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EmployerIdentification No.)Â Â 11501 Northlake Drive, Cincinnati, Ohio45249(Address of principal executive offices)(Zip Code)(513) 554-1110 (Registrantâ€™s telephone number, including area code)Securities registered pursuant to SectionÂ 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon stock, par value $0.01 per sharePECONasdaq Global Select MarketSecurities registered pursuant to SectionÂ 12(g) of the Act:None Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.YesÂ Â â˜´Â Â Â Â NoÂ Â â˜ Â Indicate by check mark if the registrant is not required to file reports pursuant to SectionÂ 13 or SectionÂ 15(d) of the Act.YesÂ Â â˜Â Â Â Â NoÂ Â â˜´Â Indicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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.Â Â Â Â YesÂ Â â˜´Â Â Â Â NoÂ Â â˜ 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).Â YesÂ Â â˜´Â Â Â Â NoÂ Â â˜ 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 â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12b-2 of the Exchange Act. Â Â Large accelerated filerâ˜´Â AcceleratedÂ filerâ˜Â Non-accelerated filerâ˜SmallerÂ reportingÂ companyâ˜Â 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 Â â˜Indicate by check mark whether the registrant has filed a report on and attestation to its managementâ€™s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. â˜´If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. Â â˜Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrantâ€™s executive officers during the relevant recovery period pursuant to Â§240.10D-1(b). â˜Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Act).Â Â Â Â YesÂ Â â˜Â Â Â Â NoÂ Â â˜´Â As of June 28, 2024, the aggregate market value of the registrantâ€™s common stock held by non-affiliates of the registrant was $4.0 billion, based on a closing price of $32.71 as reported on the Nasdaq Global Select Market. As of FebruaryÂ 3, 2025, there were approximately 125.2 million outstanding shares of common stock of the registrant.Documents Incorporated by Reference: Certain required information will be included in our definitive proxy statement to be filed with the SEC within 120 days after December 31, 2024 in connection with the Company's 2025 Annual Meeting of Stockholders, and is hereby incorporated by reference into Part III of this Form 10-K.PHILLIPS EDISON & COMPANY, INC. FORM 10-KTABLE OF CONTENTSPART I.ITEM 1.BUSINESS3ITEMÂ 1A.RISK FACTORS7ITEM 1B.UNRESOLVED STAFF COMMENTS22ITEMÂ 1C.Â CYBERSECURITY22ITEMÂ 2.Â Â Â Â PROPERTIES23ITEMÂ 3.Â Â Â Â LEGAL PROCEEDINGS26ITEM 4.MINE SAFETY DISCLOSURES26Â PART II.ITEMÂ 5.MARKET FOR REGISTRANTâ€™S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES27ITEMÂ 6.[RESERVED]28ITEMÂ 7.Â Â Â Â MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS29ITEMÂ 7A.QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK44ITEMÂ 8.FINANCIAL STATEMENTS AND SUPPLEMENTARY DATAÂ 45ITEMÂ 9.Â Â Â Â CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE45ITEMÂ 9A.CONTROLS AND PROCEDURES46ITEMÂ 9B.OTHER INFORMATION48ITEM 9C.DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS48Â PART III.ITEMÂ 10.DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE48ITEMÂ 11.EXECUTIVE COMPENSATION48ITEMÂ 12.SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS48ITEMÂ 13.CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE48ITEMÂ 14.PRINCIPAL ACCOUNTANT FEES AND SERVICES48Â Â PART IV.ITEMÂ 15.EXHIBITS AND FINANCIAL STATEMENT SCHEDULES49ITEMÂ 16.FORM 10-K SUMMARY51Â Â Â INDEX TO CONSOLIDATED FINANCIAL STATEMENTSF-1PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K1Cautionary Note Regarding Forward-Looking StatementsCertain statements contained in this Annual Report on Form 10-K of Phillips Edison & Company, Inc. (â€œwe,â€ the â€œCompany,â€ â€œour,â€ or â€œusâ€) other than historical facts may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), Section 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), and the Private Securities Litigation

Reform Act of 1995 (collectively with the Securities Act and the Exchange Act, the â€œActsâ€). These forward-looking statements are based on current expectations, estimates, and projections about the industry and markets in which we operate, and beliefs of, and assumptions made by, management of our company and involve uncertainties that could significantly affect our financial results. We intend for all such forward-looking statements to be covered by the applicable safe harbor provisions for forward-looking statements contained in the Acts. Such forward-looking statements generally can be identified by the use of forward-looking terminology such as â€œmay,â€ â€œwill,â€ â€œexpect,â€ â€œintend,â€ â€œanticipate,â€ â€œestimate,â€ â€œbelieve,â€ â€œcontinue,â€ â€œseek,â€ â€œobjective,â€ â€œgoal,â€ â€œstrategy,â€ â€œplan,â€ â€œfocus,â€ â€œpriority,â€ â€œshould,â€ â€œcould,â€ â€œpotential,â€ â€œpossible,â€ â€œlook forward,â€ â€œoptimistic,â€ or other similar words. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this report is filed with the U.S. Securities and Exchange Commission (â€œSECâ€). Such statements include, but are not limited to: (a) statements about our plans, strategies, initiatives, and prospects; (b) statements about our underwritten incremental yields; and (c) statements about our future results of operations, capital expenditures, and liquidity. Such statements are subject to known and unknown risks and uncertainties, which could cause actual results to differ materially from those projected or anticipated, including, without limitation: (i) changes in national, regional, or local economic climates; (ii) local market conditions, including an oversupply of space in, or a reduction in demand for, properties similar to those in our portfolio; (iii) vacancies, changes in market rental rates, and the need to periodically repair, renovate, and re-let space; (iv) competition from other available shopping centers and the attractiveness of properties in our portfolio to our tenants; (v) the financial stability of our tenants, including, without limitation, their ability to pay rent; (vi) our ability to pay down, refinance, restructure, or extend our indebtedness as it becomes due; (vii) increases in our borrowing costs as a result of changes in interest rates and other factors; (viii) potential liability for environmental matters; (ix) damage to our properties from catastrophic weather and other natural events, and the physical effects of climate change; (x) our ability and willingness to maintain our qualification as a real estate investment trust (â€œREITâ€) in light of economic, market, legal, tax, and other considerations; (xi) changes in tax, real estate, environmental, and zoning laws; (xii) information technology security breaches; (xiii) our corporate responsibility initiatives; (xiv) loss of key executives; (xv) the concentration of our portfolio in a limited number of industries, geographies, or investments; (xvi) the economic, political, and social impact of, and uncertainty relating to, pandemics or other health crises; (xvii) our ability to re-lease our properties on the same or better terms, or at all, in the event of non-renewal or in the event we exercise our right to replace an existing tenant; (xviii) the loss or bankruptcy of our tenants; (xix) to the extent we are seeking to dispose of properties, our ability to do so at attractive prices or at all; (xx) the impact of inflation on us and on our tenants; and (xxi) any of the other risks included in this Annual Report on Form 10-K, including those set forth in â€œPart I, Item 1A. Risk Factorsâ€. Therefore, such statements are not intended to be a guarantee of our performance in future periods. Except as required by law, we do not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K2w PART IITEMÂ 1. BUSINESSAll references to â€œNotesâ€ throughout this Annual Report on Form 10-K refer to the footnotes to the consolidated financial statements in â€œPartÂ II,Â Item 8. Financial Statements and Supplementary Dataâ€.OVERVIEWâ€”Phillips Edison & Company, Inc. (â€œwe,â€ the â€œCompany,â€ â€œPECO,â€ â€œour,â€ or â€œusâ€), a real estate investment trust (â€œREITâ€) founded in 1991, is one of the nationâ€™s largest owners and operators of omni-channel grocery-anchored shopping centers. Additionally, we operate a third-party investment management business providing property management and advisory services to four unconsolidated institutional joint ventures, in which we have partial ownership interests, and one private fund (collectively, the â€œManaged Fundsâ€). The majority of our revenues are lease revenues derived from our real estate investments. Our portfolio primarily consists of neighborhood centers anchored by the #1 or #2 grocer tenants by sales within their respective formats by trade area. As of DecemberÂ 31, 2024, our portfolio was 97.7% leased. Our tenants, who we refer to as â€œNeighbors,â€ are a mix of national, regional, and local retailers that primarily provide necessity-based goods and services. We believe our locations are in fundamentally strong demographic markets throughout the United States. Our brick and mortar assets positively contribute to our Neighborsâ€™ omni-channel strategies and act as the last mile delivery solution.We were formed as a Maryland corporation in OctoberÂ 2009 and have elected to be taxed as a REIT for U.S. federal income tax purposes. Substantially all of our business is conducted through Phillips Edison Grocery Center Operating Partnership I, L.P. (the â€œOperating Partnershipâ€), a Delaware limited partnership formed in DecemberÂ 2009. We are a limited partner of the Operating Partnership, and our wholly-owned subsidiary, Phillips Edison Grocery Center OP GP I LLC, is the sole general partner of the Operating Partnership.As of DecemberÂ 31, 2024, we wholly-owned 294 shopping centers. Additionally, we owned (i) a 14% interest in Grocery Retail Partners I LLC (â€œGRP Iâ€), a joint venture with The Northwestern Mutual Life Insurance Company (â€œNorthwestern Mutualâ€), which owned 20 shopping centers, (ii) a 20% equity interest in Necessity Retail Venture LLC (â€œNRVâ€), a joint venture with an affiliate of Cohen & Steers Income Opportunities REIT, Inc. (â€œCohen & Steersâ€), which owned one shopping center, (iii) a 31.25% interest in Neighborhood Grocery Catalyst Fund LLC (â€œNGCFâ€), a joint venture with certain investors, including LS BDC Holdings, LLC, a subsidiary of Lafayette Square USA, Inc. and Northwestern Mutual, which owned one property, and (iv) a 20% equity interest in Necessity Retail Partners (â€œNRPâ€), a joint venture with an affiliate of TPG Real Estate, which sold its final property in May 2022 and is set to expire in 2025. In total, our managed portfolio of wholly-owned shopping centers and those owned through our unconsolidated joint ventures comprised approximately 35.7 million square feet located in 31 states.BUSINESS OBJECTIVES AND STRATEGIESâ€”Our business objective is to own, operate, and manage well-occupied grocery-anchored shopping centers in order to deliver long-term growth and value creation to all stakeholders while acting as a responsible corporate citizen. We seek to achieve this objective by generating cash flows, income growth, and capital appreciation for our stockholders through our differentiated and focused strategy, responsible balance sheet management, and integrated operating platform. Our goal is to create great grocery-anchored shopping experiences and improve our communities, one center at a time. Differentiated and Focused Strategyâ€”We believe our differentiated strategy drives strong financial and operational performance and future growth, including showing resiliency during economic down cycles.â€¢Omni-Channel Grocery-Anchored Neighborhood Shopping Centersâ€”We focus on investing in omni-channel shopping centers anchored by the #1 or #2 grocer by sales within their respective trade area. As of DecemberÂ 31, 2024, for our wholly-owned shopping centers, 84% of our annualized base rent (â€œABRâ€) was generated from shopping centers anchored by such grocers. Grocery-anchored shopping centers generally have strong foot traffic leading to high demand for leasing Neighbor spaces, which enhances our ability to increase lease revenue. These centers provide an attractive last-mile solution to residents of our communities by providing â€œBuy Online, Pick-Up in Storeâ€, curbside pick-up, and grocery delivery options. We target investments with attractive going-in yields and growth potential in markets with demographic profiles that support necessity-based retail concepts.â€¢Neighbor-Baseâ€”As of DecemberÂ 31, 2024, approximately 69% of our ABR, including the pro rata portion attributable to properties owned through our unconsolidated joint ventures, is generated from Neighbors providing necessity-based goods and services. We believe our focus on necessity-based goods and services retailers limits our exposure to distressed retailers and allows us to demonstrate resiliency during times of real estate and economic down cycles. â€¢Targeted Portfolioâ€”We focus on owning centers in trade areas with favorable demographics that align with those of leading grocers. Further, we seek to invest in small format centers where leasing activity is concentrated in smaller tenant spaces and limits exposure to high-risk retailers. We believe that smaller centers provide higher growth potential because they enjoy a positive leasing dynamic as: (i) we believe retailer demand is strongest for inline space, which contains less than 10,000 square feet of gross leasable area (â€œGLAâ€); (ii) there is less exposure to big box retailers, which we believe have higher risk because they require larger capital expenditures and have fewer leasing opportunities; and (iii) smaller centers typically have lower capital expenditures. We intend to grow our portfolio through targeted acquisitions that align with our differentiated and focused strategy.â€¢Macroeconomic Trendsâ€”We continually monitor the macroeconomic environment to identify trends that are positive for the growth potential of our shopping centers. We believe recent trends such as: (i) population shifts to the Sun Belt and from urban to suburban communities in certain geographic locations; (ii) the continued presence of hybrid work initiatives; (iii) the importance of last mile delivery; (iv) low supply and lack of new construction coupled with high occupancy; and (v) continued consumer resilience will create additional leasing demand and growth opportunities for our shopping centers.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K3Balance Sheet Management Positioned for External Growthâ€”Our strategy is to grow our portfolio by pursuing acquisitions in a disciplined manner, while maintaining an attractive leverage profile and flexible balance sheet to preserve our investment grade rating. We believe this is a critical part of maintaining access to multiple forms of capital, including common stock, unsecured debt, bank debt, and mortgage debt, to maximize availability and minimize our overall cost of capital. â€¢Funding External Growthâ€”We have identified a target market of approximately 5,800 centers across the United States and believe we have a long runway for external growth. We believe our investment grade balance sheet, our senior unsecured revolving credit facility, and our At-the-Market offering (â€œATMâ€) program allow us to access debt and equity capital, further enhancing our financial flexibility and providing us with the financial capacity to pursue external growth initiatives in an accretive and prudently capitalized manner. Additionally, our investment management platform enables us to source and manage incremental sources of capital through unconsolidated joint ventures, which provide us incremental fee revenue opportunities.â€¢Debt Maturity Profileâ€”We believe we have maintained an appropriately staggered debt maturity profile with no meaningful maturities in 2025, which will position us for long-term growth. Our outstanding debt obligations are composed primarily of (i) unsecured debt, including term loans, senior notes, and a revolving credit facility, and (ii) secured mortgage debt. â€¢Investment Grade Ratingsâ€”Our current investment grade ratings are Baa2 (Outlook: Stable) with Moodyâ€™s Investors Services and BBB (Outlook: Stable) with S&P Global Ratings.â€¢Revolving Credit Facility Availabilityâ€”As of DecemberÂ 31, 2024, we had available liquidity of $738.9 million under our senior unsecured revolving credit facility. On January 9, 2025, we amended our senior unsecured revolving credit facility. The amendment increases the aggregate borrowing capacity of the facility to $1 billion and extends the maturity date to January 2029, with options to extend the maturity for two additional six-month periods.Internal Growth Through Our Integrated Operating Platformâ€”We believe our internally-staffed, vertically-integrated operating platform to lease and manage omni-channel grocery-anchored neighborhood shopping centers will continue to provide stability and generate growth in our existing portfolio, optimizing returns for our stockholders. â€¢Leasingâ€”Our national footprint of experienced and Locally Smartâ„¢ leasing professionals is dedicated to increasing net operating income (â€œNOIâ€) at our centers by: (i) maximizing rental rates while improving the credit profile of our rental revenue; (ii) attracting high-quality retailers while improving the merchandising mix; (iii) capitalizing on below-market rent opportunities by increasing rents as leases expire; (iv) executing leases with contractual rent increases; and (v) increasing occupancy.â€¢Property Management Servicesâ€”We believe we add value by overseeing all aspects of operations at our properties. Our Locally Smartâ„¢ property managers effectively manage costs while maintaining a pleasant, clean, and safe environment where retailers can be successful and customers can enjoy a great shopping experience. Further, we provide our Neighbors with responsive customer service and marketing tools, as well as other sophisticated solutions, such as a centralized accounting, billing, and tax review platform to facilitate our daily operations.â€¢Development and Redevelopmentâ€”Our team of seasoned professionals identify opportunities to unlock additional value at our properties through investments in our outparcel and redevelopment program. Our strategies include outparcel development, footprint reconfiguration, anchor repositioning, and anchor expansion, among others. These projects create opportunities to increase the overall yield and value of our properties, which we believe will allow us to deliver long-term growth and value creation to all stakeholders while creating great grocery-anchored shopping center experiences.COMPETITIONâ€”Our business is inherently competitive. We believe that the competition is highly fragmented. We are subject to considerable competition in both seeking shopping centers to acquire and attracting and retaining Neighbors in our existing shopping centers. We compete with institutional investors and other REITs, as well as local, regional, and national owner-operators for property acquisitions. We compete with other properties including malls, lifestyle centers, power centers, community centers, neighborhood centers, free-standing retail, and main street retail in attracting new Neighbors and retaining existing Neighbors when their leases expire. The competition for Neighbors varies depending on the characteristics of each property.We believe that the principal competitive factors in attracting and retaining Neighbors are the quality of the grocery anchor, location, trade area demographics, tenant mix, physical condition of the shopping center, and occupancy cost. These factors combine to determine the level of occupancy and rental rates that we are able to achieve at our properties. We believe that the quality of our omni-channel grocery-anchored shopping centers enables us to compete effectively for Neighbors. We believe that we maintain a competitive position in the acquisition market due to our track record and positive reputation.SEGMENT DATAâ€”Our principal business is the ownership and operation of community and neighborhood shopping centers. We do not distinguish our principal business, or group our operations, by geography or size for the purpose of measuring performance. Accordingly, we have presented our results as a single operating and reportable segment. COMPLIANCE WITH GOVERNMENT REGULATIONâ€”Compliance with various governmental regulations has an impact on our business, including our capital expenditures, earnings, and competitive position. The impact of these governmental regulations can be material to our business. We incur costs to monitor and take action to comply with governmental regulations that are applicable to our business, which include, among others: federal securities laws and regulations; REIT and other tax laws and regulations; environmental and health and safety laws and regulations; local zoning, usage, and other regulations relating to real property; and the Americans with Disabilities Act of 1990, as amended (â€œADAâ€). See â€œItem 1A. Risk Factorsâ€ below for a discussion of material risks to us (including those, to the extent material to our competitive position, relating to governmental regulations) and see â€œPart II, Item 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ of this filing on Form 10-K, together with our consolidated financial statements and accompanying footnotes, for a discussion of material information relevant to an assessment of our financial condition and results of PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K4operations (including, to the extent material, the effects that compliance with governmental regulations may have upon our capital expenditures and earnings).As of DecemberÂ 31, 2024, we were not aware of any environmental conditions or material costs of complying with environmental or other government regulations that would have a material adverse effect on our overall business. However, it is possible that we are not aware of, or may become subject to, potential environmental liabilities or material costs of complying with government regulations due to changes in requirements or otherwise that could be material to our business. CORPORATE RESPONSIBILITY AND HUMAN CAPITALâ€”Our Corporate Responsibility and Sustainability (â€œCRSâ€) Program is designed to align with our business objective of driving long-term growth and value creation for all stakeholders by generating cash flow, income growth, managing risk, and capital appreciation. To achieve this alignment, our CRS Program is based on four pillars - our People & Culture, Environmental Management, Community, and Oversight & Ethics - with each pillar focused on its interdependent strategy of (i) driving our PECO Cultural Advantageâ„¢ (described below), (ii) maximizing resource efficiencies and mitigating the impact of environmental risks, (iii) executing on our corporate mission of â€œcreating great omni-channel grocery-anchored shopping center experiences and improving our communities, one shopping center at a time,â€ and (iv) committing to strong corporate governance. Our CRS Program is overseen by our Board of Directors through our Nominating and Governance (â€œN&Gâ€) Committee, and we regularly review the programâ€™s strategies and goals with our directors. More information about our CRS strategies, goals, and performance is available on our website at www.phillipsedison.com, including in our 2023 Corporate Responsibility Report. The content of our website and other information contained therein, including our Corporate Responsibility Report, are not incorporated by reference herein or in any other filing by the Company with the SEC, and should not be considered part of this Annual Report on Form 10-K.People & Cultureâ€”As of DecemberÂ 31, 2024, we had approximately 300 associates located in 23 states, with the majority located in our corporate headquarters in Cincinnati, Ohio. At PECO, our associates and the culture we foster are vital to how we operate. Our unique culture - which we refer to as our â€œPECO Cultural Advantageâ€â„¢ - is carefully curated through the following approach: cultivating an ownership mindset where teamwork and innovative thinking are highly valued; promoting transparency and open communication throughout our Company; caring about the health and well-being of our associates; investing in the growth and development of our associates; fostering a supportive and inclusive environment; and recognizing the hard work of our associates. Some highlights of our PECO Cultural Advantageâ„¢ include:â€¢Engagement and Satisfaction: We empower our associates through personalized coaching and annual stock awards, intended to foster a resilient culture that has earned PECO the title of a Top Place to Work for eight consecutive years by Cincinnati Enquirer. By granting 100% of eligible associates service-based restricted stock units in PECO, we encourage our associates to think and operate like owners, which we believe drives better decision-making and strengthens our culture.â€¢Learning and Development: We are committed to continuous learning and career development that is highly individualized and tailored to meet the unique needs of each associate. PECOâ€™s commitment to continuous learning includes an annual talent management process; individual development plans aligned to each associateâ€™s career goals, strengths, and areas for growth; flexible learning methods and modalities so that associates can learn in a way that suits them best and at their own pace; and an internal mentoring program. â€¢Health and Well-Being: We strive to create a workplace that prioritizes the health, well-being, and safety of our associates. Our â€œBeyond Benefitsâ€ wellness program is integral to our Companyâ€™s culture and includes sponsoring wellness activities and challenges

designed to improve the overall health of our associates. In 2024, PECO earned a designation as one of the â€œHealthiest Employers of Ohioâ€ for a fifth consecutive year and earned a place on the Healthiest100â„¢ in America for the second consecutive year.â€¢Inclusion and Belonging: At PECO, fostering connection and inclusivity is a core commitment of our culture. Our four associate-led resource groups - PECO Multicultural Opportunities, Resources & Education; PECO Networking Opportunities for Women; PECO Impact; and PECO Connect - are designed to help further connection, inclusion, collaboration, community engagement, and communication throughout the Company.Environmental Managementâ€”Our environmental management strategy focuses on maximizing resource efficiencies and mitigating the impact of environmental risks and related issues through the following key initiatives: Scope 1 and Scope 2 Greenhouse Gas (â€œGHGâ€) emissions reduction; resource efficiency; water conservation; waste management; building certifications; renewable energy; data management; and climate risk assessment. For example, in 2024, we reduced our market-based Scope 1 and 2 GHG emissions by 31% versus our 2020 baseline, which has improved our resource efficiencies at our properties.Communityâ€”Through our mission of â€œcreating great omni-channel grocery-anchored shopping center experiences and improving our communities, one shopping center at a timeâ€, our centers are integral to the local communities they serve by supporting local entrepreneurs and small business owners; connecting residents to essential and necessity-based goods, services, and amenities; enhancing the communities through development and redevelopment projects; and creating economic impact for the local townships and municipalities through jobs and taxes. As of December 31, 2024, approximately 69% of our ABR was generated from Neighbors providing necessity-based goods and services to the local communities.Oversight & Ethicsâ€”We believe that strong governance practices promote long-term value creation for our stakeholders by fostering a culture of integrity and ethical conduct for our associates; building and maintaining a relationship of trust and respect with our Neighbors, investors, vendors, and the communities that we serve; guiding decision-making through sound and ethical business practices; safeguarding the interest of our stockholders and other stakeholders through comprehensive internal control frameworks with independent oversight and review; assessing enterprise risk management and mitigation strategies for material risks on a regular basis; providing transparency in our reporting and stakeholder disclosures; and prioritizing regular engagement with our stakeholders. Supported by an experienced executive management team, we maintain a robust system of corporate governance policies, designed to foster an ethical culture and drive our goal of creating long-term value for all stakeholders.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K5INFORMATION ABOUT OUR EXECUTIVE OFFICERSâ€”The following table details information for our executive officers as of DecemberÂ 31, 2024: NameAgeTitleJoined PECOJeffrey S. Edison64Chairman & Chief Executive OfficerCo-FounderRobert F. Myers52President2003John P. Caulfield44Chief Financial Officer, Executive Vice President & Treasurer2014Tanya E. Brady57General Counsel, Executive Vice President & Secretary2013CORPORATE HEADQUARTERSâ€”Our corporate headquarters, located at 11501 Northlake Drive, Cincinnati, Ohio 45249, is where we conduct a majority of our management, leasing, construction, and investment activities, as well as administrative functions such as accounting and finance. Additionally, we maintain two regional offices located in Atlanta, Georgia and Park City, Utah. ACCESS TO COMPANY INFORMATIONâ€”We electronically file our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy and Information statements, and all amendments to those reports with the SEC. The SEC maintains an internet site at www.sec.gov that contains the reports, proxy and information statements, and other information regarding issuers, including ours that are filed electronically. We make available, free of charge, the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports on our website, www.phillipsedison.com. These reports are available as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Also available on our website are (i) our Corporate Governance Guidelines, (ii) our Code of Business Conduct and Ethics, and (iii) our Whistleblower Policy. In the event of any changes to these documents, revised copies will be made available on our website. We intend to disclose on our website under â€œInvestors - Governance - Governance Overviewâ€ any amendment to, or waiver of, any provisions of our Code of Business Conduct and Ethics applicable to the directors and/or officers of the Company that would otherwise be required to be disclosed under the rules of the SEC or Nasdaq. We also disclose, and intend to disclose, on our website under â€œInvestorsâ€ material nonpublic information to comply with our disclosure obligations under Regulation FD. The contents of our website are not incorporated by reference.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K6ITEMÂ 1A. RISK FACTORSYou should specifically consider the following material risks in addition to the other information contained in this Annual Report on Form 10-K. The occurrence of any of the following risks might have a material adverse effect on our business, operating results, financial condition, and cash flows. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business, operating results, financial condition, and cash flows.Summary of Risk FactorsAn investment in our common stock involves risks. You should carefully consider the risks summarized here and described more fully below.Risks Related to Our Business and Operationsâ€¢Our revenues and cash flows will be affected by the success and economic viability of our anchor Neighbors.â€¢A significant percentage of our revenues is derived from non-anchor Neighbors, and our net income and ability to make distributions to stockholders may be adversely affected if these Neighbors are not successful.â€¢We may be unable to sell shopping centers when desired, at an attractive price, or at all, and the sale of a property could cause significant tax payments.â€¢We face competition and other risks in pursuing acquisition opportunities that could increase the cost of such acquisitions and/or limit our ability to grow, and we may not be able to generate expected returns or successfully integrate completed acquisitions into our existing operations.â€¢We share ownership of our unconsolidated joint ventures and do not have exclusive decision-making power, and as such, we are unable to ensure that our objectives will be pursued.â€¢Our real estate assets may decline in value and be subject to significant impairment losses, which may reduce our net income.â€¢We actively reinvest in our portfolio in the form of development and redevelopment projects, which have inherent risks that could adversely affect our financial condition, cash flows, and results of operations.â€¢The continued shift in retail sales towards e-commerce may adversely affect our financial condition, cash flows, and results of operations.â€¢Actual incremental unlevered yields for our development and redevelopment projects may vary from our underwritten incremental unlevered yield range.â€¢Pandemics, epidemics, or other health crises may have a negative effect on our and our Neighborsâ€™ businesses, financial condition, results of operations, cash flows, and liquidity. â€¢We use artificial intelligence technologies in our business, and the use of these technologies involve technological and legal risk.Risks Related to Our Indebtedness and Liquidityâ€¢We have substantial indebtedness, and we may need to incur additional indebtedness, including recourse debt, in the future, which could adversely affect our business, financial condition, and ability to make distributions to our stockholders.Risks Related to Our Corporate Structure and Organizationâ€¢We and our consolidated subsidiary, the Operating Partnership, entered into tax protection agreements with certain protected partners, which may limit the Operating Partnershipâ€™s ability to sell or otherwise dispose of certain shopping centers and may require the Operating Partnership to maintain certain debt levels that otherwise would not be required to operate its business.Risks Related to Our REIT Status and Other Tax Risks â€¢Failure to qualify as a REIT would cause us to be taxed as a regular C corporation, which would substantially reduce funds available for distributions to stockholders.â€¢If the Operating Partnership fails to qualify as a partnership for U.S. federal income tax purposes, we would fail to qualify as a REIT and would suffer adverse consequences.â€¢Complying with REIT requirements may cause us to forgo otherwise attractive opportunities or liquidate otherwise attractive investments.Risks Related to Business Continuityâ€¢We and our Neighbors face risks relating to cybersecurity attacks, which could cause loss of confidential information and other disruptions to business operations, and compliance with new laws and regulations regarding cybersecurity and privacy may result in substantial costs and may decrease cash available for distributions. Risks Related to Our Common Stockâ€¢The market price and trading volume of shares of our common stock may be volatile.â€¢The number of shares of our common stock available for future issuance or sale could adversely affect the market price of our common stock.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K7Risks Related to Our Business and OperationsOur revenues and cash flows will be affected by the success and economic viability of our anchor Neighbors.Anchor Neighbors (a Neighbor occupying 10,000 or more square feet) occupy large stores in our shopping centers, pay a significant portion of the total rent at a property, and contribute to the success of other Neighbors by attracting shoppers to the property. Our revenues and cash flows may be adversely affected by the loss of revenues and additional costs in the event a significant anchor Neighbor: (i) becomes bankrupt or insolvent; (ii) experiences a downturn in its business; (iii) defaults on its lease; (iv) decides not to renew its lease as it expires; (v) renews its lease at lower rental rates and/or requires tenant improvements; or (vi) renews its lease but reduces its store size, which results in down-time and additional tenant improvement costs to us to re-lease the space. Some anchors have the right to vacate their space and may prevent us from re-tenanting by continuing to comply and pay rent in accordance with their lease agreement. Vacated anchor space, including space owned by the anchor, can reduce rental revenues generated by the shopping center in other spaces because of the loss of the departed anchor's customer drawing power. In the event that we are unable to re-lease the vacated space to a new anchor Neighbor in such situations, we may incur additional expenses in order to re-model the space to be able to re-lease the space to more than one Neighbor.If a significant Neighbor vacates a property, co-tenancy clauses in select lease contracts may allow other Neighbors to modify or terminate their rent or lease obligations. Co-tenancy clauses have several variants: (i) they may allow a Neighbor to postpone a store opening if certain other Neighbors fail to open their stores; (ii) they may allow a Neighbor to close its store prior to lease expiration if another Neighbor closes its store prior to lease expiration; or (iii) they may allow a Neighbor to pay reduced levels of rent until a certain number of Neighbors open their stores within the same shopping center. The leases of some anchor Neighbors may permit the anchor Neighbor to transfer its lease to another retailer. The transfer to a new anchor Neighbor could cause customer traffic in the shopping center to decrease and thereby reduce the potential income generated by that shopping center. A lease transfer to a new anchor Neighbor could also allow other Neighbors to make reduced rental payments or to terminate their leases.A significant percentage of our revenues is derived from non-anchor Neighbors, and our net income and ability to make distributions to stockholders may be adversely affected if these Neighbors are not successful.A significant percentage of our revenues is derived from non-anchor Neighbors, some of which may be more vulnerable to negative economic conditions as they typically have more limited resources than anchor Neighbors. Significant Neighbor distress across our portfolio could adversely affect our financial condition, results of operations, and cash flows, and our ability to service our debt and make distributions to our stockholders. A property may incur vacancies either by the expiration of a Neighbor lease, the continued default of a Neighbor under its lease, or the early termination of a lease by a Neighbor. In order to maintain occupancy, we may have to offer inducements, such as free rent and tenant improvements, to compete for the right type or mix of non-anchor Neighbors in our shopping centers. In addition, if we are unable to attract additional or replacement Neighbors, the resale value of the property could be diminished, even below our acquisition costs, because the market value of a particular property depends principally upon the value of the cash flows generated by the leases associated with that property.We face considerable competition in the leasing market and may be unable to renew leases or re-lease space as leases expire. Consequently, we may be required to make rent or other concessions and/or incur significant capital expenditures to retain and attract Neighbors, which could adversely affect our financial condition, cash flows, and results of operations.There are numerous shopping venues, including other shopping centers and e-commerce, that compete with our portfolio in attracting and retaining retailers. This competition may hinder our ability to attract and retain Neighbors, leading to increased vacancy rates, reduced rents, and/or increased capital investments. For leases that renew, rental rates upon renewal may be lower than current rates. For those leases that do not renew, we may not be able to promptly re-lease the space on favorable terms or with reasonable capital investments, or at all. In these situations, our financial condition, cash flows, and results of operations could be adversely affected.We may be unable to collect balances due from Neighbors in bankruptcy. The bankruptcy or insolvency of a significant Neighbor or a number of smaller Neighbors may adversely affect our financial condition, cash flows and results of operations, and our ability to pay distributions to our stockholders. Generally, under bankruptcy law, a debtor Neighbor has the legal right to reject any or all of their leases and close related stores. If the Neighbor rejects the lease, we will have a claim against the Neighborâ€™s bankruptcy estate. Although rent owing for the period between filing for bankruptcy and rejection of the lease may be afforded administrative expense priority and paid in full, pre-bankruptcy arrears and amounts owing under the remaining term of the lease will be afforded general unsecured claim status (absent collateral securing the claim). General unsecured claims are the last claims paid in a bankruptcy, and, therefore, funds may not be available to pay such claims in full. Moreover, amounts owing under the remaining term of the lease will be capped. As a result, it is likely that we would recover substantially less than the full value of any unsecured claims we hold. Additionally, we may incur significant expense to recover our claim and to re-lease the vacated space. In the event that a Neighbor with a significant number of leases in our shopping centers files bankruptcy and rejects its leases, we may experience a significant reduction in our revenues and may not be able to collect all pre-petition amounts owed by the bankrupt Neighbor.We may be restricted from leasing space to certain retailers.Some of our leases contain provisions that give a specific retailer the exclusive right to sell particular types of goods or services within that shopping center. These provisions may limit the number and types of prospective retailers to which we are able to lease space in a particular shopping center, which may result in increased costs to find a permissible retailer and decreased revenues if one or more spaces sit vacant or we have to accept lower rental rates or a less qualified retailer to fill the space.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K8We may be unable to sell shopping centers when desired, at an attractive price, or at all, and the sale of a property could cause significant tax payments.Our shopping centers, including related tangible and intangible assets, represent the majority of our total consolidated assets, and they may not be readily convertible to cash. As a result, our ability to sell one or more of our shopping centers, including shopping centers held in unconsolidated joint ventures, in response to changes in economic, industry, or other conditions, may be limited. The real estate market is affected by many factors that are beyond our control, including, but not limited to general economic conditions, availability and terms of financing, interest rates, supply and demand for space, and other factors. There may be less demand for lower quality shopping centers that we have identified for ultimate disposition in markets with uncertain economic or retail environments, and where buyers are more reliant on the availability of third-party mortgage financing. If we want to sell a property, we can provide no assurance that we will be able to dispose of it in the desired time period or at all, or that the sale price of a property will be attractive at the relevant time or even exceed the carrying value of our investment. Moreover, if a property is mortgaged, we may not be able to obtain a release of the lien on that property without the payment of a substantial prepayment penalty, which may restrict our ability to dispose of the property, even though the sale might otherwise be desirable.Some of our shopping centers have a low tax basis, which may result in a taxable gain on sale. We intend to utilize tax-deferred exchanges under Section 1031 of the Internal Revenue Code of 1986, as amended (the â€œIRCâ€) to mitigate taxable income (â€œSection 1031 Exchangesâ€); however, there can be no assurance that we will identify exchange shopping centers that meet our investment objectives for acquisitions. In the event that we do not utilize Section 1031 Exchanges, we may be required to distribute the gain proceeds to stockholders or pay income tax, which may reduce our cash flows available to fund our commitments and distributions to stockholders. Moreover, it is possible that future legislation could be enacted that could modify or repeal the laws with respect to Section 1031 Exchanges, which could make it more difficult or impossible for us to dispose of shopping centers on a tax-deferred basis.We face competition and other risks in pursuing acquisition opportunities that could increase the cost of such acquisitions and/or limit our ability to grow, and we may not be able to generate expected returns or successfully integrate completed acquisitions into our existing operations.We continue to evaluate the market for acquisition opportunities, and we may acquire shopping centers when we believe strategic opportunities exist. Our ability to acquire shopping centers on favorable terms and successfully integrate, operate, reposition, or redevelop them is subject to several risks. We may be unable to acquire a desired property because of competition from other real estate investors, including from other well-capitalized REITs and institutional investment funds. Even if we are able to acquire a desired property, competition from such investors may significantly increase the purchase price. We may also abandon acquisition activities after expending resources to pursue such opportunities. Once we acquire new shopping centers, these shopping centers may not yield expected returns for several reasons, including: (i) failure to achieve expected occupancy and/or rent levels within the projected time frame, if at all; (ii) inability to successfully integrate new shopping centers into existing operations; and (iii) exposure to fluctuations in the general economy, including due to the time lag between signing definitive documentation to acquire a new property and the closing of the acquisition. If any of these events occur, the cost of the acquisition may exceed initial estimates or the expected returns may not achieve those originally contemplated, which could adversely affect our financial condition, cash flows, and results of operations.We share ownership of our unconsolidated joint ventures and do not have exclusive decision-making power, and as such, we are unable to ensure that our objectives will be pursued.We have invested capital, and may invest additional capital, in unconsolidated joint ventures (instead of directly acquiring wholly-owned assets), for which we do not have exclusive decision-making power over the development, financing, leasing, management, and other aspects of these investments. As a result, the institutional joint venture partners might have interests or goals that are inconsistent with ours, take action contrary to our interests, or otherwise impede our objectives. Conflicts arising between us and our partners may be difficult to manage and/or resolve and it could be difficult to manage or otherwise monitor the existing business arrangements. In addition, unconsolidated joint venture arrangements may decrease our ability to manage risk and implicate additional risks, such as: (i)Â potentially inferior financial capacity, diverging business goals and strategies and the need for our venture partnersâ€™

continued cooperation; (ii) the joint venture partners might become bankrupt, suffer a deterioration in their creditworthiness, or fail to fund their share of required capital contributions; (iii) our inability to take actions with respect to the unconsolidated joint venturesâ€™ activities that we believe are favorable to us if our institutional joint venture partners do not agree; (iv) our inability to control the legal entities that have title to the real estate associated with the joint ventures; (v)Â our institutional joint venture partners can take actions that we may not be able to anticipate or prevent, which could result in negative impacts on our investment in the joint venture; and (vi) our institutional joint venture partnersâ€™ business decisions or other actions or omissions may result in harm to our reputation or adversely affect the value of our investments.Our real estate assets may decline in value and be subject to significant impairment losses, which may reduce our net income.Our real estate properties are carried at cost less depreciation unless circumstances indicate that the carrying value of these assets may not be recoverable. We routinely evaluate whether there are any impairment indicators, including property operating performance, property occupancy trends, and actual marketing or listing price of properties being targeted for disposition, such that the value of the real estate properties (including any related tangible or intangible assets or liabilities) may not be recoverable. If, through our evaluation, we determine that a given asset exhibits one or more such indicators, we then compare the current carrying value of the asset to the estimated undiscounted cash flows that are directly associated with the use and ultimate disposition of the asset. Our estimated cash flows are based on several key assumptions, including rental rates, costs of Neighbor improvements, leasing commissions, anticipated holding periods, and assumptions regarding the residual value upon disposition, including the estimated exit capitalization rate. These key assumptions are subjective in nature and may differ materially from actual results. Changes in our disposition strategy or changes in the marketplace may alter the holding period of an asset or asset group, which may result in an impairment loss and such loss may be material to PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K9our financial condition or operating performance. To the extent that the carrying value of the asset exceeds the estimated undiscounted cash flows, an impairment loss is recognized equal to the excess of carrying value over fair value.The fair value of real estate assets is subjective and is determined through the use of comparable sales information and other market data if available. These subjective assessments have a direct effect on our net income because recording an impairment charge results in an immediate negative adjustment to net income, which may be material. During the year ended DecemberÂ 31, 2024, we incurred no impairment charges. We will continue to evaluate the risk profile of each asset and may potentially recognize impairments in future quarters. Accordingly, there can be no assurance that we will not record impairment charges in the future related to our assets.We actively reinvest in our portfolio in the form of development and redevelopment projects, which have inherent risks that could adversely affect our financial condition, cash flows, and results of operations.We actively pursue opportunities for outparcel development and existing property redevelopment. Development and redevelopment activities require various government and other approvals for entitlements and any delay in or failure to receive such approvals may significantly delay this process or prevent us from recovering our investment. We are subject to other risks associated with these activities, including the following: â€¢we may be unable to lease developments and redevelopments to full occupancy on a timely basisÍ¾ â€¢the occupancy rates and rents of a completed project may not be sufficient to make the project profitableÍ¾ â€¢actual costs of a project may exceed original estimates, possibly making the project unprofitableÍ¾ â€¢delays in the development or construction process may increase our costsÍ¾ â€¢construction cost increases may reduce investment returns on development and redevelopment opportunitiesÍ¾ â€¢we may abandon redevelopment opportunities and lose our investment due to adverse market conditionsÍ¾ â€¢the size of our development and redevelopment pipeline may strain our labor or capital capacity to complete projects within targeted timelines and may reduce our investment returnsÍ¾ â€¢a reduction in the demand for new retail space may reduce our future development and redevelopment activities, which in turn may reduce our net operating incomeÍ¾ and/or â€¢changes in the level of future development activity may adversely impact our results from operations by reducing the amount of internal general overhead costs that may be capitalized.Inflationary pressures, rising interest rates, supply chain disruptions, and labor shortages may exacerbate certain of these risks. If we fail to reinvest in our portfolio or maintain its attractiveness to retailers and consumers, if our capital improvements are not successful, or if retailers or consumers perceive that shopping at other venues (including e-commerce) is more convenient, cost-effective, or otherwise more compelling, our financial condition, cash flows, and results of operations could be adversely affected.Adverse economic, regulatory, market, and real estate conditions may adversely affect our financial condition, cash flows, and results of operations.Our portfolio is predominantly comprised of omni-channel neighborhood grocery-anchored shopping centers, and during the year ended DecemberÂ 31, 2024, our holdings in Florida, California, and Texas accounted for 12.2%, 10.6%, and 10.1%, respectively, of our ABR (including our wholly-owned portfolio as well as the prorated portion of shopping centers owned through our joint ventures). Therefore, our performance is subject to risks associated with owning and operating neighborhood omni-channel grocery-anchored shopping centers, and may be further subject to additional risk as a result of the geographic concentration noted above. Such risks include, but are not limited to: (i)Â changes in national, regional, and local economic climates or demographics; (ii) competition from other available shopping centers and e-commerce, and the attractiveness of our shopping centers to our Neighbors; (iii) increased competition for real estate assets targeted by our investment strategies; (iv) adverse local conditions, such as oversupply or reduction in demand for similar shopping centers in an area and changes in real estate zoning laws that may reduce the desirability of real estate in an area; (v)Â vacancies, changes in market rental rates, and the need to periodically repair, renovate, and re-lease space; (vi) ongoing disruption and/or consolidation in the retail sector; (vii) increases in operating costs, due to inflation or otherwise, including common area expenses, utilities, insurance, and real estate taxes, which are relatively inflexible and generally do not decrease if revenue or occupancy decreases; (viii) increases in the costs to repair, renovate, and re-lease space; (ix) changes in interest rates and the availability of financing, which may render the sale or refinance of a property or loan difficult or unattractive; (x)Â earthquakes, tornadoes, hurricanes, droughts, wildfires, or other weather and climate-related events and natural disasters, civil unrest, terrorist acts, or acts of war, which may result in uninsured or underinsured losses; (xi) epidemics, pandemics, or other widespread outbreaks or resulting public fear that disrupt the businesses of our Neighbors causing them to fail to pay rent on time or at all; and (xii) changes in laws and governmental regulations, including those governing usage, zoning, the environment, and taxes. Such risks also include, but are not limited to, those that could impact the financial stability of our Neighbors, including their ability to pay rent and expense reimbursements, such as supply chain disruptions and constraints, inflationary pressures throughout the supply chain, labor shortages and inflationary pressures on wages, increases in retail theft, and other risks and uncertainties described elsewhere in this "Risk Factors" section. These and other factors could adversely affect our financial condition, cash flows, and results of operations.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K10The continued shift in retail sales towards e-commerce may adversely affect our financial condition, cash flows, and results of operations.Retailers are increasingly affected by e-commerce and changes in customer buying habits, which were further accelerated as a result of the COVID-19 pandemic, including the delivery or curbside pick-up of items ordered online. Retailers are considering these e-commerce trends when making decisions regarding their brick and mortar stores and how they will compete and innovate in a rapidly changing e-commerce environment. Many retailers in our shopping centers provide services or sell goods that are unable to be performed online (such as haircuts, massages, and fitness centers) or that have historically been less likely to be purchased online (such as grocery stores, restaurants, and coffee shops); however, the continuing increase in e-commerce sales (including online orders for immediate delivery or pickup in store) may cause retailers to adjust the size or number of retail locations in the future or close stores. Our grocer Neighbors are incorporating e-commerce concepts through home delivery or curbside pickup, which could reduce foot traffic at our centers and adversely affect our occupancy and rental rates. Changes in shopping trends as a result of the growth in e-commerce may also affect the profitability of retailers that do not adapt to changes in market conditions. While we devote considerable effort and resources to analyze and respond to Neighbor trends, Neighbor and consumer preferences, and consumer spending patterns, we cannot predict with certainty what future Neighbors will want, what future retail spaces will look like, or how much revenue will be generated at traditional brick and mortar locations. If we are unable to anticipate and respond promptly to trends in the market (such as space for a drive through or curbside pickup), our occupancy levels and rental rates may decline, and our financial condition, cash flows, and results of operations may be adversely impacted.Actual incremental unlevered yields for our development and redevelopment projects may vary from our underwritten incremental unlevered yield range.As part of our standard development and redevelopment underwriting process, we analyze the yield for each project and establish a range of target yields (â€œunderwritten incremental unlevered yieldsâ€). Underwritten incremental unlevered yields reflect the yield we target to generate from each project upon expected stabilization and are calculated as the estimated incremental NOI for a project at stabilization divided by its estimated net project investment. The estimated incremental NOI is the difference between the estimated annualized NOI we target to generate from a project upon stabilization and the estimated annualized NOI without the planned improvements. Underwritten incremental unlevered yield does not include peripheral impacts, such as lease rollover risk or the impact on the long term value of the property upon sale or disposition.Underwritten incremental unlevered yields are based solely on our estimates, using data available to us in our development and redevelopment underwriting processes. The actual total cost to complete a development or redevelopment project may differ substantially from our estimates due to various factors, including unanticipated expenses, delays in the estimated start and/or completion date of planned development projects, and other contingencies. In addition, the actual incremental NOI from our planned development and redevelopment activities may differ substantially from our estimates based on numerous other factors, including delays and/or difficulties in leasing and stabilizing a development or redevelopment project, failure to obtain estimated occupancy and rental rates, inability to collect anticipated rental revenues, Neighbor bankruptcies, and unanticipated expenses that we cannot pass on to our Neighbors. Actual incremental unlevered yields may vary from our underwritten incremental unlevered yield range based on the actual total cost to complete a project and its incremental NOI at stabilization.Pandemics, epidemics, or other health crises may have a negative effect on our and our Neighborsâ€™ businesses, financial condition, results of operations, cash flows, and liquidity. Our business, and the businesses of our Neighbors, could be materially and adversely affected by the risks, or the public perception of the risks, related to a pandemic, epidemic, or other health crisis, especially if there is a negative impact to customersâ€™ willingness or ability to frequent our Neighborsâ€™ businesses. As was experienced during the COVID-19 pandemic, such crises could cause significant disruptions to the United States and global economy and contribute to significant volatility and negative pressure in financial markets. Government responses, including quarantines, restrictions on travel, mandatory closures of businesses, or other restrictions, as well as changes in consumer behavior, could negatively impact our tenants and their ability to operate their businesses, which could impact our ability to collect on current or past due rent payments or fully recover amounts due under the terms of a lease agreement in the event of a default by a Neighbor. The unpredictable nature of pandemics, epidemics, and other health crises precludes any prediction as to oneâ€™s ultimate adverse impact. A worsening of the economic, political, and social environment as a result presents material risks and uncertainties with respect to our and our Neighborsâ€™ business, financial condition, results of operations, cash flows, liquidity, and ability to satisfy debt service obligations.Increased scrutiny on metrics and reporting related to Environmental, Social and Governance factors may impose additional costs and expose us to new risks.Investors and other stakeholders are often focused on understanding how companies address a variety of Corporate Responsibility factors. When evaluating investment decisions, many investors and shareholders look not only at company Corporate Responsibility disclosures, but also to rating systems that have been developed by third-party groups to allow comparisons between companies. Although we participate in a number of these ratings systems, and generally score relatively well in those in which we do participate, we do not participate in, and would not necessarily score as well in, all of the available rating systems. Further, the criteria used in these ratings systems may change frequently, and we cannot guarantee that we will be able to score well as criteria change. We supplement our participation in ratings systems with corporate disclosure of our Corporate Responsibility activities, but many investors and other stakeholders may look for disclosures that we do not provide. Additionally, the regulatory environment may create conflicting pressures as policymakers in some jurisdictions advocate for laws to constrain consideration of Corporate Responsibility matters in certain circumstances. Additional actions may be taken by both proponents and opponents of Corporate Responsibility matters. Failure to participate in certain of the third-party ratings systems, failure to score well in those ratings systems, failure to provide certain Corporate Responsibility disclosures, failure to successfully navigate competing policymaker and stakeholder expectations on Corporate PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K11Responsibility, or unfavorable comparisons in these areas to other companies, could result in reputational harm when investors or others compare us against similar companies in our industry, could result in investor engagement on our Corporate Responsibility initiatives and disclosures or increased costs relating to Corporate Responsibility initiatives, and could cause certain investors to be unwilling to invest in our stock, which could adversely impact our ability to raise capital.We use artificial intelligence technologies in our business, and the use of these technologies involve technological and legal risk.We currently use artificial intelligence (â€œAIâ€) and automated decision-making technologies (collectively, â€œAI Technologiesâ€), including generative AI Technologies (i.e., AI Technologies that can produce and output new content, software code, data and information) in certain internal business practices. Technological advances in AI are rapidly evolving, and along with this rapid evolution comes risks and challenges that could negatively impact our business. AI Technologies may create incomplete, inaccurate, or misleading outputs or other discriminatory or unexpected results or behaviors, such as hallucinatory behavior that can generate irrelevant, nonsensical, or factually incorrect results. While we take measures designed to ensure the accuracy of such AI-generated content, those measures may not always be successful. Accordingly, reliance on these models could lead us to make impaired decisions that could result in adverse consequences to us, including legal liability, reputational and competitive harm, and Neighbor loss. Additionally, sensitive or otherwise confidential information could be leaked, disclosed, or revealed in connection with the use of AI Technologies by our employees, vendors, contractors, and where an AI model processes personal information and makes connections with that data, it may disclose sensitive, proprietary, or confidential information generated by the model. Furthermore, bad actors may utilize AI Technologies to obtain sensitive or confidential information of our business. Uncertainty in the regulatory environment relating to AI Technologies may hinder our ability to use such technologies in our business or require us to change our business practices, which could decrease any benefits from using AI Technologies and negatively impact our business. Additionally, we may need to expend additional resources to modify and maintain our use of AI Technologies to comply with applicable law, and failure to do so may lead to regulatory fines or penalties.Risks Related to Our Indebtedness and LiquidityWe have substantial indebtedness, and we may need to incur additional indebtedness, including recourse debt, in the future, which could adversely affect our business, financial condition, and ability to make distributions to our stockholders.We have obtained, and may continue to obtain, lines of credit, and other long-term financing that are secured by our shopping centers and other assets. On DecemberÂ 31, 2024, we had indebtedness of $2.1 billion comprised of $1.7 billion in unsecured debt, $0.4 billion in outstanding secured loan facilities, and $0.1 billion in mortgage loans and finance lease obligations. In connection with executing our business strategies, we expect to evaluate additional acquisitions and strategic investments, and we may elect to finance these endeavors by incurring additional indebtedness. We may also incur mortgage debt on shopping centers that we already own in order to obtain funds to acquire additional shopping centers or make other capital investments. In addition, we may borrow as necessary or advisable to ensure that we maintain our qualification as a REIT for U.S. federal income tax purposes, including borrowings to satisfy the REIT requirement that we distribute at least 90% of our annual REIT taxable income to our stockholders (computed without regard to the dividends-paid deduction and excluding net capital gain). However, we cannot guarantee that we will be able to obtain any such borrowings on satisfactory terms. Additionally, if we have insufficient income to service any recourse debt obligations, our lenders could institute proceedings against us to foreclose upon our assets.If we mortgage a property and there is a shortfall between the cash flows from that property and the cash flows needed to service mortgage debt on that property, then the amount of cash available for distributions to stockholders may be reduced. In addition, incurring mortgage debt increases the risk of loss of a property because defaults on indebtedness secured by a property may result in lenders initiating foreclosure actions. If any mortgages contain cross-collateralization or cross-default provisions, a default on a single property could affect multiple shopping centers. Additionally, we may give full or partial guarantees to lenders of mortgage debt on behalf of the entities that own our shopping centers. When we give a guaranty on behalf of an entity that owns one of our shopping centers, we will be responsible to the lender for satisfaction of the debt if it is not paid by such entity. Currently, we are a limited guarantor on mortgage loans for certain of our unconsolidated joint ventures. Our guarantee is limited to being the non-recourse carveout guarantor and the environmental indemnitor.High debt levels could have material adverse consequences for the Company, including hindering our ability to adjust to changing market, industry, or economic conditions; limiting our ability to access the capital markets to refinance maturing debt or to fund acquisitions or emerging businesses; requiring the use of a substantial portion of our cash flows for the payment of principal and interest on our debt, thereby limiting the amount of free cash flow available for future operations, acquisitions, distributions, stock repurchases, or other uses; making us more vulnerable to economic or industry downturns, including interest rate increases; and placing us at a competitive disadvantage compared to less leveraged competitors.We may not be able to access financing on favorable terms, or at all.We may finance our assets over the long-term through a variety of means, including unsecured bonds, credit facilities, secured pools, issuance of commercial mortgage-backed

securities, and other structured financings. Our ability to execute this strategy will depend on various market conditions that are beyond our control, including lack of capital availability and greater credit spreads. We cannot be certain that these markets will remain an efficient source of long-term financing for our assets. If our strategy is not viable, we will have to find alternative forms of long-term financing for our assets. This could subject us to more recourse indebtedness and the risk that debt service on less efficient forms of financing would require a larger portion of our cash flows, thereby reducing cash available for distribution to our stockholders and funds available for operations as well as for future business opportunities.Additionally, changes to our credit ratings could affect our ability to access debt capital, as well as the terms of certain existing and future debt financing we may obtain. As we depend, in part, on debt financing to fund the growth of our business and to execute our strategy, an adverse change in our credit rating, including changes in our credit outlook, or the initiation of a PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K12review of our credit rating that could result in an adverse change, could have a material adverse effect on us. Our creditworthiness is rated by nationally recognized credit rating agencies. The credit ratings assigned are based on our operating performance, liquidity and leverage ratios, financial condition and prospects, and other factors viewed by the credit rating agencies as relevant to our industry and the general economic outlook. Furthermore, our unsecured credit facilities are priced, in part, on our credit rating. A downgrade of our credit rating could lead to a higher credit spread component within the applicable interest rate for those debt agreements and result in higher interest expense.Covenants in our loan agreements may restrict our operations and adversely affect our financial condition and ability to make distributions to our stockholders.When providing financing, a lender may impose restrictions on us that affect our distribution and operating policies and our ability to incur additional debt. Our loan agreements may contain covenants that limit our ability to further mortgage a property or discontinue insurance coverage. In addition, loan agreements may limit our ability to enter into or terminate certain operating or lease agreements related to a property. Mortgage debt and other property-level debt that we may incur may also limit our ability to transfer properties from one subsidiary to another. These or other limitations would decrease our operating flexibility and our ability to achieve our operating objectives, which may adversely affect our financial condition and ability to make distributions to our stockholders.Covenants in certain of our loan agreements specify that certain named individuals must remain a member of management and/or the Board or require certain level of management or Board continuity in connection with a fundamental transaction.Certain of our loan agreements contain covenants that require certain named individuals, including Mr. Edison, to continue serving as a member of management and/or the Board or require certain levels of senior management and/or Board continuity following a change of control or other fundamental transaction. If such individuals were to depart from the Company within a specified time prior to such transaction or within such specified time after such a transaction, we may be required to negotiate waivers of such covenants or obtain replacement financing, which we may not be able to do on satisfactory terms or at all.Higher market capitalization rates and lower NOI for our shopping centers may adversely impact our ability to sell shopping centers and fund developments and acquisitions, and may dilute earnings.As part of our capital recycling strategy, we sell shopping centers that no longer meet our growth and investment objectives due to stabilization or perceived future risk. Sales proceeds are then used to fund the construction of developments, redevelopments, expansions, and acquisitions, and to repay debt. An increase in market capitalization rates or a decline in NOI may cause a reduction in the value of shopping centers identified for sale, which would have an adverse effect on the amount of cash generated. Additionally, the sale of shopping centers resulting in significant tax gains may require higher distributions to our stockholders in order to maintain our REIT status or payment of additional income taxes. We intend to utilize Section 1031 Exchanges to mitigate taxable income. However, there can be no assurance that we will identify exchange shopping centers that meet our investment objectives for acquisitions.Increases in interest rates could increase the amount of our interest payments and adversely affect our ability to pay distributions to our stockholders.Although a significant amount of our outstanding debt has fixed interest rates, we borrow funds at variable interest rates under our credit facilities and term loans. As of DecemberÂ 31, 2024, 7.0% of our outstanding debt was variable rate debt. Increases in interest rates would increase our interest expense on any variable rate debt to the extent we have not hedged our exposure to changes in interest rates. In addition, increases in interest rates will affect the terms under which we refinance our existing debt as it matures, to the extent we have not hedged our exposure to changes in interest rates, resulting in higher interest rates and increased interest expense. Either of these events would reduce our future earnings and cash flows, which may adversely affect our ability to service our debt and meet our other obligations and also may reduce the amount we are able to distribute to stockholders. Hedging activity may expose us to risks, including the risks that a counterparty will not perform and that the hedge will not yield the economic benefits we anticipate, which may adversely affect our financial condition, cash flows, and results of operations.From time to time, we manage our exposure to interest rate volatility by using interest rate hedging arrangements that involve risk, including but not limited to, the risk that counterparties may fail to honor their obligations under these arrangements, that these arrangements may not be effective in reducing our exposure to interest rate changes, and that we may be required to pay the counterparty if interest rates decrease in the future below the hedged amount. There can be no assurance that our hedging arrangements will qualify for hedge accounting or that our hedging activities will have the desired beneficial impact on our results of operations. Should we desire to terminate a hedging agreement, there may be significant costs and cash requirements involved to fulfill our obligations under the hedging agreement. Failure to hedge effectively against interest rate changes may adversely affect our financial condition, cash flows, and results of operations.Risks Related to Our Corporate Structure and OrganizationThe Operating Partnershipâ€™s limited partnership agreement grants certain rights and protections to the limited partners, which allows them to vote in connection with a change of control transaction that might involve a premium price for shares of our common stock.The Operating Partnershipâ€™s limited partnership agreement grants certain rights and protections to the limited partners, including granting them the right to vote in connection with a change of control transaction. Any such change of control transaction is required to be approved by holders of ownership units of the Operating Partnership (â€œOP unitsâ€) (including our Company and its subsidiaries) at the same level of approval as required for approval by holders of shares of our common stock. For purposes of any such vote, we will be deemed to vote the OP units held by us and our subsidiaries in proportion to the manner in which all of our outstanding shares of common stock were voted at a stockholders meeting relating to such transaction. As of December 31, 2024, we would have directly or indirectly controlled approximately 90.6% of the OP units. PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K13Furthermore, as of December 31, 2024, Mr. Edison had voting control over approximately 6.4% of the OP units (considering OP units owned by us), and therefore could have influence over votes on change of control transactions.We and our consolidated subsidiary, the Operating Partnership, entered into tax protection agreements with certain protected partners, which may limit the Operating Partnershipâ€™s ability to sell or otherwise dispose of certain shopping centers and may require the Operating Partnership to maintain certain debt levels that otherwise would not be required to operate its business.We and the Operating Partnership entered into a tax protection agreement on October 4, 2017 (the â€œ2017 TPAâ€) with, among others, Mr. Edison, and certain entities controlled by him at the closing of a transaction in May 2017 pursuant to which we internalized our management structure through the acquisition of certain real estate assets and the third-party investment management business of Phillips Edison Limited Partnership (â€œPELPâ€) in exchange for OP units and cash. Pursuant to the 2017 TPA, if the Operating Partnership: (i) sells, exchanges, transfers, or otherwise disposes of certain shopping centers in a taxable transaction, or undertakes any taxable merger, combination, consolidation or similar transaction (including a transfer of all or substantially all assets), for a period of ten years commencing on October 4, 2017; or (ii) fails, prior to the expiration of such period, to maintain certain minimum levels of indebtedness that would be allocable to each protected partner for tax purposes or, under certain circumstances, fails to offer such protected partners the opportunity to guarantee certain types of the Operating Partnershipâ€™s indebtedness, then the Operating Partnership will indemnify each affected protected partner, including Mr. Edison, against certain resulting tax liabilities. Our tax indemnification obligations include a tax gross-up. As of December 31, 2024, 28 of our 294 wholly-owned shopping centers, four outparcels, and the land under which one of our properties is located, comprising approximately 10.2% of our ABR, are subject to the protection described in clause (i) above, and the potential â€œmake-whole amountâ€ on the estimated aggregate amount of built-in gain subject to such protection is approximately $117.9 million.We and the Operating Partnership entered into an additional tax protection agreement (the â€œ2021 TPAâ€) on July 19, 2021 with Mr. Edison, Devin I. Murphy, and Mr. Myers, which will become effective upon the expiration of the 2017 TPA. The 2021 TPA generally has the following terms: (i) the 2021 TPA will severally provide to Mr. Edison, Mr. Murphy, and Mr. Myers the same protection provided under the 2017 TPA until 2031, so long as (a) Mr. Edison, Mr. Murphy, or Mr. Myers (or their permitted transferees), as applicable, individually owns at least 65% of the OP units owned by him as of the date of the execution of the 2021 TPA and (b) in the case of Mr. Murphy or Mr. Myers, Mr. Edison individually owns at least 65% of the OP units owned by him as of the date of the execution of the 2021 TPA; and (ii) the 2021 TPA will provide that following the expiration of the four-year tax protection period under the 2021 TPA, for so long as Mr. Edison holds at least $5.0Â million in value of OP units, (a) Mr. Edison will have the opportunity to guarantee debt of the Operating Partnership or enter into a â€œdeficit restorationâ€ obligation, and (b) the Operating Partnership will provide reasonable notice to Mr. Edison before effecting a significant transaction reasonably likely to result in the recognition of more than one-third of the built-in gain allocated to Mr. Edison that is protected under the 2017 TPA as of the date that the 2021 TPA is executed, and will consider in good faith any proposal made by Mr. Edison relating to structuring such transaction in a manner to avoid or mitigate adverse tax consequences to him.Therefore, although it may be in our stockholdersâ€™ best interest for us to cause the Operating Partnership to sell, exchange, transfer or otherwise dispose of one or more of these shopping centers, it may be economically prohibitive for us to do so until the expiration of the applicable protection period because of these indemnity obligations. Moreover, these obligations may require us to cause the Operating Partnership to maintain more or different indebtedness than we would otherwise require for our business. As a result, the tax protection agreements could, during their term, restrict our ability to take actions or make decisions that otherwise would be in our best interests.Our stockholders have limited control over changes in our policies and operations, which increases the uncertainty and risks our stockholders face.Our Board determines our major policies, including our policies regarding financing, growth, debt capitalization, REIT qualification, and distributions. Our Board may amend or revise these and other policies without the vote of our stockholders. Under the Maryland General Corporation Law, as amended (â€œMGCLâ€) and our charter, our stockholders have a right to vote only on limited matters. Our Boardâ€™s broad discretion in setting policies and our stockholdersâ€™ inability to exert control over those policies increases the uncertainty and risks our stockholders face.Our charter, bylaws, and Maryland law contain terms that may discourage a third party from acquiring us in a manner that could result in a premium price to our stockholders.Our charter, bylaws, and Maryland law contain provisions that may delay, defer, or prevent a transaction or a change of control that might involve a premium price for our common stock or that our stockholders otherwise believe to be in their best interest. Our charter authorizes our Board to, without stockholder approval, amend our charter to increase or decrease the aggregate number of authorized shares of stock, to authorize us to issue additional shares of our common stock or preferred stock, and to classify or reclassify unissued shares of our common stock or preferred stock and thereafter to authorize us to issue such classified or reclassified shares of stock. We believe these charter provisions will provide us with increased flexibility in structuring possible future financings and acquisitions and in meeting other needs that might arise. The additional classes or series, as well as the additional authorized shares of our common stock, will be available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded, and our Board could authorize the issuance of preferred stock with priority as to distributions and amounts payable upon liquidation over the rights of the holders of our common stock. Our charter, with certain exceptions, authorizes our Board to take such actions as are necessary and desirable to preserve our qualification as a REIT. To help us comply with the REIT ownership requirements under the IRC, among other purposes, our charter prohibits any person from directly or constructively owning more than 9.8% in value of our aggregate outstanding stock or more than 9.8% in value or number of shares, whichever is more restrictive, of our aggregate outstanding common stock, unless exempted by our Board. In addition, the MGCL permits our Board to implement certain takeover defenses without stockholder approval. PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K14These and other provisions of our charter, bylaws, and Maryland law could have the effect of delaying, deferring, or preventing a change in control, including an extraordinary transaction (such as a merger, tender offer, or sale of all or substantially all of our assets) that might provide a premium price to holders of our common stock.Our rights and the rights of our stockholders to recover claims against our officers and directors are limited, which could reduce our stockholdersâ€™ and our recovery against them if they cause us to incur losses.Maryland law provides that a director has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in the corporationâ€™s best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. Our charter, in the case of our directors and officers, requires us to indemnify our directors and officers to the maximum extent permitted by Maryland law. Additionally, our charter limits the liability of our directors and officers for monetary damages to the maximum extent permitted under Maryland law. As a result, we and our stockholders may have more limited rights against our directors, officers, associates, and agents than might otherwise exist under common law, which could reduce our stockholdersâ€™ and our recovery against them. In addition, we may be obligated to fund the defense costs incurred by our directors, officers, associates, and agents in some cases, which would decrease the cash otherwise available for distribution to stockholders.Risks Related to Our REIT Status and Other Tax Risks Failure to qualify as a REIT would cause us to be taxed as a regular C corporation, which would substantially reduce funds available for distributions to stockholders.We elected to be taxed as a REIT for U.S. federal income tax purposes commencing with our taxable year ended December 31, 2010. We believe that our organization and method of operation has enabled and will continue to enable us to meet the requirements for qualification and taxation as a REIT for U.S. federal income tax purposes. However, we cannot assure you that we will qualify as such. This is because qualification as a REIT involves the application of highly technical and complex provisions of the IRC as to which there are only limited judicial and administrative interpretations and involves the determination of facts and circumstances not entirely within our control. Future legislation, new regulations, administrative interpretations, or court decisions may significantly change the tax laws or the application of the tax laws with respect to qualification as a REIT for federal income tax purposes or the federal income tax consequences of such qualification.If we fail to qualify as a REIT in any taxable year, and are unable to obtain relief under certain statutory provisions, we will face serious tax consequences that will substantially reduce the funds available for distributions to our stockholders because:â€¢we would not be allowed a deduction for dividends paid to stockholders in computing our taxable income and would be subject to federal and state income tax at regular corporate rates; andâ€¢we could not elect to be taxed as a REIT for four taxable years following the year during which we were disqualified.As a result of all these factors, our failure to qualify as a REIT could impair our ability to expand our business and raise capital, and it could adversely affect the value of our common stock. If we fail to qualify as a REIT, we would no longer be required to make distributions to our stockholders.Even if we qualify as a REIT, we may face other tax liabilities that reduce our cash flows.Even if we qualify as a REIT for U.S. federal income tax purposes, we may be subject to certain U.S. federal, state, and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property, and transfer taxes. Any of these taxes would decrease cash available for distributions to stockholders.If the Operating Partnership fails to qualify as a partnership for U.S. federal income tax purposes, we would fail to qualify as a REIT and would suffer adverse consequences.We believe that the Operating Partnership is organized and will be operated in a manner so as to be treated as a partnership, and not an association or publicly traded partnership taxable as a corporation for U.S. federal income tax purposes. As a partnership, the Operating Partnership will not be subject to U.S. federal income tax on its income. Instead, each of its partners, including us, will be allocated that partnerâ€™s share of the Operating Partnershipâ€™s income. No assurance can be provided, however, that the Internal Revenue Service (the â€œIRSâ€) will not challenge the Operating Partnershipâ€™s status as a partnership for U.S. federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were successful in treating the Operating Partnership as an association or publicly traded partnership taxable as a corporation for U.S. federal income tax purposes, we would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, accordingly, would cease to qualify as a REIT. Also, the failure of the Operating Partnership to qualify as a partnership would cause it to become subject to U.S. federal corporate income tax, which would reduce significantly the amount of its cash available for debt service and for distribution to its partners, including us.The Operating Partnership has a carryover tax basis on certain of its assets as a result of our acquisition of PELP, and our merger with Phillips Edison Grocery Center REIT II, Inc. (â€œREIT IIâ€), and the amount that we have to distribute to stockholders therefore may be higher.As a result of each of the acquisition of PELP and our merger with REIT II, certain of the Operating Partnershipâ€™s shopping centers have carryover tax bases that are lower than the fair market values of these shopping centers at the time of the acquisition. As a result of this lower aggregate tax basis, the Operating Partnership will recognize higher taxable gain upon the sale of these assets, and the Operating Partnership will be entitled to lower depreciation deductions on these assets than if it had purchased these shopping centers in taxable transactions at the time of the acquisition. Such lower depreciation deductions and increased gains on sales allocated to us generally will increase the amount of our required distribution under the REIT rules, and will decrease the portion of any

distribution that otherwise would have been treated as a â€œreturn of capitalâ€ distribution.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K15Our property taxes could increase due to property tax rate changes or reassessment, which could impact our cash flow.Even if we qualify as a REIT for U.S. federal income tax purposes, we are required to pay state and local property taxes on our shopping centers. The property taxes on our shopping centers may increase as property tax rates change or as our shopping centers are assessed or reassessed by taxing authorities. Therefore, the amount of property taxes we pay in the future may increase substantially from what we have paid in the past and such increases may not be covered by Neighbors pursuant to our lease agreements. If the property taxes we pay increase, our financial condition, results of operations, cash flow, per share trading price of our common stock, and ability to satisfy our principal and interest obligations and to make distributions to our stockholders could be adversely affected. We use taxable REIT subsidiaries, which may cause us to fail to qualify as a REIT.To qualify as a REIT for U.S. federal income tax purposes, we hold, and plan to continue to hold, substantially all of our non-qualifying REIT assets and conduct certain of our non-qualifying REIT income activities in or through one or more taxable REIT subsidiary (â€œTRSâ€) entities. A TRS is a corporation other than a REIT in which a REIT directly or indirectly holds stock, and that has made a joint election with such REIT to be treated as a TRS. A TRS also includes any corporation other than a REIT with respect to which a TRS owns securities possessing more than 35% of the total voting power or value of the outstanding securities of such corporation. Other than some activities relating to lodging and health care facilities, a TRS may generally engage in any business, including the provision of customary or non-customary services to tenants of its parent REIT. A TRS is subject to U.S. federal income tax as a regular C-corporation at a current rate of 21%.The net income of our TRS entities is not required to be distributed to us, and income that is not distributed to us will generally not be subject to the REIT income distribution requirement. However, our TRS entities may pay dividends. Such dividend income should qualify under the 95%, but not the 75%, gross income test. We will monitor the amount of the dividend and other income from our TRS entities and will take actions intended to keep this income, and any other non-qualifying income, within the limitations of the REIT income tests. While we expect these actions will prevent a violation of the REIT income tests, we cannot guarantee that such actions will in all cases prevent such a violation.Our ownership of TRS entities is subject to limitations that could prevent us from growing our management business, and our transactions with our TRS entities could cause us to be subject to a 100% penalty tax on certain income or deductions if those transactions are not conducted on an armâ€™s-length basis.No more than 20% of the value of a REITâ€™s gross assets may consist of interests in TRS entities. Compliance with this limitation could limit our ability to grow our management business. The IRC also imposes a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an armâ€™s-length basis. We will monitor the value of investments in our TRS entities in order to ensure compliance with TRS ownership limitations and will structure our transactions with our TRS entities on terms that we believe are armâ€™s-length to avoid incurring the 100% excise tax described above. There can be no assurance, however, that we will be able to comply with the TRS ownership limitation or be able to avoid application of the 100% excise tax.REIT distribution requirements could adversely affect our ability to execute our business plans, including because we may be required to borrow funds to make distributions to stockholders or otherwise depend on external sources of capital to fund such distributions.We generally must distribute annually at least 90% of our REIT taxable income (which is determined without regard to the dividends paid deduction or net capital gain for this purpose) in order to continue to qualify as a REIT. To the extent that we satisfy the distribution requirement but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed taxable income. In addition, we may elect to retain and pay income tax on our net long-term capital gain. In that case, if we so elect, a stockholder would be taxed on its proportionate share of our undistributed long-term gain and would receive a credit or refund for its proportionate share of the tax we paid. A stockholder, including a tax-exempt or foreign stockholder, would have to file a U.S. federal income tax return to claim that credit or refund. Furthermore, we will be subject to a 4% nondeductible excise tax if the actual amount that we distribute to our stockholders in a calendar year is less than a minimum amount specified under federal tax laws.We intend to make distributions to our stockholders to comply with the REIT requirements of the IRC and to avoid corporate income tax and the 4% excise tax. We may be required to make distributions to our stockholders at times when it would be more advantageous to reinvest cash in the business or when we do not have funds readily available for distribution. Thus, compliance with the REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.If we do not have other funds available, we could be required to borrow funds on unfavorable terms, sell investments at disadvantageous prices, distribute amounts that would otherwise be invested in future acquisitions or capital expenditures or used for the repayment of debt, pay dividends in the form of "taxable stock dividends,â€ or find another alternative source of funds to make distributions sufficient to enable us to distribute enough of our taxable income to satisfy the REIT distribution requirement and to avoid corporate income tax and the 4% excise tax in a particular year. These alternatives could increase our costs or reduce our equity.Complying with REIT requirements may cause us to forgo otherwise attractive opportunities or liquidate otherwise attractive investments.To continue to qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to stockholders, and the ownership of our stock. As discussed above, we may be required to make distributions to shareholders at disadvantageous times or when we do not have funds readily available for distribution. Additionally, we may be unable to pursue investments that would be otherwise attractive to us in order to satisfy the requirements for qualifying as a REIT.We must also ensure that at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, U.S. government securities, and qualified real estate assets, including certain mortgage loans and mortgage-backed PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K16securities. The remainder of our investment in securities (other than U.S. government securities and qualified real estate assets) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our assets can consist of the securities of any one issuer (other than U.S. government securities and qualified real estate assets) and no more than 20% of the value of our gross assets may be represented by securities of one or more TRS entities. Finally, no more than 25% of our assets may consist of debt investments that are issued by â€œpublicly offered REITsâ€ and would not otherwise be treated as qualifying real estate assets. If we fail to comply with these requirements at the end of any calendar quarter, we must correct such failure within 30 days after the end of the calendar quarter to avoid losing our REIT status and being subject to adverse tax consequences, unless certain relief provisions apply. As a result, compliance with the REIT requirements may hinder our ability to operate solely on the basis of profit maximization and may require us to liquidate investments from our portfolio, or refrain from making otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to stockholders.The prohibited transactions tax may limit our ability to engage in transactions, including disposition of assets, which would be treated as sales for U.S. federal income tax purposes.A REITâ€™s net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of dealer property, other than foreclosure property. We may be subject to the prohibited transaction tax upon a disposition of real property. Although a safe-harbor exception to prohibited transaction treatment is available, we cannot assure you that we can comply with such safe harbor or that we will avoid owning property that may be characterized as held primarily for sale to customers in the ordinary course of our trade or business. Consequently, we may choose not to engage in certain sales of real property or may conduct such sales through a TRS.It may be possible to reduce the impact of the prohibited transaction tax by conducting certain activities through a TRS. However, to the extent that we engage in such activities through a TRS, the income associated with such activities will be subject to a corporate income tax. In addition, the IRS may attempt to ignore or otherwise recast such activities in order to impose a prohibited transaction tax on us, and there can be no assurance that such recast will not be successful.We may recognize substantial amounts of REIT taxable income, which we would be required to distribute to our stockholders, in a year in which we are not profitable under accounting principles generally accepted in the United States (â€œGAAPâ€) or other economic measures.We may recognize substantial amounts of REIT taxable income in years in which we are not profitable under GAAP or other economic measures as a result of the differences between GAAP and tax accounting methods. For instance, certain of our assets will be marked-to-market for GAAP purposes but not for tax purposes, which could result in losses for GAAP purposes that are not recognized in computing our REIT taxable income. Additionally, we may deduct our capital losses only to the extent of our capital gains in computing our REIT taxable income for a given taxable year. Consequently, we could recognize substantial amounts of REIT taxable income and would be required to distribute such income to shareholders in a year in which we are not profitable under GAAP or other economic measures.Our qualification as a REIT could be jeopardized as a result of an interest in joint ventures or investment funds.We may hold certain limited partner or non-managing member interests in partnerships or limited liability companies that are joint ventures or investment funds. If a partnership or limited liability company in which we own an interest takes or expects to take actions that could jeopardize our qualification as a REIT or require us to pay tax, we may be forced to dispose of our interest in such entity. In addition, it is possible that a partnership or limited liability company could take an action which could cause us to fail a REIT gross income or asset test, and that we would not become aware of such action in time to dispose of our interest in the partnership or limited liability company or take other corrective action on a timely basis. In that case, we could fail to continue to qualify as a REIT unless we are able to qualify for a statutory REIT â€œsavingsâ€ provision, which may require us to pay a significant penalty tax to maintain our REIT qualification.Distributions paid by REITs do not qualify for the reduced tax rates that apply to other corporate distributions.The maximum tax rate for â€œqualified dividendsâ€ paid by corporations to non-corporate stockholders generally is 20%. Distributions paid by REITs to non-corporate stockholders generally are taxed at rates lower than ordinary income rates, but those rates are higher than the 20% tax rate on qualified dividend income paid by corporations. Although this does not adversely affect the taxation of REITs or dividends payable by REITs, to the extent that the preferential rates continue to apply to regular corporate qualified dividends, the more favorable rates for corporate dividends may cause non-corporate investors to perceive that an investment in a REIT is less attractive than an investment in a non-REIT entity that pays dividends, thereby reducing the demand and market price of shares of our common stock.Legislative or regulatory tax changes could adversely affect us or our stockholders.At any time, the U.S. federal income tax laws or regulations governing REITs or the administrative interpretations of those laws or regulations may be amended. We cannot predict when or if any new U.S. federal income tax law, regulation or administrative interpretation, or any amendment to any existing U.S. federal income tax law, regulation or administrative interpretation, will be adopted, promulgated, or become effective and any such law, regulation, or interpretation may take effect retroactively. Any such change could result in an increase in our, or our stockholdersâ€™, tax liability or require changes in the manner in which we operate in order to minimize increases in our tax liability. A shortfall in tax revenues for states and municipalities in which we operate may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income or be subject to additional restrictions. These increased tax costs could, among other things, adversely affect our financial condition, results of operations, and the amount of cash available for the payment of dividends. We and our stockholders could be adversely affected by any such change in, or any new, U.S. federal income tax law, regulation, or administrative interpretation.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K17If our assets are deemed to be plan assets, we may be exposed to liabilities under Title I of the Employee Retirement Income Security Act of 1974 (â€œERISAâ€) and the IRC.In some circumstances where an ERISA plan holds an interest in an entity, the assets of the entity are deemed to be ERISA plan assets unless an exception applies. This is known as the â€œlook-through rule.â€ Under those circumstances, the obligations and other responsibilities of plan sponsors, plan fiduciaries and plan administrators, and of parties in interest and disqualified persons, under Title I of ERISA or Section 4975 of the IRC, may be applicable, and there may be liability under these and other provisions of ERISA and the IRC. We believe that our assets should not be treated as plan assets because the shares of our common stock should qualify as â€œpublicly-offered securitiesâ€ that are exempt from the look-through rules under applicable Treasury Regulations. We note, however, that because certain limitations are imposed upon the transferability of shares of our common stock so that we may qualify as a REIT, and perhaps for other reasons, it is possible that this exemption may not apply. If that is the case, and if we are exposed to liability under ERISA or the IRC, our performance and results of operations could be adversely affected.Risks Related to Business ContinuityUninsured losses relating to real property or excessively expensive premiums for insurance coverage could adversely affect our cash flows and stockholder returns.We maintain insurance coverage with third-party carriers who provide a portion of the coverage of potential losses, including commercial general liability, fire, flood, extended coverage, and rental loss insurance on all of our shopping centers. We currently self-insure a portion of our commercial insurance deductible risk through our captive insurance company. To the extent that our captive insurance company is unable to bear that risk, we may be required to fund additional capital to our captive insurance company or we may be required to bear that loss. As a result, our operating results may be adversely affected.There are some types of losses, generally catastrophic in nature, such as losses due to wars, acts of terrorism, earthquakes, floods, hurricanes, pollution, or environmental matters, that are uninsurable or not economically insurable, or may be insured subject to limitations, such as large deductibles or sublimits. Terrorist activities or violence occurring at our properties also may directly affect their value through damage, destruction, or loss. Insurance for such acts may be unavailable or cost more, which could result in an increase to our operating expenses and adversely affect our results of operations. To the extent that our Neighbors are affected by such attacks or threats of attacks, their businesses may be adversely affected, including their ability to continue to meet obligations under their existing leases. If any of our shopping centers incur a casualty or other loss that is not fully or adequately insured, the value of our assets will be reduced by any such uninsured loss, which may reduce the value of our stockholdersâ€™ investment. In addition, other than any working capital reserve or other reserves we may establish, we have no source of funding to repair or reconstruct any uninsured property. Also, to the extent we must pay unexpectedly large amounts for insurance, such payments could adversely impact our cash flows and ability to make distributions to our stockholders.Climate change may adversely affect our business, financial condition, cash flows, and results of operations.Climate change, including the impact of global warming, creates physical and financial risks. Physical risks from climate change include an increase in sea level and changes in weather conditions, such as an increase in storm intensity and severity of weather (e.g. floods, droughts, tornadoes, or hurricanes) and extreme temperatures. The occurrence of sea level rise or one or more natural disasters, such as floods, droughts, tornados, hurricanes, tropical storms, wildfires, and earthquakes (whether or not caused by climate change), could cause considerable damage to our shopping centers, disrupt our operations, and negatively affect our financial performance. To the extent any of these events results in significant damage to or closure of one or more of our shopping centers, our operations and financial performance could be adversely affected through lost Neighbors and an inability to lease or reâ€lease the space. In addition, these events could result in significant expenses to restore or remediate a property, increases in fuel or other energy costs or a fuel shortage, and increases in the costs of (or making unavailable) insurance on favorable terms if they result in significant loss of property or other insurable damage. In addition, transition risks associated with new or more stringent laws or regulations or stricter interpretations of existing laws may require material expenditures by us. Among other things, â€œgreenâ€ building codes may seek to reduce emissions through the imposition of standards for design, construction materials, water and energy usage and efficiency, and waste management. Such codes could require us to make improvements to our existing shopping centers, increase the costs of maintaining or improving our existing shopping centers or developing new shopping centers, or increase taxes and fees assessed on us or our shopping centers.As an owner and/or operator of real estate, we could become subject to liability for environmental violations, regardless of whether we caused such violations, and our efforts to identify environmental liabilities may not be successful.We could become subject to liability in the form of fines or damages for noncompliance with environmental laws and regulations. U.S. federal, state, and local laws and regulations relating to the protection of the environment may require us, as a current or previous owner or operator of real property, to investigate and clean up hazardous or toxic substances or petroleum product releases at, on, under, from, or in a property or at impacted neighboring properties, which in our case most typically arise from current or former dry cleaners, gas stations, asbestos usage and historic land use practices. These costs could be substantial and liability under these laws may attach whether or not the owner or manager knew of, or was responsible for, the presence of such contamination. Even if more than one person may have been responsible for the contamination, each liable party may be held entirely responsible for all of the clean-up costs incurred. We may be subject to regulatory action and may also be held liable to third parties for personal injury or property damage incurred by such parties in connection with exposure to or offsite contamination caused by hazardous or toxic substances. The costs of investigation, removal or remediation of hazardous or toxic substances, and related liabilities, may be substantial and could materially and adversely affect us. The presence of hazardous or toxic substances, or the failure to remediate the related contamination, may also adversely affect our ability to sell, lease, or redevelop a property or to borrow money using a property as collateral.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K18Although we believe that our portfolio is in substantial compliance with U.S. federal, state, and local environmental laws and regulations regarding hazardous or toxic substances, and that there is no material contamination that we would be responsible for addressing, this belief is based on limited evaluation and testing. Nearly all of our shopping centers have been subjected to Phase I or similar environmental audits. These environmental audits (which do not include subsurface testing) have not revealed, nor are we aware of, any environmental

liability that we believe is reasonably likely to have a material adverse effect on us. However, we cannot assure you that: (i) previous environmental studies with respect to the portfolio revealed all potential environmental liabilities; (ii) any previous owner, occupant, or Neighbor of a property did not create any material environmental condition not known to us; (iii) the current environmental condition of the portfolio will not be affected by Neighbors and occupants, by the condition of nearby properties, or by other unrelated third parties; or (iv) future uses or conditions (including, without limitation, changes in applicable environmental laws and regulations or the interpretation thereof) will not result in environmental liabilities.We and our Neighbors face risks relating to cybersecurity attacks, which could cause loss of confidential information and other disruptions to business operations, and compliance with new laws and regulations regarding cybersecurity and privacy may result in substantial costs and may decrease cash available for distributions. Cybersecurity attacks include attempts to gain unauthorized access to our data and/or computer systems to disrupt operations, corrupt data, or steal confidential information. We may face such cybersecurity attacks through malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our information technology (â€œITâ€) systems. The risk of a cybersecurity attack, including by computer hackers (individual or hacking organizations), foreign governments, and cyber terrorists, has generally increased as the number, intensity, and sophistication of attempted attacks and intrusions from around the world have increased. The techniques and sophistication used to conduct cyber attacks and breaches of IT systems, as well as the sources and targets of these attacks, change frequently and are often not recognized until such attacks are launched or have been in place for a period of time. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations and, in some cases, may be critical to the operations of certain of our Neighbors. In addition to our own IT systems, we also depend on third parties to provide IT services relating to several key business functions, such as administration, accounting, communications, document management and storage, human resources, payroll, tax, investor relations, and certain finance functions. Our IT systems and those provided by third parties may contain personal, financial, or other information that is entrusted to us by our Neighbors and associates, as well as proprietary PECO information and other confidential information related to our business. We and such third parties employ a number of measures to prevent, detect, and mitigate these threats, including password protection, firewalls, backup servers, malware detection, intrusion sensors, threat monitoring, user training, and periodic penetration testing; however, there is no guarantee that such cybersecurity risk management programs and processes, including our and their policies, controls, and procedures, will be fully implemented, complied with or effective in protecting our and their systems and information.As have many companies, we and our third party vendors have been impacted by security incidents in the past, and will likely continue to experience security incidents of varying degrees. While we do not believe these incidents have had a material impact to date, as our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced. The primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to our relationship with our Neighbors, and private data exposure. Our financial results and business operations may be negatively affected by such an incident or the resulting negative media attention. A cybersecurity attack could: (i)Â disrupt the proper functioning of our networks and systems and therefore our operations and/or those of certain of our Neighbors; (ii)Â compromise the confidential or proprietary information of our Neighbors, associates, and vendors, which others could use to compete against us or for disruptive, destructive, or otherwise harmful purposes and outcomes; (iii)Â result in our inability to maintain the building systems relied upon by our Neighbors for the efficient use of their leased space; (iv)Â require significant management attention and resources to remedy the damages that result; (v)Â result in misstated financial reports, violations of loan covenants, and/or missed reporting deadlines; (vi)Â result in our inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT; (vii)Â subject us to claims for breach of contract, damages, credits, penalties, or termination of leases or other agreements or relationships; (viii)Â cause reputational damage that adversely affects Neighbor, investor, and associate confidence in us, which could negatively affect our ability to attract and retain Neighbors, investors, and associates; (ix)Â result in significant remediation costs, some or all of which may not be recoverable from our insurance carriers; and (x) result in increases in the cost of obtaining insurance on favorable terms, or at all, if the attack results in significant insured losses. Such security breaches also could result in a violation of applicable federal and state privacy and other laws, and subject us to private consumer, business partner, or securities litigation and governmental investigations and proceedings, any of which could result in our exposure to material civil or criminal liability, and we may not be able to recover these expenses from our service providers, responsible parties, or insurance carriers. Similarly, our Neighbors rely extensively on IT systems to process transactions and manage their businesses and thus are also at risk from and may be adversely affected by cybersecurity attacks. An interruption in the business operations of our Neighbors or a deterioration in their reputation resulting from a cybersecurity attack, including unauthorized access to customersâ€™ credit card data and other confidential information, could indirectly negatively affect our business and cause lost revenues.Regulatory and Legal RisksCompliance or failure to comply with the ADA, and fire, safety, and other regulations could result in substantial costs and may decrease cash available for stockholder distributions. Our shopping centers are or may become subject to the ADA which generally requires that all places of public accommodation comply with federal requirements related to access and use by disabled persons. Compliance with the ADAâ€™s requirements could require the removal of access barriers and noncompliance may result in the imposition of injunctive relief, monetary penalties, or in some cases, an award of damages. While we attempt to acquire shopping centers that are already in compliance with the ADA or place the burden of compliance on the seller or other third party, such as a Neighbor, we cannot PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K19assure stockholders that we will be able to acquire shopping centers or allocate responsibilities in this manner. In addition, we are required to operate the shopping centers in compliance with fire and safety regulations, building codes, and other land use regulations, as they may be adopted by governmental entities and become applicable to the shopping centers. We may be required to make substantial capital expenditures to comply with these requirements, and these expenditures may reduce our net income and may have a material adverse effect on our ability to meet our financial obligations and make distributions to our stockholders.We could be subject to legal or regulatory proceedings that may adversely affect our cash flows and results of operations.As an owner and operator of public shopping centers, from time to time, we are party to legal and regulatory proceedings that arise in the ordinary course of business. Due to the inherent uncertainties of litigation and regulatory proceedings, we cannot accurately predict the ultimate outcome of any such litigation or proceedings. We could experience an adverse effect to our cash flows, financial condition, and results of operations due to an unfavorable outcome.Risks Related to Our Common StockThe market price and trading volume of shares of our common stock may be volatile. The U.S. stock markets, including Nasdaq, on which our common stock trades, have experienced significant price and volume fluctuations. As a result, the market price of shares of our common stock may be similarly volatile, and investors in shares of our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. We cannot assure you that the market price of shares of our common stock will not fluctuate or decline significantly in the future. In addition to the risks listed in this â€œRisk Factorsâ€ section, a number of factors could negatively affect the share price of our common stock or result in fluctuations in the price or trading volume of shares of our common stock, including: â€¢the annual yield from distributions on shares of our common stock as compared to yields on other financial instruments; â€¢equity issuances by us, or future sales of substantial amounts of shares of our common stock by our existing or future stockholders, or the perception that such issuances or future sales may occur; â€¢increases in market interest rates or a decrease in our distributions to stockholders that lead purchasers of shares of our common stock to demand a higher yield; â€¢changes in market valuations of similar companies; â€¢fluctuations in stock market prices and volumes; â€¢additions or departures of key management personnel; â€¢our operating performance and the performance of other similar companies; â€¢actual or anticipated differences in our quarterly operating results; â€¢changes in expectations of future financial performance or changes in estimates of securities analysts; â€¢publication of research reports about us or our industry by securities analysts; â€¢failure to qualify as a REIT; â€¢adverse market reaction to any indebtedness we incur in the future; â€¢strategic decisions by us or our competitors, such as acquisitions, divestments, spin offs, joint ventures, strategic investments, or changes in business strategy; â€¢the passage of legislation or other regulatory developments that adversely affect us or our industry; â€¢speculation in the press or investment community; â€¢changes in our earnings; â€¢failure to satisfy the listing requirements of Nasdaq; â€¢failure to comply with the requirements of the Sarbanes-Oxley Act; â€¢actions by institutional stockholders; â€¢changes in accounting principles; and â€¢general market conditions, including factors unrelated to our performance.In the past, securities class action litigation has often been instituted against companies following periods of volatility in the price of their common stock. This type of litigation could result in substantial costs and divert our managementâ€™s attention and resources, which could have a material adverse effect on our cash flows, our ability to execute our business strategy, and our ability to make distributions to our stockholders.The number of shares of our common stock available for future issuance or sale could adversely affect the market price of our common stock.We cannot predict whether future issuances or sales of shares of our common stock or the availability of shares of our common stock for resale in the open market will decrease the market price of our common stock. The issuance of a substantial number of shares of our common stock in the public market, or upon exchange of common units of limited partnership interest PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K20in our OP units, or the perception that such issuances might occur, could adversely affect the market price of our common stock.The exchange of OP units for common stock, including OP units granted to certain directors, executive officers, and other employees under our equity incentive plan, or the issuance of our common stock or OP units in connection with future property, portfolio, or business acquisitions could have an adverse effect on the market price of our common stock. In addition, the existence of OP units and shares of our common stock reserved for issuance under our equity incentive plan may adversely affect the terms upon which we may be able to obtain additional capital through the sale of equity securities. Future issuances of shares of our common stock may also be dilutive to existing stockholders.Future offerings of debt securities, which would be senior to our common stock upon liquidation, and/or preferred equity securities, which may be senior to our common stock for purposes of dividend distributions or upon liquidation, may adversely affect the market price of our common stock. In the future, we may attempt to increase our capital resources by offering additional debt or equity securities (or causing our operating partnership to issue debt or equity securities), including medium term notes, senior or subordinated notes, and additional classes of preferred or common stock. Holders of debt securities or shares of preferred stock, as well as lenders with respect to other borrowings, will generally be entitled to receive interest payments or distributions, both current and in connection with any liquidation or sale, prior to the holders of our common stock. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences, and privileges more favorable than those of our common stock and may result in dilution to owners of our common stock. We are not required to offer any such additional debt or equity securities to existing common stockholders on a preemptive basis. Therefore, offerings of common stock or other equity securities may dilute the holdings of our existing stockholders. Future offerings of debt or equity securities, or the perception that such offerings may occur, may reduce the market price of our common stock and/or the distributions that we pay with respect to our common stock. Because we may generally issue any such debt or equity securities in the future without obtaining the consent of our stockholders, you will bear the risk of our future offerings reducing the market price of our common stock and diluting your proportionate ownership.If we pay distributions from sources other than our cash flows from operations, we may not be able to sustain our distribution rate, we may have fewer funds available for investment in shopping centers and other assets, and our stockholdersâ€™ overall returns may be reduced.Our organizational documents permit us to pay distributions from any source without limit (other than those limits set forth under Maryland law). To the extent we fund distributions from borrowings, we will have fewer funds available for investment in real estate shopping centers and other real estate-related assets, and our stockholdersâ€™ overall returns may be reduced. At times, we may need to borrow funds to pay distributions, which could increase the costs to operate our business. Furthermore, if we cannot cover our distributions with cash flows from operations, we may be unable to sustain our distribution rate. Our distributions to stockholders may change, which could adversely affect the market price of shares of our common stock.All distributions will be at the sole discretion of our Board and will depend on our actual and projected financial condition, results of operations, cash flows, liquidity, maintenance of our REIT qualification, and such other matters as our Board may deem relevant from time to time. We intend to evaluate distributions throughout 2025, and it is possible that stockholders may not receive distributions equivalent to those previously paid by us for various reasons, including: (i) we may not have enough cash to pay such distributions due to changes in our cash requirements, indebtedness, capital spending plans, operating cash flows, or financial position; (ii) decisions on whether, when, and in what amounts to make any future distributions will remain at all times entirely at the discretion of the Board, which reserves the right to change our distribution practices at any time and for any reason; (iii) our Board may elect to retain cash for investment purposes, working capital reserves, or other purposes, or to maintain or improve our credit ratings; and (iv) the amount of distributions that our subsidiaries may distribute to us may be subject to restrictions imposed by state law, state regulators, and/or the terms of any current or future indebtedness that these subsidiaries may incur.Stockholders have no contractual or other legal right to distributions that have not been authorized by the Board and declared by the Company. We may not be able to make distributions in the future or may need to fund such distributions from external sources, as to which no assurances can be given. In addition, as noted above, we may choose to retain operating cash flow, and those retained funds, although increasing the value of our underlying assets, may not correspondingly increase the market price of shares of our common stock. Our failure to meet the market's expectations with regard to future cash distributions likely would adversely affect the market price of shares of our common stock.Increases in market interest rates may result in a decrease in the value of shares of our common stock. One of the factors that may influence the price of shares of our common stock is the dividend distribution rate on our common stock (as a percentage of the price of shares of our common stock) relative to market interest rates. If market interest rates rise, as has recently been experienced, prospective purchasers of shares of our common stock may expect a higher distribution rate. Higher interest rates would not, however, result in more funds being available for distribution and, in fact, would likely increase our borrowing costs and might decrease our funds available for distribution. We therefore may not be able, or we may not choose, to provide a higher distribution rate. As a result, prospective purchasers may decide to purchase other securities rather than shares of our common stock, which would reduce the demand for, and result in a decline in the market price of, shares of our common stock.If we fail to maintain an effective system of internal control over financial reporting and disclosure controls, we may not be able to accurately and timely report our financial results.Effective internal control over financial reporting and disclosure controls are necessary for us to provide reliable financial reports, effectively prevent fraud, and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. We are required to perform system and PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K21process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting, and are required to have our independent registered public accounting firm attest to the same, as required by Section 404 of the Sarbanes-Oxley Act of 2002. If a material weakness or significant deficiency was to be identified in our internal control over financial reporting, we may also identify deficiencies in some of our disclosure controls and procedures that we believe require remediation. If we or our independent registered public accounting firm discover weaknesses, we will make efforts to improve our internal control over financial reporting and disclosure controls. However, there is no assurance that we will be successful. Any failure to maintain effective controls or timely effect any necessary improvement of our internal control over financial reporting and disclosure controls could harm operating results or cause us to fail to meet our reporting obligations, which could affect the listing of our common stock on Nasdaq. Ineffective internal control over financial reporting and disclosure controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on the per share trading price of our common stock.ITEMÂ 1B. UNRESOLVED STAFF COMMENTSNot applicable.Â ITEMÂ 1C. CYBERSECURITYPECOâ€™s cybersecurity program is generally based on the National Institute of Standards and Technology cybersecurity framework (â€œNIST CSFâ€) with the intention of preventing, identifying, detecting, and mitigating cybersecurity risks. This does not imply that we meet or comply with any particular technical standards, specifications, frameworks, or requirements including the NIST CSF, only that we use the NIST CSF as a guide. Our program focuses on people, processes, and technologies and includes training of associates, periodic workforce testing, and the deployment and monitoring of technical security solutions and controls. Our cybersecurity risk management program is integrated into our overall enterprise risk management program and shares common methodologies, reporting channels, and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas.Our management team, including the Chief Information Officer (â€œCIOâ€), is responsible for identifying and managing our material risks from cybersecurity threats. The CIO has primary responsibility for leading our overall cybersecurity risk management program and supervises both the PECO cybersecurity team and our retained external cybersecurity consultants. The management team, led by the CIO and cybersecurity team, stay informed about cybersecurity risk including prevention, detection, mitigation, and remediation of cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public, or private sources, including external consultants engaged

by us; and alerts and reports produced by security tools deployed in the PECO environment. The CIO works closely with members of PECO's cybersecurity team, who have years of experience working in cybersecurity, possessing industry certifications such as Certified Information Systems Security Professional (â€œCISPâ€) and Security+, and pursuing advanced degrees and studies in the field. Cybersecurity team members participate in recurring cybersecurity team meetings with the CIO and provide periodic executive leadership updates. The Audit Committee oversees our cybersecurity program and is periodically briefed by management, including the CIO, on cybersecurity risks and initiatives. In addition, management updates the Board, through the Audit Committee, as necessary regarding any significant cybersecurity incidents.The cybersecurity team delivers cybersecurity training to associates, including security videos and informational tips, new hire training, out-of-band cybersecurity alerts, and simulated phishing campaigns with teachable moments and focused training, all designed to provide security specific knowledge to our associates. Positive reinforcement is utilized and encourages associatesâ€™ participation, in addition to required periodic training. The PECO cybersecurity team participates in cybersecurity training, activities, and events to stay current with the evolution of security threats, security solutions, best practices, and the risks facing PECO.At PECO, we are committed to protecting the confidentiality and integrity of our data and systems. Among other things, our key contracts contain requirements that counterparties maintain standards of data security and privacy compliance. PECO maintains, internally publishes, and annually reviews its cybersecurity policies and procedures, which includes an incident response plan. Additionally, PECO engages with external cybersecurity experts to conduct annual penetration testing, provide monitoring of the environment, conduct tabletop exercises, and for dedicated incident response and advanced forensics capabilities. In addition to internal audits and external reviews, assessments have included the NIST CSF, cybersecurity maturity assessment, and Center for Internet Security Benchmarks to identify opportunities for enhancement.We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition. We face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our financial results and business operations. See â€œItem 1A. Risk Factors â€“ Risks Related to Business Continuityâ€. PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K22ITEMÂ 2. PROPERTIESREAL ESTATE INVESTMENTSâ€”The following table details information for our wholly-owned properties and those owned through our unconsolidated joint ventures as of DecemberÂ 31, 2024, which is the basis for determining the prorated information included in the subsequent tables (dollars and square feet in thousands):Ownership PercentageNumber of PropertiesABRGLAWholly-owned properties100%294Â $509,998Â 33,300Â GRP
I14%20Â 32,723Â 2,213Â NRV20%1Â 2,796Â 121Â NGCF31%1Â 1,042Â 49Â The following table presents information regarding the geographic location of our properties, including wholly-owned and the prorated portion of those owned through our unconsolidated joint ventures, by ABR as of DecemberÂ 31, 2024. For additional portfolio information, refer to â€œSchedule III - Real Estate Assets and Accumulated Depreciationâ€ (dollars and square feet in thousands):StateABR(1)% ABRABR/Leased Square FootGLA(2)% GLA% LeasedNumber of PropertiesFlorida$62,739Â 12.2Â %$15.48Â 4,162Â 12.4Â %97.4Â %53Â California54,764Â 10.6Â %22.17Â 2,504Â 7.4Â %98.6Â %26Â Texas52,203Â 10.1Â %19.27Â 2,766Â 8.2Â %97.9Â %24Â C
Carolina10,615Â 2.1Â %12.29Â 870Â 2.6Â %99.3Â %8Â Maryland10,037Â 1.9Â %21.78Â 463Â 1.4Â %99.6Â %4Â North
Carolina8,497Â 1.6Â %13.59Â 659Â 2.0Â %94.9Â %10Â Connecticut8,418Â 1.6Â %16.95Â 522Â 1.6Â %95.1Â %5Â Tennessee8,290Â 1.6Â %10.38Â 802Â 2.4Â %99.6Â %5Â Indiana7,419Â 1.5Â %
Mexico6,035Â 1.2Â %15.27Â 404Â 1.2Â %97.9Â %3Â Oregon5,084Â 1.0Â %16.83Â 316Â 0.9Â %95.6Â %4Â Kansas4,844Â 0.9Â %12.96Â 374Â 1.1Â %100.0Â %3Â New
Jersey4,352Â 0.8Â %25.68Â 169Â 0.5Â %100.0Â %1Â Washington3,480Â 0.7Â %20.13Â 173Â 0.5Â %100.0Â %2Â Missouri2,902Â 0.6Â %13.16Â 246Â 0.7Â %89.7Â %3Â Iowa2,851Â 0.6Â %8.19Â
York1,827Â 0.4Â %11.80Â 163Â 0.5Â %94.7Â %1Â Utah461Â 0.1Â %31.70Â 15Â â€”Â %100.0Â %1Â Total$515,463Â 100.0Â %$15.69Â 33,649Â 100.0Â %97.7Â %316Â (1)We calculate ABR as monthly contractual base rent as of DecemberÂ 31, 2024 multiplied by twelve months.(2)GLA is defined as the total occupied and unoccupied square footage of a building that is available for Neighbors to lease.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K23TOP TEN CITIESâ€”The following table presents the top ten city markets by ABR of our wholly-owned properties as of DecemberÂ 31, 2024 (dollars in thousands):CityABR(1)%
ABRAtlanta$37,741Â 7.4Â %Chicago27,996Â 5.5Â %Dallas25,337Â 5.0Â %Sacramento22,443Â 4.4Â %Minneapolis21,158Â 4.2Â %Houston21,109Â 4.1Â %Denver20,425Â 4.0Â %Washington, D.C.15,062Â 3.0Â %Las Vegas14,558Â 2.9Â %Tampa14,358Â 2.8Â %Total$220,187Â 43.3Â %(1)We calculate ABR as monthly contractual base rent as of DecemberÂ 31, 2024 multiplied by twelve months.LEASE EXPIRATIONSâ€”The following chart shows the aggregate scheduled lease expirations for our over 3,000 Neighbors, excluding our Neighbors who are occupying space on a temporary basis, after DecemberÂ 31, 2024 for each of the next ten years and thereafter for our wholly-owned properties and the prorated portion of those owned through our unconsolidated joint ventures:Our ability to create rental rate growth generally depends on our leverage during new and renewal lease negotiations with prospective and existing Neighbors, which typically occurs when occupancy at our centers is high or during periods of economic growth and recovery. Conversely, we may experience rental rate decline when occupancy at our centers is low or during periods of economic recession, as the leverage during new and renewal lease negotiations may shift to prospective and existing Neighbors.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K24For our wholly-owned properties and those owned through our unconsolidated joint ventures, during the 2025 fiscal year, we have a total of 643 leases expiring, representing 2.9 million square feet of GLA. For our wholly-owned properties, during the 2025 fiscal year, we have 594 leases expiring, representing 2.8 million square feet of GLA. For our wholly-owned properties, the expiring leases have an ABR of $14.72 per square foot. While we cannot predict what rental rates we will achieve in 2025 as we renew or replace these expiring leases, the comparable rent spread of new leases signed during 2024 was 35.7%, and the comparable rent spread for lease renewals executed in 2024 was 19.4%. Further, during the 2024 fiscal year, our occupancy improved 30 basis points to 97.7%, indicating continued demand for leasing spaces at our centers.See â€œPart II, Item 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations - Overview - Leasing Activityâ€ of this filing on Form 10-K for further discussion of leasing activity. PORTFOLIO TENANCYâ€”We define national Neighbors as those Neighbors that operate in at least three states. Regional Neighbors are defined as those Neighbors that have at least three locations in fewer than three states. The following charts present the composition of our portfolio, including our wholly-owned properties and the prorated portion of those owned through our unconsolidated joint ventures, by Neighbor type as of DecemberÂ 31, 2024:The following charts present the composition of our portfolio by Neighbor industry as of DecemberÂ 31, 2024:PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K25NECESSITY-BASED GOODS AND SERVICESâ€”We define â€œnecessity-based goods and servicesâ€ as goods and services that are indispensable, necessary, or common for day-to-day living, or that tend to be inelastic (i.e., those for which the demand does not change based on a consumerâ€™s income level). We estimate that approximately 69% of our ABR, including the pro rata portion attributable to properties owned through our unconsolidated joint ventures, is generated from Neighbors providing necessity-based goods and services. TOP 20 NEIGHBORSâ€”The following table presents our top 20 Neighbors by ABR, including our wholly-owned properties and the prorated portion of those owned through our unconsolidated joint ventures, as of DecemberÂ 31, 2024 (dollars and square feet in thousands):Neighbor(1)ABR% of ABRLeased Square Feet% of Leased Square FeetNumber of Locations(2)Kroger$29,112Â 5.7Â %3,546Â 10.8Â %64Â Publix26,623Â 5.2Â %2,520Â 7.7Â %61Â Albertsons19,734Â 3.8Â %1,780Â 5.4Â %32Â Ahold
Delhaize17,905Â 3.5Â %1,249Â 3.8Â %23Â Walmart8,823Â 1.7Â %1,770Â 5.4Â %13Â Giant Eagle7,390Â 1.4Â %759Â 2.3Â %10Â TJX Companies7,147Â 1.4Â %597Â 1.8Â %20Â Sprouts Farmers Market6,732Â 1.2Â %421Â 1.3Â %14Â Raley's4,607Â 0.9Â %288Â 0.9Â %5Â Dollar Tree4,552Â 0.8Â %424Â 1.3Â %42Â Starbucks Corporation3,528Â 0.7Â %73Â 0.2Â %38Â Big Y3,487Â 0.7Â %167Â 0.5Â %3Â UNFI (SuperValu)3,476Â 0.7Â %336Â 1.0Â %5Â Trader Joe's2,798Â 0.5Â %122Â 0.4Â %9Â Subway Group2,785Â 0.5Â %96Â 0.3Â %65Â Planet Fitness2,766Â 0.5Â %214Â 0.7Â %10Â Pet Supplies Plus2,688Â 0.5Â %169Â 0.5Â %22Â United Parcel Service2,585Â 0.5Â %88Â 0.3Â %71Â H&R Block, Inc.2,532Â 0.5Â %98Â 0.3Â %58Â Great Clips, Inc.2,519Â 0.5Â %86Â 0.3Â %75Â Total$161,789Â 31.2Â %14,803Â 45.2Â %640Â (1)Neighbors are grouped by parent company and may represent multiple subsidiaries and banners. (2)Number of locations excludes auxiliary leases with grocery anchors such as fuel stations, pharmacies, and liquor stores. Additionally, if a parent company has multiple subsidiaries or banners in a single shopping center, those subsidiaries are included as one location.ITEMÂ 3.Â LEGAL PROCEEDINGSFrom time to time, we are party to legal proceedings, which arise in the ordinary course of our business. We are not currently involved in any legal proceedings for which we are not covered by our liability insurance or the outcome is reasonably likely to have a material impact on our results of operations or financial condition, nor are we aware of any such legal proceedings contemplated by governmental authorities.ITEM 4. MINE SAFETY DISCLOSURESNot applicable.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K26w PART IIITEMÂ 5. MARKET FOR REGISTRANTâ€™S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIESMARKET INFORMATIONâ€”Our common stock is traded on the Nasdaq Global Select Market (â€œNasdaqâ€) under the ticker symbol â€œPECO.â€ As of FebruaryÂ 3, 2025, we had approximately 125.2 millionÂ shares of common stock outstanding, held by approximately 7,000 stockholders of record. This figure does not represent the actual number of beneficial owners of the Companyâ€™s common shares because common shares are frequently held in â€œstreet nameâ€ by securities dealers and others for the beneficial owners who may vote the shares. DISTRIBUTIONSâ€”We elected to be taxed as a real estate investment trust (â€œREITâ€) for federal income tax purposes commencing with our taxable year ended December 31, 2010. As a REIT, we have made, and intend to continue to make, distributions each taxable year equal to at least 90% of our taxable income (excluding capital gains and computed without regard to the dividends paid deduction).Holders of ownership units of Phillips Edison Grocery Center Operating Partnership I, L.P. (the "Operating Partnership") ("OP units") will receive distributions at the same rate as common stockholders, subject to any applicable withholding. The timing and amount of distributions are determined by our Board of Directors (the â€œBoardâ€) and are influenced in part by our intention to comply with REIT requirements of the Internal Revenue Code of 1986, as amended (the â€œIRCâ€).In 2024, we declared and paid monthly distributions of $0.0975 per common share and OP unit, or $1.17 annualized, for each month beginning January 2024 through August 2024. In September 2024, our Board authorized a 5.1% increase of our monthly distribution rate to $0.1025 per common share and OP unit. We declared and paid monthly distributions of $0.1025 per share, or $1.23 annualized, for each month beginning September 2024 through December 2024. The December 2024 and January 2025 distributions of $0.1025 per common share and OP unit were paid on January 3, 2025 and February 4, 2025, respectively. In 2023, we declared and paid monthly distributions of $0.0933 per common share and OP unit, or $1.12 annualized, for each month beginning January 2023 through August 2023. We declared and paid monthly distributions of $0.0975 per common share and OP unit, or $1.17 annualized, an increase of 4.5%, for each month beginning September 2023 through December 2023. The tax characterization of our distributions declared for the years ended DecemberÂ 31, 2024 and 2023 was as follows:20242023Common stock:Ordinary dividends77.4Â %75.9Â %Non-dividend distributions22.6Â %24.0Â %Capital gain distributions(1)â€”Â %0.1Â %Total distributions per share of common stock100.0Â %100.0Â % (1)Pursuant to U.S. Treasury Regulation Â§1.1061-6(c) and Â§1061 of the IRC, the One Year Amounts and Three Year Amounts disclosures are both zero with respect to direct and indirect holders of â€œapplicable partnership interestsâ€ for us and our subsidiary REIT, Phillips Edison Institutional REIT, LLC for all years presented.UNREGISTERED SALE OF SECURITIESâ€”During the year ended December 31, 2024, we issued an aggregate of approximately 1,053,000 shares of common stock in redemption of approximately 1,053,000 OP units. These shares of common stock were issued in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended. We relied on the exemption under Section 4(a)(2) based upon factual representations received from the limited partners who received the shares of common stock.SHARE REPURCHASE PROGRAMâ€”In August 2022, our Board approved a share repurchase program of up to $250Â million of common stock. The program may be suspended or discontinued at any time, and does not obligate us to repurchase any dollar amount or particular number of shares. No share repurchases have been made to date under this program.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K27The table below summarizes repurchases of our common stock made during the three months ended December 31, 2024:PeriodTotal Number of Shares PurchasedAverage Price Paid per ShareTotal Number of Shares Purchased as Part of a Publicly Announced Plan or ProgramApproximate Dollar Value of Shares That May Yet Be Purchased Under the Plan or Program (in thousands)October 1, 2024 - October 31, 2024â€”â€”$â€”â€”$250,000November 1, 2024 - November 30, 2024â€”â€”â€”â€”250,000December 1, 2024 to December 31, 2024(1)1,57137.88â€”250,000(1)Represents common shares surrendered to us to satisfy statutory minimum tax withholding obligations associated with the vesting of restricted stock awards under our equity-based compensation plan. PERFORMANCE GRAPHâ€”The following graph is a comparison of the cumulative total return of shares of our common stock, the Standard and Poorâ€™s 500 Composite Index (â€œS&P 500â€), the FTSE Nareit All Equity REITs index (â€œFNERâ€), and the FTSE Nareit Equity Shopping Centers index (â€œFNSCâ€). The graph assumes that $100 was invested on July 15, 2021 and assumes the reinvestment of any dividends. The shareholder return shown on the graph below is not indicative of future performance. The information in this paragraph and the following performance graph are deemed â€œfurnishedâ€, not â€œfiledâ€, with the U.S. Securities and Exchange Commission (â€œSECâ€) and is not to be incorporated by reference into any of our filings, whether made before or after the date hereof and irrespective of any general incorporation language contained in such filing, except as shall be expressly set forth by specific reference in such filing.Ticker / Index7/15/202112/31/202112/31/202212/31/20236/30/202412/31/2024PECO$100Â $120Â $120Â $142Â $130Â $151Â S&P 500100Â 110Â 90Â 114Â 131Â 142Â FTSE Nareit All Equity REITs100Â 113Â 85Â 97Â 97Â 106Â FTSE Nareit Equity Shopping Centers100Â 114Â 100Â 112Â 109Â 131Â ITEMÂ 6.Reserved.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K28ITEMÂ 7. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSThe following discussion and analysis should be read in conjunction with our accompanying consolidated financial statements and notes thereto. See also â€œCautionary Note Regarding Forward-Looking Statementsâ€ preceding Part I.KEY PERFORMANCE INDICATORS AND DEFINED TERMSWe use certain key performance indicators (â€œKPIsâ€), which include both financial and nonfinancial metrics, to measure the performance of our operations. We believe these KPIs, as well as the core concepts and terms defined below, allow our Board, management, and investors to analyze trends around our business strategy, financial condition, and results of operations in a manner that is focused on items unique to the retail real estate industry. We do not consider our non-GAAP measures to be alternatives to measures required in accordance with accounting principles generally accepted in the United States (â€œGAAPâ€). Certain non-GAAP measures should not be viewed as an alternative measure of our financial performance as they may not reflect the operations of our entire portfolio, and they may not reflect the impact of general and administrative expenses, depreciation and amortization, interest expense, other income (expense), or the level of capital expenditures and leasing costs necessary to maintain the operating performance of our shopping centers that could materially impact our results from operations. Additionally, certain non-GAAP measures should not be considered as an indication of our liquidity, nor as an indication of funds available to cover our cash needs, including our ability to fund distributions, and may not be a useful measure of the impact of long-term operating performance on value if we do not continue to operate our business in the manner currently contemplated. Accordingly, non-GAAP measures should be reviewed in connection with other GAAP measurements and should not be viewed as more prominent measures of performance than net income (loss) or cash flows from operations prepared in accordance with GAAP. Other REITs may use different methodologies for calculating similar non-GAAP measures, and accordingly, our non-GAAP measures may not be comparable to other REITs.Our KPIs and terminology can be grouped into three key areas:PORTFOLIOâ€”Portfolio metrics help management to gauge the health of our centers overall and individually.â€¢Anchor spaceâ€”We define an anchor space as a space greater than or equal to 10,000 square feet of gross leasable area (â€œGLAâ€).â€¢Annualized Base Rent (â€œABRâ€)â€”We use ABR to refer to the monthly contractual base rent at the end of the period multiplied by twelve months.â€¢ABR Per Square Foot (â€œPSFâ€)â€”This metric is calculated by dividing ABR by leased GLA. Increases in ABR PSF can be an indication of our ability to create rental rate growth in our centers, as well as an indication of demand for our spaces, which generally provides us with greater leverage during lease negotiations.â€¢GLAâ€”We use GLA to refer to the total occupied and unoccupied square footage of a building that is available for tenants (whom we refer to as a â€œNeighborâ€ or our â€œNeighborsâ€) or other retailers to lease.â€¢Inline spaceâ€”We define an inline space as a space containing less than 10,000 square feet of GLA.â€¢Leased Occupancyâ€”This metric is calculated as the percentage of total GLA for which a lease has been signed regardless of whether the lease has commenced or the Neighbor has taken possession. High occupancy is an indicator of demand for our spaces, which generally provides us with greater leverage during lease negotiations.â€¢Underwritten incremental unlevered yieldâ€”This reflects the yield we target to generate from a project upon expected stabilization and is calculated as the estimated incremental net operating income (â€œNOIâ€) for a project at stabilization divided by its estimated net project investment. The estimated incremental NOI is the difference between the estimated annualized NOI we target to generate by a project upon stabilization and the estimated annualized NOI without the planned improvements. Underwritten incremental unlevered yield does not include peripheral impacts, such as lease rollover risk or the impact on the long term value of the property upon sale or disposition. Actual incremental unlevered yields may vary from our underwritten incremental unlevered yield range based on the actual total cost to complete a project and its actual

incremental NOI at stabilization.LEASINGâ€”Leasing is a key driver of growth for our company.â€¢Comparable leaseâ€”We use this term to refer to a lease with consistent terms that is executed for substantially the same space that has been vacant less than twelve months.â€¢Comparable rent spreadâ€”This metric is calculated as the percentage increase or decrease in first-year ABR (excluding any free rent or escalations) on new or renewal leases (excluding options) where the lease was considered a comparable lease. This metric provides an indication of our ability to generate revenue growth through leasing activity. â€¢Cost of executing new leasesâ€”We use this term to refer to certain costs associated with new leasing, namely, leasing commissions, tenant improvement costs, and tenant concessions.â€¢Portfolio retention rateâ€”This metric is calculated by dividing (i) the total square feet of retained Neighbors with current period lease expirations by (ii) the total square feet of leases expiring during the period. The portfolio retention rate provides insight into our ability to retain Neighbors at our shopping centers as their leases approach expiration. Generally, the costs to retain an existing Neighbor are lower than costs to replace with a new Neighbor.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K29â€¢Recovery rateâ€”This metric is calculated by dividing (i) total recovery income by (ii) total recoverable expenses during the period. A high recovery rate is an indicator of our ability to recover certain property operating expenses and capital costs from our Neighbors.FINANCIAL PERFORMANCEâ€”In addition to financial metrics calculated in accordance with GAAP, such as net income or cash flows from operations, we utilize non-GAAP metrics to measure our operational and financial performance. See â€œNon-GAAP Measuresâ€ below for further discussion on the following metrics.â€¢Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization for Real Estate (â€œAdjusted EBITDAreâ€)â€”To arrive at Adjusted EBITDAre, we adjust EBITDAre, as defined below, to exclude certain recurring and non-recurring items including, but not limited to: (i) changes in the fair value of the earn-out liability; (ii) other impairment charges; (iii) amortization of basis differences in our investments in our unconsolidated joint ventures; (iv) transaction and acquisition expenses; and (v) realized performance income. We use EBITDAre and Adjusted EBITDAre as additional measures of operating performance which allow us to compare earnings independent of capital structure and evaluate debt leverage and fixed cost coverage.â€¢Core Funds From Operations Attributable to Stockholders and OP Unit Holders (â€œCore FFOâ€)â€”To arrive at Core FFO, we adjust Nareit FFO, as defined below, to exclude certain recurring and non-recurring items including, but not limited to: (i) depreciation and amortization of corporate assets; (ii) changes in the fair value of the earn-out liability; (iii) amortization of unconsolidated joint venture basis differences; (iv) gains or losses on the extinguishment or modification of debt and other; (v) other impairment charges; (vi) transaction and acquisition expenses; and (vii) realized performance income. We believe Nareit FFO provides insight into our operating performance as it excludes certain items that are not indicative of such performance. Core FFO provides further insight into the sustainability of our operating performance and provides an additional measure to compare our performance across reporting periods on a consistent basis by excluding items that may cause short-term fluctuations in net income (loss).â€¢EBITDAreâ€”The National Association of Real Estate Investment Trusts (â€œNareitâ€) defines EBITDAre as net income (loss) computed in accordance with GAAP before: (i) interest expense; (ii) income tax expense; (iii) depreciation and amortization; (iv) gains or losses from disposition of depreciable property; and (v) impairment write-downs of depreciable property. Adjustments for unconsolidated partnerships and joint ventures are calculated to reflect EBITDAre on the same basis.â€¢Equity Market Capitalizationâ€”We calculate equity market capitalization as the total dollar value of all outstanding shares and OP Units using the closing price for the applicable date.â€¢Nareit FFO Attributable to Stockholders and OP Unit Holders (â€œNareit FFOâ€)â€”Nareit defines Funds From Operations (â€œFFOâ€) as net income (loss) computed in accordance with GAAP, excluding: (i) gains (or losses) from sales of property and gains (or losses) from change in control; (ii) depreciation and amortization related to real estate; (iii) impairment losses on real estate and impairments of in-substance real estate investments in investees that are driven by measurable decreases in the fair value of the depreciable real estate held by the unconsolidated partnerships and joint ventures; and (iv) adjustments for unconsolidated partnerships and joint ventures, calculated to reflect FFO on the same basis. We calculate Nareit FFO in a manner consistent with the Nareit definition.â€¢Net Debtâ€”We calculate net debt as total debt, excluding discounts, market adjustments, and deferred financing expenses, less cash and cash equivalents. â€¢Net Debt to Adjusted EBITDAreâ€”This ratio is calculated by dividing net debt by Adjusted EBITDAre (included on an annualized basis within the calculation). It provides insight into our leverage rate based on earnings and is not impacted by fluctuations in our equity price.â€¢Net Debt to Total Enterprise Valueâ€”This ratio is calculated by dividing net debt by total enterprise value, as defined below. It provides insight into our capital structure and usage of debt.â€¢NOIâ€”We calculate NOI as total operating revenues, adjusted to exclude non-cash revenue items, less property operating expenses and real estate taxes. NOI provides insight about our financial and operating performance because it provides a performance measure of the revenues and expenses directly involved in owning and operating real estate assets and provides a perspective not immediately apparent from net income (loss).â€¢Same-Centerâ€”We use this term to refer to a property, or portfolio of properties, that have been owned and operational for the entirety of the last two reporting periods (i.e., since January 1, 2023). â€¢Total Enterprise Valueâ€”We calculate total enterprise value as our net debt plus our equity market capitalization on a fully diluted basis.OVERVIEWWe are a REIT and one of the nationâ€™s largest owners and operators of omni-channel grocery-anchored shopping centers. Our portfolio primarily consists of neighborhood centers anchored by the #1 or #2 grocer tenants by sales within their respective formats by trade area. Our Neighbors are a mix of national, regional, and local retailers that primarily provide necessity-based goods and services. As of DecemberÂ 31, 2024, we owned equity interests in 316 shopping centers, including 294 wholly-owned shopping centers and 22 shopping centers owned through three unconsolidated joint ventures, which comprised approximately 35.7 million square feet in 31 states. In addition to managing our shopping centers, our third-party investment management business provides comprehensive real estate management services to our unconsolidated joint ventures and one private fund (collectively, the â€œManaged Fundsâ€).PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K30BASIS OF PRESENTATIONâ€”The basis of presentation of our shares of common stock is described as follows:â€¢Recapitalizationâ€”On June 18, 2021, our stockholders approved an amendment to our charter (the â€œArticles of Amendmentâ€) that effected a change of each share of our common stock outstanding at the time the amendment became effective into one share of a newly created class of Class B common stock (the â€œRecapitalizationâ€). The Articles of Amendment became effective upon filing with, and acceptance by, the State Department of Assessments and Taxation of Maryland on July 2, 2021. Unless otherwise indicated, all information in this Form 10-K gives effect to the Recapitalization and references to â€œsharesâ€ and per share metrics refer to our common stock and Class B common stock, collectively. Our Class B common stock automatically converted into our publicly traded common stock on January 18, 2022 (see Note 12). Prior to the conversion, we have presented common stock and Class B common stock as separate classes within our consolidated balance sheets and consolidated statements of equity. On May 5, 2022, we filed Articles Supplementary to our charter with the Maryland State Department of Assessments and Taxation in order to reclassify and designate all of the 350Â million authorized shares of our Class B common stock, $0.01 par value per share, all of which were unissued at such time, as shares of our common stock, $0.01 par value per share. We no longer have Class B common stock authorized for issue. AT-THE-MARKET OFFERING (â€œATMâ€)â€”In February 2022, we entered into a sales agreement relating to the potential sale of shares of common stock pursuant to a continuous offering program, allowing up to $250 million in offerings. During the year ended DecemberÂ 31, 2024, prior to the entry into the new program described below, we issued approximately 46,000 shares of our common stock at a gross weighted average price of $37.05 per share under this ATM program for net proceeds of $1.7Â million, after approximately $17,000 in commissions. During the year ended December 31, 2023, we issued 4.2Â million shares of our common stock at a gross weighted average price of $35.76 per share under this ATM program for net proceeds of $147.6Â million, after approximately $1.5Â million in commissions. In February 2024, we entered into a new sales agreement relating to the potential sale of shares of common stock pursuant to a continuous offering program, which replaced the previous agreement. In accordance with the terms of the sales agreement, we may offer and sell shares of our common stock having an aggregate offering price of up to $250 million from time to time through our sales agents, or, if applicable, as forward sellers. During the three months and year ended DecemberÂ 31, 2024, we issued 1.9Â million shares of our common stock at a gross weighted average price of $39.23 under this ATM program for net proceeds of $72.1Â million, after approximately $0.7Â million in commissions. As of DecemberÂ 31, 2024, approximately $177 million of common stock remained available for issuance under the current ATM program. PORTFOLIO AND LEASING STATISTICSâ€”Below are statistical highlights of our wholly-owned portfolio as of December 31, 2024 and 2023 (dollars and square feet in thousands):20242023Number of properties294Â 281Â Number of states31Â 31Â Total square feet33,300Â 32,153Â ABR$509,998Â $470,819Â % ABR from omni-channel grocery-anchored shopping centers95.7Â %97.2Â %Leased occupancy %:Total portfolio spaces97.7Â %97.4Â %Anchor spaces99.1Â %98.9Â %Inline spaces95.0Â %94.7Â %Average remaining lease term (in years)(1)4.4Â 4.4Â (1)The average remaining lease term in years excludes future options to extend the term of the lease.FINANCIAL HIGHLIGHTSâ€”Owning, operating, and managing well-occupied omni-channel grocery-anchored real estate is the core part of our business strategy, and as of DecemberÂ 31, 2024, 95.7% of our ABR was derived from omni-channel grocery-anchored shopping centers. As of DecemberÂ 31, 2024, total leased occupancy improved 30 basis points to 97.7% and inline occupancy improved 30 basis points to 95.0%, when compared to DecemberÂ 31, 2023. Our financial performance highlights during 2024 are as follows:â€¢Net income of $69.7 million, an increase of $5.9 million from a year ago, primarily due to strong operating performance attributable to our same-center portfolio and the impact of our 2024 acquisition activity.â€¢Core FFO per diluted share improved by $0.09 to $2.43, primarily due to our strong operating performance.â€¢Same-Center NOI improved 3.8% to $430.4 million.â€¢Acquired $294.0 million in wholly-owned assets and $11.6 million in unconsolidated joint venture assets, executing our external growth strategy.â€¢Declared and paid monthly distributions of $0.0975 per common share and OP unit, or $1.17 annualized, for each month beginning January 2024 through August 2024, and increased monthly distributions to $0.1025 per common share and OP unit, or $1.23 annualized, for the remainder of 2024. EXECUTING OUR STRATEGYâ€”Our performance for the year is linked to our key initiatives: differentiated and focused strategy, integrated operating platform, and responsible balance sheet management. We believe these initiatives will result in long-term growth and value creation to all of our stakeholders.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K31Differentiated and Focused Strategyâ€”We actively monitor the commercial real estate sector for shopping centers that meet our investment objectives. Our access to equity and debt capital allows us, in part, to grow our portfolio of assets. Highlights of our asset composition and acquisitions are as follows:â€¢95.7% of our ABR was derived from omni-channel grocery-anchored shopping centers as of DecemberÂ 31, 2024.â€¢Our grocer health ratio, or occupancy cost, remains strong at 2.3% at DecemberÂ 31, 2024, which is favorable compared to the national grocer average occupancy cost.â€¢In 2024, our grocer sales increased 5% year-over-year to $715 per square foot. Grocer sales per square foot have increased approximately 37% since 2019.â€¢Approximately 69% of our ABR was derived from Neighbors providing necessity-based goods and services.â€¢The average PECO space, excluding anchors, is approximately 2,400 square feet. This size is attractive to many retailers, whereas large box format retailers are fewer and demand is thinner.â€¢For the year ended December 31, 2024, we acquired twelve properties and four outparcels for a net cash outlay of $296.3 million, adding 1.1Â million of GLA to our portfolio.Internal Growth Through Our Integrated Operating Platformâ€”We have focused on improving our occupancy through leasing vacant spaces, increasing lease revenue through rent growth, and executing development and redevelopment opportunities. Highlights of our wholly-owned operational activity as of and for the year ended December 31, 2024 are as follows:â€¢Leased occupancy for our wholly-owned portfolio improved 30 basis points to 97.7% as of DecemberÂ 31, 2024, and inline occupancy improved 30 basis points to 95.0%, when compared to DecemberÂ 31, 2023.â€¢Total ABR PSF for executed new leases improved 3.6% to $22.53, and inline ABR PSF for executed new leases improved 8.4% to $28.16 during the year ended December 31, 2024.â€¢For the year ended December 31, 2024, we completed 15 development and redevelopment projects encompassing a total of 0.3Â million square feet with a total investment of $35.8 million. â€¢As of DecemberÂ 31, 2024, we have 14 development and redevelopment projects in process, which we estimate will have a total investment of approximately $41 million.â€¢Created $1.4 million of incremental ABR in 2024 as a result of development and redevelopment projects completed in 2023.Balance Sheet Management Positioned for External Growthâ€”Our balance sheet has a leverage profile that well-positions us to maintain and improve our investment grade rating, fund distributions to our stockholders, and invest in our targeted acquisitions. As of DecemberÂ 31, 2024, we had $747.6 million of total liquidity, comprised of $8.6 million of cash, cash equivalents, and restricted cash, plus $738.9 million of borrowing capacity available on our $800 million revolving credit facility. On January 9, 2025, we amended our senior unsecured revolving credit facility. The amendment increases the aggregate borrowing capacity of the facility to $1 billion and extends the maturity date to January 2029, with options to extend the maturity for two additional six-month periods. Our balance sheet management highlights as of and for the year ended December 31, 2024 are as follows:â€¢We issued 1.9Â million shares of our common stock under our ATM programs for net proceeds of $73.8Â million.â€¢In May 2024, we issued $350Â million of 5.750% senior notes due 2034 at an issue price of 98.576% in an underwritten offering. In September 2024, we issued $350Â million of 4.950% senior notes due 2035 an an issue price of 98.458% in an underwritten offering. The 2024 senior notes are fully and unconditionally guaranteed by us. These issuances improved the flexibility of our balance sheet by extending our debt maturity profile. â€¢Our current investment grade ratings are Baa2 (Outlook: Stable) with Moodyâ€™s Investors Services and BBB (Outlook: Stable) with S&P Global Ratings. â€¢As of DecemberÂ 31, 2024, our wholly-owned properties were approximately 86% unencumbered.â€¢Our ratio of net debt to Adjusted EBITDAre was 5.0x as of DecemberÂ 31, 2024, as compared to 5.1x as of DecemberÂ 31, 2023 (see â€œLiquidity and Capital Resources - Financial Leverage Ratiosâ€ below for a discussion and calculation).PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K32â€¢Following our activity this year, our outstanding debt had a weighted-average maturity of 5.6 years excluding all extension options as of DecemberÂ 31, 2024. As of DecemberÂ 31, 2024, our debt maturity profile with the respective principal payment obligations was as follows (including the impact of derivatives on weighted-average interest rates and excluding all extension options)(1):(1)As of DecemberÂ 31, 2024, our outstanding debt had a weighted-average maturity of 5.8 years including all extension options. Our related debt maturities at DecemberÂ 31, 2024 including extension options were as follows: 2025 - $37.6 million; 2026 - $101.9 million; 2027 - $563.6 million; 2028 - $179.1 million; 2029 - $0.8 million; 2030 - $200.8 million; 2031 - $353.4 million; and 2032+ - $700.0 million.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K33LEASING ACTIVITYâ€”Below is a summary of leasing activity for our wholly-owned properties for the years ended DecemberÂ 31, 2024 and 2023(1):Total DealsInline Deals2024202320242023New leases:Number of leases345Â 348Â 316Â 334Â Square footage (in thousands)1,363Â 1,077Â 729Â 763Â ABR (in thousands)$30,703Â $23,416Â $20,541Â $19,813Â ABR PSF$22.53Â $21.75Â $28.16Â $25.98Â Cost PSF of executing new leases$34.01Â $33.04Â $41.14Â $37.22Â Number of comparable leases156Â 137Â 143Â 135Â Comparable rent spread35.7Â %25.2Â %31.4Â %24.8Â %Weighted average lease term (in years)9.4Â 8.6Â 7.9Â 7.2Â Renewals and options:Number of leases676Â 648Â 593Â 590Â Square footage (in thousands)4,631Â 3,642Â 1,313Â 1,360Â ABR (in thousands)$71,602Â $58,529Â $36,561Â $35,311Â ABR PSF (all leases)$15.46Â $16.07Â $27.84Â $25.96Â ABR PSF prior to renewals (all leases)$13.94Â $14.50Â $23.87Â $22.44Â Percentage increase in ABR PSF (comparable leases only)11.3Â %10.8Â %16.6Â %15.7Â %Cost PSF of executing renewals and options$0.38Â $0.52Â $0.67Â $0.91Â Number of comparable leases(2)504Â 485Â 483Â 470Â Comparable rent spread(2)19.4Â %16.2Â %19.6Â %17.7Â %Weighted average lease term (in years)5.4Â 5.0Â 4.4Â 4.3Â Portfolio retention rate89.0Â %93.9Â %83.0Â %84.9Â %(1)PSF amounts may not recalculate exactly based on other amounts presented within the table due to rounding. (2)Excludes exercise of options.RESULTS OF OPERATIONSKNOWN TRENDS AND UNCERTAINTIESâ€”Although certain indicators have suggested that inflation has made downward progress, the economy continues to be impacted by elevated inflation rates and faces further inflation risk. Substantially all of our leases contain provisions designed to mitigate the adverse effect of inflation, including requirements for Neighbors to pay their allocable share of operating expenses that includes common area maintenance, utilities, real estate taxes, insurance, and certain capital expenditures. Additionally, many of our leases are for terms of less than ten years, which allows us to target increased rents to current market rates upon renewal. However, elevated inflation rates, including their impact on operating and construction costs, may nevertheless negatively impact us and some of our Neighbors. Our business and financial results, as well as the results of our Neighbors, could also be adversely impacted by elevated interest rate levels arising from the Federal Reserveâ€™s response to inflation. In addition, slower economic growth and a potential for a recession could have an adverse effect on us and our Neighbors, including negatively impacting consumer sentiment and consumer willingness to spend.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K34SUMMARY OF OPERATING ACTIVITIES FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023Favorable (Unfavorable) Change(Dollars in thousands)20242023$%Revenues:Rental income$647,589Â $597,501Â $50,088Â 8.4Â %Fees and management income10,731Â 9,646Â 1,085Â 11.2Â %Other property income3,072Â 2,977Â 95Â 3.2Â %Total revenues661,392Â 610,124Â 51,268Â 8.4Â %Operating Expenses:Property operating112,633Â 102,303Â (10,330)(10.1)%Real estate taxes77,684Â 72,816Â (4,868)(6.7)%General and administrative45,611Â 44,366Â (1,245)(2.8)%Depreciation and amortization253,016Â 236,443Â (16,573)(7.0)%Total operating expenses488,944Â 455,928Â (33,016)(7.2)%Other:Interest expense, net(96,990)(84,232)(12,758)(15.1)%(Loss) gain on disposal of property, net(30)1,110Â (1,140)(102.7)%Other expense, net(5,732)(7,312)1,580Â 21.6Â %Net income69,696Â 63,762Â 5,934Â 9.3Â %Net income attributable to noncontrolling interests(7,011)(6,914)(97)(1.4)%Net income attributable to

stockholders$62,685Â $56,848Â $5,837Â 10.3Â %Our basis for analyzing significant fluctuations in our results of operations generally includes review of the results of our same-center portfolio, non-same-center portfolio, and revenues and expenses from our management activities. We define our same-center portfolio as the 270 properties that were owned and operational prior to January 1, 2023. We define our non-same-center portfolio as those properties that were not fully owned and operational in both periods owing primarily to real estate asset activity occurring after December 31, 2022, which includes one property disposed of and 23 properties acquired. Below are explanations of the significant fluctuations in the results of operations for the years ended December 31, 2024 and 2023:Rental Income increased $50.1Â million as follows:â€¢$19.4Â million increase related to our same-center portfolio primarily as follows:â–ª$18.4 million increase primarily due to a $0.47 increase in average minimum rent PSF and a 0.1% improvement in average occupancy; andâ–ª$4.1 million increase primarily due to an increase in recoverable income attributed to an increase in real estate taxes, common area maintenance spending, and insurance costs as well as a 0.1% improvement in average occupancy; partially offset by â–ª$2.6 million decrease primarily due to the impact of straight-line rent adjustments.â€¢$30.7Â million increase primarily related to our net acquisition activity.Property Operating Expenses increased $10.3Â million primarily as follows:â€¢$6.0Â million increase from our same-center portfolio and corporate operating activities primarily due to higher compensation costs and an increase in common area maintenance spending; andâ€¢$4.4Â million increase primarily due to our net acquisition activity.Real Estate Tax Expenses:â€¢The $4.9Â million increase in real estate tax expenses is primarily due to our net acquisition activity.General and Administrative Expenses:â€¢The $1.2Â million increase in general and administrative expenses is primarily due to higher share-based compensation expense.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K35Interest Expense, Net:â€¢The $12.8Â million increase was primarily due to increased interest rates and debt outstanding in 2024. Interest Expense, Net was comprised of the following (dollars in thousands):Year Ended December 31,20242023Interest on unsecured term loans and senior notes, net$63,808$48,803Interest on secured debt17,41318,614Interest on revolving credit facility, net6,3548,785Non-cash amortization and other8,1257,662Loss on extinguishment or modification of debt and other, net(1)1,290368Interest expense, net$96,990$84,232Weighted-average interest rate as of end of year4.3Â %4.2Â %Weighted-average term (in years) as of end of year5.63.9(1)Includes defeasance fees related to early repayments of debtOther Expense, Net:â€¢Other Expense, Net was comprised of the following (in thousands):Year Ended December 31,20242023Transaction and acquisition expenses$(4,993)$(5,675)Impairment of investment in third parties (see Note 15)â€”Â (3,000)Federal, state, and local income tax expense(1,821)(438)Equity in net income of unconsolidated investments86Â 372Â Other income996Â 1,429Â Other expense, net$(5,732)$(7,312)SUMMARY OF OPERATING ACTIVITIES FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022For a discussion of the year-to-year comparisons in the results of operations for the years ended DecemberÂ 31, 2023 and 2022, see â€œPart II, Item 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ of our 2023 Annual Report on Form 10-K, filed with the SEC on FebruaryÂ 12, 2024.NON-GAAP MEASURESSee â€œKey Performance Indicators and Defined Termsâ€ above for additional information related to the following non-GAAP measures.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K36SAME-CENTER NOIâ€”Same-Center NOI is presented as a supplemental measure of our performance, as it highlights operating trends such as occupancy levels, rental rates, and operating costs for our same-center portfolio. Other REITs may use different methodologies for calculating Same-Center NOI, and accordingly, our Same-Center NOI may not be comparable to other REITs. For the years ended December 31, 2024 and 2023, Same-Center NOI represents the NOI for the 270 properties that were wholly-owned and operational for the entire portion of all comparable reporting periods.Same-Center NOI should not be viewed as an alternative measure of our financial performance as it does not reflect the operations of our entire portfolio, nor does it reflect the impact of general and administrative expenses, depreciation and amortization, interest expense, other income (expense), or the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties that could materially impact our results from operations. The table below compares Same-Center NOI for the years ended December 31, 2024 and 2023 (dollars in thousands):Favorable (Unfavorable)20242023$ Change% ChangeRevenues:Rental income(1)$452,177Â $433,738Â $18,439Â Tenant recovery income144,982Â 141,395Â 3,587Â Reserves for uncollectibility(2)(4,527)(3,615)(912)Other property income2,779Â 2,903Â (124)Total revenues595,411Â 574,421Â 20,990Â 3.7Â %Operating expenses:Property operating expenses92,442Â 87,305Â (5,137)Real estate taxes72,525Â 72,537Â 12Â Total operating expenses164,967Â 159,842Â (5,125)(3.2)%Total Same-Center NOI$430,444Â $414,579Â $15,865Â 3.8Â %(1)Excludes straight-line rental income, net amortization of above- and below-market leases, and lease buyout income.(2)Includes billings that will not be recognized as revenue until cash is collected or the Neighbor resumes regular payments and/or we deem it appropriate to resume recording revenue on an accrual basis, rather than on a cash basis.Same-Center NOI Reconciliationâ€”Below is a reconciliation of Net Income to NOI and Same-Center NOI for the years ended December 31, 2024 and 2023 (in thousands):20242023Net income$69,696Â $63,762Â Adjusted to exclude:Fees and management income(10,731)(9,646)Straight-line rental income(1)(9,646)(10,185)Net amortization of above- and below-market leases(6,587)(5,178)Lease buyout income(867)(1,222)General and administrative expenses45,611Â 44,366Â Depreciation and amortization253,016Â 236,443Â Interest expense, net96,990Â 84,232Â Loss (gain) on disposal of property, net30Â (1,110)Other expense, net5,732Â 7,312Â Property operating expenses related to fees and management income3,323Â 2,059Â NOI for real estate investments446,567Â 410,833Â Less: Non-same-center NOI(2)(16,123)3,746Â Total Same-Center NOI$430,444Â $414,579Â Period-end Same-Center Leased Occupancy %97.8Â %97.8Â %(1)Includes straight-line rent adjustments for Neighbors for whom revenue is being recorded on a cash basis. (2)Includes operating revenues and expenses from non-same-center properties, which includes properties acquired or sold, and corporate activities.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K37NAREIT FFO AND CORE FFOâ€”Nareit FFO is a non-GAAP financial performance measure that is widely recognized as a measure of REIT operating performance. Core FFO is an additional financial performance measure used by us as Nareit FFO includes certain non-comparable items that affect our performance over time. We believe that Core FFO is helpful in assisting management and investors with assessing the sustainability of our operating performance in future periods. Nareit FFO and Core FFO should not be considered alternatives to net income (loss) under GAAP, as an indication of our liquidity, nor as an indication of funds available to cover our cash needs, including our ability to fund distributions. Core FFO may not be a useful measure of the impact of long-term operating performance on value if we do not continue to operate our business plan in the manner currently contemplated.Accordingly, Nareit FFO and Core FFO should be reviewed in connection with other GAAP measurements, and should not be viewed as more prominent measures of performance than net income (loss) or cash flows from operations prepared in accordance with GAAP. Our Nareit FFO and Core FFO, as presented, may not be comparable to amounts calculated by other REITs.The following table presents our calculation of Nareit FFO and Core FFO for the years ended DecemberÂ 31, 2024, 2023, and 2022 (in thousands, except per share amounts):Â Â 202420232022Calculation of Nareit FFO Attributable to Stockholders and OP Unit HoldersNet income$69,696Â $63,762Â $54,529Â Adjustments:Depreciation and amortization of real estate assets251,250Â 234,260Â 232,571Â Impairment of real estate assetsâ€”Â â€”Â 322Â Loss (gain) on disposal of property, net30Â (1,110)(7,517)Adjustments related to unconsolidated joint ventures2,795Â 2,636Â 842Â Nareit FFO attributable to stockholders and OP unit holders$323,771Â $299,548Â $280,747Â Calculation of Core FFO Attributable to Stockholders and OP Unit HoldersNareit FFO attributable to stockholders and OP unit holders$323,771Â $299,548Â $280,747Â Adjustments:Depreciation and amortization of corporate assets1,766Â 2,183Â 3,653Â Change in fair value of earn-out liabilityâ€”Â â€”Â 1,809Â Impairment of investment in third partiesâ€”Â 3,000Â â€”Â Transaction and acquisition expenses4,993Â 5,675Â 10,551Â Loss on extinguishment or modification of debt and other, net1,290Â 368Â 1,025Â Amortization of unconsolidated joint venture basis differences13Â 17Â 220Â Realized performance income(1)â€”Â (75)(2,742)Core FFO attributable to stockholders and OP unit holders$331,833Â $310,716Â $295,263Â Nareit FFO/Core FFO Attributable to Stockholders and OP Unit Holders per diluted shareWeighted-average shares of common stock outstanding - diluted136,821Â 132,970Â 130,332Â Nareit FFO attributable to stockholders and OP unit holders per share - diluted$2.37Â $2.25Â $2.15Â Core FFO attributable to stockholders and OP unit holders per share - diluted$2.43Â $2.34Â $2.27Â (1)Realized performance income includes fees received related to the achievement of certain performance targets in our NRP joint venture.EBITDAre and ADJUSTED EBITDAreâ€”We use EBITDAre and Adjusted EBITDAre as additional measures of operating performance which allow us to compare earnings independent of capital structure, determine debt service and fixed cost coverage, and measure enterprise value. Additionally, we believe they are a useful indicator of our ability to support our debt obligations. EBITDAre and Adjusted EBITDAre should not be considered as alternatives to net income (loss), as an indication of our liquidity, nor as an indication of funds available to cover our cash needs, including our ability to fund distributions. Accordingly, EBITDAre and Adjusted EBITDAre should be reviewed in connection with other GAAP measurements, and should not be viewed as more prominent measures of performance than net income (loss) or cash flows from operations prepared in accordance with GAAP. Our EBITDAre and Adjusted EBITDAre, as presented, may not be comparable to amounts calculated by other REITs.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K38The following table presents our calculation of EBITDAre and Adjusted EBITDAre for the years ended DecemberÂ 31, 2024, 2023, and 2022 (in thousands):Â 202420232022Calculation of EBITDAreÂ Â Â Â Net income$69,696Â $63,762Â $54,529Â Adjustments:Depreciation and amortization253,016Â 236,443Â 236,224Â Interest expense, net96,990Â 84,232Â 71,196Â Loss (gain) on disposal of property, net30Â (1,110)(7,517)Impairment of real estate assetsâ€”Â â€”Â 322Â Federal, state, and local tax expense1,821Â 438Â 806Â Adjustments related to unconsolidated joint ventures4,025Â 3,721Â 1,987Â EBITDAre$425,578Â $387,486Â $357,547Â Calculation of Adjusted EBITDAreÂ Â Â Â EBITDAre$425,578Â $387,486Â $357,547Â Adjustments:Â Â Â Â Impairment of investment in third partiesâ€”Â 3,000Â â€”Â Change in fair value of earn-out liabilityâ€”Â â€”Â 1,809Â Transaction and acquisition expenses4,993Â 5,675Â 10,551Â Amortization of unconsolidated joint venture basis differences13Â 17Â 220Â Realized performance income(1)â€”Â (75)(2,742)Adjusted EBITDAre$430,584Â $396,103Â $367,385Â (1)Realized performance income includes fees received related to the achievement of certain performance targets in our NRP joint venture.LIQUIDITY AND CAPITAL RESOURCESGENERALâ€”Aside from standard operating expenses, we expect our principal cash demands to be for:â€¢investments in real estate;â€¢cash distributions to stockholders;â€¢redevelopment and repositioning projects;â€¢capital expenditures and leasing costs; andâ€¢principal and interest payments on our outstanding indebtedness.We expect our primary sources of liquidity to be:â€¢operating cash flows; â€¢borrowings from our unsecured revolving credit facility and proceeds from debt financings;â€¢proceeds from any equity offering activities;â€¢proceeds received from the disposition of properties; andâ€¢available, unrestricted cash and cash equivalents.At this time, we believe our current sources of liquidity are sufficient to meet our short- and long-term cash demands.ATMâ€”In February 2022, we entered into a sales agreement relating to the potential sale of shares of common stock pursuant to a continuous offering program, allowing up to $250 million in offerings. During the year ended DecemberÂ 31, 2024, prior to the entry into the new program described below, we issued approximately 46,000 shares of our common stock at a gross weighted average price of $37.05 per share under this ATM program for net proceeds of $1.7Â million, after approximately $17,000 in commissions. During the year ended December 31, 2023, we issued 4.2Â million shares of our common stock at a gross weighted average price of $35.76 per share under this ATM program for net proceeds of $147.6Â million, after approximately $1.5Â million in commissions. In February 2024, we entered into a new sales agreement relating to the potential sale of shares of common stock pursuant to a continuous offering program, which replaced the previous agreement. In accordance with the terms of the sales agreement, we may offer and sell shares of our common stock having an aggregate offering price of up to $250 million from time to time through our sales agents, or, if applicable, as forward sellers. During the three months and year ended DecemberÂ 31, 2024, we issued 1.9Â million shares of our common stock at a gross weighted average price of $39.23 under this ATM program for net proceeds of $72.1Â million, after approximately $0.7Â million in commissions. As of DecemberÂ 31, 2024, approximately $177 million of common stock remained available for issuance under the current ATM program. PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K39DEBTâ€”The following table summarizes information about our debt as of DecemberÂ 31, 2024 and 2023 (dollars in thousands):Â Â Â 2024Â Â Â 2023Total debt obligations, gross$2,137,336Â $1,986,735Â Weighted-average interest rate4.3Â %4.2Â %Weighted-average term (in years)5.6Â 3.9Â Revolving credit facility capacity(1)$800,000Â $800,000Â Revolving credit facility availability(2)738,904Â 606,550Â (1)As of DecemberÂ 31, 2024, the revolving credit facility was set to mature in January 2026, extendable at our option to January 2027. In addition, the revolving credit facility also included an accordion feature that permitted us to increase our aggregate borrowing capacity to $1 billion. On January 9, 2025, we amended our senior unsecured revolving credit facility. The amendment increases the aggregate borrowing capacity of the facility to $1.0 billion and extends the maturity date to January 2029, with options to extend the maturity for two additional six-month periods.(2)Net of any outstanding balance and letters of credit.Debt Activityâ€”During the years ended December 31, 2024 and 2023, we took steps to appropriately ladder and extend our debt maturities and diversify debt sources available to us for future investment activity. Our debt activity during the year ended December 31, 2024 was as follows: â€¢In May 2024, we issued $350Â million of 5.750% senior notes due 2034 at an issue price of 98.576% in an underwritten offering. The offering resulted in gross proceeds of $345.0Â million, which were used to pay down $202Â million of our revolving credit facility and $135Â million of our $240Â million term loan that was set to mature in November 2025.â€¢In September 2024, we issued $350Â million of 4.950% senior notes due 2035 an an issue price of 98.458% in an underwritten offering. The offering resulted in gross proceeds of $344.6Â million, which were used to pay down $90Â million of our revolving credit facility and $140Â million of our $240Â million term loan that is set to mature in July 2026. Additionally, we paid in full our $105Â million term loan that was set to mature in November 2025. â€¢During the year ended December 31, 2024, we repaid $28.1 million in mortgage debt.Our debt activity during the year ended December 31, 2023 was as follows:â€¢In July 2023, we amended three senior unsecured term loans with a total notional amount of $475Â million scheduled to mature during 2024. The three senior unsecured term loans, as amended, have a total notional amount of $484.8Â million. The $161.8Â million unsecured term loan is priced based on a leverage grid, which was the Secured Overnight Financing Rate (â€œSOFRâ€) plus 1.35% at issuance, and is scheduled to mature in January 2026 extendable with two one-year options to 2028. The $158Â million and $165Â million unsecured term loans are priced based on a leverage grid, which was SOFR plus 1.35% at issuance, and mature in January 2027.â€¢During 2023, we repaid $47.3 million in mortgage debt.Future Debt Obligationsâ€”As of DecemberÂ 31, 2024, including the impact of our swap agreements, our future contractual debt obligations were $129.3 million of debt principal and interest payments during 2025, and $2.5 billion of debt principal and interest payments thereafter (see Note 8). The average annual maturities of our outstanding debt over the next four years as of DecemberÂ 31, 2024 was approximately $221 million.Debt Obligation Guaranteesâ€”At DecemberÂ 31, 2024, the Operating Partnership had issued and outstanding its unsecured senior notes due 2031, 2034, and 2035, all issued under effective registration statements. The obligations of the Operating Partnership to pay principal, premiums, if any, and interest on the unsecured senior notes due 2031, 2034, and 2035 are, and on any future debt securities of the Operating Partnership registered under an effective registration statement will be, fully and unconditionally guaranteed by us on a senior basis. As a result of the amendments to SEC Rule 3-10 of Regulation S-X, subsidiary issuers of obligations guaranteed by the parent are not required to provide separate financial statements, provided that: (i) the subsidiary obligor is consolidated into the parent companyâ€™s consolidated financial statements; (ii) the parent guarantee is â€œfull and unconditionalâ€; and (iii) subject to certain exceptions as set forth below, the alternative disclosure required by Rule 13-01 of Regulation S-X is provided, which includes narrative disclosure and summarized financial information. We meet the conditions of this requirement and thus, are not presenting separate financial statements. Furthermore, as permitted under Rule 13-01(a)(4)(vi) of Regulation S-X, we have excluded the summarized financial information for the Operating Partnership because the assets, liabilities, and results of operations of the Operating Partnership are not materially different than the corresponding in our consolidated financial statements, and management believes such summarized financial information would be repetitive and would not provide incremental value to investors.Covenantsâ€”Credit agreements for our unsecured revolving credit facility and unsecured term loans contain customary financial covenants, including a leverage ratio of 60% or less, with a surge to 65% or less following a material acquisition, and require the fixed-charge ratio to be 1.5:1 or greater. Our unsecured senior notes due 2031, 2034, and 2035 are also subject to customary financial covenants, including a leverage ratio of 65% or less, and require the fixed-charge ratio to be 150% or greater. As of DecemberÂ 31, 2024, we were in compliance with the restrictive covenants of our outstanding debt obligations, and we expect to continue to meet the requirements of these covenants over the next twelve months.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K40OTHER CONTRACTUAL COMMITMENTS AND CONTINGENCIES AND OFF BALANCE SHEET ARRANGEMENTSâ€”We enter into leases as a lessee as part of our real estate operations in the form of ground leases of land for certain properties, and as part of our corporate operations in the form of office space and office equipment leases. Currently, neither our operating leases nor our finance leases have residual value guarantees or other restrictions or covenants. We expect to fund these obligations through existing financing or cash flows from operations. As of DecemberÂ 31, 2024, our future contractual obligations as a lessee included operating lease obligations of $0.4 million during 2025, and $6.9 million thereafter. As of DecemberÂ 31, 2024, our future contractual finance lease obligations were not significant.We have an off-balance sheet arrangement that includes being the limited

guarantor of a $174.0 million mortgage loan secured by properties owned by our unconsolidated joint venture, Grocery Retail Partners I LLC (â€œGRP Iâ€). Our guaranty for the GRP I debt is limited to being the non-recourse carveout guarantor and the environmental indemnitor. Further, we are also party to an agreement with GRP I in which any potential liability under such guaranty will be apportioned between us and GRP I based on our respective ownership percentage in the joint venture. As of DecemberÂ 31, 2024, GRP I had an outstanding debt balance of $174.0 million.We also have an off-balance sheet arrangement that includes being the limited guarantor of a $23.2 million mortgage loan secured by a property owned by our unconsolidated joint venture, Necessity Retail Venture LLC (â€œNRVâ€). Our guaranty for the NRV debt is limited to being the non-recourse carveout guarantor and the environmental indemnitor. Further, we are also party to an agreement with NRV in which any potential liability under such guaranty will be apportioned between us and NRV based on our respective ownership percentage in the joint venture. As of DecemberÂ 31, 2024, NRV had an outstanding debt balance of $23.2 million.Additionally, our off-balance sheet arrangements include the notional amount of our interest rate swaps which we use to hedge a portion of our exposure to interest rate fluctuations. Currently, all of our interest rate swaps fix the variable rate interest on our term loan debt. We intend to fund our interest rate swap payments utilizing cash flows from operations. As of DecemberÂ 31, 2024, the notional amount of our interest rate swaps was $475 million. As of DecemberÂ 31, 2024, our future interest rate swap recoverables were $6.1 million during 2025 and $2.7 million thereafter.FINANCIAL LEVERAGE RATIOSâ€”We believe our net debt to Adjusted EBITDAre, net debt to total enterprise value, and debt covenant compliance as of DecemberÂ 31, 2024 allow us access to future borrowings as needed in the near term. The following table presents our calculation of net debt and total enterprise value, inclusive of our prorated portion of net debt and cash and cash equivalents owned through our unconsolidated joint ventures, as of DecemberÂ 31, 2024 and 2023 (in thousands):20242023Net debt:Total debt, excluding discounts, market adjustments, and deferred financing expenses$2,166,326Â $2,011,093Â Less: Cash and cash equivalents5,470Â 5,074Â Total net debt$2,160,856Â $2,006,019Â Enterprise value:Net debt$2,160,856Â $2,006,019Â Total equity market capitalization(1)(2)5,175,286Â 4,955,480Â Total enterprise value$7,336,142Â $6,961,499Â (1)Total equity market capitalization is calculated as diluted shares multiplied by the closing market price per share, which includes 138.2 million and 135.8 million diluted shares as of December 31, 2024 and 2023, respectively, and the closing market price per share of $37.46 and $36.48 as of December 31, 2024 and 2023, respectively. (2)Fully diluted shares include common stock and OP units.The following table presents our calculation of net debt to Adjusted EBITDAre and net debt to total enterprise value as of December 31, 2024 and 2023 (dollars in thousands):20242023Net debt to Adjusted EBITDAre - annualized:Net debt$2,160,856$2,006,019Adjusted EBITDAre - annualized(1)430,584396,103Net debt to Adjusted EBITDAre - annualized5.0x5.1xNet debt to total enterprise value:Net debt$2,160,856$2,006,019Total enterprise value7,336,1426,961,499Net debt to total enterprise value29.5%28.8% (1)Adjusted EBITDAre is based on a trailing twelve month period. See â€œNon-GAAP Measures - EBITDAre and Adjusted EBITDAreâ€ above for a reconciliation to Net Income.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K41CAPITAL EXPENDITURES AND REDEVELOPMENT ACTIVITYâ€”We make capital expenditures during the course of normal operations, including maintenance capital expenditures and tenant improvements, as well as value-enhancing anchor space repositioning and redevelopment, ground-up outparcel development, and other accretive projects.During the years ended December 31, 2024 and 2023, we had gross capital spend of $95.1 million and $95.3 million, respectively. Below is a summary of our capital spending activity, excluding leasing commissions, on a cash basis for the years ended DecemberÂ 31, 2024 and 2023 (in thousands):2024Â Â Â 2023Capital expenditures for real estate:Capital improvements$21,793Â $22,766Â Tenant improvements25,184Â 26,663Â Redevelopment and development39,079Â 38,206Â Total capital expenditures for real estate86,056Â 87,635Â Corporate asset capital expenditures813Â 963Â Capitalized indirect costs(1)4,977Â 4,103Â Total capital spending activity(2)$91,846Â $92,701Â (1)Amount includes internal salaries and related benefits of personnel who work directly on capital projects as well as capitalized interest expense.(2)Amounts reported are net of insurance proceeds of $3.2 million and $2.6 million for property damage claims for the years ended December 31, 2024 and 2023, respectively.We expect our capital expenditures to reach $110 million - $120 million in 2025, which includes $45 million - $55 million related to development and redevelopment projects. We anticipate that obligations related to capital improvements, as well as redevelopment and development, in 2025 can be met with cash flows from operations, cash flows from dispositions, or borrowings on our unsecured revolving credit facility.Generally, we expect our development and redevelopment projects to stabilize within 24 months. Our underwritten incremental unlevered yields on development and redevelopment projects are expected to range between 9%-12%. Our current in process projects represent an estimated total investment of $41.3 million. Actual incremental unlevered yields may vary from our underwritten incremental unlevered yield range based on the actual total cost to complete a project and its actual incremental annual NOI at stabilization. See â€œKey Performance Indicators and Defined Termsâ€ above for further information.REAL ESTATE ACQUISITION ACTIVITYâ€”We actively monitor the commercial real estate market for properties that have future growth potential, are located in attractive demographic markets, and support our business objectives. We are currently targeting acquisitions of $350 million - $450 million annually, inclusive of our investments in our unconsolidated joint ventures. The following table highlights our wholly-owned property acquisitions during the years ended DecemberÂ 31, 2024 and 2023 (dollars in thousands):20242023Number of properties acquired12Â 11Â Number of outparcels acquired(1)(2)4Â 3Â Contract price$294,002Â $278,480Â Total price of acquisitions(3)296,268Â 270,262Â (1)Outparcels acquired are adjacent to shopping centers that we own.(2)During the year ended DecemberÂ 31, 2024, we acquired an outparcel adjacent to a property that is owned by our unconsolidated joint venture, GRP I. Therefore, the outparcel is an addition to our total property count. (3)Total price of acquisitions includes closing costs less credits and assumed liabilities. REAL ESTATE DISPOSITION ACTIVITYâ€”We continually evaluate our portfolio of assets for opportunities to make strategic dispositions of assets that no longer meet our growth and investment objectives or assets that have stabilized in order to capture their value. The following table highlights our property dispositions during the years ended DecemberÂ 31, 2024 and 2023 (dollars in thousands):20242023Number of properties soldâ€”Â 1Â Number of outparcels soldâ€”Â 2Â Contract priceâ€”Â $6,250Â (Payments) proceeds from sale of real estate, net(1)(2)(3)(17)7,208Â (Loss) gain on disposal of property, net(2)(3)(30)1,110Â (1)Total proceeds from sale of real estate, net includes closing costs less credits.(2)Activity for the year ended December 31, 2023 includes land acquired from us by local authorities.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K42(3)We sold no properties during the year ended DecemberÂ 31, 2024, but we recognized a minimal loss on disposal of property due to miscellaneous write-off activity and expenses related to previous and future potential dispositions.DISTRIBUTIONSâ€”We elected to be taxed as a REIT for federal income tax purposes commencing with our taxable year ended December 31, 2010. As a REIT, we have made, and intend to continue to make, distributions each taxable year equal to at least 90% of our taxable income (excluding capital gains and computed without regard to the dividends paid deduction).In 2024, we declared and paid monthly distributions of $0.0975 per common share and OP unit, or $1.17 annualized, for each month beginning January 2024 through August 2024. In September 2024, the Board authorized a 5.1% increase of our monthly distribution rate to $0.1025 per common share and OP unit. We declared and paid monthly distributions of $0.1025 per common share and OP unit, or $1.23 annualized, for each month beginning September 2024 through December 2024. The December 2024 and January 2025 distributions of $0.1025 per common share and OP unit were paid on January 3, 2025 and February 4, 2025, respectively. In 2023, we declared and paid monthly distributions of $0.0933 per common share and OP unit, or $1.12 annualized, for each month beginning January 2023 through August 2023. We declared and paid monthly distributions of $0.0975 per common share and OP unit, or $1.17 annualized, an increase of 4.5%, for each month beginning September 2023 through December 2023. To maintain our qualification as a REIT, we must make aggregate annual distributions to our stockholders of at least 90% of our REIT taxable income (which is computed without regard to the dividends paid deduction or net capital gain, and which does not necessarily equal net income or loss as calculated in accordance with GAAP). We generally will not be subject to U.S. federal income tax on the income that we distribute to our stockholders each year due to meeting the REIT qualification requirements. However, we may be subject to certain state and local taxes on our income, property, or net worth and to federal income and excise taxes on our undistributed income.We have not established a minimum distribution level, and our charter does not require that we make distributions to our stockholders. SHARE REPURCHASE PROGRAMâ€”In August 2022, our Board approved a share repurchase program of up to $250Â million of common stock. The program may be suspended or discontinued at any time, and does not obligate us to repurchase any dollar amount or particular number of shares. No share repurchases have been made to date under this program.CASH FLOW ACTIVITIESâ€”As of DecemberÂ 31, 2024, we had cash and cash equivalents and restricted cash of $8.6 million, a net cash decrease of $0.2 million during the year ended DecemberÂ 31, 2024.Below is a summary of our cash flow activity for the years ended DecemberÂ 31, 2024 and 2023 (dollars in thousands):Â Â Â 2024Â Â Â 2023$ Change% ChangeNet cash provided by operating activities$334,710Â $290,968Â $43,742Â 15.0Â %Net cash used in investing activities(392,944)(353,386)(39,558)(11.2)%Net cash provided by financing activities58,005Â 53,947Â 4,058Â (7.5)%OPERATING ACTIVITIESâ€”Our net cash provided by operating activities was primarily impacted by the following:â€¢Property operations and working capitalâ€”Most of our operating cash comes from rental and tenant recovery income received less property operating expenses, real estate taxes, and general and administrative costs paid. The increase in property operations was primarily due to a $15.9 million, or 3.8%, improvement in Same-Center NOI as compared to 2023, and the execution of our acquisition strategy. During the year ended December 31, 2024, we had a net cash inflow of $9.7 million from changes in working capital as compared to a net cash outlay of $9.4 million during the same period in 2023. This change was primarily driven by the timing of interest payments resulting from our 2024 senior notes, which now occur semiannually versus primarily monthly in the past.INVESTING ACTIVITIESâ€”Our net cash used in investing activities was primarily impacted by the following:â€¢Real estate acquisitionsâ€”During the year ended December 31, 2024, our acquisitions resulted in a total cash outlay of $296.3 million, as compared to a total cash outlay of $270.3 million during the same period in 2023.â€¢Investment in unconsolidated joint venturesâ€”During the year ended December 31, 2024, we invested $8.4 million in our new investments in NRV and Neighborhood Grocery Catalyst Fund LLC (â€œNGCFâ€).â€¢Capital expendituresâ€”We invest capital into leasing our properties and maintaining or improving the condition of our properties. During the year ended DecemberÂ 31, 2024, we paid $95.1 million for capital expenditures compared to $95.3 million over the same period in 2023, which included our development and redevelopment activity.â€¢Real estate dispositionsâ€”During the year ended December 31, 2024, we sold no properties, but we had minimal net cash outflows for expenses related to previous and future potential dispositions. During the year ended December 31, 2023, we sold one property and two outparcels resulting in a net cash inflow of $7.2 million.FINANCING ACTIVITIESâ€”Our net cash provided by financing activities was primarily impacted by the following:â€¢Debt borrowings and paymentsâ€”During the year ended December 31, 2024, we had $133.6 million in net borrowings primarily as a result of our May and September 2024 senior notes, payments on our term loans, and net repayments under our revolving credit facility. During the year ended December 31, 2023, we had $64.2 million in net borrowings primarily as result of net borrowings under our revolving credit facility. See â€œDebt Activityâ€ above for more details.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K43â€¢Issuance of common stockâ€”During the year ended December 31, 2024, we issued 1.9Â million shares of our common stock under our ATM programs for net proceeds of $73.8Â million. During the year ended December 31, 2023, we issued 4.2Â million shares of our common stock under the ATM program for net proceeds of $147.6Â million.â€¢Distributions to stockholders and OP unit holdersâ€”Cash used for distributions to common stockholders and OP unit holders decreased by $2.6 million during the year ended December 31, 2024 as compared to the same period in 2023, primarily due to the timing of the funding for our December 2024 distribution payment partially offset by the increase in shares of common stock outstanding as a result of issuances under our ATM programs and our distribution increases in both 2023 and 2024.CRITICAL ACCOUNTING ESTIMATESBelow is a discussion of our critical accounting estimates. Our accounting policies have been established to conform with GAAP. We consider these policies critical because they involve significant management judgments and assumptions, require estimates about matters that are inherently uncertain, and are important for understanding and evaluating our reported financial results. These judgments affect the reported amounts of assets at the dates of the consolidated financial statements, as well as the reported amounts of revenue during the reporting periods. With different estimates or assumptions, materially different amounts could be reported in our consolidated financial statements. Additionally, other companies may utilize different estimates that may impact the comparability of our results of operations to those of companies in similar businesses.Â Real Estate Valuationâ€”We assess the fair value of acquired real estate and allocate the purchase price of real estate assets and liabilities acquired based upon their estimated fair values as of the acquisition date. The allocation requires the use of market based estimates and assumptions including estimated market lease rates and comparable acquisitions, historical operating results, carrying costs during lease-up periods, discount and capitalization rates, market absorption periods, and the number of years the property will be held for investment.Quarterly, we review our owned real estate properties, including those classified as real estate held for sale, for evidence of impairment, which requires us, at times, to estimate the fair value of our real estate assets. Valuing our investment in real estate assets requires us to utilize a significant amount of judgment in the inputs that we select for impairment testing and other analyses. We select these inputs based on all available evidence and using techniques that are commonly employed by other real estate companies. Examples of these inputs include projected revenue and expense growth rates, estimates of future cash flows, anticipated holding periods, capitalization rates, general economic conditions and trends, and other available market data. We believe that our real estate valuation estimates are based on reasonable assumptions. However, the use of inappropriate estimates could result in an incorrect valuation of our real estate properties, at acquisition or during our ownership period, which could result in material impairment losses in the future. Rental Incomeâ€”The majority of our revenue is lease revenue derived from our real estate assets, for which we are the lessor. Lease receivables are reviewed continually to determine whether or not it is probable that we will realize substantially all remaining lease payments for each of our Neighbors (i.e., whether a Neighbor is deemed to be a credit risk). If we determine it is not probable that we will collect substantially all of the remaining lease payments from a Neighbor, revenue for that Neighbor is recorded on a cash basis (â€œcash-basis Neighborâ€), including no longer recognizing straight-line rent receivables and/or receivables for recoverable expenses. We will resume recording lease income on an accrual basis for cash-basis Neighbors once we believe the collection of rent for the remaining lease term is probable, which will generally be after a period of regular payments and no remaining unpaid rent for a certain timeframe. Neighbors who represent approximately 2% of our ABR were on our watchlist for review for collectibility as of DecemberÂ 31, 2024. However, not all of our watchlist Neighbors had an open receivable balance with us at DecemberÂ 31, 2024.Additionally, we record a general reserve based on our review of operating lease receivables at a company level to ensure they are properly valued based on analysis of historical uncollectible tenant receivables, outstanding balances, and the current economic climate.The aforementioned adjustments, as well as any reserve for disputed charges, are recorded as a reduction of Rental Income on the consolidated statements of operations and comprehensive income (â€œconsolidated statements of operationsâ€).Our revenue collectibility estimates are made based on historical experience, the current economic climate, and other Neighbor-specific factors. While we do not believe there is a reasonable likelihood of a material change in the estimates or assumptions that we use to recognize revenue, if actual payment levels were to vary significantly from estimates, we may be exposed to decreases in rental income that could be material or increases of non-cash straight-line income when a cash-basis Neighbor moves back to accrual accounting in accordance with GAAP. ITEMÂ 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKINTEREST RATE RISKâ€”We utilize interest rate swaps in order to hedge a portion of our exposure to interest rate fluctuations. We do not intend to enter into derivative or interest rate transactions for speculative purposes.Â Our hedging decisions are determined based upon the facts and circumstances existing at the time of the hedge and may differ from our currently anticipated hedging strategy.Â Because we use derivative financial instruments to hedge against interest rate fluctuations, we may be exposed to both credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. If the fair value of a derivative contract is positive, the counterparty will owe us, PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K44which creates credit risk for us. If the fair value of a derivative contract is negative, we will owe the counterparty and, therefore, do not have credit risk. We seek to minimize the credit risk in derivative instruments by entering into transactions with high-quality counterparties. Market risk is the adverse effect on the value of a financial instrument that results from a change in interest rates. The market risk associated with interest-rate contracts is managed by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken.Â As of DecemberÂ 31, 2024, we had three interest rate swaps that fixed SOFR on $475 million of our unsecured term loan facilities.In January 2024, we entered into an interest rate swap which has a notional amount of $150 million and swaps SOFR for a fixed rate of approximately 3.45% effective September 2024 and maturing December 2025. As of DecemberÂ 31, 2024, we had not fixed the interest rate on $149.8 million of our unsecured debt through derivative financial instruments, and as a result, we are subject to the potential impact of rising interest rates, which could negatively impact our profitability and cash flows. We estimate that a one percentage point increase in interest rates on the outstanding balance of our variable-rate debt at DecemberÂ 31, 2024 would result in approximately $1.5 million of additional interest expense annually. The additional interest expense was determined based on the impact of hypothetical interest rates on our borrowing cost and assumes no changes in our capital structure. For further discussion of certain quantitative details related to our interest rate swaps, see Note 9.The information presented above does not consider all exposures or

positions that could arise in the future. Hence, the information represented herein has limited predictive value. As a result, the ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the period, the hedging strategies at the time, and the related interest rates.See further discussion on interest amounts on our variable rate debt in Note 8 and discussion on the swap rate for our interest rate swaps in Note 9. FOREIGN CURRENCY EXCHANGE RISKâ€”We do not have any foreign operations, and thus, we are not exposed to foreign currency fluctuations.ITEMÂ 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATASee the Index to Consolidated Financial Statements on page F-1 of this report.ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURENot applicable.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K45ITEMÂ 9A. CONTROLS AND PROCEDURESEvaluation of Disclosure Controls and ProceduresAs required by Rule 13a-15(b) and Rule 15d-15(b) under the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), our management, with the participation of our Principal Executive Officer and Principal Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) as of DecemberÂ 31, 2024. Based on that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) were effective as of DecemberÂ 31, 2024, at a reasonable assurance level.Managementâ€™s Annual Report on Internal Control Over Financial ReportingOur management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f) and Rule 15d-15(f). Our system of internal control over financial reporting is designed to provide reasonable assurance regarding the preparation and fair presentation of the consolidated financial statements for external purposes in accordance with GAAP. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, because of changes in conditions, the effectiveness of an internal control system may vary over time.Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (â€œCOSOâ€). Based on our evaluation under the framework in Internal Control - Integrated Framework (2013) issued by the COSO, our management concluded that our internal control over financial reporting was effective as of DecemberÂ 31, 2024.DeloitteÂ & Touche LLP, an independent registered public accounting firm that audited our financial statements, which are included in Item 8 of this Annual Report on Form 10-K, has issued an attestation report on managementâ€™s internal control over financial reporting, which is included in this Item 9A under the caption "Report of Independent Registered Public Accounting Firmâ€.Changes in Internal Control over Financial ReportingDuring the quarter ended DecemberÂ 31, 2024, there were no changes in our internal control over financial reporting (as defined in RuleÂ 13a-15(f) and Rule 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K46REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMTo the Stockholders and the Board of Directors of Phillips Edison & Company, Inc.Opinion on Internal Control over Financial ReportingWe have audited the internal control over financial reporting of Phillips Edison & Company, Inc. and subsidiaries (the "Company") as of December 31, 2024, based on criteria established in Internal Control â€” Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control â€” Integrated Framework (2013) issued by COSO.We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated FebruaryÂ 11, 2025, expressed an unqualified opinion on those financial statements.Basis for OpinionThe Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.Definition and Limitations of Internal Control over Financial ReportingA company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate./s/ Deloitte & Touche LLPCincinnati, Ohio FebruaryÂ 11, 2025 PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K47ITEM 9B. OTHER INFORMATIONNot applicable.ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONSNot applicable.w PART IIIITEMÂ 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCEWe have adopted an Insider Trading Policy governing the purchase, sale, and/or other dispositions of our securities by directors, officers, and employees, and have implemented processes for the Company, that we believe are designed to promote compliance with insider trading laws, rules, and regulations and any applicable listing standards. A copy of our Insider Trading Policy is filed with this Annual Report on Form 10-K as Exhibit 19.The other information required by this Item is included under the caption â€œInformation about our Executive Officersâ€ in Part I hereof or will be included in our definitive proxy statement to be filed with the U.S. Securities and Exchange Commission (â€œSECâ€) within 120 days after DecemberÂ 31, 2024 in connection with the Company's 2025 Annual Meeting of Stockholders, and is hereby incorporated by reference into this Form 10-K.ITEM 11. EXECUTIVE COMPENSATIONThe information required by this Item will be included in our definitive proxy statement to be filed with the SEC within 120 days after December 31, 2024 in connection with the Company's 2025 Annual Meeting of Stockholders, and is hereby incorporated by reference into this Form 10-K.ITEMÂ 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERSThe information required by this Item will be included in our definitive proxy statement to be filed with the SEC within 120 days after December 31, 2024 in connection with the Company's 2025 Annual Meeting of Stockholders, and is hereby incorporated by reference into this Form 10-K.ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCEThe information required by this Item will be included in our definitive proxy statement to be filed with the SEC within 120 days after December 31, 2024 in connection with the Company's 2025 Annual Meeting of Stockholders, and is hereby incorporated by reference into this Form 10-K.ITEMÂ 14. PRINCIPAL ACCOUNTANT FEES AND SERVICESThe information required by this Item will be included in our definitive proxy statement to be filed with the SEC within 120 days after December 31, 2024 in connection with the Company's 2025 Annual Meeting of Stockholders, and is hereby incorporated by reference into this Form 10-K.PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K48w PART IVITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES(a) Financial Statement SchedulesSee the Index to Consolidated Financial Statements on page F-1 of this report.(b) Exhibits Ex.DescriptionReference2.1Contribution Agreement, dated as of May 18, 2017, between Phillips Edison Grocery Center REIT I, Inc., Phillips Edison Grocery Center Operating Partnership I, L.P., and the Contributors Listed ThereinForm 8-K, filed May 23, 2017, Exhibit 2.12.2Amendment to Contribution Agreement, between Phillips Edison & Company, Inc. (f/k/a Phillips Edison Grocery Center REIT I, Inc.), Phillips Edison Grocery Center Operating Partnership I, L.P., and the Contributors listed therein, dated as of March 12, 2019Form 10-K, filed March 13, 2019, Exhibit 2.23.1Fifth Articles of Amendment and Restatement of Phillips Edison & Company, Inc., as amendedForm 10-Q, filed May 5, 2022, Exhibit 3.13.2Fifth Amended and Restated Bylaws of Phillips Edison & Company, Inc.Form 8-K, filed July 19, 2021, Exhibit 3.14.1Statement regarding restrictions on transferability of shares of common stock (to appear on stock certificate or to be sent upon request and without charge to stockholders issued shares without certificates)Form S-11, filed March 1, 2010, Exhibit 4.24.2Fourth Amended and Restated Agreement of Limited Partnership of Phillips Edison Grocery Center Operating Partnership I, L.P.Form 10-K, filed March 30, 2018, Exhibit 4.44.3Description of Phillips Edison & Company, Inc.â€™s Securities Registered Under Section 12 of the Securities Exchange Act of 1934Form 10-K, filed March 12, 2021, Exhibit 4.54.4Indenture, dated as of October 6, 2021, by and among Phillips Edison Grocery Center Operating Partnership I, L.P., as issuer, Phillips Edison & Company, Inc., as guarantor, and U.S. Bank National Association, as trusteeForm 8-K, filed October 6, 2021, Exhibit 4.14.5First Supplemental Indenture, dated as of October 6, 2021, by and among Phillips Edison Grocery Center Operating Partnership I, L.P., as issuer, Phillips Edison & Company, Inc., as guarantor, and U.S. Bank National Association, as trusteeForm 8-K, filed October 6, 2021, Exhibit 4.24.6Second Supplemental Indenture, dated as of May 13, 2024, by and among Phillips Edison Grocery Center Operating Partnership I, L.P., as issuer, Phillips Edison & Company, Inc., as guarantor, and U.S. Bank Trust Company National Association, as trustee.Form 8-K, filed May 13, 2024, Exhibit 4.24.7Third Supplemental Indenture, dated as of September 12, 2024, by and among Phillips Edison Grocery Center Operating Partnership I, L.P., as issuer, Phillips Edison & Company, Inc., as guarantor, and U.S. Bank Trust Company National Association, as trustee.Form 8-K, filed September 12, 2024, Exhibit 4.210.1Tax Protection Agreement dated as of October 4, 2017 by and among Phillips Edison Grocery Center REIT I, Inc., Phillips Edison Grocery Center Operating Partnership I, L.P. and each Protected Partner identified as a signatory on Schedule I, as amended from time to timeForm 8-K, filed October 11, 2017, Exhibit 10.210.2Tax Protection Agreement by and among Phillips Edison & Company, Inc., Phillips Edison Grocery Center Operating Partnership I, L.P., and each Protected Partner identified as a signatory on Schedule IForm 8-K, filed July 19, 2021, Exhibit 10.110.3Equityholder Agreement dated October 4, 2017 by and among Phillips Edison Grocery Center REIT I, Inc., Phillips Edison Grocery Center Operating Partnership I, L.P. and each of the individuals signatory theretoForm 8-K, filed October 11, 2017, Exhibit 10.310.4Credit Agreement among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto, and PNC Bank, National Association as administrative agent, dated July 2, 2021 Form 8-K, filed July 2, 2021, Exhibit 10.1PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K49Ex.DescriptionReference10.5First Amendment to the Credit Agreement among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto, and PNC Bank, National Association as administrative agent, dated May 20, 2022Form 8-K, filed May 20, 2022, Exhibit 10.110.6Loan Agreement by and among the Borrowers and Teachers Insurance and Annuity Association of America, dated October 4, 2017Form 10-Q, filed November 9, 2017, Exhibit 10.1010.7Form of Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture FilingForm 10-Q, filed November 9, 2017, Exhibit 10.1110.8Phillips Edison & Company, Inc. 2020 Omnibus Incentive Plan*Schedule 14A, filed April 7, 2020, Appendix A10.9First Amendment to Phillips Edison & Company, Inc. 2020 Omnibus Incentive Plan *Schedule 14A, filed April 9, 2021, Appendix A10.10Amended and Restated 2010 Independent Director Stock Plan*Form S-11/A, filed August 11, 2010, Exhibit 10.310.11Amended and Restated 2010 Long-Term Incentive Plan*Form 10-Q, filed November 9, 2017, Exhibit 10.1410.12Phillips Edison and Company, Inc. Amended & Restated Executive Severance and Change in Control Plan dated March 11, 2020*Form S-11/A, filed July 7, 2021, Exhibit 10.1910.13Equity Vesting Agreement with Devin Murphy dated October 2, 2017*Form 10-Q, filed November 9, 2017, Exhibit 10.1510.14Participation Agreement for Jeffrey Edison dated October 4, 2017*Form 10-Q, filed November 9, 2017, Exhibit 10.1610.15Participation Agreement for Devin Murphy dated October 4, 2017*Form 10-Q, filed November 9, 2017, Exhibit 10.1710.16Participation Agreement for Robert Myers dated October 4, 2017*Form 10-Q, filed November 9, 2017, Exhibit 10.1810.17Participation Agreement for Tanya Brady dated March 12, 2019*Form 10-K, filed March 13, 2019, Exhibit 10.2310.18Participation Agreement for John Caulfield dated August 7, 2019*Form 10-Q, filed August 12, 2019, Exhibit 10.110.192019 Performance LTIP Unit Award Agreement for Jeffrey S. Edison, dated March 12, 2019*Form 10-K, filed March 13, 2019, Exhibit 10.2610.20Amendment to 2019 Performance LTIP Unit Award Agreement for Jeffrey S. Edison, dated March 11, 2020*Form 10-K, filed March 12, 2020, Exhibit 10.2210.212019 Performance LTIP Unit Award Agreement for Devin I. Murphy, dated March 12, 2019*Form 10-K, filed March 13, 2019, Exhibit 10.2710.22Amendment to 2019 Performance LTIP Unit Award Agreement for Devin I. Murphy, dated March 11, 2020*Form 10-K, filed March 12, 2020, Exhibit 10.2410.23Form of LTIP Listing Equity Grant*Form S-11/A, filed July 7, 2021, Exhibit 10.3210.24Form of LTIP Listing Equity Grant (Murphy)*Form S-11/A, filed July 7, 2021, Exhibit 10.3310.25Form of RSU Listing Equity Grant*Form S-11/A, filed July 7, 2021, Exhibit 10.3410.26Form of Restricted Stock Listing Equity Grant*Form S-11/A, filed July 7, 2021, Exhibit 10.3510.27Form of Performance LTIP Unit Award Agreement (2022)*Form 8-K, filed March 4, 2022, Exhibit 10.110.28Form of Performance LTIP Unit Award Agreement (2022 - Murphy)*Form 8-K, filed March 4, 2022, Exhibit 10.210.29Form of Time-Based LTIP Unit Award Agreement (2022)*Form 8-K, filed March 4, 2022, Exhibit 10.310.30Form of Time-Based LTIP Unit Award Agreement (2022 - Murphy)*Form 8-K, filed March 4, 2022, Exhibit 10.410.31Second Amended and Restated Credit Agreement, dated as of July 31, 2023, among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto, and Bank of America, N.A., as administrative agentForm 10-Q, filed August 2, 2023, Exhibit 10.110.32Amended and Restated Credit Agreement, dated as of July 31, 2023, among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto and Capital One, National Association, as administrative agentForm 10-Q, filed August 2, 2023, Exhibit 10.210.33Amended and Restated Credit Agreement, dated as of July 31, 2023, among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto and KeyBank National Association, as administrative agentForm 10-Q, filed August 2, 2023, Exhibit 10.3PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K50Ex.DescriptionReference10.34Form of Time-Based LTIP Unit Award Agreement (Directors)*Form 10-Q, filed July 26, 2024, Exhibit 10.110.35Second Amendment to Credit Agreement among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto and PNC Bank, National Association, as administrative agent, dated January 9, 2025Form 8-K, filed January 10, 2025, Exhibit 10.110.36First Amendment to Second Amended and Restated Credit Agreement among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto and Bank of America, N.A., as administrative agent, dated February 4, 2025Form 8-K, filed February 7, 2025, Exhibit 10.110.37First Amendment to Amended and Restated Credit Agreement among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto and KeyBank National Association, as administrative agent, dated February 4, 2025Form 8-K, filed February 7, 2025, Exhibit 10.210.38First Amendment to Amended and Restated Credit Agreement among Phillips Edison Grocery Center Operating Partnership I, L.P., Phillips Edison & Company, Inc., the lenders party thereto and Capital One, National Association, as administrative agent, dated February 4, 2025Form 8-K, filed February 7, 2025, Exhibit 10.319Insider Trading Policy**21.1Subsidiaries of the Company**22.1List of Issuers of Guaranteed Securities**23.1Consent of Deloitte & Touche LLP**31.1Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**31.2Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**32.1Certification of Principal Executive Officer pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002***32.2Certification of Principal Financial Officer pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002***97Phillips Edison & Company, Inc. Policy for Recovery of Erroneously Awarded CompensationForm 10-K, filed February 12, 2024, Exhibit 97101.1The following information from the Companyâ€™s annual report on Form 10-K for the year ended DecemberÂ 31, 2024, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations and Comprehensive Income; (iii) Consolidated Statements of Equity; and (iv)Â Consolidated Statements of Cash Flows101.INSInline XBRL Instance Document101.SCHInline XBRL Taxonomy Extension Schema Document101.CALInline XBRL Taxonomy Extension Calculation Linkbase Document101.DEFInline XBRL Taxonomy Extension Definition Linkbase Document101.LABInline XBRL Taxonomy Extension Label Linkbase Document101.PREInline XBRL Taxonomy Extension Presentation Linkbase Document104Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) * Management Contract or Compensatory Plan ** Filed herewith*** Furnished herewithITEM 16. FORM 10-K SUMMARYNot applicable.

