;
[6RI90J5U%NU%/53E)JH7QLK$3U20LX=I#K\7%*9:4Y MN;-HW;FXI!4W#Z12EG!<3&/+B'W+IQPY3RB*HE)5B*D7X8;5_.1B9Y8A\ER(
MDX=PNOB4#O<1UVL9*Y+'>:.AK5.^,50:*Y9]0SC-W?$AW++6EC*#WISQB\1= MWQ(GG5EG40BN5*UJ<25JE:X\3C_5#GG,.&]1CMS(C8.3(TRBZQB!Y'"^)1C^ M#+^=
<.P@M$*J7*,\9A>_DJH33(GJDB#]8O\ B"]Q#:OYR,3/+$%+_P!0=F+?,NH>)02>DT\= ME2=CC)7)8[S1T-:IWQBJ#17+/J&<9N[XD.Y9:TL90>].>,7B+N^)$\ZLLZB$
M5RI6M3B2M4K7'B6<,T9X M_8ADR&<,TI;F0<0:;4LNU:ES0JYN4]%06/?P54)IKJGT50Q#L$\MUQ:DI(CR MI3,[:DE)53!,I.W<5IWW3JN.9R$UBQ(]4D0?K%_Q!>XAM7\Y&)GEB E_-
J.^ M=<474/$H9,M2$EDRW7*>;:XR?[&\&,DWC^F<+.H-%(N[XD3SJRSJ(17*E:U.)*U2M<>)Q_JASSF'#>HQW.1_FUP*\ MO^GPR/GB9'))+>:)M7)5DMH-
DY)*.VML@AI7YB=R$1L81ED^$FYLA_P!G\N=]$%-,U')\&-7GPQ": MX-YJ$-^.=-$.EN*E(U6[:::E(02::R&!0OEK(P*%\M9$OV"&/(*.AY3LJ(AS M2WY? ^D#FEOR^!]('-+?E\!Z0.8%?YC-
'IXY@5_F,T^G@S=F4T$1R'_3YK.G MF1IAV"C&C9B6;4G6C4A5K;H2XG3-J4@Y4+(Z1@\L3<7_$4,=\TE6?B2_BLM M%\FVS\9.NO':(^RQJ;8Y3TSD*ZA)4I3IJ,0Z%Q:$J+;92M':
[SAE41TC&&HO M'>+&&HO'>+&&HO'>+&&HO'>+&&HO'>+&&HO'>+&&HO'N+%./;X-[B\?1:#>2 MG^F'2M9?R+9?!&$)O#V(PA-X>Q&$)O#V(PA-X>Q&$)O#V(PA-
X>Q&$)O#V(D MV]-X>Q"=-+*4M3$G=\2'W/&+Q%W?$B>=66=1"*Y4K6IQ)6J5KCQ M./\ 5#GG,.&]1CN>=Y9\
[AQ,7JR$\46/GFZ1E#0[#7=*MGE>,Z@.IB+@[X]$7!WQZ(N#OCT1<'?'HAZU3^617/1$ M[9<'_M\)^!+;<9%(0A)(0E+ZR)*4E(E)%+2(B&'1G#KV0PZ,X=>R&'1G#KV0
MPZ,X=>R&'1G#KV0PZ,X=>R&'1G#KV0PZ,X=>R&'1?#KV0VQY:W7#(B-:U&I1 MR%(5,^D6,G-0K6A%+X6N,5!4%05!4%3\"LO'T>2%R?THZQ9.0-U.PG0&ZG83 MH#=3L)T!NIV$Z
W4["= ;J=A.@-U.PG0$I/&68G8B(0^\;B6FV]K(R25K*:Y M;E)=+$ED2#5*M)U>R'%H01),RD(U4[DBZXN4V1=66=1"*Y4K6IQ)6J5KCQ./]4.>PW+5^

(MO;\@3OJH/_;X3'SFH5K3".ZUQX@K+Q..(GGR+[4](1/+(B*W.H5M2&[Q'#N; M(;O$<.YLAN\1P[FR&[Q'#N;(;O$<.YLAN\1P[FR&[Q'#N;(;O$<.YLA'$XXX
MLB91(2UJ7)I_C&>)1_*CS\1C-[:Z[F)4RZHN3LF+D[X]$7)WQZ(N3OCT1B+D[X]$7)WQZ(N3OCT1B+D[X]$7)WQZ M(N3OCT1WY G?50?^WPF/G-0K M6F$=UKCQ"IU1A\?
Y;$<:,/C_"V(XT8?'^6Q'&C#X_RV(XT8?'^6Q'&C#X_R MV(XT8?'^6Q'&C#X_RV(XT8?'^6Q'&C#X_P MB.-!K6I2UJIJ6M1J4HSJFI1F M9F9XC'[RWK\2C^5'GXC&;VUUW*#.
[XD3SJRSJ(17*E:U.)*U2M<>)Q_JASSF M'#>HQW/Q'_\ 2)Q5P<*ZLNJD3.9_!C$TNDB<8M!=1./4LE5B'T$9?$;E?(RD55IH9,LU64>,_8 M;EJ_.8/$7M^0)WU4'_M\)CYS4F$96>>/(_>6]?
B4?RH_$8S>VNNY09W?$B> M=66=1"*Y4K6IQ)6J5KCQ./\ 5#GG,.&]1CN?$%57-$Y)*6I*J">*F)K+\VJ/ M2?\ F$4OK+QZS#4I&(;;#U;ZS+6LE9"JERG/%CW[INJHYV2&(5"G$E*XMU?
P M&DVML=6JSDY2,DN$RG M*8\%U30%5*B??N56N$7=56=DA48Y;6\6K26U4F$&9)RML53R2DQI[#/OJ],N.GE-H-><' M5JD-2K51GTS,S,ZP.I43[]B";JJ>=DB&A&S<\
(XNW5\!LI#6LZ=9/5"&VRM4 M-I2A"2K)24A%F%C3V&Y:OSF#Q%[?D"=]5!_[?"8^'=8H M+]9Q7BH;'D4173VULEW:RMRX,C"[FY1GY .I4+W[%=5^BJ$4W*JL[XP^V.DK
M;HLI46]TW#RRH+(VVZRI,:^PW+5^

(O;\@3OJH/_;X3'SFI,(RL\]>1^\M MZ_$H_E1Y^(QF]M==R@SN^)$[:E.M8HA%,PO?J5U M7Z*H33/G-281E9^/(_>6]?B4?RH_$8S>VNNY09W?$B=M2G6L40BN
M5*UJ<25JE:X\3CG%*M"_NM92F4M6(A\@P@OM2*2?S9[86C@U; 86C@U; 86 MC@U; 86C@U; 86C@U; 86C@U; 86C@U; 86C@U; 86C@U;))+Z52I,[@R^:"/IXA:J
M=:2HJI*6DCL&8M51L(DRJD<2R1EF&L2*G6;4F54CCH4C+,-T&1S[,Q&54CG. M"(RRRV\&7]^S72I4HQDRS#)1D8,O[[@:5*DLS+,,DF1B3^^6."BCZI,2&.=_MV"
<_0AA[WD,7Q(W6-\C5LA%P,&:TUL\W:JE8%*"G MHSK%]G@J9UBYP,:69)Z4KM2VIFF=8J3IG3,2(]EYZ4LZ24VATSK%294=/*$C M?
L5/2UGG:N4+7[',K%>WMF3S,*>JY0DVZ96*]O(R?<[D]UA)_?,RL5[;:F3E^+S
M4]UAX7VGFM!%4VIE$LN3:S,S2'A?:YA$E3:FCZMK"LCPOMJ\B2IM*'J%]O9T1)4VE,93Z=M:SFSGCP_MS/3I]KA127\Z."5_VLGITZQVRRD+I: M>)
<")W]GYYCXZ<8,S49ZX9CB1X#V@GIHCNO"(.7I7&UC[S3U?_K!X#VNGII-)&?;R>FT?!DC,VYG=!=0?_"!/5B._C0M4>W_P#QD6W_*)F M5WXG]X/E+_KC=3+'_P >S+_F3__4PE<_\
QW-*D])N@+LK!Z NRL'H"[*P>@+LK!Z NRL'H"[*P>@+KKXS.59)D.2IV 9;>F\/8C" M$WA[$80F\/8C"$WA[$80F\/8C"$WA[$80F\/8C"$WA[$+(G25*LCN9,X3L?Q
M$:UC\%VF^(7:;XA=IOB%VF^(4W6R[M.B-V:X1.B-V:X1.B-V:X1.B*;[)9;B M"SQA+'#-[(82QPS>R&$L<,WLAA,/PS>R&&0OE#6R&&0OE#6R&&0OE#6R&&0O
ME#6R&%P_")T1A;'")&%L<(D86QPB1A;.8J7K#"FK)Z PIJR>@,*:LGH#"F\R MV/K)&%)O7-@,)+,0Z?6;&%)O7-@,)^B?/ZL83]#$<4,)^AB.*&ZJX)S8C=5< M$YL1NJ^"#,?
ECRF]%1"H_P:=F*C_!IV8N(D\I#>>Z0W**O&N. M&Y15XUQPTL-%&73M4;,Q@L5>IV0P6*O4[(.I5"1"]L=-PC2DZAD124RR!@$5 M8[P"*L=@4ILBC*L>FXHQS7%?*XDD
MBXFOR57I(EMIM3D%"%GN*,72)V8NYN\D3LQN\ C*@V\^V&%0/D;.Q&%0/ MD;.Q']U,SG P[VT+6VLX.'2W(E#BU$M7V2)54;I2)"+?VGFQ!6NEVIE%>K;6 MLT-9X\+
[7LHDJ;2T=/IVUK#,YX\+[;/HDJ;4A^GEVKK.>)7?;V=$'6VI,9)F MVLZ,TQ*_[<3TZJH2OZ44B>EIYS<.J)7_&KGIU?PK91:7I:>(G">G%_"V^#+*NH%P^J)#>G5?QE1,/+\B#20D-
$Q:2$A3,U2Z<1&J.RJ),S! M%_:9D9F)/[AF;_+((^J;,ICFB;_((3BA M@$%Y*QL!N#/!(T,:%/OL^Y]@]H(=DB'AV=M-QUTT)*6N4$4BJ=(7)6"%RFP0N$WI"X3>D-S1>IT!N: M+U.@-
S1>D-S38&YIL"X(7!"X+JBX+JZ(N"LGHBX^4K1!Z2O\)6B'W8J%2ZXF M-<;)1FJX)B'415>FLQ@"+*M$8"BRK1&"%9[P0K/8ħKGH,8.?T?%C<#^ MCXL;FY]!Q W-
SZ#B!22HNY9/ZH@9LK=:-5(S1M:92R9$"E%14NJ3L1A\59[(MP^*L]D:6M5F5MX14JRMJ2R^".=G;"^,'.SMA?!N^6IVS.?2.>8KZ7 MTH<\Q7TOI0YYBOI?2ASS%?
2^E#GF*^E]*!FQ/L8V:J1VNW%+)E18^\4??1'I M@^\4??1'I@^\4??1'I@E7/T.?(V^9S4FNFW*G9-151SE.?"-<6.;;'U MU&,%:L'HC!6K!Z(P5JP>B,$9S4R]<8(QP:02VF&FU;<@K9""
(Y)%TJ03_1&+ MDOR:>D,#AN ;/KI&!POD[6Q&!POD[6Q&#,<"WL1@S' M[$8.QP3>Q&XM<&G0 M&XM<&G0%)MLLI"= 7";TA<)O2%(B+**3&"M4K7'C5'(G_-XH-ZB@Z9P@7/L$
M^PMHJ&C4&IO;-JIH;?4C32I[59:9.52']P>T2/L,_0Y[21N%:(CS*NGM$OJR M-*Y51TO=0:.V-;JBU*4H(^JH@K4HSQF%
[\RJUPBFNJK.R0NO;\@3[ZYG/SU[$EY01E8P/+$3ZP=\VA,:SIRKYSV, MV-^;UY!&IQD[OB1/.^?.QE"D==2O%K"-*=S\
(]$7)WQZ(N3OCT1B+D[X]$7)WQZ(/2G5+MC#V^8D6_MZU81J4];'BM4K7'C5#IHVS^AO M%(2K7\A$%5D/IAO^AJN?SQ<6-O)LV_"*1:FJVN22+'OS3=53SLD0T.W;V[SVUI[HTE
M*=.H0:AVBD;90EM/3TI53Z:E53R<<>PW+5^

/7M^0)]]J(/[X6 M)%O[>M6$:E/6QXK5*UQXU1R5WQ+X;U(/E#FM;H0<-%IM'D$K[+&(21O0KAR4 MTU+=M4FF145D'(9(]F_:PS^SW$V3PYMZ['/L-RU?G,'CU[?D"??
7,Y^>O8DO*",K&!Y8B?6#OFT)C6 M=D?!BOK'R^;C-C?6]>01J<9.[XD3SOGSL90FJ7XI81J<0/5$']\+$BW]O6K" M-
2GK8\53[96N,515%4515%4515%4515%4515%4515".2N^)?"-2#Y0Y MK6Z$K@8]HEH5*;3I2;=#.R4GF%F1VBRL&5(Z0;F6?S7%3 ZJUFR^N^# M;/,4J4+I)N49^0#J5"]^:;JJ?
15##+>V*<<<-""Z:E&DB[8,PJ*>UITRJZW% M:9Q9ZI1XY]B6JEH\MZ7I^&:5:R?H>KCU[?D"??7,Y^>O8DO*",K%*HNNH+KJ
M"ZZ@.G7$1ZP=\VA,:SSRKZV*QFQOK>O((U.,G=\2)YWSYV,H35+\4L(U.('J MB#^^%B1;^WK5A&I3UL>&?VN*IF9_D:_Z(87%_0<4,+B_H.*&%Q?T'%#"XOZ#
MBAA<7]!Q0PN+^@XH87%_0<4,+B_H.*&%Q?T'%#"XOZ#BAA<7]!Q0PN+^@XH8 M7%_0<4,+B_H.*&%Q?T'%#"XOZ#BAA<7]!Q0PN+^@XH87%_0<4,+BOH>*#3;:
MW'25!.'*Y:_FHGX))!90/E#FM;H4[Q[*7X=XI%)552?:N-JJMNHK**F0*&B MMNG+V3BGC*'>*13T"M>F,JQ)Q)>4$96*'EB$=>@H1UQ7VBV<3,[2E!PI'TRAVB^8)&T(;*661"224O3
MD*2G2QK//*OK8K&;&^MZ\@C4XR=WQ(GG?/G8RA-4OQ2PC4X@>J(/[X6)%O[> MM6$:E/6HBSR%SQ43^ ^4.:UNA<:<>TW$0QLJ0N'Q)>4$96*"EB"_K/
MGD1CF>"_ZF7,VV)T<9L;ZWKR"-3C)W?$B>=\^=C*$U2_%+"-3B!ZH@_OA8D6 M_MZU81J4]:B+/(7/%1/X#Y0YK6Z%LM?G(M)G+\%#;AZXR"Z2;E&?D ZE0O?D
M54(IKJ]SLD'%KMMK@[:TMJAONTBZM1%GD+GBHG\!\HL854N49X MS"]^2:M<(IKJKSLD,M*W9?AGY:NVN4[4]]3(G,QW[&_I/&*QZ](4OAD"?B.M
M/4Z%8CG\27E!&5BAY8@OZSYY$8YG;?2U[F,V-^;UY!&IQD[OB1/.^?.QE":I M?BEA&IQ]40?WPL2+?V]:L(U*>M1%GD+GBHG\!\H[_>Y/1L5$1;I-
QL.39.1+JGG"01PRC)!*72IF/^]>70WH M@_[UY=#>B#_O7ET-Z(/^]>70WH@_[UY=#>B#_O7ET-Z(/^]>70WH@_[UY=#> MB#_O7ET-Z()RC6?
[WVR&AS<1MD;#J1+;)+3$4,1F5,3;&O?WOMD3#DXO:XV' M2B6V46E(X8S(J0_[UY=#>B#_ +UY=#>B#_O7ET-Z(/\ O7ET-Z(/^]>70WH@ M_P"]>70WH@_[UY=#>B#_
+UY=#>B#_O7ET-Z(/\ O7ET-Z(/^]>70WH@>-A, MZ':/(25O%L'2/*82&X:'8>-EHW;0UN-&K3/.+.4]+VRA@Z[]O9#!UW[>R&#K MOV]D,'7?
M[(2FPLN[;T1IDF1VUK3,ND9UL9SMOI:]S$B0@K92J1$5<2E".V" MT1@;M@M$8&[8+1&!NV"T1@;M@M$8&[8+1&!NV"T1@;M@M$,G]B>D)ULSI%4)
M12G5"BD/=/G"H=@5#L"H=@5#L"H=@5#L"H=@5#L"H=@5#L"H= M@5#L"H=@5#L"H=@5#L"H=@0FE.Z76_FEA&IQ \L@_(G\ID8D6_MZU81J4];$
MDN(;2:5I)2=.50RE(;DF_(;DF_(;DF_(;DF_(;DF_(;DF_(;DF_(;DF M_(;DF_(;DF_(;DF_(;DF_(;DF_(;DF_(;DF_(2FVF_(';D16M6GC1GD
M*_$Q7X#Y0YK6Z%*.5*HE:3^SLF=550EJ*J323JV \ZX:5N.2+6HZJE*,S,ST MM_(JM<(NZJL[)"XM4MM%N':VU7:6C-"U/4R_/#<7N&&XO<,-Q>X8;B]PPW%[AAN+W# M#
<7N&"C2API%$5-R6J)X;3222BI9O9Q*$(Z[I=8PC2G<_"/1%R=\>B+D[X]$ M7)WQZ(N3OCT1B*G5/&:B-)G*HCJR9X]H4[4H[6T[<_A% M\8;@KA#V0W!7"'LAN"N$/9#<%
<(>R&X*X0]D-P5PA[(;@KA#V0W!7"'LAN"N M$/9#<%<(>R&X*X0]D-P5PA[(;@KA#V0W!7"'LAN"N$/9#<%<(>R&X*X0]D", MFS*0C*[ESP1=+$)) HS:,Y3ENSV0P(K[OA@17W?#
BON^&!%?=\,"*^[X8$5 M]WPP(K[OA@17W?# RON^%LVP39E&LIEEK&AVE5!$12%:(UI8E!':G*<*R=4_MS:1B+D[X]$7)WQZ(N3OCT1B+D[X]
M$7)WQZ(N3OCT1B+D[X]$7)WQZ(/2G5+MC$1J\[&C7(E> M)B_P'RAS6MT)D3:N1CB3-EDSI%6VUV2F39'?!Z)B5-NNN6IJ4K-D26EI)36(
M'2;J)K=Z*U;WY)JU3SLD0[+=N:W7MK3JEJ2DJ_3,-,(N&6T-)U*$DDI,50B>^1*UR!,G(DZY>*/;\@)U3GC%^Y/5$'.4%K%8BSOK>O((U.(.[Z MD3SJBZY8E![Z76,(U.//:3N->5!E>L(?
6/#N4:PL2@>2,>+3C(]40B-7G8T: MY$KQ,7^_^4.:UNA"GUZ9Q4J8=J63;79*4O20GMC#\5$FVXZ[:F9G6JR)3*DY M$)*D1
]*U436[T5$U"Z*GOR*J$7556=DAMX[8VH)+CRI;G;%:1DJM64S46IQ M[[&_I/&*H1/?(E:Y F3D2=J(1&KSL: M-_ M--U7Z*H13,50B>^1*UR
M!,G(DZY>*/;\@)U3GC%^Y/5$'.4%K%8BQOK>O((U.(.[XD3PGIVJO%G\[$H/ M?2ZQA&IQY[2=QKRH,KUA#ZQX=RC6%B4#R1CQ:<9'JB$1J\[&C7(E>)B_P'RA
MS6MT(CS*U,DIAD=.Y93;%4I2*,*I)J)]^950BFNJK.R0VXNW^S09FZ[;5%KE M+:6JMWY 3JG/&+]R>J(.01J<0=WQ(G;4(ZS&)0>^EUC"-3CSVD[C7E097K"'UCP[E&L+$H'DC'B
MTXR/5$(C5YV-&N1*\3%_@/E#FM;H.Z^X,7[D]40J(1&KSL:,FHY M/Z$KQ,4+LK!Z .0_^(V?9X$S^EUC"-3CSVD[C7E097K"'UCP[E&L+$H'DC'BTXR/5 M$(C5YV-(=9+)']$73,I?R;Y=
(QIHEN23X!;$(AYTGZ!A'Y5N&VZ:DJM5$DDJ MI-G2,TC[T39?N<6/O1-E^YQ8^]$V7[G%C[T39?N<6/O1-E^YQ8^]$V7[G%C[MT39?N<6(G^XYTAIR^Q[3]I^S&H]I^T;;M-
O;)3NFT*DRL=OPS+I?W>Q:H2W* M=H^XDSMWED1:\%Q#UNU[P7#%[W@N6K'>BHBQV!6]^)50 MF[JJSLD,0L/MIK6M4IRZ5M!26SB]-22D@W"LRVJ"IJ.Z<6=VXOXRCQ_[&_I/
M&*H1/?(E:Y F3D2=>TG<:\J#*]80^L>'AB<2I!VKKY?9F MCEDTSLI*,LE+1*,+TK5RFME_%!Z5JH5;O1WY 3JG/&+]R>606O((U.(.2%^42)SE*3^C
MM^*@<2@]^+K&$:G'GM)W&O*@QTO^X0^L>%PJX;K2]HD7"KTQ<*O3%PJ],7"K MTQ<*O3%PJ],7"KTQ<*O3%)IP\I"CSA!$=(RA692/>TXR/5$(C5YV-&.2GK7O
MP)Y*WKG,0]LO_M[_,\Q2J';5PB,G4%J%))VK22O@JDBY36R\@5$U M"Z*GOU*ZK]%4(INU55\KXP3.<22[8[;[(AP[E"]1OF4ITUE0M2941$:JY'549]/)&XJZFB)5-J(A
MM1JD7;$B2U7='4*6UD_!)(#)UE2BM[>DXI-.0RK**L8P5?#KV8P5?#KV8P5? M#KV8P5?#KV8P5?#KV8P5?#KV8P5?#KV8P5?#KV82K[,N5)DHO#N52.4NW!%T
ML041I,Y5$=63/$[M.,J428%M9%MBBI[7-ES&"KX=>S&"KX=>S& M"KX=>S&"KX=>S&"KX=>S&"KX=>S&"KX=>S&"KX=>S#;R8=:5MG;)/;EG(>5; MR BZ6//:3N-
>5!KFK'L5_P";>"#VE5-"/RA_!+XPW!7"'LAN"N$/9#<%<(>R M&X*X0]D-P5PA[(;@KA#V0W!7"'LAN"N$/9 C)LRD(RNY<\$72QD>J(1&KSL: M,P"VFW4KVQY-K(B3-N:A!*"[4K/3/-
,4PGPA$RA"BIH(S*PDS,(+[0D MS-,MP9?-"3)4LI2^[7$/*)*$%FK5VJ$]-2A$1#NUFMY6V*KU3.EYD=T>9E2%4H#[*D.Z3VQZ(.0JD6WURQM'9,VIE MR?!P=6Q0?
VD[C7E09/+F/%OAK>T:TL>'JB$1J\[&C')3UKWX$\E;USF(>V7_ M -O?^>8@>J2(IM=-)+EDL"XZ^B+CKZ(N"LGHBW0V1+Z=.OEG[@G&56AD1E): MI,CERRI&&FWGB)1-

