0001104659-24-1144626-K Evotec SE 20241106202411060600160600170600170 0001104659-24-114462 6-K 7 20241106 20241106 20241106 Evotec SE 0001412558 2834 000000000 2M 1231 6-K 34 001-34041 241429039 ESSENER BOGEN 7 HAMBURG 2M 22419 49-40-560-810 ESSENER BOGEN 7 HAMBURG 2M 22419 Evotec AG 20070917 6-K 1 tm2427526d1_6k.htm FORM 6-K Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORMÂ 6-K Â REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934 Â For the month of NovemberÂ 2024 Â COMMISSION FILE NUMBER 001-34041 Â Evotec SE (Translation of registrantâ€™s name into English) Â Essener Bogen 7 22419 Hamburg Germany Tel: +49 40 560810 (Address of principal executive offices) Â Indicate by check mark whether the registrant files or will file annual reports under cover FormÂ 20-F or FormÂ 40-F: FormÂ 20-F x FormÂ 40-F Â¨ Â Indicate by check mark if the registrant is submitting the FormÂ 6-K in paper as permitted by Regulation S-T RuleÂ 101(b)(1): Â¨ Â Indicate by check mark if the registrant is submitting the FormÂ 6-K in paper as permitted by Regulation S-T RuleÂ 101(b)(7): Â¨ Â On NovemberÂ 6, 2024, Evotec SE (the â€œCompanyâ€) issued a press release announcing the Companyâ€™s financial results and business updates for the first nine months of 2024 attached hereto as ExhibitÂ 99.1. Â On NovemberÂ 5, 2024, Evotec SE (the â€œCompanyâ€) announced the Sale of API Manufacturing Facility to Monacum Partners. The Press Release is attached hereto as ExhibitÂ 99.2. Â Â Â Â Â Â EXHIBITÂ INDEX Â Exhibitâ€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯Description of Exhibit Â 99.1â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯ Evotec SE Interim Statement first nine months 2024 dated NovemberÂ 6, 2024 Â 99.2â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯â€¯ Evotec Announces Sale of API Manufacturing Facility to Monacum Partners Â Â Â Â SIGNATURE Â Pursuant to the requirements of s the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Â Â Evotec SE Â Â Â Â By: /s/ Laetitia Rouxel Â Â Name: Laetitia Rouxel Â Â Title: Chief Financial Officer Â Date: NovemberÂ 6, 2024 Â Â Â EX-99.1 2 tm2427526d1_ex99-1.htm EXHIBIT 99.1 Â Exhibit 99.1 Â Â Â Â Â For further information, please contact: Volker Braun, EVP Head of Global Investor RelationsÂ & ESG,volker.braun@evotec.com, Phone +49 (0)40 228 999 338, Mobil +49.(0)40 228 999 338, www.evotec.com Â Â Â Â Â interim STATEMENT 9M 2024 Â Â HIGHLIGHTS Â 4SUCCESSFUL EXTENSIONS AND EXPANSIONS OF STRATEGIC COLLABORATIONS WITH SANDOZ AND BMS Â 4NEW PARTNERSHIP WITH NOVO NORDISK IN CELL THERAPY Â 4GOOD ORDER TREND IN DISCOVERY DESPITE STILL CHALLENGING MARKETS Â 4EXCELLENT GROWTH PERFORMANCE AT JUST - EVOTEC BIOLOGICS; GRAND OPENING OF J. POD FACILITY IN TOULOUSE, FRANCE Â 4CONTINUED WEAK MARKET AND OVERCAPACITY CONTINUES TO AFFECT RESULTS Â 4PRIORITY RESET PROGRESSING ACCORDING TO PLAN Â 4GUIDANCE CONFIRMED Â SEGMENTS WITH DIFFERENT GROWTH DYNAMICS Â 4Group revenues decreased by (1)% to â‚¬ 575.7 m (9M 2023: â‚¬ 580.1 m) Â 4Total Shared R&D revenues decreased by (12)% to â‚¬ 447.1 m (9M 2023: â‚¬ 506.1 m, due to a challenging market environment; Just â€" Evotec Biologics revenues increased by 74% to â‚¬ 128.7 m (9M 2023: â‚¬ 74.1 m) Â 4Adjusted Group EBITDA totalled â‚¬ (6.0) m (9M 2023: â‚¬ 50.2 m) driven by a mismatch between revenues and cost base in the Shared R&D segment as well as costs related to the expansion of operations of Just â€"Evotec Biologics. Â POSITIVE DEVELOPMENTS OF STRATEGIC ALLIANCES Â 4Extension and expansion of tech partnership with Sandoz for development and commercial manufacturing of biosimilars Â 4Expansion of proteomics partnership with Bristol Myers Squibb (â€œBMSâ€) based on the pipeline of molecular glue degraders in fields beyond oncology, triggering programme-based payment of US$ 50 m to fund further research Â 4New technology development partnership with Novo Nordisk to support next-generation cell therapies Â 4New multi-year master research collaboration and option and license agreement with Pfizer, initially focusing on early discovery research for metabolic and infectious diseases Â 465LAB and Duke-NUS award US$ 1.85 million to combat chronic inflammation Â 4Further progress made in strategic neuroscience collaboration with Bristol Myers Squibb, payments of US$ 25 m received Â 4Strong progress in strategic protein degradation partnership with Bristol Myers Squibb (Onco), performance-based and programme-based payments of in total US$ 75 m. Revenue will be recognized over time. Â Â 4Collaboration with X-Chem to access DNA-encoded library (â€œDELâ€) to expand hit-finding options Â 2Â Â Â Â interim STATEMENT 9M 2024 Â Â CORPORATE Â 4Grand opening of cutting-edge biologics facility J.POD Toulouse, France (EU) on 20 SeptemberÂ 2024 Â 4Priority reset for future growth on track to achieve expected annualized adjusted EBITDA improvement of over â‚¬40 m starting in H2 2024, through Â Â°Exit of gene therapy and closure of Orth, Austria and Chemistry activities in Marcy (Lyon) Â Â°In the first half of 2024 the group decided that the operation of Halle/Westphalia, Germany is no longer considered a core activity. As Evotec divested the business activities of Evotec DS on 2 NovemberÂ 2024, the operations of Evotec DS were reclassified as held for sale as of 30 SeptemberÂ 2024 (see â€œ5. Reorganizationâ€) Â Â Â°Benefits from global purchasing optimisation programme Â Â°Identified headcount reduction potential of approximately 400 roles across the global footprint; -50% of role reduction completed; Agreement reached in Germany with workers council on role reduction terms and conditions Â Â°Reduction of physical footprint through surrendering of certain lease agreements Â Â°One-off costs related to priority reset measures further refined: â‚¬ 62.3 m have been recognized as of Q3, comparing with initial provision of â‚¬ 68.5 m as of 30 JuneÂ 2024 Â 4Dr Matthias Evers steps down as Chief Business Officer effective 01 OctoberÂ 2024 Â BUSINESS OUTLOOK FOR FULL-YEAR 2024 CONFIRMED Â 4Group revenues expected in the range of â‚¬ 790 â€" 820 m (2023: â‚¬ 781.4 m). Â 4R&D expenditures are expected in a range of â‚¬ 50 â€" 60 m (2023: â‚¬ 64.8 m). Â 4Adjusted Group EBITDA is expected to reach â‚¬ 15 â€" 35 m (2023: â‚¬ 66.4 m). Â 3Â Â Â Â interim STATEMENT 9M 2024 Â Â FINANCIAL HIGHLIGHTS Â The following table provides an overview of the financial performance in the first nine months of 2024 compared to the same period in 2023. Â Key figures of consolidated income statement Â Evotec SEÂ & subsidiaries â€" First nine months of 2024 Â In kâ‚¬Â Â 9M 2024Â Â Â 9M 2023Â Revenues1)Â Â 575,739Â Â Â 580,113Â Costs of revenuesÂ Â (506,955)Â Â (442,729) Gross profitÂ Â 68,784Â Â Â 137,384Â Gross margin in % Â Â 11.9 % Â Â 23.7 % Â Â Â Â Â Â Â Â Â R&D expenses2)Â Â (41,128)Â Â (48,366) SG&A expensesÂ Â (138,297)Â Â (127,482) Other operating incomeÂ Â 34,983Â Â Â 52,290Â Other operating expenseÂ Â (11,393)Â Â (44,655) Impairment of intangible assetsÂ Â â€"Â Â Â (5,131) Reorganization costsÂ Â (62,257)Â Â â€"Â Operating income (loss)Â Â (149,306)Â Â (35,960) Â Â Â Â Â Â Â Â Â Adjusted EBITDA3)Â Â (5,971)Â Â 50,211Â Â 1)Â Group revenues would have amounted to â‚¬ 575.7 m at constant exchange rates 2)Â 9M 2023 includes â‚¬2.7 m partnered R&D, not applicable in 9M 2024 3)Â Net income (loss) adjusted for interest, taxes, depreciation and amortization of intangibles, impairments on goodwill and other intangible and tangible assets, total non-operating results, change in contingent consideration (earn-out) and items that in magnitude, nature or occurrence would distort the presentation of the financial performance of the Group. Â The following table details Evotecâ€™s segment revenues and operating income (loss) for the nine months ended 30 SeptemberÂ 2024: Â In Tâ‚¬ Â Â Shared R&D Â Â Just Evotec Biologics Â Â Intersegment Eliminations Â Â Evotec Group 9M2024 RevenuesÂ Â 447,115Â Â 129,307Â Â (682) Â 575,739Â Operating resultÂ Â (131,725) Â (17,581) Â â€"Â Â Â (149,306) Â 4Â Â Â Â interim STATEMENT 9M 2024 Â Â REPORT ON THE FINANCIAL SITUATION AND RESULTS Â 1. Results of operations Â Â During the nine months ended 30 SeptemberÂ 2024 Group revenues decreased by (1)% to â‚¬ 575.7 m compared to the same period of the previous year (9M 2023: â‚¬ 580.1 m). The decrease was driven by (12)% lower revenues in the Shared R&D segment, whereas Just - Evotec

Biologics contributed â‚¬ 128.7 m during the nine months ended 30 SeptemberÂ 2024 versus â‚¬ 74.1 m in the comparable prior year period. There was no significant fx impact on the revenues compared to prior year. Base business decreased by (0.5)% from â‚¬ 575.3 m in 9M 2023 to â‚¬ 572.6 m in the nine months ended 30 SeptemberÂ 2024. Â The Costs of revenue for the nine months ended 30 SeptemberÂ 2024 amounted to â‚¬ 507.0 m (9M 2023: â‚¬ 442.7 m) yielding a gross margin of 11.9% (9M 2023: 23.7%). Within the comparable prior year, â‚¬ 31.8 m were reclassified from Costs of revenue towards Other Operating Expense, representing the internal effort of the Operations functions focused on business recovery after the cyber-attack. The other main driver of the increase in the costs of revenue lies within Just-Evotec Biologics due to higher headcount numbers and therefore higher labour costs, as well as increased material and supplier costs to cover the increased business Â R&D expenses were â‚¬ 41.1 m, compared to â‚¬ 48.4 m in the nine months ended 30 SeptemberÂ 2023 (-15%), with a focused capital allocation to selected R&D projects. Â SG&A expenses for the nine months ended 30 SeptemberÂ 2024 amounted to â‚¬ 138.3 m and were thus â‚¬ 10.8 m or 8% higher compared to last year (9M 2023: â‚¬ 127.5 m) especially driven by higher IT costs as well as Business Development and GeneralÂ & Admin expenses. The increase was related to higher personnel costs, consultancy and depreciation expenses. Overall, SG&A expenses have increased significantly more than the revenue growth in the past years and a simplification of the organization structure, operating model and footprint is needed as announced in the reorganization program. Â For the nine months ended 30 SeptemberÂ 2024, other operating income amounted to â‚¬ 35.0 m, compared to â‚¬ 52.3 m for the comparable prior year period. The decrease was driven by the Sanofi contribution that ended in 2023 (9M 2023 â‚¬ 16.9 m). Key driver for the decrease of other operating expenses from â‚¬ 44.7 m in the first nine months of 2023 to â‚¬ 11.4 m in the first nine months of 2024 were the internal and external costs related to the recovery after the cyber-attack, which are significantly lower within the first nine months of 2024. Â The Group has also reviewed its finite lived intangible assets as well as Goodwill for impairment whenever triggering events or changes in circumstances indicate that carrying amount value may not be recoverable. Following this review, the Group has not identified any impairment trigger. In the nine months ended 30 SeptemberÂ 2023, the review led to the recognition of an impairment loss of â‚¬ (5.1) m linked to research and development projects. Â For the nine months ended 30 SeptemberÂ 2024 Reorganisation costs amounted to â‚¬ (62.3) m driven by planned headcount reduction, planned closure of selected sites, and the further reduction of physical footprint through surrendering of certain lease agreements and the associated costs. Â 5Â Â Â Â interim STATEMENT 9M 2024 Â Â Adjusted Group EBITDA for the nine months ended 30 SeptemberÂ 2024 amounted to â‚¬ (6.o) m (9M 2023: â‚¬ 50.2 m) driven by a small single-digit decrease in revenues, higher costs and less contribution within other operating income. Â Â The net income (loss) as of 30 SeptemberÂ 2024 amounted to â‚¬ (155.2) m (9M 2023: â‚¬ (67.8) m), predominantly driven by higher costs of revenues and reorganization costs,but partially offset by more favourable income taxes. Â 2. Result in our reportable segments Shared R&D and Just-Evotec Biologics Â In the Shared R&D segment, revenues (incl. intersegment revenues) decreased by (12)% to â‚¬ 447.1 m (9M 2023: â‚¬ 506.1 m) mainly driven by a weaker performance within parts of the Discovery business area partially offset by increased revenues within the transactional business areas that was impacted heavily in the prior year after the cyber-attack. Â Costs of revenue within Shared R&D were at â‚¬ 382.9 m in the nine months ended 30 SeptemberÂ 2024 (9M 2023: â‚¬ 370.0 m), corresponding to a gross margin of 14.3% (9M 2023: 26.9%). The decrease in the gross margin was mainly driven by a lower top-line performance, a high fixed-cost base and under-utilization in some areas of Shared R&D. In the nine months ended 30 SeptemberÂ 2023 we reclassified â‚¬ 21.7 m from Costs of revenues to Other operating expenses as this was time we spent on recovering after the cyber-attack. Â R&D expenses came in at â‚¬ 41.3 m (9M 2023: â‚¬ 48.4 m), with a focused capital allocation approach to specific R&D projects. SG&A expenses increased to â‚¬ 115.4 m (9M 2023: â‚¬ 107.8 m), mainly caused by an increase in IT expenses. For the nine months ended 30 SeptemberÂ 2024, other operating income amounted to â‚¬ 33.4 m, compared to â‚¬ 50.6 m for the comparable prior year