PHILLIPS EDISON & COMPANYDECEMBERÂ 31, 2024 FORM 10-K51INDEX TO CONSOLIDATED FINANCIAL STATEMENTSÂ Financial StatementsPageÂ Â Report of Independent Registered Public Accounting Firm (PCAOB ID No. 34)F-2Consolidated Balance Sheets as of December 31, 2024 and 2023Â Â Â Â Â Â Â Â Â F-4Consolidated Statements of Operations and Comprehensive Income for the Years Ended December 31, 2024, 2023, and 2022F-5Consolidated Statements of Equity for the Years Ended December 31, 2024, 2023, and 2022Â Â Â Â Â Â Â Â Â F-6Consolidated Statements of Cash Flows for the Years Ended December 31, 2024, 2023, and 2022F-7Notes to Consolidated Financial StatementsF-9Schedule III - Real Estate Assets and Accumulated Depreciation*Â Â Â Â Â Â Â Â F-33*All schedules other than the one listed in the index have been omitted as the required information is either not applicable or the information is already presented in the consolidated financial statements or the related notes.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-1REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMTo the Stockholders and the Board of Directors of Phillips Edison & Company, Inc.Opinion on the Financial StatementsWe have audited the accompanying consolidated balance sheets of Phillips Edison & Company, Inc. and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of operations and comprehensive income, equity, and cash flows, for each of the three years in the period ended December 31, 2024, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control â€“ Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated FebruaryÂ 11, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.Basis for OpinionThese financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.Critical Audit MatterThe critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.Allocation of Purchase Price for Investment in Real Estate Assets â€“ Refer to Notes 2 and 4 to the financial statementsCritical Audit Matter DescriptionDuring the year ended December 31, 2024, the Company acquired twelve properties and four outparcels for an aggregate purchase price of $294 million. The Company accounted for the acquisitions as asset acquisitions. Accordingly, the purchase price paid for assets acquired and liabilities assumed was allocated, based on their relative fair values, to building and building improvements, land and land improvements, furniture, fixtures, and equipment, in-place leases, and other intangible assets and assumed liabilities. Estimates of fair values were based upon assumptions that the Company believes are similar to those used by independent appraisers. Valuation assumptions utilized include comparable sales transactions, costs to replace certain assets, market rents, discount rates, and terminal capitalization rates.We identified the acquisitions as a critical audit matter because of the significant estimates management makes to determine the fair values of assets acquired and liabilities assumed. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of managementâ€™s assumptions.How the Critical Audit Matter Was Addressed in the AuditOur audit procedures related to allocation of purchase price for investment in real estate assets included the following, among others:â€¢We tested the effectiveness of controls over the purchase price allocation, including managementâ€™s controls over the identification of real estate assets, and the valuation methodology for estimating the fair value of assets acquired and liabilities assumed.â€¢For each acquisition:â—¦We obtained and evaluated the third-party purchase price allocation report, along with relevant supporting documentation, such as the executed purchase and sale agreement, property condition assessment, executed closing statement, and recorded journal entry in order to corroborate our understanding of the substance of the acquisition obtained through inquiry with the Companyâ€™s PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-2management, as well as assess the completeness of the assets acquired and liabilities assumed as part of the acquisition.â—¦We tested the fair value estimates allocated to the assets acquired and liabilities assumed by comparing the estimates to average historical allocations determined by the Company to identify outliers for further investigation.â€¢With the assistance of our fair value specialists, for those acquisitions that we deemed to possess characteristics of additional audit interest, we:â—¦Evaluated the reasonableness of the valuation and allocation methodology and related inputs, including comparable sales transactions, costs to replace certain assets, market rents, discount rates, and terminal capitalization rates.â—¦Tested the mathematical accuracy of the calculations and compared the key inputs used in the projections to external market sources./s/ DeloitteÂ & Touche LLPCincinnati, OhioFebruaryÂ 11, 2025 We have served as the Company's auditor since 2009.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-3PHILLIPS EDISON & COMPANY, INC.CONSOLIDATED BALANCE SHEETSAS OF DECEMBER 31, 2024 AND 2023(In thousands, except per share amounts)Â Â 20242023ASSETSÂ Â Â Â Investment in real estate:Â Â Â Â Land and improvements$1,867,227Â $1,768,487Â Building and improvements4,085,713Â 3,818,184Â In-place lease assets523,209Â 495,525Â Above-market lease assets76,359Â 74,446Â Total investment in real estate assets6,552,508Â 6,156,642Â Accumulated depreciation and amortization(1,771,052)(1,540,551)Net investment in real estate assets4,781,456Â 4,616,091Â Investment in unconsolidated joint ventures31,724Â 25,220Â Total investment in real estate assets, net4,813,180Â 4,641,311Â Cash and cash equivalents4,881Â 4,872Â Restricted cash3,768Â 4,006Â Goodwill29,066Â 29,066Â Other assets, net195,328Â 186,411Â Total assets$5,046,223Â $4,865,666Â LIABILITIES AND EQUITYÂ Â Â Â Liabilities:Â Â Â Â Debt obligations, net$2,109,543Â $1,969,272Â Below-market lease liabilities, net116,096Â 108,223Â Accounts payable and other liabilities163,692Â 116,461Â Deferred income22,907Â 18,359Â Total liabilities2,412,238Â 2,212,315Â Commitments and contingencies (see Note 11)â€”Â â€”Â Equity:Â Â Â Â Preferred stock, $0.01 par value per share, 10,000 shares authorized, zero shares issued and outstanding at December 31, 2024 and 2023â€”Â â€”Â Common stock, $0.01 par value per share, 1,000,000 shares authorized, 125,120 and 122,024 shares issued and outstanding at December 31, 2024 and 2023, respectively1,251Â 1,220Â Additional paid-in capital (â€œAPICâ€)3,646,801Â 3,546,838Â Accumulated other comprehensive income (â€œAOCIâ€)4,305Â 10,523Â Accumulated deficit(1,332,435)(1,248,273)Total stockholdersâ€™ equity2,319,922Â 2,310,308Â Noncontrolling interests314,063Â 343,043Â Total equity2,633,985Â 2,653,351Â Total liabilities and equity$5,046,223Â $4,865,666Â See notes to consolidated financial statements.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-4PHILLIPS EDISON & COMPANY, INC.CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024, 2023, AND 2022 (In thousands, except per share amounts)Â Â 202420232022Revenues:Â Â Â Â Â Â Rental income$647,589Â $597,501Â $560,538Â Fees and management income10,731Â 9,646Â 11,541Â Other property income3,072Â 2,977Â 3,293Â Total revenues661,392Â 610,124Â 575,372Â Operating Expenses:Â Â Â Â Â Â Property operating112,633Â 102,303Â 95,359Â Real estate taxes77,684Â 72,816Â 67,864Â General and administrative45,611Â 44,366Â 45,235Â Depreciation and amortization253,016Â 236,443Â 236,224Â Impairment of real estate assetsâ€”Â â€”Â 322Â Total operating expenses488,944Â 455,928Â 445,004Â Other:Â Â Â Â Â Â Interest expense, net(96,990)(84,232)(71,196)(Loss) gain on disposal of property, net(30)1,110Â 7,517Â Other expense, net(5,732)(7,312)(12,160)Net income69,696Â 63,762Â 54,529Â Net income attributable to noncontrolling interests(7,011)(6,914)(6,206)Net income attributable to stockholders$62,685Â $56,848Â $48,323Â Earnings per share of common stock:Â Net income per share attributable to stockholders - basic and diluted (see Note 14)$0.51Â $0.48Â $0.42Â Comprehensive income:Net income$69,696Â $63,762Â $54,529Â Other comprehensive (loss) income:Change in unrealized value on interest rate swaps(6,961)(11,816)51,285Â Comprehensive income62,735Â 51,946Â 105,814Â Net income attributable to noncontrolling interests(7,011)(6,914)(6,206)Change in unrealized value on interest rate swaps attributable to noncontrolling interests701Â 1,265Â (5,736)Reallocation of comprehensive income upon conversion of noncontrolling interests42Â 71Â 273Â Comprehensive income attributable to stockholders$56,467Â $46,368Â $94,145Â See notes to consolidated financial statements.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-5PHILLIPS EDISON & COMPANY, INC.CONSOLIDATED STATEMENTS OF EQUITYFOR THE YEARS ENDED DECEMBER 31, 2024, 2023, AND 2022 (In thousands, except per share amounts)Â Â Common StockClass B Common StockAPICAOCIAccumulated DeficitTotal Stockholdersâ€™ EquityNoncontrolling InterestsTotal EquityÂ Â SharesAmountSharesAmountBalance at January 1, 202219,550Â $196Â 93,665Â $936Â $3,264,038Â $(24,819)$(1,090,837)$2,149,514Â $326,812Â $2,476,326Â Conversion of Class B common stock93,665Â 936Â (93,665)(936)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock2,633Â 26Â â€”Â â€”Â 90,098Â â€”Â â€”Â 90,124Â â€”Â 90,124Â Offering costs, discounts, and commissionsâ€”Â â€”Â â€”Â â€”Â (1,090)â€”Â â€”Â (1,090)Change in unrealized value on interest rate swapsâ€”Â â€”Â â€”Â â€”Â 45,549Â â€”Â 45,549Â 5,736Â 51,285Â Common distributions declared, $1.0932 per Â Â Â shareâ€”Â â€”Â â€”Â â€”Â â€”Â (127,151)(127,151)â€”Â (127,151)Distributions to noncontrolling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (16,241)(16,241)Share-based compensation109Â 1Â â€”Â â€”Â 5,528Â â€”Â â€”Â 5,529Â 9,877Â 15,406Â Conversion of noncontrolling interests1,169Â 12Â â€”Â â€”Â 25,404Â 273Â â€”Â 25,689Â (25,689)â€”Â Settlement of earn-out liability â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 54,245Â 54,245Â Net incomeâ€”Â â€”Â â€”Â â€”Â 48,323Â 48,323Â 6,206Â 54,529Â Balance at December 31, 2022117,126Â 1,171Â â€”Â â€”Â 3,383,978Â 21,003Â (1,169,665)2,236,487Â 360,946Â 2,597,433Â Issuance of common stock4,170Â 42Â â€”Â â€”Â 150,793Â â€”Â â€”Â 150,835Â â€”Â 150,835Â Offering costs, discounts, and commissionsâ€”Â â€”Â â€”Â â€”Â (1,939)â€”Â â€”Â (1,939)â€”Â (1,939)Change in unrealized value on interest rate swapsâ€”Â â€”Â â€”Â â€”Â (10,551)â€”Â (10,551)(1,265)(11,816)Common distributions declared, $1.1364 per Â Â Â shareâ€”Â â€”Â â€”Â â€”Â â€”Â (135,456)(135,456)â€”Â (135,456)Distributions to noncontrolling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (16,334)(16,334)Share-based compensation211Â 2Â â€”Â â€”Â 1,164Â â€”Â â€”Â 1,166Â 5,700Â 6,866Â Conversion of noncontrolling interests517Â 5Â â€”Â â€”Â 12,842Â 71Â â€”Â 12,918Â (12,918)â€”Â Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 56,848Â 56,848Â 6,914Â 63,762Â Balance at December 31, 2023122,024Â 1,220Â â€”Â â€”Â 3,546,838Â 10,523Â (1,248,273)2,310,308Â 343,043Â 2,653,351Â Issuance of common stock1,903Â 19Â â€”Â â€”Â 72,826Â â€”Â â€”Â 72,845Â â€”Â 72,845Â Offering costs, discounts, and commissionsâ€”Â â€”Â â€”Â â€”Â (929)â€”Â â€”Â (929)â€”Â (929)Change in unrealized value on interest rate swapsâ€”Â â€”Â â€”Â â€”Â (6,260)â€”Â (6,260)(701)(6,961)Common distributions declared, $1.19 per shareâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (146,847)(146,847)â€”Â (146,847)Distributions to noncontrolling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (16,867)(16,867)Share-based compensation140Â 2Â â€”Â â€”Â 2,694Â â€”Â â€”Â 2,696Â 7,001Â 9,697Â Conversion of noncontrolling interests1,053Â 10Â â€”Â â€”Â 25,372Â 42Â â€”Â 25,424Â (25,424)â€”Â Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 62,685Â 62,685Â 7,011Â 69,696Â Balance at December 31, 2024125,120Â $1,251Â â€”Â $â€”Â $3,646,801Â $4,305Â $(1,332,435)$2,319,922Â $314,063Â $2,633,985Â See notes to consolidated financial statements.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-6PHILLIPS EDISON & COMPANY, INC.CONSOLIDATED STATEMENTS OF CASH FLOWSFOR THE YEARS ENDED DECEMBER 31, 2024, 2023, AND 2022 (In thousands)Â Â 202420232022CASH FLOWS FROM OPERATING ACTIVITIES:Â Â Â Â Â Â Net income$69,696Â $63,762Â $54,529Â Adjustments to reconcile net income to net cash provided by operating activities:Â Â Â Â Â Â Depreciation and amortization of real estate assets251,250Â 234,260Â 232,571Â Impairment of real estate assetsâ€”Â â€”Â 322Â Depreciation and amortization of corporate assets1,766Â 2,183Â 3,653Â Net amortization of above- and below-market leases(6,587)(5,178)(4,324)Amortization of deferred financing expenses4,474Â 4,237Â 3,410Â Amortization of debt and derivative adjustments3,184Â 2,884Â 2,473Â Loss (gain) on extinguishment or modification of debt, net1,290Â 368Â (95)Loss (gain) on disposal of property, net30Â (1,110)(7,517)Impairment of investment in third partiesâ€”Â 3,000Â â€”Â Change in fair value of earn-out liabilityâ€”Â â€”Â 1,809Â Straight-line rent(9,650)(10,145)(12,301)Share-based compensation9,697Â 6,866Â 15,406Â Return on investment in unconsolidated joint ventures348Â 271Â 1,253Â Other(529)(1,018)(107)Changes in operating assets and liabilities:Â Â Â Â Â Â Other assets, net(16,623)(11,524)(10,147)Accounts payable and other liabilities26,364Â 2,112Â 9,955Â Net cash provided by operating activities334,710Â 290,968Â 290,890Â CASH FLOWS FROM INVESTING ACTIVITIES:Â Â Â Â Â Â Real estate acquisitions(296,268)(270,262)(282,000)Capital expenditures(95,084)(95,262)(104,495)(Payments) proceeds from sale of real estate, net(17)7,208Â 52,019Â Investment in unconsolidated joint ventures(8,371)â€”Â â€”Â Return of investment in unconsolidated joint ventures1,791Â 1,969Â 4,151Â Investment in marketable securities(4,081)â€”Â (3,000)Proceeds from sale of marketable securities5,848Â 400Â â€”Â Insurance proceeds for property damage claims3,238Â 2,561Â 2,080Â Net cash used in investing activities(392,944)(353,386)(331,245)CASH FLOWS FROM FINANCING ACTIVITIES:Â Â Â Â Â Â Proceeds from the issuance of common stock74,545Â 149,135Â 90,124Â Payment of offering costs(929)(1,939)(1,090)Proceeds from revolving credit facility474,000Â 503,000Â 376,000Â Payments on revolving credit facility(615,000)(401,000)(297,000)Proceeds from notes and loans payable683,047Â 58,000Â â€”Â Payments on mortgages and loans payable(408,466)(101,504)(81,920)Distributions paid(134,018)(135,749)(127,083)Distributions to noncontrolling interests(15,174)(15,996)(16,856)Net cash provided by (used in) financing activities58,005Â 53,947Â (57,825)NET DECREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH(229)(8,471)(98,180)CASH, CASH EQUIVALENTS, AND RESTRICTED CASH:Â Â Â Â Â Â Beginning of year8,878Â 17,349Â 115,529Â End of year$8,649Â $8,878Â $17,349Â RECONCILIATION TO CONSOLIDATED BALANCE SHEETS:Cash and cash equivalents$4,881Â $4,872Â $5,478Â Restricted cash3,768Â 4,006Â 11,871Â Cash, cash equivalents, and restricted cash at end of year$8,649Â $8,878Â $17,349Â PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-7PHILLIPS EDISON & COMPANY, INC.CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)FOR THE YEARS ENDED DECEMBER 31, 2024, 2023, AND 2022 (In thousands)Â Â 202420232022SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:Cash paid for interest$75,042Â $76,479Â $65,096Â Cash paid for income taxes, net922Â 689Â 194Â SUPPLEMENTAL SCHEDULE OF NON-CASH ACTIVITIES:Settlement of earn-out liabilityâ€”Â â€”Â 54,245Â Right-of-use (â€œROUâ€) assets obtained in exchange for new lease liabilities57Â 887Â 36Â Accrued capital expenditures15,934Â 9,892Â 9,834Â Assumed other liabilities225Â â€”Â â€”Â Receivable from issuance of common stock(1,700)1,700Â â€”Â Investment in third partyâ€”Â â€”Â 6,800Â Contribution of corporate assetsâ€”Â â€”Â (4,304)Assumed debt obligations, netâ€”Â 9,614Â â€”Â Assumed below-market debtâ€”Â 444Â â€”Â Above-market contractâ€”Â â€”Â (2,496)Change in distributions payable12,829Â (293)68Â Change in distributions payable - noncontrolling interests1,693Â 338Â (615)See notes to consolidated financial statements.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-8Phillips Edison & Company, Inc.Notes to Consolidated Financial StatementsÂ 1. ORGANIZATIONPhillips Edison & Company, Inc. (â€œwe,â€ the â€œCompany,â€ â€œPECO,â€ â€œour,â€ or â€œusâ€) was formed as a Maryland corporation in OctoberÂ 2009. Substantially all of our business is conducted through Phillips Edison Grocery Center Operating Partnership I, L.P. (the â€œOperating Partnershipâ€), a Delaware limited partnership formed in DecemberÂ 2009. We are a limited partner of the Operating Partnership, and our wholly-owned subsidiary, Phillips Edison Grocery Center OP GP I LLC, is the sole general partner of the Operating Partnership.We are a real estate investment trust (â€œREITâ€) that invests primarily in omni-channel grocery-anchored neighborhood and community shopping centers that have a mix of creditworthy national, regional, and local retailers that sell necessity-based goods and services in strong demographic markets throughout the United States.Â In addition to managing our own shopping centers, our third-party investment management business provides comprehensive real estate and asset management services to three unconsolidated institutional joint ventures, in which we have partial ownership interests, and one private fund (collectively, the â€œManaged Fundsâ€). As of DecemberÂ 31, 2024, we wholly-owned 294 real estate properties. Additionally, we owned a 14% interest in Grocery Retail Partners I LLC (â€œGRP Iâ€), which owned 20 properties, a 20% interest in Necessity Retail Venture LLC (â€œNRVâ€), which owned one property, and a 31% interest in

Neighborhood Grocery Catalyst Fund LLC (â€œNGCFâ€), which owned one property.The basis of presentation of our shares of common stock is described as follows:â€¢Recapitalizationâ€”On June 18, 2021, our stockholders approved an amendment to our charter (the â€œArticles of Amendmentâ€) that effected a change of each share of our common stock outstanding at the time the amendment became effective into one share of a newly created class of Class B common stock (the â€œRecapitalizationâ€). The Articles of Amendment became effective upon filing with, and acceptance by, the State Department of Assessments and Taxation of Maryland on July 2, 2021. Unless otherwise indicated, all information in this Form 10-K gives effect to the Recapitalization and references to â€œsharesâ€ and per share metrics refer to our common stock and Class B common stock, collectively. Our Class B common stock automatically converted into our publicly traded common stock on January 18, 2022 (see Note 12). Prior to the conversion, we have presented common stock and Class B common stock as separate classes within our consolidated balance sheets and consolidated statements of equity. On May 5, 2022, we filed Articles Supplementary to our charter with the Maryland State Department of Assessments and Taxation in order to reclassify and designate all of the 350 million authorized shares of our Class B common stock, $0.01 par value per share, all of which were unissued at such time, as shares of our common stock, $0.01 par value per share. We no longer have Class B common stock authorized for issue. 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIESSet forth below is a summary of the significant accounting estimates and policies that management believes are important to the preparation of our consolidated financial statements. Certain of our accounting estimates are particularly important for an understanding of our financial position and results of operations and require the application of significant judgment by management. For example, significant estimates and assumptions have been made with respect to the useful lives of assets, remaining hold periods of assets, recoverable amounts of receivables, and other fair value measurement assessments required for the preparation of the consolidated financial statements. As a result, these estimates are subject to a degree of uncertainty.Basis of Presentation and Principles of Consolidationâ€”The accompanying consolidated financial statements include our accounts and the accounts of the Operating Partnership and its wholly-owned subsidiaries (over which we exercise financial and operating control). The financial statements of the Operating Partnership are prepared using accounting policies consistent with our accounting policies. All intercompany balances and transactions are eliminated upon consolidation.Use of Estimatesâ€”The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States (â€œGAAPâ€) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. For example, significant estimates and assumptions have been made with respect to the useful lives of assets; remaining hold periods of assets; recoverable amounts of receivables; initial valuations of tangible and intangible assets and liabilities, including goodwill, and related amortization periods of deferred costs and intangibles, particularly with respect to property acquisitions; the valuation and nature of derivatives and their effectiveness as hedges; valuations of contingent consideration; and other fair value measurement assessments required for the preparation of the consolidated financial statements. Actual results could differ from those estimates. Â Stock Issuance Costsâ€”Stock issuance costs are offset against stock issuance proceeds and capitalized as a component of APIC on the consolidated balance sheets. We had stock issuance costs of approximately $0.9 million, $1.9 million, and $1.1Â million for the years ended DecemberÂ 31, 2024, 2023, and 2022, respectively. Partially-Owned Entitiesâ€”If we determine that we are an owner in a variable-interest entity (â€œVIEâ€), and we hold a controlling financial interest, then we will consolidate the entity as the primary beneficiary. For a partially-owned entity determined not to be a VIE, we analyze rights held by each partner to determine which would be the consolidating party. We will generally consolidate entities (in the absence of other factors when determining control) when we have over a 50% PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-9ownership interest in the entity. We will assess our interests in VIEs on an ongoing basis to determine whether or not we are the primary beneficiary. However, we will also evaluate who controls the entity even in circumstances in which we have greater than a 50% ownership interest. If we do not control the entity due to the lack of decision-making abilities, we will not consolidate the entity. We have determined that the Operating Partnership is considered a VIE. We are the primary beneficiary of the VIE, and our partnership interest is considered a majority voting interest. As such, we have consolidated the Operating Partnership and its wholly-owned subsidiaries. Further, as we hold a majority voting interest in the Operating Partnership, we qualify for the exemption from providing certain of the disclosure requirements associated with VIEs. Additionally, a Section 1031 like-kind exchange (â€œSection 1031 Exchangeâ€) pursuant to the Internal Revenue Code of 1986, as amended (the â€œIRCâ€) entails selling one property and reinvesting the proceeds in one or more properties that are similar in nature, character, or class within 180 days. A reverse Section 1031 Exchange occurs when one or more properties is purchased prior to selling one property to be matched in the like-kind exchange, during which time legal title to the purchased property is held by an intermediary. Because we retain essentially all of the legal and economic benefits and obligations related to the acquisition, we consider the purchased property in a reverse Section 1031 Exchange to be a VIE, and therefore, we will consolidate the entity as the primary beneficiary in these instances.Noncontrolling Interestsâ€”Noncontrolling interests represent the portion of equity that we do not own in the entities we consolidate. We classify noncontrolling interests within permanent equity on our consolidated balance sheets. The amounts of consolidated net earnings attributable to us and to the noncontrolling interests are presented separately on our consolidated statements of operations and comprehensive income (â€œconsolidated statements of operationsâ€). For additional information regarding noncontrolling interests, refer to Note 12.Cash and Cash Equivalentsâ€”We consider all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. Cash equivalents may include cash and short-term investments. Short-term investments are stated at cost, which approximates fair value and may consist of investments in money market accounts and money market funds. From time to time, the cash and cash equivalent balances at one or more of our financial institutions may exceed the Federal Depository Insurance Corporation coverage. Restricted Cashâ€”Restricted cash primarily consists of cash restricted for the purpose of facilitating a Section 1031 Exchange, escrowed tenant improvement funds, real estate taxes, capital improvement funds, insurance premiums, and other amounts required to be escrowed pursuant to loan agreements. During 2024 and 2023, we did not sell any properties as part of facilitating a Section 1031 Exchange that remained open at the end of the year.Investment in Property and Lease Intangiblesâ€”We apply Accounting Standards Codification (â€œASCâ€) Topic 805: Business Combinations (â€œASC 805â€) when evaluating any purchases of real estate. Under this guidance, our real estate acquisition activity is not generally considered a business combination and is instead classified as an asset acquisition. As a result, most acquisition-related costs are capitalized and amortized over the life of the related assets, and there is no recognition of goodwill. None of our real estate acquisitions in 2024 and 2023 met the definition of a business; therefore, we accounted for all as asset acquisitions.Real estate assets are stated at cost less accumulated depreciation. The majority of acquisition-related costs are capitalized and allocated to the various classes of assets acquired. These costs are then depreciated over the estimated useful lives associated with the assets acquired. Depreciation is computed using the straight-line method. The estimated useful lives for computing depreciation are generally not to exceed 5-7 years for furniture, fixtures, and equipment, 15 years for land improvements, and 30 years for buildings and building improvements. Tenant improvements are amortized over the shorter of the respective lease term or the expected useful life of the asset. Major replacements that extend the useful lives of the assets are capitalized, and maintenance and repair costs are expensed as incurred.We assess the acquisition-date fair values of all tangible assets, identifiable intangibles, and assumed liabilities using methods similar to those used by independent appraisers (e.g., discounted cash flow analysis, sales comparison approach, and replacement cost approach) that utilize appropriate discount and/or capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including historical operating results, known and anticipated trends, and market and economic conditions. The fair value of tangible assets of an acquired property considers the value of the property as if it were vacant.The fair values of buildings and improvements are determined on an as-if-vacant basis.Â The estimated fair value of acquired in-place leases is the cost we would have incurred to lease the properties to the occupancy level of the properties at the date of acquisition. Such estimates include leasing commissions, legal costs, and other direct costs that would be incurred to lease the properties to such occupancy levels. Additionally, we evaluate the time period over which such occupancy levels would be achieved. Such evaluation includes an estimate of the net market-based rental revenues and net operating costs (primarily consisting of real estate taxes, insurance, and utilities) that would be incurred during the lease-up period. Acquired in-place leases as of the date of acquisition are amortized over the remaining lease terms. Â Acquired above- and below-market lease values are recorded based on the present value (using discount rates that reflect the risks associated with the leases acquired) of the difference between the contractual amounts to be paid pursuant to the in-place leases and managementâ€™s estimate of the market lease rates for the corresponding in-place leases. The capitalized above- and below-market lease values are amortized as adjustments to rental income over the remaining terms of the respective leases.Â We also consider fixed-rate renewal options in our calculation of the fair value of below-market leases and the periods over which such leases are amortized.Â If a tenant has a unilateral option to renew a below-market lease and we determine that the tenant has a financial incentive to exercise such option, we include such option in the calculation of the fair value of such lease and the period over which the lease is amortized.We estimate the value of tenant origination and absorption costs by considering the estimated carrying costs during hypothetical expected lease-up periods, considering current market conditions. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses, and estimates of lost rentals at market rates during the expected lease-up periods.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-10We estimate the fair value of assumed loans payable based upon indications of then-current market pricing for similar types of debt with similar maturities. Assumed loans payable are initially recorded at their estimated fair value as of the assumption date, and the difference between such estimated fair value and the loanâ€™s outstanding principal balance is amortized over the life of the loan as an adjustment to interest expense. Our accumulated amortization of above- and below-market debt was $3.1 million and $1.8 million as of DecemberÂ 31, 2024 and 2023, respectively.Real estate assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the individual property may not be recoverable. In such an event, a comparison will be made of the projected operating cash flows of each property on an undiscounted basis to the carrying amount of such property. If deemed unrecoverable on an undiscounted basis, such carrying amount would be adjusted, if necessary, to estimated fair values to reflect impairment in the value of the asset. For additional information regarding real estate asset impairments, refer to our fair value measurement accounting policy below.Goodwill and Other Intangiblesâ€”In the case of an acquisition of a business, after identifying all tangible and intangible assets and liabilities, the excess consideration paid over the fair value of the assets and liabilities acquired represents goodwill. We allocate goodwill to the respective reporting units in which such goodwill arises. We evaluate goodwill for impairment when an event occurs or circumstances change that indicate the carrying value may not be recoverable, or at least annually. Our annual testing date is November 30. The goodwill impairment evaluation is completed using either a qualitative or quantitative approach. Under a qualitative approach, the impairment review for goodwill consists of an assessment of whether it is more-likely-than-not that the reporting unitâ€™s fair value is less than its carrying value, including goodwill. If a qualitative approach indicates it is more likely-than-not that the estimated carrying value of a reporting unit (including goodwill) exceeds its fair value, or if we choose to bypass the qualitative approach for any reporting unit, we perform the quantitative approach described below.When we perform a quantitative test of goodwill for impairment, we compare the carrying value of a reporting unit with its fair value. If the fair value of the reporting unit exceeds its carrying amount, we do not consider goodwill to be impaired and no further analysis would be required. If the fair value is determined to be less than its carrying value, the amount of goodwill impairment equals the amount by which the reporting unitâ€™s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. If impairment indicators arise with respect to non-real estate intangible assets with finite useful lives, we evaluate impairment by comparing the carrying amount of the asset to the estimated future undiscounted cash flows expected to be generated by the asset. If estimated future undiscounted cash flows are less than the carrying amount of the asset, then we estimate the fair value of the asset and compare the estimated fair value to the intangible assetâ€™s carrying value. We recognize the shortfall from carrying value as an impairment loss in the current period.Estimates of fair value used in our evaluation of goodwill and intangible assets are based upon discounted future cash flow projections, relevant competitor multiples, or other acceptable valuation techniques. These techniques are based, in turn, upon all available evidence including level three inputs (see fair value measurement policy below), such as revenue and expense growth rates, estimates of future cash flows, capitalization rates, discount rates, general economic conditions and trends, or other available market data. Our ability to accurately predict future operating results and cash flows and to estimate and determine fair values impacts the timing and recognition of impairments. While we believe our assumptions are reasonable, changes in these assumptions may have a material impact on our financial results. Based on the results of our analysis, we concluded that goodwill was not impaired for the years ended DecemberÂ 31, 2024 and 2023. Held for Sale Assetsâ€”We consider assets to be held for sale when management believes that a sale is probable within a year. This generally occurs when a sales contract is executed with no substantive contingencies, and the prospective buyer has significant funds at risk. Assets that are classified as held for sale are recorded at the lower of their carrying amount or fair value less cost to sell. As of DecemberÂ 31, 2024 and 2023, there were no properties classified as held for sale.Deferred Financing Expensesâ€”Deferred financing expenses are capitalized and amortized on a straight-line basis over the term of the related financing arrangement, which approximates the effective interest method. Deferred financing expenses related to our term loan facilities and mortgages are in Debt Obligations, Net, while deferred financing expenses related to our revolving credit facility are in Other Assets, Net, on our consolidated balance sheets. The accumulated amortization of deferred financing expenses in Debt Obligations, Net was $13.8 million and $15.9 million as of DecemberÂ 31, 2024 and 2023, respectively.Fair Value Measurementâ€”ASC Topic 820, Fair Value Measurement (â€œASC 820â€) defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosures about fair value measurements. ASC 820 emphasizes that fair value is intended to be a market-based measurement, as opposed to a transaction-specific measurement. Fair value is defined by ASC 820 as the price that would be received at sale for an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Depending on the nature of the asset or liability, various techniques and assumptions can be used to estimate the fair value. Assets and liabilities are measured using inputs from three levels of the fair value hierarchy, as follows:Level 1â€”Inputs are quoted prices (unadjusted)Â in active markets for identical assets or liabilities that we have the ability to access at the measurement date. An active market is defined as a market in which transactions for the assets or liabilities occur with sufficient frequency and volume to provide pricing information on an ongoing basis.Level 2â€”Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active (markets with few transactions), inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data correlation or other means (market corroborated inputs).Level 3â€”Unobservable inputs, only used to the extent that observable inputs are not available, reflect our assumptions about the pricing of an asset or liability.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-11Considerable judgment is necessary to develop estimated fair values of financial and non-financial assets and liabilities. Accordingly, the estimates presented herein are not necessarily indicative of the amounts we did or could actually realize upon disposition of the financial assets and liabilities previously sold or currently held.On a quarterly basis, we employ a multi-step approach to assess our real estate assets for possible impairment and record any impairment charges identified. The first step is the identification of potential triggering events, such as significant decreases in occupancy or the presence of large dark or vacant spaces. If we observe any of these indicators for a shopping center, we then perform an additional screen test consisting of a years-to-recover analysis to determine if we will recover the net book value of the property over its remaining economic life based upon net operating income (â€œNOIâ€) as forecasted for the current year. In the event that the results of this first step indicate a triggering event for a center, we proceed to the second step, utilizing an undiscounted cash flow model for the center to identify potential impairment. If the undiscounted cash flows are less than the net book value of the center as of the balance sheet date, we record an impairment charge based on the fair value determined in the third step. In performing the third step, we utilize market data such as capitalization rates and sales price per square foot on comparable recent real estate transactions to estimate the fair value of the real estate assets. We also utilize expected net sales proceeds to estimate the fair value of any centers that are actively being marketed for sale. In addition to these procedures, we also review undeveloped or unimproved land parcels that we own for evidence of impairment and record any impairment charges as necessary. Primary impairment triggers for these land parcels are changes to our plans or intentions with regards to such properties, or planned dispositions at prices that are less than the current carrying values.Investments in Unconsolidated Joint Venturesâ€”We account for our investments in unconsolidated joint ventures using the equity method of accounting as we exercise significant influence over, but do not control, these entities. These investments were initially recorded at cost and are subsequently adjusted for contributions made to and distributions received from the joint ventures. Earnings or losses from our investments are recognized in accordance with the terms of the applicable joint venture agreements, generally through a pro rata allocation. Under a pro rata allocation, net income or loss is allocated between the partners in the joint ventures based on their respective stated ownership percentages.We utilize the cumulative-earnings

approach for purposes of determining whether distributions should be classified as either a return on investment, which would be included in operating activities, or a return of investment, which would be included in investing activities on the consolidated statements of cash flows. Under this approach, distributions are presumed to be returns on investment unless cumulative returns on investment exceed our cumulative equity in earnings. When such an excess occurs, the current-period distribution up to this excess is considered a return of investment and classified as cash flows from investing activities.On a periodic basis, management assesses whether there are indicators, including the operating performance of the underlying real estate and general market conditions, that the value of our investments in our unconsolidated joint ventures may be impaired. An investmentâ€™s value is impaired only if managementâ€™s estimate of the fair value of the investment is less than its carrying value and such difference is deemed to be other-than-temporary. To the extent impairment has occurred, the loss is measured as the excess of the carrying amount of the investment over its estimated fair value.Managementâ€™s estimates of fair value are based upon a discounted cash flow model for each specific investment that includes all estimated cash inflows and outflows over a specified holding period. Where applicable, any estimated debt premiums, capitalization rates, discount rates, and credit spreads used in these models are based upon rates we believe to be within a reasonable range of current market rates. For additional information regarding our unconsolidated joint ventures, refer to Note 6. Leasesâ€”We are party to a number of lease agreements, both as a lessor as well as a lessee of various types of assets.Lessorâ€”The majority of our revenue is lease revenue derived from our real estate assets, which is accounted for under ASC Topic 842, Leases (â€œASC 842â€). We record lease and lease-related revenue as Rental Income on the consolidated statements of operations in accordance with ASC 842. We enter into leases primarily as a lessor as part of our real estate operations, and leases represent the majority of our revenue. We lease space in our properties generally in the form of operating leases. Our leases typically provide for reimbursements from tenants for common area maintenance, insurance, and real estate tax expenses. Common area maintenance reimbursements can be fixed, with revenue earned on a straight-line basis over the term of the lease, or variable, with revenue recognized as services are performed for which we will be reimbursed. The lease agreements frequently contain fixed-price renewal options to extend the terms of leases and other terms and conditions as negotiated. In calculating the term of our leases, we consider whether these options are reasonably certain to be exercised. Our determination involves a combination of contract-, asset-, entity-, and market-based factors and involves considerable judgment. We retain substantially all of the risks and benefits of ownership of the real estate assets leased to tenants. Currently, our tenants have no options to purchase at the end of the lease term, although in a small number of leases, a tenant, usually the anchor tenant, may have the right of first refusal to purchase one of our properties if we elect to sell the center.We evaluate whether a lease is an operating, sales-type, or direct financing lease using the criteria established in ASC 842. Leases will be considered either sales-type or direct financing leases if any of the following criteria are met:â€¢if the lease transfers ownership of the underlying asset to the lessee by the end of the term;â€¢if the lease grants the lessee an option to purchase the underlying asset that is reasonably certain to be exercised;â€¢if the lease term is for the major part of the remaining economic life of the underlying asset; orâ€¢if the present value of the sum of the lease payments and any residual value guaranteed by the lessee equals or exceeds substantially all of the fair value of the underlying asset.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-12We utilize substantial judgment in determining the fair value of the leased asset, the economic life of the leased asset, and the relevant borrowing rate in performing our lease classification analysis. If none of the criteria listed above are met, the lease is classified as an operating lease. Currently, all of our leases are classified as operating leases, and we expect that the majority, if not all, of our leases will continue to be classified as operating leases based upon our typical lease terms. We commence revenue recognition on our leases based on a number of factors. In most cases, revenue recognition under a lease begins when the lessee takes possession of or controls the physical use of the leased asset. The determination of when revenue recognition under a lease begins, as well as the nature of the leased asset, is dependent upon our assessment of who is the owner, for accounting purposes, of any related tenant improvements. If we are the owner, for accounting purposes, of the tenant improvements, then the leased asset is the finished space, and revenue recognition begins when the lessee takes possession of the finished space, typically when the improvements are substantially complete.If we conclude that we are not the owner, for accounting purposes, of the tenant improvements (i.e., the lessee is the owner), then the leased asset is the unimproved space and any tenant allowances funded under the lease are treated as lease incentives, which reduce revenue recognized over the term of the lease. In these circumstances, we begin revenue recognition when the lessee takes possession of the unimproved space to construct their own improvements. We consider a number of different factors in evaluating whether the lessee or we are the owner of the tenant improvements for accounting purposes. These factors include:â€¢whether the lease stipulates how and on what a tenant improvement allowance may be spent;â€¢whether the tenant or landlord retains legal title to the improvements;â€¢the uniqueness of the improvements;â€¢the expected economic life of the tenant improvements relative to the length of the lease; andâ€¢who constructs or directs the construction of the improvements.The majority of our leases provide for fixed rental escalations, and we recognize rental income on a straight-line basis over the term of each lease in such instances. The difference between rental income earned on a straight-line basis and the cash rent due under the provisions of the lease agreements is recorded as deferred rent receivable and is included as a component of Other Assets, Net. Due to the impact of the straight-line adjustments, rental income generally will be greater than the cash collected in the early years and will be less than the cash collected in the later years of a lease. Reimbursements from tenants for recoverable real estate taxes and operating expenses that are fixed per the terms of the applicable lease agreements are recorded on a straight-line basis, as described above. The majority of our lease agreements with tenants, however, provide for tenant reimbursements that are variable depending upon the applicable expenses incurred. These reimbursements are accrued as revenue in the period in which the applicable expenses are incurred. We make certain assumptions and judgments in estimating the reimbursements at the end of each reporting period. We do not expect the actual results to materially differ from the estimated reimbursements. Both fixed and variable tenant reimbursements are recorded as Rental Income in the consolidated statements of operations. In certain cases, the lease agreement may stipulate that a tenant make a direct payment for real estate taxes to the relevant taxing authorities. In these cases, we do not record any revenue or expense related to these tenant expenditures. Although we expect such cases to be rare, in the event that a direct-paying tenant failed to make their required payment to the taxing authorities, we would potentially be liable for such amounts, although they are not recorded as a liability in our consolidated balance sheets per the requirements of ASC 842. We have made a policy election to exclude amounts collected from customers for all sales tax and other similar taxes from the transaction price in our recognition of lease revenue. We record such taxes on a net basis in our consolidated statements of operations.Additionally, we record an immaterial amount of variable revenue in the form of percentage rental income. Our policy for percentage rental income is to defer recognition of contingent rental income until the specified target (i.e., breakpoint) that triggers the contingent rental income is achieved.In some instances, as part of our negotiations, we may offer lease incentives to our tenants. These incentives usually take the form of payments made to or on behalf of the tenant, and such incentives will be deducted from the lease payment and recorded on a straight-line basis over the term of the new lease. We record lease termination income if there is a signed termination agreement, all of the conditions of the agreement have been met, collectibility is reasonably assured, and the tenant is no longer occupying the property. Upon early lease termination, we provide for losses related to unrecovered tenant-specific intangibles and other assets. We record lease termination income as Rental Income in the consolidated statements of operations.Lease receivables are reviewed continually to determine whether or not it is probable that we will realize substantially all remaining lease payments for each of our tenants (i.e., whether a tenant is deemed to be a credit risk). Additionally, we record a general reserve based on our review of operating lease receivables at a company level to ensure they are properly valued based on analysis of historical bad debt, outstanding balances, and the current economic climate. If we determine it is not probable that we will collect substantially all of the remaining lease payments from a tenant, revenue for that tenant is recorded on a cash basis (â€œcash-basis tenantâ€), including any amounts relating to straight-line rent receivables and/or receivables for recoverable expenses. We will resume recording lease income on an accrual basis for cash-basis tenants once we believe the collection of rent for the remaining lease term is probable, which will generally be after a period of regular payments. Under ASC 842, the aforementioned adjustments as well as any reserve for disputed charges are recorded as a reduction of Rental Income on the consolidated statements of operations. As of DecemberÂ 31, 2024 and 2023, the reserve in accounts receivable for uncollectible amounts was $2.2 million and $1.9 million, respectively. Receivables on our consolidated balance sheets exclude amounts removed related to tenants considered to be non-creditworthy, which were $11.2 million and $10.7 million as of DecemberÂ 31, 2024 and 2023, respectively.Lesseeâ€”We enter into leases as a lessee as part of our real estate operations in the form of ground leases of land for certain properties, and as part of our corporate operations in the form of office space and office equipment leases. Ground leases typically contain one or more options to renew for additional terms and may include options that grant us, as the lessee, the PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-13right to terminate the lease, without penalty, in advance of the full lease term. Our office space leases generally have no renewal options. Office equipment leases typically have options to extend the term for a year or less, but contain minimal termination rights. In calculating the term of our leases, we consider whether we are reasonably certain to exercise renewal and/or termination options. Our determination involves a combination of contract-, asset-, entity-, and market-based factors and involves considerable judgment. Currently, neither our operating leases nor our finance leases have residual value guarantees or other restrictions or covenants, but a small number may contain non-lease components which have been deemed not material and are not separated from the leasing component. We evaluate whether a lease is a finance or operating lease using the criteria established in ASC 842. The criteria we use to determine whether a lease is a finance lease are the same as those we use to determine whether a lease is sales-type lease as a lessor. If none of the finance lease criteria is met, we classify the lease as an operating lease. We record ROU assets and liabilities in the consolidated balance sheets based upon the terms and conditions of the applicable lease agreement. We use discount rates to calculate the present value of lease payments when determining lease classification and measuring our lease liability. We use the rate implicit in the lease as our discount rate unless that rate cannot be readily determined, in which case we consider various factors, including our incremental secured borrowing rate, in selecting an appropriate discount rate. This requires the application of judgment, and we consider the length of the lease as well as the length and securitization of our outstanding debt agreements in selecting an appropriate rate. Refer to Note 3 for further detail.Revenue Recognitionâ€”In addition to our lease-related revenue, we also earn fee revenues by providing services to the Managed Funds. These fees are accounted for within the scope of ASC Topic 606, Revenue from Contracts with Customers (â€œASC 606â€), and are recorded as Fees and Management Income on the consolidated statements of operations. We provide services to the Managed Funds, all of which are considered related parties. These services primarily include asset acquisition and disposition services, asset management, operating and leasing of properties, construction management, and other general and administrative responsibilities. These services are currently provided under various combinations of advisory agreements, property management agreements, and other service agreements (the â€œManagement Agreementsâ€). The wide variety of duties within the Management Agreements makes determining the performance obligations within the contracts a matter of judgment. We have concluded that each of the separately disclosed fee types in the below table represents a separate performance obligation within the Management Agreements. FeePerformance Obligation SatisfiedForm and Timing of Payment DescriptionAsset Management Over timeIn cash, monthlyBecause each increment of service is distinct, although substantially the same, revenue is recognized at the end of each reporting period based upon invested equity and the applicable rate.Property ManagementOver timeIn cash, monthlyBecause each increment of service is distinct, although substantially the same, revenue is recognized at the end of each reporting period based on a percentage of the propertiesâ€™ cash receipts.Leasing CommissionsPoint in time (upon close of a transaction)In cash, upon completionRevenue is recognized in an amount equal to the fees charged by unaffiliated persons rendering comparable services in the same geographic location.Construction ManagementPoint in time (upon close of a project)In cash, upon completionRevenue is recognized in an amount equal to the fees charged by unaffiliated persons rendering comparable services in the same geographic location.Due to the nature of the services being provided under our Management Agreements, each performance obligation has a variable component. Therefore, when we determine the transaction price for the contracts, we are required to constrain our estimate to an amount that is not probable of significant revenue reversal. For most of these fee types, such as leasing commissions, compensation only occurs if a transaction takes place and the amount of compensation is dependent upon the terms of the transaction. For our property and asset management fees, due to the large number and broad range of possible consideration amounts, we calculate the amount earned at the end of each reporting period.Sales or transfers to non-customers of non-financial assets or in substance non-financial assets that do not meet the definition of a business are accounted for within the scope of ASC Topic 610-20, Other Incomeâ€”Gains and Losses from the Derecognition of Nonfinancial Assets (â€œASC 610-20â€). Generally, our sales of real estate would be considered a sale of a non-financial asset as defined by ASC 610-20. Under ASC 610-20, if we determine we do not have a controlling financial interest in the entity that holds the asset and the arrangement meets the criteria to be accounted for as a contract, we would derecognize the asset and recognize a gain or loss on the sale of the real estate when control of the underlying asset transfers to the buyer. Further, we may defer a tax gain through a Section 1031 Exchange by purchasing another property within a specified time period. For additional information regarding gain on sale of assets, refer to Note 4.Share-Based Compensationâ€”We account for equity awards in accordance with ASC Topic 718, Compensationâ€”Stock Compensation, which requires that all share-based payments to employees and non-employee directors be recognized in the consolidated statements of operations over the requisite service period based on their fair value. Prior to our underwritten initial public offering (â€œunderwritten IPOâ€) in July 2021, fair value was based on the estimated value per share (â€œEVPSâ€) of our stock. Subsequent to our underwritten IPO, fair value for certain of our equity awards is based on our Nasdaq closing stock price at the date of the grant. Beginning in 2022, fair value for our performance-based awards is calculated using the Monte Carlo method, which is intended to estimate the fair value of the awards using dividend yields, expected volatilities that are primarily based on available implied data and peer group companiesâ€™ historical data, and post-vesting restriction periods. Share-based compensation expense for all awards is included in General and Administrative and Property Operating in our consolidated statements of operations, which is included in Other Expense, Net. For more information about our stock-based compensation program, see Note 13.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-14Share Repurchase Programâ€”Shares repurchased pursuant to a share repurchase program are immediately retired upon purchase. Repurchased common stock is reflected as a reduction of stockholdersâ€™ equity. Our accounting policy related to share repurchases is to reduce common stock based on the par value of the shares and to reduce capital surplus for the excess of the repurchase price over the par value. In August 2022, our board of directors (the â€œBoardâ€) approved a share repurchase program of up to $250Â million of common stock. The program may be suspended or discontinued at any time, and does not obligate us to repurchase any dollar amount or particular number of shares. No share repurchases have been made to date under this program.Segmentsâ€”Our principal business is the ownership and operation of community and neighborhood shopping centers. We do not distinguish our principal business, or group our operations, by geography or size for purposes of measuring performance. Accordingly, we have presented our results as a single operating and reportable segment. For more information about our single operating and reportable segment, see Note 17. Income Taxesâ€”We have elected to be taxed as a REIT under the IRC. To qualify as a REIT, we must meet a number of organizational and operational requirements, including a requirement to annually distribute to our stockholders at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding net capital gains. We intend to continue to adhere to these requirements and to maintain our REIT status. As a REIT, we are entitled to a deduction for some or all of the distributions we pay to our stockholders. Accordingly, we are generally subject to U.S. federal income taxes on any taxable income that is not currently distributed to our stockholders. If we fail to qualify as a REIT in any taxable year, we will be subject to U.S. federal income taxes and may not be able to qualify as a REIT until the fifth subsequent taxable year.Notwithstanding our qualification as a REIT, we may be subject to certain state and local taxes on our income or properties. In addition, our consolidated financial statements include the operations of wholly-owned subsidiaries that have jointly elected to be treated as taxable REIT subsidiary (â€œTRSâ€) entities and are subject to U.S. federal, state, and local income taxes at regular corporate tax rates. As a REIT, we may also be subject to certain U.S. federal excise taxes if we engage in certain types of transactions. We recognized federal, state, and local income tax expense of $1.8 million, $0.4 million, and $0.8 million for the years ended December 31, 2024, 2023, and 2022, respectively. We retained a full valuation allowance for our net deferred tax asset as of December 31, 2023 and an insignificant valuation allowance at December 31, 2024 for certain state net operating losses that we do not believe will be realized. All income tax amounts are included in Other Expense, Net on our consolidated statements of operations. For more information regarding our income taxes, see Note 10.Recently Adopted or Issued Accounting Pronouncementsâ€”In November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€). ASU 2023-07 requires, among other updates, enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker. The ASU also clarifies that entities with a single reportable segment are subject to both new and existing reporting requirements under Topic 280. This guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and

requires retrospective adoption. We adopted this ASU in our consolidated financial statements, which includes the additional disclosures required for our single operating and reportable segment, for the year ended December 31, 2024 and retrospectively for the years ended December 31, 2023 and 2022. See Note 17.In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU 2023-09â€). ASU 2023-09 updates income tax disclosures related to the rate reconciliation and requires disclosure of income taxes paid by jurisdiction. The ASU also makes several other changes to income tax disclosure requirements. The guidance is effective for fiscal years beginning after December 15, 2024. The guidance should be applied prospectively; however, retrospective application is permitted. Early adoption is permitted. We are evaluating the impact of this guidance on our consolidated financial statements and related disclosures. In November 2024, the FASB issued ASU 2024-03, Income Statement â€" Reporting Comprehensive Income â€" Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses (â€œASU 2024-03â€). ASU 2024-03 requires disaggregated disclosures in the notes to the financial statements of certain categories of expenses, including purchases of inventory, employee compensation, and depreciation and amortization, that are included in expense line items within the statement of operations. This guidance is to be applied prospectively; however, retrospective application is permitted. This ASU 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. We are evaluating the impact of this guidance on our disclosures.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-153. LEASESLessorâ€"The majority of our leases are largely similar in that the leased asset is retail space within our properties, and the lease agreements generally contain similar provisions and features, without substantial variations. All of our leases are currently classified as operating leases. Lease income related to our operating leases was as follows for the years ended DecemberÂ 31, 2024, 2023, and 2022 (in thousands):202420232022Rental income related to fixed lease payments(1)$486,328Â $446,576Â $416,865Â Rental income related to variable lease payments(1)(2)150,350Â 138,691Â 127,316Â Straight-line rent amortization(3)8,552Â 9,539Â 11,668Â Amortization of lease assets6,507Â 5,126Â 4,266Â Lease buyout income867Â 1,222Â 2,414Â Adjustments for collectibility(4)(5,015)(3,653)(1,991)Total rental income$647,589Â $597,501Â $560,538Â (1)Includes rental income related to lease payments before assessing for collectibility.(2)Variable payments are primarily related to tenant recovery income.(3)Includes revenue adjustments to straight-line rent for tenants considered non-creditworthy. (4)Includes general reserves as well as adjustments for tenants considered non-creditworthy for which we are recording revenue on a cash basis, per ASC 842.Approximate future fixed contractual lease payments to be received under non-cancelable operating leases in effect as of DecemberÂ 31, 2024, assuming no new or renegotiated leases or option extensions on lease agreements, and including the impact of rent abatements and tenants who have been moved to the cash basis of accounting for revenue recognition purposes, were as follows (in thousands):YearAmount2025$496,091Â 2026444,932Â 2027377,646Â 2028303,405Â 2029222,726Â Thereafter555,494Â Total$2,400,294Â No single tenant comprised 10% or more of our aggregate annualized base rent (â€œABRâ€) as of DecemberÂ 31, 2024. As of DecemberÂ 31, 2024, our wholly-owned real estate investments in Florida, California, and Texas represented 12.0%, 10.7%, and 10.2% of our ABR, respectively. As a result, the geographic concentration of our portfolio makes it particularly susceptible to adverse natural or economic events in the Florida (see â€œHurricanes Helene and Miltonâ€ and â€œHurricane Ianâ€ in Note 4), California, and Texas real estate markets.Lesseeâ€"Lease assets and liabilities, grouped by balance sheet line where they are recorded, consisted of the following as of DecemberÂ 31, 2024 and 2023 (in thousands):Balance Sheet InformationBalance Sheet Location 20242023ROU assets, net - operating leasesInvestment in Real Estate$3,632Â $3,734Â ROU assets, net - operating and finance leasesOther Assets, Net870Â 1,323Â Operating lease liabilityAccounts Payable and Other Liabilities 4,714Â 5,094Â Finance lease liabilityDebt Obligations, Net31Â 308Â As of DecemberÂ 31, 2024, the weighted-average remaining lease term was approximately 2.3 years for finance leases and 20.1 years for operating leases. The weighted-average discount rate was 5.4% for finance leases and 4.7% for operating leases. PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-16Future undiscounted payments for fixed lease charges by lease type, inclusive of options reasonably certain to be exercised, were as follows as of DecemberÂ 31, 2024 (in thousands):UndiscountedYearOperatingFinance2025$441Â $19Â 2026381Â 12Â 2027378Â 1Â 2028376Â â€"Â 2029394Â â€"Â Thereafter5,378Â â€"Â Total undiscounted cash flows from leases7,348Â 32Â Total lease liabilities recorded at present value4,714Â 31Â Difference between undiscounted cash flows and present value of lease liabilities $2,634Â $1Â 4. REAL ESTATE ACTIVITYAcquisitionsâ€"The following table summarizes our real estate acquisition activity for the years ended DecemberÂ 31, 2024, 2023, and 2022 (dollars in thousands):202420232022Number of properties acquired12Â 11Â 7Â Number of outparcels acquired(1)(2)4Â 3Â 4Â Contract price$294,002Â $278,480Â $280,515Â Total price of acquisitions(3)296,268Â 270,262Â 282,000Â (1)Outparcels acquired are adjacent to shopping centers that we own.(2)During the year ended DecemberÂ 31, 2024, we acquired an outparcel adjacent to a property that is owned by our unconsolidated joint venture, GRP I. Therefore, the outparcel is an addition to our total property count. (3)Total price of acquisitions includes closing costs less credits and assumed liabilities. Subsequent to DecemberÂ 31, 2024, we acquired one property for $19.1Â million.The aggregate purchase price of the assets acquired during the years ended December 31, 2024 and 2023 were allocated as follows (in thousands):20242023ASSETSÂ Â Â Land and improvements$85,916Â $80,701Â Â Â Â Building and improvements198,979Â 180,155Â Â Â Â In-place lease assets29,052Â 26,690Â Â Â Â Above-market lease assets2,179Â 2,688Â Â Â Â Below-market debtâ€"Â 444Â Total assets316,126Â 290,678Â LIABILITIESÂ Â Â Debt obligations, netâ€"Â 9,614Â Â Â Â Below-market lease liabilities19,633Â 10,802Â Â Â Â Other liabilities assumed225Â â€"Â Total liabilities19,858Â 20,416Â Net assets acquired$296,268Â $270,262Â PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-17The weighted-average amortization periods for in-place, above-market, and below-market lease intangibles and below-market debt acquired during the years ended December 31, 2024 and 2023 were as follows (in years):20242023Acquired in-place leases1112Acquired above-market leases89Acquired below-market leases1618Assumed below-market debtâ€"2Property Dispositionsâ€"The following table summarizes our real estate disposition activity for the years ended DecemberÂ 31, 2024, 2023, and 2022 (dollars in thousands):202420232022Number of properties soldâ€"Â 1Â 4Â Number of outparcels soldâ€"Â 2Â 4Â Contract priceâ€"Â $6,250Â $53,987Â (Payments) proceeds from sale of real estate, net(1)(2)(3)(17)7,208Â 52,019Â (Loss) gain on disposal of property, net(2)(3)(30)1,110Â 7,517Â (1)Total proceeds from sale of real estate, net includes closing costs less credits.(2)Activity for the year ended DecemberÂ 31, 2023 includes land acquired from us by local authorities.(3)We sold no properties during the year ended DecemberÂ 31, 2024, but we recognized a minimal loss on disposal of property due to miscellaneous write-off activity and expenses related to previous and future potential dispositions.Subsequent to DecemberÂ 31, 2024, we sold one property for $24.9Â million. We provided secured financing for this property sale receiving a note receivable of $17.4Â million. Hurricanes Helene and Milton - In late September and early October 2024, Hurricanes Helene and Milton struck the southeast United States and caused various amounts of damage to our properties located in the region. During 2024, we recorded gross cumulative accelerated depreciation of $1.4Â million.Hurricane Ian - In September 2022, Hurricane Ian struck the southeast United States and caused various amounts of damage to our properties located in the region. During 2022, we recorded gross cumulative accelerated depreciation of $2.7Â million for damages sustained to the properties, which was reduced by insurance recoveries of $1.0Â million (net of deductibles and self-insurance of $1.7Â million) collected in 2023. 5. INTANGIBLE ASSETS AND LIABILITIESGoodwillâ€"During the years endedÂ DecemberÂ 31, 2024, 2023, and 2022, we recorded no impairments to goodwill.Other Intangible Assets and Liabilitiesâ€"Other intangible assets and liabilities consisted of the following as of DecemberÂ 31, 2024 and 2023 (in thousands):Â Â 20242023Gross AmountAccumulated AmortizationGross AmountAccumulated AmortizationCorporate intangible assets$6,703Â $(6,356)$6,686Â $(5,994)In-place leases523,209Â (330,372)495,525Â (295,957)Above-market leases76,359Â (62,895)74,446Â (57,964)Below-market lease liabilities(201,976)85,880Â (182,689)74,466Â Above-market contract(1)(2,496)998Â (2,496)499Â (1)Recorded in Accounts Payable and Other Liabilities on our consolidated balance sheets.Summarized below is the amortization recorded on other intangible assets and liabilities for the years ended DecemberÂ 31, 2024, 2023, and 2022 (in thousands): 202420232022Corporate intangible assets$361Â $361Â $364Â In-place leases35,319Â 34,380Â 36,851Â Above-market leases5,026Â 5,865Â 6,485Â Below-market lease liabilities(11,613)(11,044)(10,809)Above-market contract(499)(499)â€"Â PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-18Estimated future amortization of the respective other intangible assets and liabilities as of DecemberÂ 31, 2024 for each of the next five years is as follows (in thousands): Corporate Intangible AssetsIn-PlaceÂ LeasesAbove-Market LeasesBelow-Market Lease LiabilitiesAbove-Market Contract2025$328Â $33,516Â $3,903Â $(11,663)$(499)20269Â 28,003Â 2,719Â (10,831)(499)20275Â 24,014Â 1,966Â (10,318)(499)20284Â 19,923Â 1,412Â (9,710)â€"Â 20292Â 16,938Â 1,000Â (9,109)â€"Â 6. INVESTMENTS IN UNCONSOLIDATED JOINT VENTURESGrocery Retail Partners I and IIâ€"In November 2018, a joint venture named GRP I was formed between subsidiaries of our company and The Northwestern Mutual Life Insurance Company (â€œNorthwestern Mutualâ€), with our company holding a 15% ownership interest. The joint venture is set to expire ten years after the date of the agreement, unless otherwise extended by the members. In 2019, we assumed a 10% equity interest in Grocery Retail Partners II LLC (â€œGRP IIâ€) through a merger. In October 2020, GRP I acquired GRP II, resulting in our ownership interest in GRP I being adjusted to approximately 14%.Necessity Retail Partnersâ€"As of DecemberÂ 31, 2024, we owned a 20% equity interest in Necessity Retail Partners (â€œNRPâ€). NRP was initially formed in March 2016 pursuant to the terms of a joint venture agreement, as amended, between Phillips Edison Grocery Center REIT II, Inc. and an affiliate of TPG Real Estate and is set to expire in 2025 unless otherwise extended by the members. In May 2022, we sold the final property in the joint venture. With the monetization of the joint venture, we exceeded the targeted return and as such were paid compensation of $0.1Â million and $2.7Â million for the years ended DecemberÂ 31, 2023 and 2022, respectively, which is recorded in Fees and Management Income on our consolidated statements of operations. Necessity Retail Ventureâ€"In July 2024, through a subsidiary, we entered into a joint venture agreement with an affiliate of Cohen & Steers Income Opportunities REIT, Inc. (â€œCohen & Steersâ€) targeting $300Â million in total equity. We contributed $3.2Â million for the purchase of one property at formation of the new joint venture, NRV, in exchange for a 20% ownership interest in NRV. Cohen & Steers acquired an 80% ownership interest in NRV by contributing $12.9Â million for the purchase of the one property.Subsequent to DecemberÂ 31, 2024, NRV acquired one property for $40.1Â million.Neighborhood Grocery Catalyst Fund LLCâ€"In December 2024, through a subsidiary, we entered into a joint venture agreement with certain other investors, which included LS BDC Holdings, LLC, a subsidiary of Lafayette Square USA, Inc. and Northwestern Mutual. We contributed $4.2Â million for the purchase of one property at formation of the new joint venture, NGCF, in exchange for a 31.25% ownership interest in NGCF. The other investors acquired ownership interests in NGCF totaling 68.75% by contributing $9.3 million for the purchase of the one property. The following table summarizes balances on the consolidated balance sheets related to our unconsolidated joint ventures as of DecemberÂ 31, 2024 and 2023 (dollars in thousands):20242023Joint VentureOwnership PercentageNumber of Shopping CentersInvestment BalanceOwnership PercentageNumber of Shopping CentersInvestment BalanceGRP I14Â %20$22,950Â 14Â %20$24,701Â NRP20Â %â€"Â 498Â 20Â %â€"Â 519Â NRV20Â %1Â 3,950Â â€"Â %â€"Â â€"Â NGCF31Â %1Â 4,326Â â€"Â %â€"Â â€"Â PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-19The following table summarizes the activity on the consolidated statements of operations related to our unconsolidated joint ventures as of DecemberÂ 31, 2024, 2023, and 2022 (in thousands):202420232022Distributions to PECO After Formation or AssumptionGRP I$2,099Â $2,156Â $2,295Â NRPâ€"Â 84Â 3,109Â NRV40Â â€"Â â€"Â NGCFâ€"Â â€"Â â€"Â Gain (Loss) from Unconsolidated Joint Ventures(1)GRP I$348Â $281Â $246Â NRP(21)(21)1,253Â NRV(47)â€"Â â€"Â NGCF(9)â€"Â â€"Â Amortization and Write-Off of Basis Differences(1)NRP$â€"Â $â€"Â $219Â (1)Recorded in Other Expense, Net in the consolidated statements of operations.7. OTHER ASSETS, NETThe following is a summary of Other Assets, Net outstanding as of DecemberÂ 31, 2024 and 2023 (in thousands):20242023Other assets, net:Deferred leasing commissions and costs$55,266Â $53,379Â Deferred financing expenses(1)9,037Â 8,984Â Office equipment, including capital lease assets, and other26,557Â 24,073Â Corporate intangible assets6,703Â 6,686Â Total depreciable and amortizable assets97,563Â 93,122Â Accumulated depreciation and amortization(53,330)(53,205)Net depreciable and amortizable assets44,233Â 39,917Â Accounts receivable, net(2)46,099Â 44,548Â Accounts receivable - affiliates1,310Â 803Â Deferred rent receivable, net(3)71,954Â 62,288Â Derivative assets4,510Â 12,669Â Prepaid expenses and other13,071Â 10,745Â Investment in third parties(4)6,731Â 6,875Â Investment in marketable securities7,420Â 8,566Â Total other assets, net$195,328Â $186,411Â (1)Deferred financing expenses per the above table are related to our revolving credit facility, and as such we have elected to classify them as an asset rather than as a contra-liability.(2)Net of $2.2 million and $1.9 million of general reserves for uncollectible amounts as of DecemberÂ 31, 2024 and 2023, respectively. Receivables that were removed for tenants considered to be non-creditworthy were $6.8 million and $6.0 million as of DecemberÂ 31, 2024 and 2023, respectively.(3)Net of $4.4 million and $4.6 million of receivables removed as of DecemberÂ 31, 2024 and 2023, respectively, related to straight-line rent for tenants previously or currently considered to be non-creditworthy.(4)We recorded an impairment of our investment in a third-party company of $3.0 million in Other Expense, Net on our consolidated statement of operations for the year ended December 31, 2023 (see Note 15).PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-208. DEBT OBLIGATIONSThe following is a summary of the outstanding principal balances and interest rates, which includes the effect of derivative financial instruments, for our debt obligations as of DecemberÂ 31, 2024 and 2023 (dollars in thousands):Â Â Â Interest Rate(1)20242023Revolving credit facilitySOFR + 0.9%$40,000Â $181,000Â Term loans(2)3.9% - 5.7%584,750Â 964,750Â Senior unsecured notes due 20312.625%350,000Â 350,000Â Senior unsecured notes due 20345.750%350,000Â â€"Â Senior unsecured notes due 20354.950%350,000Â â€"Â Secured loan facilities3.4% - 3.5%395,000Â 395,000Â Mortgages3.5% - 6.2%67,555Â 95,677Â Finance lease liability31Â 308Â Discount on notes payable(22,211)(6,302)Assumed market debt adjustments, net84Â (858)Deferred financing expenses, net(5,666)(10,303)Total Â $2,109,543Â $1,969,272Â Weighted-average interest rate(3)4.3Â %4.2Â %(1)Interest rates are as of DecemberÂ 31, 2024.(2)Our term loans carry an interest rate of the Secured Overnight Financing Rate (â€œSOFRâ€) plus a spread. While most of the rates are fixed through the use of swaps, a portion of these loans are not subject to a swap, and thus are still indexed to SOFR. (3)Includes the effects of derivative financial instruments (see Notes 9 and 16).2024 Debt Activityâ€"In May 2024, we issued $350Â million of 5.750% senior notes due 2034 at an issue price of 98.576% in an underwritten offering. The offering resulted in gross proceeds of $345.0Â million, which were used to pay down $202Â million of our revolving credit facility and $135Â million of our $240Â million term loan that was set to mature in November 2025.In September 2024, we issued $350Â million of 4.950% senior notes due 2035 at an issue price of 98.458% in an underwritten offering. The offering resulted in gross proceeds of $344.6Â million, which were used to pay down $90Â million of our revolving credit facility and $140Â million of our $240Â million term loan that is set to mature in July 2026. Additionally, we paid in full our $105Â million term loan that was set to mature in November 2025. The 2024 senior notes are fully and unconditionally guaranteed by us.During the year ended December 31, 2024, we repaid $28.1 million in mortgage debt.2023 Debt Activityâ€"In July 2023, we amended three senior unsecured term loans with a total notional amount of $475Â million scheduled to mature during 2024. The three senior unsecured term loans, as amended, have a total notional amount of $484.8Â million. The $161.8Â million unsecured term loan is priced based on a leverage grid, which was SOFR plus 1.35% at issuance, and is scheduled to mature in January 2026 extendable with two one-year options to 2028. The $158Â million and $165Â million unsecured term loans are priced based on a leverage grid, which was SOFR plus 1.35% at issuance, and mature in January 2027.During the year ended December 31, 2023, we repaid $47.3 million in mortgage debt.Revolving Credit Facilityâ€"As of DecemberÂ 31, 2024, we had an $800 million senior unsecured revolving credit facility with availability of $738.9 million, which was net of outstanding letters of credit. The revolving credit facility was set to mature in January 2026, and we paid a facility fee of 0.25% on the total amount under the facility. On January 9, 2025, we amended our senior unsecured revolving credit facility. The amendment increases the aggregate borrowing capacity of the facility to $1 billion and extends the maturity date to January 2029, with options to extend the maturity for two additional six-month periods.Term Loansâ€"We have four unsecured term loans with maturities ranging from 2026 to 2027. Our term loans have interest rates of SOFR plus interest rate spreads based on our investment grade rating. We have utilized interest rate swaps to fix the rates on the majority of our term loans, with $109.8 million in term loans not fixed through such swaps.As of DecemberÂ 31, 2024 and 2023, the weighted-average interest rate, including the impact of swaps, on our term loans was 4.6% and 4.7%, respectively.Secured Debtâ€"Our secured debt includes two facilities secured by certain properties in our portfolio, mortgage loans secured by individual properties, and finance leases. The interest rates on our secured debt are fixed. As of DecemberÂ 31, 2024 and 2023, our weighted average interest rate for our secured debt was 3.6% and 3.7%, respectively.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-21Debt Allocationâ€"The allocation of total debt between fixed-rate and variable-rate as well as between secured and unsecured, excluding market debt adjustments, discount on senior notes, and deferred financing expenses, net, and including the effects of derivative financial instruments as of DecemberÂ 31, 2024 and 2023, is summarized below (in thousands):Â Â Â 20242023As to interest rate(1):Fixed-rate debt$1,987,586Â $1,540,985Â Variable-rate debt149,750Â 445,750Â Total$2,137,336Â $1,986,735Â As to collateralization:Unsecured debt$1,674,750Â $1,495,750Â Secured debt462,586Â 490,985Â Total

Â $2,137,336Â $1,986,735Â (1)Fixed-rate debt includes, and variable-rate debt excludes, the portion of such debt that has been hedged by interest rate derivatives. As of DecemberÂ 31, 2024, $475Â million in variable rate debt was hedged to a fixed rate for a weighted-average period of 1.3 years (see Notes 9 and 16).Maturity Scheduleâ€”Below is our maturity schedule with the respective principal payment obligations, excluding finance lease liabilities, market debt adjustments, discount on senior notes, and deferred financing expenses, net (in thousands):Â Â Â 2025202620272028203229ThereafterTotalUnsecured debt(1)$â€”Â $301,750Â $323,000Â $â€”Â $â€”Â $1,050,000Â $1,674,750Â Secured debt37,637Â 1,908Â 200,595Â 17,367Â 805Â 204,243Â 462,555Â Total$37,637Â $303,658Â $523,595Â $17,367Â $805Â $1,254,243Â $2,137,305Â (1)Includes our revolving credit facility, term loans, and senior notes.9. DERIVATIVES AND HEDGING ACTIVITIESRisk Management Objective of Using Derivativesâ€”We are exposed to certain risks arising from both our business operations and economic conditions. We principally manage our exposure to a wide variety of business and operational risks through management of our core business activities. We manage economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of our debt funding, and through the use of derivative financial instruments. Specifically, we enter into interest rate swaps to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. Our derivative financial instruments are used to manage differences in the amount, timing, and duration of our known or expected cash receipts and our known or expected cash payments principally related to our investments and borrowings.Cash Flow Hedges of Interest Rate Riskâ€”Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for our making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. The changes in the fair value of derivatives designated, and that qualify, as cash flow hedges are recorded in AOCI and are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During the years ended DecemberÂ 31, 2024 and 2023, such derivatives were used to hedge the variable cash flows associated with certain variable-rate debt. Amounts reported in AOCI related to these derivatives will be reclassified to Interest Expense, Net as interest payments are made on the variable-rate debt. During the next twelve months, we estimate that an additional $3.8 million will be reclassified from AOCI as a decrease to Interest Expense, Net. In March 2023, we entered into an interest rate swap which has a notional amount of $200 million and swaps SOFR for a fixed rate of approximately 3.36% which became effective in September 2023 and matures in September 2026. In January 2024, we entered into an interest rate swap which has a notional amount of $150 million and swaps SOFR for a fixed rate of approximately 3.45% which became effective in September 2024 and matures in December 2025. The following is a summary of our interest rate swaps that were designated as cash flow hedges of interest rate risk as of DecemberÂ 31, 2024 and 2023 (dollars in thousands): 20242023Count3Â 4Â Notional amount$475,000Â $700,000Â Fixed SOFR2.8% - 3.4% 2.1% - 3.4%Maturity date2025 - 2026 2024 - 2026Weighted-average term (in years)1.31.5PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-22The table below details the nature of the gain and loss recognized on interest rate derivatives designated as cash flow hedges in the consolidated statements of operations for the years ended DecemberÂ 31, 2024, 2023, and 2022 (in thousands):Â Â 202420232022Amount of gain recognized in Other Comprehensive Income$8,400Â $8,586Â $46,839Â Amount of (gain) loss reclassified from AOCI into Interest Expense, Net(15,361)(20,402)4,446Â Credit-risk-related Contingent Featuresâ€”We have agreements with our derivative counterparties that contain provisions where, if we default, or are capable of being declared in default, on any of our indebtedness, we could also be declared to be in default on our derivative obligations. As of DecemberÂ 31, 2024, there were no derivatives with a fair value in a net liability position, which would include accrued interest but exclude any adjustment for nonperformance risk related to these agreements.10. INCOME TAXESGeneralâ€”We have elected to be taxed as a REIT under the IRC. To qualify as a REIT, we must meet a number of organizational and operational requirements, including a requirement to annually distribute to our stockholders at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding net capital gains. We intend to continue to adhere to these requirements and to maintain our REIT status. As a REIT, we are entitled to a deduction for some or all of the distributions we pay to our stockholders. Accordingly, we are generally subject to U.S. federal income taxes on any taxable income that is not currently distributed to our stockholders. If we fail to qualify as a REIT in any taxable year, we will be subject to U.S. federal income taxes and may not be able to qualify as a REIT until the fifth taxable year following the year of disqualification.Â Notwithstanding our qualification as a REIT, we may be subject to certain state and local taxes on our income or properties. In addition, our consolidated financial statements include the operations of certain wholly-owned entities that have jointly elected to be treated as TRS entities and are subject to U.S. federal, state, and local incomes taxes at regular corporate tax rates. As a REIT, we may also be subject to certain U.S. federal excise taxes if we engage in certain types of transactions.Income tax benefits from uncertain tax positions are recognized in the consolidated financial statements only if we believe it is more likely than not that the uncertain tax position will be sustained based solely on the technical merits of the tax position and consideration of the relevant taxing authority's widely understood administrative practices and precedents. We do not believe that we have any uncertain tax positions at DecemberÂ 31, 2024 and 2023.The statute of limitations for the federal income tax returns remain open for the 2021 through 2023 tax years. The statute of limitations for state income tax returns remain open in accordance with each state's statute.Our accounting policy is to classify interest and penalties as a component of income tax expense. We accrued no interest and penalties as of DecemberÂ 31, 2024 and 2023. Deferred Tax Assets and Liabilitiesâ€”Deferred income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted income tax rates in effect for the year in which these temporary differences are expected to reverse. Deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including future reversal of existing taxable temporary differences, the magnitude and timing of future projected taxable income, and tax planning strategies. We believed, based on available evidence, it was not more likely than not that our net deferred tax asset would be realized in future periods and, therefore, recorded a valuation allowance equal to the net deferred tax asset balance at DecemberÂ 31, 2023. During the second quarter of 2024, we concluded that it was more likely than not that a significant portion of our net deferred tax asset will be realized. We reached this conclusion as certain of our TRS entities reported positive cumulative pre-tax earnings in recent years, and are projected to generate future pre-tax earnings. We released $1.0 million of the valuation allowance for the year ended DecemberÂ 31, 2024. Income tax expense for the year ended DecemberÂ 31, 2024 was reduced by an amount equal to the amount of the valuation allowance released during 2024. There was an insignificant valuation allowance remaining at DecemberÂ 31, 2024 for certain state net operating losses that we do not believe will be realized.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-23The following is a summary of our deferred tax assets and liabilities as of DecemberÂ 31, 2024 and 2023 (in thousands):Â Â 20242023Deferred tax assets:Equity compensation$1,240Â $1,934Â Accrued compensation1,684Â 1,706Â Net operating loss (â€œNOLâ€) carryforward171Â 1,031Â Reserves383Â 300Â Other101Â 94Â Gross deferred tax asset3,579Â 5,065Â Less: valuation allowance(100)(1,143)Total deferred tax asset3,479Â 3,922Â Deferred tax liabilities:Real estate and capitalized salaries(3,785)(3,150)Investment in third parties(643)(563)Other(30)(209)Total deferred tax liabilities(4,458)(3,922)Net deferred tax liability(979)â€”Â Our deferred tax assets and liabilities result from the activities of our TRS entities. As of DecemberÂ 31, 2024, the TRS entities have state NOL carryforwards of approximately $3.2 million, which will expire as determined under each state's statute.Â Â Â Â Differences between the net income presented on the consolidated statements of operations and taxable income are primarily related to the differences in the periods over which depreciation and amortization expenses are recognized for financial reporting purposes and tax purposes, the timing of the recognition of rental income for financial reporting purposes and tax purposes, and the timing of the expense recognition of certain ordinary and necessary center repair expenditures.Distributionsâ€”The following table reconciles Net Income Attributable to Stockholders to REIT taxable income before the dividends paid deduction for the years ended DecemberÂ 31, 2024, 2023, and 2022 (in thousands):Â Â 202420232022Net income attributable to stockholders$62,685Â $56,848Â $48,323Â Net (income) loss from TRS entities(10,298)(9,768)968Â Net income attributable to REIT operations52,387Â 47,080Â 49,291Â Book/tax differences59,885Â 54,311Â 47,730Â REIT taxable income112,272Â 101,391Â 97,021Â Less: Capital gainsâ€”Â (96)â€”Â REIT taxable income subject to 90% dividend requirement$112,272Â $101,295Â $97,021Â Total gross distributions to our stockholders exceeded 100% of REIT taxable income for the years ended DecemberÂ 31, 2024, 2023, and 2022.The tax characterization of our distributions declared for the years ended DecemberÂ 31, 2024, 2023, and 2022 was as follows:202420232022Common stock:Ordinary dividends77.4Â %75.9Â %77.4Â %Non-dividend distributions22.6Â %24.0Â %22.6Â %Capital gain distributions(1)â€”Â %0.1Â %â€”Â %Total distributions per share of common stock100.0Â %100.0Â %100.0Â %(1)Pursuant to U.S. Treasury Regulation Â§1.1061-6(c) and Â§1061 of the IRC, the One Year Amounts and Three Year Amounts disclosures are both zero with respect to direct and indirect holders of â€œapplicable partnership interestsâ€ for us and our subsidiary REIT, Phillips Edison Institutional REIT, LLC for all years presented.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-2411. COMMITMENTS AND CONTINGENCIESLitigationâ€”We are involved in various claims and litigation matters arising in the ordinary course of business, some of which involve claims for damages. Many of these matters are covered by insurance, although they may nevertheless be subject to deductibles or retentions. Although the ultimate liability for these matters cannot be determined, based upon information currently available, we believe the resolution of such claims and litigation will not have a material adverse effect on our consolidated financial statements.Environmental Mattersâ€”In connection with the ownership and operation of real estate, we may potentially be liable for costs and damages related to environmental matters. In addition, we may own or acquire certain properties that are subject to environmental remediation. Depending on the nature of the environmental matter, the seller of the property, a tenant of the property, and/or another third party may be responsible for environmental remediation costs related to a property. Additionally, in connection with the purchase of certain properties, the respective sellers and/or tenants may agree to indemnify us against future remediation costs. We also carry environmental liability insurance on our properties that provides limited coverage for any remediation liability and/or pollution liability for third-party bodily injury and/or property damage claims for which we may be liable. We are not currently aware of any environmental matters that we believe are reasonably likely to have a material effect on our consolidated financial statements.Captive Insuranceâ€”Our captive insurance company, Silver Rock Insurance, Inc. (â€œSilver Rockâ€), provides general liability insurance, wind, reinsurance, and other coverage to us and our GRP I joint venture. We capitalize Silver Rock in accordance with applicable regulatory requirements.Silver Rock establishes annual premiums based on the past loss experience of the insured properties. An independent third party was engaged to perform an actuarial estimate of projected future claims, related deductibles, and projected future expenses necessary to fund associated risk management programs. Premiums paid to Silver Rock may be adjusted based on this estimate, and such premiums may be reimbursed by tenants pursuant to specific lease terms. As of DecemberÂ 31, 2024, we had three letters of credit outstanding totaling approximately $21.1 million to provide security for our obligations under Silver Rockâ€™s insurance and reinsurance contracts. The following is a summary of the activity in the liability for unpaid losses, which is recorded in Accounts Payable and Other Liabilities on our consolidated balance sheets, for the years ended DecemberÂ 31, 2024 and 2023 (in thousands):20242023Beginning balances$9,410Â $9,607Â Incurred (adjustments) related to:Current year5,504Â 3,369Â Prior years(1,176)(195)Total incurred4,328Â 3,174Â Paid related to:Current year199Â 136Â Prior years1,440Â 3,235Â Total paid1,639Â 3,371Â Liabilities for unpaid losses as of December 31$12,099Â $9,410Â 12. EQUITYGeneralâ€”The holders of common stock are entitled to one vote per share on all matters voted on by stockholders, including one vote per nominee in the election of the Board. Our charter does not provide for cumulative voting in the election of directors. At-the-Market Offering (â€œATMâ€)â€”In February 2022, we entered into a sales agreement relating to the potential sale of shares of common stock pursuant to a continuous offering program, allowing up to $250 million in offerings. During the year ended DecemberÂ 31, 2024, prior to the entry into the new program described below, we issued approximately 46,000 shares of our common stock at a gross weighted average price of $37.05 per share under this ATM program for net proceeds of $1.7Â million, after approximately $17,000 in commissions. During the year ended December 31, 2023, we issued 4.2Â million shares of our common stock at a gross weighted average price of $35.76 per share under this ATM program for net proceeds of $147.6Â million, after approximately $1.5Â million in commissions. In February 2024, we entered into a new sales agreement relating to the potential sale of shares of common stock pursuant to a continuous offering program, which replaced the previous agreement. In accordance with the terms of the sales agreement, we may offer and sell shares of our common stock having an aggregate offering price of up to $250 million from time to time through our sales agents, or, if applicable, as forward sellers. During the three months and year ended DecemberÂ 31, 2024, we issued 1.9Â million shares of our common stock at a gross weighted average price of $39.23 under this ATM program for net proceeds of $72.1Â million, after approximately $0.7Â million in commissions. As of DecemberÂ 31, 2024, approximately $177 million of common stock remained available for issuance under the current ATM program. PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-25Class B Common Stockâ€”On June 18, 2021, our stockholders approved the Articles of Amendment that effected the Recapitalization, wherein each share of our common stock outstanding at the time the amendment became effective was converted into one share of a newly created class of Class B common stock. Our Class B common stock was identical to our common stock, except that it was not listed on a national securities exchange. Per the terms of the Recapitalization, on January 18, 2022, each share of our Class B common stock automatically converted into one share of our listed common stock. On May 5, 2022, we filed Articles Supplementary to our charter with the Maryland State Department of Assessments and Taxation in order to reclassify and designate all of the 350 million authorized shares of our Class B common stock, $0.01 par value per share, all of which were unissued at such time, as shares of our common stock, $0.01 par value per share. We no longer have Class B common stock authorized for issue. Distributionsâ€”In 2024, we declared and paid monthly distributions of $0.0975 per common share and OP unit, or $1.17 annualized, for each month beginning January 2024 through August 2024. In September 2024, the Board authorized a 5.1% increase of our monthly distribution rate to $0.1025 per common share and OP unit. We declared and paid monthly distributions of $0.1025 per common share and OP unit, or $1.23 annualized, for each month beginning September 2024 through December 2024. Distributions paid to stockholders and OP unit holders of record subsequent to DecemberÂ 31, 2024 were as follows (dollars in thousands, excluding per share amounts):MonthDate of RecordDate Distribution PaidMonthly Distribution RateCash DistributionDecember12/16/20241/3/2025$0.1025Â $14,113Â January1/15/20252/4/20250.1025Â 14,129Â Convertible Noncontrolling Interestsâ€”As of DecemberÂ 31, 2024 and 2023, we had approximately 13.0 million and 13.8 million outstanding non-voting OP units, respectively. Additionally, certain of our outstanding restricted share and performance share awards will result in the issuance of OP units upon vesting in future periods. These are included in the outstanding unvested award totals disclosed in Note 13. Under the terms of the Fourth Amended and Restated Agreement of Limited Partnership, OP unit holders may elect to cause the Operating Partnership to redeem their OP units. The Operating Partnership controls the form of the redemption, and may elect to redeem OP units for shares of our common stock, provided that the OP units have been outstanding for at least one year, or for cash. As the form of redemption for OP units is within our control, the OP units outstanding as of DecemberÂ 31, 2024 and 2023 are classified as Noncontrolling Interests within permanent equity on our consolidated balance sheets. On January 18, 2022, we issued approximately 1.6 million OP units in full settlement of the earn-out liability (see Note 16).The table below is a summary of our OP unit activity for the years ended December 31, 2024 and 2023 (dollars and shares in thousands):20242023OP units converted into shares of common stock(1)1,053Â 517Â Distributions declared on OP units(2)$16,867Â $16,334Â (1)OP units convert into shares of our common stock at a 1:1 ratio.(2)Distributions declared on OP units are included in Distributions to Noncontrolling Interests on the consolidated statements of equity.Share Repurchase Programâ€”In August 2022, our Board approved a share repurchase program of up to $250Â million of common stock. The program may be suspended or discontinued at any time, and does not obligate us to repurchase any dollar amount or particular number of shares. No share repurchases have been made to date under this program.13. COMPENSATIONEmployee Long Term Incentive Planâ€”We issue stock awards that vest based upon the completion of a service period (â€œservice-based awardsâ€) under our 2020 Omnibus Incentive Plan (â€œ2020 Incentive Planâ€), which became effective in June 2020. Awards to employees are typically granted and vest during the first quarter of each year. Service-based awards typically follow a four-year graded vesting schedule and will vest in the form of common stock or OP units. We recognize expense for awards with graded vesting under the accelerated recognition method, whereby each vesting is treated as a separate award with expense for each vesting recognized ratably over the requisite service period. We account for forfeitures as they occur. Expense amounts are recorded in General and Administrative or Property Operating on our consolidated statements of operations. Prior to our underwritten IPO, the awards were valued according to the EVPS for our common stock at the date of grant. Subsequent to our underwritten IPO, awards are valued according to the Nasdaq closing stock price at the date of the grant. Holders of unvested service-based awards are entitled to dividend and distribution rights, but are not entitled to voting rights. Additionally, we issue performance-based awards that are earned based on the achievement of specified performance metrics measured at the end of the three-year performance period. The maximum number of performance-based awards earned cannot exceed two times the target number. Half of the earned performance-based awards vest when earned at the end of

the three-year performance period and the second half of the earned performance-based awards vest one year later, subject to continued employment. PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-26Beginning in 2022, our Compensation Committee approved a change to our performance-based long-term incentive program such that the performance-based component of awards under the program will be based on a single metric, total shareholder return (â€œTSRâ€) relative to the FTSE Nareit Equity Shopping Center Index. Prior to 2022, our performance-based equity grants were based on two separate, equally-weighted performance metrics: (i) three-year average Same-Center NOI growth measured against a peer group of public retail REITs; and (ii) three-year Core Funds From Operations (â€œFFOâ€) per share growth measured against the same peer group. Same-Center NOI and Core FFO are both non-GAAP measures.The fair value of the 2024, 2023, and 2022 performance-based awards on the date of grant was $5.4Â million, $6.0Â million, and $5.4 million, respectively, using a Monte Carlo simulation to estimate the fair value through a risk-neutral premise. The following is a summary of the significant assumptions used to value the performance-based awards granted during the years ended December 31, 2024, 2023, and 2022:202420232022Expected volatility26.0Â %38.0Â %54.0Â %Dividend yield3.40Â %3.20Â %3.25Â %Risk-free interest rate4.35Â %4.63Â %1.52Â %In addition to the single TSR performance metric, a Company absolute TSR modifier will be applied if our three-year absolute TSR percentage at the end of the performance period is negative (the â€œAbsolute TSR Modifierâ€). Specifically, to the extent that any portion of the award above the target level is earned based on achievement of the relative TSR performance metric at the end of the performance period, but our absolute TSR percentage at the end of the performance period is negative, the portion of the award that is earned at the end of the performance period will be capped at the target amount. The remaining amount of the award that would have been earned based on achievement of the performance metric (the â€œContingent Portionâ€) will become earned and vested if and when our absolute TSR performance is positive measured from the last day of the performance period through the last day of any calendar quarter within five years following the completion of the performance period (when compared to the share value at the beginning of the performance period). In the event that such share value target is not achieved as described above, the Contingent Portion will be forfeited.Underwritten IPO Grantsâ€”In connection with our underwritten IPO in 2021, we issued a total of 0.5 million RSUs, inclusive of 0.3 million OP units, and restricted stock awards in the form of time-based stock compensation awards with expenses included within Other Expense, Net on our consolidated statements of operations. Included in the restricted stock awards were 24,000 RSUs granted to our independent directors. The shares have a grant price of $28.00 per share and, with the exception of one individual whose award was subject to accelerated vesting provisions, 50% of the shares vested after 18 months and the remaining 50% vested after 36 months.Independent Director Stock Planâ€”The Board approves restricted stock awards pursuant to our 2020 Incentive Plan. The awards are granted to our independent directors as service-based awards. As of DecemberÂ 31, 2024 and 2023, there were approximately 24,000 and 27,000 outstanding unvested awards granted to independent directors, respectively, in connection with the 2020 Incentive Plan.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-27Share-Based Compensation Award Activityâ€”As of DecemberÂ 31, 2024, the fair value for certain of our equity awards was based on our Nasdaq closing stock price at the date of the grant and the fair value for our 2024, 2023, and 2022 performance-based awards was calculated using the Monte Carlo method, as described above. All share-based compensation awards, regardless of the form of payout upon vesting, are presented in the following table, which summarizes our stock-based award activity (number of units in thousands):Restricted Stock Awards(1)Performance Stock Awards(1)Weighted-Average Grant-Date Fair ValueNonvested at January 1, 2022837Â 974Â $30.71Â Granted152Â 344Â 27.41Â Vested(164)(181)32.55Â Forfeited(55)(1)29.04Â Nonvested at December 31, 2022770Â 1,136Â 29.60Â Granted162Â 308Â 27.27Â Vested(393)(129)29.99Â Forfeited(10)â€”Â 30.75Â Nonvested at December 31, 2023529Â 1,315Â 28.89Â Granted 196Â 248Â 27.49Â Vested(327)(104)28.69Â Forfeited(18)(711)32.83Â Nonvested at December 31, 2024380Â 748Â $25.87Â (1)The maximum number of award units that could be issued under all outstanding grants was 1.1 million as of DecemberÂ 31, 2024. The number of award units expected to vest was 0.9 million as of DecemberÂ 31, 2024.The expense for all stock-based awards during the years ended DecemberÂ 31, 2024, 2023, and 2022 was $10.3 million, $9.4 million, and $14.9 million, respectively. We had $11.8 million of unrecognized compensation costs related to these awards that we expect to recognize over a weighted average period of approximately two years. The fair value at the vesting date for stock-based awards that vested during the year ended DecemberÂ 31, 2024 was $18.0 million.401(k)Â Planâ€”We sponsor a 401(k)Â plan that provides benefits for qualified employees. Our match of the employee contributions is discretionary and has a five-year vesting schedule. The cash contributions to the plan for the years ended DecemberÂ 31, 2024, 2023, and 2022 were approximately $1.1 million, $1.1 million, and $1.0 million, respectively. All employees who have attained the age of 21Â are eligible to participate starting the first day of the month following their date of hire. Employees are vested immediately with respect to employee contributions.14. EARNINGS PER SHAREBasic earnings per share (â€œEPSâ€) is computed by dividing Net Income Attributable to Stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted EPS reflects the potential dilution that could occur from share equivalent activity.The following table provides a reconciliation of the numerator and denominator of the earnings per share calculations for the years ended December 31, 2024, 2023, and 2022 (in thousands, except per share amounts):202420232022Numerator:Net income attributable to stockholders - basic$62,685Â $56,848Â $48,323Â Net income attributable to convertible OP units(1)7,011Â 6,914Â 6,206Â Net income - diluted$69,696Â $63,762Â $54,529Â Denominator:Weighted-average shares - basic(2)122,722Â 118,278Â 115,403Â OP units(1)13,582Â 14,096Â 14,355Â Dilutive restricted stock awards517Â 596Â 574Â Adjusted weighted-average shares - diluted136,821Â 132,970Â 130,332Â Earnings per common share:Basic and diluted income per share$0.51Â $0.48Â $0.42Â (1)OP units include units that are convertible into common stock or cash, at the Operating Partnershipâ€™s option. The Operating Partnership income or loss attributable to these OP units, which is included as a component of Net Income Attributable to Noncontrolling Interests on the consolidated statements of operations, has been added back in the numerator as these OP units were included in the denominator for PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-28all years presented. OP units are allocated income on a consistent basis with the common stockholder and therefore have no dilutive impact to earnings per share of common stock.(2)Includes 4.4 million weighted-average shares of Class B common stock and 111.0 million weighted-average shares of common stock during the year ended December 31, 2022.15. RELATED PARTY TRANSACTIONSRevenueâ€”We have entered into agreements with the Managed Funds related to certain advisory, management, and administrative services we provide to their real estate assets in exchange for fees and reimbursement of certain expenses. Summarized below are amounts included in Fees and Management Income. The revenue includes the fees and reimbursements earned by us from the Managed Funds and other revenues that are not in the scope of ASC 606 but are included in this table for the purpose of disclosing all related party revenues during the years ended DecemberÂ 31, 2024, 2023, and 2022 (in thousands):202420232022Recurring fees(1)$4,091Â $3,894Â $3,962Â Realized performance income(2)â€”Â 75Â 2,742Â Transactional revenue and reimbursements(3)2,809Â 2,249Â 1,605Â Insurance premiums(4)3,831Â 3,428Â 3,232Â Total fees and management income$10,731Â $9,646Â $11,541Â (1)Recurring fees include asset management fees and property management fees. (2)Realized performance income includes fees received related to the achievement of certain performance targets in our NRP joint venture. (3)Transactional revenue includes items such as leasing commissions and construction management fees.(4)Insurance premium income includes amounts for reinsurance from third parties not affiliated with us. Tax Protection Agreementâ€”Through our Operating Partnership, we are currently party to a tax protection agreement (the â€œ2017 TPAâ€) with certain partners that contributed property to our Operating Partnership on October 4, 2017, among them certain of our executive officers, including Jeffrey S. Edison, our Chairman and Chief Executive Officer, under which the Operating Partnership agreed to indemnify such partners for tax liabilities that could accrue to them personally related to our potential disposition of certain properties within our portfolio. The 2017 TPA will expire on October 4, 2027. On July 19, 2021, we entered into an additional tax protection agreement (the â€œ2021 TPAâ€) with certain of our executive officers and board members, including Mr. Edison. The 2021 TPA carries a term of four years and will become effective upon the expiration of the 2017 TPA. As of DecemberÂ 31, 2024, the potential â€œmake-whole amountâ€ on the estimated aggregate amount of built-in gain subject to protection under the agreements is approximately $117.9 million. The protection provided under the terms of the 2021 TPA will expire in 2031. We have not recorded any liability related to the 2017 TPA or the 2021 TPA on our consolidated balance sheets for any periods presented, nor recognized any expense since the inception of the 2017 TPA, owing to the fact that any potential liability under the agreements is controlled by us and we believe we will either (i) continue to own and operate the protected properties or (ii) be able to successfully complete Section 1031 Exchanges (unless there is a change in applicable law) or complete other tax-efficient transactions to avoid any liability under the agreements. Other Related Party Mattersâ€”As of DecemberÂ 31, 2024, we were the limited guarantor of a $174.0 million mortgage loan secured by GRP I properties. Our guaranty for the GRP I debt is limited to being the non-recourse carveout guarantor and the environmental indemnitor. Further, we are also party to an agreement with GRP I in which any potential liability under such guaranty will be apportioned between us and GRP I based on our respective ownership percentage in the joint venture. We had no liability recorded on our consolidated balance sheets for the guaranty as of DecemberÂ 31, 2024 and 2023.As of DecemberÂ 31, 2024, we were also the limited guarantor of a $23.2 million mortgage loan secured by the NRV property. Our guaranty for the NRV debt is limited to being the non-recourse carveout guarantor and the environmental indemnitor. Further, we are also party to an agreement with NRV in which any potential liability under such guaranty will be apportioned between us and NRV based on our respective ownership percentage in the joint venture. We had no liability recorded on our consolidated balance sheets for the guaranty as of DecemberÂ 31, 2024.In December 2022, we contributed certain assets to a third-party company in exchange for a warrant representing a 15% equity interest in the company, subject to certain conditions. This non-cash investment had a fair market value of $6.8Â million, was accounted for as an equity method investment, and was recorded in Other Assets, Net. In connection with the transaction, we entered into a services contract for the use of these assets with the third-party company for a term of five years, with a required minimum annual payment by us of $1.2Â million. For the years ended DecemberÂ 31, 2024 and 2023, we paid service fees of $1.8Â million and $1.9Â million, respectively, and recorded equity loss of $0.2Â million and equity income of $0.1Â million, respectively.During 2021, we made a cash investment of $3.0 million into a third-party company in exchange for preferred shares of their stock. As part of the investment agreement, the third-party company entered into leases at two of our properties. During 2023, we determined that the investment in the third-party company was fully impaired due to the value of the investment being significantly reduced, which is not deemed to be temporary, indicated by the companyâ€™s inability to pay rent. As a result, we recorded impairment expense of $3.0Â million in Other Expense, Net on our consolidated statement of operations for the year ended December 31, 2023 and reserved tenant receivables of $0.2 million as of December 31, 2023 as the company was considered to be non-creditworthy. During the year ended DecemberÂ 31, 2024, the reserved tenant receivables were written off.PECO Air L.L.C. (â€œPECO Airâ€), an entity in which Mr. Edison, our Chairman and Chief Executive Officer, owns a 50% interest, owns an airplane that we use for business purposes in the course of our operations. We paid approximately $0.9 million, $0.9 PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-29million, and $0.9 million to PECO Air for use of its airplane per the terms of our contractual agreements for the years ended DecemberÂ 31, 2024, 2023, and 2022, respectively. 16. FAIR VALUE MEASUREMENTSThe following describes the methods we use to estimate the fair value of our financial and nonfinancial assets and liabilities:Â Cash and Cash Equivalents, Restricted Cash, Accounts Receivable, and Accounts Payableâ€”We consider the carrying values of these financial instruments to approximate fair value because of the short period of time between origination of the instruments and their expected realization.Real Estate Investmentsâ€”The purchase prices of the investment properties, including related lease intangible assets and liabilities, are allocated at estimated fair value based on Level 3 inputs, such as discount rates, capitalization rates, comparable sales, replacement costs, income and expense growth rates, and current market rents and allowances as determined by management. Debt Obligationsâ€”We estimate the fair value of our revolving credit facility, term loans, secured portfolio of loans, and mortgages by discounting the future cash flows of each instrument at rates currently offered for similar debt instruments of comparable maturities by our lenders using Level 3 inputs.Â The discount rates used approximate current lending rates for loans or groups of loans with similar maturities and credit quality, assuming the debt is outstanding through maturity and considering the debtâ€™s collateral (if applicable).Â We have utilized market information, as available, or present value techniques to estimate the amounts required to be disclosed. We estimate the fair value of our senior unsecured notes by using quoted prices in active markets, which are considered Level 1 inputs.The following is a summary of borrowings as of December 31, 2024 and 2023 (in thousands):20242023Recorded Principal Balance(1)Fair ValueRecorded Principal Balance(1)Fair ValueRevolving credit facility $40,000Â $40,088Â $181,000Â $181,714Â Term loans580,928Â 587,341Â 956,132Â 970,238Â Senior unsecured notes due 2031344,417Â 292,810Â 343,698Â 284,865Â Senior unsecured notes due 2034341,919Â 350,735Â â€”Â â€”Â Senior unsecured notes due 2035341,453Â 329,280Â â€”Â â€”Â Secured portfolio loan facilities393,056Â 359,194Â 392,575Â 351,339Â Mortgages(2)67,770Â 66,883Â 95,867Â 94,966Â Total $2,109,543Â $2,026,331Â $1,969,272Â $1,883,122Â (1)As of December 31, 2024 and 2023, respectively, recorded principal balances include: (i) net deferred financing fees of $5.7 million and $10.3 million; (ii) assumed market debt adjustments of $0.1 million and $0.9 million; and (iii) notes payable discounts of $22.2Â million and $6.3Â million.(2)Our finance lease liability is included in the mortgages line item, as presented.Recurring and Nonrecurring Fair Value Measurementsâ€”Our marketable securities and interest rate swaps are measured and recognized at fair value on a recurring basis, while certain real estate assets and liabilities are measured and recognized at fair value as needed. Fair value measurements that occurred as of and during the years ended DecemberÂ 31, 2024 and 2023 were as follows (in thousands):20242023Level 1Level 2Level 3Level 1Level 2Level 3RecurringMarketable securities(1)$7,420Â $â€”Â $â€”Â $8,566Â $â€”Â $â€”Â Derivative assets(1)(2)â€”Â 4,510Â â€”Â â€”Â 12,669Â â€”Â (1)We record marketable securities and derivative assets in Other Assets, Net on our consolidated balance sheets.(2)The fair values of the derivative assets exclude associated accrued interest receivable of $0.5 million and $1.7 million as of December 31, 2024 and 2023, respectively.Marketable Securitiesâ€”We estimate the fair value of marketable securities using Level 1 inputs. We utilize unadjusted quoted prices for identical assets in active markets that we have the ability to access. Derivative Instrumentsâ€”As of DecemberÂ 31, 2024 and 2023, we had interest rate swaps that fixed SOFR on portions of our unsecured term loan facilities. All interest rate swap agreements are measured at fair value on a recurring basis. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-30the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.To comply with the provisions of ASC 820, we incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterpartyâ€™s nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, weÂ have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.Although we determined that the significant inputs used to value our derivatives fell within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our counterparties and our own credit risk utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by us and our counterparties. However, as of December 31, 2024 and 2023, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.Earn-outâ€”As part of our acquisition of Phillips Edison Limited Partnership (â€œPELPâ€) in 2017, an earn-out structure was established which gave PELP the opportunity to earn additional OP units based upon the potential achievement of certain performance targets subsequent to the acquisition. On January 11, 2022, we finalized the fair value of the earn-out liability based on our share price and issued approximately 1.6 million OP units in full settlement of the liability with a value of $54.2 million. Changes in the fair value of the earn-out liability were recorded to Other Expense, Net in the consolidated statements of operations. We recorded no expense during the years ended DecemberÂ 31, 2024 and 2023. We recorded expense of $1.8 million for the year ended December 31, 2022.Real Estate Asset Impairmentâ€”Our real estate assets are measured and recognized at fair value, less costs to sell for held-for-sale properties, on a nonrecurring basis dependent upon when we determine an impairment has occurred. We impair assets that are under contract at a disposition price that is less than carrying value, or that have other operational impairment indicators. The valuation technique used for the fair value of all impaired real estate assets was the expected net sales proceeds, which we consider to be a Level 2 input in the fair value hierarchy.We recorded the following expense upon impairment of real estate assets for the years ended DecemberÂ 31, 2024, 2023, and 2022 (in thousands):202420232022Impairment of real estate assets$â€”Â $â€”Â $322Â 17. REPORTABLE SEGMENTSOur principal business is the ownership and operation of community and neighborhood shopping centers. We conduct our operations solely in the United States, and we do not distinguish our

principal business, or group our operations, by geography or size for the purpose of measuring performance. We concluded that we have only one operating and reportable segment, Real Estate Properties. Our conclusion was determined on the basis of the way in which our chief operating decision maker (â€œCODMâ€) regularly reviews internally reported financial information to analyze financial performance, make decisions, and allocate resources at the consolidated level. Our Real Estate Properties segment derives a majority of its revenue from the lease contracts it enters into as a lessor, which are all in the form of operating leases. Further, our lease contracts typically provide for reimbursements from tenants for common area maintenance, insurance, and real estate tax expense. No single tenant comprised 10% or more of our aggregate ABR for the years ended December 31, 2024, 2023, and 2022. For a detailed discussion of the accounting policies related to our lease revenue, see Note 2. Our CODM is Mr. Edison, our Chairman and Chief Executive Officer. Our CODM assesses performance, makes decisions, and allocates operating and capital resources of the Real Estate Properties segment by utilizing net income (loss) on a consolidated basis. Our CODM evaluates net income (loss) by monitoring budget versus actual as well as variance analysis to prior periods to analyze the performance of the segment. Information about the net income (loss) of the Real Estate Properties segment that is regularly reviewed by our CODM, including revenue and significant expenses, was as follows for the years ended DecemberÂ 31, 2024, 2023, and 2022 (in thousands):PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-3120242023202Revenues:Rental income$647,589Â $597,501Â $560,538Â Fees and management income10,731Â 9,646Â 11,541Â Other property income3,072Â 2,977Â 3,293Â Total revenues661,392Â 610,124Â 575,372Â Operating Expenses:Property operating(1)112,633Â 102,303Â 95,359Â Real estate taxes77,684Â 72,816Â 67,864Â Employee-related expenses28,013Â 26,870Â 27,170Â Other general and administrative expenses(2)17,598Â 17,496Â 18,065Â Depreciation and amortization253,016Â 236,443Â 236,224Â Impairment of real estate assetsâ€”Â Â â€”Â 322Â Total operating expenses488,944Â 455,928Â 445,004Â Other:Interest expense, net(3)(96,990)(84,232)(71,196)(Loss) gain on disposal of property, net(30)1,110Â 7,517Â Other expense, net(5,732)(7,312)(12,160)Net income$69,696Â $63,762Â $54,529Â Net income attributable to noncontrolling interests(7,011)(6,914)(6,206)Net income attributable to stockholders$62,685Â $56,848Â $48,323Â (1)Property operating is primarily made up of common area maintenance, compensation, insurance, and other costs related to the leasing of our real estate properties. Our CODM is not provided with further disaggregation and uses total property operating expenses to manage the business.(2)Other general and administrative expenses is primarily made up of professional fees, technology and communication expense, and insurance, taxes, and board costs. (3)Interest income is not a significant component of Interest Expense, Net.The measure of segment assets regularly reviewed by our CODM is reported on the consolidated balance sheets as Total Assets.18. SUBSEQUENT EVENTSIn preparing the audited consolidated financial statements, we have evaluated subsequent events through the date of filing of this report on Form 10-K for recognition and/or disclosure purposes. Based on this evaluation, we have determined that there were no events that have occurred that require recognition or disclosure, other than certain events and transactions that have been disclosed elsewhere in these consolidated financial statements.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-32SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATIONDecember 31, 2024(in thousands)Â Â Initial CostCosts Capitalized Subsequent to Acquisition(2)Gross Amount Carried at End of Period(3)Â Â Â Â Â Â Property NameCity, StateEncumbrances(1)Land and ImprovementsBuildings and ImprovementsLand and ImprovementsBuildings and ImprovementsTotalAccumulated DepreciationDate Constructed/ RenovatedDate AcquiredSnow View PlazaParma, OH$â€“$4,104$6,432$1,470$4,509$7,497$12,006$4,849198112/15/2010Lakeside PlazaSalem, VAâ€“3,3445,2472,5023,6617,43211,0933,833198811/23/2011St. Charles PlazaDavenport, FLâ€“4,0904,3998704,4404,9199,3593,859200711/23/2011Burwood Village CenterGlen Burnie, MDâ€“5,44810,1678115,81410,61216,4266,810197111/23/2011CenterpointEasley, SCâ€“2,7504,3611,6563,4655,3028,7673,392200211/23/2011Southampton VillageTyrone, GAâ€“3,0465,7881,8693,4387,26510,7033,807200311/23/2011Cureton Town CenterWaxhaw, NCâ€“6,5696,1972,6485,9619,45315,4146,0672006/201812/29/2011Tramway CrossingSanford, NCâ€“2,0163,0711,3442,8703,5616,4312,75219962/23/2012Village At Glynn PlaceBrunswick, GAâ€“5,8127,3682,3126,0789,41415,4925,6381992/20094/27/2012Meadowthorpe Manor ShoppesLexington, KYâ€“4,0934,1852,3304,6485,96010,6083,2281989/20225/9/2012Brentwood CommonsBensenville, ILâ€“6,1058,0242,5826,39510,31616,7115,8051981/20157/5/2012Sidney Towne CenterSidney, OHâ€“1,4293,8021,7732,2154,7897,0043,6241981/20078/2/2012Broadway PlazaTucson, AZâ€“4,9797,1693,4536,1939,40815,6015,7051982/20038/13/2012Baker HillGlen Ellyn, ILâ€“7,06813,73810,2257,75323,27831,03113,0501998/20189/6/2012New Prague CommonsNew Prague, MNâ€“3,2486,6043,2003,4749,57813,0525,9712008/201910/12/2012Heron Creek Towne CenterNorth Port, FLâ€“4,0624,0821,1384,4154,8679,2822,967200112/17/2012Quartz Hill Towne CentreLancaster, CA11,7406,68913,5291,4017,35114,26821,6197,4631991/201212/27/2012Village One PlazaModesto, CA17,7005,16618,7521,0335,53319,41824,9519,562200712/28/2012Hilfiker Shopping CenterSalem, ORâ€“2,8794,7509433,0045,5688,5722,5271984/201112/28/2012Butler CreekAcworth, GAâ€“3,9256,1293,7704,4579,36713,8244,6841989/20211/15/2013Fairview OaksEllenwood, GA6,4303,5635,2661,4033,9406,29210,2323,61619961/15/2013Grassland CrossingAlpharetta, GAâ€“3,6805,7911,8533,9907,33411,3243,82319961/15/2013Hamilton RidgeBuford, GAâ€“4,7727,1683,2795,14310,07615,2194,73020021/15/2013Mableton CrossingMableton, GAâ€“4,4266,4131,6414,8087,67212,4804,35319971/15/2013Shops at WestridgeMcDonough, GAâ€“3,9623,9012,1194,1485,8349,9823,1182006/20201/15/2013Fairlawn Town CentreFairlawn, OH20,00010,39829,0057,35311,80734,94946,75617,9881962/20121/30/2013Macland PointeMarietta, GAâ€“3,4935,3641,6624,1266,39310,5194,06319922/13/2013Kleinwood CenterSpring, TXâ€“11,47818,9541,29911,79419,93731,73111,13520033/21/2013Murray LandingColumbia, SC6,7502,7196,8565,3803,82411,13114,9554,4862003/20163/21/2013Vineyard Shopping CenterTallahassee, FLâ€“2,7614,2217753,1494,6087,7572,84820023/21/2013Lutz Lake CrossingLutz, FLâ€“2,6366,6001,1493,0527,33310,3853,63820024/4/2013Publix at Seven HillsSpring Hill, FLâ€“2,1715,6422,0842,4937,4049,8973,3791991/20064/4/2013Hartville CentreHartville, OHâ€“2,0693,6911,9922,5005,2527,7523,0571988/20084/23/2013Sunset Shopping CenterCorvallis, OR15,4107,93314,9393,3438,24617,96926,2158,3531998/20235/31/2013Savage Town SquareSavage, MN9,0004,1069,4096174,4749,65814,1325,34620036/19/2013Glenwood CrossingsKenosha, WIâ€“1,8729,9141,3492,45210,68313,1355,2241992/20186/27/2013PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-33SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATIONDecember 31, 2024(in thousands)Â Â Initial CostCosts Capitalized Subsequent to Acquisition(2)Gross Amount Carried at End of Period(3)Â Â Â Â Â Â Property NameCity, StateEncumbrances(1)Land and ImprovementsBuildings and ImprovementsLand and ImprovementsBuildings and ImprovementsTotalAccumulated DepreciationDate Constructed/ RenovatedDate AcquiredShiloh Square Shopping CenterKennesaw, GAâ€“4,6858,7292,4914,87811,02715,9055,2811996/20036/27/2013Pavilions at San MateoAlbuquerque, NMâ€“6,47018,7263,0347,02421,20628,23010,1931997/20126/27/2013Boronda PlazaSalinas, CA14,7509,02711,8708059,38412,31821,7026,2892003/20217/3/2013Westwoods Shopping CenterArvada, COâ€“3,70611,1151,4034,62211,60216,2246,0632003/20118/8/2013Paradise CrossingLithia Springs, GAâ€“2,2046,0641,0962,5406,8249,3643,49220008/13/2013Contra Loma PlazaAntioch, CAâ€“3,0183,9262,1653,7725,3379,1092,5421989/20228/19/2013South Oaks PlazaSt. Louis, MOâ€“1,9386,6342,7122,2049,08011,2843,9591969/20218/21/2013Yorktown CentreMillcreek Township, PAâ€“3,73615,3963,3894,83117,69022,5219,5691989/20208/30/2013Dyer Town CenterDyer, INâ€“6,01710,2149526,54710,63617,1835,8402004/20059/4/2013East Burnside PlazaPortland, ORâ€“2,4845,4221862,6015,4918,0922,2651955/19999/12/2013Red Maple VillageTracy, CA20,5849,25019,4661,0859,67220,12929,8018,67720099/18/2013Crystal Beach PlazaPalm Harbor, FL6,3602,3347,9181,0142,5578,70911,2664,30720109/25/2013CitiCentre PlazaCarroll, IAâ€“7702,5308041,0943,0104,1041,4891991/201810/2/2013Duck Creek PlazaBettendorf, IAâ€“4,61213,0073,9345,23916,31421,5536,6972005/202210/8/2013Cahill PlazaInver Grove Heights, MNâ€“2,5875,1149963,0425,6558,6973,0751995/202010/9/2013College PlazaNormal, ILâ€“4,46017,7726,0845,17223,14428,3169,1761983/201810/22/2013Courthouse MarketplaceVirginia Beach, VA11,6506,1308,0611,9746,5159,65016,1654,816200510/25/2013Hastings MarketplaceHastings, MNâ€“3,98010,0451,4204,65810,78715,4455,494200211/6/2013Coquina PlazaSouthwest Ranches, FLâ€“9,45811,7701,8489,81113,26523,0765,918199811/7/2013Shoppes of Paradise LakesMiami, FLâ€“5,8116,0201,3036,1756,95913,1343,414199911/7/2013Collington PlazaBowie, MDâ€“12,20715,1422,62812,58117,39629,9777,916199611/21/2013Golden Town CenterGolden, CO14,7117,06510,1662,2857,80111,71519,5166,1931993/200311/22/2013Northstar MarketplaceRamsey, MNâ€“2,8109,2044,2193,03613,19716,2335,0472004/202311/27/2013Bear Creek PlazaPetoskey, MIâ€“5,67717,6112,9815,89420,37526,2699,6161998/201812/18/2013East Side SquareSpringfield, OHâ€“39496321742221,1521,574602200712/18/2013Flag City StationFindlay, OHâ€“4,6859,6303,7004,99313,02218,0155,8211992/202012/18/2013Town & Country Shopping CenterNoblesville, IN13,4807,36116,2695097,45616,68324,1398,4211998/202312/18/2013Sulphur GroveHuber Heights, OHâ€“5532,1427996112,8833,4941,308200412/18/2013Southgate Shopping CenterDes Moines, IAâ€“2,4348,3581,7323,0319,49312,5244,9711972/201412/20/2013Sterling Pointe CenterLincoln, CA24,0737,03920,8222,2777,74222,39630,1389,6922004/201712/20/2013Arcadia PlazaPhoenix, AZâ€“5,7746,9043,2746,1189,83415,9524,8411980/201812/30/2013Stop & Shop PlazaEnfield, CTâ€“8,89215,0281,4839,41615,98725,4038,1061988/199812/30/2013PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-34SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATIONDecember 31, 2024(in thousands)Â Â Initial CostCosts Capitalized Subsequent to Acquisition(2)Gross Amount Carried at End of Period(3)Â Â Â Â Â Â Property NameCity, StateEncumbrances(1)Land and ImprovementsBuildings and ImprovementsLand and ImprovementsBuildings and ImprovementsTotalAccumulated DepreciationDate AcquiredFairacres Shopping CenterOshkosh, WIâ€“3,5435,1891,4384,0576,11310,1703,4601992/20161/21/2014Savoy PlazaSavoy, ILâ€“4,30410,8951,0684,90911,35816,2676,2401999/20151/31/2014The Shops of UptownPark Ridge, ILâ€“7,74416,8842,3918,21018,80927,0197,57920062/25/2014Chapel Hill North CenterChapel Hill, NC5,4485,04310,1892,3405,46212,11017,5726,14919982/28/2014Coppell Market CenterCoppell, TXâ€“4,87012,2366855,17012,62117,791$5,88720083/5/2014Winchester GatewayWinchester, VAâ€“9,34223,4682,8249,68625,94835,63411,91220063/5/2014Stonewall PlazaWinchester, VAâ€“7,92916,6421,3048,18317,69225,8758,42220073/5/2014Town Fair CenterLouisville, KYâ€“8,10814,4116,2069,07519,65028,7259,8321988/20193/12/2014Villages at Eagles LandingStockbridge, GAâ€“2,8245,5151,4153,3656,3899,7543,73419953/13/2014Champions Gate VillageDavenport, FLâ€“1,8146,0601,2192,0817,0129,0933,30120013/14/2014Towne Centre at Wesley ChapelWesley Chapel, FLâ€“2,4665,5531,2542,9646,3099,2732,86220003/14/2014Statler SquareStaunton, VAâ€“4,1089,0721,3204,7019,79914,5005,0071989/19973/21/2014Burbank PlazaBurbank, ILâ€“2,9724,5464,0533,7937,77811,5714,0841972/20183/25/2014Hamilton VillageChattanooga, TNâ€“12,68219,1036,21613,55224,44938,00112,2911989/20214/3/2014Waynesboro PlazaWaynesboro, VAâ€“5,5978,3343575,8398,44914,2884,69820054/30/2014Southwest MarketplaceLas Vegas, NVâ€“16,01911,2705,78416,33816,73533,0737,3892008/20175/5/2014Hampton VillageTaylors, SCâ€“5,4567,2544,6116,13911,18217,3216,2061959/20195/21/2014Central StationLouisville, KY12,0956,1436,9323,3836,7959,66316,4584,7762005/20185/23/2014Kirkwood Market PlaceHouston, TXâ€“5,7869,6972,0566,07211,46717,5395,1491979/20125/23/2014Fairview PlazaNew Cumberland, PAâ€“2,7868,5001,0753,2129,14912,3613,7311992/19995/27/2014Broadway PromenadeSarasota, FLâ€“3,8316,7951,3564,2517,73111,9823,20620075/28/2014Townfair CenterIndiana, PAâ€“7,00713,2331,5297,41814,35121,7697,7381995/20165/29/2014Heath Brook CommonsOcala, FL6,9303,4708,3521,2633,7599,32613,0854,22820025/30/2014The OrchardsYakima, WAâ€“5,4258,7437435,8279,08414,9114,54120026/3/2014Shaw's Plaza HanoverHanover, MAâ€“2,8265,314102,8265,3248,1502,4011994/20006/23/2014Shaw's Plaza EastonEaston, MAâ€“5,4337,1731,5075,9038,21014,1133,8341984/20046/23/2014Lynnwood PlaceJackson, TNâ€“3,3414,8261,2723,8145,6259,4393,0171986/20137/28/2014Thompson Valley Towne CenterLoveland, COâ€“5,75817,3873,3466,47620,01526,4918,72219998/1/2014Lumina CommonsWilmington, NC5,3042,00811,2491,6922,13612,81314,9495,0021974/20078/4/2014Driftwood VillageOntario, CAâ€“6,81112,9932,2747,82614,25222,0786,24019858/7/2014French Golden GateBartow, FLâ€“2,59912,8772,6332,92315,18618,1095,9171960/20118/28/2014Orchard SquareWashington Township, MIâ€“1,36111,5501,3761,65812,62914,2875,2561999/20119/8/2014Trader Joe's CenterDublin, OH6,7452,3387,9223,8612,96911,15214,1214,82219869/11/2014Palmetto PavilionNorth Charleston, SCâ€“2,5098,5261,5103,6018,94412,5453,94720039/11/2014PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-35SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATIONDecember 31, 2024(in thousands)Â Â Initial CostCosts Capitalized Subsequent to Acquisition(2)Gross Amount Carried at End of Period(3)Â Â Â Â Â Â Property NameCity, StateEncumbrances(1)Land and ImprovementsBuildings and ImprovementsLand and ImprovementsBuildings and ImprovementsTotalAccumulated DepreciationDate Constructed/ RenovatedDate AcquiredFive Town PlazaSpringfield, MAâ€“8,91219,6357,90210,57025,87936,44913,7991970/20199/24/2014Fairfield CrossingBeavercreek, OHâ€“3,57210,0263053,75910,14413,9034,711199410/24/2014Beavercreek Towne CenterBeavercreek, OHâ€“14,05530,7995,18015,78534,24950,03417,1021994/201910/24/2014Grayson VillageLoganville, GAâ€“3,9525,6202,5834,2907,86512,1554,4442002/201910/24/2014The Fresh Market CommonsPawleys Island, SCâ€“2,4424,9412662,5735,0767,6492,5242011/201410/28/2014Claremont VillageEverett, WAâ€“5,63510,5441,9986,37511,80218,1775,3491994/201211/6/2014Cherry Hill MarketplaceWestland, MIâ€“4,64110,1373,0805,34312,51517,8586,8421992/201712/17/2014Nor'Wood Shopping CenterColorado Springs, COâ€“5,2506,6842,6455,6148,96514,5794,2852003/20071/8/2015Sunburst PlazaGlendale, AZâ€“3,4356,0412,9684,3888,05612,4444,1231970/20222/11/2015Rivermont StationJohns Creek, GAâ€“6,8768,9165,2107,2761,3,72613,72621,0027,1241996/20222/27/2015Breakfast Point MarketplacePanama City Beach, FLâ€“5,57812,0529846,09512,51918,6145,9892009/20103/13/2015Falcon ValleyLenexa, KSâ€“3,1316,8734473,5246,92710,4513,6712008/20093/13/2015Kohl's OnalaskaOnalaska, WIâ€“2,6705,6483002,6705,9488,6183,0331992/20213/13/2015Coronado CenterSanta Fe, NM11,5604,39616,4605,4584,92321,39126,3148,2321964/20195/1/2015West Creek PlazaCoconut Creek, FLâ€“3,4596,1319473,6866,85110,5372,8102006/20137/10/2015Northwoods CrossingTaunton, MAâ€“10,09214,4374231,0,20114,75124,9529,8432003/20225/24/2016Murphy MarketplaceMurphy, TXâ€“28,65233,1225,52629,46737,83367,30013,9552008/20216/24/2016Harbour VillageJacksonville, FLâ€“5,63016,7274,2126,17620,39326,5697,5652006/20219/22/2016Oak Mill PlazaNiles, ILâ€“6,84313,6927,3097,65420,19027,8448,6081977/202310/3/2016Southern PalmsTempe, AZ21,24010,02524,3464,99410,51128,85439,36512,5511982/201810/26/2016Golden Eagle VillageClermont, FLâ€“3,7467,7359813,9818,48112,4623,528201110/27/2016Atwater Marketplace(4)Atwater, CAâ€“6,1167,597(11,465)4171,8312,24821620232/10/2017Rocky Ridge Town CenterRoseville, CA18,5195,44929,2071,1035,69430,06535,7599,2391996/20154/18/2017Greentree CentreRacine, WIâ€“2,9558,7185653,1199,11912,2383,4611989/20185/5/2017Sierra Del Oro Towne CentreCorona, CAâ€“9,01117,9892,5229,48820,03429,5227,1941991/20176/20/2017Birdneck Shopping CenterVirginia Beach, VAâ€“1,9003,2531,0652,0914,1276,2182,1321987/201710/4/2017Crossroads PlazaAsheboro, NCâ€“1,7222,7209142,3163,0405,3561,7641984/201610/4/2017Dunlop VillageColonial Heights, VAâ€“2,4204,8922,4802,8346,9589,7922,6201987/201210/4/2017Edgecombe SquareTarboro, NCâ€“1,4122,2585941,5542,7104,2642,0081990/201310/4/2017Forest Park SquareCincinnati, OHâ€“4,0075,8771,3174,5066,6911,2013,5051988/201810/4/2017Goshen StationGoshen, OH3,6051,5554,6211811,8004,5576,3572,7991973/200310/4/2017The Village Shopping CenterMooresville, INâ€“2,0598,3259352,4268,89311,3193,5051965/201910/4/2017Hickory PlazaNashville, TNâ€“2,9275,0992,4613,0087,47910,4872,5641974/202010/4/2017PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-36SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATIONDecember 31, 2024(in thousands)Â Â Initial CostCosts Capitalized Subsequent to Acquisition(2)Gross Amount Carried at End of Period(3)Â Â Â Â Â Â Property NameCity, StateEncumbrances(1)Land and ImprovementsBuildings and ImprovementsLand and ImprovementsBuildings and ImprovementsTotalAccumulated DepreciationDate AcquiredHighland FairGresham, ORâ€“3,2637,9797033,4868,45911,9452,8501984/201310/4/2017Mayfair VillageHurst, TX16,39815,34316,5224,06415,94019,98935,9298,2271981/202210/4/2017LaPlata PlazaLa Plata, MD17,8608,43422,8552,4228,74924,96233,7118,1542003/201910/4/2017Lafayette SquareLafayette, INâ€“5,3875,6361,5205,4827,06112,5435,5961963/202210/4/2017Commerce SquareBrownwood, TXâ€“6,0278,3419896,2209,13715,3572,6771969/202210/4/2017Monfort HeightsCincinnati, OH4,2162,3573,54592,3573,5545,9111,7031987/201510/4/2017Mountain Park PlazaRoswell, GAâ€“6,1186,6521,1046,2307,64413,8742,8601988/200310/4/2017Nordan Shopping CenterDanville, VAâ€“1,9116,7511,1022,1497,6159,7643,1141961/201510/4/2017Northside PlazaClinton, NCâ€“1,4065,4715361,5885,8257,4132,6191982/201510/4/2017Park Place PlazaPort Orange, FLâ€“2,3478,458(2,070)1,9616,7748,7352,0641984/201210/4/2017Parsons VillageSeffner, FLâ€“3,46510,864(3,894)2,5147,92110,4352,5281983/199410/4/2017Hillside - WestHillside, UTâ€“6911,7393,8704,5611,7396,300985200610/4/2017South Oaks Shopping CenterLive Oak, FLâ€“1,7425,1192,0231,9426,9428,8843,2671976/202210/4/2017Summerville GalleriaSummerville, SCâ€“4,1048,6682,0154,65910,12814,7873,8771989/201410/4/2017The OaksHudson, FLâ€“3,8766,66812,8524,78618,61023,3964,6601981/202210/4/2017Riverplace CentreNoblesville, IN5,1753,8904,0441,0314,0084,9578,9652,8691992/202010/4/2017Towne Crossing Shopping CenterMesquite, TXâ€“5,35815,5844,1176,76318,29625,0596,6491984/201610/4/2017Village at WaterfordMidlothian,

VAâ€”2,7025,1941,1793,2165,8599,0752,4181991/201610/4/2017Windsor CenterDallas, NCâ€”2,4885,1868922,6435,9238,5662,8091974/201510/4/201712 West MarketplaceLitchfield, MNâ€”8353,5382131,0073,5794,5862,1431989/201010/4/2017Willowbrook CommonsNashville, TNâ€”5,3846,0029845,8126,55812,3702,831200510/4/2017Edgewood Towne CenterEdgewood, PAâ€”10,02922,5353,89211,22925,22736,45610,9341990/202110/4/2017Everson PointeSnellville, GA7,7344,2228,4216864,3928,93713,3293,465199910/4/2017Village Square of DelafieldDelafield, WI8,2576,2066,8696886,5577,20613,7633,4132007/201710/4/2017Shoppes of Lake VillageLeesburg, FLâ€”7,1933,7957,4137,58110,82018,4014,3591987/20212/26/2018Sierra Vista PlazaMurrieta, CAâ€”9,82411,6692,92710,51113,90924,4204,4591991/20219/28/2018Wheat Ridge MarketplaceWheat Ridge, COâ€”7,9268,3931,7668,5109,57518,0853,5841996/201910/3/2018Atlantic PlazaNorth Reading, MAâ€”12,34112,6992,30612,66514,68127,3465,6871959/201411/9/2018Staunton PlazaStaunton, VAâ€”4,81814,3801194,89114,42619,3173,884200611/16/2018Bethany VillageAlpharetta, GAâ€”6,1388,3559036,2589,13815,3962,865200111/16/2018Northpark VillageLubbock, TXâ€”3,0876,0473933,2486,2799,5271,839199011/16/2018Kings CrossingSun City Center, FL10,4675,65411,2256325,88811,62317,5113,4042000/201811/16/2018Lake Washington CrossingMelbourne, FLâ€”4,22213,5533,3494,39016,73421,1244,1621987/202311/16/2018Kipling MarketplaceLittleton, COâ€”4,02010,4056524,23010,84715,0773,7711983/200911/16/2018MetroWest VillageOrlando, FLâ€”6,84115,333(254)7,16014,76021,9203,183199011/16/2018PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-37SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATIONDecember 31, 2024(in thousands)Â Â Initial CostCosts Capitalized Subsequent to Acquisition(2)Gross Amount Carried at End of Period(3)Â Â Â Â Â Â Property NameCity, StateEncumbrances(1)Land and ImprovementsBuildings and ImprovementsLand and ImprovementsBuildings and ImprovementsTotalAccumulated DepreciationDate Constructed/ RenovatedDate AcquiredSpring Cypress VillageHouston, TXâ€”9,57914,5671,4079,79815,75525,5534,7511982/201211/16/2018Commonwealth SquareFolsom, CAâ€”9,95512,5861,64710,24813,94024,1885,724198711/16/2018Point LoomisMilwaukee, WIâ€”4,1714,9012,1954,1717,09611,2673,2941965/202211/16/2018Shasta CrossroadsRedding, CAâ€”9,59818,643(1,832)8,48217,92726,4094,3081989/201611/16/2018Milan PlazaMilan, MIâ€”9251,9743571,0942,1623,2561,6041960/201811/16/2018Hilander VillageRoscoe, ILâ€”2,5717,4612,3872,6959,72412,4193,9271994/202211/16/2018Laguna 99 PlazaElk Grove, CAâ€”5,42216,9524705,44417,40022,8444,7191992/201511/16/2018Southfield CenterSt. Louis, MOâ€”5,61213,6432,1506,59514,81021,4054,8821987/202111/16/2018Waterford Park PlazaPlymouth, MNâ€”4,93519,5438165,23220,06225,2945,9141989/202311/16/2018Colonial PromenadeWinter Haven, FLâ€”12,40322,09763012,47122,65935,1308,0511986/200811/16/2018Willimantic PlazaWillimantic, CTâ€”3,5968,8598,2853,78516,95520,7404,1731968/202411/16/2018Quivira CrossingsOverland Park, KSâ€”6,41310,7293,0298,28811,88320,1714,6991996/201511/16/2018Spivey JunctionStockbridge, GAâ€”4,08310,4143054,20910,59314,8023,244199811/16/2018Plaza FarmingtonFarmington, NMâ€”6,3229,6195976,8209,71816,5383,414200411/16/2018Harvest PlazaAkron, OHâ€”2,6936,0833522,9356,1939,1282,1311974/201511/16/2018Oakhurst PlazaSeminole, FLâ€”2,7824,5066572,9644,9817,9451,8571974/200111/16/2018Old Alabama SquareJohns Creek, GAâ€”10,78217,3591,99410,88519,25030,1355,373200011/16/2018North Point LandingModesto, CA20,6018,04028,4221,4358,23529,66237,8977,8191964/200811/16/2018Glenwood CrossingCincinnati, OHâ€”4,5813,9222374,6314,1098,7402,1391999/201511/16/2018Rosewick CrossingLa Plata, MDâ€”8,25223,5071,0348,36624,42732,7936,899200811/16/2018Vineyard CenterTempleton, CA4,8321,7536,4062301,8046,5858,3891,757200711/16/2018Ocean Breeze PlazaOcean Breeze, FLâ€”6,4169,9861,2556,55011,10717,6573,5831993/201011/16/2018Central Valley MarketplaceCeres, CA15,5266,16317,535836,18017,60123,7814,799200511/16/201851st & Olive SquareGlendale, AZâ€”2,2369,0385092,5989,18511,7832,9321975/200711/16/2018West Acres Shopping CenterFresno, CAâ€”4,8665,6276235,0916,02511,1163,0601990/201511/16/2018Meadows on the ParkwayBoulder, COâ€”23,95432,7442,70624,55634,84859,4049,479198911/16/2018Wyandotte PlazaKansas City, KSâ€”5,20417,5661,0275,37418,42323,7975,3531961/201511/16/2018Broadlands MarketplaceBroomfield, COâ€”7,4349,4591,1998,04410,04818,0923,517200211/16/2018Village CenterRacine, WIâ€”6,05126,4731,3506,27427,60033,8748,6802002/202111/16/2018Shoregate Town CenterWillowick, OHâ€”7,15216,2827,6277,54323,51831,0619,1221958/202211/16/2018Plano Market StreetPlano, TXâ€”14,83733,1782,04815,19934,86450,0639,226200911/16/2018Island Walk Shopping CenterFernandina Beach, FLâ€”8,19019,9921,7998,31221,66929,9816,8101987/201211/16/2018Normandale VillageBloomington, MNâ€”8,39011,4072,2969,15712,93622,0936,0131973/201711/16/2018PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-38SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATIONDecember 31, 2024(in thousands)Â Â Initial CostCosts Capitalized Subsequent to Acquisition(2)Gross Amount Carried at End of Period(3)Â Â Â Â Â Â Property NameCity, StateEncumbrances(1)Land and ImprovementsBuildings and ImprovementsLand and ImprovementsBuildings and ImprovementsTotalAccumulated DepreciationDate Constructed/ RenovatedDate AcquiredNorth Pointe PlazaNorth Charleston, SCâ€”10,23226,3483,75610,90529,43140,3369,6801989/202211/16/2018Palmer Town CenterEaston, PAâ€”7,33123,5252,3237,39025,78933,1797,310200511/16/2018Alico CommonsFort Myers, FLâ€”4,67016,5577375,05716,90721,9644,8162009/202011/16/2018Windover SquareMelbourne, FL11,0484,11513,3095394,27913,68417,9633,8511984/201011/16/2018Rockledge SquareRockledge, FLâ€”3,4774,4694,2243,7818,38912,1702,0901985/202211/16/2018Fairfield CommonsLakewood, COâ€”8,80229,9462,6418,97632,41341,3898,3491985/201411/16/2018Cocoa CommonsCocoa, FLâ€”4,8388,2471,5584,9279,71614,6433,7541986/200011/16/2018Hamilton Mill VillageDacula, GAâ€”7,0599,7346207,19310,22017,4133,4361996/201611/16/2018Sheffield CrossingSheffield Village, OHâ€”8,84110,2324799,06810,48419,5524,0881989/201311/16/2018The Shoppes at Windmill PlaceBatavia, ILâ€”8,18616,0052,7968,40718,58026,9875,2451991/199711/16/2018Stone Gate PlazaCrowley, TXâ€”5,2617,0071,8225,4398,65114,0902,676200311/16/2018Everybody's PlazaCheshire, CTâ€”2,52010,0967812,58710,81013,3972,8641960/201411/16/2018Lakewood City CenterLakewood, OHâ€”1,59310,3084871,68510,70312,3882,7521991/201111/16/2018Carriagetown MarketplaceAmesbury, MAâ€”7,08415,4921,2017,21616,56123,7775,3252000011/16/2018Crossroads of ShakopeeShakopee, MNâ€”8,86920,3201,5579,16321,58330,7467,3551998/16/2018Broadway PavilionSanta Maria, CAâ€”8,51220,4274658,62020,78429,4046,3481987/16/2018Sanibel Beach PlaceFort Myers, FLâ€”3,9187,0432,8824,5319,31213,8432,6262003/202211/16/2018Shoppes at Glen LakesWeeki Wachee, FLâ€”4,6627,4738094,7748,17012,9442,596200811/16/2018Bartow MarketplaceCartersville, GA19,30511,94424,61088012,09025,34437,43410,3881995/11/16/2018Bloomingdale HillsRiverview, FLâ€”4,3845,1794204,4735,5109,9832,6452002/201211/16/2018University PlazaAmherst, NYâ€”6,4029,8001,2426,51810,92617,4444,7101980/202011/16/2018McKinney Market StreetMcKinney, TXâ€”10,94116,0611,77011,09117,68128,7725,9792003/201711/16/2018Montville CommonsMontville, CTâ€”12,41711,09164112,58011,56924,1494,9572007111/16/2018Shaw's Plaza RaynhamRaynham, MAâ€”8,37826,8291,4238,43428,19636,6308,6771965/202211/16/2018Suntree SquareSouthlake, TXâ€”6,33515,6421,2736,43916,81123,2504,3072000011/16/2018Green Valley PlazaHenderson, NVâ€”7,28416,8796947,36617,49124,8575,0341978/198211/16/2018Crosscreek VillageSt. Cloud, FLâ€”3,8219,6046083,97310,06014,0333,2722008111/16/2018Market WalkSavannah, GAâ€”20,67931,8363,72720,94135,30156,24210,3272014/202211/16/2018Livonia PlazaLivonia, MIâ€”4,11817,0379134,32217,74622,0685,4161988/201411/16/2018Franklin CentreFranklin, WIâ€”6,3535,4827286,5386,02512,5633,8971994/201811/16/2018Plaza 23Pompton Plains, NJâ€”11,41240,1445,11011,08445,58256,66610,8111963/202111/16/2018Shorewood CrossingShorewood, ILâ€”9,46820,9933,1799,71123,92933,6407,5332001/202011/16/2018Herndon PlaceFresno, CAâ€”7,14810,071(476)6,8869,85716,7433,3862005111/16/2018Windmill MarketplaceClovis, CAâ€”2,7757,299(96)2,8337,1459,9781,6762001111/16/2018Riverlakes VillageBakersfield, CAâ€”8,56715,2423,1098,97217,94626,9184,8151997/202211/16/2018PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-39SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATIONDecember 31, 2024(in thousands)Â Â Initial CostCosts Capitalized Subsequent to Acquisition(2)Gross Amount Carried at End of Period(3)Â Â Â Â Â Â Property NameCity, StateEncumbrances(1)Land and ImprovementsBuildings and ImprovementsLand and ImprovementsBuildings and ImprovementsTotalAccumulated DepreciationDate Constructed/ RenovatedDate AcquiredMansfield Market CenterMansfield, TXâ€”4,67213,1547104,85513,68118,5363,671201511/16/2018Ormond Beach MallOrmond Beach, FLâ€”4,9547,0061,1695,1068,02313,1293,0701967/201811/16/2018Heritage PlazaCarol Stream, ILâ€”6,20516,5071,0576,38317,38623,7695,2001988/201811/16/2018Mountain CrossingDacula, GA2,4576,6026,8351676,4077,19713,6042,478199711/16/2018Seville CommonsArlington, TXâ€”4,68912,6021,0344,85913,46618,3254,0041987/202211/16/2018Cinco Ranch at Market CenterKaty, TXâ€”5,55314,0639085,74014,78420,5243,8852007/202312/12/2018Naperville CrossingsNaperville, IL25,38015,76630,8814,95316,70634,89451,60010,3512007/20214/26/2019Orange Grove Shopping CenterNorth Fort Myers, FLâ€”2,6377,3406783,2077,44810,6552,235199910/31/2019Sudbury CrossingSudbury, MAâ€”6,48312,9336,7346,52719,62326,1503,5681984/202110/31/2019Ashburn Farm Market CenterAshburn, VAâ€”14,03516,64881314,09017,40631,4964,257200010/31/2019Alameda CrossingAvondale, AZâ€”7,78519,8754,9978,10324,55432,6577,4332005/202111/16/2019Del Paso MarketplaceSacramento, CAâ€”5,72212,2421,2366,11813,08219,2003,2412006/201612/12/2019Hickory Flat CommonsCanton, GAâ€”6,97611,7851,0757,41412,42219,8363,4082008/20208/17/2020Roxborough MarketplaceLittleton, COâ€”4,10512,6683,8574,81415,81620,6303,0752005/202110/5/2020Cinco Ranch Station IIKaty, TXâ€”1,045â€”2,8361,0572,8243,88124620231/26/2021West Village CenterChanhassen, MNâ€”10,86011,2811,69211,42612,40723,8332,8411994/20212/4/2021Hickory Creek PlazaDenton, TXâ€”5,3702,7102945,5662,8088,37471320072/25/2021Foxridge PlazaCentennial, COâ€”3,74011,6361,8784,52012,73417,2542,0191983/20228/20/2021Valrico CommonsValrico, FLâ€”7,52126,4809068,11526,79234,9073,6021986/20218/25/2021Market Place at Pabst FarmsOconomowoc, WIâ€”6,20417,1996696,59717,47524,0722,8162005/202010/13/2021Arapahoe MarketplaceGreenwood Village, COâ€”13,77949,3293,62614,89751,83766,7346,4641977/202210/19/2021Loganville Town CenterLoganville, GAâ€”5,3097,9202,5035,50710,22515,7323,0211997/202311/5/2021Town & Country VillageSacramento, CAâ€”21,89535,7922,45022,26737,87060,1375,0731950/202211/12/2021Sprouts PlazaLas Vegas, NVâ€”5,10422,6221,5655,48623,80529,2912,9381995/202212/3/2021Rainbow PlazaLas Vegas, NVâ€”7,15830,1711,5917,90531,01538,9203,8171989/202212/3/2021Cascades OverlookSterling, VAâ€”16,24241,4482,11016,49943,30159,8004,29820161/14/2022Oak Meadows MarketplaceGeorgetown, TXâ€”4,84715,8488185,04916,46421,5131,63620182/1/2022Shoppes at AvalonSpring Hill, FLâ€”8,9187,7401,4279,7388,34718,0851,1972009/20222/14/2022Centennial Lakes PlazaEdina, MNâ€”13,58151,0502,92614,25853,29967,5574,7951989/20225/13/2022Crossroads Towne CenterNorth Las Vegas, NVâ€”25,22627,6381,37825,71528,52754,2425,3742007/20218/15/2022Chinoe CenterLexington, KYâ€”3,84114,0011,1404,16214,82018,9821,8901984/202311/21/2022Sunridge PlazaRancho Cordova, CAâ€”12,00321,37567412,30521,74734,0522,0742071/202110/20/2022Providence CommonsMt. Juliet, TNâ€”7,42518,6651,3027,66419,72827,3921,72620091/19/2023PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-40SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATIONDecember 31, 2024(in thousands)Â Â Initial CostCosts Capitalized Subsequent to Acquisition(2)Gross Amount Carried at End of Period(3)Â Â Â Â Â Â Property NameCity, StateEncumbrances(1)Land and ImprovementsBuildings and ImprovementsLand and ImprovementsBuildings and ImprovementsTotalAccumulated DepreciationDate Constructed/ RenovatedDate AcquiredVillage Shoppes at WindermereSuwanee, GA9,7555,74712,6975865,94813,08219,0301,10120083/16/2023Town Center at Jensen BeachJensen Beach, FLâ€”6,04210,7311,5296,43111,87118,3021,48820003/27/2023Shops at Sunset LakesMiramar, FLâ€”5,8717,7753636,1217,88814,0091,04119993/27/2023Lake Pointe MarketRowlett, TXâ€”3,4909,4109023,7641003,0813,80261520028/16/2023Contra Loma Station OPâ€”30â€”40522421143523-8/29/2023Mansell VillageRoswell, GAâ€”4,47011,6241724,58311,68316,2667002003/201310/30/2023Riverpark Shopping CenterSugar Land, TXâ€”24,27049,44756424,67349,60874,2813,019200311/13/2023Apache ShoppesRochester, MNâ€”1,8083,7093482,0293,8365,865493200512/4/2023Maple ViewGrayslake, ILâ€”5,2569,7626145,6829,95015,632705199912/4/2023Maple ViewGrayslake, ILâ€”1,6213,307â€”1,6213,3074,928182199912/4/2023Quail PointeFair Oaks, CAâ€”7,49233,5944197,78733,71841,5051,337198712/5/2023Glenbrook MarketplaceGlenview, ILâ€”3,1528,807183,1528,82511,9774351992/201412/11/2023Shoppes at Lake MaryLake Mary, FLâ€”9,28116,8876979,31917,54626,86564820002/14/2024Goolsby Pointe Outparcel StationRiverview, FLâ€”2,063â€”822,063822,145â€”-3/7/2024Memorial at KirkwoodHouston, TXâ€”8,59619,3823008,69719,58128,2785851979/20183/27/2024Loganville CrossingLoganville, GAâ€”11,26520,74449411,51320,99032,50355220086/26/2024Walden ParkAustin, TXâ€”12,90413,83429013,10013,92827,02835520026/27/2024Ridgeview MarketplaceColorado Springs, COâ€”1,8508,358171,8508,37510,22513620037/18/2024Rue de FranceMinneapolis, MNâ€”6,30418,5782406,43718,68525,1222511973/20098/6/2024Lemont PlazaLemont, ILâ€”3,79710,8905154,05711,14515,20230719838/6/2024Evans Towne CentreEvans, GAâ€”7,4607,0135717,5937,45115,0442,4811995/20178/8/2024Bethel Shopping CenterBethel, CTâ€”7,46921,878107,46921,88829,35725520079/27/2024Shops at Cross CreekFulshear, TXâ€”2,9947,2031092,9947,31210,30648201511/22/2024Harpers StationCincinnati, OHâ€”6,79723,091â€”6,79723,09129,88811919941/5/2024Lakeland Village CenterCypress, TXâ€”4,15723,469â€”4,15723,46927,62672201612/19/2024Northpark PlazaWestminster, COâ€”3,55714,615â€”3,55714,61518,17248200112/20/2024Northlake Station LLC(5)Cincinnati, OHâ€”2,32711,8062,0462,79513,38416,1793,86110/6/2006Corporate Adjustments(6)â€”62,734(4,391)(4,273)2,622(1,651)1,844Totals $462,555$1,768,941$3,657,879$526,120$1,867,227$4,085,713$5,952,940$1,377,785(1)Encumbrances do not include our finance leases.(2)Reductions to costs capitalized subsequent to acquisition are generally attributable to parcels/outparcels sold, impairments, and assets held-for-sale.(3)The aggregate basis of properties for federal income tax purposes is approximately $5.9 billion at DecemberÂ 31, 2024.(4)The main shopping center at this location was sold and we currently only own an outparcel.(5)Amounts consist of corporate building and land.PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-41(6)Amounts consist of elimination of intercompany construction management fees charged by the property manager to the real estate assets.Reconciliation of real estate assets at cost:Â Â 20242023Balance at January 1$5,586,671Â $5,246,279Â Additions during the year:Real estate acquisitions 284,895Â 260,856Â Net additions to/improvements of real estate98,939Â 94,446Â Deductions during the year:Real estate dispositions(17,565)(14,910)Impairment of real estate â€”Â â€”Â Balance at December 31$5,952,940Â $5,586,671Â Reconciliation of accumulated depreciation:Â Â 20242023Balance at January 1$1,186,630Â $1,001,863Â Additions during the year:Depreciation expense197,669Â 188,913Â Deductions during the year:Accumulated depreciation of real estate dispositions(6,514)(4,146)Impairment of real estateâ€”Â â€”Â Balance at December 31$1,377,785Â $1,186,630Â * * * * *PHILLIPS EDISON & COMPANY DECEMBERÂ 31, 2024 FORM 10-KF-42SIGNATURESPursuant to the requirements of Section 13 or 15(d) 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 this 11th day of February 2025.PHILLIPS EDISON & COMPANY, INC.Â Â By:/s/Â Â Â Â JEFFREYÂ S. EDISONÂ Â Â Â Â Â Â Â Â Â Jeffrey S. EdisonÂ Chairman of the Board and Chief Executive OfficerPursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.SignatureTitleDateÂ Â Â /S/ JEFFREY S. EDISONChairman of the Board and Chief Executive Officer (Principal Executive Officer)February 11, 2025Jeffrey S. EdisonÂ Â /S/ JOHN P. CAULFIELDExecutive Vice President, Chief Financial Officer, and Treasurer (Principal Financial Officer)February 11, 2025John P. CaulfieldÂ Â /S/ JENNIFER L. ROBISONSenior Vice President and Chief Accounting Officer (Principal Accounting Officer)February 11, 2025Jennifer L. Robison/S/ LESLIE T. CHAODirectorFebruary 11, 2025Leslie T. ChaoÂ Â /S/ ELIZABETH FISCHERDirectorFebruary 11, 2025Elizabeth Fischer/S/ DEVIN I. MURPHYDirectorFebruary 11, 2025Devin I. Murphy/S/ STEPHEN R. QUAZZODirectorFebruary 11, 2025Stephen R. Quazzo/S/ JANE SILFENDirectorFebruary 11, 2025Jane Silfen/S/ JOHN A. STRONGDirectorFebruary 11, 2025John A. Strong/S/ ANTHONY TERRYDirectorFebruary 11, 2025Anthony Terry/S/ PARILEE EDISON WANGDirectorFebruary 11, 2025Parilee Edison Wang/S/ GREGORY S. WOODDirectorFebruary 11, 2025Gregory S. Wood EX-19 2 pecoq42024ex19insidertradi.htm EX-19 DocumentPHILLIPS EDISON & COMPANY, INC. INSIDER TRADING POLICYAmended and Restated August 8, 20231Federal and state laws prohibit trading in the securities of a company while in possession of material nonpublic information and in breach of a duty of trust or confidence. These laws also prohibit anyone who is aware of material nonpublic information from providing this information to others who may trade. Violating such laws can undermine investor trust, harm the reputation and integrity of Phillips Edison & Company, Inc. (together with its subsidiaries, the â€œCompanyâ€), and result in dismissal from the Company or even serious criminal and civil charges against the individual and the Company. The Company reserves the right to take whatever disciplinary or other measure(s) it determines in its sole discretion to be appropriate in any particular situation, including disclosure of wrongdoing to governmental authorities.Persons Covered and Administration of PolicyThis Insider Trading Compliance Policy and Procedures (this â€œPolicyâ€) applies to all officers, directors and associates of the Company. For purposes of this Policy, â€œofficersâ€ refer to those individuals who

meet the definition of â€œofficerâ€ under Section 16 of the Securities Exchange Act of 1934 (as amended, the â€œExchange Actâ€). Individuals subject to this Policy are responsible for ensuring that members of their household comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, limited liability companies, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy as if they were for the individualâ€™s own account. The Company may determine that this Policy applies to additional persons with access to material nonpublic information, such as contractors or consultants. Officers, directors and associates, together with any other person designated as being subject to this Policy by the Compliance Officer (as defined below) or his or her designee, are referred to collectively as â€œCovered Persons.â€Questions regarding the Policy should be directed to the Chief Ethics and Compliance Officer (the â€œCompliance Officerâ€), who is responsible for the administration of this Policy.Policy StatementNo Covered Person shall purchase or sell any type of security while in possession of material nonpublic information relating to the security or the issuer of such security in breach of a duty of trust or confidence, whether the issuer of such security is the Company or any other company. In addition, if a Covered Person is in possession of material nonpublic information about other publicly-traded companies, such as suppliers, customers, competitors or potential1 This Insider Trading Policy amends, restates, and replaces, in its entirety, the Companyâ€™s Insider Trading Policy, adopted June 14, 2021.acquisition targets, the Covered Person may not trade in such other companiesâ€™ securities until the information becomes public or is no longer material. Further, no Covered Person shall purchase or sell any security of any other company, including another company in the Companyâ€™s industry, while in possession of material nonpublic information if such information is obtained in the course of the Covered Personâ€™s employment or service with the Company.In addition, Covered Persons shall not directly or indirectly communicate material nonpublic information to anyone outside the Company (except in accordance with the Companyâ€™s policies regarding confidential information) or to anyone within the Company other than on a â€œneed-to-knowâ€ basis.â€œSecuritiesâ€ includes stocks, bonds, notes, debentures, options, warrants, equity and other convertible securities, as well as derivative instruments.â€œPurchaseâ€ and â€œsaleâ€ are defined broadly under the federal securities laws. â€œPurchaseâ€ includes not only the actual purchase of a security, but also any contract to purchase or otherwise acquire a security. â€œSaleâ€ includes not only the actual sale of a security, but also any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions, including conventional cash-for-stock transactions, conversions, the exercise of stock options, transfers, gifts, and acquisitions and exercises of warrants or puts, calls, pledging and margin loans, or other derivative securities.The laws and regulations concerning insider trading are complex, and Covered Persons are encouraged to seek guidance from the Compliance Officer prior to considering a transaction in Company securities.Blackout PeriodsNo director, officer or associate (as well as any individual or entity covered by this Policy by virtue of their relationship to such director, officer or associate) shall purchase or sell any security of the Company during the period beginning on the 14th calendar day before the end of any fiscal quarter of the Company and ending upon completion of the second full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company, such period, a â€œblackout period.â€ A â€œtrading dayâ€ is a day on which U.S. national stock exchanges are open for trading. If, for example, the Company were to make an announcement on Monday prior to 9:30 a.m. Eastern Time, then the blackout period would terminate upon the close of trading on Tuesday. If an announcement were made on Monday after 9:30 a.m. Eastern Time, then the blackout period would terminate upon the close of trading on Wednesday. If you have any question as to whether information is publicly available, please direct an inquiry to the Compliance Officer.These prohibitions do not apply to:â€¢purchases of the Companyâ€™s securities from the Company, or sales of the Companyâ€™s securities to the Company;â€¢exercises of equity awards or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity- based awards, in each case, that do not involve a market sale of the Companyâ€™s securities (the â€œcashless exerciseâ€ of an equity award through a broker does involve a market sale of the Companyâ€™s securities, and therefore would not qualify under this exception);â€¢bona fide gifts of the Companyâ€™s securities, unless the individual making the gift knows, or is reckless in not knowing, the recipient intends to sell the securities while the donor is in possession of material nonpublic information about the Company; orâ€¢purchases or sales of the Companyâ€™s securities made pursuant to a plan adopted to comply with the Exchange Act Rule 10b5-1 (â€œRule 10b5-1â€).Exceptions to the blackout period policy may be approved by the General Counsel and/or the Chief Financial Officer or, in the case of exceptions for directors, the Board of Directors or the Audit Committee of the Board of Directors.The Compliance Officer may recommend that directors, officers, associates or others suspend trading in Company securities because of developments that have not yet been disclosed to the public. Subject to the exceptions noted above, all of those individuals affected should not trade in the Companyâ€™s securities while the suspension is in effect, and should not disclose to others that the Company has suspended trading.Preclearance of Trades by Directors, Officers and AssociatesAll transactions in the Companyâ€™s securities by directors, officers, and associates (each, a â€œPreclearance Personâ€) must be precleared by the General Counsel or, for transactions by the General Counsel, the Chief Financial Officer. Preclearance should not be understood to represent legal advice by the Company that a proposed transaction complies with the law.A request for preclearance should be submitted in writing, should be made at least two business days in advance of the proposed transaction, and should include the identity of the Preclearance Person, a description of the proposed transaction, the proposed date of the transaction, and the number of shares or other securities involved. In addition, the Preclearance Person must execute a certification (in the form approved by the General Counsel) that he or she is not aware of material nonpublic information about the Company. The General Counsel, or, for transactions by the General Counsel, the Chief Financial Officer, shall have sole discretion todecide whether to clear any contemplated transaction. All trades that are precleared must be effected within two business days of receipt of the preclearance, unless a specific exception has been granted by the General Counsel, or, for transactions by the General Counsel, the Chief Financial Officer. A precleared trade (or any portion of a precleared trade) that has not been effected during such period must be submitted for preclearance determination again prior to execution. Notwithstanding receipt of preclearance, if the Preclearance Person becomes aware of material nonpublic information, or becomes subject to a blackout period before the transaction is effected, the transaction may not be completed. Transactions under a previously established Rule 10b5-1 Trading Plan that has been preapproved in accordance with this Policy are not subject to further preclearance.None of the Company, the General Counsel, the Compliance Officer, the Chief Financial Officer, or the Companyâ€™s other associates will have any liability for any delay in reviewing, or refusal of, a request for preclearance.Material Nonpublic InformationInformation is considered â€œmaterialâ€ if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell, or hold a security, or if the information is likely to have a significant effect on the market price of the security. Material information can be positive or negative, and can relate to virtually any aspect of a companyâ€™s business or to any type of security, debt, or equity. Also, information that something is likely to happen in the futureâ€”or even just that it may happenâ€”could be deemed material.Examples of material information may include (but are not limited to) information about:â€¢distributionsâ€¢corporate earnings or earnings forecasts;â€¢possible mergers, acquisitions, tender offers, or dispositions;â€¢important business developments, such as developments regarding strategic collaborations;â€¢management or control changes;â€¢significant financing developments including pending public sales or offerings of debt or equity securities;â€¢defaults on borrowings;â€¢bankruptcies;â€¢cybersecurity or data security incidents;â€¢developments with material tenants; andâ€¢significant litigation or regulatory actions.Information is â€œnonpublicâ€ if it is not available to the general public. In order for information to be considered â€œpublic,â€ it must be widely disseminated in a manner that makes it generally available to investors in a Regulation FD-compliant method, such as through a press release, a filing with the U.S. Securities and Exchange Commission (the â€œSECâ€) or a Regulation FD- compliant conference call. The Compliance Officer shall have sole discretion to decide whether information is public for purposes of this Policy.The circulation of rumors, even if accurate and reported in the media, does not constitute public dissemination. In addition, even after a public announcement, a reasonable period of time may need to lapse in order for the market to react to the information. Generally, the passage of two full trading days following release of the information to the public is a reasonable waiting period before such information is deemed to be public.Post-Termination TransactionsIf an individual is in possession of material nonpublic information when the individualâ€™s service terminates, the individual may not trade in the Companyâ€™s securities until that information has become public or is no longer material.Prohibited TransactionsThe Company has determined that there is a heightened legal risk and the appearance of improper or inappropriate conduct if persons subject to this Policy engage in certain types of transactions. Therefore, Covered Persons shall comply with the following policies with respect to certain transactions in the Companyâ€™s securities.Short SalesShort sales of the Companyâ€™s securities are prohibited by this Policy. Short sales of the Companyâ€™s securities, or sales of shares that the insider does not own at the time of sale, or sales of shares against which the insider does not deliver the shares within 20 days after the sale, evidence an expectation on the part of the seller that the securities will decline in value, and, therefore, signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, Section 16(c) of the Exchange Act prohibits Section 16 reporting persons (i.e., directors, officers, and the Companyâ€™s 10% stockholders) from making short sales of the Companyâ€™s equity securities.OptionsTransactions in puts, calls, or other derivative securities involving the Companyâ€™s equity securities, on an exchange, on an over-the-counter market, or in any other organized market, are prohibited by this Policy. A transaction in options is, in effect, a bet on the short-term movement of the Companyâ€™s stock and, therefore, creates the appearance that a Covered Person is trading based on material nonpublic information. Transactions in options, whether traded on an exchange, on an over-the-counter market, or any other organized market, also may focus aCovered Personâ€™s attention on short-term performance at the expense of the Companyâ€™s long- term objectives.Hedging TransactionsHedging transactions involving the Companyâ€™s securities, such as prepaid variable forward contracts, equity swaps, collars and exchange funds, or other transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of the Companyâ€™s equity securities, are prohibited by this Policy. Such transactions allow the Covered Person to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the Covered Person may no longer have the same objectives as the Companyâ€™s other stockholders.Margin Accounts and PledgingIndividuals are prohibited from pledging Company securities as collateral for a loan, purchasing Company securities on margin (i.e., borrowing money to purchase the securities), or placing Company securities in a margin account. This prohibition does not apply to cashless exercises of equity awards under the Companyâ€™s equity plans, nor to situations approved in advance by the Compliance Officer.Partnership DistributionsNothing in this Policy is intended to limit the ability of an investment fund, venture capital partnership or other similar entity with which a director is affiliated to distribute Company securities to its partners, members, or other similar persons. It is the responsibility of each affected director and the affiliated entity, in consultation with their own counsel (as appropriate), to determine the timing of any distributions, based on all relevant facts and circumstances and applicable securities laws.Rule 10b5-1 Trading PlansThe trading restrictions set forth in this Policy, other than those transactions described under â€œProhibited Transactions,â€ do not apply to transactions under a previously established contract, plan or instruction to trade in the Companyâ€™s securities entered into in accordance with Rule 10b5-1 (a â€œTrading Planâ€) that:â€¢has been submitted to and preapproved by the Compliance Officer;â€¢includes a â€œCooling Off Periodâ€ forâ—¦Section 16 reporting persons that extends to the later of 90 days after adoption or modification of a Trading Plan or two business days after filing the Form 10-K or Form 10-Q covering the fiscal quarter in which the Trading Plan was adopted, up to a maximum of 120 days; andâ—¦associates and any other persons, other than the Company, that extends 30 days after adoption or modification of a Trading Plan;â€¢for Section 16 reporting persons, includes a representation in the Trading Plan that the Section 16 reporting person is (1) not aware of any material nonpublic information about the Company or its securities; and (2) adopting the Trading Plan in good faith and not as part of a plan or scheme to evade Rule 10b-5;â€¢has been entered into in good faith at a time when the individual was not in possession of material nonpublic information about the Company and not otherwise in a blackout period, and the person who entered into the Trading Plan has acted in good faith with respect to the Trading Plan;â€¢either (1) specifies the amounts, prices, and dates of all transactions under the Trading Plan; or (2) provides a written formula, algorithm, or computer program for determining the amount, price, and date of the transactions, and (3) prohibits the individual from exercising any subsequent influence over the transactions; andâ€¢complies with all other applicable requirements of Rule 10b5-1.The Compliance Officer may impose such other conditions on the implementation and operation of the Trading Plan as the Compliance Officer deems necessary or advisable. Individuals may not adopt more than one Trading Plan at a time except under the limited circumstances permitted by Rule 10b5-1 and subject to preapproval by the Compliance Officer.An individual may only modify a Trading Plan outside of a blackout period and, in any event, when the individual does not possess material nonpublic information. Modifications to and terminations of a Trading Plan are subject to preapproval by the Compliance Officer, and modifications of a Trading Plan that change the amount, price, or timing of the purchase or sale of the securities underlying a Trading Plan will trigger a new Cooling-Off Period.The Company reserves the right to publicly disclose, announce, or respond to inquiries from the media regarding the adoption, modification, or termination of a Trading Plan and non- Rule 10b5-1 trading arrangements, or the execution of transactions made under a Trading Plan. The Company also reserves the right from time to time to suspend, discontinue, or otherwise prohibit transactions under a Trading Plan if the Compliance Officer or the Board of Directors, in its discretion, determines that such suspension, discontinuation, or other prohibition is in the best interests of the Company.Compliance of a Trading Plan with the terms of Rule 10b5-1 and the execution of transactions pursuant to the Trading Plan are the sole responsibility of the person initiating the Trading Plan, and none of the Company, the Compliance Officer, or the Companyâ€™s other associates assumes any liability for any delay in reviewing and/or refusing to approve a Trading Plan submitted for approval, nor the legality or consequences relating to a person entering into, informing the Company of, or trading under, a Trading Plan.Interpretation, Amendment, and Implementation of this PolicyThe Compliance Officer shall have the authority to interpret and update this Policy and all related policies and procedures. In particular, such interpretations and updates of this Policy, as authorized by the Compliance Officer, may include amendments to or departures from the terms of this Policy, to the extent consistent with the general purpose of this Policy and applicable securities laws.Actions taken by the Company, the Compliance Officer, or any other Company personnel do not constitute legal advice, nor do they insulate you from the consequences of noncompliance with this Policy or with securities laws.Certification of ComplianceAll directors, officers, associates and others subject to this Policy may be asked periodically to certify their compliance with the terms and provisions of this Policy. EX-21.1 3 pecoq42024ex-211.htm EX-21.1 DocumentExhibit 21.1 Subsidiaries of Phillips Edison & Company, Inc.EntityJurisdiction12 West Station LLCDelaware51st & Olive Station LLCDelaware7400 Rivers Avenue LLCDelawareAegis Waterford, L.L.C.DelawareAlameda Crossing Station II LLCDelawareAlameda Crossing Station III LLCDelawareAlameda Crossing Station LLCDelawareAlbertville Station LLCDelawareAlico Station LLCDelawareAmherst Station II LLCDelawareAntelope Marketplace Station LLCDelawareApache Shoppes Station LLCDelawareArapahoe Station LLCDelawareArcadia Station LLCDelawareArdrey Kell Station LLCDelawareArlington Station LLCDelawareAshburn Farm Station LLCDelawareAtlantic Plaza Station LLCDelawareAtwater Station L.P.DelawareAvalon Station LLCDelawareBaker Hill Station LLCDelawareBartow Marketplace Station LLCDelawareBear Creek Station LLCDelawareBeavercreek Towne Station LLCDelawareBethany Village Station LLCDelawareBethel Station LLCDelawareBirdneck Station LLCDelawareBloomingdale Hills Station LLCDelawareBoronda Station LLCDelawareBreakfast Point Station LLCDelawareBrentwood Commons Station LLCDelawareBroadlands Station LLCDelawareBroadway Pavilion Station L.P.DelawareBroadway Promenade Station LLCDelawareBroadway Station LLCDelawareBurbank Plaza Station LLCDelawareBurwood Station LLCDelawareButler Creek Station LLCDelawareCahill Station LLCDelawareCarriagetown Station LLCDelawareCascades Station LLCDelawareCenTeComm LLCDelawareCentennial Lakes Station LLCDelawareCenterpoint Station LLCDelawareCentral Station (KY) LLCDelawareCentral Valley Station L.P.DelawareEntityJurisdictionChampions Gate Station LLCDelawareChapel Hill North Station LLCDelawareChapel Hill North Station Outparcel LLCDelawareCherry Hill Station LLCDelawareCheshire Station LLCDelawareChinoe Station LLCDelawareCinco Ranch Station LLCDelawareCinco Ranch Station II LLCDelawareCitiCentre Station LLCDelawareClaremont Village Station LLCDelawareCocoa Commons Station LLCDelawareCollege Plaza Station LLCDelawareCollington Plaza Station LLCDelawareColonial Promenade Station LLCDelawareCommerce GP LLCDelawareCommerce Station LPDelawareCommonwealth Square Station L.P.DelawareContra Loma Station II L.P.DelawareContra Loma Station L.P.DelawareContra Loma Station Outparcel L.P.DelawareCoppell Station LLCDelawareCoquina Station LLCDelawareCoronado Center Station LLCDelawareCourthouse Marketplace Station LLCDelawareCross Creek Station LLCDelawareCrosscreek Station II LLCDelawareCrosscreek Village Station LLCDelawareCrossroads Asheboro Station L.P.DelawareCrossroads NLV Station LLCDelawareCrystal Station LLCDelawareCureton Station LLCDelawareCushing Station LLCDelawareDean Taylor Station LLCDelawareDeerwood Lake Station LLCDelawareDel Paso Station L.P.DelawareDelafield Station LLCDelawareDes Peres Station LLCDelawareDriftwood Village Station L.P.DelawareDublin Station LLCDelawareDuck Creek Station LLCDelawareDunlop Station LLCDelawareDyer Station LLCDelawareEagles Landing Station LLCDelawareEast Burnside Station LLCDelawareEast Side Station LLCDelawareEdgecombe Station L.P.DelawareEdgewood Station LLCDelawareEnfield Station LLCDelawareEntityJurisdictionEvans Outparcel Station LLCDelawareEvans Station LLCDelawareEverson Pointe Station LLCDelawareFair Acres Station LLCDelawareFairfield Commons Station LLCDelawareFairfield Station

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on Form S-8, of our reports dated FebruaryÂ 11, 2025, relating to the financial statements of Phillips Edison & Company, Inc. and subsidiaries (the â€œCompanyâ€) and the effectiveness of the Companyâ€™s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024./s/ Deloitte & Touche LLPCincinnati, OhioFebruaryÂ 11, 2025 EX-31.1 6 pecoq42024-ex311.htm EX-31.1 DocumentExhibit 31.1Certification pursuant toSectionÂ 302 of the Sarbanes-Oxley Act of 2002I, Jeffrey S. Edison, certify that:1.I have reviewed this annual report on Form 10-K of Phillips Edison & Company, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a)designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b)designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c)evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd)disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):a)all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb)any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date:Â FebruaryÂ 11, 2025Â /s/ Jeffrey S. EdisonJeffrey S. EdisonChairman of the Board and Chief Executive Officer(Principal Executive Officer) EX-31.2 7 pecoq42024-ex312.htm EX-31.2 DocumentExhibit 31.2Certification pursuant toSectionÂ 302 of the Sarbanes-Oxley Act of 2002I, John P. Caulfield, certify that:1.I have reviewed this annual report on Form 10-K of Phillips Edison & Company, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a)designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b)designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c)evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd)disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):a)all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb)any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date:Â FebruaryÂ 11, 2025Â /s/ John P. CaulfieldJohn P. CaulfieldExecutive Vice President, Chief Financial Officer and Treasurer(Principal Financial Officer) EX-32.1 8 pecoq42024-ex321.htm EX-32.1 DocumentExhibit 32.1Certification pursuant to 18 U.S.C. SectionÂ 1350,as Adopted pursuant to SectionÂ 906 of theSarbanes-Oxley Act of 2002In connection with the Annual Report on Form 10-K of Phillips Edison & Company, Inc. (the â€œRegistrantâ€) for the year ended DecemberÂ 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), the undersigned, Jeffrey S. Edison, Chief Executive Officer of the Registrant, hereby certifies, pursuant to 18 U.S.C. Â§Â 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge and belief:1.The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934; and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.Date:Â FebruaryÂ 11, 2025Â /s/ Jeffrey S. EdisonJeffrey S. EdisonChairman of the Board and Chief Executive Officer(Principal Executive Officer) EX-32.2 9 pecoq42024-ex322.htm EX-32.2 DocumentExhibit 32.2Certification pursuant to 18 U.S.C. SectionÂ 1350,as Adopted pursuant to SectionÂ 906 of theSarbanes-Oxley Act of 2002In connection with the Annual Report on Form 10-K of Phillips Edison & Company, Inc. (the â€œRegistrantâ€) for the year ended DecemberÂ 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), the undersigned, John P. Caulfield, Chief Financial Officer of the Registrant, hereby certifies, pursuant to 18 U.S.C. Â§Â 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge and belief:1.The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934; and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.Date:Â FebruaryÂ 11, 2025Â /s/ John P. CaulfieldJohn P. CaulfieldExecutive Vice President, Chief Financial Officer and Treasurer(Principal Financial Officer) EX-101.SCH 10 cik0001476204-20241231.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - COVER link:presentationLink link:calculationLink link:definitionLink 0000002 - Document - AUDIT INFORMATION link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONSOLIDATED STATEMENTS OF EQUITY link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONSOLIDATED STATEMENTS OF EQUITY (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - CONSOLIDATED STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - ORGANIZATION link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - LEASES link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - REAL ESTATE ACTIVITY link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - INTANGIBLE ASSETS AND LIABILITIES link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - OTHER ASSETS, NET link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - DEBT OBLIGATIONS link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - DERIVATIVES AND HEDGING ACTIVITIES link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - INCOME TAXES link:presentationLink

link:calculationLink link:definitionLink 9952167 - Disclosure - COMMITMENTS AND CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - EQUITY link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - COMPENSATION link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - EARNINGS PER SHARE link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - RELATED PARTY TRANSACTIONS link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - FAIR VALUE MEASUREMENTS link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - REPORTABLE SEGMENTS link:presentationLink link:calculationLink link:definitionLink 9952174 - Disclosure - SUBSEQUENT EVENTS link:presentationLink link:calculationLink link:definitionLink 9952175 - Disclosure - SCHEDULE IIIâ€"REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATION link:presentationLink link:calculationLink link:definitionLink 9955511 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) link:presentationLink link:calculationLink link:definitionLink 9955512 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables) link:presentationLink link:calculationLink link:definitionLink 9955513 - Disclosure - LEASES (Tables) link:presentationLink link:calculationLink link:definitionLink 9955514 - Disclosure - REAL ESTATE ACTIVITY (Tables) link:presentationLink link:calculationLink link:definitionLink 9955515 - Disclosure - INTANGIBLE ASSETS AND LIABILITIES (Tables) link:presentationLink link:calculationLink link:definitionLink 9955516 - Disclosure - INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES (Tables) link:presentationLink link:calculationLink link:definitionLink 9955517 - Disclosure - OTHER ASSETS, NET (Tables) link:presentationLink link:calculationLink link:definitionLink 9955518 - Disclosure - DEBT OBLIGATIONS (Tables) link:presentationLink link:calculationLink link:definitionLink 9955519 - Disclosure - DERIVATIVES AND HEDGING ACTIVITIES (Tables) link:presentationLink link:calculationLink link:definitionLink 9955520 - Disclosure - INCOME TAXES (Tables) link:presentationLink link:calculationLink link:definitionLink 9955521 - Disclosure - COMMITMENTS AND CONTINGENCIES (Tables) link:presentationLink link:calculationLink link:definitionLink 9955522 - Disclosure - EQUITY (Tables) link:presentationLink link:calculationLink link:definitionLink 9955523 - Disclosure - COMPENSATION (Tables) link:presentationLink link:calculationLink link:definitionLink 9955524 - Disclosure - EARNINGS PER SHARE (Tables) link:presentationLink link:calculationLink link:definitionLink 9955525 - Disclosure - RELATED PARTY TRANSACTIONS (Tables) link:presentationLink link:calculationLink link:definitionLink 9955526 - Disclosure - FAIR VALUE MEASUREMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9955527 - Disclosure - REPORTABLE SEGMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9955528 - Disclosure - ORGANIZATION (Details) link:presentationLink link:calculationLink link:definitionLink 9955529 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Details) link:presentationLink link:calculationLink link:definitionLink 9955530 - Disclosure - LEASES - Lessor (Details) link:presentationLink link:calculationLink link:definitionLink 9955531 - Disclosure - LEASES - Lessee (Details) link:presentationLink link:calculationLink link:definitionLink 9955531 - Disclosure - LEASES - Lessee (Details) link:presentationLink link:calculationLink link:definitionLink 9955532 - Disclosure - REAL ESTATE ACTIVITY - Schedule of Real Estate Acquisition Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9955533 - Disclosure - REAL ESTATE ACTIVITY - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955534 - Disclosure - REAL ESTATE ACTIVITY - Schedule of Asset Acquisition (Details) link:presentationLink link:calculationLink link:definitionLink 9955535 - Disclosure - REAL ESTATE ACTIVITY - Acquisition of intangible leases (Details) link:presentationLink link:calculationLink link:definitionLink 9955536 - Disclosure - REAL ESTATE ACTIVITY - Property Dispositions (Details) link:presentationLink link:calculationLink link:definitionLink 9955537 - Disclosure - INTANGIBLE ASSETS AND LIABILITIES - Goodwill (Details) link:presentationLink link:calculationLink link:definitionLink 9955538 - Disclosure - INTANGIBLE ASSETS AND LIABILITIES - Other Intangible Asset and Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9955539 - Disclosure - INTANGIBLE ASSETS AND LIABILITIES - Amortization Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9955540 - Disclosure - INTANGIBLE ASSETS AND LIABILITIES - Future Amortization (Details) link:presentationLink link:calculationLink link:definitionLink 9955541 - Disclosure - INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955542 - Disclosure - INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES - Equity Method Investments in Unconsolidated Joint Ventures (Details) link:presentationLink link:calculationLink link:definitionLink 9955543 - Disclosure - INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES - Equity Method Investments in Unconsolidated Joint Ventures, Investment Income (Details) link:presentationLink link:calculationLink link:definitionLink 9955544 - Disclosure - OTHER ASSETS, NET (Details) link:presentationLink link:calculationLink link:definitionLink 9955545 - Disclosure - DEBT OBLIGATIONS - Schedule of Debt Obligations (Details) link:presentationLink link:calculationLink link:definitionLink 9955546 - Disclosure - DEBT OBLIGATIONS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955547 - Disclosure - DEBT OBLIGATIONS - Schedule of Debt Allocation (Details) link:presentationLink link:calculationLink link:definitionLink 9955547 - Disclosure - DEBT OBLIGATIONS - Schedule of Debt Allocation (Details) link:presentationLink link:calculationLink link:definitionLink 9955548 - Disclosure - DEBT OBLIGATIONS - Schedule of Maturities of Long-Term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9955549 - Disclosure - DERIVATIVES AND HEDGING ACTIVITIES (Details) link:presentationLink link:calculationLink link:definitionLink 9955550 - Disclosure - INCOME TAXES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955551 - Disclosure - INCOME TAXES - Schedule of Deferred Tax Assets and Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9955552 - Disclosure - INCOME TAXES - Summary of REIT Taxable Income Subject to Dividend Distribution (Details) link:presentationLink link:calculationLink link:definitionLink 9955553 - Disclosure - INCOME TAXES - Schedule of Effective Income Tax Rate Reconciliation (Details) link:presentationLink link:calculationLink link:definitionLink 9955554 - Disclosure - COMMITMENTS AND CONTINGENCIES (Details) link:presentationLink link:calculationLink link:definitionLink 9955555 - Disclosure - EQUITY - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955556 - Disclosure - EQUITY - Schedule of Dividends Payable Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955557 - Disclosure - EQUITY - Schedule of Dividends Payable (Details) link:presentationLink link:calculationLink link:definitionLink 9955558 - Disclosure - EQUITY - Schedule of OP Unit Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9955559 - Disclosure - COMPENSATION - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955560 - Disclosure - COMPENSATION - Summary of Significant Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 9955561 - Disclosure - COMPENSATION - Schedule of Share-Based Awards (Details) link:presentationLink link:calculationLink link:definitionLink 9955562 - Disclosure - EARNINGS PER SHARE (Details) link:presentationLink link:calculationLink link:definitionLink 9955563 - Disclosure - RELATED PARTY TRANSACTIONS - Disaggregation of Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 9955564 - Disclosure - RELATED PARTY TRANSACTIONS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955565 - Disclosure - FAIR VALUE MEASUREMENTS - Summary of Borrowings (Details) link:presentationLink link:calculationLink link:definitionLink 9955566 - Disclosure - FAIR VALUE MEASUREMENTS - Summary of Recurring and Nonrecurring Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink 9955567 - Disclosure - FAIR VALUE MEASUREMENTS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955568 - Disclosure - FAIR VALUE MEASUREMENTS - Summary of Nonrecurring Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink 9955569 - Disclosure - REPORTABLE SEGMENTS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955570 - Disclosure - REPORTABLE SEGMENTS (Details) link:presentationLink link:calculationLink link:definitionLink 9955571 - Disclosure - SCHEDULE IIIâ€"REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATION (Details) link:presentationLink link:calculationLink link:definitionLink 9955572 - Disclosure - Schedule III - Real Estate Assets and Accumulated Depreciation (Details) - Schedule III - Reconciliation of Real Estate Owned link:presentationLink link:calculationLink link:definitionLink 9955573 - Disclosure - Schedule III - Real Estate Assets and Accumulated Depreciation (Details) - Schedule III - Reconciliation of Accumulated Depreciation link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 11 cik0001476204-20241231_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 12 cik0001476204-20241231_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 13 cik0001476204-20241231_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Sunburst Plaza Sunburst Plaza [Member] Sunburst Plaza Shopping Center [Member] Operating Lessee, Operating Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] RELATED PARTY TRANSACTIONS Related Party Transactions Disclosure [Text Block] Payments on mortgages and loans payable Payments on debt Repayments of Long-Term Debt Finite lived intangible assets Finite-Lived Intangible Assets, Net, Amortization Expense, Fiscal Year Maturity [Abstract] 2026 Below Market Lease, Amortization Income, Year Two Audit Information [Abstract] Audit Information [Abstract] Cover [Abstract] Burwood Village Center Burwood Village Center [Member] -- None. No documentation exists for this element. -- Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five NET DECREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Memorial at Kirkwood Memorial At Kirkwood [Member] Memorial At Kirkwood Maple View Maple View 1 [Member] Maple View 1 Schedule of Operating Lease Maturity, Lessee Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Income Tax Jurisdiction Income Tax Jurisdiction [Domain] Accumulated amortization, above market contract Above Market Contract Accumulated Amortization Above Market Contract Accumulated Amortization Trading Symbol Trading Symbol Equity method investment, ownership percentage Equity Method Investment, Ownership Percentage Comprehensive income Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest Non-NEOs Non-NEOs [Member] Shorewood Crossing Shorewood Crossing [Member] Shorewood Station [Member] Common distributions declared (in dollars per share) Common Stock, Dividends, Per Share, Declared East Burnside Plaza East Burnside Plaza [Member] East Burnside Plaza [Member] Palmer Town Center Palmer Town Center [Member] Palmer Town Station [Member] (Payments) proceeds from sale of real estate, net (Payments) proceeds from sale of real estate, net Proceeds From (Payments For) Sale Of Real Estate Proceeds From (Payments For) Sale Of Real Estate Distributions to noncontrolling interests Distributions declared on OP units Noncontrolling Interest, Decrease from Distributions to Noncontrolling Interest Holders 2029 Below Market Lease, Amortization Income, Year Five 2026 Lessor, Operating Lease, Payment to be Received, Year Two 2029 Lessor, Operating Lease, Payment to be Received, Year Five Operating Expenses: Operating Costs and Expenses [Abstract] ORGANIZATION Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Hurricane Ian Hurricane Ian [Member] Hurricane Ian FAIR VALUE MEASUREMENTS Fair Value Disclosures [Text Block] Debt instrument, number of extension options Debt Instrument, Number of Extension Options Debt Instrument, Number of Extension Options Providence Commons Providence Commons [Member] Providence Commons University Plaza University Plaza [Member] University Plaza Award Timing Disclosures [Line Items] Investment, Name [Domain] Investment, Name [Domain] Village At Glynn Place Village at Glynn Place [Member] -- None. No documentation exists for this element. -- REIT taxable income subject to 90% dividend requirement Real Estate Investment Trust, Taxable Income Subject to 90% Dividend Requirement Real Estate Investment Trust, Taxable Income Subject to 90% Dividend Requirement Proceeds from sale of marketable securities Proceeds from Sale and Maturity of Marketable Securities The Shops of Uptown The Shops of Uptown [Member] The Shops of Uptown [Member] Segments Segment Reporting, Policy [Policy Text Block] Plan Name [Domain] Plan Name [Domain] Finance Lease, Liability, Statement of Financial Position [Extensible Enumeration] Finance Lease, Liability, Statement of Financial Position [Extensible Enumeration] Lease buyout income Lease buyout income Amount of revenue related to tenant payment to terminate a lease prior to expiration. OP units (in shares) Weighted Average Number of Shares Outstanding, Diluted, Adjustment Leases [Abstract] Leases [Abstract] Corporate intangible assets Finite-Lived Intangible Assets, Gross Total investment in real estate assets Real Estate Investment Property, at Cost Townfair Center Town Fair Center, Indiana, PA [Member] Town Fair Center, Indiana, PA Derivative assets Interest Rate Derivative Assets, at Fair Value Shops at Sunset Lakes Shops at Sunset Lakes [Member] Shops at Sunset Lakes Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Revenue Recognition Schedule of Fee Types Revenue Recognition Schedule of Fee Types [Table Text Block] Revenue Recognition Schedule of Fee Types Shiloh Square Shopping Center Shiloh Square Shopping Center [Member] Shiloh Square [Member] 2027 Below Market Lease, Amortization Income, Year Three CASH FLOWS FROM OPERATING ACTIVITIES: Net Cash Provided by (Used in) Operating Activities [Abstract] Southern Palms Southern Palms [Member] Southern Palms Acquisition Property, plant and equipment Property, Plant and Equipment, Additions Cinco Ranch Station II Cinco Ranch Station II [Member] Cinco Ranch Station II Secured loan facilities Secured Debt [Member] Rosewick Crossing Rosewick Crossing [Member] Rosewick Crossing [Member] Loganville Town Center Loganville Town Center [Member] Loganville Town Center Glenbrook Marketplace Glenbrook Marketplace [Member] Glenbrook Marketplace Assumed other liabilities Liabilities Assumed Straight-line rent Straight Line Rent Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Acquired Finite-Lived Intangible Assets [Line Items] Acquired Finite-Lived Intangible Assets [Line Items] Above-market lease assets Finite-Lived Intangible Asset, off-Market Lease, Favorable, Gross Measurement Frequency [Axis] Measurement Frequency [Axis] Rental income related to variable lease payments Operating Lease, Variable Lease Income Corporate Adjustments(6) Corporate Adjustments [Member] Corporate Adjustments Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Weighted-average remaining lease term, finance lease Finance Lease, Weighted Average Remaining Lease Term Insider Trading Policies and Procedures [Line Items] Senior unsecured notes due 2035 Senior Notes Due Two Thousand Thirty Five [Member] Senior Notes Due Two Thousand Thirty Five Use of Estimates Use of Estimates, Policy [Policy Text Block] Earn-out liability Contingent Consideration [Member] Contingent Consideration Contra Loma Station OP Contra Loma Station OP [Member] Contra Loma Station OP Adjustment to Compensation, Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount Kohl's Onalaska Kohul's Onalaska [Member] Onalaska [Member] Amortization of below market leases Amortization of Below Market Lease Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Total price of acquisitions Payments to Acquire Real Estate Senior Unsecured Term Loan, Two, Due Jan 2027 Senior Unsecured Term Loan, Two, Due Jan 2027 [Member] Senior Unsecured Term Loan, Two, Due Jan 2027 Tabular List, Table Tabular List [Table Text Block] Palmetto Pavilion Palmetto Pavilion [Member] Palmetto Pavilion [Member] Level 3 Fair Value, Inputs, Level 3 [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Intangible assets Finite-Lived Intangible Assets Acquired Champions Gate Village Champions Gate Village [Member] Champions Gate Village [Member] Broadway Plaza Broadway Plaza [Member] -- None. No documentation exists for this element. -- Vesting period one Share-Based Payment Arrangement, Tranche One [Member] Difference between undiscounted cash flows and present value of lease liabilities Finance Lease, Liability, Undiscounted Excess Amount Summary of Operating Leases Operating Lease, Lease Income [Table Text Block] Credit Facility [Domain] Credit Facility [Domain] The Shoppes at Windmill Place Shoppes at Windmill Place [Member] Shoppes at Windmill Place [Member] Cascades Overlook Cascades Overlook [Member] Cascades Overlook Goodwill Goodwill Other comprehensive (loss) income: Other Comprehensive Income (Loss), Net of Tax [Abstract] New share repurchase program Tender offer, authorized amount Share Repurchase Program, Authorized, Amount Corporate intangible assets Customer Contracts [Member] Summary of Nonrecurring Fair Value Fair Value Measurements, Nonrecurring [Table Text Block] Net assets acquired Asset Acquisition, Assets Acquired and Liabilities Assumed, Net Asset Acquisition, Assets Acquired and Liabilities Assumed, Net Employee Stock Option Share-Based Payment Arrangement, Option [Member] Adjustments for collectability Adjustments for collectability Contra revenue related to revenue recorded on a cash basis for tenants deemed to be credit risk as well as general reserves. Depreciation Depreciation 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive income attributable to stockholders Comprehensive Income (Loss), Net of Tax, Attributable to Parent Weighted average discount rate, finance lease Finance Lease, Weighted Average Discount Rate, Percent Payments on revolving credit facility Gross payments Repayments of Lines of Credit Rainbow Plaza Rainbow Plaza [Member] Rainbow Plaza 2025 Finance Lease, Liability, to be Paid, Year One Award Type [Axis] Award Type [Axis] Net deferred tax liability Deferred Tax Liabilities, Net Earnings Per Common Share Earnings Per Share, Basic [Abstract] Villages at Eagles Landing Villages at Eagles Landing [Member] Villages at Eagles Landing [Member] Restricted Cash Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block] Naperville Crossings Naperville Crossings [Member] Naperville Crossings ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag Total liabilities Liabilities Noncontrolling interests Equity, Attributable to Noncontrolling Interest Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Weighted average useful life, acquired leases 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] Other Assets [Abstract] Village Square of Delafield

Village Square of Delafield [Member] Village Square of Delafield Shoregate Town Center Shoregate Center [Member] Shoregate Center [Member] Equity method investee Equity Method Investee [Member] Total Shareholder Return Amount Total Shareholder Return Amount Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Glenwood Crossing Glenwood Crossing [Member] Glenwood Crossing [Member] Number of letters of credit outstanding Number of Letters of Credit Outstanding Number of Letters of Credit Outstanding Real Estate Investments, Net [Abstract] Real Estate Investments, Net [Abstract] Service contract term Long-Term Purchase Commitment, Period Net operating loss (â€œNOLâ€) carryforward Deferred Tax Assets, Operating Loss Carryforwards Operating Lease, Lease Income [Abstract] Operating Lease, Lease Income [Abstract] Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Goodwill and Other Intangibles Goodwill and Intangible Assets, Policy [Policy Text Block] Other assets, net Total other assets, net Other Assets LIBOR London Interbank Offered Rate [Member] London Interbank Offered Rate Market Walk Market Walk [Member] Market Walk Station [Member] Adjusted weighted-average shares - diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Green Valley Plaza Green Valley Plaza [Member] Green Valley Station [Member] MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Total stockholdersâ€™ equity Equity, Attributable to Parent Book/tax differences Real Estate Investment Trust, Taxable Income Reconciliation, Book/Tax Differences Differences between the net income (loss) of the real estate investment trust per GAAP and the taxable income subject to the 90% dividend requirement. Net investment in real estate assets Real Estate Investment Property, Net Gross deferred tax asset Deferred Tax Assets, Gross Shaw's Plaza Easton Shaw's Plaza Easton [Member] Shaw's Plaza Easton [Member] (Loss) gain on disposal of property, net Gains (Losses) on Sales of Investment Real Estate Concentration Risk Type [Domain] Concentration Risk Type [Domain] Letters of credit outstanding Letters of Credit Outstanding, Amount Schedule of Other Assets Schedule of Other Assets [Table Text Block] Number of shares authorized Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Sale of Stock [Domain] Sale of Stock [Domain] Document Fiscal Period Focus Document Fiscal Period Focus Harbour Village Harbour Village [Member] Harbour Village [Member] 2028 Long-Term Debt, Maturity, Year Four All Executive Categories All Executive Categories [Member] Dilutive restricted stock awards (in shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Cherry Hill Marketplace Cherry Hill Marketplace [Member] Cherry Hill Marketplace [Member] 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Insurance recovery receivable Loss Contingency, Receivable Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] ASSETS Assets [Abstract] Orange Grove Shopping Center Orange Grove Shopping Center [Member] Orange Grove Shopping Center Dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Document Type Document Type Derivative Contract [Domain] Derivative Contract [Domain] Facility fee Line of Credit Facility, Commitment Fee Percentage Interest rate Debt Instrument, Interest Rate, Effective Percentage Meadowthorpe Manor Shoppes Meadowthorpe Shopping Center [Member] -- None. No documentation exists for this element. -- Recurring fees Related Party, Recurring Fees [Member] Related Party, Recurring Fees Schedule of Information about Net Income (Loss) Schedule of Segment Reporting Information, by Segment [Table Text Block] Nonrelated Party Nonrelated Party [Member] Investment in marketable securities Payments to Acquire Marketable Securities 2026 Above-Market Contract, Amortization Income, Year Two Above-Market Contract, Amortization Income, Year Two Orchard Square Orchard Square [Member] Orchard Square [Member] Beginning balances Ending balances Liability for Unpaid Claims and Claims Adjustment Expense, Net Schedule of Acquired Intangible Assets, Future Amortization Expense Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] SOFR Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Maximum Maximum [Member] Driftwood Village Driftwood Village [Member] Driftwood Village [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Capital gain distributions Percentage of capital gain distribution Represents the percentage of distributions treated as a capital gain. Furniture, Fixtures, and Equipment Furniture and Fixtures [Member] Schedule of Liability for Unpaid Claims and Claims Adjustment Expense Schedule of Liability for Unpaid Claims and Claims Adjustment Expense [Table Text Block] Secured loan facilities Secured Loan Facilities [Member] Secured Loan Facilities Island Walk Shopping Center Island Walk Shopping Center [Member] Island Walk Plaza [Member] Summary of Significant Assumptions Performance-based Awards Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Expenses from transactions with related parties Related Party Transaction, Amounts of Transaction Flag City Station Flag City Station [Member] Flag City Station [Member] Statistical Measurement [Axis] Statistical Measurement [Axis] Hastings Marketplace Hastings Marketplace [Member] Hastings Marketplace [Member] Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Grantee Status [Domain] Grantee Status [Domain] Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Real estate and capitalized salaries Deferred Tax Liabilities, Property, Plant and Equipment Comprehensive income: Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest [Abstract] Name Outstanding Recovery, Individual Name Staunton Plaza Staunton Plaza [Member] Staunton Plaza [Member] Schedule of Real Estate Dispositions Disposal Groups, Including Discontinued Operations [Table Text Block] Hamilton Ridge Hamilton Ridge [Member] Hamilton Ridge [Member] Goodwill impairment Goodwill, Impairment Loss Conversion of noncontrolling interests Stock Issued During Period, Value, Conversion of Units Paid related to: Liability for Unpaid Claims and Claims Adjustment Expense, Claims Paid [Abstract] McKinney Market Street McKinney Market Street [Member] Mckinney Station [Member] Sierra Del Oro Towne Centre Sierra Station [Member] Sierra Station Award Timing Predetermined Award Timing Predetermined [Flag] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Distributions paid Net cash distribution Payments of Ordinary Dividends, Common Stock Investment, Name [Axis] Investment, Name [Axis] Old Alabama Square Old Alabama Square [Member] Old Alabama Square [Member] Other general and administrative expenses Other General and Administrative Expense Net income per share attributable to stockholders - diluted (in dollars per share) Diluted income per share (in dollars per share) Earnings Per Share, Diluted The Orchards The Orchards [Member] The Orchards [Member] Counterparty Name [Domain] Counterparty Name [Domain] Revenue Recognition Revenue from Contract with Customer [Policy Text Block] Finite-lived Intangible Assets Amortization Expense Finite-Lived Intangible Assets Amortization Expense [Table Text Block] State Tax Authorities State and Local Jurisdiction [Member] Collington Plaza Collington Plaza [Member] Collington Plaza [Member] Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Ownership [Axis] Ownership [Axis] Vesting percentage Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Below-Market Lease Liabilities Below Market Lease, Net, Amortization Income, Fiscal Year Maturity [Abstract] Preferred stock, issued (in shares) Preferred Stock, Shares Issued Impairment of real estate SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Accumulated Depreciation, Period Increase (Decrease) 2027 Lessor, Operating Lease, Payment to be Received, Year Three Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Equity Method Investments in Unconsolidated Joint Ventures, Investment Income Equity Method Investments in Unconsolidated Joint Ventures, Investment Income [Table Text Block] Tabular disclosure of investment income related to unconsolidated joint ventures, including distributions, gains and losses, and amortization of basis differences. Chapel Hill North Center Chapel Hill North [Member] Chapel Hill North [Member] Stock-based awards that vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Net income Net income Net income Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Windover Square Windover Square [Member] Windover Square [Member] Point Loomis Point Loomis [Member] Point Loomis [Member] Income tax expense Income Tax Expense (Benefit) Notional amount Derivative, Notional Amount Derivative assets Derivative Asset The Oaks The Oaks [Member] The Oaks Cost not yet recognized, period for recognition Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Fees and management income Revenue from Contract with Customer, Excluding Assessed Tax Net income - diluted Net Income (Loss), Including Portion Attributable to Redeemable Noncontrolling Interest Amount after income tax of income (loss) including the portion attributable to redeemable noncontrolling interest. Excludes the portion attributable to nonredeemable noncontrolling interest. Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Income Tax Jurisdiction [Axis] Income Tax Jurisdiction [Axis] Centennial Lakes Plaza Centennial Lakes Plaza [Member] Centennial Lakes Plaza Number of joint venture properties Number of Join Venture Property Number of Join Venture Property All Adjustments to Compensation All Adjustments to Compensation [Member] Equity Method Investments in Unconsolidated Joint Ventures Equity Method Investments [Table Text Block] Additional paid-in capital (â€œAPICâ€) Additional Paid in Capital Shoppes at Lake Mary Shoppes At Lake Mary [Member] Shoppes At Lake Mary Guarantor, maximum exposure Guarantor Obligations, Maximum Exposure, Undiscounted Derivative Instruments, Gain (Loss) [Table] Derivative Instruments, Gain (Loss) [Table] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Fair value of hedged liability Hedged Liability, Fair Value Hedge Legal Entity [Axis] Legal Entity [Axis] Apache Shoppes Apache Shoppes [Member] Apache Shoppes Sudbury Crossing Sudbury Crossing [Member] Sudbury Crossing Rental income Total rental income Operating Lease, Lease Income Related Party Transaction [Axis] Related Party Transaction [Axis] Real Estate and Accumulated Depreciation, Name of Property [Domain] Name of Property [Domain] Total Lessor, Operating Lease, Payment to be Received Term Loan Facility Maturing in July 2026 Term Loan Facility Maturing in July 2026 [Member] Term Loan Facility Maturing in July 2026 Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Coquina Plaza Coquina Plaza [Member] Coquina Plaza [Member] Derivative Instruments and Hedging Activities Disclosure [Abstract] Derivative Instruments and Hedging Activities Disclosure [Abstract] Schedule of Equity Method Investments [Line Items] Schedule of Equity Method Investments [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Southampton Village Southampton Village [Member] -- None. No documentation exists for this element. -- Common stock, conversion ratio Common Stock, Convertible, Conversion Ratio Common Stock, Convertible, Conversion Ratio REIT taxable income Real Estate Investment Trust, Taxable Income Taxable income of the real estate investment trust subject to the 90% dividend requirement. Ashburn Farm Market Center Ashburn Farm Market Center [Member] Ashburn Farm Market Center Lutz Lake Crossing Lutz Lake Crossing [Member] Lutz Lake Crossing [Member] Equity, Class of Treasury Stock [Line Items] Equity, Class of Treasury Stock [Line Items] Deferred Financing Expenses Deferred Charges, Policy [Policy Text Block] Northlake Station LLC(5) Northlake Station LLC [Member] Northlake Station LLC Vesting [Domain] Vesting [Domain] Cohen & Steers Income Opportunities REIT, Inc Cohen & Steers Income Opportunities REIT, Inc [Member] Cohen & Steers Income Opportunities REIT, Inc Beginning balance (in dollars per share) Ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value LIABILITIES AND EQUITY Liabilities and Equity [Abstract] Alameda Crossing Alameda Crossing [Member] Alameda Crossing Sheffield Crossing Sheffield Crossing [Member] Sheffield Crossing [Member] Commonwealth Square Commonwealth Square [Member] Commonwealth Square [Member] Restatement Determination Date Restatement Determination Date O 2024 M4 Dividends O 2024 M4 Dividends [Member] O 2024 M4 Dividends Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] SCHEDULE IIIâ€”REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATION SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation Disclosure [Text Block] Schedule of Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] 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] Contract price Real Estate Investment Property, Acquisitions, Contract Price Real Estate Investment Property, Acquisitions, Contract Price Loganville Crossing Loganville Crossing [Member] Loganville Crossing Boronda Plaza Boronda Plaza [Member] Boronda Plaza [Member] Summary of Recurring and Nonrecurring Fair Value Fair Value, Liabilities Measured on Recurring Basis [Table Text Block] California CALIFORNIA EARNINGS PER SHARE Earnings Per Share [Text Block] 2029 Above-Market Contract, Amortization Income, Year Five Above-Market Contract, Amortization Income, Year Five Fair Value, Assets (Liabilities) Measured on Recurring Basis Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Subsequent event Subsequent Event [Member] Amended and Restated 2010 Independent Director Stock Plan Amended and Restated 2010 Independent Director Stock Plan [Member] Amended and Restated 2010 Independent Director Stock Plan. Targeted investment amount Equity Method Investment, Aggregate Investment Amount Equity Method Investment, Aggregate Investment Amount Amount of gain recognized in Other Comprehensive Income Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), before Reclassification, after Tax Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Accumulated amortization, below market lease Below Market Lease, Accumulated Amortization ROU assets, net - operating and finance leases Operating And Finance Lease, Right-of-Use Asset, Other Operating And Finance Lease, Right-of-Use Asset, Other Income Taxes Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Number of secured facilities Number Of Secured Facilities Schedule of Finance Lease Maturity Finance Lease, Liability, to be Paid, Maturity [Table Text Block] Edgecombe Square Edgecombe Square [Member] Edgecombe Square Towne Centre at Wesley Chapel Towne Centre at Wesley Chapel [Member] Towne Centre at Wesley Chapel [Member] Carrying amount, land and improvements SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation, Land, Amount Change in distributions payable - noncontrolling interests Change in distributions payable - noncontrolling interests The change in distributions payable to noncontrolling interests Executive officers Executive Officer [Member] Vineyard Shopping Center Vineyard Shopping Center [Member] Vineyard Shopping Center Hilfiker Shopping Center Hilfiker Square [Member] -- None. No documentation exists for this element. -- Proceeds from revolving credit facility Proceeds from Lines of Credit Depreciation and amortization of corporate assets Amortization and Write-Off of Basis Differences Other Depreciation and Amortization PEO PEO [Member] Bartow Marketplace Bartow Marketplace [Member] Bartow Marketplace Monfort Heights Monfort Heights [Member] Monfort Heights South Oaks Plaza South Oaks Plaza [Member] South Oaks Plaza [Member] Name Trading Arrangement, Individual Name Crossroads of Shakopee Crossroads of Shakopee [Member] Crossroads of Shakopee [Member] Northwoods Crossing Northwoods Crossing [Member] Northwoods Crossing [Member] Crosscreek Village Crosscreek Village [Member] Crosscreek Village Station [Member] Property, Plant and Equipment by Type [Axis] Long-Lived Tangible Asset [Axis] Public Float Entity Public Float Savoy Plaza Savoy Plaza [Member] Savoy Plaza [Member] 2028 Lessor, Operating Lease, Payment to be Received, Year Four Gain (Loss) from Unconsolidated Joint Ventures Equity income Income (Loss) from Equity Method Investments Sterling Pointe Center Sterling Pointe Center [Member] Sterling Pointe Center [Member] Net depreciable and amortizable assets Other Deferred Costs, Net Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Other: Other Nonoperating Income (Expense) [Abstract] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Riverlakes Village Riverlakes Village [Member] Riverlakes Village Beginning balance (in shares) Ending balance (in shares) Shares, Outstanding Term Loan Facility Maturing in November 2025 Term Loan Facility Maturing in November 2025 [Member] Term Loan Facility Maturing in November 2025 Deferred income Deferred Revenue Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Sunridge Plaza Sunridge Plaza [Member] Sunridge Plaza Local Phone Number Local Phone Number Less: valuation allowance Deferred Tax Assets, Valuation Allowance CASH, CASH EQUIVALENTS, AND RESTRICTED CASH: Cash and Cash Equivalents, at Carrying Value [Abstract] Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] OTHER ASSETS, NET Other Assets Disclosure [Text Block] Impairment of real estate SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Write-down or Reserve, Amount Total operating expenses Operating Expenses Glenwood Crossings Glenwood Crossings [Member] Glenwood Crossings Asset Acquisition [Line Items] Asset Acquisition [Line Items] Equity Method Investment [Table] Equity Method Investment [Table] Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Towne Crossing Shopping Center Towne Crossing Shopping Center [Member] Towne Crossing Shopping Center Investment in third parties Deferred Tax Liabilities, Investments PEO Total Compensation Amount PEO Total Compensation Amount PECO Air PECO Air [Member] PECO Air OP units issued (in shares) Business Acquisition, Equity Interest Issued or Issuable, Number of Shares Bear Creek Plaza Bear Creek Plaza [Member] Bear Creek Plaza [Member] Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Vineyard Center Vineyard Center [Member] Vineyard Center [Member] Statement of Income Location, Balance [Axis] Statement of Income Location, Balance [Axis] LaPlata Plaza LaPlata Plaza [Member] LaPlata Plaza North Pointe Plaza North Pointe Plaza [Member] North Pointe Plaza [Member] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock Common Stock [Member] O 2024 M6 Dividends O 2024 M6 Dividends [Member] O 2024 M6 Dividends Town Center at Jensen Beach Town Center at Jensen Beach [Member] Town Center at Jensen Beach Oakhurst Plaza Oakhurst Plaza [Member] Oakhurst Plaza [Member] Quartz Hill Towne Centre Quartz Hill Towne Centre [Member] -- None. No documentation exists for this element. -- Reverse stock split, conversion ratio Stockholders' Equity Note, Stock Split, Conversion Ratio Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Courthouse Marketplace Courthouse Marketplace [Member] Courthouse Marketplace [Member] Heron

Creek Towne Center Heron Creek Towne Center [Member] -- None. No documentation exists for this element. -- Weighted-average interest rate on debt Long-Term Debt, Weighted Average Interest Rate, at Point in Time Cocoa Commons Cocoa Commons [Member] Cocoa Commons [Member] Meadows on the Parkway Meadows on the Parkway [Member] Meadows on the Parkway [Member] Breakfast Point Marketplace Breakfast Point Marketplace [Member] Breakfast Point Marketplace [Member] Segment Reporting [Abstract] Offering costs, discounts, and commissions Offering costs, discounts, and commissions Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs Entity Central Index Key Entity Central Index Key Southgate Shopping Center Southgate Shopping Center [Member] Southgate Shopping Center [Member] Uncollectable lease receivables, general reserves Uncollectable lease receivables, general reserves Uncollectable lease receivables, general reserves Equity Method Investments and Joint Ventures [Abstract] Equity Method Investments and Joint Ventures [Abstract] Unusual Risk or Uncertainty, Nature [Axis] Unusual Risk or Uncertainty, Nature [Axis] Total incurred Liability for Unpaid Claims and Claims Adjustment Expense, Incurred Claims Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount EQUITY Equity [Text Block] Accounts payable and other liabilities Increase (Decrease) in Accounts Payable and Accrued Liabilities Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] New Prague Commons New Prague Commons [Member] -- None. No documentation exists for this element. -- REPORTABLE SEGMENTS Segment Reporting Disclosure [Text Block] Investment in real estate: Real Estate Investment Property, Net [Abstract] O 2024 M5 Dividends O 2024 M5 Dividends [Member] O 2024 M5 Dividends Assumed below-market debt Noncash or Part Noncash Acquisition, Assumed Below-Market Debt Noncash or Part Noncash Acquisition, Assumed Below-Market Debt Savage Town Square Savage Town Square [Member] Savage Town Square [Member] Income (expense) related to change in fair value Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in Earnings Restricted Stock Awards Restricted Stock [Member] Sunset Shopping Center Sunset Shopping Center [Member] Sunset Center [Member] Common Class B Common Class B [Member] Title Trading Arrangement, Individual Title Grocery Retail Partners II Grocery Retail Partners II [Member] Grocery Retail Partners II Maple View Maple View [Member] Maple View Unsecured debt Unsecured Debt [Member] At-the-Market Offering 2024 At-the-Market Offering 2024 [Member] At-the-Market Offering 2024 Common stock, subscription amount Common Stock, Value, Subscriptions Franklin Centre Franklin Center [Member] Franklin Station [Member] Fairview Plaza Fairview Plaza [Member] Fairview Plaza [Member] Geographic concentration risk Geographic Concentration Risk [Member] Weighted average useful life, assumed below-market debt Acquired Below Market Leases, Debt Weighted Average Useful Life Acquired Below Market Debt Weighted Average Useful Life City Area Code City Area Code Auditor Location Auditor Location Quivira Crossings Quivira Crossings [Member] Quivira Crossings [Member] O 2024 A Dividends O 2024 A Dividends [Member] O 2024 A Dividends Town & Country Village Town & Country Village [Member] Town & Country Village Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Above-Market Contract Above-Market Contract, Amortization Income [Abstract] Above-Market Contract, Amortization Income Parsons Village Parsons Village [Member] Parsons Village Land and improvements Land and Land Improvements SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate [Roll Forward] SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate [Roll Forward] Required minimum annual payment Long-Term Purchase Commitment, Minimum Annual Payment, Amount Long-Term Purchase Commitment, Minimum Annual Payment, Amount Paid service fees Paid Service Fees Paid Service Fees Mansell Village Mansell Village [Member] Mansell Village Revolving credit facility, remaining borrowing capacity Line of Credit Facility, Remaining Borrowing Capacity Del Paso Marketplace Del Paso Marketplace [Member] Del Paso Marketplace Other liabilities assumed Asset Acquisition, Other Liabilities Assumed Asset Acquisition, Other Liabilities Assumed Summary of Borrowings Fair Value Measurement Inputs and Valuation Techniques [Table Text Block] Weighted-Average Grant-Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Mountain Park Plaza Mountain Park Plaza [Member] Mountain Park Plaza Florida FLORIDA Earnings per share of common stock: Earnings Per Share [Abstract] Equity [Abstract] Normandale Village Normandale Village [Member] Normandale Village [Member] Accumulated deficit Retained Earnings (Accumulated Deficit) Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Insurance proceeds for property damage claims Proceeds from Insurance Settlement, Investing Activities Class of Stock [Domain] Class of Stock [Domain] Related Party Transaction [Line Items] Related Party Transaction [Line Items] Number of joint ventures Number of Joint Ventures Number of Joint Ventures Lakeland Village Center Lakeland Village Center [Member] Lakeland Village Center Federal income tax basis SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Federal Income Tax Basis Deferred financing expenses Debt Issuance Costs, Gross Schedule of Debt Allocation Schedule of Debt [Table Text Block] General and administrative General and Administrative Expense Roxborough Marketplace Roxborough Marketplace [Member] Roxborough Marketplace 2026 Long-Term Debt, Maturity, Year Two Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Operating lease liability Total lease liabilities recorded at present value Operating Lease, Liability Settlement of earn-out liability Settlement Of Earn-out Liability Settlement Of Earn-out Liability Settlement of earn-out liability Adjustments to Additional Paid in Capital, Stock Split Underlying Securities Award Underlying Securities Amount Performance stock awards Performance Shares [Member] Hickory Creek Plaza Hickory Creek Plaza [Member] Hickory Creek Plaza Sulphur Grove Sulphur Grove [Member] Sulphur Grove [Member] 2029 Finance Lease, Liability, to be Paid, Year Five Common distributions declared Dividends, Common Stock, Cash Amendment Flag Amendment Flag Spivey Junction Spivey Junction [Member] Spivey Junction [Member] Real estate dispositions SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Cost of Investment in Real Estate Sold Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Other asset impairment charges Other Asset Impairment Charges Subsequent Events [Abstract] Subsequent Events [Abstract] Common stock, number of shares issued in transaction (in shares) Sale of Stock, Number of Shares Issued in Transaction DEBT OBLIGATIONS Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Dyer Town Center Dyer Crossing [Member] Dyer Crossing [Member] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt face amount Debt Instrument, Face Amount Settlement of liability Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Settlements Entity Address, Postal Zip Code Entity Address, Postal Zip Code Interest rate swap Interest Rate Swap [Member] Stop & Shop Plaza Stop and Shop Plaza [Member] Stop and Shop Plaza [Member] Cash and cash equivalents Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value LEASES Lessor, Operating Leases [Text Block] Initial cost, buildings and improvements SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation, Initial Cost of Building and Improvements Grantee Status [Axis] Grantee Status [Axis] Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Auditor Name Auditor Name Independent directors Share-Based Payment Arrangement, Nonemployee [Member] Forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Willimantic Plaza Willimantic Plaza [Member] Willimantic Plaza [Member] Loss (gain) on extinguishment or modification of debt, net Gain (Loss) on Extinguishment of Debt Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Below-market debt Below Market Debt [Member] Below Market Debt Property, plant and equipment, useful life Property, Plant and Equipment, Useful Life Depreciation expense SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Accumulated Depreciation, Depreciation Expense Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Carrying amount, buildings and improvements SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation, Building and Improvements, Amount 2020 Incentive Plan 2020 Omnibus Incentive Plan [Member] 2020 Omnibus Incentive Plan Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Windmill Marketplace Windmill Marketplace [Member] Windmill Station [Member] Foxridge Plaza Foxridge Plaza [Member] Foxridge Plaza The Village Shopping Center The Village Shopping Center [Member] The Village Shopping Center Designated as hedging instrument Designated as Hedging Instrument [Member] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Village One Plaza [Member] Village One Plaza [Member] -- None. No documentation exists for this element. -- Allowance for uncollectability, cash basis revenue recognition, non-creditworthy Allowance for Doubtful Accounts, Premium and Other Receivables, Non-Creditworthy, Including Straight-Line Rent The valuation allowance as of the balance sheet date, specifically related to customers deemed to be a credit risk whose revenue is recorded on a cash basis (including related straight-line rent adjustments), to reduce the gross amount of receivables to estimated net realizable value, which would be presented in parentheses on the face of the balance sheet. Paradise Crossing Paradise Crossing [Member] Paradise Crossing [Member] Stock, Class of Stock [Table] Stock, Class of Stock [Table] 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] Allowance for uncollectibility, general reserve Allowance for Doubtful Accounts, Premiums and Other Receivables Total assets Assets O 2024 M8 Dividends O 2024 M8 Dividends [Member] O 2024 M8 Dividends Deferred rent receivable, net Deferred Rent Receivables, Net Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies (see Note 11) Commitments and Contingencies Share-Based Compensation Share-Based Payment Arrangement [Policy Text Block] Riverpark Shopping Center Riverpark Shopping Center [Member] Riverpark Shopping Center Lake Pointe Market Lake Pointe Market [Member] Lake Pointe Market Senior Unsecured Term Loans Due 2024 Senior Unsecured Term Loans Due 2024 [Member] Senior Unsecured Term Loans Due 2024 Termination Date Trading Arrangement Termination Date Golden Town Center Golden Town Center [Member] Golden Town Center [Member] Investment in third party Noncash or Part Noncash Acquisition, Net Nonmonetary Assets Acquired (Liabilities Assumed) Related Party Transaction [Table] Related Party Transaction [Table] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Schedule of Deferred Compensation Arrangement with Individual, Share-based Payments [Table] Deferred Compensation Arrangement with Individual, Share-Based Payment [Table] 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two 2025 Long-Term Debt, Maturity, Year One Schedule of Real Estate Acquisition Activity Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Debt Instrument [Axis] Debt Instrument [Axis] Net income attributable to stockholders Net income attributable to stockholders Net income attributable to stockholders - basic Net Income (Loss) Attributable to Parent Below-market lease liabilities, net Below Market Lease, Net Trading Arrangement: Trading Arrangement [Axis] Amortization of debt and derivative adjustments Amortization of Debt Discount (Premium) Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Performance target Achievements Performance Target Achievements [Member] Performance Target Achievements Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Entity File Number Entity File Number Future Minimum Payments Due, Maturity Operating Leases, Future Minimum Payments Due, Fiscal Year Maturity [Abstract] Tramway Crossing Tramway Crossing [Member] -- None. No documentation exists for this element. -- Arapahoe Marketplace Arapahoe Marketplace [Member] Arapahoe Marketplace Five Town Plaza Five Town Plaza [Member] Five Town Plaza [Member] Noncontrolling Interest Noncontrolling Interest [Member] Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Name Forgone Recovery, Individual Name Weighted-average remaining lease term, operating lease Operating Lease, Weighted Average Remaining Lease Term Southwest Marketplace Southwest Marketplace [Member] Southwest Marketplace [Member] Other Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Broadlands Marketplace Broadlands Marketplace [Member] Broadlands Marketplace [Member] Deferred tax liabilities: Components of Deferred Tax Liabilities [Abstract] Suntree Square Suntree Square [Member] Suntree Station [Member] Net (income) loss from TRS entities Real Estate Partnership Investment Subsidiaries, Net Income (Loss) before Tax Colonial Promenade Colonial Promenade [Member] Colonial Promenade [Member] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Off-balance sheet risks, liability Fair Value Disclosure, off-Balance-Sheet Risks, Amount, Liability Land Improvements Land Improvements [Member] PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Real estate acquisitions Payments to Acquire Commercial Real Estate Net income attributable to noncontrolling interests Net income attributable to noncontrolling interests Net Income (Loss) Attributable to Noncontrolling Interest Amount of (gain) loss reclassified from AOCI into Interest Expense, Net Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), Reclassification, after Tax Town & Country Shopping Center Town and Country Shopping Center - Indiana [Member] Town and Country Shopping Center - Indiana Quail Pointe Quail Pointe [Member] Quail Pointe Accumulated other comprehensive income (â€œAOCIâ€) Accumulated Other Comprehensive Income (Loss), Net of Tax Restricted cash Restricted cash Restricted Cash and Cash Equivalents Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] O 2024 M7 Dividends O 2024 M7 Dividends [Member] O 2024 M7 Dividends Weighted-average shares - basic (in shares) Weighted Average Number of Shares Outstanding, Basic Related Party [Axis] Related and Nonrelated Parties [Axis] Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Weighted average useful life, acquired below-market leases Acquired Below Market Leases, Weighted Average Useful Life Acquired Below Market Leases, Weighted Average Useful Life Hillside - West Hillside - West [Member] Hillside West Debt instrument period of extension of maturity date Debt Instrument, Extension Option, Extension Term Debt Instrument, Extension Option, Extension Term Total equity Beginning balance Ending balance Equity, Including Portion Attributable to Noncontrolling Interest Snow View Plaza Snow View Plaza [Member] -- None. No documentation exists for this element. -- Weighted-average term (in years) Derivative, Average Remaining Maturity Carriagetown Marketplace Carriagetown Station [Member] Carriagetown Station [Member] Investment in unconsolidated joint ventures Real Estate Investments, Unconsolidated Real Estate and Other Joint Ventures Name Awards Close in Time to MNPI Disclosures, Individual Name East Side Square East Side Square [Member] East Side Square [Member] Forest Park Square Forest Park Square [Member] Forest Park Square Revenue Benchmark Revenue Benchmark [Member] Oak Meadows Marketplace Oak Meadows Marketplace [Member] Oak Meadows Marketplace Entity Filer Category Entity Filer Category Schedule of Operating Lease Maturity, Lessor Lessor, Operating Lease, Payment to be Received, Maturity [Table Text Block] Operating Expenses: Cost of Revenue [Abstract] Number of leases Lessor, Operating Lease, Number of Leases Lessor, Operating Lease, Number of Leases Senior unsecured notes due 2031 Senior Notes Due November 2031 [Member] Senior Notes Due November 2031 Cahill Plaza Cahill Plaza [Member] Cahill Plaza [Member] Statistical Measurement [Domain] Statistical Measurement [Domain] Plaza Farmington Plaza Farmington [Member] Plaza Farmington [Member] Encumbrances SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation, Amount of Encumbrances Hamilton Village Hamilton Village [Member] Hamilton Village [Member] All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Schedule of Earnings Per Share, Basic and Diluted Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Long-Term Debt Long-Term Debt [Member] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Cash paid for income taxes, net Income Taxes Paid, Net Westwoods Shopping Center Westwoods Shopping Center [Member] Westwoods Shopping Center [Member] Conversion of Class B common stock (in shares) Stock Issued During Period, Shares, Conversion of Convertible Securities Equity method investments Equity Method Investments Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Fairlawn Town Centre Fairlawn Town Centre [Member] Fairlawn Town Centre Coppell Market Center Coppell Market Center [Member] Coppell Market Center [Member] Senior unsecured notes due 2034 Senior Unsecured Notes Due 2034 [Member] Senior Unsecured Notes Due 2034 Total Â Debt and Lease Obligation, Gross Debt and Lease Obligation, Gross TEXAS TEXAS Change in unrealized value on interest rate swaps attributable to noncontrolling interests Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax, Noncontrolling Interest Real estate investment property, sale receiving note receivable Real Estate Investment Property, Disposition of Property, Note Receivable Real Estate Investment Property, Disposition of Property, Note Receivable Real Estate and Accumulated Depreciation, by Property [Table] SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation, by Property [Table] Central Station Central Station [Member] Central Station [Member] Other Performance Measure, Amount Other Performance Measure, Amount 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Dunlop Village Dunlop Village [Member] Dunlop Village LEASES Lessee, Operating Leases [Text Block] Common stock, outstanding (in shares) Common Stock, Shares, Outstanding Schedule of Acquired Finite-Lived Intangible Asset by Major Class [Table] Schedule of Acquired Finite-Lived Intangible Asset by Major Class [Table] Real estate taxes Real Estate Tax Expense Documents Incorporated by Reference Documents Incorporated by Reference [Text Block] Debt obligations, net Total Â Debt and Lease Obligation Grayson Village Grayson Village [Member] Grayson Village [Member] Interest receivable