O7#,7EH7'P,&3+NQG8+4:1M+?> MP+UELXG,;?V5X9Y#:9L"BA)2>@&N-#/:.<]E9VHC7S+" M!<3T]]?UK/0O #[%:_W]I46:UGX>8]#NIB(,D:[49]2$IS50%XGB-D H^ *1 M#?L-19<"
! +[%OS(HF=$;!"YAE4+%Y/NHF<<-6- =_\ I,#?10U=:"N- MWVIBA#-K=0B3&Y7H!M6P7J+,(LQ8B.#@WLMIC]F?IEF5A",N&!H4W"_S2 WU MN=<3#M"C5,/P89.P*;4GG*]J?UK/0O
#[%:_W]I46:UGX=8]+%2PYK**R(X0 MJUF@A@MP,ZH1T='$>"Z'5$UX&78H,7"SL9_&W-#;MBY#Q#O#;2+=Q90Z;\ M:4\H&ZA:GS1+_19B@(QU\ZCYW]U""0N+5((J9APK+0,
"W$-\-22J$RTM_"% MW V%OWSE#8A>8THF.>>RW$'SH+S./&E]C@8T=EL^=0XGT5KUU5C!M[';F=^U M/ZUGH7@!]BM?[^T]+-:STTQO"Z!V BCM8&@D[P8HD5$-VVA-
M0"NWT@)]' & M!0;='^46;XN"F3^-O4C8EK8$0.!+-D;7! ($&1&XB61*-+Q$)@&92,6C'=. MV1SD^9ISR9*=,@$*/=1BXJ8XP8HSKZ8:XT,_Z)#&-'R1=+>5,!.C"=U";D + M]GFJ[3
$R>'G4@ M5I2G6DOBBY]MT/4!_6L]"\ /L5K_ ']I46:UGX;8L#8V3BA[<$U($#HQ4+X2 MG.@/37%42=SL?R@C=23NH86\Q_*//\7!4;6>5$2>/,P6-7#@,VZ:/B.2(1?) M&:8VQA^$\
<0LW9'(.R.;A,9%O.1F4XI8F2R29.S M*DJU\:]G9;-,B8_A7*)M#G9./;']:S[ZWD)S=XMZ*^HI&55YFI& MD)J;2KVHV/8"1_B=IB1$$9&XF";S\2 @Q))@ ;@<=9[>JU[3_0IBO7&'EG1*
MQ0MY4/G,QM3%H#D%>>@&'F/H"Q;LP O)X;U@H<'1+-BF(OR-BTW^LV3N2(3% M0'#[C^4<,[&C--B.5"LXO2JZE$MN[4] MQ<;JB-N#8)VW3 U@Q*JQE6 0+$_#
<@>>5'I_H4$8T9>+^RE@#8]).R4QD9,F M+HQ@[.T!B18;&2&6#XJ2R?&I*@;=CC6\M@,#^4(J+9K6%LIRYFNPAV'$L^7: MLK<#NLT,W^M>^]^_?OW[]^_?OW[]^_?OW[]^_?
OW[]^_?O?421V+NY_?OW[] M^_ODD@OF9T=0%FI;JBG#"A^R'8>E1%S'$_E0F9 MB:PV;L5'\:H3VX84[M@,#^4$?Z"T NQ.'EG0*R"';MEYU"+#@\:VN'8(-Q
M3+9J\J_B3XKZA\4$^#^4$;O]"PL=M"V&_P!LZ@+#*!?FO3B22R5N>D+?.]HO MD(^YR>A6(P%O<=$)9PW"*N'@=H*BQ_JSH)@L"N "\X?@!I>6:UGX;8^2%:E M-HL7M /6@35?
-4XXX4&?].S&VGBN6\LZ+X"O%AOVJ(I%7 X0V$[#,+NK93:J MAU'E7P[3>&WV_#P"N5E"<"ALV? #2\LUK/33';3BPDA"01>5H%$8=X -M) #
MB"]#V^,HC79EXTGWX'^FM;TQ?:L$46J: E*#X+$&9S^T,TLU@$H[@*Q&G8\(M12HV+0L0V;%$$VP:L/VFHYU/Z-0F/'V5*A L/ZI*]PP?S]%@(8,Z6-\EHBX$
M&X(#R#NBS6L_#;%CC9N.)4$IK:U9.)+-];:#$6_:9)U'K_IK9\Z%LC^&=0W" M:R]3LR;:F/(=HF[=3$EB,91Z.^B4B@<*1L!N#C0[HP/TF*AC&L7]%,ZKZS0
MW5\T!W_ESGLK,U&JL1E*&V4UC(22X;5= ML9_SSKB8'^ES%;PVZXT@L9'3.BO$/,$SM)C%DRI62J,K08,B%,:VS8*^'Z11CKYT<5R.E)\4!9L89TAF2Z]CUH#:0'K4A M2^+^=1GD,?
NE-*(J'%^B@W]9OJ/1>^;9YB[1X @K-:STTQ5Z;UK'!8E?GH-[MAN-O'<"# L4MI9EXTEG'#_0TU,_O!&-&+Q?V4.8@S"BT8E-[6<:..3M&Y[1N
M,8S!>,RJJ!_6L*6:1+DJ,W!6T="B"SG/.DF_9^7BJ62;N'EG6T"#"=V^B'[; M(QP,CU3;?0<1$@0W&XB*E&'WA3,<4^P<0+"$20A1&8B7J89;]WC2??@4%O.A
M1."Z9TD%JW%74FYF,RN:/ $%9K6?AUC0M!(G'M<%FM/CXBDN9?NI]_\ G\Q2 MV%MO0;:@8-+?:,M M)J;5V3.HLY<5.)_GLQ10F:'+%TMY4%P9V)IL,WVZ#$3)81OJ'(UC>OE W4%U?
-1 MSJ&-76BB7$TQPAX)W4-)EB2[:0!*M@);4CG,9+NL=*C>N[>WCQ-E<47D(E1T MOGGYUB8T?"FHF+%]JVP*8?*F -GV@POT;^D3?B#<1S!352O&JK-$EE+OM5F
MA1%$D#TQ00W8S(Z,M6T@;"XVX\O=5FM9^'F-"_!LZX4;1;89J#:6-PG%>- E MD,:&[]?.IG_.X(QIB@NP\LZ(IQLG&&]J 4C:++IJ2#=.&&VL*40B4KFH96^I M5E[@?4\+8;-G:
M;F[0ME$#_27G6)39L(\X-0H/BW->LQ3.LYN&**D^C7&AG_.7BH@EQI;RSHEC M L<*8CI,RMB)##P"[*#X0Z H!L /S/HFP%W,')B;HH(PJ-NLW)FVV%M2@D9 M1B),B86OLM?*
R>=3!L&86W3P M\8QKT(4KD;K*D]Q4,X"-9NHB)I^%+#S MJ>06.E1_4+W>7H*\%6X0'H?F+<:JU8[21L8JV] $?]4,]WAL"HQV-8XT@W8& MN%+M=^WA4I,.@)$!F)4G$Q+TBC
F*&&W6-SB63P#16:UGX@8A[W)(#&#B&Y2 M;107IR-9E=IL1MBY7J(DSH&-G'C4O)-<:XG^;S%%'BP^Z<$+C?NH03! 9DPN MZV%+&>^P,Q,+(&P'[!<-/*A@H< F9=Y+:>8_H
026,NL,4Q=2]A4&UM]LZ-:% MK?&&=0>PDV%--I:NPK"QAX!HK-:ST6Q,8H,,C[%7L1NI"$+).#\5G5G4(X:4 M;@HE8>+YE^O*-LRQG/(6RH=:W)<1,\]!C8<7G6;?
LUQJ9_RR8HH3J]:!)&Z6 MHN6KBU0>9^"9QVM0DB;FRU)VQ+847R2L6L.<4:"H^#@#OJ ;/<\50V,)@?RK2L-'LIW4:5S4KM*H"NK8+M!DGQ%]B2^Q[UWGF(\@3D^ A+-
:ST4QQ9&%-?B;:'9 M=T+0P-DD6,3%34$B8\$PU'B7$Z#TU@K $B-MS1KQ"=*-"7$LGAA[P[5,5RI6 MK43$ID%B6.TE#ZU<53QLQ3B8?Y988[=<:+W%.E)@!"ML6WTM9-HV\2)R-
J%1 MB2W$2XDV96K^=74DEZXCX$OHJVBI>!NO?%U F8 + + '?(\S^;YB#!\Z.!_ M85$G<['\KR4HXC7QM.JKI%G\BSDN_P!/VGEN]'501K.-6"9PUVTXH7%O+.F
M%A8*R8;2$V":P2(+,9N.8^ A+-:ST4Q1T1,LL?)H,^:X;KLXFL%HB8B7:1MN M/Y0<0>)6#V8P)LAV[J> 3[$3=R5CV"DA"U.TI(WD+T[P#*@I@0C':C_+]^ M_?OW[]^_?
O0@2D>1R)P?<_6 G?)Y!!N)"-RF-F*FFQLN%1YA3)G&>-+['Q_MRM1%"B1=P\LZMP@1A\J<9:E!!>A,; ,V(0 @ L %@#0!N7%3)?90KA(F M,07#;0A9PW'*@;C_!D\U1T$UB&
[A2L1PT^Z8&(V3- R.L$?:B;R*!*ID&&4 MH7_08'LYU A:V-)6".F=7RX49.*@20V81 OD2E68;'@,)9K6??6,#;6=6=6= M6=6=6=6=6=6=6=6=4HLHA#!%T7XZ)*9.,H(K&!U?
LX:+)S$K= VIYQ3L/OW[M]^_?OP')[S\SO&_?OW[]^_?OW[]^_?OW[]^_?OW[V:G&5PLU+0MZ7M!X\>/' MCQX\>/'CQK&$B5EL5:K,&+=FS,31&?J_?OW_,<(2#J:H"+8-
16<4^58MVCX M?Y4\/.D7!>=*?B((_+T%__;!B5MQEVN@=9H>.K2!1@P'VU\/Q@8;: .T5_M+*E9)6*;LJ/DL'%>BCLI;")R),G^2>D*E$1:=C"'&C7!=\3\-M"; L6J:Y!3
MNJ8_U]"'%9#8;+$8T 8X0 (6 / 0D*6%KN!&AF_UKW/OW[]^_?OW[]^_?OW M[]^_>A E+S(KMQ#U(68]A[[[[[[,X&2C+R$ G>T0PPPPPPPPPPP&61P_.-/ M676LD)J"BT@
F"6T",WG]AQQQQ]KO"@,07"YTC$04,S5S-7,U6A=PAV1S(AB()<84XIW]S(D2)$B1(D2 M)$B1(D2)$B1EV(F8]LHN
MBXG90@/[TR9,F3)D37025(R(!#03!!%^^T*%"A0H4*%"A0H4*%"A0H4*%"A0 MH4*%"@=PHDCAH%N)6-#4*%"A0H4*%"A0H4*%"A0H4*%"A0H4*%"A0H4*%"A0
MH4/WH4*%"A0H8C4MGL((LH4*Q'SL/G4A=]O.N)A_E6S1GB?:K',]%]!:58MI MCMEW*PO5>6L3"@1^%A4QD;CRSJ! (6'RIF:-)E^V1'R2_*FQO @3!OP#>U#Y
M29L9G$89%"A';L<:#8?+RJ/6O54]$YZ(C*1@V&PUZ.9':E]7/&GR1Q;C%"># MYZ60N*J@ L"8B?WOXF\$P><1Y9<>YRGJR3"1&"5#.XNW;MV[=NW;MV[=NW;M MVZ/1D5!
(XWJ4$%HC+\#A^^MM]:CW^^X3?&=31]=&B]*M@%!XC6XWB%@#2L:T9! 90G[5KA@<*0&&4/Y0, ME+CI306K<4,NS"8@FBR4F_\ A:+J5>0I-M>ME.0*VQC^PWY96 GJ4-!IF+,3
MG"-=O<_,58'#N/L4(,G5R;"20DC1 LF4;#ZNB*\#A^^MM]:CW_!9%L3!P_?6V^M1[_@LB9I9K@(0W(U)D7.S@6<4&)RIU7XKCG7 M2/\ *=GSH234BK!-
S9:"@($R0?.>M1.-270_"B*"0_0SJP7,[W59.R#O5Q=1 M#R_ 0S54 +EBXIQ5C:C4F$JEP; !8"P40LMV<:[AA,#^%"V4NX>5'$ A8?*E MNPL8QFKEDN-C]$E!#6"/?8*N(4$0L!
<@F'='ZI04>"X7-BD.NC-#-P_RE8>=3^7ZJ61, M9N%YM&7!$8 0'D&@68(18]':*U&VI!QPH,TL/.IW(L=*F/159<'(7XM:F/ < M)!>03M<#+;6LL.!= 6# *\H*XJ'+
<8"@G%Y4B1PCI2'#@&]I.$OE5TE-AVCY ME6;^F(2!8P^S:$Q-B,D/,OS_%N6%!L(&=N&G$ &"E>WN8;F*L#AW'V*U_OT M2SKP.'[ZVWUJ/?[[O^D.;PLV!2@*H 2K8 Q5V
M!2+NQIE@8D5FT[(Q4A/:X!2$;1PI"NDZ9TUMEC)Q5+;@1&\XQ8OM')^H1& MQP61DJEUM^(#43A)32S+NZ4KF;8";Y_1 ($0D1LB-D2F10(&-M^P4[FYB MK X=Q]BM?
[ZR(@Q3C$.+V:(KP.'[ZVWUJ/?[[J;=H\1SXK/Y!4!4O8?Y3LTO M7>U,N75+GH)STB@^35HZRY];RI34KYT<=2V3_#.HF A8?*ER:8B&84-GJ0*0 M\)5^)2Q9RO*L#48UXO4+Y/XJ ?
Q1EPNX>6='$-$8%+I_H6#(61+A>I%'Y L' MP2 "_<,@&TG8DB.%,(K&9^NRI(I!,52S+NZ4KF;8";Y_-B9/D &PWSAY]SY MBK X=Q]BM?
[]$@:\#A^^MM]:CW^^ZFW:/22&$V6DM@D^=1F#[JX6!_E.S6O, MJUH3H,;FAR>?\ZFU7[*81?5YTHMP+>6=2F+NQ!=)EEPK@RAC"7:HN[6H<#,' M$/(]6I4=9[JN;9#ZHS@8X?
=6P/ 3NSJ"K-HWH(8H-Q?9%'*;,0!FRHNK=;O9 M!D VD[$D1PIA%3HVEKL)0F M3%%(&,$[I9 W$815L^,1YD.Z(78=SYBK X=Q M]BM?
[]$@:\#A^^MM]:CW^^ZFW:.1WB/6B*,WE997$WE:@+#[LJ]G^4[-:\RT M).JX!X(6V57V==,-V@-LC4H<02%A1&D+%@W-7V@>#\$YAN382#UJ"":ENH0> M11-
@N+>6=*D(J7(0O=5K'<=Y7Q<4P;@#M-B\/)XK%MPN ERI55N98@&S+8NZ M+%6VJ$OLK.K.K.K.K.K.K.K.K.K.K.K.K.K.K.K.K.K:E8[^_1(&O X?OK;?6H
M]_OM\=T27B#>FC@Y$KX7&],.TV/QH$8/MKX?Y2*WW]&>A(Z)^*&!TF&QXZ3 M42?=, MZD,:5L+OS$?Y=L\;XA?&&P0!PQ"K=*YQ']YA7V43<'<7T 9+_X+]N% MN7!P;Z1F?
+*N5JXU\/\ *)BHS%M]JD!09A/NI+V[;AK/!M-!^/'CQX\>/'CQ MX\>/'CQX\>/'CQX\>/'CQX\>/'CP]=6!@X.Q'$XK0T;IP[N0XH88AI@- W ! MM1@4O
TN#XZ(IO;.-0]Q+DR9,F3)DR9,F3)DR9,B MF-!G;PE(2G TE!;U4*K$QGSK X:'KP.'[ZVWUJ/?\%^W/B^8Q!)BCU=?/6H+ M;G7L_P
H4143'C[*6UBMWNH2(\A@I#42V[NO+ERYWYOYM[NJ6@F0,0X- MREKNL#P/.KDW0Z4+GF(BH0)4TSDWBF(,4LE+@O;M3;M$ <HK%&#!9ME+A0@=OL0X@7$+5".Z.
E"K@MJBT M!(-QF(*B1W#4V[1 ''-8'#0]>!P_?6V^M1[_ 'W8"J8S9H9/=:/44!Z,C!)1 M *FR%(1.>]%]ZC[KX?Y%,5 WTG.HZO[0D:NM 2<3[4+X1F$[J2>H*1!74W;; MM#HOV\V!O^8,
DK$V.VHANUSN.IMVB ...:P.&AZ\#A^^MM]:CW_!GL9L0,#O M!@P5[3#LHW"("2 E$F1&H5WV\Z]A_D$Q2+"S:EF5_I3G?@?X],4G.A(U]:C)3=*"BWPZ;JL1%*8LJ
MRMJDD,,9TPA<3"F.)RIL12E<>(LJ0D*04@9 3QM1;$T][J;=H@#CIX'#0]>! MP_?6V^M1[_@WV[(SOD8"0WWM-A1>P_QR8I.=$:_FH:4W2U!Y;@85'O@CDJBF
MQ;):YUJ\76P:@,C>>>!(\T6V@.SP0V0 > O=3;M$ <=/ X:'KP.'[ZVWUJ/? M[[L?9-L/)$>MI 3!.T\)E60-U#V'^-S%11CKYU>";N'E2*F\%O*H=DB,3NJX M'6#UKHCM2V*P0&K O
#:D9J%C<$<,%K^!/=3;M$ <=/ X:&84N$OLK.K.K.K M.K.K.K.K$/W4S4\?@VA()'(2"'FHZKOKV'^-P1C1-A?!Y4.,\L/*D=WPX5!.KL M@*X2T.&;8&=X$G61UV7-K9LE\#>ZFW:'
XZC'>L"YN).*L#AH8FV>6EP:_ M=HT:-&C1I5N.(#*"@*L!=6P!M:S[#?S I#@?97"P/\ &FB, MMIP\LZQX-83NSJ E4FU_XF\#:HJ)+,6_&LZZ^"/=3;NY /=KCAX'#0S7D%8M
M=L:9_7SK.ZV=9W6SK.ZV=9W6SK.ZV=9W6SK$EJYT;(+$"XKD8/@RA"&+9_L. MD<*@M<48L^WE1CT/\:PL=M26#^&=+BT 3*V@7O>B@4,UFXN]VP;V7;W@ %0H M0-BY*F&,
SREO8(HHHHHHOIDN,7X-'2S5FS$)>G+0^IMW8@6R+<8M F"1VCS MK]Q5]Q5]Q5]Q5]Q5]Q4@]RI-[!80XBH;^ZCA#D3>+.Q@P8,&#!@P6\ 9GUJO M=P8Y0%PKV8>!PT-
J;=H98.UEVF9!17U5JCMK4FM2:U)K4FM2:U)K4FL$_=1#0Y-3;NQ&G-R3& M!+F92S<>?>P;MV[=NW;I*3.16&@P1B=CW;MV[=NW;FDDYW0)@ %YYW9AX'#0 MVIMVAG(-
'EE6P=XD6;,GG4$\@XTRF!_C?O>U2J#@.W[T+/;$O>@K6L^PUMOT M09J;=V1;6L^Y:VW]H;#P.&AM3;M#.0:.(0]3R^4E$RGOK*JK94NT86_8RH=/
M\;V::W&_VI#8)O:)_%F.]!6M9]AK;?H@S4V[LBVM9]RUMO[,VD"XD;Q ^4_6 ML#AH;4V[0SD&CB*VO)RKPP^=0JVN[JW1]M?#_&\#SJ$R?RRJ[ZD6&K;E+ULE
M:S.R1W)69WD5K6?8:VWZ(,U-N[(MK6?,-M7 [VYP MI;J\DLVBP*0L;&L8H8"A-A#O K6L^PUMOT09J;=V1;6L^Y:VW]H;H8'#0VIM MWA0)R,C._P =7.-58T?
#_'#,85#MQ>S*KO,MNZ*GZ1D;"[-"CO %:UGV&MM^ MB#-3;NR+:UGW+6V_LS>_4IV0=.-M8'#0VIMWA0+ +)%MDA/D*OKOX(_#_'9= MC;2:LHRI>C]&$1-F!.\
K6L^PUMOT09J;=V1;6L^Y:VW]H;AX'#0VIMVAF.V MD#M-P^6C@V@#R@GZFF$+1GVOMI^W^.X'G0 DO=*&PD@"LWB;FB-BS3"R\G3R M[M#*+K.T-E#-_K7L._?OW[]^\)'>L-
#ZFW= MD6UK/N3B+CXQAYTXY=D$M.*W7=V2PWRJBP:&U-N*J. 8#;C'' HGQ?NISOP M/\=2:A8%4'8E.O-_P")7L/\>V:UYE1DQ8)_8K7^_1#34V[PJ@X'N/0WF4-1WU[#_'GA6^_HSJ-
SG(KWU\#_=3; MNR+:UGWOV*U_OT0TU-NT,+P&!/F5@P?LH1 MZ'^/;PV^WX> B!4#?.CP/]U-N[(MK6?>_8K7^^K+NC7(ALQ.6A]3;O"AI>+E MIQER*9YAM(WXK5K!]U#H?
XZU"8\?90*2!8315'%\1=@G+P.]U-N[(MK6?>_8 MK7^_1%[4V[PH:7IW_%4H(U#NJ/9^VCT_QU1%0XOT5J%U5*\V-<; 3N$\#^ZF MW=D6UK/O?L5K_?HB]J;=X4-+Q;5B=&B?
I9U:&DRZA' M%5!@AI:7#[_.'@?W4V[L6(2%=DFPS:&;_6O?._?OW[]^_?OW[]^_?OW[]^_? MOW[]^_?WR207S,Z.5H=M3;M#"L0L.Y$?6SJ]UR2T'<^HT"
(0A"$(0A"$(0A"$(0A"$(0A"$(7 67P4 MPF)W:'$(0A"$(0A"$(0A"$(0A"$(0A"$(0A"$+?7"^_XA9-CL1"$(0A"]91D M#%S>T5Q!'YX@1@'FYGAM=S\^V>O7KUZ]>O7KUZ]>^8%&-
UK]D=EY\^?/GSY\ M^4E1 OL[70,E)>*I)6X)BIL7[4^',)+-^*\,M#0X<.'#APX<.'#APX<.'#A MPX<.'#APX<.'#APX<.'#AP_WAPX<.'#AXJZ6A:&.Q,[*V#JFZHAPH/\ ')BH
M3'J*.;$+;17)E\;B#X(/=3;O!QI>U-N*!HUP1!UVT))GT*L4"-=:N%@?X\B M8\?90+%944P9*XPHW6]9X(]U-N\'&E[4V[PH&C0&.P3R;0@<4O8?X[L^=%(7
MZ*'"YA7I8E(K\;M/GX(^ZFW>#C2]J;=X4#1L2_%&5[#_!UX>=2^7ZJ8LPF/ M[T/D^X@>AX(]U-N\'&E[4V[PH&C9KL"^6N9^"O8?X[LTQ<8'E/@ MGW4V[P<:7M3;O"@:-
QX/LCPV64=5WU[#_'=FEZ[VH"7'@C[P\$^ZFW>#C2]J M;=X4#1K;2;TSFA.VHS!]U<+_P =V:UYE3+3:W".MX)>ZFW>#C2]J;=H8+DS MQ\W.4E;-@JQ*N;HS[I2R;J8)#?
WVU@+/M95[/\=V:UYE1%WM'%Z/P2]+%^JF M=6=6=6=6=6=6=6=6=6=6=6=6=6=6=6=6=6=69V696=6=6=6=6=6=6=6=3' M0^E[4V[PF\P?
0!DMQ\U"@.2.#@KZ^GZ^GZ^GZ^GZ^GZ^GZ^GZ^DVU;%T M2VJ468P<6K7A.I@II)"UM#:FW>$WCD@N)G'*-](=[*X1MK$Q?=G7L_QW>&WV
M_#P#A%3&'"&9\$?;$L#P&I(S&QC4CND&:J,#A^]B6!X#2BR[!%C^NR4)6J4T M,U-N*/'))LY'E$VJ0Q?=G72/\<:A,>/LJ5"!8?U20G%G/\ P2]!G=<\&!P[M
'T/OV>W5L]#:FW>%'CE9[VI)L7[*]A_CI1JF%+MNLWTC]E/?"J\2\$^@SNN M># X=@#Z'W[/;JV>AM3;O"CQR5"+4=]>P_QS9\Z$N/T9U:KF%>@C<^3N,J^" M?09W7/!@<.P!]#
[]GMU;/0VIMWA1XY;"[%NE_@KV'^.+#SJ<2+'2K0,7W'7H M 8 !P,/!/H,[KG@P.'8 ^A]^SVZMGH;4V[PH\ F=\/-'@KT&=USP8'#L ?0^_9[=6ST-J;=X4#T(NP"3C ='5=]>P_P ;
M4147.]F=0$&"PGJI).50BYC*0CQ?@KT&=USP8'#L ?0^_9[=6ST-J;=X4#T+ MWKWTW8;1J#_^[*N%@?XW@X[:5$;73.IXQ9UT$7NJT!X4!;_YAO/P5Z#.ZYX, M#AV /H??L]NK9Z&U-
N\)AZ -AFY"+:2)+;Z1V ';5&L^SE1CT/\ &E$49N%W MVSH8B"P?=6"NVHX#@3E&]X+]!G=,W4$!?96=6=6=6=6V*11\B>_9[=6ST- MJ;=X1#T/MRQ2"CF[@#;MO'"3PIY*9E1;
(#.K0J!V;'&HRM@,#^4$?XU@X[:8 MFZ&$[LZ,85V#1+M6C7!GI"'8;A#P7Z#.Z9L1R@3(S,5""B^DT^DT^DT^DT^D MT8:*SZR$3&W!1@ 0N8;>SVZMGH;4V[P>'H(F 4(E5;
%/JOB$5N' VE?'<. M,5T]M5H(PQ-KOJ996+<5"EN# I%N_P :414HD7?;.BC4&8?*EL5"VA!=EYDL M3P9Z#-$9[=6ST-J;=X/#T#U4J6BL1J6N>07BD45&4@=Q5PP-FIOB?%$=W^-Q
M1CMUQIR;@=,Z*1>Y<+MY5)] @S1&>W5L]#:FW>#@]!X3-$"-- MAE88S .P!OBA18W(SJ? &!_*CN]%0;C_!MXJF,F_LSH(D9A1AVH2')+HCR MF\;/!OH,T1GMU;/0VIMVAETQ-
SZ&I6"0:&K#8!O;7$(EDMGEV5+,65E2S9ER MM"@'=\51X4P/Y01N_P 4\MU"B#=\51EN3 M_E!&[_'<+';4YDRX/+.@F,%A\JNG!6"3"7Q),M_P=Z#-$9[=6ST-J;=X)/$. M%VP8M%T
O&7)YLY-1H(Y!V89,<8RRBIFW EEWT.@6YXZ'+<&!3+8?X[,5!M; M?;.G%"Q;RSJ4>9#8"K.R8WP*R.TV@3BL&.WP=Z#-$9[=6ST-J;=X&/$*K&,, M\5"H<<)@IW 4,9BB^X*0>,7(;A
M))Q4;S,:7BY"VH"=)Y6"!(Q4JF7I&:DYNAS5E=R5\"#9J;XU ? ?%0;C_'IB MH-K;[9TZH7EO+.F3#6&%NC!S66T^D+R#P?Z#-$9[=6ST-J;=X$/$(QDP0#99
MW)/-8WC[H%R]@6BL!8*2 8'M;Z3&[V-!<(V*?Q3XJ&[T?RH-Q_D"PJ4R;X/+ M.CB'!8?*G%;(;VJ44-Z>0RI3>S(FQD MH'#UQH.V10%.ZP"AFST?RH-Q_D<<8[:%
[873.H;*.+"BM.%==@4?L;\4(S'N MNU\(>@SOV9S 22CDU,FIDU,FIDU,FIDU!Z@$-F1EB0V&[2'2(CH;4V[P&>(8 M)+^$@P@!'"S@YJ@HH/"DGR;Q4,P!AL_R11%0+\3[9TA8I-
4UN;*2XH=IE9;O M"/H,[]FYW'L0I4J5*E2I$%%2QB>90 @P-#:FW:& PQ'G!SS:H@!%MN*7BG>^ M"6=O'3TI.I.Z\KV#BJ$/2W&D&S 8?7^2X..V@8C:Z9U:LJ$NB07NJU!#8!FO
MGYP\(^@SOV>K9Z0@ZFW> ERX>3%O!'FIS&I=U1EG!\WL/+. ML(MA/E4[A$5RR=R10VC\)>@SOV>K9Z0@ZFW> ERX\&+^.T]B5*:MPU&(<6_<7PGZ#._9ZMGI"#J;=X
M"7+FU8($\;LWE88^SE0CT/\ )(HQVZXT@06NE+Z(@DJL -I5IG-UB=]Y9+#D M>$_09W[/5L](0=3;O *YF[]F]J$L^UE1Z'^1PQC0!R;^S.K8 M2%PHPUJO<(8L@O\
"AZ#._9ZMGI"#J;=X!7+EG8@%8%6P$Z^$GH,[]GJV>D(.IMU M(&VLZLZLZLZLZLS35RXMEE%M<99EDHR*DQ"S1 .&IE0C_(H8QI30M6\LZ%@(M<4)8 U@):#(0-
P0W_EHT6NCG,R62?O!@P8,'B,FB&V>2-$1^639MECMH%C M L5C(J?\U)_S4G_-2?\ -3#"[:W!*'D'Z^?/GS@2-]NNW:F[!^J"""#W$_T, MY)Y[*!X@9*(8S"8G]%%%%DAW5CP0;
R<*^XI^XI;*R%MI47=1G?%QD2O4 *(MPW[-*^C4^C4^C4^C4D2DVL 6B!Y]/P1D+'MP*Q=7\PB1\@N!<>QCU8?K$B1 M(FZYN-UL>*P?J !SFHX9]A^L2)$B<0BQMO?
P6)Q_)$B(:BR;ZM:7LM4R2"& M$FQRWJ^C4@L"+*2=KL4YM($K@NPK!N!*_CW@+<2HXG/F_%#+-7O(1=.-?04; M-#CGD8FY^?X%@%%Y+,N<>/XHX>H;+) M-
$;$NUK*,\+TE_$T5AS#$>H_&-2#-9?4S\79&+/\>^_&8"8=EGEBUJM[T"D\ MU7H"?A'+<0<'\B0C&8'7 '6FLOO2T);E/H/:"-(*",U%O"<2MSPX6C+%3+^K
M=NW;M*2F&BXA+A(3R._$$!)[DW0<0DSIK.K8O>P8< .W$LD,8/Q0>P@2)$B1 M(D2P*@-]DL5RC<&UZ%Z6Q F;EJZQ8W%1#@1QIEL#_(E$49N%W#RSH\C"P^5,
M8R+Q!PX)N@[,3QO;4!PK4FM2:U)K4FM2:U)K4FM2:U)K4FM2:U)K M4FM2?QN_<=7J36I-:DUJ36I-:DU@G[J :-?:@\FB>B1^+Y<(;;]ZR/XH1,A&^^JZ_#I_)#8?T=
(>W%P0 M6*"[,;[B>@0_2!?\U"]J6(XX4D&>E MO7KT;:M#L>7]]H:@@P[&T:-&C1HT:(<,,@&;DPA,/=:-&C1HT:-&C M1HT:-&Y-F 0X/' =RHT:-&C1HT:-&C1HT:-
&B:*#9C(DPKA+*E3='=^U6G3I MG5I"U U7,Y(OJU!^\:-&C1HT1ZJ8,"N!W;5G+ RZBE;>ZT:-&C1HT:-&C1 MHT:-&C1HT:(J$(4Q-R,$H(=8!FVP .VHT:-&C1HT:-&C1H@)J.WZ;N-
'(C:= M1-ET.P%BQ8L6+%^[7M"I*WC3 H!*/ ;-M'P$&6F@2;90_E"-W^0S%;PVZXT: MFZ%O+.H$50!+DEL FZX%2L,@WJMM^QN#9V:/.JA+[*SJSJSJ$<.[&W>MM^C[MFE['LH
I1V=D$'58]@ -,^VA-4;JP.&C;S03V5R3Q$K.U.BH5CPO'*H) ML8?Y$PL=M!>F[[9T4A!F%#\".P,VR^Y3X]I$U11ZE,6H!^4"! U(8(P BVVX MHI^83.'=3;O6V_P+6=+%BL$[LZ5&
M/0_R"8JPQVZXTM6"W[J88^Q&Z@\N,NA KLG;8-^Y-8[BM3S[J;=ZVW^!;FEY MJR#JV?@'VT)JC=6!PTM>: X,>AO<7 QJ9 (J()MJ,J$?X_,4$)G7SHA:WP>5 M+
L(P,JO;8^Y9%*1DK&]':X0),;9B7=OTLV;(E9?C,684L,E*L1$,>ZFW>MM M_@6YI>:L@ZMGX!]M":HW5@<-+7F@."H1Y+P+,6/)4#R@<:93_QZ8I.=$1KZ MU@TO@\JBKS
)W5CA0'@+O$L0[6^ T=0P,L#:DK73=,O;2GJR3"1&"5#/T=NW M+DQ0@C&ZM ,##NIMWK;?X%N:7FK(.K9^ ?;0FJ-U8'#L#Q8])G5G5G5G5G5
MG5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5G5 MMBD=@:-(N0O6.RY&=1UL*WQJW9P7'*AT_P =@;Z-'P^:BI3=W4%%OAAPK&PT
M/DHSB8$#Z%GT)0XKDY*>8.PP%CM^8JP.'>C;O6V_P+P\LZ>&X%O*MA&A8G= M1TZ(5A,2"Y.!2!;JE/,T$;4]"4^"'W" [AS%6!P[V;=F+X$\TO-60=6ST.6/
M5YU9U9U9U9U9U9U9U9U9U9U9U9U9U9U!CTK]YM4;JP.'[UF3!@-2N;Z- M9U:_>U:_>U:_>U:_>U:_>U:Q>U(48H2V+ 9VT'2YA)&2KFX:::7 MFK(.K9Z&?
0!DMQ\U8[G/6*Q#W]R)DR9,F3)DR9,F3)DR9,FH;20;.D4JR"22 M)N/WU1NK X?N:MGT=JPK2.*'M4L;4=]&ZSCG7$PT?,4G.BA.OUK90#"C(8#(
M';G4_C;7S28&*8J%XUAPXX5PQK%?+!07?KYU!WU-3X?:AX\7VJ:0C,/E2M% M,D[36-+S5D M'5L]#6)8'@-,Y+/9'>C5&ZL#A^YJV?1VIUD00X?&V]YTM7 VI(#:R- +OM4D MWX&N-
#.C8&^H!=7K098O&%+ZOI;@H*T?L[Z[+!I2EH0G:@[4KT37J^VS]U;! M:Z'%(6?-E2J4@2ELDDW*H6H^ =UUZCS5;"% N('FJ^0EXPX(N4@OB#8@--L"6[62HNT?# M1+?