period, driven by the conclusion of the Sanofi contribution in 2023. Other operating expenses were â‚¬ 11.4 m (9M 2023: â‚¬ 34.5 m) driven by one-off expenses related to the cyber-attack but significantly lower compared to the comparable prior year period due to less internal and external cyber costs. Â The adjusted EBITDA of the Shared R&D segment was â‚¬ (6.8) m (9M 2023: â‚¬ 61.1 m), due to lower revenues on an increasing cost base within costs of revenues and SG&A expenses and lower other operating income. Â Revenues within Just-Evotec Biologics increased to â‚¬ 128.7 m (9M 2023: â‚¬ 74.1 m). This growth of 74% was strongly driven by the higher order book in our Redmond, US plant. The new factory in Toulouse, France, is expected to be fully operational in Q1 2025. Â Costs of revenues of â‚¬ 124.4 m were incurred in the first nine months of 2024, with higher labour and service and supplier costs to cover the increased base business in the US and the continuous ramp-up in France, compared to â‚¬ 72.8 m within the nine months ended 30 SeptemberÂ 2023, with increasing business in the US. In the same period, gross margin increased to 3.8% from 1.8% in the first nine months of 2023. Â The increase in SG&A expenses (9M 2024: â‚¬ 22.9 m vs. 9M 2023: â‚¬ 19.7 m) was mainly caused by higher headcount and the continuous investment in IT-systems and process improvements. Other Operating Expense decreased by â‚¬ 9.4 m, mainly related to the reclassification from Costs of Revenues to Other Operating Expense Â 6Â Â Â Â interim STATEMENT 9M 2024 Â Â within the nine months ended 30 SeptemberÂ 2023 related mainly to time spent on recovering after the cyber-attack. Â Â The adjusted EBITDA within Just-Evotec Biologics has increased to â‚¬ 0.8 m (9M 2023: â‚¬ (10.9) m, as the revenue has increased stronger than the cost base. Within the nine months ended 30 SeptemberÂ 2023, we recognized a higher upfront revenue compared to this year. The base business development however, shows a positive development. Â 3. Financing and financial position Â Cash flow provided by (used in) operating activities in the nine months ended 30 SeptemberÂ 2024 was â‚¬ (56.0) m compared with â‚¬ 16.5 m in the first nine months of 2023. This yearâ€™s figure is negatively affected by an increased net loss and unfavourable changes in working capital. Â Net cash used in investing activities for the nine months ended 30 SeptemberÂ 2024 amounted to â‚¬ (88.1) m (9M 2023: â‚¬ 16.7 m). Capital expenditure decreased to â‚¬ 102.3 m (9M 2023: â‚¬ 150.0 m) and was mainly due to investments in the Just-Evotec Biologics production facilities. The proceeds from sale of current investments decreased significantly to â‚¬ 30.8 m (9M 2023: â‚¬ 203.1 m) and originated from the sale of bonds and fixed term investments. Â Net cash used in financing activities amounted â‚¬ (132.1) m in the nine months ended 30 SeptemberÂ 2024 (9M 2023: â‚¬ 48.9 m) due to the repayment of loans and lease obligations â‚¬ (128.4) m. Â Cash and cash equivalents amounted to â‚¬ 231.3 m as of 30 SeptemberÂ 2024 (31 DecemberÂ 2023: â‚¬ 510.9 m). Total Liquidity decreased to â‚¬ 303.3 m (31 DecemberÂ 2023: â‚¬ 604.1 m). Â 4. Assets, liabilities, and stockholdersâ€™ equity Â Assets Â Between 31 DecemberÂ 2023 and 30 SeptemberÂ 2024, total assets decreased by â‚¬ (261.7) m to â‚¬ 1,990.8 m (31 DecemberÂ 2023: â‚¬ 2,252.5 m). Â Investments amounted to â‚¬ 72.0 m (31 DecemberÂ 2023: â‚¬ 93.2 m). This decrease was mainly due to the sale of current investments. Â Contract assets amounted to â‚¬ 39.1 m (31 DecemberÂ 2023: â‚¬ 25.0 m). This increase is mainly due to an increase in contract assets in Just Evotec Biologics Inc. of â‚¬ 11.9 m. Â Inventories as of 30 SeptemberÂ 2024 increased by â‚¬ 4.9 m to â‚¬ 35.8 m compared to 31 DecemberÂ 2023 (â‚¬ 30.9 m). This increase is due to the growth of operations in Just â€” Evotec Biologics. Â Current tax assets increased from â‚¬ 80.7 m as per 31 DecemberÂ 2023 to â‚¬ 90.9 m as per 30 SeptemberÂ 2024. The increase resulted from a reclassification from non-current to current and is partially offset by refunds and factoring of R&D tax credits. Â 7Â Â Â Â interim STATEMENT 9M 2024 Â Â Other current financial assets including derivatives increased to â‚¬ 75.2 m (31 DecemberÂ 2023: â‚¬ 12.8 m) which is mainly due to factoring of R&D tax credits in France. Evotec received the related payments in OctoberÂ 2024. Â Â For Assets classified as held for sale , see â€œ5. Reorganizationâ€. Â Non-current investments and other non-current financial assets amounted to â‚¬ 119.4 m (31 DecemberÂ 2023: â‚¬ 139.0 m). This decrease resulted mainly from the revaluation of Evotecâ€™s share in Exscientia plc. Â Property, plant and equipment increased by â‚¬ 7.2 m to â‚¬ 813.8 m (31 DecemberÂ 2023: â‚¬ 806.6 m) caused by capital expenditures for site expansions, especially in Just - Evotec Biologics EU SAS and Just â€” Evotec Biologics Inc., exceeding depreciations and reductions due to the termination of lease contracts. Â Intangible assets and Goodwill increased by â‚¬ 4.8 m compared with 31 DecemberÂ 2023, to â‚¬ 295.9 m (31 DecemberÂ 2023: â‚¬ 291.1 m), primarily due to new developed technologies. Â The increase in Deferred tax assets to â‚¬ 36.1 m as of 30 SeptemberÂ 2024 (31 DecemberÂ 2023: â‚¬ 14.3 m) is mainly related to deferred taxes recognized on increased tax losses in Germany. Â Non-current tax assets decreased to â‚¬ 23.5 m (31 DecemberÂ 2023: â‚¬ 94.4 m) mainly due to a reclassification from non-current to current and factoring of R&D tax credits.. Â Liabilities Â Current financial liabilities decreased to â‚¬ 53.5 m (31 DecemberÂ 2023: â‚¬149.1 m) mainly due to the repayment of debt. Â Trade and other payables decreased by â‚¬ (64.4) m in the nine months ended 30 SeptemberÂ 2024 to â‚¬ 69.9 m (31 DecemberÂ 2023: â‚¬ 134.3 m), resulting from the payment of a high volume of invoices in the first quarter of 2024. Â Current and non-current contract liabilities increased by â‚¬ 54.0 m to â‚¬ 306.9 m (31 DecemberÂ 2023: â‚¬ 252.9 m) predominantly due to prepayments received from BMS in Q3 2024. Â Current and non-current provisions increased by â‚¬ 33.5 m to â‚¬ 94.8 m (31 DecemberÂ 2023: â‚¬ 61.2 m) mainly because of the build-up of current and non-current provisions for reorganization. Â Non-current financial liabilities decreased to â‚¬ 416.5 m (31 DecemberÂ 2023: â‚¬ 477.1 m) due to the termination of lease contracts as well as the conversion of a forgivable loan received for the construction of facilities (â‚¬ 20.8 m). Â Stockholdersâ€™ equity Â Total stockholdersâ€™ equity decreased by â‚¬ (151.4) m to â‚¬ 968.5 m (31 DecemberÂ 2023: â‚¬ 1,119.9 m). Â Evotecâ€™s equity ratio as of 30 SeptemberÂ 2024 slightly decreased to 48.6% (31 DecemberÂ 2023: 49.7%). Â 8Â Â Â Â interim STATEMENT 9M 2024 Â Â 5. Reorganization Â Â On 24 AprilÂ 2024 as part of the publication of the 2023 Annual Results, the Group announced that it was currently assessing its current footprint and activities. As of 30 JuneÂ 2024, the Group has recognized a provision of â‚¬ 64.5 m to cover the expected and estimated costs associated with the reorganization. Estimated reorganization costs mainly include employee termination benefits, Real Estate footprint optimization and other direct costs associated with the reorganization. Â Predominantly due to the reclassification of the operations of Evotec DS to held for sale, the provision for reorganization decreased to â‚¬ 44.9 m as of 30 SeptemberÂ 2024. Â On 2 NovemberÂ 2024, the Group signed a SPA for the sale of Evotec DS. Â As a result of the companyâ€™s â€˜Priority Resetâ€™, the company has identified a contingent liability in regards to a possibly onerous lease contract. The company continues to closely review scenarios to limit the impact to the maximum extent. Â 6. Human Resources Â Employees Â Headquartered in Hamburg, Germany, the Evotec Group employs 5,007 people globally as of 30 SeptemberÂ 2024 (31 DecemberÂ 2023: 5,061 employees), and therefore (1)% less compared to prior yearâ€™s end. Overall, the number of employees decreased by (79) compared to the nine months ended 30 SeptemberÂ 2023 with 5,086, due to the first impact of the reorganization program but partly offset by increased headcount within Just - Evotec Biologics. The full impact of the reorganization on the head count will be more visible within Q4 2024 and reaching into the first half of 2025. Â 9Â Â Â Â interim STATEMENT 9M 2024 Â Â UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS1 Â Â Evotec SE and Subsidiaries Consolidated interim income statement for the period from 1 JanuaryÂ to 30 SeptemberÂ 2024 Â in kâ‚¬ except share and per share dataÂ Nine months ended 30 SeptemberÂ 2024Â Â Nine months ended 30 SeptemberÂ 2023Â Â Three months ended 30 SeptemberÂ 2024Â Â Three months ended 30 SeptemberÂ 2023Â RevenueÂ 575,739Â Â 580,113Â Â 184,890Â Â 196,278Â Costs of revenueÂ (506,955)Â (442,729)Â (166,607)Â (158,454) Gross profitÂ 68,784Â Â 137,384Â Â 18,283Â Â 37,823Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating income (expenses)Â Â Â Â Â Â Â Â Â Â Â Â Research and developmentÂ (41,128)Â (48,366)Â (11,874)Â (17,503) Selling, general and administrative expensesÂ (138,297)Â (127,482)Â (46,391)Â (39,290) Other operating incomeÂ 34,983Â Â 52,290Â Â 10,750Â Â 13,804Â Other operating expensesÂ (11,393)Â (44,655)Â (3,459)Â (7,010) Impairments of intangible assetsÂ â€”Â Â (5,131)Â â€”Â Â (12) Reorganization costsÂ (62,257)Â â€”Â Â 6,199Â Â â€”Â Total operating income (expenses)Â (218,090)Â (173,344)Â (44,776)Â (50,011) Operating income (loss)Â (149,306)Â (35,960)Â (26,493)Â (12,187) Â Â Â Â Â Â Â Â Â Â Â Â Â Non-operating income (expense)Â Â Â Â Â Â Â Â Â Â Â Â Gain (loss) on investment and financial instruments reevaluationÂ (14,788)Â (11,065)Â (6,233)Â (16,632) Share of profit (loss) and reevaluation of at-equity investmentsÂ (1,507)Â (11,608)Â (1,910)Â (4,459) Other Financial incomeÂ 2,802Â Â 8,160Â Â 917Â Â 2,482Â Other Financial expenseÂ (7,282)Â (8,558)Â (1,866)Â (3,521) Other non-operating income (expense)Â (8,029)Â 2,463Â Â (11,290)Â 4,401Â Total non-operating income (expense)Â (28,805)Â (20,608)Â (20,381)Â (17,729) Â Â Â Â Â Â Â Â Â Â Â Â Â Net Income (loss) before taxesÂ (178,111)Â (56,568)Â (46,874)Â (29,916) Total taxesÂ 22,872Â Â (11,215)Â 7,241Â Â (9,039) Â Â Â Â Â Â Â Â Â Â Â Â Â Net income (loss)Â (155,239)Â (67,782)Â (39,634)Â (38,955) Weighted average shares outstandingÂ 177,277,605Â Â 176,910,122Â Â 177,347,294Â Â 176,935,744Â Net result per shareÂ (0.88)Â (0.38)Â (0.22)Â (0.22) Â Â 1) Each financial statement line item is rounded individually. Totals and subtotals may therefore deviate slightly from the sum of the individual items. Â 10Â Â Â Â interim STATEMENT 9M 2024 Â Â Evotec SE and SubsidiariesÂ Consolidated interim statement of financial position as of 30 SeptemberÂ 2024 Â in kâ‚¬Â as of 30 SeptemberÂ 2024Â Â as of 31 DecemberÂ 2023Â ASSETSÂ Â Â Â Â Â Â Â Current Assets:Â Â Â Â Â Â Â Â â€” Cash and cash equivalentsÂ Â 231,298Â Â Â 510,909Â Â¾ InvestmentsÂ Â 71,976Â Â Â 93,203Â â€” Trade and other receivablesÂ Â 97,742Â Â Â 98,396Â â€” Contract assetsÂ Â 39,091Â Â Â 25,000Â â€” InventoriesÂ Â 35,772Â Â Â 30,890Â â€” Current tax assetsÂ Â 90,920Â Â Â 80,659Â â€” Other current financial assets including derivativesÂ Â 75,245Â Â Â 12,759Â â€” Prepaid expenses and other current assetsÂ Â 48,632Â Â Â 51,345Â â€” Assets classified as Held for SaleÂ Â 7,423Â Â Â â€”Â Total current assetsÂ Â 698,099Â Â Â 903,162Â Â Â Â Â Â Â Â Â Â Non-current assets:Â Â Â Â Â Â Â Â â€” Non-current investments and other non-current financial assetsÂ Â 119,362Â Â Â 139,023Â â€” Investments in associates and Joint venturesÂ Â 4,119Â Â Â 3,071Â â€” Property, plant and equipmentÂ Â 813,805Â Â Â 806,563Â â€” Intangible assets and GoodwillÂ Â 295,866Â Â Â 291,089Â â€” Deferred tax assetsÂ Â 36,054Â Â Â 14,330Â â€” Non-current tax assetsÂ Â 23,503Â Â Â 94,393Â â€” Other non-current assetsÂ Â â€”Â Â Â 837Â Total non-current assetsÂ Â 1,292,710Â Â Â 1,349,306Â Total assetsÂ Â 1,990,809Â Â Â 2,252,468Â Â 11Â Â Â Â interim STATEMENT 9M 2024 Â Â in kâ‚¬Â as of 30 SeptemberÂ 2024Â as of 31 DecemberÂ 2023Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITYÂ Â Â Â Â Â Â Current LiabilitiesÂ Â Â Â Â Â Â â€” Current financial liabilitiesÂ Â 53,537Â Â 149,096Â â€” Trade and other payablesÂ Â 69,894Â Â 134,319Â â€” Contract liabilitiesÂ Â 98,684Â Â 97,587Â â€” Deferred incomeÂ Â 8,714Â Â 10,268Â â€” ProvisionsÂ Â 67,680Â Â 45,165Â â€” Current income tax liabilitiesÂ Â 3,785Â Â 5,565Â â€” Other current liabilitiesÂ Â 23,901Â Â 22,572Â â€” Liabilities classified as Held for SaleÂ Â 7,423Â Â â€”Â Total current liabilitiesÂ Â 333,618Â Â 464,573Â Â Â Â Â Â Â Â Â Non-current liabilities:Â Â Â Â Â Â Â â€” Non-current financial liabilitiesÂ Â 416,514Â Â 477,112Â â€” Deferred tax liabilitiesÂ Â 14,052Â Â 18,137Â â€” ProvisionsÂ Â 27,074Â Â

