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STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549Form 10-Qâ˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the Quarterly Period Ended SeptemberÂ 30, 2024ORâ˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the Transition Period from _____ to _____COMMISSION FILE NUMBER 001-38661Elanco Animal Health Incorporated(Exact name of Registrant as specified in its charter)INDIANAÂ 82-5497352(State or other jurisdiction ofÂ (I.R.S. Employerincorporation or organization)Â Identification No.)2500 INNOVATION WAY, GREENFIELD, INDIANA 46140(Address and zip code of principal executive offices)Registrantâ€™s telephone number, including area code (877)Â 352-6261Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon stock, no par valueELANNew York Stock ExchangeIndicate 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 12 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 90 days. Yes â˜’ No â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of a â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and "emerging growth company" in Rule 12b-2 of the Exchange Act. Large accelerated filerâ˜’AcceleratedÂ filerâ˜Non-accelerated filerâ˜Smaller reporting 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 Section 13(a) of the Exchange Act. â˜Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Yes â˜ No â˜’The number of shares of common stock outstanding as of November 4, 2024 was 494,352,808.ELANCO ANIMAL HEALTH INCORPORATEDFORM 10-Q FOR THE QUARTER ENDED SEPTEMBERÂ 30, 2024 TABLE OF CONTENTSPART 1. Financial InformationItem 1.FINANCIAL STATEMENTSCONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)4CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)5CONDENSED CONSOLIDATED BALANCE SHEETS6CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (UNAUDITED)7CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)8NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)9Item 2.MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSOVERVIEW22RESULTS OF OPERATIONS23SUMMARY OF CHANGES24LIQUIDITY AND CAPITAL RESOURCES28Item 3.QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK30Item 4.CONTROLS AND PROCEDURES30PART II. Other InformationItem 1.LEGAL PROCEEDINGS31Item 1A.RISK FACTORS31Item 2.UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS32Item 3.DEFAULTS UPON SENIOR SECURITIES32Item 4.MINE SAFETY DISCLOSURES32Item 5.OTHER INFORMATION32Item 6.EXHIBITS33SIGNATURES342024 Q3 Form 10-Q | 1Table of ContentsFORWARD-LOOKING STATEMENTS AND RISK FACTOR SUMMARYThis Quarterly Report on Form 10-Q (Form 10-Q) includes forward-looking statements within the meaning of the federal securities laws. These forward-looking statements include, without limitation, statements concerning the impact on Elanco Animal Health Incorporated and its subsidiaries (collectively, Elanco, the Company, we, us or our) caused by the integration of business acquisitions, expected synergies and cost savings, product launches, global macroeconomic conditions, expectations relating to liquidity and sources of capital, our expected compliance with debt covenants, cost savings, expenses and reserves relating to restructuring actions, our industry and our operations, performance and financial condition, and including, in particular, statements relating to our business, growth strategies, distribution strategies, product development efforts and future expenses.Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, our actual results may differ materially from those contemplated by the forward-looking statements. Important risk factors that could cause actual results to differ materially from those in the forward-looking statements include regional, national or global political, economic, business, competitive, market and regulatory conditions, including but not limited to the following:â€¢operating in a highly competitive industry; â€¢the success of our research and development (R&D) and licensing efforts; â€¢the impact of disruptive innovations and advances in veterinary medical practices, animal health technologies and alternatives to animal-derived protein; â€¢competition from generic products that may be viewed as more cost-effective;â€¢changes in regulatory restrictions on the use of antibiotics in farm animals; â€¢an outbreak of infectious disease carried by farm animals;â€¢risks related to the evaluation of animals;â€¢consolidation of our customers and distributors;â€¢the impact of increased or decreased sales into our distribution channels resulting in fluctuations in our revenues;â€¢our dependence on the success of our top products;â€¢our ability to complete acquisitions and divestitures and to successfully integrate the businesses we acquire;â€¢our ability to implement our business strategies or achieve targeted cost efficiencies and gross margin improvements; â€¢manufacturing problems and capacity imbalances, including at our contract manufacturers;â€¢fluctuations in inventory levels in our distribution channels;â€¢risks related to the use of artificial intelligence (AI) in our business;â€¢our dependence on sophisticated information technology systems and infrastructure, including the use of third-party, cloud-based technologies, and the impact of outages or breaches of the information technology systems and infrastructure we rely on;â€¢the impact of weather conditions, including those related to climate change, and the availability of natural resources; â€¢demand, supply and operational challenges associated with the effects of a human disease outbreak, epidemic, pandemic or other widespread public health concern; â€¢the loss of key personnel or highly skilled employees;â€¢adverse effects of labor disputes, strikes and/or work stoppages;â€¢the effect of our substantial indebtedness on our business, including restrictions in our debt agreements that limit our operating flexibility and changes in our credit ratings that lead to higher borrowing expenses and may restrict access to credit;â€¢changes in interest rates that may adversely affect our earnings and cash flows;â€¢risks related to the write-down of

goodwill or identifiable intangible assets; â€¢the lack of availability or significant increases in the cost of raw materials;â€¢risks related to our presence in foreign markets;â€¢risks related to foreign currency exchange rate fluctuations;â€¢risks related to underfunded pension plan liabilities; 2024 Q3 Form 10-Q | 2Table of Contentsâ€¢our current plan not to pay dividends and restrictions on our ability to pay dividends;â€¢the potential impact that actions by activist shareholders could have on the pursuit of our business strategies;â€¢risks related to tax expense or exposure;â€¢actions by regulatory bodies, including as a result of their interpretation of studies on product safety;â€¢the possible slowing or cessation of acceptance and/or adoption of our farm animal sustainability initiatives;â€¢the impact of increased regulation or decreased governmental financial support related to the raising, processing or consumption of farm animals;â€¢risks related to the modification of foreign trade policy;â€¢the impact of litigation, regulatory investigations and other legal matters, including the risk to our reputation and the risk that our insurance policies may be insufficient to protect us from the impact of such matters;â€¢challenges to our intellectual property rights or our alleged violation of rights of others;â€¢misuse, off-label or counterfeiting use of our products;â€¢unanticipated safety, quality or efficacy concerns and the impact of identified concerns associated with our products; â€¢insufficient insurance coverage against hazards and claims;â€¢compliance with privacy laws and security of information; andâ€¢risks related to environmental, health and safety laws and regulations.See Item 1A, â€œRisk Factors,â€ of Part I of our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023, filed with the United States (U.S.) Securities and Exchange Commission (SEC) (2023 Form 10-K), and Part II of this Form 10-Q, for a further description of these and other factors. Although we have attempted to identify important risk factors, there may be other risk factors not presently known to us or that we presently believe are not material that could cause actual results and developments to differ materially from those made in or suggested by the forward-looking statements contained in this quarterly report. If any of these risks materialize, or if any of the above assumptions underlying forward-looking statements prove incorrect, actual results and developments may differ materially from those made in or suggested by the forward-looking statements contained in this quarterly report. We caution you against relying on any forward-looking statements, which should also be read in conjunction with the other cautionary statements that are included elsewhere in this quarterly report. Any forward-looking statement made by us in this quarterly report speaks only as of the date hereof. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update or to revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law. 2024 Q3 Form 10-Q | 3Table of ContentsPART IITEM 1. FINANCIAL STATEMENTSElanco Animal Health IncorporatedCondensed Consolidated Statements of Operations (Unaudited)(in millions, except per-share data)Â Three Months Ended September 30,Nine Months Ended September 30,Â 20242023202420232024Revenue$1,030Â $1,068Â $3,419Â $3,382Â Costs, expenses and other:Cost of sales492Â 487Â 1,502Â 1,415Â Research and development87Â 86Â 263Â 248Â Marketing, selling and administrative323Â 313Â 1,014Â 993Â Amortization of intangible assets133Â 140Â 397Â 410Â Asset impairment, restructuring and other special charges17Â 16Â 143Â 91Â Goodwill impairmentâ€”Â 1,042Â â€”Â 1,042Â Gain on divestiture(640)â€”Â (640)â€”Â Interest expense, net of capitalized interest58Â 72Â 189Â 210Â Other expense, net1Â 9Â 12Â 41Â 471Â 2,165Â 2,880Â 4,450Â Income (loss) before income taxes559Â (1,097)539Â (1,068)Income tax expense (benefit)195Â (1)193Â 22Â Net income (loss)$364Â $(1,096)$346Â $(1,090)Earnings (loss) per share:Basic $0.74Â (2.22)0.70Â $(2.21)Diluted$0.73Â (2.22)0.70Â $(2.21)Weighted-average shares outstanding:Basic494.3Â 492.7Â 493.9Â 492.1Â Diluted497.7Â 492.7Â 496.9Â 492.1Â See accompanying notes to condensed consolidated financial statements. 2024 Q3 Form 10-Q | 4Table of ContentsElanco Animal Health IncorporatedCondensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited)(in millions)Three Months Ended September 30,Nine Months Ended September 30,2024202320242023Net income (loss)$364Â $(1,096)$346Â $(1,090)Other comprehensive income (loss):Cash flow hedges, net of taxes(81)â€”Â (58)(19)Foreign currency translation, net of taxes283Â (197)(10)(65)Defined benefit plans, net of taxes1Â (4)(5)(6)Other comprehensive income (loss), net of taxes203Â (201)(73)(90)Comprehensive income (loss)$567Â $(1,297)$273Â $(1,180)See accompanying notes to condensed consolidated financial statements.2024 Q3 Form 10-Q | 5Table of ContentsElanco Animal Health IncorporatedCondensed Consolidated Balance Sheets(in millions, except share data)September 30, 2024December 31, 2023(Unaudited)AssetsÂ Current AssetsCash and cash equivalents$490Â $352Â Accounts receivable, net840Â 842Â Other receivables64Â 168Â Inventories1,632Â 1,735Â Prepaid expenses and other340Â 310Â Total current assets3,366Â 3,407Â Noncurrent AssetsGoodwill4,625Â 5,094Â Other intangibles, net4,011Â 4,494Â Other noncurrent assets302Â 341Â Property and equipment, net979Â 1,026Â Total assets$13,283Â $14,362Â Liabilities and EquityCurrent LiabilitiesAccounts payable$259Â $270Â Sales rebates and discounts333Â 367Â Current portion of long-term debt44Â 38Â Other current liabilities685Â 566Â Total current liabilities1,321Â 1,241Â Noncurrent LiabilitiesLong-term debt4,313Â 5,736Â Deferred taxes539Â 567Â Other noncurrent liabilities587Â 595Â Total liabilities6,760Â 8,139Â Commitments and ContingenciesEquityCommon stock, no par value, 5,000,000,000 shares authorized, 494,333,072 and 492,845,216 shares issued and outstanding as of September 30, 2024 and DecemberÂ 31, 2023, respectivelyâ€”Â â€”Â Additional paid-in capital8,804Â 8,777Â Accumulated deficit(1,942)(2,288)Accumulated other comprehensive loss(339)(266)Total equity6,523Â 6,223Â Total liabilities and equity$13,283Â $14,362Â See accompanying notes to condensed consolidated financial statements.2024 Q3 Form 10-Q | 6Table of ContentsElanco Animal Health IncorporatedCondensed Consolidated Statements of Equity (Unaudited)(in millions)Common StockAccumulated Other Comprehensive LossSharesAmountAdditional Paid-in CapitalAccumulated DeficitCash Flow HedgesForeign Currency TranslationDefined Benefit PlansTotalTotal EquityDecemberÂ 31, 2022474.2Â $â€”Â $8,738Â $(1,057)$182Â (672)98Â (392)7,289Â Net incomeâ€”Â â€”Â â€”Â 103Â â€”Â â€”Â â€”Â 103Â Other comprehensive income (loss), net of taxâ€”Â â€”Â â€”Â (48)130Â â€”Â 82Â 82Â Stock-based compensation activity, net1.0Â â€”Â 6Â â€”Â â€”Â â€”Â 6Â Conversion of tangible equity units (TEUs) into common stock17.2Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â March 31, 2023492.4Â â€”Â 8,744Â (954)134Â (542)98Â (310)7,480Â Net lossâ€”Â â€”Â â€”Â (97)â€”Â â€”Â â€”Â (97)Other comprehensive income (loss), net of taxâ€”Â â€”Â â€”Â â€”Â 29Â 2Â (2)29Â 29Â Stock-based compensation activity, net0.2Â â€”Â 8Â â€”Â â€”Â â€”Â â€”Â 8Â June 30, 2023492.6Â â€”Â 8,752Â (1,051)163Â (540)96Â (281)7,420Â Net lossâ€”Â â€”Â â€”Â (1,096)â€”Â â€”Â â€”Â (1,096)Other comprehensive income (loss), net of taxâ€”Â â€”Â â€”Â â€”Â (197)(4)(201)(201)Stock-based compensation activity, net0.1Â â€”Â 11Â â€”Â â€”Â â€”Â â€”Â 11Â September 30, 2023492.7Â $â€”Â $8,763Â $(2,147)$163Â (737)92Â (482)6,134Â DecemberÂ 31, 2023492.8Â $â€”Â $8,777Â $(2,288)$57Â (379)56Â (266)6,223Â Net incomeâ€”Â â€”Â â€”Â 32Â â€”Â â€”Â â€”Â â€”Â 32Â Other comprehensive (loss) income, net of taxâ€”Â â€”Â â€”Â â€”Â 32Â (227)(4)(199)(199)Stock-based compensation activity, net1.2Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â March 31, 2024494.0Â â€”Â 8,777Â (2,256)89Â (606)52Â (465)6,056Â Net lossâ€”Â â€”Â â€”Â (50)â€”Â â€”Â â€”Â â€”Â (50)Other comprehensive loss, net of taxâ€”Â â€”Â â€”Â â€”Â (9)(66)(2)(77)(77)Stock-based compensation activity, net0.2Â â€”Â 13Â â€”Â â€”Â â€”Â â€”Â â€”Â 13Â June 30, 2024494.2Â â€”Â 8,790Â (2,306)80Â (672)50Â (542)5,942Â Net incomeâ€”Â â€”Â â€”Â 364Â â€”Â â€”Â â€”Â â€”Â 364Â Other comprehensive income (loss), net of taxâ€”Â â€”Â â€”Â â€”Â (81)283Â 1Â 203Â 203Â Stock-based compensation activity, net0.1Â â€”Â 14Â â€”Â â€”Â â€”Â â€”Â 14Â September 30, 2024494.3Â $â€”Â $8,804Â $(1,942)$(1)(389)51Â (339)6,523Â See accompanying notes to condensed consolidated financial statements.2024 Q3 Form 10-Q | 7Table of ContentsElanco Animal Health IncorporatedCondensed Consolidated Statements of Cash Flows (Unaudited)(in millions)Nine Months Ended September 30,Â 20242023Cash Flows from Operating ActivitiesNet income (loss)$346Â $(1,090)Adjustments to reconcile net income (loss) to cash flows from operating activities:Depreciation and amortization498Â 523Â Goodwill impairment â€”Â 1,042Â Stock-based compensation expense40Â 31Â Asset impairment and write-down charges76Â 5Â Gain on divestiture(640)â€”Â Proceeds from interest rate swap settlements5Â 57Â Changes in operating assets and liabilities, net of acquisitions and divestitures93Â (446)Other non-cash operating activities, net(54)(8)Net Cash Provided by Operating Activities364Â 114Â Cash Flows from Investing ActivitiesNet purchases of property and equipment and software(100)(99)Cash paid for acquisitions(5)(19)Proceeds from business divestitures1,294Â â€”Â Proceeds from previous sale of Shawnee and Speke facilities (see Note 4)66Â â€”Â Purchases of intangible assets(8)(14)Other investing activities, net1Â (2)Net Cash Provided by (Used for) Investing Activities1,248Â (134)Cash Flows from Financing ActivitiesProceeds from Revolving Credit Facility50Â 350Â Repayments of Revolving Credit Facility(250)(53)Proceeds from Securitization Facility170Â 250Â Repayments of Securitization Facility(170)(97)Proceeds from issuance of long-term debt350Â â€”Â Repayments of long-term borrowings(1,587)(388)Other financing activities, net(23)(6)Net Cash (Used for) Provided by Financing Activities(1,460)56Â Effect of exchange rate changes on cash and cash equivalents(14)(12)Net increase in cash and cash equivalents138Â 24Â Cash and cash equivalents â€“ beginning of period352Â 345Â Cash and cash equivalents â€“ end of period$490Â $369Â See accompanying notes to condensed consolidated financial statements.2024 Q3 Form 10-Q | 8Table of ContentsElanco Animal Health IncorporatedNotes to Condensed Consolidated Financial Statements (Unaudited)(Tables present dollars and shares in millions, except per-share and per-unit data)Note 1. Basis of Presentation and Summary of Significant Accounting PoliciesWe have prepared the accompanying unaudited condensed consolidated financial statements in accordance with the SEC requirements for interim reporting. As permitted under those rules, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the U.S. (GAAP) have been condensed or omitted. The information included in this Form 10-Q should be read in conjunction with our consolidated financial statements and accompanying notes for the year ended DecemberÂ 31, 2023, included in our 2023 Form 10-K. In addition, results for interim periods should not be considered indicative of results for any other interim period or for the full year ending DecemberÂ 31, 2024, or any other future period. In our opinion, the financial statements reflect all adjustments (including those that are normal and recurring) that are necessary for fair presentation of the results of operations for the periods shown. In preparing financial statements in conformity with GAAP, we must make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from those estimates. Certain reclassifications of prior year information have been made to conform to the current year's presentation.The significant accounting policies set forth in Note 2 to the consolidated financial statements in our 2023 Form 10-K and the footnotes herein appropriately represent, in all material respects, the current status of our accounting policies.Note 2. New Financial Accounting Pronouncements The following table provides a brief description of accounting standards applicable to us that we have not yet adopted:StandardDescriptionEffective DateEffect on the Financial Statements or Other Significant MattersASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment DisclosuresASU 2023-07 is intended to improve disclosure requirements related to reportable segments, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker (CODM) for purposes of assessing a segment's profit or loss and deciding how to allocate resources. This new standard applies to all public entities, including entities, like us, with a single reportable segment.This new standard is effective for fiscal years beginning after December 31, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. Adoption requires retrospective application.We are currently assessing the impact ASU 2023-07 will have on our consolidated financial statements, including our footnote disclosures.ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax DisclosuresASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures by enhancing information about how an entity's operations and related tax risks and its tax planning and operational opportunities affect its tax rate and prospects for future cash flows.The guidance is effective for fiscal years beginning after December 31, 2024, with early adoption permitted. Adoption allows for prospective application, with retrospective application permitted.We are currently assessing the impact ASU 2023-09 will have on our consolidated financial statements, including our Income Taxes footnote disclosure.2024 Q3 Form 10-Q | 9Table of ContentsStandardDescriptionEffective DateEffect on the Financial Statements or Other Significant MattersASU 2024-03, Income Statementâ€”Reporting Comprehensive Incomeâ€”Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement ExpensesIn November 2024, the FASB issued ASU 2024-03, which is intended to provide more detailed information about specified categories of expenses (purchases of inventory, employee compensation, depreciation and amortization) included in certain expense captions presented on the face of our consolidated income statements.This new standard is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments may be applied either (1) prospectively to financial statements issued for periods after the effective date of this ASU or (2) retrospectively to all prior periods presented in the consolidated financial statements. We are currently assessing the impact ASU 2024-03 will have on our consolidated financial statements, including our footnote disclosures.Note 3. Revenue We recognize revenue primarily from product sales to customers. Revenue from sales of products is recognized at the point where the customer obtains control of the goods and we satisfy our performance obligations, which is generally once the goods have been shipped and the customer has assumed title. For contract manufacturing organization (CMO) arrangements, we recognize revenue over time or at a point in time depending on our evaluation of when the customer obtains control of the promised goods or services.Provisions for sales rebates and discounts are recorded as a reduction to revenue in the period the related sales are recognized and are based on specific agreements. In determining the appropriate accrual amount, we consider our historical experience with similar incentive programs, current sales data and estimates of inventory levels at our channel distributors. The following table summarizes the activity in our global sales rebates and discounts liability:Nine Months Ended September 30,20242023Beginning balance$367Â $324Â Reduction of revenue620Â 558Â Payments(656)(522)Foreign currency translation adjustments2Â (4)Ending balance$333Â $356Â Adjustments to revenue recognized due to changes in estimates for products shipped in previous periods were not material for either the nine months ended September 30, 2024 or 2023. Actual global product returns were approximately 1% of net revenue for the nine months ended September 30, 2024 and 2023. 2024 Q3 Form 10-Q | 10Table of ContentsDisaggregation of Revenue The following table summarizes our revenue disaggregated by product category:Three Months Ended September 30,Nine Months Ended September 30,2024202320242023Pet Health$486Â $495Â $1,704Â $1,688Â Farm Animal:Cattle253Â 242Â 754Â 700Â Poultry188Â 184Â 583Â 545Â Swine88Â 93Â 262Â 284Â Aqua1Â 42Â 81Â 132Â Total Farm Animal530Â 561Â 1,680Â 1,661Â Contract Manufacturing (1) 14Â 12Â 35Â 33Â Revenue$1,030Â $1,068Â $3,419Â $3,382Â (1)Represents revenue from arrangements in which we manufacture products on behalf of a

third party. The following table summarizes our revenue disaggregated by geographic area: Three Months Ended September 30,Nine Months Ended September 30,2024202320242023United States$487Â $479Â $1,561Â $1,522Â International543Â 589Â 1,858Â 1,860Â Revenue$1,030Â $1,068Â $3,419Â $3,382Â We have a single customer that accounted for approximately 11% and 10% of revenue for the nine months ended September 30, 2024 and 2023, respectively. Product sales with this customer resulted in accounts receivable of $91 million and $78 million at September 30, 2024 and DecemberÂ 31, 2023, respectively.Note 4. Acquisitions, Divestitures and Other ArrangementsAcquisitionsDuring 2023, we completed the acquisitions of certain U.S. marketed products, pipeline products, inventory and an assembled workforce from NutriQuest, LLC (NutriQuest) and certain assets including inventory and distribution rights for certain marketed products from NutriQuest Nutricao Animal Ltda (NutriQuest Brazil). Each of these transactions was accounted for as a business combination under the acquisition method of accounting. The acquisition method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The determination of estimated fair value requires management to make significant estimates and assumptions. The excess of the purchase price over the fair value of the acquired net assets, where applicable, has been recorded as goodwill.NutriQuestOn January 3, 2023, we acquired NutriQuest for total purchase consideration of $59 million. NutriQuest is a provider of swine, poultry and cattle nutritional health products to animal producers. The acquisition helped us expand our existing nutritional health offerings and further our efforts to explore innovative antibiotic alternatives. The composition of the purchase price was as follows:Up-front cash consideration$16Â Deferred cash consideration paid January 4, 20245Â Fair value of contingent consideration38Â Total purchase consideration$59Â Contingent consideration for this acquisition includes up to $85Â million of cash consideration payable if specific development, sales and geographic expansion milestones are achieved, as outlined in the asset purchase agreement. The initial fair value of this contingent consideration liability of $38 million was estimated at the acquisition date using a Monte Carlo simulation model, which represented a Level 3 measurement under the fair value hierarchy (see Note 10. Fair Value for further information). 2024 Q3 Form 10-Q | 11Table of ContentsThe following table summarizes the fair values of assets acquired as of the acquisition date:Inventories$3Â Intangible assets:Marketed products29Â Acquired in-process research and development (IPR&D)9Â Other intangible assets15Â Total identifiable assets56Â Goodwill3Â Total consideration transferred$59Â Other intangible assets consist of customer relationships and trade names. The acquired definite-lived intangible assets are being amortized over a weighted-average estimated useful life of approximately 12 years on a straight-line basis. NutriQuest BrazilOn August 1, 2023, we acquired NutriQuest Brazil for total purchase consideration of $19Â million. The composition of the purchase price included cash paid on the closing date of $3Â million, with additional consideration payable through 2026 valued at approximately $16Â million, a portion of which is contingent upon the continuation of certain terms and conditions set forth in the asset purchase agreement. The following table summarizes the fair values of assets acquired as of the acquisition date:Inventories$3Â Definite-lived intangible assets15Â Total identifiable assets18Â Goodwill1Â Total consideration transferred$19Â The acquired definite-lived intangible assets are being amortized over a weighted-average estimated useful life of approximately nine years on a straight-line basis. DivestituresAqua BusinessOn July 9, 2024, we closed the sale of our aqua business to Intervet International B.V., a Dutch subsidiary of Merck Animal Health, for $1,294Â million in cash, the vast majority of which was utilized to repay outstanding term loan debt following the close of the transaction (see Note 8. Debt for further information). Our aqua business included products across both warm-water and cold-water species and generated revenues of $81Â million in 2024, through the divestiture date, and $132Â million during the nine months ended September 30, 2023. Given that we operate our business as a single reporting unit, we are unable to reasonably determine stand-alone costs and related earnings or loss before income taxes attributable to our aqua business. We also determined that the sale did not qualify for reporting as a discontinued operation, as it did not represent a strategic shift that will have a major effect on our operations and/or financial results. Assets sold included inventories, real property and equipment, including our manufacturing sites in Canada and Vietnam, and certain intellectual property, technology and other intangible assets, including marketed products. Additionally, approximately 280 commercial and manufacturing employees were transferred to Merck Animal Health as part of this divestiture. As of the disposal date, the carrying amounts of the following major assets were derecognized from our condensed consolidated balance sheet:Inventories$43Â Goodwill458Â Other intangibles, net51Â Property and equipment, net68Â Other assets14Â Total assets $634Â Upon close, based on the aggregate carrying value of our aqua business disposal group of $634Â million and $20Â million in costs to sell, we recorded a pre-tax gain on divestiture of $640Â million. Income tax expense of $171Â million related to the taxable gain was also recognized during the three months ended September 30, 2024. In determining the amount of goodwill to include in our aqua business disposal group, a portion of our single reporting 2024 Q3 Form 10-Q | 12Table of Contentsunitâ€™s goodwill was allocated to it on a relative fair value basis by comparing the fair value of the disposal group to the estimated fair value of our single reporting unit as a whole. We estimated the fair value of our single reporting unit using the income approach, which is a valuation technique that provides an estimate of fair value based on market participant expectations of the cash flows an asset would generate over its remaining useful life. Significant management judgment was required in estimating the fair value of our single reporting unit, including, but not limited to, estimates and assumptions regarding future cash flows of our single reporting unit, revenue growth and other profitability measures, such as gross margin and earnings before interest, taxes, depreciation and amortization (EBITDA) margin, and the determination of an appropriate discount rate. We consider this valuation approach to be a Level 3 measurement under the fair value hierarchy.Shawnee and Speke In August 2021 and February 2022, we completed the sales of our Shawnee, Kansas and Speke, U.K. sites, respectively, to TriRx Pharmaceuticals (TriRx). Based on the original terms of the sales agreements, we anticipated receiving cash consideration from TriRx over a three-year period, and we received cash proceeds of $13Â million from TriRx in 2022. In May 2023, we entered into amendments to the agreements (the amended agreement), which effectively restructured the payment schedule related to the remaining amount owed. At December 31, 2023, our remaining net receivable balance from TriRx under the amended agreement was $69Â million. In February 2024, we received $66Â million, in addition to accrued interest. In September 2024, TriRx Speke Ltd, an affiliate of TriRx, entered into trading administration, a formal insolvency process in the U.K. designed to help companies facing severe financial challenges regain stability. As a result of the site entering into trading administration, we impaired the remaining $12Â million value of a contract asset related to a favorable supply agreement with TriRx. This impairment charge was included within asset impairment, restructuring and other special charges within our condensed consolidated statements of operations for the three and nine months ended September 30, 2024.Note 5. Asset Impairment, Restructuring and Other Special Charges In recent years, we have incurred substantial costs associated with restructuring programs and cost-reduction initiatives designed to achieve a flexible and competitive cost structure. Restructuring activities have primarily included charges associated with product, facility and business rationalizations and workforce reductions. We have also incurred costs associated with executing acquisition, divestiture and other significant transactions and related integration and/or separation activities. Components of asset impairment, restructuring and other special charges were as follows:Three Months Ended September 30,Nine Months Ended September 30,2024202320242023Restructuring charges(1)$2Â $â€”Â $45Â $â€”Â Acquisition and divestiture-related charges(2)â€”Â 11Â 17Â 86Â Non-cash and other items:Asset impairments(3)15Â 5Â 76Â 5Â Otherâ€”Â â€”Â 5Â â€”Â Total expense$17Â $16Â $143Â $91Â (1)Restructuring charges in 2024 primarily related to expected cash-based severance costs associated with a restructuring program approved and announced in February 2024 intended to reallocate resources by shifting international resources from farm animal to pet health. This restructuring program also resulted in changes in how we operate in and sell into the Argentina market, among others. (2)Acquisition and divestiture-related charges in 2024 consisted of transaction costs directly related to the recent divestiture of our aqua business (see Note 4. Acquisitions, Divestitures and Other Arrangements for further information). Acquisition and divestiture-related charges in 2023 primarily represented costs associated with the implementation of new systems, programs and processes due to the integration of Bayer Animal Health.(3)Asset impairments in 2024 principally included the write-off of our IL-4R IPR&D asset ($53Â million) during the second quarter and $15Â million of asset impairments in the third quarter tied to the financial difficulties of our contract manufacturing supply partner, TriRx, the largest of which was a $12Â million impairment of a contract asset related to a favorable supply agreement (see Note 4. Acquisitions, Divestitures and Other Arrangements for further information). Asset impairments in 2023 primarily related to the write-down of certain indefinite-lived intangible assets due to increases in the relevant discount rates.2024 Q3 Form 10-Q | 13Table of ContentsThe following table summarizes the activity in our reserves established in connection with restructuring activities:Balance at December 31, 2023$7Â Charges45Â Cash paid(27)Non-cash items and other(2)Balance at September 30, 2024$23Â Timing of when the restructuring reserve obligations are expected to be paid can vary due to certain country-specific negotiations and regulations. Of the total reserve, $14Â million was included within other current liabilities on our condensed consolidated balance sheet at September 30, 2024, with the remainder included within other noncurrent liabilities. Note 6. Inventories Inventories are stated at the lower of cost and net realizable value. We value a majority of our inventories using the first-in, first-out (FIFO) method, although we use the last-in, first-out (LIFO) method for a portion of our inventories.Inventories consisted of the following:September 30, 2024December 31, 2023Finished products$811Â $857Â Work in process779Â 814Â Raw materials and supplies105Â 128Â Total1,695Â 1,799Â Decrease to LIFO cost(63)(64)Inventories$1,632Â $1,735Â Note 7. EquityTangible Equity Unit (TEU) OfferingIn January 2020, we issued 11Â million in TEUs at the stated amount of $50 per unit. The TEU prepaid stock purchase contracts were converted into shares of our common stock on February 1, 2023. Holders of our TEUs received 1.5625 shares of our common stock based on the maximum settlement rate for the applicable market value being below $32.00. In total, we issued approximately 17Â million shares to holders in connection with the settlement. Note 8. Debt Long-term debt consisted of the following:September 30, 2024December 31, 2023Incremental Term Facility due 2025 (1)$â€”Â $175Â Incremental Term Facility due 2028371Â 489Â Incremental Term Facility due 2029188Â 247Â Incremental Term Facility due 2031 (1)350Â â€”Â Term Loan B due 20272,603Â 3,838Â Revolving Credit Facility (2)â€”Â 200Â Securitization Facility (3)125Â 125Â 4.900% Senior Notes due 2028 (4)750Â 750Â Unamortized debt issuance costs(30)(50)4,357Â 5,774Â Less current portion of long-term debt44Â 38Â Total long-term debt$4,313Â $5,736Â (1)On August 13, 2024, we entered into an incremental assumption agreement with Farm Credit Mid-America, PCA (Farm Credit). Utilizing a portion of the proceeds from this new facility, we repaid our Incremental Term Facility due 2025 in full. See below for further details.(2)On July 3, 2024, we amended our Revolving Credit Facility, which extended its maturity through July 2029. Our Revolving Credit Facility provides up to $750Â million in borrowing capacity and bears interest at Term SOFR plus a spread dependent on our Net Total Leverage Ratio, as defined within the amended agreement, which was 2.10% as of September 30, 2024. 2024 Q3 Form 10-Q | 14Table of Contents(3)Our Securitization Facility is secured and collateralized by our U.S. Net Eligible Receivables Balance, has a maximum borrowing capacity of $300Â million, bears interest at Term SOFR plus 1.25% and matures in July 2026. (4)Subsequent to issuance in August 2018, our 4.900% Senior Notes due 2028 have been subject to interest rate increases related to credit rating agency downgrades. As of September 30, 2024, these notes bear interest at a rate of 6.650%.2024 FinancingOn August 13, 2024, we entered into an incremental assumption agreement with Farm Credit, supplementing and amending our existing credit agreement dated August 1, 2020, related to our senior secured credit facility. The incremental assumption agreement provides for an incremental term facility (the Incremental Term Facility due 2031) with an aggregate principal amount of $350Â million, maturing on August 13, 2031. The Incremental Term Facility due 2031 bears interest at Term SOFR, including a spread adjustment, plus 175 basis points and will be payable in quarterly installments of principal and interest with a final balloon payment due on August 13, 2031. The proceeds were used to repay the remaining outstanding balance on our Incremental Term Facility due 2025 and for general corporate purposes. Accordingly, as of September 30, 2024, all obligations and commitments related to the Incremental Term Facility due 2025 were satisfied in full. The terms of the Incremental Term Facility due 2031, including pledged collateral and financing maintenance covenants, are generally consistent with the terms of our existing Term Loan B due 2027.2024 Term Loan RepaymentsAs discussed in Note 4. Acquisitions, Divestitures and Other Arrangements, we sold our aqua business to a subsidiary of Merck Animal Health on July 9, 2024, for $1,294Â million in cash. Utilizing the vast majority of these proceeds, as well as a portion of the proceeds from our Incremental Term Facility due 2031 and available cash on hand, we have repaid $1,587Â million of previously outstanding term loan debt across our Term Loan B due 2027 and our Incremental Term Facilities during the nine months ended September 30, 2024. In conjunction with these principal repayments, we recognized charges of $12Â million for the write-off of previously deferred financing costs, which are included in interest expense, net of capitalized interest in the condensed consolidated statements of operations for the three and nine months ended September 30, 2024.As of September 30, 2024, approximately 81% of our long-term indebtedness bears interest at a fixed rate, including variable-rate debt converted to fixed-rate through the use of interest rate swaps (see Note 9. Financial Instruments for additional information). We were in compliance with all of our debt covenants as of September 30, 2024.Note 9. Financial Instruments To manage our exposure to market risks, such as changes in foreign currency exchange rates and interest rates, we have entered into various derivative transactions. We formally assess, designate and document, as a hedge of an underlying exposure, each qualifying derivative instrument that will be accounted for as an accounting hedge at inception. We also assess at least quarterly thereafter whether the financial instruments used in the hedging transaction are effective at offsetting changes in either the fair values or cash flows of the underlying exposures. Derivative cash flows are principally classified in the operating activities section of the condensed consolidated statements of cash flows, consistent with the underlying hedged item. Further, we do not offset derivative assets and liabilities on the condensed consolidated balance sheets.Derivatives not designated as hedgesWe may enter into foreign currency exchange forward or option contracts to reduce the effects of fluctuating foreign currency exchange rates. Foreign currency derivatives used for hedging are put in place using the same or like currencies and duration as the underlying exposures and are recorded at fair value with gains or losses recognized in other expense, net in the condensed consolidated statements of operations. Forward contracts generally have maturities not exceeding 12 months. As of September 30, 2024 and DecemberÂ 31, 2023, we had outstanding foreign currency exchange contracts with aggregate notional amounts of $726Â million and $891Â million, respectively. The amounts of net gains on derivative instruments not designated as hedging instruments, recorded in other expense, net were as follows:Three Months Ended September 30,Nine Months Ended September 30,2024202320242023Foreign exchange forward contracts (1)$9Â $1Â $3Â $2Â (1)These amounts were substantially offset in other expense, net by the effect of changing exchange rates on the underlying foreign currency exposures.Derivatives designated as hedges - Net investment hedgesIn September 2023, we entered into a series of cross-currency fixed interest rate swaps to help mitigate the impact of foreign currency fluctuations on our operations in Switzerland with a combined 1,000Â million CHF notional

amount with tenors in 2026 and 2027. These instruments were determined to be, and were designated as, effective 2024 Q3 Form 10-Q | 15Table of Contentseconomic hedges of net investments in our CHF denominated net assets. The fair values of these instruments were estimated based on quoted market values of similar hedges and are classified as Level 2 in the fair value hierarchy (see Note 10. Fair Value for further information). Gains or losses related to these instruments due to spot rate fluctuations are recorded as cumulative translation adjustments as a component of other comprehensive income (loss). Gains and losses will remain in accumulated other comprehensive income (loss) until either the sale or substantial liquidation of the hedged subsidiary. (Losses) gains on net investment hedges, net of tax, recorded in other comprehensive income (loss), were as follows:Three Months Ended September 30,Nine Months Ended September 30,20242023Cross-currency fixed interest rate swaps(53)9Â (1)9Â During the nine months ended September 30, 2024, and 2023 these instruments also generated $23Â million and $1Â million of interest income, respectively, which was included as a contra interest expense, net of capitalized interest in our condensed consolidated statements of operations.Derivatives designated as hedges - Interest rate swapsTo manage our exposure to variable interest rate risk, we utilize interest rate swap contracts to effectively convert our variable-rate debt into fixed-rate debt. We recognize any differences between the variable interest rate payments and the fixed interest rate settlements with the swap counterparties as an adjustment to interest expense, net of capitalized interest over the life of the swaps. We have designated our interest rate swaps as cash flow hedges and record them at fair value on the condensed consolidated balance sheets. Changes in the fair value of the hedges are recognized in other comprehensive income (loss) and reclassified into earnings through interest expense, net of capitalized interest at the time earnings are affected by the hedged transaction. Fair value is estimated based on quoted market values of similar hedges and is classified as Level 2 in the fair value hierarchy. We had outstanding interest rate swaps with aggregate notional amounts of $2,800Â million and $3,800Â million as of September 30, 2024 and DecemberÂ 31, 2023, respectively. Following the sale of our aqua business and the associated debt pay down (see Note 4. Acquisitions, Divestitures and Other Arrangements and Note 8. Debt for further information), in July 2024 we settled $1,000Â million of existing interest rate swaps. We received cash proceeds of approximately $5Â million upon these settlements, which was recorded in accumulated other comprehensive loss and will be amortized to interest expense, net of capitalized interest in future periods. As of September 30, 2024, all of our outstanding interest rate swap instruments had scheduled maturities in 2026. Additionally, on August 21, 2024, we entered into new forward-starting interest rate swap agreements with a combined notional amount of $850Â million, which will become effective on August 1, 2026, and mature in line with the applicable Incremental Term Facility maturities, which range between 2028 and 2031. The amounts of (losses) gains on our interest rate swap contracts, net of tax, recorded in other comprehensive income (loss) were as follows:Three Months Ended September 30,Nine Months Ended September 30,20242023Interest rate swaps(54)34Â $30Â $75Â The amounts of gains reclassified from accumulated other comprehensive loss and recognized into earnings through interest expense, net of capitalized interest were as follows:Three Months Ended September 30,Nine Months Ended September 30,20242023Interest rate swaps$27Â $34Â $88Â $94Â Over the next 12 months, we expect to reclassify a gain of $35Â million from accumulated other comprehensive loss into interest expense, net of capitalized interest related to our current and previously settled interest rate swaps. As of September 30, 2024, when factoring in the impact from our interest rate swaps, the weighted-average effective interest rate on our outstanding indebtedness was 6.42% (excluding the expected future reclassifications to interest expense, net of capitalized interest related to past interest rate swap settlements).Note 10. Fair Value Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value measurements are based on a framework that utilizes the inputs market participants use to determine the fair value of an asset or liability and establishes a fair value hierarchy to prioritize those inputs. Level 1 fair value measurements are based on quoted prices in active markets for identical assets or liabilities. We determine our Level 2 fair value measurements based on a market approach 2024 Q3 Form 10-Q | 16Table of Contentsusing quoted market values or significant other observable inputs for identical or comparable assets or liabilities. Our Level 3 fair value measurements are based on unobservable inputs based on little or no market activity.The following table summarizes the fair value information at September 30, 2024 and DecemberÂ 31, 2023, for assets and liabilities measured at fair value on a recurring basis in the respective balance sheet line items, as well as long-term debt, for which fair value is disclosed on a recurring basis: Â Â Fair Value Measurements UsingÂ Financial statement line itemCarryingAmountQuoted Prices in Active Markets for Identical Assets(Level 1)SignificantOther Observable Inputs(Level 2)SignificantUnobservableInputs(Level 3)FairValueSeptember 30, 2024Recurring fair value measurementsPrepaid expenses and other - derivative instruments$28Â $â€”Â $28Â $â€”Â $28Â Other current liabilities - derivative instruments(22)â€”Â (22)â€”Â (22)Other current liabilities - contingent consideration(20)â€”Â â€”Â (20)(20)Other noncurrent liabilities - derivative instruments(131)â€”Â (131)â€”Â (131)Other noncurrent liabilities - contingent consideration(16)â€”Â â€”Â (16)(16)Financial instruments not carried at fair valueLong-term debt, including current portion(4,387)â€”Â (4,413)â€”Â (4,413)December 31, 2023Recurring fair value measurementsPrepaid expenses and other - derivative instruments$65Â $â€”Â $65Â $â€”Â $65Â Other current liabilities - derivative instruments(63)â€”Â (63)â€”Â (63)Other current liabilities - contingent consideration(9)â€”Â â€”Â (9)(9)Other noncurrent liabilities - derivative instruments(132)â€”Â (132)â€”Â (132)Other noncurrent liabilities - contingent consideration(31)â€”Â â€”Â (31)(31)Financial instruments not carried at fair valueLong-term debt, including current portion(5,824)â€”Â (5,825)â€”Â (5,825)Cash and cash equivalents include cash on hand and all highly liquid investments with original maturities at the time of purchase of three months or less. The carrying values of cash and cash equivalents, accounts and other receivables, accounts payable and other current liabilities are reasonable estimates of their fair values due to the short-term nature of these assets and liabilities. We also had investments without readily determinable fair values and equity method investments, which were classified as other noncurrent assets on our condensed consolidated balance sheets totaling $25Â million and $26Â million as of September 30, 2024 and DecemberÂ 31, 2023, respectively. These investments are not recorded at fair value on a recurring basis, and as such, are not included in the fair value table above. The fair values of contingent consideration liabilities related to our acquisition of NutriQuest were estimated using the Monte Carlo simulation model, consisting of Level 3 inputs not observable in the market, including estimates relating to revenue forecasts, discount rates and volatility.2024 Q3 Form 10-Q | 17Table of ContentsNote 11. GoodwillThe following table summarizes the changes in the carrying amount of goodwill:DecemberÂ 31, 2023 (gross)$6,136Â Accumulated impairment(1,042)DecemberÂ 31, 2023 (net)5,094Â Divestiture (1)(458)Foreign currency translation adjustments(11)September 30, 2024 (net)$4,625Â (1)We derecognized $458Â million of goodwill during the three months ended September 30, 2024, in connection with the divestiture of our aqua business. See Note 4. Acquisitions, Divestitures and Other Arrangements for further information.As previously disclosed, there was a sharp increase in long-term treasury rates during the third quarter of 2023, and as a result, we assessed our long-lived assets, including goodwill, for impairment. Due principally to an increased discount rate assumption, which was driven by the sharp increase in long-term treasury rates, our quantitative goodwill impairment test resulted in a $1,042Â million pre-tax impairment charge. No impairments to the carrying value of goodwill have been recorded during the three or nine months ended September 30, 2024.Note 12. Income TaxesThree Months Ended September 30,Nine Months Ended September 30,20242023Income tax expense (benefit)$195Â (1)193Â $22Â Effective tax rate34.8Â %0.2Â %35.8Â %(2.0)%For the three months ended September 30, 2024, we recognized income tax expense of $195Â million, while for the nine months ended September 30, 2024, we recognized income tax expense of $193Â million. Of the total income tax expense for the three and nine months ended September 30, 2024, $171Â million related to the income tax expense associated with the taxable gain on the divestiture of our aqua business. The taxable gain on divestiture exceeded the reported gain of $640Â million primarily due to the derecognition of non-deductible goodwill. Our effective tax rate of 34.8% for the three months ended September 30, 2024, differed from the statutory income tax rate primarily due to the tax impact from the aforementioned gain on divestiture, the jurisdictional earnings mix of projected income in higher tax jurisdictions and losses for which no tax benefit was recognized. Our effective tax rate of 35.8% for the nine months ended September 30, 2024, differed from the statutory income tax rate primarily due to the tax impact from the gain on divestiture of our aqua business, partially offset by the release of a valuation allowance attributable to the sale of our aqua business and the recognition of certain state tax credits. For the three and nine months ended September 30, 2023, we recognized an income tax benefit of $1Â million and income tax expense of $22Â million, respectively. Our effective tax rates of 0.2% and (2.0)%, respectively, differed from the statutory income tax rates primarily due to the recognition of the $1,042Â million goodwill impairment charge, which was non-deductible in most of the impacted jurisdictions.We were included in Eli Lilly and Company's (Lilly's) U.S. tax examinations by the Internal Revenue Service through the full separation date of March 11, 2019. Pursuant to the tax matters agreement we executed with Lilly in connection with our initial public offering (IPO), the potential liabilities or potential refunds attributable to pre-IPO periods in which Elanco was included in a Lilly consolidated or combined tax return remain with Lilly. The U.S. examination of tax years 2016 to 2018 began in 2019 and remains ongoing. Final resolution of certain matters is dependent upon several factors, including the potential for formal administrative proceedings.Note 13. Commitments and Contingencies Legal MattersWe are party to various legal actions that arise in the normal course of business. The most significant matters are described below. Under GAAP, loss contingency provisions are recorded when we deem it probable that we will incur a loss and we are able to formulate a reasonable estimate of that loss. Seresto Class Action LawsuitsClaims seeking actual damages, injunctive relief and/or restitution for allegedly deceptive marketing have been made against Elanco Animal Health Inc. and Bayer HealthCare LLC, along with other Elanco and Bayer entities, arising out of the use of Serestoâ„¢, a non-prescription flea and tick collar for cats and dogs. During 2021, putative class action lawsuits were filed in federal courts in the U.S. alleging that the Seresto collars contain pesticides that can cause serious injury and death to cats and/or dogs wearing the product. In August 2021, the lawsuits were consolidated by the Judicial Panel on Multidistrict Litigation, and the cases were transferred to the Northern District 2024 Q3 Form 10-Q | 18Table of Contentsof Illinois. In June 2023, the parties agreed on the monetary terms of a potential settlement of the consolidated class action lawsuits, and as a result, a charge of $15Â million was recorded within Other expense, net in our condensed consolidated statements of operations for the nine months ended September 30, 2023. As of DecemberÂ 31, 2023, the parties had agreed on the non-monetary terms of a potential settlement, in addition to the monetary terms agreed to in June 2023. In January 2024, the court preliminarily approved the settlement. The court set a hearing to consider final approval of the settlement in December 2024. If at that time all conditions of the settlement are met, and the settlement is approved, we anticipate the settlement amount will be payable in the first quarter of 2025. As such, the $15Â million provision was included within other current liabilities on our condensed consolidated balance sheet as of September 30, 2024.Additional Legal MattersFor the legal matters discussed below, we either believe loss is not probable or are unable to estimate the possible loss or range of loss, if any. The process of resolving these matters is inherently uncertain and may develop over an extended period of time; therefore, at this time, the ultimate resolutions cannot be predicted. As of September 30, 2024 and DecemberÂ 31, 2023, we had no material liabilities established related to the legal matters discussed below.On October 7, 2024, a putative securities class action lawsuit captioned Joseph Barpar v. Elanco Animal Health Inc., et al. (Barpar) was filed in the United States District Court for the District of Maryland against Elanco and two of its executives. Barpar alleges claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and specifically alleges that Elanco and the two executives made materially false and/or misleading statements and/or failed to disclose certain facts about the safety of and labeling for our ZenreliaÂ® product, as well as the approval and launch timelines for Zenrelia and our Credelio Quattroâ„¢ product. The plaintiff purports to represent purchasers of Elanco securities between November 7, 2023 and June 26, 2024. On November 1, 2024, a shareholder derivative action captioned Lawrence Hollin v. Lawrence E. Kurzius, et al. was filed in the United States District Court for the District of Maryland against current members of Elanco's board and senior management, alleging claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and state law claims for breach of fiduciary duty, aiding and abetting breach of fiduciary duty, unjust enrichment and waste of corporate assets, based on allegations substantially similar to the allegations in the putative class action complaint in Barpar. We intend to vigorously defend our positions in connection with both actions. The process of resolving these matters is inherently uncertain and may develop over an extended period of time; therefore, at this time, the ultimate resolution cannot be predicted.On May 20, 2020, a shareholder class action lawsuit captioned Hunter v. Elanco Animal Health Inc., et al. (Hunter) was filed in the United States District Court for the Southern District of Indiana against Elanco and certain executives. On September 3, 2020, the court appointed a lead plaintiff, and on November 9, 2020, the lead plaintiff filed an amended complaint adding additional claims against Elanco, certain executives and other individuals. The lawsuit alleged, in part, that Elanco and certain of its executives made materially false and/or misleading statements and/or failed to disclose certain facts about Elancoâ€™s supply chain, inventory, revenue and projections. The lawsuit sought unspecified monetary damages and purports to represent purchasers of Elanco securities between September 30, 2018 and May 6, 2020, and purchasers of Elanco common stock issued in connection with Elanco's acquisition of Aratana Therapeutics, Inc. On January 13, 2021, we filed a motion to dismiss, and on August 17, 2022, the court issued an order granting our motion to dismiss the case without prejudice. On October 14, 2022, the plaintiffs filed a motion for leave to amend the complaint. On December 7, 2022, we filed an opposition to the plaintiffs' motion, and on September 27, 2023, the court denied the plaintiffs' motion for leave, issuing final judgment in favor of Elanco. On October 25, 2023, the plaintiffs filed a notice of appeal to the United States Court of Appeals for the Seventh Circuit. We continue to believe the claims made in the case are meritless, and we intend to continue to vigorously defend our position. On October 16, 2020, a shareholder class action lawsuit captioned Safron Capital Corporation v. Elanco Animal Health Inc., et al. was filed in the Marion Superior Court of Indiana against Elanco, certain executives and other individuals and entities. On December 23, 2020, the plaintiffs filed an amended complaint adding an additional plaintiff. The lawsuit alleges, in part, that Elanco and certain of its executives made materially false and/or misleading statements and/or failed to disclose certain facts about Elancoâ€™s relationships with third-party distributors and revenue attributable to those distributors within the registration statement on Form S-3 dated January 21, 2020, and accompanying prospectus filed in connection with Elancoâ€™s public offering which closed on or about January 27, 2020. The lawsuit seeks unspecified monetary damages and purports to represent purchasers of Elanco common stock or TEUs issued in connection with the public offering. From February 2021 to August 2022, this case was stayed in deference to Hunter. On October 24, 2022, we filed a motion to dismiss. On December 23, 2022, the plaintiffs filed their opposition to the motion to dismiss. Prior to the ruling on the motion to dismiss, on June 8, 2023, the plaintiffs filed a motion for leave to file a second amended complaint, which is now the operative complaint. We filed a motion to dismiss the second amended complaint

on August 7, 2023, to which the plaintiffs filed their opposition on October 13, 2023. On April 17, 2024, our motion to dismiss was granted. The dismissal is without prejudice to plaintiffs' right to re-file a claim, and it is possible the plaintiffs will attempt to file a third amended 2024 Q3 Form 10-Q | 19Table of Contentscomplaint. We continue to believe the claims made in the case are meritless, and we intend to vigorously defend our position.In the third quarter of 2019, Tevra Brands, LLC (Tevra) filed a complaint in the U.S. District Court of the Northern District of California, alleging that Bayer Animal Health (acquired by us in August 2020) had been involved in unlawful, exclusive dealing and tying of its flea and tick products Advantage, Advantix and Seresto and maintained a monopoly in the market. The complaint was amended in March 2020 and then dismissed in September 2020 with leave to amend. A second amended complaint was filed in March 2021 and realleged claims of unlawful exclusive dealing related to Advantage and Advantix and monopoly maintenance. A motion to dismiss the second amended complaint was denied in January 2022. Tevraâ€™s demands included both actual and treble damages. On April 16, 2024, the court granted our motion for summary judgment to exclude all damages subsequent to our acquisition of Bayer Animal Health in August 2020. A jury trial was held in July 2024, and on August 1, 2024, the jury returned a verdict in favor of Bayer Animal Health. In August 2024, the plaintiff filed an appeal to this decision. We continue to believe the claims made in the case are meritless and will continue to vigorously defend our position.Regulatory MattersOn July 1, 2021, we received a subpoena from the SEC relating to our channel inventory and sales practices prior to mid-2020. We have engaged in discussions with the SEC about a possible resolution or settlement of potential disclosure claims, and in late July 2024 we reached an agreement in principle on terms of a potential settlement of disclosure claims, without admitting or denying the underlying allegations. We previously accrued a liability of $15Â million, which was included within other current liabilities on our condensed consolidated balance sheet as of September 30, 2024. The agreement remains subject to SEC approval and, therefore, it remains uncertain whether a definitive agreement will be reached and the terms of any such agreement. Other CommitmentsAs of September 30, 2024, we had a lease commitment that has not yet commenced for our new corporate headquarters in Indianapolis, Indiana. Total minimum lease payments are estimated to be approximately $378Â million over a term of 25 years, excluding extensions. Final lease payments may vary depending on the actual cost of certain construction activities. Lease commencement is expected in 2025. The land for our new corporate headquarters is located in a Tax Increment Finance District, and the project is, in part, funded through Tax Incremental Financing (TIF) through an incentive agreement between the City of Indianapolis and us. The agreement provides for an estimated total incentive of $64Â million to be funded by the City of Indianapolis in connection with the future tax increment revenue generated from the developed property. In December 2021, as part of a funding and development agreement entered into between the developer and us, we made a commitment to use the expected TIF proceeds towards the cost of developing and constructing the headquarters. In exchange, the developer reimbursed us up to the $64Â million commitment in 2021. During 2022, we refunded approximately $15Â million of the TIF proceeds to the developer. As a result, it is our expectation that our future lease payments will be reduced. The remaining accrued incentive was included in other noncurrent liabilities on our condensed consolidated balance sheets and will be amortized over the lease term beginning on the commencement date and offset future rent expense.Note 14. Earnings Per ShareWe compute basic earnings per share by dividing net income available to common shareholders by the actual weighted-average number of common shares outstanding for the reporting period. Elanco has variable common stock equivalents relating to certain equity awards in stock-based compensation arrangements. We also had variable common stock equivalents related to the TEU prepaid stock purchase contracts in the first quarter of 2023 through the settlement date of February 1, 2023 (see Note 7. Equity for further discussion). Diluted earnings per share reflects the potential dilution that could have occurred if holders of the unvested equity awards converted their holdings into common stock and that could have occurred if holders of unsettled TEUs had converted their holdings into common stock prior to the February 1, 2023, settlement date. The weighted-average number of potentially dilutive shares outstanding was calculated using the treasury stock method. Potential common shares that would have had the effect of increasing diluted earnings per share were considered to beÂ anti-dilutiveÂ and as such, these shares were not included in the calculation of diluted earnings per share. Basic and diluted weighted-average shares outstanding were as follows:Three Months Ended September 30,Nine Months Ended September 30,20242023202420232Basic weighted-average common shares outstanding (1)494.3Â 492.7493.9Â 492.1Assumed conversion of dilutive common stock equivalents (2)3.4Â â€”Â 3.0Â â€”Â Diluted weighted-average shares outstanding497.7Â 492.7Â 496.9Â 492.12024 Q3 Form 10-Q | 20Table of Contents(1)The TEU prepaid stock purchase contracts were convertible into a minimum of 14.3Â million shares or a maximum of 17.2Â million shares. The minimum 14.3Â million shares were included in the calculation of basic weighted-average shares from January 22, 2020 to February 1, 2023. The 17.2Â million shares that were ultimately issued have been included in the calculation of basic weighted-average shares outstanding subsequent to the settlement date of February 1, 2023.(2)For the three months ended September 30, 2024 and 2023, approximately 0.9Â million and 2.7Â million, respectively, of potential common shares were excluded from the calculation of diluted weighted-average shares outstanding because their effect was anti-dilutive. For the nine months ended September 30, 2024 and 2023, approximately 0.7Â million and 2.7Â million, respectively, of potential common shares were excluded from the calculation of diluted weighted-average shares outstanding because their effect was anti-dilutive. 2024 Q3 Form 10-Q | 21Table of ContentsITEM 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSIntroductionManagementâ€™s discussion and analysis of financial condition and results of operations (MD&A) is intended to assist the reader in understanding and assessing significant changes and trends related to our results of operations and financial position. This discussion and analysis should be read in conjunction with the condensed consolidated financial statements and accompanying footnotes in Item 1 of Part I of this Form 10-Q. Certain statements in this Item 2 of Part I of this Form 10-Q constitute forward-looking statements. Various risks and uncertainties, including those discussed in â€œForward-Looking Statementsâ€ of this Form 10-Q, in Item 1A, â€œRisk Factorsâ€ of Part II of this Form 10-Q and in Item 1A, â€œRisk Factorsâ€ of Part I of our 2023 Form 10-K, may cause our actual results, financial position and cash generated from operations to differ materially from these forward-looking statements. Further, due to the seasonality of our pet health sales, interim results are not necessarily an appropriate base from which to project annual results.Business OverviewElanco is a global leader in animal health, dedicated to innovating and delivering products and services to prevent and treat disease in farm animals and pets. Our diverse, durable product portfolio is sold in more than 90 countries and serves animals across many species, primarily: dogs and cats (collectively, pet health) and cattle, poultry, swine, sheep and, prior to the divestiture in July 2024 (see Note 4. Acquisitions, Divestitures and Other Arrangements to the condensed consolidated financial statements for further information), aqua (collectively, farm animal). With a heritage dating back to 1954, we consistently innovate to improve the health of animals and to benefit our customers while fostering an inclusive, cause-driven culture for our employees. We operate our business in a single segment, directed at advancing the well-being of animals, people and the planet, enabling us to realize our vision of Food and Companionship Enriching Life.Our diverse product portfolio of approximately 200 brands helps make us a trusted partner to pet owners, veterinarians and farm animal producers. Our products are generally sold worldwide to third-party distributors and independent retailers and directly to farm animal producers and veterinarians. In recent years, we have expanded our omnichannel presence in both the veterinary clinic and in retail markets, including e-commerce.Product Development and Regulatory UpdateA key element of our targeted value creation strategy is to drive revenue growth through portfolio development and product innovation. We continue to pursue the development of new chemical and biological molecules, as well as additional registrations and indications for current products. Our future growth and success depend on both our pipeline of new products, including new products we develop internally, develop with partners or that we obtain through licenses or acquisitions, and the life cycle management of our existing products. We believe we are an industry leader in animal health R&D, with a track record of successful product innovation, business development and commercialization. Bovaer: In May 2024, the U.S Food and Drug Administration (FDA) completed its comprehensive, multi-year review of BovaerÂ® (3-NOP), a first-in-class methane-reducing feed ingredient for use in lactating dairy cattle. Producers began feeding the product to cattle in the U.S. during the third quarter of 2024.Zenrelia: Final FDA approval for ZenreliaÂ®, a JAK inhibitor targeting control of pruritus and atopic dermatitis in dogs, was received in September 2024. Launch of the product followed shortly after final approval, with the first sales of Zenrelia occurring in late September. We have also received approval for Zenrelia in Brazil, which launched in September 2024, and in Canada and Japan. Additional reviews are ongoing in other key markets, including Europe, United Kingdom and Australia. Credelio Quattro: In October 2024, we received final approval from the FDA for Credelio QuattroTM, a monthly chewable tablet for dogs that protects against fleas, ticks, heartworms, roundworms, hookworms and three different species of tapeworms. We expect product launch in the first quarter of 2025. Experior: In October 2024, we received multiple combination clearance approvals from the FDA for our ExperiorÂ® product to be used in combination with other farm animal products, allowing for broader use in heifers, which represent nearly 40% of the fed cattle population in the U.S.Other Key Trends and Factors Affecting Our Results of OperationsAqua Business Divestiture: On July 9, 2024, we closed the sale of our aqua business to a subsidiary of Merck Animal Health, for $1,294Â million in cash proceeds, which was paid at closing. We utilized a vast majority of these proceeds to repay previously outstanding term loan debt, thereby reducing our leverage and expected future interest expense. Our aqua business included products across both warm-water and cold-water species and 2024 Q3 Form 10-Q | 22Table of Contentsgenerated revenues of $81Â million in 2024, through the divestiture date, and $132Â million during the nine months ended September 30, 2023. Strategically, this divestiture allows us to prioritize our investments in larger markets with greater long-term earnings potential. Assets sold included inventories, real property and equipment, including our manufacturing sites in Canada and Vietnam, and certain intellectual property, technology and other intangible assets, including marketed products. Along with these assets, approximately 280 commercial and manufacturing employees were transferred to Merck Animal Health as part of this divestiture. We recorded a pre-tax gain on divestiture of $640Â million during the third quarter of 2024. Income tax expense associated with this gain on divestiture was $171Â million, a majority of which will be payable in 2025. See Note 4. Acquisitions, Divestitures and Other Arrangements to the condensed consolidated financial statements for further information.Restructuring Activities: In February 2024, our Board of Directors authorized a restructuring plan (the restructuring plan) to improve operational efficiencies and better align our organizational structure with current business needs, top strategic priorities and key growth opportunities. Specifically, the restructuring plan was intended to reallocate resources by shifting international resources from farm animal to pet health as we plan for the global launches of certain blockbuster potential products. Further, the restructuring plan impacted how we operate in and sell into the Argentina market, among others, reducing our foreign currency exposure in those markets. During the nine months ended September 30, 2024, we incurred $45Â million of charges associated with the restructuring plan, the majority relating to expected cash-based severance costs. The restructuring plan is expected to result in annualized net savings of $30 to $35 million. See Note 5. Asset Impairment, Restructuring and Other Special Charges to the condensed consolidated financial statements for further information. Supplier Administration: In September 2024, one of our contract manufacturing supply partners, TriRx Speke Ltd (TriRx Speke), entered into trading administration, a formal insolvency process in the U.K. designed to help companies facing severe financial challenges regain stability. Since this time we have been making up-front prepayments to support the operational costs of the site to minimize supply disruption, resulting in increased costs for us that we expect to continue for the foreseeable future. While we are not anticipating significant supply disruption throughout the remainder of 2024, we are currently exploring options with parties involved to maintain continued product supply. Further, as a result of the site entering into trading administration, we impaired the remaining $12Â million value of a contract asset related to a favorable supply agreement with TriRx Speke. See Note 4. Acquisitions, Divestitures and Other Arrangements to the condensed consolidated financial statements for further information.Macroeconomic Factors: Our operations are exposed to and are impacted by various global macroeconomic factors. We face continuing market and operating challenges across the globe due to, among other factors, the Russia-Ukraine conflict, conditions related to supply chain disruption, higher interest rates, foreign currency exchange rate volatility and inflationary pressures. Continued evolution of these conditions has led to economic slowdowns in certain countries and/or regions and volatility in consumer behavior. We anticipate global macroeconomic pressures to continue throughout 2024.Seasonality: While many of our products are sold consistently throughout the year, we do experience seasonality in our pet health business due to increased demand for certain parasiticide product offerings in the first half of the year. For example, based upon historical results, approximately 75% and 60% of total annual revenue contributed by our higher-margin parasiticide products Seresto and Advantage Family, respectively, typically occurs during the first half of the year, which is reflective of the flea and tick season in the Northern Hemisphere. 2024 Q3 Form 10-Q | 23Table of ContentsResults of Operations The following discussion and analysis of our results of operations should be read along with our condensed consolidated financial statements and the notes thereto. Our results of operations for the periods presented below may not be comparable with prior periods or with our results of operations in the future due to many factors, including but not limited to the factors identified above.Three Months Ended September 30,Nine Months Ended September 30,(Dollars in millions)20242023% Change20242023% ChangeRevenue $1,030Â $1,068Â (4)%$3,419Â $3,382Â 1Â %Costs, expenses and other:Cost of sales492Â 487Â 1Â %1,502Â 1,415Â 6Â %% of revenue48Â %46Â %44Â %42Â %Research and development87Â 86Â 1Â %263Â 248Â 6Â %% of revenue8Â %8Â %8Â %7Â %Marketing, selling and administrative323Â 313Â 3Â %1,014Â 993Â 2Â %% of revenue31Â %29Â %30Â %29Â %Amortization of intangible assets133Â 140Â (5)%397Â 410Â (3)%Asset impairment, restructuring and other special charges17Â 16Â 6Â %143Â 91Â 57Â %Goodwill impairmentâ€”Â 1,042Â NMâ€”Â 1,042Â NMGain on divestiture(640)â€”Â NM(640)â€”Â NMInterest expense, net of capitalized interest58Â 72Â (19)%189Â 210Â (10)%Other expense, net1Â 9Â (89)%12Â 41Â (71)%Income (loss) before income taxes559Â (1,097)NM539Â (1,068)NMIncome tax expense (benefit)195Â (1)NM193Â 22Â NMNet income (loss)$364Â $(1,096)NM$346Â $(1,090)NMCertain amounts and percentages may reflect rounding adjustments.NM - Not meaningfulRevenueOur products are sold in more than 90 countries, and as a result, a significant portion of our revenue is recorded in currencies other than the U.S. Dollar. Because of this, our revenue is influenced by changes in foreign currency exchange rates. During the nine months ended September 30, 2024 and 2023, approximately 53% of our revenue was denominated in foreign currencies. Further, increases or decreases in inventory levels in our distribution channels can positively or negatively impact our quarterly revenue results, leading to variations in revenue. This can be a result of various factors, such as end customer demand, new customer contracts, heightened and generic competition, the need for certain inventory levels, our ability to renew distribution contracts with expected terms, our ability to implement commercial strategies, regulatory restrictions, unexpected customer behavior, proactive measures taken by us in response to shifting market dynamics, payment terms we extend, which are subject to internal policies, blackout shipping periods due to system downtime, implementations and integrations and procedures

and environmental factors beyond our control. Our revenue by product category for the three and nine months ended September 30, 2024 and 2023, was as follows:Three Months Ended September 30,Revenue% of Total Revenue(Dollars in millions)20242023202420232024$ Change% ChangePet Health$486Â $495Â 47Â %46Â %$(9)(2)%Farm Animal530Â 561Â 52Â %53Â %(31)(6)%Contract Manufacturing (1)14Â 12Â 1Â %1Â %217Â %Total$1,030Â $1,068Â 100Â %100Â %$(38)(4)%2024 Q3 Form 10-Q | 24Table of ContentsNine Months Ended September 30,Revenue% of Total Revenue(Dollars in millions)20242023202420232024$ Change% ChangePet Health$1,704Â $1,688Â 50Â %50Â %$161Â %Farm Animal1,680Â 1,661Â 49Â %49Â %191Â %Contract Manufacturing (1)35Â 33Â 1Â %1Â %26Â %Total$3,419Â $3,382Â 100Â %100Â %$371Â %Note: Numbers may not add due to rounding.(1)Represents revenue from arrangements in which we manufacture products on behalf of a third party.The effects of price, foreign currency exchange rates, volume and the impact of our divestiture of our aqua business on changes in revenue for the three and nine months ended September 30, 2024, compared to the three and nine months ended September 30, 2023, were as follows:Three months ended September 30, 2024 (Dollars in millions)RevenuePriceFX RateVolumeDivestitureTotalPet Health$486Â 2%â€”%(4)%â€”%(2)%Farm Animal530Â 3%(1)%â€”%(8)%(6)%Contract Manufacturing14Â 6%(1)%12%â€”%17%Total$1,030Â 2%(1)%(1)%(4)%(4)%Nine months ended September 30, 2024(Dollars in millions)RevenuePriceFX RateVolumeDivestitureTotalPet Health$1,704Â 3%â€”%(2)%â€”%1%Farm Animal1,680Â 2%(1)%3%(3)%1%Contract Manufacturing35Â 2%(1)%5%â€”%6%Total$3,419Â 3%(1)%â€”%(1)%1%Note: Numbers may not add due to roundingPet health revenue decreased $9Â million, or 2%, for the three months ended September 30, 2024, compared to the same period in 2023, driven by lower volumes, partially offset by a 2% increase in pricing. Lower volumes were primarily attributable to continued competitive pressure on certain products in the U.S. veterinary channel, competitive pressure in Australia and supply volatility for vaccines in the U.S. These volume declines were partially offset by increased revenue from new products and improved demand for retail parasiticide products in the U.S. and Europe. Pet health revenue increased $16Â million, or 1%, for the nine months ended September 30, 2024, compared to the same period in 2023, driven by a 3% increase in pricing, partially offset by lower volumes. Volumes during the nine months ended September 30, 2024 were lower due to competitive pressure on certain products in the U.S. veterinary channel and purchasing patterns of certain over-the-counter (OTC) products by U.S. retailers. These decreases were partially offset by revenue from new products and improved demand for retail parasiticide products in certain European markets, including Spain.Farm animal revenue decreased $31Â million, or 6%, for the three months ended September 30, 2024, compared to the same period in 2023, driven by the divestiture of our aqua business on July 9, 2024, partially offset by a 3% increase in pricing. Excluding the impact from our aqua business divestiture, volumes for the three months ended September 30, 2024, were flat compared to the same period in 2023. Strength in U.S. cattle, led by Experior and Rumensin, and increased revenue from poultry products in the U.S. and Europe were offset by lower demand for sheep products in Australia, volume declines associated with our previous strategic decisions to change how we operate in and sell into certain international markets, including Argentina, and the impact from the European recall of Kexxtone, which occurred during the second quarter of 2024.Farm animal revenue increased $19Â million, or 1%, for the nine months ended September 30, 2024, compared to the same period in 2023, driven by a 2% increase in pricing and higher volumes of non-aqua products, partially offset by the impact of the divestiture of our aqua business. Higher volumes of our non-aqua products were primarily driven by strength in U.S. cattle, led by Experior and Rumensin, and strength in poultry sales globally, partially offset by weakness in global swine markets, volume declines associated with our previous strategic decisions to change how we operate in and sell into certain international markets, including Argentina, and the impact from the European recall of Kexxtone, which occurred during the second quarter of 2024. 2024 Q3 Form 10-Q | 25Table of ContentsCost of SalesThree Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeCost of sales$492Â $487Â 1Â %$1,502Â $1,415Â 6Â %% of revenue48Â %46Â %44Â %42Â %Cost of sales increased $5 million for the three months ended September 30, 2024, compared to the three months ended September 30, 2023, while cost of sales as a percentage of revenue increased to 48%, compared to 46% for the prior year period. Gross margin was unfavorably impacted during the three months ended September 30, 2024, compared to the prior year, by a combination of inflation, unfavorable manufacturing performance and product mix associated with the divestiture of our aqua business. These factors were partially offset by increased pricing. Cost of sales increased $87 million for the nine months ended September 30, 2024, compared to the nine months ended September 30, 2023, and cost of sales as a percentage of revenue increased to 44%, compared to 42% for the prior year period. These increases were due to a combination of inflation, planned reduced throughput at certain manufacturing sites and product mix, partially offset by increased pricing.Research and DevelopmentThree Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeResearch and development$87Â $86Â 1Â %$263Â $248Â 6Â %% of revenue8Â %8Â %8Â %7Â %Research and development expenses increased $1 million and $15 million for the three and nine months ended September 30, 2024, respectively, as compared to the same periods in the prior year, primarily driven by higher employee-related expenses and timing of project costs. Marketing, Selling and AdministrativeThree Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeMarketing, selling and administrative$323Â $313Â 3Â %$1,014Â $993Â 2Â %% of revenue31Â %29Â %30Â %29Â %Marketing, selling and administrative expenses increased $10 million and $21 million for the three and nine months ended September 30, 2024, respectively, as compared to the same periods in the prior year. The increase for the three months ended September 30, 2024, was primarily driven by higher employee related expenses and investments supporting the U.S. pet health business. The increase for the nine months ended September 30, 2024, also included increases in marketing and promotional spend supporting our global pet health business, partially offset by cost savings associated with the completion of our ERP system integration in the second quarter of 2023.Amortization of Intangible AssetsThree Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeAmortization of intangible assets$133Â $140Â (5)%$397Â $410(3)%Amortization of intangible assets decreased $7 million and $13 million, for the three and nine months ended September 30, 2024, respectively, as compared to the same periods in the prior year. These decreases were partially driven by changes in foreign currency exchange rates, as well as the elimination of amortization related to our aqua business intangible assets, which met the criteria to be classified as held for sale on February 1, 2024, at which date amortization of these finite-lived intangible assets ceased. See Note 4. Acquisitions, Divestitures and Other Arrangements to the condensed consolidated financial statements for further information. Asset Impairment, Restructuring and Other Special ChargesThree Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeAsset impairment, restructuring and other special charges$17Â $166Â %$143Â $9157Â %Amounts recorded to asset impairment, restructuring and other special charges during the three months ended September 30, 2024, primarily reflected $15 million of asset impairments tied to the financial difficulties of our contract manufacturing supply partner, TriRx, the largest of which was a $12 million impairment of a contract asset related to a favorable supply agreement. Asset impairment, restructuring and other special charges for the nine 2024 Q3 Form 10-Q | 26Table of Contentsmonths ended September 30, 2024, also included a $53 million impairment charge related to the write-off of a pet health IPR&D asset, $45Â million of costs associated with our restructuring plan announced in February 2024 and $17Â million of transaction costs associated with the divestiture of our aqua business. Amounts recorded during the three and nine months ended September 30, 2023, primarily represented costs associated with the implementation of new systems, programs and processes due to the integration of Bayer Animal Health. For additional information regarding our asset impairment, restructuring and other special charges, see Note 5. Asset Impairment, Restructuring and Other Special Charges to the condensed consolidated financial statements.Gain on DivestitureThree Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeGain on divestiture(640)â€”Â NM(640)â€”NMAs discussed above, we recorded a pre-tax gain on the divestiture of our aqua business during the three months ended September 30, 2024, of $640Â million. See Note 4. Acquisitions, Divestitures and Other Arrangements to the condensed consolidated financial statements for further information. Goodwill ImpairmentThree Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeGoodwill impairment$â€”Â $1,042Â NM$â€”Â $1,042NMAs previously disclosed, there was a sharp increase in long-term treasury rates during the third quarter of 2023, and as a result, we assessed our long-lived assets, including goodwill for impairment. Due principally to an increased discount rate assumption, which was driven by the sharp increase in long-term treasury rates, our quantitative goodwill impairment test resulted in a $1,042Â million pre-tax impairment charge. See Note 11. Goodwill to the condensed consolidated financial statements for further information.Interest Expense, Net of Capitalized InterestThree Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeInterest expense, net of capitalized interest$58Â $72Â (19)%$189Â $210(10)%Interest expense, net of capitalized interest decreased $14Â million and $21 million, respectively, for the three and nine months ended September 30, 2024, as compared to the same periods in the prior year, primarily due to lower average outstanding debt balances given debt repayment activity in the current year (see Note 8. Debt to the condensed consolidated financial statements for further information). These decreases were partially offset by a $12Â million non-cash charge during the three months ended September 30, 2024, related to the write-off of previously deferred financing costs given our early debt repayments. Other expense, netThree Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeOther expense, net$1Â $9Â (89)%$12Â $41(71)%Other expense, net for the three and nine months ended September 30, 2024, primarily consisted of foreign currency exchange losses and mark-to-market adjustments. Other expense, net for the three months ended September 30, 2023 principally related to foreign currency exchange losses and an increase in the contingent consideration liability related to the NutriQuest acquisition. Other expense, net during the nine months ended September 30, 2023, also included a settlement provision of $15 million related to the Seresto class action lawsuits recorded during the second quarter of 2023 (see Note 13. Commitments and Contingencies to the condensed consolidated financial statements for further information). Income tax expense (benefit)Three Months Ended September 30,Nine Months Ended September 30,(Dollars inÂ millions)20242023% Change20242023% ChangeIncome tax expense (benefit)$195Â $(1)NM$193Â $22NMEffective tax rate34.8Â %0.2Â %35.8Â %(2.0)%2024 Q3 Form 10-Q | 27Table of ContentsWe recognized income tax expense of $195 million for the three months ended September 30, 2024, and an income tax benefit of $1 million for the three months ended September 30, 2023. Of the total income tax expense for the three months ended September 30, 2024, $171Â million related to the income tax expense associated with the taxable gain on the divestiture of our aqua business. Our effective tax rate of 34.8% for the three months ended September 30, 2024, differed from the statutory income tax rate primarily due to the recognition of the gain on the divestiture of our aqua business, which exceeded the reported gain of $640Â million primarily due to the derecognition of non-deductible goodwill. Our effective tax rate was also impacted by the jurisdictional earnings mix of projected income in higher tax jurisdictions and losses for which no tax benefit was recognized. Our effective tax rate of 0.2% for the three months ended September 30, 2023, differed from the statutory income tax rate primarily due to the recognition of the aforementioned $1,042Â million goodwill impairment charge, which was non-deductible in most of the impacted jurisdictions.We recognized income tax expense of $193 million and $22 million for the nine months ended September 30, 2024 and 2023, respectively. Our effective tax rate of 35.8% for the nine months ended September 30, 2024, differed from the statutory income tax rate primarily due to the income tax expense impact of the gain on divestiture, partially offset by the release of a valuation allowance attributable to the sale of our aqua business and the recognition of certain state tax credits. Our effective tax rate of (2.0)% for the nine months ended September 30, 2023, differed from the statutory income tax rates primarily due to the recognition of the $1,042Â million goodwill impairment charge, which was non-deductible in most of the impacted jurisdictions.Liquidity and Capital Resources Our primary sources of liquidity are cash on hand, cash flows from operations and funds available under our credit facilities. As a significant portion of our business is conducted internationally, we hold a significant portion of cash outside of the U.S. We monitor and adjust the amount of foreign cash based on projected cash flow requirements. Our ability to use foreign cash to fund cash flow requirements in the U.S. may be impacted by local regulations and, to a lesser extent, the income taxes associated with transferring cash to the U.S. We intend to indefinitely reinvest substantially all foreign earnings for continued use in our foreign operations. As our business evolves, we may change that strategy, particularly to the extent we identify tax-efficient reinvestment alternatives for our foreign earnings or change our cash management strategy.We believe our primary sources of liquidity are sufficient to fund our short-term and long-term existing and planned capital requirements, which include working capital obligations, funding existing marketed and pipeline products, capital expenditures, business development in our targeted areas, short-term and long-term debt obligations, such as principal and interest payments, as well as interest rate swaps, operating lease payments, purchase obligations and costs associated with mergers, acquisitions, divestitures and business integrations and/or restructuring activities. As of September 30, 2024, we had cash and cash equivalents of $490Â million and unused borrowing capacity on our Revolving Credit Facility of approximately $750Â million. In addition, our Securitization Facility provides additional borrowing capacity in the event our borrowing capacity on this facility, which is correlated to our U.S. Net Eligible Receivables Balances, exceeds our outstanding borrowings on the facility. As of September 30, 2024, we had $93Â million in undrawn borrowing capacity on our Securitization Facility. We also have the ability to access capital markets to obtain debt financing for longer-term funding, if required. Further, we believe we have sufficient cash flow and liquidity to remain in compliance with our debt covenants. We made $1,587Â million of term loan debt repayments during the nine months ended September 30, 2024, utilizing a majority of the proceeds from the sale of our aqua business as well as a portion of the proceeds from our new $350Â million Incremental Term Facility due 2031 and available cash on hand. We also repaid $200 million during the nine months ended September 30, 2024, on our Revolving Credit Facility. Combined, these net repayments of $1,437 million have significantly reduced our leverage and anticipated future interest expense.Our ability to meet future funding requirements may be impacted by macroeconomic, business and financial volatility. As market conditions change, we will continue to monitor our liquidity position. However, a challenging economic environment or an economic downturn may impact our liquidity or ability to obtain future financing. See "Item 1A. Risk Factors - We have substantial indebtedness" in Part I of our 2023 Form 10-K.2024 Q3 Form 10-Q | 28Table of ContentsCash Flows The following table provides a summary of cash flows from operating, investing and financing activities for the nine months ended September 30, 2024 and 2023:(in millions)Net cash provided by (used for):20242023$ ChangeOperating activities$364Â $114Â $250Â Investing activities1,248Â (134)1,382Â Financing activities(1,460)56Â (1,516)Effect of exchange-rate changes on cash and cash equivalents(14)(12)(2)Net increase in cash and cash equivalents$138Â $24Â $114Â Operating activitiesCash provided by operating activities was $364 million for the nine months ended September

30, 2024, compared to cash provided by operating activities of $114 million for the nine months ended September 30, 2023. The increase in cash provided by operating activities was driven by year-over-year improvements in changes in operating assets and liabilities. Investing activitiesCash provided by investing activities was $1,248 million for the nine months ended September 30, 2024, compared to cash used for investing activities of $134 million for the nine months ended September 30, 2023. Cash provided by investing activities during the nine months ended September 30, 2024, was driven by the cash proceeds of $1,294Â million from the sale of our aqua business in July 2024, and to a lesser extent, the collection of a $66Â million receivable related to the previous divestiture of our Shawnee and Speke locations (see Note 4. Acquisitions, Divestitures and Other Arrangements to the condensed consolidated financial statements for additional information). These proceeds were partially offset by net purchases of property and equipment and software. Cash used for investing activities during the nine months ended September 30, 2023, primarily related to net purchases of property and equipment and software, $19 million paid for our acquisition of NutriQuest and $14 million for the purchase of intangible assets. Financing activitiesCash used for financing activities was $1,460 million for the nine months ended September 30, 2024, compared to cash provided by financing activities of $56 million for the nine months ended September 30, 2023. Cash used for financing activities during the nine months ended September 30, 2024, included $1,587 million in gross repayments of term loan debt and net repayments on our Revolving Credit Facility of $200 million. These repayments were partially offset by proceeds of $350 million from the issuance of our Incremental Term Facility due 2031 in August 2024. Cash provided by financing activities of $56 million during the nine months ended September 30, 2023, primarily reflected net proceeds from our Revolving Credit Facility and Securitization Facility, largely offset by the repayment of indebtedness outstanding under our previously outstanding 4.272% Senior Notes due 2023.Description of IndebtednessFor a complete description of our existing debt and available credit facilities as of September 30, 2024 and DecemberÂ 31, 2023, see Note 8. Debt within Item 8, â€œFinancial Statements and Supplementary Data,â€ of Part II of our 2023 Form 10-K. New developments are discussed in Note 8. Debt of this Form 10-Q. Critical Accounting Policies and Estimates The preparation of financial statements in accordance with U.S. GAAP requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Certain of our accounting policies are considered critical because these policies are the most important to the depiction of our financial statements and require significant, difficult or complex judgments, often requiring the use of estimates about the effects of matters that are inherently uncertain. Actual results that differ from our estimates could have an unfavorable effect on our financial position and results of operations. We apply estimation methodologies consistently from year to year. Such policies are summarized in Item 7, "Management's Discussion & Analysis of Results of Financial Condition and Results of Operations," of our 2023 Form 10-K. There were no significant changes or developments in the application of our critical accounting policies during the nine months ended September 30, 2024.2024 Q3 Form 10-Q | 29Table of ContentsITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKForeign Exchange RiskWe operate on a global basis and are exposed to the risk that our earnings, cash flows and equity could be adversely impacted by fluctuations in foreign currency exchange rates. We are exposed to foreign currency exchange risk as the functional currency financial statements of non-U.S. subsidiaries are translated to U.S. dollars. We are also subject to foreign currency transaction gains and losses to the extent revenue and expense transactions are not denominated in the functional currency of a subsidiary. We are primarily exposed to foreign currency exchange risk with respect to net assets denominated in the Euro, British pound, Swiss franc, Brazilian real, Australian dollar, Japanese yen, Canadian dollar and Chinese yuan. Additionally, we generally identify hyperinflationary markets as those markets whose cumulative inflation rate over a three-year period exceeds 100%. We have applied hyperinflationary accounting for our Argentina and Turkey subsidiaries since 2018 and 2022, respectively, and as a result, have changed their functional currencies to the U.S. dollar. During the nine months ended September 30, 2024, revenue in Argentina and Turkey each represented less than 1% of our consolidated revenue, and assets held in Argentina and Turkey as of September 30, 2024, each represented less than 1% of our consolidated assets. In February 2024 our Board of Directors authorized a restructuring plan that, among other strategic decisions, has resulted in a change in how we operate in and sell into the Argentina market, which has reduced our foreign currency exposure with respect to the Argentine peso. In spite of this, and while the application of hyperinflationary accounting for our subsidiaries in Argentina and Turkey did not have a material impact on our business during the nine months ended September 30, 2024, we may in the future incur further currency devaluations, which could have a material adverse impact on our results of operations.Interest RiskAt September 30, 2024, we held interest rate swap agreements with a notional value of $2,800Â million that had the economic effect of modifying this amount of our variable-rate debt to fixed-rate. We also held forward-starting interest rate swap agreements with a combined notional amount of $850Â million, which will become effective in 2026. When including variable-rate converted to fixed-rate through the use of interest rate swaps, as of September 30, 2024, approximately 81% of our long-term indebtedness bears interest at a fixed rate. ITEM 4. CONTROLS AND PROCEDURES(a)Evaluation of Disclosure Controls and Procedures. Under applicable SEC regulations, management of a reporting company, with the participation of the principal executive officer and principal financial officer, must periodically evaluate the companyâ€™s â€œdisclosure controls and procedures,â€ which are defined generally as controls and other procedures of a reporting company designed to ensure that information required to be disclosed by the reporting company in its periodic reports filed with the SEC (such as this FormÂ 10-Q) is recorded, processed, summarized and reported on a timely basis.Our management, with the participation of Jeffrey N. Simmons, president and chief executive officer, and Todd S. Young, executive vice president and chief financial officer, evaluated our disclosure controls and procedures as of September 30, 2024, and concluded they were effective. (b)Changes in Internal Controls. During the third quarter of 2024, there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.2024 Q3 Form 10-Q | 30Table of ContentsPART IIITEM 1. LEGAL PROCEEDINGSSee Note 13. Commitments and Contingencies to the condensed consolidated financial statements for a summary of our legal proceedings. This item should be read in conjunction with "Legal Proceedings" in Part I, Item 3 of our 2023 Form 10-K.ITEM 1A. RISK FACTORSOur risk factors are documented in Item 1A of Part I of our 2023 Form 10-K. Other than the revisions set forth below, there have been no material changes from the risk factors previously disclosed in the 2023 Form 10-K.The following risk factors have been changed from the risk factors that were previously disclosed:Manufacturing problems and capacity imbalances have caused, and may in the future cause, product launch delays, inventory shortages, recalls and/or unanticipated costs.In order to sell our products, we must be able to produce and ship sufficient quantities to our customers. We own and operate 16Â internal manufacturing sites across 9 countries and also employ a network of approximately 140 third-party CMOs. Many of our products involve complex manufacturing processes, are highly regulated and can rely on inputs that are sole sourced from certain manufacturing sites. Shifting or adding manufacturing capacity can be a lengthy process requiring significant capital expenditures, process modifications and regulatory approvals. Due to this, unplanned plant shutdowns, manufacturing or quality assurance difficulties, failure or refusal of a supplier or CMO to supply contracted quantities or difficulties in predicting or variability in demand for our products have caused, and may in the future cause, interruption or higher costs in the supply of certain products, product shortages or pauses or discontinuations of product sales in one or more markets. Further, minor deviations in our manufacturing or logistical processes, such as temperature excursions or improper package sealing, could result, and have in the past resulted in, delays, inventory shortages, unanticipated costs, product recalls, product liability and/or regulatory action. In addition, a number of factors could cause production interruptions, including:â€¢the failure of us or any of our vendors or suppliers, including logistical service providers, to comply with applicable regulations and quality assurance guidelines;â€¢mislabeling;â€¢construction delays;â€¢equipment malfunctions;â€¢shortages of materials;â€¢labor problems; â€¢delays in receiving required governmental authorizations or regulatory approvals;â€¢natural disasters and/or adverse weather conditions;â€¢power outages;â€¢criminal and terrorist activities;â€¢changes in manufacturing production sites and limits to manufacturing capacity due to regulatory requirements, changes in types of products produced, shipping distributions or physical limitations; andâ€¢the outbreak of any highly contagious diseases.These interruptions could result in launch delays, inventory shortages, recalls, unanticipated costs or issues with our agreements under which we supply third parties, which may materially adversely affect our business, financial condition and results of operations. Further, global transportation and logistics challenges, cost inflation and tight labor markets have caused, and in the future may cause, delays in and/or increased costs related to the distribution of our products, the construction or acquisition of manufacturing capacity, procurement activity and supplier or contract manufacturer arrangements. For example, in September 2024 one of our contract manufacturing supply partners, TriRx Speke Ltd (TriRx Speke), entered into trading administration, a formal insolvency process in the U.K. designed to help companies facing severe financial challenges regain stability. Since this time we have been making up-front prepayments to support the operational costs of the site to minimize supply disruption, resulting in increased costs for us that we expect to continue for the foreseeable future. While we are not anticipating significant supply disruption throughout the remainder of 2024, we are currently exploring options with parties involved to maintain continued product supply.2024 Q3 Form 10-Q | 31Table of ContentsIn addition, volatility in the overall demand for animal health products in different markets and distribution channels has had, and may continue to have, a number of impacts on our business, including increased costs and disruptions in the supply of our products. Our manufacturing network may be unable to meet the demand for our products, or we may have excess capacity if demand for our products changes. Throughout 2023 we experienced increasing levels of inventory on-hand, in part due to volatility in demand across different markets and distribution channels. In addition to the negative impact on our cash flows, if we are not able to more effectively manage the purchase and production of our inventories to match the timing of customer demand, we may face increased costs for warehousing and the potential for our inventories to become unusable or obsolete.We have also in the past invested in, and will continue to invest in, improvements to our existing manufacturing facilities and may also invest in new manufacturing plants in the future. These types of projects are subject to risks of delay or cost overruns inherent in any large construction project and require licensing by or approvals from various regulatory authorities. The unpredictability of a productâ€™s regulatory or commercial success or failure, the lead time necessary to construct highly technical and complex manufacturing sites and shifting customer demand (including as a result of market conditions or entry of branded or generic competition) increase the potential for capacity imbalances. In addition, construction of sites is expensive, and our ability to recover costs will depend on the market acceptance and success of the products produced at the new sites, which is uncertain. Significant cost overruns or delays in completing these projects could have an adverse effect on our financial condition and results of operations.ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS(none)ITEM 3. DEFAULTS UPON SENIOR SECURITIES(none)ITEM 4. MINE SAFETY DISCLOSURES(none)ITEM 5. OTHER INFORMATIONDuring the three months ended September 30, 2024, no director or officer of the Company adopted, modified or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.2024 Q3 Form 10-Q | 32Table of ContentsITEM 6. EXHIBITSThe following exhibits are either filed or furnished herewith (as applicable) or, if so indicated, incorporated by reference to the documents indicated in parentheses, which have previously been filed or furnished with the SEC. Exhibit NumberÂ Description10.1Amendment No. 2, dated as of July 3, 2024, to the Credit Agreement, dated as of August 1, 2020, by and among Elanco Animal Health Incorporated, as borrower, Elanco US Inc., as co-borrower, the subsidiary loan parties party thereto, the lenders and issuing banks party thereto from time to time, Goldman Sachs Bank USA, as term facility agent, collateral agent, and security trustee, and JPMorgan Chase Bank, N.A., as revolving facility agent (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the SEC on July 3, 2024).10.2Incremental Assumption Agreement dated August 13, 2024, by and among Elanco Animal Health Incorporated, Elanco US Inc., the subsidiary loan parties party thereto, Farm Credit Mid-America, PCA, as incremental term lender, and Goldman Sachs Bank USA, as the term facility agent (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the SEC on August 13, 2024).31.1Section 302 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).31.2Section 302 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).32Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).101Interactive Data Files (Inline XBRL).104Cover Page Interactive Data File (formatted as Inline XBRL document and included in Exhibit 101).2024 Q3 Form 10-Q | 33Table of ContentsSignaturesPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.ELANCO ANIMAL HEALTH INCORPORATED(Registrant)Date:November 7, 2024/s/ Jeffrey N. SimmonsJeffrey N. SimmonsPresident and Chief Executive Officer(Principal Executive Officer)Date:November 7, 2024/s/ Todd S. YoungTodd S. YoungExecutive Vice President, Chief Financial Officer(Principal Financial Officer)2024 Q3 Form 10-Q | 34 EX-31.1 2 ex311elanco-20240930xceoce.htm EXHIBIT 31.1 - CERTIFICATION OF CHIEF EXECUTIVE OFFICER DocumentEXHIBIT 31.1 CERTIFICATIONSI, Jeffrey N. Simmons, certify that:1.Â Â Â Â I have reviewed this report on Form 10-Q of Elanco Animal Health Incorporated;2.Â Â Â Â 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.Â Â Â Â 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.Â Â Â Â The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a)Â Â Â Â 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)Â Â Â Â 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)Â Â Â Â 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)Â Â Â Â 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 registrant'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.Â Â Â Â 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)Â Â Â Â 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)Â Â Â Â 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.Â Date:November 7, 2024By:/s/Jeffrey N. SimmonsÂ Jeffrey N. SimmonsÂ President and Chief Executive Officer(Principal Executive Officer) EX-31.2 3 ex312elanco-20240930xcfoce.htm EXHIBIT 31.2 - CERTIFICATION OF CHIEF FINANCIAL OFFICER DocumentEXHIBIT 31.2 CERTIFICATIONSI, Todd S. Young, certify that:1.Â Â Â Â I have reviewed this report on Form 10-Q of Elanco Animal Health Incorporated;2.Â Â Â Â 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.Â Â Â Â 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.Â Â Â Â The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a)Â Â Â Â 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)Â Â Â Â 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)Â Â Â Â 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)Â Â Â Â 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 registrant'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.Â Â Â Â 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)Â Â Â Â 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)Â Â Â Â 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.Â Date:November 7, 2024By:/s/Todd S. YoungÂ Todd S. YoungÂ Executive Vice President and Chief Financial Officer (Principal Financial Officer) EX-32 4 ex32elanco-20240930xsectio.htm EXHIBIT 32 - CERTIFICATIONS OF CEO AND CFO DocumentEXHIBIT 32CERTIFICATION OF THECHIEF EXECUTIVE OFFICER ANDCHIEF FINANCIAL OFFICERPURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a)Â and (b)Â of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Elanco Animal Health Incorporated, an Indiana corporation (the â€œCompanyâ€), does hereby certify that, to the best of their knowledge:The Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (the â€œForm 10-Qâ€) of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.Â Date:November 7, 2024/s/Jeffrey N. SimmonsÂ Jeffrey N. SimmonsÂ President and Chief Executive Officer(Principal Executive Officer)Â Date:November 7, 2024/s/Todd S. YoungÂ Todd S. YoungÂ Executive Vice President and Chief Financial Officer(Principal Financial Officer) EX-101.SCH 5 elan-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Statements of Operations (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Condensed Consolidated Statements of Equity (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Basis of Presentation and Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - New Financial Accounting Pronouncements link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Revenue link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Acquisitions, Divestitures and Other Arrangements link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Asset Impairment, Restructuring and Other Special Charges link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Inventories link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Equity link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Financial Instruments link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Fair Value link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Goodwill link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Earnings Per Share link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Basis of Presentation and Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - New Financial Accounting Pronouncements (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Revenue (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Acquisitions, Divestitures and Other Arrangements (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Asset Impairment, Restructuring and Other Special Charges (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Inventories (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Financial Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Fair Value (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Goodwill (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Income Taxes (Tables) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - Earnings Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Revenue - Activity in Sales Rebates and Discounts Liability (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Revenue - Disaggregation of Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Revenue - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Acquisitions, Divestitures and Other Arrangements - NutriQuest US Acquisition & NutriQuest Brazil Acquisition (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Acquisitions, Divestitures and Other Arrangements - Schedule of The Composition of The Purchase Consideration (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - Acquisitions, Divestitures and Other Arrangements - Amounts Recognized for Assets Acquired and Liabilities Assumed (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Acquisitions, Divestitures and Other Arrangements - Divestitures (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Acquisitions, Divestitures and Other Arrangements - Summary of Assets Derecognized (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Asset Impairment, Restructuring and Other Special Charges - Component of Asset Impairment, Restructuring and Other Special Charges (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Asset Impairment, Restructuring and Other Special Charges - Activity in Reserves (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Asset Impairment, Restructuring and Other Special Charges - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Inventories (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Equity (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Debt - Long-term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Debt - Long-term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Debt - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Financial Instruments - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Financial Instruments - Net Losses/Gains on Derivative Instruments (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - Fair Value - Schedule of Fair Value Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - Fair Value - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - Goodwill (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - Goodwill - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - Income Taxes - Provision for Taxes on Income (Details) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - Income Taxes - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - Commitments and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 6 elan-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 7 elan-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 8 elan-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Number of executives named in lawsuit Loss Contingency, Number Of Executives Loss Contingency, Number Of Executives Adjustments to reconcile net income (loss) to cash flows from operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Work in process Inventory, Work in Process, Gross Range [Domain] Statistical Measurement [Domain] Cover [Abstract] Net increase in cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Acquired in-process research and development (IPR&D) In Process Research and Development [Member] Other current liabilities Other Liabilities, Current Trading Symbol Trading Symbol Aqua Business Aqua Business [Member] Aqua Business All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Schedule of Basic And Diluted Weighted-average Shares Outstanding Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] TriRx TriRx [Member] TriRx Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Equity method investments Equity Method Investments Disposal Group Name [Domain] Disposal Group Name [Domain] Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Term Loan B due 2027 Term B Loan Facility [Member] Term B Loan Facility Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Hedging Relationship [Domain] Hedging Relationship [Domain] Fair Value Fair Value Disclosures [Text Block] Restructuring and Related Activities [Abstract] Restructuring and Related Activities [Abstract] Award Timing Disclosures [Line Items] Net Investment Hedging Net Investment Hedging [Member] Net (losses) gains on derivative instruments Derivative, Gain (Loss) on Derivative, Net Other Performance Measure, Amount Other Performance Measure, Amount Pre-tax gain on sale Discontinued Operation, Gain (Loss) from Disposal of Discontinued Operation, before Income Tax Commitments and Contingencies Legal Matters and Contingencies [Text Block] Goodwill [Line Items] Goodwill [Line Items] Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Common stock, shares outstanding (in shares) Balance at beginning of period (in shares) Balance at end of period (in shares) Common Stock, Shares, Outstanding Other receivables Other Receivables, Net, Current Cash Flow Hedging Cash Flow Hedging [Member] Property and equipment, net Disposal Group, Including Discontinued Operation, Property, Plant and Equipment Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Sales rebates and discounts Contract with Customer, Liability, Current Offering price (usd per share) Sale of Stock, Price Per Share United States UNITED STATES Assumed conversion of dilutive common stock equivalents (in shares) Weighted Average Number of Shares Outstanding, Diluted, Adjustment Other noncurrent assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Schedule of Long-term Debt Schedule of Long-Term Debt Instruments [Table Text Block] Transaction costs Disposal Group, Including Discontinued Operations, Transaction Costs Disposal Group, Including Discontinued Operations, Transaction Costs 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] Secured Debt Secured Debt [Member] Product Return Concentration Risk Product Return Concentration Risk [Member] Product Return Concentration Risk [Member] Equity Components [Axis] Equity Components [Axis] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Restructuring Type [Axis] Restructuring Type [Axis] Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding (in shares) Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Proceeds from business divestitures Proceeds from Divestiture of Businesses Incremental Term Facility Due 2031 Incremental Term Facility Due August 13, 2031 [Member] Incremental Term Facility Due August 13, 2031 Costs, expenses and other Costs and Expenses Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Effective Income Tax Rate Reconciliation [Line Items] Effective

Income Tax Rate Reconciliation [Line Items] Adjustment to Compensation, Amount Adjustment to Compensation Amount NutriQuest, LLC NutriQuest, LLC [Member] NutriQuest, LLC Compensation Amount Outstanding Recovery Compensation Amount Proceeds from settlement of derivative instrument Proceeds From Settlement Of Derivative Instrument Proceeds From Settlement Of Derivative Instrument Disposal Group Classification [Axis] Disposal Group Classification [Axis] 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] Fair value of contingent consideration Business Combination, Consideration Transferred, Contingent Consideration Business Combination, Consideration Transferred, Contingent Consideration Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Schedule of Asset Impairment, Restructuring and Other Special Charges Restructuring and Related Costs [Table Text Block] Tabular List, Table Tabular List [Table Text Block] Significant Unobservable Inputs (Level 3) Fair Value, Inputs, Level 3 [Member] Gain on divestiture Gain (Loss) on Disposition of Business Weighted Average Weighted Average [Member] 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] Loss contingency accrual Loss Contingency Accrual Proceeds from interest rate swap settlements Proceeds From Derivative Instrument, Operating Activities Proceeds From Derivative Instrument, Operating Activities Potential common shares excluded from calculation (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Liabilities related to litigation Estimated Litigation Liability Asset impairment Impairment of Long-Lived Assets to be Disposed of Cash paid Payments for Restructuring Credit Facility [Domain] Credit Facility [Domain] Cash and cash equivalents â€“ beginning of period Cash and cash equivalents â€“ end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Payments Contract With Customer, Liability, Increase From Cash Receipts Contract With Customer, Liability, Increase From Cash Receipts Current Assets Assets, Current [Abstract] Incremental Term Facility due 2029 Incremental Term Facility Due April 19, 2029 [Member] Incremental Term Facility Due April 19, 2029 Goodwill Goodwill Beginning balance Ending balance Goodwill Effective Income Tax Rate Reconciliation [Table] Effective Income Tax Rate Reconciliation [Table] Inventories Inventory Disclosure [Text Block] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Employee Stock Option Share-Based Payment Arrangement, Option [Member] Goodwill [Roll Forward] Goodwill [Roll Forward] Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Other financing activities, net Proceeds from (Payments for) Other Financing Activities Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Repayments of facility Repayments of Lines of Credit Security Exchange Name Security Exchange Name Basis spread on variable rate Debt Instrument, Basis Spread on Variable Rate Award Type Award Type [Axis] Incremental Term Facility due 2025 Incremental Term Facility Due June 30, 2025 [Member] Incremental Term Facility Due June 30, 2025 Foreign currency translation adjustments Goodwill, Foreign Currency Translation Gain (Loss) Total Inventory, Gross Write off charge Deferred Debt Issuance Cost, Writeoff Property and equipment, net Property, Plant and Equipment, Net Repayment of debt Repayments of Debt Total liabilities Liabilities Number of reporting units Number of Reporting Units Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Research and development Research and Development Expense Weighted average useful life Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life 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] Swap settlement Derivative Instrument, Notional Amount Settled Derivative Instrument, Notional Amount Settled Goodwill and Intangible Assets Disclosure [Abstract] Total Shareholder Return Amount Total Shareholder Return Amount Common stock, shares issued (in shares) Common Stock, Shares, Issued Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Credit facility, maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Concentration risk Concentration Risk, Percentage Carrying value Total assets Disposal Group, Including Discontinued Operation, Assets Farm Animal Farm Animal [Member] Farm Animal Asset impairment, restructuring and other special charges Restructuring Costs and Asset Impairment Charges Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Raw materials and supplies Inventory, Raw Materials and Supplies, Gross Senior Notes due 2028 Senior Notes Due 2028 [Member] Senior Notes Due 2028 [Member] Reduction of revenue Contract with Customer, Liability, Revenue Recognized Including Current Year Additions Contract with Customer, Liability, Revenue Recognized Including Current Year Additions Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Common stock, shares authorized (in shares) Common Stock, Shares Authorized Derivative assets (liabilities) Derivative Assets (Liabilities), at Fair Value, Net Cash paid for acquisitions Payments to Acquire Businesses, Net of Cash Acquired Basis of Presentation Basis of Accounting, Policy [Policy Text Block] New corporate headquarters, estimated total incentive to be funded by TIF Tax Incremental Financing, Estimated Total Incentive To Be Funded Tax Incremental Financing, Estimated Total Incentive To Be Funded Diluted (in shares) Diluted weighted-average shares outstanding (in shares) Weighted Average Number of Shares Outstanding, Diluted Proceeds from previous sale of Shawnee and Speke facilities (see Note 4) Proceeds From Previous Divestiture Of Businesses Proceeds From Previous Divestiture Of Businesses Other comprehensive income (loss): Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent [Abstract] Tax incremental financing, commitment amount Tax Incremental Financing, Commitment Amount Tax Incremental Financing, Commitment Amount MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total equity Balance at beginning of period Balance at end of period Equity, Attributable to Parent Litigation Case [Axis] Litigation Case [Axis] Revenue Disposal Group, Including Discontinued Operation, Revenue Hedging Designation [Domain] Hedging Designation [Domain] Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Schedule of Goodwill Schedule of Goodwill [Table Text Block] Concentration Risk Type [Domain] Concentration Risk Type [Domain] Marketing, selling and administrative Selling, General and Administrative Expense Other comprehensive income (loss), net of taxes Other comprehensive income (loss), net of tax Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Recurring Fair Value, Recurring [Member] Accounts receivable, net Accounts Receivable, after Allowance for Credit Loss, Current Product Sales Product [Member] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Total debt Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] Schedule of Activity in Reserves Schedule of Restructuring Reserve by Type of Cost [Table Text Block] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Swine Swine [Member] Swine Acquisitions, Divestitures and Other Arrangements Mergers, Acquisitions and Dispositions Disclosures [Text Block] Assets Assets [Abstract] Document Type Document Type Derivative Contract [Domain] Derivative Contract [Domain] Effective interest rate Debt Instrument, Interest Rate, Effective Percentage Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Basis of Presentation and Summary of Significant Accounting Policies Basis of Accounting [Text Block] Schedule of Activity in Sales Rebates and Discounts Liability Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Maximum Maximum [Member] Amortization of intangible assets Amortization of Intangible Assets Beginning balance Ending balance Contract with Customer, Liability Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Accumulated impairment Goodwill, Impaired, Accumulated Impairment Loss International Non-US [Member] Accounts payable Accounts Payable, Current NutriQuest Brazil NutriQuest Nutricao Animal Ltda [Member] NutriQuest Nutricao Animal Ltda Summary of Gain (Loss), Net of Tax Offsetting Liabilities [Table Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Noncurrent Assets Assets, Noncurrent [Abstract] Range [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (loss) before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount All Award Types Award Type [Domain] Net receivable Disposal Group, Including Discontinued Operation, Accounts, Notes and Loans Receivable, Net Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Stock-based compensation activity, net (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Decrease to LIFO cost Inventory, LIFO Reserve Summary of Major Assets That Were Derecognized Disposal Groups, Including Discontinued Operations [Table Text Block] Goodwill impairment Goodwill, Impairment Loss Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Total consideration transferred Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Non-PEO NEO Non-PEO NEO [Member] Goodwill Disposal Group, Including Discontinued Operation, Goodwill Additional Paid-in Capital Additional Paid-in Capital [Member] Hedging Relationship [Axis] Hedging Relationship [Axis] Other assets Disposal Group, Including Discontinued Operation, Other Assets Award Timing Predetermined Award Timing Predetermined [Flag] Goodwill Goodwill Disclosure [Text Block] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Class of Stock [Line Items] Class of Stock [Line Items] New Financial Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Class of Stock [Axis] Class of Stock [Axis] Diluted (usd per share) Earnings Per Share, Diluted Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Counterparty Name [Domain] Counterparty Name [Domain] Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Type of Restructuring [Domain] Type of Restructuring [Domain] Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Total expense Restructuring, Settlement and Impairment Provisions Customer [Axis] Customer [Axis] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Employee Severance Employee Severance [Member] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Contingent consideration Nonfinancial Liabilities Fair Value Disclosure Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Refund within next three months Tax Incremental Financing, Amount Refunded Tax Incremental Financing, Amount Refunded Defined Benefit Plans Accumulated Defined Benefit Plans Adjustment Attributable to Parent [Member] Inventories Disposal Group, Including Discontinued Operation, Inventory Inventories Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Inventory Income tax expense (benefit) Income tax expense (benefit) Income Tax Expense (Benefit) Interest rate Debt Instrument, Interest Rate, Stated Percentage Notional amount Derivative, Notional Amount Repayments of long-term borrowings Repayments of Senior Debt Percentage of long term debt bearing fixed interest Long-Term Debt, Percentage Bearing Fixed Interest, Percentage Rate Revenue Revenue from Contract with Customer, Excluding Assessed Tax Purchases of intangible assets Payments to Acquire Intangible Assets Other expense, net Nonoperating Income (Expense) Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Divestiture proceeds Proceeds from Divestiture of Businesses and Interests in Affiliates Effective tax rate Effective Income Tax Rate Reconciliation, Percent Net Cash Provided by (Used for) Investing Activities Net Cash Provided by (Used in) Investing Activities Interest expense, net of capitalized interest Interest Expense, Operating and Nonoperating Business Acquisition [Line Items] Business Acquisition [Line Items] Total liabilities and equity Liabilities and Equity Other non-cash operating activities, net Other Operating Activities, Cash Flow Statement Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Additional paid-in capital Additional Paid in Capital Hedging Designation [Axis] Hedging Designation [Axis] Financial Instruments Derivative Instruments and Hedging Activities Disclosure [Text Block] Derivative Instruments, Gain (Loss) [Table] Derivative Instruments, Gain (Loss) [Table] Restructuring charges Charges Restructuring Charges Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Investment income interest Investment Income, Interest Duration over which proceeds will be received Divestiture Of Business, Duration Over Which Proceeds Will Be Received Divestiture Of Business, Duration Over Which Proceeds Will Be Received Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Securitization Facility Securitization Facility [Member] Securitization Facility Disposal Group, Disposed of by Sale, Not Discontinued Operations Disposal Group, Disposed of by Sale, Not Discontinued Operations [Member] Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Accumulated Other Comprehensive Loss AOCI Attributable to Parent [Member] Cash Flow Hedges Accumulated Gain (Loss), Net, Cash Flow Hedge, Parent [Member] Inventories Inventories Inventory, Net Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Derivative Instruments and Hedging Activities Disclosure [Abstract] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Cash received in agreement to divest Disposal Group, Including Discontinued Operation, Consideration Total identifiable assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Total purchase consideration Total purchase consideration Business Combination, Consideration Transferred Liabilities and Equity Liabilities and Equity [Abstract] Settlement rate Tangible Equity Unit, Settlement Rate Tangible Equity Unit, Settlement Rate Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Fair Value Estimate of Fair Value Measurement [Member] Long-term debt, including current portion Notes Payable, Fair Value Disclosure Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Other Other Restructuring Costs, Noncash Other Restructuring Costs, Noncash Concentration Risk [Table] Concentration Risk [Table] Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Derivative Instruments, Gain (Loss) [Line Items] Derivative Instruments, Gain (Loss) [Line Items] 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] Schedule of Fair Value Information Fair Value, Liabilities Measured on Recurring Basis [Table Text Block] Derivative Instrument [Axis] Derivative Instrument [Axis] Gain, net of tax Other Comprehensive Income (Loss), Net Investment Hedge, Gain (Loss), Net Of Tax Other Comprehensive Income (Loss), Net Investment Hedge, Gain (Loss),

Net Of Tax Long-term debt, gross Long-Term Debt, Gross Exercise Price Award Exercise Price Earnings Per Share Earnings Per Share [Text Block] Asset Impairment, Restructuring and Other Special Charges Restructuring, Impairment, and Other Activities Disclosure [Text Block] Arrangement Duration Trading Arrangement Duration Subsequent Event Subsequent Event [Member] Costs, expenses and other: Costs and Expenses [Abstract] Incremental Term Facility due 2028 Incremental Term Facility Due August 12, 2028 [Member] Incremental Term Facility Due August 12, 2028 Equity Equity, Attributable to Parent [Abstract] Acquisition and divestiture-related charges Business Combination And Disposal Group, Related Costs Business Combination And Disposal Group, Related Costs Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Income tax expense Discontinued Operation, Tax Effect of Gain (Loss) from Disposal of Discontinued Operation Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Shawnee and Speke Shawnee And Speke [Member] Shawnee And Speke Schedule of Description of Accounting Standards Adopted and Not Yet Adopted Accounting Standards Update and Change in Accounting Principle [Table Text Block] All Individuals All Individuals [Member] Proceeds from facility Proceeds from Lines of Credit PEO PEO [Member] Average applicable market value necessary to be included in calculation of diluted shares outstanding (usd per share) Tangible Equity Unit, Average Applicable Market Value Triggering Inclusion In Calculation Of Diluted Shares Outstanding, Per Share Tangible Equity Unit, Average Applicable Market Value Triggering Inclusion In Calculation Of Diluted Shares Outstanding, Per Share Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Goodwill, gross Goodwill, Gross Pet Health Pet Health [Member] Pet Health Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Other intangibles, net Intangible Assets, Net (Excluding Goodwill) Disposal Group Name [Axis] Disposal Group Name [Axis] Non-cash items and other Restructuring Reserve, Translation and Other Adjustment Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Business Combination and Asset Acquisition [Abstract] Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Disposal Groups, Including Discontinued Operations [Table] Disposal Groups, Including Discontinued Operations [Table] 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] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Proceeds from issuance of long-term debt Proceeds from Issuance of Senior Long-Term Debt Local Phone Number Local Phone Number Prepaid expenses and other Prepaid Expenses and Other Current Assets [Member] Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Deferred taxes Deferred Income Tax Liabilities, Net Operating lease, lease not yet commenced liability Lessee, Operating Lease, Lease Not Yet Commenced, Liability, To Be Paid Lessee, Operating Lease, Lease Not Yet Commenced, Liability, To Be Paid Conversion of tangible equity units (TEUs) into common stock (in shares) Stock Issued During Period, Shares, Conversion of Units Noncurrent Liabilities Liabilities, Noncurrent [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Definite-lived intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Finite-Lived Intangibles Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock Common Stock [Member] Measure: Measure [Axis] Asset Class [Domain] Asset Class [Domain] Joseph Barpar v. Elanco Animal Health Inc. Joseph Barpar v. Elanco Animal Health Inc. [Member] Joseph Barpar v. Elanco Animal Health Inc. Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Foreign currency translation adjustments Contract With Customer, Liability, Foreign Currency Translation Contract With Customer, Liability, Foreign Currency Translation Line of Credit Line of Credit Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Entity Central Index Key Entity Central Index Key Schedule of Inventories Schedule of Inventory, Current [Table Text Block] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Foreign Currency Translation Accumulated Foreign Currency Adjustment Attributable to Parent [Member] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Equity Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Current portion of long-term debt Less current portion of long-term debt Long-Term Debt, Current Maturities Lessee, operating lease, lease not yet commenced, term of contract Lessee, Operating Lease, Lease Not yet Commenced, Term of Contract Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Reclassification from accumulated other comprehensive income, current period, net of tax Reclassification from Accumulated Other Comprehensive Income, Current Period, Net of Tax New Financial Accounting Pronouncements Accounting Standards Update and Change in Accounting Principle [Text Block] Stock-based compensation activity, net APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Measurement Basis [Axis] Measurement Basis [Axis] Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] Fair Value, Measurement Frequency [Domain] Measurement Frequency [Domain] Counterparty Name [Axis] Counterparty Name [Axis] City Area Code City Area Code Current Liabilities Liabilities, Current [Abstract] Contingent consideration liability Business Combination, Contingent Consideration, Liability Disposal Group Classification [Domain] Disposal Group Classification [Domain] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] SEC Regulatory Matters SEC Regulatory Matters [Member] SEC Regulatory Matters Quoted Prices in Active Markets for Identical Assets (Level 1) Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Total current assets Assets, Current Derivative notional amount increase decrease in period Derivative, Notional Amount, Increase (Decrease) In Period Derivative, Notional Amount, Increase (Decrease) In Period Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Senior Notes Senior Notes [Member] Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Changes in operating assets and liabilities, net of acquisitions and divestitures Increase (Decrease) in Operating Capital Long-term debt Total long-term debt Long-Term Debt, Excluding Current Maturities Unrealized gains Interest Rate Cash Flow Hedge Gain (Loss) to be Reclassified During Next 12 Months, Net Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Other intangible assets Other Intangible Assets [Member] Income Taxes Income Tax Disclosure [Text Block] Earnings (loss) per share: Earnings Per Share [Abstract] Earnings Per Share [Abstract] Equity [Abstract] Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Class of Stock [Domain] Class of Stock [Domain] Net revenue Revenue from Contract with Customer Benchmark [Member] Number of employees transferred Disposal Group, Including Discontinued Operation, Number Of Employees Transferred Disposal Group, Including Discontinued Operation, Number Of Employees Transferred Other noncurrent liabilities Other Noncurrent Liabilities [Member] Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Deferred cash consideration paid January 4, 2024 Deferred Payments To Acquire Businesses, Gross Deferred Payments To Acquire Businesses, Gross Equity Awards Adjustments Equity Awards Adjustments [Member] Net Cash (Used for) Provided by Financing Activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Accounting Changes and Error Corrections [Abstract] Accounting Changes and Error Corrections [Abstract] Credit Facility [Axis] Credit Facility [Axis] Shares issued upon conversion of prepaid stock purchase contracts (in shares) Tangible Equity Unit, Prepaid Stock Purchase Contract, Shares Issued Upon Conversion Tangible Equity Unit, Prepaid Stock Purchase Contract, Shares Issued Upon Conversion Amendment Flag Amendment Flag Carrying Amount Reported Value Measurement [Member] Entity Registrant Name Entity Registrant Name Up-front cash consideration Payments to Acquire Businesses, Gross Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation, Depletion and Amortization Foreign currency translation, net of taxes Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Fair Value as of Grant Date Award Grant Date Fair Value Customer Concentration Risk Customer Concentration Risk [Member] Significant Other Observable Inputs (Level 2) Fair Value, Inputs, Level 2 [Member] Unamortized debt issuance costs Debt Issuance Costs, Net Number of shares sold in public offering (in shares) Sale of Stock, Number of Shares Issued in Transaction Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Geographical [Domain] Geographical [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt instrument, face amount Debt Instrument, Face Amount Schedule of Revenue Disaggregated by Product Category Disaggregation of Revenue [Table Text Block] Other intangibles, net Disposal Group, Including Discontinued Operation, Intangible Assets Entity Address, Postal Zip Code Entity Address, Postal Zip Code Interest Rate Swap Interest Rate Swap [Member] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock, no par value, 5,000,000,000 shares authorized, 494,333,072 and 492,845,216 shares issued and outstanding as of September 30, 2024 and DecemberÂ 31, 2023, respectively Common Stock, Value, Issued Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Marketed products Marketed Products [Member] Marketed Products Other investing activities, net 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] Other Current Liabilities Other current liabilities Other Current Liabilities [Member] Cash Flows from Financing Activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Concentration Risk [Line Items] Concentration Risk [Line Items] Finished products Inventory, Finished Goods, Gross Fair Value Measurement [Domain] Fair Value Measurement [Domain] Basic (usd per share) Earnings Per Share, Basic Change In Contract With Customer, Liability [Roll Forward] Change In Contract With Customer, Liability [Roll Forward] Change In Contract With Customer, Liability [Roll Forward] Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Schedule of Goodwill [Table] Goodwill [Table] Designated as Hedging Instrument Designated as Hedging Instrument [Member] Disposal Group, Held-for-Sale, Not Discontinued Operations Disposal Group, Held-for-Sale, Not Discontinued Operations [Member] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Cattle Cattle [Member] Cattle Weighted-average shares outstanding: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Total assets Assets Cost of sales Cost of Goods and Services Sold Net purchases of property and equipment and software Payments to Acquire Property, Plant, and Equipment Other noncurrent 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 Termination Date Trading Arrangement Termination Date 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] Contract Manufacturing Contract Manufacturing [Member] Contract Manufacturing [Member] Not Designated as Hedging Instrument Not Designated as Hedging Instrument [Member] Schedule of Revenue Disaggregated by Geographic Area Revenue from External Customers by Geographic Areas [Table Text Block] Entity Address, City or Town Entity Address, City or Town Global Customers Global Customers [Member] Global Customers Schedule of Recognized Identified Assets Acquired and Liabilities Assumed Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Debt Instrument [Axis] Debt Instrument [Axis] Net income (loss) Net income (loss) Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Loss Contingencies [Table] Loss Contingencies [Table] Business Acquisition [Axis] Business Acquisition [Axis] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Single Customer Customer A [Member] Customer A [Member] Entity File Number Entity File Number Asset impairment and write-down charges Asset Impairment Charges, Including Inventory Write-Down Asset Impairment Charges, Including Inventory Write-Down Revenue Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Tangible Equity Unit Tangible Equity Unit [Member] Tangible Equity Unit Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Effect of exchange rate changes on cash and cash equivalents Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Name Forgone Recovery, Individual Name Document Period End Date Document Period End Date Accrual charge Loss Contingency Accrual, Provision Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Asset Class [Axis] Asset Class [Axis] Insider Trading Arrangements [Line Items] Inventory Disclosure [Abstract] Inventory Disclosure [Abstract] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Schedule of Purchase Consideration Schedule of Business Acquisitions, by Acquisition [Table Text Block] Adjustment to Compensation: Adjustment to Compensation [Axis] Seresto Class Action Lawsuits Seresto Class Action Lawsuits [Member] Seresto Class Action Lawsuits Prepaid expenses and other Prepaid Expense and Other Assets, Current Cross-currency fixed interest rate swap Foreign Exchange Contract [Member] Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Divestiture Goodwill derecognized Goodwill, Written off Related to Sale of Business Unit Litigation Case [Domain] Litigation Case [Domain] Defined benefit plans, net of taxes Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent Fair Value Measurements, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Customer [Domain] Customer

[Domain] Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Basic (in shares) Basic weighted-average common shares outstanding (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Aqua Aqua [Member] Aqua Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Revenue Revenue Benchmark [Member] Schedule of Provision for Taxes on Income Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Entity Filer Category Entity Filer Category Balance at beginning of period Balance at end of period Restructuring reserve Restructuring Reserve Poultry Poultry [Member] Poultry Loss Contingencies [Line Items] Loss Contingencies [Line Items] Cash flow hedges, net of taxes Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax, Parent Company Selected Measure Name Company Selected Measure Name EX-101.PRE 9 elan-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 10 elan-20240930_g1.jpg ELANCO LOGO begin 644 elan-20240930_g1.jpg M_]C_X0 817AI9@ 24DJ @ / L !%$=6-K>0 ! 0 !D M #_[@ .061O8F4 9, ! _]L A ! 0$! 0$! 0$! 0$! 0$! 0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$! @(" @(" @(" @(# P,# P,# P,# 0$! M 0$! 0(! 0(" @$" @,# P,# P,# P,# P,# P,# P,# P,# P,# P,# M P,# P,# P,# P,# P,# P/_P 1" %Q I0# 1$ A$! Q$! \0!H@ 8" M P$!P@&!00) PH" 0 + 0 !@,! 0$ &!00# M!P((0D "@L0 (! P0! P," P,# @8)=0$" P01!1(&(0<3(@ (,11!,B,5 M"5%"%F$D,Q=2<8$88I$E0Z&Q\"8T<@H9P=$U)^%3-H+QDJ)$5'-%1C='8RA5 M5E<:LL+2XO)D@W23A&6CL\/3XRDX9O-U*CDZ2$E*6%E:9VAI:G9W>'EZA8:' MB(F*E)66EYB9FJ2EIJ>HJ:JTM;:WN+FZQ,7&Q\C)RM35UM?8V=KDY>;GZ.GJ M]/7V]_CY^A$ @$# @0$ P4$! 0&!@5M 0(#$00A$@4Q!@ B$T%1!S)A%'$(M0H$CD152H6(6,PFQ),'10W+P%^&"-"624QAC1/&BLB8U&50V160G"G.#DT9T MPM+B\E5E=58WA(6CL\/3X_,I&I2DM,34Y/25I;7%U>7U*$=79CAVAI:FML;6 MYO9G=X>7I(?'U^?W2%AH>(B8J+C(V.CX.4E9:7F)F:FYR=GI^2HZ2EIJ>HJ: MJKK*VNKZ_]H # ,! (1 Q$ /P#?X]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO= M>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]