=%W@/$^:-C&\.'?1'7BVR02D^P2M-)QWC;9LG(Y*E!$9S M:M7Z89K)@P(N7#?$%J"R42+N8)28&[C:L=X@SKY*K_KM<2%M^A!$Z>$5/D:0
MUW[":XUQ/#>SYUJ#*IJM>EH0%G9L4J8V M$0J%0N#WXV[JBM?[]-IFEYJR#JV>AP?,N].J-U8'#]S5L^B-7DIV Q1L&]I4 M16-Y,V&];%Y5=5G>(QJ>=P84?
M'EO!A0T"K9.UL9:EQ_,I<"!FTQ>VX7 DLG=E*L;N2, M2GID7V_OL.!&0EMA3&(E;C!FO *EKSEF&%1%%W+#^0QR(I0PX)^;9'/%5GTL M7G5&ZL#A^YJV?0^H;1O \+WH<'
M!*H'HIG0^!-G\H!L/2H-QZ4AV%0W>BN"T?RB&S5Y4$;M"S%0-l)SKS:^=1-7 MS1!*;N'W6)D;YNI#AV(!8C+2H.O$ (,O;5_::)\GB4Y=1VC!3?!&.:0&]03L M!,D?D2))V?&C/R2M0*8RV,
"X[U'1+$SCQJ.#]TRI,6I Q MG FY&F\)AP?,N].J-U8'#]S5L^A]1W:/XE)MBRJ@D-::]FBIB@(QU\Z) MCK]:Q,;PVH]?T*;1*GS#6S3$-JC*AQ-\+;12#
>8;:$01$21+B.".T>X\@]*UQO:P.&@S;OV*U M_OTVF:7FK(.K9Z'!\R[TZHW5@C^ M,+F-3$(G@EB"Q8'*DAB^ZO::'F*@;Z2:OFH*]$ZP)A1I)#,;1!=\GSI,Q'*G MO0$V5+;<-
FH:,F%J&UD=DBTX/),LC:AHPLC%>';VM:S_%S])8:^';'!D4I M="WIY+^*P]WO$7UBR9U#$S#4WR&N- =_AC!L;: LD8APH4HRM:U"8F^9V[/D M!O=QY!Z42N!.\EW4AGAP?,N].J-
U8'#]S5L]7UJX 78L@;=O8 M$R9,F3)DQ#'%#JS:"6D)7<,>U:2;L.X"<&0J>1NHV0]G<6A&W69%%R%>,6/+ M2" ,>QF_+&Q=<"DX8X4&8$NXQ6#&^!4"%K
8UF&2949&5YULIJY(*7#D'J*6 M^F"#>AYC3 %F)A[Q(*G;&!4)P^_*O::#FHYTC/7SH#5\T:K&#O%"L/!A1R((M9C:1F1P[5M4M"88X=[MA-TI]]>W10=?D6,BX+=QT)
Q1#THOXB[KF4 =RX M4*%"A0H4*%"A0H4*%"A2TKH+HAN'?0"(#N!8H4*%"A0H4*%"A0H4*+E<"Z&F MUP7JG(')=-
*W9.Y*M6K5JU:M6K5JU:M6K5JATAB95VES!P!,*!EM^]WDL)KA MX$!M>W/LC-<"-#H'S+O3JC=6!P_[(HS24_E8SFXD&&ZN(M)J)*'M"P [M:UK/\ M<*TSB4#D#90#X5W\+
'&]^RDIN%Y!383[WSJ7#Y:732\HM,L8Q#!*AG<7;MV[=NW;MV[=NW;MV[)KEQQC#SI:S[B().6[&7KUZ]>O7K-M2SKXFY5!B1O0040C'0X/F7>G5&ZL# MA^YJV?O.I' $@>=?
+.Y5,#Z"IUWO-+.8[*,4F"'!:J? MW!@:D^!\5#^/\K^)?%/CHJ'\A0B>A2'8: F*@C&@B%=+>6="X(S5-6X5VW26 M]-X>=<,QE0("-!\4T00ZIZF4U ;PV5S O.J-?S(^6([.W .\VM:S[!033,!.
M:8RFBXLXJ)>K)",B43,27OYTGWX'A@(MQ>RG")S=45$-)T;D-UYTN:7M4;U8 M'#N.MM_?7UY#V0 "#1 @^9=Z=4;JP.'[FK9^\ZD<$E%59>==!B.7:%M]$T M-G"D2=SL?R@-
AZ4AV'I27X?Y7\4^*^J4_BGQ0#9Z/Y4&X_,&XJ#<>E0;C0,$ M8T';L+>6=$I0RT[6SJ*9$+;3,H;DJP5L .NP^)2J),VUB9JSF14OM$OWL(IP
M.^VM:S[#V*58TIV_K$8X&9G"]1"]=NT#+U'WX82[&VB#)+;MV51BX!MB5FEV MFE[5&]6!P[CK;?X/?7H(/F7>G5&ZL#A^YJV?O&I' ADI&!B)!7SARQ"&"!H'
MZ0G&F28&C5$429%WVSK%T(83NSHUL&=/+ PK+JEDR*2:[V>3[&.N@+6M9]A[M%65YQ)XXE2X=<3 \+G";,$N\.&52P5Q(R]N2HDJW5$ MN;2S2]JC>K
X=QUMO\'OKT$'S+O3JC=6!P_U1O5@<.XZVW^#WUZ"#YEWIU1NK X?N:MG[OJ1P/))O&,C$H87&K27R* M"3N=C^4$;M%S%32^O00?,N].J-U8'#]S5L_=M2. 3+"J)!
8T,08",8"J)9E3 MCE4&PP-$34Q6O]_X/M<8@I;!3(.5))X8R:VU3(2.;]:]ZM:\Z5:7HC'99?L&S-$11(FX3CS22L7;MBSD@5Q[?6V M_P 'OKT$'S+O2&&A-MS(H@/VD2)$B1*!4H2I2P>
<5=W6I' X7MUK!AAQ'=0@ M BH@FVHRH1H=.=8ZG9K>ME=XVT$,=XP:();0;_FA^9M4M\ZN!B>:VA&-Q 01 M>7 5,4 EBIA#&>4$Z"M:UGV'L5K_'_D^0Z![=
(E[7,=X4B*4\1NHF8DO?SI M/OP/"Z:R?16YE2!6?8OBX:8-+P,Y9)3,1V#4,[9^_?OW[]^_?OW[]^\)'>@@^9=Z8+PQBPWRNP A0H4*%@PC3V 7'NI<^_L!*B$J(&*X96.
M(BW&1@FX[/'CQX\>/'CQXR-$ AQ H.9-2HHLN$VI;MD*]$D<:7V&!AH=1% + M!@J#3E,3&%&4"Q9A;>TVAL3PV+6VTK:3"H?!0FL863SNDZU2UFELU&PF[.%#
M0@WRJ=^$4B"8S+>XQ;>+H2UK6?8>Q6O]_P"A^=TM*7&E8R^=BB(7KMV@Y>H^
MZ<^%F#C]E60&I>.+A.T1RM+M4(0:7&T6L11$\)&P(<##TH800#Q626/!UZ"#YEH)UEO]U\@EYM8]M0P\78DU4Q>(<$K$$VA)O$:8D%MI4'W 49)(,<:)M:UGV' ML5K_'_H?
POP/$2Y^;J<;4@R02"BA9E7NM)]^!X52:R^HH;&RF,4&PQI*W99 M;/:C)8BE+FU$WTLW'GWNC=NW;MV[=NW;MV[=NW;MV[<'LP8OK]@JGMV[=NW; MFDDYW0+B
EYYGBMI>@@^9:"=9;_=/*QH@3M:%C80\Z([63\] ?)?%3TPP^M$ M"(J*+8KTRJ!E[F.2D-O'%IG,D+ C9$M1*DE'7&V,4^0T>JILUG%NPTLP%$11 M(2R.([G0UK6L^P]BM?[_
-3X0SSPI85YM);:0MM#_% EJ/6G/A4SL;:Q8U3= M1VUAFW(^VBM:S[X;=ZVW^+++2]!!\RT$ZRW^Z>2.=R2?.9#UHQ\NHA&W"?RA M&[1"363J\J)C,V4_@5;;IZ7!PSE1'$VPH 6(N
3AVD1T,M:UGV'L5K_?^I\F MH6VP)3#!5QM&-&:1FJ!DJ_?SI)A.!X5V:V>?16$0.^HCAB.^_;"M:S[X;=ZV MW^+++2]!!\RT$ZRW^Z>2ADI2,8"+8"M06?
LY5PL#1:'84C<>E,)&_925AHPN MZAF0$A5$@ +U'"D-DPTAB2"F_0UK6L^P]BM?[_V/M:7)DC)9EMR[: 8]*T76 MH]:&?"FQ2V8W^U1+ C.=[<./;!6M9]\-N];;_%EEI>@@^9:"=9;_
'3S!P+" MY78]&C2O8:+>*@Q:_6FYNI2;M5J-U$TT9;57BW<;+=#K6M9]A[%:_P!_['YC MB$;]J.X"N+5?]U5"-5OG7$P*;/G4(@:D%MQRSA&2=MT/0 K6L^^&W>MM_BR
MRTO00?,M!.LM_NGG.XO0?Q*]AHHHB,=?.@"%=+>6=!7B,Q?-;WAT[Z',NDEC M#B(9L>4TE['B@NNA*Z&AA%UG:&RAF_UKV/?OW[]^_?WR207S,_W!A'UY>7>Q M#$CN-.[ERB;?
@:XT,^$S,5/@?16[ZIN]_<:/@6_VN*UK/OAMWK;?XLLM+T$' MS+03K+?[IYERY\C[=D?P5[#1+Q414+BWW1%,6R>[&6I]'52S&+><4@5%@,6" M\W4'XIDR[5Z& 6T.Z]*'@E@7
SH5F08O80P8,&#!@RRC"7F263@:54QX%P60 M;?LUPPBQC,)#+P5M3%_FD&[.^>=/IX4:DRH5B(3$QLO X7>?:BM:S[X;=ZVW M^+++2]!!\RT$ZRW^Z>>-3;
[2>C\%>PT3",=M0;LS:[LZBR&FLLC<&,O==E*- M_(E5PMQ& %M--0*[8LV])@@^9:"=9;_=/.T*%E '.7^"O8:(F*BAG%]JM/ M9K?U0J82; OGIR@KLK$ B^G #"_MH5CEJB-
]1G3GPEL^="7'Z,ZM5S.I;F'3 M;53,3Y.U%:UGWPV[UMO\666EZ"#YEH)1HT:-&C1HT:-&C1HT:A&40)UE8[I\ MH[$3Q!=%#4=]>PT0HBI5?
H9U8R?.]U6ZY@X/R0(99"_X"^1^ASG;L;">':2ALY?FC1P3JXL.U=D. MZ?RU:L "PO9EEF0M,M-!-8 \-N9APK#ST09S:.F(8O$LX864[Q(#TJX$/D%+ M"[A=9_/#@X"XF<3)9>;
[H_2W;MR(E2(.L;5-S?AI'8)3\#CJ&&+OY#T_+QX" M$[\J$>?Z7+EP$(GY,X>GY0H5T%!-C\DJ_O0H4.7+D/"#"%FS$H3#^1HT4[8) MG)/Z7KUX$0!(@B.T2R>$6EZ"#YEW-
PQ)S2,@0EXF_;P0000000000000'2" MD=J).Z/+OPB+NGJ,>508/V4(]#0\Q1F6]KC0IMT3=NHPBH -:S@%6$Q"6UI: MP'3JH:6VUX58L<^ZL=5^] 2U'K3GPBHVMM1WN.^5LV#R
'"L]1SU M$,!QO/S6OZC1MQH,JF%O:$!)#--,R'&*'&^3S_(T:T!SMZ+[,7X?HT:-%E0R MJ"'(6 S5_$'$KH:,PSNAG!@P8,&#!@P8,&#!@P8,&#!@P8,&#!@P8 M,&#!J""\!F&
)B,B%M^(,%B%L!,"P+'YHT<.WMK-;_9'Z"$+?LW^ST&7?7V% M'V%'V%&!+RANWYD?FA0AN@7$@[#8)R?T]^_>193/S:79>?Z>^^YL&6SVXZ*? M1J?1J?
1J0V(RQ,GG*9_)CR'?;'9S.#](D2)_(>M=GA^0+=Z"/ !4YLP6W M@H2@CLJ-0.:[F2)$B1(D2)$B1(D2)$B1(D.X/"@#*,3M]9;_'/R"@8J!Q;% M$9QU[K<AH!DPVHYPA%;$XR;1 M--
BSB5'>QRY+<8;FQHT2[U_.DF$X'A"8J%&?8(/ MF6@G66_W/S)^#7D.R]7]#KW&O9H9XJ1H;O;.HYJD/)G6+#ZDEPURV=8BE"SE MH]M4T_,!0+N&,;8\%77:=%UCX0%$5MC]%6!J#?
2DE)J[FGEVP%:UGH[)[[%: M\W/#/L$'S+03K+?[IY;4;$QA9C8DY,FRIC58U[30LQ1P6=M G&"U]V=(USVD M@R*>25L-(8MLE.M[@J#?BW7P!+:
,&);MEPWG4F+COG68I^'@]X>="B<%TSH MA$Y;"]90(]:.#O[:"M:ST=D]]BM>;GAGV"#YEH)UEO\ =/,FKLW!):YW%C8T MHP??1CT-"X6.VB9!=[9T!:L(CY4VOED@ 12EF&TS?
SX#A$)[]@VUCJE-W%:UGH[)[[%:\W.RVZ+&+/\D>M MX/@@^9:"=9;_'+R4"003$PEY4SWM\L$MAE?56SVSA3LS>>5'IH28HS*=M" M7&#"=V=',V&88AW!A-E:=B3DJ'MJ)\ HPA!-
R,CY- I?>%392SJ%\Z?0\'86 M.VCN3N/+.CB#0L/E3YD:L)T7] 3MQ6M9Z.R>^Q6O-SLM3;O!Z"#YEH)UEO\ M#RM#D?)U&00[OC3<,!A]:%PL=M*TFXZ9T(]EB/E2-/GMB[BC9-P
M='81\-4/X#6!8H)V F2.P$B1(D2)$D3 &8<:.SITP%SC64L=FBPOC-@_-WG0 MN*U6VN@>#5$5>6VX>6=(EF&$[LZV-B17%9QO VHH\15X >6';BM:ST=D]]BM
M>;G9:FW>#T$'S+03K+?[EY@FXDW 6+S:@D\&/;4$VU.5?#0CQ4-<;I;RSH%? M",.&=6._C 1B=P#-I;./(+F3G1Y+5';6I-:DUJ36I-:DUJ36I-8)^ZB'9SXJ M=O2^ODD>R^Q6O-
SLM3;N^LRLZLZLZLZLZLZLZLZLZLZBQJ'.K.K.K.K.K.K. MK.K.K.J1[\#YEH)UEO\ "=V=0=V+-GM@*2%TL3B1'R5HVKH\5K6?8:VW]H'/C?>8+4G.%;W:[KFH2S]
MG.G[>"X(QIB@N.F=2!R*#Y*,I;#R4+ANHEB\1[@*UK/1V3WV*UYN=EJ;=WP^ M@#);CYJBQ(QV1V[=NW;MV[=L>5A", G!V+;MV[=NW;M):;8-R",/+12DPGOE M?\7;GS0"(9Z"=9;_
'+S&MPV;4>B/50M*@"DW2WEG0PB'@X4'ABXA?L8A#<2[*#^Q6O-SLM3;N^+$L#P&MKP4I@9.R2222222229?!X"X/3LB22 M222224F(L:KY#*&%")=C3@!4N[.MC@O+;>U
M+8A65N]HLRP8WQC=NN+I$5K6?8:VW]J'N^D]; P@HMO!J;%^VO8>"7BH/.X> M6=*V,&_=1'T"B5;2Q NK8+U.$RG'>^Y@.P;^Y"M:ST=D]]BM>;G99Q6;6.)&
M+OH#U7+NK')U;/N*(C$;*:99K-Q%-!+;V+K5JU:M6K4!6FVI+NMDOQHDG?5Y M;R_88 & H=5R[RUEO]S\E4#1P8A>P8\50*EK#9U'K0SWQXJ0%-WMG0'%DRBB
M7<4N%N)=ZF%&-T#"ZWKN,5L4:![-/!HX3(C4.6#X M48%PC@@&S20K6L^PUMO[4/;N+W.U*RV/*EJ.^O8>")BBCQ8?=.]@NE#C'5 J MK
(DFE9V^,RA!*0^!;N85K6?;FAR(/5Z!9ZP>JY=Y:RW^Y^;!%]7!]:65ZK(: MG>D^_[V\5"#!=P^Z%7(L$[LZ6?W" /!B18%TP5:0&,H%*696&% 3>?[[U

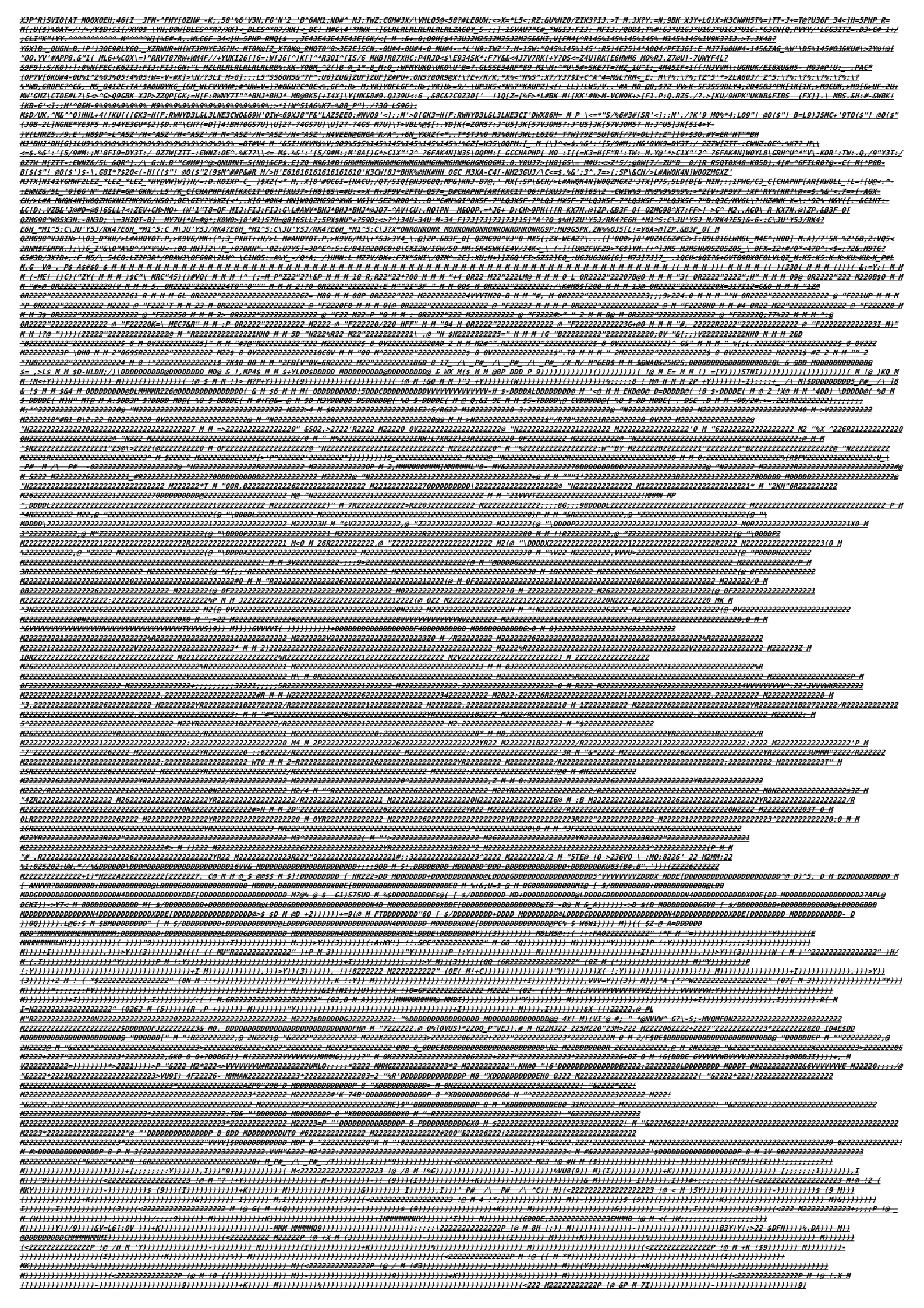
P\$ M0QC2U8KIG116A +#S7H3 8(-P2# ?@[F*UK/N*@FKBC=!LAB8S0#;92PI*M MQ>P6+%BQ8L6$%TPW4[-BA!66))"60H7![C[%:\W-#D0>JY=U8Y.K9Z&;"[M@
M]5R[RUEO]S\IP.LB%Q*/2,X!3"N+L#?QIL)R?Q495'$[R\514MHM]UM4 PX4 M2(A4K$G820[18TJJ*UK/L-;;^U M#RHAQQ*X1?-6TM2WTY-N'@6=!$L(PG=G1P!5O3!E,$MC-
O=0K6L M^X^Q2:2Y3LBBP.'6LM_NGF72Y!C" M90<[T 9!$8B0[*$)OHRYW[QJ+.4H&>OG4SW98H!Q,/NI.A[*=U)!81$?=3IC MNN0FN4I="T7K&[=
<73"HK6L^PUMO[4/<5V1C1Y\>N[ZQ,:!GP-#&.VG)NATS MJ&&\"0&D8T+M#;+CG-U<>ZBM:S[C['XKJY=U8Y.K9Z&;"[M@
M]5R[RUEO]U\BB(PEQ,1WE$KC[G%B9Q6./&H(UDG,)-G9:!52<;SJ79]YYT$X M3=4VJ&K^U%U?-1SJ>V411^=P\J8KN<"94$>BV5&_K!.5!G8QA# M'I6I--2::DTU)IJ334FF?
Z]9_KUG^O6?Z]9_KUG^O6?Z]9_KUG^O6?Z]9_KU MG^O6?Z]&XN/M368U,*^BJ^W_)7V_P#*^W_E?;_ROM_Y7V_\K[?^5]O_ M "OM_P"5]O\ RHL!H-PO)5+N;)SK$Q??G7L\"
[/G4OE+_:A5A>%S*9VT7(K, M1%#<2LWNKB@\0:VLZLZLZLZLZLZLZLZLZLZLZLZLZLZLZLZMJ46+3U%_P *;6Y*J\F5)-^OG4SVD,8[:+$RKPI& M[B8#55;(&IF_B0J1.4C""[9+4.D?
UF0 V=C30<0>-9#T*R'H5D/0K(>A60] M"LAZ%:S>U:S>U:S>U:S>U:S>U:S>U:S>U:S>U:S>U:S>U:S>U:S>U:S>U:S>U*8M MQ^*D/S;/(FW5PH1G8M.G3ITZ=.G=?WR997Y.G?
NZONZONZONZONZONZONZONZON MZONZONZONZONZONZI?BNE68X4SX^>@@QZ#&U2DF<* P[!2E2I4J5*E7&O<< MKS1$!MKZ'7T_]KZ?^U]/_:^G_M?3_P!KZ?\ M?3_-KZ?
^U]/_:^G_M2Q(N- MUF/4J_9@&;9IG8-2&H7SKI'@58>=18N/VJ\=#+L1,F'NPKMR038P&**6Y,$8 M?<8T:-&C1HT:-&C1HT:-&Q*:AD")2-Y1R'8VUSXYR1*U* =@T:-&C1HT:<"%
M,0X>2EX *.6>#L/8K7FYW*(B(Q&RFA(870#UT_SM/KM/KM/KM/KM/KM/KM/K MM/KM/KM/KM/KM/KM/KM/KM/KM/KM'^-H&'2FPX"AP+A@3$,CNF,WT!.^76(= M^H$B1(E@5
/(62<'XK.K.K.K.K.K.K.K.K.K.K.H,>E=E%P[@*^53D@F/]P$B1 M(D2)0*E"-)\'W*8Z_#O+66_WGR+*,.'4HLU&'S WQ\=-C.&.W?I] MJ%+E ;PN[L%!1@"C"2
;PT#@/"IJ7[5J7[5J7[5J7[5J7[5J7[5J7[5J7[5J M7[5J7[5J7[5J7[5J7[5J7[5J7[5J7[?BLJ9[]WN0.;LDX$\]R1*WQ-Z^\I^P MI^PI^PI^PI^PI^PIL(",4PR-,$BAL&URK X?
O[%:\W.Y1+*U.MV&B,>T[MFPS@A*A\$"*_KM/KM/KOX+2VN#4DAO6>5?M/ZSQX\>UD]ZUD]ZUD]ZUD]_Q4 M]%\0;+SJ]2+]$Q?
(O,1442T9V$PDG[APX<.'#FAD0EG)MP\"MFM>94-Q#.+JAIR@/R#TK7&]K X?O[% M:\W.YQ&\EZ/%&,GK+?T!Y3 9C'8)J ;GUJ,=BG$2'L]ZR,)8 MW4F,AC23?
KYU,_F8H",=?.N*+AY4#%RS3(62'C06(-KBGX]BM?[^_P!.?@<. M]/6V_O#&[^ !MDWL0K*RZCOK$QH&? FS0]=[4+;G,'W[3RTY0'Y!Z5KC>U@<
M/W]BM>;G2]'BC&3UEOZ!\BC)9+B8C48,$3D-RL.=* W:S'" YA0R"BRI M"!(TZ20\KQI(WPXJFZOFHYTDU?- CXT#'%NKG!PIE78.[QD!-K&"W#)-E , M,,A^'L5K_?W^G/P.'>GK;?
WAC.: #,0*'>,SB*N[M?:H^'@38I+.;_:MK!RM M@(Y2-.4!^0>E:XWM8'#]_8K7FYV7K(-EALQYVWL6\EZ/%&,GK+?T)YWRTG.1 M_$:G(AN]MT6U PZ"\)?
QH88X3:5;/QK#7VMU.+#!,J'S^ 95N1, Z,=2AL,F MDSD3 $48R>HP6_/L5K_?W^G/P.'>GK;?WACM3(\QC2P=YG3N_%'X>!-GSJ(0 M-[I6WXA)C>)Z4>'K?
LF3S,:;H#\@]*UQO:P.'[^Q6O-SN8;R7H\48R>LM_0O MF2=X4=[B3 -8';+>W,E(TBK:V_>:@+>;%)W=9? Q>1QFU;2"MHW$"/)3=6W# MMT&,+EIXZ.)\%CN$!^GL5K_?
W^G/P.'>GK;?WABU0I8LQ8(X*BKS&BYU.VOA MX%0+<7LRI0Q:U14(H>!FXH\ LM-J_(/2M<;VL#A^_L5KS<[F&\EZ/%&,GK+ M?T-YAD_R4AH;@ XB8ML&\WJ(CT\\SNH[^A@L4;
<##]_8K7^_O].?@<.]-!A- M$++@P'7@[O:%;88ME,[5,:@YZL8_LSKV>!9=C;[4%_ZC921CIC9' [\LTVH# M\@]*UQO:P.'[^Q6O-SN8;R7H\48R>LM_1'GG4L^P]BM?[^_TY^!P[TS?9# Q
MAYU#$E,!D\/=5$F/=RA0H4*%"A0H4*%"A0H4*%"A0HT!/S43R;PS64:R(I1R MR$L#5O6KYTYWX'@7 PVT!9]]Y94Q9) ((X$M9&K6"0=C))LC'=,;--4!^0>E M%C?8U"7V5G5G5G?
I[%:\W.YAO)>CQ1C)ZRW]#^6!N3B@CBK5MWL>_?OW[]^_ MODD@OF9]_19^!P[VT-:DUJ36I-:DUJ36I-:DUJ36I-:DUJ36I-:DUJ36I-:D MUJ36I-:DUJ36I-:D_B*,9/66_6-0:E0L-
ACLI$B1(D2)$B0"9RP D"P M,'ODJU+$IN'HC3-*Q$ON[#+ERY;GLM M^AHR*2?"&Q78_OW[]^_?OUP\D&8N:E^^H]5;E!MB;6)PRH@EO7*"[U3N1^\"AE(!LRL_;;X.GZ \<#
MA^/8K7FYW*(37+CC&'G3M?UB1Z"*>X_+ERYJMRN2T1/P.&E M&NQ+[!(;'DBMJ??IB8X>!AF,*$SQ=CAE5YB6W4/'DK9838D<=Y-NGJ]@K- MRL#A^/8K7FYW.(A[F &
TF*6.RTZY&]LWE$?<4J5*E2I4J5*E2I4J5*E M2@(6)FQH[7:DHMQ>WUEOZ'\P(]5;EJMRN2T1/ MP.&E'#Y!,Q1B-T KWQ4=8?GG7L\#&8PH\/'[,JB9);=0&^^V4&P(7,#3% <* MV
X5J36I/ZWL5KS<\-1 :&/_('#N3>2]';ZRW^S\P+=4:+#(Q@[FN7+ERY< MN7+ERY/V95$"2VZ@A=P$9A8L7D[SIB@/' X M?O[%:\W/#1$&AC_X'#N3>2]';ZRW]#^2!#56Y7):
(GX'#2KM&A9,%+;;/];: MM8OMSI=#P1/&&VITO*_EE4D9%I$T!()1)188@AP[+@=QI=0'C@;GA MHB#0Q_\ X=R;R7H[?66_H?R0(:JW*Y+1&? X:5>\%S8B:L7E%]C4"[4-]0-
MO@@,QA6.' <,J#I8]E9EL.$%!YK2] >.!P_?V*UYN>&B(-#'_P #AW)O)>CM M]9;^A_) AJKO"\E$7[&"! @0($"!3A3P>HI$LH>.(.JQ8PB46# M2K@OMO(GU&*V+M0WUB8T?
#P0C86_LIR@2;&EGX&L@1G"ZM+4!SF :*0^2J&= MA_?OW[]^_OJ0&"-QW^&1$&AC=?P%]E9U9U9U9U9U9U9U9U9U9U9U9U9U9U9U
M9U!CTA>"SHS*99[]:A>]:A>]:A>]:A>]:A>]:A>]:A>]7A!,4 0.-JY+OLI-DA8MVFZH M9V#MV[=NW;MSDF!2 E$$8KUTLXXRS9#+$ZZU ZJL&J* 7 M-
'+'"2[!&S07OOOOOOOOOOOOOOOOOOOOOOOOOOOOOOOOMHH&-[%B3O-W0>R, MD5N'KHC_'QHT:-&C0DK!8MX;05<#8[(FI1[24,*'B-_Z(4*$2)BZ['%Q?' M#]*%"@& P(,
(W$2")^>7(4(@ =5L $U7]!HT:K"A,ABQ,(Q+^EZ]>'4D844= MRIOIP&ACNE&NSL;-Q1'W%NW;MV[=NW;MV[=NW;MVLQ<$085%9.2$3Y)HQ%;(M@(9C9[)&C1HT:-
&C1D!JB"K'&!-N;ZL:E?.O9X(MPL*6R^ME4CQ'P?5RXO!*@.8@($"(.#;/Z/'CQ"#8BQ\W?H...HK!+@0&1+8/ MSX\
($')M',7#B/Z#1HT4+GC(N3'C]&C1HK(L1)#C?'/./T@P8.$2MT]&,C\T M:,%S-YG(!F',J,JIE9!&-.VNQ ^);&]<=OA);=<_HDDEL0;2^7?3^DJ^DJ^D MJP2!@V#.6GS:.$:$Q)@%/\$]5?
=6M^&M;\-:WX:QFZ'K$ER_3'''>6QP6Z M)]G]$B1)@_*GRR.'Z)$B2#:8K=1ABX'X3I6T!LL'= DDDDDDDDDBT58B MPE M]R,,,,,,,,,,,,,,,,,7QK"Y828P;&VSI9JKH#0,QC"+=-&RG?G
@QA)#N?!% ?4V[M38&AK67PZ3U5N5R7?FF!P\ ,6!.K,V@F_P :3XN)HFG'4SH9\#F8J!K%LJM3 M5FZL4.6I6 -FXXE858.;6",)N^:J;'QW'.I-^!X(PL*6RUS=1=0'[3RO?X'@B@/J;=IL
M#0UK+X=)ZJW*Y+OS3 X> 7;MOC!+*W)16VKG6B:<=3.AGP/@>=&"2I%)2=6" MPS$HXT2@;#?7CR\#T!]JR8<$ND0V/TTV#0UK+X=)ZJW*Y+OS3 X> 60^!NX:
M$PCMK07%Q%.T,[YYUQ,/!"!;B]F5*&+6ZEHP0&<1>E\O\"H#^@T-:R^'2>JM MRN2[\TP.'@%@F @"@A!LB4F[9ZV3"S5BSJ(OS7G2??@>")=C;[4-_P"HV4F! M-SGOG(Y_X%H#^@T-
:R^'2>JMRN2[\TP.'@)W%;$V5K"C98-0K\XT3SJ/6OAX M'P,-M&"7^650+]Y9"ZV(*AV!D,[X[W>3_:_H-#6LOATGJK"$6W%B\LJ<(D-JBHW1.&8,UK*7'_5 ?T&A MK67PZ3U5N5R7?
FF!P\!MI/,W5VBT_8>",&QMK'_*>F56$M5W6ML'\#"@/MH MJR3 +9D;9Z;!H:UE\.D]5;E+PW-]-_@% ?V#0UK+X=)ZJW*Y+ MOS3 X> WAHHE-LC[?@?AX)W!M]JE/%-44+T$
FXFRV/_#0']@T-:R^'2>J MMRN2[\TP.'@-[QJ.=3MKX>"1A4(EN:HHDHC(>F"3S4YH(V)#)'Q_0'+@T-: MR^'2>JMRN2[\TP.'@-ZP\RI=O[J]G@DS&%$2/H95+!JS=4ZR$QF)0=]T>/Z
M_L&AK67PZ3U5N5R7?FF!P\!LD95$=B&F-)MO&XTNAX)2:A6[7ME0&QEW=%,I M-!W" C%;X$4!]IR(<#2D0V/TTV#0UK+X=)ZJW*Y+OS3 X> V*LE 9$1"62&I
M[>LU[#P49BQMJ\E>Z95"V>%)4U0;DY--G._"!"&$D.?CZ@/0!H:UE\.D]5;E M1&M:(Q%VDZ/HH1,,1$$ MS&HU^K<:]G@HS&%"-]V.&5(&*6J*MH&)-H$;YY[A/'U
>@#0UK+X=)ZJW*Y+ MOTG X> FDV;C9';5M;"7M8;LVKG_+J<^AX+FP;6N%$=N+=NRJ76M(%I.V] M\6Z\(.\M^2@;6D98+48R0@(B"OHU/HU/HU/HU,-;M)'$9\W[>^^^^X9YNE S
M%GS/V]^_?OV&0G:01=J%@\W\4&PA_$"4=*M@I@^A^6-.%#>S^*'$)R<.PB_. M=?04?04?04?04?04>M2^1VIP[(0A"51HT:*'<2@-AFBX2E8Q#:0G*%A.W]H, M&#!@S1;?
HZIQ_5HT:-!T(9<6,S8;!^PT:-&C56Q[5#D3?QX+G4ID9RQ)T. T M$%22]"(B(*?R!)^3*",?#A/56Y7)=^DX'#P&X2!$VVX\=VLYJ?FI=#P6<)H M"R7+G#*BE'5L?A0G&6*
D^UL2[0^">7AHSXK$$$JE@/UO7KUY(@!$01LB,43 M]AHT:-&P&[UAG&)(G\<@VD$$H40=^AP:'!UMV3 <-A7W5B/N<(Q\.$]5;E! T.:>'(GJK']86<+
M8QLJ\$!#B)%'>&IM:QSI=/!D\8;:,)KUSA24,VXBIHB1$H@XN@7!WU<\O'G+ MP(&AS3PY$]5;E##,85&LQ['#*G*)":HH<&.$[(@:M/'G+P(&AS M3PY$]5;E "CEG@TWFS0Z#W@94O
MBFI*7:QOJ!M\&DNQM]J&_M1LI2KO#8D[T&U]B?'G+P(&AS3PY$W"ZT*X>9UD MN=9+G62YUDN=9+G62YUDN=9+G62YUDN=9+G62YUDN=9+G62YUDN=9+G62YUD
MN=";>QC06T5.9.;=C/GSY\^?/GG$0)$._-"3F0"%*6LU/@ ML VE*-@JF8\-\O @.@+:YIX*B=J?65N,_^5:A>]:A>]:A>](,1F$+ZA_?SY\ MX\>.2S'#$>B&0VD,&^[\
[W**=AEYN+X4/@"T[3=8_H4*%);\8&;[! MS_,6+J=[?TT:-&&>8/K4GS_2W;M[F&.(W1/O_HX<.,0)NZM@\J$]U 8%C4C"
MDV1),2.2&OK5/K5/K5/K5/K5/K5/K5'[0B!."Q@CLX&!PTT.O;?F*M< O 6Z MU!ZJEVOMI^W@U'MQXO+*MJ6MW12G@>&WKP#S/#7+P(24YAA &'DJ]FDFW+#> M%'%&&D8M.);!
[]S3P5$P(TF H["#'Z(T:,! @P ST"M9?:M9?:M9?;0(NL=W MP\&S MQAMH$GO7\J1]HMX"(N%DVC5@ZQ-*["TNUVE]N@D'DD]CZF,]C[]^_?OW[]W/
M>""^%"L#CH_P)G(RCBE+R#OWS0@^_#S3P5$]:RZ(EU7N[G P.&F\GN#P!X0# MX[J?:^ZG._\&F8PH"8QN)PRHTO=PH;W@[(!M!P&UXZ#EX$#$\T\%1/6LNB
M)=5[NYP,#AW3)Z>_UM#XE@=&%DL=K>=6=3\U+H>#IXL;:$7]S#A2]$6[J#V" M#>6LN8EUM_$7QP.7@0,3S3P5$]:RZ(EU7N[G P.&F]]NW<'. "G-'G4+5/-4 MYM\'"30<1Q.&5
(DF'"FQS!LBW7'!-I0#C0=P7]FU;"8.WQP.7@0,3S3P5$] M:RZ(EU7N[G P.&F]]MR#,Z;.3"F_:QOK,4_#P<9C"B.^XCAE5PJ6HEV$%L8; MBQ3EXXCEX$#$\T\%1/6LNB)=5[NY(*@A+