16,063Â â€" Contract liabilitiesÂ Â 208,207Â Â 155,287Â â€" Other non-current liabilitiesÂ Â 22,875Â Â 1,387Â Total non-current liabilitiesÂ Â 688,721Â Â 667,987Â Â Â Â Â Â Â Â Â Stockholdersâ€™ equity:Â Â Â Â Â Â Â â€" Share capitalÂ Â 177,553Â Â 177,186Â â€" Additional paid-in capitalÂ Â 1,451,818Â Â 1,449,654Â â€" Retained EarningsÂ Â (631,530)Â (476,290) â€" Accumulated other comprehensive incomeÂ Â (29,372)Â (30,643) Total stockholdersâ€™ equityÂ Â 968,469Â Â 1,119,908Â Â Â Â Â Â Â Â Â Total liabilities and stockholdersâ€™ equityÂ Â 1,990,809Â Â 2,252,468Â Â 12Â Â Â Â interim STATEMENT 9M 2024 Â Â Evotec SE and SubsidiariesÂ Condensed consolidated interim statement of cash flows for the nine months ended 30 SeptemberÂ 2024 Â in kâ‚¬Â Nine months ended 30 SeptemberÂ 2024Â Nine months ended 30 SeptemberÂ 2023Â Cash flows from operating activities:Â Â Â Â Â Â Â â€" Net income (loss)Â Â (155,239)Â (67,782) â€" Adjustments to reconcile net income to net cash provided by operating activitiesÂ Â 122,992Â Â 108,754Â â€" Change in assets and liabilitiesÂ Â (23,752)Â (24,476) Net cash provided by (used in) operating activitiesÂ Â (55,999)Â 16,495Â Â Â Â Â Â Â Â Â Cash flow from investing activities:Â Â Â Â Â Â Â â€" Interest Received1Â Â 3,217Â Â 3,679Â â€" Purchase of property, plant and equipment, netÂ Â (102,266)Â (149,956) â€" Proceeds from sale of property, plant and equipmentÂ Â 1,592Â Â â€"Â â€" Acquisition of intangible assets and development expendituresÂ Â (4,890)Â â€"Â â€" Purchase of investments in associated companies and other long-term investments and convertiblesÂ Â (12,618)Â (20,202) â€" Acquisition of current investmentsÂ Â (8,000)Â (21,439) â€" Proceeds from sale of current investmentsÂ Â 30,791Â Â 203,062Â â€" Acquisitions of subsidiaries net of cash acquiredÂ Â â€"Â Â 1,567Â â€"Proceeds from Government Grants2Â Â 4,066Â Â â€"Â Net cash used in investing activitiesÂ Â (88,108)Â 16,711Â Â Â Â Â Â Â Â Â Cash flow from financing activities:Â Â Â Â Â Â Â â€" Interest Paid1Â Â (4,940)Â (4,990) â€" Proceeds from loansÂ Â 900Â Â 151,374Â â€" Proceeds from option exerciseÂ Â 368Â Â 233Â â€" Repayment of loansÂ Â (110,384)Â (84,775) â€" Repayment of lease obligationÂ Â (18,038)Â (12,983) Net cash used in financing activitiesÂ Â (132,095)Â 48,858Â Â Â Â Â Â Â Â Â Net increase (decrease) in cash and cash equivalentsÂ Â (276,202)Â 82,065Â Exchange rate differenceÂ Â (3,408)Â 2,147Â Cash and cash equivalents at beginning of yearÂ Â 510,908Â Â 415,155Â Cash and cash equivalents at end of the periodÂ Â 231,298Â Â 499,366Â Â 1 Interest received and interest paid are reallocated from the operating cash flow to the investing cash flow and the financing cash flow, respectively. Hence, the previous year figures deviate from the figures published in the interim report Q3/2023. The change was made to provide a clearer picture of the financial position. Â 2 Proceeds from government grants have been reclassified from â€œPurchase of property, plant and equipmentâ€ to a separate line within the investing cash flow. Â 13Â Â Â Â interim STATEMENT 9M 2024 Â Â FORWARD-LOOKING STATEMENTS Â Â This interim statement contains forward-looking statements concerning future events. Words such as â€œanticipate,â€ â€œbelieve,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œmay,â€ â€œmight,â€ â€œPlan,â€ â€œPotential,â€ â€œshould,â€ â€œtarget,â€ â€œwouldâ€ and variations of such words and similar expressions are intended to identify forward-looking statements. Such statements include comments regarding Evotecâ€™s expectations for revenues, Adjusted Group EBITDA and unpartnered R&D expenses. These forward-looking statements are based on the information available to, and the expectations and assumptions deemed reasonable by Evotec at the time these statements were made. No assurance can be given that such expectations will prove to have been correct. These statements involve known and unknown risks and are based upon a few assumptions and estimates which are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of Evotec. Factors that could cause actual results to differ are discussed under the heading â€œRisk Factorsâ€ in our Annual Report for the year ended 31 DecemberÂ 2023. Evotec expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Evotecâ€™s expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based. Â NON-IFRS METRICS Â This interim report includes certain financial measures and metrics not based on IFRS, including Adjusted Group EBITDA. We define Adjusted EBITDA as net income (loss) adjusted for interest, taxes, depreciation and amortization of intangibles, impairments on goodwill and other intangible and tangible assets, total non-operating results and change in contingent consideration (earn-out). Â Adjusted EBITDA should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with IFRS. Adjusted EBITDA is a non-IFRS measure presented as a supplemental measure of our performance. Adjusted EBITDA should not be considered as an alternative to net income as a measure of financial performance. Adjusted EBITDA is presented because it is a key metric used by our Management Board to assess our financial performance. Management believes Adjusted EBITDA is an appropriate measure of operating performance because it eliminates the impact of expenses that do not relate directly to the performance of the underlying business. Our definition of this non-IFRS financial measure may not be comparable to similarly titled measures of other companies, thereby reducing the usefulness of our Adjusted EBITDA as a tool for comparison. Â 14Â Â Â Â interim STATEMENT 9M 2024 Â Â The following table shows the reconciliation of net income to Adjusted EBITDA: Â in Tâ‚¬Â Â Evotec Group 9M 2024Â Â Â Evotec Group 9M 2023Â Net incomeÂ Â (155,239)Â Â (67,782) - Interest expense (net)Â Â 4,480Â Â Â 398Â - Tax expenseÂ Â (22,872)Â Â 11,215Â - Depreciation of tangible assetsÂ Â 69,452Â Â Â 63,719Â - Amortization of intangible assetsÂ Â 4,667Â Â Â 5,432Â EBITDAÂ Â (99,512)Â Â 12,982Â - Impairment of intangible assetsÂ Â â€"Â Â Â 5,131Â - Gain (loss) on investment and financial instruments reevaluationÂ Â 14,788Â Â Â 11,065Â - Share of profit (loss) and reevaluation of at-equity investmentsÂ Â 1,507Â Â Â 11,608Â - Foreign currency exchange (loss) gain, netÂ Â 9,800Â Â Â 175Â - Other non-operating income, netÂ Â (1,771)Â Â (2,638) - One-Off External Cyber-related CostsÂ Â 6,960Â Â 11,889Â - Reorganization CostsÂ Â 62,257Â Â Â â€"Â Adjusted EBITDAÂ Â (5,971)Â Â 50,211Â Â 15Â Â EX-99.2 3 tm2427526d1_ex99-2.htm EXHIBIT 99.2 Â Exhibit 99.2 Â Â Â Evotec Announces Sale of API Manufacturing Facility to Monacum Partners Â Â Â Â· Evotec divests chemical API-focused CDMO operation in Halle/Westphalia (Evotec DS) to Monacum Partners Â Â Â Â· Transaction aligns with Evotecâ€™s strategic optimization efforts, concentrating resources on key growth drivers Â Â Â Â· New ownership committed to maintaining and growing the business Â Hamburg, 05 NovemberÂ 2024: Â Evotec SE (Frankfurt Stock Exchange: EVT, SDAX/TecDAX,Â ISIN: DE0005664809; NASDAQ: EVO) has announced the sale of its chemical API manufacturing site, Evotec DS GmbH, located in Halle/Westphalia, to Monacum Partners GmbH - a Munich based Private Equity firm. This transaction forms part of Evotecâ€™s â€œPriority Resetâ€ initiative launched in AprilÂ 2024, which aims to foster profitable growth by refining the companyâ€™s operational footprint and focusing on its primary growth sectors and core competencies. Â Evotec DS in Halle/Westphalia is a specialized CDMO (Contract Development and Manufacturing Organization) with a strong foundation in chemical APIs, intermediates, and building blocks, which provides an end-to-end service portfolio, encompassing development to commercial-scale manufacturing. Â The transaction presents an opportunity for Evotec DS to achieve its growth ambitions under new ownership. Under the agreement, all business operations and the entire workforce at Evotec DS will transition to Monacum Partners and continue business as DAPIN GmbH (Deutsche APIÂ & Intermediates). Financial terms of the transaction were not disclosed. Â About Evotec SE Â Evotec is a life science company with a unique business model that delivers on its mission to discover and develop highly effective therapeutics and make them available to the patients. The Companyâ€™s multimodality platform comprises a unique combination of innovative technologies, data and science for the

discovery, development, and production of first-in-class and best-in-class pharmaceutical products. Evotec provides high value pipeline co-creating partnerships and solutions to all Top 20 Pharma and over 800 biotechnology companies, academic institutions, as well as other healthcare stakeholders. Evotec has strategic activities in a broad range of currently underserved therapeutic areas, including e.g. neurology, oncology, as well as metabolic and infectious diseases. Within these areas of expertise, Evotec aims to create the world-leading co-owned pipeline for innovative therapeutics and has to-date established a portfolio of more than 200 proprietary and co-owned R&D projects from early discovery to clinical development. Evotec operates globally with more than 5,000 highly qualified people. The Companyâ€™s sites in Europe and the USA offer highly synergistic technologies and services and operate as complementary clusters of excellence. For additional information please go to www.evotec.com and follow us on X/Twitter @Evotec and LinkedIn. Â Â   Â Â Â Â About Monacum Partners Â Monacum Partners is a Munich based private equity firm, focused on repositioning of European headquartered businesses. The core of Monacum Partners strategy, is acquiring underperforming companies with significant operational improvement potential and support them through proven turnaround playbooks, implemented by Monacum Partnersâ€™ highly experienced operational team. For additional information please go to www.monacumpartners.com. Â Forward-looking statements Â This announcement contains forward-looking statements concerning future events, including the proposed offering and listing of Evotecâ€™s securities. Words such as â€œanticipate,â€ â€œbelieve,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œmay,â€ â€œmight,â€ â€˜Plan,â€ â€˜Potential,â€ â€œshould,â€ â€œtarget,â€ â€œwouldâ€ and variations of such words and similar expressions are intended to identify forward-looking statements. Such statements include comments regarding Evotecâ€™s expectations for revenues, Group EBITDA and unpartnered R&D expenses. These forward-looking statements are based on the information available to, and the expectations and assumptions deemed reasonable by Evotec at the time these statements were made. No assurance can be given that such expectations will prove to have been correct. These statements involve known and unknown risks and are based upon a number of assumptions and estimates, which are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of Evotec. Evotec expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Evotecâ€™s expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based. Â For further information, please contact: Â Investor Relations Volker Braun EVP Head of Global Investor RelationsÂ & ESG Volker.Braun@evotec.com Â Media Â Susanne Kreuter VP Head of Strategic Marketing Susanne.Kreuter@evotec.com Â Â   Â GRAPHIC 4 tm2427526d1_ex99-1img001.jpg GRAPHIC begin 644 tm2427526d1_ex99-1img001.jpg M_]C_X 02D9)1@ ! 0$ R #(#_VP!# $! 0$! 0$! 0$! 0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0'_ MVP!# 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$! 0'_P 1" -P R # 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$($(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#^_BBD8[58 MCG"DX^@S5&6["0RR,DKHD4CLD$9@-L21 R,Y54&XB@"_17 MR]^T3^U[^S1^R3X=A\6_M0_'KX3_ *T"^%R-)O_ (A^.]%%%%%%,7GBIK:V:>>U M\'>';VYG\1>(-12,"-]+\/6-[JLUR8XK2"YFE@#_ (;?&'_@Z8_X)F$$%$%> MD?"SXE0?OJ/B&&R\%%\%M,^$$]*MWMY09(8$NOV8/&&&FZU OS>9?Z->3/< M1 &U!98\ ']-5%%?A7:A^/D.DZ-+Q\%&*+T-N?X;\-\9@P@3SP"!!'3-U'UP-A8BH#<)44W!UN\YWXE "4TVR@EGB#N-D\WU.,TAS:_1R'BT4Z^UQ-3P-\=>V/V6\V$R M@)%A\H+\%U"4;S\WN;&5*<7^(;%A+J84<\+^)Z+V-D(Q30!=SC M1Q67&/P#,F?@02'8A^Z9#;P,^(#7,3!)P![;0EO8'QQMU0*D"4:B/?QMF;C!,[W#NG%^-6X2B;,K7?<^AZI9N!-8UBB6O8*)VRQB;4=((8VN[#3]/,YTM
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X=U&TTJ^L/$&F M7NF:[!YNB7VGZMIU[8ZNI5A+)I$UJSR:HD0!,\J;EC4;CTXZ ,(RJ9\UHERD
MG0A7&/FS@'((QSU]LBO\N[XA?!']M_X"_LB?\$_?B'XR_:Y^+.@?M.>--:\ M:#_P3U_8@^&.IWRW-C\)Y?%$NOS^/O'
L/$&B3:!%XDCU\G3;^S\%:S!K,,U ME8W>HV-JVF3Q?Z%'[37QQ\7?LY_\$]OBW^T!\4([;2O'_P ,/V7=5\;>.8-# M$%_I>D_$>S\
6ZZZ=%$BS7+Z5I?BR2X%L"!F&V!8A>* /N2\U&VL=[K4+BW ML[:$JS3W4B0Q*^["
NS<,Q^4#!)R0!63KWB70/#/AW4/%&M:UI>C^&]*T^?6 M=6U[4=1M[71],TVWB,UQ?ZA=W4J0Q:?#$-\TK. J\@9P!_G_
'_!*KX#_!W_M (*A6OPB*_M9?\ !7[]I[X@_M"^--&\4^-O$W[(W@/XA>+_ HUGX=\-7-Q
M>ZG9^(/$;P]#;G4@8RWB&5$ADR&! !^MO[/W[;/[]O[5^M>.- _9M_:!^&7QGUSX:
MRVMOX]T[X>^)-.UVY\+RW4KQ6SZDP+B*WGFBDBMF0E?,C*YS2?&;]M;]DWX M^(/"O@WXR_M#_"KX=^*/B#J]GH'@_P
,^)O$^F0:SXCUJ_O(M/MK#3;*U9Y) M;^YOIX(;>,C]Y*P &>*?BI\8$UCQIIGB[Q/ M\,?A%X=\':K'XG*-HFNZG<1:':ZG=27]
[)8V#),=,N+.TCM_+D*,P!_H&WM M]::797NIZK=PV%AIUI=W&HWUX(K6*UM=.@:ZO+^X\XM'+:I#!-
O^"E_BS]H7P/\)M+\2>%O$W[/OC&YT>_TOQ;=Z=-> M>,?"4FH7NE:;\0=$2T=W_L34+ZPFA3.W DMVD8EE4>
_\'$7[;MC^QY_P3C^ M).F:#XE'A[XN_M)&[^!OPMDTR.((3+XY\06MG;(US=0:#X7-[->V\3& M2:*]V 2%SC^:S_@CO\=?V/\ X-
_\%D_V3O"W['7BK5-2^^"_QD_8VT#X#??$#4 M=6\&^+O 7 "9?M!Z+H+WNKZR+3Q9&LNIRZCXKMKU[B6R!A26&-(Y9@(Y6
/[MM_VL?VE/AK^Q]^SK\6?VE_B]>7UGV//@_P_P"%+KQ5XB;2K2:_U.XBAF@MK2QL M+"W/G7EU?