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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZW-\ MA.Q_V11VA_XM+O;_ -]-
TE[Y<_?:_P"GJ[?_.*]!_VF7W74/[D__3J]P_\ M%@G_.T.QZON]X=]9@]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?NO=>]^Z]T!?87R?\ C?U-YT[-[ZZ?V'44^H24&Z>QMI8? M*LZ?JB@Q-
9EHLG4SBW^;CB=^/I[%VR\@<\\QT.P;/N=XC?BBMIG3[2ZH5 ^9 M('01WKG[D?ERHW[>-LLW7BLMS"C_ &!&<.3\@"\>B+=A?SKOY=^P?/#2]Q93L
M'(T^K7CNO=A[PRVLB)A!FHUD<%*]A_4@6]RYLOW5?>S>*-)MD=E W MXKFXA3]J(\DH_/J)-Z^]1[*[/58]SDO9E_#;6\S_L=TCB/Y2=$6[#_X4>].
MX[SQ]5?'#LG=S#4L%1O[=FV>OHR?H)GI]OT_9,C(#SHUHS#BZDW$N[+]QSF>
M>AYBWRQMAYBWAEN3]E9#:C\Z&GH>HDWK[\'+$%#1R[=]&IJ,5N;>FX*>_"Z:_;)BQV!DTCZ MZL4;G^@X]RYLOW*?;:RH^\WVZWTHX@/%!&?]JL;2#\I>HDWK[ZGN3>U39K':
MK&(\"4EGD'^V:18S^<71%NPOYKG\PCLOSIF_D[OS!TTVI5INO8L#UF*>-KVC MAK-@X?;N3.D&P=YWD_JQ/N7-E^[K[+;%0VNP6OO$>\^^U%UO]Y$A\K81VM!Z!K=
(W_,L3\^B2;Q[%[!['$K?XEV!OO>6^YJW6U]3_=9JNK9]37Y.JY]ROMFR;+LD7@;-9VMI!_##%'$O[$51 MU%6Y[WO.]R^/O-W=7<_\4TLDK?M=F/2-]FG17U[W[KW7O?
NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW6YO_ ,)V/^R*.T/_ !:7>W_OINDO M?+G[[7_3U=O_/%>@_[3+[KJ']R?_IU>X?\ BP3_ /:'8]7W>\.^LP>O>_=>
MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z1V\.Q.O^O*+^); ,P!];.V-CM#2??[PW/A-
MLT7C6^I_NLU744&A;S3;-DWG>I? V:TNKN>OPPQ22M^Q%8]%FŸ[WLVR MQ>/O-W:VD'\4TJ1+^UV4=$D["_FM_P O?K3SIF_D[L+-U$.H+3=?1Y[LTU$B MWM%#6;
Q&X\9=R+!WG2(?E@.?OO$>S&Q5%WO]G*X\K82753Z!K=)5_,L!\^B+=A?*'/B+MWST_7_7/ M=78U9']\55-B=L[,V_46N%TU^3W%7YZ/41SJQ0L#^3Q[EW9?N4^Y5[1]YOMJ
ML8CQ >6>0?[5(UC/Y2]1)O7WU/;:RJFS6.ZWTHX$I%!&?]L\C2#\XNB+=A?\ M*/>XHW]NSOOP\S3U'+VQV-L/(W$TMP?MI& M+7]E33U/1%NPOYU_\Q#?
OGAI>X<5U]CZC4'QW7NPMGXK0&O809G,8K/[HI] M/!2O4_U)/N7-E^ZI()/1I-LDO6_%]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]UN;_P#"=C_LBCM#_P 6EWM_[Z;I+WRY^^U_T]7;_P#Q7H/^TR^Z MZA__=>Z][]U[KWOW7NO>_=> MZ]
[]U[KWOW7NO>_=>Z][]U[KWOW7NHE=7T.,I)Z_)5E)CZ&E0RU-;75$-)24 M\8^LD]1.\<,2#^K$#VY%#+<2"&!6>9C0*H))/H ,GIN6:*",S3LJ1**EF(M]23@=%/["^?
7PKZL\\>]OE!TOCZREU?O>+VLY?J-UW_:T MD7BB3I+(/MCA,DG_!GHBW87\^OX";-\Z;9R_:?:\T>I8CL?KNKQ=-+(.%O/ MV17["D2'5]7$;FW*JW
,N;+]SWWCW2AOXMOVY3Q\>Y#D#[+5;@5^51\R.HCW MK[X'L[M=182;AN+#AX%L4!/VW+6YI\Z'Y]$6["_X4BP#STW5'Q;FD_5]MF>
MPNR$AM^$\^V=M[9GU7^ITY86^G/U]R[LOW&7-).8N8 /5+:VK^R664?]6>HD MWK[\:"L?+O+Y/H]S'GCVK5=2]40OJ6"39O7R9F MNA0W"-)/V-E=\4VRC;@NY;BPXB>YT*?
L%LD# M ?+43\SU$F]??#]X-SJ-O;;=N4\/ M];#[3=- MY?*/N:II:K4*G&8+>>2V9A:A6O=)\%LM]OX>6+GA&@*C\#W+FR^RWM/R]0[7
MR_M:R+P>2!9Y!]DD_B.#\PU>HDWKWH]U^8*C=.8-T:-N*QSM A^V.#PT(^16 MG12,EE,GF:V?)9C(UV5R-4VNIK\E5U%=6U#_ .KG]JJ26>5O\68GW),%O!:Q M""V1(X%X*H"J/L
_+J-Y[B>ZE,]R[R3MQ9B68_:223U]O=,]>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=;F__ G8_P"R M*.T/_%I=[?\ OINDO?+G[[7_ §]7;_\ Q7H/^TR^ZZA_\.^LP>O>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>ZH+^4?\^? MKGX^=]=D=-X+XZ]@[SW?UGN[/;+S%5N7=FW=BX*MR6!KYJ"3)8F?&T>_,C58 M6O\ $)Z5ŸJ>FFEIY$+QQ,2JYC>WWW/M\YTY>L>9[S>
[*UVR_MHYT$4,EQ(JR M*&"N&:W4.M=+A690P-&89.'?N!][_8^3.8;[EBSV2]NMRL+F2!S+-';QLT;% M2R%1<,4:FI"55BI%54X%9W87_"B+Y7Y_ST_7?5O2W7E'+J\53D:+=.^,_37_
M $&*NJL_@\&Y6_.O%N"?P/H9YV7[D_MU9T?>]PW6]E'$*T4$9^U1'))^R4=0 M1O7WUO<6\]FR;?M5E$>!999Y!]C&2./]L1Z(MV%_-G_F%]D^>/+_ "8WEM^D
MEU!*3KVAVWUO]M&W^ZX,CLG"X/-'3?AY*J27_:OC?:K<[]=0QGRMEBMJ#T#0)&_P"9[V[O)UU3S22FOVR,QZ0WLWZ M*>O>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KOZ\#DGW[KW0]; ^*_R8[5\+=;_'[N7>U//I*5^W.MMWY/%*C?IEGR]- MB7Q=-"2?UR3(G/U]@[>?MKM'7\,MU"C_8$+ZR?
D%)Z&&S>WO/G M,-#L>S;I=H?Q16LSI]I<)H ^9('1W=@_R5OYB6^_!-/TM0[$Q\^G3D=_;]V5 MA_&&M=_P!CM&D1 M_*3J5]G^ZS[U[O1GVI+.$_BN+B!/VHLCRC\X^B"=\]+
[L^.W;^^^E-]56#K- MW=>9@8/.U.VZRLK\'+6FBI*XG'5E?C\55U$"Q5B@L]/$=0-A:Q,Q\G\T[;SM MRU9\U;0LR[;>Q>)&)559 NHKW*K.H-5/!CCJ'.;^5MQY*YEO.5=W:)MRLI?#
MD,3,T9;2&[694)%&'%1GH(O8EZ#?7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>
M]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UN;_/"=C_LBCM#_ ,6EWM_[Z;I+WRY^
M^U_T]7;_/Q7H/\ M,ONNH?W)_\IU>X?^+!/_VAV/5]WO#OK,'KWOW7NO>_M=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NM$/\ G<=>?W#_)AW:]?%!]O0=C8# MK_L.@C"Z5;
[[:>.VWEYU/]O[KOWQ[*;="QU36,UQ M;-_M9FE02E%+&/L ZY$?>LV7]S^]6XS*-,-]#;W*_P"VA6)S^]^ZJU[W[KW7O?NO=7]_P HW^5STG\U^H.S>U.*SL. MCH\'V+!L39R;*S^-
P$4LF+VYC<[N.>N_B.W\VU9<[DH4B9#&J&.0'42=.&WW MD_O \U^U7,UAR]RDMDTLMB;B;QXVD(URM'$%TR1Z?[*0FM:U'#SS'^[=]W_E M7W4Y:O\
F'FQKU8XKX6\/@2+&#HB624MJC?5_:Q@4H!0\?*V7_H'X^"7_.W[M_\ 1@[<_P#L"]XX_P#!G>[W^^MG_P"R:7_MHZR,_P" T]HO]^;Q_P!E$7_; M/U[_
*!^/@E_SM^_/_1@[<_^P+W[_@SO=[_?6S_]DTO_&T=>_X#3VB_WYO' M1_9PS_P!L_7O^@?CX)?\ .W[_P#1@[<_^P+W[_@SO=[_'UL_P#V32_]M'7O M^ T]HO\ ?
F\?]E$7_;/U[_H'X^"7_.W[_\ 1@[<_P#L"]^_X,[W>_WUL_\MV32_]M'7O^ T]HO]^;Q_V41?]L_7O^@?CX)?\[?OS_T8.W/_+ O?O\ @SO= M[_?6S_\ 9-+_ -M'7O\ @-/:+_?F\?\
91%_VS]>_P"@?CX)?\[?OS_T8.W/ M_L"]^_X,[W>_WUL__9-+_P!M'7O^ T]HO]^;Q_V41?\ ;/TF-[?R)_Y>_7^S M-W;]W+N#ONCVYLG;&>W=GZL]@[:M2X7;>*]\SE:CU;#5?
V*&BD;D@<>S#:OO M=^].];I;/80[.U]=W$<,8^FER\KA$'^Y'FS =(-U^Z-[+[-M=SO%_-O"V-I M;R32'ZB+"1(7<_[C^2]3UK9?RX^O=D=O?._H'86[]HT&Z-A;FWQF!E=H9]1E M,?
6X:BVSN/,1T63!2!:^.D6A1W)15D,=RH!M[SJ]\-ZW;EKV@WG>-LN7MJXM M[1-$T?8RNTL2%DXZ:ZB!DTKQ\^L%_9#9=IYEJWMFV?<[9+C9Y[M]<,G>K(L4 MKA6X:@-
()P*TX>76^OL'X\=!=5>$]9=)=2]?/3Z?%/LSKO:6VJH,OTD:KQ&(MI*F28GDNSEV/))/OCSO/.O./,5?W_NVY7H/$3W,TH^RCNP ^0%.NP6S\E!@MH8C]M40$GYDUZ&+V&.A-
U[W[KW7SHOYAFY8]V?.;Y8YB&4 M3PCOGL?#PS*;I)#MK<=;MN%XV^C1M'B1I(X*V(]]N_96P;;?:3ERU84;]SVS MD>AEB64_G5\]<2?>F^7]^Z]U M[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW6YO_PG M8_[(H[0_\6EWM_[Z;I+WRY^^U_T]7;__ !7H/^TR^ZZA__=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NM2W_A1 M_P!>?8]I_&GM:.^]Z-@;SZ^JZE5_0=B;BH-QX^&9P/291V)4F,'ZZ'M]#[Z M/?<;WKQN7M^Y=8_[CWD%R!_ST1M$Q'V?
3+7[1USD^_#LO@\P[%S$H_W(LY[8 MG_GGD650?M^I:GV'TZUK/>=G6"W7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UOU?R M=>L/]%_\O7H:">G^WRN^Z']6\.C5M[-
X[5/EX$2K(/^< _BG\^NQ/W9=@_<'LOLZ.M+B\22 MZ?Y^/(S1G_G#X0_+JSOW 74]]>]^Z]U[W[KW7O?NO=>]^Z]U[W[K51O\[?N M_P#T._ O?N%H:S[7DJ=G;=KJ*1OTJU8
M@/+*#DG]U'E/_O#9W4JZK+:H9+Q_34@$<.?4321N!Q(0^AIC=]ZSFS^K/M M!>6L3:;W=9H[-/72Y,DV/0PQR(3P!<>HKKH?R+-E2;K_)ÀW7V96(RQ=<[%[
M/WK4>G4D<=3M.KV%#+)^ $K-\1:2?HY6W-O>;OWN=U&W>RE[:DT:^O+6 ?.D MPN"!_M8#^5>L)/ND;4=Q]ZK*ZJMC:74Y^583;@_[Ū./SIUO0^^1_76SKWOW
M7NFK/9K'[;P>9W%EIA38K 8K(YK)U!M:GQ^+HYJZMF-R!:*F@9OJ/I[46=K- M?7<5E;#5<32*BCU9V"J/S)'2>\NH;&TEO;DZ;>&-G8^BHI9C^0!Z^8MO;=%; MOC>>[MZ9(6R.
[]SY_=%>-1>U;G\K5Y:J&L@%K3U;<_GWWRVK;XMIVNVVJ#^P MMK>.)?\ 2QH$'\AUP2W7<)=VW2YW6?\ M[FXDE;_ $TCES_,))CV8=(.O>_= M>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M5"__ H5Z_O+\.=C[\IX-=9UKW5@):]?3?P;>W=M[<>!KUU 73S9X8H7^AM
M;ZV]Y@__=>Z][]U[IRPV(R&X,QBL# MB:=ZO*YO)4.(QE)'S)59#)545'14Z#_5S5,RJ/\ $^V+JYALK62\N6"V\4;. MQ]%4%F/Y $]/VMM->W,=G;+JN)9%11ZLQ"J/S)
Z^FWUCL?']9=;=>];8G3_ M KK[8^T]D8S0NA/X?M3 T&!H]"?V5^WH%L/P/?!+?\ =IM_WV]WVYK]1>W< MT[?Z::1I&_FQZ[S[#M,.P[%9;';?[CV5I# O^EAC6-?
Y*.EQ[*>C;KWOW7NO M>_=>Z][]U[KWOW7NO>_=>ZU!O^%$W=_]YN]>G>A,;6>3']6[&KMZ[@AADM&- MU=C5L<-+1UD8/JJ<9MC;%+41$CTQY1K?
J;WTN^Y+RG]!RCN?.,ZTFW"[6",G M_?-LI)93Z/+*ZGU,0KP'7-7[['-GU_-VVZGN6'IX$:Q(3]OU$E/\ 2GHT^X[L9EWK?N9& M&(;6"V4^OC2-*X'V?
3QU_P!,.ML;WSFZZ+=>]^Z]T0[^9WVA_HB^!/R=W7'4 M?;5E?UKD-A8V17TC3(=GUE%US3RTECK^YI/[T&=2O*"(OP%)$P>P7+_]9?>' M8-N9=427ZW##RTVJM-:>?
40^_>__P!6_9_?]Q5M,KV+6ZGSU73+ M; CYCQ=6.%*^77SR_?:KKBSU[W[KW7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO= M>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]UN;_P#"=C_LBCM#_P 6EWM_[Z;I+WRY M^^U_T]7;_P#Q7H/^TR^ZZA_M_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NB_S3.O/])O\OWY1;?6#SS8KK>HW
M]3A5U2I)UAE<9V,[PV]0YE^[WO7[A]YN7[TFB27PMSZ4N MD>VS^Q[[2]<7 M^O>_=>Z][]U[KWOW7NO>_=>Z/A_+&ZP_TN_/;XP[3DI_N:.A[+QV_,E&RZH& MQW6%)6]C5,55?
T?;U2[7$+!N',H3DL 8@]_-_P#ZM>SV_P"XAM,KV#6ZGSU7 M16V!'S'BZOE2OEV+WL)L']9/>#8-N*ZHDOUN&'EIM0UR0?D?"T._M//KZ&OO MBIUVFZ]
[]U[KWOW7NM#3Y^?.WŸ*9;YG_ "1_T;_(WO'9FQL)VEN#9FVMN[)[M;W[MG:U)C]A/%LD56(PN"W!0XJDAR\VWWK7:*)?/+4/*UW=B>P/LW[0\B6WM
M;L7[JV/:;K=Y=OCGEDGL[>64M<5GH[R1LY*"'0(2=(4*, #KD%[Q^[O/5S[H M[Y^X]\W:UVF+<)((HX+RXBB"V](*HDO?ZZGN?_ --) MOW_G8VX\AO'L+=^Z-][NRPI!E=T[RS^5
MW1N/)B@HJ?&T(R&.&)$6RJH NVO:=KV.Q3;-EMK> MSVV.NB*"-(HEU,6;3'&%1=3,6- *L23DGH);INNZ;W?/N>]7-Q>;E)37+/(\ MLK:5"KJDD+,VE5"BI-% P!UN?\ \@7K'^Y?
P:FWO44^BL[@[8WINFJF33) M+@]MKC>OJ&G!XUP4^7VKD9%/^JG?\>^6WWR-_P#WK[MC:4:L6V;=!$1Z22ZK
MEC]I2:,'Y*.NHOW.=@_=7M*=V=:2[GN,\H/K%IME'V!X9"/FQZN^]XG=97] M>]^Z]UK[?*(^T/[M_%SJCJRFJ?#7=G]N+F*N(/8U>V^N]O5U3D("G&I$W#N M?
$2D_13&..01F=]R;E_Z[W W'F&1:P[?MN@'TEN9%"G_)QQ3#\^L,_OK;_] M#[?[=R_&U)=PW+61ZQ6T;%A_SDEA/Y=:2)%:QJ69W8*BJ.)9F(\R2 .G[:VN;R=+6TC>6ZD8*J(I9F8\
JJ"23Y M D)6E]+R6?GYW)2T>4FZPQG4>$KE1X,GW-N"+:-4%< G[G:6.I-P;]H&16! M(J,3"3]!<@VQ\YI^/[-\KR-;IN$FY7:<5LHS,/RF8QV[?[69NL@N5ONM>\?
M,\:W#6$>VVC\&O9!"?SA427"_P"VA'1[]M^\)ONW:J*,[P^3/7&"F*@RQ[:V M/N?=<2/;U+'+E,ILQI5!^A*(3_0>X@O_+\O+4;']V;#?3+Y>+/%"?S")/3] MIZEVQ^X[5+
(H_>>_6,+4SX4$LP_(N\%?V#IV3NC;B-_37)C\CNIDO_@K>S>S^_)RRY'[P MV&_B7_A<\4O_ !Y8?\11>?<=YE0'Z#?K&5O^&02Q?\ '6E_P=%FWU_(*^>V
MŪ(Y9=NP=/=G!-1BI]F]B/BZN91RJE>Q,%L6CCE8<$&[_<[]X-N!:Q&V7]. @N=!/_ &4QVZ@_ M[:GSZKJ[F^&/RL^/D515]Q=!]E[*Q-*66?ST938K_?+!?Q3:K-^0 M%K"2.1QS[FWE?
W2]N^=&6/EC>;"[N6X1"4+-_P X)-$W_&.H3YH]KO_M;9>,IC+0_\YX]Q]T NC"=!^LOC[W%O6DJ=@_AJ82EC:_#2U"*?
Z^P7OGN/R!RU4;]O6V6DJ\4DN8A>^ M4>KQ"?D%)Z&FQ^W//W,ND[#LVYW4;<'CMI3'^S<%FDHL''F\+N')4^= M;<69EH)JRE2NP:4AC..A)DJD;5P5-_:C[RNP>[/.,O*FU[?
TMRT.S>M=E[IW]NS)$_8[;V?@Q6MQ>;C)\,4,;2N?4A4!-!YFE!YGJW[IW^0K\X M^R*6ERF]H>N.D<;4!)6I=][I?,;F-/(H9)(L%L2AW12Q3D$$P5E;12IR'56& MGWC1S/\
?"]I=BD:WVDWV[3KBMO%HBJ/(R7#1$C^DB.#Y$C/62W+/W/_'9W MR-;C=18[3 N-^[E(LHGJ*>*Y]4BCV(=D^^]R3=RK'O MVT;C9H337$\5RJ_-@3
U!YZ58^BGH/[U]R3G6UB:38=WVZ\<"NF5);9F^2T$ MZU/EJ91ZL,J5OD#\8>^/BWNY=E=[];9_8&9J%GEQ4^0C@K,#N&EIG1)JW;6Y M<7/6X#
<%+"TB"1J2IE,+.%D".=/O*GDSG[D_W!VW]Z\H7T-[:K0.%)62,G@L ML3A9(R:&FM1JH2M1GK%CG+D'F_V_W+]U]^Z]T;7X]?!7Y8_*7Q5/2G2N[=SX"29H6WI70T
MNU]B1M$Y2I4;RW14XC;]9/26)DIZ:>>I'T$9) ,;\Z^[OMS[>UCYKW6VM[P" MO@*3+<&O#]"(/(H/DS*]F>E>!Y'+]H_<7W!H_*NU7-Q9DT\=@(K<4X_KRE M(V(\U5F;^C6G5L&P?
^$ZGR;S5/3U/8G<_3>Q/.%>2@P<>[-]9.C4@7CJE;$[M5Q35"F]Q#631_P!)#^,,=-Y^^YR%:NT>R;7NEY3@TG@VZ-\QWS/3_ $R*?EUD M5L_W)N?;I%DWO=-KLZ_AC\:X=?
D>R%*_Z5V'SZ&G_H&PS7@U?[.%B_NO^./^ M@NK\'Z3;_*?]+?D_5Q_FOIS_(>PK_P=5KKI_5F3P_7Z\5_9]'3^?0I_X!>Z MT5_K-'XGI] :?M^LK_+H"NR/^$[?
RDV]1SUO6W;/3_9'VZR.,5DGW)L/-UFD M$QQ4,=7C<_@C/(>+5&1IHU_U9]B_8_OL^WU[*(M]VW<[&M.]?"N(U]2Q#1R4 M']&-
C\N@COGW*/<"RC,NQ;CME]2O8WBV\C>@4%9(ZG^E(H^?5-??'QF[Z^_F MY4VGWMU=NGKG+5!F_ATN8I(Y\'G(ZAJZA8R0&(M/'O*#E#GWD_GZP.Y'8VYZ@!TP>S-
O93<60C@+A&JZF#%TU2:.AB+?N5$VB&)>790"?9- MOO,6P1(UKZ N1J8^2K5CP)Z.=BY=W[F>^&V\QV\;^B6;R#]K7,?^#IM MW+_PFZ[(I::1]G?*;9&=K
K&&#VG3.X/H62KQ>ZMZ2Q*P^I$+D?T/M^ MP^_-L4D@&$Y\O7<,7F8KJ.8_D'A@!_P!Z'3%_]QO?(XR=LYAM)I?(2VLD(_,I M-.1_O)ZKB^0G\G[YT_'B@K_D^L(.T-
HXU)9JW=/3.1EWQ3TU/%=I*FIVVU# MBM^4]'%"#)+.V)%/"@)>10#[G'DK[S/M'SM,EG!N!V_(?)4+WD]@-PVV,$M+9,9P .),6E+@*!DL8=(&21U6 M&RLC,K*592596!#*P-BK
V(((Y'N?0014<.H#((-#QZX^]]:Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] MU[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NMS?_A.Q_V11VA_XM+O M;_WTW27OES]]K_IZNW_^*!_VF7W74/[D_\ TZO]^Z]U[W[KW7O?NO=>]^Z]U[W[KW27WQM6@WWLO=^R,J
<7O+ M:^?VKD@5#@T&X<35XBL!0\,#3UC*H@9?H/I[[Y6EU#>VL5[;G5;S1JZGU5P&4_F".N" M=W:S65U+97 TW$,C(P]&0E6'Y$'IK]J.D_7O?NO=>]^Z]U[W[KW6P-_PG>ZP
M_O+\INU.T:FG\U#U?U%)BJ273Q2;D[#W!04F/FUV(#/MW;F7CMP2')_!!PR^ M^QO_-![>[=R_&U)=PW-(.1ZQ6T;%A_SDEA/Y=9E_O>_=>Z0/:V_*#JS][LCL[*:#C>NMA;OWU
M7B5BL;4>TMOY#/5*NP((5H: CCGGCV<\N[/-S#S!8[!;U\>^O(;=:<=4TBQC M^;=$W,6\0\O)%10. 50 H'V M =<&KBXFN[A[JX8M/([.Q/$LQ))/VDD]0/;W3/7O?
NO=>]^Z]U[W[KW7T?/@ M[UA_H:^'_P ;NMY*?[2OV]U!LN3.4^C1XMSYS$0;BW4--@1?TVP?U7]M-CV-ETS0[9 9 M!Z2R())O^JKOT:GW'G4A=>]^Z]UIO_\
"B'L_P#O+\I^K.KJ:H\U#U?U%%E* MN+5<4FY>P]P9"LR,)2Y"L^W=NX>2_!(<"U@">GOW))@^@]O=QY@D6DVX;D4! M]8K:-54_\Y)9A^7SZYB_?5W_ .O]P=OY?C:L.W[:'(]);F1F8?

\ ...$_G\N MM?KWF;UAKT=_X._ON7YT]C-M3KZF7 ;*P,M+-V'VEF*2>7;6S,?4,2D")&\ M#9W<^0B1OLL9#(DLY!>1X*=)9XXG]VO>#E?VCV/]X[TWC;K,"+:T0@2SL//S M\.)33Q)6!"\%#N51I7]IO:#FCW;WO]W;*O@[5"0;F[=28H%/EY>)*PKHB4@M MQ8H@9UW;OB!_+_\ C;\+-N4]#U5LVFKM[342T^X^V-T0TF5["W%(Z!:I?XNT M"+@,1.P%L=C4I:.RJ9$DEU2MRC]S/>;GKW4OFFYBNF3:0]8K.(E+:,>797]1 MQ_OR4N^2 56BCJQ[:>S?(WM98K#R]:J^ZE:2WDH#W,A\^^GZ:'_?<01, D,U M6)V/<4]2KU[W[KW7O?NO=>]^Z]U[W[KW0.?(7M7#=&]%]N]OY^&GJ\7USU[M NO=QLIIBIX.40E8_\ FXU$ M'J6'6DW_"<]R3Y/^9OTGD,S#1ULN\]OM]\L#CZ44YKJSJS? ^X8ZBFHHX5IJ M,Q9NAA=/$B+"H]-@ /?5C[SMBD'L)NL-J61;5;/1W&NE;NWC(+$U:L;$&I.K MSKURK^[)?//[];5-=!7:Z:\U]HIJ:TN) 0H%%HZ@B@&GRIUOC^^0'77OKWOW M7NBK_,SXMX#YD="Y[H?.&S^4AQ<56 MZTL.1RV$H:JAAGD66.FDJ1*T4RH8GD+VN]P;SVPYPAYPL84N+B""X01NQ5&, ML+QH7*Y*I(R2,H(+!= (92=0CWW0]O[/W.Y/FY0OIGM[>>>W^1O2ITKP156 M@!A/8+Z&G7O?NO=>]^Z]T6KY:_%_KSY>]';QZ8[#Q]))%FJ"HJ-J[B>ECGR> MQ]YT]-,-O[NPLQTSP5>,JW F1'05=(\U-)>*9U([]M^?]]M.;;?FG978-$X M$T=:+/ 2/$A<<'&'PD@Z"R+1E!Z ON/R!LON5RG="MI'2]N;>^X>W7]KNNWP;I9-KLKF%)8V]4D4.A_-2#UQ!W&PNMJW M"?:[U=%Y;3/% (OH\;%&'Y,".NJ];4W-OKMQW&PVBPFW3=)H[?;K>-GDDD M8*B(HJS,QP !UO;MNO\ =[^':]KADN-QGD5(XXU+.[L:*JJ,DD];=_\ +Z_D M;]<=58[!]I?+W&XGL_M*6.GR5!U5*\62ZSV) (X66.FW#"I>D["W%3CTSK,7P ML3ET2&KTQU1YK>]'WM=\YBGFY?\ ;223;^7@2K78JMU<#@3&>-M$?PD4G(H2 MT=6CZZ3>S/W3-CY=@BY@]RHX]PY@(#+:&C6MN> ($@X7,@_%6L -0%DHLG6P9 M145'C:.EQV.I*6@Q]#3PT=%0T4$5+1T=)31K#3TM+30)'#3T\$2!41%"JH M 'O"^666>5IYV9YG8LS,268DU))).22_=>Z#/M[IOK#OK86:ZR[?V7A-] []S\)CK\+FZ; MS)',$=*?)8RKC:.NPV9H3(6IJVDEAJJ:3U1R*W/\:YHW_D(>(M_P"6KJ6S MW:$U5XS2H\U895T:E&1PR,,,".B'F7EC8.<-GEV'F6UBO-JF%&205H?)E(HR M.M:JZ%74Y4@]?/R^?70'5?QD^3_8/4'3O9]/VCL[;M3$RUB_O939V4J'G-?U M]N/)T\$.(S6X=JLBQ5-317B)<1RI!51U%/%V;]G.?>0++F;F?;VV_-D=N-/O%R;R]R%S]>\MUI*? (>2IB=MG[,KULT56\;UV0@):F2&*2&L,&>^?WI]MY&FFY5Y%$- M]S6A*2S-W6]JW K@_K3KYH"(XVQ(696BZG'V.^ZUN7/,,/-7/1FL>5'H\4*] MMQ=+Q#5(_1@;R<@R2+F,*K++UMP].&]0_'9])L+I?KS;'76U*01DXW;>.C MI9*^HCC$0R&;R3^7*[@RSH+/65T]152?VI#[YM\S\V\R\Y[FV\ MZ5B=(.=,:X2-/1(U5!Y == (>6>4N6N3-L79^5K*WL=N6G;$H&HC&J1LO(_]\ MC,Y\R>A6]AWH1=>]^Z]U[W[KW7O?NO=4:_S3/Y2^Q_DKM3<_=O0NVL=M3Y(8 M2CJ\W7XK"TT./P_=,%+&]15XG+T, BI*?? TZ*QH,HJJU9/:GK2Z/%44F6OW? M/O'[MR)N-ORISC.]SR-*PC5W)9[$DT5T8U)MQ_HD52$7OB (9),3/O!?=RVG MGK;KCFOD^!+?GF)3(R(J7P J4=10"X/^ARX+MV2D@]\>E3/!/2SS4U3#+3U M-/+)!44\\;PSP3PN8Y89HI LD4L4BE65@"I%C[ZIHZ2()(R&1@""#4$'(((X M@^1ZY8.CQN8Y 5=20010@CB"/(CS'6+W;JO7O? NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=;F_\ PG8_[(H[0_\ %I=[? ^^FZ2]\N?OM?]/5 MV_\ \5Z#_M,ONNH?W)_^G5[A_P"+!^]]H=CU?=[P[ZS!Z][]U[KWOW7NO>_ M=>Z][]U[KWOW7NO>_=>Z] []U[KWOW7NOG8_S'>O/]%WSK^4VT5@^UI_],&Z- MTT%,%7)3XOL&:/L#$PQ+^((L9N>)8_\ : /?;7V.WK^L'M%R]N1.I_W9%$Q] M7M@;=R?F6B-?G7KB? [W[+_5_WB7)^H0#Y!)13Y4Z)1[E7J M*^O>_=>Z][]U[KWOW7NMQO\ X3M]8?W;^+W;/:=33^&M[.[<.&I)2MC5[X&V\O1M6+;]MUD>DMS(Q8?\ MXXH3^?73?[E&P?0\@;ES ZTEO]RT ^L5M&H4_P#.268?EUL%>\,.LS>O>_=> MZ#?M_JO:W=_6.]^H][G*_P!T.P6>8=PY3W^TYDVGP_P!YV4RRQ>(NM Z_"2II6AR/F >B/F;E M[;^;- @N^6]U\3]VWL+12Z&T.4;X@&%:5&#\B1U59_P ,,_R^_P#GG.TO_1F9 M/_ZCJY#?\&#[S_[_-O_.R5?^@NL>O^!]F?]\;A_V5-_T#U[_AAG^7W_SS MG:7_*,S)_\ U'[]_P &#[S_ ._]O_[)5_Z"Z]_P('LS_OCD_NS M^1]_+HV9M;.DI7/ X M]K=N^]E[W[IN$&V6DVWFZN9DB0?2KEY&"*/B\R1TBW'[I_LEM>WS[G=0[@+6 MWA>5S]4V$C4NQ^'R /6DW4/%)43R00_;0232O#3^1IOMXF=FCA\S@/+XD(74 M>6M<^^K"!E0*YU. *FE*GS-/*OIURK0KYT]>AI^,_63=T? M(CH_J?P-/!V'VML/:>04 L(L/F=RXZDS=5(!SX*+$23S2$^>GR=W='4?L:6CZYHYJ6QT?; M5<>U_.I7A_*7^K$^^UGL)R__ %:]GM@VUETRM8+<,//5=%KE@?F#+I^5*>77 M%CWYW_\ K+ [O[_N2MJB6_:W4^6FU"VRD?(B+4/6M?/H(OB;\9-_ "\[TV9T M?UY%KAN*J:KSV?G@DGQNS=H8YHY-Q;LRP1HP:3%4C@11ET-55R0TR,))D]B M7W&Y^V;VTY1NN;=Z-88%I'&" T\S5$<*<)H="!I"-*GH->W/(6\>Y7-UK MRGLHI-.U9)"*K#"M#), ,#"#@*C6Y6,'4PZ^A%\HMJ],]381,1M? M;5*/N*N58GS.YL[/'$,ONOWW+=OR MORY$(]O@7)---!'ITK1TD0 M21D-&P!!!J"#P((X@^1ZR^Z]6Z][]U[JCK^?SW"^P/A31=*0?=5]\F6MOM-A M+*#Y"::EN@^WPY)F'H4]>L3OOC&WHG8C\"NS\/^QM[S)^ M]?>):^QN[1-\5Q+9QC[1=PR'_C,;=8_=>Z] []U[KWOW7NO>_=>Z][]U[KWOW7NOG!_.B:A MJ/FK\N9L;X_LY/DMW@8FBMXI&_TE;D$TL1!*F.:<,RD<$'CCWW']HTF3VJY: M2>OBC8;"M>/^XL5 ?F!0=QV4IE-1U- L3,4XDI<;3P3*7H=Y[HH)5ER MDI"STM-(M !&16*?GE]Z'WSFYYWN3D?EJ8CDVPETR,AQ>7"&A8D?%!PI,J M[S=WZ6CH5]V#V-AY'V2/GCF2$'G& BU1JXS9VIBH4 _#/*IK*? B12(>W]77 M>O[Q%ZRXZ][]U[K'--#3PRU%1+'!!!&\TTTSK%###$I>2661RJ1QQHI+,2 M+GW959V"("7)H ,DD\ !YD]59E12[D! *DG '$D^0'24VWV#L+><]92[/WO MM#==3CO^+A3[;W+AL[/0^L)_ED6+K:J2E]9MZPO/'LQOMEWC:T63<[2YMXW^ M$RQ/&&\^TNH!_+HOL=YV?='::/;+NVN'3XA%*DA7_ $P1C3\^E?[+.C+K7>_F M]? S98^EJ7<'Q=^-6XDD[AKJ>;%]G=C8BH#KU515,1CJ=L[X.648/:VSC_,7E:.;D#D6<'F9U*75RA_W$4C,43#_B21\3#^P'#]8UBKZ_ MDP_RV*R7Y(;H? Y1=\81LITULO.RP()VSF8FEI.UM^XZ<2UE?E8J@-_%-E;4J[M"I1KPY+)?Y.Y>*GK(7FC[TGOX)R-MX]O^3Y?#YHNH09Y4-#:6["BJA'P3S#X M3\447> &>)Q#'W7?8R/GB_/N!S? %XG*]K,1!$XJ+NX4U9G!^."$_$/AEE["2 MJ2J=R155%5$541%"JJ@*JJHLJJHL H L /?, DDU.2>NG8 H, =NM]1J MVMH\;1U>1R- 734&/H*:>MKJZMGBI:.BHZ6)YZJKJZJ=XX*:FIH(V>21V5$12 M20![9V"JJ@EF8F@ R23@ 9)P.FY98H(FGG94A12S,Q 55 J2 M2< 9). ,GHIFR_GW\+^Q=^P=8;)^2O4^XM\5N0_A.+PM#NBE"YS*-)XHL?M WM*SB'#;BK:F3TPQT-14/.>(PWN1]U]G/=+9-G. [KL.Y0;2B:W=HC^FG$M(@ MJ\2@? $9%4+^*G4<[5[Q>UV][P-@VK?=NGW9WT(BRC]1ZT"QN:)(Q/PB-F+>5 M>C>>XTZDKKWOW7NO>_=>ZT4_YVGQVQW0_P WMSYO;E!'0;4[TP-#W!04U-&$ MI*3<68K\EB- \TL=@JB:KW3AY\FZCA%R: <6 ZZ_=2YVGYP]I[>TOG+[CM$S6 M3$G+1HJO;G[!$ZQ ^?A$]]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O? NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW6YO_,)V/^R*.T/_ !:7>W_OINDO?+G[[7_3U=O_/%>@_[3+[KJ']R? M_IU>X?\ BP3_ /:'8]7W>\.^LP>O>_=>Z] []U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[K2:_G_=>2W2^=%+N^!]J=/;&W//4JMDERV J7M&VV,>_;MSGB]D=P#]A>:0?:#URK^^1 MLO[M]VUW)1V;AMD$I/J\9DMR/M"0QG["_J/ 'EEUB?U[W[KW7O?NO=>]^Z] MU]##^6!UA_HC^ _QBVM)3_;5F2ZWH=_Y)&73/]_VA6UW8LJ55P'^XI4W.L!# MNJZ9KDU^8\4+GA2GET?7W#W4P=>]^Z]U[W[KW7O?NO=>] M^Z]U7C_;[/_-%\OWY*YV*H\%?N+9"];8Y5;1-42]GY?&[$KHX#P?)!A<] M53FQ!$<+$T^E7U)NG6W8# [$D=OL!Z^?1[[/]<9>KA/Y&'6'^D/^8%LC.34_ MW-!U)LC?W958CKJA$HQ";$Q,CD\"2FS>^::>.QOY(0?H#[QE^]OO_P"Y?9F[MM%;3-N5W;VJ^M-?U#C[#' RGY- \^LF/NE;!^^O>6TNV75#MMI<73>E='TZ'[M0\ZL/FORZWH??(_KK9U[W[KW2#[2WU0=7=9=B]F971_"^N]B;NWSD1(VB,T. MT\!D,]5AVN"JF"@8$W]G'+VT3 MV2[.+ASZ^&1X"U^$I(5-)#UU1^Z=[8IR=R&O->X1TY@WM5EJ1W1V@S;H/3Q M?':GQ!XPPK&.KM_>*/65G7O?NO=5(?S9_P"8I)\(.JL5MKKF7'U7R![5AKXM ME+6PP9"DV1MRB*T^7[!R>F$D%9/!4RK38FFJ%-/4UODDD66*DF@DR2^[C] M#W8YADO]#KR9MQ4SZ25,\K92W1A0J"!JF93J5**"K2(ZXW_'C/>P^U'+T= MALA1N<]Q#"#4 P@C7#W#J:AB"=,*L-+/5B&6-T;1[W]V'OOM3=.4WOV3O#<> M^MWYJ=JC][CW5EZW-Y:K=F9PCUE?--*E/#K(BB0K%$EE154 #K)LVR;/R]M\ M>T[%;06FV1"B11(J(/\ :J *GS)R3DDGKD_O&];OS#N$F[;[Y2FKRRNS MN?\ ;,2:#R P!@ #K?V_E:]Y/KF#?E3]R[M.G^DS*9+L M.E@<2$M%]G0;FAA6/CQK&%L"#[XV_>#WQ.8/>7F"^BIX4=\;<4X? XJBVQ/SU_M-$6KYDUZ[&_=^V23E_V:V"QEKXLEB+@UX_XT[7('RTK*%IY 4Z/[UAQJ8^O> M_=>ZU /^%%_:1SWR$Z.ZAIZCRTG7/5N3WA61HWH@S?96XI**:GF4?\I$>&V% M12B_TCJ1;ZGWTP^Y%R]]'R7NW,KK22^W!85/K':Q!@1\B]Q(/M4^@ZYI_?;Y M@^LYTVGEI&K'8[>TS#TDNI2I!^82W0_8WV]-_P#PG3Z\?-?)GNGLR6$RT>P> MFXMMQN5NE/F>P=VXFHHI@]O3*V)V3D(P+\][?T]O??;H93 M\TMH7##[-<\9^T#IC[DNRFZY\W7?F%8K/:O$/D]Q,A4_;H@D'V$];A_OF3UT MSZ][]U[IBW/N:;^R]MY[=^[,Q0:? VOM?#Y'/[ASN4J$I<;A\+B*26NR62KJF M0A(:6CHX'D=C]%4^U>WV%[NM]#MFW1/-N%Q*L<<:"K.[D*]J!Q+,0 .DE_?V M6U6.VY[C*M)\3222.:*B("S,O\@]@DGK3C^:O\]+Y!=H:US.VOBQG)NE^H M,95U%#BMQ4^)QE3V1OBGAD:.9O)Y',4F07:5%6:!)345!'!5PH?WZF0L8X^G MGM5]T;DOE_:HK_W"B&Z\S2*&>,NPM8"17PU5"OC,O!GD+(Q^"::.FYC^ZGWM M^<]_W26Q]O93M?+4;%4D"*;F<_VC.ZMX*MQ5(PK]/C=B=*FU_D??/3Y0=\= M_P"_NDN[.Q\UVIM4=3YGL'#Y#<\5#59[;>;P&Z=H85A#FX:2#(5&(RM'N=UE M@J9)ECGBA,/CU2B2-_O9>SW(')_)MGS7RI8Q;=N/[Q2V=8BPCECDBF?*%BH= M&B!#*%)4L&U473(_W3_>#G_F_G*Y4YJOI=PV[]W/<(TH4R121RPIAP Q1UE M(*L6 8*5TU;5M">\ .L_.O>_=>Z3N\-SXS9.TMT:SS1@BC]I'2'<[^WV MK:;C=+HTM;:"25SZ)&I=C^P'K2)_E-?&:I^;?S=R?9G8V-7+:!ZVS59W;V2M M1$9\;G=WYK/U60V=M2K\@D2:+-;F.U=/#*K1U6/Q=3$WZQ[ZO>_Y]C][/:> M/8=CD\/>;^);&UH:-_ '"D86:9;<"D6F-6!!226-APZY2_=SY#?W6]UY-^WR/Q M-FL96OKJHJLDSR%H86KQ#RZI&4@AXXI%/'K>8!\DNNM'7O?NO=>]^Z]UH]?S MF2EB2]T+/.^GK+]VWV,VKD#EFVYHWVV23GF^B65FD4%K2-Q5(M(ZCL?209F%&+DQU*(#\GOO(>^.Z<_MAR>-GIJRF?\ !*N+C@W'O);<]KVW>;&3;- WMX;K;I5TO%*BR1N/1D8%3^8ZQ MJVW=-RV:]CW+:+B:UW"]M22Q.TKT6CPM,L<='VE/([TWGBACH85'WD2K.5CCQ'A^Y MWR;#[DCF+Q-7(B@2C;VU,?'U? V3.:EK0"C:23(WJDQ*58Y;S??!YRF]MSR[X M=.>F)B.X+I4>]I_M0@H!=G*Z@!&O]JH#T45"_"I'>7RJ^077/3&WJFIJ-R= MH;OAHLCG*KS9"7&XUFGR^[MVY)G=IZM,'@J6KR$Y9M\EN>.:]K]O M.3+[FF]55L=OMBRQBBAFPD.*^0\20I&N*#4/(=8U\C\J;I[A\YV/*]DS&^W" MY"M(:L57+S3- YGPXP\C9]=)\SU]&GJKK'9O2_6^R>].OL5'A=E[V[C=L[>Q MZ:2Z4.-IUA^YK)E2,U>3R$VNHJZAAY*FIEDEA]DW1SU[W[KW6K! /U^?LD<?):.[FZVV+N'- M,55":+*VVWF; <=NL]O+>_N(T_P!(DKJO M_&0.N\G*][<[ERUMVXG^Y<]C:R/_IWB1F_XT3T)/LBZ/>O>_=>ZUA_P :5OVC1^SKG_\?FLH]/+>X@?JUOHR?4?XJR_L.O\;UJT^^@_ M7/OKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NMS?\ X3L? M]D4=H?\ BTN]O_?3=)>^7/WVO^GJ[?\ ^*!/_P!IE]UU#^Y/_P!.KW#_,6" M?_M#L>K[O>'?68/7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U MUK"]?\1.O/- @/B[VO3P:?X?F.Q>O.O4A;^7^,46W-R:<@9OI/@_@658#\^0_MT]Y^?<9WK3>_=>Z][]U[I:]:[]R/9?8NP>N<1J.6W_O7:VR< M6$3R-_$=U9V@P5%I0MA^?95ONZP:#LEYOES_N- 9VLL[^7;#&TC?R4] M&NQ;5/ON]V>R6W^Y-Y=10)_II9%C7^;#KZ;F#PV.VYA,/M[$4ZTF)P,+Q^&Q M=*GZ*;'8NDAH:*G6P TPTT"]\![X)7=U/?74M[]^Z]U[W[KW6N[M_P *+NS_. _';I#J:GJ/#5=C=K9'=E5&C6>IPG6VVYJ2HIY%OS3G,[\H)?I M_G(%L>#[S8^Y%L'UG.V[/+;KW=3:R.=?W6$:PM;3S>XMSW^_+O]9-@Y6C;@MO=2#[2D M,)_E..N@OW'=@I'OW-,B\6M[6_8'FF'\X#UM%>^?0?_7O?NO=5>?SDNT]M&\\O7O-Z>I^WRN_X-M=7XD:M/W']\=Q8ZGW#37N"=>S*7)FPO?3SO?WD!V#_ME_\?_O3M_==5O9F6[?Y>!$QC/\ SG,74 _>=W_]P>R^[%&I<7@BM4^?C2*) M!_S@$O6EY\+^@YOD[\L.D^CQ'._WMO:@3=+T[.DU-LC!QS[CWO50RI8Q5$& MTL16-"20/-H%Q?WU+]TN<5Y!]OMUYL]! <6EHWA5X&>0B* $>8.SI]_HUZY;^_MUW)[_>X&UG]*G7T>Z"AHL70T>.QM+3T..QU M)3T-!0TD204M'14D*4]+2TT$86.&GIZX(U1$4!54 #CWPXFFEN)6GG9GG=BS. M34LQ- 223DDDU)\SUW"AABMXE@@54@10JJ!0*H% !@ 4 \AU+]M].=>]^Z] MU\[[^8]\0^KY2_,7N/LN.O>MVI0;AJ=A]0-ZF,%80?X8UZX M@^^'/$GN# [F[GOJOKVY)C;VV<"W@)2,KZ"0AIB/XI&Z*/L+:&3["WULO8.%4 MOF-\;LVYM#$J%+ELGN7,4>%H%" @N355]"P^ON2-XW.#9=HNMXNL6MI;2S/_M *6)&=OY*>HVV?:)]ZW>UV>US=7=S%"G^FE=47^:#KZ;^\]OXS:>W_=>Z^?5_-=[._M_P!*W\P/Y*YR*H\]!MS>T?6N/16UPT\?6.'QNO:^,\C1-F\%5SM:@R2L1P? M?9[[NNP?U=]F- AM&6DT]I]4WJ3=.UPI/V1R(OV_=<9OO$[__%MW!NU:L, M%W!*OM.H@\-HMNP'VR1NWVD]:7_"=;K)MO?&?N/M,H@\-5VSVY#M^D=ELU7@>N M=MT? V=2KV]40SF_"]Y\VOEY#6.PVTR'Y27,K:A]OAPQ M'[".LR?N3[";+D/<^87%)+[)-*/M!ZV$_>%G6:'7O?NO=4N M_P ^7M)M@? O+[4IJIH*[N/LG8VP=$,A2H? %XVIK.PLHX*D.*1QLF*GFMPRU M(1KAR#E-IS_EX;S[PQ;C(M8=KL;BXR,:V"VR?G^N67T*U&1UBW][[F [-[02 M[=&U)=SOH+?!SH4MM'SWUDZY/[;.?_F^ZQ-1NGY,]S5- M/I&*P&R.L<+5%;B8[@R.3W5N>G1[>G[;^[.(9A^?*/Z>\!OOR[_HV_8>5XV_MM)I[IQZ>&JPQ'_%F'Y'K/;[CNP:]PW[FB1?[.&"U0^OB,TTH_+PH3^8ZVLO M?.[KH=U[WIKW5=/\V3L__13_"^ODEF8:CP9#<^SH.L\=&K:):I^SJ';V:K)VYOXX6MS[F[I+WRY^^U_T]7;__!7H/^TR^ZZA_=>Z][]U[KWOW7NO>_=>ZIN_GN=>? MWV_E][MSZ0>:?JKL7KC?\6E=4L:567EZZJI$!;3'2;_'9[NL/]*\,*Z"IIZ?SXO8 M^3SW9^4?3K%+_<7;N3RV]"+6%MX+C4!-M)>XY !@3[S6_\ ]7_9;>9$:EQ= MQQV]?/ZB14D'_.'O3^74]?=FV#^L'O1L\;K6WM))+I_E]/&SQG_G-X0_/K?O M]\<.NQ77O?NO=>]^Z]U\W]YN=G_Z9?EY\C^R8ZC[N@W)W!OV,1F] MG![;5]0)!T:;Q=*O'''ON3[4;!_5?VUV/8F73-!MD'B#_AKH))O^]KOUP[] MUM__*S^Y6^;ZK:H9]SG_*1S'%_U21.BM^Y!ZC_KWOW7NO>_=>Z][]U[K M>Q_D?=8?Z.? Y?'7.5FL_MLCVMNK??9V1C9=,C"MS:,0PL[FWJ%7MC9M#,A_U M$B^^1/WLM_\ WY[T7UNC:H-NM[>U4_Z6/QG'Y2SR*?F#UUR^Z?L'[C]F+&X9 M=,^XW%O=./\ 32>"A_.*"- A\B.K=/>-?6277O?NO=:TO_"CWM#['K?XW=,T] M1=MS\UW=V7E:9'L8HME82DVQ@Y*A>"4K)-IU_C^HU4[7Y]YW_<:77%O:PVJ'U.\AED_THMXZ_P"F'6"?WX=_\'8]CY71LW%U- =./001B*,G_M $QN)*?Z4]%6_P"$ZG4T.X_D-W5W%64PG@ZOZSQFUL9)(@*4N?[-S(ZW_?,WKI=U[W[K MW15/G+VS+T=\/_D9VA2534.5VUU1NN/;M8C:&I=V9^@;;.T9PPL;Q[GS- (>"_M";6!!]R](24'\>X*^\IO_\ 5[6WN9&I/=0 M):J/7ZF18!_SA:0_8#U.GW;-@_K#[T;")"ZU@M9WNF/I]-&TL9_Y5+&/M(ZW M_O?&KKLAU[W[KW2F;D\6&VAMS.;HR\MU7QXS 8RJRU?)J;T MKHI:1S<\"WM=MFWW&[:E;[5:"MUJY9N7S9G=NXOH"?RL^L/]$OP"^,NVY*?[>MS/7T'8F1#+IG>][1R60["C^Z M! ;STU#N2&"S>I%A5#^GWQG^\)O_ /63WDW^^5M445Z;9?2EHJVQI\BT3-\R M2?/KLG]WW8/ZN>SFPV++IEELAX:ZF3KWOW7NM M4[\ X4?]H?=;V^-72]-4:?X%M;>?9^9I%:XF.ZLM0[5VW/*E^#2C9V55#^?. MWOHM]QOE_P /:=^YID7^VN(+5#Z>"C32@?;XT5?]*.N=OWX=_P#$W78N5D;^ MQMYIQZ^*ZQ1$_9X,M/],>M9;WGIU@;OO_R'.L/[A_?!;IFI_%6=P=D;^W M\ [R+IG:AQU=2]=8Y&N-8IRFQ7GB!X(J"XX>YY,_>_P!__?'O%-MZM6+;+&WM M_EJ93 MKGO>+?6477O?NO=:^?\ PH&W7DLMU3\9/CGMZ0'(KZ6E5FU5<>TL9#M MNDHYU34WVT^?[+HI/I/6&/WR]QGN>7MAY(LC_CNZ[MJ]1"@B /R,ETA^U13AU>_L#9N)ZY MV)LKK[1B+!:$VEMS9N%B"+&(\3MC#T>$QR"-;JFBCH4%AP/>(.\[I<[YN]U MO5X:WEY^G::HT'?78FY=_9*&-K2-1]=8"GPM'% M4A3?[:HK>PS(JMZ7DI01S'QG)]Q[E];GFC>N9W6OTEE%;J3_ !7,A=B/F%MJ M'T#T\^L'?OOO> M_=>Z][]U[K?A_DV=7Q=8? R]>C@T"PY7L*+]^Z]U67_.#[4DZH_E M\=]U=\4M3Y;?6+PO5>."MH-1'O\ SM!A=QT^]J[/LN,F; '5IL>"2)Z^[-R\ MO.7O1LJ[?Y?3QL\1_P"<_A?MKU WWF.86Y=]F-XDB;3XD]^- _7EOV@Y@W(MID:,W@4^>NZI;*1\ MP90WY5\NI:]B-A;F3W>V#;0-4:[@D[#RT6M;E@?D1$5 ,GGU]#[WQ0Z[5=>] M^Z]U[W[KW6F)_P *%>R8=T_,+8 7U%4>6GZMZ;P<.2AU7^UW)O+.9S<59'I! M(7R;,.(?FQ.K^EK]2/N6;$^W^V5WO4JT?<-TD*GUB@CCB7]DOC#\NN7?WT=] M7 =>Z][]U M[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M=>Z][]U[KWOW7NO>_=>Z][]U[KK[O>'?68/7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?

NO=>]^Z]T5GYP]>_Z5?A[\F-A1P?OZN^YNP[P3IBAW6VUG_A M;RK'+_U39NH^]V-E_K#[9[]LZC5+-M5SH'_#$C:2+_JHJ]?.]]R.N'G7O?N MO=>]^Z]ULF?
\\)Q.L/XEVU\B^XYZ?]O9_7^U^NL=/(MT:IW_N"?<61^V)%O-2 MT_7D D(]2I4@?1S?!;[\6_\ @\NUQ.M/4=>]4;\W7CG)TF3,XC;61JL'2QDV'FK/77O?6NO> M_=>Z]
[]U[K)%%+/+'!#&\TTTB1111(TDDLLC!(XXT4%G=W(%R3[JS*BEW(M"@5)/ >9ZLJL!$!+$T '$D^0Z^E_\ 'GK6+IKH;IGJ:.-(SUQU=L79=1X] M)$M=MW;6-QF1JF9?
2\M97TTDKM_:=R?S[X/AB]ACH3=> M]^Z]UI(_S]NS&WI\ZVV7%4%J3]#JG8VTI*56O%E]PID.Q*VI*W(6HJ,:O"M 1M1_ZI G]/?5S[G&PC:O:+]ZLOZFY[C<3 ^92/3:*/L#PR$?-
CURG^^+OW[T]W M/W6K?I[9MT$)'D'DU7+'[2LT8/R4=6J?\)S=IPT/QC[RWQXE6JW)WI_=AY=- MGEI-G;"VIDZ8$_5HHZC>TX7\!BW^/O'C[[^Y-+S]M&TU_3@vCQ:>AGN)E/YT
M@7\J=9"_%76:27O?NO=4T?SX M]W2[:_E];GP\6J=]^'CZ@2[*5_\ D#WE#]T#:5O_M 'HM[IA4V5A=3#Y%D%O7]DY'Y]8O_>]W)K'V9N+5307M_:PGYA7-Q3]L /Y= M:./OK3UR;ZV/?
^$Y'6\6[K^0?<$]/KAV/UMM[8-#-(MT6O[%W&V;GDIBPL: MBGH>NBCE>4C];&PDYP<^_#O_ --RKLO+*-W7=])<,! #;1>&*_(M]^Z]U77_-
MB[. T4_R^ODGF8JCP5^YMF0!:8Y%;3+4OV;F<;L?)0PFX]46 S=9.W- '"UN M>/BHH51^0 Z>?:7I5U[W]KW6&4S_.?[0_TF_P PKNA*>]^YQ77.
M&T^K\2=6KP_W7V[0U&X::P)"^'>>5R8L/]<\D^^POW6^7_W![+;4773<7QFN MW^?BRL(S^<"1=_P#[^]Z-T"-JM[$0VJ?+PHU,@_*=Y>JK_>0O6/?7 MTG/B-
UA_H7^+OQ^ZMDIOM:[9746P\-FHM'C)W&FWJ&?Y7#H?^%>(PB'Y1A1^77<_VWV#^JW(&SXOYW'PAZ>1UJ\5
MU#4]8YK(4$A\D<>XSN++=LY,R1WTZ*C;>%P^I&']"\)/;&Q;EC[]/-G M,Q&FXW-;I%;S,7AI9KGY2O-GRKC/6!WN[?+S-]ZSE3ED=UOMC6KLOI+XCWCU M'SB2''G3..MF?
W@7UGCU[W(KW7O?NO=:9_\ PH?WM)F_E_UKLJ*5FHMC]%82 MHDB).F+-;JWAO"MKF5?H/+B,?CKGZDC_'OJ))RC:A:>V=_NK#]6[W>05]4 MAAA5?V.TG7+_
.^KNINOLQ^KDG MD^^$ON%?-N?/V^;BY):?=[R3_>[B1OY5Z[J>WMBNV?8/Z&'7O?NO=:Z7_"C;?CRRAA\X3Z=9O?9/D. MJNZ1H9)"%C4$DDT R22> 'F>OF^?-
#O%ODC\J>]>ZDJ)*G&;V[!S$VV9)=8 ME796&:/;FQH9%. M]99R/D9GD(^77#OW1YL///N%N_-(8M;W=ZYB)X^ E(H ?F(4C!^?18O8^Z / M7O?NO=>]^Z]U[WK7O?
NO=>]^Z]U[WK7O?NO=>]^Z]U[WK7O?NO=>]^ MZ]U[WK7O?NO=>]^Z]U[WKW7O?NO=:F__G8_P"R M*.T/ %=!]I \^M+>BHJS(MUE)C\?25-?7U/WMENT;>1T&2-
Q7H/^TR^ZZA__^LP>O>_=>Z][]U[KWOW7NO>_=>Z][]U[K%/ M!#5034U3%'/3U$4D$\JAXIH9D,!!X@_;U\RCN78DT22?_=<&N9]H;E_F7<
M=A>NNROI[/_GWH-O9[T1=>]^Z]UNP_P @+K#^YGP?K-]U%/IK.X.V M=X[DIJHKI>;_;7CQNP:"G!L-4--F]M9-U(\ JIF]\J/OE;_^]/=E=H1OTMLV MV"(CTDE+7#'[3'+$/L4==4_N;
[!^Z_:=MW=?U=SW&:4'UCB"VZC[!)%*?M8] M7B>\3.LL>O>_=>ZY(_:Z1[>^2'Q&[*Z?Z2?;L&\^PJC:6:FJMSYB?!XRFV[MC-UX?<6=!WM/09*0S5U+AOM?'XB'CJ'Y'U]RU['\U\MY-
AS9S6)SM=DLS M 1()&,C0O"VEE%%+ZZUP5'43>]W*G,O/'MM?\I\]& ;I>M"I,KF-1&LR22= MP5C5@FBE,ACUJ\?\, ?// E9Z.]&)EO_L.]] ?^#*]G_P"'=O\ LF3_ *W= M8!?\!OO_P
6T_\ 92__%HZ] PP!\\ ^5GH[_T8F6_^P[W[_@RO9_\AW;_M +)D_P"MW7O^ W]W_P"+:?\ LI?_*T=> X8 ^>?_*ST=_Z,3+?_&'>_?\ M!E>S_P##NW_9,G_6[KW_&_N_\Q;3_-
E+_P#6KW_P!\\ ^5GH[_P!& M)EO_+#O?O\ @RO9_P#AW;_LF3_K=U[_(#?W?\ XMI_[*7_,M'1)OB5T#D
MLY_,'Z;^/V?:,S%5MWY&X_;N\6PM0^0PV2QW66ZY\AO9\5624].]7C*K$;6K M##,T2:HB'*#Z>Y5]R.=>Z][]U[KYVW\R;=-7O#YZ_+++5C2/-2=V[TVLAD_4*38V0;95 H
M_P";:4.WXU3_&D#WVS]B]OCVSV>Y#F.YEJ67=9XL^D#>_O_&8Q3Y=:/7_GP:%O@QN81$:T^0V_EJ+%3:8[. MZU=00 "I^W=.#S^?
H1[P$^^B&'NY;ZN!V2WI]GCW7^6O6?'W,"I]I+C3Q&]7 M%?M\&U_R4ZO/]XC]9;=>]^Z]U17_.*$\1D\E\&MI5E!#++28#Y%["R^;>-" MZT^,FV/V?@8IIF
(CB;,YNDC#&PUNH_/O+K[EMS;P>[=S%,0))MCN$C^;B>U MD('J"._?L!/EUB1]]"VGG]I;:6$$QP[W;N_R4P748)!K=!]I \^M+>BHJS(MUE)C\?25-?7U/WMENT;>1T&2-
@#ZJRU(X@,#P(ZI!]Y8]8H=\U^$W\NSY!_- M_=5)3[%P-1MCK"EKDAW;W'N2@JH=G8.FBD KJ;#LWV[:OW-''Q'C:)RPD9/N M9*6%C,L/>ZWO:R7[3[CDYI?5XCDGKNL/XE&/[
D6ECI2?R0?\/?0_[BW@?0\RZ2/JO% ML=0\].FZTG]NOKGG]^?Q_K>6M0/TWA7VD^6K5:ZA^S1UK)8['U^7R%#BL515
M>2RF3K*:'XW'4%/+5UV0KZV9*:CHJ*DITDGJJNJ)5CCC16=W8 D^\]IYX; M:%[FX=8[>-2S,Q 55459FP"23@#)ZP,AAFN9DM[=&DN)&"JJ@EF9C154# M))) &2<#KZ$G\M;XH?
[)U\2^ONL,M300]@9D3]@=J2P^-M6_=U0TDE;C&FB M9XZ@;6Q%)18=958I,*#RK;7[XM^^WN-_KG>X]L0.S14M[0&O^X\1(5]'(M\5R\U#E?$TGAUV?]B_;K_6R]N++8+E0-
YEK<79'_"D2@%EJ./A($AJ,-X>H M<>CZ^X>ZF#KWOW7NJA_YT'RWIOC7\1MP[,P636F[0^0<,3ZUVG!#,$KL?M:J MI8T['W0J@K*D-!MVM&/BE1EDAKLI3R+<(ULE?NM>V\G/?
N3#NEY'JY?V4I=3 M$CM:4$_31>E6D7Q""*-'$ZGB.L;/O1^Y$?(OMO-M=I)IY@WH-;P@'N6(@?4R M^M%C;PP0:B25&']:*7OKKUR.Z[]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NMS?\ X3L?]D4=H?\ BTN]O_?
3=)>^7/WVO^G[?\ M^*!_P!IE]UU#^Y/_P!.KW#__6"?_M#L>K[O>'?68/7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW6@1_-
_Z_T<_S#_D310P>&@W5G M-O\ 8>/<+H6I_OSM+!;@S$ZBW-MRU==&3^6C)_/OLE]V?>OWY[*;)*QK-;Q2 M6S?+Z>:2-!_SB$9^P]<K>XE%(;B6.Y7Y^/#'(Y_P"]^Z]U]';X*]8?
Z&_AS\:^NI*?[2OP74&S*G.4VG1X=S;AQ4.YMU): MP/&X\S5DLB"67_*]N_1K_''74B=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW0=]N[_HNJ.J.S>T.EX_X?UQU_O+?
5:)3IC>FVEMW(YZ:-C=3:1* K M8&YO8<^SOEK9I>8N8K#E^"OC7U[!;K3C6:18P?RU=$O,N\QM,7^19@YM]_P Q7%;NS$C5V5VKUYVOOZ:LG]4TN4S-%!LZ
MLK'8"WFG&^9KGC]9]]1_ORN[@L>)=U$+-]I\=OV];OWOD[UU>Z][]U[KWOW7NJ4_D M]_(Y^./R3[KW3W;_*0>R^M\QOW+-GMZX#;0VWD<'D<[4(@R>7Q(S&*FK2JA:ID=T1
VD95<@?>TYXY%Y5M^5/HK"^MK./PX))?%618Q\"/H< M*ZH.U*!"% !)(KUBOS]]TWD?GKFJXYK^MO[&YO)/$GCB\)HVD/ONFM"R,Y[F MJ7&HD@"M.@M_D0Y%
[)OQGS8^,]%75%0>FODIE,A0C(O\>LR.O>_=>Z#[M7JKK[N[K[='5?:FV*#>.P=Y8\8W<6WLD:A*>MIXZB"L MTI(ZFCFIJZAKJ"NI8JBFJ:>6*HIJB))8G21%8'7+O.6]QNM.L):[?
4$KR8/]^Z]U[W[KW5?G\T/J3K?N7X2]S:;[.WMMOK? M'X?$TV\MM;[W75_9X;:V]ML5_KMN+4R)%4U4J;AGUXAX]:"IK)8<@ZTT.LYC_M0S/]W_F3?>5_=;:
[[8;2>^FED,$MO"-3R02C3+3(\,4F!9E0&,%V5-1$->_ M_+>Q\S^U6Z6._7<%C#%&)XKB8Z4CGB.J*N"3XAK"0]LY$A"*SZ0:'O\ A./U MA_%>Y_D+W#/3ZHMD=<;Q-
Q29VJ>F+"QJ*>CZ["_5]21U-C8/S_ME]]^'?\ Z?E;9>6$;NN[Z6X8#^&VC$8K\BUS4>I6OEUB%]R#8/]..:ZYF=>V MTL8K=2?ZXK7$Q#3YA;:A] WSZVY/?-
KKI%U[WKW1'OYE':'^A_X)?)[>><=1] MK62=79C9N+]%;3-#F.R9:7KK%5%-8W^XI;[=*2I:^DOW/ /N6?8KE_\ K-[O M;!M975$-P2=OY%+4&Y<'Y%8B#]M.HG]]-_\
ZL^T6_[H&TRG;W@0^8>Z(MD(M^8:4$?97KYW?OMCUQ3ZNB_D,]8?W\^>V'W7-3^6CZ>ZTW[OPR2)J@7(92DI. MNGGI1C]^Z]T%_=_8E-
U#TSUSVK5F,4_6W6V!]],):;#M7:62S<<&DD>1ZB2B$:H. M79@HY(]B#E/9).9>;-MY=CKKOKZ"WQY>-*L=?R#5)\@*]$'->]IRURON/,.E M-%C8SW&?/P8FDI^96@'F33KYS7Q]
[=]^GOD1U!W;5S5-9-L'M?9V_LRUVEJL MG1XCQU-Y38W]]ON<^6HN9N2=SY4C"JMYMTUNGD$9X MF2,_+0VDC[.N(W)G,DG+/.VVNZ5O<0W<"75LRO;R('1@:AE8 JP/F
M"""#Z=3O;/3W7O?NO=%V^1GQ/^/GRRVSCMJ=_=:XC?V.PM345F JYZK*X7/[M>JJM(HZN7![EV]7XK/8V.L%/%]Q#'4"GJ?#'YHY B@#;DCW&YT]N;]]QY-OY M;.>50L@ 1XY
*D"2*17C8K4Z6*ZEU-I(J>@3SO[=XU@FWF_<8-)U*DVV]T;BR6UZM ?Q-12$_0DCW(6]?>9][-\MS:S[W+! PH?IXH+ M=OREBC64?
[60=1]LOW:/938[@74&R13SJ:CZB6>X7\XI9&B/^V0]6/8G$8G M8RAPN"Q>.PN&Q=-%1XW$XFBIL:C,=1P+HAI*&@HXH:6DIH5%ECC154?0>X.N M;FYO)WNKR1Y;J1BS.
[%F9CQ+,Q))/F22>IPMK:VLX$M;.-(K6-0JHBA551P" MJH 'D !U03_/T^(\ I2Z/P/R@VABO/O?HH?PK>WVL.JKRW4F;KM4E3-H# M33_W%W)5+5HH
2&BR%?,YM&+9C_W^YR4VG=^^"IPEY&O >0^H MB&@^;/'"HR>L._OB>VO]8.4X>?\ ;(Z[KM'9/09>S=N)\S]/*=8\E229C@='
M3_E!]WT/=_P'Z2F2M2HSW5N(DZ7W32B3R28ZMZ\$6-V#,2=6JLV'+B*L7_M M]QIYTW]O7]Y?E.:E/WBW92I6SW"07T1I0,MS5I"/]+<"9/\ :U\^I2^[5S7# MS7[/;4P8->;?
&;&45J5:VHL8/^FMS"_^VIY=6:>X%ZGGKWOW7NBG_+_X8]*? M-OK>DZX[FH,RD&&RO\=VKNK:M?38K=NT\PU-)1U%5AZ^LH,I024]?22&,II: MJFJ;6<*C-
'Y8H9(Y&]L_=+FKVHWQM\Y7>(O+'XFDE&974A@:,CHR-@E=2J]5* M5\1OY-_Q2^)78%)VMCIMZ=K=@X69]I]9?LJKP=5C-FU5BL>5P&!P>$P]$<_$
MC'QUE6:IZ=K/3B"0:_Y/WG_<7W(V9N79Q:=LLHI,EJ) TX\TDDDD=O#/ MFB:PPY=<=1Q[;?=B]N_;C>5YB@-UN.]1&L+W1C*P'^....%\0>3OK*G*!& MSU;+[QQZR,Z7
[]U[I"=G=F;&Z;V!NOM#LK<-#M78^RL/4YS<6XW:[E$<<:\2 MQ\R>"JHJSL:*B@LQ"@GHHW_?MIY8V:XW_?9TM]IM8C))(W */(#BS,:*BBK. MQ"]"Q Z^?-\]?F-NKYN?
(79C]\5M.E7^[/6&T:B8.-J;#QU34/C*:=8Y M)(&SF7FGDKLE(C,K5E0R(WACA5>S_L][8[=[4.GO![FIA[KY3ZBWKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>
M_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[ISQ&%S&X*^'%8'$Y/ M-Y2I.FGQN(H*K)5]0W M#1T44U1*;G^RI]I[FZM;*$W%Y)'%;KQ9V"J/M9B
M/V]/VUK=7LPM[.26X;@]*68_8]@D_LZ.#UY_+F^=':7@;:]Q:[A:GJ=)ILA MN?:U1L#$U"/^F6#,;^?;+F@-_+,+4_P ?<9[U[W^T?+]N>L,X=PA_P ?<9[U[W^T?+]N>L,X=PA_V:UXK%*+ MAQ\BEOXK@_(BO4F;+
[(^[?,%#MO+^YZ&X-+$;=#\P]QX2$?/53H]77G\@/YT M[N\$V[ZCI_JJG;2U3!NC?51G\K$AMJ6"EV!A-V8NHG6_Z6KHD-CZ_I>(M[^^ M3[1[;5=M7<]Q?R,5N(T/VFXDA<#[(R?
EU+FR_YN6>OVQ111T_*4]2YLOW'+-:/S%S!(_JE MM;*E/LEEEDK^<0Z/7UY_(C_E[]\#Y_:78O:L\,EO+O_ +'R]*DDJV(>2EZZ MAV!22+JYT,C(1PP87O$6]?>]]Y]UJ+.YL=N0^5O;
(:#Y&Y-P1]H(/I3]7-E^_MZ)[.[50WEM?;BX\[BY<5/S%L+<'["/6O5F_3/1'3_QXVC+L/I/K[;O6^TJC M+U&?]L+MRE>GIZW.5=%CL:4YBOEFEGJ]_)U&/Q-+"\\TCR-'3QJ391[@3FGF
M_F;G;]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UIY?*+>O/X+\E^E>RX8/#3;^Z9R3]NB>,?8!UKS^\U.L+ M>AI^.'6;]S?('I/J<1--%V+VIL/9]:$O^UB\
[N7&T&6JG*^I8:/&3332$>=^'*W)FZ\QDT:QVZXF7YO'$S((M9P /F>A3R/L)YHYSVKEP"JWNX6 M\+?)))55S]BH23\@>OI=(B1HD<:+"&JHB(H5$10%5$50%5546 ' 'OA 26)
M9C5CUW: "@*HHHZY>]=;Z][]U[KWOW7NO>_=>Z][]U[KWOW7NJL/YSW:'^C+ M^7KW2E/4?;97L6;:?5^).O3YO[T;BH9]P4]A8OYMF8K)BP_V/ /O(7[K?+_[
M_P#>G:BZZK>Q$UV_R*)A&?RG>+K'S[T6_\[A]E]"T-IN+XPVJ?/Q95,@_.M!)>M:K^1KVA@^MOG]LS'YZK@H*?M/9&].KZ"KJ9%B@3.92+&[GP=(TCLH$^8 MR>TXJ&G7DR5-
3&@%V'O.W[VO+]WOOLU=36:EWV^[@NV %3X:%HI#3T1)C(Q\ ME5CY=8*_=,W^TV/WCM8;Q@B;A:3VJDX'B.%EC'VN\(C7U9E'GUO2>^1O76WK MWOW7NO>_=>Z]
[]U[K2K^._RMQWPH_F__"1R.[ZXXWJC?OR$[XZN[%JI2138 M:!Y?MK-UFW-X3QV8+%MO-T=+-42 %TQLM4$!+!3U2YV]NI_=7[L^Q0:8GB"R[?=VP'%Y$LXUEA!]949U4<#*(ZT
J.6)7N)![5_>6WR;D4BHS'B(C)2I-#NG4U33UE/!5TD\-52U4,5335-*D]/44\Z M++#/!-$S1S0S1L&5E)5E((-O?*!T>)S'("LBD@@BA!&""#D$'!!ZZF(Z2H)(MR&C8
@@U!!R"",$$9!'6;W7JW7O?NO=>]^Z]T&^1[?ZSQ/9^V^EZ_>F#@[4W M;M[-;LP&QONQ)GZS;>WWIXLGF7HX@YHJ%)*G3$TYC^Y,7K:=(9+BE(UEDJ434?B:@R%KIJNJFM-
1'/S+L-OO*TUU".8;F M%YH[>M9&BCH'?2/A6IP6IJHVFNA](D>R+H\Z*G\N/F7T?\+NN)NP>XMQ""IK M%]8-G;'Q+05>]-]Y:GC5SC=N8F2:+5! 9$^ZK9VBHJ-74RRJSQ\B>VWM?
S9 M[I[X-EY8@JBT,TU$%NA/Q2O0Y-#HC4&1R#I4@,1'GN1[G\I^UNQG>>9IZ.U M1# E#/<.!\,25&!4:W8B-*C4P)4'1T^\"_OF[_P#O/W6BV9&K%MFVPQD>DLQ>
M=C^<;P_L'6>/W-=@_=GM7+O+K27]^Z M]U0+_P *!.T/[K_$[K?K&EJ/%7]]=O45760ZK?=;8V!@LEE,E'H!!;Q[DR^&
M>_(&GZ7((S)^Y3R_^V<:^W^1:P[=MC!3Z2W$BHO[8DG'6'/WT]_^@]NK'8(MVI-N&Y*2/6*WC9V_9*\)ZTU/?4'KF#UM:_\ ";_K#[;9_P E^YZFGU?
QG'^[6,R.ZMS4\;V]7W7]Z\2SC\>%?Z^^=GWY-_P#$W/8>5HV_LH)[MIQZ^*ZPQ$CY>#,!_ICUT0^X[L'A[9OW-$B_VL\%JA]/"1II0#_&A)_THZV; MO>!'6>G7O?NO=50?
SK>S_P#1K_+UI;I8*C[:*=F9;9?6&*?5I,G\\B_NJ[!^_?>G;9'75:V$<]T_P O#C*1G\II8C^7 M6.WWJ-__'%[+[E&C::B_D@M4_YN2!Y!^<,CGG=4EW5L:C3[>*E6S MU.
(BA:)7:FJ6',S[V'LC>[%OD_N9RW"TG+U\^N\5!7Z;X8]TK<(;ANXOP68 ML&(#QCKIA[U'WMLM\'VTYCF5,8;%-%FSFGU-NH[8E)XRVZ]H3BT(4J"4D/ M6P][PHZS4Z
[]U[KWOW7NO>_=>Z][]U[JH+^8Y_-*^-7QFV;O;]'Q8/OCMW< MN S6U,IU'CZU*O;6&I,WCZG%Y"#M?,T3O%B**2DJ767$PLV6J48*4IHI15)D MO['?=\Y[Y]W2TYEK-
L_+4$T%X7LU:L2"12C"[=<(I4D&$'OF! HBMX@UQOY27\P2G^ M%?=F0P/85341!!=P2X[&[Z\558-CYVCDFCV1O\ H:)6GJ)J7&K624N4CB#3 MSX^02@32TL$3YQ?>1]F']U.5$O-
E53SEM@9K>M%\>-J&2W9L %M(>(FBK(-) M*K([#*#[N'O,GM9S4]GO3,.3MS*K<4JW@2+41W"KDD+J*R@59HSJHS1HIWH< M'G<+N?
#8K<>V\OC<_M_X^DRV%S>&KJ:8G+8NO@2IH/76RTN[M6_M8[ZQDCFLYD#I(C!D=&%5964D,I!]""01PZ=?:?I1U[W[KW7O?NO=>]^Z] MT"7?GR+Z9^,>PJ[LCN[?
>&V/MJD65*3[^;RYC<%?"Y%PVU\%3B7+;BS,RV(MIZ6*1U2\CZ(U=U%?)W)'-//V\)L7*EG+=W[4KI%$C4FFN60T2)! $Y)P*L0 M"%.<.=^5^0MG??.:
[R*TL%K34:O(P%=$48]\CG^% 2!DT4$C25_F2?S/.Q/G M9N>/;6&ILAL'X]6R;U>T>OWJ4.2W#7PB6"#>/8$U)(]+6YUH)&^VHXVDH\7 M'(R1M-*TM3-U;]B_8+9/:*P-
=,EYSI<1TFN*=L:FA,-N"*K'4#4Y >4@%@] MA8UY4^^7OYO7NY?BQM5>SY+MY-4-O7ND85 FN"#1I*$Z4!*1 D*68M(U6/O(M3K'SKWOW7NO>=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z'?KSXN?)/MKP-UET'W#OJFJ-)CR&V>N=V9;$JCVTRSYBEQ3XNE@-Q M^Y+,B<_7V$-[]P>1>6ZC?MYVRT=>*RW,*\ 8$+ZR?
D%)Z%^R^W _#US'0[# ML^YW:-^**VF=/M+A-'S+ =]$Z_DF_S#]_>":LZAPW7>/J-.C(=A[^VCC-(M;ZF?#8/)[BW/3:_>)1)0JW] ?<1:W]ZSV4V>JQ:G+>S+^&VMYG_8\B11\I#U
M+FR_=5]ZMXHTNVQ64+?BN;B%?VI&TLH_.,=`KZ_X3@]M9#P2=K?)/KO:@]+ M5%+U_L_=+?0Q%O7WY.6X:KR[L5[<^AN)HK M?\RL:W[-0KZCJ7-
E^X]S'-1N8M]LK;U%O#+CU]>?\)Y_A M]MOP5&_=_=U=DUL>GSTO\41G__)P]2YLOW+?;.QH^\7FZWTHXCQ(H8S_M M4B,@_P">#2WW'8$>8[/>65>3+)#V)E=ST@ M9FYTI$J
I4"P]Q'O?WAO>??JB\Y@OHD/E;E+6@] ;9(F:2?4]2YLOW>_9G M8:&SY?LI7'GQ& MW: *@L@%'AZ.CIP$'T]/'N*=QW?=MXF^HW>ZN+JX_BFD>5O]Z=F\^I4V[:-
MIV>'Z?:,6WM;?^&&-(E_WE%4?RZ57LNZ,>O>_=>Z B#Y2_&2IJ8:.F^1G1%1 M65$\=-3TL';O7\M3/4RM"**GA@CW"TLL\LK!51069C8"_OW6Z'TZ$_$;XV5N
M#/;AVM@=W[7S>Y]HO21[LVYB-P8G)9[;$E>DDE FX<11UKK(*3*TD%9"\M/(RS1I*A90&4GW7NE5[]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[K7<_X48]>?QCXZ=%=G10>6?8G;V1V MG-(JW>FQG8FTZZOJ)F:WI@;([HXV_]\B>\V?N0;U]+SON^P,;)>;8LP'JUM M,J@?;IN'/V]84_?SW)H2?1;F%F)^S5;H/M(ZT_??3'KFCT
M9/XA_(.G^*WR(ZZ[^GV+3=D2==56;R-#M&LSK[AU[:\YI[>\ZV/.+VBWS6+2,L+2>$&9HGC4EPDA&@OK';DI!CJ^' M_H),W1_WB+#0?
_1T9#_[67O$#_@%MO_Z;6;_LA7_MJZR_P"#FW#_*9N'_LN M;_MEZ]_T$F;H_P"\1<#_.CHR'_VLO?O^_6V_P#Z;6;_+(5_P"VKKW__?_MM_P#TTLW_&0K
M_P!M77O^#FW#_IFX?^RYO^V7KW_029NC_O$7_\ HZ,A_P#:R]^_X!;;_P#I MI9O^R%?^VKKW_!S;A_TS_P"@DS=' >(N!_\ 1T9#_P"UE[]
MP"VW_P#32S?]D^]M77O^#FW#_IFX?^ LN;_+9>O?\ 029NC_O$7_^CHR' M_P!K+W[_(!;;_\ NI9O^R%?^VKKW_!S;A_TS(MN!_\ 1T9#_P"UE[]
MV'=/SZZWV/UE6=08_JO";0WLV^JMZ'?-5NYLYE(<%D\!BTDBGVOMU:)<=2YN ML(:\IOK,5E\374F3Q64QU3-19#&Y&@GCJJ&OH*RF>.HI*RCJ8EDBEC97 MC=0RD$
^\C;B""Z@>UND62VD0JZ_RLK"C*RFH*L"0010@T/6.D$\JK.EU;._MT=S&X9'4E65E-596%"&4@$$&H(J.ME;XK?\ "AC/;6VYB=H_+'K#*:_J<53P
M49[3ZSJ,10[HRT$"+&L^XMD9F;$[?K\Q(!JEJ]/(XZ&0@?Y*&)>ZPW%45,5UN0[;8&XZ0Z3P=,K<_2XY]P+>?=']Z;:0I#:V-PH_%'=1@ M'_G+X3?M
ZGBS^]W[+W*!YKJ^MV/X9+60D?\XO%'[">1.6_GK?R\.;"\M'O__M 'IGW525IL3U:NZ&:0@D!4;.T>%IPS?C5(H_J?=+:[HOO7.P66RLX1ZO=PD# M_G&SG]@ZO<_>X]E8$+17EY.?
1+28'_JHJ#^?18NQO^%&/QUP\$Z=6=&=O;ZK MXT80MO"NVGUWB)I;>DK5XW(]@9/P?U+42\ 7T_GV/MC^Y#SOW=7:G<]=A*3;=;VCOO)J=R92HRD]#3UD\4,U5'!)
M4$"1D0O];#Z>^AO)W+D?*'*NWN> MW.',4G-W-6X) KZ=6H_ ;^=%W#\2\!A^ MI^T<%/W;TIATCHMOTL^5./[V#C4LD6.VSG:N,JH\QMZBCOX,77*HA4+'3U5 M-"HC]X\^\?
W6>6?<>\EYCY?F&T\U2DM(0FJWN&\VEC!#)(Q^*6,G5EGCD58@%C!?3<6Z^2Q2$%7C7\,4@[<*DB(-/6P)U__M #Q?

Y>&:]:""IS/9^ZNLLA,BLV$W[UMO)ZR!RH+1RU^Q\7O7;P*$D7^]TFW!^_MGO#/>?NE^]>U3,EKM]O?P@_VEO=0:3\PL[P2?\8ZS*V:[V7LKNL(>ZW"XL)B M/@N+6?4/D6@2>/\
XWTI=V?SI?Y$AD/TM/60\G_ %[(-N^ZQ[X;A,(WV<6T9.7FN;55'VA9GD/^U0]+ MMQ^]+[(;?"9$W@W$@&$AMKIF/V%H4C'^V=>]C_E+_P *'-S9_'Y';'Q)ZQGV M.*J.6!.T.U%Q66W-
2H]U$^"V%C9\IMG'5T6D,DU?796$AB&I00&]Y)>WWW*; M"SF34?..W4M$K#B&DDE&V_* M^_<@W/MS';16G+TUL8D2%%586!#QR(HH-< MXLEQ+=\PPW(E=YG9FF4@I)&
[&IT21%HL?"IHH%!3:U[_GN_&79G06W-^=V5W%OS#O)A>K\G3UF-7KO*HGAK9>U:J,1+34V(K=2QTU!-++EM ,$L=-)]X MG.SD[[IH7/NZ^[4JWU*<5%H#6I=>+R
"&O>K,/"/1#G'[W? M(>U\G0;ORK6^YFO(JI:L&7Z9^#&[.*!&X+&29J HRHWBC41[W[]I:^2O8^9[M5[GWCDMY;PS+:#4UCB+'XC&QR224F"V[BH0E!@L#C_*WAI:9$C5F9VU2.
[MT MJY0Y-YZW.7S;"HH)I'&@[8XUJ=** ,DFK$D@Y[$_08ZOY^+W\!*O^+_ $!U M?T)@?BWA<_CNMMN_P:^/3=L5N*ESE?59"NS&8S$F,BZ]KHZ!\IE\E/,8A--H M,EM;?
4X;^X'W1H>?^,AD8LSNY46S:=;LS4U&E>)X]#W_T$F;H M_P"\1<#_.CHR'_VLO8._P" 6V__*:6;_LA7_MJZ&'__?\ MM_P#TTLW_&0K_P!M77O^#FW# M_IFX?
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RLI%"K U!!!H010C!Z&I_@=HU&$B %.LOO;W[XG.O+5O'MO.-NF]6" 2E_!NP.'=(%=)J M#^-!(QR\])KU;MLG^?_!;[MC(18-M=[%?!CN&0D?,3Q1 'U 8CYGK)+: MOOD>TE\@-
^NZ64M,B2W5P#\C#+(2/0E0?D.A"KOYZ'\NRDIVGI^RMZY.0(6% M)0]5[XCJ&86M&K9+$X^DUF_%Y0O^/LEB^Z/[VR/H>PM(UK\377_+D7.UW(K'4?\ ,'WVN2K2-EY:VK<;VX
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.I_P#A11\;MPT=-#W#T]VKUKFF1143[4DV_P!C;71U #R&OFKMG;@B M61N51<9-JU]/+W]]H. F$EM+]FD+/&:>9.JU]/+K,G MEW[['(U[$]TMX4
MT]DG34VX7*MZ&TN*_RC(_GT&^\O^% 'P5VY3RMMVA[J[ ]@'%/# M@-AXW$TTD@'H,]3O#<^W)8(&;ZLL,KJ.=!^GL]VO[FGN[?.!?/M5E'YF2X9S
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"]B:+W9O7)DJO\.VEMS.;DK]3\(OVF&HZRHNQ^@T\^RW!\%\7^PL-3S:6-1V"N&ZP6&-N3++3]AY7:-<55>=*1/(?PI/'N*=[M^\/[+
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Cover Page - shares	9 Months Ended	
	Sep. 30, 2024	Nov. 04, 2024
Cover [Abstract]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Sep. 30, 2024	
Document Transition Report	false	
Entity File Number	001-38661	
Entity Registrant Name	Elanco Animal Health Inc	
Entity Incorporation, State or Country Code	IN	
Entity Tax Identification Number	82-5497352	
Entity Address, Address Line One	2500 INNOVATION WAY	
Entity Address, City or Town	GREENFIELD	
Entity Address, State or Province	IN	
Entity Address, Postal Zip Code	46140	
City Area Code	877	
Local Phone Number	352-6261	
Title of 12(b) Security	Common stock, no par value	
Trading Symbol	ELAN	
Security Exchange Name	NYSE	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Large Accelerated Filer	
Entity Small Business	false	
Entity Emerging Growth Company	false	
Entity Shell Company	false	
Entity Common Stock, Shares Outstanding (in shares)		494,352,808
Amendment Flag	false	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q3	
Entity Central Index Key	0001739104	
Current Fiscal Year End Date	--12-31	

XML 13 R2.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Statements of Operations (Unaudited) - USD ($) shares in Millions, $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Statement [Abstract]				
Revenue	$ 1,030	$ 1,068	$ 3,419	$ 3,382
Costs, expenses and other:				
Cost of sales	492	487	1,502	1,415
Research and development	87	86	263	248
Marketing, selling and administrative	323	313	1,014	993
Amortization of intangible assets	133	140	397	410
Asset impairment, restructuring and other special charges	17	16	143	91
Goodwill impairment	0	1,042	0	1,042
Gain on divestiture	(640)	0	(640)	0
Interest expense, net of capitalized interest	58	72	189	210
Other expense, net	1	9	12	41
Costs, expenses and other	471	2,165	2,880	4,450
Income (loss) before income taxes	559	(1,097)	539	(1,068)
Income tax expense (benefit)	195	(1)	193	22
Net income (loss)	$ 364	$ (1,096)	$ 346	$ (1,090)
Earnings (loss) per share:				
Basic (usd per share)	$ 0.74	$ (2.22)	$ 0.70	$ (2.21)
Diluted (usd per share)	$ 0.73	$ (2.22)	$ 0.70	$ (2.21)
Weighted-average shares outstanding:				
Basic (in shares)	494.3	492.7	493.9	492.1
Diluted (in shares)	497.7	492.7	496.9	492.1

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Condensed Consolidated Statements of Comprehensive	3 Months Ended		9 Months Ended	

Income (Loss) (Unaudited) - USD ($) $ in Millions	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Statement of Comprehensive Income [Abstract]				
Net income (loss)	$ 364	$ (1,096)	$ 346	$ (1,090)
Other comprehensive income (loss):				
Cash flow hedges, net of taxes	(81)	0	(58)	(19)
Foreign currency translation, net of taxes	283	(197)	(10)	(65)
Defined benefit plans, net of taxes	1	(4)	(5)	(6)
Other comprehensive income (loss), net of taxes	203	(201)	(73)	(90)
Comprehensive income (loss)	$ 567	$ (1,297)	$ 273	$ (1,180)

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Condensed Consolidated Balance Sheets - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Current Assets		
Cash and cash equivalents	$ 490	$ 352
Accounts receivable, net	840	842
Other receivables	64	168
Inventories	1,632	1,735
Prepaid expenses and other	340	310
Total current assets	3,366	3,407
Noncurrent Assets		
Goodwill	4,625	5,094
Other intangibles, net	4,011	4,494
Other noncurrent assets	302	341
Property and equipment, net	979	1,026
Total assets	13,283	14,362
Current Liabilities		
Accounts payable	259	270
Sales rebates and discounts	333	367
Current portion of long-term debt	44	38
Other current liabilities	685	566
Total current liabilities	1,321	1,241
Noncurrent Liabilities		
Long-term debt	4,313	5,736
Deferred taxes	539	567
Other noncurrent liabilities	587	595
Total liabilities	6,760	8,139
Commitments and Contingencies		
Equity		
Common stock, no par value, 5,000,000,000 shares authorized, 494,333,072 and 492,845,216 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	0	0
Additional paid-in capital	8,804	8,777
Accumulated deficit	(1,942)	(2,288)
Accumulated other comprehensive loss	(339)	(266)
Total equity	6,523	6,223
Total liabilities and equity	$ 13,283	$ 14,362

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Condensed Consolidated Balance Sheets (Parenthetical) - shares	Sep. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Common stock, shares authorized (in shares)	5,000,000,000	5,000,000,000
Common stock, shares issued (in shares)	494,333,072	492,845,216
Common stock, shares outstanding (in shares)	494,333,072	492,845,216

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Condensed Consolidated Statements of Equity (Unaudited) - USD ($) $ in Millions	Total	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Cash Flow Hedges	Foreign Currency Translation	Defined Benefit Plans
Balance at beginning of period (in shares) at Dec. 31, 2022		474,200,000						
Balance at beginning of period at Dec. 31, 2022	$ 7,289	$ 0	$ 8,738	$ (1,057)	$ (392)	$ 182	$ (672)	$ 98
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	103			103				
Other comprehensive income (loss), net of tax	82				82	(48)	130	
Stock-based compensation activity, net (in shares)		1,000,000.0						
Stock-based compensation activity, net	6		6					
Conversion of tangible equity units (TEUs) into common stock (in shares)		17,200,000						
Balance at end of period (in shares) at Mar. 31, 2023		492,400,000						
Balance at end of period at Mar. 31, 2023	7,480	$ 0	8,744	(954)	(310)	134	(542)	98
Balance at beginning of period (in shares) at Dec. 31, 2022		474,200,000						
Balance at beginning of period at Dec. 31, 2022	7,289	$ 0	8,738	(1,057)	(392)	182	(672)	98
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	(1,090)							
Other comprehensive income (loss), net of tax	(90)							
Balance at end of period (in shares) at Sep. 30, 2023		492,700,000						
Balance at end of period at Sep. 30, 2023	6,134	$ 0	8,763	(2,147)	(482)	163	(737)	92
Balance at beginning of period (in shares) at		492,400,000						

Mar. 31, 2023								
Balance at beginning of period at Mar. 31, 2023	7,480	$ 0	8,744	(954)	(310)	134	(542)	98
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	(97)			(97)				
Other comprehensive income (loss), net of tax	29				29	29	2	(2)
Stock-based compensation activity, net (in shares)		200,000						
Stock-based compensation activity, net	8		8					
Balance at end of period (in shares) at Jun. 30, 2023		492,600,000						
Balance at end of period at Jun. 30, 2023	7,420	$ 0	8,752	(1,051)	(281)	163	(540)	96
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	(1,096)			(1,096)				
Other comprehensive income (loss), net of tax	(201)				(201)		(197)	(4)
Stock-based compensation activity, net (in shares)		100,000						
Stock-based compensation activity, net	11		11					
Balance at end of period (in shares) at Sep. 30, 2023		492,700,000						
Balance at end of period at Sep. 30, 2023	$ 6,134	$ 0	8,763	(2,147)	(482)	163	(737)	92
Balance at beginning of period (in shares) at Dec. 31, 2023	492,845,216	492,800,000						
Balance at beginning of period at Dec. 31, 2023	$ 6,223	$ 0	8,777	(2,288)	(266)	57	(379)	56
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	32			32				
Other comprehensive income (loss), net of tax	(199)				(199)	32	(227)	(4)
Stock-based compensation activity, net (in shares)		1,200,000						
Balance at end of period (in shares) at Mar. 31, 2024		494,000,000.0						
Balance at end of period at Mar. 31, 2024	$ 6,056	$ 0	8,777	(2,256)	(465)	89	(606)	52
Balance at beginning of period (in shares) at Dec. 31, 2023	492,845,216	492,800,000						
Balance at beginning of period at Dec. 31, 2023	$ 6,223	$ 0	8,777	(2,288)	(266)	57	(379)	56
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	346							
Other comprehensive income (loss), net of tax	$ (73)							
Balance at end of period (in shares) at Sep. 30, 2024	494,333,072	494,300,000						
Balance at end of period at Sep. 30, 2024	$ 6,523	$ 0	8,804	(1,942)	(339)	(1)	(389)	51
Balance at beginning of period (in shares) at Mar. 31, 2024		494,000,000.0						
Balance at beginning of period at Mar. 31, 2024	6,056	$ 0	8,777	(2,256)	(465)	89	(606)	52
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	(50)			(50)				
Other comprehensive income (loss), net of tax	(77)				(77)	(9)	(66)	(2)
Stock-based compensation activity, net (in shares)		200,000						
Stock-based compensation activity, net	13		13					
Balance at end of period (in shares) at Jun. 30, 2024		494,200,000						
Balance at end of period at Jun. 30, 2024	5,942	$ 0	8,790	(2,306)	(542)	80	(672)	50
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Net income (loss)	364			364				
Other comprehensive income (loss), net of tax	203				203	(81)	283	1
Stock-based compensation activity, net (in shares)		100,000						
Stock-based compensation activity, net	$ 14		14					
Balance at end of period (in shares) at Sep. 30, 2024	494,333,072	494,300,000						
Balance at end of period at Sep. 30, 2024	$ 6,523	$ 0	$ 8,804	$ (1,942)	$ (339)	$ (1)	$ (389)	$ 51

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Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($) $ in Millions	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Cash Flows from Operating Activities		
Net income (loss)	$ 346	$ (1,090)
Adjustments to reconcile net income (loss) to cash flows from operating activities:		
Depreciation and amortization	498	523
Goodwill impairment	0	1,042
Stock-based compensation expense	40	31
Asset impairment and write-down charges	76	5
Gain on divestiture	(640)	0
Proceeds from interest rate swap settlements	5	57
Changes in operating assets and liabilities, net of acquisitions and divestitures	93	(446)
Other non-cash operating activities, net	(54)	(8)
Net Cash Provided by Operating Activities	364	114
Cash Flows from Investing Activities		
Net purchases of property and equipment and software	(100)	(99)
Cash paid for acquisitions	(5)	(19)
Proceeds from business divestitures	1,294	0
Proceeds from previous sale of Shawnee and Speke facilities (see Note 4)	66	0

Purchases of intangible assets	(8)	(14)
Other investing activities, net	1	(2)
Net Cash Provided by (Used for) Investing Activities	1,248	(134)
Cash Flows from Financing Activities		
Proceeds from issuance of long-term debt	350	0
Repayments of long-term borrowings	(1,587)	(388)
Other financing activities, net	(23)	(6)
Net Cash (Used for) Provided by Financing Activities	(1,460)	56
Effect of exchange rate changes on cash and cash equivalents	(14)	(12)
Net increase in cash and cash equivalents	138	24
Cash and cash equivalents – beginning of period	352	345
Cash and cash equivalents – end of period	490	369
Revolving Credit Facility		
Cash Flows from Financing Activities		
Proceeds from facility	50	350
Repayments of facility	(250)	(53)
Securitization Facility		
Cash Flows from Financing Activities		
Proceeds from facility	170	250
Repayments of facility	$ (170)	$ (97)

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Basis of Presentation and Summary of Significant Accounting Policies	**9 Months Ended Sep. 30, 2024**
Organization, Consolidation and Presentation of Financial Statements [Abstract]	

Basis of Presentation and Summary of Significant Accounting Policies

Note 1. Basis of Presentation and Summary of Significant Accounting Policies

We have prepared the accompanying unaudited condensed consolidated financial statements in accordance with the SEC requirements for interim reporting. As permitted under those rules, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the U.S. (GAAP) have been condensed or omitted. The information included in this Form 10-Q should be read in conjunction with our consolidated financial statements and accompanying notes for the year ended December 31, 2023, included in our 2023 Form 10-K. In addition, results for interim periods should not be considered indicative of results for any other interim period or for the full year ending December 31, 2024, or any other future period.

In our opinion, the financial statements reflect all adjustments (including those that are normal and recurring) that are necessary for fair presentation of the results of operations for the periods shown. In preparing financial statements in conformity with GAAP, we must make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from those estimates. Certain reclassifications of prior year information have been made to conform to the current year's presentation.

The significant accounting policies set forth in Note 2 to the consolidated financial statements in our 2023 Form 10-K and the footnotes herein appropriately represent, in all material respects, the current status of our accounting policies.

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New Financial Accounting Pronouncements	**9 Months Ended Sep. 30, 2024**
Accounting Changes and Error Corrections [Abstract]	

New Financial Accounting Pronouncements

Note 2. New Financial Accounting Pronouncements

The following table provides a brief description of accounting standards applicable to us that we have not yet adopted:

Standard	Description	Effective Date	Effect on the Financial Statements or Other Significant Matters
ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*	ASU 2023-07 is intended to improve disclosure requirements related to reportable segments, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker (CODM) for purposes of assessing a segment's profit or loss and deciding how to allocate resources. This new standard applies to all public entities, including entities, like us, with a single reportable segment.	This new standard is effective for fiscal years beginning after December 31, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. Adoption requires retrospective application.	We are currently assessing the impact ASU 2023-07 will have on our consolidated financial statements, including our footnote disclosures.
ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*	ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures by enhancing information about how an entity's operations and related tax risks and its tax planning and operational opportunities affect its tax rate and prospects for future cash flows.	The guidance is effective for fiscal years beginning after December 31, 2024, with early adoption permitted. Adoption allows for prospective application, with retrospective application permitted.	We are currently assessing the impact ASU 2023-09 will have on our consolidated financial statements, including our Income Taxes footnote disclosure.

Standard	Description	Effective Date	Effect on the Financial Statements or Other Significant Matters
ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses	In November 2024, the FASB issued ASU 2024-03, which is intended to provide more detailed information about specified categories of expenses (purchases of inventory, employee compensation, depreciation and amortization) included in certain expense captions presented on the face of our consolidated income statements.	This new standard is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments may be applied either (1) prospectively to financial statements issued for periods after the effective date of this ASU or (2) retrospectively to all prior periods presented in the consolidated financial statements.	We are currently assessing the impact ASU 2024-03 will have on our consolidated financial statements, including our footnote disclosures.

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Revenue	**9 Months Ended Sep. 30, 2024**
Revenue from Contract with Customer [Abstract]	

Revenue

Note 3. Revenue

We recognize revenue primarily from product sales to customers. Revenue from sales of products is recognized at the point where the customer obtains control of the goods and we satisfy our performance obligations, which is generally once the goods have been shipped and the customer has assumed title. For contract manufacturing organization (CMO) arrangements, we recognize revenue over time or at a point in time depending on our evaluation of when the customer obtains control of the promised goods or services.

Provisions for sales rebates and discounts are recorded as a reduction to revenue in the period the related sales are recognized and are based on specific agreements. In determining the appropriate accrual amount, we consider our historical experience with similar incentive programs, current sales data and estimates of inventory levels at our channel distributors. The following table summarizes the activity in our global sales rebates and discounts liability:

	Nine Months Ended September 30,	
	2024	2023
Beginning balance	$ 367	$ 324
Reduction of revenue	620	558
Payments	(656)	(522)
Foreign currency translation adjustments	2	(4)
Ending balance	$ 333	$ 356

Adjustments to revenue recognized due to changes in estimates for products shipped in previous periods were not material for either the nine months ended September 30, 2024 or 2023. Actual global product returns were approximately 1% of net revenue for the nine months ended September 30, 2024 and 2023.

Disaggregation of Revenue

The following table summarizes our revenue disaggregated by product category:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Pet Health	$ 486	$ 495	$ 1,704	$ 1,688
Farm Animal:				
Cattle	253	242	754	700
Poultry	188	184	583	545
Swine	88	93	262	284
Aqua	1	42	81	132
Total Farm Animal	530	561	1,680	1,661
Contract Manufacturing [1]	14	12	35	33
Revenue	$ 1,030	$ 1,068	$ 3,419	$ 3,382

[1] Represents revenue from arrangements in which we manufacture products on behalf of a third party.

The following table summarizes our revenue disaggregated by geographic area:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
United States	$ 487	$ 479	$ 1,561	$ 1,522
International	543	589	1,858	1,860
Revenue	$ 1,030	$ 1,068	$ 3,419	$ 3,382

We have a single customer that accounted for approximately 11% and 10% of revenue for the nine months ended September 30, 2024 and 2023, respectively. Product sales with this customer resulted in accounts receivable of $91 million and $78 million at September 30, 2024 and December 31, 2023, respectively.

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Acquisitions, Divestitures and Other Arrangements

Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]

Acquisitions, Divestitures and Other Arrangements

9 Months Ended

Sep. 30, 2024

Note 4. Acquisitions, Divestitures and Other Arrangements

Acquisitions

During 2023, we completed the acquisitions of certain U.S. marketed products, pipeline products, inventory and an assembled workforce from NutriQuest, LLC (NutriQuest) and certain assets including inventory and distribution rights for certain marketed products from NutriQuest Nutricao Animal Ltda (NutriQuest Brazil). Each of these transactions was accounted for as a business combination under the acquisition method of accounting. The acquisition method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The determination of estimated fair value requires management to make significant estimates and assumptions. The excess of the purchase price over the fair value of the acquired net assets, where applicable, has been recorded as goodwill.

NutriQuest

On January 3, 2023, we acquired NutriQuest for total purchase consideration of $59 million. NutriQuest is a provider of swine, poultry and cattle nutritional health products to animal producers. The acquisition helped us expand our existing nutritional health offerings and further our efforts to explore innovative antibiotic alternatives. The composition of the purchase price was as follows:

Up-front cash consideration	$ 16
Deferred cash consideration paid January 4, 2024	5
Fair value of contingent consideration	38
Total purchase consideration	$ 59

Contingent consideration for this acquisition includes up to $85 million of cash consideration payable if specific development, sales and geographic expansion milestones are achieved, as outlined in the asset purchase agreement. The initial fair value of this contingent consideration liability of $38 million was estimated at the acquisition date using a Monte Carlo simulation model, which represented a Level 3 measurement under the fair value hierarchy (see Note 10. Fair Value for further information).

The following table summarizes the fair values of assets acquired as of the acquisition date:

Inventories	$ 3
Intangible assets:	
Marketed products	29
Acquired in-process research and development (IPR&D)	9
Other intangible assets	15
Total identifiable assets	56
Goodwill	3
Total consideration transferred	$ 59

Other intangible assets consist of customer relationships and trade names. The acquired definite-lived intangible assets are being amortized over a weighted-average estimated useful life of approximately 12 years on a straight-line basis.

NutriQuest Brazil

On August 1, 2023, we acquired NutriQuest Brazil for total purchase consideration of $19 million. The composition of the purchase price included cash paid on the closing date of $3 million, with additional consideration payable through 2026 valued at approximately $16 million, a portion of which is contingent upon the continuation of certain terms and conditions set forth in the asset purchase agreement.

The following table summarizes the fair values of assets acquired as of the acquisition date:

Inventories	$ 3
Definite-lived intangible assets	15
Total identifiable assets	18
Goodwill	1
Total consideration transferred	$ 19

The acquired definite-lived intangible assets are being amortized over a weighted-average estimated useful life of approximately nine years on a straight-line basis.

Divestitures

Aqua Business

On July 9, 2024, we closed the sale of our aqua business to Intervet International B.V., a Dutch subsidiary of Merck Animal Health, for $1,294 million in cash, the vast majority of which was utilized to repay outstanding term loan debt following the close of the transaction (see Note 8. Debt for further information). Our aqua business included products across both warm-water and cold-water species and generated revenues of $81 million in 2024, through the divestiture date, and $132 million during the nine months ended September 30, 2023. Given that we operate our business as a single reporting unit, we are unable to reasonably determine stand-alone costs and related earnings or loss before income taxes attributable to our aqua business. We also determined that the sale did not qualify for reporting as a discontinued operation, as it did not represent a strategic shift that will have a major effect on our operations and/or financial results. Assets sold included inventories, real property and equipment, including our manufacturing sites in Canada and Vietnam, and certain intellectual property, technology and other intangible assets, including marketed products. Additionally, approximately 280 commercial and manufacturing employees were transferred to Merck Animal Health as part of this divestiture.

As of the disposal date, the carrying amounts of the following major assets were derecognized from our condensed consolidated balance sheet:

Inventories	$ 43
Goodwill	458
Other intangibles, net	51
Property and equipment, net	68
Other assets	14
Total assets	$ 634

Upon close, based on the aggregate carrying value of our aqua business disposal group of $634 million and $20 million in costs to sell, we recorded a pre-tax gain on divestiture of $640 million. Income tax expense of $171 million related to the taxable gain was also recognized during the three months ended September 30, 2024. In determining the amount of goodwill to include in our aqua business disposal group, a portion of our single reporting

unit's goodwill was allocated to it on a relative fair value basis by comparing the fair value of the disposal group to the estimated fair value of our single reporting unit as a whole. We estimated the fair value of our single reporting unit using the income approach, which is a valuation technique that provides an estimate of fair value based on market participant expectations of the cash flows an asset would generate over its remaining useful life. Significant management judgment was required in estimating the fair value of our single reporting unit, including, but not limited to, estimates and assumptions regarding future cash flows of our single reporting unit, revenue growth and other profitability measures, such as gross margin and earnings before interest, taxes, depreciation and amortization (EBITDA) margin, and the determination of an appropriate discount rate. We consider this valuation approach to be a Level 3 measurement under the fair value hierarchy.

Shawnee and Speke

In August 2021 and February 2022, we completed the sales of our Shawnee, Kansas and Speke, U.K. sites, respectively, to TriRx Pharmaceuticals (TriRx). Based on the original terms of the sales agreements, we anticipated receiving cash consideration from TriRx over a three-year period, and we received cash proceeds of $13 million from TriRx in 2022. In May 2023, we entered into amendments to the agreements (the amended agreement), which effectively restructured the payment schedule related to the remaining amount owed. At December 31, 2023, our remaining net receivable balance from TriRx under the amended agreement was $69 million. In February 2024, we received $66 million, in addition to accrued interest.

In September 2024, TriRx Speke Ltd, an affiliate of TriRx, entered into trading administration, a formal insolvency process in the U.K. designed to help companies facing severe financial challenges regain stability. As a result of the site entering into trading administration, we impaired the remaining $12 million value of a contract asset related to a favorable supply agreement with TriRx. This impairment charge was included within asset impairment, restructuring and other special charges within our condensed consolidated statements of operations for the three and nine months ended September 30, 2024.

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Asset Impairment, Restructuring and Other Special Charges

Restructuring and Related Activities [Abstract]

Asset Impairment, Restructuring and

9 Months Ended

Sep. 30, 2024

Note 5. Asset Impairment, Restructuring and Other Special Charges

In recent years, we have incurred substantial costs associated with restructuring programs and cost-reduction initiatives designed to achieve a flexible and competitive cost structure.

Other Special Charges

Restructuring activities have primarily included charges associated with product, facility and business rationalizations and workforce reductions. We have also incurred costs associated with executing acquisition, divestiture and other significant transactions and related integration and/or separation activities. Components of asset impairment, restructuring and other special charges were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Restructuring charges[1]	$ 2	$ —	$ 45	$ —
Acquisition and divestiture-related charges[2]	—	11	17	86
Non-cash and other items:				
Asset impairments[3]	15	5	76	5
Other	—	—	5	—
Total expense	$ 17	$ 16	$ 143	$ 91

(1) Restructuring charges in 2024 primarily related to expected cash-based severance costs associated with a restructuring program approved and announced in February 2024 intended to reallocate resources by shifting international resources from farm animal to pet health. This restructuring program also resulted in changes in how we operate in and sell into the Argentina market, among others.

(2) Acquisition and divestiture-related charges in 2024 consisted of transaction costs directly related to the recent divestiture of our aqua business (see Note 4. Acquisitions, Divestitures and Other Arrangements for further information). Acquisition and divestiture-related charges in 2023 primarily represented costs associated with the implementation of new systems, programs and processes due to the integration of Bayer Animal Health.

(3) Asset impairments in 2024 principally included the write-off of our IL-4R IPR&D asset ($53 million) during the second quarter and $15 million of asset impairments in the third quarter tied to the financial difficulties of our contract manufacturing supply partner, TriRx, the largest of which was a $12 million impairment of a contract asset related to a favorable supply agreement (see Note 4. Acquisitions, Divestitures and Other Arrangements for further information). Asset impairments in 2023 primarily related to the write-down of certain indefinite-lived intangible assets due to increases in the relevant discount rates.

The following table summarizes the activity in our reserves established in connection with restructuring activities:

Balance at December 31, 2023	$ 7
Charges	45
Cash paid	(27)
Non-cash items and other	(2)
Balance at September 30, 2024	$ 23

Timing of when the restructuring reserve obligations are expected to be paid can vary due to certain country-specific negotiations and regulations. Of the total reserve, $14 million was included within other current liabilities on our condensed consolidated balance sheet at September 30, 2024, with the remainder included within other noncurrent liabilities.

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Inventories

9 Months Ended
Sep. 30, 2024

Inventory Disclosure [Abstract]

Inventories

Note 6. Inventories

Inventories are stated at the lower of cost and net realizable value. We value a majority of our inventories using the first-in, first-out (FIFO) method, although we use the last-in, first-out (LIFO) method for a portion of our inventories.

Inventories consisted of the following:

	September 30, 2024	December 31, 2023
Finished products	$ 811	$ 857
Work in process	779	814
Raw materials and supplies	105	128
Total	1,695	1,799
Decrease to LIFO cost	(63)	(64)
Inventories	$ 1,632	$ 1,735

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Equity

9 Months Ended
Sep. 30, 2024

Equity [Abstract]

Equity

Note 7. Equity

Tangible Equity Unit (TEU) Offering

In January 2020, we issued 11 million in TEUs at the stated amount of $50 per unit. The TEU prepaid stock purchase contracts were converted into shares of our common stock on February 1, 2023. Holders of our TEUs received 1.5625 shares of our common stock based on the maximum settlement rate for the applicable market value being below $32.00. In total, we issued approximately 17 million shares to holders in connection with the settlement.

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Debt

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]

Debt

Note 8. Debt

Long-term debt consisted of the following:

	September 30, 2024	December 31, 2023
Incremental Term Facility due 2025 [1]	$ —	$ 175
Incremental Term Facility due 2028	371	489
Incremental Term Facility due 2029	188	247
Incremental Term Facility due 2031 [1]	350	—
Term Loan B due 2027	2,603	3,838
Revolving Credit Facility [2]	—	200
Securitization Facility [3]	125	125
4.900% Senior Notes due 2028 [4]	750	750
Unamortized debt issuance costs	(30)	(50)
	4,357	5,774
Less current portion of long-term debt	44	38
Total long-term debt	$ 4,313	$ 5,736

(1) On August 13, 2024, we entered into an incremental assumption agreement with Farm Credit Mid-America, PCA (Farm Credit). Utilizing a portion of the proceeds from this new facility, we repaid our Incremental Term Facility due 2025 in full. See below for further details.

(2) On July 3, 2024, we amended our Revolving Credit Facility, which extended its maturity through July 2029. Our Revolving Credit Facility provides up to $750 million in borrowing capacity and bears interest at Term SOFR plus a spread dependent on our Net Total Leverage Ratio, as defined within the amended agreement, which was 2.10% as of September 30, 2024.

(3) Our Securitization Facility is secured and collateralized by our U.S. Net Eligible Receivables Balance, has a maximum borrowing capacity of $300 million, bears interest at Term SOFR plus 1.25% and matures in July 2026.

(4) Subsequent to issuance in August 2018, our 4.900% Senior Notes due 2028 have been subject to interest rate increases related to credit rating agency downgrades. As of September 30, 2024, these notes bear interest at a rate of 6.650%.

2024 Financing

On August 13, 2024, we entered into an incremental assumption agreement with Farm Credit, supplementing and amending our existing credit agreement dated August 1, 2020, related to our senior secured credit facility. The incremental assumption agreement provides for an incremental term facility (the Incremental Term Facility due 2031) with an aggregate principal amount of $350 million, maturing on August 13, 2031. The Incremental Term Facility due 2031 bears interest at Term SOFR, including a spread adjustment, plus 175 basis points and will be payable in quarterly installments of principal and interest with a final balloon payment due on August 13, 2031. The proceeds were used to repay the remaining outstanding balance on our Incremental Term Facility due 2025 and for general corporate purposes. Accordingly, as of September 30, 2024, all obligations and commitments related to the Incremental Term Facility due 2025 were satisfied in full. The terms of the Incremental Term Facility due 2031, including pledged collateral and financing maintenance covenants, are generally consistent with the terms of our existing Term Loan B due 2027.

2024 Term Loan Repayments

As discussed in Note 4. Acquisitions, Divestitures and Other Arrangements, we sold our aqua business to a subsidiary of Merck Animal Health on July 9, 2024, for $1,294 million in cash. Utilizing the vast majority of these proceeds, as well as a portion of the proceeds from our Incremental Term Facility due 2031 and available cash on hand, we have repaid $1,587 million of previously outstanding term loan debt across our Term Loan B due 2027 and our Incremental Term Facilities during the nine months ended September 30, 2024. In conjunction with these principal repayments, we recognized charges of $12 million for the write-off of previously deferred financing costs, which are included in interest expense, net of capitalized interest in the condensed consolidated statements of operations for the three and nine months ended September 30, 2024.

As of September 30, 2024, approximately 81% of our long-term indebtedness bears interest at a fixed rate, including variable-rate debt converted to fixed-rate through the use of interest rate swaps (see Note 9. Financial Instruments for additional information). We were in compliance with all of our debt covenants as of September 30, 2024.

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Financial Instruments

9 Months Ended
Sep. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Financial Instruments

Note 9. Financial Instruments

To manage our exposure to market risks, such as changes in foreign currency exchange rates and interest rates, we have entered into various derivative transactions. We formally assess, designate and document, as a hedge of an underlying exposure, each qualifying derivative instrument that will be accounted for as an accounting hedge at inception. We also assess at least quarterly thereafter whether the financial instruments used in the hedging transaction are effective at offsetting changes in either the fair values or cash flows of the underlying exposures. Derivative cash flows are principally classified in the operating activities section of the condensed consolidated statements of cash flows, consistent with the underlying hedged item. Further, we do not offset derivative assets and liabilities on the condensed consolidated balance sheets.

Derivatives not designated as hedges

We may enter into foreign currency exchange forward or option contracts to reduce the effects of fluctuating foreign currency exchange rates. Foreign currency derivatives used for hedging are put in place using the same or like currencies and duration as the underlying exposures and are recorded at fair value with gains or losses recognized in other expense, net in the condensed consolidated statements of operations. Forward contracts generally have maturities not exceeding 12 months. As of September 30, 2024 and December 31, 2023, we had

outstanding foreign currency exchange contracts with aggregate notional amounts of $726 million and $891 million, respectively.

The amounts of net gains on derivative instruments not designated as hedging instruments, recorded in other expense, net were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Foreign exchange forward contracts [1]	$ 9	$ 1	$ 3	$ 2

[1] These amounts were substantially offset in other expense, net by the effect of changing exchange rates on the underlying foreign currency exposures.

Derivatives designated as hedges - Net investment hedges

In September 2023, we entered into a series of cross-currency fixed interest rate swaps to help mitigate the impact of foreign currency fluctuations on our operations in Switzerland with a combined 1,000 million CHF notional amount with tenors in 2026 and 2027. These instruments were determined to be, and were designated as, effective

economic hedges of net investments in our CHF denominated net assets. The fair values of these instruments were estimated based on quoted market values of similar hedges and are classified as Level 2 in the fair value hierarchy (see Note 10. Fair Value for further information). Gains or losses related to these instruments due to spot rate fluctuations are recorded as cumulative translation adjustments as a component of other comprehensive income (loss). Gains and losses will remain in accumulated other comprehensive income (loss) until either the sale or substantial liquidation of the hedged subsidiary. (Losses) gains on net investment hedges, net of tax, recorded in other comprehensive income (loss), were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cross-currency fixed interest rate swaps	$ (53)	$ 9	$ (1)	$ 9

During the nine months ended September 30, 2024, and 2023 these instruments also generated $23 million and $1 million of interest income, respectively, which was included as a contra interest expense, net of capitalized interest in our condensed consolidated statements of operations.

Derivatives designated as hedges - Interest rate swaps

To manage our exposure to variable interest rate risk, we utilize interest rate swap contracts to effectively convert our variable-rate debt into fixed-rate debt. We recognize any differences between the variable interest rate payments and the fixed interest rate settlements with the swap counterparties as an adjustment to interest expense, net of capitalized interest over the life of the swaps. We have designated our interest rate swaps as cash flow hedges and record them at fair value on the condensed consolidated balance sheets. Changes in the fair value of the hedges are recognized in other comprehensive income (loss) and reclassified into earnings through interest expense, net of capitalized interest at the time earnings are affected by the hedged transaction. Fair value is estimated based on quoted market values of similar hedges and is classified as Level 2 in the fair value hierarchy.

We had outstanding interest rate swaps with aggregate notional amounts of $2,800 million and $3,800 million as of September 30, 2024 and December 31, 2023, respectively. Following the sale of our aqua business and the associated debt pay down (see Note 4. Acquisitions, Divestitures and Other Arrangements and Note 8. Debt for further information), in July 2024 we settled $1,000 million of existing interest rate swaps. We received cash proceeds of approximately $5 million upon these settlements, which was recorded in accumulated other comprehensive loss and will be amortized to interest expense, net of capitalized interest in future periods. As of September 30, 2024, all of our outstanding interest rate swap instruments had scheduled maturities in 2026.

Additionally, on August 21, 2024, we entered into new forward-starting interest rate swap agreements with a combined notional amount of $850 million, which will become effective on August 1, 2026, and mature in line with the applicable Incremental Term Facility maturities, which range between 2028 and 2031.

The amounts of (losses) gains on our interest rate swap contracts, net of tax, recorded in other comprehensive income (loss) were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Interest rate swaps	$ (54)	$ 34	$ 30	$ 75

The amounts of gains reclassified from accumulated other comprehensive loss and recognized into earnings through interest expense, net of capitalized interest were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Interest rate swaps	$ 27	$ 34	$ 88	$ 94

Over the next 12 months, we expect to reclassify a gain of $35 million from accumulated other comprehensive loss into interest expense, net of capitalized interest related to our current and previously settled interest rate swaps.

As of September 30, 2024, when factoring in the impact from our interest rate swaps, the weighted-average effective interest rate on our outstanding indebtedness was 6.42% (excluding the expected future reclassifications to interest expense, net of capitalized interest related to past interest rate swap settlements).

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Fair Value

9 Months Ended
Sep. 30, 2024

Fair Value Disclosures [Abstract]

Fair Value

Note 10. Fair Value

Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value measurements are based on a framework that utilizes the inputs market participants use to determine the fair value of an asset or liability and establishes a fair value hierarchy to prioritize those inputs. Level 1 fair value measurements are based on quoted prices in active markets for identical assets or liabilities. We determine our Level 2 fair value measurements based on a market approach

using quoted market values or significant other observable inputs for identical or comparable assets or liabilities. Our Level 3 fair value measurements are based on unobservable inputs based on little or no market activity.

The following table summarizes the fair value information at September 30, 2024 and December 31, 2023, for assets and liabilities measured at fair value on a recurring basis in the respective balance sheet line items, as well as long-term debt, for which fair value is disclosed on a recurring basis:

		Fair Value Measurements Using			
Financial statement line item	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
September 30, 2024					
Recurring fair value measurements					
Prepaid expenses and other - derivative instruments	$ 28	$ —	$ 28	$ —	$ 28
Other current liabilities - derivative instruments	(22)	—	(22)	—	(22)
Other current liabilities - contingent consideration	(20)	—	—	(20)	(20)
Other noncurrent liabilities - derivative instruments	(131)	—	(131)	—	(131)
Other noncurrent liabilities - contingent consideration	(16)	—	—	(16)	(16)
Financial instruments not carried at fair value					
Long-term debt, including current portion	(4,387)	—	(4,413)	—	(4,413)
December 31, 2023					
Recurring fair value measurements					
Prepaid expenses and other - derivative instruments	$ 65	$ —	$ 65	$ —	$ 65
Other current liabilities - derivative instruments	(63)	—	(63)	—	(63)
Other current liabilities - contingent consideration	(9)	—	—	(9)	(9)
Other noncurrent liabilities - derivative instruments	(132)	—	(132)	—	(132)
Other noncurrent liabilities - contingent consideration	(31)	—	—	(31)	(31)
Financial instruments not carried at fair value					
Long-term debt, including current portion	(5,824)	—	(5,825)	—	(5,825)

Cash and cash equivalents include cash on hand and all highly liquid investments with original maturities at the time of purchase of three months or less. The carrying values of cash and cash equivalents, accounts and other receivables, accounts payable and other current liabilities are reasonable estimates of their fair values due to the short-term nature of these assets and liabilities. We also had investments without readily determinable fair values and equity method investments, which were classified as other noncurrent assets on our condensed consolidated balance sheets totaling $25 million and $26 million as of September 30, 2024 and December 31, 2023, respectively. These investments are not recorded at fair value on a recurring basis, and as such, are not included in the fair value table above.

The fair values of contingent consideration liabilities related to our acquisition of NutriQuest were estimated using the Monte Carlo simulation model, consisting of Level 3 inputs not observable in the market, including estimates relating to revenue forecasts, discount rates and volatility.

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Goodwill

9 Months Ended
Sep. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Goodwill

Note 11. Goodwill

The following table summarizes the changes in the carrying amount of goodwill:

December 31, 2023 (gross)	$ 6,136
Accumulated impairment	(1,042)
December 31, 2023 (net)	5,094
Divestiture [1]	(458)
Foreign currency translation adjustments	(11)
September 30, 2024 (net)	$ 4,625

(1) We derecognized $458 million of goodwill during the three months ended September 30, 2024, in connection with the divestiture of our aqua business. See Note 4. Acquisitions, Divestitures and Other Arrangements for further information.

As previously disclosed, there was a sharp increase in long-term treasury rates during the third quarter of 2023, and as a result, we assessed our long-lived assets, including goodwill, for impairment. Due principally to an increased discount rate assumption, which was driven by the sharp increase in long-term treasury rates, our quantitative goodwill impairment test resulted in a $1,042 million pre-tax impairment charge. No impairments to the carrying value of goodwill have been recorded during the three or nine months ended September 30, 2024.

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Income Taxes

9 Months Ended
Sep. 30, 2024

Income Tax Disclosure [Abstract]

Income Taxes

Note 12. Income Taxes

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Income tax expense (benefit)	$ 195	$ (1)	$ 193	$ 22
Effective tax rate	34.8 %	0.2 %	35.8 %	(2.0)%

For the three months ended September 30, 2024, we recognized income tax expense of $195 million, while for the nine months ended September 30, 2024, we recognized income tax expense of $193 million. Of the total income tax expense for the three and nine months ended September 30, 2024, $171 million related to the income tax expense associated with the taxable gain on the divestiture of our aqua business. The taxable gain on divestiture exceeded the reported gain of $640 million primarily due to the derecognition of non-deductible goodwill.

Our effective tax rate of 34.8% for the three months ended September 30, 2024, differed from the statutory income tax rate primarily due to the tax impact from the aforementioned gain on divestiture, the jurisdictional earnings mix of projected income in higher tax jurisdictions and losses for which no tax benefit was recognized. Our effective tax rate of 35.8% for the nine months ended September 30, 2024, differed from the statutory income tax rate primarily due to the tax impact from the gain on divestiture of our aqua business, partially offset by the release of a valuation allowance attributable to the sale of our aqua business and the recognition of certain state tax credits.

For the three and nine months ended September 30, 2023, we recognized an income tax benefit of $1 million and income tax expense of $22 million, respectively. Our effective tax rates of 0.2% and (2.0)%, respectively, differed from the statutory income tax rates primarily due to the recognition of the $1,042 million goodwill impairment charge, which was non-deductible in most of the impacted jurisdictions.