Interest Receivable Kipling Marketplace Kipling Marketplace [Member] Kipling Marketplace [Member] Change in distributions payable Change in Distributions Payable The change in the balance of distributions payable Southfield Center Southfield Center [Member] Southfield Center [Member] Accumulated depreciation and amortization Accumulated Amortization of Other Deferred Costs Schedule of Effective Income Tax Rate Reconciliation Schedule of Tax Treatment of Distributions [Table Text Block] Tabular disclosure of an entity's tax treatment of distributions by percentage. Entity Tax Identification Number Entity Tax Identification Number 2028 Above-Market Contract, Amortization Income, Year Four Above-Market Contract, Amortization Income, Year Four Number of outparcels sold Number of Land Parcel Sold Number of Land outparcel Sold Schedule of Finite-Lived Intangible Assets by Major Class [Table] Intangible Asset, Finite-Lived [Table] Schedule of Debt Obligations Schedule of Long-Term Debt Instruments [Table Text Block] Secured debt Secured Debt Summerville Galleria Summerville Galleria [Member] Summerville Galleria Costs capitalized subsequent to acquisition, carrying costs SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation, Cost Capitalized Subsequent to Acquisition, Cost Necessity Retail Partners, LLC NRP Necessity Retail Partners, LLC [Member] Transactions related to Necessity Retail Partners. Common stock, net proceeds Sale of Stock, Consideration Received on Transaction Schedule of Derivative Instruments Schedule of Derivative Instruments [Table Text Block] Wheat Ridge Marketplace Wheat Ridge Marketplace [Member] Wheat Ridge Marketplace Plan Name [Axis] Plan Name [Axis] Senior Unsecured Term Loan, One, Due Jan 2027 Senior Unsecured Term Loan, One, Due Jan 2027 [Member] Senior Unsecured Term Loan, One, Due Jan 2027 Thereafter Finance Lease, Liability, to be Paid, after Year Five Equity Components [Axis] Equity Components [Axis] Total undiscounted cash flows from leases Finance Lease, Liability, to be Paid Grocery Retail Partners I GRP I Grocery Retail Partners I [Member] Grocery Retail Partners I Windsor Center Windsor Center [Member] Windsor Center Business Acquisition, Acquiree Business Acquisition, Acquiree [Domain] Denominator: Earnings Per Share, Diluted [Abstract] Phillips Edison Limited Partnership Phillips Edison Limited Partnership [Member] Phillips Edison Limited Partnership [Member] SUPPLEMENTAL SCHEDULE OF NON-CASH ACTIVITIES: Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Bethany Village Bethany Village [Member] Bethany Village [Member] Geographical [Axis] Geographical [Axis] Shoppes of Lake Village Shoppes of Lake Village [Member] Shoppes of Lake Village Net deferred tax liability Deferred Tax Assets, Net 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Chinoe Center Chinoe Center [Member] Chinoe Center Coronado Center Coronado Shopping Center [Member] Coronado Shopping Center [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] Stonewall Plaza Stonewall Plaza [Member] Stonewall Plaza [Member] Chief Executive Officer Chief Executive Officer [Member] Spring Cypress Village Spring Cypress Village [Member] Spring Cypress Village [Member] Laguna 99 Plaza Laguna 99 Plaza [Member] Laguna 99 Plaza [Member] Prior years Liability for Unpaid Claims and Claims Adjustment Expense, Claims Paid, Prior Years Walden Park Walden Park [Member] Walden Park Northpark Plaza Northpark Plaza [Member] Northpark Plaza Debt instrument, extension term Debt Instrument, Extension Term Debt Instrument, Extension Term Beginning of year End of year Cash, cash equivalents, and restricted cash at end of year Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Number of tranches Number Of Tranches Number Of Tranches Brentwood Commons Brentwood Commons [Member] -- None. No documentation exists for this element. -- Sierra Vista Plaza Sierra Vista Plaza [Member] Sierra Vista Plaza [Member] Riverplace Centre Riverplace Centre [Member] Riverplace Centre Impairment of real estate assets Impairment of Real Estate Performance period Share-based Compensation Arrangement by Share-based Payment Award, Performance Period Share-based Compensation Arrangement by Share-based Payment Award, Performance Period Hampton Village Hampton Village [Member] Hampton Village [Member] Fairacres Shopping Center Fairacres Shopping Center [Member] Fairacres Shopping Center [Member] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Term of contract Related Party, Tax Protection Agreement Period Related Party, Tax Protection Agreement Period Plano Market Street Plano Market Street [Member] Plano Market Street [Member] Above-market contract Amortization Of Above-Market Contract Amortization Of Above-Market Contract Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Count Number of Interest Rate Derivatives Held Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Prior years Prior Year Claims and Claims Adjustment Expense Accumulated depreciation and amortization Real Estate Investment Property, Accumulated Depreciation Preferred stock, outstanding (in shares) Preferred Stock, Shares Outstanding Security Exchange Name Security Exchange Name Line of credit - interest spread Debt Instrument, Basis Spread on Variable Rate Related Party Transaction [Domain] Related Party Transaction [Domain] Senior Unsecured Term Loans Due Jan 2026 Senior Unsecured Term Loans Due Jan 2026 [Member] Senior Unsecured Term Loans Due Jan 2026 Senior unsecured notes due 2034 Senior Notes Due July Two Thousand Thirty Four [Member] Senior Notes Due July Two Thousand Thirty Four Heath Brook Commons Heath Brook Commons [Member] Heath Brook Commons [Member] Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Crystal Beach Plaza Crystal Beach Plaza [Member] Crystal Beach Plaza [Member] 12 West Marketplace 12 West Marketplace [Member] 12 West Marketplace Employee-related expenses Labor and Related Expense Thompson Valley Towne Center Thompson Valley Towne Center [Member] Thompson Valley Towne Center [Member] Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Reserves Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Reserves Village Shoppes at Windermere Village Shoppes at Windermere [Member] Village Shoppes at Windermere Right-of-use (â€œROUâ€) assets obtained in exchange for new lease liabilities Right-of-Use Asset Obtained in Exchange for Finance Lease Liability (Loss) gain on disposal of property, net Loss (gain) on disposal of property, net Gain (Loss) on Sale of Properties Common stock, issued (in shares) Common Stock, Shares, Issued Northstar Marketplace Northstar Marketplace [Member] Northstar Marketplace [Member] Entity [Domain] Entity [Domain] At-the-Market Offering At-the-Market Offering [Member] At-the-Market Offering Revolving credit facility, maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Concentration risk, percentage Concentration Risk, Percentage 2027 Above-Market Contract, Amortization Income, Year Three Above-Market Contract, Amortization Income, Year Three Above-market contract Above-market Contract Above-market Contract Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] O 2024 M9 Dividends O 2024 M9 Dividends [Member] O 2024 M9 Dividends Contract price Real Estate Investment Property, Dispositions, Contract Price Real Estate Investment Property, Dispositions, Contract Price Cinco Ranch at Market Center Cinco Ranch at Market Center [Member] Cinco Ranch at Market Center Accounts receivable, net Accounts Receivable, after Allowance for Credit Loss Sale of stock, gross weighted average price per share (in dollars per share) Sale Of Stock, Gross Weighted Average Price Per Share Sale Of Stock, Gross Weighted Average Price Per Share Held for Sale Assets Real Estate Held for Development and Sale, Policy [Policy Text Block] Common stock, authorized (in shares) Common Stock, Shares Authorized Shoppes at Glen Lakes Shoppes at Glen Lakes [Member] Shoppes at Glen Lakes Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Fairfield Commons Fairfield Commons [Member] Fairfield Commons [Member] Entity Voluntary Filers Entity Voluntary Filers Related Party Related Party [Member] Number of real estate sold Number Of Real Estate Dispositions Number Of Real Estate Dispositions Noncontrolling Interests Noncontrolling Interests, Policy [Policy Text Block] Disclosure of accounting policy for noncontrolling interests Nor'Wood Shopping Center Nor'Wood Shopping Center [Member] Nor'Wood Shopping Center [Member] Hedging Designation [Domain] Hedging Designation [Domain] Interest expense, net Interest expense, net Interest Expense, Nonoperating Birdneck Shopping Center Birdneck Shopping Center [Member] Birdneck Shopping Center Ordinary dividends Ordinary Income Percentage of Distributions Represents the percentage of distributions that is treated as ordinary income for tax purposes. Broadway Promenade Broadway Promenade [Member] Broadway Promenade [Member] Recurring Fair Value, Recurring [Member] Red Maple Village Red Maple Village [Member] Red Maple Village [Member] Non-dividend distributions Non-Dividend Distributions Allocation of distribution, non-dividend distributions percentage Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Recorded Principal Balance Long-Term Debt Assumed debt obligations, net Noncash or Part Noncash Acquisition, Debt Assumed Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Mountain Crossing Mountain Crossing [Member] Mountain Crossing Thereafter Long-Term Debt, Maturity, after Year Five Operating Lease, Liability, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Statement of Financial Position [Extensible Enumeration] Variable-rate debt Long-Term Debt, Percentage Bearing Variable Interest, Amount Contra Loma Plaza Contra Loma Plaza [Member] Contra Loma Plaza [Member] SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation Disclosure [Abstract] SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation Disclosure [Abstract] Harpers Station Harpers Station [Member] Harpers Station Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] OP conversion ratio Noncontrolling Interest, Conversion Ratio Noncontrolling Interest, Conversion Ratio Amortization of lease assets Amortization of lease assets Includes amortization of above and below market lease adjustments and amortization of lease incentive costs. Document Annual Report Document Annual Report 2027 Finance Lease, Liability, to be Paid, Year Three Assumed market debt adjustments, net Debt Instrument, Assumed Market Debt Adjustments, Net Debt Instrument, Assumed Market Debt Adjustments, Net NRV Necessity Retail Venture, LLC Necessity Retail Venture, LLC [Member] Necessity Retail Venture, LLC Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Claremont Village Claremont Village [Member] Claremont Village [Member] Total Stockholdersâ€™ Equity Parent [Member] Publix at Seven Hills Publix at Seven Hills [Member] Publix at Seven Hills [Member] Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Less: Capital gains Real Estate Investment Trust, Taxable Income Reconciliation, Capital Gains Real Estate Investment Trust, Taxable Income Reconciliation, Capital Gains Amortization of intangible assets Amortization of Intangible Assets Crossroads Towne Center Crossroads Towne Center [Member] Crossroads Towne Center Lemont Plaza Lemont Plaza [Member] Lemont Plaza Accounting Policies [Abstract] Accounting Policies [Abstract] Liabilities: Liabilities [Abstract] Revenues: Revenues [Abstract] Waterford Park Plaza Waterford Park Plaza [Member] Waterford Park Plaza [Member] Net income attributable to convertible OP units Net Income (Loss) Attributable to Redeemable Noncontrolling Interest Fair Value Measurement Fair Value Measurement, Policy [Policy Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Evans Towne Centre Evans Towne Centre [Member] Evans Towne Centre Below-market lease liabilities Below Market Lease, Acquired Difference between undiscounted cash flows and present value of lease liabilities Lessee, Operating Lease, Liability, Undiscounted Excess Amount PEO Name PEO Name Award Type [Domain] Award Type [Domain] Vesting [Axis] Vesting [Axis] Hurricanes Helene and Milton Hurricanes Helene And Milton [Member] Hurricanes Helene And Milton The Fresh Market Commons The Fresh Market Commons [Member] The Fresh Market Commons [Member] 2025 Lessor, Operating Lease, Payment to be Received, Year One Share-based compensation (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Equity compensation Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost 2025 Above-Market Contract, Amortization Income, Year One Above-Market Contract, Amortization Income, Year One Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Share-based compensation, non-option, expected to vest (in shares) Share-based compensation, non-option, expected to vest, number For share-based compensation arrangements, the number of shares currently expected to vest. 2021 TPA Tax Protection Agreement [Member] Tax Protection Agreement APIC Additional Paid-in Capital [Member] Stock Issuance Costs Stock Issuance Costs Policy [Policy Text Block] Stock Issuance Costs Policy Montville Commons Montville Commons [Member] Montville Station [Member] 51st & Olive Square 51st and Olive [Member] [Member] 51st and Olive [Member] Winchester Gateway Winchester Gateway [Member] Winchester Gateway [Member] Class of Stock [Line Items] Class of Stock [Line Items] Deferred Compensation Arrangement with Individual, Share-based Payments [Line Items] Deferred Compensation Arrangement with Individual, Share-Based Payments [Line Items] Oak Mill Plaza Oak Mill Plaza [Member] Oak Mill Plaza acquisition OP units Restricted Stock, OP Units [Member] Restricted Stock, OP Units Above-market Contract Above-market Contract [Member] Above-market Contract Recently Issued Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Waynesboro Plaza Waynesboro Plaza [Member] Waynesboro Plaza [Member] Class of Stock [Axis] Class of Stock [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Acquired Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Accumulated amortization Finite-Lived Intangible Assets, Accumulated Amortization 2028 Finance Lease, Liability, to be Paid, Year Four Net additions to/improvements of real estate SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Improvements Name Measure Name Lynnwood Place Lynnwood Place [Member] Lynnwood Place [Member] Entity Interactive Data Current Entity Interactive Data Current Deferred leasing commissions and costs Deferred Costs, Leasing, Gross Ownership interest Limited Liability Company or Limited Partnership, Members or Limited Partners, Ownership Interest Valrico Commons Valrico Commons [Member] Valrico Commons Fairview Oaks Fairview Oaks [Member] Fairview Oaks [Member] Number of operating segments Number of Operating Segments Number of real estate dispositions Number of real estate assets sold through 1031 exchange Number of real estate assets sold through a 1031 exchange under the Internal Revenue Code. Deferred tax assets: Components of Deferred Tax Assets [Abstract] Investments in Unconsolidated Joint Ventures Oil and Gas and Mining, Proportionate Consolidation, Interest in Unincorporated Joint Venture or Partnership [Policy Text Block] Total investment in real estate assets, net Real Estate Investments, Net Share-based compensation Share-Based Payment Arrangement, Noncash Expense Village Center Village Center [Member] Village Center [Member] Total deferred tax asset Deferred Tax Assets, Net of Valuation Allowance Vesting period two Share-Based Payment Arrangement, Tranche Two [Member] Everybody's Plaza Everybody's Plaza [Member] Everybody's Plaza [Member] Stated interest rate Debt Instrument, Interest Rate, Stated Percentage Number of outparcels acquired Number of Land Parcels Purchased Number of undeveloped land parcels purchased. SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: Supplemental Cash Flow Information [Abstract] Yorktown Centre Yorktown Centre [Member] Yorktown Centre [Member] Contingent credit-risk-related derivative liabilities, fair value Interest Rate Derivative Liabilities, at Fair Value Leases, Lessor Lessor, Leases [Policy Text Block] Common stock, sales agreement, authorized amount Sale Of Stock, Sales Agreement, Authorized Amount Sale Of Stock, Sales Agreement, Authorized Amount Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Crossroads Plaza Crossroads Plaza [Member] Crossroads Plaza Auditor Firm ID Auditor Firm ID Variable Rate [Domain] Variable Rate [Domain] Shoppes of Paradise Lakes Shoppes of Paradise Lakes [Member] Shoppes of Paradise Lakes [Member] Valuation allowance released Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount Total liabilities and equity Liabilities and Equity SUBSEQUENT EVENTS Subsequent Events [Text Block] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Total depreciable and amortizable assets Other Deferred Costs, Gross Macland Pointe Macland Pointe [Member] Macland Pointe [Member] Hedging Designation [Axis] Hedging Designation [Axis] DERIVATIVES AND HEDGING ACTIVITIES Derivative Instruments and Hedging Activities Disclosure [Text Block] 2026 Finance Lease, Liability, to be Paid, Year Two Centerpoint Centerpoint [Member] -- None. No documentation exists for this element. -- Common stock, number of votes Common Stock, Voting Rights, Votes Common Stock, Voting Rights, Votes Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Golden Eagle Village Golden Eagle Village [Member] Golden Eagle Village Acquisition Accumulated depreciation Balance at January 1 Balance at December 31 SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Accumulated Depreciation Mableton Crossing Mableton Crossing [Member] Mableton Crossing [Member] Building and improvements Investment Building and Building Improvements Third- Party Company Third- Party Company [Member] Third- Party Company Schedule of Maturities of Long-Term Debt Schedule of Maturities of Long-Term Debt [Table Text Block] Proceeds from notes and loans payable Proceeds from Notes Payable Debt discount Debt Instrument, Discount Percentage Debt Instrument, Discount Percentage Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Building and improvements Building and Building Improvements [Member] Capital expenditures Payments to Develop Real Estate Assets AOCI AOCI Attributable to Parent [Member] Sidney Towne Center Sidney Towne Center [Member] -- None. No documentation exists for this element. -- Impairment of investment in third parties Impairment Of Investment In Third Parties Impairment Of Investment In Third Parties Alico Commons Alico Commons [Member] Alico Common [Member] Dividends [Domain] Dividends [Domain] Butler Creek Butler Creek [Member] Butler Creek [Member] Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Number of loans Debt Instrument, Number of Debt Instruments Debt Instrument, Number of Debt Instruments ROU assets, net - operating leases Operating Lease, Right-of-Use Asset, Real Estate Investment Property Operating Lease, Right-of-Use Asset, Real Estate Investment Property 2025 Below Market Lease, Amortization Income, Year One Sanibel Beach Place Sanibel Beach Place [Member] Sanibel Station [Member] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Bethel Shopping Center Bethel Shopping Center [Member] Bethel Shopping Center Grassland Crossing Grassland Crossing [Member] Grassland Crossing [Member] Office equipment, including capital lease assets, and other

Furniture and Fixtures, Gross Fixed SOFR Derivative, Fixed Interest Rate Minimum Minimum [Member] Deferred financing expenses, net Deferred financing expenses, net Unamortized Debt Issuance Expense Adoption Date Trading Arrangement Adoption Date Related Party Transactions [Abstract] Related Party Transactions [Abstract] Fairfield Crossing Fairfield Crossing [Member] Fairfield Crossing [Member] Total distributions per share of common stock Percentage of Distributions Percentage of distributions of net operating cash flows to be made after required return is reached. 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] Duck Creek Plaza Duck Creek Plaza [Member] Duck Creek Plaza [Member] Derivative Instrument [Axis] Derivative Instrument [Axis] Outstanding principal balance Total Long-Term Debt, Gross Return of investment in unconsolidated joint ventures Proceeds from Equity Method Investment, Distribution, Return of Capital Exercise Price Award Exercise Price Edgewood Towne Center Edgewood Towne Center [Member] Edgewood Towne Center Schedule of Deferred Tax Assets and Liabilities Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Asset Acquisition [Table] Asset Acquisition [Table] Sprouts Plaza Sprouts Plaza [Member] Sprouts Plaza Arrangement Duration Trading Arrangement Duration Schedule of Cash Flow Hedges Included in Accumulated Other Comprehensive Income (Loss) Schedule of Cash Flow Hedges Included in Accumulated Other Comprehensive Income (Loss) [Table Text Block] Net operating loss (NOL) carryforward Operating Loss Carryforwards LEASES Lessee, Finance Leases [Text Block] Term loans Term Loan Facility [Member] Term Loan Facility [Member] Accumulated amortization of debt discount (premium) Accumulated amortization of debt discount (premium) Amount of accumulated amortization of debt discount and premium associated with the related debt instruments. Excludes financing costs. INTANGIBLE ASSETS AND LIABILITIES Goodwill and Intangible Assets Disclosure [Text Block] West Village Center West Village Center [Member] West Village Center Equity: Equity, Attributable to Parent [Abstract] Real estate acquisitions SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Other Acquisition Real Estate and Accumulated Depreciation, Description of Property [Axis] Name of Property [Axis] Current year Liability for Unpaid Claims and Claims Adjustment Expense, Claims Paid, Current Year Mayfair Village Mayfair Village [Member] Mayfair Village St. Charles Plaza St. Charles Plaza [Member] -- None. No documentation exists for this element. -- Derivative Asset, Statement of Financial Position [Extensible Enumeration] Derivative Asset, Statement of Financial Position [Extensible Enumeration] Real Estate and Accumulated Depreciation [Line Items] SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation [Line Items] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Trader Joe's Center Trader Joe's Center [Member] Trader Joe's Center [Member] 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four Finance lease liability Total lease liabilities recorded at present value Finance Lease, Liability All Individuals All Individuals [Member] Fixed-rate debt Long-Term Debt, Percentage Bearing Fixed Interest, Amount Accumulated depreciation of real estate dispositions SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Accumulated Depreciation, Investment in Real Estate Sold Pavilions at San Mateo Pavilions at San Mateo [Member] Pavilions at San Mateo [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Village at Waterford Village at Waterford [Member] Village at Waterford Other expense, net Other Nonoperating Income (Expense) Nordan Shopping Center Nordan Shopping Center [Member] Nordan Shopping Center Shops at Westridge The Shops at Westridge [Member] The Shops at Westridge [Member] Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Shasta Crossroads Shasta Crossroads [Member] Shasta Crossroads [Member] Repurchase of Common Stock Repurchase of Common Stock, Policy [Policy Text Block] Disclosure of accounting policy for repurchases of common stock Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted Stone Gate Plaza Stone Gate Plaza [Member] Stone Gate Plaza Cost not yet recognized, amount Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Total liabilities Asset Acquisition, Liabilities Assumed Asset Acquisition, Liabilities Assumed O 2024 M3 Dividends O 2024 M3 Dividends [Member] O 2024 M3 Dividends Property operating Operating Costs and Expenses Wyandotte Plaza Wyandotte Plaza [Member] Wyandotte Plaza [Member] Atlantic Plaza Atlantic Plaza [Member] Atlantic Plaza Incurred (adjustments) related to: Liability for Unpaid Claims and Claims Adjustment Expense, Incurred Claims [Abstract] Other Investors Other Investors [Member] Other Investors Commerce Square Commerce Square [Member] Commerce Square Collect insurance proceeds Unusual or Infrequent Item, or Both, Net of Insurance Proceeds Atwater Marketplace(4) Atwater Marketplace [Member] Atwater Marketplace [Member] Related Party [Domain] Related and Nonrelated Parties [Domain] Gross proceeds Proceeds from Issuance of Senior Long-Term Debt Lakeside Plaza Lakeside Plaza [Member] -- None. No documentation exists for this element. -- Depreciation and amortization of real estate assets Cost, Depreciation and Amortization Market Place at Pabst Farms Market Place at Pabst Farms [Member] Market Place at Pabst Farms Below-market lease liabilities Below Market Lease, Gross Liability Class [Axis] Liability Class [Axis] Share-based compensation target number multiplier Share-Based Compensation Arrangement by Share-Based Payment Award, Maximum Earned , Target Number Multiplier Share-Based Compensation Arrangement by Share-Based Payment Award, Maximum Earned , Target Number Multiplier Mortgages Mortgages [Member] Lakewood City Center Lakewood City Center [Member] Lakewood City Center Total assets Asset Acquisition, Assets Acquired Asset Acquisition, Assets Acquired Tax Credit Carryforward [Line Items] Tax Credit Carryforward [Line Items] Above-market lease assets Above Market Leases [Member] Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Schedule of Share-Based Awards Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Murray Landing Murray Landing [Member] Murray Landing [Member] Interest expense Interest Expense [Member] Conversion of noncontrolling interests (in shares) OP units converted into shares of common stock (in shares) Stock Issued During Period, Shares, Conversion of Units In-place lease assets Leases, Acquired-in-Place [Member] Baker Hill Baker Hill Center [Member] -- None. No documentation exists for this element. -- College Plaza College Plaza [Member] College Plaza JV agreement term Equity Method Investment, Joint Venture Agreement Term Equity Method Investment, Joint Venture Agreement Term Cash and Cash Equivalents Cash and Cash Equivalents, Policy [Policy Text Block] Broadway Pavilion Broadway Pavilion [Member] Broadway Pavilion Station [Member] Neighborhood Grocery Catalyst Fund LLC ("NGCF") NGCF Neighborhood Grocery Catalyst Fund LLC ("NGCF") [Member] Neighborhood Grocery Catalyst Fund LLC ("NGCF") Payment of offering costs Commission costs Payments of Stock Issuance Costs South Oaks Shopping Center South Oaks Shopping Center [Member] South Oaks Shopping Center COMMITMENTS AND CONTINGENCIES Commitments and Contingencies Disclosure [Text Block] Other Deferred Tax Liabilities, Prepaid Expenses Measure: Measure [Axis] Share-based compensation Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Reallocation of comprehensive income upon conversion of noncontrolling interests Other Comprehensive Income (Loss), Reallocation, Conversion Of Noncontrolling Interest, Net Of Tax Other Comprehensive Income (Loss), Reallocation, Conversion Of Noncontrolling Interest, Net Of Tax Goolsby Pointe Outparcel Station Goolsby Pointe Outparcel Station [Member] Goolsby Pointe Outparcel Station Preferred stock, authorized (in shares) Preferred Stock, Shares Authorized Issuance of common stock (in shares) Stock Issued During Period, Shares, New Issues Unsecured debt Unsecured Debt Entity Emerging Growth Company Entity Emerging Growth Company North Point Landing North Point Landing [Member] North Point Landing [Member] Hartville Centre Hartville Centre [Member] Hartville Centre [Member] Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Central Valley Marketplace Central Valley Market Place [Member] Central Valley Market Place [Member] 2029 Long-Term Debt, Maturity, Year Five OP units, shares outstanding Limited Partners' Capital Account, Units Outstanding Schedule of OP Unit Activity Schedule of Noncontrolling Interests, Conversions to Common Stock and Distributions [Table Text Block] Schedule of Noncontrolling Interests, Conversions to Common Stock and Distributions Increase of distributions paid percentage Increase Of Distributions Paid Percentage Increase Of Distributions Paid Percentage Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Insurance premiums Related Party, Insurance Premiums [Member] Related Party, Insurance Premiums Falcon Valley Falcon Valley [Member] Falcon Valley [Member] Lake Washington Crossing Lake Washington Crossing [Member] Lake Washington Crossing [Member] Equity Component [Domain] Equity Component [Domain] Preferred stock, par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share 2028 Below Market Lease, Amortization Income, Year Four RECONCILIATION TO CONSOLIDATED BALANCE SHEETS: Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract] Transactional revenue and reimbursements Related Party, Transactional Revenue And Reimbursements [Member] Related Party, Transactional Revenue And Reimbursements Class of Treasury Stock [Table] Class of Treasury Stock [Table] Adjustments to reconcile net income to net cash provided by operating activities: Adjustments, Noncash Items, to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Change in fair value of earn-out liability Business Combination, Contingent Consideration Arrangements, Change in Amount of Contingent Consideration, Liability Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Statement [Table] Statement [Table] Measurement Frequency [Domain] Measurement Frequency [Domain] Counterparty Name [Axis] Counterparty Name [Axis] SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Significant Accounting Policies [Text Block] Shops at Cross Creek Shops at Cross Creek [Member] Shops at Cross Creek Livonia Plaza Livonia Plaza [Member] Livonia Station [Member] West Acres Shopping Center West Acres Shopping Center [Member] West Acres Shopping Center [Member] Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Rivermont Station Rivermont Station [Member] Rivermont Station [Member] Level 1 Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] O 2024 M2 Dividends O 2024 M2 Dividends [Member] O 2024 M2 Dividends Debt instrument, number of options to extend maturity date Debt Instrument, Number Of Options To Extend Maturity Date Debt Instrument, Number Of Options To Extend Maturity Date Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Rue de France Rue De France [Member] Rue De France Senior notes Senior Notes [Member] Accrued compensation Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Employee Compensation Thereafter Lessor, Operating Lease, Payment to be Received, after Year Five Town Fair Center Town Fair Center, Louisvile, KY [Member] Town Fair Center [Member] Harvest Plaza Harvest Plaza [Member] Harvest Plaza [Member] West Creek Plaza West Creek Plaza [Member] West Creek Commons [Member] 2027 Long-Term Debt, Maturity, Year Three Northpark Village Northpark Village [Member] Northpark Village [Member] Everson Pointe Everson Pointe [Member] Everson Pointe Schedule of Long-Term Debt Instruments Schedule of Long-Term Debt Instruments [Table] SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Accumulated Depreciation [Roll Forward] SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Accumulated Depreciation [Roll Forward] Investment in marketable securities Marketable securities Marketable Securities Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer Total paid Liability for Unpaid Claims and Claims Adjustment Expense, Claims Paid Accumulated amortization of deferred financing expenses Accumulated Amortization, Debt Issuance Costs INCOME TAXES Income Tax Disclosure [Text Block] 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Numerator: Net Income (Loss) Attributable to Parent [Abstract] Above-market contract Above Market Contract Gross Above Market Contract Gross Shoppes at Avalon Shoppes at Avalon [Member] Shoppes at Avalon Shaw's Plaza Raynham Shaw's Plaza Raynham [Member] Shaw's Plaza Raynham [Member] Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Fair Value Investment in unconsolidated joint ventures Investment in unconsolidated joint ventures Payments to Acquire Interest in Joint Venture Schedule of Asset Acquisition Asset Acquisition [Table Text Block] Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Greentree Centre Greentree Station [Member] Greentree Station Weighted average discount rate, operating lease Operating Lease, Weighted Average Discount Rate, Percent Net cash provided by (used in) financing activities Net Cash Provided by (Used in) Financing Activities Kleinwood Center Kleinwood Center [Member] Kleinwood Center [Member] Credit Facility [Axis] Credit Facility [Axis] CitiCentre Plaza CitiCentre Plaza [Member] CitiCentre Plaza [Member] Park Place Plaza Park Place Plaza [Member] Park Place Plaza Fair Value Long-Term Debt, Fair Value Entity Registrant Name Entity Registrant Name Accounts payable and other liabilities Accounts Payable and Other Accrued Liabilities Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Seville Commons Seville Commons [Member] Seville Commons Fair Value as of Grant Date Award Grant Date Fair Value Lumina Commons Lumina Commons [Member] Lumina Commons [Member] Arcadia Plaza Arcadia Plaza [Member] Arcadia Plaza [Member] Hickory Plaza Hickory Plaza [Member] Hickory Plaza Contribution of corporate assets Contribution Of Corporate Assets Contribution Of Corporate Assets Number of properties acquired Number of real estate acquisitions The number of real estate acquisitions by the entity during the period. Level 2 Fair Value, Inputs, Level 2 [Member] Senior unsecured notes due 2031 Senior Unsecured Notes Due 2031 [Member] Senior Unsecured Notes Due 2031 Geographical [Domain] Geographical [Domain] Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Issuance of common stock Stock Issued During Period, Value, New Issues Basis of Presentation and Principles of Consolidation Consolidation, Policy [Policy Text Block] Lease billings, nonaccrual basis Lease billings, cash basis Lease revenue billed but not recorded due to estimates of collectability. Distributions to noncontrolling interests Payments of Ordinary Dividends, Noncontrolling Interest Restatement Determination Date: Restatement Determination Date [Axis] Carrying amount, total Balance at January 1 Balance at December 31 SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate, Gross Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Net amortization of above- and below-market leases Amortization of above and below Market Leases Common stock Common Stock, Value, Issued Document Financial Statement Error Correction [Flag] Document Financial Statement Error Correction [Flag] Reclassification from OCI to income, estimated net amount to be transferred Derivative Instruments, Gain (Loss) Reclassification from Accumulated OCI to Income, Estimated Net Amount to be Transferred Share-based Payment Arrangement [Abstract] Share-Based Payment Arrangement [Abstract] Murphy Marketplace Murphy Marketplace [Member] Murphy Marketplace [Member] Liability for Unpaid Claims and Claims Adjustment Expense [Roll Forward] Liability for Unpaid Claims and Claims Adjustment Expense [Roll Forward] Lafayette Square Lafayette Square [Member] Lafayette Square Rocky Ridge Town Center Rocky Ridge Station [Member] Rocky Ridge Station Other Deferred Tax Assets, Other Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Land and improvements Land and Land Improvements [Member] Fair Value by Liability Class [Domain] Fair Value by Liability Class [Domain] CASH FLOWS FROM FINANCING ACTIVITIES: Net Cash Provided by (Used in) Financing Activities [Abstract] Concentration Risk [Line Items] Concentration Risk [Line Items] Ocean Breeze Plaza Ocean Breeze [Member] Ocean Breeze [Member] Preferred stock Preferred Stock, Value, Issued Bloomingdale Hills Bloomingdale Hills [Member] Bloomingdale Hills Vesting period Defined Contribution Plan, Award Vesting Period Defined Contribution Plan, Award Vesting Period Total deferred tax liabilities Deferred Tax Liabilities, Gross Net income per share attributable to stockholders - basic (in dollars per share) Basic income per share (in dollars per share) Earnings Per Share, Basic REAL ESTATE ACTIVITY Real Estate Disclosure [Text Block] Proceeds from the issuance of common stock Proceeds from Issuance of Common Stock Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Ownership [Domain] Ownership [Domain] Statler Square Statler Square [Member] Statler Square [Member] Tax Credit Carryforward [Table] Tax Credit Carryforward [Table] Unusual Risk or Uncertainty, Nature [Domain] Unusual Risk or Uncertainty, Nature [Domain] Accrued capital expenditures Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Investment in Property and Lease Intangibles Property, Plant and Equipment, Policy [Policy Text Block] Burbank Plaza Burbank Plaza [Member] Burbank Plaza [Member] Goshen Station Goshen Station [Member] Goshen Station Finite-Lived Intangible Assets, Net [Abstract] Finite-Lived Intangible Assets, Net [Abstract] Return on investment in unconsolidated joint ventures Distributions to PECO After Formation or Assumption Proceeds from Equity Method Investment, Distribution 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Schedule of Acquired Intangible Leases Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block] Ridgeview Marketplace Ridgeview Marketplace [Member] Ridgeview Marketplace French Golden Gate French Golden Gate [Member] French Golden Gate [Member] MetroWest Village MetroWest Village [Member] MetroWest Village [Member] O 2024 M1 Dividends O 2024 M1 Dividends [Member] O 2024 M1 Dividends Cureton Town Center Cureton Town Center [Member] -- None. No documentation exists for this element. -- Stock-based award expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount Northside Plaza Northside Plaza [Member] Northside Plaza Number of real estate properties Number of Real Estate Properties INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES Equity Method Investments and Joint Ventures Disclosure [Text Block] Rental income related to fixed lease payments Operating Lease, Lease Income, Lease Payments Schedule of Dividends Payable Schedule of Dividends Payable [Table Text Block] Shaw's Plaza Hanover Shaw's Plaza Hanover [Member] Shaw's Plaza Hanover [Member] Total revenues Revenues Initial cost, land and improvements SEC Schedule, 12-28, Real Estate Companies, Investment in Real Estate and Accumulated Depreciation, Initial Cost of Land COMPENSATION Share-Based Payment Arrangement [Text Block] Senior unsecured notes due 2035 Senior Unsecured Notes Due 2035 [Member] Senior Unsecured Notes Due 2035 Entity Address, City or Town Entity Address, City or Town Hamilton Mill Village Hamilton Mill Village [Member] Hamilton Mill Village [Member] Leases, Lessee Lessee, Leases [Policy Text Block] Dividends [Axis] Dividends [Axis] Decrease in

uncollectible lease receivables - straight line rent Uncollectible Lease Receivables - Straight Line Rent Uncollectible lease receivables related to straight line rent on tenants deemed non-creditworthy whose rental revenue us recorded on a cash basis Conversion of Class B common stock Stock Issued During Period, Value, Conversion of Convertible Securities Kings Crossing Kings Crossing [Member] Kings Crossing [Member] Employer discretionary contribution amount Defined Contribution Plan, Employer Discretionary Contribution Amount Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Business Acquisition [Axis] Business Acquisition [Axis] Schedule of Acquired Intangible Assets and Liabilities Schedule of Finite-Lived Intangible Assets [Table Text Block] Heritage Plaza Heritage Plaza [Member] Heritage Plaza Willowbrook Commons Willowbrook Commons [Member] Willowbrook Commons Number of private funds Number of Private Funds Number of Private Funds Herndon Place Herndon Place [Member] Herndon Station [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] Receivable from issuance of common stock Change In Receivable For Issuance Of Common Stock Change In Receivable For Issuance Of Common Stock Mansfield Market Center Mansfield Market Center [Member] Mansfield Market Center Finance Finance Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] Change in unrealized value on interest rate swaps Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax Document Fiscal Year Focus Document Fiscal Year Focus Hilander Village Hilander Village [Member] Hilander Village [Member] Due to related parties Increase (Decrease) in Due to Related Parties Other assets, net Increase (Decrease) in Accounts Receivable and Other Operating Assets Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Discount on notes payable Discount on notes payable Debt Instrument, Unamortized Discount (Premium), Net Hickory Flat Commons Hickory Flat Commons [Member] Hickory Flat Commons 2029 Finite-Lived Intangible Asset, Expected Amortization, Year Five Document Period End Date Document Period End Date Ormond Beach Mall Ormond Beach Mall [Member] Ormond Beach Mall Sale of Stock [Axis] Sale of Stock [Axis] Total undiscounted cash flows from leases Lessee, Operating Lease, Liability, to be Paid Outstanding unvested awards (in shares) Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Insider Trading Arrangements [Line Items] Highland Fair Highland Fair [Member] Highland Fair 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three Plaza 23 Plaza 23 [Member] Plaza 23 Rockledge Square Rockledge Square [Member] Rockledge Square [Member] In-place lease assets Finite-Lived Intangible Asset, Acquired-in-Place Leases Document Transition Report Document Transition Report Milan Plaza Milan Plaza [Member] Milan Plaza [Member] Current year Current Year Claims and Claims Adjustment Expense Beavercreek Towne Center Beavercreek Towne Center [Member] Beavercreek Towne Center [Member] Fair Value, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Amortization of deferred financing expenses Amortization of Debt Issuance Costs Net income attributable to REIT operations Net Income (Loss) Attributable to Real Estate Investment Trust Subsidiary The amount of net income (loss) attributable to the operations of a real estate investment trust subsidiary. Other property income Other Operating Income Straight-line rent amortization Straight Line Rent Adjustments Partially-Owned Entities Consolidation, Subsidiaries or Other Investments, Consolidated Entities, Policy [Policy Text Block] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Realized performance income Realized Performance Income [Member] Realized Performance Income Prepaid expenses and other Prepaid Expense Summary of REIT Taxable Income Subject to Dividend Distribution Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Kirkwood Market Place Kirkwood Market Place [Member] Kirkwood Market Place [Member] Debt obligations, net Asset Acquisition, Noncurrent Liabilities, Long-Term Debt Asset Acquisition, Noncurrent Liabilities, Long-Term Debt Schedule of Lessee Leases Assets And Liabilities, Lessee [Table Text Block] Assets And Liabilities, Lessee Statement of Income Location, Balance [Domain] Statement of Income Location, Balance [Domain] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 14 cik0001476204-20241231_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 15 cik0001476204-20241231_g1.jpg

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(PHC."-F(Y0CPB/P)!\D M321\)*LDVB4))3@E:"67)< ^(#Y@/J ^X#\A/V$_HC_B0"- 9$"F0.=!*4%J0:Q! M[D(P0G)"M4+W0SI#?4/ 1 -$1T2*1,Y%$D5519I%WD8B1F=&JTP1S5'>T? M2 5(2TB12-
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M2&J?:O=K3VNG:_]L5VRO;0AM8&VYA)N:V[$;QYO>&_1<"MPAG#@<3IQE7'P M,QY*GF)>>=Z M1GJE>P1[8WO"?"%\@7SA?4%]H7X!?F)^PG\C?X1_Y8!'@*B!"H%K@%JX8.AG*&UX<[AY^(!
(AIB,Z),XF9B?Z*9(K*BS"+ MEHO\C&.,RHTQC9B-_XYFCLZ/-H^>D :0;I#6D3^1J)(1DGJ2XY--D[:4()2* ME/257Y7)EC26GY<*EW67X)A,F+B9))F0F?R::)K5FT*;KYP M0)ZNGQV?
BY_ZH&F@V*%'H;:B)J*6HP:C=J/FI%:DQZ4XI:FF&J:+IOVG;J?@ MJ%*HQ*DWJ:FJ'*J/JP*K=:OIK%RLT*U$K;BN+:ZAKQ:OB[L'6PZK%@L=:R
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N"]X43AS.)3XMOC8^/KY'/D_.6$Y@WFENV<[BCNM.] [\SP6/#E\7+Q__*,\QGSI_0T],+U4/7>]FWV M^_>*^!GXJ/DX^'EZA8:'B(F*E)66EYB9 MFJ2EIJ>HJ:JTM;:WN+FZQ,7&Q\C)RM35UM?
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MA(6CL\/3X_,I&I2DM,34Y/25I;7%U>7U*$=79CAVAI:FML;6YO9G=X>7I[?' MU^?W2%AH>(B8J+C(V.CX.4E9:7F)F:FYR=GI^2HZ2EIJ>HJ:JKK*VNKZ_]H M# ,! (1 Q$ /P#?X]^Z]U[W[KW7O?
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NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?
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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=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?
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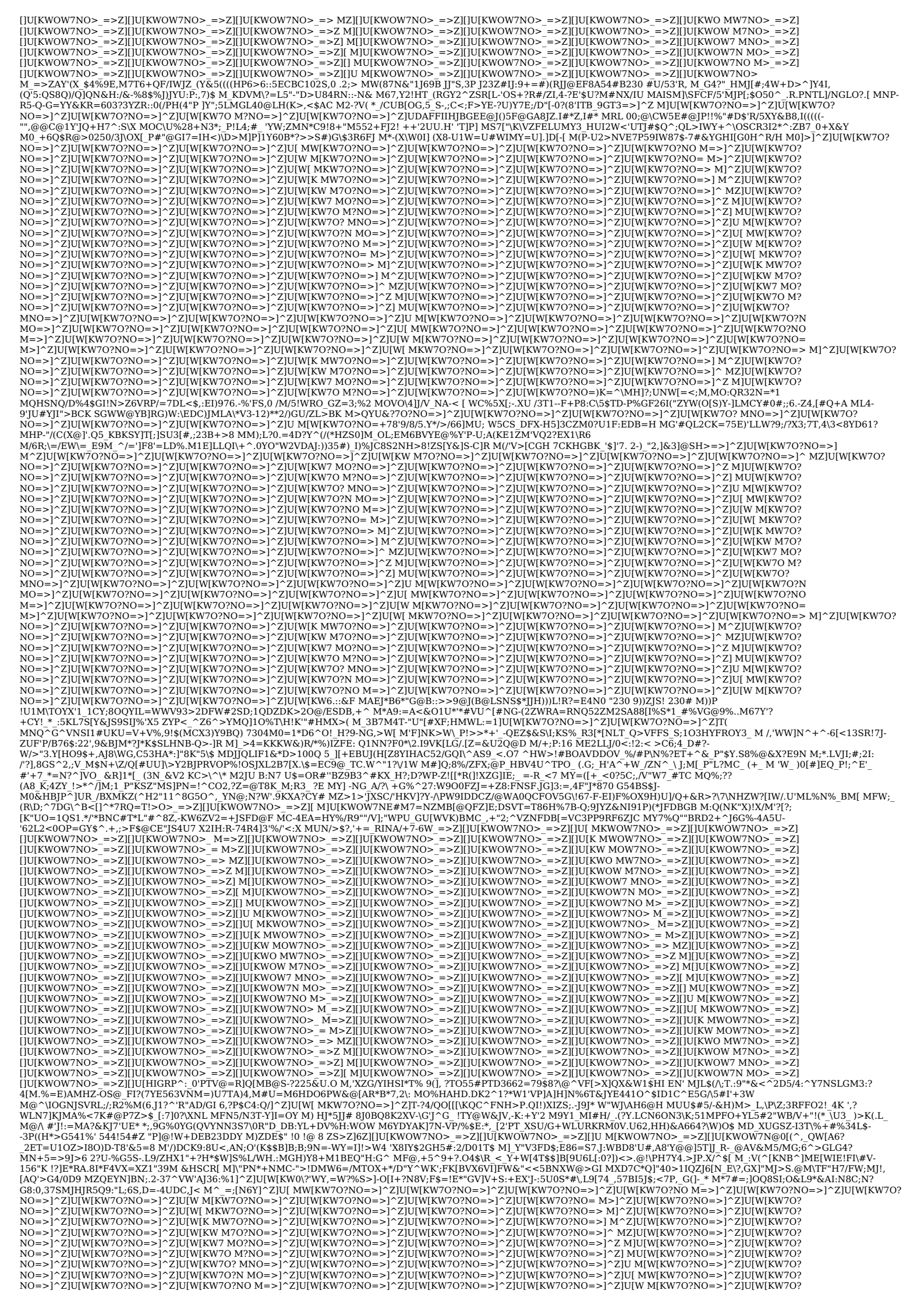
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N
MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?
NO=>]^Z]U[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=>]^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[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=>]^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=>]^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?



[]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[J/5U=+04M375 MU33T5%14[U=965;K'%%%&I>2661RJ1QQHI9F8@* 22 /=XXVE8*H))(%22 M< #B3Y#JDDBPJ71A][.#
(U/%2=)O8#V37D*W&ZB M@.XS)A3D6D3@=@\O$;_1&\AV+C47Y._>;^\(WN13 MQ\%3_9+^(_J-4Z E*WO)?K$3I<=<=:[^[>WG@^O>LMIYK>V]-QU0H\/M[0F
M:>5OJS&UDBAB6[2S2,D42!I)71%+ KWG>[3EVV>\OI4AAC%7DD-%'^4D\ H! M). ">CKE_EV^YKNX[#;H)+BXE-$BC%6/S/ *HXLS$*HR2!UMO?R^OY+/7?1* MX+M?Y-4V%
[2[BA\>3Q&RG"U.V]NSCU(6C<>/.9.$D?O3*:2"0:J>&22.*K]\ M_/=S[REYS5KL-D+VMF:J\WPW%POVC,2'^%3K889@"4ZZ>^R'W3;#DGP]RW\1 MWE^-+I"1JM;5N(H#B60?QL-
"D51:@/U?"JA0%4!54:55> /H /P![Q6)KUF M2!3KOW[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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]T0'YM_P N;H/YN;>EDW?
C%V;VM04?@VOW M!MJ",9.GT@>.GR,5XX\SC05 \$[!XU+_ &D],[NYEGVR]XMV]LIA].WC6K-6 M6TD8^&U>)0Y,;_TEP336K@ =0M[N>Q6R>[T!^K3P;M5I#>Q*!,E."N,"6/U1 M\@5T,A-
>M+WY=?"?O7X7;Z;:7;>W2<)D:B0;,[$P@>;"9N!.==)5%5,-2B_Y MZDG$=3#PQC,+Q2R=)O;WW,VKW*M?J-OD[U \:W>@FA)_B6N5/X76JGA74"!R
M:]T?:#>?:6\^FW.*L3L1!=1U:WN%&>UOPL!\4;4=>-"M&)1_<@]1;T8GXM_) M[M#XC]P;>[@ZLRCTV2QDJTFX,!4.PHKQ&1C7_ #E+5",68#R02K'4 M0LDT4;@'<]3C
M%#N7;=2X:MPF6BC1JS$URA4/FIV<%) H2HA:.HBO'*I]\H^?.1KWV]W*3;KY M>Y3JCD [)HB3ID3C@TR*U5@5.0>NTWMO[A[?[G[5%NNW-VN-,D1/ZD$P UQ. M,=RDX/!E(=:JP/1D?8,Z'G7O?
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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?
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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?
NO=>]^Z]U[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[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=>]^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=>]^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]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=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?
NO=:NG\Z_^9#)5SYWX8=(9PI1P$T??N[\5)_GGX)VI2RH>(H_KE&4W=M-" M2%2LCDSD^[/[,A G,NYIDYL(F'#_)>&!_]]>F9.)0CG=][CW[-9.4MHD_H M[E.AXU_XC*1^V8_9'_OP=:R7O-
SKGAT:OXC_ Y[H^9O9$&P.IL(30T4D,V] M=]9173$8&CE9P*FOG53>601N*>FCU3U+JPC30DDD8"]P?<;;?;:R-W?OW-40 MP+0RSN*=J#T%1J8]J@Y-2 9,]KO:?=O=F_%EML?8I4W%RX(AMD-
>YSYL:'0@ M[G(Q0!F&[A*/@5TE\(-C_P/K_&C.[\S-+&-]]JYR*,Y7*RK9C%&1J&/Q<;_ M .9HH6T* 'F>HJ-<[\R??:7V9V?VAL_ L$USR ?47D@!FF8>7]",'X8UP.)U.2Q.[[C+J6^O>_=>Z]
M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][
M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[H-^V^H>MN]M@Y[K'MK:&(WOLC<=/X,GA
M,PA9=0N8JBGE0K/25E.WK@J(7CFA7^8;WE:[COMOE>&:,U5T/[M00:AE/!E8%6&"".B'F7EBPYPLI-OW.!+BWE%'CD%1\F!P593E74AE-"I!ZTS M/YCG\J+L3X_7
MW9[[VM=]QV[7=;63772LUI4TTS #*5("R@ 'X7"FA:H+WD/UBQT?/^7U\YMZ M_!SNBDW?0&OSG5^ZG@PW;6PX9/37X\2'16TD;L(5S&+UO+22,5U RTKR)#4R ML(I]W?:ZV]T-M-
NVE+J+4]I.1\$E/A8C/AR4 <9IAP"5 ZFOV-]Y+OV>W9;A M=4EG,52]MP?CCK_:(#CQ8ZDH<:A5"0&)&^ML#?NT.T=E;7[%V!GJ'<^S-YX6 M#<&V\]CB3%4TM0@>-P&"R1R+?3)%(JR12*T4J)
(C*.4N[;5<;'-98I$-5='%0?4?,&A!J M" 01TK_9?T9]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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[
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=>]^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=>]^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]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=>]^ MZ]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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?
NO=>]^Z]U[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[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=>]^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=>]^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]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW537\V3Y^4_P .>F3M M'8>4B7Y
=M8ZHQVQXX"K2X/'D-#5[EE0AE5J=SXJ!7%I:N[A9(J6H3W/OL%[M3GW&W+ZBZ4_06C*T]:TFDXK".'Q<9"."8J"ZGK&K[RWO4OM3M'T]FX_>5ZKI M;
4)@2A5K@@U'96D8([I/(JC]:.E965>0JZJOKZJHKJZNJ'K*VMK':66:65B M\DLLCEGDDD=BS,Q+,Q))))/OJ!'&L*A$ 55 "J * # ' =<>)IGN':21
MBS,2S,Q+,S,:DDFI))-23DGH_/P#_E\]H_.GL"7'X1IMH]3;5JXO](W:%7"S MPTH;2XQV-0Z4KLS41'4D.H1P1D35+HK1)-$_NS[NV/M;:!I*372]*QU@L86'U5V5J%X'PXP?(9*K?]VLKJDJ"\CFR
MJ%BB6.".*).7_-G-U_SM>O?[C*997QZ(BC@B*,*H\@/F22Q)/83DSDK;?;_; MX]MVJ%88(_(9=W/%W8Y=V\R?D!10 !I]AKH5]>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?NO=>]^Z]U"R.-Q^8Q];B2I9*'(XW(Q)/3U$$J ME)89X95:.6*1&*LC JRD@@@^W(9GMW$D;%64AE92596!J""*$$'@1TU-
"ERC M1R*K(P*LK ,K*10@@U!!&"#@]:D'\TW^4-4=)Q;A^1?Q@Q%5D.H(RV3W]U?1 MB6HJMKI8M-DL.^ZZ>51+OW+B%K,=]S9J"S6@XM)'DEH?-EXQ9 M(K'7P]?/WESU@UU?
A_)5_F$/TEORD^+/;.;,?4?9N:"=>YG)RGP[=W%5.0M- MJ8VAQ>>F<))_8@KC%.1''/5RC$_[RWM$.9;4[]MZ?XW;)_C"*,W%NH^+'%X@ M*CS:.JY*H.LV?NC^^)Y4O%Y:W.2EG=2?
XI([8MKIS\&>$]^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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?
NO=>]^Z]U[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[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=>]^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=>]^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]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=>]^ MZ]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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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]T%7>'.G@2XUS2(I(!)!]RQRY=;>:;/DK;;C=;]]$%M&9'/F:855'FSL0JCS8@=?/9^3OR+ MW[\J^Z]Z]V=B5'^YC=60/\-P\,C/38G&1%EQ^)H]04_;4,!"!M(:5_)/)>65 MV/77D?
DZTY"VR';+,=D2]SD -+*?CD:GXF.:>0HHP!UPY]QN?KWW+W>?=[X] M\K42,$E8(5KHB6M.U!YT&IJLC/?RZ/Y>V]_G3V7+#)+D-I]*;*JX9>R^P M(HCJ.JSKAL0TB-!-F*N/F[:HZ.$_J.O>D-
@;;ZOZMVOC=G[(VG0+C\-A<8ME4#F2::1BTM35U$A,D\\K M/-/*S22NSL2>7>_;]=\SW_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][

M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NNF4,"K ,K#2RMR"#]0 M1^0??@:=>(KUJD_S)3; M$:F+UM*@M0#54P@4(D2CST^[Y[]G=3%L.]R5FPEI=.?[6@Q%*3_HF*(Y_M,* M>^A?FY]Y_P"[4ÑU";F7EZ*D.9+VSC7^ŘJ>Z:%0/[/-9$&(\NO9]":X"LR,KH MS(Z,&5E-B".001R"#[S+(K@ȷ8!JQ4U&",@CRZW>IC""ER+>H_<+%4R,IKD0U?]0=T^ MLM$I8WK,\8'"&;XGBQP7.N,8[25%?#)ZZ^?=;]YO](HZN&]X[]91]>]^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=>]^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[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[K MW7O? 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=>]^ MZ]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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M? NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^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=> 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=>]^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=>]^ MZ]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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M? NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^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=> 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=>]^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=>]^ MZ]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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M? NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^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=> 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=>]^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=>]^ MZ]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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=:@_\ /1^;3]I] MITWQ1V!EG?8/3F3^] [(J:.3]K);K",AHVTW#P;>@D:(@G_@=+5(\>JEB<]"_ MNM^V7[BL3O\ =I^O=KIM@PS':U!U9X&8BO\ S3"D&CD=8-P'+- MD_\ B]DP>[93B6\H:(:<5@4T.?[5F! ,8/5;/P1^$?87SA[CI-A;:^YP>QL" M85P*>"1)H]U/A M"+]K'M5NM\OI7I?KGX^=9[5ZDZJV]2[;V7M#'+0X^CA"F6:2UYZVMF"JU57U MDMY:B=QJEE9F-N .5/,O,EYS=>R[A?R&2:9BS,> 'DJC**,*HP .NSO*G* MEAR3M\.V:;$L-O @5%'$GS9C^)W-6=CEF))Z%/V1="+KWOW7NO>_=>Z][]U[MKWOW7NO> =>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N@MWEWETIUUDAA>P>X.K= MBY@I!(,3O+<&)Q=3IJI!%3-X*VK@EM42D)$=/[CD*ESQ[/-NY8W+>$\2TM+F M=.[NA@ED7M%6RB,.T9/H,GH/[IS9M6QOX=[>6EN_;VSW$,3=YTKB1U/<31?4 MX&>A2)D?0@Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z@Y3*8W"8W(YK-9&AQ&'Q%#-E,MELI-'3TU+34\;2SU%1ƒ*R100 M01(SR2.RHB*68@ GV[!]RZQQJSN[!55069F8T %222: #).!TU/.EJC2RL MJ(BEG=B%5545+,30 "I)P!D](G9_;W4W8=?4XK8':'7>^,I1T9R%9C=GYO& MY.HBIPZ1F>2&BJ9Y(X1)(BEV 74RK>[$RW#E^_VE!)=VUQ"I.D-+#)&I:A- M 74 F@)IQH.BO;>8]OWES'9W5O.RC45AGBE8+4"I",Q J0**D=")[*.CGKW MOW7NO>_=>Z][]U[KWOW7NO>_=>ZX2Q1S1R0S1I+#*AB MEBE 965A9E93<,K V(/!'O:L5-1@C((\NM,H84.0<$'SZT^OYOG\L] YC*? M)CH3!-_H1W)D_-OW9V+B41[1R%3(JK/2Q1@:-OU\SV10NBAG(@N():=(^B'W M>??'^MD:[)NS_P".QK2"9CF[C4<&)_T9 ,GC(O=\08GES]Z/[NW]397YBV2/ M_$)6K=6Z 4LI&/Q(!_H#D*?I,:? RA:G/B=\DMY?$WOG8?=VS'DFGVSDA!N M+!ARD66PU3:+)XN?G25JJ8GQLP80U"PU"J7A2T^_P#)=MS_ +3/MES0"1:Q MO2IBF7*./]*W$#XE++P8]8R^V'N!=>V.]V^[VM3X3:9HZT$UN]!)&?+N7*D_ M"X5Z54=?0RZR['VCV_U[LSM'8>33,;.W[MREW1M[(+8,]-5Q+*BRIO)K&[71-!(T4B^C(:&A\P>(/ @@C!ZE;!OEM MS-90;A9N)(+B))HG'FCJ&%1Y$5HPX@@@Y'2Y]E?1OU[W[KW7O?NO=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO= M>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW1&OYB7RTH_MAQ\7][=FTL]/_?[,1_W(ZHH)@C^7<&0AF%-4-$_$M/BX8Y:Z9"+2)3^&X:5? MS_(#>XV^0V+ ^GZUTPJ*01D:A4<"Y(C4^1:OD>H@]\OZOV'356Y-^]A9R2IR M&6R32O' CNT^1S&5J=,CI2TRL\T\K:G8^E \TB(W4?FCF6PY VR2^NB(X+= M%10 6(&E(XUP"QPJC@.)HH)''/DWE'()OLPTMS=2,SR/4A 3JDFE;)" MK4LQ.2<"K, =^?XB_%/K?X==+;>Z>ZZIEG%&O\3W?NNHB2.MSN8E1!5Y.L*7 M(+E!'!$6<4]-'# K,(]3^:8@"2XG8#5()/,T 49T(%087HSOL$=2#U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=: M,G\XCL&IR7\R3MG(4+Q3#KL[6P>(,(UV370X+%5TJNH*G2N0J9E(!Y O<$\=1 M/NZ[.L7)=JCU'U/U3O3!H\\L8I_M%7KCU]ZC?WD]P+J1*$V?T4<=<@F."*8U M&,:Y&!%?+Y];S?OEWUV&C]][]U[KWOW7NO>_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z][]U[KWOW7NO>_=>Z)=_,7SQVW\%/E;D!)XON.DLY@=6M4O\ Q6E;%E=3 M @ZQ6:=/U>^E;$@^Y)]GK7ZSFG:TI6E[_"O]DXD_EHK7RX]13[YW?T7)V\O MPKMUU'QI_:QM%_S_ ,//AUK0?\)^\F*#YM[PI2J,LNH MMZVM2$6_H2W]GWFM][:'Q>6(6_@W"!OVP72?_=<^ON0S^%S=<+_ ![7<+Q] M+FS? _@ZW,/?.#KJWU[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]TT9_ 83=6"S.V-RXG'Y[;NXL748//8/+1)/2UE'51/!4TM3!(&CF M@GA=D=&!5E8@@@^U%I=RV$J3PNR21LKHZ$JR.I#*RD9!! ((X'I->6<6XPO; MSHLD4B-')&ZAD='!5E8&H(()!!P1UHR_S0_Y?&7^$O; R^TX,AD^@.R*^:JZ M[SD^J1L946,T^W:^:UON:1;M2R,=552+KNTT-3HZB>QON['F6'AW!5;^W4" MX04'BKP$R#T;@X&%?& RUX\?>-]C9/:/*;MD/#\SY_!0!B>'&K)P1J 1DI& M)+J/<*_>Q]N:B/F2U3^""]H/+X8I3_*)B?\ A0'GUD#]RCW4Q+RG>/PUW-AJ M/KW3PC^]^Z]U[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O? NO=>]^Z]U[W[KW7O MO=>]^Z]U[W[KW7O?NO=>]^Z]U[MKW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N 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=>]^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]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=>]^ MZ]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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^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=> 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=>]^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=>]^ MZ]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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^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=> 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=>]^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=>]^ MZ]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]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^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=> 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=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW6E# _.C^5=3\D/E9_HCV75SY;8/ M0D\VP<+28S5*N0W+42QIG:F*./49I(ZJ*+'1 !B32.\?$YOTN^[7R&O)FP_O M&Y 2>^ G]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? NO=>]^Z]U[W[KW7O?NO=?.U^=>[COKYF_*31 MW"Z1?.J0RM"I_-8P?EU]#';M;/D]OX+)514U.0PŪ+6U!067R2P)(]A^'|J8V' MX]\A;N,0RNB\%=@/L! (Z[E6DAFB1VXLBD_:0#T\^T_2CKWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO> M_=>Z][]U[KWOW7NO>_=>Z] []U[KWOW7NO>_=>Z]_G+[Ā?;_/+I[[6"4PU6 M>EVUMZ!P(SZ:C=6%:H4B2]Q)1Q3+=0675J725U+./W<+,7G.-A45"?4R'CQ6 MUFT\/1BI]#P/IUCQ]ZN_:PY#W(H:-)]+$#@X>\MPPSZIJ&,BM12E1KB_R.,K M_#OY@NQ*2T1_CNPMSX]\C6(T8J6NN@_M/_D=K?ZDLWX]YD?>BM_&Y1F/Z=Q M;/CYR!,_[W^VG6!WW.+GP.=H5Q^I:7:9/I&),>I[/V5ZW???,;KKQU[WKW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW0(?(SX_=>_ M*#IW>72W9N.^\VWN['F**M@"_ =8VNB]=%E*"1@?%6T-0%D0_I&62-Q M/R=S;>QM@=U?R\/EE%B:V7^&=C]*[UI-U;2W! LBT M66I(9Q/C\C "P:7&Y6F4K+$6OI>>EFLZ2.JVS[MMGO#R^9%&JWO(7BEC)!> M)RM'0^CQME33B%<8(/7&'?MDW?V&YH$;'3+O?/EJ T _Q,.HN]YN?E]M.6[S=:@2K'X=L#^*YE[(\9J%)UL/X5;K7V M_D?_ :F[7WW6 ,[M_'S9:;&R-PRQ=5T^>628Y?O)LT@=9J!@V7'WGO= ;!:KRUMS!))HP;HQT'A6Q%%A&GX3(!W#%(J"A63K" M'[G_ +/'F2\;F[=5,D<$K"S$M6,UV#5YSJ^(1$T5LUFJU0T76VA[P"ZZ7]>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=0LGD*7$8[(96ND\5%C**7(5DO^IBAC:21OQ]$4GV[#$UPZQKDLP4#Y MDT'^'IJ:9;=&D"JI8GT %3_(.OF8;GSU7NK>K>;_O5E M1)42;<^^V-A:+M\$<"?#'&D:_8BA1_(=?/GNE^VZW4UT_Q32R2MY] MTCES_,]?2?ZJKI\GU?UODJHJ:G(;"P]=4E!93)+CJ>1[#\#4QL/Q[XN[Y&(; MVX1>"SR@?8)&'?7?O893/8V[MQ:"%C]C4GI>^ROHVZ][U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NJ3?Y^>X1A?@QC<;ZO]_=WIM_; MPLH;_-4&'^4%D_X3_;:^-55:-O+EMP8R MTK:1_ENT=P4=P?\ 5#SW4?EK#\^\P/O#P^/R;N*YPENV/Z%W;O\ \^YZP5^Z MU-]/S[M38R]TN?Z=C=)_S]CY];Z'OE/UV@Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NJC/YN_P1@^6O1.?O MGIC&U&;VD:2.]3F\2H,^1VZQ0%YI9%4U&/4ABM8I@C\:UL[^\@ON]^ZA]O\ M=1:W3TL;QE2:I[89?A2;/ "NF3A5#]-2BCK&3[SWLT/<_9C=V:5W&Q5I+>@[MIXOBD@/J6IJB)!I% ['HA' GT^3$W703KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO MO_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO W7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO MO>_=>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>_=>Z][]U[MKWOW7NO>_=>Z]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>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>_=>ZUN/YL M4F\OFE\S/CG_ "\.L*R:*DP.GL3M/)PH\M/C)LA"S??5R7"WP>VTDJ(02@FD MRL=,KF65%&9GL&+;VUY;W'G"^)?
_%[52:-*(S*_P#-68A6XZ1"6I0'K S[MROU7NSS5M7(NWL0J?XW>N!58=8/>WH8H S+6@9IU2M6%-@CJKK'9G2_7&S.J MNO<3%A-F;#P$&W225[LY/O$G?=[N>9 M+R:_NW+S3R-)(WS8\!Z*!0*.
4 # ZS:Y=V"UY5L8-NL4$<%O&L42#R512IX M58FI8\68DG)Z7_LIZ.>O>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NBW_,7=QV%\3?
DMO".3QU. Z)W578]KVO5 MC"5J4BW_ !KJFC6_-KWL?I[&7MWMW[VW_;K8\)+ZU5O])XR:O^,UZ ON?NIV M/EO=+P<8=OO'7RJXMY-(_-J#KYR_OL=UP9Z^DE\NJG4!0TDN#H9'(46"@LQX'
_'OC#S?$L&[7J+P6[N5'V"9P.N_7)A-U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>
M]^Z]U[W[KW7O?NO=:[?_ HHSBT_1OQYVT64-ENV,AG%0JQ)&.P[TY(?]*@' M*"X/+7!'"GWF!]SVUU[K?S?P6B)Q_P!^3!O^L?\ JKU@S]^N[T;'ML'\=\\G M#_?=NZ\?^;OY_EU0/_+;RO\
!OGC\5:NT3>;N+%XJTS:1_E[M0W!_P!6/N+J M/[367\^\L?>FW^IY4W1==G;&;Q$R:?VBM M'^WNQZGKZ#GOD=UV\Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z]
[]U[KWOW7NO>_=>ZU0/GIU%D/Y;/\ ,)Z?^;O6N*J(>G>Q.P&S M^Y<;BX[1460J0\.[\)&J%(XES>(JZBKH0Y"^9ZI(X_%1 >\]O:GF!/>?E"[Y M8O6!N[>
)$S'+QK1K>0UJ3X4B*DE/PA"35^N;7O/RR_L'SS8\XV"$6-U_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>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>_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>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][]U[KWOW7NO>_=>Z M]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][
M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]
MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>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>_=>Z][]U[MKWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z]
[]U[KWOW7NO>_=>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][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>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>_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z;,WF<;MW#9?<&9JHZ'#X+&5&9RM;+?3#34L3SSRM:YTQQ(S'_ > MW[:W>\D2*,:G=E10.)9B%
,GIBZN4LXGFE.E(U9W8\ J@L3^0%>JF?Y7'4> M1W5+W/\ S >R,5+3=E,#=]9G]ET>3134838L=6PPM#&]V95KX8(':S,LE)2 M8UP;AB9\]\N8$L19\I63 VVT1)',5)TS7Q4>*Y&/@+,!BH=Y1Z=8V?
=YY9?< M3?<[7Z$7>^3/+ K@:[?;@U($!J?C558T-"BQ>8ZMY]X^=9-=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U6A_.!W<=G_
,O#Y"3Q2:*S/T&$VC2+>VL9/<6)IJE;_P"%"T[6_-K< W$U M?=XV[]YIX1M-,?EX5O*Z_P#&@O4 _>AW4[1R+NCCC(D, \J^/^JW7%WKZ,WPUR%5EOB!\4\K7.LE;D_C;L;(5^.7N/"MMS#ND:85=QO5
XX6YE _D.N\GM7\L;/-)EI-KV]V M(%*LUI"QQ]IZ,E[!G0\Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_= M>Z][]U[KWOW7NM6C_A1ON#S;D^)^UEEM_#<)O#<$*ZQ?[V?;M-$S_[J;3_# MY MKLMWO8,M\Z?N;VFF'=9Z?$]I&#C\"W#'Y_C%?(X].NI.F/_ "?O>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NBQ?,7XT;9^6_P >.P^D=QK3P5&X<6:[M:&;$Y!&TEU6*I CJ EFEI):BGU!9F]C?V[YUG]O]XM]SAJ1&U)
M4!_M8'[9$/EE>& # ?$ MA9>#'HL_\I?M3<6^?B/A.N-_PS4':/QFW3D?CKO_]9J$]++MV18\;'(KLQ M(AQ,M-3EPQ1Y:>;01I**-??[8H=KY@>\M"&M=RBCW"W_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO> M_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NBW_*C:^3[*ZJG MZ5Q-95XR3O+.4O6&-V''0K'RKT"/<#;7W_ &YMJ1BOU[K:
MR.*U6V>KW.5H5+6Z2HCM.A]PN&Q6W,/B=O8*@I<5A,%C(,-AL71*$AI MJ6EB2"GIX4'"10PHJ(HX"@#V%+FXDO)&EE8L[LSNS&I9F)8DGU)-3T,+:VCL MHTAB4(D:JB(HHJHH"J /(
#TZ<_;/3_7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=48_\ "@+=QP?P MRV=MF&2T^]^]L30U$5[7I*'%9NOD;_'350TPM_M5[\ '*+
[I6W?5_?9W4V/*45N.-SN$"'_21Q3S$_/N1!^?6FK[Z/=OH M?? .LJ*[X0_$N:JD\LB?'O:=&K65;1T^&I*>%;* /1%$JW^IM=B223R]V(Q M%S/NH7'^["[/YM,['^9/7=/V6D,O*&REL_[J[$?
DMO&H_D!T;KW'W4F]>]^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[KW7O?NO=>]^Z]U[W[KW6GQ_P
*%]R& MN^6'4VUDD,D&W>@:3)NHD8JE1D<_GED3Q$:4?P4,#%@;NK(#^@>^B'W0K+PM MAN[@\9+]EX<5C@@(SYYD84\J'UZY;_?FW$SG5)'5V7&W^S.N\\33J,)OK$9HW%AZ-
ACCG..L1>5;KZ'=+.8T'AW5N_<:+V2HV3C&,]?2^]\5 M>OH"Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z]
[]U[HC>W>NATG\WMW;MPD:TFPOE_L.*IW!2H (H=_;,4F) MXQ<+')N#:M753NJ F23#U$TI)8$2=>;Q_67EF*WE-9]IG(C/FUC>'(/J(9T4 M"O 3JHX=1-8[%_57FR>ZAQ;[S;J91C2NXV(H"/G/;.Q-
!DV[,I9Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][
M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]
MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>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>_=>Z][]U[MKWOW7NO>_=>Z]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO> M_=>Z]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ]
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M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][
M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]
MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>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>_=>Z][]U[MKWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZZTBX:PU %0WY - MKB_]#8?[8>_5Z]3KOW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]UK)?*-=W&/&?%784,EU MJZ_=>[LC%?\ 2:>/!45$UOSJ^ZJA?BVG\W-LVON<;=JDW2[/X5M85_VQG=O^
M.)USY^_CNI2#9[$<'>\G;Y>&L$:_M\5_V?/K5T]YS=OH,_P M>LJ:[X&_ M%::JD\LJ=08VC5K*MHZ@ '1W_<9=2WU[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=:0_\\O<0S?\ ,"WGC1*LG]T. MO=L;=*+*)#'Y<:N6T,@ ,!(RFKQFY(82WM(
.F_W7+/Z;E*)Z4\:XN9.%*TD M*M?/^RI7Y4\NN1'WR+\7?.TL8(/@6EI$1JK0E#-0C\.)@:>A#?BZI_]Y$]8 MK=?3?V[E/XYM_!9J\!_C&&IF.J/\ RB!)?
VVNVI/7Z3TD9^>.OH7LY_JH4EQWHK8X=R@X^6>GGVGZ4]>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=,F:V]B||
M^&ER$+-4;>S<.X<-51'3)3U422PEXVYL)J6HFIY1_;@GECX#W]J;:[>UUA#B M1#&X/!E)!S]C*K#T90?+I+_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>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>_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][
M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]
MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>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>_=>Z][]U[MKWOW7NO>_=>Z]
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[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z]

[P'ZZ5=>]^Z]U[W[KW7SU/YB?_9=/RN_\3CG_P#W M-D]]=O9S_E5MK_YXH?\ CO7#WW]_Y7/>/^>Z;_".B9>Y*ZB'KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NE9L;?>\^LMV83?
77NZ,WLW>.W*P5^#W) MMVHDI:NFE ()CEB96TNA*.ANDB,TUO(DFAD&EXY%#*P^ M8/IQ!X@T(((Z-EWN\YHI56FH=VT_JB6NH8BVB#,0)ZZVB3T.F
MNLHT6G6>"BYP^^OL4_MV_P"\=NU2;?(U"#W/:NW!6/G&>".<@T1SJTL_5[[N M?WC(O=2+]U[IHBW2)-7;VQWD:TJZ"N)!QDC&*5=!IU+'=![QMZRNZ][]U[KW MOW7NO>_=>Z]
[]U[K0]_FW_)1ODA\T.PY\5D6K-B]2O\ Z(-DK&Y,+)B9IAE* MR,<1O][F9*IEE47DIEIAJ9(T(ZI?=]Y+_J;RU;B1:3W?^-S8S^J!X:GS[8PE M1Y,6P"3UQG^]#S_
%\YMN?"8M;V/^(P9.D^"S>*X&!W2E^X?$BID@#JLGW- MW6._7O?NO=>]^Z]U[W[KW5_A@[Y0'KOO?=7QMW'7^+:_>...9VDD['1!N;# MP22^.,6T)_%
<0LRNQ8%I:.DB4%F'O$S[U_(W[WVJ+>H5K+9-HEH,M;3,!4Y_ MT.3304X.Y.!UFY]RGW%__=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NM;'_A1I_QX?Q9_\.[= M/_N'A?>9WW.?]S-S_P":-M_Q^7K
G[]__).VG_GIN?\ JU'UJJ^\]NN:O7O? MNO=>]^Z]T//QK^1O9OQ4[>VSW+U3ECC]PX&7[?(8VH+FBRV-E>-JS$9.%'0S MT%8(UU+<-'(D4\+1SPQ2(%.=>3;+GS;I-MOTU1R"JL*:XI
"%D0D&CK4T\B" M5(*L01M[>_;A[:;K%NVVOIDC[70U\.>)B"\4@!%4:@^88*RT901OP_$;Y7] M9?.;IK]N=;UJQ&I48_=^T:J6-Z_!9:-1]SCJY$-Q8_N4\I"K4T[QSHJARJ\ MH?
<'D*^]NMRDV^]7AW12@$1SQ'X74G]C#.E@5/#KM3[9>Y.W>Z>U1[IM[8;M MFA)!DMY@.Z-P.!'%3P="K#!Z,][!'4@]>]^Z]U[W[KW7O?NO=>]^Z]U7?_-A M_P"W>7R<_P##1Q__
+O\1[E[V%_Y6_;?^:S_/5F7J$?O(?\J/N__/,O_5Z+- MK07]]8NN)O7O?NO=>]^Z]UL^?\)O_P#N0ZV?/>#_71#J+74-#E*&LQF3HZ7(XW(TLE#D,?71I-! M/!,ACEAFBD#1RQ2QL5=&!5E)!!!(]N12M
P="592&5E)#*P-001D$'((X=-R MQ+.I1P&5@596 *LI%""#@@C!!P1UHQ?S4O@#D/A?W&V>V;054_0':%?/D.O< MA9G7$U7,U5MRJE-R)*0$O1LYU3T=O4\L%01U$]A_=I/5@H=P35;V@P. M;?
QTU%N"[L$BI60)39%N/\F$50Q/V:H^.WWAO:?^O^V_76:5OK-&:,_=T\ J MS18R6&6C_I57\=1E5]UGWJ_UM=U_=M^] NOG4.2>VVN3I1)LX"D)*?X=+DT MCH=W-6#
,I#*PU*R\@@_0@_D'WS((IUUV!KUW[]U[KWOW7NO>_=>ZTO?YR_S M]_V93M;_$$=89TU/1W3N9EAK:['2ZJ;<>Y(M=/4Y$.A*5%!BPTE+0L+I(6J M:I&DBG@*=)?NW^TW]3+#]ZWR4O;M
55AW6]L:,J9X/)AY!Q TH0"K5Y/_>Q] M[/Z^;E^X]NDK86,A$C*>RZNUJK/CXDBRD9X$EW%04(I)]Y-]8?\ 7O?NO=>] M^Z]U9M_*^^!.4^;/=B/N6FK:/HGK2HI\SVEFHBT9K2S,]'MZCE6S?=9,Q-YG
M0@TU(LLNI9FIEEA'WR]UT]L]LI 5-]FIX8PL<4$$**B(H"JJA0 /?+.XN)+N1I969 MW=F=W8DLS,2223DDDDDGB>NR%M;1V4:0PJJ1QJJ(B@*J(H"JJ@8 P!TX M^V>G^O>_=>ZHV_FW?
S0*_P"*E%%T+T76T3=];GQ R&X=SR)'4)M/&U*?Y/)' M#(&ADS=>I\E.LJNE/ !421OYJ>^4'W?_&/7GUSNNZ!OH8GTQQ@E3=2*<@D4
M(B7@Q%"S=H(HW6('WF_O#O[9QC9]G93N4R:GE(#"SB8=K4-097XH&!"J-; U M4&KOX+?RA^T/F9 GR/\ E3OK>>T=A;UK/X[CEG=JG=^[$E]39.2LR:U"X['U M-
P8*J>.JGJT!>.".G>"JDG+W2^\+8^VY_W'W6'[_YGN+B&WN#XB DM>W@/^B,\H;PXVQI9@[.,A57 M2[7O;:_D_P#\O#;6(IL4/CW09^2$ U&7W+FMPU=7.^E5,DCG*I%&6T@E(8XH M0;E8U+-?
%:^^\-S??2&3]X-'7@D4,"(HJ30 15/'BQ+>IQUF7MWW8.1MMB$0 MVN.3S+S37$CL: 5):7'#@H5:U(J>BR_(C^0Y\4NQ<+D:OHJIW%T)O41M/C$ MAK*S.8"::S-XZRARM349"&.5[/2UD:P
EEIY0HB]C?D_P"]5O\ LTBKN@CO MX>?N9\L;_"[;1XNVW&2I5Y)[HNR\?D\EL"'(I6;NZKJZAYL+F,;.[*N? MVK62H$IIYE#-%41+&)9(S39&#RPO%!DUS)R=R]]XC:%W&Q95N"I$5T% FBD4
M#]*X4'N P"I)H#JB:C MB-RGSYS3]UG?#M6Y*[VH8--%BT$T3$_KVKL!I8Y M(8 !B"DJAA1=SSJGM'9'=G7&S>U^M\U%N#9&^\'%G]O92(%"\,MPT"I MII5>&>%P'AFCDBD =&
YN;]L=URU>36%ZACF@_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO
MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z]
[]U[KWOW7NM5_\ X4;?\??\4?\ PV]W?^Y6W_>=GW-_]Q]U_P": MEI_QVXZYQ_?S_P!R-E_YIW__!ZTZUI_>:G7/OKWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z.;_+L_P"RZ?
BC_P")QP'_+FQ^XU]X_\ E5MT M_P">*;_CO4O>P7_*Y[/_,]T/^$]?0K]\B>NX77O?NO=>]^Z]U[W[KW43(5U M C*"MR5;)XJ/"TDE=5RV)TQ1(TDC6')LJDV'MR*)IF"+DL0H'S)H.FY95@1G M; 4%B?
0 5/7S,-U;@]MV;HW)NJN&FMW+GZS<%8MP;2UM1)4R"X5 ;/(>0J@_MT"T]]L=OLUVZWBMT^&*-(Q]B*%'KZ=?/GNVX-NUU-=N*--+)*PK6AD9 M]!]G3#[5]%_6[Q_(TJ9Y_P"7[LN*:5I(Z+L+
<]-2HWT2,Y)IBJ_X&65V_P!= MC[YB_>A0+S=.0.,%L3\SX0'^_==@?N?.7Y'M03\ Q=@?(>.S?X23^?5P'O' MGK)_KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7
MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N@Z[@SXVI MU+VCNDLJ#;?76;SY=U=@/L\955%RL961@/'R%(8_0$'V;\OVOUU_;0?[\N(4 M\A_=>ZWG?
MY*&6_B/\NGIFC\D$G\!SN[,3IB_4FO=67KM,O)]9^]U#Z>ADX_)Y<_>7@\'G M&\;/>EJV?.EK"F/EV?MKUV.^Z3<>-R'MZU'Z;WJ8\JWMP^?GWU^PCJUOW O6 M277O?NO=>]^Z]UK_
!_"A[_LE[I7_P 3W%_[SV<]Y:?=_Y+MY_SP'_M(@ZP MG^_/_P JU8_]+-/^T6ZZU"/?0SKEOU[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="MT1_S/#IK_P 2MMW_-V]'[#_
#9_R2KW_GDN/^K+]"KD M7_DM[?\ \]UI_P!I$?7THO?%_KOMU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW5*'_#_LA:A_\3CM_P#]PLU[R6^ZE_RM)_YX
MKC_CT76)OWS_/E3#_SW6O\ @EZTMO?2KKDCU[W[KW7O?NO=/N,VON;-T[U6 M&V[GVL M_P"O/MC]\V?^_P"'_G*G_072K^K>X_\ *+<_\X)?^@>DW6T-;C;J:AR-'58^ MMIR%GHZV-XI4) 8!XY
KJ2I!%P."#^?:Z*9)U#HP93P92"#]A&.BNXMY+1S' M*K(PXJZE6%17((!&#U%]N=,]>]^Z]U[W[KW7O?NO=;!?\B/YG5_7W;-9\3-\ M9J1M@]LM-
ENM!7R$QXS<\$1EEI("WIA@SU'$X*EM)K8*98D\M7*S8C?>H]MD MW:P',%J@\>UTI_=>ZJ=_G:?]N[>W?_#DVI_[MTN,]SY]V;_E<+3_FG=?]HTO6-?WN/^5#O_\ FI9?]ID'6C3[ZB=<<^O>_=>Z
M][]U[K;2_P"$ZW_,C_D/ P")6QW_+J%]__+X7_)5L/^>1_P#J]>NG7W%/ M^2)N7_=>Z][]U[KWOW7NJ[_YL/_;O M+Y.?^&CC_P#W?XCW+L+_P K?MO_#6?_JS+U"/WD\ E1]W_P">9\9?]\J]%U
MH+^^L77$WKWOW7NO>_=>ZVJO^$Y?_'A_*;_P[MK?^X>:]X&_?&_W,VS_)HW M/_'XNNE7W$/^2=NW_/3;?]6I.MD[WACUGMU[W[KW7O?NO=?."^5?_94/R1_\
M3WO#_P!Z'(^^RG)8_P"BKG7_AF->O[.%^'D]D_8?%:L]KJ+O?5G-O3 M_ZE*_(?[,_4JQ5_1I_YDH?$7Z_GM_P #_M%]F8_]D+6"NVDN_=>Z][]U[KWOW7NKG?Y[__;O#N_\R76@3_VT_P_8C_W=?]TWOOT,]UW$O^X>ZC[/-
DLW_/SVW7_5]^N^_MW(O+/+,/ZM9L>S7%?F&YQK_%AX?_^6_ZZC(\?W1P7X:\<<_A_^)6_2=/_2+?>^@>T/^5VY"_YC[[_!FZR7=L3MM=2/>ZVZ^O&ZBCV%]%KUWW4L?\[:G_/`'NH_I]@QW
M_/#=_P")_!A&1_P%U8TV=]D"1JU<&#V]W/=[R_-3[RL?Z=;UL_[0O<*Y:_\J-OPEX]Z;6>_\`WS1F/?X70]9WP?\`9*]]_P`\5C_UUD7K>&^O?_B#XXO_?YYWNAQYXXHG7D/E\W@?E$\G_`/J.:MS;$:7?_%@WF#B.K
[]U[KWOW7NO>_=>ZUV_^[7/_`$W_X7_P;)$O;HZ>W!^[[&I\!_WVZ]_\%W(?_WP8^^9_P"\/_[G_GY__@I(/_K[+_N.G[G?\`<^_MWC_QL?]Y+=>^A.N[T)^V?CA_\`T_@/UG_XAHO^M!-ZZ_W\/_[)QM'_`.+5Q_\`CVS<&;O_`
M&BZ[&?\`/_`,,@3KA)_.C_\`F?;/_P"]YB_/_2(]=Y'[B_\`PA_\#"?X#3_\`W/_ND8=?/3[Y[?\?G_?S^CW_O_\`'Q%_]=Z`_!S.ZXH_M_^_P#^!?BGY_^_3_N"R?]_=4]?__5U5Y^!=CW[G?Z:]Q#O/_8SR1_X\\'
[]U[KWOW7NO>_=>ZUV_^[>ZIOW7NO>_\4%2]T\?_'G\=?_`Z]0?^_\`IQ>YK_9W@V;^[O^N>H__Y2[^CZ_?[[[_`!A^O?\`*WL_^SG_@`/>WC_`/*&?\`VH\[/^]?[)'WE_\`@^_^X=^U_P#Y1;C_`-_7\W_]_P#R[/\`WE/7_=
M&BZ77L_P"Z>_\`E?\`WCOJ_P"$/^-OA_\`I__@\SQ__R7_`/NT?\`V5JK_P#L'H_^X6G_Y0;_`/\`C^V/_+R[!?\`ZX'KW'_<]=_^P?\`_P[I'\`O6?]N;_\`9_\`Y_\`W_GG?HC[W6__`%\?+7_\('__`$X'+\3_`'8^_P"0J^7F
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[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[KW7O?NO=>]^Z]U[W[KW7O?
MKC_CT76)OWS_/E3#_SW6O\ @EZTMO?2KKDCU[W[KW7O?NO=/N,VON;-T[U6 M&V[GVL M_P"O/MC]\V?^_P"'_G*G_072K^K>X_\ *+<_\X)?^@>DW6T-;C;J:AR-'58^ MMIR%GHZV-XI4) 8!XY

M=;_F1_R'_P#$K8[_-U"^^?_-\+_DJV'_/(_P#U>/73K[BG_)$W+_GN3_M' M3K8F]X?]9S=>]^Z]U[W[KW7O?NO=>]^Z]U01_.)_EGX3N/9NY_E/TGM]:+NG M9N,;,]B[>P\?
&ZL121$U%4M/$A,FX,=3H'1UL]931O3L)9TI0,L/NZ^]T1:=P@3 M7M='UIV=%(VF'^$9:>&(5LMV"@8FN6"M+_D5>?.7KBW5:SP*;FV(%6\6)2=(Q_HBZDIPJP/EU.GW=?<9O;?FBUN':EM
MWPIF4!S4@?I/IDKQTA@/BZW]/?)OKM9U[W[KW7O?NO=:K_P#PHV_X M^_XH_P#AM[N_]RMO^\[/N;_[C[K_,U+3_CMQUSC^_G_+D;+_S3O_\ CUIU MK3^\U.N??7O?
NO=>]^Z]U]#7^7Q_V0Y\3O\ Q FVO_=73^^0?NY_RM&Z_P#/ M?<_]76Z[H>R?_*G[+_TK+/\ ZL)T]^Z]U\T3M7'5.'[0[(Q%8$% M9BM^YC'502Y7R09&HB>Q(4D:E-K@'_
>^U/+\RW%A;2+P:WA8?8T:D?X>OG_M_.;(&MMUO(VXI=W"FGJLS@_X.D%[-^@_U[W[KW2ZZO[!SO4W9/7_&EM@PC< M?7.],9OC!BIU&)JK%5L-= DP4JS0R20!9%!&I"R_GV5;YM$7,%E<6,]?
#N(9 M8'IQ"RH4)%?,!JCT/1WRUOLW*^XVNY6]/%M;B&XC!K0M#(L@!IY'30CS!(Z^ M@=\0_F/TY\S.L<;O_K'-TZ9>*DC3>VP*Z6/^+8&M(M)3UE.K.F@:0$T]4H\- M1'9E(^V/NEM7N
MKMR7^W2#50">W8CQK>3S5U!X5^%QVN,@\0#8>P%U)'7O?NO=>]^Z]U[W[KW7 MO?NO=0I\9C:JLH,C4X^AJ,AB_+_#*^>*-YJ;SH(YO!*REX?,@"OH(UJ+-<>W
M5F=%9%9@K4U*"0&TFHJ.!H MO>_=>ZC5E928ZCJ\A7U,%'0T--)65M94L$CBBB4O))([$*B1HI9F) !)X]W MCC:9@B EF(%2230 #U/5)9%A4NY"JH)8DT %22?(=?/9^>_RCR?R\^4' M8W;_=>Z]
[]U[K;J_E_P J/;_5NW-K?)CY M([8AR_;F_4V_32[)LTI2T0F.XGC:C73##*K#A"#4$@_JY-3'35U$^[/]VN#E>WAY@W MZ(/?2!9+:WD6JV2'*LRGC.10Y'Z.) 2-@[WB/UFYU[W[KW7O?NO=>]^Z]U
M[W[KW37F\)AMRXC)[?W%B<;G<%F:*3&Y?#9B".II:JGF4I+!44\RO%-#(A*L MCJ58&Q'M^VN9+*19869'1@R.A*LK U!!%""/(CIBZM8KZ-H9D62-U*NCJ&1U M84(8$$$$<0<=:I\6LE4?
(#H^AJ)N@-SYI:;<&V8P\C[0R-7):&(M2'4S8&MG;QTLCG53S,E'(S&2G>3HO]W[WQ//2#:-T8"_B0F.4T NXT&33_?J MC+@?$H+BE&IRN^\[]W4>W;MONS*?W=+(!-"*DV4LAH*'_?
+L:)7*,0AJ"O5& MWO*+K#?KWOW7NO>_=>ZOS_D,?*^HZU[USGQEW/E6BV/WA!+E]H4TW^;IMVX^ MG5QI;@1#+XBFDABO(3PZS9^Y;[EML.\2]^Z]U[W[KW6>EJJFAJ
M:>MHJB>CK*.=*JDJZ5VCEBEC8/')'(A#I(C@,K*000"""/=)(UE4JP!!!!!% M00<$$'B#YCIR*5H&#H2K*0RLI(96!J"",@@Y!&0>MS;^4A_,TI_E'M6DZ([J MS5/!\A]F8JV)S-:ZI_?#%4L:C[Q&=KOGJ1
37P@7GC7[Z*X 4E-S=^\#[)'D M6<[KMJ$[?,_<@%?I)6)[33_0F/\ 9M^$_IG\!?K']V/[P2^Y-J-GW9P-SMT[M7) ^MA0#O%?]&7_15'Q#]1<%U2[OWC)UESU[W[KW7O?NO=:K_P#PHV_X^_XH
M_P#AM[N_]RMO^\[/N;_[C[K_,U+3_CMQUSC^_G_+D;+_S3O_\ CUIUK3^\ MU.N??7O?NO=>]^Z]U!#^6;_-D$?%C_,131_\ 6V?WR/\ >K_E:]T_YZY/ M\G7<+V"_Y4S9_P#GAA_P'H]'N+^^I>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO> M_=>Z][]U[KWOW7NO>_=>Z^=S||-DY#KSYG_*':V221)8.[]PYBD,OZGHLKD9 M\KCY&L +RT%;"YL /5QQ[[_^U6YIO'+6V3IP-E;H:?
D\48B]^Z]U>Y_(_P#F]BNANUPOME/S M]O$4\B$65I(DUQ(1VN4.M81PJ7(:A[4]>.D"7[R7N[;^V6PS0QR#]X7L4D M%K&&&&M XT/.10T6(,2M11-*\-1&BI[ZF=<:>O>_=>ZM,_DX=
(5W]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=5$_SF_EE5?&SXIUVT=IY0X[LOOVIJ.N]OS4[%:BD MQ'@U;BR4+*RM&\=)-'1QR*1)%-7131\Q%ER#^[?R O.F_+
<7"ZK:P"W$@(JK MRZOT4/&H+ N0<%8RIX]8Q_>L]S&]O^6GM[9]-WN):UB(-&2(K6>0$$$$(0BL M,J\BL.'6C[[Z>]<>^O>_=>Z][]U[H2^G^H>P.^.R-J=4=7[>K-S;UWCDTQF)
MQU*K%4!YEJJF1584]%21!IJB=_1#"CR,;+[).8N8K3E2REO[Z01PPJ69CQ/H MJCS9CA5&22 .A%RGRI?<[;A#MFVQ&6>=PJJ*T4>;L0#I11W,QP ">MW3X!?R MP^F_A3M_'[BKJ3&=B]_UM%;
<7:.0AU)1-(I$E#MR"<$XVC56,;S@+5U8+&=U MB:.EAYD>[/O?N7N9,T*EK>P5OT[930O3@TQ'QMYA?@3\(K5FZ^>RGW>MI]HH M%F*K<[BRTEO'6NBO%(%:OAIFA8=[_C-
**MG/N$>L@NO>_=>Z][]U[KWOW7NO M>_=>Z][]U[K'-##4PRT]1%%/3SQ-#/!,H9'1@59'5@5964D$$6(X/NRL4() M!!J",$$=590X((J#@@Y!!ZJ-^6_\F?XJ_)(971B\DE&U#4R.='<,?%1
M13$'1T/A1T;N;XU_%WJ7HW>.2PN8W'UWBJ[$9#*[=:9Z.H$N6R%7#+ M:B&GF>GJ4+*\8*OJ6[!C&ON5S/#SGOEWNENKI'<.CJLE ZTB12#I+#!4Y! MR_+J6O:GE&?D+EZRV>Y=))+6-
HV>/5H;]5V!&H*CTCE9:?:V-FCU0-I*NBYO)!8 M002LE/25T+C3)SEA]U/D(;YNDF]7"UBL:+#48:ZD!H?0^$E6]0SQL.'6%GWS M_M/[WT0ZY9=>]^Z]U[W[KW M1^_Y?'P-WO\
.GMP[8H:FIVQU=M#P97M3?R1ZC24DDEH\?C]:/#+F MQOLK>>\FY^ I:&S@TO>7(%2J$XCCJ"#*]#IKVJ 78&@5MZ;I7I#J_P"//7>! MZLZAVEC=G[V]]3B*FH:%%;RU$ND"6LKJAKS5M?
4E=4U1,S22-]38 #EMS+S-? M]^Z]U[W[KW7O?NO=5J_P PW^7!UA\WMCUF M3IZ3';0[]V[BW&P^R:>/0:@QKJ3$9P1V^]QD[*DC!IZ%F\M,=!GIZB:/:'W MEOO;&Z"$M+8R,,/MB:Z:X,D5?
A<<2!19!ALZ66!/?'V'V[W?LR^E8=QB0_37 M8%":9$N-^^;)=QM%/!(T4L;"A5U-#]H/$$5# @@D$'I)>S#HJZ] M[]U[I6;#WQNCK/>NT^P]DY:?![OV3N&DW1MO+TUBU/6T4Z5%/)I8%'42(-2,
M"CK='5E8@E^[;7!O=K+9W2!X9HWBD0\&1P5(^6#@C(.1GHUV/>KGER\@O[-S M'/;RI-$X_"\;!A]HQ0@X(J#@]?13^,'>V!^3'0/5G>.W?!%2=@;4@RF0H*=M M:T62C+4N6QY:
[$G'Y.">GN3<^/5^??'GG?E:;DK=KK:YJUMY656(IKC/=&_^ MW1E;\^N[7M]SC!S_++9[Q;TTW,*NR@U\.4=LD?GF.160_->AY]A7H8]>]^Z M]U2A_/P_[(6H?_$X[?_<+->\EONI?\K2?
^>*X_X]%UB;]_P#Y4P_\]UK_ M ()>M+;WTJZY(]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW6Q%_)P_F*/G=]U/[PO[A>/EC>Y?\ M6=@MC<.<6\CMB%S3^R?YF=IQ MN^YI_B$$+_IQL/]RY5/#_
)I(1WG@Y[!4:].'WWH/O!CV[MCLFTO7] M^Z]U[W[KW7O?NO=>]^Z]UL9_\)T_^9O_"1_\1MAO_=I/[PW^^)_R3]N_P"> MB;_JVO6>WW$/^2CNW_/;?\ 5V3K;%]X#]=*NO>_=>Z][]U[KYZG\Q/
++I M^5W_(G'/ \ N;)[Z[>SG_*K;7_SQ0_\=ZX>^_O_"N>\?\ /=-_A'1,OT/\ MRMFR?]+?;?\ M,AZ^BS[X[]=W.O>_=>Z][]U[HE/\QW#X_.?!+Y6463ITJ:: M#I?,9B-P"!48^#^(4DG(/,-731R#_%1;GW)?
LY_M=>ZN_D"2R1_.'<")(Z+-T#GHIE0D!U&6VZX5@/U*'16L>+J#]0/>,7WLU!Y M7CKY7\!'R_2N!_EZS!^Y(Q'\U//;+@'Y_XQ:'_)UN>>^;G75_KWOW7NDIOO M>FWNM]D[O["W;6C';6V-MBOW?
N*O-OV:''4LM752 $J"RPPL0+BYL+\^U^U[M;-O-S%:6ZZI9Y$BC7U>1@BC]I'1=N^ZP;%:37MRP2&WBDFE8\%CB0NQS3@%/ M7SB>]>W-P]]=R=E]R[I)7-]D;RKMU5-,&+K2QU;S-3443$
F"@I1'3Q7Y$<2 M \^^R7*O+T/*>VVVVP?!;PI$#2FHJ.YC\W:K'YD]<&.=N:9^=]WN]VN/CNIY M)B*UT*Q[$'R1 J#Y*.@H]G_07Z][]U[JX'^27]=1W;\SL%O;+T/W.T/C]B6[
M/KWE56B?,"04NWJ6WM8VI-?O\ M3+2M1#35,?L*@1G_)J=94?="Y$_K;S6E[*M8-LC-TQ-"IG)T0+G-0Q:52!Q MBXC%0J_FR_&C_9:?F;V)C\1CQ1;#[2?_$N;#$*,L<&7FF;(T4?'C04&8CJ
MHDB4G13?;,0HD50?>P'.O]=>6[=Y&U3VO^*3U(J3$!H8^9U1E"2>+:N*]!O M[SOM_P#U YLN5B73;7O^.V] =($S-XB#R[)0]%!PA3A4#JM/W-76/?27O?NO= M#I\9N\\]P?
&KOKJWO';7DEK^O=UP9>KH(R!][CWU4V5QY)X5>WJ/=.W,M2D M&.IH:^GCJJ6="+^F2&56_P +V//OCKN6WS;3<2VMPI26&1XI$/%71BK_80> MN[FU[G!O5M%>6SB2&>-
)HG4U#QR*'5A\B"#TI?:+I?U[W[KW7O?NO=>]^Z]U M[W[KW6MC_P_*/\ CP_BS_X=VZ?_'#POO,[[G/^YFY_\T;;_C\O6!/W[_\ MDG;3_P_1_S_U:CZU5?>>77-7KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>ZO&_E&_S M-I_C)N:BZ [NSDTOQ\WAE=. SV0D9AL_*UK)&+5L8&FFF8UR: M;U8GQ>^\'[)#G:!MWVM!]?"OZD:BGU<2@XH!F91\!XLH\,U[-.8_W8/O#'D"
M==CWF0_NV9_TI7)/T4SD9))Q YRXX(Q\3 +UW+*>H@JX(*JEGAJ:6IA6HIJF MG97CDC=0R.CJ2KHZD$$$@@@@V]\XG0QDJP((-"#@@CR/75='$@#*000""#4$ M'(((ZS>Z]6Z]
[]U[JN_^;#_V[R^3G_AHX_\ ]W^(]R][" \ *W[;_P UG_ZL MR]0C]Y#_)4?=_\ GF7_*O1=:"_OK%UQ-Z][]U[KWOW7NMGS_A-_P#]SE?^ M4[_^7GW@_P#?+_Y8_P#U,A\ M2ZZ(?
<)_P"6[_U+/^\AUL^>\'^NB'7O?NO=_M>]^Z]U[W[KW6K3_/_EY+B:K(_/IW"$8[)U2+W[MO%Q<054K+'#NJ*-!81U M"7YMVJ/#$?O*)!P8T N0 /,T6;YZ9/.1NM9WWFQUSUZ][]U[KWOW7N
MK+OY7OSHR'PK[[IJC<5;5R](]F24VVNUL3'J=:5!*11;@AB6[-4X=I9"X4%I M:26IB5&E,)2%/?+VM3W+VHB%0+VV#26K\"V.Z$G^&2@I7@X4U U5R%^[E[R/ M[3;T/J&8[?=E(KM.
(CS1)P/6*IU4^*-G%"P6C]_6^>55\S>\I,5L[(U Z&Z MIJJC"=;4BZHTR<[%8Z_<4\9/J>O>/12!P&BHEC]$PWM4OMOM8DN5' MUUT%>X/$Q+Q2$'^@#5Z<9"AO=;>/ M'/[NLF:.V) F? >;-
UB_2C8_NV-QB2520; M@@\5C(*Q5XR N*:$)VM_>!?727KWOW7NO>_=>Z][]U[IORV*QV=Q63PF7I(J M_$YG'S8K*4,]]$U/41M#/$]B#IDC=E-B#8_7V[!.]K(LL9*LC!E8<0RFH/Y$
M=,W%NEU&T4@#(ZLC*>#*P((V@TZT1]FY'>'\JO^8W"-PTV1K,5U1OV?"Y@% M?7FMEYB-H16P@+''-486K2KA4 (E;&B-I,3 =3MRAM_?CDT^"5#W4"NGI#> M0D'2,W!WS@=Y8>HZUH:O,F?
%2[5WXU0M9WM) (E8Z:NHK2@) .33 MHR?\G7:&[=B_?JO;6]]K[BV=N.BW#N>6LP&Z]*IQU;$LVXLC+$TM+5Q0SQK M+$ZNA90&5@RW!!]@O[Q6XV^Z\V74]K+'-&T=L!)$ZR(:6\8-
&0D&A%#G!QU(M'W6MJNMEY*LK:\AE@E62[+131O%(NJ[F855PK"H((J,@@C'5-7\SSXJ]^=<_MS"-Z]K=,=/\ 9&Z<)NC.87N[:F>V3@,IE*2+*,():]9JC&T\L:50S]#4SO&6 M281S1.1:1)'RR]D.?-
IWGE"';]SN[>)XTFLI4FN(HG,7<$H)&!T^%(J@T(JI M'D0,*?O#^V^^;%SU-NNT6-U.DLEMN$,EO:S31K,.L,T*D:O&B9R*AJ,#Y@F MR;^=)\Y]NXOXN;3Z)VA/4T78?R/V]B=V[NV8C,.
[?;9(P9.G=$GHZ[) M5D:4G@E5',5<)%2RAH8^[7[737&^R[K<_;[=)+%%(*'/<]T=48$AE127U M D5,=":XGW[VOO#!8[;E;[/ P862-).1_O\ G"T0^54C4''G(0<@@;^Y M-R!+L>SW.^W"E6W!TCMP?
^4:W+C6/,>)([#/$1JPPU3L'^\1NLW>O>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NF+/[IVQM2FAK=T[CP.VJ.HG^UIZ MO/UE/1Q22Z6?QI)421JTFE2=()-@3:P/M5:V,U\2L$;R$"I"(SD#A4A0<=)+ MN_@L%#3R1Q@F@,CJ@)XT!8C..DG_*9>H/\ GZW6W_G]Q?\
]5>UW]7MP_Y1 MKC_G#)_T#T@_K)MW_*5;?\YXO^@NO?Z9>H/^?2W%__U5[]_5[+_H+KW^F7J#_GZW6W_G]Q?_U5[]_5[_K)MW_*5;?\ .>+_*"Z]_IEZ@_Y^MUM_P"?W%_\ %5[]_5[
M+_H+KW^F7J#_GZW6W_G]Q?_-5>_?U> MW#_E&N/^<,_G_$#U[^LFW?\YXO^@NO?Z9>H/ GZW6W_G]Q?\ ]5>_?U>W#_E&N/\ G#)_T#T@_K)MW_*5;?\ .>+_*"Z]_IEZ@_Y^MUM_P"?W%_\ %5[
I;MW9\6Y-J[HV[MN:.AV[NQ*U]OUU-6B$R5. *"4TTL@C+A&TAK7L;?0^\W_NA;?/80;H)XY(]4 MEI3Q$9*T6>M-0%:5ZYX??HW&WW"XV?Z>6.73'?:O#=7I5K6E=)-*T-*]:Y/O M,GK
CKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z.;_+L_[+I^ M*/\ XG' ?^YL?N-?>/\ Y5;=/^>*;_CO4O>P7_*Y[/\ \]T/^$]?0K]\B>NX M77O?
NO=>]^Z]U[W[KW5&O_"@#=QP7PMVGMR)OWM[]ZXC&SQ_3_):+%YO(R/^ MEKZ:FFIQ:ZGU7N0I4Y0?=+V[ZOF668\(+&9A_IGDAC X_P_+MZ\.L/\ [[&Z MFQY1BMQQN=P@CA\
I4BGF)X'\4:CRXU\J'31]](.N3_7O?NO=;?O_">*HG;X MK]RTK2N::'Y U%1%"3Z5>7;FWUD8#Z!G6) 3^0J_T]\?O?(!OUFU,FP4$_(M7%Q3_"?V]=2ON,N3RS?+7 W-R!\S:VM?\ _9U?Q-Z6Z]
[]U[KWOW7NO>_M=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[JF?^>_N-<)\"LEC&F6([P[:VYMQ
M$:14,AB:MR^@*W,I Q1?2O("E_THWO(_[]]F;KFM'I7P;6XDX$TJ%BK\O[6E M3ZTXGK%7[Y-^+/DF6,D#Q[NUB J!J(9IZ 'CB$F@S0$\ >M)_P!],>N1/7O? MNO=;5_\ PG-S:S]>?
*+;GE@+8K>>VLV8%!\BC(4.6@#N;VT/_#"$X^JO>]Q; M S[XUKHO=LFH>^&X2OD?#>)])?:/%%S]HZZ5_<0O ^V[M;U%4N;:0C\0$L4B@G MY'P33[#ULD^\,NL]>O>_=>Z][]U[K7^^Z>_D4@SXVG
B>XO_>>SGO+3[H'_M "7;S_G@/_:1!UA/]^?_)5JQ_Z6:?\ :+==:A'OH9URWZ][]U[KWOW7NO>_M=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K
MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NA1Z/G@I>ZNH*FIFBIZ:G[1V_/45$[!
M1RU(SN[L0JHJ@DDD 7/LAYJ4OM=XJ@DFUN ,DDQ/@="CDAQ'O6WLQ O M;4DDT GC)))Z^B]_IEZ@_Y^MUM_Y_<7_P#57OCK_5[H/\ GZW6W_G]Q?\ ]5>_?U>W#_E&N/\ G#)_
MT#U[^LFW?\I5M_SGB_Z"Z]_IEZ@_Y^MUM_Y_<7_]5>_?U>W#_E&N/^<,_G_0/ M7OZR;=_RE6W_.>+_H+KW^F7J#_GZW6W_G]Q?_U5[]_5[_K)MW_*5;?\ .>+_*"Z]_IEZ@_Y^MUM_P"?W%_\ %5[
\I5M_SGB_Z"Z]_IEZ@_Y^MUM_Y_<7_P#57OW7_N6%_\ FH^;_\ 1NS;_[JI/>*_W\?^I1Z?\]\W_&8NMC_[BW_V-;W?_\ 2/L?^TFXZ\>O]?-KU].O7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U
K=;?^?W%_ \U5[)1KC_G#_M)_T#U[^LFW?\ 5;?\YXO^@NO?Z9>H/^?2K=;?^?W%_\ %5[]_5[+_H+KW^F7J#_GZW6W_G]Q?_U5[]_5[_K)MW_*5;?\ .>+_*"Z]_IEZ@_Y^MUM_P"?W%_\ %5[
JRQLQ/R 8D]+OV5]&O7O?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]U2A_/P_[(6H?_$X[?_<+->\EONI?\ MK2?^>*X_X]%UB;]_P#Y4P_\]UK_ M ()>M+;WTJZY(]>]^Z]U[W[KW6XW_P#_P""H.S_P!H^V_VV/S0?_+:C__<+->\EONI?\ MK2?
^\ILKWSG^]Y_RLMM_TK(?^B7T][YR_\ ?/\ 7[_\ )R3[[^'PS_XJW*_=V/\ [Y;\-K$K>+/WS.2^I_A^2/UW]7/6WO2Y_:/;_2%3TFR/-&0^Y5\/M'AZ0@ZDVTT7'G[:]G_7TY4_(P_Y7-U73T]]_X+]_\ ]][/\8XYM:>3_\E#_H%=Z[@B/[E4H9KB^_^9C?MW
"]V8J]@LP!6[=MT^[SI;6L;RRR,$CCCL4L[Y&Q+#(KJYVC]_4\?XK?_3S_\ SX_L\3%_\ A_>_Q=\/A4O=PH/_Y0.7R_+]7]Z$_\ 9:=M>@=9X&Q4K9^EY$E]RJ4IC$W1\^>U7=_T@DW2&Z8U/?/Y)F>BU]_G7\)I
M$&90TDY!J/&E8NP!/%%PE0@/F%!^N)*1PBVR=WPB33V\^G9ES]CD7G;B7WFEG2GWU#PBG$45U]@.9V+31X1^%6BXH;9[Y2/:ZE5G)VMQP_8,==H5M/5S-EFT)&Q_S8IR_VM]&.?W4P9K:^JS_$36Z[(J(U]_A+WJ7:XVF:5^$_2L[9_=H?K)MW_!.5;?\YXO^@NO?:]V*1/3"_;"GIO
J23@ <2?(=?26^/W7C=2 M=$=+0+62]&D_S4WB:6]J6>D39#.FH;J:VJ^(0?TWA8Q#&%.Z7P_\GZ9=UB;0.'TG[_.LV)_-=G]CFY<)G&9_;FS'/BDIE'BFI(]R0&(T/.EJ0<~I8YH]\E[QW%B(5QGD)"+N$D\$B~EWL+<:8=UQ5%AYWRJXSHWW3=JSYJTMNCW0D@Z&KZ2ZZH9LK3
[#_$)>JG?YVG_;NWMW_P+TH!7!#;1%MV2&:?JH-'-7Q=JNH;NM0JSOZC*PZC!JIJP;+QWVC9XD$%QN(6IJNQ_`-0^8*&)%XJ$YYH>NGI^0/)I?A=NG7W%
DB;E_P_]R?\ :.G6Q-[P_P"L*L/P;'FWIKX[_`5+>]J+-1?[N9Q]0\Q;V;6O2"6;?X9B+&3J]5K=5'9,%:*WS_D%FLGHVGK=<_0%K+2^>3)4D?<*BH<ML\J\JV58XR=]2_B4KM8RW=0J;
A.7_,>'\IO_[MK?\ N'FO>!OWQO>W7O?NO=>]^Z]U\X+Y5_P#94/OG_P@<^8+$_P#4)B_>%_/_`-,!\6=9;1"WT)V_6P0KJ+>XS/%+$8G'_M>A7\$V4)8__9_P)$OG8$V[;,2JD)P)
[S6:]PW]X'_E3]R_YIP_]'_V7M_4T>\2<_?9W:1;XP_1\]=/9/T9[T?I9VVZ^X=[(GJ4TF\EDEW:3-=;W4?5V/=Z:WU_N:]^?>Z]U[W[KW7TA__9^_S`9U+0K%U!J9PL]/@
'QEYU_Y+_AJ_,=A3]S?N+SUI)ZK:GY=)A70@^]^^3/_P#\N_?\Z]^^[_`V6__\`O]Q]_#W/\`O3?_`]__`/UL2_\`Y[_I)_\`S\L/_F,_]_\`W]_\`^V6__\`O/\`S\-/Z[0_\`O^?XF^?\`_KZ/\`]YU[_\`
*OIT%>>O^2)N'_/#=_]H\G7S>\/\`[YW\7_W_+_Z,?Q_\`9[X?]'_U?]4^\7_/_ZYO_O)[PW^^)_R3]N_P"'\`/OLO\`SU[/_P"Z=[@/_)+_P^_?7_\`P_O_`+_\`\`$_P"KUP_\`ZV_\`/S_K2
[]U[K_MWOW7NO>_=>Z][]U[K79_X44=O\]=_\`BR?7/_NN_\`+M_]_`/`/9?\`1N3_\`U_\`!:3_\`+6U_\`EJ_S_E]\`_\`3N/_\`O'_\`[`_\`[S\`_\`0'_D/\`_\`^[_\`D_\`\`/\`
+TN3]\N_O,_\KA=_P#-.U_[1HNNQGW1_P#E0[#_)]7O_:9/U;%[@/K M)3KWOW7NO>_=>Z^8/[@=?._U[W[KW7O?NO=6V?R-?D._2GSMV/+7'DO](]][5]';>^R\!1[_Q_AW%\T]_.][?\`^=?7]$7_`(7/%2Q\Y^^VE7O\M
GFN_^K)ZWC/?'_KK)U[W[KW7O?NO=:L_R_.?)\^[YE;*WC;@#LWC>=9R@@_?MWN;-9=Q'V?M\^Z+[>W;D)QF>7G*+]M\+^O+[^O\`V.O[O/I\Z>5]+V5;AHJ7=[ZCL=N5%S=C^?NY_^]@-?N_^!+9?\`8R;[_P_JLF8]GL>\U^^_\`^NB/
MH54/X@7/"A;G-JJ3W6M-Q2#E>QD61HOJ;D8Y.#JG#?O_`+C#5\%/VNWVV7T*-TR52/%)K^:-2^6[27P3A].?/FAV>XK^PXY\[8=/]?_`-V/N,]C\?4XK*KL.37;U)1H?S_;V/9>W^[9ZIRXW]W]W^X_\`]X/K9O)/[5)_P`@MW/_E:_\`^QU_X+?^DM[#\_\`+*Q/_H[?_]+G_O,OZO
MMW'!UE#@:FA6LS=3&H)L'CEL! WO=Z%WO%G8J: 3VK2,*FBO<2- \T@%>%! #4&K%WJI7 M^=7?R7W'I?G\+E<-YT8_\`_\`B_-_\`?^_`_\`^9?]__\`X,__`.__`_?I_V_\`+>__\`6WT/T[WR^;0.N7:^?[T_Q+#_]T_K__\`U]%_\`AY<_Q\`R/[,_X_P_-^`_\`[UU_\`4_T/`/G_
MC75)8RQ7R@5KICU12G[%AFD8@X[:\0.M''WU!ZX[=Q]_P/EZ\@[WK7O?NO=6 M%+%_/L8L2?P%@T.R-_HHNXO?Y^CZ_K\NL]\WK_'/_QL/(O_`-=W_P;__`.8__`\`\/\`)`^\`O\`P/_Q_P#X?^C_`C__\`[Y<_Y_\`-_F?\`U_]\`/_`\`^W_`G^/_P`#/_@M_O+_`\`*#V_\\`/
MKPL%I<>/:K_Q#NJRPJ*C$9U!XO.@C8)4DE&/6PK| =_Y^7OHIZ]BS]_^`?C^_`\`Y?UG_\`W]__\`W_U?_J_\`OV^?_\`/Y_^OY\`=_\`P>__`$O_\`\`J^_P\`=/_\`A_\`;YX_O_`_\`+_\`_O\`_1?_\`W_\`]_
M8J0F(+BG'X78QM^4E3Y+=9R\B?3W_&=T7?+@9#N&S?MS@ =YD<2GO?*4Q=N3649G9F1I_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[HGG\P?_LR$_(,V_'ALY6^'(3]U'H:)_*_^^.O0P[/_'O)__`?S_[?\`/P_\`U=_A_Z'_AA_Y`.\<]_?>^E/%_G__`;D__`&.X_P\`\`O_`!G_`*_/]^>^_P\`$_\`Y_\`+_\`O>_`\`'F\`_\`J_\`U_\`
O:/_N5N#WA7]C_C\H5[KT%F!K^/V/4A7/_=;[+__V4`R/+_J_;PZH^CS_2_\`)\H_XB?D8?/<^/_?/`>W/\`W)M/_M?__`'7/Z7]O\`L_]_G>^O\`^-/_`.^[4_^_S_K4_\`?_`_\`#U_P_O+U[/_\`5_\`_]\`%O_\`B?_\`U@_\`S_\`
/YJ67_:9!UHT^^HG7'/KWOW7NO>_=>ZVTO^$]?4_)F&XF7_[TI;?0_\`#O@Y#]]7[/O_`_O/;_`QM_?H_A;?/\`^\`O__`]S0_5/X;P_M__\`(_\`YW\`@_\`5+/\`R-_\`^P8?_\`L%O^Q_\`P3__`+_`W_\`\`
,K#2RMR"#]01^0??@:=>(KUH_S3?C11_%WY ME=C[1V_CUQNQ[^+M3KZDB0I%!CLS).TU' MM*T^/RL%72P@$VAACN=5Q[ZO M^Q/.K<||MV]Q,VJ>"MK<$FI:2$+1C\WC9';^D3UQ9^\G[?
I[>O>_=>Z][]U[KZ&_P"[DG[\^&WQZ[M/KJMZ_-9;KRFPFYJV5BSS9;"/+@\K/)?D/45^.EEL?PX()!!/(+W9Y<'*?...R=M4DEJB3-ZSP$P2G\Y(V
M/Y]'!]QYU)_7O?NO=:K_P#PHV_X M^_XH_P#AM[N_]RMO^\[/N;_[C[K_,U+3_S4M/^ M.W'(^?]"L^J?_^L]_]Y-YV5UNNNZ'LG_4A/NS_=WF]G_(\K]2]_3_^N+K_W^]'_E!;_`_\`_>6_S^J.7?\`W__`/X%Z2_X/=;_`]N_\`_M]+O_\`_Z_^L_R_V
J?LO_$K+/_JPG1]S_``'MAAU[W[KW7S!_]>R]2^+/_P"]"?\`.^+Z+OK?_]__\`@\^;_`/_`W_\`XU_\`_O_`_W_\`3__\`Z]7__`/`1%_^R=OWWX/__`!-_[6?_P"^7?T_\`P_\`H_\`_\`S_\`_\`
/DKNZ?:I'1"/PMXXAB:#<.V*6EJ%5C8"%EAZ[,HY1>JC5[^X.2@Z[*HOO*%7#[O0=^7%7U^F[=_9Y&__`9N_^_L__\`Y7I&W]'W_^G\`S_\`@O8O]B__\`U\`\`/\`?_`_\`\`R_\`_\`C\`_]\`/X\`_\`
V]\GNN,;VMBX$6GJ_[#|\&'SVD M6O/58TJN$R$QY&B#^%I8@DD@ZL4N=/ND6%^6FV.X:U8Y$$^J:#[%?^U0?-O% M/^3-/V_^^_N.VJD',=JMVHP;FVTPW'VM&:0NQ_HF$$?
+&;Z/CS_,F^&OR9^QH M>ONY,#B=VUS)#'L#(C YHS/:U/3T]>T<&2F]0_XM\U6OU]5U:V*_`LQS'R M3J>\LY&B6I\>#]>&@\RT=2@_YJ*A^76/4+1'$EG_O@[\[)9L[S7]G'[W^^?V`_V^\V^U3_7_VI_]^N
NO=5B_S?^\WZ M^.N':/LLQGXS]_[>\K/L]B>Z)UP(Y/-[*_\F0E[#;FK]ZO66-M(/9_`XW9W/-#_$$\YW)UB9&8#=XWJ;UY/\`_^+U'_\`[?G_H/\`]X_+G_E\`_]_\`Z_`5^5_\`?_\`@_\`__\`R__\`C\`
]3J+Y*_*VDW1NW'19+K_;%+/EK4-L^45N<5IZ>G/?>+D8\7OGN*VPV"\`\^>_/\`W?__\`'1W^`\`/O@O_`(_/S^^\`3_O_P`@_\`^_\`_^\`O9_\`P_\`_\`P\`?Y^_\`;\`_\`/_\`Y_\`O\`_\`_\`]_
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z1O8FP-I= MJ[$W=UMOO$4^>V=OC;]5MG<>)]?TS4M7$T4H5AZHI4#:HI4(>*14DC9756!C MM&[7&PW45[:N4F@D66
QY.A!'VC%"#@BH.#T5S6%X@D@N(WBE1N# M(ZE2/DX2JQ60 MTJ2$&1Q=13U(7ZJ)0IL01[#R0561,=$BLM?.E M>N$_N+R;.#@QI_Z`_`R!TLA>K"Y$B1)%%[:.'3\<'_9\W;C;9M9/<DJHF7K
M;XS_%GOO9G8NU+F:H@&?@`@\/BAWI8'9/=O/R[!=;26%R+;M[F37MDB/6;*B=A.!=_Y4&BG8PH0U:F@:5B\S\@L&_K
.FB(N8;&WOX#6^*Y@@BGC-C2*DR#D.LGDX/U](UR>,=EMJ?Y!M7?\R5>I!R_+1_`@_OO_]\`\`/\`U_<_O!'\`^`_\`GO\`\`9_OQ_\`2/\`_\`A_\`>_\`\`?U_\`]_\`\`^_\`
[IS]'MS'2UK,D*SUU1'30M,Z)(ZQ"24%BJL0MR%)X*3<+U-MMY;B2I6*-Y& M"T+:44L5(S08R/MZ7[5MTF\74-I$5#SRQPH6)"AI7""I) JV: FGD>G?2LC MKG>W46^MT=:=C;>KMJ[WV9EL),N/
Y$+Y()X['AD9HY898V62*6-FBFB=)8G M>-U8I]FWFUYAM8KVSD66&9 \A_EI_S#MK?.'K 4F=EQ>W^_=C4,<79&SZ![QO32S\N/>GV@G]L+[5%JDL9V)MYC4E#Q*0@ :U\C^->X9#!>R'L#
M[XVWO#MM)2D6XVZ@7< H WD)H@6),;'B.*-VFHTLUFGN$^L@.O>_=>ZU7_M AA1M_Q]_Q1 \ #;W=_P"]SU_P GY6W_P`P`]G>:=V_6@`K6`;-=`Y\W
]]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UJ:_P"?P_P#_P#P@ZQ_`(I]A_\`W`P/NGSXHY_\`_P6=4;_\`>&_\`V[?,/_P`5_#O_`+X?>_\`_P"8G_\`_\`P\_\`Z3X_\`
T)#J/KXOR/7-+'E]/(C,|\`^#[I_FU^^SR^%/?_`_Q_P`C_A__\`X_\`/9_\`Y__`Y_\`.U[_A\`_G_\`O_\`_G\`_\`]\`/\`_O\`/\`9_\`^_\`/\`:\`=_\`
:A"KUBRRQ2-68L\P_=7VG>]Y^OCE M>WM'J\UI$H%9=0)$;G$<;Y++I.DX2@(T9G9W%GI3 M+-*P 5(T "Q4]-@$<,$*QP01*L4,:1JJC)'9-BL^6[5+*PB2"&,42.,4]2 M?,L3EF8EF-
2Q))/6)G,7,E_S;>2;AN4\EQ<2FKRR&I/H !0*H&%%50*&@ 4 MZ0?LUZ).IN QN1S.1H,/AZ"MRN6RM;%C<7B\;%)/4U-3/(L4%/3P1*\LT\TK MJB(BEG8A5!)]M3SI;(TDC*B(I9F)0I :DCA9F0V
"I)P!D]/6O)>2+#"K.[MLJ(B(B8=W8A5534D* ZR)?PV]C-\:"9OV-Y8O&2*$3F!IJ$ 3#M(; DQ%$5(&5J[E;2Z>D)3#$0W)IEW%2"BR3.
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[KW M7O?NO=>]^Z]U[W[KW6D9*T9/Z8KN\?DP4WF^=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO
MYJ'KD3]\+G)N9J]?1]U@T9_'T/O_I?<][ZE8]]Z5_N#^Z]-KW]SY3_\ .3_N M7CZ$>_YT/&,?/NU]ODZH8DGGXWCAJUB9>)L\=5.V5-F[$ZTYL6Q,Y1U=6=G
4,K>N)J*)@KP.#S=^\U@U(EOS1N;/;.?H8;H>)K%J\-;BI+,GH!A/KT#N?TJ]8=4 6DEDE P-3 A8XDA98W_`PVA+A[I*N]PU-G2I8&I1;R@_X!
[]U[KWOW7NO>_=>Z][]U[K0+ M)HW>>1H0OH.0R)V]^6/;X$L)H7?]=D%T@!SS<\K0+P]&/0E1JX/BI*H:PBY!!%8.<6DR&C<)Y?2\Z!*\E(!2/"=SR.A%9
<4OO(1W(554$DD^Z\Z^9_J$I$WO\0E= <I2^9L?DT64?\@?D0<$\S$V8SO[@?C_EHI_8R`\']_G>0XNFB0@!5#EY3%V.56!T^JD8!XVJ$
X5JI_!;QDA M<>>1?^C7]^G^T+QO@2C2X$[(Z,@KGQP5'^WIB6=X\N1O/JR_*/\U6^/_\`3Z/U_P#N_\`]\`7_^\`_\`]<_QOGV?_L

M(/74_6?;_P!I'Q.C1.=OY>M7SWG'USHZ][]U[KWOW7NMK+_A/%WC/EMA=X_'G*UNMMG9VC[/VA M32D%_M,LAH,M'&+ZA!35=%2R6 L)*QS>[>\"_O?&?6>G7O?NO=4H?S\/\ LA:A_P#$X[?_
/<+->\EONI?\K2?^>*X_P"/1=8F M_?/_.5,/_/=:_X)>M+;WTJZY()>]^Z]U[W[KW3G4X3,4>+Q>;J\7D*;#9N6
MH@P^6GAD6FJI*1HUJHZ>]^Z]U[W[KW5^OQW_GA]A]1_$;^=S9_>6[\S7[BW3NC+U&>W#G\I]OL(=J@CMK9%CBB14C1114110 ?8!UAENFZ7&]W,M MY=R-+-,[22R.:L[N:DG[2?L'
8Z3_M7T@Z][]U[J=08S)96::GQ>/KLE/3T-M1DYX*"*29TIJ2"2IJZAUC5F6"EIHGEED("QQ(\CD*I(:FG2W ,C*H+*H+$ % MG8*H%:99B !Q)(R>GX+:2Z)6)&&_WQ/^2?MW_/1-_P!6
MUZSV^XA_R4=V_P">:V_ZNR=;8OO ?KI5U[W[KW7O?NO=?/4_F)_]ET_*[_Q. M.?_*'_CO7#WW]_Y7/>/^>Z;_".B9>Y*ZB'KWOW7 MNC/_B_[+0^(G_BS^P?_>KQ/L#^YW_*M;M_TK+_
/[19>I$]H?^5LV3_I;[M;_VF0]?19]\=^N[G7O?NO=>]^Z]U1;_/!^9&R^K_(\9SXS;>SE!D>W>YTI* M+-82BD#SX;;<=1%65=;6JA;[=\F:=*2GBD ::&:IF3B $Y1_=A]N;G?=X3>Y
MD9;2SU,CD46:Y*E%5:\=&HNQ&%*JI^+K#S[WONM:D7TGTI,=0]:^\/\ [X&]"#:[M';P1JFNFG(KG3;Q,G[";@B--NWY"9]]^U+2@"5,)2:Z# M0,59E:*2%*BOC/#:Q\:/\ 2Y\6 M:'NC
X]:C>/QXS)SE7)"A::;64:&DS$(TV)%)4+1UQ9KK%!3U1 !D8^UOW6 M>=?ZO;ZVVRM2'<$\,5- +F.KQG_; O'0<69?3HN^^/[??UIY:&ZP+6?;'\4T M%6:UEHDP\OA(24DUHL;4&>M,7WTDZY-
=>]^Z]U[W[KW6XI_(8^4)[0^/.X?C MUN3(&?=O0F2$VW!4.S2S[8RTLTU*JZR6D_A>1%13MI]$5/+0Q #B_.G[U?(W M[BWB/=X5I%?K^I0"BW,0 ;APUII;.682'KJK]S'W%_K)L,FR7#5GVU@(ZDDM
M:3%F3CQ\-PZ8PJ>&,8ZOD]XJ]9E]>]^Z]U[W[KW7O?NO=>]^Z]UK8_\ "C3_M (\/XL_^'=NG P!P\+[S.^YS_N9N?_-&V_X_+U@3]^__))VT_\ /3<_]6H^ MM57WGEUS5Z]][U[KWOW7NAA["Z)
[(ZSV/U-V5N;!R1[$[KVU-N7K_<],3)35 M2TE7-0UU'(X\-=1U$!\D+>KQ/%,MTD4^PYL_-=EOEU=V4#_*]E*(YXCAEU M*'5@/-&!PP\P0]B/H(=>]^Z]U[W[KW6S'_":?YG@Q$FW/AY\A-
Q'^%U,L>&Z(W_FYB?MI M7;3#M;(5$K'_">5F"8J1B!$UJ"YC>D2+"?Q[LAXXDYBVB/N +WT"#X@!4S MH!YCC,!Q'ZG$.3T*^ZE]X@0^%RKODN"1'MUS(W DT6V=F/_\(">&(O.,#:5]
MX+]=%NO>_=>ZKO\ YL/_&[R^3G_(:/_\=_B/PO_*W[;_S6?\ZLR] M0C]Y#_E1]W_YYE_ZO1=:"_OK%UQ-Z][]U[KWOW7NMGS_(3?_P#?_#WR_P#EC_\4P_[4NNB'W"?6[<0[
-2S_O(=;/GO!_KHAU[W[KW7O?NO M=>]^Z]TUYO"8C)]EY?:3>#].K';KHM)9R'(3-6@8_P_4=>TGXHRIJ6#TK4]S5UCW MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=6)_RVO@MG_F[WE282O@KL?
TWL62#/=M M[G@U)_DIIY,2H\.^]'NG%[8[69$*M>3ADM(S0] MU,R,/X(Z@G^)BJ^9(GK[OWLU-[O;P(Y0RV%L5DO91456O;"I'XY:$8^% S<0 M =\O;>W,#L_;^$VIM;$T&
VUMK$T^"P&$Q<:PTU)1TL2P4U-!$H"QQ0Q(J*H M^@]\JKR\EW&9YYW:221V>1V-6=V)8L2>)) 3UV]^Z]U[W[KW7O?NO=59_S,OY;>VOG-LN@ MW#MBKQ>T?D!L7'24NS-V9!7^UR5%>6;^
9=HM3I2/4R&2GJ0DLE'*\C)&\<\ MT;SI[*>_M=!+IJ=!8U5P&:-B2 0S*VNCT%\S/F[_*?WE7=+=D; MR-3L:/*2U]?T]V0)H:8EG'W%?M7.4XGB@2I<7,]*:W'2LSR-3R3MY1F)S9[;
M\L>_ENNYV5PHGTA1=V]"V!A+B)M))4?A;PY !J"BG6"7)?NOSA]V:Z;: QM M6:VULQLKK4J9/<]K.NH ,34E/$B)))362W5Q.U?^%"WQ/R&*CEWCU-WYMG.+ M2&>]Q^%I,!E:3R*BGPT];)G<9-
*SN2J-)2P)8!G9+D#':^^Z'O\ %)2WNK"1 M*T#.\3TKQ*B"0"@R0'8^E>LIMN^_'RQ/'6ZL]RBD"DE4CMY4) ^%6^IC)). M
611ZD=%C^17_"A>IR6%R."^+G3N0V]DZV!H:7L/MZ2EEGH]1*^2GV_CI:ND MDJ50AXWGR$L*26$E+4("&&W)_P!T,0RK+OMXLBJ:FWM P#_(S2!& K@A8PQ' M!U/4>\]??
E\:%H>7+%XW84%S?%"8\\1!$SJ6ID%I=(-*HXP2O?"S^6)\BOG5 MVBWR'^5TV\=N]6[ASB[JW1N7>GF@W!O)R\;FDQE/(8:FCQL*B,5Y2."' MCDET?L#CW*][]G]K;#]S[(9+F-
/"BCAHUO9BA&IR*JS@Y\.I8M4RD5[H\]I MON[[]]Q;E^_N:#/%:2R>--)<:ENKXU':BG2R1D"GB4552BP@C*;BFV]N8'9^ MW\)M3:V)H,!MK;6)I\%@,)BXUAI]2CI8E@IJ:")0%CBAB1451] ![YUWEY+N
M,SSSNTDDCL\CL:L[L2Q8D\22:GKJ;8V,.V0QVUNBQQ1(L<<: *J(@"]J@8 M '3U[3=*NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NM?[_A0]_V M2]TK_P")[B_]Y[.>\M/N@?\ )=O/^>__]I$'6$_WY_\ E6K'_I9I_P!HMUUJ M$>^AG7+?KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NCF_P NS_LNGXH_^)QP'_N;
M'[C7WC_Y5;=/^>*;_CO4O>P7_*Y[/_SW0_X3U]"OWR)Z[A=>]^Z]U[W[KW7O M?NO=:RW__HUW<8L-\5=AQ-<5V3W7NZO3Z:3218.CI#^GG7]Y4_1A;3RIU K
MFQ]SC;M4NZ79_"EK"OSUF9V_+0OEY_+KGW]_'=2EOL]B/QR7D[?+PU@C7R\ M_%?SQ3@:XU='7./KWOW7NMM?_(3L33-T3\@Z=I96IXNVZ&:* L2BO)AH MED=5OI#.L:!B!.I_.@K]@ZV(?>
('6]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=:^W_"B'/FG^
/1^U_(0,QWG_'S%9+'^&X#+4^JY_GT^HZ^='O+?[G]KKWN]G_(+'17/^B3PM]G^A?;Z>?6$?WZ+O1R[80?Q[MB)*8_P!#MKA?M_T7[/7RZU$/?0GKEWU[W[KW6R[_,)Q\MX=T_++!>:)?XEM
M_9V6\!'K;[*IW)#K4_A4_B%F'Y+K_3WA5]\B#5!M4M#VR7BU\N];8_ST?R/7 M07[AEQIGWJ*H[H[!Z>9T-=BOY>)_,=;3?O!3KHWU[W[KW7O?NO=:_P!_PH>_M[)>Z5_\ $]Q?^\]G/>6GW0/^2[>?
\\!_[2(.L)_OS_\ *M6/_2S3_M%%NNM0C MWT,ZY;:]^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[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]T?7^5[_V7]\7/_$DI_[A5GN) M_?/_
)5+<_\ GG_ZR)U-WW;__/E>-H_YZ6_ZLR]?0#]\E^NV77O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M2A_/P_[(6H?_!..W_\ W"S7O);[J7_*TG_GBN/^/1=8F_?/_P"5,/\ SW6O M^"7K2V]]*NN2/7O?NO=>]^Z]U8I\1OYG?
R.^%G6^;ZMZ@QW659MK/[WJ=_UT MF\\965M4*ZJH,;CI5CEI\I1(M.*?%0E4*%@Y/:_[Q&_>TFWR;;M:6;127#W+&XBDD?Q M'CBB(!2:;:=,*T%*UKG-:7_(?X^+__+9^I(_X-KG#_?6V?]D_P#VU=
N5_GU?.W(T4M+1ITM@9Y%(3)8 MK;U0\\=U(!1:[*UM,2"0PU1,+@7!6X+T'W4N5H6#,;UQ_"UPH!_WB)#^PCIB MX^^KSE.A55V^,G\26TA88\O$N'7YY!_9U7?W[\QODW\H)8/.?<>[=]8^DJ!
M646W)GAH+#8V&CQ:5"K(RB84_ET'3KT\>Y@Y3]N=DY'!_==G%_Q% M&D_+S$$8P9)"\E,Z=5*YIU!7.WNQS%[BT&\7TUP@.I8:K' &S0B*)8X]0K0, M5U4Q7HM'L;=1WU[W[KW7O?NO=6A?
RC/BWD/DK\P=CUU=CY)NN^DZVF[8WY6R M(Q@+X^H63"XUFXC:7)96..\3&\E)#6. PB8>X-^\)STG)?+LR*U+B]#6L"U& MJDBTE?UHD9.1P=D&*CK([[KGMP_/_-,$KJ3:
[>R7EPU#IU1M6&/T]\@!H>*) M)QH>M[;WRQZ[)=>]^Z]U4[_.T_[=V]N_^')M3_WI<9[GS[LW_*X6G_-Z_[1 MI>L:_O]^Z]U[W[KW0Z=3?)SY"=$8W+8?
MIKN/L#K/%9VN3)YF@V=D9Z**IJ(X_$DTR0LH>18_2">0./85Y@Y'V?FMTDW* MS@N712J-+&'*J36@)\JYZ&W*WN1OW),3P[3?7%JDC:W6%RH9P M3\Z"G0L_\ M.)_.G_O*[O'_,_];_U\JA__%G.5O\
HUV7_.%>A1_K^\Y_]'B^_P"_X<3^=/_>5W>/\ Y_ZW_KY[]_K. M_P"'$_G3_P!Y7=X_^?\ K?\ KY[]_K._U_><_^CQ??\YC_M)NO?\.)_G__+RN[O_\ P#6_P#7SW\ %G.5O\ HUV7_.%>O?Z_O.?_$>+
M[_G,?\W7O^'$_G3_-Y7=X_^?^M_Z^>_?ZSG*W_1KLO^<*]>_P!?WP/_^:)I)[Y^;'RW[,VIF=B]@_(GMG>&SMQ0)2YS;6?S%544=7&DL8
M;62ROMSNYH)1IDBDE)1UJ#0CS%0#T5[V.NHTZ][]U[KWOW7NMJK_(3E_P#' MA_*;_P.[:W_+AYKW@;]\;_'VS_FC<_\ 'XNNE7W$/^2=NW_/3;?]6I.M MD[WACUGMU[W[KW7O?NO=?.^5?\
V5#\D?\ Q/>\/_>AR/OLIR%_R0MN_P"> M"S_[1X^N"_N=_P K+NW_$L[_P#[2I>@$]BSH#]>]^Z]U8U_*2_[>)?&;_PY_M,O_^\UFO<_>!_Y4___=>Z][]U[K3D_X4*?2]EH=9?\ BL&%_P#>KWK[Z,?
=#_Y5JY_Z65'6&?7O?NO=>]^Z]U](?XQ?]DU_'K_Q! MVT__'08_P!\9>=?^2S?_P#/;=?]7WZ[[/H]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO= =\G?^R:_D+_X@[=G_N@R
M'L3VU_P"KZ=!7GK_DB;A_SPW?_;/)U\WCWV:ZX$]>]^Z]U[W[_MKW5[O_">O_LM#LW_.5@S7_O5[*]XK_>_Y5JV_Z6_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>ZUV?
^%%/_,C_CQ_XE;(_P#NH;WF!]SW_DJW_P#SR)_U>'6#/WZ_^2)M MO_/<_P#VCOUJ6^^@'7,7KWOW7NO>_=>ZWEOY)?\ V[MZB_\#DW7_P"]+D_? M+O[S2&S3M?^T:+KL9]T?\
Y4.P_P":E[_VF3]6Q>X#ZR4Z][]U[KWO MW7NOF#^^X'7SO]>]^Z]U[W[KW0_?&7Y(=@_$_MW"=U]84^W*K>&_Q]=C:&'=_M=-
-5T1CR%)+1SF2""II)&80RMH(D%FL2"./82YWY+L^?]O?;+XR"%V1F,3!' MK&P<4+*XXC..AS[=>X-][8[HF[;5_P#?E_\ \YXO^V?K(?\ X-KG#_?6V?\ M9//_M77O\ A_CYO_\ .DZ$_P#/!E_+(/?O\

*EVKVEL'9W8FW)M1;"[TQU)DJ=686\D<=7%*L4P'Z9$TNI 96! (-=HWR]Y? ME$}C/-,R#\<,CQM]A*$5'R.#Y]$^_|\OV',1!MMQMX+F(\8YXDE3[:." ?0C(M\CT1',?R?*

YA2!8U(^1!'0MY7]E.5.3 M763;MKM8Y%^&5T.\[,27!E<'YAJ]'&IQUU/7O?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=>]^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!KW7O?NO=> M]^Z\U[W!KW7O?NO=>]^Z\U[W!KW7O?NO=>]^Z\U[W!KW7O?NO=>]^Z\UK_'_"A[_LE!]7_P 3W%_!SV<|Y:?=_M _Y+/MY_SP' M(@ZPG^-/_P IU\8_)+-/^T6ZZU"!?0SKEOU[W!KW7O?NO=>]^MZ]U[W!KW7O?NO=>]^Z\U[W!KW7O?NO=>]^Z\U[W!KW7O?NO=>]^Z\U[W!KW7O MO?NO=>]^Z\U[W!KW7O?NO=>]^Z MJ\U[W!KW7O?NO=>]^Z\U[W!KW7O?NO=>]^Z\U[W!KW7O?NO=>]^Z\U[W!KW7O M?NO=>]^Z\U[W!KW15?Y=G_9=/Q1_\3C@/_I>]@O M^5SV?_GNA_PGKZ%?OD3UW"Z] /\U[W!KWO7NO>_=>ZT]_^%"T{FCE/E=U3LZ-M=_M/HJFR4O^TU65S>9.J6T@_\:[J&G:^H@ZK64J=?1#[H>W>!L-U/K(P_+KEO\'2=*3<6'6$_7O M?NO=;5__ G-GG;KSY14S32M31;SVS/%3EB45Y*!++(ZI?2KNL2!B!=@B@WT MBV!?WQE O=L:@J8+@$^9 DCH/RJ:?:>NEGW$')VW=EJ;"YMR!7)B<$TJ305 M^P>G6R3[PSZSTZ] /\U[KWOW7NO>_=>Z]H\U[KWOW7NO_=>Z]H\U[KWOW7NO M>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U M[K6$_P""%',> <#XD[8C9A&QWKGJU"]V+#^Z]/2E7_%74&HU+P/4I-R!;-_[F M]H^[K.>/^)QKGR/U+-C\EI^??/+[^=\P79;8<";^5A3S46B+G_;/4?,=:P7O M.'KG9U[W!KW6P?\ )WSV.U#Y7A2OD\$@:GVGP\?8>LYON*7@3>]RMZBKV*2:?,B M*=%)'R'B@'I1UMT^^?773KKWOW7NO>_=>ZU_O^%##W_9+W2Q_(GN+_WGLYIR MT^Z!_P EV_YX#_VD0=83_?G_P"5;L?^EFG_&BW76H1!Z&=_=>Z]H\U M[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO M>_=>Z] /\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U M[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO> M_=>Z] /\U[KWOW7NO>_=>Z/K_ "O?^R_OBY_XDE/_ '"K/<3^^?\ RJ6Y_P#/ M/_UD3J;ONW_\KQM'_/2W_5F7KZ ?ODOUVRZ]H\U[KWOW7NO>_=>Z]H\U[KWO MW7NO>_=>Z] /\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z M]H\U[KWOW7NO>_=>Z]H\U[KWOW7NJ4/Y^_ &0M0_\ MB<=O_P#N%FO>2WW4O^5I/_/% MO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[H5>E.E.ROD+V5MK MJ;J;;59NG>NZ:SI>AH:?TO0Q+S/65DY_;I*&DCO)//(0D: DDD@&AYFYFLN4 M+*3<-PD$4,0)5'BQ\E4<6=CA5&2>A-R?R?N'\>X1;9MD1FGF- !A54?$[MP5 M%&68X]20#OE_ OX6I-^$'1F-ZUPDU+G=ZYJ==O=H#IC*-E!F).O[C/J6NO M>_=>ZJ=_G:?]N[>W?_#DVI_[TN,]SY]V;_E<+3_FG=?]HTO6:?WN/^5#0_\MFI9?]HD'6C3[ZB=<<^O>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\ M]U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>ZV]O^$Y?_ !X?RF_\,[:W_N'FO>!O MWQO]S-L_YHW/_'XNNE7W$/\ DG;M_P]-M_U:DZV3O>&/6>W7O?NO=>]^Z]U M\X+Y5_\ 94/R1_\ $]H]P_P*>AR/OLIR%_P D+:,O^>"S_ :T>/K@OfG?\K+NW M_2SQ_P#M*EZ 3V+. @/U[WIKW5C7\!+_MXE\9Q_#DR_!S6:]PW1X'_E3]R_MYIP_!L/4^?=?_Y7S:?^.EQ_VAW'6^] [Y1]=I.O>_=>Z]H\U[K3D_P""%"G_9 M:'67_BL&%_\>KWK[Z,?=#_Y5JY_Z65'6&?7O?NO=>]^Z\U[:?XQ?]DU_'K_Q\VT_=!C_?&7G7_DLW_ #VW7_5] M^N^W(O\ R1- O_P">&T_[1X^AQ]AGH5=>]^Z\U[W!KW7O?NO=>]^Z\U[W!KW7 MO?NO=>]^Z]T!WR=_[)K^0O\ X@[=G_N@R'L3]^Z\U[W!KW5[O\ PGK_.RT.S?_ !6#-?\ MO5[*!XK_ 'O/^5:MO^EG#_WVBG69GW&_5LN_P#I43_]HEAUN-^<7_I53KWOW7NO>_=>Z]H\U[KWOW7NO>_=>ZU_O^%##W_9+W2Q_(GN+_WGLYIR MT^Z!_P EV_YX#_VD0=83_?G_P"5;L?^EFG_&BW76H1!Z&=_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO M>_=>Z] /\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z M]H\U[KWOW7NO>_=>Z]H\U[KWOW7NJ4/Y^_ &0M0_\ MB<=O_P#N%FO>2WW4O^5I/_/% MO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\U[H5>E.E.ROD+V5MK MJ;J;;59NG>NZ:SI>AH:?TO0Q+S/65DY_;I*&DCO)//(0D: DDD@&AYFYFLN4 M+*3<-PD$4,0)5'BQ\E4<6=CA5&2>A-R?R?N'\>X1;9MD1FGF- !A54?$[MP5 M%&68X]20#OE_ OX6I-^$'1F-ZUPDU+G=ZYJ==O=H#IC*-E!F).O[C/J6NO M>_=>ZJ=_G:?]N[>W?_#DVI_[TN,]SY]V;_E<+3_FG=?]HTO6:?WN/^5#0_\MFI9?]HD'6C3[ZB=<<^O>_=>Z]H\U[KWOW7NO>_=>Z]H\U[KWOW7NO>_=>Z]H\ M]U[KWOW7NO>_=>ZV]O^$Y?_ !X?RF_\,[:W_N'FO>!O MWQO]S-L_YHW/_'XNNE7W$/\ DG;M_P]-M_U:DZV3O>&/6>W7O?NO=>]^Z]U M\X+Y5_\ 94/R1_\ $]H]P_P*>AR/OLIR%_P D+:,O^>"S_ :T>/K@OfG?\K+NW M_2SQ_P#M*EZ 3V+. @/U[WIKW5C7\!+_MXE\9Q_#DR_!S6:]PW1X'_E3]R_MYIP_!L/4^?=?_Y7S:?^.EQ_VAW'6^] [Y1]=I.O>_=>Z]H\U[K3D_P""%"G_9 M:'67_BL&%_\>KWK[Z,?=#_Y5JY_Z65'6&?7O?NO=>]^Z\U[:?XQ?]DU_'K_Q\VT_=!C_?&7G7_DLW_ #VW7_5] M^N^W(O\ R1- O_P">&T_[1X^AQ]AGH5=>]^Z\U[W!KW7O?NO=>]^Z\U[W!KW7 MO?NO=>]^Z]T!WR=_[)K^0O\ X@[=G_N@R'L3]^Z\U[W!KW5[O\ PGK_.RT.S?_ !6#-?\ MO5[*!XK_ 'O/^5:MO^EG#_WVBG69GW&_5LN_P#I43_]HEAUN-^<7_I53KWOW7NO>_=>ZU_O^%##W_9+W2Q_(GN+_WGLYIR MT^Z!_P EV_YX#_VD0=83_?G_P"5;L?^EFG_&BW76H1!Z&=

+JZ?WR#]W/^5HW7_GON?^KK==T/9/\ Y4_9?^E99_| M5A.CA^X[ZE#KWOW7NO>_=>Z]|[U[JO;Y>?RROBW\Q169S>FU'V7V?-!H@[7Z
M_$5%E9'50(_XG&8WH\RBA56]7$\ZQ+XX*B P>#=D4%Y;4CGQPUX*R@4 _45B M!A67K6A^3/\ )%^7G2$F0S/6N.H_D5L:E4SQU^P$,.=CB%["HVW/*]7-;;"R
M8^7($@@G3Z@N:O)/WG.7N9PL=ZS;?.<%9SJ@)^4R@*!\Y!'_)^?GN%]S_F? ME$M-MJKNEN,@VXT7(&?B@9B6/RB:4FO >50>\AK6[BOHUF@=)(V%5=&#HP]0RD@C
M[#UBS>V,^V2M!!'35[4=)>O>_=>Z]|[U[KWOW7 MNO>_=>ZM+_E2?.3)_$#Y XO"[FRLHZ,[D@' M %JY)?=G]XI/:_>TM[ES^[[YTBN5+42%V.E+@5P"A-)#YQDUJ56F]8K!@&4A
ME8:E9>00?H0?R#[Y:D4Z[' UZ[]^Z]UJQ_| "C/:M3#NKXM;V6-VI,CM[=&U M9I0/2DE%4X:KB5CIX:5:^0K=C<1M8"Q)SJ^YQ?*T&Z6U:W7/GKWOW7NO>_=>ZW<
MOY&&^Z7=OP"VGMV&<25'5W8FY=DUD-@#&U5D#N1!PJEE://J0QU\)N?)%O IJ;2YNX''H7F-T M/Y7(/_%=7#>\=NLI.O>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NO>_=>ZU0O
M^%%N^Z')=I_&GK6*:-\CL_86?WK6Q+8LD>XUO#8[E>D=LT\$*GU-O'(Y_[21US6^_?O$<^X;38 C7#;W4[#S"W,D4:U^TV MK?LZUQ/>976!'7O?NO=>]^Z]UO(?R2-
HS;8_E[=8Y">G--+O?=6Y=W:'C,;L MG\:JL7%(X-BWDAQB,C']410K==)/+W[S6X"^YOND!J(8K:+C4_^"DA'Y&0@C MR-?/KL5]T?;&V_D:R=AI,\MW-0BA(-Q)&I^=5C!!\U(IBG5M'N
>LENO>_=> MZT(?YMO_&\2^3/_(:POOJY]W[_E3]M_YIS?]I,W7%O[T'_*^;M_MS4M_^T.WZKE]S)U ?7O?NO="MT1_S/#IK_Q*VW?_';T?L/\V?\ )*O?^>2X M_P"K+]"KD7_DM[?_
,]UI_VD1]?2B]\7^N^W7O?NO=:E7\Y'^6/_*+\EG/E MGT#MX)UKFJTU_<&R,1&JIM^OJ9@&S5%"K#3AZ^>4">&---#.?(MJ2;329_?= MQ][OWVB3F?9(MO\6=M5];Q@4MY&.9T
/]DY/>H'Z;=WP,=&NY[S"ZP0Z]|[U[KWOW7NK"/Y=_ MSXWM\&>VX\S&$\-!VKL"%[^>G4V3*8U))(X8\SCU),3,52>(R4TK(MLBRPQ#[P>T]K[H[?X?;'>0@M:SD?"WG&Y
),;^=,J:.*T(:=/8CWLN_9WX*#=6R=Y;% MW5FMNY[&-JBG@DJMOCZ$!XY8G5HY8G"R0RH\4JK(C*(;^Z?L]SL#;S97D;13 M0SVJ2(PH58+_OL;W:\R1[!?V,BS03P7LD4B&JLI:T_81
MP(.0000"".M=SWF%U@AU[W[KW7O?NO=?00_EF_| 9!'Q8_| $4T?_6V?WR/] MZO\ E:]T_P">N3_)UW"]@O\ E3-G_P">&'_>CT>XOZE[KWOW7NO>_=>Z]|[MU[KWOW7NO>_=>Z]
[]U[KWOW7NL?BUNBL MPW4%*9L)O_LS".8JG=37,<]#C:A;2T^W18I)+&5?)@LI/V#%:OH)[$_=[CY? M2/>-]B#W9H\%LXJMJ.(9U.#-Y@&HBX_VGP9))-BY;F9+)=4=S
M>1FCW9X%(F&5@\BP(,W 'PO[37R]Y==8-]>]^Z]U[W[KW7O?NO=>]^Z]U[W[MKW2WZV[(WOU#OO:_9G6^X]_:>^-
FY5,SMW/XT@2P3H"I!5@TMFM>8K66RO8UE@F4I)&W!@<^5""" 5(H58 @@@'HYY>Y@O. M5+V'<=OE:&X@OH)+FDJ6!$>2H$D=II,-D=):!VU-#()*61W>'R2+:Q<)IBO(0J7EL#F
M-SP=*FIBDH2A\B"A)*DDX':O:.Q^E>N]W=J=CYNGV[LK9&&ESF>RE1SICC%E MBB2^J:IJ)2L4$2W>69TC0%F]QWL6QW7,MY%86:&2:9PD:CS)\R?)0*EB< MDX'4H-I)'/DJ^0'FQ-
JC+,0!D]?/X^:GROWC\RN_= MV=Q[H$]!BJEQA-@[5D<.F&P-,[_8T*E;JT[:VGJI!Q)533.H5"B+UK]M.0;? MVXVF+;H*,X[YY:9FG8#4WV8"H/)%4'-2>)'N][FW7NQO,K ^%&?]
(A+D<"73S7KI3]R?VQ-A:S\T7:4>XK;6>H9$"L#+(/^:CJ$!X@1 MMY/ULF^\,.L]^O>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NHM=1T^1HJS'U:
MEZ6OI9*.I125)CE0HX#"Q!*L>1R/Q[O%(86#KQ4@C[0:CJDL8F4HW!@0?L(H M>OF5[EP-;M;<>?VQDPHR.W,W58'(!;V$]'/)3R@7L;>2,_7GWVSL;M;^".=/
MAD1)%_TKJ&'\CU\^&YV#[5]^Z]T9OX7= MDTO4/RT^.G8V1GBI<1MGM_!SY^JFTZ8L;/714F2D)<%1XZ&>5@3:Q (93Z@! M__=>Z]|[U[KWOW7NO>_=>Z][
M]U[KWOW7NO>_=>Z]|[U[KWOW7N@A^0>SW["Z$[OV#' :E]\=0[EV>E,I(,AR M>&K:(("KQ,"YGM<.AYX93R!!REN/[HW6RNZT\"[MYJ^GAS(]<@_P^A^SH-
^L2*_46=U!3(KXL#QTP0]^Z]U[W[KW5F7\G M[?\ !U]_,(Z$J*Z>.GQV[:W+; K&O>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7 MNO>_=>Z CY1[^I^K/C;WUV+4RF(;-
Z@W#GJ;2;,]3!BJ]J2%#]!)/5>.-+V& MIA<@7/L4\C[2V_;S8V;_Z-=V\9] K2J&)^06I/R'00]P-[7EK8MPW!N%O97, MHIQ+)"Y4#YEJ ?,]?-^]]E^N!W7O?
NO=>]^Z]U:=_)@VC4;I_F(=)U,:N:/9 M^/W'N[)LEP5CBVYDZ2 WL0 :ZMIPU[74D @D>X)^\GN"V')]XIXS-;Q+]IN(MW/\
QE&ZR2^Z5M;;ESU8N/AMTNIW^P6TL0_XW*OY=;U7OEKUV.Z]|[U[JE#^ M?A_V0M0_^)QV_P#^X6:]Y+?=2_Y6D_| /%BZQ-^^?_RIA_Y[K7_!+UI; M>^E77)'KWOW7NO>_=>ZW2?
Y!_P#V0M7?^)QW!_[A87WS5^];_P K2/\ GBM_ M^/2]=;ON8?\ *F#_)[KK_!%U=?[QIZRRZH[_FZ_RS8?D[M>K[^Z4PD,?R#V M9B57.8*@5$.[\33 VIVNR(1YQM.YN?H M)G[':I^DE;\7
GPG/QKP4GQ!3OU8A?>>^[Z/<:V.\[3&!N=NG>BT'UL*_@.0 M/%09C8Y8#PC^ HGS0S4TTM/412P5$$K0SP3*5='4E61U8!E96!!!%P>#[Z0 M*PF[CYB)63.UM.]ESM=!*K!L/13*?M(V
^[J4\S M?Y+"@J\.OO'^]O[G1^7MID_QAQIO)T.8$8?V2D'^T8?&1\"G3\;'1GG]U'[O M?[Z>/FC>XO\ %T;586\@%)W4XG=2#^FI_LP?C8:_@"Z]LOW@)UTMZ)Y_,'_[M(<^6/_B!-
R_^ZNH]R)[1_P#*T;5_SWVW_5U>HO\ >S_E3]Z_Z5EY_P!6'Z^> M5[Z^=<+^O>_=>Z]|[U[K8S_X3I_\S?\ DC_XC;#?^[2?WAO]\3_DG[=_ST3? M]6UZSV^XA_R4=V_YYK;_*NR=;8OO
?KI5U[W[KW7O?NO=?/4_F)_P#9=/RN M_P#$XY__-S9/?7;V<_Y5;:_^>*'_CO7#WW]_P"5SWC_)[IO\(Z)E[DKJ(> MO>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NC?=*_?
Y@_("KI(>M.@NP:W&54 MB*-U;AHGPN&5':QD_BN6^RHI1&OJ9(9))=/Z8V)4&.^9?=GEWE)2;V_MPPK^ ME&XFF)'EX<6MA7@"P_^?'J5>4O9#FOG5PMCMMSH)'ZTT9MX
">/B3^&K4XD(M6:G $D [#WPO_D.["ZXK\5O_ .6N>Q';.YJ&9*V@ZMVWYQMBGE1E>,Y.IGCI MZS.%6 U4YBIJ,V:.9*V)K>\0?-HZ3'8ZDIJ#'T%-'14-#11K%###$H2***)
J1Q1HH554!54 #WB))(T MS%W)9F)+,2222:DDG))/$]9P11+"H1 %50%55 H , 8 '#J3[IU?KWO MW7NM1_| X4"?),;Q[CZ]^,^W\BDN%ZCP_P#?3?$%.ZLK;@S42_94\ZBY67&X
M4)+&;BXR<@93I4^^@7W2>2_W=MUQO[?P8"01^A">XCU#RU!_YI"AX]@>J6:?47(!!'U,ZT16\P8X>X<,39'#K7G]Y?=8+=>]^Z]U M[W[KW7T"OY:OQV_V67X;=/; KZ#
[#=V:P@[$[!CD0),,SG52MG@J0$2\^-IF M@H"2"=-(HU, &/)+WHYP_KOS'=W:-JB1_I[?-1X,%4!&3AR&D^US@==OO83D M7_6\Y5L;!UTS-']3_=>Z+5\P?C
M_COE#\:^V^D*X4R5F\]JRIMFNJE#+29JD9:W#59)*D)#DJ>$R:64M$9$U .? M8T]O.;7Y&WJTW1*TAE'B*#\<+U21?/BC-3!H:'RZ 7N?R5'[B;!>[/)0&XA8 M1,PJ$G2CQ/Y?#
(JDY%145SU\ZS+XG)X'*Y/!9J@JL7F<+D)L3EL97(T<]-4T MTC0SP31L TN$EW M:2V$KP3*4DC=HY$849'0E64CR((((]>F_P!O=)^O>_=>ZMK_),WRA_V7CY@ M;?
VMGLE]EU[W[#%U?N19WTP0Y.6;7MRO?TGUQ9)S1ZF94CAKYY'-EXQ_^\CR M-_6_EV2>)=5Q8$W,=!W&("DR#/F@U^9)C4#CUD_]TWW$_J/S3':S/IMMR M)
M*FBB8FMNYQQ#DQ\0)6)X=;QOOE_UV!Z]|[U[KWOW7NO>_=>ZUL?^%&G_'A_M%G_P[MT_^X>%]YG?2L"?OW_\D[:?^>FY_P"K4?6JK[SR MZYJ]|>^Z]U[W[KW6_1_P -
'(?^[_+^^3OOU_RM^Y?\UD_ZLQ== MLONW_P#*C[1_SS-_U>EZL0]Q#U-W53?\TK^7%A_FGUX-Z;#I:'%?(SK[%.NS M\E(5ACSU"A>9]NY"5V2-/)(]/15$AM33LR,R03S,L^^Q?O))
[:7GTUT6?;[A MAXRY)@L:_O%^PT/NY8?4V@5-SMD/T[F@$Z98P2&H% M"JI*JGD:*>FJ8)5 M26&>&5&1T=0RL"" 1[Z>6MU'>QK-"RO&ZAT="&5U85#*14$$&H(P1UQ]O;*;
M;9GM[A&CEC9DDC=2KHZFC*RFA!!%"#PZ:_;_$EZ]|[U[H0.J^TM]]*=A;4[M3ZSW#6;7WQLO+)F,#F:.Q*2)=7CEC8&.>FJ(F:*>&0-%-"[Q2*R.P)1OVQ6O
M,UG+87L8EAF0HZ'S!X$'B&!H5895@"#4='W+',U[R??P[EMTIBN('#QN/7@0 M1P96!*LIPRD@X/6UMW!\Z]A_.7^4E\EMUXK[/ =G;4V9A\9VQU\DA9\=6R9W
M&"*LI==GEQ.3\+R4LGJTE9*:1C-!(3@3R_[6W?M=[@;;;R5DMI9Y6M;BF)$$ M,E5:F!(E0''V,!I8==+^9/>.Q]XO;/=KJ'3'=0VT:7EK6K0R&6.C+7)BDTDQ MM\BA[E;K4)]]#>N677O?
NO=>]^Z]UL^?\)O_N_=>Z]|[U[KWOW7NO>_=> MZ]|[U[KWOW7NOGG?S"Z:GI/G)\K8*6"&F@7O/<+K#3JJ("]?*[D*H !9V+$_ MDDD\GWUX]GW:3E;:RQ)/T4&2:G" #C\L=<.O?F-
8N'J M34_/HG'N2.HDZ]|[U[HS/PJIX*OYD?$NEJH(:FE]?DSL.GJ::H57CDC?=6*5 MT=&!5T=2000002"+>P3[EN8^7-U9201MM\01@@BUER.I"]HT$G->RJP!!W;;
M@014$&\A!!!Z^B_[XZ]=WNO>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NO>_= M>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KW
MOW7NO>_=>Z]|[U[KWOW7NO>_=>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]|[U[KWOW7NO>_=>Z M]|[U[KWOW7NO>_=>Z]|[U[K7^_X4/?\ 9+W2O_B>XO\ WGLY[RT^Z!_R7;S_M
)X#_P!I$'6$_P!^?_E6K'_I9I_VBW76H1[Z&=_=>Z]|[U[KWOW7NO> M_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NO>_=>Z]|[U[MKWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NO>_ M=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NO>_=>Z]|[U[KWOW7NO>_=>Z]|[U[K
MWOW7NO>_=>Z.;_+L_P"RZ?BC_P")QP'_+FQ^XU]X_| E5MT_P">*;_CO4O> MP7_*Y[/_,]T/^$]?0K]\B>NX77O?NO=>]^Z]U[W[KW7SO?GKNS^^WS5^5&X M Q>&7O;O_+3]?
^Z^6=KA M_H;=S\FEC65AQ/ N16N>..'7##WNW3]\|W[Q/Y?O"YC'S6"5H5/!>(C!I2H MK0DTJ2D^Y!ZB[KWOW7NMEO\ X3D2R#=?RQA$CB&3;VSY7B!.EF2IW&$8K]"R MAV /U
9K?4^*OOD*/ VH^?B7@K]JV_^8==!?N&,?'WH>7AV!I]C7?\ G/6T M[[P4ZZ-]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UI1_S MX=P+F?GG6XX2!SM/J';FWV4!_09/OLKI.OTDD9,-Z/3ZK'UZ_?2[[JMI]/RH M'_W[=W$GEF@CB\O^:?
GG\J=BO]C86L?GBK32^?_-6N,?G7JF/ MWDEUB7U[W[KW5MW\D+-C%?S#.LJ$U"0G[C M_B(A:6@],1$_8.MXKWS!ZZ_]>]^Z]U[W[KW6O\ ?*'O^R7NE?_ !/<7_O/
M9SWEI]T#_DNWG_/ ?^TB#K"?[__"K5C_TLT_[1;KK4(]]#.N6_7O?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=>]^Z]U[W[KW7 MO?
NO=>]^Z]U[W[KW7O?NO='U_E>_]E_?%S_Q)*?^X59[B?WS_P"52W/_)Y_M^LB=3=]V_P#Y7C:/^>EO^K,O7T_?)?KMEU[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=4H?S\/^R%J'_P 3 MCM__-
PLU[R6^ZE_RM)_YXKC_CT76)OWS_| E3#_,]UK_@EZTMO?2KKDCU[MW[KW7O?NO=;:G\AKIWJ/L+XA=CYK?W5G7&^,Q2_)',8NFRV[\'C,G4QTR;8V M?*E.D];2SRI
DL\CK&&"!Y'8"[,3S_| O6- !Y==.ON6\M[=O'*UU+=VMM.XW6=0\T$4K!1:6)"@NK$ % MB:<*DGSZNS_V6+XU_P#>/71W_H)X#_ZW^\9?ZZ[S_P I]J_V7S> M9[Q]B\?%AQY] 3)'?3_M M3_HWV/\
V26__6OKW^RQ?&O_+QZZ_]!/ ?_6_W[^NN_| *?>_]E4__0?7 MOZB[)_T;['_LDM_^M?4JB^.'QXQM3%6X[H;IB@K(=7AJZ+:^#BE34I1M,B4* MNNI6(-CR"0>#[I)SAN\RE7OKQ@>(-
S,0?/@7Z1F9CQ9 MB6)_,U/0AA@2V4)&JJHX*H"@?D*#J=[:Z=Z]|[U[KWOW7NO>_=>Z]|[U[JIW M^=I_V[M=_| #DVI_P"]+C/<_^?=F_P"5PEMI/^:;:=U_VC2]X5%G=WE^6 > Y4. ^:EE
M_P!ID'6C3[ZB=<<^O>_=>Z]|[U[K:I_X3[;%V3NSI7O^IW3L[:NY:FD[1Q *T1Q\% M+4;@Q)6/\$AQ*L4C>IAD9$+XW.YL=TL%@EEC!M7)"2,@)\4Y. MDCKI7]Q_:K7<-EW%%K
#)&CD#P$- 6!IUL#?Z&NH/\ GU/6W_GBQ?\ M]2^\2?ZP[A_RDW'_ #FD_P"@NLV_ZM[=_P HMM_S@B_Z!Z]_H:Z@_P"?4];? M^>+%_P#U+[]_6'_JWMW_*+;?\ ."+_*!Z]_H:Z@_Y]3UM

M78VKBK:20A65B$J(4:P(/'!'U]H=SVZ+=[:6TG%8YXI(9!ZI(A1AY\0QZ,MF MW6;8;R"^MR!+;S13Q$\!)"ZR*30C@RCS'7T_=>Z]|]U[KWOW7NO>_=>ZH>_GU_)6@ZZ^->$^/ M>
(K[;R[YSL-5EZ2!B'@VW@ZF&NJ99"AU1_>Y6.C@C5K+/$M:MR(G4Y4?=2Y+ M?>=Z?=Y%_1L4(4D8:XF5D4"O'2A=B?PG1Z@]8:_?0]P$Y?Y>39(F_7W*1=0! M(*VMNZR.33AKD$:
&FI?$XA2.M.CWT8ZY4]>]^Z]U[W[KW6R9_PG\+_O@\QB M*UL-I5LR2/=2+Z+&IBCK\F,DF/5*G@.L_P#[BG*AENMRWQUQ'%'91-ZM*PGE M
'JHCBSQH]!Q/6U9[P/ZZ0]>]^Z]U2A_/P_[(6H?_$X[?_\ <+->\EONI?\ M*TG_)XKC_CT76)OWS_^5,/_#W6O^"7K2V]]*NN2/7O?NO=>]^Z]UND_P @ M_P#[(6KO_$X[@_\
<+"^^:OWK?\ E:1_SQ6__'I>NMWW,/\ E3!_SW77^"+J MZ_WC3UEEU[W[KW6L?_.<_ED?>+N/YC] 8 FKC23,=];#P\3,9@#KFW7001(;
M2*MVRR"P91]_8.*QY,V_NW>]WA>'RYNTG::)8SN?A\A Y)X'A"?(_I\-'/K M[U_W>OJA+S5LD?> 7W&V0?&!DW* #X@/[<>8'B#
(NTL;6T'QOV#E5&3+B2)MTY.%DD&"HY%9'6AC4ALC4QG4B%*6$B:9 MIJ7'3W[]Z$]O+7Z"P8-N,Z=O BUC8$>*PR-9_P!#4\35V[5"OE9]VCV D]T+
MP;GN2,NU6S]U:CZR92#X2\#X8XRN/E&OHO]]/^5/WK_I67G_5A^OGE>^OG7"_MKWOW7NO>_=>ZV,_^$Z?_#-_Y(_^(VPW_NTG]X;_'Q/^2?MW_/1-_U;7K/; M[B'_
"4=V_YYK;_J[)UMB^\!^NE77O?NO=>]^Z]U\]3^8G_V73\KO_$XY_\ M]S9/?7;V<_Y5;:_^>*'_([UP]]_?^5SWC_GNF_PCHF7N2NHAZ]|]U[HR/PV MQ>-S?R]^*N%S6.H=[;E[=)
(V9'3;KUE925966VE(((H0014$9!R.A_P"U$"77 M-.S12JKH^Z[>KHP#*RM=P@JP-000:$'!&#UO[?[+%\:_^\>NCO\ T$\!_P#6 M_P!\F/ZZ[S_RGWO_&53_P#0?7;?^HNR?]&^Q_[)+?\
ZU]>_P!EB^-?_>/7 M1W_H)X#_ .M_OW]==Y_Y3[W_ +*I_P#H/KW]1=D_Z-]C_P!DEO\ ]:^O?[+% M\:_^\>NCO_03P'_UO]^_KKO/_*?>_P#95/\ ]!]>_J+LG_1OL?\ LDM_^M?2
MSVQU3U=LEXY-F=;;!VE)#?Q2;8P^.H&74VIM)I::(K=N3;ZGGZ^RZ]WV^W+% MQ<3RUX^)+(]?+\3'HSL=@L-KH;:VMX:]^Z M]U[W[KW2*[)W_MSJKKW>_9F[ZM:':^P-
JU^[\]4D@%:7'TTE5,$#$!I72(K& MOU=RJKBK?=Y@Y=LI[^Z;3#; MPR32,?)(D+G\Z# \SCKYP_X^[^U^Q.WMW2%]Q=C;OKMW9- Q=(6K)WE2 MEB)"_L4D3+#$+ +%&B@
"WOLERWL,/*^WV^W6X_3MX4B7%"VA0"Q^;&K'YD] M<%N;N9KCG+=+K=;K^UNIY)F%:A=;$A0:#M1:*N!@#H-/9WT'>O>_=>Z7O5FZ M=N;'[*V%O3=VT!V!MG:6[\?N7-
[&:K6@3+T]#515,F-FK&H\@((*P1>*5OMY M3XF<* Q# IWZPFW2RGMK>;Z>26&2-)]!*9[?6(A,L;A_#+F.6BM2C=A[20*'(V/_/H)_\ -?_&(G M_P"8WO#7_@-
/^DQ_W3_^WWK/3_@]O^D%_P!U/_OG]>_Z"0/_#7_P!B)_\ MF-[]_P !I_TF/^Z?_P!OO7O^#V_Z07_=3_[Y_7O^@D#_ , U_P#8B?\ YC>_ M?\!I_P!)C_NG_P#;[U[_ (/;_I!?\ +Y_7O\ H)_\
U_]B)_^8WOW_: M?])C_NG_/;[U[_@]O\ I!?]U/\ [Y_5_RI[HVS\B._>Q^[-J];_P"B>A[(MS(W+D=DKE!F(X,C-#%_$JF.M_AN*+#(URR5;(8!HDF=58J% RQY#Y:GY/VFW MVR>X^J-
NGAK-X7@EHP3H4KXDOP+1 =60HQ7K"GW+YNM^?-[NMXMK7Z);IQ*] MOXWCA92H$C!_"A_M&!<@KAF.:4H7OV+^@+U[W[KW6:GJ*BDJ(*JEGFIJJFF6
MHIJFG9DDCD1@R.CJ0R.C %6!!! (-_=702 JP!!!!!%00<$$'B#U>*5H6#H2 MK*0RLI(((-001D$'((X=?0B_E^?)F#Y9_%+J[MFHJX*C=_| "_[H]E0PZ08M MQ8I4I\BS1JS^%:
[]NNBC)NM/50W^OOD5[M\DGD#?KK;P"(M7BVQ/G;RU9,T% M=.8V/\2-UW'|E/%]YG?FY_ZM1]:JOO/+KFKU[W[KW7O?NO=;]'\I[_MWE\8_#1R'_N_MR_OD[[]?\K?N7_-9/^K,77;+
[M__"H^T?\ /,W_%>EZL0]Q#U-W7O?NO=: M_P#_#A_Y8Z=VX3+?*+H7;JMW'MO'"H[)V?AX@'W3C::.WWU-!%&6GW!CX5 MM?76TL8B7740T\X\L2IL>ZR?
XG(U+>5SBUD8_"23B%S^2.=6%9B, M*?O2_=Y'.<+\P[+%_C\25N84&;R)!\0 &9T QYR(-.65 =0?WT-ZY:]>]^Z] MU[W[KW2@P>ZMQ[:@S]+@,UD,32[KP;
[9W+2T4C)'78^2:&H:DJH_T30?<4T, MH5@=,L4_=>Z]|]U[K9_X3?_/?>#_P!\O_EC_P#4P_[4NNB'W"?^6[_U+/\ O(=;/GO!_KHAU[W[MKW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U\]3^8G_V73\KO_$XY_\ M]S9/?7;V< M_P"56VO_)XH?^.]O>_=>Z,_\ "+_LM#XB M?^+/[!_]ZO$^P/[G?\JUNW_2LO_M%EZD3VA_Y6S9/^EOMO_:9#U]%GWQWZ
M[N=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[KW6O]_PH>_[)>Z5_P#$]Q?^\]G/>6GW0/\ DNWG_/ ?^TB#K"?]_| RK5C M_P!+-/\
M%NNM0CWT,ZY;]>]^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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]TZ'_GKZ%?OD3UW
M"Z]|]U[KWOW7NHU964^/HZNOK)/#24--)654MF;3'$I=VTJ&9M*J38 D_@$^ M[QQF5@BY+$ #U)-!QZI)((E+M@*"2?0 5/#KYF.[MQ5.[]U[GW96IXZS=&X:
MW<57'=3IEK:F6ID%T2)39Y2+A$']%4<#MCMUDNVV\5NN1%&D8/J$4*.)/IZG M[>OGSWC<6W>[GNW%&GFDF(J#0R.SD5 7S;T'V#I/>UG1=U[W[KW6QK_PG2=Q MVY\DXP["-
^N,*[1@G267)U 4D?0E0Q /XN;?4^\-OOBC_$-M/_+Q/_U;3K/? M[AY/[PW8?\N]M_U=E_S];8?O CKI3U[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[KW6AA_-\S_P#>+^8K\D*I93)#C\M@L! @=G6/^';6P='*
MB:K:+U$,C,H%@[/]223U7^[Q:?1\G;9/5:WN:>L?>O>_=>ZL<_E'Y?\ @G\Q M3XSUGG2G\VXLQB/(ZZ@?XAMC-T&BUCS+]SH!_LE@;BUQ#7W@K?ZGD[I\^Z_^4G7:3KWOW7NO>
M_=>ZU_O^%#W_&2]TK_XGN+_-Y[.>\M/N@?\EV_P">_|:1!UA/\ ?G_Y M5JQ_Z6:?]HMUUJ$>^AG7+?K_WOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW M7NO>_=>Z]
[]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7 MNO>_=>Z]
[]U[KWOW7NO>_=>Z]|]U[KWOW7NCZ_RO?\ MLO[XN?\ B24_]PJSW$_OG_RJ6Y_||_| UD3J;ONW_P#*\;1_STM_U9EZ^@'[MY+]=LNO>_=>Z]
[]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_ M=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[K MWOW7NO>_=>Z]
[]U[JE#^?A_V0M0_^)QV_P#^X6:]Y+?=2_Y6D_|/%BZ MQ-^^?_RIA_Y[K7_!+UI;>^E77)'KWOW7NO>_=>ZW&_|A/7_-D7]F_^+/+/YK M_P!Y397OG/\ >_Y66V_Z5D/_:5>==5/N-
_\JG=_]+>?_M#L.KW?>*_69G7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U4[_.T_[=V]N_^')M M3_WI<9[GS[LW_*X6G_-.Z_[1I>L:_O]^
MZ]U[W[KW6VE_PG6_YD?\A_| Q*V._P#=0OOG_P#?"_Y*MA_SR/\ ]7CUTZ^X MI_R1-R_Y[D_[1TZV)O>'_6]^Z]U[W[KW7O?NO=>]^Z]U7?_#8? M^W>7R/\ /N_7R<_|-"__N_Q'N'_0>'N7O87_)6_;?\
FL__%9EZA'[R'_*C[O_,\R_P#5 MZ+K07]|8NN)O7O?NO=>]^Z]UM5?\)R_^_>6P?^_X_P4@6-M AW;6_]P\U[P-^^-_N9MG_- M&Y_X_%UTJ^XA_P
D[=O^>FV_ZM2=;)WO#'K/;KWOW7NO>_=>Z^<%\J_^RH?D MC_XGO>'_ +T.1]]E.0O^2%MW_/!9_P#:/'UP7]SO^5EW;_I9W_|/% MG0'Z]|]U[JQK^4E_V\2^,W_AR9?_-YK-
>X;^\#_ ,J?N7_-.'_M)AZGS[K__M /ROFT_\U+C_ +0[CK?>]\H^NTG7O?NO=>]^Z]UIR?\ "A3_ ++0ZR_\5@PO M_O5[U]]&/NA_\JU<_P#2SF_[1;/KE7]^3_E;+3_I40?]IE_U1%[RHZPSZ]
[] MU[KWOW7NOI#_!B_[)K^/7_B#MI_^Z#'^^,O.O\ R6;_/Y[;K_J^7?;D7_M_)(FW_\ /#:?]H\?0X^PST*NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO> M_=>Z [Y._P#9-?
R%_P#$';L_]T&0]B;DK_DLV'_/;:_]7TZ"O/7_"1-P_YX M;O\ [1Y.OF\>^S77 GKWOW7NO>_=>ZO=_P"$X]_?^%T"$]H?\:/X@5%AV;_XK!\'|JE>\5 M_O>?\U;;]+_M%0.LS/N-
_\K9=_P#2HG_[3+#K<;\|Y^NJG7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]UKL_\ "BG_)D?\ |>/_\ 1R%+!*V1_ M=0WO,#GO)5O7_?-%*K!G]?]R1-M_P">Y,*SZ]|_|
M'?K4M]] .N8O7O? MNO=>]^Z]UO+?R2_^W=O47_AR;K_]Z7)^^7?WF?\ E<+O_FG:-%UV,^Z/ M_P P J'8?\U+W_+3)^K8O]^Z]U[W[KW7S!_?<#KYW^O>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[H
MVS^2'_V\-ZP/_OG]>_Z/R-__]Z7(?N_SU0M/(_PG6_YD?\A_|Q*V._P#=0OOG_P#?
M]K=AXCJ+J[LGMC<%)DLA@>L-@YCL/-T&&6)ZR>CPN.JH17FD6-2VD,=(+ F@)IP!Z)>9 M-]BY7VZZW.=7:.TMI[J18P"[);Q-*P4,R@L0A"U8"M*D#/2(^/OR5Z4^46QJ M;L'I+?
>)WE@W"19.DIV\60QE0R!S1Y7'RZ:J@JD!_3*@61;20M)$R2,9\V\E M[GR-=&SW.!X7R5)S'(M::HW%5=?F#C@0"".BGDKGW:?<.S%]M%PEQ&:!@H) M$U =$B&C(PKP8"HR*@@D=?
86Z&'7O?NO=>]^Z]U[W[KW7O?NO=5S_P PO^7K MUG|V.L\O(,/B\%WOMW#RS=:]C4Z)#4-41([P8C+3*I:KP]5)Z"LFIJ5G,].5 M/D268O:'W=OO;.]3O9[&1P+FW)++I)
,D8KVR*,@BFNFEJBA$%^^'LAMWN[M MSAD2/<(D8VET X< D1R&G=$QP0:Z:ZEH:UT*LA05N*KZ[%Y*FEH\CC:R6@K MZ.<:7BFA=HY8W'X>-U*D?@CWU:AF6X19$(96
92.!4BH(^T'KBSW.F>O>_=>Z-1\&*RIH?FK\1IJ29X)7^2VQZ-W3ZF* MHW+C:>9.;\20RLA_P8^P)[I1K+RUNP85'[MO3^:VTC_D0#U)/LW.]OS=LK(
M:$[K8+7^B]U$C#\U8C\^OHH>^/77=?KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z] M[]U[KWOW7NB>?S!_^R'/EC_X@3T?\ RM&U?\]]M_U=7J+__'L_MY4_>O^E9>?\
5A^OGE>^OG7"_KWOW7NO>_=>ZV6/^$Y'W'_"N_|-O:/_N5 MN#WA7]|C_N^MJ#W@GUT_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NJG?YVG_;NWMW_P_.3:G_+TN M,]SY]V;
)7"T_YIW7_:-+UC7]|C_E0[_P#YJ67_&F0=:-/OJ)UQSZ]|]U[MKWOW7NMM+_A.M_S(_P"0_P#XE;E?ZA??/^%_R5;#_GD?ZW%/\ MDB;E_P_]R?\ :G6Q-P[P_P"LYNO>_=>Z]
[]U[KWOW7NO>_=>ZKE_F5_?"O_ .O;GP MGZ-R60QM?05?=N_*HPG46V)"DCK4E-$V M.8_9;VMF]S-T5'5A90%7NY14#36HB4_QR4H/X5U/Y &"O?WWCM_:+9GE5E:_MN%>.QA-
"3)2AE9?]]Q5#'R9M*?BJ-"W(Y&OR^0K\ME:RIR.3RE9+D4?>5T@)\&/HUEJ9C8Z8HG:QM[#W-G,4/*6VW. MY3D:+>%Y""::F [4'S=B%'S(Z%7(_*L_/&[VFTVX.NZGCBJ,Z$)]GY1H&
<_M)3U]'_:NV<+LK:^V]F[;HTQVW=I8&CVS@.EI85_P!IB@B51_@/ M?&N_O9-RGDN9CJDED>21CQ9W8LQ_,DGKO7M]C%M<$=M H6.&-(HU'!4C4(H_M(#I^]H.E?7O?NO=:K__
HV_P"/O^*/_AM[N_\ ]^Z]U]#7^7Q_V0 MY\3O_$";:_\ =73^^0?NY_RM&Z_\]]S_-76Z[H>R?\ RI^R_P#2LL_^K"=' M#]QWU*'7O?NO=%*W=_,V_CWUW\CJ/XO=B[PCV'V\F/F]J8_=FU:S=
2FP^43(U% M=31T5/DS(88,BDM P\-5X!-Y(DIGGE9HT'^W^V>[[OLS;Y9PF>W262*415:6 M(QJC%F2E2A#CN75IH2P44)C;<_=G8]DWY>7;Z<6]W)!'/"9]]#,)7D0(LA-!
M(#&>U].JJZ"QJ ;7V .I)Z]|]U[KWOW7NO>_=>Z]|]U[IDW)MK;N\L#EMK;M MP6(W-MK/4+XW-[?SU/%5T=73R"TD-333H\,T3CZJRD'VILKV;;I4GMW>.2-@
MR2(Q1T8<"&4@@CU'22^L8-SA>WN8TEBD4I)'(H='4X(96!!!]".M)/\ F[_MW;GPR[EVUG>KX:BFZ8[EHJS)[4PM0\DS87)8YJ9')0 -V,K@8J V-=!R M,^]'[+V_M3NL-QMH*V-^)&BC-
6^GFBT>)']))*G6KQU-:%ER$J:CO>0?6+O7 MO?NO=>]^Z]UN;?R ,O4Y+X0[HHIXY$BV]\A,]B*-G=F#QOAMM5Y9 0!&HFKG M72MQJ5FOJ8@776/[D]XUUR?(C @0
M[EKPO>,/67O2'[-Z]VYVSUUOKJ_=],:O:_86T MLALW/0);7]KD:66DF:)B#HFC24M&XY215=;%0?9ILF[S;!>07UN:2V\LAH<'R-#U\Y'NWJ+= MG0G;?873>^*;[?
='7>Z*G;62*J5CG$+WIZR#5R:6OIFCJ8&/ZH94;\^^Q_+' M,-OS9M]ON5J:Q7$2R+ZK4=RG^DC JW]('K@USERK<\D;K=;3>"DMK,T3&E P M&5<<>UT*NO\ 18=!;
[/>@UU[W[KW2AVENO<6Q-T;=WKM#+U> W5M/-4VXMN9 MN@($U)6TX6$.ZP26UP@DBE1HY$;@R."K MT]0?+/ITOVK=+C9+F*\M':*:"1)8I%^))$8,I%:C!' @@\"".M\G^7;\^]B?
M.']>DKEJL?@^Z]H8V&F[6Z_5@KQ3\1#+XZ-CKFP^0<:D8:C2R,:69BRQR3#VGN_;#<"A#/9RLQM9Z5!7CX;D<)$&",:@-:X) [1>QOO39>\&V+*I6.^A M51>6U]^Z]U[W[KW7O?
NO=>]^Z M]UKO_P Z#^"9%A=A;.W++\0NE=PQUW9&\: XCN#/ XB?4E5@A+&[6S&4 MB!BJHR+TU%(ZM::=#%E_]VWV9EW:YCYAW*/3;0MKM(W!!GF7*RT('Z<9RI_$ MX'%5-
<&_O8^_D.PVDO+&TRZKR==%[+&0;0-AHJ@FDL]]K#BD;$X9EI]3^^@ M/7,/KWOW7NO>_=>ZM9_DZ?8"Y%Y?,??9^>RN/:IZ^Z(DA[7W=/(MX7K*.:^WZ M!B?
07J)?)G_PY,1_[S6%]]7/N_?\ *G[;_P TYO\ M)FZXM_> M@_Y7S=O^:EO_-H=OU7+[F3J ^O>_=>Z%;HC_F>'37_B5MN_^[>C]A_FS_DE M7O\ SR7^5E+A5R+_P
EO;_^>ZT_[2(^OI1>^+_7?;KWOW7NO>_=>Z0W9G6N MR.X=A[IZS[(V]0;JV3O+$R87/X/(KJ26&0<,C"SPU$$@66":,K+!,B2Q.DB* MP--EWJZY=NXKVSD:*:%P\;J<@C_"",IJ&!
(((]'11OVQ6G,]G-87\2S03H8 MY8W%0RG_$'*L*%6 8$$]:'W\POX(;V^#/<,VW*HUV?ZFWA/4Y3J3?DRC_M "NBC=3)CJYD58DS&+66-*D*J+,K1U42)',(X^J7M!
[]VWNCMPF73'=PA5NX M ?ARN"/B0&ICDI@2QU ; M@'%'4 ,54@/N6NH/Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NOH(?RS?^R"/BQ_X MBFC_.ML_OD?[U?
\K7NG_/7)_DZ[A>P7_*F;/_SPP_X#T>CW%_4O=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UH'?S4.T:WM?Y[?(S*5-9+4T>T-[MR=78>G@4!IH1=.?- MFN2903_M&5?L
'7%/[RG,;J^/ M^1GS1VS!O/'QY79W4FVZKN#,XFJC#T];/CJJAH\ M723ZKQM'_%,A!4/$P8314\L3*49RL#_>,YRFY.Y:D-LVF:[D6T1@:,BR*[R, M/.NB-E!QI+ UK3K)7[J7(<'|/-
L7U:ZX+&%[UT(JCO&\<<2M7']I*KT/Q!"* M4KUO3>^6_78OKIE# JP#*PTLK<@@_4$?D'WX&G7B*]:@O\WG^5R_1N5R_P F MOCUML_Z%LU6?
<]A[&P<+E=IUDS"]=31H6T;>K9F-U55CQ\S")0*66%8.AGW> MO?,"6Y??>B^[F>4Y'YBV*+_$7 M.J[MHU/^)N>,B@5_08\0 !$V!V, E 7O+3K"#KWOW7NO>_=>Z]|]U[KWOW7N
MGK;>V_O'<&%VIM7#Y'<.Y=R92#"8#!8B)YZJLJZF18:>FIX8PSRS32N%55! M))]IKV]AVZ%[BX=8XXU9Y'XCM;6-Y9I76..- 6 M=W8T"@#B23UO9?RQ_@7B/A%TG'!GX:'(]X]C14^:
[5W!36=:=D#M1X&BE_-% MBEE8.X/^4U333W\1@CBY8^]WNM)[G;GJB++96Y9+6,X+ TU2L/XI*"@_"@5> M.HGLM]WSV8B]H-G"3!7W"Y"R7LJY (J5A0_P1!B*_CX6ZGWKWOW
M7NO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>ZUGO^%"?QMFR&%ZF^5> M H6E?;Y_T0]B20(6*TE1+45^!K)"O$<,-8]932.WZI*JDC!'I!S6^Z)SH(9; MK896IXG^-
VX)_&H5)5'J2H1@!Y(YZY__'XN0#]^Z]U[W[KW1T/@K\T-]_"+NS'=E;9CFS>TLND M>#[-V*9#'%F,3Y0[*A)T19&C):6BG(/CEU(X:":::-XU]T_;6U]SML:RF(29*
MO;3TJ8I:4SYE&X.OF*$=RJ1+GLQ[MWGL_NZW\ ,D$E(]NWK030UKCR$B5)C8 M\#4'M9J]W_07R#ZF^376^&[4ZPW&(Q2H?M1U\G1N#*?(C[#0@@=FN3.==M
MY_L(]RVJ99H9!Q&'C;S213E"7@5/VBH()&GV&^A5U[W[KW7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]T6GY$_#XY_%7!OF>[NT-O;3J7IONL9M6.3[O.5X.H)]CA MZ7RU\Z.ZZ?-
XUIT/^=FC6[:@%SS[G;%[<0^-O%W%!BJ15USR?Z2)*NV<5"Z1YD#/2+^$?S-VA\X^M]|]JJ M;$VCN':&U]K]J5G6N,@W5+3M75JT>(PF4-?-!2M+!1>1LP8A L]180B0RWD\
M<9G[F^V]Q[7WL-A=2QRRRVJ7+&(-H37+-%H!:A:G@UU:5^*E,5)/[1^Z]H[P M6%QN5C#+###>/:*)BOB2:(;>7650L%KX] NIOAK7-]^Z]UJQ??
M*"_C#546Y.M/EGMO',^+S=%'U3V9+3+<15U-YZK U\P52?\ *Z0U%))*S!$^ MTHX@-!S0?B!>-F) !6->+=:TGO-7KGSU[W[KW7O?NO=7I_R;
M_P"8[C_C5NN;X\|=TYK[++I'L7."MVUNG)2V[L]K9R<++&SSL[:8,)EM*+4M_FZ6 MI5*I@D4M9+[Q:^\;ND\|;|;/SI -XVQ-5[;HEB4=UU N<4XRQYTCBZU05(1>LS/N MI>_4?
(5P=@W>3387,FJ&9V[;.X;!U5/;#+0:CP1Z.0%:1AN0PS0U,,513RQ3 MT\|2S03PL&1T8!E=&4E65E(((-B.1[YS,I0D$$$&A!P01UU25@X!!J#D$9!! MZR>Z]6Z]|]U[KWOW7NO>_=>Z]
[]U[H$/D/\ (;J[XO=5[B]>[+.Q% !\R M2%!(T"?EK\G-_+SO7>/=V^PE'4YV99]WO.TN0D,0-5@MT)\.,'SH"2QH-3LS4&J@+9[&G4?=>]^Z]US
MCCDFDCAAC>665Q'%%&"S,S&RJJBY+$FP Y)]Z9@HJ< 9)/EU9$,A"J"22 ! M4DG \^OH$_RW/C))\3_B@=_)]3_B+UEUKEZ$4.^2+AOM P+7U'DG[S<[CG[F&YO8VU0*1!;>G@0DA2/D[%I/\
;^77;WV' M]O?]];/EBTVZ1=-PRFXN_7ZF>C,#0#^S4+%7T0<>/1[/<6=3#U[W[KW5*'_# M_LA:A_\ $X[?_P#<+->\EONI?\K2?^>*X_X]%UB;]__)4P_P#/=:_X)>M+
M;WTJZY(]>]^Z]U[W[KW6Z3_(/_[(6KO_$X[@_\ !..X/\ W"POOFK]ZW_E:1_SQ6__ M !Z7KK=]S#_E3!_SW77^"+JZ_P!XT]99=>]^Z]UPEBCFCDAFC26&5#%+%* R
MLK"S*RFX96!L0>"/>U8J:C!&01Y=:90PH<@X(/GU15VC_(-^,G8/:.Y-^X'L M#L#K;;>Y<[_')>N=J08YJ"B,I5ZNGQLM3#))2TTLNMHHBKI3!Q'$OAC2-L.^8_N6\N;[N,M] M%<75K'-
)XAM8!%X2%J%UC+HQ52:D+D)6B@* !=#UMUQLKJ+8FUNM.NMOX_:V MR=FXF/"[>P6-0)%#"EV9C;F2>>5FEFE^V_MZNKU%_O9_P J?O7_$K+S_JP_7SRO?7SKA?U[W[KW7O?
NO=;&?\ PG3_.9O M_)'_,1MAO\ W:3^\-_OB?\ )/V[_GHF_P"K:]9[?<0_Y*.[?\|UM_U=DZVQ M?>_72KKWOW7NO>_=>Z^>I_,3_[+I^5W_B<<_P#^YLGOKM[.?\JMM?\ SQ0_
M\=ZX>^_O_*Y[Q_SW3?X1T3+W)740]>]^Z]T9_P"$7_9:'Q$_\6?V#_[U>)]@ M?W._Y5K=O^E9?_ \ :++U(GM#_P K9LG_ $M\F[7=SKWOW7NO> M_=>Z]
[]U[KWOW7NO>_=>Z]|]U[KWOW7NJ%OY^'R37KGXZ;7^/N"R)AW1WOGA M6;@AIW(DCVW@Y8:J2_WSO,N[RK6*QC MI&2,&XG!4<>.B/6?Z+%#C'6&7WTN?
QR_L$6R0M2;]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=7|_R#OE >N^]]U?&W<=?XMK5XG:3+=$&YL:23L=$&YL/ M!)+XQ;0G\5Q"S*
[%@6EHZ2)068>\3/O7\C?O?:HMZA6LMDVB6@RUM,P%3G_M $.3304X.Y.!UFY]RGW%_%]YG?FY_ZM1]:JOO/+KFKU[W[KW7O?NO=;]'\I[_MWE\8_M_#1R'_N_R_OD[[]?\K?
N7_-9/^K,77;+[M__"H^T?\ /,W_%>EZL0]Q#U- MW7O?NO=>]^Z]UJI??SE_Y8Z=VX3+^?*+H7;JMW'MOK^I6RW>.Q<1&JKC*F*1^*V1&M)6'>4@EEED[N1H/]-D&EG@^VSP^[?W?
7K'R[NTGZJ@)93N:'7/_*]|]U[KWOW7NO>_=>Z]|]U[KWOW7NMGS_A-_P#]SE?^4[_^7GW@ M_P#?=@8_U#ZM(&PQ_P"6[^^U@^"UV+CPD]B'/B]L=D%PG>@'^3G*[SDA+TH!'(LR
M[KW7O?NO=>]^Z]U[W[KW7SU/_!?Y^_7!^/_ '3V/A_^H+K
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?
NO=4P_P [;Y!=S_';X^]5;IZ3]["SW7.X,WW''@,KE< 8A+/1G"9:H M-._FBE7QF>"-^ #=1S[R1^]-RCMO..[W4&YVZ7$:69D57K17\:):C21FC$?G MUBE]
[CGG=N0MBM+K9[F2UEDOUB=XPI+1FWN'TG6K"FI >%<=:S7_Z%_O^ M\H^R?^2Z+_ZC]YK_.L9RE_T;+?_*J?]]<^O\ @D.>/^CO<_[S#_UJZ]_P MZ%%_H^R?^2Z+_ZC]YK_.H_?O\
6,Y2_P"C9__KZWW]X$?Z?0(9W7W_7=,P]ND8GW8\5 M?^/KO_(Z_P#]UZ+W?9L_[-^_\ KZT_\`]Z=A^_\`N7_-3__:^GKA_Y>=?P"D@M3_`)4_N7K_5U_]C\!>Z_?^2C=?\`/O_:U5_`)_SO
53_H/KW_2' M/'_1WN?]YA_UI:ZU_P_Q_@A_]=2_'6;Y=Z_H*_RZK@A[V_M0/\FT<_V\:_O1SM^/_`%.W_;?+I\/7__X0
M#Z]_P"#@J_O3_\`=I=>[_\`!OO8_I^.MCG_`)0__@#_Y?*/=L*Q_I^.MOC_Y*=W_`%7>^GZQU_>ZTOZY'Z]^QU7/_]C_]HP]_H/KW
(G 8O:W=G<.[.QMOX3R*_9H7K_P#)C8H5:@^K<_NK>!_@I]]P)7^T_P#2ZO]N]5^/N>_Z_]7^P?W;L]DCJ_P#^?2:W/?^D?VZN_]S]Z_Y_T*_C_]S_^3U_G^]_M_S`
[]U[KWOW7NO>_=>Z]|]U[KWOW7N MO>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NO>_=>Z]|] MU[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z]|]U[KWOW7NO M>_=>Z]|]U[KWOW7NO>_=>Z]|]U[KWOW7NCF_R[/^RZ?BC_XG' ?^YL?N-?>/ M_E5MT_YXIO\ CO4O>P7_"N>S_|