WUS;VL4"A@3+O92J$C^=;_@C;_P7V^+?_!2W]N3XJ?L\^.O@WX:
M^'W@6'P'KWC[X77.FSZG)XAT.RT'4K2+^SO%AO1Y%WJ6IZ9J-G>K:H(SI;;U
M!8,\$X.KOBQX\G_9Y_9=_8W^%FB7GC3Q[^U##@[^U#\=8)[_ ,!:"TT_BGQ9H_PX ML?[5TO1K:VLP+\V\T[Q/KMP: N[:S;
[7^+M0,L6D>%/#D;!U;4M5GA<0EE$<:12%B.(V^+_P#@EM_P M4N_:"_;QUWXB6Q8C^)O[,AC1_"WA[Q[Q[\+_&_BU%%?
3_B'X=\0ZA+-^)/Q-9F:F=C_X11?$-AK[\ 8J+ +GXJB]S?V:_IJP XJGJV/d_8HV/@H4ZA7O41-[-M*@B6L3#5S=^d-M
>+M M%^$<%L-1DTBPV/:+XQU;1[+PWJEU 8HVMWT2?RI+81^2K")T0 ^??V8?^"A7 MQ ^)/_!4O_@HS^R5\5?$/PV\._
]F;PO\$]1^%1NTLM%U>;5O%=UK4/BR76 M/$VHSQQ:Y)++IMM.;5FWZ5*0F=N^1/$O^""7[77QF;0N/\ @HY\2_BQN&Y_
M^(GASPU^VCK7@#X.Z-=2Z;=:7X(\!6OA;1[_ $^R\.7%HHD%G(VH98,^P+:^ M;M(!9?QF_9S_9S .";W[-7!3'!@MS_P
%G?"G[4^H?$N]LO@_\6]*U;PUX:\% M^+9O \&KZ=KGB##4K5H_$<$-E=GQ-I$-KIPLK4-$O^BW;H)P=F_[_P^\"#X=
M:I^SA\,/^"G/P/[\5>$M=*-\+/VW/W/$=HVAZEITIU*UT3PW\,]!M++3;6XDTW M38]2NK:PL(5A:)\.9<"1%OV<
M]'\2_$SP9\#M0M["&WUS2O%'P?-Q>A=8\1Y6/Q,OC_1M-UJY2!S_ ,2K4M&T M^VB.^XR?9O\ @VU :I_:N_;#\ ?MM?
$;]HSXL:Y\3/#6A_M8:UX++^^'-KXCXLD M2[T+38=++M-=NM,TN];%%S;V>KZ5%%! GWM1AO8\/YFUOP3_9T_X)&x>,_^"EW
M_!,W]JG]J7X:6;6=E%5^'YMOJN_P"W=\9OB=B@U:3PQJ'B';PSX2N(_!WC+X46'B M41E=
AU;4M&N=:T/4D8,FL3ZW8W3%%JTDB?U*T\$ /V+/BQ/BQ^PH^PM_P3U\(_#GXY MZ#-
X<^,GC#XA_$#XE^._"]S(US/H5]XCUJZCT6T"VJNDVM]);389V1HY MBS?TJ?\ !RI\+-'US_@BY\?\-1!4_
/T71=.MM"^$MQ\,O$]IZ6_V*WT=.UZP\% MQ'1'_D_P"]=!:.r+O,L\-#Z&$T#FF`o*
MQ'1;:54D_P")=!XN6ULHEC_'BWPMX;\:Z P#!WX=ZCXB6D$9X>+=[L(*Y%, 8GS ,?+YN#M@-)*9
MB_?WOBDCO3:F9Z3+N<Q=DIYHPVX][NB.UHC(3JL([TB2ZVAU6&@WEPNYFD I=:VNUMP_+KF9TPQCUXN*J4?(
_CN=>L='L/%=AXY\+>*/!M[9:9XE\(^);*TU"TL]1M[B\CF2:"6+4KS MS[-%4SR);2!D:W#4 ?F%^PI\5/$7[#/QQ\$_LH_MP??\
!2(?ML_M"_M=2Z/8 M_ WX>>$/#-SJOA[X2[>&O!'A/Q1K-_K5Q?6\C\7C7VC:/XOT*VVVVO=/KNQY_N6QQX?"_ML/D87NX?
EW_P7^B_:M_:_P#^"KG[(?['_P"Q#^(MQU#Q$$#OS#(LVX&PQ^ M"A_C;Q9X1UOPK\=A7*8A7*SOA=P+ 8;P*&:VRQ%4?
PY8^)WU=X2=-T^WBF\(MZ#HJVZ G5UT6VVOY4B:WJ9: /P?_X(+?(?_XC'XP%3%<_XQ%?%\XXXQ%X Z#XWW?4W?
%GQ%36-5T+XM_$_Q@#JFG>"?#6FZ5>KNG\)62"&QT/P]IUW(UK
MK4B^(]1TF2*TMIE/V3_PBZ@^BZEXET+XJV6D:5H/AKQ.T1MYO%DVC'QA8V6F2>4'TK4M6N5,./"GQ)^)'P/\ A?
XY^)'@]J]M+[P;X\\2^"/#6L>)] M$U"RN$N;">PU&XCDU.0V%S!%J$4/F"..2QCN$"3VT++Y-^TE^P!!^QA^UOXN\ M">.?
VD_V=/A[\8%WPQ@CM/ FM>)K/#)=>'M+COCJD>>FP]H]W!! Z:Z@\3KF3 M49-^U&"4K;2 2+^,
X O_!D2ZS1#^)[/F\ZcDPe]K3!]' BKR)F_O=|v^s[dl7_NBU_B;Gt9A)-1NZ]x!Y_8U76: $A0$C:W/R9A4F6@^!K0P9D#TZK
%Y$/9W9F#L3K/C!K=`FA%E=HFA\%Y\W5%IIF!7P@>GV;M^!@E$, GFX</S2.%-4/ZX2MYFQ8)7T-^7/4S_OY=T6?GI2=B/DVBL!]&4/^D8'9Y
MB&K]L'K\Y]<4DV45GNSFF:9V8;75)JAN_>IVJ0=X0MUTJ>!G2<9-+ S4\6R.TJ6$%?T
&U35>Y%Z5,^DR>7IB-7#P+,"@N8F=0%?J_U,\\7%"2.>W.@8R.W)0[R^*/D9\O;:J8X%&+.9ZF
MKU?F,(F:J=:%'FIE0H,+J-/_EI4P,C6B&QP1H\PIJ\>X6(PQPF6Q,PJKVS%B1-JUVMIJWPGO,
MPVEM\P;*5)EB'YUYVNF>9'DIG7S=L(E0RUOSNO;K^;X>\H/+D=)R26VV/DXO&4+\^H#%
MJ+^\KD%FMHXGTVI+X)5A@_U&<$+QXE!N%S&.TNX'C;#`H/!_%%Y:?7P&=C&0I2V!
X5Q3XV_^XH:"SYP86<6%^X-V9HM6Z8TC)YP%$B9N1$6V8,@)1Y(2%?2K.8^T6Q>8IR#7M

M)M=U"Q^%OQ!\1_"7X27=CXI7P1KOP\\13ZIXEO/!6M,=9T5[:X\0WVA^+M-N MM%CU*YO[*:\F= #XH_X-B?
&_[)'Q"TKP9^S5XG_X)PZA\0?BPMEX\\=>+?VT MO&OPG\ ?$/X;:?J.B&'4="TO4-]O?V@/VB](UF[T^R:,W4VA>"KK3-(M
M;73+&-X+6-5U/Q-IS2)#=VEP8DV6]S!*5+_O7_P2[_9B\<_L:?L!?LR?LQ>. M[R"_\8?"3P7JFD:Y-;&Q,2WVH>,O$GB-
+=&T[4_%]M*+"/74M)K^+5-0^UW= MF)@;<2,L7S=_P4G_ ."5L'[=/[4G_!/O]HJ+Q;?^&+O]DKXGW^J^)+:&WCN$ MU[P-
J.H:-XCNK!XWU"W0O+X@\+:,5(TR=D4%]\2(' !^./[;'_!,'_@H)^QE M_P %"_#'_!4G]ACPCX<_;:\,_#GP9X8\#VO[-
_C(.?'GP[\#>"_AKI7PTB\- M?#31+BX5+RTM-)T@ZOX5N_AJC>,--\0ZM/?7/A75[-)+J;ZI\=?MK_M!?\%4 MO^"4?
_!27X=7W_!/+]I?]G'XR:3^SQX\\(:=X0\>^'=8OO"7Q)\6&T:VOO"O M@3QAK>D>!-9\0>*M!DLI;?7M'O=
(T[5-.5PRFZFVK)_3ZBJ[O\CKYX=B&!C(M8.(F%OVI/^"A/QR^%'@VR*? M#[3[74%A\?3Z%XVNH-0\8:]J'B;3K>:PO-
%U>^T/6[=V:/1_/B%V25/VF_X M+K?\% O%7[%'PA\#?"[QY^RQXA_:)^ '[4?P[^)'PC^+'CCPQ>WUG-H7CC4_ M";Z/X-
TS1=*;3=1MI+[6=6E_X2B6VUC5=,N)M-TYH-+N=9OHS%#_ $8"WVX M>5@<$F65W*G_ &+M^UY7*?^";_["O\ P7/_ M
&'_ (F^&OV-/A'\"_@O\$O@WI7[0B>*?BW^W0/"/PZ\0>-OB/\ ZUU"TNI M? B^+-1\3R^(-?\ #.L6-
G!_9/AG0O#\/C/1M5OKVYFNK'R+R4_W;*HC(W) MN)9D8ERYSG<6.26R-Q;DGH34F1Z'_OD_X4 ?A%^WS_P3(\;_
+:__!2W_@GW M\?\ Q';> ?%7[*G[->@?$.]^*_PW\<_V?K,?BKQ->Z@MYX7MKCX=^(;'5-"\ M0:'?9&GZMJ%W
-06ZM(HR#I5Q)N@_;U_X(K> /VM_C%^Q'\3/@IXJ\)_LKV7 M[(WQ#A\3SZ7\+?AQI?
A^RU_PZVNZ9XIN]+\+1^"TT.V\/W.IZGILEM?W,]RE MNUO=7)E@EE9D?]Y-WU_)O*"0>H)^JG_H _ #]I3]B;]HGXY?\%S?