We were included in Eli Lilly and Company's (Lilly's) U.S. tax examinations by the Internal Revenue Service through the full separation date of March 11, 2019. Pursuant to the tax matters agreement we executed with Lilly in connection with our initial public offering (IPO), the potential liabilities or potential refunds attributable to pre-IPO periods in which Elanco was included in a Lilly consolidated or combined tax return remain with Lilly. The U.S. examination of tax years 2016 to 2018 began in 2019 and remains ongoing. Final resolution of certain matters is dependent upon several factors, including the potential for formal administrative proceedings.

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Commitments and Contingencies	9 Months Ended Sep. 30, 2024
Commitments and Contingencies Disclosure [Abstract]	
Commitments and Contingencies	

Note 13. Commitments and Contingencies

Legal Matters

We are party to various legal actions that arise in the normal course of business. The most significant matters are described below. Under GAAP, loss contingency provisions are recorded when we deem it probable that we will incur a loss and we are able to formulate a reasonable estimate of that loss.

Seresto Class Action Lawsuits

Claims seeking actual damages, injunctive relief and/or restitution for allegedly deceptive marketing have been made against Elanco Animal Health Inc. and Bayer HealthCare LLC, along with other Elanco and Bayer entities, arising out of the use of *Seresto™*, a non-prescription flea and tick collar for cats and dogs. During 2021, putative class action lawsuits were filed in federal courts in the U.S. alleging that the *Seresto* collars contain pesticides that can cause serious injury and death to cats and/or dogs wearing the product. In August 2021, the lawsuits were consolidated by the Judicial Panel on Multidistrict Litigation, and the cases were transferred to the Northern District of Illinois. In June 2023, the parties agreed on the monetary terms of a potential settlement of the consolidated class action lawsuits, and as a result, a charge of $15 million was recorded within Other expense, net in our condensed consolidated statements of operations for the nine months ended September 30, 2023. As of December 31, 2023, the parties had agreed on the non-monetary terms of a potential settlement, in addition to the monetary terms agreed to in June 2023. In January 2024, the court preliminarily approved the settlement. The court set a hearing to consider final approval of the settlement in December 2024. If at that time all conditions of the settlement are met, and the settlement is approved, we anticipate the settlement amount will be payable in the first quarter of 2025. As such, the $15 million provision was included within other current liabilities on our condensed consolidated balance sheet as of September 30, 2024.

Additional Legal Matters

For the legal matters discussed below, we either believe loss is not probable or are unable to estimate the possible loss or range of loss, if any. The process of resolving these matters is inherently uncertain and may develop over an extended period of time; therefore, at this time, the ultimate resolutions cannot be predicted. As of September 30, 2024 and December 31, 2023, we had no material liabilities established related to the legal matters discussed below.

On October 7, 2024, a putative securities class action lawsuit captioned *Joseph Barpar v. Elanco Animal Health Inc., et al.* (*Barpar*) was filed in the United States District Court for the District of Maryland against Elanco and two of its executives. *Barpar* alleges claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and specifically alleges that Elanco and the two executives made materially false and/or misleading statements and/or failed to disclose certain facts about the safety of and labeling for our *Zenrelia®* product, as well as the approval and launch timelines for *Zenrelia* and our *Credelio Quattro™* product. The plaintiff purports to represent purchasers of Elanco securities between November 7, 2023 and June 26, 2024. On November 1, 2024, a shareholder derivative action captioned Lawrence Hollin v. Lawrence E. Kurzius, et al. was filed in the United States District Court for the District of Maryland against current members of Elanco's board and senior management, alleging claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and state law claims for breach of fiduciary duty, aiding and abetting breach of fiduciary duty, unjust enrichment and waste of corporate assets, based on allegations substantially similar to the allegations in the putative class action complaint in *Barpar*. We intend to vigorously defend our positions in connection with both actions. The process of resolving these matters is inherently uncertain and may develop over an extended period of time; therefore, at this time, the ultimate resolution cannot be predicted.

On May 20, 2020, a shareholder class action lawsuit captioned *Hunter v. Elanco Animal Health Inc., et al.* (*Hunter*) was filed in the United States District Court for the Southern District of Indiana against Elanco and certain executives. On September 3, 2020, the court appointed a lead plaintiff, and on November 9, 2020, the lead plaintiff filed an amended complaint adding additional claims against Elanco, certain executives and other individuals. The lawsuit alleged, in part, that Elanco and certain of its executives made materially false and/or misleading statements and/or failed to disclose certain facts about Elanco's supply chain, inventory, revenue and projections. The lawsuit sought unspecified monetary damages and purports to represent purchasers of Elanco securities between September 30, 2018 and May 6, 2020, and purchasers of Elanco common stock issued in connection with Elanco's acquisition of Aratana Therapeutics, Inc. On January 13, 2021, we filed a motion to dismiss, and on August 17, 2022, the court issued an order granting our motion to dismiss the case without prejudice. On October 14, 2022, the plaintiffs filed a motion for leave to amend the complaint. On December 7, 2022, we filed an opposition to the plaintiffs' motion, and on September 27, 2023, the court denied the plaintiffs' motion for leave, issuing final judgment in favor of Elanco. On October 25, 2023, the plaintiffs filed a notice of appeal to the United States Court of Appeals for the Seventh Circuit. We continue to believe the claims made in the case are meritless, and we intend to continue to vigorously defend our position.

On October 16, 2020, a shareholder class action lawsuit captioned *Safron Capital Corporation v. Elanco Animal Health Inc., et al.* was filed in the Marion Superior Court of Indiana against Elanco, certain executives and other individuals and entities. On December 23, 2020, the plaintiffs filed an amended complaint adding an additional plaintiff. The lawsuit alleges, in part, that Elanco and certain of its executives made materially false and/or misleading statements and/or failed to disclose certain facts about Elanco's relationships with third-party distributors and revenue attributable to those distributors within the registration statement on Form S-3 dated January 21, 2020, and accompanying prospectus filed in connection with Elanco's public offering which closed on or about January 27, 2020. The lawsuit seeks unspecified monetary damages and purports to represent purchasers of Elanco common stock or TEUs issued in connection with the public offering. From February 2021 to August 2022, this case was stayed in deference to *Hunter*. On October 24, 2022, we filed a motion to dismiss. On December 23, 2022, the plaintiffs filed their opposition to the motion to dismiss. Prior to the ruling on the motion to dismiss, on June 8, 2023, the plaintiffs filed a motion for leave to file a second amended complaint, which is now the operative complaint. We filed a motion to dismiss the second amended complaint on August 7, 2023, to which the plaintiffs filed their opposition on October 13, 2023. On April 17, 2024, our motion to dismiss was granted. The dismissal is without prejudice to plaintiffs' right to re-file a claim, and it is possible the plaintiffs will attempt to file a third amended complaint. We continue to believe the claims made in the case are meritless, and we intend to vigorously defend our position.

In the third quarter of 2019, Tevra Brands, LLC (Tevra) filed a complaint in the U.S. District Court of the Northern District of California, alleging that Bayer Animal Health (acquired by us in August 2020) had been involved in unlawful, exclusive dealing and tying of its flea and tick products *Advantage*, *Advantix* and *Seresto* and maintained a monopoly in the market. The complaint was amended in March 2020 and then dismissed in September 2020 with leave to amend. A second amended complaint was filed in March 2021 and realleged claims of unlawful exclusive dealing related to *Advantage* and *Advantix* and monopoly maintenance. A motion to dismiss the second amended complaint was denied in January 2022. Tevra's demands included both actual and treble damages. On April 16, 2024, the court granted our motion for summary judgment to exclude all damages subsequent to our acquisition of Bayer Animal Health in August 2020. A jury trial was held in July 2024, and on August 1, 2024, the jury returned a verdict in favor of Bayer Animal Health. In August 2024, the plaintiff filed an appeal to this decision. We continue to believe the claims made in the case are meritless and will continue to vigorously defend our position.

Regulatory Matters

On July 1, 2021, we received a subpoena from the SEC relating to our channel inventory and sales practices prior to mid-2020. We have engaged in discussions with the SEC about a possible resolution or settlement of potential disclosure claims, and in late July 2024 we reached an agreement in principle on terms of a potential settlement of disclosure claims, without admitting or denying the underlying allegations. We previously accrued a liability of $15 million, which was included within other current liabilities on our condensed consolidated balance sheet as of September 30, 2024. The agreement remains subject to SEC approval and, therefore, it remains uncertain whether a definitive agreement will be reached and the terms of any such agreement.

Other Commitments

As of September 30, 2024, we had a lease commitment that has not yet commenced for our new corporate headquarters in Indianapolis, Indiana. Total minimum lease payments are estimated to be approximately $378 million over a term of 25 years, excluding extensions. Final lease payments may vary depending on the actual cost of certain construction activities. Lease commencement is expected in 2025.

The land for our new corporate headquarters is located in a Tax Increment Finance District, and the project is, in part, funded through Tax Incremental Financing (TIF) through an incentive agreement between the City of Indianapolis and us. The agreement provides for an estimated total incentive of $64 million to be funded by the City of Indianapolis in connection with the future tax increment revenue generated from the developed property. In December 2021, as part of a funding and development agreement entered into between the developer and us, we made a commitment to use the expected TIF proceeds towards the cost of developing and constructing the headquarters. In exchange, the developer reimbursed us up to the $64 million commitment in 2021. During 2022, we refunded approximately $15 million of the TIF proceeds to the developer. As a result, it is our expectation that our future lease payments will be reduced. The remaining accrued incentive was included in other noncurrent liabilities on our condensed consolidated balance sheets and will be amortized over the lease term beginning on the commencement date and offset future rent expense.

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Earnings Per Share	9 Months Ended Sep. 30, 2024
Earnings Per Share [Abstract]	
Earnings Per Share	

Note 14. Earnings Per Share

We compute basic earnings per share by dividing net income available to common shareholders by the actual weighted-average number of common shares outstanding for the reporting period. Elanco has variable common stock equivalents relating to certain equity awards in stock-based compensation arrangements. We also had variable common stock equivalents related to the TEU prepaid stock purchase contracts in the first quarter of 2023 through the settlement date of February 1, 2023 (see Note 7. Equity for further discussion). Diluted earnings per share reflects the potential dilution that could have occurred if holders of the unvested equity awards converted their holdings into common stock and that could have occurred if holders of unsettled TEUs had converted their holdings into common stock prior to the February 1, 2023, settlement date. The weighted-average number of potentially dilutive shares outstanding was calculated using the treasury stock method. Potential common shares that would have had the effect of increasing diluted earnings per share were considered to be anti-dilutive and as such, these shares were not included in the calculation of diluted earnings per share.

Basic and diluted weighted-average shares outstanding were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Basic weighted-average common shares outstanding [1]	494.3	492.7	493.9	492.1
Assumed conversion of dilutive common stock equivalents [2]	3.4	—	3.0	—
Diluted weighted-average shares outstanding	497.7	492.7	496.9	492.1

[1] The TEU prepaid stock purchase contracts were convertible into a minimum of 14.3 million shares or a maximum of 17.2 million shares. The minimum 14.3 million shares were included in the calculation of basic weighted-average shares from January 22, 2020 to February 1, 2023. The 17.2 million shares that were ultimately issued have been included in the calculation of basic weighted-average shares outstanding subsequent to the settlement date of February 1, 2023.

[2] For the three months ended September 30, 2024 and 2023, approximately 0.9 million and 2.7 million, respectively, of potential common shares were excluded from the calculation of diluted weighted-average shares outstanding because their effect was anti-dilutive. For the nine months ended September 30, 2024 and 2023, approximately 0.7 million and 2.7 million, respectively, of potential common shares were excluded from the calculation of diluted weighted-average shares outstanding because their effect was anti-dilutive.

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Pay vs Performance Disclosure - USD ($) $ in Millions	3 Months Ended						9 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Sep. 30, 2024	Sep. 30, 2023
Pay vs Performance Disclosure								
Net income (loss)	$ 364	$ (50)	$ 32	$ (1,096)	$ (97)	$ 103	$ 346	$ (1,090)

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Insider Trading Arrangements	3 Months Ended Sep. 30, 2024
Trading Arrangements, by Individual	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

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Basis of Presentation and Summary of Significant Accounting Policies (Policies)

9 Months Ended
Sep. 30, 2024

Organization, Consolidation and Presentation of Financial Statements [Abstract]

Basis of Presentation

We have prepared the accompanying unaudited condensed consolidated financial statements in accordance with the SEC requirements for interim reporting. As permitted under those rules, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the U.S. (GAAP) have been condensed or omitted. The information included in this Form 10-Q should be read in conjunction with our consolidated financial statements and accompanying notes for the year ended December 31, 2023, included in our 2023 Form 10-K. In addition, results for interim periods should not be considered indicative of results for any other interim period or for the full year ending December 31, 2024, or any other future period.

In our opinion, the financial statements reflect all adjustments (including those that are normal and recurring) that are necessary for fair presentation of the results of operations for the periods shown. In preparing financial statements in conformity with GAAP, we must make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from those estimates. Certain reclassifications of prior year information have been made to conform to the current year's presentation.

New Financial Accounting Pronouncements

The following table provides a brief description of accounting standards applicable to us that we have not yet adopted:

Standard	Description	Effective Date	Effect on the Financial Statements or Other Significant Matters
ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*	ASU 2023-07 is intended to improve disclosure requirements related to reportable segments, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker (CODM) for purposes of assessing a segment's profit or loss and deciding how to allocate resources. This new standard applies to all public entities, including entities, like us, with a single reportable segment.	This new standard is effective for fiscal years beginning after December 31, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. Adoption requires retrospective application.	We are currently assessing the impact ASU 2023-07 will have on our consolidated financial statements, including our footnote disclosures.
ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*	ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures by enhancing information about how an entity's operations and related tax risks and its tax planning and operational opportunities affect its tax rate and prospects for future cash flows.	The guidance is effective for fiscal years beginning after December 31, 2024, with early adoption permitted. Adoption allows for prospective application, with retrospective application permitted.	We are currently assessing the impact ASU 2023-09 will have on our consolidated financial statements, including our Income Taxes footnote disclosure.
Standard	**Description**	**Effective Date**	**Effect on the Financial Statements or Other Significant Matters**
ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses	In November 2024, the FASB issued ASU 2024-03, which is intended to provide more detailed information about specified categories of expenses (purchases of inventory, employee compensation, depreciation and amortization) included in certain expense captions presented on the face of our consolidated income statements.	This new standard is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments may be applied either (1) prospectively to financial statements issued for periods after the effective date of this ASU or (2) retrospectively to all prior periods presented in the consolidated financial statements.	We are currently assessing the impact ASU 2024-03 will have on our consolidated financial statements, including our footnote disclosures.

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New Financial Accounting Pronouncements (Tables)

9 Months Ended
Sep. 30, 2024

Accounting Changes and Error Corrections [Abstract]

Schedule of Description of Accounting Standards Adopted and Not Yet Adopted

The following table provides a brief description of accounting standards applicable to us that we have not yet adopted:

Standard	Description	Effective Date	Effect on the Financial Statements or Other Significant Matters
ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*	ASU 2023-07 is intended to improve disclosure requirements related to reportable segments, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker (CODM) for purposes of assessing a segment's profit or loss and deciding how to allocate resources. This new standard applies to all public entities, including entities, like us, with a single reportable segment.	This new standard is effective for fiscal years beginning after December 31, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. Adoption requires retrospective application.	We are currently assessing the impact ASU 2023-07 will have on our consolidated financial statements, including our footnote disclosures.
ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*	ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures by enhancing information about how an entity's operations and related tax risks and its tax planning and operational opportunities affect its tax rate and prospects for future cash flows.	The guidance is effective for fiscal years beginning after December 31, 2024, with early adoption permitted. Adoption allows for prospective application, with retrospective application permitted.	We are currently assessing the impact ASU 2023-09 will have on our consolidated financial statements, including our Income Taxes footnote disclosure.
Standard	**Description**	**Effective Date**	**Effect on the Financial Statements or Other Significant Matters**
ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses	In November 2024, the FASB issued ASU 2024-03, which is intended to provide more detailed information about specified categories of expenses (purchases of inventory, employee compensation, depreciation and amortization) included in certain expense captions presented on the face of our consolidated income statements.	This new standard is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments may be applied either (1) prospectively to financial statements issued for periods after the effective date of this ASU or (2) retrospectively to all prior periods presented in the consolidated financial statements.	We are currently assessing the impact ASU 2024-03 will have on our consolidated financial statements, including our footnote disclosures.

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Revenue (Tables)

9 Months Ended
Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Schedule of Activity in Sales Rebates and Discounts Liability

The following table summarizes the activity in our global sales rebates and discounts liability:

	Nine Months Ended September 30,	
	2024	2023
Beginning balance	$ 367	$ 324
Reduction of revenue	620	558
Payments	(656)	(522)
Foreign currency translation adjustments	2	(4)
Ending balance	$ 333	$ 356

Schedule of Revenue Disaggregated by Product Category

The following table summarizes our revenue disaggregated by product category:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Pet Health	$ 486	$ 495	$ 1,704	$ 1,688
Farm Animal:				
Cattle	253	242	754	700
Poultry	188	184	583	545
Swine	88	93	262	284
Aqua	1	42	81	132
Total Farm Animal	530	561	1,680	1,661
Contract Manufacturing [1]	14	12	35	33
Revenue	$ 1,030	$ 1,068	$ 3,419	$ 3,382

[1]Represents revenue from arrangements in which we manufacture products on behalf of a third party.

Schedule of Revenue Disaggregated by Geographic Area

The following table summarizes our revenue disaggregated by geographic area:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
United States	$ 487	$ 479	$ 1,561	$ 1,522
International	543	589	1,858	1,860
Revenue	$ 1,030	$ 1,068	$ 3,419	$ 3,382

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Acquisitions, Divestitures and Other Arrangements (Tables)

9 Months Ended

Sep. 30, 2024

Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]

Schedule of Purchase Consideration

The composition of the purchase price was as follows:

Up-front cash consideration	$ 16
Deferred cash consideration paid January 4, 2024	5
Fair value of contingent consideration	38
Total purchase consideration	$ 59

Schedule of Recognized Identified Assets Acquired and Liabilities Assumed

The following table summarizes the fair values of assets acquired as of the acquisition date:

Inventories	$ 3
Intangible assets:	
Marketed products	29
Acquired in-process research and development (IPR&D)	9
Other intangible assets	15
Total identifiable assets	56
Goodwill	3
Total consideration transferred	$ 59

The following table summarizes the fair values of assets acquired as of the acquisition date:

Inventories	$ 3
Definite-lived intangible assets	15
Total identifiable assets	18
Goodwill	1
Total consideration transferred	$ 19

Summary of Major Assets That Were Derecognized

As of the disposal date, the carrying amounts of the following major assets were derecognized from our condensed consolidated balance sheet:

Inventories	$ 43
Goodwill	458
Other intangibles, net	51
Property and equipment, net	68
Other assets	14
Total assets	$ 634

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Asset Impairment, Restructuring and Other Special Charges (Tables)

9 Months Ended

Sep. 30, 2024

Restructuring and Related Activities [Abstract]

Schedule of Asset Impairment, Restructuring and Other Special Charges

Components of asset impairment, restructuring and other special charges were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Restructuring charges[1]	$ 2	$ —	$ 45	$ —
Acquisition and divestiture-related charges[2]	—	11	17	86
Non-cash and other items:				
Asset impairments[3]	15	5	76	5
Other	—	—	5	—
Total expense	$ 17	$ 16	$ 143	$ 91

(1) Restructuring charges in 2024 primarily related to expected cash-based severance costs associated with a restructuring program approved and announced in February 2024 intended to reallocate resources by shifting international resources from farm animal to pet health. This restructuring program also resulted in changes in how we operate in and sell into the Argentina market, among others.

(2) Acquisition and divestiture-related charges in 2024 consisted of transaction costs directly related to the recent divestiture of our aqua business (see Note 4. Acquisitions, Divestitures and Other Arrangements for further information). Acquisition and divestiture-related charges in 2023 primarily represented costs associated with the implementation of new systems, programs and processes due to the integration of Bayer Animal Health.

(3) Asset impairments in 2024 principally included the write-off of our IL-4R IPR&D asset ($53 million) during the second quarter and $15 million of asset impairments in the third quarter tied to the financial difficulties of our contract manufacturing supply partner, TriRx, the largest of which was a $12 million impairment of a contract asset related to a favorable supply agreement (see Note 4. Acquisitions, Divestitures and Other Arrangements for further information). Asset impairments in 2023 primarily related to the write-down of certain indefinite-lived intangible assets due to increases in the relevant discount rates.

Schedule of Activity in Reserves

The following table summarizes the activity in our reserves established in connection with restructuring activities:

Balance at December 31, 2023	$ 7
Charges	45
Cash paid	(27)
Non-cash items and other	(2)
Balance at September 30, 2024	$ 23

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Inventories (Tables)

9 Months Ended
Sep. 30, 2024

Inventory Disclosure [Abstract]

Schedule of Inventories

Inventories consisted of the following:

	September 30, 2024	December 31, 2023
Finished products	$ 811	$ 857
Work in process	779	814
Raw materials and supplies	105	128
Total	1,695	1,799
Decrease to LIFO cost	(63)	(64)
Inventories	$ 1,632	$ 1,735

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Debt (Tables)

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]

Schedule of Long-term Debt

Long-term debt consisted of the following:

	September 30, 2024	December 31, 2023
Incremental Term Facility due 2025 [1]	$ —	$ 175
Incremental Term Facility due 2028	371	489
Incremental Term Facility due 2029	188	247
Incremental Term Facility due 2031 [1]	350	—
Term Loan B due 2027	2,603	3,838
Revolving Credit Facility [2]	—	200
Securitization Facility [3]	125	125
4.900% Senior Notes due 2028 [4]	750	750
Unamortized debt issuance costs	(30)	(50)
	4,357	5,774
Less current portion of long-term debt	44	38
Total long-term debt	$ 4,313	$ 5,736

(1) On August 13, 2024, we entered into an incremental assumption agreement with Farm Credit Mid-America, PCA (Farm Credit). Utilizing a portion of the proceeds from this new facility, we repaid our Incremental Term Facility due 2025 in full. See below for further details.

(2) On July 3, 2024, we amended our Revolving Credit Facility, which extended its maturity through July 2029. Our Revolving Credit Facility provides up to $750 million in borrowing capacity and bears interest at Term SOFR plus a spread dependent on our Net Total Leverage Ratio, as defined within the amended agreement, which was 2.10% as of September 30, 2024.

(3) Our Securitization Facility is secured and collateralized by our U.S. Net Eligible Receivables Balance, has a maximum borrowing capacity of $300 million, bears interest at Term SOFR plus 1.25% and matures in July 2026.

(4) Subsequent to issuance in August 2018, our 4.900% Senior Notes due 2028 have been subject to interest rate increases related to credit rating agency downgrades. As of September 30, 2024, these notes bear interest at a rate of 6.650%.

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Financial Instruments (Tables)

9 Months Ended Sep. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Summary of Gain (Loss), Net of Tax

The amounts of net gains on derivative instruments not designated as hedging instruments, recorded in other expense, net were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Foreign exchange forward contracts [1]	$ 9	$ 1	$ 3	$ 2

[1] These amounts were substantially offset in other expense, net by the effect of changing exchange rates on the underlying foreign currency exposures.

(Losses) gains on net investment hedges, net of tax, recorded in other comprehensive income (loss), were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cross-currency fixed interest rate swaps	$ (53)	$ 9	$ (1)	$ 9

The amounts of (losses) gains on our interest rate swap contracts, net of tax, recorded in other comprehensive income (loss) were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Interest rate swaps	$ (54)	$ 34	$ 30	$ 75

The amounts of gains reclassified from accumulated other comprehensive loss and recognized into earnings through interest expense, net of capitalized interest were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Interest rate swaps	$ 27	$ 34	$ 88	$ 94

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Fair Value (Tables)

9 Months Ended Sep. 30, 2024

Fair Value Disclosures [Abstract]

Schedule of Fair Value Information

The following table summarizes the fair value information at September 30, 2024 and December 31, 2023, for assets and liabilities measured at fair value on a recurring basis in the respective balance sheet line items, as well as long-term debt, for which fair value is disclosed on a recurring basis:

		Fair Value Measurements Using			
Financial statement line item	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
September 30, 2024					
Recurring fair value measurements					
Prepaid expenses and other - derivative instruments	$ 28	$ —	$ 28	$ —	$ 28
Other current liabilities - derivative instruments	(22)	—	(22)	—	(22)
Other current liabilities - contingent consideration	(20)	—	—	(20)	(20)
Other noncurrent liabilities - derivative instruments	(131)	—	(131)	—	(131)
Other noncurrent liabilities - contingent consideration	(16)	—	—	(16)	(16)
Financial instruments not carried at fair value					
Long-term debt, including current portion	(4,387)	—	(4,413)	—	(4,413)
December 31, 2023					
Recurring fair value measurements					
Prepaid expenses and other - derivative instruments	$ 65	$ —	$ 65	$ —	$ 65
Other current liabilities - derivative instruments	(63)	—	(63)	—	(63)
Other current liabilities - contingent consideration	(9)	—	—	(9)	(9)
Other noncurrent liabilities - derivative instruments	(132)	—	(132)	—	(132)
Other noncurrent liabilities - contingent consideration	(31)	—	—	(31)	(31)
Financial instruments not carried at fair value					
Long-term debt, including current portion	(5,824)	—	(5,825)	—	(5,825)

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Goodwill (Tables)

9 Months Ended Sep. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Goodwill

The following table summarizes the changes in the carrying amount of goodwill:

December 31, 2023 (gross)	$ 6,136
Accumulated impairment	(1,042)
December 31, 2023 (net)	5,094
Divestiture [1]	(458)
Foreign currency translation adjustments	(11)
September 30, 2024 (net)	$ 4,625

(1) We derecognized $458 million of goodwill during the three months ended September 30, 2024, in connection with the divestiture of our aqua business. See Note 4. Acquisitions, Divestitures and Other Arrangements for further information.

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Income Taxes (Tables)

9 Months Ended Sep. 30, 2024

Income Tax Disclosure [Abstract]

Schedule of Provision for Taxes on Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Income tax expense (benefit)	$ 195	$ (1)	$ 193	$ 22
Effective tax rate	34.8 %	0.2 %	35.8 %	(2.0)%

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Earnings Per Share (Tables)

9 Months Ended Sep. 30, 2024

Earnings Per Share [Abstract]

Schedule of Basic And Diluted Weighted-average Shares Outstanding

Basic and diluted weighted-average shares outstanding were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Basic weighted-average common shares outstanding [1]	494.3	492.7	493.9	492.1
Assumed conversion of dilutive common stock equivalents [2]	3.4	—	3.0	—
Diluted weighted-average shares outstanding	497.7	492.7	496.9	492.1

[1] The TEU prepaid stock purchase contracts were convertible into a minimum of 14.3 million shares or a maximum of 17.2 million shares. The minimum 14.3 million shares were included in the calculation of basic weighted-average shares from January 22, 2020 to February 1, 2023. The 17.2 million shares that were ultimately issued have been included in the calculation of basic weighted-average shares outstanding subsequent to the settlement date of February 1, 2023.

[2] For the three months ended September 30, 2024 and 2023, approximately 0.9 million and 2.7 million, respectively, of potential common shares were

excluded from the calculation of diluted weighted-average shares outstanding because their effect was anti-dilutive. For the nine months ended September 30, 2024 and 2023, approximately 0.7 million and 2.7 million, respectively, of potential common shares were excluded from the calculation of diluted weighted-average shares outstanding because their effect was anti-dilutive.

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Revenue - Activity in Sales Rebates and Discounts Liability (Details) - USD ($) $ in Millions	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Change In Contract With Customer, Liability [Roll Forward]		
Beginning balance	$ 367	$ 324
Reduction of revenue	620	558
Payments	(656)	(522)
Foreign currency translation adjustments	2	(4)
Ending balance	$ 333	$ 356

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Revenue - Disaggregation of Revenue (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Disaggregation of Revenue [Line Items]				
Revenue	$ 1,030	$ 1,068	$ 3,419	$ 3,382
United States				
Disaggregation of Revenue [Line Items]				
Revenue	487	479	1,561	1,522
International				
Disaggregation of Revenue [Line Items]				
Revenue	543	589	1,858	1,860
Pet Health				
Disaggregation of Revenue [Line Items]				
Revenue	486	495	1,704	1,688
Farm Animal				
Disaggregation of Revenue [Line Items]				
Revenue	530	561	1,680	1,661
Cattle				
Disaggregation of Revenue [Line Items]				
Revenue	253	242	754	700
Poultry				
Disaggregation of Revenue [Line Items]				
Revenue	188	184	583	545
Swine				
Disaggregation of Revenue [Line Items]				
Revenue	88	93	262	284
Aqua				
Disaggregation of Revenue [Line Items]				
Revenue	1	42	81	132
Contract Manufacturing				
Disaggregation of Revenue [Line Items]				
Revenue	$ 14	$ 12	$ 35	$ 33

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Revenue - Narrative (Details) - USD ($) $ in Millions	9 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Concentration Risk [Line Items]			
Accounts receivable, net	$ 840		$ 842
Product Sales			
Concentration Risk [Line Items]			
Accounts receivable, net	$ 91		$ 78
Product Return Concentration Risk | Net revenue | Global Customers			
Concentration Risk [Line Items]			
Concentration risk	1.00%	1.00%	
Customer Concentration Risk | Revenue | Single Customer			
Concentration Risk [Line Items]			
Concentration risk	11.00%	10.00%	

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Acquisitions, Divestitures and Other Arrangements - NutriQuest US Acquisition & NutriQuest Brazil Acquisition (Details) - USD ($) $ in Millions	Aug. 01, 2023	Jan. 03, 2023
NutriQuest, LLC		
Business Acquisition [Line Items]		
Total purchase consideration		$ 59
Fair value of contingent consideration		$ 38
Weighted average useful life		12 years
Up-front cash consideration		$ 16
NutriQuest, LLC | Maximum		
Business Acquisition [Line Items]		
Contingent consideration liability		$ 85
NutriQuest Brazil		
Business Acquisition [Line Items]		
Total purchase consideration	$ 19	
Contingent consideration liability	$ 16	
Weighted average useful life	9 years	
Up-front cash consideration	$ 3	

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Acquisitions, Divestitures and Other Arrangements -

Schedule of The Composition of The Purchase Consideration (Details) - NutriQuest, LLC $ in Millions	Jan. 03, 2023 USD ($)
Business Acquisition [Line Items]	
Up-front cash consideration	$ 16
Deferred cash consideration paid January 4, 2024	5
Fair value of contingent consideration	38
Total purchase consideration	$ 59

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Acquisitions, Divestitures and Other Arrangements - Amounts Recognized for Assets Acquired and Liabilities Assumed (Details) - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023	Aug. 01, 2023	Jan. 03, 2023
Business Acquisition [Line Items]				
Goodwill	$ 4,625	$ 5,094		
NutriQuest, LLC				
Business Acquisition [Line Items]				
Inventories				$ 3
Total identifiable assets				56
Goodwill				3
Total consideration transferred				59
NutriQuest, LLC | Marketed products				
Business Acquisition [Line Items]				
Definite-lived intangible assets				29
NutriQuest, LLC | Acquired in-process research and development (IPR&D)				
Business Acquisition [Line Items]				
Definite-lived intangible assets				9
NutriQuest, LLC | Other intangible assets				
Business Acquisition [Line Items]				
Definite-lived intangible assets				$ 15
NutriQuest Brazil				
Business Acquisition [Line Items]				
Inventories			$ 3	
Definite-lived intangible assets			15	
Total identifiable assets			18	
Goodwill			1	
Total consideration transferred			$ 19	

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Acquisitions, Divestitures and Other Arrangements - Divestitures (Details) $ in Millions	Jul. 09, 2024 USD ($) employee	1 Months Ended Sep. 30, 2024 USD ($)	1 Months Ended Feb. 29, 2024 USD ($)	3 Months Ended Sep. 30, 2024 USD ($)	3 Months Ended Sep. 30, 2023 USD ($)	6 Months Ended Jul. 09, 2024 USD ($) employee	7 Months Ended Feb. 28, 2022	9 Months Ended Sep. 30, 2024 USD ($) reporting_unit	9 Months Ended Sep. 30, 2023 USD ($)	12 Months Ended Dec. 31, 2022 USD ($)	12 Months Ended Dec. 31, 2023 USD ($)
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]											
Number of reporting units | reporting_unit								1			
Asset impairment				$ 15	$ 5			$ 76	$ 5		
Disposal Group, Disposed of by Sale, Not Discontinued Operations | Aqua Business											
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]											
Cash received in agreement to divest	$ 1,294					$ 1,294					
Revenue						$ 81			$ 132		
Number of employees transferred | employee	280					280					
Carrying value		$ 634		634				634			
Transaction costs		20		20				20			
Pre-tax gain on sale	$ 640										
Income tax expense				$ 171				$ 171			
Disposal Group, Disposed of by Sale, Not Discontinued Operations | Shawnee and Speke											
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]											
Duration over which proceeds will be received							3 years				
Divestiture proceeds			$ 66								
Net receivable											$ 69
Asset impairment		$ 12									
Disposal Group, Disposed of by Sale, Not Discontinued Operations | Shawnee and Speke | TriRx											
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]											
Divestiture proceeds										$ 13	

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Acquisitions, Divestitures and Other Arrangements - Summary of Assets Derecognized (Details) - Aqua Business - Disposal Group, Disposed of by Sale, Not Discontinued	Sep. 30, 2024 USD ($)

Operations $ in Millions	
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]	
Inventories	$ 43
Goodwill	458
Other intangibles, net	51
Property and equipment, net	68
Other assets	14
Total assets	$ 634

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Asset Impairment, Restructuring and Other Special Charges - Component of Asset Impairment, Restructuring and Other Special Charges (Details) - USD ($) $ in Millions	1 Months Ended	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2024	Jun. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Restructuring Cost and Reserve [Line Items]						
Restructuring charges		$ 2		$ 0	$ 45	$ 0
Acquisition and divestiture-related charges		0		11	17	86
Asset impairment		15		5	76	5
Other		0		0	5	0
Total expense		$ 17		$ 16	$ 143	$ 91
Shawnee and Speke | Disposal Group, Disposed of by Sale, Not Discontinued Operations						
Restructuring Cost and Reserve [Line Items]						
Asset impairment	$ 12					
Acquired in-process research and development (IPR&D)						
Restructuring Cost and Reserve [Line Items]						
Asset impairment			$ 53			

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Asset Impairment, Restructuring and Other Special Charges - Activity in Reserves (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Restructuring Reserve [Roll Forward]				
Charges	$ 2	$ 0	$ 45	$ 0
Employee Severance				
Restructuring Reserve [Roll Forward]				
Balance at beginning of period			7	
Charges			45	
Cash paid			(27)	
Non-cash items and other			(2)	
Balance at end of period	$ 23		$ 23	

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Asset Impairment, Restructuring and Other Special Charges - Narrative (Details) - Employee Severance - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Restructuring Cost and Reserve [Line Items]		
Restructuring reserve	$ 23	$ 7
Other Current Liabilities		
Restructuring Cost and Reserve [Line Items]		
Restructuring reserve	$ 14	

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Inventories (Details) - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Inventory Disclosure [Abstract]		
Finished products	$ 811	$ 857
Work in process	779	814
Raw materials and supplies	105	128
Total	1,695	1,799
Decrease to LIFO cost	(63)	(64)
Inventories	$ 1,632	$ 1,735

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Equity (Details) - Tangible Equity Unit - $ / shares	1 Months Ended	
	Jan. 31, 2020	Feb. 01, 2023
Class of Stock [Line Items]		
Number of shares sold in public offering (in shares)	11,000,000	
Offering price (usd per share)	$ 50	
Settlement rate		156.25%
Shares issued upon conversion of prepaid stock purchase contracts (in shares)		17,000,000
Maximum		
Class of Stock [Line Items]		
Average applicable market value necessary to be included in calculation of diluted shares outstanding (usd per share)		$ 32.00

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Debt - Long-term Debt (Details) - USD ($) $ in Millions	9 Months Ended				
	Aug. 13, 2024	Sep. 30, 2024	Jul. 03, 2024	Dec. 31, 2023	Aug. 31, 2018
Debt Instrument [Line Items]					
Unamortized debt issuance costs		$ (30)		$ (50)	
Total debt		4,357		5,774	
Less current portion of long-term debt		44		38	

Total long-term debt	4,313		5,736			
Line of Credit | Secured Debt						
Debt Instrument [Line Items]						
Credit facility, maximum borrowing capacity	$ 300					
Basis spread on variable rate	1.25%					
Line of Credit | Secured Debt | Incremental Term Facility due 2025						
Debt Instrument [Line Items]						
Long-term debt, gross	$ 0		175			
Line of Credit | Secured Debt | Incremental Term Facility due 2028						
Debt Instrument [Line Items]						
Long-term debt, gross	371		489			
Line of Credit | Secured Debt | Incremental Term Facility due 2029						
Debt Instrument [Line Items]						
Long-term debt, gross	188		247			
Line of Credit | Secured Debt | Incremental Term Facility Due 2031						
Debt Instrument [Line Items]						
Long-term debt, gross	350		0			
Basis spread on variable rate	1.75%					
Line of Credit | Secured Debt | Securitization Facility						
Debt Instrument [Line Items]						
Long-term debt, gross	125		125			
Line of Credit | Term Loan B due 2027						
Debt Instrument [Line Items]						
Long-term debt, gross	2,603		3,838			
Line of Credit | Revolving Credit Facility						
Debt Instrument [Line Items]						
Long-term debt, gross	$ 0		200			
Credit facility, maximum borrowing capacity		$ 750				
Basis spread on variable rate	2.10%					
Senior Notes | Senior Notes due 2028						
Debt Instrument [Line Items]						
Interest rate	4.90%			4.90%		
Long-term debt, gross	$ 750		$ 750			
Effective interest rate	6.65%					

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Debt - Narrative (Details) - USD ($)	**Aug. 13, 2024**	**Jul. 09, 2024**	**3 Months Ended Sep. 30, 2024**	**9 Months Ended Sep. 30, 2024**
Debt Instrument [Line Items]				
Percentage of long term debt bearing fixed interest			81.00%	81.00%
Disposal Group, Disposed of by Sale, Not Discontinued Operations | Aqua Business				
Debt Instrument [Line Items]				
Cash received in agreement to divest		$ 1,294,000,000		
Secured Debt | Line of Credit				
Debt Instrument [Line Items]				
Basis spread on variable rate				1.25%
Repayment of debt		$ 1,587,000,000		
Write off charge			$ 12,000,000	$ 12,000,000
Secured Debt | Incremental Term Facility Due 2031 | Line of Credit				
Debt Instrument [Line Items]				
Debt instrument, face amount	$ 350,000,000			
Basis spread on variable rate	1.75%			

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Financial Instruments - Narrative (Details) SFr in Millions, $ in Millions	**Aug. 21, 2024 USD ($)**	**1 Months Ended Jul. 31, 2024 USD ($)**	**9 Months Ended Sep. 30, 2024 USD ($)**	**Sep. 30, 2023 USD ($)**	**Dec. 31, 2023 USD ($)**	**Sep. 30, 2023 CHF (SFr)**
Derivative Instruments, Gain (Loss) [Line Items]						
Unrealized gains			$ 35			
Weighted Average						
Derivative Instruments, Gain (Loss) [Line Items]						
Effective interest rate			6.42%			
Cross-currency fixed interest rate swap | Not Designated as Hedging Instrument						
Derivative Instruments, Gain (Loss) [Line Items]						
Notional amount			$ 726		$ 891	
Cross-currency fixed interest rate swap | Designated as Hedging Instrument | Net Investment Hedging						
Derivative Instruments, Gain (Loss) [Line Items]						
Notional amount | SFr						SFr 1,000
Investment income interest			23	$ 1		
Interest Rate Swap | Designated as Hedging Instrument						
Derivative Instruments, Gain (Loss) [Line Items]						
Notional amount			$ 2,800		$ 3,800	
Swap settlement		$ 1,000				
Proceeds from settlement of derivative instrument		$ 5				
Derivative notional amount increase decrease in period	$ 850					

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Financial Instruments - Net Losses/Gains on Derivative Instruments (Details) - USD ($) $ in Millions	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Cross-currency fixed interest rate swap | Not Designated as Hedging Instrument				
Derivative Instruments, Gain (Loss) [Line Items]				
Net (losses) gains on derivative instruments	$ 9	$ 1	$ 3	$ 2
Cross-currency fixed interest rate swap | Designated as Hedging Instrument | Net Investment Hedging				
Derivative Instruments, Gain (Loss) [Line Items]				
Gain, net of tax	(53)	9	(1)	9
Interest Rate Swap | Designated as Hedging Instrument | Cash Flow Hedging				
Derivative Instruments, Gain (Loss) [Line Items]				
Gain, net of tax	(54)	34	30	75

Reclassification from accumulated other comprehensive income, current period, net of tax	$ 27	$ 34	$ 88	$ 94

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Fair Value - Schedule of Fair Value Information (Details) - Recurring - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Quoted Prices in Active Markets for Identical Assets (Level 1)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Long-term debt, including current portion	$ 0	$ 0
Significant Other Observable Inputs (Level 2)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Long-term debt, including current portion	(4,413)	(5,825)
Significant Unobservable Inputs (Level 3)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Long-term debt, including current portion	0	0
Carrying Amount		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Long-term debt, including current portion	(4,387)	(5,824)
Fair Value		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Long-term debt, including current portion	(4,413)	(5,825)
Prepaid expenses and other | Quoted Prices in Active Markets for Identical Assets (Level 1) | Cross-currency fixed interest rate swap		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	0	0
Prepaid expenses and other | Significant Other Observable Inputs (Level 2) | Cross-currency fixed interest rate swap		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	28	65
Prepaid expenses and other | Significant Unobservable Inputs (Level 3) | Cross-currency fixed interest rate swap		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	0	0
Prepaid expenses and other | Carrying Amount | Cross-currency fixed interest rate swap		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	28	65
Prepaid expenses and other | Fair Value | Cross-currency fixed interest rate swap		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	28	65
Other current liabilities | Quoted Prices in Active Markets for Identical Assets (Level 1)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	0	0
Contingent consideration	0	0
Other current liabilities | Significant Other Observable Inputs (Level 2)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	(22)	(63)
Contingent consideration	0	0
Other current liabilities | Significant Unobservable Inputs (Level 3)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	0	0
Contingent consideration	(20)	(9)
Other current liabilities | Carrying Amount		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	(22)	(63)
Contingent consideration	(20)	(9)
Other current liabilities | Fair Value		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	(22)	(63)
Contingent consideration	(20)	(9)
Other noncurrent liabilities | Quoted Prices in Active Markets for Identical Assets (Level 1)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	0	0
Contingent consideration	0	0
Other noncurrent liabilities | Significant Other Observable Inputs (Level 2)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	(131)	(132)
Contingent consideration	0	0
Other noncurrent liabilities | Significant Unobservable Inputs (Level 3)		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	0	0
Contingent consideration	(16)	(31)
Other noncurrent liabilities | Carrying Amount		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	(131)	(132)
Contingent consideration	(16)	(31)
Other noncurrent liabilities | Fair Value		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Derivative assets (liabilities)	(131)	(132)
Contingent consideration	$ (16)	$ (31)

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Fair Value - Narrative (Details) - USD ($) $ in Millions	Sep. 30, 2024	Dec. 31, 2023
Fair Value Disclosures [Abstract]		
Equity method investments	$ 25	$ 26

XML 66 R55.htm IDEA: XBRL DOCUMENT

Goodwill (Details) - USD ($) $ in Millions	3 Months Ended	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
Goodwill [Line Items]			
Goodwill, gross			$ 6,136
Accumulated impairment			$ (1,042)
Goodwill [Roll Forward]			

Beginning balance		$ 5,094
Divestiture		(458)
Foreign currency translation adjustments		(11)
Ending balance	$ 4,625	4,625
Goodwill derecognized		$ 458
Disposal Group, Held-for-Sale, Not Discontinued Operations | Aqua Business		
Goodwill [Roll Forward]		
Divestiture	(458)	
Goodwill derecognized	$ 458	

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Goodwill - Narrative (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Goodwill and Intangible Assets Disclosure [Abstract]				
Goodwill impairment	$ 0	$ 1,042	$ 0	$ 1,042

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Income Taxes - Provision for Taxes on Income (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Tax Disclosure [Abstract]				
Income tax expense (benefit)	$ 195	$ (1)	$ 193	$ 22
Effective tax rate	34.80%	0.20%	35.80%	(2.00%)

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Income Taxes - Narrative (Details) - USD ($) $ in Millions		3 Months Ended		9 Months Ended	
	Jul. 09, 2024	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Effective Income Tax Rate Reconciliation [Line Items]					
Income tax expense (benefit)		$ 195	$ (1)	$ 193	$ 22
Effective tax rate		34.80%	0.20%	35.80%	(2.00%)
Goodwill impairment		$ 0	$ 1,042	$ 0	$ 1,042
Disposal Group, Disposed of by Sale, Not Discontinued Operations | Aqua Business					
Effective Income Tax Rate Reconciliation [Line Items]					
Income tax expense		$ 171		$ 171	
Pre-tax gain on sale	$ 640				

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Commitments and Contingencies (Details)	1 Months Ended					
	Oct. 07, 2024 executive	Jun. 30, 2023 USD ($)	Sep. 30, 2024 USD ($)	Dec. 31, 2023 USD ($)	Dec. 31, 2022 USD ($)	Dec. 31, 2021 USD ($)
Loss Contingencies [Line Items]						
Liabilities related to litigation			$ 0	$ 0		
Operating lease, lease not yet commenced liability			$ 378,000,000			
Lessee, operating lease, lease not yet commenced, term of contract			25 years			
New corporate headquarters, estimated total incentive to be funded by TIF			$ 64,000,000			
Tax incremental financing, commitment amount						$ 64,000,000
Refund within next three months					$ 15,000,000	
Seresto Class Action Lawsuits						
Loss Contingencies [Line Items]						
Accrual charge		$ 15,000,000				
Loss contingency accrual			15,000,000			
Joseph Barpar v. Elanco Animal Health Inc. | Subsequent Event						
Loss Contingencies [Line Items]						
Number of executives named in lawsuit | executive	2					
SEC Regulatory Matters						
Loss Contingencies [Line Items]						
Loss contingency accrual			$ 15,000,000			

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Earnings Per Share (Details) - shares shares in Millions	3 Months Ended		9 Months Ended		20 Months Ended	36 Months Ended
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Feb. 01, 2023
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]						
Basic weighted-average common shares outstanding (in shares)	494.3	492.7	493.9	492.1		
Assumed conversion of dilutive common stock equivalents (in shares)	3.4	0.0	3.0	0.0		
Diluted weighted-average shares outstanding (in shares)	497.7	492.7	496.9	492.1		
Potential common shares excluded from calculation (in shares)	0.9	2.7	0.7	2.7		
Tangible Equity Unit						
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]						
Conversion of tangible equity units (TEUs) into common stock (in shares)					17.2	
Minimum | Tangible Equity Unit						
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]						
Conversion of tangible equity units (TEUs) into common stock (in shares)			14.3			14.3
Maximum | Tangible Equity Unit						
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]						
Conversion of tangible equity units (TEUs) into common stock (in shares)			17.2			

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P04_M " #Z2&=9 %YCP^\ K @ $0 &1O8U!R;W!S+V-O&ULS9+! M:L,P#(9?9?B>*$[#"B;U96.G%@8K;.QF;+4UBV-C:R1]^R5>FS*V!]C1TN]/ MGT"M#D+[B,_1!XQD,=V-
KNN3T&'#3D1! "1]0J=2.27ZJ7GPT2F:GO$(0>D/ M=42HJ^H>')(RBA3,P"(L1"9;HX6.J,C'"][H!1\^8Y=A1@-VZ+"G!+SDP.0\ M,9S'KH4;8(811I>^"V@68J[^B5&M][P1U5HT]?
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L+([W1]072N0/)J<_Z3(T M!Z..60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL!_]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=?
EK[DHN#Q:Y.FOH70^+,_Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J(A[J&&F,_#
M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR
ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G;V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A
M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2?_VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH_1JV*^NJ]/^26<.

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A=VO$=NMW^E*=-EB5K$^B#AAA4@(253B]HJTF1Y M"'O#PL1F%44C61%WR,=NY*N*=)_OL_H,-:5;EC K5K")\1XJ%=[+IL90O%(M 84[W&/W%O92)6^**9ZKV; 3Q_,'JFH_83\6-+>J-!C@C)T-&M@$\)A@(:HMEFA"ZN^N(O#53>]#<2T&]H1L>;IJ6VS:#.S;!9G%^?_M^N7+)U(]LD* C&Y5.^]MI,*MFO<9S8WD9?U*8,.EY'E]N:,.DI94V4+]O.9?G M& V6H7VKM/P/4$L#!!0 (/I(9UG2S9-;>@(+<& 8 >&PO=V]R M:W-H965T&ULK55=;].P%/TK5I#0)HTES4RTN:,5 ++[6BH[M#2K$YB(,;5%!S>VI;D#1RDJ;FB.%9AW:Q@ O/:B681Q%X[#F0@7YQ. -33[1 M&Y1"P=PPNZEK;GY=@=2[:3 *]A.W8EVAFPCS2FQA!E(Z(I+Q ML^,.^BT=\"'\9[QWLG+DEN8:?E-F%A-@ . E;#B&XFW>O<1.C]>8*&E]?]L MU^:.DX 5&XNZ[L"DH!:]??+[[AP. *7$4#< >*7 I(.D'BCK3)OZYHCSR=& M[YAQV<3F!OYL/)K<".5N<8&&5@7A,))I5=*=0,EH9+44)4<*KKCDJ@"V<,26 M')']EM <\]2Z(3%49P.P&=/ MPZ^A((/C(PY.'\)"<] ;CWG[L^9+'Y"#9I:)$IE?L1B@R+;AD '3@%XP"V8+0?[VS6@>7+7-K9Y%NU_DW!['Z/)% MJ0\\I+V']/4>A+6;Y 6G_XA*WZ=)DD1G\5_RAS+C\S2+1^-A]5FO/GN]>NJZ M%KDJA5H_9R%[L86AS&$+X4%;<2W],S=KH2R3L")L='I&)*9MDVV NO&=9IF1 M^I8?5O1E >,2:'VE->X#U[SZ;U7^!U!+ P04 " #Z2&=9A8B@."$. "B MH & 'AL+W=O'%1+V^+35[4-T56 67 MS]5NDS?JZ^[FHK[;%?EJWVBSO@@FD^1BDY?:L^O+ > > [ZXO]_MF76Z+]SNO MOM]L\MWO[XIU]7!UYI]]^\7/Y^R>*B//GOMKGRJJB_M%[FZ.INT6U2LBV73 M(G+UXVLQ+];KE]2VX]<#].PI9]OP^,/W.MOOO-J93WE=S*OU? \I5O] [^$0.SGSEO=U4VT.C=46;.KMX\ \M\.! M.&K@AST-@.#8&B#\- @-!H$;4^#Z- @,AOT[4-\;! ;#<*^#,FA06+N0U^# M]- @-3=IUM-@>F@P-1L$/0UFAP:SO1P>S]_^Y" R)K^^W%4/WJZ-5K3VPUY! M^],JG)?;5NP?FIWZ:ZG:-=?S:KM2TBU6GOI45^MRE3?JRX=&_5":;FJO^NQE MO]Z7S>_>FX_:'Y5]K^_]>76^ZE,&!#T;\$O5Y&NBV=S=;%YM-NK?RH>F6GXA6B^_S MWY7TEF0G6,OE_>9^O3]LB^)SN2P; L*&0_[5W!8[=3HVJO>Z;;N5 MKX7WCZJFCBT_<9#R^M9C]C_S1+&Z*2B"[8KO\W?MEEV]K MM9WJX!$TZ;:UAV>K]O!=L56?&N_1.C%;NR6GEOU.FM;_-=4;]M0Q;%\@U2N[#5_ME/>]MU5B5*-_>D_]&]3"QSI,Y4LR=6S!6A$A8AH2QTT>'VR'GD3&,"SO&#XWK M_0G:;DTQZ9-B4]=B]B/M>6MFK/;Z4:+).X]$#;N/BCFZP*=DX\PQ=N!-B;Z$ MNII)LV0,(;$<21,(&$2!--T.WW2[12@6TJK4TM>B=']#.3./[>%.ILN0Z1@2 MQI$P@81)$$R3WNQ)>C.G],;5]JNZ+VG%MA](MS?EIW7A%8]W*??;LJF]-[]D M'^OV5J:I6GFV1EK=*O941^K,/+8CG=D=;4KZ(LBL&1+&D#".A DD3()@FIS]_M26=03X8Z(\5VU6_K_93OGOR1D/2AG7G&RO=_TXR]61!1_H8FS]_T!J5Q*$U M:1)%TV5\5&?QGR? C0=+U+;&ET=30V?P0Y3+W"- TC2)CS">BSF>Q$<6HJ- W M,G(BR@\-E*!0<60:?$14G\/G=Z4#_U5K!^YLHSN9X=4#:.(,2F-0&H?2!)0F M431=S%T1P?_#]PB'#%I78Y<1_--U!)$%!*(**]20(79I00RBJXE4"B[F$!$ M]?8U73G!?\UZ@@\M*$!I"R@M@](8E:.A- &E211-EWM76/ !E07?-N=5!S"S MKFV@U04H+8/2&)3&H30!I4D439=G5XWP_^!RA$]8[+9PH14)*"'V#TAB4QJ$T M :5)%$T7;E<4\=U5D:&.R(?B3EWK31RWE=#*B&^71J)9D)(W*]#]")3&H#0. MI0DH3:)HNHR[&HGO+I*X')'3TB4]%Y:O,#]$.6]3;- T34+S-L6..@ \R+I- M(<(BJS)+1/EF1D&ATC U;U/LJ*.[(OW$=!4$WUU"&&>)G#:OH&4#WZX;]/JN MT,H!E,:@- ZE"2A-HFCZS."N?! ,+A T6"(G1!S85C AOAZB7'T- 2+<5R** M<%^I*-M]):)LJ%"V>XK$=7GB 2=*Q[XK^B(!$X+?O3,;21M :5E4!]#TCB4 M]) TB:+!!FE:+Z"T;.@.,&A*#]4)*$VB:+KF MNII X*X)O-CF"&PK/##K >YM&"U')"V#TMB H\$'Q @]QAQQB4I%S\5]T-4@ M]?I"YI2Z4XR>]2-[&-!/B$%K2I :0Q*XU":@-(DBJ8+N*L]!.ZJPO/G5@9V M]6%]]F/0,L/IA!DT(8/2.)0FH#2)HNDB[&H'@;MV,-2" ?O]UNUCN?.,[DCM MBD0T"Q*R+X56$] T!]5Q*$U :1)%TV7<51*"9U82!DG7]OO;N4EFCY]>MD5L MT#2-[.GM*/:F2*^>5]!A 53W[Q*(Q[CL"Q8"A5'YQ,O1-0LZ;E*ZS[SQ8/]: MO@AR=OL<2EM :1F4QI T#]4)*$VB:+K_G2EB/A_C3C5: MGM :PK!=8-"D'$H34)I$T?0U% [KB0.@N#KS8&PD)ZSR8&*/-W+T58R4)I650 M&AMT/#@TIZ!R^]:?**FHB!ZFPZY\$;HG]6/,%'>2L<-S2$RXIVX H%DS*(U! M:1Q*$U":1-%T 7<%B=!=D'B^F1+:)K]O]7O0(L6 C!DT(X/2.)0FH#2)HNDR M/%K\:!S"R^,T>:,.[HKM0WXOAEMT.09E,:@- ZE"2A-HFBZC+O:2NBNK;QH M1MN!? 6R4$#/:B"A+BG8UA9C11D11,]IH,'M&&Q%EVRD4RI[11D3US6@+NYI! MZ*X9//\A/ J4V;Z^ZA>F41SXYMUH3RC9A4 ?2H#2&)3&H30!J4D435=]5U@(M!Q<6!CS!1ZLSL3N2(#!7ZR*B+$$2]PRE:6IV),13$$$PG9H="166)&9'8D>9 MSP(*BA2F,[,?(4@]MFS8^>5A^H]V; B=?@^E+:"T#$IC4!]'T@24)E$T7>Y= M%2)TS] ? 9,N&]A3TT%R5S9UGM#:A)8,!V\^@&3F4)[TB:+IBNL* :&[$/!R M0Y9RV&?6*KC0&@&4ED%I;-#QX$24^6] 4*0@L"[?B:@>FS7J;/K(;=-C:%9W MDK'#;43,K"?1B];I&>MO M1:3O3?I;/:%D#P*UR*$T!J5Q*$U :1)%TY5Z]$:%P1;Y< VMB##*:7^+B+($ M21GE=C]"&>6VOT6&6?X6$67Y6Q3)]K12_HK\5(8W9.92V@-(R M*(U!:1Q*$U":1-%TN7=F>^0VVP? Y6Y%M)(>1-0Q"5_F!TC(HC4%I'$H34)$ MT71Q=K6&R#TW_\566&3\O#]/K6$26C6_TC(HC4%I'$H34)I$T73A=E6#Z)GK M^C@F\] WC+8S\'VB, PGYG*=\YY0\C8$6CV TAB4QJ$T :5)%$W7:%=GB 8O M<>2[/S/59&!46AJ;33\+,&O"* M9-H=DH@Z>AA+?Q59Y_3'+UJM9ZQ;ZLXV]@XDIJ\I]U2:.(,2F-0&H?2!)0F M431=S)WI'P\V_0D32,BB-#3DMDP8O6>4U-YW$E&C[;V''UR M)@\T:P:E,2B-0VD"2I,HFB[@KF80NVL&SW]B,L;>MFOV9= ZPH",&30C@][X ME":@-(FBZ3+L]@,QYAT QZOXT'>8T(<08NH= /0+RZ"),RB-06D<2A-0FD31 M=!EWM8+X^>\ ,"U=V 2/+5]T'I]^!P !F];FFUPR(NH\"$VS@E%AUFK:G$HY M,: 2)"V-(*QZ+M,Z?SR>O:8Y GT#)2V@-(R*(U!:1Q*$U":1-$TN2== MV2%QEQT&F2.);?^'B? E\MCO16'%":=F0'6#0E!Q*$U":1-%TS775@<1='7BQ M.9+8KG@P,6\HW!LQ6H_0AP"@-#;D<' BZ-Q<'%)0I*E!DD103_4SZ4H2"6(U MGE/FB#O)V-$V(5;=H2[GH5DS* (U!:1Q*$U":1-%T 7=%AL1=9'B^.9+8+Q3V MK;$56GA(B)<%FU,OH!D9E,:A- &E211-EV%7=TC<=0?8#+3$ML#[9I#UA))= M);3$ *4Q*(U#:0)*DRB:KM&N$)(,7I)H_RT _O$##0BRI*B'4+,0".BJ!EH M5)@] XV$F5=@%,F:@49$63/0+NK;HF@6>9-?7][E-\5/^>ZFW-;>NOBL&DU^ M2!5C5][&PO=V]R:W-H965T M&ULM5K;;MLX$/T5PBV*%*AKB_0U30RD[G:W#VV#&-E]IB4Z MYE8279*VF_WZ'5*.)(L4$P/N2Z/+<'SF>H9BK_9"_E!KQC3ZE6YNNZLM=Y< M]GHJ7K.,IO=BPW)XLQ(RHQINY4-/;22CB5V4I3W<[X]Z&>5Y9W9EG]W*V978 MZI3G[%8BMV8/I^2P@%A#"V36K$]4T]F5%'LDC31H.Q?6-W8U6,-S$\:%EO"6PSH]FXL\@:"P M!,&5$BE/[(::A88_$"VMD%BA.55K]!DBKM#%?4ZW"0>9MZB+[A>?T.7KM^@U MXCGZRM,4([,N>A[&?6]^ #B8P$"MX"8HJ\BUVN% @ PR?'Z'AA46H6?K/[(M@PH7:/,>D? XIA/MXX,$S?_ER$H!#2B<3JX^T.;GRWTJ*#'W?,$SOQ_0CJW0.0U!K-05^J38T9M<=I&#%Y(YU9F]>1:/^'Y_)9U)VY(!!Z8!!2/OL M& 0CGLI&N#+=J# MEU)'Z(8ENF$P M/#?)OU!H1;9K 6#OW]-'3#C9D&[(D, W*A?,5H ''887A X,H'Y0&FNM]+KS(.6^D]W1XX _M/5(MW2:J46X4!'@K1KVD.D39<7VMZ)CV438J4TR5/;0-\9WLGC XT_KGEBIO,+H1J M4?$;AQWD4]*TSI7I#FI<<6Q?O=)1D -GW 6:292+O&M[O*^O6[N\L(D+:3AH MXO08(35I05]0:/<^M=L" M-IQF)_0\O'%$\9!]U& &#FP7:$H&K3@KD@W"K-N M![R67GT7-J.G5 O:12F4A.\S59"#U7,CMH:;=),/]I:85 [F[+G M*K'2>]K2S%SZA,'(:68>]>FT)9 5RT9AFK6!!'9($.P[CPK>B]0ETZ[3O3PR M41O.BG"C.,.>M]WE5L%[I9YO2"ZE1GC]U(@KU<83%? %&8>8]!@SYM^-BJ[Y"B^M,U"]BS6=)\S9G-CL6$_&%K1^-! T86"-]\,.K .VQ'+O&.FMSLD6FQ"5?D MC,/D?%M/=] ^8!2^'L*&O$AQ1Z>;@Z//IFV#H4KGL9AGB[X@)=]Z04T@%W> MC9I879%NRRR)*VK&86KVDL#%O1DNH2C?OKBY8I=9(SQPW.WAWXBT^;OB7WS: M-ODSSRELQ)X'? =9]\KFT'3NAHG,IMZCN59EC+ZEN#W_BYG#[$VH937'%L3C,L65]UV]Z7NHO+A4?LPY& M3HZX8L,V&RK^Q6'^_6.U8K'=%+!?L=U*%%N>^+*M@"V;G;L-G]D+, [L@.Q; MMD'8I=QZTS]8XA-J:[<5,^,P,Q^^9TD&3&:V0Z?A=FDU(DZ+=85P2X,E%?F2 M,/G.VV"B-Z\F.(H^H"5[X'EN\LC,HDQRD?A,("[?DB%NF. 3&K3L[DE%RB1, MRL ;P.!E&+W+P(-(ILP0\0F34,H.2BJ=)F*?OV$ZD.^/?N60)U^AS,;(]>G&& M=9W\ ?=,VHXMKWT"_SWD3L[[$?QWD#NIR)V<0NZK4,Q=EG:8W"-3I_MCC!67 MDU.X/(C10\S81>F1&K9\V245>Y,P>R]8O)7\Z:-SN(R"FDI.H#-I.[:[&@3(M^/>447"^.-D)9])V[(1]DB"GL.2#*>K9O(^=#'6%<&L=53,""<\()]31U',] MY:+T2$V;WW1[M9/@C,D>T"N4"RVN2Z.3\NGY2\C3UZ;CS_&%W.BZ/T2DUQ MLO^52I@1%$K9"E3VWX_![(X+"]NM-C8\^:ET%ID]G+-:,*D$8#W*R'TTXWY M@?* +,S^!U!+ P04 " #Z2&=94>G6(=X$ "# & 'AL+W=O2[IE'N[HIKN[G,3K+MA[=Z707Y,)E?M&K-2P[OVAN'M\G@ MI= -&Z^M(%YN M^9KK6AP!QJ?>9S:$E(M[SUOOKR)W<%DIS]>V? [^+4%UFWV=4<*FZ.KRUFY^Y MY_-,.6V]O&7-KWM-*.\\\$V 68@:+1) ^ISK\-C-LSZ#:.(.P6**%^HH.87 MSF[(B36\R4.D&G<#G#:2E&5P6-78%^97RFM/M]0:QYY-4$DK4] RI4G6EGIM M=*ES90(M\MQV)FBSIAM;ZOQRV@$(!% D[R/>I6BSNZ)^@.]L294GEZ:@HO# M_1,P&&C,MC2N9@\Z7'([IM/IB&;3V=D# DX'64ZCO)-[/WFULKH?Z(:([]V MQH-KL1/G0"TH]$H;97*M:EKB(Z-]@Z> %BL?',KN[V,*)0]QF]5N$/U>[MF;42R]UR-O_ZJY/GTQ\?H']5*W3%"G M58X+"A6CQW;M,K8T9]*G3KK?#/(1M8* <;++36";PQ+3RU[!H=)$"'L [;K6=R74'"9,D'I9/KM[^0KVI4%G)&<6(EQZDX9T1&H[]XA$B6H'^1;Y4EX$ M_ATK1RSCA5YPSLT*F3@]B0/B=!0 4,+)UP'D+S2FUQ"P0/7$_D6 =1[Z6+A4BKMJ/UB6@]8K2!XQ0W#Q;5=]O;4W9C()I6V MP+FO;;&]5* .=ZF,I'1'M&%J0 IGYD-+2 MTB.-MC"7L.Z.%;JY6N41O2T(YOV70\(O[<2F/X7I@Z5NY^-ZOD64IZ**] MA5UT+BG/N^$RY':1)D 6P7S6("%!GCH[6S3)VP@.Z;K?NH@7S58Q+F:> ,(M6A^]OUK:[^%=SS>]0/KM5F!Y%&"2>@"._[Q!TE,$\'OC?#4:,=X5!3$HY4 M 5H\'&:#[\?.Z2.-*I[%8?MQZ@F]P3(-V]99,,5^3$!HFM".XJ1$Z8M03B=5 M6Q2!'QUPE.!=*E8$/4)F?.QAGNS=RQIVZWC[C DS(5W1A[#!7>1[G4[\W0[M?J/<6B-?-9?8.AU]RPCEVZ+1PKHK7S('N]DKXX\'90C- MX6CDLY)KY8>V88.=PKI:!;RZ^<@WCE4>A>I]-!F/GX][I1ED871RU*@Y3SE\;MX[O(UZ+;FNV7AM M#3DNC@>G.X=G>W(^'OA-*O/9-$,K/V2EXN\^/!6!SBBK,@&A3^KOF>@-RF"Z\\K]:C[(AEICR?V^]SSD-Y/-@?4,Z%;]OPP2Y'Y13,]&7 MV.VOP MG#$]$1*,?8B(RRI/BL4SRY1_$!O;$FE)XN3,[Y7? D1G.P]G:PV/9L\]'#* MS9!VQ]LT&4_V'M"WVT>^& 7MWJ-O+=;S4IDY>U(FIPOGK*-SZUR'&T^ G\Y\ M<(#/'YNRT!G9VVQ$*'7H&Y7Q\0"<\>RN>7#R^-'.\ '+!T+8ZT/8>TC[CQ3O M'Q3;P#09TC<:H(\E4V$K,%PV@YI53(VSUS]7K-+,.2[%9\YW40RV@)\[+7Y M@,PKE^-LTU0ZB_+!4NLIE"K0@JE4UTS&!EJB4;G<-H'S0YHF07JUIONB*#AR MG< (3J^$C0 O;Z.!;$CNH^#OL.EHJN=&%W# !'JC0F#GZ73Z22"W^W3\8INF M/!<1^L"-=='WK8^VT1E-]L=/#NFREJB35@30'8OAK'1?:9]5UK= P[IJTIZT M"2QD$4G=:.*\VXX6^*75+BEW7,']>-3=&O&=$;^-[<65TM$;6S[;PD-D!Y M!I%\S0,U2,FOQ9V4D%\@[[O.55 1?OOEXT+&\CVUG51K6W M:Y6^8J!N&TTXE.(6MBO>D.%-!O'./? 0DV *)!M"6K "C&<^U,3': K@"8D&> M&1YV=V)+V]V.L0H&4#I"+K4%(<01;;Y1U7(D#YS+' 6HB6:(!K[PDGQ@53TQCM87F@D/#)6]-XZ MRM!':;7S"-FBIZ#O*;A>#A$HK U&FM ;6(=K-@ZVZ=)DMF:Z]&[@?F+AB[U- M++P]>0 [#KYF7^)*C ^MWZ"%(9LV<,QHKOU7+2502X$SKJS$F!EG6&S9=(F MH6G3?4;%[Y%(/8&T,AT5&EX! (I',':5TQO:G2 97W:J6N+#25"KA (N])!)K M&P%L:R*L@9+8 5=23]@C$OTLDN. 0V@;I,IGR)17HY)%43/,699-< !B\OP.3 M0N]%YU.S&9-)U[V875?[O>@]^ GHO0/-#5 >_I^#:^ I>++=G2R [^-'^9&? R M\G:.G5NPADOYW(8#W?%TZ*(;!4(>-9]C#'1')7N?2UK2=A6X03L9/(PN .@V& M?.T#7:QFS*6AM\)8 4P'EACRZ?0,L/,MTGXGF$6IL)KSJ:A1+5%N7,.2E>< M;V"< :IPI[,D+EUNAM' <#;PI#*2I6FE#;7<-6ZY39QW51VR0 3&+L7D"=>TF8VX,H7 M'TOR+TZL7,=#?VD ^ E!+ P04 " #Z2&=9B7$8R4 & #(#@ M&0 'AL+W=O'H@^'T-)84J1*TLZZ7)\SE'S9(NLN"O1%$BG.[E9E$FK, M.!^-9L-&;3NXO4YSC_[VVJVBT98?/855TRB_N6?C7FX&V6 [\;2K.LK$\'Z M514 < RI?? 08#7=:2MVP#=I9\KR\&=QE5 <369\6 *SY)1Q\DT2R<.X/&7Q7 MW@Q&XA ;+J)H4'BM^8&-$45PX]>YV!G4@0/O[?:WZ78$OE51W5Y[]T)>5D.;?

10DS2\+X3S#\A>$GOG8UUH&]LR>7'\D,XL?.DWWIRGQ]5^,SM.8U' M9Y2Λ\LD1?>-=9..D;WP\,EIZU] #?/5@ -"--3TD7-G3KW>+D.9 >PV 3O_D M=?U2+5>A507?#% .@?V:![=??9'-1E\?\7ZR\WYR3/NQO!P7 -Y%IO$Y;>.S.#7D]:V"UPRZU$(!WV MZDM2D6(-]4Y;0%VSYS3>]B.WB.@3@0I)![@.3? _MU I&]H1?D8=#9\3*KUS3K@"NZLE/E9>VXK0^!2B3!
[0R:]LQ>A1 M47QZ#6FWA]&(-@9Y@4?UX&C;S9:,]EHF_3:%S&ME5IT1H ,,[6=!B(0T.B"0 M+GH8$T;]@I'"1^ 66KIHH*7\2$GTO%"1.]1+'0]W0A"(] O"EP(8QAA)HL4= M\&
(;E>Z<0GJTZT#U;*"N[)5OU6QI 1LR)>VSE$!#RX5>ZH)4Y;G#[YR^LT C MLD>7OSJVH1%\@*U>C?A5\I0ZH15Q/8[!TOT4.3NQOG@00 -8684/YA@P ,$$2
M*2:+6EG+1O"+7B]66((X?H3C2V>PW:4PU,)PO^Q"GECR_MM$LM8MRF=I:/.#]=TZ/:I+S0R6PZ.Z63:9Z?2GE@F[,]:.6&4"@VF(ZN]OP=
M),V$:4O:E8&LY[B(4^Y]M6"C067ZK@ZI0+-6N-6P;\[_0 M3>BUM5WNE<#>8K,+H,!$!7Y?01L*\ABY/I\^Z]'OΛM*X-2?$.3^4R>EU,\ ML[.+T22]9 .YO5.^H3L+[,P5/:B(CDSY%
(HF.5U,)W0Q&M&CPW$+A9AA?3:? MT'0^INED2L\OXAL_FPN^S27:9WN-YGN2>.!T1 MA.S^<#\]W$"$O]VVALZVWWIX3W3D?<&U,DM)OP*+M"^I53YN_K7I'&5!Q=(,
MVUKZ,0[V_Q,)?K):[#W'5,'" ^E#DXO+A)PD(;WS'!L!:M4FHDN*)LCP !+ MYFA+>,Y&GXT]#C_I'*'P!=C*'&RCL9;-N$C-%5Y)5?ZCQ7]?,PJ$WEQGN \:D
MS@L[;R[F^W\E#=OH:,;S<^VUD^OPX'8!YZITAY(#"+SJ+A][V=TU[:Z[MG>R7=W>\)\|I7&PO=V]R M<W-H965T#@8 QC1S-?G=#?F0HF2O5M;NR\2.00:C>[3IR_DL[7S M'T-
A3%2?5V45GN\5,=9/#P]#5IB5#F-7FP]?+)Q?Z8BW?GD8;F]TSIM6Y>'T MZ.CT<*5MM7?^C)^]\>?/7!-+6YDW7H5FM=)^FFL3W]=O/-X==E)RNS)5L*Y2WBR>
[UU,GE[.:#TO^&#-.@Q>*[K)W+F/ M].9E GOSB!0RIF+(D05#C4Y*YUQU)&X>O6^D \MUQE[D.YH4K M_[!Y+)[OG>VIW"QT4\:W;OVS2?NT]FA/94V(;I4V0X.5K>2
M ISL\#4;IFG#E/66@UC+*QWU^3/OULK3:DBC%WQ5W@WE;$5.N8X>GUKLB^<7 MV:?&!DL6"B-U!0N%;&/C35"ZRM7OL3!>77BOJZ6!+V)X=AAQ+&T^S-(1EW+$
M])XCG]C7KHI%4#]4NF'JOCHY&:'DUG#\@[[FOP MS/*.[Y%WV00\"4&]<*NYK3098Z0N0D!,#.PS8HO\XFP5U0>8 D92@@R"US\O MYB%Z@.Q?NRPD"LQV*T"!]S34.C//]Q!9P?
@;LW?^[3>3TZ/O'[C>K+O>["'I M_QT7/WS$;RX:-1NK? NHK1WJJO&V6I);CT=J;53F5G5IHLD5-B* !TO=0F7& M1[".>C^^'B,D $=>67N7-UG$\;6M#2DZ>&2K&YS]_(;5T2
%.'DU+[&/R ,< MEQFU\&ZE?FNBM]HH/](O7KU0CW]'SSFS>WI) 'WL%56-CEIOWU&;H$*.V\8 M(YXH(B@<L4H >]'F+ *Q'OFH0IOZVQ=7*Q,+E)#[)P5W'ZMWN_M5=
[@$;R.D%DYV,2QXV.!/7@6"QU;N %F;W(V5FGUW):01'@)R!-X/C>0EKEE M9?^B59$4LUXM-/[G66ZKD.AI1,(>! ;]']I82*A&V9(E.3**#N\^&A4LSE_
"WC6;A9(LYHU&UD.,Y\S,FA2]&Y\5B!IP+T6T'(WR;*# M]DR$]TQH',0"SX:.Z+G$V8#I2$;3F(J-XG,R25!+Y *U+ 5^H7 M737(M.IXU,=4=\Y@*>$AN@AP=?IFN) %#CJ;[9\\0?
XI2[S=.L82C@#>&UI- M"\.:D$+T.>3%% 29CK$T]J)=) \'%4:7L>A1#TMKP;<\,C[<15=ARA]:-P%6 MKDFP:SQ>(L0H\':(=XN%(4H17RT:SSCD70M<6LZ%K-
+!S+:]W(VF(@&KHYU; M%VVF(.?XBA\GC8B57-)HMYLYVBC.2]0\X:EZ7Q\@]H&=3(?BEFGWU>1471GH M24[9L:#6-N\\.9.DIT[4CUL(PA:R 6%V> ?QF7KWD&?W%?SZXK[=#
(S"ABTO M"-4! TU-YML .VF!P9KLNL&&P*LLP%&;C (),7F#@K"F*!NIH,L43DOCEE[7 M!5:PB[GV@W0@S56TAL(A*RQVYR,.?
*DS;EG$F&F.PRDB&&7"!&]@8QZH7WI0">KIA3I*Y>; MD@+=@KN]X?3/*W5*S*1.@:GZH 4RH34< /@"C"'U[CP1CT*QBA.QI.CL4#D M
R\A1[;PM]6BK5H>BUD$]*1G9$=)A0["#;>.8EZ[P]SWTN]3]3(E0V+T?=SE M9161^RT=(F*>]M=W,N#TB90%GMUZ@.=,]60:NJ;DU1X_ZM'+-V^ U:OZ^ZO'
MZDDJ.NSM@]3D)$4"7 M7+ZP>?'ARJGY*) HM9=TV##B=IBCEH+GO'-X&8]18 MX/H=][P1=X?"U@)TB,O!B'IEACQ'PM%2$$S-00G*R7<<0#$P-XRJ%3B,\R(G M%@U^IPK#Y <;
[Y'$!OAL@EDT)="\8,PCIWCWF3\K-VHR51O8%HY$0:.HCB4Y M!UP]H>>Q88ORI>"@!'/1+'%%-?E"?DD;OBK-3 9IYNO8-O%1(D^F2R=DD)6. MHX\#D:.WE0U5+?
*#SO,V8^RFK%AXURP+NMZIA !"K;U]L'@G5PD0W**:"MA MO O-' :T5"] SFOCLX]M\ SUT4C M#L7]R6CZ9-:E,^"* FC$2MQHA.U* PD_2^(3)%/*0RM3LAFA#A*6WE .#K [
M=S\$7E4ZM%:YF<P?K]CEXX N@RB,^ PP1Q] M!W3VJX,U7.=33)5Y>LO%2%=X5(0X0[T+)X"8]L,K2/N*OE!+I$WKN9XT-F M!/N3XVFW+Y>FEE8S\QQD M7;FHL
W!MF&W]Q?B;Z*#3DQ)H5LG7N#BS\9.0%BSVP6* #!!TC6$)11(E8:'3YM_6!-1(DPVAHX@.-, M24/-9G 24&FRHG*E6\]I;G=U,M3ASN@!]^OR80F1V[0W/3NB9(QRAFU"AVS?
MP*S01VT.;K&FKG5(W$#'#AHB%]:.OZX&'T03V;IE"B)0"V280QDVCO-XG5 M&YHCI:4]WXB/4Q9@A9!2^D$"3UG("Y1C347D2WG'E3;G"}CK$LX'2FFR>COK
MS8[[K#4[.;M3"L+,U.6?3-2;>Y! 'Y^V&]M<.$L),+W?5Z?', 2. "@3YXC' MSUUQHY(=(^4NBALX874=S-W=T-ER"O&KF-I+>DA2SUO1H*QDP*\5 7!C6NE' M#H"..0
+]"4ADDANP(,L>W;4EW$O.]:@IHZ,+97>=SVYML2#XS@WZ, .*BR> MNVEBD8'[!JO*.C9?8M49*=&Q4+M3L$.ZM ,4.C %-9G@2V:\5>W1\IVD .TW
M9]/)=]_W@YITI])E[:UME&)".H6;K?Z.2PHUWW MK+N+WYTAW7)R,N;..===# MZ@KOK@M7&J;P7L#=8^\7(HUO++JLP72"YGW4E\6:!;5"CPC,?FJ,\'4:*1$; M=PK0@=MVD7
0)F.NL9FM>4H'H&51=\-B(0WT!PL:R;2C7Z0%UY1]!I?2T$9] M-ND:+:Y,7PN.U?5@$#B8$ [9Y$M^07Y-@T0>223-=[OL7ML-6!!!WT3.<*5=
M60'+Z/X9!")*\$OBX:C<7#IAX],=0]A9QV+01*!)Q8VMD.0-(T Q84F8PI? M7!HQN\7[ZNGB<1$KV MB[OFN.1% A7ZO'(>5PH4T9Y'WT_T[:6DEQYK+10I1.;F/YJU N%7E?&L'K7
MM?EHB&-21PS.F? '/YJYY\D=GDQW?*DAHZ_DF21QI'ZETCCTDD?]_?C7L=0(MY"F]7(DE*$OC"N^\??M9O2E0Z>K,H$#/P)?[$3]&Q7PY3!O(83],$+:S!0: M:0+7-
I%!RLA*PDF]XLS8&T+-+C@$?)U-1(O563,H'U"0IY# KB1L+\FA M> ZX)2(I!-F<9-OH&RIIDH/0X# :Z.OPO.&XV4I5/5&TZ61M5=+LS3 ME(1;NA*K4'.!>+*-:N=\:<#!B$<"
..*M6GZ+RFPHC(.A2?7S8A<<$Q?K&<% M$]NIED;($-)"2UY<5.I4SG?01U")TO+MW0-:PYX6Q]L6&[TK]R=]P]?QN^81 M#WTGG)+- #HP@+YQ/@UGZAK0&[B69E-
L3IKF@+GD5/X,U -+^8JAZT!H??M5 MY&#M:(!FODY'Z=SYBJT\&2H)>* >A@UCBB8BJ[Y9D]\(VC*,COB*+GA/9(!@ C0\ !D !X;"]W;W)K&UL MM5=M;]M&#/XKA%
<4#>#8\5N2UD]WJ1 &M7)-GZ8=B'LTQ9ATIWZMTI3QKK M] DRTKK!%BQ?;"LER/YD'O(WIVNK?OB,^9]T5N_%O?D"Z$\&0Y]DG&A ,"6 M;/ EM;Y0 8]N-?2E8[6,0D4^'!\<'
X+I4WO #2^^^3.3VT57G.>B"#^-CI[K4D1 M[-YOM+^+OL.7A?)\:?//>AFRL]YQCY;V3^JBB5=HAUZ-,U^^"])%1.FQ4ILZ3?0\:.;DI. MM,KI,E-NQ?YT&&!>E
R3QM1%;6K\A*G7],&:D'GZU2QY^5A^"-@M]O$&^\7X M684W7 YH4+?CYY? Y@NL IG^ MWA6!VL!TMP$IL!-?]H3/>]@@S^Z.>^UV MY*.-3+,! 30.NI(Z3R!"#ZR<[].:*5-W3-
HDE7-(A*\0?66"2"76!T *>PLE MDJ6U#AD4=&V5SJZ<*GPT*@+[T%+5#4$;9%1)4 "H8Z]7!CJ"1:/(-,.HHC3G M>[W(N9$N2@Y:UD=-M+'#@^\=W+(EHB^=1L/3^8/XD5<@/R6-
O]^C!UZ!UZ=4 M)3K7X2&>7E0>"?"> G!+D*M??XDWMEK0!=.>$]?7-#^AS$$J5>[N-W^Z8\3TG M5:BA?ZVTUZ*C3TL)#3R&B]&0C4F30.E4)\@"H1",5\D6BVL*1IO]QJMO!]:
MR'&I-F : WH$F&U!CGW9%-!!N[H#G?<#]QI8#39 M8W[4<@@-(W"Q@+1TC8^(Z7/?I:O(9=*Y>YSHC>U7HSUZ06Λ7OYR/!Z-W^!N M.NL\SK=AC2YT(KN_"5FK;+S7RHU&-
#]BXT/Z:,U^HGS6"8 &5+@Y_RYB4##9 MH]&,9G1TB$M=:1N%F]9>W=K Z+(]YCRG@$9]G YE,MT@NOK471OM^/:U+'9 M,GSC#>I(=";1,P#?
E]&)^^D5A@3,)/\%$M:M^296XN\,[\5\98ROH$)X1.UZX M"MN0)&HCP+[82]K%' 142*!>EMD*%>%H\D,]T&LDNBYUI2[]S)GO6V0 $ZF#7P M*Q=E*'W*H#!D
S!+^Z=P2K7A$_8$-3Q$RC21RM#.T="PGW*"2==4P 8E%R26 MD"B:(ZSH;D9AQKLO#/ZKPD) 3#FJ1OJ#(.E7;I&&IT??# MX_0)G*8;=QL!Y!$F4E\KM>U+KSQ*+?; Z:"+#RW\
[5;6=UK_W#D)3,U8="]* M*U?3VM0[34CO#7["U\DC,L:I9,*3G4^<1,WD$4C=G,"@P6;2/W@IL/[C$8(' M,,3+Q*AX$Z5NLX/TA7H0!VOJO&\X(T7Y8ZEVZL_[4^OZ>K3]4M5E& >-
@WSU8O9!+O#/)>H 5KDI,A[1N:7A&0Y<#VZ\ *] MH5FZ]^-&4"(:,NVVDFC6+2M2\-/$YKO4*28!R"ZSKD$(@W% ! :;"F.LJ1!? ME26\PPP(AEV?;IV^ON]'?7G,7Q %ZTPG&:W1QQ6
CEN@6WP1\]9(#;]#6TQM =6>=DK'=V%0K3(((H^ Q](G43G:WQFUJEW8=TY"P"SA"00Q'"MF9\'ZN[^1) M"@#U+D2,M,P#3]#A/+
<)@WZ^4[%I';NM[5P_017DL<^K0& 11>]I.NK7 M07E!1^VF#X/R4B8;0K=$?SO:VPZ[..(Z(T^Z7T?OCG&-*3RA77OI8>>(5# , MRT'04XQ3?5IJW[9GS7E]Q-
HNKP^]'X!;8[^3N/OS5#\&6\<"U_ML "MWB+T;%D)POP/;5@8/,@!MH3^/D_4$L#!!0 (/I(9UG?"6**PO=V]R:W-H965T4XCI(ZKZ0P^&<
MPS,C?!=VV7<],2DAJO+;BVKH5],$=EMHLHC1X=-W)3D7?$RWDC M-GB+]+&YMKR*=RREK%$[:3187"^BL_3T?.3C0\ GB5NW9X//9&7,%[^X*A=1
MX@6APH(\@^#I'M^@4IZ(97SM.:/=D1ZX;S^R7X;<.9>5 MD_7=W4%!Y84@L9Q;LP7KHYG-&R'5@&9Q4ON/D_7D&XP*+WI,&3PZ74
MDI];"8TU95N0@R,X25,_CJ=PQRV(#_>;!3H'T^F,=T=P([9<)D(KA7*AJJYM M&N45INHWQ7INHT6Y",_0E:35U'6/GW?7;LZ[-_SOFO5;83=2.U"X9F@R MG(XCL%T#
**[!9DFM!T5H:XA06SXG\&6A_ ^VO#-[-?^ -V?Z'E#U!+ P04 M" #Z2&=9G:TBY L" "=! &0 'AL+W=OD'4P$@>:Z%- FM$)ME$)BL@IJ9B6I VIU"Z9JA
M#749F$8#RSVH%D$4AA=!S;BD:>QS6YW&JD7!)6PU,6U=, VR!J$."9W28^*6 MEQ6Z1)#MA!WC?;+6-@H$EYS5(PY4D&HJ$KJ;+]=S5^X*?' [F9$V^Z_PPE@
M,7T%$/6 R.ON#O(JOS!D::S5@6A7;=G/+<>7 M.$#+Y3)!UN/6'2YZ!?>)W"B)E2$;F4/^/SZP&@8AT5'(.AHEW$$S(;/P XG" M:#[".-
**QN,S3S?;-08^;W:&]3VW_\YY[&CF)^G7>WN7]/?A0%;"[+ MJFNY?^7=X-XP77)IB(#"0L/)Y8(2W0U# M%Z!]? /N%=IV]LO*WA^@'78'=+Y2UU ?N@.%&2O\"4$L#!!0 (
**/I(9UGF M-25Q,@@ $,4 9 >&PO=V]R:W-H965TV#D:7ZK,3OBX*Z>ZN ME+';\U[::S]W025]?MX;DD+*["R0!(F?C7JCC"%!4.-'([/7;4D+ M=Y];Z>_8=MBRD%Z]L>8OG8?
**U>6 _>$[E:RMJ$:[O]0S7V3$E>9HWG_V(;YXYF M/9'5/MBB60P-"EW&7WG;X+"S8#[754$Z7Y2);X#"[T2LYYBI_MN'X #3HU1JT:5Z.#
**F]4E8CQL"]&P]'D@+QQ9]:8Y8T/F"7>:I\9ZVNGQ\N M%SXXA,! 'S,VRIH\+HO2XK6O9*;.>XA[K]Q&]2Y^_24]&?YV0--)I^GDD/2] M#CB\ZD\;E)@G@NW\8,O5JZ!
**<@7#$:V:1.CZH7-BE"&LEEM8@]W2Y>BV_J?#,=BW)^/Y^):::S9 !#QQJE# ELRA]S/&Q^+ M%#C0WR0Y'0Y?8&]IK1/D&7]O\W/9A/Q07D/)G_&
**(B*UD,1>-8\]/ID(F#9%TLX_31T M1/+2,7XA<7S">'TJQ66] K^(=!P#H2^V2F /!4B$+H,5 %#OH"^A;5%%+ETY MQ9 !5F$-6+!5 ^5'G;^Z+)33F>R+SV\NQ-$? U
**\& "7NY:0W%..9LI ME7NQ=+; %^U%"5I?-]"S@DY54B.R: ><,-6E6-;&)'".$@NJ0$@&A\.^SF@ M$Z0V/F&W Y%_U>9.[,(A(3Y7<;N]08.9:YVMA;H-
**<;:&+U$O*'#N8(:S]6H= M95-D)^+3(6F$PD;GB*&Z$G#"$45.H8TAH&#PCK'R2PR"5*B%;+,89QTGMP&
**M]\&I,D1(;CZ]NQ:5]3W0CE4;1E>D)GO'R$.5/U'Z8]Q\4!OE4(K%-85['QZG M @?]R=G/V)WG$E#2557ZPEF8UBJ8NZ> PX
**MZ'@T'G;P]I]&,4U&TQ>L&3M8T>3.M2<)I_M-O?#J1TT(PW]=CNLNXT;#=-YG M0PY2QUIN*&A5B8YI\0U=#(MK=7.):8G>A*/O""<)N-SCG3ZYURM1LAZ$Q0,H9-
**P32T^2D^GP11+KQSM=PC[:ZO_%*7T M4%6&!]DDP,!]2"\$H[I%O6//1M/O1>4,2]L5*P5C=\"BY3["W\9=(Z2EG41\ M6:NGE>]2E@CFO)RN9BI==[:
**D>KJL'4<<)&V"75;$?>4@5E>D0V%K2F&*X.E. M!$?>(5Q^R((^V67J//)WPR@R_X9](A/$+$$W@%89N5Q9B/'L ML2U4A&A1R3O*4]\"[5TV 39HTL/A0S)X.#<,;3,
**[U6)B A0$D866&!A)@1& M7T/_?59WI64+0:+VT?E43.Z8TP)#C QG@)4B;&UB$S2$N4S"@YI2P& I"/2 M G\Y%#EV78TGS^F7X2O)-W?]O4R)$9\;(HC 40AZMM"_'2,
**[,8!,C-?]5VNCC!TO$#0HC0VG)/EC[5W#1?=#UZH)"T]TE^,D4'L?C>;>>4)^^%%KKQG= M/@X+&T28C]1.^G_B%N'2.5FN& S/;.:MB?V
**1/2*1>U1'M&@$;413WN=:QQN M2>F/RF7?Q66I"R#RAY(&5MFF6IRV7J9@.4K[H/);I'/I% OMDH$QD8BJ@OY MS;JF=$6R;B.:0VF+TZW@JG>PM7L,(,'F&F'X,)
**MT_FL,X$S6&VTK;VY>Y!23(6&/,2MJ>I6_1K'NU,J9COT;WH M7/1#W:2F-8-9.4W..9VLT;'^ ?V@.FZUE7(-I[1*HTE%@TQ@/P_! 1V$K!!J
**M:+BP(8R>IR_:|+T_D^B27*IRSIM_UAJB|UOL2ZRY2S,:Z30%XBNFT_:DBX:U M(4%>%0?:GIM,]>3"@)DK^5%8O%2F5$M86E=',<+%&$7E'PQM-
**&]K;WQH_=IH[LK1!(PO+9!J7FB#[M[PXG]02P,$% @ ^DAG68CQGJ4A"@ M!Q\ !D !X;"]W;W)K&ULQ5EM;]O($?XK"]4M M'$"1]6([3FH;<.)+D^(N%US2NP]%/ZS(E;0-
**R65VEY:57]|G9IF1$OU\9^<2NEO+C/L\)=#5;>EZ].3ERR4KET(U.J G<6QN;2 MXZM=GKC2*IGR0WEV,AV/ST]RJ8O!]25?^VBO+TWE,UVHCU:X*L^EW;Q6F5E?
**M#2:#^L)O>KGR=.'D^K*42_5)^7^5'RV^G3124IVKPFE3"*L65X.;R:O7IW2> M# RNU=IU/@OR9&[,%_KR/KT:C,D@E:G$DP2)_^[4&Y5E) AF?(TR!XU*>K#[
**MN9;^EGV'+W/IU!N3 :%3O[H:7 Q$JA:RROQO9OU.17 .2%YB,L=_Q3JY/%A6)#K(OPO[R,.G0F,8'IFQW4,16WDHOKR^M60M+IR&-/K"K
**M_#2,TP4%Y9.WN*OQG+]^]PM9)%IFXGWAO*V MW>7)QZBZ\2\ M%+^8P]^<^*E(5;K]_E,:NR:UG:]GAX4^$F5(S$;#\5T/#T](&_6^#EC>;,]
**M\FZ5U7>2,]#KJ!%*MZI=*F+I;BA!-%>*R=NM4LRXRJKQ+]OYCB.Y/E/'RI! MZ6F_4BJH5ZZ4B;H:H&*F/#]UA,1^,5^+E M2/2*$Y\-LJU >0I36:'NRX"*I\OV"TC#:O?
**%#5'4R4I()Y*5+)9 4!<"C(&: M*)#%UJHBV>#I<%=8Z57_7A=> 1D?+@W%6HF51(P47^?[1MQ]TWE4&Q-#!&1 MPDDN;#<2?
**RC!])1E&]C@E(.D5#DHAU36DYJ$'1J2C5*L$')XM,]42%C;;:A M#*C=&PHEX<[72F9ZP7_M%XDJR7"V6V;.1)OI9J8DP(!BZ\DH: ,48,3ZQ MBDG=
**4I(!$XM%HJ]D+29Q<(IS^9UXJ9TJT=J"_BS"G?@5"+=2BS XXZPHP,] MX"$>G6+K/$+J2POW=Z-1JM!GE PF1;BR[R=]28&*@LR%-\[9G-<8 &>1@U4EGSG/$R-*$R-
**43J$K\XB M3R+8E8=A17HX?JUEC(Q<+JU:$C/"'/@ %!$YT13;HY!(\LX"-!^=/%R M4E\8 D97!@+)-B/Q&8!UGB48(^Y%/V7N2W9RH'-JV(:V/UAKT"(]NS 95?DK
**M6&*5VAI"=M#\@+9WZ#ZC3>!V/M49_Z#(6D2/)\ $D7B)?Q/\F^'?E*\!&==B MP^:Z:D[!\II3(_)*OWOS3:=2F=!(?RB"K1X:2:=3)3UIT,/+KI]PGHL/;!,. M>.YP\?K[HH-
**6DX%;35]"]"WS(*RU]+GGC04+?:!V6KUP:UDR,:U45B*IO.:, M)&=TCI&)O7[@2\-7)N08S21M+1*8GY#BWX %96[(=@0KGR/XJ9@,Q^-QD]MO MWKW=+8#8(%1A+
**N#I^=< _CP8A1CVDUFCFN]X%C.&N#/'"%DY>%6!^1AI_DB MNPN3ZZ0&.!9/BSSK)_?(3! 2#@4^\3S;2)>L6M$FRF2&[THV6F73* G0QL(VG;O!'8KC1UC+:G2
**MDZR*:2IC;VF?WFH,/-N6VF,Q^=8%(9+%DX>71W2$]SU [|*:5>3\TSMQ(>V M1.X9%?(;IO>$;WM>::B2%@6#I+6>==7RG -SJ9K[.!A34K07>;=]1CX$!].J MADC*
**('@U5WZM5."N/1:7S4)[5*THLDYR M!I*+FR[%=A;]V-2">]K]8).%@"?WV!CZ[46@+^R/&?RGPXO.>,1\-MN^],0E
**M97M7>,L]HMT!,TX)REJYM9)B3OLA_PH2ZPU0F$0SG%SF*$CLY.NB,U><8G%* MT N=9CH;BELB,J]]LR7^RDEU8RUE95O/_/0%T1\$[QM'AH3\/RL0$#NYKLN=
**M>'YKDH0;ZEX[OP?\FHL4C$M#]976T!+(>,H2W^XY<:#JZ*P16Y6A]-P6SW0; M1[=;?V ,H!(*@VG]>U5NP$W?PG3UY&ZS] AD@5:B37I@@44[A;H8Z,-9NM5I
**M*:GI#41:95P_S0H=QW)H3%,=LIBZ*:"ZJ99@5S&=U)IW5Y1"K>L-[CGLL'L" MACK!$-,A]FI5BV2)H_HQE \23T.],FPXRM6Y.];;#01IF#
**<&S[&!]#MZB0"*K5F\EZKW\]@;U[$))]][8P!O='RO8K3TS MUY /KOG](&94#&]6)N>6%[:?]7_6V.)*ZH JY?Y(Q'\^.IW^51RK>UH0D[L0_F@IF?@?,$.G-
**3T;];W5.NF\G,R57?(K6!<&Y/">LKG: MO.6]"2\WV^/A%?$OTBZI1C.UP*/CT8NS 38+?NT:OGA3\JO.N?'>Y/QQI62J M+!W _85!XX]?2$'S[OOZ?U!+ P04 " #Z2&=9P8>:.
**[H& "$P &0 M 'AL+W=O+*$6]D&4G^^OWCI1DN;;3KL ^Q!$!\O'=W3OR MJ*NM=>]\213$?:6-OQZ5(=3/)A.?EU1)?V9K,GBSLJZ2 4VWGOC:D2SBI$I/
**MLNGT8E))948W5['OSMUC."=]4E70/STG;[?5H-NHZWJAU&;AC?0FO0HA:K(>&6-<+2Z'MW.GCU?\/@XX]%6S]X%FS)TMIWW/BQ MN!Y-F1!IR@,C2/S;T O2FH%
**XWV+.>]7Y(G#YP[]5;0=MBREIQ=6_ZF*4%Z/ M+D>BH)5L='ACMS]0:\\YX^56^_@KMFGL?#$2>>.#K=K)8% ID_[+^]8/@PF7 MTQ.3LG9'"%GFGA2++ES+
**(FRMGM\+Q;*#Q0S0US@8Y93@H;X/#6X5YX>:55$[\ M(75#5Y, /.Z=Y.W/9FL(_,\>Q3P+=5G M8CX=BVR:+1[!F_?&S2/> */&B9?*Y]KZQI$7?]TN?
**7#0P]_';$Z0B^.0G"// M?"USNAXA'3RY#8UNOOQB=C']|A"'BY[PXC'TCT3C\;D_VT!B-CT3 ZOCXR8^ M*L]BQ9Q"2"]"28+N\U*:-8G:J9S0)0-2J-&%6!+R+2>D2R&"%
**<@A+20RR'OL M$M:)6]KX DXT?D5.2*&57"]MPH-XBI%TKT*" 4HH$U=#R^2JEIH!*NN#D,5& MFH#,MXV'I-T[@&.7B:/[I7:XP
**&R=04Y_9"6EBFSEQ2V1*;#]*4+BI7#XP-AUJG M M@ W/J.SIGXB3:DQ6PX\;2%[QO(IDBQ\M"'<9MLC?(Q(*K /)4C=)&P'S)6
**MA!7_I(&EMG$MA>PDA8^_)NG96YB4\I\RZH]6^C AQ6:_61JW !7&T*D3 M=LE)"'_U\=BGC$9N*P0G#CEAP"\]Y_FGN:TQA^OV+X$:T(U%C.WM8[L"
**AC&1*;;;D0W]7^EI2VY4X,'ZS^;+B7O1X&X_>HDE?* M@(I"E)$Q(65W3TB\D,X]\+!?DYCN>HW?)DM>#S3^8R^8V^2 M2/2*$Y\CHR-A M>-
**-3/R6@.T=QXZ1[5%2>4ER2B+^&FYS:R$A+&9Q.39KS1&27^/GRB\MLEGUW MM/E+1.#%D_F[.)]$?9IE7_4@AXW'$'.<^#"27^#1(\]<$N?3;+J#V<&A, XD M3&/-?
**R,ZF\\&Y(ZT/H)[FN[LX@A=[HP_.V4-Z1@+&*A*'>3.3Q_H'6>=;@I6 M0\>KMBXMO!C/+[\9F+$8+V;SP_9!2O]O"KLXWY/48?-S%'8Q-.F@\7D*^_9(MQ-#'?Y\MKVQ/4
**>MSY;74*D])"?&G_]17N?CRVPQ,(/;YX?M%]*741XY/]#[M!O[1D47"IO0"B"6/BG_8VDM<63'A=<;TT<#!,5[$DL, E1V84&1U@32SVV MT9>(0HJ380>T1N*:<.(HCJ63U-
**["RX?NQ!V:>10*'N_JJ\AHN'PL&.$,U(X5_M8S+@]=+<$+KD&"1QCZ09@/U1V5QJ96,%!S@7O(444MM6*J^9B__!'L6*# MU!RF)]DY;]=:QS(%C)YD%[MV=-

RG5RZ[6D.G@WR8)_*'''R M*@X#Q,]-<.I7X(44GTYG15L#,R.^8!-7,AK7,%4U.BU2V8+T.*WLF0?C=05L
M6XZR@7M%:KH(Q9IGN((/LY!WIQI4MGC=D&]Y4X4KI64I7LV.UW,O@N49%;QZ\O7D24](FB[^T_\-RF[QJ[X>GK$&HU["PH+&F%]=.S
M;\Y'PJ4O+]D1;!V_&ULC5;,TA=I+\ !#BX+SO?.?Z82,3KX]+=ED(-L.;_5%N\Q_%[?>=YE/4]A*[2DG06/FT6R&EW?3$4^"ORA M<4]':Q F;^<^R^9]L4B&XA
:S(,@*/[;X3LT1H#8C8<.,^E-BN+Q^@G]Q\B= MN:P5X3MG/NDBE(OD*H$"-ZHQX:/;_XP=GYG@YO$@SFBPBU:C-SFDK2;D/ MGF\UZX7E3\X5>VW,/
N,)F=9WFG>M)KC+VB^A0 ,AI+@!UM@\5(8RJZ5\9/ MKMR,3P+>8SV R3"%\7 \/8$WZ:E-(M[D*]1 V0+>VZ#L5]\-PHH(\&MIMPX M:CS"GZLU!
<\%\M=K86BM3%^W(DUS3;7*<9%P5Q#Z'2;+;[\970Z_/\%AVG.8 MGD(_F9]3FK^X@# :#: /PV\EPL89;D-MMQ"4Q*+M1?T/$@2^SDL.$]^U:;?* M^X,(]\HU-
H#;P+9#NX9;S+%:HX?)**9L N=;[X@NX PNT]'D$E9YWE2-40$+ MT%6MM.=N#G ^2H?3\<5K !;#!'%'20_)R/+N!\.KNZ_Y$[C/+ MG>$]VOP G#9+;")V>/$W-
XS8(%9A':ZHT)GHRJHS<0;3]'(\B\"?D+O88^ZV MEN-0P!D;XDXS1B"/&$/1^!@X#DPH/2)4;?VCU\KME()8^ZL[1Z@O0YEU"Z. MJ+$!UWA0#XV"=4.<1*
(!@R'$!$X'',6'11,6*]/PT*QL'JE1 \K[R5S+7=^ MJF'3^'Ba;?MPLS9#$"7"-[K1KR!S8C=@ 6*3B%?NR5PP)5"I?LU[.;SRA<##. M;M\$]!5'F\\:?P#/2:67$=&^
&;A65!824+3Z&%$97?YG4QAC[PG)LDA$^(1 MVS"I(IX'D]CEIBD$^"GT::3T7$(#N&V0J;"DKI5A+L&QJ=[I(G*+)2N."G)3 MU1(#=]#4>1FI%I[-6E@?(H'_3SN-CC-
5RWE0,E2>:^2HS%DR=+2E_KD\X2Q6 M?E]*W$#^BT../E'IR3T7O3C3ID&7Q1G[=B--:),RMQY]+:;X.HXL-8N\/B+RY* -_"!+ -]O'+=&MQ$#_1?,\E]02P,$% M @
^DAG6:;5@L.5!0 60X !D !X;"]W;W)K&ULM5=M3QPW$/XKUA4:D,B]0T@*2"&A*E*3H) T'ZI^\.W.WCGQVAO;RT%_M?9^Q]S9[<%Q2]?VRKY[Q,\\\,
[9/EM9]\0NB(&Y+;?QI;Q%"]6(P\-F"2NG[_MMB*#/X5UI0QX=?.!KQS)/!]5>C >#H\&I52F=W82OUVYLQ-;!ZT.73GAZI*4 M|NZ]D:lU8?W:KX(_&%P=E+).5U3^%A=.;P-
6B^Y*LEX98UP5)SV7HY> MG$]Y?!SPAZ*E[SP+CF1F[1=^N'T,&1)JRP!XD;C?TBK1F1X#QM?'9:Z=D MP^[SRONO,7;$,I.>7EG]2>5A<=H[[HF<"EGK\-XN?
Z,FGD/VEUGMXU4LT]C) MI">RV@=;-L9 4"]3[O*VX;%C<#Q\Q&#<&(PC[C111/E:!GEVXNQ2.!X-; P0 M0XW6 *<,)^4Z./Q5L MGER:S)8D/\I;\R2# (W\?9(WU>;
(>/V+]7+RQ)BR\ MN# YY>OV R!IX8Q7<,['6QU>4]47D^&!& _'TRW^)FUXD^AO\MWPQ&OE,VU]
M]4C\^7+F@X,@ MH4R1B^2%KV1&ISU4@2=W0[VSGW\:'0U_V8)WVN*= M;O/^W71LMWYK XG1N"^Z;L2'A2-:2Y0 S8'*&;G(]5NXV?:?<\&72>>IF2& M6+I%A_
D]F9DJ%!A7^R(T?-#7/=&Z7F"ZW@L+HJ"8A%&,RR/ M<9T]<7^XCSNJ3H0%!D?\9<)'C^ [$$M"D\CLW*B_,4(]Q&<+L<.X2]4U M&@(L%DJ3*)II#+/P7\TR6CU2S
I$%G MCEFBKPW32.]MIN*@I0J+-*6\E3-0,$?S%O#"WW+DQP<5N$X0BZV=D%]K*6:U M!RSO^]#30\NN%=UF1(R:W3FJK.-)TTB0B@@GK:O<>M=]E-%?
PY?"S<+:,AC[(4 ?K M[KJ,QCDV(N>_]D1S"-]<2(@K&(<3$O#&F$'<=SGVBF?J[A602@D'60P]Z#J ME@.JG/V,.+]I#FX66'$0 , :M?911&AU'L7/%$#GV0(LQI%-
D8JE]!TE;^7R ML,OECXGS?Z%RD]@V2?1 5-(%)351 M)D.V0G![5HMH/%OOD?MN1 MIDOB*].Q\[2EQ;X?:4]HQ6T/O!)6I9SKN\=$X-D*+7HW.HWM>7?=\E\EW& .
M^#T2^=/.Z& X;<&VA1^%H1P7E<@6TLWIH-$XB_I>MT >2NO#RF72%'"N54Q? M?")P[&+GU'4>RTQ<:"5^5ZPBCON5A:FY>^+%7OSXQ.^+C_WK?D.OQ.9,IO)K
MQ'9I CFNY?=T0P:!7F,SH+*8?%O/4PLN:L3C"8)-4LR;HGLC'>(9C5@ H^=] M<54[7TL$W*D/[$DQ V0XAY@B&TONOI35;9=/\!%+9HUI-L+Q!XM9,=O 5]4S
MK3(N%7+H.6+O\NK=?NI*%784)@[22LZ4A@'+P75^8!==F]P_*!WLCI["D:C@ MU,(0*0D76B4FHVYZK(M&[! Z]U6>5RJ,!.T,U/<,J-^'"%7/RQV?-SHAIE4I
MIJ,3BIAT6-VAFWHF\HB!X7Z,HIG'*HKTQOPFGPC.S"U80*T]$\,#FOI^::^H M5Q[+5<5U" ;K"H,\DNU@5T!FUJ$7I1B9UW5"N:\&0Y46,@=BQ5O26'?H];R"
M!!5FY!V_NW7]MST,AT7O@U/AR[(,Y!:RI@.NP_M.^P)EPXRZ278*AX>9C;@*!(?%SC[D>,!^%]8!-2\\ 3M:?+L'U!+ P04 M" #Z2&=9,Y9;2<@0 "2, &0
'AL+W=OF\)MGY[,3M*#[^QJW="#TV=/:KTRUZ;YOG[G\>NTHY+; MTE3!NDIYLWQZ<%?[=F&P9_*Y)DX=P'^O$]?WIR1@R9PF0-4=#X
M9V.N3%$0(;#Q4Z1YTAU)&X=_)^HO67;(LM#!7+GB!YLWZZDJ M5U>N:FRU,E5F37ARVN (6GB:17+/A=S\(^2^4&] 8!W4BRHW^7C_*5CK^)LG
M_I[/;R5X;>JI.C^;J/G9 .(6>N>=O.=,[RWR*N^LB$K7&B]4?^\7(3&PVG^_M=4P+??ZGV8.SQ[>(<-&)<'$;I5]OLMO) M?>L:HV;G4W6[:EZ;E2[4&]TTQ@?
U@U$:2]JU;W;J<6JCO75M4 6OTAQO035K MW6"=#4;9"K^,JBB2"I6YUN.A6ZI%&\!/"%/U']]+%QH5[*]R2YQIH&GRWET M6&Y"YNW[E!6#)5W\/'O/K+Y>6[B8+5
L@FCG>]]FYC [-!F[W)G(=+]NW: M5&I+U$RI;$/K%GI1&&$6+[:V*,!NUGJEA2PI8RL"RTJG" W;0D-S&]1U&K+H((Q'\ *:^%BG)= M
A3#!*S\V%;,73BILL&9]))PZKXBF;5HF!GZ4+J!]DQ<[R):9FG< :#\8THE: M; Q<& A?ZAQUBH#4;+0E>94Y>5);M\;731K-
6K*INRU, U#AJ6IUEWP(=L8XE[LCX=CWP@2C&J%HM">9@R(XI;??.D^VK@@CA09L^*H FC@;F,UOVLH0 MD^?")&$# 8=>>0,R3C1;NLHTR/X*80VG!PVM:B 0'
;!) 8LL6['@C@O[#=6_9@3&;'-'=6N=[^],0^50=$G8HG>>6]17MN+4-']()3NR22 M3=$.7%) %0G(T\F%U0M:,)R2$]SBF0M-. RVN9K705!VS_6@PLOH$M#X.*N_
MC!XL63SE7H &"M&0\BXKRECF<4$)"4C+:1+*K-P@H5)*@N[;*B7-+CNRBV.+ MI1>\E]*9KB1BZ0%,J5@KQQ!):@_Z'AH3IHT<*R.54! M;.X8T+<:;ZK> N*RQM%I#R
YW4 M9OKQTFK8R/V*]:J35M]E/^^2+]?8RI(0UX2FH4]5XP8"4]'N>8-L*A@]!^7 M+AS66T=+*"6:&TAHBIQ=.E,&(!]=!]N6R\-K%(G9W=6=OE*O.S. IN0I#K
M7C$O;I!.R#DOA9/9%^<7 B>A-AF7]@4A83R&L6G('*@1@SUG4H(E0V/K4A?! MI%]@M %E3TX^/L@U\>52LQ)A^UQZ%8!L=/4E3(=U"RJU&+WTT] Z=UPPP] 4
MK*!)NB40^8>I",BU0F/R\,)QJC@F!!Q;=,GT+Y'IT%FH(+36'!'41TC2ZRC1 M"B)]A3C Z?^UL(M?5?C=44-!S6L ;A=+N&,OG94?4$]:[AC N[A*=0>R*DA
M0M3GP%T7IME2.?LM0KKLW?N,CYNT%8-EM+]8F3 ?IK5#"P6.X 0+640U(DQDNDEC@6)&% M%CV\YK((0190M%# _$'%SN##:Z7CGD+E2?)6614B94@>,1Z;B6-
S8E?.H\[GW M6IH8!DAQMJ./3%W%211W3@MD^=0H _^IGN>-)#F'U1E.!R"%UMA]2OY!0OD9! M93XYD\35OS637
,5#]L7E(V(E6,9)6EVF$X@[B"A)YG[PAA(Z<@G(,*0 M=<3UDG'B"($:!^I!)@?)+-$]R+9_?$X3+I!+YK.'CRFXZQK')UL10QO0-)Y M8(=!$%0M'TTQ[:,9!EF2-
+AVM6X00C&%X_RN,X]C%R'PNW+3?OTW>\1$*6@> M=#$CIQS2@]7!$O3EL@^(-"*R^\#29<'=/93:P5QB,HE\)&<&U)[71M8*0-. M\FCG;=_#)E+'"(/
=*'SWSB*F$FNG0^]/W((MZ7^VJN5USR- M8R@\H-A-'%@(,B]T^R--+ZM@W4<17K!UK\2?GG(.F\H8$WW*#ES.I[71[/*9\.R/PTS4_' M7CL?
Y9Q#L]^6,*IASNBV'D/_\^! MP$$ZRO;1T$"%^/R>7$G(H'1(B.(M1KNDT,CS-),]N# T?(XA2$=>]3.= O$CM*Q3O%/5X+]^MZYDM%+-RN;#6%=
M9V0(7>U("5FWZ/DS:'MI>'2V7:,.5]PC!B&:L+!RNN,% MB\[V/_B^W!+BI+:>B3+5+WTKE0OS<*G(>.,#NYGW0SY M-L0D@?B# _G="GT!"NB_LB(7A&" O#@'^,
<=C:Z/91H\M/Y(CCA"]1TC0GSO M6^ZZN_'W069U<>[ZZ!PY.Y+1..\^K-*#7^<(N2 MXB#T^ &#D]#/@BZ>^FE]= -L/T_#<=CELO:V2(4&S'F\BB" _X$*#VA'R^?@"
M(&?#86E!6X<)V=.=O?C[O:A+SF<2OI8'Q-V@'@537U;6S< 6C$*'FOI# M#^.O75^H./!K;.<.H\^WNQ?8ZK#@R M.'H_=*4+"X>MK)[L7:?)/>$XX][A"M;++19?
F@W@X.PN#TCY!A/%/MICP8*V M LPMVP*I^B8KVD"NG8->&C8T#+XQ88WO$^,X*JC+? ,7 A"J2?S;WO"R=.$G M_;7EV[X8)I6K?0>%2/WK.G2(VF-O#-
Y@]5>&5#*LJ2Y8)7\518,BDI:Q-@Y M+FJGZO+CP3@J4KK#9C'_Q=XN.1LTDE1W1'.#&7.O'*(S4D^G!=:-J>CV@3C\ ME2!"?,>*V8ZNG>93<=(N(>:F)& _M;TS2%*6-
\\G&&PK5F-:&0/(@ 4E?I4?@ M&$(+H6O\]FOQNG]XH8/Y-NFE#-INF1^:N,*(K+7@1WS\;%/D[+X8KCAB3\I M8FT*44-;I*NWO=YK* AO]J9IO?CEQG@:SHP:B"-
L[%TK7^PEG4%!.6@?+.D_ MXVNKWX]F F96+N\^N1'XS]SHJPNT^=V=U=NHJMF@C_7(Z7;#"H&1:@?/5$L] M-[BY>7$5]T>YC.0+M;6NZ)Z\FR+(A%.#4Z
$=149_Q7S>FGS>V*^'XQ\6&& ME5[%XD1N8'CNUU4_=*B4:KI/*(/Q&KG=Z.Z[O_-^V^21+,Q.5&;TYC>3T1P MG:VCY>AB-S63X+S*;$V7;^WV;NE3T?+?
N!DE^.X5YPWA&@+/)$,G)SB)LG#*.WYUG8'O= [JJKS[HZH,MO!K'-BY6$9R<8ZN+ M#&!YLL2_H$1'+78)6A>;/M])94+/NHMR&62S M-KAPN0]&M0\QV7-'R3/N(+
[VDLT?28'S#S8ZI 2F#:CPFCHR^.J-;A6@R MVK ?-OQO0QO!ND28F!NX](_B@+_P45G;/&&*$/\ MD.GHN1]L,9=M0XC50&K;;3
U_BM34>=#SITR0;PM,3PF1E_4[#@O#C\XF?%U M*"E7).82Y5EW"ZW4YWTAKI1-B:+TVLPG>:CVC@TY5N\450Z_D".=G2.!6/) M[9#)]3O?:I_'
6KTW$@[<=8[<,3FH<>QC";>ZDWV6//&E@OZ-I,X5&V=NMBA MF0;,BL?/AA_@S6,&CF; KT2#9/]F7|IUYOUR^UD=[L;)$5Y@EMIY-'[X_D6XZ_6A\0?=$#W?T-
X]F]02P,$% @ ^DAG65@_\DG;! MJPP !D !X;"]W;W)K&ULI5?;MLX$/T50@6* M!$AD6W9SJVT@:5)T%V@1-.GV8;$/M#2RB%"DPHN=_/W.D++BI+;7Q;[(E#1S
MYLQ5X_%2FP=;_3CV5$ME)TGE7'/1Z]F\@IK;5#>@\$VI3!&4 M:MG+^OV37LV%2J;C\,S63,?:.RD4W!IF?5US\WP%4B\GR2!9/?@NYI6C![WI MN,%SN /WH]DU>-?K4
I1@]"*V:@G"27@XNK$0DH"0QF.+F70F27']O$+_"Q'7V;F]YPHX2:6W+8 MAMU5W,"XYQ"7WO;R%N,J8F1;,,[95ZU<9=F-*J!XK=]#/AVI;$7]*ML)> =- MRH;]
(Y;UL)$.O&'GY##@#?=VDOU].;/.8$W\L\G?"#?:#$=!6Z;CQ*8#F+G,%* MID$9&V1FSZP0"U'@8Z9P,@B%*L#X@=O)9Q*8TP128UL%A4K+
HPE/5=DX,4*M$(RGV%F4..9#8ZB_($% M8*$"3C%HT6>*:ND-0AC,K,7!0E/U,&770GIBNZ$(<#S2[+3!<(-XR@G,:D$: M%"17<8<^>%E@9!;()
<^],8@E2K8]".1'VEXMP 8SKU* <#*",&]0)B@%4@(MM59@(6A8'?L:]"I&]:#8VY"UWS#48+&95?+>QO;H;0)2=H]B.P]]BYM\;B.' MQ#>4_1*K.N89M@":/.SD_?H-
A8+Z?([1<^VZ?:P>"0C _N+!MD'_'<[\[7OQ&RT?EI8!1YG72\ MB//]OA-L52_49H+F8^@L3BN+]'U-'@W(_5I(*=9B9$B&/W4RIVGV1B:VV IG M$TBP_1^5-
MNCW+0M+[5/-O!T DLX%EVWC$!/=!@>LB8,<+ M3"VTG3@#4/^/Y7K2K)]9+ ;:0^VLVN/3D%+-;%I1>FL+9 UF'M9DFL]>N;A+ M=D^[3?PR+] OXG&-_\K-
7"C+))2HVD]//R3,Q-4XWCC=A'5TIATNM^%8X;\) M,"2 [TN-HZV](0/=_Y/IOU!+ P04 " #Z2&=9 [L6>MP"]"P &0 M 'AL+W=O-/8@4@ MT7.64M%S5E+F'=
<5R0HR+"Y9#E0]63">8:FF?.F*G .>&RA+W<#SFFZ&"77B MKEF;\KC+UC(E%*8X[O[!;NR7(E]8(;=W.\A!G(AWS*U]&0R[SF>#@A22*16P.IO M S>0IEI(A?
&WU'0JEQK<'^_4AR9WEP5)A?M"UL&Y&#DK60+"MA%4%&:/&/G\M]V .4CAT(2B!X"WSD(2R! ML"X0E4!4%VB40*,NT"R!9EV@50*MNKMT50)7=3VT2Z!MRJ%X?
^;E#[#$<9>S M+>+:6JGI@:D@0ZMW3JBN]9GDZBE1G(RG^_5M!)H"-^>&)H &1"0I$VL.Z (] MS
;H .P;.D.$HCN2IJ]"1=>5RK46<)/23;]P$WS@)D1WC,J50+=T#G,+/S[. MMX_PKDJYRCO8Y=T/C@K.(+]$H?<=!5X06>*Y.8[_7-.C^. X?H>YPOT/\=OZ MP8<6?
%@ >!L^]A^\#1 _W\Y//IW[02&$U0$(C5[XF0-@* 1"+K++Z:NI(W*< M0,]1=X\ O@$G_OK%;WH ;%5V2K'!*<5N3RDV/*78Z)1BXU.*34XD=E#'457' MT3'U^)?]BPA-6
;H7!6O^&:KW4*B:21T%[2)PZ8Z@YOJ?D$QO<]'P#FT&%IW@ MT.36(N-[[>:AU=!BU6X=VHS>V_A>>&@SM@04O?$UL4?TFEJQ[>]>79H!7YI&
M3*"$K:DLOBK5:M7K79L6Y\UZW^^,?,OZ6/6&12OW*E\TENK#NB14H!06RI5W MV5(] R^:M6(B66YN\D&ULG95-CYLP$$# _BD6EGG8#
(5]M"DC)ME5SV"I*MNW9P0-8:VQJF[#[IVL; M0M,J8:59()66)M MIC+W524!$Y=4,C\,@KE?8LJ])'K6YE$HM:,ZOQ0@ MQ+.=;$CL!58(&*3:$K"Y'>$!&+,@H_&
[8WK]EC;Q?'RB?W6UFUH.6,+\H MT47L?? 0@0S73.]$\PVZ>F:6EPJFW!4U;>SDHX?26FE1=LG&H*2\O>.7[AS. M$@SG1% V2-MK0[."5ZK*-'.7VI>RU-$^IR=/)QAPO
M 8F>)":4YV@E)>8YF&/7*O*UV<'&^6E'6[>T\ IM@AX%UX5"7S@!\F^.;\QZ MO?"DMPX'@7NH1F@2W*$P"<#O$E?[L3Q)E=XE]\0X=7M.&$'BFL,M4=0N= M7H;;
[V:I*IQ"[)D/0X$\@I>\?S>>!Y\&E*>]\G2(GNQJ!F@<'&;WXW-MM"*B MTO\?0YBO"5]R&F6^Y M+7JWQ=K)UI4KML&PO=V]R:W-
H965T<219=GZYMF=DQ^UE;M+XHN3ZX>8^0.12 M1$,"+ !:4? ZO@5 BM+)GO0N=U]LD006;W??VUWR?&EKK2[&I7> M-Q>3BWUI M6E\I3?
=6N+:NI=W<4&765Z/347?C@UJ5GF],KB\;N:(%^4 -O<75I+>2]YJT M4T8+2\75:'YZC65+^HW)=7HU# LHWTLOK2VO6 MPO)J6.,?
P=6P&^4YJ0LO,53A7W^^D8ZY80IQ+TE1]K+&"N=BT5,$S[;D)56 MA9;;57NF5N#>5RA0Y<=3],KZ<>(!BTY,L ;B) &:/ '@MWAGM2R?N M=$[Y[OX)G.D]FG4>W-
+B@9BS.IB=B-IV=/V'OK(06;!W]HB]]W8EM?H] M!.9$W!KMX&R^C=-.X!"L'Y66.E.R$@O<)!#8. '/^=)Y"PK^ZU"$(H#SPP!8 MEA>ND1E=C1H^RS[0Z/K[ITY?
3']XPKWSWKWSIZP?)L AD$^;^85$*1](&$C M+>7"EP3)9:9NI-XP6UHMVUQY/,H,4]U=_)6BB8NB#YS;!D[I8,7F>$30AB^#
MY<7=+4K";ZVR:1W*$]9ZL]K&@\989NA8S)UHR-;*\P$MCK78;AP)VU;D3D1& MUJ-R86NL;UU2"V.\-IY$KEQ6&=!O=MW
MXOQ$!)@]6@ .)$L!/_ME&]6#"\'FH3"B)W'#$F &//X5#2#>/XHAXJ,C@7TI ML0I'1%:&^%O*6@OFK(X'CP'4.2[D[$LAE17-7L5B,%U <(F&;\.S;?8&T5WK MX$VD-L-
Y3+:(/3-0^4VD$5/W1*Q)U' *+>PS"7)>@:*4V.,P&33QX B_*#@4 M$1Y+FC52LT0"3JPG#PU72BY5!6ZPH"T]D&[I1-"7AH7A4F"JP-RAFF6TS)3N M@O
HL?/6QLC3MKCTN9UGGBM %\L#!7 (]X6U.GA/7.CL5MJCK(5P4O0FN- M?@,(I(^H!ZX--;S5?"USI-]T >:?#(Q3#\!AYU_<3I+'3_2)YWV?>/YD@?\9 M]:VM0VG <?F-
D/+6]EV@ M'!>)-\R+>"E,+,$',SMR]3XH?C@DO9,HQ-:)^>)3J&7/IB]/Q()6O$5\Z!ET M]!$%(1.S5]/C" _&V9]^353@0EP5WNIUO!O0=F!;*A=(5]BMV]FAIP/;=7MFI M
4OM]A 7#X&&P$!,?@]MR9?6M*L21:_DSK4GH"6&?.$&;B<36^WU583]X:UR3T28:A M[@B,A9S^5)O88I\X3CZ8BIEXA\MKA8 'Q1K]=:/',!V\X=#L-AZ<\?H$#0R#
M"HF/\@N_O405OCP_I,+MRD?4]WI??4DKP3^, -KQ"*BS34_'P.[6$68*C5@P MG54\Q>.4H<*6FV2-7=L948/TF-)21PIN0/]!XQXV/;9JE?L<[RKV"W>:2B8>
MX&:_XU#1.VU8'670_N=EF6#N]H4L;CC)"FG4RZ4A2HY"[.H*M6Q8GWOZ/W MG^ DRWL=,36'.9EL/GLAVT?N\74;ZGD3S4 $)>G17>Q%;!XY&[%-
A"#/-32T:)=^M@(9]-G085[MJZ&0?0SBKNLQ&$9_9L4R82)9@LOSQ0UHYUJ$?<>9=:FRM,Z@NPL^H/_B>_T'4$L#!!0 (/I(9UG*+*!M[04 +X/ 9 M >&PO=V]R:W-
H965T?%05]H=]TKOF\/!P&4EU=)MFH8TOA3&UM+CU4X'KK$D\R!45X/1 M<+@[?72O9.CL'9C3XY,ZRNEZ<8*Ul:UM,$]LSLN+?56RQ\5M/2\\+@Y*B1 M4QJ3_]+
<6+P-.BVYJDD[9;2P5!SW3K<.SW9X?]CPBZ*96WD6',G$F#M^NT-VB"K*/&N0^+NG-ZQOLQ4+OR*6=R[M]L36>N\]9,P/*B5CO_R(>5A16!_M^(S *
F,@M_14/#R0GIY#6W\$$(-TG!.:2[*V%M\59#S)Q^1MP]* M2YTI68G3+#.M]DI/Q8TU&L\9H0+>B8U;.:G(O3D:>%AEV4&6+)Q%"Z-G+!R(M:Z-]Z<2ESBE_+#^
MYW+HX7+9Z,7%8ZIV13;P[X8#4<[+^C;[E*P'?1M/Z-O M)>CS4NHI.2%U+BZM-5:<&VLC@)SX[73BO 6.?E^7A6AD9[T1YM:A:V1&QSV0 MQY&]I]
(]ZU=;N\/W+X2PTX6P\Y+VD5&XFK<5"5.("W*954W /%Y7HAM]Q"5M M[L1I;AI/>8CSH 'B5[K:T+[67CMR6]PE2@-UM/,5