[*SJSJSJSJSJSJSJSJSNR (.:$B M)HC9$I+,K!&1/!N)=#K-%"&) LR^:I\5(UIWYU[/!\|6-M12:YTRK'JWK0&< MCZ7C@%KR,9VN84-H_>SJ3?
@>#]GSH1)]#*A0"XWTJXH@CWSP"2,O&XY>! M Q/-/!43UK+HB75>[N4'N_VZR8P%F+=EER9,F3)DR9+8\B9[/%4&K#@@9,^8 MF]8'#L#!%6P !R1I88RW2*Q,R]'0Q @0($"!
@0($"! @0($"! @0($"! @0 M($"! @0($"!#\$" +9"R._> FYC$^+B:)IQU,Z&?!Z!:8^RF&)S:6#*[)M M&3G'QO'+P(&)YIX*B>M9=$2ZKW=^[8'#2+LVTX#\IM]J._\ ^&536C<#N9G(_
HY>(&VLZLZLZLZLZLZLZLZLZF-FB$#$\T\ M%1/6LNB)=5[N_=L#AV!42>S$N"2Y9IM)!$!*LL7NK[]$((B")"-Q'$3=6 6/ MS./?;FA/CX[CG4F_
|'X&&VC!+_+*H<>PX$UME&,Z\B@&N*+%^_/'CQX\>/' MCQX\>/'CQX\>/'CQX\$EXOT/$*=VA>7@L,N&^KGAPM&6*F7L&[=NW
M;MV[26FM&/M5Q+FBE)A/8@P(&!EL8%CAW[FG:UU(WH.M:R^]:R^]:R^]:R^] M:R^]),)IB)I^I&C1HT4C&*D>K^V1(D2)",);A/H_K1HT:./Y+D3:U>]ZU>]Z ME+:'(2# A5J][UJ][UJ]
[UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ] M[UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ][UJ] M[UJ][UJ][UJ][UJ][UJ][UJ][UJ][UK671$NJ]W?NV!PTDU6*Q;'*8A",4C7
M9EHG'''@SX/1[<>+RRK:EK=T4+.2TO3LO1DV]^0H4*%"A0H4*%"A0H4*%"A0 MH4*%"A0H4*%"3#S!MN+.\T+R\,BL9LI+(8;"LMG928,&#!@P8,D&N@/<>,Q%
M(V1!6Y*D<=WXB)R+&)'''//]6;-FSN_88,&#!D_\ )R('ZN... 0KS;U%_8T:-&C2Z43BKOJ_KKKKK5(0CB+# M^EPXCL^/'CQXX>/'CQB;Y6%QOOV\^?/GR$0YY%IV$$$$
2Y<*B#.%&5!981H M1LKUD*(4@4 MQ.>@,RQ0^#N7ALOC5L]#@^AP?.:>"HGK671$NJ]W?NV!PTFZ$'F^ 7,>742 M_,-$LXT#/@_\ZALEWME4QBR EC\'&D+8RVB!]'P;R\-
E\:MGH<'SFG@J)ZU MET1+JO=WT%;DA%CNQW5#.Q_OW[]^_?OWSF=(XN[C+S[#?OW[]^_>A E(\CD3 M@^YH%\E@].>RPKRJ7F2B8N^SG3]O!Z34
1CM9=$2ZKW=])/6]P,LXJA#V- M.G3ITZ=.G1?VZ,Y))?'8.G3ITZ=.C)!-@X492NH9>@HN#H -E[$.H-HE.'(7 M7;_:L5.7_>I/OP/"$\8;:EGA'#*KX2[JC8$')OZC<>#+EX;+XU;/0X/G-/!4
M3UK+HB75>[0_&CVOMV+K3 X:!M9=$2ZKW:15,8'#0-N)08'R8#A49#$\BEH M79KSI/OP/"#F7MX.X+Y>&R^-6ST.#YS3P5$]:RZ(EU7NT/:/%Y?V[(Q@<-!6
M"SYLGH));A5DYBM(2U'K3GP>YE[?C@ WMQ;7R\&>7ALOC5L]#@^WXY=* M?640YO/P7R\-EDHP%ZN(=^X$B1(D2)0*E"-)\'W*4]^#FG@J)ZUET1+JO=H?
ME^IY]D8P.&@XU,0K%D<@EF9-9&8K2$M1ZTY\',"[*L"51MDFRV@9>*?!?+P MV7@ONPZI*"%@@M1K"K6%6L*M85:PJUA4_0JPD0L%S@*B;R5C./ ;N_82;:!=F[#P9!6U\QYTDPG
\&I-9?44 M-C93&*0201"HGK671$NJ]VA^DZG9&,#AH1"@&J@C"(!&8; M4<:A79]HF'''@SX-,[&VL6-4W4L/;+EY#QFY>&R[\T\%1/6LNB)=5[M(J&,# MAH2T)N(QEDQ,2?.MJ9AHN-
3ZT_;P;LUL\^BH !<.!UOC/R\-EWYIX*B>M9=$ M2ZKW:14,8'#0E@M,S9RI>=(V"$M"R5/J>.=>P\&[-3<3[4H>&![8B.6+QGR\ M-EWYIX*B>M9=$2ZKW:'U5N[(\P.&A8^A#<($"^
53[?W4YWX'@W \ZCD#_"D MB,'-ZMEXSY>&R[\T\%1/6LNB)=5[M#H'=D#K02)LC>L(;;,=T1*X^57PE\MH ME=/*KX*^642N'E5X)?+Z)73RHJ3%@9P0L5'*:7BX(P.)VW*:C+[,Q_-
MF4T> M##-K2VHM\IIVR:X-#Q"4Q92BP:%M M?MO5?5K4^->P\&[/G0V&H;J!B&LPJ6 M!B9MV7=+)D^,N7ALN_-/!43UK+HB75>[0^+X.FP0(F(HOA:@.%:DUJ36I-#L MK*.
(]Z05N?C;G),"D!*((Q7KH:)K!<=PPI!L_=0CT/!R!:8^RE"+ZH7MD&Z& MLI6EG+P@2L%)HDAC#X=@2)$B1(D2A)FL,:D4TEWYIX*B>M9=$2ZKW:'2!PX0 M]V5@<-
&PMLD,2[/L8!FTFF]J2;-1#]>.5#H>#IMC;[?AL"P@'[;[EA;2RY>$ M1&(V4TF!!(&1;??3^]!HT:-&C1 D)' P\J!;D"G9[-QTE?FG@J)ZUET1+JO= MH<38EK."7SNY'.L#AHT'>!G &O
)F#$SJY.!3!-M9EX/;-;//HIV[&P\FPXO M+2W+Q96I\M[;OS3P5$]:RZ(EU7NT.6]BX%.;K X:,S4@+UA!F-1^Q-L$8RB
MF45R%CC2'=@8>#]FM>9:8_7>VF[\T\%1/6LNB)=5[M#BQAD[A&XA^M8' M#1C-:-5A(X0;7V"LSL&CLC*G'*HMW@_9K7F5(!7 YFT]32_+PWEWMIN_-/!4 M3UK+HB75>[0XD,
^,R1\K:0L81HNU9F]F*@,W>T+&U0.D#I,P24;T.\,$XT@ MV8##Z\(;-:\RJ"&QZSUHM+\O#>7>VF[\T\%1/6LNB)=5[M#AP2J2;("S=B4Z MYF9X1HI8NV"ZNRGJ?1=XT+I)L%PH-YX?
%4I6P['\H1X0V:UYE4 -SUGI0:7Y M>&\N]M-WYIX*B>M9=$2ZKW:'4'-UXR)/2:U+/13B.\S+FW(.W1,HO^&@1GR,
MIP<#PCLUKS*D5,,D'Q&E^7AO+O;3=^:>"HGK671$NJ]VA\9F:"$717>VF[\T\%1/6LO=!T(;EO!*O<[WO>][WO>][WO>]U3<^VX,,,55IF8#&/*M M2?RM2?RM2?RM2?RM2?RM2?
RM2?RM2?RM2?RM2?RM2?RM2?RM2?RM2?RM2?RM M2?RM2?RM2?RM2?RM2?RM2?RM2?RM2?RM2?RM2?RM2?RM2?RM2?RM2?RC.J+OA2QC M!1L@B2*
[*'F2,90%ERCWC8T\O6XF.+T*A* ^J_*G)?L.+L7*9$/K26CUX- MW CR48H*M?;E9G E&]J 26"4 7;!('FU?Y3T1-[!08^"=T'.'=6(/.^GP<3_BD(#R"<HH]"
M4"#;@/Y0CPELUKS*B7=DER? MP A[7FG5?CD'9XO8/XN/3*S^&AP$$)2WF4;TS?:BM7_?*9M#6FLOTOP%-K% MD?NKZRA8D8VAAYZ/BBI6&/ TV7YIX*B>M9>Z:UG[40]:?
L)@J+42?J_?OW[Y MV%.2!9T':-"!PTY9^7!=!\ BCM8'=4HQA@(/H>GAF1^O MS3P5$]:R]TUK/VIA-4VULWM:Y_M:Y_M:Y_M:Q_M V<].V?F7]ZD4!NQO9.Z@
M0%6$23UVH)Y4+:_&O8>$]FM>9=Z @^AZ>&9'Z_-/!43UK+W36L_;6N2\+V?C M'#ZR^$AA7(?=0CT/">S6O,JQKL;CI\N\P?0]/#,C]?FG@J)ZUE[IK6?MK7)5
M)X!L_!M9>Z:UG[6=&*80(8:L*R'J^*9@+;=_*&30+#5EE55NJ MWWOV"[P6W+FCW1 MDS+ RPXPEK\PIF*CG4[:^'A*8K,ZBIW"SJFKHJ0IRD]3O(/H>GAF1^OS3P5$
M]:R]TUK/W&MR6@)_$SN^!+R[^,^4@VM##N"<=TALX-V (VT@U?ZJDV_NSKV M>$S@X_90J(P6$T8(JR^R^MGW+F5G5G5G5G5MBD4>H9>&9'Z_-/!43UK+W36L M_<:W):?
Q&=\?2R61&=.+W0-C8X#49*I!5:G:C;OKF?NSKI'A-J3*I5FZLP8- M -X#\#Q0#\R$\>)0+$V7F[][ERXA0H1H$F+KR5^:%"<68*D7;(V_#)]L'-^%
M1!A.]J:Y'J;*U=]JU=]J(D,LK*=UG4#VBICUJ.(4X6)$Z8-D/AF1^OS324 M3 E WH#U:UE]ZUE]Z2832R,X_@CA;[A/'D4-U\;T_(XX,+SB+PPSRHM,-A)M''%4:DT#+.+
M*LK6Y5DTM0_:DI')&.-]^?/E)!GI7)?ICQXX+!&PP#88?SCQ[$&TQG?^6]T4 M#D5*0(2Z$BBXQ,"LLL"$OX2PFP<+/0,&=L/KDKQSK
M6_#6,8,#UB=CE^<<%2WJQY!/G7VE4=Q&TL-K7Z$R9.6X@;DSQLF89\JUORUK?EJ6P1<%@' M9.R\S\XXSI%E1C9A$/-.Z8XXXXXXXXXXXXXXXXXXXXPTT1-Y)PEDC [GCCCCCCC
MCCCCCCCCCCCCBGV0N0I)"5J/F#&$6!$K;^$F.N?A/ZOX29.;97\/X7&,]C/!_M*1)C_,GSS./X28#?3IW6_...\,[8AG*RU:WX:W[0G=9;A.;H*AY%:FSH1Z'A))K*ZBI7+EVTMJ!ALP=R
^>Z&A6!-O@'F]_.;(G/$OX#@MSW2_@7=N%P3<14&'A_A4 M>S]M'IX3V:V>?16$2(+?,1Y=R@^>Z'@S'K6?3<"/DNX\[Z?N<*Y5WZYK6?\ M*90+@:5^#%:A-?#PGLUKS*L!L53,C])
[D#Y[H>#,>M9]-P(^2[C9G/3]YPKE7?KFM9_P]$0 MX9*$ %0"4XD8#95]@8+;-(*3D#;6=6=6=6=6=6=6=6=6=6=6=6=6=6=6=6=6
M=6=V6^9K:YW+%EZ=TPFO<87W=>+PE:9F2H$B<"MX#-O0:,%MFCE#NQ?2E% D M,%*%N.X8]2%C)=(YNY+1HT:-&C1HT:-&C1HT:-.!"F(S6O,J'$RY2!O &"VS1]ZMGA(^#
L4V"1W/_' *E7=, M1MP6Y\%8F')#]U @0($""0GRN6&Q0(^;V#, M>M9]-P(^2[PHX5RKO]P>!P/ Z:SM@<.PS.7 S!%P69Y]TS3ZPEKZ<."K6#5; MJ&-'P\)P;6WV_#P$VB?SAT*7<0-
7SW0T+<#9C? \,1H?6L^FX$?)=QY:U>?8 M.0E93"+<:-9%N36&_1:<\ ]"=V[8' M#L-XH+BEFCR[I>.B#B9IB7+49KGDJ(<*#PDU"QX^RK* 6%%G6X.TK#*)Y=P$
ME(H(0!AY*17,2&)?/^%,C AB93U!&I@5+,&'T_#"'L] OW@P4="A0@QUG*M= M?:M=?:D<2XE[5]N^*^W?%??--8]:SZ'B/U-YT1+PVX_D=SY+N/6=>P0XT[CG
M_:US_:US_:US_:US_:US_:US_:US_:US_:US_:US_:US_:US_:US M_:US_:US_:US_:US_:US_:US_:US_:US_:US_:UC_:)8W[<] M(\BJU'N[MVP.'?&N/ LF]S@PT" LX?
X5PL#PGL^=!<#^&=6K+OM5_7R41 ^3 MN)K]+,ZUG^*4#DN4$AN##H]R4J5*E2I4J5*E2I4J5*E2IFQ7S_E10\G ML$L\?/1CXH+,5SSKI"K6?1"[5^YW/DNX]9UT-
UG72/(JM1[N[=L#AV"@)VM M.%BL: ;;H:A R@F/C./-);;O>PW;7G3X@, 2^3Y@5@ORRJ[%P@W[=&6#A[40 M&>Z&>LZZ1Y%5J/=W;M@.@2A:S^4T9A
M4]99G$]#AVA2&)10M"$VSMVJN4/Q5@FV#!]4(\)3%1&/;[5($(M_4U*@0.S M8O>"/'1K=5;BM>;](X]:SZ(7:OW.Y\EW'GNAGK.ND>15:CW=V[8'#]L"MPQ/ MIC&PQ;"U+
OS>M1;SF&5C^ M5_$OBF1G;%(#,Q-8._;*C>=,F1<=*CA_N4G8V2ERHH8.-QS\AHUNJMQ6O-^D<>M9]$+M7[G<^2TN MKUG72/(JM1[NZH*>A+[*SJSJ$<*,#OQ@AX-
N!3Q;4TRI@<$NNQ0/3>]7H3 MQ4@V8#7#]8-Q06L;=E#%ICLT0Z05,:$\0Y\)]AC989YAV04^)!AEQF+"X!0' MI(XT@W8'A39IBZX_:B.*_@\+R,&CC=5;BM>;]
(X]:SZ(7:OW.Y\EW&W=/?^ MVANLZZ1Y%1J/=W5UQ:X+AMBT@'X:-L S5G0,I(QBDQ!4&HDP;D"OV7NO@%8Y MD/'0O2WBKNV P/Y^^QYU;Q_341G:)AY93L97P7+BR_J:]HM&
(%^QXY4>&'A3 M9I>N]J$S,/6#1UNJMQ6O-_97#L-OL'1:'UK/H[Y+>@4A!N?.5Z)W/DM+ MB=9UTCS?VKD_OW56)*/Z;%!C%G^0P*",A!YBC%2%<1A39Q,201^",CT0HSJ4
MMR8'\H(W?OL5(8<:ANI%]L[2HRW(%$ X:F5"/"FS6O,J/ M.^@&CK=5;BM>;](WUK/IL@0Y*I*DJ2I*DJ3L[=F/>_;0W6==(\W]JY/[]XBR M0BS,!"V:AFBC< 5X2)3:JMSJS93QWL
XT6[9V&SYUY@]N5/M<.XEPQ>-AM&K M,+2D&^1FPA%')"VL]$M"((B)(EQ'!'=^N%VP8M.?!E MC@[&394G!HYNJMQ6O-^D;ZUGTV0(0?
MOJU:M6K5IB1[,:EE45Q@XENP'8[39'0W6==(\W]JY/[]Y-EJFXR*,N0P))4G M(L@# $GFJ-&&]'G%%EE#+.ZF*7=]%YD,?OL)8L5$7,<3^4Z.CJN.EHV,S8J_ M-[#*G&-V^#NSDH-]X'%7
MX(F)$P3$E$*8XM\U '4^M.>P@W%(=A2'9Z/Y7\2^*9&=L4A.CHM\6AYZ6A9W M)@:P[/*?R@C=X56'G2W.+[9TVBI2)"16^YH\W56XK7F_2-]:S^,B!!D8ZSKI M'F_M7)_?O:)H[#A
Y^:*0)[PLDD&(C4EDDZYU/OP.T@W%1W>BH?Q_E0W>G^4 M V'IX74;6VASA0!. ',P1+QYC1[=5;BM>;](WUK/XR($&2CK.ND>;^U)F#B]E/MM29OVAM@T?-U5N*UYOTBEK6?
0Y&2][S&GHU=K4 >AH1D M;,DY/O1<'(T+UG72.H]UA>VK!?@D?&SL*0N50A:O8B6T1@&T%3P!$8GJ]=>@^J^'B9J3*G660B? M>]M^CS=5;BM>;]
(I:UGT/J_>T*N9:GE3D#IH7K.ND=1[JYEW:*XP,7'3$SFB M*Q', (JT"81)8%.G=[%)G*W/O4RP6KF-L& K.;DP-#ENC"B*;8#7#Q.YE[? MCGT?
QT>W56XK7F_2*6M9]#ZOWM"KF0]*]3WIR^].6A>LZZ1U'NKF7=J0N)AP M02!K9(=OX.&7FZV-#U*-(9@;JK<5KS?I% M+6L^A]7[W?
5U*2I*DJ2I*DJ2I*=^O>F:G@J2I*DJ2I*DJ2I*DJ>]]9UTCJ/= M7,NZS4"#Q$3,I2T<#+@;Z<;](I:UGT/J_>[XNMY2PC"6X2\[%V[=NW;MV[#G)@"\,
M7?:$2B1QA"/9W;MV[=NW;MVOB(0\7=N (]ZZSKI'4>ZN9=UB])'>3KD=A6Q1 M'Y?3>6RA_*/##Q9L^=&B4H&S$""F=DWZ0;JK<5KS?W])2!Y86)/2]Q====== M==========-
5S=K!/B8N73N-#ZOWM(KOTB41$;SOF&VZCO/6==(ZCW5S+N MDM@5^4(.)L]?P%%V@]KW=0Q$=T<:0;L#7#Q:L/.DCJ7^U*;K!BT@]5T@W56X MK7F_OZ2>10_-
=PI4J5*E2I4J5*E2I4J4*I.[D'B>K0@<]#M7[VAER^YBXP/: M' P[SUG72.H]C:NUMC[H$' [R?8_HN07QJW9]O*CPP\6@;6VM:7-371N #FW MWAYZ0;JK<5KS?V6 V2T/%P?-Z'1&8]A?
G20X:J=^D$",1Q;U:C#O/6=? RQ, MN%F^Q'+Q3B:N=5Y:$33\/%BB*(SVGVSJU;!8?*I)02VU"N>D!-U5N*UYO[+F MFAXN#YOPP1P0(]:[U&'>>LZ^!EB<5-
WMD2>#\ZN8H<3"@1XLBB:1X;73.H=A M(CY4"R C9,"O!WST@;JK<5KS?V7--#Q<'S?@PC@(S$W+[Q1\FKI_I(]#LXM: MOH[SUG7P,L3(/@HYEHW;RK">L;J@-
GBPF*A8MOMG1,QTG'=G6#"F#,Z][(J1 MW-(MU5N*UYO[+FFAXN#YONBUR C I$R*/(H\BCR*/(H\BCR*/(HV $"G$>#K M'LM]D>[H]' NU?N=GAG^T^]=9U\#+$RC8TEP>;2P'
J"R:K=7L/%BB*.]'\, MZMC6&^FOM=PD>(%&D3=5;BM>;^RYIH>+@^;[H3&LJXP#8T1'[RI4J5*E2A5) MW<@\3U:,/S]M'(X &_T+YE(I^!(KO_*Q=]#KZ'7VU?;_ROHJ/
MHJD]CR;I^*;O[P]P5"!50%P-@$8Y"G9WR=%]J+YU\/%2B*WCC[,Z*[-R[JD) M!HOJ*!>QE\%*(QT3!,-C>93-0F(L?+6-QE"\@8(,9R_,2)@,RP'9F>?X"@F(M+POR71?
B?F)$PE[?6CX/X
F=L09P!2O!H821WM-4:%@LW&T&<&?,K[KXU#=< M+H,H,8AI\FOOZ?OZ5(8;DHAGB_,HFGDQ>QMMLTXVE@4&-Q+&=?04?048!!?B M0N\>/X%%#8Q;DL?
FC1PS"\AF7./'\02;!S8#.R?RT: MBV KF1_P-),+- MA,[)_/CP*V#8EW5]ZK]ZK$Y11A?;>(M2E01ZD4JQ>42+':@'Y1H]A]J1^N1(1HTH0W(?0IK+[T3)0P&,(W@*@2 WH3U M-#%P?-
]U!L#AV &KQM6SL2HA*B!BN&4QRT.3+T?VUE]ZUE]ZUE]ZUE]ZVCV$ M"?7]2-&C1PV33])(D2!)"WC/5_4C1HT:Z'RB>J#6KWO6KWO6KWO21.!N5]!5 M_4@0($+
ZHW)^5RZP\X6?"0T)I+*YJ19*-MSLX((((/W[]N4@A#$6LC*LQ MJY5F-7*LQJY5][K/]>L_UZS_%ZS_7K/]>L_UZU9IJ334FFI--2::DTU)IF& MKM'[N7+ERY%X_8P8,&#$V)\CVFM2?
RM2?RM2?RM2?RM2?R MM2?RB];<8O#G"_DV+U;G^%9L/.MZ*^]I^_IUBUK%_*BDF$&8GIKZU27WQ1] MV4E_"HU[5#VYUOAKZLIN8[P^+I7$1P*Q.AOWSG\4O5_V?
@EOW2:#LB7X#HW+ M;!S!O'X-?N$8\E01T?C#!LW+%A)6@7S5D*$!/-<,9!+S?JBX<'%F8MPIVJ(/ M-_!V>$EMG!@9P_#7%E1$+W/G/X,-$F(C R67FV^+_AF0"&)W$Y"GX:@HX3-U
M/,4)7VM?VM8("(N%;>E,W\; + 3>XU;XO;7\62$4+-_\@!^)3ZJ)"L)N4YH M4/2JJT.P$PTC#I!95L *F+OMYU[#Q4\/.HL6+6O6]\;5.$O%[3A2U)K!/W4 M[)BQ+ \!J_VT#B&Z*^W?-
?;OFOMWS7V[YK[=\U]N^:^W?- 8%P+WH)^\3Q;& M##LD$1!$A&XCB)M'\WKRHM! HAN%+?@:L(L)"+".(F,?SRY*BR$"J&X5M^*! M@M!*X.X"4Z($;)"8L)K5[VK%K.X]N?
R0(+LXFX#T 'X7((?*9ZBGY@@5AD_= M;_OVH?M6H7M22V9N\M^?/E+)DH?,?C'N"=C@.QP_G'CVI-MV?1^=[QVWP+# MR#E^$HKD<+D>BY5GX9AGBB7&ONJI;[3P$^K89_I=N
MW<%MYBO4.7XZU:]J9#!QG@Q5;JB\"%]Q7'80&&VZYQ[''CQX_/GSYQ;RVU;4 M+VK4+VK4+VK4+VHCQ,V9SL3]/W[\)ERT/F/U@@@@ @\]O57]%RY<"C@7NAYC
M!_4@0($,&\D]^*U>]JU>]JU>]JU>]J*2@@;#*).'9(T:-&C1R)$C7[MNK77V MK77VK77VK7;VK6;VK6;VK6;VK6;VK6;VJ/#T"LAZ%9#T*R'H5D/0K(>A M60]"H#
CNO5^_=#FM9Z&PG%S$,R&SP,TG;?NKVGBJ/:V^U1EV0H2_P V&;% M'FWY:VWTX+<76W]F!XFK9V,;*4;">$!1<*D2$278V(8D)H41G!6/!/U+5JUZ MJC"B(N MI:F ZDM!-
PPPZ1!T]9;__BO'<$.:UGH4)5M&1U8*5J12C+,VQ-B!.=1&#[L MJZ'BE1%#Q7LSJ!?EVA1[%]XF\ELHJXOA? M'*<'';4*['4!Y!3B1U(J MY,7>Q*;R6[!^=;;ZU'O]F#Q-
6SL7/D/10Z5@<*UCNKK6?Z>Q6O]]8.-I%!V M]9;_'-J#Y[H=U#8'#N= 'JN+X7QW+"WEU^/=#FM9Z$N@9FYN8%&7J;RK&+* M\W,T%Z<\5?
3##Z\4J(KVP\LZVYDVE+Q:+=0$@/ZX_1K;?3@-QUV79@\35L[$ M%GRN>"L#A6L=U=:S_3V*U_OK!QM(H.MK+?[FU!\]T.ZAL#AW.@#U7%\+X[E@ M[P\WSW0YK6>@Y]BJVX(I*
;441JQ,:3SRJXXK1;^PN*I2MAP'\H(W>*8HFMN M8\-$^_=7*;>2G5D6)?,MEAL;B#]-;;^T8@\35L[&!Y3K_.N!PK6.ZNM9_J#C MI7$-N:4XBUH*-
H=B[M(@ZVLM_N;4'SW0[J&P.'(EUM]JA7\10L5K'6U+V)#]>MM_:, M0>)JV=C$YGG"/K\ZP.%:QW5UK/\ 2)JT?$J<JXOBO'<4.:UGH)'''0,AFP%$6' M>:([KU8'?
&#Q4@V8#7#Q4HBMXX^S.MNY-H $RYQ@#@1_7K;?0)F+?]9SK.K. MK.K.K.K.K.K;%!B5XFK9V, CG6/J %ZQQ]-<<:VLZLZLZLZI=M?T;?6$> MX!UE /GNAW4-@<.YT
>JXOA?'E9FQIPD M3(*/T^XJB3N=C^4(\5;'G4?$UKUO2L6J[$ MX!UE /GNAW4-@<.YT
MA3ORHQHIS_[1HT:-&K.B[D!D0,&[#2]-)V')$B1(D2)0*E"-)\'W-()E$#;6 M=6=6=6=6=6V*11\]T>ZAL#AW.@#U7%\+X[EN<9]/C^Q,1%[L$ &ED20*"8 ME&0EH0OG,
(!!$JX=HG$DU;QD3)GG['5JU:M6K5JC-3'% M^,[#09VO/UT<4%AEPWU<\.%HRQ4R_LW;MV[=K#3<,Q$I1Y:VE2]#NA8:E$V2P(DL M#@S+2*VW3>^@H,0R8RB=I+)]8 >
(OKL9HH.'S@\=!RK!Q5BV8#9_/%UM M]J#5.:DCF-V-KP%^PC8/?HXJ1IEN,)_47<2H,\U BR)00(LZ%S2 >I;MQ!L@ M*XH,GTH_;&XG9_\ 66_H_P
J&16(ABW!A'#OLR3D"PC,K;V("%"A0H4*%1G@ MHNE3",$M+8VWU+AV(/5<73>.X)DI=4=M:DUJ36I-:DUJ36I-:DUJ36I-:DUJ M36I-:DUJ36I-:DUJ36I-:DUJ30##\[E83>;F?
W>MM_:O#FM9]YA> M>0S%4;>T%9PG1O)8DPE;*XTH!C$0P#>E[6B)I_"-FO\/H?XU)S=&!I,;HP% M8MFORH(\5X6.VHB_'[,Z QY-IB GVER96'%0.
[]M;_VRF$4PJV75C6)%"5"%)PR1V3G8O8[A/.*&'[8O$ M[/?K+?TAY4-Y+T:'B0C1\B$/A0248B3@P21Q".ZCE<1P=V*"%I2MK0&I$UG-Q@%93,%$5M7'@\LZB>0VF%-0R40O&)D\'
M[ZVWTP)0AR<6T-[O9.%5#>2]&B*F!P M[$'JN+IS''-:S[FYYB&(K8U8FRN+!$N,_O7 MBQ6FP W4&H":GG=["DMNC 4/P39K[1#XH!L]'\J#<>,HHQVU%CXWY5(Z:T#)
M#ADW=A6UC^P#S;$FU?WUMO[,VX5RJE<" [Y\B0.RU[M9HP_;%XG9[]9;^D/* MAO)>C0ZG+'F>]8'#L0>JXNG,=R+K6?>S,6'&&Y8(F6U;OWUMO[5X-)BH]O;[5"
MNR+0^,2V<'I(V;<]AUMO[,VX5RKL_9 ,.94@P_;%XG9[VBED<=R5$%-KA MH\H;R7HT1_P.'8@]5Q=.8[D76L^]R6@'# 3W:((/E^^MM_:O#FM9]QWN?,!& M2((EOA01][-/1&FDYNS
4$V>C^5!N/&V%CMJ+%C]F= 8^*K46/O>1%!QKL-; M;Z4"&SVXA6PO/9.%)X,^?997,^0Q SJ8?MB\3M-Z/4.YH]0WDO1HC_ M ('#L0>JXNG,=R+K6?>^-27*+$E]#?\ ?
6V_M7AN+*^+X+L(O@%+UK&16)B-QWD%F,CB_SE=%H%Q-XS/%IXJ)6O?R.6N%)6\I&AZE-K:I@%O1Z%3.J@$%\\=8XD7%9IL*G/L&T.J%BCA/8EF2%,G\1,YI]+/F6?
6V_M7AS6L^HX6+HDA@L/B+N+(H I M=]!!".[-!-LF%1=Q0)@0" $ &P#]L*SJQ M#]U(U?'V3A7*J#)#"(J!).|GLD2X<(>]*,/VQN)VG]'J&\EY.@%!BX.H@#E+D
MQ;R7HT0P.'8@]5Q=#D76L^J]#F\'&%\DU;Y1P&E]2-Q!]?F%*IR9.0;3 M+AHT@R$A*I/'M=J@-7DS)B6[$0E]JU[M_M%;7FMC6[*#:0G%
W9$U#X"V MM01BN8]%,B<$5]'T]JS;Y&E6(B&/;BY6P=BW.WQ]1O+A]4HM3MF:FEQ;+491-$6%!NJ_'61VD M$<;)G.:*+0DL+>(V3LGG1&5K&K40-W?5KCSM)WS X6M1L,?
#0HC'97"N549> M2/= $9W]G/,/VQI6SG6N?[6N?[6N?[6N?[6N?[6N?[6N?[17;:;6B*AU M#N:&Y_V XB6=5CQZ FVZ'9*5*E2I4J5(D]2%"BQ<"B=&*6)M[D"PF)1V6[%A
MAAAAAAAQQ!<74K_#G3!.&%1^[,F3)DR9-CJY MMEC-HV8SR_5 'D=*' 7\<#%$&(L8>S]WL5K_'UD(6 (%6V#M%7" MN54PR09T+CU.R .&*S-QZ"C#N&+Q*0*L)7(9H)G,9EG4T-S_+
0X4TJV6= M9[&E2I4J5*E2A5)W<@\3U:$'W(4)S".4#88PHC_=*E2I4J5+'24 =R<)V8ZM MW@#P,X[D76L^][8IWX (;)]=!&L2/1%3;9PW Q2LX=C3LS*G'*HMV!XXAC&A
MXG!Y4SDP'X*EJ]\+Q%DMN]V;;4!^_L5]_?5CQ)L3$L#:7/M%7"N5= MF^$VS(X84,.X8O$T0C_<_P!#,2"CH1V & H>9>!G'R! MN.Y%UK/O;&)'H*836.16Y??H-:&Z.=#GN#
MIEL/&\Q4,<6N-;8R+PJX"=\H$":JVH;ALH4E) 03..AV!BL 83CY-+*(!:/. MCE;/!^&'+Y@-R7MPDD,Q) D R[15PKE5(MPS0'NO9%MK)CLD1/*%&'<,7B:(M1_N?Z' 8D-
@<.Q!ZEW^!N.Y%UK/39MWF'%@O\&,GY4/0-!="\.((QH M<7%@\J;(]W0$EO6W5@A"]5CV-WC1B%!B0$"%: F[(22[4S!N,$_9-8';JN%< MJH(J))D8EX;R"=F2,.X8O$T0C_<_T. Q(;
X=B#U+O\ W'-WBK:&-P\LZ'TP:)(M9PLV4,B2S>]\!K!3EP2"65;UNMWL=;;^WIJN%!M7?'B,J&' M<,7B:(1_N?Z' 8D-@<.Q!ZEW^!N.Y%UK/O8B7B"Q=[^J15 M.$[<;2X#OK8V1.-
;;##QN>*@\SAY9T8\BO"MFGL3@;?$L!2?V7.<729<)LC- M5['6V_MZ:KA7*J4V)\OV0"7S H(^3X*,.X8O$I#<0IPD:]0/OC6[-#.?Z' 8 MD-@<.Q!ZEW^!N.Y%UK/O=QXEB-
J+EM^59@,,A0F)W=^WBO0F0&V* VK09K:U M%1EG9#(J+#PW'*HMV!XVF*L.+#[H<3*O"MS]4%\V*$!6/>S!*(Q-I1N+@>S0 M830B>2I&>"]LJX5RJKH3/HR#R.R.#
<>8WWG4P[AC<31&" #CZ,ZLZLZLZLZL MZLZLSOX,2&P.'8@]2[_W'1V0'N=B1>KL#AV(/4N_P #<=R+K6?>];[*&,"-BU[@IQ$[]%#!]N7)@DP1 MI$6\+QRJ'=AXV->V'EG6=&
TO/J&,S:>8/);SMD-:DUJ30[*RCB/>ADBWP6^ MP;MV[=NW;H]&9$$'&Q_6N?[6N?[6N?[6N?[6N?[6N?[6N?[17;:;6@. [\,P68%PSKL M ($"! @0+4JPGYZ;C=4LA0S#&L#AV DI%!"
,)4,\T(0J;N(KZK\U]5^:^J M_-?5?FOJOS7U7YKZK\U]5^:^J_-?5?FOJOS7U7YKZK\U]5^:^J_-?5?FD(PD MR_&:"D4EQ$1,.%2P=B#U+O\ W'AXVPL=M M;4QX?+.L5R!I4,(5UX*65]J[-
UN],/8K7^_\ ,*"H*@J"H*@J"H*@J#O:Q,2N M)2K'9HBB(7(2 ["! @0($";6YIQQ=[EC0A/=+Z,#AV)K]+,ZUGW&E M2I4J5*E2I4J5*E2I4DK:EG1Y"