V)_VI MKSP+;:K^RK^S9\"_'5U%XPN]8T-+;0?B1J&H74UCI,>B6FLMXCU;Q'JEQ?RS MV>H75L?#FG6-LSW;+*+82?:_[:/_
2C_8._X* W^@:_^U)\"-)\<>+/#]FM MA8^-=.UKQ#X1\=2:-&ZSIH.NZWX9N;*3Q!HDA5X5CUIKFWTR-FBTF6#S9&/Z
M49'H?^^3_A1D>A_[Y/\ A0!\C?'?]B?]EG]J#X-:%\ /C]\%O"?Q-^%/A>#2 MX/#/A/51K=M<>'X-
&TN'1M,'A[Q#H6M:+XHT*XM=,ABL)]2L=7L9+Z-%-RSA M03V7[.O[*O[/7[)/P[TSX3_LW_"'PK\'_
.F*HMM$\+6\OVBYF4,S76O:QJ, M][K_ (HU)@[QKJ?B#6=+^$_ M@/\ !OP;\4?B!\:O"/PT\
(^&OBY\5;+1=)^(WQ#T'0[>#Q#XSTOPT9E\/0^(M-
1B4"XCL4FD;R7W2,6!:1L!J]0N=/LHK:Z4V=J+:ZAEBO%AC6*.\BEBEC>*2
M1B$B219'C822PQ@RLQGC?::V!=.^&_PTTS5_$'B&Q\'Z1>:SJ5A9:WXPU:Z\3^)-12[U[6/$.J
M1OJVL:E=W_Y'_"@!:*3(]_R/^%&1[_D?* #]!^5+29'O^1_PHR/?\C_A0 M&!Z4F1 M[_D?*,CW_(_X4 +129'O^1_PHR/?\C_ (4
+129'O\ D?\ "C(]_P C_A0 MN >HS129'O\ D?\ "C(]_P C_A0!'+]T?4^_\+"K4?W!]6_]"-,C.7[_ '3U M!'=?6IJ "BBB@ HHHH
9"8W #,2C !"JN<@C"LQ"JQ[%B #@DCK3Z* /(_ MBM\(?A-\I_#GXS_#7P3\6? FO31RZIX1^(/AK1O$V@7ES:HZ6VIQZ1XB
MBN+2VU+3XW\^PUG3TBO[*X'VRQG@N0DB?F[X9_X(0?\ !([P;XV?X@:/^PO\ M(I_$#W/V[[/X@N/'WBWPK%-YPG"Q^!?
%GC/7_A\ML7XFL(_#UM831YCEC$!* M5^OU% '-^']"T3PSI&D:!X9TC3- \/Z):6VEZ/H6A:;9Z;H6D6%LJ1PV6F:7
MID<5II]M#$H2&*-!! @*HJJ<5TE%% !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 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%%
"9'J/S'KC^?'UXZTM?FY_P5/\ VW=0 M_P"";_["'QY_;5TKX<6OQ:OO@F_PP9/A]J7B67P;:>)W^(GQI^'WPGDBN/$< M.@>
(KC1/[(M_'0\4!8/#MQ_:5[8V<(N!%-/C_Q'&^/?^D;_ (/_ /$H=;_^<51_Q'&^/?\ I&_X/_\ M$H=;_P#G%4 ?Z%U%?
YZ/_$<9X]_Z1O\ @_\ \2AUO_YQ5'_$<9X^_P"D;_@_ MGI_QE#K?/_F"J /]"ZBO\]'_ (CC/'W_ $C?\'_^)0ZW_P#.*H_XCC/'O_2-
M_P '_P#B4.M__.*H_T+J*_ST?\ B.,>_\ 2-_P?_XE#K?_ ,XJC_B.-\>_ M](W_ ?_ .)0ZW_\XJ@#_0NHK_/1_P"(XWQ[_P!
(W_!__B4.M_\ SBJ/^(XS MQ[_TC?\ !_\ XE#K?_SBJ /]"ZBO\]'_ (CC/'O_ $C?\'_^)0ZW_P#.*H_X MCC/'QZ?\$W_!Y_[NAUO_ .
<50!_H745_GI_\$/_ $H=;^O_1"O M3FD_XCC?'O\ TC?\'_\ B4.M_P#SBJ'_ B4.M_P#SBJ /]"ZBO\]'_ (CC/'O_ $C?\'_^)0ZW_P#.*H_X M_P#XE#K?_ M P
XJC_B.-\>_P#2-_P?_XE#K?_ ,XJ@#_0NHK_/1_P"(XWQ[_P!_]_2-_P?_XE#K?_ ,XJ@#_0NHK_/1_P"(XWQ[_P!
(W_!__B4.M_ (CC/'W_ $C?\'_^)0ZW_P#.*H_XCC/'O_2-M_P '_P#B4.M__.*H_T+J*_ST?\ B.,>_\ 2-_P?_XE#K?_ ,XJ
'^A=17*_ M>C_Q'&^/?^D;_ (/_ /$H=;_^<53X_\ @^)\=RNL;?\ !.'P7J/5PJ M1Z4X2KM=^2T?O.AB\%>-#IT>O?\ ")>)?[#-
NE]_;7]@:M_9)L1+L-[_ &C] MD^Q_9-^4-SYWD[OE#[N*G;PEXOMK^RTV;PKXGAU*>RGU"VTY]!U:.^N+&(,9 M;V"T:T%Q-
:1*CM) M+8]$/CSQ3O?]B$? RSTV.XM-%_X2 B/]FA?B,+R&;PY+9'P-_P)\S:JFEI? M,UVW]84'Q[_93^/O_!2;7?A_XO\ $?@_P?\
M,_L#?LTV7Q&^!OQ#L_$.BV] MI\7_ (_M)?LUR^#?B?\/=3U2_O8[2Y?X7_$[4M)\;_9I]0,A&N>'&MH8Y+# MQ?
=UKBL)'#TL54E+F6'S;%Y3)1:E_N_#?^L'M&H\S49)JA&5G'G4N9WBTG2Y MJU/"))/^U:%*/-S*T7//*&5\C;7Q1E4562=O7?
F7^45:^ ?B+>VMG/9> MO&U[;7MBTMG=6OA;7;FWN[2\B$D5S:S16+1W-O+$PDCFA9XY(V$B,RD&HD^' M_P 0[NS-W;^
_&=Q8@O,]Y!X7UR:U5(T*RNUQ'8M#LC,,@D;?A#')NQL8#^J MO]AK]KG]H+1?^#Z9XO^&O@> MW\9^
M+N_"GPL(\76>L>$/"*^'X9]$NO#OA!['1Y[#S('A%K!NA^T?VF/&[M2&O?
\$G/^"5H^!7@/]O+XVZF_P"QS\:F^)GBBC]D[]LCQK\'=#\&:[J6O:/)# MK7[0WA?PEX%^(*?*$HSM_:^HZ=:>(=8\
(:C?:1;^)=.NK^Z:9[G3Y=)T*&(FE M%RP];AUIWT_X7L/F-5MW-66<0=)/EDU3GR1E%2E3_A\B\#^.[[2XM8M/!OBRZTAK07*:
MK;^'-9GTU[:,3-YZW\5FUJ\ "R RB0H"K98;6Q4A\%^-9]*&O0>%/$TNAFWF MO/[:CT'59-(-I;2M'<78U)+0V9MH)
(9%GN/.\J)HI [J4;;_ *17[#'Q<\(Z M-\&?^")/AK3/VF/$V@_$C_AW7^UK_P *Y_96O_%NG^&?V7?VI/&*Z)X>T?1? M 'QNN;
[Q59Z7INM>'8=:N/$_A2SUKP%JK7]KHEY+-XBTV6R@BUS\E[#P]^V? MX*_X-P_VM/A]XP7XH?#[Q%I_[?
6M7J_"O1/&>LV6D^'?V:M.U+3;'XN:)X.\ M.V7B.>SB_9QL?%T?C:/4-,\,P-X(OKBP\1ZGJ-O?6]Q->S:XSEAF&8X:;C!X
M*I1@I2GR1Q#_ -8>'N%Y1HIK]Y[..:?6)SA*5.-.,X2<;4(3_C:F\'>+TO\ 3]-F M\+^(XM1U9#+IEA)H6J)>ZG"2&,VGVAM!?3[
MVVN+2\AE*7-I:"5$FAFB92CPR(LBNI1E!%?Z!/B]JJU_P4@\8ZMHW@KQ]XHT71>FJWMI
MX>\6>+M8NDT+3/"_B-E2RU77=1NQIMMI]U+=W$IMU8G)P=?,4 MHRDU9K(_P
PR!2BN9KEG_9SJ1;:3C**5VFWV8:]3)\7G"M'V6#X8K\CFM8\ M499+,^6[Y9)T4HTJC<$HS4N9IJQ^3X^'WQ M/,\$>,(AJ6Q=-
+^&=:3^T)" MH,*6!:Q NY)@R^5' 9&?*A Q847W@3QWHMC)GD<(BR.-S%%53+'%?W/?\%7_ (E^*O%7['O[3O[:FB_& M?
_@H)^P/\:_^%J?"B#PQ^RU\8OC[X!\2?"OX@:SH>I^%XJ]+\0?"L1S^"]5OO%
M/PR\%>!].L[SQG!XL^&NJ:':>*I+6.!VFT'%%'F?_!25OC7^VWWJW_!_DN# M]IWXD7?8Q?]A/]I/]EWX8Q?
M"V&H_&O7=7*(KNQO/ FJ:_\0_BSHM[XO;3?$7B M"QL+?5-:FU/QRMQKC26Q\F3SX55=,%AZ^,Q+PM#V^V;JQS[$[M?
6,=E'$ M&'/%MO_9XN]!UR!]//!>5D7(_]J_O@X_+-?$GX _MS_ +$/[0FH M_LM?"P8WQ#_ .". P"T#X5_X4[#[#\++[?
QMX"\5>"_A#H_A33?A?JGABS\2^) M-%\)R:UJ7AK7/"&M^,=/\0?"C4_$VD1M$1V Z%X:;:^VH8X@2*Z7S$B)Q3Y!QEF
\$0[2]_:;^+^OZC\4Y/B+8_'B&\^.7C75]2^)EHWQ5$5M:_&1G\537? MC.UM[(1P6IXZBOA;V4?V:T9R2ERY;*$<\XZ-
R+"J,W>KE/&M'$8O(MLR7[J"5+%Y?A\5B)QDE[.2H_6O?;"\6 MH:B_Q+U%[?
6&MM5N=,DN)I(Y/UG'_!27]F'4_P#@N!X[^ +?!VTWJG3O"_ MBWX/O^U*NN#3X(N_P!G31_AKI'Q8T_0H;]->?77(?
B"WC7^T_#@N7TVSMX-& MNVA6>1F*JZU;ZGE];&-.HJ,^*X.$)QYE'ACA_$\0.3C>4H^UGA5"+<$^:45% M3?+?
F4N>$IJ,Y*.!RG,+)QO;-<[R;)6M6KNFLV=63BY6C3:DHL6T4TUJ]QI7AS6=1A6XMV"SV[36=E+&L\#,!-"6$D)90X!(
M%1S>&?$UO;)J5SX?UVVL&N?[/6^N-'U&"R:_BN%MFL1=26RP->I<(T+V@?SU MF4Q-'O! _N(^!_BKXOQ?\$;X]/\
@%X#_:R^,OCD_P#!43)]G4-5\'?L5_M8 M>)OV:_BEI>CW?VC[/KWBC5_ G@[X@ZQXD\$&ZDV2Z7>Z%I]LVK7&G:C%>HRH
M[?0?[%WQM^ 5_P#\$S/V'/V*OUYX]'\)?M;_M5_M">$-;\4^-O&VF:C\1_V M?_C=X&\=S^/?ACX@\2:[XCG6Y/B=?
&UE+H&O^,-;M-#BN=3U'4-2FBMYKIK! MO1HTU1QF9T7_9N,4PPPTVXVKU+K.JF1X^4XP@W.2I0QK5H*7*-^G-U2A3BM7]
MA/ Q?+)YE6XFH13G&/*^&Z7$-+WF]%%[597[L9.#_ 'U-0Y^:FZG\ \?P_P#B M%.;I;?P+XSG:UF>VNU@\+:[*UI>UC1-
M9\/WIT_7-/U;1]258G-AJVGWFFWHAEC/DRFTO(8;C9*1MC?R]KX.TGFO]!OX M0?M$?$/1O^#GO]M'P+8?M">-
=)^#>J?"WXO>(;CP5I_Q;UW3/A;J7BS2_P!G MG0DT?7)/#\BI?!^H>(]'NH4FT[7;J$ZE9W5HLMF\$UO&8OXNH_VA_'FH_MQ

M>$?C=\9KKQ=^UGXA\&?&_267P_\ &'Q;XD^(^I>/?#_A_P :2MH/@:[U[Q7J M^JZO>6DT<@M-
*TWSWT^*61%\C9)+YG%@ZDL?5RASM1CQ!EE7/)U+U)1H1GG> M=9;[:JK1_>8=Y?*IRM)J.+2BI-
\SZ*Z=*CF3C3]I_9M3+Z?LW))U:N8Y'@,X MCAU[W+%8A5_92=Y14\(^:4;.*^-M1\)^*=(AM+G4] \1:;%J+I%IT^I:+J=E M!?
M)&/+2RDNK6%+IWSM18&D9A]T'(S"_@SQDFI1Z(WA?Q(-8FM/MD6D-H6JC M5)+/D_:8[VGVM[;)\]8O*QD[J_OX_X*-?
M%^"?&G[&GC[Q%\?E^/7P]^)' M[3G[?O[-7B[]E;]E?]K2?X:V7Q"_9KTKP/?^&--\?2_!_0?"/C7Q?>^%?@FL M,&
(3J6F>!9]2#R,-,O%D^T-^F$__ 4B_9<@_P""W7@CX 7?P=L[[]J^'PGH M_P +M)_:JDU[PK)\/]/_ &?[-'80VT\MZ]SN*?
9DM(XVN'N-X*&%8S+N&W;D8K6U M7PUXDT&>*SUWP_KFB7=RFZUM-8TK4=-N;G=(%#6\%[;0RSEGP@\I6W.0O4@5 M]
[>$['X_ZW_P4XU*U_90U)Q9ZU M'K'BE9_#EFEE;OUCC-Y"PGC@D7^P']H^#_ (45\??^"('P0_;; MN_&?[1'AO]G?X\0>(_VC?