\YW|&5#-;N7]>^\,-7,RSPHV):V MM5G) 3MV|">Q^G)9:I?"OCN;$@_R5AQ9'(410<-%U|//QSB<"63!-P3(48 X MW)TAA_(U-70^57(/RIY&;7;@7'72"
(X+FY2U4;C+4<[,5^R)B9;!U2/=U$Q? M3WV#6NV>GQ\UW'4:R#X6HN & M2$#B 7U1[V+D]$7?<7&K9 /WB%4A%3#,IH)[%V"FX(_%1KOU/R\%H-,?7]9O
MK\U$[VC.9A[>"\W4$ /F/ X0IL%/ ^CC'GT\I'V^QFM8M#4#N86%I3 W!^ " MUA33!2NVH09[*@IXS74N6V$T _+IAM=X\)(S@^8N. -88?1DC1>8BQ*,997U".8%?$<47-
(D@6'-!E-S8H)M M(KAC)1?"PD#U5.0,7D&4CFR+1U88]NZV8[34,>\[*2!),EC2 U83-'R5)NDU M7"6$7 ->;;RX J^:4DSD!T 6"%W3KF04?R%!.B$"5 &U!?
>5[2BR;9+"0*Z3 M/M?)BW-]8BUFE9:E8B5&L(#- 99*6B?A'A=*2[F>-C,=])ITW>*??&U]=W1 M>GZT/H"2K'!Y+T\N<^C)3Y'[QBM\8Z^@CA+;3M.L UO1D'L^C3+X
U5#2P$ M;V@]L0$QZ E)4%%,8)3$, H"6$HLT.H (9X/LQB2+((D3F"]M[AP<8SG4P{$ M]Q:?
6@HAH'060A@1>)0&67QF!I((V92&#D!@6QSW1>6!BG:+@U;9R%Z%UQ#& M$!+D!Q*E3ZE%'Z :UZ>9Y<]-'(Y='V7$R@V0*>W)E/YW,KUELE1T5_$<%OBF
M7^+2H)5_52\&"58^(Z*(Z'_BUP?!K;VU<77)4LR6D'@T=DFQ^74](?!>&*:$ MJP'%:+^74/WNY\1TJW?]$@ZN0W2/>K_9?H$7W\C\? M[_Y/#U1A:<2RRK8H&MR.L
BH[D_238S) M-=! #.?_ %!+ P04 " #Z2&=97 :T 2L$ "."@ &0 'AL+W=O2#\F"%=[11]-BFCA>R:D MF06IM?DD#$V48L;,AVL]
MGZK""BYQK<$46<;TTQ*%VL^"7E!OW/%M:MU&.) F;(OW-@ TVKL-$2\PRE MX4]"QF06+'J3Y=C=]Q>^<-R;HV]PGFR4>G2+FW@6=!T@%!A9IX'1WPZO40BG
MB&!\]W0&C4DG>/Q=:__D?2=?-LS@M1)?>6S367 90(P)*X2]4_M?L/)GY/1% M2AC_"_OJ;C>]#!6994P("X=$FYMYL.,$NP'? MK\$O^ZT*[S&_@$&W_UN?]BB;]
$8^#U#5[1MRP,[1@#URK;<,E<5#]P,(:* MXRA0'1^:7Q67%KY03"A:4%+$\>R/Q<9836S[\U2$2@##TP!\,V[?-[]NBX$ @]@76AHY383*Y2@<6H/?A3B%MU
MGD:\D")$*LM5&2]GCW@$>6TSUSQ"V#/BF(%$">H,9@*?\ -$$T$@8B8C^2-< M< :],:PP0:TQ/G4A9YQ2PF1!G06&)2-@!)\8U!CHO!.DXCE1&1GXYGTX!(> ME&7B
/&E^=$5M&1@U&1@],8,W&&DMI+_3?['9&]+)XR4:VF7T]4&7*"UA7V%5[)ES&)RUI(F@<:E;B8PT^4V>7 M'0H$8F9Q C=R1WXI[7"?P8#6EMH(=T9*-1.X9?
H1+>G)M8]+B#3WKP[.'946Y\0&+?ZIGJ6IR.>Y\/\&CHC/);=X+]@ O 5O=[EP;W>&|SK MM5)]W%!]W$[U\I5W3MZROY2NF?V0,@M?D5KFBG[]$CC%YU;]I_F\:
((:WXK8AI_>32Q3)5N)>LNGK(8^:!5F';.XSQ$4:@[I2!*K2+'L79N$Y$ M<52".R,Q30>"26IL_C5^F<7AX)"%X>CR7TREUU?2,S/JP5K3R*7MDZ,P_5R
M4].BW7)I0&!"HMV+'ZGSZ'+Z*1=6Y7]BV"A+\XO_3&E@1.TNT'FBE*T7SD S M@L[_5!+ P04 " #Z2&=9N;9#X*@% #@ &0 'AL+W=O;=/7?WW(LN*VV^V%0(QY[R3-
FK M7NI<<3$Z=)E4XMXP6^8Y-_7(M/556_<:UZLY"9U]&*XN"SX1CP(]UMQ;_T;+7$ M,A?*2]V8$7_@=RDJV[EGY,E:ZR_T.P/EK I-:8.)Q!T,>Y2UW
M?'%I=,4,G88VNO&N>FF DXJ2\N ,?I60%5K!AR3#WAF7'L/G. ML/:&;6TXJHE5"2,@SA*=H678" :8&B%><(8AXT[D:TA3VC\#R:'?B19TF7;N M7H:AL?UV?,R.V
1_;WXZGXPG[W$WFW<>E]'74EH9.@I2XE1N/V?B,G9^RSUJ=1-RFG0!(0(6;RV\B!@738S:>LSD[.\4EI*E1V/R? MMW>/VB&*X@G]V@I
ACU<3NDRF^+Z;NS=V^^X5*$VA9%HSC)[9HTW3GN=D?<, MP$^H"<;,BJTP7$6"1=H"* *MD48Z54'D"I[])=V'TQO"<\0)W6YPB_[E2NH2. MF.Q_$&M38C $(%
(YX5,)^Y@VH$($Y:14ER8"XO4SLZE,'"FGPT9QR@I"L#N3 M&)VSA!N85? K(V4%@IQ"H4L'8):TK^',+!FVZ.X!'B*EZDBE],<*Y54@ L D M
Q4P:C)"HAD2Q98(JP(XCFYMO@CPG^<;^GW*[<"3X[^0]4E0I#$0+?V"(D/ _M49:'^1;2$$N#5+U,'\'!6\#I6B!YA(GQKR5GZ]*BABPH9U%JGS6\F@VZ^&R?
MW>YD;:=O+(VAP 3&8DM@26D"K578&2!]//@!7Z !#+*S%I6BB1#S"D4;ZFC^3@X$Z'VO.4%%^7ZJ= M^E&1+,#79[R+LM)3&*HK@$(_T4G2Q/WNEY/9BMW=K]
[PO'A_6S?,NT?S*>9\ MEE'4 ,USDN2M0.9CAF09<-V[<(3>4! =UW$]*!)UJ30[20ROEA4)^*E\\XUE MDL@(9*?15B.$03 @P&!5)RKI$%L6!;PKH$X)TV>/1JZ>^EY?
YO/G2$&5RBAE M%?HX!]!)"W2'SV/>&0GP.[3EJ-RM-K1E-#;Y!I/ R_Y /'TEM=[)K7&7VEA7 M/@V1, [+,,2P'$I%/V5RZWN(P!)[GA?6^:!)^AP5K0)@WZQY;Y<;80&B;#
MGAT[05AFB*@T%6@+V3OV#VK[\&WZ2 MD]QCG=A6RUJ&Y.&\Q$X;^JY6]E[A?:% LT:T"]D%RC7S XD[=HMV%\; N!^R M=\3.VM45$ V&1C!R'*,1GQWOIK*?
Q9W93&VZHW?/7H%U8?-,FSUN^/AV^@3<$ME6282B(X&9TB)"=\;X<'IPN X:^WP MQ>!O,>-B8>@ ?D\T2]5^(/M1]_B'U!+ P04 " #Z2&=9GK@_]L" "A M!0 &0
'AL+W=OH31<2="XF@47\63>< ?]A1\<-V;O#"Z3I5+/3K@M9D"*' W#H$ M1ML+7](0#HAH_-YB!EU(Y[A_W]%?^]PIER4S>*G$$R]L.0M& 12X8HVP#VIS
M@]M\^@XO5\+X%3;MW30)(&^,5=76F1A47+8[>]V^PY[#*'K'(=DZ))YW&\BS MO&*695,M-[#=;4)S!Y^]]R9R7+]B+*PF*R<_F]W*%Y16:8X&3A[94J YG8:6
MD)T]S+0=E#'=*VM+ %UE@\:] 2(PZ6LF.UCPY"KC ^AS2Z R2*.D= MP4N[-%./E_XGS3>XXB87RC0:X>?%TEA-_^+7H8Q;P-YA0-Q6+A0 MMD18*4&-RN5Z
E0$B]42=5<)N,)[XF])H5K+CE]QNJ[K8HFMP8^PBB.W=H? MPA.U)*IC#D: \/AF*P]>& ;^L46-6?"),%386Z%HY1'/4A3D;P]"P$3)\- MQB2?#
<=C%YSFCD&P"K[>7G\C\L;"R2]I:5WNO]2%)X\T\3OP[0/AXH2[K5- MA7KMAX-[DD;;MH,Z;3= +MJV^WN]'5YW3*^Y-"!P1:[1^; ?@&X'0BM85?LF
M7"I++>V)&PO=V]R:W-H965T\&>;Y3^9DI$"S\](Z5*#,,P' \KQF5O=N[7;O7L7#56<(FW&DQ354P_7*)0FXM>U-LMW/&BM&YA M.#NO68$+M/?
UK::O88>2\P]EX4]"QM5%;QZ=7:9.W@O\SG%C]M[!>;)4ZIO[M^)A?]$)G$ K,K$-@]%CC%0KA@,B,[UO,7G>D4]Q_WZ&_]IZ3+TMF\$])/WAN MRXO>M
2NOF66S"=S#' 57](IG3VQ#M[+N.# M@ NL TC" <1AG!] 2SK_$H^7'/+OFIM,*--HA# G2V,UY<)?3SG;8J5/8[GZ M.#,UR_"B1P5@4*^Q-WOJ*AJ';P]8FG:6IH?
09PNJM[P1"&H%-TH6;RS]"IS] M3UEZ&.M1/W?^9XJ*R%C,';8M$59*4#59P!$6ZQ6J+N6*W"\-3L/PF$0E5QH^XOFT>.3 MM \3LLW]
[B6KE"8P"HV/%#>F83)#"IFQAD##/IR,Z"\=)*,)C ;320HW: SU M!JV) ZB=/AE"D16_1CU-@3S[JAO/_]HZKR\2YDU!'0>BIV M 6P0Z PD2H!+]X (Y'OL,
[*VJMON6FCTR]2_;$FTT%%;*C_Q_,V\0LTS-H#; M]SF<[.WV [BWQ.!/QSW;]\;E::U5AI@;6&E5T0HW(*G1K[:D>P,UUHQ39C?Z M_Z0IE[!JA @H.
A+=R=1,6A:TW2>)G8LX\($/NS$R&^->(!],AC!Y]@>]VS2 MD&3)LQ+PAVVE.<62;A"7_ DAE9-4;;8+K,#'>'(($;&PYCGE4%,#!>'(94[%
MA7!$D3]+I;4O9L@8=2>GP61.SC%M7-@H?!149EM*%E >WT$M&D-LM_W. :-5W.<.?2?4 1=U<>=9O)6%'[^!E%],@'AU[RWR
MT0EWH1T'OMP7S=+@]\8Q3/'K:IQW%1>'T73@'3G8.DJV=DF+DF:HY=\TUWBX MG6V::&G+DZ840W7A>,J=2-8F% GX*BM09E02:B,+S2BO I@_$YV!"Z]!D-X.
MQ\4O5+#V3%(=!^-1>!P\=0T.]X83Z@*%'\&H?ZE&VG9.Z5:[*6 >#C>/XNV(M^(GI@DL# E>D&@:340]T.W:U'U;5?M19*DN#DW\M*<-1.P':7RER9/OA#NAF
MW]D 4$L#!!0 (/I(9UG@OG-8]0, &() 9 >&PO=V]R:W-H965T M#%NM8&%U'E M?7,5QYA54$1\M0T8^E)85TM/0U?&V#B0>7"]=9PFR7E<2V6BY3S,/;CEW+9>
M*P,/3F!;U]*]W("VW2*:1-N)+Z]L/$_$RWDC2W@$_VOSX&@4#RBYL]@LD8X M*!;1]>3]9L;VP>
W!1WNO0NN9&7M5Q[\]]]4BNHQ$#H5LM?]BNX^P]>>,\3*K,=Q% MU]N>DW'6HK?UQIDR]7IGW*]X6'/X3)YPR'=.*0A[SY0R/).>KF<.]L)Q]:$ MQB^AU.!-
R2G#B_+H'7U5Y.>7[Y61)E-2BWN#WK7$MT=Q]"17&O!X'GN*P99Q MML&[Z?'2-_#>B4_6^ K%SR:'_+5_3+D-";;;!&_2@X"/T)R*:7(BTB2='<"; M#@5/]
[T#;P[<.I9LA1>52Q-+CY"7BI3BFM6BO(*4-PIS+3%UH'XXWI%YZ]B M/\=8Z8/.QH-R9UUA(S-81-0Z".X9HN4/WTW.DY\.E#0;2IH=0E\^]@TE;"$^
M4!N*HU\LXO&)^$P]37-/D6NK);/5,^A[ZPFODWMVQC-J8D-AWNI%T*2 MH]"]BID-\9FD(15'] 6>V;"E@IQ^88-BDW/6.@V'@H%<_7=(NG4DKA^'
M<(5:AU7S5#+ZD*; 3C9(U!R=3;=L;7G[1D%'U%M(^\Q.1K9U(VB[%>@)(U]WXU A*I#'T88[_(Q7=O\'%C!F8SOB6T.WB[%LR>@ZH)"T15:$H
M6N%L30=7UM:M#OTS5B07% 8O9J,TZN]^0:P Z0QI!$DSSK9EM2/VE?I8;[)1 M7NJM:V_T?]*57FS)NKQDX-N$4W1E/9W)X;6BGR!P;$#?"VO]=L !
MAM^]Y3]02P,$% @ ^DAG6;&ULM59M;]LV$/XKA#H4*>]&+Y9=-[4-.,F"!F@P+VZ[M#\,^T-+9(D*1&DG%R7]|C]0B*[/B8@'ZP13OR'ON.?*.ONE.JCM= !CR4'*A
M9T%A3'46ACHKH*3Z5%8@<&4C54D-BFH;ZDH!S9U1R<,DBL9A29D(YE.G6ZKY M5-:&,P%+171=EE0]G@.7NUD0!T^*6[8MC%6$\VE%M["\ZU:*I3"%B5G)0C- MI"
*-K-@$9^=IW;_V "=P4YWYL1&LI;RS@K7^2R(+"'@D!F+0/%S#Q? N05" M&G\WF$'KTAIVYT_H5RYVC&5--5Q(_@?+33$+)@')84-K;F[E[C,T\8PL7B:Y
M=B/9^;W#44"R6AM9-L;(H&3"?^E#-Y)BPE[(R"E<9VIGY%66*?*>\!G+RE:XYZ'?3T""P70ZS!N3< M@R0O@'PD-U*80I-?
10[Y<_L0";6LDB=6Y\E1P!54IV08#4@2)>D1O&$;Y=#A M#7\Z5]#)GXNU-@H3XZ^^F#UDV@]IB^5,5S2#68#5H$'=0S!_^R8>
M1Y^.$$Y;PNDQ]/D*BR^O.1"Y(1WRU*7(>9S'^/CF%\+(!O)L0R9V!)C+[NI M1?8/'H:QR];5O7/%]JX(-01OQ$"Y!M5>"Z$B)Y>0-=K8:8<#=*$(U1],=CLX
MHVO&F6'HH@1]#SZW@!U7U@,6>%8K99EAD3&-_ATC/-H*7.6BGE.1(6?W6-GH M"$-.>H#NR [KVGZY%-OW!E2)I;DVGLVN8%GQ+#9-K3;?
J^E00]+Q3)P$2U\)#=4W=GSL>2N M*]@HRPD\X%.NP=^+Q--5 MY#T>DV+WU-%B]NA]C:_D&2"P]LWDR1./O6*OSD$Z]R'O[_G%U%/DN1="W(H M'$/,\(7!
(.T"3C5#=SXY3Y)H#[.'0Z4;/*:0XO\1C8=QAUR/] /)W;;'CB54GE':>#X>1#)XQTD,;#0_F@ MI']:AHU'SU+]4'Q-AHV[(1T(K\NPCSTWACK[>W5Z)<)2ZD!Z=7IU,
[6%M$HW M_,3T&@TF2=H)P\JC [GOOS'LM"\EJ*UKTC0&5@OC.YE6V_:!"]_^[+?[)A)? MUBU&1CALT#0Z_8!ME_*-F1>,K%PSM)8&6RLW+;"7!64WX/I&XI/=-9!VQW/
M_P502P,$% @ ^DAG6;$:QU,G P] 8 !D !X;"]W;W)K&ULA57;CM,P$/V545BA5]J:-$W+LK25NBRW!V#%:<.3.>R6)G[_^]$!W\K)6F950YUUS$,>45 MUH+&ID'--
UMC:^%X:\N8&HNB"$ZUBM,DF<>UD#I:+<+9M5TM3.N4U'AM@=]Z M%O;^$I79+:-)|'#P09:5\P?Q:M&($F_0?6]N+>_B/4HA:]0DC0:+VV6TGEQ<
M9MX^&'R6N*,#-7@E&V-^^,V;8ADE/B!4F#N/((CO#1^C4AZ(P[CM,:,]I7<\ M7#^@OPS:6=*]Q&O"F_]_H= %OM!.Z ME*P5UD3H"*XDYA/8.H]7C M1Y-
Y\NR$AFRO(3N%OKKA;BQ:#MILX4'/L1A/HWRL+9&<2=*78+S%>_;4?Y" M L?7><7IX;74W598>^^-16U:[3Q]V=-?P!7F6&_0PG02BC6%06D-T1#.8#Z:
M3.>PSO.V;I5P6("L&R$M-[2#P6249.GP&(!&-X39*'F:<6'ND)QTOC*#R1 & MV>Q\"-R,W&]:F\-:U/D]<,$T,45H\N([]XSG('9A'WY+K]?H'U1/<0;9:)[. M O
7Y$:VF)M2_GH7_X1KI%/8VZT M[F?03KHJ>!<'TIC M!;$;2M@TQ*7C&C,8 COC$/(QIS%VU:2]! T.DP+A2?] MGA$MK*WUE>NT\[2&;6O#A=3=
[&;O\;&7&!],CQIM&68D<=A<[VZ0[$_W8WC= M39_YMT,?RML*36!PBV]D\N,GLPAL-Q>[C3--F$4;XWBRA67%GQ*TWH#OMX8E M]QM/L/XK7X#4$L#!!0 (
/I(9UD'2U/A:P(&,% 9 >&PO=V]R M;W-H965TT44M7,4*C6OFX4LMR!ZLH/@^#,KQD77C)S:TN5S&1K M*BYPJ4"W=8U"X#QX Q#V@-
#I[@YR*F^88:O\3Y)&G2%.UV+\"CA"ILQ1,%"(,P/L(7#75&CB_Z;YUP MPW562=TJA)]7J3:*_HQ?ATKN&./#C-8ME[IA&\N'=Y"SX?$1O M/.B-C[$G*W)?
WE8(LH"EDB_*K^P+]ML$Z1>5; M_I4 Q_;ME=@AVIOU_3747]S2BZ$11BD*++@YA?,PG%P"B>'FNKO_?@UJK6SMX9,ML)T'AA6AQ?D
MJC/.O_3N^7E@:LV%A@H+@@;C3U,/5&?I+C"R<39*I2%3NFE)KR JFT#[A91F M%]@#AG&ULI59MC]LV#/XKA L4=T!G.TZ:>VD2(.E=L0WH
M=FBNZX>B'V2;B873BRO)E^N 'R4Y;MJFP89^42B9?/B0E,C,=MH\V ;1P9,4 MRLZ3QKGV.LMLU:!D-M4M*OJRT48R1UNSS6QKD-7!2(JLR/-I)AE7R6(6SN[, M8J8[)
[C".P,VDY*9+RL4>C=/1LG^X!W?-LX?9(M9R[:X1O>^O3.TRP:4FDM4 MEFL%!C?S9#FZ7DV\?E#XA^/.'LC@(RFU?O";/^[YDGM"*+!R'H'1SR.^1B$\ M$-
'XW&,F@TMO>"COT=^$V"F6DEK\4<4'7KMFGEPF4,.&=<*]T[O?L8_GI<>K MM+!AA5W4G4X3[#KKM.R-B8'D*OZRISX/!P:7^4),BMZ@"+RCH\#RACFVF!F] M
^.U"2X\D59.T-?.=FYQ2TSBJNMA3LTL&Z803B[9Z5 >S[+'#GP M:EG5@ZTB6/$3L"MXJY5K+-RJ&NMO[3,B-K K]NQ6Q4G -;8IC/,74.3%Y 3> M>
(AV'/#& SW:C\O2.D.7X].Q>"/SD%/IB30^P[@2"WL"*65[!4M5PPT7GL(8/X;YA_1M[1$//)X9CX>_.
M6<=436$>"^BTR^B&K*'NW>R^=V.C& W5#>E0'IF%C1;TQNTUW#<&\9N[%1) MA[*DM/MR_D5^3WWWY?;+^$"*W'[@4VDIZ74?H74V.H?)U20=TUJD%[2.TZL@
MCV!IJ0N1VTHKP@D=AK(<@]8F,8 Z73T ?N]X(Q.HG(6SXAS&Z02>/[LL1L4K MDO-!OOD?*9M<701&D==TX.4YWS<(|I?O@:Y4RWC=LV@]4S74?CSE<%]MS'N,
MP'%ZLL"5T\!\F^"RDSZBD0]?YQC(,$W5Y7H M?/6X D<&%1-5)YCKTUD>KUB/L#%:PI],=30+H"A"T7.@ -Y@:<+A*)R-(YDC M+,DG!+H*GZ:$L.B=0^I.:
MO'NX'IG3G3G6#:*#IBW1;,-HLE3/3KG8OX?38?HM8|_JAY'YUMFMEQ9$+@A MTSR]>)F B>,H;IQNPP@HM:.!$L2&)C@:KT#?-U[_<8[&/X3+/X%4$L#!!0 M (
/I(9UFH'-0=!@, %X(9 >&PO=V]R:W-H965TM$%@"&O)1>ZYQ7&S&]]7V<%E%1?RSD(M_#*5]J0&IVKFZ[D"FCM0R?
TP"!* I$QX:=>M#57:E0O#F8"A(GI1EE2M^\#E MJN?=>-N%$9L5QB[X:7=.9S &\S0?*ISY-4O.2A":24$43'O>W\P H"#IFQ#!1?2Q@ YY8(9?S:<'KUEA:X.]ZR?W:^
MHR\3]F$@^3/+3='S.A[)84H7W(SDZ@ML_(DM7R:Y=D^RVM@&'LD6VLAR T8% M)1/5F[YNXK #0)YF0+@!A/N UA% M %$SM%*F7/KGA]:=I5<$66MDZ8SN1!&
MDZ^,3ABWAN?W8"CC^@+13^-[DN[Y!B78C/]O(Z5=RPB-R M/I!'*4RAR2>10_X6[Z-KM7_AUK]^>)))P#/-K$@67) S"5H.>P;_#HQ-RHCK< MD>.+CO -
"BIF0!X$&:"?"B\Q>6:F(-WT] N=\+[?20Y)WA95U3E/YIB6>W5 M:M[+YO^MGM,,>AXFN :U!"]]_^XF"3XV!>(_D;T)2ZL.2^L4>]]'&1."B1FF M)*Q>5:][@]-U7D?
]<)LTH3#%"F#ZS9&2E7=K)H8.7<-82(-%ATW+/ ')0U MP.]3*H7G2WU!+ P04 " #Z2&=92V._F(D% %+ &0 'AL M+W=OS:;}3:9+S^Q)5NRQCY<\;GA;
[]Y$W>CGQD*PWHC]A MS*9;MN:/7#QM[TMYY'2499+QO$[*')5\=36Z]BZIWP0TBK\2O]^./],ZE:]% M\:T^N%U>C=SZBGC*%Z)&,/GGF<]YFM8D>1W?6^BH&
[,.//[\0O_<)"^3^*AV'_A;4)AS5L4:=7\B_8'[=@=H<6N$D76!LLK MR)+\\)?]:"?B*$!RS &X#.$+0!P6M'"-N)G7GD'LS<80) M-IN6Q1Z5M5K2Z@_-[#?1>
[SCZ'9&D8NMUR=>L MJ6"Q0B_??21/O/1[-=?O,C]PS3ED# "":-_,*4X05>S:A)%L2HB0Y$?>!-51 TB/\:=2,DN[+(+K=D]Y8G@2_0H MF.#&OF(-?^L=!@DCD# *!%-
I$'4UB,ZT_"/(XD#"""2, L&4XHR]XHS?N_P/ M@>'1>@SBL;;Z#9JQMJD\4..%D:\S)N[C]6F#*WA M;IV_(&$$$D:!8$H-)ET-)F=:_!/(XD#"""T2, L&4XGAN_[CNOG?
YMY"2S(,M?&W]FT2QW@_(B\.M6<$;E1%KKD%>$>&Q+-F>"_=\1?.4K$Q)FD-?NM=!DHC MH#0*15/+@/LRX#[U@18,52)(&@&E42B:6H]+>I7E6GV'M!;
[A62#2>X%!- GU M7C 4>6,WT'N!017%%8E>T%L=S^YU/K,R0]=YDID?!^S1;[]3(&DE:A:&H= M>E/FA>=]!]!^#91&0&D4B]:6J/=LGM5U6)M!-/S-
'_RW@$FD/_03@T@NGWGQN?H]'4#I1%0 M&H6BJ27][9MG-2#6/C 9K$L<#@"011@O0\,1>-P\$Q@$+DG['N#1"V&Z#[M8I>*\]*/-[-X'V[W/XUZ>,&8'^@H*E$9
*M:12*IE:@]V8X,%3+5MH#0"2]-0=$5O6W#]I=IMB80#E;EL <,-1-?;P%# M#8ZPW@(,HJ-FHF;7.QI=SS7WW7,F!KH6RA0&@&E42B:6H#>D.'QN3H_I&$#
MI1%0&H6BJ27]#1NVOU&S=8!X^_NO-X"A9& %#)I8?U=H&LH_|:X0]TX'VYW. MO,A%R18"W;%\MY(?=F62KXVI@KZ: J414!J%HJG;AGISKMGZ@@^J'<#I1%0
M&H6BJ27JO9MO?]UFZ0AMI+(U2'ODGYLT>DLP:'SMM0(U:7RM(SA'VQHS7]Z; M_:056A2[7!PVLW5GNSVKU\U.3>W\C7_QA@^P=*]=)7]&4 MK^10[L58]][IRL.?
T<""*;,.I\FLA1)$U'S><+7E9"^3WJZ(0+P?U -W.W]E_M4$L#!!0 (/I(9UE0-M4$?@,_&@1 9 >&PO=V]R:W-H965T37B=AK$!E#W^(;"7!V5D4EEP_F@JG_.)%Y@1
85,&0JL_W8P!4H-D0[' M]YK4:V(:X&'YB?U3F;Q.9H$E3#G]E^1/J?&&'LIAB;=4S?C^;Z@3NC)\&:>R M_$7[]F]_X*%L*Q4O:K >04%8]8]_U$(< #2/'1#5@.@8T'L%$->
^%1 KP;T M2F6[5$H=4]QP,A9\CX3IK=E,H12S1.OT"3/S/E="/R4:IY(9[(!M 7U 7[$0 MV$P"NDA!84+E.]WZ,$_1Q9MWZ TB#-T12O5DR;&O=&A#X&=UF-LJ3/1*F!&Z
MXTRM)?]3Y9"W\;X>-H-3R'3 M\- &;V43-[,0EWSQ*WQ3SC)@RNBOO3
C\A']]T7W09\5%/*;3>^*L&W@XDB!UXR=L_PG[PT2:62[+4$5E+R%XC9*^+/;G),KYE2NHM*0.R MPPL*
[Q$#95.P8NJ73&9[W"7#7C#V=X?"=$8[5QA;P*@)V,KWJLGWJC/?>\'S M;:;0"%.PVK(3?NXR<4F6.B)KR=9O9.N[]EO?I9_NR5)'9"TA!XV0 V=^&[Q8
M_J/PR&Z=P<[5Y66\P=#NMF&3[? DM\U ;05#EE7T"WW59S51OU1_H;\H7V"* MIN6+'(35HITQSUU9+LE21V0MK4>-UB/7%AVY%-(E6>][K"5D&#P?\8+.9=N6
M4F@IK0>XBF1TX)?@,CAVZ$F]TNX!_=^$#\ZT87?"M=WL#ITU[IP3MJ+0N-.] M2F>D'54[;4%5M;Y>A9Y'=GM/]@RNHMM*JO,I+5)X.JEM=T]I\+K@I+\E'[;?

A];2Z]# 35-\@ M[K!8$281A:6F#"X'^@0I[FM]55%\4UYT%UQI/Y?%-> (./;N>,[3QV?Z3I1IL-=S'*RQEM4= F-T"VW5EG1 M%#-)>08"X[ES[I\M ;$)*$?
\07$K&]=@4.XY VH:'U=SQS,S0H:1,A)$?VUP MB8P9)3V/;Y6H4 ^F"6Q>/ZE *.$US#V1N.3L"UVI9.Y,'%AA3 JF/O/MSU@! MC8Q>Q)DL/V%;C?4%H%ZQFD--M]DX]2':
<6Y]&W@DIJ4BJ/X%*G M5"]]"H$22+:"7U6" LZ%(-D:=?64A'?PJ5"" E;HD7!W"PT%>$W2 'WS H4@ M?U/6&O/F$A6A3+[52G>WE #FU5MX!32#:\]8F<;,51K,3,^-
HB+'41P")8 M'X/G'T'@!6%'^-(> @O)='C8%>[]=-8Y#>]R0&]/?\17%TMNWBL F;K MGLF<1#AW]-Z4*#;H+%[Y(^]]UUT XFU6,.:-2S5PP.L%X74/5*V2OSGE>Z#
MCPI3^5<7?3@D 4!B+?]3FO[$6NG?N2(,\D)$B3Y*(-*KEZY0$).%+G"K6E P MG=BX%#.G]68QFL[<30?.J,8967$^$"I@0UB!P&-#HZC>]IEZ&$0BI&4UGM:4
MIU:IN Q=++@I%Y)RS6SBO6%/'U6,W _<7;-)33/IM ;VQ'/6O7E@4-';U5R3QE5CYWVP'K:-P.5 M6G,Q3T;=B]EO^"S !Y=S98HZ.:P:O3D&4FL3[UV0'PR_E/U!G=%0:NT,
[+V1 M;S4?O>U!)=/] KI [M[P^';\Q WYW.OTG@\5& #F:,VV-[Z^:O MT]D3NY?S74/QO'R_O>=*ORV7EPD2S60&Z/LQY^]I85Z9Z[](M%M\!4$L#!!0 (
/I(9UE(8Y]FI@(#$& 9 >&PO=V]R:W-H965T MRPI)6,JD*9FB]EKZN%++4.17"#X,@\@O&2R\>.=M"0J['7L ;&F[Y,C?6X,>CBBUQ@>:^FBN:^:U*R@LL-
9V<>])BQ6IA;N?Z,FWB&5B^10KM?6&_V!AXD MM3:RV#@30<'+YLN>-WG8<0C#5QS"C4/HN)N#'.6,&1:/E%R#LKM)S0Y8V0_H89I0A;;BI%6I@90K?
3(X*+I1BY1*I%D;# M"2SH9J2U0) 9W.4(4UE4LM'8FN:U2G)*%]U1_5)4S*T>SM P+O01J7RMC>+? M:SKO&*ZOIW O(0;+H1%&?F&@K.(?K()9-
($$KX2R!=6GD+0/X8P"/MPOYC! MX<'1OS(^Y:9-4-@F*'2Z_5=T)[4FB]:PDRGX=4TVN#)8Z-l=](WDH%O2OK-S M7;$$QQX])(UJA5[_ETO"C[M
>ZWP/U]ZO%]=9(I61I(F,XAV,*5DS4[M82E.%THVV6WDK0\ 5* ZR;)6I9HKTL=](P =7VB;Q) M$+THT?#C?P3^3@>PS?2&J24O-
0C,R"DX_4#\]FE0S<3(RC6%!VFHQ:AA3CT= ME=U ZYF49CNQ?;;]EXC_E!+ P04 " #Z2&=9N2\@7SX% !W* &0 M 'AL+W=O2*!1SG6
M:WFXYN)9+BA5Z%L2IW+D+)1:7KJNC!8T(?*,+VF]/YEQD1"E3\7J9BE]%X@F24)$?]C:[EUC,Q0GCA_M-B#U8)Z(I-<\ M_I--U6+D7#AH2FY"P=/.? M?"N$V
KPNWL"@B(@>&M IPCHO#6@6P1TWQK0*P+RH;N;L>?"8:+(>"CX&@ES MM::9@US]/%KKQ5(S41Z5T)\R':?&D^AKQB0S29,G".ND2<54)JA$))VB7]6"
M"C01@]1SJN>'DN@431*>F:,'&O%YRK[3*=(S%DVDI+HU)PK=9N)O&7EBL<9K MGOX\2W3[$::*L%@>:]271XR./ARC#XBEZ([%L>G'T%5Z9*9 ;E2,XFHSBF#/ M*!
[I\@QUO!,4>$&W(?S:'HYII,/|/+S3$((MX9-L?H:\ >&A/?QGDNKP3E.X M][-9IC0H4QKDO,X>WE4F=8LL,K')+?KK5K>A&T43^7>3OAMDMQEI[M6E7)*(
MCAQ=CB05*^],/_[@][U/36I#PC D+ 2"U?+2*?/2L="/W(^7>LIWB3)K*? M1YK:OAIW^T%OZ*ZV9=V]J.<-NO6+L+4/;>4"@M7DZI9R=:UR_9(IP7[+=#TZ
M0;>WUTV]60%M)RTD#$/"0B!8+0N],@L]^&+2@\P+) Q#PD(@6"TO_3(O?>NO MXR9=Z;LQ% K&VI0!:W#;#$#","0L[.]4Q$Y9#FNRGI>URGEME_9TK$B,VU=JR
MF5Z[Q!21?%G3)+(5U59D2!B&A(4;6& [MM-O5OFB5/GBW7=":V1;42%A&!(6 M7NR(NF?F#DI-!V^8N9%>/NO9*TA>IY5>MLL9%7HUWB2U%=A6:D@8AH2%@]WY
M.VC6VOL90I>A]SE?[%L%21=,[L-UL[LG5R M0"TJ"TL:-L%*]A7TL"KOZ=O-YV[!*I_3L/14UZS(%I,[XB(%OFSFRE=T9@O MS5,?
='1S __"1),M/^+@Q.9"N\QJ4AD%I(12MGL;r*$_O=]0U4)\,2L.@M!"* M5L],Y95][^5[7UT#-IW3H/H*:]H#4_GR[$/803#[:VBN&=N!W9_M6G'8S>)=
[^SW7DM^B$W@H'+B@=V)M]IBL+-:;PUJK M:3>N+UUH?PBX'E5T. M['O(MHT&>VAK:4%=<4&K2?M:V4-8W:"RNH'=ZKYCN\%.;"TXJ-.M:+55WN"U MXJ#[O>
]6,UOFE;P[(N8LE2BF,XWWSL[UMXG-6VZ;$\67^6M<3UPIGN2'"TJT M^.8" ?F,< 5R8MX,*]\U'/\'4$L#!!0 (/I(9UG,0Z"#! @ /-5 9 M >&PO=V]R:W-
H965TM,U.I]^>TSAMC6^*95_X^"9;RB1.V1=.Q'(^I_S]GB79ZK98 MM#X6?(U?9C)?T![?+.@+>V3RS\47KCZU-\KBA(%OFSFRE=T9@O MS5,?
='1S __"1),M/^+@Q.9"N\QJ4AD%I(12MGL;r*$_O=]0U4)\,2L.@M!"* M5L],Y95][^5[7UT#-IW3H/H*:]H#4_GR[$/803#[:VBN&=N!W9_M6G'8S>)=
[^SW7DM^B$W@H'+B@=V)M]IBL+-:;PUJK M:3>N+UUH?PBX'E5T. M['O(MHT&>VAK:4%=<4&K2?M:V4-8W:"RNH'=ZKYCN\%.;"TXJ-.M:+55WN"U MXJ#[O>
]6,UOFE;P[(N8LE2BF,XWWSL[UMXG-6VZ;$\67^6M<3UPIGN2'"TJT M^.8" ?F,< 5R8MX,*]\U'/\'4$L#!!0 (/I(9UG,0Z"#! @ /-5 9 M >&PO=V]R:W-
H965TM,U.I]^>TSAMC6^*95_X^"9;RB1.V1=.Q'(^I_S]GB79ZK98 MM#X6?(U?9C)?T![?+.@+>V3RS\47KCZU-\KBA(%OFSFRE=T9@O MS5,?
='1S __"1),M/^+@Q.9"N\QJ4AD%I(12MGL;r*$_O=]0U4)\,2L.@M!"* M5L],Y95][^5[7UT#-IW3H/H*:]H#4_GR[$/803#[:VBN&=N!W9_M6G'8S>)=
[^SW7DM^B$W@H'+B@=V)M]IBL+-:;PUJK M:3>N+UUH?PBX'E5T. M['O(MHT&>VAK:4%=<4&K2?M:V4-8W:"RNH'=ZKYCN\%.;"TXJ-.M:+55WN"U MXJ#[O>
]6,UOFE;P[(N8LE2BF,XWWSL[UMXG-6VZ;$\67^6M<3UPIGN2'"TJT M^.8" ?F,< 5R8MX,*]\U'/\'4$L#!!0 (/I(9UG,0Z"#! @ /-5 9 M >&PO=V]R:W-
H965TM,U.I]^>TSAMC6^*95_X^"9;RB1.V1=.Q'(^I_S]GB79ZK98 MM#X6?(U?9C)?T![?+.@+>V3RS\47KCZU-\KBA(%OFSFRE=T9@O MS5,?
='1S __"1),M/^+@Q.9"N\QJ4AD%I(12MGL;r*$_O=]0U4)\,2L.@M!"* M5L],Y95][^5[7UT#-IW3H/H*:]H#4_GR[$/803#[:VBN&=N!W9_M6G'8S>)=
[^SW7DM^B$W@H'+B@=V)M]IBL+-:;PUJK M:3>N+UUH?PBX'E5T. M['O(MHT&>VAK:4%=<4&K2?M:V4-8W:"RNH'=ZKYCN\%.;"TXJ-.M:+55WN"U MXJ#[O>
]6,UOFE;P[(N8LE2BF,XWWSL[UMXG-6VZ;$\67^6M<3UPIGN2'"TJT M^.8" ?F,< 5R8MX,*]\U'/\'4$L#!!0 (/I(9UG,0Z"#! @ /-5 9 M >&PO=V]R:W-
H965TM,U.I]^>TSAMC6^*95_X^"9;RB1.V1=.Q'(^I_S]GB79ZK98 MM#X6?(U?9C)?T![?+.@+>V3RS\47KCZU-\KBA(%OFSFRE=T9@O MS5,?
='1S __"1),M/^+@Q.9"N\QJ4AD%I(12MGL;r*$_O=]0U4)\,2L.@M!"* M5L],Y95][^5[7UT#-IW3H/H*:]H#4_GR[$/803#[:VBN&=N!W9_M6G'8S>)=
[^SW7DM^B$W@H'+B@=V)M]IBL+-:;PUJK M:3>N+UUH?PBX'E5T. M['O(MHT&>VAK:4%=<4&K2?M:V4-8W:"RNH'=ZKYCN\%.;"TXJ-.M:+55WN"U MXJ#[O>
]6,UOFE;P[(N8LE2BF,XWWSL[UMXG-6VZ;$\67^6M<3UPIGN2'"TJT M^.8" ?F,< 5R8MX,*]\U'/\'4$L#!!0 (/I(9UEBGCG(N@0 *P= 9 M>&PO=V]R:W-
H965T^!I H*8?;^"B&ZGAFT\%]R1U5ID!>9LDN(5 M+$!\36^9O#,K2DAB2#BA"6*PG!J7]H5O#S)!7N,O EN^&@HP^?T
=$$G1#HDBF*Y^80O8T:Z\9E+VZ*GK5>Z57-KJAB5ASY"8AA!WZ MN5K??TOOJ?7G"KTI(U2%]?<$KB]!3UK6/4LW]#KOZ\3^ZHY;]M$]7<
MW=]ZO\N9[VN\ \/6:Z'H5V],/^?U7^'5TWI.NP3TS^^R/KH6$/- MNQ*W@ ^ZX=F'YX*G.("I(;\L.=&8??S%'EF?NZ*N$^;HA+DZ89Y.F*\)5LN= M094[
Q6]D3M',0!V98D2U:PR& M]2[^"E)S ;!R_5#I^LO@VX9P4LQ/L:RAD0%T2& DX81%A]_I($GYH0 K8 M\'4/.3K-N6USMMV(2$>5<2,B[2IGH^Z0C*I0C-0AR:
<,I)HR=/E=23C4[Z-V M+QMYY^BTY[;M-/*[6.EV_-96)>OE;)#?3U^,\=UFG/? M-.>U:S3"!6CYNFSRM-G2D__2864R&CZC MF_2XO)=COERZW'!"QS!,?]#BNQ!(.?N)-
G(AU]28%B\M@91MN+0Z.F$.3IA MKDZ8IQ/F:X+5DLRV7E;.UL]<")1T3>FCE>9HI;E::9Y6F]^+5L^AG=T7^]U3 MH!)1&T4;$_BYVLS!X==)
<[72/*TT7Q>M'O[>2_A[;R]*F/S0D.0D930 SE%F M![-@7:Q2X!$BFF:I@8ZN;^\^XCC]['SJ3!.EJ8/'$YTT1RO-U4KSM-)\7;1Z
M0KWL3=D _=7/*UKH[I97F:*6Y6FF>5I]OBU;/H9<|*EN]2;77-TGK!56FF.W M]XZ&C46']J6BIY7FZZ(5X3=WSH9B8*O\V(^C@&X246QZ5Z75T>)E?]#6*) ;
M%ZI=4>YE1Y'Y6=0+OCC'O,%L11*.(EA*4];I6"ZM67$T6-P(FN8G4_=4"!KG MEVO (;"L@GR^I%0\WV0&J@/:V?]02P,$% @ ^DAG6=C>C[*C P SQ$ M !D
!X;"]W;W)K&ULM5A-;^,V$/TKA+HH=H%- M)$NV\U%;0&RIZ!I2!C&V/10],-+8(I8B59*V- ^^)*5H+5M1XRU[L46*[PWG MS7!$?".C"M/G\\QC4_Y MW O,C(!"I@P%UG\
[6 *EADG/X^^&U&MM&N#A\PO[S]9Y[4O7(]I] X]#$\&6<2ON+]LW8P$/95BI>-F]@Y*P^A] ;80X &B> M?D#8 ,)CP/@50-0 HK=:&#> \5LM3!]
==VO?;?")5CA>";X'@DS6K.9!ZN^ M16N]"#,)LE)"OR4:I^([*74V?BHK3(2.O](D$]L4 MZM20,U I>1OK?M;,<5'/,7QECA&ZYTP5$]4LA[P'GPSC;P;POM:K%2U\$6T1
M#A*NH+I$4? 1A4$X[IG/\NWP],^= V8] 6[K'3&B-H,BRQ>]PM?-ER8/T)^/ MG%*DU_(>B_ROOIC7K.-^5E,?;V6%,YA[N@!:3B _^\8?1-/BI3W"79(E+LM01
M62K7P*D%FH_)+@YG_NY0TM,107=$3?(<6YNN21+7)*ECL@Z@9BV@9C^+\M^ZC(T M+LD2EV2I(|)..*[:T%P-KI$%IF9A(*S0$VP(8R9"?(TJ$(3W?3\7@WSG!L4E
M65*330X*R-51B7%DKJ/T=:OT]?<6V$'@N9*Z)$NN3R0]*=N.['4TO6DUO1G6_M%,L"Z>UH;Z(.0L]5U259#?D@U;E".V5+&K:NU$=*N[+8E?K@4#5Z:P4&
(-0[6VH.ENQZ&@O M-FSN; ' W6+JRF(MH'|P0"U!ETQS,R!1QK=,U2>-MK>]?;BS9^ZC_L7H=CG]
MZ4 ,;84]$'^CKZ\Z[G6%)DPB"FMM*KB\TGDCZMN#NJ%X98 '3USIP[9]+ #G M(,P _7[-N7II& /M'4[\#U!+ P04 " #Z2&=9]921;Y<" 4" &0 M
'AL+W=O[=D+40]F&U+TT]O4]) <L%3X)8M2NL"83:LZ (F8.^]&XVS ML&.9,0'2,"6)AODH..^=Y:G+]PD &*S,VI@X)5.E[MWDO';5,J8%<\9]L9LM1\#$@,YC3FMM;M?
H* MK9Z!XRL4- Z7K-K<*"!%;:P2+1@K$$PV3_K0^K &Z/5? <0M(/Y70-("$B^T MJJG4!U M0I+HF,11W-\"SW?#QU @O.?AR28\1-\Z\^+.O-CS): P;5]5*V.]7Q@&C:[\
MNL\)WD[O,]Q4M8!3@]^D9@^S]NUX:?=]F?$]D&SXDG0)+M/O9/K3\VQ0W-*FG<>?+,G/[L%S7\3+EM,O8**[?%=??65S3O7FM-;8WN6)T
MRCBS#+:VWTZJMV]GL@V5 \ZU8/ V9J#??JP)[(-']+.AW0 K9F^Z+M>_UEK M[GS36W6$:V>VNR^O\51ETA ,&ULK95=;]HP%(; BI554RNMS1?YH(-(
M+:@:TJI595TOIEV8Y !6G3BS#;3 ?L<)C2BX;!>[2>SDO*^?- ''8"/DDUH" M:/)<\]DH-G:76]:7KJGP))547HH8*W\R%+*G&KERXJI9 BT94;+[M-
D]D _'+!57,EF!:V%SLD7RDMRJT8"4I6M7?ZO/T..P*]XX@V J"?Q6$6T'8 M!&W)FEAC]FDVD&)#1*E&-]-HODVCQC2L,G]QJB6^9:C3V:1:0Z6%9*#(Z1@T
M95R=D7/R,!V3TY,S1CX[+QY"CW& DX5NYBT&[M$&7-FC\PK^D?2%CIG(NU$H"^7DU4UKB?/IE MR]<:]NR&9HU=]IKF,'1P$2F0:W"RCQ \V/ML2 N?S-YD#
[OLX3'W](95#.=) M06HIBE6NK7^SM8@;"[,!K+/4]P?N>C>$I29*NIHW:+V.K7>4[1&7NIEHB):# MLI*U!M',J$G2WR,[K$G]GITLZLBBHV3W=(/+38-
DE"M"JP+WN[KFN%QLD-$! M@.]%>Y"6FB"U0\8=9'P4\KO0E-MXXL.QXOX^D*4HZ??M1$E'E!PEPH6+9XH" MH@7Y.KGY1G*AM(TP.1C\/ [W &TU[S6M.-
+C .+M;'LVJO1@BOMQ&.QA68J2 M,-KCV9G,LWE*Y8)4B',8H\RX2C"7;HZ;M:%$WN_5,:-SIF^823V>0I@#? MSX70KQUS 3G??8'4$L#!!0 (/I(9UF^):'+=0, 'D+ 9
>&PO M=V]R:W-H965TY>T['X\UW2C^8 M M'"8RFD602%M=55&)JLP)*9D:I0TLI:Z9)9&NI-:"J-+/>@4H1)%$W#DG$9 MI', =Z?3N:]MX!+O-
)BZ+)G^8G2<"5!XWH17,=7RSAR + C+XX[< .3LI*]0)/B^9W KQ9.8%3.X5.)OGMMB$5P$D..:U<)^5+O? ML!4T<7R9$L; PZ[=&P60U<:JL@63!R67S9,]MH$X
!!//R!I UFMF63K7:@?:[28V]^)CX]&DADOW&>^MIE5..)N^^5QS^P7.7J-E M7)A7\ O\R>2&KP1"N 9),"=<1?% ML><;/\.W%,P84&NXMRI[@' >TS]\LUB:?
_N"U9"=]Y.Y@WME*I;A([*3:5!O M,4A ^B&>1K_V*3T1V9'N\T]W^1![^]5NX5P@=\"8SP"B1 Y=0U2O!,UI8H^9R M V0QLK$6W&%9YO&<>1 \W!
[*';0G>\4.^G$3@;% K$74VF>(9S5 M)H>*U'M=O;(:ONF!K,E308,FOU/0M!,T'11$-=H*I)IL03.+?0H&"5Z:]0T9 ME?R#SSR:3)-)%Y,C&;-.QFQ81I-
ZW)@:H 55#N4F^58SG8/SA MK&J=%53XW2:KZ1HQW\K.0?,O#<+L ZD^>Y+]1U&XZ*)P,1B%6 ;(R[KL\W\0 M^%+ 3T1VI/&RTWAYRC)
[>4K=)R([TAU'7V I:/#K7E,Z4U<%K*JHKC)W.U/7 M]4!MWI:)&D%BAL90'P96P0JI!&>BIJO6U>*,B:P6S+:G(>>BMK325FQJ[8QE
M,O=5^MLE;=C/EP:U93NLD./DR3D(#YJ;$O7&|WR&3F\M;=/G=+-=7WGMNZGP MZ :F*;UE>L.E 8%K@D:C&1U#W?1YS<"JRK=**V6I\?*O!?7&J-T&6E\K9?<#
M9Z#KMM/ %!+ P04 " #Z2&=9BHS,/&X' #H2 &0 'AL+W=O>].J=7;?E .[G@6RQ.QXKE^9R&*+%9ZL5CVY:K@\;PJRM)^'X'FC M?
A8G>6]Z5]W]4$S/Q%JE2XXJ/R?).E2OZT[-5 MO.0W7'U>?2CT4G]+F2<9SV4BNYN<]K]PBGO*9*A&Q_G?/+WF:EB2]'?_4T-
Y6LRS[]"PY,U$*]N_Y&'SV=&X1V9KJ416%^LM MR))\\S_^6C?$3H$_.% 0U 5!LV!XH""L"\)C%09UP>#8@F%=,#RV8%07C*]V
MWS16U=)1K.+I62$>2%%^6M/*%Y5=5;5NX"0OCZP;5>AW$UVGIA&_5>0-N1;Y M\HWB14:]%2\CKN(DE:_T6Y]O(O+RQ2OR@B0Y>9^DJ3X@Y%E?:?$2T9_50I<;
MH>" T"EY+W)U)PG-YWQNU_?U1F^W/'C<\HO "7RW7IX0/WQ- B\8M&V/N_R& MKTY(Z!TLC]SEOZW3$^(=5]?N\HC/M+I?E8R(?=^4^Q-'6X;;HR"L>*'K
M*+C*I2K6>M10Y*]K_0%RI7@F_V[9NHL-;=!.*P?#MW(5S_AY3X]VDA?WO#?] M^2= Y/W2YA,2%B%A% EC()CE[V#K[\!%GW[.XTP4*OG.YWK8U5XG4J[C?,;)
M3$C5UILOG,"N%F](@HPI6GNONIV]"[ZQ_O^L<4I"V" X;@@PD:!DRW!HR=!KR M2:@XK:QH:WMG;=>VW\"&.TTQ"(?C1N,C%>F^XG \'C1:'Z1HM?YHV_HC9^M?
MFT4H14H_NZX63ABL@/H$X'#5\ "E:/DRV/DS M<%GP>:+(O^2&ZJZBSFF.W1 4TW8G8Z'7G/U!)2F4QE TV\R=*W3?:>9%+!-)-L$1T1.5^[A(XMN4 MDR)6O-4^)Z^S?
76 X.WXYYUX?C!L6HB4I5 :0]%L"P-C8?#CIU2I>)7/"EZ. MQ7H"]*F<^["ZYY+YFI<9P;#59Z=H9Y^1M A*HU :0]'L@\%D+3XV;/&A:0N4
M%D%I%$IC*)IMLXEGL[W]TL7>NA48M-6WW@L8? M-\X-#"5I>V'2%M\=MSQ[_)VT&@?-::"T"$]C4!I#T>R#P80 _@@[_D)#'R@M M@M(HE,90--
MFDR;Y[CCI^/$7&BCY^_E../;;(S T46J1'$Q.FR/P_Q$I^293 M\I\1*ATS I^V6@>-G]"T"$]C4!I#T>R#P>1//C: \]$)%)0606D42F,HFOW] MO$FA G<*=?
0([.9T];>F61/22>.+C@@]25LD@T'C.S:&DK3=,#%2X(Z1?GP$ MCJH1./1;K8-F35!:!*51*(VA:/;!8 *[T:H+2(BB-0FD,1;-M-E%3 MX,PX.HS
T(RIIEESX.;M%Q%4DK9(-N_W0 G:7I@*'#G09UC _]W%[PWPY5+ MMW#G[@1-AZ TAJ+9%IH8*7A>C%0M)BKY'E=WE#R>0%O-A69'4%H$I5$HC:%H M]A%@LJ.
FQT%T.P(2HN@- JE,13-MMED1P$H.W)S.ON[^3L?\T*E:3'2#*4 MI.V&R8Z"CME1=7ER+>*<7#S&0^-6=Z#Q$)0606D42F,HFNVWB8<";#P40.,A M*"V"TBB4QE
T^R<')AX*0?&0F]/YYP8M6!@B WI[_X9,WHT %;;@? P7->TT92M+VP@1!H3L(>N;- MN6YZ9X>@V5&X? /1N!G\4:@D0]%L,TTD%+HCHSJ+K[B\WMK.1T&@'2]-
0&D/1;+M- MM!..L1,>:,(#I450&H72&(IFVVPRH]*=&5WE>K;#13H\#D.SH9K6'(<'I\UQ M&)KZ0&GLZ7VPO3!Y3N@,$CI,/]%!3DUS3D8B"0]1I*A).TG 9C89>".7>AB
MP:O'N9#DJ3[B)G7UHZ8UCZ_1])EP0V4IE,90M(UY_9T'MV2\6%:/V)%D)M:Y MVCS#9;MV^QB?=]7#:_KFXYMG +V/BV622Y+RA2[U3L9Z5E5L'JNS65!B53T&
MYE8H);+]Y9V>M/*B_(!^?R'TE*=>* 6V#S>;_@=02P,$% @ ^DAG69O# M^IF,! :AH !D !X;"]W;W)K&ULK9E=;]LV M%
(;_"]$-0PMDUH<_8F>V@<12MPQK%\3K>C'L@I:/;;*2])4G #]\3N4%-E* M92XNF(O8DG@>BN\K'O)8TST7G^4.0)"-,GDS-DIE5^YKHQWD%+9XSED>&7#
M14H5'HJM*W,!=%T&I8D;>-[(32G+G/FT/']{1E<">(+-*4B[<;2/A^ MYOC.\XE[MMTI?<*=3W.ZA26HC_F=P".WH:Q9"IED/",-C/GVK^*)$.*%O\ MS6
OC[X3/905YY_UP>UZYGCZCB"!6&D$Q8\'6$"2:!+>QY<:ZC1]ZL#C[_T M=^7@<3 K*F'!DT]LK78S9^R0-6QHD:A[OO\-Z@$--2_FB2S_DWW=UG-(7$C%
MTSH8[R!E6?5)'VLAC@+\P8F H X(7@8,3P3TZX#^:P,&=<#@M0'#,] :9VDD39&M8=\9$Y?F*(M=W&$S3"#YV'>!$;@=;'M$;]_00(O&'3FL.7D/=(WSL9 M'GUW>$N,?

N-YQ^3U39[?9E*)]>\(O \@0W(K8)4_MMQ=S<5;=!-TYGL2N8T MAIF#[4]"> !G_M,/_LC[I4MHF[#0)BRR!&M9,F@L&9CH\SL0,5]!J9GP#4EX MMB4*1(HI#ZU:
14,SVS8(ZP)R_ *2-7EE+&3[UQKYW M_.=/W8=C/\X*::D^;%0?&E4/FR)(F<$$^<*4O MQ)B06%;@Q3]ST+F29Y)\)==?"DIN"HED*;LL,=[!N9;8A(4V89$E6,O&46/C
MR&H^&]FTQ"8LM F++,%:EEPVEEP:9]:"RAWN(V/ +85.681N!4#ICN)DC6>[M$YB1>]XU%6QTE$#\8#*H,D<[UX0V^XTLP5K"CQOAQT;AEQ 7 B4OY\174LX$
MS&8+/,3!I/)E;ST\2F)39AH4U89 G6LL3W#G6/ M9YPH-U0R2:KJFF#%^H![++I*@.#:#EVNF'GGVF*5%EJE135-?QQMO3P_&'9O
MM_RC8M,WBGX/.7T]YP#F)+VW[13:R#A;:/ ;56 XONQ$?%MON9-B+.EMHF+:QI[>6[R[:H-2W:(AX]9=]8]:U<3F^S
M6)2[&*P9_M+UV3L:LX2I)Q(6@.5YWW_5FFON]&S9K9;45FF1+5K;OD-5[0^L MKKR^U0+:*BVT2HMLT=K&' IO_W\J;VT,:XRY(!OLB]"4%UGWC!E^,\7[0Z\K
M&RS,/9^MNM4JV1:MK?]A3O:--=]W['E&W3N!R^%+T:V6P59ID2U:);I[]%M[M"KBNZI<?46YCTNRS@'2 (;#/5ZE_ATB.K% M1G6@>%[^&PO=V]R:W-H965T2A)S?
<7+^^!P?>;1C_+M842K1:QPE8FRLI%Q?FZ8(5C0FXI*M M::*^63 >$ZE.^=(4:T[)/#.*(].QK+X9DS Q)J/LVB.?C-A&1F%"'SD2FS@F M_,LU""
[XZ^0]D3M&*6/\L+8]_3D?CXVK'1$*-**!3!%$?6SIE$912E+C^+> M&]7/U+!^_$;'V<.KAWDA@DY9]"VE&H&A>]I[MLYX-M&#RR1*X&\9$0[G+?:NWGZHL3?5 M>RA?
AO/V,FX=+?!FL[Q$CGV!',OIHN>9B\X^G;<]EQ[SYR:Z1)WW,:X>,Z-K MA;'>Q7C'8SH:#-9C7![4#Z7#^*>,9G['T9F2U;DF>)U2R9V,W#DX0!YN<\G6 MI'R!?#4?
H[,O3"@% _U%&:%[26/Q3\O8;W,/W78/:5:X%FL2T+&AIGU!^98: MD]] L_O6'VTB@82YD# /$H8A83X0K"&@;BF@KHX^>4Y4+H_"GW2.EDHS;1/: MK99PJD
@86X.ZV>PM/[83C]]D;FMAQW2'X:$^4"P1MA[9=A[VK! RZH5%?2; M+>6]^FH+NY9P:M@A82XDS(.$84B8#P1K"*1?"]3_X8FE#RD@2)@+"?,@81@2 MY@/!&@(:E
(::&<8;I&@V8I+E7<2(]'"%A/A"LH8>K4@]76CU,N9HS/@<;SFD2_$"+\%5EGX8TD-B1 M-?H/?642N52$RX2D&8H(=$?GRS!9UF:B-AEI_9\[(TB8"PGS(&8N8#P1KR
M&I;R&GYXOAI""@@2YD+"/$@8AH3Y0+"&@&RK:@I9VAE*S3LA2TB$2,PV[5., MGG"J1$!I;D&K+X8&3G\O-X&ZQ"TNK59VTZ4/Y;(9U5]KSP;*.^_EG#0U4:DN
M;)5E=]&XIU4IVE&=K!1(F@M*\T!I&)3F0]&:VG,][3D?GI0*%U!"@J2YH#0/ ME(9!:3X4K2FDJLMK:WN ^ZE)S40SS%O5 MK,|:6YH#0/E(9!:7Y!L^U:8K0M
MRRHS8U,&5:_6UC=K:ZDG3 (65VOK5BV]FU!:6Y!Z]5>D-/9KU5^[>[NU188 M=% ^%*T9W:HE:^M[LO=O1U]8W<8Y;%H!U<4)I;T.I9Q+FJ MI>(B_J!-VQ:?G5]\^E
^FW&M^K&VOB&;)1A!I8SHP40"VE(M:/U#15$1+]!F M*2@-@])*%HS_E7+#U-:VTR:/G 64S@5:==>^]O*-M14FW^?[0+A:P@@4T85"6I<#52;S?.ML?B+9.MNY
M^<*D9"%VN*)$S4CI#>K[!6/R[21U4&Y@GOP/4$L#!!0 (/I(9UD'9O#* M'@0 + 3 9 >&PO=V]R:W-
H965T\]UP>4'>ZI^P+3Q$2X"7/")]9J1#%K6WS,$4YY#>T0$2^65.60R&' M;&/S@B&8:*<\LSW'&=HYQ,2:3 7<(YM/Z59DF*!'!O@VSR'[>H,*;5*@)>SXMX
:MD/A(<$P)8&@]L]Z[MY'K*0=M\0=&>W[R M#%0HSY1^48-E,K,9>*+[#Z@*:*#P8IIQ_0OVE:UC@7C+!40O'6%0>6@0[?+V'7B0BC@
M?,KH'C!E+='4@\Z^]I;YPD05RDHP^19+/S& QP22&,,,+ D7;"MK0'!P#3[) M&OU(.4?< EV6&P>2U! QO(.*V(;Q18@$Q!F_E&Z?5R&X>'<)W@%,P /.,ED, M?
&H+N5.UGAU7NJHK=^6]LBL?/% B4@XBD]"DPS_L]Y_T^-LR0W6:O$..[KQ> MP!4J;H#O7 '/\8*. 2S>[NYWA?-CJT?_>_5&,ORZ9GR-%[R"MV"R,*[C+6.(
MQ%]&K^@1/(M$$-< 8% GP/" _O^$2%K![.-T1.)@!R\ $E&TPV)P7451V] MZROMO.4%C-',DN+($=LA: [K+^[0^:V+&I-@H4FPR!!8@\2@)C'0Z/XK)'8?
MYBN@3CNX4$?_$OSU43[!I4 Y_[N+IL D32;!0I-@D2&P!DV#F]9![UE3,GR1 M;2&^!)N#$B='\O"1O"Z*2O2A1E>7AMU\,K5WIWD_MW";%N&YA=^TB,XMO-JB
M$?:P#GMH2&*^)2]*A60.EV0G/?5$9=.5K=Y-*26]!FP0+38)%AL :S(YJ9D< _M77=&)FDR"1::!(L,@35H&M#EC(L MSFU:^A-VH+0$*.H#:40WJ:.;]$:W/"C)DU*2U9N59
%Y"N[EQU6?B/0N_;W5 M:1(L- D6&0)K\. 0A8V3;Z9+>_\QC5])^OU@-D&W4MSM!:+N7*9"T%P_I@C**[0RD. 7 M7E(K#0"U0-^GF_P%02P,$% @ ^DAG60G*[//-!P *D<
!D !X;"]W M;W)K&ULS5Q=;^)&%/TK([JJ=]7-@CWV0+8)4C91 MU4A)-]UHMP]5'R8PD-$:FXZ')"OUQW=L"..)XPL.E\HO"1]WC]\/]^##L>'D M,5/?\WLA-
'F:)6E^VKG7>OZQV\U']V+&\P_97*3FF4FF9ER;NVK:S>=*\'&Y M:)9TPUZ/=6=9 N=R%3<*)(O9C.N?GP22?9XV@DZSP]\D=-[M73S0'9[,^53<"OUU?
J/.O>X:92QG(LUEEA(E]>=L^#C>;]<4%9\D^(QK]PF MQ:[<9=GWXL[E^+33*SH2B1CI H*;?P_B7"1)@63Z^&<%VEEOLUA8O?V,_FNY
M\V9G[G@NSK/D3SG6]Z>=08>,Q80O$OTE>_Q-K'8H+O!&69*7?\GCJK;7(:-% MKK/9:K'I8";3Y7_^M"*BLB"(:A:$JP7AK@OH:@$M=W396;E;%USSX8G*'HDJ MJ@U:
<:/DIEQM]D:FQO@KEXI\X\E"D"-R:X9DO$@$R2:D\L1E MNAR7@O:W%T)SF>3O3/D7,5HH)=.IN?WU]H*\??..O"$R)=\L,BW&Y$;)D/#ME7@0 M"0G>^78?
W%ZAV8_YG($:<>(,A?]072&/ \4L-XO/C*0P!QJZ)H:6&JD+3K8/S M_GG'>3HF5Y+?R41J:?BZ%CQ?*,.?F1L[*T75[UF]U@\]\XKG,R5]79@/D4HM9 M_K>/.
(I)'!*80URT)BX"9^HJ2Z=`6]B9>;>YT^ -5(V2Q;@@HB#$S!*99ZK0 MFH^%)30KH8MWZ(=A[Z3[4-TUJ,+I-U[W&X/]WLII*B=FP$UGG_6]4.3S7<$)
MOTN*MX;YPHY\Z!UY$+[I*X<$YC#!UDRP5HT\PR0."T]5/ AC_^@/UGT/=A[]KVE6- ;4. 8@=--7#PG,8>%XS<)Q]\;^ M&),X)#"'N*!GS57O<(._PHZ!-
WNPQ.VY8@@#L.=SKM2/HL6S6;9(M;# _LLA]Y29]_:H9M"M M#PM@(V9?>&]SX.+&+Q,2FKNKUL(%<;MF'-7S8;&YY%G7%X#>:.\99SO9%U]9
MO7\)K/$*8.=UH\2EB _^7[/?IU@";'@A ME'S@9^QU8@EECBOM5XA@LX(*G&S(.OF0MC-@6)]]#%Y/^W ;38.D9#07%*M
MW0R#5FDG1/6N6&@N>95X$LXG7Z&=%6)5&.'@A7@\-:SF4!1:JQC"5G%G]8"? MM/=4#FJ*B(7F$FK]:QBU2SFHCA@+S27/.N(03C5?HYQXZU$'+'$[M?8SA.TG
M])L7']:W5 =[X(B%YM)FG6_8;Y^+.^EC::Y4T**I?Q4)SR;-^E<+QZ"NDL4($ MI>&I]9,&M?:0PO9P^3GD.:6HM+GWAW_O;J(&FUAH+G65L]LM.[V->W[[$,Z4
M6F=*X63U-1])MIHKL,3MU-I "MO \\P,>#HMY#'*TER.A>)U41[=[O_$K=% MZ_\H[/\@$>]];A[>=N.Q.X3EH];RT799/HIJ^;#07/*LY:/HEH]NVKFC,'PI
M"4\1HS6BL*:/PJ:OD6ZWIS@B7N5CW59$9P6[JK;QA<6P-MM.G98:"Y+UDY% MJ8K_(M3X#PO-)<_ZNP@]_HLVH[V-*\B@$K=3:Z&R"!B]\6P=
(B"+K#.*VG7*.$(]98R%YI)G/5L$>[;7"--S M!GCC8.HK]CN81M8W1?!)XD;B]%QHMRE.3U&=.*U!B6"# HD3OI0#!FX\6H"^VE\0?
DA*M^=,8(G;HO4L\2XY4ZV.] \;"&K4A(7F MDF4M4]RNJ"E&C9]PT%SRK).+T:.FV),B!31X*0MO55BC#&NY8KRP*=X>-H$E M[A>3K+%ANX1-.XFW<=X$;[KQ]Y
.D31/S1$D!>]FDIZCR_N.V:0T,VR5P]I7M#ID3O('&\W6(S(E9 ME\3:E3DQU,P)"\TEK_+E5/3,B7GBI,VC]K^]YJC*K(5B>*D3\P1*FQ+U%-5*
MU)H5MDOL5"M1.'F"L1L/V"&2)V9M$&M7\L10DR-G3"HJ!ZO05;:BS6_DAD^)79*ZYFLHT)XF8F%6]#WVSFVKY MPRS+.SJ;E[]M"FV:+ O/\),OT\YWBYU+6/X\S_
]02P,$% M @ ^DAG6760@E0L @ !04 !D !X;"]W;W)K&ULK5113]LP$/XKEHW"3:V/AQ,&^-/#O M9SMI5*3]K"7Q&??]]U]9]_%C=*/)@= \ES(TLQICEA=,&;2'
IN1JJ"TIYL ME2XX6E/OF*DT\,R#"LG"()BQ@HN2)K'?6^DD5C5*4<)*$U,7!=MBX$[L!#0F*,U M<4HV2CTZXWLVIX%+""2DZ!BX_>UA 5(Z(IO&4\=)^Y_.>+P^L%]
[[5;+AAM8 M*/E39)C/Z1=*,MCR6N*=:FZ@TS-U?*F2QG])T_I.SRE):X,JZ, V@T*4[9_M=W4X HPG;P#"#A#^*R#] +YRK,W,RUIRY$FL54.T\[9L;N%KX]%6C2C=+:Y1
MVU-A<9A<:N[*2TR4@%]*>+_BY*4P]E:DU&/+KTAA2SD9IG0-=V$JGL* T3V2GW4]X_>8T^^/=4"7T@!F*O,WW5+#-K>Q,%[::EFGLI-A7T2
M3F.V/]8RX#+K7=H,V=$C=0/BENN=* V1L+6@8'0^I42W3=<;]"K_;C<*;1?X M96[G%&CG8,^W2N'!<*W03[[D#U!+ P04 " #Z2&=9^#*_(O(# ![$P M&0
'AL+W=O^Q+KP')(_M\7+"\4;(KVI-B$;?,\;5Q%EKG5^[KDK6),/]0N2$PYNED!G6<"M7KLHEP6DE MRI@;>-[0S3#ESG1,.+&9.+[S].">KM:Z?.!.
MQSE>D071G_([\"7=NZY+2C'!%!4>2+"?.C7\=^U$I]$K\0'GDLG]U^]SD-G'K B<\'^ MI*E>3YPK!Z5DB0NF[\7F VDZ5#4P$4Q5?]&F+GL9.2@IE!99(X869)37O_A[M
V)'X+\D"!I!<*Q@T @&SP7A"X*P$805F;HK%8<8:SP=2[%!LBP-;N5%!:-2 M0_4,?0F)AI3IMZB<_1I$:,WK]ZB5XAR=_MOX0NI ML:NAOE+E)HWWK/8.7O
>H%O!]5]AGWE*TA[]W*P?&?0N]+/M;/#4V5E@-%R0 M_(-O#,4>$'8UY[ ]X_-\I@D(/NSY$-LUB2V8=?&&++S2YM_C. MT$H*U3N\C0:G@K-I%M=FP\JL7-H?IT-
_.!R[CSU HA9(9 1RDR1%5C"L28IH MEF,J87W7?5R,/]=RL6D61WMZ?:T"89 MFV:Q);,.P,L6X*5O9,W(BG).^0JV:(9Y0OK0&2U.17>Y-PXB;Q2VPZ!&8]G&
M#I*K%LF5$4D,:4=IJ@O9"\,H/A5&;1;M3HHPNGH&PU*-'1BC%L;(" -F%.0S M#GE'2L*3'TA+S!6L1%4R3+] #"J7HMXUVNA*JG1/BG??P;*4H4=4+ZWC6N>
M15H0/S]#'8'?OA,(BZO9@WI2)C]=CL0W)LOMJKLH@FV:((#ZX=*A<(,O9>BR, 0!\+2<_@W\'R!&3E# MOPF-H$@"^9GR C;TWW,B]_FDT# HYEN!T:Q0X-
D??,R5G\S3IEMLRZT+?ANZ M_6-3]\$PX%L-WE;=8EMN78K;[.V;P_>![:]1F[>LN;F.DXE8[5,GZRX*+'26[%V924 YQ944C?PO'.WQ0(Y26QM5R*)^491PN!*
M(+DI2RQ^3X'R>NSXSLYP3=;%,@8WB2N\A@6HF^I*Z)W;L>2D!"8)9TC :NQ, M_-$\,O[6X1N!6NZMD8EDR?FMV5SD8\?X$VG]'ARSB5]A?5C>]P
MZ*!L(Q4O6["^04E8\\5W;1[V /Y3@* %!(\!T1. L 6QRI+2 Z5F'8 FSH M;A.[35R*%4YBP6LDC+=F,PN;?8O6^2+,O).%$OJ4:)Q*/G.>UX12]!9]Q4)@
M4S9TFH+"A,HS;,U9I.CTY R=(,+0!?;4Y96QJ[2V87"5S?]Z 1/Z(3HDC-5 M2#1G.>0]^/0P_L,!O*MC[@(/=H%/@X.$"Z@&*/3>H, +HI[!S(Z'AWVA) Z
M) 5'R0C[%Y!:/G"YSI9CFZ8]S-5E20!,I04F4$IE1+C<"T( )4BJA]X _M^]Y HQ+U]YB6-Y(5SF#LZ)XF06S!25Z \L^]CWT%>$FR]"7)YB]$]]!445>] MZ!#
[?:E(66$B=,M6?95H2,XMB9D5V\2+W>U^>O_V\+TH>.B4/DLS?X:FB='= M:U EB+6=#!)E?,-4\TH[:S=\)K;G/K)/ =',[[&G>E@UL^6>OIETEUBL"9.(MPDI+>8-
WNG^*9GHT&\4KVQZ77.EF:Y>%'K@@C(,^7W&N=ALCT(WPY]02P,$ M% @ ^DAG6;1W)1W1 @ W@@ !D !X;"]W;W)K&ULK5;;;MLP#/T5P>N&!ECC:WK)$@--
[&%]*! TZ_8P[$%QZ$28+'F2 M;+CX(9< "FT+RN3062I5]EU79DLHL.SR M$IA^DG-18*6W8N'*4@">6U!!W<#S+MT", VN;B'C 5XH2!A.!Y*HHL/@U M
LHW0\=W=H8'LE@]8W#C08D7, 7U6ZWKD-RYP4P"3A# G(A\ZMWT][QM\Z M?*&PD7MK9)3,./]A-G?SH>.9A(!"I@P#UK&]%7 ZQTM])N"Y=@
MA>.!X!LDC+=F,PM;?8O6]2+,G).I$OHIT3@5W[&,%X ^XRU(=($F@]^)/0/Z M"-96O:F]SA-0F%#9T9Z/TP2=GW70&2(,W1-*-4@.7*5S,LQN5LUN^*,6IG-)^]
MOBQQ!D-'?]3WQWZ+/='#NY]U M?^BKR7^/Q8(PB2CD.I37O=(B1#5-]XWBI1T7,Z[T\+'+I?X! 6$<]/.<<[7; MF #-+TW\&U!+ P04 " #Z2&=9@S)G:.\# "O$@ &0
'AL+W=OV9V, UG>:: MB> .:%YV^D&%M:PX0)XDX-],/7PDP?L*Y4QSIEF'T]!B31!L/ M\]YG-A[23$0D@6>&>!;'F'V=0$37(W4-ATO9+D2]D,?#U.\A!F(3^DSDRV]
MHH0DAH03FB &BY'V8-[[I[$<1S?"FA6A53.>Y>;^A^/G@YF#GF,*71GR04]Y'6UU ("YQ%XH6N M?X%R0%W%"VC$\U^T+FT-#049%S0NG>43Q"0I_O%;*
<2.@^F<<+!*!^O0H7O" MP2X=[',C.*6#C]W35Z MATB"GD@4R3G!A[J0\15%#\I8TR*6=2*6C9YH(E8<>4D(88V_U^P_:/#7Y;BK MP5N;P4^L1N"O6=1!QN
&68;EU(VGV7T&:0?9QDEW]WQWNTZ- Q;=_^[H>UK: MU42R2WYZS?IB1X%Q/SOFL>>%&&< M^C"JT-[S% 01O_](/9,WZN2V',+=-F-
6ZE7+=1N6VKXP23]9=J-.KD7&I7@5,?@AL1V%T;*=_ M(%FMF6%8![+5T[H'-+]9A2M+DG^\;IB)O4K/7B/I/:7A6JY.B,0I)DQ^_X@Z
M01LAEPK:.YH5QH&6QQ:FX1P[^4V, PW,GF!WE6!WC8*YA*>4XPB]9S1+;U#1 MAA#1!9I_13, LM+.4?_H(MX758;&9=F=7!&0']E@+NY<
TMMLQHS$+SPQN50]66&ZU MY%LFJW-M'DK,[E!ZSL&:,6V.=>EKTRK-:Y7FMT4KLJ;O[*=C8,O\Y(.C@&:) M*'9$56]UNO*0GRD<]$_->]>LZ??4:4R^?]_BBZ.
<)\R61*ZL$2QD**-S)S^> M6'$Z4C0$3?/=_)P*0>/\<@4X!*8,Y/T%I6+34 &]ZKQOU!+_P04 " #Z M2&=9U=>_!Z$% Y*@ &0 'AL+W=OF2-HB;K>'80^T?
&P+E4B'I.P$Z(\? M*2FRU2J,#9P^U)*L\Y$2O_!RS/&.B]R#:#(4Y8R>=59*[5Y[S@R7D-&Y3G? M_-/?++G(J-*G8N7(C0"Z*
(*RU/&ZW:&3T81U)N/BVA+Z!E.^N.F[GY<)#LEHK<\&9C#=T!3-0WS9?A#YS:LHBR8#)A#,B8'G5N7;? M1^ZE"2CN^#N!G3PX)N91YIQ_-
R>WBZM.U]0(4HB505#]L84II*DAZ7H\5M!. M7:8)/#Q^H8?%P^N'F5,)4Y[^DRS4^JIST2$+6-(\50]\]P&]!QH87LQ36?Q/
M=N6]HWZ'Q+E4/*N"=0VRA)6?!*EZ$0&S"] D9%8Y5OWM@:GRHZ&0N^(\+)CE.3*<^R1&FWE"24+^:!HDLH_QX[2A9D0)Z[MTQ+LO0)VR;U&K24)V (6S7A'5[*NJ?
=2TQO/"OP3=[VT/Z-LQ,]C4F+X%$]@Q/L0:X[Y9F_!XC&?! M1,=CW'9,H_%ZM6:]@MM[A7O'I?S)K7_O]#WD5DF_VNIZT)[+<#30_]7FYH M#%
<=W05+$%OH3/[XS1UV_VHS_A/F8\("3%B("8N08 U?^K4O?1M]9(F MRH@B(*4*%D1Q8[ZL]!G#VHRQ(D\U!A/FE[!A 3,3@^VD.W:VAQ]\>4>(6:$(M"=9HVT'=M@-
KVW[>@*"F(R IZG6?E!&%?D6<^]8CTBZ2Y"-WA:2?# /]M%3(MK$#LQHA)BQ"@C7\&=7^C*QO M[)->_\1<;+BV!\A:K\\>]:'56]#3E&HG0C.>LM7^QTD\5 Q/F8\
("3%B("8LNWO:_(<9E M+<:E58P',)V"7I:K=<(((@R=%U%H D^Q8W[:Y8 6>Z@(FS,>$!9BP\/*7YG,' M;=U7A%1]PP6WNT^7=+TVS$!3]5@Q3:E>T5Z7^;0[NI-
YHEI=L/-.E0&5Y]/2 M_E1:B$]+L&A-:PZ2;"YV^],B8GF#2?-1:0$]+42E15BTIC?>WAO/VMMTP9MJ!:CEAJBT"(O6E&&?%77M:=&/7,)F36ZHV%!!MNU*?D -%5KZ
_39"6KZ%97FH](\"5%](2HNP:$UO|GE:UYZ:_)1G'*;XIM'&PO=V]R:W-H965TD?HRS'/.[\3^'_NX'H^W7+S(%2$*O<81DQ-C MI=3ZQC1EN"(QEAV^)DS_LN
BQDH_B]4IUX+@>>841Z9C60,SQI09TW'6]B"F M8YZHB#+R()!,XAB+'WY Z9!9_4;*5!]]1VI5GSE_2AR_SB6&E;T0B$]H4@?7' MALQ(%*4D_1[?"ZA1QDP=#
[_OZ'[6>=99RS)C$=_T[E:38QK \W) B>1^L]W M?Y"B0_V4%_)(9O^B;6%K&2A,I)QX:S?(*8L_\2OQ4 <.&A.LX-3.#C'KTW M'+]0_?
<"+W"H7=NA'[AT#]V&+SA,"@#H6?(M$ M:]UIZ9=,W\Q;*T)9FHJ/2NA?]?934P\+1ME2H@ [N\& ,:|O1] MT;WW1???%SUH=_?)F62]-OKT#DL:
MHFU6'LG\,]X0HNW"G8K M]19-3_Z0,ZV5+*9]N4[LA%,\?$'D>T(W."),R5.Z]6NCV.WTCE3+;?H'-M:1 M8G6+(^6]DPR_M?N7*@4$]R@U*)4:M"KEIIHI6]3Z_)9-
6C(\>'Q?)DU6=5G M59/5H#:KFEG'LZIU "[5"@A6T6I8:C5LU>]!*SU+*(Z.5CY2J;4ACL(DRFOM M"<6&M?
&SCL=X5K>I]]7$.;+QSN#XK=V_5"D@6$6IZU!IZU:EOF&VI,\109Y> MW/0,]2H:A*@E7+IK@82YD+"]$B8#PD+@&"5)!F523+Z$%OG$6220<)<2)@'
M"?,A80$0K))DMK4_]+!:UZ)990^F=BL3R5>F1*],>M_US7N25X@RQ:N;LQ,% MI#WTI;D%2G-!:1XHS2]HA]70'G:<:CD,H&)6$^?@A,MN39QIRFBG Z0-!>4YH'2?%!:
$6KIHVS3QOG0Y2UXC6@D@V2YH+2/%":#TH+H&C5 M9-N?/M]MYTX_M[B!GCF"TMR"5BD@M1,L#S2F#TH+3O6@FA#[DT*[_:CP'K]>
M6K0@3]UFH#07E.:!TGQ06@!%JZ;-_KS2[G^,H@5Y<#@#I;F@- ^4YH/2 BA: M-=GV1ZYV^YGK3RU:D*>=,U":;]?/:^M_]7B@,7U06@!%RQ/'/+A^$!.QS&Z6
M2"UWPE3^/[!E:WE[Y3:[LW'4?F??S.R&=M>^\?*[*7M\?E7F'HLE91)%9*%# M69VAGA$BOWV2/RB^SBX_/.E>)Q]71$\)R(UT+\O.%>]AS1 >0=H^C]02P,$ M% @
^DAG698W['4V P)!, T !X;"]S=`EL97,N>&ULW5A1;]HP M$/XKD;M.K30U0-:4K("T(2%-VJ9*[*D,AF6A&4U+(.4B'/1Z<9A3+LED)-?Y+#=EL%!K:<8D;DV!NWU.QZ0?
OR>! M[M=BF.MX MWW6]W'IJF!CQRD,\;7FG&&WHC==AP@0C)_X\W,XTDMX=TDEP6%=R,LJ4W!4T M(LY@(],#^VX&35;[MR;E4NHKM(KCO>;W\ &AF()
+T0H<$&>8C IJ#--R9B?5XLKX" K]\=VVL]7 MFF[[@TNR(U0W&V2N=,IT&Z9/&M-D)%@&U!1V0ZMH'KHW+@)^.]Z<[Z[;@^T*,3VH^!+F3.W^6<'G(QHPPM62O-?
M-AJTRL(:F";!],&+[]6GYH6=VQCFG;;9+CFP1%]_KMY7C+)-!5=T;;W7W.6 M7ZPXNOI7DJO?*H>"O1KKU^IK%WEY#"+C8Q!Y%#TY/ :1R:L4&=8O\,XI8>^, MT%H#.
(N-R3!5,L;W$,/WYOF#9@8'$@TI_E&]\VWB%/]P%6TZ[_8I/?4$L#!!0 (/I(9UF7BKL'

-8?20$3;8T.P6BP^_M0"X99K>]9!:GSGC">(8YXOMG,_8X?VCL5]7QGQEWTNEW33:_M>K^[&
Y=OA4E=W^;G=!P9FULR3TCR;#D4D&"\R+TT&@KK@@5=Y<2^6%G7$O/EM3[:3>U,W_70R#VVCZX?#9=N*%_9UN M-.NUS,7,Y%4IM&_[T0I5_V]WE3L7,M#?
H@2SH_M+GLAX82=%PTC)8\NA':B8/#-&24+X"C8LL:!GP:0,0(9GQ#R2QO_)@AD(Y#GM)_?N9..F35;_M6.&@:E.#<0V<55GR_/(M_OF6%O(6E'$M-4Q_R16[S'-3:0_Q&:"--
E4_^0Z!_M?$<+>2?V0E>=H#W"HO:(%N^@I&N1G=$!.5"[%=+IV#_MEN?ECDM;5WW#[@#45CF@P@B'F)A>QL1^F6L87_IB'_A$B:3,;%-/L'X^]>0_M!K/&F%@;,

['R(0LFAS&Q'8ZA8][KN517[PP;)H4QL16N8;*S!ZZZD0(SP)A8 M 9^-*1ZE4B$/%NS'Q-%^KG-3"G;/OWW.LN5
M<547$EU"D,=X)POHN7O+BS]YN+26PQ" C!XQ%O1CX]"/IFN=[#S&;! 3VP!- MV+]8F"AB8E'\E[*QLWL.%W9 A5R8(V)B1Z"Y6[?[,"$Q.) <[:1A-@CO?E3+R7FE(38*
<=$]A<-,TE";))#1M4+ MAFY $>LC3*UZX3!I),32>)V^]")BPDC^D# &X#0O][#^8E*S)0=&B'VK$!/S M1T+LCR,F9%E\L[%BTR8*D#C N1 3\T="
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FT%]0:R'P6A!L(1!;D&PA,%L0;2%06Y!M(7!;$&XAD%N0 M;B&P6Q!O(=!;46\ET%M1;R706VBO]K01Z*^]M!'HK MZ]T$>BO]K01Z*^]M!'H;ZFT$>AOJ;01Z&^IM!'K;
[&4)@=Z&>AN!WH9Z&X'> MAGH;@=Z&>AN!WH9Z&X'>AGH;@=Z,>CN!WHYZ.X'>CGH[@=Z,>CN!WCY[V4V@
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VBWNU/ZEVFST.NUYZO M-5[ )ZF>SN?FZ^4ORZ^=>+!H+S@G^'?G\2]02P,$% @ ^DAG6732QF+> M 0 6B, !, !;0V]N=&5N=%]4>7!E&ULS=I=3\(P% ;@OT)V:UCI
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M3>YH;M9U'-QOT^M0V7::>;I#-KC=3^RRIIEQKJX*$]XVI3EIY3A(2%/* LY M85FY<)$F9.S+A&]D^X##NL<->5^5-'@R/CZ8)LUBVYJ%N*LIY*=+?-&CG<^K
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C0\ !D ("!ZU4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ^DAG6>8U)7$R" 0Q0 M !D ("!VF$ 'AL+W=OI2$* "P &0 @(%#:@ M>&PO=V]R:W-H965T&UL4$L!
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>&PO=V]R:W-H965TH^K0P((H& 9 " @;2> M !X;"]W;W)K&UL4$L! A0#% @ ^DAG61:& M HWT!P _14 !D ("!+]$ 'AL+W=OT% "^#P &0 M @(%9J0 >&PO=V]R:W-
H965T&UL4$L! A0#% @ ^DAG65_VM $K! C@H !D M ("!K;, 'AL+W=O&PO M=V]R:W-H965TN#^HFP(M *$% 9 " @>Z] !X;"]W;W)K&UL4$L! A0#% @
^DAG66RR^;GZ! !PL !D ("! MP, 'AL+W=O&PO=V]R:W-H965T&PO=V]R:W-H965T&UL4$L! A0#% @ ^DAG6:]NEGZF P +A$!D M ("!+N0 'AL+W=O&PO=V]R M:W-
H965TCJ !X;"]W;W)K&UL M4$L! A0#% @ ^DAG6&PO=V]R:W-H965T&UL4$L! A0#% @ M^DAG6=C>C[*C P SQ$!D ("!N ! 'AL+W=O&UL4$L! A0#% @
^DAG6;XEH0L !D ("!6PH! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ^DAG66C86;"0!0 S"P !D M ("!;QH! 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#%
@ ^DAG6760@E0L @ !04 !D ("!CRP! 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ^DAG M6;1W)1W1 @ W@@ !D ("!XS4! 'AL+W=O&PO=V]R:W-
H965T&UL4$L! A0#% @ ^DAG6< F]4L+!0 #R0 M !D ("!Z4(! 'AL+W=O&PO&PO M7W)E;',O=V]R:V)O;VLN>&UL+G)E;'-02P$"% ,4 " #Z2&=9=-+&8MX! M !:(P $P
@ &)4P$ 6T-O;G1E;G1)5'EP97-=+GAM;%!+ 4!08 1 !$),2 "850$! end XML 73 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the
U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic
copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var
e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref)
{e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function()
{Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display)
{}else{var d,p ;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent)
{a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 74 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-
04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report
table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color:
#2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body {
height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-
decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif;
margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align:
center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left;
vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block;
width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh {
background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu {
background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td
{ border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn {
white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; }
.report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom:
1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report
sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 76 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 283 233 1 false 70 0 false 8
false false R1.htm 0000001 - Document - Cover Page Sheet http://www.elanco.com/role/CoverPage Cover Page Cover 1 false false R2.htm 9952151 - Statement -
Condensed Consolidated Statements of Operations (Unaudited) Sheet http://www.elanco.com/role/CondensedConsolidatedStatementsofOperationsUnaudited
Condensed Consolidated Statements of Operations (Unaudited) Statements 2 false false R3.htm 9952152 - Statement - Condensed Consolidated Statements of
Comprehensive Income (Loss) (Unaudited) Sheet http://www.elanco.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLossUnaudited
Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited) Statements 3 false false R4.htm 9952153 - Statement - Condensed
Consolidated Balance Sheets Sheet http://www.elanco.com/role/CondensedConsolidatedBalanceSheets Condensed Consolidated Balance Sheets Statements 4
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http://www.elanco.com/role/CondensedConsolidatedStatementsofCashFlowsUnaudited Condensed Consolidated Statements of Cash Flows (Unaudited)
Statements 7 false false R8.htm 9952157 - Disclosure - Basis of Presentation and Summary of Significant Accounting Policies Sheet
http://www.elanco.com/role/BasisofPresentationandSummaryofSignificantAccountingPolicies Basis of Presentation and Summary of Significant Accounting
Policies Notes 8 false false R9.htm 9952158 - Disclosure - New Financial Accounting Pronouncements Sheet
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Disclosure - Revenue Sheet http://www.elanco.com/role/Revenue Revenue Notes 10 false false R11.htm 9952160 - Disclosure - Acquisitions, Divestitures and
Other Arrangements Sheet http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangements Acquisitions, Divestitures and Other Arrangements Notes
11 false false R12.htm 9952161 - Disclosure - Asset Impairment, Restructuring and Other Special Charges Sheet
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Equity Sheet http://www.elanco.com/role/Equity Equity Notes 14 false false R15.htm 9952164 - Disclosure - Debt Sheet http://www.elanco.com/role/Debt Debt
Notes 15 false false R16.htm 9952165 - Disclosure - Financial Instruments Sheet http://www.elanco.com/role/FinancialInstruments Financial Instruments Notes
16 false false R17.htm 9952166 - Disclosure - Fair Value Sheet http://www.elanco.com/role/FairValue Fair Value Notes 17 false false R18.htm 9952167 -
Disclosure - Goodwill Sheet http://www.elanco.com/role/Goodwill Goodwill Notes 18 false false R19.htm 9952168 - Disclosure - Income Taxes Sheet
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http://www.elanco.com/role/CommitmentsandContingencies Commitments and Contingencies Notes 20 false false R21.htm 9952170 - Disclosure - Earnings Per
Share Sheet http://www.elanco.com/role/EarningsPerShare Earnings Per Share Notes 21 false false R22.htm 995410 - Disclosure - Pay vs Performance Disclosure
Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 22 false false R23.htm 995445 - Disclosure - Insider Trading Arrangements
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Presentation and Summary of Significant Accounting Policies (Policies) Sheet
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Accounting Policies (Policies) Policies http://www.elanco.com/role/BasisofPresentationandSummaryofSignificantAccountingPolicies 24 false false R25.htm
9954472 - Disclosure - New Financial Accounting Pronouncements (Tables) Sheet http://www.elanco.com/role/NewFinancialAccountingPronouncementsTables
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9954473 - Disclosure - Revenue (Tables) Sheet http://www.elanco.com/role/RevenueTables Revenue (Tables) Tables http://www.elanco.com/role/Revenue 26 false
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Restructuring and Other Special Charges (Tables) Tables http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialCharges 28 false false
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http://www.elanco.com/role/IncomeTaxesTables Income Taxes (Tables) Tables http://www.elanco.com/role/IncomeTaxes 34 false false R35.htm 9954482 -
Disclosure - Earnings Per Share (Tables) Sheet http://www.elanco.com/role/EarningsPerShareTables Earnings Per Share (Tables) Tables
http://www.elanco.com/role/EarningsPerShare 35 false false R36.htm 9954483 - Disclosure - Revenue - Activity in Sales Rebates and Discounts Liability (Details)
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http://www.elanco.com/role/RevenueDisaggregationofRevenueDetails Revenue - Disaggregation of Revenue (Details) Details 37 false false R38.htm 9954485 - Disclosure - Revenue - Narrative (Details) Sheet http://www.elanco.com/role/RevenueNarrativeDetails Revenue - Narrative (Details) Details 38 false false R39.htm 9954486 - Disclosure - Acquisitions, Divestitures and Other Arrangements - NutriQuest US Acquisition & NutriQuest Brazil Acquisition (Details) Sheet http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsNutriQuestUSAcquisitionNutriQuestBrazilAcquisitionDetails Acquisitions, Divestitures and Other Arrangements - NutriQuest US Acquisition & NutriQuest Brazil Acquisition (Details) Details 39 false false R40.htm 9954487 - Disclosure - Acquisitions, Divestitures and Other Arrangements - Schedule of The Composition of The Purchase Consideration (Details) Sheet http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsScheduleofTheCompositionofThePurchaseConsiderationDetails Acquisitions, Divestitures and Other Arrangements - Schedule of The Composition of The Purchase Consideration (Details) Details 40 false false R41.htm 9954488 - Disclosure - Acquisitions, Divestitures and Other Arrangements - Amounts Recognized for Assets Acquired and Liabilities Assumed (Details) Sheet http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsAmountsRecognizedforAssetsAcquiredandLiabilitiesAssumedDetails Acquisitions, Divestitures and Other Arrangements - Amounts Recognized for Assets Acquired and Liabilities Assumed (Details) Details 41 false false R42.htm 9954489 - Disclosure - Acquisitions, Divestitures and Other Arrangements - Divestitures (Details) Sheet http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsDivestituresDetails Acquisitions, Divestitures and Other Arrangements - Divestitures (Details) Details 42 false false R43.htm 9954490 - Disclosure - Acquisitions, Divestitures and Other Arrangements - Summary of Assets Derecognized (Details) Sheet http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsSummaryofAssetsDerecognizedDetails Acquisitions, Divestitures and Other Arrangements - Summary of Assets Derecognized (Details) Details 43 false false R44.htm 9954491 - Disclosure - Asset Impairment, Restructuring and Other Special Charges - Component of Asset Impairment, Restructuring and Other Special Charges (Details) Sheet http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesComponentofAssetImpairmentRestructuringandOtherSpecialChargesDetails Asset Impairment, Restructuring and Other Special Charges - Component of Asset Impairment, Restructuring and Other Special Charges (Details) Details 44 false false R45.htm 9954492 - Disclosure - Asset Impairment, Restructuring and Other Special Charges - Activity in Reserves (Details) Sheet http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesActivityinReservesDetails Asset Impairment, Restructuring and Other Special Charges - Activity in Reserves (Details) Details 45 false false R46.htm 9954493 - Disclosure - Asset Impairment, Restructuring and Other Special Charges - Narrative (Details) Sheet http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesNarrativeDetails Asset Impairment, Restructuring and Other Special Charges - Narrative (Details) Details http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesTables 46 false false R47.htm 9954494 - Disclosure - Inventories (Details) Sheet http://www.elanco.com/role/InventoriesDetails Inventories (Details) Details http://www.elanco.com/role/InventoriesTables 47 false false R48.htm 9954495 - Disclosure - Equity (Details) Sheet http://www.elanco.com/role/EquityDetails Equity (Details) Details http://www.elanco.com/role/Equity 48 false false R49.htm 9954496 - Disclosure - Debt - Long-term Debt (Details) Sheet http://www.elanco.com/role/DebtLongtermDebtDetails Debt - Long-term Debt (Details) Details 49 false false R50.htm 9954497 - Disclosure - Debt - Narrative (Details) Sheet http://www.elanco.com/role/DebtNarrativeDetails Debt - Narrative (Details) Details 50 false false R51.htm 9954498 - Disclosure - Financial Instruments - Narrative (Details) Sheet http://www.elanco.com/role/FinancialInstrumentsNarrativeDetails Financial Instruments - Narrative (Details) Details 51 false false R52.htm 9954499 - Disclosure - Financial Instruments - Net Losses/Gains on Derivative Instruments (Details) Sheet http://www.elanco.com/role/FinancialInstrumentsNetLossesGainsonDerivativeInstrumentsDetails Financial Instruments - Net Losses/Gains on Derivative Instruments (Details) Details 52 false false R53.htm 9954500 - Disclosure - Fair Value - Schedule of Fair Value Information (Details) Sheet http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails Fair Value - Schedule of Fair Value Information (Details) Details 53 false false R54.htm 9954501 - Disclosure - Fair Value - Narrative (Details) Sheet http://www.elanco.com/role/FairValueNarrativeDetails Fair Value - Narrative (Details) Details 54 false false R55.htm 9954502 - Disclosure - Goodwill (Details) Sheet http://www.elanco.com/role/GoodwillDetails Goodwill (Details) Details http://www.elanco.com/role/GoodwillTables 55 false false R56.htm 9954503 - Disclosure - Goodwill - Narrative (Details) Sheet http://www.elanco.com/role/GoodwillNarrativeDetails Goodwill - 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r88", "r763" ] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.elanco.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.elanco.com/role/CondensedConsolidatedBalanceSheets", "http://www.elanco.com/role/RevenueNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "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." } } }, "auth_ref": [ "r914" ] }, "us-gaap_AccumulatedDefinedBenefitPlansAdjustmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDefinedBenefitPlansAdjustmentMember", "presentation": [ "http://www.elanco.com/role/CondensedConsolidatedStatementsofEquityUnaudited" ], "lang": { "en-us": { "role": { "terseLabel": "Defined Benefit Plans", "label": "Accumulated Defined Benefit Plans Adjustment Attributable to Parent [Member]", "documentation": "Accumulated other comprehensive (income) loss related to defined benefit plans attributable to the parent." } } }, "auth_ref": [ "r6", "r7", "r17", "r26", "r112", "r890", "r891", "r892" ] }, "us-gaap_AccumulatedGainLossNetCashFlowHedgeParentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedGainLossNetCashFlowHedgeParentMember", "presentation": [ "http://www.elanco.com/role/CondensedConsolidatedStatementsofEquityUnaudited" ], "lang": { "en-us": { "role": { "terseLabel": "Cash Flow Hedges", "label": "Accumulated Gain (Loss), Net, Cash Flow Hedge, Parent [Member]", "documentation": "Accumulated other comprehensive income (loss) from gain (loss) of derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness, attributable to parent." } } }, "auth_ref": [ "r188", "r195", "r196", "r458", "r723", "r890" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.elanco.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.elanco.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": [ "r25", "r26", "r113", "r183", "r576", "r600", "r603" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": [ "http://www.elanco.com/role/CondensedConsolidatedStatementsofEquityUnaudited" ], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Other Comprehensive Loss", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. 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Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": [ "r27", "r191", "r193", "r197", "r567", "r583", "r584" ] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": [ "http://www.elanco.com/role/RevenueNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Domain]", "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": [ "r38", "r39", "r69", "r70", "r260", "r702" ] }, "us-gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": [ "http://www.elanco.com/role/RevenueNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Axis]", "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } } }, "auth_ref": [ "r38", "r39", "r69", "r70", "r260", "r605", "r702" ] }, "us-gaap_ConcentrationRiskByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByTypeAxis", "presentation": [ "http://www.elanco.com/role/RevenueNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Type [Axis]", "label": "Concentration Risk Type [Axis]", "documentation": "Information by type of concentration risk, for example, but not limited to, asset, liability, net assets, geographic, customer, employees, supplier, lender." } } }, "auth_ref": [ "r38", "r39", "r69", "r70", "r260", "r702", "r883" ] }, "us-gaap_ConcentrationRiskLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskLineItems", "presentation": [ "http://www.elanco.com/role/RevenueNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk [Line Items]", "label": "Concentration Risk [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r462"] }, "us-gaap_DerivativeNotionalAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeNotionalAmount", "presentation": ["http://www.elanco.com/role/FinancialInstrumentsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Notional amount", "label": "Derivative, Notional Amount", "documentation": "Nominal or face amount used to calculate payment on derivative." } } }, "auth_ref": ["r960", "r961"] }, "elan_DerivativeNotionalAmountIncreaseDecreaseInPeriod": { "xbrltype": "monetaryItemType", "nsuri": "http://www.elanco.com/20240930", "localname": "DerivativeNotionalAmountIncreaseDecreaseInPeriod", "crdr": "credit", "presentation": ["http://www.elanco.com/role/FinancialInstrumentsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Derivative notional amount increase decrease in period", "label": "Derivative, Notional Amount, Increase (Decrease) In Period", "documentation": "Derivative, Notional Amount, Increase (Decrease) In Period" } } }, "auth_ref": [] }, "us-gaap_DesignatedAsHedgingInstrumentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DesignatedAsHedgingInstrumentMember", "presentation": ["http://www.elanco.com/role/FinancialInstrumentsNarrativeDetails", "http://www.elanco.com/role/FinancialInstrumentsNetLossesGainsonDerivativeInstrumentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Designated as Hedging Instrument", "label": "Designated as Hedging Instrument [Member]", "documentation": "Derivative instrument designated as hedging instrument under Generally Accepted Accounting Principles (GAAP)." } } }, "auth_ref": ["r19"] }, "us-gaap_DisaggregationOfRevenueLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueLineItems", "presentation": ["http://www.elanco.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disaggregation of Revenue [Line Items]", "label": "Disaggregation of Revenue [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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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." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Year Focus", "label": "Document Fiscal Year Focus", "documentation": "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." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Document Period End Date", "label": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Document Quarterly Report", "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r795"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Document Transition Report", "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r827"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Document Type", "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). 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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r502"] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": ["http://www.elanco.com/role/IncomeTaxesNarrativeDetails", "http://www.elanco.com/role/IncomeTaxesProvisionforTaxesonIncomeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective tax rate", "label": "Effective Income Tax Rate Reconciliation, Percent", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r430", "r752"] }, "us-gaap_EffectiveIncomeTaxRateReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationLineItems", "presentation": ["http://www.elanco.com/role/IncomeTaxesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective Income Tax Rate Reconciliation [Line Items]", "label": "Effective Income Tax Rate Reconciliation [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r793"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r793"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r877"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r793"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r793"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r793"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://www.elanco.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r793"] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Footnote", "label": "Equity Awards Adjustments, Footnote [Text Block]" } } }, "auth_ref": ["r832"] }, "ecd_EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table", "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]" } } }, "auth_ref": ["r873"] }, "ecd_EqtyAwrdsAdjsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments", "label": "Equity Awards Adjustments [Member]" } } }, "auth_ref": ["r873"] }, "ecd_EqtyAwrdsInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsInSummryCompstnTblForAplblYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel":

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This is not an indicator of the fair value of the investment, rather it is the initial cost adjusted for the entity's share of earnings and losses of the investee, adjusted for any distributions (dividends) and other than temporary impairment (OTTI) losses recognized." } } }, "auth_ref": ["r241", "r253", "r256", "r263", "r884", "r915"] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Valuation Assumption Difference, Footnote", "label": "Equity Valuation Assumption Difference, Footnote [Text Block]" } } }, "auth_ref": ["r842"] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Erroneous Compensation Analysis", "label": "Erroneous Compensation Analysis [Text Block]" } } }, "auth_ref": ["r800", "r810", "r820", "r852"] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Erroneously Awarded Compensation Recovery", "label": "Erroneously Awarded Compensation Recovery [Table]" } } }, "auth_ref": ["r797", "r807", "r817", "r849"] }, "us-gaap_EstimateOfFairValueFairValueDisclosureMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EstimateOfFairValueFairValueDisclosureMember", "presentation": ["http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value", "label": "Estimate of Fair Value Measurement [Member]", "documentation": "Measured as an estimate of fair value." } } }, "auth_ref": ["r342", "r500", "r734", "r735"] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Executive Category:", "label": "Executive Category [Axis]" } } }, "auth_ref": ["r848"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems", "presentation": ["http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]", "label": "Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r478", "r479", "r492", "r754"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": ["http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurements, Recurring and Nonrecurring [Table]", "label": "Fair Value, Recurring and Nonrecurring [Table]", "documentation": "Disclosure of information about asset and liability measured at fair value on recurring and nonrecurring basis." } } }, "auth_ref": ["r478", "r479", "r492", "r754"] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain": { "xbrltype": 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r487", "r489", "r490", "r491", "r494", "r495", "r496", "r497", "r498", "r565", "r754", "r759"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": ["http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Quoted Prices in Active Markets for Identical Assets (Level 1)", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": ["r342", "r390", "r395", "r479", "r492", "r522", "r746", "r747", "r748", "r754"] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": ["http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Significant Other Observable Inputs (Level 2)", "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": ["r342", "r390", "r395", "r479", "r480", "r492", "r523", "r734", "r735", "r746", "r747", "r748", "r754"] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": ["http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Significant Unobservable Inputs (Level 3)", "label": "Fair Value, Inputs, Level 3 [Member]", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r342", "r390", "r391", "r392", "r393", "r394", "r395", "r479", "r480", "r481", "r482", "r492", "r524", "r734", "r735", "r746", "r747", "r748", "r754", "r758"] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisTextBlock", "presentation": ["http://www.elanco.com/role/FairValueTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Fair Value Information", "label": "Fair Value, Liabilities Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, by class that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). Where the quoted price in an active market for the identical liability is not available, the Level 1 input is the quoted price of an

identical liability when traded as an asset." } } }, "auth_ref": ["r964", "r965"] }, "us-gaap_FairValueMeasurementFrequencyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementFrequencyDomain", "presentation": ["http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Measurement Frequency [Domain]", "label": "Measurement Frequency [Domain]", "documentation": "Measurement frequency." } } }, "auth_ref": ["r478", "r479", "r480", "r482", "r754", "r967", "r978"] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": ["http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Domain]", "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": ["r342", "r390", "r391", "r392", "r393", "r394", "r395", "r477", "r479", "r480", "r481", "r482", "r491", "r492", "r494", "r522", "r523", "r524", "r734", "r735", "r746", "r747", "r748", "r754", "r758"] }, "us-gaap_FairValueMeasurementsRecurringMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsRecurringMember", "presentation": ["http://www.elanco.com/role/FairValueScheduleofFairValueInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Recurring", "label": "Fair Value, Recurring [Member]", "documentation": "Frequent fair value measurement. Includes, but is not limited to, fair value adjustment for impairment of asset, liability or equity, frequently measured at fair value." } } }, "auth_ref": ["r754", "r964", "r965", "r966", "r967", "r968", "r978"] }, "elan_FarmAnimalMember": { "xbrltype": "domainItemType", "nsuri": "http://www.elanco.com/20240930", "localname": "FarmAnimalMember", "presentation": ["http://www.elanco.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Farm Animal", "label": "Farm Animal [Member]", "documentation": "Farm Animal" } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsAmountsRecognizedforAssetsAcquiredandLiabilitiesAssumedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible 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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": [ "r22", "r43", "r938", "r939", "r940" ] }, "us-gaap_LossContingenciesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesLineItems", "presentation": [ "http://www.elanco.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingencies [Line Items]", "label": "Loss Contingencies [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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This may include a description of a business combination or divestiture (or series of individually immaterial business combinations or divestitures) completed during the period, including background, timing, and assets and liabilities recognized and reclassified or sold. This element does not include fixed asset sales and plant closings." } } }, "auth_ref": [ "r72", "r145" ] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MinimumMember", "presentation": [ "http://www.elanco.com/role/EarningsPerShareDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Minimum", "label":
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resources obtained from creditors on long-term credit." } } }, "auth_ref": [ "r199" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": {
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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": [ "r14", "r515", "r570", "r579", "r763" ] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": [ "r829" ] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block]" } } }, "auth_ref": [ "r829" ] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": [ "http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsDivestituresDetails", "http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsNutriQuestUSAcquisitionNutriQuestBrazilAcquisitionDetails", "http://www.elanco.com/role/EarningsPerShareDetails", "http://www.elanco.com/role/EquityDetails", "http://www.elanco.com/role/FinancialInstrumentsNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Range [Axis]", "label": "Statistical Measurement [Axis]" } } }, "auth_ref": [ "r312", "r313", "r314", "r315", "r389", "r396", "r420", "r421", "r422", "r424", "r482", "r525", "r526", "r528", "r594", "r595", "r604", "r629", "r630", "r682", "r684", "r686", "r687", "r693", "r712", "r713", "r729", "r738", "r751", "r758", "r759", "r760", "r761", "r774", "r782", "r941", "r953", "r967", "r987", "r988", "r989", "r990", "r991" ] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": [ "http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsDivestituresDetails", "http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsNutriQuestUSAcquisitionNutriQuestBrazilAcquisitionDetails", "http://www.elanco.com/role/EarningsPerShareDetails", "http://www.elanco.com/role/EquityDetails", "http://www.elanco.com/role/FinancialInstrumentsNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Range [Domain]", "label": "Statistical Measurement [Domain]" } } }, "auth_ref": [ "r312", "r313", "r314", "r315", "r389", "r396", "r420", "r421", "r422", "r424", "r482", "r525", "r526", "r528", "r594", "r595", "r604", "r629", "r630", "r682", "r684", "r686", "r687", "r693", "r712", "r713", "r729", "r738", "r751", "r758", "r759", "r760", "r761", "r774", "r782", "r941", "r953", "r967", "r987", "r988", "r989", "r990", "r991" ] }, "us-gaap_ReclassificationFromAccumulatedOtherComprehensiveIncomeCurrentPeriodNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReclassificationFromAccumulatedOtherComprehensiveIncomeCurrentPeriodNetOfTax", "crdr": "debit", "presentation": [ "http://www.elanco.com/role/FinancialInstrumentsNetLossesGainsonDerivativeInstrumentsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Reclassification from accumulated other comprehensive income, current period, net of tax", "label": "Reclassification from Accumulated Other Comprehensive Income, Current Period, Net of Tax", "documentation": "Amount after tax of reclassification adjustments of other comprehensive income (loss)." } } }, "auth_ref": [ "r21", "r26", "r195", "r503", "r507", "r508", "r582", "r890" ] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]" } } }, "auth_ref": [ "r797", "r807", "r817", "r849" ] }, "us-gaap_RepaymentsOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfDebt", "crdr": "credit", "presentation": [ "http://www.elanco.com/role/DebtNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Repayment of debt", "label": "Repayments of Debt", "documentation": "Amount of cash outflow for short-term and long-term debt. 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long-term borrowings", "label": "Repayments of Senior Debt", "documentation": "The cash outflow for a long-term debt where the holder has highest claim on the entity's asset in case of bankruptcy or liquidation during the period." } } }, "auth_ref": ["r124"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsDivestituresDetails"], "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name [Domain]", "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r205", "r206", "r332", "r361", "r520", "r527", "r571", "r721", "r722"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://www.elanco.com/role/CondensedConsolidatedStatementsofOperationsUnaudited": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.elanco.com/role/CondensedConsolidatedStatementsofOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r425", "r714", "r727", "r992"] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r798", "r808", "r818", "r850"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r799", "r809", "r819", "r851"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r806", "r816", "r826", "r858"] }, "us-gaap_RestructuringAndRelatedActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Restructuring and Related Activities [Abstract]", "label": "Restructuring and Related Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "calculation": { "http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesComponentofAssetImpairmentRestructuringandOtherSpecialChargesDetails": { "parentTag": "us-gaap_RestructuringSettlementAndImpairmentProvisions", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesActivityinReservesDetails", "http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesComponentofAssetImpairmentRestructuringandOtherSpecialChargesDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Restructuring charges", "terseLabel": "Charges", "label": "Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r11", "r307", "r308", "r942"] }, "us-gaap_RestructuringCostAndReserveAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveAxis", "presentation": ["http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesActivityinReservesDetails", "http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Type [Axis]", "label": "Restructuring Type [Axis]", "documentation": "Information by type of restructuring cost." } } }, "auth_ref": ["r303", "r304", "r308", "r309"] }, "us-gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveLineItems", "presentation": ["http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesActivityinReservesDetails", "http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesComponentofAssetImpairmentRestructuringandOtherSpecialChargesDetails", "http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Cost and Reserve [Line Items]", "label": "Restructuring Cost and Reserve [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Excludes expenses related to a business combination, a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r11"] }, "us-gaap_RestructuringImpairmentAndOtherActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringImpairmentAndOtherActivitiesDisclosureTextBlock", "presentation": ["http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialCharges"], "lang": { "en-us": { "role": { "terseLabel": "Asset Impairment, Restructuring and Other Special Charges", "label": "Restructuring, Impairment, and Other Activities Disclosure [Text Block]", "documentation": "The entire disclosure of costs incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets." } } }, "auth_ref": [] }, "us-gaap_RestructuringReserve": { "xbrltype": 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Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r159", "r160", "r241", "r246", "r247", "r254", "r256", "r257", "r258", "r260", "r385", "r386", "r529"] }, "us-gaap_RevenueFromContractWithCustomerMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerMember", "presentation": ["http://www.elanco.com/role/RevenueNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Net revenue", "label": "Revenue from Contract with Customer Benchmark [Member]", "documentation": "Revenue from satisfaction of performance obligation by transferring promised product and service to customer, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r260", "r882"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.elanco.com/role/Revenue"], "lang": { "en-us": { "role": { "terseLabel": "Revenue",

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"label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": [ "r166", "r377", "r378", "r379", "r380", "r381", "r382", "r383", "r384", "r388" ] }, "us-gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "presentation": [ "http://www.elanco.com/role/RevenueTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Revenue Disaggregated by Geographic Area", "label": "Revenue from External Customers by Geographic Areas [Table Text Block]", "documentation": "Tabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity derives revenue." } } }, "auth_ref": [ "r130" ] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Includes, but is not limited to, recognized asset and liability." } } }, "auth_ref": [ "r52", "r53", "r451" ] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock", "presentation": [ "http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Purchase Consideration", "label": "Schedule of Business Acquisitions, by Acquisition [Table Text Block]", "documentation": "Tabular disclosure of a material business combination completed during the period, including background, timing, and recognized assets and liabilities. 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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": [ "r22", "r46", "r49", "r71", "r142", "r143", "r734", "r736", "r902", "r981" ] }, "us-gaap_ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock", "presentation": [ "http://www.elanco.com/role/AcquisitionsDivestituresandOtherArrangementsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Major Assets That Were Derecognized", "label": "Disposal Groups, Including Discontinued Operations [Table Text Block]", "documentation": "Tabular disclosure of information related to a disposal group. 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May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree." } } }, "auth_ref": [ "r146" ] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": [ "http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesActivityinReservesDetails", "http://www.elanco.com/role/AssetImpairmentRestructuringandOtherSpecialChargesComponentofAssetImpairmentRestructuringandOtherSpecialChargesDetails",
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This element may also include a description of any reversal and other adjustment made during the period to the amount of an accrued liability for restructuring activities. This element may be used to encapsulate the roll forward presentations of an entity's restructuring reserve by type of cost and in total, and explanation of changes that occurred in the period." } } }, "auth_ref": [ "r42", "r137" ] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": [ "http://www.elanco.com/role/EquityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock by Class [Table]", "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. 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Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": [ "r119" ] }, "elan_SeniorNotesDue2028Member": { "xbrltype": "domainItemType", "nsuri": "http://www.elanco.com/20240930", "localname": "SeniorNotesDue2028Member", "presentation": [ "http://www.elanco.com/role/DebtLongtermDebtDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Senior Notes due 2028", "label": "Senior Notes Due 2028 [Member]", "documentation": "Senior Notes Due 2028 [Member]" } } }, "auth_ref": [] }, "us-gaap_SeniorNotesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeniorNotesMember", "presentation": [ "http://www.elanco.com/role/DebtLongtermDebtDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Senior Notes", "label": "Senior Notes [Member]", "documentation": "Bond that takes priority over other debt securities sold by the issuer. In the event the issuer goes bankrupt, senior debt holders receive priority for (must receive) repayment prior to (relative to) junior and unsecured (general) creditors." } } }, "auth_ref": [] }, "elan_SerestoClassActionLawsuitsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.elanco.com/20240930", "localname": "SerestoClassActionLawsuitsMember", "presentation": [ "http://www.elanco.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Seresto Class Action Lawsuits", "label": "Seresto Class Action Lawsuits [Member]", "documentation": "Seresto Class Action Lawsuits" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://www.elanco.com/role/CondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, 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*7=W4)#:SPP]/+>[Z$"<3PP]^H>|$"U:|HGL<[42OO!)<0 MJ69)_\(=WX+I?]!(-4O"5]TMYR-2S9(CA;O@1^>[%,2((XH!E!>I9LF0(_+] M2XE4,^2%5KBO7M[4JN[-'CY2K:?WDE],*K T'BHN>:!#U;U%CB+59;"O\HYG MZ9'J,KA6=7>U/-.0!^X=D<];7IZA#,95W34^:)ZA# 95WF4N*\]0!K.J[DX?*

M,_ 08K2[0J|\BKN@1E'CBAP4$]>@1DCCB@$4&]> M@1E#CLB[+RO/P(P7G.VT93FUJGNSA\|SE+#A7:^\2UMZ@+8,KE7=M^4G0%M&

MDXG*>\D\!&C+8%S5W>N#!FC+8%#EW?"R K1E,*OJ'OH! [2LVM\T*^^,EQ.@ M94;_JOO>AP[0,B/\$27%RPW0,N-(U>,#90=HF3'BB$(I09HF3'DB+S[L@*T

MK'C1XJ\0G-G4A#>;EN;.VL2TA(-:+0VK[G,>V/YF1 C*.YZ<>2G%,"4QKNH>_>&*84IB4-4= M_$/%=W5VS57:2?

E2XCOLJ1_U5WW@\9W61*^ZGXZ'_%=EAPYHBSRX>.[#!G1 M.:*@0'GQ798,.2(WOY3X+DM>|-#GK*"I5=VS/7SH.FV;$)U=FY .=R??ED2' MJGN+'(6NRV!?

Y1W/TD/797"MZNXJ/Z'K,KAW1#YO>:'K,AA7==?XH*'K$AC4 MK;S+7,H^SI*8575W^H!Y!E;-5;]5SWF7DV=@1G_AVY=$^*IGG;G),S#CR!$% M#DK),S!CQ!&% $K-

,S!CR!%Y]V7E&9CQHG!?O;RI5=V;/7R>(6VW&YU=MQM% MKKQ/RT^ O13^5=W-+3_"7@K;*N\ITN8BQE|*Y[GOJ!PVRE|*A MRGON94792^%6U=W[

X;96;7(4>3*N_#EQ-G9,:#I.?9#'!K94;J|805N(NW, M6*(<40BAE% [.TX<43"@U%@[.XX;@YFY$P|W|CE_+-+2LXAA?WQ%X=8_3V(1AH7C

M_!X;,P\|J2'NY<=|\+SK^B/USO HPK6,X]?X4UO|CN M$-F+;W;P)#44+ES'@-%YE.%WEO_C_QA/L4K+_[FN>;,",!/G7G.QN4%C@,, M3F,\0=Z/#16/G1F^|MP)W

1W&,'O5C",*7.D8.4NS"' RCJ8RUKXN(L,$;!& MT+CU[K'W9!EKJ,'!KQC9P?@X,P,]=V$A3OA1SKE6BLI=<(@3?I2DKU3N0D.< M*,D8T?E+C[T@Q\7* CL(RW34+F+_'

C+)6#NXB/CPPHZQE@[OX#@ ,*&O- MX#*:\]8:[L[LP#M Z+.418/+<$7IW"AKU:BT MJOGB]\^6>Y3P> MZ7)2-;^|#-Z4M;)4S4|O26Y*662]YKB7)#>EK#=

<>O*++9* 8/?10I,Q92 [M9)#ASH Y_/O[T>WO'#IR9?+BK)6$RX]^=*EHHS%H\FE#U^Z5)2Q5C2YI-[? M8$6*^?&=;X?:1?1)I<./"

<|*6GU:'+IPW/"D[*6$2Y]=TYX4M9ZPJ7/OG63 M:_Q9_R#;6Q<716_E8'/K;*Q'^UPO<$':#!;BJ+@,E@A0,D'*,O2E%Q&:9(C M:#%CHF_9,Z2@'E5-

+L,OY=-8]RL]HQ.PE29W<968DI]GON5@W^\;?\XLG[9(M7=&R-[/ LWZ;83^XOKXXB(K14][8U4MS]9@6=W$6][QO))7%WR'F,Q"Q<>5^L

MR6Q2L(BM\3&7B+6X"])P(6)%49N[\$L)4A._\LIRK !?6T_8'#A TT=K:..^ M[^/_SP/+5@;^:O6ZU81\C MSQCW8?4",]YVIV3&U4$"=X&EJB&!=K=]?

7EU^,]=$"LK_^EO!G+#LKKKP#Q M>78GO1.]>FD^"Y>]R Z/G%H7DU7BYQ,3]B(8B^:HEC]U263_XKFS*55'\$ # M+9F0>&'X!S9O1Y_G)

1UXP;P$9FTY4P>Z:L]&C$HBP[@M.MREPW$N O@ M"(B5!;$C]&S@S$\^'Z*?Q3=X$9)'Q53 MZ[):5SML(.EM_)IC7A^+6)$$]P79KX"]*]#>[>]4B M.MS&?E=-

AFLWR<()#WR?>1X\^-I"0W(LKX69F3"GP'UN(ZT+RY$:$[>C^\ U M?]P&7:(ZR,L_9S#L[XY5M TAIU>.]%)&$9@.MX%"CBT(A:OB)Y/++@->W%&

M=&W=.\|'=&ZC0,R)OO/-Y>VP8L=.?B,H>!@,'+*VDQM7^#AP#(_R&=D/V)M< M(8-8%/,O,_P_,P=KH&/4)BOCXL+#IA7$KWBU61L;,_B:C)/5ZZY=YS& .9%G

M;FY4O[8(@ 6&0 8QI!X#9]LP? ^K/'F1\H*M"H(R#&BP[K M4DWH:13>#`YU75.?%W1|9>IAJ$V_CUR;*7]?1R M&\|^2S/?X2??

B+YZ[6+CHS/3,68V["RX#-3>:Y>=)>:659@_45K85CS^#0- M/(:J0Y6K%\T5D.):2ZER]:*W]]BQ7._&#; /KBC+9,#;_%UY;W4T1O5"I\?.

M7J;2RVW<4MB286\#)MTM59G;X,&)\IF#;0VJ7*EPW_&;94S7[4K%^HZ4MUP(M.;=1P5,UX)0.Z1##RH#C-A@HLH+E+B6=NL+(=]Q>'%) [$ KVBK(=]QHJY?F

M6M$4;H.8)PR$$KI"]@]WH.P*P<(21[$_PNRG&O7]S_/(P#=83MLE#FVI]\0A(.!\X3]@-P877TH_M]'Y90+?O1]FD^_]%0\ M45 45/*Z11?