1;?]DD/^:K;F^$G:.\>Z_B=T1VMV#7T^4WIOK85/GMQV"DI MX:6.6ID>4,R4].B0Q+91Z44#_#WSZ]R|CM^6M_OK"T4K#!<-'&I8L0HI2I8D MG\^NGGM/S#=¥M8Y9650BEV&:*N /D.C3>P-U(76NS_PHI_YD M?\>/_$K9'_W4-[S ^Y[_ ,E6_P#^>1/^KPZP9^_7_P D3;?^>Y_^T=^M2WWT M ZYB]>]^Z]U[WKW6\M_)+_[=V)1?^`)NO\`|Z7)^^?WF?^5PN_^:=K_P!H MT778S[H__*AV`_-2]_[3)^K8O]^Z]U[WIKW7S!_?<#KYW^O>_=>Z] M]U[]VS^2' V\-ZP_P##1W3 _,Z"N]X^_>>_Y5"X_P":;UK_U>7K*+|GG_*\6 M_P#SS7?_%9/6\9IY@=?NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=> M>Z]H|U|KW\ M_)+_[=V)1?^`)NO\`|Z7)^^?WF?^5PN_^:=K_P!H MT778S[H__*AV`_-2]_[3)^K8O]^Z]U[WIKW7S!_?<#KYW^O>_=>Z] M]U[]VS^2' V\-ZP_P##1W3 _,Z"N]X^_>>_Y5"X_P":;UK_U>7K*+|GG_*\6 M_P#SS7?_%9/6\9IY@=?NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=> M>Z]H|U|KWOW7NMG^,A/M\6Z\9#L?Y<;HQ26*HW!DH Z LM/X(*:-BI9\A ?5&P&$7WN.>D*V_+\# MJ%U=4/P@ K"A MH?/4TA4BM!&W]=#_N0>W+H;KF>X0A2IL[,D?%W*T\@],@%4C5@>/BKQ!ZVA M_>#G71'KWOW7NO>_=>Z]H|U|KWOW7NB>?S!_P#LA5Y8 M_P#B!-R_^ZNH|R)/1_| *T;5_P]]M_U=7]+_>S_)4_>O\ I67G_5A^OGE> M^OG7"_KWOW7NO>_=>Z-9\7?FCW_|,:W>60Z'W+B=N56_:6BHMROE,70Y(2QX M|ZEZ4(M=#,(2C5]A[7/7MMM/N,L*;K&\@<@^(%#5T$5^ M<>'4F^V_N[O?M0UP^S21QFY$8E]2)};B(N5IK!3Q&K3C^71P\A\S^8; S M\`_:/ L+ 8#_ZAIQU_P,/*\ */_ V53?\ 074J_P#!A\\?*+V\O)=QF>>=VDDD=GD=C5G=B6+$GB234]=A;&Q MAVR&.VMT6.*)%CCC0!51$ 554# Z>O.;I5U[WKW7O?NO=:K_P#PHV_X M^_XH_P#AMIN_)RMO^\|/N;_[CIK_ ,U+3_CMQUSC^_G_ +D;+_S3O\ CUIU MK3^\U.N??O?NO=>]^Z]U|#7^7Q_V0Y\3O\ Q FVQ_=73^^0?NY_RM&Z_P#/-M?<_)76Z[H>R? *G[+_TK+/\ ZL)T]^Z]UI@?S^/^RX\)_X@3 ?^_MJ3<'OI)]TW^>^^_=^M6_7)[7__"N$?_2LM__[==4C>\G.L/^N2L MR,KHS(Z,&5E-B"001R"|T17!ZVK%348/R'\+H_G1_\'Y]P| T'B|H=Z;C MS^V|-4BBVIV2L6X})8HQ9*>!\|JE174,"#@)25%. ./IQ[B;FCV-Y7YL)>XL8 MXY#6LML3;O4\21$51C\W5NIPY/\ O'-H^_7O,"@7VVVO'R?ZG/"OEQH!447[_\ "C;>11Q^]4]LK(5(1GW;5, ;<$], I8 _47% M_P"H^OLI'W.+?SW23_LD7_MHZ.C[,XIC9H_^RYO^V4=%!S_GH_,WM?%UVW M]D-LGHK#UT;025W7]+//FC&UPR#++9.>[%.UOI+24]+,AY60'Z2!RO|UKEO87 M6:Z\:^==>HJ*B=VEFGGFE9I)II M\&++N[DLS$LQ)))/O(^&%+=%CC4*[@*]]]]]B@ H !0 8 ZQ/N+B2[D:65F M=W8N[N2S.S$DLQ)))))))-2E.HMX=|]L[Z5I:"E22I]'_+$,4C_V? 9%S/$=;\[f?/N5V:16\ M;2-ZFF%4?TG8A5'FQ Z$O)W*MSUONEMM-D*S?4]Q+Z*#EG/|%$#.W\%3U]&? MJCK?,O3W66P.J=I0F#;?76S\?LS"]_ZVI\=2Q4]2RDDEYIA'Y)&)+/(S.O)) MXY;!O,W.5I/?W!K)<323/Z:I&+$#Y"M /(#KO#RYL4'*WVVVVHI#;P101 MCST1($!)-.DTJ23Q>3HY!UDC8JRD,K*2&5@:@@C((.M.01D!IN:%+A&CD4,K]RL RLK"A!:]"'"#0@X(ZTGOYJG\LW-_$/>E=VQU5B< MAE?C5O+*F2CEBUSOM.OJI6(PM>_JD_AKLP7'5_=>ZDT=968^!AK M:"JJ:&LIW\E/5T;M%*C?34DB%64V/U!'NDD2S*5U<21L MR.N0RDJP/R(H1T.V& ^6/RFVZ(UV_\EN_\$L41AB7#;RW%2A48ZF11!DDTJS< MD#@GD\^PK<<<@;#=_VNVV#U-3KL[=L_G&>AL;>Y_,MGB'=MS2F!HOI[Y_#* M.F7Z_W71R.YU.TB55=*KL[3[M46?)FS[<0U08V<1& 8]6]"_/0[@ITEOO<+?]S4K<[GN$H-21++>7.@)/&H:0U MZ!KV)>@AU[WIKW7O?NO=>]^Z]UR56=E1%9W=@JJHN23P .22?>B:9/6U4L: M#). !Y];.G\G[^5K7]0MAOE3\B\"M+V56T/W?4_766B(FV]!41LIS&4BCF/?8Z7C+6SMG'=:HX(}20'A,RFBK2L2G/ZA(38B]X M?]9R=>]^Z]U[W]KW7O? NO=:$/VW_MXE\F?_Y,1_[56%]I7/N_2]*]?MO\ MS3F_[29NN+?WH\/ E?-V_P"::EO\ ]H=OU7+[F3]^ ^O>_=>Z%;=9?;H5_=>Z] [IU[KWOW7NO>_=>Z(]\]/A:L#YP]-UNQ\^M'A.P=O13Y7JGL$Q@S8 MG),@_9F=4>63$9!HXXZZ!;ZT5)HP*B"!TD_VJ]SKOVPW);&KP2%5NK>O;+& M#Q&0! (E28V\C4'M9@8B]YO:*QIX-I;RN*1W$89[.YH"T$M.!P28GH!*GF*$4 M=5(T,.W>I-_]%=C[KZH|0V]5[8WOLW)MB\SBZL&Q(>*HIY+!:BC]X66:GF2 MZ30NDB$]P1?7N8+3FJRBO[&020S+]1A^P@CR92"K*N+O-7*U]R5N$ MVC;C$8KB!RKJ>!\PRG\2,*,K##*0>@W]G?O>Z]H|U|KWOW7NO>_=>Z^@A_+-_M_P"R"/BQ_P" (IH_~ML_OD?[U?\K7NG_/7)_DZ[A>P7_*F;/_,\,/^_']'H]Q M?U+W7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=:4O\\OX^Y'JCYD5__M:--0SIL[Y X&FW;C:VP|*Y?'4]-C,U1H; ^13#35C@W_.:PTFPTKTM^Z[S< MF__=>ZR0S34TT513RRP5$$JS03PL5=`4AE M=&4AE96 ((-P>1[]RAP58 @BA!R"#Y'J\Z;"T\>+QG<>$_%49=Z>-0D7\=QU5-3KD)HP!Y*V" M=9Y&$J2EJ*@O+)AE[F?=477(X2Y+-9S56(.0F+?\9]NLCF^]OR&L>L;A(3_OL65[KX'S, 3Y?%Y^Z>B#=__P#"AK:5 M'1UV^,O2^9SF59&AI=Y]PRIT5%"XN!*F%Q55455;$W\7R5U$X_M4_CW+'*7 MW0;B5EDWN\1$P3#: NY'H99555/V1R#T/4+<[??ELX$;+EZQDEDK%GO2(X@? M411.SN/D9(CZ[: [,B/E1WU\]MV#»'>78F9WG74S2#"XF0I3XO&12$:H<9B MZ98]*C4JJH!Y'YIM"M/)*XUG+ D D3;N0[?Z?:[=(0;:WRTLI'F[M5F\Z G2 MM3I &.L%N?/ <@GPX\)#"#Y1QK1%]"::FH-:, <|%\]B_H"=> M]^Z]U[W|KW7O?NO=6Y RMOYEF=^&>]XNN^Q:O(9OXWJYS$0W!0EI9I-L5DSB M-L C(%#EH-)!R%+&NNHB1980U1"L<^/?OI[*Q>Y%];RS"IN,"'PS@"Y0"OA. M<9 WVY-%)TMVFJY1?=O^\%-[4W8V_<&:3:KAQX@J6-G(Q6IXT8SVY_50"K :E MJZZ7W;-N!BP.[L#A]TI65&-W#MO<.-AS."SN&FC]*2LI*B-98*BGGB9HY898 MV#*RD@@@@^^9EY9R[?*\$Z-')&Q1T<%61E-'"'"#0@@BA!ZZZ65[#N4*7%NZR1 M2*KQR(P9'1A565A4$$&H(X]//M-TJZ]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO> M_=>Z] [IU[KWOW7NO>_=>ZJR_F@?R[,-\W>M(,YL],=A?D'UY0R/L':U3+##E M*4DRS;?RDF;BEJCJ++!-4ZIT]C_'AD]L;TQ7&I[*X8>/&,M$W M3(/XAP=? QICXE6F.GWA_8N'W@VX26VF/O=TY_9&]\!E-K;NVME)<++N';V:B:"J!*]BDD,T;@$,".#RK*0RD MJ03T_P!MW*#>((]UD66*50\Z0<@;# M;T)+;;!*&HTV=NM#^48ZO<>Y ,MW7Q=VW-ZBAUW|TU1\ZRGH$,IELKFZV;)9 MK)Y#+Y&H-ZBORDTE1/(1P"\LK/(Q _J3[$\%0'!$B544<%50]C[!T#[N\ MFOW.LIO(XXO(S.Q^TL2>F_V]TFZ]H|U|KWOW7NMQO_A/7_V1?V;_ .+/YK_W ME-E>^<_WO\ E9;,_I60_P#.5>===5/N-_P#*IW?_ $MY_P#M#L.KW?>*_69G M7O?NO=>]^Z]U59_- "_E8COW===4FX]F#&XY"==T$PV/FZLB"+T1+32[>R< MWT6&66\E', ^H4E0S_HAJ;DF=_8[WCDIL,PPW.H'%8>,@RT3\|,@)0,.H^-0 M.+*O6./WB/8B'W@L%FM=,>Y6JM]- (V%F0Y,$A_A8Y1C7PWJ?A9ZZ/^\=G;IZ MI9W3G]D:WP&4VMNI;V4EPNX=O9])H*]BDJK*20S1N 0P(X/*LI#*2I!/3S;=R M:WB".ZM9%EBE4/(AU*ZMD$$? ZAP.>N/V[]1<[#!%""00>DU[6]%W7O?NO=>]^Z]U[WKW0B[1[?]:Z_@6FV'VCV+LFF75I M[]HYO)XU!K)9[)1U,*C6S$GCDDD_7V3;ARYM^[G5=VMO,<9E@BD..&74^G0A MVOF[==C4)97MW.J'*T6*WF4B45))Q&ZC)))Z$BK^8GRXKZ:"CKOE\:CD\?J; M4M7O?E=*Z$?)E4TKP+ 6`T]DT?MUR]$2R[7MP)XD65L"?^)$71(]K MJ^Z]U[WKW1WO@I\'.S/G!VS2;.VM3U6%Z M_P #54]:VEV/+&32X?'N_JCB+#14Y:L1'6CI0;R.#)(8Z>*:.5(P]T_=&R]L- MO-Q.0]Q(&%K;@]TL@'$TRL:D@NWD,"K$ S'[,>5>X>\&YBV@#1VL3*UY=$=L M,9/PK7#2L 0B>OQ+S5 M55+9345M9.SS5$S"\DKNYM>PY4\Q\Q?7-=[-N%\YDFFW0&HR<9+,?O,Q)9F.68DGCT)WLDZ$'?O?NO=> M]^Z]U2A_/P_]<6H?_$XI?_\ <+-->\EONI?*TG_)XKC_CT76)OWS_^5,/__M #W6O^"'7K2V!]*NN2/?O?NO=>]^Z]UND_P @_P#](6KO_$X[@_\ <+"^^:.OW MK?] E:1_SQ6__'I>NMWW,/\ E3!_SW77^"'+JZ_WC3UEEU[WK7O?NO=>]^Z M]U[WK7O?NO=>]^Z]T3S^8/_P!D.?+'_P 0)N7__-U=1[D3VC_Y6C:O^>^V M_P"KJ]1?]V?\]? O7_2LO/^K#!?/*]]?.N%_7O?NO=>]^Z]UL9_\"=/_)E_M\D?_!&\Y&_\=I/[PW^^) R3[N_YZ)O^K.I9[?<0_P"2CNW_#S6W_5V3K;%_M]X#[=*NO>_=>Z]H|U|KYZG\O/_LNGY?? ^)QS_P#[FR>^NWLY_P JMM?_#Q0 M_P#'>N'O0[_RN>\?]\TW^$=$RIR5U$/7O?NO=&?^$7_9:'Q$_P#%G]@_^]7B M?8'ISO\ E6MV_P"E9?_,:+ MU{GM#_RMFR?]+?;? ^TR'KZ+/OCOUW_=>Z]H|U|KWOW7NO>_=>Z(7_#+?DHOQ;^G:V_L?D?X?O;<._T M<|;-&QG;-Y)*;*IR")L71BHR OQ_DEK,2%:5?9;DO^O7,5K:.NJ&-OJ+ MGT\&$AB#[G;3'_M_5ZAOW\Y 'MQRM>7Z-IG=/IK6GQ?43@HK#YQKJE^O#QX' MY_?OK7UQ#Z]H|U|KWOW7NKC/Y)OQ@Q/R![^5]3NW>FW<=N3KGI:DVZ,YB\W3 MQ5=!5Y3)++C<-155/,DD4JG555BJX*EJ&Q!!L<<_O-<\2VD:.XO91$ MC(Q5UBCI)(RE2"/P(:9I)UE=]T'V]CYTYE:\NHUEMMOA,KHZAT>:;5%$K*P(M(MXCBQG&.MOQ_98OC7_WCUT=_P"@G@/_ *W^^>/]==Y_Y3]W_LJG_P"@^NI'M]1=D_P"C?8_]DEQ_-;^O?!+%\_ ^\>NCO\ T$\[_P#6_P!^_KKO/_*?>_\ M95/_-:]>_]+LG_1OL? ^R2W_.M:?7O\ 98OC7_WCUT=_Z"\>_P#K?[]_77>?M^4^]_P"RI?\ Z#ZJ_479/^C?8_\ 9);_/6OKW^RQ?&O_O'KH[_T$\:_]:_?MOZZ[S_RGWO\ V53_/0?7OZB[)_T:['_+)+? _K7U[_98OC7_P!X]=':?^@G@ M/_K?]_77>?^4^]_[*I_^@^O?U%V3_HWV/\ V26_ 6OKW^RQ?&O_+QZZ._] M:/_?_6_W]^NN_*?>_]E4_ 0:?7OZB[)_T:[' LDM_^M?5$7\]:X6{(Q72V MP_D/U#\U[M79C=:9\]5-D+8NBQL$\YS3Q0Y$&]CHH(4=L?E8XZ=6M(R'[) M6;:L_OE>\U% M]FSV^^\;=Z%%:_?^]/_QOFS0\Y6"(]E:'X(^NP114QRA5'RE>&-57WGCU55Z]H|U|KWO MW7NMH[_A/[HC-2]E?$C'/O!OIW^(VAK;F"\?BI:W-!^(5:%SZU 9"?*D8I.NC'W/(<7Q8[KEBX M8U2MY9@U^_E4G08H^4D KDO(:8/6SE[PCZZ$=>]^ZIUK8_!*-/^/#^+/_AW M;I_]P\+ IS.^YS_N9N?\ S1MO^/R]8$_?O_Y)VT_\]-S_ -6H^M57WGEUS5Z] M]U[WKW7NM^C^4]_P!N\OC'_P"&CD/_ ?Y?WR=]^O^5OW+'_FLG_5F+KME] MV_\ Y4?/:/>9O^KTO5B\N>INZ]H|U|KWOW7NO>_=>Z26_.B:0[/\N7K]?V MW\;NG9N\]\3+Q8#++1B2"HIELR1#RKJ^/(162*15DC99$5@8.5NMQLES'= MVDC131.'CD0T96'^]A!P14$$$]%N\;/:[:RV5[&DT$R-'+&XJKHPH01_'B M#0@@@'K1, F._ '=_P &NVFHJ;[_'#TGOBKJ*_JK>\RZF\2N7DPN3=0$3+X MV-E#, B5<)6IA5"9H*?J;[->[5OIH[?J,3'>P!5NH1ZTH)4! P!#<@XR4;]M M7M9N-GO[[(W7L]N=$U2;?<,56]^ZJUL^?\)O_P#N0ZV?/>#_71#KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KYZG\Q M/_LNGY??^)QS_P#[FR>^NWLY_P JMM?_#Q0_P#'>N'O0[_RN>\?]\TW^$=$ MR|RR5U$/7O?NO=&?^$7_9:'Q$_P#%G]@_^]7B?8'ISO\ E6MV_P"E9?_,:+ MU{GM#_RMFR?]+?;? ^TR'KZ+/OCOUW_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z] [IU[KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z] [IU[KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z] [IU[KWOW7NO>_=>Z]H|U|KWOW7NO>_= M>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|K MWOW7NO>_=>Z]H|U|HY0\ +L_[+I^%/_B<$_\]T/^$]?0K|\B>NX77O?NO=>]^Z\U1U_/]W:<#|*=L;>B-YM\=ZX; M$S1_],U\C.WDY'N8G'If*.!=(:-CKN"RJZ-D_P#=,V_ZOF:2@\(+&9Q_IGDA MB XCR=CP(QZD'K$'[Z^Z_0\H1P#C<[A;OGY^D<\Y/_BB44]#FM: @Z9GOI# MUR=Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U| MKWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NE9L':#;.^ME]D:J^R7;^[<=G&K='D M\(I*R&]^ZIUI[WIKW7O? NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O? NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O? NO=>]^ MZ]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O MO?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O? NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O? NO='U_E>_P#9?WQ<_P#$DI_[MA5GN)_?/_E4MS_YY_P#K(G4W?=O_.5XVC_GI:_JS+UI/WR7ZJ9=>]^Z]U[MW|KW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O? NO=>]^Z]U[WIKW7O?NO M=>]^Z]U[WIKW5*\_#_LA:A_\3CM_P#]PLU[R6^ZE_RM)_YXKC_CT76)OWS_M /E3#_SW6O\ @EZTMO?2KKDCU[WIKW7O?NO=;C?_ GK_P"R+_^S? _%G\U_[R MFRO?.?]WG_*RVW_2LA_[2KSKJ]QO_E4[O\ Z6\_ :'8=7N^\5^LS.O>_=>Z M]H|U|KWOW7NO>_=>Z]H|U|HW^=+1_V]M[=_\,3:G_O2 MXSW/GW9O^5PM/^:=U_VC2]8U_>X_Y4._"P:EE_VF0=:-/O]\UQSD]H|U|KW MOW7NMM+_(3K?\R/^0__(E;'?\ NH7WS_\ OA?\E6P_YY'_.KQZZ=?<4_Y M(FY? \]R?]HZ=;$WO#_K,;KWOW7NO>_=>ZKO_FP_]N\O MDY_X../_/=_B/PQ_"M^V_\-9_^K,O4(_>0_P"5'W?_)YE_P"KT76@ MO[ZQ=<3>O>_=>Z] [IU\K;J_X3E_\>\IO_#WFNN_[AYKW@<;I_&/6>W7O?NO=>]^Z]U\X+Y5_]E0_)'_O/M>\/_'H"S_P"T>/K@O[G?\K+NW_2SO_\M*EZ 3V+.@/U M[W|KW6C7U\+_++>)?&;_.3+_\ O-9KW#?W@?\ E3]R_P":.^4?7:3KWOW7NO>_=>ZTY/^%"G_&6AUE_XK!A?M_>KWK[Z,?=#_.5:N?\ I9S?]HMGURK^_)_RMEI_T](/^TR_ZHB]Y4=89]>]M^Z]U[WIKW7O? NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=7<_R!_^RX\W M_P"(@$S__+M-O^\0_O9?\JO'_P I\'_5]XZS ^Y+_P KA+_TK+C_*OYO6Y_M[YMI=8.@.^3O_9-? R%_\0=NS_P!T&0IB;DK_)+-A_SVV0\U?3H*\]?\D3<_M/^>&[_[1Y.OF]>S77 GKWOW7NO>_=>Z]H|U|KWOW7N MO>_=>Z]H|U|KWOW7NOH(?RS? ^R"/BQ_XBFC_.ML_OD?[U?\K7NG_/7)_DZ[MA>P7_*F;/_SPP_X#T>CW%_4O=:[/_"BG_F1_QX_\2MD?_=0WO.#[GO\ R5;_M /YY$_ZO#K[G[]?_ "1-M_YIG_[1WZU++?? 0#KF+U[WIKW7O?NO=;RW\DO_MW M;U%_X9_Y7"[_YIVO_&C1==C/NC_\[Y8?\U+W-M,GZMB] MP'UDIU[WIKW7O?NO=?,']]P.OG?Z]H|U|KWOW7NK;/Y(?_;PWK#_,_'=/\ M[H* [WC[Y[_E4+C_)K6O_5Y>LHON>?\KQ;_//-=_\5D];QGOF#UU^Z[]] MU[IKWOW7NO>_=>Z]H|U|KWOW7NB^?+7;6>WI\5/DUL[:MN*K, [NC=GQ\WGMK;>#QZZZBLKZ_;F2:.D@2XU35%1*D:#\LP'L7>W|%MF_M;:OG2,BVWN+9^V=VX#-,6W)A:DT68V]N*EGH.ZDF4_M#4T_ME3%402@$$JZ*PN./? 8FSO8=QB6>WD26-O5)(V5T<>]LI((^8/7"+<-NN-IF M>VNHI(98SI>*5&CD1N-&5P&4YX$#IE!]>D??O?NO=>]^Z]U[WIKW7O?NO=>] M^Z]U[WIKW7O?NO='^^_OP]1^B"CIKAY*'M&O*C15F;J8N(855UAU+/4A80-<2^['NW8^\V%D72*?IK;M69N =P""L2G MXC@M0JE3PG#V2]C]Q]X+]417BL(G7ZN[(H]KQ,<18$/,PP 0E0SXH&WP.LN MMME],]?]1ZOZZP=+MO9.Q\)#M_;N&I =,4$*VU.YN\U1.Y:6>9RTD\SR32LT MCLQY6[WO-SS=&RWUXYDF6>]K+NW_2SO_\M*EZ 3V+.@/U MW|KW6C7U\+_++>)?&;_.3+_\ O-9KW#?W@?\ E3]R_P":.^4?7:3KWOW7NO>_=>ZTY/^%"G_&6AUE_XK!A?M_>KWK[Z,?=#_.5:N?\ I9S?]HMGURK^_)_RMEI_T](/^TR_ZHB]Y4=89]>]M^Z]U[WIKW7O? NO=>]^Z]U[WIKW7O?NO=>]^Z]U[WIKW7O?NO=>]^Z]U9]_)G_ .WDWQP_\G#_ _X+=/N#_O(?\J7N/_4) M_P!UKUD1\U'_E?]K_ZCO^[=>=:,W7OE?UV8Z] [IU[JW^=I_V[M[=_\ J^_XL_V_\ ^;=_U_VC2]8U_>X_Y4._\ ^;EE_P!D\6C3[Z8=<<<^ MO>_ =>Z]H|U|KWOW7NO>_=>Z]H|U|KWOW7NO>_=>Z] [IU[KWOW7NIF.QV0R]?_M1XKS[T%9E,GD:E*+'XW'1////-(P2,*&&)6DEED8@*J@LQ(!/MJ;9+9&DD95_M5069F(55_R22:_>9/3UM;27DBQ0[SNY"HB*69F_%!))\@!4]7]?__^1YV_M-VE4X?LKY;097]SK?5'7T'5R$P[GS*7U:,@.&V[1N++[@]\@PUIX*0F.H]XF^_MZOWG[/8P]ER^5NKC*M=<;:$^]?[^8>1'Z8P=3Y7K-5V8^Y[?T'1CU[WIKW7 MO?NO=>]^Z]UJO_+"C;_ (^_XH_^&WNL_P!RMO\O.SIF_\N/NO_-2T_P"._MW'7./[^J^Y&R_P"-._\^/6G6M/IS4ZY]]>]^Z]U[WIKW7T-?Y?'_9#GQ._\0MK_P!U=//[Y!^IG_*T:K_SWW_U-:KNAD]_P#*GI+_ -*RS_ZL)T]^Z]UI[?S_.MNP(_E/MKM)MF;E/6]9U!AML0;Z2CG;%?QG&GR.9DEH7KE0 MT\56I=1&PB=E=E<%01K0[%+8>-'J2+N:4P:U$OAM``P4FI6JD5 M(%,]\K^L M^\O>_=>ZX_P"K+]"KD7_DM[?^_,UI_VD1\?2B]\7^N\W7O?N MO=>]^Z]U5#_ #2/Y_3W19]ON&'MC)DF!\#QD !-0,.H^-;<6>3Z];? O%>Q$/NYM_U%H%3<[9&^GDPHG3),$AJ!0G M,;'^SRD^%SF&R<;15%)5TLK0U%//$X# M1RPRHRLI%P01[Z>VEW%?Q)/"RO'([NC]:JR_001Q!!J.N/E_83;7/);7*-' M+$[1R1N*.CH2K*1Y$$4/31[4=).O>_=>Z]H|U|KZ"'\LW_L@CXL?^(IH_P#K M;/[Y'^]7_*U[I_SUR?Y.NX7L%_RIFS_\\,/^_']'HIQ?U+W7O?NO=>]^Z]U[W M[KW7O? NO=>]^Z]U[WIKW7O?NO=$F<^??PVVU\VQ_>SK"OGL/O;$RG<_5F[M.I6*XI-P-1124SE%>0XI(1U-5JN1%)YTC;,"&TF>T_N-/[9;NE\@+PL/"NW MA_HD++$$TK0:T(#)D9&DD*QZB7WH]J?WV+?+7F6TBOK*1989E#HZFN#Y'T8'#*6KWE"^FV[<8FAGAD#[-NB+KWOW7NO>_=>Z M]H|U|KWOW7NO>_=>Z]*

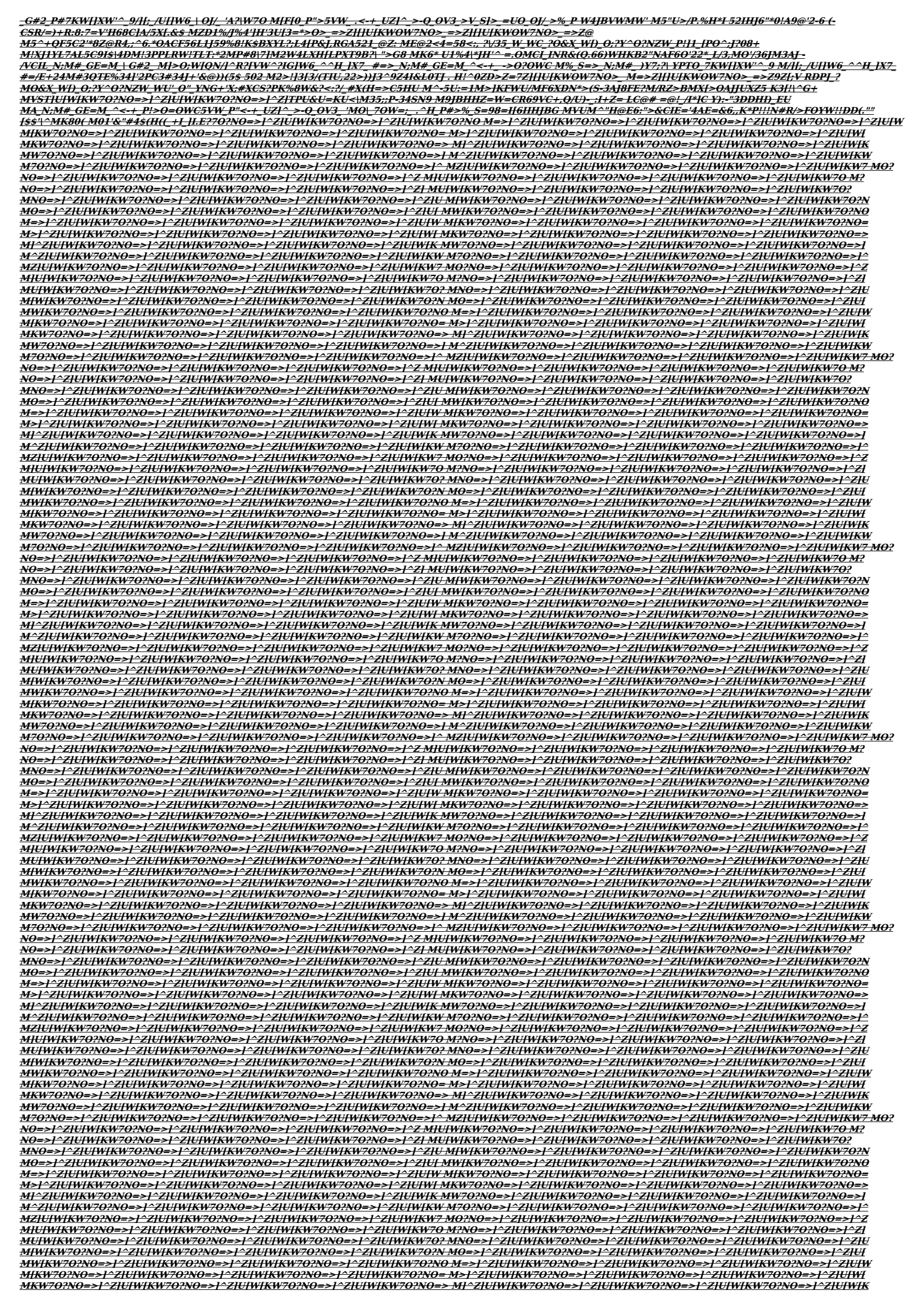
[]U[I]K=K[FQV!PFZ!)(VEC"F2-74R1AP2I9 M0:J&)6H%:&E:=+IMLN;>".ZDBE6&8NL4K1LL4IC(#A'("L4) 8*3I)%:=,7 MM5TAZ][]U[KWOW7NKT_Y2?\ -#JOC;GL9\?.]\]5U?
06YLDM+M7<>2E#+LRN MJ93JD9I 67;]7-)>I34$HW+5<:A6J1)BS]X#V-7G*)MWVJ,"_C4F6-1_N8BC MY?Z,H'::5<=AR%IF;]V/[QC[-(CWCM M+];CU-4TU;34]91U$%71U<"5-
+54SK)'+'(H=)(W0E71U(*L"0000;>^<[H8 MR58$$$@@BA!&""#P(ZZHHZRJ&4@@@$$&H(.001Q!ZS^Z]6Z][]U[KWOW7NO> M_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>ZK!_F#_,L/J?YOX>3=%%)2 M===^8C&_:[>[(I8=4-?'$!XJI 08S+$K4TDW^T7O??^ MV$O@-6XL7:LEL6RA/%X2?
A;S*_"_G0T88]^]_P!WK;/>"'QQ2VW%$TQ7:K4. M!P2=136GD&^./\)(JC:9GR/^*W>GQ0WM/L;NW8N3VQ6&6087/(K3X?+PH1_E M.)R:**:LB*LI901-#J"5$4,MT'2'DSGS:N?
K876V3K**#7&:+-$3^&1";J?0 M_"U*J6&>N4'/_MGO7MG=FTW>W:(U/AR@%H)P/Q1R :6'F1AEX,JG'1>/8PZ M77O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]UFIZ>HJZB"EI8) MJFJJ9EIZ:FIU9Y))'8*B(B@L[NQ 50"22 !?W5W$8+,0 2230 #)))X =7B MB:9@B LS$*JJ"2230 9))P ./6[#_(ZZ:[3Z5^'VZ,3VSL3<77N7WAWED][M[?
PVZ8#25LV)J=O;7HJ>KDHY"*FE66IQ]0JI.D4I""31XWC=N9WWG^9+#F;F M**3;YX[A(;*."1XFU()5N+ERH8=K4613521FE:@@=<_N?\I;ER?RM-%NEO+; M23[A+_=>Z][]U
M[JL'^8/_"P^I_F_AY-T44E)UUWYB,;]KM[LBEAU0U\<0'AQ^X:>*SUM(-$ M50MZJD!!C,L2M323?[1>]]_[82^ U;BQ=JR6Q;*$\7A)^%O,K\+^=#1ACW[W M_=ZVSW@A\<4MMQ1-
,5VJU#@<$G44UIY!OCC_ DBJ-ID_(_XL]X_%#?,^P>[M=D9#;&19Y&PF:0&?$Y>",@?=8G(HHIZV"S*6 (FA+!*B*&6Z#I%R9SWM?/UJ M+O;)EE7&M#VRQ,?PR(-/PM2JEAGKD]S_[:
[S[97AL]WMVB8U\.45:"=1^ M**0"C#A489:@.JG'1>_8OZ G7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U;;\"OY27=WRZKL1O??=-
E^G>@'9*R7>F5I]&3SD%P3#MNAJ #* MLR\#(3I]E'UM"EY?Y7P5:L4#>LSKPI_OM3K/ Z M 0W64'LM]V#=_,ZTFN%KP@1O(C_ $5QX8K51(05ZW+NCNBN
MK/CCUQ@NJNG]J4.T=G8&(^*EIKO/53O;S5M?5/>>MKJAA>2:5F8V5%TQHB+S MAYGYION<;Q[_ '&5I9I#DG"JHX*BC"J/)0 //B23U:Y1Y/V[D6PCVW:X5@@B
M&%7+,QXN['+NQRS,23]@ Z%WV'^A-U[W[KW7O?NO=>]^Z]U2A_/P_P"R%J'_ M_,3CM_\ ]PLU[R6^ZE_RM)_YXKC_ (]%UB;]_\ Y4P_\]UK_@EZTMO?2KKD MCU[W[KW7O?
NO=;I/\@__+(6KO\ Q..X/_<++"^^:OWK?^5I'_/%;_P#'I>NM MWW,/^5,'_/==?X(NKK_>-/6677O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW1 M/Y@_P#V0Y\L?
_$";E_]U=1[D3VC_P"5HVK_)[[;_JZO47^]G_*G[U_TK+S M_JP_7SRO?7SKA?U[W[KW7O?NO=;&?_"=/_F;_P D?_$;8;_W:3^\|-_OB?\D_ M;O\ GHF_ZMKUGM]Q#_DH[M_SS6W_
%=DZVQ?>_72KKWOW7NO>_=>Z^>I_,3 M_P"RZ?E=_P")QS__+FR>^NWLY_RJVU_\|4/_'>N'OO[_P KGO'_#W3?X1T M3+W)740]>]^Z]T9_X1?]EH?$3_Q9_8/_+U>)]@?
W._Y5K=O^E9?_P#:++U(MGM#_,K9LG_2WVW_+3(>OHL^^._7=SKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[K4*_G^?)$[Y[XV1\<<%D/+@.E<$-
Q;MIX&.E]Q9V&*:..91Z7;'X44[M1M]4:NJ$/-Q[Z%?=,Y,_=>U3[S*M)+Q_#B)&1;P$@D?Z>757U\-3UR_^^WS] M^]]XMM@A>L=C'XTX!P;FX4%0?
G'#I(]/%8=:_GO+;K!_KWOW7NO>_=>ZW??Y M)_QW7I+X7;I]0)#0-CH_OH_H5;(2*? MI8'AD;JWOWCUUD]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=!
MEW/U5MOO'J;L7J#=\>O;G8^T*[:62E55=X!60/%'5PAK#[BCF*3PFXTRQHP(M(O[.^6]]FY8O[?<;?^TMYDE7R!T,"5/R855O4$CH@YIY=M^;MMN=KNA6*Z@D M@?U
D4KJ']]20RGR(!Z^<9V9U[N;J7L3>_6&\J,T&ZNO]U5VT<_2V.D5-!4R M4TK1E@-<,C1ZXG TR1LKJ2K ^^R.R;Q!S!9P7UL=44\22QG^C(H85]"*T(\B M"#PZX,'O>_=>
MZ'3XS=Y[@^-7?75O>.VO)+7]>[K@R]701D#[W'OJILKCR3PJY#&S3TY;ZKY- M0(900%N=^5HN==INMKFIIN(F16/X)!W1O_M'56^=*=#7VZYSF]O=[L]X@J3; M3*[J/]$B-4E3-
/CC9E^1-?+KZ+^S-W[>[VCM??>TLE!F=K;SV]1[IVYEJ4@ MQU-#7T\=52SH1?TR0RJW^%['GWQUW+;YMIN);6X4I+#(\4B'BKHQ5@?L(/7=
MS:]S@WJVBO+9Q)#/&DT3J:AXY%#JP^1!!Z4OM%TOZUL?^%&G_'A_%G_P[MT_ M^X>%]YG?L"?OW_\D[:?>FY_P"K4?6JK[SRZYJ]>]^Z M]U[W[KW6_1_*>_[=Y?&/_P -'(?
^[_+^^3OOU_RM^Y?\UD_ZLQ==LONW_P#* MC[1_SS-_U>EZL0]Q#U-W7O?NO=>]^Z]U[W[KW7O?NO= I\AOC_UM\G>IMT]. M=JX9:L,$?F"" 0%.=N2[#W VV;:MRC\2&9?L:-
QE9$/X70Y M!_(U4D'0<^8OQ'[*^&7<^1/'+)U?]N?<&R]R=M2_LS1L+/"35X)]5*'A4>:-0!EH: U4< M5?=;VNW#VFW:3;;X:DR]M< $1W,%:*Z\;,.$B5)1JBI72S%5]CSJ-.O>_=>Z M]
[]U[K9_P"$W_\ W.5_Y3O_ .7GW@_]\O\ Y8__%,/^U+KHA]PG_EN_P#4 ML_[R'6SY[P?ZZ(=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=?/4_F)_]ET_ M*[_Q..?_/O M>_=>Z,_\(O\
LM#XB?\ BS^P?_>KQ/L#^YW_"K6[?\ 2LO_/M%EZD3VA_Y M6S9/^EOMO_:9#U]%GWQWZ[N=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW6O]_P *'O\ LE[I7_Q/<7_O/9SW MEI]T#_DNWG_/ ?\
M(@ZPG^_/_RK5C_TLT_[1;KK4(]]#.N6_7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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='-_EV?]ET_%'_Q.._]S8_<:^\|?_*K;I_SQ3?\=ZE[V"_Y7/9_
M^>Z'_">OH5^^1/7<+KWOW7NO>_=>ZUF_^%&N[3#@/BML2(ZADMIG;S\O#7RS7! M%#7G[]_'=?#MMGL1^.6[G;Y>D:^7GXS<"*4R#4$:M?O.GKG#U[W[KW7O?N
MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO
M=>]^Z]U[W[KW7O?NO=>]^Z]U]-39N7_O!M#:F?\ N/N_XYMNAR_W>CQ^7[FE MBF\GCTIHUZ[Z=*VO;2+6]\2]QM_I+B6*E-$CI2M::6(I6IK2GKU]">W7'UEO M%+6NN-
'K2E=2AJTH*5KZ=*3VCZ6]>]^Z]UK_'_"A[_LE[I7_P 3W%_[SV<] MY:?=_Y+MY_SP'_M(@ZPG^_/_P JU8_]+-/^T6ZZU"/?0SKEOU[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[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=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW1]?Y7O_9?
WQ<_\22G_+A5GN)_?/\ Y5+<_P#GG_ZR)U-WW;_^ M5XVC_GI;_JS+U] /WR7Z[9=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW5*'_#_LA:A_\ $X[? M_P#<+->\EONI?\K2?^>*X_X]%UB;]__)4P_P#/=:_X)>M+;WTJZY(]>]^Z M]U[W[KW6XW_PGK_[(O[-_P#%S%[.?_U_[RFRO?.?[WG_"LMM_TK(?
\ M*O.NJGW M&_\ E4[O_I;S_P#:'8=7N^\5^LS.O>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[JIW^=I_V[M[=_\ #DVI_P"]+C/<^?=F_P"5PM/^:=U_VC2]
M8U_>X_Y4._\ ^:EE_P!ID'6C3[ZB=<<^O>_=>Z][]U[K;2_X3K?\R/\ D/\ M^)6QW_NH7WS_/OA?\E6P_YY'_ ZO'KIU]Q3_)(FY?\ /\/\ MK.;KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZKO\
YL/_&[R^3G_(:./_\ =_B/ MPO_*W[;_S6?\ ZLR]0C]Y#_E1]W_YYE_ZO1=:"_OK%UQ-Z][]U[KWOW7N MMJK_(3E_P#'A_*;_P .[:W_+AYKW@;]\;_',VS_FC<_\ 'XNNE7W$/^2=
MNW_/3;?]6I.MD[WACUGMU[W[KW7O?NO=?."^5?\ V5#\D?\ Q/>\/_>AR/OL MIR%_R0MN_P">"S_[1X^N"_N=_P K+NW_ $L[_P#[2I>@$]BSH#]>]^Z]U8U_ M*2_[>)?&;_PY,O\
^\UFO<-_>!_Y4__=>Z][]U[K3D_X4*?]EH?\ BL&%_P#>KWK[Z,?Z=#_Y5 MJY_Z65'6&?7O?NO=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW5W/\@?]\ [+CS?
_B!,_\ ^[3; M_O&/[V7_"J\?_/?!_U:N.LP/N2_\KA+_P!*RX_ZOVO6Y_[YM]=8.@.^3O\ MV37\A?\ Q!V[/_=!D/8FY*_Y+-A_SVVO_5].@KSU_P D3&[_ .T>3KYO M'OLUUP)Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KZ"'\LW_+((^+'_(BFC_ZVS^^1_O5_RM>Z?\]CW%_4O=:[/\ PHI_YD?\>/\ Q*V1_P#=0WO,#
[GO_)5O_P#GD3_J M\.L&?OU_\D3;?^>Y_P#M'?K4M]] .N8O7O?NO=>]^Z]UO+?R2_\ MW;U%_X< MFZ__'I9_Y7"[_P":=K_VC1==C/NC_P#*AV'_ #4O?^TR?JV+W ?6 M2G7O?
NO=>]^Z]U\P?WW Z^=_KWOW7NO>_=>ZML_DA_\ ;PWK#_PT=T_^Z"N] MX^_>>_Y5"X_YK6O_%>7K*+[GG_*\6__#S7?_5D];QGOF#UU^Z][]U[KWOW M7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z*_\DOAI\.LCB62SFG=I*61@/-!(./8XY,]Q]YY M E\3:[EXU)J\)[X)/]-&U5)IC4 &'X6'4>\^^U>P^YNSGQ?[+Q79>'6\M/L7L8Q8C.(OT$4
M&3B48;(2$^HO,N+0 D ,5!?,/DS[W%C>Z8M\MFMGX&>WK+"?F8R?$0?)3*?V MXP3Y]^X]?V):;ER[2Y3B+>[I#.!Z"51X3G_3+"*?9FEGM[XF?)CH6HJH>WNC
MNR=D4]&6\N:R6,J),6P0D,8V MTQ/!%E42Y]8VTR#\U'6)7-'M=S%R66&Z;==P!:DR-$S0T%:TECUQ'AY.<9X= M%Y]C#H!=>]^Z]U[W[KW7O?NO=#YTS\6?
D7\A:RFI.F.F>P.P(JFH^U&8PV/F M7%1.&"$568J!#BJ,*QL6GJ(U'Y(]A/F3GO9N4%+;E>6\! KH>0&4CCVQKJD; M_:J>AQRG[:;_],%VFPN;D,2/$2,B$$&AU3/IB7/\3CJ^_XE?R
,G+68G=_MS#WI2TN.CT5C]/\ 6U29*B5@VK[?+Y*(H(_3IEBQRRLZM>+(0LM_>*'N!][[M1 KV_+L)+9'U=RM%'SCAK4GS!D((S&1UFK[9?I]H878'6NT\'LG9FW:;[3#;]^Z]U[W[KW
M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW1//Y@__9#GRQ_\0)N7_P!U=1[D M3VC_.5HVK_GOMO^KJ]1?[V?\J?O7_2LO/\ JP_7SRO?7SKA?U[W[KW7O?NO
M=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U9]_)G_[>3?'#_R" MW3[@_P"\A_RI>X_]0G_:=:]9$?=1_P"5_P!K_P"H[_NW7G6]U[Y7]=F.O>_= M>ZJ=_G:?]N[>W?\ PY-J?
^]+C/<^?=F_Y7"T_P":=U_VC2]8U_>X_P"5#O\ M_FI9?]ID'6C3[ZB=<<^O>_=>Z][]U[KWOW7NA;VUT#W
MOO25(=G=*=M[LF>3Q)%MK;>9KV+:D32%I:*4EM\W;3MHK< M7MI$.-9+F%,9/XG'H?V'H5V/(>^;H:6VW7TQX4BM+B3.!^",^H_:.CA]5>0U ML94I?]+$3/ MJ;Y]9E<@^S?
+GMHM=ILXTEI1KB2LMRP/']22K*#YJFE?Z/1P?<>=2?U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=:K_\ PHV_X^_XH_\
AM[N_P#='AFB<<,CJ5(^H]O6]S)9R++$S(ZD,KHQ5E(X$%2"#\QTQI.+Q,7\1VO/ M(1<@XB66*HQNI@ /LJF.GB4L5HW-@,F>1?O2[WRX%@W-5W"$4&ISX=RH_P": M@!#_.W4L?
XQUB1[C?YL+7&T,VV7!J=,:^):,?G"2I3A_H3JHSV$]4$= M[_R@?G3T9+5U(ZIE[69;3ZZ(5/BV+>/4 M?\T]+/6F32,CT8]5NY_;NX-JY2IP>Z,%F=MYJC;35X?/TL]'51'^DE/4)'*A
M_P"#*/,U/2/KWOW7NO>_=>Z=<+@LWN3)TN%V[A\KG\Q7/XJ+$X6GFJJF9O\ M4Q00))+(W^"J3[3W5W%9(99G2-%RSNP11]I8@#I596$^Y2"&VCDED;X4C1G= MOL5O2?
R'5H_QR_DU_-3OJIQ]?G]CKT5LFI9)*CD-/7]M;QAB-5#K5EECPM"#+3X2"1796,3254B,8YZN:.RC![W,][M]X]RR89F%O:5JMI"3H-*4,K8,I%*BM$!RJ*>NB'M)]WK8?:11-;H;F]*T>]G
M_,@K6HB7*PJ:T.FKD8=V%.K'O<-]3OU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U7O\MOY9'Q4^8,E7GM\;0GV;V7/%I7M/KIHW=
(K6836P/^XMQ62(#^AD/'Z]C!:Y96ZA+W-^[M]RW[IUFO8##=$4%Y;%8ISZ:^UDE]/U%9@,*R]:ZOR#_D_+#K.:MR?3&5VI\ M@=L17D@I\;+%@<^J L6,N,R=1]A($2UOM\C-+(;A8
=(;,/E'[UFP;T FY)+ M82'B6!G@K\GC76*G^*(>;<:8)<\?0>R]^Z]T9KIWX9?*KOZ6 MF'4G0O9&[J*J($.?3'R46(]7Z=>:R/V>)BO8VUU*\ GZ ^P1S%[D[#RF#^\+
MZVB8<8_$#R_\XH]I&Y6]HN9N="/W9MMW,IX2&,Q0Y_X;-X<7_&^KK?C M=_PGPWQEYZ#._*;M/&[0Q(D6:HV!U9IK\G*GU:*HS57$N/H)!:Q\%/D%(/$B MGWC1SG]
[JVMPT6Q6K2MP$]UV1@^HB0ZW'^F:/[#UEQR#]QVZG99N9+Q8DJ"; M:S_4D8>C32*$3YZ4D^3#K8O^/GQ8Z#^+.USM/HWK?!;)HZA$&7RM.K5&4R3H M.),EE:EIJ^M8-'7-
W/6[<]3_%&Z7#S,*Z%-%BC!\DC4 M!%^=!4_B).>L[>2?;O9?;JV^EV>UCMU--;*"TLI'G)(Q9W/IJ8@>0 QT8+V$ MNAKU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=:$/\VW_MXE\F?
_#DQ'_O-87WU<^[M]_RI^V_\TYO^TF;KBW]Z#_E?-V_YJ6__&AV_5_=>Z][]U[KWOW7NO>_=>Z][]U[J@G^<+_"QU[WPN6^3_M $1@"_=>VL8)NQ-HXF(F3=>,HX0JU5-
#&"TVX,=3Q*B* 7K:9%@75/#31R98 M?=W][CRK*FQ[K)_B4C4MY7.+65S6A)X0N34^2,=6%9B,+?O2?=Y'.T+\P[-'
M_NPA2MS"@S>Q(M*@#C/&HHOG(@"994'6G^RLC,CJR.C%65A8@C@@@\@@^^AX M-]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]T1GYK?R_.B?
G!M>&B["Q\VW>P<)1-2[-[6 MVW'&,KCP?(Z4TX<"/)8OS2%WI)B "SM3RT\KF7W*'MI[M;K[83E[-A) Y!FM M9"?"DX#4*91Z"@=?D&# 4ZB#W9]D]F]W[81WZ&.XC!$%Y$
)HN)TFN'CJ:F- ML<2I5N[K4P^4/\HGYB?&RLR61HMCU7=77E,[24N^^IX)L@XAU65LAA$5LO02 M(A#3$13TD?.FKD5689_$Y<65P>,%TPC%:?@E-(W%<#*N?X!6G7
M,SW%^ZYS5R"S210'<+49%Q9JTC!:_CA%94/FU Z#^,@$]5A5%/44E1/2U4$U M-54TS4]335"LDD0J]>AH*6IKJVKF6 MGI:.C1I999&-E2.- SN['@ DGZ#W22585+N0J@5))
\R3@=.P0/KC:UPU)15 MS]""8@YJ]^>5^4@1+>)<2#_0;2EPY/I52(U/^GD7J=.3 M/NT\X\ZD&*Q>UB/^C7U;5 *TKI93,P/JD3"F?3K8)^*'\B/X_P#4-5B]W?('
M.3=_[RHS]PNV98/L=IP22@+25F7,9M8U4R4T@OY*$\6Q'Y^^]/N_,2M;[M2@L(3CQ VNZ8?)\+'7^@I8>4G6<'MI]S;8N562ZWISNGIJC;M92IIH*["
MA8O%224@]'C51%+3M)2RJT$KH8.Y,Y_W+DC=%W:UD9I:GQ1(S,MPC&KK+FK! MN-2:AJ."& /61//OMKM7N'L[[+>Q!82H\$Q*J/;.@['BQ12G"@&EE)1@48@Z M'WRW^)O:7PX[?
S74_9F/D=8I'KMG;PIHG3'Y_%&0K3Y*A8EP-0 6> NTE+,' MAD)*AFZI^WW/]C[C;U&Z/M MNX+49:WG"D17,-:!TXT/DZ5)1JJ:X)+![''4<]>]^Z]U[W[KW6QS_)Z_FD_W M J-N_$OY%
[A/]Q:VH@P?2W8.5=0N#FD!'72?KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7ND%V5U;USW'M+) M;$[3V5MO?
VT,M&4K<#N>EBJH";%5EC$BEH*B/43'-$4FB:SQNK $&NS;Y>K1&D;'_2M$/EUA+[MA?:"M,!91JE0F(-KJ RELG>6??'E?FH 07T M43G_$*Y/T[@^GZNE6/^D9OY'K#_
)N^[GSCR:6,^W331J?[:S'U49%.-(=4 MBCR)D1/V$5(?74-;C*NHH,E1U6/KJ60PU5%71O%+&X^JR1R!71A_0@'W*L4J MSJ'0AE.0RD$$?(C!ZA>XMY+5S'*K(ZFC*ZE64^A! (_/J+
[_=>Z,OU%\-?E3WQ-3)U/T'V=NVCJU5X<_'C)Z/$6?3HUYK("DQ,6L-== M=2NI06%U5B 3S#[D;#RJ#]??VT1&#'XJO+C_ (5'KD/Y+\O/J1.6/:3F;G(@ M;;MMW*K"HD,31P4-*?
K2^'%FN*OD5/ 'JX+X^_\ "?3NK=,E%E_D;V;MGJG# MMIFJ-I;) SV;8?VX)JJ\&&H7_P!3+%+D5_K'[QWYN^]QMMB&CV:VDB\^ MA#\B%
[I''R(B/SZRFY(^X]NFX%9=_O(K1.)@MO\ &)R/0N=,2'YKXP^76P#\ M8OY=OQ-^):4E=U;UEUF]*9 '[-WP4R^X6;0$9X:V>-8L;Y%'K3'PT<+&Y,= MR?>)7._O!O\ [@$K?W+"$_\
$:&L5N!6H!535Z5P9&=AZ]9M>WGL;RU[9 -M MEHIG S=S_K7)P :.P[*TRL2QJ3^'H[WN,NI_=>Z][]U[K MWOW7N@_[-ZJZV[GVD=A=K;(VWV!L_*@?
>X#=%+%50%UYCFC$BEH*F%O5%-$ M4FB8!XW5@#[-MDWZ]Y;N%N["\:2"9/ADB8JU#Q!IQ!X%34$8((Z)=_P"7;#FJ MU>RW*WBN8'^**9%=21D&A&&!RK"C*<@@]:^?
R=_X3Z[1SD^2W+\3^RGV34S% MJB#K+L]JBMQ:L;6AHL[D^4I(5]*U4&0D9CZJE5^F7')'WN+BU"P[_;>.!0 M&YMM*2T]6B)6-C_I&C%/PD]80^X?W(+.]+W'+5T;9C4BTNRTL%?
1)@&E0?Z= M9C4_$!U1KW1_+<^;/0TU2V]_C[OK(8>F+,=T["I_[QXSQK_NZ2JPIK?LXV'T M^[6G?\% >/>47+7O/RQS4!]-?P*YI^E.WT\E?0";1J/^D+#Y]8>"92KHZDJR M.K
,K*P(((N#P?8ZQ^[M=4Z][]U[KWOW7NE5M#8F]^PLLF!V#LW=6^,Y(8\-M#'5>3JVN;#3344,\QN M>!9?K[0;CNMKL\?BW#8V\]S)_!!%),^?Z M,;L?Y=6B=!?R5_F[W/44-
9NC9N.Z*VG.Z/49SM2<05OB-F?PX*D^XROW"J?2 ME5'1QLWI,RD,5@WFS[RW+'+898)FOI16B6JU2OE65],=/FA2ONC M6H9ZV#?B;_"7OBI\<*G%[KWK2 MU/R"
[*QQCJ8<[V!30IA:2I2Q\V.VXK3TJL' 9&KI:^2)P'ADC8 ^\1>?_O); M]SFK6]L186S5!CMV)F=3Y/,0K'&"$$8(P0>LX/;+[J'+7(#)_=>Z][]U[KWOW7NJ4/Y^'_9"U#_XG';
/[A9KWDM]U+_E:3_P \ M5Q_QZ+K$W[Y__*F'_GNM?\$O6EM[Z5=O>_=>Z][]U[K=)_D'_/9"U=_X MG'<'_N%A??-7[UO_"M(_P">*W_X]+*UUN^YA_P J8/\ GNNO\$75U_O&GK++
MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[HGG\P?_LASY8_^($W+_P"ZNH]R M)[1_\K1M7_/?;?\ 5U>HO]/^5/WK_I67G_5A^OGE>^OG7"_KWOW7NO>_=>Z MV,_^$Z?_#-
_Y(_^(VPW_NTG]X;_'Q/^2?MW_/1-_U;7K/;[B'_"4=V_YY MK;_J[)UMB^\!^NE77O?NO=>]^Z]U\]3^8G_V73\KO_$XY_\ ]S9/?7;V<_Y5 M;:_^>*'_([UP]]_?
^5SWC_GNF_PCHF7N2NHAZ][]U[HS_PB_P"RT/B)_P"+ M/[!_]ZO$^P/[G?\ *M;M_P!*R_\ ^T67J1/:'_E;-D_Z6^V_]ID/7T6??'?K MNYU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=
(#M;LG;73G6>_NUMXU#4NU^N]HU^\ M0\3HB0N0!YDTH ,DD 9/7SB.V MNR]Q]R]G[_[7W=,)MR]B;NK]X9C269$FKZF2H,,6JY$%.'$42_V8T51P![[) MN#'-7,4_-
VY7.Z71K+=3R3OFH M4R,6TBOX5!"KZ =!|[..B#KWOW7NAY^+W2&5^2/R$ZCZ/Q!FBF[#WG38?(U M=.-3TN-CU567K57G4:'%4]146_/BMQ["G//,\?)FT7>Z24(MX6=0>#2&B1K_
M +:1E7\^AO[;\GR<_P"^V6SQU'U,ZHY'%85K)*P^:1([?EU]&S"87%[;PV(V M]@Z*'&X3 XNGPN'QU/?QT]+2Q)!3P1W).B**-56Y)L!<^^.-S2/-*Q9W9
MG=CQ9F)8D_,DUZ[Q6MM'91)#$H5(U5$4<%50% 'R '3G[8Z?Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>ZU OY^_QI_N!WWL[Y&[?QO@VUW=A!A-V34Z6C MCW+A(HX?+
(P.E&R6'^V*+I!>2CJI2S,S6Z&_=.YU_>VU3;-,U9+)]<0)R;:8 MDT'^DDU5-WW[FWFWW^!:17\?A3D# NH "37C)%IH*<8G))K MU0)[RSZPBZ]
[]U[KWOW7NMQ3^0Q\H3VA\>=P_'KA,D)MN"H=FEGVQ MEI9IJ55UDM)_"\B*BG;3Z(J>6AB '%^=/WJ^1OW%O$>[PK2*_7]2@%%N8@ W M#AK32V\5>LR^M;'_A1I_QX?
Q9_P##NW3_.X>%]YG?FY_ZM1]:JOO/+KFKU[W[KW7O?NO=;]'\I[_MWE\8_#1R'_N_R_OD M[]]?\K?N7_-9/^K,77;+[M__"H^T?\ /,W_%>EZL0]Q#U-W7O?NO=>]^Z]
MU[W[KW7O?NO=>]^Z]T3?YO\ PQZY^;73.2ZWWC%!B]TXM)LKUGOZ*)7J\'E2 MBZ9%;27DQ]88TBKJ:X$\(#*4J(J>:*1O;'W(O/;+'R M=:DQM^%O52RF+?=SVIL/=S:7V^[25:O:W
+V\U,$>J-0+(GXE]&"LNA-W? MTGV-\>.S]U]0]JX"?;V\]H9!J*NIVU&"HB/JIZZAF94%505L)66GF4 21L"0 MK:E'5OECF:SYPL8MQL)!)#*M5/XE/FC"ITNIPR^1'F*'KBQSCR??\A[C-
M>Y MQF*>%J$9*NOX70D#4CC*MYCB :@!1[/^@QU[W[KW6SY_PF__ .YRO_*=_P#R M\^\'_OE_\L?_*F"_:EUT0^X3_RW?^I9_P!Y#K9\]X/=$.O>_=>Z][]U[KW MOW7NO>_=>Z]
[]U[KWOW7NOGJ?S$_^RZ?E=_XG'/_N;)[Z[>SG_"JVU_\ M/%#_,=ZX>^_O_*Y[Q_SW3?X1T3+W)740]>]^Z]T9_X1?]EH?$3_ ,6?V#_[MU>)]@?W._P"5:W;_
*5E_P#]HLO4B>T/_*V;)_TM]M_S9/?7_.7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>ZKP_F/_!O)_/'JK8_6^+[&H.M9MH=@KO>3+5^,DRBSJN-KZ#[=88ZV MA,;$U@?678633IYN)?\
9KW03VJOYKU[=KD2VY@T+((M-9(Y-52CU^"E*>?' MJ#O?GV>?WGVR#;TNEM##="XUM"9M5(I8M.D214_M*UJ>%*9ZIN_Z!R=W_P#>
M5VV__01JO_L@]Y&_\&1;_P#1JD_[*U_[9^L5/^,N/\ H]1_]D#?]M?7O^@< MG=__'E=MO\ ]!&J_P#L@]^_X,BW_P"C5)_V5K_

.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4 M?_9 W_;7U[_H')W?_P!Y7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ , MN/\ H]1_]D#?]M?7O^@_X RX_P"CU'_V0-_VU]>_Z!R=W_\
>5VV_P#T$:K_.R#W[_@R+?_*-4 MG_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?_P!Y7;;_/01JO\ [(/?O^#(MM_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?7O^@_X RX_P"CU'_V0-
_VU]>_Z!R=W_\ >5VV_P#T M$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?_P!Y M7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?7O^@< MG=__
'E=MO\ ]!&J_P#L@]^_X,BW_P"C5)_V5K_VS]>_X RX_P"CU'_V0-_V MU]>_Z!R=W_\ >5VV_P#T$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4 M?_9 W_;7U[_H')W?_P!Y7;;_/01JO\ [(/?
O^#(M_\ HU2?]E:_]L_7O^ , MN/\ H]1_]D#?]M?7O^@_X RX_P"CU'_V0-_VU]>_Z!R=W_\ >5VV_P#T$:K_.R#W[_@R+?_*-4 MG_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?_P!Y7;;_
/01JO\ [(/?O^#(MM_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?7O^@_X RX_P"CU'_V0-_VU]>_Z!R=W_\ >5VV_P#T M$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?
_P!Y M7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?7O^@< MG=__ 'E=MO\ ]!&J_P#L@]^_X,BW_P"C5)_V5K_VS]>_X RX_P"CU'_V0-_V MU]>_Z!R=W_\
>5VV_P#T$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4 M?_9 W_;7U[_H')W?_P!Y7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ , MN/\ H]1_]D#?]M?7O^@_X RX_P"CU'_V0-
_VU]>_Z!R=W_\ >5VV_P#T$:K_.R#W[_@R+?_*-4 MG_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?_P!Y7;;_/01JO\ [(/?O^#(MM_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?7O^@_X
RX_P"CU'_V0-_VU]>_Z!R=W_\ >5VV_P#T M$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?_P!Y M7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?
7O^@< MG=__ 'E=MO\ ]!&J_P#L@]^_X,BW_P"C5)_V5K_VS]>_X RX_P"CU'_V0-_V MU]>_Z!R=W_\ >5VV_P#T$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4 M?_9 W_;7U[_H')W?_P!Y7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ , MN/\ H]1_]D#?]M?7O^@_X RX_P"CU'_V0-
_P!Y7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ , MN/\ H]1_]D#?]M?7O^@_X
W_;7U[_H')W?_P!Y7;;_/01JO\ [(/?O^#(MM_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?7O^@_X RX_P"CU'_V0-_VU]>_Z!R=W_\ >5VV_P#T M$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_
*/4?_9 W_;7U[_H')W?_P!Y M7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?7O^@< MG=__ 'E=MO\ ]!&J_P#L@]^_X,BW_P"C5)_V5K_VS]>_X RX_P"CU'_V0-_V
MU]>_Z!R=W_\ >5VV_P#T$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4 M?_9 W_;7U[_H')W?_P!Y7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ , MN/\ H]1_]D#?]M?7O^@_X RX_P"CU'_V0-
_VU]>_Z!R=W_\ >5VV_P#T$:K_.R#W[_@R+?_*-4 MG_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?_P!Y7;;_/01JO\ [(/?O^#(MM_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?7O^@_X RX_P"CU'_V0-_VU]>_Z!R=W_\ >5VV_P#T M$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?_P!Y M7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ ,N/\
H]1_]D#?]M?7O^@< MG=__ 'E=MO\ ]!&J_P#L@]^_X,BW_P"C5)_V5K_VS]>_X RX_P"CU'_V0-_V MU]#9\;OY$FZ.A>^^H^Z*KY)8'#FS:;O;5VYXC'''

E1T,?;[[FT_M(^]V6[MNJ3"TG28Q"S9"^@\-7U+TKZZ3]G6QI[PZZSKZ]]U[KWOW7NJJ/GY M_*^QOSTWYLK>6X>Z\KUY2;%VQ+MO$X+#X*GK]?W%2:F>HFJ9LE3.TDC:5"A
MBJBV&HNS3O[3^^$GM3:S6\-FEP9Y!([O,R4TKI "K&V!DUK4D^E ,

K[O, M/O1=V]S4V[O_$%J M/_Z]>Y7_.#&O/\ HV0_]E+_/6KJ%O^ 0V[_H[7/_9-%_ULZ]_T#E[#_P"\ MIMW?^@M1_P#UZ]^_X,:_P"C9#_V4O\ ]:NO?\ AMW_1VN?^R:+_*V=>_Z!
MR]A_]Y3;N_\ 06H_KU[]_P8UY_T;(?^RE_^M77O^ 0V[_H[7/\ V31?];.O M?] Y>P_^\IMW?^@M1_\ UZ]^_P"#&O/^C9#_V&O^#_"C9#_ -E+_P#6KKW_ M&O^=M$]#+1_#Q+C2PONDIU GL[4E8W6XZ
[P6Z2VMMDG:$1RZ=?+ H[@+P#6QG,%>Y;0Z&@#X>H!!7VK#A9
Y3;N_]!:C_/KU[_P8UY_T;(?^RE_^M7O^ 0V[_H M[7/_&31?]:.O?\ 0.7L/_ O*=W[_@R+?_*-4G_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?_P!Y M7;;_/01JO\ [(/?O^#(M_\
MZ-D/_92__6KKW_ (;=_T1KO\ V3?]L^[_ !GO_J[5_VKQ?]]V_UZ]?_ (9']M^/ M)=O]6K[U?QLT;[^%#-:EZ#5/:-NR
_J[_9,(QCB)OS7_7Q9VX6M_TO/ML7+_:*SV&?W_O]_YO;Q^@@%CLU>5^C"J+/*-:]Z*7@/'72J?)4;+(7K*[H:LJ8@]?Y;KLLAK5C@)[_4YKR8>'>Q;-W^-_F/V>2P-1;+KY[;/U;V^%.%^A:/]V8%IV#RZ4/H/
;Z?SJZ?9+S,6:VQ\@G,Z=X,J]=H&@/4@E;_B.P^DKV[S/HLL>WV8/JYV]$B^S/C:F<6]>@W)25=V>J@#M^R*"5F>NO5KVM@1MTH8
%^P1V;/]=V
[?FLDSE>N/O\^L_D@V71.9IX7D7MJ+8YV#OQ4RP=OVL4MI:5&B'^(,OV_ZIYL-Z6A!#[WF]A+O@30U;^^KS_:M>7/QWJ^PG]@Y7[7K/W\
M'RS(:T4Q"OZ^AXG&5'Z[T_M+^,[&3.GKYT0C7R/Y]S%XR([1O0N8L9I98D3^RY1#@L90!QT>4:XU]I#^?E,P&]W,IEBO\R09*?S
KW[NM_P#? M4?\ O"_YNG/'XC$$XE95Q6+QV,6UR3^3[4174L HCNHK6BL0*_D>D\MK%%.:NB,>%64$T M_,=0?[F[0_YY7;;?;?_)PTO_7KVY^\;C_?LG^^]M_GZ;_=UO/^1W_=?4;U
M[0_YY7;?_G#2_P#7KW[QD*[_;C_UO]7W_[F[0_P9">5VW_.<-+^5W_<-Z^)LH+VI>J%0:
#P7+#0_P">5VW_^@K1_/O_ U?+_UO]QP@6KG6P.<->;3VKO3_@^#O_:@Y<_CIIXR^%R-8+CY:L'R:X)'"/'[:VJ>I^]HK!R]H*\2:/$D<@$[&;U%G0M/HN>;_MB3@R$GRSRJA[.@HIOM%U[K1F6T80*=[#F0]R7F#K*GP_ZS?>:HWUHOM:YT&#+FU+'7DQ12B@%+_3KRDN5/J9MF0N9%Z3M1&I5'E.GR,_I$?>]\=D
Q_OV3_>V_P-_>V_W7O[F[0_YY7;;_/0W+P2T7MV[QV-_9'0]_W-7SK!9D0H$P]=ZNS$P)3*-W$KR>DBS+%J`)M)1'W[KJBNR%S@^H2_C9?!B-T"2X@V6AH1,.U*-V^K3TL!1>W6V\)J2"_
!AD<93J3GXD+4^QPC!2@OAB%.N!A4-3O8V7SF.<!\X!F_XPLM]1Q)JB1@&T)@W3$V%$P5X,JX;!S;K'.A`_MPMAVGA?V;JZ0"N\3>A$_R9!Z1@V0/F7
)(BTFUEI!-GH.(6K`;T2<6=+)+^$<EGN&"^#&D,GG`'@MG6H(TP&3HXNNJQ:?2R%J=8(+`8N;^]Z6VYU2^F8/O%)34]94!(3\&0Q%9:U!G<(F8L5*G=YO[9.4,-)D6O=7!6!%C_K:QY\MK(XLXAH;M-HR=I
AND<%-EG/RD[_;NQ;P?+#2JJP@D`T!J3P9HM*V8OY@KO:BH_M[1HUCZ6TTY[BUD@EK6/X2AEVE!4QJWX*0X4$)IHR1H<?F%J/3?ZBX;(I9(P;`,.[!R25*2=_:,C0C2IDH@E.
-3)-XZCRX>J9,*M7D(3MG)ICE($&.%D8H+:NPHH)`1X'0)#>_6LKYC1+*R5=-_=JYK`L9K^U3=GDY'`5CZE%W@BY+&XUX(TA!KE>04O*-=YV'-!^KKO$(8Y+3(0BH6S2OR?Z-A$V'Y5Z
#'7R?)(#,?:U(;6B(OB:*QG!-?*AXN`>:SZ*8X#/LN:_-Z3NY^^Q-,$^<#^7H;;`?1O.5A&(0QAG_9W4UM2R>8+ZZW3T>WT1V_Z7.#6\M,B_N=%HB:(P.P+:BI`J:S];GKA8:;.1]

K[O, M/O1=V]S4V[O_$%J M/_Z]>Y7_.#&O/\ HV0_]E+_/6KJ%O^ 0V[_H[7/_9-%_ULZ]_T#E[#_P"\ MIMW?^@M1_P#UZ]^_X,:_P"C9#_V4O\ ]:NO?\ AMW_1VN?^R:+_*V=>_Z!R=W_\ >5VV_P#T M$:K_.R#W[_@R+?_*-4G_96O_;/U[_@#+C_*/4?_9 W_;7U[_H')W?_P!Y M7;;_/01JO\ [(/?O^#(M_\ HU2?]E:_]L_7O^ ,N/\ H]1_]D#?]M?7O^@<



MW7O?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[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]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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]
MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U
M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?
NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z
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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=>]^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=>]^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=>]^Z]U[W[KW7 MO?
NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
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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
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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=>]^Z]U[W[KW7O?NO=>
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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]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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]
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M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?
NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^Z]U[W[KW7O?NO=>]
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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]U[W[KW7O?NO=>]^Z
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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
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NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z
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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=>]^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
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NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^Z]U[W[KW7O?NO=>]
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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]U[W[KW7O?NO=>]^Z
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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[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=>]^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
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NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^Z]U[W[KW7O?NO=>]
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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]U[W[KW7O?NO=>]^Z
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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[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[
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NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[KW7O?NO=>]^Z]U[W[KW7O?NO=
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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=>]^Z]U[W[KW7O?NO=>]
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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=>]^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=>]^Z]U[W[KW7O?NO=>]
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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]U[W[KW7O?NO=>]^Z
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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[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=>]^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=>]^Z]U[W[KW7O?NO=>]
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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]U[W[KW7O?NO=>]^Z
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NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
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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[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=>]^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=>]^Z]U[W[KW7O?NO=>]
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NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
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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[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=>]^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=>]^Z]U[W[KW7O?NO=>]
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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
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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]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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^Z]U[W[KW7O?NO=>]
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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]U[W[KW7O?NO=>]^Z
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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
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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]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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^Z]U[W[KW7O?NO=>]
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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]U[W[KW7O?NO=>]^Z
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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=>]^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
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NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z
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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[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=>]^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
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NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^Z]U[W[KW7O?NO=>]
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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]U[W[KW7O?NO=>]^Z
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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[
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NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]
MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U
M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?
NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^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=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?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[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]
MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U
M[W[KW7O?NO=>]^Z]U[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=>]^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[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=>]^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=>]^Z]U[W[KW7O?NO=>] .^Z]U[W[KW7O?NO=?_]D! end GRAPHIC 16 cik0001476204-20241231_g2.jpg begin 644
cik0001476204-20241231_g2.jpg M_]C_X 02D9)1@ ! @$ 8 !@ #_[@ .061O8F4 90 !_]L 0P " 0$! M 0$" 0$! @(" @($ P(" @(%! 0#! 8%!@8&!08&!@<)" 8'"0<&!@@+" D*
M"@H*"@8("PP+"@P)"@H*_]L 0P$" @(" @(% P,%"@<&!PH*"@H*"@H*"@H* M"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*_\ $0@# MP 54 P$B (1 0,1 ?
_$!\ $% 0$! 0$! ! @,$!08'" D* M"__$ +40 (! P,"! ,%!00$!?0$" P $$042(3%!!A-180'EZ@X2%AH>(B8J2DY25EI>8F9JBHZ2EIJ>H MJ:JRL[2UMK>XN;K"P\3%QL?(R;GZ.GJ\?+S]/7V
M]_CY^O_$!\! ,! 0$! 0$! 0$! @,$!08'" D*"__$ +41 (! M @0$ P0'!00$ $"=P ! @,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P M%6)RT0H6)#3A)?
$7&!D:)BH*#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6V MM[BYNL+#Q,7&Q\C)RM+3U-76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_: P# M 0 "$0,1 #_?RBBB@ HHHH ****
"BBB@ HKY(\?_!:3]@KX:?MHVG[) MOC']J/X6:?:_\(C?ZAK/B>]^(UE%'I6K07MI;QZ3.I;9%-)'//+AY%91;,"A MSD>A_MD_\%"O@%^Q=\'/#_Q:\5/JOBZ;QOJMH7PX\+> K5=2U/Q=?
W2[[>" MP17"2AD^?S"XC"X.[+*& /=**^0?@#_P5GA\9?M)>'_V2?VLOV/?B+\!?&_C M>RN;KX?1^-WLKO3O$@MT$DUO;WME-)&+I$^=H'P0N.=S*IV?VO_@I_H_[.
MWQ]TO]D3X(?LT^.?C9\6=1\.-XAN_!O@06L2:/I(E,2W=]=W4L<5LKR I&I) M9B!D+N3< ?4M%>"?L(?\%!/AI^W;H7BRST3P%XG\#>-OA[KHT;XA_#GQO9);
MZKH%XR;XO,$;NDD,J O%,C%9%4D8(('O= !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 453\0ZI/H>@7
MVM6VDW-_)9VF@ #J2?ME 'WA17B7_!/']N+P-_P49_91T#]K;X;^!M=\.Z-XAN[M^"STWQ$L/VE3:W-1O8 M]#T8PPQ6.DVGVF^U.[FD6*WL[6'(\V>61E55R .68JJLP /4J*^,O@U_P6 E
MUOX^>#/V??VM/V'/BG\![_XG32P?#76/':64VGZU=)'YGV&26TGW%S)'%:6YD!C5V)WR#:!WH ^FJ*^>?V%?^"BG@+]MG4O&OPVN_
MA5XL^&WQ+^&M_;6OC[X:>.K6*+4=+^T1F2VN$:%WCN+:9%8QS(V&"YP 5+>- M^//^"WMH?&'CO_AF3]@;XQ_&7P+\+=:NM)\??$?P1:6*V$%Y:C-W#8QW%PDN MI- ,A_* &
<;2RLK, ?=5%<3^SA^T-\)_VL?@7X7_&CO@9XG76/"?B_28]0T M6_6,HS1MD,CH>4D1PT;H>5=&4\BNVH **** "BBB@ HHHH **** "BBB@ HH MHH **** "N._:
(^'GBCXN_L_^.OA/X(\9R^'-:\3^#M3TG2/$,!;?I=U O!WQ OO"6KZWX?O+#2O%6F0I M)1(_RM)$[+(JMP2@!XH_$'X->(M>_X)G?&#X>_!#_(*"?\$B M9KKPS\/?V9=$?@3>-JNA?#?
1+I+!M7\+ZA MIL-J#8BXVJL]M#$GEP.%8$E<;EV'SOX@?L:_\%0_B-_P4'T?]F_XN?\ !2OP MM>R:]^S=XFL;_P ?Z-\%8;359M!DUC1X;RV$'VUK:*[E9XMMRJE8@KXB9BI7 M[C\0?
LQ_&3]GO]B3PS^S#_P3:\>&?"6K>!],T[2_#%[\0M-FU.SDLKSM[N>:2'R"TDDQV1@1(IR7&/H#_@GYYVJ?\%[M/V_M0\1#-YINF?"^ST7S.L=B^AW$DBIG^$R!6..-QKT+]FO_

()O_'R]_:DT M?]N?_@HW^T]8?%/XA^$M+N[#X;^'?"_AG^R/#?@U+I0EW/;0M))+<74J#8;B M5@0A*X.U"K?VI?\ @GQ^T]#^V5+_,%_P#@G=^T%X5\$>/M>\(0^&?B#X:^
M('AF;4M"\36EO(7M+E_L\T4T%U#G8'0D,@5?E ?S #S[]EQY=._X.._VI+#0 MQMLM2^"O@N[UT1_=>^C!B@9\=6$!8#/.*_0FOF#_()W_L >-?V4_%7Q-_:;
M_:+^-4/Q&^,WQFUBSO?'?BFQT8:?8V]O90&"QTZRM][M';P1LRAF8L^06Z"O MI^@ HHHH XCXL_&.V^&OB;PCX-.E2S77C+6&TZRN48;+9Q&7WN#RPP,8%;_V M+QO_-!NR_\
8_XUY'^UA_R6SX'_P#8]R_^DS5[I0!C_8O&_P#T&[+_,!C M_C1]B\;_/0;LO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# M8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_
,!C_C6Q10!C_8O&_P#T M&[+_,!C_C1]B\;_/0;LO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ M]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_,!C_C6Q10!C M_8O&_P#T&
[+_,!C_C1]B\;_/0;LO\ P&/^-;%% &/]B\;_/0;LO\ P&/^ M-'V+QO\ ]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_,!C M_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^-
;%% &/]B\;_/0; MLO\ P&/^-'V+QO\ ]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T M&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^-;%% &/] MB\;_/0;LO\ P&/^-
'V+QO\ ]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT M?8O&_P#T&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^ M-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# 8_XUL44
8_V+QO\ ]!NR M_P# 8_XT?8O&_P#T&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0; MLO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# 8_XUL44 8_V+ MQO\ ]!NR_P# 8_XT?
8O&_P#T&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1] MB\;_/0;LO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# 8_XU ML44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_
,!C_C6Q10!C_8O&_P#T&[+_ M ,!C_C1]B\;_/0;LO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR M_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_,!C_C6Q10!C_8O& M_P#T&
[+_,!C_C1]B\;_/0;LO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+ MQO\ ]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_,!C_C6Q M10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^-
;%% &/]B\;_/0;LO\ MP&/^-'V+QO\ ]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_ M ,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^-;%% &/]B\;_ M /0;LO\ P&/^-
'V+QO\ ]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O& M_P#T&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^-;%% M &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# 8_XUL44
8_V+QO\ ]!NR_P# M8_XT?8O&_P#T&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ MP&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# 8_XUL44 8_V+QO\ M]!NR_P# 8_XT?
8O&_P#T&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_M /0;LO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# 8_XUL44 M8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_
,!C_C6Q10!C_8O&_P#T&[+_,!C M_C1]B\;_/0;LO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# M8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_,!C_C6Q10!C_8O&_P#T M&
[+_,!C_C1]B\;_/0;LO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ M]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_,!C_C6Q10!C M_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^-
;%% &/]B\;_/0;LO\ P&/^ M-'V+QO\ ]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T&[+_,!C M_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^-;%% &/]B\;_/0; MLO\ P&/^-
'V+QO\ ]!NR_P# 8_XUL44 8_V+QO\ ]!NR_P# 8_XT?8O&_P#T M&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^-;%% &/] MB\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# 8_XUL44
8_V+QO\ ]!NR_P# 8_XT M?8O&_P#T&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0;LO\ P&/^ M-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# 8_XUL44 8_V+QO\ ]!NR M_P# 8_XT?
8O&_P#T&[+_,!C_C6Q10!C_8O&_P#T&[+_,!C_C1]B\;_/0; MLO\ P&/^-;%% &/]B\;_/0;LO\ P&/^-'V+QO\ ]!NR_P# 8_XUL44 8_V+ MQO\ ]!NR_P# 8_XT?8O&_P#T&[+_
,!C_C6Q10!C_8O&_P#T&[+_,!C_C7. M^OCNK?&C6_@7?Z=(VH:'H]MJ,VHH0(I4F8A4"]01CDFNZKPOP#_P I!/'_ M /V(FE?^C&H]THHHH *^'_^"U/QW^(VK>"O!G_!,
[]F376M/BM^TOJLOAZ# M4;;+/X<\,(F_6M8<*+/$GBO1K/PS\.].@TMH(O!WAN!C(]G&6D2:^)?^"]_G7WB?]BOP[J0SHE_^VYX*75(V'[N9U%T88W[%2=WRG@X] MJ]6_X+8?'_XQ?
3_()_>(8?V:=6N[3XI^/M=TCP3\,Y+"79/_;&J7T5LC1- MSM=(3/(&QP8\]LUH_M2?\$VA^UG^P)X;_9'^(?Q[\0+XT\(QZ+JGAWXN2 76 MI6GB?
30KQ:P5<@2,THD+QY7*3.JE#M90#Q?_(.,VEL?V>?@)XAT@8UO2_VM M_MQX>D3_6+>">X"[.^=I?I2_LV&74_^#D7]I2]UX;KC3/@-X0L]!:3JEC)(M99E3/\)G&3CC-:^A?
\$X/V]_VD_C[\+__(E_\%./VL? /BOPK\&/$T?B;PCX M+^&G@BXTR/6=>AC9+34]2EN)Y"'@W.ZQ0JJ%G/09#=I^V3_P3[_:#\5_M:Z% M_P_%!_V"?CWX>\!_%;3_
9)X1\2Z=XU\.R:EH7BG13ZK'&/EEU&+Q$L5L7]6\ MDD#/.VM+_@U\BMI?^"(WPAUAG\V^U.^\376LSR.O@K_P $Y?VX_ O@[X0^ M//$FH:U8:7XS\ 3ZAK'@2:_8O=)I,T-S'%+&)&:2-
)UPA..3N=P"3_@V4>:' M_@F9+H5KD:/I7Q=\86GAQ%^XEB-5E=0G;;YCR].,YK]":\E_87_8\^&G[O[M)_@S]DGX2W-U/CCX<\ M6^'K">2#4M2TG4D9;"6-
=SQ7"G#6[JN&*2!6"D'&"#0!Z)17S9\/?^"Q/_!+ M?XL?%RU^!7PX_;O^&VL>*;^[6UT[3K/Q'&RWMPS;4A@F/[F>1FX5(W8L2 < MBOI.@ HKSK]I+]KK]F#]CSP?
#X]_:C^/7A;P'I5U,8;*Y\2ZQ';&[E !,<", M=\S@')5 Q Y(Q6Q\"_CM\(/VF/A5I/QP^ OQ T_Q3X2UU)7TC7M+D+070BF> M&0J2 ?EDCD0\=5- '6T444 %%%% !1110 4444 %%%% !1110
4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%%
!1110 4444 %>%^ ?^4@GC__+$32O\ T8U>Z5X7X!_Y2">/_P#L M1-*_]&-0![I1110 4444 ,FM[>X*&>!'\MP\>]0=K#H1GH>>M/HHH **** " MBBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH \+_:P_Y+9\#_\ L>Y?_29J]TKPO]K#_DMGP/\ ^Q[E_P#2 M9J]TH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH ****,WQG%XIG\'ZK!X&NK6#6WTV==
M'GOD+0QW1C;RFD Y*!]I(';-?@G\+[#]F/X=?M$:/I'_6+\._M%?"WXDM\ M)Y+;QU\7/$'BOQ"$D\3/K"*NJ6.K:7))M&O[W3I[>RU>WA222QF>-E2=4?*LR,0P5N"5P>*_,OXJ_\$_?
M^"B/[2?[6.I_LR_M,_MO^&=6\)^)_@)<:-XK\;>&_@L=/U+5-&DU:(3V"E[^ M6TM;R7D_:$B8(F2L(.&4 Z7_(**:E\4/#'_5=_9Z^+?[%%AK2OB_\4=(^ M&&O+?_";6-02U@3PM-
)#YFO1:H^8M/G:X2*U5V1_M'F[JN:M?\$G_%6C_& M_P#;V_:T^)/QK^&=U\,OB?XI;PY8>*/@/K5H&DL-'L[2>"VU6:Y0?9]3-X99 MLRP;TC1(T+-N#'USX_?
\$[/BSI'[2/@3]LS]@CXO>'O!OCGP7\-!\.[[P_X[MT*?5-#U_PRDXN(+67R)XKBWFAF!D2=&8G.U@5SFU^SU^P)\>/"GQ0^+'[7?Q MY_:;T>]^-_Q/\'0>&=,USP;X3-
MHW@S3[9)3:QV=K=3327;+<2FXD>XD_>,J MH%10=P!\X_\ !)_CMX3N+*ZN_" M,$5_;2?Z'HL8AEL@9E2V>\B:;RXIG;R&!./T\BEBGB6>"171U#(Z'(8'H0>X
MKX#^,W_!.C_@J!^VK\/4_94_;B_;E^&=_P#""'\O[23QF_P //A?=:7XA\66= MO/'.+.:6:^EM[)9'B0N\$><J,JQ%?4'Q6^"?[0/BC]ICX1?$SX6_M%-X5^' MW@E-
83Q_\/(M'65/%JW%HL5B#,2#;BUE4RC .[..* /@#P[JO[9'QU_X+'?M M+?&CX'_LL?#CXBZK\);K0?!?@?5_BKXZFTVU\)V?]FI>74=A!!974AN;NXG:
M1[@B,*B(@9@6%?;/_!./]MB#]M/X5>)[K7O@U-\.O&WPZ\>ZCX/^(_@>2_CN MX]+UJV*22^1&-1^*>F:=;?$WP9\3_"%UJFDW]Y8OFWM=4MGL[JWFM[E;?$3)EHY JLW* MBO2??^"?
O[$T?[$WPO\1Z1XB^)=QXV\;_ ! \<:AXR^)'C.XTY+-=6UJ\V"5X M;9&86UND<44<<(9@JIURQH]WHHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH *\+_\I!/'_\ V(FE?
^C&KW2O"_/_*03 MQ_\ ]B)I7_HQJ /=**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH \+_:P_Y+ M9\#_
/L>Y?\ TF:O=*\+_:P_Y+9\#_\ L>Y?_29J]TH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBN1^)_P 4_P#A7$ME'_87VW[6LAS]J\O9MV_[+9SN_2@# MKJ*\G_X:@_ZD?_RI_P#VJC_AJ#_J1_\ RI__
&J@#UBBO)_^&H/^I'_\J?\ M]JH_X:@_ZD?_,J?_P!JH]8HKR?_AJ#_J1__*G_/:J[WX?>,?^$[\.)X@__ML[[+NE=/)\[?C:>N<#^5 &W1110 4444 %%%% !1110 4444 %%%% !1110 M4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110
5X7X!_Y2">/_/L1-*_]&-7NE>%^ ?\ E()X M_P#^Q$TK_P!&-0![I1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%-,\
(F%L9E\PJ6$>X;BH."<>G(_. MG4 %%%% !1110 4444 >%_M8?\EL^!__&/Z5X7^UA_R6SX'_/8] MR_\ I,U>Z4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !7EO[8O[6WPV_8H^!]U\I5\[_\%1%_8=O?V3-0\.?\%#-=?1_AQ]VM M6%M-K\| M4?#_
/:$_8=\:Z;HMS\6-;T:R\6V_B+0[^U\)+;VB7$>G7\=I,)0HVL@N469 M&DG1"_((Z[X^>$?^"K/AS7O%GQ(\'_MQ_ OPG\/]..[U&TB\3_!Z^NIM*TR- M6D)N;E=7B20QQJ2T@1
=I.!7P5_P37_:*\=?#K]N#3?@U^Q+_P_% =4^/W@W MQA\=O$$'C[P;KCV6O3V/AU-/22/Q7)K5M$LD+F9(X<3.4N68*JEP37U]_P_% M4_$>L?CX?_\ !/V:_PD_P
==1L)2DFD> K.=1-;EUP8Y-1N M0EFC#/R^=N&TYH |W_|%2OV[%_X)P?"'XM>*/"/@V^^+G[1OQAB\(?"'"|O MM#N=-TF'2KR6=K+6[^S$\DJH;.V>Y\A)BS">$!OO5ZCX1_:)_K_&-
_VV_A M7^RU^VW\7_!GQ4\(_'&+5;+PEXY\-^!G\.WNA:]8VOVLV5S;"[N8YK:>%7$4 MBL)!(N'XP3Z?_P %'/V;/V./B9^R-;Z##^T]\1U^%?A#X?ZSI.L>%OB!!I&NQ:
M++X)U.VE6WT^\M;EP8K=D:80KO4IB7;CH1\+_3P"?VR?^"J'P4USX0_\%"? MB#^TOX/^ TFL^(O'WQ!U1=,3PUIEY/8&STW2[&33;2""ZOG:9YYGWRE8H@,J M684 ?KO7YR?
MB_%+_@M1^PK^S9XH_;[^)_[3_P "_$6F^"$34O$/P;TOX:WE MI93Z>9T1X;;69;YKC[1L?Y&>#:S@94@[3]B_#3]M'X"?%G]H;XK?LO\ @_Q! M>2>+?@Q'I,GCVWN--
DCAM%U&U:ZM3'*1MFSC[<[2,'FOS+\2_\%0?V\!?\ M@K9\8+'_9E\#>(X[O1OAMXD\66UKK/Q/U.TE#0WNK6[/NM-) MBE0/#92 27#*LDRJH1 ?
KOX+\36_C7P=I/C*ULI[:+5],@O8[:Z7;+$LL:N M$<=F ;!'J*TZRO OC?P?\2_!6C_$;X>^)++6= U_2[?4=$U?3IQ+;WUI/&LD M,\3KPZ.C*RL.""#6K0 4444 %>2?M/?\?.C?]]L?_?
\DYB_Z^Y?YUX+7O7[/W_).8O^ON7^= ';44 M44 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M>%^ ?^4@GC__+$32O\ T8U>Z5X7X!_Y2">/_P#L1-*_]&-0![I1110 4444 M %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 M5R?QY^+FB_#X&^,_CQXETVZO-.\$^$]1U_4+.Q0-//!9VTEP\<8/5V6,@#U M(KK*YGXU>/O!WPI^#GBSXH?
$33;B\\/^'/#5]JFN6EGIS7DL]G;V[RS(D"@F M=C&C 1@$N3MP?L\^&=9\>_LQZUXB\ M$^%=1T#5M3T^TT.76=%;^S]0O(KN.1KTN]OYDT4:K$8I4\IB'-8\?>'K7]J?Q1\(I;B2[\-
:%)"3]36=Q&K3PV MOGC8;A1Y@38O/F%6_/?X]:K_,$2_#O[3$OQ:_X)H_MH>(/A%)=_WQ'J>@) M\%/%FJVMW=>,/[2TW^S]*&DR!V5;D&4/8+#$D@BW$)Y>X?5W_!0OXF?M)P?L
M;_L0^.O^"DNB:E9_#B]\4:3/^UW:VVG.L"S-9QFS75K>W7BR-V6:ZA*^3Y@5 M"N=BT 1>&+3]F_X,_MX_LQC_((L_M/>(/&-C\0==O#\7_!NG?%G4?%NB3>%M(!!6_X*L_\
!7KXQ_LD_%KX MP>.=%^#W[.'@SPW'<>#? WBVZT5=?\0:W;R7JW=Y/:.DLJ0VZ>6D6X!67<,9 M>/M.\!>#OV ME?!7A#7? GC3Q-<"UTF>\T2SET^[L&NGQ%'/^]\[8[#Y67^^@8
[7_@EOXK^ M)'[.7[?7[0O_2O\7_%_P_3^./"7@'3M!\7?"C5?&FK/J&J6.E:C"1:*"X"+"6)8(2">@'W_7YR_P#!+_Q_/H/[97_!H_\ MP[\/
OBU8'2U\13V<1EU&:V9@/,BBG"1B095]P*D\X_1J@ HHHH \+_&L/ M^2V?_\ [N7_P!)FKW2O"_VL/\ DMGP/_ ^Q[E_P#2 M9JO=* "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ ILL4'K'5M-NU"W6GZE:)/!, P8!XW!5@" >1U -'AOPQX:\&Z-!X<\(
M>'K'2M.MEVVUAIMHD$,0ZX5$ 51]!5ZB@"M!HNCVM]OV?O^2< MQ?\ 7W+_ #H [:BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ KPOP#_P I!/'_ /V(FE?^C&KW2O"_
/\ RD$\?_\ 8B:5 M_P"C&H]THHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** /)+O]DWPY-^VWI/[9UI]5E;W6F_#;5/"LVD1Z
M(@DN7O+^QN_MAN0X(9!9M'L*$L)R=XP5;U:_L+'5;&;3-3LHKFVN(FCN+>>, M.DJ,,,K*>&!!((/!J6B@#F_A[\&_A#\(X[J'X4?2"KPWX82]IX>T.WLA<,
M.A<0HN\C)Y.>M7/''P[^'_Q.T0^&?B5X%T?Q#HD$AT_7-,BNX"XSAO+E5ER M,GG'>MBB@"KHFAZ+X:TFWT#PYI%KI]C:1".ULK*W6*&%!T5$4 *!Z 8JU110 M 4444 >%_M8?
|EL^!_| V/Z5X7^UA_P EL^!__8]R_P#I,U>Z4 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 M!__!W_.2FWW_7.'_T4M M#?\ D4-*_P"P;;! Z+6M*LWP;_P BAI7_/_1:UI4 %%%% !7DG[3W_'SH MW_7.?^<=>MUY)^T]_P ?.C?]54444 %%%%
!7O7[/W_).8O^ON7^ M=>"U[U^S]_R3F+_K[E_G0!VM%%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %
M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !7A?@'_E()X__P"Q$TK_ -&-7NE>%^ ?^4@G MC_\ [$32O_1C4 >Z4444
%%4_$.O:3X5T"^\4:]>+;V.FVW#](H8T+NQ M]@H)_"OP[^$W[8/[G_!1JWE_:;_ ."K_P#P57U7P6_CG6;QOAI_"?Q3N= M$T_P;H<=S)!:/J0T\@M?RK'Y[2W#J-DJ$*%(50#]T**Y?
X(:'X+\,?!CPCX9 M^''B^7Q#X>TWPS86FA:]<:N-0DU*SCMT2&Y>Z!(N6D15+]*.V\T*TU"20W5[;M_ M!*L4)0./F7S=RD,H8 'VM17Y7?M7?LW6_P#P11^)'P&:I_9:^/GQ3N_#WB7
MXSZ-X$^,'A/QS\0;[7++7].U421G4FCNW817D$D:NKQ; 2Y& NY6[/\ :2T' MQ'_P4K_X+#:W^P!XX^,'C7PY\'?@Y\(['Q%XH\.^!O$\QH\WB77]2N,0)=W- MJR2M;16P#K$K#]X-V><4
?H]17YY?\$^M9\:?L5?\%2/BW_P2PU'XQ^*_%WP MYC^%6G?$WX8'QSKDNIW_(=M&NS87]@+N8F66W\|H\:N3Y:J1R69F\A_X)]_ML;7_/P6C_9;U3_@I5^TK^U+9&-\7?
$SQ/KTOPM7P7\1K[2;/P!I=K?W%C9 M16=I;R+$\BM;,[O(&,G!/S%G8_6NBOD;_@AQ^UG\5?VQO\ @G+X1^(?QZU5 M=0\>:!J6I^%O&.I(@7[=>Z;>2VWVD@ #?)$D4CX &]WP
,"OKF@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@#P?\ M:[MH[SXQ_!*UE9@LGCB96*-@X-LW0]J]@_X0?2/^?F]\"VKR/\ :P_Y+9\#
M_P#L>Y?_ $F:O=* ,?\ X0?2/^?F]_\ MJ/^$'TC_GYO?\ P+:MBB@#'_X0 M?2/^?F'_P"$'TC_)^;W_P+:MBB@#'_.$'TC_GYO?_+:C_A!](Y M^;W_,"VK8HH Q_^$'TC_GYO?_ MJ/\
A!](Y^;W_P"VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!](Y^;W_P "VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!]
M\"VH_P"$'TC_)^;W_P+:C_A!](Y^;W_P "VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!](Y^;W_P "VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P
M%M-G"
#\WO\ \ M.!Z;/0;LO_N=5_;5+ZN_\1E_^SJ\\ _Y#.0_HHH _Y\/\ 4#?X1_\1E_^SJ\\ _Y#.0_HHH _Y\/\ 4#?X1_
M>YNPSZ?"Q"W3 9* UH?\(/I'_/S>_P#@6U3>#?\ D4-*_P"P;;!_Z+6M*@#'_X0?2/^?F]_\ MJ/\P_:(T2
MTT:XTE;669O,2;=YTI;H4Z9Z=:]GKR3]I[_CYT;_*YS_P XZ /*J*** "BB MB@ KVGX(>&=/U7P'%=W$]RK&YD&(K@J.#Z"O%J]Z_9^_Y)S%_P!? M_P"$'TC_)^;W_P+:C_A!](Y^;W_P
"VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!](Y^;W_P "VK8HH Q_^$'T MC_GYO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!]
(Y^;W M_P "VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_)^; MW_P+:C_A!](Y^;W_P "VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P+:MB MB@#'_P"$'TC_
)^;W_P+:C_A!](Y^;W_P "VK8HH Q_^$'TC_GYO?\ P+:C M_A!](Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!](Y^;W_P "VK8HH Q_ M^$'TC_GYO?\ P+:C_A!]
(Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!](MY^;W_P "VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_ M)^;W_P+:C_A!](Y^;W_P "VK8HH Q_^$'TC_GYO?\
P+:C_A!](Y^;W_P M+:MBB@#'_P"$'TC_)^;W_P+:C_A!](Y^;W_P "VK8HH Q_^$'TC_GYO?\ MP+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!](Y^;W_P "VK8H MH
Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A M!](Y^;W_P "VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$ M'TC_)^;W_P+:C_A!](Y^;W_P
"VK8HH Q_^$'TC_GYO?\ P+:C_A!](Y^ M;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!](Y^;W_P "VK8HH Q_^$'TC_GY MO?\ P+:C_A!](Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:C_A!]
(Y^;W_P+:MBB@#'_P"$'TC_)^;W_P+:O'/AAI\.F?M M]>/K.W>1E7P+I1!D9'/4U[W7A?@'_)2">/_L1-*_\ 1C4 >Z4444 < MY\8O DGQ1^$?BKX917PM7\1>'+
[2UN3G$)N+=X@_'/&_/X5^4?\ P2Y_5_X M)=?LE?\ !+N7]BS_!*Y^>+OPS\8Z1!'?ZQ-'<3$30VS) MOU07$#1,KQ"3<6QG&"?U_KG?$7P?^$OB_P"
56/CKQ9\+O#FJ:YIF/[-UG4=$ M@GN[3!R/*F="\>#S\I'- 'P/_P $>_'.I?\ !-;_(((Z!\:?VU+#7/#6A>$ MM.UCQ#'HFHP-)J6F:)<:E-+86IC<@F5DFC*1D@CSD0[2"!!_P6:\6S_%O]C#
M]FW_(*6_#WP#XDF\-?"CXW>#?BKXATBXTHC4X?"^'-S*]LA9ED2.XAD9>2B M*Y;&UL?5/_!13]B:V_X*#*#? &R_9I\2>._P"Q?"M[XVT34_'%H-/,[:YI-C>)
M=RZ8")$\GSI(8AYOS[0I^1L\>Z16EK!:K8PVT:0)&(TA5 $5 ,!0.@&,4 ? ME=_P4Y;4O\$E[_9X\7?\$F_VDOB3X\?\K;_@N[\1\O\$&I!?_A_[M:SC;$&, MAK2_-GO+N\= 1;.-\:K%+M=F)7.
>H^(OQ?^%_%3B_P!9_Y+S3P^_*/_&M/X_\I]__@M OJ[_@O=^U#_!+\1:G\%/V#;A\/A%+$-O?T= .^"SU]Z''?_B7_Y+J/_:#ZA%Q_4UHY$^HA/]D=%_Y"N
G;^Q'XN\X_*9"^I.:$>^W4;)/^Z?@;>)&VN^0V\JE_^E+]?1_A$?J9A'<^B:ZQ\^V"S@^?'@?F%FA-0"T?UZ2\U#_6^?0Y\V1Z-8!^F]?!A6>OVE1]X1X
@@Z/0?^*"'C6$AVU73%%J6F/8O.3*>ON^-V8XLO^&57W@%^P"V0+G5L=Q.!F#4#Z#!QF'1'KH+*JE1X5]'(JY[17^?0M7.Q3CL_W&NA!S$-'%.<=?&S5-XY
I@Y'E2R(6CP23\I')H ^0O^#>/X(_$CX,_FKYB=F^4E6)/?VD7FW?_^'^HHC%M=R'8K-Z:6W&GN9'E!5TWQ\W'@;/V$'@$*>@L<%R91YQ"(@!QTE\<
^AH%-N_J#(V-&'+2S:MX@C:FE+MT/B2;XL'"[V00MP?P>1V/V6J7Y\5 017V_110 4444 %%% M% !1110 4444 %%%% !1110 4444

%%%% !1110 4444 %%%% !1110!X7^U MA_R6SX'_/8]R_| I,U>Z5X7^UA_R6SX'_| 8]R_^DS5[I0 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!7Y^_|%H_VWOB9 M|'O%GAS]CGPC|4O!OPNTOXE_#7Q9J6I?$KQWIOVJ&Y:QMD5-#T]'GAA%[<>> M3OE=MJ ;(W=E%?H%7Q]_P5L|8_$>U^#7B+P%J/| P3DD^-
WP[U#P)J5QJ6MV M>IZ+-+X>U%89ECE?3M4DB|U%0B03PN73:PV'(- %S_@FM|+_-IW5OV0=*|* M?M%?M&>&_'G@7Q/|*M#@|'7OA/P[+H.KZ5'+I[1W5O+<6]U(DNQ# (KB+RI5
M=9"0"%-?*_| P4__."?/P6^ WP_|(? O]EOXM_'-_C;|:O%<7A?X91WO[0O MBFXBT[@2ZAK,|)OR'M[&T629|@C<8E((8BN|_P""#_['?Q&^#.K:Y^T9HWP. MG^#GPQ|=?##PI;Z/|-)?
$$%VVKZQ#;L]WXD>WM99;>P^T))$BQ*_F.%+RK&V M%KV/]ES]GGXU_%;_(*&_%'_(*_M3> [C04T*)O 'P$|-:A<12O8^'HV66 M]UDB)W5)=0N,%<[94@@6-Q@XH 7_
(*F_#3]I;PA_P $T/&:_LY?M>:GX&E^ M'OP?UJXUK5I?#D.I:EX@ALM)9E47,LBFSF?R7W7"*S@S;EVLH->M?|$[-7U; MQ#_P3|^!>OZ_JEQ?
7U]|'/#%Q>WMY.TLUQ,^E6S/(]L2SLS$DL222237%?| M!5_Q'|9;G]CCQY|#/@C^ROXV^)FL_$SX?>(O#=JWA&?3(XM'GNM.DMX9KLWU MY;D1%Y^L0D8"-OEZ9D_X)<^*?
C/#^QIX+^#_,8OV5O&OPWUWX;> M"|.S0^ M+[C3'36)[73HX))K5K&[N/W6^(C,OEMAE^7K@ Y#_@NC|?OBM^SK^P!J'BSX M4^/[[P8=9|:>'_#_(F|?
Z8=MQX5T6^U&&WO=2B<@B)TB,KZX|0:3I-MXI|8Z]!#)'I]LD M&GRSFSL+:29[A_,EQ*ZQ!(QM+@_4^BBB@ HHHH ^&?^"M_[&WQ[^(/B>P_; M>_9?
^(G@V'Q3|./A3XJT'5_"GQ"T^XGT^^TC4K8-//;2VS>;97BBW8+($=9 M=C856#,_X)"_MB>)_B5?P?LG_'O]F'3O ?Q*|(?!7PEJ]OK^B:W%JEIXG|-S MP/%97'GB&*6!TD68&UE!V,
[E&8$FO6_V^/| @F_|#/VU= O_!GX@T;7[7X@ MZ=X.U#2/"OB+PSX[U30YT69'9;69K*XB6:!I2"R2JZX)XY-:/_!/;]@[X/?L
M.?!;3=%|'>!S:>,=7|/:5'X_|0W^N76JW^J7MM:+%M>|NY))6AB8R+%$K"*- M6(C102*/#OVL[C_(>*_P#!1SPE_P $]M(/VOX8_!)]/^(?Q]9?F@U'5-QD M|/| AZ7LP:13J$T; J|<,0X-?
0O[;/['3?A MW|-_#<7GZUXLU,CY;6TA&3M&09)F CA0[G(^4-TG[/O[*OP6_9BG|9ZA|)?# MMQ;WWQ!|97?BGQAJ>H:C+=W.I:GM/&=IXS|/>'6T/2==|'?$'5-#FAL6FDF:+=8SQ$AGD
M;)/)& >_*_;;_@F1^R#|7O@-8?$?]IK]JW4--D^,GQW|41>(_']CHLOF6&@P MP6XMM/T>WD_Y;):6P$9F/WW9|%E"L?H76?BW|+/#WPYOOB_K?Q'T*U|*:993
M7>H^)9M5B%C;019|V5Y]VQ57:V23@8.:|T_9?_8&^"?[).H:WJ7PT|6?$;5' MU^R2UOH_''Q/UC7XTC0L1Y27]S*(6.XY9 "1@$|"N5_X='_L.C]@%/| @F0G MPYU-?@_'<>>N@KXFO!
<;_P"TCJ6?M0D|[_CZ._&[I|O3B@#QOX-:9X[_."L M?[9W@#]O+5?"U_X9_9]^#$M_=_!6VUBT>WU'Q_K%U ;9_$$D,@#VVG1PEA:(MP628OYS (0E??5?*OPY_X([_+*OPM|;Z#X^|,?
$7XW27?AS5;74-.M=3^/G MB6[M&DMY5DC26WFO6BFBR@#1.I1ERK @D5]54 %%%% !1110!|__!W_.2F MWW_7.'_T4M#?| D4-*_P"P M;!_Z+6M*LWP;_P BAI7_/_1:UI4 %%%%
!7DG[3W_'SHW_7.?^<=>MUY M)^T]_P ?.C?]54444 %%%% !7O7[/W_).8O^ON7^=>"U[U^S]_R3 MF+_K[E_G0!VU%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %
M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !7A?
@'_E()X__P"Q$TK_-&-7NE>%^ ?^4@GC_| [$32O_1C M4 >Z4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%%
!1110!X7^UA_R6SX'_/8]R_| MI,U>Z5X7^UA_R6SX'_| 8]R_^DS5[I0 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !5/Q#H&C>*]
OO"WB/3X[O3]2LY;6_MM)1E)H9$*.C>Q4D'ZU)I)GVD[5 R3@":Q|:?B9:ZO=6L'B7:D=RZH MOV.$X 8@#E*/>Z*^>_^%X_%'_H:/_)*#_XBC_A>/Q1_Z&C_,DH/_B*/H2
MBOGO_A>/Q1_Z&C_R2@_^(H_X7C|4?^AH_P#)*#_XB@#Z$HKPGPS|9?B3J'B3 M3]/O/$F^&>^BCE3['"-RLX!&0F1P:]VH **** "BBB@#Y_| CO| |E-OO^N< M/_HI:X^NP^.__)3;
[_KG#_Z*6N/H **** "BBB@#Z>|&_P#(H:5_V#8/_1:U MI5F^#??| D4-*_P"P;!_Z+6M*@ HHHH *|D_:>_X^=&_ZYS_SCKUNO)/VGO| MCYT;_KG/_..@#RJBBB@ HHHH *]Z_9^_Y)S%_P!?
P!K0KE_C=X#^'WQ3^"_B_P"&'Q;>-?"GB3PQ?Z7XF:6Z$"C3[BWDAN,R M$@1CRG?Y|_+U[4 ?GE;?|%R?B3|0OVNO#?BCX"?L/?M!>-/@UJ?P?UC6;"ST M;P?ID=YXC$>J:;'%K]A:W-
U'=S6B12O&JGRWE^UHPA8#!OBYH7PM_9;|2WOA?1?C#X6;3 MIK'PAI^IZ09M)%[ITJB>Y 2W|FYE1$58RC*%(*_J'^R5^UEX8_:<_8M|#_MG
M:MHY|):3XM|"VWB2_L]6NEVZ5$]N)I=|Q"AHT 8B4A0R -A_°Z?/X6|$^"-4AU"'0;;;/JVIF2>Y MV11P6V?F(8EW7"MAL>N_M&?M;_MR?M_|% M?_X)V_| !/#Q/X&|%GX;>#+#
M7_BM|2_'&@3:N;2YORS6.F6=G'+$I=X5|YY)&QM) VE!YG/_/!)/2=;_;J_M:-^)'_!:?XF:5<1Z=XQ$G@O]GG3-0B*MIG@JRN&#WP1N8Y;^Z5YF!Y54P&*. M*9^P:$|$_P#!?O|
;M|*>)IEBU'QCX<^&OB#PY'*%_M8?|);/@?_V/|4444 %%%% !7RWX@_Y#U]_P!?DO| Z&:^I*^6_$'_"'K M[_K|E_| 0S0!3HHHHH **** -/P9_R.&D_P#83@_]&+7T[7S%X,_Y'#2?^PG!
M_P"C%KZ=H **** "BBB@#Y_^._| R4V^_P"N_X^=&_ZYS_SCH |JHHHH ** M** "O>OV?O| DG,7_7W+_.O!:]Z_9^_Y)S%_U]R_SH_1BBB@ HHHH **** M"BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ KPOP#_,I!/'__M &(FE?| HQJ]TKPOP#_RD$|?_P#8B:5_Z,:@#W2BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ K%^)'P[|%?%[
MX>:]|)_B5X>@U?P[XGT:ZTG7M*N2PCO;*XB:&>%MI!VO&[*<$'!X(K:HH_- MH?| !O;^R#IW[;'ATVOP<|6ZA|$+3X5:K:WOA[5OBWK%UIL6KG5--DM;'[+- M?
F9[5H([F1H"&MF:%/,!8(#]R_&_]F3X0?'_/9TUG]E+QMH,]GX&UW0ET6^ MT?PY>R:8%TX!5^R1O;%&BB,:B(HA ,9*?=)%>@44 8OPW^'?@KX1?#W0_A3| M-
_#UOI'A[PUI%MI>AZ7:KB.TM((UBBB7V5%4<||5XG^V/_P3%_9>_;:|;:#| M6_B*GBOPUX||,V,EAH?Q"^'/B^[T+6[:RD8L]H;FU=3)"69F".&"EF*[=[;O MH:B@#R/]C?| 8<_9P_8.^'%[|-?
V<_!MQ80:OJTNJ^(M7U74Y[_4M;U"3'F7 M=Y=W#-+/(<#DG '"@"O7*** "BBB@#PO]K#_)+9|#_^Q[E_])FKW2O"_P!K M#_DMGP/_.Q[E_| 29J]TH **** "BBB@ HHHH **** "BBB@
HHHH **** M"BBB@ HHHH **** "BBB@ K&^(O_"(6L_| 8,F_] -;-8WQ%_Y$+6?^P9-_MZ : /FBBBB@ HHHH *[C]GS_)*+'_UYR_R%2?M/?|?.C?]]?L_?|DYB_Z^Y?YT =M1110 4444
%%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 M %%%% !1110 4444 %%%% !1110 5X7X!_Y2">/_/L1-*_]&-7NE>%^ ?| ME()X_P#^Q$TK_P!&-0!]I1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% 'A?[M6'_);/@?_P!CW+_Z3-7NE>%_M8?|EL^!_P#V/NX_9|_Y*+'_->># M/^1PTG_L)P?^C%KZ=H **** "BBB@#Y_^.__"4V^_ZYP_|
HI:X^NP^._| MR4V^_P"N M6]%QUK^8<-XG|99AQY*& H^VI)R@J,&G%QB_C4UI?KS_VTV/W&MP/PW@^% M%+%U/9S:4G4DFFI-?#R[VZ#?| D4-*
M_P"P;!_Z+6M*OF+1OV'/$^M:1::A+|7_"XKFVCE$?V!VV[E!_UHZ9JU_PP M'K/_$6,_P#@I;_X]1_K3Q|]L@?_(4TO|@_L'A-;YLO_!-3_,^DZ;)-##CS M957/36_XD&>?^_].B.B_X)Z0C/G?
%IF]-NA ?^US1 M_K-XB/;(/_+JE_| (A_8G!Z_YFW_)0J?YGT:;ZR R;R(=29!7D7[3.I:=/ MC:!I[7]S=HY'$<4;@L[>@_QKFA|%;+'.O2_A /| M:S?$_P *+O2-/.H:3>-
="/F6(QX8+ZC!Y^E>;G/%/B7@|KK5XY/&#C%NZK1J M./GR12%6|:33I%)*(U9P&O.|&^,,^XEPN(P^8/VGL;-5&US/F;]V2Z[.TNVAV>(_#N59+7HU ML)[GM+WA9V]VVJ?3=77S+%>]?
L_?|DYB_P"ON7^=>"U[U^S]_P DYB_Z^Y?Y MU^V'YD=M1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 5X7X!_Y2">/_P#L1-*_]&-7NE>%^ ?^4@GC_P#[$32O_1C4 >Z4
M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110!X7^UA_P EL^!__8]R_P#I,U>Z M5X/^UVMR_P
8_@DMI(J2GQQ-Y;.,@'[,V"17L'V+QO|]!NR_P# 8_XT ;%% M8_V+QO|]!NR_P# 8_XT?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_ ,!C M_C1]B|;_/0;LO| P&/^-&Q16/]B|;_/0;LO|
P&/^-'V+QO|]!NR_P# M8_XT ;%%8_V+QO|]!NR_P# 8_XT?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T M&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q16/]B|;_/0;LO| P&/^-'V+QO| M]!NR_P#
8_XT ;%%8_V+QO|]!NR_P# 8_XT?8O&_P#T&[+_ ,!C_C0!L45C M_8O&_P#T&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q16/]B|;_/0;LO| P&/^ M-'V+QO|]!NR_P# 8_XT ;%%8_V+QO|]!NR_P#
8_XT?8O&_P#T&[+_ ,!C M_C0!L45C_8O&_P#T&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q6-|1?^1"UG_L M&3?^@&E^Q>-_W9?^ Q_P :R?'EIXO5K7Z7K7P5JK7>KVCO#3Y?,5;<@D;#D T ?/
MM%%% !1110 5W'[/G_)18_| KSE_D*X>NP^!T>HR^.T32[F.*7[+)AY4W#&! MGB@#Z HK'^Q>-_| H-V7_@,?|:/L7C?_ *#=E_X#'_&@#8HK'^Q>-_| H-V7 M_@,?|:/L7C?_
*#=E_X#'_&@#8KY;|0?|AZ^_P"OR7_T,U]&?8O&_P#T&[+_ M ,!C_C7SCK@D&M7@E8%A=2;B!P3N- %6BBB@ HHHH T_!G_(X:3_ -A.#_T8 MM?3M?2+_ A,3-XJTQ;=PLAU"'8S#(!WC!-
?1'V+QO_-!NR_| 8_XT ;%%8_V M+QO_-!NR_| 8_XT?8O&_| T&[+_P !C_C0!L45A7I|5:;:2:AJ/B;3K>"% M"|T|T.U$4=223@#WKPCXA_M8^-
M>UH_#_P""+_VG>3L8EU&VL,ECW|E3G(']M]A@QD^19CGE9PPT=%|4 MGI&*[R?3|^R&?M/>--&|+?$>_P#M|<-%^]-='6DK/_MQ6 M|^5J[^FEFF2|+1=/*K5L1UK27NQ_Z]Q?_I3_
!3TS=)|'^'|'TU]+M[!&CE7 M;.T@RTOU/^<5?M;6WLK=+2TA6.*-=J(HP *DHK](P>69=ET(PPM&,%%]M.E]?77<^+Q..QF,G*5>I*3D[N[;N]K^MM/30****[CE/I[P;_R*&E?] M@V#_-
%K6E7+^%+/QBWA;36M]8M%C.GP[%:W)(&P8!YK0^Q>-_| H-V7_@,?| M|: -BBL?[%XW_P"@W9?^ Q_QH^Q>-_| H-V7_@,?|: -BO)/VGO^/G1O^N<_ M|XZ]#^Q>-_| H-V7_@,?|:|P_:
(AUJ&XTG^V;V&8E)O+|F/;CE,Y_2@#S:BB MB@#E?B#X/TZ7PS<7&E6$<4L,IN&|M<%O[WZ<_A5SX> M3CH?RQ^.:W719%*.H*L,$'N*X#PBS>#?B!<^&IB1!=';$3_WTA_(D?
4U^69O M1H|)<;X+,J,5"ABE]7J)*T5/XJ4K+2[=XM]$GW/O,NJ5.(.&,3@JDG*K0?MH M-ZMQVFO1+6W<] KWK]G[_DG,7_7W+_.O!:]I^"%MXFE|!Q/I>IVT47VF3"2P MECG//-?
J9|&>CT5C_8O&_P#T&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q16/] MB|;_/0;LO| P&/^-'V+QO|]!NR_P# 8_XT ;%%8_V+QO|]!NR_P# 8_XT M?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_
,!C_C1]B|;_/0;LO| P&/^ M- &Q16/]B|;_/0;LO| P&/^-'V+QO|]!NR_P# 8_XT ;%%8_V+QO|]!NR M_P# 8_XT?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_ ,!C_C1]B|;_/0; MLO| P&/^-
&Q16/]B|;_/0;LO| P&/^-'V+QO|]!NR_P# 8_XT ;%%8_V+ MQO|]!NR_P# 8_XT?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_ ,!C_C1] MB|;_/0;LO| P&/^-&Q16/]B|;_/0;LO| P&/^-
'V+QO|]!NR_P# 8_XT M ;%%8_V+QO|]!NR_P# 8_XT?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_ M ,!C_C1]B|;_/0;LO| P&/^-&Q16/]B|;_/0;LO| P&/^-'V+QO|]!NR M_P# 8_XT
;%%8_V+QO|]!NR_P# 8_XT?8O&_P#T&[+_ ,!C_C0!L45C_8O& M_P#T&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q16/]B|;_/0;LO| P&/^-'V+ MQO|]!NR_P# 8_XT ;%%8_V+QO|]!NR_P# 8_XT?
8O&_P#T&[+_ ,!C_C0! ML45C_8O&_P#T&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q16/]B|;_/0;LO| MP&/^-'V+QO|]!NR_P# 8_XT ;%%8_V+QO|]!NR_P# 8_XT?8O&_P#T&[+_ M
,!C_C0!L45C_8O&_P#T&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q16/]B|;_ M /0;LO| P&/^-'V+QO|]!NR_P# 8_XT ;%%8_V+QO|]!NR_P# 8_XT?8O& M_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_
,!C_C1]B|;_/0;LO| P&/^-&Q M16/]B|;_/0;LO| P&/^-'V+QO|]!NR_P# 8_XT ;%%8_V+QO|]!NR_P# M8_XT?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_ ,!C_C1]B|;_/0;LO| MP&/^-
&Q16/]B|;_/0;LO| P&/^-'V+QO|]!NR_P# 8_XT ;%%8_V+QO| M]!NR_P# 8_XT?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_ ,!C_C1]B|;_ M/0;LO| P&/^-&Q16/]B|;_/0;LO| P&/^-
'V+QO|]!NR_P# 8_XT ;%% M8_V+QO|]!NR_P# 8_XT?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_ ,!C M_C1]B|;_/0;LO| P&/^- &Q7A?@'_E()X__ .Q$TK_T8U>N?8O&_P#T&[+_ M
,!C_C7CGPPCOXOV^O'R:G<1RS?|(+I6YXTV@_O'QQ0![W1110 5^6_[(W[2 MW_!=_P#;ZT3QW|5?@1|9?V/JO MBV/QEX9^,%W;6&GW!;+Q/|1/'?CC2? WPO| #VJ3M':7NOZE*R6X
MN&0AO*14ED8*06|O:&3=O7G?^",_[7_Q*_:<_P""2OPJ_:U_:RUZTL-?U#PW M>R>)]=U'R[.&:.SOKJU6_E)VQQB6&WCG9AM3,A(7%>/?|%V/$GAC4-(_8T_ M:)TOQ-I^H>"?
#_[8_@O4-6UVQO$FLX;.4W*+>F5"4,2MM&|'&7'K0!8U[]J? M_@J'_P $[_CE|'T_X*"_$KX5_$KX9?&3Q[:>"+W6/_A.YT:]|'Z]?(YL=OF M3R+=V3R1O&TCA'4
,228#J$C499^B[ADC(IW[/RKX)_MX.3OV@M$|3S+!=^-OV??"VL^&(YC@W-E:3FSN#'G[P6<8.*/0O^"??[9G[4 M.M_M5?$__@G-
^WA#X3O/B7|.M&T[Q'H'C+P3936EAXL|/7A,:W/V69W:WGAF M BD4,4+. HPNY_&_@[^UC_P6#_X*2>#_!A^U_| L$^.?@YX+^%^E>)]5TOX M5>%?&OA6[U&||
<0Z?,|#7=Y=QW$8LHYYHW1!$I*8(;.T.^OX.LY?B+_P&O$4|)R+/4[W7%OK9),?=^1)'IGC'XI>+=<|/^8A7=8R:K M-&C 'H"T3D>H.>]?H+0 45D>/O'_('^%?@K5/B1|2_%VG:!X?
T2RDO-8UK5 M[Q+>VL[=!EY9)'(5% ZDFOR2^/7_=Y?!.3XGW7PE_X)X_L4>/_(_WMHY5 M]4L#+IUM<''F6|4=K+O"FK BVU/39#^[D4#?#-&PDRY&Z*15=
MNX_9|_Y*+'_UYR_R% 'O%%%% !1110 5|M^(/^0]??| 7Y+_ .AFOJ2OEOQ! M_P AZ^_Z_)?_$,T 4Z*** "BBB@#3|&?|CAI/| V$X/_1BU].U|Q>#/^1PT MG_L)P?^C%KZ=H?| HQ:^FKBXM[2!|[J[G2**-
"TDDC!510,DDG@ >M)M)78TFW9#ZX[XM M?'+P%|'-,^T^)M1|R|D0FUTRV(:>;WQ_"O| M'],GBO,?B[^V#-/VRM5$UPQT/PG'-| MHPWD#![#@W$@]>%!_NYP???A3|%? ?
P>TK[#X4TP&XD0"ZU&?#3SGW;L/]D8 M'MGFNIM;6UL;:.SLK:.&&) D442!511P . !Z5)7J|.|$X/)|2|PQE1XG&2 M^*K/=>4%M"/1):VTO;0X,XXGQ.8T5A,/!4<-
':G';UD]Y/U];7U/G_X[_P#) M3;[_*YP_P#HI:X^NP^._P#R4V^_ZYP_^BEKCZ^V/F HHHH **** /I[P;_R M*&E?]@V#_P!%K6E6;X-_Y%#2O^P;!_Z+6M*@ HHHH *|D_:>_P"/G1O^N<_|
MXZ];KR#]*7WXZ]#^Q>-_| H-V7_@,?|:/L7C?_ *#=E_X#'_&@#8HK'^Q>-_| H-V7 M_@,?|:/L7C?_ *#=E_X#'_&@#8KY;|0?|AZ^_P"OR7_| 0OR7_T,U]&?8O&_P#T&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q16/]B|;_/0;LO|
PIVDN|7I)>>C^^PS0-6BUW1K?58L?OHP6_A;H M1^!S7T-^S]_R3F+_ *#=E_X#'_&@#8KY;|0?|AZ^_P"OR7_| 0OR7_T,U]&&?8O&_P#T&[+_ ,!C_C0!L45C_8O&_P#T&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q16/]B|;_/0;LO|
=5./NRNNFJNEV:*XERI9-G57#1^" M]XOO&6L?733U3.VHHHKZD|(**** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH *|+|_P#*03Q__P!B)I7_*,:O=*|+|_|I!/'_| MV(FE?^C&H
]THHHH 21$E1HI%RK AAZBO@M/^#<#_@FY#;_|(A:R_%F+P$9M M|GPJ3XQ:S_PCD@W!MC6IG+E,CIYE?>M% 'R%_P %8/V2?B?|;_| @G4/V"/V M.O EMI&G^,-8|/| A*^?
2&M[2V|*^%UO(6O;E(W9 T4=K T0AC#.PE 53V]L M|;_L8?LR_$K]E!?V(/'_,)].U7X8)X9M- 3PM<[A$EE;)&ENJ,A5XWC|J-D MD0JZ,BLI! ->HT4 ?*/[-7_!&G]C;]F?
XSZ/^T!IUU|0/&_BKPM9RV?@G4?B M?|0K_7QX8MY4V21Z?'%/'W@3Q/=:)KFE),,2QQ7=LRL8V'5'#*"20 22?>Z* /&/V M,?V!?!?V:_V#/"VMZ!| ?#.HK?>*M4&I>+_%/B[6C5-8U|^ *K-
=WERS22E06 M"KD(NYB%!=B?(?C?_P $+?V#OCG|3_7Q-O[?X@>%U^(%XUW|1_#'@/XD:EH MVC>+9V&))+^SMI5CD:09WLNPN26;+,S'[%HH P_AG|-/ 'P9^'NB_"?X5K^$K M'0?
#?AW38=/T31M-A$<%G;1*$2-%'0 >YZDDG-;E%% 'F']9O[*_@K]MO| M9D|6?LK?$C6M0T_0/&=G%9ZQ=:4RK$/VQ?^":7_!0+ML_9$|+?
&OX9_%6]L+>6/Q3X&>XM]1CFA1@DC>3("ES&K$*SQ[U5B,D$BKG[M?_!/+V+X_|$V_'C#X1_LT6E8^%%/C^Z[|4VNAWER9ETB2XM+2W>>UA=LNT(-> MIO7>68"3:6(4&&OY]O^"9"9?
[(OAS]D?2XY_|$U/CY|/;S5;/XM_&OQ=XDU+VQXW+MVDOR_";^5_RSCDL6N9-W2O.Y.?+&/Z@$* "BBB@#3|&?|CAI/| V$X/_1BU].U|Q>#/^1PT MG_L)P?^C%KZ=H?| HQ:^FKBXM[2!|[J[G2**-J(HHHH **** "BBB@ M HHHH ***X[]HC7/$?A?PA_B*GBOPUX||,V,EAH?Q..@9X?
BU;QMI_@[4[GP=I4ZY2]U6.TE>TA M89&0|PC4|C@]: +%U|:/AU9?&RQ_9WN-<9?%NI>%KOQ'9Z9]DE*OIUMW@ -V8;2.-HI%A1F5G0!?LS_@O/XU|8_#;]F7[_@G^NK?
M$+Q_8_%;Q]I7ASXA3>&=DWB3QGH6FVJRWMLC!XE%Q>N(3))O1 &DW$(6H_^R_M?A/_,%O^">OQQX^ *.2;]L=#'F[(O(Z$OLB0<|IIP5Y&)N0!3J+'?]L0@ +X1L>+=&Y1%
M9B%8D!3Z&NE_:?| VOV2/V+^-"L/$7[|5G[0_A3P'|;:K*T>ECQ#RJ#JR0RWK+C?Y M,63)*%%W+N*J0NX9QD5|??L_ +=?P9_9_9C^-PLE*TJ*K75W?P_E&%_O?Q_K?.6
MH'PA|42V>AWNE2:C)&8X[![C3'%[#7IO@CX)|!^%/ $>L6B7"Z5;:II]QJ-X|*2 B-WF5P74!MKL MN<,00#[L^!_Q|^"?[2WPZL_BY^S|5M |9^&;]F6UUSPYJ<=W;NZG#H7C)"N
MIX9#AE/! -==7YU_L"Z+H/[.W_!=7K+]F/X5Z-;:/X++|3^"O"OCU/#NG0B* MSL=5>,VUW-#$H"QM<%A))@?,R]AC]%*"BBB@#PO]K#_DMGP/| ^Q[E_P#2
M9J]TKPO]K#_DMGP/_P"Q[E_])FKW2@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "L;XB_|B%K/|@9-_Z+-;%%% !1110 5|M^(/^0]?|7Y+_ .AFOJ2OEOQ! M_P AZ^_Z_)?_$,T 4Z*** "BBB@#3|&?|CAI/| V$X/_1BU].U|Q>#/^1PT MG_L)P?^C%KZ=H?| HQ:^FKBXM[2!|[J[G2**-"L;XB_|B%K/|@9-_Z+-;%%% !1110 5|M^(/^0]?|7Y+_ .AFOJ2OEOQ!
"BBB@ KN/V?_|R46/_ *@-V7_@,?|:/L7C?_ *#=E_X#'_&@#8KY;|0?|AZ^_P"OR7_| 0OR7_T,U]&?8O&_P#T&[+_ ,!C_C1]B|;_/0;LO| P&/^-&Q16/]B|;_/0;LO|
(%8$A1^'4|5=GU+X[_MD:JUGIL1T/PG'- MAR2WD|'^)N#<2?[(PH./N]:Y#X:_"J37_%^G7_Q!D:X^TZA"LEHSD[U+@$.1 MVQV'_P!:OM*PT^PTJRBTW2[**WMX$"0P01A$11T X
KX997Q-Q|^?-N;"8% M[4(NU6HO^GLOLI_R+7H]4I'U+QV2<)KEP%L1BEO5:O"#_P"G:^TU_,_EI=') M?"+X$> O@WIWD^'+#SKZ1,76J7(#32^H!_@7_9'' SD|UV=%%?
I67Y=@KW9|5C,9BL?B)5|3-SG+=O5_UV6R"BBBNTYCY_^.__M "4V^_ZYP_|_ R4V^_P"N M6]%QUK^8<-XG|99AQY*& H^VI)R@J,&G%QB_C4UI?KS_VTV/W&MP/PW@^% HM:TJ "BBB@ KR3BB@#Z_PCYT;_KG
*YS M_P"Z XZ]#.KG/PJ_;KR#]*7WX?C^.;PMB?-(T,AL6"1W&KR]I26[!-9)Y7N&T?X>C*+[3W,H/8/$< SBH|UUH|E>V]HR8MG)K7!B99M[M1$FPWWW6WD,G?8+2^&AA3H5H7 M(4YO.AG]!/0&|
MUQ_BLL>E'&KV|/LJBTJQ7F_C|DD?<9C_,+?;+/3B)%&LEBCJ0A4V"6BD42@Q2%E HHHH **** "BBB@ HH HH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** M"BBB@ KPOP#_,I!/'__&(FE?|
HQJ]TKPOP#_RD$|?_P#8B:5_Z,:@#W2BBB@ HHHH **** "BBB@ HHHH **** "OQQ_X.'['?V,$'|8UW9-?$<_@:N7_U/?7|4L%:_%+_?"4F&$[|F|GE6DXYWOF3?
GFD:&+S9661$6/9NW_#;/ MTO| V^/CC|8_V:_V/?'OQT_9]^$4(K M8&5_E9FP@S|M?S|ZI_P4>_X++W'_4JTK_@IYHG_!%+QEIWC.V^'|WA'6M*
MB^&/B1[/5;1GWQS/NBWQSH0J[E;#(BJ1U) /KS_@F3_P6K^)'C[_!OV M1?|@JW_,$P??"7PB^*NI:5_9?PL|:V7P^GTBYL(EBF6"Q2+4/-BMI5,|4<
MD$WE[W*>7B1F7[_GT^%%W|4/_!3+_5^2M'.,^OF$_.*@'/PB_;_!@F|O,+ER%::_I|NRYHK]0U:|&JZ(A-D:.N=%FULWS/LG8G1T'GB8F7R&ZG9I
|%T_P#@I%^UI|1_V//J^"2PKLOA?X"^&'C*_"*_P#"GBOX MR^)*?|^G*LOL]H6/QTK^/%@:^JTQ]BKT+GRC7HKPHCR"V%/+&%'>^5U3I:^]+(HK?GE0GQTJ/ D4-*'T^WFDJ
%UGX?O)_"VB:G??9MK4-12!VMK?;4-*_P"P;!_Z+6M*@ HHHH MHUJWU^AVQ[VU2'=%I!8YG_'T4@!Q/$4JNCS3UKPUWB&O%M^Z'2]=I,L.R=U/$[SO+88WRQR'9MZ6+0Z%X$A!:9EH0ETPNA%6Q:KGQTQ$(K_FX7
-0X)D_M4>__V#^?V6 ZM8?$'XT_LDZ6+6HNK6&G:EJ/V6^W0P_-QEO]_%2^QAL!]\'2HOI:4JAWI@/JJ<8![D7"*F4XR9%IB8@'7W/]ZO?@W.K!NKH*J9GYIF$D;(;9\\\&M+G-0GW4$=8TZ^H
MF'EZ;4'H[IK6!MY0N/+P&9@>GH_,WX^0?MB_B%)W M[WCWX(?#WB@L$0@2T#=5%F@ZR:!7IP&QP9K81\5\NM+RW4HT^G3>Q8H=J*SY@TAH[B0TJG%<IWD0JS2BN8'TJK3Q=3PQ#4X@E;42U<
M9(5NH^,O@C@L3@G63?Q?<<NM'TQQY80TDOWM^ZQ&@X1(J'!&DNHZ9(2PLFBSFV\PKQ@V0UNRD/K2VN@QU9X7(CTK<<5K'+\3*;&F]\HSDTJQ7*N\E+KM/RQ<&3EH0E
|.-8^+:Z-H?@7X>:AJ,-U?Z)X?TR HLMX|#-&L]S(PE,08F/80 M3R,?<-%% !1110!X7^UA_P EL^!__8]R_P#I,U>Z5X7^UA_R6SX'_P#8]R_P#I,U>Z MDS5[I0 4444 %%%% !1110 4444 %%%%

!1110 4444 %%%% !1110 4444 M%%%% !6-\1?^1"UG_L&3?^@&MFL;XB_\B%K/_8,F_P#0#0!\T445!JE]_9FG M3:A]FDF\F,MY<0RS8]*RK5J>'HRJU';4VWY+5ETJ'?BMJ
MNDZG_;63B*0S%6"^AX.:_$LK\%V;4,NIU;H\J^]R#_4Z%/^-F.&CZ5+O[DCZ4HKYK_X9E_:MU@Y MUWXY;5;JG]O7CX_X#M H_P"&%_'.K?\ (Q_&;?G[W^BRS_\ H4BYH_UQXOK?
M[OD-1_XZM.'YW#_5SAVG_&S6"_PTYR_*Q]$7OB/P]IN?[1UVRM\=?/ND3'YF MOE?Q'XJ\,1ZY>NWB&QP;N0@BZ0Y&X^]=98_\$^O#T>/[2^)=Y+Z^1IR1_P W
M:O,+WX(^&-.U*XLVU"^D$,[H"709 8C^[1_;7B;7^#*J5/\ QUU+_P!)0?V9 MP12^+'SG_AI-?^E,OS>/_!T'W]>A/^X"W\@:X7QA\1-1UO44_LF>2WMK>3=# MM.&=A_$?
Z"NNA^%/@Z/[]K-)_OSG^F*Y'QA\.]1T344_LF"2XMKB3;#M&61C M_"?Z&OS_,1JGBM4R).M"G&CS+F6'9@K;0^.K$9RWT'\Z[7POX*T M;PM%FUC\VX(P]S(/F/L/[H]A^M5?
O@6W\+VXN[L+)?2+\[]1&/[J_U/>NBK M[?@+@_%8>C'-^($ZN/EM*;YG3C]F*3TC+O;57M?='S'%G$="M4EEV4M0PD>D M5RJ\&_\ (H:5_P!@V#_T6M:59O@W_D4-*_[!L'_HM:TJ
"BB MB@ KR3]I[_CYT;_KG/\ SCKUNO)/VGO^/G1O^N<_\XZ /*J*** "BBB@ JA\ M!O$1P,\?W7VD>@9C7YWXD8+$?V13SC"*]?!356/G%?Q(^CCJ M_P#"?8<&8JC_
&A/+L0_W6)BZ;\I/X'ZJ6B]3ZIHKDO@;\0D^)_POTKQ8T@: MY>#RK\#M.GRO],D;A[,*ZVON%K8+%3P]5 M6E!N+]4[!11176Z5X7X!_P"4@GC_/[$32O_$8U 'NE M%%% !1110 4444
%%%% !1110 4444 %?D/_,%B_P#@M-_P4M^#W_!1;2/^ M":7_2X_9STGQ3XL7PM!K.KW.I:+++?W-TTJ/+LA03110P1Q*I>60G+OM!3; M_Z\5^+O_!:#X5?
\%D_!W_!8KPC^VU_P3*_9'B\1_P#"Q=$_X2>/3[:6/ M4?M+W/G6EVLMQ&91%N1XR I5GY9@ H .D_8&_:^_X.A/"W[8?@@/P?^VVVE^^QQH MOA_X6W^L&/QGK-MXN5^<(,A3UZ5^OU?
D#^P-^U]_P=">/O MVP_ ?@_]M+]CC1?#_P+_;_6#'XSUFV\.$&0IZ]*_7Z@ M HHHH **** "BBB@ KY7_P""KG[?WAG_()(?L4:I^TSX=^^"MKXENF\56MCI M?
A*RO%TV/4=0U"[:2>1I4ADVNV;B=F\MFDDSGERP^J*^//\ @NK^P!\1?^"D M/_!.[Q)\!?@OJ-O;^.--U6Q\1>#5O+D0Q7%_9R$^0TAXC,D3S(KMA5=D+$*" M0 ?
(/_!3[_@YI^-7[!G[4>D_LJ^ OV)[#Q?XC\->"-.\0?&6TAU^YF71I9[2 M.[N+2VEA@_U<$,B.UY*FTB0$Q* 2?T]_9R^,GPF_;"^!/P]_:L\ Z5%=:7XG M\/V^N^&I]0M$-UIXNK?
#IGGRI55WA?:>SKDCK^(O[,?_3%_P""Q>$?"-IJ.E&ZO3J2P6EU?L()Q;6T-O!;PA%+AG M5' 7!7?^NO\ P24_9T\>?LE_\$U?@O\ L_%*P-GXE\-^!;2/7;(;.\E!
MGFMRR$JQC>5HR5)4E."1@T ?1-%%% !1110 4444 %%%% !1110!X7^UA_R6 MSX'_/8]R_\ I,U>Z5X7^UA_R6SX'_\ 8]R_^DS5[I0 4444 %%%% !1110 M4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !6-\1?^1"UG_L&3?\ MH!K9K&^(O_(A:S_V#)O_$ T ?-%(S*JEF(R2>U+7,?%+Q%_8^A?V=;R8G MO'LFKYCB/AIQ;MW>T8KSD[)>IZ.49;7SC,J6#H_% M-
V]%U?R5V<>VAR^.O%=X_ARUCBMA+DOT55SC=]3R<5Z1X=\.:=X9T];#3X_> M64CYI&]3_AVJE\/O#G_".^'HTFCQ<7'[V?/4$]%_?KFMROB/#O@K#Y/AO[8 MQE-?7<1>
<]$E#G;ER17V=&E+S5MCZCC#B:MF-;^SL//_&:C:,==9\J2YI/K MJM/OW"NX_9_Y*+'_P!>**** "B MBB@ KY;\0?\ (>OO^OR7_P!#-?4E?+?B#_D/7W_7Y+_Z&: *=%%% !1110!I
M^#/^1PTG_L)P?^C%KZ=KYB\&?\CAI/\ V$X/_1BU].T %%%% !1110!_P#Q MW_Y*;??]#? M^10TK_L&P?\ HM:TJS?!O_(H:5_V#8/_ $6M:5 !1110 5Y)^T]_Q\Z-_P!<
MY_YQUZW7DG[3W_'SHW_7.?\ G'0!Y51110 4444 %>V_!_0M.\4?!N?PYJT6 M^UOS]?L_?DYB_Z^Y?YU%2G3K4W3FKQ:LT^J>Z*A.=.: MG%V\U:U3\SR+;LT^>Z*A.0)-
M8SR26@;@--%PQ4?[<>'^D=?2=?-?[7 M^A:C\-OBCX>^//AN'#-/"=D'E2>55,9PU6?O82=Z=^M&I[T'YVNT^UTC[3C"$,?# M#9U36F(C:=NE2'NR]+Z-=]67****_3#XD**** "BBB@
HHHHH **** "BBB@ MHHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "B MBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH *** M*
"BBB@ HHHH **** "BBB@ KPOP#_RD$\?_/8B:5_Z,:O=*\+_\ *03Q M_P#]B)I7_HQJ /=**** "BBB@ HHHH **** "BBB@ HHHH *_%3_(+&3_\ M!8O]LS_@KY-
^P1^P1^U)JGPGTKP/\$4\>:9#I_BJ]T5/$1%R(92TMHI>Y=KB M2*W6)_W*"%V."6W?M77Y4_\ !8/_((??\%!_P!O/]NG2_VN?V3_X6W^L&/QGK-MXN5^<G"\M6\V5[EHGL\"-
)MT6X*1O\ *&[.!0!Y-^SW_P_%E_VV MOB4O_!-WX@7WQNC33?CIK>O^#OC%X4/A[3V_M>^TR]BL(]0\UK_P""5?\ P:V&S]D#]KWP+^^TK^UC^V%%I^C71_A=<75_X M*\':'%%%>/!'?
SAR92UR5$""5_/*QH3)(JEB,'=^T- !1110 4444 %%%% !7P M;_P5?+_!97]B3XZ?\ !0[]@OQ+^RC^SY\6;+P;K?B* M_LOM6J:G>W4%M/91S!Y[:4VRL[I(HVE"I5NC<4 ?E9\-
/^"%O_!R;\2/AWH7 MQ#G_."X/B'3CKVDV^H"P;XW^+96MUFC618V:-=A8!@#MRN^!_[*'P]^$'Q^^)DOC/QKX;*VEAXH\5SZC<7;ZM>QQA9;@S7/[Z4NP)W M2?,>]?AUX(_X(C?
\%OM-U6V^!/PW_P"#AS2[>^T.T2RM/!NA_'[Q*DNGP0IL M2%+2(YB1$0*$"@*%P *_<7]C#X5_%[X'_LH?#WX0?"[XF2^,_&OAOPK:6'B MCQ7/J-Q=OJU['&%EN#-<_OI2[G=)\Q[T
>FT444 %%%% !1110 4444 %%% M% 'A?[6'_);/@?\ ]CW+_P"DS5[I7A?[6'_);/@?_P!CW+_Z3-7E !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%8WQ%_Y M$+6?^P9-_P"@&MFL;XB_\B%K/_8,F_\ 0#0!\SNRHI=V &22> *\^TA'^(7 MC^359ES969!0,."H/R#\3EC^-;/Q4\1'2=$&E6SXGO@_8'US7Y;GO_ !EO&=#)8ZX?"6K5^SG_
,NJ M;_\ 2FMFO-'W>5?\8]PW5S-Z5L1>G2[J/VYK_P!)3Z/U-JBBBOU(^$"NX_9\ M_P"2BQ_X/ (>OO ^OR7_P!#-?4E?+?B#_D/7W_7Y+_Z&: *=%%%
!1110!I^#/^1PTG_L)P?^C% MKZ=KYB\&?\CAI/\ V$X/_1BU].T %%%% !1110!_P#QW_Y*;??]#?^10TK_L&P?\ HM:T MJS?!O_(H:5_V#8/_ $6M:5 !1110 5Y)^T]_Q\Z-_P!]?L_?
\DYB_Z^Y?YUX+7O7/[#K]&N7Y>S">1_Q73_X.JV^?I?2%_H^$_>7<.8/B:]<B(\Y[P0Z07Y@*AD&$E.-Y/^6K0*2K&"%=8YJ64?#X??8]FJ7_(\+?
\3C_AG+[KJ#Q@&G[G1/$YR.$6.9L M2@_[DH$F.PVU^8<8_P#&/<2X#B.D6_\ U$_Z.U?F/]?I$MA#JWS57%%&4G$DCHHN4<XYL@HT#_4(3^C4\^/J"Z4TEQ6U7\>MM,]B=5Z^V.M*VC1Y%<\/0
4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%%
!1110 4444 %%%% !7A?@'_E()X_\ ^Q$TK_T8U>Z5X7X!_P"4@GC_/[$32O_$8U 'NE%%% !1110 4444 %?F'_,%=?3H _,%B_P#@M-_P4M^#W_!1;2/^M\ M\
#;^J_#WRO"MGHO\ 8%EX,^WH?(DF?SO-^W0\MYV-NSC; MU.>/T\K\HP<H\R>@ME_P#4>>6/A$"J2L8;X;MMMGFZ9(J_>6>##JE8GT6/2ZJ/?R>3AE>2YG+YB8C2O0V@E=@2F]UU?8^*YGR@!BV2&>%[1K
Z#;0*L<1DDDD5B?.@2/#G# 'PO^S!_P $MO#G_!*W_@Y*^_W[M+'C_/:[UGQ/%J/A@>+/#6L?\(W]G2\O7&I0+IUQ$;N3R586/_!T'^TW\8OV8/ @DYXCU;X(^*KO0-6\7^*-
,\,7>OV$[13:?97 M)D>X=)%YCWI"82PY"S-C!P1^AU?(_P"W3\2/^"5/[;W+WQ=_9?_&G?VIO M$M7-PXM/,FD;;;72W%K)L5P0S0NC*R[E(!^3/[6
M/_!JK^S^SY^QU^"D+JW:$M[JKVXD.;D^&G_!0[Q/P!X-?7Q7_Q7XIWB%%7;@%4M;?2M3N8(A<1)9O"P MFB>=PJ02+,YWR1X#9K]C_P#@D!^V=\0^G
J0[,A$$,G31$O%$0EVM!V!L6*/K80,M9^LM9#V9NDAP\T&@V3$MFDZ.F([F9(T[$8;9F<E#GR0(^BO(C"5VV$9NJ%ZFIQ0J5D!UBX/_;+@^%^</FG'_P&4;N8B!J![J?M>!ZZ$NT]C^X!*BG^%:G5$<CN#+2N@RX+=%8=+
Z/K:VZ\4_;7^_\ 8!!\;U.P[?AS1EF%'0.E<$KQ.(\#K_]FC[_A[:T;_6+W\Y2M<FYFW=TJ&*,7\$9NCIXX@*RB6=NAX2JB>B6^T,ZTB>\GV4/AC=-9+;QDSTWZ5:>N%M*>X2.L\%.#NCPZ+?@8]F)>=4]@UM7L,6\P;Z@=%Y7G1%
MZ%6/X&\.CPWX>BM9$Q/)^\N#WW'M^ P*V*\/@+(\3E.2^WQW4ZB>[O.5E=1T-3FV\=Z_Y%T#ZH8KVZ9BOEX_L&HXO$'ZV2)$+HJ@!%^$.)^9!;YX_1.NM_\Q/$>X(H)N:Y48J#$9V@Q^KJ*?J:MU$]1K
M?DO_*&:^I*^6G^Q\^^VO_%L(>[Q>5\+P@=RL9-X8,VVX1_\UY5&M^__U1G1N=H='X3A_E\W0B&\=5EH9_NBZ)7>5E1>@[4K'\R_OOZ9-W/OV!*J80UT)0*GB0%C5*1_R6\@2T\M6*2T>3$NV]M7_@A3R:;(W@)ET,B'@E\DC6JHTR@C[1L4=@E/'A3RKQ=^%I&
M^=&_ZYS_ *XZ /*J*** "BBB@ KW3]M[_CYT;_KG/\ SCKUNO)/VGO^/G1O^N^9W/ 4\'W;_ .E^G??:!:D&B&9M-HH0@WJZU%CP&_&VP(-;I=+!^8W#@3\?*R&8?5%WG*N5K-)T;[6<+YW+I]4[2D3%X>*D$8,:B
T:J>ZG3TU\VK-^;9ZO%V6TLOSJ1PD:F20@;F M9@.I)H ZRBBHQXXIFDJOG\ 3_C^7^K.T5F?Y@-G$S4[26-U7">+LYZ=#M2-;.ZP7Q7R@0$_+Q'^]G=VV[KW6$$EFI-^/EA!2+5@+NRDX+:$BWS)1UR(,^C,62[Z0;ZOOD$^.E;J4%GU=H^ZT.]:>=,W6H('BQ;ABGY+N[CD)=%E;DZ=PTL\W2S;
(_LV_| M%)_V\/V1OB2P-O9>Y?*:/_0$"!@@#YWI&^U M7BVT%??\?*?9I9?,J[J4N&J:C3S'1\G+;(Y\(I*#KU!Q-P>S8+;'\2]'"-
Y.!0!Z117_$?L_^P[/_-X3_>3(@B2$Z^Z8F?Z!:TD!S';W!E/'9L9%*_G</_X5B[\(^VH1?P\)V^%X,V_G_V.\@6FQ&(#N''(NXHC%^J+!$$!GG>:8+27$0N^$#V'&G#G@1C#*HY#B_Q?*,8DFQF)>T^@^@UHL(Q@8)@2HO_?!&OPGN:@=VA@>O]OWTOCPTP;7?!^BE5A!.VBV,<P3R%#L(
<Z_'0_[C_9SY/_;_U^A4&)+IJ^@Q\Y<,\P?VI+Y$@/U26^I1[A@?^\&^+=R_0Q0YBL&V&M'X_Q!J^O#GR!@8+0T=Q5;'^5G8G@E\0S:@1+,@0R(*!P3(\X8Y!GU<S1+;2Z4[IP=,_I0@)LVN'H>=@7RFQ)?R+?,^4_Q*Z*2E=@$?_,C?*^K1$DC:5NB5;5/TTG:VGI?TWE&I1%:Z0+HD4UQ]
4S+;1L=TI0.A;;G&X>M=G0 4444 %%%% !1110 M5^*'[2%[_P &P'A#QO\ M,?L[?'_$FPF[]$<%YV4S6@'M%Q&*OXX&M+MEH8.%-F_7TE@[?4T+9A1Q8^;%:'T@/8/;DBQ&H/%:S+1$(9&'+\C%4TR&ZF\%EJX$'[L&Q^(P3'_<6#C"-+_K'C;(H#
&E6@_MA?%/0_VG/V. M?&^J_$>S^(6L0^/-3L_[8\J[[UA;R47DJ>7JB)M:82,-J*N#PH'%_'F/_RY M_P &7'_1\OQ_P#*Y^_#_&*7V[/ZA_3\5Y[PT!>G$LAP?:0&*+[9+@3=.IMQ4V^0&'*N!KPD*W$HD^D)>$>RCZ*-=_;6@=3Y
[S?.NM,$0$$C^;'&^XK@G&KK1OAE=^#+&7P-I5]YOG6NF&(&"-_-DD?<%P#N M=CZDT >N445G^+V@@^0?ZF%''S@8E>Y5>N\DGN^Q*V7I%*?AO3P0'X5U/QQXRUNWTW1$T&#=4>^R&@TB^&AXJZY-(=^%"&+B[:%$K[V^]:I&`@/C/3J@CX\%5#G0DM*[.-'_
MJJ*S$]@#0!H45_9M7_P9SH^^R>2$K;8X6Z1ZF)<>JW6!6[^#Z=@BU\<%G[4ZA_+N]0<=^X4!]C1ZE!?9?V75>3VUXZ4TU\=+,^@TJ
MG; @G7X4 :N_9.TBPTWQ#XW\2>%K/2+2EK!=QJ]\/D!/@$4_EM[2C6Q:*9Z2;6;#:^/*_6\07J]2CZ]]:;>E[=N9#+M^M1BW:S.6YEK+!:;YR=Q+EKS&YW;0:
(\,1_%OX*7F27>O>#(9H"*FE\|@Q3I!IR1PFM+S$@E;+S@AU9>F@KRRX@8+V'XHK.:Z;_L#8(J@/BG!;B(7S,K&BZB<6@VZ/3&KP&#1%^K@=2YR8(=J[9:>5AJ'!$JNV|?!A/ZIH
M'UKTW]M7XAVWA;P9!.]AC&I:!;1(*:E&1XW(:$_^I19HF0?U)8+@#2,%:YO'WTE%T6'2AC&RN\V#4'[;N^4D80R2H4L-IT;^:!O($`?1R:%A`/QB(/`8%TAM0:BMZ*N6=^LD)J*/1D<)(,$^J88AU2\R>G+P.4ZJ(^#)$$`VQ_8YK:ZYX:8T(`EXX
&KK]DEX9< MCH* /:/^$Q\,?]!J!#_OJC_A,?#'_ $&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:@_[_7V_MG_ \/C#_\ M_P"A0!+_*A1_ES_ \'
.$Q\,?]!J!#_OJC_A,?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:FT2\U_ 8 NY, ?[QH J4444 %%%% &CX1EC@@\5Z_H*F\/$U4#A+LOD_U*'1Y8QS@$DR6^"%"Q\E76O^QS0L/E*
+ZKYS\&JK>+]*5E!!U* $$=?WBU],?V=I__/C#_ #_0:?V=I_\ SXP_P]^A1_9VG_\ /M%/_A,/#'_0:@_[_7V_MG_ \/C#_\ M_P"A0!+_*A1_ES_ \'
V=I_P#SXP_P]^A1_9VG_\ /MC#_WZ% %/_A,/#'_0:@_[_7V_MG_ \/C#_\ M_P"A0!+_*A1_ES_ \'%'?7*_YW_"KZ^<'_6_(WK1N>U'O.L7CZ8_G[D\7:[6-G?_3Z9G9?!W
^A7D_[3%O;V]SHX@@1"P/@ZCH6[K6]1I7F7N&K&T4[7S>'(WC'A%+>4L`[TR]QT><=V&H/B#6X_FH(W:QA1UT2=J^E\7J+L43#D&T(;A4)_RAN/@L=VL-Y(DDB%&W[(IH3<X'1]U,$7ST<M$D)5[!Q0PA
#'_0:@_[_7V_MG_ \/C#_\ M_P"A0!+_*A1_ES_ \'_OJC_A,?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:FT2\U_ 8 NY, ?[QH J4 _\$ 'NE
F]>#I[6%#?6C)#+Y8 =RCE'Z= MF"G*\|:_8?\ %>R'6OA!XDM46TNX:XMHID!95W;)H_^ O@ 5S7YA#_C&?$= MQVH9C&Z[*O36OIS0U\Y/R/N)?\+?!BEO5P;I3V_\ 9?G?V=I_
#XP_P#? MH5_9VG_\^,/_ 'Z%7GJ%_P %0ZU1_A/DPAYR+9>5%3[/?P %_/_P3T&DN]Q\P X_VG_P"'_G_ESGH%Q\/9>'3T5^@G!#EH@\1_+.DH+>%'ZX2"SX:\[$>>YY)X
$&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:@_[_7V_MG_ \/C#_\ M_P"A0!+_*A1_ES_ \'_OJC_A,?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:F+ZJY_9VG_\
#'_0:@_[_7V_MG_ \/C#_\ M_P"A0!+_*A1_ES_ \'#'_ $&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:@_[_7V_MG_ \/C#_\ MH5_9VG_\^,/_ 'Z%
4_^$Q\,?]!J!#_OJC_A, M?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:FT2\U_ 8 NY, ?[QH J4_^$Q\,?]!J!#_OJC_A, M?#'_ $&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC
+ZH_P"$Q\,?]!J!#_OJC_A,?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:FT2\U_ 8 NY, ?[QH J4 $&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:@_[_7V_MG_ \/C#_\ M\
SXP_]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:@_[_7V_MG_ \/C#_\ M_P"A0!+_*A1_ES_ \'_OJC_A,?#'_ $&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:@_[_
M_/C#_P"A0!+_*A1_ES_ \'_OJC_A,?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:FT2\U_ 8 NY, ?[QH J4 _\$ 'NE_OJC_A,?#'_ $&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ%
$&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:@_[_7V_MG_ \/C#_\ M _P"A0!+_*A1_ES_ \'_OJC_A,?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:F
M9VG_\^,/_ 'Z%7GJ%_P %0ZU1_A/DPAYR+9>5%3[/?P %_/_P3T&DN]Q\P X_VG_P"'_G_ESGH%Q\/9>'3T5^@G!#EH@\1_+.DH+>%'ZX2"SX:\[$>>YY)X
^A0!3_ *A1_ES_ \'_OJC_A,?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:FT2\U_ 8 NY, ?[QH J4 _\$ 'NE_OJC_A,?#'_ $&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:@_[_
$&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:@_[_7V_MG_ \/C#_\ M_P"A0!+_*A1_ES_ \'_OJC_A,?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:F
H4?V=I_P#SXP_P]^A1_9VG_\ /MC#_WZ% %/_A,/#'_0:@_[_7V_MG_ \/C#_\ M_P"A0!+_*A1_ES_ \'_OJC_A,?#'_ $&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ% %/_A,/#'_0:
$&H/^^J/^$Q\,?]!J!#_OJC_A,?#'_ $&H/_@G-F#PQU_U:1-6=9'/SDP8TG:FT2\U_ 8 NY, ?[QH J4 _\$ 'NE_OJC_A,?#'_ $&H/^^J+N?V=I_\ SXP_P]^A1_9VG_\%/MC#_WZ%
QQ1JJCP+I6%48'^L:@#W:BBB@#)\> M^._!OPN\$:O\2OB+XFL]%T#0-,GU#6M7U"81P65K"ADEFD8*JHI8GT%?BE_MP6/\._%+_@I'_P $SOC!_P %+?
C=IVK^&_A9X3T.U;]FGX<7N^VFNTGU*TMY M/%NIQ<$SW$$DB6D#\0V\I?!>7>?V?^,/PC^'?Q\^%?B+X)?%SPVNL>%_%>CW M&E>(-*>XEB%W:3H8Y8B\3*Z;E8C*L&&>"*_-
#_@J=_P;P_L>7/\ P3]^(VG_M +"?[(VI77Q5.F6B^#+2'XB:Q,6E%[;^8!'?:@;'/^P#9_\ HE*^%/\ @X3F;QW\/_V;/V4-7=V\+_&/]J[P?X<\=V8D*IJ. MC"66XFM'QU5Y(H3_-
LZ[KXZ>)_A+_P0S_X)->)_B1\!?A,L()Z9;W&E>$M M0UF]OA?:[?36]JD1DFFEF8-<2IE$; 56V@5E_P#!1_\ 9:_;_;'_8-^$OQ. M\+^#/#T/[07PF\;^%_BCIG@^&^,&GW6N6 +W.D+
<3,=J%9IHU=R%9XTW%%8E M0#SO_@NG\,_AG^S9HO[,?[6WP7^'FB^&?%GP[_:3\+:7INH:!I<5I(^BWIFM MKS2R8E7_$>6/:ICZ +@8R/OBAXB^)MY8(VH3Z8LC6^DZ?%;3R-
=1S2R'?.0@54 M!P#A6[3]J3X:_M/?L5?\%1KC_@I7\ ?V8O$$'QA\#?$/X76_A'XG^$O!?%S:C7 M=+OK*Y,MGJ=O!&OV6_\ @XH^_?8^?P8*V(A MZVT;PM\1OV8],^(^OZ'I,"PVIUFRU)?
MVF^ OA?X \07UO<:M!H=O,;JYNK\6[O''\USM980Q90 5W\>_9#U__@H++_ P_P $>/@;XA_X)X>$?^":CKXPZ?X<\3ZU-\"?''@S5M.&C7^F7UW->6\.JR7 M%Q')I[Q33R"0E6!&=N0
[@'J_P#P;8^-?$WB#_@EKH?P^\3:S<:B?ASXW\1> M$--O;N0O))8V6HRBV4D]1'$Z1*!P%B4=J^]Z^8_^"/G[%%</C/]@3]@+P9^S_\ M4]6M;_QH9;[6_&]Y8ONA?5;^ZENIT1L#5N[U].4
%?F'_P5U_X M-^OC_P"P1_AE_P4/\$_&=Y!_:K_X.0?&_9%O^:^'W_ 41U7X7V$?A6ST^<_Y:I;7*();-(X"ZIOG=V)VKM /DG]^_@?\ UU]^M\$OA/X?^^S_P"@,T_^"[_[:7QO^*_P3\!+ M\3Q/*SA/A*
R!!.7*@F6'_5' M[V,#]]1O^#_8XJ#:R$]4M/>=U*2?7.'1?(>8TS>#^FP=KM_^8(V=WFY=3&TRLVZ]I]=:@5GLJZ@_ZZL]7?M:V4T4GFW |R:,27$Z([9^1%7.$ 'YF_|$)?B9^VI^'PQXI_9(^J/@GU
M$7[6OBK7?/\ @@_#!O;C)[9OBCFU;ZP5JS_*E1G_B_K\@W_P"2=?M[YN0X*_M0@E.SR)&$->-(>GRXJY2BFNWK=;UQQF]4UCV;E5/ZRZ?:<?PZ2'QMSG/::/1\-Y>%6:^>:QRX'D\6%1?*2#5&M%U@XEAS!!*<>4Y@E;!_
MW5KCP!H5U>^)-4U#4++^^W:]C>7!8&6RED=I6#GS0>3FOV1KY1_P""I7[4'[(/M_!,G]C_Q?^U1^\9/V>-%|26NH:Q:0R^'+'0K02^(]6ED(?!ME?>%O"B64-L-
*LI(@T5N(H"8H]JX&U#M':OPUT[_@ MYXT/Q%9IK7AC_@W@\,WFGW WVES;7:S)(AZ$.FA;6X[CBOW-_85^,7_#0?[' M/PU^-_|PJ2+P%_PE7@^RU+_(0R#
[FB^;&&^RC]U%PFTJY+".]LKB)H9X6VD': M\;LIP0<'@B@#\?/$G[/?_!2S_@E=^^U-H&B?LS?M5>!OBYH7PM_9;\2WOA?1? MC#X6;3IK'PAI^IZ09M)%[ITJB>Y 2W\FYE1$58RC*%
(*_=.J> ?V?/\ @N#_ M,$X?AIKGOUT/Q#X9T#XC:?HWBZVVT32M>^R7]K>1I]H2*.X"!G5&W,'15+*J MN-N<#PX?\&]O[(.G?ML>'3:_!SQ;J'P0M/A5JMK>^'M6^+>L76FQ:N=4TV2U
ML?LLU^9GM6@CN9&@(:V9H4\P%@@/US^UM_P3V_9_;4^#WA_X'?&7P5>6^A^ M$-3M]1_P#"):U-A?U(AT ?N@@?#'&N9!YF^>KVTQOVX:+,%K1 ^;Y$F^
T_]@T)X)_X+]/MV^%/$TRQ:CXQ\.?#7O!XJ]><2)&2. <"O8?V4_%4^_"?Y>_[&G]OQEB_:.T6+OKXY^(=G8R66D^ M-?BGXWO-?2[:0$/%:MUNXA.8TU&9&NDB)'!=8D;(ZCH> M:_0NO(_V
_V'V_V_#7]G/P;:<6$&KZM+JOB+5U5,.>_P!2UO4),>9=5= MWEW<,TL_\AP.2< 2=X*7_X*HK#>>S5J]?8?Q5=XJSJQM/?!T0.+6F\C+_S; MH?QA?:$VSKT+'2,
J'4+^STJPU4;A8;>VA:6>5S@(B@EF/L ":FKPW]MKXH3: M%X3MOA?H4C-J&O,#O"XFSW#\-9'7S&KKR+1?S2>
MD8_.32\EKT/5R3*JV=9I2P=/[3U?:*U;^2O^1R/P8L+S]H']HW4/BYKELQTC M1I5DLX9!P",BWC^HP9&Q_$/]JOH?XB_\B%K/_8,F_P#0#6)\ OA?#\)?AG8> M&7C47LB_:-3*** M*
"BBB@ KY;\0?\ (>OO^OR7_P!#-?4E?+?B#_D/7W_7Y+_Z&: *=%%% !11 M10!I^#/^1PTG_L)P?^C%KZ=KYB\&?\CAI/\ V$X/_1BU].T %%%% !1110!\ M_P#QW_Y*;??]#?V^@/\ _T8U 'NE%%% !1110 %%%% !1110 4444
HM:TJS?!O_(H:5_V#8/_ $6M:5 !1110 5Y)^T]_Q\Z- M_P!7_#/S^ %<]#?\ 1BFK_P"'7_#._P#_ %O]!_ZJJZ#?\ 1BBO3YLT\OV*E*\L+6N;HX_E\^RJS_VWK/[7ASC/:.%LWN^!W'=:.-O\;^MLVK*$O3&O%W&"@\%&NH[MG
M$\1W*X[DJPD_WF]]^G:\T_:O^M(-Y_&6%Y#_1;#!?QG8(CFO[\^5X<\,S[=H3I&(EYH@,1)>"G3Z+29FD_EIGN>OS>A!K1X8H7_7&[O^M5Y]VLW[3*/B9T$7X?VS1=4_;JNYR4A%T1]F2SC&S? GGH0F:T]^\(I!O\3G)IHLM!HXAY:GBMLD2J?
@_#\+/VA?VO^'JOBPN9/6VG0^#L$H3(&WG^$ZZ#6NU*B%OW[+EO$H&[80+M4=0J5*<X^1T%KR7<Z$Z#.JF8+\,;,;C=V5Q7_+I^!T&V5$C*E)]/V=%X]#4'W;])$"GHDNRW6'I?YMIEW^V_@!%^$&I4&\!$C6*-%W'P@*[S
7"&%#$LC()/,;';U?$6F-)+ MY>G%KRY@N;!YE;84?]R3&S&0=OH[]E?_((W3>)/V(_AU\'/VOO&WCGPOKW@ M#QWK?B;X?V7P^^)UY!?>!K.]EG6UTB/582)9Q;6DWDEU8+EG52R
$_39+F=' M.LIH8ZE;EJ14M&G9M:JZTO%W3\T>)F6!JY;F%7"U-X2:U5KVV=GW6J\FA^*/L*/I\:?VCKVMWF@HK.6N6DC@C>=?+CMW/EMN+GV+X7_\$@O&M?PO_
."SNE_'FS^_P"T!J_P]T3X'V9M_&/B7XV:A?S7VNQ>('F.B73RSF:X MT\VX69K1U-NS,S'YB16[\+9/VKO^"67Q@[^/'@_0OV%/B!!\9?C'Q_QT$3T^*^H_$?P M'XC^&-
UIDDUEJ>J10_;M,U*&[N[=K6-+B'B>EPOF*4E)QE2J^F<)]<_L4>+_V MG?&FP^'VKW5KJ5]>S M6J#18Y4L9$O;FS$PN'EAMB6.Q2ROA5.G^RW\'?VZ/VVZ/:_G<*%^EPZ::#2X:MC+F[Y8Y44+Y4J8XU5)3
M$'XVZSXWU#Q:WPETSQ#%!8V$FKZRLLVGPW9*QE;6UE9BR_*SQN$+ J3O_M__ M O_&D?"/[<_P_P#@H'_@'J_P 6?"WPXT'7]&\5> /#EY:C5](EU**% M5UC3X;J6**ZE41M!
(@D63RW^7(+;0#S[_@C[XJ^&GB_]L_XOS_]/?XM:WX MB_96T_P:HGQO,6>M^)];[4;>R\9O)++=)I@U%WNH+86;0>$^6OO"@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M\+_P#*03Q_P!B)I7_*,:O=*\+\
_\I!/'_\ V(FE?^C%X=THHHHH *** M* .&^//FE?^C%X-?>-?P>5E-G*V_F1ZLD2X'_ T'Z7C?6IHVE7=S9>>V1I_6KN;Y>M#1!'$X</!X:VIJ7J_:.Q8Q[U55E*@B:\X![/+)*&W(UY%B%O,;ZUX+G)[%AV96O_1
REC=B+1^ MS97]#]_$G_@HM^RIX_X*O?\''1_9_" :B\1ZN/AQ\)OV>7\2:7X MX_@U]HF\$_#SP3>SM:^';FZ:1OM4L5TXEMT,DCRK&L$:O.-Y=BC*W[O5_+3_M_,$;K/\ 9X^_?
QU_8%^,?]*WQ<>7XV_$;QIXDT#XZ>#--US[4%T1M1GM[>2Z MMU)^R'[(%E$;X#B&*<*"F]OZEJ "BBB@ HHHH **** "OSU_X.B2>>1M2O5OKZPMO!2Z056>'Q
92]I+N?Y5C4)*9<\M#YJK\S*:_0JO M@3_@YB^%/Q&^-G_!)3QG\-_A)^SIK/Q-\1:AKFB_V6=*B>)=<$LKFCCVFO2#@$D9E:X(:A8C@.1A/[$Q-&*_:8R+4NB#R8%D4"1L*O@YF]B6&Y3S45BN2@$)M<QA6^+@?*!N>@D"0HMT&NK16D+1J#DX*['<,,&@#\]/@A_P
'1G_!3;P[\&/"7ASP_P#\$=-2UZQTWPU8 MVEKK>F6.L);7\<4"1B>)8[-D5'"[@JLP ( ) S7[<_L8?&WQM^TE^RA\/OCY M\2/AQ+X0U_Q=X5M-4U?PO.L@?2YY8PSV["55?*DX^90?
45^*OPY_X+K?\'(O MP\'N@^ $_X(=>);\:'HUKIXOI_@EXM1[@0PK'YC*F%4MMR0H"@G@ 5^U7[&M'Q4^+WQP_90^'OQ?^/WPSE\>-?$GA6TO_%'A2?3KBT?2;V2,-+;F&Y_?1%&

M)&V3YAWH]-HHHHH **** "BBB@ HHHH **** /"_VL/^2V?_P#['N7_-)F MKW2O"_VL/^2V?__+'N7_TF:O=* "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH ****
"BBB@"#5-2L=&TVXU?4[E8;:U@>:XF<|(B@EF/T -?- M'P*TV^_:(_:%U+XS>(+9O[,TB8/90R#(#CBWC_X"HWG'|0!_BKJ/VV_B;/I? MARS^$WA]V?4-
==6NHXN6%N&PJ8'.7<8]PC#O7H_P+^&5O|)OAKI_A38OVO9Y M^I2+_'<. 7Y[@<*#Z**_+LS_.,OXYI9:M<-@;5:O:59_P .'_;J]Y_-,^ZP M/_&/<+5,:]*^*O"'=4U|**** "BBB@ KY;|0?|
(>OO^OR7_P!#-?4E?+?B#_D/7W_7 MY+_Z&: *=%%% !1110!I^#/^1PTG_L)P?^C%KZ=KYB|&?|CAI/| V$X/_1BU M].T %%%% !1110!|_P#QW_Y*;??]#?^10TK_L&P?|
HM:TJS?!O_(H:5_V#8/_$6M:5 ! M1110 5Y)^T]_Q|Z-_P!|?L_?|DYB_Z^Y?YUX+7O7[/W_).8O^ON7^= ';4444 %(RJZE'4$$8((X(MI:* /D;1OA]X+^'?[5L/P|]>^';>]T:37;?
4O#XN@=MK=HQDL;A.1|\;LT8/ M3+-Q7US7@7[=?@AIO#FE?%'2R8[S2;H6|TJ<-Y;GBO*$]/5L^XXF_X5|IPF=1UE)>RJ_XX+1OSE'7T2/1:*Y/_A>/PN_Z
M&C_R2G_^(H_X7C|+O^AH_P#)*?| ^(K]//ASK**Y/_A>/PN_Z&C_,DI_P#X MBC_A>/PN_P"AH_|)*?_ .(H ZRBLCPQX[|*^,VF3PWJOVDVX4S#R)$V[LX^ M^HST/2M>@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH *|+|_P#*03Q__P!B)I7_M *,:O=*|+|_|I!/'_| V(FE?^C&H]THHHHH **** "BBB@ HHHH **** "B MBB@ K|V_^"H7[0/_1?_85_X*%>"/VQOVPOB[XD|._&Z#P))I>E:=X22|N3
M=Z%(UW$6O;:")HBA::=5:0JS&)2H/D@K^DE?GE|=_P#@AIX-_:K_."Q]_| MMX_M2>$_!'C[X57/PI@T&R|%Z]-=-=V>LQ2ILNO)$7D2PB+S@ TF0TQ;9E0: M /S(_8|_X*'?
|&V/_!+#]JGP9|2?V0/A)|0O'=SJJWUKXB^*7CB|N1=^";=H MU4&TL?LBIV+VTLB1SR0,6B)Q@]AGO7P)^U1_P;7_+*OQ+_;)^ O MQ:^ '[.GPE|+_#/P3?
ZK)|7/!|VGS12>)H9HX1:HD<<3QR^6R2D^8|>-_&]-|,>%M#A>+2-"TBW$5M:(TC2,J*.@+N[? M5C0!TU%%% !1110 4444 %%%?$O_<$?M[_!V_X)Q_|VO'[07[-]I;+X MNN-
>T_1=.U>]L5N8M'%R[;KPQ."CLH38@<%/,E0LK ;6 /MJBOP*|__3_@| M]^)'@G2?B!9?M6:780:WIT-];VFHZMH$<|<^'_VM=?BU7XFV?A6TB|@H] M-HHHH **** "BBB@ HHHH ****
/"_VL/^2V?__+'N7_TF:O=*|+_:P_Y+ M9|#_/L>Y?|TF:O=* "BBB@ HHHH **** "BBB@ HHHH **** .;^)/Q;|! M?"1-"D|>ZRUF/$GB2TT'1RMK)+Y]_6(L]*N!+
M;:FUP)6:1H6FEV_NG554/]2>-?| @HQ^R3^Q+_P3C^'^K?L3_'_3O%MA|2/$ M5YX?^$'BGXL^/Y_[,TRZEFN)YI=6U+5'6>"TT]1(#!,WV@B&*V4%V! ![M:? M|>O@IJWQHO|
]G/2OBKH%SX]TK1$UC4_!|&J1OJ-I8.ZHES+ #OCC+.@#,!G M>OJ*|C^-G_!6[_@F?^SE|4Y?@E|;OVV_A[X=|56LZP7^B7VO(9;&1@&"7.S* MVQP0<2E, @]"*_/W_@GKXO| V$/@)_P7-
2Q^'W[>'P_^)&K>.OV888/%/Q)_MX6!IMS+XU|<7?BIGEA5H9VC^U-$L"PV,1+16|<**I503]W?|%"OC1^RU^Q7^ MSOXJU'7/@MH>O^)OBI-/I6@?#C1_#|,NH?
$77KF/RX[0P(FZZ+$KYLKAA'&" MS'A00#Z3T+7=$|4:)9^)O#.LVNHZ;J-K'-?VJOC]X7|!Z=J$[0Z;-XBU5('O9% +I!&3O MF*@@L$5MH()QFN%_X)/_
++OQ%_8M_X)S?"/]F'XN:RE]XF|)^$XX-;>*?S4 M@N))))VMD?HZ0F7R58<%8@1QBO5OB_X1TR[T:7XG:1|%M#|9^-/">DW]SX'L M]4|B"9KQH>|44;2@$ 89@P7%
&'^S!^V7^RK^VEX0NO'?[*?Q M[|,^.],L+A8-1G|/ZDLSV4K E4GCXDA9@"0'520"1D5Z'K&K:?H.DW.N:M7_!,>]UCQ-_P50_:#^(_[3?PG_X5!!|6(BC9W5].?MM_$JZM=&L?@]
MX<9I+_6Y$>|BAY;R=^$CQZNX_)".]?/|4Y]1X9R*MF%17<%[]_FF](Q^;:O; M97?0]?(LIJ9WFM+"0T4GJ^T5K)_)?C9'.?L^:3J'[0'Q|U3XW^);9OL&EW > MQADY"R=((Q_N(-
OQ_%M/>OIVN4^"?PUM?A/|.-/|(1*IN$C|W4)5_P"6EPW+ MG/<#A1[**ZNO.X&R&MD.116*UQ-9NK6?5U)ZM?| ;ND>VC?4[.*OO^OR7_T,U]25|M^(/^0]??| 7Y+_ .AF@"G1110
M4444 :?@S_D<-)_["<'_ *,6OIVOF+P9_P CAI/_ &$X/_1BU].T %%%% !1 M110!|_| QW_Y*;??]#?^10TK_L&P?^BUK2K-|&_P#(H:5_V#8/_1:UI4 %%%% !7DG[3W_ !|Z M-
_USG_G'7K=>2?M/?|?.C?| 7.?^<= 'E5%%% !1110 5[U^S]_R3F+_ *^Y M?YUX+7O7[/W_ "3F+_K[E_G0!VU%%% !1110!P7[2EA!JGPIO-.N1E)IHT;V MR3S7RE|*[^?
2M5O?!]^<.CEXP?[R|,!]1@_@:^M/V@?^2&O%EEXPLDX=AYH'=EX(_%>/P-?F7B!">38K!<34E_NT^6K;K1J>[+UY6TT MN[;/M^$91S*ABJ?D?
$RC*$G&2LT%%%%4(]5_9A_X^=9_P"N<'|Y*];KR3]F M'_CYUG_KG!_.2O6Z "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KPOP#_P I!/'_M /V(FE?^C&KW2O"_/| RD$|?_| 8B:5_P"C&H]THHHHH **** "BBB@ HHH
MH **** "BBB@ KYV_:B_X*S?|$ZOV+/B8OP<_:D_:I|/^#?$SZ;%J"Z1J<%R MTAMI6=8Y%5SM5CR1TKU?]D[]LW]F3 M]N;XZQ<7KO? M30P0R.))W9@"EO$-H.!M)QR: /9J*** "BBB@
HHHH *^0?^"Z7[)_[37[;_M /P3@|7_ +,?[)|6CR^)_$U_I|=Q;Z[-!';S6,=RDLREYD=48;%96 #JRJ5* MD U]?5^77Q+__."3_P#P5^|4>'/VJ],|#_| !2&ZT"^^+OQ7TWQ!|'-0L_B- MX@C?
PAHT.H:C//89CC!L_,@N;6/RK8M&WD;2=JKD ^5?!_[$?_!Y1X"|):7X M&|*_M;Z#;:7HNG06&FV[^(M'E,5O#&L<:EY+)GCQA_| $U^R/[&'PK^+WP/_&4/A[|(/C]|3)?& M?
C7PWX5M+#Q1XKGU&XNWU:]CC"RW!FN?WTI=@3ND^8]Z /3:*** "BBB@ HH MHH **** "BBB@#PO]K#_)+9|#_^O[E_])FKW2O"_P!K#_DMGP/_ .O[E_| M29J]TH **** "BBB@
HHHH **** "BBB@ HHHH_/O| X*(? #_@I>_Q#|&Z MI|-?VQ?"6J>$=5^/FA7OAO1/$/P=>[O?"+F5]C&YM-0@%Y:1LQT:N054R@ M#-?0W[)O_!.[X*?LU_L^0^0?!#Q?
8V/Q%NKCQ/JGB?Q%K_(KT"UHW#W% MY=);;#%:JSN52*/A(U526(+'WZB@#Y@T+_@F3|*/#/| P4GC_;O|/^'/"%CI M5O| !V'PA9>#[/PA!$;;4H]8?4!JR2KA5DV,(1A
XVYWXXKQG7O^"8G_46 ML/V[_&_['?"?QGO[V%['XJ>#/ MKV]I8P)>Q2F-;&>ZF)9[=)(68R]9-P QBMW]K+X9_M|^)K[PMXH_8H_:<|%^ M$[C1K>ZA|1^&OB!X#?5M-|0F3R?
*E::WN8+BU>'RY<"-BKBX.X?(IKW.B@#Y M,_9+_8G^+/P.^_/GCW_@H7W+^T%H_CCXH^(_"%MX>5_"OAQ]*T3PQX?M97NO ML%G#+-+-+OG9IGEE|-CIWP6|,%I;
[698Y+V*$Y8Q[|11?5W&NX_9|_Y*+'_UYR_R% 'O%%%% !1110 5|M^(/^0]??| M7Y+_ .AFOJ2OEOQ!_P AZ^_Z_)?_$,T 4Z*** "BBB@#3|&?|CAI/| V$X/ M_1BU].U|Q>#/^1PTG_L)P?|
HQ:^G: "BBB@ HHHH ^?_CO_,E-OO| KG#_M .BEKCZ[#X[_/)3;[_KG#_Z*6N/H **** "BBB@#Z>|&_| (H:5_P!@V#_T M6M:59O@W_D4-*_[!L'_HM:TJ "BBB@ KR3]I[_CYT;_KG/|
SCKUNO)/VGO^ M/G1O^N<_|XZ /*J*** "BBB@ KWK]G[_))S%_U]R_SKP6O>OV?O^2%2+B_1JWW]O,ZL%BZV MQE/$TG:4&I+U3N+?[_4W1EYJ/P2]'&R3ZV;/I>,|)1AF
M<<=AU^ZQ,54CY-_$O52W[7"BBBOT(^0/5?V8/G6?| KG!_.2O6Z|D_9A_X M^=9_ZYP?SDKUN@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *|+|_|*03Q_P#] MB)I7_HQJ]TKPOP#_,I!/'__&(FE?| HQJ
/=**** "BBB@ HHHH **** " MBBB@ HHHH *_,/| X*Z_M7?|&]?P8_:OB|'_/!3KX%Z5XB^)1|*V=Q'J%[| M/KC4W&FM),($|Z,$8#++|O49]Z_3RO"_VB?^"9?[_/[6WQ 7XJ_M+?LE>"O&
MOB-=/CL5UG7](6><6T99DBW'^%2[D#_:- 'X;_"C]]?_()5_$/_(+_'[+ M&M?|$C?V9+.UT9I+G1_&=NWA!K&W>6<2E+VWB<[TGMHS)*TP"Y1 A++N%?T?
M5XC^SK_P38_8$_9(|8R_$/| 9]_9"| ^#-?FMFMVUS1/#L,=XL+?>C6;!=%; MC^*?Q;^%/P,|#7OQ/^-OQ-|/>#O# M6FF,:CXB|5:U!I]C:F218H_,GG=(TW2.B+N899E
Y(%=#7YG_P#!V=X:|6:] M_P $?]9U+0=+NKS2M%|?Z#J'BRWM"W![4 ?8OQ:_P"" MD'[OP)O?"%A|7_VQ/AUH#^/K"&_|'/J'BNV6/5K*;'DWD4@A!K^6#XOI^SA_P6O_&U?VP?
VV[N/7M)^#OP= M_9ON+[X:AU%E]AU&ST^WM=(M'C!9426Y2|E$ /S'Y>,G'[Z?|$-_%7C?QI_P M2)_9|0?$.[GN-4D^&MC$9[IB9)+>(-%;LQ/+$P)$]^(UE%'I6K07MI;Q MZ3.I;9%-
)'//+AY%91;,"ASD?5NB:WHWB71K3Q'XUU#3M0M8[FPO[*X66 M&YAD4,DL;J2KHRD,&!((((H M45|L_![_@KI^R]|??|@HYXH_X)L?"*/5]; M|2>#O"MUJ^O>*[2.(Z/'/;7,%O<6$"?L(?
|%!/AI^W;H7BRST3P%XG|#>-OA[KHT;XA_#GQ MO9);ZKH%XR;XO,$;NDD,J O%,C%9%4D8(('O= !1110!X7^UA_R6SX'_/8]MR_|I,U>Z5X7^UA_R6SX'_|8]R_P'D55|I0 4444
%%%% !1110 4444 %%% M% !1110!@?$?QQ_PK_0$US^R_M>ZY6+RO/|+QD,3T4 >L?|-0?]2/_P"5/_[545]^U9;Z=9RWUWX*VQPH7=O[3[#_M
+9UY97%_%C6YI1;^$=.RTURZM*J]2,X5?Q//X"OG.+,_I|,Y#6Q|E>45:$? MYIRTC'OJ]|=+L]GA_*)YWFU/")VBW>3[16LG]VWG8]'_&8=)OOC?|;]:^.7 MBN(%+"8/:0,
(=|14;J59=74GK*_H'Y7ZG1Q/FT,WS64Z*M2@E"FNT M(Z+[]_G8****^O/G@K&^(O| R(6L_P#8,F_] -;-8WQ%_P"1"UG_+!DW_H! MH ^:**** "BBB@ KN/V?/^2BQ_|7G+_"%2?M/?
|?.C M?]MUY)^T]_Q|Z-_USG_G'0!Y51110 4444 %>]?L_? 'E5%%% !1110 5[U^S]_R3F+_ *^Y?YT =M1110 4444 <3^T#_R3F7_K[B_G7@@M>]?M_P#).9?^ON+^=> "T &[
M>]=|RJOES_[Z|9_$8/XU)XKXUK2=$T:6;5R&CD0H(1UER,;1_GBO*?#WB34O# M6H+?:?:?*=H/SPL?E=>X/^-?AO%7$^6-XKX0EAK6E0FW2D]H*2?-!/UU;[M>9[115#P[XBT[Q-IRZA]
MGM)&3|T;>A_SS5^OVG!XS"YAA8G#34Z,EJFF?FN)PU?!UY4:T7&<79I[MIGJO|[,/__!ZS_US@_G)7K=>=)@%%%% !1110 M4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !7A?@'_E()X_|
^Q$TK_T8U>Z5X7X!_P"4@GC_/[$ M32O_$8U 'NE%%% !1110 4444 %%%% !1110 4444 %?G3_,%>/^#CO]F[_X]6WNAQ:OJ-
MH]]!:6VG6TKR)"KRR!BTK>4S; F I M4EOF K]%J_*O]M'X_P#_2*_P"""> | P6UN_P!LS]KW]JR|TCX@ZG|'+;16 M| W7PTO]4M8K62?]UJ$5W;P2"*8BV:/:.=I<' >@#Y#^)W_!]K^I?%
[P-JO MPB_9*;2_]E/='XAZ/K>]J1W6H:G&53[.+*X0(EL5(D+%TDW!EQC'/[5_|$^? MVQ-$_;__ &.?_[8'AOP1=^'++QM83W-OHE]=K/+:B*ZFMRK2*JALF$MP!PV M*_+C]J?_(*V?
|&^O[4'[9/P%_; U#]N_5-$N?@7?7ZK=6GA^S^#VLR0:T:T;V. M%"LSFS!C">2",!L[CTK]1OV&/V[OV4/^"A7P_[%GB+X#_M,_%Z[|">"X[JUUG6 MO%5I?VMK]@CLY/.WR2W2M%''Q|S,,
=Q0!X%^P3X/_X)'_&?_@EOX%|(>-_! M/P#T#2_BGX+T+Q%|3/!6A75GI-G=ZRUO#<2I/ LPD/DW(*JDK-L|M1V%?=GP MFT'X9^%/A?X=|*?!BTTJW|(Z5HMM9>&+?
0Y$:SAL(8EC@C@*$J8UC557!(P! M7|)_P""(?| P;+*2I_X+DC@]O'GA_| ^1J_>+]@?X;_;^#_[%OPP^%W|/ M/Q*_X3'P-H/@RQLO"OBK[5%/_:MC'$!%<>9"!&^Y<'*@]J_/7*X[]HCX>>*
M/B[^S_XZ^$_@CQG+X(M>_X)G?&&#X>_!#_@H)_P2)FNO#/PJ9US0?%&H_ M"W2M+|6:?XCL4U71VVVN/%-U:'RY8X?OP% 'E^7LSGG=VKS1JJ7@GQ^T^#GKVG'D2XVV'HVKO#_M
M!>%?!'C[7O"$ M/AGX@^&OB!X|9FU+X|OO$UI;R%[2Y?|[/-%-!=0YV!T(%#(%7Y0'|P | ^_9<>73O^ M#CO]J2PT,;;:+4O@KX+N]=$?W7OHP8H&?'5A 6 SSBOT)KY@_X)W_+ 'C7]E
M/Q5|3?VC/VB_C5#|1OC-|9M8L[WQWXIL=&&GV-O;V4!@L=.LK?>[1V|$;,H9 MF+/D%N@KZ?H **** /"_VL/^2V?__P#['N7_-)FKW2O"_VL/^2V?__+'N M7_TF:O=* "BBB@ HHHH
**** "BBB@ HHHH **** .!_:-_Y$&+__+"4?_H# MUX;7N7[1O_(@Q?| 82C_/0'KPV@ HHHH AU"^M],LI=0NWVQPQEW/L*XCX> M6-
QXH|2W7C34TR$D(A!Z;R.@_P!UY]U1_P",=X3E6VKXR|8]XTE|3_[?>GFK-;'M/[,7_'IK/_72#^3UZI7E?[,7_'IK/_72#^3UZI7ZD?"A1110 5C?$7_D0M9_[!DW_H!K9K&^(O|

!1110!I^#/^1PTG_L)P?^C%KZ=K MYB|&?|CAI/| V$X/_1BU].T %%%% !1110!|_P#QW_Y*;??]S;]O&Z'?%"RG*L#P>_-> M7?| #S']B/| Z+7_ .6WJ7_R-7N4>&.)<11C5I8*M*,DFFJ$?|/,?
V(_^BU_^6WJ7_P C M4?| #S']B/| Z+7_ .6WJ7_R-6O^J7%7_0!7_P#!53_Y$R_UNX4_Z&%#_P & MT_| Y(]WHKPC_AYC^Q'_ -%K_P#+;U+_ .1J/^'F/[$?_1:__+;U+_Y&H_U2 MXJ_Z *__
(*J?_(A_K=PI_T,*'_@VG_|D?HKX-_Y%#2O^P;!_P"BUK2K!^%F MOZ3XK^&/ASQ1H%W]HL-2T&SNK*?RV3S(9($=&VL PRI!P0",|BMZO E&4)., ME9K='OQE&
<5*+NGLPHHHJ2@K|K?^#DC_)#_,(?^O/7/_0[&OU2K|K?^#DC M_D/_A_Z|]<_P#0[&OT3PJ_Y+O"^E3_--S/SKQ7_Y(/%^M/_TY_,6BBBO M[/X|"BBB@ K]PO^"$'_"C|TS_L9]3_
/1HK|/:_<+_((0?|H_-,_[&?4_M_1HK|F|9_P#DD(_]?8?E(_6_!;_DKY?]>I_^E0/LJBBBOY4/ZM"BBB@#B?V@ M?^2@?L6>(E|2Z3JE|S#SDC@CN!Z.-_M/X|'|:]RKY_9Q|;-|%?
C8WAC5)MFDZZ5MR[GA6)_DUK?9N]MCTN*|JHY=F7M,-K0K)5*;_NRUM_V MZ]+;VM<****^V/F0HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KPOP#_RD$|?_/8B:5_Z M,:O=*|+|_| *03Q_P#]B)I7_HQJ /=****
"BBB@ HHHH **** "BBB@ HH MHH *_##_ (+.?&S]KO| 8D_X+T>%/VU?V0O^"?WB/XB76E_!U-*UW4=/|,ZG M>6.K_:6ND56DM86$,| "?,K$LFQ2 .3^Y]?F-^TQ_P %*?
VF_A]_P6G|>_![M3/BVVB?!#X ?LOW_,3/'_A&WT73WE|37,$;.(Q=SV|EQ!G[5:C$3H/]&(ZN M<@'G/[W_!?3_@J;^U'^V'X#^ 'QL_X)+ZUX$|*^*-8-IK7BZX|/:Y$FF1"& M1_-
+SP+&OS(JY8@?-7Z_U^#/_!)C_@OK_P %6/BY^V-|*-0_;E|(Z+2&!OM18L)&9')B<5^|U !1110 M4444 %%%% !7P]_P<-?L(_%[_@H+_P $T/$7PF^ %DM]XU|/:[8>)_#FC-(B M?
VI+:%UDM@SG:':&:4H&X:144D!LC[AK|%_^"LW]=G_!T%^P=XX^*?Q_(|.^ M&_@%I?Q!O+3P/KMW;^$[J232YKYXM.40"5[R1VB,9(:/S S.%VL0 <+|;?^ M"XW_ 7&_;>^!/B3_@G3;?|
!)74K#QQX|.W'A3Q-JT?A+5XVCBNH3;W4@M M[A%CLR8Y&_>RRF.+=N/ !'[6_P#!,C]EC7OV)?V ?A/^RQXMU.&|UGP;X.MK M36Y[5]T1OFS-<+&QQNC6:215; RJ@X&<5^,?
QT_:R_X/-/V;/@EKO[17QH|$ MZ/H_@_PSI9U'7=42P|&73VEJ,9D-O;S23D+N!8*A*@$D D?M9_P3M^)/Q>^ M,?]["?PC^+7Q|U:PO_&7B;P!IF]>([[2Y;5[:XN9[=)6DC:T)@*-N!'EDK@|4
M >RT444 %%%% !1110 4444 %%%% 'A?[6'_"6SX'_]CW+_ .DS5[I7A?[6 M'_);/@?_-CW+_Z3-7NE !1110 4444 %%%% !1110 4444 %%%% '_M&_| MB#%_V$H__0'KPVO&T <-
|7+R:^O-/|,6G+R/O*CN MQ.U?_9]]/3[*+3K&&P@'R0Q*B_0#%OO^OR7_-#-?4E?+?B#_D/7W_7Y+_Z&: *=%%% !1110!I^#/| D<-) M_P"PG!_Z,6OIVOF+P9_R.&D_]A.#_P!&+7T[0
4444 %%%% 'X3?|%NO^4CO MC3_L'Z3_ .FZWKY,KZS_ ."W7_*1WQI_V#]) P#3=;U|F5__Z| MT_| TA'|-|9?|E;C_P#K]4_]+84445]&?-A1110!_25^R1_R:E|,?^R>Z+_Z M0PUZ%7GO[)'_
":E|,?^R>Z+_P"D,->A5_!&9?| (QK?XY?FS^^LL_Y%M'_! M'|D%%%%<1W!7Y6_|')'_"'_(0_]>>N?^AV-?JE7Y6_|')'_(?^$/| UYZY M_P"AV-?HGA5_R7>%]*G_*;F?G7BO_R0>+]:?
_IR!^8M%%%?V ?QX%%%% !7 M[A?|$(/^4?FF?]C/J?| Z-%?A[7[A?| !"#_)1^:9_V,^I_^C17Y-XS_P#) M(1_Z^P_*1^M^"W_)7R_Z]3*@?95%%%?RH?U:%%%% '$_M_P#).9?^ON+^
M=>"U[U^T#_R3F7_K[B_G7@M !1110 4444 5/%OPNF|=?#[6?$VDQ%K_ ,/K M%<*]CEX#O|T?4 !_^ GUKW;]F'XL#XK?#&VNK^YWZIHN+34P3|S,!|LA_P!] M<'/]X-Z5C_LRQI+-
K<4J!E:*,K#((_><&O-](>3]E#]IN329W,7AG7|!&8_M(D$C'8Q]XGRI/7;D_P 5?EO$/_&(|7T,^CIA|3:CB.RE_P NJC]/A;Z+S9]W ME'_&0|/5E%?J1|(%%%% !1110 4444 % M%%% !1110
4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %>%^ ?^4@GC__+$32O|
T8U>Z5X7X!_Y2">/_P#L1-*_]&-0![I1 M110 4444 %%%% !1110 4444 %%%% !7XI_|'+O_3C|!?%#]H?P[^TAX,_MX*6_#;X!>*_'?@W_(0SQCH7Q%|93Z1!XHT>.X$F|-
;+))+&"426.2/R&|J MET*_-^UE?@A_P6A_9X_X)[_%G_@OE>Z/_P %0/VF6|+^!-<_9PCD|)75KJ[0 MOHFM171B@BG C3ZA; .4^RM<)#(@!* "BBB@ HHHH **** "OD?| X+=_|$Y?
$'_!47_@ MGYXD_9E|"^)[32/%,>HVFM^$[K4F9;1[^U9ML,Y4%ECDCDECW '8SJ^&"[3] M<5^-OOS_."U7_!0G_@C/^V#|0_W_!1O]E?Q%X|^ ?B7XA:KJ?PJ^)/AIT>
MYT[2KJ|EF@L/.?$$YBC<(MM,|$T6T@.|0B /FOXD_#W_@|$_:6^!UU_P3K^ M*GPBB_X1?5=/30M?|5WLFA1->:8QAOF$0D=@@/.P+ MG!KX-US_(/&?^"1NF>$SX@TO3OBKJ5]Y6Y-
"M_!L*7&[LI>2Z6$>Y$A_&K/ M_!+K_@HW_P %.O| @K7^V]I/[1$'[.%_|)_V4O#.BZB+.+4YR)_%5_-#Y5O* MTSHAO A+.%A001$'=))((S0!^J%%%% !133/")A;&9?,*EA'N&XJ#@G'IR/S
MIU !1110 4444 %%%% 'A?[6'_);/@?_-CW+_Z3-7NE>%_M8?|);/@?_V/ MOGSQ9JW]B>';O40V'2(B,_[9X7]2*^@_VC?^1!B_["4?_H#U|L?&+47: MVL] M|EYY?,91U("'C|23^5?
*|;YR|AX5Q>,B_?46H]^>7NQMZ-I_(]_A?+5 MFV?8?#R7NN5Y?X8^]+|%8G^#^E&UT*759%^:[F^4^J+Q_/=7756T738](TFW MTR/&((50D=SCD_BLO_"9LPX@S)YOG5?%]
M)R=O|*TC^"04445]$>.>N?LQ?|>FL_| 72#^3UZI7E?[,7_'IK/_%T@_D]> MJ4 %%%% !6-|1?| D0M9_P"P9-_Z :V:QOB+_P B%K/_ &#)O_0#0!|T4444 M %%%% !7|4444 %%%% !7
MRWX@_P"0]??]?DO_*&:^I*^6_$'_(>OO^OR7_T,T 4Z*** "BBB@#3|&?| M(X:3_P!A.#_T8M?3M?,7@S_D<-)_["<'_HQ:^G: "BBB@ HHHH _";@MU_R MD=|:?]@_2?| TW6]?)E6?
P6Z_Y2.^-/| L'Z3_P"FZWKY,K^X>#O^23P' M_7FG_P"D(_AOC+_DK:.,+PQ&4YA3Q=%^]!|W]>Z M?DUH_)GE?]([(_Q9_X63|,XM+U.YWZIH86UN]Q^:2/'[J3|5!4GN4)[UZI7RUK
MT8H'K$^&_NX'>OJ..2.:-9H9%=.'|4%64 MY!!Z$&&OE?#_#-?-|7BLMJ97CW_M6#E[*?|>2^*?I*7JWU/=XNR_#T,;#^'81.'2@* M81_1W%8^ RK^N00_!.K_|9T_IIT[.4[*O
4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7A?@'_E()X_|
M^Q$TK_T8U>Z5X7X!_P"4@GC_/[$32O_$8U 'NE%%% !1110 4444 %%%% M!1110 4444 %?D)_P7_XAOO^&TH?^'JO_"5?|+0_P"$,L/*_L;^WO)_SS;
MCR/^/'|UNW^=G^+IGM7Z]U|I7_!8W@@^$_[6L7A;_!@J#|$+3Q#|2SX3 MLIX[^;P;>W[36DG$">;"=O#+-|O49]Z /(?^"2Q8_X-9/AI^VGX8TK_@GO MI&MR?
%WQ+)+I7A2_|0Z5X@N6MFDA?S1"]|##;L|0=3)@-M+(& =@?VDK^;GX M/_M)_P#!)_QM_P %^?V5M7_X)$_LUQV^B&>YTKQE;S>')[.%IYUE|N]@CE($|6:!^Q#|(;'58
MY/,CU.S^&NEQ7"OG.X2+ &!]|UZ['&D2"*) JJ %51@ >E+10 5R?QY^+FB_M #X&^,_CQXETVZO-.|$^$]1U_4+.Q0-//!9VTEP|<8/5V6,@#U(KK*YGXU>/ MO!WPI^#GBSXH?
$33;B||/^'/#5]JFN6EGIS7DL]G;V[RS(D"@F=C&C 1@$N3 MMP?L|^&=9|>_LQZUXB|$^%=1T#5M3
MT^TT.76=%;^S]0O(KN.1KTN]OYDT4:K$8I4|IB*Y=.>]N%LY%NM+CO,&7[$UQ+N/ =U@09!)(_ M&'X]:K_P1+|.M,2_%K_ ()H_MH>(/A%)=_ WQ'J>@)|%/%FJVMW=>,/[2TW
M^S]*&DR!V5;D&4/8+#$D@BW$)Y>X?]_X)_X*(Z!^QU^PU|"?B1_P5H|>Q> / M&OCG0-/L/$>H:CI$J00ZX;+SI([K|/&R6L<:RF1F3&U$WA_4/B-X'U;_@JS_P
%>OC'^R3|6OC!XYT7X/?LX>#/ M#<=QX-|#>+;K15U_Q!K=O)>K=WD]HZ2RI#;IY:1;@%9=PQEP_D_Q7*[=U_DJ_Z/'_&[AJ/X
LOVG_!%]?!MYX^L/&T^H_&CQ'|&]+BM],'@OR<7D.KSVB+;W!D; A6 M0NR2 8VL|>[TW0?CG|'?^"9O_!=3]HKQ'^UYX^T[P%X._:5%%>$-=|">-/$U MP+729[S1+.73[NP:Z?
$4<_[WSMCL/E9?[Z!@#M?^"6_BOXD?2LY?M]?M"_P#! M*_Q?|7_$_CCPEX!T[0?%WPHU7QI]SZAJECI6HPD7.G2W4F7FB@N BPEB6"$@ MGH!]_P!?G+_P2_| $^@_ME?|%9?VG_|
@HS|()Y-2^%DOA_P[|/_+XM6!T MM?$4]G$9=1FMF8#S(HIPD8D&5?<"I/.T:H ****/"_VL/^2V?_P#['N'N7_M -)FKW2O"_VL/^2V?__+'N7_TF:O=* "BBB@ HHHH **** "BBB@
HHHH M**** .!_:-_Y$&+_ +"H?#_H#U|GQ'_A*_BR9/O0V!X^D?'_H9KZE_:KU-=|'^ M%$FIL?|4WB,N>[;'P/SQ7S+|'=+9+"ZUR?E[B78C'KA>2?Q) 2OS+C+_A9X MHRK(UK'G>
(J+^[2^%/RE)M?(^WX;_P"$W(&|?FCWY51A_BG|5O.,=3LZ***_3 M3X@****/7/V8O|CTG_7V4_)Z4KRO|F+*)Z4KRO|F+_ (|-9_ZZ0?R>O5*|"BBB@ K& M^(_O%:Y *Y%X&9
:/FBBBB@ HHHH *[C]GS_ M)+*]_R%*F_|AOC+_DK:.,+PQ&4YA3Q=%^"W_&#@1'GYC(*1G_P@(V]#6%7KKUC*F?B=Z5[+^A7 _S*Y^FG%_G^T?SB?0V!7_J\ _3@'+''-5FYN@+4@?
DYE_Z^XOYUX+7 MO7[0/).9?| K[B_G7@M !1110 4444 >J_LP_P| 'SK/_7.#^MUY)^S#_ M ,?.L_| 7.#^MT >>?M-?"VGM7|/ [&?Q7/C?X>GP;J|SNU+P^%A&|_-);'_5M_P'!0^@5?
6O8Z^7?BC9 MW7[,/[2-G|2]'MV70]<=GN88QQM8C[1%CU!(D4=,E1VK|NXNC+A;B+#|3TE^ MZE:CB?|_!^Y4?2_O!@E9-[VLD?!:A@=ZY?45 M>2_MF?MI_#AKX.7_Q9^.Q-T#@?N$#0?]JVN
^$>T[6=56WEUNJCA:1;2W7#/*[$ M '8C%0=Q&!7JME>6NHV<6H6-PLL$|2R0RHX(.:^O^"M_P"QM|>_MB#XGL/VWOV7 (B>#8?%/PX^%/BK0=7|*?$+3[B?3|[2-2M@T|JM+;-
YME>* M+=@L@1UD!V-A58-^H1E&233NF?#-.+LSV[|CK_@HM^S^'^VY|'IOB1|"_B3I/ MB'5M&|.V6H^,/"6@7AN=0T6:XMC,MM)"RI)N)25$8HHD,;;>AQX?XE_X+,_$
M3X.:=I7Q=_:O_P""8QC^%7P@U;6+3Y|/3V^)/B34-&F?1VNYE@@FU/3+:|DNK& M$R21J5K%2X&"2 4_P""0W[8OP:BX[P?_?_|9BZN06BX_P_P;8N&3=ZQ;^ MRE]TZ#
.K/X:8,E-%;WF#S2|J:QG6#D8HQD/?|[Y|M8T (&L!+2Q
|5G);K_@MKX|/[#O[M/>+G]G?%SH>PMXNLKGX\%_%A.;;^Q%|5*?%X?M"M0MH2?/AG|%=ZAl$c; 3!_
...