((Q7L@>I=_@;CN1=:S[V9D!%=X/$33NR)K? MT'"#+OL/P;N$9]3=N"H@P?;RKV>-H8QVT1CH!,0.;;81Q][8>Q6O]^AX2Q,P MBF%6RZL>S]>/'CQX|>/"TRBA<=2I,VK-
05!4%05!4%05B\3NNM]&!PT,#U+O M\#<=R+K6?>S5(%KO%7V-S*C"!,>B5[K=*<^^SB)"8(JVX4N@A1 -M1E7P\:O M%7F/!Y9T)=ETIQ! D)&*NC= ;#O;#V*U_O[_ M1[JYEV-
!4%05!4%05!4%0 M5!V.+Q.ZJWT8'#0P/4N_P-QW(NM9][5,&Z4 ; 6):,$1E6U9IE!Y]]A)4:=B MX;8C:6[.%^%13AA0\:3%6&.W7&BQ,K0_JR.V^G<&RBV4184-BVK=,5;K?O;#
MV*U_O[_"U'NKF7>[%XG=5;Z,#AH8'NT%NESH'@;'0'.)\^^\;(0B;;-D/G6S/MY4(]#QKA8[:\QX/+.@Q,NTBQ*-^<@E82\0[X MP]BM?[^_PM1[JYEWNQ>)W56^C
X:&!G@;W'X[D76L^]D001%&XC,)M'OIM5 7'@S\R:\&#@J.D M'SRH]/&",J@/(Z4,#HAQ$%DP5[[T[ZP]BM?[^_P +4>ZN9=[L
M7B=U5OHP.&A@9X%]QW%%"X@UM9U9U9U9U9U9U9U9U".'#RIZ#1-E)%2T0PB"D$ M(7)-E ! %@# #8'?F ..E<0VYI5P$ QB183L>_..$>MJMU5T]QFI*DJ2I
M*DJ2I*DJ2L7B=UUOHP.'? M9?+2!S%TA([8MR^-36#&MTWT2LV\S@PQK"781UN; 9O"L,)BE5<2\%MJU MZ;M^8>(M/HKT$(N\@P1T5B"5E$':7;+NBL(G;?
Q%N[RKRMIY]\'K1<(H50(MLA;QLEGB'L 9I<@6'VUM00$ '=AG)^/#4;:1_%'@M%Y,4@V':/X=@E=\V$MA-DY_@AF:R9"XI;E_#IF MP6W-V>,._:CYD(E(VWV*1&^&I;$3C1L?A?
=.;%!C9)._YZ.(KV5]IRN<>/X7 MN?E$+-] \CC^/"@LN";/I_"[)1H 4ACF2%)!M+UNFZMI_ D]IO#^*U)_*WXO M_^3\&-[+^$YRO3IA.$2(HNMJ8;6?Z]&XN/M368UM9?>M9?>M9?
>E4(;DGT?T(T:/:L8 M>Z?ID2)"*4@Q4P_U(T:-'#;G?,@UJ][UJ][UJ][TE#Z#]0GZ$"! *7=8GT9 M_"X27SW]$?QN38C;<3U&/ZP0?OR1,F1(^I*U"]ZU"]ZP)R?AGY\^189WW6_. M/'B-
@\7OP+'/\X\<"WT029BOY7O/?= N/(.?Y22Q&>&/=8\Z^TJ^TJW%L97S MA'R:51!9";&=J_>TR8%Q?@K6+6L6MSZU^3]%%%/K5/K5&1GSLB[(1[SA01!9 M87-^1 A9 ';
<,4X_FA01DRB1SQ_QUBJXL'FU8U*XPQI9+RBEEO'$6E\E>BI M-VPP,$=%8A"R.!MB*3A3!&6!$8R 79-80OS &^Q<0O61 +-L7%#.Y?"LOALI
MP(IB:\;X%A%I*"T5[$^)8^%!T1,A3*W+=A84+0$R',K@ @((P PA45BJ MQ=TG*--/)98Q]H2H1#:$0EB5 M%C7X+3A6N82F4*'=; FF+1-]>]UPK!&]*]_81/X-
2:U)K4FM2:U)K4FM2:U) MK4FM2:U)K4FM2:U)K4FM2:U)_ %A_?V6_(>A6 S'L*:J[&Z/BM9O:E,6X_%6 MNOM6NOM^5BQ;V Z%?0Z^AU]/_:^G_M3?
S=&OLOQ$F&C%%L*Q=N;C?:D]U K$R""0:W"V'!= MC8-G\WOYB!+OOL=KSJ;0XNU"07S8_DF3 MW%L(<]'Z2KZ2KZ2KZ2KZ2HOD"J)*)@PG]$$$%,AXN5W8NW']K5JU:U0"!IP4
M+8W!K:<3&G["C["B6UG:[;M/'CQWF=T($XRCZ?MC]>?/D)#FKO)5J%[5J%[49 MF@1%9:*4 $&+2)QN*UV]ZUV]ZUV]Z)"]DF')@/Z5:M5\A+%]KPJB8D7]YMR_ MHN7+L&\YSV?
H0($$I/0'HDK5[VK%YOCV9"84I;JJJXBC*@2#S5>JK^J-'(D MLA)@A)^2-&O*F$@8\J:R^U:R^U;7C&#HT-2*,H M0 42#C=I'];EVN^ Z18OH2A\9"B*\]X/+.LX,-
IG"4"NB6QR6).'2C#V*U_O M[//S?VKD_OV[A7*M.J$DK_^?=RB&DE[-O3G<>P"E2I4J5*DQ$FN7H%"P OP[M/SK+=TC<5:+**^*4@O\ K:,1)!#V 8^30X?)$0@-W!#;)2RC:EN((-
%G6$+ M_K8X9T\E>T4B:CY*$>GC)@X[:C+Z(G^8N6'++W,5$4/$ MN'EG7)C:7X4\%M\&'AW:58>Q6O\ ?V>?F_M7)_?M9J2EM7*N[*,Z7'8S9=T+
M=6S[F#Y]W/)U;/L6ZJW'9^=9;O?!]5T9+G62YUDN=9+G62YUDN=9+G62YUDN M=9+G62YUDN=9+G62YUDN=9+G62YUDN=9+G1NE"PO4F#W:*/CM@!%H;&UY(4E
M.PVT46V)W0VFR*!8?O9)2E(C#2S\-O:"TO;K(J/D>C9GVZLS.N5&TPA(-S!"ECQV2MII;SV*U_O[//S?V MKD_OV;A2'"4FI]DFSRHEL%,2E$2]&Z0VM^,"^;PO4E2)YE9F H0H%\NZ\D[I
M+=6S[F#Y]W/)U;/L6ZJW'9^=9;NDG> T8^"&<,\2@8;HQ=3),G7C@G'74I=5 MO0'I(XT@W8'C'!QVU&NQ87A0*$J+G-GHLH@VA2W;+'(MI;SV*U_O[//S?VKD
M_OV;A7*JYWO,M592!Q<3PL]>Z+=6S[F#Y]W/)U;/L6ZJW'9^=9;NDG> T8^M M:)*8%=:C[1*,0+]CQRH\,/\0X>6=1/(#3>E&+!D^(@;P2TOY[%:_W]GGY MO[5R?W[-
PKE5<[HV$UNK9]S!\^[GDZMGV+=5;CL_.LMW23O :,?1G@AFN6:X ML/"?"H1PH$>,,+';41=C]N=0>EFMPZ S)L7<2< MICX#CI7$-N:4A:%(W($[M+F_M7)_?
LW"N55S.C832ZMGW,'S[N>3JV?8MU5N.S\ZRW=).\!HQ*S!3*:& MZ'#U 61-6CXE3C@*!5F@ESV4% M VO9.........; +8#ZA8%;0+8#ZA8/9N.........."D76J<>>#^G$44V-%$ M1$-
S86_75JU:H [?\%; ,$(NP/1WTFE]6UEN*%$QP3L I4J5*E2IGF2*R-IN M@4ATB(]RK_B[<^:#? Y(GEK[=\5]N^*^W?%?;OBOMWQ7V[XK[=\5]N^*^W?%
M?;OBOMWQ7V[XK[=\5]N^*^W?%?;OBOMWQ6Q+C2CBT([!)836\(R8ON&?9^=9 M;O9()-H),D;+/L>E(FGH72HUF6\Z$W&!XP410<5@\LZ$7Y-K8S.-DVF+<,S3+R M)_!J36I-
:DUJ36I-:DUJ36I-:D_F#0;4FM2:U)K4FM2:U)K4FM2:U)K4FN0; M:EA*IB-O&GE_6' @0(WU:-Q $7GL4WOEWLOU[(;B -#G<>P"E2I4J5(@T(R"-9H 08'<<:*BV!X/)29LWL5K_?
W%,V6]!U6/8 8#M!\J=6S[WC M1/9LWL5K_ ']Q3-EK=6S[$'O)"7B1=G4ZMGXU](5H!M#F T2^)&%K M.+B PF\HCD+CE668'C%1%1^9AY9U#\@-,Y"2E_($YGVDG'$\)>9LWL5K_?W%
M,V6MU;/L09V>:G5L_&OI"M -H(5=N'"T&C_A]*X Q6E!<7)<1Z* MKS*!;RJ6-0^1M+.,;N=D>-!R$N2&%)!A)&RLX_))R5!-L. XY4(\80QC0G'P M>5#Q,@T%XDT^)+=%[KGA-
YFS>Q6O]_<4S9:W5L^Q![A!3BIW8#LU.K9^-/2% M: ;2PT!";[1O*C,:397V58K;5H ((>E$?[]NW;MV[=^,.5D.9>VDP[7#.M*1 M@2#$E "%:FURFHIG
HAG=&Q2<@K&!*'+.!A1%J^/&"B*#S.'EG1XU^ TMS J ML8PN:^_ NA1"K:O?D;?)A 6#PGYFS>Q6O]_<4S9:W5L^Z Y:G5L_&_I"M -H MDGF'="$E$$J<> T2R0FU8; H@)Y*,
S/90@TN@%,"A!&THV@PG+/.@.";-?X M=3^*?%$=WC"8H3S/;.MN95X4F/BR27DU$%1^"E\:X[,3^L[@\)^9LWL477\?
MV3)836GX(1DZF7911'8*O^+MSYK%V;KD<>R$COHQ'@)>T9RS*CQX AQB2M=? M:M=?:M=?:M=?:M=?:M=?:M=?:M=?:M1]MU 008(1)!&XCHIM$D\P[@4#;6=6
M=4HLK:1L6CS=0Q$P\$#%8&'K4(LQ>!A=PY4UCA;(C;AHPAF>Q1PBJ6?2$L#G MH?1VBPPJ#<>,9B@A,Z^=%Q>#RJ/H71BW&><"DL9[M!X4\S9A)%-Z88 M,HVWJ(6A!Q4SI]I5?
#$39N\%J<-9G=&\/&/P37+CC&'G5OO3@DKGGL)>O7KU MZ]9MJ6XQ4L$RQCN4$%$(Q_?&BHM@>#R4%6\-(4P5LNQUZ]>O7KUZS;4N7^;F M$05)8T$%$(Q\ ^XT25,G8YM22U?8
4J5*E2I4E:45]T6+BZ""B$8Z*;1)/,. MW(7PB&$X^33,H&*0[K.G\#1L_A37:V3K0RPN8)B.582 QMH%IO- ($CL:M M500ZX%@42SR@PWEHRAB()/J'[JZ!
N!8>*R#UPJ!YR,P6@7<1N"N6L<:9; \ M93%!"9U\Z/%QX/*@>F#NI6M1L1(A=EREY: 0 6 "P!H&\VX/#>9^4/8@ ['&C0$3X6ZI@].R > M#?6F> !HMM$D\P[-#D$4A%S?
(=M93UHR'K0XQJ4(FF)M(0Q($GZ%34F M#XQH02MHT>0Q6'*B GU%& 9G],$_H.,M$=(0&XT4*30%)<$$ KR"CP^<+BI> MVPX#^4(W>,9B@A,Z^='BX\'E3?
PV<&G9&E)LGA1Q9^,$/]S0Z /#3'-FUM MO_QFQ$]:7FT23S#MRUMOKF'8K>3(!M+%&H7IEP3"\YE36.%LB-N&C C,U&TN M6I2V/;<;3C!3!1P/SUL([(&ICO\
=5'>YAW9RT,=;X"B\H20PXD+ROM;PVQS9M;;_P#&;$3UI>;1)/,. MW+6V^N8=D0$(([&HJ>)*6"#"A0G N I12L$0F(*%7?(V!@-8$!8KT HSI(;G M '&.;-K;?
W>QZR#98;,>=M_P+UI>;1)/,.W+6V^N8=FNLJ$X<%61*-7X M$W41+8(W!1OEHYT%.Z,!0C V=G\H(W>,9B@A,Z^='BX\'E3?PV<&IBZD22 M17!L,2Q>K!IMW?%<,"(\.L+CP>5-\3
39P: B8U55R<3L"IIY#EAO? M0;.Q\U\.L5W6 MLZLZLZLZLZLZLZLZL0_=3'BNR-*#6&";]\$LBB!JL2B$;T:$D>[.--PP&'UXRF M*,C5UK'&/!Y5WS,!-E,Q%W(F5F0<#Q8+TO&_(GCM_0"P
!X?8YLVMM_=[") M;?:*BAQZXT M>+CP/"N"'<)E6;Z'R)!L]J(>*T-&:65WS6/H4Q\0,*D&S :X>,)B@(QU\ZSPG"@[\<#NBF$/< M#*B*-N!8@2"+[1FD#_LT*@#Q$QS9C%_P'B)ZTO-
+W]$B&!P[@_X(R(5&_LVE ML%77C#7+<4 6#84'D..-;ZV P/YXPF*,C5UKCJX1E47>,*95GKUXVV& E< MIG"/($X(@PN?(UA8\1,M+SB)9U.@F..T1)-7L69,F3)DR9,FT;A1@I&-.
M*N%>)\X@[FD0P.'<# Q72#;(/*!I.!@1:>:MY;*'\J#8>+X8QH_,X>5!Q,>! MX5],*E"6;;=%%&LPO7O!>K2 NBL4+),6B-\M_"C&&W!MWN*^$V+L? M[LE8V(L!5S
U*5'&,BB8&25**)*90I2Q ;+#O>MM_P#@0"/K2\#Y_P!#N:1# M X=OL@C; 1(O9J2]NS8HO+9_E"/%TQ4$8[:PECPJ8R"&59[RP%$-"6Y*!!L CLF\08!WW6V_
(!'UI>!_Z'L3M:W1;">9R??S#LDV$J&,X,9/=:'QA M&9$-B ;!X0:7@?/^AW-(A@<.U0>!D"2HV *E"Y1"HF"VRWR48@ ,M-.R,J<< MJ/C">,*\P,3A089V-$)TE?
IE/I]++/V:)C.V:E;/H141JHU4:J-5&JC51JHU M4:J-5&JC51JHU4:J-5&JC51JHU3DIQ$SHW2&UJS_%U9WJ_-JU%0IF8(G? ; MV_#*%$*7$)'8D4P("@40-W *F;3Y%NA#\TO!L"F??E#AP(
(-X>:%^>?, $! MO/S4JS_N(@)6(GR'X]STYHT<(?Y\^046!M0.3U"OOE/OE/OE)]Z;O'#]#++(MZ&XQ.\+&/T]^_99R#G\S?K3ITZ9&2K%T(7;!:/-_6G3ITX!(VD!X"QZ_K?OW M[Y.2A-
P%3;#8?)_6U:M6F(3Q* %)V21)Q*@A)/ YLDX):"8ILY!>^,P5]\I] M\I]\I]\I]\I]\HR9-R.7&P[.[=NW;MV[=NW6%RG_^.*7>794Z=.G3ITZ= M,>W&N6%<]70XQE$L-W>H$"! @0($"!
@0($"! M @0($"! @0($&Z/'CQX\188;D^# MVEX'S_H=S2(8'#M3#+AV)CCP36V%%# [3@\5()M@,/KQC!N*9;-7E7U)\5]4
MI]&I]&I_&:+CHZ_QVK_/T^GT^GT^GT^GT^GT^GT^GT^GT^GT^GT^GT^GT M^GT^GT^GT^GT^GT^GT^GT^GT^GT^GT^GT^GT^GT^GT^GT='2TL,S8K8]-1_G M:?3*?
3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3 M*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3 M*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?
3*?3*?3*?3*?3*?3 M*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*?3*((?24E9OLT_ M0-?H&OT#7Z!K] U^@:_0-?H&OT#7Z!K] U^@:_0-?H&OT#7Z!K] U^@:_0-?
MH&OT#7Z!K] U^@:_0-?H&OT#7Z!K] U^@:_0-?H&OT#7Z!K] U^@:_0-?H&O MT#7Z!K] U^@:_0-?H&OT#7Z!K] UM^E1SVK"#<5!N/2H[O14-WHJ&[T5#=Z*AN]%0
MW>BH;O14-WHJ&[T5#=Z*AN]%0W>BH;O14-WHJ&[T5#=Z*AN]%0W>BH;O14-W MHJ&[T5#=Z*AN]%0W>BH;O14-WHJ&[T5#=Z*AN]%0W>BD.ST?ROJ3XI3XGQ7U
M:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT M:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT
M:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT M:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT
M:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT M:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT:GT
M:GT:GT:GT:GT:GT:EMTU,]O8995(D&R&W9+;X/&EX'S_*''QN]@YL?;OJL#YASFTFCT$>H-"(^0+Y) M"5,2MC%OPHW\EX_%1%&42SSCC)>@"1-H=^,E62!9A]?
\,MFA/%^U1ML:VVB6 MEY0%6 NK8 VM:Z^_XDW4O&)>(QDILJU?4:#X5,<@D;;3PDM2-^;TO0Z].VIJ$5]5'LD]0KIW"/4KA6;L5' MH=2F%B;9+$YD9_'%J$R@]4KAP
H)PSOLQ0D/F'Z@ MTJ1.^Z;U E2ZOZ4;CJ653DKA6659NJJN_&E4F6]#ZI5Q>S/6FQ^PL7K^."6O MRS8*PUN#:_SP($U# F*T$#DM?L5?L5?L5?L53^>UO^FU+.11Y*W-?N%?H&OT
M#7Z!J?P&OU#4+-# 19XZ_5*?5*?5*?5*?5*?5*'\93^/4W(\M250/Q:$FEP8 M[;J0[#_AG \Z2V5WME6,\X1,;EOV0432R((FQO2R%C$3?1HK#&,#8WWIA%UP
MVD8QM129,^I7*0OZ0>1+47]W(E^8!#-ZUY#/%KZEIG@SD#F*]A*1!\RZ>ZI@ MOW<%ZE+'=NP0/4Z5;@3K;?Y6-,S$&R68S8S2S8&P4>MSTJ=$$MVGC BK SMO M]:%_8/<-
+F'F7J/S;]WU)'*^6!Z "GUP!@3T041-("AD[9!>M6? MDRC (F=A0L!;E',I(A0XBP^37[13[13[10TMY0 8((VOOK[%7[%7[%7[%7[M%7[%4_GM;_IM2SD4>2MS7[A7Z!K] U^@:_0-?
H&H6WH5@(L\=?JE/JE/JE/J ME/JE/JE#^,I_'J;D>6I*KZ_3Z_3Z_3Z_3Z_3Z_3Z_3Z_2+X=/I]/I]/I]/I] M/I]#^?I_#:C^'7^(T^C4^C4^C4^C4^C4^C4^C4^C4^C4^C4^C4^C4^C4^C4^
MK4_^)\5]2?% -GH_E0W>BH[O14&X_P"&QF28M;5M@\E(VA+AJ(+,MF+*U!H5 M#B,+Y4M90BH;O14-WHJ&[T5#=Z*AN]%0W>BH;O14-WHJ&[T5 M#=Z*CN]%0;CTJ#BH;O14-
WHJ&[T5#=Z*AN]%0W>BH;O14-W MHJ&[T5#=Z*AN]%0W>BH;O14-WHJ.[T5!N/2H-Q_RK!N*CN]%0W>BH;O14-WH MJ&[T5#=Z*AN]%0W>BH;O14-WHJ&
[T5#=Z*AN]%0W>BH;O14-WHJ&[T4 V%0; MCT_]5:__V@ (0(# 3\A_P#"OTV.XJXH!ZTV(LAZQX@H"]CR7T'JHOG*W?6 MVD1]"2UP&";[D_\ 0^(1.QV!7#W75X6U>3>?\
0=B(E>!>IW,?;"0X! W!'8 ;?R1A]QP1L)$1 MKR!"1AG-Q,4PR/\ SZ$# 25< WM8GZPP_P"N:FZC)U,LF@6P*0W+U%28#.6) MB OV0$]D@H3I;:5QCL,)<4"0R,G"0?+_)^2
$@5.H=BD[4" M?Y7>>;.,DFQ*L8_:\UOJ>9$_Z,$@!AT+(F(]RGO&U.S<;VN5ZG4 2)<1P1W? M]&) (.1,R[!GE;)+0V"1O:O58;4SO\ HQ(#BY;_HQ(!+JD:C>)>E')&+ M&
[97@7/P_P"C$@$\L*L3XL+>9&,B8Q/EA M^K. B!ZMJ$(+_G_) +M3[7QCT(A@S) 0P78.@7"-M/Z'3#!2$1W$MAM(8P_) MX?;%Y\O,J !6SGP:1/K>?7I?%
N^N$/.KN=?,G(.0#\2%)M%9))<>:MC@8', M7/[2%J*B]F;A(?\ /R0 /(OT$!\R@8EL(?4\PCG3A[[A7!E-8L;]RRL"B]@) ML2MX.RSXA,\9$^=1@+L)ZSQ531DWCFP\[)K>J!^2>:(,_P#HQ(
*'BF,6+4! MGJT1//PLXL U$B-IU#4W/_120#J/?\85)V%P4-;)J09E:.$R8KVB\!V++O7D M$OB27_Z(2 =1[_ILV,C'L\:.[>DO2@-X[0V)8;]Y?_GU(@A0 H1/ZR2&;6>$/H-GM"
Q*6E&"/_1B0#8A*NY<538[7L>8*F/ MA*+B)B/_$8D V1!\9V)W&5Q-\)V$J3<]+D3Y,$;C(@G_1B0#9%YGR:POX': M8"S"4#G%FVKF9C<;-_\ HQ(!LB0.8N*^0#_HP2 ;(AE,]]"]'GQ_Z,2 ;
(L[M/^C*20#9%L(->S=_T:D V1*JRS6N8_\ '9X12 ;(CD[?U#DP!S;O^C$@&R(K M$O<);OI+8G_HU(!LBP,POB%AWC&VQ79_Z+2 ;(FR18Z.\2P;(HUL-]-N[VVO MO!%_*)P)*N!4H-?
08N0-.03O*HH/%[R>B8Z[,:CE'(RH#@:03@EG_H M5(!LBD3$L8>00R1DHF 4>S\ZG/Z/U5U&6XKEU'0KRM38C9;/(3 M'/RJ*LDB2)O$LG_1B0#9%>
(LL_5!N<0V)0;3U)7S7@5,YM8>,9QLW/\ T8$ MV1'419$LG"LX 9!YQ])L%,TGP9GQZ=JX?]&!$ V12(?+@.MDP2S:G9X(([&% M^-BO^-'!K#+N+B%?2/FOI'S7TCYKZ1\U](^:^D?-?
2/FOI'S4W!59@(=N@@+ M_1$>K'ZYF9M1YO;=3M8NRC (&4%QO$NSL@ @@@@@@ -G6PAAP#R[H:!2$ N(MEQ'!JP" X"\@)<\=W_R\4@-1[G>6J-SW4T"D(!<1+B.#5@$)P%Y
2YX[O_ET MI :SW.\M4;GNQH%(0"XB7$<&IZA+" R;(2H(!@_Y<(:SW.\M4;GNXGD 809 M$=B-3V#;#9 [L!-W8E_XO&1P4&/Y+10&L]SO+5&Y[PGELB;= MX8 LEDJU"%*OO#?
U(;A_Q@@,0:FU;B&FT]L0('Y&=$ $ FR;$BP6T!,2BAH< M#6>YWEJC<]Y #420B;42C<)@XA0H-_J$#P@M!WK:KC%F8^CJ+-LAQF+BP;;6 MV_\ %X?U78
A'B5,RW%GO,1.Z1LT,!K/<[RU1N?^3>PL6]Y'>L)F' T,!K/< M[RU1N?\ DWM90P91,H#O(-JR+Z& UGN=Y:HW/_)G8J NX.&:[!*M@6@2SPMG M!CV!@EPJWAH8!K/<[RU1N?\
DKMH7[P\A97()IML'+-+#@@-9]1@O9?%2[2H MT&!$"KSCXSMN'Z&3)F>3$\)GO-**P+>F!*8-E^^WKUZ]>O7KUZ]>O7KUZ]>O M7KUZ]>O7KUZ](E.X,*@(E(PW%/\
AQ%B,0#BL!62&A2@L")O^.=0C,EZDQK/ M1Y7JT[!]BD5@.*VJ: ^Q+G=81XI&V*FMSVXA'.*T\B78FH[!4U,-B.@>12JR MXZ% U1O/^5#U $JV ,5=U-
G/96/P768FUL:GSAD3'D3RI.W]&DX6F< G]:5 MEMXBSZ5VIW3MIJ$ &T] ?(&BX)O\Q3RJ-24=];!F \E,#**W!>.9SR5>22)X2 M0X$&B@-4;S_E,/ VZF_H4+E#1.[]HU90'9*^F
-4;S_E%*5;S&4HPO!:]- M6=L Y,).0AA8Z567']SH00"ZK !OK6KVI%AEXJ1A1T>!JC>?\M.-H.W!*Z,3 M-7T"@2(?GH A=U\#6-UPXNO2Y9]YI<&QI9' =J&!+HP#5&_Y@,9E4,'>X/<
MR%1)R&$K^20>*;-%@:HWG_,)BY]N1Z>9#GAA1LJPFY+)HH#5&_YA,=K[N) MM60D:QX@X([=TA#F3CHH#5&_P"8C%L;Y=S=#TAF;U!7#UY>SB9?G")@<6U? M0*^@5]
KZ!7T"OH%?0*^@5$QOA4]0K-\Z9OG3-\Z9OG3-\Z9OG3-\Z9OG3/\ MZ,U*")=*)Q)&_B M N![V_^6+M'\]:[E8<4X@PR:UJ]ZUJ]ZUJ]ZUJ]ZUJ]ZUJ]ZUJ]ZQ?QUE[)U MEN_\
[&3$%TM#L9%MT;<%63, ;6QOM'XU%+L.Y$IJ#=W);K#=_P"=C)B"> R- M??Z^_P!??ZMY>));=R6ZPW?^C#)BMUAN_P#1ADQ6ZPW?^C#)BMUAN_\ 1ADQ M6ZPW?
^C#)BMUAN^!C**AJ&H:AJ&H:AJ&H:AJ52J52J52J52J52J=3J=3J=3_ M %SBKBKBJ&^H;ZAOI_XAIK9=L)(C!Q3&&AB?Q#B&$FKL=:Z^]:Z^]))3\GM- M?0*$8@UY?
G;MQ;BO;7Y@P?N/P0,61Q?>*U#_ &M0_P!J&Q/Q(,1OS]?Y Q) M9+>OK7UE<5V'A7J0K4A6T=R5?2577/8W%O,Q_?\ $?M^:S2:3N5.Y4[E0W5# M=4-U0W5#=4-U<%
<'['G4ZG4ZG4J2-2J52J52J52J52J6I:EJ6I:EJ6I:EJ7_ M (3L\H,B)4)6(QAVC=NW;MV[=NW;U[U!I'")W);Z(6[: HDP8F-TOK2R7\(M "2=!K?[UK?
[TK+7/YJUJ]Z5(8=;;7V;7V;6,5XO=.DT,X_^!4E82 #%5L%% M6F$%SB4W,[R^U;4X ;HYGB\[#CVG)-$5NL-WO_ $G_ !0T^(PB MXH%
(6P0F+O4N<$\),2X2FN2YBX,/R"-6P!MHC0UEXD>S/ +699+GY<':_\ 2?\ $S=&A" 756P!BUA P7;R'*G<;4S.="\);&1;]97C&Z^%2V1% MP=H38NC-P>@>CV]IR31%;K#=
[_TG_$SM&J#G!\@&QEA#]8]9AZ]["5+ 5L4 M#14 C;(VP!D$H*]IA/9Q2@\\.TY)HBMUAN]_Z3_B52(A_] M)_Q*GPJ9Z8^:/T('/HG9*<F0.U$ Y7#] HP8$@"P&X[:8ST0BWDCOW
M7[3DFB*W6&[W_I/^)$WLH[CNY2Z%W'L+R^61V?I=98+\2:/JS"3#N(K M,7O18\XCM.2:(K=8;O?^DT,['^^RPD\K ,R VJ%-M>0Q!@.2!D?F%+%QP] W MK:@(P)
&P[B>R3>LY+M(FBDD,71&&PK]^TZ=.G3ITZ=.G3ITZ=.G3ITZ=.G3 MITZ=.F"OM=6K8A7@WWJG4ZG4ZG4ZG4ZE6L-WLHX3+> +7N/=?GSY\^?/GSY\ M^?/GSY\^?/GP
7=%;]Y=KH;8_P!]V,&7C*@=\XGUY^'>,\AHK9BIT1+(NAF_P!\C8&GMD0#16S%HF61=#,!_O6\KEBO-)N..%ZE*F9+A@Y:38XF*_?
M:,GR7A&:2>S0&#YT8K(G(6DHGA@)AS,!L1.VM=,_T;1>S%HF61=#,!_NR PY M;U@.:,Q*98G3Y[ ]5B+/9M%&%DX2+43M'&]83@SIZEL$"HX.X)J@D+WG!T;[VOHO M9CT3+
(NAC@_W5X2O/@K;F8^BZB57?R+H8X/]TD"7"F#7PWG79)E.(]H#L$=Z@>K7*6^(=.X2ZA\O)7 M3HS;S/KH@BZ&.#_=$31F3:3-.U3.=>MC*'DX3O>XJ$V9.$G?NO/1FWF?71!% MT,
<'^Z,YL#X3U.5VBFB08H@#-;%).,);8<6T()M [>XYNFBR0*NRI1,1T01= M#'_= KY$\0?-&.T09]K9D1<)C\KW' ;9<2'D,^%$$BZ&/^YGJCAH5@S<#.E? MGB*ES>SCFW!MD>IBVR-K
('9=4PGTQ[",6U/-N3PH@D70Q_W-L1"/8W*YX; MG9L+WAUH2Q8& $ <"H+'0I8'!0B;T4(W,.P+,8)J^#NS60NZ;),Z6^WEUY MF:7#47V7$D[\MC1
41&1&XB61,']A:20X(\D1X4@D7_(86@LQ/"GJ';N' M5)*S<&[LC![JV ND 5K$@2?,V5D=P@22>VDC"3=M_&Q_=CM"-3%?,?T%U M79;WEHN7ZVWV9L@>81F&S1E^X=1>VB2+_P
&HN0$L0DEK9PQVKEHD 7(MF0- MAEA5L12=K>?T6*. !5\[0;VK]7'1K!D8&7A6 1?^#%6 MLBW?L6<.:P%1/)$)42J[5;OYNE#'9JXXRM\E]J)R8DGE+@6V#1U!21+CP_)"+
MP4DY1O8VP%:@\Z2EXC*M/. 4[C=)+.+^SRYQ&7(I1I2N*EY_F3)L+%.' KN! MNEH&\6; #J[5;K*JOZ)Y-BHN"' ##N!246Y@$Q=\D+[RZ@)X5@$7_@M+NFGL
M;TV&*H5,XN0%?,O)M:X0?LCPI:$69)@SQ_F95MPTD!N;TRE.WN>W4CA/X?./ MVL6!S3@YW ?TC F9D7.9X!^VN-SX5@$7_@M9]K4;#9<[VP<06]Z*.(J. !
M=6CN%ZIDO8M@S$Q1,@?K=&#@D!SDX.RT=_P#5-<&8V^%8!%_P""G;)*+Y@P M/BV69]Z]PKF?M@@&%8Q.I+!, 6L7YNXG 9$9 ?I &]^;I< MWZBFD5WBAFL -JQ2JQ%T9SS1(1?
^"5OL'-"[/+;X^*D8*6E&*O>Y8<(<+9\Z M#8E.!'ZMP>K<;MZX!=(!+6UE!W VPWNP0%B7])6.:0//]38^,&XQ.+*,S;H MWJ/?1)%[PM_4VR#A.PG-HV\;KWI?
RKF("#!_P!JD">\#R5ER=MB*Q0/8N-E MCT9\VD[16%B[' /F%GJK;1NG!NV7LY*0,5*K*KBJXKWS5O%HVWE!L_::&1%8 M93? 0V!,$J?U,F+FMV']H]]$D7NYN?(T,#T
M!M4*56[>1L."R_-]8F;EV^U Q6,)CLE8W#=7#_9\,<^.!Y'<,2*Y-'J*)5N MJXJ[] 8$RN)#K0Y0 ' P_:(=UU),1=&$7BW!K(W(U7Q\"L(22P-S],_?TP%)
M#"#CM/#:PEMNCNH]]$D7N[9T,&XQN+*,S;^J9JA$LB8)F49XMDV;$V#H(#MZ MV$,.(.?;(((((((((((6$88834R3%I?#_->84,%R*D?"LU,&X,!L - Y/: MWUYX=C+V?)3#Y&_.V ;C!?
1F611A09W"#R#\RVG(BX=ZEP(;;8MV"2FZK=5V MJXZ.ZCWT21QLJ52J52J52J52K.82@>K6JOO6JOO6JOO6JOO6JOO6JOO6JOO6 MJOO6JOO6JOO6JOO6JGO10G^
PF&\X&=7=3>R-AD60'[..... &!)4M'%& MVOH=?0Z^AU]#KZ'7T.OH=?0ZM>SKZ'7T.OH=?0Z^AU]#KZ'7T.OH=?0Z^AU] M#KZ'7T.OH=?0Z^AU]#KZ'7T.OH=?

```
0Z^AU]#I,FW1PF6X+=LXXXXXXXXXXXXXY M??[9C8)2X..VOH=?0Z^AU]#KZ'6RN#C*B@-K OD_Y>S\0^3UHDT$\7)KTWCS M["!1M;\(++,).RE,,HQ4E7-;_D!KTK8$1<6QQ(,/T;A1?
6'H]D<2S!QNN,\$ M6";G<^/'CQX\>/'CQX\>/'CQX\2*-,!3BLR[D^?/GSY\^?/GSY\^?/GS[+&J M;91/'CQX\>/'CQX\1YPA@4@.ZQ6;Z*LWT59O MHJS?15F^BK-]%6;Z*LWT59OHJS?
15F^BK-]%6;Z*LWT59OHJS?15F^BK-]%6 M;Z*LWT5#AA+$N 7N"[&&RI:EJ6I:EJ6I:EH-FOA<4A[Z M "GQ@%A)LNF+MIT, M_< 6V# #*TD';/\OQ P>1OD:"':_I%V#[5F,<1 MG-
'=^8GDK-<7<&*V M;3%.\'JS+-_1D;40DP"0OL1LQK9S.-W(/*OG>^'A*, M\:($@0-E<$4_>Q;9:&6XWHV)_P" 3/"F#(P#8 ?D?%C*7Q60+9RW! M'Z+]*.;+S;D.
[QM#0+:,/J5,O>IWB>^Y3%.@!!_28T)-5,$N0TJLN/Y\K)G\G[>/.V:; M>:\R\*+>+K# 61)$=XW*B3-$WBULD1-@/\N8L8:!N*+=?S7-_;/T%]E[,CI5*KCZZ'M^H-\3(< M;S/*D:P'N>J-
YIMYKS+PJMXJ]) ;2"?+8SG_"W'S-P9=*4N7)WJRN@77+"/ MC\/[5<04XA#.8C\2[8CNCAO87<+K"@.:[TNEU5?U%ANI@E_AMPK83)\CA
MF&1^FPTB>%_DJB!BA\A>K]9]8\A>U,^51VPD\NYZHWFFWFO,M#+;^P)H\ M)M(O23H_RU487I7-L9Z"AC@.4/[7Y9S2^FXI0(U; &VH[$$+8#%NLRAQ7]B4
MJQQW7]2!V(=S]2%LLE(*TALO<2W%]NZE0BO/!&3'B]3]!1DQHF(_8SUAY=SU M1O.Z9!0]/FT/KS+0RWDFC\BXL>7OU_EJ&;C5-^@N2,(AS*(APJ+7J.\\L&KD6/.?
3^J:TDWKMVNU=Z"DR;=T M5E]@P L =DB:@4V^89S44>8B)_*WN&P:SLG3D23/ J-BDA4107K-KA)BLF M\[GJC>:;RZ\RT,MY)H[%N.MKOH @?Y;G8:#M=-@ALQ XVOZ9,$8.^Z/*
<[X=TU1O M--Y=>9:&6[D ?./@:.-S!OHW^HV6@D"[\9\TY_+52>^8P#,@-J"E5NWD;#@ MLH/QLJ1W4"5_1D,!>$_4\^.V!"7CK>YAYFUI?<#<$D^1QW+[%^XN$2M2J$/O
M'=)=#_=>9:&6]#TT1 ([::Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z M^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z
M^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^]:Z^];C+CN.>_^ MD2HASVJ3U*/LJH@ Q5; ;5J#GW%[L(DN).R@7*-=L<1M+>V;0@H (, + %@# M8'Z0%
[']5KV=OS3N/%4@;U3TC%=@6 , .Z.7+ERYM;_'K6_P!ZUO\ M>M;_'K6_P!ZUO\ >M;_'K6_P!ZUO\ >M;_'K6_P!Z MUO\ >M;_'K6_P!ZUO\ >M;_'J+Z,C);8S)Y5K?
[UK?[UK?[UK?[UK?[UK? M[UK?[UK?[UK?[UK?[UK?[UK?[UK?[UK?[U*1B%FP, 2 V 0HA<=K\_I_+!"Q M=\39W%K%^E?N E6P!BKL"I4H23;)Y)A-
A!OV_-.X\5AZ=S6;\]>>1YD()/$K7%=[&([()M MKD*,O!DPY-ZE-T0 ,56P5EED&V"8+$R ]P'-.X\51OV+>[MT/3NMGSQ8K=*&L@QC^B=QYIW' MBKG7=LB+CH;7F6AEO+-'ZQ-
@L[:&]LVV%#J )$N(X(_Y4BAB$ $JK8 NNZCE M9F%0G-DP#B"6%!W7H>FA^:=QXJYUW7(:&@#?B'S#D M_P"39_RZT*Q'WC^H]*N= M=VR47'0VO,M#+>6:0\';21FL?
09\O+_(YQ<3R'77M-AL*N$EI0AQO-P&RBAA ME9&]D7S[WT/30_-.X\59:&6[ID_/^)_J6!CB8Y$' WKL$KL*$ MQG&ZXOAD,Y&]+K25DXK?OO0]-
#\T[CQ5SKNV2BXZ&UYEX66@7\1ZV>E_D$ ] MV9>$D@;4#"Z!,%N'FL ;DQXUNXGA9,!R 9=_Z'IH?FG<>*N==UR.T CL4QQ" M;B4XZ&UYEX56@ E5NXUM=W^/YG*H7P*
MN9=VR"7'0VUB0Q>4[G8K5JU:M6K5K"B2%X@7!Q/!@!72^+O6SC_C[E *5=@; M:8D(\:NC*%W'> BM96+8A#B7W.RERY]:I>]:I>]:I>]:I>]:I>]:I>]:I>]:I M>]9)- O)
[,2XZ&YIH;P6L]1I!X/_'X@CRVD0\9N@ZWEFA_FFB/?@2X MZ&YIX5P?/,(&9*_Q\9 P@9CH'KT&MY)H?YIHCW<$N.AN:>%,&W4W)"?J/E0@ MP) ;C_'T4O9=\YEH.MY)H?YIH?
W<*?;U:"0W-/"F 3'18.M\I_R WX4Y,/G M>SL;URF$C RB&2:"6\DT/\TT/[N:AWT<=#H]]',3!WF+T_Y"9IE& (#DEFDG M3:CMGNWJ%NU3H%;R30_S30_NYJ'?1QT-S30WJ/?
1S=V_R+"*NSD'T70*6\DT M/\TT/[N.:C9TXZ&YIH;U'OHZ:$CS[[%?\BBY.?=PS"T"+>2:'^::']W-7[J. M.AN::&X;9+1Q,U#>>>A_D5$,LA-Y6ROO.?67GH!;RS0_S30_NYJ_=1QT-S3P
MI@8*N>(GI3$R9'>-Q_R(7H'F]QW:&(&SNSXXP3.'9&3)DR9,F3)D!]"Q;9R6 MA^::']^%!:\4=#%<%\2)_R)D;"O=<5&Z_1 MQT!T/30_--#^]8;M#^:>%<':/#_R+06W5\B;J: Z'IH?
FFA_>L-VA_-/"N#B MBP_)8Y/^1.6T(SN&KAH#H>FA^::']ZPW:'\TT/HHC#CHY-HLXFSR?\B ;4OT M'0#H>FA^::']@[:!Z_#H?FFA^WF?71N&!GBH.;6"O1P$'^1')7C>'U9: Z'I MH?
FG@[V>YIH?MYGUT;;R0497?*+_/([/P\VYF!Z&@.AZ:'YIX.]GN::'[>9 M]=&PK+>=]2A./O M:-GO9R"P_P >?^166PEP8@H#4/\ :U#_ &M0_P!K4/\ :U#_ &M0_P!K4/\ M:U#_
&M0_P!K4/\ :U#_ &M0_P!K4/\ :U#_ &M0_P!K M4/\ :U#_ &M0_P!K4/\ :U#_ &M0_P!K4/\ :U#_ &M0 M_P!K4/\ :U#_ &ME/6[G-6H?[6H?[6H?[6H?
[6H?[6H?[6H?[6H?[6H?[6H? M[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H? M[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?[6H?
[6,NF7I; MZBM0_P!K4/\ :U#_ &M0_P!K4/\ :U#_ &M0_P!K4/\ :QY 6&'W6,16NOO6 MJOO6JOO6(3A\]:@>]:@>]:@>]:@>]:@>]:@>]:@>]:@>]:@>]:@>]:@> M]:@>]
(R;J;:^CU]'KZ/7T>OH]?1Z^CU]'KZ/7T>MQZ>DE39+ %)N+=GZP($"! @0($"! @0($"! @0("N>E89U%/M_P 5 M]O\ BOM_Q7V_XK[?\5]O^*^W_%?;_BOM_P 5]O\ BOM_Q7V_XK[?
\5]O^*^W M_%?;_BOM_P 5]O\ BOM_Q7V_XK[?\5]O^*^W_%?;_BOM_P 5]O\ BOM_Q7V_ MXK[?\5]O^*^W_%?;_BOM_P 5]O\ BOM_Q7V_XK[?\4=, 75WE4621"Y)>%?; M_BOM_P
5]O\ BOM_Q7V_XK[?\5]O^*^W_%?;_BOM_P 5]O\ BOM_Q7V_XK[? M\5]O^*^W_%?;_BOM_P 5]O\ BOM_Q7V_XK[?\5]O^*^W_%?;_BOM_P 5]O\ MBOM_Q7V_XK[?
\5]O^*^W_%?;_BOM_P 5]O\ BOM_Q7V_XK[?\5]O^*^W_%?; M_BOM_P 5]O\ BOM_Q2THNJ2_:WG7_D43V N"WU8T#T/30_--$=O,^NAN::&Z M@W5K7>T;9$Q+B(\NI_R*(G
&:G46T#T/30_--$=O,^NAN::&Z@W5K7>T:9L M/5_Y$N3(>EF@3H>FA^::([>9]=#T;8N)])R\YG_(<% ;POZAH+H>FA^::([>9]=#RAJ&H:AJ& MH:AJ&H:AH5;S/KH;FFANNM^M;
[^C+2+FV6O_.1&VFOI-U-!=#TT,X1*U+9$ ML4UMK6VM;:UMK6VM;:UMK6VM;:UMK6VM;:UMK6VM;:UMK6VM;:.>VU/%Y(Z] M@X1*U<#T5K;6MM:VUK;6MM:VUK;6MM:VU?
M,(TW;,K0W--#==;]:WW]&?6,? ML_R(]K^BG03H>FA<52!O4<#?[]TF_45T./[8JYU6!Q>W9+H+H>FA<53T(S4-0U#4-0T&:/JJP.+V[+F-'-:&YIX1N M,L!LO0EH9,MUGEI]/:V-
7*/9;JW-*] /\>,@RV )7R*GS)RRG$C LLVZ$ MZ'IH7%7.JYWW[I= 38XOWN[N[*L6IP4L1#+LN8T#[@#:F &*8&[P,<3_R*;IAL 2G@%3.P\VSY%)C&3MT+T/30N*N=5SOOH?S
M&CFM#7!D]NANAZ:%Q5SJN=]]#^8T0F#>N VJ%;4S$I#L>4!GC MBZ&Z'IH7%7.JYWWT/YC1S6AN::'ZM?[]"/#& *' NKN*F^XHOH>#Y*T(AK.
M!Z;7:MUN_P"1[JF6_%\+%O=QT/T/30N*N=5SOOH?S&CFM#FA<5FA<5=3"0W--#]6O]_?%G/I%OD2WY'^5%?+(=Y?X-N))AHIT/30N*N=5SOOWZ M&]MK.Y5GM^]\X;H!S: M(^_+<
#T/\I=H21P NKP*7ME >!Y/Y&BNAZ:%Q5SJN=]^_>:TA!YIH;R#HUS M#H=[B#B-YC_*G8T;,BE<(.5T7=#TT+BKG5<[[]^\UI"#S30WD'1KF'0[W(.' MGGLE_E.=1.Z8,
(/)+)CHN]#TT+BKG5<[[]^\UI"#S30WD'1KF'0[WM$<.#'^ M4F- !&."N9;AR(:,Z'IH7%7.JYWW[]YK2$'FFAO(.C7,.AWN:#'/*.1/\H2, M JN &*Y%$U90G99X<3-[HSH>FA<5::&\@Z-
A&D/$4' M.L-BO AR/\H'&B(XX3\]F_>!HWH>FA<5::&\@Z-I4) ME-T%OR4F[-X@!O:PL<08.V6L9LJZU]&U#=]-T7T/30N*N=5SOOW M[S6D(/-*PU#4-0U#4-
0]_P"0=&N8=#O5J>^.U60\DV8V/^4*4F^& XYKV^<8 M8?C;M/VVP8,&#!^HHE]6*+(C:?T3)DRK+/\ K!@P8,62I[)T:-&C1HT:-$3L M8\>/'CQX\>+V*W>0P 2M@_%5]I7[2OVE?M*X
AF?BXYQ4;U*3R3\|>.&XG4/ M2OO*/O*/O*/O*.?&?EZ5J7K4O6I>M2];4S/H]*^LH^LH^LH^LHEM%G'Y>/&] M>$-PC:!MJ0 \DOT5])66Y;P/BI[%_KZRO#/FMZ.OX
PNX/\O\0;3GE[.M0_MVL61Q?:?Q Q6_/\ 1^(,6)JO2B;R@';]>WF\ZU0K(UV=.[U6=96LCLTM3\E) M?V?-9[E25 F'ITC;FOBM9O:OMGQ7WSXKZYKZIK(?2DKHQVCGC:0@QZJ"1LF^
MLQZ_VLQZ_P!K,>O]K,>O]K,>O]H*9>O]I&R1#WY)'JM"(NWK "A>P2221&@U MQE(/2##?#$E1O,+ABN])3:E_R=;(6"-\+>%S.@9B]EJC>=SQ]CS3J=^V\SZ]
MN"@BXM+#L,Z(1S6@;D_%_%@R0OX/L$]8ZU]FU@75ZE?0GQ5Z- A5L[-[A46L MZ?@K)^CXK)^BLWT5G^FLKT/S0>ST/S7U-"P2!-I]UWT_[!S3333334.B)>QA M @0($"!
@(R5R.ZD"! @0($"! @0($"! @0($"!/Z.$8+*T.>WN4"! @0($" M! @0($"! @0%1>1H-KY.#\U#^/\ :C_%^:C_!?FH_Q?FM0?FE\?1?FGXHQ) M\J9/W! @0($" W8D% N_3 S=&Q-W=8$"!
@0($"! @0($"! @0($ %DGX4*I M-X=L0($"! @0($"! @0!?@H%*\;J IVGBD]BB(B(D(9YH8S(X)E=]IP(_P F M%#N1@EXNXQ6Q>K&CP8L/,=LMKL]4;SN>/L>:=3OVWF?
7N,JE4JE4JE4JE4J; M'A6-P=>RU7,I/G5*I5*I5*I5*I[_,\[EX/"N8]3]^94X_OR/KH7;BKF5:JW M.Q(,;?\ )WZ$KU?I>5Q.TP.T$&TK6;WK6;WK6;WK6;WK(V@'ML?8\TZG?MO,
M^O>L'A6)P=>RU7,KFM#\|[EX/"N8]3]^94X_OR/KH7;BKG5:JW.PQL8TGN#C MJ'_)H0$QZ)+'S,8V I4.]&27@;C +%NXZHW';8^QYIU._;>9]>]8/"L3@Z]E MJN97-
:'YYW+P>%#PKF/4_?F5./[\ MCZZ%VXJYU6JMSL(1L8_R8*#;<,;1R7]J$VQ+M=L6PACQ3G^H 00&VC80-L$Y M]MC['FG4[]MYGU[U@\*Q.#KV6JYEL'A6)P=>RU7,KFM#\|
[EX/"N8]3]^94X_OROK0:MAJ&H:AJ&H:AJ&H:AJ M&H:AJ&H:AJ&H:AJ&H:AJ&H:AJ&H:AJ&H:AJ&@S1]56NMS]T^WHY!\_\ ME#&A=$V1LWPXD%(/5CX<[V]Q5V_;ZHWG<\?
8\TZG?MO,^O>L'A6)P=>RU7,K MFM#\|[EX/"N8]3]^94X_O$A-G6AD?4G&FL_VM9_M:S_:UG^UK/\ :UG^UK/] MK6?[6L_VM9_M:S_:UG^UK/\ :UG^UK/]K6?
[6L_VM9_M:S_:UG^UK/\ :UG^ MUK/]K6?[6L_VM9_M:S_:UG^UK/\ :UG^UK/]K6?[6L_VM9_M:S_:*DJB@I+2 M V%_,>@1LH]+Y61O5*O'N&J-YW/'V/-.IW[;S/
MKWK!X5B<'7LM5S*YK0Y?.5PU#4-0U#4-0U#4-0U#4-0U#18\*YCU/WY ME3C^V*I!H0.'JZ-3=I\P]E_D( JJP 756P!BT(X2HIWDMANG1@L-(.R5D;U M2KQ[EJC>=SQ]B]*
(*4DL!C6K/M6K/M6K/M6K/M6K/M6K/M6K/M6K/M6I/M46 MA(; D=Z$R>Z;>9]>]8/"L3@Z]EJN97-:&<(E:A/&>/EK[,^:^S/FOLSYK[,
M^:^S/FOLSYK[,^:^S/FOLSYK[,^:^S/FOLSYK[,^:^S/FOLSYK[,^:^S/FI* M^O\ V@DH$=/WYE3C^V+\?EO5T:;SMO0_R%A(DL5<=P0#T(CW/5&\[GCT/WMY
MGU[U@\*Q.#KV6JYE8J$\3<:6).+N5#(( ; #NFJ M-YW/'H?O;S/KWK!X5B<'7LM5S*YK0N*N=4=Z1S*G']L7X_+>KHF%$G*],3*T
M9UZ!@/I"YUY^?!Z0=:N1^$#-0H2L$!Y'Z0=+@0%SWLKG"_B4L$(>MJ MQ&><5#W391L(.V"\OU000 9ANT %-PCB[;'H?O;S/KWK!X5B<'7LM5S*YK0N
M*N=4=Z1S*G']L7X_+>KH+R#]O/[1T(YJ"@A6!4)OM6 MV7OI LI( 2O +M0.2L*]O/+O%;[4O,Q'S\OW#"5PD>(TN9.QG#F"K &J;-4P M(MJ;WG5P?##T*Y*DSBV=P]
(;">V/I4;#0YWQZ'[V\SZ]ZP>%8G!U M[+5"D ]7L%,/#\A*9.]<'D ?T[F;NM!Q?V[[[ M[FS6PJ SL)M,]MCT/WMYGU[U@\*Q.#KV6JYEYW3'H?
O;S/KWK!X5B<'7LM5S*YK0N*N=4=Z1S*G']L7X_+>KH)1ZX#<.UX8 M;: ;!O?*9?2LCR!'G^!1DQK-/ 63 M,XP'#ZP;V&W<6L]SNF/0_>WF?
7O6#PK$X.O9:KF5S6A<5A;&2&4D1YERPH:.'G[5 MQ>G8X6MY4DK%=P\K>5<_^,O7KU MZ]>O7KUZ]>NYA=D((W-MW4SO7KUZ]>O7KUZ]>N7+A!%B>QR5Y!X%
MAMW/N7+ERYPUGN=Q*Q#V-HK\"(7/R_1 0O$<*:,OB]?#S#*B*;G@ M^D/6D @V]!OS>0:2'MN *?(O4,A[GI \PJ*;AOBKF?7O5^HBU(C
]2M+89U,.A<5KV&L]SN!6YUSSA@<5KV&L]SN!6S(V'T^INPWSI+ M>\F"QQZA*'929\)D/*GKEP.94X_MB_'Y;U>PUGN=N4UYB4V&UDV;W(OI M)&T"=R;!R-
T+LA.#ZQ=JNU=^BO&Z=!W0*\@-&S+";DLGART%P 1A\L.IH3;S M/KH5;K?>KF?7P7!Q5SKO8',J9]="K M=;[UYVQ46H]4P>D'EI,Y\M[JONXIHSQ
MJGXIC)EUI%8":#V\SZZ%6ZWWJYGU\%P<5KV&L]SM2A,4P!?&@"&!I*&\;UL5?^3*WMUZX9 T9XU3N5C[YX"*L,<6E M#S/#C*D,3N@1RT'MYGU[D26SB4N6#?\
+&BJ2H44=S)CN&M]ZN9]?!<'%7.N M]@1.VJ?VDDD)J16KEO5[#6>YVI29H(7<06-RS=W6WZ2";&-*$(+^T,7.;-C- M8T9XU3N?B-;I(J!B,FQL7VO#BSL2^@:_7'0>WF?
70M6OMZN9]?!<'%7.N]@7 MQ!=@N[NZLK,- (W.KV&L]RB%(,<@/:OMWXK[=^*^W?BOMWX MK[=^*^W?
BOMWXJ:W&@N,HY6'K$\$T:8=,+AP@.=W0#*Y&ZB;&I[#ERYYS03*ZVU@\]'B MC)C6#1D#TF*AO$-B3:< ;6R%V@B28:0\:IW/T-"/4G!Q+N \-) 3BT$R\?8Z MHWO?
MO,^O@N#BKG6@P,#B5A<'5[F:K8OFEZ-)*LTPNWV ^C2'C5.Y^D4YXXH M=0/@\-6#E.]9R6ZTZ"EX^QU1O>_;>9]?!<'%7.M!@8'$K"X.KW..'=]( MI$ MZ"M &*N!6%
[7)WG2'C5.Y^MAXX03]!O>&60WI>@F7C['5&]|[MYGU\%P<5,L=;8VCPR-*1+>"N37,*&"Y MF@9>/L=4;WOVWF?7P7!Q5SK08&!Q*PN#J]SS*)]?CT@,-X@=:6QG%&@# # # M -
(^-4[G[1JCK^:FSPSL :T#AEX^QU1O>_;>9]?!<'%7.M!@8'$K"X.KW.3< MO5 TY M^@8;V#;1[B .'5WNUTT$,N&21];JV)+G>8^@/GX85B4UR>>@/! M-^@9>/L=4;WOVWF?
7P7!Q5SK08&!Q*PN#J]SVYQR@ZNC0Z'T1ZJZ<(#W]"]) ME<=SPQ,R7;B MR5^;0,O'V.J-[W[;S/KX+@<5K6;VK6;VK6;VK6;
MVK6;VK6;VK6;VK6;VK6;VK6;VK6;VK6;VK6;VJ-WNM:L+@ZO#<\5"9E&W#^(,?7A9LH?>8QQ<#>TA"26V+:YG'\|>.##,H MZ.M?25^DK])66]G@?%:D*U(5LGX/E3ZRMX[<?
3^CI7 MWE'WE'WE&J!HU+UJ7HN_JD SL7U^M0G:)M2#&U:JTU5IJK356FJM-5::JTU5 MIJK356FJM-5::JTU5IJK356FJM-5:+%)!NO/R[? XE87!U>Y,>,8J^(7'>KK
MS3HQW!DA=NSR+^8V#I[=IHW%_(@YX4+TJ&8QX51.V4.+TG,= 2S&L6A@G4]/ M!L'%7.M!@8'$K"X.KW*2\!?1T9$YK'4O87W"6((#_"P:?@E@_1\^4^%?<0A6
MIPT!+,:Q:&2=3T\&P<5 ) X^7,^SZ>%)"[A42,Z J8EF-8M#).IZ>#8.*N=:# P.)6%P M=7N=KF.=PP'S2[K&QT5/CN\CJMYX!9(CQ'4#PIYPC-T1G!N\:!EF-8M#)+2P
M*>$QG*;NHB\;0=B.@99C6+0R3FG@W!Q5SK08&!Q* MPN#J]Q*_A'M)T7B+7DPN8Y@M'$.KF,8$^W95UUUUUUUUVMNFQM6$X=FAO"#R MBYGPE!$.K5&TV%8T^IYMJ2O-=
RS&L6ADG-/!N#BKG6@P,#B5A<'5[BEE9'K M'NT4#:B+;.@D7A1:00;@(#R/ <983KI\4R<11X1/4 2K8 Q5W4DFNGS!O1;< M1C.@I9C6+0R3FG?<-0U#4-0U#4-0U#4-
%J&&H:AJ&H:AJ&H:AJ.^8JYUH,# MXE87!U>XDU3J-$N@. Q5P*@X<$?:<6V;ZCPC O$R@[+O2\<" M-HF@I9C6+0R3FG?+A$K4\F7K_:S'K_:S'K_:S'K_ &LQZ_VLQZ_VLQZ_VLQZ
M_P!K,>O]K,>O]I/LS/O]K,>O]K,>O]K,>O\ :S'K_:S'K_:S'K_:S'K_ M &LQZ_VFRLOOJT=[Q4*3>IBC00P.)6%P=7N*JFZ(\ARYM$\R:"8\/H8J'@2, MMC4#V/+$#EX/<-2-]2-
RR[Z!SC"+J)5=JMW0JLKU5E>JLKU5E>JLKU5E>JLKU5E>JA59EMIRO565ZJRO565ZJRO565ZJRO5 M65ZJRO51EPA+YA1CB=Q!<*P [&2222*B(X04ZK;8+Z,5G:C.L[49UG:C.L[4
M9UG:C.L[49UG:C.A XS>^:.L6##O.!Q*PN#J]QPKGQ9>9:KV)1Y^^_06!"CB M).%L7#9-(P$#]%10'9,7AO=K==NG#P-&6SLUB;_!PE&U; ZK@!=4"[4E_D!Y
MC%VIBT!H.68UBT,DNS '/X.]XJYU7*'OV7.>R.44,W9<7;X'C+2O>NCV\&HD DJX ;6A"V2.![3?_.1Z%EF-8O M*3CBKG5_9)U*9.< QUWN!MJQ)KMAWW5MX%_!
M!$99MEIY'MT\&9N%1TVWE,6W-KMZ&I9C4PCDRBXL8;'=V+=NW;MV[?N.@M05 MBR+$#3"3CBKG5_9^/R&W\!9;42;MA)C%G8^8MTY@>4P09 M'@HB,M'_%
7@SR.441PS#AH>7M\!9T$G'%7.JY0] M^RYSV1RBCFNXX/"N>.O9:UWJYI^[BKG5_><#B5A<'5[HC<+<]7FQ,YVO? M;[B#9G6V^,MX4PL>#B*RT'^"X6'"(-F+
[1#8>B)>W0^=!)@>R3+[3O>*N=5R MA[]ESGLCE%'-=QP>%<\=>RUKO5S3]W%7.JY0]^\X'$K"X.KW0$Z%D3945-LP M6<&QF49KE4ZN7>]=;NPQ7@^:RO0?-97H/FLKT'S6=5G
M59U6=5G59U6=5G59U6=5G59U6=4)L/-6;U,JS>IE6;U,JS>IE6;U,JS>IE6; MU,JS>IE6;U,JS>IE6;U,JS>IE6;U,NV::::::::::::$V/3X5DO3X4--1%G
M:\JAJ&H:AJ&H:AJ&H:3V&Y\CK62]'X[-5555554HH ;[NAX*=.%+<"GT*V59 ML8%;@$#(T1+VZ'SH).>=@ N%8 =RDDDDDDDDA-2:C:K!P'OV7.>R.449IP_:X<3 M$[V:.
<5(N=D!]&'NVNMWA!;6U<@?!.@-RNJ[-<=V3RR&1(J M4;@8PD'9W.]>O7KUZ]>O7KUZ]>O7KUXPY**B,@C>.TIJKCV(#1WHEBR+4#L6 M[=NW;MV[>
(K+CL=TI.>=@8?"N5[]SGL@"I##S*=:X^:UQ\UKCY_$:;+J M;EPI[,P_?OW[FF>]-,]Z:/3#Y*8"I#:>W><#B5A<'5[YRA%*](('/.YY)49 ^UJ&:^Z>Y MZZW>$%M:+?#U+X)B-C9XD/)TX
::SW.Z).>=@8/"N5[]SG1!KF1H+ XE87!U M>_QLW+LEP9>1*/O-YU5_,DS[CKK=X06UM9QGP2^7/#= M@8/"N5[]SG1!KF1H+ XE87!U= "K 2H:*;+GR]Z3*H!WSOH^R@%@P1D?,
[;7 M6[P@MK.KL/B$>9\$QH3R !FL?/3@!S6>YW1)C>5ZOEV&#PKE>_E_;P2Y&2A,FO>^ M;R\XG38!S6>YW1)]>?88/"N5[]SG1!KF1H+ XE87!U="$^CU=M\T/":S-(A.
M7::ZW>$%M8C/X*B#.#9;0>@N>FX!S6>YW1)]>?88/"N5[]SG1!KF1H+ XE87 M!U="YHM2/*L7'Q"&<(GS'CV>NMWA!;&S4#U\%"S8KOF$:E*#38!S6>YW1)]> M?
88/"N5[]SG1!KF1H+ XE87!U=#=/T[/76[3*VRF#<)@8F\3&[N[,S,S,S M,S,S,S3TE";8V:.6'@E (LA'!-S1 /F1F);U+WQL#30!S6>YW1)]>?88/"N5 M[]SG1!KF1H+
XE87!U=#=/T[/E/3_&UMB4MF$IZ +[# $77C$A1")L1TR %O7KPG"JSI;H5>+VR3EG8"@<*C\WCOW.=$&N9&@L M#B5$<1N [ZR?HK)^BLGZ*R?HK)^BLGZ*R?
HK)^BA&*G8;$UK/>[YJ[>K#_R9 M:8U)@GJT\U$QA(V:> .5GE9 MY6>5GE9Y6>5GE9Y6>5GE9Y6>5GE9AV^!Q*PN#J]D5K/>[YJ[>K#_R M=:\C89BKS#T1PT\ V2R*
MUGO=\U=O5A_Y.M+4\VT('F-2F/FU?T2=TL1I@ X#&:B&6ZLGS_5F3)T00S M#]WS5V]6'_)0M&?;<,4(U/\5!H,< M:>*?-
:V&EP#G)>KHY)QQ5SJN1]WLNKHY)QQ5SJN1]WLN32P!SDO5TWP.)6%P=70V[J[>K#[[$,CM:(GSACV2RRRRRRRRVS-H),.L! MQ$N?X'-M6/F3]32P!SDO5T=$XXJYU7(^[V7.=$'-
?:D9J&H:AJ&H:AJ&H:AJ M&H:AJ&H:AJ&BQX4 EC8PO,W-FROIVGT[3Z=I].T^G:?3M/IVGT[3Z=I].T^G M:?3M/IVGT[0)GEM)-69@F_?WW2 P2]9/JK)]59/JK)]59/JK)]59/JK)]504
MS@'-6'WW5>__WRF>(M/MPVUJ4K4I6I2M2E:E*U*5J4K4I6I2M2E:E*U*5J M4K4I6I2M2E:E*U*5J4K4I6I2M2E:E*U*5J4K4I6I2M2E:E*U*5J4K4I6I2HI
M2I"X#R&_='!.H4\I;69Z/8[-FS9LV;-A@Y#&5@>;LHUY%Q;K#@/I7W^OO]?? MZ3A\E^A^@ 189ZVM_M6M_M2)+#J[*UJ]JUJ]JUJ]J'DIG\%?1M?1M?1M+P M4<^PQ5SJN1]WLNO\
:S'K_:S'K_:S'K_:S'K_ &LQZ_VLQZ_V MLQZ_VLQZ_P!K,>O]K,>O]K,>O]K,>O\ :S'K_:S'K_:S'K_:S'K_ &I7+U_M M.T1
Z:,"J;&OOFOOFOOFOOFOOFOOFOOFOOFOOFOOFI=KON*L/ONJ]_^&[$==WQF M7@D <@T=#:V#;;]-6K4#_->OZ7'""*M:Z^U:Z^U LRZNZOH%?0*^@5B3QOB MGZ;=NT*%>/MC]
(,&#)=VU^1 @261P?*B_P!C^5"(LA_*M+2>]28\URK5RFKE M-7*2XWT_2::;/C+Y4CU@BR?%:X?%:@?'Z ":UC7/]*4I[0/\U]NT^W:?;M)[ MQ^OSK56FJM-5::]_P[H]=T5555552H'%E?
35]-7TU?35]-7TU?35]-7TU?35 M]-7TU?35]-7TU?35]-7T5!T.U&3&EM7;U8??=5[_/#=[4<4<5&), MF)-Y?P0 K#[[JO?_AW(783X@'@A .S%7.JY'W? HUS)TMJ[>K#[[JO?_A_"'[++
MU+/>\#@'.AZ=[Q5SJN1]WP*-G> M\5G>\5G>\58S&8^!L_%7.JY'W? HUS)TMJ[>K#[[JO?\ XCQ%OQU2 MU>?@4 YRSO?BKG5OT"OH%?0*^@5] K ."]R*UU]ZCC97@R(XL&.]_?
%7.JY'W>_&HV!] M%;A(V#'_[XJYU7(^[X%-US)TMJ[>K#[[J^7?F*G'QO$3#>27JH M;XT:UONUKK=T-U'O^^*N=5R/N^!3=_[XJYE7(^[X%-US)T(1#8KUD^JLGU5
MD^JM0_RL[U/Q6=ZGXK.]3\5]S1]S1]S1DOC1]N_%?;OQ7V[\5%A3\DDV9?LP MBP1."46J#^D"A0L&,G[[MVC=NW:"['^FT:-$6+R?)_3++*"URG,M+:;#C"PG MC3HP24^T*_:%?
M"OVA7[0K]H5^T*REF%DC9F;_%F-8O'":N6+>+WY&C-;[M M:ZW=#=1[_N4[+%,+#N._A0Z\_ANN9.A)M9CZUF/K68^ MN@0.(Q&K)VFY,5L0:OP9$:Y^I&QG$:"(IM7!-
VUT<*^\K^\K^\ MK^\K^\K^\K^\K^\K&MV2N(!X<:UUNZ&ZCW[!RU2%O5?YW5X$-US)\& '+^FA MBS&L7CG&"YCCCY[U QZ"U//L=;
[M:ZW=#=1[]ABKG5=5U>!#=B8CB,)>I/]AHQGGPG=+8T!J>?8ZWW:UUNZ&ZCW[#%7.JZKJ\" M&ZYD^# #E_30Q9C6+QWC#F;SEY &>@&IY]CK?=K76[H;J/?
L,5MH#4\^QUONUKK=T-U'OV&*N=5U75X$-US)\& M '+^FAZ\7CM!(<*CLA;J_;,Y[_J>?8ZWW:UUNZ&ZCW[#%7.JZKJ\"&ZYD^# M#E_3N4/=A46F8LFU[-RY%
```