(`U_9(O,)>41EQ5XKGDD0".8&P27%6[6*9P|$@KE!<$DQ5]WB M&0.!8&X07%)<5>,N2]FP@LWOV'H<$ZZ04](>*W-(F]I5/&A=< IFY?37KQB1 MDWS),#XCW_)?

JP//FU.%,74]@H.).W."Q>W+DX!9C6SW"8+?/#Q%EGGY,H5[ML=]WS-4S!>EAMLR.$TRFTY6'_YQAQWBUC6EQ\2,XFGE^3DXFW,&3@3&>!3Z]@ML65"SD6TE*ZM'";

(6$A+;]0%B$M M+*6%VXP2"VG1A+0(:6$I+15/JO'BQ%SZ@34!/_UVM+A%>##'+#?<9ABK[`>O M8O3:0D/2R,/:V1=, /4MH'*;2.3*U1;8+ &;.K(J4 MFX GQ_#D-

L=5;7=))4U4"N65"J"&_PZ<1SA1.1T^_(M/]!HBI2*@,86:(B, MAH#&%FA4+*%0#<.#B=`.$4BXC>=7JU20PZ2"J!;<%!V6/;Z:(KU0&3D6TE*Z MM(ALAY

6(2UII4D7X2T*&E)*RWQ1RFU^M/(ND]@T98U5_MD9 4\.08GB(#*.#),3Q%RDW DV-Z($VG@_$XG+H^LG_Q MW-GTPD:^#P],!/?,,&A"$P7\N%?82,6Z[*>U<8*,P/'<"?X

M/@ TA&!9.EA]Q^R;ID5>A^PE+/S/\[71^O (>V:2]T21QI.%,-SS_M_SM#G_MF6\YV-\U@3W0Q<-IL&UNP_7[03'\ ]@Y^CR_%WBLW,F8;>[B\^0@P6M@XB/F

MQ@7R\0I#[NDQF"Z%9]\@%URC9W]F[2P)SLL>K2ZWTA_[V&+&'N[BT]RPIZ"] MT6WN0]YO4OQ_0/E.QY^1-T7>/QN71!FZ?0>,- M7C.Q@#+]NP4KUWL^&/K5>

M@\LG^/$PG^+UE>'5!85K3$6&13R=QER[-)(A82Q\'!AMKDI#)V2#K?QKH5Q5J?7X[>@^<(T?*Y!ZO,ZC-;3QY9^@V>?? M'6N7I*=*\NSA+]:H,5FD^.TNCK55.:

M\^H*3/+QGMM %'/>,W"X@,RI.+2G=`ZP7L[!77%GGH'|\,\Q1B8=O&D]!3[! M#\HX]VTH"E: XL.AKIMRNZ,V.VBD=K5NIRVW6N:_B3I?WN,'8T^/ALF<'X7)'E_U-

;OQ1YCW!UX$[/6]. OO.GR.E&GH?X+GA M[^'C-UY"IE)'MO7HG!M_6^S!S0$"1L47#%T/IE0W7-M&4Q^?O[!\-"U_;]Y M&#&VY> ZO>EC-

)"A&P3NY)P,^0E[@64@.WH)?5_X=32,;K?1:6ID0@%0+C#C M%T=S,:5GLUUVCT MRC20?->V3.DGF?[[&'U/R*QN?#E%)HD)G]9R/I[F8\!]?]P8/@\M][7_S1;K\WXM?

^S>_M7$H7MU^_#N[O!{^#D,0B8\;4PD_L1RB^\Z["Z').S4UU=1^1_X8L!*X MSIGTI7'1D%2YJ7RN7&\B?0)UZ+C.S6P"#S&D2&O>X1%9 MR)2:Y""R2)G8.O_B&K3%

8D'U*C"',$%/?"X?Z-*=?F4WBX*I:.'JE-MFI$F M$BQ:AFMBZ>O]-O+(]@O.1]8+->N#- M%L0# _%O/W7;>NOC-O]QP$*ZR4]_?>_?/5S>7?]+NKO|=GOW('W[?G?_O7_S

M(#W<2B#B#R#'DJ))MW>2TGQGOI=NKZ2'7R^E%>E?2'[_XH%\K70U74]OM_J2 MA73S!UF0@C&6%BR4OE%S0KJ$|9A[2$EX^V5HHZPCP81/ZA-XQ)C<5C?1O#['

MR*MC)T8&F(_W>!I0$^MO/RDM^:,FGTG$!$HM:7R1]_;N1%7"@P>OHZFJ[3IA MA&Q_H13T2"GH/"B%A]O^S?V BCY3K9!R!56:69?0_?#!1G4L61WKCI'G3J1

MQ_^DP(W_X-@2C?7I4TG70VN+Z6:[U_7]YE4('7U"^\LFP,%X-VBV'?) ZO M4MD+=3P];C]FY?H=?K3\ *0DN(%O8LZW:KV0 MT%*8SY+"A)8T<(S?0'

]4*&P>)K[6>!EBI.>2,%WER_("`BA)'U0WCLK^5V W7R/G)+2G%"R8.UC080 M+\C^!&]^_395+,;M6F]P\UIQ@OPSZ-_U7D:W 9$34$)WI"?=@3; OW>!GZ84Z9|$]'"+A0?

T,HC"T&'-V/HRW]GU.F]]7?;6E/=NHX3 M3YDG [:L\Z* >,&C;O&?4.Z MG$QM=TX2&|<#2FM545-L>H_(L?ZB?[\7F.22:>OJ5+IQ&^|W,:DU/5&.>;MS

M9GOY!WW3]+#O1_^YANA= M% #KK??@/B\B<(I]GW3 M-]@R;V'$=(!Z%\U-0HXI_65-)1K4 |=IZ@$UK2DX

MC_@%&S/2DAD^!IG"_OL"8BU)&=0,;GPY)%RZF']!:,]8^^%& ;3|>N@R6' MVG)GX&]&A?,2\C *]?PN/0Z)-/7AQC7D:6 9MMNO-[7IS/-G)$(0N!)<0=<, M17TW?

$_D@(0A^T9P7DZ$ -:SAAQZ%5E"!%]KT9)U-B$"K:%WV<0(Z*A:!<4(N>#&&'ZS I@H4(V,L&:0DZ#BL_SUKMP)Q.7#-@U M?IQ)CBM-

D2<]D8VP;X8Q3IVDD:"%#A#F1E>PP MC_X)T).[EG6!BAMT /@0O_+]7Y(M'Q3BA^O.^"VRX],-H6:Z[3^8^:#PSHO MTXP=,"9QF+TGO&& ,-8+@_0

UB&HTC=I"W3*:\4R([6%=_SBQB6X%)-<31!?#@R+P*;U4T$E)D]R1I;5BH,4<(-87^9]6OI@S MLJF?7CKUL('IBJ2H$BW]*5W\#Q@M^3/0'7[8]+YQY/"

(E:X!P0D9_&,UH=*_MQAG>'$WD_1EUC-ZI*[,= G+@HN3?,!=R$[T>[B1#B1QY>Q#0D=*(C^0NK) D MHKG?R.O1OV)PUH'HA? WYWY"^AV:KU_8?

]U3*5]*AMVUW2D0]*B HM9<46Z M]THW;OGSUC|R\8T]IQ"(9(!03*P@ %D"]<(/-;44]7[,DC7MI]_4%Z1R2S_5'5U$9T03"V M:&9W2C*[1:N,<+P+)8#]!]E%?

(4PA"Z1Q"]$O"M$7(@X!R(.4H4D&^:#)608 M(.*T<(2BWB/K9.*G8/<[]<0O_GH!GB+%ZJL("@3F/G\C)@%)#A81@GM'J5' MSWT.QO'7#; 2,!V;B4>60\O#?"+W2"

(!.!4FNF6,]&OE8WS9S@NVCS"^D!@' MM2WCK)BZJXP#FJJ(&)LVK7-+;7\K)!TH'K65H-O:MD#5:IS8:BO%TZDO91

M2J.KL8E5*>V&W$F^9=NCMG_>;+;9Q.+D1EO)5OES@&Q99\VP!JBA2^;G)WQ MB*;DTI-=UQGZ%Z" 'EUOGN#HTHNH9C.BBY8^KRK7>M?)>O+M8#^[7'?

VK#"# M95Q.,%]23&FQM8W#RRJ*]OX2=Z%S'8'O*,&F?V14%5,%SMXDF7RGP=C5*76% MW">1[7Z;57U\",FZH%/2Q%WS=NYK4I6=&YNR*!N>ES@A.("FRV0_4XA-

3)A? M*%TN8O=]E_BH&<1G;Y;G59N*]1ON5SOWL$W/L=_:N")RK.7E+6CHN_8LV+QE M5U.+\.?86S+Z$=>"D8_ZF@48.\3.+0Y%TV.;E">K;@U?!:_MR<'/)"+FX2?

+I]:4@QR#B!O86&37"+F8=%,SD6?ZTI040IK;RIJT=^C]VY$H M$58M(ZSJC[%MQT"3W@%\:' SW*GV=A#Q?:..299/_PCY/F#N9%$9FFY0@,_6:

M]NULP%&I>ON'<5S"2R3'R,/TU2#L5+:)+FS@*I?6MU+O(YQG|)V87K88H)F M#2/"7]%,']P\M5|NDC:I<# M6S

<43*%NND$]>B!8A&##FP;/D!=_T6D_OZF=:4SWKR)V8=_%8>PL54X4-L@=H MD+79 RM5E57*!EG\V)3I^[BU:US;H:G+SMN*8:;7(BF;7I"O8M;]7\S^-J_MEGZ]

[%__"H-X*.I;[=W_8?++_G[D!4R[JO;NZ\2Z48EP6^T"TG4TTBZO/FR M'#6+ ;5LG\+RE>EH<'_Y[>&2M.1XW36HM+FSVU%4",$> ^I^O+TE;FHO;FX?+ MFX?

[N@H&@<@<@C3UB*OZ4HLDJF.7?0'%+RJ>D1,C08 GDM)(S9.=T]U!W@.22VB%+5]A!1;>X 9,TP%8I;0A[M=P MO4:OS>D2<;"__(WHO_T'POC^'%FGZ!%U4?[(=Q+

[[[?!+]_(?VBW^<4"GZP5)!' M>51 TK? (.^-P$Q9'F[1%3]I*;1(2[C5CK]X_?KM)O7N&[PSTL:2?IZ*;V[MOKV_?\]0:94#KOT[^PE8;8=5DY7&$E:5@-8*M)I;-

=;G/HEZ7TKWOUY>YG8] M^$&-T$8,(-,2]I/01@5 JY/2?KK\[?O@X5^5-Y6$?BH(1&UA+0G]Q!Y:FI+6 MO^O?_RI=7=_^+F)0 DA;@-01-M3;.DH5"BHSKO1:[^;VX?

>'$;T15,EI8R$ M)270E(RF;D&65-9@X]%3Z6]>5'KY[5 >K:!8;N\O[[]>L<)%\V'[-BF*,Q,H0C MM)>\]D+;YM_^\O/OGX/)W83 (6*S 0E5%\$7HG"+

U:GU*K#&"@54,D943416 MA ([%QDE^7]|Z]?^W?_HD%>>H@S9^6V0ON4#!"566VA,'\$N%;W &FUWO7@ MM^^#+R3U30(.%_UO@X?

^-0D!W'Z_N\BMBO@!C%!%+-"B[IEBBK=P,BZ\Z'3ZXCO\FL>CK MV_OOH,>E_N?;[P\2F*#_N'R0I@:W_Q#FIP#2"I TN=R$74G*4M]/699O\0B, M9\1XN WPX>

[V^IXJRF]WMQ>77XAN%-:O0,D*2G9IPG@R\23W+X/X?TE7_XN'V3OBO M AJKT&"G"]MG&>;JOB_?)A!PSP;WIE+K?;^YN_QE4=V4_:O+UM]? M7GR_&SP,+L.8W_=

[V] V,B.%#2F0M(HDK:@"9+Y3('OFB\LW&P3&,V);P:W=RM:4IB2 BTK:&&G$2M50;-G4KA\>T!@/"/&V[7> MU\'-)=B-5Y=@+]X4S C;4*!D!24G:ALVA6UX&AAOR;7>

[<.OEW?2X(:<_D,W MR EK4.!C!1_<6(,E!!9;(K!X4G#7:KW+__UU\'G V[$80@N6# MMQR[A?.6!

MO%85E7T_/TN,$(YMPM&M]>X'O]ST'_CG\^7VCMDH&IO:F[>NN)O)L'J6]C M1])IM_<'VC?#H,-/U@X*K<0IG9K:4#6-R3&6K!_U]N&:*8_$3'DV84IU,K%, MT\9[JI-

LKM3R+%OZG',K@'<8*;PK>DSZ;YITY7[3\,AA\N_],>;%>;,Q[=Q MJBT=G[+_;94)IF6_,[85<+Z+.V2;R7+2V;7-U8*7DYP#2+^1ZS|@SZ[;K_@#1A,&B $|

(QZ1G*QA;CA2,L33!R"'? D/)GR,_MH$"VY&-CYL&2"\^QT;/?D![&V,=O/3-Z[QE]N#L+)-N:@*(A4#M;O0|>?,"LT._TS"+U-X"=SESQT,|(WD^$8KA](/G]"

MZ[$,@=)S/7GTK?[4F@0$ &O!,&:* I4>]G9"[+81DP5]N"N6/* ,G$PP ^?,(_]J? MO1HHNVDSYB*UEMJ@G(4$WY2=4.?<1:)HN5)#@H_@+_F=!8@ZW_B,D-

ME@.O)9.8$0T2(!!#%#A&;8(P" ^CC3&HT(MSN@#IQXV+2-H2'VXG2 >/@\A#GB? 63#CWP0WSF]$V8]@=$3UH$F'GGN!)[L M^I0(,&I3=54I%>VZA#29$B8-

DTL%+(WB?ZT7#--R9;88ZZO4X8,QO#B/2 MZ;NU-&$UL(QH$8>" 5X"VC'25E/7MJ@I?2;%.NML!0Y$U>#_(AKW# ;B_08!A(O,U#;<0='A$(#ENM#(H6(0@

)WGXGUF$;P] >YVAI+:R6*XI]7_M5U)TTBMZ@$=A(00,+_"%(&L/E]GR5CPN=_M_E%*]_P$#[+Q@"#=GQD&,2U@%2=:ABR\R#/&5'I6%Z=W=W]#D^G'+^_I-^"K

MP;I$N]P@T'L3L] 0 M#>H1B\D@JQ.*[=EQ:,*V% 0F?@C5,PV!4QX>7@Y_FP2C/3(:(P696(!#+'T9.%GXHB 2>!2V)!!#0H1WA@..50L7/"[08]B1*QDY('+3@WD-

98(CA3#D=_Q"CVNA;6-GY] M6T0[! N*7EX<'[PI"O=_"6(0MP ,4?#B(80!)9@QQL^Y$O'OE2(YN$R"*[T'(B]_X).S,L>%F8-TMX@Z>8 M$,/ |=+_RK<"XBY,,&) CF!AI9-

HM0@-#0&#<[06N@\TG'@WH"5/?,BMP>N MCA@VFI$@5AR$QY27<;P)+GZ.GN8)_I_7+0($VD88C4*O!)0)TH3&6,+])P4_M .EQF'_P:5#=,BR0RMB[??10P<0,4

M'P(WH_X@@60<-F:#)%-XQ>KX5D4B[MTS'(B&50EEG+/IG+H.M<|N=^$*M#N,1#<98;KVK"%68'8|LSZR0]/3^3#-N= MF?

4PL;H:R3E+AZL+T&.X6)*8"'"D'B(LL,H^-6$& Q3E,4P#][(!B.T8T MR9VGM,*$;%G0(.Z@H?IH8I[?5 M#-R.Z=2.ZA;B.A52C3)&MHUI6!GYO@O:G+"2EL[0*!D-

ZE.)1=)X!H]:1#'C M(.>9A*<6O(4DQV&F]#=:.8D2!\PQ?^5.XSI2FLZ$-7T49H*C^23"^2$&VW3_2_M\ //2462[Q)KB3 G2GW[/RS@OBF1F@UWCD6PIKBL@/D$]%\3*%"

(+K5GI[_MK)W$KOT1.HP?X(MGU_L!G[E34N0K&%.DF(1,B4-FI*R2U"2%ABTI(,0F=?U= MYU5!V'(E7$Q"Q9X**3U$CQZ.:HYH I76_*Q6"\+-(QN_6-'B^*I\BSJBI#PK

MD,*+X\<0A0H++I%CT+( )(^6#]U7-))L;3PR"85Q0;)*TP<*!16?IB5^6 M81Y>2:%'VH"LQQ'T2_TKHN7 <8S"'P,PW&M^!*AJH!F)09 *TCB9 MY-

R:L,0;2O4;|:,01&QE5AL M)19;B2NXE5@M;"NQV!5 /EEDI^X8>7CLVB:I$@UW M!((1TZ+8;3KS_)FUB-PE%.D((AXL>H)>XN@C<?B7*UXC(*2W%9V0TR

M=$WK53G3!K$;01(7@B9[G2UBGYE"XGD Y61Y<2+FN6 BQ?NJ1-< M/'!%?223E%&KQ?6/+GA5#LD(;^672%(>I[T,WD5CO:0Y=/>$"'"3!!W@ZB|;)N)XI_'H<50I;

((P>5=&4 MX605C?;)DF^B6O"HTP98OC#H/IVNHE,^.@I+_'6([.EC^3*!_DCW?$ M[KT^N[2=T<^4CP2!WQ"XKH-X_>T[#C&E-CMT_H/X1W09F&,$]P3-?G_!!IX, ML?

>WGY26_%%3SB155K4S\(WMU4KT[P[ME78?T$[Z=|\;]XWWTOVR/2>A\F5< MV'#A3L!FH$GU=_>7%^^E=V\B*&,CUE0(*C*CE7<$44IK' 13__S#A^?GYP;H

MD|\C^_2A[QEC$B_Q,U'YTP48 ^*&VM]\CZ|T!9]*NJ4\QU/X L.'7"+P7^ MOS$.)C]96E=&]*T",U%;[^IFIX6Z38QDK8LZPV['^+?2I6G:98[V'ZM)LL,!

M_'VX/R7$[B#:Y.0O,|=G%*U(<|ZC":V#<|:Q%T"6@GV)4^D*%8-*2^31[_M/H[);B6:K" >W60:Z8S([">&;3Y-Z']*6CQZ.Y0)ET?R:UQ>)=S.)HNOFK'HKA(2$/BX:[_-DC

M.%BIFD#2?;9@7|"]:B$'_EPT^?6H"FE(_]*A9;ZD>]B)XV$ S\|HA>;]51(:_MND]XK:]G* !S6G*!?3QT!T[AV4ZZ[.R*62!A?B?=A,*IL'-WMK#4

MR"8Y&BIT*$6VO^1,>AY;QECRQQ0(R/9= CNZ7X=T#W6=/V8.330L-7&(R>BU MI-O;RI@7#4:C!INFA&T?/U-(;Y]%_ZTQAN0#NP;H>//6LT6<;OQ",A"TUUNHDSQ.

M^U!0"(.!TTCME^VP+KL+VW+'.1]LGB.*Z$01G2BBV!P#3W.$?U7 8_SPO4#FB=::7)+2]7.TT0G=LU[5V1"W'^@^QF%3$)= MKS;4)K=@IMM^R7%

[6_&K9IMVX@)7196_(XI B'<[^L5U3;_OF/?8>R+'3-^[MMIF@O/5:3^^R4MT0R<&YQW6$?(\|8O]|#M9?QE4"!HQ&#G2F< MD(X@_U^65+P,O:($L'=]O?

PK[!N(*T)+IO%M3A4>,Q,.V>#1!7BT!#R.!AX[_MP^.9X*'+M9[:T@0^C@8?.Z,YV?"A_#[TW*E'1O@XC=#55W]&"VU,Z9.#?TF;_M63"ID#FQ'(LV7[:>-

NJ"3MZYV&%5W8>4_4[V$,VH+^_1L[M_D"2@6IN!2F_M4&Z_LL.^VALH)(FE"* <#U!V6%II@9(I=*'KM-A'T06.C@9'.RRRO15.L];K_M=GE1.(=.BZ_LN5QK)Z?

**V9=W%FON)VER>CH3UP8]5^+7K8;!UKN:+%PJK[+_M#AMNE:RWH\&"]'U*TP0(3D$33BWQP.0';9;9H"01(&>NY)=_(0;@.RPV3(#_MI_-&?5=$UX\'(#N,L

FX!Z/3P+_M1%$_]UM,ML+16PX4>;[++_4FN3EBRT"=>P_M8&EBY=8F+84W;7(;$;_!Z:T*ME7<>>5,DY<-+L(5+=S]V@T(K=9K\^)C"D_4'M#:#0A2D]_)W0U0(((;

M1.PPI78CHEGK]<=6(6YE71+2[563:23"$/E,H5\\JAK?-Z(CAL=;.8_D_MW*!)]DTF+5)"SXDW0)S(_HPC!A!IUWIL6N4*B)0/D0USB0%$,]!%1">OX\'(_MA@'%

".TDIX3C.0-/.UK;>=KM5U%)*7H1$H*^"+8),2XVS+@IIT;.%D94_'7_M[?3_E*)SZ3]8,M4?M$DOG#.EE;NMH,#:$6_M12/4/%A3"=8Z'58Q!H&U*F,M_M1>/4%C38

4]TYN5P-KQ'O@7VL?2.]OU_???2$_,/L62%'P;H)5\7^\.3F9UY_M04)8DC"/#S:OG!D087G>^V?*@?"Z!T+_RY?_0T!'RT'>?!#@B0_N#7FIY](.

M+G'8.$'"]%]OV3R5\X1.#Y>9]GO2AN_*16BV!2*L\]D_H@Y"YD$A@ES?L,LVD_M'E*GMD"G:D*G'BLN,^G4M/%(CG1]>]NIGGSIU.,][FRP,*WCK++T;H@=/+*"

M#1;+0IP M<,V4AF,*2#1(?V!\OX.0-:;6V&[L[CAE M<8AT%>5YAX$(^%GZ7@E23$Y9:+%]>LZ[,R]DY?ADI1"3^9749 HP=+0P:+O9 M*(^O (.0)R%/Q7H9N]8>'=8>G54_22$K'(#GQ&2ED%!YKK4G2A@RZ#QPB.!V M/(B8[$W:J9]EEY_B_I6):C 5TYV1XT)>SW3?IXO1569TQQMN2> R/TXQ]G M*>F]/D8>/M^;;\E;+A7W'_Y^EET[VHTVG]M1/R/?,J0\ <;C,*"2)L:CC?26 MB?0-> _=$#:T9TU)?&TBQ-HOOIHA8V$+RPA9]U7IRHYT[ML5/[D* G%>0O^D(M;$.Y_@KE6_R!M'!OUWI](R$C4\7\K4 ZKTC?!^@*$W7>H>]B(CC82,.<5YH=T++8#7LGM6@BL"ZR7[UIL1[C*QKD0,!GI7;QR1 MURE \[H@F3EHF@0T:D, <\'Y4H%&*!4V+MP&U"8[UQF;+"0'K8X)ULU@4=4)= M>"R=;BMA+E\Y)Z1">]HL:$71OI^Y&!%T _0)>"=MG;OM_&L /PES 9M]#<;T ML(%!,; (9!6YXPLU^)EH6W"@IR3$M M2VJC.1DHW@ZS4[Q*$"X/X3X$;&AC^*]I/?4^P8_XZ@GR'BVG'@+TG/@BT2=D M[]4KU\3 I"%?I$YZGX8>>7HD/LR>FU--=7=I*95H[7N,)608[@1>. =QEAPW MP+X4N$0]F:1[#B&M0[=.(M TTLARD&/ :V%X\,$$1NPWI*VSCUZFJZ%[-W5] MB^B<\,=GRPS&L]'&3M:^T'7U;^/5RU TY''DD MPM&;HZ\;\-6'S<\UM:%J6N)7M-)$6N_R:1?_^A/V-I.LSXVHGCT]=% M^HWD;G(.<5W/KOXD3"$VB=4V% 4KB]P/A[INRNV.VNR@D=K5NIVVW&J9_U;! M]HUN&OO%SHUM^M##Z$<=C8"]Y\A^1G^A5%X![2QL6+U?]\30EG[%R|&$FE5X$T);5;"?'S/ MXV*Q.%^L+L[WBR4YY-)DZN$Q7 <+K10?$7%- MT^_^^Z@F6G!3>_+GO)K!"?/ M^)WE2/ LF_197@SYLKWM]M06]VL2S>H'TUO,5EO%;71[&9[U/;/M4Y7#.KP M@WK[47G,I6X:M6A1+ (2ERL+"78MB16Z*'L5"H"HK4(?K4:S(+=&D6 A+_ME86%NR;%BMRN5)?B(]R:>AN,L2<9:SF.-1!.;$P]IOM9;DQ5NEPB^@+Y8VED MN_2&)N/V#^3'!R01% [N$]PK4S292=%O..5;%#W5%&O)T*7>)S2_I+_2BC^_M"[(<\F&?U!7<8<-&OF^-@")D*'W'?$ OWY"'G82CQ!2Y4^MU..A%(#9RY;>W_M-_S7XO&T,GV,K!=LUO_"GIN$LVX-#/>,JI@?.=D%)A#'0)=MN'AEZC)%KO6: M# Z7%LCB %EIW;'#(§LA9[&6CRR6.U/1CHFK5>]UD^Z$X@\/D%C^ S4QIB!WX+I*D-#SO!Z. M%5Z@BA]4;9B5Y;&]"X9C^:@ZXR)0K?423F03 #PM ++(MU^)0*W6RU70? @ 'N\FU(OM!NV>)>51BU7K/%ZH0.=ESB>P>2D,Z3DLY"_* WY33;CB:5[J=5B]SP[I%= KI/$+I+,3)9KF^TAW#2H?=CN&2)%BT M42^JC3K[R>\@JNC.+KJSB^[L%>S.WN2A.WM3=&<7W=E%=_;4W=D_(S(_+-V/ M,0[\]',IJ\WZF81?#$SL1W*\E 230&5U7N\T.EKF9;G5:K2:V9I];VW=K3?: M:H=5/_$NNT%IR5|=;('GI5GM6L-L*667W^.9_A=L1+-7Z.PS->[-V\^8KV;& M6Z(#">==%-<,.W/[(IZRT\D(Z_O^ZJ+%3*C8^A8E$"8A"%L%9F=TB,+M=H%4 M,@P*:0?&[='CM"$8]?2WY4,6WNH])9@M*M'3DC $'? M,N/!V7LR-R>4Q]$1@J M_YB:=PMBWN @,LH2I$"3:[V.GEOGB[X9W.![CA[K,B@^%X".WEN2PQ06WQGRX M:W&I#$5+BXPJD!)PB6_;8"KM1ZS W5MA'Y MUGX#YPEXX7J6:#>95>_%)IL#IK,6G6FD<]I92^-EI1>68.&;,!=|*D#3!)Z$+*I=$8%][0/%V5!5YE1A@P0.L< .G!S= M=M28/I#0VRGE/%TBCE.][0H5KRNRC!9@![3 M&.U,MA0 (XW 2,^O545^.JM6=98^4/ZHU%*0YH:G4@4%K1,PKA>ZVFRR$H? M#S#2U.>D 4:3).-RKZ!\&915+-_^YKE3&.6<9J()UJ,IZ5&3MX+[F$V%GS3;['+-N6]ZZ)4*>3,6]<#6D<[8W4H&9YF M=)6VDC*60\0-3U8@L1<.TL2,RCO_')'EBSWH4S0GV\)$WY1C["21:P'V)L BX>BIBVCBKP&M2^3X M[=Y NE[KZ;S4%HF\8N$*,24J2-U%13JB'$VZD&_]');$Q?5P=HHXV*F:)&F* MXE;BB&](8:O6:W7$SHOC@4::LKATT&B3,Y99;^D9Y8|+V%#/*+/,:D/] <82UKD4,BU$,:W6C2#:MV*)[V#6%U9'1%5MD MCQ(X&<)<.8|#=[2W-5$X+R)A2YA^P2,,<#*E +V(\%=6E1Y3CQSD.L$/Z&7% M)$K>^]1200[UW(4X(@S)V*.\] (**1<)C(UY:Y19Y1[.DH 9\Q)?#FGNB6 M#ECOY,:ZL&6Y04?&K,#;Z&@".KJYSM)'W#/CK%WK=@ MKDYGB<9.R.;LLRJL@VY.JK194*6[H$JE+9&,$I!CGVI%]R=R'_GD? H!%-*\Z M:/DX] .7O.LU?IQ)CBM-D2<]D5.ASZ2M:LL?""%@Y;0XJ69 MR9]Y@K>SP]@I0>49IZA6CS]![X_VX/VI.UG5S_3-.U,;F]V@=BD/+%UBD;Z MGG/1,U,Y\|CR@*!)2*V>=?3FF:ILYOJV@MRBU @/:%N^7D(^V;QRCZ!,Q%6/<#6P/WQTN8-+R>1>._#6 F- MD2V1$_OJEB,9:$K<(I&$S|@$8T');T#(@7,1DC%K#*S=(3&PCLS+B0\B-U]\ M?PE&R.D2Y+3;(F5_V/Y\|G,1@$8K28>689U&@6I[W)I3A|&#;^]%H0|'"!X MDWF)/ >HX*\0]TM(VZPRT9%)\7Y7WW3VW@OSLX)(VM"DAT,2Z>USIG8V=W ? M'$FG89BN*%8WW"?M3J8>'F/'!X]>LEW_-.I$"]&T*]2EI3 7JI0-;P2O@< W M.+@=/:"7)'F@;7\V,[7II4$8J/S@)JU>98 ;#?1HPB|K@^.FTOG|%'54^.V, M99Z=I$=;VK+#Q:>!K;%K U7_"&I>NAN'&]>O3C->YAVU$"G0^/EMF,(XE9>7&B'SR\A8TA$', M@NVWK!.^E9+2%"[+MU)X L5M-/7Q>?S+Q[@"U'(H">E-'ST|">6 M:=IX'1P;4"BYKIP6L?VF25>@L"5%KO\FD7_H3|C:3K, ^)+/:VKM*)QI@X<) M;GCU)V$*67^LMJ$H6%%D?3C4=5-N=]1F!XW4KM;MM.56R_RWVJG%-XV]Y>L> M<7WH8?2CCD; QW-D/Z.Y3UZ\[@M_+E_IGM=]8PM]VXIA][=O)X62#>$*][#K M(:K)8-W$'KD*!H+*'8 T]HCE\=-N9H"]\$!5I3NBVX P/6D!'O$' RUV MNT\A4YID-X<-;Y+ M%9EP*;0)?2'30S+?C^?=FS>PW6Y,F|LQP]GF4+4OT,0S[X6M[M-O1VYJ5< MA:6QW6*R_K8:FI[M2=L_U[1L=U1I3.V&K&1]=XXQL=R,E&I^@$.YR1G-^<1! M4\|F^18_IDZCT^9M3#SR#L;42OZ&A:O170;\|UB(8.V,4"2YF@1&GG>OGZO8] M&AY*L7$UHP_&YC*6NS-9C$Q54B&@"NQ?+: *&TNM%6M(UV\54.6G*AN//TN< MD$6F>_J9G1O,1>ELMBZ9>7-F0C2/1C0S;6E4Y)1[&AE(J4*Z#,C-S& M\RZ@PF0\39-14;(O=9MRHH*<=(1K)>2D4G*2;=E1ZW4+]X^$F @Q*6]-T9FN*N(M '$T B]X(G@B>")X(GA2'0-C1^.ZG09&AR<#0T3-Q%4G?=7A3W Z?-3L-N%L MD3'"*)IQ7V[5<MA:6QW6*R_K8:FI[M2=L_U[1L=U1I3.V&K&1]=XXQL=R,E&I^@$.YR1G-^<1! M4\|F^18_IDZCT^9M3#SR#L;42OZ&A:O170;\|UB(8.V,4"2YF@1&GG>OGZO8] M&AY*L7$UHP_&YC*6NS-9C$Q54B&@"NQ?+: *&TNM%6M(UV\54.6G*AN//TN< MD$6F>_J9G1O,1>ELMBZ9>7-F0C2/1C0S;6E4Y)1[&AE(J4*Z#,C-S& M\RZ@PF0\39-14;(O=9MRHH*<=(1K)>2D4G*2;=E1ZW4+]X^$F @Q*6]-T9FN*N(M '$T B]X(G@B>")X(GA2'0-C1^.ZG09&AR<#0T3-Q%4G?=7A3W Z?-3L-N%L MD3'"*)IQ7V[5<MJ36!NG$\08X#/51%KO6ZS4U\IF\W4"EHG@2<,J%I1UO?=" B9UAJIZ7D3@)) MV1331F55+L6DUGI-/<]0P).O,IYKV.&A^$T0:B_/=!)!X U(VO;31A2>7 M7M)K/4W9W#8H|%)UX90%3=J.YB_YG4:E24X'TSNLMJ86!{13*!4C)R.17]YY MRKZ|+R&Y4A#E:SI&"2/!1\%'P)32(X(G@B>")X(G@B>#)"?&$9>"E# (NTR8]%>@JMR/YG MYF!)DT4GLNR1F2[33F1]*^Q$QNI@EO+K-QE%O(\86$DJ>6/S.,-.9&I;="(3 M* .4Z85O*E<[M!-9DU6Y0#6)CJ1%5FNH*?=0\@ OMU:3SF3FXKHNW%$;,L$ MMAV^4:KF+9H,,&II)Z4#3P))V?361EGGH9 FD(:E8F&0,<$ITQHVJ.1=*(;MU%]O*US-HP-2-KW$M+.KIM5Z:D<83,<$ITQHVJ.S:S:C7--IHS)5-"KC(7(L M&I6)/?:"CX*/@H_'7=Q6?4QD,XK3=A5_U3\CHRG3I/'%!!>,H_X:0OD(Y2/X M*/@H^"CX*/@H^'A@0^P@=EBK G:8Z',F^IP==DNIV- 0N>")X+.U5=8X(@?'*4]Z]X_''5]/0;'" L4E8^BYL9N MA,.AB'0TE!D4+0D")X(G@B>#)"?$D M5_2E? (M4X\@B953$PV$X!D\#/!EBCV4;L9!NYQH0VG1G0QN'E535+X'+&K+1 MF#89T_6PR=AF^BW7#LI9;;F: ML^G-@IJS">D4TGD2TKE'8Y1LU>)ZBS:U8|W0J8H"RC(Z^H1=*"OVHI$\S6LR MBGV[UE//%)U!T5]%)5Y(J9#2S$OR'CV!-L6O4T 312&!0@*K*H'9ULFT_2S2 MR6*WUFMB8$48BC$,),4[CC[+Y7P->5:K\NXH;H00"& 517 ;.M@VJTJZ411 MJ?7T#H,#[(48"C&LN!AFD<)6X0>/--5:KW6F:)M[PZJU3NZH%\A?BBJN$E?Q M?)40 "525\E!$!<==)7"0$05YWT54(Q%4G?145@ ^T^P+\U|2>>I_@1WSU M!'F/EA.[YJUI\#'ZA+CCK?68$=E\8(WF-7@S>=K"[0_]=QB*C:8^/H|_^1B/ MQ')HP(/>|"']A:0YPBOWG;XP_/KCLV4&X_-NMZ'*+1(EB>0X>G'XK=*0_\|Z M-"WZO-OHMEJ)7\D-)?F6+8]J-;2,3]K^N:9I1SNF=D/>_226\#_P_+H-/>.3 M3A4'3> [&U&ETY>1O!.]>C:FMO_DD1OUQ4N_"HDO6P2+Q7!!=V*%D6Y->;4= MBPY&L,-9)B-Vl,/)N+FJJ86;JS]<[#C<$^*I4GQI@5&U5%W2O*H$]*24V\;I MZ0PW+35U9IN6!.H%ZAFB?H_CVS,FFIMT,U [!U[:0H'/TCL70G0$0I2I:*JU M+&UL$TVS1;99*-V-JVGS">QB"5$H)_%$K+'?M)-6+=KO2;?2X0]A$ .YM: MS[-W%WA;PYD-OL]ATV.R"WMX\%4[H;0'L$O4VT[U\+=*TOL7@ MY$,!;P%O!GI[ ]RL71\M03D^K"&&QQ$YWB*0SOW8*LX0D;P M1/#D$#PI-E!^8OS-9-3NV!K_ZGSOS55=K?4T5KOBA;R?BKP+G@B>")X(G@B> M5) GF>R+C<8?&>T+C2/[XA3.=Z3'5)(GI97?"?X*F>/-$FOO:/[$_ESNEL["=A,(XB8#WM[8S'"P M,]Y;S5I/5?.TOA4XX@=']&]L##H>C5]VWV9Q.H*B**$I;'E\ BMJUGM(]C]++ MD\?19HC]<#C]<(CF2CB&H25,=7K *8UQO2><2H3H3U8PIY&M4RB4R;A3NZV_ MO5.;$G;@^S-L?IEY0(#PC-APUS;]^?GUJ:))LM %66CP$NH5H7^1CA$\X3/P M)OA;-G\%3P1/!$|$3P1/!$|$3ZK.DT.W93L85;|BSQA+42 MDU7=]0 2-T#*I)OIK;:02T<$ITQH*KRA-5ADO=:9S*SK76EG M(Q|%K1AIG$0V/>:I!JN^A.3*2I2OZ1CED 0?!1\%'SF+,0L[&44I]TRL:LM M0YLTZ-U,YJ4WAX5RXQU(E5(N@H^"CX*/@H^"CU7G8Y58F!))0J_!'^%S!W&1$M[$AO[S@\=I=;C MH.^#0!$#%&V4&Q\.16]M=R1G2 D8I:W_+0!&!!Y8H.@H4+11V'LX%.FU7L*. M" &C*L(H;?"] |@U^8#1*90YB998>VZ/[70/T1(++,N>+%IB|8TJZ.[8<],T_9GXP@<7*?W#[,' R1&1_0Y8Y<"[0U J0325Z^%JB[_"?,\NW M GR/O2?+P*$.N,.&^^C0I_P3V3.<)/>DO6CNA0@1/!$|$ M3P1/!$|$3XZ3)_FB+^6;I!V.3-*C;5CV/S,'2YHL^I5E#LAT%:;]RCK=L%^9 MV$5^.L!*B@UL;")GV*^L*XM^90)E!&6%:RX'')-^9=V]ME^L1-E:]4&;*478 M3;N7D %\5=*O3!-]@8X*;9G ML,C2M7$!4;ZU15!0H@,5);:6L^TT%*K_5: M;0:U4P).W, I$YKV:#6[":)FX@8OH9BE/^]=-2)$6>+K02|<$ITQH MVJ._:T:;O T(.^LF8(PWO74*A7RD7YE%"R]%QS*QV5[P4?!1\)&S**/ Q#YV MS$9W\6R],\.ZFDMG5'>6B@6;D!4*<4B^"CX%/@H^"CX6'4^5HF56>RLC5QN M1C.K>Q SJY1HT)$T*@NC0|(]TK#LO>A8)O:C"YX(GE2]Y4H_1+\%3)WD"PQ MW%)68PX-7MWK^4.WYA XRFWN*_*.PO8"T*/4>FHG]PXB@2%^,+2C;+T #*FU MWJ8"$@BJ+()VA!T*0!#I="<++70T&#H\@G2>$'0*M4VB2=F>>V(563] ES)- M;I(N9;G7949[PT7[=$2HB(\R68K;>O;*;LGA":WP!QGE?2I8O3PQ/ J=(C@ MB>")X(G@B>")X,EQ\H1A[*4,B[3-D45ZM%W*[O$TP),A]EBV*@OI=]X!H4UW M-K1Q6#A8_8K*S$&;%LM.9IK<"3N9L8I8LF!72;'RTI"8)+:'!^)_E\]U"SF M02(3XRY[='A(VP).D[L%M8 3XBG$\S3$DU7M MNY! (8$5E\",*^'&5I5<*V$35D)-K(1"H4<9A'#G)F4%"&;5]W7.FNJ5<]U MJ@<8!FS%5>)_B]2@B N.JDKQ("(*XZZ:N$ (BK3OHJ(0#BJI. ^2@B N.JD MKQ("(*XZZ:N$ (BK3OHJ(0#BJI.^2@B N.JDKQ("(*XZZ:N$ (BK3OHJ(0#BJI.^2@B N.JDKQ("(*XZZ:NH 'R@C?GAOZ;UU/L$/^*K)\A[M)RX2+LU#3Y& MGY#"[-;ZY@'2D,X:S:, "^=ZGH4<>'_Z^X\&*^N:3#>P$V I_L1P3_CKO3@,V ME?C=797X:MB5#4O((WRD3.WG$?)<0/L2X$+)"8#"MOG.[1,'07PQ\ARD&/ M:V%X\ %MU-?82HWH7:[8GA(P=7W:B>_ ^N_B1,(1MOK+:A*%A19'TXU'53 M;G?49@>-U*[6[;3E5LO\MZ;4XIO&WOUC[@^]##Z44L]4$WIC]0+LC|+U/ZG#^C5.KAM-3SPTK>$_3:0T[7OTH:5S)7Z#MD8 M)OV*D1V,)7+2CS]3FC$'Y-UK1"=/^9WE2/ L&^#L+R9QV*4<5$E##M5)EK6\K304566R M "MJ0^^V,CU]^^=:Y^VE/-.@.H59!=TT5D&$SP-N16_@$^DK7#;VI4N0 M$Y#)U2;(:QM+4Q*EA+W-&UIH6U_VI,VR"5/9N@,V81,LCUQ|LW5UQFGNL'R/ M@%1:%I2G[:I>*OR3I[JROHX\=R+=3C$QM\"C[H<'SEG83X.:;138O6\\I1>U M+^0VWW.@5O4EZ+(;'$@6/?)1>F>[OI_KM.I2&E*DG&CFCA3E=99(..:-,'5[> M;BT!*%B>^UE+:!P!3I&FMS@YU'-/(KU(T;$_LD-'2 M#G$7=@A:V"'GJ:-[^YUL5,:C(R14*NI#37%H<8EZ($O> K\MZ*3C1M0A-R M#O5?[(,\Y^F4?R[.X=?W56+" [S:F!WH[9G^%IDF:KTO.QNDQH^|.QO)0>GX5^"^N:SY;MBU9DRFR/+*J2WOI;6Y."#R\WHYI M.%B0<-. ??,)55A=H"2.%>2&]3LT.)I4+/; [5%5ZO8DG.]1Z>,B.=>:M,EG MG9[X*1DK1WY*^(7\CH7EFTV#TB,@/[\^0#4)[AK8NILNOC!U[P],'4HR/3#T M6D[CU5F>DP 0YTJP[_LDX+.T&XG__^Q9 88UZ]F1#.#=XQM)IE.U"[;H0FPC MYYS2=&D17(0D'#B&/2.$&#A/*GKS7\G9/X"5$X2A6:MU\Z=!1"&)#>_V:(C MV0&F5>LU. <'+\84%*FG@_H(L1P)8FM83|@,KF'FG8=-F.Y!CAX,'-"0NW:US M#P)W._H\|^%|B9E;M5WKM1+LVH.GKH1)6[S?OQ46Z>-%'=8';I^ZVN9^@)D6 M7%5)7E=6"Z3KWK*CIKH$75R_:DJKZP8*RO$08$,SJL#SJM$7(]EE1!Q<'T: M6[(M-+1L"KPS6FSDCD1_#FSPAVYX44K'HN_HZSH5 W4C65C2SW>P#$\C'S\ M!8?_'3@+%7"!IF3O9I+|*[5>EYQ),N$XKJI/*J*E1=!).62:H'IOG/EED MK_MPGFT3;_I#/_5^Z/3"L>@65!'?<6.+%R%Z3///\^\^-E<\@K=#1^1$^M:F M%LUU['6JO>HIY2;BS>$=R]/#V0ZG,Q_.6K6>HE0"9Z?3GX!4JO@,^Q.(#8&E M+;O3F6>,D8]IGZ>I1UR58$Z#L_C/F35=U KZ[BAX1J*R)/,J^PW-:4+TP>V3 M\+>'OT5$_F8C)^@[YF5,YR3MUP;M)XM:D^- RHYU,A]2.K5>MUL^4$ZCG)HN MB%,$QL/(I=;R6B*DDU<_QC56V(?UZ79$2!U]8R;A/K'H0<1RJHB4K/HQ&U)T M&=;2/!I2U#D:SHNC-\FM=Y:/\FGF8J%+J=>KA)\N=^9*/PC;@]V/T M])#C(QQ3NI_B'U@:(2.J%Y/>^?#-C1M@2=]8G8NWDCB7GK1UQ-\BDF\5H4U1 MT6]]5KE[$;,KVE(-:LZADK:>"=4TFM:G8_F*#FT;36-V=4HKN4$R'FT2#_[ML"#W).S80F,2@P5)Z1[>1.W9S%]6>"BRJ"2L>@UJ+^-_A M)!=^(DR|\+!!=)5&-^? GT0!8::U5]'2)\2N24SV=A32-$FW*;5>4_11AXFB?@"!MQ.^ S%$WM!'P3_-\V+U: M,!)9P*/%$!ZMY*52&(F',A)9:L4CMP-VJ,5,=D [62T*$[&:T-BA$C-!@VRN MV^R3R9N)6,'BC2.P82W?GR"H&7-MNL\U@/L30!ZP_YJ.(:3DEOI0PB]MZ. M[K%CN=XU4/8!"/L%Z)HDH5V>(EO"ICWI+I&WL9*Z2+DE\[%5Y+2-WZ4*';J> MYS[#/,2FZ]R:=-6X"65B4Q9V%V>TZ.:[9H<#RT?8Q,57PFT#S28N2![JPW]' M/.[M83%_4 QP*H\)$B\VG!+PFA1C,5B2T+5')1">A6O:;;5<5IM3>B][W]ZL M6&R1['6>%*7P:_F!3=H:5P:PT6L]_H]M]$0EZXZ-"2N;$5;W*&2];$WAEIQ@ M17A:);NE(CQ14#)ZP21=?I:W&&2&N-B=P,A%/@XL%M_F.*6)L^ M! ZWF27O2[@-#C/$C/&OH+Z9#[!(S<]|C+ MHS9STBKND.JWH\N(YG=\EN'2!+YW^62Q'?8#SS+"+!)&_TYYOH'*U[MS.WWPH(NQ8(^$+0Z *T]^W^%F9W"S+:BD^O(@9-LM7#)VC,]2]1(92FB189&^CEPMGL+"]CP"K.VSOTK':EFL1-7>34FE_YV!* MGK0L2+2]0_DH#?&CY3@D'D,.NZ!LXG>:%DDK5V@I"4)CD(*MS;-)!'>MZTM MVE63S1Q!I!I!WSP#H-+=?2NI7C%\N56QIESTPHF=:T!ZTYV1'I;Q?/(9/4E$ M+$&0_KM$LE1=L>PHZ&>N5[1:3^_F+BEFSL>2_!,AOT)^<\JO?& !ULD1I9LG MOE11@*E9\2% \$+XKVD]]3[!CWC0$^2!8Q./K;4N.0:0!WOA)Y9CPE_G79#[M$"6]3T.//#ZBQ98'DSEUD[!*!FO=75!3"=3NR7$!AN%.X(5SXL,Y;H!]*7) MS&!:) ,/OU&Z@ZMNQJ5,R(;A18<[^XVM4XW>I:N--JG/FKKA@5[G'K918#WA MC\^6&8QCV*_<&%%=7MZ"AC"(6;#]EOWX1;F_?"M%&U#<1E,?G|>_?(R+URR' MDI#>]'\A61^KY!&WQ9^O1QU0PY'IFST9NCKQOPU8?-SS6UH6I:XE=R0TG\ M_%"/TM]\U [#/653LQF_$)CKX"C("%;*G3ZG',K@'<8*52]*]NZ])LF7;G> M1%+D^F\2^?.H&CVQ3VO(LIEN[OFVBZ/73T=[_WR18(24%M(MM)8]TW_^'?.R=2&)$ @0%":F/'80DOFR;.O^.$H+P"Z7.$]JVPC [[]YEC; M'KZ#+9BL1%>0T99-I>=O0 P*&^^"A?#3+H#-;%0C_K'Y,/I7-X_$*L$6O4,- MA")#?$7*K9-U>23HP7,32/B]-T"46>S61.V)_2;XX<[8/5RR%P@JH67*M7+M MX[,OL^\"F7T7E=D?IG]+9#9[-7O)ODAKW9V\.P!HGPXYQO?\M=W3G87(+NIUG8O?64((/O7C$!>OT" M\=CV1('L<#.^-KL*7UFSSFB-R%"^R .4G3EH>I4W!X OJ6\' %B?@'B' PYW MP[X=H^CF9\%@(C>N91_/L*#;PUK_#V$6R\|-;BF,KAU'CC\]Q4GRV-9D 3A M/P2;\2>!E+$ 1->8.UO1\SV?^O,H^DA. ^!9;H]K\9QWX);IYV_L[9@N:VD> MPP&^.M*$/H.OLUD%RF^LN?H"D$#QN.8+9GH$5$6-0Y&A\0S=E-JF/ M#A/+XMX#*0.>A!#S1XW7@-L=#QCA:YE M1,+Q<180#/$645,',!'B:,"VT DL|2PENC+D&Q(%)UXAA'@*6)P M*]V:BSVOHF'@];4Z^IL&Q],"=CUO20Q:Z&;!&[:?QI9]89F$X+G I.!Y>] ME#G=3ZQ0#-6=<;@+("&Y)/$#&SM@ 2>;OH[\#$!U'!2U"/<)UVU?FY*\"@X. M%^,?'OS3 MC2;R$WB6#"LTF8(UDM+B=+C ">($?4W:5D:|A*:^Q9L#ELBLWY M=\&PZSRP3*&XF>-X\X7\L%R^S"R6RT.1@SQ[CBR:UBFGM-68H?.1FK/>)PD M3$^@*KA 1NTHP!C$2:/2A<5]]W-.B2HQU:!<=2+:851@*^V0 0X@F@*" 4!)[VP% M$-E&VZDDWTN3?$311.Y*Z708"|:!.N-B85M ?X ?H"<"I4L;JI$^"0P9R1>_ MC[2^ -;DU&*4AXCE218*2)6"K,73X9ZF9WLWT_,S>([85+9EPE_'DJ1N3>U. M%G[IXRB7#FQ:NW75-?QHMBVV/5\ZG'G;JC. 0\3U$K5=8S Y M)(JG+Y#M832O.=P-YO,PY2"'*0>9:SG?QC.A@?'X,"D6ZP8IBQVLQ[KR"<>) M91C4ZXG)*-*

*="5M&!TL)&MBXF#/X^MO6%K^E%>!(P*U/C-BAUP/7@0.EY$)R> M4KZ>E8,!M?XER%BN66@TOTGPFC.)L#7;]4&SE2LLEGV]VT[_2.X 6[?>;.] M^*$7U>K4F\.R0:K5J+>'W2)"D2=(%5R-X:1'Y+XIBMQBB--APJK'W_*[D#V] MH%W+<@CTFKP#A?+%;1PK@E%M3@U:@>DK.^I$HP*?N N*=[Q.K?3MC\ZGX5)F M"E;>]&IXP]I84]%Z$,4(;[_]3@[MZT:_=N3,BJR,JRGB,OL:>(I>/5H+T'1; M@\;K-^Q^CE]:0G=0N.1MI$+Y3[X+W51;9VGL5FUQ?.PX"6(PW2%'-,5# .:Z M/(.(/S >W? +]A7"K'1Z/(X\'K/Z%K8/F"@L%1@8PF\Z8,&<8:UIQ,8XLSXUY ML-0K0N]DX*>UQ=0SN VO7/BM<'PWU@PU>>65!6S"9% '%7KTH=KLU=W#NT^O MR56[\.R%A6]5WE"H8YD_E?)*VA-=!>Y+*Q1^3;=17GEG/^$D.)L48G:*P M \NSQ^BP?,0@E@G6KF\U2*-]YB2@9V3AC8 X]N\L.&[NKPFJ%_%V!?U*0_ M&)8%/QLB!<+U+61BA>^K^)X\)/BW"'0-59!^(6%(4+$ MC]5H$!Z>;F[YJF;7#^+0F0M"<#(E$8'&=W?K7%!TB#;]V16XV7+TR4N/> M[H[MG,7M&3" + (9Y:0$4P@8!#(9X(@<5+,HSWS6@;#)!V"9VP6EHV2/#Z1% M]>N5%K>7%G=>*MFP'"H9IOS-!7OD/X"Q*&VLWTG3QL(I=]+"#F.IG4YS&JY] M3DK/(9[AVO -3+@QQ\M E2#-Q'/$Q#-,X"^HBN@2IB[-*H=C9;J;<@N8@E! MI#:A.@(;)O5A":I+)"P=#>GB6VW=^2ZOZGB*< 4H2LDC+*[TGP1F92U0V5(39?XKZ5E'*H) (\,@*N4@ZH@'." [BWD4"7@0GH9)YZNLRCVD^=R*$# MH KZ+&&_2-T5R46<%2/@88TT1]RG2?]5P8"4&NNG?5>E1 M57I4E1Z==^G1\&"E1U45T3E5$0%K5R%XE3:MA3D#%;\.UO[:IU^KL'05EJ[" MTE58N@I+5V'IDX2E5VR4MC0'CNNJKIXO^/DC]8 \D;>O<]UHUWR#/D!]-=DS MC&7?6?.%+6;"=)!3R-O53>]E4!,=IWPZM<54]F81/RI[!9/IZM M^G95X)G-+5LP3;A<-ZC(:]4SBPXWX(%83PHG-+5L78:<@Z#VJX5GCV=<1:)U M\PD.T;*7-2;F"\-:"BS-F..]RI>G8:8]L-R@')3/$=O^I@NO8X6*?@&I^A:L M0%4,J5Q]K,R4?'S"Y7#IA%]+N:/3NMM4>'6PH+**!/>*"RKWZ^Q]W)>L.U%W M,I5&H .;PREK4H[/^1)K&&7'D" W7^,C+RJ7<&G$':DI M*EUVS#B8(+XT!64:U%_4)$Q?0D1*0[&*RL:*;UF+3DCA-T6@XP6A#^HN2CM2 M4T$]#KJ0.#K DBJ[,5*D4P,7:VKS.?9&\%87$O+#8ODH[HT,P !E6Q MDW":<=,4!L+/M?61![>@3I"+BZ>Q[ENLL;\UM8^JQGY)SOT4AMY,8>C-)$-/ M*UISJ!40'(^CFMC0P+>E7YP]- :P1RMDUN.)W %B^2<:/5^H@TX(&M-#-]:5G M$4_H-^J]P<80;"D3W[8.F;3JG6&OH$# H%5,O)H6-=@G$+#;V)LBCV;X5[!] ME05Q0)]?&- VSW)%.1&K4\Z:=`@_QA[LK36KF,)XFFV#8V M[3;;W&37GC^HVGDP^XSG%;T-W$*@%J#5L 6*E()"-X&^^$(_)SB=[3O]Y]VU M&0=P%CDB*D7]#M3NE#[] QS@T^L7-,#G &WX"QM26A'/RR:>C>.Q\E)/&ZAG M_J&#QZ?7PZ48.'5A?9H>6CV=\#;@SD(*3O&+GHA$%=VTQO/5L9G(7 M,$L8&^>MYVC*8_\U\&P&]5E%CNHZE(!0T M"/@B<2E#0!X#E[I7-]UN41.GCS[0?!&_9)TKP=2QUQ/\;7M:52AQ MIS#B,42(-&H=7- WL/?.]4MDO@,7G0YOAU4W2T[4]BR^78EY"OOY>9G==9CQJ MA]&|%^]PWQLF9>1<10Z5S^F-'S;N;MKM=K'>^'T/J=R1KHHL*[+,/RL^+UTV M@2Y3' IG1Y=;55]4- FWZ-C((+)+[',EKUCPY$DH.P<#4V3!M6+71DKG\?J*\ M3B.\GG3+<\(B+&'+>0_!G!M\5- 5(86]NB:EUG]9F,Y8_TDHA;4Q&DZU;ONK.]R_"QS^UTO7SP;&[(5V#FR5^]NL9*4CJYXT-?M M>DI/M1%WA&R5^*KY>K6';.4E]5G 4<))S2%0>94@=DEX%,6KT6% M-T7@S5&B,BT:?U#AS07AS5'",JT6CK,I"=Y<[MBMK^G3SK?4[7<80[*5"5<2 MX!QQADX"+.?.)@ZAS.:S9UM81%- K%.U4+N!PR[U&YIA$#:^J*/I4P.A#SH>P M,7*2\,728N'Y^BNZ#BUSK-X1E3]*4+Z(JH M3PZ/ H9A'Y.H>TC4[4%1!0NG)>],F9<90^]6)B'%8D7-0>HTF]A@NFN\Z2IS M])*<&)0R1ZA5##YVZZTM9@%E17Y:]<&&R$]P](FIH04L?N,,+5IZ[$2:]5YW M [Q;Z'"%9V,*AN:'!\$2@'\9M&P>%RHFBNLF>9_IXQIX%FP>1.1'.#(6WCL2, M&Q.A&%/+^; M.JKNWUS0X)U]AE:QNSYWWU>S!.&Z,JH1UQ]#+*BW=)[V3F4IH#PC!V)%RQ4ME[!ZLMTO2_5D M13I:B7;IZ\B^T.P&7]2 MC#,'0 #@&JLS9NZ,NXR/QP!K3#V%TV5\L;"M'W"@KC"6+!/?X/!'PDYZ(F-(MUUK%.4 T3,ZV*2;Y57> ^?Q$V7N!3T0SPY[H5(% '\SB221P ,6Y]^=?6*W9M M&.].6H_80UD4$MI(8P%,[$^92[K4T2R/H5A4CWM"5/&:_"XLQ!CK#XUEG7V M1999,@=6X+!GH%&LL'3"4X3;/0//3S?]P\1RSK'0GZB^#Q:T?_+YDS?DFMZ] MCWP-OO%9N'>>;0.X4MA IW5U,TR>(@,$-W MN/&<"]R0MY=W@>VKFW]2> @7 MZ&:=USOX %Z5_*S=K*6=XI/V2!<(1Q;*BA'@8->6_^.;*1+:V4=-*.]/ZX MV13- 9J,S&G4Z6],_:'4'?-(:MH>#?]/7T_YO!QCS+O6WGX0!%;8.&Z,JH1UQ]#+*BW=)[V3F4IH#PC!V)%RQ4ME[!ZLMTO2_5D M13I:B7;IZ\B^T.P&7]2 MC#,'0 #@&JLS9NZ,NXR/QP!K3#V%TV5\L;"M'W"@KC"6+!/?X/!'PDYZ(F-(MUUK%.4 T3,ZV*2;Y57> ^?Q$V7N!3T0SPY[H5(% '\SB221P ,6Y]^=?6*W9M M&.].6H_80UD4$MI(8P%,[$^92[K4T2R/H5A4CWM"5/&:_"XLQ!CK#XUEG7V M1999,@=6X+!GH%&LL'3"4X3;/0//3S?]P\1RSK'0GZB^#Q:T?_+YDS?DFMZ] MCWP-OO%9N'>>;0.X4MA IW5U,TR>(@,$-W MN/&<"]R0MY=W@>VKFW]2> @7 MZ&:=USOX %Z5_*S=K*6=XI/V2!<(1Q;*BA'@8->6_^.;*1+:V4=-*.]/ZX MV13- 9J,S&G4Z6],_:'4'?-(:MH>#?]/7T_YO!QCS+O6WGX0!%;8.&Z,JH1UQ]#+*BW=)[V3F41H#PC!V)%RQ4ME[!ZLMTO2_5D M13I:B7;IZ\B^T.P&7\2 MC#,'0 #@&JLS9NZ,NXR/QP!K3#V%TV5\L;"M'W"@KC"6+!/?X/!'PDYZ(F-(MUUK%.4 T3,ZV*2;Y57> ^?Q$V7N!3T0SPY[H5(% '\SB221P ,6YJ^=?6*W9M M&.].6H_80UD4$MI(8P%,[$^92[K4T2R/H5A4CWM"5/&:_"XLQ!CK#XUEG7V M1999,@=6X+!GH%&LL'3"4X3;/0//3S?]P\1RSK'0GZB^#Q:T?_+YDS?DFMZ] MCWP-OO%9N'>>;0.X4MA IW5U,TR>(@,$-W MN/&<"]R0MY=W@>VKFW]2> @7 MZ&:=USOX %Z5_*S=K*6=XI/V2!<(1Q;*BA'@8->6_^.;*1+:V4=-*.]/ZX MV13- 9J,S&G4Z6],_:'4'?-(:MH>#?]/7T_YO!QCS+O6WGX0!%;8.&Z,JH1UQ]#+*BW=)[V3F4IH#PC!V)%RQ4ME[!ZLMTO2_5D M13I:B7;IZ\B^T.P&7]2 MC#,'0 #@&JLS9NZ,NXR/QP!K3#V%TV5\L;"M'W"@KC"6+!/?X/!'PDYZ(F-(MUUK%.4 T3,ZV*2;Y57> ^?Q$V7N!3T0SPY[H5(% '\SB221P ,6YJ^=?6*W9M M&.].6H_80UD4$MI(8P%,[$^92[K4T2R/H5A4CWM"5/&:_"XLQ!CK#XUEG7V M1999,@=6X+!GH%&LL'3"4X3;/0//3S?]P\1RSK'0GZB^#Q:T?_+YDS?DFMZ] MCWP-OO%9N'>>;0.X4MA IW5U,TR>(@,$-W MN/&<"]R0MY=W@>VKFW]2> @7 MZ&:=USOX %Z5_*S=K*6=XI/V2!<(1Q;*BA'@8->6_^.;*1+:V4=-*.]/ZX MV13- 9J,S&G4Z6],_:'4'?-(:MH>#?]/7T_YO!QCS+O6WGX0!%;8.&Z,JH1UQ]#+*BW=)[V3F41H#PC!V)%RQ4ME[!ZLMTO2_5D M13I:B7;IZ\B^T.P&7\2 MC#,'0 #@&JLS9NZ,NXR/QP!K3#V%TV5\L;"M'W"@KC"6+!/?X/!'PDYZ(F-(MUUK%.4 T3,ZV*2;Y57> ^?Q$V7N!3T0SPY[H5(% '\SB221P ,6YJ^=?6*W9M M&.].6H_80UD4$MI(8P%,[$^92[K4T2R/H5A4CWM"5/&:_"XLQ!CK#XUEG7V M1999,@=6X+!GH%&LL'3"4X3;/0//3S?]P\1RSK'0GZB^#Q:T?_+YDS?DFMZ] MCWP-OO%9N'>>;0.X4MA IW5U,TR>(@,$-W MN/&<"]R0MY=W@>VKFW]2> @7 MZ&:=USOX %Z5_*S=K*6=XI/V2!<(1Q;*BA'@8->6_^.;*1+:V4=-*.]/ZX MV13- 9J,S&G4Z6],_:'4'?-(:MH>#?]/7T_YO!QCS+O6WGX0!%;8.&Z,JH1UQ]#+*BW=)[V3F4IH#PC!V)%RQ4ME[!ZLMTO2_5D M13I:B7;IZ\B^T.P&7]

*7QS=B;E!JF3A|O^[=>9W. V>;\K758/M&AZSU:]*V6G/;_?K=P'^QU(F:UZ M?/_[:_8PF0C,LT^VM"U!|44GNX)"XA5HJ.Q?W/0'4C1JF&^L.PZ@'|OD:LZ, MV^BZ7BU:B+4(O__|(4$/'-.'B2H ;"-APS_H5??TP7OS,9Q-D)L'#H$'9J4> M!0V=308GZOCYW7ZV]YSZ%EN3]44:7X1-JTWNN[/|OK\ KHCP36H;C6 ;G<;5 M3;>1V 9;")L6@\,\!&Z"+6Q!52L.OI8M/'L\0U>*WZ/:@8.TZ9_(:&5+9XO) MDPN;?L_GE]G>8$5&DZC\R#K[33(O_P$"'HZ%H";1F< RZ7"3<.IFP(FF<_L$ M*.D/R2|<"?05SBD-6!@IJ7=[K:3@6[=3.=G%DN5"<_Y#GWMSY@0?HP;6E$I/ M[34Q3C.F3&XYX42E^H\$)O./A&$][XHV,?V]M0$8MSB'9BIN@^5\HM7\!Q?S M"!)U2BS]'DME<%S2O7G'C;$]2G]8O-.Q"[8F]>W!] M-A?7'8Y:!(,#%]Y=8<^!$@%(+ZP.IEOOXW2-DL NO5F:U!0'4RW75!Q#BQ] MPZNJ.IBJ#N;XX<9L.7 @C_S8EO. ^#/:(O.X#'V/ML*SZ!FATBQRET*.>/9M6 ME3+B!/G_=;N>PO%0>Y6S R*C%N/S%G;.$;] 1V2^+9^[D[$YV.!FC.LL=]RV ME[#Y6[* X^KQ1/\AM.N_A6VE: <:]*U"#!ZUFZY=#URV4(>!<$=3+):@-_[6 M$U22<-!5WR|_?C 4XDO-"2_00$85,4_"2+8T)8Z+Q$,KF[:_;WK1*LBH/)@ MR'!#-|*\&(*MA@=E*1.[W S,C;Y^X+;G2TTW0V4XW-1 M8=FK5J439]'M<4*'W>)"AY6^7"+L*39.UNV#9I"2>_HR=.(CL_5O8NS9P$W_ MEO4!@)4*L1BZUUU^/B/:;3"H>]@[Y1*= <786.2+9^&!2W7K0 U>XVKFTV[F*)5 M_,2^'5.W;(95 DZ0"'(^ K!36359[*W:"V.\NE7GOZ+PI!BH[6]5IDPY-P% M8.D7>,;OD-\!SW%4U-]"DQ5?6,E)5]]P#]O+: = <9".V=V(B;%MH'W03H7B' M0*1N'DD>T;ZZ:2=91-6+[1RQ8[/;=&NLZ*36_I]=.[;"FYR>#^(4R$VP&AY C%=-.$W# SZPV+V1O]+C2H,5.7CE&JS RJ:7 MFHQRO$P^FJV^GLUM*7#2FOR^J(K>(@%R[EP@AVSX' R@SZT[#4D|; ^Z=|EC@ MR55]=2^&5O.!Y=PI-*

H?;+PC'^=06LO\D=0S\P$&O45FVGW3M^I.:T_$:^W)WRUY%?GU= M9[^[NJ'_C6FY/&H&8L\VFF*9352*%RU0-1+%/IE;=$?2 M33;Q@*\/.O@FA^E|BK\R)9\W;*!%E^N&4]^F$?"9H%>K-.CU+\]8LBAN ;L# MJ.BSRTS.ACMG^GC& (CR;MUU< 0DYOPM 2> 04UG\MU8\5UG#^O>ABCUI&O" M8=X"NUZN;7Z:#+9N*+S["*!XF,A/^E_|)%NTOK5LF]H/WO$% .(NF_U(O//D2LMRUMJ:0TP;!Q'Y<.-9[YT\!U1N@8:6^$CJRR@D+;;$&^5\J_&31#U@S99-F?=O MP% 0MDSI^R<_]0+8S$;Q\8\M.DGC\ 1D>\#NL08!@[^A&]'2;1IX.!B@"(F"(V6L(C\7O)6 M)VWF/0"7YF5\!7$ B ,>\L-*

S'&HL1E';L=3G'KX.B$E#S]G^CPR3H0U,K>MPMZ]XK;6=-CIQST^,T; M.>(O#RT%,*6"_#L]\"2T&LU!C2@O-_+T#YA*W^_F3:6?\2=T%PB M3?Z4XSE MAGU:H9$;Y!CACL 1(P9-9H%;QM+Z1/F$_HVL,,=+!EG/YM3F8(36V6V&G5%# M0\H1S*1U(&W&2)/+;*C1ZM1>#^9X$RO)[$!MKVKFUZ]EV*H_E1/FDZQ*1(9 M-#DLX\ ETEEE4EQBME(I9RGAH@_EXJL!52P6 MH0]CMUQ(.'#\"7YDB02YL>*V^P#5L-Y8I29^Q2N24<4QQ"H55B=V:3_3[MZ|HI^:6]!]+3A..X@3[LI ;]%R[$UJD4-S\'P-.G^50XHKB%U2,?1;JK;!<0 MMU$^.B'@!NE-D'$R$VBA"PLVZA -/ ,08?-LP9=D8H!@_,OC-H !E!(=/L\- M@X;OO)I$4,?40F!)'&,38#7P+GC @OW#"R7U

{2SSB7PG=,D+<^1Y(3>\B4Y MZ>#0N&Y*"@TF*N$72(8KS]\6'G5<+9(4R#94M^$H|(5%TFGAP=|.$J1G\]U5T(IPA:V(5%8':W=@=XXC48J&,W40R__R M=.FAA;-^!ZH2K$U;(H@=#Q1ANK5M;DX)U1R2OHVER @(:|[1IX#WW-H(A=' M9=/1-1V'V@%*? +%ZSN[-9&ML=|$-P!G+&7B#'T:0E+,)7&.O4TE +H#9,R- M7VW+6]S[-(!3M"PU'.IA(:0'Y@XQ6E/_R"V0L/:ZUAIFI25&0AQC[LRB@4.D MG"<.+'#._[1L9:%+!=IG@\1WGH6!VL&F0.,VG _$&JDY3UPWB+GCFO X9G"9 M#I9L!A6=S*<#-#

<4M8<4(l=XY87T)OVUK]#3V!3A+0Q936!5!.AU0=;*U;/\H02H)-@>8S!PF(TE!@9A[&E3WIV?& M)4Y42W,#B"E8L5C:VJ21V@\ YXB1RSF/)P-),E- /Z)A\D$CT;6SI"RH8QC M+*#)?5S-O#6A&_+ #K#$%O9-2*#3!OSRIU0^XWJNK,TM;J(8*7:/C^< MB.)4"F7)B .E2?Q8"-,1-68*4L"?$'2Z6\1T:Q4L!)@I^'-&LECS%0A'8.F MJP;*F>5S."=8M#L#RX(P>RMT/1_9EJ6<;3[+2'48UGU/ G"L MR&A:..E]&FD4|)-N2]*3?[VNLS^$U&YI7N=\8>BD;$!S ?5HN7&U4J6!9H>U

M<[AF,C%TSY&>O5U'>MKZ$P70(Z"[-;7?0$7'2G?T69&$63?W9F+6B#1J%G0(2#5[)K&M.[\==*(A3W=0-)M3Z;X'A(&X;H?(B:@+#3,.FKT# M;]*$ O]'DL7O:-

;8DSX)TB!G: (B-7"D?AAXQ,8*P?9[3'#8#NCT!L ;?XE\ M6@\.$;@$=P-' 0<[V3.1I1#I.^16:O+$L)X#TSL%> Y.N@V@%7D$/O]H=VA"&[!OW;?M M\6U^4J,[*:\]!Q&M? VM1'[XU5JJI1Y9|DQZ T")F0.IRE1"PD/-0@>^@E$4 M ?"TE),(&/?(UX&MM2]}[YMQ9@(>WM;^/UUR!Q%_>(X.P2*@*0WQFR!W+G;_M'SA$?2GYBN0JV>P)?

GGFMH88;TE/=#C:GMQPFC<6=-B2F@CE)H8W=CV)O1LX M7QVS9>(W:!%($QDC#_%IF C'(Z5W8? Q:B;^M>6 ,,5U&OIWX;]-5[P5C#(9 M9X>SRJ)5:0?;TKJR*>_/C5"]D@I!RY#7[$<&2,++#%8DD7<(J:UIZ:=$U@(M\"&X0X<;B065.JHK? 2P@N&/&VJVE!*?'96CK?H#:*4MXT^A57)'BYG)V8<8 M+D]J;$$$ =8DM3T90-C%0-W8$%_W4S/*1\H #%$:25CS 3->$LL0#TE'DKEK(9M(9!QE%W%'SWIU+G/;>[M>'-M]6XQ@]7;]6Y56+9I[O>_]$&KF+1C7%1K/2;LDW8\/*?!|

{_DD/LD_7#0DWZX MS$X2EPB,S^B3W!(6Q22F:UVH6T9PH7*W!7YLWN.% ZF]+Q%=#B@]?,F.+Q<^ MB,"WR!-.@-#8.9N6S%G#%S<=U0MK:)!U^?

>KZ#5W#A9T+?M?@5S[Z/E.]F MQ&)/;1TY&%S=[#TM.^]1G*A3545 +YV -DXHW(& ,'6J{J"*@%X$ 6UL9)V? M@(:-]YNBQGA6!%0'C*H(: T!;>SYO0,!-

<'>,P<"ION4=UZ:ZO"S'3[KE4? M;&G?G:2"M-FL|IH{4=*V/4#1;)NLCPW3*GFQ+2KX/#E4F=:6F8\-Q,& LV!RJ:RO1-P?3Y@DN$2J!)D*-A MR5@FIK1%LH,!3[\|Z^[? @&;R HRJM\;6?$1-DC+Y]'@V2?+IC4-)BPF$#S%Y MN],8U"* W?WV834]0:5#"=.B/%JJM*>0/U4H,4G=T1@O4;@F,!67 +@'P$Q M$ZSD3Q',K452S;8FRJK-4M5F]6JS=

{YMEK1+5Z6JS5)VYZ5!9T,CI1-K* @ MTYKK8U_?4EE/H<)%9$A+U!12D(_@9BG]#:9$2PKDV,ITWXA8T*8G7I7^4&

M8X*DA=7E%OY,I=6';W!TV"6W_97Y"9N1[&E0${&WH|%:?N9E)(-SIH-^8X]G MRTC12K-19Q_PEO_0+=FJOZE5\3F9_1(NZ5C6'%(/S@+"REI,74K7B2*0X/ MF7M&))G?4+FJ0?L 1Z;J8WV,90K9CD&:$7C)%C,P)606&OQ:L%>XQ&#)E)PM MUTSY^,)@'L'#Q^K+"/5-KV.8O&]$,^(=;E#":<3088;^EX>YK9$L=955'M8 MUUDF:5![J8$K"(&AVKS[2'EZ'Z7=FFAD0U,JY_$=:CMV:'=929,9 MVVBE;J/M\|SS4)T&|5ZO5[ZDL_9@O>94+>H0BZK2\ZKTO"H|KTJWJM+S*GPI

M&Y!.FYYWO/#8W9;>X,,%#:M0:5E"I;FF(|>:PU4?//JGX6^^,QZL62.-M7:Z MBUI(!V0@H>GU6;CW@=,&%30F"J"K|C!Y%#_27/)@\1Q23"07UOFYARE7N0@EP+@7 M1F"YZ*N5T>KJ0&35J1)-*]{Z7]+*)[M:B4YEQY%=W;1DU$IT5?15>OK*1UX9 M?18.1%6],Q%=,:'8+3N]Y^M6>Y @WKM\72AK?K)+.R6817V99/<1C!3EZX*1 M9-[QY)\0@R1B^1WRTD5> 0" ?RJY7$(& >SC7GU\XI(\OP?HU?I=PYAMF-ZOSVCRM.(VQ<

M1WF('K4B7OT9]Q|O^Q3DL\GVW\A$Z5LI[25E@ZFPK21>I'9O0>LD(,LETW1X M),JU:$R(^XPS2F0[Y-05^^UPB.1E&[@47YAP74,A:=#O3&T&V]/9"VY3 R75 MH2Z(M\>FHFQ%+-.3"HH;^D3XD6_"&=HK=6R*KI"$V+$Y,|_'YMT2P'&G.WOFF< +9;#^KZ?0=X59; M?]5A9^$MOEI:I$U'()R4!MLS

S>03_8NHQXKQWT&EC8MC+9+=G9W^>\0!366"?"(H:/@SEP-%0DR6J7H0)TF9X>8!=->'%6;E8M M.B"M0[,(B/'G/LN,BE8RA-

+:\|:/])O|:.Z3;6Z7M0YG$,S12'"%.7Z0*6*$F MA4@P# ";N\:Z7N>$2T:A(L'EB_K(!]N:?POD+79D3\(K-VA:5S?)^31QL'@+ M*0&=F+B/JL+1'+!-

&6\HR6(C;X"U@8KPM\SSRZT_3SS$<.;*L6YI:Z>D15I= MK^?",EPZN(+!64ZBB&6U!B2_^,HH0%QA&'$V<:_FZP$SIO^_-[\0>N0F#FP5OWGN ME:(#B5-_NWZA-

9):)6B:AGDC-7)196B:@5OE2)]#L%F-?%1O8-WK[I(+R9Q3D MS-A)=*PX1L9.K]&\NNDFQVX6E|)SUODZ%5V5D*]RD54BB?N@U-2]NFEG#;&M M2*HBJ4L@J?8Q\

[9[C1Z05);+MB*IBJ0N@J0R,OX.1%+]JYM^5I"P/"2UP13T M'>RP!9%-@2_QKEQ]+LL5!Y+AGUA*U,2VYML'H6,96/OG4KV,2%$U4>RL%U5%

MBJH(414I*@^X*L|_%2F|*6*%%61HLI7< "/|H;6X%|#XVE,&8&897P;FD|9 MWH0[ZI#CRL3*=@D<6@::U[=#,LOQZI 4W&!IFW|O90@|/3@]Q\P81VL MV5(-7V3=W ^L[L4"QB 6M628RR#LN34\MUSJ=3,+&%!B"R"<#>LF4M9G0$&4$_H^M%C6Z47Q7: M-0=4QMXE89UB_!E_6%FL3!8KSX5&=>E8\YN)TH!,L.JD;(FU^>DDJ_A';EC& M'$7R]_XB07Z@=Q$6'B H#I'P,;1]==.K=Y*3?!BK\0/;-7CU|M+81L50I.E*_MME>DFI._$#F"G M.AS//FW^.I)DOOH<.D@OPMK6

M;#@O;>44FZO'AOT_:*S+.]T9&W(JXB/<_]:PQM_#L^DD9G7 -7R;@(-<8#S<.M]D2!TY(2E)9P$A.EI8VG.1,F$6^\HHD)U5MS1V&X&FFY@"/$.87<9<^69VA8

M;O]T,,#L<(PI"\/CA3'03,+KLMY.]CD90+,AS-#YR-9>/P*[A0_=%>^]K7/ M?^!?YEA?<-?,+>PI8SVQ(E0@2G]K5^PM83]92$_%;X7NP8 O[%IXF:TOTO0 MT]S>0&

f\$3'ZV[.\2/]HO MDP2@;BZ]Z5^UG.HS5,PF#"ERT\4H.$N45(!2P#M1W=FV),C?6X2LA#0D[' M^V]\N>7XRZFKACC-Z(/9.U2==^BL'-F9@5B]W)1#!Z+CK$%4B*=2$[M7H0[19G@]^3)6D@$P IZU!>#CV?57.9]+F,UE_&RYS+VJKE,JX"TYC(&74:D MSE=BI0K[;DTS6M;95&!'1@(VLB'+UAK!AYY4|T32.&,)"U9+&+[?IE@P1^Q\(

MU7:65$VC[.3C:T+_^>6P((KK&)Z9!$'P(VS0E>,+32M0!E ' 6UHQ0+.S>;X M&(+QDX26|F!^%>@:@'-\RQT|S1;HED=N^+CB4Z!1G^&3>2D-N+-8?6!"AM! MI4@G-^SVF+-U';*T0EV- M&>;++S[\,-+>O=?)UT?H"-G3H'(V\FWO"(MJU#N=TN69EW%1@%+=[5V2MC08 M3A"1W"Y9,3W"=333YUPWC*+\]?++B(S[&3U&/R>^H=+ [LLS]W^OV@FZ#)X'#N MH&=_],G_EH;EE\ C>RL5X4\1C^Q] M8#S>DLY-@'RE'+^)-BN[NG" ?TMM-0)?K+U]4-H]MZ3]1]%;:N"[6ZP_3WB M]+2=BVMX'MY?!

%/2T?1+VA12A[%2*4Y)LNZ2[81M*RY.Q6 @D\Y!PM;AJ M<=0:?&X>H3R.9($Z8PQ<,UN\G/G8@PKV\]]2-7SU?-QO M;$$)/RK'33KX96CKFFG!=

{7H0(RB97<>:%Y43<&%50YL/69*FK61T-VM&P3T M*#$YF7O,F:[%2(":I4(]%^?"B_H5;K(")@6(F BAY*2@\9T_]*$ &M M1HE$0%4"?#9W%>1.+:,.1X8W_8K8:

()FH5Z<;1QMK7R 3>7E96%]^0:RM#<- M9"F$"3:!"29+7+9U#(NLXI M_@!_=70P,*BR[&!)7>O(:EOWT'F25=*DB%/39\N<^)GG$4I*ZO;IKMYNFM\@IG MBE#]3I#2V*XB$F>"2CG93R(=\!#LIUVQGU+C3#Z4.4$Z7:L*29P)*N5D/XE4 MM$.PGVY)V$^5CW8V=[V8\%&F!5A%D$YH Q;I4^G)CK^G[]E4J'(($T^\@7O]V M%4&Z2%$:4 EV&%RJ DAG@DLY1=@&HW_$3:L1-@%HJ5*;> MV=QUN9V6'Q@T7';UE<[PE=]G:KG2_/\"W# ?%P9FI"; OQ#WR.S ML.S*X7(@61CTJXKG"\B?U2-

UH\FP>S=I!7-YU:>]_O692X4\1MO/&3-X< MZ+/68.X4%WBO$*A$#*B[,7^W6 ;41@<4.;8K!E16_,F'/ALS=@MC0,6%WBL$ M*A,#VIC(6RP#ZI:&

56^F;.Y]SJJL[FK,J]SN:LZJK.Y]SJJL|E+'97_LU+-_M!G(2_9E[8ZOG7 ,;S!?GC2^B$]^-\B?HGM"YQ J; MBAXN@QX..!"J,ZA$0(7RY4/Y$W2PZ%0#H2IZ*"L]''

@5+=1(A'P8OKZ54W]-M3IM;=XPI0]TF4-8^Z71KD+OJA'1L%GR"*4/=JJ??F:!2/N[3.\;4H6ZfXCYE M1IE\&'.'"*4/=JJ7?F:!23NYSC^E#W6XYN,\+"#964X9*059)DZ+ KBG=WM7-_M\/2%.16F',&2.$A;K^XE!K@J7$I;$L? I:I%W)G@4D[%)!#AH#K51+L8C#E MD#.&@*>5 5->3"C"K$8,G9[<$DE^!|#(>S1BJ 2#?RN<*4+Q.T&2?*%1YP)

M*N5DA<8,=1K5^RGU#B3#V5.D*#5J^(19X)*.=G/,48,|;HE83\O)B"1:594 M,8D3&A9%VNF]JYN]AG95+IT2"?13S*WI54&)B\2E4\RMZ55!B3/!I9PBD)!S

M;WK#2H1=$*H<?H32!KT;TKWB9_@/2;X5WT/\-@,WB%L62& M#@]H<.N3<%SI#GW67;@=1(9N;.!'/UN6#6A"T\>S5C#OW= MG=E"L#DL=N; 1\|P0CE-GCS-

!CM4ENG#(H^K@S>.L%=<8'X]!OKG1'M&V& NX M 8XF^OM"RN'(?6GY5=P6|#QW+)-NABV",';E*N AW8XX>QVF>;.YB_;HS"S; ME;XH$P&@-

BE@MYS2[>C#D4_5V1_PD^%8 .4D."W/Q75H<..:@8N!K=;FBZ.?Q MC0@,=|GF IZ)O:,&GF?Z>,.>:(QC_ B] GY]QVU_4B&F5HAG+CEV:CE:.AW M6Z,$,\O0-8"

QD;WF$VWF/MQ+,;DVI M=W63HB9)71OHR,!E(O1RK7U#?+2HM?=A[;U-:R>$_"86KAKNT]#A+AW:E#_R M13|BSWVI 3XY"S'&!%!C2:3FB!C>(>YC9 /HQ[*UU= &8@?'W]2LA!%W=*0O MDU#*\<:S6O &Q4<0'XDX(F]Q)1&.K"=19RS06XF#EI9C/L[BA(?(1N&ZBA1(&GI_W&R*9K/1&8TZ';W1!T-HP">M87LXZ#=Z/>W_#EI7

M*9B4^V/J.84 G5:]WP4D65CRX-Y((#V)7YYUS9WYCH?(@I)*>M,(^'$CX**> MF_V(PG;U9"^.\&/ ,6'+*SIR9O?-4 Y=HW_-O@HD:Z.99_"%(]IX?_G%UUQT

MD_":'OHE_D'KKC?DRI6*JKZL?]I#3S\GK[=.|5:.[G?I3H]Y, MO7ZL5W76OFJ#,KYEM'YGA'NN:YHAKK(06*)"T:R/WO-&1W$^WL)'0G+FWVWV M <0::S:N_|WP/_]+?

_K4=)SUI8?LF_T55I0=\DL/F:ZH]9$_9W:XY%1R+L]E(U44LU7V+C\,V:/K>AR MS57M[5?+TIY!NPK=-IUNT%'RP79SI@KI M*.AL9,UFG?D]B8,D%S"^C6="\PSQ,/%?

E@*,X3I@1/2W7DGT-Q"(UC-I-U)N M>G-8)+S$(;T(#%/0YAQ?30],4#XGE0?0;.I \2:A,IR)*!XTZNUV*Y?|S+[> M'JP7G[LNJMFK#S:\ZH1NL6//!^KDW5L;@

M5X&>$%%I_(]E-<#.L"6^K5F.\]D4K)@5YF26-./IG8\LAU@!Z9^8+K-C\ MMDB)VS+N>YGAW2U1,)^X*K0(D.\#&'_';D:V<(BO/)FC@

5>4FFA;F1C2&R>S0W63&=]=RPL9HI24V M'0,*.D7 "O0&]>K=+3Z?XJ7%$[QNUU/LJA%WA'1_O&KNPP>]]B1KR'U#CIU/ M[G_8NNL*\V$R^2I#)H_6-

X[^A[<8"A&.\SM\(XWLVU[@8QJ2E%!Y_M\$]31@S/Z5>NFU(5 M35)0!]3-\A?FGKM83 G5[ZM_KI$[FYY1VHWR.,;AN#3+0P\F:3A[:*0EX5G;

M^V.*!$@9&4Z!N3D[]^9=D-&U7F8^SBG..F<.%8\-9B>LJ(}=(T&\:0Y20R"Q MD/XUWE0,:FP,QE%,)*+T'NF;<: ,ZJT.[O@/@9V2Q=B:FO"BG"E9K?Z&%ETY

M%1%MAV6!6)DS'-I_TFIBV MIS Q-2PI3I"<_7%/+@*:T4G!8B-B5\@%*I_O(X&ZFSJV/+!*, .:*?,:L I M*Z?&O:H3%F2[?5N;1OC?3+Q#4Z=33R;?M!-

B0/P=$I*TUGD]\XZ;&&+)]WR M',P>E0%MH=40E@#!9PZ 8,Z,VPO, L-L5\H,.X)::A>O>?92)7K%SE&W-0:P MM^%&/ N96:B2

#$]T/$,M\:>9=:K@TFD>%ST;@..0E.YIM$$-!]A:G00H8.Z MSMYY K8"=^H+,L!>7 L^%2Q:BV>DX9N]^0)/+LA]A45I-GS69*.E2M/==MLU M6CALU03LD6W<

\P.U\A<3-^3VY;YCCP?!]O0."[N9=[9I=S/MN3)Z_:44D_7"+J9C=(U.0_UJ7I#!NE3]-IU9G<"H.]"*>05)TI.[ZP3,2MATD I_<_%IC*_U:88J*[ME#J5

K!F&L#,)*NETZSWV[VR9;6TZIUA48O]MM, 4BW]@(OJ-M9G2A6;'IQ2 MVW";% .5'7Y 3\,JXI^>=?M(XNB3%&)OHVWVR#LP+&9Q3)6\]+B"(@4\2)F

M>4=2'"1E!"SJ,ML$&K;9YN6#JKTOT5T4-"K$V1%Q+C>VJ71P-'F%5)39JY%4 ME1,!L$/GO6Z--I<1>,F]ZW./KFQPBF18;"G.G&'KZJ8YW#N:DO< 3M1FJ"*;

MRR.;7%D0"0=I1A9$#@+"66K[9SQ4E%,"5'!AE%,@USL'O6'"T+!=*9R*,%X MV6R8OI.#;+I@2V5%W$I%-9?OOC_]X-[/)K+C#=EX&->MYF_O0R^FAS[,M:9-

M.]$7R3^#@'2^PCE@\;YN>@".AX5JG1.FIUZW0BK",7F=>E:2S5'SO(]Y!#]5 MB%H\HG8.B:C[]YM&?6]^7^%IA:=QU;UH/!T 0^U6#+5"U'RNF71,[;Y@:H9S

M9D^4'8(F76^"OPGN]=%7@K\)[O7>?>I M'7H6+%)%BA:#FC$32+9)^3\ 1';-M*.6$2'-=N$E!,X>)A(IL U]VN8F,?3!"[7MH):S_G!# 0[6*4@K1VB:D8,@

M(tI/(3]3'>L/MC6'NQ>6PXV2>ISN2'9RADQW#30Z+2[P;|]/QFXWU#3%.G! MCNB0@BG<<:RQ3C<%)8?P.Q4_3+EN8N?[(C#XE?HR%0,3#U!D"9Y/"

M/^2=>6EQT_BR5)C[C2"V.)ZW EN_!S2=^[0Z5S>]3M)F7RTXT[$)*Y8IAJ,T M@G)OU$^/]?TCQX T%6%4C5SV5\|P -@BDA$HG!GY0FT]!O=C$#+3RNL=",' MU718B

T_3@#+9-6ERUW/M>QEE/P(!JD(X)<@CMWP%1RQ$2OG8$D!S<2HB^I; MV9^>K3N:3DL'P2"X#6Q_ZK"Y_H-&T-C6GP"D4![":W"P#6P OQ[6DULL;". ME4 @:TI-

B^Y4:.)48AI*61!+19WU_7W_48OPP^]4TX5XR!'G<8YT_AMC2VX M|>I4&6QO)HYP_2I?X/E"51GB5%BINA5A!VB:8<-=UI9'GBQP\R?X<"/].X0'

M\K4QMC06MHM+Q2W+G8P!%+KKG UC^K"+CM1>U2QE2;9_UCYAY!5H>^?YY91/ M_;0DP,2HOIWK#E)PLP$G;-G\EY?(,UR36!U12?>)3.FIT=>/.!X\C]QC]

MCOP3T6<9XS/I9B,C/O-3_ ARR0LG76"L\&"5+I^"_UFL]"4>B[U00_VJ!FU|$,:3 M/B99;'E3:85./("Z(T#-D0[,IE3)3]P&J#>IDW%S6&=?/-O!1B51K0HP [X

MRLL49#N=V3,:H&+L!8;N7'Y*TQU4@70D,EC?PAL9^A@5+*$&])U[=?WEX+77M MA87S5_"FZ- ST"G""VPQ\4S-

22A[/5R0^$=GJ5F9"OO$YN^Z&WK/5C"W:'QT@4R=X/DPS@]58#M66>_X\PK]NOMJ9<:N198,$=R0$32?M(=Z7JP1=CUYWDF M3.3>&C!R!J85W#>2C!07"S]

{Z8SC7(%1TFL1UY[EAGV6B^R$YA-0GZ[$B%LI MJ>%]^/QV%FSGM*B9?LP@1V%+%KO#D;?L5DJUC_S9\70W&U5//9+9X/K< ?$@ M0M/0J;'K

J;IUX2/H&"#/6!&E$3C2CU G70DY1TW'&!;_'EO_XQ MZ Q:OQS?Y ;XD.X,&A'RBH4\2T-PZ7;2Q|\QT&MPT@?8F"M!HED@_]D[V0^L

MU6B!+KCP5)\ZFO:L.!HS%.I+#7:B&U*AF@B--!%D:VXP]HQT)${BJ9*H =XE M.J?C'Y "OV35J.XMD.C&NB;4M "N#_]#E,8OH$A!>K6E8:)CB$E*S@Y)%L\ M/#@/'C1S

XZ.EA-V!6.WWA0XD#I3 #%^@O&9W-*8^!>HD&-&[|P4QCH._WD M&:ZNH=8(IA9HP:X^Y;(SHN_,"/T:],KJ:.[]/=V&"\;[:%$[3).]\]^QM:Y9 M#9.1<1<;N!K>!Y'7L,%[

RY; MND/R]%^>*53U.*@H]BI=(]@Z#4(,^2)0![?K]8> M3Q_T%C_V&==6CAZ5[VV/GU]4(^^C(U.ZTLK#ZNWPHQY!/HF*$@*;I3! RA(*ORW=#?(!C'5S-O,U2(N]]-

K84)^2?D*^(M" MUP@"PZ)\,,G6P.P>=NLJ95^;"]3_Z;AD"_645Z 5.!=NJ$M&7^\$ZY=MP$W4 ME1<4(5]YBYRL3+Z+$1{0DJO ;F^=1N4X'BG\2X=M,,-9[7\@9]6?\-*

*\BW0:`MNG7O5(?F_V"#YMR4U-V"D@*_3]SMK6A*VM=R_)(;|!2O):T1-RC7P9D)Q!8Z`MR(V=H<_(T7.KR!"P_!S=D7[NA70_^DY#{&CO4=M\()1-\/4*5G^MZ^P*TGXPJ.0U$Y>A;}1CC\`!$"+P!30X>2"I-0?,$A`M;*'HQI.R41T1C6OH)LX2,%U@5Y{IQSV0'8/$+!DS`QNP0`+1DW3+:`M0QP%&,TO"%^,/DKK1@J4=A$$6!VUMW#?R"\RUP9"BS_U31BSA`M@K*$`@`69<'.LROO/W\(<)#`S/X*X+*?Q/8|Y/O-WA[#>HI>"RB+YC;]|/%X`M[-7X'V`>{(*$.;$=;3;Y=B^O9G.B$E-K"]$W0:\;NA9C5]Q/?>.AMD!02.6G++`B-`S=>EO)C`)7=!NJ"O*0>798+`TB#[(^[CQTN97$8F`M!^C(*E95IRS.!^1MKBL0RD1Z6'RWG]=/%,%/B@>D9#`=!T6K5V=M`!^UXSXG`M^0[N#-Y@P3HC8?[VD-L!Z-'Y!8`,.:@BFOQWT)V`M|?X'V*.H"-Q*K&D.VQVIU&/.%L4S*;]%?88LA`@B462@],@TS$"F${MD-,R7`M9;#A":Q,^+[ZN>X8@E.*1L1853]..)$IB#=`S%*0!((I'G#?"*->,KUX(MPE`MF9:85LY1G8-`W(O6B$E\&1/[`A(F&*#`,.W.9?W.D8-X1(IH[@%-#`M.^M9@$?+'5FVX!OB\M!!5YZ1BHNOD$Z."SWXK7F8J94&_^_`I`P'#G&V#I8`MJG?.!?`;PRR!TT3"HT2D[%`0:B&)A/0M&VLE*.16;,`.#DZ0N`J2"\'#0G@`MJ4HL173QD7"?,=7A,UBA\U!W;Q/&2;=<3[E`V$/DMF:HXN.P.#&S#!2K\#_]`M22K\2M2%>OU'_HP3EP7[S4+'`VK5P:7W=?8`GOVWC#C/~GT(|<[W#LU!#Q&(`M_#<`PN*V)6Z,'64-SD4^7.#&+|1>H0\F-4%0-&D/|JW`@&?H`#PGT3'8Y:`M1V>HYKE+6(A.(I8V!4=`^2K9=WLF&H(,V)8^GDEO(B8|<4?F,8TMQ!@U$Y"F`M=#8YH7J"L`1)3Y6-VO!<E0E1(X.F`PVD;)5HS>J%L9Z/A4`M^FB=_8'N6_3U4'Z=/K5L-8-23(3B|`[Y<=]+RCD<6_*$R\.@0CB=HU5;E=R1P;NX#=0@`8D</OF`MM3N`*)BNQ$U",2!S(X(P(2;920D8WT(M9?UR"6H0,3`/$'M@BTI6Z).ARO&D`M4"1&-6L)P|Q_;\)?`@X4#@Z)P`?U4"85,JO*TH|JL5`MI2UAN;VIQ<+22:`M$V\.|@1I$WB\`-L_`==0T/I\KWBS$_U20"/.ZEJ1S@'#GBA`172CEJ8HAUX:`M!*>#Y8>;AF4O?`7"U|/"S_VW^DXB/!D6_UH+H"$AO;.L`JR)\1KK5&0"-7`M#8768?]3/X`^X4^6'6)##"BM;BS|(`D44\VPW@L=0HL%"'U_0W%6*3DDH@K=`M%"9&?$,*`M2ZT^TQ$`LI7WYN#K[*#Q?`2AB7_(>I7#)F.50;R@1X,X>//"X`MC8]T6[N6!5(R=WR$I=F.JH!4$CO1.@,_&+M=):[(2+,^OZJ<]K-`X5QN%[9N^*HO'&>Z`M7HO$0*HO9@\]4FLW^@$[`"3D)99<*UB,](G4)ET1^K6!)&I,D63HE008I5RO[`MH71'|%S-%VID+(CU!I!*UMI$\[&K;INJVJ;JMCG|:IMA56U35=NLK,9II,+?`MDAC2<46@:,_#!F_#F3@;]DW57@^%>ZR6H3FLL4?Q9'/V%O00#4#P|>,=>T67`M7@=J52RT&-1GKWC/54PV6;&+N`=[!]7/U'EMI:Q,%NG'702OR#MIR[IB*F,.`M6!.-UY0O3>T#=//),IZD*>&98"5-/*,&W6T-ST$E48/W^=%_&Z]I5`MO-\IA05RJSV!0@C\\A0M`,H#`/W'"9Q#E)9:`A"`#%;KU&!`652FM,!D`M>RXR`:F+AU\#YK,%-&1\HT$W55\P)%8_0=/T31MY0\0CCC>1;R'ND:^SVVR[`M+>;$"S[65/XA%9CR>3Z0O,\;4EA#I#*@#"=_0NHO#?;[#.`$?4<)_7V,)SH0`M)A:O(3;F]"T@CJK0CAZKN&S5I<0-G(.:F*/H#0ON_/033^5KNK9`4ZY^*+^`MA9[O7PC#29S7$`0-L+;K|`T02[T]/V'F{LD_O+4'=2#.!Xj`M3!/8<0&-P**^(R[5Y"@9L*08/`,O^IT)4@8W0@]++)OH$0\"]P^S6F*1KI1E`MK'0MZ:SXHB+.]4B00QC.B*D`KEQOEXIN@B;-&ITT@$\M"OB/>3"(M82#D=*!6C0Y40\?":,=MGV>"%LV1UU'OUJ?H-`PJ^Q#$W.9+B&#FDBKKPV>V"^F7DD/*-A21WWMGPT"S`M'IF#:F7*67/(`E!;D]:\C,MZ\"6@'?Z&H3TMJ"TRQ7,D)7HFN*9\$?]_>^_>`MW#:.K]_%50VLZ]3)2NB)-M2LB=5'L?9]4[B9&QGSSGO/UL0"5F<4*2&%SO>`M.A_^U]T>)$HF9(EBY*1G4ULB1>@T6@T&D_35M\==X.KI=+V"/Z#724"BLAM]>PX&:O73OB#.GD:,_^)(1R[94E]_TD=@/):R$G.8&61"&*SOOB@"6]G`MC5W%OMS`T|\.T2QB(ZS9E#<'/#7!PZSM[5*BEW2W"|:(`M#:/*KRA&CQV9FA(.X%>;5!'SIO'FKKZAO]$^(VL7T-RQT5"Q^DR&A4%A&1N`M'D&"_-ET`BHPOO/@O&03R-B[IN+3V_2ZV11#O08"NN`!CWBZ\[4@IXW`-26`M))I>IHHBAQ%$9:XBAS\U]57]-O6I9!V'1U(>^YKJ:]O1^,4RHD`T5O$EU08-JP/=!F9`CC*#2@&3A`M8\%BQ`^TS\IS]UB4;HA](EU$;)P.NZK;96Y,.HYT,$=]2=W)=$&_+50*0"N.`M9D+#8!4;?B'>E,!K73I.2(?+GGH:.0H\I4J&?KEF460WFC^;E#?10JZ@Q`MU;10N.,!LC!C"UDRT6"))3W2_O(JE[D2I\1:M+2&=2MH6$[.TCI:>8+7MMHN`M*0U\PFIKS2$36R0V>TK}?:ENU^%!4F=8TRI4U$%B.LE(U234`NTQE(;Y0$:`M>43XH9IR4TM3F;3I6@1R=P`=>>(&(1>V0/=I'(0Q`MU5,B%T.E'$321<>*!*[OYY;CPL)*=2$HL"/+8*F.4^,4&5M)K8"YF)+9I;8$`MUB&?]I3J`196=%RE?,"Y*NKV3837B-N=+1G0/IXE*FP?EY<,>/ZZ+`#U%U@`MWS#=$CNQ(W[0?\OCAP3Z,>1C%5:80\M-,&H<74D-"Z]JZ0`I,H^_(Z[GH:-`M:@!DAKDM.2Z,H3U,V0SB'&MFW`HF*QS)_,I9IS_,:9Q.I.0>)).$8E]I%'*`M\DM:T,A30N9_:D=4MPQ?_+/9<+G*MN.Y29I2@3F&;J`MSEQ(_%ID;BBH`H8VH/U;Q3=GC$DWY|\Q)#.|_8RZ6,-)2;]#PO22?&CBAB+'<_A9&>GH#09)^I&DE"Y\NYF-D:/(KVJ)Q,B1+`2N4)M,%U<*&SBN"],JJFS@1S9%@NL,F<.DA&IA5"L\7[6`@07U,8`A`XI)2>"#>`M18T@[Z8@8>EA5WIAXDLI.1*3BZ.VQ(LF>1#GM&P;TP,@UYX%BI[*#6/8)#DDMG)I5>URB8-&U$ZD\2:1I]QO&K/6!87S9O+.(J3H9OZ7@4IV(*)\"'M/SA[5`M!Z-3?\0..#W?F3_X*5,Y@X&-_/HK`MSP!D9Y7C,+!TQO,I1:::XR5)9[X.IQ>K<4-W:+P&Q0Y_/LD.G=F<);.W."N,2F;(KRN(9%"F[3)EP7-'@`M.D:[889">+\#4L7CEP]J'@?]UQ(G:?.M?:T1A=&7I?7E$?ND?3WPW,5\D9BK`MYEUEQ+M-\0ZX_>,V#!+?.52SRAG@_Q;-U+*LJW2>S@!;KGL/2+-5[@%G\GWS`M@W"\X0|=T.85V4\(K#>5<[_>'<12>\U^_/YJAKS%2I2$\E`W:I`M&]/G3YW"\=/1=-#EOY6BG4H\ITPS`%':)OF9J1FI9=MC4>_6AV^\V.W/.FZ97`MY_4,$'Y%`U5U@:.;O["MI6H7[5W(9=E3'NAO6L3[J6+MY4E(DX7"?SYB2=0VSMM=EA[K1JUR(+%;_3[#]>G<-8NQ=C[8XVK'1M:>VLQ=9N:3=X2'!VQ0T^C>:D`M+/1I8)0_>5+$*.4GNCOC#;>?X@U/C>7222UB)+NS30K6*SZO.%F>FZ:F#9V5XMB%PV5SNO/G2:\Z!FE5>#\JFY,9OMO83:MWFP5[7FD(EA.J[H86Z/7MK`N@-&L`M_=&L5=S5U>S2$=JEEM&>?=*>5?S.]=JEX[K9I>>.!3^?;GRL#@"J01!$08`Z`M,(1.D""@B/9^+R|$LE]T==XL+9N#)[@/("F)A3TI`O&D`=QV?,+HZ3-%,)?1`MT|Z\F*W14Z.G&P[P+J.G_?[UJ=O"N7.\|,#S3D^FZD'IIW9S#Z,1:B'K9536`MJAZTGJ)2+6;1S_QNV)<-^)A7[YM|N5VR[`O&_,E^>S+,DNK)'>K_6K^/<>E`M]QP_PN.L1].L0I_H[JU>.;\U4P[(=XT7KF]U&S72$-,-Z!8KO9]PBOVP"RN+RAM!5E:S;>,CE-1-U41:G;9(74(%H@1/GK(@980_5=V<=[^UV-&YQK9<4.$7*R?P`MC?*5B=SEAXU?QUB6;!H6>*%+]B>-1*IZD?=`0/F8W&_;*?7UD'!+A20W@:`MKR?-=J6^RLQ,/.Y+=[2]U8YVEQE4TNE`TF<'Y0A?]02BI$F)5-NR0!*F]$[G`M-TNA+BW,1R*4&Q,FT1):H_*C4:*Z'C`R-,NR390PK>C1GR#M/)"Z2`I,.8/_`M4::/A=P?ZU]SX&O/#ZFG5*O0&^1G@I9Y#XTB`M9VXQC81LJ^+'SI&AS:%[J&)#!\+FBK/,#361!?'FYXDHFDSKKX]IM,^DOH_X`M2]L9T1ZJ[R,CNHKZ/A+QVTYG^WNBOE46E_E4FR:,:<*8)HRYBV%,:V-AS&5X`M_/JO3/!S%X.?:\:V,_[%9B/[RX.?,"VDWVY?3R],_G7\XO;U0MEFOV\>+Z[/OU`M]<772W9Z^1^?,KY?Z\OKMG73^S3Q>7IY=G%?6=V]O7RX\6-ON:I/_K[YQNZ`MY.NW\ZM3,.):]W(GUHM^K]EOE7\U99FG%N?I.7!,5#.4YC]+E0B!%*E>`"*[`MI]5^5>)]J,+Y6P&(5]&-9=`ZFUPXP;K:AR5^XSR699%:Y*.5@E%72?>X]1"[1`M%PXE8R]YIKZL5Z_*3]Z=O&#%7QW+'@T%O>'P4`M*RY-#AHE:_TA2Z)V325M7R0B8@.,0#[N$*.)'S-)WQSI(DI89"G':XG\N.7-`M(7[UM`-I1YV0^6"YG0Z&A%?H2QNH:NG_Y'X4_S:EU>FCV=+SPR"(`M??#Y9<$$N(Q9V/1O2+U](6DJH26IE!]D9XHT-/=0"@;"571[>]'MU,+8C9%D`M%?8SR'9YZ`7!#Q)S^L`F^Q?U`L^JQ=CG7$$CV"?8/P5A_D[9QI).JLHX`M2SV*]749Z'0]43#4J8>-`H:/+4%#RC<80?$D>O?V[?W!?3,2=O,VN'M[&MHC`MV+]%,X5SR\.WH/+\K772Z8/=?@NV2OW8[I+EZK]%!G"LEM2OX+_,F*|[_O>WT`M6YR?M&$[S&&WW'5ZQ(Q_)'BKT^>]0:]G_]OJ2SZ?=&1_RWL:SV_KH\73\Y-DS&TP`M1]8CD_%[`@5@N53A_"I()F*DP,=Z;E3%JD%V.'3'J9'DB@35%S886YCT6)S)MEZ&G";1)>*^QU8`MK;'=BF8:*VFP6R\8R!(K:OWDLFR>'&W0"^&XMEX57=\/[B3IM*S?X,'$)?+,__MM$PN%3I#:6'%,QIA+|\1ZV66QVC@B3.>*O;!=)0OE'>"GF$-PP0IG/',3*!B`MAN0GJSPM)(I8P4+9ITW)FKM9816G>;[#0KJ@AM^YC=(QLF"T>=YOB[}>.7`M<1_R=-FN+R.2R)?=8/S/A$]W/#=0;YKLO[%?X2")T,5RI'C*1V%`;O_IEC]`M(UD-BLB5(IS=48U8TAVR,NX8B[4(75D#S0J5]\HI4@KN5"F,F%BQ/>]P(%Q9//%JU'I4DP-IX`M:NSM7_%`2R\MD9>7:H`R-WPL|!$$PF`MWOS9'4X72JBMHJS/7:1<\T5KV:*K=@BS);%>JJ-KABDBVY#T+/@>VM`M6@Q=6#;QE4-H.N*C292LI@`MF4D_U@6Q[G4IR)\P7(XJVAJ,?5<7EP3+&F%U#51:J@J+NI8^%=P,&_%B^WZ`MJHFJ1'/![1:'5*W(|00VA9[<(Z2#/#VU=5],I#.Y)$V0]A6RN.5.B`MTK-1K^@E%6XG21@E(E`,1C>/RHJ-Q!CC3?2T@0ORN:5?QP$L&PFYB#PB`XG__M8D@'7T(^WJU+?4AWTS"3T,6@W]%6ZY(U>I[*6:OJQ:@>TLJ>V.AKJC)P6'2&`MI@'YJ^Z$L`VZM?I1>;W/?XZS3752>K8^FH1&^AGMT)7M(0R:`MFP8$!;,"UP`M#]P>6(`E3*VPC.O%P/SS>P'V\/253IHHL=<_31Y-TI&A1=:OA>5A2F%<\!`M-04UG^.VL2N*F'R495;)?.+:',+.#`OP:.%AV?-936ADZ^&TVBA+X>+*J,1F`M_7-L+[3M3]M6A/GU>&?0YCCML=Q3R5P!R8.J6@9`M120%1?%NX0,7+0@:]T3N_#Q.E="P0@MWT5FAG523?4M]I(&XA2]A([2WK2T5`MXBAK.ARS5V294_>):4$9]-NFB@QU-^`S;\10_?_"!Q5P^39.E2RW"M8G*^R,`M8U8'N[(1L>RZ9:DXK#A3_WGZ&TR6D3MPXT"!ECA;**T@\`@N%"*<*5$'"]`A`MV#N`;X%A@5A6#,702(-P/;A3@6[3QB)#GLFZX9]YXMLC719+SUE990?NB$;@`MDV)L$,_;*33AI/=+1,OUMZ/WR&3CG#J?:?_LFAJ4UPTG)[&'2Y`M9`A\&\|#-3*RZ";NY4JVV><)ELAM,,P`@#?_!I\YP9A><(K,(B1[XPW?09+`MNL!JY>)\K,1AL"6_^JL=!JG(4>E9I?Y%PY*A'"%M]\N,V*`0GWEIN_FRG66-`M(-"PF,!P5X=E98A%:%$OYMH_X!_8,H?Q`M?1".X6?B0U_CX+@!_VH]NZ8,B#/V="756<`M,[QB:`+R1;+*K_IPB=-S:+R`MEQNI+[^167_^DPJ5;FL7/7^VTVYX(DN6#F#FTR[:AE$.J9*Q-@/1K!UX]*#^`MF6S!!D3[0MS;_+9P@*<%0N%K,DT@KU(NSK/Q>%RE.3JGKBK-.P@#"]JIG2]\`M;$AG#-)U"(6,N^-)-P_!G1;OVAG=RCTD2";!!,-IL]M4G#*"Z.R5QE&ZFN*2*A=-^>$W?&@,$W#SYVSOMM"6.6K.@[N`M-S+[9GM!)`OZTDY(1XGI@#8-T5+R-R9ANHZ+QSYPT1<1VC_8J=3R?ZB#?%3M`MUU:CW>\6LV1PKB"^1-->SUXJ.^SS*1,>*Q-0&"%:WY+!8]:@$/&=W"!:S,?\C`M"!541.)-I)/D(>>$/Q`(`%@T+!\W@A5C?<"$+$C!&T.Q@>&!!EIZPF5`M>()**!=7]\2=8@.SX!A2RO(DU(6!91FEMFI;G?A(#0*<%)V0#N\1-Z,"W)ZC`M?M4K(*41F:P4DY5BLE+V*2NE;!3G>Z3E_6Z9\VLW_IH`M49Y!3P/-$`@APUJOK4Z[>'/NT*1"3G&GR:XE^@"-$9Z/QO+TGKV,/.E((9P(`M^P;+FP(YN3Y>EP+-/8Q"ASI4)IWT6T0YP(=>X-\>DGL@5`YMELY:,;M<@P$\`MC2+LF,(HIG0;"(<,0L(=(@0,W1+PG,,'Z>#F;@3"3O+0HS)02(@7Y)[$XR;L$<^8C;D6P,%`P3'[)8XA3@U`M/=\&.4PY+ZK)3G&4TI!]E-TUA>KJM7*X`7I?L3,1+D^F)H.&^1%LN4*).2UQ`M9AFYIF&<O9S&D@^J@0ZD(*KB=<.$)9AGX0(I)75IQ.O]W6W"E1?H|(+GSH`M#L::?FJW$WL>V"Y-5B4/:%79*|&K?FV=6%)Q\1BL'+[$'2TXT%SR/*EH`MT75-L*+UV\Z6ST/8H\9AHK7M%$&ME+>_C6W>A9IQX4BSC9/[UX!+7,Y'@X2`MQ#")1Z`0%)V(+.>IC]_DX?7ICD",)QB.'1A.^.G6YJ!B&G3@\;B`ML87A+?<5K(?&7SY92(W6H*QT6^7+S2*,L8:DN79J\=4[\"A$`;;"""8+1D'[!`M10#N-6ZNAMDR4M87FBSY?"\TEUZ`:'2\&MJ,&'/8+T8C=QC+,QB"`J6G-/H:`M"OOE0S*/CI*S'A31RJM-Z@"\&.`<-0PQ[&0F<4TI6).`MKV!T..UA1\$]0<@4$-GU%5X=ICUQNN'!H[&/B2/*P,,IF*,5IFQ/D(4B,`IRB%0'#N,56#(V0ZB6!&XE:E`E-U.`M>HU!-*D`F=#L]X7>/Y]1[X/+/E0=HC-[W3EBJC>YA0`6:7(VV`7HEAM*_Z%H`M]K+5@*8>:.R9DL0:%X0->&8;61&ND\G$Y#YX@YD'&"9SE%D)N4R-+?2=|%PXD&A|`M8/COR(10*"^^*LACV;TWF"$RCE9J+,'TF!=3Y)`5QW8GTI+D4Y)GV|7W=$&B`MLYS"(-[J3/:T.]5R[-'-A_TE9:$B<14I^!EE_8,=SBX-'KX,%K24MZZ]#!%`M-B6WF"&(6QNJO%Q)M=3:.U^WT"J3:5+A;-D1O/*U-;4EE7!WS`W)M)\V%OGT`M;-!5?A?(Q#`E-0Y[1PFFIO[F)H#QF)T1X2?TWR';(,KM\/RC8B/`MRPR7.C30SJ%0&;,%ATR_0+H-5\@$P^__P@YNB[PKY'GVK`RIZP'\">Y]6A^T>US(OGP;A3>PH5,]`MRQ.MX/8HI=]J31UF6U%ZQ/F'$K3@IV4<_50`M*EEIX]=:;'EXD.DUF9(MX/8*QZG;E.I9O)2^O(G>LTV$&Q%SL;X82(#(A+O`M&^5#D>4*KL_J75Q(ABI?.T6C>$(&AA'GIJ:DGB^7`?DF/ON'&+O1!,_=%VS>`MYMK(I[(O]%?W&Z*IXYG)[PJ&KD4/1U%[8F1CI!|<2#A>>6OUB$T`MPD$[D:*W(-=:0)>(.0NC9P.A`XXR^"_C6\2QHV^$'],6E[!*;OHDAE#M0F@3`ME.[?LX-O<,_IO9X[=M5.G6Y6<%@7UWAWZ.{YW2"X]\:A8=WN*5O6JC>LWC_I%ITZ-M.FD>M>O6ICK*J8YM@K%[Q*5>KQ]<>IEU`M5,5?5ON@##99\G?9BROW+&TK;^B)/C<|G3XVG:P#OMS0N.0Y=41@55:GB7NGY`M^WKPS9?+D%9[=:84O7G[<,U06,60GZU%I9"KHLJX,:P@C0[=7/_1=4QHJHDMJE\05>+?"C//S#PS\^R9Y]DC*S;2L]Y2@ONA:ILSP/^|GRN,19+8]"+_>,RC`M)0,V\BBNBM[,ZW^9SJPLLVFQM5A|A?=Z6FKKZW6^MR&^L@;=M1JMC@+|;ZSCM^,U2`IAOHHRZOGAU/>[MI[JF|>?L#I54MVZ#.9!=V;ON;U!?,Z,`V)69F/[`M'NMNI|&U^OMIZHRZ[J,Z=GKM_537E[8QI/0`MZ=I1EO3^;B7W9*K?CP6;S/WF_IVX?]4(8IF].Y$0NGK:`JJ!@>32Z]Z=++-^`M[LP2V>VOZ.WLF$.S.P/2.S$#4JX8+3#AUD=$_H58[*&Y#2HDY*K*+_EZ#'>K`MN8LO;<_4:9NH0KT&Q#(#4]|>5%1!:,%UIKM[CZJ07M9H@^C!G6Y?Y_4<&DF.*.&^Z@&QAJ9&.RZ`M17XZ#]`>_^ZEB86V?5O7:5SUL085L#>E`I,A"QVOBZS4@W17)4\V`,&9`#HZ6MYI3<\V7KI6E`IV\2!&HU(%W+V,A:#I,K9<9C8L:R0G=(YJRGC94HJ1$/;U>D=WMI,!K`M&S@T5YJEI.]S:!N0IR^^M?>FVK_=[$@NHT*%:CM33#40V'9'D;4\?!`MN/QB#(DQ)+LY*,.0U&@PI@S)BXB'_IV|/@M\YKAW(HK=._D-!+G2:=!QMU7]`M/.CL%VNXM-5P4)Y6(:LNP[&B0_;2M-:8D!H-AC$AM1I.I[IBNQ@AN_!C@8?1`MNK9@@_F"RHO9?.+&T*S_"`<1P'21V?)6B2,,\L!:C1_;1"NJ+!2[`MOS7>I^'81K*Q&8[YBT1O"4]ZM|%*1@7F&,AME+PR4W)!`IT9CSJ-Q\&)]5),MY)K"U35TGB]\.Q@+=N`%#2&#<0P"`5SY8!@'DW>H`M+%'\@N0[3DMB9>7)TM&)\IG+W=R`ZL!|#>6`U6OY3!.',S.0>PGL,I^BM'JM&*.U)T.)1NNX9XS63ADM0]GP(J]:4|"^OAL-V%/H4#T[&`A?#-UXQC29[799`M.*I_9.(?=1J0@V<.?QA"WMI0?8WU'N)/%GY<.^Z`MHRR05=Y2RZ^\ZH+U.D"#UL>[OT_;:-1'SZQ4WVNL02QWG5^=XQ1)0ZY/+EB(4`M9CZ8^3#G#.%XU7#<[LZ&_8[7&7-AS,5FEL_NLAR#^V(PS'PPV'.\KD\@'_G`M9\-^+Y^TZWX,[\D42Q.WQ83]-[C[7<`M.H*6GX'LD&.%CT'R<40$TQ,1VL*/^:V(V)@_L%`,/6"C`;'119J\UN*"E1`M,^UXK;MY^84=LLL@9F//!?>C",/%F&^XZ__7*/;$M2UA6JSL8=+M.ZZ37/NKQ`M8;O?Z?=.6L?'SK^M=O?5XNX>+]7=$\MV5E%(>LX[RKRV"QCX*97`U50!SP7M`M[VQPN!Z?4-3:KTG(O'@)#;J9"CO@F%V.1LCHB)>03OZ+;