LU^'?V!_V0_/|(?@#2-3O| 3O!>C?8QJ5WL22_NI))+BYN" MH)VF6>6:78"=H?&3C- '_ _;_@I[XL|4_M1>'?V.OVM_V)O'7P.|;^.-(U#4 MOA|-?UK2]8T[Q#%8HLEW#'=Z;
<2K'<1Q,LK1.!A>K9*AOK.OS'N]+^.G[,'_ M 68^!NI_M:?$U_CK>?%32_%NC?"R]U+0(='O_AS]GLTO;O[+;6Q-+:[UW)YB!LIN M R-P&1R* /CWXH?|%C_C)|%?".I_'_XK?
|$F_CCH'P:T2<_VUX^U*|T5+ZQM M!($-[)HHO3>+ ,[RQ7(3YB.U?;?AKQ'HGC#PYI_BWPSJ,=YINJ645YI]W%G; M/!*@>-QGG!5@1]:^ O| @NE|-
/VD/&7[,/C'XXZ5|=&M/A/X)|$OJWCWX&ZQ MH<46G>.8+)Y;J>WFU>VEBO[7SXMD0CB@H]'HK'_X275_^ MA0O?^^EH_P"$EU?_*%"]_[Z6@#8HK'_ .$EU?|
Z%"]_P"^EH_X275_^A0O M?^^EH V**Q_^$EU?_H4+W_OI:/| A)=7_P"A0O?^^EH V**Q_P#A)=7_ .A0 MO?| OI:/^$EU?_H4+W_OI: -BBL?_A)=7_Z%"]_[Z6C_ (275_| H4+W_OI: M -
BBL?| X275_P#H4+W_ +Z6C_A)=7_Z%"]_[Z6@#8HK'_X275_^A0O?^^EH M_P"$EU?_*%"]_[Z6@#8HK'_ .$EU?| Z%"]_P"^EH_X275_^A0O?^^EH V* M*Q_^$EU?_H4+W_OI:/|
A)=7_P"A0O?^^EH V**Q_P#A)=7_ .A0O?| OI:/ M^$EU?_H4+W_OI: -BBL?_A)=7_Z%"]_[Z6C_ (275_| H4+W_OI: -BBL?| MX275_P#H4+W_
+Z6C_A)=7_Z%"]_[Z6@#8HK'_X275_^A0O?^^EH_P"$EU?_ M *%"]_[Z6@#8HKBOB1XZ|3Z-X0N=1TO1[FPF1HPEU(J.%RX!X((Y!QT[UYA_ MPO'XH_| 0T?^24'_ ,10!]"45|]_|+Q^*/|
T-'_))0?_$4?|+Q^*/_ $-' M_DE!_P#$4 ?0E%?/?_"|?BC_ -#1_P"24'_Q%'_"|?BC_P!#1_Y)0?| Q% ' MT)17E7PA^)_CCQ#J-Y#K1FU-8X59$BAB0H<]?E49KO?^$EU?_H4+W_OI: -B MO"_
/_*03Q__-B)I7_HQJ]<_P"$EU?_*%"]_[Z6O'/AA=37O[?7CZXN+*2 MW8^!=*S%(1D?O']* />Z*** "OS||2?|%T/B-X:|#WW[0.H?|$@_VE+?X1Z5 M
UWJGCC4=%T^VNX+!06>^&F/=?:&MU0>9YG |OYC@5^@=?$G_!73]LC6K?P? M>_| !-3]D;0$|:_M!?&;PY=:3I7AZVDS!X5TBZC:WN=>U20 BTMHHY&,>|9E MDVJJL-U
'UK|&/C#|.OV@_A+X;^.7PB|21:QX8|6Z+;ZKH.IQ(RBXM9XQ)&Q M5@&0X895@&4@@@$$5R?[9O[8?P7_ &$/V>M;_:4^/&HWL>AZ,888K'2;3[3? M:G=S2+%;V=K#D>;/+(RJJY
'+,5568)^Q%^S#HW[%W[(GPZ_94T+7)-4@|!^ M$[/27U22/8;V:.,>=/MR=@>0NX7)VA@,G&:^2O| @O?YU]XG_8K|.ZD,Z)?_M +;G@I=4C8?NYG471AC?L5)W?*>#CVH [OX-?
|%@)=;^/G@S]GW]K3]ASXI_M >_^)TTL'PUUCQVEE-I^M721^9]ADEM)W-G>,G*P2@%B"N=V W9_MI_|%+_# M/[*OQ>|,?LO_S^ /C7XP_%SQ=H|^LZ9|/? <=NLMH4+^6^H7MQ?
@)XAT@8UO2_P!K?P+<>'I$_P!8MX)[@+L[MYVE^E+^S89=3_P"#D7]I2]UX;KC3/@-X0L]!:3]EC)(99E3/)G&3CC- 'T% M^PK_,%%/ 7[;.I>-?AM=_"KQ9|-OB7|-
;^VM?'WPT|=6L46HZ7]HC,EM<(T M+O'<6TR*QCF1L,%S@ J6|;|>?|%O;0^,/'?_S)^P-|8_C+X%^%NM76D^/O MB/X(M+%;""|M1F[AL8[BX274F@&0_E #.-I965FY?0)]3T?_(.
<_B!;>#XL MQW_[$UI>ZK'&/EEU&+Q$L5L7]6|DD#/.VM+_ (-?(K:7_@B-|(=89_-OM3OO M$UUK,|G,DUT?$6I*S2=RVU4'/. * /LK]G#]H;X3_M8_ OPO^T=|#/$ZZQX3
M|7Z3'J&BWZQE&:-LAD=#RDB.&C=#RKHRGD5VU?GM_P &RCS0_P#!,R70K7(T M?2OB[XPM/#B+]Q+$:K*ZA.VWS'EZ<9S7Z$T >,_|%"O@M|;_-H?]B_X@?!![M]FKXAKX3|?
ZOHP_X0_Q$U]+;"QU"*:.>%_.A!>+YH@-Z@EF8MHOB'X56.UBUH+P)51A]CN6;!)EMIU MCSD"->0/W$J.[L[34+9[*_M8YX9%VR13(&5QZ$'@T ?B5XJ_X.[/'_[2CGX3
M_P#!+G_@FCX||;^.]07R[%_$2?:(K)SP)9+33O-:5!U.Z>%0 26P#7Z!?|$9 MO@S_,% ?A/^R]KOB/| X*9^/H=;^**WC_P ?7GBC4K6"^6==%MIK2SMX=.'E
M#R8_+%JQ|N#,2^9@%CN)^K=(T31O#]F-.T'2+6RMPQ806ENL: GJ=J@"K5 ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!X7^UA_R
M6SX'_P#8]R_^DS5[I7A?[6'_ "6SX'_]CW+_ .DS5[I0 4444 %%%% !1110 M 4444 %%%% !7S)|;?| B|W[6NA_#2/|[8Z28H[M!RN //G/ME J?5:^DM:U M:RT'1[O7-
2DV6]E;//._HB*68_D#7SO^Q7I-[XT^('BGXSZU'F6:5HHF/(|R M9_,DQ_N@(/H]?F?'_P#PK8_+<@CJJ]7GJ+_IU1]Z2?| B=K>:/M^$O| A/PF M-S=[T]?+#_'4]U->BO?R9ZG^T;QX!B
_Z"4?_H#UX;7N7[1O_(@Q?]A*/_T! MZ|-K],/B HHHH ****/7/V8O^/36?| KI!_)Z]4KRO]F+_CTUG_*Z0?R>O M5* "BBB@ KR+]O[_),=^+O_ &3G6/ TDDKUVO(OV_O^3'?
B[_V3G6/_222 MO3R7_DY_^DL_G0HHHK^|3^"@HHHH *^SO^"#7 M_)_[C_V*FI_^@)7QC7V=_P $&O| D_| L?| L5-3_P#0$KY;C?| Y)#'?]>I M_D?
4|#_|EA@/^OL/S/V^HHHK^)#^WPHHHH *_F=^.W_);_&7_8UZC_Z4R5_3 M%7|SOQV_Y+?XR_[&O4?_$IDK]Z|"_|>|=_AI_G(__'7_=,#_BJ?E$Y6BB
MBOZ*/YS"BBB@#T7]C[_D[;X6_P#91M$_]+X;_I'K^;C]C[_D[;X6_P#91M$_ M]+X;_I'K^!?| R+<9_CC_ .DL****_"C]V"BBB@#| M)O| @MU_RD=|:?| 8/TG_P!-UO7R97UG_P %NO|
E(]XT_[!^D_^FZWKY,K^ MX>#O^23P'_7FG_Z0C^&^,O| DK$=,|#-4RLD+LT*L>A!^9?Z_G7;U MPOQ-TJYT35[;QMI0VLLBB;_B'0GV(X/T]Z['1]4M]:TR#5+4_)-&& ST/="7P/|
[=OROHM%T/L.+:%+'4Z.>8=6 MA75II?9]KXE_V]NN^K+-%%%?I9|4%=A|"/| DIMC_P!:EX@GTS2;J&",21"]GD2"ZD59$DG"^>Z$ M*TA7Y:^RJ* /D;Q?_P $2OV'_%GQ@|9?'2VN?
BAX?|0^/|;?5_%D_@_XQZ]H M|-_=MG]XT-I=QIP"0!C"@X&*['7_ /@E[^RUXL_9HM/V5/%MQX_U7P[IOB0B0: M_I&J:A|4-:EUK3]2 =4N(=2:Z^U*4$CA4,A0!R-N#7T110!|X_LO_P#!+++/|
M9:_99^+DW[0FB7/CCQM|07TDZ5:^./BGX]U#'Q5A8$@M:VTE[*XMXR1SY:J MQ!()*G%=[|-?V.V/@'|)/V@OBA^T_X(|*W%OXQ^^,2:4OCV_EU.:6.^&G6S6UJ M$B9BD.V)V)V4[
N[.3DUZC10!|5V?_0+_P""?2L,=CX4U8_%+6/ 6FWD5S8_" M37_C%KE]X4C>)@|2G3I[EDD1&4$1N60XP01Q7VC;6UO9V]=I:0)%%$@2**-0 MJHH& !P !QBGT4 %%%% !1110 4444
%%%% !1110 4444 %%%% !1537]> MT?PMH-[XG|0ZA'::?IMI)=7UW,<)##&I=W8^@4$GZ5^='@__(+#_M1?%_| M:+L/B+| ?^"?_P 3O%_P>U;X12>(O#^EVVL:#;:MK5H-32)=4
MCM7E26165_*!(H_2*BO"/VKO!'_4*^)NO>']&_8Z_: ^'WPP|//832^)] M?|4^!)]?U<7)*>1%;6OVJWMUCV^9YC2.6W; HQFO&?V-O^"@WQQT&_| VI/@ MS^W9J/AG7-
:_956SU#6O'_@;2I+&SU_2+K2)-4C'_/@L9|5O&GPROOAGJ=GI7B7Q#|!-+|$7 M$=]I7A34)X1'-;ZRUV6GOX[:XBG=)+=8B1(!@*?T|T^_L]5L(-4TZY2:WN8 M5E@F0Y5T8
JP]B"#0!-17Q1^TC^VE^TW|5?VN_%'[%7[%GC[X>?#NS^&FE:9 M?(|LH1$<+C<1GZC_9ZT#XR^ M&/@[HVA_M_%;2/"BV%)CJGBOO0O#_| 95IJ*M/(T+I:B:80XA,2D"1@65F! MP<
[2BBB@ HHHH Y#X[?|DQO_| KI#_ .C5KY^KZ!^.W_),;_| ZZ0_^C5K MY^H **** "BBB@#T[]F7_D.:I_UZ)_Z%7L5>._LR_P#(&VM@X/!QBOS'_&3O^".__!5_M]C:Z|5>(OA3_
,%*_AA>^*/'6KMJ?C7QQXI^",NI:WKDY)V"XNY=1+F.,';' M$NV-!G:H)8G]0Z* /A#_(*_%7]N;]E#_@D[?|A>_^-^G^+/VB/"B+3_! M7@?
Q1X0T#^QDN=5U;5%@M_(@|R7R9(K5I&W[CEH2W&>/3OVI/^";0_:S_8$$| M-_LC_$/X]^(%|:>$8]%U3P[|7) +K4K3Q/IH5XM8*N0)&:42%X|KE)G52AVL MOT]-
;V]P4,|"/Y;AX]Z@[6'0C/0|]:?0!|':%_P3@_;W_:3^/OPO^)?_4X M_:Q| ^*_"OP8|31^)O"/@OX:>"+C3(]9UZ&-DM-3U*6XGD(>#<[K%"]H6<]! MD-VG[9/_3[_:#|5_M:Z%_P4'_8)^/?
A[P'|5M/|&2>$?$NG>-?#LFI:%XI MT4W'VF&&Y2"6.:&6&8EUFC)8C""CGZ]HH_^5?V!/^"?OQ0_9_| C+|1_P!L MC]K7X6'Q%^-'Q3CL;/6-
5T/0CINDZ'I5FA6WTS3X&D=Q&"2[R.VZ1@I(W!F M?QS1O^"7O_!1[]E4>.O@K_P3E_C|"^#OA#X||2:AK5AI?C/P!/J&L>!)K]B M]TFDS0W,
<4L8D9I(TG7"$XY.YW_0VB@#R7]A?]CSX:?L"_LG^#/V2?A+M444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 >%_M8?|EL^ M!_|
V/Z5X7^UA_P EL^!__8]R_P#I,U>Z4 %%%% !1110 4444 %% M%% !1110!Y/^V;XU_P"$4^"]SIEO-MN-:N$LX|'G9]^0_3:NT_[]:O[+7@G_ M (0?X)Z/:S0[+B_C-_=
<8):7YES[B/8/PKRK]J&:7XK_ +1'AKX-V0_| "WX@YCF3UAAH MQPT/|7QU?FI:>C/M|U_X2^$<'@EI*NW6EZ?##Y-:^J.#_:-_Y$&+_L)1_P#H M#UX;7N7[1O|
R(,7_82C_P#0'KPVOTP^("BBB@ HHHH]<_9B_X]-9_ZZ0?R M>O5*|K_9B_X]-9_ZZ0?R>O5* "BBB@ KR+]O[_DQWXN_]DYUC_TDDKUVO(OV M_O| DQWXN_|
9.=8_P#222O3R7_D9G7_(FQ/| U[G_ .DL M_G0HHHK^|3^"@HHHH *^SO| @@U_R?| V/| V*FI_P#H"5|8U]G?|$&O^3_[M'_L5-3_] 2OEN-_^20QW_7]?Y'U/_| R6&
_P"OL/S/V^HHHHK^)#^WPHHHHH M *_F=^.W_);_ !E_V->H_P#I3)7],5?S._'; DM_C+ L:]1_]*9*_>O O_>| M=_AI_G(__'7_=,#_BJ?E$Y6BBBOZ*/YS"BBB@#T7]C[_D[;X6_P#91M$_]+X;_I'K^!?|
MX:_I'K^;C]C[_D[;X6_]E&T3_P!+X:_I'K^!?_(MQ MG^./_I+"BBBOPH_=@HHHH_"; @MU_RD=|:?]@_2?_3=;U|F5]9_|%NO^4CO MC3_L'Z3_ .FZWKY,K^X>#O| DD|!_P!>:?|
Z0C^&^,O^2MQ_P#U^J?]+^&^,O| DK$=,|#-4RLD+LT*L>A!^9?Z_G7;U MPOQ-TJYT35[;QMI0VLLBB;_B'0GV(X/T]Z['1]4M]:TR#5+4_)-&& ST/="7P/| D/
MPA_Z|]<_#L:5Z@[6'0C/0|]:?0!|':%_P3@_;W_:3^/OPO^)?_4X M_:Q| ^*_"OP8|31^)O"/@OX:>"+C3(]9UZ&-DM-3U*6XGD(>#<[K%"]H6<]!
@A!_RC|TS_L9]3_]&BOR;QG_ .20C_ U|A^4CC];;@9O^2OE_ M ^RJ***ES_E0 _JT****_C7_@@U_R?| V/ MP]|K|PO|
_E+QH_P"2C|ZT@ M8K0|"_V|9^:V"!]A#J_XVA(/_MLR_MDVWDC:4E1:!<"1;YA1Y_^_L12!Q/_ "C3(?| _P$\^=8_]KF4 DU/XDD% @7YQ_&RO2_.A1"K]5C_ 9K[R/(+4_)-&& ST/="7P/M
M)A*%&UD%RBS(TDZ(7Y!%S_@I%^WG^V#^(IG^,I(SX0F^>TX'^G1:*\[?6;36:]NU^M$\ MB>GHJ;ZS\?.BAR9Z^:&(?L2H\Y9T5MWP.UMHQ[;V7@\7^*0D1G+G[EX1K7^UA]KZ7? M$J8E/:%E&+^&5\T]
M["/[+5E|4/AOI^A)K/Q/B/Q6H.T:T:8^B=8G]@NW%\3U:?M!?HH/ZE$ M/MG%HQK4H(E!/'3_"?5'@K60I)I.%@O0!+YO:G+%G3F!!.NB[HG3+&QCR M4E^NLAN4B.XOY8[H=O28V-&V^:67(W+!T;!!!KRW]<&@?Z!C>O-"0@K"FBTI.
M=9)(L.^<, ?0M?VD$$H4;"=%-KYOXI%1:G]W*8)B?2*F^!6PGL7"O`X:(-(L+OL:L5Z5T)BD# MKUBC;8'48^U6%@/=R 0?B=P\'H-N?/*P=0 MVWB^C[2"4$`\@G
W(B8B"(R.D<40.R)%502=S-^@^N M>"_!WB:=+KQ)X3TS4)8TVQR7UA'*RKG. 6!P,]JKIHWP[^&]A=^(|;0](T6W MB@+7EW;V<< "#GYBH&1[>M3.<*
<'.;LEJV]DN[*C&4Y*,5=O9'Y!_&S]OG]G M'X[_!O9X<_85^%WQ&TG4_CYXH^&_ASX86_P5BNU'B2V|0Q&TT6W7OM9"3RH7 MF@T%HYGKZUC\5FW1UCY?O-=E,YXJ=(:'72&G?=A#^U8^4A<E6.MF.^J>U6]KK&6K$LQAUUT?U/H6B7LD]9L{
W]F/XL?!?7]A_QYXDO1XS^)>DW]GX'A@TV M22&|_L>QCFNVDE VPXB(8;C|Q.!S5SX+_$7]GOXK?%ACP%.I-AXL7<@U M:;2H$O[ZV WB8+O(P "A.0 .W3U.YT?2+V_V_MMY6-HGX8HEA>VNIV*T_^/&_ML
+MI;JSW_9+F6!6D@W## M;&(RN1P<=17#EF:Y;R<.$H^C7(Z^&/QK<@+44-6!V4UW&)W+?W6)?IPH%5NW[*7^D)JZ)M:J6$C[XA7>W53EE[RH:=SEI?.8T[1/BB9V0ZH/!(*H+K'1"/T0#%"<ES<-CE'>1H9Q+-^WUJK2RY+G=!=KVH=>#E7R&G*$?@M?0
|%;O!OPRMY?'U[HGBOX2^)OC.MLFE:GI1TR*UO8; M.6^(MEN(+F#RW48F"N5'T!=4+^F"-=9Z@Q@S9|4!X .KCX+2_';Q"_0[.Z:N|!MY |(?N! ;3S_ -X+$W NC!NY*DGH0:^VOP&P|| ?
$:QBTSXA>!M'UZV@F|V" MWUG3(KJ..3&-ZK*K -@]1S6M###;0I;V|2QQQJ%1$7 4#@ =!7H'(.HHHH M****.0^.W_),;_| ZZ0_^C5K MY^H **** "BBB@#T[]F7_D.:I_UZ)_Z%7L5>._LR_P#(&VM@X/!QBOS'_&3O^".__!5_M]C:Z|5>(OA3_
MHHH]._9E_Y#FJ?]>B?^A5[%7CO[,O\ D#;2_P"O1?\ T*O8JA[EK8**** "BBB@#C/VC_ X1F7_9V=7@YX/9>*^#_CA_P!E&'?|IJS_ -/&HU]8K^:#5^V-9!B B'_ (.__'G_ *9M/_Z,CK]C:_C7_@@UC)_\
"BBB@ HHHH ***X*Q/QL_P#"7%_|&_^BO _?_!/^E>K_ -%R5-#WZ>-_]_+?\)1/B_Q3_ T\GJ;^S_ZS_ZG7_P!/]I?5_Z/_HMJ_0*E_;/_P(_"B]E_0U[P\CZ*EYUUXM%<- |N*-(\^6@2-Q/^8F;SQ'X\F_K"^-/_ #AN
*BU.>]:>UGNH[IG,1S%&D2/[E9-,L[&G!&T/W>S6 O75F*RG5+SS20CR_'/6YR@3_JWY9&O*8Q^-8KQ\&4M//[6_-,/9:=KX&[-%^NGU1I'/!;@(S??%%*&/J?C+.G,4*\G6+/^.++U9"/8?$L&S9AZ=/N@IQ/,)33K.U\KW
+,O@[XB?L_ZLI5|PP?P9977|T~Q%<:-?<9K4EH7IP82!8?;C.#+)8@"-G%S57T"^/WN'Q99S4*^;O*]!PX4&K
D,R*W1_M M?_| !3_1_P!G;X^Z7^R)\$/V:Q^...
<%]/M!&/]('RR2JRKO5B4W_/@GYYVJ?|%[/V_M M0|1#-YINF?"^ST7S.L=B^AW$DBIG^$R!6..-QH ^C?V$#T+Q99Z M)X"|3^!O&WP|UT:?=5A.ASXWLDM]5T"|9-|7F"-
W22&5 7BF1BLBJ2,$$#WNO MSV_9<>73O^#CO]J2PT,,;+4O@KX+N]=$?W7OHP8H&?'5A 6 SSBOT)H **** M /"_VL/^2_[/W_ZVV/^@G3U2R_PW+Y/@/:PUM\VX$FHRYF'BQ1A%ZM4)$>#Y5;?^T2RG97_KTCBQNGYOK5#8V:5]B[
H MHHH **** "BBB@ J.ZNK>RM9+V[E$<4,9>5V/"J!DD_A4E>;_M8^-?| A"O@ MCJK0S;+C5 NGV_/7S,[_
/R&'KS,YS.EDV4U|=4^&E"4O6RO;YO0[6_L>^"O^$0^"=C=SP[;C697OILCG:V%C_#8JG_@1KU*OF/#C+*N7<)4 M)5_XM:]|;ZN51|VOGRV3]#W.,|;3QG$%6-
+^'2M3CY*"MIY7N_F<#^T;_P_B M#%_V$H__0D'Z_!Z|-KW+]HW_D08O^PA'_ZVE4 !1110 4444 >N?LQ?\>FL_]=(/Y/7 !1110 4444 >N?LQ?\>FL_N?LQ?\>FL_]=(/Y/|]0*R+]O[_DQ,7?^QCZXHX*CX6_Q#!_:C_?%C&?^\"8[|I<1B@_A]_[UG
^RNUY%^W]_R8[|?(S_TT^;?I@J'@|DQ?OU? _P&TK_C_Y_?4GU3_1T>OCGA_%GEH]?YJ5^J?F%L!UE^M5C]B/+37W/KU+G8Y3 M/4+]_+?Z9'+_?IQ8?O7W8^]E_6^V]SH_]3(%9+TH<7[ML^J[M%4AHF_2^@ML^J?"8[|H5=?Z]_Z[V4_N
R2&._P"O4_R/J>^!2P 7V'YG[?445^E2]2P80_QA;O[_4DZ%[X-U/?37RJ2#1G8X;7Z0*U_37XRR8Z'AQ0Z&NH_K@[U$D_08I]J._77!Q9'_@R9TDB%ELU@?VVP^EXJ64P]1=?[QB;SG=0^V]X)G44:KP@BE3AP?_I0W\T.8WHU
|G;?"W_ +*E+(!I?S%_]EW?_5__ ;CO__R2\!@^\?8QQ/6Q__XPI?|?\WV!.QDR[A6KW;7V64C?9AV/XX3QS?.1N(1N7&%MO8TX&MA MMWT]R]QXT9-7)UJ]/^K8!<4<4?5O'<N?=B95<Y;&XR%TP_AX1?G6/R1X@Z
N%_P0@_Y1V?^7]|I*?2Z3BY<E]Z'9S+!S[HL9NKU8<+>S/;0/<[YV_=A-D?<[$3%NVIN^^69AVEY.SX*2%|G`4Q=_0'-T'/EEG5JKYJ=!,O>67%(8/E;_)%&^+*'?S'L3J^7A]G(B50'(3G^*DV6CNG<C@=8XV*^RK/&,OK
^C37X>U_57@Q_R2$O^OL__28'|I>-')81_Z]0_.84445^M'Y (%%%% 'Z=?\ !MXA_ !"@]__ K>? >K?W[A+\Y./M0_4V(J9=:?/F]/45ZK/
"0>$]:G_IR84445^=GZ*%9OC+_D M4-5_[!L<^%8%9_|!(_2]P.I?C1-S48T:/%]F]QR^:J)1.1*'-O$D]I3Z5)4U;(.%,^3@6'0`?*#ZE]6O)?Z%;4K^2)@8,LQ]L(&%0=^B,G%N(CJ7)E\EHZS!'<U-G!K3\4P%*2Z+5S!
[DK:I+K?:W4VP_/] M8AR2Y7=6=[6=]|]+;W//?#7B6;X2#SARG|)X^<#N"N#^ KT6UN MK>]MTN[299(I%W(ZG((KQ/5/[1_M&;^UO,^T^8?.|W[V[WK<|'Z7X]U&Q?| MX1V_E@ME?
JTY5"W?']<5_,/A]XCYIE>-J9-3PE2O03G[*$5>K37,WRRVNDG9 MWMRO;30_<.+N#<#C|-#,IXB%*JU'GDW:G-V2NNS=M+;K?N>J5V'P(_Y*;8_]]M) M_ |(A|59.&|4;?
^WU_Z"MCP)|+OC=X@|3P:;X:^(GV*]D5_+G@_M M:YCV@*7_1?2+-_V)?HOZ-%#=VEP_*/G[8YZ3V?^#<>(A#;0OWK,92/_UA6(K]Q^6%$_[%S_^.J2J6P#'"^JGR,0%/LZ]42+
<_'+YN@_XF-VW'XT?ZY|52^'(JWS MJ4T'^K60K?-:?_@$F22E%?-?_#WQ>F^6Z^-F0WW_P!Y<-_N:/^&&?'L_|MQ]
&C./N_P"C2M_.2C_6WC:7PY#/YUZ2_0/]7^&%|6;1^5*;/I2OF'QJRKXP MU;*S+M?EN9(?,%CMW;6*YQO.,XZ4?[ARS?VJ8OQZSWE%_AH5$$_!85#O@Y2A_QD)Q%>'OQ>+V1O2>0:XP$:GE&W+/]JGNW
M.&N$!|]"XKG_&WC^^R|.VGV?3|7RKYAYPTS7^^V'K5J6[]E)Y[BIOA3ZI.S^1*#[(EQBDOWDL8PRKV%NNSXMO@
(O$EO93_9X)QF:/*C(|9[>F:|]2|,>--%N|Q-|^E=WACX@U|PDL?| K|B_]#%?4E?L1^?LK
M>"/$7[.7PJ|8_M&>"=+|3>%OVN/AYXC|2^'|0|36T5YI>CQ74LDNH7$+.'BM MD0AFE8! ""3BOM_]GC|F_P (_LXXH!"Y/B9J4\?!KJ$SE]/YX7H'6S7(<R/X@CH0K1"0PV&?;WO,SH.3?J]3V8GH^VT@LU-:4-B'ZY9\'JRM85/
(+TZEKW@K2;ZY90K7%YIL4KD!"8$UQ/1 M3A_@7%:K2V_@1K_GZ'[MI0A6?:;2#)R(GOH2!C6SAMP8ARG>5>U>L&!E6[R;2%C!;[H9M%'HKVH>O?G=HT/(RH:/KPG8H!'@ZJGMG;H/0#QO%"&4)*7WAEC&QA:YZV!@Q%QBMPFBJ.+6S5H
R'_@BW|4-#|16OCK3K3C5XX M*GE=4\1N'1GUG8/3/|==12:OG\UHVVH/LT1:MFF/EL1G:E%<R2Q3.%HE+>ESK_#"&R1)RH2V1G:5@4AB?2Y=9B;1@:P8YD6[NU8?%)8SVG`P[VBSX(-$!9WAP?K9_ZSD+3G@GNXZS?'R?DI>5
M[6*Q|MH_L45NJ5P]T+17P81,V;U7O?VDIAFE9TA.PG\FE[-BMNIDA!LM;6/F9?C?EDB-7RK.ROV-<D7BA#%_M*6HS!\2N5-;HXM!<(VR!$!!FOCA3R'.!4W&_$]-K.-@/'RS8^%M=K%%K\=18NY"/EKKE'+MWG#<
MVIOAW|/O#'[4W@)5VJG>&OG:@R6HU.VO7R<@P6=_,QV&ZZBE9%MM%RN/0NVH:9UN_8>2Q9T.BT52L"=3:_X^>?=7MS?UH^U1YFVU12EK7?4RF4FD:W5&$1:BKPQ@2E4^Z2L>SNZ&@;BZ4IHD
M:9ENW^(<7PVT5&&S:@VZY.J"QB%SYQ[S>9NWGN^ZO5Z** "BBB@#Y[XP OAFW,J"/XYZ+X9&6L2&`/UH*KIU_-7M&CW>M3'ZGG#"E4^GKG$(G'J3D`I5;K'V.1#[OW'A8^4^PS$K;!MZ.F1MP;'$4^:@MFGAT9S
[TZ]>_R=L9/6O/O$Q*N;ZX_L++P3"TTSG;]IS,G_ 9/_ (/_ /*.BHZ_RY@-^C_]%1U/4_67K:6=.F2]IM%A&XX_%/40;L&V]AWTGP.[;T25CWQJQOW&=D1YPH8C*$JRL)V)!1%R=K1C-T+/[HQOHZ65]]_4"\Q[[&RQ
&GO :B/XA?" M,W$48P]R^F30E|=3YB9C_(5QGAGP+HWA>XFN[0-)+(QV/)R8T_NC_'O6U7F< M&^%G$F29=*?]I3PU:3NXT[3A9:)R3TDW|K+0[>)..|ES/&*/U*-:G%?%.|9:
M[V:U2_74[+0/V_O!-UM3Q/X%U.R)X)LYH[Q4QX51U%IT4=V-L%8_B.Q/R^H@[%$Y3K8I2O_(=>HS_I[:`9]U`L*:YQCFF7TKB3TJD4?23=8]6:@;HX?+YP2)>*8YGX5;>5!<Q4(G_&%6/J'-@?GQ
>,_B4*U!_W)*:7_@6I[CH?BWPKFXFC[B|WPWXET_4GQOO1/Q:C6Z67[B=9_2G[6P?8JP:?VZ:/0?X9-O:=E@,9`LJAI_2'6;8-'@$F/V3]+?[Z85T5[RD7XZQD?S99%[SD?7V;D$D9JF)3`[4XN^]W_/P7
ZZ0_^C5KY^KM/'G[6GP=|>^ KO1?^I^+.*9O6^&5Y(J*|]$6LMSZU1+W,@E/?=XEK8T9]<0P57Z!TY_T.9DNYB3D>J_.I7&HK$\!E,4R7B%7+9DGE?TV7[E8!]UOQ,[6GYI2J:QYD[Q^>T_Q,=EGI=;+DP*.6U!3
L3P[_PD7]@ M>?|| [/G=3-=>8YQE>4>S^NUHT_:|248|SM>3Z+_#V74Y|'EV/S M#G^K4P)7*Z6[G4Z'5S`/T=#@_:WXEF,Z&/1DH6PB!Q2+TP-(TMX0U20:V9'U8W4IX`'N\MCIY<5<7W#$D*C'YIV1DHH
@'_E()X.X__$TK'_UMNE%%% !1110 4444 %%%% !1110 M4444 %%%% !7/?? 2=%K$-:6*6C?+M=F1KWFTE_S\\]R+S"(5-\$-P_D3[NG6A?G04I@QN7%HC%
O+#2O%6F0I)1(_RM)$[+(JMP2@!XK?/?%H+HZ:'K$%9C`WA@2SU:=5MSB$*$*%BVMA1]^<#ZSZ-J7`@M4H%WKMOL3D:<V>BMLY$0Z-LU%O#UE[H>VR-$BYU=8)(Z&W8`KZ=SK4M`'_)\ITR2'1OE?*?Y1.2Z:EJ2U
CS^P1|-_^">G(G[2)^&7_7@P.;+3F[G#B:Q_+J3HNS(@K1Z+@<MZ3I&'HTRH<!HN@S!@$?;6SEX%?!\5!\8N/+&F9*%(3H!]5Z;%%0JJ:_N]7`=7@&H^5&^)4ZXNPH?#UG#\Z.V&K;/&&Y8*V*2O42(MSQ(*+D)J6B4QW
|$[_P!@#QK^RGXJ_'(T_%C(,D%+/6$-T/&|_'KZ@"P$Y,1"&I5'%R.*]=R2JP#0&"OL4H[2U#/.J<?9(O0_B)'QQRFQI>L7FC4<2\B.IF,E@I&E/Y25"'UV,]TK>XDF\I!%1%V+LOKK#!M_7ZI!H.EA?V\3:^\X@
M,0 !DD]]^9OV5;XQ?BL9|/|*^$|;[8*>2:_|B~DII)GJ^5)9^O=V1<?%L.O;E%M@?P,*T:8E(:6C&%6WGCO%]FJ%&BZ7%]!L?FCI8*>IF]UF:GRM+7Q(.8)T1&"W@<J.=1RR9RWTJO\7$P+<#PO_U[8Z,]ZG)-VI[)BV@
KW+]HW_D08O^PA'_ZQ4_0+GD_M4_4J54!GA^TVQBIB/\YU4JI+)VI@U3?^W3RAVWT*IZ\I4V<J,I3<^C]UB"NWSKU0VSC\X=/C:&/D(WHL1DF2.L#Z(6AHVW_40MD[L<PXM?J`>9\|XEF%G6;%DWUXUO<\EC<?O&XDM
KY#_-*1YF=?|B;$_P#7N?2_LR?BQ0A'Y/R'H>2ARGZ0$\G@R3/U>9?=B//-&@=FK66'&XJV<'_9OCD#!Z$1C52&[+"#]2B>A^\$KP)9;1KNT=4HFF;12>+_$L=K^Y0W&JB]-Y7K!\@G:FXK'IZ:(?6:BQ(3`RP$?CTV
^P_ ;ZBBBOX:/T?^JS5S@6_J$SA8#\EOF1SU#T2?\>Y2E6$`=HH;G!R&#H@%KE@OFD_KU9'^1X9S%6Z4#?LH7)]E?'0?IRN+P:)"A.)-6S:D_+ML@_C$8/=&NJK+O@&^JF;F(;2^K-O3O7K4[1N89#KQ&D
%YI_P#I"S+M_BG^+RX^/RW_K=3R$6KJ2QBX[\%!?^%2D!&A%'IKL%U`2_\7J\$M/E/MY/MZT^0F#&J1?=4T3^M@.9T1Z5ZT0F@YE0%`#6.#-%#F%(I;1>?%2=33)0;M2W[EAGBD'.Z<+RS3EG;8-.@EHWV7N3C;9W
_L/PH_ ^RUF[PZZFAG-U=Z)H'0%L+KO[W92RR85F`#-=4^ZVMBQ/8]5SR_7^D>GH:]K7P@%2'!(?<\FCF)"3V_;6ZV%P6'?;DE#?\@:;'Y<`.Q_>)BYC_,&%)0Q?VX&PR9>(KG=:A9MW<[$FN@VRWB$MTHK=@+
PV3Y7@|=5QM"C&-6K;GD MEK*VU_-=:+/2]N3W/V;OI'6[X^_T6Y%T'/0+XLRRU[H76P6^QA0DF+SW/FYV[]86SW;R8W1CWX0UMI<F0KXFEWC(3.@ZAAM#9A0/7=Z6%?OXPVDH>UIMNZ?@[PH6QH.1&B7%SAO&(
[;O:7<*R12+M=&&014E%3.$*D' M":NGHT6B0"IV$\34QGS\K`DHE0.?2Y4C^BYQ+R&C+4=2S7PD[CGG-G#U?Z1HD]XP^M6NH:3`WF7D&%-DMKCK8D1(7O$?16JX=CVY>E[-[SXV/.3W#`-1VK5W3-0Q4%Z4'OC'B
HIQC|+7NRAV<&M8VTT6FFJ M:/5RO8Y+7EI.I5'S3F$BSP%84%3EWX@6M+04N02KO/4XBCA&I9YD"+U1X8U.+/2G.]6IE2]GDTM]+G:U"H2%'N0+.^9ZOBX\L%0Y@R`1U:"UU&$8O8RG4M9#*LY(XIT=KL7ML%4Z5LH
5|"_'C]D;4Y?$?@747UGPRTUHOEP%L;22A9OSC/&+MT[;JRJA7J]&W.H\)5.+J[V81%<H:U5HUZE1+K^=\T2B[Z'YS/LY5&.7QMLC1%*;'SDQ8S5*B>AW7\>\7A?`DG^$IT93\%+\:Q4;/H]X/V1CRW7/ZGQI/1%(N
%4W":Z/|UW79K1A1117HG&%%>#_M!_MPZ9JZ|J1_OVTNYN99@;Z6X<'/_E@]PR^C?3(%'E9/&Z7TR.=XCVAAH&@BCP8R<7?K5V"<IY^I#9J)0BZ?`E>1.AP^)-"/\LN@F^^OCPD^7A,.FQY7QH'DH)?:*8^S]4?7/'
Y9=/G@MG/&#M_P!8^?X5SUCF%.U4VBIU^#Y#=MQ5>4T<8F<<HG[_[T`1]=`@.XKKL1#&FPJ0QGD2,<^N\/KEY+ID'6-6>&=A\F^$DS:^HU]0UKW]JWKJ^\O/;_6[WP^T09<.%+6AP^X.5^3B8WBW%92T:H_W.&0?
B;^TEJ$-[+HITSP[|,Z6:A3LSP6W/@>:^- MN0.!QP,Y/>_#'|EGQA|2];'Q-_:+U.ZEDG(=-*DD(ED'4"0C_5)Z1K@_[N,' MM?VBM+TW1-$T#2=!'L(;6UMS,D%O;QA$C4!. !P*^!67<2><G@5UR.4<G]$H%$NM*L6F"*

(+]IF2EA,O>U%. MU6JO^GK7P1?\JU_"1]:\9DO""Y,$UB,7UJ/6G3?]Q?::_F>GXQ/%_#7A/2/" M]MY6GPYD8?O9WY=_\![\"M.BBOTS 9?@LKPD<+A*:ITXJRC%62_KJ]V]6?$8O
M%XG'8B5?$3QX_P!7=VRR+^3 U;HJ*E.G M5@X32:?1ZHJ$YTYT_P'9V=W&\?ERV.Z$+F10?E M0A>A/:O ;WX-:'+DV.I7,)/0/M<#] ?UKZQ^.W_),;__*Z0_P#HU:^?J^5S M#@/@W,[_
%C T[OJHJ#^^'*_Q/>PG%?$F!_@XJ=NS?,ONE='G.K^ /%_AS3Y M+G2=>EGA53YD4#NC%>_R@X(_&N-KWBL'_A7?AW_A(O[?\C_:^S8^3?\ WL?T
MZ9K\FXP\%7BZ]"625'&%^64)RE)03WE!MM^L;W>EF?H'#OB8L/2JK,X7E:ZE M&*3DU]F5K+T?3J'P[_X2+_A'H_[?]OLV_P"_L[;OZ=\5O445^Z9/EW]D971P
M7M)5/9Q4>:3O)VZO].RT/RS,<9_:&/J8GD4.=M\L=$K]OZW/3OV9?^0YJG_7 MHG_H5>Q5X[^S+_R'-4_Z]$_]"KV*O2.(*\+_\ *03Q_P#]B)I7_HQJ]TKP MOP#_,I!/"__&(FE?\ HQJ
/=**** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH \+_:P_Y+9\#_\ L>Y?_29J]TKPO]K#_DMGP/\
^Q[E_P#29J]TH **** " MBBB@ HHHH **** .&_:0\:_\('\&=;U>*;9<3VQM+0@\^9+\F1[@%F_X#7+? ML2>"O^$:^#X\07$.V?7+Q[C)'/E)^[0?3AF'^_7*?MR:_>^(=?\ #'P>T5M]
MQ=W N)(@?O2.WDPC\S)^8KW_,,:!9>%?#EAX9TY<0:?9QV\/'544*#]>*_, M\#_PN>)F)Q.]/ THTX]O:5/>DUYJ/NL^WQ7_E<$T:.T\5-S?\ @AI%/R;] MY%ZBBBOTP^(.!_:-
_P"1!B_["4?_*_]>&U[E^T;_P B#%_V$H__$!Z\-H M**** "BBB@#US]F+_CTUG_KI!_)Z]4KRO]F+_CTUG_KI!_)Z]4H **** "O(MOV_O^3'?B[_V3G6/_222O7:\B_;^_P"3'?B[_P!DYUC_-
))*]/)?^1SAO\ MKY#_-*1YF=?\B;$_P#7N?\ Z2S^="BBBO[Q/X*"BBB@ K[._P""#7_)_P#8 M_P#8J:G_.@)7QC7V=_P0:_Y/_L?^Q4U/_T!*^6XW_Y)#'?]>I_D?2\4\#_P#) M88#_
*^P_,_;ZBBBOXD/[?"BBB@ K^9WX[?\EO\ &7_8UZC_.E,E?TQ5_,[M\=O^2W^,O^QKU'_TIDK]Z\"_]]QW^&G^OYN/V/O^3MOA;_V4;1/_$OAK^D> MOYP\ODRO[AX._P"23P'_%YI
M_P#I"/X;XR_Y*W'_/7ZI_Z6PHHHKZ,^;"BBB@#^DK]DC_DU+X8_]D]T7_TA MAKT*O/?V2/\ DU+X8_\ 9/=%_P#2&&O0J_@C,O\ D8UO_P"O/0__$.^K]4J_C_Q5_Y+O%>E/_TW
_L/PH_Y(/"> MM3_TY,****_.S]%"LWQE_P BAJO__P#T6U:59OC+_D4-5_[!L_\ Z+:@ M#YAHHHHH **** "NP^!'_"4VQ_ZYS?\ HIJX^NP^!'_)3;'_*YS?^BFH_^@ M**** "BBB@ KYB\9_P#
(X:M_V$Y__1C5].U\Q>,_^1PU;_L)S_\ HQJ ,RBB MB@ HHHH N>'_/D/6/\ U^1??^ABOJ-E5E*L 01@@]Z^7/#___"K'_K\B_\ M0Q7U)0!XE\9_V.O#_BJ=_%?PNG30]85O-$$9*6\S@YR-
O,39[KQ[=ZYCP#^U M)\0/A)K:_#O]HK0[LB+"IJ9CS.B] S8XG3_;4YX/WC7TI6%X_P#AOX,^)VB- MH/C/1(KN'DQ2$8DA;^\CCE3].O0Y'%?G.:<#5<+C)9GPW56%Q#UE&W[FKY3@
MMF_YHJZU=KNY]E@>*88C#+ YU3]O16TO^7D/.,NJ\G]]M#0\/>(]!\6:1#KW MAK5H+VSG7,5Q;R!E/M[$=P>1WJ[7RYXA^$7QM_99U:7QG\)-8FU70MV^[MC' MO(0=IXA]X ?
|M$P1S]VO5/@I^U+X$^+:Q:/=R+I.ML #I]Q(-LS?],GXW?[I MPWL0,UODG'-*OC5E>4X[JW?;J['+?M!_P#)19/^O.+^1KAZ[C]H/_DHLG_ 7G%_(UP]??GR0M4444 %%%%
'TO\.O^1"T;_L&0_\ H J?Q7XN\->!]$E\1>+-8AL;.$?/-,V, MGLH'5F/8#)->9>*?VE/!'P:^.DZ?)(-1UIM)A,.EP2#*908:5N?+'M]X]AC MD>=^%?A'\8/VJ-_%W59]-
T('=9VR)L+H>T$9^ZI&/WC9)X^]V^!S[C98 M;&O*LFI?6L:_LKX*?]ZK+:*7\M[]-+H^LRGAAUL+]?S*I[##?S/XI^4([N_? M;KK9C_&?QP^+'[2VNR_#KX(:3KW:IJFNE?
GU&:/Y83W$2G[OIN^\?8'%=QX,\$>%?A]H47ASP MAHT5E:1<[(QR[=V9CRS'U.36K4Y%P2Z6.6;9Y5^LXSHVOW=+RI1V5OYFKO?1 MMWK-
>)U/"O+\KI^PPW5+XY^5_M._\>FC?]=)_P"25ZI7E?[3 MO_'IHW_72?\ DE?H!\B>1T444 %%%% !7N7[.7_(@R_]A*3_ - 2O#:]R_9R M_P"1!E_["4?_ * E '?4444 %%%% '(?';_DF-___-=(?
_1JU_5]_';_DF M-_\ ]=(?_1JU_4 %%%% !1110!Z=^S+_P AS5/^O1/_$*O8J]=_9E_Y#F%]_M?]>B?^A5[%0 5X7X!_Y2">/_/L1-*_]&-7NE>%^ ?\ E()X_P#^Q$TK_P!& M-0![H1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'A?[6'_);/@?_P!CW+_Z M3-7NE>%_M8?\EL^!_P#V/]-J*]6[(\/\ AO\
|7I_;)U3QF_[W3]">1[<]5(B @BQ]6/F#Z&O MIJO#OV$O!1T7X;7OC.YBQ-K5\1$Q'6&'*C_Q\R?D*]QKX?PSP=:GPTL?B%^] MQ&UO_\ !4O]H?\ X93_&;;/XF?\(5_;WG>*K6P^Q?V
ME]EQOAN'W[_+DZ>7C&WOUXK\|O\ A]?_-6T?^7G_P#<=?69-P/Q3Q@!@_K> MP_/3NU?G@M5OI*2?X'R6<\|<+VL8M?B?=U%?\#Z M_P#ZMH_\O

+;TW_P"1J\(HK^KO|4N%?^@"A_X[| R) _) P#K=Q7__-#"O_X-MJ?\ R1{O_P /,?VW/^BU_P#EMZ;_/(U'_#S'!MS_HM?,EMZ;\ | (U>$44?Z MI<*_] %#_P %4_|*

Y$/],N*_^AA7_P#!M3_Y(IW_.'F/L;G_1;__+;TW_Y& MK|6O^"*OQK^)OOZ_9#O_!M\6/$W]JZG'XVO;5+G[%#!B%;>U95VPHB\%VYQ MGGKTK\+J_:?_ (-]?^3&=2_[%?_*

*/1+9U^;:*V09%EW"";K83"TZ<^>*O&$8 MNSOI=),_2_"?\|S'BQ4<7BJE2'LYNTZDI*ZMK9M]Y|RT445_,I_3@4444 ? M*'_!;? E&_XY_I"OS2/_ $YVU?A%7[N_\%M?^4;_(Y_Z_-*

(_P#&3C>5$?U M+X\DG5_P"OTO\ TBF?ROXV_P#)6TO^O.?_ $NH%%%%%KY^A1110!^C > MP;C?\!EF^>)/\ V+G_P"E#5^MM?DE_P &XW_)9OB3_!BQ9_^E#5^MM?R)K5_M\EQB/\-/ P!(B?U]X2?\D-0_Q5/_ $MA7A?@'_E(X_ .Q$TK_T8U>Z5X7X M!_Y2">/_ /L1-*_]&-7YL?I1[I1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M 'A?[6' _"6SX']CW+_ .DS5[I7A?[6' ;)/@?_ -CW+_Z3-7NE !117S1_ MP5Q\-?M9>+/V(=>T?]C>+7KCQ*=8T[36=-|*

*(;NNGZW\&A+>Q-[+M M4[42*CAE;[P0|RM'N?PY^+?(@+XL/X@C(\":RUX?"_B2YT'6PUK)%Y%_ J-+$- MZC>)<9/%_'[_@K+_P $V(@5V0B9)\&OC_P#M!> @#BJW;-;W0:W M6E:YLBZ!T%PD8;[.2C*P\W;E64[""?@7_@CYJ_ P3/T[HO5O#VC1?@? M%OOBUXBE\&^!O'^K>(I(..NZ?]@C1/)O8[N:6QU"XA#O.T;227"O'(&91D_>HG|:._&WX*_#77?$W[$__3Y*

*(?%GQ/XSEF'C*PO-,/"7O!\+:=XY\)>*-/UO1-7LX[O2M7TF]2XM; MRWD4,DL4L9*R(RD$,I((/%?-O_!4C|M7]G?]E3X7:3X.^-WQN\.>$+OQI=2+ MH:>O:K';-=6]L8WG:/>1N"M) #C_)Z#UK(_X(1>'_@OX0_X)3?";P?\!OB+ MJGBC0M+L=0AGU^6|(.GW<6HG4KJ2^M9+0N_V;R+IYX5BWN%2-,.XPYO_'+1^*

ME^%/CC^U3HW@7I1^GW.E>'8U^W2ZA%&T<6]7I6HJ3T^3PX0A$/' MQPO#DL!+9N>*E&A%!.3;J.SLVI?9OT9]3P?A)5\Y5>Z4.$75;.NDH:K1-=;=3 M2_8"_;

*<_84^.WAS2O@;^SO\ M7^ ?&?BN#19-5U/0_#^B2"[NHT+]99&2-B= MJ-+&A/0945]\U\&?\$LO"VE?M<_M(?$;_@K;+X7M]:\;^((? G[/]A#9+;]MGA*RNB;G5B@"_/]-]&T@+,_(+>%D4DOR/MG\9BJN.Q=3$5?BG)R?]W<***[#F"BBB@#X;_P"#@K_DQG3?^RA6'_I+>5^+ M%?M/_P '!7_)C.F_]E"L/_26\K\6*_K#P<_Y(U?!?)_H?R9XR?\ )9/_ *]P*

*M_4**** 5#\]"BBB@#!5O^#;G_D5OBY V$-% _] O*_3;O MS)_X-N?^16^+G_80 MT7_T"\K]-J_CGQ0_Y+K&>L/_ $W_LGPN_Y(3!^D_P#TY_****^!/OPKR+]O*

*M[_DQWXN]DYUC_TDDKUVO(OV\DQWXN_\ 9.=8_P#222O3R7_D9G7_(FQ/\ U[G_ .DL_G0HHHK^\3^"@HHHH *^SO\ @@U_R?\ V/\ MV*FI_P#H"5]8U\G?\$&O^3_[' L5-3_]*

*2OEN-_^20QW_7]?Y'U/_\ R6& M_P"OL/S/V^HHHK^)# ^WPHHHH *_F=^.W_);_ !E_V->H_P#I3)7]L5?S.,';_M_DM_C+_L:]1_]*9*_>O O_>\=_AI_G(_ _'7_=,#_BJ?E$Y6BBBOZ*/YS"BB*

*MB@#T7]CI_D[;X6_]E&T3_P!+X;_C\C[_DI;X6_]E&T3_P!+X;_I'K^;C\C[_DI;X6_]ME&T3_P!+X;_I'K^!?_(MQG^./_I+"BBBOPH_=@MU_RD=\;?\MI@_2?_3=;U\F5]9_\%NO^4COC3_L'Z3_.FZWKY,K^X>#O\ DD\!_P!>;?\ MZ0C^&^,O^2MQ_P#U^J?^EL****^C/FPHHHH_I*_9(_Y-2^&/_9/=%_]{8:]"KSW\]DC_)-2^&/_&3W1?*

*TAAKT*OX(S+_)&-;_'+|V?WUEG_"+;/^"/ MY(****XCN"ORM_X.2/\ D/\ PA_Z\|<_]#L:_5*ORM_X.2/^0_\ "'_KSUS_ M_-#L:_1/"K_DN\+Z5/\ TW,_.O%?_D@\?ZT__3D#\O:***_L_CP****

*"OW M"_X(0?\ */S3/^OGU/\ I&BOP]KPO\ @A!_RC\TS_L9]3_]&BOR;QG_.20C_U]A^4C]:\%O^2OE_UZG_Z5_^RJ***_E0_JT****/C7_@N_P#\H_-3_P"QGTS_-&FOP]KPO^"[__"C\U/\ [&?3/_1IK\/;_JKP M8_Y)"7_7V?\ Z3_.ME+QH_P"2PC_UZA^:G_*0SZ3@[_DKG?^E,=?TQ5_/\"?^2W^#?^QKT[_TICK^F*OYU\=/|P/^&I^<3^C?_K_'/?XJ?Y2"BBBOP*

*M4_>PHHHH_^-?VV_VT?V:/@=\K)IEO.UI_8UY/B-P2IW0PN MO..FI?_(U?-'_7E_P"3_P"^_P"Q4TS_-_>MOC&OZ)X=\(^&|WR++#8VM5J#=2$9-*4+7:OI>FW;YL_G3B/Q=XDR?/L3@J-*

*B-MX4YRBFXSO9_TBDC]9?\AYC^Q^_T6O\ MO4O_D:C_AYC?Q^_P!%K_M+;U+_P"1J_)BO:_X@EPK_S^K_+@5/_.5GB_\$;^** P#GS0_\!?_"P_*

M67_AYC^Q'_T6O_RV!2_^1J/^'F/!$?\ T6O_,MO4O\ Y&K\FJ*/^()<*\ M/ZO_.!4_P#Y6'_$;_^*_^?-#_P !J?\ RP_IB^!?BS0/?P9^-?"E_]JTS M5M_M+O3[GRG3S89(E9&VN*

*RY!!P0"_XKJ]B_8!_Y_=^$?_9.='_/22.O7:_M_FC,,/#"@^K0AM^4HJ^]DVM3^F<8R=MKMJZ!1117&=@5^9/_M_+/_"7&(_PT_P#TB)_7WA)_R0U#_%4_]+85X7K!_P"4 M@GC_/[$32O_*

*$8U>Z5X7X!_Y2">/_\ L1-*_P#1C5^:Z4>Z4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%%*

!1110!X7^UA_R6SX'_P#8]R_^DS5]I7A?[6' _"6S MX']CW+_ .DS5]I0 5YW^TY\. C[\3/AJFB?LT_M#0_#/Q5;;!=VWB"\)0 MZW;31)N$EI/;2R1;XY V"R2(ZD[PK[T2B@+#\V_V^?

@G_^T;\8?CH[GQE_M;8^.6C:G9?"K]HK7O$GAWPIX1^'\NCP:IX@:QBMAJDEQW_&#X(_\%D7^(7BB+!GS\N?X1V_@[Q#?RRZ+_PFOPBN+C5_"<$A M&(;:2VOHX+WR^2K7$?/

8'&:.^M:/D&Q_X)W^._V5_^4UY^Q5^O[^U=JG@M?Q=IU]VH?\+BU'2DO+MK^34EU'4KQ["?^$'M^">CVLT.RXOXS?*

*W7&*6E^9<^XCV#*\;S_X7/$G"@/>G@ZAZ7:KB.TM((EBBB4>BH[C*V]**_3#XD**** "BBB@#X_ P"#@K_D MQG3?^RA6'_I+>5^+%?M/_P*

*'!7_)C.F_]E"L/_26\K\6*_K#P<_Y(U?!?)_H M?R9XR?\ )9/_ *]P_4**** 5#\]"BBB@#!5O^#;G_D5OBY V$-% _] O*_3;O MS)_X-N?^16^+G_80T7_T"\K]-J_CGQ0_Y+K&>L/_ $W*

*_LGPN_Y(3!^D_P#T MY,****^!/OPKR+]O[_DQWXN_]DYUC_TDDKUVO(OV_O\ DQWXN_\ 9.=8_P#2 M22O3R7_D9G7_(FQ/\ U[G_ .DL_G0HHHK^\3^"@HHHH *^ MSO\ @@U_R?\ V/\ V*FI_P#H"5]8U\G?\$&O^3_[' L5-3_]2OEN-_^20QW_7]?Y'U/_\ R6& _P"OL/S/V^HHHK^)#^WPHHHH *_F=^.W_);_ !E_V->H_P#I3)7]L5?S. ';_DM_C+_L:]1_]*9*_>O O_>\=_AI_G(_ _'7_=,#_BJ?E*M6$Y6BBBOZ*/YS"BBB@#T7]CI_D[;X6_]E&T3_P!+X;_I'K^;C\C[_DI;X6_]ME&T3_P!+X;_I'K^!?_(MQG^./_I+"BBBOPH_=@HHH MH _"_@MU_RD=\;?\@_2?_3=;U\F5]9_\%NO^4COC3_L'Z3_.FZWKY,K^X> M#0\ DD\!_P!>;?\ Z0C^&^,O^2MQ_P#U^J?^EL****^C/FPHHHH_I*_9(_Y M-2^&/_9/=%_](8:]"KSW\]DC_)-2^&/_&3W1?*

*TAAKT*OX(S+_)&-;_'+|V?WUEG_"+;/^"/ MY(****XCN"ORM_X.2/\ D/\ PA_Z\|<_]#L:_5*ORM_X.2/^0_\ "'_KSUS_ M_-#L:_1/"K_DN\+Z5/\ TW,_.O%?_D@\?ZT__3D#\O:*M**_L_CP**** "OW"_X(0?\ */S3/^OGU/\ I&BOP]KPO\ @A!_RC\TS_L9 M]3_]&BOR;QG_.20C_U]A^4C];\%O^2OE_UZG_Z5_^RJ***_E0_JT****/C*

*M7_@N_P#\H_-3_P"QGTS_-&FOP]KPO^"[__"C\U/\ [&?3/_1IK\/;_JKP M8_Y)"7_7V?\ Z3_.E+QH_P"2PC_UZA^:G_*0SZ3@[_DKG?^E,=?TQ5_/\"?^2W^#?^QKT[_TICK^F*OYU\=/|P/^&I^<3^C?_K_'/?XJ?Y2"BBBOP*QOQ_R6&/_P"OL_S'NBB@#\V_V^?\ @G_^T;\8?CH[GQE_M;8^.6C:G9?"K]HK7O$GAWPIX1^'\NCP:IX@:QBMAJDEQW_&#X(_\%D7^(7BB+!GS\N?X1V_@[Q#?RRZ+_PFOPBN+C5_"<$A M&(;:2VOHX+WR^2K7$?/*

8'&:.^M:/D&Q_X)W^._V5_^4UY^Q5^O[^U=JG@M?Q=IU]VH?\+BU'2DO+MK^34EU'4KQ["?^$'M^">CVLT.RXOXS?*

*W7&*6E^9<^XCV#*\;S_X7/$G"@/>G@ZAZ7:KB.TM((EBBB4>BH[C*V]**_3#XD**** "BBB@#X_ P"#@K_D MQG3?^RA6'_I+>5^+%?M/_P*

*'!7_)C.F_]E"L/_26\K\6*_K#P<_Y(U?!?)_H M?R9XR?\ )9/_ *]P_4**** 5#\]"BBB@#!5O^#;G_D5OBY V$-% _] O*_3;O MS)_X-N?^16^+G_80T7_T"\K]-J_CGQ0_Y+K&>L/_ $W*

*_LGPN_Y(3!^D_P#T MY,****^!/OPKR+]O[_DQWXN_]DYUC_TDDKUVO(OV_O\ DQWXN_\ 9.=8_P#2 M22O3R7_D9G7_(FQ/\ U[G_ .DL_G0HHHK^\3^"@HHHH *^ MSO\ @@U_R?\ V/\ V*FI_P#H"5]8U\G?\$&O^3_[' L5-3_]2OEN-_^20QW_7]?Y'U/_\ R6& _P"OL/S/V^HHHK^)#^WPHHHH *_F=^.W_);_ !E_V->H_P#I3)7]L5?S. ';_DM_C+_L:]1_]*9*_>O O_>\=_AI_G(_ _'7_=,#_BJ?E

5GOPA"E!0@K):)+1)+HCP7_A7W_!0_| Z."|"?| A+O1_P *^_X* M'_| 1P7@3_PEWKWJBI*/!?| A7W_ 4/_P"C@O G_A+O7F/[27_!/?| :_: M[M=(LOVA_'O@3Q#%H4DSZ4O]G7]IY#2A!
([(C3[V<8XQDU]D45T87%X MK UXU|-4E"<=I1;BU=6=FK-:.WH<^*PF%QU"5#$TXSA+>,DI)V=U=.Z>JOZG MYQ?|.'-!_P"@?X$_|"=<_P#DRC_APYH/_0/|"?| @3KG_P F5^CM%>S_
V| M5?| 0?7_/!M3_Y(|;_5'A3_*%]#_P53_| D3|K-#_X(^>#]:^.^N_!2+P_MX06ZT71+74);E[O6/)=9F("J!=[MPQSDX][;_APYH/_$#_)_X$ZY_P#) ME?7W@WP+XNL/VT_&GQ O-
!GCT74/!^G6MEJ+ >7+-&[%T'/4 UZ_1_K;Q5_T M'U__;4_P#D@_U1X4_Z%]#_,%4_P#Y$_.+_APYH/| T#_ G_@3KG_R97M/ M[/O[%?[4O[+'@:7X:_;XG^!-
"T2;49+Z2R_LB|NLW#JB,^^XDD?E8T&,XXZ MC_A7W_!0__HX+P)_X2[U[U17DGK'@ MO_"OO^"A_P#T<%X$_P#"7>C_ (5]_P %#_| HX+P)_X2[U[U10!|L_&W]D[]
MK[]HSX;WWPC^,OQ;|":SX>U)X7O=/_L2ZM_,,4JRQGS('1QAT4|,,XP9^<7_#AS0?^@?X$_P# G7/_M),KB?BC_P $?/!_PV|9>#/"=[X?|(32>+M;;3[>2VN]8"1,(R^Z3==DE>/X
M<&OU3KR#]H_P+XN|6?%CX2:WX[M-#|8276K3P@%;6$P,H=N>F>*[/];> M*O| H/K_/@VI_|)''_*H|*?| 0OH?^"J?_P B?(/_XU2WU&;[%J-WYT2 M-
N5<7,T@7!.]45X^+QN,S"NZV*J2J3>|I- MR;MHM6V]$>QA,%@|OH*AA:<:<%M&*44KZO1)+4|%_P"%??| !0__*."|"?^ M$N]=?|$?@KXH|(^(=1^*?Q9|16>K^-
-6M$LM0U'2X6@M7M8FS$HB/W6&3EN_M%>ET5S'2%%% ''_+0WA;6_'/P!|<^"?#2%M1UCP?J=CIZJ<$SRVLD: ?| M F%?(7_! ?XK^ -%_P""%?PC|?:IK-
O:Z5X1|%:FOB269PHL&L;R[%T)0?N% M?+9B&QP0>A!K[MKXO^)__!!'_@GQ|4O'OB3Q9=:5X_T+1?&VKOJOCKX>>$OB M5J>F>&O$5X[!I)KK3X)5C+.0-P38#UQDDT
HVUO(""EM#_AX6^'WA+2_?@;P]9Z M1HNB:?#8:1I6GVZQ06=K"@CBAC10 B(BJH4< "M&@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BB MB@ HHHH *X&7]J;]F^W_&@(OV4Y_CAX83XE3Z;_&A!X&?6(AJDEKL+^EMMY9+JP>XC* 99A&HZT ?K_|?_VEOV?OV5/ T?Q,_:3^ M,OASP-X?
EU".QBUCQ/JT=G;O@-$_%WQ*_9]|$>(=6D|%Z;')J>N>% M+.[N&1;2,*IDEC9B . ,|4 /?", G M|3^#[#6(I-1TR(E!OF@!WHN98QDC'[Q?45|!_P#!LG^S-^S?XW_X(N?!7XA> M-
/V??!&KZ_+<>(9)=S^)>FV2LSZIX%U31[:#5%V+_K'MG% MO>1@|*878]* /V?^-W[5'[-O[-=[X=TWX_| QQ|,>#KGQ=J)L/#%OXBUB*U? M5;H% 88%<@R,#)&"%S@NOJ*
[ZOP2_P""K.NV/[?_(XB_P""DVG:NNI?#GP' M^T1X,^%WP*N8)=UMJ*)J0GU[6HNJNLUVD-I'*IPT=DWK7[VT %%%% !1110! MX)^T7_P5(_X)V?LE>-V^&?[1O[9/@#PIXDB$9N?
#^HZ_&;ZV#H'1IH(RTD(9 M&5E+JH8,",@UZU|*_BU|+OCGX!T[XJ?!CXAZ+XK|-:O"9=+U[P]J<5Y:72 E M24EB8JV&!4C.000<$$5P_P 1_A!^Q5|'/^$[_:K^*_PO^'^C27UC_:'Q!|=:
MYHEKYL]M;6J0!KFXD0LT:00H@0G&%P!DG/YR_P#!-W4?'G[-_P#P2&_;/_;E M^$W@V||"^"O&>O>/?B'| /##VQM?[.T==-%76, *$C1E^1E) M /O36O| @JM_P3<|._'_LU:[^V[|-
K3QPFH?8)/#|_BF!9([S=L^RN^[RTG MW_)Y3,'W?+MSQ7IOQU_:(^__[,'@*3XI?M&?&+PUX'|.QW"VYUGQ3K,-C;M. MP9EA5Y64/(P1BL:Y9MIP#@U|!?L[?|$_OV7_
!%_P;::+|.M:^$'AZY?Q=^S M8/%>IZM<:5$]W)K=[H_]H_V@9V4NT|=Q(K+(22HC11|J@5[/_P $O='|!_M| M?|$FOV;_!W^U?| #O1?'E[8>$]-U&$^+=-COU.J6=O-8+?E)@RM.4,K;R"0
MTI88." #U[|F#_@HU^PI^VCK-[X:_99_:J|%^-M5TZ#S[W2-%UE&O(H<@&7R M&Q(8P2 7"E06)R15G]H?_@H)^Q!^R3XLL_G[3G[5?@7P'K.H:<+^QTOQ3X
MB@LYY[4R/&)E21@2A>-USTRA':OB3]IGPE|*_CM_P7O_&<_?[&_@?2+;Q5 M|";/6-=^/'B_PSI|=O'I&D7=D(+'1[N6$ 2S3L9-MNQ+1I*7 "M(1'_P48^' M'Q;|*_| !;/PI^U4G_!-
CQ3^T'X"M/V;)/#5Q8Z-HFGW4%KJLFN37*L3J#K% MO2%&X7+_+Y0!AJ /N?]G3]O#]C']KO6=2|_LO?M/>"?'U_H]JESJMIX5U^ M&|DM(7;:KR"-B54MP">]>LU|D_| !,;]K+]B']H?
5_'7AO| 9^_9=G^#7Q'| M#W-O8?$?X>>)? %IH.N:5;?*S6|FUF1U=@0 2%W+GZVH **** "O, M_P!I?]LS]E#]C;P_9^)_VJ/VA_"/@&SU)I%TL^)M;BMI+]HPID%O$QWSE0Z;
MA&K%=RYQD5Z97&_$3]G;X"_%WQIX?^(OQ6^#?AGQ+KGA2&ZB|,ZGK^BPWDNE M"Y,)G-N95;RF?[/""RX;" 9P2" 8/[,7[:O[)?[:&@7OB;]E3]H;PIX|M-,E M6/4_^$=U>.>6R9L[!-
$#YD6[:VW>HW;3C.#6/^TW_P %%OV%_P!C+7M/|*?M M2_M5>"O!&K:K")K#2M)/%TFH"X%HIC CNI;:!4 M$LHRR-"J,<&/.K_P1F^'WP__ &E?VA/VUOVL_C#X&TGQ#XHO/VI-?|
VU_KF MGQW4EMH.BV]I#:6:>:I|N/9-|R+@,47<#M7 !]_:#|8/A-XI^%T7QP|-_$[P M_?| @N;26U2+Q;::Q#)IK6*H7:Y^TJWE>4JJS&3=M 4DD8->)?#O_@L#_P $ MNOBS|4[7X+?
#?]O+X9:QXEO[L6NG:=9^*8"+V?"[PI|>=8L-$|*7$>ZRM-&UFT|R?2XT MZ+;#]Z!&.!YS^M8W_!PA|+?V4='_&"M-_8.^"O[.G@^;XN?%/7].T;X%^"_M"WAVUM;NTO([N"2:_@|E%-
G;P6Z2>9.-J .$JZMI>@Z7._&]E:_LE? M|$Z?%GAGQK|1-*^*?B>YG^)GASP"H;5?&EGX?L;:XETX&26(+#]_LP:OXP6?3_A%JD]CHMUI M&H21H-VGQW>ELR6EPZ;<0GAN%+99
P!^@%%%% !1110!YG^TO^V9^RA^QMX? ML_$_[5'[0_A'P#9ZDTBZ6?$VMQ6TE^T84R"WB8[YRH=-PC5BNYI_|([J|<|MDS9V":('S(MVUMN]1NVG M&<&M[XB?L[? 7XN^-/#__,1?
BM|&_#/B77/"D-U%X9U/7]%AO)=*%R83.;&_B=X?O| P7-I+:I%XMM-8ADTUK%4+M<_:5;RO*559C)N MV@*22,&O@'_@C-|/OA_^TK^T)^VM^UG|8? VD^(?%%Y^U)K_ (!MK_7-/CNI
M+;0=%M[2&TLT|U3Y<>R;YD7 8HNX':N$_P""+O@#P/;:Q^VQ_P $|=1|+6MY M|+O"GQYUBPT3PI<1[K*TT;6;3S)]+C3HML/WH$8X'G/ZT ?27P[_."P/_!+
MKXL_%.U^"WPW_;R^&6L>);^[%KIVG6?BF B]G)PL4$I(CG=B0%5&8L3@ FO0 M_P!H_P#;/_9-_8_@TBZ_:E_:(|(^_(]?>==$?Q7K<5D+YH1&91%YA&_9YL>[M'3>OK7PC_P
""PM_91T?]@K3?V#O@K^SIX/F^+GQ3U_3M&^!?@OPMX=M;6[MM+R.[@DFOX/)139V|%NDGF3C:@#A'(5FQ]^R_L|_#CQ[|//"_A;]H;P#X:|? M:CX?TB&W;4/$VA07^ZX|F-
)YD^T(Q0R-&&;&"<#/2@#S;X>?|%:O^"9'Q:|= M:3|,OAE^W=|+M>|0Z]?QV6C:-I?B^VFN;VYD8*D4:*V7=B0 !R37T/7YC>&/ M@/| ?|
;;_X+16MA|$O@IX1|/?"O]CR477B'5O#'ANULO| A(/B#=1GR+(R MP1J9(].@S(X#?+<-L=2"M?IS0 4444 %8'Q0^*OPQ^"7@/4?BE|9/B'HGA3P
MUI$2R:IX@|1ZI%965HK.$4R33,J)EV51D|LP Y(%;]W-M/>Z#K]@EU9W,EO<1W,)DAD!20+-%&X5@1E!D&@#R?]GO_M (*F_P#!.G]JWXAGX2_L[_ME> ?%?
B8J[0:%INNQ_:KE4!+F&-]IG"@%B8]V M%&3QS7H?[0O[3G[//[)OP_?XJ?M+_&?PYX'|/+<+;KJOB35([6.69@2L4>|Y
MED(5B$0%B%)Q@&OSU_X+$_#SX+_%G]KC]E7]BK]DOX::!!|;]%^,&C^-KG5/ M"^DPV]QX+|'Z>SM>75S+"H,$,K&-8X6(69XP "VS/7?&WP[X<_:6_P"#E'X=
M_!7XM:#::YX:^$O[*^H>._#FCZK;K/;1ZY>:]'IKW7E."C.L CVL02K(&&" M: /M']FO]KK]F+]L7P9/|0?V6_CMX9|=Z1:W/V>]N_#>JQW'V2;&1',@.^%R M.0KA21R!CFO./B]_P5X_X)A_
3XD7/P@^+O[=7PUT3Q+8WC6FI:/<>)H7EL+ MA6VM%<^66%LZGAEE*E>X%?.>I>&?"_[,W_!R7X.L/@_X$[TW^L^/KF[|+6LZ3(Q1XROS!P2I'.<5 MX)X_P""O?| P3_^*?
Q=A^!'P|_;L^&FK>*KJ]^QV.EVGB>$B|N"=HA@E)|J M=V/"K&[%CP :^(OV6_V+_C?I7_!KAXM_9Z^+?Q M_A%J/BCPAK^M:8?%NIO; MVWA71[J]DO8+&|E;+00R6^5E!!9%NW#
(6!2OG_| :=_;T^'W[4'_2-^&W_M 3Q^*?[!VL_?Q'X]'AS1? 7Q |=^'4TWP'I*QRPR'7;'57"-&&A@=DB"+* M?M* ET9G(!^]=%4?"^F2Z)X9T[1I]9FU%[2PAA?4+ELR711 IE8CJS8W'W-
7 MJ "BBB@)"@LQP!U)KYEE_X+.?| !*&'XBQ_"IO^"A'PH;6I+D6Z1Q^,+9[? MS2<;#HKX$_P""N_P|_P""=_[&G_!+'QO| M'D_9B|#6P|6^'Y_"OPN|_^'_E;"
[UCQ'=PM#8)9Q11^8]PDSI,95S(NQGR M6QD ^[/$GBWPKX-|+WOC?Q=XFT_2M%TVR>|U'5]1O$@M;6W12[S22N0B(J@L M6) &2:|>_9R_P""EO[7[77CF[^&7[-/[7?
@3QGXBLHGEET31=>CDN7B3[| ML<9(:->,O&&49&3R*_/_P#X*!_"KXM_"K_@D7^P_P#|$[_CWJ]Q/>_$/XS_M Q^''Q4@%Z7|VQ8-)<6+2J?WBI);0QY!PPBS7I/_!>?X6?"W]FOX1_
#]K/ MX*_#;0_#'BOX4_M!^%(= O| P_I,-G(NEW,KVMUIG[I5_P!&EC95:+[I" 8Q MG(!]C_M/?|%!?V(OV+KJSTW]]G]J7P5X&OM1MQ<6&EZ]KD4=[Y67>%VY4C.173_+/?[3G[/'[67@!?
BE^S1|:/#?CGP^T[0/JGAK58[J.* M8 $Q2;"3%(5)1P& 8'&"*/%W[._[./B#XF']H3Q]|'/".H>*[+04TQ?%NM: M+;S7=IIT,DTXA2>5288@||SD*0"6RV<#'P!_P2'|/Z-|6?| @H)^V%^VS^QK
MX7L= ^"7BZ32/#O@:[T^S%MI?BG7M-MY$OM6MH4 1H5N&9//0;9C*[EO,P M?7OQH_X*F_| !.7]G7XL+|#/CC^VI|.O#'BW>B7&AZMXF@CFLV8 J+CG;;$@ M@CS2G!!Z'->
[:;J6G:SIUOJ^D7|-U:74*36MU;2AXYHV 971E)#*0001P0:_M''_@C/| M%?|$HOA9_P3BUS]G_| X*,^//AEX8^,,GB7Q%#^T1X>^,,UK;:W MK&J2ZEU.*|M+I 2 MI*2Q,5;# J1G(((."""*X?
XC_@_8J^#G_"=_M5_%?X7_#_1I+ZQ_M#X@^.M MVMK5(US<2(6:-((40(3C"X R3G|Y?^";NH^//V;_/@D-^V?^W+| M)O!MYX%|%>,]>|>_$/X >&'MC:_V=HZZ:YL;R.WX^S)*|*NL8
4)&C+|C*2 M?>FM?|%5O^";GAWXYG]FK7?VW?AM:>.$U#[!)X?G|4P+)'>;MGV5WW>6D^_Y M/*9@^[Y=N>*]0^.'[0'P-_9G| S_!3_ &AOB]X;|$^'+>589-;|4:S#8VWF
ML"5B#RLH:1MK;4&6;!P#7Y__+.W_!/[]E_Q%_P;::+|.M:^$'AZY?Q=^S8/ M%>IZM<:5$]W)K=[H_P#:/]H&=E+M/"<2*RR$DJ(T4?*H%>T?|$O=*|"_M|?| M$E/V<_&G[5_P]T;QYNN"X
MABSYDNT,I;8IV[AG&17YL^*O'GPL_;'_."S'[.5HO[+.O?LPW_POU76-2TK M6OB?X,_L'6/B0%M?)_LG2C;*]M<6Z#,D@DN?,|N4A(1N;/KO[.OA3PG^TO|
M|'#O[4_BKXO^&+'7Y/@;|.O_AGP%%J]JEQ'I<.K6,FI7-/#-Z[);:WX;U2.[MVD7&^,M M&3M=<@,C893P0*["OSK_&&M$T#]G7_@O7^U)^S7|*M%MM&|'>,?AOX8|?22>
M'].A$5G9ZMDV=S/%$H"QM/O$DA4#>R@GH*_12@ HHHH *|S_&E_VS/V4/V- MO#]GXG_:H_:'|(^_;5?FEUN*VDOVC"F06|3'?.5#IN$:L5W+G&17IE< M;|1/V=O@+|7?
&GA_XB_%;X-^&?$NN>%(;J+PSJ>OZ+#>2Z4+DPF^)OV5/VAO"GCRTTR58]3_X1W5XYY;) MFSL$T0/F1;MK;=ZC=M.,X-8_[3?_46_87_ &,M>T_PI^U+^U5X*|$:MJL(MFL-
*US6DCNI82Q43>2,NL18,/,8!,J1G@U|8_LKZ%|.OCS_P<-?$/]H[|C+P MKIVG_#CX;?!P^!OBGXK|.VB0:=XD|72:@+@6BF,".ZEMH%02RC+(T*HQP8|Z MO_!&;X??#_|
:5_:$_;6_:S^,/@;2?$/BB|_:DU_P#;7^N:?'=26V@Z+;VD- MI9IYJGRX]DWS(N Q1=P.U< 'Z >'/BW|*_&'PS@^-/A3XDZ#]7@^YTMM2M_% M5CJ|,NG262J7:Y%RK&,Q!027W;0
23Q7A7@__@LE_P $K/"_,3+?X/^#?V_M/A=J'B"|NQ:V-I;^*X#'=3D[5CBG)|F5F) 4*Y+$@#)KYU_X(K^!_!FFZ]^V MK_P3ZN?
#=M<_#+PA|>]7LM!|+RIFSL]'UBU$DVEQIT2W!|T",=/-;UKR_P#X M+O:M^SGH'[/.L?|!.?P]_P3S;P'X:U:72K*V_;#UCX:1V7P_P#! FF@<7:7 MNGQ2RQ2I_J,&*"/S'VM+LW9
/UPKG/AK|7_A9|9+'5=3^%'Q TGQ%;Z'K]WH MFL3Z/?).EGJ-J^RXM)"A(66-OE93R#UK@/B+^R9X"_:%_98T']G;QO| %;QG M<:/;:5IR-XG|(>,KK2;_
%000*@E:ZLY%=DE'SNH8J^[G/%?)G_!LQX)T+X: M?L2?$KX<>%TF73/#_P"TEXSTW3EN9VED$$%Q#%&&=N7;:@RQY)Y- 'Z*T444 M %%%% &!|4/BK|,?@EX#U'XI?&3XAZ)X4|-
:1$LFJ>(/$>J165E:*SA%,DTS M*B9=E49/+, .2!7D/[/?_!4W_@G3^U;|0S|)?V=_VRO /BOQ,5=H-"TW78_M M5RJ ES#&^TSA0"Q,>["C)XYKUCXM_!SX4_'SP)<_"_XV?#O1_%?
AN]N;:>]T M'7[!+JSN9+>XCN83)#("D@6:*-PK C*#(-?G!_P6)^'GP7^+/[7'*[*O[%7 M?PTT"#XWZ+|8-'|;7.J>%])AM[CP7X/T]G:|NKF6%08(96,:QPL0LSQ@ %MF M0#]"OVA?
VG/V>?V3?A^_Q4_:7^,_ASP/X>6X6W75?$FJ1VLVCUR|UZ/37NO*<%&=8!'M8@E60,,$ TW4O#/A?]F;_@Y+|'6'P?| M#EGH.F_&[]G34QXWTO2;98+>_P!0TR^,MOJ$D:
*TZQ9A|PC.PD=SD ^C?C3 M_P %<_| @F1^SQ|1+GX2_&;]N3X<:%XEL;DV^HZ+/XCBDGL)@<&*X6,M]G<' MJLFTCJ17L<7QM^#,_P
)A|>XOBWX9;P,=+_M/_A,QKMO_97V+;N^T_:]_D^5 MCGS-VW'>OF7]NG6OVSF'3M&L?$<7FWTO_#SMRQ"W#GDA8RQ(M&0"*^B:_+3_@X-^$WP!|8?!'X9?
|$|/V7_A!X8MOCYX^|>:1+|)+3PKH<%M> M>$[2TNTFO-:W0*IM+2*&*2-GRH.YB ?*8I^I2@A0"&M(B635/$'B/5(K*RM%9PBF2:9E1,NRJ,GEF ' M) K?KFOBW|'/A3|?/
ES|+_C9|.]'|5^&[VYMI[W0=?L$NK.YDM[B.YA,D,@ M*2!9HHW"L",H,@T >3_L]_| !4W_()T_M6_$,_"7]G?]LKP#XK|3%7:#0M- MUV/[5.:]#_:%_:<_9Y_9-^_'[_%3]I!?XS^'/_AY
M;A;==5|2:I':QRS,"5BCWG,LA"L0B L0I., U^>O_!8GX>?!?XL_MZ|IP49U@$>UB"59 PP0#0!]H_LU_M=?LQ?MB^#)_B#^RW|=O#/CO2+6Y^ MSWMWX;U6.X^R38R(YD!WPN1R%
<*2.0,/B)<_"7XS M?MR?#C0O$MC-]+TFV6"WO]0TR^,MOJ$D: *TZQ9A|PC.PD=SG MU;]NG6OV*+3X9?#&SU1KN[&Y?!!THZH/&*:Y;G2_L M(4L;K[7O|KR0H),F[:_YKQ7X7?|%?|
@E]|:OBA:!CX6?MV?#76O$U_=" MVTW2[7Q+%NOIR<+% [$).['A5C9BW8&O$_| @A-^S'|%)_| @D#I'PAUCQOX M0^)_@[QQJ.MW^K:-HPFN-$L(KV|D>71$CND27RX,F.2.:-
&,ADW)@|_._P#P M70U+X >/O"5M_P $V;/|BFZ^"VA2^-= M+']J+Q1|/8],|&^%0)[6Z+Z7?V* M2$7$B;[,+-]DBW-*K2@ $@'[!T5':1>1:10?:'FV1JOFR,"SX'WB1U)ZU)0 M4444 !(4%F.
.I-?,LO_6<_P""4,/Q%C^%3?| !0CX4-K4ER+=(X_&%L]O MYI.-AN58P!L|8+]>.M?3+HLB&-QE6&"/45|"?|%=_AY_P3O_&-/^"6/C?X/ M)^S%X&MAXM|/S^%?A=X!|/| A*V%WK'B.
[A:&P2SBBC|Q[A)G28RKF1=C/DM MC(!]V>)/%OA7P;X7O?&_B[Q-I^E:+IMD]YJ.KZC>)!:VMNBEWFDE,_$5E$|LNB:+KT17Y_|_!0/X5?%OX5?|$B_V'_^"=_Q[U>XGO?B'|9_AC|. M/BI
+TOYMBP:2XL6E4_O%22VACR#AA%FO2?^"|_PL^%O[-?PC^'[6?P5^&V MA^&/%?PI_:#|*0Z!?^')ALY%TNYE>UNM,_=*O| HTL;*K1?=(0#&,Y /LK]
MI[]OW]BG]BY[*V_:J_:@|%^!;K4H?.T_3M?UR**[NHMQ4RQV^3*|88%2X4J" M,$YK=_9Q_:P_9I_:^|$R?$;]E_XY^&?'>BPW'D75]X:U:.Y%M-C/E3*IW0OC M!V.%;!!Q@US?[4'@;X">
+35/VR?%7['LWQ0|:>&O#|-A80^&/!UKJWB2>S% MRS"UL5N&3&'N))&42)D DD[5%?#W_!'#5OA1X_| V_?VI?VVK?PU8? YK_2-
M&T[7O@)K6G2:/K&A06D3R'7=9M9888H7G&YT>$RQ;'D+2EB20#])?BM|6OAA M|"OA[J?Q9^,WQ TCPMX8T6 3:MKVO7|=K:6B%@@,DDA"KEF51D|E@!DD"M+P
MKXI|.>./"^F^-?!^MVVIZ1K%A#?:5J5E*)(;NVE0212QL.&1D96!'!!!K|@? M^"F!|;_|%;?V'?CC^V9XG.J:+^S?|,OAWKM[|#O#DGF6TWC_%J&UE0>*;Q. M&6QA.X6,#,?L__
/!3O_@GK^U3|29_M@]^SK^V-X |8>*(4D==#T7Q#%)<7"1@EW@7(^T*H!):+< .2<?:6%W>-<2:>9%/'E10Q6K M;3M*HR@E3SZW_P '!WP;^#W[,?
[!W@?]J7X'_"W0/"WB;X$_%7PIJ?@>^|/: M1#9R64']H0VLEDAB53]GDBE :'[C;%R#M% 'VQ^TY^W5^QQ^QA:65W^U5^TO MX-|!MJ2LVF6OB+7(H+F|52 S0P9|V55) +*I
R,D9J_^S3^V%^RU^V1X3N?& M_P"RQ|?/"WCS3+&=8=0G|-ZO'<-9R,"529 =|+$ D!PI(&1D5F?M+_#KX#>' M[.^_:R|+?!GAV6/1[?1?"=KJNOR6X?S&M=/2X90)'8YVATW$#)X&
M/A/_()&W7P]^/?_5G^/?[7?A[X:?|*.U67X?Z9XIV9BCA4R;4AB>![A2CG?(K, P![B?$S_@J__P $TO@QX^U7X6?%C]N? MX8^'?$FAW;6NL:)]_BZV@N;.88S')&S JPR.#7IGP
_:5_9__:J|#/| $W]F MWXQ>'O''AZ*_DL9-9|,ZG'=VRW**C/$7C)&]5D0D=0&'K7Y7^#]-|>?LE?MI M_M6?$;X[?|$5?B)|;?#?C3XO2:YX?|6Z'X&TG5&CTU+5(S]FAO9%FGW,K,%B
M&#QSDU]|?LB_MH_|$^_&'[#I_;(_9]U+P[X(^$T2W-YKLC:+%HR:+<0L(KI+ MV"-0(9XV55<|Y 1E9D*L0#Z/HK|M?VKO^"W/[#-]_P %#_V4=5^%'_!1?PXO
MP[L=3|:'XKIHWC&2/2VB?0'73O[1C1A'*OVO'E>8&VR8*X/-??7[,O[:G[*' M[9NEZMK?[*OQ]|-^/+30KB*#6+CPYJ N%M))%9D5R.A8*Q'T-'J%%%% !11 M10 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 5|??!O]G'XT>'?^"UWQJ_M::U[P%/!X#|4?!KPUHVA^('GA,5Y>VT|/3P!
YD!564DLH!SP37V#3+FYMK* MVDO+RX2&&%"|LLKA510,EB3P !SF@#X2_P""C?| P3/|)>#O^"+_,9/V'_^ M"(WNC^$-'O"#>7|^J6US&;.VNK=F!,%_&6@/KQU?
0[JXAEDMO/UW4+F++0NZ'=#-&_#'AL'!R*J?L3?L M>^/M&_:A_;8N/VA_A-CP+|9?'EDVB+J$T4D&OZ2VC+:7(VQN65"2|9#A2]>J[D)&1W':KU !1110 4444 ?DQ_P4,T7_(*-?M-
_MXWOA+X| M_P#!-SQ]|3?V9OA]J5O<^"O 7@GQ7H]G8>-]015D&H:VUW=))<0129|NRV+& M2H+[L$2?8/PP|7?&'_@H-^SY|5?V:_VDOV#O%_P'T/6_!,WART?Q%K>EWRZA
M;:A:75K,+=+&5Q'Y";#A]H/FJ%Z''TPGBCPR_B)O"">(K$ZLEM]I?2Q=H;A8 M<@>88|[@F2!NQC)J]0!^3'@WXA?|%8OA)_P3>_X=)1?|$SO%^K_$_3/ 4WP[M|/|
Q6T_7M.'@N32_(:QM]8:[><31&.T9'^SM%O9X|':6*#U_P#:J^%G_!0W M]@'_()3_"?]C7_@E[|,9_&7C#2M)T[PMXD|6:6UH+K1;..U/VW5;2"|FBB> M>28-Y8=|(9,D'&1^A%% 'YK?
|$Y/&GQ[_8T|,Z%^SQ|-_P#@B'|8=!L-?|1P MS>.?B3XI^(GA^^U#4KVYF5;K6M3F6Y,MU(-S2-M'"KLC4 !:]]_:I_;O_;__M9B^.%[X3T/|X)=?$3XJ]> 9=.MIM$|;
SUO3[JX>Y92)K:XT^:2.2((P&) MMVU@W ^4D_5E% 'PE_P3,_9W_:G|9?MM?&W_(*B_M9_!9?A9>_$_1]'|.>" M?AI-JT-[J%AI%@G-WJ$D!,8GF?8RQ@[HP&5NQ/W;5'1?%'AGQ))=Q>'?
$5C? MM87+6U|ME=I*;>9?O1R;2=CCNIP15Z@ HHHH *^_P#@MWKW_!3CQ39^#OV= MOV(O@1XPU;P!XK2X;XN^,?AUK6GVGB&WL595&FV$E]-&EJ|ZE@UR!(R*?E (M(?
[|JCK7BCPSX;DM(?$7B*QL'O[E;:Q6]NTB-S,WW8XPQ&]SV49)H ^+/^"< MWQ;^,'PH7P3^QQX+_P""+'COX'_#33[>:W3Q#?| B_1+JSTS9!)+YLZV]P|] MQ+-*H5I"&=I)M[D|FO.?
5O^U[_P20_:L^/]MX,_83|=_&KX4?&_XCS_!$| M(ZM|+[BQDO-(UR^AC74;&_MKF>)HHVEB1DG7?V&M7_P""AW[/WQ$UW]K?]]J#_((?&'XK?M ^,8,8/(|0? M$&||:>&X+;2+'<632-
'MC>,+&Q3/(!WRMEY#R%7]@Z* /A#_(*(? C]K+X[M:5^S7_P4C_9V^ +GXN_W6I]=N_@YKVN6T-U>Z9JUBEMJ^DK=AC MXJ*@1]Q MC)1|;CM5N'^(6D?M<_|
!7#]JW]G_4_$7[#OCGX'?#'X%_$F#Q_XEU_XHSV, M.IZQJUFC+9Z=86EK/,S0EV9I)W*H4Z8955_TGJBWBCPRGB)?"#^(K$:L]M]I M32S=I]H:')'F"/.XID$;L8R*+U%%
!1110!|!_|%N]>_X*<>*;/P=^SM^Q M%|"/&&K> /%:7#?%WQC|.M:T^T|0V]BK*HTVPDOIHTM7G4L&N0)&13|H!!#[M?_!.;XM_+X)_8X|%_P#!%CQW|#_AII]O-|Q?
HEU9Z9L@DE|V=; M>X>>XEFE4*TA#.TDV]R>37VGK7BCPSX;DM(?$7B*QL'O[E;:Q6]NTB-S,WW8 MXPQ&]SV49)J]0!^;'@*W_:]_X)(?M6?'^V|&?L)^._C5|*/C?|1Y_B)X1U;X
M7W%C)>:1KE]#&NHV-_;7,|311M+$C).NY0@'#,66/JOV#_@%^VU^R#^QY^T) M^UQXJ]^!&GZK^T)|9O&VM_$"S^%4&N1/#8321K'INBR7:L(Y#&J9=U8 ^85#
MC=7W[10!^/G[#6K_/!0[]G[XB:[^UO^U!_P1V^,/Q6_:!|8P>1X@^(-YXT| M-P6VD6.XLFD:/;&|86-BF>0#OE;+R'D*OZ%?M&?&_P#:PTW]@+5_C)^S_P#L MP:O&?
@+>:M_:WBF7S=:^(GB22OR2ZYXBO&|Z_NW=OFDS(M?+1F^;RXHP>17T#5%O%'AE/$2^$'|16(U9[;[2FEF[3[0T.2/,$>=Q3((W8Q MD5>H ****"O!?| @I;|3/VT_A1^R#XD|3?
|$^O@K;^._BI*T%IX>TJ[N(4C MM1*X62|*S21I*84RXC9U#-C.0"I]ZJOJNK:5H.FS:SKFIVFIV]E9VT9DN+J[F6. M.)!U9F8@*/.?B;XWNUU#XG_%CQ/| M0?
#3ZMXGOL=7/VLB"VCR5AM4/EQ)@#6*W#I'"S M)|U:;J6G:SI|&K:1?PW5I=1++;7-M*'CEC895U920RD$$$<$&IJ /@+]DCX6 M?M._MA_|%1;O_@I[^T-^S3KOP@|'^#?
A4W@CX6>#/&5U;-KFH37-Y]IO-5NH M;:21;0!?W"Q%R6!#=N?G?XCI_P %+?C=^WSJ?Q__&VO^"3GQ%^)W@OX;^*+ M@? ?X=>&_&&A0>'+$12,D6O7D=S=![_4'4!HS(BI &.U-
Q&S]A:* /@G]M;X M6?M9?|%AO^"3WQ>_9|U3]F?7?@3XXU:YM8_#>@^_$%C=+JWV*YL]03?+8R2 M)'#,T3V_S'*L-Q!7KYG^V/| &C]N3_@HY^PUKO| P3TL_P#@D+|1/!_Q"|<:
M1;Z+XBUOQO-I,7@KPTRR1-+]%O?Q7&? M"|=O+XF|16.G+=W*VUHU_=I")IFSMC3>1N!G-?CW^S7JW_!3F"] MIN]_;R_;V_X(|_%#XG_%N)I[3P%;::?
XR|/6_A[X?:6YQ]GTFUEO&87$BX|Z| MD)E?[HVC<7_92J.A>*/#/BF.XF|,^(K'44M+EK:Z:PNTF$,RXW1N4)VN,C*G MD9%
'Q!_P4"^!O[5/_!2#@GIX+^*7@3]GRZ^'GQ@KQ^&WQ/TKXB^"?AOXSUJT MD=M3T>^F6.UFNK=V@7[1;-(Z-NV@RQARGS,OFG[0-S^VE_P6)|<_!O| 9]|2 M_P#!/3Q]|%/A[X*^^*.D^-
OBYXF^)=_8*MT-,WR1Z1IR6TTCWBSRO@W&U H0$ MJ,X/Z<44 ?F7_P %G[3_(*2_'SX]:'^R[|/_P!D'Q[XN_9G;1H;[XBR?#'Q M3INFZKXSN6=|Z--| M|4>
(G0@ZMJ]W.]U>W.#R%::5P@/(C5 /OB;^S-|/M2M M[GP5X"|$^*]'L[#QOJ"*L@U#6VN[I)+B"*3/EV6Q8R5!?=@B3[!^&'B[XP_| M%!OV?/BK^S7^TE^P=XO^

^AZWX)F\.6C^(M;TN^74+;4+2ZM9A;I8RN(_(38 M&7\1-X03Q%8G5DMOM+Z6+M#<+#D#S#'G<$R0-V,9-7J M/R8\&_$+_@K%\)/^";W_Z2B_X)G>+]7^)^F> IOAWX?
^*VGZ]IP\%R:7Y# M6-OK#7;SB:(QVC(_V=HM[/"@[2Q0?5=KH/[1W_!*[]@OX,_!']EK]D^]^.Z^ M!='L-!\9Z?H'B.UTN^6".S;SM2M4NB%N&:Z&?LX(8K-G(VDU]>44 ?F1\0;' M]MC_
(*Y?M=_L_:OK?[!_C+X$_"WX&_$R#Q]K_BCXGWUG%JVKW]HC"VTZSL[M>61Q$[$^9*S;"ASD%%63L/CEX%_:B_X)_P#__5'\<_\% /@I^RCXH^,OPX^ M-W@32-
+^(6A_#^>T.O:)K>DAH;2Z2VN98AHP7.HZ/H&G1 M$&:]:!FC2:YF*R>4&)CV$'.0:^XZHZ+XH\,^))+N+P[XBL;]K"Y:VOELKM)3 M;S+]Z.3:3L<=U."*O4 %%%% !7P'_P %N]>_X*
<>*;/P=^SM^Q%\"/&&K> / M%:7#?%WQC\.M:T^T\0V]BK*HTVPDOIHTM7G4L&N0)&13\H!!#_?E4=:\4>&? M#RC)- 'Q9_P $YOBW\8/A0O@G M]CCP7_P18\=__X::?;S6Z>(;_Q?
HEU9Z9L@DE\V=;>X>>XEFE4*TA#.TDV] MR>37G/@*W_:]_P""2'[5GQ_MO!G["?COXU?"CXW_!'G^(GA'5OA?<6,EYI& MN7T,:ZC8W]M)H(X;-G15T_0GU#F$.J(0T^2BF;G.TD
M^7?MF_M3?\%)?^"A/[+?B[]A'X9_\$=_B+X&\4_$?1G\/Z]XK^(_B#3$\-^' MK6X^2YNUNH96:]*1[B@CC#;MK!6("-^H%% 'AV/&_P"P;^Q;X%^'GPR^"GB[MXQW_
(%\,Z+X8CTGPK/8P7]['':VD=L;PF^N(8@/W09AYF[Y^ :^3O^"&T?[8 MW[.]IXM_9[_:#_X)\?$7P?:>-_C!XJ\91>-=1U;19=-TZVOG^T06\ZP7TDYE M)01_)&R[G'S;=Q3((W M8QD4
7J*** "BBB@#P7_(*6_$S]M/X4?L@^)/$W_!/KX*V_COXJ2M!:>'M* MN[B%(]42N%DO"LTD:2F%,N(V=0S8SD J?AC]@;Q5^V%^PQX7UG5T_P"")_QR M\<_$WQO=KJ'Q/^+'B?
X@^&GU;Q/?8ZN?M9$%M'DK#:H?+B3 &YBSM^K.JZMI M6@Z;-K.N:G;V5G;1F2XNKN98XXD'5F9B H]S3M-U+3M9T^#5M(OX;JTNHEEM
MKFVE#QRQL,JZLI(92"""."#0!*_MY?!O]IKX#?\%%OAM_P5=_9G_9]U/XI6 MUC\-+[X=_%?P%X=OK>'63H\MV+^UO+%;ATCN'BNMV^+<&*[=O!9DI?LD?"S] MIW]L/_@J+=_\%/?
VAOV:==^$'@_P;*F\$?"SP9XRNK9M/?'6M_$"#X9V&J)_9NFZIJUS @L%F,B MI)';Q()G"R*K,LB))@B0_H?10!^1'[^N?MX_LE:IK_QZ^,/_!&SXU?%#X[^ M/@K_!"^*^M^.?
#*33J""NGV$(NRMAI\6%"6\> =BEL[45/UC\$:YK'B;P7I M'B3Q%X5N="U#4-+M[F^T2\F22;3YI(U=[=WC)1FC8E"5)4E2O2*FUWQ1X9\+ MQV\OB;Q%8Z"_P#!2WXF M?
MI_"C]D'Q)XF_X)]?!6W\=_%25H+3P]I5W<0I':B5PLEX5FDC24PIEQ&SJ& M;&<@%3[U5?5=6TK0=-FUG7-3M[*SMHS)<75W,L<<2#]S,Q 4>YH_*;]@;Q5
M^V%^PQX7UG5T_P"")_QR\<_$WQO=KJ'Q/^+'B?X@^&GU;Q/?8ZN?M9$%M'DK M#:H?+B3 &YBSM[C^WE\&_P!IKX#?\%%OAM_P5=_9G_9]U/XI6UC\-+[X=_%?
MP%X=OK>'63H\MV+^UO+%;ATCN'BNMV^+<&*[=O!9D^ZM-U+3M9T^#5M(OX;J MTNHEEMKFVE#QRQL,JZLI(92"""."#4U 'P%^R1\+/VG?VP_^"HMW_P %/?VA
MOV:==^$'@_P;*F\$?"SP9XRNK9M-O^"F__!0;X7^*/$'P\3?\$4/BKX@U6TU>\MO">L^"/%6E7NBZW:K*XM; MF:Y:56L!)&(V9'1VC+$')&*^XZ* /@G_()U?LT_MN?!\$[?
^";_CWQ9=_!31 M_&WQP\=?$?5_B-?_ITOQ/!964%WJ5U;F728+^3,*&.WB+!_FC\TE077#-Y M+^WA\8?^"B?_5B_9DUK_@GG\./^"4OQ!^%]QX_GL;'QG\0?BMJFG1Z-
XS7,.BZ5;V,5S[$+D^YK5HHH ****,_Q7J6L:-X6U+5_#NA'5-0M-/FFL=,6<1&[F5"R M0[R"$WL NX\#.:_'O]FO5O\ @IS#^TW>_MY?M[?\$>?BA\3_(MQ-/:> K;3 M_&7AZW\/?#
[2W./L^DVLMXS"XD7'G7DA,K_=&T;B_P"RE4="\4>&?%,=Q-X9 M\16.HI:7+6UTUA=I,(9EQNCGC[X*?#WP5\4=)\;?%SQ-\2 M[^P5;H:9ODCTC3DMII'O%GE?!N-J!0@)49P?TXHH
^7/VMOVW?VP/V7OC1_8 MGA/_()F>._BW\.KC1()[7QC\-=>L)K^&_+2":TETV>2.3;JB)A,&VGS",$J M:\3_&+?V6OVD/VL_P!O/XP_\%&/VTOV:YOA5X6\=_"""X8>%_A;JVMQ7&JZ
MAHYG\^ZOM1:T?;;R. K*W^(VN.#J(MV%LBQW6H& C?M 60;.Q&*^I_^"6O[&'P^M_8:_8M\%_"CP=\.+CPOJU_X?TS4_'6FW.M7-\QUYM.M8;QMT\THC^> +LB(B M&WY5&23]
ZEJ6G:-I\^K:O?P6MI:Q-+\L[F,26]U:3+)'*AZ,K*2&!]10!8HHHH BO9I[>SEGM;8SRI M$S1PAMOF,!D+GMD\9K\;?@CJ_P#P5!\2_M83_MV_\% O^".WQ-Q-^^(_C_1[B:' MX5>&M*\:>'X?
#GP^L&(YL8)KPM-?R RWLGSG"J@0**_9>B@#X5_;P^!W[3W M_!4O@_F7))HW[/E]\)_C#X:\8V'BSP'X-\;;::O9W##4])O!+ DL]K(T*K<1"5 M%.\!!3*I<@ UY-^U)]?
[<_P#P6/T3X=_L9^)O^"<7CWX+^$[?X@Z-K_QN\7?$ M/4]/-DECI\HN'T[2_L\SO?M-*J*LVQ%7:"RX8E?TUT[Q1X9UC5;W0=)\16%U M?::4&HV5M=H\MJ6!*B1%)*9 .-P&<5>H
^9/VQOVSOVO/V6_B_8V'P_X)N> M-/C%\.;SPW%/<>*OAWK]@VI6&J^?<+)9OIMQ(CRQ^2MO()E8 &1UP2./%OV(M_@Y^UW^T]_P5.\1?;KWX+>';#X-Q_#GX?
^!==U6WN-;U6!M2^WS: MC?K;LR6X#[HTA+%N5/\ #N?]!** /AOQU_P4Y_X*"_#3Q9XC^&^K_P#!$[XK M>(=7L]9O;7PAK/A#Q5I5UHFMVJ2NMK=37;2J; 2QB-
V1T=HRQ!R1BNE_X(Z_ML*_$S]DC]C+6/!/[4^G:)<>-?B;\0-:\<^._#UALN=.TV\U.5&-A&3E)4CCB MB#$97?OVEE 9OK^@D*"S$
&I_M_@#4_&DOQ(NX;+3X(K6.]T![:Q,D#E7N=UR0H$:2;#\S;1\U?6GA7P'X&\"P MS6_@CP9I.C1W#!KA-*TZ*W$I' +"-1N(R>OK5CP[XG\-^+]+37/"?B&QU2RD
M9E2\TZ[2>)B#@@.A()!X/-7J "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH
*^$O^"S_(A\9?'7Q=\#?^"4G@'Q'>:.O[1OBR^7XA:KITQC MGA\&Z1;K>:M;HXYB>Y5X8 W0J\B$$,17W;7P=^W/?0?"O_@MA^QI\7O%!$6@ M^)=&\;^"$OY>
(K75+FSMKFSC)/1YS#)$@ZDKB@#Z_:"_P""=/[*?[27[.GA MO]E'QKX*U#2/ GA"[M+CP[HO@SQ!=Z(++[-;RV\,:R64D;F-8YG&PDJ3AB"5 M!K\S?VU?^"3'[(?A/]M7X%_L'?
L33_$/3_B/XJUU/%_CS7[KXJ:U?Q^%_!>G MR@W%P\,]RT?FW4P6UA+JR[PX(&5-?K_\8_BUX%^_OPG\2?&OXG:P-/\ #WA3 M1+G5=9O-I8QV\$;2/M4(_\%A?V
MY_A%XE_X*"^'O^">'[1/[7NL? ! [X,^'/A\/%_P 4[GPC=W<6M^,[RXN##9>' M[. M](GU[7);VWEMQ.L$LUIK3FYMMWFS#>$59"O)8H<>4_M)?$3P-_P3(_X+@WW[
M=/[45A/$CM;17%N%*R' 9\C[J. MRQ?LB^-/ '[=W_!=_7/V_/V+;*>\^$GAGX!?\(;XQ^)-MI,UGI_B[7Y-2$\= MM TB(;TV\"1[YP"%\I$SM\LL =?X;\.0?\$X/^"V&D?#7X=0"P^%7[8>AZQJ
M;^'(/EM=)\=Z1"MS M#?\ !#;X$Z[<_L[7'_!1CX^6T=_\9/VEW3QCXHU>4;VL-'G&_2-(MF;F.U@L MS 53^\YSG:N/@"U_;H_X):?\%"OBQ\0_VA/^"O?[8.OS^#[7QOJ&B_"3X%>'
M+SQ#_9.A:'9RF&/5]330HRPO+ITDEW7$BJJ 8W(4"?JO_P $COBSX3^-W_!, M#X!_$3P7=Q2V<_PHT2SE$+ K#=6EI':74/'>.X@EC/NAKX6_X)>?MO?LD?^\
M!&KX)>./^";O_!0[Q>OPR\5?#_Q[KUWH]UK>@73V_C?0KN[>XM=2LI(87%X7 M23RC&,R+L5"N054 ^]O@%\4OV#OV9?\ @G[I'Q6^"'Q9T2V^ ?@_PM+>:1XF M'B&74+6WTV-
W)7[1,\DTK*Y:((S-+O CP7^6OS@^+'Q(_;;_:!_X*3?L;?MK M_&76O$'@/P)\0/BW>Z9\+/@S)*T$EIX?33I)EU35D4X:_O6*2>0:!I?Q$_;5\9>*8? 'PUTC5M2UKP]8>-
[S1]%O(&CAEEN]2%H\+;QM% M=Z]J%]X>_P"$T:\#1)I+:@[RO*MJ-TKQEHE#E2V2BCZ^_:>_X*1_LA?\$]'\ M'? S]O/XLZM:?
\)%X5$9\>:YX/FFTK69H@L$Z7+V<+Q6\|IS(8FMKW_EE4Y[]M?Z=Q MM?F^-Z+?A9@ZGP*T%4'PB\]MJ[RP.T_KR<:S1U@6W_N*F\3;UI=8A7M9RR; ^2?&O+KN*@&%%L5IN[)=+.?T,+D^8F)S24XQR]EDAC3=4*1W!24)8R<11OX
>H_M0^'(/^"=W_!6(0_M^.#T_ITL<4@E'NT\>M[+%1E_(G(DGG@#/)A/WI:BHT@6=!!MPH?
KGX30>)KS3;#5I-3LS=7FM7$=I+$]W)%(8X%8L403*" W7 M>_X)]ZU=_L!_|%+_(\$S='\?:_K7PBT#X7:=\3?I?B'69M1N/"=N\GV M>^TV*XG9I6MS(5DCC=CL
ZEG=VV/^"O5O_P0GTKXV>&_$7_!2Q0Q'X++^)EOX M::XI(!UIU'7_KUFXT$OP(S9@,2W&@D@<<)Y@D_A8NREB54F__P"""*I%W@"_M^^#.(*VDQD9F4_QT_2-0@_IC'^Q;-?7IC^0_QQK@4,0(>L(?
AG\,OB1X=M/!GPHT3Q?)=MKFK:>$A:]UR]-))<90)_+ M:'SFW^T7@/F/V+;VHSF2?D2C=H%7/;#3*ARV4#AJ6P?E>B8Q[(EK&+#E2B=K^IB?M$E=H7[?9%I2R/N5+]/^KJC<I&L&-CJ]0;A]JBBBM8UG M(P76XF*
[LCP;_@F3P_P5._0BX@"P_T[_D|3!3]6@8^L6P9B=RN8QZ<5Y!>IRY9E-F&YH_JO@_3P<2Y_DJX2>K>P-&:F<*2A<4L1TC2AX^9-"[XCT
(HI(5EPK-&%M^05X. #YJ^*J!P7_I@G!;S$_K:D?P"5I4>8=AZHRXLJ&8;SIOXD=NGSW M4TM$R4V_0$PN/V?7U(0>C=J!-HB-;ADE0Z&CAJUL_9@,9XW8O!S4>UM@^=J!@\=-#@R^4"BD7+6DH2FE@K/*>)R86;9M'R4;D(KEG@YWIM
MMH[#XQ_LSN_C#PSJ\0V-&C0?/J^D7++S):SV8G)3^\@QC(+'QSX(\'W-K-X2TZ*=GOK^_OWMX MC' R$J\3,=Y.64D+GJ"?^"NWQ:)'!_#()>'_WXA^,[N**SB%^9%9B%-&M64(F8!9
MKN\M)+.UAY[R7$7H]WH F^#'Q3>\/X$_3@+:_:E9:X;+2T]L5$$_VZ*;$H%VTTQXZ$RL-,,>)8AL5U&M*.(,SSYY<'*$>Z_C!#>@R6X_C_KM/=&[&$*7I75:>&%~%%%% 'Y%_%M>%,R'A!%%\63JGXO
[7WQ/@&I>#/V M8$_$:;8$0(7&Q:D[B].5%YH%#S2Q1=X99#B2OR$SXR"(&(#P;2E@=@+7XX%X,]4+76$94+J8I,GLJ^@_^4P4\X
B+_@I7XXC%$FRW\--<>&_$GRTPO7@=GP"52_%X8H++<1{M@M(M2.%QW,W?6H+E(N_@K]EXXZR*$L=DJ_&]3;?#KU_S)<3K8TK@C8Z_G5KAQ0Q
<6EYID5Q.S2M;F5DDC1V.P#J6 M=W;X!_9BO?\ @B1X_P#C7^T!I_ _M6>#N+\T+:M>Q]&53_MCQ<3)GHD3&7+O3;VBUU>>>%]#-(/Q66/D^;'>D*1.I%^6S|^?D+H7VUV)QJ>DL~##\+E_X%M0+8E_G=P(X<
M9_#KQKIFG>%OA#HGC&2\6;7.>*>N7QO9)+C-Y<"-HO-;?Y40XV["">E#7_MPV*HR!#%#XRQ1Y_5^\2BLF9[,Y4E:$JS@NS\F'<BG5S_^XP\I)S_[[LM]\:_P0XJ=5_G4XI8+5R2H'AJVBHS13IOC_?ZD7 Q1D)@<0L^%_DJ_J2*:!4M
0N*^1_^",EC^T-X3_X*6_MS_"_]I/\ :3O_M (IZ)X>UKP"A\37.CQZ9"ZSZ1=SJD-C$[Q6J(CI'M0G=Y0=B68UW'_!%SPUX MP_X)W?!\!$CP#<_MP7-WX1_X1/0=4US7;35X9H_#^F3ZA+_
(=Z?*KEM U M$+X@N8=)>QDCCS;_+K;&=7B&QM0T:#Y]7TBY9>9+9+S$Y&Y*?WD&;;FS]>_!CXI^&OC MG\'O"?QM|&,[:/XQ\-6NN&:^2TF-QMKNW2>+..^R1:!9X*[?&KPG\|$/|@E[|
M??B'XSNXKSH(/6'GO)<3Q1CW>ND_P""K6BNJ+ZKgM0:#H?&3'0:WNM_,.^>F)4Zv8#,+V^"Z!?@!)o)+SS[ZW12>GbNgUi@J\:*V_c:aR>BBB@ KX_X M*;6%W^W1^W^%\%O
@DE>7,R_#^YT.Z^*GQSL892AUC0]/NDMM.TQ\=;>?42/ M.7@E8E*G(K[_*^#O$]]!\+?^#DGPSJ_BPB"S^*W]5UH'A.YEX^TZH6O-? MW-JF>I%I.)B!T"].: .?_P"#@Z?6FPQ^ ?
PBDFM/%FG?LZZ=\2K*']HI/AL MT]M>6WA98]D<;&S*S1V'F8680E6VB-01D_^)? /P_P#L1:/_,%*?V>;_P#X M(*^-8KCP[K%%O]]^T-I?@?Q+>WOAZ'PZ;1TM+]KH,(%%(2_C-^RO|
&_XX^%M5UO\ 9J\%?$K4-0^.E8Z9+?6UI<&TC71 M-1OK>)6:2SMKKSI)5E!V@AF9?3B=0?S!B[XR_8J:K_."J'[-WQ1-X(QW6CZI\ M1[#QZ+[X[^_A;ISV^E?\(44)O(=9FB1+>::<@)")-
TN\8X/ET ?87[>G[57 MQA\;?%2R_P""O[!FN1P?%WQ3IBWOC7QP(?.M?A?X+;[Q#XFTCXB>-+#0-2\57[7,MS<07 MLL=L;B1CD@NJ;N@Y/2NKTC_@C[^T7\-?C+\4?BU^SK_P555|?>
E^*WC^_P#% M6OZ=9?#OP]]#B:XD8QV_VJ]MI9Y(8(BL,2,^V-%PJKDY^=/^"#_P&P&-(T+_@ MFG\:O%U_DU[4=:U*^I^(&&D^?F[FI:#1)K:V/B1;F86KBX2|9O,DG5249O
M)7S#A1@8 /G/X$W?_!)5X@_L4^.]3_X*(^._%%NE?MR>%%NE(?;/^$OG\7>+-6LO M&R)>)S-)@@CT6-)E28%C:+!;VJ,F-N]-N2?U&^^%7[[(7CS]N?_((|^#/V8_M@IKI=Q=>-_$?
PXLT\5WMY&/[2TO5A%NM[[=_!?P'RG=O^>JN#D,P/P)^SW^T M+_P0XD_X)%%:7^R+^WEX*T+%S^*_AO0+NS\=_#OQ7X3N/^$XF\82;OM-S:DPFZ M>\N;@AXYXW)Q(BNRA&5?
T6_X(K>$/V/ /\ P2U^^#??A/]M"?56^(MGX9D_ME M->D9KZWMVNYWL8+DO\PFCLFMHW# _#*R%6^8&&@#.P""*[3'Q6_:8GC\/ M_M#:C|L^)GPDE|$ZO|_B1?%BQ(Q6A_ CZ(HYVT_?1H
<,3RSRP&WE-#T!JO\ %??\9,\|?_L'/!'GQC^S7_P3%T@Y=^
MP_:0UXI[/#/PM_:V\\&;XSO)/[78Z6[75C)=.>@$D_'%M?"?[3 MWCK_()OJFGIT^=J@*(H4M1//1Y^CAEH@2Z%_\@!4NSDI`_A%4 [%[/]J;?RQ%+0
.">'CWQ=!^W#&=&L="@M?%^K?\ "P[[MQB9H_MD5Y3S$W,&7;RT?-3&F+&3:NR-!E@]\SS7SW)?$HKL O5O3=A7K%NJEW2_VJ6@=O@&8$V=L_E4IA1*$JXK"A
*MO;NBLX.0JDL"/G+]MM MW}H;@B!^U' ,$$-);'@[2;OXZZ3X7LM*^ZQUX<|0Q!! M;#R(EN()G5FG9F=R0N/PT=F0GVSIN;Pl\8/V2?C!^PZ.$CRm^
MO@_X2O/#'[0VL.1IK:A)HEWJ6CP0G6S'"K,8(U)FED120&3;DLHH ZC_@D7_ ML@ 4H0_B[P6@W?%A^]QW %P%]%[M'[P?:7@(8<=H/2
M#YD,3&6&+Y,XRJMBN7^%G[,?PF_EX+ %6Z/?@AIF7^A1:9WS1Q%[+3DDR^6ZR+(1G/DS &/QE('Y?+4N7&W
$Z];7QN_P8U05]=^*/Q3T/2IXK#1=&FLQ"I4MY)&@EENG+*+M_I2 EH(1,$(L?2]W3ZTVX52#ALE$V=]D
AF!R!@KN /3/^",WB#Q/X7\?_M1??$R/ MB/XRU3QKXKX=^!/Q=%MK'P==$++>+K+5Q?;/W^*J_DL4U(?L_S?SXA,@7^X.D*^OPZQ8_\Z;;
%IHEK\4_@793RESI&A:A=/;ZCIB$GBWM] M1!\IN[VH ^\J*** "N9^-/Q4\-? KX.>+ M?C=XS9QH_@WPS?ZYJQCQN%M:6[W$N,]]D;5TU>+_/!2#X:>)?C-_P_$]OCl
M\)/!=K)/K'B;X0>)-,TFWB4EIKJ?3+B.*, @#P;;_ ((;? G7;G]M:X_X*,?R?G!N8X?'5^\3XDH1ELYS4C\INO8!\UYOVTP53D)P\;LUB4N;2WJN0C+^
M7:2:QH3W>G:I\,_ ' P +[RXU8S;O+>UCMI+62.8RE% ,;LC97N_PWGEZN%J TX?'\O,?%D)@OLBZ<I7]5]0#M*UM%%\P! '"?P%XUDH"E9ME(5A0R^*X0)=GMF9IR>\Z^S
=R^' !IGENK>VN8=KR@Q M0J9D109(P8PH5E 7XE^.?[] (_ 1(.]UQEL69G2R^EUHCZ[MBN!YM,UHQ0,#%*EHZ+E:FJ$AIP6MW_6,WI]'HW@2!9/=R'HYKH^K%
M&O[ZZ2TA/RV]LDLYBB10N(88@1E:]Q^/G_!)WXB?$#]L&7]LC]LGS]O/Q;\)] M=;P'8^$;>STCP9H^KI9Z;;.\GE6[ZE#,UNLCL&=8]H';DVZ7/E6ZBU%H"
M$4VOEE\9DW&@#V/]J'PY!_P3N_X*U^]7W?%ID@I'3M*-ZKU2YWZ*\CW&SU*#&7[Q7A(=YFZ*_^O5C-AU9+@:!S60J4CRLD6\9[LQO-3KCJUHL9MFQ=DA7>+KTZ.AJV&T(
#+X,Z+_E9!H]1_:O_X)"_L _#7]L_P*O,*-(UL ZEK2;@0#9-&R@=\$A[N>&NPBPXG+@.+NQ94O)]TC+\0P_<7=!=HA%=>0J[O#%_=7%;"CK&=-#F<>FK&:0+O.T7+0&UO
#OVL)9=;TRVNIF=WAMIU12A8[,*QRTCLW-_| M!9?_(+"Z5\.?VD4_P""8OAGX[3_0M[[1X+WXG_'*YT"^O[C2]-N$#"PT2 M"RAF=M0EC;_CYD"1P*25)DVE?;?^"7O[0[0G_!
(CXC?!>Y_P"">?\ P33^)XO; M'0?"-U<:C9=X+H9:8HHTQ:L_B[7WZ?V.(2@Z!2E#2\(@[X.<9-UDBRC>!X-:DA]MB)!B&+D:IC=*!I'B$(N:#MR[@C3FVP
@W@^(+_LA>.EN/!&D?"C3K;P M'KFA^()P+3P!HZ*!H[SS&DEQ&H7>7+'!W$G->%_\$N_^B@GE)J9^2C>\)Y9QX*1&1XCUAVG=FXY0/8+^9ZQ;TVAIQZ83EX8M=UHRRB'I2N9K]WO6LBK3OP6JLL5H0LFW>3*.
7,MM>Z$]%U/5"UG'<6D:M(B1AUG=55GC$IRNX,H /%OV$OV>_| @VX_:EU[P?X# M^$_[6&OZS\2I;;&SG.@W/QG\26+?@HY\K:.P^,?|[OXP\)ZO$-C:AHT'SZOI%RR\R6L]F*XTEG5L)ZUQCEQ9R
MO(,8W-GY4_X*F_MJ?L1?_B"%[+O_33UR'XG_&EOBGH&K^_%/AGPM> M1MX#TZVN5EN=3N;R6^:/+"L8BVD*V@@3C3GGBZB81KO')E8A/2JPM8]4BMFISOI0<L)1H>8)Q2]P
#5AKFDM)C<;:[MTGBSCOLD6NEKQC_()Q_#3Q+\&/^"?'P,^$?C.U MD@UCPS\(#>EZM;R@AH;F#3+>.6,@]-KJRX]JGH *******@/
_(+1?\%5K?\ X)=? S0-7\/>$(M4\9_$'5Y- M"\(7.KQ3G1](E55,NH:BUNCSFWA617,4*-)*?E7&2P /FWP[^S9\)?\ @FM"M73^ >[[-?]#4[?<!L>?!
B%X'\3ZE\=_AE_PEE_J>EVFFVUJ/[,U5X[R:9K> M9[P-$) PR8P@VB1]_02_7X>_P#!*8:SFIV_8:KJTZ!E0)_GM_3!D_:H_&OLRI?M'_M@GWN.FM?^F7&D%D>N-B
P!KEM/KFHRNL=OI]KYMBL5C81,RQQ M0[E15"EB JA-71 VB_@@[_P $/3OOG+XO_P"$DL@&8)W;\"H?:V#Y6'P5^\3XNDDZQ1/@C/MF(\ZV$F/CNVBI=HDN5M6A$TQI`C)_FE_B4-+RU7N+]?<\
(_V;?2?ZVWUVIWDEXYCL) M^"4"B3>J3#93L\QS%)%^HDMQXLVBD9RO+ALQR.4?3C+H.7A_MV[CQ:YE-9(3T1N'1DVZC@3(BG:1CY)@D?[7+Y+5,VB^9[&S
M*[V[TF6WG\0Z?HNG-'=W\#$,NA @ K3SUQ9N2Q_!0%N:R_?Q9E;Z;DJ$T8 M_6HW]F8KQL8#B\]O6YU**8M1K:[U;RK0Z(SAN_O^7[:Q6R;=5=O/IK54<=SMNVFQ7`8ZUOV1;
M*8$]/G]2*1>@&! K4Q5$I@\9^S=7:-IA/"O6*I*A=7:1% JXRE[[6 =CO&LK+M>3!]XOP=RUSDK<20NC+:JJX2YL]:!AK+=Q\EGTHZKQ6N?XH3[3H]S;/%5G^%^0-6&YX
I(CXBN*7[&GR<"RWU]]C4NZE+C5Q@YJHB5*!4QFO74#[T92CVL37S/0IIFSAG2G1.>S.<:)C>(+U=HQR"CFT>Y?#OC%=77X\+TE7RN:?>9KO7[^6WK4T_(=-@ADJ?H_Y[%
^M/ KI+ ^/D\\;+D@.IS[7#^V#*NF/!3%^8B&TR!X5Y9&X%A5_3=[:8'&*WU><T%C9O^J[-^"X/SNJ<IOX%A/DDTT/;S<=LYG]NVWSNH;4B_PBWIU(]PE5-$N=19GG%`
>R_M+BX8\6 *9)H<IZ\I<X/!E+MHVT-?;:8MGA52'JGJ_3K&NPK-B-MD#JXF=Y*5L^V_-&)%V_B1T%AP9!Q:9Z!'MG5S</'M;?0J<1'F&S-VI#V?.G^Q@'@)5[DP?2BO+
&_BM8N7L-+N-+72[61019;IVCR>,QXYK[RH ****"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH ****
"BBB@ KQ#_@H3^^Q#X1_^_9MOO@=KOBN[\,ZU::G: MZYX$\:Z9%ON_#&O6;^99ZC -RY:-\JRAE+1R2*&4MN'M]% '/?"C2OB5H7PU MT/1?C%XPTWQ#XIM--BAUW7=
(TAK"VU"Y5TO+=)8I%*R12H&5@>H(/!%%M;6UE;I:6=ND44:A8XHD"JH'0 #@ M"GT4 ?-_[+'[!!>M_"+]]SXI?MO| QZ^+%O#%NV M^WT:TB::9L&,LTI8>=(%;8I!W?2?%8%%!1110
4444 ?-_[$?!>M_L+_%X#+ MG67PQ^+4-/(/"7B.7Q)X:!YQPKVPY]PCJMR0U\MI=B8J*:3=(+;R5$3'Y6Y M?=J%RPS?7GP3/;2>9;Q-$D,0$)E+AGGUHK_FU^;W3%Y
$=W:6E_;/9WU MM'-#(NV2*5 RL/0@\&BBBBV*#:Q2KOKG_BGG7U-Q!$G+!3$+7+(ND4<:Z]TB9K?.+AE+*X4[#@PFG0)\-CHMB^HN7;KJ%6O19MAF*\37U<67.1O/8U(6Y_&J!9
MAS_A&_BYX9NM$-W9^-=*C8/;.2LT9MKVV8L(&G$A*%8RNP$-[(44 _076F_F:;> MSPW5YI\$TMNVZWDEB#-$W)I(^4_2IZ**()[:TFV[Z*H[B/#*K+%9IZB5)ETZ[%GHHH

KV&D:3I7F_V7IEO;>=)OF^SP*GF-_>; Y/N:^=_VVOV"];_ M &Y_BM\,+7XG?%N&W^$'@3Q'%XD\1?#6WT0M+XMU:V):Q%W=F;:+.&3;(;;R M6$K [FX79](44 %%%%
!1110!\W^.OV"];A_X*&^'O\ @H/\!/BU#X2U2Z\. M?\(W\7/#-UHAN[/QKI4;![1B5FC-M>VS%A'&ZO- M/@FEMVW6\DL09HF]5)'RGZ5/10 57DTC29M2CUF72[=KR)"D5VT"F1%/50V,
M@'TJQ10 4444 ?-_[;7[!>M_MS_%;X86OQ.^+<-O\(/ GB.+Q)XB^&MOHA:7 MQ;JUL2UB+N[,VT6<,FV0VWDL)6!W-PNSZ0HHH **** "OGK_(*'?L'I^VWX M*\):EX'^*$OP_P#B9\-
/%UMXF^&7Q#MM,%XVCWT9"RQRP%X_M%M/"6BE@+JK MC:3G8 ?H6B@"GH,6NQZ#90>*KJSN-26TC749["W:*"6?:/,:.-W=D0MDA69B M 0"S8R7Z5HNCZ%;&RT/2;:SA:0NT5I
L:ECU;"@#)]:LT4 %%%% %671-&GU M2+7)](M7O88RD-X]NIEC4]55\9 /H#7EW[<7P,^-7[2_[-7B+X#? OX\0_#7 M4_%5O_9VI>,/[";4+FTTZ4%;E;5!/"([AXR468LWE[BP7<%*^MT4
<5^SE^S M]\,/V5/@3X4_9Q^"^@C3?"_@W1(-+T:U+;G\]-<&21L#?(];G=SRSNS'DUVM M%% !1110!Q/[2'[/GPO_&KO@/XL_9P^-&A#4O"_C/1)],UBU#;7\N1<"2-L M'9*C;9$?
JKHK#D5S7[#WP.^-?[-7[-7AWX#_ !V^/$/Q*U3PK;?V=IWC#^PF MT^YO-/B 6V6Z0SS"2X2,!'F##S-H8J&+%O6Z* *L.B:-;:I+K=OI%K'>SH$G MO$MU$LBCHK.!D@>A-6B
1@BBB@"#3]-T[2;?[)I=A!;1;BWE6\01FT&]B*W=I;ZF]I M(-.N-0MVF@BG*GRVDC1T9T#8+*KJ2 0&4G(\&_X)X_L'I^Q'X'\67_C?XGR_ M$#XF?$KQ=<^)OB;\0[G3!9OK-_(2L4<4
>3[/;00A8HH [*@#$8WD#Z%HH * M*** "BBB@#YO_8C_ &"];_87^*7Q.LOAC\6H;CX0>.O$_X*#_ 3XM0^$M4NO#G_ C?Q<\,W6B&[L_&NE1L'M&)6:,VU[;,6$=SB0E" ML978"&^D**
"BBB@""YTS3;RYAO+S3X)9K9BUO+)$&:(D8)4D94X]*GHHH K M:?H^DZ293I6EVUMY[[YOL\"IYC?WFP.3[FOGC]MK]@O6_P!N?XK?#"U^)WQ;
MAM_A!X$\1Q>)/$7PUM]$+2^+=6MB6L1=W9FVBSADVR&V\EA*P.YN%V?2%% ! M1110 4444 ?/7_!0[]@]/VV_!7A+4O_Q0E^'_Q,^&GBZV\3?#+XAVVF"\;1 M[Z,A98Y8"\?
VBVGA+12P%U5QM)SL /O6@1Z]%H5E%XIN[2XU-;2,:C/86[0P M23A1YC1QN[LB%LE59F(! +,1DVZ* "H;_3M/U6V-EJ=C#,E%F+-Y>XL%W!2O3?LY?L_?##]E3X$^%/V^C(66.6
O'[HMIX2T4L!=5<;2<[#]"T4 5 M- CUZ+0K*+Q3=VEQJ:VD8U&>PMVA@DG"CS&CC=W9$+9*JS,0" 68C)MT44 5 MM5T?2-=LSIVMZ7;7ENQ!:"[@61"0<@[6!'%6$1(T$<:!54850,
#TI:* *W] MCZ3_&G_&U_9=M]LV;/M?D+YNW^[NQG'MFO+?VXO@9\:OVE_P!FKQ%\!O@7 M\>(?AKJ?BJW_+.U+QA_83:AC6I;<_E1K@R2-@;Y';<[N>6 M=V8\FNUHHHH ****
.)_:0_9\^%_[5WP'\6?LX?&C0AJ7A?QGHD^F:Q:AMK^7 M(N!)&V#LE1MLB/U5T5AR*YK]A[X'?&O]FK]FKP[\!_CM\>(?B5JGA6V_L[3O M&']A-I]S>:?$
MLMTAGF$EPD8"/,&'F;0Q4,6+>MT4 %))&DJ-%*@96!#*PR M"/0TM% %?2M(TG0K)=.T32[>SMT)*06L"QHI)R<*H %)JNBZ-KMNMIKFDVMY M$L@=8KN!9%##HP# C(]:LT4
4_$$6O2Z!>P^%;NSM]3:TD739[^W::"*G[$?@?Q9?\ C?XGR_$#XF?$KQ=<^)OB M;\0[G3!9OK-_(2L4<4 >3[/;00A8HH [*@#$8WD#Z%HH **** "J7B3PYH/C M'P[?^$?
%6CV^H:7JME+9ZE87<0>*YMY4*21.IX965BI!X()J[10!\^?\$Y_V M+_'/[OP@U']FR?XY-XS\ Z1KEQ)\++34-):+4?#FCRR/(NE3W)F<7J0EML< MNR-@ORD$! OT'110 4444
%!SCBBB@#YO_8^_8+UKX$_M"?%3]L/X[?%N'X@ M?%'XHWT-N^M6VB'3[/0/#]L/]#T:R@::9DB0EGDD+YF?:[#]K+<62,Y0-)'PRCLS0YVM+: M;KBZ&T+"R)/O$C-Y?Z%%?\$F?
AW^Q)X/_ .#:CXE>)/V/-475-1U[X.^)Y?BI MJU["B:DWB--&N!<6UPJD^7'"&"P)G;Y+)(,F5G8 ^S/$?_!<3_@D?X5\#6_Q M(U?]O[X=-1WJ_MKZ!\(/^"9W
M@3]I;_@H5^W7\,_%4U_););E;>W4%(8TA8"),O M_P![[Q]7\$?\%!?V(?B7\3/"_P &/A[^U1X(UOQ;XTT1=8\,>&]+U^*>]OK! MK4W:W
A0ED1K<&52X7<@R,BOPF_:@_Y4MO@A_P!CX/\ T^ZU7W'_,$C?^"9 M'_!-/]BC]@+X5?\ !72V^!6I#XD>'O@4/&FO^*H?%&I7$THET)Y+Y8[-[G[+
M\T4DRHOE#&5P01F@#Z3U[_@X"_X(U^&_$Q\(ZK_P4 \$?;!.T+&V-U/ K@X. M9XH6B49[EL>]:'_!23_@JC\'_P!CK_@G'K'[<_PD^)W@;Q,-0LD7X92W&K"X MTSQ+?
L69;:*2WD'FDQQ7#81P1Y+9Z$5^)&B:C\3_/@I9_P3P^._[0?[+O\ MP3D_8D^#OP3^'^F:Q#J%_P"(O#LMSXT\V"P%X?LNH*I9KPI)$(H%A#2MM!8 M!@.O_84\"^$?BM_P:!_'2?
XB^$M/U^7P3X[UK4/"#ZK9)<-HMRL.G?Z1:EP? M(D N;GYTP0)Y.?F.0#]0/^"//_!;SX3_/!2W]G;P[:^/_BE\/O#GQVUZ+6& MF^'&AWLGF6L=K-.(IA%,TC[3!&DS9)X)(&.*F_X(6?'_
/:P^/GA3XCZE^U% M_P %'/@]^T.^G:AIL6B7OPCMXTCT0-'<&6.YV6%IEI<1E,A^(FY7OX/_,&K M7[/G[($O_!+OP#^T7:?"#P"?BQ'J'B;3[GQFFCVG]NK_*9=#R&N=OG?\>K)
M\N?]41QMK\^?^"$'BGXI^"O^"&O_4 \4?!BYO(/$-IX=LFM[G3V83V\!L[MM;F9&7E62W,SAARNW(((S0!^XGQ_P""Z'_!(OX7?$Z?X/>-OV]_5MKUK=F
MVNX8+V2YM[>8'#1R74,;P1LI!#!I!M((."#7N/Q*_:I_9O\ @]\#/^&F_B3 M;O#6E?#PV]K.GC2;58VTV2*Y=(]>1)T)1TD:1 K*2&WC!YK\(_\ @E%%^R;_P
M3'^('_!L[\9OC3\9OAM\/]0\;66E>*Y->\7ZO96TFL:)]4,#G2H[>X<&:W8@ M6K11(0)7F8;7\Q@?)O@3XI^*7B'_(,W/C;IGCVYNY='T;XUV%GX,:[+82P. MIZ'-)'%G_ED+N6Z/'&]H!VH
_7]P%5((S7[%?\&_FK:EK/_!& MC]GR\U6]DN)4\") KRL21'%<311ISV5$50.P4"@#P[_@X4_X*2_\%)/^"5,7 M@/\ :2_9K*>"?$GPDU*_32_&EEKN@SRWFGZ@':2/_2(IT$<-
Q"&C5BA\N2(MY)\U%KDO^"M7_!QK#\\"?V5O@9XQ_X)S6>C^,/B)\?4MM3\+Z/JU@]][[BTPMY M+I+;P2(YNFO#]D6/=_K(+DU?SJ?\&I/[#'P[^)O_5*\<^*M/BWJ$FO2?
L\6,Q\'VEQ%^X.H-?36\=WL9F""+$\J(.DLJR9W)R ?O_X/_:ULE[[C+PW\8O^"G?QH\">$_$<&CP2>.M96==.TFWU&8S9VXEEU'0X_$_M""2"()+#(EY*2#'$L9&X3%#N&-H!^
MO'[4?_!7/_@FW^Q;X_F^%7[3O[7/A?PIXEMK>*>YT[YT&X,]Q=PQRJ&C9XK>.1E M#*0PR!D$'I7=?LL?MN_LD?MN>%[SQC^R=^T%X9\=V.G2I'J?]A:@'FL7<$H)
MX6Q+#N"MMWJN[:<9P:_(;]K#][JC5/VZ/^"TOQ%_85_88_P"";_[+^O\ Q#T* MRDM?&'Q3_:5\/'5&NUT^*&*46\0!,,<9=(U1$F:0(9"]J#M\I_X-?O"GBOX1 M_P#!?2]H/X-:]>>$8Y=,\
^((M6L_ATKQ^'C=P>(=*3-C&V"MNAEE6)2 51B MN!TH_9RT_X*S_\ !-"\T'Q3XG3]N+X;1Z?X*NXK3Q3=W'B>&)-/N)6E6*!] MY&9':"8*BY9C$V <5[EX'\;>$_B7X*T?XC>
M>M]5T+Q!I=OJ6BZI:/NBO+2 M>-989D/=71E8'T(K^;7_(-Z?^"7O[$W_!2C]KW]J:U_;/A A+<>+[/P9XCM MI-"L4\27^G1Q275]J@E=C93PNYQ!'C+8'/'-?L3_
,%1B\C6\$;W!+,686K9))Y /)O^ M"?'_41_:W_."B'_!97X[^&_AM\2X;?]F+X)0_V%#IMOH5FYUS7"3;B3[8 MT1G,9EAOIQY<@79%;@C$AW?I=7P[_P &\'[!K_L#_P!+_P/X3\4:0;;QEXY
MC/C#QN9DQ,MY>HC16[YY#0VJV\3+G D20C[QK[BH_*O_@IU_P %. VV_'G_M 5;^&G_1X_P""7?Q!T[PIXJE6/4_BOXZO?#]KJBZ1:20?:3"(KJ-XU\JT MQ<-
P&D>>VB5TRP;M_P#@X7_X*9_M3?\ !(W]CCX;_$K]GG5="\0>(M7\90Z! MK.J^-]%%$YO(ET^XE: M.@"\0VFDZO'H_P!HY=;$:MIT89,] (5M5!"\+8Z&MO\ X/9_^3!/A1_V6!?_M $U7U
'J/_!*S_@OQXF_;Z_X)G?&GXL^+;/PYI?QW^"_@G6]8U31;6UD2QOH MHK.XN+^&C@:0OY.Z,0RH')#QYRHF05WW_!#C_@KMX_;3_X)I>+_-N?]O/Q M-
X.\+0^$O'FH:9J>L:99O8Z?::?!:6$JR2B260@[[EP6W8QMXXY_*[_@M=^Q MS\6?^"6/C?PA_P %//V.[0V'@GXY_"Y_"GQ.TN"(_98=0U+1_)NTE5<#R[R, MM!8Z,2?P)_"@# M]UO#?[;?
[)7B_P#9PN_VOCCF)8JT4_/K,#%8_"MX1O!M^:O-A/0A^&B1C%I#7ZAO5 X9TFKW?*XCK6 J3Q,UQR:WG\+7:K:OA\+__<C1QQ5<&\^^P,0/D3!Y(1L7-F6\^5/O?2K[*-,Z%I!R+@I1;&%O\.YKWO]5HY@DJ2<-2PK:6!#TOK
$CX7:I\9?"UIXEAL_$.GMH%WKUO%>M=3ZIYT,*P MLX=G>.1650"6!XSBN4B_Y4E)/^Q?_P?C^#/NU&7Y]]E"I1_D(<I7Y#3$SUWC-%E0FMC>=J^@MU8G&U/FJ/NBG-[6@O_5\-/%I!_9KW<?VS@4<SPF@I?_Q;V%D;X#OTIKE<;W3L?K\2W0I*YN7X8
=$J&*0XCDF>,,EJK=0TQC!&#T.:V_C'_P %:_| @FG^ MS]|\7K/X#?2&/|M7P#H7BR]:)5TFYUI6-N9 #']HD0-':[@RL/.9,JP;H0:_!S M]M/_ ()]_L<^?]?|||*
(GU;QG;"3[=?&YENXYDE= MF.Y" A"?=4HNT#%+_P %4_V /V//@@Y_P;?1+=7Q_#(@NS@EE#Y'/"NY,2P(\J%9O7?^TIUDVQ:ZM9F_)=_ZJ*GD_U\L"[.Z*N1:?!8V*4JXNX\XP]^/84*6M^,**I[.9UL5K4?:VQJJ
V,OBQ;^&+KQ;KVJV^MSS>'['4161_#^E,S M,3U))))]Z;_P=2_LJ?!./EO@X0_5?V+/AMX)\'?$6YU2;?9^1%W>FK^9[^6X7N'JB.+-]*=J4-W@\X4:8)U\K'98Z
MG\BVO?$&I++"g;&?*AC^_)C)V1JS8!.,FN*_9(_P""(F_O^"D4/N'P$BG^? M)|JCPOXRU;3])O^"ZG\//@@GN)9JKFDPLIQEW_T%TGAM8'9;4?7#SJ_KLE>/CRA#G%:;8>0\?T:VN+BU\96R$C:#W7&#BV*9Q
CAXW_8T^$=TFO:?I(M-0TH^**=O.CG^S65Q"YNKN6UG>)MKJC1Q(2!M9R ?K5J7_2@:OZPD#Q@N+E+V/&)53K/P!)AB#/MW+H0TB3*8S_\Y/40EO8C^;^(QT_UU1M5]/ST?Z$@SHY<!D!-1$?U,>+W4%F#$!"H"4]YB
M@G\;_A^T?\ ##2_!G[M!09B?=,6!L%&+M[!D1DM5/2:Q-1K:/D-H:/:PU#]NB_!;_A1X2>"=/DG)%'*XAK'2:F<$O3Q;>'!|C)_@M+@X/CR#VY@CB<-@/&@^<'B@M"YQ9W/BTN0Y(V@:+E%S*4^-5J
V8/V8_@G^QM\"]"_9L\7X?\ !?AE;A-#T=M1MN+LVRS7,MS(OG7,DDK'YEFD/SNQQ'Z!@)Z:_S-P8V#8;M]=2_+/3VFBI/S_!TYJ6QEB%#*VD'SNSN5&IOBVTG)I*GD?(JGQP%WVE\U6RM6KGN%FRN7K9@+C*\G
C65R\%^D((4S?9;A8YC&"0"X0J"R@GD9'3@_LYI_A M7XO?\'7':/\|HBI[/HJ>%F^^#4*ET:%$%4\/%V1HN2<F=8QV)F:&NH^4=R*Y%+C\YF3N>5/8IHM*I)8I*(1:^@99\55FX%@<-MF;^'F]C;Y"SIU[I
#WA#Q!J%_X:7QEX:\ 6,-G:H;C5 MIK><306P5(3-IS,)5PN8L2,/FW, =]_P5%_X.!?VD_%G_!3JU_87_8%_;J^& M'P;\!):&Q+\7O$VEVFH6C:DEO)-<0RO&[>YUCQMX9'=P1I%$J(\;(P
M11ST[U^%OC/]DS]E[Q'_,'E$'[.VO\ [/7@R]\!:KITU]J?@RZ\-VTFF7=S)X-FO'FDMBGEN[77[\L5R9/G^]S7]"?ASPYH'@_P]BP"FBVNFZ7I=E%9Z; MIUC L4%K;Q($CBC10
B*JA0H&& * /R^^/G_!9@I+J]KCX:_ \ !Q-X*_X):^^'=M-\'M\,_$'|G?;Y[G1I6U0>?ILER^R<3A!^\08_=G XYZU^IU?SW?MX>-O!;GP_MY_X/"_AUXV^((7B[(1-*(B3-AJ$9%AO-CLE&*A=&?X
!T73HM$DU#5]9OX[6UMD_L69=TDLK*B#) R2.2*_73] MK3]MWX0^+OV?/?C'!'!^QO^T[X%*X%\4?4?$O3_A)XDU#P?P7?I7A#QG97^H&@^@TR>2&2*&M"5G9ED"$8'4#I0!%\|=O^"UG"
2]_9I^)MS\&_C1X._&8_C^_Q_ +J%R2VVB>>XHO'B"9D3\!M 2 _ C_ M]C^%:S6%.I]<]GRKGUV[=2]OG3U9L_^>97,C?YG3J+9&*!5!8D/:2_F<M!A>R!ZOYK\;G&3M)KVBL;5Z;?5$MV_S
L\?M;?M:?L?$6X6_L MT_"?JB;CC*QF-%S6U7B<+E1'-K,)5C5>6:3-?R0P4#)>FG-?O(@!+F&M_*Q$V[DMS?@YD:,W48$63<A@DG6P=K:^9EQY@G?CCAQ4<(JQCQ1\>*3@@\S?1[RSC8H\=3K6J7?X3(>
M7"06D-_<3V,4KG"HD$S/%FZ8S6JR'!^F08F@*I%%#[Y=**4X3!_S/'7B<!/:M3_8OM\6%W/KO2ZHU@W'\)R0-I@2Z\N!<R]G>:A*\@;O!:+!E4DO6X:+H)?\6E5%%GK6@XRTX;"!#-!T\(TB5!4(BR$
7PH^F^(WM+O3;FYC^V,V%H*2V6\AKHEH[(_U@%|7)S*IUJUS\7FX,FIGKCEGE%;>7'@OA@&XQ&X!T;1<!0?R1=X0&.YGZ!BTAS3B%&S\CEW#O.=^J-X>M!M-@:>F\@;E3G!S[@0&%=?$0%ZF^!O;-EN6RD
(P2K\+/V9/VOO"7BGQ++%M_AN:7$P+WEB^Z%JD|I@|;QM*.E^2CPBX%RLU#9/UQ8T05WZK)IPXT;3UWB+B)5UTL?WHNR>*#^H=FBZ(N^9%7RYZA)7&UH2^Z7:GX57!R<3TKYP%WN_|AQ7GJ+3QDPGE2=
@LGX%_8P_;T_X)#?!OX3_&ZQM+VU\.^,OA!H MD6CW%@\FDSR[;R*GFM[V"6U$BA@Y6(LK*HP2OR_?Q*K=#\Y^?J+&2BJD-^;YLU
...

MHL7B34A;M>)4K1Y^\%,B_[PKUVN=\<_"'X3_$Z6VG^)7PP\.^(7LU9;1] M59VY_ZZW,D,7_.O3_"?@WPAX"T2/PSX&*Z;HNFPLS0Z?I- MC';0(6)9B(XP%!)))P.2:^-_^"P7[)GQ?_X*
^*O@1^QG;?#N_O?@UK'Q&_X M2'X[Z];ZFMK$FDZ9"9K?2W*2I.?MEPX4-"-T9A5MR<-0!\8_LL?LO>(_^"-/
M[0W[&/[3'CF2>*?]H#P[=_#S]HC4+OAI/%6LSOK6FS3GHTXO))+0R'!$5L!W M(KUO_@N;X]\/_#'_(*K_L&>.?%/[._B?XKV%B?B=]H\ >#?#<&KZEJN_1;" M,"&TN)
(XYO+9A,VYQM2%F&2H!U/VZ_\ @VM_81UW]DKQQ)^QE\$==T+XN:9H MKZI\-M5;XI>(+PQ:Q:D3V\:QWVH26X:5H_)WNIV><6!4J&$7[9>A_P#!0OQ3
M^T%^P3^W[H_[!_B;QGXD^%_A?Q?-\7/ NB:WIEK-:K\:/V>OB+_P6?\ V8/C#JG[#7CC]D#2?#4^MV,'BGXD M?"X>'YOB%J^HVHMK30UEL!+:@)F63=<3Y;S2B*I?)ZK]H+]I7]@?]F?
_(.(M?BGXB_X* ^*O!^E>'M3_&== M-%D\9:+]N@EN_MK,51/*DVMY8;G XR,UWG M[6'A'_@I!_P6*/@+]FGQI_P3TO\ X"_#;1?B1I/BGQMX]\=>/-,OK]X+"0RB
MSTZSL'D<3RXSD(HR#UKV?X?_LI?%J/_@NE\5/VH?%_PK\WX9+;B,L9 0G))0*1QDT >+_\$%=/O8$G^$V MNNP,EQ:QS2(9-+G)W-#%N:(ABJC8!/\ H#0 4444 %%%% !1110
5Y[^TG_R M(MI_V%H__14M>A5Y[^TG_P B+:?]A:/_-%2T >(T444 >W?LV?\B+=_]A:3 M_P!%15Z%7GO[-G_(BW?_&%I/_145>A4 %%%% !7YP?M(_#SP!>?\'(_]/Z7 MG@;1Y1>_
GQ3=WHDTR)A<7"W VS/E?G<=F.2/6OT?K\T?VCO^&S[O_@N#\.O MVK/"'_!.GXDZYX"^'?@K6/!MWK]CJ^AJFHM>SJR7\"2WZO\ 9T!)8.JR?*<(M: .P_:E_:R_X*5^)?
^"M%S_P3J_8HUSX8:+H\GP M/&=_P")O'ND7)HTKZ MQ-92W$,4#K]KDVK$B0.T<8+,[=H1MW_()V?M6?MLVG[;WQ8_X)O?MY^+_" M7C3Q'X(*:3XM*?
$'PAH+:6FJ:7>.T4D5Q:EV6.2.50%*'D;LD\&M[1?V(GNFM-F_S-P@(?=MVXXW9 MXH^&O[./QKT3_@N5\3/VIM4\!W$'@#W?\F:/F\!-_^ 1- TKQ(UQ"8KC4H-1DEEMP@? MS 51@V2H7G@DT
?#G[/"QMUK]G+_(-D?C1\;/#O@SPOXAO?#_Q+\3SVVC^- M-!CU/3+AF\6+'B>VE^24#?N /1E5NHKZS_X*#?MH?MP_!O\ :1_9(_9A_8AT M?
X=MJGQQL/%46IV_CJTN$T^V.G:1:W4,H:U/F1QPB2:0Q(,R^6D0:/=O'@*_M\$_VRA_P;E?&C]C+_A1E_\ \++-\3>--1.)/-\H!H M 9,,X.!@X/%?3/[3Q[,7QV\<_P#!2C]A/XU^%AY#=:U?
P7XG\(^$'T2YT?4-+5)KBTDB\V198#"_#$ERQ7D $-Y_X MV_X*E_%;]J?]HSXI^ ?@E_P4N_9_9D\$_"?QK=>>$;:.[^)%O8:KK_B[5;/"W MMMQ]EN]0M4M-/64F**10[2&.1LX^5??\
]JK]G'XU^^O^"PG[*'1OA#P'P'<7O M@KX?^&O'EMXPUY+B%8]-EOM/MXK161G#MYCHRC8K 8YQ7S1X;_9<^*'_3: M_:+^,FE^+O\ @D_#^TM\+?B=\2]2\<^"O&?@_1]%O]=T&?
4"LESH]Y:ZBT;F M".528I4)=?^'M]]HT+Q UNL4L&JV#[WQ!/#,C!2[$,K] 0![U^T)^TO_V3_AXWQ9 M_:2^+.B^"_#2WL5HVM:]=B&W$\F?+CW'^)MIP/:O._\ @GEJ'CG7?A5KGB/Q
MO^P#IG[.B7GB:0Z'X-M+O39;J^L!;0;+^\73U4\$[R&9/))9D6),MSQ[1XP\ M#>>"?B'HY\.^/^E:YIYE60V.L:?'2),?=W^3+CUV'TKU*\O+33K. M74-0NHX(((VDGGF<*D:*,LS$\
DD]*Q/ WPI^%WPP6Z3X:?#;0/#HO2AO1 MH6CP6PGVC9NV;_*5=^W^(M'CG3$\,Z8EO>16XL+:^D6WO+QY)74(L5J\[KEM^S] #\IO'G@?QS\5OV=/ M'O\
P*/#.FZQ'<6>H0NTX2./[,?*5'*N!;C*\C(!P'_!7KXX_M3]I/GW0_T7_!(GXR?L[6__P#!+<+\X\?LN^%OVVVP?V\!OVVA?C=XU\.3?"E_%GB;4;4[[7]0
MA6]TR>PGT>V,$^%5Q+&YDB*D!@=RD>M=G^U)^TY_P5<_;0Z=9\9_LF??"Q_@C M?X@\&7GQ(\,7WAN]\9?$SXFZ(FE:':7L#VTUW)%:RRS7!2.1BL:*26P<, 5* M?$/_ ()K?
&/X9_%'_@G3\./A\A[X;[GG^T]/\?\ B=FACCMX_P"PX++6*M5X:G@3\>#[; ;&/OV[?"R_[WQS_P"""07@+G2'/,X_8X>BS!5HM'4;"-//"IQ+ ^.$SD?2# NG=EBF/Y%'
(885OKEY3(P0!BBOOR=C;/UWKX#_;)_8N M_:*_9/\ VN[_@I]_P $P?AVNNZSKDMKI7Q]^"EE>065OXZTL,$34;8RLD,. MIVP)(=BH=30!:HHHHH **** "BO&?
C;^SC\0_B9XZD\4^&_B7_ &7:O;1QBTWS##*, M$_*0.:Y'_AC#XP_]%M_\BW'_,57P6/XGXKPN-J4:&33J0BVE-5::4DMFD]5 M?LSZS"9'D-?#0[5X;_Z&L/_7,]O\
MBI\5/"WPB\++2+2>)_$]SZK:6D9'F7,F.$$'I.\$/0#DUY'\"/VS/^*$O\ %,WACXFQ MVUC[NN2=)NXAMCBR>(')_1SU/![5POQ4_9!^+7AWPY)XJD\4KXB^QJ6FMXVE
M:9(^I90^=P'4@<<]^:\V^%WPK\6?%SQ,GAGPI: MC?K\ M/L[;63V\[_%L?H)17S4G[%OQQ>C01Q_&H*JC"]LEP !Z?>I?^&,/C#_T6W_R+^M"]5^)GCKPJL[)!XJN+69K>PM+D M
CS((IHS*T1^5P[!API7[V^"/P^U[X9^!8_"WB3Q%_:ETES);OVZ;6CMW1\GBZ5& MAB9TZ4^>*;2DE:Z[V>JN6_VU/C+_,$,?@%;1_LA?MO'X)^'(+G0H[FU\%%>(M?
#%NB1V,C211RPHD!$(W1.%9"K*8\]@@@&O#/^"ANE?!/0M4_X)FZ'^S5=PW' MPYL_C;X;@\ SVUU)/')HJ:1MLF624EY%-N(B&&Z_/YJOAC^WO%.M:!!%!WMI-;?%U)I.C2WMI;.?%U)[C]^D+2
MF0!%5GV\!2P-4VPOV?VSOA5^RC_P P$$_P#2/A7^SE??[Q-K?;SK:BX>^ MO"FM6D);^SM#2UF\F:[>)&4S(55NX() KK.<_4FOQT_;2?9-]9,)(ZB2+DGC(*
MKJNB"6YT_P#9Z^&D7P[PZOp............

(+9_P#!-C]N MW_@HI_P13^%/PL%E;^(/CSX&7PYXA\:Z2U_:PG6M4BT>:TU2*&12EMYGGW,D MJ[2L;"(JGWE%?J910!^.?_! 7XT?\%M?@_<_";_@GG^TI_P3F?PG\)?"%EJE
MKK/Q+UK3IX+N*U6WN[BTC&;@1,YNC##O5'S&?N@YDK]C*** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ^0/\ @OQ_RAL_ M:$_[)_-
_Z.BK^,*O[/?^"_'_ "AL_:$_[)_-_P"CHJ_C"H_?[_@TV_Y2F?M M=_\ ;Q_Z?)Z_?ZOP!_X--O\ E*9^UW_V\?\ I\GK]_J "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** /Q)_X+"?\%C? M^"A7[)__ 7'^&W[&/P)^-MMH_PZ\0W'A%=6T.3PKIMRTPOM0,-SB>>W>9=Z M\(7_,0?^#B/X>> M+\67^@76MZ=X+T^VUW2I"EUITDU^\:W,+
@K)&6 M#JC>(9_&FK M6\]X=1EMKF]AOX)[:"!HV#6&)4M_$GBO3=/D ME4M$E]?1Q%QTR Y&15V6^LH+)M2GO(DMTB,KW#R (J 9+%N@&.<],5_/G_P5 MH^&WCS_@J+_P;9_
+_@IMXG@DU/XB?#+3A_PE6IF/,^HZ:UTVE7T[@LET>O-'}!FA>+/"WB@2GPSXET_4?(V^=]AO$F\O.<;MA.,X., M]<&K=[,]M9S7" %HXF8],@9K\X?^#6;]A/_(8X_P""7'A_Q]XHT;[-
XM^, M5P/%VL-)'B2.QD0)IL&>NW[,%G /1KN05^CF]_\ (+N?^O=__030!_-]^SA_ MP>G_+9UW\=O"ME^U1\"/A+%\.KC688?&%SX.T#5H=3M;)SM>>W:;4ID9X\B M388SO"%
5+!E_4G_(+V?\%:_BS_,$T_P!@GP+^V!^R#IG@7Q<_C/X@:;I- MI<>*+6YO=.N-,N]+U"]6YA^R75NQ9OLL)5]Y4H[?*2O1_//_,$<_P#@E]!_ MP5*^'/[0WPQ*PJOQ!\)>
K+Q!\.9VDV++J$5TRM9N20-EQ$7BR2 KF)SPA! MY_XL?\%*?'_Q&_X)!Z3_,$L?CG::DVN_"WXUV6L>#[F^B82VVDKI^KV]UIT M^[#(UOMY8K**7SI8\1)-+*ZKA!PSL$OB3\?
M/!7A[59 ICTS7/%-I:7#;N5Q'+(K'/;CFOQ_\6?MV_%/_@G[_P &D/PD^*/P M.UF32O&'B;0K/POH&N08\S2WNKJ\>:YC])5MX)PC#E'9"W:_+/]DGQ#_P $ M-]?_&5=3NOV_/ ?
[2GBSXY>*)=0GO?&OA>"&>RTR9Y9%MY(#)?1F[;:$DE: MX1B9'=1P Q /Z\M1N[G4?#,]]X5O(99I[!I--N$=6C=F0F-@>5*DD'/0BOSR M_P"",^J_\%V-1^.WBE/^"J'Q@\#>(_!J^$B?
#UMX6N= DFBU/[5!AW_LV)) MOD^\,6MS(8[>Y\0ZU!91RO\ W5:9U#'V%30?$OX**)?+#+D KG+').: /TT_X.EO\ @K=^WK_P33^)WP?\.?L;2&2V\+6?BO0=
M6N==BG\,:=J'VB6":V6(@W<$I3 D<87 .>)/#MA=16>KZW:V<][-+"A8Q1.RELN3@*,9X%?A#_P?#?\ ):OV??\ ML5M>_P#2FSKSG_@LQ_P;[^"?V1O^";^E_P#!1C_AK+Q_X_\
'MY64;!@8P* /WQ_X*F?"XF?LT?\$Z?C-\?O@UK MZ:5XJ\(^ +_4] U&2SBN!;W4499',SM6LH9-KF".&/EW)W/SSC-> M0_LF_&_XC?';_@SP\?:[\4?$MUK&I:)\,_%6APZC?
3&2:2TM;B9+9&8G)\N' MRXE_V8E^M?%'_!N]_P $0/@5_P %%O' M=&\+^ M#M8MH+$7LEC$S7\L=Q;SK)+M*Q_*$.U,%B#@ ']-G@WQSX*^(N@0^*_A]XPT MO7=+N"?L^I:-
J$=U;RXX.V2)F5L>QJ+QU\1OA[\+]#/B;XF>/-&\.Z:L@0ZA MKNJ16D 8]%\R5E7)],U_-W_P;7^//B[^P3_P7?\ 'G_!,M?'MSJWA74M8\4^ M&=9M0S+:W-
_HOVF2#4EBR1'(4LY4SUVW!4YPN.1_9_\ !WB;_@Y:_P""[OB_ MPC^UO\5?$EO\//#<&N:GI>@:3?")M/T2SNH[6UL;4.KQP,[SV[S2!"TA$K<, MP90#^FSX>?%?X6_%W2'\0?"?
XE:!XGL(WV27OA[68+V%6_NEX690?;-7=<\8 M^$?#$D>!-5GA+C!V//_;C_M_"?\ ;9^%O_!4/]H? M_@I#=?GQ/I1O\ 4-"U'P;-EX;C3)K=+>*]DOVV)$+A=J"!4"IM55&,?L'0
M!^""[0O_7T_P"#EC]G;1_$_P 1_B'_,$LO!FA>"?#EU*;GQ/KGPM\1Q6T M-]O+CEDE.JA0&W(,\ EACK7'?L[?\'+?_!Q+^^UQX;O_ !A^S#_P3>^&_CW2
MM+OOL>HZAX6^&OB*\BMKC8K^4[1ZN0K;65L'L17ZE?\ !Q;_,H5/C]_V*UK M_P"G*TKXN_X,D_\ DQSXO?\ 95T_]-EK0!^H/[&7[0'Q&^)W[+_P]9_M9Z/
MHW@CXH:_X:/G&%=F;GJ:]>U35TMM[UBQYMS=3+'&F2,+,Q&&\/'G/SZCWA/\&<_P8/WA^_Y3N/2!N?%@/&+9!/D$FY5XPZ[PGZZ6@/N&H)L\>*-[K[KO-=&:2@!+<&X
(%ST%&=&TBY MF,5MJNJZ];V]M+(#@HLLCA6;((P#GBOQ*_X+_L06?\ P3R_X-9/4=,*GX;MC' M%KFG>*]ZO_&,D>"9=9NWGN+S+#[X21S"K?\ /.%!VKQG_@F/&Y?P_P6$+""""
ME'_!'30/VI_'W37Q0+M?&C:7XBB\!:(FJ6S^^]":VU*18A;2PVIHVEE\ MN6++3,<9&2?.3V=S(IELR==VDRR13(1D,KJ2&!'0@X-8 M?Q&^,,,GPA^#MC#D]J?
Q<^*OAOPM;7#%;>X\1ZY;V*2D#)"M,ZAB!Z5_9/P:?&?*(?&?B)K7WX.EPQK)\K0B-Q<(!&"'WX7WGQ\!.Z/=7=B;S&E=SBF:\U+3N3B!N#FKBB%O-\X\I_R?JZD}
\%U(/C;15M;UEH?\ A&!.%<-Z=7=I6EK-]:1&LK*%@YK8LDEA10!7?BBA'#"?B-HSR=7?JN6B[*XH!M!CM0;>(\$W-/M-\B=R0@EBIE0'EEY+OO!'Z?H="J
MOBEKSI!_^.W;&S@#ISV%]FF(%$91/EEQ%Q5+/+DEEXNGNNYOTQ&&FHDVHLGSFGEQMGA4WHFHR0?0$3P,+^/J"TI4_/6A[OJ'N%7&W+H5EW%V9L24G5 /%2'2PBE
C_E#9^T)_V3^;_P!'15_&%O^_M_P!!;2^_D'+_/2O.C1OJ3Y!_!03!O$)^W3XGH/!OH=X5=2(?-GR3FZ2L^WR8BO_/,8$=_G8W%<(@^P(F6^K#0!T!.F*H$_&!
M10!^ W_!?3?J/6XK'X%P!_W/OV_7!Y\JCNP7?9H'JQ8E@6)"@BV@V+('O1J9V/GQ+7XD%ZNOV6O(LGEG6-BEO+S-+;=SDWC_7KKXFB;FOPL)@1!G%Y#$
(3;:1'=E#"U_<74US.;D11O*$2V#'$KX5R01_1G10!X3\"/V@VCH_P#3P#X[*"AP%*V4J^F4C1X_M^HW87^WI]Y=1Y/0RA_F>H:.QJ%+WK-(Z"'TI<GQL7]$
|$Q9/%3:SH>C_%;4;#Q/J&E79:T.G:=. MZZC?0E254R6UH0C_,3-$N>E?V3?$KP[AJXDJ6[SRDT8X5>RF5\[>7.1P7L)3CL#+FQ'S%V$&F>DBRA#+6O+MIF+1/:.P
1N_P"#>7@*^@K$^R>C+&C^$A'N1IMDPHR6:[/HX:>:XE/AXS$Y&H#5D(5W'D&2E[8!X]G-/+X^>+,$SKZE/AKL^J;ZR*:<1,9EFFSDLT7'Z,QSSCR[KSFBB?_8_
M%'J2#4U% 'X:?\&GG_!I:UWKGE]/AXS_H6U+J3WGXLV9GMP(%=M^D,W)VJL$AZ!G*K<!=5\4_P:K]GA/G3/1'[3:M/$K:HKB6&5CJB;C@M\)!I*;:.
#FBRP1/I^L)C=>A970&.Z4[FVY(FCE9O]:,?T)44 ?F'X<_X) >/_P!K^#LE\%J^&2EO+FI,)*AG[^,Y5U6.H5!Q8^H*SL@6:Q8^R0FV<%\SN"(1Z;B!@-0
$6/A8_P"Q;8_\$SC\5O!>CZC=S^&+JQLYM22R$\KS M2""ZTZ8@P/*[S>7-&) TK9*9VC^A.B@#__@D3\8/^"V/[1?Q%^(WQ5>-#F[*L*J^B2IZ3#<&E#NE>(V
[BAB!,[*I(^1%^:OBG_@U M"_X)B_MY4L_*M4?$_PZK-;LMQ<"^BD,:^5*YS_ML4GD <5^ZU% '\Z<^8Z\!K6/Y(%L?-R`5&:YJ;R0YU(&LKD@+M^YJ*JGR=X40_*RSA)PL
IJ$T0)C98L/&3GRHI,QL=@^3_VE&_;T\;?\%^*,R^_@YH_M[?\ XM\,Z]\8'^(7@:#6-#_,\!<9V@T97U"W>#3G-LHC,L<;J[X:3'F_ZQLQ7 MAN[=F3"=&SRW7UZ__@
[4GBSXI^(_BM\0M*DDET/4_M$%%K%:6.G7$BLK726P%V>XP[X>25P];U;:6\V1.6",1C/W;^H_V|@@NS^R/\ MM'?M/W2;=>?MS8ZU)%M4E7> 7X4:AXE}|<;?"_P#Q3MC#$LW^C2P&&?5EF!
D"MGGMQOFOT3 MHH_(C]B7]@7L+X;?=!L%]1OV*_/PU;3OBEJ^@>*H--$&S2P&YGDN9W: M!05D*9<$$9;OSBOC'_@F1X#F;_KJ^Q%.D+ANMRD/&\/O)]L:
MZUU1>W]A>+;1Q!UMK2_5GAVA2"4QN5@6[5_2+!^)O_;?:2=+5?'XIV5CM8M$%PI.JLG$ZT90MV8)Y$+%/ZR*]@%E6-E[6,00R/>4%P@E49+ZS8ZS1$N9!A6:^7D=1!
<^,O_!+=M_P $6JKW 1+0*_@FA^ZR&)2X!G2WVI2QZ#IT]+QDN3_J T(RAW3OZK]40O:M=P92YH@N;BUBOUQH)1E:9)O@=YR@]UV0OD;F=N7I$EB&!^%_VE*X
X9L[33KZSU*%[.1-*AG>>2TM;>=S-=.|-^%-3M-6E MT>2W1+.22XA:.,B61.JJ2,9'%?N#10!A?"[3+_1/AGX=T;5;9H;JTT*TAN86 MQF.1(45E./0@BMVBB@#Y5_X+>?? WXL?M*?
!*OXR? [X&>";KQ'XL\1>'K> M#1=$LF02WIZA(L<.GZA:#[7:7#N?N(D\,9,X)K^:# M_@V7_8JU;]NC_@J+^X(O/&T-QJ/@OX,VA\5ZG%=,,SP1&WN"]C:(&RJA[^99C'
MC#JDYQRQK^HK]O#]F3Q'^V9@'@^:^R-XY_98\|_^&&Z!!R>.M&.DWWB>RTL7DUO92N MHN8EB,D8/FP^9"26X65C@G%^>%?|&&'_((O_"G_((X_#+QCX\I&$V[
Z,EC)]F@AV6]H(TDD^6-I+B3=NY,YX&T4>%?'?2O_*74/^_MRCZ%_P"A35^;;P3Y_:-?>4/L:;!P^+XZ?Z#4+E/;-#4/!:S4#2[C$_S5@6SC,OI^N[Z/MS7/=#1/
C=7[F_\%9_^";NB9_S[M9=B-?G*O&#L@*^X/($M@T:TAW9|4E3V3JE@B9.8(@ .^DJ]_S4/2&7^G%N?L$MDM-%=?F3#3LN_P 8T G;S\(4)@\T$Z%4\7|(++#V?1V6
SXNMO"UQJ,L>OW>F+9R7'VN^GNR#$LD@7:9RGWCG;GC M.* /A3_ A@@_+|"@45>+\6[2>#0V\LBE+^W!J'R_#B+=\+G]EP?(\(HU'B!=(@OW:?`.&-YTB5O4Q7D
MGGC+1M/,9W9PA=%$4(#$[P/CG]GO]AK_(+Y?\&[//1WC>[_&-?%:V\<++X[?#ZJM/Q@\45Q)I]HUY'J<-N\IM9I+6"9+NRNXTFD5L*\)\Q@#* K+_1A10!^4?#[#W JMD
MK_#^Y^/O[J"]C\$O@9I-_=3^.L.%M[W4(OL=PL,3$&_G:X=^?0TY! MM!@8"WAO_+EV^\5^KE%%N !1110 4M44 4M^8 ^0111 +O '8!)0&0"&\)1NR&@
%^/\ E#9^T)_V3^;_P!'15_&%OYY_-(JK_9W@[GG=9?S9$/^\\\'*2Y_&2C1.G@=;A-2 *2 VRHB_+]G&+.+7.4FK5G8)/_V,$/KDU?3OJ90@D(@1VNRB0SA]T\
M444 9444 %%% !1110 4M44 4M444 4M444 4M44 4M44 4M44 4M44 4 M4444 %%%
!1110 4444 %%% !1110 4444 %%% !1110 4444 M%%% 'R!_P %^/\ E#9^T)_V3^;_P!'15_&%O^_M_P!!;2^_D'+_/2O.C1OJ3Y!_!03!O$)^W3XGH/!OH=X5=2
"E,_:[_.WC_P!/ MD]?O]0 4444 %%% !1110 4444 %%% !1110 4444 M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'R!_P %^/\ E#9^ MT)_V3^;_-'15_&%7]GO_!?
C_E#9^T)_V3^;_P!'15_&%0!^_P!_P:;?\I3/ MVN_^WC_T^3U^_P!7X_\&FW_"E,_:[_.WC_P!/D]?O]0 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%%
!1110 4444 %%%% 'R!_P %^/\ E#9^T)_V3^;_-'15_&%7]GO M_!?C_E#9^T)_V3^;_P!'15_&%0!^_P!_P:;?\I3/VN_^WC_T^3U^_P!7X_\ M&FW_"E,_:[_.WC_P!/D]?O]0 4444 %%%%
!1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% 'R!_P %^/\ E#9^T)_V3^;_-'15_&%7]GO_!?C_E#9^T)_V3^;_P!' M15_&%0!^_P!_P:;?
\I3/VN_^WC_T^3U^_P!7X_\&FW_"E,_:[_.WC_P!/ MD]?O]0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'R!_P %^/\
E#9^ MT)_V3^;_-'15_&%7]GO_!?C_E#9^T)_V3^;_P!'15_&%0!^_P!_P:;?\I3/ MVN_^WC_T^3U^_P!7X_\&FW_"E,_:[_.WC_P!/D]?O]0 4444 %%%% !11 M10 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% M !1110 4444 %%%4/$?BCP[X/TJ36_%.MVVGVD?WY[J8(N?09ZD]@.345:M* MC3=2I)1BM6V[)+NVRH0G5FH05V]DM6R_2,RHI=V
&22> *^=OB?^WUH&F-) MIGPK\/G49!D#4M1#1PY]5C&'6F ?]%LGDZ6#OB:B_ETA_X&]_6*DO,_0(M1 M@_YM9?\ @*_]N:9]D^-
OVG/@EX#+0:KXXMKFX7@VNF9N'SZ'9E5/^\17E7BO M_@H9IT;-#X(^'DTH_@N-5NQ'^<<8;/\ WV*^7J*'LV\:N,,>VL*X4(_W8\T\ IWFY_AGP[A$G7YJK\W9?
=&WXMGKWB'[M_X\ZT6&GZII^EJW1;#3U) M_^LN_C7'ZO\>_C3KA/]H?%%'7"#U2'4'B4_\!0@5R-%? XWBSB7,%RL6+ OB5;5EY M<\K?#7F[G#0CY\O[IO]\
HMK^]I\RSE\)O\!|2;?J/B._N">IFO'<_J:HO(M\K%Y'+8Y)_!17AU*+6H[1SDZNYZD*^<*:M%%)>A-;ZA?VF/LM]-%CIYAZ)^U9\?]!8?OB-=3J.J7T,<^?Q=2?R-=SX9_P
QRZ_P#CM>!T5]>X@8,7;F0)>DC.Z$P7J5,$V.DL!^ MC_%[GZ645@\:$EV@0%BOEF@1ZL*=ZS/&#*JQ[N(@&K2-(-S=V0&F\`)%!>O!6ATEH[T)EE^7>EWRQKI@6KP8N!=+L:E2
_LO4L1RLWHASMD_X"2?4"OVSAOQ*X4XF:IT:WLZK^Q4 M[V3]'=QEZ)M^2/S+.N"L_P D3G4I\]-?:AJOFMU\U;S/0J***^^/D@HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HH MHH **** "BBB@#Y_P""_'_*&S]H3_LG\W_HZ*OPJ_L]_X+\|?\ *&S]H3_L MG\W_*.BK^,*@#]_O^#3;_E*9^UW_P!O'_I\GK]_J_'_@TV_P"4IG[7?_;Q
M_P"GR>OWWO|5>*_"W@D7PY^\$_2WMK6\>2"T$6)8#;D4*DE3$"0@PGC=78*@ M2%.
&_B?GAPJBEL!E ^%MP2G6A2D%GQGBUCN#3+#<@GF(^G;HO-7G(%-3LX[Q@G %&$E;!(LR0?>H&]>/8]
MX=A"Y)X&USG(QG(KZ8L;ZRU2RAU+$+<3U2HWMKB)XXG~.EB%0M)T:\]?X#;QL_[?-CH
4NT@MK*VB4O)-+(Y"HBJ"2Q(K)|*?&&_X0>.OA#!!?2O!OQ)T;4_! M-SI#ZK;^*;*^22QDLD5F:X$H.TQA58ELXP#0!U!1-#P&#Y@;4P@F0!W11#SDP_M-<\A"N05U/V_X;?^2YWJ5J_P
(^%_$_A[QMX[QMX9T1UJVU+2V)1#=6K!W2+LY1)#=6J#=6J
@X!KD_P!EK]O:K_!16_9_V.7_7+0_D'%X^++?11H&/%Y+?]&O^J-QVW?9_F#8]19Z%@3_T?M]W+66J*B^^_.10]K1\GGEV_W-SK]>V3=C/X$1T?C_+@M5@B$T\D
M@3POXRO?)|OP_K/B&&&>+SL>3YV3BW\S(V>4@@C-KK]T^'*Q[KM)Y]+F_PQ@(Q[2<&/Y=N9QOYF/E=6T_;V@81^97+A?\G&:_C^>CA$L7=6Q-BKL+9)?KUL_%E?
=236+\0/B+X0^&'AV3Q/XR MU=+6V3A%ZR3/V1%ZLQ]/Q. ":^.OCQ^U/XT^,4TFC6#/I6@[L)I\,GSSCL9F M'WO7:/E'N1FOA.,_$#)>#:%JSYZ[5XTXO5^^&$,6LZ@N5?4')^R0G_
&2.93], M+_M'I7R_XY^(OC;XDZL=:\;>(KB_GY\L2MA(@>R(,*@]@!6+17\G\4\=<0\6 MUG]?6;UD_GT7DK+O<****^. M/HPHHHH **** "BBB@ HHHH **** "BBB@ H!
(.0<$="**Y[XJ_$?1/A+\/] M3\?Z\0T5A;EHH-V#<2GY8XA[LQ S@X!)/ ->ED^4YAGV:T,MP%-SK5IQA"*W M--*2$2Z]; W%V4N[&)\>4L,O.7VY5T]5'F;4+:QA9-2L?Y;XOQVS3&
<7XK,*M%?5*LVXTTE%TX;1LUHY62 MS7_#.ST/W/(\^R MKB+ K%X"HI1>_>+[26Z?_#JZU"BBBO'/8"BBB@ HHHH **** "BBB@ HHHH M****"BBB@ HHHH **** "BBB@ HHHH
**** "BBB@#Y_X+\|?\ *&S]H3_L MG\W_*.BK^,*O[/?^"_'_*&S]H3_ +)_-_P"CHJ_C"@#]_O^#3;_E*9^UW_P!O'_I\GK]_J_'_@TV_P"4IG[7?_;Q_P"GR>OWWO|5>*_"W@D7PY^\$_2WMK6
M:S-;V%I<@$>9!%-&96B/RN'8,.%*_$O_ :;?\I3/VN_^WC_-/D]?I+_P % M1_ 4:BT6^7C4^+ &7P8>I.LY\UZ!!JB!)Y65W,~I)\!!A;P'OW6-;+9,+9!:.>!C#D!S-
[:GQE_P""&/P"MH_V0OVVC|$_#D%SH4=S:^"O$/AB MW1(J&1I(HY842>58B000#_D.H#2!)&G^2'DF;Y%?'X(R_"4T.,B(W?RUK_(KU_H5Z:8T*D/5<6/=#G?/4S#YJF0+J+'
376^DWR11K$(I&D*R2.B$ %V%X_?I"TID 159]O 4L#70^+/V#OVF_#FD?\$W/]IX#35I/@!+I]I\4-0TN M_B:VTO[/X;CL7E#2,C2QF="JE%)(() H O\ O]_;#_X*H*?!X#M*H)F/+%DJ5<8
BU\7_B=H/@;X$:!X&T[4K+2+#5-0\X2-J#W@+F:6VA6/S-ZE6;;M8IN!6#X M@_M&?\%/??^"9*GC+XJ_9Z8JT+\B8"5YP"?7+Y%QR%BZ^A"1^6G9P7L(Y^`3
R2#ZQ P %A_V2/CG^TK\/A[\3_V6M*T_5?B7M\#OBWHWQ#(^'-4EM8/$V-$D9?R[?NHJ9ZVHUI"QV2$3MH?Z2E%R^V+%M#X3!?Y3M1Q'
/BMXL^)]Y81OQQ\S_"/Q'RM<:%X?ENTO84_>4=:$|K?8DMS'>R3 M^4XC*0Q_L_L8Z?|_B^)?:C=IOC7X6 #+XDZ 97Z^+M.L;<+):ZGY>&S-U]HNHQ"Y M.WR8]
[JLA=0#B(_^"HOQ?\90]^-/PJOOB=_P5(B?C=_B!M4A3B%$[1]J:&^\K'V9(K*CSV@\E.:\UR+9!MC<2O*\
[QK'&TC%*N ,5ZK^%.Y!&%)H(LW?(IK3N1,)V:EN#&!^_H$5@_`Y'/YR;NH;>/H7D/`HUH^HH*K-KJ"=CXP3`%OV%:`VY%.T@:Q
WX/\3^#]%EL=E%FF2;M0L5,KDM&]F4N%W $,V MP9%=Q_/VC_(C?\ ^"$S_C(4_%9\]3[1Q<2TW*R_1]NE]P=/6K]^5S:]:U%.U8W8Z7*\`0'J(>,_>L
%EI)_B1XVN[KQM5I0N%Q/=>(J5?[5=^;ZO$&&CM\]Q;@T =5^SOJ*-==D_R$I/ 3E{1|@@*B#L'>-9]O-/=&&@&R^0%))
/"USI]_"GQI;WZR3>*(Y8Y&NVDC$K&/ MRG6-1E$SN[U[E0!^87[6VM:__P_%F_"/Q+D\,ZI=V?[)WPGT36)GU*SF:+_A M;?
B>QMY61(G4@OHMC<1@EP=EU<1@#>D>5]"_X)E>'M<\7?\ !N3X&\|*>&-*G MO]2U/]GC4+33K&&UC+RW$\EI&&WGGC-/_P""47[$OCG_M ()I_P#!*6U#X6?
LKRR_'=^\"0WOBOP/J7C-T&N:N:W;+-Y5J9YIY;:RW"0IN MB"Q@N"P.*/E/]CK]HCX$$_\ !/+^1BCX8> ?^"EG_1)\;^$l)\,Z%8Z/XL^ M,FK_JT?5=/M[EG9N[XQNU$U#$795WNC.25
4D@5^ROA*7PM-X4TR;P,;$Z M(^GPMHYTL(+;[*8U\KR=GR^7LV[=O&W&.*_S]L]_[ ]I/_ (*1_P#!2;E]=_ 3 M_L$_#' '_@D9\0_AUK_P 1K!=#\3^B=K>FQ^'O#ME*Z_;.F>&5GOF5
P18T M#98, Q78WU/\>;K]KC]BK]F'X,?"]-;]ACX#VVQ5NM$UOP]X0\3+J]ZMLUAXG)KD?@?]^T7* P#@ MHO\ \%Y?? /Q>\!?#W7/@QXA^#PIUF'QOX4^)VD)H?BSQ?+J*"**S^P[F>XL
M[$*9S.6*B210H*_/7M?_4C^!G[4GP__P"P_C?P/>YI/PV\ M/:UX;:M4Q+21]6%Q:5F@`ml}^W@U>&SUF!1C4M-6Y=(HE.5>+ /V9O^"EG_]M 4[^
G[85U^QQXU^"/@#GZVUZYN=...^*$5E9>(/%%%WJ%%JMLFG06=I<3M%:Q M8,C22N%%<2.J@$$DD^>*CSDDT9+0&HA^Q[]Ts4i'@QIUCXB?+&XD9J+>=0
EUCJ&DVUOHBVMS!;O"WV.Y5MRLZ^0R-T(->F_$KXQ^$I/&_P , MOAO^V)XZ%K|*_P!B7P+X7\0_''5-EZNO?\$B:RAM]&TA$A#/=R6[.]Z4CW[I_MY[16707Z1_M!^./B'-!?3@
XK\>?"+X877C3Q5I>@W, AOPG9SQ_Q/]M^(SY%N M7D=%C5|-H9RPPVKN/., !X^T_?2H^.<ÊPE_P2?>|.^___VF1!H2X\|#N]"U:/3I@L%AZD0]C0XBHRPEV\UV\3FSXWDRH6
[G7PO^RMX2^.W[]3'_!67?7?^#C/BKFFCQK*|*?!C&L^0?L#S:FFPWC!M*^)(-I;-:MK;M5_)K7]ISW!M3@P==-M:!5FG\I^#W10WG\FD/C?XKN'T=Q#QHB(
(O#T.J/I;(^WRI+=IHW9BOS#;GBOHZB@#Y6_9& P"`MTG_!.W]LSQ_JIC|>PL\#OK@B9E(3!=IC]3AX!(M7+ALM5P\K(@*%9EH@M06U8JW^Q9)=
L_P"@^*Q%"8|/U>>V\G4|.SDYMKV(MK/!SSA'"DCY@1Q7Q[>_#W_@JP+1P_XGGP:|1^(_VN/V=[!_8L_;S_$&6JWEPE3XQ?2LN M?$VVUVVVC%&C0ZIDJF#%%J#5\-%L'_
K>VS_O+>4$$88;6 W(SJ0Q]AH*XSXU@Q@;(1D|0R1|3|Q7AA.I,WW5>+3|2KWNKNN23XWS=%KD2F|>3]&$$PZ`=Q|UAG1G@#0%OF<,5V[U%V&\?]%B9=9=K`XF
%OBW4&N+NX;Z)$G:-!_"H[#\3D MDFOR;Q)\2:/"=%X+!-2Q.'B_G- MKHO+N_DM;M6_BA\5?&/Q=\2OXE\7ZAYC1%;)G[B+V']>IZDFN;HHK^ M1,7B\5C;C\3/$8B;G.3NY-W;?
FS^AL/AZ&$H1HT8J,8JR2T204445SFP4444 % M%%% !1110 4444 %?%/[?7QP^Y9C M]M*-*BL[]+Y@7@JAN6@EE4:@ODM.(TB19NGB58F/JTD9J:4T7.VGUD@;DKQX%F?
[O7K.X4:Q?9M-$B."?/88 MT_=AS4L,FMY;5:J_PJ].+VNZG6*=X@^EMXF>PP]/@W3]Z?+4Q#72*.F_MX$$WDEV4.DF-HHHK_$@Q@^?HV4^:/\UZ*\HB5AQUK5AW
MB^C_->S3[1[W#!O$F:<,9@L7@IZ=E7]-9IC=Q^+O7,F]J5^1J1HRP(HJ@#E1BSJBDCRNPQAIB?`^HJL8.2T8O(WQIDJ-=7FNC,%^O_&V7^Y.GXS8)FG=-F
MR=#D8X6WE8_\NIDP&/\ JB?^>?W/U]1TD021N&5AE6!R"/6OX^XKX5S'=?A@&GB@"I!?>:T>LR_5U&:JO&WR8^"BY@O?E8%GG=WFI>X66J+-W?FR%%^"
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@#Y_P""_'_*&S]H3_LG\W_HZ*OPJ_L]_X+\|?\ *&S]H3_L MG\W_*.BK^,*@#]_O^#3;_E*9^UW_P!O'_I\GK]_J_'_@
'_@TV_P"4IG[7?_;Q_P"GR>OWWO**** "BBB@ HHHH **** /*/VK_C'_ P!5 /^"UG@SQ]XBOS&^5<0SV$8B_\[P'<#+%:&-K+E5?U+:"Q-LYNGVRXD-A]OS&:<2N@N=Y
*** M* "BBB@ HHHH **** "BBB@ HHHH ^)/VW'^'\1_X*5_M'?\ @HYX-CXB F3/T[/ MY]V1>WQE9|C=K%D0WR1/ `#K!+8M2+U[P.^F[+%N;K>5T/7E2(U*2F!G%B5,^7E+NAW
(GO8=*2RDO\ P_XK@@@ \RZTG48@3T?;&&A4&AYFD<@X[B\LYVV[<%&=JPXC8RYAUOEA_6ON@9K_6&P9*7@Y5J3:64%NTX1\WG%4V=Y<NQRGN5,P/2HC>Y0P
9T.#=XTX]WUD_[L=WW=ET>!Y]5PEWXDS/-:R@ZCA/%?K64V^(C@&R4&G7KE5)+&.7LZ!NXW8R9KHOOVS1/!)W9?F=TU8!H^;+*0%]!Y=/J8%*@6D%28*Q=?5X
[.LC#.< [@/* MUY?117^Z'#G#^5*9#ALGRV')0P\(P@O**M=OK)[R>[;;>K/\<,_SS)%>;B-1QITC'JZ@?NB>JCR^H0-^4]3Z7J>I:)J=OK.CW\UK M>6DZ36MU;R%)

{9$8,K]PY5@0"":.017SG%/#6!X]RF>#Q"L]XRZQET;_)K]M/-M,^CX5XFQW"N;PQN'=UM/24>]?Y‡]'9^1_4+17R__P $KOV]++]MKX#H/%5[*

M"GCOPNL=[XJM5PIN001%>HHZ+%.X#A9%<8 VY^H*_Bl-/_3Y/7[_4 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%4/%'B/2O M!_AV]\4ZY/Y=HJ[\|[]]C.!ZD! .Y(%15]TZ-*52H[1BFVWLDM6V5"$ZLU-M""'NWHEW,/%?VWOC6WA#PNGPP\/7FS4=9B+7[QMS#:<@K[&0@C_=#>HKY$K;^*

*M(OCG5OB3XVU'QMK3?O[^X+B/=D1)T2,>Rƒ-/PK&$C^% ^:N*]W%W+3&-OV:!V MFNT@M\Y?$_-VV2/ZGX5R&GPID\,/;WWK-lV?/Y+9>2OU"BBBOCCZ,*****."B MBB@ HHHH ****

"BBB@ HHHH **** "BBB@"GXAU_2/"NA7GB;7[Q;>RL+9[MBZF;G9&BEB<=S@<_7=^(&1N@X:& |_24@C_GD0>M?*%?ZJ M?0[\)O\ 5/A*7%684[8K'Q7LJK6&'O>/_@UI3?>"I];G^;?TJ?$S_6;B>/#6 M!G?#8-OGMM.O:TO_4KP7:3GY\1117]F"\GA1110 4444 %%%% 'K7[$G[5 MWBOJC3]H?1?C1X<\V;TAD^S>(,_C? U#3Y"|;A]-W ="> Z(3P,5_0]X\;^ M&/B1X-

*TOQ_X*U>*_TC6M/BO=-O83\LT,B!TB>F01P>1T-?S#U^L'_!OW^V') MXA\+:M^QQXUU0M,7"L<=ERS MC#Q>4M)VZPOQ_VZW_X"M29'[;X.<5RP.8O\1++]W6UAY32V(1))?

^:)6W9^E ME%%%?S,?TV%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M% !1110!\@?\%^/^4-G[0G_&3^;_T=%?\85?V>_P#!?C_E#9^T)_V3^,_T M=%?\85 '[_?

\&FW_ "E,_:[_.WC_P!/D]?O]7X _P#!IM_RE,_:[_]>/_3Y M/7[_ % !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !?SK^WU\3VTW0=/\

A5IESB342+O4@IY\E&Q&!]F<%O\-MF/6 MOHEW2-2[L%51DDG K\^/CC\0'^)OQ4UCQ>LI:WFNC'8Y[6Z?)'QVRH!/N37 MY%XR\0O)^%OJ=)V]8E\O _;BUG[^D7Y29^A^&V3K,

<]^L35X45S?IO/2/ZRI4 M&/#5 M]J4V1N6TMV?9[L0,%2@9[WK0?W2;9\W7XTX6P\IN6>^C\KR_&*:/G;BO M?M6_X)_$BW0OHWE(4;H@<+.)82?*

R5A7G_C3[F/XW^!8WN=6\"W.IN@):YTX MBX0#U/EY91[L!7'F/ W%^50<\3@JBBMVES)>KC=+YG1@^*>'W+8-Q.W$<0[,Q&2 <#)Z UTI!-M4E6&".H-?$?[>GQP/C[X@+!-

="N]VD^)66X*-|L]fT<^XC&8QQP?,Z@BOT3 MZ/\ X5U?%;Q"H8"M%_5*-JN(?_3N+TA?O4E:"ZI.4E\+/S_QN\2*?AKP-6QM M*2^M5?W=!?WVOCMVI]\GT;48OXD>*

*(^)_$fL^,/$5[XJ\0WC7%|J?%K)\U,W\3 MLK;>|;ZMA1116A 4444 %%%% !1110 5W'I-?QS\2_LU?;,PO\M MA:*V)\VE%II]FG=/X, IW\ 1\0?"% ^MU6N:9!?Z;3MD%*

MPGLƒ(^Z;_AKB+/**F0YW7P$_^7OW^K\ ?\ @TV_Y2F?M=_]O'_I[GK]-M_J "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH ****.:_;>\;GP'\$M)9I;ZX3/*

= CC/_CTGY5\OU_(^C5FIQ_&#PJ?NT(1C_V] M)<[?XI/T/Z)\,\O6$X<5=K6K)R^2!U?DW\PHHHK\B/T,**** "BBB@ HHHH M**** "K&E.5]6N:C#I&CV$MU=7,@C@MX(RSR,>@

*'6C2M*U'?-2@T?2+*2YN MKJ58K>")(KJ(:JO (IMS#$>P'=.MNK'VP!JQP/P/F'&F8NG3?)1A;GG,;R7>3Z+IN_/Y?BCBC!\,X/GGJU27POI^.'M;I>=(MK&UB'[NWM(%C1?P4*

5;HK^P.'>$LAX6PRI9?147UD]9R]9;_) M62Z)'\ZYSO!FN?5_;8NHVND5I%>B_7?NPHHHKZ0\4****/,_C7^S+|-OC7H ME[;7]HVDZO"O&_A^TU72-3MFM]0TZ_@$D-

*Q$PP596X(KZS@+BC_ %##S&K?PM"")7<75 M2BHRGRWL^9*_-%-VO=:O3]OD,.^$Z?'.7TZ.(K252BI>R;;<8\UKKE;M9V5[M6>BUZ/\ F%HKZ\ X*I?\$T-6_8F\<)X^^'4-S>_#?*

*7[LIIEQ*QO>32;@@MICF M;]1@$QN>652#EE);Y#K^QUJUU*S(:'IV"595Y^]BOZ8_#'B+2_%_AK3_%FAS^,9:I8PW=6+ M_?BD0.A_%6%?S1XVY4L/G&'Q\5I5BXOU@]_FD?*

*(_IGP0S5XC)\1@)/6E)27 MI-;?)Q;^9>HHHK\2/V**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH ****/D#_ (+\?\H;/VA/^R?S?^CHJ_C"K^SW_@OQ_P H;/VA/^R? MS?*

*| HZ*OXPJ /W^_X--O^4IG[7?_ &\|^GR>OW^K\ ?^#3;_)2F?M=_]O'_M *?)Z_?Z@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH ****

"BBB@#X1_>\0G6OCS=V DW+I=A;V]|#^;?;>UE/Y5Y#'76_'K5SK MQ0?4:ANR#KEQ&A]51R@_117?)5__?%>->8\3XW$M_%5FUZ M1X:C_+"-6RO^(4445|'>>N%%%% !1110 4444*

*%%%:G@CPM>^-_&&F>$-.SY MVI7L=NK 9V!F +'V R3[":-&KB*T:5-7E))=VW9+[R*M2%&G*I-V23;?9+ M<^C_-A;X)0VM@_QE\16>9YR\.AI(OW(^5>8>Y.4!] W]X5](U4T#0[-\,Z'*

M9^'=\@$5K8VR06\8_A1%"C!\5NO[SX2X=PW"V0T!N0GE)4)!VR(P5U;LR@]J_G9_:>_9\\8? MLM"';Q'\"_&ZEKO0K\QPW0C]>6[/#<*/[KQLK8[9%(/-?TGU^9O_!Q#^S=*

*M:W_A3PC^U5H5@HNM/N?[\02(O,D$F^6U=O9'$R9[^>@[5^O>$/$M3+,]_LV MI+]U7V\H:/_ +>2Y7W?+V/R#Q@X9IYGD7\HTH_O:&_ =P;U7_;K]Y=ES=S\I M.***_]8_E8****

*"BBB@ HHHH **** "OZ#/^"6?Q%?XH?\ /\ ^&'B&>X\ MR6T\/#2I23R#Q92=@/OMA4_CGO?\:=?M-_P;|>+V\0?L0ZCX=FDRVA>.]VL*

M0GI^)\;3@_BTLGY&OR'QHP:K\+4ZZ6M.I'IFD_C8_8/\7&.AQ54H/:I3E|\ M7%K\+GW-1117\LG]4!1110 4444 %%%>< L\?M>_LN?M;:=]NK?!QP'_ ,)^ M/+?

*0KI+;69?"VMPW@LI7!9$E\MCL+!6(SUVG'0T >C45S/A7XS_";QQ\1?%7 MPB\'_$32-3\4>!FLE\8Z!97R276C&\A,]J+B,',7FQ RNQN49%=-0 45F>(M?&W@SPC=Z;8>*_%VF:9/K-*

*\MEIs.H7\<+WUR02(t0l RR>D(N6(\XK"^,/ M0'P5_9^MO#J\:_B9I/AF+QT7XGM?#GAQ)6NA$-1U:Y#FWLXL 7<5^ZZ>+"_-_P!FOP9XZCO?&_PXMM,G\:,$ME<(MVFQZA"TUFQD>,12>9&G-B-V*XPVT\4=W117A.E?\%//^">FN?&\/V:](_(M^'ISXUEU9M*AT*+Q%"6EU!2 UDDF?+>Y#$*8%8R:CMVYXH*

*]VHHHH ^0/^" _M'_*&S]H3_LG\W_HZ*OXPJ_L]_P!"" _'_*&S]H3_LG\W_HZ*OXPJ /W^_X--O^ M4IG[7?\ V\?^GR>OW^K\ ?\ @TV_Y2F?M=_]O'_I\GK]_] "BBB@ HHHH ** M** "BBB@*

*HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** /S:\57C:C MXHU+4&,3/?S2$_[SD_UJA3IV9YG=CDEB2?0IM*.>2V33BH4U M%=$%%%%@1EA1110 4444*

*%%%% !7LGI#'AN/6_CBF[3)E=)TN>Y0D<;VVQ#!) M&/X5XW7T5_P3QAC;Q?TXDN#]Y-/@4?0R_3_(5]OX;X6&,XYP-.>RGS?.")],NES'<^'KV*0>JW\Z/&N_*\3//9G0Q$-*

X3C)>]DF<&;X&-RROAY[3A M+]'%H_F4HHHK^]3^.!@HHHH **** "BBB@ HHHH *_67_@W!UIY_A,\3_#ID MRMKK^GW(3T.L$]D_CY(_*OR:K]2O^#,*5VM?C+*

*1\JR>\'V'U(U+/\A7YWXK0-M4=-_\E2*_4_1O"B;CQWA4NJT_"PIS?ZYA445_9%%%% M% !?_/. 2$+"_ \ !-'IF7!E_P#X*GZ,3._#/XIWFN_#;!I!5XALVC;O7]H:'*

MXAE[#R)"+661ONPLBJ,O7] U? G_ 2P_P""=>OQ_P $)-!_X)V?MS_"Z?1; MO6=+\4Z;XJT"XGAEFLX[S7=1N;>9'B9T$JI-\/&P),$/!7_))^">9!_P""' MW7_!0T@Y!N_A3@C_*

+%:2OG'JK+_ (/_MY?L3>O?O,^(G_!9K]D'Q'XZ\ M(VL]Y?\ [/VG^%E5KYHJ7DEA-!-JEO?AVGU"ZG9M\<0&T22*IE2--X /0O\ @KKXY_;_:GU-M'_@GQ^T-\/B1X>|*

*(;:\0_B7X\2?"OXJ^_&'8WA#PW-_ VH>#/VR_!WB3QIX6#I+M/VN-4D6*X9\&#+CRPS2';D+S0!U?0W5/L?I?[2_ 4#U\ ]X)T_L>/O"/P*

M[B^&O@_3}>^+'Q3\5^%VUR:TGU LUCIEC8>=#&{M"IF>25\;3A=I3]Y?_8D_M;2_:HM_VC?BU_P $\/VXIO"VK?$SX.^$[3Q7X8\=^$--DLK'Q.H/%SOC6YDLY M'1[F6[U M

*P.T4,L]R5*0ABR*&&=%9@##P;]EW]]7_(+\?MO?\$W=' X*!^\/C=\"?!<% MOX:U35M-\-'P/=7]SXK-E/+_#VGZKK_(A^(\+W&BZ#%N*7Y4&2,-B1*

M6$1E=5P1N:.Q_P#@DK^S#\=_V?/^"(7@S]EWXQ_#NYT/Q[IO@;?[&^\.3W,, MDD5Q<7E_)#&7C=HR66:,Y#$#=R1S7R?\0?\ @G=^V1IW_!&_]CSX=^(/V6KG MQ]=?

*_Q!8ZY\7_@#-JELLOB*PBDNLPC+M;W3Q&57$#*ED#D88C:0#L/V;/\ M@K=\9/__!0GX5?UL?[+_&'\ 3;K5/A?HD>G:GX3OH;5Y[=V*

M6VNIB"XMI2C1DEMX/S9&W#^'P?L-?\IZOVZ_^Q:^%_P#Z9KJO(=9\"_M;_M_~M +;?[?Q<'^G_)\G4_@C\+/A=\0;I4-9O=?O=(L14V2Z;)"&?3;-SY%NC;5!*

*M+L[LXQ&JJ6/TK^R9^SC\;_A]_P %?_VN/VB_&/@*XL?!?Q#T+P!!X-UZ2XB: M/4Y+-#3+B&[545RZ>7(Z]=ZKG/&10!]3_ !.M=;OOAMXALM:\6G0+.;0[M+O7 M1!?"*

MNK_$QJ2^'OJ2U|#-BZN_GQH?W$_M;8^ >K?M4J%>_%]FG0/$RZ-?^/O &K:!9;[^]9:57=) CN%Y,89QN Y[@.M.?FO8Z/^V3\;?\ @F_X>_X)&?M+_P#!%WQ;K'C3PEX2L/#&C>-*

W\4:9:^$; M*3X%M;'Q!#J]3FXMY(TC2B2W\83:A<-<72:G#/.M,UU#]*X2MPWE6CDC11N#*&E^[I ./D# .@OQ_RAL .;$_P"R?S?^CH]_C"K^SW_@ MOQ_RAL .;$_I)_-

_Z.BK^,@#]_O^#3;_)2F?M=_]O'_*?)Z_?ZOP!_X--O M^4IG[7?_ &\?^GR>OW^H **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH _-*

*4H#:ZC<6I^XF=?R)%0UN?$[3CH_Q)\0 M:24V_9M;NHL?IL5#*E8=?YUXNB\/BJE)_9DU[SL?V-AZBK8>%1=4G]Z"BBBN MXN?L=R6. $F!C!/L&*M_P&OJ^:LQAE7%^"Q.W:*J*

M13?92[UOY)W/ XIP"=5N@2<99+25E]R0 /80RO(<5BY.W)"3^=G9?-V1^&U%%%?W4?P MB%%%% !1110 4444 %%%% !7ZI_\&V^GM'X<^+NJ$<37NB1 ^Z)?" VI7Y65 MJZ?

*\$MOB_P#\%$?V>?@1K/CO]CS_(){6/OQ\/:OXKFA\1@?$^R\/\7]G+;,VU MN4$"W:,LZ[9W)Q@Y&I*AY?OI_X(9?M:Z?+'Q\$D??'BKX%7\13Z^4TGO^1K^0S^OC[_**^ M]?_*

(.=/^",,$BV_B[]IW6O+ARLZ6LSIO5&W*.2O->]4 %%%%?AS_P2/\ ^":'[$G[M0W_!'K1_VW?VH_C3\OO!7BV27Q+)]GQ4T_XQZOIK:0MI]M!#<)&>K[,ICBA M3@OG<5Y!).0#]OJ^#?*

^"3/[=7CI1?\ @AAX,_;F_P""BOC6]BET/PIJ6HZ[MXGU:W;I9J.EVU{<165TZ?>EFGMT@VGEIV&RQDR:7BQ_(+&_M9?![X9V7[6 M7[1__!#Q1X+^ UQ+:SZEXU;XE:?*

>Z_HFF7,B)#]%[H44(>)/WL;21I<221 M3N7((-!J_P!%?*OI;/\ P4QU#*X!_%[P9^RM^RQ^S?]?QR^,7CK09?$,D^#-&_M\1VVDV=CH4,B-M4OM1G5XI:!I,QQG8_F.I48)4-B_LA?\%-*

_CE\;/WWM3_8&M_:=_82O_(.^M^%7_">"""2>\/V+'HE,,<5L"$5W R-Q-0:E_P2;,^" A7P]^T1+VK_P2R\2 M_"SX&^(=0LH)?B,?B18:K?>'H;V1(J2ZU;28H4ELH6:2,.1)*

*(T18*RER$(!^ M@5%?(G[;7_!4_7OV4/VK? G[(*PT_8[\7_%SQ5\1/!M_K7AVV\':I;0GS+>5 M8Q',UQMDB@&.]>]T\@6-1]UR0#%^Q9_P4Z^+7QO\ VM/$'[^O[8O[$^I? OXI M:,X*3Q?*

H>DOXYM/$5CK>B&Y%]HQ#>6L<;K(DS!3%M)X8Y&TB@#[JGKOB#0? M"'^G-K'B76[/3K1&57NKZY2&-69@J(@LY !)(]20^0?C!^W7_P %2//WCWQ7 M:?"7_@BYJ?C#P,X;U>*

*fMK+O-\=\(fTV\URU@?"[IO/_@WD7!K?X-17T7A[OGXC*7%I:ZI"$N;26+Q/:6]Q;R MA25WQ3PRQDJ2I*$@D$&@#]3F\'_Z_BK^,Q_P:,?\4J+V MN_] /D]?O[7X _\ !M_RE,_:*

[_[>/\ T^3U^_U !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'P?^U=H;;#\? M_$=OLPL]RERAQU$L:.3^,$?A7G=>^_

*!0+PR=/^(VD>*HTPFI:486/K)"YR M?^^9$'X5X%7\'\=X!Y9QCC]#5OWDI+TF^=?A)'}6<*XM8WAS"U;_ &$GZQ]U M_B@HHHKY,^@"BBB@ HHHH **** "E!*D,I((/!%)10!]\?*

LX_%6'XN?"VQUV M:X#:C;]+754SR)D &X^SCZ#_\"(5WE?!OL/QOO?@GXZ749RIFD7^V'5[9>2 M4SQ(H_O)DD>H++#OD?=.D:OI>QZ7;ZWBM[\2&S

*M+BO(8PJR_P!IHI1FKNMHI^DNO:5UVO\ S-QMPW4R#-92IQ_A\C(X:OO;_(*]?\%&-_9_^%DWPA^6N(M?B-XILF2V,#_ #Z+9.*K7C8^{(>5B']{+|$PWX@NS.Q=V)8G))/)-?T%X.\(*

MU83>>XJ-E9QI)];Z2GZ6]U=[R\C^>_&3B^E."R+"RN[J55KI;6,/6_O/M:/F M)1117]!"\]A1110 4444 %%%% !1110 5^[/_!$CP4?"" .!.[PE?RP^7+KVH M:EJ4JD8)S=R0H?

*QCA0_0BOPG56=@B*22< =:_I2_9C^&*_!;]G3P-\)S (Y M/# A2PLKD =9T@02L?-V.5+(L-A.M2IS?*6G^,D?MG@?@?75S[M$%XMD2G3Y?*

G.2;_"+,YHHHK^9C^G!LT.5QT\2NCJ5=\7(8']"#U%O?UKIZ,/P1\,OAM\,K6>Q^&_P / MM#\/074@DN8=#TF&T29P.!F$2J&(&36Y110 5^"?_!+[_@@9^R5^WY_P11*

M,_%RU^`]GX5^/5]K&N7>@_$:]$\ZI>V6MW:VD=W93,]O-:LD4<4B&$Y0YP2. M?WLIHI _)?XI?%WXX?\%=_P#@C1\?/^":FJ?"\,_A#/VHOAOIFG67C?X701B".

M^FTI4+2]CGTS5D++:?D5]5AV.55I43<4:.23R-_BS_P &ZOQ-^"G!A?'+X_ \M1%-%\>KS>$M2L,X7.5M?16ZRS1QR0;0'0P:?7<,'8[!"+3]I)MJGPC^V/_,'%_B'XQ_#OX>^-*

*=#\/#]C"&RTBZ\;^%YM(FUB%?%8<7UO;SXF^MS.9&1'D1&8PN0WN:S?9W[9_P6_;T^)^K>&<=>_8F_;6T3X6?V5%=Q^(M%\1_# M2#7[37/,)AD+M-%+;-#LEP(R1)YQW?<6N7_*

&& _^">_Q!_9]^-'C?]KO]JC MJI:?XN_&/QYI-EHU]XEC\-0Z-1^CZ/:L\]D.G6-G$\GEQ^8Y=W9V:1E5B%.XL M ?G-HG[,7QD_:?\ _^"&'[8_P]^#/A"ZUCQ3%^UKXKU[2_#B0L7UA-/UZQOI+

*M9$QF1GB@DV(2[A%)>>H_\+2__(*T?LD?\%+O^">&N?L3_L4:O?7CZOQT/M&BVL=*TGX6P^[N/4=*N&NX'NY-3$D02SCM%200*S;=R @E,N/UJJ"'3--M[MR74;?3X([B< 3SI$*

\@'3C0OV8 M?$6G3Z@8SME>*2VCW$]BVW.#ZUM?$&RN3_PF>^*^]Z* /P@^_OQH_X)Z_&R_\=+_P6Y^*OQA\8?M*P_$75]/;X#P.

MGXJC6PC2Y=;"RT32M(:&;*2#RRKDL&9R[.!\YS] TC45_X,V/!FF1Z-=1S# MQ_"1;/-WFHQ_L:4X*]>!7]T'3--.HC5S!\'VL1>4+KRE\]P)G.W=C.,\XZ5 M/0!X1_P4/_;_/AC_P*

$WQ@58_'WXL>]?O=.@^A*TAFNEGNQ.MV2%9I8E\]>6=QW9Y& ;]WHHH ****/D# @OQ_RAL .;$_P"R?S?^CH]_C"K^ MSW_@OQ_RAL .;$_]) -_Z.BK^,@#]_O^#3;_)2F?M=_]O'_*?)Z_?ZOP!_ MX--O^4IG[7?_ &\]^GR>OW^H **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH \4 ;M\'G7O@]'XD@AW2Z)]*2LP&2(H/*

MW;#_ +Z.9_X#7QM7Z0>-O"]IXV\'ZGX1OL"+4K&6W9B,[2RD!OJ#@_A7Y$ZM MI=]H>JW.BZG"8[FSN'@N(SU5T8]P_ @U_*OCIDSPN?4,OBO=K0Y7_BAI^,7& MWHSJZ\R5?*

*:;N#D]:5Z***_#3]2"BBB@ HHHH **** "BBM7 MPCX0U/QAJ7V*Q&R),&YN67*Q+_ 4GG [^P!(ZL%@L7F.+AAL-!SJ3=HQ6[?\ M7W;LPQ.)P^#P\]J>2C"*NV]D@\|*

(^$=3\8:E]BLALB3!N;EERL2_U)YP, L 2 M/!?X)?$+_A4EC#X5$4D^C>8BV9(V)RS]>Y)))?@>F*XO0M"TWPYID>E:5!L MB3DD\L[=V8]R?\ , 5G]FZB7;=Q _1XSI/H1U!]*

MCS5NOF#PYXK\0>$KW[?H&IR6[G[ZJTT5@:5|4?A_K"AK/Q7;*3T2XD\IOIA\5K)K6CR+O MCU:V8'H5G4_UH LT5GWGBSPMIREK_P 26$(^_/2[0?S->4_M_MO?"S]FGX1 M:S\6;W3-

2\11:/'&9;'18E#L9)4B4EI"JA0SJ6(W$#)P<5OA<-7QF)AAZ,>: MG9'LU?&7_ 48_P""O7PL_9+T

MZ^^&7PAO++Q3\1BC1&VBD\RST5NF^Z93\T@!0=W'SE!C=\$5L"$O+R-Q-0:E_P6;,^" A:M2IS?*6G^,D?MG@?@?75S[M$%XMD2G3Y?*

*@?%_C)"=*6%R).[T=62M;_M_!%ZW\Y6M_+U-GXB?$3QM\6?&VI?$?XC^);K5];U>Z:XU'4;R3=)-(?T P MHP% %8M%%?OI.G"E!0@K)*R2T22V2/Y^J5)U9NS_*

/!//X)G!H/!L_X>_#.>T,UE-X@BO=50CY39 MVH-S,1/8,D3)GU85_1++7Y2?\&[']/LVH^,/&O[3VK69^SZ;,+X?T61ER&GE M3W++#T9$6!?I.U?*

*JW7\J>,>;K'\4+"P=XT(/_;TO>E^'O5'\6^#>4/ <+/% MS5I5Y.7_ &['W8_CS-;3"BBBOR8_6PHHHH **** "OS:_;5_9C_X*S?!#'GO MQO\ M,_$;_@N:^AZ_P"$M OM\"_\%"?*

BQ\%!)\3O^AK1[,P]\/K=7MUUCQ'MJ3K!9Q1JY+QPRLPN=D98<@%F)M?LJ?LZ_!%%]7^*V@?%/II3_@KY9Z_KFF MW:WGC;X,^!?