V\OCO%)XX^%FI>.OBG8ZA?Z%\(-+^+/B>XU>?QI MX8\&^)C8WDD^HZG-HVE7D=M&+*
((H@UP\9+#95BW5HP>;XK!X3EFVZE&EC\L MSZM7S"=^6^#P+P-'#XE&?$&EW6 MI[8]-
M=0T74[.XOW9046Q@N+:*6\9RR +;K(Q9E&#D9;K/ACQ#X;:*'Q#HFM M:#)<+(]M'K6CZEI#W"HHWO#'J%M;M*D;
<,4#!7*[B 0#_=3_ ,%%M:_:E/[+ M_P /_#'Q#^(5MXG_ ."B&O\ _!5_XGZ_^P1=ZQXP*>*/B%H'PBU#595T#7?
M!FK^(+O5].*_"&;&WMC)?%*OJ-O+I%Q)ILD]CHTC@,=5P,<7AZ?NJ7]IN$:V2X9_O,70HYE.4(0P?M)?P^W^BZOI^G
MVFHWNF:K9Z=J8D?3=0O;"]MK'40!&7^PW=Q#';WFT'+&WDDP,%L BN>K^T;_M (+]?%/X(_'O_@DO_P
$ZO'/PQ^,'PDZ!H.EZ5HWC+P-X7O\ 0%\"Z#I5E_PDNK>-M.\.R^*]6U.6X\,?VS!! M)/7\7-
<]6K*=>O2E&4%AJLJ,%*_-.GRQJ0Q%3WI16(Q,:D:^)5.4HQJS@G)R MO9R@_8X:M)0C+$4I5)1A-S@I0K5*+=&34I1
MU_!OY&DJ6$[9%/. &SB01$J48,HD8$*67*C@DYP.2*@S/]IO_@A__P HA_\ M@G+G_HU?X5G_ ,H*<_RK]6*_DO\
^"47_!TC21#>V*:QI/A:^TN[",1B:RNY890 MT3ABOPX_XB)O\ @D__ M -%[\6_^&2^,?_S&T?\ $1-_P2?_ .B]^+?_
R7QC_^8V@#]QZ*_#C_ (B) MO^"3_P#T7OQ;_P"&2^,?_P QM'_$1-_P2?\ ^B]^+?\ PR7QC_\ F-H _<>B MOPX_XB)O^"3_
/T7OQ;_ .&2^,?_ ,QM'_$1-_P2?_Z+WXM_\,E\8_\ YC: M/W'HK\./^(B;_@D__P!%[\6_^&2^,?\ \QM'_$1-_P $G_\ HO?BW_PR7QC_
M /F-H _<>BOPX_XB)O\ @D__ -%[\6_^&2^,?_S&T?\ $1-_P2?_ .B]^+?_ M R7QC_^8V@#]QZ*_#C_
(B)O^"3_P#T7OQ;_P"&2^,?_P QM'_$1-_P2?\ M^B]^+?\ PR7QC_\ F-H _<>BOPX_XB)O^"3_ /T7OQ;_ .&2^,?_ ,QM'_$1 M-
_P2?_Z+WXM_\,E\8_\ YC: /W'HK\./^(B;_@D__P!%[\6_^&2^,?\ \QM' M_$1-_P $G_\ HO?BW_PR7QC_ /F-H _<>BOPX_XB)O\
@D__ -%[\6_^&2^, M?_S&T?\ $1-_P2?_ .B]^+?_ R7QC_^8V@#]QZ*_#C_ (B)O^"3_P#T7OQ; M_P"&2^,?_P QM'_$1-_P2?\
^B]^+?\ PR7QC_\ F-H _<>BOPX_XB)O^"3_ M /T7OQ;_ .&2^,?_ ,QM'_$1-_P2?_Z+WXM_\,E\8_\ YC: /W'HK\./^(B;
M_@D__P!%[\6_^&2^,?\ \QM'_$1-_P $G_\ HO?BW_PR7QC_ /F-H _<>BOP MX_XB)O\ @D__ -%[\6_^&2^,?_S&T?\ $1-_P2?_
.B]^+?_ R7QC_^8V@# M]QZ*_#C_ (B)O^"3_P#T7OQ;_P"&2^,?_P QM'_$1-_P2?\ ^B]^+?\ PR7Q MC_\ F-H
_<>BOPX_XB)O^"3_ /T7OQ;_ .&2^,?_ ,QM'_$1-_P2?_Z+WXM_ M\,E\8_\ YC: /W'HK\./^(B;_@D__P!%[\6_^&2^,?\ \QM'_$1-_P $
$G_\ MHO?BW_PR7QC_ /F-H _<>BOPX_XB)O\ @D__ -%[\6_^&2^,?_S&T?\ $1-_ MP2?_ .B]^+?_ R7QC_^8V@#]QZ*_#C_
(B)O^"3_P#T7OQ;_P"&2^,?_P Q MM'_$1-_P2?\ ^B]^+?\ PR7QC_\ F-H _<>BOPX_XB)O^"3_ /T7OQ;_ .&2 M^,?_ ,QM'_$1-
_P2?_Z+WXM_\,E\8_\ YC: /W'HK\./^(B;_@D__P!%[\6_^&2^,?\ \QM'_$1-_P $G_\ HO?BW_PR7QC_ /F-H _<>BOPX_XB)O\
@D__ M -%[\6_^&2^,?_S&T?\ $1-_P2?_ .B]^+?_ R7QC_^8V@#]QZ*_#C_ (B) MO^"3_P#T7OQ;_P"&2^,?_P QM'_$1-_P2?\
^B]^+?\ PR7QC_\ F-H _<>B MOPX_XB)O^"3_ /T7OQ;_ .&2^,?_ ,QM'_$1-_P2?_Z+WXM_\,E\8_\ YC:
M/W'HK\./^(B;_@D__P!%[\6_^&2^,?\ \QM'_$1-_P $G_\ HO?BW_PR7QC_ M /F-H _<>BOPX_XB)O\ @D__ -%[\6_^&2^,?
_S&T?\ $1-_P2?_ .B]^+?_ M R7QC_^8V@#]QZ*_#C_ (B)O^"3_P#T7OQ;_P"&2^,?_P QM'_$1-_P2?\ M^B]^+?\ PR7QC_\ F-H
_<>BOPX_XB)O^"3_ /T7OQ;_ .&2^,?_ ,QM'_$1 M-_P2?_Z+WXM_\,E\8_\ YC: /W'HK\./^(B;_@D__P!%[\6_^&2^,?\ \QM' M_$1-
_P $G_\ HO?BW_PR7QC_ /F-H _<>BOPX_XB)O\ @D__ -%[\6_^&2^, M?_S&T?\ $1-_P2?_ .B]^+?_ R7QC_^8V@#]QZ*_#C_ (B)O^"3_P#T7OQ;
M_P"&2^,?_P QM'_$1-_P2?\ ^B]^+?\ PR7QC_\ F-H _<>C('4XK\./^(B; M_@D__P!%[\6_^&2^,?\ \QM-
;_@XD_X)0)0, %^/7B]CN4!%^!_P 8Y"Y<^6!M M_P"$,+8#.')4J5V[BVT," ?N3D9QD9 !([@'.#CT.#CUP?2BOGS]F7]HWX4_
MM9_!_P '?M _!#6K[Q'\+_B /%D/AK6]4\/ZUX4U*]'@KQCJ_@?6%N=!\26= MCKEL+7Q-H/B"WA:[MK?="B3+&R7$3U]!T ?
@I_P#]K[X"7$Z6EEI\%S>7-/_E%1_P ,F_M/_P#1N'QQ_P##9>-/_E%7^[C10!_A M'?\ #)O[3_\ T;A\-/_E%1_P
,F_M/_P#1N'QQ_P## M9>-/_E%7^[C10!_A'?\ #)O[3_\ T;A\-/_E%1_P , MF_M/_P#1N'QQ_P##9>-/_E%7^[C10!_A'?\ #)O[3_\
T;A\-/_E%1_P ,F_M/_P#1N'QQ_P##9>-/_E%7^[C10!_A'?\ #)O[3_\ MT;A\-/_E%1_P ,F_M/_P#1N'QQ_P##9>-/_E%7^[C1
M0!_A'?\ #)O[3_\ T;A\"?VV<<]K)S]QG0CG<1R#+_ ,,"?M:_]$=\1?\ ?E*_W,** /\ M#/\ ^&!/VM?^B.^(O^_*4?\ # G[6O\
T1WQ%_WY2O\ -WV='V#S+/M M$GZE:36=W;S3?M5?&^\;WSX"84$]NZ3Q%XF5S^P=%% !111 M0 4444 %%%% !1110
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M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1135='
*.K@@D%6# @$@D$$@@$$'W!'6@!U%'^? MSZ4P2QLJNLB%7(",'4JY.'/F)B,9D.]<(-H?
+G/RC80^6Q\I#=#F@!]%,61'+!71BIVL%8 M,5;:K;6)(.UE;!P=K*>A%/H **** "BBB@ HHHH **0D*,L0!D#)(RQ"J. M>
[,0H'4D@#DT!E)(# D':0""0VT-M([':0V#SM(/0@T +12 @]"#@D'!!Y'4 M<=QW%+0 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110!!!D?O% ."3@8/YJ? MMD?
\%;/^">W_ 3[\>>%_A]^V'^T1IWP6\:^-?#K^,/#?A^^^'WQ=\:3:IX: MM[Z72!JIU'X%=:TGPUX@^*? MPR\+^.?
$7AO3)89KR2ST#7O$&D7FHZ3$]^#'KB::*WO$T7Q-H_A MWQ%I-NTL,LAMM?A M!\)+.[TJSN&TJQM+%' M2&)UMH$1
I$C#_1F^'GP]^'OP7\#^&OAI\+_ ?X5^&_PQ\!Z2FE^&?!_A/1 M=.\.>#_"/A^S\R2WTS1M-TY+#2M'L;1I)9C;P0LD:2-
(%"ONH])HK@? WQ6 M^%WQ/D\31?#7XD^ ?B'+X*U^X*>,H_ WC'P[XMD\)>*+2**>[\-^)DT#4=0 M;0=?M8+B":XT?
51::C#%-%));*DB%O [[_@H%^P9IGC23X;ZE^VU^R+I_P 1 M(=670)? 5]^TE\&K3QI%KK3BV719/"UQXSCUQ-6:Y9;==-
:Q%X9R(A"9"%H M^NJ;O3.W>N[&=NX9QG&<9SC/&?6HY&W19C93O"%6###*Q!)5@<$%-Q!';D'' M-?G]_P %0_VSO#?[
7["/[1/[3>M:W9Z1K7@SP'JNG?"^VEN?#<>I:Y\5O$= MN^A_#_3M%TWQ5<0:;XCO[7Q#>6WB&YT(1WMQ>:#HFL7*Z=?
6]I/$P!^@V1G; MD;L9QD9P20#CK@D$9Z9!I:_,C_@D#\?OB]^U7_P3C_9&_:%^./BM?''Q3^)? MPPT[Q'XY\4CPWX5\+Q:
[K=W-=Q75[!HWA&QTC0M-%O)#]F,&EZ+H]NTBR_Z& MXVS/^FC2Q)]^2-/F5/F=5^=_N+R1\S?PKU;L#0
^BO*OBW\=O@A\ /#MMXO^ M._QD^%7P3\)WE_%I5IXH^+?Q#\(_#?P[=:I,C20Z;;:WXRU?1M-GOY8T=XK.
M*Y:XD1698RJDC1^%WQ>^$WQP\(6GQ!^"OQ0^'?Q?\!7]S=6=CXW^%WC7PU\0 M/"%
[=V+B*]M;3Q+X3U/5M&N;FSE98[J"&]>6W!?&.AWOB?PCXU\)>*O#> MFZCXATC4?$/ASQ'H^N:'8:MX1U.]T7Q7I=
[JVF7EU86NH^&-9T[4-)\0V4]Q M'V&I16UU:SQ1@'37)40NS/Y878P8F0?.'4HO[IED?>X5/+0[I=WE M-OVG^5S_
(*'_P#!R_X3_81_X*/6'_!/ZZ_96\0_$>UT3Q;\#]&^)GQ4L/B' M?)J6G6?
QFT7P+XM^V>!OAAHG@+Q)XE\4:OX9\/>+]UKH%OJL5YX@U&.#2+"" M![R /_1C*OVF/V;/VC&\6:5\ OVA/@9\<;_
,'&SM_&-E\(_BOX%^)TWA*? M4WNH]-B\66?@CQ'JMQHJ7\EC>I%;ZHUBU^EG?0PE_)F">1?%_P#8C_8N^,OQ M8\'?''XX?
LT? #X@_&SPA=>'AX*^)GQ$^'7@S7/&^ES>'-=LM1\.6FE^(-9M M[?4Y9M*U>]AN?#$,%]?0Z#K%RL=I,-T-G. ?7>ER174-
O>1L[Q3(DL0D\YWC M6Y@2X57EO!'3?\ NU>+S!:R(#;L$VZR;3(EA'[R96B8)-)Y3;5MV92T MDJA6>:4W *)$GV01[C"Y
#/S9^*/PS7Q_:_"=OB)X%7XIWWAW4/&%E\-#XN\ M/CQ_>>$M)U&WTC5?%%KX-.H?\)%<>'=,U:[M=+U#6XM-?
3+/4;FWLKFZCN9H MXF .ZHKYZ^,/[7/[*/[/.L:?X>^/_P"T[^SS\#=?U;3(M:TO0_C#\:?AO\,] M8U+1I[R[T^#5M/TSQIXET2]O-
,FO["^L8K^W@DM9+RSN[9)3-;S(GJG@7XB? M#_XH^$]#\>?#/QUX.^(O@;Q/:PWWAOQGX%\3:)XN\)^(;*XC$T%YH?
B+P_?: MAH^K6LT1$L-Q87EQ#)&0Z.R\T =C17SM\7/VO_V2_P!G_7=/\+?'G]J+]G;X M)>)M6MH+W2O#OQ<^-
GPU^&VNZG9W,LD%M=Z?I'C+Q-HNH7EM<3PRPP3VUO)% M++%)'&[.C >[Z5K.CZ[I^GZMH>K:;K.E:O9QZCI6IZ5?