*MM1EUW4=U/>XMBQ'<$75=)N%B/!51\N"]PPYG%$@HT"&7="P'SYM$3VNI>G9 M';NS8M*M <,9@D%#,+BLN\V\H!NLV)(9DL%Y#TNT;=CFC!D8-5E>#_2(9M/IF MOFS B]_'Z6)H!@W-X,NF!.JL6*QHQTX,=F<\EJ5*-N-1]U5R'QFSC!88+3 T M@X9FL*J45BQZME>S9?NG (9E\!D9>VHB6L.I-N5--[K6BF'!G>=4,S/"S(BR M&='IK5B4:>=GQ#)A7,/P5EME]>NK9W30Z.!.Z>"3Y&I8!O><9;!S4EN;!Q+!`MDVN4R\Y;N4WP#$Y14REY':*I>M>9H@)49%4%++L##CH7GD9O)&YT1E76$?"'M! M+-ZQRP0)5B(VY@_,#V(=.(E@<,%(@Z$6S>!"ZSEY;O>?M<^Y4]YG>611* MK]GN8H^OQ"04$=*>L5"R<+!A&(P9#T-,Y1W3-Z[/!D>N/6+W H9'Z(+-@D# M)['A@L!G S'BWA Y/3B+1V[HL D/XX=*0U8^0,\U76D\,D:"B>%04&^&T#/7 M%@V#$*XR&=V$H;"MQ^8^&23pK!+O&0LL&/<=Z+1@[GB"0 -X0)"$ M##HKH"706@$T^3_F:('A>^\E[J/ (MI.UYP7WTKJHV92>/IBK]04Q_0157A^8;*YTMM=:L2NU3SI'#\?;=S;_(,U M7U5)6+"<'#VCK"JUZ.1Y? ++LNTV;ZM&F7M.REB/)?!8Y]1Y|]W,=G3X!>SFU ML&6FM#Z$9DL3+=?8?BXW>'7A\ED3)=],]?D;.OTOJL>?_H==P4;F1?7Y7[1E M>U%=_IAM1%]4OZLB=970@;6B]_""9/0D M!^$%R>F@9W3I41D=;\|/JM>:;ZXR5]67%^CY+$(Y)=!+"6E7V@+L6I*^M6+9 MBQT+W^["><GM<&_J-NDIHY1W "Y*1M=U_ZCJ(Y1U%V0DW6R&W^2ET5Q4E?W MZ+&^<&^*)ET@8T835;JP:9]X=H8D\"0BMZ%B(0B9$;62T5:"$D=$:W=.JR>+, MS6V\K)#E:O(,39ZAR3,T;3)YAB;/T.09FCS#G>RSR3-\"7TV>88OIM\FS]#D M&6[LU,'D&>Y@GJ'5.&FM"$@QF89U"S MW<#/F#S#^OBSZ57[E&=H-8Y)M.P+E;)P#@,1,'DJSZ#%G6,%M770ZK7:F^N M,E>9#$.38;B'&8:=(Y-A6)/5UJ2&F0S#-, &&0GM0/!T%^14*>-Y^_%1DU]8 M!^? HL;Z8_,*7F%_XDDN[[ULPR(0436#:4. 97:J/C#8=GGZ1Y6AWI+0I8FE' MA*5-2XPZP@X%CX3#7BN?0^7&-%@0LO8OC:DBI$O7'HWX6+)M#=P,/,&"HPR M)W3A16SPP+S@'FZ7Q5.C!E6*A6YZ#RP8#B-H=11EP]VPG/@-+LH+0F"QS M_F9S=3SA.Y Y"(SQ. [=02(S/Z$Q-K3?A E15]X37*'P0WG<+8AC#.G&JN1LED NV! M9O+8]=SX@41ZQVT;:[\67G(S$M!%54H6AL:C*V3'2B2CA>(4*_;ZXC[K [; M'<.O=W"9(\;X.[X_%-!7#Q_+(^B![3]BO.-XPWD2!A/1G%_<\YG2AU?7\TQ4 MKZWC646WK?&%%--F_E(8[='10N9%2<>2SE,%:D^J3 M4DR2$'Z-L$43F&PB]*E@LGX4*!QL-$8"UL@$USYV\/7F[$WV!N@F/5TH(AA8 MK?[:)"U0_/6KNVZUU'105-#H'R(&DP2#YB5HY-GU!*ZH7'E\RW. @&:<@&9E MQKYCS4Z"XXU;>[RD2BWL?R8PW'W]DO)%H7P^-=GY3SU>N3KYX\'H/;H2.,;.1D,SWGG1N#.MH5 M=.?!) {4ZW$(Q;IBO=9 NP)5\$%+GE\"@6#RI?V29!X,=CA1U9JJ933ZTG. M'$8C(2:%IZ0^2V/&_^!%-@NCZ$QJRYH+LXC6#SNW"")&-X5BUO7QNO="+.J M::&A:O9L%-Q#6Q@T":_"]Y!')#P/?L;+E-EU<87PP3*?+!7);;W-+P5Z+]Q M*9[IJ8V_IZ8[%+##\M"X_"9^_HQA=P*S=.3:T'+;3D*J?P=,AF66MCN46/S?D<%.5 ME:3)_C'S,KQHYH736X>L*Y&QUL9:/VZM\VJB373$/5"Y6R\8H"*7Z_2]X# _(M$8'[Y)4LNJM^U&(FG8]< M-:L3"Y2=D8Y=Q_'$]WFL8U(5UNT%5#>)$A>%^__?.^Q3 /Z!U3K|G>&?_Z,__MG]=DEQ,EM{[6I]XIB3/G_QZ%V9VWXG ;LB/0SZ$,7G'O7O^$.$S\O,:YMB4 M'9DV 7-D=6+9SAICSNW6+U+UP'H'(1G@=PG8DA"O@H;P[3: P7YX^%^O_N*> MV)*O5'0RZ7:=UTFL?!?BPW>_T>R>MXV/GWR>0/MR0V0,#CO!7F!#1W]|R M#U-#OC;/>CDQK**SM-.?1!YGM>XLN\A_V#GJ'G2;=>, ZW7/.X? F3:[^#;U MVNMQ*NK9II/6XG>OU\|IO7RVON9X'-NQK1R9XV.9QNI+TU!-1@6"Y 5 F"K=W"]1=8RH*HGJ%W9&D20S MS\P_/LF>? 92^1^U!QNJ+#A7E/FTRGLJ;W5\CY?YKBUF4HK;H-Y'-V?NTYP<;8[9^QLQI'+,,V M&[[N'5#4KK4BODJGD_-6:UR6X>R%CP!-^>;P^$_3(3"DT-^*W*^:*ZE\)INI[Y?B M>]O'OZ3-GE#RSH/@HWI+X0WX7A#!B#RK7HI@XL6+7 MLUX'=L;U,;&5$L>R%F!V2H[)%AL-78'/;"'SPF56%0S/SYET ME6H6S(/'- \0A)7H#]+DUV)VINKU+V3&:U>+46OPET=F;ZSHD9WI56ZO5^C MY9#J1ZA!5:0$B]1NXB'A &;!@D[AFT9@X6Y'DR1FF\&M4!:*"AFYL8BF5;$\-M 6M6A=9/Y?),Z/0K$# /[1%U_",,F1=,QC'"*]B^>V!GTZ;=;9.!JAN@N@&J M&Z"Z :H; *T!T-8'0&OFF5$>,!\,4'T3X=W"WMLIV7L;9)Q!QLWI]KZB@(VN M[]&NU@Y39U(Z\;D >!E]2]4M0XQGGC! M@Q"'Q*L/CTR[1 4 W#"':L&UG83!'] &PA1'U=#8M<32?J&B!RZ69]L6,"RJ M=LFI QUU]J>017W5=BYLE9@K3P/EK2T6:4Q\PS ^7=1/PKM_6/AJ_16UWU^W M,:.^#CKZ\);EVQ/<&VVNPO5L76&?9'#0#I=I'-6CWC1H8=._61ZG3,FIHU,!8 MH^>)KN$[ZUT,E0.IFT5T;YM:]MH7R+D39NX+(,Y,E)70 NS4K2PZR/],P*C M(Q8EDTD0QIK^GOSN@EMCME(<"\>%14DM;35+.8>4*S'N.K MS]^^L>@A@DY ^V)Q&TI.9#5^D; #:.:?";P,^@CWX GW6(6GXY1NO|)>9\O M_)C[MR["ED\C$&(TMV<&\%Q:T*QIT^ZVR0">#>#9)X-X-D G@T0TP QZP/$ M-//,*(^99P;PO(F X/0FW,TVX;RX"3>0*@.IF@>IZM0.=FC SD99YRAK=]FS MOAU1UI>'K#HXFMF0OD14E3%TQM"581KZIK; 'BGK1LS[29VM7-=]K=O.O< U MLF/62&>WK'/LF9\UTR\%YF&GD"S9V1+SXK32KN M;H_86,02EQ&Z,?2-X^T#^-6#RJRA"\^#5X^$YV!@L6 V@W=]$H,PX>$#1U+(M2:P>Z$ CB@V#AL:RNKGKPTL./1"$4S*^-@UN$T9'L,L GM)MLE/[S\2-7'P. M-/EC5D9= FN^Q@B^.0U#E)G$UZC10M0(G#0^ODTF4DXT 3NVR["76+X0-Z" M/1LF(3W+]:FP. [YPA\G\"$K"+D"!W1#[V&!?(+@PT>7",]E=@!*C.,Y&T"5A MT"<[B& P:=K=-AGTB4&?&/2)09\8](DY%3>GXO4Y%3?SS"B/F6<&?;*)&)W< MG+NYS7DXLSD/:,>J<=? UK$Y_3)U-0U* M9-N69\]7R:[!;NZ1LKZ\9;)OF67RJ3(\JIVK;) B%9$B"1[;A\+&D2#$ U!U M3\T<><$25" 9#4@HAIZP8U&L9HC C*GF1"QV,R1)!D)PW.'0M1,/OHTT'X8- M[P^Y',QIY,AUSU A$%%0)*?!$VV$WH7OULT/,\ZDF,#Y 8C'%Q@HJ#LN--M.X867(I[=A7 >Y\V0&$S)EZ!)\SB,0#L=@4SP-!92.6XY) RG WY71!*<.4 M,+\%++'E6%7$! [M9KNSGC/K=3I],>)@O>?? M%1VVL>LXGG@U#]TC56'=!GTN?FD.)1D86O9[AWT*PC&S6H>_,_SS?_3W1HQ+ M=7R5;-]Q<4XOH.!MVNTSKIM8]Z?- CN=_]DI;QL?/ODU!L.A7%]S]& 7WZ[^RL>3]Q_E M6MM@K[M'!4 #WD&UDF?HP=#Y*;ZOL*@@PM<'?\\FR&@&/"4+(<&_)S//A\7> MCV"]QU_+WX6=<# (TJ?:]"J#9:OC/&HSUC$,\X]-6A$%WBL[M!$8#5P-G@1!= MI'-#34FQOCXXD9+/#3GBPN VY.-(L\W9(%=RNH56I3SG&\S]*W] 1*\/K?#8 M/TBGFK@,,#2CBJDNA!&%5M!RT-%T=2MO Y#?4*&.C[3?MP)\=@7T\>Y2V?V= MPX2$(^ZVZH#.P7V>U=A348_-]?7O_ZVZH;.[VN#OEF?G]YE/=KNREQO M#"^_F#7(S'&S!NVU?FX95[NE=6ECR-]7MBA4!4N=[RY[J8KQB387T5V$N&A M+1\$=Z+![D5VI,[9),33QI_L5FW]D (5D"7PF->'VNV7A6_-9Q8ZSBN#@+G M'N29.];XVAQ7F^_J9HYKC;3[J[9R,M/+_M'%=7/:[6^VQW=I]MC@K,4<$+.@XT>KI/>FHU6MWV'FKIBSV?,#/"#;_4&$<^8LTUBDWU,J**6;[L3*IF% M_#Q^VF:'NH:9[M1.?' RGL14]"NE/)=EK24B Q$.97Z@Y"#168(9((7>2;UE-ENZ5UWA"O[,']!=H:U"^YS\G M*(0&NQ1$X'3&)_20_X H]$6F4-7NG?>;-NUNF\Q9? 8W/ZDVA*E.HRAS:UTD-^ MK-2ADL$'S]YL@W&_5YNC%5-UP^C]PNZ>U.>H?ZVZNI%CL5K7^3BP^G7(1-YZ MC0]CZ(RA*SLX[O7WT]*]3&7=,NQA"R)H6RU3#.OIBV0MZ#JVOD@N!GYL&>FQ MU(:<.4(#)UY;W2(^@0HGM"U=\(%H\B?"1MB#]]!(JQ:["/> MN# [4Q9LFNQF)2*1"C[@[@F^P7)=+#)9@,,2B H,'@HQ.X4\]P#^T>332Y3:6 MIXU85* CCPX20Q&&6>?@);*V@Q0G8F! 5'1A7K 5:V'4$E8B^3#R,\9@1W8/ M? V#:M+MM,M@1@QTQV!&#'3'8$7.F,:.941XSSPQV9!-1M06[,G,6 M9FCZ D^^>@8>8I9D8^?F+! M5A);!W84])? '*:,IY5WK5IHW%WY1KH?7!$8*-M*4 MA2]FML>CB"!!.(3\/DK<,,H]NN0&)!((9KFN5,-:,\=E"S4;C8P1AF+_^E9\=#(0OAF[\QJ!N=@^Y8=]TNVTR M]!N#NG&X,Z,;@:@P8P:(#ZH ';/#/*8^.90=UL(EQ9.?]M#OO,8=^\P[[^ MD3GM,\]Z&\IZ4*=#]36C;YZ=;W\+X]P<&8-D% 'C^WFIQJ1@>>>+?=/$$XV"20,,UW!)<$CRM#@2$"+'>CPI"ULEOX %SH))Y_2Q%]=ESJ5=,G M+B(%XW=]Z,"NP-W:S79G/0">=3]],?OJO6"@BEN(L>LXGG@U#^HH56'=4Y;> M4PF8 O<0DY/\>A=F= MM^)P$ K^XY /84S> <>^>/T3XC/R\ACDV94>F3!0WAVVT &X5B^%^O_N*>V)8E+*O5'0RZ7:=UTFL?]?BPW>_T M>R>MXV/GWR>O/MR0V<,2C_!"\$7_[2W_,#7DI2Z^^M^"$.6WON+>G#E_)81^ M%X2$\("X

*(P%F*7;K/^AH.08P^:VJ/Q-AQ;F=.2B1Q1X*\;Y'4!-5=8FCH](@)H50 MHPC9BBGJ1,S$63*VY/M7R=51+%GFC5"ZE$B9!3!(G4_>2*F;%(5RGO2AD4/@ MV07BVCD|O&D\69%-$:$1\1VG=^K@6H0SV<.#"6R;3=3(*9D-F7,4,9..O^;__MF0FY%\/MV#<547Z4)F6]!3U8_R9F+Z^$>75LH%.(*9DCKEYDP>GR32 M>NEU219^R!];Z(.*W%,POS)7)VEG2%ZP@H'XR?&<#/4\E^$F*5_\M+1'2:?I M1$HJ+Z]M3P"F]"I^]G*3GV.'7:0^^!-@Q&0F\X&<"A#3B%<|H!?X!(MC K< M4_(FLKM$>)*'O!OZ8$OIT/?F,\U"\N=(>!.5OXG'1%A5 9LG[O#H/#*R5I* .ON3 M9#7]2$FD%7V0YR82@D+=X%5JV26%_JAY.=B5%3YB\O M)E/,9(J93+%=S!2S-I8I9G*^=C3G[U|-40%- (L5B$/#3&B9OR/RBCSD!)p/ M|%M&@GOQ*(\{4D4VY-F\XHN$>PJ.+&Z6?>%%Q%DWXCF<2KJZHZ,#'DD1VR) MQ]1$KC\(?FT'Z'>G>Z 9IM>8^ZR;[.@$LT3@M;-Q"X"5*PLK$0L;J44@K$ MH41U1;A&SA6278)?EX^AG,Q/"J:@-E"J3-"<%3E"H4NN(KD7%)O"1V I14B MR2^E=W$!3'..M*<(VT'\NXIB%$=8-4*AUI88O@(*1>]8?'V)6I6@0TNH^IM M8,?SKIF69Y GD_ >%,M&L>JG8JO0 1PU?KK'"L8'^TA;I)?22@O6I MWC;TR,! BU+G$RN7@MQ)MK3OPV8$. +W1N]8C-O5F11Z6^$DD;0)O%Z?, M@WJW>AKHVOUT<_A?%%Q_ZWK7N;CG2A+A(X"<(G/1K00]-3* FJ1%@?QI?RYU3R$*M8 M7OQ9(T>(D)3@0PU%(TRCFGHI-5*NS,+;,$\PPF1B9V&3LL'JJA#S);(6'F8ZT MY?0%7H"YDG)3)V6HXVZQL$+>^ %#M#-E^-8L>AMIZ.G4+&<'V<*0H_>5<1$T M,KEC*&PJC*W,W1R$G%@[X3-B;G)M:H.(Z=HW6?GY6:M0@NF>0NL5(S9#U0_8 MBDN^;?=.T?92,$U)GT+/-K&62!-%<\P1B(AE@=1VU24.DI_$A.N2\1PU$IHX M:RHFC02!TF[?RY;HB)P;Y?+W*S1,S)\R<>.XY<;+5.=%MLB\7 ME^>P=GPZAR4C5\C(S 4S%YYY+ARWMCH7CIKLZ\T_SJ_8Q>6GKU=?3F\NOEZ: M6;#\65" A?2WGTY=8-D,185:$G['%6IA*).B@M9[?K.%-WOW]R?[V"&729C MM:?UL:-7&,JV#T'2/A]#WX3MO+L,_*O$$U9K<&2=AN&I$\ [G4\>OWTESZQC MF$@_XW>2ZG[(O4B\HMDU/#PYPME3^4VKOP8V/5S>\+>WA==]F/Z]H=)$Y99^ M92GRYK1.06/7A[^9(VYSQ&V.N/?K MB+M=!S!+4X\XFR5#U12 U^Q#T T%B[Q3AWWJ*$ZWOU+S01O%SY [<^/UV6K7Q MH_3-C<4/S/S_J+)YVE6=PJWEB/4*O7C'DZ-^R19K/:C+Q|%9(.]>_>#R3]?/?!@M6P9#LQW_;-U9J*<8BU:YUV MNC9H(9PL9]>X-??WW M:[RHV9 E|PZS[R4 6-6B?F!>P/TT5T=R+A*_;QQHS!HJJ$2;8,(C(?FX_V/J M8D5KBM@V!#+|\VY!_#5QG#$^_YQ8H8K_"3="JTX,DI O'&N((G;TED9";&R/8 M6G\BZW_;24@HL!"$)!0\{)_?O@3A+3S\C)"Q^/ &NVR>R@Z#SQ]X=SD8I7H' M0>+F;R^TKX-S)3T\D'E.[(J*9"% BJ)0O_<7!_(]DFS*FW9 M(CN)9Z"SMO3W&O5#>H^=.,;/R6V_A(6LF,;IR9$3>>$L$ MHO H9.]R*Q54L]*/L]0GFX0&1%3K*%8]PM>,Q C[@WQK*0FAA<\U5:THKBM M2I"IE)ZGBR@(YU%FBT72?=XUN]|O]HXZRP,Z6R>+U\;J3[*.F_U6;RV/.NDT M3ZS%CUKOBKW>A?W9??I%AOO\\^GEV5=V>GGQY?0S^\?YZ>>;?[+^.CJV]>K MTYOSC\ML#%^66%]I.+A*K!N]9?\4PV$H'M@E/QX$?;<|L M; 2S^GSBK),HZR^M;^#ANHX...5-;SU/6E5UL2&3,898Y5-K%PZSNQ@ZSW@X"YP'^&<5C[\/_ U!+ M P04 " #Z2&=9[9[R,C\/ #CHP $0 &5L86XM,C R-# Y,S N>'-D M[5U;<|LV%G[/K^#J82<{4!F2;,=Q-D[']ESAUQ[&]EM.T3QV(/)(PH0 5 'WI MK|\#D!1)42)(RFZ9TGU(+?+K]O[6=7X]O+1Q3[@8S8,HY$4 4>,X]55-'3<'YRL4W M>D>;<:Y^I,1>S;O>#83OA\'=!)U/E#'J#W9@1LO>=#<8[@_W>_/NGVQCM>=[>_ M,^Z.O'VW.W+W]G8'T(WWW"'R;N]7?>@/^I[W?W]/G1WQX,WW=$]KM[>Z0_M(N[_]=X>&*$/\IUTIS C#KK&Y+L'>=B9*C5_M[U]?W^_=;^SQ<5D>]#K];=_ M_7PQ-*2=B-:G[%N&^F$D_)A^9UN?'A$),3GXA&7(]0&7,[E\MJV=[1WL]&): M+8D6R*9,*F1>R/:4Z*K',@;=WDYWIY_C[-M9>]U>OSM 5J*4 MH*-P1E"=PIC$OCJL!.P/P+BTS$%#_/"!XU\AB!U6A$Q 75)9B#GQ 5K7#Z\ M<)H!>9[N\UD!V)X3,*VE.\X3:HR-5+"C*C55FK&31O[HQ7U[6A-]MNSQ@2CR6R8!K:(|)M=_U-8)K6=%9TRN_UBADS#&E>'71Z)C\SEE8QX>P$,Z M==_%^7L#XW@DS\T2T9S2/S@XV#9G<2@VS$2X@OM03+P!%WP.0E5U2G&")@* M&!JV|/#9C0?.W^<"MM"2F"2G('L1ZM.H 20.W<;?B\2A6(3.P\..1!Q\"$/4 M9A]&%?U'UDHH_\(]WTR]NHLH#_W3ON$K^JX\CB!GZ=K-?LMWC>H=YAYX1C M@7Q-)FB>/O[EYGQ=<6.T)N2QS%A]DH8?>N;_OM--*NJN8S@=5?I^>YEA250@ MP;MB'\S?RU=WQ!R1%# NQ:EDQ1&], MM2GY^]SQ-@HOS 2>%3I:K,<$#4D%V!V<+ WZ.]IS!9"#&B1%B>M)B&1#A\[MB2;G]4+7?UY03K XX3/T<(HT] [.$<<97'#YY)!;U5CQ'3]/Z/6"?4ZK[7F M_]PD!*S.8N(_=[> M,^Z.O'VW.W+W]G8'T(WWW"'R;N]7?>@/^I[W?W]/G1WQX,WW=$]KM[>Z0_M(N[_]=X>&*$/\IUTIS C#KK&Y+L'>=B9*C5_M[U]?W^_=;^SQ<5D>]#K];=_ M_7PQ-*2=B-:G[%N&^F$D_)A^9UN?'A$),3GXA&7(]0&7,[E\MJV=[1WL]&): M+8D6R*9,*F1>R/:4Z*K',@;=WDYWIY_C[-M9>]U>OSM 5J*4 MH*-P1E"=PIC$OCJL!.P/P+BTS$%#_/"!XU\AB!U6A$Q 75)9B#GQ 5K7#Z\ M<)H!>9[N\UD!V)X3,*VE.\X3:HR-5+"C*C55FK&31O[HQ7U[6A-]MNSQ@2CR6R8!K:(|)M=_U-8)K6=%9TRN_UBADS#&E>'71Z)C\SEE8QX>P$,Z M==_%^7L#XW@DS\T2T9S2/S@XV#9G<2@VS$2X@OM03+P!%WP.0E5U2G&")@* M&!JV|/#9C0?.W^<"MM"2F"2G('L1ZM.H 20.W<;?B\2A6(3.P\..1!Q\"$/4 M9A]&%?U'UDHH_\(]WTR]NHLH#_W3ON$K^JX\CB!GZ=K-?LMWC>H=YAYX1C M@7Q-)FB>/O[EYGQ=<6.T)N2QS%A]DH8?>N;_OM--*NJN8S@=5?I^>YEA250@ MP;MB'\S?RU=WQ!R1%# NQ:EDQ1&], MM2GY^]SQ-@HOS 2>%3I:K,<$#4D%V!V<+ WZ.]IS!9"#&B1%B>M)B&1#A\[MB2;G]4+7?UY03K XX3/T<(HT] [.$<<97'#YY)!;U5CQ'3]/Z/6"?4ZK[7F M_]PD!*S.8N(_=[> M,^Z>?7O."K? B^]36AHB+':&HIQL=$4@SX=70AHPMBNHIC%2YF!I*;T1WER,] MV5H4ST5]>,[T^%EA@E|):8WWWG*\DP(U);=-. .\|OOQRQ:E";DUU&|RH49> MQS"W*+Z?./?NJ5^R);J@MD8WMWJ.65L4V_ NRBUY*%]') S6".?6L1%-&\/> MHBB?\-F,*C,N8O%ZPLT:'ECY-E*1 "L*N<5M2IHHC/R6@3+1R(8^BVO<=&" M*XB2XW>.RP; ?F|I&HMPD4B1@MI4=0W:8G^==Q"KA#O%,%UUKNN@F=L8Y%7=ORI!+^"\W@I!K3*SL8;82E;@[M[OT*#0*)29K_'.MB:2QV<;@QUKNN%*&%VN"1$+:&/ 4UW,:E/K,ILU[+GN M0+H%VL;0+[?/JL1_#:\5A-S:/=^ :R,4T9KYR%7TCJ'RH8$(W #(Z+,*D^' M3#CG*GG(M:Y?!*=$@GZR1'J1<_ZSIF&LZ MU4G'R$@GL=)!,V&NG1B0PU_RE0GLO4E)RTYD#[_;(FV2HDU>W(MLSK9DZ%Z MR07+S!1O% DOKE,0BVON^69#NTY;IAQL_J2,GO:2K2K1V)*VI9VY4_D^J:D5 MF+Z3-J[.7"W'_A[;K+GX=_WA/L60Y,765GO5O)+[I:.&G;(3&(NV=/R/4* MK5F6Z^]NDF7!!F)LR4O.E(*P7D_J"?18,R37,-XD0]K=|$KM#:D$\PH^*VRY MIG!F8TH+@Q\^+5@I[ED6:\ASC=[X+3 MC+;>FG//V42!2EWS2%6*^SIF*P*Y M_IG9(=1UM+"NEA9M&7H!)(II[_V-(G$'V%U-V Z7>S+^2TPK%ZAUT;9^65VV' MJX=**4E6E$INL7N!;46P0>FW6H+\1"B3^H:'H'IJ9.]6X;Q0YG3](ZN_VRC?D0:Z5,[HLM#ITS_4V0ZK?C*LJT8+W7RS484[LW MLS?,4B=2BMH-;,U!>2V[%Y<+#RX#5[N'WW@3;"4LEIFL".3Z4\G>VQ;'O-Z% ML);;BD*N!|1 H>U706I?\|7@=U1_R 1':W. L_!LQ5Y/>8%6W%8T@5);]+O. M0H.Y$QX>Q1_Q"\+,C6>]BZQ(@!6O7 =I":]V7VL%K_*H!%$).5:D# MM!*NY4<.JK5>US!,@G|/>FH@_J&:QT^'\? M@AL(U/>G(3LCKMGD_QEF(Q =AXOP>4E<==C!529TS/>R#CO%/ Q+!/UL2,QC MOD+X;HYK5N!=FN_?>$&XY:.C8&!D;H7Y\$@*^:'G9"<'IAUG/!S.8N/"[!S M^ S7P.=X3@M*OJR5\VKI'EET+PH'5C_0GYF,;XL\?D4WX)3?L[2K8^+++A:\U M)%4)0'AN%'X? $_ B*]280F/S@*C#O!:/)8*"$[\+X,DSP6>KNA?1!V/8)+JE M:UX9#>>70U/@XD9:";,*4"8I71U$!@=N/L=<[T/*9] M_$K5|"20"LL1L7@ Z(;[_AD7]T1XZP:(ZG*>?- (CZ!Q^B(MX7FAI>&S&\D> MTL7E?Q((_26/WX" ((\+MXRM39$GU;%!"KD"O&?,H2(OT2D!1(*^2O3G%-!= MH'-5,V;KI7V?T<&K >B$A8"[C[>",,E'5M.)3Y&\QD;H&M1/0'PU+.Y!>VV2Q7VN(&^%(:-61)?&6R1IA?/+| MZ,7%2;$#*TD;YH3YRR4\G(,OE&<9T5YPFC8P6;C,KE^H5)>0&-C\)F(;Z#0 MA7!RL RUZZ@;<1GH"B0.O+U66:9L0@=S."7W#.*(>+<,Y?+,5B;N)&P"%K- W M#\7F9TB:$/Q3*N=<$M_(7#1BS,MP], 6@+?XN/9EH,V^&G^*IY-N#19E4A%4;,RA3, 'QM($*#<=8F'E#%O1\-A-:(21_96MU92_X-,GD MJSL07Z?4G<9=Y*_HQ#&8? M9=81YM(O29>]XQ4[U]YX0B-RNM9_&UM3W:TE;$+1KOC[S%19)HJU],V8ZG+F M#4$WR\QC>IA|_&S,S[U0)]R#X7HY7\M_XYPC"$3.)K/?5P4X:FP*@O?;BKH M!& <1<|?UY>14Hf8 >ZL/C)2.UW,;\KSQ M-TIJ-7 M8$ZH-U3<_99Z^X\)6NC.N90X8WZ9F|4:1DD6K?&>3L'S5"8RU%@B M4B!FQQ>.*N<^E#O%?&QK;>!K SP&#G=Z(@-]@KJ^*A(:?!1, M JGZ S3Y;5VGS\EHNMMS0?W^ 5I\4-OKO{BF.QWBM#/H[?0WQ#HCHPEKS"$P MRL4E5X 5.JBS>3U\(T!%9]C%=2%,K^\3:+(3QEHU3"[_SJZ-K26RHJR@QO97S2I-OY1'P!28-$C] MG=[Z\;Y+4'IIKH32;B7\";P+Z;;_IS-7XECP4+_XV$-O8> T!:SW%3WPBS=MN M.+L@]Q(+4TM+U\[7A/"_9RYA/CTF8D[$+UL? S5;H*92N*\%0=P]]K.*A"9X M//QX<@.3O>CBXO$S4(HPD>Z0LIV?/_N.C5/H ;Z"%K?<>]!.?* M-WUU?8OTI_WD' M*1Q"4[5G]!0WFWQ$53/= <+SE2C]&KCLL"*OVYRQ@7D$95%]@0ZNB-0XES\Z$ M$WK5@.3YOR__0ZMO8%PK'9:Y__;+PSQO(MTIS,B'5_\'4$L#!!0 (-/I(M9UD7N8,QT1H $P! 0 5 96QA;BTR,# (T,#DS,%]C86PN>$QV5U;S9Y5ZZ6+-XRW/Q$W^_^#.=ID:?SPU^>_M__W3;\P__>__.E/? X7QO{KB0=WS]XLTNDQSI?/7G<(2\$/ODR7\\^61_CL M'XONG|/\.S|#)9ET1TS|I?5G[U>G'SKIH='RV>22[U^V_JWW<^R*.FX |:+ MRDP+55C,+K&8C-$2,=HL_^WP9Z-3$%%DYIQ IHNT+$ITS!@0$9),V8?5A\ZF M\W_^7+]$Z/$9#6_>KW|Y?G1EKI&8_+;K#%Y)SI6+|]N?G M;_]ZX_U?U.K=(H3P8O7.B[?VT|O>2!\K7OS77]]|3$=X#&PZ]Y>23."-GBH0X? E%__>+U8IYQWF.F;_K%;)]KFC\NZ6O5>[\H!R?8 MK9#W?Y_#:9[2KVEO'758?GE>G\(J 7A0O*+[UZV> M\^+[F!+,TNEL]89W]//YT^H0!AX>?ETB?<:9?-=H9HMTV4VSJMU%M_[++&42< MK5Z=G;:L$.!D\J9Q+6]2.+R

*6N_79WL#H3>S|9>QO#X'4K=O'9D:9E)=7/7|2E\&4?TVXMZ_G9^(AI9^(H:S|=>:!#F'MG<:L"J4/%'X!-M35'(+(I"JA=18G2&4LW6RU8MK?VZY\%9^WL\VX2I9V(""%P8",5*$P-!,;! Z-M,(X6!"\J:M>\N/5V**/]_KNUZF]>A;J[W!M>HQN7WZ\4>@U=|ZUV4EOU.9A(M)40P&2Z., AC4*X4FR-M7*\%JY-T64309;?*_^YF6MP,*&3O+\]?HE0H]_^=/-5!+ P04 " #Z2&=9'4(ZM^57 #\ , M%0 &5L86XM,C R-# Y,S!?9&5F+GAM;.R]67<;29(N^-Z_(J?F=:S3]Z5/-M=|\C*3.K-4>5RI&47?>-QQ=S"=_0 6 RE3_^C$'"(D;R C" (P!"Z]Y2D12% M^-SL"W3[|X1,NEI/Y[#_^PO^5_>4'G*5YGLS>_|=??G_W"[B_M_*___)=_^??_"^! /W_SZH>?YNGB'&>K'UXL,*PP__#'9/7AA]4' .'O\|4_ M)I_"#[]-PZK,%^<_]G^9R_F'S\O)N\ K'X03*CMKVW_=O%OHDAAF0W BLR@_MN"P0LTT0D]9*(&.3Q?_S_M^T2IY'GL%:CJ"*:_ %6M Z\!B22-GÝ8=.)!-_ M,0M91&^Z9,*$, MM:8U@NOK^4J89XOMRB[?Q%X'2EG,SYOJ9O>S,|_SF?U!7OV MYV1YQG5@7NL"Q?A(PDF:S*O$@$5,,@MNM4M#$>,N0 UY.H$ZNR&V=& (#7<"-LB"G6;3/1S87W'SH:0^'B54+M)% M!=)IVC598.!-X;"KWV629$'!ITN%:Q;I$3"AA['8 #!.9 /W]IFZ1]_6QN] M9S)H5:2R$)E7H$S,Y%,G<@H+TU)DFSWSC;5_"T1+S=]EW=]6>P/ES%M*]K:J MV;ZJ?I,S6HAA^EN8Y)>S%^'C9!6FE^ ,^N03K5);2O#_'-8S":S]\M+5#9]J>C)D*1%4-)ZB#QD M2-P]8TS.5+9_>]&<@H$:"#CVYH7>V\$*5V<7?RKS_UZ]0$7=<4+_%/R$_X MDASU<[P$JJ,S"7.I0 51M 3PVENPS@6%WF<66[L(G<&= C^&T<1MRLB&E/DK M+?K5?+G\%5{X]-G(&7OIE1S30UP"EV!^VX19LOI^D[C6?X_%\O5^5>4C&6? MHW?@6'W) LDF1$6>N4"7LD(6J8!\N@?9-T"C5GH9]B3[J8H>\W.KWZ.$ M^1;.9,G4+EX G;^!T!H"FT!25LU'<+6(^/#L:@#PF^ 3:WU-,!A1\M>8%CB M3{CYWY<;+^[#?$]?O]Q86_FT^DO\\4?89'/-/*BK V@K4^@"B-#WN@$.1)^ MI7@J,C2F54^(X_J<3!^2)4,X&I?\)?W??J#3=OGZ8E4O^VL&Q5E4G'F=//BL MZ$6R(4+@B0$)00N-BB.VWH7NPS,^-P95YNXHS'Z;&,#VN;WJ,RZ$48K12^$" M+54+!,\\[;1,.D4[8F!)-+^3N8GBM!FOI0'L&+(/M^UW>A3], FR_6TE^M M%L-XL:I7E. F&P_N+* (OWDL..I<:4!81O+$(.61$X="F$!M394_(ITVN,?5Y MFXZJR7GT:6.M-8+D&2*M#VE[#X(DZY 9 MPY5EPKKFUUG#KNFT27Q4C+C->#/HYOIB/KM,MW]=?B?0R[/ @S9*9+)&?2#+ M)-28FH]@$I\W& ;5UFUMVT""#\%X85@)P[R09%8EL7.8T MQ,*RX\X4:5N'SKN'&YHXS<%K8=%&$%QQ4%(8TR[G.9_ M__'&Z_"*OATH\WM[I[,<-OG{CL<,G__]T-H&3 %W27!7'$FI6%#>6@@^6T N MHXDE\Y3:&[0#IX K3$D7'R!YY6A[\A:B#Q($ANQ=4KJ<< IX#WT^D +>1XS'MD@+^$\;5R]F2'E4_;9W#:(S*V?@"GB-YF8H.A$@%>2LF3>,%F-:FQ:W41Q) MLGF":Z D[UV8#I/GC>. ,]7 G@(?DQ !K>79 M,C!D+M6)R++XH@$M&0KC:8?DK>^@QB" UZ>U8 &@CYP'R?\|-}]^(JO[Q0+) MBOHEI,F4;-5M JIT@APD 1X%H\VO*/#&:W!9,4<>L939-$_UO ?0^"YE&[W= M2OIL)?2&-]/5 C|[BXFR-%_.7I.%1&AG[Y^EU>03 M8^$F FU@L1K*6&,L+$B5D3">UJWTT!J[!V*ZC[B'R,]] M&HROD?09;7)X#>*[>5_I.&&F4(%#=(9\K<1X#=,Y2)P+4Z13.,6FT!#K.'DF M'ESY Z38_(0? %Y@FZQ.:OI[B6F.S_.R\?L=O3O(SPYF23A:H5A@HDW6]?M=@ M.2]::D]G>^LP61=?PR3Q=IRJ#MY MT#(71X .(NWD*3O:R37]X;)AG)8M!&M.JKN1?*=1"Q4-L#?MR-0(K!H4X02 M;"VM(-?$$Z!Z@Q=1:7'ZL[Z? TZN*KF\?Q!:+)%L1PW!* 2%',$9,:'XH,B!";1# MWCC>=CCXO1_]#3-H!%T-D FXK1Q\/7L;IOBZ/+]8DA=,6R5B3CEZ!5F1-Z*<-M-N!<<(#!0EYF"9Z;VXF$%@3E14ZF5 Y>= V%3D,86YTOK'D8/H_J&J3:0Z@9(IELG M|=^Q_&U*TI? \)DOODC!'$A?BY^=|Q 8YX"2B:"*#9@&*;_H NX[U092Y&W&MN?$N;:=NU3{,O28+0S!44&5&W#E3U1WF]|X"M%#- 7/.W\'E; ME9'^>3%9(&$GP]\^U]X-JV>S7/.?/Z[WT5 KU)R0@(;3N\6\@9!-J0W.$I&? M:\=;&UW=T1W-[M1,U_-1%#4&I;..*V[*)*O4+O\FG]GD9% A @]D!RAF%42+ M'LB/+4);%]JW2^B#[]NC52ME#1!*O^;+3M;R6%TLKD1&Z&1F41@D/P(2UM$B M(NC:W[F =ZGP*#$6TSK?!0.LTZ=18|6TC]=?Q??; C]-YA?+73B%)!?5:@.H MJQRX#. ED_2'+CX5R\K-*&B'<-4##SU9@@PJ_0%BXI?VPY>S59B]G\0IKN/\ MRS,OF$K!KF'5>C3:#]/QY&*0NTH0BQ51#GUBW01ULO091BT#E+QO ?XR7UQE M^SI*<8=0SF3A/J-R(!E3M30ED3!*|*UD$0$3^9"MKUIZ0OQF.#6$R@8(BW>7 MSEF]#>M#K]VNZOVB1@8AR03(4E:>Y)4.Z.R?/*\&4M0 P? =2'^9S,(LW2V8 MS'3M9"](,#4IPB."8TK7#]&,1R6R#:W+"_NC/-4X4BO%#.R;51DLR75<%\B< MA>2U<8+@>*OF/Q[CCFPO#;[M#;+YHS9">9H|IVFTKS'#WN\&@:I5?MX>=R^ M+M>\!V2B5]%C|JDL'M0N:=P64 89TK&J7&SML>|$<_+|;*.&@?>/VIFECDY] M7=[B;#)?O)K/WK_#Q7DM[CK32AGC?(!0D@"E? $G"T5$)6VCIOFK9^Z8CMY M|@RBI 'NQZZR?(-NC4K)Z%+B'B*K*>1<|W7L"8C:GFDDL[ZTK@"X&\G)$Z6! M H: (I5P-0WUU_M8.WQV2.(NVA%(.]X+$$-N-5T@'CR M1!J290-$@;I+YTRG9"-7$7#=FZ1(LL<0Z[@H%.V-,3G9FES=T9T\KP92U !A MGY]+P.1Z77[^,WT(L_?XAAS-U[,*OOZW7OI^"M/Z6KQ!DLLDK3"O[^QF^?H/ MKOSFF9>B6'1#0#&&9.%!:SY%!SFB1XXAH6\^ K+],IZ\EW]HU0Y@>>>T%?M.% M\78.Z64AQ54Q;41WYD74.:5,[^8Z).L8.:58H#CaN?4E8?ONAZ.N\,ES_(@) M,8"%N=^[]PLO:$4 D8.O>?<6HB'_21B34*4@O6\]G_[;WH#'4]< MN9^X(51 MT]24^2HB;(>%7@=#(&/B:7,&%E2Q\>UA@U8W^ GG%W@3Y-E>/]^@>_7-9_S MLOUQ'>TY75Y77[>6]]T^>,\FJX_ WZBMZO5'OMX^\NLK22^BD87500=^W26I MCN"QIF:B MXI'SUI4B]^$9]QUK4QI[%Z.%7&$/?'67+KF]\U =6G3VLWS=\&,FYSUC8ZN]WP1@(>3?LN!(P* ^0@.5E<6=)N MF!-(@2(%QHT6G6X?CDOK.S]QCJCT/G)MJ.Q-8BNN_@O#=/7ALC^D9$YAG;2< MZ M0EHZ]H&0!$:1R/MJH$W_(?KSK@\?SM!K*>MY(4*W[I/X2%N?/9I/S,+T$ MDT4VW!H%B.AK/X4(H5@-V0F79.X\]MQ):S<_^OAI(=]V"-.TWQ#D=K8MNNUP5 MN&0^<'#69$+B+;B8 YC 8S'2!:,Z;H=7(_;):NSOQPFF8<+-1^T MG^2S ,R,<* 0X$/P8 KM#,RJ6&XV[MS5&?KKASY9%3U6,,WI?_WS(ES"*#XF M9$H"%[Z (C>(_"*N@3N.&7I+2NBFGZ^?^635\TBQ-(ST;[;.^6Q!?VW,+LH M]+_K&6);RR8ZE%K1[NN# Q4"!"7)E0LR&H^AV\&T^R%/W]YH)<"&^V)= MZ9?KA;_B_/TB?/PP26&Z<5N$S\BTAAA\9:PUX$NV8+S5,F&4*#HE]3[@O.T$ M<%(1FS9B;]W]39CO*[1M5*$#J(9AFYUQ@_;-%+4?"@I-X[=W ,N,$='E80L MZ+VADY_<54W[7G1>%DM[DE.=(OS'I?I[8C>C:KZ',>#KWM*6W*88DH"HC="8!.,W3:QKZEUB^M?W\T_7G[B1L.7WWQ5\-?GMC7M\-Q+\?"^1#3'1#C[!?;DUU1VY3"@]2!>)E%XI[#45HFQ>\/CU M\4]9G_M* M6$+DM U%XF*Q==7.0;3!&XE:$3V;I_;WAGF ^4A#WM$.K:B=FT;[-)!?PV*Q M[HRZ?^+'K8]JE>IQ/\9&R1VDR(15E^O9ZY/E/[Y21;.(DB4# >LL;),SD/,7 M0?CDE>7",M8Z8WTWFOV':M_XY(U+DZ*GL\LJ*+(8>AUH_W/1U=EARW5TC^\M,"Z0!MH$N\\|L XS MC+>+9"A_<6O:3_\@4R4%BBCI!RM'1KNH8,,X,1++/$4ORTK=.%AR=&@^,YST$ M,_J(O?FEZ":_@97%XO9+9!;IXNI&++*V$(2HP=0Z$Z3&TH..Q%=NZ+P5#UF@ MG9\VOB/23#?S(04[0)ABZPWM@A>MRS)(4;;V@]?U+XZ@"9)2V*K1T2 M_?#FY35,IVUC/E[\ [1$N8UXO92+Y:U;0;T9B<>VCT0;HT4,3 UWQ"Y3793A$5F"B=+Y%[S5I3I.P(S!1]M)GOT#Z(Y0Q@~%;A] MAG#PF6W&;LW/OC)[VX?00U3&WR](!:3TUXBK801=516-6E+ M.Q"1MIM .]1-=MAC:@/0V([:6ZP-RT/NKY?H NH;:@#02T>=:L$?(^#1&@#P M;'U2Q8.WI=1^4;:;$1&X5U$FYK(6;1*%_",6;(NLX!@<@K@Y3(T6G; M.F!^'UZ3(40SH>|| !KFE*]'U"W7'W)US.$RS/*ZN6O]LA0'P?8WOGN!Y\?H^SY[1S++*X_[RG_G M?<10VX=KYZUBZYS] Q'E@92IP_"DC_A;7Y=]-21?O7IQ&9*PDDD8H22ZZAG6J_M MCO;@0G),)!&#-P^9XKL^?'R/K;\YPV%U_K2[\N>]5.@_)OJ++VYR.E&HA,%" M4B6 ,K62(9:(%(H2\RNQ$[QO>"\%|>>-*6X.-%V[AYTQK$-E[< 4;#2[8K MCQ[_6NV1PK^IOCTD-\2+NCTIG&,.R[I2B^#$Z,"K4D"+8&TNV?/0[%4=4H'W MW)"UU5\?@35/#_US*]#R8 M&7KEH>-:?#U:[/,6,AO@5F-[2KR8G\?));!V\?T$'Q80^??W-NT68+0LN%ICY MF90L.YT+L%A'(;,:NC8+6CMGS)@0C0^MVQ[TP7<4AE6;>-Y@:AF-0[L)O2FS MU374KR8A3J:3U>>SG!076,U!13N>*DY#=-5QK(UWM?:U]>XH3+H7YLD3JIV2 M6OO?/5Z '>LX8X&S7"?;H2>*$+%)Z]U\$:QKJE1NZ/Y02(= BM#%!< M>^GWYE^J!O#5Y%,=_]NB4WU"SE!M6+9;.ATG[S^L,#_1)C?X^-]+++!?35Y." M9YI\573<@TA,@+*.O";##7A/E'&U':9N?=&P#]X38-WH:FM87?,EK>ER?OF[M^>4JME+"Y5\?\^7RS!HGF2L>LJNAL9@(6F0(7BH;63!>7GW 6E7_CC?_,/U][]=+-*'L,1K&_!(:22/!S9]&DDC^8V1 M1F)OJ)$MZZG&GW%S*#RO6&*A@&0MNB60XIMIZ%\TJ>:1M)+_1W32/JHX2!9 5T ?D\CZ:W*WND!C|'#00@CN8O"JP*:10/D MBAAPTB.8\GF%YRI'TIH+_=-*(QF6)WW$/T8:B9+*6%098E3K[G,"(B?/HY3MN>1:&]>MX^,322/I)?^'TDCZ"&^ 6/>#SF1,OD[&2I#(V*IEQAZ\BP4L-^2P M6A+$S?F4WYHOOX]|VE3\K;,,?L)-Y/-!D'"$XFK"G-?%UIVVOB",J %)DX[M(0GG05\UQ-/@ '#2?@(;RX,3SR@];"UU%5 &)D)8!)5O 0/,O=3HB3N[EX M-'5&ULH -Q>]KH1-01!PHU/SL?%N).7_F_P(YC):?,&Y>MIO">Z M48/.+24Y1N0YEJ*\KJ/_7!VY:\@S"W6*DP]2697H_]HEY#W5R+--C"R1$'3 M2TKN:2"CDC,&R1Y*1YSX|V3ORW$U7%.1 M+TL.+0>IM9"F,&.,>\@H?TJ1YU|R?RCRW$=X!RA@-"EKCB*!-Y&,KR(EK=72 M@EU":R4R>S.)[*0*&!NHNHEH!|CF|\EY?/YYTS-U&!;GL7:!),"KUU.ZQ\V M6W]G(!MI*TR.72.DFF!fOOPKH<2ET#A!3O@?H5:..W->_F2=8$[D/W9$^IA MK-'!5-^=8LWT-NY&=B=LM"QP[P3(&FM7L;Z%[J3!PP?.81,Y:M[9>CX)F#]BR MQ\JR/NIJ;>W^+2S^@2O,V\.DVZ;?FBE=-.)(9(,C +G=2V/TUDR9Q,9=)V. MHKL ,?WQ#:%"=S-1*=(#TBV!"Q6JS"G#,3QK+6[3OWP#EMLK32PSCW[%]OZEYFHO*D3,(7T-LK MNV=W7=F]G'VBWY\O/I^I@)PE1RY$R/7FMQ#EL7;(UE$CYP)C\[RP019R%+Y_MFRNGPRMZG&++\/1:U?3^7]+(;(S[M"YFEES(,.O/!,,B,:84L6]^/F[]?EO*= MP4V5/>"]1HME_8JK,XO2Z([T4$460+%8P)F0P3(95&&HY5%SEY;PG;--E#N MM?#7^3S_,9E.SVR,B39X!44K1HZV-W5>O8:<6'#)RL!XZ\CK]MDGQ(Y'B7. MFOU'LG0+?R=;"VK#0_3 T-3[1DP02C"0A/#))L&D&J!5=>.EG!#ICD'9Q]98 MX.K?CY3">=>Y;RVR&Z8_M398U.ZW">?Z9OODX7X;?Q?SBX]+^HCH19[,WM?%>>K7V!^_?$RYWCY],T(-M662=K0+I"IER+FAZ)4P PYV2V<7DNPUK[A4+&VUY^|<3AX:ZN4_$P+1?3P.G MTPM4KB5P6#AYABDJ7W+4KG4&[4A+&ROQ|%C?F=M1T.-CU+&DOUY;YCJ:2.=[M"E?*@)7B=7:<5K*684@)D<<$1?&@591:\]9Q^P<@'2IAX2A9-![.FP,$$>Z! MJZ5_P,, !\IF>!#<8?(7F]JT.UWVT,=!B,-'"5QG. A=R*XWZ.A\R'Z=++!1R MX=$V[T1T(,(\D(EP6+[T4?]Y;9CBK_/5W?ONY1U7=DE+F^L(M>86@BK'@E'(5=6NS?!^\XSO[C=5_'[F&U-T-0.1!#VP;K=[.@">PR# ML3ODPYB1Q\BB^PZ-@2DPM.W1 S[7S(0G&F])>MS@\3[M*N8^8,>,,'[:+YUFN MX]9N?_:!;=6A=#)O)]#6U6EO/X0_9HCTBKS]B/_8C1=Q+)9$CA_8S*H=H@F; MRQ9X$)I'\G@JW7*O[_SX,T#+^XMUL&EZ,3 FHQ# 9-W&C/,06IRCAS[-+UCMMD?KY&&^1(W9V)U@7%Z0_AZ"7_'$+?'2&[(7P\T";%E ;9 M#.U:CC-PQ490F$V*:+C,G1)5#]W 3D/X6NBOC\ &'<*GA<_>158SIY!,3,4@ M.(T@8Z&-A MG,F^@N2,9PM=+[#N'\/6164/K]0)Y47N!X>)C6*P^5ZMA,Q52 M,]0A9" 0-;8I AER+D AT0]>F21'H8$.[WKV]Z/V[]-V;SWMS/!ZY&:-'R_' MDSQ[O\"US&Y"W ;*.X!L>29W!3;^B;V_#=M=C*:#UT=X9+ ;5K)8<2G 9E.2: MSD+I+D-4G=:>8O/ES.PS:2Y]#8E#+[$"% M3&90=@(T.BF$]7=IVJN.(KV#\O:-_@)Z0=G@DF;@O'U M/:,M./#:>=L4R,F&8&2@7;AU#FU_E-^9VH"IC]'X)=LOUY4R;\N=)[,%[4C M_. ^DR^49R1Z0HMAL?$9=76LB?]<1D1I7 \[IO6T%B261\6*5-5EPRY+]3>=8(-MT'<2WFD@'D!+= Y!!;@K>?I<>RR&926YT(-F!5 Y!@C,*(A!&'1!"=4\Q^ 1 M,+_S=M?F.,3.&\;!^KY]FUMM[-,*+YS<=\]=#_%WF:D;N#?W$;Y5U!+-J_ER^0OI8[NX]7MV^U>?8YDO M<*.F=^'/, ^6<9UPY<'Y&6HY&"(&|-V8%_40;$=(_SD_+)7PG^3V>T<&XETV0#NN[2R4.IE)2Q!&U_>8#"""7R264+/-0.)E'>H":P'8+M^$[[7K0?A2>W26_WM9"^[WXVF'ZIXL-LM>?#3MR]FV)=EH@CT?QG:4[+)"1%'N; MD6[O2;67[#8OSQWKP"4)^F6[%[& (V$^V4RG9_^EF?'2V.\"\|'"'5.'I:9# MV P,W)O:Y'U7C3W0/N=_+NVF+'XL!M^OH1+PB>I,2>L_?K?+5>SZLY^0*, MU![F?-1./"ZDFM>1P:X'C >29!T8 9[I.+DF7R!URE<=YN[@X05\WB#:X7&M/+GCQF'_VL[SCV&RJ)_75[-9^_7S7@W 9EW\^2XTY=*U;-B5$@E,?!*TNG"-M2X%0= ;ND/.:\^^P4Y9?G_+,KN"^LW5G?>4@^KV#B?R@S7IR?A\7G>=DL M[2Q/N_,P3]- M]6#4L70:&ZF05Y,K'Y%D$1-3H#QWX+@.H+,.A6O'O7AZ+]IW4030A].'Z9'1 MAUM'U&&@"^SO/3*.DT6-6@T\A@)'Q&#C[3KK!I)CAN#GVE#>)K^9,>\1AG* M*3/W.'ID'(*X?30_1H^,M:.O&.B"=#2I$B#]E$%,Y%X1F.2[3?1]RCO>NGD MH1X9/00Z=,[|'=T2,_-U=EZLK.ZJRD\B"X8L,)<5L..K?C>_O9HS,%6VARZ MQ|F=_.1.[/S>_O;1*NW=SO0Q^CA,WV23"NV6"H1+Q=>Z?,+2-2@O91.\D3]G* MUE_#&7D=-++7$< D8P"KW44%H*V!CSSR*V5R,2@A.L* M]+2O3O<)=P^O|\.2=3M-B|QP>F$H,,B<25)2I"7_%U)7HMA3'HO2VQ=8/@8 MG-^IVH"]C|/ZT.?Y0Z_7|;'-9RD'9:UPD'PVM0."HQ.A)IR3MUVL!|JGUM<@ M>\#|SMLF6^P>'!C:W;T?^F^+.7VY^OP;,:'*_^=_7DS6$^K/"A8RS',!:6," MI94%'Z*"[)DH";44:M S"-Q?R=T T*W8<4),@]UK#).M]\CS6[/&>N0+M" MJ$.PX*YHDKRH(/B431/X7XQVI^82WN7N7#=5@S)/+=EH@CT?QG:4[+)"1%'N; MD6[O2;67[#8OSQWKP"4)^F6[%[& (V$^V4RG9_^EF?'2V.\"\|'"'5.'I:9# MV P,W)O:Y'U7C3W0/N=_+NVF+'XL!M^OH1+PB>I,2>L_?K?+5>SZLY^0*, MU![F?-1./"ZDFM>1P:X'C >29!T8 9[I.+DF7R!URE<=YN[@X05\WB#:X7&M/+GCQF'_VL[SCV&RJ)_75[-9^_7S7@W 9EW\^2XTY=*U;-B5$@E,?!*TNG"-M2X%0= ;ND/.:\^^P4Y9?G_+,KN"^LW5G?>4@^KV#B?R@S7IR?A\7G>=DL M[2Q/N_,P3]- M]6#4L70:&ZF05Y,K'Y%D$1-3H#QWX+@.H+,.A6O'O7AZ+]IW4030A].'Z9'1 MAUM'U&&@"^SO/3*.DT6-6@T\A@)'Q&#C[3KK!I)CAN#GVE#>)K^9,>\1AG* M*3/W.'ID'(*X?30_1H^,M:.O&.B"=#2I$B#]E$%,Y%X1F.2[3?1]RCO>NGD MH1X9/00Z=,[|'=T2,_-U=EZLK.ZJRD\B"X8L,)<5L..K?C>_O9HS,%6VARZ MQ|F=_.1.[/S>_O;1*NW=SO0Q^CA,WV23"NV6"H1+Q=>Z?,+2-2@O91.\D3]G* MUE_#&7D=-++7$< D8P"KW44%H*V!CSSR*V5R,2@A.L* M]+2O3O<)=P^O|\.2=3M-B|QP>F$H,,B<25)2I"7_%U)7HMA3'HO2VQ=8/@8 MG-^IVH"]C|/ZT.?Y0Z_7|;'-9RD'9:UPD'PVM0."HQ.A)IR3MUVL!|JGUM<@ M>\#|SMLF6^P>'!C:W;T?^F^+.7VY^OP;,:'*_^=_7DS6$^K/"A8RS',!:6," MI94%'Z*"[)DH";44:M S"-Q?R=T T*W8<4),@]UK#).M]\CS6[/&>N0+M" MJ$.PX*YHDKRH(/B431/X7XQVI^82WN7N7#=5@S)/+=EOFM=0U?\W/?X'*UN$BKBP6M8)O1 M^?8CIDF8OO@0%N^QC@O^.)}53|/T_\?[Y,$>!NG^^:)'(.%&>;77'E!+SNEU MI)_AXA-^?:.R\ ML3)*F[/EQXV[E$J.)9WS%WKK_SM,+_#YY_4^L Z(KZ]8@D^%UZ0E,S642]> M3BWF0'OIC:WQ/M?:S-T)YE"WY8-I?SZ$%@:(77T!MK%#_H:AFD+Y]>P-IHM% ME<7SL)PL?Y_-8WWIJB!>SCY>T"%"?$WK@D<2\-557=ZQ=%G70%?D0ZWI,#?K MC:BSBY#'H/>GQ&L>2G%>T.Z2E.:%CH.3EH$U+,OLA$3;NIO,T^+S Q?_3XS. M?=0} (U?SM9UZ,MEM7GHDS_0R?03?L+I?!U@N[Q6+HYGXYP'Z9*DDXE)<+DP MR#PSY@FO%W*IZ:*W$1SL:-]DD0@V09)L8*"N15FD]!.M% M<%QYHUI?T)YVV<]8%NP1\N.(QMMV@?V]=.CHG.W7,ZE4Q*()G^H8Z3 M4R4S*(EB,"SR$EZ%VYD')[F^-->FGEX_&D?L1Z@AL>@9]ZK_*)PXKYC"'SD M",9QGT(=,E@&O78_GAJ>L6RZEAH9.GWCSD3N+@" U^$\6J6]ZRH>HX^#U.'4 MC%#:/CEP0QA5T'7:-[TUVD=4HO;N8_(T"+-G'LP^FCNP$LH>N7VIN4"WK36.8>.=B4 MZ"!/&&L6< 0ZUGGT)>M46F])=^$8GR>#7_'O+>Z&%%B;Y]O:^A?S\SB9;3;_ M6;[&Z*N&WIEU3HMH!3 FUFF)#IQ%([JSH? 0.

*"6UAVB< !;3"))SKKH55QJ;@3O.S?;ZZR.PQGK[6_AS7Q*O%Q40??,A+'#YI^A!_"XM_ MX&&H]1>G=8O+^/=9+G773^FH(O9R|"--TL;E0J6.+IQ'I&j&U:\[5CL;PO\ M&"9YL\]>+-*'L,07\JEJ0:?MU3/X]X_S&?V<1%/7?&:%RJ{X!ESY3(=P(7%[M+4'&S'4J7 OLUA;Q%:(3Y.$(JAFC%=Y/&%>U_><*%^?UZSVNEG=]U-Z7S)TP M-KINKI__C)Y>#A4"AQ#)XXO&]\P<]T*W\L1S!XRQKIA;Z/A6*_<]-MI7HLE\M7W|..QKWI0Y2%8=HAI%(,})@#1*0SLM!?Y,P#-]EUML5=. X5]HY; MM_/&,A[@_O FIFT/L0ZH!KI)OAO186Z3]!?8 Q380]SCD4%YQH+W GA& 36: M4Z_*$C!).R/9,]RGUAW:QR3! Y?*8W&@CY2'T#T=AZ_+BP7F+Q>C]6X\!J; M)"R@=+'@A7'@76T3566(1GS;T6T4X|L0+?1ZL* 7"7>(@"G.)O%K_/5EZSG M'%)P(OG:"H.\2L* XTQ#2L,K'(L*)K6.E-X$<1+*WD^T0<0(K7GW2Z@SPE>? M-Z.QE! ^K/KB+8# M[CI@&BH[\ X\A['H]M75O:K?0["#Q_:7V%BV.D1;P"E.&YLS$8)!!&V+I;V. M&Q?-DU7^ Y;<&+KO(\!=/X6TP7!JCOOYJ'V7:%V_2I%&1@)8)2 MU:@T3$(,/H!!LC(8SXRG&S;5D04#$PH-$EDIK\WU< M(CPT\GLD'O21<^MTMI>SM%A?[H5IM5>^"L7^/]>S%"RVO[_\J322@JFC0+T MD58L:1MT,9 - &DJ@+5+:X$0G>Z_[,P\PB[N)DN;#2[BUE;\;YK.+]Q?+%1<$ MU%T"+20+SD@$S-(;H'AM5N!";,%L2K)*>D*])Q5N/_6TR,"GE,?,%YY]7$RF M9/,PX;NS6<.6I)\Z&_:3<.H-T M'9TB\?]/.MWUACOKDM!21$JXU>.(XY<]GI?DL;4Y@\-,&>T,AU@G--&N M@C'+XJP:UNVI#]VA.?)]@$3.9MH8('7C.M(78;'X7'NKGI\O9JNSH+1-3BL(MV=2FN%H3G0N]*LF(4KS'&%L/-+D/SRER8P^)#Q(]*KA88/YE.]N=$M>-=7_% MU9G)67$T"")SLDYE%A#0D4W"4TQ6>Y5RZWN_'5!.A0/[RWF RX*:O_3N,G_I MC'8>7Z2H[=5U[;*=)9F@RH 44HB0BS&#)&INGW\:BGZT1 >X&+B*Y,)=Z5DI MW'EO&)C,.Y>4Y.%KB1!U5"DE7C*V[A%\|XS3T_5CY-O0T+|\+TJ_S6;I$I:4T MSEHZ960DG]*R4A..(Y#_Z9.E4\:8U!? =R,Y/<4_4LH#> 2OKJ0)?W$_-RTZ MGL\7B_D?]<8Z?*2_67T^PR2*9SI:#LF (F<% N.%_HB'"%\-SYJW'CO3!=R(\ M&4HCM]ECVO#\S\-RLGS[<8$AOY[]=UA,ZKUY=6?X65.EQ! TCW$'*CJ(@NE;K#CJI:LN52>/$?18) C!6<%K;FYRU1A"M78VA#+QX(5,JT? G6=:7'7"'47/=]Y#M*Q1%/AMDD+-!J:A E^-JA.X&5 ;TR M9)3&UE'H8ZTXZJ6;!RN. ^@AV\'O'3?EW6I?02V==\|$?(_ QZQ*R+'"%H;0"S\]"$YC65 M)A!&3T9E./UUMGI#CIK@^&,TB64,< M\=;V_K$WC=O'*MA;Q@.E)=S1-*<+JF^U:5POC75K&/88<8_7-,XD&6@_TI"\ M,*!R41"BI5U06)-YK+/=A]X&CJUIW ';HLU&M6\K>1G$T?<1ZZ>?AIG%]A#M$\$"R_#A?ANE?% .+C^M.VY,R MN3*C/2M>;DWA M#@"'BA@\|.Y H8.6*NL.ESWT,41 X4&@S/NBF:?-4S(Z-"/MH"]6(AWOHQ:8 MA#,C[BF'##$S*[H!_3/KV&OFV_ M*:U5&9D"6K<7*9 OKB-P#2=S5GHI,N@%,J))P!1C+;JOX]<0^IN (OGY2S-MS_'+7.'GH684X=L/B*MGL_PLY{5FPK2N83I?7BQP^?S5M04OUR-IZJR9N]>Y M?G=+,-S+X*#(]$$E>HMC+&0U%LT-3YP)%QLS=)R5G8K]=80\&*(BM0_@*\'. M+K#',.ZZ0SZ,R7>,++IOLQZ8 D/;"3W@:RN,XD$ PYI'BR:#"UH!G3":.?'B9 MG.DT?ONI,OW*H70R;R?0P9-F?@D)+\O&O1-*QTB&+6.$2]6B M,V,G!&?!/,9#-A9ND&209B/6:%_ Q M"R">V#Z,Z#38TEO[ ]2;^U14^ MQU"G:?\R^1/SU1+4, ^F*5#H(E=%)MJ51]=;L.D&S0)05$GUNWE^]'\#1X,Z!6 M=H8-&U8!;WHD3<+TJUR6+;]".WNWNE7"_=$WJQI>3#ZMGW+ER7\E#KZ:+Y=? MB14=!IN5!5M,I!-EW7%*9I"VD'>,(HCF[V W9/M[2O<\Y?GG_|++\GNC_AO2U M#AA\F'O_OE&9.K5?'-M]?SS71_V9K+|Q^8N@&')A@!TCE3(TWD#@K'(<9D MB@O)V.8U2N.M,KP*Z.9\O>VR'24ECJ7.>M>*UM'4@-GSY"U@L8HLBVPA%"L! M54HHO?66M2_'WXWG<%>!QTFA#DQ_E"H'*?O98B.O=K4(Z6J*8Q=L@]6"[<9U MJ'JP5EK<28]&*AB;)MG2/J^# Y2I1CQ*!,]K#V>6M>)*,VG:Q[O'IL>#56*'_M8$0(? P'UOI,CZ4X_=)K+K28/N/\'&;]A5BYCD(R#(3*7*]TJN@7CK M0L&S N?6@N]N1G! /&HAZ@&WATN[Z"9?$T:]9K/149W4)X'BD73 H6B.B!!NS MEC$7K7QKY_9N)-_-U7O-U0;J&^!>XS:J[:"(#K@&,E)W83J,@=I";P]280^A MC[+37.*321FM1:C=$HG_VF:(TFE@7'CCK%/"MNY>,BX9'C!'Q^1'"UD/P(%? MY[-\B0GSY0& (P15DQ@([VMQM)NF*1.FJQMAZWOO>Z ,;ZAT49'\[8" M'B3Q9HOGV?)R55]/P6U!);/,2$'D]G6H$##$;/),(TA].+'HC!NA;\B"L$^%$ M;P4,&K+H:FUMMD@C0BK60A9*D^U, @FHU@Y[<:X4XUWKK>-Q2+];L;V#KHW5 M/T!.QQVPMA97!V###FKFW01U/(+:U9N^V?1J93A#^ Z &0.3DFN0I>8J2&$@ M!*:!,Q^S"Z]-'&$+8RKE!,/N%R585PB?+RM%9"]D]V& M!K(+6,>LE#]GO=V@%[CCGV^NOC\ .Z^WO,'G_H7K5GW 1O@!B203/4AU# MFQ0HI.5%0;N+1I&= <%8E[-1P[0$-WOGP\8[BO=0P;RG#02)6VT/CU_FFH/:R MA$U;6]!KLB>|3C5)/ MVY,=D%)4C$<7V@]SO1O+(2]&1T@SW$/P@]R2,^'W" MC;&QO+WI7N MZWQ}BZO5%#/Y1=X{4B $ENO2HZS=A5-H6;*"/&C1;IP%.ZK(.S_RI%@PH+0; M7G]O4?ZVF"?$O/R%Y+/!4W'6>]/;Z,]TBEYE;< .G^EX(_+&+ H8872M%4$I M;2=.\'GJZ3%C,)WDC!?7H/!UX]Y{C(M$;W!A6O!Z8A)Z^ \?!(YU%//CV2#"K[0H!KV:)O0C+#[I,YW_4D =N9?)N M_AS28+K\H'P?YIXM:C/8K_KGBXF_SV>K#\E=MP:6 M&14"+QQ,*=6J"@$<\[P*D=)%IQB*7WVM@'[B$$-[Z).FU*PKKB!I);@NS%AC9 MJQR#9MA\0L,W6P/;AZ\'K('M0XDG40-K8VVHH^@XLYJ,.FX#>!YZ(_0)-4 M9F/L$]]0#6PO"O6I@>VCRK&+&[M@^UX#VUN+?:H<'Z."L6E2=$A%I0@LU2HN M+1P$5Q@G>P:C?08ATL;?0HUL(.QHX_D1Z^!K5>+6TC^/%J8+- ((BA"A2S0">I%[0V8'*#WH0Z,5DRT MMLN?1 WL/CQH(.KQ:F!C2LD6 N0+V"ZUNN@>VEMZYUCX\1^I@UL"XS]J.V((PGLRNP6J-7%)226!2. M+" [=^K\Y"C6P@W"ACZQ'JH&UD4O'0Z)C+PB"Y!E$#5RHA3869T7THG5"_U'7 MP/;248<:V#X"/E -K LJ&9,%,6)ZS&3<04DX1##1#1E!]K_0IU<4#NPXG6 M"CB>&E@=K!%19BB^-A"]$UL<\PE*9DK$G)0P8[07_%X#.T#0M;'Z1ZV![0+L M>PUL*\UV+FI\C%I&K8%U4GG/703AA*[S4VN+K<# ELR=DBI%UGHVG4P Y# MES[:&+<&-FL7F"\#(/LZT"$C672RD$4G3>39:0] M@ 5]-6WN*RAG)??H%?!4Y^'$R5!"LY^ QHY?%H&D>LK\3R*GH?W\I#VH8,W?! MUU<2HFIB9&(NZ. *6%YT#1,00$UFF# IAN130J\'LX%W@#K; ,(V.3 M5-%P MFUCG>K]>?<#%B_GYQP5^J(=M%42UXRO.6SO;EQ70W|PN[*?9R(F(6@K U\" M^9>:<1*,XAE@^_F:E[UQ FNYR;.4+IXOIC6> ML&MQ+RX6"UK2|HK@RUJ*,MX; +L_7U(!F&Q$%PZ0-3SO+0>]=JB?^DN'EP M!> ^\=6J94QTFB_\.TPM\FSY@OICBO'SYT+9>X6CZ;Y5>3$"=36@LN_X.A3EI.KV=$+.((V5'T"[_.9XOMM^N1 MEU^Y&U"%HNHE!^,)E H%HBD!^ M?Q=D P7==Z,Z3-2]C?8Z4&(/T8]++#A>\MB4P4"77K%[-P*5D(;B8G<{)>3'& MQG+ T/K8G.@C\0&X\-L"X9)_OG/CR0?K-OHQI?9."Z;O74;W;4J!9 86)2! MX/H,0ULW<3$,XAD3X=T'OC MZNNBP"DKP7"F8TW8%:6UQW(OH),A2#NQ#["=K,&1G95VX1-<1:F- 6<-K5PQ M6GEVO+:K5[OXKT+S=NP/83HM9K02_@#ISE],]N>?+PWTZB2M+?'U"],2-^V<]-27P/0Z;?Y8JV+U1><?[:Hz;*L M?CHAOF1^%Z@#.3T]8![&"VJ]YIO6S, Z&J(\#; &L?:M(1:7F[3C#/II/40 M#:=C-N4ZD4\7T"A-9HE%U*T[UW3!=1"/:4C^-%?&$"Y4#XXSZ[Q*3D%0NIZ[M&,!K+D K0S]5MAC=NLG!@?:?,I90>_WNL0'U4=UOLY' HUY(X3= M<+UWT3/!H'!?^REG#DZ;.H78A&]1BE48R[UA#@^GP93|ZTDJ.%T-< 6]?-R M-3D/*WQ=.LC%\9*-LA%B9AJ400.QIG(9#.0MA.Q1M.X+V ??Z9)J,"V-YLO] MLL!_7N L?5X?_"P8D6J>0PPFT;XM+#@3:D%5Q$B,=\RE=2OT#K"^^W0M]39 MO<@7B'JMU%G<9Z&=*'NP=JP2*B%@F1B@\]A1K;7GDC#9>1Z>O MDJ[4$5,;$D\DIC&$9F[@.Z+:.U4F@'PNRECO'WO/@)CN5:- MJ65=*$?@N-SJ;C\=![7Z;&E(2KV)'H;A M0'()-GK:,;.@- \#YSA,IT:*W$69/;4PI.UT!9KXTNDQ.Z9L!I1UN$!"38Y& M'3N@E8_>H)9F,(I-IQOC2"/T<)(.XCLA*LVA+ M85FV[F9S#YQOC2"/T<(\>=[>Q,K(1U:)H%)K\CU[!9<] 6X3A&DL\A4[Q@[&CC^1'[O3OI$!!:T7GHTAT[JH$3]@(Q9@8 MN&,YF&^Y4WPOW?7]%-I"\(..!M^.W"L)!+4-BD)ON6<,[1.NMBZ8UYW=-\RV0;2X2]J5>X_"U\K@[!7?# (%TS)A0Q> M2-K1$ZO[KO!@Z4^4QBC;?$;= Y"^;5ZUT]88/6C^.I_G/R;3Z1Y-9FY^Q-Y= M9.[%U*A-S/897[7N;2A*F%CGK)+6!:?C13I--K,K04HGG(B-WZ-;(;=*[9M M=UZ7[4=OX&@>TI;E:I0H\(1]IT$07 -693-,K)M'\K;@%9!9>[CIO|O_Q&=;+S7B_[<"C,XW,.E\8,,YK MX;VS-X&106.4DMQ&H4SKJ9? =T9T.;1IK8H!&.E\V/HT8G*5C4=<&'HIK6F[P M&5@D^]8:Z9$/M9>,NVG&.I:]<_9Z1]<+62F93("M(^!1U,4;?R'WS0;IDUM M0BKOP|(GN|BL":?5E%AL]^ WIY0VF^2Q- MII-PB?_2=.R%J.1#!*-8KN\(O:N.O$+)O8\.8$#PK! M)'*D5;*O0AUFP8QG(A95I&[=:_)(D|P&XD'/M*\^^CA(]DX7@-_3OAZMTMYI M/(_1QT&(DYA"ZZ6& [+'.OJ@CSZVE+1MS=M9E+E5KK^AIIGT-RY<^:AB:)YMO M,)._OEMATPB\AFSME&#LL;3,8\97#(,E!:R")N1^^9M!?; >XP)8+W4?Q^Y MAM3=T\[".RZDS)D&&UTS)5@!|]D $6.R66%FIC5#3SL+;!RK[C9<41Y85U@ M?\|+.TX6-4JO>0P%CB@O+'KK$0.#'}&.'*4R!*GS_[_>M?6VE1OA]_X7+GB_ MO!2PO0ZZQ>XZ2((6?1*&Y-!1:TNICI3&_[]#(SM.9&LM63S'E^R+ -N)^''F M(SDD/\XP+]7UW(+ES"':]N M@KJY2M\|_S&6^>+6YA,>LT\1?"VT5;NC'(N15O|L1% (\.6OM "_U6G;AAZ/N M2-X>8&]O^%.UK I*+D-1"8A)8L@+0LYZH+D[.H8V)".2,AJX1ZG.O5^]"[M9LH-Y*.!A3L;TF,/,2.9+=.0'06NJC"H[QL2>B\4076E-7/N1_*;6=+]EL+ M@304_IS,+R^GRS[U\SRFLJG2,;_[@#]SP[?>K,:%_DC=1 U8O?-79+%Y5T M!E%J;M(DF2Y%,!*L(B.QXC9>|[Z/^>7T\[9+V"%I3R)K#5V: MUCR7F?H8D@=: (GWS]^'W(QE+P=/(WYO30P/S)K4VIULL)[^2S<_[6?.$.NR/ MQT E4:]I"IR*5:7B9!7CF7 Y^A)$%+B3%(>^_AMTVS^WS+B_Y.>ZVVGARGDS MDS; <4=U%\IWBW5TP[7.;LI>[GRJ++>0O_;'7U@<8=R_$ZYR!M#LQZ3A%_<,\ M1L=RRMRG'(K93;WPK!R^Y69A+'_O8|/6Q_OO<8'=,Y6A%]>B@@W*FE\;8# [9PQ"|J2#0]T>W!_ MIX#@T\=C6'R"Q3]^.NV#Z;/9]!(N_H9PL?Q(&Z*?;AZIHXN%,,X*>(IK8I0L M*BV9I3\49;SVF_O#+0[?OO,/S^AYYOKCZ#99+7'S-3*!" M2+0[9B!]U9W4+ ?6$E5%"J[$* CH;J-\;QLOW'[5>SZJKG+T_T M43O;+U0(B7J5.,,*J;L<+?-.>:L"#J$Z'+S1#);H+R"X+REL4F&(DE8N:6M:RX#,6R=31(I,0NO+@'N! MC\'7,A1^^S^1UAY "G'[ZO@U5%*BQ5K7LG8*^<)>X88 %Y'9'[0X[7'S&B1%*!DMS).I(M$Z5-G@5 ^M%I T[4K'G->;$)XO5PX"#5- MQ1])O=#4;^OJHV.2NG7S"MZ@5Z M39)E($7J]_0U^4G0E8T0F#!2\E!DD9N%-;:<&#S8U(MW\0 6;2@76:/#KD.\ MUJ[.SG|%Z+#_ ^\V_.!/!8"*^$'Z-X8*NHY(!U84? @'W!Q>59NRFR*B=>.0M\2 M6 JU-CP%UA04UWR|NB"*C#+!U]=3CX3ZX@DV]ON,NS1];7[]1CL0A>/&W&L_]=TM@A2',K&CNZG*]FRTE$Y"(2DZ-Q9!51 MJ_RJ(!ED;XVGD,LX=0A'-AM\U90XR+IW&>"&8, .V3LI:XY&S146;5D0)5>] M-RV=0E#PF!*[BTNWG^$Q2'I M/9]U<&:UITP-A*R'A$!O2BWW]KY5C^:*RIU_]\T?,]>D$#>=/]V6_(Z5M MR@:T6QY%EZ3B$ID2RK&:.!)T!1\Y*B*"5MCFHUAEQ6F%O5Y_T0$3K6TD:'CDA MCTRFFF%$BHQ'II,B)=H 4WK<^AFW;@[%$N4_"W>U%5$=W_G.0_KX#6E+Z MVS(5H(2 @EF3@.G@:8$7&1B4DKU+ 2'1L5(WW 47@UP:?OI37^ Z?'VKXQO+0 M'L3-Y=8,,!I*@;]I>GSU[R.-O^F^ RPWH".SHVU9O8M2UKN:F]PQ'U5B L $ M((-]%Z" _] S=O6?_L8K+'??B-+7:XNKX%(L%!OK9E+-:#G/C+/=:BIJX.4 MJ42+.QVF\Y[HQH=5\[W:+//6]BLXI4M M+ !M>XL,I3CP8)OKC+E.H-IZ=?"YYK=X;F1\R .2*=Y%\1"33;N&L^ MB*T'F$? N0<:]UP8\9SRYQ+2A22TJJ9@7QHN@C8*TTV[J&7K_(37F6,[?Q\2M MGV:\H*5P2K/:Z7]7T^55++9QO:)Q90*B#4P&+$QC2"RBD:SD(V6@$[O=HV^ MK87Q#Y\/-? V\M=T&$-#]$Z?G'Y>8CS[C L[Q1M71+U_=V6K9+6%6T\D=0S=-MDZ1"U DL0U]WZL%[8,':3"%H*ER%;.]V3]BV%\#Q.?(LCO*&<^)8C/NYFA#S M'<1'^=^KKK^2FQ0I OA,$9SW%$8)ZUAP0-,I3\4F$"]HU@O+(Z'^R<+!'#M M#+-E\&P#/K%5%L"]8&K>X-,&T]UK=7A7%3FO58*&;)(S9&D=!(_]V/ 435K-A"H ML_8:FY>CV@_A#]Z=TX0$]U TUVK8OA9!4+)C)TM;Y@\9%!Y.AJ592(4EC MeQ3\2-0^@\U)T?*?OF_KM^M?U(T*'2 M+_P%02P,$%-@^DAG6=IVOL$- MT@ TPH! !0 !E;&%N+3(P,C0P.3,P7V@E)K" @1#J"@(C2>^\1$>D@O20DTEM" MI"5 V@E^9ZUUUEG?M:]]]K6^L]^U]O?\XYYPS3F?>8|[C'$_$^88! ,Q ML>]G8V?? 6\N^@X=]V?:QI^<^<.+@>8Z3%X!#5WDTKHF<.FQXD]=6]/KI^Y[/ MSMA%BVEFE/ZZ*.MUY&QSOYSXE)"\|68CUK&WK>T%73L+YF8FO&5?1V87G=X MX1/[TC&SO&5PYO(-IPU?"46EV[IWS"T>.#]VA42^CHL/"X^(3'I M7?*GSUG9.;EY%955U36U==]:O[>U=W0.#8^,CHU/S,[-+RPN+6]ND2G;.[O< M>TO>MW_^X']^_OTU'-9L1BC_9;:Q_+-+LJ=-9;_Y2!^Q/M%K+;/WGI-"U-.M%5Z^-KW@C-+.Q)*=QZX!HWQ]5U3BSO,B> M8ZS<VBY4:.ABS,.C M^E% (TUGG&I43LL[V9(GGR$1=J$R!WZ)^[Y2L@664E$<):K%.^&^CY QF^[Z MGS9F.Z. ^P=G++O-90^*?QFO'E27]Q/660^X(U7Z>]'51BK8_^^?/7SJUFHYD M89P@(Q0Z1VR7?"!J,3,/$51T5Q*7%B+@->BNUG"%ZJ^ MVMO$2_;S$F2V#12^2N4NO"":JD^I<$TTR,I=B.5ET+L"EA+*_RXYD M @<\!ZJW#%>MQA'SU@0/6?B 53$4U:VKK'>.RGMH]B9R_J>PVD?5%5(B47O2 M>&)Z4N&PRILG!;<1(VFWL:"=*G!?9@<-C?"P1P1M'201"3I6H[Y%RN[D(FCA MY9(=]0YP:,Z7;NB$I8@/4B#M8R)GR N!+?6#,=$3NYA\@2M9_9'\M'@:A, MH%RWI\KN6;,!ZSG\\&RNRJODAS0\,?16M< ODKRJ(ELI-RUT7+K%0T2A]3# M#,G*V\+'F@S-B.=IQ=WH^GA%;.WSHF=N,2_^DOMR0KX%0NJ?P??Q?+97^^H&'-M5@.RSG[&6J;^_H]R7G](<++[T\1 6O*=3&5%H^;#][X)]66/+3B26[> M=AGC\JHCTQ=_KD!D0G?:C,75Y079]HN|&^OF)B)7@B<*YZPOC5X-2(^S?1.Z M;K27O0OQM$9YA305'5N26E]^]I0;"@@F=5[FGZZ$%-6$O9DTH%FH]O/C<3 M,-E+WB6U+8]-MQ1)JR;YC=K:B-">1]=KJ$?8UY=%<4WDM'Z(`]HM=FZ3'QE M10.<_=XY37*HR)K&O7M^[PMGS9:AH7/5/O!3#]GM9.%Z"T0&=" H5OF4'^XT M#-ZV_;UR4#8ZT$>A*D<&ZJ<1$=EO2*]3R(1X;9K-"9L_3H2&(WH_Z*Z36"AV3 MNK#<<<0<8YBX"1^)CSY)[%;IX'$FF-M9 M<-#F5;521O$*DZI?T>W2E^PZEE/ MJ5C\F#,DEC6V\^!>Z>?'F*V;+KNX4%>M'V4II\Z%"/!3$_UL'M'CUUR5X1! MG:P/^BAH-U76N40B$-966K!1-&(-NG6:UE(C4:6\2+[3F_:#3N?2QM%TRU'}!N M)$W""GN8P)2R,/F68 83B-!K1%,&?1*;'M+)Z*5E(A/8+M9@-BZ)D]Z@53 3 MN%?\A FT/D=2-4N7J8U3>(L7?P4$_64#&M^[IVH?E\<>9)G_\Y#7KE8,V'H_R 29P6- GXT@R:L-=(%^4QI3@X4[.T!WJ89G9-$PJN%(MV MI$?'KB]?Q#6M-W42?"VJ;SPN"H=,*!9)DE4,*VRJ_E2#HN3+YB D=D=XXF;K2- "(.P7C/^E[Q6J45>0=GYN-QG$],8[%_M#27N9E"DW=%>7'>],KT/KM5:U4R?OPV)HV>]ZC(B/$`65#"^Z=*N]8?[*N:.M./_3*;#(']Y*OVR4>%/-BK4? AI=ZMV8)[5<7/MY205"^\:N<<)2V65;SHQ M;%*(2W^H2H#3XF!ED6+MWBQ^(_?RG6N$+M\;-+/K8#G$V(0&B/#&]P34)A ? M1,G+AW*ZL='D?[1PJK69=Z.K-/O/$+AV2$)C@<(5RJB^^M.=K;D*34Q@TC)+ MIO!K@6)#H?O5]JE;>3DF @'!K;?3+,/^W!<.&2(`JF.Y_WU#>G^.)NH C:4 MWN@5&._62F4"WEB9? 83J$DVI(KZL<|>Y$C44"\5UNC=_VXQC&*]@J./UE'0 MOJO_+H#%,TZ6,@$'PPGA[8IZ#!._*^C"YOKP;IRRT(CP3"-\4)K^#CQHP9IG MYC(%1#,79P(5RD+%]3C!K235OQ*_C<%!]4+R$HC\L6UM#&)\4G\72F"78S;BV9#BS%^Z.^+.&:IH0;D#9>/V-#L^_MJXG#/&-- C:$^#G;O+6D8+6&::D>]3&D:R?L %Z8+DQ;RF.%VUN!2-"$AVC8%U8-.W[Z($+>01=?[H#Y!/F07L12$*CNM;;D9I!O5II M@+.T\9!6695^:$QK+:DV(A_7R=FC<- P*#C+RL9=UHIS4/=081$OCT-4C>+/-M2]Q=;$3,"[ON#"'*"DU8+Y@3O%:L)PC@\[>0WDXOS]% .J\=O49PU6;P"<-6N M>ID*W+@7D:NOA&C0V2"\[#%0?>%*^ #R>QVKO/FI=L_S1MC()_%LGCT?+++P^5 L01MYQ@=>R]=T72O M?1>TG]_X8KSO*=N?'|_80PVI]>USLV+ODV/T==4^I:G:4CSR_Q>R>F2>"?Q* M15$O1/U@\?9G')ZZ5*>'ET90;3:W_)@ S>P#" E=]W6A%%%8)R#:K04XWJ,S MQK;@N^?D@N:_7UW^.P;*PHX$ S=),N/PRLI1Y.6 M_51C?>HB:Y0L[K39OL_(- R5]H.L9ZGPKDK^>4HEYG;#X:KM"83ABC123)7; M^BLC0+VKRVYG^KN?WR(A;P)^\XYTXTK/H&'N*/6XHP)$Z,<7$U>:K E*F&I6 MZ^](S:*.UO=G8XB$"QZ)++=&]]$LJ'[(\=98GNZFS,!WKJGAR.L _/[ZKGQ#(BO56> M&,W?%ZTI'B^ -_Y-+AP.[L;B@N"1Y75FA9?P9IBA 4@#>05[W+5&Z Z]HV:A M^9[!*

_RJE&+CZHT3\UT4*7+=5U3]I$?U>M2Y+H&KZ>12+5'AC;@M%L>RG(V/_MS'**?M&P+?=/K?OZYY@_Y$K6=29P(U3+K 2=++,!$/!*JS)OJ2F1(7"-7+*@ MAW+!>>[*MEOE&Y754T61<.3W M!^[T]RJY0SJ-,"9 ND@WA'>?7LSNG$P8,AJD6=BU8=IZ&T],]C"4,,5T'^H,L/0PY4HG^U M\FFC29<
AM6M^I"EVM5!^+TE;]6>MC4]D78\Z9XN_WX17KS$\9_*7+5HFK@] MHSVS0GW-Q,^:L>L10^E*;QJE]UJAF<"H177B-6I1!KV#"2P-KPIOE["D_&,_
M51Q_!N65/X+^:F#\SPA\.KA-C"I8X8,V$-(ZQP1AMT6N)1>N-52M#F;M'<6! MU6 B&L)O+%=@,,6)0.\D?\JO*LFCF"). QK[8_EV[\O9]\L3NX,,2[(CFO#C
MXSIW1@)G7AJ-E%V+>DVQ12H(S\V-, +*D*)55;.%H091$<6>RMDE34LC3*#Z MH)'+H_6: XTU@6XB;YA 'N4* >W*$HL3LORGOG$+27FM661H=3_IJH[2:L+
MHQ0WH,HP@J9P,BY0YT"5KH<;6>5J _+=DW\1WR>#+9H#?ZY$9:XBFO,C#*(R MKW(-C24IQKJO'K0;8P]S_UKW;3R?JB-B+/V4;A(J-->3N*K:0=Y4:6[T
M4'"_\5HD9!Q,':N3I9X13EH6P351L5,>AEU4^$ M]LRR(GI>9$PM #F831'A5RNF\(_67WH6RF!2PA2=X5[U4]T.7395ZMRVZANHG-@@Z@_J:*,)$D87Y?B%T=AO
M3!7]-6'+!!19^WFQSM]$=>AAQ"D75U(YQ<4[#FX2I,9K761CD0(^@<&55E?^_M*,XWY#;4 =A8OC]0,K;6*WV8GN]1)O+L^<09U(3%\1,(AR'62WNXU"O09H.G
M%LT$@:A5NP=0Y7]U0/#3[#\H>H..?__Y'U-A-X24'_B%,]2DIR@KS]@ MO>--F6#1=?XU$YAMY*!GV?@_J=>]TY4:6Y@ :V$0.1]RU^:EA,*=0\50?V-
MHL%KW;^+L&O*&RG'?Y_RC&LQT=:1LM*+RLBVOI>;MR(6DG;>=LM)"%]56=N0 M9#FAQ=Z+/<53+EQR2931FU1;5U7^$FO5'OUG@\68!*JB%$#@PD_;(J^"7UA9
M+>A/K2=FB^2R%+@G!NK73VIH5!9?#@^6_\82*WD,3^0\Y$U7](@1FCI@U=T\ MRLXR'J_X7^@=MK>;2^V6%,V.
M8]9TCP092/7]5:@TJ2QE6*6SE9Z^_."8X<^UV!M-"7*RB)@=LNM(XH" MR!R*-`MC?2OEI"?HY9[@*_*-4>'CDG%.(K3:UCJ6W^%%$GDQ9A@T($>,K.V
MU;^&Z%6SA4_ 4TJ=ZECVN63E\4734O+4I WN8\PP3K"CI0AY*4FT5\\.U53J/$0/CI M_E4//<36E\6 H76%[Z?6EK$_I3D,9>X9E2
MG.,W>U$^MPIG?5E2:Q_M)"8@95D!EA^1CYI.UHE'XU*3F(!:#*(I2/JO($[_0^"_40_>)Q27FCHR"=6E MT,/&+(5M#1:OT5_E7<8R!8I#YU;&L$%K#.!B_). M/_-##>
[<:_R(A4=3KDDQ 8]C4>U?%YYDFM0$2F1&T/.QI65T+'P9_W@$PSET M-5TY(7SDQ5 !B9^A<7C'EP=[$]#G2)8H[*6]R;[H">L+6Z7/7P!X?AE9_-6
M_5$&C^::.MM"]DIOT6K:MX((L_"LIE W]S<'P*,Z477%ZBF]YT2]BWD3.-8# M3JQV4<0I?.NHQE5^DSB=UZ8)@1P3'V_,T&/2]NBOD#B<:N2(H5B.Z^SKXN%.
M+WT3HTNU^[]!*^CO!^Y~5O#Y)-=Y3^0+9J_<%%QX=L]V&2D4<.-5 MAZ@+']?DXCIAR#T ^H,$>]6_P;MVRUVM;V@W$SR&Z-WKT:%[O(>\R!W55R@1
MSRO5XD2Z^N=3]$SB[Q;:9X8=/Q/H.V8UJE>R-LQ7:1]$L2<03J-,B#][1FS+ M,'F2-O>9]HTPCK,?$ MWZ3*8/_\?FH=/LRE90T1%P??%KKZUP8=U,Z@>!?QOCT-
6<414B3]63."@^K[O7HE/9 MR+XZ!*56S044MCK5)M^B[BN/9Y\%!/>EM<(/_!4D/EI>7FW/X2IMR:!/)JAJD,?CSH$7O0X\H$EM@'=
MI=S5J>XPK7L47^@7QI9;F@Of",RG)QS?4]\MX)%&2O MD."1FK@<^[/*(>7%=1YT_P.@[9=JA(),&8/@S8[U#U!<-M!;-V&"K1+0_:O2MWK/>&:0SB>Z=
[4,TC\>6OJ5C01 ^'L/7)-A;74_E@]6D7L M#-BFG!^#/Q\7OX]X\'3G=Z)W9G<&=E8+=@:"MHW]C&]=^'GN>#-V'75OP'U-M0G?
PYJ3AFH9:61F2]*]F,@BUND@U"OCNXONMGD&I/#']+=4$M]F?);7]OT%#A[^=OOPK,2O_;5E]#[5]Q.+T!FL/Z]M,"SF:7K9,*1'S43]6M#>5S6.!LO/MUZF(+#9H<_?
Q_^TLM'.0FA9ZN!#E^(^,6I> 3$RZ+KIAZJ-M2=>0LID,45?BE_^SBV_A,7=%WR(;]]3U&C67I;Z+6.I:!=)ZPC_D.KGM<-1U
MQD;_O;+BHDZ3/IO8POSV41/%A*R]NBS7NKHPT(CNLJN0[F=O:/Y5M=D VQ#<_MU6.'79?QO%GEU8E"$OTIN==NBKW[G&9[_4(9$J4
M.$(MK14C<\Z[#RJK9*LM!$1N?ZQZ-TB4SC$&O3OGPXVKI4;O>&4BSM*?B>]306[_C3Q!6D6ULC2,(1*H5!]PVCL%:I HBQC3>=4V7 M*%MG6@CP%-
O2;^_E'MK7]J80+IOBX&>@,%U;\TK=5:3C$FUFKZ>])=1)V#*G M*,HXV;1 H-<9;3Y1(CNZOR^1&)+NS32L;9[V5Z<75,=LM=,<5/]8.D-;U)__!N MB4Q7=VAO!RG)9?
XQO:S_K;Z,WJ.8%B1DA[\""4VJ#K&,)9MJN]HK\04){9%T M<|=Q8R[R&]PK,/);OR6H*CHB<|<88?4W[/1:K%]00CT2E3\2O)EN0!7UZN6
M*4$>1V"_ZMS6+2,$G\7>WEUNY4]?_)N<V4%/[R'O:FKUUOS,I[_L_]/.W 3M$\Y=U2<:.95,%-BI'-9U?HNL1U+I
MU"RX_9*P])X6X":I40U]T3BMT,XQ'3>-1,Y)$61WJ;I:V,4U@G4SX0Y^VNI9 M$R5AIWW9F4J?]=V >)5=;VAC11USK]N#ZB'OYZ5Y-
XV7N]:+6!WN,H0;AD.F=228+T4&53#Y*15'\U(3]20:I6T&4EVZ;?Y*_C&?UC ,H4)?/53 MX0K:[* F@A#DK*69()KJ43DX#"\&":Q9OV .RM0M"V/3&:G64RSUOI\)D$/M
MARFPEJ9RCO^45K;?+\(I]$JGS+0E$X"[$R.C?@S &;^PV_KEMV8LEY%U/6:& M&AF0CF%;PJ#[N$+JL@V[4T5=?1KZV%5=2<0W4U5>#QBNIZQUAJ3@5_46R3/P
M28I]%>>C]WOATV4C91 5&UG0V=6O/4,.:5(*-CHA$'#"[A^38N2J_RHL_X7 MFG$^KQ'F7//!.C,SD*"V:V3P44,8*+4OU$V#E7C3I/;+ZM(?4UF)1_C>:NB/ M'N^)L-
I>W_=KJ-H%(EY5W6:KS]=/SB&HP<3(SJ^W&[/% M6V,EMZ/:.I.&,A18;CW*OJ,"VVMD@VO-*N#S5-?2UVML
MKZ#PJ,/C9OF*DCDLJ'O3QCQ'6W=]\:V!UA50.9(C"K&DC:LJ]!+_6Q MY*(2BU#1H.M@PRZ,8&3)NL))O2>("6TH*.^*GB/M5.1&\?Q30$NL-!3HV.[
MD1IKD["2*H3DGVZLHM9M5T[!F/ZG"D^Q$5WW-TYS"6E]VK'N,61'FIG"276B M5L"T^GOG'%00=8@ZW&!BCYTI>X7FK&RX3!4J_MSV9T0XW7!5VZ;[*>XFG8)Q^]-
UG5IN%9>T:M9@F!ZIB" M:CU5P2K +D^>==>5%FQJH^VT>W+3UZKQ8EX6G@X^5#WG;[$T0XHI6N,V#VT M15>#V7\S,
(=9V6B^^92&%K/0165\UI32A_AJR<;%K:$*8H?NK;6< "U_ WG< M.E9]XM CT\"D'Q+/==6>'DM+27C\X4VLH36Q\])3X$MT9\^1M2C"Z-?FPHV
MVAJ;#'R:U,H2S;#3GBD+G'7>/T[MAE4QAG)Z%D3L/=BR#[R>9LQ"$L?[?!5# M0EWGZ,/3'EQD$H\S(<96 +E6E%FX@I-Q4T1D^N+)%=$!'^_%M*N-35W390)G
M?]O$E>W#Y<%+55[T[(D-G5P[9>&BY36?@?8;EGWCIZA'M$+-AK]Y0#KSGQS; M4Z/PF4XE&/9V%E0V['$ 82)\3>DUA:5&R^NM6&HT9+J%I48-3I*Q ME;79O.&SH-
\W,F^7@%05C(,MD\W#Y/&TKX27(?B7&\34ZBKG863N8 +OKO?6 M7DO<,U$-JGV*4_BMH)/[M]*<64*[#OC+&-W<3#LM#;2XZU?$H''IH
CXU;K>G(_2ELRM/^DGX<_ONK]L(X ML2RR1GJNIF1:O/9'-H&W@VUM?0C<_3P/5,KDYP7]N754,9Z+:R7+T1P-G*URXLUX0-']92E%9@B9UT[Q[+S!\ZI$
M;221@J4&+]RS+IV'1;QVCKJCJZ)\N#7%OH6777I4=+9P2&E4[Y63P9?^)(>;8$,@O
M]OWV#+WT]\===>>3\Z7&UW\TYA03\[\2]YEP&:@XE]U=3BXY%=7S]N:&COQTH M\2F1GH^MW>O-Q8_EC& X"P9 R@D)\]E#!:0+"_U@QY?EF0/P00H3A;UTWV/.
MG>-V51\Y.>I,X%W7@CX"<&5<7K\N!P2.=88VN2_Y5#"0_"KGQ2O4R7[RI4E.,@4>^QU"M\B!=+/0%R\8DT\NN"[W%]>Q>_OJZ;8C1P*7+RK(?
6R5JDK0DHLU17W3;ZAQN M:&/ILDVU$L9_=NU.Y*YCNHQ^6+*5K&CZJ&C[>SK\177ZDQU0HJO*Y(I;A2_M MVN1-%'F_3$'ZV_M!9]QQNV(%/WX08/)+?
J%KMJRN9T\\O/A4S>%9_^28>H?E M3A@4O7]PLY+K6UM?[CT=)\0R/G0MI+)[V]T/>KWVYP^04@X;]>A;G9K,0.H0
M3*S"Q,@7UA$Z55V=R@3L*URX:9^6S<89*VI;]YO.$S&])[>+I,-!)R)$.M5O M])Y+W1B@EL]40TE-<7@3R=%WSU[T#A'K.CMI I59X3$U[WT=$>]GS SW
MM9J_*]_\YLMNZW:RZCI2EMA [#(-'JZXTE6%Y6WC.QV+88H-E'P'533S?9SB59;8\O9;=W_"_.E.X-H.0%CYP\18XD?_OO_Y\@__M\O>X7$FD-IFC7S"!)+!W49;.3
__.39BZE>]T\802Q?,2*-%T^\2_N\EA.A.XA)_S'D#*[;XHAQDU M2"IS1:$XQDK<]=^G2*I':?KEU);FQ-K)W57$%_9I(PY@^7+W#$_;V>X[]6T&M MU!L02BSURX9-
Y<,>VR[LIRK]*U47IZ%"\F\CO2H\#PR*!B'+WB;/5 JH; BO M3E*06%IO>*[5H+8_XHS2!0LQ[3R%87K!H_M/#=;6]VQV.69^_M)M*(U
TFH,V%90*$H[@;>U=D5RG4%6<6([@@B9D%;YC T\$)&$VF%D+QZMOOF(V,?XTDAE'"/YH_&6ZO18/28 $80QV,&/T?B4-GK<
M+2;@3HRDP^E8Y$QB719/11[$ 9KOJ@JU'N%"@-ZU-X% M^CH@G!-Q^,1[:\,CD3EJ)5-%ZK83P<:3%H4?%5/CCRX.&:$N?QTT.RQ\Y#C MU:T:5ZGRF@WN?H?FV[Q-
2KKT3O/>4W'*>Q=Y9VU@Y0'\[I?F2($YC5.4'6K&%^KA3SIP!1$\ M1:=]7-EOB^^KF)H;V:5RS+1!^)]IW$K4]96Q455+YZ%>+R(G3.0=0^OR%7._M_I0;8Q&SZD/U?I?
[]XP+_N-N/ M]_';ADS &HYRH;D0'_]$4S(?0=6:\G--Z!QV'A*<;:@09_8!1\&P^_8<*QG$ M3;5=50H_KL'#&E_KBZ*B @^T"V_T\VM|@Z??K;3J/)RE_B(T@?X@//R626\O
M3QM+WUF(=C1 X'-=X:&#A6ZJ"\[F4G]_AVBS==\5T*8-K3&([_2 R_9M.@/-M]B/5O[:WX^O3%'>8]G @5"6U"N2$N80M2P MFO7^.V6@G;[I]+ZB;_1Q/Q!6J(NPN*
(7\2UFB8%0>=.?OM,R!>K*5Z;P^;K^_M_?Z,72C>I4);"K_DD%,/793&WU"L?9F&S)%\TA(WT,866Q@FM_\N1)T)S6U MVBWG$W2@T/SI>B>7+GTH$+5;1^),'E)&E M
%]1+-|M)QZ8*]#/HO@F*\MN#N]K^\M>!MIRB.N'VHGB(XG):]S\4AAY.>AA3ES_1IUDA&J-Q6J28JF M^Y;O'?I2OFIR&[%!R-
G3,8MGK."@I$ARQQ#_@W3AB,SDNB[!KP,?LYZE+*NE M#5E,],#]3\67#'O*AH>K[MTTZXX>@'7EN$/$&FN5(%.1J;B/'Q/L=X"@G0@H MI-^R22%M%??NO'L4";M#
[]>6.UW[@90T2\CC:S]0J&KIO4/!2^5#(UPFB%4Y MZB55U5$L*M'CVR_<[MLL-?HDT6]2VM^""537UL28,@%]D43U[LTDLNT UU_E
MN\=_S>L1QC),X,BIE3Z23$LJ"GWYYZC%2./PTX0\N.(Q"<$RNEKH8*.OF\^& M<\@EFT4(M+!Q'H0MA^V"O(O(_K+A3,#U+=N*Z+5;%QCM-(]2=E)F&=V_2CZE
M[DB7;=UWWTTP]L8XEB\L;&/\:+Z<(_1M1PF<)(8D9_D7NC04/NH:DV[MZW?F)>55F#P M!$8?YBV86K9H1NP:SS)_I(;5'^P!'VA-$LQ;!4)!
[]CTFFWR)B!ZMW73Z}\,^4KC10 MN0:Y6DHMW/WP]ZKQG_Z0V36W-Q_=N;3D25)O+B).WW#_E&"TN-ZY#+]fLX'CX3"5X.T\NN$WWO%+SA9# MY L$F
#R80F;>5"!H0A(X_*6ZA56BBA,>KDI@V;;//0/QF,PUQVV>I4^)X9% MK?4Z5,L[';+&K[^1EV*_K3Z_#L.@KD.?2R7:SE4JIBW#$H32]KN=.$FF:\4Q
M@3M\LM0I/A\"F)>^TS(R%%'M2;92,EG9+B*+Q.XJX3AQRO6+5;OI5$_%,9 MGL%XW;?dFU'G$T+=`I2)!B3$?2_WA?+_APVLT
MF^Y)CI*;+HC)?01YIVO5N++*DY8N_;S*#H[98"G%F0>!6\>I%!9CF=+3\913 MD&N-$9;Y&\,^7>Z'=E"G36_<;[(*7]>3\XNN_)_1OOU'=FM?@S;NKO1MIM#0
M"$/(UHL^>_BSZ"1X8$%X3@M-M^$N46A-,B*HW>GKW/RQ"3;B+OT!]@-0'?:.\[PZR-C.#T.!'Z]#NRCO8YOM*
M#&IOW&]"U,$,2X\>+_$0Z#P9\^7,"SRK#NY6$LA,H"9D4'),KBY=U>P6Y)GP MU>GE'59RZ.&^N@N/@ /D.6N*RLV5A;=2.&I?BG_ MNH(?@PL+O?B8=]!W3$
4V8]NQZV-I_ ?GK!\%00IK^^#01'U)=U!B8M^.4 M^1OIHT\,IG//=_54XRHG+B7V26EVCOK;P=@>^ I5, C1HY5*L9_PJ -[TVUY(MT"40Y^(J6YTS&Z++8Y[_^?2$SZLC?
P K;ZW7J/5]9FJ+I/0:2L_$]$O$DYA# MF<_7!R\|QPP<^:ASX0.7O?3C@Q];HW15>4!D7X8C$\!9!K.RH'|K(IT>3XUA M B/Y$ZQWX$0&41.GD"-
IF39;0Q1U1K(^E3%_&KE57XPL+]Z08:QC9O$,5-$0 MRTP5X]'_K[!H9-2E+3"!05TT$ON5Q*CV)?V=]2B[PS ;%MYQS4S BPK>'1Q% MCQ]QS-
FNBP*)FF3%6LCJTYZJVIO8=*R!#\"E^G@%OMJ(1/ZG.E2[E]%R/GW/<.C#BNW>)6B) (:8][CSD3S=N8!]6X3?HU\K>(\"1.X/DA4 MW87GLN%B0ZTI=SU?W1KJ-
O]QI%1T-NVY9=9*'=2_KY9DIG Z)2YN],JZ2EE5 M_)&Z3V_+Y>,-/G[]_Y,=|*UE NL'5H17;9ISJQMOJ87W_B1&+M6Y+++^3[9 & M08H4BG-\NS \Z.CP;NY^#52
CXXD@E0BNOM7;0+-)TF]VL%Z4KG)ZB[MZ&9RS&86?:3W^H$FK0=2QT=B5F%OUE^L'#R Q,&?3;U%J0@547'BOO'T/7@^
MH'"_OJ9J4JO7O/.4RI*S6ZS&Z36UX34OQH.)3?68X6'%0T<\MOU.7,]OT]?&::E]]_ZIZ>>'1!ZG,-74T-'9YA$]_KBF4Z?-=+?X+<'V(Q%IC&X=FP4P6N M%JEC$A)18N]>
Z!K\M]FSB85%4'$]RI]LXR]PS$A\O.SFI[,M[KJQVYSZP:>(MOL-Y8<'K?O_FU$^:,+^LWHQV=//:N0>?*P MNH879^E&,F*3T;/>$.F1\C(E?L+3\E)WR_JI-
WY$QHC3RKE:RI5*DO#U[]6< MMD*8QS0^LL9AVI2AV%I5VD5KM^?$,"Q:IZ/D_*N=965:6V,.DI M@ADJ[8KK=/\>K[%]XC5X4VCZ*!- RTAIMU&
<6N#7=@+*6P_3OHINTK-S_=I6 ME;O++M$7T.9?A_I>[2\'M=|:A!*3+RL^"W M;N0LRE&$- K-5RG912X]DJ2J1= :,^85K&K^_JU9R90*?[;)N_AUGY=]R*]0 MZO-4
2([5A"2}-;F>RTQMDY^6F%S]**Z2-T[&<817 ^!07M?-HOX-0:=MME^ MN*;'!(3,D2W]MQ:P_N\,A# @"QRAVPXG6IF H NRN=\);],NN5 U%&7A1Q!4 M'6^6.Y-
+AMJI214V>HRC4EEC.U8V9A M:1AS8;*^6 LW8P0M_12&QI)PG#6\]?R.]!N'I'U,,@"JY@<=+6+NQG)=?

4EZ>O-2)Z) OQ;WI(810'O5<@<`MTJ>Q?D';?,<^L*2^UH//[\$U6R;TAV]]`L\!/)ZL644"QIS[-0\(8(^,!G?92 M(-H"ZJ'Z6E.$>"GE3^DWX@^#[^ZH8W <*S*HQM9&%PF?
!?4:Z8;)4^9B(A(M[2>#+ ^F. ^01-MO)0\B[U "EM9IU#RAB*&1EWD5C3E;8[@3!<7CN\6XT G>WS8;05)"9.]_ MXJ=@^_-X
81!2#];B@IVOGR'.0L/0IWJZ@]7<.%[_^W=2A9Z^.>X)88[= MDQR3*5T555&["6CDE)^:/82 Y76Y5.(Y_ZL^5 R<"FE]E_#Z^M9XU68\?S+%26KJQ?
S#T&Y4NBB1[C67K;&*S] ME1NLED*Q7!U'4\$=:]ZF2S665N4X41#/U::D;Y$BAU5T),Q=WXBIR'6]L)'. M(]ENS=.)4EV:Y4&CCJNI]/IK6O0HS/BV0-
ITCW%>V968MJAO@R8F >='CL6< MXO[..?:LK^$3]$Q/9$@[(/W*'20%QF7G:(O:"P>5=R7W6Z:W>X+0/BEU[]/ M=U023*M/I[O)/V;P?:!VZ[S!28UY%XWYH.K55,9-]
WJA83$RXT9*U'1WX?V MQ^?ZXY:."O_+KE]RB+G"^RUCDJ?TGL;^9@O+6Q)>@B8AZ0']W4P@6,;%[S(? MWD4!4[$2CFG]*($2$6O1NLV($7DQ>
[O/0J!+W9LEN_W;1V9\>97OE6)FI[=&$H%82UHV<6MEW[M6C;X?*S\"|/4KB-G%%/U'"V0W[U9FC97G*5V.UKV.U$]NU3"7N#36KL&1T> M#@^_'1)U^P*N!E\?
%W$I[6..9+IQN.IK/W 3172RLY2$T9YQ>CGX$'RJL[CG MV1]R\GQ]HO9'QA;%-$%2_-D_5!_3+' D:5XL2JG':G]*T9SN7%!)3E[C8M+Z@G7RG0C<4#Y#\6
MA?]58/+;H&P.(,QIG]>,_[/OK$[V/8UQ>E7]V4>VW19.NU_Q3CQ_EX_QM#S= M83/AXIT@EX5<88VSHNS\&\7U35@]S'RGV+>]NF%?T[Y8]>9BT(_7*N&@V&MY
M+/<0OZPSBWY,;Z4<1'76F_2TOI-=&SM4V']#T?!9Q$YEV")E5R[;M+D$:.64 M?G'#>'-+-0Q+5RA5F;*^_KU MO<9W1ZC](GK)*K0O(YOQK*0G0
Y9_B]"6KP]PWB^3!/^A*%ETZ5VU,V$YYO> M,X'0DF*:H&G=$MTBMF5K=\UF?-.`3^"_'FZKM]F118AGOV##X$O*%Y?/$) M;=_#=^HWZ]A"+?WZP&0=3$'450MQ;
I(P>+320'C]\,SWMLB*J$1Q@XN+''F M/(:VIQ*H<-BE"#C&7YEOL#*%8\O7H4"FG0)QP?R2JZT/4#N4295_G=>G6&F+B M4+%]0-
6ZP@<=#T]O+R,\?4.G&HWCAL_4K,Q?G]+-QDU9U00M2!DX,06F[&,5? M@>U+G04;O)Z^-\GUD%6E@+-/_3/R<\PIV%ZKP#JY#!9PX(45]E]OD"DHW+UB
MZ'BTJ.]/L;"O7=QJ-[?N!^>/_+&!/+\1>MXFLCZEBAK!GU-4,UW:<>_B9>.*.M^_F[?W8>U/9K%LG]_]N#[DJEJ.ZEU5{3C8MQR%Q@E&UBX#/LV$GL8XK,6A MG]+
<>-DY7.1"#M'FJ:AP7Z&1PFZS=M\#9W8I[$TO3B+.4?D;WBT2(/ M=O?-NMK/YINJ .*9J1&]_JO.33'TN-8O$WUK@!W0R3X_G%!"97QG,RF<[X0 MN""M%
<+/CU-.#D'*7)%^EYEJ.I]%K^^>N_Z1 \C4"5^A>:QG1V7$/;?-S?OL M,ZN6P >?05ZE_VK,&+?*P/ Q 9\XNZI?CZ/0"K6/#PO+ZG!T9JHZ^$O3^^A8
M7*9%M5C)Q+3BYV^[L]F[>KY)[.O.-U46/?N_MB"_0OSC?HEX@!)2G,_>O]D2 MP3ET]B'A"&2YW]!RS-)/AZWF=)B'XLS2ZK4ZZB;D\;R%%W9=/!_WR9DL58&>
M6KY;27VS&O44MR'8 %U,@)ZC%WH+;RM!L.A:*47MG[.BR?Z=D.C4@B/?SRC(-M/""N2KU>H_8JIOAT7?6G4DE0[O%:X1]41 NIIU3W"'^ZC%7+Z7?ARXJH6:$S
M;$P@2/ JDL*/%WF36IX$N9C8KN..^1;X_^.ZL{YYG2RF=RP:?&2?]2V ^CY0 MDG2=**Q\-^&)!P<4^^G<%;.\ODTX^0NT_8EH\O@.MUZH/CC^+
MCQ0XJ_]0TW/X_@28OOO@_L]+9Z_8#AS4%33EEQ2Y5A;O*&9A?KSSRU@^N]TA MD>A5^'YNPY:<8\\Y04(U5/R#?TRKS!NY?:^-'JWS&#D]0(+2-R?%2(G]\.+=
MH'HD0_('L*ZW!;(1;=/<7$>G/HV/"W)IMG"#C;'(N!)$.4W&.T52+TE$ZCEK>;N M1BJE/EFA#?G8U$-^K5*M>@<]&3.3EATGD9^CCRBLVX]V6RJ&%F-]"YKPG5]=

MUI.N9&F"8K(5&DYM=]8^SC^O . D7I]%O%@B-9DF&N F6F$>OI8]?'7)D_ . M@N[&?F"_Y6Z6L)8IV41 M[_7G9F\8;"$-=<, _)8)Y4F)+* <.7%2#^)V[3IRL38S"GA!(;^8XUD3E9P(_M8+!]+QI$UY^S75&HU%*[-90VFW!RQ_<=TBOUQ4IC,U;Q^:T"9<2$@;"NAX-! M-L.S]0\:P\I#G91DY;/PNZ//H%9?Y&O5%^FK'SYPTS0BJT'??)4?LO=]Q6A.S(VUX*+[J,5XC]:3^7(0[_G?2>>" M9@)'SA.8 FFU&PO.R*D@.9;?%8W*FI?'C?P[H%>_9(QLQZ9OEQ,GZT!C: M"8&CYON"8!3Q,;47F,FV)-$'^C4>M]BVPB?D3-0W8BQ"YS96DM!PED]?H3=C M=A#R>V\:,8MUD#])7YKF=@;'>BJ5=M\]X9=D ME[HR&3IA$:X[A[&\|+FSP[=.AZ ,:5.S.H>BFKK/'PJ[.GH[^F:WK"'5.<<-Q MF9%1]O291H7"NNY#514W]Y>7;&S\FC8"GS@=+=W. .\|P.]*E\<,\RH^"GL1(M;"L.B_*G5-^W>P9.3 R3/+(8=ENJ-?RZM.K]0M["N3[&%7YS"A.2)Y(TSO<5NB(]*PC;I^GQ3#9O(QJ@#F0L"+P"SL2M.W\]J6 M36-P=]BQ[<'4I=W'2+SG_KO[-.7,4U&>X/O%_Z$2_+G0;CWWPV\1%'Y3?|M.%WRC@G3N^0SFER7!+^XJ,]/#/=]L'XAL-0MW_"Y4SGQ&NZ &XS_Q!GSI7* MN7[_QA>;W]OH5;S.$;Q!W:K4|SDUL50L1PYW==,+8SMR@#?J0SA;=F[OZZ4[TC]K54&Q*2+6K'85K9]PV/+4YXF-V4:?!?2)D)]1O M[GQK]^F*I>.U;N,O(R00-[_B[KW#FKRC=9%8T$4140!14I4FE*E2PLBTJ5) M[RB])/1.B(*"THMT:7W#]&\U+X%$6N@=$B DN?S<=YUKO6^O37LPON5FMQ/DA_A6V<8QAV%&MG=J[XS,O[*!^A M*J13,[R\R=:X5#D|/%8@\";9*+W2.O:7:JE"B<1AUFYN9Z.0OELS_6$TH_+ M"2@N7&JUD;.=B'B5,*[S850[@PG$[2[=R9-XK6L-A>APW/(*I4[L[!Y>,F^4 M6TI;T0MI'M9FI5_E8NH7^&]Y-Q8\05_/ZT M'OP(=HN?@M5A4Z:@KE%0.WXN9GOW]9I7#676M^+,FL @HX^%=HKG6LI^RT[*M:5QMM+H?'JB;(X+3_D=T&+$_==B'E8%,CSSWUR,[ND>5Z.P#,]/L=SAR(OW3MNU'N1V.4+8WE54R";7KA1<[LK]UIW:.$A1)#;=Y*8-$9N!:P6.U4BJ>>^PJ&W'MW)16-G1^'M"N*,W*'R6OX7L9'!3#PU1OG>?3A1Y\9:"19YAC>: 4Q M[G@'YBT"(FP-'A;^\CB,G/>SX.^$]ZW,-(;F;L&OC0YC/(=)%%&:4LPJ"!3_7:8YV$.#=M!D 35TCX,38+(L1*<.'!04(#%NQ\94TA\TTRAZ)7%.7^2<9#ZN?&'$>9DOL:7MLU)%WB:0"%.0<%I&>L;^G7%^?(_1S2M'"@X4U>';7F]^SQ()!H"CTA78C7/ M_Y)9/ --N#2)W6X@ ;Q:0AQF%V*77-+E%)]&WF1 'QERTY3M3#]1;=C$_CD(1Q5>67_]0)M)AZLS=E/]*\OG!"%P!T5B]A9/IYJ48"G7H68 MNZ+]4;>V3\FN FK*' _,LT("@%GCG%;^*-=,%\X;WH[:Y8U\#;M!\SWT[LA$ MUF8V:HP)@(R">0UQW&^P-TV?R0P^U"XI'[Q:M#G@:.!]W?(K&G3*W&F.]')R M"A%9.=T6!<]L^8^$]D9&-$9D:'F8F-B$'"BE>'B$;C *>V]_JA)_:KP P#@ MUWYJE>!CZ#.3;O-^8$#)FG4\5DV)@_5[W*1U)XW&Z_*7A=&9GW4T+N=?_@!X M#G@ ,+^=X^>4]^\@A1_#\ ;G8HG-=]8-_7"LZ3WHUO=S=O%S7DCJ0,P]6@&M6WA11%9IA[7MF\\%179LP84IZMJN7&Y;^(3Z+-CR]B(/"9!0FE,U_U-8+WPT M:U#?RN3A-TOGGHY;U]="DGTLS%6I]+34C)CS1GJLQ(2D/%?_?HMS=]F9I1#OD\=8Y=ZQ]IN MLPC7>18]Z=32DO/^ZL)80*;M0;/OZ30SY(IAAB[?Y+7&0)MK"4,>4DUW+6G& MW.[>-6%)9=,YC% V%5& ",$[>YN:>XP)?OW&576\"]4O.QK#VC$-)3G.ER5C MS-79!>5O/'(W>D(T:NEU\/*/Z?[36+;\O7ZH;IT[4&L9B_B=9;:)P&]]K?M MGATP*R>EU08,E!D)Z3@Q3%D^8BN(?9 =7-Z6?DI8QZ+D4RZRY]4..&?S[@' MYYWLYRC^$*LW,1^^:+#DJ&L1<A6@)79JZMT&GA_]2=$7^VBNI;]]AM]7^2C-T-LCH%@?SEG9/SDG)3'2++N/MQEUY$W<'*R8,GH;+.\F"Ef*RHE%9+[X M)?IXM5K/_T*Y$5R 3TBJ>/OS25<# QW+6%#[DW[NFMBV5:D_NOQ[,.YV/2WQ#=1UPUHM*>1{RSW6#UV ?*XDWS 5PW56]+4\T_?]MU M3.O]O?G694YE*$&^6\4K1R[(0$-VL?#GT!$S@N&!)N'693; MA;W8TG_%R;E;O5WG['J/+Z/>'3=,NX>:,_,BR]9'*2^TV";9*\%@GT MF='<,2HTH3KQ'SCEHA %6=E?6,.#Y0&!E#+DCP)?!"W[K@1E=6'$+NF]E;FJ M$?@B4/++(=/[_W^#_?XO]SFD11TR;0X?F1R6K8B,Z(,F,PC/(1%C,F_NO]): MQ%^SQ5^Y=TOE))#>O7K!:S;?D&#H9&HEF+F$5?LLEH>88;F#=1TFL&+ V/(.M8I;FNPAKQO,=P^:'WB%?CF8TK<0K9!IGY+!\$R,#1G&IE:N[H;'#]UV/FKG_*_M .#O",B39J14GI;Z0LG6SMP+>R7EZ8GMH0;D^'.+5;JN;-6V!H']2T=;]-*Q MY/P@O 0),.7WL?;@"*Q?2X;,,?.]5R0^Z70>Z?'8[\Z^;8CR8_U;E=*V%KF M[JJLTE;;TY 0TK6P$0C,K^.VU6B?TF!Z#:Q;'8>/2F!SL?5]UT(;GR2P:U M7D_>"0B\=W5;.+CTMB$A]?%=)3;1^=9;.B]9N[:D0<,^-DE>M[70VV)Q=GLD M@,_,F\K.1=[]VRTW..T,&:.2R#-!UBO;+:DB-Q%&_[]_#RZK=KX-N:B$HFBXH-J&%V*M' M#-Q8[SWR$R2>S$EO%;2L,M;B M(:M[F L^#\]6LWVXXZ6G+DKC!O[\(!X#A[7K:3[?6!#!52AG6T M28@HG[]!&,=*13\<' 2_7GL#[YURAZ'ZYME'YQSR.#: M-],?NM7.KQ#NQVMV)\.3]O/)^+2!>>4DDPALT@JNV6:R^W<(!O7I0)^C[>7 MA@/#[%D/%14>LW!,ZV6(]O?-Q36Z,=EBC3Q^]1^Z?PTW]Y\YRK^@>$4Q(O<& M&3>K#[8Y$QLCFG@.%.)EXPZTQ[N7[@:'E[L'T$U!82:9)RP\ MWDB;*F+SH2&H/BLEH5L!]=-=<{ZA%W*0>%8!PAML<5Q0?]WF]&F121.!FL"YMYX<3[H8K'T^+>#/BGZU,T4F=_E/)A=C=Q1\U?KD9!HI(RF.C/ MBN.LSXN=Y6B4A'>]V 28([7]@Z3;O&MMTYM^G+#D_!F0^^Q>6^:,N,9)U(MJJKBOY"%+>Z;=LX'N1!"^]K%N0?XSA5UYZ74T+%@ F6&%U)0&:.^MHZ&&/Z& M._?2*%N X>,SQ9<32@34KZ4K8PMWVO3 MN2HL5"6GI:I)XS8V+O-$]>]>V,/=$>S):/%BL8^3AN$27VZ5?;(T8!G3O>K(S5^-2#5A1T M GI@58(8>\?]X_1&;DX#%;PCUIKYLY3OKUV$]"\3ZFSUS&-[!4:S3FIFZP<.MSJM;=Q4H,C2.%B8ND0"LQE=GRC#2HSHC/VT]$?=]!8\]FQ/HQ8N\]P6MI7\XI MMLZEM\"[@''N*\.6Y#M>_YZ=V>Z0"->MT*(@@P>(4 /+M$&7+=]? "#=^FRMM,VHZH,+V;K8]\?I&VWBL?3 #AT(9Y@X^\ ]TZ(#C*-3U-;R*0]&GLHZAD# M@0TB(U1Q1SD)\UWP&>,=[R6T"R%+*6ZVU%!I"M 6W)>P.K?CD?%"$N!5 M,:-L)B88C5 7LX\(]W,%^B/64W; M45-8*?BRC+SAWM/CXN,< /DKD(;Z>;8LY]:M> 71.UD\S3RJ+=\O06) W1E%F ME>&D1KY4T:R^/.E]*V#@N*\1;DGS.B)*5_B_OWBNK^K[A;Z/=;!(_>ZHNT] M==.8]F"Q1LN4!7^1P!>Z(Q.6N CMMX?5UCC6B]AU'6LM=_N MO'S)]=0*<&$]O32]!<;>;D>Y3;[=(NQ6BYJH21!Y.?!.K@M55; /VF$)/*T*SO58'#8];"Q@Z/O-"4=.7YG18FY[:+$SAG.%V,<"G<4N M]MSJP85/1>%X/OZ]+" !OO0IV&=L#P-':!(I$ <9WITKMICEVW+?F:T[GGFX MAA!^O16D>2.]J 2\1I5%3C4I'(HBB;,ZF,XY?=P 7+GO_X]AV9@1GP2W!(W4FIE??YE.=:5F#E1HO#AVQO."\>N^"S<<<6;M*N\??/(^!1 M3]<@,ZH4WI_7?#1^SQJ59Q92[ZD_/U'OI#'Y<\W[NRS0 VW!LAIVN$,NVKGH MVES\2^9>;%CC9V%KYX 7CZ7OG%@EEL<6<*;UTNK0:M+ ^HW'R*0H+N2]>ES]P M W#EY6$Q3A*TSX ?K0RN>)*X>/VL[.28"93!18]59FH'[GIM0T-M=X%MFOY MZ^]]-@HW-O*\ ^3FY@;*^+\Z:K]^]P3P![GNZI_9FF2O .K39%[(4)6,9]$/!]ELJWBFXG=]+++/8)[3[G& M\6'^NLO2GQ;WJB4RO_&Z/1WUSNS>GBM>9!19+"F(&[OE+DQ+);;X'+4,G9H9M=]]5 ,Z++^VHEZG.=/"RC5K/NSOZJ.C7#W]Y.8V6T#0%";TFIRDGO]9I1(< M),/3Z_>7R[AQW]_<$-M8?NGK$4GP>%_1]"6U[-)_W5E.>M5N\'GTFP00A8.<M(!H*,C428U=DYVAHQD<^96?/&82>)[#XCW:,%[(7S;_P.8!D?3).N=3Y8;-L M7B4M;Y7*;GN;[SMB]?K-Y!NE?OG0,DA V[WBEZ;E,?^J_'6,N86_)P)G"W!'N;W=. MS,?49].D*N"2QYRU2]J3%-\O[84?4S]TCTZ:BUX'E(6SU MOB]>[O)O,5Y4O%76[<$7CDLO&75O) ",6.G7V:)#,9NI@H&,J8[$UK9GL"S0M=3^<&BX=]2,KA^D2+E@+UD2@.71.M+0HUR'.+&G_U>KG9RLCQS@JC^?_ZWZ; M2@\Z59$ (PH'A%.NM-"L-K.ZVE?'M6(ZU:J.?#8K^XUW&UY0D?=>NR^E(U9Q M5>$F=0]F##O2;4);}29O&\"]S=2/U]4]OA,:>RJ9!938A&&8H%1BS%"R/F MB]!;,8/BH4H-'G!ST^&\Y!9Y688"8OBXR[3TWNF#B]7+$LV-6,2$I>>[#W MH.?C]2,;?MX-?^7XYDVD^F5E1]1I;KH$P^EC\C6J)BL\#G9(Z]GCF^#.AAOY2VC0946._'E 6>XA-'M1&T)<$[GF*^>PMA/O.Q0,\CV8S(:QN5IU@(S0V>%DEM_|SV'N99B111FGL;MVBX5WY8H\K@3E-XW M:C?;TG$+_)BH,C60P1=?-K12F3Q0(CMD)2CV<*Y4N53-LK"L9[O?ST#S\7G3 M\3U!X#X(/P5VHDRK]DS8H$.Q:FN\{-.@55@&,#E;8Q8=^I-Y=O[4_"K]>Q90 M!1R(]9WW.F7R?Y&!@P_(LPW5*A0V9V'9?^8RS1, AM\W*@[5]]P+K]/]H,A MF-Y(5$.C+)ES_:[ZWRNL/T4)FE_$Y.HYH,,_P#0*$RGIU8>M\T M^3]6955RD-A)VT[U-7K<9GP#0S8DFB-@;V"NV>0R)[4Y$M_S[O?S,_;*R)+ MT:BGQ_%_T_G\?D,"9"4G7%=O(BVM@%C#-7K89X(1O!\]REOB\Z>87#]4@(R M*W?UGODJK:M.]J9(]6MNOI:ZEM%RK%P"I*/.%;$#]B7RE,L6(6P)WY@/:<]MG!TOV#>CXO[NU8^/A=9.:[6]#*;J ;$:0 -[#?E0UC,U,P3V:]<,NMQZ-7[G. M8BS549#__L881?GHL.[C!%'YD5V8)S- ^6W7L&XH0UR3*?#9_6C";Q5&'TS6%MBR84>5H[1QF8"8WF2(KWA+)RT2A9R>D ;E7P-< M*2&TQ)<9CQ_#6]G"&5SAP[AZ4'U0@#:AOU$M8UWP6>R6N#ZCHHH$4?7=%WL_@:P\2M$&K-9!:F#>UD-MP>E9_4I34D9Q*.J8+.]'@UC=Q=A0>Y1OL+[7WN#/IL>_7(^JY<^V# MU!]ZH)-TN:2*7X/4701HI2%?6('OI"# W60IJ^&_1W9A,CQ=@EDHLRLJK9Z#S MN#//VYS.7.G_>)[&&&PG*#;FO[CXT%'_!K&!QI ..V;,>;RPRY MDK">OS=89ZQ3R MP(!_8#YK>O72:=']Y$4+&,_AX8+LLC+ZWP2R?/]Z#YD5)I_K7+FVI_$E>L'RXM]8$/8R>[C&<\K?5'-F':J\XZ[2&X#4MNBZB\] GH2#U?(C;_C-#^!=(T^"38 MN[^\YD.,&.4.QS\4X M4V'#ATK^%+EHAW/EG\Q_'I1$=VEP/@QW8E]CB; IO3?5'%<M8X?;DHC:Z#S#L"A'"&6UYXZ3V\I*'3.W]15ZK?BRV.WUA_L&.?VNVN0UFB7 M1H@NWN1'R<3 _J^@B67S4&D[IL=SN]O8DMHE]P:AFMI)>,S5GN3]"WRDB>PM;U-=]AFI,%%?:/+T]$2_(W/MH^Z7DV7):WE_B)<7INK8@#*MAO,\'4*]R1& M4$]5N'(A,6^[_H)O-9"RYR=9]0CTV7"K&(ZT Y+1HQ 9MD7<: W/-O(++&(=?FS[SGZ?BK> 7O'Q M4]BBNAD2*-OMOE%%C&8Z.SV0+9#AC!EET MXVU\$K2[5N#X1!(E4"CHD1[*$9&>4IE, EPM"HND[&Y*F,VPWTJXASGMQ<: MD#DF?#3YE?)+(S$?M4XC^XK \Z(*5BI?MNZE"GGKS6L%1(*3S)T/!Z'+/LV M,X8<;N]N7&B) P_-SE!8;(W68*U(R;BJ6U!HH44!1\N(>KFFXINA5FMGEW5 MU=_';^]T<3&<0[HO]IF!]6CVCAU%#-\]O2=/[T8TU_#O"\,LA^P-?U.(Q+Z) M(,3=C;=(.(3N^?0Y@8?YO-U7<]E9ZGCCF:]E;+^BN.3IVO"!N@Q;>&5$[M6YMRSK3RD'1\GWCHRY404'^7-K/QH7.GZ7.IID;+G63=@?X1L_EY/F\HC?.% EE MC\6LI_@^A26\V%K7TK!MCB)">=!3G'1TNYUJN2M"GUJWRU*<4MU]%5/Z5)C]M\:3P@30G)'WA,"V*:T:08;M]F4O1OE./3V@0X_^BHV>F8-1_V$P^O7"3*764 MX%3IFU56H;G@:=]*K)NO@E>L9S=H+-E- NN+D]*ZL7U])9FEOX,B>"?+$N(1V%@8RZ%TG^F:<,: Y>/'L7D[M^7*MH=H!GZ%#T.P;/SV<'O2S]1N+'#R8]O]=^)3E*Q%R1;? G>[*L+LQPU$(-MCD8])??TB2TMF@_RE3MDJC<3+_VL9;51-%1]L@=VH6IOW;RBI*D6F[:AX4*-ZJOQQ+3V>K7YS?6G19YNK#P.L]CY:IHWW/[-V' M%OHAJ(R-M*D,MJK&U));WH5!?IU7KC,E96&]EDJOCQX+Q_.U_@F0VM-+X2ZIM15G/>6Y**X^ZB(M")(:B;$/9N>7MQMX^"%PBD0>,C%C%)TI%-$41TQ;EG4Y& MI&Z >A]D_@+K1 >1)AE>T&1=*V9RDE\ARTND#3 @-_ZWJM5BRKCD:4[_ MCQTOZ\!YPRQJL;]<'X'IWX/^4\2X*$N(4MA:S.#! AP>'IT@%HDWY@\$X J MG:3Q;8F3 $Z&U?@U:6A?Z\^O+\65IZQEZW6=&@.XL4V2SZ$A6 D[I<)'#]V M6B'RR\%%<><^IN)!5'\,=*\<+DN/H0*@75XEHM_;^B,#7I24:OC:VKW_1@Q@ ME3W8O(0X]^,M IEA6(%7X2)#4(_BM[^D^6Z;(2<+$6=,4U+_'C_FE!EN?8^R MPO*V;7Z7ST]XZ<<'+_KOSX0W6>;2/O1IFDGTP^?FRH)69W1Q3>TE6\EIJX, MXR-L'+AW5Y"WP"PP-JF'6T;;^!V<3:41K%XT4?-EQGI.C(49I]L%T-%&8E, M>@-"_=(J8>>X$M:]4.%>-(17^\UZ.TL-9PS8+!]KXRO7;8.'7S*$?,*-Z .+NV(PRBC_XP:AZNK;C]N-;@PE%A7(A#O0"QYV1V%8KBEHRV*2AH"]4(!9RVEY MB=0%;-C%,>]-A(HI_]<.=>&$OO&Q0_2;!DR4T05;:W=]Z%#EZ$6L%>6VI&2] M/PZ^5J;^CO<^0)9Y.3FPI,$\/CG<-%(7K8-+$<\;"9;38H8B?^#WWU)59S_/M6'FQ^;/%93XP9G=N[,F^@Y_^\#2S7_ >U0]0OTV.HS3BYO/CKL)"R3SP@0GG!"&U;B"W- A?O)S7]&1%/OI*?_[E[MG+/:3@Q*7=[M4XM,VV<<#D5U,9,!X#TS?1Q<[6Q2M-_WRDZ>7E,T'UHO.A#<3B%.N?H>X M.@:]9[^3>'>F.O.HKYKWBY'W?-%<)W!Z/G]^)G9^7MDB;^Z^NC%E@>;%"49 M):L2&0\3++>LS=145U:OO+(+3TZ]/4-.07>@(J;U%NYRZ^+RTY%5/[@%5%7YA MUKA8)6&.@>>.YI^]"46R!9-H?:3CS:2A^: "N 0 :5(_'6\!'JW_-9 A_&N4? M77BJR[>9)U#A".2\N4&Q9D[\A/+$SKBG9#))5V MJ.H;T_*RB!*$VSJ*!VM!&?^8(VPL(?.EA? MS<[)4^^8OC*@N6!+\^A1O:!./C<(L1ROY!9D-R6E))'V^%>S(?3F5JK:\KJ3EM:RY=#4B04O::>.'E[*?5VM4]38 7N#8&_ R.81U^,ZMPP\=4 52\91"%4=IL M%A%Q!D]],&.S5*NI66VE:&DN _.O2V%1U, ^??H'=Z#!- $ RN@!JN525\XHMJ6MSD'C4BG:F@u%=]P,=X@45R^N9)EKC;'+I#:5&.?!.RPC90D@!%,/(#RR.K.';4RU-Y9>=. M/W>R(N8^6:PR5:MD$!)91Z.JF6OOX3ZG68?\G=;"2P* 3$?!'_?X^&J>%:90 M["QMI464N\L^5@[I7+)WD+CY\$_!]6>,CDD%&/BMFL33*5=BTLL#Z=Y*@-@I090BG%+CS"8WXZY&AC6W>V1&K:YW1_PMJ'//*XD M0.(:F5.^+K[^08@\55?K($93XGI>PR[_2UK2"RS7D1+=8I?'G/ZPV)^X'!G4H!" M,18?N?401XE/837:6@BP8MD1^'H:"A$PGER'F&W".@201U#8&),=V'95EX]'SZ)GB*!L,6\+SFF=PR:B/T]]7 M5:ZP2V&Q0E:/R8\0AFH^6%[\S&'6H7]C*(,VGPG<^BM8XTK4?;Q*<%Z<=\2"M:/YGWQO0L7I^,-9/^BHY5B]DT#-6*S@=EX'W/"T+!<[:>8Z!E*!A^(_C3/Y9 M[FNMTP2OO?5NX*?FP^GIPLD?_>V!2M%K%X+/-A\AM,SGQC;ON6IPMP:=3#8M0F=JG(+^\/1K14UXXY8'1YZD7TG5EM>_J?[(,D_H07!T_3)1F<"--3 (Q(@ M0Q.(F$.=QVSK[C^[E_EL%6+]&QC+'^"!"PRP2Z=A^71KKCQ)(HK11DZW),I;D,7CBY=YOY MJD>CMX#@L\?ZP:U1B%VQ)CH)]4>SS9*>#L@/E#=>%^O^.2L22_[R8N+A]YCP M(WRLZWMU:*/;JA>]TXEG%6;W%?%62&+\|HV=9K \S]N-64(3X^1OR,2CJG**>_X,%(YB.!O MEHPY!SE6FGC!!5DUR_8EPZG),.]NQ^SB6GYS/)V!\9V M]?A0=9=W>A@'=\%ZN>QXN:5NE6S7P:'&?,^2,5D&EO,*,W]I-4*?EE=3T;*) Ms^Y>UU2X@0ZATGD/I5-X!9[WT]57SX=><=.U9#FFAN!P[X1*/+>=T%!Y)!V M5=1-B@001$)M[XL)X5.J=6R:<#DZ+X@0G^X?T2>*!,&T]O!]KR_KE_^I>< MDZ8!K(-F\<7!@9&/R'H%M-6R"%%5]<@Z1^X51)T0/)@]YG],I."HJDXA'G Q MN!A]S=8?]ZTJUP$FLY3E(=#M(]M-M^]!EJ;DKI%31[3_+ODPIA"6%1R<[/B" M+1B,^83*SX/G>!E>A;'+L7$Z&NJ,.I3RZNN;Y&)X4?SCU_-?^2WKFJ^BEL6] ML*DY4G_;1!M@[7%5S]%F7R1<&+1WI;VL-^[P$^K>1Q6NVL\U4!?7S;FP#0.4YEX6#BRTDOPNT8,A)G(5O M;>J:0:]O9IC\-YHD\\^%W-W5^]D,M-,*KM%MG3PEH'#+M Z];V?RMBO>P,=W MH_U@&Z,B9T$\/1SIE9A)B,LDP#S-WT)$[M2-Y/?0\\[*QT:M-]!?#%;ZYM\%ZH+/TQLZ M"$!)@.>E;GI&<-ATZ>2.)L5H%\%"]$623]9>_E'F+Z1-Z_P)9O1TZ7H2QH!MAT8DP#%L!HQC)6]LTLU4Z$_,E%,B/U_85U\9/993TL7,Q\Y[C=,HD:5>#-6 MCO:KNF"KHI^D0?!=7/?M1MI_]]@D<&WU-MU-]C2-<>5MN#K=U 0]-B(A+?A',Y@:N?5]7#\W6V(U)E!8#'=_D0KPE;/(=;6MN"+W[<-VYV'U;_C^>\]^^3T\KZ$Z= M1;D"T6Y)L]VQM:7Z7 /QG_%]1X>1D\]L,F)BO9';,N]@+'2]*"\/3AS2-,@YM(8*_^O7&0>S&*P^]I,@;]|?<3%E*6@F'HJ6)?^\PK?KWYBH^!7_I4 I9FGA5 MV7BDB6;#$K+FR^S#1$^;-0;';?].FPS=]8=*(8$W:CZ2SWW=YN#E$\$G5QR<MAY6BH%WWGIQU,'A740VQ0!F0->]9'U*LC57>36,#W$IX#'KB-']>ZW?R*^;? X M_(R;@]1!)^)(@*?IY1=P QM@6>H"^<) HC80[@R,Y>5G)7;2(RARCOH]C]O<MX"%/NTN+6H3$;\#N.J[=9Q<>K->^<@,+(9^,TV JCS IBWD?#ANBB"1^.Q:%(M$:I-JF8&5MZ:P$FO!HOUHY'JBHS3@8JHZD@X$==5VOCX[_C\[RB)+/[*D^":0!&/&7ON46FHH8*HY$T_DUHPCJ%VQ:G&D&+> M>)A14F1KP\X(XIA_/^V7X M6*\<6GM!%@8ACDU3'/UQPY:%KC4'_4@Y<(\R<-A:&Z[E@ZO.^]4,TMAB'P9 M\^A(2>X-P0WW:BMO& ;^G=\4ZXD-&WW^QJ A?*U]X M(T09!B\9.#YB^AIS]\'&MW2DUU*"0KKAZK7#,8T=1?.JWYAWVM)Y:'KB7NJ%M\]>A5(FG1MJ:IJE61SF9)15Y/=5OT >*AYN5,*_XH+/Z+4S'^_Y< \?/_Z3 MVRFKTL\K"U<_ 'P]S)D72G/5_F8,-$B!07'3YP12<<&796.E0K0ZASGAP#!=^0&6'KL^5(\XNWM0&I5,(C7[$ MGHSH$9YNIK4$,)$ O^8]>77EB5VH"Q*(X"K6O(?U%A@C\&\;./FL3UK[;I(^ M8-RDV@&V^M,MIV1T&LPQQ;3 #YO"[BDG_>LPM3[XY_0P*60 M^N5AU(58).SOTB!]:IXCN<';1,-DU?X V-(E]3-#9B;/L)W/Y0&K6%^FMH38 M':^1^T ISO89&-^^:P=!6(&YU_%<_SM+Q 9GEZ(X8]P4Q6>"6EZD-CV^J4Y MJ1G4$T1"O$&-3G=U1?1V@[+8A+H4CUCJ^$9*%'@Y74"J]\@57W"/!F0@]H81.E;X'KG].I7]D.B>6..MG9;+2 _.OX]\!%5 M3Z[]R+:.F&I,IL76F+KU^.16KK)SZ2[G1/3OP8.KG+T^Z6'YMATLQWV,,%&[(M#16GH6.D\@YJVDF4P.QZ-)L^1)D:]TMDZ,7/RI_$?R;?"+@4]3E+(^G$;^* MA(3M#YGVKW>Y'4@ >LU1^(R3_'\[/R+VMD?@Y=!HO#GW6Y^UCR"'>K*OH&>>M6C@HCD,]/N2UCW2^I4%O%W+YW>H1'"7&?],>\+?AF/-+G%Q-$2V\]2@;-9'# M9%_ Z,#GZ:@D(WO@RZ/#3?(_%5KY%Q9Y4&?,*@4:Q1\Y02<=?W'>9CQN. ^W