*VCQ:%,1LK**G+)\[U!MC=L"YD;>Q097M7Q)^VA\0OC%^\1_P; MW_LB_M8_MMZ5>SVND?&_PAXE^-%W:12V4D_AF.\U#3CJ!^S,'A\^"XM)M\6S M!G#)MA^7'?7|*

!8;]BCI@G]B3?R2M5_P#!,WX=^&> ?QO/O,\.0?!,4_AU MJ!?2Q8]U=QI+9D1R,-0MY;9W9RP2<6VR,K 'I%\$\RM_L1_LH?\ !0WXN_%F=I

QG^SC_P5=U;X1^&)+"'*P;9_!GP_K:0S(N))OM5\AF8N>=I.%Z"O7_ !Y^-MTY\ OAC\8_!_!/GC_P"*6EZ5XT^(NCX,\W4C"XU86R>9/Y0 (.Q>3DCBO* M?^"'K/[<-*

S^P7^Q]K'Q.\%Z1_;'Q"17MOX7^$_AF-!)+K/B;_8PV4*QG_6!6 MW3.O&4A< Y(H ^=_^":GQ-_X*#>(_P#@IY\8?@3!4/V^+[IXY_"7X1>#[?2?$

M>M7WPTT/04C\:74\4PF[=M.@#$_9K..59LR822<(R9"M7B/@GJ0#[OZ7]@OX M;_\ !:G5OVM-3N]_\+;HYM=^)'B620O+KGB.] M;SK^C=5S)F0^6C-SY<48/(KYX_;=_P"""=7[WI!?

PGU[!K?2Q\XP^)MS\-/AG MXCE\?Z#\CXS9_"H\2M<-+:K;6/E>9YDM,,OE6YE: 33@^7@D4 >R>/?VC?C M+\6_^"F?AC|CO]G;OC_97A?X9^',*

/A+/C]HT&G6]P9_MB/%HWAY7FCD\B2<-MB6]E9 L@@MXPKKYAS]2U^1&N?L^_&KX;^(OV5/V9/VD/B%K^@:Q^UM\6?$_C

M/[J#6/"GB"YTFZOM4BT5KVQ\.+>VTB3P6D86&R$44B[EM#M(W&OI/_@DKKOB MWP1^T[^UA^QI8_$/Q'XG^'7PB^(FB02#N]\4^(+G5KK3H]0T>[O-+%Y=/)-M+';3_*]R.[(`OH*

*^Y**** "BBB@ HHHH ^0/^" _'*&S]H3_LG\W_HZ*OXP MJ_L]_P""_'_*&S]H3_LG\W_HZ*OXPJ /W^_X--O^4IG[7?\ V\?^GR>OW^K\ M ?\ @TV_Y2F?M=_]O'_I[GK]_] "BBB@ HHHH*

**** "BBB@ HHHH **** "MBBB@ HHHH **** "BBB@ HHHH **** "OC/\N#X;MX/^*P\6V4&VS\0P^?D# MA;A,+*/Q^5_]YKI,KSS]WX5GXK_GO=+1;,S-2L(\ 3-+P/F:1 U?_>)?*

#;XFX4K4:<;U:?[R'=N-[K_MZ-TO-H^MX)SI9)G],I-VIS]R7 MH]G\G9^ESX.HH((.",$=0:*_B(_!**** "BBB@ HHK6\(>$-2\8:G]ALALB M3!N;EERL2_U)[#0[$CJP6"Q>8XN&&PT'.I-

VC%;M_U!V[,3B<#0[$CV30|#TSPYID>DZ3\L MB3DD\L[=V8]R?\ ,:'H>F>'\,CTG28-D2 M]AWA>#\)]8Q%IXN:]Z72*_EC^KZ^ED?SEQCQCB.(\1[*E>.'B]%UD_JY?HN*

MGJ%%%%?IQ\,%%%% !1110 5C_$+P5I7QC\!ZU\/=<9EL]^(K"T6.P\6V.6]Q>5"519^8IUST9S\96_Z[CUKYOK^ZICS.GG.3T.=#:1 M%?2]&UJODfKY"\(9YE=3)\3CZI/_-6?

*S"BBBO5/#"'BBB@ HHHH ** M** "BBB@ IT$$]U.EM:OO))(X6.-%)9F)P .D!M?7_ /P1:_9/E_:-_,YL M?&_B#2C-X9^'OEZQ]3NF8Y.P,?L2Y5B,|S6C@*'Q5)))>BZOT2NWY(_67_@GO*

*LW'|E/\ 9&\ ]^_'*_M%Q>*XW]'<=+4#BI?-F4G^+#6&0/IV]:KHHHK^&,=C*^8XVIJSO.I) MR?]W=G]U8'!4,NP5/"T5:%*BO1*R"BBBN4ZPHHHH **** ([JUMKZVDLKVW*

*MCFAFC*30RH&5U(P5(//!'!'!KY$?_((§?\$;G\?I\2_^'?'@!=2CN1.L"6LR MV&\:.#8B3[*5_P!@Q;?:OK>B@#)U!P%X&\4^"+KX9^)O!NE:AXT9/+;W>\E*-$4^4H1MQQC%>|_LI?\$?*

_@F?^R?\5$^-O[/W|'?A M+P]XJMQ)[@UE(YKF33]^=YM1<22+:.$AF&80APQ'0D5])44 <)X_9C^ 7Q.^ M,?@_]H/Q_P#"W2]5\:?#\?0|&>(K]-C<;2+E/+G\H@@#>O!R#Q4WQ)_9T^"'

MQ@\3>?BA\3_(;;;KFO?#[4\GPM;:2^%6F>+-#AU"$_M+74%=7M+H+/EW,$T;++;S&8"2-E8!F&<,05_9P_9<_9]_9$^:A^%?[-WPKTSPGH3W\M]M_P#!?*

C_E#9^T)_V3^,_T=%?\85 '[_?\ M&FW_ "E,_:[_.WC_P!/D]?O]7X _P#!IM_RE,_:[_]>/_3Y/7[_% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !

M1110!\5 M:MOAO\17\3Z3:[=(U]VGAV+\L-QUEC]LD[A[.0/NUX_7Z&_%_MX8Z/A7?2 5]X+U;&9=]G\L9VBN(F[$=QZO@C!!{@@&U>ZBSP=+AS/7C/;_9\0VU;:,JY\OYH^3:7PL*

5[A^P'^Q/XV_;C^.E!\.M$$UGH-B4NO%FNI M'E,"SW=%)X,TF"D:]SEB-J,1Q/[./[.GQ1_;G^:+>F?!OX2:&;S4]1DS+,X(@ MLH 1YEQ,X!V1H#DGJ20J@LR@_OU^QG^R%\-

/V+/@K8_"/X>PB>;B?7=:EB"S M:I>$ /,^,X7C:B9(10!DG+'\V\1..:7"N]AAVGBJB]U?R+^=_| MJ>[\DS] M*\.N!:W%68+$8A-86F_>?\[_)%_[<^B\VCOOAU\/?!WPG\"Z3\-?A_H<.FZ
M+HEC'::;8P#Y8HD&!SU8GJ6.2Q)))))K:HHK^1ZE2=6;G-W;=VWNV]VS^NZ= M.%*"A!625DELDMD@HHHJ"PHHHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@
HHHHH **** /D#_(+\?\H;/VA/^R?S?^CHJ_C"K^SW_@OQ_P H M;/VA/^R?S?\ HZ*OXPJ /W^_X--O^4IG[7?_&\?^GR>OW^K\ ?^#3;_)2F M?M=_]O'_*?)Z_?Z@ HHHHH **** "BBB@
HHHHH **** "BBB@ HHHH **** M"BBB@ HHHHH **** "BBB@ HHHH **** $DC25&BE0,K AE89!'H:\2^)7P"L M?!EM-K?P^TI(M..1IKNQA7F%F.2X]5]OX0
!\HX]NH(!&"*QGA\/4KQK2@G. M-TG972=KV>ZO97MO8TC6K0I2IQDU&5KJ^CMM==;7T/D^BO7OBE\"DNS+X@\$ M0!)>6GTY>_J8_0_[/3TQT/D'G0JJ\9IQ:[H]
MS7W'X4ZA87NE7\^EZG:26]S;3-%<03(5>-U)#*P/(((((]JAKWK_(*4?"@? M"O\ :TU][6W$=EXE5-=LAYFXDSEA.3Z9N4GP.PVUX+7]VY3F-+-LKHXVGM4C M&7I=7M\MF?
P=F^75XGDP1'&N1D]22%4,Q"GMOV)_P!@ M3XZ?MQ^-O[$^'6E&QT&SF5==\67\3?9+!>"5'3SIB/NQ*;T, M/]@[]@[X6?L*_"P>$?"*KJ/B#4523Q-XFFA"S7\P'"J.?+A0DA(\|9))+$D^
MZ445_*&/Q^,S3&3Q6*FYU)N[;Z_\#HDM$M%H?UE@,!@\KP<,+A8*%."LDNG^ M;>[;U;U>H4445QG8%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110
4444 ?('_7X_P"4-G[0G_9/YO\ T=%7\85?V>_\%^/^ M4-G[0G_9/YO_$=%7\85 '[_'_!IM_RE,_:[_[>/_3Y/7[_%?@#_P:;?\ M*4S]KO\ [>/_$^3U^_U !1110 4444 %%%% !1110 4444
%%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7*_$'X3>'O'<37146F MH!?DO(E^][./XA^H]>U=510!\T>+_7B;P1=?
9]&08DBE0,K#W!KS3QI^SI971>^\%7OV=SS]BN6)0^ MRMU7Z'/U% 'C]%7]?\+>(?"]U]DU_29K9\X4R+\K?[K#AOP-4* "BBB@ HHH MH **** "BBB@ HHHH ^.?^"Q?
PF;Q!\)O#WQ@TZU9I_#FJ-9WYCC'%K<@8=V MZX66.-0/6X-?G37[6_'[X6VWQK^"OB?X5W"1%M:TB6&T:":VF>VN86CDC8K)&ZX96!P00>AK^I?!G./KO#<\#)^]0EI_AG>2
M_P#)N;\#^6/&C)_J/$D,=%>[7CK_(H6B_\ R7D_$;13HHI9Y5@@C9W=@J(B MY+$] !W-?7/[)7_!&'[K;]H1[7Q#XOT,_#_PQ-ACJOB2V9;J:,]X;/(D;C!!
MD\M"#D,:_3,USG*LDPWM\=6C3CYO?R2W;\DFS\QRK)LUSO$^PP%&527DMO-O M9+S;2/DJPT^_U6^ATO2[*:YN;B58K>WMXR\DKL<*JJ.6)) ')K]#OV"_P#@ MA1X[^(\EE\3?
VQ%NO#6@DK+;^#X7V:E?+U N&'_'JA[K_K3R,1'!K[X_8_X M)I_LO?L86L6I> ?"7]K>)A'MN/%VO!9KTDC#"+@+;J>1B, D<,S8S7T!7X#Q M;XQ8G&1EAV-
EJ5LUGJ%I%/"XP\4T896^H-<-X ME_9Z\'ZNS3Z+/-ILK<[8_GCS_NGD?@0*[ZB@#P77_@'X^T=F>QM8M0B'(>UD M ;'NK8.?IFN1U'2=5T>?[-JVFSVTG]RXA*'\B*^J*^!_A_XG\0?M ?\
!Q+\ M2=/M=?O9O"/P,_9VTC0M4T9+I_L?]O:Q?-J$=C2?8E*C() &10!Z117T M=JGPG^'>KDFZ*6R$_Q6P,1_\<(K$OOV=/ 5SDVLU_;'L(@,/\ QY3_#H M\,HKV&;]F71_F_P"/?
Q3,F@#Y[T+X M;>.?$>&TOPW_AT70+(27A:;$DRF:4".'$K2;0$D&W;TZ5^DU%>YDG$>><\.SJ3R^KR.HN M5NR>E[Z73L_/=79X>><-Y-Q'"G#,*7.J;YDKM:VMK9JZ\MG9'BG[-
G_!/+]D M7]E$0WWPE^$5BNKQ* ?$>K?Z9J!/=EEDSY6>XB"*?2O:Z**\[&X_&YC7=;%5 M)5)OK)MO[V>C@L!@LMH*AA*4:<%TBDE]R"BBBN0ZPHHHHH **** "BBB@ HHH MH ****
"BBB@ HHHH **** "BBB@ HHHHH **** "BBB@ HHHH **** "BBB@ M#Y_X+\|?\H;/VA/^R?S?^CHJ_C"K^SW_(+\|?\H;/VA/^R?S?^CHJ_C"H_? M[_@TV_Y2F?M=_P#;Q_Z?)Z_?
ZOP!_P"#3;_E*9^UW_V\?^GR>OW^H **** " MBBB@ HHHH **** "BBB@ HHHHH **** "BBN6\,_&_P"$'C/XG^)_@IX3^).C M:CXN\%Q64GBWPY:7Z/>:0EW$9;5KB('=$)8P73(&X#(H
ZFBBB@ HHHH *** MX72/VEO@AKW[1&L?LGZ3XZCF^(.@>&K?Q!J_AT65P&M]-GE,44YE,8B8,ZE= MJN6&,D FM"M_KFN7R6U MM;F69(8@\CD %Y9$0#NS@#DU<\?
>/?!7PL\$:O\ $KXC^*+'1/#^@:=-?ZUK M&IW"Q6]E:Q(7EFE=N$15!8L> : ->BOF#_A];_P2/\ ^DC7P?_"XM/_BZ M^@OAC\3_(=_&CP@#I7Q4^$WC33?
$7AO7+07.CZYI%TL]M>0DD"2.120RD@\C MTH W:*X?]H#]I?\ 9]_93\#Q?$O]I/XR>'? WA^;4([|"+6?$VJ1VEN]RZNZ0 MAY" 7*QN0.I'"TKS7X8_\%7?^";GQI\?Z5*_A+^W-\,?$?
B37+H6VCZ'I'B MVVGN;R8@D1QQJQ+-@'@>E 'T%17C'[07_!1/|A;]E+Q]IWPM_:/_ &KO _@S MQ#JD"3VND:_KT4$RP._EI-*"?W$3/E1))M0D$ \'HWQ%^+?PO\ A%\-]0^,
M/Q0^(&CZ!X4TJR%YJ7B+5;^.&SMX#C$C2L0H4EE .>2PQU% '0T5'9W=OJ%I M%?V&>-9(G ^\I&0>?8U)0 4444 4_$7B'1/"/A^_\5^)M4AL=-TRSEN]0
MO;A]L=O!&A>21CV554DGT%?!7_!OCH6M_%+X(?%;_@H]XTTV:WU;]IGXP:MX MITN*Z7$MMX>MI6LM+MFSSA$BF*GNDJD>IG_X+J?&SQEX^_^$_\ @DY^S?K!
M'Q4_:9U'^Q+B2V.YO#_A)6W:QJLX'*Q?9UD@ ./,#S;"6CQ7VM\'/A-X'^ W MPE\,_!'X9Z0MAX=\(Z#::/H=DO\ RQM;:%%88E)[G:@@R>YR>] '24444 %%%% M !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?('_7X_P"4 M-G[0G_9/YO\ T=%7\85?V>_\%^/^4-G[0G_9/YO_$=%7\85
'[_'_!IM_R ME,_:[_[>/_3Y/7[_%?@#_P:;?\ *4S]KO\ [>/_$^3U^_U !1110 4444 M%%%% !1110 4444 %%%% !1110 5^?'[!?\ RG_;X_[7PO_P#3#+7Z#U^8 MUR?V\OV+O^"P?
[4/[3'P[_X)N>-OBWX,^+NF>"H/#NL^&/%&D62(VEZ.(+C< MMW<(Y_>RL@^4.- M)\#?#'0-4G:*SO-?U.5H[87#(0PA14ED8*06$>T,F[>OSQ\6_P!HO_@JC_P3 M!U;X??'#]MSX_?
#;XP?"KQ?XWTWPQX_M?#/P_DT"]\%S:A)Y4%[:2BXE%[:Q MRE5D\Y5D*E=J@DLL7[8?A7]NK_@J'^S%!K.A_L*Z]|'OB;\"?BQX7^)/PLT7 MXA>*M,GMO%NHZ=):+)5=
[+A_M1ZG^VY_P6/L/ '[M(.H?\$[?B!\%/!-G\0='\0_&3QE\3-0T]84L].F6Y.G:6MM/(]|)-*JJMQM1 M%"99<,=H!ZG\=OVL_P!N/]IW]OKQG_P3T_X)Y>+?!?@"W^$OAK2]2^+7Q4\9
M>'9-:EM;W4XFFL--L+%9HHW9H%,KRROC&0 I0>9W.G:?_P %7? W]GQ#T;X MP?M##? J'X@Z5J%L_@;XJ7'AZ[LM&&D"2!KNYU2R:\/Q>.M$\#ZE9QZ]X;U
MK1[9K.WGBMKN6)+JVEMW.[8X8.26VA5\SC/^"C/A7_@H1_P4T82@U>[_P" M?&K>&+/P??$_&&7P5^UA^V$]?\]$; =5^""?P[^&'[27ACQ/XEO]?GT73-1BM;7
MSUE,6FVCDK:1)(6>1F#,QB6.)AO9?JWX9?LY?&O0_P#@N/\ %#]]J75? =Q#X M!UWX!Z'H.D^(VN(C%<:C!J$LLMN$#^8"J,&R5"\|$T >E_#34/V^I?V^/B/I M_P
3M#\+Q_L^Q>&M/;X:7UD\?]JS:F8K?[6MP Y8()#<;_;)U[]N[XB?!WQ_| LZ6&D_!?0_#FGW7@/XD17ZM<:Y?R16[7-L\7FDH(MW>=03&N?
*')SS[E0!^4_!TE^QK\+/$W[$WB#L;6/$_C27Q-X=UWPO:Z3I' M_":7O]AP[]8MK=Y?[-\S[-YQCGD!DV;N0<\"OU-U_0-!\5Z'=^&?%FI:; MJ%L]O?Z??VRS07,+@]\-9M8N]
U2W\>,/B=^S#XP^$]_;:Q)9P^'?&MWI\UU#P'IXDT6S9-VJ:VVV$,L=G:%GWJ=R/)&PSM-?;W[/|/7@'|DW]GCP7^S3 M\+H)4T#P/X[NP+L>FYCTKY@_8T_9E^/Q9_X*-?%%O
M_@I/^V#\.KGPY/IZGP#\ ?"NI7,,TFE^&86$EQJK")W2.:_F;=R1)&BO&V59 M:]H_X*%%?[%[]LCX(_L]-XW_85_9TL/BCXZ&NV=N/"^HWZVT9LG++>?/O:6(90! M2!NYST-_'S_
,!7P7^+OQH_9J^$D7P@_9[UOXH3>%?.?VCO"WB37_"&@V$=S M-=Z59K>27*LDI$>QE(C_'A"$R*">:S?V4OVT_V'|4_:W_LS?%W_@EUJO[M./Q7UZ&&XO?
A[)XV^&FDVUOK;VZ%%YDT_4;(R*TZ1Y8KE, @ EF53]*?MM_M%? MM.?LV:#X=|9?L]?L6:S|:K&XU*6'Q?I7AGQ':6.I:7:^7NCNH(KD@7A+@H8E M(;Y@V0 <_(Q\.?ME?\%5_P!OGX#?
&_X@_L2^*O@5)O@!K=_XEEOOB1?6B:Y MXDU>:W$,%I;VEO)(8((V =Y'.V120,,H!/._CMX_P#!/[*'2O[?O@@[]JOX M7^*=3U7X^>&M,_X5(^G^
M0U>/QG9CPZ]A'I5M+:V\J]++#=GRC%(R8,H?[IW M54N/%%O:? []GW]A7]LQ%_B+^UO?ZBS31PWEM;Q#0/#$XC# MF:1[J/(3) %8RK90JNXRJ#^KWQ(\3:WX+^'NN^+_ SX*O?
$FI:7I%S=Z=X= MTV2-+C5)XXF>.UC:0JBO(P"!G(4%@20 37YR_%W_()?M-_$;_@BU\4/AUJ M6G6&J_M'_&37[+XC^/[6>]CC@OM\/>//!WC6U\.IXAM_"?Q+\#7F@WVH:,\H
MB74;5+E)X/,*HQ4[D9@&52:^@:^"?@UH_[0G[9__!5;P3^VUXC_&3/'GPA M\%?"_P#*^K>'YQ\2(*WU#6M9U&Z@9K>""UN9B]K!'"S&=BH9V 52/FK[VH M*^:/V\?VG?
V]O@]KNC?#3]A;]@.3XL:SX@TZ61O%>L^,K72-#\/2A]JF[\PB M6?C+^7$59@,!@2*^EZ* /D7_ ()P?\$U_P!K+]E_XR_%#]H?]O3]LSP/\>_& M'Q%T'0M*MM:\(_LJ:FQ/
G&0I+$*TK(K, 1BOKJ&K;BYF)EVR=Q@-F*^]M_@BWMBP*K_ F[M%?PSG_ZJSJT]^AS\Q[X0PI^/FQU3.LH6LKGHOB2Z4I8IKPSE@ MN!*V-L5KC5CW'NBHFZKW!JJ*V>&QUB]^@@RQ8 PJ@)M* D1"HW)H6N6MH7 \$-N8A%J,*F-'*K\Z/*'
^0/^"_"&ZM]#_*_@N/%;K%O91;RE.8/GO%3=?&TJD:T^7L8^"@/;$=JVF[9)!G9)G\S.4T[O!/GI_+/ MJN8;E*2*'X84F)G,*1$G0!DN'WNMMV>F)XU="L"J)8,*D])X1*YM>G&;!CX*["UN7NM,G]1V\YU3QHQT\H;(YB-)!3CN<%WC8*;AXFT
G&0I+$ "BBB@ HHHHH **** M "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH M**** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH
^0/^"_'_"AL M_:$_"CHJ_C"K^SW_@OQ_RAL_:$_P"R?S?^CHJ_C"H_?[_ (--O^4IG[7?_G[7?&\?^GR>OW^K\ ?^#3;_)2F?M=_]O'_*?)Z_?Z@ HHHHH M**** "BBB@
HHHHH **** "BBB@ HHHHH **** "BBB@ H MHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BB MB@ HHHHH **** "BBB@ HHHHH ****
"BBB@ HHHHH **** "BBB@ HHHHH **** M "BBB@ HHHHH **** "BBB@#Y_X+\|?\ *&S]H3_LG\W_*.BK^,*O[/?^"_'_M_*&S]H3_+)_-Z.BK^,*@#]_O\ @TV_Y2F?M=_P#;Q_Z?
'_@TV_Y2 MF?M=_P#;Q_Z?)Z_?Z@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** M "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH M**** "BBB@
HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ H MHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** /D# M_@OQ_P H;/VA/^R?S?\
HZ*OXPJ_L]_X+\|?\H;/VA/\ LG\W_HZ*OXPJ /W^ M_P"#3;_E*9^UW_V\?^GR>OW^K\ ?^#3;_E*9^UW_V\?^GR>OW^K\ ?^#3;_E*9^UW_V\?^GR>OW^K\ ?^#3;_)2F?M=_]O'_*? "BBB@ H MHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ****
"BBB@ HHHHH **** "BB MB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** M "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH M**** "BBB@ HHHHH **** "BBB@ HHHHH ^0/^"_'_"AL_:$_"CHJ_C M"K^SW_@OQ_RAL_:$_P"R?S?^CHJ_C"H];^//Q-^)/PR_Q/^*=5_!-#KGAZ
M>Z|>:Q'0JP|B*XNBB@# "_]D! end GRAPHIC 18 cik0001476204-20241231_g4.jpg begin 644 cik0001476204-20241231_g4.jpg M_]C_X 02D9)1@ ! @$ 8 !@ #_[@ .061O8F4 90
!_]L 0P " 0$! M 0$" 0$! @("@$ P(" @(% P(! 0#! 8%!@8&!@8&!@<)" 8'"0<&!@@+" D* M"@H*"@8("PP+"@P)"@H*_]L 0P$" @(" @(%"@<&!PH*"@H*"@H*"@H*"@H*
M"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*_\ $0@" M% *J P$B (1 0,1 ?_$!\ $% 0$! 0$! ! @,$!08'" D* M"__$ +40 (! P,"! ,%!00$!?0$" P $$042(3%!!A-
180'EZ@X2%AH>(B8J2DY25EI>8F9JBHZ2EIJ>H MJ:JRL[2UMK>XN;K"P\3%QL?(R;GZ.GJ\?+S]/7V MJ_CY^O_$!\!\ ,! 0$! 0$! 0$! @,$!08'" D*"__$ +41 (! M @0$ P0'!00$ $"=P !
@,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P M%6)RT0H6)#3A)?$7&!D:)BH*#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6V MM[BYNL+#Q,7&Q\C)RM+3U-
76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_: P# M 0 "$0,1 #\ ^/?V'_P!N3_@KK^W)!=_A1$*/V]O$'@C_(0CQ!J%^[ZM MX@U.6*6)]3FA6*-891MVX^F.*^P/^(3;_@J9P_P!)=O\
RH:Y_P#'J/\ @TV_MY2F?M=_]O'_I\GK]_J_J /P!XA-O^$_V$P#**AKG_ ,>H\ &O3;_)2F?M=_P#;Q_Z?)Z_?Z@ HHHHH P!)=O\RH:Y_P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#
M_*AKG_QZ@ HHHH '_B$V_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#**AKG_ ,>H\ &O3;_)2F?M=_]O'_*?)Z_?Z@ HHHHH M_Y_B$V_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\
RH:Y_P#'J/\ B$V_X*F?\ $V_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#**AKG_ ,>H\ &O3;_)2F?M=_]O'_*?)Z_?Z@ HHHHH M_P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#
M#\ ?^(3;_@J9P_P!)=O\RH:Y_P#'J/\ @TV_MY2F?M=_]O'_I\GK]_J_J /P!XA-O^$_V$P#**AKG_ ,>H\ &O3;_)2F?M=_P#;Q_Z?)Z_?Z@ HHHHH M'J/\ D$_V$P#'J/\ D$_V$P#'J/\
(3;_@J9P_P!)=O\RH:Y_P#'J/\ @TV_MY2F?M=_P#;Q_Z?)Z_?Z@ HHHHH P!)=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#
O^"IG_!2*Y_X)J7<;^#W4 MJC_ ?__$_V$P#**AKG_ ,>H\ &O3;_)2F?M=_P#;Q_Z?)Z_?Z@ HHHHH P!)=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#
27;_J&N?\ V8?J AKG_P#'J/\ MQZC_P J/\ B$V_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ M_P"(3;_@J9P_P!)=O\RH:Y_P#'J/\ @TV_MY2F?M=_]O'_
MB$V_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ ?
^(3;_@J9P_P!)=O\RH:Y_P#'J/\ B$V_X*F?\ $V_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#**AKG_ ,>H\ &O3;_)2F?M=_]O'_*?)Z_?Z@ HHHHH M'J/\ D$_V$P#'J/\ D$_V$P#'J/\
(3;_@J9P_P!)=O\RH:Y_P#'J/\ @TV_MY2F?M=_P#;Q_Z?)Z_?Z@ HHHHH P!)=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#
O^"IG_!2*Y_X)J7<;^#W4 MJC_ ?__$_V$P#**AKG_ ,>H\ &O3;_)2F?M=_P#;Q_Z?)Z_?Z@ HHHHH P!)=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ ?
MV_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\
B$V_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#
^(3;_@J9P_P!)=O\RH:Y_P#'J/\ MRH:Y_\ 'J/\ B$V_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ M ,>H_P
(3;_@J9P_P!)=O\RH:Y_P#'J/\ @TV_MY2F?M=_P#;Q_Z?)Z_?Z@ HHHHH P!)=O\RH:Y_P#'J/\ B$V_X*F?\ $V_X*F?]!=O\RH:Y_\ 'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\
J^LQS72*ZKL1GFV@_-U/I7Y*?\-8?M3?]*'$_#_PL MK[_X?W_$_V$P#'J/\ :_7X_]_\ @(_Z/?^C/Y__"X+]&\1Z/\3_P#?X_\ W_M&_3\#__ ,3_P"$_P#_;?\ M5_\ R?_V?_3 G'X_ %\$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ D$_V$P#'J/\ ?
%%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %?E#_P<4?!?Q^"^^ !@#?*/\ :9K_ -\'@_\R_?^!M6_K^/;_?\]/^\ %P@^^'%_#
!7O]F=Q=XN^ M-7ASPOHGQ!G#7#X!5OH!XFPK$3N2X1G^+9Y!+=S1]A!R_!%P8H\ Y!#U#&D_^?/G\8_!>D?=?<Z^'4,/V5X^+R?K6W\!6U/F_"
M;E23.^[<6SA<8YS^4?]\ P/'&O /"*9!>ZU!?.?$=P26&,!5'7__5'V+/'L*FT ?_F?_H'WY!|/=VN^K\ ?^#3;_E*9^UW_V\?^GR>OW^K\ ?^#3;_E*9^UW_V\?^GR>OW^K\ ?^#3;_E*9^UW_V\?^GR>OW^K\ ?
_@XX^ZSM-F*&B%='2&L7-B,/!'+',=@E#@_Q&_[W\@%2]7$,)1X"Q_)?FUR&MTN.5\\N8L=BU.Y&8WB_%HGUM&^0V@V'CLH/ZZ #%Z<_0#T/HP)X1(C>G/F _LY8T[/5*/_Q[8]^1.\R9^MPE%^/V %<%/\P8<
_@XX^ZSM-F*&B%='2&L7-B,/!'+',=@E#@_Q&_[W\@%2]7$,)1X"Q_)?FUR&MTN.5\\N8L=BU.Y&8WB_%HGUM&^0V@V'CLH/ZZ #%Z<_0#T/HP)X1(C>G/F _LY8T[/5*/_Q[8]^1.\R9^MPE%^/V %<%/\P8<
<7EM(D-]9T37M6M]-TJS|*ZQ)>2V=G .E;V@_\'8O_M 47_9(_:0TWX/_!63_@GKHGA&PNA#-J$'A[1M3T?5+:QD8J+V&.^N;B.\ M0%7^560,490ZD''YY?L)_ME?&?\ 80_X+
(_$'\H#X"_LR:I\7/$MK_BNRC| M':0+DS2137<@>;_1X@ASB!E3W(F/!8P$@]BM3%C?O!]@$]XO!9J=M'T%9*9C@]G/W%>P3H!HG-4 9"C_|M=L,I\HF_M=\&#_[?O__V<_\#_/WQF_H!%;I,V_IXHC.\OH^GLR/OV"+@,8_/+-S'_4^\\S\+^;(
'[6OASQ#HO MB[P>8GB=FGQ8NRBIIL|4>XA6IG;[>R7]G_)>_A7!NH|QD7Y/[^\>=_G^OX]_\ P6N>;^FB.IP7M:\7Z7SK=0M<L:T8H]N4N/BY?W])?C?K"*]=F8?4W#]^J:/(H&*EGZ%SJ%]"7(A,I4R^*\]4=BNY5Q^!H@*7>4%\'
"BBB@ HHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ H MHHHH **** /D#_@OQ_P H;/VA/^R?S?^CHJ_C"K^SW_@OQ_P H;/VA/^R?S?\ M_P C_ %^XOAVNJ_]&*K&1/_^X_G$ORP&S?_9C^*\'_ +?JZ7_X
^GR>OW^K\ ?^#3;_E*9^UW_V\?^GR>OW^K\ ?^#3;_)2F?M=_]O'_*?)Z_?Z@ MK] J "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ H MHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ****
/FS_@KQJ'[3D7_!.GXH M^&_V./AGJOBOXC^)?#SZ#X=T[1WC2:'[:1;SW0>1U"&&WDFD4YSO1!WK\E?^ M",__:A_#CXE?L[Z[XY_P""KOPC\8>=QXIDM_#OARR\2+:M;:9!>3
MR"X9I)GE !/"O*?XJ]_?VB@#_^<3_@L!_P;)0>&XBCBQ>_&*!>$/;_NZ#/XK+"$5&\!6WPUU[,)HZ@R'EYY:>U|>TOJRTJ>/!V/TU$I(K;9/H6^0 KTA?6 K"4V7$_D]4I]J*@:N\/[*CJ[MJ1_<Z]E<Q/EV*#C&#M?$#*$$
M=,M_B#XVTB'2+PMHH]\MTFB:\-^ [Y_%IM/$E[;-?+IJIG9K? M 25G^<$$?+]$<4O\ P70 X($ M;?# P#;DT'Z('*7#!]?YO\?56&%|_EQM ?:;^;\ 3110 4444
%%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 !\@?D>7NR%4^A=!5/!_7H00_5ET?QW%Y# BE?+I$'&S@?&A*\#GO[^^QF0K%G%S+?_V9'C@FG]DH@=^6<I+1=X1JA,S!WM
'15_&%0!^_W_!IM_RE,_:[_[>/_3Y/7[_%?@#_P:;?\ *4S]KO\ [>/_$^3U^_U !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?
B3_P6$_X+&_\%"OV M3_| @N/\-OV,?@3\;;;1_AUXAN/"*ZMHGVVNZ5(4NM.DFOWC6YA8$%9(RP=3 MD891S4/_<,_P#!_X.?\$FO@?X&_;'_9M_: ^(FM:CJOQ CT;Q#/XTU:WG
MO#J,MMX>0!%0#)8MT QSGIBOY_^"M'P MV\>?\%1?^#;/X!?\%-O$\$FI_$3X9:: /Z#-"\6>%O% E/AGQ+I^H^1M\|[#>)-Y>S_@K7\6?^"::^?[!|/@7]L#]D'3/ OBY_&?Q TW22X\46
MMS>Z=<:9=Z7J%ZMS#]DNK=BS?982K[RI1V^4D@C^>?!X(Y_|$OH/^"IJ$PY_ M:&^&|$^-+?"I7Y@?+T0B^E#B\P%>G(1BVXB6)%6 ^?9^Z/GNH-%9J%'Q%U*'9%2H_Q*ZU$^+%72Q%M!)=^CA)(QIHTDO1I]AK"
$@I)_X)8_' .TU)M=^%OQKLM8\'W-I$PEMM)73]7M[K3I]V&1K M>YN8O+!YV3,GRB%10!_5U2V10-Q&[:UTP2.(ZAM!IP<H:%"Q&6GHZGH:-&10H]$5HI@R!LQF%6!R!1@4<G
M5LO#UO+%912<+G/2!Q7 ??PYLDFW]$L2B5+PQ[[&6-X<$E8C:? R1&QU7R!#UAX%@^!%TRMSE4J%L]+B2C=O"/Q^ RJ6QJ5&\4@N$(5Y;XSF$@@FW7)(>+LG6QX%$(21N/#I%JY[F_$S_X0KU\6R%DD5%
MLJZG=?M^>_VE/%GQR/RA\&(\CDEXD'V%(0$.M>*AEERD+?*1U'B;'7!2>;(*1;+R-75+D0NA->%U0P)5N3(AW;ZOTKNPRFIDVUQ+<T1,?X98TS-Z!P8$!|G3BNKJ8ON%Q/B3$$4V
%4/C!X&\1^#5\)$^'K;PM&+6YD,=O<^(=:@LHY7_NJTSJ&&&+?"1'5KYCBFE<E-<**M?N&P"A&<K0Y?XT'T#H2-%HGJO2WLKWJDW9ZR:[
M#=GHFH>(Y;32;E/M%AI45!;6FDV/G+)';(OVJ,ECE&T'SR8V7/K%)Y.Q;]!R/]I2B.M/+0P#7K,'_G2?'+8T1S:1J@^'&4\N_1@'(C8.;Y2\H8I\<1/34JT%%
(lO+G1/^$ND\8&&&6"[B MO8UC!A(,FB,;M$H#RRC8,#&!0^_/B48LOSXO6UF+C:NGZG:ETIP[8$CUQ0&:VDMKI2$(WE2D7^8-/I3<DI?SQF0_!F66GA1(^/M+UQ4X>@5XH+L$%F]8?)7$7$!6OLP3B2RS@5N6A!
VD/VY_P!D+XG_ M !R;#|@VA3=9EGA!Z52[RUP%7%9*W>52A+,KJN!^EJZH3MZDPP58.!V:Y&5JXSQZ#^OH2;*8%%9NIEEI*3!75;>T87G/CGSA9'15E<9^[B?OJBXT/KQ*9<BJ'^7LCA#F[KU4<UG
M6(O9+&)FOY8[BWG627:]GZFZ/;5C^4(=J8+$!/OCGP5|1= A|5_#[QAI>NZ7< M$$_9]2T;#!>X>DK%HTOB9G?>J=^1%R:ON$6@!B"#<KDJ;.G@OMN>_VUS!/L=EPXH;4=NNP[@WAFAF8<4S\X.QI89:)XC>PKS
QZ+YDK*N3Z9K^;O_@VO|>?%W]@G_@N_P"//^"9:^/;G5O"NI:QXI\ZS:A MF6UN;_ 1?M,D&I+%DB.0I9RIGKMN"ISA<>&X-528EOKZ.$N!U(#D9K^7K_(*:_;6/^#9/_@JQ\?B'JPR:?N*Q[
M$X\-:UX=MMO?\'M&J MVFN_&W]GK6K_L8+$+F?;PY:5&|__H OGUW1+M= .N=9M8[8!|- ME .PH>X &3L4G+X'(QFK5?CY_P$?|?\ @W'_ &@?A/\ MI_"W@J|'^^T/_P_P!P %
M(;KXD^\)](B-_ &A:CX-FR\-QIDUNEO%>R7]|;$B%PN1!! J!4V>JC4&V)&BAS/QV3X8*AP/B(^'2<VB5&(U(5<+V>BYFNOI\2P+M"+/<72<AQ5X\+R'=-.K,>)$>-<B!_N$+Q@%><
N09X!+#'6N._9V_X.6_^#B7!KCPW?\ C#]F" @FM\-'NE:7??8 M]1U#PM\-?$5Y%;7&Q7|IVCU_P"RKI_Z;+6@#]0?V\JLA"<:0S)9VP1Q%9"KH7"(TF&;4*S"8MCFVD9>1T!C)\|:U)5J1)+>
M0U_PY:W/BWP9AK%M.OY!\|T"VUS*\|T?.,*[,W/4UZJ]JFK:5H=A)FMZG;V=K]FZ:EFH<O;#Q>@;J?WUXPE>9.!EE0]0A"[K/;!OF02;4G<1T6V<_6GM*IRV1"S]\ @YW8CPPE12V>AEF!4
CE7@N(F>\TNZRO1@1=H9#TV0+GH*Y;_@X?_OPX\N VR-Q98<_'JG<Y:AV.S\V(?-*32?7XO7-3EKU]G=H3+FSL2^V3Z?QV-GLSZ#G&Y\)R;T>Y?9CF&DJGE20JS)]=+DK\D.!L<&!CN31$E29+WE2)B#&&*1B4
M:4=/67RFOAJ,7DB3^YOW;=W(XSFL[Q5\:O@WX%\-P>,?&_Q:\Z-I%S,8K;5 M=5UZWM[:60'!199'"LV01@'/%?B5_P %%@?V V(+/ X)Y?\&LG@@@3]F*6QCBUS3
MO%>@7_C&2/!,NLW;SW%YEA]\)(YA5O\ GG"@[5XS_P $Q_\ @W+Y^/W.|V:!#DM]1V$3YH>"F@#7>FL+\G#FA0*/P+90QFR8@5^H$_3AK\&G!3M&:0 R7B'1[40$GCT)12L)@VH/O^P,RN'YKOYS00GPAB
MTK2B5C=P/;Q1#R4@@A(C52^1PHH_KW\&^.?!?Q/[&\>8!&'Y]H!X2U[^!|=R!DW[^U9FK;QV:B0OCO_2-T9&V2*K5K$:VEK:?Y^@^?!'D@L<"I<=2T\.P"B>*/;5*V+J=Y"7P/@LTS#M3!2]O\3V%Q8/>SO'&[</]P
M6_J@>$FK3_7N9)$_?S*G5J-(F;/-/]VG+9'21'/VTHAYZ-IRBWF;;!<3J!J;W5D"A=W(O=TWU!K:J\J7%9U^MS3R(M3Y5$X&Z82E"%=FRLC4K,4^F7P9A&Y:@&YBV>PTW[&@$;!Y0L8K5TQPM@JV.RO/
M_TJOEJN@W'MJRK^6Q*T 'V+HVA9:1I*&:KPJH<"MWX)O6S0U!Q6'%'IB?V*^B)BB!M>LV1FQIE^9RI%H#PB_!\"LGU+6I%UK9?KGEL+93IGCP@UK/@Q'
M3A8-O!=P)5\[V%X+$#P#*Q+L/X5A\1L&2D'F2+=Q&3U/LV+C3=GF(E+1=N^&"A-V_(IVM)\6_Q4YVB-@5;Y?AHCN1V?EK>*RR\IF*_3B0-F5VDHX_T%MN5*@?4MPQ3EI+N@X4*L=XS/_S!T"U1H=&?
LWOU_F*P8$8/-PEYY&V*/YOOL[JH\()A)WCA?:J53M=B__1G)/C#5OO>J)R:Q2H30+Y?/A@4$NKSK[FCY&+Q//=>7TR/6M_*,FEW-QX
M.H8=J]9XCBP_^!Z+^VS?#M>Y_A[^MO@8?!]9*'-9@ZSLH8=YU8I;V/EFUCT?8U6ZAJHRV?B4M$#]>0%SUY#^OFV2'^JFA^K/FC'&UMCTY1,?8HD8T@8I0Q/U):IA'YTUM:ZEB\;?R?I<\6XJXP>/^&7,H3
M8>5V]A!1SD6 THMWVX'T59U^.]H*&^Z3^6T;AS;.'*;<Y]XSH2G=>O>R@X(?5Y<TR,9TY6X4^JF8BLZVP4Y4QNQV1*.O#DGOWVJ_0M.8+Q5H6\<FA/O.X$G^'[E(;7=>0_36+'/0UWG6RJF'SM;,5UZE,=5NP|:IC<@T/U)
P3KJ]I[;/!X!'8EM+B[6.CP@8PY?V^Q>&V+??_W3G_H4J^L3R=+5+OSJ%G7O^Y/%4DG.0*;I2-(U6=T]NWIL:AX!HY8Q[%#H@'IT)GYG;NN\>;2+'+P3H,]G6;?@U/S9PPJZ]WX$DVI)2NPAVUB!J1V2^.[LQ
MSD:0?+5(-B<?H;.7SYLO5TLP4K6DH]1NS*2XOFV"JF%1-46?9;@1RG]D+0XS1SF:.6-J4H%K\E^1WB9KLG0UG?#DIZJ.?^C>$LB8(&*FS6;PT)A+!@\|>]MU/:B#?X%V7E^=L\3WQ>1"=J(LA*

MKJ56XG?P&5PGWP2W9MGOJG;^EX]A^OA?1(QX>AD1WXPN'UQ0'K4D^SCIBL;J!GD4 /#JE?Q6/*4#^;@>1Y?>Y.UR2TC6=R?FM6K+%V8M5Q"R7/4#L2_;E8NKV=X2%1C(BK]U6U%K.G6C"N@;;^
M-_/>_@C?-U+5;6K\@$2S@@,#_;G$_/\5F_W([6W%-+F\;/(@_^,+S4?P(JKJ1?J1PWK]@)@U+Q7_[S'Z*W4Y4M&1?>OG*B8PX8]VO2'6/
MHH;Q2S:)'9Y"!V8[,/MGF8:_+\QO&?%,JR)V]QKWIJCQ?2FD%*X@PXT9NZMMA+(*8J.F0@XSMNX8@[RHLC[EP\<C:I2EQ6<O^/+-[0M_<ZZYCYO9_E_]/W*4<TZUA8@E/Y@A1>P02WI<JM?PB0S*6,
M'Z/Z9<*[M#H.U_PW9?18/DW^EHP5Y5F(ET0KQX7GJE4R<O<6ITEJ<8#:;E+9H+Q1'+?DTLUMFQH*WE$_+Z1O^%</;^"A\MT7MZO*Y4N&-HR7;^E3IU[0W%I9G3D9+Y:(Q0>U
M(V(EVA^YNH*=:$0+Z(^XC.HU@S)UH1-%VV-*0%HGRA.V<D5LLF9R6E^U_#PE_V(=B;V50%E4YPD$=0[PY(NHFT\J^)T?CC,GEEOP4L,AU>0HF<KH7UN4Y^TSZK6HS>JLG/
M>;E]3:L;TQ_,AF.M=+GF-"E=J:W"#LW/3*V9:9/XAXM*IT<W0[+P09,=#B1Z%L!]>/V4,;F1ZNSK?(9F^3EXWY;+LP0GHGN^_YZ(D?GFFF*S2LT2]<A]0IKO6EW3@8'5%HI>!
M8.>.>W:*!&@.TZA-\$]4^>HEZ/(Y-0TP_VH<1TKF#1ERDBEN\W*5?:2_4VL5(Y(JY9UE2DA>K42I?%MA:[AF;HUSN7:N22:+*NF@L&2XHX0!#K_C8@QJ(WFQSU::*]U
MU<+J9[!?2OQ1HBG1XWJ\ZGLJ3DMEUSV?D6$/;C;O:>ROG/=QDH2*^@TL]%,C=HH?N1,K@<HCC$Y&>B`jV6W%QX*M!<YTLDDO%J):EVZ<J-9<%+J\>1W0@CB*P9@DE>VF\:J0NO:T
MNP+L3G.3/JL,\]GE:PNZ<9P0$)L+IX4(%+>>0V[^D2=OW[W=L@>?%A;K[\;SZXE1C+DT@'Y6T<Y?D+B%<JBC7%/ZH[7J'3%C|:OJR^PK>3UL<V%F8R;VP09<ATC56[PD4\+B'FQX"I/?
M7D&7J5ZR=>YDRR40'.F[<K87?RVU[>,=LN?C(#A$XS.Q.-WD,@BO4EIG:7B]M9J9V<O%H.2V<42:5?O%V6WN%\-@=A[MM!-/?X]KLGO_A?AQB<O2^0VHRA%\[7G3"G(
MO%>H7'?%I)"R8\\8,0#0+1%T\E3I?BEXQ+%F;+EZ0L3[7(RB.[\V4RTB"ER1S^H\3[O*4F&5$RB36YQ*GY^)D9Q+7U[2@HKC?@T:>:E6*<^XW$>N;PN)5LH'_V=L[8MG\/6Z)Z*Q4X@0+
M1J0#5A$=DL=)6@D;H\&P=RNX8+SH4A-2^TV8S09O;[0FP&H?%E9*+Q9N7J%(6T:H$M1H7\MBZBTRZ>FIN+@TVSB]C7^I/N2U(J1=%E\J7P+%1Q<CH(!\%7HZBF[4VK$%98<<$\H
M15T<KO=0&K(&I2S>2>.=@K7WW3Z2I)QGK)D)G[XHE[1L@V<@+1IJ1?.1?_\$?>S,)#JD1@K*VO=2XB^AR[UIE'5DOTL,K+.D*[*<C5R(5XL.^Q7)$!F'WYDF&B6H'2I0C<Q9\O%)O9

Line continues.

<0".X>TDM))+9[F.)WB|^WN555F!+&(,"1YKBOZF* "BBB@ HHHHH * M*** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** /D#_(+| M?\H;/VA/^R?S?
^CHJ_C"K^SW_@OQ_P H;/VA/^R?S?| HZ*OXPJ /W^_X--O M^4IG[7?_&|?^GR>OW^K| ?^#3;_)2F?M=_]O'_*?)Z_?Z@ HHHHH **** M"BBB@ HHHHH **** "BBB@ HHHHH ****
"BBB@ HHHHH **** "BBB@#\!O^"^ M_P#P3/\ ^"G'Q[_X+0^$OVM?V-OV3[_QGI7AW2O#,VFZM-=VT6GM?V5V|WE3 MF2>)EC#;-YRN%)PPZCA?^"@WP>_X.2/^"Y_C?P;^S%|>/V$-
-^%?A+PSKIO+ MBZ0FVTB.[*&%K^XNIKF4(EL&.)7PKD@C^C.B@#PGX$?L ?!KX-?|$| M='_X)PWL3:SX-M/AW)X3UF6:,1OJ4<|#QWDY7D(TKRS28&=I?CI7|FG[%W_!
M.GQC^TE_P5AT;_@F+)XJ;6=#T?XK:C8>)]0TJ[+6AT[3IW74;Z$J2JF2VM"$ M?^)FB7/2O[)OB5X>|4>+?AUK_A7P1XS;PYK.IZ+=6FD^(4LQ<-I=S)$R170B
M+*)#&Y5PA90VW&1FO@C_((W?|&|OPE_X)&_&?Q?|?;?X^:E|1_$WB;0DTFR MO]4|/1V)TRW:<37.W$TID:9XX,L2I41$<[S@_0K2-(TOP_I-KH.AZ?#:65E
M;I;V=I;QA(X8D4*B*HX50H '0"G:C&|UA/%&N6:%@H]20:FHH_#3_@T|_X M)F_MV_L)_M%_%CQ=^UO^S=K?@?3==|%6=GI%WJLUNRW,Z7>]D7RI'.0O/.*| MX_X.1_| @W?_
&B_BI^U['^U]_P3R^!5UXKMOB*))O'_(5YI!!=:=,08'E=YO+FC$@: M5LE,[1_0G10!^?|_P $B?C!_P %L?VB_B+|1OBK_P %/O@/IGPS|'76@VEM M|.O!NFV]O#Y=R))3<2NAGFN]Q0Q
F=E4D?(B_-7Q3_P:A?| !,7]O/\ 85_: MH^)_CC]K7]FO7/!&DZU|/XK'2[W59K=EN+@7T4AC7RI7.=BD|@#BOW6HH_G M1|5?|$3?
^"T'_!+G_@HUXJ_:@_X(V:;HGC3PYJE_J%K8&UUS2E>RT^ZE6=M(MU&TU":($QLL6'C)SY44F8V.P?)_[2C?MZ>-O^"_?P^,#_$+ MP-!K&F>#OL[0:,KZA;O!ISFV41F6.-U=|-)CS?| 6-
CC]?|]MS_(-=+/\ M:H_:Y|=_M>_"[_@HGX[^&>K_! U(7NKZ=I6AB>)'|M(]BO#=V[,F$Z-GENO MKU__3_P"#83]D+_@G7|=+/|]3Q9|4_$?Q6^(6E222Z']?B"UBM+'3KB16 M5KI+9"
[/<8=|/)*X4MN50X#@ ^>?^#L__@FU^W'^WA|5/@OKG[(O[.NM>.;3 MPYX?UB#6Y]*FMU%I)+/:M&K>;(G+!&(QG[M?4?| P79_9'_:_:>_P"")H_9 MN^
OPHU#Q+XXV^%_^*=L9(EF_P!&E@,_+NJ_(%;//;C-?HG10!^1'[$O[O[M87PV_P"#8+XC?L5^.?@3JVG?%+5] |50:;X-FE@-S/)?/D+*@5-_CGQE_X)9_| M!5;_((M?|%6=>_X*!?
|$T/V>1|7O /B6^U*6/0=.C-Q-;V6H2>;/I5U:Q.M MP!%+M:*>(.N(8F_:N_86_9*^)?@/\ :T^"NJ>"-7UGXBK?Z98ZI+"S MW%L+"WC|P>4[C&]&')!XK]4:*
/GC_@K%^RAX1_;8_X)U_%K]G?Q?>65FNJ^ M$+F[TO4]0D6.'3]0M!]KM+AW/W$2>&,N>-H;C4?!?P9M#XKU.*Z9G@B-O<%[&T0-E5#W|RS&/&'5)SCEC7]17[
M>'[,GB/]LS]D;QS^RQX9^,-UX#D|=:,=)OO$]EI8O)K>RE=1:K;K M<:E=I>$JMYY=O*D[3JDDL(4*%8!L;J_8S MNSA"Z*(H0&)W@?'/[/?[#7_!?+_@W9_:.|;W?
[&/[.%E|=OAGXP>**XDT^T: M|CU.&W>4VLTEK!,EW97<:32*V%>$^8P!E 5E_HPHH_*/]A[]LS_(.+OVR/ MVU_A_<_'W]A>Q^"7P,TF_NI_'?G6"V][J$7V.X6&)C?SM<.OV@P,!;PH?
ER[M%>*_5RBB@ HHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HH MHH **** "BBB@#Y_P""_'_*&S]H3_LG|W_HZ*OXPJ_L]_X+|?| *&S]H3_L MG|W_
.BK^,@#]_O^#3;_E*9^UW_P!O'_I|GK]_J_'_@TV_P"4IG[7?_;Q M_P"GR>OW^H **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH * M*** "BBB@ HHHHH **** "BBB@
HHHHH **** "BBB@ HHHHH **** "BBB@ HH MHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB M@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ****
"BBB@#Y_P""_'_* M&S]H3_LG|W_HZ*OXPJ_L]_X+|?| *&S]H3_LG|W_*.BK^,*@#]_O^#3;_E* M9^UW_P!O'_I|GK]_J_'_@TV_P"4IG[7?_;Q_P"GR>OW^H **** "BBB@ HH MHH ****
"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB M@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** M"BBB@ HHHHH **** "BBB@ HHHHH
**** "BBB@ HHHHH **** "BBB@ HHHHH * M*** "BBB@ HHHHH **** "BBB@#Y_P""_'_*&S]H3_LG|W_HZ*OXPJ_L]_X+ M|?| *&S]H3_LG|W_
.BK^,@#]_O^#3;_E*9^UW_P!O'_I|GK]_J_'_@TV M_P"4IG[7?_;Q_P"GR>OW^H **** "BBB@ HHHHH **** "BBB@ HHHHH **** M"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH **** "BBB@ HHHHH * M*** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HH MHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ****
"BBB M@#Y_P""_'_*&S]H3_LG|W_HZ*OXPJ_L]_X+|?| *&S]H3_LG|W_*.BK^,* M@#]_O^#3;_E*9^UW_P!O'_I|GK]_J_'_@TV_P"4IG[7?_;Q_P"GR>OW^H * M*** "BBB@ HHHHH ****
"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HH MHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB M@ HHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH **** "BBB@ HHHHH **** M"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@#Y_P""_'_*&S]H3_LG|W_H MZ*OXPJ_L]_X+|?| *&S]H3_LG|W_
.BK^,@#]_O^#3;_E*9^UW_P!O'_I| MGK]_J_'_@TV_P"4IG[7?_;Q_P"GR>OW^H **** "BBB@ HHHHH **** "BBB M@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH **** M"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH * M*** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HH MHH ****
"BBB@#Y_P""_'_*&S]H3_LG|W_HZ*OXPJ_L]_X+|?| *&S]H3_L MG|W_*.BK^,*@#]_O^#3;_E*9^UW_P!O'_I|GK]_J_'_@TV_P"4IG[7?_;Q M_P"GR>OW^H **** "BBB@ HHHHH ****
"BBB@ HHHHH **** "BBB@ HHHHH * M*** "BBB@ HHHHH **** "BBB@ HHHHH **Y3QY|+_&EG!.@YLHG|V?| [|IEA]2 />O&?&G_4)TJ O;?#_,"37!Z)=ZK.
M(U^OEIDD?|"%?*9WQQPIP^W'&XJ*DOLKWI?.,;M?.Q[^6<+9_FZ4L-0DXO[3 M]V/WNR?RN?2-(]I&ADD<*H&2S' KX<|4_MB?'OQ.SI'XM33(7_Y8Z7:I'CZ M.=SC_OJO/]
<|6^*O$TAF|2>)M0U!B4Y_X$37YEF/CSDE%M8+"SJ>D?;X/PHS.HKXG$1A_A3D__;5^+/T$U7XL?"[0V9-8^(VA6SKUCFU6 M%6_(MFL*[_:A^ 5DY2;XG:>Q!_Y8B20?
FJFO@BBOD|1X]YY)_N,)3C_B(F?>(7B/E_#V-ITX4L1*2E*"DH1A*>CE.2O[O M6+/B_%#A7*^!N L=GF$G.52A%.*FXN+;G&.MHQ=O>Z-'ZG>&_P#@HQ^PEXK= M8]*_:Q|#(S8VC4-
>BM,Y[?ORG/M7IO@_XF_#?XAP_:? 'Q!T/7(P,F31]6AN M5QZYC8U_,?3[:YN;.=+JSN'BEC;=')&Y5E/J".17][XGP-RZ2_V?&3C_(HJ M7Y.)_%N&|=,QB_| :,'"7^&3C^:D?
U$T5_.C|,OV^OVT?@|T0| ?M,>+[:&$ M@Q65WJ[WELOT@N/,C_| ':^G/@W_,'"/[5/@Z6*T^,/@#PSXSM%QYLT,;:; M>/Z_O(MT0_[|U|AF7@OQ-
A4Y86I"LNUW&7W2]W_R8^PRWQJX8Q34<53G1?>R ME'[X^]_Y*?LE17QA|!/^"Z?[$_Q<:'2_'NI:KX U*3"E/$-IYEHSGLMS!N ' M^U(L8KZ]|
(^,_"'C_08/%7@3Q5INM:7=+NMM1TF^CN()1ZK)&2K?@:_-CU7JMU|TC2HHHKR3UPHHHH M**** "BBB@ HHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ H MHHHH
**** "BBB@#Y_X+|?| *&S]H3_LG|W_*.BK^,*O[/?^"_'_*&S]H3_M +)_-_Z.BK^,*@#]_O| @TV_Y2F?M=_]O'_I|GK]_J_'_@TV_Y2F?M=_P#; MQ_Z?)Z_9[]M?]NG]G?|
8"^$T7Q;_:%|27<,.H:G%I?AS0=%L'O=5U_49<^5 M96-K'|||SXX'"CJS*.: /8**^$-;_P""S'QX|"Z.?B3|4?| @B_^TWH_@98S M--
KEH&EW^H6D&,F:XTR"|,|*JOS/G)4!N#BOLKX,_%GP5|?/A!X4^.GPVOI MKGP[XT|-V.NZ#E '2T444 %%%% !1 M110 4444 %%%% !17QA|7O| @J[|"?@A_P29_: ^(VC>"=6N=/U
MGQ?I^G6%A9WTEN^V5M,6YN!)J* A@#&H+,I '>O3/@C_,%/OV0?CG^PQ=?| M%#](|>3Z+|.=)TZ|N?$D_B*R:WO-$EM&*7-IVL.E?&3Q+I]@UI:PW3JMM
M>7]G!XM[NW2ZM9TEBE0/')&P974C(((X(([T M/HKY]_;D_P""B'PU_8GO?!_P^;X=>*OB'|2?B->SVOP_^&/@2RCGU36&@0/< M3DRND=O;0J5:2:1@%!R V&QS7[)/_!470/C_
/M!:A^Q[|=OV;O'/P2^+EIH M/]NV'@WQXMK+'K>EA_+>ZT^|M)9(;H1MPZ@AEYP&".5 /]>BOBSX|_| !9KP MW|)/&?Q0;P)^R-|1?B!X ^!=^EE|9OB3X:N=,CM/#]QY,<||
<%MN,U[3^TE^W/|)_V>O@WX-^+MGI^H>,&^)/B/1M#^'.A>&O+-UX MBO-393;B'SF1%00&2X=W*A(H78|@ @'M5%%% !1110 4444 %%%% !1110 4 M444
%%>X(_NIGI_M'"CN:^2_C/^UM| M1OBH|VDZ9M?!<7^(O#_"$73K2]I7Z4 MXVO_-O/:*]=>J3/K.'>#LWXBDITUR4NLY;?);R?HW:/HOXL?M=?"KX8M+I MEK>G6]4CR#9:U]C2?
V*;:T_O2^*7GJH_W4?MV2<"Y M#DJ4N3VE3^:>OW+9?GYBN[R.7=BS,&=-S_KM6FEQ_N18_P#9Z^EJ^5_^"G,O^B^!X ?^6FILP]>+3']? MSK^B/HI4'7|>LH[1]NW|L-6_6Q^%?
25K*CX+9IW?L5]^(I?I<^3Z***_V8/\ MH HHHH *[+X,_M"_&_| 9Y|1#Q3|$_BCK/AN|W RG3;QECGQT$L1S',O^RZL M/:N-HK*O0H8FDZ5:*E%[H-/U3T-
:%>OAJJJT9.,ELTVFO1K5'Z=?LH?|'"> ML6DEMX5_;!^'RW%8 DJ]MT]JQVMZEHF7 '$9-?I%|%/C_| !G]H MSP='X|^"7Q%TWQ%ICX#S6$V7@8C.R6-L/"^.=CJK>U?S1UU/P?| C;|6?
@#X MT@^(7P:|?:EX>U>W(VW>G3E?,7.=DB'*RH>Z.&4]P:_).)O!_),S4JV6/V%3 MMO3?RWC_-NZ+^5GZYPSXPYWE>I)-HQX^;)BZDF, "OT-LKV
MSU*SBU'3KN*XMYXED@GAD#I(C#*LK#@@@@@CK7|[Y]PYG'#>+^KX^DXOH]XR M7>+V?YKJD?T7D/$>3|2X3ZQ@*JDNJVE%]I1W7Y/HV2T445X9[@4444 %%%% M!1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ? M('_!?C_E#9^T)_V3^;_T=%7|85?V>_| !?C_)0V?M"?]D_F_P#1T5?QA4 ? MO]_P:;?|I3/VN_| MX_]/D]?*-:|"6
MEYS"WB%G>.=T4|&5+2)'!ZKL5A@@&OAS_@TV_P"4IG[7?_;Q_P"GR>OUM_X* M,_| !-[P1_P4 |->$]8M?B=K?PZ^)?PVULZS|,/BAX81'OO#]XP42 QN0MQ; MRA$$L#%0XC7YA@Y
,/\ X*!?|%$_CO| L.2ZUXIT#_@G=XZ^)/@3PSX-E|1> M)/'WA[Q-I5K::=# L|ES&|-S*LS-%##YA*H';O0?$OB+P[|&)O['O| @H!| K;X63_$ M+4/!GB;PUXIT_P 5_#OQSI5LD]QXT M_P""
<'[?/[4OQD^&_BS_(*=?M9> /$_@KX2>*[?Q1X=|#?##P1<:9'X@URU M5A9W^IS7-Q*<0EF<6|*B-F;G &" <"_PMNO^"NO_5#_:&^"_[27Q3|;67P M>_9Y'A_0?#GPU|(>+KS1+?
6M3U"Q:[NM2U"2RDCFF*$>7"N|(%YP#OWXO_!2 MC2?'7_!)?]B_PI^S/^RI|,/C=K$7QR_:#TKPU9WB^('U[Q-X6T>[MMUY8:!- M=N&$K+9LMNLCY22|E8.&"L/>?C__,$Y?
VGO"_[9/B/]O/\ X)Q_M->'? /B MWX@Z+8:;|4/!_CWPG)JV@^)&LD,5G?'R)HIK:YAB)CRA*NI_ARV]GQ"_X)?_M ![_:V_9"U3X._MV?MGR>(/B/_PL*T|;> /B#X%|)1Z1'X
U2SBB6R6PMS*Y MG2)UF9FE<22"ZD&Y"%=0#XSTGP+XJ^!/QZ^$7Q-_X)I?L$?ML>!?$$7Q*TJU M^*S?%"|O+_0_$_AF>3RM1:^2ZU:["W'"*PFCECC0(P9L9V[?3]5_9W^*'[;O_ M
6[_:C^!6N?MI_%OP'\//#_((|#75]X8^'B]M?BWX<|-:9;^'4TYDDTTZ5!+$TC3%R)1)YF0 J[<=30!|M^(_!VM?|$D_^ M"F7[/USIGQ:|;:Y|%_C3X8;X4ZX?&WBB?4C8>*
(&:YT:]DDE.#/>F_':@#)_9W_8LUKX# M_M9?&?| :=O_-HCQ1XGM?BW#-7=C8>&!:12(5M 9& $OF;FP]|UX;^S[^SM^TE|,?VJOC%|9OBG^U7?^,?!'CNYTV3P!|/[FS=(?!R01R+<)
M&YD8/YS,C'"KC9WKW*@#YX_X*(?|%"O /[!WPVL1;^'KKQG|3_&=PVF?"CX5 MZ$/,U/Q3JA&$C1%RT=NA*M-<$;8T]69$;Y''_!%CX^W7_!O]|1?V -3|:Z9) M|9/BA=3^,_$US'/Y=@?
$4NIVVJ-8HXR%B_T6*U,G*DEI.%.!I0_|$@_^"E7@ MS]N+XD_MR?#+_@H;|/I_$_C;5+F+0]1|<_""36+WPUH)F=K;1[.1KY$MX(XV M56|I$|U@6?)-?7O[-OPT_;S|%_"CQ5H?
[3_[4'@_QQXPOO-_X1'7M | '2+; M3,P%4$T'GR^?B;#D[AE?EQWH_/C_@HY_P %%OVE/B!_P22^+/P5^./_2, M^+W@O6E^%EUI_C#7==FT>'PKI$PA6,7-M>_:R]X%FVM%%'#O<[
IYW#]&O| M@GYIWBG2/V"_@CI/C@3#6K7X1>&H=8%QGS/M2Z7;++NS_%O#9]Z^7];_."9 MO_!0'|M?4=$|)_| !53]LSP5XA^%VB:U;:I]'PI^$W@B73+3Q9/;2B6W75+N
MZFDE>W61%9K:-0CD E@45A]%?MU_LZ?M'_M%^#?!'A_]F7]JB^^$M]X=^(NG M:WXAU'3K-YCK6D01SK/I3!)$VI*TD3%B2!Y0^4]@#YV_X*_![]J/X-_|%'/
M@W_P5(_9_P#V>=4^,&A^#O!6K>#?'G@/PU>01ZS:VEW)YL6HV$<[*EPX"!&"*KS,!(|Q" E&-?HC^V5X7_&XO$_@?28_V$/BIX |+ M>)+?6 ^KR_$7P]
<:A975B8G4QJMO(CI()#&X;."%(/7->8_L7?| !.CXA_"; M]H#7/VX/VT/VBV^+OQLUWP^F@6>L6V@)I>C^%M&$OG'3M,LU=RBO)AI)W8R2
M;1PN7W@'SM|8OV$/^"BWP[T+]K/]E']FWX0>"/%?@;]JSQ7J^N6?Q"USQV=. MD|(2:WI|-CJ:7=C]FDDN1&(F>$P,"SA|7>/;L6VF:KJ[3%7$4<*JEDL@$@Q'>;/F-?J;^T'X
M4^*OCSX'^*_!'P.^(5KX2|7:QH-S9>'_!3>6+72:1$;GX+MH-= MTVZ6|74+F'M_#?7KN^TG5=&>^-A.C"|@BFAGAN=BD$,)%D##9C!^KJ^4 MOV5?V)?VD-
*_;.U_@H)^VQ|5O!6N>/[SX;6_@'PWHOPWT"[L=)TG1DOC?SN MQO)YHIYKG8Q)*B-8PHWYR/JV@ KP_| ;A^*7[=7PH|)Z)KW[#/[+'ASXLZB M^H2#Q%H&O>-
X]"DCM@F4:WGE5HR[-E<-P,@U[A10!|%>"/\ @O5|*?A_XTL/ MA-_P4M_9A^(?[+?B74IQ;V.H?$&R6||,7LW]RWURU!MWQ@DO(L: 8);FONCP
MYXD|.^,=!L_%7A'7[+5=+U"W6>PU+3;I)[>YB8962.1"5=2.0P)!JG|0?AS| M/OBUX.O_(=_%/P-I'B30-4@,.I:)KVFQ7=I=1G^&2*561Q[$&O@#QC_,$F MOVG?^"?GB*^^-O|
P0^^,D>@Z=-.]YK_.S1|0KZ6[|(ZVQ.Y_L$LCF72;A^ MQ5@C-L!>.-=I /T8HKY-_8)_X*X_!;]L;QA??LY_$OP9K'P?^//AZ,_|)1|& M?'@$.H1E5RT]C*0J:C;$ LLL0SLP[(JLK-]94 %%%!
(4%F(Y)H *|0_:)_M:_T;X;/-X/| A^8-1UQ,=:G|0^ M*-7GOKVX;=-<7#Y8^WH .P' ' JA117|UU:M2M4=2I)RDW=MN[;>[;ZL_:H0 MA2@H05DM$EHDO(****@H**** "BBB@ HHHH
*^2O^"F=T'U?P?99YCMKU|?[MS0C_-EKZUKXU_X*47I;XH^'],)_U?A_S@/]^>5?_:=?U']#RC[7QOPLOY:5 M=_| DCC^I_.GTIZOL_!_$Q_FJ45_Y.G^A|XT445_KZ?Y;!1110 4444
%%%% M !7U=_P3|_X*N_&K]BW4;7P7XAFN/%7P]:7%QX=NI|S6"D_-)92-_JSW|H_N MVYX5FWCY1HKSLURC+L[P4L)C::G"71]/-/=-=&M3TLJS?,T^*GP6|7P:MI5S|L@7Y9K28
%H)HS|T4BY M&5/4$$$J03V]?SC_+)'[8?QI_8Q^)L7Q'^$6O%$D*IK&B7+%K/5(<^5,@/ M49.UQAD))!Y(/[L?L8?MK?!_]MWX6I|0OAE?&WOK4)'X@|.W4@-UI5P1G8X'
MWT;!*2@;7 /1@RK_"IQWX>8WA.J|11O4PS>DNL;[*?Z2V?D]#^K>!/$3 |6 MTEAZ]J>*BM8])=Y0O^,=UYK4]@HHHK|W/TD**** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@
HHHHH **** "BBB@ HHHHH ^0/\ @OQ_RAL_:$_[)_-_MZ.BK^,*O[/?^"_'_"AL_:$_[)_-_P"CHJ_C"H_?[_@TV_Y2F?M=_| ;Q_Z M?)Z_?ZOP!_X--O| E*9^UW_V|?| I|GK]_J "BBB@ HHHHH
**** "BBB@#*| M1^!?!/C&[TW4/%W@[2M5GT6^6]T>?4M/BG>QN5&%GA+J3%(,G#KAAZUJT44 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110!||_M__P#!,O| 9F_X M**>#
["R^+FDWVC>,/#D@N/ OQ-|*71LO$'AB[5MZ36MTGS!0X#&)LH2 */"OB"S:UUC M0]7MA+!<1GD9!Y5E(#*ZD,C*K*0P! !TMO<6]W;I=6LZ2Q2H'CDC8,KJ1D$$
M<$$=Z^7OVN/VIGU*2Z^%'PXU#%LI,6LZG"W^N/1H8R/X>S-_%T'&=WSA|+/@ M_P#M+?| !,?Q5XL_8_| AY^U(/&?P+GTJ*;X?Z1XD66?Q'X)=Y#YFEI>9"RV
M8BP8]V9$#J%";2TB5_.WBWXC3HN>197.SVJS3V[TT^_|[_[=[G['X?<&QJ*. M:XZ.F].+_P#2W_[;]_8****_FP_:0HHHH **** "BBB@ HHHH **** "OB?_M (*/S"7XXZ6@/^K|*0*?_
FY/]:^V*^&/^"@UX+K]H)H V?L^B6T9]LEW_| M9J_KWZ$^'5;QAJS_),)5E_Y/1C_.W'|N_2YK.EX5TX_P ^)I+_,DJR_| M;3PZBBBBO]8S_#-"BBB@ HHHH **** "BBB@ KT"]F3]IOXL?
LE?%FP^+_PA MUTVM_:G9=VDN3;ZA;$@O;SH"-|;8'NI 92&4$>?45CB<-0QE"5"O%2A)6:>J M:?1F^&Q.(P>(C7H2<9Q:::T::ZH_HR_8S_;$^%O[:WP>"&5?6]_G4_8B_;+^(W[$?
QLM/BEX)D>ZT^;; M;^)-!>4K%J=GNRR'^[(O+(^,JWJI96_H#^"_QC^'_P"T!|+]&^,'POUM-0T3 M7+-;BSG'#+V:-U_@D1@R,O9E(K^1?$+@>KPEF'M*%WAJC]Q_RO| D;[KH^J|
MTS^O/#SCFEQ=E_LZ]EB::]]?S+;G2[/JNC|FCJ****_.S]%"BBB@ HHHH ** M** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHH ^0/^"_'_*&S]H3
M_LG|W_HZ*OXPJ_L]_P""_'_*&S]H3_LG|W_HZ*OXPJ /W^_X--O^4IG[7?| MV|?^GR>OW^K| ?| @TV_Y2F?M=_]O'_I|GK]_J "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH
**** "BBB@ HHHHH **** "BBB@ KA/VA?C-8_! M7P!-KH,3I%##&7EED;"HH M&22>P KX*_:'^,%W|9?B-([,Y^8_4#L*_-_$WC-< M)9$U0?| M%:|8>7|T_| MV^G]YKI<^TX(X;_
-8,UO57[FG9R|^T?GU|D^MC MC-6U74==U.XUG6+R2XNKJ9I;B>5LM(['))_&J]%%?Q;_[9]P+G]IGQ1(#G$ULG_?-K"O| 2O[6^@SAN?Q,S"O_M "X24?| P*M1?_MI_(_TQJ_+X>X&C_-
BHO| |!I55_[<>7T445_J4?YQA111 M0 4444 %%%% !1110 4444 %?:__1J_P""@LG[+7Q='P4^)FM%/ 7C*]1& MEGDQ'H^HMA([GGA8W^6.7H
CDX0@_%%%>5G>38+/\KJ8'%*|)KYI])+S3U7 M^1ZV1YSC>'|TIX_"NTX/Y-=8OR:T?^9_4917Q5_P14_;CD_:9^ A^#OC_6?/ M|9^ H([>22=|R:AIGW8+@D|LR8|ISSTC8G,E?:M?
Q+GF3XO(,UJX#$KWH.WD MUNFO)JS1_;F1YQA,_P JI8_#/W:BOYI]8OS3NF%%%%>4>L%%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% 'R!_P7X_Y0V?M"?|
9/YO M_1T5?QA5_9[_,%^/^4-G[0G_9/YO_1T5?QA4 ?O]_P:;?| *4S]KO| [>/_M $^3U^_U?@#_,&FW_*4S]KO_MX_]/D]?O| 4 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%,NKFWLK:2|NYECB MB0O+(YP%4#))/H!2;45=C2;=D>%?MT?%MO"W@N'X:Z/=[;W7 6O=C MV]AM]PKCO7R'74_&CXB7/Q4^)>J^,Y7;R;BX*64;?
|L[=?EC7';Y0"?+K@-G;K,L7_'QA/_9:_1NOS2^/$GG?"QG*#D-XKU$CZ?:9*_N_P"@E0]?L7?M.>(?V0OVC_#GQPT/S9;?3[KR=;L M8FQ]MT^3Y9X?0DK|RYX#HC=J_HI|*^*-
!|;^%].|9^%=3CO=,U>PAO-.O(3E M)X)4#QN/8JP/XU_,%7[)?|$"_P!J>7XI?L]:E^SKXHU+S-6| 7 ?2_;YY=+
MG9F0#/+>5*)%]%5XAZ5^'^,_#:Q67T|XHQ]^E:,_.#>C_P"W9.WI+R/W+P7X ME>%S&IDU:7N5;RAY32U7_;T5?UCYGWU1117|UG]+!1110 4444 %%%?EM_P0 MT_X+1?M1?
MH>.],^%W[=_AGPH%Y|3O"=_XG^"FL>%M.EM;?5[;3=4O-,U2P MD$LL@-U$]JLX53GR69B -N0#]2:*^7OV4/VPOBS|:?| @I'^UC^RAXPMM(7P
MO|%;CP.G@Z2RLW2Z<:OHCWMU]HD+D28E4;-JIM7@[NM5=)_X+C?|$B]<|?P? M#+3/^"@OPV?5KFY%O &UP);-*6VA?M3 0$+9?B/XZ@L_%TGB'4'B?1?#K)*)=5380-
J2HJ;FRN6Z5 MM?&/]O?P;|7?A9|+_BU^PO| MI?""+0=?^.ND>%-:UWQ+-+=6NMQ2K(9]%L& MA!QJ]9<;_)A4-+*%W+N**0NY=Q&16Q^S_^U-^SI^U7|+D^-/[./QG|/>,_
M"S.|;ZSH.HI/%#(@#/%*!|T4B@@F-PK,"1R*.^HKY=|6?|%KO^"3G@BS|/ MZAXE_;[^&T$/BB'SM%:/7EF|V+S&B|UQ&&,$9=' >78IVM@X!KV3XS_M3?LY M?L[_=_X:#^-
GQ]|.>&_!#);O%XHU'4T6RF$X!A,<@)$GF @ILSN!R,T =] M17A'[+?_4[_P""?_[:WBF[|#?LM?M8^#_&6N65NT|^B:;J.R||E2 TJP2A M))(U)
+JI4;ADC(KS[|E?]J;XW_$S_@K1^U;^RYXS|6QW7@CX8Z)X$N/!>DK MIMO&UC)J6FSSWA,R()9M|B*<2,P7&%P.* /KBBLSQKXFC|%>#=7|93:;M9V:;HQ%&SF-!W=MN
.Y(K|G[#_@K-_P %%;3]@SX=?|%>;KXC?"O6 M?!OCSXAV>CGX :1X2F-W'8W6J/8);6VK_:S)-J:!#(ZM (|[_D 3# 'ZYT44 M4 ?('_!?C_E#9^T)_P!D_F_]'15_&%7]GO| P7X_Y0V?
M"?]D_F_]'15_&%0 M!^_W_!IM_P#MX_| 3Y/7[_5^ /\ P:;?|I3/VN_^WC_T^0_P!0 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110
5Y)^VA|0CX)^#-SI-I<;+S7I191;3R(B-TI^FP;#_UT%>MU|<_MW^-S MX@^+4/A2WFW0:%8JC*#P)I<2.?| OGRQ_P !K|||4<|>1<&8B<':=7]W'UG> M_P U!2:|S[#@3*UFO$E*,E>,/??
_&[M_P"36/$:***_B8_IP**** "BBB@ MHHHHH **** "BBB@ HJ;3]/O]5O8M-TNREN+B=PD,$$9=Y&/0 #DGVKZ.^"_[M"4M[!#X@^,EY) K89-$M)
'Q_P!-9!]W_=7G_:!XKZ/ASA//.*|5['+Z7-;X MI/2,?|4OT5V^B9XV04/:XRI:^R6LGZ+]=$NK/G72-%UGQ!?+IF@Z3T@:1V^BJ"37H?AS]D#X^^(XA$_!' MA#P+IXTOP?X;L].@P-R6L
4OCNQZL?3^Y-)?>SX|B_8 ^,|D8=_$'AN,D$5?$U=U#F:MJK?$[VW/QSQ%P|?%"A0I9TW: MBY.'):-G/E3OH[_"K7/YROC1^PQ^UY^SU!-??%W]GWQ'I5E;C,^J1V?VJRC^
MMS;EXA^+5Y17]1;*K*59001@@CK7R_| M9_|$C?V0OVIK6ZU=/!L7@WQ1,I, M?B/PO;K 6D_O3VXQ%.">I(60]G%?T?D?C;0JU%3S;#|E_MT[M+UB];>DF_(_MGO/?!"O2INIE.(Y[?
8J63?I):7]8I>9^"E%>]?MK_P#!.O| :$_8>|0;?B#H MZZGX:NI_+TKQ?I4;-9W!.2$DSS!+@'|V_7!VEP":|%K]OP&88'-,+'$X2HIT MY;-.Z_X#[IZKJ?A^89=CLJQ,[^^,&CZM=_P!B>
(26POV2Z*IO M;_9CE|J8_P#7*OGR@$@Y!P1T-<698"AFF7U<'67NU(N+]&K?>MUYG;EN/KY7 MF%+&47[U.2DO5._W/9^1_4917C_[WQU?]I#]C[P%|6[R[|^_OM"2WUB0MDM

M>VY-O<,?3=)$S8|&'UKV"OX2QN$K8#&5,-55!4Y.+|8NS_%'|XX+%T MI.\;D5)>DE=?@PHHHKE.H**** "OQ'_8I_93^)7QN_X-NO@+^T;^S+;,?C9\ M_?%?*

BCQS\+9HXRSWLMOXGU8WNDL!R\5Y;\1BR !K$#QFOVXKSK]D_|+95^" MO[$_P#T/|F?|GGP[<;3X0\.R7CZ5876H2W3Q&ZNYKR;,LS.[9FN)6Y)P& `M H _-?_@E'_P4(^"_P 6/VHO^"A/_!2KPM%=W/@U?./PV\7WMA:XDN8$LO!M MU+>678-/%)!/ 1T\R,\XKC_VCM(_;^ ;]_X(K^/OVD-1\%_LM_"/X)ZY\%]3 M\5^:?*

AKHW@&UY358], ^P275]AO3//:VUZRB,QR0V_P"ZD9#MW_J/TB_9E_X)-MC?L5?L@Z_P#%77?@A'(-*7X!WXN B%/EQ>S75C?MFZ)C2WF9HX8C|MN 8HU M5-K[<84 >'Z5_P &Y7_!,FRT;4_ VK^&/B!K7@N\@N8]+^'>M_%/*5I]!T,SJ MX,EE9F<+'(GF,T;N7:-\.I#J& !\]?M&16/BG|F?_@D]XG\9VT%_W?]\V)!T/PYX4_9%T_P]HMI86Y,;N^ M'3F"RMEB3<9;S)VJ ,\#GVKZ,^-O_!-G]D;]H3}DGPO^Q1\3? %W<^' !%KI M47@U;76KFWO]$ETV 0655S;WD;B9)XHQM\S<2P9@VX,0<;P_ ,;$[OV4]*^$O M@WX.^)))?& BO3_ GQ6L?B-X?

U'QAXIU#4=07Q!9C%O/)'_@IX/C^#L>]Q+(UEH]PDDFIW%HKYV M'!;PC;5,$;RN<-0<GP\\5W6A;I@4VIAJ>DMA=6KJ7A)+'RY RJ68]%+MG8_9$_X M)_\[.2!$/@<7O WP)\(7L^\8^)- >UFXU+6/$%VRE3/>7MP[2S, S! M1D*NYBJ@LQ(!\(_\$2OV4OV:?$'_,F:/?ZM\[_"4]YXV^'?B>7Q7[$OA^W M.YU65;O484DGE*%Y&2.-%0DG8$7,C X?VJDFEF4S2,9"2T\A MR6R,\=!7F_C[_@DC^P[\1_V+_ "WI!?B'X,7Z^ O L\-SX(:TU^YCU/0;N%Y' MBN[.!#^ MK]NO_L6OA?\ ^F:ZKOO@W_P0^_8(^#?QO\(?M 0^\ &?BGXB>"M4-_H_C[OS M\0=2U;52_DO"L'+ MBW\:?%&UTBV\9:C)],LD=W'IL#P6@6)F*1;8W8$H!NSDY- %;]MGX^:M^RM^ MQY\4OVEM\-+K-_X!\ :OK]EIDW[5ZQH^D^(=)NM U_2[>^L;ZV>WO;* JA62*KA=2 MKQNC AE9205((()!KXO*^\ !OU_P3!\&ZM+8:-/HOP]_X0674C?M\'9OB?JU >4V-Q-; MLLODMOVR!&1F"[=P!(.K^R;^S!\) .P#=@<_P7E?]D_]

8[T!4?"WPL^)/[-5 MQXHUOP&^O7=[8QZY::RENE]$+]61DP !^GM?.W_!4[]MS7O^'> .M7[&FM_M1^&O 5GXEN]*US1K!-(OKU[>.1,[4K>S9RZ*Q!03EP,;^)'QK^*G[07_ :">#/B5\:O&%]K_B1O%,D: M,>ZOJER9KFYCL?'0LH#+(s[*Q\56.NIJ?A*YCBNGEMO.VPL9$<>6WF'<,9X'->[T M %%%% 'R_P7X_Y0V?M"?]D_F_\ 1T5?QA5_9[_P7X_Y0V?M"?\

9/VO_1T5 M?QA4 ?O]_P &FW_*4S]KO_MX_P#3Y/7[_5^ /_!M_RE,_:[_P"WC_T^3U^_MU !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% 'CG[<KMIOP(EL@^/0U6VMR/7!:7' D/!-+]^K_ M_P#7Y59)"OKLB(_P##9_P!:_^4* CSQIQ+K\<3@_^?=;>4V-Q-; MLLODMOVR!&1F"[=P!(.K^R;^S!\) .P#=@<_P7E?]D_]*

8[T!4?"WPL^)/[-5 MQXHUOP&^O7=[8QZY::RENE]$+]61DP !^GM?.W_!4[]MS7O^'> .M7[&FM_M1^&O 5GXEN]*US1K!-(OKU[>.1,[4K>S9RZ*Q!03EP,;^)'QK^*G[07_ :">#/B5\:O&%]K_B1O%,D: M,>ZOJER9KFYCL?'0LH#+(s[*Q\56.NIJ?A*YCBNGEMO.VPL9$<>6WF'<,9X'->[T M %%%% 'R_P7X_Y0V?M"?]D_F_\ 1T5?QA5_9[_P7X_Y0V?M"?\

*9/VO_1T5 M?QA4 ?O]_P &FW_*4S]KO_MX_P#3Y/7[_5^ /_!M_RE,_:[_P"WC_T^3U^_MU

O$S'^^+=W"D|XKR[0/ MV!_V[?!G[)7P:_8&_:+|&^ /#?P>_9T^(MEXR|5?':+QUYG]M>']$N[C4(8X MM,^SB2TG=#&LKR2E(Q%(P+[@* /T/^)G[7G@GX>_M4_#O]CVQ|-:KKOB_P ?
MZ;J>KO'I0C,6@Z18HHDU&]+,#'"|TD5O'M#%Y9, 85B/6:_)WX&_M3?M K|; M_#7[3O@/X+Z/K'QR_;@U74?^%2Z?|0=4GL=,|#_#/P_:_:+1KHP12S>9<).+ MQH8@!++?
KEE|G!^U_P#@GI^VMXW_ &K[3XD_#CXV?#73/"?Q)^#WCV;PIXWT MO0=6DOM-N9!!%<6]]9S21QR&">*4,JR(KJ58,.A(!]%T444 %?,__!3W_@HY MX-_X)[_!>WO=)T0^+?
BKXUNO[&^$/PRT_,E]XEUF4JD2+&IW"WC=T:63@*I" M@[W16P_VR-3_."U'B#XO7'P]_8/\+_ ?P_X'FT^#'Q#^)-_J-SJ%O,RGSO* ML;52C,AQL|S*L?
O<56_89_X),^'/V_MB_M0_'#6_CI^T!K%F;6[^)GB MRU2"+2+9L[K/2+%"8M.@(9@0F6(9P"JNR$ U_P#@DI^P?XG_ &'_-G*|NOC
M=XB3Q%|9/B;KT_B_XS>*=RN;W6[H[G@C8#_46ZD11@87(=U5?,*CZFHHH QO M$?P^|'>*|OK>@P22D?Z]!LD_[Z7!/XUPNO?LT6/^[#>1[A_WTN, M?D:]3HH ^?
=8^!_Q&TDDKHJW:#_EI9S!|_| 3AOTKFM0T76-);9JFE7-L0< M8N(&3^8KZGI&574JR@@]01UH ^4**^GKSP;X1U#)OO"^GRD]6>S0G||9K.F^ M$7PWN/|
6>$[89_N%E_D10!|Y45]#/| !+X7OC=X77CTNYA_)Z=%|%_AE%]S MPK&V44 <1X>^ 7@31BLU_#-J,HYS/_3Y/7[_4 M %%%% !1110 4444 %%%% !1110 4444 ?FA^QS_
,$IO^"O/[!_P!TK]F3] MG?| X*;?#&T|):)=WMQIMOJWP.>ZG1KJZENI=TIU %OWDSXXX&!VKT[XQ_| M!-C]LCQ[JOPI_:Z|(?MA>&=+_:?^&FD:EHVI^-#X#8>'/%^C7=R|O]F7FG+<
M>9%&@,922.4LL@=|993']PT4 ?('[(O_ 3X_:$T;]K>_P#^"@O[?_Q^|/| MCWXI#P?_,(MX0TCP3X=DTSP_P"%-+>837"VR3RRS3SS2 %IY&#!24Y4C;YY MX$_X)C_|%#_V*+SQ3|,O^":?
[;7@3P[|)?$WB*|UG2?!OQ*^'[E, MMQ'IL|%S$)8/,9G2*=2JYP=Q+NWZ!44 ?!'QJ_X)@?MRV'QO^&?[;/[+_P"V M]X?F^.?A/X4M|/?'FO| Q(|#^;I7C'3&O#?&0)$2"-B;E5"'
MZ;]D+_@FO^U!|)O^"@^L?|%#/VJ?VRK#XE^(_$'P=7P7=Z3IW@B/2+73"-42 M^5;,)*Y%L@0J!+OE=Y))< B-?M&B@#Y[_X)N_L1:I^P;|(_%_PRU;XAV_B6 M3Q/|5?
$'B^.|MM.:U%NFI7/G+;%6=]QC'!?(#=<"M+_@GQ^SM^TE^S#|!9OA MM^U1^U7?_&+Q/)XCO+Z/Q=J-F|$B6DNSRK7:|DAQ'M;!W<[N@KW*B@#(^(.D M>*?$'@+7-
!|#^)QHFMWND7-OH^M&V686%T|3+%<>6W$FQRK[3P=N#UK|U_V1 M/^"/Q_!5W]B71M?M?@K_,%)/A9)K'B[69-5|9>,/$?P0FU'6O$%X[,?-O+V M;43)-MW$(N0B G"@LQ/Z?T4
>/6'PU_;%E_8SO| X6^)?VBO#MQ|9+SP_?V< M7Q*L/"+6MA;7DSRBWNTL!,2##$|>$|S#/%D|,14'_!/?]BSP+_P3Z_9&|'_L ML>!=0?4O[
L3)KFOSQ;9M;U29C+>7|N2S;I9G=@&9BJ;W(*]HHH |-^)W[M.W[27B_]NGX:?M&>#?VJK_0OAKX2T+4K/QA|*(K-VM_$MS/!.EO6?M7_P#!/G]I>?| ;%B_X*#?|$]/V@/"_@?XBZCX-
3PMXY|/ M>/O#4VI:#XHL(I3+:RRBWECF@N86)42(3N0*OR@,'^Q:* /EW_@GI_P3_P#' MG[+WCOXF_M._M+?&RW^(WQG^,6HV4_C+Q)INB_V=IUE9V4)ALM-L;T_;|_9-|1?MN_
VW_9OB^)(|.>%-<|3:<_Q(CBM'DN-:|/P MS":ZTJ&173[.;DI'$|OS8B,J[3OX]NHH_^8/VW/V&/B7|7?BG|&OVH/V3/'_M_(8|(?$;X&SZK#X8LO%.A2W6A:EI>I6:6EW87$5K+%+$
L4+Q21D^6T>-A#< M:G_!/7]BGQK^RA9_$CXC?&OXE:;XM^)7QA|>S>*_'&JZ%I+V.FV|A@BM[>QL MX9)))!;P0Q*JM([2,68L>@'T710 4444 %%%% !1110 4444 %%%% !1110
M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'R!_P7X_Y0V?M" M?]D_F_| 1T5?
QA5_9[_P7X_Y0V?M"?| 9/YO_1T5?QA4 ?O]_P &FW_*4S]K MO_MX_P#3Y/7[_5^ /_!IM_RE,_:[_P"WC_T^3U^_U !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 M4444 %%%% !1110 4444 ?('_!?C_E#9^T)_V3^;_P!'15_&%7]GO_!?C_E# M9^T)_P!D_F_]'15_&%0!^_W_:;?|I3/VN_^WC_-/D]?O]7X_|&FW_*4S M]KO_+>/_3Y/7[_4 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!|@?| M%^/^4-G[0G_9/YO_$=%7|85?V>_|%^/^4-G[0G_&3^;_T=%7|85 '[_?|
M!IM_RE,_:[_[>/| T^3U^_U?@#_P:;?|I3/VN_| MX_]/D]?O]0 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% 'R!_P7X_Y0V?
M"?]D_F_| 1T5?QA5_M9[_P7X_Y0V?M"?| 9/YO_1T5?QA4 >M_'GXF_$GX9?M8_%*_^&_Q!USP]/=> M/-8CN9M#U::T>5!?S$*QB92P!YP:P_| AK#]J;_HY7X@?^%E??| QVBB@_X
M:P_:F_Z.5^('_A97W_QVC_AK#]J;_HY7X@?^%E??_':** #_(:P_:F_Z.5^ M('_A97W_,=H_P"&L/VIO^CE?B!_X65]_P#':** #_AK#]J;_HY7X@?^%E?? M_':/^&L/VIO^CE?B!_X65]_|=HHH
/| AK#]J;_HY7X@?^%E??| QVC_(:P M_:F_Z.5^('_A97W_,=HHH /^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^(' M_A97W_QVBB@_P"&L/VIO^CE?B!_X65]_P#':/|| AK#]J;_HY7X@?
^%E??| MQVBB@_X:P_:F_Z.5^('_A97W_QVC_AK#]J;_HY7X@?^%E??_':** #_(:P M_:F_Z.5^('_A97W_,=H_P"&L/VIO^CE?B!_X65]_P#':** #_AK#]J;_HY7 MX@?^%E??
_':/^&L/VIO^CE?B!_X65]_|=HHH /| AK#]J;_HY7X@ M?^%E??| QVBB@_X:P_:F_Z.5^('_A97W_,=HHH /^&L/VIO^CE?B!_X65]_|=H_X:P_: MF_Z.5^('_A97W_QVBB@_P"&L/VIO^CE?
B!_X65]_P#':/| AK#]J;_HY7X@ M?^%E??| QVBB@_X:P_:F_Z.5^('_A97W_QVC_AK#]J;_HY7X@?^%E??_':* M* #_(:P_:F_Z.5^('_A97W_,=H_P"&L/VIO^CE?B!_X65]_P#':** #_AK
M#]J;_HY7X@?^%E??_':/^&L/VIO^CE?B!_X65]_|=HHH /| AK#]J;_HY7X@ M?^%E??| QVC_(:P_:F_Z.5^('_A97W_,=HHH /^&L/VIO^CE?B!_X65]_|
M=H_X:P_:F_Z.5^('_A97W_QVBB@_P"&L/VIO^CE?B!_X65]_P#':/| AK#] MJ;_HY7X@?^%E??| QVBB@_X:P_:F_Z.5^('_A97W_QVC_AK#]J;_HY7X@?^ M%E??_':** #_
(:P_:F_Z.5^('_A97W_,=H_P"&L/VIO^CE?B!_X65]_P#' M:** #_AK#]J;_HY7X@?^%E??_':/^&L/VIO^CE?B!_X65]_|=HHH /| AK#] MJ;_HY7X@?^%E??| QVC_(:P_:F_Z.5^('_A97W_
,=HHH /^&L/VIO^CE?B M!_X65]_|=H_X:P_:F_Z.5^('_A97W_QVBB@_P"&L/VIO^CE?B!_X65]_P#' M:/| AK#]J;_HY7X@?^%E??| QVBB@_X:P_:F_Z.5^('_A97W_QVC_AK#]J;
M_HY7X@?^%E??_':** #_(:P_:F_Z.5^('_A97W_,=H_P"&L/VIO^CE?B!_ MX65]_P#':** #_AK#]J;_HY7X@?^%E??_':/^&L/VIO^CE?B!_X65]_|=HHH M /| AK#]J;_HY7X@?^%E??|
QVC_(:P_:F_Z.5^('_A97W_,=HHH /^&L/ MVIO^CE?B!_X65]_|=H_X:P_:F_Z.5^('_A97W_QVBB@_P"&L/VIO^CE?B!_ MX65]_P#':/| AK#]J;_HY7X@?^%E??| QVBB@
_X:P_:F_Z.5^('_A97W_QV MC_AK#]J;_HY7X@?^%E??_':** #_(:P_:F_Z.5^('_A97W_,=H_P"&L/VI MO^CE?B!_X65]_P#':** #_AK#]J;_HY7X@?^%E??_':/^&L/VIO^CE?B!_X6
M5]_|=HHH /| AK#]J;_HY7X@?^%E??| QVC_(:P_:F_Z.5^('_A97W_,=H MHH /^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^('_A97W_QVBB@_P"&L/VI MO^CE?B!_X65]_P#':/|
AK#]J;_HY7X@?^%E??| QVBB@_X:P_:F_Z.5^(' M_A97W_QVC_AK#]J;_HY7X@?^%E??_':** #_(:P_:F_Z.5^('_A97W_,=H M_P"&L/VIO^CE?B!_X65]_P#':** #_AK#]J;_HY7X@?^%E??
_':/^&L/VIO^ MCE?B!_X65]_|=HHH /| AK#]J;_HY7X@?^%E??| QVC_(:P_:F_Z.5^('_A M97W_,=HHH /^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^('_A97W_QVBB@" MIX@_:/|
VA_%FC7'ASQ3|>?&FIZ?=Q^7=V&H>*;N:&9/[KH|A5A[$5Q=%% ' "_]D! end GRAPHIC 19 cik0001476204-20241231_g5.jpg begin 644 cik0001476204-20241231_g5.jpg M_]C_X
02D9)1@ ! @$ 8 !@ #_[@ .061O8F4 90 !_]L 0P " 0$! M 0$" 0$! @(" @($ P(" @(%! 0#! 8%!@8&!08&!@<)" 8'"0<&!@@+" D* M"@H*!@@+#"L*#)@(%
P,%"@<&!PH*"@H*"@H* M"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*_| $0@" M% *J P$B (1 0,1 ?_$!| $% 0$! 0$! ! @,$!08'" D* M"__$ +40 (! P,"!
,%!00$!?0$" P $$042(3%!!A-180'EZ@X2%AH>(B8J2DY25EI>8F9JBHZ2EI]>H MJ:JRL[2UMK>XN;K"P|3%QL?(R;GZ.GJ|?+S]/7V M]_CY^O_$!|! ,! 0$! 0$! 0$! @,$!08'" D*"__$
+41 (! M @0$ P0'!00$ $"=P ! @,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P M%6)RT0H6)#3A)?$7&!D:)BH*#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6V
MM[BYNL+#Q,7&Q|C)RM+3U-76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_: P# M 0 "$0,1 #| ^/?V'_V'_P!N3_@KK^W)|=_A1|*/V[O$'@C_(0CQ!J%^[ZM
MX@U.6*6)]3FA6*-891MVX^F.*^P/^(3;_@J9_P!)=O| RH:Y_P#'J/| @TV_ MY2F?M=_]O'_I|GK]_J /P!_XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_P!)=O| MEV_|J&N?2_'J_?ZB@#|_?
^(3;_@J9_P!)=O| RH:Y_P#'J/| B$V_X*F?\27;_P"4-?W5M_*AKG_,_P?A_QZC_(A-O^"J9_Q)=O_ RH:Y_P#'I!_MY|O| XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_P!)=O| MEV_|J&N?2_'J
(3;_@J9_TEV_|J&N?_M_'J_?ZB@#|?^(3;_@J9_P!)=O| RH:Y_P#'J/| B$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZ MOW^HH _ '_B$V_X*F?\27;_P#*AKG_ ,>H_X(3;_@J9_P!)=O_ RH:Y_P#'I-
O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/| @TV_M F?M=_]O'_I|GK]_J /P!_XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/| B$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZ
O^"IG_27;RH:Y_P#'J/| @T_M F?M=_]O'_I|GK]_J /P!_XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'I- MEV_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/| B$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZ
MF?| 27;_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/| @TV_Y2F?M=_]O'_I|GK]_J /P!_XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/|
B$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZC_(A-O^"J9_Q)=O_ RH:Y_P#'I!_MY|O| XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/| @TV_M F?M=_]O'_I|GK]_J
^(3;_@J9_P!)=O| RH:Y_P#'J/| MB$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZ MOW^HH _ '_B$V_X*F?\27;_P#*AKG_ ,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/| @TV_M F?M=_]O'_I|GK]_J
(3;_@J9_TEV_|J&N?_'J_?ZB@#|?^(3;_@J9_P!)=O| RH:Y_P#'J/| MB$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZ MOW^HH _ '_B$V_X*F?\27;_P#*AKG_ ,>H_X(3;_@J9_P!)=O_ RH:Y_P#'I-
$EV_P#*AKG_,>H_P"(3;_@ MJ9_TEV_|J&N?_'J_?ZB@#|?^(3;_@J9_P!)=O| RH:Y_P#'J/| B$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZC_(A-O^"J9_Q)=O_ RH:Y_P#'I!_MY|O|
M;_RH:Y_P#'J/| B$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZ MOW^HH _ '_B$V_X*F?\27;_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/| @TV_M F?M=_]O'_I|GK]_J /P!_XA-O^"IG_
,J&N?2_'J_?ZB@#|?^(3;_@J9_P!)=O| RH:Y_P#'J/| B$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZ MOW^HH _ '_B$V_X*F?\27;_P#*AKG_ ,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/| @TV_M
MB$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZ C_(A-O^"J9_Q)=O_ RH:Y_P#'I!_MY|O| XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/|
M_P!)=O| RH:Y_P#'J/| B$V_X*F?\27;_P"4-?W5M_*AKG_,_Q?A_QZ C_(A-O^"J9_Q)=O_ RH:Y_P#'I!_MY|O| XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_P!)=O| RH:Y_P#'J/|
J^LQS72*ZKL1GFV@_-U/I7Y*?|-8?M3?]'*_$#_PL MK[_X[7]?!_E#9^T)_P!D_F_]'15_&%0!^_W_:;?|I3/VN_^WC_-/D M]?O]7X_|&FW_*4S]KO_+>/_3Y/7[_4 %%%% !1110 4444
%%%% !1110 M4444 %%%% !1110 4444 %%%% !1110!|&?|'#'_5%^/|_P $F/V.?O[M0O[.?A#P=1E:XV/$ QG4;;S[F,@R;+"U;Y4(EQ=VC#!N&#
_[:/Q1_X*&?|!-SX;?MA_A?>^.;^ZT1A3)F^N#_N_E&M!UJFM05?Z//S]T6SW!OEK-+,:?VA!M+*0+X([E$+Q2W<VT5Y_#KQ:8.QC!/XXJ^/+_D
BV/PXO MB'3Y3'$-8;P[XM_:3| Z7]"-M>QU'QC8P3*< MXP4>4,#GVK|;/^#3C]]@O]H7]EG|IWXD>G]"QAKI-M/HOB'Q+<%4 MT+2M1M-02ZC$DQ"I;0?8_."DA4|U^@Z?
#7C+X8?|&MW@JPNO@Y|,=8 :U^,_MBD1O''XN|!Z;81Q/,.#)%!=) 3$&/ ,3YX^8@[J /ZK=(UC2/$&F0:WH.J6U M]9748DMKNSG66*5#T974D,/<&LGX@?
%;X7?";38]9^*GQ)T#PS9S/LBN_$&L M0643MQP&F903R.,]Z_GH_P"#*OX]_%2T_:U^+/[*K>,-3F|#R?#^3Q%!H5](MWEVNH6^HVEL)HXB2(7>.[<2;?O%$W9V+CXG^.OQ?|&>)?
^"OGQ(UW_@O-X9^ M+OB&QL-=U2RN]!|':A%;WVFLMQ_H<=NETRI_9ZP[BB1/'N5HY%=@2' /Z|_MGQ,^''Q2TDZ_|,OB!HGB.Q5MK7NA:K#>0@^F^)F7/XTOCOXD?
#OX6Z)_PDOQ M-|>Z+XB[Y65%?LT?| !1O_ (*0^+/VH/| @L6WQ;|7?#E(;P^!? /PXV.-.C-P@M;,A[B' M[/;)!N+M$PDEF"LS'*/&7B.PTG3+--]WJ.IWB000+G&7D?%O_ ()-Z?| %3PW|)?$?
BK1-)U_PMX|AVSS MV=W<1V]_92B.699X0',L+RLSQR;6ZQAC]$?|%WOBA|_PY_P2EL_ MB9=Z!X!T'Q5H_AO3K-&9K>.YN;:&YO| 5)(P$TZ+-)'&&W8% *>8Y(!]O?
M|',/_!8;]I3]B+X5_!CX@_ !.G]]]I/P]!:^,-UVUU[5-)L=+UR"Y^RQ631H M'FCF1"IF?.W!.X9S@5^DG["7Q.|:?&S]A_X-?&7JM_P"(O|Z.ZUK]
MEO'"+B]NM,MYYY!'&JH@:21CM4!1G Q7|V'_!Q_P#|$2_V5|/@ @D7X#^*^* MJ?LU^K>75/K;75#.6]9@<6'S.0B**>6CR;N(4,@C-*9H...;W5K;75|8:O:W,9:TBM&26)8+:'8S&=PV2PP%P!@Y_HQ_X) M>?| *,
[]G;_LA7A'_P!,UI0!TO[9W6[6_PD_83_9A|8?M8?'*]N8O#7@W3!=7 MD=E&'N+J1Y$A@MH5) ,LLTD<2[B%W."Q4 D?BO| #?| X.!/^#@O_@I)JVV^ M-?3)1(]Y8^!_Q!3M_6^"@
G7/!WP?^$_CW2_!TVJ-J&L1Z%X3 M@|4^';N0(L9NR|<4ZVQ>..,%|PR%417P5 !^KG_2<_P""QW_!(!Q@MWP M?L"_|%-?V'=,^'6KWOA74-
7TO7K31;_2VN%M/+W%$N)9XKM"9,&2&154]CTK M]/| Q]|3OAM|*=&7Q%|4?B%H?AO3VE$:WVOZM#9PEST4/,RKGVSFOQ__."$ M/_!S5XP_X*'_+2>C_L9_MF?!!WP[I7CK5K*|?
P9XQ|*PR0VUY/!;O/-;3V|S MR&"1H(I6$B2;&*;/+7*Y^ O ?@'Q_P#|'+7_ 7H|7?#O]H;XQ:]I/@'0)M: MNK&QTN=3+I/AVPN5MH+2R24/%%-*|D!DE*,"SRR%6.%H_I[M_BG|,;RULKZ
MT^(V@RP:C LVGS1ZO"R743$A7C(;#J2" 5R"0:O:[XN|*>%S$OB;Q/I^G&?/ MDB^O8X?,QC.W>1G&1G'J*_DX_P""PW_!!V+_X @_KA|)?V+O_$/1Z /Z K_7M#TO2[3C!R,<|Y%&
MD:]H>OV/]IZ#K-I>VVXK]HM+A9$R.HW*2,BORP_X+H<_|&M|I'_0@_#W_P!+ M](KA_P#@W)TF'X)TCX0^(?<#[;XA>%_C-|1[7P?X3U>Y|::=XC|57LB)%I-G<6BPR MW)+D+|BR%@">2
.] 'ZHZQ^UI^RKX=UIO#?B#]IGX?6.HJX1K"||9V,4P8G M4HTH;.>,8KN]/U"PU:QAU/2[Z&YMKB,207%O*'21",AE8<$$<@BOY0OB7|// M^#8?2O"^I_"3]GT?M=?
%/Q?'8RKI_C3POI=A]G>X"G;,;:Y6W'3;QKB6*9H M%)Q&)59"X'#&)#USD_?6P|:>#M5U5]"TOQ9IES>QEA)9V]_&|JE3ALH#D8/ M7CBK6GZUH^KR3Q:5JUM=-:S&*Z6WG5S#(.J-
@G:WL>:_DN_94_9(^.O[<7_! M=KXZ_LV? #]IR]^$FIZ_XO| '2ZMXNTZVEEG&FKJDIGME6*6)SYHVJ0)$RNY M2<$@_??[5?[.GQG_.#73_@C%%|2?"_P1_:EE|6>*_C-
|5=.TG1/&EEX9.D76 MAB?3YGN'C3[5<8E|FQF5)0X9&F5AAE!H_:GQE^TK^SE|.?$J^#/B%|?_!.A M:PY4)I6L^*K.UN6+?= BED5CGMQS79V]Q;W=NEW:3I+%*@>*6-@RNI&001P0
M1WK^/[]FS6/^"&&K_L9ZC!^V)|._VDO$GQ]|16VHW%SXY|/6L$NG:=?/)+]F M:$/>I]I3'E/*TZ,SNT@!4;= M&_X*0?$K]@W]D_| 9/|
A1XWOO#7Q*|0>'?"6DP^#M:O=6U&VT^XN5#,L&J(M))!!;M(Y1%7Y6(51P/Z *_D1|5:W^VGX<_X.3_BKK7_!.P[;ZM|8X/CSX|_ MX0W3[I;0QRL7U-;G(O'2'BT-PWSL.1QEL
@'ZF_LK_|_!7/_(.9/B7^T[|\. M?AS|>_|@DYH?AOP+K_CO2-.\9^(8?A5XBMGTO29[R**[NEEFU-XXC' TCAW M5E7;EE(!!_9/Q+XH|,^"]#N/$_C'Q%8Z3IMFF^[U#4M[M(((%_O/(Y"J/?3-?
FW_,%E/^"@7A']L;@MUKGP6_;J|4_$- V=?A)XSO=_X0 MCX=CO2W;:IRBY /Z=/AQ|=O@A|8WN(_A%|M9/"OBIK,9NU|-^(::^,'/G|EVV||?| P=??|%/_ (Q>--8^#?
[&7A#Q9JWA3P1XR^&6E^_ MB!:Z(<[";4CJ$LB16+/^$#| M%?M 'UP-8UP,RG1=+|5V=Q=Y7.X>3'(7R,'/'&*|9_P""'OP>P4&O?2"9'[" MBG]K+P_X.TOQ-J^AW6G16+AO5-4-
JMZ+B_M[60AE#-|BS[^%/09P#7|R7]=5 M[_P1'G_9|T*/_@F5_R$'@C?] MYAL4[DG]NJ>K2N2QUN9LJE>M>6*4?)%5'@(J&*PRM@|RZFI H(EDD,5W)Y%P'"'2(MT$:*"'&!'(*_:W!/P%_P%'!
@V%^%G_!2#[]J#Q/XFN_BQ|&%N/#]A=-8K MTB[HP]_ A]W(U@B+L.P3NY#XY5K*LZ-_VTZUU1E*UEU*VWWB#KJO'F.+I^ MB!S[;T_:2 %D9%&FS23UA[TR!UD)5/J$>
@V%^%G_!2#[]J#Q/XFN_BQ|&%N/#]A M=(L.JBY|0V>F2W%|LD3232M:VT#;PZ$REV;?NQ0!^N7_@K5^SU_P5_:*\?W?(^#OPH^$9Z'PZ'RA1D?5%IW;[[3M@G6*[8^8/%!XAW'_PH1O!XI:
/_:;?|I3/VN_ M^WC_-/D]?O]0 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% 'YE?|'5?|N#_@IE_P/AU8.0AJ?K0E79PJM7O@'A(YB&IA$GX2BY,:_QWCF?;^%Y-83PT9TY"^-%CP3/F:(8L(KR
HDGB7@YRXXZU|"_L6^+_| @[&_8+_9F|,_LF_;]@6 MR'A/PFMVNDC6= L[FYQA>$Q) M:^%=6339[YK6W:1G6'[7IL[PS0J7)0,%=5.TMA0J_P! -% 'Y4?"KX0_|%N/ M^"GG_!/3]J'X8_|
!1?P5HWPPUOXD>';&R^#?AFU6WM[6Q|H3RSI*L4T]S$D MT@MHG:X=G"EBJ[1@_%O_18|(?|%_/^"8&G^-/V/?@]_P $E=+OM3|6>)A> MR_$#QXYL['395AC@S+?
0RB.]M(Q'YBQ0N6S)*4W%|5_1310!^#W_:^_P#! M,+_@H3O=_P47^>)OQO_(M#@Y,W'KCL5)VC6P]JJ:<5SDQ$*BCPN;QKRZ4K/A'+HRF]Y?#SDFD(1 NX)Y:-**R XW:5I%#'/ZZH=G@:7P'T@)$*3;UXTF@
X7GGBJOQ7^/'_!=&S6Z^$'_!0W_@@3X'_;;&FR36^@>,+WP3;;C[YG?4%EB6V'S99(+.WBF<+]H?S2T<7RL,N.*U_ M_@D]_P %AO| @A/_,%"?$O[6O| P2J^#=<G|6/ASXA6[MH-
$BC6YD32KB=9Q MIMY9++%<%X7C3R[BW+ B)2Q7>|-?T/44 ?CG|'O^"@'_>"_^ M'<-G|%_,'C?2)_B/XAU#2S;W4FCQWD+7T<;ZI/C:| D7;#"TWS?*X/->+_| M%Z/^"17_40^&_
5)TC_@KA_P3;^&5_XTN;K4M)UB^TW0K9;F|T?6["** M %K,D/<6L|<$3,4#?,TRN%!0M^^E% '|U_| P5;_&>?^#D3_@L'|* AKXY_M:_X)Z:'H=CX=O=171/"W@Z,VVI1M-
';^;=WD5Y>RM$CF-4C0LCCRW)3!5V_M?/| X)^^ ?&'PI_8,^"7PN^(>A2Z7K_AOX1>&]*US3+@J9+2|M]+MH9H6*DC M?BF|TCXJV?B#2M4| M/75AXB72YG%M=)+)&L[LJ L@(V2,
(W!*MP37YE>$?^"GO_!W=|(=)7X7>//^ M"9.F>-M8@0PKXHU#X>W,LDC@8WO+I=_%9-Z@JJ@GU"%?O%10!^'/_!!_@@@@Y M^VQX-_;_-2_X*R?%%)=(TWPIXFEU76-9T3P58S6[W-
SJVJ+.MQ>3I:LT%K" MJ74_EP*Q?>RY6,1@/X+|;/| @F;_,%@_P#@C=_P5T|1_MG?|$V?V;KKXF^% M/$NKZG"1)X?)5$X?.]%_I HH_DC_M ."N_CK_(*&?$[_(*N_!KXA?| !2WX6>%/
_CS5]$|-3Z5X1|).S1Z7H_] MLW2P1SDS3_Z09%N)&'FM@2(#L(*+^MW_=@?|$K/VG?^"A'P9^&/Q:_9/| M!$OBO7OAC?:K%JOA6QE1;N|L;];0F:!7($K1/9]#&IWL)B5!VXKU;_@J!_P;
MV>#O^"E_^*Z[%8]]R.Z%%E?W%%X',S7$$94N;@ MH1M. N O"&CZ)HCU M+0SIWBCQ1'975]MM"J7%R0S1>5'-)*(8%9(&^=F;8WTW^QK_@Z_|_X*+?$? MP0^/?CN_\U|L)+|#8]+A:+(4-K#*
$UWJ6CZ-KMW$@N/(O[&^AA>2-V5%G^RM$&)PI M<%N :_:2B@#^>+_@CCHO_!P'^P;|&/%G[_WP;_X).:/:W/B#Q!=7UQ|2OB&) M+"TL'E@C@9HXI0FH11B+,:PLS?,0
X(%>J_|&G7_!;_]NS|A/|:"^+7BO] MK?|9OUOP/IVO>#;&TTBZU6:W9;F9+LNR+Y4CG(7GG%?N110!^$?_!'K_@F% M^WM^S[_P<$_$W]J[XR_LTZYH'P|UK6/&TNE^*;N:W-
O<)>7[R6Q4)*7_'B$ M$94>^*_2[_@M#_P34M?^"J[_[_6N_LQ67B:VT7Q';ZE;Z[X*U>^1FMK;5;=9% M03!06$4D4T|+,H)03;PK%=K?5U% '|^7[$7QP_X.8O| @CM|((?V)_|AV!)
M|4O"?AV[NCX5OK:QFU'[''-*|S)'=Z=.R/ 99'D5)4$B^85)4 (OZ._|$;OB MS_P6>^?/C+XE?%%O_(*H_!73ASX=O[32H?AEX-TR"VA6V9&NS>2M&)YKH,P M:V!-PXR4^1%&<_>%%
!7X#?L:?| !*[_P(*-?@[X]VZ]#_T[?:3F-G]NM/H3K>T7J+TD=.>Z_6^'%6>>3_\O6GK&>>>R> ?*@_0,:>D4"HB]86=@;D>6)FJO.+S!7JH-'3DR0?/TY[Z#"*
>U3PLLD/VS3K^:!H;]&MY MGC^V6MTLDI81/YRFXD4*NU9*_=VB@#|0]?| ^"H7_!U?^T;X?/PF^"W_2; ML?ASX@OHO(N/&6IZ%-;K:,<@S0-JMRMK&1U_>"8<="2*[K_@XF_X(5?M-
| M!0BR^'7[87[*E]:7GQB|"^%;?1$/A^XU**SDUB&*1KF*6UN&*Q)<17$MP<. MR*ZR##J8U5_V"HH_#[PG_P5N_X.GM&|&V_PFUC_((|6^L>,+>W6T_X3*^| M*7|5M<2
;?/E$=TEL7/WB4D2/.2%"_*/IWX_L5_|%(_^"@__!O5K?[,7TX[7! MTZ/|I'Q);3:I]%E+=64=L;FW|1OJ%E8^9:$VR9LHK>W4AMJL5+N2':OTDHH M_!'_((5>Q_+(5>(/^"]"8|R?

#O4/BK;W/B7QUX@LI VAZ9= M7%NFHR)+#ZBB@ HHHHH **** "BBB@ HHHHH **** M "BBB@ HHHHH **** "BBB@ HHHHH **** /D#_@OQ_P H;/VA/^R?S?\ HZ*O MXPJ_L]_X+\?
|H;/VA/\ LG|W_HZ*OXPJ /W^_P"#3;_E*9^UW_V\?^GR>OW^ MK\ ?^#3;_E*9^UW_ -O'_I\GK]_J "BBB@ HHHHH **** "BBB@ HHHHH **** M "BBB@ HHHHH **** "BBB@#P7_@J-
|;OB5^S7_P3L^,WQ]^#FO)I?BKPC\/M M1U30-1>SBN!;W4419',SM6LXI"KM!'#'R[$[GR><9KZH_P""WG_* M(C]HO_LDVK_^D[5^$?\ P;M_\$0_@5_P5P_9=^(FL?
M%?'[XG:)H_A;QLEMH M_A?P;K%M;V/VV2QC9KZ:.XMYUDEVE4&T(=J8+$' /Z;/"/C[P)X_P##:>,O M ?C72=;TB4,8M5TC4HKFV<+][$L;%3COSQ4FA^,O"'B>62#PUXJTW4'B4-*E
MC?1S% >A(0G K^:__@W |8?%7]@__@N_X_X)@3^-YM;\(:QJWBKPKKUBX/V M.\N]'6ZEAU$0DD)(T=G)'W^2X*G.!AG[$\=Q_P $)_\ @Y[U/]FK4YGT[X=^ M/-
>D\-6+2L1$VBZRT=QI#[C\I\FY^RPO)V\N<<C17>INR9&/DO,CIFOZ2: /S"_X.0?^"U/[4W_1] MC^#;_LT> ? &N'XAMXA&M?\ "=:5?7/D?8/[-\GR/LMY;;<_;)=V[?G:F-N# MG>_X-
[_^"ZT__!7?X?>*?!?QRT'PUX;^+G@ZX^U7VB^&8IX;+4=(D8+%>6\= MQ--(#'(?*E4NP4M$V0)0J_$?_!\W_J/V7_\ ?\:_RT&OD[]K;]G[XS_\&_O[
M87[/_P#P4S_94L)CX$\>^$]UF&R,C"V-W+80-J^AW##.(IUD>6+(^59?D!: MVW_3_]B3_@O3^U_P#M)?\ !=[QW_P2#'/PX^&UIX \+^+_&&E6&KZ3H^
MH1ZQ)#I4MRENTDLE\|)=A"N\B%0\(Z+<>)/%FO66EZ=:1 M[]N_U&Z2"&%?[SNY"J/".2]N&M;=C<7"0R2)%)/-= QF9SNB@/R\KA@#^F7 MXXM?A%\9_"?BJ6T7==1^'/$=K?-
",XRXA=MHSQSWKXW_X+7:E_MP66TV^^&Y_X).?%/P=X:@>'5O^$['BNXT6,W#@V?V/RO[3C?.T&YW>7C[R[L M_+7\ZW[9/QK_&%_@Q^T-\.?VCO^"&?A?
XX_#/6/#C2S:W'XTC_U%U&\1MY; M:1;FX>1)5,Z3PRGRRJH-I#N*^]/^#QKXDW/QF_9]_8I^,%[IPLYO%?A3Q%K$ MMHH.(&NK3P].4&>?E+XYYXH_??]G5_BK)^S[X$?XZZA:W?
C=O!NEGQE=61B M,,VJ_9(OM;QF$",H9_,(V)@C: ,5)H/[0'P&\5:W?\ AKPO\;?".I:CI<;/ MJ>GV'B2UFGLU7[S2HDA:,#N6 Q7XD_\ !Q!^V]\9_P!F[_@BI^RG^SM\'_%- M]H,?
Q<^'VFQ^*-4TR=HIYM-L-&T\O9;U(*QS/>1%\$%EA*'*.ZGQE?\ @VL_ M9>^'?_!"6^_X*.>._BYX[N_B?=?!I/'5A;:1J5K;Z3;)Z[XD\$>);&\DT_2[F2.XLKB.=8I4B9US@ MD9R <&OQ]_X-
@/\ @L5^W;_P42^+_P 7="_;<^.MAK^B^#_"%EJ.FL?#FFZ8 MEF[W$BRR/):P1978O.\D#&>*YW_@SF_Y1I?M"?\ 8[3_/IFAK\Y_P#@W7_X
M):>&O^"KGQ,^*'P4^)/[1'C;P3X0TGPYI]_KVE>"YXXVUYCI!(1D([M0NP5O8\U^-7_6Z_P""QO\ P4*_8V_X+,_#/|D;]GGXV6VB> ?$6G>&)=7T M:7PKIMVTSWFJ3P7!$]Q;O*NZ-
%7Y7&W&1@|U\0_\$T/AEXV_X)3?\'/VF_L8 M_"[XGZGJ&A1>,[GPOJLMQB+^V=*NM.:XA6YC0[&="\$F0 /,A# <5U/_!TS MX:OO&?\ P7S^&7@_3/$MYHMSJWA+PE9V^L:/8_A5=?
%GPS%XHE ,7AN37K=;]\C(Q;E_,/'/W:Z:OYDO\ M@X7_." 'P9_X)9?L\>$OVSOV>?V@_B-X@UC4/'\.D^*9O'&K6]Q=37D\%S= M1ZA!/;P0NCB2U<,&+L3(C!@58M[+_P %%?
@LQ^U4__;9?LY>-_#GQ"U3 M3?'GQL:]\.^+O&-I<-'?3V6D37-G=NLJD,DUT\$!>12"5>8<;^ #]S]1_:=_M9KT?QD?AUJW[0W@:U\0";R3H5SXMLTO!)_<\AI
^[D<8SS7<22)$C2RN%502 MS,< #U-?SM?L]?\ !KU^R]\7_P#@B9;_+9OB'XF>+U^,&O_MNO&^E7<.H MPC2X6^S27=K9O;F(LR-$L:2.9-X=V9< !*]1_P"#4C]OGXU_M
_L4?'G]D;X MS>,+_7[7X8>&([WP7J&IW#33VVGW=M>1R6)D8[C%$]NC1@YVB9U!"JB@_'/%6FZ@T*AIA97T*_D2_X(+?\$S?CO| |%3=8^+7[/\ \,/VRK[X1>&HM"TR
MX\;BQTB6]_MZ$S3+!;R11W-OYD:MO/QJ= U74KI/$4>B'3OM"W5W)< & S3;"HDVG]XV<9H M?\%1 M?C+^WG\"?V6I?'G_3C^
FB_$CXD+K]G;Q^&]>M9)K=K%]_GS;8[JV;)M*>X6W@L]4DMHWNK>,22,=J2EU WN0 M%Y9NIO\ C/XX?!;X(0NF1*P:9$A@%]"U/4 M#X_?&'6]7E MURX^!VIZT/,&IR-
ELK:9:SVUH3.^T=%E8#@ #Y1_X(/_/!'+PQ_MP7>\2?%K]L/_ (?'WQUJ(T_P 00V;RZ/JD*ZAJVISQF:::>>XBE"11QF() M&B#)? *+'M8 ^S?V$?\ @L=_P4)^-O\ P-O
@GW\1_C;:W_PHT?X@>.= M,T[PXGA7387CM=.%]]C3[3';K.VSR8_F,A+;?F)R<_M)<>-/!UIK0\-W7BS3 M(M19U1;"2_C68LP!4;"=V2",#'.17\Q?_!#3X)^&?V:O^#I/5?V=_!6JZE?:
M/X$\6^/M TJ]UF=);N>VL[;4+>-YG1$5I"L8+%54$DX '%==^WY_RN;^%O\ MLK?P[_\ 35I% ']).N^+/"WA<1'Q-XET_3A/N\DWUXD/F8QG;O(SC(SCU%7;
M>YM[NW2[M9TEBE0/'+&P974C(((X((YS7X'?\'R__(&_9D_Z^O&/_H.BUO\ M_!P/\1/VMO G_! ']F.S^ FH:Y8>"-8\|&>'+3XJ:AH+2(PMCH=M]DM[AX^4M M9)#('SA&=848_,%8
_9NW_:A_9GO/%/_@]I^T3X%EUKS?*_L>/Q=9-=;_[MGE"7?N]L9KYS_P""W'_!4C5O^"3?[(]I^T3X1^'FC^,-7NO%UEI*^*^=4UAK3 M,$\5P[3@HK,=IA Z8^;K7\
[G[(NE_P#!M#\5/@%H'PX_:MUS]H3X:?$Y]-BC M\1>/+=K:_P!(%^1\L,4$!_CGJ/C_%3P!X=\.^ ?"_BO3;F%=)U[1I+>ZG%]Y($C^8YC0J1. M5"DC!/-
'Z^_\$I/^"AG_!3'_@NS_P %'/%>I_!;XE3>#_@3IT1A\):YXE^'>B7+6,B@-$L>^W\V28D;B/,QD#T%#%DO?#D#H^6!OC8$0\?"K5
M_,@U'4=H(1_<%CUC^2J9VX!BR5Y5)Q:1;FCPR!2X6+\+3O?&D3C$RPT4$1X$ M.5?JU2YV^\8[V$S8B-SW+2Y$K7>`%_J7,%<^+Y-I
M(MV@F\F=9]2B0QR8)V-EN&P"<'GBM'3]1T_5K*5*1R*Y1#G-6+7]R_1>!DJYN X*^6PBN_/-&UUQ;F@L9)V9KZR)Y)U9T#,S,L)%)SZ^\F
M:\4B+QK\#HI;3X>K)->-@(;]FI'W1G1GMZ
HHHHH **** /D#_@OQ_RAL_:$_[)_-_Z M.BK^,*O[/?\ @OQ_RAL_:$_[)_-_Z.BK^,*@#]_O^#3;_E*9^UW_-O'_I\G MK]_J_'_(--O^4IG[7?_;Q_Z?)Z_?Z@ HHHHH **** "BBB@ HHHHH **** "
MBBB@ HHHHH **** "BBB@ HHHHH ^>_P#@K%\)_B)=O\ @FI\;_@W\)/"MQKG MB?Q+\.-3T_0M'M6427ES)"52-2Y"@D\$?^#D+_@CI^SGXR\%? M
S_@EE::_9>,/$8NWN=>47M_8W:VR1*ZVUI?JSP[0""4QN5@6[5_2+10!^)G M_!N_X_X)@3^-YM;\(:QJWBKPKKUBX/V M.\N]'6ZEAU$0)_\ @Y[U/]FK4YGT[
M=4NA"2EON5Y8TBSO/GR%E0*F_CO^#US]E_P#X-[?C9\/?!'_!'[X7^']=\+Z M>S"*#8K^\N(.<9%T:/6V>;<GPG8$-M=.G$U!+D3@6LHQG?JFN*
V@>!M,N8M.\-Z?X2CODODO+B1=RA27@//\YT0+%P$$:4F\<WH<,/,M?$8=H6:4!JTU7B2.^R\-=JA\+$?*A<J87
L7VG^Q_(W^;(F=_V>;&,_ZLYQQ7VU^T5_P3<|*?MZ?\$D]%_8;^.>E+I6L# MX;Z/%IM]<1AY?#^OVEC&L-P-N?\ 5RADD"GYXGE3.')KZZHH_G*_P"#=?\ MX(W_/!2C]B?^#0O
BU^TI^RUK/ASPGH^B:[8W?B62\M9;1I'M)(HRACE M9F5VQM.WD$'BO8?^"N/_18_P""C/P'_P""H$7_6&_P""3&AVWBC5KG6$
MUO5O"J30K>:=J)M_L]V5AG=!>6MU&7WI&_F@SR@*%VL/W4HH_$36O\ @J;_M,'5GQ_\/GX4?!W_()(6'@#Q'>Q^1-XPU+0+BWCM6.09H#JETMK&0>1YIF7 M'8Y%7/\ @Z1_X)U?
|% ?VZ?A?^R_8_3X$:O\0/$/A#1M?7Q[+I$]L/LMY<0 M:* S%W13YDEO<$;./D/3BOVOHH_*[_@K1_P1J^(G_BJ7@PI_@H9\"/BVGA3
MOPS\6_A1X7T1='T_Q+>+!!=W#:9!:WFE/*,B.5WCCV-RID@53A7+K^=WQI\$ M_P#!S+^_S/_P2F\?!:?LT?M6H>&}$>3I-[JGB74]"NKZ|TW.(XR 1"<9Z'N -_X,V_#&O7_/P3-
^.L]HD MKKJ?Q#NK2P8# FF71K7**3QD>;'_-]"JG_!IQ_P32_;I_82^._Q>\4?MD^'O"OAT6NK-=6T=B- M0M-0N9_*F,D\;!!NC+D8^5N&';]\Z* /YT/^"B/PP_X.4O\ @N!XD\(_LG?'
M'|@;3/A?X4\.^(1?W5S WV?21>>6\'VZXO);J?SUBBEF");;B1*^%D)7'W-_ MP49_X-Z;;XY_\$:/AO\ L"?LY^*;0^-/@C#%?>$=2U;_$>#7+QHY?[0BD/S M?9Q=2323*>0DBQ*S!=S#]2:*
/YU/A]\??I @Y?^!W[_$_\ P2-_P!$4?VMO G_! ']F.S^ FH:Y8>"-8\|&>'+3XJ:AH+2(PMCH=M]DM[AX^4M M9)#('SA&=848_,%8
M$88ETF[FTE1<(!--PBW#.@&]R,#D]:]U\:?LC_M':C_P;/0_L:67PHU"3XGK M^SY8:$W@]9(OM(U%(85>WSOV;@5(^]CCK7Z)T4 ?C?\ |$!O^"3'[1/A/_@D ME^T/^P[^V\V[)]6^'EY\5-
=U&ULAJ/DRRQV]QI%M;I>((I&4^7,I8 D9,?I7Q M]_P3?^"/_!R7_P $4OC#XV_9L_9Q_8+L?'FF>,-4A\R^UFR>Z\/O/#O2'4(+ M^&ZME@5T8;EG=3M"AD1UX_I1HH _GV_X)!_\$O\
_@JU\)?^#@@"[_;-_;-_9 MNDT[3=3U_P 7W_B?QIHTL/\ 8\|[?6]Y^\M5\PR^1)-*/+W*#M9/SS%&$1I=P^SR$QQ@J7_2W] ML^X_X+)_LR_LP1_LP1_|
!/C]G;3/'5SX7^'%MHWQL^&OB*UL[F*Z1=+T^&.% MXGFBFD9)(I/]&+/B-\-9+'6H(S=BW@UB]6>YFNK6"6,IYKQ:@MK(LI?$AEC RN? MF&<5^[E% ".JNI1U!4C!!'!%?QI?
|%%OV!/$?PE_X+)>/_\ @G!^S7J"7EOX MF^)UE8>%-)TZ[)MTCU)H;FRM9@O'^C"\6-BP^7RF;BO[+J_-+]C#_@W$|&?L MT?\ !2N__P""G/Q>_:OU7XG>,+S4]7U>/3[_
,)1V,$.J7^]7N0PN9Q/_$^3U^_U?@#_,&FW_*4S]KO M_MX_]/D]?O\ 4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!\@?\%^/
M^4-G[0G_&3^;_T=%7\85?V>_P#!?C_E#9^T)_V3^;_T=%7\85 '[_?\&FW_M "E,_:[_.WC_P!/D]?O]7X_P#!IM_RE,_:[_[>/_3Y/7/_%__!1110 444 M4 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %% M%% !1110 4444 %%%% !1110 4444 ?('_!?C_E#9^T)_P!D_F_]'15_&%7] MGO| P7X_Y0V?M"?\]D_F_]'15_&%0!^_W_!IM_RE,_:[_.WC_P!/D]?O]7X_P#!IM_RE,_:[_[>/_3Y/7/_%__!
|I3/VN_^WC_T^3U^_P!0 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% 'R!_P7X_Y0V?M"?\ 9/YO_1T5?^4-
G[0G_9/YO_1T M5?QA4 ?O]_P<_/_VT?[_4?^_Y0V?M"?\ 9/YO_1T5? @?W_\&FW_*4S]J?_O_R'_W_X>_P#!IM_RE,_:[_[>/_3Y/7/_%__! M?O| 4 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444
%%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110!\@?\%^/^4-G[0G_ M &3^;_T=%7\85?V>_P#!?C_E#9^T)_V3^;_T=%7\85 '[_?\&FW_M "E,_:[_.WC_P!/D]?O]7X_P#!IM_RE,_:[_[>/_3Y/7/_%__! % !1110 4444 %%%% !
M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 ?('_!?C_E#9^T)_P!D_F_]'15_&%7]GO| P7X_ MY0V?M"?\]D_F_]'15_&%0!^_W_!IM_RE,_:[_.WC_P!/D]?O]7X_P#!IM_RE,_:[_[>/_3Y/7/_%__!
3Y/7[_5^_P"#3;_E*9^UW_V^?U^_S/_P2F\?!:?LT?M6H> |I3/VN_^WC_T^3U^_P!0 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !117$>/\ M]HOX/?
#8O!XB|9V[W2<&QL3Y|V?0JF=A_P!XBN+'YCE^5T'6QE6G'W-'ZR:BOQ M.G"X"X+%%ZK$@HK:;3Y%2+T+,R4%+W_9O^Y@_@_$-ISL^%%@_($1F*=[]TCT M+S/?F?%.[PEPA=W_&_O1%W
QZ|5,RR^.IK")ND.E1+;A?HRC?\ FQK|RS7QHX-R]N-"4Z|O[D;+ M[YN/WI,^XP'AIQ)C$I55&DO[SN_NC>?P;6
M<[JOQE^FBKJOQ,T*%AUC.JQ%^_0V?TK|^]6U_7M[^&T'!,(_<K*6%<W
I5|+T5XT_'CBIO MW,/17K&H_P#WT'K_T6]EYQ#]"OXX>.CP%C=`PJX#|!7]Y<(\=2[Y'OV'S^G@I)T?R'K[{8T)7GRU\TEV$X/!L.C3G29@:T)A0N
-VP_@CXW*6UQX@?1KI^/L^L)Y2Y_ZZ M E,?5@?:OT?)O$O@S.VH4L4H3?V:GN/TN_=;),^,S+@GB7*?TY5*#E%?:5I+ M_P"UNK-J_7!M73U#`UKHV/5,>4^4FC24%C|<CY15/`IV+#12G>:<R2|
4)$W6VE6I#32>A(Z(O^TWH<9/%<689C@R.VDD2)&EE<*J@EF8X 'J:|=^+'[:7PR|-)I?A M9O| A(=13(*V.%>I*6'R&'*O^?LU=OSC!Z+UE?_H_8L@| M+Z4$JV;2N_Y(O3_MZ6[]
(V]6>A?$O]I_XP?$YI+;4O$CV%@^1_9VEDPQX]&(M.Y_HQ(]A7GM%%?@^8YKF6;XAU\;6E4F^LFW]W9>5O.'5/)\^!2T/U;!X=5 M*W*Q8:E`VSJ*+M4-`6"Q?$&G0%&(
!1110!TOP_P#C!|2/AAN@ZLT>D_%?1?[-F.%_M.P5G@)]6C MY=/PW?A7RG7F'[6WQH_X4O|".ZOM,O/+UG5LV6C;6P\;L/GF'.?W:OJPFT[E'%$9*I;\2T
M>>#7ZMX59COZ(_R"QU8HE+T0%:1XGE2SI%UGD>,6EOGRO>I^(E'A+++.M.&L7G6;TTHT(.3E'W9M[1BGU/M_3Y/7Y*Y^#)[_A8 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%% M% !1110 4444 %%%% !1110 4=.M,GG@M8'NKJ9(XHT+222, JJ!DDD] !WK MY,_:>_:YNO&+W'@#X87[P:0,QWVIQDJ]I[V*H>JQ^_5O8<'Y3BWC#*>#|N^LX
MMWD](07Q3?EV2ZR>B|VTG[_#W#N8<1XSV.'5HKXI/:*_5]EN_2[79?M$?MGV M/AEKCP7|)+B*ZU%24NM8P'AMCT(C'21_]K[H_P!KM|KZKJVIZ[J,VKZUJ$UU
M=7#EY[BXD+O(Q[DGDU7HK^..*ODW&^@K|^OVO?C2/C+|7+F?2KSS-%T?-EI<QJGY. M.<'>^2#P2@C!Z5]1_MK_ !H_X53)!&)=&TFZV:QXC#V=D5.&BAP//E'IA6" | M$-("/NFO@FO]
(_H4>%OU/+Z_'&/A[|6]+#W6T$_WM1?XI+V<7NE&:VD?P+]+ MGQ&^M8VCP?@I^[3M5KVZS:_=P?| AB^=K9N4.L0H!(.0:**_OT_B4^^?^=/ M_!:KQ[|\9;'X1?M17M_XG|&
K#9:ZQ,VHZ,G0 D|W, _NGYU'W2P CK]?? O MCOP;|3?".G^/OA]XEL]8T;5+<3Z?J5A.)(IXSW!'H<@@|@@@@$$5_,37TC_P M3W_X*1_%C]A;QJMM;RSZWX%U&Y#:]X5EF^7G -
Q;$|13@#_=< *W167|9X|| M+<+F|9X[*8J%?=PVC/TZ1E^#>]GJ?M' 7BIB|H>O64?Q2VN MK(_?NBN1^!GQU^%_[2'PST[XN?"#Q1#JNBZE'F.:/AX9!]^&5#S'(IX93R.O
M(()ZZOYFK4:V&K2I58N,HNS35FFMTUW/Z;HUJ.)HQJTI*49*Z:=TT]FGV"BB MBLC4**** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BB MB@ HHHHH ^0/^"_'_
"AL_:$_[)_-_P"CHJ_C"K^SW_@OQ_RAL_:$_P"R?S?^ MCHJ_C"H_?[_(--O^4IG[7?_;Q_Z?)Z_?ZOP!_^'_UE[_P"QX_^"1O\ 1S_D-*O\ W7_ZQD[_P"SX_^$-_O\ 4 ?/_
3[: M*VC$MYJFH2)|Z6EO&P=E7#OR%(VL1YU]_P '_P#@K%\)_B)=O\ @FI\;_@W\)/"MQ.BDXYKB/^"AOB_1/V8/\ @N_^ MRC^U5|:
[V+3/AYXC|$^(O $7B:_<)9Z1KDX::W$TA^6$W =8E9B <.20J,1Z MO_P5<@_X*:?#GX?^-?VJ/V//VS?"'@GP=|/OA9J&N:CX,UOX91:M6$%W
M=RLEV|R^4LL20Q!=C!2A;G=B@#V_1OVL/#OPS^%GPNO?VUM5T#X9>//B!86] MO-X7NM766"'6OLGGW=E#< E)%BVR_O"VTJF[/>H_A?\ |%#?V&/C5X5|:>//
MA3^UEX"U[0/AT%;QQK^G>)('L-&1A(RO/<;O*5"(I"'W%3L//%?G)^V-J%I^ MWY|&O^"7WB7]JSPYI?BD?$_QIH^J>-M-N+)4LJ]1FN= ^T3*T*X7RFD)S'|TC MY2""17J?_!=SX,_!'X7?
S|G_P"'.B?"OPQX4^%GBS]K#P)I/QAMM#T2WL+* M[T!);IU@O1"BJ;03"/.[A3MQC- 'U+^^S!_P5D_X)Q_MF_$2;X2?LS?M=>$O% M7B:&*21-#MKB2"YN4C!+O DZ(;E5)+1;P
"3QS74?M9?M^?L9?L+:/8:W^U MO^T;X9\1|#1ZJ7|7&EVVKWI-U>A,;VAMXPTTJKD!F5"%+ $C(S|D_P#!P^!M1X;|(># MOA1^SMXZ^`.B6%A|3?#_..TIX/L/A1+IMND5V'EN2DUC#L ;[.|
;S(1^[(1 M-PX%'[%>D>%/'7_!P)^V+XD^$-H%7GCCCP?X<|$67PM75$5Y=-|-S::|MV]AO MY6-[MT,S)TDDVDC>00#[^#7[#M>|":*)?[=|4V MVN1)::48HQ)
(+MY"OV4K&RN1+M(5E8C!!KB?V=/^"M__3<_:S^*8^"7[/7 M[7OA/Q'XJECD>ST6&:6"6_6,$N;7SXT6[VJK,?)+X52W0$U\D_| !Q-X2|+? M#K]F+P#X>^#'AGX?Z!I'C;]JSP>/C.VJZ?
Y6C7L+I*T) MF|&_L_| Q]|/^*M47PY!KXLM+N69WTR:0Q1W:94;XC("FY<@,-IP>*^)OA7^ MS7^S_P#'C_@XQ_:0|3?&SX-^'/%UYX4^%'@J7PXWB328KU-/EGAE666*.4,B MR%8U ?
&Y1D @,V=;_@JIX3\,_P#!//\|:<_9Z_X*M?#3PW8>'_"?@K6?^%;_ M !EMM)LTMK6/PAK,_P"ZNI%C 58K/4'6; QN>=>O- 'W3=_M_!BQ^.}I^S%
M<_$33QX_OO#3^(;;PHKEKMM*2;R&O"H!"Q>;^[W,0"W R;J> OVG?@%|4/C% MXQ_9^^_,4]+U7QG|/_++_,)GX=M9&-QI'VE-|'F@@ ;U&1@GBOC_/X(MSZ==_M77?%|%?
_%EK(R?&'Q2WASX2"Y0@VO@C1I'M;:1 >8_M=RDUQ(G0 MLB,"0:^H_A'|-?V-/#/[2?Q)|>_!>R|&I|4]>^P?|+3ET;5(I=4?RXRMI]NB M60M%^[SLW*N1TS0!ZS7RM_P5"_X*&:Q^QO|
#^W^&_[/W@N+QO| ''QGIM[+ MX |%EOW5M;VT3276LZ@008=/M4!=V)!E<+$ARQ9/JFOQUT^'UE_P6 ^!'AGXX M_WX_P#_ 2(CCXG?
$O1=4A|4_$^7]H'P_;Q:3H213"TTS3K';*UM8VT1#F M$2,||NZ21F8KM /MK]AK]LGXQ_M!?|$>_#7[;OQ ;2CXWU7ZAK]T;*Q,51 M]KA2Y9,1;CA,Q+E=W//-?-O[$?CG
@X(_;;&3_ +^U_|;T_X*1^?Y[W|M8M]_ +1_, M2<0#_/@;'%G-&G=(4+!%>S\X41%F'V*K|^\E#<&<:Q3^}//AKYX#0.V$.(@$|@K>T!RBJP*5U7Z8C"7'.!)CJ&Q-4^5@(F/D
M_P""2OP#_P""8'[1|J7C
 JOCCPIH<]];Z]|<5A$NKWMC'.]C&9W M7,F|RA8P2Q$9X.#7QQ_P66\,^"?VT_P!WN_@%P*K?K=0J[R#=@0/7M70U#^1|E&@,T(XAA0%=I(O=RMNRR? M>B|'KJP5W_%O'N[$_<>!FS
.^"D7PI_M80_:|^,?2A'XR>'?CCX?|07GA3QEH'@?_ (1[5- O=(M5NIX[RVCN)X9+62-E M2.0%7|QL'A?FX3XT_MV?|%$OB0?VK_VB_VB/V7?BCX#|*>!_P!E#6-1TNW|$>(? M [ZE/XUN-
)TR/4=3-S>"ZB:S1EA8]<|5HWP(|;_| !*'_ (+,? K2 MHOCGXC^.>A_M!Z/J_@W3IOBU?-JOBOP/::=+W_0=0)!:Q9Y%|U#&IPF69VP MP^B?VBO^"/>B?$;Q;|6]9|"?
MH>.OAC|/OCGBY^-_@70['2Y;362+9;:ZF@N MKNW>;3C/;)LG:-B'&20.P!I_'G_@H5|0O%WP4_9UT3]DK2[&U^)_[3@T?4/" M]KK-
N;N'P[H+6D&HZMJEQ&"GFI;6DGE*"5WSW$(YR17V*!@8)S[FOQB|;?$W MXC^'OV9/%G_!4+]GVY/@R+Q_XD|+_[]F'4I+)9?^$,^'2ZM#8MJ|44X($M] M*LMPID!PB69RP !^K_V9-
>^-W[+_!7.^X)|:O^TUX|^*7@SW_PL"RN M/B5J%%O?ZKHFIV+TLM+CC/.:S-4O?^"Y/_!8!$;Z||5T7>1+,L-X@U35+^#M+X267S7|%KI4>B_$'2;<#EHDB MS;ZH$$'.WYI3@#@RQD@
_1JD9E12[L ,DD|5XI^P%>B_CO:+^-_@6H^/ MH_5O-*^@/5"(^/=*^&)U^+I6$NL3*@IO%+!MU;3I$Q'R:QX%GSQ$OZ^,D$DS M&@&^@AKP7Y3XIZWD]^AS)\55Z<D+_$3_HLE
:R_:BF|&>H%%%% !1110 44 M44 %%%% !1110 4444 %%%% !2221PQM--(J(BDN[L % ZDD]!2UX3^WE|:! M|/| X9#P!HUWMU7Q,K0R;&^:&R'$K'TWY$8R.0TF.5K[?PYX'S'Q&XTP?
#^" MTE7FE*5K|D%K4F_|,$WYNRW:/D./.,,!P'PEB||Q>L:;;J/|WI""_Q2:7DK MO9'R]^TY|8Y/C9|6K_Q/;3,=,MO]$T5&&,6R$X?! (+L6<@|C?CL*|^HHK_= M3(LER[AS)L/E67PY*%"$:
<(]HQ22]7IJ]V[MZG^-F$]4F1/% M/ADRX2ZC''G19X2=!G:W0_=;@|?O1|'_(O?#WX|?#?2?BS|+/$<.JZ'K5J) M[*[A//HR.O5'5@59#RK*0>E?S,5];?| !*7_(*,ZK^Q7|4O^$,|>W|| P . M?
$UTBZW;|O| V7.<*M]$OL,"11RR '!9%%?D?B7X?PS_TLQP$;8F"U2_Y> M173_!)?"^OPOI;]>|_$&?#^)CEN/E?#3>C?_+N3Z_X6_B73XEUO^ZU%0:; MJ6G:SIUOK&D7T-
U:7<"36MS;R!XYHV 975APRD$$$<$&IZ_EAHV9_5*::N@ MHHHHI#"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ H MHHHH ^0/^"_'_"AL_:$_[)_-
_P"CHJ_C"K^SW_@OQ_RAL_:$_P"R?S?^CHJ_ MC"H_?[_(--O^4IG[7?_;Q_Z?)Z_?ZOP!_X--O^4IG[7?_;Q_Z?)Z_?Z@ %%%%
MXK]H/|G+X%%_M6_"K4O@A^T+X$AUK|J|.R1JX6/HW]D|RK>IG%XK|M'W_CC[*KQ!X]Y8;F8<[L7|6!JP'V=>-&:M@*X"%"+#X[S?RIH<BL|9XUWA?|D3/\]K"'_A|Z,/6_=J(.9$)3
+"W[,'C)_A(EY|-8K*V^!NJ0W_PQT[1[F2TMM'D MBMC:QJL43!7C6$[0C J,#BNN^/7P#^$^9G[$4'PBUSX#?2'_/B2T^S: MSH>IH3%.FX,I!4AD=75721"KHZJRD, 1U]%
'RC^SE_P1@_8<_9I^+^C?'70 M=%|9>*_$OA6"2#P3=_$;Q_J6O1^&(G7:R:?%=RO';_+A0X4N ,!ADYZK]K__M ()?_L@|MM^--&^*WQ>|':QIWCCP]9-
9:+X]|$^*+W0]:MK5B6:W^U64L;21 M99B$DW*I=BH!9L_0E% 'SY)?^"6O[#GP=_9N|6?LGZ-|%DUGP5X]OI+[QS8 M^+]8N]8FUZ|=(D-S19+>2WM)KHI^[95*A]X&!P M:^S**
/.?!_[*?4|"?M*^,OVM_#7ARXA|<^/=%T[2O$VI/KQW%K8AA;(L M+,8XRH=LLH!;/.:|+_X+=?#GX]?'_P#8.U;?]D[|G3X5R^)-=^+OB#H#?=O-7N "011-

*M(.)9'C902M?75% '*_SX->!/V=O@QX4^ O MPPTL67AWP;X>L]&T6VXREM;0K$FX@#^:]9HH *S_% MGAC1_&WA74_!GB*W;73]7T^;ROHED*%X94,;]&'()5B,CD5H44 >2^"OV'OV M:/ G[*?L#Z3X >;X6+X6N/#DGAR\U2XD:739PZRPM/Y@F^82.-X<,,\$8%? M//@O_@WF_P"":0A3Q-HVJZYX3!=>>+M%\.7T=YX=\#^./B7JNK:#ITT?^K9+& MXG:.0+T"R[U(X(-?<%% 'DO[7W\$?!.WI=/@CP[\/VD/"5S]^E>%?&5EXHT M6"TU6>S,.IV[3]:!*6A92ZA9Y!L.5.1D<"H/VQOV#OV8OV\?"&D^$_P!H[P%+ MJ$OAS4OJ7A77]*QST="O1C%O9WELZ30/]D@-M;8NY6VC'L-% 'SM^S' _M_$N_P!EK\ESXL3_+0.BGQGXV^(DVF'38O'_P 4_'6Rn}-6M+$G)MK>.:^E? M[/&><^<6%+ D,2.*]@^-_P>\&_M!_"#Q)\#?B+]O/A_Q;HT^E:W'IFI2V<\MI M,A26-9HF5X]ZE)4@X8C/-=310!YK\4OV/\ ]F_XS?I&;_$/X66%Y\-I- M#M=(C\,1/)!%,6MKY?V987B97A:$PQ-&Z,&1HU(((S7+_LK?\$]?V??V1_&F MN_%3P5>^,?$WC3Q'IUOINJ^__B-XUOO$&K/I\#,T%BEQ>2.8K=&9F\M-H9B& M,<0"/RE3?^STKQIKNNL_66_DK+H?TYP9PW#AW*E&:_?3LYOSZ1](_G=A M1117Y\?A1110 4444-%%%% !1110 4444 %%%% !1110 4444 0ZAJ%CI-A M/]NIW<=0:6L+S7,\K86*-069F/8 DGVK\W__(^?%B^^-/Q1U+OS<&1:,23R M=,MY#S!:ID1KC)P2,LV.-SL>]?3O_!07XT'PGX)M_A-HEWMOJ?7S=0*-AHK) M6Z>WF.-ONL<@/6OC"O\ 4'Z%_A;__&#PS5XPQT+5\8N2C?>-"+UEY>UFK_X8 M0:TD?YV?2S\1O[9X@I<*X,=Z.%]ZK,:.5:2T7_<.#_P# IR3UB%%%%?V^?Q\% M%%% !1110 4444 ?]E_P0F_X*!RZO:)^QA\ %O7=T!M"\OP_OKJ3EXE!-73R M3U*@&2/_&0ZY 5%K].]_F#\)^*0$7@7Q1IWC3PC]\UAJNDWL5YIU];MB2*>-M-PZ.I]0P!_"OZ%OV'OVMM_;,0_9MT7XP:>(H=5"_8O$^G1'_(\]1C5?-4#L-MC K(G^Q(N>0;_F3Q=X/CEF-6;X2-J55VFEM&??TGO_B3[H_JPRRFFF!>3X MN5ZM)?WO*&UO6&W^%KLSV:BBBOQ8_;@HHHH ***^'_^']'[G];?P?_&L_MV9?V1?V'$?@'1=5^:._XKMJ2UGQIX? N=0M!3^R[&UNXRJ6\\3#<'T4]22<-&R;7B8 &1?O?/L^IOVJ?VY/V0_V(/#ECXJ_:R_:%_M\_^!+34Y6BTM=LN-_DP+F68+N7<44A=PSC(H]6HKY^\0_\%+/V0=1 M_8G\8?MR?"#]H? P;XD\%^%l)N)'UZWU8-;17RJJPVEQC#P2/+) GEN%?]\AQ M\P->>_\!+?_(+%_LQ?\%$/A'X$M!\9O!$/Q?\ $/A/X/AEI/_4%^&LFK75R+>W# M:X$MGD+;0HNF @Y/_^? G/%=K^U_\6OB?\,/B7\%=%^GQW^:?A"P\5_$B#2_M$.F^-XIGN_$EHT9+0Y2/A'X1^&]OV^'A2\"5,9 M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %

=UW4);J\NY3+<7$S9:1CU)JK7]I<"\$99P-DZPF']ZI*SJ5+:SE^D M5]F/1=VVW_)G%7%&.XIS%XBMI!:0ATBOU;ZOKZ))%%%%?:GS 4444 %%%% '
MT%_P3)T0:K^U=IU^5S_9FD7MR#Z9B\G_-J_K7Z55^?O_!)31WN/CCXAUTKE M+3PJ\/3HTES"0?RC;\Z_0*O$Q[OB/D>K@U:C\PHHHKB.L**** "BBB@ HHHH M **** "BBB@
HHI55F8*H)). !WH O\ A?PYJ'BS7;?0=-3,D[X+$<(O=C[M&0I-#*A5D8'!4@\@@\8J.OL#]J MW]EM/B+!+\0? %FB:["F;RT0 "_0#J/^FH'3^\..H%?"WQK^+.@? WPQ-K?B MB-
C>%VAL=*)V37,Z]4P1E57(WL1\H]6*JW\:YYX<\193Q+#**5-U75?[J26D MUW[1<5\=W[N]^6S?](97QED^/R668U)J"IKWT]XO];_9MOMO=&=\>/CGH'P1 M\+_VA*-2DN
M[Z]EWSSR=ST '"J HP *L^/O'GB7XE>*;GQ?XLOO/N[ENBC"1(/NQ MH/X5 X_$Y)).-7]A^'?A]E_ F5>S5IXB:7M)]W_ "QZJ"Z=6]7T2_G'C+B_
M%\5X_F=XT8?!#MYOO)_ALN[****_0SXX**** "BBB@ HHHH ^T_^"0&EDS^/ M=:>/ 5--@C;'7)N68?HOYU]LU\H?\$D=)6'X,^)==V/_#U(]/[OY^F<_P"#OP@D\22Q^)O$MN5T]&W0
M0.,&Y(]G_8_G7M:JJ*$10% P !P!0 M%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% 'R!_P7X_Y0V?M"?\ 9/YO M_1T5?QA5_9[_,%^/^4-
G[0G_9/YO_1T5?QA4 ?O]_P:;?*4S]KO\ [>/_ M $^3U^_U?@#_ ,&FW_*4S]KO_MX_]/D]?O\ 4 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 5\;?\%- M_P#@E]9?M963?%WX0W*V/C[3[39]BN)]MKK$2DL(CDXAFR3MDX5B*OA]XGOO!7CCP]=Z5JVFW#07^GWT!CE@D' M564\CU]P01P:S:_=_P#;
<_X)Y?!3]M;PZ9O$=J-&\66EN4TGQ98P S1@!/%G^$D%1AI6OV69+'4%'>.3 M PV.3&P5QU*X()]S#XJ]%=6V?8\FMAYTG?=1E5%%%=1SA1110 4444 %%%% ' MZ3?
\$P=%72OV5[6^"8_M+7+RY)QU(98<_P#D+]*^AJ\A_8+T9M#_ &2/!EFZ MX:2RGN"?42W4TH_1Q7KU?.XAWKR?FSW**M2CZ!1116)H%%%% !1110 4444 M%%%6=(T?5-
>OTTS1[&2XGD/RQQKD_4^@]SP* *U>F_"CX(3:DT7B/QG;-';# M#6]BXPTOH7'9?;J?IUZ+X:? [3O#)CUKQ.(]N_&&CB',4!_]F;WZ#MZUZ#0 MB(D2".- JJ,*JC]*6BB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH ^0/^"_'_"AL_:$_[)_-_P"CHJ_C M"K^SW_@OQ_RAL_:$_P"R?S?^CHJ_C"H_?[_ (--O^4IG[7?_;Q_Z?)Z_?
ZO MP!_X--O^4IG[7?\ V\?^GR>OW^H **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *QO'_P // WQ M4\)W?
@7XC^$[#6]'OX]EWI^HVZRQN.QP>C \AA@@@$$$9K9HH3:=T#29^7_[M9/\ P0MUO27N_'G['FK&_M(==MM<.0)!Z)*0P ^^Y.*_/?QEX M)\8_#KQ)<^#_ ![X6U#1M5LGV76G:G:/!-
$?=' (]CW%?TD5\X?\%3-1_8V^ M&7['?C3]H[]L[X>66L^'O!&AR722*HBOVF9A'!:VLZD/')-.\42C<%+.-W - M>A1Q\X:3U7XG%5P<9:PT/PRHK[#^&7_!%G]K3XH?
LH^#_CQ/9Z/X>\:^(=%7 M4M:^&6H7CA]-$I9X85N64 R^48]\4@7RWW*9'VY/SC\9/VE+E8I;^T/D3D?\\IES'*/=&(KTZ=>E5^%G!.C4I_$CBJ***U,PHHHH M). *
/UW_9MTHZ)^SUX&TQX]CQ>$M.\U?1S;(6_\>)KM:I^'M*70M L=#1<" MRLXH !VV(%_I5ROF9/FDV>_%6BD%%%2,**** "BBIK#3M0U2Y6STRQFN)6^ M[%#&68_@* (:4
L0J@DD\ 5WWA;]GKQ;JY6XU^:/38#R5;#RD?[H.!^)S[5Z M=X0^%G@[P9MFT[3A+^'M3G_%KP;.&%SH/B.S(2ZMG#DN$+8DCR3A) #\RL!]0U^;W[M>O@+XE_\$JQVQKS_ (+"?
LX>"M0U[X8^+[2WT[]JWX?:'#NG^S0_+;^*;2($ M!Y[921.!C,>YCCS)9HP#](:*Y*^_&KX4?M%?"W1/C7\#_'NF^)_"OB*R6[T
M;6])N!)#_X)=_'KX5#QKKMMMH^A^+-0TRQU71(;NX<1PQW M=W9W#"U+L0HW*>3CWK[4H **** "BBO-/VB/C[XL^!NI^ =/\+_L]>,?']>- M/"ECX>U*Y\)VBRIX:MKAB'U6])
(V6D.,NPY&10!Z71110 4444 %%%% !17- M?&;XH:5\$OA%XG^,>N>'M9U:S*Z!=ZM=:5X=L#=ZA>1V\+2M#;0@CS9G"[4 M3(W,0,C-?$GB7_@NQKOP6L--^*7[7O\ P3
^/7PD^%.I:G;V&_MR_M]_!_]A'X5Z)\0?&NA MZ]XKU7QAX@MM!\ >"O!-BM[JOB?5+@$Q6UK&652-H+-(S!54=2S(K.6L[BU\1V,)Q.;*\LY9(Y) MHA\TD)PRK\W(!P ?6-%%?(/Q_X*@@?
&OX??&OQ/\&O@'_P $M/CG\4X_!T\< M.N>+-)M+#3M(GD:".FW%]\%?%GBN\TR>V\1QP MVHO/*FBL[J673IY+4B:..=1O&5#;AM(!]BT5Y,G[7G@G4OVTI/V(O"_AG5=5 MU_3/
H\4^*]9M!']@T"VEN/(L[>XOW^H M**** "BBB@#YMT?_(+&_P#!*37=8CT#3O\ @HK\&_M,9KZ-L;ZRU2RAU/3+R*XMKB)9;>X@DW[M9:#'0 @A@0001P0:_W_@
MDE^W+_P0^^&W_!'_$/X#?ML:;X%%6_$'[7XB@U#P"_@!]5UW59;C5KPVEK M4MF8SRI)"L3"1=A=#N3&1]J?L,?$GXJ_\$8O^#=71Y/BY^VJ8BOOX8U^:V_A2^CXO3+ M\^$KV[Q=6XO-
4D&E:5+(P)B;_2K2%@03#N*;3Y>V@#](Z*_'[XK?\%6OVR?V M;/@D/VU_%?]ID&P;&^?(SIB6NH^+/V;/!KV*S)922(+BUTS54U26XN;N&-R
M5+PE&9&X885O;_VS/^"E'QP\2_MW>"OV$$OV<_P!IKX:?;2;?$_P@M_"T7Q4^ M*A+J$FM&XNF@@TS3;::YMX&E"*TK[Y"Y&0JCRR6/T(\2^)_#7@O0;QQQXQ
M\0V.DZ780F6^U+4[M(+>WC'5Y)'(5%'J2!5FPO['5;&'5-+O8KFVN8EEM[B" M0/'+&P!5U8<,I!!!'!!K\QO^"I/A;_@I1_P1@#_I1_]HO\ :#^%/B*YLM*D M/NK/Q;X/\
(7,"^(/#/V<&6&6W>X9+6\:8Y66)I(A&J_*2QQ[I^P'\/?\ @I9X M6_9,M=5^(_[3WPO\2K>?!RS'POT^+X>7&F1:1J!L$-H^H3"\E:Y@7]VL@148 M@,1@X% 'V517XR_M)??\
!83]J'_@GY80?&+QS_P5U_9=^/DFD:Y8P>,_@EX- M\.0V>I&TEN4AN/I/NK6^F^'W_!63X$_L M:>'VTO\ X0WXA^ ?%.K^(1/9%KK(38)";?RI=PV+EVW#:<\=*/J>BOE?XD_MM?\
Q>\+?\%@_AI^Q'L;:7_PA/BOX-:UXFU4261-W]NM;R.&+9+N^5-K'*[3 MD]Z^=?A-^V%_P6E_;,^-7[0_P?\ V58/@?XOQD_;/^"OC33KKQ9_P5N
M9L_9X\.2^&K(VUIXP\Z]ZW]JV-1'S]T]V*C-BFR5E*WN=W+3,>QZ^&IZ4!O_X*U;I=ZLUXN*/BZ=[#AJQZ@SHG-GRQHBGUIP[]G'SDB.M@_XEH%1&@*GX&+.7;H'
MRZ+)P'BW8^0D%0VU0#]&ZS/$'C;P9X3O=S+,NB@)LI[PP9+E4!9W(@&AYZHWQ^!I4_H&]1HT$]^1/WOQ#LY^;*H]M]6SP;*L'M6*H24;4?1W&"4HQ!IOI4'2.0J!O,?9'^T^I
TQ;..ZN)KF^>93;3R1>9*L$"A8P5C\QB"YK_P#!7C]N"V1\,ATTV5UYO"??Q[_9]^P[SCZ9_VDO_W>?![VJD$@Y3#?T1&GP-PH&DE'^2=SSZ[QE\^PMU=P::BU>Y=^NVT+PY.V\E[#U/(12@#_O/
4>\!_L3>-;";XH>!?B!\=4T^^E\$:E M8>%SHVDR7!C7[+#-!+";G]J*RTRV^(\ MGABS;QQ;Z*5-I'JAA7[2L)5F'EB3=MP2,=Z .YKG-,^+_P +=9^*.J?!+?+2?B M!I-SXOT32[?4M8\-P7R-
>65I.SK#/+$#N1',;A21SM.*O^-_"=EX]\%ZOX&U M+4=1L[;6M+N+"XN](U"2TNX$FC:-G@GB(>&50Q*R(0RL P((%?FA_P $N/V8 M?AU^R-_P70_:G^$$PPPU7Q)?Z?_PJ[P??
S7WBWQ))-4CM(!(V= MD2LY&^1L':BY9L< UA?LQ?MH_LG_+:'AR]\6?LJ?M!>%O'ECIDZPZF_AW54 MGDLG8$HLT8.^+<%8KO4;@IQG!KXX_;4T+0/VB_|@O[^S1^SG\5M$MM:\
(>! M_A/XD\?VV@:E)K.YU=YA903RQ,"DCPA-\98'8Q)&":B^/'A7PG^S/\ \'$W M[-7B'X/^&;'03]<_A=XR\.^/;?2+5+>+4TTFV34;6>9(P%>57 02$;MBA.O'7@OX8>#-4^(OQ&\5Z?
H6@:)8RWNL:SJUVEO;65O&I:2661R%1 M%4$DDX&*U&954LQ &23VK\MOVR=8\0_\%F?A=\5O%&A:G>67[)_PE\+Z[(]5\ M$W^C6NAZ;+IUHECHLC74$0EGAF@FD%O'OV[&9>YH
3A/BY\,)?BO)\"HO'N ME/XRB\/KKDWAA;Q3>QZ:TQ@6[:(/VC[%/B%J?@+P!X%O->U'P'P5X!@+6VAVV]VELA%M#% M;Y=]VUWN;F<;&(K]$$?@7\$%6F1W^A:Q:*RI<
M0/T)5P&1@059& 9&5E8 @@ '6445G^+-8O\ P]X%R3I.'Y.AA.!\E@7&JW5CCI\UQ;:7 M:$"'6\D1'"RPH3P8J>V!;KK\^^8"$^BY(M/DHKQ%MD\FY%5RT@ @!$$XH@K+\
$$1;^R_#>\?+(4??+<1\KA74[9(0#H>+OBE_P7;_X* M%V; 1^%W(&6F?L?^"=24P:]\2_&?BNWUSQ0;5N)!IEC9[5M9\' >9ACEDD M1@#7UU^PY^P|_^"?'[?'VL[?
L]Z!+;Z;:2/=:MJVH2"74-&TC&6'HSW1^ M)7CS_@C/^WSX*D=M/^&.G^(8(^MQH0.OV[CV29HI#^"9KS_0?V&_VL=!^7(&>BM:9XT_9K|;6=I-K-M%=7;^&KE[>-#I>&F:6E5"@!)SG^&*?
6BNA9C5M9I&+P5. M^C9\K3Z9J=L<7.GSQGGOOB8?S%0LK*=K @CJ#7U?17GG8?*<5G=S_.HM9'ST MVH35ZU\'>+;X@6?A?4)<]TLW(_E7T]10!!|\:?\%_B3J)!3PV|2]VN)43'X$Y
M_2NATG]FGQ#.0VM:_:6RGJL"-*P_/:U/U->S44_SW_MEVIG=3'ZDUV.EZ-I.B6_P!DT?=DT?3(+6/^Y!$%N.M6.*_"BBB@ IEQ;V=@
M:7<"2Q2H4EBD4,KJ1@@@\|$$J?10!^?$/C3_@CY^X%&%:CLM M/A,?$-ZU[XE=\U`K:=K=,M9B]Q`B8D^"9]C?1\-K|WOSX6_#8ZZ|'GNR^9C5M$\\\$A@$)$9_BKQ^#:6$%?@|Y2+IAH:]*SS'ZS\G|9$_2)P|MP|0:L:A)^
M<:* "OBS_@IC^^#_LV[=Q;X2A`VV'SEVRAG>_!FX>:A$4M[45_R1FL4D)>9WL]D/H$L:PJ^25)FV$%DCY6I.\%"1Q1W<]R!#]<9J%'0;YU"KW9F-[M;B!;M*J>#VC>AN_\(?2B_:O*,0_#T@7@G!Z:K
%;3=7|%>)/"":UH&OIYS2K)+&TJM;S*6*^=$"Y4!<@9H\|'TC_(*T M?\% OV3_SY\/@_/&K)RJUK1%@%88G*@UP"3.[KFB=K=I[%4SP"_/@|WHK\|\3;!"W7@<:&7H|4<3MQ9]&<*Q29&5]J&+E+_!]5M75
VP&8Y^E+7_@F MA^W/^|J!V|0]V!T'C[@]J-^V!X.|4>$GOA?XNGMN=MN^RWE_MG_!3!"Q$7]>5(-)0M\]Y]%D%!;+&%;6`S?5V$=(=Z<N!J95%\"X\|-9"T\L>WNP>GV@V&=!TV*_HX1%FC1<YD<$&?%'<_C?%R?&!>V<%VKOQ\8Q:R8XBE<&(=1*1_4
(^7OC8[EX^7+EP#Y[_9:U? MI[3X6?|{LI_MO?#F3X6?'CP?%6\'NP|M|_FI_M:S_^DSS_^8Q:EE&M#4\WPB9I=:4\80+::SMN*%P?M)!N/*BD1(F8G&5X_!C!K8:*C(EGFA*B#>%E%*V_%JG"%C'6:@]8W7%O$[;>PMS!,.;X>VZ6"!-8|!>-;W*YE1J?Z_3=2P]!7X8@N9VA\TA<%'N!=JL,'I\4.=_D7X,+IU0=5:@>B)/[ZUBV0P7|2N1BW_1*RB.IP$'1LJ&4:%9OO2>C3'R1^L)VZ!%I/B(6VF>L|L)NX
M<$"V15QDFO8/V+?V?KS]D_" 9$^&7[6H>)XM;G^* "@72TM8 MX#,L99B@IN08KNVVHE)-VA@CGEO[DV@8+WE-F@:7-V,MC23>K]J_(4Z(Z0\"PJ2AYSG[@?A2\|"NYE2MS6/
[XCN[N;9X:O=K%GE2=;F #.69+61CW-7/VF/A3\9?V'/V4/ M^">/P#UOXQ>)[WQ0/VKO!-E\1-9F\27,T^L75W%J%QJ$$\QD+7%N9W951RR^ M7'&,845[9^T=_P $6/"W[0'_
5+\%_\%!7^+&M,FTC4_'OPVCTXM#XJ MUO1DNUT;4)9?,#6_P!I0;61@5@ &-Q(]@_;X_8AU3]M#6O@9NF?3HW\$W\/CX M/_'G0_B'EPILU(=?*9$AW ;?NG-=O;RYXO^'NJ?|%7_P#@
MK7|=_P!E7X]]_%QGI?P;O|.^%K6W@^'W@Q7=?7=*FA%-9/Y5R=08Y0@QVXG8_VC1S@GRNEQ,:Z^[1N%2_&\W<4O@UQJ?!!`SP)0G[V4&K5S@'P8S1=T3&UNBQDZ!,W$I8X1NE[.#7^_!M0NA[/7T(1&(
(=:|'VVH))]JAT)KQPPD>*TD6!))/EGN=PD4D,OO7[2W_!.C]HZT_; M)OO^"@/_3Q_:4T+X?>/?%'ARUT+XC^&O&_A9]6T#Q7;VO%%I<2K#-%-;W,*M?NQ(C'<@"_(
_F5_&W_!,;]H#]KW]D;Q9\#O^"AW[8B^*/%%6^_[^M>M)*;+;]%\^*E(B)8FL#RFEZ=2\5QT9VAV!X_H0]-%XQ>2=R+_M>I#][>R0@C>WF^TE&(FCL3GA$ZM9U0GU'F0L0@;.
MO^$8T$%M#_:4FHIHT\H4 4=X;HDJ]JH$$OBPOPMP4J^%Z\%M(U*VEUC7(;2VFBCZOQ)<&.WT&;@IF7WBJ[,M&DAJ(G!/YF85$8$WRD(Y/>-R/;D2B1%@J\[8ET2(B(3A%LV)EV[-J>"0?2$G=8TY
(_$_X97%U-X8_,_'W@/Q;IFM6'AS MQ]XB0W&%H0HZQHXNEDC,'FW(CN$:U9\1!S!9$54!/1CZO^Q'^S3J]'?O[+7MGK6TPC1ZKI[DX8|U+*GL9+\BTT0N3_!/+*N=G5\BPQ>P;\@DPD;AL%#_\?%J)L*
6=SE1$'S'Y4'TKS3]C;_@G5J_M[&'[$WC+]G+P/\=KJ||=^.K[Q!K^N_$9-(2S5?$>JHV^^M[.)]MO%$_E%(5<MX$0^;)KT_P#8L^#OQH^Q^'[,/A/X0?M#=__!ZN_|ZN_B?XST?|N3?7P|UK"QPIC?WQW:C
6[12ZL[W, MLB.R,[E=L;I'RQXC'TH]1K\WO\ @KC\2-4_X*8Z]>_\$2/V06&K:EKE_IUQ M^T%^X^ME$NG_#S0H;N*Z\B23[KZE+?$&@SV.A>-;>T\^31YI!M^T(@926
)P0RLI((((!KX1_9' M_P""4/|P5B_8=^^$4 P5_9Q_X*%_!O1M)6ZDO-1NI0@))<7NK7LAS+>WES)J M)DN;AS]Z1R3@!1A550:7>^A66C_P#!;@G3\|F*@@(a$#:?;2L60W-
MMXB_:*M?#'Q'_^#.I6>O>&/BCI_MWAE7L9L9M76%$Q^DM@TG`E=_-NA$F4$3EPK*_._;@GE^UUXZ_;.|)_MT_!M!2;]HSP;5P(?!#%RI_AMOXQ5N$T;ISOWAHIZK^0Z#W5I2
=32S3W,L*B+:2$0 M#(R<8 /M6O#OV]OV]_@[^P!\|'D^(?2Q$BO-;\0ZU=C3/A_P##_08S-K'BW5WP ML-C9P*"SLS,NY]I6-6R>JADDT;|G;]I&P_P""@^K?M/:A^U5?W/PKO?ARNAV/
MP=:S<6UIJPN(9*JHD\S:Z7<W8#B4_-7-2\7E@AXP*Q-P"..@]@ M@?PP_;Y8|C6=4#6\|6W\>_"B36Y\|Y!FDD$8M/47XY7D@0*7|PYLM\|J@|MS7
<_8G_X):%%Z'@F/\=_@W^U#KUIH_Q2_:MU/Q9XI^("Z;^^M0#6I:];&);6M/V:X#&7ff...