6NHZ?J>GRK&\5]I] M[9RS6U[9R)-"T=U;22P.LL;*Y#J2 :5%%5;WS/LTGE9\S,>P+'YKEO-3 C!(
M1)3TBGES!;2;;B='ABD1@#Q7]HG]I#X"?LK?##5?B_\ M'?&'P%\%/AMI$A2 M?Q;\0/$ECX?L+Z_MM.U'Q
/#V@P7$AU#Q7XGU'2-"UBYTKP;X:L]4\3^(8K" M\MM'TR[F5@OXPW?_ =!_P#!$FV?[&G[8-S?-;WEO:>?I_P(_:!@AF#V?VL7
M]M:ZC\+HIEM[>YC33C;W:)>6]Q(C&&1(FN4_G_X*H_$;1O^"B'_ -#T_P"'>@^+(OAYI_Q2^)WQ/_9DL_CYI%EXEUZ2
M_M+D>,?B]\1_$O@?]F?P\NCZEIOB"U\'ZA#I/P\U_P)?$7Q?K/B/B[6/[-;#_ M ()__L+Z9\,O$/P8T;]C/]EO2_A-
XHU:YU;Q#\,=_9^^%NF^!=&[O4-_AC1Y9/[9T:XMI-0T/3H)9K>RM-+DH \C_8^_X+%_\$T_ MV[O'@^&/[+G[7'P_^(?
Q):VFN[/X=:EI/C7X<>-M?CLM)U#6=5C\+Z%\4_"_
M@[4?'4FBZ58:AK&L)X)@UC^QM+TZ]U/4O(TVWEG7]/*_B;^%7_!&+Q=^QO\ M\'0?
[/W[0_[,7P)U31/V$_&/PX^+7QLU#6/"'A>YT3X4? 'Q=XN_9V^,?PA\ M5?"N.ZU;Q%J#6,NN?$O5O#OCSPIX1TFUT>Q\-
>&OBOIG@OPKX/M/"_P\OKW2 MOZ7O^"IO[:N@_P#!/W]@7]IK]J6^U?1/'_A=KR_"/3]9LIM9L_$??QI\3
M+!X2^#VBWF@65_IVI:UH%W\2?$'A8>+H]/NH38>$?[;U>[N+73[&ZN8@#]!
MZ$A0ZECO(4,"2(V"2$#.3Y;LJOC[K$*V"0*=7XZ?\$&?VG?CK^VE_P $K_V4 M?VG_ -I'QM_PL/XT_$Z/X['QWXOB\
^%/!UOKLG@S]I#XO\ P\\S'PUX#\. M>&O"6FSZ5X/*^']$4Z7I>G?VG%:-?ZG%J&IQO?5^Q195QN8#)"C) RS'"J, M]220
.I)XH 6BOGKXP?M<_LH_L\ZMI.@?'[]IW]GKX':[KT#W6AZ+\8/C3\- M_AGJVM6T;I')<:3IOC3Q+HEYJ,"221QO-
9PS1J\B*S!F4'U/P!\1OA[\6/"F ME>//A;X[\&_$KP-KJ2R:)XS\ >)]$\9>%-8C@FDMIY-*\1>';[4='U!(;B*6 M"5[2\F6.:.2)RKHR@
[*F+(C;=KHV]/,3:P.]/E^=<$[D^=?F&1\R\\C/)>/ M_&O@[X<^"?
%7C[X@^)="\'^!?!NB:CXC\8>*_$NKZ=H7A[PYX=T>V>]UC6-; MUC5I[;3=/TW3[&*:YO+B^GBMT@1O,8*:_FP_X-
Z/^"L7QZ_X*M?&C_@IYXQ^ M(>M1P_ KX9?%+X*7?[*GPX;P7X,\-ZO\-/A=\0?^%]VUMI7BO5_#UOJ>J^)? M&VNZ%X(\&:
[XXOM7\;>++:U\82ZW#X7N-$\.7,.A1@']/]%,,L:@LTB*JARS M%U C.V0DDX 1N')X4\-
@USWC#QEX0^'OAC7/&WC[Q5X;\#^#/#&G7&K^)/% MWC#7-,\->&/#VDVB[[K4]XO;^[M[:%?FDE4M?"[0?
B;\/=;^)OAO28]?\1?#K2/&GAO M4O'>@:%+*_%ND MZO&DX93"SV:B0,I0MD4 ?4=%9FBZWHWB72-,\0>'=7TS7]
UJQM=4T;6]%O[M35=(U;3+V%+BRU'3-2L99[*_L;N"1)[6[M9I;>XA=)(I'1@Q^>_'G[:7['/P ML\;Q?#/XG?M9?LT?
#GXD3W5K8P?#[QY\=_A;X0\;S7MZRI96<7A3Q!XJT[7I M+J[=T2UMTL&EN&=5B1RP!
/I>BH5N;9E1UN(&22$7".LL95[<[2)T8,0T)#J M1*"4.Y<-R,REE& 2 3@#) R2< #/7)X'O0 M%?/?QB_:W_93_9WU/2=$_: _
M:;_9[^!>LZ];RWFA:1\8OC1\./AEJ>M6D#I'/=:38>-?$FB76HV\,DL<L:5X@\/ZY86NJZ)KNAZA::MH^L:7?0I M#](NO$'B
MWQ%H7A;0;&*2:]UOQ'J^GZ)I%G###+<2S76I:G<6MG;Q16\,T\DDTR(D,4LK M$)&[#FM+^+GPIUSXH?#FY\/QO)')
MKMOXWM-2F\,S:-')%+&^IQZFUDKQ2*TX9& /0J0LJXW$#) &2!DGH!GN>PZ MFOE_X8?MO_L6_&
[QA%\//@Q^U[^R]\7?'\\%W=0^!OAA\?OA1X^\836VGJ7O M[B+PSX4\6:MK4D%DBL]W,ED8[95+3,@!-?
34[H(W)&_:&X5DW*0"&8;W4 H, MD\@C!(Y% #C/ "5,T08*6(,B A0<%B"">@/'6GJZ-C:RMD C:P.0>A&" M>#V/0U_-
G_P7U_X*Q?$#]@G4OV,O@#^SEXXTWPO^T+^TK^T#\/++Q%=MIGA_
MQ/J/AGX%67BW1='\5RKH/C+POXB\.0MX\O=27PM#?[;'6].@AO\ 5M#N[:[C
M6ZB_I#CA99V.74M$@9Y=C*'$:#>Y4*A#$$?TP?\%9/^"(G[-7_!6S2? M#>M>M_%;Q=\5/A5\8_AGX8U;PY\-/BE\/M?
NY[33])U*2]UA-)\7^ O$$5]X>\ M3Z*^N7 U+4(M,30?%S000:5!XUM(T\AOYI_^#/@@_M^_\%4F!RO]CZ3\PY7Y
MOC5XZ*\CCYAR/42,0W&9$!2)]V74;-T;%2V3\N0,@G&0,CB@#_+:_ MX-_^":?A?\ X*'_!*;E_8]^.G[2G[4GA[X"_
[Q%X(\>:K*O@C\3O^%? M?#?XP>.M.\=^(O!3:[\4/"&JZ%XIL=1G>(O#WQ &N^.8M7U]--?0-'E\&>-= &F76I1WEQHNOM"F
MGS_$O_!G^0/V]/\ @K,Y("&+P_(&) 4H/C-\3LN&/!08.6!P,'GBO[Y=;GA? M0]9,_C)\2?V._VB M_@Q\4?%?BGQ-H?[[/?QHTOPU\.-
*\6ZCJ&HWGPX\,:IX6M[[4/ NFQ7Z07]AH MUGXB@O[VST]M2G73IYKNPM])TNR6",\9_P '9G_!.W]ER#]D_P")/ _!0^?P9
MXB'[5>H_$'X&^ KWQV/'WC67P\WA:UM+_P -IIMG\.KGQ'/X*L++:/2M-L76Z M@T4ZE)=>=.72ZN;N64_X_
[F4>%_^"FJE@'_X:GM3M)&[FPUA0=N<\M\H..6X M'/%?<_\ P=O?-_P1S\?;?FQ\;O@P#M^;!34=<+@XSC8 2_\ =); !H ^+?^
M"1?_;X?\$L?VF/^":_[)G][0OQE^#/Q"\3_ !1^*7PPTRJ!6&*'?XZ>%
MHK[5;N>\CFM[#PYX2\?:'H%CIL2PQFWMM/TV.:X(*HSNX6OTM_X*E?M?_#;_ M ((%?\$MO#N@?LTZ-HNF:_I4.G?
C]D[P)XP\1ZKXLOM*O[FTO\ 4[[QAJT7 MB_7K[Q3XTT;X?Z7$NH7,!N[FU36M4\.:1KJP:->O$_T9_P $!@1_P1T_8"&, M,?
@1H++N'7-SJ(5L=QNQ@],Z_G2_P"#W^7_ (M)_P $\V60M$?B-^T26$4T M81YU*?"E8W((976-S(LB[3N5I(MR-** /L;]BW_ (-
X/V3?V@_@GX7_ &G_ M /@K/XV\?_MR_M>?'[PUX5^)7C_Q9XX_:%^^(WA[0/ -IJ>APWVE?#_PC)\/\/ MB1X8O-
4L?"WAZ:#2[G5=?UC4+$_8HY/#6D^$](A;0Z_$']K;F?1_P#@WS_X M+>_L0ZU^PA\3_B%8_!?]H[7?
MYXG^&WB;QEK&MZ5IO@@GXB?%V[^'_C?X0:E M)[C]ESQ'JS>)? ?A37I=1_X:9_:DM;>_?7=!TV_NWM[:

MP^,EE#&KW5V\S06MI]GBDN&M71& C@]5\)_\&S'_ 1G\#>-?!_Q"\.?LK^) M-,\7>!?$FA^*O#6KW'[2'[2]TEIXD\-
W]IK>B:I;V=U\7[][DVNKV4%TMC/) M&LCQ-')%+$2A +__ 5[_P""%?P!_P""MUWX,^)^O_%SXN? OX^_#OX9ZCX'
M\!^,?!FL66M>#=1T:76+KQ3H$7Q#^'6I22C7;7POK.K^)+FVN?!_BGX>ZYJK MZY=:;K/BR\M;+PZ-'_C9_P""$/['7[27_!5?
X,_M0?\ !.O7OVVZ?B9\#?V)_ MV??B=X1^*WCSX6?#_P):9K/B7XO>(/B1<^+=%CT:T\6ZCKEL_@KPIHVN_"^
MQ\;2^$-5T_QAX1U?Q;J=YXA?18]>W^)K?_3U58A!(QG!$=L'1UDC2":,6LL0 MD1XYI+B6&223IJ4]P'E5G53*B2#^"?\
X,K&6/XS?\%5'D8(@/[/DA=R%41K MXL_:(#2%F(0%&!?AA^P3XR_:HU7XH_'_ %W] MH?PY^T)\#];_ &?
=#7PMHGCC]G;Q9X2^'OC;6;+5/'=O+XH\%?%O6KB34?%M MII/AOP_>ZEIEOHES;:9H^LV4<*Z/XHU/2KS^8_\
;L_X)B_"'_@E1_P6^_X) M?_ 7X+*?$GXM_$+P!\5?BE^Q]\7+P_M+U#7-)O=5_:SNO!%SHMN_A70/"= MK=Z3!8>#
(KFV^WZ<=65=6N+>XEDGB6Z?_4LD=&4A65B&7(5@2-K(QR >RLK' MT4@G@BOX!?\ @XW!D_X.,?\
@C6L8,C/'^QBJ*@WEV/[=?CI0JAOFK^$_%.D M2Z1K6E>)_"WB'PYK&D$>5JOACQ-X:T37K+3;^'4] UF;34TGQ?
H'B'PSJFLZ M#JG^=E\2?^"0&D?L,_\ !PC^QS^PQ^S_ /M?_M*?#_PM\O#GQU\(> M(M+\(_M)_#/0-?\
!_QCT'QGX8T[QUX2T;2]!N+SQ(?!>M6TVI6_@G3M,OM! M\6C3]?TW4;FPU;5=7_TZI2,,?\ !HU_P2]O[,IX
M;N+R^^"%S%'I+1ZGY=QXE\W4'_DK_8._8K_:5_9S_P""Z'Q'Q_P""B_B,_M?_M& M?
L]^#/BMXE^(WPU^+'Q'_9L\8+*/%OQ.^%/PY^"WCS]HSX(^+;/1K6^\7:' MX5U#QCX>M=-U*#73B6(B\077A;P]\2?&_A""
[$>K:RNJ_ZKS2HANI=\>V(%G9G M4(H\F%QO;("@H0PW$ J0#M() Y M(^;'4T ?H/KO_!F?_P
$S=3*S:5:_&G]M"'Q8UI+Y/CN]^(GPSU:_\ [2C$ MK6][J>B3?"&VTC4+5+B<-<6%E#IEW#-&BO_P#05>6)@)4
M)W1'"NI."WF X!Z%%$=\]/+5W^ZI(_@*_X(IQ+#_P=>_\%;O-5;=8!^WM>98! M!BX_:V^$[F5V) "21RF?<>/G+$X;(
/[_*H:I!]JL+JVRRFYC\@2)#!<21-, MRQK-%#=6]W:22P,PEB6\MYK/S$4W:?9A*1>+*-H) +'"@D#<<%L+ZG:K-@,=
M(_:R_9%UGX?M.>$? 6GM:> M M4\2:=XGU71;WPI^T_X;@MO"&M^*/!_CC5->TSQ/\5/&EY=WMY^T5KOA$Z2
MFA_Z!GPY_:)^__QF\4_%#P-\'OC5\)_BEXZ^!WB:+PI\9_"/@+Q_X3\8>*_A M1XB?4_%9_:8_8'_
&:/VT/A1J'PF_:A^"GP_P#C5\/KRSO'AT+QMH,>HRZ'J%WX M>U'3+KQ#X$\30MH?B/P+XRCMM?U&TLO'/@
[6/"GBW2]Q+H^JZ+J$?VZU /% M?V /^"EG[]D_XFOXGM_"5YHVVE_%3X?>*=$N_0FXF?O:_ KVHJ
MI":YIGAOQ_X3EEBBM(XM.35]&TSQGI&J^*AYXAU_1$T? ()>?LV;QK\ M'?