*MLD3#"+]U4>/Y_WRVQ@)1-`MD[;DX,',+@4WOY.=%^6,'OC?;E>;FTDK\2KRO'RO8:K'PHJHNA)@:.W[YPWBU>K>Y, XR3 WXAN !NBJF'=MB%K91WNX>_"H)Z#UF_ATEB[7!FDRDP!#O]]Y,8&*4,.5:','2Q.YW8&*Z8BM MN::FSEWY8<:BPMDAA498XEC7,/7%CQ/O;Y=IB*(LDHP2H4DHU]_5G2] [&Q8RDJ]FIC[;OAW^5NMI^D M5RE'=O;*:1%BU+64:F;IFH/H+Q,4F1?5 T2/5UILQ8)<>7+ED2@RD.],@6.V M?]LWT14SWIRR]R)T&'6O6LIJ2LW2/W'E!R,.1@GDRZ_E8.(^QT<@7.?M1IU_ M0=ONZS]3L;:2O-0'>**FQG68#0-*UIL8Q9YZF&U[L1\,V8C26OK*//9/=5P$ MIMXK.G,D*.(3'-7A> "NO9N5J:(=[=,%QZ/6EKS!+Q//SAA4T6@%]TC'7KYK" M7@C&&[\+R:[J98W OJ]3U^.:?=[00?S?/CML#DV15T$*6&K. D^J&Y$D %14 MR6]E&.U 3"^],.30(R V&3JE0;R@6$<;.*IS?0X2H%["N:P1Q72<)/7_S1H M,]Y+.^1'C YC/DZ8UVW#"]:CX+;J.MCR]..=%SQ5/)PBE9)PC5B1IOP?.B(]N MSD6U%"$P6Q)MXN]#/&HG80M.G-U\!"WK#1#.PHI8CK=I<=P05A&9=2 'UJP87&VC\N*8W)1ED4+0U8Y]5MTN*06>NA7&O5W MM9?0/(U" [MW=I@?;+N)CXQZ[VDZ#4Y&N[LF"+R)]8@K;1KM40U+@SZ-E@;_O MNVP9]1A=PJ1[S8]YIL3B7."?$8H'^=&$T)2D\Q 9D#^ZI? \KM&-UKTY8=Y% M@ 3(4TS[(A_,4Y*9O(?HT]:JKH[*M**Y!4F]LTG(1%,<,(",_7:>AQ)X7 M=1&' K.'ME*.IJ?>\4]7H:K05QK-UQ&LL?TL5R-?C,8>+D" ,9Q.\5]H28] M%&1*D@!FFR+.JO+75RN$_JFINXU() &8?2=Y4]8@RN1NV2XK#QAZ>G3,>S%*L M*B9PSTE1^IA":S.5?@,S5=92]*P7Q^%NT-PF B[D%KP^X*ATMMV^Z')@P&:C MB>6,!AQ<3O-RB\6RK41[S)ZZO 3*PI&M 6!&Y?" 27,ED.74S[!IBY^B?Y/; ML=+:+#R"H&7_]-<"*MC+W:CXVTB.KL'-TF%RL&X8KXMN ^$7\:CW]%J5:&54N*4!]:#'UC'C2B-M5]Y+V* I(MGX'+W&"669YP[=[F$C(__^9AG['W?3Z/DJH++=(!F9C,LZ45ES(*="_/1HCYR"1 MM4(U?P5\89&^/#M)VC/Z M)F] -\T-O95)9VB)U4!IF0S M.=X%K M\Z(SK3MQC-J%4<4]B_2C>9$@BF_Y$Y&IL-TSF6UMZ\<@FKP *?IC*\[4$< MZO5DJV'1@@635%\%YG1N M,3C^<5=*ZF<%1!^?? V@C2)V[Y&:4K7O([VUG77^]?&C35S>LS[2S?7 HBJ[* M%[/T,MJ.L-[")Y$>1\#7\0R^HR]V+2&>=^?]/ZWJ_ 0YH*+A>"]DUL2"0Z5 MF? $I819'NG=/D=#^\!,2X#>3$R-*&&52GSP_UE6LL %HFD$^[_]/ M#P1G-@7SKBV]AQ-4XU0^C3C@+--W2=US: F?5TMGHH#4(.Q7>SE%AQLRT/'&W MN;&FA=T1^3#E9DDOAF70:K3K44997U:FOV.NGH L%@>/]V!L?RY8-NC82 ($6 M*4GDW/9/O (+1YND?@4L/H:;<#[PE:P,!KY0SS-HQG&LL#=C2H:_KYKM.S!H M.M%+2CH$CW>]%)11:QTD^1[#80C[X&- 4S2+M8;)N. IZ"C2"0=L+O577U)3\ M>-NN.# 4]6XJ=)1>CIMS#!.OWES^Z[?1$L7Q9(LM^.#P!HQSH#F"U/;O?NQ/R, M? 44G?#56%7"%-=;[$L;W%.'_>Y?NE.4@K]FO@).UH,I)TC:@6FN9J'_OJ4N? MA4QJ2$_,:I5 F1'R4YZ.SDKRPLU7_(SZ9&..FV;%M#_ Z1(4V:Z$1!XGN(+D M,:*C$HTE< JI5)+XSXV'BN\G<5ZE[SFB/GP+!02\]PD'9LB%3>-_.]_7MW_MT4=U_'.A0OVJL(.;JM8_C1QRK/>7,PMR"7Y]W>\]W@'88/G^Z8A(C[>N+L/>)?-:A/F40U M8X7Z>08"5?/]*R\]CH4-SSL[M)&.#5XA6]"< M.4@$U7I%+N<6^XW7 K\S4&J,66,G52\T2F%R\T'6;GP+\0AGY?G) M:10I,OV$951)Q9@?_\;U%ZB3R4-]QZD\8!.;!O>03[X(1.;CK\8H M!TQ*F7(TO=GD_AO:OJP>/EQG1IT^WF>B;)#.SH"T->$ILNPLK OG3K_N>?>! M&\/GO:&=:4 _=9G8Z$$3E6"\&?!+2.3/4Z"9ZU3%^52_<<2.:HB(F_]W;4\5 MP4MW;SSH^=WD@DW0E.,KK6G3'%?=]>)TXY/T \/Z_//-&7(V7V7W882IBW.M9 MT]KT)PD)M'!=UGS\G'Y8^-5C;)3Q(=B)V-!^1$Y^5?7<2\$,)+L[D 4KF MS>^?7R/ND@!T8R2 %1)8"B.^Y^_A/^?O^-'O +S(@'"[*XN7%# $B8_XH,K MJQGGQ4=>Q/ WJ?'CF]*A*@HQ$V(P";W&F^")XMC1?8+,E.^^_X?:X9$F!AOF4K67K3ZY_A^^AY$F!Q%K;5 M0P)L*KQ.7=1[N5R5,0#,)4K;# GRZ\ #Y)>P_.N./++SV>XO0P@]0<,,_LZ ML5!CS:8'1=0U1;<$A90*GS#^.:./.+A_:L/N612IP7&QK^%2]&%4E@LE I,GE% M1VE_(FLD7O@I>W F BIG.N? JC@LXW/9/IEGH9V58[!0)*]'6_. @A_I4+P^ MT_^H*:O.B_@2<)(Q9?^?B=(T^""[O+!?QVI9/W>-A>+A6R_(T6R/)>%5G(4E M@Y7&4Q(@U4X6OJ1- MA=03L2PI!+2*GTE7[;@IS:)+;NXLTE^+F]K%F&L29N MV#G.#1>4M&-58#5O$P:*%OW0L1_4")3)Q/+YPYSU;HS]=&&KJ$I"LTTI^A99= MY-"FGL9+0 '>2XU*.N.G\IZW:-QWCBSE3*#?=QS3FAVW=@O M)SU:O#*V4B%6T3#N"\']f_3=*=H+"/RT3R^0Y%,28R!SJW+4'"2WQ8T +.W[W: M5]/M< &7'N6:WX]DGT L\YRRU&X(6]X]0&>?,(=LVYD?T+K#FFI1ITB<-1 M?]QP9\DHO[W>U^S8.LGN@139NGB%3\AN:306]AF=F%O=, MOK78/XH7/CX^? JZ\7M$AD?'"FRE740FS,8F1'&HK3W^9B.F*]1@^L,E#K06 M6\+3)W:Y5HJ:*H+\EW1>%K!^!UQ3>G&%H]3H0KGTE;<7'T]OZ6BH"-Y[":"_ M>$] C=P(#>-H" <97+9)W5JG,N,/:\2IP+ ^#9Z_DZ#AU:/Q4@.WL0?0TV6&[J M>,4EZH-TW5X[WJT_ ^/6>\K+9K!+_EF]\ ^K <.:ZC,]M9_>%S M#'54]7'+%$+$8_IOYB'? @#N"CH7)+*%76T$ALG-$Q]A R,2FA :>H/3OI#M MT5Y6P.O)222 S/;THP2,> ^U'%766SQHO$BQ>D@_$]:6D>Y?\\$N>Y[;^:6]?P#[99FPOP%E6- "FS+>&+W%M,*HNAJ2>'K@OG4,);T!!'1)_O- M/D:WR8I?X%"EAC.9*T/&Y2LGS_Y,S\A JA<4+?3;SH^.VQ!6*"L,[_L6S(W- M)3/38>>>))8-LN^OG- >ZLYS*:5$O;>[*SR'CLQ"O MFT],(]Z+T<2L]8V3?^14N.,IHH<&@ANJ<6"G7*VC*3^K1GF4@DRL"."LB$=Q M\PZL>'5X8(IASQ=Q%Y]QTOS MZ^B86;.H(&I)J^BW'TX<6"BOF6.+9D!N.#,7[=G'#M"/IG&F?=FR#\CK.*@> M:KQX'5S#\LMV?/.2](!9.#)Q$=A3VK66UBUT^@";JV,O\O]0]]Y13,U?OV 4 M%144!0&E5Y$FBO06$>E@Z%6Z=$@H4@-$04! >A.0(KUW"#T@O4N'A"!$V=]\XM<[<[,^_<>>>??G:SS/,)99^,/9W_./GNW++"9_URC=FM'_FLA: MX_'(F57QNJI1.'I5H4'YA$ M;@1&B6G%2_J2G)%QJJ9LE"8,JC?T*B9N@>O[-'H0.9N5M$!27:*RJ=$1I=NX M3K S'/H./.=H^2B&MV^5#%DE AQP0[Y[5Z?"9_($DB MU9YZ^Q]HJM&\[1>Y9#DXF%+S#&BP(!2ZH:6(1/=KRMIC<7 $#E@.9N!WJ;B M>12L?4&&L#1/_/OP>8Q446?%N,319L,H#-Q2OXY;WR? $V](CN8IL;&K1=JE M/_$";L4)XHPFB3UJ2Q5:VEX\N>\]4QC#N]4T^W6-HLI*DCCS-_(+.$<5MPJW M"MGUEL,I4^<^ 6)W)?/2:&V,UQ8GQ3W'_WZ:IRVK__T' ,#V!]N\UAZSY+4/ M<+ATK,OX:\,"_98OZ'>2Q%#A/R,WPQ__AOF>DGT4!3 M]^SR$Y3.Q9S:[*+A-]M,ZX@,1P=9=BIZ2QW.%QD')37XI866^658]4<=KO&B MP)"5AGZVIZPW*&@\[-G_WW3N*@)A>+BE/5%&';[PJ$YKG+ZN1;IFL&L4?0E M@)\D[Z=R(D".!\YXTS?'##]W^*0L93W_[P'-/IO9IG78&J%1M&V56 MZ$2E:I:,_B^4=OPF"W/"Q1D_3OA[8@, <5" F[70%7-6$ X1_-0_1EXESF+[6AIBTM'<>T;255RN<FYX^#CR;0:W*1AB-ES58C"3 M#I*IRZ0K2:C\H#C0/O&_OA^/.C/0>'W#]JO>R7U<'8S6T5 MDQ7[@!3? 2\#+]SJ8 86)&:.BJ=0R1&YQ^H1 O/"_#2..ZMT:,X/ M\Z=BR6C\S2 VG1X!,41 5W:-_NNS4P!:P1V(GBP?@!IPH*MD(9NA?]NGZZ)? M"_K]1^@WRHN.05Y<[2N_EX_"@'EN2?NDK86:,#4KY!KO$'MZ39EKI,OFC1 MY6@OG8SX[=!?9(@AX/T[/LZLM\,1 1<1?>\]X\PB@R-)LC@#ZCGDQIM47 M+B<3:@E=:P<@,$K4%'SE-+H8#;EP"0DFU -?E;LKK7NR2>@]$_-.="5_C7536V%@&E]?& MYDYGS(L3>UET"3L[!D3G*WDC/;>8BG-CQ))%"XKR[?.Y"\SSW& '1R$\G;SN9(V&#G@%',5D-5F;JW^V?R5Y?>*L_G+]V4_('L[M0P[J#TQ MV;?V9NC:?E>>T.@KS=T,.(O;%HV>UT:I*-R%XW3HBFK%274>Q5,67.NY826M M_C-)Y>$L60M-:!1O42!T"9ABVYQ/+OI:4HXO$ M^6'A*/08;K[3U,2# ^&BU+CK/!K86Y3$W!E$UYXM, 9WC$%X:UIP1B8SB[58+(KR>B.85R6$4E6KH,YZ MZ]MG049! <0)=0(D _Y"%S*N+A=8WU686VTC.F@4NID3U<;Q*K9>R-+I,I' MJ/W1=RK+UQ8W9S35'TPASN&5A\ ;PYR("X^;WU!*<80N6>2PIK$6RKL:VP#VY=L]MG=[(- ,TIV5#N?NA=L M_B.32S7>7O55I%<-#SA,7/C[6GWSU-!R]0MXNW$3_)ALL?:,W+]DHV 6AADWJ?SK#,1 LZ7\2 M@@EW?-+FG<=]2SZD&GV? J6L(='PE\WTGR=9[FU)=U0)6EU,ZQ\EE<*;B(4&$ MT<=R7^7BQ?.[#K3Z1NJD;1S.*QKCM(G$*SHL9*AWF3!?X2O6.EQM2- B@5#XX#6Y@F;E]&A3W$*M;EKK0,GW<*54:=GKO.!AWN%[+Z#9X%74W,=4+C7N] M+':?79XH*;VK[^Z:NDF]"A^HZB!C&DNDR^GBN=CSN 3,$H:5X=P:1D.$^?DT M;_7P?L:_>]B;'S&#F/SQ9]P9\MB0\O SDZ?&A&]/#F^*1@Z+C2 MMB?0)V6[^)]"?&F8!Y9=6.UHV %;HO]\QAN"]$]6C*TBL(;U<0,=M^^D8_> M8LM\6'C?Z/NSE4CS^YHS;&O&-B@O=['MEA;_!09C@2)Z&-,$1_=(^E!*-)E MBALCTDK_6.:_M(!U_$='::,:; S?%=AZ-_M11T/WVR#UQ>[^>MBD"F7DS6A5]$_!H?U'E6B_L M6W3%>Q>6L$24OF=814V<%&.%Q-I U+,R]*_S"O:ZUR)>AP)0,9)=ZR P9,%Y M!77JL!]_I@<@'_&;ZW4,)^6R>8V87FG..%*A8(-BB##G8ETW>0?N&O]-(^IM M9Y:Y$=NW9*UN'H>8YX6D2K3*ZFY$TB/ZV[LK%^>-#>O)R MN"G8<1/A'*.X7B"$F],-8Z_9^LW8,;Y!<<06Z4)UC$O"5?G A:IV7=J([C+F MA9*XG^>$"L;!:]+ <&!%O[8O0*?W6[U/HTH+L:XS&>+)8!.)_R"1A^5X M&-)[\%PE7F%E):\BEQ1ZD.,]P _>D1+B/A[&(]/<>N-FN%WX",+P&$&M1G%](,5T"$V?IYS0WV+Q0H/YA132B? 8 M59!$]D Z9[':D&14)T=:$5 M3KPX&]QF+/)OGL_RM+P_O9XPH+0KXL;X(&;X/']+U#.MG#.9YQ>EII11T;4*?IE!6>R1^ MBHF>IRVK5.6B=-7$K59P^O0G^YU':6P:O]]>!FYFOUGI.CRFX1?C%[ICI)2C MI-L!65G85U[2-=5PKQ5SW$3.!00FY2'U_?]*VB8LA!RU0[OC6TV=/%4D'PYW M?/- OB[Q06-QZ3C]V?"D>G=G>[A#9:A*0N;KL4B!&$4V][WA MY*>?VN\;.8\[H^%S82@$6#A^[1GIY'+S6WN2N<=]K; (D>5PZ@Z&=V=]/S+D MAG7Z=^F\>X,^0GTVA[6[5==F\^<&O$PEG/3^Q#2>FTSSQZS^P+=DINRLO&LZ M(EEJ8SJZ4UIBTLJY$W'VOS=[Y0.Q 1$IH7H4EI#- [\#FN611U.HII$W:.@T;ROXL@4\CH-=5.^FPG1=D^ M5R5YV<4TLK.\XM;1XF?UM C4K2(,0RW@4/5>-9>Y GUA[@O#@D\$Y.*G<5D; M'P&_ .!S&=L=E8:<^36&NQ]; (M?,LQ*23 <@ZRB1 M^HPKN!2I>G0)8'1.,]Z%5?L@U.L/[\^4>!9KA 4SLB00N ,.6)H54 @JI="' M- ^^C^O%I07]&.QQ_G[?/>BK(#VN+21IYG7\B?,3LWD"U9.6=%;96UZC09OEJ M61]4,-?F^">:F@E;/<]T0VS:,41-GQ$2O\(1+::]J*.NH]&P,XR5LBZ<# EF M"VS%LW*LCM=77@Q)HF;S4=$HH95#\MDG=+[^/\]@#?CTMWR MJ^HK4%&GABCFC%/:6"=YY&VIN*WW,WX,:B+F>&$*518I'A8(B7P0I*S?3UVX(WZ/QOM]WX\' 2XK;U7X4,2#2:4-6!]4-M>E]L!@34"(/G!\$# MM[KP%4_]JAS1N+PPCB1OD8!DKD'2]JHI$8%5?/MVEWS]W+788N7,M!@R^0 M U[>R(]!RJ$:@@E*<:KR2W;W DN32POM5=^Z'CYOAR#:^L:,WH@&K5$GBWM/ MRH6*$?NR+AK\H,HM%$K>\&61KWP>*<8%>RYE>03[A:E+*8>&.=_FL]?*)4VM MV.>]:7RTX&7G.3$D##;_D,RK]OH#]*$D-3,S2U>3IW"8IBD$#:\YG\&DG0@9 MZ_GG5[]Z=_S\"?P49E,K$RFX"UYIDT-HH<,T&@,C!-O6)&ZGI275?/V!?L] MW"WB=G(M4RU[=Q;'/^6^"M.]B-]@+9)ZN,N;_E_T(0NK?NE,RST:TN%W@%= M@^W@80OB.L-]R',<;'R:XU*ULF6A>]R@V:U*=)M8_R(':O)WD87T2[&%.?K$ M ^]:HN7#.)>T/4_4 N)#5^.05-5->@ECAIMF9S#SZ&QJA-:NG>]S3\')V@'+5&-2HE M4E<^8[HU7YT[^_A]%=&%)>O^[G7"Z54PS\(Y?S#]+=ZY'MGW-@6;5@:<9W- +^%=389)+P%TZ M-!D&T8&!;],81%+"[-R/*8T^B)7@#"U,32OU5>*\[K]UL@L;R!4$;]7G]+#R M^ZU*(/#ML_9H@FRQN/MT&R@;3L[%AP[AH#<;7@#!SLC Q>ZWD;%@VI@827-X M>"KB0]F=;560K_3V=TG'OQ4-B&VRVIE+_#L^+3===S^UM[*AFT1'8YX1,_F*.MM0$N* &!Z, [!O/=YEO<73;9W4]/]5"\';-8!IUP1*7_OVK=7Y)+&=]KA>5* M?!3!B)=[0]TN!LGYL%5M=L%CO^22UU]$2=[,/ACY< OOO\T>E]MN; 1#TT+G_A$N ,Y:N7NXIK! 5> M30)8@4'ZM)TNJ^2^[_$EH/2-6QWPX"W!O!%:Z;T,\0&B2]I X>AW#=W?=#56 M7(YM[I3F_R6,V2LV5A/G6"?,Z0)EYKGTJX:7V()S-2ULTN@&\!/0UFA%9!8 M? %*_4_6/9I^S7L0-[^7FQ-UB6T&S\G/HW@/+8)1[RR2 M-+\[:.JFB..-H_+1(8K+O W8+TN_ [GN*)(9DD%_151[_@\TK=":28)$^R+VL MV^68TMP0W!FP&S$W6W=O3D,K+L M^#684"!W5R.94U;C Z)BP6,(NCXW.I9D+S3^1-A:>_E_8L_[''(7:*>IN!:HX,)YKG3&$]CZBJ=8@4VC6_/YYQ"M:+,B+M, M7V=R>P:\AZRRG[=Q$BAQ5C)$T]J"#X^HG90CNG;+KFODS:F9L788+&7@)^9 M.FN=9_N@)A65XR*8QH8CHV1NC(ZV4:Q3S\O/!,,TX\D/+;4E5FMOV7N/^\'@B M@Y3='0"&'IXAF<4!BER5XO>8\'70@;1)5\V9797V6#A_D;,2_#/+N+Q34YGE%;?MK($;/*\Z1@\2.KWHDZ:P].9@D+0\N;_-/OYVD:4MA#^LVW_R@E MTT4(,\NSC<=7:W\X,[F ?=LM/I+XWJV&Y6+2 IX(%DQM-/OL[JVM$?&1^+C M/W'UR=YF>N!Y/-FOW&B(U]LM_A!A+QHEIO#M"?UC,7U]Q7O9-/XW;CAM3B'] MXOY,Z9E](9WES'J9X5?I3@1FP=,QLK: 2BL;?]H4']YF0NZ"8>+O, A=B^%FDN_W\-OO#3Z;;AB;OT' 84H&$74 MG=:.B(!)N^R5)<;C*D7[,3JOE4/;8J !5YC^C BS:IHLJ9X M/BQ.L6ZU'NEH5E!2]P\/G;,#RRC2N0B9D5W LQ+V2'#$WAB/D>0%NV5$MR C MA&(BJ>F^15>/5M>\(MX5]I<06&>VGN\B)2IAH3E[HFC(=CT"L3I,W0;#.UIW5, (]D_Q=3(HZ^_23 ?M%=3#][RK./R_F)0$^S6=U!^.:IM()XV(9\6WDK,4%P=]3R<]+2NX(AWYA[_G+M=$H]3R!O&LX(V=]\;A_O/39^%B_/3! MB-J(5PJ0@G32@%K, [[:J1/;*Z%WX5.5#A<,5;3NK"SOA_*3Z"U]TK'2H0\ MDC^(.G[N@'.S\8:'"C0ZZ*C!E^KK F%VE-1T@$4=_U&EV0>0@Q\7MG&%34WTB)'OY9 ME\P- &RBV=\4+WCV+R!E,Q$@.N*K7A_E6UAY3[?4[G]Z*+BG ;@+--HZ/U\\Y MTA>QJ#TMR-S%G%&L(4.Z)-_^8'T5]EBVV/ \@ 3.,2R;?PE0*2B_!##X=HA/ M+6C.HK9RAZVW!#H\&>_KO5.BT]3_?DHBJ9S"PM*B=-([7LU+"B)1)(_LP"B M-5B9KGZ;8VAI(FA? OIWB\))/YTT3^E[_1E=<)Y^N"8NN1KOQ=]+9F]H(7VAD$_4_XQ- 2F>5UT;RGJU"""C;&%Z2QUH^#8JW- M?E:MXCG?>\T2-Q0VXR,1_+C!" (Q+*5V>\S!0UJR/!KJ&NH(G-E>AA>;,Y&'6UJHVO \ MZ^!-;(HAU!"V&"00 IM7UX(]CS? N;WCYSU-VG>E4>3\F-Y=&#!*=^E!=7UWB MX_A1N?NN2;^FI$KE[@[XV]4=45D+7"1>3&[YB%/NTRY;@>]A% MY#3]0LTA-- VFF0U:!387OL7!GH8BU\V.47NZV*$^,1CUJ]G!^=4;+HNO/8_B MFR.1;J5U:-[C2H\+4G>0.82^J-FY:J#D'0E]%-(P^&'=AO-IPS/;0NX7$Q.> MW@T]G/S543IO#L9Z^@5LN:C4GBA>9>?:_;WFCX1#W2&/;X9'$*4I=SZ6-M__+!_<.ZMGIV([BSI!=(;\5V]G1PY;=\I>9QHYA M+QA*'/GS& <$IP4!323/0@JOE6:DB4OB8$BK9^Y-C!&QFQ;$S 0Y L Y8 ?8^Z M2VV./A"8SP/R3DH.6$L,SW5#5&?(W29T(*PRU?:ORN":C]DB]X5FSX,0_(>ZE5_*Z].>V!EDR; (_DM!SO^L&ZST M..(LF."O,L>(^UK'>$'_A(PP:,Q/1+CFB" DZR-V F'HHN*F2T! BM,E(!?, MB'\.P5MN+QR16VU< IID6R\!&QL],&PE;O?D9NW?DC@Y> #]R7 M $\)R- $? N^!-CS^5T" M/AE>$;GV01QM[VPYPIF/!IOP187NW5H1GZW]^SBTL H/:*+:GR+&#? M(+ 34X@_:[/ S91@0G*8<:[;&&-]GS: S1<"I^^L-0??TPH^N5(NH/:*MGP M&-3!.*QIT%&!KH4ILJ3;HR4,3%:BDE)F0(U!"SMK> ^$;'W+ MLH>K[=&RUG5&TGMAK+]#+"?RN]+BQM:-?Y9Y^^T;!C<9TN>V/Y],\(/M'\%$C8INH'Z.B MOR5" WH91!_#$)S2DVY0*&ZT';5C@?+M+(\Y4!CGFT#&Z;^_IZ- E^VP/CBJ'8*))W,*WIY[E3XLU#\\OS^@IJ-9-C&5\6_V= M\2P_'Y@N&U:!6)0#TCOMO4O5'TEM;BE:EGM0NU>*]/7XFFSHK32Q[''+Y.78/-MIC&N< DP -U/XRWP48?_ 0$#XBTSUG=$]W3L$XEV+.$&%Q'RPQGW3W&S*RD?*

*M6!-KP_LPIB^7!81Z0,@2IW&\&F.B03%NRG[" ^[FGNQV6WN;RG<_M$Q#4U%5?LO-X]I"%*4D[^6%?1E#+25'M=70TR86#5-H9;>]L/>,SE]*YOM)]*
M8YWPF4XPFRGEC[>?B2AO?%*@NR9PO)TVNSB@X>HA"*8;$5"^T1BX K\ER.[_MY'V]6L?UUQPAUUM2#2);(>NRLT#RO<=^>6BZ1Q>HT>|?(\(@H\/Q(H36:9'Q
M2MD(E"BR;BO_D-8[5/SDI5M?)B4)O:2V !O@P@EO)!A^^;'\<&AH[\)|TV M7V&][94*!6G=<.@|C?NS7 I?!8[+.4PN 1(F]XO--DP% UB_K6V>+SW%TZKX M253O-I-
+1K7+U(Z/\3&J]2>;R>['%">_M+UA+WP.?JI&I=<>CEKX189-P*G9 M E]4-9'#NL0&2E)V+7=*MV]#2WXM_3*7(@G3/R:+MB'WO 0L^W)Z6!_F$-ZG M& 09Y$/??
*=THL8V%]GG4N/GK{L!3V.,;,D3\&AQOR9E>B\|QCU"NPW= M+,1??@G/=%9_6%VKK]%FM-
%/DR%,D"G#&9OY*FE]GKZ=)^WX9,9$F8F2],/%7^FPO/SIS[R3OX*&X_P8H41NA15(NK.^L[#BI%NE'\J:42\LF= MZ=:5S>97-3&*_Q+$7"!]K7DE$;
[@DD(B&NN$8SDWBF>Z8,^M_G[>76<:4YEV MTR*"]O-M4[>_H9X08-P0%V.76I%WKKA:S0?\>S#-<8X;|/G!VC_]-[?8+6 M3;WK0.VN3Y9E+Z&0/CR.:1;O2E^M\Z-
9L"*$_)&VGMZ#_9[0 M9X++=S_1=]U](@GN;6)??/+Q_*M0]/SB_U.O,NO&AW8?=(FDFV9,J.,J1))7]K MP./#99.AIFEO?$Z (IZX6TL[#IZ..O)9>E"=MS=]-
R[K'9NT7?2AF/$B
M7R5G=1M2.R//ID^W[>>+EW])/EAG;%Y@1ONDWMKMJVE9L^\I3"A^XI=T\K)1 M)$/N3T6,5<:SOO"E\+?0!034?]7,8@VJ6X^+4/:"W.NW$12,8.E>>EG1RQ;W
MG;,/'HCA1X411"HNP1"^#27&C2C[V?O$'-M@HJL:9ML=]3O.GX GF5<&TP#KS-8K)<<<&)NMA>4US*X>,G]>QK=%5 K,IFG M|(R(+;F"+2"MX^*6&"
(],&%8";%T"7CM!GMCZL>[Z'J"J44AVA"1JBC*N@+7 M^&/]NSM=%B^?\C]O+HWX?)#D$W?X_\[6OQGG%QP^FF_TSKMD&G"
MD)V\J<4P06>,0*VW\"Z.E^T#38I\ZZU%W>MD#$7SWiN;81QS!<:TL:W(\ M,,_Y'&5>+VZ]*M\96F>HYGFB09[^@&=C[_QTP;YC\.]",PB*".6) UP7V
MPK%S\HD/_/W(<01W\8O&2/KP-G5P0SB*WDKFXY3YELN,=7'Z-7C+S%INVTC[M\D/@]NIP2 9/.M.>&0E5CRPIN;09!9,WC'(^H:9]X+[BRJ+(K<,:XV=%)?F
MP/)4@/VW.9(CW^RE:OH-+>AL/\)5%5558E=-ON7X&>M'I# ^]W#>0 MIY>!%S>2&H"[#YV 9V+\C!?%S5V,__V=5/Q_S(P@:XSGDSCYX2'$M)&;_KC> M%3-R:%
{6;+9KZ?;1!B^G]<%N%K69GT>#:K!;O{\9/=6H'+C72?@3^2Y=:VPG M;VX*@H5X-#?$*.5EE 949JZG)}3F)LFZ+DBIRNO)GT#"K8QJPLL MP3S\|'F\B!O0UR=
[MUSPQ@,,Z4>LQ'G,R?9>.DMS21QRJXJSB{B)U/Z{[" ^ MI-(6Z=2W#"@232]S+3L%WPI? M//]ML-7'<2P7^,&3X8V6C!3D=;,=[Y_C'ERA_&EA#K]
{6YE'5Q#+++EE&'4 MA$EXNT%?626$=Z(5R'JODESRCIJ?S,^[C:<;L.=]2NYIZ97PTG>O P/9R;1W MOVX]"2RAJ56FB,R>A'2NDA"D>LWQ67@4ZP:41&$206'4*H]"
[L#B_85HE7&U MV'<"DXDX#4$1WNQCO'BT_&&>K'TU;%$60;_W<>+%,9FB.\+,4OWNV""3O=#4 M>_0I.S!7MC"C=$&_@%EYMNAWZX!<-&0"({UZ":BG%C?
J*1EHK)VS!+]I2\({ M\,E;/6'N&I[-5&0]6/T2\,(76\\U*F1L@(33HCZ]L+(IR>*8+)RZ+X^BB6VG
M\\X/Q2*&H&N1/5LJ$:@N<.'I\&GM35X)O'U^0B/]QYUA2<23TIPNKJZC5SW MHL7E^=5!$=GYUW*Q\)?I",W7#^UW:;=3LT[&].J9.ZP+ZN%/)MJ<6ZFIM-
)F_L&%*1Y> M1BO12$4V*R\V[^<8C+)X8P7/P !8<27=BP:@1BG[R"WB0P+[]XG(]Y*]6YF MZ:2(I.X^8*"BI6!<6 0&@705DY&"AZ\:
M8Z75Z7G&X#&9.1F?)'^U;$#OH"\!#?&-\Z,V8%,2V28X\U,F)W+_NRI91,>/ M&O)'(U)5I:.AQQCBFKCJF3S#U$\U!D-_[+]0=']{ZP9&@#;+Y2P*1LZFB0HN M
8NRC+1P4GH!R?:QN:+)^EQ92@]THM EP,+QHQM (JC%#IU:QZ)/&R_;I9KM M]!ZY3BH:B5$<%M*H.NA:AYL@[U\W8Z]&6$55==FNJ129@)Y7<23ZX>G"H>1Y
MKQQ3PL-'ELQ>SG9BMWCO^;>\?CM^:+CQ6Q,F@5@=DQ1)-AZ=?^1">:<^6RSNO MG":#_-HS@UAB;>4"Q8K]]/=.CA@&K '4W'F"ZFU/*9V/_H[\(CL8,,G'0KZ
MD"HHM.A2LN'XG/L\B_7TB':7[T2-N,VH'L3MB&38VKF;0:?9_FG:O'>=G1!SD"HH*XI0&LK3Z MG+'.29U*C4S_%%)LF.]=885K49XFY7S]?'@7U'-
LT'QQ=HX,/2#RH;!)_MC M*29%9DEL_KR+:+0>0:?$T 4LQ[HHZ,6\)JJF.R:X.?:ZI5S<_-Z2<68-!^)B# MSB\A;D.HG*X_K>/M8(3]0T*8@H&BD9^-*23MU4W7X
6+I++)E*%@)Q8L]%KQN M'W26)''^4**B(_S 6>R\^9E]G7@W_"J1\1C?'5K?D1R91I7F&+R,FZWGM.LD M?>G*U+U8L,W49>JLR,P3%Z^3N!#MM0FS V"E"] O/J19_C;7
M]^X-@<,=N,N\4'@R8_X@ ^-]JM+/]RD[]L=:?TRH\22D(*$%07K_.G"YG@58I7(,RZ#K,$6I MO:
[TJH#Q5VQW71X4WX[G*Q\W=KT95RI14C.G=4;D$%.&9O).RS%*Q!SO"EW(MV)8;=P0/+N>2/0\FI#'?<7V[_MV&"XLZ**4;7(+?_JBO0/I9]<(>W!
M$^+SQ;_U"]MI]R;JN)2YPB[6#OL$6V*\UC0Z&PQ>9_^$G)/YPJK^&G34=(FTB-;V\,K\^;A,C\ M[4K3^K!4,](552+-=N<6XB=UIEXMEL^]OS65/RG/O/$8]]JX[F]1"?
Q,D[;% M['+E9P1I31,GSG9447Z5Z>\YMN;[=HYLA7KYK$PZ79U?$<;E(UA/N|RO;M=^M\#),XX2VN($Z#TLO*Q5+[S>Y79(7W%>54]TO91O2?4NU]D,'Z.RVSTU*]M\
M>)6W';++71%'L,?761W#I%2IUF^K@%,_L<9:?X]$9'^<^/WA6OV&/9N2G_)X MY<);'&N*DO?3?DF2_*|+@;8BG=(I_+A'+P$BX1.UMBT"/GZY*,-^%U?X)_ {]
M_,]F:7WP'>EFME-YY EN;EPO'[OT6P/CD9'A3Q2E,%G,^ MCIA%Z_=']W-!..9M/*/%$'E07MU$O/SF6KX[$\6N MKX;,!EG_>5Y1 PZ3\F|\QU ,6:>
<2M^D./4X_YP71"8D;V.!19@MI[PK@Q/6 M(?>H0((B1.DGQX'>)F'$]7\>8GSP%;LF]9(|,T:#3/5>CBGKR^TL?Q7QEB?G
M#7\;#_+M(BR%X]3UT3'<|:>>K^0PL'7]KT"I;@K<-*8._>|^_,G_0\.DG;?7 MUGIH3]W#GGP^HTT9WO.5@$;"$>[-%:O(\&4_9&:\9T9=^_KCH9V0%W!94D8<
MKWI^[9#T_G YIK)CE@[5$YU^VLB2#=LOC=0UAK&0K=UL]B&K$X(;']M0V%H\ M)>SX:'^(I[@4FT\I-5TXOKV]>L1?%-!^4[A:MMEWMSD)6G9M#!#F6D
MUZZ@(@>TO'7_QHU,:'_#[WG4-+K'|_-Y?]6"'"&B?_U(,] M#T+ZK9--I;KIQAT8([_0QK[ )8#!H-]4G9*[4!*]#L.IA>0)NQ_U_0? K-G9
M+Q<5LA13!]_=GCL@G/MSLPZI7\BE%3@ZF&"5>0I 0Q0CVU. Q%28RZ'G$ TX/3O&][I-EBDT{]'9.=YQ]1U : I7$&/#+MR?G85 MFT"R._3/^,%N%BRD?>F%P
OS/<\F=]HG*@V%V=/)- YNI&*7@+ _F(AGMDO& M4J%9L[:N;]Y>+^L:HU=3ZZHJK("YHH7S8HZD9.33F%0A=%GU/Z9>G>K8FP"R
MF;'(6C'8_XU2Q^Q,!]58AI/T*DT;Q[@=NY(KSL3EL?5GOZC)3DCUEC'<20U] M!_2XA:L60T8;E#\OCH13!+5.@M'# M0F+):2]8M:)?
CK.^=/$3<@:).9G^*LLX;IS]CDF_^839\";W._YEHS.-4Z2 M9R]DADV*'UH\\A6#-&!K-6\$H7_%>?^1@7T((TA^%57V ANME53!-&4L8!#G M*XBP5
2NSP>;"2OGQH^D3^L+-L.!?=;Z'_>D M&I[1A;E:F)I+[NZ*[]3U:OMN/K=F#$)RYI5-;S(&XC_0*QORS27.EV"^I;Q" MO891#I2W@6H80-
18.>]_;6A4^KO>]CXN1W/E9'H27<=W944KD8QZT-MIW|OW+_ E]YE41Q-MGCQ-U!!8WCM&F^-U,^+_ +&ZU\+0(/% FP$\/Q?E]#R M0U-
.CE=T&N7P>_]!\12/U.]^< V>+C+]'ZXF!GNRUW*GD:\!&@G3:L_)#@#+ M5)]= LBT?B$3O!7W#<=XRN%'H2W"C%N7@&+9Y@N;L'#:.A NN,M,UP&ZQ_;+-5[!?
3(^^SP5!K&QU"_ MIRJS/W6SP7YQU!A1?HB'^_KV\XWDM6/HT%9(ZO.O&Q::IPQ+O-N[?+O&I[) MT.1YBA/'K*#Y=(MNFG[\)XZ_P;T&RETQDCG#7/?
=CSOI:5T9,D9AQ*^G=>-@ MY]V/K>T,>*S^R M_A\%TV39*-O BA?N\]8K.%S1B&@X.!W88YGSLVUT_!,-V6I"8?W5WG'#:5*0B]E\'L1G+(EH10?W;+3
M:AM*.KE8N\"D_0$+!OCXN1W/E9'H27<=W944KD8QZLT-MIW|OW+_ E]YE41Q-MGCQ-U!!8WCM&F^-U,^+_ +&ZU\+0(/% FP$\/Q?E]#R M0U-
:CE=T&N7P>_]!\12/U.]^< V>+C+]'ZXF!GNRUW*GD:\!&@G3:L_)#@#+ M5)]= LBT?B$3O!7W#<=XRN%'H2W"C%N7@&+9Y@N;L'#:.A NN,M,UP&ZQ_;+-5[!?
3(^^SP5!K&QU"_ MIRJS/W6SP7YQU!A1?HB'^_KV\XWDM6/HT%9(ZO.O&Q::IPQ+O-N[?+O&I[) MT.1YBA/'K*#Y=(MNFG[\)XZ_P;T&RETQDCG#7/?
=CSOI:5T9,D9AQ*^G=>-@ MY]V/K>T,>*S^R M_A\%TV39*-O BA?N\]8K.%S1B&@X.!W88YGSLVUT_!,-V6I"8?W5WG'#:5*0B]E\'L1G+(EH10?W;+3
M:AM*.KE8N\"D_0$+!OCXN1W/E9'H27<=W944KD8QZT-MIW|OW+_ E]YE41Q-MGCQ-U!!8WCM&F^-U,^+_ +&ZU\+0(/% FP$\/Q?E]#R M0U-
:CE=T&N7P>_]!\12/U.]^< V>+C+]'ZXF!GNRUW*GD:\!&@G3:L_)#@#+ M5)]= LBT?B$3O!7W#<=XRN%'H2W"C%N7@&+9Y@N;L'#:.A NN,M,UP&ZQ_;+-5[!?
3(^^SP5!K&QU"_ MIRJS/W6SP7YQU!A1?HB'^_KV\XWDM6/HT%9(ZO.O&Q::IPQ+O-N[?+O&I[) MT.1YBA/'K*#Y=(MNFG[\)XZ_P;T&RETQDCG#7/?
=CSOI:5T9,D9AQ*^G=>-@ MY]V/K>T,>*S^R M_A\%TV39*-O BA?N\]8K.%S1B&@X.!W88YGSLVUT_!,-V6I"8?W5WG'#:5*0B]E\'L1G+(EH10?W;+3
M:AM*.KE8N\"D_0$+!OCXN1W/E9'H27<=W944KD8QZLT-MIW|OW+_ E]YE41Q-MGCQ-U!!8WCM&F^-U,^+_ +&ZU\+0(/% FP$\/Q?E]#R M0U-
:CE=T&N7P>_]!\12/U.]^< V>+C+]'ZXF!GNRUW*GD:\!&@G3:L_)#@#+ M5)]= LBT?B$3O!7W#<=XRN%'H2W"C%N7@&+9Y@N;L'#:.A NN,M,UP&ZQ_;+-5[!?
3(^^SP5!K&QU"_ MIRJS/W6SP7YQU!A1?HB'^_KV\XWDM6/HT%9(ZO.O&Q::IPQ+O-N[?+O&I[) MT.1YBA/'K*#Y=(MNFG[\)XZ_P;T&RETQDCG#7/?
=CSOI:5T9,D9AQ*^G=>-@ MY]V/K>T,>*S^R M_A\%TV39*-O BA?N\]8K.%S1B&@X.!W88YGSLVUT_!,-V6I"8?W5WG'#:5*0B]E\'L1G+(EH10?W;+3
M:AM*.KE8N\"D_0$+!OCXN1W/E9'H27<=W944KD8QZ

*MRHZ=Q@Z)/4/HQ__M'G/DX|%M#O M+1,.HY4@H9W%"4QHSAPV .;P'$6 O&QG2#[57V7YH:"L6#:!Q->;LE1K+W+I M1Q&5*98QCS A,<&44X;C/!!1D$2!^AW$=)RA,[&Q:*@BWM)"RSUYF#4X!Y*9 M_CL0':;QK=0]BL[':VFZT^\1H1QI]#DJL^KPB*C/M7;L<7B$XTM)M1-Q^W3/*

MUNKKQD3>'"NC+.8),S#+)+ZJ.D3+TZ\,"5&F_K1RA/K8D<+M<3,%/!8^O'X MCK5,,"4S% -4W3G)NE5TYW"EV:(|)P7H1W=./P!3B29#XO]/#7VUJ8J5VAX[M;XQ'7I0)X>&4>@03+Y>8LR&68\MP\3^MX_:G]6D40;2D"\HU. #&L M(P[$@VG*@63CKJ:1B(3Y(=QIX M#&@:N%A<+Y>=E;DN2WWH;F[8N^^-B? J/K#&U'5@NT79OZ1,WU)'GW_<,WK#5TN MGVYH(?Y6[;):OLCO]2O%[C]-5=%DK8E5K,@5U6$I: M+T@$@QZKO_0WQU_BA<5UU#0[0=1 4%_2[Y@8U[#A29(CD5@IM1& VQ8:(VU=PT'MP1?^X7GV4 M:^#F>O#2Q*JK:.&/;S\!=L]#D<95T%H:F*YM!7&\'Y[DWDI?#E>:33%."M#7 M@-,/V*

5+==6GV"SEI_PM+5=JU]3W/K=?:2E?T:K@.CQ;+#>ZL(FR9<^0',H/&S+Q:SAXPNA>AY>OG0YBUC;E[+X_+W;$&669 %/ ME"G+0HJ)U%?)*

AQ[,>,"YGDPD^,@VR]A2%-4 MO-F!C4/.9U>8.N#<$$8-99V8^Z6XE[KF\=>/-^-^19D+]8E,:U\ /@V$0?G:" M S#X; A!YU

*{BD6/2FH7BZ,"QA'%'1#]+0XT ,G==+U@F,]!*NLO^KC@=$??YX7/L<3LU M5>K^L*[H\|=RO7FH=DG3V@HT/3 V4G0ES^M5]9'>R[;,;I$R%E&I/*8XTO4V*

M(8\PRWV.%9$H"RA+> 3*4;3D8V(UWW*%&K:0I@LLH[P49S-+, -Z,$MA!1S8 M6%PHMB-C8LO%K,;F0JB>&Z-+EX-[^3?TZ6\ZW;;8.]VCWO7\$.QDN]K>3_: M[LLE>F40A%'CTW@>$N^Y^"BWS4'|&"D9,+$-,*VS59?S:W%R!LW_^%O&;Q M196R,%2DZ;;71(J_KI?]W<_UZO]^-CV?CBPS\2:HJ7=VO*&/>@R@S[+>E"MT M?;_>#*2X@X$QT&1WF"U^\(X8%IL)]B=!H^L/9_VF@EYH+F&K]A893'%L9_[D8S4\34RBSD-$)GZ,D91 M19HJ>H7$1NK^T0GD.N,,,B;W-)?+"*

[RST.^.:H7=TK2ZPCDC,^0ZYW+9+i;]V M3F#@ZJ9G6<:A6Y\S[\YX S3,_>%MT.BS5KE,%UX.G5]A8@.BDZ&ELT+J-MPMB+WQF-B_8I6&-8?5K*

*M\=''%7CQ&/2*R&',_%IA(/\8T\B@6(A1Q)&2F?@L)<9VE-+'&=G11G[!E%.L\ M6&9Q*B<0P#363GIP*&I4,D?!IO-T9@TGC8K[/& T_H*=^KZC1?DWNMST#N[5 M/M^0"9G[&'$3+3 M6V=RPW1W+_*SF^ ITBJ-9'2DQ<.T9M5D([&?:[/92W8;W?3YV?!Z4^K2*-WW M9ZGG59SHC:T.XT+$>80920-,DBC']>[(&<52IFE_:5 ;'-M#2?'-*

*M<7PFMF&B8!#68F7.$%-AE@V1V9#W.ZLYH2,!S/S0I\ GL@W;;5U/C MM\W.Z+S>+F#(8DEBR1F.$Z8.E$G.<9:DNEV&GQ#"6" DJ!3I/*FI8T!-=>F6 M,NI(P_:A 9S,-AXWT@/#/R<%GZ"%V[APCK.2 4*S[AWC C_?+ S>L$R)DF7Q M2/6HGU 4^52/@OBTVO],D5U$8>H3Z4G,219A$]<"4^(+'*9AFN>)QT4.2WX.*

MHSB#/C>C<63U$[I3+%1HO4)BQP'2LS;+C46"XSB69LKN%"&8SN_)7'"%-?#N: M1B'4_Y7BP6%BDZFXKE*81NG-FZQD*OY16I+QBW#'L>DMIS-%NK$#@/R-$Z].MK-%M&\) ^IE%'^@J;${R@#!]%WGH M,>N,X^,[MMZ2%%__^+#KS\-P0W\]YE(';?X\Z MV1$_= 6.:"8[E.=UCLZJQ!]NMYUY%-].G&29!1B&8XH3&P%MO3,*

*NZ&H)AI^D6BPK0:)B58?<|*XDA5C|>?52W/ MBO=XB_L2-?!=-)WX4Q5D>XR!,?EA-$:]3+%.E-A82I*P14,T6>""]8BH^B-,'UA87@CBP" MA/*LML("DN=6Q&8)R^&-R@5>KVYKY1BTK0){D]R(" 4IYGDF*0^5;8D MH5B&dL'^WX+]=+-[-]? M P=9#:+(*(V83R2.(^560X$3E,>X30664ZE3Z,H63PTH\UN:UK6\R+YG+ Q MF]_HL@G*FO#Y%VOTEWR=$2D77 B+'_,9I)&*0Z8VMV(%ZIO9!P%V O"-$II MD'*/=EB^78F70')+U@9'JMLJ:$OXRJAW*7Q,I8& MKH9*#I&:=P2D@=!' QM-WKE@*MIGR67QJ-L0Z;,9N\%HG$K. H()D4P/^56N MK*1$CUADRIZF5)C57XZ3FN5ZKMQ3MIB)=AHB,T5V([C-)5V/;'-G/M5XM$'A M7$Y(.TUH_B%I@P*?*

*G),V_(;]U.]WR_6WPX2N($U23X_D)K2YHDL(SCB7.,[U M2,,@$(DP:EP[2&7JJ+">]ZR)VJ6[G0;&<-N]5%S@?OM/0NM>7)5.37ZNW=)N+#KDE>H56 UE>TWT 9F9B M;EAA5N6P(UA_\ORYR_(MD^IOFLWFH]@Q.E$3L0MAFZ*CF"U++]=>[6\OC{3)2A_+^JOKS=5O;Z7Y:YDRJ.>[U%=;!J4CT,RX6&6 M41^'D0RC- SR, A@%6E&=*N0@-!<5R#!GO=-L!^O/1V;O73]BR?1")@4DH<2*'. M3A&-,2J)!3%@4Q*+G&A.C$IN26JM,F*B6CM6RS2(2VXQMP88$1@*91*

M3;>P0.,IXS$U6Z$_-,$$1*(Q,["G08D9PY[FH-P'/X$O&LY[XSJ.4--A/6F M++C<3AI:D#"/_2P+<)PE5/D808HSPG.L[%)@B06G]"PZ[=SI"; ,>ON4Y[*I MV7|09-&/FTKH:X[V?@-XO7$6+S,CX (#F.)KBOI>I[O7;*CNAXHY'!6#GR,P[\&M$V*.)7F//PY2WVB6",>UWIK-=*\G[K'6V0D!TZ??/K[_\O8-NOUR*

*M_>7M[>7<|SR0(U/]W"K)]T_]BK26VH693AF??NU/_$;N]UI.U'RNATH^7<&C-W7K)[@AQLUX6>K;13;G>3W4W.%<:K#++=MM"LR"T,=I'C FHBB+)8.XM)9\ M3*Q*UU6UN5>ZI#XGQ5>ELZ^4H1>;:+5U-RWL9)TUP\5%9(9UM;GVW;_MQF.V- M,X ,4_4M0ZCC"+4L-;OIT633J^U0SBNTY\W=]GHA.(YV7ULN9MV<++X3J^=Y]*

MZ7(7I"Q[O211C'A7L08#V%.^4DZ MTWODS27]:D<0T88#B_2$(XC,,;W%8L,L22MO2^*[2DZSD8X)Y#+1(0C&O/G M()P3\V3ZP=F'87HI9+%XNZK5N?L+_?Y>]{6*O.#-;4!K$1:>BS((HD\CGT|| M?1E@&OG[_)R'/)>)O<T2V2FEBKZ*EK:M&T2'U;OLS4])QO(85U2D*,&6U M!L!8:8V%&S@+]#5:G55_V:OJ^,JSJ*NQ@%N5-7_!,LRU&ZG]1K+Z_;|/S+X\ M,N TS'V>X<2/U-[JL0534!TAO# *,I(@$D]RO)EAG.340?#>,/D/Z]4=KG67 M?LI,..0UCIUA\,LI(L PV',POFS!0#U&NNF?:)*

*(B4W/Q7<7*Q@G.&S4S!N H M?F,^IL4<%L#-?_6EI*N*%C+)9Q,,$UZY!#7] "C32X">-BVS H;S.1 4Y'4R: /\NLY008,F9D+ M;+M)-)."#IM35-,F$APEF:AVB*

*(C&661H('BUH/%3/S)\U) M@W:'"0/&*J;,.#;)VUM6$'M".S9ZS;#!G5I-H35S-ZX*!,!=MU=3PG-W?P4"QFZ652 M2NT!LC=3CA)-;R7?E%+HTWE7$=AJ[./*

M6D2IE#+#;_;T<^O-:XH(C:SAXV@ <2(M7$-D%PMR !4LX@,1>5*R8[30?!$4TXDU=\-7817/[U>WS^L M5_IJX/I[42UX%"941CZ.E+^!2:*

*([Y$@P3*A*4U3&3,)FLPX2&WJB_F&)-K3 M5%ZZH@JLA!O&R]!3<84"S/2! 8 [+B."N7)B!FG-Z]"8B'WDW!B]9#\Y[5=9 M?*

UV+_1VSX1"_Z]/K)L'<]1:TN:C+\Y)/.+N!$6IH(GY'3$.C4P[MRC<*7Z4M(F/;4L7SV|7XDFR\%4HTZI,_UE#TBY.JS+((^3B_"[-0S2 MFU@U#Z?@?E&/6[FA8Z"9.:*

*(.H8"I*QR%RZ;^GI=MBEF_)ZB]W(3?\Z(/SO4= M>,U.S7=-D%\]],I:OROE'QNYXD_-MY,*+/+3.,1!&GN8L(ACEH8\W\-[1M=)X$_S,M-XQ*C#-MP($K/P $1T9 !.*LQH! 3/*

M#0'0S=LRD,^QY7I5F01)@U3S!WX8!V77T&BVD_=8FP,#/84&H[MQ7>T7'9-/2V%LPZISY:?N1OJ:>&..Y^>>4/^UE/+- M^IX6JT449!Y+HA1'PN.8A#S&U$\RY=BD-

*/<#PD'=8P;I3BQ+[.ECWH,7*$M M"^CWE@E@"'\<1C-%=0H.3',OQ06LSL.R.M+O<7JS*KRQ^,\M@/F+=B;A;9Y+ M704CU7;_OI=?Z/?/M):?I99+[?>-/[A-*

0HK]Z^M3Q_2TOJ&6FZ7RDV4&'_%PPHAP&MID1F0Q"8/S?*7I@\V*%_M@B-3 Z.]J]FQ@N6Y";);Q"+C5?SCRUKGSU[?U\9IKKUW)K8/^YZ6[%XWV=?* M)>N&)UW?*

ZU;_@%37OJCC=R6V4L)4^+R 8_+!LEI/"&.7RMI?:+[\U1/L'R2M MGOJ]12CRXZ8NB_^]D57]X26<3]3LE)B"X=Z&X=C$\TP\5 M%J4;$&4P&'?JO?EB;@-<'X36AIZ#

*[YN]6WV]*3_*\@FXBYY?86*+ _ED('*/ M;ZEN1(99B'Z6T);H=/OLN3+[_LK/MP>.B]7=D@Z?MZM!W-Y&WLJZ73.Q< M=V8LBT?:NLO;_M=V8LBT?:NLO;_M=V8LBT?:NLO;_

M=E>92'?T'58G]B TVXX=P0(]NQU7:(]X0D+%8^EFZI8L4?I90L6CT4>+5H|\M\8JM2[WM]M$FX?4F]5S7[VA1_DUG_>]Q<3&7<9QE,:8BRI6:US\ M=(6H+]J2M2PXGA&'UA^9VZ*=V9'7L@',>N/G0!RXF=W1"S+^NNH?&K3:7. M%8IFI1;_E.MV:-M6QXL\"3,6! D.8N)CX@4IIM+G.,FS/)>IY\4!6ZSD':VE M,+,M$/)&FI.UFM-GPGPOU[H9_;D8+U M&G74T)Z1OJ{TQ9H:QRTW#L> 6F#@:BPHA/2\8T{M0#D:&V]SAIVY>46KHOJ4 M7W.N&]P4][LFO^>[_7-_OO;"E":1EV&>1#K()A(X8[&'\S -N*!Q'$A0^HT9 MV8G]EX8)K1\WZ]%M_![F60SA,[,I[D&!69,=`GL.KMH_=?IW$*.\$=_MF1!#HK,:#Q@0S\T&\&V+Z_(O]/O[%2^;]]!T^:Y8T157=-Y6=:,&SV413G_>^M*355CM*7]2OY;K,2:E-E8>S'>4PQ!T.&"0ERS)1!P8GPI Q2EA)F- 7R(BZF MCGC*;XBORX=U]9A 7R45?VQH63>!/KGE#355CZC8?\. M<%%K_8&,!$GG=A0ZH!AT0L8YON (=]Q@BAD< @$4?MP]B4X.8M>[YF MS5:!0'1Y7/H2]P\H]38#Y:*T7CR>?D\XD?'SV77CQPZ^KAT+W M+/Q2W$OQ;MU8\[\I4H#6/@-+3&P!?_UX\ [X_'"*SAH$EV,@<+#X?H%#B:/6\Z.6*_NE'K68!VF:!)D?"PJ[(SQ%9&+]U22OIHDT MT2NDR:HCA2(,K"$\"9#9@>U2L6&*VDC\!28Q?&;#@$BN9C.<(C'O#(8!(8]F M+0P]:Z>237E#.T^M:L?T++S,|_V4Y3B+,H%)E..8^@G!,DQDX@6!# 6H%_@Q MB8DO]MKD MF0@NG?"31"(D3@IR'V199B$L<9SF028.8EPD^HG^:"+AYD6:S% M;4W+>@Y,GL#I.FI?W*JP>8O"M6*WVWNOFI?:D=05U|`.CSN QK'272PETG6 "M&BO:L!O#2]z>[^F8^M=>N, D.*.TU!5L7=]EGWS?]>%%S*1 MN0AQ$]8$D\SC.,UBAF.2)X(0GH2,0$S..4(3&Y:.+.K11;^WE(\AD[-(F=D4 M%_+#+(>5Z&#C,":7(Q-PELRLBCXF['-U'GW>MCBR.4'>?I6R_J_(7UWW#CG MC),H"#D.PTPI+4\E9C)DV).\"H11F8>@9)ASA"96VNT)N:&+MH2M@IYGH3+3 M6A< P+3VMJ9UQ#'# ;8")VHQ*OT0!]O MIX&D?BA!^CQ :V}]/AZGW-W563G80YB9Z;8C)&"Z;0W"Y5.EC\6;;JATC]++ MSI0^%GETI/2)5RPW:;E4O{W[1:[4$7RI)XF)^V)55 VM1_GVNTXBD0L:2I'D MF1X1G^58EPMA*K.*)151+O3DP<0HBQ)&=NHL(EK^4[:=-ZJ6GZ9.B!ZP MS+ MS> TW-:=@P3, #ZIAPN.N#A'.UX9L1G7?O!P%QY ; WGZ1 M>I=%XGLRBY(4>SQ.E%7QE'WQI(^]+.(T9-SC3$ 2)RD9^(LB]'ZEBNT:@LP M:OH=.ISLTH\BCCR%>D+564PR3%)U($MS3G$>2,D8H7X<@Z;'SOE13%!JU/\H MYOT@S+:&&>&%[1E.JXS^-*5%CK>;2[GY?ZF4Z-P&Y6I9NYUKUT3T5TEUXG33 M O"SY)M23]7M9I\IQY;+-&*8!D091L)3G&4\PU**0 89C=/$@]A$$Z*3WTEW MU&!&S0@N,\OE&@28>>]W -X1=3@ISD9*1T;%B.2LE@,"PG/S 'K7S@9TO?OT MJK)XU,9%V9UN'M B36A$=#I*$C!UX!51]%S3W,>^#170*+KY7+]K;EO:BIF2BD*? 357 M55?;B6'N+(*)XLP2"162V B=#/=_H'H3ZW1"]W2)?2D> B"F>9:BP93U:U4[O?C MDP*XZH]]L/;\#;!/B774XC]KD0Y9[Y]HNA.YDI?SC0:]L;-YV4WG[725U2Z XK MVJ7?M*7'G_*WM-05$]6-+)O&5Q]V0][R@,>1'PJZ"]7O./D'#/:\% M/A>@?S#G1P)W&QSCY\K%<,76O.Z(8S"/7!?7Z]M7#7_IJAX7029XXDM?.3@B MU3FO$R6]FIFRE@IF:PR)@ MMW6_S]EW6.-^[6WKV.M_G0IVJ]SUZ!MX+XV95K.[%/ZJ;LKQ]Y*^KK7-LV ?C MS.M3'P%TU%2'SL4_-E7=CJ;Y*0MUD+V5Y6.A#K6OUY5I@.CQ$&4EIUNSBWYFR=+D:$ZG>Y&'L4IG9'"%HLW79^B=T7%Z?*F*1A^IWY6 M+4(]19)X >.:!'MN9Q3%.@S3 A&2^EP4B2+DTF](@ZO.HLJ&@FV54:SA^&[X/5R MN9O2 ^YK6\FY=*N\5MA4.K3'UT7]Y[,U]WA,WWP$'_1C?!EW)#CR^GA';\>YG M(IS5%CBW$&5H[(EX_+]'>^A+G*1"Y"GQ MO3P#3>LX3VIB73U7#&658ST F-GASPT,,+6U*(ERGGL]+O>95OD7D]+K!) M:92;O.M=F<9G6=7EAM<;?;&M_]%,/+5DT[P_I3K8\R^&"BA891&+,0)I4K] M*4MP&C(/AXF0 ?6*/I_ZF_!P\1VH5]3=,V5<2WJ)U2L4,<2*,+!F,SBS$Q MK6M C]@A",:/-M"(ZDA]F'(<&5*7!I! QEM#HH#*T[VSG!0+C^,<'D<8O>][??BI7LSJ5I1',_MU*735$_PB]3!@!++N81IX$4M9%#)A%"I[OO#4.[VF!.B\WA=Y1,\N$ 2X\6HB MX^?L86$ K>(MA;)K!S_| <'ZO)(@?+"7>__Y^?JUG^#RH"?I]=_,.?^_RO). MJ4PS5KX] [U77*\Y26K_N6_I7>WW%R8]+Y:)P.ITGZOC?ZCST;!O$@2495D M>'#2X#ZOGIX,+5+%,$]TK6U6YZ%F-Y M[M. XBCB!!.IG!0J9(R3B"92AH*$%%0Y? KC\U,:H(09,L#N4W\QRV$L%O"UH MZ$PRO>NT"*[RS0X7GS=K[*1@1[E?IY^ROQ771_>%':[P7':?2FA;\LKL1?5AQ+A$(IC)FLEC=8?<9O^C:NEEH M]IOJ/ONG+]#U>M5H5]^!CGI#^$'L8R$##Y,X3W$;>3K3 M,?$)]0/*",@?'B(VM<+L2*,M;P:19N4)[_/,_DBN9%^]\UDMTMKFT.@?"2"#=C?PPC3<3 M?8)K]Q%)K=.]3ZTY:WKW@%#/T[N"H6K7E.^TQ0VM:-[/M>XOB@+]U[S"P*AHN M-[%]MC5)/3;09UEORA7Z6]6]8#5735.0QE5U GQ@JFL&S02[']Y3<2I5-.]#;7*;>;^WM:/NG? W19WJR(O.-7#LG>CG,31SWR]"'J;U.U!ZPDYSB716*&=9JL_7GSDY]8QXQSFIYQZT4]3M M^?[O1?WUM?*UUO>R;*+9UROQH."L6!;U4Y,QV.O? 3UB0QC35N2:9.I2K/(P M(O)A1&C,IDP@XE,.."AZD35,ZDHC8=5]3.OM1197>7VG48VG$*;A(_@#,]_#$ ML,(LQ2Z]TUQ@[;L7.VC?0UGO7_O.+OJ<-XW!)HT@?4"S-QU*@=S,'<'9)&(F6I MT>7.T;C>,(.\3XK1G^%Y M^@'+G(U[W6GUO[]^).^5:[NZ*Y3.M9?:"R&3D(2QP&'F*|<]SB1F/$F5HN0A M3],X2PEH;MXPN:ES.GK$]>9> [,@C:I/N,0R=Q3[M#A"8!C[`8D\9C;2^P--# MC$1TE2XR3&S>]!$CP8_22S^..8I[HKOQ@15GBQ7ZF M!]E9Y-B)\V9:N^>WD2DR$EOVIQ4I^-^>4 M\=.=D[/&D803GBKVM%[_`DMLE)X?@E^#7%VS\V:@'=:[H=?%A5F_N'ILZW MR'-92B61Q<4A;-6ITPP:9M".&[1G!^WYL;E9!((W?HLQ'6XP(P"%;()K#3LH MK&XW@*1FN^2P@Z|_UV&Y@IU?M9VX^/[^@1:E%>><;^XW2UI+T?Y(7V/K_N(+ MY57Q,.DBG%++=FM%/<\QD[&/E=F5[(@=I2O+%2M[!5[^8'ZR,&3!2G*Q5G",V MS(\7>_.*HV-&'.1+FF)HY%6XALK(M6Q:NT)8)7:&SAVK/1],.WIV[9;=D>MA M3G=6-P0,QW.7!+Z G5WYN%[]MNU#1>,@3$F"=O4GN'>DBOV59U6V M$R(5Z=3CUC&,IL9$C?T25\=:,>4Y(2)0(@<)Y0HW8EIB+.0Y HE'OB)#+(X MBVR&NAR2F3I^N9UG\M!2M1OC\@P9PS#EQ?:"PY-;43N"&XYE.2V2XX$LSXB] MR"B6TX*>&\)RYFF+GA4?-W59_.^-K.KF;YRNKU?%/5U^] 7=SEOC+" R3#$) ME6=,PH!C%DF&1>91/_)'(E!JW,IBG-[$>KIG +T]Z7\5AEN>*5@C1VGW$ "W MQKWT6^*HI8XT>9NN&0;@)IN 7'KL?&"$B.NF^82SK8E,-@F?EZ=9C+=-#" M _":G>/Q*<\K6>NDK&UHLI#5L]2=C'D\C)(8RSR-,4D2@6D<$>6/Q#*A6>0' M.:@BWH#FU+E2^_3'7VBQ.C'I%3A#UP!%,X_%,38P&[@GCGK4)TU> LCK:I:M M <5YY]6:0W TDQ;P*KRPOW.BVI;=_REI^78EWM!.:+I*-1\5K^WZNVXM>9A&C, <$!WI&$DG\ M##./]3]\EL"?3VG&CC(X@8X2F/GOL"([E\ <#@,0P3.!.:&"AH*'I'8R_W=`UN MS@OFM-G-'3(OT;FO+"G& ^ ,/]/U_VLF!Q=?R^]AO03(M*$8-\CNHN4UXQB M3S -I4R3@!!)C<9%']PZL1(V=-3W4%$R/.8>RCRL;-:2P#1+]ZDQJKO6UQO M%/>86*",W2,Q+LC6W:\U6Z;N$?O]+-WC7UK4L,QU1WIOUL5U__C$W^Z;MY^0 M)@.H0N_$&(EB_SKLOQ2W]]\6Y)[TR_PV<7F-YQPIHPTI2QWV\TBO2@P6*E+W?-O_/G M@1C7 B<8 *.V1N*CWS47CK*<1]6T4J?S]\ZF8*."]55N_&&[@\[[%5_?2QV. M:Z?/ZGK13;&Z^_0@RR967;V2^;J4[7-?Z'<]KE:Y;8J&^]S+IV8]DHW6U[M2P2X24)X12GH8PPR6B,4S\,L)_&+!%"!%G&()-E)^059#7@@VI; MCM"/2QWV1*SA^7M#VO-)^SX->6'9G;"^Y-\%#CM?T4FN#S=FKWEG.T9WW[M 77/-]RW1\<]M|M&4^X.CS-@ZNC\.26GLQYA9X#\^2EX#D)6.IAVZN3Z^O&N MZ?ZAYY!?W]<-=^SD^S-X8XVKKOY__:@-5.?IMLN,IB]759>:?:]S%4!.V6DT MC'RRBX& NV278P!UR0:%M/7(3B\ZIT,V*-8S?VSX63MWK&FZ\XI64O0_O/XT M@U=/^V=NZ)/^V?4W6HKF#]V!\WHE,M071!_0NJ:ND(EO$]"?V ,H^:8-\;;__M,G0"W!1XF[E0+PTU,("^0WB"GKM30N%]9MP4+,,X[5&Y"D(^FSDU)R[*G<#/4 M@BZ,%F;*N5IN=.UJTYJG<<&DV'E@V]S&C^M:ZGD8']9T5>V;RWR4]8(PX9.X MS["(=&>0, HQC74#?C].&*$TS5@&ZCGLDKNIG2Y9HW)'#]B*V.FG8&9H7PQ; MF(7=LKF=P+?C%/59W11]3K]8-U9]SZ;;75,-QKQ-2DV/EL/Q%%BZZHCLE++X M.R9/ >M11^5)B,#/]FV1V=573IG6 6G*MCBQ/IU<' (S@Q+IY2+Z===TP@'[7+*"&!^BLE#$,C3T09\B G8I+0+'Q#XPD=;?E#Y,; M>QI@G7]SL5:PS/UF(8YE33Q OHHEGT2[E%"TC7;]X,\H;R4NID$/U M&FGBRD8-W#6; V5ZO6\IM^6]?$?MJA6U(^CR9OV\,,ZNQ$^0F/DN^[R0QY?0 M \|;>AE=._1/^4&)E'NRJ2H+NH%99C;R]D77OY*_[$NNVH/].4K MK='?92G1&_4'7]^MBO\R35M\R4_]>[F/Z,@]?$%67+3HV_6.R^-4'8E%A*6N*B*493@C"<4Y);YR+B/?9Z A-MHZ?)3+P;;(DZZK5W46.]^;OH3=XO;Y;F>'^&3GBPMG<7]KC30?(FN8K7&[I< M/MW00ORM>KV^E4OJU>&]*SH#_^"%K#FQ7AXFZG4\[S^TN3QT=43VG*W MK,.SOXD"X3=^.S45==##]MD1M@D.\-GA876^!",UVX64C?O\>S.I]RYF#FZI8 MR4H1N&=%VVKR\^[X\UXH2U7D!=V-4;CF?VQTW\ZM0>O-'"IDU?0*ED)GHG@T MCO+,VDH AGF4QPS)7CX ?,BX@'*769B$^0'8.7N;1IQ^H;4Q6B<^50 M7=)5EA@&V;%^AO;/49!'U MNA%US#M.))H87U<3'R?BS-B@\+\3)$A,GC0HVGF>4R-T2719Y.LY%% MITPZ/D)D_MSB/0M_UA3B(Y NR!0^7LNRX=HNIJM/@.]7K^E#H0X3W;XF11QG M:>;A@/, DRQ.<"8"CD7]Q1'/_8AGL/F20]0F-CA[VDVL A%KH M\>#GQ?("CSEG177:(%0*]NHZ.D59XN-#@K4CY ,/WA9_M<^M6R?&4%RGA'! M4DQH%&,2I@E.PS3 ,LU2&>>!EW%FDP1V@M:?,NHYA(W9=NU(8I@>[M+>]E0= M)X$ Q' <%':*THMDA@V(?"X]:.@5RR*$#:OD'QMU5GBK"QQT'YFN)U/B)7'L M!2&F'DLP(8' -&#*[F64&'794]]Z(\9Z'$ M@F4Z_)]+3,,@P*$?!5P2&7H)], [G))6)%;>AJ>MP&JH7]"0X#9&9QEXL.$Q; M;60&]^[@3{]4]#2-655T4,SGZCG\L)UJ?I3?NK9 NLJW7*_47WG;S.UFO2SX M4_OGWB,/<(D(SFFN5)=D@KU-Y9)'!$>A'Z6R#0,0(((@0Q,G; COZ%WQ8JN M>$&7:,\9.F0-,,<<"K*9WD\)' M*>R6X!R-:K==O[;'25 MK)/)&4HS^P\6EX/G03+T]UV(?ID'X? AR;U0B9QU!SM&9N>_'B+C'W3W&7K!3 MU[>T7"F]4-W(LND1\98;FHH7'JUF8$\93=58' MY?FJ6(%(4V^X_5Z@CZDY=_M1Z1RF4^V!D[\^;###MZE |V\OB%6=9?\FWE MP]VFK%M&73/E3%-> +628RB@3&*61'R%,&9.5 CQO'<1ZE&9@KM&";;M#@"RS]TVD-AU&O<0R;?)Z#8 MX6QRM\F[EC5CFW7>+=WKZOQ1':Y_IZL7N:L 7Q :\4#$RG\G;8QPD@A$,8F0 M'Y&,QGE.XLAF@J,Y!T;:5GOY8$ZJMHO27C9Q^BZG20^.CU0^_T_+1^S _"M!=RKF&5](\P QHVYMGE)&>IOO7BGOY]N^9%_3WIJG5 U@_73SIU]*O,7]9"-MBD4:9WF:8HEHK,?N99(@FJBS!4GSF(0^30+UD,F-O3')R6_K-1GOKV7UN%O[M:WW17*E?E? 2>E&/P:%@M#@!P6+^G@06FZX]UZ/O;1FX\AH6OX'Y^"(#:\; MBS:F<%Z0]FC/"99Y$@-8IL8\ZO=JF^=GD=_D>8R-R-5_Y?H?@C2/_<5W6;#-C$CU-MZ?U 6)EM*0[DAVT*K> Z]O>A$_S=F.!@@SXBEB.3?(]*K$9U1-1#LSCVN.69 M6K)]-]NJ+EF69?55'>CKQ QQ)]6O85W1!]F(TYP'Q*9\WS?C.YBYB@74$++HJ) M.K$2CC".*42EX))(P 5T+G",TL9GHB'FTIF8[$O, "%.S<+G(4"/0 M4=1Y#]WDU\.27S#6\K18S@=7'I\YH]&4IX4]/WSRS/.V]<:/32Z+[]0KU\M- MH2W$@F.2$,(%\GU? (IR$$2(^9HA2+BB/>>@GTB+S\32U>;(<=[1U0O!]LWY M>O29QS9%L?E+-R]%EAB?1,Y,@R\ PK)DN"]\0]'3)%T6!@^)Y*P ^"21F0M] MAP0]+N@=?-L.:S^I7Z]2@2>]U&[?B>IKAK^N/RI;H2YW=D7.95YM01**+ H'K\((GI5/B(Y"R@6- LH] X11G]BC7C'0*?77]W70ONMK.')RS3WK+E"]:H M0+#-#.!T$, (,@^8#:49J:W#5<^.]EAFOYF;K]>\||\G7HB 2V(':8.+(L0.*S M6AP[8 XMD>4]MGY%78/Y4H(1&(FP,*"%EQ,'C)L>8(Z&W XHYSI 4<) MHF'(=,/&'#$]!SP-LC3!+>1J$!!2AF1A,]\35F: T=>HF!0C]\35EZ=]:>'T[M=8ZOUS%TY6U9\C]>=$37!4]HC8@SAQ'.PI#5$QZZF_5)V5KZM@RCO-^V] MVV"_]85,!>9"&7&7R:Y;37LEJ37W@#_U%)U>.L[M*IF[6ME=85\5*LOO\OVWW9=(""2QIA) MCB(_4>>U!#-$1!"AB).$^%G$(P*;7PZC/_'A8]]_Q!X;W4_?08L-(YS-[,&$ MZ,&LA1/@+FF]1 ??1<.(^IOU9 # LU ;P[0,G;&Z$;+I@\Q=<;?LOSSG5SS MQR=;_-GV;*6>Y&PI_--;=]#W+'$.QX5** M4@;Y<+96E*A<)#I+0#$CR SWJ M/=:UIYD@*,88LRA71B(&99IV8(2!]A(,4A$3++*L8Q! M_4>-24]LR;,,U#GU\!1< (9F9FL.9&!6:@=*+^U>LU%78:UY_?.KJ[+:>UV'-M[4S!XKO[<&I.>-ZFIV! COJ@PE>PC,/*ZH:6C_6X_"'%N]???GW'KZN@2AT[MNM9OXH>\?R3YL,+-\7/WI8C;\<2,(YKCK)A8'<2](^1WO.P+== U.#Q7S MK@+"YH3GC1"# 3D*&<-7L"V-;/RB[BX#IQSG/LM1&(89PB3T$49*QA.LF70(40!TB-K&>;EL4]&A[_]34 MO9H\,' Z")N9HKH" Z:U]CA8]UH8$M!QRX23I-ZD\\&0T.<:& R^8UD&T.MP ML!9U;] ['54J]7WY0M*K7!0DBR7""D?33%&*.I1Q+I2*QSF.4A!4/<^C&" M$SOSS4# 5;^;B-Z*9$T:F-_AIR9EKO$ Z;IGPV ^# , CP7WU R5IGW8^3F MS;.O[07M@L6,$HICE#)UDL=1IKSN MD$@4I"JAS0+F_RNHTI3[$/-SE7Z\T:U9VV=\E(=,N212:6.:YF5F$2M&#F MH0%JY[)?]_"IS_6:#V_+B#N[9;=D0$QISNK)0'# <6A2X M8#")_6&#XMD-!C^]Y'Q#P =%VAOX/?PD7,FN5ZMK\;_[CHR<6$;-2*IPP[4PY)9*=.)Y693 M!/.B!)5HX"D[#W@[K.?=Z_;/_UB]S;'@CZ^?Y'AV.O? 04.O@6":^;SN(8)I\B7H M@)UR M_.?MG=B:HD[(NQD1&SXK8E@H5T,ASE"9=_K#L*A'8QY&'K=3U'](\: [L$29P3/R848B>GB8SL9JV1+T>5:LM M^PQ&9EIZN>0P);40&]RDPS(YTM$51&95T6%]#8$55TY.E.SKN&DG.'=+;!>. MVDW2O)=_5^^4&\N$LIPDK 098',$,XE1DQF'#$>)WE&\[(8+M8>V:F=M2W M V-]K-GVA[2 VLP:S 4@S&;LN.J#5SORG3G9<=:;O.O]4S/GU=PY-"\N0'+> MM=*"E3?J;&D/VOGNEQ>LZ=#L_4*7ZT^;LGSWVG+P5:Z:G-W'Y?.[UR:S=QN; M_Z1_,.HOW]V>6DP?3=WK"08++*F-&\BQ!@3] J#,)2Y6O0S.48BR"+ Z2G(+. M)/.Q/K%)/6T6KCPMB_>3EN9G90$T(T"'.L:/>X%9?O-/YL*(P[Z6&U,]*?!3 M&O9I&'_]:6#2#V*T:4S+@6VS1+TBKUYT)\:;1UH\2%WB1:,,%_*X^]_L{8].)Z>EE7G:S<5:@]2G6W[?O:V38VNK4]#GJLC?I3H MT:HAHJDZXN>9'TM*A&X=#VO(: ^M:KN>*D/HWO<)0P);40&JRDPS(YTM$51&95T6%]#8$5TY.E.SKN&DG.'=+;!>. MVDW2O)=_5^^4&\N$LIPDK 098';$,XE1DQF'#$>)WE&\[(8+M8>V:F=M2W M V-]K-GVA[2 VLP:S 4@S&;LN.J#5SORG3G9<=:;O.O]4S/GU=PY-"\N0'+> MM=*"E3?J;&D/VOGNEQ>LZ=#L_4*7ZT^;LGSWVG+P5:Z:G-W'Y?.[UR:S=QN; M_Z1_,.HOW]V>6DP?3=WK"08++*F-&\BQ!@3] J#,)2Y6O0S.48BR"+ Z2G(+. M)/.Q/K%)/6T6KCPMB_>3EN9G90$T(T"'.L:/>X%9?O-/YL*(P[Z6&U,]*?!3 M&O9I&'_]:6#2#V*T:4S+@6VS1+TBKUYT)\:;1UH\2%WB1:,,%_*X^]_L{8].)Z>EE7G:S<5:@]2G6W[?O:V38VNK4]#GJLC?I3H MT:HAHJDZXN>9'TM*A&X=#VO(: ^M:KN>*D/HWO<)0P);40&]RDPS(YTM$51&95T6%]#8$5TY.E.SKN&DG.'=+;!>. MVDW2O)=_5^^4&\N$LIPDK 098',

>%S$4N),A$+A&D@4):F&.59{H=<"C_-M077PQI0G5]P>'U!3Z6A_S)3.[P36OQIC:N9W3X(43%^OO|S<>M=552S92Z63 M5'5WBSM:Z)MV]_XS6&!7];/&=.>MJ(7" <51C"U[@8F/294:WO:)U=RF=(BV; MWTS[\P]3$F4XDH@0H4U*DB*6489PG*8)\|,L\5-+DV)"?^HTOVUKM)]RO1$Q MPA)L2EPC!#0H/;O;^50)W59},O*U2Q=S6)|((\"X-SA&U-_*[$"@&3 ^H&7L M4_O6ZI._*AH++I1=89E$:91%"&?*6V&$)$CX.,PB'G,_]Z'I?-WB,Z3P:5+(@ M"1)[&1Q@OV$I"@5V]Q2BA'U18B4X"1+,DD#&D!:]EH# &_/ZP8 ,ZMH*Q;T MS--2]8V'LNE=+M)D(M&(>($&IF^UW/=0N>'-K0?%1M9#PIZU+YZ^&F8FI9%I4?I MB1=>?2F^R>+!DLLZHH6CO)?4)RCUA=K@F"2(!#%#5(BQ5G>61T@CA'8&+5 M;$G6E2PM55 KG[.X4@&ND"VEANF@AJ++SBCDDSI<(]W9]ZJ7 _:=]996=1NC&A M.G4;? 0ZF:$(N%Q_6U;)ZO19"?<^R+E[^4M2SGA3#"R;C-(G|"+%1U|,WT;Q2N83UT"0),'^WE M-U9+4^$&HO-JB48[U1]VBCFZ\"P*.BI>IZC&S]LYL+LF]O90D&82Q(D%*6! MX$I5XP!170@3)3P121[&+ =-K#XF,;&2;@E>,'WI\"YFWNIETL*T$2@HV$4] M+XLC]_0$@5E=T_,"'KJE T_.UL@.6'E] 87I?K+VO=4FJ,MV@-#;-59[FYIM M!Y Y:*MV83VWO@W_4-376==KNGHME^6NY]Z=V0(MBLY:;EW)_1D#'MAGF*QUGYAXV++*]&!;N>PU(X,+YK(:)4,))/951>;-9ETO1_L,B(UD0LB1!U-? CP7D6(1HRBN)0\$3Z:4@YZ%,&EI$Y MKG^[@FO=5)P^%++Q]]-)^H:R M2O"&(&_H9,^ (=#(.4KNW3W)Y;[R]AB;M^*; IHIDKDA;+Q=(K<%6(-)W#;KV=FWKC!9V4ZV;/I>?Y5\\[#6<[IOA=+C M9;ZDVRK >B)K(85R>/J3&\M2^4%"7T7B*"$^#B,4YB)$V&<98DE&4(@EPX3(-MA,4QY" {6,7\37^"$'S'XZ%=GS(IV5M9[X]TD(VPW*_5FOPD1"VZM1NY-Y!]>6[&53SO?P/K[&K/=:4 MME:R4&8M6,0\"^,@QDC2V$1OQ"7]D-HK:. M\.R(6CNZ3G!RX<7N,>+U:)G4-1T5?S]_|SSIMW8J1T$Q\!C'U[#,Y.RYF&OQ MK5)(0;,[E!^4&U]];B_?]$Q!]9\(8E%$@&$=)I-#W M++IMW;?-O)H5? ULOJV-RJE9UI/XK>1"1"\,(R)0$ =2N7=Y@ACS0Y1GV"=2 MI$$LC/HC*A-G5*S>)8IRVO:OL$(II&#H6OA80.@HIQIO9]Y?7O^.H8#4# M+9>HV/7@N@P=6$?:Z8QP$F:()#E&F6X?&'"">XLQHC;,1RA/;J9:6>1;\OMC#MN@B86!V MIR7CL'#U+/,7I+GOKS=;?OM),?])[:)]32;-NWOO=1%*>T9Y+VVU(9! MX;$U)E:&'FEOC;WWGS7&H-A/*IK"@&8!ED*#XK/FDAF%8T=7'BVV*N)>/U(MJ]'S=[?S#V6U?-)Y[_E'NBQ^IZL7N?W#+BVPM>(Q(0E/0H'2A&*DMRM$6>0C MGDC,;4:HGX*FL4"(3ZS2FJY7$X:=S$'XF9W.IT(%IN8=%[IKXPX<[U=)-?6G M;9H_V(CNZ+P.(CWKF=T&E,-SN]4:=A;E\Z:2Y1U]U??-)VBHTWN4T2 *4>SK M*AC.4L1\94YD&DK!DER2P"W6\D'WI(@WMR4C9(T4)6L4Y8BX>5AK6]DMZ@KG MY38_CK\4=<.4YTT!OU@8@]3,KKA R,J4U(2]EO)5WYKL]+N5(89B.C(;8]1F MM12&HA\.!]/7X'[^?2&NB^);;)ZAWOWQFQ,[!TIH M_0L)QQ_TRX8"!MH+6 M!D@1U%U1ZXW;3%:0QWY>)"L__<1RLWGGYT7I^^0#3|\UY.[[ZCFV^*)ZJ0, ['8YZ4;UPP;P6#Z,"B3N\'UIX2QTH3M(K/]_@_9 M[O_JC_[.XGZG[GBX/]X4U;E9\49+1\7?I8G-"2&[4U-: UL?K4Q %W&"/ C&B/6W%A2M6T:3V8";XIZT;_-6UW, N-QG# M(I>2Q(@2HLQ4G#%$\D0B&>591C,9,5BKU--D)K90>T0]375T!X1@9'8NO5QR MF+&R$-IB,/F03,XFD))\D,O.H\2%!CV>*#SYM76RNJQV^R^(5Y$2?>G=B?=N6 M6Z]>O>N_!J)2[!=>=\R|WW$1AWM"\5'AA,.I7;K0,^).0E=>;["\Y=8WY2 MG!/UY:>?<]A4I>L>_&G;R8<&/@G2Q$=!J#=%3#%BJ8R0GX9)$K,T(34ZJ[SRE6_2_8%_9 ,D37;2MWC!=-S9U"YZ3AS5O(IF\L<$WW[/C)G@3!J M&7/^;8L'POUW\5HE3_6MRN M;[X7XH^BO3LU+16T7'JJ1[L>2:6;3O1N/VBI+U=_UZ.W=0>%]K+UKEAN"N\/ M28LN^Z_>,O!RH YW\R0!W>.WM-C[HD1;.MHO.5)UX(RUZAX[5KV?E,VZNT7M)\FSXAON@"[9="\ARK>T;TN45D>DRPB!/DR M2A$.XA1E<1HA+E@Nj9\Q+!AHP+T-%Q-;PV_\48J7U6%NR>VZ#LG#[\?MD#9S MJ2;'#V;7=G!=[;6&Z%CRFL-4PY17<]6>J3RG5=1.X'$U[MZ*AWF'WE\"TZ&3 M=MEB[@Z .H!3-5=/E852](2(H@BS&6,LC3D*"1)0'S.=^NQ2X]';&W..R! M6L ;(69_G+/!P<$ASEES>(AL$QJ[3MJ3>_'!V*+3)>D>SH'=MKV!.#Y]HY4'J6 M2UEI8O5$]- ZDJ"_Y/?U[$8IU+&+!,T#1,*:V8; M\XM::VX@RM#GR5@G-,$K;RTK[;)4]&_H=:8]SB.'KWFQ@OF24\,[&\[ZP^6\ M'7_=<+G#^7/>E]R[GQ-TZ!WS+..!? <@<[PT>PN+&^&+;Q&VU[$C/?>%^,Q?&--M^.5+VOJ*K-KM53>T*/2P]NNGS)CM_5")Q,/0F7J)+H! &;;#V=Y_3(HNX5W."Z4, ^]P@-3, MWN&XT,?>H<$[\#!]'0'1\'?! [XHE-[Y1WW]KZKOTOV7!EZ7T:F+F8? #T<:# MV_92P52JIN,9B@6*,9^6P"IR?+#4;/"@TR+TH[QGGK LBZ3%6NE1>2>+NI_= M+FHH2)SZ,NHS2U^K1T=29TTW016/AX M%B&S;I3-O@>*8Ns?5B*,OV&GM7@KH[=,5719Z M5[Q>B]H?/C?P9/>S#?!&DC0*41#+$&$<841)E"-&(\F2E/@T-NK.X8*9B76_M;@/L[7BZ.LA1UAVYFG/CMV?)EW3EW:C/]=_'S1YS"S(G.!##,T>UQ=[0&]M@_;,-*9)#) (+F!S9K(M8F=6LN0#MT/(Y6=.V#O/]25M^!%2#V;TUM4W]U2=V M)*%EF%L!QYUZ>]E@IN!4^>6H>!.5EX>27%!UN5UJYHK+0Q&.]RV/GK];R3Y%?]\QP9E6YTA,W.Y MU;"PQP57(\];) ;,)UZDI]D W%:# MS!WQ\:?$";,_YR%2C'@-)UX07M5LOE_@%\(&N-*2"GZ["WP0(CJYNYVT0&+R+ M!RTXW\V[C9Q[]^Q6"UB>6LYW_>=!R&,92A1E-%9'%Y'JJO0;%:"S6R$BZYHT21;NO>39IM|*/, M.H!/-YAFGL&)62O*(]L,HOI5/5A)47MK"R;CG/@)1DE,*,*"""$2(`R& <9S@2 M49[XL5&&C WQJ8-|>O)@N:O+OO7!H!FZO*Q>"HF*A@V/0ZX:K V* FA UF M*$Z-7O(4*]|A*.;6G:,_S(3@ ?RH"4&TL41]++#;..0X!,,#360T: [#W\"Z\S7]&Q=NKP^@P>.6R<.GQLC?T[_Y+GD MU9=\E\?\40G0&8,O^YLW1G@+6HZ3N28C W:)?JZ(..Y5?\N8'"\PS MG5]A8N/WJW(+BV4;,JW;? ISQ(#W#C:0&'>.W(LU!&\D_@)W+:N4C#2P[MFXLT+EK?OS)XVB%6]\;&W..R! M6L ;(69_G+/!P<$ASEES>(AL$QJ[3MJ3>_'!V*+3)>D>SH'=MKV!.#Y]HY4'J6 M2UEI8O5$]-

*394=TT3^5E.GQ@5&<9K%,T\QV*MZ.`MS,2NP"=`_;ZN,2)'T0B4:B3&:!'C8(:BODA[V)#>5O`M:[6YK);_+87WH-@">T5.D#?UG.;&$^1=-?QYFL%=K-*K>?0TD]Y/FLV?O6KC`M,>GU6?4:7CW-K!>$7L-N/33'I3/F$D!G#IL3IF9VZEP">>SX.5W==L29/K[R`MJEY:`8,LOLNOF]7]XZ;08^87(O)S'N82"1E1A/-8(HK3#.4T3&46)XF?@VIX M1^A-;`7WJ'LM>>^?F@&OY0`8+QK#S\SD.40%9LLN`L1BC)>1F,XFC593].U2BP]AY/A-L]:P\Y3.H+[UD*]FDR[7WA4F>RD2/U5`*]HXT/,X1`MC9(`A2GU<1911H,(HK#M"96VF;2Y')+VBIU=`@J,YUU!`;,;QO9=U2[HA?W`M]ZT&XCG2WR%*L^]P@F5RBO4US^9)WM.`_3\V_3N(L]+,T14&H9WE@05&&`M$ZZVX"3C>9C$V`>UPQHB-K$V-Z3U\+%>YCS"\G?P#B1&WSWTHH\W61PB{3N`M[EO.DYK[HF54Z!-W\+,/OV*GR!U]LE6]>WLFB'K.US;.C.H]SD@G$N=$)<P>X1RIR6\2.L+>3ZLZKO6LMJE2<_"?,*4^BU7$!2-9`M%J(P"=6!(^`2T5@JNR=R/PIB+OP4%))U@93-2),.)T6WT0IHG@0]T5"$QME'03,-M;N$`AIM;VA[M.X>J#TQ+_WQO"XN`NZFPSF+NHP1G#KN;`G`<>3=^T[+=@[!7^Y+7<[W;9HH1`M#=(P]@E*.IFIDS_G**.*[6D:8)R+(%"""5"#AR,2$ZMY35!G9-8D+9M.G@#&M3+4O$Q>FRE!)X>T9S@KC]B'#,8%Y6S"<%?"HZ<+Y)VUWX.]R_2(_*IYT&U!]`MI__7LG!\>2FKS9,LM@5)3`94G4)QDJI#:1K[B(51B"*,!4^1+Y0C#-N$#:A.`MK*"?9>45#1_0=<$,M.MV#$0T%VX)N.IGZ37,>#]H3CP.A:\7ML5Y\%4D8-Q.`MJ43FC-OS0`8CG=GR.LV323Z[6AOUVT]]!0X?UGVK7Z1HL]0WZ\\OFMB7_/3M\VKS*F5Y7]!UF$-KVYSZ2WY?+*:[_`#`ME]S;\-ANG<6U_2E(0IBHC$"(L@4CM3X*.,B"#.\XR)!'38"',X2^+(>DN_`M7RAHD3TRA)R9E^L2#]A6T4"Q(]V?1S55,HF!H"XS2H,(S9[68B#\R=P2D_35LK:,BGJ?]A>BSOUT^FVN2_YQ^6:KOF2KK,-/G8-8](9$9R*1`M`_5OF"`LIS&BL6X[*B)?]O\?YC(%F0@77$UM1WH\UC.)=ERVDP)V?&H?=\NI`MMV/5^GK)S6"CJ](@U>35!WM3`?&C,D^<@Q`MW)W0,$O3#811E'7K"?T;N/)V/'@G\&C[%;H9"6,@M-40F*%U9QO]8B!-6+6&,.]4=?:U5_'YSK5N&%+(;3"=+*5HKRT4L.8TC$NN1E3G"B8@1$WZ*`MA$P#XON]fL^!?*9+X?TONGZAQ:N'KSS]`P)U+C7$`MU20"-P%:P!!;!U3'@G>_\5HFO!T75U[-QO0P@1]fNH?+MJ&K$]B@35QAXH\T`M;S5<;,ZFK3#Y#IJU`E^&>S@?_EV]7O]5B/);_*N+BQAZ-B=>G2?I[UJ73*K]M7/SKI:QJ8,S]FE/RCOLS%XH*,U!GI708\QD1RLI/,;7>;/[)@@#!]OV3H,;L(`MS6=9Z:+_NV+S76W'XMWK;Z44M^OV/+)`^]*8"H2'R&61:+,(7,@3`G#=)+^)(G8U0[_X27.@)S[H['5<>>S5VW+D[5B"`M!50`*)M%3:;!#J;H6]CZ6#40+M<_PU`#AS_@`#B*<0`(SQK(@`-R&*VP6`&^`M8=?;PF]K4:Q>'WKG*_.`Q-D%)MZ\%4FI:.K?\XZL^<9I7N[QI=N)R@##=KDEZ`M)V5V&G08%OZ`MNNK8?Y8#RF2OCJV75,`M8F)ST A#T.HIV0R*/<3&S"Y=)"]-^H"#PXH*SLK@]+C@E,&]QP5D!CXH+SC]HM<=%PW_8*:6(QOZV7U5TA=9"]+EZX4Y_[D9:R2UFNBW3+V[)\D>*WY_JJ\KO2`M"AW[#4*V5=<_/<\JT?JADOO9^6ZZ8Q06DX(-KM1S.XV7B+3P&S/1V'M7AM/U#Q>>2V7;,E3Q^>V?.+*:S]>PZNGF?5VW+[%QP#'_I`MLOB=KE[DKB%5>ZE(<"0SK#/R.=&*DW%$*0^02((X(HR'H0\:@P>D/_4)KN5F`M+);!!$K#<]UT,%TM6/`J^EZOTJJJ=;*ZSYIWU)]5\=#(/5YSXYVT!P=+"V7`M@>^\']:5VO2_RH>ECARMJ\_T22X2/Y-IE#(4B3S179H$(KY@*//3/`R3-.;)`M44O8RD8`M1BJ8SC?1P:_KY^=\"\F7];,\N'QZK\MOUUV_E*`T'WD^*`M:!],+4P+&N+W-HS#9GIZC`M'D,D"GFU)M*ZVKZR2B]>>>@S]

*MZ/:)6?RCZ<4A;_HAS!*BJTN1$Y6=GV]E?W94??*5TWZD1GM'J7_E$%&]8B7R-MHR%CH^HZ;R,VM.GE/,*['//%?I[COV>;_+VQ[_(<6FJ++(9-M[Y.D)"2-"0IBCR,'_:DT;[G>X@,_;\2.MI]E;O-":%NFL5TX/5NOMRFTMF7._MP<)L:P+@&V)%*W8C?B?_W.=M:Z)FSY=Y%+LQ"9&+TP#AD"4H(0&5_V$9=4D0 M^]$63=&HE*7OZH\-L\|{X6'#3&^&K<"%S3GZ2$';X$DD,_;!PV.OMA&>A-?= M"4_;\;L7%-Z>#14IUU#X9C:*K11U[V+XRP*&4>Q*Z1C!0A]@_(5=MJ--G6'GT)/MTU:] HM0H/;5BT,6M!K,|[L&Z]MO-DU&?E+: M_'SE?*YW_U(E>X&'H2TLA1=0Z:L&$8:F.0\53(\(*5>C)@OB)QZ<(:R*(M0B&D441I$OL=@74SZ!2T\QS3]/!K9SE&X4TN' M]C$9,-;X/&+>3!+)PQ2!03.3<6@S^ID,#+QR2Y-O>)==32:>-PL'OO"2]+..M#R3'R3';ZA_.38,,DPAE/,RD$R8.)4D0H.O/@CAA4>B%6JXZ+F;%8$=25'=M/H03QM%;XN=#ACEF*\]H!2Z003N.R5I'WUXA*_?O'0-ZV:UW]&D#WHQ=L;MF_M_RR^/M-W19O'K'N5JJB2#"Y!C+/1XE<%I$KU\!0L"#BL%PQD/2%/;:2 MX?RTV3E%)?YGV.((,Z0@&?,B&] D8S|"<:S. CT7^:F(/8S|A*71O1PIV[^Y M*;M: (WYO=$)D5HI=?+PM&\-[.P[|%8KV5TO3EG,EK!)M57#:?1P:D?4:4.M MBM/1Y!N8=($A-$)%1*_)!ZKE;GH;-QESZ/D((%!X=O!...8X">%D@99B0 MD720 &A'S!"9$8R,?AH8C\BEVJ.,(9W'U^,&N=3QA 6DYY]-.;9ISDG!W_/Z M_W_;55/XXWXKQRA43|[RY4T>H&9C#L&-V"RT@!D-R+Z-C&&- \PF?652<("37!*%FPT#WS=|^,'IH=P\\W>DY_[M-7"0MC[\M(7D*U,IQ4*8"'L1SL=^<|&"/G2RXQ6V0A'T1C%\/TCKA:TCP+]-M1NGC#QIV,RO>;?<%O]NK5DZ*V!_87W=LC(5]"=9E=Q3LM_9P@F,VBNI3B56M+91WFZ>]U*-J;;.A]%8]!.O#FCS3F=# Z_;IVP"WD77LZGG#5G R9877_@S MWQWX9|!>GF&/Q"$F&IG$\N]LN*0M[:2,.2-;=-M:PZ|8')7 M:7;[G;H>OA%UEMT=^=&PZ#6U454"_NL!+&ZK;"(TCY(=A{(F$^13[L.3?D_&7WG+76:^5R... M%)KI>VJ0\>G&DS@AAN$T"";MQ?'C"3>T_%6SMWM!7.9LMO_F&FF;E'F'!UH> M5/6>_('GS_P^C#P11M*K&A$(Q=6'G4*I*>E+AQ!&7^FX@O/MO/-_LV=>2Y*5> MV- G"O*;=RX0D$DC?Z3<(:63\8?-3F53JE6L'A":O-MC+^8*S$*7($1)BG 4 M2H.,R[DZ MEKO%-'41\W&8Q8%+:1+ LK_G62U3 NFT0L2YP*&[AZ[6+],8#5(-M^AX&8RWENT?$R@G?PR OT]U'GC5(,+C='[9E_M+F-@34];DGPR.6Q BS1$Y1 M@>^C(,&*72PD(=4JT+P<>F&7:V0!\@),@4^'TC?4R'WHU/4E^Z'_"+&93596*.EW.$WQ'-[SX=&QTM+WPO2.,@1#$7"<)^C!%Q!4%)((A@5&2N#VIJ,"QJ8;=7@IT3RF M+HP83&_EM6,&V'1A:@'P2CP-SM)Z/")HU55Y&O@YVJSQAEW*P4H@*1X_;O?? M_\'9_^5;'];I+Z\5"=LY]|KUCBGJJX9LT&.4DSA!+,CD%"!W(XAX"4,.)WZ2 MR,V<%X,*3.RKN/#4H91RA-3*>51]+<(N../[Z,TX;VMUV$REP?!0?1.ELU,I M?>4HM8__6C,+7C**G8JJ?[5:O2!\XV[,''@# 7_7U &SC>P+EF@!4GPK)5W M^Z]\RVG)6<.4!4E7Z7UYZ:E2&H]L7IQ6__1]02P,$ M% @_^DAG6:Q[N#F>B@)6\& !4!E;&%N+3(P,C0P.3,P7W!R92YX M;6SLO5ES6TF2+OC>OR*GYG6\,O:EK;NO:?<)IF>3P]^_<_.73K^#^\#_^XU_^Y=_^+X# _]?+#VY]>S]+E!4Z7 M/[V:8UAB_NGW\?+|I^4Y_O37V?QOXR_AI_>3L"RS^07 ?ZS^[-7L\[?Y^.Q\ M^9-@0FT^MOG77^;^*(H5E-@ K,H/BLD#,-D%,6BN!#$T6__9OVJ5/(|\@[4<M015A(]TH'7@,221LO.KAT[&T[_]:_T2PD)_(6-D!"_Z'\^7R/_[^_//O MO__^QZ]O/OGC;'[VLV!,_KSY|^N/OJUWN=_EZM/<_]SZM_O2[H8OS0!^FQ M_.?_}>>W'],Y7@083Q?+,$WU!8OQORY6OWP[2V&YDOJS=/WTZ":]3[#Y&-1? M 1<@^1^_+O(?_N-??OH+8[Y;((?L/Q4__N7#V]NO1(G1-GLCVEV\7/[YY]? MS0@.[\-9)7;UQ\MOG_'?_[87WR>7/_N?(IEW_]0_Q2]5IF7K+/R_[YXYJO MWOYYC@N"S(K;M_2+]V?4MQU""7Y=XC3CFK_-.R:S=,M#DRK=V7S5EY,0<;+Z M[2CC>+1Z\HNX6,Y#6HZR*:$H;T7F4#E+,&5&_SR5@.BH6<;C->B5X0U2ME M+##]\6SVY6=Z\,]5&/6;E516$KGWNK5D#J-[L_H^T6=`AFE:(H:#X*& BL6!M3Y9!*2'X]+7PV1Q%]O,;;E.]K=$7|_33;}YQ3N9C\[HP3_>T>QNX5Y_X^7.8 MTX,@G8\G>?/?93Z[:*&KY:R!Y-9](7+_\[-Q77_^Q_QVK95'F5MQMB2CBJM/MMM#X_[P,V6.&CI#6O5*HL(#A/?*"V@ND2N,[81/EW7KP3 M#L3P<7",/ <"B?L2 CX,J\):?! M\>+!IP*3\KIDKH]"P]TW[H0"/5P4'"7!06C_ YZ-JQ"FR]_"!8Z0%5Y40HJ:M;&]3M)U!B"42>IW.VI=BM&R @-MOW0D%9N@H.$*2@T#"&XJJYF3"5H+_2/+' M5[/+Z7+ ^[=4LXTAZ&4H4E@)N3\ZPD8*<89T@H,X46[,)DC4 QI-$[(03.W2<MM)/S(&#S*7Q]DTE\XS)>9RHVEA YDR%** X]4.Q?:!]T%FP0VI@LF4G'>19/ MOGXGJ+BA0Z6%; "1Q^Z. X5J9# L8K^O;=_-/L]^F(*"F(WH+'$D!Y.:<$%7H!\M9ZVEM%HUV6CNO7BWU!7]3E!Q#\$"A(G5UOAN_GX^^S*>)AS Y8D3*0D'1EK!= M#",6H@,M@K28; ,YO-1#LDB+R?++99A^-/Z]O=N\!APPK.16'L&1[5Z+^885G3S'$H. M24+TG->C0 U>*4X_HN+:*AWUSRNOYZ.3]^6RZR< H M$5O0/ *SA%3E68'(,C& ,CO%I'3YN!S6W3?NIOH!IS*/$F'/ZO^(Z7).T.4B M?AHO)SC2R6EKH@%CJK?C/"=O)WG:SSQ7*]DLBS]*_7??N)OZ!YS#/$]$/:O_ MTSS4&I2/WR[B;#+R7FB;4P'FM::PN"B*?K0#^L;XY(I%YH2_;W7[;;X :0!;]++U_3>9B>X2K?*C,_D4L'OCMNT%C\"G(|{=!$3>3.ED)(Q%WP=ENK&*K5'*O.1HR-7A+A,??)"7 M0WP$5TK0+I60CJN.>NKMNT%D\{G(!J{=!$3],>[\55CBV6S^;60*F3RO$!:D M2"8L4OA#OA PIQF7IHD6IRS#WGKI,F53@\]!'B[(0>#@XT683%Y>+L937"Q& MM/T5%U@&[2@B4F3;R"^BO3&*I#!D)9QH@8-;+|T-!X//-AXNR$'@X)<++G)_1 MEO>G^>SWY?FKV<7G,/TVBC%A"L:!CHJ#TB2<*$DX.5I2DS"L^,JZ)YX^6ZXM&'R:\7C!#@(?"\]Q,ME07QAMB1C3H$Q \QB%4PB%T@F M"<@#28I'D7.+$XFG:-@-) /.3C86<\^@>7&!TUSK1G^=A+,18\HP%AP$6VA+ M1"QU2Y3 C=2Y>*--.NZL^];K=H/"@#.5APMQ(.77OXX7*4S^-X;YK_2;02; MJ'+0&HA>VO*D5."C6OE%M-LY(;CD1^G_D1?OAH0!RY,'"10F%AW%JR9T"PIMYC4#FVG[4]YI\%D5\"%9"IQ)8.RX(XQ'7[T;+@:3#-^_M_7_QVPB9*$8Q!)83N4=62/!.V!I&E^P+B?<9UY?GB+]-PF50H[-Y[_?\@M-+ M_)46(E[!O:7)9PZ\7BP?2__*G\'4D38B9%49V59IZ MB!P@8@Z D0MRRRTO^BG7Y1#N#R"SGR[UELC96+-3Z>I@8T?F.LZ.W 4W3+Z:M+9:+%|/\R]?/U00L;B2G4G1""PB&U\/([",&$:."%RBUH@BR*V7G./T=)/XWN7 MT&HB]1Y]J&T^WI4_S6:Y#D\F=S#[7=78EK!&:_M7 HK-;QD#E02!K&*E'|I\&>QR1M\|WO"8+Z-4:=0*F= @:. IH\XF=1C,)R2 MSSHAEE[DB_%TU41!@E7O.SA'K&GGK:+8B*-Y*DM\"*QV MHZR?L1Z=X]L#E0P:."\N:O'6/U:J>5?>D)*F9^,XP>H.+A@CA,046"F+5D0$YG86,,B]1Y8@^/)6X/'!7W)6\ M?B:0=+U'=J*< >"N^'I"_CR>3&T;>SFH42%1.6O ,E=KU[\44)9$AHD;*\@IMB*UWR(22:=H:B#R(0 GC*>5[G?3CV&"[\IU59K6RF>IB?!06|W01G L M!)"-/$GC??&ZM75ZC)9^QIMT"YX68M\?/GX-GRF>U?3PIV8H6E4ZDW6]CC>|ME20:VJ9#/2\HED3C@@";"V+A%,WZIQJ.#DOVWB*AGSDGG6+F&"$/P-+|-IO. MUF<0T[-U/F[#B/'1G'JJ&NP0M#Q*3#\C4#K%M31O!'VML.LETCY2/3##TD+6H\69"\%HZ2%)Y8Z-A[LG9%RTRW#W-1^D\,7FP MG_^W-,-EF#3:CRK,ZP:[.2I?OAH0!RY,'"10F%AW%JR9T"PIM__9FB1<+6C>IGAG-5IF/C?4=&5VR(-F"JW42RFH$DHT':,(/,7K/?.NCO [9 MZ3=5U<6YS%!7YAE0"Q>K>.7.,4R7HXH@O566PD\?*P3D92L(_S5=/!M4222ZP8+T!.31*IM<:> M"0W$G:2 5G+U9-W^(3AYC)9^,TY=0*:)U =1L'*7DY=A,4XC+X3GGADHWAM0 MS@EPFDN(*67:7-&GYC52#Q+2;Z%!&RT_ YW]!3Z +>DN$Z_'DTL*+$="I)(D M#Z!K**L*13M.60^<(4O$B_+NJ6:1%KBY(J7?NH*3(.<0H0\ .W_%>H46YA=D MQL+9U3RO=^5>R]RUS#AS/#.F0 1#.W*.#$)QB7[)6H3I4E/M:T>]H:>PW M+=[%#M>IEKXC%*[-LQ*Y<(,9 E>5N8#@C;]-6R1+3,*[TM]9VHO ?O?);K%RM(##W5]QP47EEZ>]W%3-?D(F<(3#I0$5>P#$*5BPS*?-:D.%/A,O'2.QW'QX" M,ILH[SOMY*DC$^9X3I\9?\&;(+O;MIYG7WJ*I_].&_4\'--0*W>]J]\,VC]P'1N_6Y(C_)$%3(RI*Y_" MU_>U5)++TMES.O_%R&>($/\W>K_1P+<"((AM5$%BTMG;Z!_#%*(C1"(?$M[2M M=^=&I/>[.Y\2]'WH>N 0?Q46Y[].9K__)^8SW%1'O2CT\@^8)F&QN+[JA_12 MQ;.2Q(@1ET(I!(HS:9'7]Z&JG\.,YUF[?5HGJVT_M*A/]!.WM4\V_CJ?TLG&8O)\MQBOP7Y^F!,>*]QR*MKR/LHJL';T4;RI EF<#$>6L?;>ZCFY57_5#*7W-92_!C"]J,$ &4R.0^^*P@ M.-%Z9N"P:25VR#A7EOZX>(>0("SIOYJG-\U8%%@<:MR.\D@QR*23Q+RXUIO3(>)*1?Z!RCV0=!_7XZ_A$D]M3'RQ?!7F\V_CZ=E_A M\,9!3)8B7Q>-"=)DTWS4X>/4]!NBM<=0([D/ $%OIE^(ZMG\&[$P,C8Q;ID"MQEFI@SX=> H;R1/P.LA:I:=:-P]OO[_?'%-[E!PLVP'@XOT-<1TX. =+=P!IYS7QM=O\ MCD1B"2HRK@&)=U!.&/!8/!B33[:Y8M*E)$DJ5]JNILX(T61,'?=23Z,YFM89XUWH&H)U:0RDYNH8@,W9 M\L)NI#*5*.4N&&*#D>@K'E04?60#K2ZHW"?G@6P^(?Y"0(03MS^OLL>6W6B:SK!.E GXY_GQ5*#.R6@3+-0#)>CG%U64:]\?9\-B&A+RJHE]]N@LEZ+S:*$-IG M$@VS=4B7_4..T9[+28A6CLZN]{VF!:7;@[-.U'1"S/%E]W,Q?)Q&09,N R MT2**M 1=*1Q$2=D7EJP(K<_4'Z>FWZ"L&^T_#K%C5#$ 4&T.YMZ';_5099/ MBAC0N:RA,+2@?$3PO!ZMJ.O%J9<>E-:'$@]3,A@P':7G1TY#CQ#Z *#ST%5V M&X%|V_ 4.)(?4%.?!,X,E54=R2*()Q>+=-IH^G7S]M7GZ>IW"^P(5LT5,@"0 MO9U-SS|A_.(UQNO3WHS26>8#F(P)5+++$@HN!1.,1%J$.1,\U-M^JGB)H,'[/26*S(Q4R!&.T MM1]O)>"SCZ1W'0%YB*"""HR7'!8*-R20G0\FA=2OCPY0,)CP[5M5/^$$'RGT MZ'E]]=KK:?#; JOE<5%$4R>PZ55;'#H2CB#&&$-9$M,I-I];\@Q)@[%/C?'4 MA,# -9=5V]KB7B?8PB@4RA4+3 .,18,C:3UX=1DKG6)4./4S.8&*TQG!K) M?P!(VF)BI$1"6VMT4PFV3H641'IF%"UDX^L8-0H8NG.6!H.5D[A&>PE[&[V MJ]G%Q7@UVV*QZO6N]^F]. ^3:Z?< 0'2SH 0#E11_&%!R\"I_'M&..>.+><,V@>*E!>2; M>V*(J:!+5CRSW+K)YQ%2^JX5Z00V+<0^ /:\[P&6H,\ VMZ,\2.GRXG)2IZ#4 MZ6!IO!Q)3,4)6@!U2"#!PE^-0>'EVBT\<&RUK?2/$]5WI,#.L%48V4, %Y;M'.PRAFLDK>VN"^"RK3/5BXQ6>*V:U![>IZ)?A[PC+!TI['D"9Z+5$9& M.YX5-X"LGE:R>@/JJN@X1,&U"$DTC^]>HZG?7MA39YZ.5\OW.DEO/9/R')?C M1(U+69:C=6[_8]JS-A[@JM3#MP+1BCA"T)&P4%)].],)A05A6@+RR&U/G?3>+QE5E*>PS+IPW%*$4ALPHO(B;/E.:-+ MT9TC:DU*WWF'4Z/I4,$TG:U[R5:$.2,H.1-H$2B7Q'S\AM0.:DE)H7W[K@-M\BEZ^LX[G!I3AZJB(;!.>^?>VI?L]HJ]N^\XQ8UZ3_+5WLEZ(@;@(IO5@;%W-MBJ)!0]%4$F#S%I[35"5S7NE=R+L^"\S#U4L^U8:R#A P$,\M9:Z@. SI:C]V>L M-RV/9-"J2&4A,]_(%,<,420!LC M1;,9LP[K"]9$] N9!HI]W)T^0,H#@,DCMI]Q7S!CTR2>2BK225I'C-==:._.H*.*4RK#0O,/[*8+Z#?C;PZ>=]_< I;N' MVU=H+0>(@\9$K?*U,% S+8V.P]3TF]DWQX\#>0]_-3L<#)]-MQ9B.SB3,I3(F:#F4%Y["];5(VGO,XO-[P39E;A^BP8Z,$R=:.&58<-M1R. MS;4V+% ^>*_M%5>,99^C=^!87=']9!FB,O4,W*6LD$7=(1:?H^SGP:BGAF K M'0T+>4_>%7O%7;{4QI1Z6[+6@;@S#NIX#Y"TI9"C83TVKQ3=C*>!Q^>&HFM M=38 1%ZG==X29V_HV\5("F$]++W5LI*0U51YIY$59&T!;GX@]M1G&TT0ERI"6A%$]%MF][VY/$@612#T3$O9GBW:EG .A[\@0]*LZ\3AY\5F37 M;8@0>&) 0M-"H^*(K3?(HXL9.L-5IT#8IZYA'ZT2:UHBP\LM9[H6<'(+W:P.[\A-67U^&56'=1;W(;Z7Q$058)FH* MDRF>Z"-M=8(DG^() ^D;2@(TH!# M9@Q7EHGVUY%TS%._77&G7_"!#0L< 5LN3!N'5;/[%WD2\O2M_(287H\"#-DID M\ME=(.\KU)2|CV!R*3DK8XWL)'3:F<*=D&Q_!"1WJ+D!X/+)(3P7AA6 G#O M)#E.B6(YC3$PK+CSA116Y_@'9T>[:=U)=O &Z:4:6R*.U$J*P=>RF<.2%)0:88^:>A>!5ZJS)4_0T[IM2F)(N M/D#RRM&&JBU$'R0(#-F[']3V9^F;.D[SS[1+[2/F ?A-=8CZFRF)X;*RL.KA M,$:MYLR"YZA*=J7(WE]D+-FWC#BP[3VV>]3,1"P'*#3>]/%CQ+PX"#R6[C MJTK7@-,R;!D8VGJK:74A/](!+1F*>M%PY]U/?1^CI5^X'*OC)R%SH, `)P/M^&4V^4*N_BMZ]WCY:TBKV\XV;1:2"?("!7@4C!954>"-U^"R8HXK*V5N?7'/ MDP0-"4*ZOQ>]T(K!?2(IN!*CCYBNIR/E^_.K!1RAQ'D1EH3&,B4ZU]K4 ,.< M"'!"T-@F#<"*KY_SB9]_2[_E[4WBTE>@ #,U#E50N">Z*(RV7>E\GN74D"PO(M)45P?ZH3\ M%VDY_K*>@;<)"B@4("8-@Q",!I6*AU#H"],J*K*-(N36]8O[4SD0/_E 7-RO MW.A22<.X59MBHZ2ITBR*MQ$H+TXUB6)-7/%@E09B:?>;X(Z T_7VGZR+&@? MT0_I>.(>L9XI3V;S%T]?9OM)TPD]A H?HC%M?1Q0X.DB<"U.D4SFUGV3?MGH]^=]D3H[AW(Q@,;Q&>G,:KU1,WT]PI>MI?G%1BZ?6#NW(<*:4DP5](/* M9%V+I72];,))HJ3VYN*W3G;O0U7/;,._HN9?J:*S* <#S3[-9_GT\F;RY^!S&M\Y5W5'>VT:%\L(&Z!@"Z M1VKQA @-TBKV1%A2A!%Q8J'!2:(2BOF<^L4[1!$ED!UUB X-= W4U-?=*[L5B M0?*[7C2OB*,S7)!)Y>UO,/-] O1=C,_]M?Y>(FO9[\3=U@B^=8.@JE#"9$C M.*,M%!\4!8>]+/F=+.?F1/-W>K^ZWQGPPZ#N!W@9@"C>C*MY-/X8)OBLO+Q?C M*9))1\PI1Z\@*XKTE-,&GL.,+H@.0H52^MXYS%.^]T@'PP@FZIL?^CY-?2F M>+:.:+'&+I+.,$I&]^)7$_AKGXR\DL-KIL4G>/R##D0Y)IQ("2%N;E+AU$% 5 MT%@#0VFMR'XGRWCR_NMY1X,%$^BNP%8Q_O%>M=,;:[:,W5.)RL(S(G:9Z0< MN.P<")N"-+8X7UH/.GV>]GX+M0<#TX[4V+_MO-4D]X#4-D5;UT<.(U]\D8(Y MD+[,`.0V"<THF@BHL3.JDU?$7XOHM\1X<6KM1Z@"LZ>]9WU$RPD1K&#[F M.>T3GM6;(S@P)(_:8+U4HG6]R^[4]1N>G.XQ/ NE#>"&O4NTY/Y4#]20HM-3[E9*&H!5?!^^;3HFT]\O MQW,D7FEQ+;_546G+%]-<.S<^O]J%WK3DA PVD=,V\@9%/]L.5$"XUKQUO[MFKM3-\CS\68XF9U$;^09YGPR9K11W+#;,P'(IYS!>27!Y.=]*@I$;P]{P2#$;_M))2Y#M.5=?!@ >]2X5%B+*9U*=H.9 W2:>P.A(W5= 3VCAM/=2_1]7Z.7\:S MR\5C7 DIN+7:.HJ-2X#>,DD?='%IV)9N9LVWR$Y^<%4"G;%1FW=);,=C:_75]M,+!4KHNQZE[U+5+]',WUO MK4>I:'B^WJ^S^?@"6^6A'I#E2!;N,RH'DC%5B^,3R;!TH6$3!1I-_Z:'!/M$OLIND]SVU@^;GOY&!WNG9JU5@LJA=._/Y;/Y1IH-E8\:/UEHE"R MH@YK/ZUAX!AZVF-UYBX8BOM;3RC>A[{CTI&_/R9[>NO5^]],MS\S)HT1C!:?M2!TOZ5E_&P5RDF5,@7P.5:^2C-5-]AF<3U%28,=%\RG.+>CN><7N(A%G'SIPV,WH-4-+)K5\^N!T>TRZZ \]?Q\OS5Y6(YN\#Y MS4:J3682:?ODB=5A]!0Q,&>@9,>SL!:-Z^!*AUU(:W"5Q5.OV89S%DP+!9K' M2)C6!.]? %40LH@0FN3*MO=-=:>O7*G6!H0?NNVBOI6$:G56[QF)UC^QVN]"" M(KS5@>Z+^;R:WX-]M;V>W\!\']'B\^SZ[5 MM$B3V:)]Z69E48P3]D1P(HUY$)(UZ+6(?&&-6/GZNTZU5DX.:C0*IT159O,FF4\'L26_?3F07>+OO M1IY(G\.TFYL)P <>>VS_>0-+]R@UC4S8];SCV&5>@\A&GH3& D"FLI5'$(N M"5?RRELL72,++674=D'AY,]{C]I.[F50'&MIN\]D84C:,\U!%K+DO#"%4C:_MG> 1>OHU,ZTP<7]H9R,-#--P7-U%?X#-V+[%_CAS\1 -C2S%^M'70 B&A20* M!ZYH7U$:+;@H.6@7;")=M:\^N8V!S(090UDCP010H*FCIK=2$UL:L[DQR$O7!#VP;B+1?U$L3C)6$# -I#(]JN@(RZ*5Y&?/^LD=(Z?\BYR/U_]!IX,>* M?)@>P_4Q_?T\!*/$]?,ZMQ_[*!FJ,[3\QGM]I@'H"6UHY(}4)U M%^M4L#J8.Z"$[$?F#)W"T'[(UA'D'F]_]G[US8]AO=ER@0C&V42B4G5^M';M+7=1987%M;?"A]/;MR4[#2;OF[L3:7B@-C&,Y_\5)H<5%-S\<0OK]S EC4S> M]=.WCA]NMDM+(:\4%C3/2"YN8A!99J35XKT/+@2%C1?J4_0<:[0>>O96Y"]8MD58(R$QEPBQ""GP>C6Q#8F5T+Z/XTF"^C4|S7!QUZZT4\P##]K176@\(4(1B>P)4B0^$ZBN8F] ER^K4W:'FL=MD MC]7(,$W,^OZ@3^'KH4=#-W_>Y&CH$6J:'0U=/?!\C @6LF$6(61F:^QM@'80 M#T3Y#2X%.[NHV]@6UMJC8T,G">P*EU'9DIO(#L?HW5,Z-RZ-MI/$I>OH^&FJ#B0?NSBXOQ^D:R,,VU.),B.9P>VEKWU,,:&):=-M]6UD:+;>]^+.^QZ F3U6F,GB&W,K8^]MV+P&.-T5L\ M"Y,_AV4%Y-VW;6VF&)3(P@!G]:X%U!P]S5S8"BS!*