(6>K9*YA<._]3S['6^[6NMW0W4>_88JYU75=7@0W7,GP8 MT,EA-KXY8;._:M6K5JU:M6K5JU:M6K5JU:M6K5 MJU:M6K5JEG@L6;+;!>QUONUKK=[W9]!(V3?68]?[68]?[68]?[68]?
[68]?[M68]?[68]?[68]?[68]?[5\A?[U:/WQ5SJG';)GU=%F@N%9#Z5D/I60^E9#Z5 MD/I7U37US7US7US7US0EB?@U]\^*^^?%??/BOOGQ7WSXH7#5,JUF]JUF]JUF
M]JUF]JUF]J^HKZBC +0C&S7U%?45]17U%?45]17U%?45]17U%?45]17U%?45 M]17U%?45]17U%?45]17U%?45]17U%?45]17U%?45]17U%?45]17U%?4:) .7 M]-
#Q]B1PH9B#$GU*U4]JU4]JU4]JU4]JU4]JU4]JU4]JU4]JU4]JVZ8@#3]1$Q M8WHLZ5]Y0%"W%]HK[&G[&G[&G[&F3;U:8@[D:0%RV_.NJ--4::HT"^"F>]*9
M[TIGO2F>]*9[TIJ3\UJ3\UJ3\UJ3\UJ3\T'KNM96C*T96C*T96@&Q9^Q:UK& MSWI^:SWI^:SWI^:#@2,(FUCE;\&#"U]._-?3OS7T[\U]._-?3OS7U-'U-'U- M'U-'U-
"NQ\FF5Z'YK*]#\UE>A^:RO0_-97H?FG?^FLWT5F^BLWT5F^BLRC)^ MBLGZ*R?HK)^BLGZ*6W-3=^Q1111&?]#XK/\ H?%*=;)M:S6?]#XK/^A\5G_0 M^*S_*'Q6?\ 0^*S_H?
%9_T/BL_Z'Q6?]#XK/^A\5G_0^*S_*'Q6?\ 0^*S M_H?%9_T/BL_Z'Q6?]#XK/^A\5G_0^*S_*'Q6?\ 0^*S_H?%9_T/BL_Z'Q6? M]#XK/^A\5G_0^*S_*'Q6?\ 0^*S_H?
%9_T/BL_Z'Q6?]#XK/^A\5G_0^-$@ M'+^FAXN/QZ=!]L 0')&*D[9J9[B8(8$;-#:WW:UUN][P>%8'%V9'-?OBKG7@ M6ANN9/@P Y?T_P EBXFP?!(]8_CT-K?
=K76[WO!X5@<79D!:&ZYD M^# #E_3_"6*%(D-5MEVAM;[M:ZW>]X/"L#B[,CFOWQ5SKP+0W7,GP8 Y(3U-"ZWW:UUN][P>%8'%V9'-?OBKG7@6ANN9/@P Y? MT_R:*CQA"("88=F
%E QDIGYL@)!Q$"63:0N@];[M:ZW>]X/"L#B[,CFOW MQ5SKP+0W7,GP8 [8(;XG0EK?=K76[WO!X5@<79D!:&ZYD^# #E_30]FWGN_P OON61T(ZWW:UUN][P>%8'%V9'-?
OBKG7@6AN MN9/@P Y?T_TLA\WK?=K76[WO!X5@<79D!:&ZYD^# #E_30]JL?\ M *^9S;-"9K?=K76[WO!X5@<79D!:&ZYD^# #E_30^MY_X ?6'CS2 MS\'EH36^[6NMWO>#PK
XNR+CHW.?O))(34FHVO M#=TW'Y/\ M@#Z.!CUP/2-":WW:UUN][P>%8'%V8(+2]?S6MFFMFFMFFMFFMFFMFFMFB,\M M^:<"Z8Y3\^!#=#PK XO# 3=/;_;6SY)=ET>>@];
[M:ZW>Y8?#Q%R;KF3X, .7] M-#B]L_R35NM]VM=;O3H/6^[6NMWN6#P\1M]VM=;O_X# MQ82, OJ=0[PX1*U/)EZ_VLQZ_P!K,>O]K,>O]K,>O]K,>O\ :S'K_:S'K_:S M'K_:S'K_
&I1+;3+G0P:;W+G68]?[68]?[68]?[68]?[68]?[68]?[1R9>O] MI=O[*2222#OV*:7XA)NN9/@L#5V[6'WWINO?\!_@OYUK7]I&4GA24*9/[XA)NN9/@4": MDQ8D+7+&^U"?
JR9,F3$[@)J60 &-\!SH0.^]-U[^X/\ Y>*N=5SSV6O-Y7) M]'C0FZYD^!0! UX*B_U50,._=-U[^X/\#EXJYU7//9:\WE-";KF3X% U M'N*P]!]-
U[^^+$<3%>CU9=WQ5SJN>>RUYO*Y/H\:$W7,GP*!J/<5AZ#Z;KW] M\68;F?=\5;RN3Z/&A-US)\"@2AK!0P4R]$\:&2= 5R?1XT)NN9/@@#5V[6'H#E.A_A=@, O6!T>[XJYU7//9:\WE-
";KF3X(U=NUAZ ,EDZG^%U;"%^BU<>Y0U#4-0U#09H^JKGGLM>;RN3Z/ M&A-US)\$:NW:P] ;_G_ (7CS^N /P!Q:'UKI^>K4++Y"NE/H#YKZ ^:^@/F MOO\ 7W^OO])P^2_0_(
/!E#6_VI0W6M:EDUGT[7T[7T[3@!11F=CN- EW$ M[+7F\KD^CQH3=T!;&-9#Z5D/I7U37US1CCYJ^^?%??/BOOGQ7WSXK[Y\5 M]\^*^^?%??/BOOGQ7WSXK[Y\5]\^*^^?
%??/BOOGQ7WSXK[Y\5]\^*>:.)#) M7WSXK[Y\5]\^*^^?%??/BOOGQ0EB;B^*UF]JUF]JUF]JUF]JUF]JUF]JUF]J MUF]JUF]JUF]JUF]JUF]J E7>)U[A]]=K#T!K^??SQ96 49D1C!/\?@
)!ZQU M:^_U]_I63SI=:^P/BOL#XK4#X_35JU 0/U>OYN.(2EX^R:)]5]*!HTM>*7-. M=C?631D>C6J% ;-3C67Z'YK*]#\T;OT/S7U-'U-'U-&]]-^:^G?FOIWYJ7'_ M
))#,NKY5.&S4UGU^#\.O>M5::JTCM+YOQK[=I# M>1Q_72B&R/G']K7#XHNAB$D/&A$Z[QK5_P!Z"1^KYLN[^K?M6K?M0T5KZRH_ MG5?4_"OJ?A7U!7U)0.W\JXK$1[]AF9F8@*F-
NITZ\ @D/-K)^BLGZ*R?HK)^ MBLGZ*R?HK)^BLGZ*R?HK)^BLGZ*R?HK)^BLGZ*R?HIW/4R[4HHHHHHHHHHHHHHJ M:T,+!T#]IXA&P 4$I-
IB)'=V56K5JU:M6K5NA1/&]:++/@T]SP^XQK9=@;^.@RXDB".'O"^N//)H(M0]@ 0 V 6.R555 PT"9R/8[^8O%F-[A.*N=5UO70O.?!X"M9[W<\/N-D>WV? MN:QN.@BH ?;[->@-AM
7:QY[+B\3M:[L+ #1>IY*<>_&+Q8S91]5[.X8JYU M76]="\Y\'@*UGO=SP^XZYE^YK&XZ!*@-2<>5K=P"[:EJ!S>=CTC>9<6 @T9S
M+J4X]^P/BS=&CZS=#N&*N=5UO70O.?!X"M9[W<\/N/F9T^'[M8W'0!4/R6 2 MJX %U=U;YY^TV:_S,!&C>9=2G'OV!\> 8JYU76]="\Y\'@*UGO=SP^X\TZ?O M:QN/?RHPDV#8;4P#;
%"M<&]X@X;E6MQ: (T=S+J4X]^VO%C.S]4]W<,5NA><^#P%:SWNYX?<VS--QL8N6E M2 C1^Q7QQ4*9N.3=-ZK)2=;#L.[=NW;MVXBQ7:-===========8U.$Y1"IM#=
MV.UX\$XJYU76]="\Y\'@*UGO=SP^X\Q__E81(Z1:UKN?X5%/K8/!#I[MABKF5=;UT+9L0_!X"M9[W<\/N-K.$NP,6VVHE+[A; LB;3ON>>>>>>>>>>>>>> M>>>>>>>>>>>>>>>
<;JW\2[L"QB[!H0-(": Y?6@[]%Q^+ 02.\H,<97!.X%, M2Q0Q^^WG^ ,%Z:L2'F5]E0_Q*U4]ZU4]Z^K?-?2J^E5]*J?#URONBONBA\/4 MK/*SRL\[GS?
J>#@HX[U48UB_<\/N/6=@C%WY5555555558BTCR1T5K3=WZ+C M\6 BG*L!,R2[B8;0.VL[E169Y4&6^E9'T_E9'T_E9'T_E9'T_E9'T_E9'T_E
M9'T_E9'T_E9'T_E9'T_E9'T_E9'T_E9'T_E9'T_E9'T_E9'T_E9'T_E M1XC7..YX?<=;ST,ZS2/)'16M-W^$Q9.= *]4'%HS!X?BN6=ES?]>#AS[T:YQ MW/#[CK>>AG6:1Y(Z*UIN_P
)BWU#.Z'.&?#HS!X?BN6=ES?]>#AS[T:YQW/# M[C:+'0UZS2/)'16M-W^$1<6?^8T.+$&=--+SO4GJZ,P>'XKEG9'W M&S<_=\=#=9I$3PG4I3P7^$14-B5Z#1K!X?BN6=E:ECX.A1Q?
9HQQ'<\/N.H9 MZ&=9X'58DH8E()=HF^_]-V[=%_%R@[!4MYL1C@\7([$+U&C6#P_%>PR,#+Q>K9H^3-T-&X/#\5RSQ81NC!3(UD:R-
M9&LC67HGC0R3H_=9X*54$APK&L6Q7?!?)V^+[]DOQ9<-"-V[M=NW;MV[1K:SQ %>?8VCV:&=9X+57"4S#L=XEQS&B^*GR5R%!(=G ->#)8+8 MQXL,XPC "5<@O4UQ-
63,F#B3;HW!X?BN6>/2-T!R#HZ&ZSP:JV>?H>+) M^0/O$P#VMNCL'A^*Y9X](W0'(.CH;K/!JJ#.)GDN\H-,C@L/BM,33O1/5>6C ML'A^*Y9X](W0&)VPT,=9X.55EA)':=C-
ZE\'Q6$%NL:@P//1V#P_%LTCSKI7)/5WQJ0"^Q&V9M% !'8^%R(RW9>*KI^XK1S@\/Q7+. MRU?+P<'**Y\Z&A DY'I1R5QC0O6:1UINKDGJ[O-H':V*PV.Z1]!6CV1&[H* M6KAAZDE)
<(SKRU9T7)9X1Z,.!DGBO;E'J>CG!X?BN6=EJ^7@X.45SYT-",+ M@Z-<@:%ZS2.M-U'XKEG9:OE MX.#E%<^=#0@ 3/=[E*3O'30O6:1UINKDGJ[M+3JC&X$__Q_)@\/Q7+.RU?+
MP<'**Y\Z&A &-5R/IH7K-(ZTW5R3U=U9R$)N E?2L2#R\8@%8=]6=' M8/#\5RSLM7R\'!RBN?.AWL10"F#YU:N^]:N^]:N^]:N^]:N^]:N^]:N^]:N^ M],X56)>M&-!AZ/&M7?>M7?
>M7?>M7?>M7?>M7?>M7?>M7?>M7?>AG5_6@)M(MJ1X)WKK-(ZTW5R3U=U$GL3QF"%D<&\>,4!2!H_!X?BN6=EJ^7=2NZ(P/FLST M'S69Z#YK,]!\UF>@^:S/0?
-9GH/FLST'S69Z#YK,]!\UF>@^:S/0?-9GH/FL MST'S69Z#YK,]!\UF>@^:8CD'S4^DM^A^45SYT-"]GKNBE2J;@):V[+C<8>@'C'84$X('G T?@\/Q7+.RU?+NHZFWO5GSU=N]ZZS2(F?
55.9NZ)L>6^A[O&5QH'.6KG>6C\'A^*Y9W^W4V M_N&*N=:(;C6KT8\OHT*5K/>[.!YO]'O76:1UKO=U:V[@7%^SQD#>Q.1YKH_8 M/#\5RSOYNIM_<,5YH4KGWJKF'7LXLP.])UFD=:
[W=6HPVOS+^ M,1ZD+A%G=>AV/?TA@\/Q7+._FZFW]PQ5SKNK.1=O=T[J^P:?8-/L&GV#3[!I M]@T^P:?8-&(/U?BI&,1V.L]S0I7/O1KG'9E/M[UG6:1UKO=U:B>[#4V!XQ60
MHK=*$XV+2#!X?BN6=_-U-O[ABKG7=6-+ZE.^Y5G]%/-=(8/#\5RSOYNIM_<,5W[UUFD3F'74Y#<]3\ M)V4FLAZTXPO,K[,IP \E?5/FD;L.IMK6KWK4KWKZI7U3\JJ=N0_%9+T^%)?
@ M&DL$ZFZDY79R7N5]XIY/&"A#!)NN+D5BOECT/X/3H8MU7;A7LZU#_:DV)N/]_,"!CR-7!?K!H[=N!>5\PKZ!7U2M=?>M=?>L"/![IHH MR&P(U8H3FO4SE!+:]-
/K'S7UCYKWD_V@P(2C V#Z:FW]PQ5SKNKU%N4X_OBKF5<\=CK/IE6;U,JS>IE6=5G59U6=5G59U6=4_4_M9 M7H/FLKT'S65Z#YK*]!\UE>@^:RO0?-)
[3RH^BI^BI^BI^BI^BI^BIDQGD?*B MD,T^QI-M1/>M1O>M1O>M1O> MM5O>LK:J?&>J-[V.*I WJ':VE99665EE99665EE994V(]*7<2Z]D*,F-?9M?
M9M64YE\E:U>]!,DVMMK6_P!ZUO\ >K"A. R8PZFZLGZ*R?HK-]%9OHH/?\JRO0_-97H?FC^*T^IHWT M?"CZ=^:^G?FI,;^2=Y+Y4U -+\Z1G$VS\U#
MAS@T^IH^IH^IH^IHRO0_-97H?FLKT/S65Z'YI3=\O[6;Z*S?16;Z*S?164]% M9/T5D_163]%*[.IE^I1112NWZ?"L_P"A\5G_$/BL_Z'Q6?]#X_7=W5/EK[B
MON*^XK[BA@IV$;7=6LWO6LWO6LWO6LWO6LWO6LWO7WSYK[Y\U]\^:2[-N6YE M7U3XKZI\5]4^*B^$KZ,KZ,KZ,KZ,KZ,KZ,H.Q!PK(>E9#TK(>E9#TK(>E9#T MH#
<=UUWG_EGXGL7GH]W8XJYU7-'8A$+>Y348O-H6%U$PQ.,?O>O7KUZ] T(1 MC"0(I)$]EBKG5K#0W)^KV6H=S0^H9_P":ORW%7.JYH[$1JUZ<>Y&0 ML5Z:BW*
<>X@8JYU6+JPT-R?J]EJ'Z:BW*<>X@8JYU6+JPT-R?J]EJ'< MT/9'M]GQ_95 WB49)C,?-!GFP!>Y_P"2?A91:FF68<9_6:T1W
M9VS=ME%+3+T:9KT:YKT:YKT:YKT:YKT:YKT:YKT:YKT:@\;"C(LZ.'=FH$C9 M-]9CU_M9CU_M9CU_M9CU_M9CU_M9CU_M&\>O]I646HP?'KW2+GU*>PDDDD1H
MA/V$Q5SJL75AH;D_5[+4.YV:1A8EBRS@[J^AU^AU^AU^AU^AU^AU^AU^AUA7 MSF3W?AF2T/"5V'XI]GY0J;@^(O93#^&Q4I'@?):60$\'O/X*9(FMC06%>0= M/P<+,]+XK&?
(ATC\D'I5^'%^LS2"%S7VUJE[TO+9E\T#+9E_RX]^,Y48!W9O M1P]-42GOK"DI-:N%,P0[4ZTF0V M9(3 +QV088A]4Z=@ZCW^RP.)6%P=71SO!X5RNAS=8SU?*G']\5RU#N?Z]7_?
EC?Q[,_V6!Q*PN#JZ.=X/"N5T/SOI1Q_?%7 M.JQ=6&AN3]7LM0[G^IU_WX/9<:QN-_;:AZ+V3D'7L#J/?[+ XE87!U=':\'A M7*Z'YWTHX_OBKG58NK#0W)^KV6H=S0]9_FS]^N-8W&B-
O]/Z=DED['4>_V M6!Q*PN#JZ.=X/"N5T/S7H4X_OBKG58NK#0W)^KV6H=S0]9B_S;]^N-8W&M<[M^RXQL'D$Y'8.H]_LN5=:=_#HYW@*Y70_-?:G']\5RU#N:'K M,7^6?OS+&!U)
[]DUC<:1V4?U#LEL\+Q^L[!'U'O\ 9#PKE=#\U] MJO_Y9^_:PW=DUC<:1!M[)XC GC-T3L/4>_V7 M+NM8O!H8YX>P<'A7*Z'Y_P!*./[XJYU6+JPT-R?
J]EJ'S2UGO/WFH+Y;!P$;0C=)Q['6M:UK6G&4F/:^V90XF: M8O!H[K#X5RNA^?\ 2B,U#4-0U#4-0T&:/]JQ=6&AN3]7LM0[FAZ]K_)OUZ6I M5+\$;&WM@[W2OGK5DF5C&Q!O.-]W9-
8W&D=E/ZC[.Y$UNR554XJ)Q>#1W1^1 M10(!N[*#'+0=)?IU6<'*GV9\U M]F?-?9GS7V9\U]F?-?9GS7V9\T?TSYHBBC@UVTZ-DT-R?J]EJ'<_U&MP2_0G: M$-8W&B,Q ?4Z)V1G@&
<)^J]R1)&-3B:..A2Y6&-9_*L[E6=RK.Y5GRU#N?ZC7\AGJ3V[0AK&X]GG5VXO1]S,;D^C3'6*N M=5U75W)ZUL4J:E4JE4JE4J2:?JJY)T:0Y/U>RU#N:'KQ_P"59B@U\H[0AK&X MTIL!'-
U7LG;,'T?N[FQN3Z-,=8JYU75=7O'_E-\DXMN.Z!*V%/BNJK74L&PG#'CVA#6-QHQ8@>?HG97AL3U4='N;&Y M/HTQUBKG5=5U=RU%N4X_OBKG5O'_E W4!BDQ$\S#EO,$@P
M:W=ZW=O:D-8W&F(&)+ZO?5+&Y/HTQUBKG5=5U=RU%N4X_OBKG5O%_FV!#6-QIUP2?0GGV4,S 1Q>K+N;&Y/HTQUBKG5=5U=RU%N4X_OBKG M5O%3C_
)K@0UC<:PP(O07F=E'#Q2=\F/+J[DB1JG.1[&F. ML5/"RRU^>K"3"JR#B)< MIE!OJ9)$!JF[LE'@_N,FHX*TQ"[MT+!>E1$?AQH <0XC^\F3)DR9*6-8L7?G
M"ZWCHS'K_:S'K_:S'K_:S'K_&LQZ_VLQZ_VLQZ_V@IEZ_VD;)$/8XJYE75= M7RU#N:'KQ4X_Y68/9K <*3!=D42CM59>Q::::::: M:)ZZ3"\&
J6QO;OQPV@=M9W*L[E6=RK.Y5GPQ5SJN2TAR?J]EJ'!T0MK3=7)/5I!.,CCH3%7.M(]Y/U M>RU#N:(KQ_Y7@=$+:TW5R3U:03C(XZ$Q5SK2/>3]7LM0[FB*\?\ E>!T0LHX
MZC!:KND,XR./?8:AJ&H:AJ&H:#-'U6D>\GZO9:AW- 5PU#4-0U*I5*I4C4_S M0WU#?4-]1O5'ZOFD[E3N5#=4-U<%0;-)'^+X'])P5P5#=4-U0W5)NJ6+,"PE
M5B;U>Z2*I")$@0,F;'CSYV[-@P8L(N0;[TS9#>M:H<,^==0:081UR_&@L+@* M^@/FM_-PH^BIR/2?-8#"$G]IF[VK.J$V'FK-ZF59O4R_+30F U,JR7I*R7
MI\/RJC_)7U2OJE:U>]":QZU?MZQ7V!7V!^?\3#\F!D:R-12@N[GR1":CV,DD MDFQ0K#N3A$K4\F7K_:S'K_:S'K_:S'K_&LQZ_VLQZ_VLQZ_VC>/7^TK*+4(M+-
^.0^E9#Z5D/I60^E"8>DU];>A4T MGE#8":N"G*5]&4X MP>2OJGQ7U;XK6KVK6KVI?"TU?5*^J/RJK8\SYK)>ORK+>OR_#21VM!S3=+2< MWR!Y5]U7W5??
OS7W[\T!M//Y5]]1]M^2G3%5CDQ23@?-K>1^?Y)FQKKE6KE- M]'Y?D:;)M.4?"A+W9A8M;#.MHCY?L:::::0"L$_.GTU/TU/TU)8 M%X*OIZ?IZ?IZ?IZ?
IZ;CE'#8*MS\Q!!'9!P_E:@_E:@_E:@_E:@_E:@_E:@_ ME:@_E:@_E8[?&/K]8$"!): ! '8/E03@\D6+;*^G?FOIWYJ+"^3\U]31]31 M]31]31]31;V_"CZFC*]#\UE>A^:RO0_-97H?FE]WRK-
]%9OHHW,AMS41B#S_ M #7V/YK['\U]C^:^U_H 'HKWLNTS_H?%9_T/BL_Z'Q2W\OTW=7^6ON*O.'B M**PQ-]*_*^:UF]ZUF]Z^^?-??/FIL?45]\U]\TICZC68^M9CZTK$]PU#N:=
MT8X4FTP_Q7 Z8_*K6-Q[M*U?+N;7FYKFNXXJYU72=.Y-28PZ*#>VUGT)%T8WYO\ $3%I7\JLB;ZQJ&TY MF B55@NJT)Q0;K^(O(6J](.,1**-TLVOH@W7FYKFNXXJYU72=.Y]
(XO9W.Z\W-D=&'4H(\$OM,6 M+%BQ8L6+%BQ1HJUI%O#(M^S]5%%%$H/3:D;:+<3N>N9'9.'@8M)V>P (: M287*ICCW'%0I-
ZK])@Z5GE9Y6>5GE9Y6>5GE9Y6>5GE9Y6>5GE9Y6>5GE9Y6 M)"8=%.>-V"@<*%=OV3&XNI6)Q>RD8)&VT[DI2E*4I2E*4I2E*4@]"HK:9?WN MF%R4./\
GKU3JQ1SSTK//2L\]*SSTJX79NIYW>[$<+$3Z%.^P5*4 MI2EI(N2CV0$2@QH&]MK.Y5GM^ZO>F'J7=E MK_>[E@*P:MO=.7U./\ GKY=X/"L#B[$UYN:YK]\5I=V6O\ >
[E@*P:MO=.7U./^>MS%H@QIQ[EW@*P.+L37FY MKFOWQ5SJN1M7EV8FA<58>O>F'J7=EK_>[E@*P:MO=.7U./^>MS%H@
MQIQ[EW@*P.+L37FYKFOWQ5SJN=]^SAS7?.IZ:%Q5AZ]Z8>I=V6O][N6#PK! MJV]TY?4X_P">MS%H@QIQ[EW@*P.+L37FYKFOWQ5SJN=]^SAS7?.IZ:%Q5AZ M]Z8>I=V6O]
[N6#PK!JV]TOF,:!T0+C_GCF+1!C3CW+O!X5@<78FO-S7-?OBK MG57,8?+LPFA<58>O>F'J7=EK_>[E@*P:MO=#&K&%.V'Q_M:Q,?&OH MCYKZ ^:^@/FOH#YKZ
^:^@/FOH#YK:7F99/I)Z_YH8M$&-./%8-6WNFJY_Y\)L8M$&- M./(9J^Z*^ MZ*^Z*^Z*^Z*^Z*<!-CG4V8V)BZ7GB0H M0K,9P_H;W"T[8D/\D,6B#&G'M=YV#&!F0A<,)+?
GON3@5MA*PBX OXOU(Q+# M VQVF5:Y>U:Y>U:Y>U:Y>U:Y>U:Y>U:Y>U:Y>U7< C*?*IA[!P1BU&F"I@\C M*MEAM4*16[>1L."R I7F2N$^1P1LEDBIVX7$'N;US$*?Y) M-
$#&G'N&I-_\RU*I5*I5*I5*I5/9)N[%3*I5*I5*I5*I5*I[[U/30^U/-]:E M4JE4JE4JE4JGN>#PK!JV]TU7/N8FTNID"F3%AB'Z;-GQ"=C"&4DRF&\82#L_ M2QQVQ1V1.!O,&. 9X-EFA]O,^O?,
M'A6#5M[IJN??!-DK@R[7QCT(AA>2Q*.2<4S<,J"8_P A-$#&G'N&K-_NW/-# MG4]-#[>9]>^8/"L&K;W35<^^B;)/?J5H.2<]Y9K!\IBOE?U>6A?_!\T0,:<
M>X:LW^[8WE>KY:'ZGIH?;S/KWS!X5@U;>Z:KGWX39(/;0G9C/E,N$8U.7?1E M@A+M;7S_,?-$#&G'N&K-_NVIYZ'ZGIH?;S/KWS!X5@U;>Z:KGWX39(K?MS8 MM\B7K2R_R T0,:
<>X:LW^[:GGH?]J>FA]O,^O?,'A6#5M[IJN?X3G1Y[9]9]9 M]9]9]9],;>YR$C1.%N/E;,HV49P@& $ 9!;_" T0,:<>X:LW^[>OKT?#0_4 M]-#[>9]>^8/"L&K;W35<_P %3'(Q0"6"*?15?55?
55?55?55?55!_%4 3'^E M>?),6SL6;%BQ8L6+&731%PBE$VS[)C;EN(>@W>*,/^0FB!C3CW#5F_W;EFAS MJ>FA]O,^O?,'A6#5M[IJN?9.8H<>XXA;BP.\YX[L8K@?\B-$#&G'N&K-
_NW+ M-#G4]-#[>9]>^8?"M1Q[IJN?9.8H<>X7PC)#S=@VL+%P0H&6-KO5NL5*X_Y$ M:(&-./< #S%)LQ,23"M#)DR9,F3)DR9,B1H448E-YNRY-H=ZGIH?;S/KWP_
M(J039NJ6_P!'RK,]'RK,]'RK,]'RK,]'RK,]'RK,]'RK,]'RK,]'RI* M.3\J6)2.PU7/LG,4./<(#*[?8||R_R,T0&VG'P;5QZGIH?;S/KWP4N5AC6?
MRK.Y5G9]=#XJYUV+:KGV3F*'MIR&,V+R(7=]A*"@XB^VG]0 M>A L'^2&AF&B46Y0WG]#0X1)5IV.$>FA]O,^NA\5L.GY,F<#ZRD^3B_#9 MH;;S/KH?%7.NQ;5<^R1H;;S/KH?
%7.NQ;5<^R'_ M "'\V\SZZ'Q5SKL6U7/LG,4./:G442)9$P1WT*DPK*6X-DM8?\.",2]%GEH; M;S/KH>S4-A/2DB636BH+>U6%:L^WX"#$T0*3THH"3U1UI@*\RZUQ0''V'4()
MSV>SZL[OQ M;-K,8;J+J!Q_+)KA 7=\O8J9 WL_('*AX1WOLA6_3OZ@I.?-O4:O@,Y'HJ5# MDIO;DD4"R3_C$02".A"N&P^*H%FY"#_ASF/4T-MYGU_( )5:S>WX& "*IS*G
M:*5L(,^0!K<[W_$I&/->TU?@9F>J2H0@;WV$\]Z[]0^*(J;)%FY]M'.D6?* MKG#I23R9U!1?).NJ793UJ+<.6+ZSZ5 :A9^GYN @$O4[?6IX5O9N0.50I M'>_*YT/O*
(SQ>A003GRRBH4F-Z\F% L\E^:U!]J (KX(45I^PA)9OBIE;M'.E#<$'Z4F['C"]*HQYGI&KT+,CU8* "1WPYL/ MR(;$*;+%6Y]J3G4BD[E>R.= ^KUI_(NJJ39,@^3UJ;8<8.?2G R@^U1RG:
>G_#(]K 8AB)(CM&LR. UC%G:4 M@& 2MK-[?^Q_P#_V@ (0,# 3\A_P#"OY%MR$M&R@S>Q+2,,X2]RK&TX'S3 MMHO+T;?6TPS+=WY:K3MWUTA$])KF? M"?\ /L_L"L,6L-
0C]==S_)$ "Y4;7%WLY]?^?2[!C6%^<1UBNEHGI-PJ(PW;Y_;7<_T/PH,1W<;&9\5#)'8V_Y[Y#U_.-!W G]]=S_&1)YMIP M<:E)-_MXOGUC_GKD/7L]=S_<@D.%3R=]NMR]-
U)##C_SQR'KV>NY]B]4S8\' MOCQIKTB_JV>RY#U[/7<^V(#E:R9T_O[3>:X_\YTY#U[/7<^X$X"XC4I)M=LX;S+'CV,_K/_,7(>O9Z[GW) M-QNY]S0IMP&)_M,J8LU"YB=,_T%RX
]YGI^;@IF)]:VT62_,4S <8?8]]->AROSJ"5R.KM_PV MD&W;ZXTVIG-0\JDZ'8V?^7N0]>SUW/NK'QS#1=R.4G1IMV/-TCWIC9$L89=F M%#_P#RWR'KV>NYZ&$$*.ZIW(8)<2>9SJ)'
M_+/(>O9Z[GH@X%EV-Z/7R<5[FMJE2ZG!V_\ *_(>O9Z[GHH\$1\A^-Y3H8U) M,O\ E;D/7L]=S/7L]=S[X$J=AYQ7W97V97V97V97V97V97V97W932S>_68VXC?F MRZ/G2T$+
<_Y!>ZO9Z[GWQR1T=EJV3^YE@/3(^SJ.&8@?^/GNO(>O9Z[GWQR1T=EJV3V&&06 M?9RZ4\.$A/\ E+D/7L]=S[XY(Z.RU;)['8FH>)@^9T_Y2Y#U[/7<^^.2.CLM M6R>QD-
M7.A_Y1Y#U[/7<^^.2.CLM6R>Q@W'Z,T_\=O=N0]>SUW/OCDCH[+5LGLH5 MPOZY]?\
CP[KR'KV>NY]\O9Z[GWQR1T=EJV3VL8^%_7]>=P#71'_"N5DO>:7@>(/2EW)Z[W>DTBH('_"%R'KV> MNY]\M<'H^/.E;1OV>I;_D#D/7L]=S[XY(Z.RU;)[V@
MD.%6O%EN?)S_XR*G$A.S&TK)JR:LFK)JR:LFK)JR:@9(GLVNY]W*3ZR()5.)UZ_+<^ M3G_QC]F9W37<^[N0>W>Q*P>[2()5-.YM&W_C$U3,[HKN?
=W(;O8E8/=Y$NY]W<@]N]B5@]XD:3:M?M/_ !5PK9UXR>C)6#'Z/*W*K2.Z=O!^NX:[GW=W=V[V9/R.(W*V(F0W*/F M?%\59GD/1K-GJ6]?
^+S[0TE;,Y?)VG;Z[GW=R#V[V)V]6#_P FS2KEF0^3 MH=OKN?=W(;O8E8/]_)LT-2A[?7<^[N0>W>Q*P?\ DF:G\A')L**UN-DW'OV^ MNY]W<@]N]EA:'FI_X7FI_:?U6AW(IN0W!?
X&MJM/;W:\74[AKN?2NBT ME&:A.O8 J"6L%IJ8Q5X')=S8]ZQP6;V(*Z%CN>NY]S8M4U-3W!TM'_!>+!C4 M#)ZIQU/"H,^IXN/Z1FBCI\U=Q6MLKE3
5C^WL'U(:O'$X'MUK:KQ$^:V'.$O M[Z M[GW-B]SGP(?[UJ3>=QS63AK:A.(/RL)<"M<5KBM<5KBM<5KBM<5KBET0/9?_M /_P!;)?N[F1&8-H5E?1\UE?1\UE?1\UE?1\UE?1\UE?1\UE?
1\UE?1\UE?1\UE M?1\UE?1\UE]3.F08<%QPX?N_\?:DWG<2;&5Q -7/U_/.*G@%EKZBOJ*^HKZBB M OJ*^HKZBB#(B.AV)7+>G?^5]G[O@,H_WK4F\[E$?QOOY\T98(87K(_BEL#,9
MUUW8=^Y?H=B5RSIW_E?9^[_P ?:DWG?N7Z'8E=^Y?H=B5RSIW_E?9^[_P 8O:ZDWG?N7Z'8 MEC6:^E:XK7%:@_M:@__MM9?I/FLOTGS67Z3Y_+W-B?RWN(='?N7Z'8E1<0VN%?
2E?2J^I*^N*^N*CP] M"OJ*R'I605D% &'=-;TT-@_X%,&KP"@_G*QQC%\XXTLV=C!WHRZ3V>'QK5/Y M6J?RM4_E:I_*U3^5JG\K5/Y6J?RM4_E:I_*U3^5JG\J!2_K+OW+]#L2N6=._
MZWIH;!_P(7.6L;*7=V7RV_A 2P:9/;GH]EA?;6"M-Y[3R;=IJG'OW+]#L2N6 M=._ZWI_Q0GVW(2U./-X^GS%8M#%%<7B^V'YPNX5BB@<%:.R9[^:?(]IJG'OW+ M]#L2N6=._P"MZ?'\$Q
"76%Z'W'0]:X$Z(_6678G#:]O/M+FW'G]CS[35./? MN7Z'8E_FAC1;_JDGYN^D4LLN/;?62W[35./?N7Z'8 MEX1O=H-4X]^Y?H=B5RSIW_6]-
M#'^_3^Z.+:^1UR_2_NS]WIAY/<5&HP>TU3CW[E?^AV)7+.G?[?]3TT.?]ICHD5A MCWV^>/YD=W<6_P NL5C=Q[C-=XY1[]I,N[!CM,J^FI^FI^FI^FI^FI^FI
M^FI^FI^FI^FI^FI^FI^FI^FI^FI^FI^FI^FI^FI^FI^FI^FI^FI^FI M^FI^FI"L,,<;&2U"H5"H5"H5"H4"N2].RL-ACTK/>GPK/>GPK/>GPK/>GPK/
M>GPK/>GPK/>GPK/>GPK/>GPK/>GPK/>GPK/>GPK/>GPK/>GPK/>GPK/>GPK/>GPK/ M>GPK/>GPK/>GPK/>GPT/3!HQ_P!1V5O6./H=?T7A7G8ZY=RFW(>IGV[3DCH_ M$U-34U-34U-
34U-34U-34U-34U-34U-34U-3^,'8EZF.AC_?9]V9 MXF[\?HY=C=;GX=M)BA(>XC Q3V.TY(Z._8.Q*YUV1K3<]U,=#&AI]?\ 584- MH]GKR']H