RH:Y_P#'J/\ @TV_ MY2F?M=_]O'_I\GK]_J /P!_XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_T MEV_\J&N?_'J_?ZB@#\ ?^(3;_@J9_P!)=O\ RH:Y_P#'J/\ B$V_X*F?])=O
M_*AKG_QZOW^HH _'_B$V_X*F?\ 27;_,J&N?\ QZC_(A-O^"IG_27;_RH M:Y_\>K]_J* /P!_XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_TEV_\J&N? M_'J_?ZB@#\ ?^(3;_@J9_P!)=O\
RH:Y_P#'J/\ B$V_X*F?])=O_*AKG_QZ MOW^HH _'_B$V_X*F?\ 27;_,J&N?\ QZC_(A-O^"IG_27;_RH:Y_\>K]_ MJ* /P!_XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_TEV_\J&N?_'J_?ZB@
M#\ ?^(3;_@J9_P!)=O\ RH:Y_P#'J/\ B$V_X*F?])=O_*AKG_QZOW^HH _ M'_B$V_X*F?\ 27;_,J&N?\ QZC_(A-O^"IG_27;_RH:Y_\>K]_J* /P!_X MA-O^"IG_$EV_P#*AKG_,>H_P"
(3;_@J9_TEV_\J&N?_'J_?ZB@#\ ?^(3; M_@J9_P!)=O\ RH:Y_P#'J/\ B$V_X*F?])=O_*AKG_QZOW^HH _'_B$V_X* MF?\ 27;_,J&N?\ QZC_(A-O^"IG_27;_RH:Y_\>K]_J* /P!_XA-O^"IG_
M $EV_P#*AKG_,>H_P"(3;_@J9_TEV_\J&N?_'J_?ZB@#\ ?^(3;_@J9_P!) M=O\ RH:Y_P#'J/\ B$V_X*F?])=O_*AKG_QZOW^HH _'_B$V_X*F?\ 27;_ M ,J&N?\ QZC_(A-
O^"IG_27;_RH:Y_\>K]_J* /P!_XA-O^"IG_$EV_P#* MAKG_,>H_P"(3;_@J9_TEV_\J&N?_'J_?ZB@#\ ?^(3;_@J9_P!)=O\ RH:Y M_P#'J/\ B$V_X*F?])=O_*AKG_QZOW^HH _'_B$V_X*F?\
27;_,J&N?\ MQZC_(A-O^"IG_27;_RH:Y_\>K]_J* /P!_XA-O^"IG_$EV_P#*AKG_,>H M_P"(3;_@J9_TEV_\J&N?_'J_?ZB@#\ ?^(3;_@J9_P!)=O\ RH:Y_P#'J/\
MB$V_X*F?])=O_*AKG_QZOW^HH _'_B$V_X*F?\ 27;_,J&N?\ QZC_(A- MO^"IG_27;_RH:Y_\>K]_J* /P!_XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@ MJ9_TEV_\J&N?_'J_?ZB@#\ ?
^(3;_@J9_P!)=O\ RH:Y_P#'J/\ B$V_X*F? M])=O_*AKG_QZOW^HH _'_B$V_X*F?\ 27;_,J&N?\ QZC_(A-O^"IG_27 M;_RH:Y_\>K]_J* /P!_XA-O^"IG_$EV_P#*AKG_,>H_P"
(3;_@J9_TEV_\ MJ&N?_'J_?ZB@#\ ?^(3;_@J9_P!)=O\ RH:Y_P#'J/\ B$V_X*F?])=O_*AK MG_QZOW^HH _'_B$V_X*F?\ 27;_,J&N?\ QZC_(A-O^"IG_27;_RH:Y_\ M>K]_J* /P!_XA-
O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_TEV_\J&N?_'J_ M?ZB@#\ ?^(3;_@J9_P!)=O\ RH:Y_P#'J/\ B$V_X*F?])=O_*AKG_QZOW^H MH _'_B$V_X*F?\ 27;_,J&N?\ QZC_(A-
O^"IG_27;_RH:Y_\>K]_J* / MP!_XA-O^"IG_$EV_P#*AKG_,>H_P"(3;_@J9_TEV_\J&N?_'J_?ZB@#\ ? M^(3;_@J9_P!)=O\ RH:Y_P#'J/\ B$V_X*F?])=O_*AKG_QZOW^HH _'_B$
MV_X*F?\ 27;_,J&N?\ QZC_(A-O^"IG_27;_RH:Y_\>K]_J* /P!_XA-O^ M"IG_$EV_P#*AKG_,>H_P"(3;_@J9_TEV_\J&N?_'J_?ZB@#\ ?^(3;_@J9 M_P!)=O\ RH:Y_P#'J/\
B$V_X*F?])=O_*AKG_QZOW^HH _'_B$V_X*F?\ M27;_,J&N?\ QZC_(A-O^"IG_27;_RH:Y_\>K]_J* /P!_XA-O^"IG_$EV M_P#*AKG_,>H_P"(3;_@J9_TEV_\J&N?_'J_?ZB@#\ ?
^(3;_@J9_P!)=O\ MRH:Y_P#'J/\ B$V_X*F?])=O_*AKG_QZOW^HH _'_B$V_X*F?\ 27;_,J& MN?\ QZC_(A-O^"IG_27;_RH:Y_\>K]_J* /P!_XA-O^"IG_$EV_P#*AKG_M ,>H_P"
(3;_@J9_TEV_\J&N?_'J_?ZB@#\ ?^(3;_@J9_P!)=O\ RH:Y_P#' MJ/\ B$V_X*F?])=O_*AKG_QZOW^HH_FM_;=_P"#=W_@I;^Q'^R?XZ_:P\4_M\%3+S7-/\"Z&VI7>DZ?
J^LQS72*ZKL1GFV@_-U/I7Y*?\-8?M3?]'*_$#_PL MK[_X[7]?W_!?C_E#9^T)P_P!D_F_]'15_&%0!^_W_:;?\I3/VN_^WC_-/D M]?O]7X_\&FW_*4S]KO_+>/_3Y/7[_4 %%%% !1110 4444
%%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %?GE_P<._\ !9KQS_P2"^__@C6/@9X:*ZY\0?'7B66WTW3/%]K
M<3V<>F6T.Z[N"EM<02%Q)+:1K\X'[UB<[<5^AM?R^?\ !9O]H/X3?\%)?^#B MWP[\!?BW\6="\._"X:^);'P=K6N^(-9BLK"WM;.5KG6G>65ECCD:7[3;*2? MG,,(ZD"@#],?
^#=/_@OM\7?^"M_C'XC?![\]IWP9X'\/>+_"^FVFL>'(/!-C= MVT5_IK2&&Z9TNKJX;?%*UMRK $7 &/ER?=_^"^__4F^.?_2N_89L_P!I
MK]GSPIX3UG7KCQYI^B/:>,K&ZN+06\|%U([!;:X@?># F#OQ@MD'C'X:VG[2 M_P"SO_P3)_X.9_\ AH/]F/XS>$_$?P;\4>-UFO\ 5/!NMV]WIL&CZX@%]"6M MV9$%I<322+%D8%K$<
$"OU&_X/)"#_P2/TP@_P#-8-&_])-0H_^3O_W__<;M?\'''Q)_9SE_:\\ ?\$VOACKWPTMH;J>Z\6Z/X#UV>VCAM6=;F1MFL,RI$8Y M-[E=JA"3P,U]]_\ ! G_
(+Q_P##X70O&'@CXD?"&S\&_$#P-;VMWJ$6C7 29D@9'3:T;L_#HRNV65/R7_X)T:O_ ,')_C#_()+)\%?V ?V M?=!U3X':W9Z]86OB*VO-$&KRQSW-PE_'&MW?
+,&\QYD4B#=C!0YVM7N/_!G#_M^T1^R5*OBQX_8YU_X5>(O#WQV\312SWFOZS?)-;;C;;HL84D"NT6J0QL_P S?=1!@=*YKXB?\'1?_!:#]AGXF:%I
M7_!23_@F5X1\.Z+K#,]O:6FB:MHEQ?PQLHF-K=7-Y=P2,FY<@(V-Z9P&!KXV M_;K^._C[]F+_(.>?"Q^^%OPBO/'OB'PK\7UOM)\':>)3-JTJVD8$*>3'(^ M2"3\J,>.E:7_4%_P""C7[7?
_!Q3^UO\)_V%-;^#GA#X-7VE>>*+O3-.TCQ+ MK,T+0:K.CE^VSW:.K*(/+2W2(2-(Q0"1V10 ?U_LR?M#/_Z_:T_9[\ '?\MM+?"2ZGE\.>-_#]MJVD_:X@@DT<9*7?;D[=V,G&:] M2H ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ^0/\ @OQ_RAL_:$_[)_-_MZ.BK^,*O[/?^"_'_"AL_:$_[)_-
_P"CHJ_C"H_?[_@TV_Y2F?M=_\ ;Q_Z M?)Z_?ZOP!_X--O\ E*9^UW_V\?\ I\GK]_J "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB M@ HHHH **** ._:7\:?$SX<_L]>-O'/P6\ 7/BKQCI?A>]N/"GANT"[]2U) M86^S0?.RJ%:78&)(7)[5^!'_!&S_@U^\>?M&>+_(F?$O\ X+)?!WQIX=+S M6S>&;/\
X2&.WNM5O9Y)I;R[D>!I"0N(Q@XW-,Q_AK^B^B@#^?'_(+4?\&I M?A7X7?!OPCXW_P"""3'P<\7^)?$2^(Y+/Q=XN_\'6?[G[* M.D?L:^DT[5]7T>VN=022[N))W=G?41"=LDK;_^#=[_
((!_MB?LN_M;ZC_,%'_P#@H9/9Z/XM>TU$:!X4AAU2"]O9+Z_#+ M=7]Y+;,T"9CDE58D=F+3,6\O8%?]MJ* /P&O?^"5W_!063_@Z$$7]M=/V8->/ MPL'QCCU;_A,_/MOLWV(6@@0S8\WS-
N[C[N?:O3O\ @Y?_."!/Q-_:D\::7^W M[_P3Z\ S7OQ-6ZM[7QUX9T:XCMI]75,+;:I S,@%S#M2.3YLO&(W&#$V_P#:
MNB@#Y*_X(U_&K]O7XH_LDV/A/_@I%^SUK_@KXG^$!%IU_K&K&!HO%%N$_=7Z MF&1PLY"E9D.!O&]<"0(GUK110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0!\@?\%^/^4-G[0G_9/YO_1T5?QA5_9[_P %^/\ E#9^T)_T5&% M0!^_W_!IM_RE,_:[_P"WC_T^3U^_U?
@#_P &FW_*4S]KO_MX_P#3Y/7[_4 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% '@O_5& M^-WQ*_9K_P""=GQF^/OP$?A]J.J:!J+V<5P+>ZBB+
(YCF5HWP1]U ME(/<5\5_\&TG_!4_]I/]NG]DGXH_&_\ ;]^.^CWS^$_'$.GV6MW^G:=H]O9V MK6<4A5V@CACY=B=SY/.,U]4?\%O/^41'_[1?_&2;5_\ TG:OPC_X-V_^"(?P M*_X*X?
LN_$36/VBOC]\3M$T?PMXV2VT?POX-UBVM['[;)8QLU]-'<6\ZR2[2 MJ#:$.U,%B#@ ']-GA'Q]X$\?^&T\9>_&NDZWI$H8Q:KI&I17-LX7[V)8V*G M'?GBI-
#\9>$/$\LD'AKQ5INH/$H:5+&^CF*]"0A.!7\U_ P;@>,/BK^P?_ M_,%W_'G_3 G\;S:WX0UC5O%7A77K%P?L=Y=Z.MU+#J(A)(21H[.2/O\EP5 M.<##/V)X[C_@A/\ \'>I_LU:G,^G?
#OQYKTGAJQ:5B(FT766CN-(?)/%NF:?+(F^.*^OXXF9Y\.S)_:WPQ^$FKB"^!_>0'1- EQ*A/1HKO4W9,C' MR7F1TS7])- 'YA?\'(/_6I_:F_X(^Q_!M_V:/ /@#7#\0V\0C6O^$ZTJ^N M?(^P?
V;Y/D?9;RVVY^V2[MV_.U,;<'.]_P &]_\ P76G_P"""N_P^\4^"_CEH M/AKPW\7/!UQ]JOM%\,Q3PV6HZ1(P6*\MX[B::0&.0*5*I=@I:)L@2A5^(_\ M@^;+_\- 1^R_\ [_C7^6@U\G?M%;?L_?$
(-_?VPOV?\|_@IG^RI83'P)MZ3K,-D9&%L;N6P@;5]#N&&<13K(\L61\JR_("UMN !^G_P"Q)_P7I_:_?_0__5_2__MX+O>._| @E_XY^''PVM/ 'A?Q?XPTJPU?22='U"/6)
(=*EN4MVDEDOGA+L(5W MD0J#D[0G&/U@\0^(_#WA'1;CQ)XLUZRTO3K2/?=W^HW200PK_>=W(51[DU_, MK_P0A^-/A']I'_@Z'\5_M"^ $N5T+QUX@\>>(-
'6]BV3+:W@NKB(2+D[7"2 M$9.#GDUB_P#!<;_@H#H'[6W_6QU']G?]L_Q;X_7]G/X3>*WT:Y\&?#P1R7 MMPUK;L;BX2&21(I)YKH&,S.=T4!^7E<, ?TR_#CX]? SXQ3W%K\
(OC/X3\52 MVB[KJ/PYXCM;YH1G&7$+MM&>.>]?&_\ P6NU+_@LMIM]\-S_,$G/BGX.\-0 M/#JW_"=CQ7<:+&;AP;/['Y7]IQQG:#<[O+Q]Y=V?EK^=;]LGXU_L++_+!_!C[C]H;H;X M<_M'?
\$,_"_QQ^&>>L>'&EFUN/QI'_J+J-XC;RVTBW-P\B2J9TGAE/EE50;2' M<5]Z?\'C7Q)N?C-^S[^Q3[8+W3A9S>*_"GB+6);10<0-=6GAZ*M;O_#7A?XV^$=2U'2XV?4]/L/$EK-
/9JOWFE1)"T8' MRWJ05CF>\B+X(++"4.4=U/C*_\&UG[+WP[_X(2WW_ 4<\=_%SQW= M_$^Z^#2>.K"VTC4K6WTFV2YLUN8+-H6MWDD7R9E25O-!9MVW8." ?T3>(_'.
ME77P]UWQ)X(\2V-Y)I^EW,D=Q97$XD661Y+6"+*[%YWD@8SQ M7._\&"?"&D^'-/O]>TKP7/'&VO,;EUACF,H>,I$P9P&C?YF!&TC) /ZO_A]\6OA5 M\6K*XU'X5?
$WP]XFM[.417<_A[6H+U()",A':%V"M['FOQJ_X+=?=?\%C?^"A7 M[&W_69^&?[(W]//QLMM$\ ^(M.\,2ZOHTOA73;MIGO-4G@N")[BW>5=T:* MORN-N,C!YKXA_P"":'PR\;?
\$IO^#G[3?V,?A=\3]3U#0HO&=SX7U66XQ%; M.E76G-<0K"3('F0A@ .*ZG_(.F?#5]XS_X+Y_#+P?IGB6\T6YU M;PEX2L[?6-."%T<26KA@Q=B9$8,"K%O9 M?
^"BO_!9C]]I_P#@VR_9R\;^'/B%JFF^//C8U[X=\7>,;2X:.^GLM(FN;,[= M95(9)KIX("\BD$J]\PXW\ '[GZC^T[^S7H_C(_#K5OVAO UKX@$WDG0KGQ;9I
M>"3^YY#2!]W(XQGFNXDD2)&EE<*J@EF8X 'J;_G;_9Z_X->OV7OB_P#\$3+ M]LWQ#\3/2Z_A;=>-]*NX=1A&EPM]FDN[6S>W,19D:)8TD^"]0U.X:;::>V^VT^[MKR.2Q,
MC'<8HGMT;,'.T3.H(544 '[AZ)XR\(>)7E3PYXJTW4&A4-,+*^CE,8/0MM)P M/K5G2M8TC7K)=2T/5;:]MV)"W%I.LB$@X(#*2.#Q7\B7_!!;_@F;|=_^"INL M?%K]G_X8?
ME7WPB\-1:%IEQXW%CI$M[_&]"9IE@MY(H[FW\R-6WN4>3:25) M4E01_3#_,$E?^"?5P_&P_3DN5.UM_2A+1-(8.]M4P_ILI<^)X\4>_@ (N-N/H$)"=SI_0ZOT\-K
M,!FFV%1)M/[QLXS0!:_X*B_&7]O/X$_LM2^//^"/PWKU MK)-;M8OO\^;;'=6S;EPF#YG?H:_%KX*_\'1'1?_!&OOJ)HHOX^W/[+?P4_8C^"/B' MQ_9RWD=UX8L_#.K">-[0L+@$OK:I\A5L_-
VXS7]&%?S!?\&^O_*S/XO_.PS MX]_]&7- ']TWPG^(GB63X&>"_&'[1,>E>%?%FK>&-/N/$VE/<+;P6>J26T;W M5O&))&.U)2Z@;W("\LW4W_&?QP^"WPYL;'4_B%\7_"^@VVJ?
\@RXUGQ!;6J7 M?3_5-*ZB3J/NYZU^./\ P>Z_\FB?!7_LI%Y_Z;VKY(^,/_!OQX*UK_@A3I/_M 5+\0_M9>/_!#X]KIZ1KVG:%K!ADTFRTO$(73(E8-,B0P.0C"0)E/]6 MV ?
TU6US;7MM'>6=PDL,J!XI8G#*ZD9# C@@CG-K_@H+\6_@5_P;P? M'[XPZWJ]\NN7'P.U/6AX!@U.1I4ME;3+6>VM#DY\A;R9WVCHLK < ?*/_!!_M_@CEX8_X+O>)/BU^^V'_P4
^/OCK41I_B"&S>71]4A74-6U.>,S333SW$4H2* M.,Q!(T09+X!18]K 'V;^PC_P6._P6X*$#_P6/_X^,?X^\;?\$^_B/A &VUO_A1H_P 0 M/'.F:=X<3PKIL+QVNG"^^QI]ICMUG;9Y,?
S&0EMOS$Y.?VDN/&G@ZTUH>&[K MQ9ID6HLZHMA)?QK,68 J-A.[)!&!CG(K^8O_((:?!/PS^S5_P'2>J_L[^" MM5U*X*T?P)XM\?!I5[KZ2W<]M9VVVH6\S.B(K2%8P6*1H))P
.*Z[]OS_E< MW\+?]E;:^?'?\ Z:M(H_I)UWQ9X6\)+B(^<)O$NGZ<)]WDF^O$$A\S&,[=Y& <9&< M>HJ[;W-O=VZZ7=K.DL4J!XY8V#*ZD9!!'!'.:_ [@^7_P"0^S)_P!!?C'_T6M__
(.!_B)^UMX$_P"" /[.!=G\!-0URP\$:QX,\0;[0[M;[);W#Q\I:R2&0/G",ZPHQ^8*P!^S=O^U#^S/>>*?^$'M/VB?^LNM>;Y7]CQ M^+K)KK?_'/*$N_=[8S7SG_P6X^D:M_P
$F_V1[3]HGPC\/-'\8:O=>+K+ M25\.ZIK#6F8)XKAVG!168[3"!TQ\W6OYW/V1=+_X-H?BI\ M ^'[5NN?M"? M#3XG/IL4?B+QY;M;7^D"_(^>6>?*".5_LV_GRVMPX7CS&(+U]H?'\
!QI_P3V_ M9X\ \#?\?V>?PL#> P_<]1'\?ZIX\ \.^'? /A?Q7IMS"NDZ]HTEO=3B^\D"1_M,A>%O$'C1=2\ M_P)6.MBX:V-MJ5W:*%W[;;?
M!R]\:OV=OV>OV1KSX4^(_$WQ8^'(%NT&^GPR/96@;4'N40121OF2%(9(OE=#B M0_.!F@#^J^(@/3'ECU+QMI%NT$WDSK/J42&.3!.QLMPV 3@\\5HZ?]J.GZ
MM91ZEI5]#4.CCU##@CZ5^&GQF_X-=]1_9=_X)&?M%?"S3_C^/BM MXJNKO3?"W@Z]'A Z7/;WND07?VB(;NY,S7%KO".M>*1%XU^!T^!4N@5NN?N
M&* /Z"M(\:^#$$E58D $@9]Q6G7XG_P#! MF-^PL_PY_9YI\;?M^/P-(\T\@*=1QS%2T?3.NKBXSL;+@'&J?>T^AP2E-P4.D
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110!\@?\ M%^/^4-G[0G_9/YO_$=%7\85?V>_\%^/^4-G[0G_&3^;_T=%7\85 '[_?\ M!IM_RE,_:[_P"WC_T^3U^_U?@#_P &FW_*4S]KO_MX_P#3Y/7[_4 %%%% !
MX_]/D]?O]0 4444 %%% M% !1110 4444 %%%% !1110 4444 ?/?6+%6_^2:G_X!U3X2?@LV_\ &@Q@G_1A?$B[_^1T_P#4>6_P#2]ZZ#]N3_)3,_\%R?^RV?>'_(-K?AY_P"G2?^>VOW^K\ =
!R%_P!>P_>_-'^P_P"1!^\ )O\ J:;6_P!/*?X_P#^@C/_ >2>_\4?@A!I_X.-_^#D?]E7_(\;_P/%_P"G2%?9G_!BO_P"C/_\ C@'_?]+[?\ ]FC_ ,%YO_A#?_).A_\#3_%/\^%??V>?\ ! D$_X(/
MX>\/7Q)?\3?^U7^S=?Q'_ >Y_P#!#^?^#O3]LK_@KO\ \%(_VCO^"9WCCXP?$36-> MU#PYX:^'FJ^)?A!:WJ2'_$3V/T><Y-_H+>>IW'RIP]#_M>F]_\ "ZWX% ?PZ\'
IES%IWAO3_E'?)+>7$BF>[>1 MKF/DQQ01A=IVB-B#\Y /G?_(,Y_P!ANX^#W[%_B?\ ;?\ '>FO_P)%\8] M::'1[BZ!,JZ)8R21J^6^8&:[-RS?WUAA;GBOV*KE/@3\&? W[.GP5\)_3X9
MZ;]D\/>#/#MGHVC0<96WMH5B0L1U8A06;J6))Y-=70!^-?\ P=O_/!/']M' M]O6+]G]?V0@!K'CH^%&\5'Q#_9,L"_8OM/]C^1O\V1,_L[L\V,9_U9SCBOMK M]HK_()N>%/V]/
@DGHO[#?QSTI=*U@?#?1XM-OKB,/+X?U^TL8UAN!MS_J MY0R2!3\3RIG#DU]=44 ?SE?\&Z__!&_@I1^Q/_,%:/#_Q:_:4_9:UGPYX M3T?1-=L;OQ+)>6LMHTCVDD490QRLS*
[8VG;R"#Q7L/\ P5Q_X((^$O@E^Q]XE^)'_!"/X2>$WA^T19_P"$]P_#_0O$\F]_/.I:.J.TAO)X3_"(M!)J=(T9('!\,DDM@:0P("1L_OFP\,@FM-G'\+WR8W1@[+H M5Y[ZR56M[Q[ZNW8OQA^HVDC6\ZYFB63JRF-^0 >
([V/R)O&&I:!<6\ M=JQR#- =4NEM8R#R/-,RX['(JY_P=(_\$ZO^"@/[=/PO_9?L?@)"-7^('B' MPAHVOKX]ETB>V'V6\N(-% 9B[HI\R2WN"-G'R'IQ7[7T4 ?E=_P5H5H_X(U?$3 M_@H?_P
$C/@9\)?#^JZ7X9^+?PH\+Z(NCZ?XEO%@@N[AM,@M;S2GE&1'*[QQ M[&Y4R0*IPKEU_.[XT^"?2^#F7[]F?_0%?_,/_@ ()C7B>/-?X?"RZA.#? M@G8 @X^:?T"'>->"/K!)TF]U3O+
MJ>A75]>:;N6[26UEGED9RR0QDJI"E1YJ@#'[P?%%._P@(2'@F,1)<J<'5>TIXF0,V 2&M4-&X'9]_RW:[_"?_!P;?Q_X(._&T*9'MK!/#'QA[<%[7BI\]Q./&YX;>
&7_@J=\1_$WAC3Y%-OH;>&E22%0,$123WL\<1QD B$XST/< ;_P & M;?AC7K__()F'6>TTR5UU/XAW5I8,!@33+HUKE%)XR/-C_[Z%5/^#3C_@FE
M^W3^PE\=_B<1H:X_9QUKP/8:_X2TZUT;J%F:Z=W1?*D%7TOPSH8D=3=3^==7MQ(VZ6ZN)2!YLSMR3@ M *JJJ*JCU:@#\(?
%G_!,#]O>_P#^#J^J&+]N"T_9QHR3X4+\2++4#XUUO%L MFC10-+M\WS,"52OW-@@W1ER,?*W##M^^=% '\Z_!_!;7_P#!2WP]X]N_&1^1 M'_@KV_!BS] !XU 1:'"S9/MBG_"7&8_?X:2Q@!)9NS4H5O^UB5%O^VJS
VF?"_PIX=\0B_NKF!OL^DB\MX/MUQ>2W4_GK%%+,$2 MVW$B5\+(2N/N;_@HWS_QS"@I(LX+4]_=%7U=#T5]I-.-U9A3*UR6]Y27J,_C^CK4--M\IZ3N9IAKQGJYP,%XBZ._GZS2T:4KK2@_@?ET8D(FE3$UP%Q9BLV"6&K5@J(5N
MR_L(?&'XR>(/VN?^C\5??VR SUUU/JA%G8/SJRBSP?3_FAVK-%LOP%U&K4KM1G7=JX3Q9WG,T+\XG2B-!^!3R.<^=R&R,'\G<^:?6[RJ<4C9TJ?>G@]7C8I8TB02R_>I5W/4>IPZ7F*^GHWCHFT5?
J+.T^V*. M_CD !<[?WAQQG=7]4=% 7N<?\$*Z?QY_D;$9!X_;6W%VPPA7=8LL+@M>&Y>!MHB5*9F?.#%^'Z,W_\>F=F?SPZBFQ/A7>ZSI3#=4VI-8^
$]?V+#%^PZ$8<@B:%KG0,&=Y8I<@SMMR2X4^+8F^8\5\:U:>%%=H%^B'>?@ ^ES6X&M,F_4X:<F>#R<>%>@IE<YDY82=UQ=7)[+6<I7W.0*^89_$?<YFZJHSE^>'YLOG;3&(X4(PCZH
&'QM^S9^SC^P78^/-,\8:I#Y ME]K-D]UX?>>'>D.H07\-U;+ KHPW+.ZG:%#(CKQ_2C10!_/M_P $@_\ @E__ M ,%6OA+_ ,' %W^V;^V;^S=)IVFZGK_B^_\ $_C31I8?
['GO;ZWO/WEJOF&7 MR))I1Y>Y0=K+G'-+_P_'!7_!*[_@I9X<_P""MFC_/!4S]@WX,ZOX[6>ZT#6 M++5O#EDM]::LJV?FW5]' M8HPB--+N'V>0F.,%2_P"EO[9]Q_P63_9E_8?
&8(_P#@GQ^SMIGCJY+_#BV MT;XV?#7Q%.V=S%=(NEZ?##'"\3S132,DD=TG^C.3EOF#J:_3'"B@#M'CS M_@I%%P_P#@T8_@A#U/_>#""!2_Q.N^#_6%?(=P5_$>>,VZQ8ENR</1XK/9X?/^T]
H0T$7D9CDC::286\)AR M_FMD2RDQ($/)5_T7_;@_X(??M >(O^#=?@Y-C/X!Z)P9_P34^#GB*R\6?$;X:R6.M01F[M%O!K%ZL]S-=6L$LY4(H%[.L)DV!A%&&V;CM_5^B@#\2_!'_@T%_M\>!#_PEW;_1C-9SC55^R"R.S@_V,9?2\
P ML_X)N&+_@FS+H?PHT_9NQL>PO^0L&'^4*W21G-RGC2C!QKLOI<@_?P6B MK8W5R_[!W_!OK_P3%_X).WOQ5+-QFOV_P7.T,O$^_3]X+T>_2?]E6_YF^S,IN1 MGMP:Q-Y,J-?TB
%E+XD,L8&5S\PSBOWI-#:G]^KQZ??$QG M+_!,/_@H_P#!KZ#_ !^UU_P3R^,/P*T'9>Y9)/8P>KD&]5L6PLS:G(H[=Y-^X_OUQ^M$LG >[*4.KX%.($=)M6+H3J<T4M<%L>:N(!=#M-(3F1
HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M
"BBB@#Y_X+\|?\ *&S]H3_LG\W_*.BK^,*O[/?^"_'_*&S]H3_+)_-_Z. MBK^,*@#]_O\ @TV_Y2F?M=_]O'_I\GK]_J_'_@TV_Y2F?M=_P#;Q_Z?)Z_?ZOP!_ MZ@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** /D#_@OQ_P H;/VA/^R? MS?\ HZ*OXPJ_L]_X+\|?\H;/VA/\ LG\W_HZ*OXPJ /W^_P"#3;_E*9^UW_V\ M?
^GR>OW^K\ ?^#3;_E*9^UW_-O'_I\GK]_J "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH ^0/^"_'_"AL_:$_[)_-
_P"CHJ_C"K^SW_@OQ_RAL_:$ M_P"R?S?^CHJ_C"H_?[_(--O^4IG[7?_;Q_Z?)Z_?ZOP!_X--O^4IG[7?\ MV\?\?^GR>OW^H **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@#Y_X+\|?\ M*&S]H3_LG\W_*.BK^,*O[/?^"_'_*&S]H3_+)_-_Z.BK^,*@#]_O\ @TV_ MY2F?M=_]O'_I\GK]_J_'_@TV_Y2F?M=_P#;Q_Z?)Z_?ZOP!_Z@
HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** /D#_@OQ_P H;/VA/^R?S?\ HZ*OXPJ_L]_X M+\|?\H;/VA/\ LG\W_HZ*OXPJ
/W^_P"#3;_E*9^UW_V\?^GR>OW^K\ ?^#3; M_E*9^UW_-O'_I\GK]_J "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH M^0/^"_'_"AL_:$_[)_-_P"CHJ_C"K^SW_@OQ_RAL_:$_P"R?S?^CHJ_C"H M_?[_(--O^4IG[7?_;Q_Z?)Z_?ZOP!_X--O^4IG[7?\ V\?\?^GR>OW^H **** M "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HIL\|-M"]Q2&_P!J8_+CW3=7DYOGN3Y#0]MF%>-*/3F> MK]%O)^239Z&7Y5F6;5?
9X.DYOR6B]7LOFT>O54UG7]"\.69U#Q!K5I8VZ]9[MRX6)!^+$"OC;Q[^VS\9O%V^VT.[M]!M6R FGQYE(]Y7R<^ZA:\JUC7=;\17A MU'7]9NKZX;[T]Y<-
*Y_%B37X[G/CMD^&;AEN'E5?\TGR1]4M9/YJ)^C9;X59 MC62EC:T::[17,_OT2^39]N^)OVOO@'X9W1GQH+^5?^66F6SS9^CX"?\
CU.AO+B.W!_P"^?,KY/HK\YQ_C9QIBF_8.G27]V%W_M .3N2_#Y'V>$\,>&J"_>\]1^._^"COQC\/^#M6\0:1X.\,^?8Z;/<0)K>S//[+_@XF_; C(_M'X1_#:7YN?(T[4(
M^/3F\;GW_2NF\._\''GQ:MG!\6?2LS>'+U>,C3M=GM3[\NDM?FY17^RM3PXX) MJ]TL%'Y.2_*2/\HJ7B1QO2=XXV7S47^<6?KCX'_X.-O@?J+(OQ'_&=?%6D M_P"L.BZG;:@%_P"_GV?-
>[_##_@LK_P3X^)TD=F/C6?#UU)C%%MXHTN>T"_6;M:T(_&2OP7HKP,=X.M=L'XE/V*G2?\=E=?^3YGT&!\9.,[U[9P]K^]"S_\ M)'''\C^G/P1>#DU.*:\B'X;^.M'\0:>V-
M]HFIQ74)S_MQ,P_6MFOYB/!WC MKQM\.]:C\2> /&&J:'J,7^JO]'U"2VF3Z/&P8?G7UI^S]_P7(_:9U*I8ND%*V%X0^#DD&G>. M]%:V\26X2Z"?[-U"%5)_S1?/'U:TDODJ'[AT5\;?2Q_LQ_P#!!;_| 8[^/+V^@
M_$#4KCX=:[,0OV;Q(K6+N>>R7B@(![RB*OL.PU"PU6QAU+_/2V>TK7ZHBML%>W'&0K M('21",AE8<$$<@BOR;-53:*C+)N=4E)$H.T[,'U?_(-]-?\ !A;XUZ#\ M=I_$$7[8+^+TD_:4MO&EU
;V\FA5HM.N+$01QQ?V3Y#?Z/Y2%4$A&6OQ,P!] M0?M%_P#!6F_@_@F_@_LE?W^T7^V1X^V1X(\+>*2L;3:'>ZION+4. 4-PL0;[,& M5@P\W9E2&Z"5PZGD&OB?_@AMX7_."G'Q3_&&-

:\?_M B?]EF\OO"CSQ(WQ=7XF^%]);KPM^U'H,]G<^'(I38:/I]WX@^ MT_88OM.9(XXS*R;6)PNT$G% 'Z4^$/\ @IQ_P3[\??!/Q1^T?X._:\|#:AX# M\$SP0>+/%
<&M)]BTN69D2&.60*SM(BJO5F=0,D@51_9I_X*M_\ !.7]L/X@ M-*?V:_VPO!?BOQ,(Y)(M!L]2,5W<(@W.T,4RHTX506)C#8)/ S7&_\%7?V MD_!_[$?[,6AVWA']F7PIXYU[XH_$_0?
@OPAKUO!;Z/S-)9SWS&-@L, M+6QEW;=V^.,!D)WK\2?\%"/A)^WYX:7_8J^+O[7WQ)^ [W3_M8^%]&TG1O MA%\/[S3KNRCN1/\ :$6_N[J26:T,:;'B\M S/&QQ@*0#]&_"?Q8^*.H?
|%$/ M%GP6U#XZ_#N[\):=\-K+5+#X=V4,P\3V%U)+9 B*2 ML8 W$;FZDD\UY[\(_P#E9+^+_P#V:SX=_P#3O-1_P;E?\F)^+?\ LOOCC_T[M24 >U_\ !53]O5_^"_\%H/B3?:%\,/"]WK@\
?'>TL_$5GJ-G:1-*=/%Y($> NB>7'L M0$L412F=P /;/VX?^"R?A7]@GXR_LY?!CX_ZIX(\,:I\3%%S\5[;6=8;=X3L M3:.?M,;QL4:,WD4UN'8LK>6<>M?1FA?M[?
L7^)/V<[O]KO1_VG/!LGPQL9)(M[OQR^MQ1Z;')&XC:,S.0"^\A H^9F(4 D@5\$?M3_%F/\]J[XH_\ !+W]IGXB M_#FRTB_^(?B8ZKJ^E7%N'C@DO/#HG%L#("6C\R0[
W)!!QDFN_X*R>$?!&N M_P#!1O\ 8(^!?Q*\.::OPCUGXE^*K[7]&N+5%TV[U^UT='T...+'ENS7,DH1 M&!W$D8- 'U9^RA_P4:_89_;EN]2TS]DW]I[PIXWOM'B$NIZ9I-\1=V\1(42M
M;RA9?+W$+Y@7;D@9SQ4_Q%_X*&?L,_"!_%<7Q6_:P\!^&W\#ZI;Z;XJCUSQ' M!:MIU[/#Y\-LXD8%I7BRZHN6*@G&!7RC_P %2_#_(6_\ !4?]ACXB_"/2 M+*P^)6L?$S5-"OI-
,A6.YU'PJ=-8ZA'.$,T$"['4/E8RY*X))KE?V!_V2_V M9/CG_P %@?VY_B=\:@-X5\8:YH'CWPW9:'>^*-%BOOQI\,VB1M,(4G5DC9RB M;G50Y"[ZLI M&MVTL22I-
:1INDN$,#-.^%NF_%O0=1E&F>&7LMUU_8D6GRQ+!$MZ[1S$#C,*+@ M;@?5?AQ_P2Y_:FO_!M^U/XI_:B^.7PE\(K^TG\)D\.ZM9_!_3[^RM[/4%@N M+1-9DAO927D,=R5J:'X8(F=
MX"A\T[U8'&?T:_:'^#?['?Q,^)OPQ\5_M*:3X7N/%7A3Q*;[X52Z]JXMKF'5 M"8B6LT,B>?+E(?EP_1>.>0#UFBBB@ HHHH **** "BBB@#Y_P""_'_*&S]H M3_LG\W_HZ*OXPJ_L]_X+\|?\
&S]H3_LG\W_*.BK^,@#]_O^#3;_E*9^UW M_P!O'_I\GK]_J_'_@TV_P"4IG[7?_;Q_P"GR>OW^H **\?_&U_VZ?V=_V MOA-%\6_VA?$EW##J&IQ:7X/ NCGXD_%'_((O_M-
Z/X&6,S3:Y::1I=_]%I!C)FN-,@O#/"]K M\SYR5 ;@XH _^[Z*YKX,_%GP5\?/A!X4^.GPVOIKGP[XT\-V.NZ#E=+0 4444 %%%% !1110 4444 %%%?&'Q>_P""
MKOQP*_$[Q9X)^"'_!)G]H#XC:-X)U:YT_6?%^GZ=86%G?26[[96TQ;FX$FH MH"& ,:@LRD =Z /L^BOGSX(_\%/OV0?CG^PQ=?\ !0_2/'D^B_#G2=.O+GQ)
M/XBLFM[S1);1BES:7,"EV%PCC8(T+[RR>67#J3X,O_!>/3?"GA_0_CK\??\ M@GK\;OAS\#O$M[:PZ5\9/$NGV#6EK#=.JVUY?V<%R]S8VLA=,2NK?ZQ./FH
M^_**9;W%O=VZ75K.DL4J!XY(V#*ZD9!!'!!'>O /VY/^"B'PU_8GO?!_P^;X M=>*OB'\2?B->SVOP_P#ACX$LHY]4UAH$#W$Y,KI';VT*E6DFD8!0<@-AL 'T M%17RQ^R3_P %1=

4S]KO\ [>/_$^3U^_U !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !7@G_!0'PTVH_#72?$T29;3 M=5\MSC[LSIJ^>/"[?>@VH>U^'G@R>[?#!;
MS5)!%&&[$1IEG4^[(:\?\;_M1_&SQTSQWGC&6PMF.1::0/LZ@8QC;>*_#. O'#7]U6C_X%*WW MI,^QO&GQ7^''P[C9O&?C*QL750WV=YMTS#U$2Y=A]!7D'C?]OCPCIY>U_^$
MKK4I 2HNK]Q!%[,JC+/$F.O'"J-"/DN:7_@4M/FHH](\;?M8?&_QONAD\5G2 M[=L?Z-HJ?9P/^!Y,G/H7Q[5YS///=3/1V)9B>I)/4TVBOU_+3;?XA1117H'&3:=J-_
MI&H0:MI5Y+;75K,LUM<0.5>*12&5E(Y!! ((Z$5^Y7_!-G]N/0_VS?@I!-K- M]#%XV\/PQVWBK3P0IE;&%O(U'_+.7!)Q]UPR] I/X7UV7P#^/?Q-_9]^)^G_M !;^$^O-8ZKI[8*L-T-U"
<;X)DR-\; 8(]@00P!'-B<.J\+=5L;T*SHSOT/Z M*J*\!_8>_P""AGP:_;4\+1QZ)>Q:-XOM;?=K'A.[G'G)C[TL!.//AS_$!E<@ M,%R,^_5X4X2IRY9+4]>,HS5T%%%24%%%% !117-?
$+XGZ%X!LRL[BXOG7,% MDC?,?]IO[]_S[4 1_%?XAV_@/0&,#AM0NE*60^P_4X'K7SU)))-(T MLKEF9B69CDDGN:N>(_$>K>*M7EUK6KDR32G_("@[*H[51H **** "BBB@ MHHHH
**** "BBB@#VK]FS2C:^%;S5G7!N[S:ONJ*,'\V;\J]&K#^&NAGP[X% MTS2W7#BV$DH]'?YV'X%L?A6Y0 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%%
'R!_P7X_Y0V?M"?]D_F_]'15_&%7]GO_ 7X M_P"4-G[0G_9/YO\ T=%7\85 '[_?\&FW_*4S]KO_ +>/_3Y/7[_5^ /_ :; M?\I3/VN_^WC_ -/D]?O]0 4444 %%%% !1110 4444 %%%% !1110 4444
% M%%% !1110 4444 %%%% !1110 4$ C!%%% 'X7_\%"M:^-OPE_:@\9_!C4_& M=[;:58:L\FD6UEBW1["=1+ &,8!DQ&ZJ=Q(W*W3&!\YU^G'_7W_9RDN]-\ M+?M2:!89-H?
["\1,B\^6Q:6UD..P8S(6/=XQZ5^8]>ME.#P&"P<:>$I1IQ[0 MBHJ_HDD>;F&(Q>)Q3GB*DIR[R;;^]A1117I'"%%%% !1110 4444 %%%% %S MP]XBU_PEK=KXE\+:W=Z;J-
E,);._L+AH9H)!T9'4AE(]0:^[_P!ES_@NW\5O M 5M;>%?VF?" \86$0"#7M,*6^I(H[NAQ%<'''_+,GJ68U\"45G4HTZJM)7+A M5G3=XL_=CX2?\%3/V&/C!;Q'3?CMINAW3J-
]AXKSIKQ$_P)>;$3'_<=A7MO MASQ_X#\8V_VOPCXVTC58@ 3+INI13KSTY1B*_FZK[1_X(_Z?OO?"VJ,O^KBT MV)3Z[C(>LLRK_,U@ M:W\8_AWH:,9/$,=RXZ160\TG\1\OYD5\
[45YIW'I/C#]HK6M35K/PG9?88B, M&XEPTI^@Z+^OU%>>,+F/ES]GM21V&"Y_/:/P-'JO3I1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%%
'R!_P7X_Y0V?M"?]D_F_]'15_&%7 M]GO_ 7X_P"4-G[0G_9/YO\ T=%7\85 '[_?\&FW_*4S]KO_ +>/_3Y/7[_5 M^ /_ :;?\I3/VN_^WC_ -/D]?O]0 4444 %%%% !1110 4444 %%%% !111 M0
4444 %%%% !1110 4444 %%%% !1110 4444 Z"OY[_ (E_#SQ3\)?B#K/PR\;Z>;75 MM"U*6ROX3T$D;%25/\2G&0W0@@C@U_2!7YH?\%U?V.)"]G^V-X$THD8BT[QM
M'"G3&$MKQOT@8_\ 7'W-=^ KIP:1I\>^:YE6.-?&]"M/#.A6N@V(_=VL(0''WCW8^Y.3^->;?L[>!2OF>.=1@Z@Q:>&'X._P#[M*^/\ @5>KT %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %% M%% !1110 4444 ?('_!?C_E#9^T)_P!D_F_]'15_&%7]GO\ P7X_Y0V?M"?] MD_F_]'15_&%0!^_W_!IM_P I3/VN_P#MX_\ 3Y/7[_5^ /\ P:;?\I3/VN_^
MWC_T^3U^_P!0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %9?C;P9X9^(OA#4_7C32(K_2=8L9;/4;.8?+- M#
(I5E/<<'J.0>1S6I11L&Y^ 7[;_ .R5XK_8W^/.I?"[61-<:5*3=>&=6D3 MOK%F.QB1QYB\HX[,I(X*D^05^]O[>W[%_A/]M7X)S^![]H;/Q#IN^Z*:RZ_M\>MSMP8W(&?)D "N!GHK
$HM?A7\0OA_XQ^%7C;4_AU\0-!GTO6='NVMM0L; ME<-%(OZ,",$,,A@002"#7O87$*O#7=;GCXBBZ4]-F8U%%%=1SA1110 4444 M%%%% !1110 5^F?_37TX67[)&A7(7'VR^OIB?
7%S)'_P"R5^9E?]E^PKI/ M]B_LE^"K/;C?ITD^/^NMQ++_.SUP9@_W"]3LP2_>OT/6J***\8]0**** "B MBB@ HHHH **** "BBB@ K<^'O@F]\=^(XM(@#+ OSWF_\ !<'6_C0-0\9?L/?
\$U?C?\:OA[IM_/:#XDZ!:6&G MZ;JSPR-'*^FK>3I+?1AU9=ZHN65ACBOI7]B?]L;PM^V[\([OXI^'?A+X\]"7 M.EZ_<:+KOA+XD^'O[,U?3;Z%(G>.6#>X VS1LK!B&# \=* /7Z*** "BBB@
MHKS3]F;X^^+/C_IGC#4/%O[/7C'X=OX7\>:AX>L;;QE:+"^N6ULL135;4*3N MM)O,(C8\GRV]*]+H **** "BBB@ HHKYD_:Z_P""A7Q,_9\^,]K\ /@?_P $ M^/C!\9?
$$OA^#6;S4O"%E9VNB6$$TT*13:A=S)&MP3;R-Y(!.TJ<\T ?3=% M?./[W_!2CX9_MVWGC?X?Q_"_P 7_#CXC_#+4+>S^(7PU\?6"6^I:2UQ&TEO M,#&[QSV\]HQ253R%R5
9"WC6K_\ !="R\2V_B3XG_LO_/!/SXT?%_X1^#M0 MNK37_BQX-L[!;&Y-JQ6ZETRWN+A)]3BB*L#)&H4E&P2!N(!]YT5Q7[.?]0OP
MD_:O^!WAG]HSX$^*XM;\)>+M+2_T74HT*&2,DJRNC8:.1'5HW1@&1T92 0:Q M/VN?VB/%W[,7PG7XE^"OV:?'?Q7O3JL-G_PBWP[LH9]0".KDW&V:2-?+38 Q MW9RZ\4
>H45^6]I+K&M:)I MD4*S3RK##&";S+,SNJA0"3GI7T/^U-_P4,N_@C^T)H_[(GP*_9D6\?&'XH:E MX/F\6WOACPSJFG:?%I6AQW'V47=Q=:A/#$IDGS%%$I9G*/G: "0#Z2HKY_\ MA?\
\%*OV:/B=^P3>_\ !15=3U+0_NCZ'J5_P"(;77K18-0TF6PDEBN[*:$ M,0+E)H7B"*Q#L5V%@ZD^J_OXEZA\9O@UX7^+>]?#[5O"DWB;0K;4SX;U\1B M^TY9XQ(L-P(V95E56 903M;
(SD4 =71110!\@?\ !?C_)0V?M"?]D_F_P#1 MT5?QA5_9[_P7X_Y0V?M"?]D_F_\ 1T5?QA4 ?O\ ?\&FW_*4S]KO_MX_]/D] M?O\ 5^ /_ !IM_P I3/VN_P#MX_\ 3Y/7[_4 %%%%
!17,_&+XS_"?]GOX;ZE M\8?CC\1-(\)^%M&6)M5\0:]>I;6EH))4AC,DCD*NZ21$&>K.!WKS3X,_\%-/ M^"=_[1'C&W^'7P/_ &W?A;XH\0WC%;+0=(\;V4M[=$#)$4 D\R4X_N@T >XT
M444 %%%9FO\ C;P9X5U#3-)\4>+M,TVZUJ[^RZ/;7]_'#)?S[2WE0J[RO@$ M[5R<#.* -.BBB@ HHHH **** "BBB@ HK,@\;>#+KQ=<> +7Q=IDFO6MDEY= M:)'?
QF[AMV;:LSPAMZQE@0'(P2,9K3H **** "BN<^%_Q?\ A;\;/#T_BWX0 M_$#2?$NEVNJ76FW&H:+?)<0QW=M*8IX"Z$C?'(K(P[$$5YQ^U%_P49_86_8J MU:P\/?
M4_M4>#?!&IZG#YUCI.LZLHO)8=Q7S1 FZ01[@1YA4+D$9R#0![517 M+_!OXW?![]HCX>6'Q9^!'Q/T+QAX9U-6-AKOAS4XKNUF*G#*)(R1N4Y5E/S* M000",5U!(R30 45\VQ?
\%AO^"6LWQ=_X43%^WM\,&\4&_\ L(T\>*H/+-SN MV^0)\^29-WR[-^[=\N,\5Z]\?/VB_@1^RS\.;CXM_M%_%K0O!GANVG2"36/$ M&H);Q-,^=D*;CF21L';&H+'!P#@T =I17$_L_P#
[27P#_:K^'<7Q9_9P^+N@ M^-/#DMR]L-6\/Z@EQ''.F-\,FTYBE7(+K0];ETF\6=;+4K8A;BTD*DA98RP#IU4\'!H Z*OD?_@J!_P $ MWM+_ &O?")^)?PRLX+3XBZ+:;;5B0B:U;KD_996/
<<^7(> 3M8[2&3ZXHJZ M=25*?-'V5W"8Y8)4)5D=6Y M5@000?2JE?L__P %)_\ @E]X7_:YTN;XI?"R*TTCXBVD'^M?$<&MQJ,+#.1] MV0)-Z85LKM*?CKXX\#>,/AKXLO_
GC[PY=Z3K&F7!AO]/OH2DD+CL0>Q&" M".""""00:]ZAB(5XW6_8\>M1E1E9[&51116YB%%%% !1110 4444 %?KE^S# M8?V;^SAX#M=N#_PB&&.P]"ULC']2:_(VOV4^'FEC0_
&AZ*J;19Z/:P!?39$ MJX_2O-S)^Y%'=@5[S9L4445Y)Z04444 %%%% !1110 4444 %/MK:XO+A+2T M@>661@L<:+EF)Z =:DT[3K[5[Z/3=,M7GGF;;'%&,EC7N?PI^$5IX(A&KZN
M$GU21?O#E;<'^%??U;\!QU /'?VBO^":WPY_:[^_"J_BEXX\6^&-8CU>TU MK0O%/@7Q!)I^HZ!J-JQ>WG@D7*NR,*]-A&+.V^)/P'T]KF-!T62ZMI?,G)[NP!YK] J*/+_V0_"O[67@W
MX-P:)^VE\5_"_C/QPNH3O/K?A#0GTZR:V)'E((7)(91G)SS7?>,O"FD>//"& MJ^!_$$)@05D0MN4]BHH_,[]G;X ?\%Y_P#@DO\ "2Q_ M9>_9P^&/P7_:-
^$OA&:Y'@L7GB&;PWXI6RDN))Q;SM,?L>X&1@I!?KRV,*L_M[2W_71\7^.?^".GQ@_:>^"'PJU_P"&OQB\$>-8?AQXA\(:[%%>7?A3Q!/> MVUK+(C85+GRX[AGB9E4-*@5E
!SZ3X6_9'_X+[?"S11\-?"G_!4WX5^,M&B0 M067BWQ_\')/[=MX<84L+:Z$-Q(HQ\\NXN1ECR:ZOX??\$4/@)I_[GQ+_8A^ M-?Q#U[QW??
&C7KSQ)\4OB+>116NHZKXAN)8IQJ4,:!H[;R9H('BA&Y%\O!W[MFW 'P%\7_A5XQ^%/PNM?BU_P3Y_8@_X* :=^TEH%]87\K\1/B%>7=[:>*Y8[
MB(W<&LVTFL3V[P3P^:"D5NN&V?P@@_2'[87P^^,_[5'_7<\$?LYZ!^U;\2 MOA-X9U7]DB?6/%-GX!U@6MY=*OB#8UO'*ZLMG,6>(-=1IYP2)HU91(2/2=*_
M8[_X+JV/@VV^!1_X*K_#F/P]:0"SC^)*_!AIO%TMJJA5+K+>&S,^T8,VTMGY MSN:O;M6_8AU34O\ @J9I'_!19?B';I9:9\#KGP WA4ZS.3G=VH ^1/VIO@==?\$;OBS^S5^U9\-?
CE\2M>^&.E>.[GP+\8T\> M^-KG53_96O2?Z)J,[R$+LL[X[MY!?$R(#CBO5]$\7>-OVPO^"YFIZ7X<\7ZK M!\-?V4_

(\'ZKI" M2'#3VD-A);RNH[JLK*A([XI/@1CQ'_P5G^.7B'1G$MGHG@7P]I6HRQG*K=R* M9E0D<;@BG([=#0!]74444 %%%17EK'?6KVDS,%D7#%&P?P- $M%8_P#P@^D? M_-
[_P"!;4?\(/I'_/S>_P#@6U &Q16/_P (/I'_#|WO_@6U'_"#Z1_S|WO M_@6U &Q16/\ \(/I'_/S>_\ @6U'_"#Z1_S|WO\ X%M0!L45C_\ "#Z1_P_ M-[_X%M1_P@^D?_-[_X%M0!L45C_
/"#Z1_S|WO_(%M1_P@^D?_-[_.!; M4 ;%%8__@^D?\ /S>_^!;4?\(/I'_/S>_^!;4 ;%%8_P#P@^D?_-[_P"! M;4?\(/I'_/S>_P#@6U &Q16/_P (/I'_#|WO_@6U'_"#Z1_S|WO_@6U &Q1 M6/\
\(/I'_/S>_\ @6U'_"#Z1_S|WO\ X%M0!L45C_\ "#Z1_P_-[_X%M1_ MP@^D?_-[_X%M0!L45C_/"#Z1_S|WO_(%M1_P@^D?_-[_.!;4 ;%%8__ M @^D?\ /S>_^!;4?\(/I'_/S>_^!;4
;%%8_P#P@^D?_-[_P"!;4?\(/I' M_/S>_P#@6U &Q16/_P (/I M'_#|WO_@6U'_"#Z1_S|WO_@6U &Q16/\ \(/I M'_/S>_\ @6U'_"#Z1_S|WO\ X%M0!L45C_\ "#Z1_P_-[_X%M1_P@^D?_-
M[_X%M0!L45C_/"#Z1_S|WO_(%M1_P@^D?_-[_.!;4 ;%%8__@^D?\ M/S>_^!;4?\(/I'_/S>_^!;4 ;%%8_P#P@^D?_-[_P"!;4?\(/I'_/S>_P#@ M6U &Q16/_P (/I'_
#|WO_@6U'_"#Z1_S|WO_@6U &Q16/\ \(/I'_/S>_\ M@6U'_"#Z1_S|WO\ X%M0!L45C_\ "#Z1_P_-[_X%M1_P@^D?_-[_X%M0!L M45C_/"#Z1_S|WO_(%M1_P@^D?_-[_.!;4 ;%%8__
@^D?\ /S>_^!;4 M?\(/I'_/S>_^!;4 ;%%8_P#P@^D?_-[_P"!;4?\(/I'_/S>_P#@6U &Q16/ M_P (/I'_#|WO_@6U'_"#Z1_S|WO_@6U &Q16/\ \(/I'_/S>_\ @6U'_"#Z M1_S|WO\ X%M0!L45C_\
"#Z1_P_-[_X%M1_P@^D?_-[_X%M0!L45C_/"# MZ1_S|WO_(%M1_P@^D?_-[_.!;4 ;%%8__@^D?\ /S>_^!;4?\(/I'_/ MS>_^!;4 ;%%8_P#P@^D?_-[_P"!;4?\(/I'_/S>_P#@6U &Q16/_P
(/I'_M #|WO_@6U'_"#Z1_S|WO_@6U &Q16/\ \(/I'_/S>_\ @6U'_"#Z1_S|WO\ MX%M0!L45C_\ "#Z1_P_-[_X%M1_P@^D?_-[_X%M0!L45C_/"#Z1_S|WO_ M (%M1_P@^D?_-[_.!;4
;%%8__@^D?\ /S>_^!;4?\(/I'_/S>_^!;4 M;%%8_P#P@^D?_-[_P"!;4?\(/I'_/S>_P#@6U &Q16/_P (/I'_#|WO_@6 MU'_"#Z1_S|WO_@6U &Q16/\ \(/I'_/S>_\ @6U'_"#Z1_S|WO\
X%M0!L45 MC_\ "#Z1_P_-[_X%M1_P@^D?_-[_X%M0!L45C_/"#Z1_S|WO_(%M1_P@ M^D?_-[_.!;4 ;%%8__@^D?\ /S>_^!;4?\(/I'_/S>_^!;4 ;%%8_P#P M@^D?_-[_P"!;4?\
(/I'_/S>_P#@6U &Q16/_P (/I'_#|WO_@6U'_"#Z1_ MS|WO_@6U &Q16/\ \(/I'_/S>_\ @6U'_"#Z1_S|WO\ X%M0!L45C_\ "#Z1 M_P_-[_X%M1_P@^D?_-[_X%M0!L45C_/"#Z1_S|WO_
(%M1_P@^D?_-[_ M .!;4 ;%%8__@^D?\ /S>_^!;4?\(/I'_/S>_^!;4 ;%%8_P#P@^D?_-[M_P"!;4?\(/I'_/S>_P#@6U &Q16/_P (/I'_#|WO_@6U'_"#Z1_S|WO_@6U M &Q16/\ \(/I'_/S>_\
@6U'_"#Z1_S|WO\ X%M0!L45C_\ "#Z1_P_-[_X M%M1_P@^D?_-[_X%M0!L45C_/"#Z1_S|WO_(%M1_P@^D?_-[_.!;4 ;% M%8__@^D?\ /S>_^!;4?\(/I'_/S>_^!;4 ;%%8_P#P@^D?_-
[_P"!;4?\ M(/I'_/S>_P#@6U &Q16/_P (/I'_#|WO_@6U'_"#Z1_S|WO_@6U &Q16/\ M\(/I'_/S>_\ @6U'_"#Z1_S|WO\ X%M0!L45C_\ "#Z1_P_-[_X%M1_P@^D M?_-
[_X%M0!L44D:"*-8U)PJ@#)YI: "BBB@ HHHH **** "BBB@ HHHH *^ M=]3_ ."7_P"S#K'BV/QYJ&H_$&3688Y([?4_^%G:QY\$4B(1R>=N\P2@J M")0V_/.T>%X?#U_P"-_%=UJIT>-
QM9 M;59F*PY7CF>._%JZYH_B?1K9[73?%? MA+7I],U&&W8DM!YT+ O&22=K @$MC&YL[?[/O[-?PB_9B\(W'@_X2>'Y;6._
MOGOM6O[Z]DNKS4;I\;I[B>4L\KG'*_!WBO5&NO$7VN8S7-A$OB1X2T[QYX#\0VNK:-JUJMSIVHV4H>*>)AD,I'Y$=000<$5[O%O!F:\(8 MJ-/$^]"7PS7PM]5Y-
=GNM4>'PCQIE7&&%E4PWNU(_%!_$ET?FGW6ST9J4445 M\@?7A1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%,N+B"T
M@>ZNITBBB0O))(P544#)))Z #O1N&QS/QL_X6W_PJ3Q#_P *'_LO_A,?[+E_MX1W^VL_9OM./EWX_'&?EW8W<9K^;_P"+VH_$O5?BEXAO?C+?7USXK.KSIXAE
MU.7?.;M7*R!STR&!&!P !P!7Z*_\%1/^"T,VLG4?V>?V-_$C1V?SVWB#Q[9 M28:?LT%BP^ZG4&X'+?\ +/ P[?#?[*_[&OQ__;-\|87?A3X(^$_MC6-LT^I:I
M>S>39VO!*+)*00'^^NA_,'BEGF%XKSFAEV4N=:=.Z:CK!R?\J6[6MY;6VTU/*Z_4;_@WR_X M:VQK?_1'?WG_"%M_P#R$^/^/#_VK_!T_CKP7_@GQ_P2+^^+?[[2/Q;OO^%\^& M-
4*>#O"FJ-:^(OM<)AN;^YC/S6<&?PWRC*JI&TDD8_:SP3X)\)?#?PEIW@/ MP'X>M=)T;2;5;;3M.LH@D4$2C 50/S)ZDDDY)KC\5N-\J^H2R;#*-:<[.3WC
M!;JS_G[6V6^]CM*.!\U>81SG$N5&G"ZBMI3>SNOY.]]WMM<+DY=NX_X)D?\ !([QA^UI>6?QC^-EO>:'\-XI M0]N@!CNO$!!^Y#GE(,C#3=_NIDY9/Z$X9X+R?@@?+UGG$G_!-3XK
M_MU>+AJ*"?0O FG7(76_%,L.=Y&";>U!XEF(ZG[L8(+Y0B_= M@G_Y-+O+\%LNK?ZAP5P)EO"&%O'W\1)>]-K_,ECVC^+W?1(HHHKX8^Z"BBB M@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHKYW_&_?^"C'PA_84\$[M]:DCUKQEJ-NS:!X3MYP))>H$\Y&?)@!!^8C+$$*#ABO=EV6X[-L9#"82FYU)
M:)+^M$NK>B6YPYEF6!RC!3Q>,J*%.*NV_P"M6^B6K>B.T_:X_;#^"_[&'PQE M^)'Q=US:\FZ/1M%M6#7FJ3@9\N%">@R-SG"H""3R ?PQ_;6_;G^-'[Q'/C
M#XD:A]DTFS=U\/>&+.4FUTR(GL./,E88WRD98\#:H55YOX[?'SXY_MD_&-_' MGQ*U6\U[Q!JTZVVFZ=90LR0*S8CM+6%<[5RV HRS$DDLS$G].\ @EY_P1KT MKX._V=^T%%^U?
HMO?^+!LN-#*3!9;?1FZK+/U66Y'!"\I&>?F?!3^ALMR?AS MPHRM9AF4E5QDE[J6]^L8)[+^:;Z>JB_YVS+..(_%C-'E^6Q=+!Q?O-[6Z2FU MN_Y8+KZ.2\K_."7G_!&*\|;?
V=^T+^V#X=DMM&.VXT#P/=H4EOQU6:\4\I# MT(A/S/U?"_*_ZOV5E9Z;9Q:=IUI%!;P1+'!!#&$2-%&%55' ' Q4M%?A M_$_%.:\5X]XG&2T7PQ7PQ79+OW>[]+)?N7#'"N5<*9>L-
@XZOXIOXI/NWV[) M:+UNV4445\V?2A1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110
4444 %%%% !1110!E^-O&WA+X;^$M1\>>//$-KI.C M:3:O_\ MQ,_O_P#(2Z_^0/[G??7@O_!73_@H/\6_VD?BWJGP&_L35/"G@[PIJCP?\([?
MQF&YO[F,X^TW2_K"RJJ0W).1\9U_2'!'A3@/[*>)SF//.M'2*>D(O9W7V^M M]EMKJ?S;QQXKY@\U6&R:7)3HRUDUK.2W5G]CI;=[Z:']/'@GQMX2^)'A+3O'
MG@/Q#:ZMHVK6JW.G:C92AXIXF&0RD?D1U!!!P16I7X:_\$I?^"D7Q!_9+^^)% MA\(/$4=UKG@+Q+JD<$VD)(#+IMS*X07-MN(R2-\9(5ASPPR?W)5E90RL"", M@@]:_'^,^$,9P?F?
L*CYJ<[N$NZ\UT:Z].J/V'@OC#!\897[>FN6I"RG'L_) M]4^G7HQ:***^//L0HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHK\ZO\
@J)_P66TSX3?VC^SY^R9KD%]XI&^WUWQ M= 5D@T@]&AMSRLMP.07Y6,\?,^=GNF_\ !2__(*Q^!/V.-,N?A;\+)+/ M7_B5<08%H6WVVB*PR);G!YDP05A!!(PS;5*[_P YE/Y+'&JC_92-
%_A5>+OP#_9\^.?[97QA3P#\,]JN]7GK)?@5##<3>+V:^VKMT<%3>EMEY1_GJ-;R>D?+2+_\ ^":7_!*' MP%^QGI5O\3OB8EIX@^)5S!\]\%WVVBJPPT-
KN'+X)#3$!B,JH52V[[$HHK^? M,XSG,<^Q\L9C:CG.7W)=$ET2Z)?F?T+D^39=D. C@\%34(1^]OJV^K?5O\@H MHHHKRSU
KYE_X>+_]4=_\N'_[GKZ4U#4=/TBRDU+5;^&UMX5W2W%Q*$1!ZECP M!7YHU^)^,'&&?\+2P46UK_(_3O#KAW*<]6)>. MIU.Z3T?X'TO&/!W#F5<.5\5A:'+4C MRV?--
VO.*>CDULWT/IJBBBOZ@/PP**** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH *\1\(_\ !0/]FWXD_M*:=^S%*O&<'BC6+O2+N_O-1T. M>.>RL!
5!BDD#8,C9.%3=C;\V,C/MU?)OCWPYX>\._\ !7'X6)X?T&RL5F^% MFNO,+.U2(2-YR)^ /V_@M\4?VN=:_8_P# 27^I:OX?T.:_ MU/7($0Z>LD,T44MJK[MSR(TJAB%VA@RYW*17"_\
!23]K%/@Y_PBWP"MOB$? M [?$#[2-8^(#VTLIT+3(=@G-ND2.S7.KO2#JL_A[PP(473[$/L$]S/.ZQP MAG!51R2?3$?$ELL5]I=P M5W)N",RO&ZY9)%)# 'I@BO(_V5O,O?\
@J!^U+=ZL,W%I9^"[?3M_5+9M,E= M@OL7"D^]I)\%6>T_X*Z?&NUTP;;:[^'7AV?4PG1KE 4B+?[7E$@>U 'U;1110 M 445%>3R6UJ\|-LTS*N5B3JWL*):*Q_^$EU?
_H4+W_OI:/^$EU?_H4+W_OI M: -BBL?_ (275_\ H4+W_OI:/^$EU?\ Z%"]_P"^EH V**Q_^$EU?_H4+W_O MI:/^$EU?_H4+W_OI: -BBL?_ (275_\ H4+W_OI:/^$EU?\ Z%"]_P"^EH V
M**Q_^$EU?_H4+W_OI:/^$EU?_H4+W_OI: -BBL?_ (275_\ H4+W_OI:/^$E MU?\ Z%"]_P"^EH V**Q_^$EU?_H4+W_OI:/^$EU?_H4+W_OI: -BBL?_ (27 M5_\ H4+W_OI:/^$EU?\
Z%"]_P"^EH V**Q_^$EU?_H4+W_OI:/^$EU?_H4+ MW_OI: -BBL?_ (275_\ H4+W_OI:/^$EU?\ Z%"]_P"^EH V**Q_^$EU?_H4 M+W_OI:/^$EU?_H4+W_OI: -BBL?_ (275_\
H4+W_OI:/^$EU?\ Z%"]_P"^ MEH V**Q_^$EU?_H4+W_OI:/^$EU?_H4+W_OI: -BBL?_ (275_\ H4+W_OI: M/^$EU?\ Z%"]_P"^EH V**Q_^$EU?_H4+W_OI:/^$EU?_H4+W_OI: -BBL?
_M (275_\ H4+W_OI:/^$EU?\ Z%"]_P"^EH V**Q_^$EU?_H4+W_OI:/^$EU? M_H4+W_OI: -BBL?_ (275_\ H4+W_OI:/^$EU?\ Z%"]_P"^EH V**Q_^$EU M?_H4+W_OI:/^$EU?
_H4+W_OI: -BBL?_ (275_\ H4+W_OI:/^$EU?\ Z%"] M_P"^EH V**Q_^$EU?_H4+W_OI:/^$EU?_H4+W_OI: -BBL?_ (275_\ H4+W M_OI:/^$EU?\ Z%"]_P"^EH V**Q_^$EU?
_H4+W_OI:/^$EU?_H4+W_OI: -B MBBL?_ (275_\ H4+W_OI:/^$EU?\ Z%"]_P"^EH V**Q_^$EU?_H4+W_OI:/^ M$EU?_H4+W_OI: -BBL?_ (275_\ H4+W_OI:/^$EU?\ Z%"]_P"^EH
V**Q_ M^$EU?_H4+W_OI:/^$EU?_H4+W_OI: -BBL?_ (275_\ H4+W_OI:/^$EU?\ MZ%"]_P"^EH V**Q_^$EU?_H4+W_OI:/^$EU?_H4+W_OI: -BBL?_ (275_\ MH4+W_OI:/^$EU?\
Z%"]_P"^EH V**Q_^$EU?_H4+W_OI:/^$EU?_H4+W_OI M: -BBL?_ (275_\ H4+W_OI:/^$EU?\ Z%"]_P"^EH V*\Y_:A_:G^#W[(?P
MLNOBO\8_$(M;2+,=A80X:ZU&XQE8((R1O<^O"J,LQ !-<;^V/^WW\,/V*_AT M?&7Q,TF=]2O%=-\/17*+XSBJLL3B;T
M\+%ZRZSMNH_K+9>;/S3CWQ#P?"E%X;#6J8]2TCTA?:4_TCN_);VOVV/VN?%W M[:WQWOOOC3XL\.Z?I(D@2TTS3K"%3YCF1O7"A5"J."T'X7? M$?Q-X_LOA5H?@?
5)_$FH74=O9Z(+)UN9)) "B[& (RI#9.!MYSCFOTS_."7 M?_!(V;X?7.G_+1/[6'PXN+W6%V7/AOP==1KY=@>JW%VC?>FZ%8CQ'U;+X"? M?7_"N/AW_P
+;_X7Q_PHVW_X3'^R_P"SO^$B^SI]I^S9SY>[]-WWMORYQQ7Z M;FOBKD/#57^S,KH>TITH.*:=HJ2T26[E%?:E?5[7W/S#*O"C/^):7]IYK7]G
M4JS4FFKR<7JV^D9/[,;:+>VQ^#W[3G_!/?\ :R_9'1=2^/PLN8I)=5V^(-* M<7=@&8#Y'ECR(FSD;9 I)!VY'-=)^R1_P5-_:U_9$:VT/PQXT/B'PQ^ 0I*^ M)6:XMHT_NP/D26_&#[WX<>
(YSFGA1G>0XCZ]P MSBIT%Y@1MS@ 2"-R3@*:^NE974.C J1D$'@BOYX?VH?^">7[5G[(\LE M]\4_AG=2:&K[8O$^DHUQ8.,X&Z0#,)/990A/8&MW]DG_(*B_M:?LA/;:+X1 M\;G7?
#$) /A3Q(6N;5$](6R)+?O@1L%R2-,H\6\RRG$_4>)L-*,UO-1Y9>LH.R:\XV5MHL_H"HKXS_99_ MX+:?LP?M#&U\-_?8?""?V=KE]&+2:0]H;LA4;G D$;$G !KZRC\4ZI
M*@EB\)7;*P!5E=2"/7K7XOFN39KD>)]ACJ,J MWP%:-2/D]5Y-;I^329M45C_\)+J__0H7O_?2T?\ "2ZO_P!"A>_]]+7F'IFQ M16/_,)+J_\ T*%[_P!]+1_PDNK_/0H7O\ WTM
&Q16/_PDNK_]"A>_]]+1 M_P)+J__ $*%[_WTM &Q16/_ ,)+J_\ T*%[_P!]+1_PDNK_/0H7O\ WTM M&Q16/_PDNK_]"A>_]]+1_P)+J__ $*%[_WTM &Q16/_ ,)+J_\ T*%[_P!] M+1_PDNK_
/0H7O\ WTM &Q16/_PDNK_]"A>_]]+1_P)+J__ $*%[_WTM &Q M16/_ ,)+J_\ T*%[_P!]+1_PDNK_/0H7O\ WTM &Q16/_PDNK_]"A>_]]+1 M_P)+J__ $*%[_WTM &Q16/_ ,)+J_\ T*%
[_P!]+1_PDNK_/0H7O\ WTM M&Q45_?V.EV,VIZG>16UM;1-+<7$\@1(D499F8*H))/ KE?'?QAT/X8>$- M0\??$*U_L?1=*MS/J&I7]RD<4"#N23U)P !R20 "2!7XZ?\ !2__(*W^-_V
MO;FY^$?P?>[\/_#F*3;/&7*76ND'AY\?LO-]H]V_E=Z'J/_ 5$ M_P""S=[\0/[1_9Z_9!]RVN@G?;Z_P"-;5BDDNI#HT-HW6.'L9>&DZ+A.9/D? M]B7]A/XS_MR?:RD^(?
%%Y"3:Z;&>W;S)2,[8@EDQOOIOPL\-K9*F_^W5MZRLO,^HR;A?.\]DOJM)\O\STC MJ_7T5WY'TMXF\6>&?!NEOK7BO7;73[5.LUW,$!/H,]3[#DUX+\4/V^=!T[S-
M,^%.@G4)1D#4]15HX1[K'P[_(E?H:^;=>\3>./B7KRW6O:K?ZQJ$[;85=FE MR;!*O$&N&'LA(V_\"((]#7XS MB_$OC;C+$/!\,X5PCLY64I+UD_?\)+J__0H7O_?2TJ/@=G6: M1^LYKF-
JTM7[KJOYSE.+;^379L*GBCEF!?L,!@[TEM[RA]T5&6GS^1^<=?37 M_!.C_F_]]+7[6?F1L45C_P#" M2ZO_-"A>_\ ?2T?\)+J_P#@0_\ 2ZO
M_P!"A>_]]+0!L45C_P#"2ZO_-"A>_\ ?2T?\)+J_P#@0_\ 2ZO_\ -!"A>_]]+0!L44D;% MXU=D*DJ"5/4>?U+0 4444 %%%% !1110 4444 %%%% !7R;XH_8\)\2;
^TJW[3GP^CUOP]HUYI.E0_*[N3 +6X<,WF+]ORSC PP('M7UE10!5T.'6+ M?1;.#Q#>P7.H):QK?7%M"8XY9@H#NB$L44MDA23@'&3UKS&&]_9KOKO\ ;=LO
MVN1XMB6VM/AG)X5.A_8SO9VO_M7VCS=V /EV[<]\]J]8HH ^??C7^RI]9X_ MVVA'_&J?V3BHGAOQ1J>@1Z/XJT?Q5HTFLP1P1,6@F;RI$DBFCSM#*3E<#
MCYMVU^R=^RSXC^!^M^,OBW\6_B+-'XN^(7Q"U"WN/$VMVVG9+:*&WC,5M:6T M6YBD42$C).YLY/05[110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 5\Z?\%!?^"C/PI_83\"
[M1:+6?&NIV[-X>*Q389^H% MQ<$+-1P !YD]S*>P'" MQQJH_P!E(T7^%5X_6^ ?#B>=169YK[F%CJD]'-+K?I#O+KT[K\BX_P#$B&22 M>695^\Q-/'FHW_B7Q3KUVEM8V M5I
SD;FQ%:VT*YVH"V%11R22?VBM,M=3^ M(+H)M,TIBLMOX>R,@@\K)<^KC*H>$R1O/9?\$S?^"5G[1/[9[V@?N__%#M@O0%C@@;]BW0X?B1\$M-=^ M)5[;XN-1"[X-&1A&#T?#R'+
>PF_+P%X;SP=99QGGOXF3YE&6O*WKS2[S_"/F]BBBBOQH_9PHHHHH M CN[2UO[62QOK:..":";,I-#*@9)%(P5(!!+KXN_:Y-X(??LN?'_P_U'TRX?_H:9
CSTS"4 Y)5C7VK17K91GF;Y#B?;X"M*G+K M9Z/U3T:\FF>3F^191GV&]ACZ,:D>EUJO1K5/S31_/5^U?_P3@_:M_8\N9KWX
MF_#Z2\T!'Q%XKT'==:>XS@%W"AH">PE5">V>M:')7_!3_3_8 >WT?P7X MY.M>&H2 WA3Q&6N;14](3D/;]\>6RKDY*MTK^@*YMK:]MI+.\MTFAE0I+%%*@
M974C!4@\$$<8KXQ_:Y_X(A_%_P"H/B3/8FFG]^7TJ.FFK6CB@E;SYZ6/ORYE6_ MG^(;E?L4\A[0WF%0\X $HC8DX :OL&*6.>-9H9%='4,CJA![U_?
^UC_M ,$V?VVN=:V/9$:V'>C"L6FNQZ]V6I3%I%8T\\L7R]9*;T^@K^C69)<>PJTO^ MP;U%@]Q>TN4G:V4*W0FX5>!/I*I<+:N:\!0V;YVX*X8@!H=&*?2KRT^!V]O
'T4U=I^4KN^.:+3V#GTV&BX;H\LO5P=DUY MQLK;)G-&M=-A3+OFRDJL]LL/V\S^"8ZU%(>0?6*S%V@?9+H+R@MP6T?@BG[;
(8'D$$=17XKD8'+*5PBVZCD>)]ACJ,J MWP%:-2/D]5Y-;I^328BBO^@_:A_:G8(+@_M5@K.-M3_'\&T/%(^FRVF/J-4QV
M^LDC8.%'H2<*"1RO[97Q7^7QW+8F6_-'2+5Y"/U:A1BJ6/A2K'FGIPL'EFD+>MLB@G=JYN.I7VB>$_X&#_ZD8\NBNX
(WV<[?'A'=U^U_ACQBG0'L\=B]A#_]]"&+S:.8%-ATQOX5.K)Q:.C/)VY6:5'F1NP(#?/+FV-&F5;3O+=>3:#&*=5 >V&$C-O4I:.9 M)!25(@=ZBF;TVM(<YB
@B\^H?V=^T3V7-=^ZE6]J.;CSD4_WAP:Q?C&X::J"*,(0ZYCQ;B:>OKHRTNY*V4Y.0CE.L1M0^O;T*+@<M'"'&7IUA4B*V^ZZ&X*1M/@PS:?<KJK\MCWF[@ZJ>_"7^'TC-FJQCSYK9TA^
MWB9N3EK&G+>7 M9S72*Z0TTW26CH#HJ[0+M[U$A6$#*IF5?'V:9>?Y[^BMP('H$'AAD#@V.3?0@C3>2=BXO?]#OV.!%-^*)2ET
(OACYEC)K7]K:BF1_9^ED2%6]'?.Q/<9W#TKYR^*'[9GQ9^(M'F6&AW0\/Z>^1Y&G.?.8?[4W#?'?.T>U?R#Q/XH1_Q0BGJJ\0RA*9\C2>K@&6IKKSTW5*&FP#Q_EAI+*8#KJOGW2JEFKNRE8Z]/S/
Y,_J](N!,]S>,73I^RI=)2T5O[KHW%?E96SF^%GQ*/?%M<M^1:T^!%=K3/Z9]WQK6LPSS-?$*W-$I5HM^'5G;X5D5@[6J@RG96F*PO*>I\A&E,G!3ZF#,F2KV[9^C@L9J89?Z?QL=UE^2\FB46LQ
XGZJUEX.\|.7FI3L^9I47Y$)[O(V%7ZL17T#\+_V^V(F%%(V^KJ7=FAOM)L@3*
)^3/T&.0\#\'14\QJ*M67Z_I=ZV.2TMKB(VR@?KSR?Q+)=7:G6V,4QKEE+06`W\8D#^FE0]2ZEYG7ZD.@!E*=M,[C.*2@P8\+^MKMI^8CVSIF\,E1WXH<<L3B_W:\U>8F4QBQ[K-6T?N
"\&^'+33K<8W);1 %R.[-U<^[$FM:OJ^!\'8]L)Q^XIS)9FE9_@7:G^%<F@G[%S\5X0M<S/%]?0EO?8#QB^[I9]4^CH61[SM;<*W?NE3RTU0<?:O[H\PVVB.E=.[3MOB;LA+Q19G$,=HGZ.
KIJ**_9L)@@\&/&AAJ<806T8I M)+Y+0_-<1>G%BUTXS=]3F,&-77BJ;X:9IDN4:4@!F?&6$7JY%U:@9QVUD\:W)O2N8ZQO1:;*?*9DRUYL0S$A_<5!@6B%>,3?^8?3%I^@$PW6W+(R1-3N
(OC1XZDE&D^&]*EOKQ8!+M=T$0B\8Z3`I0$<KMHRGO"N1S#F#6(5"JXT2+FAE;$<>FS=1M>ZU7^VL.2HK/=BCSEK&SB5A1?9T@P@4*W3*UR;?<<:4>U?GYVK3V4,G+9:4UO;*NGMQ\^4*:1
[6W[=/PP_+T6V_8M?U,Z)Z\?J)>:1\=]K"YXCV*82)CZ#<>O9$>T9Y%B8XSJ/*GAY3(M=3>'7OVJPO]IQ6S&UKNJ6XI#_'L9^IG*/SKDPA=Z6W4=JO%KG8BJM(E3F@[VJ)^O*#Q1C2C;3Y
M/^"6[J-'B_8$P3+QI5#<E7)28XW?X@LS^+_%59KV8'K%"(RUV>@J]2LI&MNO7B^(1VZJTJKW%L@[*(Z_2KIE$+P>)T(9X8FF66N[%P4(=0@7+J4>1<`[^_@A'H&Y\LC!J`L/K,'TV!AVF
4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %?#'_!4@KGX=_9
LC<1_P52_X+&GPT-@M'I1Z-!:L.'N.H:0<1=%R^3';W?>W1Y;Z?5F1X_P:[C^,;=J4OR<(9)O=R9QTBW;!P9G=$QC'@Y6LAHY7%\V@V^?<>"^[/+P@_8GHH3I*<*-88-+>7R7KFK0
M!=AJ/BGQ;Z&+4CO<S1C+;[IE0CS,%;5$!H.B$%>$&*^?>0V4<FFMJ?.(MQ"MVEZA%BV-4*(1]5,G(_RB=?6[>+C+W&O3#R0!/0`:X0U1G@!M``-)?<@JJ,[3:L)B1`J9^.M>P$9A<\)B
&O[7' M_!^LCF]QH]IR(VO`5E\R(^55W6S9'E4@HVF*_)03;KK=KY>H3?4Q9T'MXT6P)Y,+%D]I_IV/07O7OU]2G50E]O:Z]_/M;L.LD<7D2K+\0B!ZH!7.>Y7H4/P`
[<^TJKD]"W6E_9,_X*M_#XKQBS!K<]JY'4]#8#U;!9UX@]+9R#I\-0@W/WG4@_^5[WY4E(7X9,2HYYJ]<ZX,BMSH,;/EHTX?0GJ(X.>:M5(@3JQ#AU:VN4W:W4\-.G0>Y'*1IA1K+IQL
M-A.Y[RV>50?6(QG)R=U?M&4^*^4YSAOJ/$V&BXO[:CS1]7#5I7_O-Z;9%R9-6:2.:2QO6<54.OJVUC;#UT7A^\&^2_#?[0;?PG/P7NU'5OW/*?E4X.K5G*6/BZR@Y0)/U3!0I
(SS@;J^R+>X@NH$NK69)(I$#1R1L&5F!P000<$5+H/"L%A6*XGQXB!Y>4\^YFKC)#(+8VK\5V4HVRSJIG?6;DB\B+K6O%I+ARPL!E*JGG)S<^W`"<G-X;`CXC3(V&Q%E0R8=_X
MZ49MX493G.&^OXI7CBJ!IVUCP4<.)/\M9W@S7'/Z*)S,HK=1<BV1/J$X4,96MVK`XJ:W*>4&$/-QS)C!/:,0%LKIRS)$0L6!D"/6QA8)CKE(@'D!Y2?X5E)*
PRNI&0P(X((YS7XOFV1Y MMD6)]ACZ,J:;VK*\?L/1,TQ_+G]+GF=U!,-;]-.KB!5I/RCJ0#W.MYIH(*DFU'I&1^NYF0@*T^3JSY`*JTCLJ*&5TE99L=0^5:4[`6S
MN+HCF*$'H/O2$87@,Z^>?|%-_P#@KEX/_P_:0BJE_\S/B(&*'4$C,I=^U,*Y82LG-%&[ZA-
KO!'AU''T/[7SQ^RPD5S6D^7F2UYI-VY:=MWHVMK+4M'^.$Y<%>L-?$A,>NF-50OJM5J*0,M1#'@$*0=7.4W'N$%;0CQF/"1F:FD
B.UMH4SM0$X5%'4D\DDG]3_/@F/_P1^\|_LX6M ME^T)^AU-9V6H>-8D%%SIFBSNLEGX>XR)'/W9;D==W*1G[NY@"&_L6_"3X#?L#
M:$/$^@Z1;^.OBC=VQ2||4743)8:4&&&@LE8"1AU5I2$9QG!53MKJ?B1\;OB;OM\5K@OXR\4336^(;,=Z"?+MT],1KP2/4Y/O7Y;XO\4\TK@8#;P:%6XJ6D!X-H)T6FH$=5
X5)RV=EH_NO"KZ-V?5ZT4@AO^ !A[BOG+XH?M/?%OXJ>M99ZGKQL-.?(_LW3,Q1D>CG.Z3Z,2/84X_FBX6E5ZT6M%:F5FM@^7R>V6AG3=.?!_M'5_8_MD9?5%5QN?

V(&/<5]&_"_]BSX4^!/+U#Q)"WB*_3!\R_0"W4_[,()!_P"!EOPK M^6+>*OB7O_LV%EZPBU^,ZE_G&_8_I:_7!.W[ZNO24D__28?^E>I\M_#7X%? M%#XKS+_PB'AB9[8MA]1N/W5NGK\
[<,1Z+D^U?17PO_8/\$>'?+U+XDZH^R7 MX)LX,Q6JGT./GD_$J#W6O>8((;:%+>VA6.-%"I&B@*H'0 #H*=7Z'PUX/<+Y M)RU<6OK-
5=9KW$_*&J_\"+19_&\>CRGPQ"ZPD/=\;!B$>'87$4BE'P_FY0[21N'(Z@@XH ^UO^":7QI^ M,/[0_P"QYX9^,7QROK&ZUW6I;N0W&G)"L3P+<.D7RPDJK!5PRG#!@0P!!%>\ MU\^?
\$P_V7/'W[('[(FB_"#XGZC;S:[]NNK^_M[.?S8K-I-P@5^C;5 +$<; MV;!(P3]!T %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%5=:UK1_#>CW7B'Q#JMM8V%C;O/>WMY,L<4$2
LSN[$!5 !)). ! M32>541%+.[M@*!R22>@K\J/\ @JE_P62E\1_VE^S? M^R#XF:/3OGMO$GCBQEPUWV>WLG'2/J&G'+\A,+\S\-_P5,_X*_:S^T-+?_# M]FG5KG3O
BLT&L:Y'NBN/$&."B]&BM3_'>&D'WL*=A\4_X)Z_\ !.#XJ?MV M>-_-M1-HG@?3+D+X@\4R0Y /!-O;@\2SD$?[* AFZJK?OG!W . X>P7]O<2V
MBHKFC"6T>SDNLG]F'1[IRT7X#QEQ]F'$.-_L#AJ\G-\LIQWEW47TBOM3ZK9J M.KYK]B3]ACXQ?MQ_$Q?!GP\LC9Z19.C^(O$]U"3;:9"3WZ>9*P!V1 Y8C)*J M&9?W7_94_9.^#O['?
PLM_A9\'!$$(Q)J>IW #76IW&,&>=P!N;T PJCA0!6 MW\"/@+*_P!FOX9Z?\)?@[X5ATG1M/3Y8X^9+B0@;H7/,DC8R6//0# [" MOA>.N/\ '<6XCV5.\,-%^[#K+^]/N^RVCYN[?W?
OA_@>$)DO>GTC M_=AV7=[RZV5DBBBBOSP_1 HHHH **** "BBB@ HHHH **** "BBB@ HHHH ; M+%%/$T,T:NCJ5=&&0P/4$=Q7Q[^US_P15_91_:/^U>)O &G?*\3S9?[?X?
MME^PSN>\UGE4Z\DQ&-B3DENE?8E%>IE6=9KD>)]O@*TJ:>Z?FFF?S\?M:_\$P_VL_V0)+C5_&W@9M9\-0DE?%? MAP-W[?ZQ57/ 9NM4?V3_P#@I#^U=^QY<0V/PS^($E[X?
1\R^%-> MW76GL,Y(1"P: GN8F0GOGI7]"DD<:SRJ'G))C,;$G))K]HRGQ9RS M-\-]1XEPT91>\U'FCZR@[M/SC=WVBC\5S?PES3*,3]>X9Q,HR7V'+EEZ1FK) MKRE96W;,O]D?
_@N!^RW^T!]E\+?%N7_A7/B67";-8N0^FW#]/W=W@"//7$P0 M#@!F-?:%I=VM_:QWUC,/!!USPS"25\5^&PUS:HGK,N!);]LF10N3@,U97[*/_!1K]]S]CRZBM/A M=\0I+K04?
=+X4UW==:>XSD[8R0T)/=HF0GN3TJLU*KCI&2\XM*VR9_0Q17Q/^R/_M ,%QOV7_(]_9?"WQB;_(5SXDEPG_$VN0^EW#]/DN\ 19Y.)@@' #L:^A_C M_P#M,6?P2M-"U#3_
S%KL&NQSR0SPZH(D"1B(AE(C<.&$N01CIWS7X+Q=1K M<"8>=?/82H0A:\G%R6K45;E4N97:7NW\S]VX7QN$XSG"&35(UI2O9)I-63;N MI-L>HT5\R_\/%_^J._/<]'_#Q?
_JCO_EP_P#W/7YI_P 1;\/? M^@W_W_,IU?_E9]][[_Q#H_H&_GI__)GTUTZU^>'_4+_P""K'B_5]5U#]F# M]@."?6_$&6MO$7C?2Z2U#P:;GY6BMI?N>9U!G)VIT0EOF3MOVH?VI=9^/&@7'P
MY\-"^T3PU=@QZDL%T8KO4HCD&*22,YBB;/S(C98#!D:DXMM.TFRZGV1!R?4_G7+B/B:WOA3A^MS9;A'C\2G:"G>-!2Z.2^.KK] MA*$7H^=[$R\(^)<]I>SQ>*6H"H/XW&TJS751?
P4]/MMRDMN1;GRU\,?\ @GC? MZG=_\)+\=/&$DL\\AFGT_3IB\DCL:^E/A?^PAXY\1^7J7Q(U--#M#@F
MTAQ+=./0X^2/\2Q'=:^BOAK\"/A=\)X5/A'PQ$MT%P^HW/[VX;U^<_=SZ+@> MU?.9W/QL\:*JJ\3XR5#"MW5*W)!+IRT(VNUTE5?-_>9Z^1Y?X3^%5+DX?PBJ MXBUG4^.;
[WJRO9/JJ:Y?)'RW\+_V+OBOX\\O4/$4"^'M/?!\S4(R9V'^S",$ M?\#*_C7T;\+_-E?X1_"_P N]M-#_M/44P?[1U0"5U;U1<;4]B!GW->CT5]G MPUX9<*<-[^;M MY!1117Z"?(!1110 4444
%%%% !1110 44CND:EW8*JC)). !7YH?ML?\%S= M=T'QA??#;]D'2M,FM=/F:"Y\9ZI#YZW,BD@FTBR%V CB1]P?L@&&/%CS$@,NFZIX>MH$9<\A7M4B=3CH23CN#TK]/OV'OVX?
AG^W!\,Y/&/@Z MW?3-8TQTA\1>';F8/+8RL"58,/,B?#;),#.U@0"I YL#G6"S"?)3;4NSTOZ M;G%E7$N69O5]E2;;4NTE9OTLVQQN>UT445ZQ[X4444 %%%% !1110 4444 %% M%%
!1110 4444 ?#/[9O[-__5S^('[1FO>+/V6OVD+#P_X&NDM!HVDSZ\T M#0E;6))LH+9\;IED;[QSNSQTKR[_(8_P"'^O\ T>'I7_A4/_\ (=?;'[?? MQC\4__']C?XA?
%OP/<>3K.D^'W_LNYV!OL\\KK"DH!R"4,@< @C*\@BORQ^$ MG[,7[>?QK^,VF?"34OVY_$VF:[XD^$5O\0M.EN_%.HO'/%!_VD/AW^SWIGA;]J_QQ#XB\:PW=TVH:K!>&=9(FF9HA
MO*)G"%1]T8QWKUFOEW_@CEXJU+QG^P/X4U_7?B1J/BC49;V_&HW^K3R2W$,P MN9,P\CN6V#&ULX*E3@9P/J*@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBN4^-?
QM^&/[//PWU'XL?%[Q7;Z/HFF1[I[FR2ZLSK5J6'I2JU9*,8J[;=DDM MVWT1]>/?'W@SX7>#M1^(/Q#\2VFCZ+I-LUQJ.I7TH2*&,=R>Y)P !DDD D@ M5^*/_!3?
@JWXT;)UBX^%OPMFN]$^&EIL@PS MCA,9WK_0_#/"&3\ Y=_;O$+7ME\,=^5]%%?:J>>T>^CD?SMQ-Q?G''^9?V%P M\G[%_%/5A^(GC]+O0OAK8W.+K M4PNR?5W4_-;VN1TR,/-
@JO(&Y@0/VV^&_P -O GPA\$:;\-_AIX7M-&T/2;< M0:?IUE'M2)!S]68DDLQ)9F)))))J_P"'?#N@>$=!L_"A;1;73M-T^V2WL;" MR@6*&WB085$10 J@ 5\]GE8VYR28S&Y)R6-?
7E%>GE69FN395GF&>'Q]&-2/FMO-/=/S33/P_:V_X):?M: M_LB-*O#2M<6R)ZSI@26_&,EU"9. S5V/_!-GQCXMUGP[MXF\(ZOXGU"ZTK1Y+.32=-N+QW@LFF_S3$A.V,OY<>
[:!G8N>E?L1\WPCJEEX5N?&&K^-/#_@'0= N M-;N!-?PZ!I4=K%(PS@E4 W'ECDY)+,3R37R'CS](('+,^\.,9PAC(*IC:KI6E M3MRP]G5IU&YI_#)Q@U:+OKK&*W[?"'P+Q?#_
(@83BC!5'#"TO:7A/>7/2G! M*#6\4Y)^\NFDFPHHHK__M(T/V./WCG]M/6/\ A)?!OAV\T3X=6DY2Z\9: MK!LDU)E.&AL(&^^>QFD^1""-CD%*_0;P#\,/ GPQTL:3X)\-VDFT"65%S+-
M[O("X,X/X9Q4H9/A(P46XJ;?M*DK::8F4Y22;C;DA&^O*J:VY=O>;>@$9";!Y:'^,2.>@4G@R:C5K9E3]GT:;]%O_D>3PUA\1B,ZH^R7 MPR3;[);W]=OF?IC1117Z@?N84444 %%%%
!1110 4444 %%%% !1110 4444 M ?//[8WQL_8\:V_B#]A/X_?'"S\(:KXM\-(RMJ#?9T\F9V6.2.XE7R-XDB. M$9@20.#FO(OVFO\ @D!8?M ?#/X:1?"C]H^]TG7O 7A-/#MGXHFMA-_:ND*"
M(8W,#IM**S ,I(978$<@CU7]MS_@FQ^R3^V#,_Q'^-B7^BZU8:8ML/%FFZS] MF:"V1F95=9=T!0,['+)NY(W#C'Y:_%;Q=XA_X)K>-%L?V(?^"EEOXMM!=$W&
M@:3#+)!#U.9$(FT^?'(+!P_/"C/ !^P'['%'[)_AG]BW]GK2/@1X:U^?5C92S M7.HZM<0B)KRZE;=)((P2(UZ*]Y.%49).2?6*\$_X)H?M(?$G]J_]D#P[\:OB MS:V$>MW]S>07#:;:-!%*L-
P\2R;&9L%@H)P=N]T %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !117CG[:7[;GP<_8A^&+^._B7J'VG M4;I73P_X;M90+K5)P/NJ#]R-R6K.7&XW"9=A9XG%34*<%=M[)?ULMV]$;_
.T[^U'\'_V1OA;=_%?XQ^(E MM+.'*65E#AKG4;C!*P01DC>YQ[*HRS%5!(_"G]NC]O;XP?MT?$@^)_&]R=.\ M/V$CCPYX5MIBUOI\9XW-T\V9AC=*1D] %4!1@?M7?M:_&K]M7XLR?
$;XJ:J\ M\K.8=$T.SW?9M-A9OE@@CYY/&6.6<\DGC'Z&_P#!*W_@C=!X/_LW]I#]KSPT MDNK_"7/AOP3>QADL>Z7%XAX:;H5A/$?5\O\J?T3E&1Y!X695_:F:M3Q?=
[OTLE^X<+*Y7PGEZPV$CJ_BF_BF^[\NRV7K=LHHHKYL^E"BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHKDOBS\:O ?
MP;T;^T_%NICSY%)M-.@PT]P?]E>P]6. /7.!7+C<=@\MPLL3BJBA3BKN4G9+ M^OQ-\+A<3C:\:-"#E.6R2NV=1?7]EI=G+J.I7D5O;P(7FGGD")&HZDD\ >]? M-'Q_;?9_/\ "?P8D('*3Z]
(G)]1 IZ?][?@.C5Y3\;?VD/'GQJO&M]0G-AH MZ/FWTBVD.SCHTAX\QO<\#L!6O\!_V3_&?Q=>+7M:$FD: 2#]LDC_'MR/2%3 MU'^V?E]-V"*_GGB'Q)S_(PQSR?A2G)*6CJ+2375I_\
+N/]YM2V^'9_L&3\ M%93PYA?[1S^<;K:&\4^S_GEY+3UW.$\(^"_'7Q:\4_V5XI?#[X;>#/A=H*>'?!>BQVD P97',D[?WW8\L?KTZ# XK= MK[7@7PJR[AJ<,?CVJV*6J?V8/>\;
[R3^V];ZI)ZOYGBKCW%YY"6$PJ]GAWHU M]J2[2])K[*^;9^'_/P4'_X)%O]F[XMV/_H;PQJGBOP=XKU1;7P[]DA,
MUS87,A^6SGQ^.R4X5E!W$$'/Z$_\$PO^"87A']B7PBGCSQY#:ZM\2M6M=NHZ MBH#Q:5$PR;2V)_)Y.KD8&% !^MZ*_IK.O$?
B+.\CIY;6E9+2>U,SHQNWK"+^&F^O+^E_A6B"BBBO@#] "BBB@ HHHH **** M "BBB@ HHHH ***222.&-I97"JH)9F. .I)H 6OSX_X*>?\%<[/X7C4/V>_
MV6M>CN/$OS6_B#Q9;,'CTD]&@MST>XZAGZ1=!E\^7Q'_4]_P""O;ZQ_:/[M._[)7B0K:?-;^(O&UC+@S]GM[-QT3J&G'+=$X^=OCG]C?]BSXN_MJ?$E?!?P
M\LC;:;:LCZ_XCNHB;;382>K=-\C8.R('+$?PJ&9?DLUSJ]6J?5,#K)Z-K\E^ MK_X<_/\ /N):V(K?V?E?O3>CDORC^LNG3N8O[.G[-WQG_;"^+,?P^^&>ES:C MJ-W*;C5=5O'8PV4;-
\]S<2G) R?=F8X4,Q K]B?@3_P2H_9#^$OP63X4^+OA MAI/C&[NMLVM>(-;L%-S2_5GIY#PMALMI<^)2G4DM;ZI>2O^+_0\(\!?\$R/V#_(:Z_'XF\+?LVZ*; MR*021/JD]S?
I&P.0RQW4LB*0>00..U>[(B1H(XU"JHPJ@8 %+17M4J%"@K4X MJ/HDOR/IJ&%PV%CRT8**\DE^04445J;A1110 4444 %%%% !1110 4444 %% M%% !1110!\3?
M]_\$NOB[^WA^T=8^)M7_:%;PY\.[#0;:W&BQ&>ZE>\669I9 M$MBR01EE>-?-W,WR\J0!GN?V=?\ @CY^PO\ L[>1J5M\+%\6ZQ#@_P!L>-'6 M^;<.ZP%1 A!Y!$>X.([M](\.:<]][J"V,
(DF, M.]=BEE!/L2*?\-/BGX<^+'PDT3XS>$K:\;2O$&A0:MIT-Q$J3F"6(2HK+N*J M^T@8W8SW[T =%;6UO9VZ6EI;I%%$@2**- JHH& !P !VI]>=_LM_M/?#/\
M:]^$5K\:OA,-172J+J[GMECU6U6&=)(GVL&568#L1@G@BO1* "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@
HHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBODS_@I5_P5'^'_P"Q'X=E\#>#C::] M\2+^VW6&C%]T.F(P^6YN]IR!W6+
(9^/NJ=U>EE.49AGF/A@\%!SJ2Z=EU;?1 M+JV>;FV;Y?D> GC,;-0IQZ]WT275OHD=7_P4"_X**_"C]A+P'YVK-%K/C+4[M=CX=*PS8>7J//G(YB@!'WNKD%5!PQ7_C'\9OCE^V-
\:)/&_C_%&^\1^) M]=NDMK"QLX&?9N;$5K;0KG:@+85%R222,O"BS M40%55\R:YE/15 PL<:J.@VI&B_PJO'[)?\$R_P#@E5X(_8PT2#XF?$J.TUSX ME7MOB:^"[(?
1488:"UR.7()#S<%N57"D[OZ%HT.'?"')_:UK5L;47S?DOY:: M>[WD_.R7\]5J_$?B_G'LJ-Z.!IOY+S?\U1K9;17;5OC?^"6G_!(71/V;X;#X M^?
M'Z7;:EX_=%FTK1WVRV_A[/(;NLMUZN,K&>$R1OK[THHK\ SW/LSXBS"6, MQL^:3V72*Z**Z)?\%W;;/Z R+(M#5-4&4EU$_-;6Q_V?^>K#V^4>IY%?
+TLWCGXK>+]\K7VM:SJ,N!P9))#Z =E M ^@4#L!72?!;]GCQ[\;=-.3;=:OBC ^IYK\4PF3\;^+N,CC,QF MZ&"3]U6LK?W(OXGT'PW/_30I6?6]ONC_&N#7T B)&@CC4*J
MC"J!@ 4M%?T)P]PUDW"^!6%R^DHKJ]Y2?>3W;_!));)'Y#G&=YEGN*]OC)\S MZ+I%=DNGYOJV%%%%>\>2%%%% !1110 4444 %%%% !1110 4444 %%%9?C;Q
MMX1^&_A._P#'7CSQ#:Z3H^EVS3ZAJ-[*$BAC'4DG\ .22 20*3:BKL4H1C M%MNR1:[N[J98XH(U!9G=F("J "23P *_)/_@I MS_P5IU7X[27_,!/V;M6GL?!09H-8UZ/='KHZ%$Z-';'TX:0?
>PI*GCO^"D M_P#P5)\7?MC?#FUG_P!228[C7'4\37 'W8P0"D/T9\MM"9?_ M 3E_P"'9'CG]LS7HO'7C076A_#JQN,7FJA-LVJ.I^:WM=PP>>&EP53D#^O2/=]?3?E_MV"?
^">_Q1_;>\;8T]9='\&Z;<*NO^)Y8;W?Z+R_ ,^HR'A_#9+1O\51[R_1=E^?7LBBBBBO7/H0HHHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@#XD_P""LW[!_P"U+^U:1XS^
OQ?NK6Q MTWPFUG=> X=2F@77)_.D?!'F)!\RNJYDX^7DXQ7@?P^_X(N_\%!M2^&.CV.K M?MMW_AJ&?1H8[GPE)K%^Z::IC :T(AF,3!!E,)E#CCBOOO\ ;UUOXJ^&OV-? MB/K_
,$Y[J'Q-9^%[B73I['/GQ &62+'(D6+S&4CD,!CG%?F[_\LS_\$2/&O[5_P)]-$:J^VO=KV.NX(.[Y1ALC)QF@#] M(/V'?V4=(_8N_9QT7X#:9XE?
69;"2>YU'5GM_)^U7,TA=V6/SZVZF<:U*=25.,DY1M=7U5]KKI?H%%%%9F@4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !117YR_\%4?^"QEG\+?[2_9Q_9.\ M017/B8;
[;Q%XOM7#QZ0>C06S#A[@+_$EZ\]WNWD6,3-\]S$O 5H+_7+Z-&\1^*+J$"YU&4=N_EPJ2=D0.!U)9BS'J]ZQF.X>\(\H^ MJX1*KC:BU;W?]Z5OA@OLQ3N_OD?@F#P'$7B[F_UO&-
TL%3>B6R_NPO\ %-_: MFU9?=$YC_@G?_P $V?A=^PIX+%[^XUSQWJ=L%U[Q0\/W <$VUL&YCA! R>&D M(#-T54^E:**_GC,\SQV<8V>+QDW.I+=O\EV2Z):
(_HG+,LP&3X*&$P<%"G'9 M+\WW;ZMZMA1117 =X4444 %%%% !1110 4444 %%%% ! M1110 4453U[Q!HGA;29]>\1:K!96=NFZ:YN)
JJ/J>_8#J3P*BI4ITH.*/.*_"62;3]..4FU9AMN+@?['>)??[Q_P!GD5Y- M\,OA+X\^,.O?V1X0TMIR&!N[V8E8;<'^*1^W?@98]@:_!N+O%JMB,3_97"\7 M5JR?+[1*^O\
T[C]I_WG[O5)K4_5^'O#ZG1H?7\]E[.G'7D;MI_??3_"M>[6 MQ!XX\?\ CKXN>)AJ_BG4I]0O)G\NV@125C!/$<2#H,]AR3UR>:]Q^ G[$-S? M>3XK^,T;PP\/!H*/AW]/.8?='^P.?
4CD5ZS\#/V8O WP8MTU(1KJ>N%,2ZI< M1C]WDYQP/2JVX/\([5_[4XEE[:O)\W(WS)/O-_;?E\/?FZ9\1 M^(5Z7U')%[.DM.9*SMVBOLKSW]"#3-,T[1K"'2M(L(;6VMT"06]O&$2-1T MX
J>BBOW2,8PBHQ5DMD?E\0K9V,'R6EK'AKB_GP2L$"9&]S MCV &68JH)$3G"E!SF[)=3.K5IT:;J5':*U;>R-?XO_&'X4CHO*Q@X7)W.W-?MO?MV?%G]MOX@_P!O^,)V
MT[P]82L/#WA>VF)@LD/&]CQYLS#[TA'LH5<+7T]_P3"_X)%77Q%_L_\ :&_: MIT"2#P^=MQX>\(W2%9-3'59[E3RL'0K&>9.K83 D^+QF/Q6>8CZKA%:'5]_- M]EV77\#\TS'-
UUWEVCV6[]=%Q?_!,W_@E'K_[3%U9_&OX\ M6%UI?P_CD$EC8DM%<>("#T0\&.W_+T@P6Z)W=?U^\.>'- \'Z#9^%O"NBVN MG:;I]NEO8V%E L<4$2C"HBJ %
Q@59M;6UL;6.QL;:.&&&,)##$@544# 4 M< < "I*^FR[+:&6T>6&K>[ZO_@>1]ODV2X3)L/R4E>3^*75_P"2[+]0HHHHK MT3V HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH XC] MI/X.+^T)\!_%7P3;Q.^BCQ-H\MB=5CMO.:UW_P 83%909+8D.ENS*MPP(Y&(#*2>P!-?GA^QYK M/["?[+'[2%KXJT;XIZ;=>#M8_98>Y\6SZCJ\'_+\-_C5;?
$+11XU\=?\$)K+7[/_()X:!)K22+!<:_JDFE^8#@V_P!H M*DK[>:LOXYK[%H *\1\(_P#!0/\ 9M^)/2FG?LQ?"KQG!XHUB[TB[OLS4=# MGCGLK 0%08I) V#(V3A4W8V_-
C(S[=7R;X]\.>'O#O\ P5Q^%B>']LK%9OA M9KKS"SM4B$C>-K[5=733=.T+P; MIJW-RTS12R[Y-SJL4*K$VZ0G"Y'>>?"G]O:+Q+\:-)_9^^.7[/?C#X8>)O M$EK-/X53Q']GGM-
7$*;Y8HKB!V7S57YBA XP,Y90??KR\M-.M)=0U"ZC@MX(MVDGGF<*D:*,LS,> 22>E?(?A?4+W_@H)^V?X2^.W@BSDB^$GP8^Q/$D MB%1XLU=!!(;7/+6D 4?O>CN"!N!)4
]5^/G[:&G_";XHV7P%^&_P>\3?$;Q MU=Z0=5G\/>&!"BZ?8A]@GN9YW6.$,X*J.23Z;EW;?[,?[5/@[[IK3-_\ ?2T?\)+J_P#T*%[_-]+0!L45C_\)+J__0H7O_?2T?\ "2ZO
]+0!L5Y=^US^US\)/V,OA)=?%7XJZI MZQ:/H]NX^TZIOZ7HL?$'AR299['1F4@J(G4XCE'/%EM;-=7"Q*,"UN5!W. M%'W)!DX&UN@:OS7KT#]G/[EWXY?M7^-9/ /P+\#3ZS?
6]N;B]D#K%!:19QOE ME/_).OR]_XW /02>&=54_DUJ#5BV_P""OO\ P3CNP3%^TWIX MV]?-T344_P#0K<9K\G)O^"/?\ !1^"0Q/^S+>DCJ4U_36'YBY(J"Y_P""1O\
MP47M2!+^S#JAW=/+U6Q?_P!G!*/^(=^&$OAS7_RM0_^1#_B(OBA'XLI_P#* M-?\ ^2/URM_^"M7_3KN9/*C_:@T<'&H/S: "K"?\ !5?_ ()Z.X1? MVI/#^2<#,5P!^9BXK\?9_P#@D_\
\%#[>/S)/V7=<(SC"75]Q_(3$U__!+# M_@H/&A=OV6?$>%&3CR"?R$G-'_$-O#F7PYK_.5:/^0?!\1*\2(_%E7_E*M_F M?LE_P]!_X)_P!*%DB!!(O[5_@W##(W:J ?
R(R*_%O M_AV'^W]_T:IXL_\ 1?_ (JJ[_\ !-C]O5'*']E#QID'!QI#$?F.M'_$,.G M\..?^5*7^0?\10X_Q95_P"4ZO\ F?MI!_P4: 80N(_,C_:S\"@9QB37XE/Y M,0:L6W_!0?\
89NR1%^UO\/1MZ^;XJM4_P#0G&:_#N?_()T_MVV\GE2?LE^ M/"<=8_#LS#\U4BH+G_@GW^W+:@&7]D?XAG=T\OPG=/\ ^@H<4?\ $*^"I?#F MG_DU,/\ B*O&T?BRO_R6H?
NG!^WI^Q%<2B*:X7G&@_@*"?*?S*$>S(_%+#_K-N^V_:"*\N@L8@[<=U<*]!@7X MB.PGR]MOZ.L!-E7:Y66B^JB!C4@;/X]D@$?3%_1R[AG9PXA$_D?V1[<./ M^4^!<)@F9\B\T5P6HY/;V2LG7<4S0>P"7#Y]3F3
V4?VI(9#%-^S9X_1U.\\#\"#]P0N#J(9U7X\&=4A(?!8^?CNDLSM!<,7?VGP<ULWWPY!$WQPWUTQ%1T5HX
P5\M[RWU#]F#]I!>GQ^6YC'&3K_6.351:7*GT;LW>1W/6@7W+:"+U\JHO;>>&IF2N6*S^,W6Y?$LF9TM^Y48-$O@;P!Y=*W)O]*\"5L&S=H^A8UE_1D0)!JH1;\@&/<^9-\(^W8 F9CJG3T#8L8T@;CN^P/5QZ_H0YH#C6LBSB?8I"!M@?#$ ^TM9?
F,MX,#\DOM./;1*]]M'X_!N78C[B"EALTJU)TT7/J'BNU"[C0ZSN$H%8"+HR^D"S-"V8D]WC?22H\I@7<6DH5'[Y9PAT,#%-C?BAW:WUZZ[2Z<[5\U<6W]A[KGZN
\)+J__0H7O_?2T?\ "2ZO_P!"A>_]]+0!L45C_P#"2ZO_-"A>_\ ?2T?\)+J M_P#T*%[_-]+0!L45C_\)+J__0H7O_?2T?\ "2ZO_P!"A>_]]+0!L45C_P#" M2ZO_-"A>_\ ?2T?\)+J_P#T*%[_-
MDNK_/0H7O\ WTM@6'/\ ?2T?\)+J_P#T*%[_-]+0!L45C_\)+J_P#"2ZO_ M)+J__0H7O_?2T?\ "2ZO_P!"A>_]]+0!L45C_P#"2ZO_-"A>_\ ?2T?\)+J M_P#T*%[_-]+0!L45C_\)+J__0H7O_?
T*%[_P!+0!L45C_P#"2ZO_-"A>_\ ?2T?\)+J_P#T*%[_-]+0!L45C_\)+J__0H7O_?2T?\ "2ZO_P!"A>_]]+0!L45C_P#" M2ZO_-"A>_\ ?2T?\)+J_P#T*%[_-
&Q16'<M^+B^#[O_R*9_R5E3]#BC^+_P1_9Z\0Z9X:^(EZ^GZGXC5SI-AI^BWES-.K!1MC&FB]+2X^MW)CP1,"U$ZZCT'/.=D3!(A+F1TA=DR%IX^&T5MMR9D5 J
&Q16'<M^+B^#[O_R*9_R5E3]#BC^+_P1_9Z\0Z9X:^(EZ^GZGXC5SI-AI^BWES-.K!1MC&FB]+2X^MW)CP1,"U$ZZCT'/.=D3!(A+F1TA=DR%IX^&T5MMR9D5 J
?]6I_\ A6V,2!CP)J\U/JC$X9$L[0+CDT;5=5E:_KD]+)^R]JW]C1'K5?Q&M ^T\P#\)4,5M,?\"#IQJ_\ 0HU#"]6G_P!NW_]N)A5^=H\$\QP.S_'.?6+ W4H@4\P02\.TT)VS6 #4V(LB&S:]4Q)$O>NPRE[9GFIW)JH2.E;#GB3D;/Z*[@7
?]6I_\ A6V,2!CP)J\U/JC$X9$L[0+CDT;5=5E:_KD]+)^R]JW]C1'K5?Q&M ^T\P#\)4,5M,?\"#IQJ_\ 0HU#"]6G_P!NW_]N)A5^=H\$\QP.S_'.?6+ W4H@4\P02\.TT)VS6 #4V(LB&S:]4Q)$O>NPRE[9GFIW)JH2.E;#GB3D;/Z*[@7
<(/5L98@AO2P])U*CLD88G$T,'0E6K2Y8O2M_K-=]O8_$/]J9Y_\O\$'V1L8G/Q0J7)W9R?8O\M4?/#T&.R]=<%*<+2+(=+R>Y+;@G!];ZQ8?*;J%GL6$1>W8Q!@H8Q](2D8'=I%3=J(Z.K!D0B9X3%?"A(<>3;8
(84]3QN8Y9R!D\ #, M^,GQG^-?[7?QAD\;>4;S7_$6LW*6UA8U<+,!4MWP4!@]:HF3(;7Y>#)$2L0I[NQ.:_6+VHSM-3Y)JZ3.E#;?B1]P8>M\JQ(Y4 M11+X1RN]'V.TZHHT8>9:I?M'[#&%>KDHRQ54A#D:(T[J^(6+5V=Z?7KOH-3XX]
7Q5:OC>(\3[*C[M)?U=]WV7_Y^9XG%9EQEC?2J^'7ZT M8:<BJ/4(V[/4B..@OH<3!,/\&*\/V_+I'K'U^@CRPY7)X,54(P^Q=S,Y+G\SKCQN?Z2?DWBFO+K4N MW:AL^RFX^5AN7*_4OJE53_2=VXX5Y?7&N/Z0I@M5?3KRH5N[^5@42+O
H4+W_OI:^NP^/WKJ2^@6:5X] M\W1P0Z9T3*YE>P@U+?4&XR^MMJ6@23^1^SA2%]8\R[F[7GOH&0OG]P\X)RL#^0 M<$MQ?H:2,_BD#J>3UP![5#@6XI(2S<)5PR%C6Y@SI^^ETPKV2[JRN&S*4^8KE>+TUMTNBBHPO9M.J4^ODGY/?]?
]+0!L45C_\)+J__0H7O_?2T?\ "2ZO_P!"A>_]]+0!L45C_P#"2ZO_-"A>_\ ?2T?\)+J M_P#T*%[_-]+0!L45C_\)+J__0H7O_?2T?\ "2ZO_P!"A>_]]+0!L45C_P#" M2ZO_-"A>_\ ?2T?\)+J_P#T*%[_-
\)+J__0H7O_?2T?\ "2ZO_P!"A>_]]+0!L45C_P#"2ZO_-"A>_\ ?2T?\)+J_P#T*%[_-]+0!L44D;%U=\W50!Y0%%%%%%%%%%%%%%%%%%%%%%%% !1110!C?2%C
M9\2?$Z_L;7P[9:9-+KD^I@&W6U" M'S/,!!#*5R"N#G.,'.*_'WQ=:_\ !OO?_$:?Q/8Z[\3X[$W1D.BZ1;S)IT@S MDJOFQ?:%0^@D4@=,5^H'[>/@7PC\2?V./B-X-\=>-
(/#FEW7A>X>XURZW>59 M&,"5)'"@LRAT7*J"S#( )(%?F9^RI^U[_P $7:6&D_V7'9^7(DS+*WE1LRC+ACG/.:3I4/_"N[DP"UN'#-YB_;\LXP,,"![5]944 > M ?MN?LI?&?\ :T^">A_"?0?
CG:>&S'>0S^, NDRO::\B1_-;O&DR.L#2?,4\ MPY& 2< U1^%_P%_;Z\!7V@:-<_M1_#[_(172+BVCGT#2/A:+,-8QLN^WA*W M)$.8P54A2%R#@XQ7T;10!\^_&O\94^,\?

*[0C_M4_LF_%31/#?BC4] CT?Q5 MH_BK11+S3-9@B8M!,WE2))%-'G:&4G*X"S;MK|D[|EGQ\+#1;\9?%OXM_$6 M/Q=|0OB%J%O<>)M;MM.^R6T4-O&8K:TMHMS% (HD)&2=S9R>@KVBB@ HHHH * M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "FS316\37%Q*J1HI9W=L!0.223T%9WC+QGX3^'?A6_| ''CKQ%9Z M3I&EVS3ZAJ5 .(X8(UZLS'@>GN2 .37XW?\ !3?_ (+ ^+/VH);IX) L^W=Y MH?P]#-#?W _5YX@'0[^\5N>T7WG'.G78OUG"?!V:\78WV6&7+3C\.?\%[.?VC^S[^ MQEXD_OVVO>/[- P;&P8?B#<#W\OM)7?=ZA>R^\;_P!M7XHKX ^>^.D-2Z MWKMZ6%HL3'F:>3!Y/:%&7<@X!P2.[_X)^?\)$Y?B]^W5XN%U8I+H7@&3(K) MGBNX@RN1@FWME./.F(!?=0$%CRJM^X?[._[.'PA_99^&=G*/@QX4BTS2[4; MII#\T]l,0 T\|F,R2-@9)X 50% _9\,,M>59-%3Q3^)O6S_FJ/[_ MY8*R76RW_&,FX*S\:3>)&6-1DDO? P*@X5-.(_P$,' MC;|E" +;l,/!]A# _ ">]M47\3)$|=-E'45^HU%?0<-<2YEPMF4<7A)>4HOX9 M1[/]'NG[CY[B;AG+>*W2-^!CB/LS#H* 4;BBCB7B7,N*Y\^L8?W0< M#N.OBOXM^UZE<7NLZO?R!8U"EY'/944= .R@ 5^\;>+6 R2; MP.4I5\3M=;P@^VGQ2_NK2^[NK'Z1PQX?8O,XK%9@W2H[|!27S^>~;?ZG82' M+]ISQS\9]A[..0Z;HBOF'2K>0 /@\-*W'F'V^Z.P5R90@5^RWXW^,DTr>KW*M M6A!OGU*>/\T@.HA4_?/=-]T<\DC%>L_/\ 8CL-(\GQ7\8XXJ]Z&'AT-6#0 MQ'MYI'$A_P!D? +ZELX'T3###;PL\V]2QOHH5$1T(V?^'9^YG7'.6Y'AO[.X?@DEISI>ZO\|S_ +SN MO\1S_P -?A5X(^$VA#0?!>CK AP;BX?YIKAA_$[!6/?CH,\ 5T5%%?T'A<)A M<+#AXT,/!0A%644K)+R2/R&OB*^^K2]UI.4I;MMW;^84445T&(4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%?%W_!2_ @]MX;_9;LKOX-_!*\M=6^(<-MT12ZN.);?0%8?? D'1Y\''Q'A>&?C''S8K%T,'1=6J]?CV(X\?C\+EN&=>O* MT5!|?9=V=_)4W&J_M6]WB.-\,68_BNJ1703PJ>LNLK;]%_QELO-Z'YMQUXB8:A.DV0M4O M36D>D; I,=OPCN_):G??|%"O^'F'Q:_;H\4MI),V@> [''Y+Z-X6AFSYA'-N+I MAQ+,1T'W8P<+SN=O1O\ @F7_,$AO&7[5MQ9?&7XZ6UYH/PY1Q):P|Q?>B M_=ASS'->|W5ND?.73UW_ ()A_P#!%>74_P"S_P!H'|LWPXT=M\MQH/@&&\3#2 M]UFOU/1>A%N>3_RTP,QG]3K:VM[.WCL[.W2**) D44:!510,!0!P !QBOM^+ M/$#+>',% 8?#*4>7252.T>_*_M2? 6;O?7>J^'X2\/LRXDQO\<3MR12%4TN"XO MTC8'\5GM8I$4@\$$\|=Z](^#WQ^^^'O|0&AOXB^#'Q>T?Q'.Q$"X.FWB=[HB,$ CY*CQ77]M^]HKE\KW_/7\#X3#\? 8GZPO;TH\GE>Z^]V?W(_HT MHKC_ (?&'0_V@/@KX9^-'AR$Q6OB/2(;P6I.&-O(PQ)"2.I1PR$^JFNPK[6 M$XU(*4=GJ?IE.I"K34X.Z;NO1A1115%A1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4445\ M,?MB_P#)QWB/_MS_ /2,"O,J_ \Y\P)KY)^/?[!8?BKXE^=X9\$>=H^AME9N;M? M]MA]Q3_<4\]R>@\$BBDGD6&&-G=\"HBC)8GH .]?OOPS_ 8DU+7?3\)6.6R MLSAX=%5BI\PZ_O2.8U_V1\W^\>W?QOO& &OB=5 1\;.?%M2;T?\)3EC:/ M]U*\M5[VO[F&X8X9X'I_7LRJ'UFOANK:_P!V%W=^,=EOIN>6_!WX"^/?C3JG MV?PY8^3810B[U6Y4B&'U /\ &W^R.>1G YK[^=7P \!?!73?+\/V?VC49$Q M=ZM,(B#T %6J_6 M."? #/)N$81KS_>XGK-K2/E!=/?XGW2=C\_XGXWS+B&3I\_=T/Y4]_P#$^OIL MO-ZA1117Z4?%!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%(II M&ADD<*]C+,QP /6OS&_X*>_\%>VU# ^T?V=_V2O$I6W^>Y\1>-[&7F7L]O9.. MBl0TXZ\A:/G/%CL?A\OH^TJOT75GF9KFN$RC#.M7?HNK?9?Y]#MQ^'GG_!7& MR^%(U#]GS]EW78KGQ0- UOK_B]W8/%!Z-# > CW Z_*Q=!E\|/SD_9Y_9S^_M_P"V#\6X_A_\--+/U+Z4W&JZ1>,2,8;2-FS)69CA0S$ [/[^7 M(&'Q> ,2^)2^'2AU8FWT^V97U_Q%=1DVVFPD_>8_QR- @{(P=S$'HH9E_;O\ M96_90^$7{('PQ@^&OPHT;8&VR:K[UP,;K4YP,&69P.>^U1A5!P . <_)X?#8S MB'$^WK^[36W^2_5_\,? 83!9EQAC/K.*?+16R7Y1_67_ RY_P#8F_89^$O[M$OP\'AKP5;"_UV^C4^(?$]S"|<7\@YVCKY<*G.V,'ZDLQ+'VNBBOM:-&E0I MJG35DNA^F8?#T,)1C2HQY8K9(****T-@HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ^7?^"E_[&G[(OQM^%>O M_'G]HNTOK&|!) ^$DM/$VGW.[2V$"_THV6RRI%%'Y=0?QKX] ^&7_! M%#]FOX[_#7QW\4O@EXZ\2W_C71%NK!8+^[MK^]MXR$;4)H/MZ16Z2D;T56Y# M?*_X_OS\OWX0>*OCU^OK\0_A/X'@.VL:KX>D_LRV# &XGB99DA!/ +F.(.\ M9;GBOS+_ &7(?"[4'[5'A?XN?M0?L_3Z9X!^_'PE72O$5AK&D2-:RC3[*:.. M)&CFC ,|D\OF"#!($>..=N: /U*_8_P!5_9\US]FWPGJO[*^G6MGX#FTXMH-I M:Q.GD#S&\U'#$MYHE\P2PB6+AB225?\ !3O_(+(^' @$-0^_[+^IVNK>-UW0:MXA4+++.;$W1D3JLR M/3E(S]!|L,U+Q5XKU^Z>XO;NYF:1B6,,ES<3. M?D0$Y96V/<#DD_LO WAHLL9%5OR6 M Y@<91YT!+09'!S$F.Y #D\5'^QI_ ,%)/VD\/,R'2O">O\ ]M^%O.S<^$M: MD9[,!/S&!OO6S]3E/E).65\5ZV"SO$9?\ !2C|F_\,%M(=)\+Z]_87BHQ MYN/"6M2JEP2!\Q@;[MRO4Y3Y@#!ED6OH*OKJ- >CB::G2DFGV/T+#8K#XRBJM" M2E%]5_7X!1116IT!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%)?M2?M2VOPQM9? W@:ZCF\0S)B M><89=/4CJ>QD(Z+VZGL#XV?Y_EG#663QV.GRPC|\GTC%=6_ ^'|)-GI93E..S MK&QPN%C>3^Y+]V^B7_ 6]\K_/!1KXW_ ^^:#WQY\0:CXLU4F68VHM;&U ->> M7C/MN MKRZXV?$O7/BY\4-8\=Z]J.US>?LGDM-(6*Q!CI&3WQR3W8D]2.Y6OP\&9/ MF.*KX_&TVZE>UWOO9;'R=>_.?%M#$QP>2U8TL/02A%\ MD92J*"4>:7.I6YK72C:R=KMZGZG?\$YOC/\ #WXU_'CP_>^%;W=+ ,EKK3KM M L\|^R3%25R01D##*2,CKD5^BU?SO?!I_M .]^R]^T#X9^-V@^8_JC:@IU"U MC(S=6;@I<0\G&6B9P">C;3VK]6/"G_!=/]AGQ#M&L2^+|")^]_:GA\.%_P# M:66OTGP]P.6<+Y;6PBJV4JCFN;=)QA&U^MG%_>=-;Q.AQA].OF;C2K0BH.SM M&5G)\8XY>S5]U=:.R^R.*\|*?\%2/V_&.T:5^TOHD!;M]MO*PM7X)[^C3-J6/P M-?]AU8R])-DSLZ*1'21\)&X96&593d$>3M+6YUA1110 4444 %%%% !1110 M 4444 %%%% !1110 5!]NJZ9H6F7&M:WI,%G9VD#37=W=3"..&-069W9B]@ M DD\ "J?C/QIX3^'?A6_|<>.O$-H6D:7;-/[&HWLP2*",=68G\@.D) &2;_M'#_@I1_P5+\6?M:ZGR[_/\SQ_M^ 7[-6KSV7@P%H-;\0Q%HY]<'1HX^ACMCWZ-(.N%RK>%_L&?\$^_BE^V]XX\ MK2UETCPAILZC7_%$L.4CZ'R(>)9R/X>B@AF(RH;J\ @G/_,$R_'?I9WB" M/QKXO%UH?P[L,C%]JX3,- J3]?FMI7<,$\IFEP53GI$#;7[/\ PU^&?@/%(>\] M.^_& P$\ 6NC2]4 BL;"T3"HOD4D]LQ.2S.2S$DDDDFOF\%EV*$OJ;QC]SH MN_DNR\^OXGQ>69/CN)<5!?S%M4^BVNNR[1\W^)E_ CX"?"W]FSX;6/P[^$/ MAF+3-)LER=IP^3G'W?\ M/?"CP9\<_V??%OP MB^(&N1Z7I/B#19;2XU.5U5;-FQY8N5//^L$9F X#'-_'W)_P $ MF/VD/B3^U)^QAHWQ(^+VM'4_$,4.K7|AJ.IFVCA-UY MI-?2M>2?L-_LN6/[''[,GAOX#0:LFHW>FQ2JZOJ,2%5N;R:.1)64'G8"VQ=FALFZI'U!G^\_\ !M7YG\C_ :"EW_!6_P = M? M>7MW))?@!+;_(.Q2E)(RWEW>O8/$EQ@_)>D96 ''1GR(T\2ZE]H\/?#VRN=N]>\)7A>~Z*GYK>T5AB23L7Y2/]WX!Q7Q_F?$^._L+AA.7-I*;T=A] MU!D[8U^503U)9F[#X&_ GX5_LX?#>P^%'P<\)6^CZ-8+\D,(R\TA-W32N?FE MD; R[$DX-Z 9_[0G[4'P-_9;\('QG\;/'MI$#AOL=H3YEU>N/X(85R\AZ9 M(&U<@L0.;^"X\\1L9Q/.5*+]EA8[!O;FMM*;_);+S>[!QP5P#E?!F%^MXF2G MB+>]-[!1750OLNCEN_);'?U\U?ME?\%2/V,8U(3POHMPI, M#^EU-RMN/]DAI.00A'-?!'[9_P#P6F^- WQW^U^\_@+'<^!/"TZ/]&8?VK? M)T^>93BW!\$1W=09&!Q7QGIVD:OXANV%K$\KLV997/)ZEF/_ZZ_$<'7Q#4K M5/88"+EJZ7M?!W3FG&;G/ZOED>;3TYK? ^DKKZO3R9[%^UO_,%_P!H M[]L?5'3XC^*C9: DV^R*:06BL8<'Y2ZY)G(==M=\.^'[O7=9NY EK8V-JTSNWHD:@E MC[_CQ7WQ^R]_P1I\5>(? LWBS]HW76T.S.'7PSI.RO=R#KB;892(>]IO.!ZH: M[<#PG*4OK.:U-7]E.I?]_P!%]ZI.P/#6-S*OI?'R(XO!?PA\"W^N;K.!N2TAWLJYQN=^%B3U9BJCN;^F2%G_!-,7O@9H&A;Q\ M9OS\UO-J6MI54!05^\P-?I-X2\%_ ;]ESP,NB^% MM)T7PGHT?WL%8VG<#[SNQ+S28[L68U\U?MB?'P\-8\2T6R\#R7.T.C_&KS M;N:#RTF.OE8V _-@>6<[@.HKY_OXPH<. <)\U/EM>.'KOE[G&+2G;GCS-+=> M[>[_ !N?NGAWP?1Q6;FT?(O==KO9OFMZ]4>7?";QSXD^'':?X M<_#:2PL=)O$9=1A?1+Z99,"K>>]3+D3&C#$@ X XKY7^._P 'I_6]MK^ MBP%M(NY25VK_,>SGGRSC^'^Z?P[<_2-5]7TG3M=TR?1]6M$GMKB,I<$XX8' M_/7M7\Y<(>*_%'#N>1Q>+O-3$4I:5(3G*5XO=QYFTI+=-6[/1G[?Q'X?Y%'G. M5/#X>C"C46L)1BHV?9V6L7U^]:HJ?\$T/V^D^#&IQ_ 'XT:F)/!6]S%-.O;L M[DTB:0\]V?\ EWO9_VR_^'*OP4^.B77CW]G:YM/_B68&4V,4 M9_LB^8\|QH";8GCYH@5_Z9DG-? (GL;O[&_B7]DQXB"WMD=1\):PS3>&=W\]^R_\;>X^6#P=K5\U?I+8ZAS"H#SC))/K=>SA. M%'Z'L/]H;YWV>WEL?1Y?P-A%A/ILDW4?\KT7EJM?4_!7Q7_P3[_X\&IOI7_9 MDU^;9U_LIH+_ #]/LTDF?PKS3Q7^S]\>? FX^_.@EXNT<)\IZIX.NK<#Z^9& M*_HUHHGPIAG\%1KU2?\ D%7@#!/^'6DO5)_E8_FU\,?$3XA^!9-W@WQUK6CN MK9SIFIS6Y!_X PYKTGPK_P %"?VWO!FT;+^U)XS<)]U=2UJ2!4>V+@N,>U?O M)XI^%_PS\;^*_^"=G[#?C/=_;/!+G@^,O M]XZ9I2V) .VV5A_]UCJ/\&O^;_)LY?\ 4K-,/_NV*M_X%\FS\[/"G_!;C_@ MH!%X^/*@G]#@K4U7]VG M_!1F^1:649^@_"OKGO7_P 5J4/V O$>XZ7\/M9T.M_(T?B6Y:!]A<-*/TXS3 MQ7_P;Y_L]WVYO!/OO\9:.3$I:F;E'+7@7 +XCA)'X_C2^H<34/@]W_;U_P#T MI!_97&^%_AU^;_MZ_P#Z6CG/"G_!P]X0N-]>./V8-2L_[\FE>)HI[G/N%D@BQ MJ-WXUZ7X4_X+Q_L5:]M37=&\;:(Q^^U]HD,J#Z&"=R1_P$? 2O"_%7_!O%X[M M=S>"/VF](OOIB;KX.\+\=/F_[=B_ 23I"?"G_!6/_@GY MXOVI8_M%V'[(W6/5M+O+3;?0M-"J_B"17I?A3][W]F#OSM7P?^T3X'U)WZ0V M?BFT>0>Q02;@? 8BOQ@\5_P#!*;_@H#X/W-J/[-^IW*+T?2M0M+S6E_;K=V-U'-$XRDL3AE8>Q"[J2OYKM\3>,O M!%\S^'_$&IZ113[[2"#7HGA3]NO[LSP5M7P[^U!XX1$^Y#<^(Y M[B-? HDS,H_*M8<64G\=N]T-_T1O2X_H/^\+0:])_FD?T&T5^'OA3_@LE_P %.M!?#&V.Y^.EMJT2=(M5\.63Y^KQO(Y_%]+*?\%_ P!JO3-L7BWX8>!M5C7]_M\%I=VTK?4B=E_):[(<3Y;/? F7]O\]FST:7'&2U/BYH^[_R;/UWT'=(U+NP55& M22<"OS4*?[\$&GOMA\_M3 M?#FP^$_P*TG7?"NC7:NWBUKZ2-)[X(12%)4TN"XOTC8'!5GM8I$4@\$$\]=ZZ.[\;=_90NOA'[? QRTWX]>'[SPUH M\8;4;RUO0\D+-]R)H?\ 6"5^BQE0S'H#7\]]&3C&:\%<5XN[O3C;IO\ T_P/-MDUQ[C^9WI1MTWT[7UU^Y?(^E_P#@H5_P4A^(WL;/BIM"TW[3H?@'3KDMI'AX M28>Y89 N.H[]&^,/]PIX3T2WT3-.MDM[&PLH5CB@B485$>5 /85>]I MHK[%)61^C?!E=@HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** ._.:!^#>C?M"_!3Q-\$Q M$,K75A9>)M)EL;B\L@IEA5QIY0P(%'H;_)(XN:A^T9_P22U+^SO@-_P4F\+> M+M+M9A&?A[?SQ_9VO8[GQ[^ MT3H?Q%UU8>9>>(99)[..OEVT$9A=#CI(9?K0!]K?\ !.S]J/Q9^V-^RGH7 MQV\<>'=/TO5-0N;NWN[72B_D;H)WBWH)&9E#;IKW"N.^ WQ)^"_P 5 MOACI_BW]GW6- ,OO"A,EOILNCVODVR^6Y1D1-J[0K C %=0 444 %%%% !1110 4444 %%%% !1110 445X1^W M1_P4[^" _"W@/^V?&UV-3\27\+'P_P"$[. <"YO6'=SSY,(WI6'8A0S?+79 M@,QON:8N&%PD'.I)V27]:+NWHEJSCS#,,%E>#GBL744*<5=M_P!:M]$M6]$= MO^TI^TI\'/V3?AE=?%7XT>*$L+""6EK'AIF_GQE8((\@R2"] HRS%5!(_#G M]OG_(*+_&+:]NOQIYFOS/HW@_3[@MH'A*UG)BAZ@33MQYTY!QN(PH)"A03GB M/VGOV]?CC^VC\5W^(/Q8UN6_O)I/(T?1K)&%M\3-\MO;Q9. 3C)Y=SRQ8U^ M@O\ P3# _'+*$.B V=T*X<26(+6XT'P#=H"D=9KY3P5Y"+<\+_RTR+IX M1/WF]+K^:HUT_E@KWWUMIY!_P3&_X(Z^)VC'T_XY_M*[U]>H;LT-L?[_#R# [F 1)7Z]11_#CX*_#](_P"R/"_ACP_8A$W-':6=A;H, M 9.$C4#Z5\Z?ME_\9OV<_V34N?!OAZYC\8^,;<&,.!HUPH@LG'&+F< K%CO M8HD9QC!50O&_^+7C%AI<4I? 3_#6E;H=/M/0K'D[IV&3^\MD+/R1G'%?SWQYXFXK/\ &N=>5U&_+3B_=AZOK+N]WY*R7Z#EE/AKP^P+PN"7 MM;[^.75OS?1+1%7MUUNW]U_MG_\ !=3PIX=^U^ ? V.1.CU6I&Z.7QGJHIL\\7\Z^%PMGH3;0-@S$=GDPF1\R0'-?F\O_B5\2_C;XTN/&WQ*\6ZEX4UN\]_!>7\Z#R_M.RJ.BH_(H"]. *AT#P- JFL;.BY!MX#SO(HI\\7\Z^%PMGH3;0-@S$=GDPF1\R0'-?F\O_B5\2_C;XTN/&WQ*\6ZEX4UN\]_!>7\Z#R_M.RJ.BH_(H"]. *AT#P- JFL;.BY!MX#SO(HI\\7\Z^%PMGH3;A.#,40@Y!/2O@Z.4YMG:^L8Z?L]M^UUTT\H_]_Q.X8//^*JZEB&XPZ)++\H_]_P 3Y4*_"R]U*ZABOX)99H%2"Q MME+/(Q. O')/&!S7W+^RK_P1^^+? Q*AM?$/QD9O _A\X9=/,(.I7">@B/$& M?63Y@?\ EF:^B/AG;_L3?L5VGE?!OPK)XN\4)&4F\1W95Y"V,$+.R[8E/I"F M"./)YKG?B5^U\I8_B/YEF==_LBP?(^Q:1F+(]&DSO;CI,@'TKP\IZ-_ +XG\T5YGN?@W0_V M-_V&-!?P]X+L+&SU QA;LVX^U:I=D]_#7_@G_&OEZA\5?%.X\$Z;I^ C2L/S"K]&K\]TJ<6^:?B'-QR MFBZ%%,:6FGG5E9MK_IVD_(.58OW4UM_V^VO, ^>=1U?Q MK\1M?6;4KW4=:U*X;,&'9YY7_P!E1R<>PKMK7]C_,:&O=-@U*W\ '^3YN MH6\4L8&,%E=QC.3QUX.0.,_97@?X8^ ?AM9?8?!'A6TT[2N'DBCS+((/]I1LL MWXDUO5[&5^!>$J0E4SG%SG5EJ_9V5GUIZ:DY>K2/.QWBIB(24,MP\8P7\]W=_A>D6E'IV?#'_#'7[1W_1.Q_*O9_\QZL+Q]\//BY\,- +36O&_@R:SM))-@N$N M(ID5NP8Q.VW/;=C/:OT$J#4M,T[6=/FTK5K&*YMKB,QSV\\89)%/4$'@BNS% M^_ #DL--87$U8U+>ZY.$HW\TH1;7HT<^"\5LY5>+KT:;A? 514D[>3A4G.T\'D=&8-\8?'KX M(>{O@'X[/A^[U&/4-.N%^?^']?LP1#]-MNPLB]'<$;?C/S(C%(8G]%*YD?V/ M=1\$?:/&_P ,+:6\'E9MDBX&7FLAU)7N\8_[Z4=0I'C\(AQ'PCD_'6 =:Y))*OUCMS[H+I_/9]='S'T'_P3)_X*.I\: MM&@^'!QAUD?\AIUOZ2M1N'YUFW0="3UN$4<]W4;N2'-28M?@C>V?C#X4^-4 M.5U<:=]VE?.36EY:R%'C=3N26-ASU ((K]8/^">W[=&C_M7^:_]A&O%MQ!:_M^.=%MU_M:T7"+?Q#"B[B7T)P'4?<8]E9;_IFM3P^(H1Q>%DI4YI--,Z.>]:.`MZ,_$*-2K2]RPV(3C.+.:>CNMT_-'5?M7_L'_ +.G[8NB&V^>GA!8M8BAV6'B M?2]L.H6OH[/P1*@X_=#R+Y]YK\]H/VS?^^'4?[1?]D;77BS3K%O&'@R'+_]+M'1:]-OM8_6Z@R6AOW<9H^'F7:*_<.D9592K $$8(>OFLPR;!Y@G)KEGW7Z_M]_S\SRLWX;R[-TY27+4_F6_S77[_.S]D?_(*#?M'?L<:HD7PZ\4F^\O+_MOO?"FL,TMC+D_,47.8'/]^,@DXW!@,5^L/[&O_!47]G'!KZ.V\-VNJ?\(OXQ MD4!_"VM7"AIW[_99N%N!{ +)P24 YKA_VS_^"'-'P' ;'^U^-O@Y]G\[^+9=T MCFSM_P#B67TG7][O^]8G_EI%CJ2R.:_*_|.:*_92^/_ .R3XP7PW\9/]UI M;F4G3M6@)DLIS;R\@G7Y6/0]>'7(W*IXKYU5,WX?E.7OTOP^_>/X>]\W4+]LM5; M9=63G^'.%L/&>,C#8RI(YKZ; 9M@\PC^I=I=GO, ,'Y'^4Y_EV;QM2E.?6 M+W_X*\U\[?2 4445Z9[84444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !17/_'G]HOX$_LS>&O^$I^-OQ(T0X&4FVMYI-]S=$=H8$S)*?]U2!W(%?G M#^U?_P %XOB'XO M/A+]E'PK_PC.GME/^$FU])M0D'K%#T4'U;S#W&TUY MV-S3:8!?O9:]EJ_Z]3Q\SSW+-_%>KR98CSKZ[G/]3\S;1ZGY5'H*]]T#_(OG^(_!D\,?Q^\4066I$*]Q MX9T6=)YK0'G9<3C,:/\ ]_X]_!Y93P?@N(,I8+ RQ-1^RI+2_5OHD^[!+S; M=DV?-Y=6XPX[QZP.246D]V+++]Y3>D5Z:[%=GSKJ.I?$[XV^-Y=5U?4-9\+ M/(-2DWSW-U\)/?Q,69B3<>\6]!7T5^R_P#\$Q/B!\9/%5H/BZY-NTN'ETZ MR<,88P1EYIL%8U!WH8G(_.2!7T7^S[^S?9W^K0?#OX. ^#K>T,N&N0T0X1!P9 M9I#EF SU))/ ') K] /@S\&?"OP5\++H'A^+S;B7#:AJ$B 274@'4^BCG;O0 M#U\))/PO#%/3/.L8YX>+H8.+IZH!9S?\ .+#=)OJ]>7>]D_I2\+,&^"*"]YU4 M^MXV6JJZI1_O3VE-7YORJ6SC:L,3]F'IE+X/?LG^ T\%_"SPM;VLDJIVJ;D ML(^^D ^\ ]G+$#)VJ2<#U))/15%%?T!A<+0P6'C0HQM&*LE_P7JWW;U;U>IQ M-IO1>2227DDK)+LDK+H%%%%= @HHHH **** "BBB@ HHHH **** "BBB@#_ M\1^"?!GC&'I-XN\ (Z9JL>,>7]5A':.N/3#*]:.\W\5_L$_L6>--QU[!EWP1O?!\ MMEX?AM9&]R\"HQ/OFO6Z*SG1HU?CBGZJYA5PVV&K _,2"EZI/\SY8\5 _$9/^ M7"?B7<]E\(([[1Y'ZR:5XDO1S[+++(H_! <5YIXK X_/V7=1W2>#_ (L^.-+= MNBW<][=1K] ((VQ\6-?>5%<4\IRRIO2C\E;\K'G5>\]DK?%AX_)6_*Q^B7BO M_@W@UR+=+'X' _&H[2?/W(-5\+-%/+CV+QW#Y_[Y%? &7[8_['7Q_8I^)]O\.OB M3?V%^]HB7^GZGI1D-O<1,IH0#(BD.K(0RXXRIS@BOZ"]!5 ;,@_8?^&?[<'P MRC\&^,KA],U?3'>;P[XBMH0\MA*P 8%21YD3X7?'D9VJ005!'DX_AS"SH-X6 M-J\-79^6K/G\VX,P\3"2>!ARU%M?79^6K=O+5/P%HKZ[>_\$1?V\/"FOOIG MA;P?HOB>SA6I:7XAMH$*XP+]=/$ZG'4 _"8GK7O'%'_!#+7=186/Q(_ M_P!5TR6UL)EGMO!FES?:%N9%((%U+@+!L!',;;@_=P.J?EJ.39E5K>S]FUYM6 M7'W_Y'PF'X:SK$8A4O8RCW;5DO.^S^5SZZ_X)C^ M?^&W!WPV\+>)H)(KPZ+*

M)>O%*"&C2ZN9KJ-2#R"$F48/3&*]WI$1(T$<:A54850, "EK]+H4E0H1IK[* M2^Y6/VS"T(X7#0HQVBDON5@HHHHK4W"BBB@ HHHH **** "BBB@ HHHH **** M "BBB@
HKQG]D#]J_1OVHO\ A./[.>'_(IGQ?/967E?\MM//_'M.?\ ?V2_M]\U[-53A*G+EEN3"49QYEL%%%%24%%%% !1110 4444 %%%% !1110 4444 M%%%% 'B'_!2707\3?
L(_%+1H_$\.CF3PE/V:/B#\8+S_@GC\8+'49;SQ7X/>_OE=OL]E)8L74H;A95 M=')C;A0.W->1>(?^"37_26\-:!?>([_P"&D+P:?9RW,R0>/;]G9$0L0H^U M\G X'K0![K^P]H/[,'AK]G?
2I)_8]U9+WP(EY=G3KB.[GG#2F9C,-_SG$F[MK^%>N5X7_P $Y=7_&9M<_94T;4?V1/"VJZ-X&>_O1IUAK,DC7"2BX<3%C)+ M*V#)N(^<\'MTKW2@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** " MBBB@ HHHH **** "BBOSH_X*>?\ !9[2OA9_:/P_9'UNWO_ !,-]OKGC& K M);Z2>C16W599QR"_*1G@;FSL]SA_AW-.)3Z+\7LDV>'Q!Q
M%E7#.7O%XZ=ET2^*3[175_@MVTCUC_@I-_P5=^'?[&&EW'PW^'AM/$7Q)N(/ MW6F;]UMHX8?+-=E3G=@AEA!#,,$E5(+?C5K&L_'C]K[XV&^U*;5_&?C;Q3?!
M41$,L]Q(>B(HX1%4<* $1%_A4<5_AY\./B+^T)X\N;>QU!9[J9WO=?\ $6O: MAY=M9QL_[R[O+F0X1=S#[KP/\ L1:/%X@\ M<:A;^1XB^,?B#3L'WATVUD&8H0<$-*,N1ED;";?
V[,D5K\HK[=H^BVX%T^G"W+.$/;H-%IK2HK?O&+;88_\ ?D[G_97)^M?R?Q-QCG&&&)JYAC:RITE\ M4Y2Y8171P_"S]G/P7\/DBO=3L[?4[Z, IY]N#;PGG[L
M1RIZ]6!Y&1@UZMH^A^+_![K(L=$TR_U:^D ^2&-YI"!P">N /4\"OQ['>*7 M#^2U?8Y%AWC,1LJDTU33_N0^.7J^5]4?T'PCX O#4UB\\JJ%M6E9M?-^['U]
M[Y#OA1X3_9V_9M\O4/AKX"_X2WQ/#@CQ=XQ@4I X_BM;-25BYY#NS./7M5Q MU\4_B)\3KT77C7Q5=WYWYC@9]L2'_9C7"K^ KUWX;_L$^-M<\O4/B1K46C6Y
MP39VQ$UP1Z$@[$^N6^E?0/PW_9[^$WPL"3>&/"L37B#_)"5[^^N"?4,WW/^ M !1[5P2X8\5/$6?M5*-KV_OM/S/TN.=\!<&P]GEE)5:JZK7[MZCO_.2W7D?)GPU_9+^,?Q'\N\&A?
V18/@_;=7S%D>JQXWMQT. #ZU]!?#;] MB+X4>#?+OO%7F^(;U<$F\&RW!]HE//T'?";A'(;5*E/V]1?:J M6:OY0^%>5TVNY\7G'B!Q#FUX0G[*#Z0T?SEO]UEY$-
A86&EV<>GZ990VUO$N MV*"",(B#T"C@"I]**_3(QC&*C%62/B6W)W>X4444Q!1110 5\]_M(_L;V?B; M]1XY^$UG';ZBQZ_0E%>!Q'PUE'%.7O!X^';NC
M6DHOO%]'^#V::/6R;.\PR+&+$825GU722[-=5^*Z-,_)_P"-WP;3QWITMA=6 MC6>MZ>66!YXRC*P/,4@(R!G\5//J#\]>"/&WQ!^!7Q(L_&7A+4;C2-?T*\WP MR 5IWB&./$5\%^2XP.$F
M ZCL&'S#W Q7YV?M5?LR^(HM1N(K[07L?$FG)AX' O(ATPW1N!\K#@]/3'Y MUPCFF;^%>91R3.Y<^7596I5NE.3^S+^52ZIZ)WDG;FM]AQ%E^7\>X)YIE<>7
M&4U>I3ZS2ZQ_F:Z/=K1Z\I^@_P"QG^UYX,_:Z^&$?BG2?*LM=L D/B/1 ^6M M9B.'7/+1/@E&]BIY4UZ_7X8?L^_'OXB?LQ_%2S^)?@*[:*[LW,5]83$B*]@) M'F6\J]U./JK ,,$
U^RO[.G[0GP__::^%]E\4/A]>YAG'EWUC(P\ZPN0!O@D M Z,,C!Z,I##@BOW+&87V,N>&L6?EN%Q/M5RR^)'=5C?$#X=>!/BKX4N_WQ) M\(Z?KFD7J;;K3]2MEEB?
T.&'##J&&"#R"#6S17 XJ2LUH=4HQG%QDKIGYA?M MG_\ !"C4-/\ M?C_/8VU5KJ$$;I)?!&KW0\U!UQ:W#G#^R2D'C_6,2!7P3H' MB3XX_LM_%)K[0]0U[P5XMT68QS+MDM;F
\$QR(P&Y3QE&!5AU!!K^C.O*?VH M?V+/V>OVO?#G]B_&/P3'->PQ%-/\06.(=0L?^N2I-?,8_ARE M4E[7"/DEVZ?+M$^7H?$9MP90K2]O@'[.:UMTOY=8_+3R1>1<_L8?\ !=/PUXD^M
?VPM+CTB^.V.+QEI5N3:3'H#[Q[DR?NQ@9K]"_#GB3P[PXT*U\ M3^$]=L]TV^A$MEJ&GW*S0SQGHR.A*L/<&OQ<_;/_P""0_[O]U+WVOQEX(MY M/&_@V'"=(VJ:7:G[G[791D*$@91P=H%ENR
&45EA]?DPHHHHK-_$WVG MPE^R7X2_L"S.4_X2G784FO7'3=#!\T4/L7,A(/W5->?C$_P#A'+%+1PD^M=PA+5QHF-*HM'#.1>!J'8BG2K7_'M2? M,)-)K61(%I'M->/?S^3.9DW9 MMS$@@-C$
_UU]>3GT'WFVC/ M3][JCT K[@_90_P""#GQ \6?9O%O[6'BO_A&[!L/_,(QHDJ37\@Z[99OFB@^ MB^8<BU M]3X?5/C;^TQ\2*/$7C?Q7]\G\ KKZ\G/\ X\VT?]\J/0"ON3]E#_@@UXY\
M3_9O%O[6?BW_,(1DZ_8J,+2%DU]=:.R+YSS-$FQE9WKOS 30I8@[+;_5NMS[AN>5,!:Q]H-@2?(_2RR_6] _0HUMEH@3,9M2ZY,@F/,P$ZB8$NX;=Y+F_3/FM$;>FXPI^=-V#AX+-.. M?^HE?*2?+3,Q/M?E_
!^O3BS2GDO"F6RS'-ZETMDOM2Z12WDW\EN MWHFSZCA3PRJ9MCXTJG[VH]7NH175R>[2^5]K-LXGQKK'P(_8J])3?!']E'P) MI>BZG+&$U34;./?-#QUEF-
['9GZ"O'/AU\.O&/QB\8IX<\.0/<75PY MDNKJ9B4A4GYI9&YXY^I)P,DT?#?X;^,?C%XP3PWX;@:>YG8R7=W,24A3/S2R M-Z<_4DX&2:^Y/@[\'/"GP7*IX=\.0^9-)AK_4)% DNI,?
>/HHYPO0#U))/X MYE.4YYXO9Y]=QJ=+ TG:,5HDOY(=Y/[<[:?^ Q/Z7Q.)R7PSR98' 14L1)=K M?]O22VBOLQ_X+&$^#?P;*?!;PJGA[P]%YD\F&U#4)$ DNI,=3Z*.=J] /4DD M]=117]-
X' X3+<)#"X6"A3@K1BMDOZW>[>KU/Q7%8K$8W$2KUY.4Y.[;Z_U^ M 4445UG.%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110
4444 %%%% !1110 4457U75M*T+3IM7US4[>S MM+="\]U=S+''&OJS,0 /IQY MO# MJAK<-VW7+XC*^\?F?2OCSXW_/!7O]ISXF^=IGP^^P^"=-DR NEKY]X5/9KB M0<'WC1#
[UV4L#B*O2R\SEJ8RA3ZW?D?IC\7?BS\,_A1X7GU+XC_%+3_"T!/VBK?7?#TGF MV]IK%OX1M[*2Y@=2-Q22+?$V"1D$>H/I\^V]I\5/C=XR*6T&O>+?$%\V6VWS/0:H6TGEE,JSUBQ[<^G)FM*M
+Y9 M;]XQ5ML0)?YOVAO@G MXQEL?V,;GQ3K/AFYM[^^TF]A2">>>&02>9;;3@@E1^Y8EL X9R0M M?H/X?UF#Q%H-
CX@MK>:*._LXKB.*XC*2(KH&"LIY5@#@@]#7)CJ]*K%.G;7= MVU.G!TJE-M3OITOH7****\P] **** "BBB@ HHHH **** "BBB@ HHHH *** M* /SM_X*"?\ !,CXH_MR??\%#-
,UB[^W:#X$'@"&WN?&%O!#<+%>12W+B#R6E M1R3O7G&!FN.\0_\ !M[X[0+[4-$_:?U6^O8+.62TLO^$5B[1*J$I'N-S\ MNY@!GMFOU#HH ^:_^"2OP2^E/7E[/}Z"V=^%[^B6XZ+%"Z2]SG_^MBRQ|3
8_",VAZ]9ZGJ,MSIT\TTFYU[7]4M[&QLH'GO+R[F6.*")069W=B J M@ DDG K&^*_Q9^'/P.|ZC\3_BOXMM-$T/2X?,O+^\?"CT50.7=CPJ*"S$@ M $FOQ7_X*_\|%3/B?^\V]K%Q\.?
AVEWX=^&UM)KU(T,+3_(E:;M&/DKVYI/I%>5[71\AQ7QC@@.%\. MHM>TKS^"G'XGYO\ ECW;^5SU+_@IY_P6C16_1H;<]"W#R#CY5R'_#XL=&N+HB28&./U/4_2K]CH]M:8=QYC
M_P!XC@?05TG@[P%%XK>:FFE>&-'FNI'./W<9('KT_P BO0SFR_A[A@2R?@B MCRQ5^;$37O2MO-1?!?\$;SKIFGKR1GZLJ^%7UMKZC.?JRX93DPMDYAIMHZR8F9HD51WD>/HRH@/P@^BT8NV>(U/*=E?6%W0
E$:SJ*:''X8MKAH=.2O2_8XCA))0"/-Y)X0>[$?C7O_P4_88AMKFWO?'+27=Y(P\K3;,;G+?W M](N,>U3H?TOPKX(+#8:GB^)ZRPM%;4]/: M-=K=/1)M=CY%^%'[(/A7PC EWXM9;N?
@FUA8B//^VW#/].![&OI#X6?L_$C MXA00VG@+P2\6GI\J7;QB"UC'LQP#CT7)]J^MOAK^R!\'/A[Y=Y=:.=;OTP?M M6K .JG_9BQL'MD$CUKU*.-(D$42!54 *JC
]*4/#/B7BJM'$<4XVT(_#1I6 M48KLM.2/9VC)OK)L_7J"%O#O"N%^J<-X-16W/):OY?$_FTE_*?/GPU_8%<1-JYO43Y?>H?
$[Q!)JLPP6L+$F&W!]"_P!]Q[C97N7ACPAX6\%::ND>$O#]HIULO_+* MT@"!CZG'+'W.36E17ZED7"7#O#5/ER_#Q@^LMYOUD[R^5[=D?%YKQ!G&=3OC
M*SDNVT5Z16GSM<****^C/&"BBB@ HHHH **** "BBB@ HHHH *Y'XO\ P6\% M_&?P^=&\46>V>($V.HPJ!-;,>X/=3W4\'Z@$==17)CL#@\RPD\-BH*=.:LXM
M73_KH]T]4=&%Q6(P6(C7H2<9QU36Z/R<_;G_ &*?&GPKUN;Q/#I/F%MSO<6L M9\J_C'65/20#[R'GOSU;S;]CC]KCQK^R-\4(_%NBF2\T6^*0^(M$\S"WD /W MESPLJ9)1O<@_*S
LSXP\'>&O'N@3^&/%NDQ7ME<+AXI1T/9E/56'8CD5^77 M!0O_@GGXD_9]O[CXL?#VUEU'PA<39NWBC^?3G8\>8!T0DXW#YN>2H9LWF%&*A7WJ16D9_WXKH
M_P">/7XE]I+].OAC\3/!?QA\";\2/A[K<>H:3JMN);6XCZ^A1AU5U(*LIY! M!!Z5O5^//[!?[=/B?]D;QHVE:QY^H^"M7G4ZSI2MEK=^!]J@!X$@ 9>CJ,' MD*R_K=X"\?|
@[XG^%+/QMX#U^WU+3+Z(26]U;OD$$9P1U4\|@\BO:Q<(X7$ M^R;U>J\TM]>G7M==T>;AIO$4/:);:/R?_!Z?/L;%%%%9&H5\D?MG_P#!(+]G
MS]H[[7XS\!01>!O&,NZ1M1TRU'V.^DZ_Z1;C R3UD3:V3EM^,5];T5SXG"X%M&T^2M%-?UMZ9#[_>4!--_!I%8K1_0C(PY*[Q_M5V[\TWV].3:C.@*U6D'I9U6B28!9*U:4GQ
[CG]U, !NP,[&"N!R5%>Y?L8?\%D?CW^SE]D\%?%II_'?A M&+;&D5]<_P#$QL8QQ^YN&SYB@=(Y,C@!605^Q?C#P9X2^(/AN[>.O#-Q?>.O#-CK&MDW\1CO-.U*U6:\8?21D8$'U(S_S7YT?CS7
MG_/!"BTN_M?C_/8UU402'=)+X(UB MZ^1C_=M;ES\OLDQ(Z_O_,+7RF(R7'4;4]O@)-KMU_P_I?GY1F2IYG?GY'P&+9S7):SQ, M55&U_+U];+27ROY,^X/V/V/VN?0?
Z3/^ZOK$GM- M"3N7G@,,HQ!VL:]*K^-/"/Q M#\-6GC+P)XL=8TF_B$B4B$EGJ.FW2S0S+ZE@@P^GL>*TZ^E335EQ_S5N@@8^LV@EY\
XR^-7Q&TWP_8X/DF\FS+<,.JPQ+F29O[E%)K\Y_MVK_^%OC=^7C5^\^7NR_T%Y_LLKLJE]%OC=^T3\$_VR*37YR_M7_/!>?QAVAR MG_"5:,"DMXXZ;H:?"
YHXO8R&0D'[JFOA;4M5^-O[3'Q*$^HW?B+QMXKU:7;&# MYU[=SGLJJ-S;1V4#"CH *^V/V3_^"$W/F_VWM+:Y'\FN@9G24>P%=6/>E,W3_]C0$_RYFB/$!9R''>&(:J>%"M9>3!V5F:25D!@=#E?E>^4&A$
U!"FOF9YKFV;3=/!PY8]^OS>R^6I\15S_/^(*CHY;3 M<(=7U^@K[<_90_P""#WQ&\8_9O%O[5OBG_A&-/;#_ /"-:-*DVH2KZ22_-%!]%\QN MH.TU^CGP"_9<^ O[,/AS_A&O@E\-M/T6-
T"W5Y&ADNKO'>:=\R2<\X+8&> ! MQ7?UVX+AJC!^TQ4N>7;I_F_P/4RS@G#4I>UQTO:2WMK;YO=_AZ'!? 7]F+X$ M?LR^&_\ A%_@E\-M/T.%T NKF&/?:=\R2G_'F('8 5WM%>"?
M5?M5Q M>!XY_AU\.;Y7UIU*7]_&4RQ>+:C".B2WD^D M8KJW]R6KLDV?I619%BBM&*[NVR7X[+4=^U3^U7#X$BG^'?PZOE M?6W4I?7\9R+ 'JJ^LO\ Z#]>GS1\-?AKXP^,?C!/#?H
AN!IKB9O,N[N8DI F? MFED;TY^I/ R32_#/X9>,/C'XO3PWX;@:6:5O,N[N8DI F?FDD;\?J3P.37W) M\(/A!X4^#?#?AJ#?(^&OKZ10)+J3'WF] .R] /?)/\Y7E>?>?,.??VCF+
M=/!4W9);6_DAWD_MS_\ M8K]DQ^/RGPYRKZG@@[3Q4U=M[W_FEV2^S'\@L3X/ M_[!PI\&/"J>'<&^5\-?W\B@274F/O)/O$@G\-+2S\PO%2SSYAG/%EK?YK2NO\%\NSCV^I]4MO.N:\-NRKKVW'@NI`?
*OM([5R/P= M_9D^/?Q]NUM_A-\|+]5U>(OM>_2#R[6,^C3R%8U/L6S[5Z$,M45S5I67=6 M@<4 M\>Y.U*-_Z['UC\;_/@MEXRU;SM)_9_^&MOI$)RJ:QXB87%P1_>6!"(XQE5> M7V%H (WF_MD'M7R-
\5_P!H#XW?XW?'G5!??%;XXDZ;XIEDI@@ZUM0MFPT=DYHRT/ %ETHQVB'#/HWAA/,DQZ-<2KM4]B%C8>C5]@@!/\ 8X_9N_92Y_P2@U$Z!_-(M?-3[#;5" AG?^E_:"
S>$]R)I=S)GT0JOM6GUG X;^'&[_*ZLCZOB\1_$ M=E_70_+OX(?\$X/X^(7YT\6$E-Z/9;}K])*E ZL!$%>J.$A%>_F:{-J7/FJ/2N8(S-MW7Z'_97O!/_8C*XC[K0Y]O[<+?
J'BV\7#/I]IFRL@>ZG83*^/4.F>ZU]GT5QUK\S ^'GPK^&WPET4>'?AEX%TK0K(8W0:99)"'(_BV,?F75EIFHJT\<> M0/,\LX8ID@;P-N2!GFO$_P#@I=#;^//B/^S[^S]XA@%QX=\7?%:*?
Q#!\G,5 M_!90F9;>4='C9F!*G@[1Z52_;_\ "_A;X/\ QM_9P^.'@#PY8Z5K0^,VG>%+ MBYTVU2%I]-U&*6*:!]@&] $RJG(4L<8R: /H?XS_ +1WP(_9WP9XU5RTRUU;XX?%C0 M_#$-
Z[)9#5KY8WN2N-WEI]Y\9&2H.,C.,UK_V^*/PY^,7A*W\>?"KQQI?B M'1KHD0:EI%ZD\3,.&7&-#\++J$"RK8PWMK+=W#1JX(1FD#?,=K$9P2*?^RYIVF?";_@IC\=/
M@SX(T^'3_#NL^'=$\4+I-I&$M[:^9##/)&@^5#*2'?'4]/2@#ZTHHHHH ***9 MQ$/;&@ M/\;APW90,$^/> ?^"W/]>/A37TU/Q3XRT7Q19^8#+IN@J^'K:!"F>55[5(G4X
MZ$DX[@]*^1:*_+HYKFUH\]>4I);Z*_FU\XOCN*,WQF-E7A4=--W48M\L M5T23;NE->;;ZL]]_;F_;9^*?2[<'CNW\0>-==GMM LEW:1X1MT\NTTYR""?
OC,TXMXHH4J%2;JPI*T4^6G2CYVC% M+F?5QA*;^UO<]3AKA*EQ)BJN8XNLJ<'*TFKSJ2:2=HIO1)-6YI1BMHIVLOSJ M_9K_.":OQ0^*^H17/B#0KR1<@MIUBFYE!Z>;(?
DB'^\?;%?H5\!?^"8NA>" MM,AA\4WEOI=N -^G:,H:5_\ KI.PQGV 8<\$5].Z3K/@'0+"/2M#FL+.UB&(MK>UB$:(/95 JS_PF/AC_H-0?]\4J7 6'QB3S>JZT=_91O"E=;7BFY3:?
6ZV[YW'^U(V6(]LX]JZ6LW_A,?#'_0:@_[ZH_X3'PQ_P!!J#_OJOM\ M)@\)@*"H8:G&$%M&*22^2T.#$8C$8NJZM>;E)[MMM_>S2HK-_P"$Q\,?J!# M_OJC_A,?#'_0:@_[ZKL,32HK-
_X3'PQ_T&H/^^J/^$QLPQ_P!!J#_OJE0:@_[ZH T%S?^$Q\?J!#_OJC_A,?#'_0:@_[ZH_X3'PQ_T&H/^^J/^$Q\,?J!# M0:@_[ZH T*S?^$Q\?J!#_OJC_A,?#'_0:@_[ZH_X3'PQ_P!!J#_OJ@#2HK-
_X3'PQ_T&H/ M^^J/^$Q\?J!#_OJC_A,?#'_0:@_[ZH_X3'PQ_P!!J#_OJO:@#2HK-_P"$Q\,?J!#_OJC_ A,?#'_0:@_[ZH_X3'PQ_P!!J#_OJ@#2HK-_P"$Q\,?
M]!J#_OJ@#2J#4_#J4],TW6X+NTUG3X+NTNX6[RJBTBO$6C3_9JRJ@5B]L;V'7+N2J-+^*:OF"#*@I^H@EH$AA%T5 M+^4NJXX2CHVIJB:>9QBAC%C6MR):9,NE\$Z%YW
M>Y(A&2[:1.W/V>0G),9Y\MSSCY6)8!GYO]B']M/QM^S/XK32/[5,FA7DH$]I M'7ZG;U-O+C@2I^ M<888Y5>K$X7#9]@'@Z[<9+6,XNTHR6THO^9?=)733BVGRT:];*6L312<7I*
M+UC)/>+79_>G9IHI,_7+X/?&OP3\:O#PUKPM>A9XU'VW3Y6'FVS'U'=3V8<' MV((7U^.?[(W]3OB?X>^(;+11XBEL[N!@FD7^_@C_GWDSPRGH >.WI7Z9? ? M]K#P=\5=.33?
$2T<9EO]K95>=#[<=YTI=8R[Q[2[;]SUJB MLW_A,?#'_0:@_P"^J/\ A,?#'_0:@_[ZK[8^9-*BLW_A,?#'_0:@_P"^J/\ MA,?#'_0:@_[ZH XC]I+]DCX"?M8^%?
A%_C5X$M]0,2,MAJL/[J]L2?XH9A M\R\]E3E&(&Y6K\K/VS_^"-GQZ_9T^U^OA$)_'?A&+=(\EE;?\3*QCZ_OH%%S MYB@=9(L]"65!7[%?\)CX8_Z#4'_?
5'_"8^&/^@U!_P!]5Y>891@\VZ@]K^NMTNZYH-+A:UV@0(W&SQ=?.^6%2?9W#1!W!R5B?B!>39LZ0O^_&>A&>_NZE<7.9^T)LZX52%'#YT9^E=/:@1K
|%W/VN_&\L47PMTK0?!%ND*"1K:R M6_GDEV_.V^Y4H%)Y"B/('!9NM=I_P7G^&WP0\+ZQX'\?_#OP1IMEK_B6YU(^ M(-4TV,Q?:A"MN4,J+A&"?$EO#\?=.TWQI MHC2&3(/W%%-?
G'7T]_P $U/V"O"[:WB;7[WXB?$N ZB?Y5H^NC (H;E!]AR]AJ)[,W3D+ 1X+\^%,3IT?S+P*"2R]S'.UM(!"(8-7W<&#;^(7[N7D-#8G9ACG%/&;%<%Q@@%6@4C/
C=^TQ\25NM8O_$/C;Q5J MTFR)6\V]NYSR0B*,G:.<*HPHZ "OM3]Y1&[HR?CR?-%;Y'_71NH*J:_0S]GSX_'P!@U=:PN2YM/#^O$1*F6/,L<*_3'|^VWMO\IS|E_
MC"W>H8,MY=X[RSOEWYYYVYVC/ '2O1?\ A,?#'_0:@_[ZKW\%PU2@_:8J7/+M MT^_=_@?79;P3AZ9=W>.\T[YDDYYP3M&> .E>A5F_\)CX8_P"@U!_WU1_PF/AC_H-0 M?]][5]-
"G"E!1@K)=$?;4J5*A34*<5&*V25D:5%9O_"8^&/\ H-0?]]%]5X?^U% M^UM:>&+6;P!\+=3675)5*7VIPGBS!ZHA[R>_\/\ O?=\7B+B/*^%M%LECL=*T M5LOM2?
2,5U;^Y+5V2N>SDV38[/<='"X6-V]WTBNK;Z)?CLM27]JO]JR/P3'/ M\./AO?J^L,I34-0B;(L0>J*?^>OO_!_O=/F[X8?##Q?\9/%Z>&_#<#22R-YE MY>39*6Z9^:1V_P DG@5!\/? .O\
Q0\51Z#I,&>_V MEF3=/!4W9);6_DAW;^W/_@)?L&/S#*?#K*OJ6"M/$S5VWW_FEV2^S'_@MZ/P MB^$7A3X-^%(_#7AFWW.V'OKZ11YEU)C[S>@]%Z ?B3U59O\ PF/AC_H-0?\ M?5'_
F/AC_H-0?]]5_3."P6$ROQ_"*HO0PV&@H4X*T8K9+^^OOW9^(XG$XC'5W6Q4 MRG>N?E4Q;Y
M:^-O,M)(K,&-@-Q.+^M&8A&>!D=0,Q([9 LQUHZFK5EK*_:I9S++@#Q'!9KK0*94+/](_EZV$2JV:A1E3ND5&8R5U7G!O'[*E^KIU&'VK%IA7VJFSE92)Q1U4$K7
<8*\G8]BJMJ^LZ1X?T MV;6=?)U"VL;.W3?<7=Y+.L442^K,Q 4#N6-SE)^ /PWMM%@. M535_$#"YN2.S+"A$<;>S&45\C?%3X]?&KX[ZL-1^*OO'U?7I3)F&"ZN#Y,3Z3'
M_GG"N(X_HJBO0I996GK-V.*IF9=I7-?A@F/X5V9$RTY1$'IE?KNS7C'#WG#7CGV7TWL5IGK#1H_-KV=8CQO7/1?GGX%N(Y)8'T[/6$[^S7Z'KX&R2"+QRV-TS;(9<6\H%S%4N]+W>J$"?
?!?]@+]IXT2175OX6B\/:;)@G5/$\IM4QZK'@RN".A" M$$'UK[!)+F?P;Y.J_&CXBW/BZ7@F7$^D
M^IKZ8^"_'3]?Q!<9E.E!&-Z6_/BW%WIX[&6MP#@LOV&NQ@JM_H:47FRY1N@&%&Q*UZ^$<9C7NOOXVI_5J:I
M!_WU1_PF/AC_H-0?]]5RUR*"'@G=M2-QX@U/G0\<*7AX($1)=#<:UOUR2IYN0EV2)3YT*DC@T!0?#1Y1YT/#L'+T2Y09*F-JIEGN=P(L<9/,U97*VFTZ#ENYI8JL)9UNF2+6Z+1X"*R1T_/T)V
&E16; ,)CX8_Z#4'_?5Z'_"8^&/^@U!_P!]5N9 PHEA%HEH<@J(2)RQ2N\6Q3.=M&E16;_C_DPJ@8Z2%7TTV5+0.QO)AGS1[1!N'Y.@&UJ.J%HN/B/5(>;[&(04Y,*%S(M
M9O\ PF/AC_H-0?\ ?5'_"8^&/^@U!_P!]4 :5%9O\ PF/AC_H-0?\ ?5'_"8^&/^@U!_P!]4 :P$;I'XD 4W3Y&A)[9V">U6D3X\N=,ZR4?2G&KPR6ED
[B#STK[;HH ^=?\ !5#]J3QO^Q!_P3_^)7[67PTT71]3UGPC-I*6=AK\,LEI*MVC M%LYYJBE?X/>9O#AKN6]G,V,/N'U(;O)N$B2U2_W.K$OA^S5.C!V-E[R3-Q[
M,U,P1H8)1#!V4N>8S43>EQ;Q%I4G2$T5C6P/9CR3E:1Z?Q>HK[D%(;4P[Z+-3JK&BE-"ZA3BE.V+&HD(+"K7>%$Z39)W.>T6=TQ(R=Y;S0LO+RDDW)4$OJM3EHA.ZYK-0GCG3YE(GAKP5&GT$I6R
NNI6BN]N2,$Q2)O"W[-VBF\BD$D3ZI<7.H)&X.0RQW4LB*0>00 M..U?"1X2QL%&+K1EI][.-WUM&\K>G,?F^.X#]2QLGA*B5)O12;RLKWUM?2]E][EV783*L)'#X=.RM>
[NW*RYGLMWLNBLKNUW#_9VG_P#/ MC#_WZ%'?]G:?_ ,^,/_ ?H5-17I'<0_P!G:?\ |^,/_/ ?H4?V=I_P#/C#_WZ%344 0_P!G:?\ |^,/_/ ?H4?V=I
M_P#SXP_]^A1_9Q$ $/?]G:?_ ,^,/_ ?H5-17I'<0_P!G:?\ |^,/_/ ?H4?V=I_P#SXP_]^A1_9Q$ $/?]G:? M\,^,/_ ?H5-17I'<0_P!G:?\ |^,/_/ ?H4?V=I_P#SXP_]^A1_9Q$ $/?]G:?_ ,^,/_ ?H4?
V=I_P#SXP_]^A1_9Q$ $/?]G:?_ ,^,/_ ?H4?V=I_P#SXP_]^A1_9Q$ $/?]G:?_ ,^,/_ ?H4?V=I_P#SXP_]^A4 M% $/?]G:?_ ,^,/_ ?H5"0JTX7D'<. M?,7'7J0,]0:3;]JW]EWP'^U3\/?M-7[GAGS #/<_6.B9B+]AJ4BQ,WK^)_@9Q6F1E![BF@%^00Y59$XS2(QA/^\U!UQ:W#G#^R2%6;LT5FZ8\+NG%K%1<@"QTP)KI5KIYTW@:=@YH1UCN^XU
I+$QVR+G,<\3\;D8896_M X(('G<6*9;X@9&\'B?=K0UIS6\)=UWB]I+KY-)KJX?S['<'YJL31]ZE+2< M>DH]O5?9?Z-I_JA^S=^UOHGB3[/X&^+2VMOJ!Q'9ZP\2K'KVB#
[3&.!,O3S5'\QV/L1 M7UG^S=^V#J/@;[/X)^)MQ+>:,,1VNH'+S60Z 'N\8]/O*.F0 M?BO#/B%F?#]# M..RX=XM]VI!\L:K[=.=]8M;5.WQ=6OT[.N$,#GF 6<\/>]":NZ;_'E71<#]_M
;!Z(^M?[.T__GQA_P"^1_P/.^0]U"DT<!Z5T 6V(&;OU 14(X(*)J(C%>^RY0HG(R8+1P%C1S26X5)F:PQU\Q/MAMVK6WEO>OCY;&RX.(KUR6:([J]7)5XH:QJKSZS(1O&S&I_P#SXP_]^A1_9Q$ $/?]G:? M
//C#_WZ%3450CY=_P""P.!]SXH5SXT!(!)'XB:H>IZ'J5QHVM:=/9WEI(,%SH!J%G.[NSO"F+W1$0N/T$.UOH$OE8ERI)?!?9(X,#9+EN8-KJ(5+#M
M((/((K^EJ^/OB7_P1P^#OB'6]=UGX87FK:;-X@U%1)9IM%L-O2.Z'8D]<*$$ITXT_@/N^-W1<?AY&WY.GVNHRVQ(18U/PD@4)U/V2;V2$;Q%+'>)'DT^(J6(!%E_D[Q@6N8N5[T^*1 M8@)
M6]2M]&T;3I[N]NY!%:V=E;M+-,YZ*B(#(2C^)6E@$;EFW_6TS!F6CA1;
*534V5[F[C4C!"SW#/(H(Z@,,]Z]4HR?(O[/J>VJR3ELK;(.'> M%?[(K/$5YJ4[65ME???5OILB'^SM/_Y\8?\ OT*/[.T__GQA_P"^1_P/.^0]U"DT@:G#&#-15G2M/Z(<H!C!2?6V8>3C@%N2-6FKMHFL>%0G65$$2FY4QQ]YHE#YY]L4^SM/_Y\8?\
OT*FKY] :L_:N3PDMQ]-?AIJ ;56!CU+ M4X6R+,=XT/\ SU3J3!"^H->]]B>?6KS$!E>BR(S@[P0>?]4D@GT@OFA#%?@(43>:5>\[@?%Z^T2>7R[4]Z,1<?0 M?1>S]WNW>8^GA8S>?@R?
^&X"Q)WWM[*"8[://+N?Y#J37W+\)_A/X4^#WA2/POX6M M?1KR\D |VZDQR[G^0Z <"OYZRC*,^\[7\]_M/,VZ>"INR2VM_)#NW]N?_$O MU_,7\L?^"W"*_@YX+^$GA6+PSX>TY)&X:
[MO9HP9;F3'+L?Y+T_$GI?[.T_P#YC;?_!0J:GZ/<O\ .F4I[I,$PUB7-+Z5:P'8N*Z>_?4@VK[7J_@?Q@I4=J_J@F^>20KV*.9K$Y4H@EF
6K%R:TMIJ MMSDK8NG3DEUOKZ'["?V=I_P#/C#_WZ%'?]G:?_ ,^,/_ ?H5-17I'<0_P!G:?\ |^,/_/ ?H4?V=I_P#/C#_WZ%344 0_P!G:?\ |^,/_/ ?H4?V=I
M%+&89_:_,^W?[.T__GQA_P"^1_P/.^0]U"DT<!Z5T 6V(&;OU 14(X(*)J(C%>^RY0HG(R8+1P%C1S26X5)F:PQU\Q/MAMVK6WEO>OCY;&RX.(KUR6:([J]7)5XH:QJKSZS(1O&S&I_P#SXP_]^A1_9Q$ $/?]G:?_
(;XA_|&,'^%'_#7\X5?]$-0?&'^$>^>*^ 7&#/K<#"/2.5:<Y<LFS-W^/RW;M*?PD<.V7)0*!Y<G0\^ M/E5$;D=+K<9>1#,1-%+(S.DN-?(7YZA$X/)*LDOJ+VK>!,/D2(-?9NOF8_
[.T__GQA_P"^1_P/.^0]U"DT<!Z5T 6V(&;OU 14(X(*)J(C%>^RY0HG(R8+1P%C1S26X5)F:PQU\Q/MAMVK6WEO>OCY;&RX.(KUR6:([J]7)5XH:QJKSZS(1O&S&I_P#SXP_]^A1_9Q$ $/?]G:? M *

(;XA_|&,'^%'_#\7X5?]$-|0_^#&#_H^HXK^7|@^MX;^8^W?[.T__GQA M_P"_0H_L[3_^?&'_+]"OB+_(?B_"K_*(;XA_|&,'^%'_#\7X5?]$-|0_^ M#&#_H^HXK^7|@^MX;^8^W?
[.T__GQA_P"_0H_L[3_^?&'_+]"OB+_(?B M_"K_*(;XA_|&,'^%'_#\7X5?]$-|0_^#&#_H^HXK^7|@^MX;^8^W?[.T_M_GQA_P"_0H_L[3_^?&'_+]"OB+_(?B_"K_*
(;XA_|&,'^%9^J_P#!<[PE M#.%T3]G74;B+;\SW7B..%@WIA8'R/?/X4?4<6_L_D'US#?S?F?8'Q8^*WP]^ M#?\ PCO_F$<,7_DWB:UT/3\(H_TB?=M)_P!D;>3VR*ZW^SM/_P"?&'_O
MT*_(+]MW]OS7_P!K_5/#-QIW@R3PM:>&C+-;VT>K_:6DN79#YV\11X*A%"C! MQECGFMKXN_| !6S]K#XDZ_1_9M9QCT?7R,?K])2?;H?IU\4?B[\$_@H7]M?
%;QMH>A0%2T0OYT62; M':./[\A]E!-?)'QO_P""SGPC\/>=I/P&^&,WB&X&535=9C^R6@/9EC ,L@]F M\HU^?VEZ-\5/C=XQ:'2=.U[Q9KUZVZ3RHYKVZF/]YC\S'ZGI7TY\$/\ @CA^
MT1X_\G5/BO]^G^"[!|\%H)F%Y>E>O$4;;%X_O2 CNM;+!X3#]]:5_Z[;F+Q6) MKNU*-OZ^X\C^-O[=_P"TW\>&EM?%7Q"DT_39<@Z-X?C^Q6VT_P +!/GE7VD9 MZYSX-
_LO?'[X_P!TL/PG^%VJ:K"7VOJ A\JTC/<-/(5C!]MV>.E?J#\$/^"7 MG[)GP9\G4+OP8WBO5(L'[?XH9;A0W^S (0,],JS#^]7T+:6EK86T=E8VT<, M,2!(H8D"JBC@ < >U*>8TJ:Y:,?T"
U*CO5D?GO\$/^")&H3^3JW[0OQ22 M!>&?1O"Z;W^C7$JX4]B%C;V:OL#X,?L=_LV? *&,_#7X3Z9;7B#!U6[B^TWC M'N?.EW.N?12%]J],HKSZN*KUOBD=M/#T:7PHA_L[3_|
GQA_[]"C^SM/_P"? M&'_OT*FHKG-R'^SM/_Y\8?\ OT*/[.T__GQA_P"_0J:B@"'^SM/_ .?&'_OT M*/[.T_| Y\8?^_0J:B@"'^SM/_Y\8?\ OT*/[.T__GQA_P"_0J:B@"'^SM/_ M .?&'_OT*/[.T_|
Y\8?^_0J:B@"'^SM/_Y\8?\ OT*/[.T__GQA_P"_0J:B M@"'^SM/_ .?&'_OT*/[.T_| Y\8?^_0J:B@"'^SM/_Y\8?\ OT*/[.T__GQA M_P"_0J:B@"'^SM/_ .?&'_OT*/[.T_| Y\8?^_0J:B@"'^SM/_Y\8?\
OT*/ M[.T__GQA_P"_0J:B@"'^SM/_ .?&'_OT*/[.T_| Y\8?^_0J:B@ &, = M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *\(_;M_8J\,_M=?#DI9+ M!9>+](B9O#VK.N WBKISE3FI1>J)G"-2+C+8_!BX
MM?'OP1^(LVG:KIT^DZ]H5ZT5W9W4?,D^:C)^]!]/S7:2[_'W1]R_']I7Q9\$]06P M<'^W/"6X&?3KD &2) .X MSD)W4ADX(4<;\+?BSXV^#?B4:[X4O3&/>#LUTL]'^Q9EDF1\?
X#^TLIDHU^J>EWVFNC M[26C\^GZ&45Q'P4^//@SXVZ']LT.?[/J$* W^E3./-@/J/[Z9Z,/QP>*[>OZ M0R_,<#FV#ABL'44Z?VK?VKE\,KK?P M]!\WW?
XDXDROA;+)8W'2LEHDOBE+I&*ZM_%EN/AI\,]0#:F08]3U2%N+/L8XR/^6GJ?X.GWON_/'PG M^$_B[XS>+4\-^&X27<]SZ#J3^)"_"7X2^+?C/XM3PYX'>5?4<#:> M)FKMOO\
S2_]MC_P6SX4_"GPI\'_I%X6\+6N ,-=W<@'F7,F.7<_R'0#@5 MTM%%?TS@\'A]$_MWXN_$&PTA&0M;VLDF^YN<=HH4S))SQD# [MD5*_M&_\%HO&.O>?X=_9J\)#1+4Y4>(=;C2:
[8?WHX.8XOJYDR.RFNBCA:U M?X5IWZ&-7$4J/Q,^^/BI\:/A5\$/#K>*OBQX[T[0[(9\M[V?#S$=5CC&7E;_M &4!/M7P_P#M&_\ !:>>3S_#G[?@SRQR@\2^(8@6]-
T5L#@>H:0GWCKXDU7 M6OBY\?\ QXMQJM]KOB[Q'J4FR)6,MY M._(\0_'[7E\(Z8V&_LJT*3ZC*OH<9C@R.Y+L.A05Z4<)A<*N:M*[_KIU.!XG M$8A\M)61\J?$SXN?
%#XU>)&\4_%'QOJ6NZ@Y(26^G+B,$_-\'&_\%T_^-'_#CKXJ_P#1_\%T_^-?I)11_:.*[_((/J.&[?B?FW_PXZ^*O/_1_\%T_^-?I)11_:.*[_((/J.&[?B?FW_PXZ^*O
M_1&8SHUDLALM4U>4VD>I.I($<&X'U?\ M$W_V'?A!\5O%OB_PW^TMX0UN/Q-X/O+<2>&;RY:UA:&4/AW50LCD-&>0X4JR M\$'-?IA86%AI5C#IFEV4-M;6\2QV]O;QA$B11A551PH
& !P*@/AOP^?$2^+ MO[&MO[46R:T&H"$"8P%PYB+=2NY0<'@'..I]ZF8U:D9):=K;HF&!IP:>_>VV[L[4D ME9!1112&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7P MS_P5&_X)^?\ ";VE[^TK\%-#SK-O&9?%6C6L?-_&HYNHU'690/G4??4;A\P.
M_P"YJ*UHUIT*BE$SJTH5HU^U:I;>?'(GR17IZ- M'*O_"RF4@J2?X@0WJ/F"_@J+_P3_X0"]O/VDO@KHF-"NI3)XGT>UCXTZ5C MSY\<_";QGYL+7FC:UID^""-CQMZ$'AE([X-?77
M[.G[5N@?%N&+POXI,.G>(E7 BSB*]P/O1YZ-ZH>>XR,XUOBG\&_AG^TUX+L_ M$FEZC;M-J6(X?\ $G >RJI4L5%:=UYK^:'=;KRW?Z(T5\U_LW?MF)=_9_OQBOP
MDO$=EKTAPK]@LY['_IT/\6.6/TFK*ZAT8$$9!!X(K^@N&>*W8Q1D?\ +3L6_AZ#YONUQ+Q+E?"N5RQN-E9+1)?% M*72,5W_!+5Z$Y)DF.S['1PV%C=]7TBN[_K79#OVK?
VKU\.K<_#/X9:B#J!!C MU3586XM>QBC(_P"6G8M_#T'S?=^?OA'\(_%OQG\6)X<\|.0D*""O[^528[:,G MEF/"?#L)6-2'O[^528[:,G[S'N3SA>I/L"1]R
M_"_X7>%/A)X5A\|*>%+/9&GS7%PX'F7,F.9'/9Y5X>97]0P"4L3)7;>_| BE_[;'_AVGPM M^%GA3X1>%8O"OA2TVHOS7-RX'F7,F.7<]SZ#H!P*Z2BBOZ9PFPFPV PT,/AX*
M$(*R2T22['XCB,17Q=>5:M)RE)W;>[84445T&(4444 %%>3?M"_MM?LZ?LS6 M\D'Q%\=12:J]9C\/:5BXOGXR,Q@XB![-(44]C7P5^T=_P5]^.WQ1_P_\';1 M/!&COE?M-
O()M1E7U,Q&(<]<1@,/[YKJH8.O7U2LN[.>KBJ-'=Z]C]"/CS^U MC\|!/V;-.-W\5_B!:6=TT>^WTBW/G7L_IMA3+8/3FOE1JUZ$GU&5?4#F.#([.PZAQ7ROX'^'/QA_:"\|:2:7X(\ M-
:SXIUN[D\RZDB5YY"6/,DTK'"C/5W8#U-?:O[.7_!%BZF\CQ'^TYXS\E>'_ M .$:\/2@M_NRW)&!Z%8P?:05Z"P^#P:O5=W_%T_S.%U\5BG:FK+^NI\3:;I M/Q<^/WCQH--L]=\7>(]2?=
(5$MY=3'NS,+!H5J<,?#^BR)->,/[LDW,<7_$2?537WS*?@K*/@?X>'A;X3^ M].T.SP/,6R@P\Q'1I)#EY6_VG)/O745A6S*I+2FK+\3:E@(1UJ.[.(^"O[. M/P4_9ZT7^Q^Q/A%\/K#2%=
MQ=I'ON;G'_#TF?+OSS@G [5V]%%>;*4I.[=V M=ZBHJR04444AA1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 17UC9:G93:;J5I%<6]Q$T5Q;SQATE1AAE93P002"#P0:_*'_@ MH_| L$WO[,_BMOB7\-
]/EF\":Q?+<_P"X>0"_ZQUF M>,_!OA?XA>%;_P $>--%@U'2M4MFM[ZRN5RDL;#D>H/<$8((!!! -=.&Q,L- M4NMNJ,,10C7A9[]#\R/^"9O[?
|GP&UR'X(_%S5V/@O4[G&GWT[Y&BW#GKD](M')^8=$8[^ 7S^E7Q!^'/@OXM^%V\/>+-/2ZM95WV\|;#?"Q'$D;]C^A'!!!Q M7Y%?MT_L6^*/V1/B.,: 3WWA+5I7?
P[J]KDXZFWE(&!*@^@=<,,?,J_17_!+ M3_@H)]B:P_9?^-FM_N6*P>#M:NI/]6>BV,C'L>D3'I]SIL WS7+<)F>$ES04
MX35I1:NFNMU^9AEV.Q&!Q$4I.,HOW6G9I^IL_'?]G7QA\$=5\R[5KW1IY,66 MJQ1X4^B2#^!_;H>Q/.(/"?[3/QR\$:%#X:\-^/IH;*W&((9K."?RQ_=#2HS! M1V&<#M7U9^V-_P
FX^(O^W/_-+(*^&*_B7Q RF7A]Q5[+):]2E&I34_=E*+ MBG*2<.9--QO&ZOKT=VKO^G^$\6?&GQ6G MA[P[$4B0A]0U"128[6,G[S>K'G"]2?0 DQ?%&/PW!N2RKY?
0A"=22BN6*BDVI/F:25[).R[^1V7PP^&'A3X2^% M8?"?A.SV1)\T\[@&2XDQS(Y[D_D!@#@5T5%%?V-A,)AL#AH8?#P4(05DDK)) M=$?SC7KUL56E6K2(OVBO$S>)K]<
M,=$TQW@L(V]&?B6;_P ACL5-=_LL%@M9N\OZZ?YG'[3%XOX=%_74^!?A-\|"_ MC5^T1XF?1_A;X'U/7[QY-UW"/#5A MI&FVRXM['3;5(8H_HJ #\>]:5-RX$EO*/N31-@[9%/ M(/U!!!
(/XU_M3?LQ^/OV4/BK:?M5?LP>_VK?A9<_#SQC$(+J/,VB:Q'&&ET^YQ@.O\ >4]'3.&7 MT(5AVX/%O#SL_A?]7.3%895XW6Z/D7]EG]M#Q%^U)^S]J7[*GC:X%YX]CM[9 M?
#MW*>)V1GD8+]HCC1B#?%45QI'B#0;Q)K6\M9&7=M;=%,,QAF6)J5(M04+0<4K)RDGK"3WD^MMM#ZOA3C[->','+ T80:8?\,=?M'?]$Z_\]G_P#'J^K?V:_!WB3P!\%-%\(^+M.^
MR:A:?:?M%OYR2;-US*Z_A*G*LIX/>NTT^_LM5L(-4TVY2:WN85E@FC.5D1@ M"K]P00:-1U'3](L9M4U:_AM;:WC,D]Q<2A(XT')9F; 'J:\SA+PTR+@W,I MXW!5*LIR@X-3<6K-
QE]F$7>\5U[Z'H<0<;9KQ)@HX;$P@HJ2E[JDG=)KK)Z: MOH34V::*WB:XN)52-%+.[M@*!R22>@KY._:-P P"'NWP!^$YN/#_PGA?QQK,>
M5\VRE\K3HF_VIR#YO8_NU93TWBO@C]HC]N7]H[]IB66T\?>.)+;1W;*>='S M;V2CL&0$M+CUD9R.V*_4*&7UZNKT7G_D?!U<;1IZ+5GZ'?M&_P#!5?\ 9O\ M@AY^A^#K\^-
M=BROV/1)U^R1/Z276"G_'[$A!X(%?_[1O_41_:6_:0_M2-;\6G0]!FRO_"/^'RT$+IZ2ODR39&,AFVYY"BJ'[.O[!G[2/[2[PZAX+\%O M8:)*1GQ%K>ZWM-
OJA(+3?]LU;GJ17WQ^SE_P23_9Y^#_)&O_$M6\QBYP?WK#YR.ZQAF'I7WI^SE_P1X^"GPW\CQ#\ M;M4?QGJR8;[#M:#3HFZXV [YL'NY"D=4KZ_L[*STTBL-/M(H((8PD,,,85(MU
P%4#@ #L*DKCKYA7JZ1T7]=3JI8*E3U>K*NB:'HOAK2H-!\.:/:Z?8VL82 MVL[*W6**%1T544 */8"K5%%<&YV!1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%
M%% 'S5_P4X^ 'P>^+'P.E\8>/=7CT'6-!4G1?$K6$TT<1;G[/">-HYH9D#)(A&"K \$$'!!K\C?^"DWP-^%WPV_:N7X;_L M^^%[I)K_$^WGO=#L5,J17L[N1#;QJ"P!3RV"#(!DPH P!
[&6U]'2?]>7CZ. MJJ(]3^%?_!7R#X1?LN>&OAO8_#^YUOQEHVGFP:ZU"81V,<,;%;=R5)DE(B"* M4^3E2=U?,OQ]_:_:_:5OFF^*GC^YN+(2;X-%LSY%C#Z8A7AB.S/N;_&JD M_9C_
&8/$'[1WQTA^!D_B&#PS?&*:2Y?5K20RIY0R\.Q<%I0,G:Q085LD8P? MT_9Q_X)O?LT?L[>1K-KX8_X2/7X<-_;GB%%F:-QWABQY<6#T(!# MP.?V:OA=XW^*6@?
&Y]'_L_Q;X=O%EM==T\".:>':4>WFXQ M+&T;,GS?,H;Y2.0>_HHIN4I))O8%%)MKJ%%%%2,**** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@
HHHH RO&OCCP9\-O"]YXV^(/BK3]$T?3X_,O=3U6\2""!2 M0!R:XKX-?MC?LM_M":W-X9^"_P =O#GB'4[>,R2:=8Z@OVCRQU=8VPS*.,LH
M(&1D\BO&/^"NNC7J?"#P)\2;5M+U0>#?B=I>J_| ""ZM*P7Q:Z[T33H457,U MPQ;*1[6! ^"'@T?##6_A3XM\$:E<:YJQ\?:>FG: MA=P+"T8TNPPQ-XDIRS%2$$:[@"$K?
QY*O'&E^(=&NB1!J M6D7J3Q,PX9=RDX8'@J<$'J!7S-\%="T+XR_\%5/CQXE\?:+ZI)\-_#GAC0_M"RZA LJV,-[:RW=PT:N"$9I WS#G:Q&<$BG_ ++FG:9\)O\ @IC\=/@SX(T^
M'3_#NL^'=$\4+I-I&$M[:^9##/)&@^5#*2'?'4J/2@#ZTHHHH ***9+_AYH?P]^(%GXJUWQ;X]AM;2Z_T8,18 M6<4,\KR>*-
/*2P'4],U.P1H8)1#,Z":)X&QE6R&SG&!NVOV,_A5\7M:^/'Q M-_;+^^.7P_D\(ZAX[&GZ;X:\)W5W'-=:=I5G$5#W#1$J])G(*Y(#^YMI(K?S+DKR?E4J^.3P.IKYTL9?^&V_P!OZ2_' M^D?
#?]GN[,5OWAU7QA(OS-Z,+.,X]4E;(R&KH?\ @HWJ%]\0?#?#@O]C7PW=R M1ZC\8?%,>G:F\#$$20:#:XNM3F!'_$R18N>OGXS0!N_LJ_%[XY>)/V08?VB/
MBQX=U+Q!KGB);K7]'*:-9VT5Q!IL|I>QL8LF)786_EMOD;<2YRQP*QOV)/V MN?BW^TM\8?B_X/\ B=\+6\&P>!]3TFWTC0+TJ]_;I<6TDCFYD1VC9FV*X"<*
M'VY;&X_0^G:=8:1I\&DZ7:1V]M:PK#;01*%2.-0%55Z >U?+_P"QC_R? MM^U9_P!C#X8_]-;T 7_VR_CM^U#X5_:2^%'[.?[,VK^$=.O/"UCKD]W?^+=+
MK=)I;^&_$4FGROQQW>Q9"S0XDPPAVC# $;QSV\>_9O3QM^SE_P42UC]CGP]\9 MO%'C7P/>_#!?$ZVGBW5VU&Z\.WHO1 (5N&^81.AW"-N?G4]BS 'J7[6OQE^(
MGAKQ_P#"WX!?!?7$L/$_C_Q>#>WAM(IS9Z%9)]HU&8+*K(&*>7$I8=9>.0*= M\;/#_P"WYXN^)$^G_GXC?#WP?X/M[2(V^H:QH5QJ6IW=R03(#&)$B2(' !^ M\3GMBN5_9J'_O_
/;2^*7[4-Q^^T?PAM^'?ES]T_9V$^J3]J.AW7+)$''5 M82,]AUG[5'[72?!S4+'X-?!_PN?&Q8\2Q'_(1GP=:/\L"=#?7S@XMK1#R6 M8@OC:O\ $R@&3^Q'^TI\7OBMXL^)/P#_&@]
(T1/&OPLUJTL]3U;PR)%L=3M M[J%Y;>=$D):-RJ-O7. 2.G0^-EA^W"\-OV:D_9]U3PSX8\4:QK=K= M^(_$OD,=82SM))5>R6"9O+3./%? M_"1^/?&NKOK7CWQ*(]JWE__"SB7 V01
E(UP.,G"[MH_;#_Y2&?LH?\ M85\7_P#IICH ^IJ*** "BBB@ HHHH **** .7^/Q!\0?#'P/XL\,?"O7?&& M=Y%*B1:%X=, N9=QQNS/)&@5>I.[..@->6?\$_VG?B7^U9\+O%?COXJ>$;;
M0=0TGXC:KHL&BV_+V,%OY6V&5\D22H796=I8:?['_[,EG^RG\,-1@\4^+SKWBO MQ)JL^O>/_%ER!'_:&HR_-*X!P(X4 VHO !. 6- &?\ $SXR_$35?VUO /[- M7PNUQ+2RM="O?
%/Q(E%I%*QTX'[-96JLZMY9EN2S$KM?9"<'!-9_Q+\+?\%) M?%WQ UJ?X8_%?X9>#_"]K<;/#D%YX>M>G M?M$_'1/VH/ L?@J[^+OC7PQ;0WCM+>^ /$QT^>8A7B>&5U5A)&"3F-
@1N49 MZ4 O#Z?#6XU^WMO$_DOJ5Y M,M]# LH-O*\<<6&D79EF++G(&!2_\$L?&E]=?#+QS\#S;Z3<:=*_B-J/A?1 M]>T32XK.'5;>(JXF>.$"/S\N3(R !BP;DDDQ:I_RFCTK_LVR?
T^B@#ZAOKZ MSTRRFU+4;J."WMXFEGGE<*L:*,LQ)Z $DU\Z?LY%[]JOXZ_LL^)?CWX*ET M2YUKQ9XDO+GX5Z3XGM3;V6GZ*+E8+8W)@599,QI+<%LEF#J!CI5W_@I'XP\0
M+\"K3X ^;YH?$_Q?UZW\'Z3)'RUO!'I]/O--6YDV+-:R-*PFVGJKC)&!@9+K M]$_M$$?&'QM\&/!B^(O /P&\1?$"_ED=$TOP_-;Q>3A"PDF>>1=D>1MRH=@3] MTUX#H6C>,/\
@IA\4_#OQ9\3Z%>:'\"/!6LIJWA#2]1@:*[\;:E%GR=0EC;! MBL4R3&CLG_H)H \C_X)]_'WQK^U#^R#X.^_P 1 M+:QAUC7XKU[R+386C@7RKZX@0*K,Q'R1+G).3D^U>RU\Q_\ !&S_
)1K?#+_M *]=2_\ 3I>5].4 %%%% !1110 5!J=W+I^FW%_#8S73P0/(EM;X\R8@$A%W M$#<<8&2!D]14]% 'S%^SS^VE\9_C/^VYK_P!\;? R^\!Z'I7P[CUJRT[Q"8G
MU.YF:]6'SV:"5XTB*LRB,%CF,L6YVCU']HZT_:UU6'1M$_98UCP7I#7$LQ\0 MZWXOM+BY-I$ GE"VAA91)(S%L[SM 7U(KR7PU_RF7\3?]F^67_IW->S_+1O M[2GPO_9?
\!'QS\2=1F9[B<6NB:)IT/G7^LWC<1VMK"/FEE8D# X&!95COKJ4 MS,C@J5BA6:4[@5^09X- M9#X1T8OY@MR_22ZD8[I7'0EE7)45U'_T3_P %*"W^N\.? 3PS@?W"\1ZL
MG/L_DV2_5'G[=P#N/CKHG[;&J7V@^%_VWA9(OF&]GW8 R OI7#?LT?M _M+Z;^UIX@_8O_:_>._#=EX_*:O\/G\5:GI,FHZ M(?$OE7.OV-U%=?9UBNKY$5[F!E)*"7+(7 4X)W '4_MA?
MO M?&SX&_%KP1\-/!?[/NJ0:/K_,3-#\/W_CW7/(;3KB&[=?,BM4CF\TR[2X#N MJA3$W#<9^I*^6?\ @JC_,BY\#?^SD_"?_H=Q7T!\:/BGX<^!_PE\2?&#Q;) MMT[PUHMQJ-
TN[!D$4981K_M,0% [E@* /-OA[\9?B)\5?VWO&_@/PUKBQ^ / MAQX_M_ \7AV\FAGMXE9_)DO&F#+*47!*C9N_B"\UW?_3R^%?B M/X;?LS:;K_Q!C_XJ_P
=WUQXN\8R,N&.H:@_GE"#T,<9BBQV\JN ^/WQ>\;_ M +;GB+6?V./V2=7,&@(S6'Q7^*D*[[32[=AB;3+%ONW%[(A*L02L2L@>!?CY\9_VF?V+/#WQW_9I\-
^'K#Q;XITZVEM++Q=+,]A8N9Q%=%S#B214" MRE,8+87(&2*\P_R98LR.L\0V,6##<0H SD?0]HGP6_9#^ UK8WFJV7AGP5X*T6.W6YO
MI\);V\2A5W,>7=CCU9W;@%FY\#^"@_X@_M_?&OPU^U%\5O#-YX<^%7@B_\ M[1^%GA'4HC'>ZY? 8CUJ\3_EE&HY@B/S<[SA3^\ /K2BBB@ HHHH **** "O
M!OV]/VJOBI^RY\)=8\6?"[]G_6O%=U;>'[N]_MR*2!=,TZK_P"DST =S\"/&FL?$CX'^#/B)XA6 M%;_7O"FG:C?+;(5C$T]M'*^T$DA=S' R<#O7S]XZC_X*R:#X0UKXO'XE_!^S
M;2+6>_M_\7AV\FAGMXE9_)DO&F#+*47!*C9N_B"\U[7^R3_,FJ?#+_ +)[MHO\ Z0PUXA\?OB]XW_;<\1:S^QQ^R3JY@T!&:P^*_P 5(5WVFEV[#$VF6+?= MN+V1"58@E8E8Y.XY0
]O_93^/%K^TY^SKX1^/-KH;:9_PDNDKTF_[/,& M9)$#8&Y0Z-AL#(P<#.*XCX!?&GXK_&_XQ_&/Q%H.J03>"?".JKX8\%Z:UM&J MWFJVL)_N'EV[RGGND*X;9B-CC.:O_'7Q7X1_8-
8FU*Y^&NC""W\(>&H]+\ M'Z8!YCSWK[;:SBQUD9IWC+'DG+,>];?[(WP3M?V8?V8"WPLU2]3[7I&D_:/ M$5_+*")K^4M/>3LYZ@S/(=Q/W<<\4 >%?&#Q/_P56^!OP?
US]I#QA\5/@]=1 M^&M,EU75_]GX^67Q\U?5OV9M#_ &A_ M#/P>\0:[=:YXA?$'X:>)/VAM2^-GB?2YO!OAF34[/PS?:E'<^%[R:S62=!=Z;.C13&1L(6X M;[A&2H!]G_97^*.L?
&W]FSP+\7?$&@Q:7?>(_"MEJ%U8P(5BB>2%6/E@\B,Y MRH.?E(Y/6@#SS_@GW^U-\4?VJ= ^(VM_%;P+#X9O/"_Q,OM L]!7YIK*""&W M;RIW#%%9)E>1PS+A>.!QD]?\
MH_'>_9P_9I\4?%#0H?/UR*S6R\+V80.USJ MMRZP6D80_?\ WTB$K_=5J\K_ ."97_(Q_M'_/9R?B+_ - MJO\ QS'_T) M^WG\.?@!#^^T'X9V;>/_ !(^ M$GQ^_:E^%O[7^D_LA?
M3ZOX5\4Q^+?#-UJ_A3Q;X8TR2QE1[8_OK>YMV=U V M@E74^@^;<=GL7[1O[2GPO_9?\!'QS\2=1F9[B<6NB:)IT/G7^LWC<1VMK"/F MEE8D# X&D?M(^ ?
M^$"N/BMXP\,0QZAYLNI> ?$C:==LRI)&T#RH&W1_O"6C(P612?NUXG_P2^\0 MW6@V?Q0_9BMQIM]H7PI\=R:1H_B/3M-AM6U..13(WVD0@1R72,"LL@ +D@D9 MR2 ?5-%%%
!1110 4444 >)?MK_M(^._@=H_A#P%\%]!TS4O'WQ&\41:%X6B MUIG%G:$J7GO)Q&0[1Q(,E5()+#K@@\3X>^.'[67[.?[1G@;X,_M7^*?"7B[P M_P#$R2ZLM!\4>'-%DTV;3-
4AC\T6T\32.LD4J_*C+AMVK2"+2K7QSJ^ES3R""[O;%4MD)Z;F:-@/>F_P#!0_&O?M%_LP>!=*754MT.7^R6=NTEP^.NT*PR: .F^.G[2?QU\2_M G]D;]CW0O#TGB73=
M&BU7QMXN\5B633_#UM,<00B&$AY[F4 NJ9"A<$Y!8IZ9^S[X=_:'\,^%;W3_M -I'XCZ!XHU8ZDSZ?]J/A_16L(UM3''B-XF=OG$@D.X'D%>XKY'^''[,?PX^/ MW_!17]I3PI\<=?\
$RRK=^'K^RT'2O%5WIL&HV36!2.X<6TD;SB(X0$L50R$ M8RU=U^Q9JM>2^'IKE"TEG]HD M);RV7,BJQ^54SU+LP!Z7\3/C+\1-5_;6_LU?"[7$M+*UT*]\4_$B46D4K' M3@?
LUE:JSJWEF6Y+,2NU]D)P<$UG_$OPM_P4E\7?$#6I_AC\5_AEX/\ "]K< M;/#D%YX>M>G?M$_'1/VH/ L?@J[^+OC7 MPQ;0WCM+>^ /$QT^>8A7B>&5U5A)&"3F-@1N49Z4 >7_
+-7[<^O^+/V3_B% M\(-0^%MMH]PEW!HL@60E;\RG-RD#"1MR M; 0W!P%/">'4\2>,/\ @EW^T?\ L]Z+8Z9>6WPJU76_#^CZUH>KVEI?R M;OX3@'
C_P@_P#P2"USQG'J=N=,U#X"O#:3;QM: M2XTKR(D_WC+(B8Z[CCK0!]!^%?'WA?QA\/=-^*.DZDJZ+JFC0ZK;7DY"*+66 M(3+(QSA1L8$^E>$?LY_%[]JOXZ_LL^)?
CWX*ET2YUKQ9XDO+GX5Z3XGM3;V6 MGZ*+E8+8W)@599,QI+<%LEF#J!CI7G_Q.U#QMX2_X)C_@_9<\/W$EIXT^* M'AGP[X)M%P?,LHY[*+[?,R]=L-JDX)_A)6OJNW7X;?
L^_":WM;K4K+0/"GA' M1(H%N;V=8H+*SMXPB[F; "J![T ?+GQ?^-O[?\ ^Q5:>'OC!\?O'OP^\=># MM1\2V>D^)=)T+P]/I]YIJW,FQ9K61I6$VT]5<9(P,#)=?J;XL_%?P%\#_AUJ
MWQ5^)WB"+3-#T6U,]]=R\X'1451R[LQ"J@R69@ "37S)H6C>,/\ @IA\4_#O MQ9\3Z%>:'\"/!6LIJWA#2]1@:*[\;:E%GR=0EC;!BL4R3&C M#?VJ_%W[5V@^*+7]F*3XD?
#CP=8PW_AK1(/&>GZ9!)KI+;KRZ2Y8M.85P(EV MA59F?DT :O[!O[7_,=?VEOC9\8/!/QE^&]MX3M_!YT"X\.Z$T1%];6NHVUQ M>OS8B_P!7T:ONZ@ HHHH **** "BBB@#Y
M;_:5_;>^-?PM_:)^'7P8\,_L^ZZINA>)OB78:#J/C?Q!Y#6E]!*"6CLTBE,F M\C)$D@4+Y1&QMP(]_P#C#/\ %NW^&VJ2? FRT.X\6F)%T6/Q*\JV D,BAGG, M7S[%0LV%Y.T =:^?
O^"DW_)0?V;/^S@]'_\ 14]?2OB[Q?X6\ ^&+[QIXV\0 M6>E:3IELUQJ&HW\ZQ0V\2C)=F;@"@#Y(^+_QM_;_ /V*K3P]\8/C]X]^'WCK MP=J/B6STGQ+I.A>'I]/O--6YDV+-:R-
PFVGJKC)&!@9+K]7?$?Q[X<^%?P^ MUSXF>+[OR-*\/Z3<:CJ,W=888VD?'J<*<#N<"OES0M&\8?\ !3#XI^'?BSXG MT*\T/X$>"M935O"&EZC T5WXVU+/DZA+&V#%8IDF-
&YESEAAL+U/_!0R>?X ML7/P_8ETB9O,^*/BA)/$XB8AHO#NG%;N^)8?<,A6&$$\-YC#GI0!<^$'BO] MN#QY^Q/H'Q#T>[\+R_$SQ,]8\5?$^V\.R>%O']^FK+;6VHO)YITEI$
M$M@\8^4"-MI4JK# PP![Y^VS^TK\2OV:/A7J'B_X9_#7/&EW#H=_>/?6,MN MECI(@B#^;=F219"F"6VQJQ81.,J<$]5^RS\2?$/QC_9J]_%KQJ?[9G_)G_Q6_P"R:Z[_.F^>LS]@+_D
MQSX0?]DUT7_TBBH S/VGOC+\1-'^-7PF_9V^#>N+8ZWXQ\1R:AXBO/LD4YM? M#UC'YEYQ(K!&F9HH4S&,&7S$\Q(HXPY*KCYN"2.F>:_9)'_"^?VJ/BQ^U[=?O=,L;Q M?
'@.0\C[!8/OOIT/1DFO6;##M!CFNE_:F_:YO/ACK=I_@)X93QC\7?$-N M6T3PU$_[C3(3P=1U&0?\>]JF0>2&D.%7J6 !5_8;_:7^*GQIN/'_,)OCSH> MC6_C7X8^)AI&M7_ALR?8-
21T+PW$2R$M&64-N0GC /&=J^=_\%*O^"BOCC]F MCPQK>@?LT^%[#7_$GA6VLM0\;ZEJ$32V/AVTN;F*WMXY0KKON9WE79$&R(P\ MA& ,]K\-?V:/BU^R?