*{Z#&01*HG1>%'} MU;HX/GK"OHRQCB>N9Z^MSY&&.8-@I:MOZZ\WZY<9HS/S'&)2]Z(/^6'^1{J2^8S@BJN%$\X# M[6&9MAOB,AB6(V|]N>.^-/8[!KY_I':JTV'Z#+N,K?@4XN0PSV"/IY]H!,=# MO/0QB,-PPQCS!9)5Y,-JE0DY/*R %)++1MG6QZ^G',3Q,9UCOIS@NJ)D7H.) M=?QS'6J3+$E+:0\ATU:!4G L662'K4=RM.7@.QK.L0\R[Y43]Z?V89K7[^$ MAUO0VP]H-[*C0SNXZ|'"%(ACR$@IPH0(HI'TS)++!'0\^ M>]5F/!&E*Y93#-%Z M!-QIYR+=Q%6;]VXKZN6WK9^VYHW%G)AD%K1,]2HE6F0NZPSHLM')2R%$=T'S M[G1^5S.1]D':X\%Q1TH8[SHYV3'F+0<>'3DYA@N(P5FP/A6C5-&)MRX[:LQ"O^Y]+_^O>H'M'<=+7OC0#6<\|"Y$_SV>7GQ?75,;48:E6Q=(GYW6>M2] MK*%A0FB@#OG><^F.<,L/?5 M+&:3VU\"?*(I?-N;WH.O?#5;++ <6FRX&$\L2"OIZ!5,]I]8804BM&%H*P$OK M2:5[DMAWAK<+5#WEJK36VL"<|"WVZ>1I]9ICFIDZW M.MS.,/UUHZEP'5J61V:#.>NBQL0AHHH$E%+ AY)!,\RY8+(E-3_>[60VW%,_M3,_?FMZS%>+*Q&)(%-V64."R5CUN9<'O[+'%,F^=Y2 \IY4HN +G980DF3"IU)LR6F=-=B"K M;Z-U&H3=M6RM]350T[89576&/;OSB);SX#]T7$]._U*%&5;'\4A5@2.-@UB, M!^FES3*9B+&U:3K)5+(@M*/\90WU'?C?]@(D\?@+Z]FEKJSG6JNP2-W7*".W> M6=89T[1ZM[""%B:8;'[\4&$+GB*W#X>G2*7&=*&Z9)V@RV.MPBW7E"PTES M'=]C_2:'61<<'U8 ,EGJ'9'8/+]@'"%3+$E0JQ%YW4$?# A$XBX5#&44&3[5'1G$^AN7RWNUE"I'Y9)3 MP*T-H+25$*UA],7G4D3R(G=GK/8B=: CI_;'T:-6JCNE#=-"?7+4)7>7EOHVG M'P.M_@\8PW+54K*J9KPDHWW6=6/D:EV$\..93^H"7M>NJ/I;3$W=@ZUR/7:P# M7\#-]*$77,O_PVPR^74V_SW,_M\T@&S;E6M/G+>D^2CHF\$9U!1U,"E_4RQ/0<_YZ<[_%=NUALC%^W2MB (5V M3_(U,E(7)KT"++9VA=-W3LI('B99]FRJ$6^]Z3Y)4#]@.P$0=NC@/TPK!T/L M,\I'L_QQ&>;+HX"V%MZ30ENOX:V6FTVKP%7ISO_&,-]T "Q&JKBHK!$D36Y(MKEJ3.\$L. (%26N)=E[:I6M'5#9]%G:?#9:]*|-%*/\WL5DIO-<[4%B)@^]OI^VHV&!,@FBMD?>GX- MO6F=?$'AT D02&+$\=ETO(8\B%<; &$>K3(@ZUH#XI>C+ M:Q>UCG? GB1Z"P<<)V F%ZD=&82/E](_#W3R3& H27XF8$+2V&)EU7[0!)%,O M5 [<^-8M&,?[B_K[!6![K1SI+_XRS1UG8FY/%IM)@L=GW5YYL'M,BS[<'#] M>79%*9'KE5VN#H/UGH&/.8$064@N>&#-!U"?:)[=4P.I1C*GQ +GD!*O\R)= M@FBB@Q(],U'QR'GKEL:GZ/D^4BK[8&6?\6!I::/'V& Q7X[>SV?Y,BW?S3_B M_,LXX8NOX\5(*L,")@_6UC+Q7!*%Y\X!4Z[H{(++N%-; KU@"TGTTPV*'GMW MS[6MS;0Z:RCB84"DUOA><;!X/;L(X^G(A8!188 E.BS[2 I$"1 N-& MBYV,[6XXN4] /V!HH]/ #E2P'TG&=[C\C\Q3),G?\:+B/.19(Y"4V,@T3>@ MK%<0E"P@@E3.1QMUVBU]<.?!O2OJ6#W-&@FM:X7 &N87+Z;CBS"Y(CZ+;+/+@U M"A#1TZ:J(X1B->35(,R<>51Y)XW?:?(_R M>$:^;B3C'GR*'C(3N61=?"L)WUO/[7' Y+C-#-K(;:^]?M^=CE9SK]=4:XH M:F>^#@>U)A/EOM:NYP F\%B,=,&H'4WX]F-[/&IHI^'#!=6WBC_^/IYNH$D(M-$EG 9A97F>2?0@>3"$+QJR*)>F=%+SUT!X3]^W4>ZB0^E;NB[]?ABNRBX|) MF9+ A2^@*#JA<(5KX,YFAMZ2 G?3[\R&MU/M@2+]6[.;3,:?P_2RA*MY M-!NO,3J46M$.XX,#%>HHB,#$ZO8E%V0T'O<{4'[@)?TLZXY\L%;"[']7D997- M];C!FWG?8;(.1H7/6!/E,=1Q6;0Q@2_9@O%6RX11HMCI(,.9V/Q1 OJ=$M5) M{>-L'O.YGS$[LL7*TF&9@C6RHABXAD#0O%GIH65W1>%DO =VJG'/)SB'F, M@/X"^T:*G;66*4HQI$$EA>B.JH29>O9WUNO[R_QTQ8+QTIV *!X9$=]2W'2&S*> MBQ$KUD@B'73V"I0RGIPQ6\ ZYQ5#5EAH?7?6.9%*+K0O0.8@V>"-1*]5\5.H!9 [R-/- MG#Q^_5 G2AMT,!5O83Y?C4 ZOFCGWJ/:E>D\3>6IVYRD*!%P PRYKJ.9!(2: M#X^1*2D$,E.^LS:GK=*UA/7Q54T?QHN_K2U\BIZ<.ZN@R&)H<=$F[Z(K9.:3 MDT7J*'SKD44/4_)!%./L@X\'B@>/U< ML%[7*S'3*_B4*;(*7"605K-;,RU MY-L;#C8X+;)V3*K696U/D-,OHEIH^SD '2CZ(:*H,G(5NN0@,46=(&5R-95Q M#!QG!B)%+8@E>>E;5PD^0<[4'2HRI^U18?)O^_SA]NL P=<7LZG]YC;Q+!, MQ9"UA2!$C6)XO1@M)P](Y; #1=6/.<'[?RV@>'E4+W.NA3R$ S0U<[^&#O1 MNBR#%& T&6ME!,G)$3M1>EL[2H)DK6=>/T-2OT<5K8'5A1Z& *O[|OHE3M/Y M19C_;6VT&:L XSF:A@:L+ORDPY4P2%!M MN+E:@"DS-*@UB!0\V5Y:>TZ(D)RPY@FDNX6R'0]MLT#6P,/ H!S\|+K"'4, M %[/Q+X;0TP[..WJ#GPM$E1>T_X>48&)TOD2N=>L-<9V(FQH0#L&"_LE+P]0 MS #0=C?M:)WZP^45$\$9C2)+ <#;50>M>@).8P1J5="R2L=C\3K&'"!G87M@2 M3<<+ON>:D#^`_S.;;\"_6)EQ9WB@*'<5= A0/"H(T4F0R4]+1@;$G;*7SQ2# MW'|SOV=V#7VF!H+M&1;_A0M\5V!Q<+5:2LH%+4F!!YM!,0D)([<.N)/&)LNB M<*H!.AXEH+\;D6,U.FLMWK[S1<5&*87$ODROCQB,PDED!JQT%ES2 H$<$[MKAQ3W'#<;6[']@X_O3_V-=#9K*L"^(7!]EK/9^,*C$"#0IJ=SG0O",T32*IBL M_(86)1^)^7?>7|_U4 =]/T8H0VC(?AV\RLFI[U$XIS5$1U9U;(H[4!$,HN! M9**;; D']XPW;TOHR&4X6KC# ,<#U?H\6Y]4\>!M*;1/6E/WR0C #QZA4CFU,.*9RW18 4IIZY:0XQ% ?2:8C.S;O0I,FT_G.F6"_S#!#Q%"[W%>?Q'.D(^\Y:5$PK_&0AX7EXF< M+5IGUF^PVW+Q(Z]'QJR&<7^HZ^PV7 M5X-A1\X9;I4NX!FSY+MG <'D %8&*9&C[T[9U!O\]>@:6;FT#IV8*&&9A\8OT M]\OQ8CU;^7R"RZ6XV6]N3!,| {OE.86)\WF=QKBZ;/6WR^5_#\OZ3-_^;CU M=$>?CD/_QA/MO[IB#+ETQ#6H.BY!PDV*]%^>;F@;);)8O)I=Q/%TO5"G>75I MW!8%UY6R7G*#)G'0P9)7*!- "D)&#I+64E4\14^M:T/TH;'?!SN;]V[!]^6WK MI[7'PS*7TE@.7NO]\1@)CFD$'C1W1OD@I&U]QK4GC?UN\1TB[/&+=CI0W@#\ MR@>X6H7S06G,3#+0!7[K]? T<17A0%K-4$F4]K2_G?824?J'6K?YG[94Q4$S5 M;^>X*00TR0:.1H (I1X'% 6>"P4Z7VLT0-PZ0=I?H=X'2X'OH^ MEKGQ9MZ^?765!S*222EBA)(9KT<-L38="W A.2:2B,&;YSS"QQX^/#PNF5#[3A<46 9QO0EJBCWBG02K8J M<.NE/2OJ$)7-6LAOF")33+7>1\Q2(*_5N1>,PS@L]: 0=C,HF9%M2XL?HJ>M? NM&^XYZ#U/+@""VE9EZ11(;D[I6/ZSNFUI3QD=2LNQT+L"B(OWN+RYC"HGQ056_UW1 MYJ^*TQ!=S3#4(<%;^SHF^"0H?)+,P85978*QG<+ZCM7W6&R\#UB@;/LD0'W MN7JH+H$7ND#AV7L=K&%LM_+;XVGI=U-N#L(^-#0 (WF5(,F_C]?C);X=?ZEW MXRJ).1Z3)[,Z1%K\%<=GYTO,+[X0CV?XEP66R\G;<<%1+E:AXQY$8@*4=>3R M&&[>X*;J\-4=>MSD6/HI;>6N#.S>3(5#@"N[\.WU2'_I]D5UQNIXN)/\]EB M.;+&2>:*A^QJ[C8F8B4R!"^5C2P8+ECKPYZ3G:.]WD+ SV#55Q?=?N+.)$F?E MTSG2_O%YMO[#U<_O+^?I/"SPUE9QHL*=PPD[<>%.(PGV4[ACO?!"9P%%"TTK MR1L(M>/'&59)XO]4A[D +=S+RJ.I-9_5H!50=H^RUL!!<#MGR:)+ QA+Y MH0MW]D'8T84[^RAO &[!8P4#2GCK3W& 8"&V+9CFDG+H*Y[_O MPIV]|+]CXG[^=UJX MLY?]JR[> 'JHW45(9BRI#C&HUK4U Y.0REQ(XEUQKXW:;M/@=%N[L ML;OG"G?V$>0P+ MOPY3RP @]FR0'I.OMZPE2$1^'4W@P;M8P'*3M;:T-N_>|SJ,?$D_1VU[:7_? M?,D^]NA[&WM]]K=;TNML[0(!\@* -.8.+D%) PG|UV[/7& 9^- M'8*>[]3=-X0:G+48GGA ZT%K64/BK"%%98 4/P;.\F^/T0Y^&'0R[$VMH M -OE7N40IB!GEN1]R%$'T/7:YZ8!F'0LL12$;ZGX(EF%Q20)G'8=LXUVI]+ MX3=.;ALD0CB!>7&RZ]&=GT_$_)?? 9?'W^MSDBI+_:E$Z,<4'_=GF!^43G$$=2 M=^+#B):R[.=$(H7,%*$/;&.]%5 #G0$PF;&..V:-!5 M+"H^M_Q1&(?90P44[>5J5X[9W004&2]W A-_M 9>9A(Q>)W*\4>7_;B7>7_5[GTCLHX>^X_"'$NDNAFP%!6N>UT9K10$<17$< MI-9"FL*,,>XYW_!/(9'82W?/G4CL(\CA .'1'E>3LN8H$G@3"^WX4I)L+ G(M);16(K-WJ^M^V%;B!C!I(N8![$M/%)Z^_+8>K#P)B_5 =6V"2:'> JKK%YLM M.!43.*2]7=KD4FE=%;0'>=_9*=!M6WM->Y+8[IY]9&51VA^31>NM[<_USF/\-EY@W X$WD^$U M4[IH!*8"A=#:*!>]UXZG25S-I'SL.,&^O#5!XN;X 4Y:RO< 9BM-U.B/Y'5 M_T!{DK.7TSS:_R"D]GGFI*\8@H+Y$&1W\&T15#2& I<0H$82';;!^^P=1)K M)\+ZW3I/ ;7N]#0 *T2X/=$MV9%VDCABG @,==+<)"#$TJ 59AS9L)8UKI& MY ER^CUI/2706NED /!Z\C@PEJ*\UK5SUU.X8PR#X*,$'Z2R*M'_[39LY]S MVD3CQ.AA:AD0Q+8.+VY.[]YD$OVXC,/U.MH.HF^>?> JPJ/0=9!HOU^3=^&W4=71D%M M>(@>&)IZ/(X)0@D&DA ^V2285%U-O&_,RH"G,_1@"ILJ_ONOF-W^]Q.5P3[T MRA/7MC[+=3\%]SKP0$XG@^QH)2C.,GA!EC@IY;@,/$O3>E<[;<'J&]+8!7XD MY.[T\#)4'>+'+<+D3_/9Y><%/6)R MF9WGZ]WQ?KC! &IGT*=:!/<*!RI:G%PBF&35'YDJ-VK?-I MV)M&%F,#O!_XQA>% 9@+MSB\-5JIUVN12VY@PHQ>NEJEK)VE@B)40>$Q3% M@U91:LU;'XX]0U*_B!TDC&;=Z7J8$+TZ$F*AWHAH. A=R,4RZ,CCRWZ5OP^Y M\&B;#T9ZEJA^8=H4 KO#ZP!]# U@ZQ]H09:7WSZ&"?XV6SZ\3J^.#;-+6MJ< M0&J%H(JQX)7*X*1T/GAR][7L$GM[TCM86!X"G;> V:4>!X#9[O>AE9THCGL= MG055KQ]63A:(-;#.%&7[S'D1OG5S56DXZ_?\XGOP(@:(L &LN[T8W*I:X9KY M4*0 KA,')8J%H+@!;B,OP1A30>2^J/[U_NC[JEMIB,(}%U<^^+OEV$3 MG&\VR!B5,5E -%Z1R.J=/LF1WYAB-"$IO>NE=_>?/2"GI"M|SMH)MV|L?#P/ MOT\1.3E^_(Q_VUSYY%@LB:(OL)G5K483+RY;X$%H'KGC]>G6=_W@X_O=KD^. MD,-%/(2;!U:6-@9Z=!0"F*SFUC@/D94,429!GGTJ7J1=-KZF!R%V=E _9,?N M<+T, 4Q7:X 'GD%,:9")@D3E. -7QR0HS"9%-%SFG8Y1OZ]K%/=2UB/7*.XC MN4%=HZB%S]Y%5@L(*#*/BD%P&D'&0D#GPIG,&ZA\@-U_!SU=W8+PXF^- *QG=9VO2RFT\3DD!K5|'"%3(M&=G)T"CDT*8 MFEO>;9[FUD-[W)NZT=>L@? &D!KLWER_O2YT"UEDG:T"Z8H@SR!H\,$$,-PI M<@IB\MCZU.F$[/;83CD;7?H6!O ,KS%Y=-,WIZL*Z6,D8PN(L&5*HSAF10 M4)PO]!BQV7R0W*&T_N@Y^@/!]U2BOBLD?%^(_X!?D'XQ$DS:%(RO6RMY;('7 M -*F0$XV!%-+Z5CK@L;]J? S1SVA/CO)#M#\ ?/]V6=W!=X7IKK M. #WIOH!F-YUKJ.[L@?])&/)C2[FF!XIH8(#"C(9AT 4E5/-2EP/(_-%C MS#9&NVO'PSQ+SB/LQ/;]/5"#FD=,"QH\XJ28G6+%+V;:$'5"B+'/()3CJ64 M=,G>MS;D]ZC8*+Q:^DOXTP5JOZ_D=?8IG- M<:W63^'K2#GG&5<.G(N1V-<((5!LS*R@WV@C0NH@5&S)PDX+Q/ZS+I AX&:H MRX,X^*443,MW9C|/Y:JHGYL5?QY/)2_R ">N4 MQY$KA0LL))2,XH0)D)PDKX8)X-.W(F[TX >]9H.IV(GA/M_5H2? 5LD#,/\; M+M+8+]0&^<4&*>5//NNG?2/@O2AE/QJ2_Q4AX.9)G 5BH=^)AJ056-@/#@-S; M.IU4-3;V1Y"[V]D1^V=%_JD!,0#L[Q$=O4AI=8O?:|/EBO^W,PJ6UFN^GFG7 M>3<9V&U|_/?A:F^@&<'"*M>7/Q.8SG53_ORMO9]&PUO7[=*_LT>XFOKWN/!\6HD$IBXJ6D;9"7_I'H#%PA MY[6YQ^%,Q$T;X69<- MVHDF?^'U P8D'@>TKDW[F@BEFE%>) \|"Z_0/0FQ 6A+9,9{(.P]WSQ__>R[8 MPR5\19?L1 !><@!5U[KGJYM;H=D!(K =JH+'U09YOFFP%4.<2OH=IU*.W^];ZG38$+U:O\JD M0DM+03"'^7E0G#*TY:2&;Z)WD*5O9.O7W+%$#LH3'0F#OJ.3[Z&-H +M),NXX MS5)PE05#0!E)DLEF""Q'D"+SH)0UZ&V7V-N3WL'"\A#H-)U*NH<>!X#94Z;T M178R\1+!LE3G^+D,T2H!Z%01D<3F7.MSQJ&U0'_'/47?0_[@,*P-8!GN<39[M?44C)V7(7"_((=,6>&U-L1"T->"91VZM1"8ZW3-V)?1'3R <"+O#S^ST|F/8C\/!] M0?_]?$;?+K^)ZU5??WR|QQ-VZ4<'B,>8"TL8$2BL+/D0%V3-1$FH15*?9 MP@/I_N?IRC[18FB#D.]K5:PKE-9KOY;(RQ@LN*QCF<+.B@>1?,Z M|<,H_>?IS3X1\@!%P0"P? E ^KUNFE/8XJ*D34XD!.^2AA)MB<;*X)O?YMS5 M!((?HF_[&)1WK?^!7KE:N;XI//Z B^7],BTOY\3SIN[TXV=,XS!Y=1[F9UA+ MY3[//IC6.+_O_\3'UNOU0VJ*N=P R;E3_>^OUM'P_$*]+S"_2N0$@:>&:QY+R.CI"U2M*Z7VH.\?E.S$ZDQQ=<(=?"|\50*@9+;>.^5I)V0.M)?>V)IO=:U=\$>) MZ1=DG:E_UH4NA@2[M4? T9PS5*4AIU9I:IW1I26%S2U$HQ7F!D)/2H-!Q<-(RL(9EF9V0:%L/>.F*EWXA MW0AJCP&X3]/-/JOIJN6L,6"[42)>=D*E[C%YS,5CF]1GF@/IF.COU/)53,D"4#&&#M'%HH[R1]$1@#4^<&*&DE MQ,)K^Y]09)Z<3;'30MO_[GTY"6->E_V@4#?O2\/7^ZI9%("R2<,]78_53*# M(%"""#R+G*1WX4[U5?/[4P?7 ,.75I^_/W4?$0_-'#Y0+6_0,^]5 %$XK3/" M./C(S8SC/H5Z7V3I]#COP":8SLHW3K5YM]3+L&%VM0QK.12M-0[<$"\]Z'HO M-0E+ ^XA*U$%7K/5E4|]Y(M>$-B[D64:?0P-8/LV0 B?70Y, V) "C"MA4C2 MA1A3]*PH)DVG1NX':V39"SHM&UGVT>, , 'MK!ZG[QFH7];D1O#G6SK2PC:B' MV=P;4"H7\,E+,.]B19"EHD;/&V-R%KG[KQOU"S?7T.!0MSXVIKV$9>Z1(@TV) MA0>0PUHK-""0R'GW).I76N^]#= SH2+*)MI^$TP&B[_\FBX>')MVRVMM+<&2= MTR): 8R)52&8 V>1C+/SH? 0,H;=QC#O^>)^4WR=(:ES'0S 0.TQ"A%=SH)B M[:24K3><(]%R6.5D3V&[38YY^3[^^5;>VJZ&$!V"]:C'R M%9? +R2KI76=V7Z^/|_/9E_&B1BDCGD/2LB0POG8 U%Y_"DL">/?_M_=ES7'=_MR)KO\U]P!_OR,A%;W9]0186D=D<_,;2=,M8AZX]RN;\^DG4PK6[>!8<'LC7 M$=UJDW+C)/+[D$@ N5#I"1>)\=(E,;M).&U,_,OZ7V7A^]M$^.[B[VYFBYWF M7S9L]_CG)XG%;:F-%P^P)8XEG@(%XYA;NUMOD$F)(^\-"05G)QIAP3+"(\= @?"CY9KQ%*B7FW+Y/1?Y@FTI4:'I!5QG7"]@V3?X)QZI M:^/SIVP(5> HKDND\O[*E1N=)HCWK$DV,O2UNVH,!79LJ&O-V/HOP(B/5M! M? XT_XC('W>Q>12)7@GF0.QB'X4PE-#(L"D29X])12F+QDCM'1)F61(6 ;LIK MO0+RM#I[4!4^=,2 _X;"("$S'^X!LL,0E3JBVHSY/+/16IVGVP M)P=.D6P@()7RZYP:CK6.!$6L'"Q"8XCP=E'4#[7:34TA[=PBD)RA%IAL+7C[H(=_MWLI?YH5S3/[TT7H%EN>SO=GTZ@)|/)C.>;ZE#@9+))6$>02CD'8:)].$E#+1 MP'PHS)YCLE3T1%F8046TWYU%9LNB1;S(?M^W4;>Q;W#86,WWC_;VCOAOZ]7 MZTVM*>^9!N\RHL#S0S\)$CD+/H###+%I'@B.Q=.6!SD)6],SY AM@.;R&\G(| MS\IQ2E@D$HH&.4LY 9G"$|@R+P5A1KT1[>9OK>X MSYZ)GRH_V64. _T17_2%\LE7)WF8/#WW%W^/E)(+RU)FG:\(6^Z0HXC0ATQ M0E+FBF<)5? D>J:W#,1F)<% 2#CD1S+CR%C$&>E'12NQ+'PW^@N^17=@TY#F M'UH5'"F>>P2Q47L:-$&$Y!MGZ30RB42D)8,I$.6$'?5>XV=^C^Q$A8[OD5UP MJ8!FQY|),)#$$_!QPB)#&2RW-2BGA.U;(T6J2Q]H%@KBDI';STD[U'=@*ZY7MD%ZU70)|[M=2, ^-O>R7DV@1&KB02.Y#7>D$AFF+<)$)14"U<05;RM_1):? Y]UQR/96!(E* M&;5;;RE8\"\-F&OJ/>(I4.3!7B.C$E4@+8FR]#/C<6FF-4IET&Y!H1ZJKX!$ MFZ/XF^ME5N7'F76S^>;HLK.QCDE!A6=(2HJSC4WY5B> H4TL]#@:UIZ^:=2 MH/JHU ?U9BPOLVF[/2DKSBVVCE)@DX*\=SNV^2]G%KC><=2)>#_I=?Z0P)LJ M2&K,=+IKAU %=NS@17(,,@IC./*4DWPS#29>6HPT=3D)F4BK2@<*5AX8403M M-G?X751?C#Y%[^_W_?UF@S*&#HQ2X'[]. =D*W9??MCB\JVUW=Z<9?<3!>60L MP,J) '2W=#O9XO9"LQP;GN7N[Y8HXSB*%@-_M+*>)(RVE0A%+14**FL7R!4,/23)U"'<0R/'A.T'.PUBO8>FYG\-]F^9_;\KSG ME/-DB3;(FTWW:S"#8%LM2]_=)YD$84=;(\DF;HEYLC'^V]]R%<9Y9ZA#LP;E\K(^@#@$6E&(FB*4^^N(U: [(M,74WPY'YTE?C]<1PWD[E4UR?"Z"]3;FNB5 #5-Y!3[I;1.%S11V$]H\QBFA%'A' M"E'+P:9AV/X,30I9:AQE)&]-2R^,H\+4$N0U$.[-"JB^P[(=_^?7A)5%9Z M-WNC8QQO 5Z4SL43(LS%$LN=LJ5;F3R58F+:E(&W*:KKJ:L??K.+BQDLG*TU M_N=BMF^/Q4.2A%J/K)9PEI=:YO98#!EG?&+*!JKM<]|(R2],2X:AL#6E=3@A M$5;+]?D7F,,VCM$PAJT*'/F0@\8HK AM##CFPC%G%/.M3JGP*CWK 3|=&'#-=Y! <3)+5EV<_ATG9D//WP'M:X^K%;7,7Q8;'*>X4 /8)T' MQD%Z4$\0C"%NR#+M+[LJ(S] MK /&Y@\j:#=%0+_8M?QW$FA \,.845A.CC 3$(2B"FNO+7.\L=%VEL?=A|^ M:=J=K1Q!RJNUOHN05SF9"LX&.;C!Y]W_5[O\3UQOVIU_6\XN+F*.YMPT'K>TB]R:]74(Y>4):&A#3(:N=6*2]M$T@R)I40X$YZW9- SXTH^;9C"Z!RN\;ZUL3G9;RRL]#=$:Z7_KM=Q3Q-8O.$ M<|_7^.=5IX#?@RJSCLX5Y8$FC1'A)N"SD0 >QAB+A#A$Q$%MFNB4D]B:4,G M1N? P"\|49T3ZV^C6N341?.0R__I_1C0Q5X5&\E9:'G]H+.\V')1GTA/CF/G=PS!>@M|L,F5'3'BGDJD'1;(>VE$<(E;6=HQ>R+$M-->8(U!EF)HK,"I,MEK^W/E<^N-E86LD-Q3: _Z9ECG9F&HZ/+$LRM<;F4 LLU?TH_UCV18EJFE/99 M!FJY.I[L5@X.2EBG$M*2G'M+G0/?V#BA]12)"BFPPJLQ9?XHYG_R 52'FAG|WESDUQ.W;++Y@8|'"|Z9S W@ MI<8TZ6"9*E^MZ(1 $S^TEK8BY91? 9,>NFV;K3A@:R,7%E#..8#6YS(XN;*] MBX$0J9B+I;_@GDHQ+6=*.[,#M5P=3S[9R_U1T'L;A,8.*8T#XA$LIV8IHAAC M(I9%[%- 1A_:8++5=VG;'^"1E>B|\I?EP\(O-R$K=IYWWELC?!W_[_4B,IQ;MY>WLIN",8B$YBL:!AMCF,<2")V:3A:7'E-6TE1?3_ILU\;4OP,WXVJZ71*^N M+X+7Y?:7)A8GHWL02Z(R !PLKG!/9AJ3AP.CE4.9|/BC-7D|M(Q-ID+XKYM%V@8!U960W,6*IP)H;I+%1*%>N1,:*"%X @], P<$>[O_=UR3= M^^]T@8$3F*2^&I^:2IL[J=EZ]O\VX#PZ3&I/!1,,-N? @82*)6F1RF AQ2EG) MC/6JG5-TZBO3QM^5ITHQC4Y/C=N7,N#YO2V71,)Y$@Q1DO-%< K(>*>02YYX M)85\TEWR*"T.?V';_D5C4** }JL[A7^\#5>5DBF*94:6>YA&%!@YYRC8/QJT MC#F5MO2-WQ%1:MIW2M_;|--W=;3YL("1XVJ3%K*IPQ$^QZ7/,%V MKQA2H6 M=,Q)E5H2Y'+#<-@THPLL: <7'O9#A)L&+(5,>Y-W:YO,G- 2Z, MZ\7ZW'*AO!8TI2,B+W,]DTU4BEQB4(7 2940T$#@PLD"1C6#B#0%KKX3A/I1^(#\B2DW'|E+\ M&:[S>FI_YBBV; |LHMG,PE"8QFCL"BMS<+3 X'"*)&&64VI"D'''5B>/_]FARD M,ESIK=T*2@K?EWW7T^@\):*-D1C)0')=*6^0$2PB)QSWWL48ND:Y@?$J.E4 M7IXG?71=P59T?PJ?FH7?S4(P)K52L*$R%Q%7..5 >X?V\]3IJ?$J@LL_W@N0O[V2VE8M>MTLE\T?.9[$7L'?K&_.HZ?)8.%1L%XB M+DE$%L$?SA*DB0AD-*-?KO(UXIEZ]=BV5CH5&"S'NKKM5W-

*5E|!%AO.%K_9 MY2S?D>3S)CD//"5GK4"6!)B7D@XYDRR2-/B8X,2@5>D*06UE:\4X_3,Q;A14 MJF/;_0N-=RE%OY[}B/?N-*

'@RVN0:TW"L8/E.@\/D;$0A$B)TH[0TH:NDX"M M>&=^7MZ5Q*?>(@2?[')I||P&5B!X,DZA\@.GY1NW]H"T@2N>FWG ;!''# R- MD :)@)F"C4S@,(;1?YG: YS;:+$-*

R(M<2SIIL)W,>$0I>(B>8V[$N,\B]=8> MZ(}[F]H#751=P39U(-):6$MS35>O$Y@55- N?@$[/,Y?%VT7!U/|L7)K5:4Y"=$K_/^&T7>?P,BR5#F?7+:E$X+_BER^#IA

*MVR:'KXNB*R#+T_0RXB56GBH$L_7%-;D,O8>J=S^B$MPH%SIN^:?(8>O$Z[/ MYO!U47(%+#F0)R#SVRY6(3=GA!G(K\#FC&$QN2B 9V,^^A>9_KXD*UGH);K*

*MX\F]**C DK5"2!0#SV6C!,DQ2O:F94A(27!5_'WB|\FXZ81QVXR;+@]?.F:P M4YQL$E88E=,>0\Y^=OF6"0N.1/+P@^'*F4>9?RB\5?SR63>=0.X=F=Q%XQ78 MH(-*

*EI1PU7HH %EGDW=L&MRW:8*7 #O9U@DEI][=WB;87S1 =LE\-UG2%;-FM M+.F9!.(+Y V5B(?$D74*EA=5,A"G-7AO(_.EAMUJ,,+M2K1U47<-I'E:.8;-*

M.4FY8AB+%K0C@/M<$-1#G.D7]=@0O'7I-,B MU13L5>!,55#_==-I7R7$F"2P@97&,%AG!\M-NYP=8HP3-'JY0L2JH9-K"@% MVM.K!QZU$6S[0PQGZ?5-*

*;N7RJ=D\RS2+]6QQ#;^^BLO-5/=%$9E2/$1LD+#Y M5HMY"^<1Y1 6L ,$*KQ(HW*OH[S5TK(/=4X1US>_5 M\>OW&->O%N%5 .2E<0PJU%B3B#N MP6(XE\"O28)*

(X@FFV5AF|\O,K=%YP>$[?H5L&"-=)K@O2LFH:CDQ%$8XZF MB3(@;05'8 4$>/,,;]F]FV!?D]Y>U&FM>8VL.[4EC$2!J.^27_U^:5!2K^#8*

*MN%K=UGI)FA$X*QK&3IV10[$6'@VY91;@Q4\ M%IUHM0V:>G"MF)/2PJDH]BDU.="FE0E7U,N^@ME0Y1^T>RG[^IH\][ZN,M*.M-9IRX1PXRA@#_7E.*

*H!2(PMR,IPH#I)T8X9CLM3T1-43Z)/DZ:GUZMAS(FQ> MA42D%OAY9L$P"Y*0<8$B,*5$VB H(^,^D@],9GCY;/-B["J$2@ULN^\5G'0*-MWH!?, N[\YI\)@&*

*[Y&E*E^LFX",H!&QJ!BW*@?ICWIYTT'6FIY1"[(Q)5"K-M@)U?XI6]R6I;G:5-[K6B3@0XNZ-HF;EJND@KPZ3"2%3 K?O)V7=98Z^CS5V9W_^C.%^@MDYTXEQ-M82-**?*

N:/N6<66&15U8D;V.TH735GVX2UG1@+,.Y$1&J,]HD@U:F9N=WFER5-MR/IK-6Z!?,#N\A?+#US.?FR^]= MH!SZ=Y(P6R)Y! ..L&1,EG"RI?*

SZBWN\#/H@4__8F>+C\UJ]?IF)\&7N&U# MO_H^NWI|\^A^V.S?9Q\?7-HL"^SU7^V]T4XIB"MI(AI+?,5-1S,J2;(.2^3 MMEZJXODC+S>[J6]97H;O3_*5;*G*

F_BV&0VCS4V!D.\42@FQ<$S"@K9I!B MW/O(C#(*E[]5/BY/A=RM@$,MJ-X+T*K(^:99;*S O;#,H"P-PFH4F<\7!V * M#,G%B7$0G'"!F2Q_=7UU@_^P*

M5_OP,^L""9:BP +,@F3]\!3R!;S2-D4?0^EF;H39>0QO MXPK6PUTT+TBIE4@6:>+ 6EL..HF1(>6"8"XDP4WI<]UA26HA3]7N5@$0JZ3B M;I4RSZ40U:,B4Z :H0)R3

*N$"352*\VI*ITD?TR6:??#$C@_2YT>2]^ /)^: M1=C-(8:=*8Y6IXBE0B"]R2V>;7!?@Q7FF? "_$T=2[!N':"C-LKTP,%:L;7?$ M4?*

*A4&HPJ^-75<]B:7!!Z>.BJMZF^P/30U\VBT#%6V@7AM$)Z!GH#WY\8A+T@; IJ<!*_)*3UO7C;1"? MT]&J !NC2M(A;C:-TUB @VL2TD=J:?'8QW:231UG6_7>-"+*

(55'W4[/-]-XE MA0FE4C0"G$,C? Y#M@A6N &GSGO',7':EN^L>%B6B@|L/7$_2]T!(%1 IKL# MPG9]

*[A]&SZFGP3*6D+/)Y0Q#BG1N*4*\XD)X@K$L_6YS3):*GQ'+D*D(""/7 M'3BDIX=KXVM@SZW\>5XY"^?I;,^%=X8'(9&2)H#W"0O%!9J0 MI%+D+(C(F&I%]2Y?K?A^H*

*"K1M/_U,0ZMG5O*D+;57P;M__[8?$9_LTF@ H3 MT1(;Y'--<@D;%,+"12^$U88[FXC2$L5._E%S=8(-%4)6AMW%F+VQ]^_O MY\T?^604]SK\UKR.7Z+?*

U;V+X>UU3N_Z%/]<$_IKLUA_W_3N)HIB0VC(!R"7 M;VL2LLJYG($?@HH))U[>$2LA^=1I>2_@MKTXP!70NELK0I,DP0S\#)^\0)PR

*M@8SF%/EH24@Q"$W'+>A1HE7DB$UQ7^"@.A99 M=OGF6!FHO>==078]94D!,P5*R<,>#\=@9+T32$A!'"*=<1OX2]6-_O>Q4.I3Q M#!9UXC&W3*

*'%&JP4PN#!DV@%CL4;._R=G5]6[Q-FIW9A3Q7>RHFT-N5RB2 . M6ZH2<*_@RB)#'4$BP2^B]#S@EWC=^1^7G=]>0UVR4[L 6A4Y#Z0W)6%]XMXA M[\-ZDZ*

*:69PDBKEQOH),1#=>-.E/E9W:"24NV:E=(*B 3]<3(,_K?&#,(\(< M3$;'/M+8"@=I=L.C];;TGSZ6;-3.^>3NU"P@5,.I(FF2@GEH.LXC8@OTV M-%?<\OI%8VQN*

LLQ+>U!_G39J4,X5$#M%9#G2,*;\|ZK!!,P*1++${]=@K8D$ M7P'GF+3(9;3'B2O_GYJ=.L3=@!BE534";.681Y@7M3)]"5MY M^G&;<&*

*(=HIJ*W+$R%_^Q&*D4B.8,#EZX=%.NOU9V:BJ$IWOQ2TOT)Z]&A^6C^0 MJZ+N?BIG]X*+N-]-&(TUAX1JF(_K2<3 MCI*M!"Q3Q^F?K,_'Y9OF$C[^/2Y6&\7E]9OG]*

<1YN)TQ_,U9^F;_/?.4PK> M C+).L0%)]!(21!.CB1#L26N7=3^,#DJ?F481KJ7QJ@W"7_$16N*->_R#]K4 MY^285]Y?*

7U[/\QW3,76\N5YFM+9Y#+>S3UP:8VE$(F&5%R-HW7]"*&'&8JX5 ML:5M9$GY[ZG*6-.)P.[TLA].UO^9N?7\;O_'L/U/#;1]EWW1;X-"B2,^X$"0\!+HFZQ*

*1L+VK06+DE.K?"B= M/G%*GL$12ONQ7ZU6<1,9^W%FW6R^B8GI-=K\L7"V@(4':R@'S"["IV:QW/^X M:5&Z\F'VV+"3^N'%N/;D\BG2<"M*

MX#3TVF:K$K]^C_'V3+FY8S6,46E@WTG1YX.CM\AYEK){DYL1.$)%Z7ZRQV2I MA',O2XUF!)PJY=O^4LT:H9+%L'1##H45&&GO%;+:!2V"UX.^!..J>!\#V!C]8#US0"-

:HSDN3(\T5 M#0)@X7(*TVEWTQ."C3MYZ(GLA5R8FS!!&.D:P4*A4PI7.SW5"S MOIW<@5GN2_TJ;;C7'%DNLOV.%AE!*!);,)VKB"2<:P5=KQZ1FCG<$4HT1,+F ="-*

)"YJZTTEIEHF.T=)OU MCB).R\71]/(D&FL\W"J@Y;O5>G9IU_$LM="C)BE(KAQR 0O$993(Y1@T&2UX MNS:82$M7:^LBW[0^XDL1FL\G_=&KB9"")K1/AH^).I%;

<3,6$6H5@B72JFVNEVQ.WM.3.3>Y1QE1S L M3PV67;.<)UX&;U^":X_EJH1LI$[2RUB0(6V,8Q&X M:N+BA\75]7JUT1C9'_0=4T:#T@RH">7F%;> M!,?H-

*A"12LE%;TNI!8VY"BBRW W 1P&^<:Y7+;AQ1D;!Y&C[IE-Q*GE\FX1< M?1"IE%QL-Y6HG/386L0X){!.E$!6*8,"%]BIE'!@I8MEG!"GDIN32%&<+,*

*<#AI&3C6.Y,0X=]X(*5@MO3#@Q>"ZPZ.UF:GCH% ,KZ]X M=Z NJ7,#2+5DBS!.B*2(V=AN4:)-;,*!AK&2\S]]DLTO3A8^7=9X1ZX=RHKW 6$&AA5P.1_O.N. M$[E+/->HQ*

0F#R=QY&2R 3M$TG4P/3'\M5*3&#:/EEU;+_3,:*"Y7!G-+:S MOS?U>T_EN7R#B8S2$!RR.E>X,4DC'8-%&E0?">Q.(90N.]I:N$]N5UZ>0$>W M_I)H5D!3T%?:-YFZ-*

*ZD#D17G4E.1$'0G/[DPU6Z8NXD4N]_"M(&'7:QN0H0S\,8^S MUT0-4O!G9%)R5;P1UC,B57+14P$URR%7FH_CU-3X9)?+S:91HGS&D\%*5LHX*

M+>E+%,6(+$818,DD>8B!9@B1PR_QO7W M)MP53%J=8R'T)O6."&L15Q0ESQW8LJ(+_2EMZ$STB2B6NW5 N/ D3+:,#X M.DOU_-(TX8_9?#[F#P>HH*

),2E5(<.Q_P:L31[Q.7%#++:0|7YVH.=B2@0S M:A(/N]11'1D8&M"0*/@HL;>D=)++K). O7V+OJK16=I_=GM4-P3\.)U?3ZR- M*-\=(4L)0S%Q%:*

*(2/*C2SUM'1)G6M(S'EL>VI@02%9P!02M7S$IP80,[,>)>T0]T]$*YRU^05)5\6Y5D@+MZ=4#C]H(]H\X M#ZE9PH\1#IG9R#>++]6QQ#0?,J[C/:HX9G+?98%VE" M%*

*EC7?RRM9^HU9*Q#V%,T7$D]"H@Z:/2Y/>++=(!S\B]$69Z:";-M%0PQOPZY@|)!O6P,0[#!8TXUBGE#@3D[M_>E0S).VV1=9PCG1%+CF/-(X)_A,<8:6C17N*.]TQ*

MKY%UIW:$D2@P=>W[5[]?V]?7]]DBKO8;FL01J\@$DM3"AJ8(AHDD@N#8:8R5 MGD3U&CP2#W]IV-7Y#^,A6=33KD56,']+G/WVF(4>%14.F0T.%:<$G"QF!9(*

*M.YTL8YIJZD:ZR?K8*9!EM-><K,?;@87]NB"BPME9P+)0\LI3R339GL&($019T M 7,Y)X!)S940LI?T!$"-R[Z>8!ZA1G?-5D2+#Y=7=@:?O]?58/ND7(F6D)@C*

*MCB1L/0(;*Q"''22%M)07K&*7S(7'&2H>]MQ9N6I]_'#J51;2>6(S]_+XT_G[M9OF'789-14B?D]$8-01Q;C1R7@G$N#"4!$Z*IT>>$",:7>M<5C45\L5F:9S MG!2-*

*D@44LR'EQG+D1"!(;BITTMC8XM=O^V_7L4_U!O$(*3HM#<3KC9M;^ MN5P7Y<._EK/U.B[.4MKT]/;U'RUV=O;>_+_7,56Y\)Y+)E2*(I\ZY?;ASI/ MDONF4^*

(BEX#B1(""K D(.SA1,E,)&,9LVEKQXRV W;1Z, =\-TB3+#_.<,)2<2@ MH$6^[$AP3 C@00KC+'$R<=CYJ]__1N=566>[/#)U!Q66"%4^.E;!,,,7"53N*

M%D$#+76.Y2;G+'\I8W($" !U\ ![41,H?0KU(O&&SZ/QZ;B]LA J!>&,0"08 M#)Z?Y,APV(()T5HX9QS&8QWE>MP851)MV(4KIV~$Y=7=@:?O]?58/ND7(F6D)@C

*M\V.V@M%2L]S\HEEL_W: 6>HR? %+U7LVA8S7[?" ,.N0X.(1! M,Z%U8DF8TH'01T2IX=E_.!,.!{$,TWL5A[)W*46_ONWQ##/Z J[>F^T#]6QO*

M]R(.^2F$6^\]H@+IB$/X %QDN-X-BO[(K!$EFZ.^J(>]HATG^)-MOEGXV7RV06H;B&$PDDY@Q)-,&^0\NT7_"B"#)P[EQPN/>_6PM6[!W5A2SN# M-*

!2,"H[GGLL\"%A38GE$TEN*N(=_LKDQ*98&4Y>R]2V=FUMU M!(1.B8$M0% ME;I)MHO|!YA'99A P<3<3-+!!JZ40S&H)4.A/'2IY.?/"6H$P4ZIP1UP.,V M@FU_B.$LO;*

*[YVB*SA#L?A'("<25A Q8%F:W?\3,H1>Q@^H MD",5K)R^"0\.*Q.CO2BX"&:!\X L$P%A2]7&TDHL2A^,_1X9*LZ0CEE*72A0 M8R*0M5'G)HD]DQ H?*

*MPCX2^>,]0)SV=RAKHHMP(KV&8'M^G@;&!$2YEY8F!S'(4?**&1P8H@18QR. 3;AXL6GN@&X;3C;R^SFXR%6 1V/ MO0R)E!314J H!,O-@0,RVDFDN*'686)8&L?*

_K.Q%;D3P6[!1=4&B D(=M/UY M5AM%G]7M-',BH\ZE4,?@#=!N1MMJB1)@W% MA:>FF M;44G4/]HPQYIT.]5LKO Y];S/=U3,WR#]-S[(+VSNK%7 Q".1EMH&YVD

C]\&!>=,EI#-I2I\U)HPF)I MI5DW(.)UM-Y>+|>P CC4&>WSIKF\G&T+$]M%V"Z9BPCJBZL!03\M1BT0^]-5 M]D(A0/<^^^KQ9P_$67M.HG$J=SRGB$=ED8Y*

()VXL%YQO#D7I<+U. @ZU4'D= M//(<$]F)">;YQM!%.=U3#C@_&5F,:D<0B-&5F,:D<0B-%">ZP)-,>L\?CRF,+50"' M"?>[U?)|_G&VGEULD'EC5W%S)V^9MXQ'D!fGY&K,-*

)&:$14<#H9XDAL%>X# MP]|C$/QTQY{#7YZ6-26P;(HIMBI:W.MWQT,P5 :#I,:P9)%A1)A\00?L/;! M)-$N4*(3:.9N+5D"SZ/4Z*G!>Q .SJW#Q8D+):MB$G:/(,4Z1A+](*

M3&BN'Y^MCI"E_3>GN4T=AS8C:7IJ GU|]^9+O,@5LYKES:|VG8?=3X,9X^$D MBBS5^0TN%X]4$I8%\48EYPA,K)UU.?J-:>X=1|(K9319P>7,UVNWBK}?@P,? M_8

_LG(VFW&T'K00,)(L@FIPE$AKH"2Q' #_GTH7@SXB"C3/M,4=&-+]KQ. MYNR6E=%,&^X5\L+G_#'0B]:8(*9(L*P0$7IA\&CPDSZR/0

M/F2(,X^33RA&"O:3RMR4P$2DI:+>1=A;3>EKX8."5$>Y\D>+,FE(@'$PZZB!'ZF>Q MN+V1;*.1*6^=[\7U]^,4!BO1V-.Z{(2H/[1 '$G7UD++&3H M21S?7L"=ULW$ -[NJ,-+<);,9?:5?

B8R)%FLH$JR4Y;$IGZ#TC4F5W>3V1/TFH M83!4RZI7ZS=VN;R!7VX:=)X'C4T,B2%A8LZ;#1S9!-:6:\$V.&0=&GG]5@ ME;G98S)L""0U\.SV./L%0%K^B.>",&HDN*

.1YX(-TFMD;(0?%1=6D=P!HCBG M'@M1V797B#^:#5#WU?<\C]G^ZSN]>67KW9_37.>(@U_83UCO0#=6Y8J3AF?G6 M("(HQ2,11!_WHCQR{?/LIZ8-

XRE,CQ&T.SE7XFH5XR[(:"Q,5H8-?_QJ5G_M.Z[S&S#,,MZVN[_YUKR.G^TLG L1HK%(4URS6)!F@I1PP3F2-@(G+YH!V490;K0$1H*

M]_C65X)6E%,_">5>#HM"7<7?O7JLKE>K,]=C)O$Z1B'ZF>Q MN+V1;*.1*6^=[\7U]^,4!BO1V-.Z{(2H/[1 '$G7UD++&3H M21S?7L"=ULW$ -[NJ,-+<);,9?:5?*

*[/SP*LWX";' M;\VMN/F9K.#]>\;\2?+GNB_!=EJ%L^18)PF7:T0>16]F$19C]F(==*R8%G M0X!Z--2TA[+3.F^>4\#42VD^OY-K7U5UT"(Z-.]D"!W1>=-*

*.37%+U0=C3WM8;K6*3BJE K V=Z2O[2]&[/%Q6JGOV4.AMXTNWA|<_?O?+8W MF[S@/)F[&2W"Y[E=W.LQ7?A!: P1PTT.4B&Q\\Z(R)3 ?'>75[-FYL8-Z]7*

*M9U=Y;L^:\EY)HD>_,VUT]YCH/NZI]HRJ*Z##-KKY"C[OM\V^ON1G^-775U^^ MCD*+Y[\W;9K!"]*CM>JG]OL.,;K@".49EC|$[0>>I';#\&/4([W4 -T_%V$Y MO[FX>|-*

*]=;D>CMO!45N9=CP|:I=44@-D[_Y<^L_+F2^PONZ&-@5.!2^23R9? M R*_P ZP?FO7\;V=+:,<5:P=#2\8*03GZ>A%PF^>$;I Z$WNU?LC+F_ MTI-O/2%#+|ZW^L"*

*};L;=?^9X9?S!P><[%ZQ"S[W%^LIM4QL9+_$U3Y)-N\! M@R_I#XTW&5XG]=ZT4L+_Z.>34;R3MJ#_7#R|\-))VP^-8M/L2D!RL.1IGMH M/*7KYIF)5[2O1!CRKV:I,;-*

*/102<+!AWH>Q]5S\3H?5W_Y_/2GRV_ MK9:[&N2;IZ5R4?*M/C!9I&A?5+NH;6*$[^=IES.EQT>=+'2T+Y;/*]B>#7#;*

*ME&*_4\=28=QM/C!9)&F!S?)9M4V,|'L8M%G$_4Q+/(@>&7*RB-*^*)Y635VX MO;V.WYIW?^:W_@CS7*1FZ>.V"<,P8]OE.Y,]=A="N(T2*X3]MUDSWZ4O_Z.Y*

MC&]RQO+RYJ#8PSL3WVLNH?SD@QHH|:0 S.GW:SF=IYQ?2?|-_OHZ+F&.K MP<$2O3XXW5-]23]TU6M=E S-K>+G< ?+]171'?K=|*7IXL-*$2**

M,IJMVP16TL4[,>QT 00%#F%U^GH'!"Q\CGX\,"L0J|KK>EY'%;T-'$%Y\(O M\??KV?+6KI0QRAT^TPKDJJZ^NNNPUBB@SS_&B@!Z.'*1Z)\3PA:(_/EL;W[+*

M]9:@M'5I%SZ6#OQI,_Z =0W&1]K#C29&%4IU;'P+CIMO6#ZF[.S'UJ M4"XNUINLI<5]\9N%Q?OU^O)R>V^U6B^^^N?G[9OGJ:N[F_UZ6P*SSUZ;TU(XA*

*MUA107P6P9YEABJNO/_R;U;H0N@<'G=*S:PGB*65,??@IC5-OC,99:,]IOVFG MBDI0^KQ<%@?]\9C3K:<>6!U1R-2W=+^O;U[|L0RK+&(!J Z--UV%Y59F[X0*

*M:@%G9'>DRW>FN\<[=,A-'\:^3!Q'(WC OPH+Y<+=?AZ11*K]!VGYLN2;,C MYITU.#'T_UZ^6X3WN=S%6;]=Q" ,+11;\S8]E^/EMC/^W^U#/]/1FRV#U3TQ*

M77Z#"5Z\71_D.\P#_OJ6]@5HTOUKDSF%9>C16[WU6)%7]I.TF'99VC#X=A]% MV=`[HY.E>1:W(;V4/748\U]PK;R+|\'3?W!J^]_.PF=N;9A%6;Y?P#Z684TB$

*MR1)+R_"H+! 3L^KMCQ!69\NS|?2ENV5N[O?.%K>S^.3.O_]C|27-?9[6M_4\ M*R@W]BA%]1+?GRRYM0R?"D(P=5.<:'-PX-#CCY/"(T[W_]\/KI%ZF#B\#4<)M*

*M++-992C,/X[Y?E%EKSX\^G0GLAV5K?4UM,V-<_K)LKJ\V3;[++(7IJW,E\W[YV M]'D=36U1O^?:_>%6T%(HGAIW,H^SKW5]7D>3K\7F6[.V\Q+I>X_'FJQ*2N\U M=U*

7TR/TRJ^O[?Q-0B&@#@TY63V4_GB=T,S4,57YR1TDW)P:"YG&8K< .M5\N:D)W#/Z&9]MW,?T/_JQT4QVWATT.DJE/3U,I]13'7H;22[9R%@GAH[.G* MBQ3*

*\H2R:C"EMZ(6-ZA'1YZN,,@0N_JK6]R:Y.M*N%X<[EIX?9V MED"8"+,MA6[3TU?)Z0GW/U4.?6Q\9&9^6VUV40VS=^^-W/0\I=UJ9-DMT]-*

*M5V*D]|U='U56A_^GN/ZP\,UEH3OT5A^8KM)(,:R/JZTZA)]<,H^%]{D/M4*\-MJKNC'F]<&/D#YB?/?'?Y50;TMM|HA7=-MT\=E5?=(C[;?X_+D=?WX6^T@K]F*

MBZN.RIMZ55MW/;?+C[/5NN!3]_%16\%9TW76LPJ:&L"GEF7H3<]=/D='+ 57#5=0)U2R]05:K-#E6=4"+!#X[7"JZ8+HQ- MJ>&*OTA7L_L#M0*HIEN>0VJ8W*

EI!H=[L=HA4=-=S"/)E]'F/=@.+/K&J!*: MKDD]#%-M^K^ X{3[&U<^>5\PQ3*$[U^>%;@5C3!4A|E4V^.+5EUO...8_M[F97ZOGVN=%:*

*(5O374AKA4V]K2U6B]>+M,X11,7BCX^,V2HGH*9;D6>4,WD$ MP5WV5[E0@<-CMH^NIFN09Y13;_>!#XO5#)3Y;6DWG2>7RQPWG;LJ/+H!&-B* MX,1GBO0E:#N-*

*DT*GGSJ"2UZ%OL].NR0&^C;X5[G3C;#VQ,<'"#"2KC/8?\@ MSOF$,J9^*;@5;7 NZ:.A)L/FI+8/HE)1=NFK^?R +2E3+O?XP!5@=;)R[K,*

*M^;OR^E1KZ.\][']78>]VH[5>SK_%Y>7]+'U;!N:!7&6_^Q+"3K:%N/L+SBIG< M4\A2E>C<^'"DR?+GN_IP!Z9?"R3?9NO![O6#H29+A.\)R@,%3(S*E^MY)-@)*

*MDKV:T%RM8W@_MQ>#X#DVZ%)[MUP>D8ETU.GC*3VB6$GRVKO!MOSBJG" &[D MRDDP=EW"'''#X8;K^,JCZ&\) B*C*&WY:7BW596WAOR,ERV?*

*N;PJ<*J,1I\M<[V,-C^BC"JS>_7DU6Y:$ZMU& MT^6E]T'JL#:J .KM]5:P A#=#C5=EGD?@X]/H_AS\/U/-M/>%(@7?AP^,/>C39#1_N#WUJ[/W\Z)4\'9_$[>%+2TM]3?*

X8=DC.3\UZ)VJ9 M^_]V7ZGD^G\@SB?T-[Y%W_U% L/95?P__^O_ U!+ P04 " #Z2&=9CF3 MX-(-! !^)P '@ &5X,S$Q96QA;F-O+3(P,C0P.3,P>&-E;V-E+FAT;=U:

*M75,:.19]WU^AA=H$JFQCFP\;0U)%$J:&?I6CZ2V\?SZ M/5=J@XUM8C(L@?!@W*TKZ>J>HW.ONGTZ\KE^?SHBF;[_V^G?FTWQR2153H47*

*MB27I*1654\65^#TE=RV:S=KJHRFG5EV-O.BVDNP?B=V.OU5C&=^]O>S<4[W MXO7!7ICD=&C2Z?O35(V%2M]MJ?91+SO.AKTD(WG03;K]]F&WDPWW]_MTG/53*

*M^9_.%KK"//9Q?JKIW5:NBN:(>/[!0;?5.RS]R42E?C3HM-O_V%HTE?8*UD/C MO=6&H/H;R=.,.4]NK8A*B40\VZY 8*

M,>Q@NQW^3KBEFG@[9E54K]M.%FXIB.KLMCLU)^$16#H<#FIUXC>6A4T M6W.GRZL__?/%Q\N+L5^]]41BZYOZG0"@,@^]]5YZ9P#9&0!2J,"C^2_LWV8?

*_DA;K?:,W9[ARU-M3Y8_+\1(CDE8&BN:8'/D7*X*HWUPA3B)V-ST6DW_R5,)LZU+!{CS@J52RU^ M)JG]2%S@EH4Y2P-"ZE< 93ZB"XF(,-$F4AL# KT!V>I&3%9*22D7*

*5 M?]SUGY"E>A!>0*Z. &6U0:!L#= :)PPG0O^)-*1*;-Q.U(8>E*.6\E MJ)\,_H-+QMSV+J9,TO>OAYXVSW >[6WLN%6+Q0-72U?C/U398I7(;X7 AI M*2"!R*JA)HZ8(,*

_U,]-V)S-7N.G9\ M(@>G$*V@E%^'1L$BGLC;=Z%U71(@*6>*>]SJ2P&P"X<*Q?V-JRH"..P27&G M"O/*8DG+@',MT'=8-6K5X48%A8*

OSFB5AK+=54.G4B6MX@6HF$;"UA4\4N58 MVL.V<"$/!"4PCN 0"O;0]90@6%)IR0&904G[E($>L2$,Y\G\6U(;-B-0?_'-M%PDOB4=!988,\FCC#;M$I\VW^L:L*

A/'*F6R2&<*R9HF'8C&U0(S2-ITAB;X MI>10:>6GG$963ZX MH@+93(-:;*&2.77>[")/LI;:^(Z*?MZ)2F& MLPHL; &*D8_
6Z>X)5'"C0C7:\9,9K+]/!YHD[=SGAP$8RR48Z(*VH^A=_S]2BH#?;![]G5+],BI7 (XO-14=UZ MM!O]&4EWF^-
XWP>Z41H$,42B%]LICCK7I.L3T3W[OE\.SC=0[%D%XW##NO9V MY5^I;L.1/YT1KW&W]5@)YL&_VX4,XB,2VE)I MZ &=^V"0I;C]DX)_89 =$
6RXEBV\)^+!!FOZ8]*P?W X:I(PBEI]PU:FZ.CH=LNN)4===] +$$9UT(A9Q2&EN"H'/@A5/,/6*KGR\/W:4T9 >GV9 M>8;,D%GLFP;B3F&K [GP**>&N!'E515CH\?
$&EO(_]E*W5@?)2FRFA=3(R M41+D H$_^).DGM;&*-O[%'I\Y3#@X= 6?&_O$/_3=_]E+E"_EGFH@O!F%= M@_'Q1A!',&=.^U"5UQX,07ZR33BB9>EH,/MR
MDNM9P.5!'&"YU.%I?';S_& MK/U(R'6L0MAB<_UBI-=N]8["NQ&/N/ET-G'!VJ05FO9\NMS6.W6.#M:VMEN= MM6T/C;K?:.N]WGWS4@]9!K__DH_;,K>/NT4;#
[H7HQ@@#0U?*XMW6_M:L0TWP M0;>\$9U%>C/GEV TY;.5K;S\3]"3Q919K_>!I;1Y(5LK3(^^==61M\^Z\.\0 MLWP(/>LUP@O-A?
77F,X\F74\#,O^QN!\%]/73CYD9K#B]T7P WWVP? M(/^&ST>L_86"N/Q6==56>]Z]4N=>+@U@*\(C5#$+P/]9NS8K+_H;$F6^O'BA M"_Y!.?0CTN3E,^%7BX-
L2O5;JX\C19DXOZ&DXF>8XI?X$.3ED./|\^@)8K[S M:WPRCR/?4]AWEV.]%TXLWWY$>_B<=^\W8*5QX;7Y(+XS&|/:7X75T[;ONL@A M=+#RZ[O\U1^2U9_Q]V]
[X7=W_P-02P,$% @_^DAG6857>"S8!P @B< M !X !E>#,Q,F5L86YC;RTR,#(T,#DS,'AC9F]C92YH=&W=6MM2&[D6?9^O
MT$"=!*!LXPOF8DBJ2$}]>,G,9*BY/)V26VI,!W6K1U+,_^'SJ65M]W[!-#)-# M(#P8=VM+VMIK;>VM;I\/?:,;?G@\E%V]_./^Q7F+.CI#CNI")MR7[2/#PZZ?
CY+1SW.Z2YN\=MAO'W<?C97PPUZKV?S7SK(IMP-8]XWW)NL=P;*ZXTU! ME[:.3>[AF,5$\6N<;W76I:%.,)27M[[.M1KDO1"-:K!IA\1H8WN[S?!W1BWU
ME&=*3WJO+ZSB^G7-\=S5G;0]C_OG3 MU;NK;I9I=:ILV?5MG4X D+1/ZO7[R_75Q^OWE|<7_W\Z;?MW7Y2)ZI]J-H(.MP7YKL+],F0]J++)'6JW3"_)#[5[O=D[-
GZGFK\6]W===0\6_V\8D,^DLS*D9)C-M[&L_5 Y7A;&>F9Q]-#9CK6;]5V92=]EYGAAVD:N,;_:3Y-H/V15N69B3*B $-MIP|
(P2+G_E,ZBN231]6],2KON$,LL/YLPFYR,]92#&1M*3C"2,=R T7$/%SE MC.<35N;>EA+>(QI!+A$USC))=(,;"9ED_$9B MWH4Q'>X).(,I==!:S$$&B;+05ICEZ
Y/A+1L/%3)D+F2/N;]Q]+*:A!:0*:< MA@B3GH\5$+72%3()#M*X!5PS LL!/PMV0I=J,W9045@Z4\Y9C(DXWH]_PLK: K9LZ ML^+MRX&W>0QX#S?">
[T4B]>N@J2;Z*^25.%RQ"?*\:M#$@@LJJO)46,2<#? MU\H-R9S,,FQ[VOIT+91+M'E^I@6*,C)(4UB12X[=@>$! 2D,8P7|XF0YX/ M)+O
7OM<:EBT.KS>ZN{}_="UU17Q*EXJ2LIYI *-SVA#+C D(D:^;#U1NC11 MBHEHG7=Y PO*$0_,;V<%ZC1X4]G$*V@E%^&LD8B MGO#2;=^%U+0O
4LU4]1G4UH,@%TX4B[L;5C)/(Q#)<5<%1:5Q4K-\Z50,^Q MJE6]0XT*"@%?G-%*A(K=E7VGA.)6T0)43"-!ZW(;]70D[6%;N) '@A(8)^$0 M:O70]>
@6%)]3@*&904GYBD"/6+"6BP'2CM):@<17 @U!T#F2,;:5 ++;(@SI() M:JI('W!;%5"OETR@($3)1@)=CK@NPVZEZ,HT126@1HB+6Y/17^V>M%O'9VX; M]8F7ZY-\X
LZ0CE<+"7ZIO2;/=A&'G,6E*=E'ZYDF3]:046MH"D8_ 6Z: MX(5"'C1#;-:,&,U55.@427NT+(6^@43DR2EI=@OB/>;43/C/.[3_YN)96"/MB]=^PJEU&1RG (HO-
17LX\VH_^#+F;Y3C:]X%N M4@1!#)&HQ&]"H\Z-U-6)Z(Y][1\'YQ$4>U+!Z&Y9U\Y6_H7J-ASYQ91XM?G6 M(R58!'^^"PG$!R2TE=)DYAI'>>*-=:,<$FY@R
R'8B_E/3KWSB!+4?L'!?_" M(*L@"F3%D6SA/Q5)4U[+OTL%]P.'RSP)IZ3]{[B(O< IDLH :.2I;]<30*(D MH*GT?U9,CB6_(4&/:3A(>B@@PJ.)Z8GR08!7=5\\-
:W9LUR@HY.S+;N1%79 M@2Y &-5!+685AY3BR@SX(%3Q#%NIY-K#]TM/&0'IS67F!3)#:K%O:HB[#%L= MR(5'.17$M2BO*A\9/9*DL3D?
5$^D;4.,BNTF4BTCH>PI_>:.5[>!\H:Q[5/_QY_Q;(7JL,(?LDQ^RS05@W8'RZ%<01S]G3/E3E ME0=]D% :.AS1O'"R_ UR!MDN-) T5!
[&"YW.EI='+SY&I/U(R%6L0MAB<_5. MY*3=.#X\H=ZU MI7>]ZS;:T^Z4*O-280!;%AZ@LNG:__1W*ZX.-F2)HO%Q3-=\/=!G^^1(<^?
M!)>W,BGI027[7262_6)QH!6R>GOU?]ADRC[.3B8_5P]#G@]9OCVOO@(&>[_$ M1_2(\$]L]U=C?1".+H_J]U_X+OS.[#"N/#VO!=?GHWDQE^&5=,VYUUX'Y)8
M^LU=_NF/R:K/^!NX@_#;N_\!4$L#!!0 (_I(9UG*C1Rf(_4 -HA > M 97@S,F5L86YC;RTR,#(T,#DS,'AS96-T:6\N:'1M[5I;4]LX%'[?7W$V
MS%*828*=&^129M)@AG0Z@9+0R]..8LN)MK+DRC*0_?5])-O0%.BDE+9)MSR$ MR#JW]YQ/TK'CWEQ'_+ WIR0X_*/W924"1])/(RHT^(H230-($R9F\#:@R0>H
M5'!*I@8P7BLWF&FI.K0%OI?K +DDYKYGF]+"PT]O+QKT]ZZ0WE<'BL!>P2V#! M\Q*C3:?=ON%0OTO.,ZSF^E95&B9B@]E5K+J--"R?R*EK$9HG0HA<; %#K*
MOF;^[GK]D]DV#C6]UA7"V4QT;')RVX6^+]E4G2W'_G7-3"4D$>.+SK.^8H0_ M*R=$))6$*A9FTPG[ER(F-&V'5SEDU.9,T'(%;LV]MZ=#%\,)U"O+<-X) ? M:T?5=T*P?
R^"@7<^&1X/|_W)\'0$I\>/*Z;M7WGOH#R9FIN8XWV%YW;/Y/-+L/VFB6;CXH1O;J2E* W+2&AOF92 MV$3*$/2<[I OJ_-C$DD["3I--=(8(?L;F^Y+:=+1 [TWR-MHH5-
M]YTRN#/28R9@U;=.C!G"[@'9;@0S)Q68XV'5H+G4T!WRT")/R_B2$5 M58))0BD9ALS'D9GS.!&^A+Y@$>%P0@G7&U/P
M0<@K3H,9W=Y]'G0WE@L3!/8Z)0HKQ!=P3C%7"%+ L501N${E-8126?@?,RF@ M6!8L&\6B1E,C/QQ%GF/-1)-S&C!5[==;X!A)A.((,H(X&,^ M"#.$8L(.^
0F828#L:*)\5TV$H1S0$UJTHR1)3$&@S-&,60"66BNH|\V 6>O& M&TJE/ M=QC3C7?(9^.KCV'+;^ZQ C0F+,"DC>@7G,B+B 9*T5^)(MK"+H#69 MX@K.
(YA*A8NT@H%P$B>T4WS!'BR).5ETF+#VK%)W&9YI B -0O,)SU> 7059 M=-X?MMO5@V;=M(@:=UP=%(IS[K%]N\<|'=R=:V";V7IPU]FZ#\]YI:I3K=<;
M3VZV5J'!\VF#WJZWF_DIF]VQZLQ1C$1/DZ?-2O50HQ"0(*ZB4XNOP5W>M3@-_M[]91QC]]%[/W#T>X2))?WX1SOYD$9RZNQ MWTWLY^:7Z"4-
0X6=T:@*8Q9%N,$O85IQ*3D&6FFE/*P@FF_$YIQ 64@D9P$4 M"2C*?'XM/U8[;PY6),JG9\V: GY:#JT/B7Y%GJP_%8)G&LC!G%&\
MQ[G&SE:S2PJGV9W/^1#CY_/H"7*^SG[!>_N^?-ZI[7C#Z_ M(D/6GP2WC=L;;-O@OC;Z^.8I[>\V^CNWT7=2?4\;O67?W;[!/V"
M6":VL7Q'44X,31Y\XR!WZ]RJD"GNB*E^6.5;7U+(/[-W*_;L:QW_5!+ 0(4 M Q0 (/I(9UD.D#L-VCX! &9&$P 1 " 0 !E;&%N M+3(P,C0P.3,P+FAT;5!+ 0(4 Q0 (
/I(9UGMGO(R/P\ ..C 1 M " 0D_ 0!E;&%N+3(P,C0P.3,P+GAS9%!+ 0(4 Q0 (/I(M9UD7N8,QT1H $P! 0 5 " 7=. 0!E;&%N+3(P,C0P.3,P M7V-A;"YX;6Q02P$"% ,4 "
#Z2&=9'4(ZM^57 #\ , %0 M @ %[:0$ 96QA;BTR,#(T,#DS,%]D968N>&UL4$L! A0#% @ ^DAG M6=IVOL$-T@ TPH! !0 (!D\$! &5L86XM,C R-# Y,S!?
M9S$N:G!G4$L! A0#% @ ^DAG60IL^#1CW@ NYT(!4 M (!TI," &5L86XM,C R-# Y,S!?;&%B+GAM;%!+ 0(4 Q0 (/I(9UFL M>[@YGHH "5O!@ 5 " 6AR
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10-Q true 2024-09-30 false 001-38661 Elanco Animal Health Inc IN 82-5497352 2500 INNOVATION WAY GREENFIELD IN 46140 877 352-6261 Common stock, no par value ELAN NYSE Yes Yes Large Accelerated Filer false false false 494352808 1030000000 1068000000 3419000000 3382000000 492000000 487000000 1502000000 1415000000 87000000 86000000 263000000 248000000 323000000 313000000 1014000000 993000000 133000000 140000000 397000000 410000000 17000000 16000000 143000000 91000000 0 1042000000 0 1042000000 640000000 0 640000000 0 58000000 72000000 189000000 210000000 -1000000 -9000000 -12000000 -41000000 471000000 2165000000 2880000000 4450000000 559000000 -1097000000 539000000 -1068000000 195000000 -1000000 193000000 22000000 364000000 -1096000000 346000000 -1090000000 0.74 -2.22 0.70 -2.21 0.73 -2.22 0.70 -2.21 494300000 492700000 493900000 493900000 492100000 497700000 492700000 496900000 496900000 492100000 364000000 -1096000000 346000000 -1090000000 -81000000 0 -58000000 -19000000 283000000 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523000000 0 1042000000 40000000 31000000 76000000 5000000 640000000 0 5000000 57000000 -93000000 446000000 -54000000 -8000000 364000000 114000000 100000000 99000000 5000000 19000000 1294000000 0 66000000 0 8000000 14000000 -1000000 2000000 1248000000 -134000000 50000000 350000000 250000000 53000000 170000000 250000000 170000000 97000000 350000000 0 1587000000 388000000 -23000000 -6000000 -1460000000 56000000 -14000000 -12000000 138000000 24000000 352000000 345000000 490000000 369000000 Note 1. Basis of Presentation and Summary of Significant Accounting Policies We have prepared the accompanying unaudited condensed consolidated financial statements in accordance with the SEC requirements for interim reporting. As permitted under those rules, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the U.S. (GAAP) have been condensed or omitted. The information included in this Form 10-Q should be read in conjunction with our consolidated financial statements and accompanying notes for the year ended December 31, 2023, included in our 2023 Form 10-K. In addition, results for interim periods should not be considered indicative of results for any other interim period or for the full year ending December 31, 2024, or any other future period. In our opinion, the financial statements reflect all adjustments (including those that are normal and recurring) that are necessary for fair presentation of the results of operations for the periods shown. In preparing financial statements in conformity with GAAP, we must make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from those estimates. Certain reclassifications of prior year information have been made to conform to the current year's presentation. The significant accounting policies set forth in Note 2 to the consolidated financial statements in our 2023 Form 10-K and the footnotes herein appropriately represent, in all material respects, the current status of our accounting policies. We have prepared the accompanying unaudited condensed consolidated financial statements in accordance with the SEC requirements for interim reporting. As permitted under those rules, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the U.S. (GAAP) have been condensed or omitted. The information included in this Form 10-Q should be read in conjunction with our consolidated financial statements and accompanying notes for the year ended December 31, 2023, included in our 2023 Form 10-K. In addition, results for interim periods should not be considered indicative of results for any other interim period or for the full year ending December 31, 2024, or any other future period. In our opinion, the financial statements reflect all adjustments (including those that are normal and recurring) that are necessary for fair presentation of the results of operations for the periods shown. In preparing financial statements in conformity with GAAP, we must make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from those estimates. Certain reclassifications of prior year information have been made to conform to the current year's presentation. Note 2. New Financial Accounting Pronouncements The following table provides a brief description of accounting standards applicable to us that we have not yet adopted: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:13.812%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:35.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:24.192%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.395%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Standard</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Description</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Effective Date</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Effect on the Financial Statements or Other Significant Matters</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top"> ASU 2023-07, <span style="color:#000000;font-

family:'Arial',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:120%">Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures </td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">ASU 2023-07 is intended to improve disclosure requirements related to reportable segments, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker (CODM) for purposes of assessing a segment's profit or loss and deciding how to allocate resources. This new standard applies to all public entities, including entities, like us, with a single reportable segment.</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">This new standard is effective for fiscal years beginning after December 31, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. Adoption requires retrospective application.</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">We are currently assessing the impact ASU 2023-07 will have on our consolidated financial statements, including our footnote disclosures.</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> Income Taxes (Topic 740): Improvements to Income Tax Disclosures </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures by enhancing information about how an entity's operations and related tax risks and its tax planning and operational opportunities affect its tax rate and prospects for future cash flows.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">The guidance is effective for fiscal years beginning after December 31, 2024, with early adoption permitted. 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Early adoption is permitted.
The amendments may be applied either (1) prospectively to financial statements issued for periods after the effective date of this ASU or (2) retrospectively to all prior periods presented in the consolidated financial statements.
</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">We are currently assessing the impact ASU 2024-03 will have on our consolidated financial statements, including our footnote disclosures.</td></tr></table> The following table provides a brief description of accounting standards applicable to us that we have not yet adopted: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:13.812%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:35.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:24.192%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.395%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Standard</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Description</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Effective Date</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Effect on the Financial Statements or Other Significant Matters</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top"> ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures </td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">ASU 2023-07 is intended to improve disclosure requirements related to reportable segments, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker (CODM) for purposes of assessing a segment's profit or loss and deciding how to allocate resources. 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style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.395%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Standard</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Description</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Effective Date</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Effect on the Financial Statements or Other Significant Matters</td></tr><tr style="height:3pt"><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">In November 2024, the FASB issued ASU 2024-03, which is intended to provide more detailed information about specified categories of expenses (purchases of inventory, employee compensation, depreciation and amortization) included in certain expense captions presented on the face of our consolidated income statements.</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">This new standard is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted.
The amendments may be applied either (1) prospectively to financial statements issued for periods after the effective date of this ASU or (2) retrospectively to all prior periods presented in the consolidated financial statements.
</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">We are currently assessing the impact ASU 2024-03 will have on our consolidated financial statements, including our footnote disclosures.</td></tr></table> The following table provides a brief description of accounting standards applicable to us that we have not yet adopted: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:13.812%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:35.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:24.192%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.395%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Standard</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Description</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Effective Date</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Effect on the Financial Statements or Other Significant Matters</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top"> ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures </td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">ASU 2023-07 is intended to improve disclosure requirements related to reportable segments, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker (CODM) for purposes of assessing a segment's profit or loss and deciding how to allocate resources. This new standard applies to all public entities, including entities, like us, with a single reportable segment.</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">This new standard is effective for fiscal years beginning after December 31, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. 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</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">We are currently assessing the impact ASU 2024-03 will have on our consolidated financial statements, including our footnote disclosures.</td></tr></table> Note 3. Revenue We recognize revenue primarily from product sales to customers. Revenue from sales of products is recognized at the point where the customer obtains control of the goods and we satisfy our performance obligations, which is generally once the goods have been shipped and the customer has assumed title. For contract manufacturing organization (CMO) arrangements, we recognize revenue over time or at a point in time depending on our evaluation of when the customer obtains control of the promised goods or services. <div style="margin-

top:3pt;text-align:justify">Provisions for sales rebates and discounts are recorded as a reduction to revenue in the period the related sales are recognized and are based on specific agreements. In determining the appropriate accrual amount, we consider our historical experience with similar incentive programs, current sales data and estimates of inventory levels at our channel distributors. The following table summarizes the activity in our global sales rebates and discounts liability: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.683%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.498%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">367 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">324 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Reduction of revenue</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">620 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">558 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Payments</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(656)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(522)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustments</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Ending balance</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">333 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">356 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Adjustments to revenue recognized due to changes in estimates for products shipped in previous periods were not material for either the nine months ended September 30, 2024 or 2023. Actual global product returns were approximately 1% of net revenue for the nine months ended September 30, 2024 and 2023. Disaggregation of Revenue The following table summarizes our revenue disaggregated by product category: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:42.028%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.501%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Pet Health</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">486 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">495 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td

style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,704 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,688 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Farm Animal:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19.75pt;text-align:left;vertical-align:bottom">Cattle</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">253 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">242 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">754 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">700 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19.75pt;text-align:left;vertical-align:bottom">Poultry</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">188 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">184 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">583 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">545 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19.75pt;text-align:left;vertical-align:bottom">Swine</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">88 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">262 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">284 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19.75pt;text-align:left;vertical-align:bottom">Aqua</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">132 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Total Farm Animal</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">530 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">561 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,680 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,661 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Contract Manufacturing (1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,030 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:top">1,068 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid

#000000;padding:2px 0;text-align:right;vertical-align:bottom">3,419 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,382 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt;padding-left:18pt;text-align:justify;text-indent:-18pt">(1)Represents revenue from arrangements in which we manufacture products on behalf of a third party. </div><div style="margin-top:6pt;text-align:justify">The following table summarizes our revenue disaggregated by geographic area: </div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:42.321%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.501%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">United States</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">487 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">479 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,561 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,522 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">International</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">543 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">589 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,858 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,860 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,030 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,068 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,419 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,382 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> We have a single customer that accounted for approximately 11% and 10% of revenue for the nine months ended September 30, 2024 and 2023, respectively. Product sales with this customer resulted in accounts receivable of $91 million and $78 million at September 30, 2024 and December 31, 2023, respectively. The following table summarizes the activity in our global sales rebates and discounts liability: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.683%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.498%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"

style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">367 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">324 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Reduction of revenue</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">620 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">558 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Payments</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(656)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(522)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustments</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Ending balance</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">333 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">356 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 367000000 324000000 620000000 558000000 656000000 522000000 -2000000 4000000 333000000 356000000 0.01 0.01 The following table summarizes our revenue disaggregated by product category: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:42.028%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.501%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Pet Health</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">486 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">495 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,704 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,688 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Farm Animal:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19.75pt;text-align:left;vertical-align:bottom">Cattle</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">253 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(522)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(522)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustments</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" 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1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">333 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">356 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 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color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">242 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">754 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">700 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19.75pt;text-align:left;vertical-align:bottom">Poultry</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">188 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">184 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">583 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">545 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19.75pt;text-align:left;vertical-align:bottom">Swine</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">88 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">262 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">284 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19.75pt;text-align:left;vertical-align:bottom">Aqua</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">132 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Total Farm Animal</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">530 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">561 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,680 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,661 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Contract Manufacturing (1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,030 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:top">1,068 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,419 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,382 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)Represents revenue from arrangements in which we manufacture products on behalf of a third party. 486000000 495000000 1704000000 1688000000 253000000 242000000 754000000 700000000 188000000 184000000 583000000 545000000 88000000 93000000 262000000 284000000 1000000 42000000 81000000 132000000 530000000 561000000 1661000000 14000000 12000000 35000000 33000000 1030000000 1068000000 3419000000 3382000000 The following table summarizes our revenue disaggregated by geographic area: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:42.321%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td

style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.501%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">United States</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">487 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">479 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,561 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,522 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">International</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">543 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">589 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,858 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,860 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,030 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,068 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,419 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,382 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 487000000 479000000 1561000000 1522000000 543000000 589000000 1858000000 1860000000 1030000000 1068000000 3419000000 3382000000 0.11 0.10 91000000 78000000 Note 4. Acquisitions, Divestitures and Other Arrangements Acquisitions During 2023, we completed the acquisitions of certain U.S. marketed products, pipeline products, inventory and an assembled workforce from NutriQuest, LLC (NutriQuest) and certain assets including inventory and distribution rights for certain marketed products from NutriQuest Nutricao Animal Ltda (NutriQuest Brazil). Each of these transactions was accounted for as a business combination under the acquisition method of accounting. The acquisition method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The determination of estimated fair value requires management to make significant estimates and assumptions. The excess of the purchase price over the fair value of the acquired net assets, where applicable, has been recorded as goodwill. NutriQuest On January 3, 2023, we acquired NutriQuest for total purchase consideration of $59 million. NutriQuest is a provider of swine, poultry and cattle nutritional health products to animal producers. The acquisition helped us expand our existing nutritional health offerings and further our efforts to explore innovative antibiotic alternatives. The composition of the purchase price was as follows:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.718%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.498%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Up-front cash consideration</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred cash consideration paid January 4, 2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-

family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Fair value of contingent consideration</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total purchase consideration</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">59 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Contingent consideration for this acquisition includes up to $85 million of cash consideration payable if specific development, sales and geographic expansion milestones are achieved, as outlined in the asset purchase agreement. The initial fair value of this contingent consideration liability of $38 million was estimated at the acquisition date using a Monte Carlo simulation model, which represented a Level 3 measurement under the fair value hierarchy (see Note 10, Fair Value for further information). </div><div style="margin-top:3pt;text-align:justify">The following table summarizes the fair values of assets acquired as of the acquisition date:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.864%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.936%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventories</td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Marketed products</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Acquired in-process research and development (IPR&D)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Other intangible assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total identifiable assets</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total consideration transferred</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">59 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Other intangible assets consist of customer relationships and trade names. The acquired definite-lived intangible assets are being amortized over a weighted-average estimated useful life of approximately 12 years on a straight-line basis. NutriQuest Brazil On August 1, 2023, we acquired NutriQuest Brazil for total purchase consideration of $19 million. The composition of the purchase price included cash paid on the closing date of $3 million, with additional consideration payable through 2026 valued at approximately $16 million, a portion of which is contingent upon the continuation of certain terms and conditions set forth in the asset purchase agreement. </div><div style="margin-top:3pt;text-align:justify">The following table summarizes the fair values of assets acquired as of the acquisition date:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.864%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.936%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventories</td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Definite-lived intangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total identifiable assets</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total consideration transferred</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The acquired definite-lived intangible assets are being amortized over a weighted-average estimated useful life of approximately nine years on a straight-line basis. Divestitures Aqua Business On July 9, 2024, we closed the sale of our aqua business to Intervet International B.V., a Dutch subsidiary of Merck Animal Health, for $1,294 million in cash, the vast majority of which was utilized to repay outstanding term loan debt following the close of the transaction (see Note 8, Debt for further information). Our aqua business included products across both warm-water and cold-water species and generated revenues of $81 million in 2024, through the divestiture date, and $132 million during the nine months ended September 30, 2023. Given that we operate our business as a single reporting unit, we are unable to reasonably determine stand-alone costs and related earnings or loss before income taxes attributable to our aqua business. We also determined that the sale did not qualify for reporting as a discontinued operation, as it did not represent a strategic shift that will have a major effect on our operations

and/or financial results. Assets sold included inventories, real property and equipment, including our manufacturing sites in Canada and Vietnam, and certain intellectual property, technology and other intangible assets, including marketed products. Additionally, approximately 280 commercial and manufacturing employees were transferred to Merck Animal Health as part of this divestiture. As of the disposal date, the carrying amounts of the following major assets were derecognized from our condensed consolidated balance sheet: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.864%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.936%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventories</td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">458 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other intangibles, net</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">634 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Upon close, based on the aggregate carrying value of our aqua business disposal group of $634 million and $20 million in costs to sell, we recorded a pre-tax gain on divestiture of $640 million. Income tax expense of $171 million related to the taxable gain was also recognized during the three months ended September 30, 2024. In determining the amount of goodwill to include in our aqua business disposal group, a portion of our single reporting unit's goodwill was allocated to it on a relative fair value basis by comparing the fair value of the disposal group to the estimated fair value of our single reporting unit as a whole. We estimated the fair value of our single reporting unit using the income approach, which is a valuation technique that provides an estimate of fair value based on market participant expectations of the cash flows an asset would generate over its remaining useful life. Significant management judgment was required in estimating the fair value of our single reporting unit, including, but not limited to, estimates and assumptions regarding future cash flows of our single reporting unit, revenue growth and other profitability measures, such as gross margin and earnings before interest, taxes, depreciation and amortization (EBITDA) margin, and the determination of an appropriate discount rate. We consider this valuation approach to be a Level 3 measurement under the fair value hierarchy. Shawnee and Speke In August 2021 and February 2022, we completed the sales of our Shawnee, Kansas and Speke, U.K. sites, respectively, to TriRx Pharmaceuticals (TriRx). Based on the original terms of the sales agreements, we anticipated receiving cash consideration from TriRx over a three-year period, and we received cash proceeds of $13 million from TriRx in 2022. In May 2023, we entered into amendments to the agreements (the amended agreement), which effectively restructured the payment schedule related to the remaining amount owed. At December 31, 2023, our remaining net receivable balance from TriRx under the amended agreement was $69 million. In February 2024, we received $66 million, in addition to accrued interest. In September 2024, TriRx Speke Ltd, an affiliate of TriRx, entered into trading administration, a formal insolvency process in the U.K. designed to help companies facing severe financial challenges regain stability. As a result of the site entering into trading administration, we impaired the remaining $12 million value of a contract asset related to a favorable supply agreement with TriRx. This impairment charge was included within asset impairment, restructuring and other special charges within our condensed consolidated statements of operations for the three and nine months ended September 30, 2024.</div> 59000000 The composition of the purchase price was as follows:<div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.718%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.498%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Up-front cash consideration</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 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style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total consideration transferred</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">59 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:3pt;text-align:justify">The following table summarizes the fair values of assets acquired as of the acquisition date:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.864%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.936%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventories</td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Definite-lived intangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total identifiable assets</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total consideration transferred</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 3000000 29000000 9000000 15000000 56000000 3000000 59000000 P12Y 19000000 3000000 16000000 3000000 15000000 18000000 1000000 19000000 P9Y 1294000000 81000000 132000000 280 <div style="margin-top:3pt;text-align:justify">As of the disposal date, the carrying amounts of the following major assets were derecognized from our condensed consolidated balance sheet:</div><div style="margin-top:3pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.864%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.936%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventories</td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">458 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other intangibles, net</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">634 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 43000000 458000000 51000000 68000000 14000000 634000000 634000000 20000000 640000000 171000000 P3Y 13000000 69000000 66000000 12000000 Note 5. Asset Impairment, Restructuring and Other Special Charges In recent years, we have incurred substantial costs associated with restructuring programs and cost-reduction initiatives designed to achieve a flexible and competitive cost structure. Restructuring activities have primarily included charges associated with product, facility and business rationalizations and workforce reductions. We have also incurred costs associated with executing acquisition, divestiture and other significant transactions and related integration and/or separation activities. Components of asset impairment, restructuring and other special charges were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.373%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.548%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0

1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Restructuring charges(1) </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">45 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:6pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Acquisition and divestiture-related charges(2) </td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">86 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:6pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 1.75pt;text-align:left;vertical-align:bottom">Non-cash and other items:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Asset impairments(3) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:6pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total expense</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">143 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">91 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)Restructuring charges in 2024 primarily related to expected cash-based severance costs associated with a restructuring program approved and announced in February 2024 intended to reallocate resources by shifting international resources from farm animal to pet health. This restructuring program also resulted in changes in how we operate in and sell into the Argentina market, among others. (2)Acquisition and divestiture-related charges in 2024 consisted of transaction costs directly related to the recent divestiture of our aqua business (see Note 4, Acquisitions, Divestitures and Other Arrangements for further information). Acquisition and divestiture-related charges in 2023 primarily represented costs associated with the implementation of new systems, programs and processes due to the integration of Bayer Animal Health. (3)Asset impairments in 2024 principally included the write-off of our IL-4R IPR&D asset ($53 million) during the second quarter and $15 million of asset impairments in the third quarter tied to the financial difficulties of our contract manufacturing supply partner, TriRx, the largest of which was a $12 million impairment of a contract asset related to a favorable supply agreement (see Note 4, Acquisitions, Divestitures and Other Arrangements for further information). Asset impairments in 2023 primarily related to the write-down of certain indefinite-lived intangible assets due to increases in the relevant discount rates. The following table summarizes the activity in our reserves established in connection with restructuring activities: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.256%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:14.544%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">45 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:6pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Acquisition and divestiture-related charges(2) </td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">86 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:6pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 1.75pt;text-align:left;vertical-align:bottom">Non-cash and other items:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Asset impairments(3) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:6pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total expense</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">143 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">91 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)Restructuring charges in 2024 primarily related to expected cash-based severance costs associated with a restructuring program approved and announced in February 2024 intended to reallocate resources by shifting international resources from farm animal to pet health. 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style="margin-top:3pt;padding-left:18pt;text-align:justify;text-indent:-18pt">(3)Asset impairments in 2024 principally included the write-off of our IL-4R IPR&D asset ($53 million) during the second quarter and $15 million of asset impairments in the third quarter tied to the financial difficulties of our contract manufacturing supply partner, TriRx, the largest of which was a $12 million impairment of a contract asset related to a favorable supply agreement (see Note 4. Acquisitions, Divestitures and Other Arrangements for further information). Asset impairments in 2023 primarily related to the write-down of certain indefinite-lived intangible assets due to increases in the relevant discount rates. 2000000 0 45000000 0 0 11000000 17000000 86000000 15000000 5000000 76000000 5000000 0 0 5000000 0 17000000 16000000 143000000 91000000 53000000 15000000 12000000 The following table summarizes the activity in our reserves established in connection with restructuring activities: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.256%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:14.544%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none

serif;font-size:10pt;font-weight:400;line-height:100%">Decrease to LIFO cost</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(63) </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(64)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventories</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,632 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,735 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Inventories consisted of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:66.590%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.544%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Finished products</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">811 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">857 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Work in process</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">779 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">814 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Raw materials and supplies</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,695 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,799 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Decrease to LIFO cost</td><td colspan="2" 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Equity Tangible Equity Unit (TEU) Offering In January 2020, we issued 11 million in TEUs at the stated amount of $50 per unit. The TEU prepaid stock purchase contracts were converted into shares of our common stock on February 1, 2023. Holders of our TEUs received 1.5625 shares of our common stock based on the maximum settlement rate for the applicable market value being below $32.00. In total, we issued approximately 17 million shares to holders in connection with the settlement. 11000000 50 1.5625 32.00 17000000 <div>Note 8. Debt </div><div style="margin-top:3pt">Long-term debt consisted of the following:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.712%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.130%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Incremental Term Facility due 2025 (1)</div></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">175 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Incremental Term Facility due 2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">371 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">489 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Incremental Term Facility due 2029</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">188 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">247 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Incremental Term Facility due 2031 (1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">350 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Term Loan B due 2027</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 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</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Securitization Facility (3) </td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.900% Senior Notes due 2028 (4) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized debt issuance costs</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(30)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(50)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,357 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,774 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Less current portion of long-term debt</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total long-term debt</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,313 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,736 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)On August 13, 2024, we entered into an incremental assumption agreement with Farm Credit Mid-America, PCA (Farm Credit). Utilizing a portion of the proceeds from this new facility, we repaid our Incremental Term Facility due 2025 in full. See below for further details. (2)On July 3, 2024, we amended our Revolving Credit Facility, which extended its maturity through July 2029. Our Revolving Credit Facility provides up to $750 million in borrowing capacity and bears interest at Term SOFR plus a spread dependent on our Net Total Leverage Ratio, as defined within the amended agreement, which was 2.10% as of September 30, 2024. (3)Our Securitization Facility is secured and collateralized by our U.S. Net Eligible Receivables Balance, has a maximum borrowing capacity of $300 million, bears interest at Term SOFR plus 1.25% and matures in July 2026. (4)Subsequent to issuance in August 2018, our 4.900% Senior Notes due 2028 have been subject to interest rate increases related to credit rating agency downgrades. As of September 30, 2024, these notes bear interest at a rate of 6.650%. 2024 Financing On August 13, 2024, we entered into an incremental assumption agreement with Farm Credit, supplementing and amending our existing credit agreement dated August 1, 2020, related to our senior secured credit facility. The incremental assumption agreement provides for an incremental term facility (the Incremental Term

Facility due 2031) with an aggregate principal amount of $350 million, maturing on August 13, 2031. The Incremental Term Facility due 2031 bears interest at Term SOFR, including a spread adjustment, plus 175 basis points and will be payable in quarterly installments of principal and interest with a final balloon payment due on August 13, 2031. The proceeds were used to repay the remaining outstanding balance on our Incremental Term Facility due 2025 and for general corporate purposes. Accordingly, as of September 30, 2024, all obligations and commitments related to the Incremental Term Facility due 2025 were satisfied in full. The terms of the Incremental Term Facility due 2031, including pledged collateral and financing maintenance covenants, are generally consistent with the terms of our existing Term Loan B due 2027. 2024 Term Loan Repayments As discussed in Note 4. Acquisitions, Divestitures and Other Arrangements, we sold our aqua business to a subsidiary of Merck Animal Health on July 9, 2024, for $1,294 million in cash. Utilizing the vast majority of these proceeds, as well as a portion of the proceeds from our Incremental Term Facility due 2031 and available cash on hand, we have repaid $1,587 million of previously outstanding term loan debt across our Term Loan B due 2027 and our Incremental Term Facilities during the nine months ended September 30, 2024. In conjunction with these principal repayments, we recognized charges of $12 million for the write-off of previously deferred financing costs, which are included in interest expense, net of capitalized interest in the condensed consolidated statements of operations for the three and nine months ended September 30, 2024.</div><div style="margin-top:3pt;text-align:justify">As of September 30, 2024, approximately 81% of our long-term indebtedness bears interest at a fixed rate, including variable-rate debt converted to fixed-rate through the use of interest rate swaps (see Note 9. Financial Instruments for additional information). We were in compliance with all of our debt covenants as of September 30, 2024.</div> <div style="margin-top:3pt">Long-term debt consisted of the following:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.712%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.130%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" 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style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Incremental Term Facility due 2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">371 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">489 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Incremental Term Facility due 2029</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">188 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">247 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Incremental Term Facility due 2031 (1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">350 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 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0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized debt issuance costs</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(30)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(50)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,357 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,774 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td

colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Less current portion of long-term debt</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total long-term debt</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,313 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,736 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)On August 13, 2024, we entered into an incremental assumption agreement with Farm Credit Mid-America, PCA (Farm Credit). Utilizing a portion of the proceeds from this new facility, we repaid our Incremental Term Facility due 2025 in full. See below for further details. (2)On July 3, 2024, we amended our Revolving Credit Facility, which extended its maturity through July 2029. Our Revolving Credit Facility provides up to $750 million in borrowing capacity and bears interest at Term SOFR plus a spread dependent on our Net Total Leverage Ratio, as defined within the amended agreement, which was 2.10% as of September 30, 2024. (3)Our Securitization Facility is secured and collateralized by our U.S. Net Eligible Receivables Balance, has a maximum borrowing capacity of $300 million, bears interest at Term SOFR plus 1.25% and matures in July 2026. (4)Subsequent to issuance in August 2018, our 4.900% Senior Notes due 2028 have been subject to interest rate increases related to credit rating agency downgrades. As of September 30, 2024, these notes bear interest at a rate of 6.650%. 0 175000000 371000000 489000000 188000000 247000000 350000000 0 2603000000 3838000000 0 200000000 125000000 125000000 0.04900 750000000 750000000 30000000 50000000 4357000000 5774000000 44000000 38000000 4313000000 5736000000 750000000 0.0210 300000000 0.0125 0.04900 0.06650 350000000 0.0175 1294000000 1587000000 12000000 12000000 0.81 Note 9. Financial Instruments To manage our exposure to market risks, such as changes in foreign currency exchange rates and interest rates, we have entered into various derivative transactions. We formally assess, designate and document, as a hedge of an underlying exposure, each qualifying derivative instrument that will be accounted for as an accounting hedge at inception. We also assess at least quarterly thereafter whether the financial instruments used in the hedging transaction are effective at offsetting changes in either the fair values or cash flows of the underlying exposures. Derivative cash flows are principally classified in the operating activities section of the condensed consolidated statements of cash flows, consistent with the underlying hedged item. Further, we do not offset derivative assets and liabilities on the condensed consolidated balance sheets. Derivatives not designated as hedges We may enter into foreign currency exchange forward or option contracts to reduce the effects of fluctuating foreign currency exchange rates. Foreign currency derivatives used for hedging are put in place using the same or like currencies and duration as the underlying exposures and are recorded at fair value with gains or losses recognized in other expense, net in the condensed consolidated statements of operations. Forward contracts generally have maturities not exceeding 12 months. As of September 30, 2024 and December 31, 2023, we had outstanding foreign currency exchange contracts with aggregate notional amounts of $726 million and $891 million, respectively. </div><div style="margin-top:3pt;text-align:justify">The amounts of net gains on derivative instruments not designated as hedging instruments, recorded in other expense, net were as follows:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:37.935%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Foreign exchange forward contracts (1)</div></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)These amounts were substantially offset in other expense, net by the effect of changing exchange rates on the underlying foreign currency exposures. Derivatives designated as hedges - Net investment hedges In September 2023, we entered into a series of cross-currency fixed interest rate swaps to help mitigate the impact of foreign currency fluctuations on our operations in Switzerland with a combined 1,000 million CHF notional amount with tenors in 2026 and 2027. These instruments were determined to be, and were designated as, effective economic hedges of net investments in our CHF denominated net assets. The fair values of these instruments were estimated based on quoted market values of similar hedges and are classified as Level 2 in the fair value hierarchy (see Note 10. Fair Value for further information). Gains or losses related to these instruments due to spot rate fluctuations are recorded as cumulative translation adjustments as a component of other comprehensive income (loss). Gains and losses will remain in accumulated other comprehensive income (loss) until either

the sale or substantial liquidation of the hedged subsidiary. (Losses) gains on net investment hedges, net of tax, recorded in other comprehensive income (loss), were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Cross-currency fixed interest rate swaps</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(53)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> During the nine months ended September 30, 2024, and 2023 these instruments also generated $23 million and $1 million of interest income, respectively, which was included as a contra interest expense, net of capitalized interest in our condensed consolidated statements of operations. Derivatives designated as hedges - Interest rate swaps To manage our exposure to variable interest rate risk, we utilize interest rate swap contracts to effectively convert our variable-rate debt into fixed-rate debt. We recognize any differences between the variable interest rate payments and the fixed interest rate settlements with the swap counterparties as an adjustment to interest expense, net of capitalized interest over the life of the swaps. We have designated our interest rate swaps as cash flow hedges and record them at fair value on the condensed consolidated balance sheets. Changes in the fair value of the hedges are recognized in other comprehensive income (loss) and reclassified into earnings through interest expense, net of capitalized interest at the time earnings are affected by the hedged transaction. Fair value is estimated based on quoted market values of similar hedges and is classified as Level 2 in the fair value hierarchy. We had outstanding interest rate swaps with aggregate notional amounts of $2,800 million and $3,800 million as of September 30, 2024 and December 31, 2023, respectively. Following the sale of our aqua business and the associated debt pay down (see Note 4. Acquisitions, Divestitures and Other Arrangements and Note 8. Debt for further information), in July 2024 we settled $1,000 million of existing interest rate swaps. We received cash proceeds of approximately $5 million upon these settlements, which was recorded in accumulated other comprehensive loss and will be amortized to interest expense, net of capitalized interest in future periods. As of September 30, 2024, all of our outstanding interest rate swap instruments had scheduled maturities in 2026. Additionally, on August 21, 2024, we entered into new forward-starting interest rate swap agreements with a combined notional amount of $850 million, which will become effective on August 1, 2026, and mature in line with the applicable Incremental Term Facility maturities, which range between 2028 and 2031. </div><div style="margin-top:3pt;text-align:justify">The amounts of (losses) gains on our interest rate swap contracts, net of tax, recorded in other comprehensive income (loss) were as follows:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:37.788%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.666%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swaps</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(54)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">30 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">75 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The amounts of gains reclassified from accumulated other comprehensive loss and recognized into earnings through interest expense, net of capitalized interest were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:37.935%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td

style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" 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style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">30 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">75 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The amounts of gains reclassified from accumulated other comprehensive loss and recognized into earnings through interest expense, net of capitalized interest were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:37.935%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swaps</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">88 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 9000000 1000000 3000000 2000000 1000000000 -53000000 9000000 -1000000 9000000 23000000 1000000 2800000000

3800000000 1000000000 5000000 850000000 -54000000 34000000 30000000 75000000 27000000 34000000 88000000 94000000 35000000 0.0642 Note 10. Fair Value Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value measurements are based on a framework that utilizes the inputs market participants use to determine the fair value of an asset or liability and establishes a fair value hierarchy to prioritize those inputs. Level 1 fair value measurements are based on quoted prices in active markets for identical assets or liabilities. We determine our Level 2 fair value measurements based on a market approach using quoted market values or significant other observable inputs for identical or comparable assets or liabilities. Our Level 3 fair value measurements are based on unobservable inputs based on little or no market activity. The following table summarizes the fair value information at September 30, 2024 and December 31, 2023, for assets and liabilities measured at fair value on a recurring basis in the respective balance sheet line items, as well as long-term debt, for which fair value is disclosed on a recurring basis: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.490%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.648%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.204%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.656%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurements Using</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Financial statement line item</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Carrying
Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Quoted Prices in Active Markets for Identical Assets
(Level 1)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Significant
Other Observable Inputs
(Level 2)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Significant
Unobservable
Inputs
(Level 3)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair
Value</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Recurring fair value measurements</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Prepaid expenses and other - derivative instruments</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other current liabilities - derivative instruments</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other current liabilities - contingent consideration</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-

color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other noncurrent liabilities - derivative instruments</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(131)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(131)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other noncurrent liabilities - contingent consideration</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(16)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(16)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Financial instruments not carried at fair value</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"

color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Prepaid expenses and other - derivative instruments</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">65 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">65 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">65 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other current liabilities - derivative instruments</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(63)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(63)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(63)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other current liabilities - contingent consideration</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other noncurrent liabilities - derivative instruments</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(132)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(132)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other noncurrent liabilities - 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colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,825)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,825)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

serif;font-size:10pt;font-weight:400;line-height:100%">(22)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other current liabilities - contingent consideration</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td 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colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Long-term debt, including current portion</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,387)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,413)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,413)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" 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style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:8pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-

align:bottom">December 31, 2023</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Recurring fair value measurements</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Prepaid expenses and other - derivative instruments</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">65 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">65 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other current liabilities - derivative instruments</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(63)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(63)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other current liabilities - contingent consideration</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other noncurrent liabilities - derivative instruments</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(132)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(132)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Other noncurrent liabilities - contingent consideration</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

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Goodwill The following table summarizes the changes in the carrying amount of goodwill: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:80.332%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.884%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> December 31, 2023 (gross) </td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">6,136 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated impairment</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,042)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>December 31, 2023 (net)</div></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,094 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Divestiture (1)</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(458)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustments</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>September 30, 2024 (net)</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,625 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)We derecognized $458 million of goodwill during the three months ended September 30, 2024, in connection with the divestiture of our aqua business. See Note 4. Acquisitions, Divestitures and Other Arrangements for further information. As previously disclosed, there was a sharp increase in long-term treasury rates during the third quarter of 2023, and as a result, we assessed our long-lived assets, including goodwill, for impairment. Due principally to an increased discount rate assumption, which was driven by the sharp increase in long-term treasury rates, our quantitative goodwill impairment test resulted in a $1,042 million pre-tax impairment charge. No impairments to the carrying value of goodwill have been recorded during the three or nine months ended September 30, 2024.</div> <div style="margin-top:6pt;text-align:justify">The following table summarizes the changes in the carrying amount of goodwill:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:80.332%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.884%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>December 31, 2023 (gross)</div></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">6,136 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated impairment</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,042)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> December 31, 2023 (net) </td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,094 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-

color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Divestiture (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(458)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustments</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> September 30, 2024 (net) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,625 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)We derecognized $458 million of goodwill during the three months ended September 30, 2024, in connection with the divestiture of our aqua business. See Note 4. Acquisitions, Divestitures and Other Arrangements for further information.</div> 6136000000 1042000000 5094000000 458000000 -11000000 4625000000 458000000 1042000000 0 0 <div style="text-align:justify">Note 12. Income Taxes</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.736%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.502%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Income tax expense (benefit)</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">195 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">193 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effective tax rate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2.0)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

style="margin-top:3pt;text-align:justify">For the three and nine months ended September 30, 2023, we recognized an income tax benefit of $1 million and income tax expense of $22 million, respectively. Our effective tax rates of 0.2% and (2.0)%, respectively, differed from the statutory income tax rates primarily due to the recognition of the $1,042 million goodwill impairment charge, which was non-deductible in most of the impacted jurisdictions.</div><div style="margin-top:3pt;text-align:justify">We were included in Eli Lilly and Company's (Lilly's) U.S. tax examinations by the Internal Revenue Service through the full separation date of March 11, 2019. Pursuant to the tax matters agreement we executed with Lilly in connection with our initial public offering (IPO), the potential liabilities or potential refunds attributable to pre-IPO periods in which Elanco was included in a Lilly consolidated or combined tax return remain with Lilly. The U.S. examination of tax years 2016 to 2018 began in 2019 and remains ongoing. Final resolution of certain matters is dependent upon several factors, including the potential for formal administrative proceedings.</div> <div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.736%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td 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colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Income tax expense (benefit)</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">195 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">193 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effective tax rate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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Commitments and Contingencies Legal Matters We are party to various legal actions that arise in the normal course of business. The most significant matters are described below. Under GAAP, loss contingency provisions are recorded when we deem it probable that we will incur a loss and we are able to formulate a reasonable estimate of that loss. Seresto Class Action Lawsuits Claims seeking actual damages, injunctive relief and/or restitution for allegedly deceptive marketing have been made against Elanco Animal Health Inc. and Bayer HealthCare LLC, along with other Elanco and Bayer entities, arising out of the use of Seresto™ , a non-prescription flea and tick collar for cats and dogs. During 2021, putative class action lawsuits were filed in federal courts in the U.S. alleging that the Seresto collars contain pesticides that can cause serious injury and death to cats and/or dogs wearing the product. In August 2021, the lawsuits were consolidated by the Judicial Panel on Multidistrict Litigation, and the cases were transferred to the Northern District of Illinois. In June 2023, the parties agreed on the monetary terms of a potential settlement of the consolidated class action lawsuits, and as a result, a charge of $15 million was recorded within Other expense, net in our condensed consolidated statements of operations for the nine months ended September 30, 2023. As of December 31, 2023, the parties had agreed on the non-monetary terms of a potential settlement, in addition to the monetary terms agreed to in June 2023. In January 2024, the court preliminarily approved the settlement. The court set a hearing to consider final approval of the settlement in December 2024. If at that time all conditions of the settlement are met, and the settlement is approved, we anticipate the settlement amount will be payable in the first quarter of 2025. As such, the $15 million provision was included within other current liabilities on our condensed consolidated balance sheet as of September 30, 2024.

* Additional Legal Matters For the legal matters discussed below, we either believe loss is not probable or are unable to estimate the possible loss or range of loss, if any. The process of resolving these matters is inherently uncertain and may develop over an extended period of time; therefore, at this time, the ultimate resolutions cannot be predicted. As of September 30, 2024 and December 31, 2023, we had no material liabilities established related to the legal matters discussed below. On October 7, 2024, a putative securities class action lawsuit captioned Joseph Barpar v. Elanco Animal Health Inc., et al. (Barpar) was filed in the United States District Court for the District of Maryland against Elanco and two of its executives. Barpar alleges claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and specifically alleges that Elanco and the two executives made materially false and/or misleading statements and/or failed to disclose certain facts about the safety of and labeling for our Zenrelia® product, as well as the approval and launch timelines for Zenrelia and our Credelio Quattro™ product. The plaintiff purports to represent purchasers of Elanco securities between November 7, 2023 and June 26, 2024. On November 1, 2024, a shareholder derivative action captioned Lawrence Hollin v. Lawrence E. Kurzius, et al. was filed in the United States District Court for the District of Maryland against current members of Elanco's board and senior management, alleging claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and state law claims for breach of fiduciary duty, aiding and abetting breach of fiduciary duty, unjust enrichment and waste of corporate assets, based on allegations substantially similar to the allegations in the putative class action complaint in Barpar. We intend to vigorously defend our positions in connection with both actions. The process of resolving these matters is inherently uncertain and may develop over an extended period of time; therefore, at this time, the ultimate resolution cannot be predicted. On May 20, 2020, a shareholder class action lawsuit captioned Hunter v. Elanco Animal Health Inc., et al. (Hunter) was filed in the United States District Court for the Southern District of Indiana against Elanco and certain executives. On September 3, 2020, the court appointed a lead plaintiff, and on November 9, 2020, the lead plaintiff filed an amended complaint adding additional claims against Elanco, certain executives and other individuals. The lawsuit alleged, in part, that Elanco and certain of its executives made materially false and/or misleading statements and/or failed to disclose certain facts about Elanco's supply chain, inventory, revenue and projections. The lawsuit sought unspecified monetary damages and purports to represent purchasers of Elanco securities between September 30, 2018 and May 6, 2020, and purchasers of Elanco common stock issued in connection with Elanco's acquisition of Aratana Therapeutics, Inc. On January 13, 2021, we filed a motion to dismiss, and on August 17, 2022, the court issued an order granting our motion to dismiss the case without prejudice. On October 14, 2022, the plaintiffs filed a motion for leave to amend the complaint. On December 7, 2022, we filed an opposition to the plaintiffs' motion, and on September 27, 2023, the court denied the plaintiffs' motion for leave, issuing final judgment in favor of Elanco. On October 25, 2023, the plaintiffs filed a notice of appeal to the United States Court of Appeals for the Seventh Circuit. We continue to believe the claims made in the case are meritless, and we intend to continue to vigorously defend our position. On October 16, 2020, a shareholder class action lawsuit captioned Safron Capital Corporation v. Elanco Animal Health Inc., et al. was filed in the Marion Superior Court of Indiana against Elanco, certain executives and other individuals and entities. On December 23, 2020, the plaintiffs filed an amended complaint adding an additional plaintiff. The lawsuit alleges, in part, that Elanco and certain of its executives made materially false and/or misleading statements and/or failed to disclose certain facts about Elanco's relationships with third-party distributors and revenue attributable to those distributors within the registration statement on Form S-3 dated January 21, 2020, and accompanying prospectus filed in connection with Elanco's public offering which closed on or about January 27, 2020. The lawsuit seeks unspecified monetary damages and purports to represent purchasers of Elanco common stock or TEUs issued in connection with the public offering. From February 2021 to August 2022, this case was stayed in deference to Hunter. On October 24, 2022, we filed a motion to dismiss. On December 23, 2022, the plaintiffs filed their opposition to the motion to dismiss. Prior to the ruling on the motion to dismiss, on June 8, 2023, the plaintiffs filed a motion for leave to file a second amended complaint, which is now the operative complaint. We filed a motion to dismiss the second amended complaint on August 7, 2023, to which the plaintiffs filed their opposition on October 13, 2023. On April 17, 2024, our motion to dismiss was granted. The dismissal is without prejudice to plaintiffs' right to re-file a claim, and it is possible the plaintiffs will attempt to file a third amended complaint. We continue to believe the claims made in the case are meritless, and we intend to vigorously defend our position. In the third quarter of 2019, Tevra Brands, LLC (Tevra) filed a complaint in the U.S. District Court of the Northern District of California, alleging that Bayer Animal Health (acquired by us in August 2020) had been involved in unlawful, exclusive dealing and tying of its flea and tick products Advantage, Advantix and Seresto and maintained a monopoly in the market. The complaint was amended in March 2020 and then dismissed in September 2020 with leave to amend. A second amended complaint was filed in March 2021 and realleged claims of unlawful exclusive dealing related to Advantage and Advantix and monopoly maintenance. A motion to dismiss the second amended complaint was denied in January 2022. Tevra's demands included both actual and treble damages. On April 16, 2024, the court granted our motion for summary judgment to exclude all damages subsequent to our acquisition of Bayer Animal Health in August 2020. A jury trial was held in July 2024, and on August 1, 2024, the jury returned a verdict in favor of Bayer Animal Health. In August 2024, the plaintiff filed an appeal to this decision. We continue to believe the claims made in the case are meritless and will continue to vigorously defend our position. Regulatory Matters On July 1, 2021, we received a subpoena from the SEC relating to our channel inventory and sales practices prior to mid-2020. We have engaged in discussions with the SEC about a possible resolution or settlement of potential disclosure claims, and in late July 2024 we reached an agreement in principle on terms of a potential settlement of disclosure claims, without admitting or denying the underlying allegations. We previously accrued a liability of $15 million, which was included within other current liabilities on our condensed consolidated balance sheet as of September 30, 2024. The agreement remains subject to SEC approval and, therefore, it remains uncertain whether a definitive agreement will be reached and the terms of any such agreement. Other Commitments As of September 30, 2024, we had a lease commitment that has not yet commenced for our new corporate headquarters in Indianapolis, Indiana. Total minimum lease payments are estimated to be approximately $378 million over a term of 25 years, excluding extensions. Final lease payments may vary depending on the actual cost of certain construction activities. Lease commencement is expected in 2025. The land for our new corporate headquarters is located in a Tax Increment Finance District, and the project is, in part, funded through Tax Incremental Financing (TIF) through an incentive agreement between the City of Indianapolis and us. The agreement provides for an estimated total incentive of $64 million to be funded by the City of Indianapolis in connection with the future tax increment revenue generated from the developed property. In December 2021, as part of a funding and development agreement entered into between the developer and us, we made a commitment to use the expected TIF proceeds towards the cost of developing and constructing the headquarters. In exchange, the developer reimbursed us up to the $64 million commitment in 2021. During 2022, we refunded approximately $15 million of the TIF proceeds to the developer. As a result, it is our expectation that our future lease payments will be reduced. The remaining accrued incentive was included in other noncurrent liabilities on our condensed consolidated balance sheets and will be amortized over the lease term beginning on the commencement date and offset future rent expense. 15000000 15000000 0 0 2 2 15000000 378000000 P25Y 64000000 64000000 15000000 Note 14. Earnings Per Share We compute basic earnings per share by dividing net income available to common shareholders by the actual weighted-average number of common shares outstanding for the reporting period. Elanco has variable*

*common stock equivalents relating to certain equity awards in stock-based compensation arrangements. We also had variable common stock equivalents related to the TEU prepaid stock purchase contracts in the first quarter of 2023 through the settlement date of February 1, 2023 (see Note 7. Equity for further discussion). Diluted earnings per share reflects the potential dilution that could have occurred if holders of the unvested equity awards converted their holdings into common stock and that could have occurred if holders of unsettled TEUs had converted their holdings into common stock prior to the February 1, 2023, settlement date. The weighted-average number of potentially dilutive shares outstanding was calculated using the treasury stock method. Potential common shares that would have had the effect of increasing diluted earnings per share were considered to be anti-dilutive and as such, these shares were not included in the calculation of diluted earnings per share. Basic and diluted weighted-average shares outstanding were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:52.701%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td 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