M]TSQ0\4K7Q+X3T=K4D:YI6G7J2RW:Q8R\4_[V51C,BQ @'JR#[.1"D7S,]SRBHC."W M/V@JJBA$4 8 X K!\.?"GX7>#_ !!>>+/"/PVT#2]5U'/]H:GIVCP07%SD MY/F2(H9\GGDGF@#YS_X*=>#_ !)\/]+\'_MY_##3'G\1_!O5_M>K6MOP^I>' MY\1W]N?
7"'>">$42L.36M:?"#XB_%+]A'XDWMM:26?CKXR:!J^L/;3N$D@D0 M+0Q6%B[$_*8K1+6V;G 9';05CQ[_ ,->?M!_$S7_ -G7QE^S]I?AKX6-JT'V MSQVWBJ.XFUS2499)+..S1=ZM<[?*D9RJQQ/*!N8J:^C0 !@# '04 ?(?[%G[M1?PEN/\ @F-F-
:V0CS6K32[GP%X,G\.^--"U.18KJQN;2)[PH ^6O^"B6L MZ/8_M8?LJI>:I;Q,_P 2[ED$DR@E3!&@(R>A9E7ZL!WKF/V=_BWX:_9F_P"" MF'Q^^''[17B2U\.S?$6ZT07?!>LZW<+;VNI6D,,L9A2:0A2R"14"YZQ2 =.? MK^[^#?PAU
QF_P#A5X;G,,*Q0^=H=NVR-?NH,IPH[<"I_%_PM^&7Q!M;2Q\ M??#K0=<@L'WV$.L:1#)0&7A7P:MB_BK7[6P&IZG#IVGFZE"_: M+N4D1PIGJ[$' [XK3KX:_P""H?@CXH_M/V/BJ'X.>(KRS/P TRU\2VPLC_Q^ M^(R4NA%T.7MM/1I% P2]_$.<$4 ???
LI_'O1/VG0V=O"7QVT+RU3Q#H\ MPZ'K]IJ:%87M(%FF6:%D# M+]Y0NTL#G/&"*S]<_:ZUS6/BAX_^%'P,^$?_ E6H?#&QM9_%DE_KPTY&FN8 M7GBM;7]S*9Y3&A)+>7&"0-^_C/\?_ 3^U9_P2E\>_'OP'9W4.D^^(?A=K MDL%MJ$:B:"2*"XBDC8
D926)QD'!V@CK7H7[!_\ R9%\'O\ LF&@_P#IO@H M]7HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH Y;XV?&+P/\
?A7KGQ M?^(NK16>DZ#ITMU<-)(%:4JI*Q)G[TCD!54-_L_LL:YJ'PKM?'6O_ M +07C2RUKQNS>(_$]0X$/"? MC&UCL?%WA?3M5ABDWQ0ZE91SJC8(W ." <$C/04NA>'M \+Z:FC>&=#L].LX MR3':V-LD,:DG)(5 ,GDT ?#/_!-GQ;X:_9'_:T^+/\ P37U?
QG#+IUEK*Z_ M\.WNKM"\D-Q%&\UGD8!E1&A.P 9*3L% IO[&7[4WPQ 8X^,0QM 9@_:P\960 M@_59OBCJ?BB00-7U]S#;ZQ87S*4D24C:6Q&K8)R?,*C)C8#[0'P;^$(O0[4'P MJ\-_:?\W[1_8=0YGF9SOW;;[YZYJ;Q?\ "WX8_$&\L]\I>_#G0=;N--.?=
MI\^KZ1#@75OH,0B+2 MKC2;B>V>-[NP74;=5O3$RAHXY&+,F1EHVC>$M, MET-K?[.VC2V$;6AA_P">9A*[-O\ LXQ0!\5?MA?M'_ KQ+^W=^^RYXG\._%;0 M[_1M)\0^(8)0U^TU&.33H9)[&W2.(W2GR3)EDR@8LHDC+ ;USM6'[40@'XN? MM,??
&OXG+X,L?!FI6^FZ%X)TN^>QU#Q4S0G%X[P8NKXN=B16T!VE'4.D MN]:^LM*^&'PUT)=*71/AYH=F-!CECT,6NDPQ_P!G)+CS%@VJ/)#[5W!,;MHS MG%3OX%\$2^+$\>R>#M*;78X/(CUIM/B-VL7/R";;O"\GC..: /SV_9$^(7@F M_P#^"!GBBWPI9^)[.34-
#^'_BF'6+9)039RW%UJ#012'HLCJZ,$)W$2(<8=2? ML+]@6]M+_P#8=^$$UE=1S(0PUT2-FC<, Z6,2.0'<,I!'8@BN_;X7_#1]"_X M1=_AWH1TS[4UU_9QTB'R//;.Z7R]NW>=S9;&3D\\U>\.>%/"_@^Q;3/"7ANP MTNV>4R0;Z=9I C.0 6*H "<*!GK@#TH
0T444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444
M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
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[PMK_Q,^SW^FWDM MK>P?V+>0Y&BG%+7N?>7_ WS^R9_T5?_ ,H5 M_P#_ !BC_A0G]DS_ **0_P"4*_\ _C%?FY17Y;_Q&'B;_GS1_P# 9_\ RP\[M^U,1V7X_YGZP?"[XN_#SXT>'Y0%/PT\0_P!I6%O>-:RS_9)H=LRHCE=LJ*Q^ M5U.0,<]>#725\W?\$N0^2
[illegible]