^R=XTA^#^IP>,/C+XF^V:WJNO:EY<::KKTX^_B1E1(4 M. B,0N%R0-Q%?'_[7^C?M$_!O_@F3XX^%?C#]B[4-#MM6O-.U#QI\1]4^(^F M:C=ZCJ3ZI:2/=SQ0YDD:655C"@D1JR_PH:
/U+HKF?A#XJ^(OC3P-;Z_\5/A M2_@O6999%N/#\FMP:@855R$;SX/D; M>:0R22RRR%GD=F/WF). !T %<3X7^"'CO6/VW_$O[2'Q$M[5=(TGPC:>'/AW
M;QW(D<1R.;C4+J1/^64C2B*)>^44 >/_+0O[$'P3_:3 M\7V/Q&\877B;2/$NFZ=_9]IX@\)^*+K3KE;7>TGDGRGV,N]V/*D\]<<51\%_MLD^#_P!E+X5>-
+K]E/P>]WX[UW3)G36O$NLR75WJ=^L3+;FYNIRQ\M7(.T87 M&3C)Y]NHH \Y_9(^!4/[-?[./A/X-&X$]YI.EJ=8O Q;[5]$K&:ZFW'D[YY) M&!/."*X[XL_\$X/V7?
C/\6]5^./C#1O$,/B76H8(M2O]&\77UCYR0Q)%&I6" M51@+&O;DC/6O=Z* /*_@#^QQ\&?V:]>OO$?PSD\2&YU&T%M<_P!M^++[44V! M@WRI<2NJG('S XXKE?'/_!-
;]FKXC>/O^%F^*[SQU-K,>H75[97T;0%Q@ 5[]10!E^"?".E^ ?".G>"]%N;V:TTNT2VM MY=2OY;JX=%& 9)I69Y&]68DGN:U*** "BBB@ HHHH **** .9^+?PH\-?&CP M;+X%\6:CK-
K9RSQRM-H.N7&G7 9#D 36[I(!Z@'![UYS\#O^"?\ ^SY^SKXS MC\<_"V3Q=:W27ES=RVMWXYU&YM+FXGC:.6::WEF:..1@Q.]U)W!6SD U[910 M!X'\3O\ @FM^RQ\6?BSK?QM\3Z-
XCM_$?B(P?VO>Z-XQO[$7'E0I#&"D$JK@ M)&HQCKD]2:YWXD?L'I_@#XY\$?L@W&LQ>)O'6F1:)<7WB?QG>7D5E9RRA+ MB=!HH QOAWX$\.?"[P#HGPU\(6?V?2M TJWT[3H?[
MD,,:QH#ZG:HR>YKQ+Q__,$R?V;O'?C?6O'MI]_CKPY=^)+^2]\1VWA;QU?6 M=MJ<\A)D>6(2%?F).0H45]#44 /M_P $MOV76\3KXV;4OB(=:2Q-DNKGXHZS M]J%L7WF 2_:=_E[_
)MF=N><9KZ,HH \4F^ WC?Q7^VWI'QI\70P#PC\/_\ MFG>!X7O/-GEU2\<+>7;#JNVWCCA&XY;>QKNOCY\!_AI^TO\ "O4O@Q\7M'FO M_#^K- U]:P7DD#.8IDF3#QD,,/&IX/.,5V-%
'S9%_P2C_9+@B6"!O'J(BA4 M1/B7JX"@= !]HX%>K_%K]G3P#\9_!^F>!_%>J^);6QTEE:U;0?%5[ITSXC\L M"26WE1Y1M[,2">>M=Y10!Y%^SE^Q%\#/V5+X7/P;_P"$FM+=-
/DLX=*U#Q?? M7EC!')*LK&.VFE:*-RZYWJH;YFY^8Y]=HHH **** "BBB@ J#4]/@U;3;C2[MEY5CN8'BD:&5HW"L""592"IP>"#D=:GHH ^W#;Q"9?M.XQAOFV$XSSBNU_:2_8L^
G[5^K^'O$'QCT34Y M[[PL+G^P[O2M>N;&2V_R_-(:!U))\I.3TP?4UZO10!X-\/_/@GC^SU\'O& M%E\3? T7C*XU?1G:?3X-0^(&I7$,DFQ@%:.:=HV!SCY@0.O:M;]B#X%^-/@C M\
(+R;XLM:R>.?&'B;4/$GC6>RF\R(WUU,2(T;'*1PK#$.WR'& :]CHH \A_: M%_8B^"[2?BRP^(?C)_$>E>)=,TXV%EXB*^)[K3;J.UWL_E9B<(R[G8_,I/
M/7%7/V9#KGB77M4FO]1O]OW1)/,Q;:/[JX7C M)&>:]2HH \0^-?\ P3Y_9Y_:"\:R>//B=-XPNKQM0M[Z"WM?'>I6]K:7,,82 M*:"".81PR*!D,B@Y+'.236)\>/V/]9\5_"SP1^\S#\/;B^N?
K^.+;4?B#=>) M?$<]]=3Z7;RF[-IYEPSRR^=.L*_>PBJ>U?15% #)H8YX'MY%^1T*L <<$8KY MDT+_()#?L8>%M.71_#&D^,M.M$8LEK8?$/588U).20J3@ DU]/44 >,^(OV
M"/V2W/V@,6#&X:0RD L<+NP*Y6/\ MX)5?LH1N'6;Q]E3D9^)FK_| R17TA10 4444 %%%% !1110 5YA^T/\ LC?" M/]J&.&U^*UQXE>UBLI;22PT?Q9>V%O"1TKT^B@#SGX M"?
LM?"_]F[1[_P /_#>\|1O9:A;V\#6NN^**KW44MXH5=8T@6YE<0*%<@A-H(M"Y^Z,>3Z%_P2&_8P\+:JPQJ2HH ^ M;/$_[%,\/B_X1?"WP-#<_P#"K[,\/BBZ\5^(CK?
B":]N[O4HD/]GPAIV>1XUF MD>5@QVCRT &>GT)XJ\,:%XV\+ZEX,\4Z>MWIFKV$UEJ-HSLHF@E0QR(2I! * ML1D$'G@U?HH ^8[;_@DE^R,KV^F:HWC?5/#EI*DEMX*U7Q[?
W&D(4.Y!Y#2? M,H./E9B..0>:]V^(OPE\(_$SX=2_"W5GU'3M)E2%%7PYJLVFS0I$ZLB12VS(M\:C8HPI *Y7H2*Z:B@#P[X.?\$\]/V=_@/XX7X@_#>?QE;7YU*74+J.Y\>ZG/
M;WMU(A1YKB&2._A_K_,2/C%\8+>V3Q;\1?&DM M]-';7(F%I5NHM]-M"XX8I I8X_BE:O9Z* /*/VDOV+/@)^U?J_A[Q!\8]$U M.>^\|+"Y_L.[TK7KFQDMO/\OS2&@=22?*3D],'U-
87PR_X)V_LY_"7QYIOQ&\ M(R^,CJ6DSF:T&H^/=3NH=VTK\\4L[(XP3PP(KW2B@#P#XF_\$V?V=OB5\0-7 M^)D6K^./#6]J^(;GS_$+>$O"%[8Q:E)M"EI8E*1
M3T92#R1R"0>*^!G["OP-^_CU_BMI,_B7Q'XI^PFQM?$/C7Q-2_'_\ 8L^"/[1?BC3OB%XIBUS1?%6E6K6MAXM\ M(:]/I>I1VS$DP&:%AOCR2=K X).,;CGCOB1^QJOPP_9*\9_
_P#8VT&.P\0^ M.?\ 1M7\1:WJTDUW,+EUBNKVXN92TDTBP-,4&>&(VA MVFK^.O#EWXDOY+WQ';>%O'5]9VVISR$F1Y8A(5^8DY"A17T-10!R/PA^!'PC M^_PSMO@[*/
UEI/ARUC=%TU%,BR[_OM*TA9I6;/S,Y)/ +KQ=>2^'X;G>7#K8M)Y>-YSL.4[;<<5]'T4 >,: MC\#_!UXW_;ETWXZ^,[>U3PGX%\%RV/@F 7 >635;Z3%[=E!_JPMO'",]=[M$5VWQ\^_P
-/VE_A7J7P8^+VCS7_A_5F@:^M8+R2!G,4R3)AXR&&'C4\'G& M*[&B@#YLB_X)1_LEP1+! WCU$10J(GQ+UB@#D/!OP,^"@+XJ^,_C3X9TB6'Q!X^.G?\
M)/=/=R.MQ]A@:"WVHQ*Q[8V(.T#=U.377T44 %%%% !1110 4444 >%_%S_@ MG=^SK\$964SQZGXBNY[R4K="Z7?=/(9FQ*!C+<* M O0 5ZA10!\V1?\
!*/]DN")8(&\>HB*%1$^)>K@*!T 'VC@5TOPJ_9_\9V/ M[7GC#]H'Q];P+IUEX7T[PI\-[<7GG2PZ;'^_NYI<]));C: 2=VR(9/->W44 M.>/T[]DVW_&8O@AXOT?\ 8_779/$=[X9-AX9L/$?C
M2\NK2RF1&2W,:W,CI L9<,0@&0@7TKW>B@#@_P!F'X(Z5^S??^S]X2^"&D.LB M^'M&BM[JX3IXGY[R3-)(?\ ?KS_.)W_!-;]ECXL_%G6_C;XGT;Q';^ M(_$1@_M>]T;QC?C?V(N/*A2&,%
()57 2-1C'7)ZDU[Y10!Y?\ L_\ [(7P>_9H MU/4M6^&3^(C-JL$<-W_;GBJ]U%=J,6&Q;F5PAR3DK@FNA^._P,^'[27PJU3 MX+?%O2);_P /ZR8/M]K!=R0,_DSQSQX>,AEQ)$AX/.,=#77T4
%%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !117D6D_M^?L1:WJB:+IW M[6/P_:ZD?9'%)XJM8RS9QM!9P"<\8ZF@#UVBN6^*?QP^#_P0\-VWC'XO_$K1
MO#>E7EVMM::CK%^D$,TS(SK&K,<%BB.P'HI/:N+T']OK]BCQ3KEEX9\.?M2> M![W4-1NX[6PLK;Q!"\EQ-(P1T4-DLS$ #N30!Z[17._$[XN_"SX+>&V\8?% MSXB:-
X:TM7V"^UO48[:-GQD(I%M M>U$ D:;9:O']I8#JRPL0[*/4 B@#TFBN&^,W[3'[/W[/%O;W'QO^,/A_PQ]L M!-G#JVHI'-< '!*1YWN >I ('>KOPB^/'P8^'FA2>)?@M\4+!1M
M12-_BGXYTGP[I%NP674M9OX[>$,>B[G(!8XX410!K4 M5YI\0OVROV4?A-XQN/A[\3OVA_"&@:W:",W6EZMKD,$T(D170LKL-H*LK GL M0:[?
P;XW\%_$7P];^+OA_P"+M,UW2KH$VNIZ/?QW+,E&EF_XM\4ZO;Z?ZFV5B<9Z;..)&*WTI'(KA%IN6)>'C\-D_#@N/H+5B-S9.$FRM-?B]=>(@%N:.HC_B%
/:**YWQY\7?A=*]&UKXA?$WQYI_A[P_X:TR/4?$.O:O=1V]KIUJ\I
^UG^S3^SS^V)^R9X^_91_:+N-5UNP\<^&KC2K_QYH'B1O#_B/1_.0K]IM+R$$QR(65P6#*2N&4@FNC\._$/X>^*_#]CXK\.^,=(O=/U.SCN[&\M-0C>*:&1 Q
"BBB@ HHHH **** "BBB M@ HKS+XB?MG_+)WPC\7W7@#XG_M$>$=!UNQ$9O-*U36XH9X0Z+(FY&.1E&5 MAZA@:?X9_;&_95\9^$;]=\=^%V@O">HZ-
X8CAD\1:G::U$\.G+,S+$9G!P@< MHP&>I4T >E45C^ OB!X'^*?A*S_>#?Q9Q<8:^N:+J"LUCJFEW2S03A7*-M=2@< M,K*?20< MWTY7@'&N[E[S5[8\.F<<.!F42H]_V
Y+@RYVC$HV'G[W M% '7T5XO^P/P#H_.P1P[#P$AN\WK_TR[O@#PG3 PG/K#:19IW:_GRFE]SOC.4S'W(?FD1.J$$M56=9,Y<=F>^PN>7RD7>
J5%VV@:S#=FW+=!((V)0G!P&&QTKJZ "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHK&^^O#?^"?AO!L)&^?4^("3@^.5^X_/EU]*NX*!>/*_!"S!,'
#Q?]A_\W<> ?_"D@D_+XLI\")?BG H2_3X],_!_ MJ48@/F3RS+N6;5"Z#_^F+P@6V!)BO\Y?)&;7+'GYE,X>\M%^\& &>
M%EA8ZMXDEFBT'3KFY5)MO0>&/BJW0N/KF06C)N*Z;5+@=DEF=@C_M1IUH8]&;R+D>0RWKJ$I6T22^?F5#AZ@=:(#:O\M@-5VO$_F_!OFT47D_W91V_! J0T
B>2VC\RYMM(U:*(#H*:>!,D-^#W+D@V@*+*R8SCTC3N_2^^V!8O/&6/_QC\:&&HWMW-LTJXO'-0.P&/\.P(Z/I3/+$DF\<Z/]/ZRLM0%GS[RM'@/<.IO@Z88>,]MLW?
!N1HVJQ3O!GIYB*=T>?]H"NQH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ H MHHH **** "BBB@ HHHH
**** "BBB@ HHHH R/'GCSP?\,/!^H>/_'_B"WTK M1M*MS/J.HW1(C@C! +,0#QDBO'/^'H/_3^_P"CJ?"W_@1)_P#$5K_\%!? M?C#XG_L7?$X?^
/#]QJNLZKX>>#3M.M0#)/(70A5R1S@&OQ0_X=>?!\!0'_M *-6\4_]^(__NOTW@CA7 M!ZN]=QE2?_F#^>T=!SD(C<1Y37J!GXB8!K@4VU[Q#1U%(Y3"!!S.!=1
Q)TWQS MXE9#%HV@:4TA628A2CAYI-H$<2]6.=QZ*,G/(_-KG@'_@KI^ATW\(_\?Q0H&\YX'6YHS$B/*3@33S*&A0?6#'%QR6/$=@YSX4DVC$8&W\/H\U8+E@HMLN 1H<&@HIA[#IN
QP^#NN>&H-2=DL;G4K0K%,ZC)0)*XX-\$E7^.P*XCQYXI'[H2]QR"VBS3F:&^=48&ZKAR\:V^E,)GPQ8A*(&K:/:A8]Y=C?/XIEYPKJ+2[%JO*J#0*8.@Q* -
%6_\ @GWXCT*TUU/VE]#LA=VZR_9-1$L,\!(R4D0I M\K \$U76=5N!!IVG6LSF2>0 M@G:H*CG -?AI\./V!?VS/BWX/L_B!\OV<_$VIZ-J"%%['48K+9'<)G&]-Y&Y M<]&'!QP:^@/^"?2/_
3Y_;1^%_[:/PZ^('Q _9V0\0Z5HVE>(4GU'4;J%%!'!& M$<;FPQXR17YWF_AMP1K4P7A@ D5BMTT!JCIU;>\D4%HZA^&EI9JX[SW-X:QD,-L)VE]I[;%$XK@E/>%?ZX*+%+-12I)OC:O<%XU3Y6!-"
ZG)=/'_B9*O^":O]OVN3&Y:,<&D6P"NC?;PCXB$["1(&XUE:N^4 M58&CD1@M3JVJ+FKPHX7O_88V=!?F%C$FD2UN^G$AA;^6Y8/=_<'B!S!QEF6&-ONOTE*:
M:39WM_#!=ZK<^)M*>.RB=PK3.J3%F5 2Q"@D@D<(_&VA_$4_K4?A-_H:#(=^G)\]U7=P;=!(TF1!F95F5GQ]AG]%UX&^%VZT@R0!8R!A04JD#RLK9UHDFOVAF;0&4
'A#]H/Q1\3_P!M+X+TUT7>^?__T0M(T6X_DQ:/&H_L_\#-"9D3!!_3O@8$>C!Q&@MU*8H?H?RLJAH&S^A_3JZ0OP_1&)Y9]Y?LN*R?1[)6%^M!B7N\T^K3
3A<5+X4\,?M M(\!/?XK^]>.^ORRTS]+ME@GM;;EF8@T]-^!0S+#G9\D7J^>\R^9F1?:Y4U'Y!\=#8OU$M9GG8-KMR5>7^6#&TZJO\+Y.#7C:?*>9>:F[.:,.-%S@AHN,?J
OY:F%1117_'ZX#3%?MLE)F>Z9XR:>N,/K4Q+?AJ&\O%:ZIG>6J02%V:L&1F'*9+*.P.+QYKT'<%V$7,VZSV4T6V;RO2R:0\YFDS!\@C0/3%\M5#;5KS31L!"@G\:4_]
-&_%W$.=/"YE@/8T^1RYN2I'5-65Y.V MMWYG\(*C^9MT\$@DH$\&KI8?6%(A1H%NP<)UPVP3BJ5=2ZX+^/>%,@+I5F'-!&0I1>P2X/'/"_A^75/FZ?%/
%3X>^"O[27Q)X.T2Q6[N;:YGC40WZ6;'%P4QGGA/+SE<@U:^&7[5/\ MP3._.V4#D*[I(PC^K>EXG3;J-M4^)]H0*#>K$U!7)>%$6H^7*8IO>YZHF<#GZ4:X
M'_&3]JOX/>.=+U/X2_LP_\ "R/!L^G$$:VFD:Y#:ZI870 D.'CCF; M;<1E-HV/* P 3N XKO$^?KK7X.A9V(J7HQKW[=H=QUO_9^RKD8$@!;_N@'QC*KW
!_73\\,C]]?XLZM^RW_P4/U/]HCP M7X!N5/B>LW5TH?TSN1;'8HSMP)3_O#*@U6)C\[^\O.\T(/A$T-Z3\LEVV_$^HP]BX)*6Y:0^.2QCY73B5X^:0LUN5.:
(TN9;56D*2*B*5C4",'S- MX94Q4NLZ/^T+^R!^VY\2_COH7[/VO?$SP1\6;/2'EE\)2P2:EHUY8VYMUA>" M:2/S(F#NVX'"C:.H.?/?AM^R_P#M%_!/)I.']N+X;?2LM0V/AO4+^YM)/@NFO
MQ2:CHMM>B 7.KVO[T6D-Q(*E[5&($?R[@3^[+MK\3/V4_AS_P5_:&D[E$M\1^#;"UO=$*N,RS%WO^%N,@ D:Q5YP7K2\X^.7@:X=S&#*8^#U3=LJ+
[6RO+V&V9+^YLX6 V0M+@94!6^4#&S:O8?";)F_5M[W@H%#\$'L:G[JJ9@/B#CAIB"RM0F87;H6Y]W&%'+^BF%%#D^I7EJ&)K$EGSB!H&6L7$*R@:^(^K@@4C:>"!
M7X=ZW9Z;86L9:6YN);"9(XT4=+%Z\MM[D3%Q7%%CS<#^*XH!=ZN%";<\+BBL= M=2,F9ZJ3:-L2;1X3<.XJ4\9;U<3:\K;?D6J=Q[%]Z$!S.U?+Y%-PQ;7<@?
$WPI^J^*_$%E LFG>'&U^*.S^WD.NZ,32?+&VS<06XR!UKY*_M:6\=_M8_MW_ !^^_91\P*_L3>*_H\43VMOXE!6^.+RT20TFU2>.:22$1R,UT_M[L*H4K2FMP =^TMIE>A?
%;_@I5\"/@OXITRVO_#&A^%]:\$QZ1-$$KVMQ>*@@ MMY&C&/RMY6-R?W23CK2?&?0]"^#7_56^!/B/P/P#HMMMI)%H$M\$Y4V5[*-M,$W2\)2F6E,]K@9S!A ZQE4%BO2+@AXR4
AI\6OA+^^U/^S_X"N/&-Q\ MK"\T/X6AO8XKW4R%8TM(N%$N0XX==_'L8?B&?X7'7B,AB<1=W"\]+[MKA5[HL<6M@GH7\B@MP9;&BN?4\L @GKB#;ZAV+QC ?9U[
-3U/4K]1%/*T,+O/+4(O(9)9[Q2V!_TIYI* M'QI %NWN%\&ACKM/4%+6WK+2.,Q8\X9ED8-9SD:IT9ZT6SZS%ADJ0F(QZ%XG_0RC$JH%TDZ>JLA#W^VW-Y;T$+?7V:34RG
$5A!>Q"8VT0Z)& MK*2%' W'UK/\.P?'K]A/X/(^P;VBU)U]A_E>XW$:G*I,!UY>J8.6+T92=+\%MO%'W^6(^FUM!W'60Z.(+2:?\I$(E!+\I4I5Y;OFPZH9$6@HMO3)WJ$&$!PGA
M+4M#M[M9QI%NP5+:R.1?ED=$!)9>,OCL: /H"BBB@ HHHH **** "BBB@ HH MHH \DU'O'1]RC=N7UK5U7C_IF-.;U)9;R!_=+)%?<%L8.@L\1;W)>:R+!!&?2O3?FI8SP
V#OVP-6^(NOZKIOP U^:WNM:NI;_3N7<4ZDZ(MM-7.+@AN5(5<9*S>JRTK7IL5GMSB'5CR1!QQ/XS*YQ7HTH"Q7Y@CUM;4WHO9%'/0Z9?P7WM^+YPCHBRA=;\.NC2@6C&
VC_A+M0M&8P'[5^X3=QD^0%$IP#PW<\5[Q M_P / ?V,O^CA_#S_ /"CK_"BXQ+NH:$D9?N/FYAMW7$.:)AV@$LC^6]G'&>T>1>/U[F[TEM#%C^FP*&7>)M46O>D\9@>0X
>MZ=J%EJVGP:KIMPPPOU ,MO=0K+;S)T=& *L/8@@U^+_ | P[^_;-_Z-X\0_P#?E&M!U:I$1GC0-5D+T+O5KI,(D[&-ZA&OJA6,(L>D6N<&TR,90CFTOC$7J0
M_AS_P %0?Y/'"'I-%X"^H(@CB/G@&3Q*C1 C5^Z&#6)GQ.ME)SJ4YD&/ZU!BNHHPPZ+J?ZU!XV-/]>K+S0KHM7Q\J09%0DW?5O#E>Z0=4TCS[F9FCW('-O?4L
MQPLP>+]\RJQ/WA(,#OZO\I?VSH\A<;3*0YFC@)FJ*9;SXIGQS8/E/S2 *W<"B3:U*ZN4IT.$:CGB5>M#/04FZ*=@_W_,RT!XE9$73AK@>*?I7R<E0[YD*FH?J
*K'DCI7$=9Y-^R(6_8T_:?NOV3?5B\V5'ACP](I,8V(QU5M<)TQ3W_>0AH2$:7[(CSVH:QDQ<@_0HLXEM1EE.<9Z<"/J'EN%Y9X)2RAPXD8:(-OQTU9L_0Y\6C
_PCV@>&?$">)IHYH6&FSW5H@BB<;LN2^5R@(R,Y H |G^"+_!KX M_P#__4E\.?'C]E\&+^AJ"MLSFP4W:C6CLK4&M_3Q'#PBQ@<X@J_N>PX0I;DZ$F.GQ\5EFXQH)&^CM
[]E[]H:/]J'']D/P5+KGA_QG>QP?%KX;6%Q%!\)MH8YVZQ9B5DC6X7)\Q],LM9^/!%TJHZY6'%ASB=O@9V5L&Y_/WAV4\^.NVH@8H4,6_%T.SHWPR4(CH?J%!$;"
H8Y(X)XK MDQU>KAL)*I2CS26R^?D>?FF?=;5U]Q/7=; "H/[!VBZ=-MZP/VC]"N LML\PM;)I))IMJD[$7;\S'& .Y(K\DOVO_@HT^T1OXHO;O6 M?&=
HOA@S,-+\)Z7>O%;0PY^7S=I'VB3')=\D0[JX48 BS ()O#!HQ@=J-DNUCM2.PH4YLSVS/]1:N6DMR+:C0*N\6+D\8\^#KZ\3\4@8JGMLZ(B>LHOM@55Z98HUS
MY%VU5_6Y^4YYQ!G..IQHUX.DNR37-ZWW2^X[CX+_ +2?S$Q67=HM#;W;@>&WGQ_#+"V8Y5/HRD5^N_[+O_ 5X9?[:Q]]]=:.%8#4Y@#Q5'.TWW4O_F&/,EP8UMA1^)[HW;:
M[Q4JF#6]&NGD5/.3&98<@YB<$, 22N2I)*Y/XH5Z-\'OV1OVVVA*FV%YD[3VBU=D6U/$EZ@WA.YYEPT@UZS(1#,4^E;P:_S>&0VFI>%-B.9\,I:BY\XO8EHMX3H=MRF
0.:^F_^"H'PE^(GQ;_M=2%3%4H=*0&,5D/&]]J?T:,G23X%*D$[_1^#S1LL@_2O&P^:U8WY6>8Y%A7>^?I>:2$2P(P&#YI?.:+=FJ,>4L5J?NC)HZ(/(,5M%8(X
_&OB#P_X(E)1_%#2C MJES;6KYK?P5T^&QM7(9K:(,H8:=;/\9(_I%8J_V!*:I#AMZA3$N!BP[[J:VBWYF:[T+A^,!$H'H>6=%1]UD5M/.*DXXDA1P]%X?K"-=M!N]!N
MKQVT:NI[$* 17A?P?^S^_P6SL#2#ZEUK13-]Z2JNX]&+Z3=%/?;H'GJ:,2.7P9%'\M5/M@'7ZGP1WPSG8%)Q-?C7:H:OOR0HW(9.%<9/0;?QI%Y7CJ%A&Z2:I&L%O
8WQ$OM0_9-_;;^M(+T5A1VW-IT3@/:J+?R,GL7*;0\2/SFR!)J.X&FJ-/'-T.LAC_I)VZW8XV(4>L@OD0!)7=@Z!*RL&UG%K/*-?&MNQBTP+(#N/MO^J?K*\#V!0G
[A",X;RY)8X9%"*57S,#&KVCQY^TY^V#H;_;$\#I3:NX@'/W,/;"A6]+P!E&;P$Q\\DHE>?,@C!9/&F&$AU)ECOB0#8"6V(U>Z)L1LCH>)\,?EAUK_$]9O/H;S.
_9ET_0K3QS9:/)9:_!%H3Z7J:VCRQ.PFA9$\Y1) M'%^\P^TX4,-Q!\|]_X)3_Y\&_'KX:ZO^W?2!5)_#ECK_CCXC^)]1G74M6MUN' MTJP@N7MX+&WW@^3&@B/"X)!4$D*N
[X&?"OXT_&_]N(?MO?$SX'O\$,M*TCP1 M)X;21*3^(#.Q=Y:VI1&+UTX4UEO%\AC)$(UM4N3X37NKNTS57*>W\:?_T'?FRN:ZEU^C$P7?LFKR:,Z*!!3PKC^ZB)R$9^,+*@
XDO=*?3K_4M*M%MS=V[21R$K'A9IAV!8 8S M@XKM:-'+"B+C^=KA@IK@5#X"9%NJJ5BEW"(/H=UM"P]!9)JTS_=CL(XGT2Y+1D(V-0@[8+UO?D[3S2AY$$"8"MO*M
"BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** .1^.7PU^%?O]O/B?^&V0K:!J^1_;D2;7T%T-JY%
MFBZI%MEB?AX7'W)HGZQR(>58<@^H)!_/'1G'_@@P(G^TWJ6M?'CQ-Z[\ M.=#NDG\.VD+;9]=S\RI=*/\ 5)'P'P /[P\+A2:_3RXFJXQ]R+<)L@$Z)^#J@D1I=;?^*?5N
'^636EUT\TFOFLYX1R#/\;1Q6-HJ4Z3T\U_++^:*>MGU\FTXK&QLM M+LH=-TVSBM[:WB6*WMX(PB1(HPJJHX4 < "I:**^<;;=V?2))*R"BBBD, M**** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ KS+]HS]G/_A?W]C?\ M5C_9/]D :/\ F'^?YOF^5_TT3;CR_?8M\V&:NL@ 3TF(U\+X^>{P?U)G>.H 1JHH[Y"1W@ O$0WTMY^8Q=M<[FY[8%#$#QW
D@NWS$$8[FBJ=2;33>Y*A!6LM@HHHJ"@HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@"*]LK/4K*;3M1M8Y[>XB:.>"9 R2 M(PPRL#P002"#7Y:?M?_!"CXCV?
C&]\8?LBZA8:EHEY,TJ>%M4OA;W-@6_? M*BED_=RQCG4KAQV787,*C66VS6Z/+S3)\#G%)0Q$M\$=?FEM&O M3_@Z'XV?!!9!GV.D]]$T_XO;I3(MJN)L5>XZMH@@R%D>YO7UGLJJR=2&6Z0&IY
(/MEW<:I#?7!3OY45L[JS?[[H M/?M7ZO\ [/0P%^'?[,_PFTXX/>.P$.)%LJ>H^4$W(1GQ.]-8_,D+;5X^C>1V_KX_EF.MB5'BZYR^P'&8^#NQPR-^[YB $6[Z1X$PDU39VR^:Y0&
M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
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HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** ?"BBB@ HHHH **** "BBB@ HHHH **** "BBB@#__V0$!
end GRAPHIC 22 cik0001476204-20241231_g8.jpg begin 644 cik0001476204-20241231_g8.jpg M_]C_X 02D9)1@ ! @$ 8 !@ #_[@ .061O8F4 90 !_]L 0P " 0$! M 0$" 0$! @(" @(
P(" @(%! 0#! 8%!@8&!08&!@<)" 8'"0<&!@@+" D*"@H*"@8("PL*"PD*"@K_ M]L 0P$" @(" @(% P,%"@<&!PH*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*
M"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*_\ $0@# MK 54 P$B (1 0,1 ?_$!\ $% 0$! 0$! ! @,$!08'" D* M"__$ +40 (! P,"! ,%!00$!?0$" P $$042(3%!!A-
180'EZ@X2%AH>(B8J2DY25EI>8F9JBHZ2EIJ>H MJ:JRL[2UMK>XN;K"P\3%QL?(R;GZ.GJ\?+S]/7V M]_CY^O_$!\! ,! 0$! 0$! 0$! @,$!08'" D*"__$ +41 (! M @0$ P0'!00$ $"=P !
@,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P M%6)RT0H6)#3A)?$7&!D:)BH*#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6V MM[BYNL+#Q,7&Q\C)RM+3U-
76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_: P# M 0 "$0,1 #_?RBBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B
MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH

***** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *^>?^"KW|57 MQ(_8A_X)X_%+|JOX0Z?I%WXD\%Z#'>;3;Zl;236;R-=0Q$2I')&S#;(W =>< M<|J^AJ^+O^=#B+_E"U^T!_P!BC#_Z7VM 'YI_LJ?\%W?^#FC|L+X-WW|27[-/ M_!/DX3<|-!>DZM-IFH76D:'<=':;!***62%+?^>VEN9&"31D;(V!+@#)!%?8W_M 1=_P"#C3P9_P %*/BQ?_LA?M$_:|OA9|0.BN6M|%-0(UGK#6VXW4,2S*L MUM=D;L':UE7BO\ @S%_Y1/>))?\ LMVK_P#IMTJO@OXP76@_$|+MX/+M)N_V498;N.W^+NB'6[C1"#$TEII=O,;ARG'RB&]64]W64GJ: /Z+OC9^ MT7^S_P#LU>&$\|;_M$? & PEX$TB67RH=3\}7^(K;38)9,9V(]PZ!FQ_",GVK+^_M 'I8'I*7|5MG=7WI,O[27@;Q^E@JG4%(>*;74'M WW?-2&1FBSVW@9K^;K] MK'XR? $C|M7\_@X[^(C;&;lC'0[^TKIGPXLW6=!\(\_!2O4\3'(5LM.)@24'8^\_M8MZM=R1@?O'RDO*\_J?3/V;?V*0\ \_@ME|*?VROV3,\_/@(UGK#6VXW4,2S*L MUM=D;L':UE7BO\ @S%\_Y1/>))?\ LMVK\_P#IMTJO@OXP76@\_$|+MX/+M)N_V498;N.W^+NB'6[C1"#$TEII=O,;ARG'RB&]64]W64GJ: /Z+OC9^ MT7^S\_P#LU>&$\|;_M$? & PEX$TB67RH=3\}7^(K;38)9,9V(]PZ!FQ_",GVK+^_M '[8'I*7|5MG=7WI,O[27@;Q^E@JG4%(>*;74'M WW?-2&1FBSVW@9K^;K] MK'XR? $C|M7_@X[^(C;&;lC'0[^TKIGPXLW6=!\(_!2O4\3'(5LM.)@24'8^_M8MZM=R1@?O'RDO*_J?3/V;?V*0\ _@ME|*?VROV3, /2O+U;WFG%U=.9_JG+1/;/=V[G(%O#CDB@#|" \ @LI_MP=7?M0?1?M}+?+OV6_V+?!_PWU?PWX%6'2];U7Q?HI|Y>37&LJ"UVD;07D*K' MS+5*D^9!*=Q! 'I.W/|4/P>^&/P%\,?&O}I7XQ>#_EAK6C64{^]>*-?M] M+LOM,UNLK1I)=2*0}XA=Q.!WQFOY$_V_P!C'Q'^SQ^P=^S1^TO\6#6[W=?]..>E?N=_P %V?VB/^"??PB_M80^ 'A?_ (*,_"/Q+\2[F>SLI8\#_#GPQK4NGG4)I?38X)9KNYB=&AMD%TJ_M*Q=G==J.%?: .??WPH_X*2\ |:/3XZ^+K?X?_ ;_C^$OBC7KMPEGHEA\_$+3 MKF\N6/&(X4F+R'_=! [>HKYJ_X+Y _%=G=3_X)=?!GPGXD^$^D^"/%7CCQ#XGA MMKCP9X8UEDNHM*>WO&_M!;>&19O+|\^V6+S"/+W,5SNXK| ?^"O?P7E\"}:// M'QV\&?! \%K6_P!D:2|1U22'!3-6OOB3=ZE/K;B(31JUK,-!DOOBSKNE>%| U7Q;-J5R7N-.FT.| MU&2%H/|\@EKEVE,OE^9SC?M^6@#!A?V!_P#@I)^SO^VV9^S=X*^)0^//PV'C7 M5/AE8>*O"@_0? &=I//X=WVT$EX)X?..6WB@EF$;-*!L) 8@FO6_@$Y^T=^SS M^T39WVH?L_?'GP9XZM]+E2/4Y_!WBBTU-+1W!*+*UM(XC+!6(#8SM..E?G)_MP37_ ."7O[*W[,_ 26L_VVO@I\$*0O}>WQ"_9*^,/$W_"3:G<_;Q?:+!> MW7^C7%R]O%ON(8W_'<:,=NU=]DJ?G;_(.>)8S\&/V@X0XWKXGT!F7/(!M[MS|_0_E0!^SGPP,;C_9E^- WBC4O!'P8_:*\'>+M:T9&?5](+^+K+4+]QS7\|M MC-%!*SQ /\I+ 8;CK57PI^U_^R7X\|U_7/"O@?]J+X=:SJGABUGN?$NFZ5XVL M+BXTF&&01S2W,<_VEOV=/C\'7/&WA3PS97GB/6-43P/J$-O/JGE>(MX8TMY3/%+&I8>42X;-L/$A&",T ?M=_P5W ;>_ :EU/X" #WXI?\ !+C_ (*+ M_ #P!9;GXAOK?5_%WC|QGHWEZQ'$FP6|I<74-Q%)+'"9DFI8\,NT@I,#D/\ M@JQ_P6>^'>W_!-*_W&_B6^O_#+XE_&/Q1#H%MXHTIM?0PZC#-I-S+=ZU9Q_M6C1L]HUY;*]3(@AQ. "5%?1(-O*^;O_2<_9V_9#^\#/B>?!0_ M>'/BEKD^GW_B>>"6]? [5'/=,}'@BBC;:TS*"$7@#//-6O^#DO]G'X,S?\$1O MV1OHTN9/!N?B';Z)X)\(0^(?!1N/ET63PU?WKVOD>9Y!S<1(F&/S!MVA]I*D M _7#]B3_ (*R?!F?M+?!LF^#?CG\1OVG_ (1^'O$VH> ;#Q!XY\,0_$<P3_A' M'F6%95G26?S+=+$GGCAS+@AY$4G MW&L^%==M!1M#*F-\'2G6[NFY&:?%)E?WEDB2"-VFA@E9XPLC*A+ 88@'DXKH_B+X@O?"?P^UWQ3IB1M;G4, 02,@9Y%?D[,&>G(#4WP. 87UI[LSOQIC#Q+|:-;+Z M;/?PA;V\[B**ST;:V:T2WDO;%))+K3[BSNY)9;>9(H9G#>:X;RF4A3M+?D9_P;U;MA_|:2/| MDG7?BS=_|$ZOV(X_C-? Z]HVD+]>8Y,*ZG71Q8>|-.NY6WDC)$C22C\!//E<$5^ MC7\_!#3 @CI\_P4%)0\_P#!3?77^"Q\_ !3#P?;>"=>N;[5]3!PINC%U=ZEJ,.M MM)*T$;N+6VB@GF1(Y&\TMH3)&%W, ? L)W'[6G[*OBOQ]K/P[\+?M, #[4O%'A MQ+IO$/AO3_&=C-?Z6ML^RY-Q;I*9(!($_RR%U&P|-@UL^"/CA\%OB;X)NOB7\ M-_B_X7\0^'+&2>.]\0:'K@MKNQMWA&9E>>)VC0H/O D;>^*_F._9N_X)\>!? M^"FW_!QC^U/^RW\4/BMXP\)^'+OQUX_U#69 !5]%;W5_%#XC&+1VFCDC,3.Z M.0R,-T2'&0"/9O\ @XU_9^MO^",7_!-3X/?\$T/V5?B7XQNOAY\0?'OB/Q!X MGO/$-[UY>&U33S%9326I.*20 ?@<_|%#/^"FOA M_P#X)<_L0>*/CAH>&;KXA36B0?#WPGKNI&^JW7X6XI+IMC_AZ*63>&'Y7?\%:O^"$?_!/'IE? _@@GI_[57P9\|RZ?\2?"6A>%M1NO&8UV MZED\0RW|U96UTL34RM"%8W;3(T4IY2A2%W\|^UHFE_MS_|&H'PZ_;4_;9T M>[\1?%/X3ZO X9\(>-+_ %:Z$PLI==@LY6=%D$=R[VUO;PM),LC;H"P(9F) M/H3_ ((Y_MI_|%M_VYKRS_:%^(7_4_^ 6H^$M0\) ^)[Z_^$8FT6W\2:&(; M.[MK'4+BV@T[S++>VCU#[\'(S2SG|RRE@P?:? K'\_@<[\;/^"BOC+X1\_&?Q1^VU M^W9%/C/>Z-I]I+X-O/@YKFDZA'HSBWO7G%W]@MH54R,MN4$@;(B?&,<_'_M ;X_L ?L-E_#[_@<[!#_P4"\(?"7[\%? &WPA\;:XG\6_P!O7\GVVR75+Y%B M^RO,;6/"V-J-T<2M^ZZ_ ^[O/_@S3_Y-4_;S_P"N>D_^D,J4 ?2/_!JW_P %_M3_VX/^"F5E\)?#;P/|\R"\>D>*/&EE9791L;7\F6 M0/L.1\V-O?-? @M_P:>_%_P 3?L^?L2?M[_'OP59I<;SX(^'6EZ_I-O)'O62Y M\|+|1?$2E>X+OJ"_|> ?\$?=&U3|H31?BC\<_C\|_P1A\|4_MH^>)?$7B8QZ5XV MN_B"UK_9&^L[@ X)2:%F1\'C@FMZOQ&_X-8?V1_P#@HK^Q=^TU M\8O OQZ_9D\;?#CXO^*|#.K>'M,\47*SPVVI0WL<<$2N#\TQM)I%>0(OF"W0 MD?(H'[\O&=KX>O?'&C1V-OK5I:-/%.E;B* M;Y44 ?A)\(/^#4K_@I7\&/-S\&/A?_P %KM=\%>"]1NY; MG4_#W@^WU>TL[F:5$CEDDMH;^*.5F2-%.[]$4'@5]T?!\$?|_@W_95_X)(W MNH?$OP]XIU+X@?$S5K$V5]XYUVSCMQ:VS,&>&RMD9Q;*Y52[-)) (VW&|*2M? M>=% 'Y=_|%-O^#(;)<"1)AG<@+2,]/]GO_ (([?\%DM; :3^'WQ@_;W_X+&77B M_P +?#[Q78Z['X'\,:7.EKK4EK*LD<5RIFVCY*CYWCF(YP,G-?]A10!^1_[; M'_!N5^U'^T3_,%8?$_ 4_9]_X* V?PLU?4V+,?P^]EX3DN[_$N:WT.# M3?OF=(W60PMNNXCE888C\&_8Z_X-I?C)!^WCI?_)0+_@J3^V_:\;O%'A>_MI MWP[!D5E.(L;IV:=:27$LI?+>%"P$BVT4:IO)8KN1_P!=]*_/S2_X+C?\|$!O$ MQ_!4GXS>|/VK/@-^TC'\,OB3X$TF/3;.YO\ 3Y)K>YA@NY+NUD26%O);30SS M3,'"ONW\CA2F3].?$QOVNP:;-+ M3[+[-!$MHBI5W /%)(6V+DRG(0R3[(T4 ?/7 !5;]BG7O^"B?[GQ_8U\ ^ M/+3PS?>-(-/C@UR_LFN(K7[-]5K>$M&C*6W"W*#\&"P/;N8 X)& \$WKO @G M% ^P5H/&7Q+|9;/XZETC6=1OI=3BT@Q6\OVFY>90(I2^"H;& <|17U910!^;_ M /P7N_X(6>./^"Q-Q*&^'OQYT3P%#\-[;6898=1T*6Z6Z6]-CL$8BD01A!9 MD8YSO&,8J#_@_L_|\$ 1_P %2?@C*[,\&?&^V\(_$'X3Z+_ &7IVJ7VGR3: M? JM]4"R1RJC>9"P>|9$D?=C M% #G[9O_ 6 'C+O)!X:U%FTI3|KPCC2+*W.6PN/\]2ZNF(7,\H#!=R_6+5 M)B \%"_ ^"+^B?|% ?^"'7?@+]@Q+\7OI:UWX' !?;Z69X#]&GZKS^%!? 66NW@=@C.T4$R02I! M),BR.BSIQ@NSB-=O2OW/HH _C_@B)_P0#|>?\$D/VI_P_B+|<_$G[2MCXXL/& M?A]]+LK1=(EANX|M2X66>5W*RN53#\$*N6)/"2M'_@E#_P \$)OB%_P \$Y?| M@H?|\7OVVO$_[0FC>)[#XF6&KV]KH-AH3_@CYXV_X+#?!KP+|+O!/QLTKP3-X0\3SZK/=ZKI$EVMRLEN8 M0BK&Z%2"FZ>,+S7MRZLT4L4DZ[0X9?,#9;;M,[>HH ,_K _@C9_P2X_X*7\ +|;Q M99^&/VF/^"AUE\0OA3X;(7.B^@OAWINFRI'92// \4YEE56Q0$DX992>$[1-7DFG1HYI#=B/S2SH[HQW9%0>#0!UOP:^$W@GX" "/PQ\$?AKI0L?#W MA#0+/1M$M!C|U:VT*PQ*2.IVH,GNC>,%|?V6 MDP6T>E;'+9FS-F|VS%C)(^[=]I&,8QM/K7Z2444 ?FS^P=_P0E^(7[*Q_!8+ MXM\%-|;_:$T;6]*^)-_XHN+7PI;Z'+#<6(U75$O4#S-(5?RU78<*,DY&*]_M_P""N/\ P2D^"_|P5Q_9F3X#_$_Q#=>'=?TC4O[3\'>+[''U6>;2;W8T;,HF M91/ Z,5DBW+NPI#*R*P^IZ* /PXUW_@VF_X*Y_'7X6>&?V-?VG_^"N^G:G\" M_"EG:#2M'L-'N;BZ6WMP4AC,'2\'!$/_ ((=^\|_@DU\(?C%\-/&/Q^ MT?OE+\3UL Q:7>F:++:,K8>1\W<1WAY&+Y-R#QCI[_1FB@#X?\ oA1_P0E\ M1_|\)?PO\$_!QC+_V(?\$? 3OBO;Z1;S65IH,EM%%!:)}"312K*[B195O<8X M&%,)_$GAI-%LM(DM)TL-5H&PD[/ 99=]|B@!2."(=22Q/'W9110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110

$=K%FXMQPMTHZRQC_P!"7M]*^.\-_%*'$D_[/S1J M.)UY6M(S7:W22[?:6VI]'QIP)+)8_7, G*C]I;N/GYQ??H_(]6HHHK]I/S0* M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** /\ ]J3]I[X- M?L:_;Q#^TC\?_%!TCPKX9MDEO[F.W>:61Y)%BA@BC0%I)999(XT0=6<=!DC MX=^!_P#P64^/-_\
M0_%2S^*7_!/K]HQ? =OK7AJVT.U3P?I4UYX,BN]/C9I M-2M;>\-S",[_:&;]\84)#!,%1];_P#!0?\ 8_\ A+^WE^RQKW[+'QB\87WA M^P\2W-F=,US2KQ(;RQU*WN$N;2:
OD.ZRQ*=F/G7'?$NJ6]W8VMK:3:=':R MR6@FC6>-)$=3YA4NNW) /T7_;+\(?\ !5WQ#\0M-N_V"_C'\%?#GA=-&5-6 MM/B5X7U&^O)+_P V4L\;VLJ*L7E&(!2,[EH6X*L(0I;R
ME+_=.1]H_M>?M3?#'\BS]F+QG^U7\8+XP>'_7H,NHW4>X))=2#"PVL>[CS M9IFCA0'^.10:_X(N_LQ_$WX9_;7OVN?VH+''QK_:*UP>-?B)YB$/I<$B8
MTS1EW?,L5G:%$$9Y1Y)5R0!0!YSX?_:G_P""HG_!1'XW_&_\$^OB5*_AK\ M,O@YX^O/!%AJWCCPG>,-=L40WQ;RYXUM+)))$C5T#NP);G[J];\ ?^"Q
M%OK7_!+KXF_MQ_M'_#:WT3QC\"]1U[PW\5/!VC79, \2:4XB:TMI)-S*D[RV MVS?N*?:-I+[-S>&2.4C MJ4=#E7Z-M."<&OB+QMX.\0?%_P#X(G?\%._B1\/8WN]&\5?M4^})]=\/7-L-R
M7NFV.K:5/<7D9'#1M'!,=P_YY-Z4 ?47Q$_;"_X+<_LI?LGZ9_P5":&U#X. M>(O 26FFZYX\^"'ASPK>6NIZ'H=Y)$&-KJ4ERPGO((YD:19$\O*RX+ +G]-? M"OB;0_&OAC3?
&7AF_2[TW5K"&]T^ZC^[-!*@>-QGL58'\:^(/^"NWQ?^"%W_ M ,&_/Q,^)]IKEH^A>)?@I:+H=TDH,=P;^*WBM A_BW//'C'K7T5^R_JOA_\ M9Z_8W^#'@;XV^,M*\.ZG;^_#V@E-
>U**U:XU)-.AC-LGFLN^4LCX098X/% M'DW_4C_;4_:*^%OQK^#W["O[$ND>%Y/BW\:KW4Y;;7_&<,T^E^%]%TZ 37 ME_-#"RO-*0P2&/<%9P=QX /+?LX_M;_MQ_
#_@H%H7_!.S_@HAXG\#>-&^)' M@N^\0?"GXE^"- FT@WEQ8$&^TN\LY)95$B1-YR21MC8 #N+_ +OG/VL0O@O_M (.*OV5?&7B>9;?3?%/PA\9>']#GF.$?4H56Z>($\;S$ZX'4]!3?
V[MOC;_@ MX#_86*>&91+J'@WPQ\2/$'B..$Y>UTZZTF*SMY7 Z(]Q&\8)X)R* /T+HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH ****
"BBB@ HHHH **** "BBB@ HHHH \+_\I!/'_P#V(FE?^C&K MW2O"_/_"D$\?_8B:5_Z,:O=* "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** *NM:+I7B+2K MC0]'+J7%O<'EK5CTB MD/\ Z"W?ZU]NU5UK1=*\1:5<:'KFGQ75G=1&.XMYERKJ>H(KX?CC@?+N-,N] MG4]RM#X)]4^S[Q?5=-UJ?
4<+\48SAK&<\/>I2^*/?S7:2Z/Y,_-_1=%U;Q%J MUOH6A:?+=7EU*(]>WA7+.QZ "OM3]FG]FG2?@QI(US7BNO=U%BXN!RMJIZ MQ1G_-
";O]*T_@[^S5\/O@QJM]KFA)+=7EU*PM[B[P6M8#TB0_S;J>*]#KX[MPW\+8<-S_M#-$I8G7E2UC!=[]9/O]E;:GT?&G'7E%=NK M\@HHHK]I/S0**** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M//OVG_V5_@+^V9\(+[X#?M)^ (_$OA74+B"XN-->^N+5A-#()I4FMI(Y8W1 MP&#
(X((KXX_95_X(9_LV?"O]LSXD?%;XE_"+Q!XD\.:5KOA[4/@_+X[^(U_K MMNDUOI]+/<-;7%W*'EAN 5B>ZC+1A1Y1"@&OT(HH \P_:F_8\^_[9WAKP]X M)_:
(\,7.N:)X:\6V7B2ST9=3F@M;J^M&+0?:HXF47,*LQ)ADW1L<%E.!CT^B MB@#Y0_:4_P"",_[&O[2_QFUGX_ZC=?$#P1XI\56<5IXWO_AC\0K_ $!?%$$2 M;(X]0BMI
EQA,IN*ARO!8@#'N'P<_99_9[^ /[/>G_LI_";X3Z1I/P\TW1Y= M+@*B#SK62UEW^R\%V'[0OA.ZU6+P!XVL_%GAA;759[7[/JMJ'$,K&%E\Q0'; MY&RISR*]9HH \B_;(_8;_9P_Q^'5C\-
P!HOP=<7T.CZM%JOAS6-)U2?3]3 MT34(\A+NSN[=EE@D&3T.#$#BN7_&./^"8W[+W[$GC37OBQ\.(_%?B7QWXG MLH['7?B%\1?%UWKNMW-G&P9+7[3=.QCA#!6*
(%#%5+;MB[?H6B@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHJAXG\5^%_!&A7'BCQGXDL-(TRS3?=ZCJEX MEO! O]YY)"%4>Y- %^BOAK]IW_@X^_X(\?
LM_:+#7OVN]*\8:K:!D#1_AO;R: MX\A'51<6X-JI!XP\R_0U]5?LP?M!>#_-K#]G;P5^TQ\/M+U*RT+QWX:M-< MTBTUB*-+N&WN(EDC698W=%<*PR%=@#T)ZT =W1110 4444
%%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 >%^ ?^4@GC_\ [$32O_1C5[I7 MA?@'_E()X_\ ^Q$TK_T8U>Z4 %%%% !1110 4444 %%%% !1110 4444 %%% M%
!1110 4444 %%>>?&+]I7X??!C5;'0]=>6ZO+J53<6]H@M:P'K*X_DO4\U MW.BZUI7B+2K?7-#U"*ZL[J(26]Q"V5=3T(->;ALXRO&8ZK@Z%:,JM*W/%/6-
M]K_KV>CU.VOEV.PV%IXFK3<:=2_+)K1V[?UKT+5%%%>D<04444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !7/?%O7-4\,?"KQ-XET.Z\B]T_P]>W-G-L5O+EC@=T;# @X8 M X((/<5T-?\ DAOC/_L4]1_])I*WPL5+%4TU=-
K\S#%2<<+4:=FD_P C M\0?^'T7_4M_P"CD_\ RSM&_P#D.C_A]%_P4M_Z.3_\L[1O_D.OERBO[=_U M2X5_Z *'_@JG_P#(G\/_.MW%?\ T,*__@VI_P#)'U'_,/HO^"EO_1R?_EG M:-_\AT?
\/HO^"EO_$ M_P""E6OY>+#_(_H/^NR_P Q7]0]?AGC M/E.596\#]2P*7-[6_)";;V]G:_*E>UW:^UV?NG@OF^:YJL=]=Q$ZO+[*W/. M4K7]I>W,W:]E>V]D%%%%?AQ^YA1110 4444
%%%% !1110 4444 %?S9?\'" M/_!)'_@KI\U@DDN%NYE,LA5Y)!F"2,?+CJ* /,OV'OC5_P; M=_L\>)+?P)^W_P#\$OOC)X0\;615;NZ^)6JW.O6UN1PS3VL0L3R1T^P/T(X[
M_P!*7[+WB;X">,_V#QUXS\8W(5KS3_& MT,_AMHV)SY4FI:P;I)DSG)CE0_[O6OZ1OV7?AO\ !KX/_LY>!_A9^SMJ4%YX M$\/^%[*P\(7=KJHOHYM/BA58'6X#,)@4"D."0V/_/]M3_
(3'Q7/X7^*$=K8?;KHG2+N(M;8XLGY8)"?T<]3P>U?+YGQEP[D^<4;:-]_0]W \-YQF M.75,=0I-TX;]WWY5UMUL?0U%%%?4'A!1110 4444 %%%% !1110 5Y3^TM^T
MMI/P8TDZ'H;Q77B.ZBS;VYY6U4])9!_Z"O?Z5ZM7E/[2W[-.D_&?23KFAI%: M^([6+%O<'A;I1TBD/_H+=OI7R_&7^L7^KM?^Q+?6+:=[=>3ISV^&_P"=CW>& M_P"Q_P"V*7]IW]E?
7M?IS?W>]ORN?%>M:UJWB+5KC7==U"6ZO+J4R7%Q,V6= MCU)->F_LT_M+:K\&-5&A:Z\M\UXF_LT_LTZK\9]5&NZZDMKXH175G=1"2WN(6RKJ>A!JU571=%TK MP[I5OH>AZ?
%:V=K$(]>WA7"HHZ "K5?W71]M[&/M;<]E>VU^MKZVOM<_E:K[M/VDO9WY;NU]\[=+^?<****U("BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KE/CS_R0WQG_P!B MGJ/_*325U=?^2&^,_\ L4]1_P#2:2NG!_[W3_Q+\SFQG^Z5/\+_"/Y
MGJ***_OL_@ **** "BBB@"6P_P"/Z#_KLO\,5_4/7\O%A_Q_0?]=E_F*_J' MK^?/';?+_P#N+_[C/Z%\"-LQ_P"X7_N0****_GX_H,**** "BBB@ HKD_C9\ M=_@O^S=\/+OXM?'_.*>@^#?
#%A)%'>:[XDU..TM8GD<)&IDD(&YF8 #J2:L M?$?XQ_"CX/\ PRO_ (T?%7XCZ+X<\):79+=ZAXCUK48[:SMX&P%=I7(4!BRA
M>ZKK5FMZ_PZT_PE;:W*EJQ95GN(KIDMXE8A@HD<.P!*J1S7W+7\\O MQJ^!'P6^/?[#=-\0>/OAW\)[B?X:0>(+=;@Z;:_V1<(+ZWCD M!"2Q1P:<(Y0-T?G94@MF@#W'IGG_()[?
\&RO_!>CP]KOB+]DKX:ZO\ #OQ9 MI*+)K^C>%KF30=3TZ.0D)+]@ST/3M1U((+BXAMHEB1Y-@"[R%!.T 9Z 5^$7_!!/XA M?L[_!H_X*Q?L]:C^PC\,;C14\$_LBPZ/^T7JMAH@L+35-
9CM(XY)75<":0W MAM0T[&9TW?-LWG^AZ@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** /_".J:?I7_!0#Q]-J-VD*MX&TI59SU.]^*]J_X3'P MQ_T&H/\
OJO&O T$,_\ P4#\?K/"K@>!=*(#J#_RT:O&_"OAF^\1QN]^UG;-*MG9C,DI ^ZO^>!F MM[^SM/\ ^?&'_OT*/[.T_P#Y\8?^_0K*M&I.C*-.7+)IV=KV?1VZVWMU+I2A
M&I&4U=)JZVNNU^ES\^/BQ\6\/%?QA\5R^*/%%SZK9V<9/EVL>>$4?S/4GDUS% M?37[5W])X N?B?\ "W3,8S)JVD6Z?B9HE'YL@^H[BO#/A/\ "?Q7\8?%%<7A?
MPO;>C7EY(#Y=K'GEV/\ (=2>!7\.\4<+\48+BB6#QD95:]65XR5W[6[W7ZK[M.SLD?U'D6>Y'BLC6)PS5.E36JVY+='^CZGO_.QW^TAK>N1'X:>.1-"_A-X5B\,>'=.1R,-
M=7DT8,MS)CEV/\AT X%=)_9VG_\ /C#_-^A7]?\&Y9G&3\.T<+F=;VM6*U? M9=(W^UR[$85%'0 5K?V=I__/C#_P!^A1_9VG_\^,/_'Z%>;ALGRO! MXZKC*%&,:M6W/)+65MK_
*]WJ]3MKYCCL3A:>&JU*G3ORQ;T5^W]:="G_PF M/AC_*#4'_?5'_"8^&/^@U!_WU5S^SM/_P"?&'_OT*/[.T__)\8?^_0KTCB M*?\ PF/AC_H-0?\ ?5'_F/AC_H-0?]]5<_L[3_
/GQA_[]"C^SM/\ ^?&' M_OT* *?_F/AC_H-0?]]4?\)CX8_P"@U!_WU5S^SM/_.?&'_OT*/[.T_\ MY\8?^_0H I_\)CX8_P"@U!_WU1_PF/AC_H-0?]]5<_L[3_\ GQA_[]"C^SM/ M_P"?&'_OT* *?
_"8^&/^@U!_WU1_PF/AC_H-0?\ ?57/[.T__GQA_P"_0H_L M[3_^?&'_+]"@"G_,)CX8_Z#4'_'U1_P)CX8_Z#4'_?57/[.T_P#Y\8?^ M_0H_L[3_/GQA_[]"@"G_P)CX8_Z#4'_?5'_"8^&/\ H-
0?]]5<_L[3_P#G MQA_[]"C^SM/_.?&'_OT* *?_"8^&/\ H-0?]]4?\)CX8_Z#4'_?57/[.T__ M)\8?^_0H_L[3_\ GQA_[]"@"G_PF/AC_H-0?]]4?\)CX8_Z#4'_'U5S^SM M/_Y\8?\
OT*/[.T__GQA_P"_0H_I_P#"8^&/^@U!_WU5S^SM/\ ^?&'_OT*/[.T_P#Y\8?^_0H_I_\ "8^&/^@U!_WU1_PF/AC_*#4'_?57/[.T_\ Y\8?
^_0H_L[3_P#GQA_[]"@"G_PF/AC_*#4'_?5'_"8^&/^@U!_WU5S^SM/_P"?&'_OT*/[.T__)\8?^_0H_I_\)CX8_Z#4'_?5'_"8^&/^@U!_P!]5<_L[3_^?&'_+]"C^SM/_Y\8?\ OT* *?\
PF/AC_H-0?\ ?5'_M F/AC_H-0?]]5<_L[3_/GQA_[]"C^SM/\ ^?&'_OT* *?_F/AC_H-0?] M]4?\)CX8_P"@U!_WU5S^SM/_.?&'_OT*/[.T_\ Y\8?^_0H_I_\)CX8_P"@ MU!_WU1_PF/AC_H-
0?]]5<_L[3_\ GQA_[]"C^SM/_P"?&'_OT* *?_"8^&/^ M@U!_WU1_PF/AC_H-0?\ ?57/[.T__GQA_P"_0H_L[3_^?&'_+]"@"G_,)C MX8_Z#4'_'U1_P)CX8_Z#4'_?57/[.T_P#Y\8?^_0H_L[3_
/GQA_[]"@"G M_P)CX8_Z#4'_?5'_"8^&/\ H-0?]]5<_L[3_P#GQA_[]"C^SM/_.?&'_OT M* *?_"8^&/\ H-0?]]4? M)CX8_Z#4'_?57/[.T__)\8?^_0H_L[3_\ GQA_ M[]"@"G_PF/AC_H-0?]]4?
\)CX8_Z#4'_'U5S^SM/_Y\8?\ OT*/[.T__GQA M_P"_0H_I_P#"8^&/^@U!_WU5S^SM/\ ^?&'_OT*/[.T M_P#Y\8?^_0H_I_\ "8^&/^@U!_WU1_PF/AC_*#4'_?57/[.T_\
Y\8?^_0H M_L[3_P#GQA_[]"@"G_PF/AC_*#4'_?5'_"8^&/^@U!_WU5S^SM/_O MT*/[.T__)\8?^_0H_I_\)CX8_Z#4'_?5'_"8^&/^@U!_WU5<_L[3_^?&'_ M+]"C^SM/_Y\8?\ OT* *?\
PF/AC_H-0?\ ?5'_F/AC_H-0?]]5<_L[3_M /GQA_[]"C^SM/\ ^?&'_OT* *?_F/AC_H-0?]]4?\)CX8_P"@U!_WU5S^ MSM/_.?&'_OT*/[.T_\ Y\8?^_0H_I_\)CX8_P"@U!_WU1_PF/AC_H-0?]]5
M<_L[3_\ GQA_[]"C^SM/_P"?&'_OT* *?_"8^&/^@U!_WU1_PF/AC_H-0?\ M?57/[.T__GQA_P"_0H_L[3_^?&'_+]"@"G_,)CX8_Z#4'_'U1_P)CX8_ MZ#4'_?57/[.T_P#Y\8?^_0H_L[3_
0?]]5<_L[3_\ GQA_[]"C^SM/ M_P"?&'_OT* *?_"8^&/^@U!_WU1_PF/AC_H-0?\ ?57/[.T__GQA_P"_0H_L M[3_^?&'_+]"@"G_,)CX8_Z#4'_'U1_P)CX8_Z#4'_?57/[.T_P#Y\8?^
M_0H_L[3_/GQA_[]"@"G_P)CX8_Z#4'_?5'_"8^&/\ H-0?]]5<_L[3_P#G MQA_[]"C^SM/_.?&'_OT* *?_"8^&/\ H-0?]]4?\)CX8_Z#4'_?57/[.T__ M)\8?^_0H[3_\ GQA_[]"@"G_PF/AC_H-
0?]]4?\)CX8_Z#4'_'U5S^SM M/_Y\8?\ OT*/[.T__GQA_P"_0H_I_P#"8^&/^@U!_WU5S^SM/\ ^?&'_OT*/[.T_P#Y\8?^_0H_I_\ "8^&/^@U!_WU1_PF/AC_*#4 M'_?
57/[.T_\ Y\8?^_0H_L[3_P#GQA_[]"@"G_PF/AC_*#4'_?5'_"8^&/^@U!_WU5S^SM/_P"?&'_OT*/[.T__)\8?^_0H_I_\)CX8_Z#4'_?5'_"8^&/^@U!_WU5<_L[3_^?&'_+]"C^SM/_Y\8?\
OT* *?\ PF/AC_H-0?\ ?5'_M F/AC_H-0?]]5<_L[3_/GQA_[]"C^SM/\ ^?&'_OT* *?_F/AC_H-0?] M]4?\)CX8_P"@U!_WU5S^SM/_.?&'_OT*/[.T_\ Y\8?^_0H_I_\)CX8_P"@
MU!_WU7*?';Q=X:D^"'C*./6(2S>%=1"@'J?LTE=O_9VG_P#/C#_WZ%-/ ML%^!WC,BRA!'A34<$1C_)]I*Z<'_O=/_$OS.;&?[I4_PO\ (_FDHHHK^^S^ M HHHH ****); XOH2?
^>J_SK^G7_A,?#'_$&H/^^J_F*L/^/Z'_KJO\Q7 M]0/]G:?_ ,^,/_?H5_/GCMOE_P#W%_\ <9_0O@1MF/\ W"_]R%/_ (3'PQ_T M&H/^^J_F*L/^/Z'_KJO\Q7 M&H/_?H4?H4?
V=I_P#SXP_]^A1_9VG_\^,/_?H4?]'W_1_]XI_\ 'RUX/AU.VOEV.PV%IXFK3<:=2_+)K1V[?UKT+5%%%>D<0 M*K[%_:3_ (Y,N!N6K:_A=3$4IV]8]%E^=@QC7EE M&3_\ G_6K1V4UWJ\9K%%%>D<04444 %%%%
_&'X1_%%:*FE):,I93JE5_%/BB_(X_M]_'/^PJBS_\ (*OT"B@ HHHH "BB@#X^_;[^&O[$_%/_ $2_P"P\:5_Z/N:^GJ*_P!HOP)A!"ZOXEQKM8^]O%'S7@<\/DO\
MH(Z5.W4?U@)FP^)3]CU]%_XB+$?8/\ ]\T?\ "8^&/^@U_WU5S^SM/_)\8 M?^_0H_L[3_/GQA_[]"C^SM/\ ^?&'_OT*/[.T__)\8?^_0H_I_\)CX8_P"@
9,/I_XWQQM*UKJZKB?Q^HYEXR1Q4?_>J7/W"_@HO_<%S\B#_J_UH1_^0W)_\ @.GSW_.UYM]/_FG_ -8:?_F'_\ 2UN_7N0?&*_XS^Z_^LR:?,F7-+^7\3*Y\I+]D_ \X^
%%%% !69X;\&>%/!_P!K_P"$7T^"UL?MUTUQ=_9H3FU"SBY/:Z8 M6G164J-9U20#_BZXX\S_CKO%+/'_7_AVE%&?B#D^E^W-*?E^*\@4?QQJ?U-E_%_J
"BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
* M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ KE/CS_,D-
\9_]BGJ/_I-)75URGQY_Y(;XS_[%/4?_$FDKIP?^]T_\2_, MYL9_NE3_ O\C^9ZBBBO[]/X "BBB@ HHHH EL/^/Z#_*[+_,5_4/7\O%A_ MQ_0?]=E_F*_J'K^?/';?+_\ N+_[C/Z%\"-LQ_[A?^Y
HHHK^?C^@PHHHH * M*** "BBB@ HHHH **** /C7_(+U?\$^_B'_,%*O^";?BO]GKX./:GQG::C M9:]X4M+ZY6&&]N[60DVS2-A8S)"\R*S$*'9-Q5H2_8[Q5-V4LX$,
MD$B0LJ9\K)+'^F>OR'_X*$^*/^#LJQ_;*>/1HY7:\#?\Z\V!Q?PF.IG6K4K#^G:%T]-C?\@4(2F9ZM^5\%$S\VMUI9T]I45WPVHP' M[=1X+[D9?_6H(V7^ T9AX0@*9X35+7'VKQ>]"J3ZW?^T
M66=I8F!N[B8M<.+JYCRSD%&P%%!4&OV1_MK^^=;P_9^\'?WB?'3&I;,XI1V6K%B^D*J\ M:EEI3[6FH3;/XC%7SJ[>6:%3^*D,K?6Y^&1?%>BP.2=C$_:8B?9V$U?W/ZC%
MLW_[%'@@B[_P""B^E_F6C/TWA>A9O6MJ_D*7 2U[\?EKS1:=)"4/M#B2E4KMC2FDFG4=89*+A3OPH'^G\AZ8E7S*#_T++WSNKX+CJ>] M"Y?C3X_!<\WHM-2FCDG2XSE:P_WJ*X
+4_POUS]D?]D+XX)AO%A%JWAWQ2:/)'J/N.B:K'ZY):2@N,C9?E@2B=1B_1#_&'/,0N.KMRT_-)+A+2Q)?U%0^]K4#?]5@9T97XGJFW3HF:U7_P"V9$7 N- M&PL[24J17N?7+'\
AKNHZQ>R"&TTJ2!MY@G,@NVFZ#Z#_P.\/G ;I3OZ-2]W0JS/+W*73Y?@$-N/^+6P1(B[?&6G8I5R%G=ANT^@<%O6-/J?7;C_?0=TO7(X?G?/<)]V_9NS@%VOY'
\$SO^">^$#?AE*GS$'.,G'B0B2WE-D/'3L5K=S52QO&HY'6=$-XOJU^L<-#2P5@7XQ!VSN6:P"\HK#WZ89"&9C1\]L36E5K!N;\X'CJ+QF/&*5)]H1HQ*W?=
^P/X[^#O@?X6?Z\MQG-&\6VH"MJ)'@MP?X\4<'0^3R> MV<6"3'^)K?F]%@BL?%'&5EW9Z]2"L@X!!P'YJ:SF'KO')&2'O'LF,AZ<&^Y\V@.F7]1-X4 ,%?W):?
O:>)/#K2ESI>JVEQ):W=OV8S21HGYE>6K-*6KI)L^E8_MFG=PZ:WSR6 M^<_B=:;P!R=TG:F#4?X(3]Q&IVZ!Q3G.D4ZJ]ET9&U:8VA]!%7PL^
P>'DM_LT/F$B^N%N/]=YH_>*#QQOBQQ6&(+[:>\>%D98_)YM>RKQGWQ^UC^T]XBE)T2,LTD^I9/:&2 M(Z\@?I24_,3)"C\R7V]I&Q:4I.C8]4M#(SR:<\(S1 7 Y?1W_P#[
$U_P#@M%P^"+E//(KJ:[\P*L@)?>/;D/@:WW!UK)FL5;.66GN<[5I\9%Z1J[<[-1.WR&G!KKU&!=4R&PSB$W9P"D14? 4\XR4Q\?E]=6 S;_B6S^9N?S><\HI!
3Y#,I\2&_&M:)*,?_#MC6L"%>+K_#^0=^EY#Q'^7>ZTBX-N\Q,<:[5%1#G=M3ILN8TG2#.?,7PZ:?HS8S(<%FWX*'ED8!/Y#=-[^!C>FQ8!O>IB^XMW\;Q<
M7VY*%?FR@,.7VHA?K+5C<[;_N<9'X:V/;[*[CI0<P*_^/\?FS(N0BJ(G^YKBM-DU:PV6$[8[9+?)[@QJ=T]O(IG>X&@.=@;H7 MZVR3B4E:!PQ
#^#/Y'F(1PG/8#T7F=F@;#HK"PE[DFS)]!9%\R/R+S?%6&?H*A[?7TF8,:6[R//LK]EH_AD%?L1ZU%[&'7)M]B8OOGSXAVM=M4OA
?R#H]T&!V>L%G0@KB'7MMBD@=V7O:D5\?>;YE&[4*+X1/WB(XZVCL1K"<5JRQ,9Y*5O6[HO\'7.^5M+=0>+O4M[(5;'*7&V/CS,PBHR0RBIMQMLK3MGJ1/%
M6?$T^]SJ,7U(9TI;72&W+KI\MF@JWXHJ3G1G9"6P/T,-6Q=:1I0TQ.T)1(I?M-@9.[Y>CXS4A*
*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ***
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH *Y3X_\)#?&?_8IZC_Z325U M=?\ DAOC/_L4]1_])I*Z<'_O=/\

Q+|SFQG^Z5/\+_(_F>HHHK^^S^ MHHHHH ****);#_C^@_Z[+_,5_4/7\O%A_P ?T'_79?YBOZAZ_GSQVWR__N+_ M .XS^A? C;,?^X7_ +D"BBBOY^/Z#"BBB@ HHHH **** "BBB@
HHHH *_#K M_@K;_P %?/VKO@;^W3\8?@G_,$@?V3/!4&O_#;P@GB']H7XP#P9:37\|5O: MK<,)IWV(T5O"ZI^^|V5Y-Z1*-GS_ +BU^,_C']B3]L3X M)=<\/?M#?".YO?AOXQTZT6:#4-
173+@#2TPV\2O)J$B $ %K3&>5R ;G_!#S M_@J'\=?VH_VM-"^%O_!3;]D3P;H/QD\6_!^W\6?"#XP:9X7MK>]\2>%Y?WPM MS,AD95*R/,JQNB#RYE>))%^;]?*_%/\ X(4?L*?\%4_'7[7?
PR_:W_X**_"B M#X=>%/V?/@JGP[^%OAZ:V2WOM01;<6HEEA\V20'R6E>260H&VUX]_P4_90T_]N7]BWXD_LEZAKBZ8?'/ MA:XT^SU-XRZV=WQ);3,HY94G2)F48)"D C.:
/S'_;H_X.,OV[?@+\/V;/A M[^S_/LB>OWQN^./PYM_'6]>$TLM2U2"QTR\:5K&UMK>UFBGEN&BBD:1BV MV,PMA&!ROZ%?\$L?V]/"?
_!47]ACP;^UI:>#8M(NM7:6#7O#\DGGIIVJ6Z5X7X!_P"4@GC_/[$32O_$8U>Z4 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %>4_M+? MM+:3\&-
).AZ&\5UXCNHLV]N>5M5/260?^@KW^E'[-/[2VD_&?21H>N/%:^(| M6+-Q;CA;I1UEC'_H2]OI7R_^N7#O^L7]B>W7UBVW2_\ )?;GMKR_KH>[_JWG M'|C_ -I^R?LK[|;?
S6_EZ7_34]6HHHKZ@\(**** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ KE/CS_,D-\9_]BGJ/_I-) M75URGQY_Y(;XS_[%/4?_$FDKIP?^]T_\2_,YL9_NE3_O|C^9ZBBBO[|/X M "BBB@ HHHH EL/^/Z#_*[+_,5_4/7\O%A_Q_0?]=E_F*_J'K^?/';?+_|
MN+_[C/Z%\"-LQ_[A?^Y HHHK^?C^@PHHHHH **** "BBB@ HHHH **** "OP0 M_; ^#_| P59_X+5_|%B?CK^QQ\/?VQ-1^#OP\^!RV*6NCQ:E>VTL\2&WN# M;VK(;R6<^9-
YLK8C1E52 0#^]]?C#_P4,_X(-?\ !67XU?\ !0GXG?MV?LP? M\%,['X6Z7XIMK>WM)+?QYKVEWECI-O;Q9M)9;1 J6ZRQR3>6'\L%BV $M9NM3N;W^SHXS+
MY<\4EUF:WC9K:Y@DMR2@DV.AY)?]JZ_GP\/?\&VO_!<;Q3\0T_:8*?\%H=. MU'Q90 >;M1T9L<\!E//6@#\'_-B+_@WJ M_P""D/[?_P"R_P"#OVR/$?\ P5_\0:.?B'HZZ?O!9S:AJ^JW$:2,2,2,:2,V!-
;;V+,F M!\P .ULKDXS7[6_\$L?V+OB1^P#^QKH/[,OQ8^/5S\2M;TC4=0N;CQ;=PS1O M,U^W/_2Q_8O^(_[7[&F@_LS?%?X M]7/Q+UK2=1U"YN/%MW#,CW*W%R\R(1-
+*_R*X3ESTXQTH_^B:*** "BBB@ H MHHH **** "BBB@ HHHH |+|_P#*03Q__P!B)I7_*,:O=*\|+|_\I!/'_| MV(FE?^C&KW2@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ M HHHH **** "BBB@ HHHH *_P#VI/VGO@U^QK\!O$/[2/Q_\4'2/"OAFV26 M_N8[=YI9'DD6*&"*- 6DEEEDCC1!U9QT&2/0*\4_X*#_ +'_,)?V\OV6->_
M98^,7C"^\/V'B6YLSIFN:5>)#>6.I6]PES:30%\AW66)3LQ\Z[EXSD 'R1\# M_P#@LI\>;_\ :A^*EG\4O^"?7[1B^ [?6O#5MH=JG@_2IKSP9%=Z?&S2:E:V
M]X;F..9W^T,W[XPH2&"8*CT/_@JS^UQ^W!!;IG]FS]E/]AW7?A_I.N?&[M5_$MG?:K\0M#N;VUM1IMA!=H0MO*CKD&53PV25Z8-?&VM?M?M(_P#!3G_@D?? MS&7]H[HHWXG?
%'X>?'[P9X*\2^!K3XLWLWVI>&Y/#OB75+>[L;6UM)M.CM99+03 M1K/&DB.I\PJ77;D@?HY^W'_P39_P\G_P3^E\D-9B^*_X%ZN@Q?OPQW(X3OPQ<1 M\|73:/=0B_2**9GD@@Q%R6^P;67AI
&+'6KQ/A_X9OO!6H:K/@K>>+==1\?*$\$CQ1)KEWX M,O+:[\F*>"ZE_>Q6TV#&(F."\A)+$)CU'IN3]NSXQ?&3XI:G_P_PS@?%'E"@_GS&W_\ M;ZK|7;BW$/Q$^)+*9-
%^$]A+E6N;J5>)=39=WV>S4E]PWN J88 Z#_@GY^W[M^T-_P4#_ ."FJ?M#?^:C+B?2_#?!8F?]>_OA5X7TGXS:6VM^'W\.:C?3'07\26#O"I\U6,OV.1_ M_+0VA33;^2=GDE5YUV^5-
JVJS*)]3OIY2\|W.QX,L\|C-@<#>J+P%%?$/_M 7H_9.TSX(?#;Q5_P %=-)_:4\7WGB;X9:GI.O>'_A9\1]6BUKP%+'R1 R@[M67^%AG!'8U\T_P#!2/\ ;S\|=?
LG+\/O@;^S=\|+;+QW\|;OC+X@FT?X9^%-4O6 MM[%%!;Q>=>ZG?2)ZV=K$5>0)\|[;@%QRR^T>'_CIX+7X7^#OB'\4=% CM_P73_&6O M ?QJ|>^+/#7@_P_P 4_"_Q;I>DWGA/Q1<:-
/?:G'MFGL/M=NRRH)8#&K)&Z-(N M$S@D$ ^M_P!CGX=?\%2O"GQ$O]?_A5XN\|.WVA-]E\/^ /]SICZ7J M?G1%=D\|TC7%OY7G+\X5]Q0^M?2%%?
EKJ'P,LO^"4_P#P5\|-[7+&./3[[!'JF3[5?TNJ"2FKC FFH[?2A+2IKZ%1/JY/HzZSZVMHO9*BF]HCHOM[Hz_[qZ8FSSg5tYfZtyUMKPj[cE9xs&e4s8mDYThD7FS8J3WW?jwQ6vB+ZnvKR6
+BOU*H M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@
HHHH **** "O//VE?C%JOP8^'QUW0]"ENKRZE^SV]P8\P M6K$9F_M+?LTZK\&-5.NZ$DMUX6M6/2*0_P#H+=_K1^S3^S3JOQGU M4:[KJ2VOARUEQ<7 X:Z8=8HS_P"A-V^M?Q#_
I\3_ZS_P!D^SE]:YK[OO?V MG-_+UYOUT/Z?_M_(_P"P_P"T.=>PM_P.3E[].7]#Z:_9]^,6]_&?X?#7=AU5T71=\.Z5;Z'H>GQ6MG:Q".WMX5PJ M*.@
JU7]O9/AL=@\KHT,95]K5C%*4[6YGWM^N[W>1 ,&8U\|+B<=4JX:G[.FV VV;^MM@HHHHKTCB"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ KE/CS_R0WQG_-BGJ/\ Z325U=?^2&^,_P#L4]1_ M])I*Z<'_+W3_P 2_,YL9_NE3_"_R/YGJ***_OL_@ ****
"BBB@"6P_X_H/ M^NR_S%?U#U_+Q8?\?T'_%V7^8K^H>OY|\=M\O\ ^XO_+C/Z%\"-LQ_[A?^ MY HHHK^?C^@PHHHHH **** "BBB@ HHHH **** "O%/\ @I5I>IZY_P $YOC]
MHNBZ=/>7EY\%/%4%I:6L+22SROI%TJHBJ"68D@ 9)(KVNOP0_X**_\%"_^ M"\OC3]N_]ICQ-^PQX]M/#7PO_9$2RNO$WAB6TL<7EBUN]PUS,EQ$TEYYL=O< MS%59OD$8"8+/
G_!%/X2>%_&_A?4=&U.WO/$1N-.U6RDMY MX@VO:@R[HY &7*D$9'((/>OONOS9_9]_X*X?'SXR?\%3/\(@+\!)1X>7X7?'O] MEVR^)&F:9%IQ_M#2=3E@FDDMVN-
SHIM91@K'U^6OTFH **** "BBB@ HHH MH *^6_\ @MA\;OBA^SG_,$IOCC\8O@QJ=U8>)M*\$RQZ7J-DQ6>Q-Q+';/< MQL.4>*.9Y%<?C]^VA_P $Z]?
O_BQ^QW^T+\9/#4TWA;P!-J'Q M:\):O'.%L?#]Q# DDMPP3;Y;1WT ^1BP\Y>A!P ?C;^RM_P;3?\ !*3X]?|M!-#P]^V#\2?^"@GB*T\2^(/ 46OZ_P"*H?
%&E)HNA:A+;B::WG@D@:4BWD+1 M2J\ZR,T;_P"K)VC]!O\ @UH^.^_Q8^//_1Z\$ZA\7=;O-4N_#6N:GX?TG5- M0D9Y;C3K:8;8P7;EA$KF!3V6!1VK\H_%/_!(W_@VU7J7XIR>(/"__
7).D^$ M);PR_P#",M:PW%Y%$6R8H[YHP .%9X'(&=QR3^^_| P33L?V)M"_8O\|&>$ M/^"">7B/2|6^%&A6TVG^'M0TFX>9)Y(YG^TR/(X#23-.97D8CEV8T >[T444 M%%%% !1110
4444 %%%% !1110!X7X!_Y2">/_| L1-*_P#1C5[I7A?@'_E(M)X_ .O$T_Z4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%%
!7GW[3_[*_P !?VS/A!?? ;]I/P!'XE* MZA<07%QIKWUQ:L)H9!)%*DUM)'+&Z. P9'!!%>@T4 ?GO^RK_P $,_V;/A7^ MV9\2/BM\2_A%X@\|2>'-*UWP]]J'P?
E\=_$:_UVW2:WTU%GN&MKB[E#RPW *Q/ M=1EHPH\HA0#7OW[:G_!|+W]E[]NSQ=H'Q,^+$_C30_%_A?3YK'0?&'@'QS?:+ MJ%I:RN'DA#6\@1U9E!^=&(QP1S7T510!|_|[%%'
3)_9,_8(U#7_%GP0\+ M:O>^+/%@C7Q3X\|\9>(;G6-;U5(\;(Y;NY9F$8P/W;;5)5202 ;\BU?\ X-[? M^";&I^.?IWQ#LO#7Q#TC4?&'B*Q'B*UUSQ!_8'Q;URPPANK^YE:6:8Q072H"68]!P M, <
5]NT4 ?.?@#_()5_L;^ ?V9/&G['|>%_$VO> ?B!,9/%&E>*O'FJZC- M<';&N$N9K@SP >4C 1NN&&>I->7>"?\ @WX_X)M=_&^A^+?2G1Q,^(5AX7U M".^\|,>$/B3\3]2UG1-+N(_\
5O'9SR;'V]EEWKZ@U]NT4 >3?M7?7_G[[_ M:]EX+L/VVa?"=UJL7@#QM9^+/#VNUVSUOVV?5;4.(96,++YB@.WR-E3GD4G[8O M[$'|[-
O[>/PSMOA9^TGX$$;5K/3=4BU/0M1L=0FLM0T_CSY=W9W4#++;RKD\J MV".&##BO6J* /G'|D?\ X)9?LK_L=_$G4/CCX1_X3#QPAO=2TP:9-\0?B?XS MO/$&L16 ;
<+2&>Z=O(AWU];%^UJ>S]GS/EO>U]+] M[=_,****U("BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH *** M* "BBB@ HHHH *Y3X_|D-\9_P#8IZC_.DTE=77*?'G_DAOC/\ [%/4?_2: M2NG!_P"]T_| $OS.;&?[I4_PO|C^9ZBBBO[|/X "BBB@ HHHH EL/^/Z#_KL MO\Q7]0]?
R\6'_'|!_P!=E_F*_J'K^?/';?+_/N+_P"XS^A? C;,?^X7_N0* M***_GX_H,**** "BBB@ HHHH **** "BBB@ K\1/^"DO_!&/_@N?\=OV]?CI
M\=_V0OVC/!OASP'\7]*MM"U'3+GQ5+:2ZIHL=BMO]EO(DLG5P-]RJDLS!)"H M8 X'[=U_Y_P68_X+\|?\%#M#_P""C/C+_@FG^S;\S;\9_AY\|$?#VA:O;Z6WQ'UJ M%%QS6M@N%&,YC7!0@9
#$_^:?\ CB6ZJ!_ MY=M?LU_P1O\ ^&!/J!!?^P1B\ ^&!?^?&#/#?\ P[.M++A4?\ :NI_V);WVWS_M'VN3G3[3G[;..BOQE>X>O\|!!_!P]_P$3I/_O*\"/_ .O*_^*9.
L&^&_B5_P $_O@AJ7?P[M[]J^W^M&[PgWj9OZXk3f-Q7AZT2Xef3_^eZyQyYPYu6dE8XLhR1cCqdKG2_8P0CJoi9Th6^P7Qza8(1i6dLJd$bBvIeHZM!k=3pL1 M&-7NE>%^ ?\ E()X_P#^Q$TK_P!&-7NE !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 "O@ M5XU\9>&;W[-J6D^$M2O=/N?*5_*GBM9'C?:X*MAE!P00<<@BOQ#_.'T7_!2 MW_HY/_RSM&_^0Z_:[]J7_DV/XC?]B'\UU?
OG@WDV49I@<7+&8>G5< M91MSPC*VCVYD['X#XS9SG&5X[YAN9=SAK=+"JE)DTSW)/IP(J?3SGEX\|8FFTZX8,8*TXTMC3Y(9!OO2[P[]U;I1H2EH+X5*ZJH*D^ND4|7xc6bF0M%1
M?_+J'_R)I2XMXJ=6*>/K;K_E[4_^2A_N,**** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH *Y3X_|D-\9_|
8IZC_P"DTE=77*?'G_DA MOC/_+%/4?\ TFDKIP?^]T_\2_,YL9_NE3_"_P C^9ZBBBO[|/X "BBB@ HH MHH EL/\ C^@_Z[+_#%?U#U_+Q8?\?T'_79?YBOZAZ_GSQVWR_| [B_^XS^A
M? C;,?\ N%_[D"BBBOY^/Z#"BBB@ HHHH **** "BBB@ HHHH *_/?\ X+;? M$7_@@=X/L-/\)_|!6K0O!]]XCUFP\S1(;70KF?Q*ML"4$L<^G)]JMH=RL S MR)&[1D#
<5(K]"*_G7_:7_9D9D^#W|[9G[C^*_A??XEL7CU#39;G:T$DC.MO)Y2M$X3S+=@V&*_MS,5;/|[(U_.__$$_S|@3/|*G@#1[V:D]|6DHIGC5HPI1MS7X7YX2WF)7Y/
[DN5VDL9,_T04 %%%% !1110 4444 %?EW^V+_,%'?V&O M"_[;O[3'P2^+W_!,?P3XX\2? 7X/0>/-9\9ZWINF3W'B.(0:3LL\S63R1,J: MC&@=G< 6^ H! 'ZB5Y-
^VS^T_P##S\|A;|EKQ]^V++X^\|-37]EX*\/R7UU::>B M+A_| RJK] MFO\ @C?^UQ\(/VX/V#?#?#?[1'P+_9PTWX4>'-4U74%:2+U<06KP7J%\ M_#Z5N:6/<"/=\|5[-]B\;_0;LO_8XT
(7=G=0/;1P7+Q1.4NE64;T4/R,'=QQ0!]$T444 %%%% !1110 M 4444 %%%% !1110!X7X!_Y2">/_/L1-*_]&-7NE> ^%HM6F_;^\|>KI%W%" MX\#Z5N:6/<"-[\5[-]B\;_0;LO_8XT
;%%8_V++QO_P!!NR_\|C_C1]B\| M;_| 0;LO_8XT ;%%8_V+QO_P!!NR_|C_C1]B\;_ | 0;LO_8XT ;%%8_V+QO_P!!NR_\|C_C1]B\| M;_| 0;LO_8XT
0;LO_8XT ;%%8_V+QO_P!!NR_\|C_C1]B\;_| 0;LO_8XT ;%%8_MV+QO_P!!NR_\|C_C1]B\;_| 0;LO_8XT ;%%8_V+QO_P!!NR_\|C_C1]B\ M;_| 0;LO_8XT ;%%8_V+QO_P!!NR_\|C_C1]B\;_| 0;LO_8XT
;%%8_V+QO_P!!NR_\|C_C1]B\;_| 0;LO_8XT ;%%8_MV+QO_P!!NR_\|C_C1]B\;_| 0;LO_8XT ;%%8_V+QO_P!!NR_\|C_C1]B\ M;_| 0;LO_8XT ;%%8_V+QO_P!!NR_\|C_C1]B\;_| 0;LO_
8_XT ;%%8_MV+QO_P!!NR_\|C_C1]B\;_| 0;LO_8_XT ;%%8_V+QO_P!!NR_\|C_C1]B\ M;_| 0;LO_8XT ;%%8_V+QO_P!!NR_\|C_C1]B\;_| 0;LO_8_XT !M7WJML02/L-_P#H-V7_
(#'_&N5^.EGXS'P1\8F76;,J/"NH;@+8Y(^S2>]=.#_-[I M_P")?F)-HQVXJQ0 444V::*WB:XN)52-%+.[M@*!R22>@H_/#X MP2?\'#OP_P#A%XK_ &HM9_:#H9HT^%M'O-
<_P"%7P^"]1N+*2RMHI)V@FU. M2Y619C#&F&9 (]^<,,J_-6U\|3O0^"LOQQ9U__@F!!\|1/VK/@E|L]*T3XA_M_M'^,,/"O M@WPKI_BA9;C;C3M#U36|
-5B3XR_RPE*EFHVW/`<=*-I2CQ8'+&&-(J-&P\C?I`,PV5TG2GXIFG3IY!YD+32(+:;?/4+QL5GJ?TRQX`QS-2I%E(-46QY/EU`@)&M#%Z2KN_&A<SAZ8!0<;@S)!-:;_O]HH-DKLE6S
5A_P"""=?@+ M]M_X2:G\3$]^VA?&&H<3T4(9^FF5BFE.Y]!S^0^BPSTTX32XY9ZW(JHSAVP5D=\XG6;8V]`+]RGKLXD0)OQP3O2=;.P7UXRaXt4WaJGtsWwB4vxrbTwH7t3PE4xF6PqIbnUBM\
M;^6&QU&QMY%>)(C]F#K 5*"*F^/_"WQ%\|/^%VT$7.ESW4UG*>+*.CX;,DL : M[K_@G+^U%\6?VU/!GC+]IG7=.TZP^&FN^_[FU^"=M!8O'=WWA^T/V;^U;EW<
M[OMEPDTL2!$V0"(_-OS7QW^U7^Q_|0?"OQB3]FQ_VJ/$GO*_:"_:WLH/"WC+ MX@7&CV6ECP=\|,M*)FU9[6ULT$=N91/\ 9E9R3-/>*5*E#G |3>)?VE?&?PS_M &Q/B[\#?VNO%%_P?
T/\ 8ZFO_#/P8^&W#Z3X]#BM?^#^A0WF[48;BVE>]2Y/ M[L!G41G1CY0(Y<+"@#];Z#*^_+ O_Y_F^/GB^^K+ 0G[*OPS^/GB##2(]/O_ M/!^UM/O _!Q\/M%%/)07WCI1%4
/@I5_P5Q_X(V&@]#S R(BXF_OPSU U ;:M(&SZ!%8GIW!3@KTS(P8K%IMYRHVNR7&7ZNUI7GTTXHK3Dh-/!\M_-V[8N\5+5]ChXeP+LXRI3XCZIjuhJ
/@I5_P5Q_X(W&@]#S R7(?F)%$/$4+ Q7ZVW)52-%+%/M0UNT27L:J/)6!/,5%D! MB#!@>:_="OFK]HK3_@LEy?-Z!P>%#1GdiB1HMPSTYVzfZqfmUi6VyEbuUnAVFUq6DYfnVs7
|#_CS8?!?]ISXN?"/1/B#X@,+Q:7XE2T^V/YF% MB:=W0^2'P K3,H88P2* /S__.#>?_@I1_P2+\|?_+1U]^R#_P_$Z/\ @G=K MWPEU37?#]SJN]^(=7U)+^6[AM2A$,EU-<3W+J#+E4+[
"?B3\(+#X9?$?PA:%_ACI.O#_A(;.X@L=/C6_-@+=1 M IG2Z)=9-I2[R021C])* "BBB@ HHHH **** "OG/_@KGXX^!WPY_P""9WQK M\6_M(^!;QQ-*X*A\!7D.M:!87 AGOO.
ABCCE*L(',TD6V;:WED!]K;<'Z,KY M^_X*L^#O'/Q"_P"""<'QH\"?#3X1P>/-?UGP!?V6E>$+BTDG74YI(]BQ!(G1R MW.Y2CJRLJL""!0!^&O\ P3I_X+/_/!P#\)_V V V_ _'P@_9;_X)52?
$#P#X8T(M:?X7\8-\|8-\)_$=V-0M(Y'5#]M)X[>.!_(O7>9=\|.J^2Q!W9&!7X MR_LE??MI_\'5[?C70W@@&IF6[C['-W&\E\C#\D5@D8BKB@@E^K!%2C9MZ1RN6.E4VXPA
B;_P4!^#5MX!^)UWJ.H1G MZOX:M-(FL4@@CN72\(V2YSG(QTH^B:***_BBVR2Z]08UF)G6B!RV4Sh7XA5>BQKZJHx*kyRAg$XEhJVcN"Kz97sdY2Qkx3xRX4BgRF4JTi
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@#A/VI?^38_B-_V(>K_P#I%+7\UU?TH_M2_P#)L?Q&_P"Q M#U?_-(I:_FNK^CO
S_D7XW_!0_)G\W^.G_",% AG^:"BBBOW8_!PHHHHH M *UO 7_(|:+_-A:V_\ 1JUDUK> O^1ZT7_L+6W_ *-LZW*7HS2C_&CZH_ MIVHHHK_/\ T$"BBB@ HHHH ****
"BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "N4^ M//\ R0WQG_V*>H_^DTE=77*?'G_DAOC/_L4]1_| 2:2NG!_[W3_Q+\SFQG^Z M5/\
"_R/YGJ***_OL_@ **** "BBB@"6P_X_H/\ KLO\Q7]0]?R\6'_'|!_ U MV7^8K^H>OY|\=M\O_P"XO_+C/Z%\"-LQ_[A?^Y H"BBBOY^/Z#"BBB@ J#4=1-L M=9TVXTC4[<36UW |-
Q$Q(#HP*LIQZ@D5/10!\%M_P;A_\$WOLR^#HIOBU'X! M$H= A4OQCUH^')%#!A&UJ9RY3('R^97W!X)\$^$/AKX.TKX>_#_PS8Z+H6AZ M?#8Z/I&F6RPV]E;1($CAC10 B*JA0!P
*U**.!T/|FCX0Z#^TAKW|6=MH,| MWCOQ#X8L_#MUK%Y?RRBWTNVEDF2TMXV8I;QM-(TKA /,?:S9*C'C'[0/_!'O M|CG]H_XI>*/BAXQ/CK21X_6T7XF^&?"7Q!U'2M&|:"V01Q?
VG9V\|JI.1&HC) M&PLHPQ.3GZEHH K:-HVD>'-M/#V@:9!H96%A;1V]E9L0CB@A10J1HJ'*JJ M !P *LT44 _@1\WE3 $5 GEK_T\T %%%%%V-@$ _H=$E^NEE%
MC_M8Z;+*^F3JD94RJ]=C;JDGR>3(64@X*_T,??*!?*D !L'"\:(L%:*+#(W/ISP:?-%]?8\F#V!~MMX<|(V%[;VEEQ2:9<7C>=.X2)%BMHY)&))[*< $G !-?CO\ %|:@K?!&-M?L;Q>(>!;|6?
B5H]AXDU>Q\(>(M4LGMK:>VC%K)>)+?VT=H[P M(A$*H90 &=%#AB_^,V MJK!*I;5[6VN5E|UG \UP[V0:094LZJ#E,#^@*ORC_P"#"#UB[TQ94!DM[F:[N@UL)3%O2-TP_EEX_MN,?
U+/ M"/@VXO=$\ZU$Z6TN50W31GAUA5VG*ME2(CNR,T ?0=%?SJ_LQ?L1_L1_P#!U MMU_7PQ^UOX(P_P""GYT;1?>FC5-(LM5^*.HV.V\T"!(GTsJ2a1Wij4EbYvQx~UFSVCu12FKc8pjgGVHWhk!/
MNF:U+XNUC4/B#9P?\(M>6;60MK.[C)(BDN/M,Y E>,J+5N&R=OU#X4\6>%?' MGAJQ\9^!$VGZSH^J6J7.FZMI-ZEQ;7<+C*R12QDI(A'(9201TK*OA7H?Q< M_P""5OQ00^
_P"_;9_P""55SXLTCP'X&&X&_\$[)K4X;J/]?7KV.PL_KL/6O&GYI)MY^NYS[HK5%KVJ4W[D8eMn0u^Nk6AjzzGQ9D29R5UPjSU2#Z$Qh2y0%e8JT!%M_P""5OQ'P@Q/&%P^N#!%JK+-B
LO_P#!4?\ 9@K_" "A;X M;>_ A9XMT[O-XHO-$U.2[O-9OVC8W5XSVHFN;JYDW.\H4C)Q|JA5'Z#E+ +>W M[/[J39PORIVKYTJ:V4K[-.QY'K4V!N0A6A4GVGP*HU!N0DW/_C@IAOSqhn6C*T6:WK]RdX0QsT
MIDOP2>#0!Z1^^QK^^WM\|4OVK/B'B'J7@;OS_,$[_C5|(+6PT5K^+7_B5I%I;V=W M()HH_LL;0SR,92)"X!&V-^>|%-9>@ZPE~0)NsNjyG0mF~qGyuUA7zD6dnY8W7ISi3uR4dhN2T0$g%u9@!
UK8K86]]:C==V|C'<7"2ZE) .'$0 SC!965FM?L*_MU_MEZC^ MV?| $'_@FE^WYX,|"/\ $OPGX#M_&OA3QC|-?M46E>(M#EN!:EI+>Z9I+>>. M=D1AN*L2^
BM)S/_!KNB3_|$4/A7KMVQ?5-5UCQ1=Z]-(/WDMV?$6HJS2=R M^Q(|YYX% 'V7^S5^T9\)/VN/@/7*_%!|^*Y8|%:^$^/4?VS5!g:2^!/B9=8|\)^_-*2_T:^$91BA)5HW0| MI(CJ];H>5=&4]*[BOSV_X-
FWE@_X)RZOH-H-NC:5|:O&-IX;C7_5I8C4W=53 ML%\QY>G&2:_0F@ HHHH |+|_P#*03Q__P!B)I7_*,:O=*\|+|_\I!/'_| MV(FE?^C&KW2@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ M HHHH **** "BBB@ HHHH ****.$_:E_P"38_B-_P!B'J__ *12U_-=7]*/ M[4O__";'\1O^Q#U?_I!<5;U\"'_I!_| 1O^Q#U?_I!<5;U\,G_#FS-_;/]!MWFB@.
K6\|!?\ (|:+_P!A:V_]&K6_MX"_Y'K1?^PM;_\ _O*W/@3^%OS9A^DG_ !0-40XP*R76 J!_?C9=PqpPvNw9wDjwsN0yQ70hvK8N6GR6n9NpNMYO0FwoLN!BFdW6NW@8VTSy^ZE"QS2ggxdl6L^c~3ReE0SBb
"BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHKRG]I;]I;2?@QI)T/0WBNO$=U%F MWMSRMJIZ2R#_-!7O]*\O._P"$T\5_\)7_
,)S_;]U_:_VK[1_:'FGS/,SG=G],=,<=*^R_P!FG]I; M2?C/I(T/7'BM?$=K%FXMQPMTHZRQC_T)>WTK\XX)\5\NXJS&>W]|W/1-T;J9rgp91Ro,0^6z-I^QV+%HgJ8yXrAgwbqH6XVWA]#BE]_2(3D9
@#&9#@XXJC+VD$ESZ?"^]OY?/==3U:BBBOUL_/0HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH *Y3X_|D-
|9_P#8IZC_.DTE=77*?'G_DAOC/\ M[%/4?_2:2NG!_P"]T_| $OS.;&?[I4_PO|C^9ZBBBO[|/X "BBB@ HHHH EL M/^/Z#_KLO\Q7]0]?R\6'_'|!_P!=E_F*_J'K^?/';?+_/N+_P"XS^A? C;,
M? ^X7_N0****_GX_H,**** "BBB@ HHHH **** "BBB@#\|W/^#K?X(_$_$;XU^#__$9&+@$/P'MX_"O:^8^(A!kB1!DG1qaBpWhD28FXW3_*ZxrQmrg#*UKz$RWB\hfRpSUz#@fA%6'9^8t$k
Y>6W)*Y8M7[^5^47_! G_@ MI?\ L ?MN_%74? GAC_@FSX$_9[^->F>%A]]E'H'A&QMQKFB3>5NN+2[CM() M=I\R%FB8$,CHZ/(H?9^KM !1110 4444 %%%% !7D'[?_P %?B]^T?\
L5?$ MWX"? 3Q?8:#XP|7^$+O2M!U?5;J6&VMYIDV$RO%'*ZH5+*VU')!(P']!^,OP6R ?!7PH_X-_?@*4(,LX)XIF"V%$r!W__P_#/4B;LZV_Z4^`?=fuW}|pu_2tvnTz1N&:-KS8}NDlLN|qb1
!8\2PVUG&79RD<:Z3A%W,QP..:_7;_@EC\|!?VR?V:_V-=!^$O[> MOOTMOB/\2K+4=0EU;Q7::Y=ZBEQ#+Z\7WLEP7N5N+IY8HR;B223Y%=4&6/3C'2@#Z*K,|::%J/BCP=JWAG2/$=SH
MUWJ.F3VMKJ]D 9K&22-D6>//&]"0PSQE16G10!^5'Q@_94_X*QV_[>/P,^#O MC+_@I]X5U74+_P"'OCV#0OB,GP0A@U:QL0="6\|$ENE]|EEN7#6XCF"JL9C=F MC?< OZ%_L;?
LH_"W]AO]F'P;^^R?]|%TO/^$;|%:3]BL)M1F$EQ<,TCRS3RLH" MF22:221MH507(4 8],HH ^>/BK^P[JOQQ'_X*2?"C]O6#XBV]I:?#;P/KN@3 M^>UGDOVU#9MF6;>!&$V]J4;=GJ*Q?
VOO@C_P_%3]];^-$/Q2_84_;.;_|!>'= M D|/P6&H?#?XD_#]][^Q-Y'+,S:A%>6TJ7".Z2(ABQL_<*>2QQ]0T4 ?)?[M_M_!CXH? /X/\|^._VW/VPOAVJ/BCBTE?_/ZX\|%
/B%I5KHU[K&E: -+TG0- &MVVWQZ986X=V M$9D"R/(YW.R*=H;>TGE&D?!| !,'_(*.?LJ7?C??XH2?!!.#]M_P)X.^$OQ? M3ZAKMIIM'C;P!/J.J^!;F_8O=+ I,T5Q'%+%ZH&E:|2**&=&/M&M&HWN444%%%%! 'A?
@'_E()X_\ ^$ _Q$5X7X!_Y2 ">/_ ^Q$TK_ -&-7M__0C2!0_#5_R_@QTK@?!KCI5GMVRD1CCTRK_E|0_WQ0K+ER0UK82Ga9)^*UZ4M8%CUKMJ3BBC(kF7F%Mz~UTSMW&gWDxmQ!P^K-H)8
Q&_[$/5_2*6O6TXDC\J_+!LM?Q4+F5X5_3OX7XA1?%)FK2Tn/0!?-/ LX. M%%%% !6MX?!5V_&*3@#0w(*sH9.%eKzKh4jPM5%w?%_B@UMSbwbhXWE\P1YrAU6X4~1n_mk_
XT?5' M].U%%%?Y_G^@@4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444
%%%% !7Q9^UA_%?P[\5W/CG[;=:KI&JW1?\ M"=B\D$C'/ER MG]%;H0,<$5]IU5UK1=*\1:5<:'KFGQ75G=1&.XMYERKJ>H(KXSCC
M6J2Y*D+N$NBE;JNJ>SZK='TTO(U9_'+RJ-2@DUvEU^Z(8VY7FL8DJ2=0QrFt'3G^vy$8vq1@#1L^pqsjW%b^Tch7SI1H*MY!Uo-#ENQ|]TEOLh@ _(*b_o7J2S=hj3-JGNGhT8R6@\W`$_6:~*qI
5^*6VFI^F<5^(>#67JAEH_P#I-)73@_| >Z?^)?F.= 3X9_ME?\ !7/P-|3/"ETOBSQC|#;W5_VK7%BY%SI M(TJ:6>""8C#9%U8913G_$8|?NSC]ZZ* /P-_P"" 6O_+27[?| ^WI|"/VD
M)OV8=0\"?#K]F3]FJ#X80)O$*QG=(3(@/ M[Y444 %%%% !1110 4444 %?DY_P4E^C_@JG^^4K5^qz5cn%1+pVDYgtJl8oFvdKPXB0jf|6FcpYU9Swvfh|4]|SI_&+{n^#~7x?AQXGA\0:9\,I;*>TN]?N803" M)K:5OM,K

E29;GRHD^]%"6S7[$T4 %%%% !1110 4444 %%%% !1110 4444 M >%^ ?\ E()X_P#^Q$TK_P!&-7NE>%^ ?^4@GC__+$32O\ T8U>Z4 %%%% M!1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 % M%%% !1110!PG[4O_";'\1O^Q#U?_P!(I:_FNK^E'I]J7_DV/XC?]B'J__I%+ M7\UU?T=X&?\ (OQO^*'Y,_F_QT_Y&&"_PS_-!1117[L?@X4444
%:W@+_D>M M%_["UM_Z-6LFM;P%_P CUHO_&%K;_T:M9UOX4O1FE'^-'U1_3M1117^?Y_H M(%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %?^2&^,_P#L M4]1_])I*ZNN4^//_"0WQG_V*>H_^DTE=.#__-[I_P")?F.V^7_]Q?\ W&?T+X$;9C_W"_\ <@4445_/Q_084444 %%%% !1110 4444 M %%%%
!7Y#_\%"OA-_P=7Z_^V5X[UC]@WXX:-I?PCGU&$^";"YG\.!X;?[-" M) 1=6KS?ZX2GYV)Y],5^O%?D/_P4)_X)&?\ !?G]H/\ ;*\=_&3]DW_@JU_P M@7P[UW489O#'A#_A9_B*Q_LV%;:&-
T\BUMFACS(DCX1B/GSU)H A_8X^$G_! MUGI&N?$%_P!K_P"-FDZEIUQ\(/$EOX(AL[KPX'C\5/9L-*ES;VR%0MQ@Y<^6 M/XP17Z"?\$Q=!_;1\,?L,^!-#_X*&ZS_
&A\8H(;\>,KS[3:2^8QU&Y:V^>T M A.+4VX^0=L'YLU^7'_!'KPS_P %0/V7O^"Y.K?L3?!\ !0?_(**ZU\0&TOX M23:]I^@7WC_5]3L-;6X,026V2[15\V B3<)%1L!V3< 37[@T %%%%
!1110 M4444 %?.G_!6W]J+Q]^Q;_P3=^+_.TW*Y(8_$OA7PF\N@7%Q;+,EO>32QV M\,QC<%7$;S*^U@5.S!!&17T77B/_4ETG]G'7OV"OBSHG[7>MW>E_#6[\$7
ML/C#5;"SEN+BPM&CP;F*.)'=I(F*R+A&^9 2" 10!^/_.VM_P %1?\ @LEX MUU7]D/\ 8(_8N^.UI=?&KXL?!NQ^('C/Q#I^C:7;MJ%S?Q7%[#8CS83;V\-M
M;6TI)55,BA"Q.2&_3'_@AA^WWX]_X*1?\$XO!_[1/Q=LK:'QI#=WNA^+WL[< M0PW%]9S&,W"H.$,L1BD9% 57=PH"@"OSS_X(7?\ !$F#PU8W_P#P5_;S MLOBQ>W?@36O#?
[/NN:UX5U+3+;3)U_2UO+J.[+3JEN(I85MXTV;2VU\;37Z M0_\ !&C_()WZQ_P2]_8-\/?LI^+/&UCXCUZTU;4M3U[6M+BD2VN;BYN7=?+ M$@#X6$0H2W5D8]"!0!]44444 %%%%
!1110 4444 %%%% !1110!X7X!_P"4 M@GC_/[$32O_$8U>Z5X7X!_Y2">/_\ L1-*_P#1C5[I0 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% M'"?M2_\ )L?Q&_[$/5__$BEK^:ZOZ4?VI?^38_B-_V(>K_^D4M?S75_1W@9 M_P B_&_XH?DS^;/&?\ '3_D88+_#/\T%%%%?NQ^#A1110 5K> O^1ZT7_L+6W_HU M:R:UO 7_
"/6B_\ 86MO_1JUG6_A2]&:4?XT?5'].U%%%?Y_G^@@4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%?*/[1O_!8 MK]B/]F?]J[P;^S!\0_VC?AM83:TFK#QAJ.I>/[2W?PI-:Q0M;Q7<1)\IKAI' M4"5HR/+)PV>/4?V@OVR/ ?P5_9J_X:=\!^"_$OQTC\/:5\(+*+*6[S7&
MN9EBB-H(Y!'+'EMS2!]JHK-SC% 'KM%?#?@S_@M+J/A[XW>!?@W^VE_P3\I^+ M?P*@^)^OPZ%%X$\6^+!8WNE7FJS?\>]C<2VDSFUGE/"(RG)SG:JLP[C]O7_@J
M=H_[#_QQ^'W[.>C_+*GQ*^*WB_XD:5J>H:%HWPYL[6>98;'RS.66>:,G"R; MOESPIS0![645\T?L<_M__%7]]JCXGWOP\\TM M["XD2:&,6B-#<2,9F$K. 1C;"_/ !\V^(O\ P5^^..B>)_%
^$W_2"_:*\ M:>$_!^L7NGZGXNM]+L+);\VDSQ2SZ=;3W'G7\),;%'11O & ,T ?<%%>8_L; M_M=_!7]NW]F[PQ^U3^SYK-
S>^%O%5K)+9?;K;R;FWDCE>&:WGCR=DLKZ_\0O&27!O[C1HX MGL/#CQV4MY'#>R,X*S2PQ,ZQ(K,JLC,%#]3]34 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 % M?^2&^,_^Q3U'_P!)I*ZNN4^//_)#?&?_&*>H_\ I-)73@_]]I_XE^9S M8S_=*G^%_D?S/4445_?9_4444 %%%% $MA_P ?T'_79?
YBOZAZ_EXL/^/Z M#_KLO\Q7]0]?SYX[;Y?_-Q?_<9_0O@1MF/_'"_]R!1117_']!A1110 44 M44 %%%% !1110 4444 %?D/_,%"?^"1G_!?G]H/]LKQW\9/V3?@7
MP[UW489O#'A#_A9_B*Q_LV%;:&-T\BUMFACS(DCX1B/GSU)K]>*__\ :0_8 M>_X*,\!9S_(+#_M)_#'2_V[[_$OPC\(?!R!\TJS\,Z29-0-K-;7%N0C6MM! M/#&V3"\LLQ8MNGC'(("@'L/_2
_P""-7Q0-_8[_."H<_[1/_!1'_@I7X1^@M)OQW/@JY?P[X*M_&]QJ6NW-W-C,OV9M2G.HE+N2WCC26% L1C!/^L'E[3^Q]?R M_P"M_P#!OC^V\V5V_N\E! 87E_X*%\R%
()]>Q_A$WB>/XM_V3J'^CVVNXIXO[M-S]LW\F,O_K0/G^[W/\ 2G_AWK'P@^!7G_S+2. (?%#ZY?:\ A?PEIND7VM2* MP;4)K:UCA>X(9F8F%V0ORQ/S-/%>K>!+(+^QT]+PJ:PEJ5L)K?
5Y)HC$UM(A=RNCLI&]>O45[=7 MAG_!3'K+4OV%_V"?BG^UCH6CV]_J?@OPI-=:-9W@)@DOG98+82A2"8_.EC+ M $$J" 03F@#_V(-?\ ^#L3_@G[^S;H?#_8-
MSX2\.SWDNDQ:[H=G=3 MP_:;J6ZE3S!?+E?-FD89&1NZU^UW_!++XB?MS?%/]C70?&7_49^'%MX4^* ML^HZ@FLZ+:626Z10)QEB"Q%MX#C=@YQ^Q__M 0!_:,_:)_:R_X)<>
OV@/VI?BO:^-/%_B"\U22[UNVAM8B8DOIHHH9([6. M...2-4V,NP$%> O^1ZT7_L+6W_HU:SK?PI>C-*/\:/JC^G:BBBO_P_T$"BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "JVM6-UJ>CW>FV.I264UQ; M210WD2@O S*0)%!X)4G(^E6:I>
(]+NM;\/7^BV.KSZ?/>64L$-_:X\VV=T*B M5,\;E)W#W% 'X4?"_P %?'3_ ()4?$OX#__+]L?_ ()>WGQ T_P=#\0)-1\= M_":#3_$MU\2X+M899=2GT^9H[HRP1LGFBX+,R$;.!M'[$_L)?
$S]E;XQ_LD^ M"?B9^Q+::9;?"[5],>7PG9:/IGV*WM(Q/(LMNMOM7R#'.LL;1@ (R,!P!7P- M\9OV6_\ @K3X=_;<_9]^%?B+_@J#X5UO4+K1O&"/V/^"<7[4-S\+]4 M\ 7B76G>+?
$/AN#7?[7+27$UY%>P2&-2MS/!_$'[-FC_M!6)^'-A\(KBYM;O2-?DEN(]#U#Q!#?1N MUY'$CG>+2>)!(6)BD4JA^A/^"A7[?[8_P >_P!M/X._ME_L=?
TLGQMX>N=32?^TEAC8K#"\8.(T?DN,$C@UQUY_P3(_X*$_MA_%GX?Z[_M,%1OVQ/ >O^ /AGXPM?%.D_#GX4^")].@U[5K4L;2?4+FZF=_+C+$F! 4?<
M02.#7M'[9'P3_P""H7B/XP6'Q3_8._;*\#>%]&7PW%IVK?#GXC> 6U'3[B[2 M>>3^T4N[>5+B*1DF2(Q ;"(%8Y)P #SW]AW]N;;M"V_;T\4_\$PO^^B7A7P% M-X[TWX<1>/?!!?
CKX9I=0Z;KVAM>BRD$UM=,[P7*3G& VU@CX&%5Y/4/^"BVB M?\%1O$'@6QTW_:^G_#@6QTW@F@XL^$^D7DEE?+XFG^(D-[]O)Q#][F_LN6)9+>&7'VD,UU# M*FXPG& ^>3_82_X)S?%
[X,_M(^,?V\OVU?VBK3XG_&OQGX20[F91P"79^)\0_LI_\%ZM).I_#SX=?\%0/A9>^ M&M0N)UL/%WB;X.M_PD6CVVTC$HD:PW'V6YDB4A1)*,OM#-R30!TW_0-U_\
M9NU3_@F%%X%\/_LP^#/$'AW2/#=YJ6D>(-$\67T=WJ=KKL-Y*=1^TW$2K'.[W M#O('154I(@"1XV+>_P""SG_!0O6?^">"_[NE:WX)N[#3/%'Q^O^%?#OBO7 M;26?
2_#$DT4LLNK7D<*/)+';PQ2.L2(YDD\M<$$UM_C_@FX/V1?^":NI_L(M?L M?&6_6-"\27?AW54MOBG?1F2_&O7WF/)J[JK#YQ-)N5 V55$7<2-Q]E_9>^ M&_Q-^#_[/'@WX7?&?
XM7'CSQ7H/A^WLO$'C*ZA:.36;I%P]RRLS%2YYP6/UH M_$+7/VP_P#@D=^S;^V1^_G]]T^*=-\$>,O'&O?&GXCZOH&I_P!HZOJVIV]WS26PDGEGG!4!
_EJJ)PJ@U^]OASQ!H_BWP]8>*O#UZ+G3]3LXKNQ MN C*)89$#H^& (RI!P0#SS7@G[4O[#F]_M%?MG?7Q?%Q%M]*M_@3K'B*] MN]%ETUI7U@:GIRV:JDH=1#Y97>25;
<#CCK7T/0 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 5 MRGQY_P"2&^,_^Q3U'_TFDKJZY3X_P#)#?&?
_8IZC_Z325TX/_>Z?^)?F.V^7_\ <7_W&?T+X$;9C_W"_P#<@4445_/Q_084444 M%%%% !1110 4444 %%%% !7X+_\ !8_]OC_@K'^^U1^UY^^T%\!_=\9KCX
M:_"W]E'P.^M_$;Q!I>JMI]WJ5Q%:&YF07,2-/YK%9H88$*1M]G=Y&&05_>BO MRL\;?\$E_P!M7PY^TA^W[J/PQTSPKJ7@#!]JJ[X5W%OX7N+C7_";ZV\0C3Y(H MHHHFCVI
TUY>@R!S@"(XY(!YW_P0;_R_X*7>"/VCOAU^Q=_P %(/B9;_$+_ M1/CM\$[?XD_!SQB]W]IO[:%X1<-8W,S1QO(WD^:7$F\QR1J$D='R/V7K\D?^ M"(?_1_9N_:/\/
+87_!2WX[Z9KVK?#CX;)X&^$G@[1M2-VFAZ8J"% M=\@BCC14A\R-40.7,S.[[EP?UNH **** "BBB@ HHHH *\3_."CO[)=U^W7 M^PY\2OV2-/\
$MOHUWXX\./8V.JWD#216MP)$EBD=5Y*B2-D_&?X7?!*V^ M%7C34['4'TM-7T>VW"WG@:2-UW8=C(LF"&$;QG<@Q]M_\$2?^">/C'_@F%% P M3Z_LO?$GQG9:[XGCU&]U?
Q%=:6SM9Q75U+O,$#2*K,B($7>57'?V;/ O[1=M\ M5=-TG5-2N(O&=I;QQ)=-<74DS1A8[B=1Y98I_K#]WH.E 'TW1110 4444 %% M%% !1110 4444 %%%% 'A?@'_E()X_\
^Q$TK_T8U>Z5X7X!_P"4@GC_/[$ M32O_$8U>Z4 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110!PG[4O_)L?
Q&_[$/5__2*6OYKJ_I1_:E_Y M-C^(W_8AZO\ ^D4M?S75_1W@9_R+\; BA^3/YO\ '3_D88+_ S_#04445^ M['X.%%%%% !6MX"_Y'K1?^PM;?^C5K)K6\!?\CUHO_86MO_1JUG6_A2]&:4?X
MT?5'].U%%%?Y_G^@@4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444
%%%?G[^UC_P]O$?V&/_Z%$_P6_O\ Y'ZCX+_\CR?_ '#E_P"E0/[-_P"Q,/Z6_P G^)^Q/ _^4W\6/^CWJ_\ H;'_ /R'J_^%_P"/\ >?_ "Q\0OF>/^Q?7_ 7U?WSQ^[W__%R?_0HD?4WQ4%8U
9PD^5/EE+6S=K>R7+@:17Y@*FR<%\+H$V"#*4QO+9Q/GBUFK8-YX99BDY)__&0Z;;PJSDX/)WV]B2SHP7+,[GV/BDAV&E!T%8/3H ?F)?5\,ZV)7P /AK@,BIA/F$U
%9A_P"9%_ O=1_Q"SCS_ME#[/VOPJ?5&_N].G+,HO(S=P#L;$BD=5)CHT];UW #=/9S-"&1[^>?NF?_2X#C3]W5F%\7@Y5O1QZ*^:_VK^\+W)LUPB<*;U]I>Q1+7.!>M
L2_M/?\-B_PA?,W??"])=3@D#$I7QB&$M_95C,D8)"K8JA/\[_7*;0]P+3G)S2.,=$.W.2MW#I60CTDN8N'+*+8?3[^@SV^]E^^>9PU<-S"JUN8OW!1(K^W<:%]*
"BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ KE/CS&R0WQG@JA\^'OIOTGSFN/OG=_7]TUKUGV^[&RU_]%H'B/KG8<E+@ ?BKI4P)?"0@>/!2X-D
"/YGJ***_OL M_@ **** "BBB@"6P_P"/Z#_KLO\ Z&*_J'M_^/2'_ *XK_P"@BOY>-/\ ^/Z#_KLO_H8K^H?3_P#CQA_Z]XO_ $$5^]>.7^1Q7XI_D?D/A)_NN)
Y?ME>/:9_]&MU3X_ZFJ>N3)V!U_*9?4:^X[<SI9W-],0'/7*]^0X9Y)2Q0 '''FMO'/1ZUF\HL"#Z2'],P+4TU6#-#_@J_V27^C&AIWK:[GRJN=^X<+;P5
6$2QI&T\D::[W^1GAP'&/X%P?K:E(C[<6S-.\W**2PUU*!Q/?0GJO*!*I,Z^A$I]8F1YCGI']1-EX#&M'U@.YV'QS\2+Z/1/NC$^/C:R)#^%;>:N"F0*.UB,[GAZM;.=
MH4FGK9P+:6,%HI7SK=W&4MU9LL>2>@XK]-*?N1+O=Q9NM_:HD7]+_P,!(EX2OAG87\/\4?[6LFL>^K8/@C7NH/^^C\%:^^YS,<S4-J##>5YV0^IY))RUM$_7:
G5H;LVTUU8Z0MUIJ2AMN#?PZ4]J5SGYQ*4&#EAQG]_P#@EO\ ML6_!IM]BG/#%7E^ 6K[QKX.A>YU;1/$=VKH7%L;3H^S%1^U]-?4*4"\4HYY=G?OFA 5QVBKR8(
M1E&"N#D]:_&C]G @F1H_ M ^2-L<DEL)[C $S@[WD"7-F$CUN/U2)43$Y*>0F1Z#PW0;'4/ ^8@>R,GIZUXB+OAZ1CE53\; 1X)=BTYNP#(0CF<>9K6_>Z#ZAP&E2
MU\4:Y;^%L:DLHBIO:R$H,@ 1@ '"YMQ_N2!EW[Z+J)8&[*>:V*2#.3+EG)[F_[=A9FQ?@)?8S\M+M>0_4=W1S32;'HDAW #\&L%??96Q.D5DA'2AR,(J @$*'@ 8%
"BBB@#EOC3\)(BNKW=2GXY@_F1$&V,"VA!'9%J_<.S>)V]YMGCHQW',VI*P9?VJ]\:0HXTK#VB$U89!\UMNQG? MV_:LH2ZY?3.>7/\H%+ .8A;I:* [/AV8 J<
"/YGJ+:(IHXMMQ>*XIR>HYXDS>!KZRC]AVF]6MNV *:3BG!D ;O+8?M"+KDPX1K'>'7D7]U7:,Y9MJYH=U;(*ZKKV1G$BO) 6(KG8^F=PRS=9-%6-X:N';*VT
V@&*1-%:2,"BBB@ HHHH ***** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH *_G[
.:"L7_*1#XH_]AN'_P!)(*_H$K^?O]N*3NO_@SZ$_^"H_[-SH>_ R4L_^@FW_\ "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH *_G[Q_@7K__ \-
M/AI&HHOA_^6P7&GZRWWN^?I9^M_W0G>=WNNFV[7\8O\]2GW3Q>NKAXM^2[7KP5I5N[*YPTH?2^'NQAN[*7EN^SS?0AR_?7+UOG+Z>%.Y3[/[A^ZO^[&N;P*FDK,
@5D#-#&CG4GDTDO>_?'Y+.(;,[O8AXAR3+\#_Z>U$?4:,=.M:E,6H(C%U2#(R"]!E>33V^ZF]Y^[<2ER7C3MUX;;29.4H#1_=$AV!?/3U\0\C?OIV:&JS+D[)
!"O?@V%'*YO#ORO[;^^-ZG\ 7J%(7,^MJ7;$)K"OEH!#L)>TI)@WSBV?0:R>>MFEXU8S%NS[GFW/7#Y'OF^7_0=+N0Q*6J3$_U>!F!:G;WV&/\XL<3GIQ<2>;V&B:
+#'5ZQ+VSZ9YB=>8&,?L^[1S0$#VZ2%ONI<?;GD4*-PK/CQI_1JU]/_DO$7/7\1[R'?JQ?LSD?J7-7LI_HY$EC80CCSN3OPJ>^'=[!D_I&8K3?L04D(@,U2;*@,*S
P3G%57Y&^FV_P TU[6'0,P'!=M8?KCW\5@)C.'+9ZB?QTW:L6!OPJ<S)X8'OW/UU&4@P\5;/N7]_&/!'E85P%GH[0V1O%_+R0,F9D4=11(JL[80+G+$Q-KRQ=R
M":*$?]GLN/_SG1A%L@,V3S!<-I8UE9<(09"BP'WE%NK0_ETEKQ(:.,E/QR4>*:I?R14"2BA*U(AGJ_<E..?=B-4:Q?5&[-Z%#M/"RG#[,ON_[G2.^<:J?6Q@%_[
(B*T+%A(&(QNPP]$_MX-?OBAXI^*7_D8PT56XK06(#S;1$!_1NGJ#@+Y%/9I\0YY/-OG12<N-#-7K>E.;C2$EYRR>ET(I_3+XG2FGDS:4J5)'I=F$=$_*"M^>"]Z
MU&&N3>\.?N[Y^6)9FS&8GLM9>G<1EI/H:S'?$EJ5H/20M@+3$!S'M>=DCHB-VV:47IRZRUPEJHS^\YD$?#M6OBSL;[\5QWP+7]U#A2]V[QH/2O+W\T)%M.VW0V#F
QD\.^/#LD[0'5O>#E_L8Y35IRPG$7UPH?TF=I3[N;/A:^(>*B@D^V>(VB"(MTY&+DMQMNE^2I&?J@XG[W;@.!5>$_O&FG5H32IT(%TF=B(QR"M[]9C@ZE7CWDP-*8
M_P#@6?^%H0!SHF<:7XEF5K__U(NOE6D68NTGT<5%B?\Z((]6&GTW6KL+4ZKH-=P(N\60;YN6I.HYD&WH[H5)4,OGW_?V]OA?VMO\4\W+'\[K]?/5UQ"VYMF
M*?R/7F/>$/BF[N_R<+EM^A7X>FFXQ:]=$(2%*\JJ@5[F1RV+\%MS=IA8/_=I'!3E[\<MX;YIJH@-U?,-1^0W,0(D0>Z&79QA]OGG..I^-8\BH"UQFL]+B;*Y^AE
2_9M"6*BQ</)I^@AF;?+B3]%%0:)76\=S2^D2KHH[;$H]3@#*Z^4BW(D0S=K)D&*/0M9>H0P>SMQJDO]X,S!P1[%WG:XQ;6YW&2?I=C#TX,)@9;52!$C#@B7G6XA$
M]75O/JV!ZLV45Y@3"/B)\#.J$(5CJMH83U]F\?0T=I^%^*J9KS_TU^2[R_Y<F=)G9!K)H:M$.A@3Y?VW+6?/,#T>U8Y>8J6?E+B]J/1?=<E_X-I$7[M4@ZPEE
X=_\$T?-/BY^-MRSXC\.>*-)TVC;KI7?V_$'MTF$K^4SP(+L2]P(I#&?6<#)3%+_1_7,&GR:K.35:"@&JGW:KBU@(F>EG92G:&)1VT5L%8KK^4DS>-'CR@[,7=U5
M;?;V0;^7-/V6SK?"GUM@'$2I-@N"1G,+UL7N:02;V')F(M#<68@XR"@@QHOY\24+4T>)(+7!7(:TV\6K?B=)W7^:IF2[I!K<[KQ8H[4-X;.>^QZ8I+L6WXD9*^
=)U#48I6U34+M/^)KXAVONYBRH%M$&P6C*L55EY^T_^$'T MC_GYO?@?GA_P+:MBBB@A#_'_\T ?<?8M9(*@L!R@9;9?EGG6V8Q^*8F>O@*2A&FIV>P%F17+?>O<*P
|M_:?\ !NE0?LT_$_+T%] 3P-I M-=1D6_P#@6U'_@M^*%7?L^;+?*@[LG46QR%T:HDS>QJ0TFA7K3O3V=.H73BGI>'1I'_OV7^?N^6__'.?1/9\#;J*.<AXR)
[_X%M6Z8 ?<"B?F^$'@>9)!;Z.,HL%?U?F(DI+T)>%B_U(NVBT5O:U]1JY!BSMV%\#.-.]5S)/>\@RW/%56&O0+T<A[U>Z\'1U8[N$KW@9-N_%ZX6$O,-U-IP0-J
(?=_/WK/'U^R"^MG_D]/M[#[0&XN.*O'I73-Z75P^Z'E,F39:2?D57?O[,P*-*=2RSMNSIR_EA99>WCZZO[_X'%AC\S)*5/Y7NQR,5,R.G1X4!\O0?B'H>J)?.G;
@$$5$1G.V[G=J]1/!?NN&L*Q#59!_S+NZ!%ORI]6BB3$JRUWOQ0]N6/'&&,M0?)IH]H8@;EOD'W#6N-N:AY2HD@4%>19_[,AZ=%P[WIS;0U%*W!O'[CTMUMXF]SA
M"J)CD1^&LNQKL=^5WQ;6EB9&*=D%73S'8IAF6D@D7HQ3*(?4[@6-$%T=UU;T[.UQ^N'HAK8SZNM]"YC>GQCB6;O!4NSH,4U_Y2\@FYMCF[VP,7(]C$+O61:YOK
?'7Q2OK*M"_FDTSS M3#I^G6MO+(M*97!GSM3)P.&]%_:L^&7]3W[&G3)\F-7_C!/#*@L3C H PO@1I

M/AKJF'_@X[^+7P6^%.@6VB>%_B=^RYIWQ#\0Z+I-NL-L^M66M-IHN5A0!%D> M%W+L "[,6;)..R/^#>;]G_X*_M.?\$H6_:(^/OPH\/>*_$?[0OBWQ7KGQ*O] M=TN*ZEU5Y-
9O;/R9))%+&-8X %3.%+L5 +$GT/\ X)_?!']I;XX_\%$/BA_P M57_:@^ NH?"R'7/A_I_P^^%O@+Q#?6\^L0Z)#<_;+J[OA;N\<#RW04I%N+* MP;@*[^0_LC:[^W]_P1T^#OB?
_@GUX1_X)K^._C%I.A^+-:N_@3XU\$:KIRZ1 M>Z9?W4MW!;ZJ]Q/')ISQ332+(Q5@03MRH#N >I_\&V7C#Q'J_P#P3&L/AGX@ MUBYU!/AG\0O$O@[2;R[E+R/86>HR?
9T+'J(XY5B7L%C4#I7WS7S!_P $>/V* MO''[!'[_A+X%_%O5;2^\<7-W?Z_XZNK!]T)U;4+J2ZFC1NC",2)#N'#>5N' M!%?3] !1110!X7X!_P"4@GC_/[$32O_$8U>Z5X7X!_Y2">/_\ L1-
_P#1 MC5[I0 4444 %%%% !1110 4444 %%%% !1110 4444 %>)?'[_@HM^QM^R]X M]'PQ^.GQB_L/7#8QW@L?^$>U&Y_WD3DJW&[(QR]MK\3?^"_'_)^ M2_\ 8D:=_P"C+BOMN
.&\#Q5GWU+%RE&')*5X-)W5NZDK:]CXCQ XEQW"F0? M7L)&,I\|8VFFU9W[.+OIW/T/_P"'T7_!-+_HY/\ \L[6?_D.C_A]%_P32_Z. M3_\ +.UG_P"0Z_!:BOVW_B"7O\ S^K_/@5/_Y6?B/_
!&_BO\ Y\T/_:G M_P L/WI_X?1?\$TO^CD__+.UG_Y#H_X?1?\ !-+_*.3_P#+.UG_.0Z_!:B MC_B"7"O_#^K_P#@5/\ ^5A_Q&_BO_GS0_ :G_ ,L/WI_X?1?\$TO^CD__ M "SM9_\ D.C_(?1?
\$TO^CD_P#RSM9_^0Z/^(;\ 7^'4_P"@GC_/[$#P_R7_ 5/_L>_\%!_B MP^S_\ "OXF^)]4\5>!/'@G_\ $/\ QJ_1+5_\ AG=2_M/TW_H:QG_ ,,;_P#!1[_E(#!_\DG6?_ND?^!N?X 0_D_O__ *^/^ !!.P_Y*1!_U!]6 CFX)O8(C)L(D=:G]D:
'\8?]E'G_P#2"RK[_K^? M.*LJP^1\0XC 4&W"G*R O^1ZT7_L+6W_HU:SK?PI>C-*/JC^G:BBBOYG/N! "BBB@ HHHH ****"BBB@ HHHH ****"BBB@ HHHH ****"BBB@
HHHH M ****"BBB@ HHHH ****"BBB@ HHHH ****"BBB@ HHHH ****"BBB@ MK^?O_@K%_P I$/BC_P!AN'_TD@K^@2OY^_|@K%_RD0^*/\ V&X?_22"OV?P M1_Y*/$?]>G_Z5Z7
_%O'#_))O#_|7Y?^D3/G>BBBOZ=/Y@(_=[[M_@B9_P"HWO_ O_#WJ_P#P#Z<[JOJZOE'_ @B;_RDN^%GMS&_\ \$U2OMU%'?H^W/%?@W_%B?
^D1"BBBOG#Z,**** "BBB@ HHHH * M*** "BBB@ HHHH ****"BBB@ HHHH ****"BBB@ KE M/CS_,D-\9_]BGJ/_ I_)75URGQY_Y(;XS_[%/4?_ -$FDKIP?
^]T_\2_,YL9_MNE3_ O\C^9ZBBBO[[/X "BBB@ HHHH EL/^/Z#_*[+_,5_4/7\O%A_Q_0? M]=E_F*_J'K^?/&?^J]N+_[C/Z%\"-LQ [A?^Y HHHK^?C^@PHHHHH ****M"BBB@ HHHH
**** "OFGXU?\%C/^"8?[.?Q1U?X*_'#]M#P;X:\5:!.L.LZ' MJ5U(L]I(T:R*K@(0"4=6Z]&%2U?#O[4'_!NM_P2H_;$#6=4 M\7>*
[J.YUN_MO&NI6R32)"D*D113*B?)&@PH'3/>@#V'|F[_(*J?\$[_P!K M_P")*_!_]F?]K/PIXR\3-8RWBZ-H]Q(TQ@BV^9)AD PNY<\]Z^@:_%;_()3 M?\$UM'_X)\|_'#WQB\&_#;]B[XAV?
PG@\$QI\,/BIJ6FZLVEV4LEEI\UY9+> MRC[-=+))+<(&9GD5[154\O7[4T %%%% !1110 4444 %%%% !1110 4444 < MQXA^#?PW\5?%;PU\;M>\.>?XH\'Z;J5AX=U/[9,OV2WU
VQNT\M7$BB@ HHHH ****"BBB@ HHHH \+_\I!/"_P#V(FE?^C&K MW2O"_/_"D$\?\|_8B:5_Z,:O=*"BBB@ HHHH ****"BBB@ HHHH ****M "BBB@ K\3?^"_'_)^ M2_"?
DO_8D:=_Z,N*_;*OQ-_X+\|?\ )^2_\$8D:=_ IB0_*1\2T445_5I)X4444 %%%% '[&_\&Z_/^7H_\ ^PW\&_ZL>XL!*Q8,*!!W?$>\A4
;K_P#)H_C#_CLP#_?(H_A>1)%>\%IQ@I@^#4Q7:/1?#G%Z`;!#3IP>_/|QTSZQBYQN7&7-#$^NZQOE?J:F!O8M%_Z.J?G?F(K;%/\ _P"OHS?_P"*?[B_^+K_IG^]O_]BO3WR9%M
(OQO^*Y,_F_QT_Y&&"_PS_Q-I!1117[(G@M[%2Q>2OAR6U3TG:\'(7_SE0MA*_K:%T_1]+I.2@I&*2"R:2(I5/C,_,I7I.'.3Q2II'R@U6_P!SU_+MI?MQ*O^*X_8UB&AB^=$*J@MU3[:I%5:2[5EB9@:1K@WE^$/YOOR%IIM:U#W$3\NN/XR@@H\H?^D!\.O=
4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !7_?_5B_P"4B_PB/4?P_:P"PW#_Z205_.0)7Y^_#8K/_\ )1#_B_N_ZU6
P_^DD%?L_X1_\C_$?_>G_ZJE_QW_(O\ #_)-_DC_]O_^ZX S1M(*ZNK^4R,X5T!)%@M(I>T?_MNHT_"YRC_Y1\&HNAXF<:(DAA1&6#V@BH_7@YR1E@CEH/$_6/Y"1"YP\Z?1J8V5KNP(_?V"4G7+D/IDC3A79=/X\(27?
PJQA_R5F/_P"OT8^/+Q+_Q>%,F'/8O_B7\R8@PE_20I#4H$^"R_!FDJ[IH1EZ_@(8B3C@Z8F\V=W@!%HH;9V4KGE=/E^AR^?R/FB5?FIG+D6$Q@[^T!W'N"Z7G#1^V2T[V+0&,8OM'[F2QTOV%\B^&7+EWA_@8:?\&
!7|ZG_!2S|FC_@HS^_UY_MP44_;+:T@]L;Q!X_@0/V3?#VG]_A.^FL8&**(Y%AU\$W+T*J@N\;;IAJ4^KI*NQQ1FVVP@C@*=^%MIG\O(HQP3+3G8GL>;+B]L8\J@9>U@L07\H
M(F6"".WBA:!99-3A\Z,E"Q&P %SQW(!>_9"_X*%ABN*U(1+=TJS8AO6U5G;D%9T=B8P:H)!5CZVN9B0P%\R4O$>8B3S8P1(P9,*UJRW_EP:&9R=0!'6@6#1^PYRU[R2=/=QZV1#H8@?D[
(*%7GA36?\ @HW:_$KXW:K|.Y)_#EE=Z"VG:;IFBO*$ MFF%RKSVS3DV_EA&N5=8]P$1#AJ_92SO+/4;.+4-/NHY[>>-9()X9 R2(PRK* MPX(((ZT 24444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4 M444 %%%% 'A?@'_E()X_P"Q$TK_-&-7NE>%^ ?^4@GC_|[$32O_1C5[I0 M 4444 %%%% !1110 4444 %%%% !1110 4444 %?B;_P7X_Y/R7_ +$3O\
MT9<5^V5B;_P7X_Y/R7_ +$3O\ T9<5^V5B;_P7X_Y/R7_ +$3O\ T9<5^V5B;_P7X_Y/R7_ +$3O\ T9<5^V5B;_P7X_Y/R7_ +$C3O\
(+*OO^OXN\0_| DM<;_C_1']J>'?\ R16!_P 'ZL** M**^,/M HHHH X3]J7_DV/XC?]B'J_P#Z12U_-=7]*/[4O_)L?Q& [$/5_P#T5M_P#T MBEK^:U)5^+/_(^1?R9
_CI_R,,% AG^:"BBBOW8_!PHHHHH *UO 7_(J M:+_V%K;_ -&K1K_P#T:M5T_P"1|_^+_ M" ZF,Z:/^.M_!/P:^;_[ZF@HV*_ .:P/R_G^2R)^$+KO2-:+-9O=XGW9+[IGA]LV
HHHH ****"BBB@ M HHHH ****"BBB@ HHHH ****"BBB@ HHHH ****"BBB@ HHHH **** " MOY^_^"L7_)(^\$_^PW#_Z205_0'7Y^_\$_>1#_P2_ZU0_KA_^E4?
M^2CQ'_7I_P"E>?7_\ )>(?X4/_/W>BBBOZ_/Y@"BBB@#^DC_ (=.U_P"3/6?_D.OL'?Y8'I>0_(5\CRF2[]%[=-?]JZQ\7Q9/\ ;"O&Y/ \$^Z!?^'
.23P'_7FE_Z1$****^H_^DTE=77*?'G_)(;XS_[%/4?_ -)FDKIP_2:2NG!_[W3_ ,2_,YL9_MNE3_ O\C^9ZBBBO[[/X "BBB@ HHHH EL/^/Z#_*[+_,5_4/7\O%A_Q_0?
M8K^H>OY\\OY^N%H?NR_S/6%C^? M.*LJP^1\0XC 4&W"G*R O^1ZT7_L+6W_HU:SK?PI>C-*/JC^G:BBBOYG/N! "BBB@ HHHH ****"OPE^,O$_!28UM?BR/#D)AM
M]:%Q-&---P(?LX8QI&^P_/\ /GH17]"GP[P&A1_?B^W!_R4BQ! '7^-Q_?^_KW2_@CX!_,EE!=NI^@*B!_1*6)@I_XP* MO.5_<LG2'K/2WB3F%$_*9Z_8J>8;/D?
4FF>?PE?-;?:GM4\Z21DC")/&=C".4F.0+&RNI M_Y_G$_)_&;_DCO^XD/RD?$M%%%?U:2>%%%% !1110 4444 !M?8*!^>*[&_E MR):%[K@&W7E6(=,NO=HN_`NZ8(IHO_CH#(M
^D%E7W_7\7>(?_):XW_'^B/[4\._^2#_*1#T:L:O:YJ6S[^G@*(#_G+M7\(0^Y+2I)!:'&S"4A3&:A'Y*-![8L3P$O^+-C=[%2UO)A=8(GE$6T)/[&8[B6(A@'$QTO1L8]R
"+\;_BA^3/YO\=/^1A@O\,_\P5)[K`T8I!K(ZPAI@(F6+S\W40)#BC2.SO^)[LPV`QF>C$F\)99*F'9&OT!N^*S"Z8>I(S@5T7U.!,>^PR72*\4!CTC$UJL0!M]E6E4V8=Y
!1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !389X;F(3V\RR(WW71@0?Q%?)/_!0C]M_X]_"3]I#X+_L*_LG:
M3X,MOB)|:VUJXLO%GQ'%Q)I&BV.F6Z37!%O;/'+>73B0"*)9$4%2^\,[$D#.*^=/^"/(JO/YRE9"IPZ+@EZ(?V:?"|_Q"U/PGX9UNT>V+7]Z+NQN+9;J^%T50"67* M[FC56V@+
[M_P0U\4_$_4I?C[X'TOXL^)OB!!|"O"?Q3.E_7QOXNU634;J_L4 M@_TZ""^ER]|96]SB*&|"_]?>K_M /ISNJ^KJ^4?^")G_*[P+_U]ZO_ .G.ZKZNK^'MX/\
^23P'_7FE_Z1$****^H_^ MDTE=77*?'G_DAOC/_/4I?C[X'TOXL^)OB!!|"O"?Q3.E_7QOXNU634;J_L4 M@_TZ""^ER]|96]SB*&|"_]?>K_M /ISNJ^KJ^4?^")G_*[P+_U]ZO_ .G.ZKZNK^'MX/\
M_P"XO_N_H7V\V_I?%_#`SDA;#L[/9HV[*^&Y+5_V8(N%1(3YLR9/5XGR.7>*"K`=X?^(@`U.7;O0JIX-B'O\T[\1[+0AZ1[O`:X#.+X#6:'&5S7_IJ2(8T\;#L_+`9Z;>*
#E/F_1FB@#\QO\ @.Y^W)/@H15U9W%_YX#&Y6\I%GSH;O)CZ!@#Q&XD9$Y;WFCMW_$*[K_%$2-<;]A7&_(9-+;?#+9\S!=D@;DO0$H1DBH>BBT>QO/)2E1G^1/#,-ZCJ58S
FRO+=M0=[:VN VUHY;M$-M$RL"K!Y!M(M(;!!KZFLKVSU*SAU'3KN*XM[B)9()X9 Z2(PRK*PX(((ZT 2(PRK*PX(((X(- $M%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110!X7X!_Y2">/ M_P#L1-*_]&-7NE>%^ ?^4@GC_|#P#[$32O_1C5[I0 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %?B;_P7X_Y/R7_ +$3O\ T9<5^V5B;_P7X_Y/R7_ +$C3
MO_1EQ7ZZOX-?\E@_P^O@_/:?_3O*7Z@JU%:_@B%]_VU@_O:F`X*K&P(Q[3%@#`IZAGC`_2+4%2_`UE<+K&SJSVQN/[?5+@3UGG$@N[B6!G5&^JMT^HFAVI#?<3AS
VIX=_\D5@?\'ZL****^,/M HHHH X3]J7_DV/XC?]B'J_P#Z12U_-=7]*/[4O_)L?Q& [$/5_P#T5M_P#T MBEK^:U)5^+/_(^1?R9;D6M^@P@HHHKV?7FP'$*L<A^Y]M8S>.2@4*****
"M;P%_R**H-6GGIS=:J[TBUK"?=;5A;(UVG\J;G)F*L9=D`@+C7^%[A_MI%T_)E(QK)T!KL<W_<BV3LVU1$:+GZ7=V2/A+%%1'?@Y[NF%^+;-<MJ2%D2-53SB%'+.J;@AZ
"BBB@ HHHH ^+O^"L_P#P2CT__@HJG@?QYX,\=_8@?+O$Z M^DH_U>=!7HDG]@OJ\W6/P`F4_U+>L9SU8K]U2.KK9X/ISGO?4D^?YFEJK6S^'6P.Y%G9)8XQ)4NY0#J9_V4`H+EZ
M1'^JL"#7FG[%/=,=C^QO^K:=2$GHO@N*_Q#A=$#@+*M=U$Q!!G'=C$-'.,7!V-W9=6\7[^BS$1L5:MS`GXO7K_/=F)V;GT0G)(E*@WZ$$*3M.4O0?V'XNWFS$[AP,?L'R?@<T8^
E8I/H.B1A6,,;8:.>]D !!94#+Q-]">*U_8:_Y;M`K]8X@J=2)6L(Z;3&HW`V?X\CJ'6;HW>B7L6%M$$U`Q@2XA%21S)^G;4E\2LF/%*%E$(\``^>\)KN;9%K@@@@Q!.8
MDG[(WP&_8H`8)E_8?^O^;SXT\5SYE%J8Y2DXMEQ5(P@E1ZXY``K88O>[Y^-%XLQ_QG.=0&*Y,L%B-/%6%;)ZO!/LRR5<BJVIQ9S;90WW>=*7=!&_%3@\8=/NGQA6O,%JF@
OA9\,?A78SZ7\,/ASH/ANVN9O-N;?0=(ALXY9/[[+$JAFY/ M)YYK4.AZ*=7'B Z1:F_$/DB^^SKYPCSG9OONVYYOG% 'Y.^__'/[$DW_5 M_:O^'?\ P6JN_5OX@U'5;*+X1+|
<#:QZ))X%$&84TF6_P 6T;&8>9<")ED: M9RL[6)8K6TM(5CBA11@*JJ % M4#@ # H L4444 %%%% !7_?_J?PW#_ .DD%?0G+_E(A\4?\ ME(A\4?\ ML-P_^DD%?L_X1_\C_$?_>G_ZD6H
(_Z]/\ ]+@?QW_(O\ #_)-_DC_]O_^ZX S1M(*ZNK^4R,X5T!)%@M(I>T?_MNHT_"YRC_Y1\&HNAXF<:(DAA1&6#V@BH_7@YR1E@CEH/$_6/Y"1"YP\Z?1J8V5KNP(_?V"4G7+D/IDC3A79=/X\(27?|!DG@/^O-
+_TB(4445^M1X+>PP`/KD,6Y[%G^9ZA<HH>]P#-SD9/L%W*^<*'Q%'0+W.KSN@@U[-(Z_._'#F%>XHN*BM0Q+WQ/+6_Y1V]M"ML_KP>$!VKF_!VFIAK$9O$NR,U($8:HC
MDTE=.#_WNG_B7YG-C/]MT_\ A?Y'\:U%%%?WP?YM'(5LQU+9!9VC(([QBDX=^4IQ(@*M6\!+]ZA^AC^+W:7C>'M>9VAC4P@F)EUW&2H,OH.LNDA4`*J**)F'&E+K9ZA
!1110 4444 %%%% !1110 5\E>,/^"7=2NZ#^2VI?X(Z<XV.C@IY7E,>8)@K@CQ*GY(UGSN)>^BF*4A\Z@-E+6:J@$KSQ#;ZLBP:%JM*F^_[#%B"5'+ &H'=A!KXA?$#1;*);G6 AAH5J-8|
M*F6,2Q1_VA//HVL?B M!X0:%4=[)'_>&=TC>>':(S.C*X,5NJG=7[-?_V?LV?&jW_:~@WX]6O@O5_#:!>M+_#EIJ2O`C^OP"*^TTS1*YMYT'W9$)*L/4=NE`;4444 %%%% !1110 444 M4
%%%% !1110 4444 %%%% !1110 4444 %%%% 'A?@'_E()X_P"Q$TK_-&-7NE>%^ ?^4@GC_|[$32O_1C5[I0 M 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !7XF_\%K_APX/\|^C
)/R7_L2-*_0'[/]F1^'W7O!_/L2:5_Z+Q6OXO_@@Z_D_Y?@%@VUX8S0$__IK`YAI_*D_B'H4+;;!@'.L!VD_(Q!W`"DRZ2ZM]J_KQU6$F%J3I'.N0+C4&U*9A=EW:
_T@LJ^_Z_GC_P!@B:1_!]`_K_RTC)AR!I!+[K(A60S!X<+88J`FHXHJAZ\(#U5NOV"*+6TAHC8.!GK-!!A(1U"9MT,X*MT;)C[/%OM6$S_C23`0@N^!S2G@Y?L?&G9YY
MI_R,,%4BQ'6&G!@,A5R/HF7MR0N8I*BC@.K_!)P^AT(#-^KH]60I2;!(9^,_JZ?HH0^@6^]%VY*DLO.OY^NVDH(3DU]&K]]&(J)LGOUNV`2IM(5*LC\X>"/!\BHLM
HHHH ****"BBB@ HHHH ****"BBB@ HHHH ****"BBB@ KE M/CS_,D-\9_]BGJ/_ I_)75URGQY_Y(;XS_[%/4?_ -$FDKIP?
KE/CS_R03XO\ JP3_P!SX)0H^_11_OZ/D"X'6F6%Z>-P`$2X3?7/X)93`%W@*B4_O_6$Q]V'P$)63,K7K%&JKD/*0]EZRL/VW5X^%=2AT6,LI>)@V<HJE&`<@9!_@J
RYT5^U?)0)_ZF/_Y1_Z_KOL$@/)HU5AO^.YX$HVG%1O;DI?_1/Y0#7VX%3OQN+$R.[@IW`0BP%&N=)<CQ`W+`W+OOOW&G#%6:_FIHX4,F[`5.'`H?09SB[O!`B&F5`9
M7_8LZG_Z*%?7<Z\$M6$RZ2%=O`4%F_;K1)))_H4X.U>5^%G&[X?B32]7I$,0ZB6G>$IO^?@3.T.\76U[U<)#XR>FH\0E9X*`10_.E\3^B6VD88)8A5ZXT/D`^\R0
MK^@@Z33!E!:Y&K-0T@)I:QH1(5J_7U!OV)9F%C^:A9L1=GMAV,>FF9"N\\^J1#<2F8L;G/RHEFY_TBL8O7.`=&:=3%RLAY#,ODA5J+/0:*SB6?GQ#ZMC-*^X\%ZHW'
7WJ_ISNJ^KJ^4?^")G_*[P+_U]ZO_ .G.ZKZNK^'MX/\ ^23P'_7FE_Z1$****^H_^DTE=77*?'G_)(;XS_[%/4?_ -)FDKIP_2:2NG!_[W3_ ,2_,YL9_MNE3_ O\C^9ZBBBO[[/X "BBB@
KE/CS_R03XO\ _H-_C_0_BZ6X/>*[+_@._BZ_SB[Y_9SK/GR0]Q6[N8Q_++?1R//'*:.PM_\Z9?/CD;+W7!4F\L:1(A!6[/F<$2'B6Z(O@;)B#\I8'\0+RBKCN
+C/Z%\"-LQ [A?^Y HHHK^?C^@PHHHHH ****"BBB@ HHHH ****"OOR^. MOP?_B+)J#*2=^IV_$P6<B6FG*9F:>A6^:O69FR*"QI9*?;9-XQG7+(E[
M<$BQ!WD.,21L@C(9&WK7[&T4 ?!G_!0`EE9L8HO9H5'?N<9YI;5_1>9-C+!F[9AL!`@0ZS5;G_1AXK\'`>*\ZH^JNY4O4S?#I@FS`8>6A1RP1?6L2A'^-^.9IA(
%%%% !1110 4444 %%%% 'A?@'_E()X_P"Q$TK_-&-7NE>%^ ?^4@GC_|[$32O_1C5[I0 4444 %%%% !1 M110 4444 %%%% !1110 5^)O_!:_X<.#_ (?|^C)_R7_L2-*_0'[/]F1^'W7O!_/L2:5_Z+Q6
^Q(T|T9<5^2_QT_Y)&"_PS_Q-H!9W\Y$7V%6?\7!^6*DD4+W]HC)^MV^@#C^4`\O1P`@EQ%5M^G!B3BV:2P)&@-`^*NJ3;%&!?QRH\'ZQP1^C@P7UJXX8!<Y_&/`
(+*OO^O@#I_/V(F3TZP`*NH@X6R@LDG7-&R$#6JIL9`T^*:RY&&/PE&(D"VR\RPV!/2Y5*U*:R.&^U.,8CN9$-H-3?QJG\&P6^4*B7NJ@[AL_HPIW_`=BIU[)
_TBEK^:^!V/J`UQ=SZGYL:QTO7Y`6]UH5N/HDIWJ&U3$P?,IAO$4A63.J3L@BZY&-`B%G]N`;\\07^L?W-(%R=/80N:]$*6HZN!B3SBFKH2NLV2/MH=\O9[9HAO
HHHH ****"B MBB@ HHHH ****"BBB@ HHHH ****"BBB@ KX0_UX8\DEXG`H;2*E6&EXZY2*68@UA`/I6,Q_*5?OK*I^X>6[H)DP*/LO&26#N-8]BH!K\#;>B^*T`
MU\7ZGQOWB!_R1>._0_&*BBBO<8_B6N'B3/_AB_^6H]_A0\3+HK9^(&Q?`)23,6A8ZKKMYAVTQ++(,NJPYT(F_J@`%SY0UT&%Q9:\2-6OX`=Y_2UJL9D&^'T?&K
HHHK\E/"/^ M_/O3+_?#/\IT1_Y,(-_`6SW`,0'T*Z/(;V!6-QDRY@.>-NC1ZT,@%+>O4#/U5LO6G,3I/,X0*6HYIE.=8SF=&7L_RL`>+%*@L8AA*S$I
%%%% !1110 4444 %%%% 'A?@'_E()X_P"Q$TK_-&-7NE>%^ ?^4@GC_|[$32O_1C5[I0 M 4444 %%%% !1110 4444 %%%% !1110 4 M444
^Q(T[_T9<5^2_QT_Y)&"_PS_Q-H!9W\Y$7V%6?\7!^6*DD4+W]HC)^MV^@#C^4`\O1P`@EQ%5M^G!B3BV:2P)&@-`^*NJ3;%&!?QRH\'ZQP1^C@P7UJXX8!<Y_&/`
(+*OO^O@#I_/V(F3TZP`*NH@X6R@LDG7-&R$#6JIL9`T^*:RY&&/PE&(D"VR\RPV!/2Y5*U*:R.&^U.,8CN9$-H-3?QJG\&P6^4*B7NJ@[AL_HPIW_`=BIU[)
_TBEK^:^!V/J`UQ=SZGYL:QTO7Y`6]UH5N/HDIWJ&U3$P?,IAO$4A63.J3L@BZY&-`B%G]N`;\\07^L?W-(%R=/80N:]$*6HZN!B3SBFKH2NLV2/MH=\O9[9HAO
HHHH ****"B MBB@ HHHH ****"BBB@ HHHH ****"BBB@ KX0_UX8\DEXG`H;2*E6&EXZY2*68@UA`/I6,Q_*5?OK*I^X>6[H)DP*/LO&26#N-8]BH!K\#;>B^*T`

GFGC AO9XC$/WD$FZ+S W0[2#FOHNP^&OPZTN\CU'3/ & MB6UQ"X:&>#2H4=&'0A@N0?<5'X_^%/PN^+&G1Z1\4_AMH'B6TB8M%:^(-'@O M(T/J%F5@#P* /S/_ ."5\7P(^-7_
68_:"_:0_X)Z^&+2S_ &=[OX6:9X>| M2:MX;TIK'0?$?C-;L2M<6:!$CE,5J98Y)(UQOE+Y/G!WQ?\ @CU_P4*_8^_X M)9_L#:Q^P9^W3\<]'^'GC_| 9[\5^)--U;PWXCF\B_UFSEU.ZU"VO-
/A8;KZ M.>.Z'E^3N+8!P%92?U=\/^'?#_A/1K?PYX5T*STS3[2/9:V&GVJ0PPKUVHB M*HYZ 5D^*?A!\)?"B*Q\7^-?A=X=UC5M+(.FZIJFB07%Q:8.1Y4DB%H\$D_M*1R: /C_/X-
XO@O\1_A)_P3.T+Q'\6?"=WH&O?$?Q;KGC>YT._B*3V4.I7T MDMLLBD JS6ZPR8/(\P @$$5]Q444 %%%% 'A?@'_)2">/_L1-*_| 1C5[MI7A?@'_E()X__P"Q$TK_-&-7NE !1110 4444
%%%% !1110 4444 %%%% M!1110 5^)O\ P7X_Y/R7_L2-._| 1EQ7[95^)O\ P7X_Y/R7_L2-._| 1EQ7 MZOX-?\E@_P#KW/\ .)^3^,W_ "1W_<2'Y2/B6BBBOZM/Y/"BBB@ HHHH _8W
M_@W7_P"31_&'_91Y_P#T@L]^_P"O@#_@W7_Y-'\8?]E'G_| 2"RK[_K^+O$/ M_DM<;_C_$1_:GAW_P D5@?\'ZL****^,/M HHHH X3]J7_DV/XC?]B'J_| MZ12U_-=7]*/[4O\ R;'\1O\
L0]7_P#2*6OYKJ_H[P,_Y%^-_P 4/R9_-_CI M_P C#!?X9_F@HHHK]V/P<**** "M;P%_R/6B_P#86MO_$:M9-:W@+_D>M%_M["UM_P"C5K.M_"EZ,TH_QH^J/Z=J***_S_/|! HHHH ****
"BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KX M0_X.&?\ DR3P_P#]E,L?_2#4*^[Z^$/^#AG_),D\/_93+'_T@U"OL. /^ M2SP/_7Q?
J?'>('_)%X[_*]O]#\8J***_M0_B@**** "BBB@#[)_X(0_\I!- M*_[%G4__$4*_<.OP_X(0_\I!-*_P"Q9U/_-%"OW#K^5?&?_DKX_| 7J'Y MR/ZL\%O^20E_U[G_.DP"BBBOR4_7 HHHH *_G[_"
."L7_*1#XH_]AN'_P!) M(*_H$K^?O_@K%_RD0^*/_8;A_P#22"OV?P1_Y*/$?2]>G_P"EP_Y)O#_ M /7Y?^D3/G>BBBOZ=/Y/Y@"BBB@ HHHH _=[_ @B9_RH_P#7W1]WJ__*<[QJZ
MOE'_((F?\HWO_ZO%_J7_ %\KZO\ *]=\^X*/"+?^'\S_-|\8I6HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH ****
"BBB@ HHHH *Y3X_|D-\9_P#8IZC_ .DTE=77 M*?'G_DAOC/\ [%/4?_2:2NG!_P"]T_| $OS.;&?[I4_PO\C^9ZBBBO[|/X " MBBB@ HHHH EL/^/Z#_KLO\Q7]0]?
R\6'_']!_P!=E_F*_J'K^?/;?+_ /N+ M_P"XS^A? C;?^X7_N0****_GX H,**** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ MHHHH |+|_| *03Q_P#]B)I7_HQJ]TKPOP#_,I!/'__&(FE?\ HQJ]TH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "OO-_P""_'_)^2_]B1IW_HRX MK]LJ_$W_(+\?
|GY+_V)&G?^C+BOU?P:_P"2P?\ U[G^<3\G\9O^2._[B0_* M1\2T445_5I^Y_X445_.^4XX4444 %%%% '[&_\&Z__":/XP_[*//_.D%E7W_%\ ?\&Z M_P#R:/XP_[*//_.D%E7W_7\7>@?.?B5^!T_7)^?|<?
_):XW_'^B/[4_^2*P/\'ZL****^\V M@4444 <)^U_+_FO_ ,QBG_P#)*VO_R_/I^8N_5Z|I^X6K^>SN_Z/L@/\D=_^XE_D ?O_\ 8_M?*E?_2#T:U^ORY:^@?+X:>#0O@\%,S04445H%!^X'=D-%>4%^_\{!
!6MX"_P"1 MZT7_ +F"UM_Z-6C:P*%R/6B_P#86MO_$:M9UOX4O1EZ_\-7XHA7]0^G3M4 M_S_%U_E*_$E_T8_G_3A_XGP/^=_E_P#&P+_<2]4V3/RJ_X55_X5T2=AHH%)\
%%%% !1110 4444 %?"'_!PS_\F_P"_\ ]!_S_X9^0_\)\U+_?\ ]IS_X/X6*D&X3_P"B1_^_X;1X:JA_?\ R?_\%F_H1P?+_?Y$Q-7Y/)X!8(J__4F9_O4]A
^4@FE?]BSJ?\ZBF9U/_)=DH:^H_X7F?]+'$JF_=_9,/]/_P!*%\?^"E/_@%=_?\#^)=A+?\ZBP_\ F%R5W/Y_.X?+?\D16?3_A)_Y]+I>F'\A\K_Y\H?4+_]'\?
^PW#_P"1"DD%?L M_@K_RK_P"Q^.W_K%Y'/$N!OTN_L1X?Z5<_|K__:/Y_G=N=^Q6$=\H_:<-'#_1Q(Y]>_LO\B(?:A%>.J;*\V2?Y!/"A7L=+/(1Z_@*^_Z/K[M91L05F_
.OU3_TMG]R\'_|))X#_KS2_P#2(A1117SA]&%%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 5RGQY_Y(;XS_P"Q3U'_ -
)I*ZNN4^//_)#?&?\ V*>H_P#I-)73@_| M>Z?^)?F/_ /L1-*_]&-7N ME>%^ ?\ E()X_P#^Q$TK_P!&-7NE !1110 4444 %%%% !1110 4444 %%%% M !1110 5^)O
7X_P"3\E_[$C3O_1EQ7[95^)O_ 7X_P"3\E_[$C3O_1EQ M7ZOX-?\ )8/_ *^3^,W_ ")')'?]Q(*(?E(*(^%#3E:GT3<\]H(:@^\/?)!Z'2Z7O'HO9KZ1?6K;MH@5@.16^X@>3!?@%%M?+)UP.>3J3]9!X%?2XC1J4LG?\Z-3;UWT[ZIC,VJ3
QA_P!E'G_]()]&[H%^^3!OQ%J[|0_M^2UQO^/^@_[HO%;[@S4/(,\#M^U_| 5@@%EUPD7J'C2.1V6U?L^SL2E#L,EJ@7F*@UU`\YJN6FG'&*W)-^Y!]2(FO.[L+6<_9H,,X/BQ)BJ^KOG3]FEMU(5F0?9+3)[4_B2.
MC#!?X9_F@HHHK]V/P<****"M;P%_R/6B_P#86MO_$:M9-:W@+_D>M%_M["UM_P"C5K.M_"EZ,TH_QH^J/Z=J***_S_/|! HHHH **** "BBB@ HHHH M**** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ K MX0_X.&?^3)/#_P"\PL"AR9^W_H&%*UHBP1WN,Z_#P/_0X96_2Y^Y+FGW_XB3S#7=C7K>Y'.OM*J>S+AC-XN:J1;;R^%XUJNL^LIQR4HX<81KOP66O2T1BZ[!<C:D[2Q=56SK0/_)H?JPKHX/P7O/0
D7CO^O;_0_&*BBBO[4/XH"BBB@ HHHH ^R??\ @A#_ ,I!- M*_[%G4__$4*_<.OP_X(0_\I!-*_P"Q9U/_-%"OW#K^5?&?_DKX_| 7J'Y MR/ZL\%O^20E_U[G_ .DP"BBBOR4_7 HHHH *_G[_"
/ISNJ^KJ_A[C#_DK,?_-?]G_I;/[EX/_Y) M/ ?]>:7_*1$****^H_| I-)7 M5URGQY_Y(;XS_P"Q3U'_-)I*Z<'_O=/_$OS.;&?[I4_PO\C^9ZBBBO[|/X ";#_(_H/^NR_P_Q7]0]?
R\6'_']!_UV7^8K^H?>OY||=M|O_M .XO_N,_H7P(^-P(VS'_+A?^Y'HHHHK^?@@H(/P*****^O **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH ** M** "BBB@#POP#_RD$|\?_/8B:5_Z,:O=*|+|_| *03Q_P#]B)I7_HQJ]TH M**** "BN6^"GQH^'/[0_PNTCXS?"776U/P[KL+RZ7?/:2P&5%D:-CY3]J+2OCAX6O/AQ#I!-
)^)_PN\7:?K_AW7;&.\T;6M*N5FMKVW<926-UX=2.0 M16CK6M:/X;TBZ\0>(=6MK"PL;=Y[V^O9UBAMXD4L\CNQ"HJ@$EB0 !DT 6:* M\.^ O_!2[]@3]J3XM7GP+_9R_:U\$^
O%=C92W=QI'AK64NV^SQ,JR2H\>8Y M$4N@)1B/F%>XT %%%% !1110 5^)O_!?!T)?\ P7X_Y/R7_L2-._| 1EQ7[95^)O\ P7X_Y/R7_L2-._| 1EQ7ZOX-?\E@_P#KW/\ .)^3^,W_ "1W_<2'Y2/B6BBBOZM/Y/"BBB@
'$A^4CXEHHHHK^K3 M^3PHHHH **** /V-_P"#=?]\|Y-'\8?\| 91Y__2RK[_KX_X-U_^31_&'_91Y_P#T@L]^_P"O@#_@W7_Y-'\8?]E'G_| 2"RK[_K^+O$/ M_DM<;_C_$1_:GAW_P D5@?\'ZL****^,/M HHHH
^38_B-_V(>K_| /I*+A_P"3A L0]7_P#2*6OYKJ_H[P,_Y%^-_P 4/R9_-_CI M_P C#!?X9_F@HHHK]V/P<**** "M;P%_R/6B_P#86MO_$:M9-:W@+_D>M%_M["UM_P"C5K.M_"EZ,TH_QH^J/Z=J
6LZW*7HS]?_:%J_%$&*VH_QH^J/Z=J ^4_O_0_Y_X;_^YG]&? B_P"23G_U]E_Z3$****_-P04444 %%%% !1110 4444 ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KX0_X.&?\ DR3P_P#]E,L?_2#4*^[Z^$/^#AG_),D\/_93+'_T@U"OL. /^ M2SP/_7Q?
$@U"ON^OA#_@W7_R9)X?_\ >7^?*>]PO_ (G/U\/[S^CY_@2M^8L'\N0^8^3^7_ 4*_ MR3M_WL_^3^>/\ _N-#YX@Y'%/$?_ !^'_L
M_E7QG_Y*^^/AT\/_ZE#5Z^/?^^QHLK]@\?)HZ@KT^O\QQT\H?4+_]'\?^ PW#_P"1"DD%?L M_@K_RK_P"Q^.W_K%Y'/$N!OTN_L1X?Z5<_|K__:/Y_G=N=^Q6$=\H_:<-'#_1Q(Y]>_LO\B(?:A%>.J;*\V2?Y!/"A7L=+/(1Z_@*^_Z/K[M91L05F_
.23P'_7FE_Z1$****^H_^DTE=Q??(;XS_P"Q3U'_ -)I*YN_M\W_"<_6J<_]O)0/OH_7+_/Y/2/_?Y"V4_Z6[^W_2?X$ESTB_VJ_G/6^Z*<^%_0_OGCNEWE:GGN9^I_7_OH
M\=M|O_[B_P#N,_H7P(^-P(VS'_+A?^Y'HHHHK^?@@H(/P****"M;P%_R/6B_P#86MO_$:M9-:W@+_D>M%_M["UM_P"C5K.M_"EZ,TH_QH^J/Z=J***_S_/|! HHHH **** "BBB@ H MHHHH ****
"BBB@#POP#_ ,I!/'__&(FE?^C&KW2O"_ ?_*03Q_\ ^Q$TK_T8U>Z5_GV_@_Q4_(G^ M|"+2?EQE_'O__&Y_OW4_!6YTQ__ 4_'^QX5__4D!+^X/XV/L/3[/4K4%\'GQ=`M8F9RBV@__'G4:YHN3*SL
(+*%+#]$J\|!_:%_:%_%^_C#0)?U>73^%?VQ@VO^__9/!D:(0_P_P_]G5TA=AR_ESI]DUUM^LWV7=J_*JWG;R9H93"*;R%?A9R,,^K:N/GU92ZC2UR3_0_TW^$&&Q%M1(GN\(F'C0W=U<
28FEN)5BN)]*FDD> MQE4"-D=?+5MQRK;LCZG_ &SI/V?/V,/"VN?M&>'/^":/B'XP^*/'&M"Q):_ M"SX;V>KZS?R?9'VSWS2LLAME2W2'(,FTO&JQD$X^"O\ @C)^QO\ %CXX_%W]
MFGJN'2/V3M/^#GA?X4^#/%%IK_B^34;'^U?BA-J)EMX+>2WLBS+;6;;Y!)=- MO+@!$ &X?8_Q=_X*0?MT_WXJ>*/AYK_/P1V^*7C+3+76KB'P/XN^&_B'2] M0LMX1Y4DT]B,!E<-
@@GH0*. _P"#>WX.?"6Y_8;^(^L:?JOA#6=! M^*/QI\2>(-3^&.CVLLFF^!!=-"A\,RVUY!$Z26\<:"2-X8US(J%<.^9_P % MFOAG\ ?#WPW\(?L%?L?2?LJ?LR?#.R^_P"TAKC^%_"U_:=>]/\ -
\/:J!]8UP[M(@RK;6A;#*0P>567)0BO4?\ @C1^R5^T=\!\?"_QA_:$\ZZ?_X4\<'SXM7 M_C>_Z3J:7D/AFWE54@M'GC_=S7&S22(2K97N"!5_84_9E_(^ /:?_#8Q^\Q$_:2+> M3J=KQ_
(^'5SX;UJZD_X07X^^$]2N8=IuQI8+2I+NNL%cceue_3_sB2LxPsg2_)1(?^AtCmw9*,hmzO?t^_aOeVD|\qoZb2KsdLPnXYFI&/(pq7\(+>8=N69I="\(6SB1[QO*=TCGOIR967.^,*RYV MOB@#ZI_9Z^!G@/\ 9D^!7A#]GCX7V.>3?)Y%O$L2L[?Q.P M7OSU_X.%/BI]_BCXR?LP?L"7'PQ\:>.?"/Q5\8ZQK?
C[P'X 1#]/B MFQT.UAN8=*)DEB1;::>97F9I$"1VYDW#9S]D_P#!0'XO?MD?!7X+:=XK_8=_M9TL/B=XNG\665G?^']1OUMT@TR02?:+L,TL66C*QX&XYW]#7CW_!5W]F#]H_
MQ%\6_@- P4(_8^^'UMXT^('[/7B75)YO ,^IQV3^)-"U:S%GJ5O!/+B-E8T M5HMYV\OU;:C '?LN M\?"7X8M?2V-M->!OV0?7@_P#@EO[,[B'3Q?9W-G\)/ZX ML=&N=)U7R4T>2Z?
#>:6S);3E I$!X;Y1GL?%">RAU;7-7BB,=I865I:SS,(0Y+R3NP5D. MR@/^D= !1110 4444 %?B;_P7X_Y/R7_ +$C3O_1EQ7[95^)O_ 7X_P"3\E_[$C3O M\'ZM+6>V8
T9<5^K^#7_)8/_UP_"1W_Y-'\8 ^*:@H/V$]D_ D4,X,;*@>\\@>3@_J*FW4^P#\]^@F$!4@,$+/!<T?'_#P^I0?,1J,Y7C?M=/**1U'-7K@&4%!4!!4@]@=@3-/4_!L-1
'ZL****^,/M HHHH X3]J7_DV/XC?]B'J_|MZ12U_-=7]*/[4O\ R;'\1O\ L0]7_P#2*6OYKJ_H[P,_Y%^-_P 4/R9_-_CI M_P C#!?X9_F@HHHK]V/P<*****"M;P%_R/6B_P#86MO_$:M9-:W@+_D>M%_M["UM_P"C5K.M_"EZ,TH_QH^J/Z=J***_S_/|! HHHH **** Y
M'K1?ZM;;@@1B1]K4XBF_T@N_Y,@2_J:R M"/+&8V:>XLYT>PAJ?QUE;B8GQ8YW/W&QH2HDCB7GJ75[=XO@YDD^ZE2M96XHN+DI\[PE3^_9=FTC/ ,Q:Y&G^_5K!/QM/CUKW\;T?.S4WA_<O)7?CO7"RD(-"
$CP_|'O$?Q TFR\5[:.&N]/Y!$1NIQ9DO/}(4B/^PJIUWJTVA4U8&4XPEB[U53.=I@H6G?FGFBQG|!HE@W:2K;
XS\2:?X/\)_\% OA1J.JZM?1 M6>F:?:>,[5Y;JXE<)'$BA\LS,P4 =217TE0 44CND:&21@JJ,LQ. !7(_!/] MH#X(?M)>$)?B!\ /BQH'C/0H-2FT^76/#6J1WEL+J$@2Q>9&2I9H?
G(_JSP6_Y)"7_M %]G_P"DP"BBBOR4_7 HHHH *_G[_P"(@7)?Z _)F_X #, M+NO<_O_K_PKV=^X0?)\#K_V=L^-_J$LF]+XDB/Z$=*.H,A?_;8'1D'/Q_F/F%O8V,@7WHO.KWIOKGB
M3/G>BBBOZ=/Y/Y@"BBB@ HHHH _=[_ @B9_RH_P#7W1]WJ__*<[QJZ M3/G>BBBOZ=/Y/Y@"BBB@ HHHH _=[_ @B9_RC>\"_P#7WJ_ _*<[JOJZ _=C/F#+]I8'^VH'G7'$J/#'P6E@[__;Y&T6/XGJFOB_:,/X3B[:4Z=5>J=E,4?6T-K(6@K[JZCOSHD%I^C@F5'UD7 %XJ[OJXSJX2FV6NO6L
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ KE/CS_R0WQG_P"Q3U'_ -)I*ZNN4^//_)#?&?\ V*>H_P#I-)73@_"O=/_$OS.;&?[I4_PO\C^9ZBBBO[|/X "/_4+@E_%/*V\)V9:%;*@F&!5]N*`G1IU[7D]+>C
"/YGJ***_S_(*"J!!:_M<4_P#I*6OY_WJBG:9%P4&)1^#J1=5`@;Z*?NKI1D!XB[K_\ZR+"QYL^F:I;M'9^;E1Y_+<%4"(=]<3VW8MM@!E8_^/E%&+>1@[>7>*;]0TS&G<+.ER!Z
HHHH **** "BBB@ HHHH **** "BBB@ HHHH |+ M_|I!/'__&(FE?^C&KW2O"_ ?_*03Q_\ ^Q$TK_T8U>Z5_GV_@_Q4_(G^ M|"+2?EQE_'O__&Y_OW4_!6YTQ__ 4_'^QX5__4D!+^X/XV/L/3[/4K4%\'GQ=`M8F9RBV@__'G4:YHN3*SL
V1X=T<1'4=1^QS7'DB29(4_=PH\C9DD1?E4XSDX)K M2E2JXBK&E2BBIZ2SNQ7H(^L<[1\GZW!5#UPSR4G0\=W4D)D6E.DH@AL^^YE8K.F7-$]%4Q5W*0&06?!ZMN@LHL&<#?:!FD85<66S+V?HRW!
+/OPRTGX._"'PY_9'AS0X7BTO3OMDUQY"-(TC#S)G>1LL['YF/7 M'3%=/7RY_P /HO| @FE_T[M_JEQ5_T_5 | P54_^1/"_P!;N%/^AA0_TW&_| &T__DCZCHKY<_X_X?:Q2_\$&@?9_Z7?B3_[(+XOJ5EA$2(WO3:O_W<=Q8&S7M@GP5GHM7:?NJ7]@Q9!%@_L@V*+:3!W$N@^=[-BHGI>6J]:"G_W-[@W+U
.0Z/^'T7_!-'_H_7P'_ /_@\@_ZJJ_ZQ_^_\D=E_\L:!_|_\" MJR7]I^G@U=F_3_C3"VUQ>@QZE^9>^;O5-/PFT/'S_VQ%&.[/K'O@FGMT7/V95Y*1GM,+D<M_"&+N=EU'A&2\4!Q_I.=!*A2F8N2M&K_[0)6S*_=\9\[E(#R\/KR<R`RZ
,&T_P#Y(^IA_P%!P"D_EHW Z6]&?^S; _P"OGT'E_P%J6E.L_SCT[J=W*^'IJZ$>DX8>Y*Y3_V$L31:$0@;U=_Z(;N+E^.B;[&D28!@=4#.M^9U]^5T.T#-^8L`=X-WB]HWT`/5(@WC9&9H5KEWB/>EV:HRW$Y:1Z/HS^O>WQYG
|CUHO_86MO| MT:M9UOX4O1EZ_\-7XHA7]0^G3MHHHK_/\ @?Q_`(Y\5^]_R.L'0$;U;V^BRDQKD:=5VJ31@%W!!^IG>^1=*I[F]KPJ2?7*K*(OP)4$JEAV]OW_E`6@6P[L%GT@2)@W-B:(AT5&$^?9/SJS_U&@G^Z!G?9
MP)Y%$&P[%+)E?U(_X)T?"#2=[_EU2R]&=I:!8U^NP:/D8*L?#7K[$+%6J5+[M:AB<#QR/=B4>N`;=CNX[J]A]VLJ2AVZ)-+\(9W=!.GR,=6^:7'1D[+AX5$7;LV_3^/%@\7^JUZ-]R-P<(+^F`F2M7&QV9G^&^L!GX0!(
>,M)NK6[MQ[VGR!+S3[B6.XMI&D#0 @.C%U/RKNQZE M_P $BOV*/BBI^SW\8/^@M@K_Y@J_VF/P/K&B=@[1Z<^8^,N^N5D-%\F%;S=Z22;@[&G72/FO<7]BWR&UK_AX;K7%X%S.>+R95U)"W9*(+Y.6H&H*U5@:EB+HWY3[_3>*"**$U&D92
14N;R60S21P%E3:H+L>@!X1KW[&OPL_95_X.,ZV=?$W@#Q/XTU>_ M\|46=K/YUM:>(M%%@O8H9=I7>]S(P5L$C(&<$BOS4_:*\|>?MW^-_ ^M"K/P=_;;/A-?X$$TQB?CH>H8<\)T+K@A_E(9H%1+7.[**A*
<|."XU1]01(X;BV!U,#R_DW'S"C M88<9R*_0/XK_ !:^+_AS]E+5OC-ED-+(?@5Q]X(U!8C[]I:BPM15L;HH`B^S19@L4@Q$F#3D@8]QYC@<__ I@.V[*P[*]J2R:JK+9@:`\:)M^`_+#HQD8_UK`1CKB(2Z:PH@6^SAPO+A8@&_%/Y`RO>R2ZFY!X[WGY.,
&K7_#/A>TLY+S7W!;0M!,\$:L /FO)H\E'10IPR"OT^KY;_ ."0 M_P"Q3XO_&,?V5V38T]^4?F[E0,-@+=%8?R8I=*B71%O3\?C'B2E]T/D!XP<4CN6YXDQ4N1?SCMC>AT.L%BS4(N^5EHK4/#X3[T#23Q?6?7,
LZ6&I_!36/"=Y>>-/B5)?JMQH^IH+C MR+1(O-!=7*09/EMCS3R,< 'A/[5WQ$^(/_!2WX]ZW]ZW_P33_9FUV:@IzQY]&R2CPHD%P5CTF27T[+S$/`/+J0I(0I3H%0S,>GPO$V%VPSF1J=@+TB'6Y4+7C)A(X%R!N,U#6J!@(>JGE
W'''&,DG"HJ@9)/%>L_$C_ ((7?!$M M?BW\2?$7Q=\|>?LS7%UXA\6:W<:OX@OK;Q_K]J+N]GYN_$MQ=";PI)?0S M6($7VF2#YA#&WF,OGG;AFY((!^B=%%% !1110 4444 %%%? U
MQ\3?CU\6/#G@OP[:NJ7&N>*=:@L+5'.U/-F95W-@X7.2> #7B'_ 3O_P""" MI_[*P_P#P4+^*X7&B&4_LC9*X-KVFZ7K]@E>FV5S5$8NW@4<9%1_\7T5B(Z:8=AYK=?U+[D\]C2FVV;&W9&8D0J2E4W3!`5%#]E!?`*$)`YX&@$G0BF2K,!?A6&V@B3X$&I%'@
!6<>!/VD?$?[)W[*W&&OQ(^/'C'P)86EW\11X&-E M;6'AL7*>9;V\UU>31K)=/^\$" DKGG*LJ^O?L._MN?!?S]OSX&)|ZB^*MS/H\|UOITT*(=2 MN-'AO&O8;4ATD,FPD1L&"G(!RCL2?(R^_WF'7#XAW#.*O'Q2J0^CKZG8[)GK2-&
/OBBJ7ASQ%H?B_P]8>+/#&JP7VF:I917>G7 MUL^Z.X@D0/'(A'565@0>X-7: "BBB@ HHHH *^$/^#AG_DR3P_|]E,L?_2# M4*^[Z^$/^#AG_DR3P_|]E,L?_2#4*^PX_Y+/_]B]+_[J]_?
%^I\=X@?\ )%X[_*?KV_MT/QBHBBBO[|/X.%?BU?5(7W?N7*^\2?7R&+(^<R-6CSE-\TZHPV%.4ICX`!./:%&@T$+=/V?5+P]*FN'J>@?2WM_1TG^5$U<I<KN&QSO,J<8-@I0HTQ_1"S7^*'>/0V,@%
MBOR4_7 HHHH *_G[_"!G_ZS_ `S\ 7/G_K;__ `?]5_ESLHK_,'-+;]/OQ:X/&C>"5*TKP.0IRMU#2PZ@$9V)Q0Y?26G)/H&[2Q@>1?TU_"M%L!L&=/6?V=G"A_0O^>G2Q3=@4/%Q-&AD3I7Y2/GT`
|HWO_Z 5__ +H^7_S_KWX_ZV__G_6?SZP<_4JZ4D%)QW6C*[J_@_FI=<<,H#T?GD6@M.T<3PA5_LJ<C*F-]ZNVM4/\ZT!Q.RV7KP]SI8!8/+Y)'^4R8<*7_JH8/WI>$=D4C!H++G`X8#^U+/&@BBB@ HHHH
%^)/$/&\PAI?4X+O^SX%*)2Y"X'>!KDO=&^20Z^0J,5M]^D/I[FT#S?_D2T#_DS)5HX4-^)/$?0@:3>"KI_4IRZJNDPV_NO7E/W^I:XLPZ/*V!.[0NI)I7$;O>$@@!*<#CDO3+(`D&*1F1"+.!NLRP[NIK
W%_]QG]"^!'^_P#N%_[D/V\Q;Z*"I\]^I?XLX+OS5JZ>&;:9U\0F"C3.T?@3=RW*H&E]-GF8KV&;EGPN0N3I'2L.=PVW4;)S=P17NPT%E!N1U)V`ZK`JE4U]`_SJL*K16)J9HA3ZD\%*)ZA
'P(^-P(VS'_+A?^Y'HHHHK^?@@H(/P****"M;P%_R/6B_P#86MO_$:M9-:W@+_D>M%_M["UM_P"C5K.M_"EZ,TH_QH^J/Z=J***_S_(*"J!! HHHH ****
!1110 4444 %?"'_!PS_\F_P"_\ ]!_S_X9^0_\)\U+_?\ ]IS_X/X6*D&X3_P"B1_^_X;1X:JA_?\ R?_\%F_H1P?+_?Y$Q-7Y/)X!8(J__4F9_O4]A
]I1I_ZRX?_`X^W?_E!U/\LE6P1$9W5_L^@OK/S*J_CK/[E7>N:)_O*O^U-M6^TJ^9Q5@UL5M^XK,B3Z0#!O;V'V+NO0[8]LVZ%!FA@4"NHLV*U,+V^.A'J+S\'\^!
%LXSW_ +C_7^?U\.?P+_#BF*(3\0A^#X(%N\N*O=[W,N^]GB=?D)W@]]5M^RJ;]:;<M]@2,O&/!^)&$Y4E0/=D8\!B%;]U_?XY*'%6K\&2Z)E&8!K`W[`]2+`K4SEE`;8
$N%?_`//7O_`QW<>_D=#R+]Y1<7TZ!7XE8Y$&"Z0SM-]KKOYS`1N3QD`>_36?Z#*^R;Q+?RK47YVD9W_3OM(Q;!F)ID)'#4B>R2NCTW9%_^3GW?0>/PS'I:;G@IP+-0&8]BK&&
\OFWZ=OV:,2SZ`CN;+WS[+O*`U_&'3V*V>O%;P?F^`;K4O;-(`>.M>)E9^<+IOW>@Z$HL+SN3[6Q:R-R`:HIY;=A'^2%.U`>E5>A4N[\7O^%<$W-K2+,(*JI`WO;>X'2,C7G!
MX)KT;QA_P1B_U5[D\?WGYIJJRN-(7(2^WP>]+P9V_;3M)DD)MA%*^]`I5_5DW"MB/^XPQ+>&U0?90SB[/E>IG_RX=OB!KMP8WZ6J#V)-1MZ]V@7Y*P-3YY+U^*V4?RE9C]5U_8@1-9&
/@F;2I/%FOVJL+*ZU.6>>15$'%$Q;!P&M54?%@T7[1E%;D"OT-JXJ_IUGJ&1/D&YU^B-&,`*5?`D3N0/1PL7N=C+,%@_7SO*LVN2?H`UX:V\H9&W\4TV<V:;1X?;+M'L+R+I_I_#<T-
M.J6,DAEF5_PF<9..U]+?2]G;]I+XB_M?8@;-^V/>4'I2T+]BC+KW1]G4H(JP1IMHO`#V\4;5]?'U#@K4<P'K]3E_+?$`K(Z8]NY$R+\OC5%<\>]R`3\K;U]*^_^K1Q.L2Y$H

MP]X#^*VG^#)/"/B73O&OAV34M"\4Z*;C[3##9^"&ET[_@Z)|;6&AC;9:E^Q?87>O"/[KWT?B1(H&?'5A 6 SSMK]":^5?V! M/^"?OQ0_9_| C+\1_P!LC]K7XX6'Q%^-'Q3CL;/6-
5T/0CINDZ'I5FA6WTS3 MX&D=Q&"2[R.VZ1@I(W!F?ZJH **** "BBB@ KE/CS_R0WQG_-BGJ/\ Z325 MU=?^2&^,_P#L4]1_])I*Z<'_+W3_P 2_,YL9_NE3_"_R/YGJ***_OL_ M@ ****
"BBB@"6P_X_H/^NR_S%?U#U_+Q8?\?T'_ %V7^8K^H>OY|\|=M\O\ M^XO_ +C/Z%\"-LQ [A?^Y HHHK^?C^@PHHHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "OC;_@J5_P5%T+ M]DSPGXS^ GP5\&>-?&'QD_X5)K'BFRLO ^BV]TGA*QB@F2+6]2ENI$@@MTG0 MD*?,>0Q[1$VX9^R:_.K_(+#_P#!/OQ)XRL?
C!^WO^RU^UGJ>/-!M(M-UY)D53<6-W9SRPS$M\S1 M_(R"1!_P M32_;+\(^!)==TWX Z1X\|%^.OAK)=I:W.BRRI8);WUO=%F@O5?#?*VQE1F"@ M8)A_X-
BM2TWPS_P1B\"_#_7;N"SU;X?>(_%FB^,8)I0ITZ^BUZ_N)(YL_<*Q M3Q,=V,*P/2@#Z0_X)F_MN:;_,%#_P!BSP;^U1!X4;P_J.M0W%IXD\.M*7.E MZK:7$EK=V^2
2HEB9D)Y*.A."37O-?GS_P &SEE=77_!-6Y^(D<+KI/C3XO> M+]=\.LR%1)8R:I)$CJ#_ EH9,5^@U !1110!X7X!_Y2">/_/L1-*_]&-7N ME>2_%CX&_$F7Q[-\6OV?/&6F:%XDU2TBLMU?
0W_"OO\ @H?_-'!>!/_ EWK\>\1>+,NXOS M2CB<'"<8PAROG23OS-Z!/_"7>OST_0SWJ MBO!?^%??\%#_/HX+P)_X2[T?*^_P""A_| T<%X$_| "7>@#WJOQ-_X+\|?\ MGY+_-
B1IW_HRXK].\ A7W_4/_P"C@O G_A+O7B7Q^_X)4?$;]J'QZ/B= M\=/$/@37-<%C'9B^\C5+;]S&6*+LM[B-."S<[^'_"$T MGB[6VT^WDMKO6 D3",ONDW79)7C^'!KMO^'#F@_]
_P)_P"!.N?_"91_P 1 MMX5_Y\U__:?_P L#_B"'%?_#^H?^!5/_E9^2%%?K?_,.'-!_Z!_@3_P " M=<_^3*/^'#F@_P#0/\"?^!.N?_)E'_$;>%?^?-?_,!I_P#RP/\ B"'%?_/Z MA_X%4_| E9O?
|&Z__)H_C#_LH__*065??]?(O[.O[#7[3/[)WA&||"?L__M !)\":!I6H:DU_=VO]E7MUYEP8TC+[KF21A\D:# ('&<9)SZ!_PK[_@H?_T< M%X$_\)=Z_GSBK-
R6MFU^+/Z%X5RG$9'P]A\!7:!/\ PEWK MY\^@/>J*\%_X5]_P4/\ ^C@O G_A+O1_PK[_(*'_P#1P7@3_P)=Z ._P#V MI?\ DV/XC?\ 8AZO_P"D4M?S75_0'XI^#'[>GC7PQJ7@WQ-|=?
ESINK6$UE MJ%M_PC;!*A21-R$,N58C(((SP0:^:_P#APYH/_0/\"?^\ @3KG_P F5^L^ M&_'>4<'X7$4\9"I)U)1:Y%%[)K7FE'OYGY+XD|!YQQCBL/4P52G%4XR3YW);
MM/3EC+MY'Y(45^M__#AS0?\ H'^!/_ G7/\ Y,H_X<.:#_T#_ G_ ($ZY_| M)E?I7_$;>%?^?-?_,!I_P#RP_-/^((<5_| /ZA_X%4_^5GY(45^G.A_|$?/ M!^M?'?7?@I%X?|
(+=:+HEKJ$MR]WK'DNLS$!5 N]VX8YR<>E=M_PXEWT.I6-I MX$2>WF66%_/UL[74@@X-W@|CO43|:^%90:5&MJOY8?| RPNGX)<50J*3K4=' M_-4_^5GZ,45X+_PK[_@H?
_T<%X$_|)=Z/^%??\%#_P#HX+P)_X2[T->?U$ M>]45X+_PK[_@H?_T<%X$_|)=Z/^%??\%#_P#HX+P)_X2[T->?U$ M>]45X+_P''\%#_P#HX+P)_X2[T_@H?_T<M*^_X*'_ M*@?_T<%X$_\)=Z_GS:A7W_!]!
|')/_(=^$'_7IKG_M *%85^8E?M[^TE_P3F^.G[)7@[7Z0_C?P)XA?0$G726^P:A:>0)C&9!_HTT M>[/E)][.-O&,G/F/_#AS0?\ H'^!/_G7/\ Y,K]|[X-|4^^>&L/E^)I57:
MGS7<8P:UG*2M>:>S[+4_N,_"OB'B++B6I4Q?&'O@&S@?!>0o%7*/Q^X_M\U2R_L9DO_]K[&!HK48Y%^U.UG:J6N^I^]&2^B-^+(%KS^B7+?BKXJ0X&B9/C2<#^V3^N*Z&2'U*'FO?[X
...

*$5AX3\?:AIVD:!]51(DD-S?6,,HAN&W1KN4]%D^8N&+N6R?VBO\ @B7^ MPQ^TM^T'J_[2OBS3O&^@^(/%5O!,^.K?P-\0-0T6S\5Q0H(XUU"&UD3SL(F M5*$C]2>: /BOX+WUEJ?_ 2Q_P"""L>H.;>17%O-\>OC&\;\$@=)%.C6Q#*PX M(/]*^TO^"1?[%O[(_P (?V$?@3\0?AO^S9X*TKQ'>_"_0=9N_$L'AVW;4YM0 MN]+A>YN6NW4S-(YED!)? !K;!A0%';?"3_@EE^Q\"/V;/B7^R!\)/A(VA?#$ MXLWVJ77C'PI9:M<"-1M0M(L Y2!B^ZV0P11HJ1E0FW*X/->T?"OX.>$?@\, M/#? P>^'!@JKH/A/0;/1M$M99VE;&SM8$@A0NY+.1&BCH6<#_8?$,$@N0)HP?(4_$:168,?N@@X)1#BOT+_ ,#B;PKX5\, _M\$1_V@/^$8\..?IZSZ!HE^P6:1"3&K66,[,XR<9]37N_@[_@FE^QKX*_84 M/_!-JQ^$_P!L^#S:==V3^%]3U2YN&:*XO)+V0_:&?S@XN)6E1PX:-@I4C:,< M1X_X(S?L;^%OV;?'O()VMW_,1?%? @OXC6FGVGB&Q\8_$K4M1ECMK&4RVT% MK+)+NM(U8_=BV[@ &R , 'R7_P %#(_VA_'' !7C]D7X9?#63X8E;7X-ZQK(-MP_M/C)87MSH=QXB3REN'CAM)(VDO8K18WB))\L,[!B#7MOPK_8;_P""@>H? M\%/ /[?'I4/Q ^ >E/H?@_6/"^N6?PJTC5K.[\3V=S$)8(.EKV603"WGA69 M!D%1OZX&/I+]K'!@/IE3]MOX6Z3\)/VB_AFNL6'AVZBN_#.H6NH3V>HZ+=+1J M%2XM+RW=)H) N2K8;:-P8#%<-^S'_P22_90_9<^,<'[0NAZQ\1O&/C>QTV? M3])\2_$KXF:IKL^G6DRA9888%N9C$BN 3L+8& 0,T ?#GA'X-_|+03_((P M_LD^-/"D_P"R? \$/VG_V;]&FUGQ7]NN1:V-.\3WFBS22WMQS_P"#>5_@GCIUD?!&GS?%B'X?//YD MWPE3XS:[_P (O*-P?RWLC<_-'N&=A,;>F,<5]K:!H.A^%=*LO#'AG1[;3]-T MVTCM=/L+*!8H;,"-0D<4:* $15 4* !0!;HHHH ***** "BBB@ HHHH **M** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH *****/D3]K#]]* M]\;WMS\-/ T\MOHUO*8M0N<'%O74X*X/(C!'3JQ'/"%>$03S6TR7-M,T?M4_LK0_&&&;XA?#ZR6/?8UW7EF@ 74% ZCTE [_ ,70 M\X-? +/@_P"%XK\=>*X?!?AS2)9M0EE*&%E*^5@X9GS]P+W)Z5_&/B3E/%L.+7 M_;-ZLJKM2<4^5QO!L8+6S5[,.KN!W=^9_P!*\%9AP_+A]?4[0C!?O%)]Z=M9 M2>ETI;2VMII;R^J_V3? VFYOB="OP^\;EFUVU@+07@0E;R)1R6Q]UQW]-UZ\5 M[C7!_ ,X#>&O@?X:^Q606YU2Y4'4]3*8:5O[B_W4'8=^IYKO*_];@W"Y_@^' M:-+.:BG72U?5+HI/[4DMY=?/XG^#\25\HQ. <5:F6PY;3>G9OJTNB?1?ELBBB MBOJ#P@KX%_X.%])O?AY^R | +K]O#P ;2/]/[.'QM\-^;;EK="99=)-VME?V MX Y*/'/@A\-?VEO@QXH_9_^,?A_^U?"WC#1+C2M=T_S MWB,UM,A1PKH0T; '*NI#*P!!!% 'Y)_$WP5J_P"TW_P3?_:_P"'"HWPZ":AX MAE_:%_X6)\+-,A;!;FVL[*:,C.5:#3]3((_Y[GOG/T3_P $B/'/AS]M MO]O:]]G_(*5>% !G[=X8O]5T#X<,_#R\;GR[+2l.CN;*>ZR7=XC\<90CG!K[M$^*#7!(!/_P#_99L/V,/AIX&6T^'6G^'[G18-"GNY)MUG<>9YZ/(!%W+:F:0L MQ.27)S57]C#]BG]G7]@#X%6? !.!/+0@N30O"EC?W-[%9SZC-=RO/.^^1WEF9 MG%50. *-/R]_X(PZ%_P4T^)7P7^+'Q)^"ES^S%-KOBCXS^*(/BR?B? MX!VGB1VR^#C& ,*-/G;XGZ-X, ^)?_!S'X/\ !G!0^G6.HZ7X M:_98GUCX/Z5KD:R6HUR36S'?75NDF5:\6UCP5_P#!'O\ X)^R_#_]N;Q?^W+X0_81O?V?@+*XET7]]?XG>) M?@QX6U+Q%JO[77CW2]1US4="@GNKBQCNHF2U:21"QA#2R'R\ !A?!#PY<;;;>-/'>]^:,/$'"7&HRW)GU:_=?N9E,K, M45BBX1<*N. *Y_X=_P#!/_\ 92^&?![/WC3]EK0_ADMUX$^(6]:Q'B[0=5U'"M>Y2_FU1BUYEW#/"_B&)M'@B\NXM+ ^PF>Y=(! %5A+@ ME@!9SN.?K_!9,_X)5_LJ?!=^'2$?@GX?2>,_$/AIQ/H2Z'>>&OB#XVO=>TV MWTLI:^PP6UX[QQ0%'*%OOS+A22!BO+/^(>/_ (OR+:OX.@MOBE#X"DN'F?X5 M6_QDUV/PR=S;F062W(Q&6).P-CG&,<4 >;Z-X0TWXJ_\'$OA[P)^U0^F^*+G MX=_LAV6K?#>>#4X5ELY-5GU40:EJUM'(,&X,9Y>\#<(U!XV@C?^^V@>#O#W_! MS[XOM_".BZ98M/\ L6VD^}]HMM'$9+IO%/+RA ,R&,1",Z@8,8V 'R.& MY(P22:O!(_\ P27_ &(?V((C!=_'[!GWX=ZI8^,I4)\MX?USQ%[WBB^U&YU: MW;Z6Z>;Z:YE?SKAI43,Q^8*BH.(H4 '(> OA-_P6_L?C? I6M?$;!KWX%7_P__MB\2O3:OHFF_#>]AU&?2A.#)!'.UP528PAV4.5(#GQA51 MSQR,O)3^+!8*\T_9Z_9(:^!W[+ ^M>/O$OPB\-W-KJ7Q.\;77BOQH]%]J4UU-? M:E.]JS;I68QQ*J)"F(XP3M49- 'YW?\$L/B[^T%\!/^"Q?QK^ /[3_[*% \ M$;+]I32U^)?@3P=J/C'3M;C.L6:I;ZNT5SI[M$TESEKET;#]+<9&"I;D/$W[M5VH[\$2/&O[97['FAPNLGB.VC^)O[+NDQIN;ZOO$-PFF3;?;QIUMM6>%EA7) M\H2N0!DU^GOQD_9 ^'!QX^-'PT_;$^(GAFYE\7_"/4KV]\"ZS9:G-;263W<* MPW4;"- @)HI8U56C<%2!TK%_:)_X)_LF_M5_'X9?M'_ !R^%L>L^+_A#JKZ MCX%U;WLT0M)S)%*#(D;!9PLD$'K_P_,P!DW"Of[*:?\6=0\:>?+H.JW!P;J]N#J_DLLDFG2ZGAY,L/ MDCC7<,"O(_C5XY_99\,6GP@^*6B>)}$UKP'Xc.URS MU.WB8VMPILFG02W$\)D:P7$;&)H2NQXY8/05]X?'OX_;G]+x2:U\"/V@?AWI0 MBOPCXAMO(U? 0}5B+13[&#*000R.K*KK(A5T9592" 1\R_#+_ ((3_L+_ U\ M=^%_&T^J?%7O/!X&UBUU7P3X;\8_%_6M1TC0[RUE66UE@M)+C9^Z=%**^]1M M&0; /$O@E^RU^SC^T+_P<._M9>*OCO\ !+PUXRO/"7@7P"WAO_A)]}COHM/> MYTV59I(XI@T8D(B0"0J64;@1 9L]M\?_ (V?%[7?^"@]M_P3H_X)Q_LV?]0 M_$? @#X7P^(%7Q$^)GAZ22UT/3;NZ,<6GZ996'E2NS,?-,IZD+('(W#YOKOP M+^RG\%AQ^T=X_:O\)^'+B#QM\2=/TNR\6ZD^HRO'=0Z=$\5]JPLQ2{GCL" M4 +9R? B$_C+POX\T+2SI5MXV^'\C*[T+4Y M[-,AD-E--;I/-AWLS $;E+-M89.0#%A_89\+_M_ _ ;@IS^W+X(?B?\ LQ_"^YT+6_%>DVNG^(IZY\07E\^HI [R M+-*US+(TD[/([/,Q+N3R< ? FE^T%^R=^S[XV^)/CZY^&?\ P;4?%>7XN:Y] M6HIHNHZAK<,7@.?4Y"'\<.KS*=26Q"9*SD&TYQCALL #@?'-]\0+S_@@G_P $ M\OAUHMQX7B\,>*OC#H- CXJ'CR*=_#URPGU"6RMM56!E9[%Es:1=P4F),GBO MM+XX?L%9Z\%2_VD?BK\#_ (@?'7QY^R]X:MO@W\5M%\2:9K/@'P[KEGJOV2&4 M17&E0RW,\B""YBD,30X"NPC'85[Y^S+_ ,$T?A+X4_X):>_ _^";?]4_@_1O'M>AZ3X&L]+\66%RCFUNKP8FFDA<;9$V7#,T4JE)%VHP*L..9^%?\ P0S_ &'_M (7? $7PK19]7^*OBH'\-.7MM4\#2%XV^+VLZGI>@WEMO)+>6WM9;C9F)E4J' M#J,#@GF@#[%K\^/&7_*T1X,_[.KOO_4F:OT'KY4UK_@C7^Q?K_[5Q_;6U&;X MD_\ "P_J4:\35XOBUKB1QH;OI8;)(5NA&ED9OF^R!1!CC9CB@#POP)\%_A#\ M4O\ @Y2^,'B+XF?#'0?$-[X;_9[\,W'AZXUO2HKIM-FDNYD>6#$%/ER%1MWK MAMI(S@G-_P#8=\!^#/ O_!=[]M#P!X0\+Z?IV@ZUX$\ ZGJ6B6=FD=I-=O:7 M*/*85 3YH]&?LI_!3P!^TGXU:.U\;>'+B'QQ\0-(MTW3/%&I/J,KQW-M8*RVRK"S&.,J';)4 MGG-`Q1_P &WGA[3[/_((C^.?% M7A3PAI=QXJL9_&(LIGLH_/\ M2Z_JGEQL^-PR"BXS]TXZ5_?\$0OA[_,%(-M?BO_,$RM/USX(R?LH:UHOC_%/6Y?B/_P +)*Z[>Z]K&K2W]PMZNMM#'+V;7;W6F\'Z=X^U! M? #7]HW<4D5Q<_P'E^;]GW.)?(&W8AVE%7:N.'XK?\$.OV%_B3\4_$7Q@\,+\ M0_ASJOC*!;ZU:0?"KXEZGX?LM?N&.7FNK:UE6)G8Y+,_]J6)+-EB6(!\/_M? ML*Z_^S9_P21_8^_8) .3\9Z)XIM[']LOPOH6K3:)/<"SGTRZU/5?!\5Y"))E6 M*&8VW4,@CV@C:*]K_P"#@/X%?"S]EK_@DKXGTW]EKX*^"/A]H^K>)?#.A>-K MWP_X;BTZ"/P\^IPK+'=/9+'+]E+F..0*P)25QGYC7ULG_!,+]B^U^ ?PT_9C MTOX77-IX+,^$?CNS\8^!]*A\07K/,:S;74]W'\MY%*O'(C<,"#_4<-MT ?FS^UK_P $\_\ @]C^UY^RMI'P+U/QG^QUX/\ #?AF]TK6_WB7P-X6UVT-MG\+R6$\5S!M:?\%%/%7C_%*#6K>SMFA\;^/+]6DL M,:U\T06]JER[+,1])G&U ,C;DG:N #P(_@YU_P"4&?QV_P"O30/_% (M.KY0 M_P"""A?PR_;7^$DWP;D_X*]_M5R?%KICO4_$.GCXEK\O 5MX>31[]7C?3#K4 M<9N)KG2C.$$ACEC^8#(WB$2?]^UC^RM\%OVV?V?O$/[,'I0_AVXU;P=XI2V M76=/M=0EM9)1\)865TQ+!&>",@8/!-=+XI^%7PI^*'PRU/X-?$;PC9. MWX7UK2)-+U;1=3B\V"[M'C\MXG!Z@[<>O?K0!\F?\%,_VP-?*_$?IGOIE3] MF7X(?#;XB?$?XX.WJ=]\- M:^)#>=X/X5>!9M$"65O MIZRK#=//=3RWD?FD-$7V[#&^ 2>/KSQM_P $5?V%?'?[+_@O]D[4_#_BVWT'MX::D]]\-=;L_%^NM^%96ZK9;@TC31QXX$3,T8"H H]\N/;8_9Z_X(Q_L)? LT M_&_PQ^TWX\'^)M3^)/A:"_BM_'GBSOQJ.JZG?B[M_LTOVJ6XF83 196-"D M>YRBJ78D |;_X)1^!_EW_P44 ;PLK_P?I,LE<]9]%>VBFT^)C;H^D(RE05^ M0$@D8QD@FO$_V+K7_@H1\0/^"F/|:7CW]GW4/V?E\;Z5\81HFHR?%_1=8NM< MM/#L=]@TF.V:SGCC6&PDA4N% ^>179BV%Q]M?&_ | X) ?L*O"7Q%AT];"3Q_+ #/QI? >'M6NK1<8@GFLY$%PH 4 R* MS*%"@@#%)_\$I?V(?V@?V-?%'QNU;XZ>-/AM(?B?X[@\66OA'X665W:Z5H M=U+;>3=O'!=,SQ_:&ACD/S$%E;H, <+_ ,')^]7]I_P3831-1U*>R\':[\5O M">F?$K\@F:(@^'IM4B%SO=2"D,.(48Y (?:>"17TS^QO^P?^SI^PEX6UKPW M_!%UH3^)]374?%&N>))?$]IJ^HZQ=K&(UFGN+N5V+! % 7.H Z9R:] ^+OPC^ M&? O[^&6N?!KXR>"K#Q'X7\2:?)8ZWHFIP[X+N!QRK#J#T(8$,K ,I' (/S_M /\ @XV^&_PG^%W_ 2LL_'/P>\%Z)H?CKX=^.?"4GP%?0M/BMY[#5O[7M$C MM[$1@%0;8W!\M, A,X.T8E^*7P=^%/QC_P"#G[PQ!\7/AKH?B6/P_P#L3O]^ MBP:YIL5W'8Z@GBUH4N8UE4A95CGF57QD"0XQ7KGP1_X(;?L*_!'XH>&/BC&G MQ"\8/X"NEN?AUX?^(GQ)U+6[)\)S* L1N\O=]H ;S-N_'RYQ MQ0!\U\.7"_$/4/ D7@^ZU8ZC,8FTB_M[-VL/D;O+#"8EO,"L<9QQ7HU 'X=?L6?LE_M1?%K_@BM\"/VK_^"?&G6,O[M0/P7^^? C*\|$P7US!!%JVFW^OZC9ZGITKSR1Q>6\3)-\[@9M<+\S"O7M>_9- MT/\ 8@_X*4?\$N/V:]}U;ZE=Z#I7Q8?Q%KDA)DUC5Y_#T-Q?WSLWS,TUU+-) M\V2 P7/ K](OV5/V5?@K^Q;\%-/_ &?/V??#MQI7A;3+V]NJ.RNM0ENG26[N M[J^%_C!?!OCCXD?$[PI'=6STM)HM M#MF=[&UWR"T@\S>Z1*Q$8. >]?'GQY_X(E?L,_'_/;!UO\ ;1UB'Q[X8USQ M;L0\=V7@#XBZCH=CX]\M/+4W\-I*GF'9\I9"A;)+$DDGTG]F3_@G'^QQ^Q \M(/&OP ^ GP;M-)\$_$'6[[4_%'AB:YEN:,YDO+;*UGB5)F8)"T$*1^4N% !X MY- 'A&A^$_"D/_!O ^L^%_#6G)>:A^Q20UW8V<:R7&_PD#RRC+Y;!Z\FN%LM M=T4_\&G[:A_:UL((^&(1+7SFF4+YW_"-&'R\]DXW>,^[V]=W"7BOHG]CW_@DS M^R7^P[K6]7GP1E\/M0U?1M-TZ:5)9+:YL[]XXE)C49P M6VY7.&;/E&F?\&X/_!+NST_4_"&I^!?&^K>#[V:\&E_#W5_B3]D^@Z%)&[73EGCA\0Y(A5Q;QIN">8^T'W>V.9-?87B#] M@;]F3Q/X1^#?7@? 6/!MW)IWP#U/3-0^&4*ZQ<*=.GL+3[):M(P?-P%A^4B3<& M/)R>:Z#[]WI[+X*?MJ?!/4/V>OVA/#EQJOA;5+VRNKRRM=1EM7>6UNHK[$B2 M%E<8EA0D \@8/!-`Q5^WO\ "/X6_&C_(+Z?LD>%?B[\/-&\3Z7;?#7QM?P MZ9KVG1W=N+F%;=H93%(^I9&PRD@[6 88([]WXU\">#?AG_P(I1-FENNH+,ZI"\1E$8 D93MPQR<(HSA0!]E>,/V4_@IX[_;5 M\&_M;^)? #EQ-XY\!:+[,E>&=23494CM[6^"BY1H581R%@BX9@2N:,4;_^RG\ M%/$W[47A_P#;'U?PY<2>/O#'A6[\.Z/JBZC*L46GW,JRS1F$-Y;DNH.XJ6'0 M&@#XA_X-^_#'P]_!;XI? &/XMZ%HFH?%75_VA/%UM\7M0UNWBEO;:2"ZVPV M"_8K^(S^#FL3!'_:0\;G2CIA3[,;;[< MOE>5L^7R]FW;MXQC'%>.?MX?L_LF>-?VRO&7C+XE_\!O#\9_B5XNEOT2T] M9^!=8%OX>\9;8U,_]^(M1MX0-WRN;B'4X!W@'ZW_X(K_L7_$/IAG]A73?A MA\8/#ND:'XM\0>)[7\4^(O#?A^1'L=#GU"[>9-/@:/Y&6"'R8B4^3F@?^!%IE?9%_\1/ 7PD^#"_$KXH>,=-\/^'M%T&_MZU?6M8OS\M[:SA6)2TDDCD*H'N:QOVL?V5O@M^VS^S]XA_9@_:\\W&K>#O%*_M6RZSIK[$MK)* (+F*ZCQ+"RNF)8(SP1D#!X)KYJT3_@WF_X)86NN6&M^-?@S MXE\;KI!8O!6HZU8VS3RI'MEC@F\HQ.%P6 MA8X.'%?77[5__!/'_@J/^V#^QWI_[.]SXR_8W\(^$-&.F:OX'\2^!/"^NVLW MA@V4T5S;W>FS-_AA>?!3Q;\/\ 1]0\M(:AH[:3>>&;G3XVL9;$Q^6;8PXV>5L^4*'@ #&*^/\ 3O\ @WK_,"=5C'_M>%[B/XIWO@>QNA/8?"Z^^,FNR>&[8]P956S-S]Q6 (0L1Q@@CB@#@OB%\(?A MC\7/^#H#P]\\?7ASH/B7_A'_-AW^UM(CUK2XKJ.RU\//%[0K=0K*K!)5CGF5 M7'S 2-@\T_PIX$\[^"/^#F#6_#GP0\.:99:9XA_9&^U_%O2M)M(TM)KT:ZL5 ME-<8))^A_VL_^"4'I)'I9/QMM/VE?B;'XUT?XA:9X23PY MHWC+P-\0-2T2^TZQ2ZEN@(C:3(F[S)IU:XUSQ? >OW?C'OGXLUVXU;6I=FC4K&UU>7#,[A%+!4&U%W,0N68D_^8 M_P#@VT\)>#F_X)WG5CX8TPZG9?%%SQE$UT;*/SX&&LW.%W8W*0I'&>A%?H.7R M[\/? ^"0/["PB_:CN_VK_A1!XV\-:MJ'B6?Q%J/A;1?'VH0>';O5IU(FO)-_M$OD-(VXDC;L!P0HP.?45 !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !69I?@SPIHNO77WBC2= M;?4 M-3V_;N*(!YMO3)_SD\FM.BLYT:-6493BFXNZ:5[.S5UV=FU==&T?&I4A&48 MR:4M'KNKWL^^J3]0HHHHK0@**** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH MH **** "BBB@ HHHH **** "BBB@ ##__9 end XML 24 R1.htm IDEA: XBRL DOCUMENT*

COVER - USD ($) shares in Millions, $ in Billions12 Months Ended

Dec. 31, 2024

Feb. 03, 2025

Jun. 28, 2024

Cover [Abstract] Document Type10-K Document Annual Reporttrue Document Period End DateDec. 31, 2024 Current Fiscal Year End Date--12-31 Document Transition Reportfalse Entity File Number001-40594 Entity Registrant NamePHILLIPS EDISON & COMPANY, INC. Entity Incorporation, State or Country CodeMD Entity Tax Identification Number27-1106076 Entity Address, Address Line One11501 Northlake Drive Entity Address, City or TownCincinnati Entity Address, State or ProvinceOH Entity Address, Postal Zip Code45249 City Area Code(513) Local Phone Number554-1110 Title of 12(b) SecurityCommon stock, par value $0.01 per share Trading Symbol PECO Security Exchange NameNASDAQ Entity Well-known Seasoned IssuerYes Entity Voluntary FilersNo Entity Current Reporting StatusYes Entity Interactive Data CurrentYes Entity Filer CategoryLarge Accelerated Filer Entity Small BusinessFalse Entity Emerging Growth CompanyFalse ICFR Auditor Attestation Flagtrue Document Financial Statement Error Correction [Flag]false Entity Shell CompanyFalse Public Float $ 4.0Entity Common Stock, Shares Outstanding 125.2 Amendment FlagFalse Document Fiscal Period FocusFY Document Fiscal Year Focus2024 Entity Central Index Key0001476204 Documents Incorporated by Reference

Documents Incorporated by Reference: Certain required information will be included in our definitive proxy statement to be filed with the SEC within 120 days after December 31, 2024 in connection with the Company's 2025 Annual Meeting of Stockholders, and is hereby incorporated by reference into Part III of this Form 10-K.

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

Area code of city

+ References

No definition available.

+ Details

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

- Definition

Cover page.

+ References

No definition available.

+ Details
Name:dei_CoverAbstract Namespace Prefix:dei_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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

+ References

No definition available.

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

- Definition

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

+ References

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

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

- Definition

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

+ References

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

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

- Definition

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

+ References

No definition available.

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

- Definition

This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006.

+ References

No definition available.

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

- Definition

For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD.

+ References

No definition available.

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

Documents incorporated by reference.

+ References

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

+ Details

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

- Definition

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

+ References

No definition available.

+ Details

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

- Definition

Name of the City or Town

+ References

No definition available.

+ Details

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

- Definition

Code for the postal or zip code

+ References

No definition available.

+ Details

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

- Definition

Name of the state or province.

+ References

No definition available.

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

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

+ References

No definition available.

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

- Definition

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

+ References

No definition available.

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

- Definition

Indicate if registrant meets the emerging growth company criteria.

+ References

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

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

- Definition

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

+ References

No definition available.

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

- Definition

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

+ References

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

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

- Definition

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

+ References

No definition available.

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

- Definition

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

+ References

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

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

- Definition

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

+ References

No definition available.

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

- Definition

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

+ References

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

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

- Definition

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

+ References

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

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

- Definition

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

+ References

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

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

- Definition

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

+ References

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

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

- Definition

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

+ References

No definition available.

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

- Definition

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

+ References

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

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

- References

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

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

- Definition

Local phone number for entity.

+ References

No definition available.

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

- Definition

Title of a 12(b) registered security.

+ References

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

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

- Definition

Name of the Exchange on which a security is registered.

+ References

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

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

- Definition

Trading symbol of an instrument as listed on an exchange.

+ References

No definition available.

+ Details
Name:dei_TradingSymbol Namespace Prefix:dei_ Data Type:dei:tradingSymbolItemType Balance Type:na Period Type:duration XML 25 R2.htm IDEA: XBRL DOCUMENT AUDIT INFORMATION12 Months Ended
Dec. 31, 2024
Audit Information [Abstract] Auditor Firm ID34Auditor NameDeloitte & Touche LLPAuditor LocationCincinnati, Ohio
- Definition

Audit Information [Abstract]

+ References

No definition available.

+ Details
Name:cik0001476204_AuditInformationAbstract Namespace Prefix:cik0001476204_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

PCAOB issued Audit Firm Identifier

+ References

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

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

- References

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

+ Details

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

- References

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

+ Details

Name:dei_AuditorName Namespace Prefix:dei_ Data Type:dei:internationalNameItemType Balance Type:na Period Type:duration XML 26 R3.htm IDEA: XBRL DOCUMENT CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands Dec. 31, 2024 Dec. 31, 2023 Investment in real estate: Land and improvements $ 1,867,227 $ 1,768,487 Building and improvements 4,085,713 3,818,184 In-place lease assets 523,209 495,525 Above-market lease assets 76,359 74,446 Total investment in real estate assets 6,552,508 6,156,642 Accumulated depreciation and amortization (1,771,052) (1,540,551) Net investment in real estate assets 4,781,456 4,616,091 Investment in unconsolidated joint ventures 31,724 25,220 Total investment in real estate assets, net 4,813,180 4,641,311 Cash and cash equivalents 4,881 4,872 Restricted cash 3,768 4,006 Goodwill 29,066 29,066 Other assets, net 195,328 186,411 Total assets 5,046,223 4,865,666 Liabilities: Debt obligations, net 2,109,543 1,969,272 Below-market lease liabilities, net 116,096 108,223 Accounts payable and other liabilities 163,692 116,461 Deferred income 22,907 18,359 Total liabilities 2,412,238 2,212,315 Commitments and contingencies (see Note 11) 00 0 Equity: Preferred stock 00 0 Common stock 1,251 1,220 Additional paid-in capital (“APIC”) 3,646,801 3,546,838 Accumulated other comprehensive income (“AOCI”) 4,305 10,523 Accumulated deficit (1,332,435) (1,248,273) Total stockholders’ equity 2,319,922 2,310,308 Noncontrolling interests 314,063 343,043 Total equity 2,633,985 2,653,351 Total liabilities and equity $ 5,046,223 $ 4,865,666

- Definition

Amount of liabilities incurred and payable to vendors for goods and services received, and accrued liabilities classified as other.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(10)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1

+ Details

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

- Definition

Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14

+ Details

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

- Definition

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

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

Amount of asset recognized for present right to economic benefit.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11:

Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1

+ Details

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

- Definition

Amount after amortization of leases acquired as part of a real property acquisition at below market lease rate with a finite life.

+ References

No definition available.

+ Details

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

- Definition

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

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4

+ Details

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

- Definition

Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

Amount of short-term and long-term debt and lease obligation.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1

+ Details

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

- Definition

Amount of deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

This element represents the amount of value allocated by a lessor (acquirer) to lease agreements which exist at acquisition of a leased property. Such amount may include the value assigned to existing tenant relationships and excludes the market adjustment component of the value assigned for above or below-market leases acquired.

+ References

No definition available.

+ Details

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

- Definition

This element represents the identifiable intangible asset established upon acquisition based on a favorable difference between the terms of an acquired lease and the current market terms for that lease at the acquisition date.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

Amount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1

+ Details

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

- Definition

Aggregate of the carrying amounts as of the balance sheet date of investments in building and building improvements.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1

+ Details

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

- Definition

Amount before accumulated depreciation and depletion of real estate held for productive use and additions or improvements to real estate held for productive use, examples include, but are not limited to, walkways, driveways, fences, and parking lots. Excludes land held for sale.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

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

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30

+ Details

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

- References

No definition available.

+ Details

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

- Definition

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

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

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

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1

+ Details

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

- Definition

Amount of assets classified as other.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

The cumulative amount of depreciation for real estate property held for investment purposes.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1

+ Details

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

- Definition

Amount of real estate investment property which may include the following: (1) land available-for-sale; (2) land available-for-development; (3) investments in building and building improvements; (4) tenant allowances; (5) developments in-process; (6) rental properties; and (7) other real estate investments.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1

+ Details

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

- Definition

Amount of real estate investment property, net of accumulated depreciation, which may include the following: (1) land available-for-sale; (2) land available-for-development; (3) investments in building and building improvements; (4) tenant allowances; (5) developments in-process; (6) rental properties; and (7) other real estate investments.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1

+ Details

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

- References

No definition available.

+ Details

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

- Definition

Amount of real estate investments, net of accumulated depreciation, which may include the following: (1) land available-for-sale; (2) land available-for-development; (3) investments in building and building improvements; (4) tenant allowances; (5) developments in-process; (6) rental properties; (7) other real estate investments; (8) real estate joint ventures; and (9) unconsolidated real estate and other joint ventures not separately presented.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-15Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-14Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-9Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(3)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1

+ Details

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

- Definition

The carrying amount of investments in unconsolidated real estate and other joint ventures not separately presented. This includes direct and indirect investments.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1

+ Details

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

- Definition

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

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4

+ Details

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

- Definition

Amount of accumulated undistributed earnings (deficit).

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details

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

- Definition

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

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2

+ Details

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

- References

No definition available.

+ Details

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

- Definition

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

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34:

http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1

+ Details

Name:us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant XML 27 R4.htm IDEA: XBRL DOCUMENT

CONSOLIDATED BALANCE SHEETS (Parenthetical) - $ / shares Dec. 31, 2024 Dec. 31, 2023 Preferred stock, par value (in dollars per share) $ 0.01 $ 0.01 Preferred stock, authorized (in shares) 10,000,000 10,000,000 Preferred stock, issued (in shares) 00 Preferred stock, outstanding (in shares) 00 Common Stock - Common stock, par value (in dollars per share) $ 0.01 $ 0.01 Common stock, authorized (in shares) 1,000,000,000 1,000,000,000 Common stock, issued (in shares) 125,120,000 122,024,000 Common stock, outstanding (in shares) 125,120,000 122,024,000

- Definition

Face amount or stated value per share of common stock.

+ References

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

+ Details

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

- Definition

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

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/214479170/946-210-S99-1

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

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

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

Number of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt.

+ References

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

+ Details

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

- Definition

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

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3

+ Details

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

- Details

Name:us-gaap_StatementClassOfStockAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 28 R5.htm IDEA: XBRL DOCUMENT

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME - USD ($) $ in Thousands12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Revenues: Rental income$ 647,589$ 597,501$ 560,538Fees and management income10,7319,64611,541Other property income3,0722,9773,293Total revenues661,392610,124575,372Operating Expenses: Property operating112,633102,30395,359Real estate taxes77,68472,81667,864General and administrative45,61144,36645,235Depreciation and amortization253,016236,443236,224Impairment of real estate assets00322Total operating expenses488,944455,928445,004Other: Interest expense, net(96,990)(84,232)(71,196)(Loss) gain on disposal of property, net(30)1,1107,517Other expense, net(5,732)(7,312)(12,160)Net income69,69663,76254,529Net income attributable to noncontrolling interests(7,011)(6,914)(6,206)Net income attributable to stockholders$ 62,685$ 56,848$ 48,323Earnings per share of common stock: Net income per share attributable to stockholders - basic (in dollars per share)$ 0.51$ 0.48$ 0.42Net income per share attributable to stockholders - diluted (in dollars per share)$ 0.51$ 0.48$ 0.42Comprehensive income: Net income$ 69,696$ 63,762$ 54,529Other comprehensive (loss) income: Change in unrealized value on interest rate swaps(6,961)(11,816)51,285Comprehensive income62,73551,946105,814Net income attributable to noncontrolling interests(7,011)(6,914)(6,206)Change in unrealized value on interest rate swaps attributable to noncontrolling interests7011,265(5,736)Reallocation of comprehensive income upon conversion of noncontrolling interests4271273Comprehensive income attributable to stockholders$ 56,467$ 46,368$ 94,145

- Definition

Other Comprehensive Income (Loss), Reallocation, Conversion Of Noncontrolling Interest, Net Of Tax

+ References

No definition available.

+ Details

Name:cik0001476204_OtherComprehensiveIncomeLossReallocationConversionOfNoncontrollingInterestNetOfTax Namespace Prefix:cik0001476204_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5

+ Details

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

- Definition

Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income. Excludes changes in equity resulting from investments by owners and distributions to owners.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4K

+ Details

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

- References

No definition available.

+ Details

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

- References

No definition available.

+ Details

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

- Definition

The current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production.

+ References

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

+ Details

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

- References

No definition available.

+ Details

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

- Definition

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

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7

+ Details

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

- Definition

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

+ References

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

+ Details

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

- Definition

The difference between the carrying value and the sale price of real estate or properties that were intended to be sold or held for capital appreciation or rental income. This element refers to the gain (loss) included in earnings and not to the cash proceeds of the sale. This element is a noncash adjustment to net income when calculating net cash generated by operating activities using the indirect method.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-5Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3

+ Details

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

- Definition

The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly

associated with the manufacture, sale or creation of a product or product line.

+ References

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

+ Details

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

- Definition

The charge against earnings in the period to reduce the carrying amount of real property to fair value.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-2

+ Details

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

- Definition

Amount of interest expense classified as nonoperating.

+ References

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

+ Details

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

- Definition

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

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -

Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI 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210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards 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http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 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