Cover Page - USD ($) $ in Millions | 12 Months Ended

Dec. 31, 2024

Jan. 17, 2025

Jun. 28, 2024

Document Information [Line Items] Document Type 10-K Document Annual Report true Document Period End Date Dec. 31, 2024 Current Fiscal Year End Date --12-31 Document Transition Report false Entity File Number 1-9513 Entity Registrant Name CMS ENERGY CORPORATION Entity Tax Identification Number 38-2726431 Entity Incorporation, State or Country Code MI Entity Address, Address Line One One Energy Plaza Entity Address, City or Town Jackson Entity Address, State or Province MI Entity Address, Postal Zip Code 49201 City Area Code 517 Local Phone Number 788-0550 Entity Well-known Seasoned Issuer Yes Entity Voluntary Filer No 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 ICFR Auditor Attestation Flag true Document Financial Statement Error Correction [Flag] false Entity Shell Company false Entity Public Float $ 17,701 Entity Common Stock, Shares Outstanding 298,794,638 Documents Incorporated by Reference CMS Energy’s and Consumers’ proxy statement relating to their 2025 Annual Meetings of Shareholders to be held May 2, 2025. Entity Central Index Key 0000811156 Document Fiscal Year Focus 2024 Document Fiscal Period Focus FY Amendment Flag false Consumers Energy Company Document Information [Line Items] Entity File Number 1-5611 Entity Registrant Name CONSUMERS ENERGY COMPANY Entity Tax Identification Number 38-0442310 Entity Incorporation, State or Country Code MI Entity Address, Address Line One One Energy Plaza Entity Address, City or Town Jackson Entity Address, State or Province MI Entity Address, Postal Zip Code 49201 City Area Code 517 Local Phone Number 788-0550 Entity Well-known Seasoned Issuer Yes Entity Voluntary Filer No Entity Current Reporting Status Yes Entity Interactive Data Current Yes Entity Filer Category Non-accelerated Filer Entity Small Business false Entity Emerging Growth Company false ICFR Auditor Attestation Flag true Document Financial Statement Error Correction [Flag] false Entity Shell Company false Entity Common Stock, Shares Outstanding 84,108,789 Entity Central Index Key 0000201533 CMS Energy Corporation Common Stock, $0.01 par value Document Information [Line Items] Title of 12(b) Security CMS Energy Corporation Common Stock Trading Symbol CMS Security Exchange Name NYSE 5.625% Junior Subordinated Notes Due 2078 Document Information [Line Items] Title of 12(b) Security CMS Energy Corporation 5.625% Junior Subordinated Notes due 2078 Trading Symbol CMSA Security Exchange Name NYSE 5.875% Junior Subordinated Notes Due 2078 Document Information [Line Items] Title of 12(b) Security CMS Energy Corporation 5.875% Junior Subordinated Notes due 2078 Trading Symbol CMSC Security Exchange Name NYSE 5.875% Junior Subordinated Notes Due 2079 Document Information [Line Items] Title of 12(b) Security CMS Energy Corporation 5.875% Junior Subordinated Notes due 2079 Trading Symbol CMSD Security Exchange Name NYSE CMS Energy Corporation Depositary Shares, each representing a 1/1,000th interest in a share of 4.200% Cumulative Redeemable Perpetual Preferred Stock, Series C Document Information [Line Items] Title of 12(b) Security CMS Energy Corporation Depositary Shares Trading Symbol CMS PRC Security Exchange Name NYSE Consumers Energy Company Cumulative Preferred Stock, $100 par value: $4.50 Series Document Information [Line Items] Title of 12(b) Security Consumers Energy Company Cumulative Preferred Stock, $100 par value: $4.50 Series Trading Symbol CMS-PB Security Exchange Name NYSE

- Definition

Boolean flag that is true when the XBRL content amends previously-filed or accepted submission.

+ References

No definition available.

+ Details

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

- Definition

Area code of city

+ References

No definition available.

+ Details

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

- Definition

End date of current fiscal year in the format --MM-DD.

+ References

No definition available.

+ Details

Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration

- Definition

Boolean flag that is true only for a form used as an annual report.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

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

- Definition

Indicates whether any of the financial statement period in the filing include a restatement due to error correction.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection wReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 4: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

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

- Definition

Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY.

+ References

No definition available.

+ Details

Name:dei_DocumentFiscalPeriodFocus Namespace Prefix:dei_ Data Type:dei:fiscalPeriodItemType Balance Type:na Period Type:duration

- Definition

This is focus fiscal year of the document report in YYYY format. 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.

+ References

No definition available.

+ Details

Name:dei_DocumentFiscalYearFocus Namespace Prefix:dei_ Data Type:xbrli:gYearItemType Balance Type:na Period Type:duration

- Definition

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

+ References

No definition available.

+ Details

Name:dei_DocumentInformationLineItems Namespace Prefix:dei_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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. The format of the date is YYYY-MM-DD.

+ References

No definition available.

+ Details

Name:dei_DocumentPeriodEndDate Namespace Prefix:dei_ Data Type:xbrli:dateItemType Balance Type:na Period Type:duration

- Definition

Boolean flag that is true only for a form used as a transition report.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1

+ Details

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

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

Documents incorporated by reference.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-23

+ Details

Name:dei_DocumentsIncorporatedByReferenceTextBlock Namespace Prefix:dei_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

Name of the City or Town

+ References

No definition available.

+ Details

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

- Definition

Code for the postal or zip code

+ References

No definition available.

+ Details

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

- Definition

Name of the state or province.

+ References

No definition available.

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument.

+ References

No definition available.

+ Details

Name:dei_EntityCommonStockSharesOutstanding Namespace Prefix:dei_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure.

+ References

No definition available.

+ Details

Name:dei_EntityCurrentReportingStatus Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- Definition

Indicate if registrant meets the emerging growth company criteria.

+ References

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

+ Details

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

- Definition

Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen.

+ References

No definition available.

+ Details

Name:dei_EntityFileNumber Namespace Prefix:dei_ Data Type:dei:fileNumberItemType Balance Type:na Period Type:duration

- Definition

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

+ References

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

+ Details

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

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405

+ Details

Name:dei_EntityInteractiveDataCurrent Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- Definition

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

+ References

No definition available.

+ Details

Name:dei_EntityPublicFloat Namespace Prefix:dei_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

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

+ References

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

+ Details

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

- Definition

Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.

+ References

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

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

+ References

No definition available.

+ Details

Name:dei_EntityVoluntaryFilers Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- Definition

Indicate 'Yes' or 'No' if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Securities Act -Number 230 -Section 405

+ Details

Name:dei_EntityWellKnownSeasonedIssuer Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

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

- Definition

local phone number for entity.

+ References

No definition available.

+ Details
Name:dei_LocalPhoneNumber Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Title of a 12(b) registered security.

+ References

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

+ Details
Name:dei_Security12bTitle Namespace Prefix:dei_ Data Type:dei:securityTitleItemType Balance Type:na Period Type:duration

- Definition

Name of the Exchange on which a security is registered.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1

+ Details
Name:dei_SecurityExchangeName Namespace Prefix:dei_ Data Type:dei:edgarExchangeCodeItemType Balance Type:na Period Type:duration

- Definition

Trading symbol of an instrument as listed on an exchange.

+ References

No definition available.

+ Details
Name:dei_TradingSymbol Namespace Prefix:dei_ Data Type:dei:tradingSymbolItemType Balance Type:na Period Type:duration

- Details
Name:dei_LegalEntityAxis=cms_ConsumersEnergyCompanyMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=cms_A5.625JuniorSubordinatedNotesDue2078Member Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=cms_A5.875JuniorSubordinatedNotesDue2078Member Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=cms_A5.875JuniorSubordinatedNotesDue2079Member Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=cms_SeriesCPreferredStockDepositarySharesMember Namespace Prefix: Data Type:na Balance Type: Period Type:

- Details
Name:us-gaap_StatementClassOfStockAxis=us-gaap_CumulativePreferredStockMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 32 R2.htm IDEA: XBRL DOCUMENT
Audit Information 12 Months Ended
Dec. 31, 2024
Document Information [Line Items] Auditor Firm ID238Auditor NamePricewaterhouseCoopers LLPAuditor LocationDetroit, MichiganConsumers Energy Company Document Information [Line Items] Auditor Firm ID238
Auditor NamePricewaterhouseCoopers LLPAuditor LocationDetroit, Michigan

- Definition

PCAOB issued Audit Firm Identifier

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details
Name:dei_AuditorFirmId Namespace Prefix:dei_ Data Type:dei:nonemptySequenceNumberItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

Name:dei_AuditorLocation Namespace Prefix:dei_ Data Type:dei:internationalNameItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

Name:dei_AuditorName Namespace Prefix:dei_ Data Type:dei:internationalNameItemType Balance Type:na Period Type:duration

- Definition

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

+ References

No definition available.

+ Details

Name:dei_DocumentInformationLineItems Namespace Prefix:dei_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Details

Name:dei_LegalEntityAxis=cms_ConsumersEnergyCompanyMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 33 R3.htm IDEA: XBRL DOCUMENT

?Q61Y_%9'G\5D>?Q61Y_%9'G\5D>?Q1AG>ZOF)%*ONRRI=${8W;^OKU_MZ]0=__V',%!.1J$DBZX-:ZW]'G?V)Q.M:OWG=A0^5?OB<3KGK]Y7.]6CDDU_M"$(F.X$<4C5M[(