@6EC]TO1EGD\16[ZV'6[EN)*_"/6OV1_B'_P; M^_\ !Q#^Q!\(/@%\=O$_B_X>_&_Q]\ )]+O-4M8K;Q-K7[W[1O0/B+X+^^+
M/A%\7K+3+'3O#7C'Q3;Q^%O$=]#KNGZ+8Z,^L:?X.\>:)H7AOQ%I]EH_A_\ MKG X.F9%?_@AS^V$L89D(D\0_LW
#!;YQ^T]\!)$1C%_B'X?\-8NF^'=$TBSO8M,TNW34[F MUN+X"YNKZ[GQ?Z@@@5_8%\&_#;]@/6?V\!I\9?V2_!EGX4\2>&?
AC\5?AG MXTU3Q#\8/A;)XH\<7WCO5[S0/&WQ"O?%?B!Y=5UW6?$.GRWXU33M9\.^$]9N
M;#PCK_@W5]'T77M$^!_^#8:$G_@A9^PM;S(4,UO^TGT$T6\M6F1) FT_<'_4L_P'""D7P)_P""6_[++5_J[+Q[K:AZ^
M\5>&OAMX'\#>[XH\=_$CQ-9:KJFF>\$-%XJ8$-GSZ\/R$7K5[2:R[:O)^OF[O%{ZuarmWvq5g7Oi}
_(O3O^#2+_@E3-X)\;Z%X\U+]J;XJ>/_M !C>7VL0_'GXA?&^[C^)FA7VHJ+BYOM+L/"_AWPU\+[R[EN[O?//X\''BC4
M+^3[6](6*&[E_%/_()O?L_'+_@B=_P"-4TF/Q)X9^RW M>I:4/%-]H4WAOPC\3_$'@R_5OPQ_P %%]+U+X@?LH>,Y/!VIZE?2<
MW>MZ5XBLO!FLV/B'P]>:#'ABZUJPU'3)+[\V;2Z;LU'_@ZY_X)SW?4_M4]PA *)@ZV
AXGPR:R X1^>:;XG3W7C ^*H]3C\8 M1Z ++[5;W2]#UK3=&\81MJ_P , M_!UQ::3XL2ZTB%%%+&>"Z@>>+5#$ \'5_P:X?
\$IOV*?\ @I3X3_;7U++]K/X;^ M(?'-Q\)-?^^ 6G^""\+_%3XE_#F/1X??&.D?^&&&;Q*CQ^!_%6E1Z_)'-%>)]
M8@N19NMXNFS++75RL \ ?]_P4R(D_P""<_[?PC("D^OCV/P]_P MPS;ZGIA\<>*=3*6-Q?
Q71LI8OYV/^"7W[&.E?\ !PZ/BU_P4R_X*S_%GXA_ M$CX;6;OO\?\ PY_9Q_8TT#X[G?AV/8V30HL
K%#JO MA*PTF3PUK/@?7_$NN_#S6O%OQ4O'UQXED-O^SO_=02^9_P0]_;W%W$M(DR_
M\)#^SEYBQE)MPC_:@^$<4BD#<,1W6R*0$$+-MA8;CBOR$_X(-_\!$'_()% M?MX?\$P_V^_C_P#&3X+GXJ]_+5
0^*7A[XTZUH'[1/Q\T"6Q\;>^'B*46Q8\O<\+:]\+)9W(VJT+:>*]+[CX;ZT+*'3K.YU#2]1T[5Y;=>[Q^5O;L ^'O^#A M?
_@D)^S9_P $H? G[/\^WI_P35\1?$\+}*<Q<[}+[WBP]X%^0@M\(>MK(+0_#'BW0/BMX\?3#+G@+@>+H{<rQ
$FU\0:;K.E:/HNL:?'XLU/0TL-2TE[/0?#= MR=);? MX:^3XV?"G4$/PN\8>-8M)\-:9/\-2M7%\8>%O$_B7P\X&\@\#{-@(Z+'
MJFGRVFDZ9J]>FZ'5%)91A))HS',PC+(O[,?LU_LW]D/X**[?V)=1^U\U(/%6L:QK^J2W6M:QJ-P\P+\]_ ?WEXC M7J
'^:+^^R[_P3"TOPC_P7\^/O_(KPW^U=^U%K!_U=^UX*U^U%^FFB+P1\@$@VG_#KX]UZ^$QV(O>.Ek%uM2OK~$?
Q'5_/X=UOPYJ_ARYUXZ9H7B>S/A'4] M,\06FDO/9:'I<-\ES;?U_&O_@T. ^"6GQ!^\$9\%?"?3OCC\'?BKH^ES3:-
M\9H_BKXC\7ZAXEUZTT>YT^U3QWX:\R;\RO@)'(G_![1\]Z.G^C^/S\RLO$O[#WAZ2(\@<21D21GHZ$.N M5(-?WX+
(C9VNC8.#M8'!W,N#@]=RLN/[RL.H(H_RUO^"$O[M;M1_X)-_&'@M3]ISX&_/X.:5X^\4?%WX;_LO_!++70-"^(?
Q#^'?Q)TKX#:YI M4^H>*_#VK6,O@2_CUNZU+4=*-*NO#4FG>(AI'AJ[O[_\-4TC2I=)_?/X^_P#!
MFA^P;;>?"'QM=?!#XT_M5^&?2C'I?A/7K[7BWBWETHBP\BP/\)WAIDA-Y^N+ZB<71B^W?$H<A:%QXDHV*($\y?
Z9!>2K$$+!OC:_@VJ!7@X$$_P""OS," MJI%^U:KLP(56_P"&U?*!^B!XVSJ=D&$%%)&#>P*@P8OQ,G=8DR-5(G-1ln%7
RDC16=[IZZU8R7OBG6](U*ZT][RVTW3M M3TK6&LM'M9->/?"WB/2+3Q7\%_A;JVNZ?
X=N=6M98[B/6?".N^/KRZDL/"OB*WNO#FJZ=8 M:9XDUOPOX@LM5T=+RV_)_P#X->$*?
\%P/^"NB;"FS2_CXJHXPRJO[7FD@QN& M&5.058$9!'(XKQ7_(+X?#[X(?%?_@YL_9"^&7[2_P!AD^ /CWP5^RGX1^*L
M>L>*M0\%Z4?!V\VA@G*KL)HI6YIO(OC3!-FgA)H`=4lJm'!(%U|wJJ4h3Kq93Qk
M#Q)802V^GZJ/#WC#XCZ[X>U.XM(IF:R?5](N_LEPD-QI_D7=O!<0@'Y$_P#! MQ[_P1#^'Q?^"7[4/_!3K0?BO\:O
/QZ^&'PNB\;>+O"VH^*;GQY*OB###8>$ MULK/^R5\/+7^(+E]2]\>SZL9"+Uu}nD%:4[7 1:!{P9u>7;'&'4=\$^+/@/Y9&MIZ3.D7@[1="TRU\8^'+J\OM1N;_4K?PUXWT+1=4NEC673;>*%_]1W_!=J4G M_@CO_P %#VD<*H_9Q\81(SO'MN&,NE
20D.P16DW1BVR620%<9(%?GG__,&A M3+%_P1Q*M*PC7_AH;X[-N;_@VW_9 MW_8&_9E\3_MS_L.>)OC;H00C;H0^'WC7PQ-
XU^#FM:K<>-O#OA?PCX@NH-&7Q%X*^\ M7VUE8_$3PY;>%=4-OJVL7GB[Q=XV5DG*I?:=%'!G^NK_((B?%_X@_M&?\$H
M/V,?B=\6O$$FL>,O$Y5BK\@G0M94(2JLU%4TY(5=1H)9U+Y10V\QV4ZEV\iuk0S<9W-Qx|GkZ1\|ITaKB2j2|WZi\QV]\G[QQ
MU.*/XQ_^#B3_@F0*^R'^Q[_P4+M1_8/^'__,"?_B?PWX7_:CU--=^,]EKGQ&\ M>^+;OQ)JVO\
OSTC0=9N[75O%.O:IJ7A_P#M#3]7O]R:--;Q6\B75O$DR)* MO]=7AW_@V,_X)!Q!<:0?*Zj!Q*A_Kr>TS,XwW%\WYsTmB\U
M) 'FYBT_6_# MFM6VJZ5<"RO_!W-:7:V]9V]S)!>J\,:M&&PX8_@C_,'9?/\ P5_X)'$ ME
$<88RY;/RA@Q*E2[YQNX8J8]O^K7EEP,? J:_X8B_9Q^$;>(/AI%++B2I/ C_L5*2(WP"3C@!F0DY'&
M]%9ESZA3^6344USEE&7C.SYOG.SOM=XXG\6_#Z6U\::[X MUMHCHWCOPYX1T7QQYESK,6EW.HW7B3PS=6<-I-
JEM'J,]X=.A_N6_:&_X*D_M#OX#?*LF?"G]J^S_9C_;;^,%E\:T:V\$?!GX8?LW^)+KX[:'JTNE75X\?Q1\(MW=!;S_*KLT^#N5\<
[(E+8) . M]S(IZ\Y1L#)OQFD"$IY8C$:(XC$<(5HP@)*N5FMU48/WA$KX."&P#@ _P T M;_@@M^U-\5/^"9W[3W[8?
Q>_:1_X)Y_\%&;SPC^U-:;/%HEY\+_V4?&_BG4?? M!%^?B-XC\37[^]HO$?\ PA-WJ.B6NF^)%WZIH>H7>K"?3G%KX7OYKJ,O?
W+? MM)?\%$?AW\!?V1O"?[Q6A\#OVM_C=X7^)PTW1/"?PW^#P^/P"\:K\=(9/$&:
ML;34/%_P@^(%UX$\2^";/2FL14\0W^N06>HVQFL8X;>[6\LQ<I(RLX^5I@5 MQMVI!NZ'E/MF" >25XSQG ,8
;]S+"BE&#KLCDD1.H#*SVOD!^F0OW=Q(] MP#_/_X-^_VV?$W_33_P"&I_"O[3G[_?\ P4OBTW]I3X\Z=X^\->+/]A]^Q
M[XT\6^'O".B727%G<3>-].U:#1_$D3V70-V/".F^-+NXMVDAT_2[FZ6*23^ MG'_@O1O1_R_P",/VX?
^"1OQ[\$?!WX>^)OB5\37T'P'\8_AEX-\V.J3XH\1: MCX5UFPU/^R]/\+WT5AKMWK-
IX1U/6YK7P1JEC#K5YJ*_V1:Z;/KZV^G/^XKP MLZ])3O!*[5DC@F3((.2OV=-
H&X$L,$#THD5VB*E)7/R@,5MVE9MP*LB.5MU M\I@LH+C V<(S'! /X /^",/_<8^ /V-?V9?AM_P3B_:S_97 ;3\7_M&?!![M6-
<^'7@'PS\"_@]X*\4^,]9\/B6^U72?!^N?"C6?%'PO\8Z)XS\)0.^C#3I_M#_BZ_P#$)K8)XHU^\M+N[N88V_X*H6?
$+_@N?_P2:\(^(/"WP"\8?]L]? MM4Z.VG?'3X)_"3]HO3#O@_XB:%%K-K#>#%K#*AU*]TG^CU;=ONNB.S.K--
Y4$DLX0*RW$X$%M%'.K M(%0*LP4[2H')"F+S(WRDV)7_'CS+%)*Z$%6B6)T>(1M'N0JR!2C/A?,96H M_P Z_P#X)K?

\'(_Q@_X)1>!?#?\ P3X_X*F?LF?&C3[+X!^'H?"?@+Q)X1\) MZ?X-^.GA/P9H\7E>#O!/C#X3?$/4?AMX?\>:##:F?3O#?
Q/TCQGX8E_X1_2] M*>:T^)%S"/\ @G!_P3$_;H_:?O\ 6OB'I/A; MXD>+/&6E>_@M\,OA9H-W%%?:AK_(A^*'AKQ/\
&OP6NL6ND1WM]8Z'X^U#_MX;6%\8[.TMO$-Q>:C;VLO]/]]HNF:H@74]*TV^4R1NXN-.@N$N&B5UM59+C>
MK^0C,!]IC>*-V5X@CHI6>RLH;".&UL+"WTZWB!'E6D:): , �FS3SF(0B M98IL ,"PSF@#\W/^"AW_44TC_@GUX$\%>
(M4_9=_:_:3\2?%.T\8Z?X4\ M%?LL_":[^))\-Z[X7T?3;R"V^*.L:=XHL;#P/H^M:CK-EI]AK>BVNL:A?FQU
M^[TC2M4BTJ[@/\//_!OE^U3\4O\ @E/\3/VP?%'[2W_!.S_@I-KNA?M+1?#: MX\-:I*?V3_%WB2[*:EX3\0^/M4U>V\4V7B>?
X=37^C3P^,[22/5-+U:\NV M_L>YMU\,1C57E@_TM)(1(5+*0J-D*\<,B(VU@'AW*[(V<#(! 4G"F_&_P
&:U^S]'^TAI^C_$:Y\%3? M"N[^+EMX=N_AUXPL_BW+HFG^';CQ3;Z'_P *OUW3]+\(=$\>_LP>-=$\<>/8_A-
^T9K'QK\11:+I/AR#Q-H6DQ7]AJ[Z!HCZ MOXBNGN+VTM[K4K72]Y>#_2^\HA=BB4$(?*"3.H,?0 J8EMXRNX (RE@H))7
M!#O"/CO5->FUB\\.V&L:9HDGB"R\[^,7]K3]N_ MXS?&[_@N=^RA_P %.?AW_P $O_\ @HFWP)_9P\)>%O .I>&_%'[/?
CW1OBIX MJT];+XE6GB'Q7::9I_A_QEX5T#4/#EQ\5=0?0_#*>+=0T[Q*WA"RCU#4_#4F MNS7>F?
Z/AB8J2BL2>3.CBWGE?!3]XBP)&P /!?/?%_P9^-7[+GC7X>?&;6=&TG1/$FM6OA[X8Z,VI:CX+^+7B_MQ/)X.N[72/#?
@'QSK.KIJ&M^%=!UZQT:77[+S?XA[O\ :M^+%[_P<:6?_!7^ M#_@G+_P4HN/V;;2]CAF\&)^RAXIE^-
%SI]M^Q;/^R^U];Z(MW;^#+:6X\3NF MNC0Y?B/)8MI#S&ZO/MY^PR?Z6\D1;)16$H_UKQ2&%G.TJA9O*$<^ W\8VIRP
M&0JER(RE60OM15B,*I"BQ8PQ,;&!"XR I <1 $E0&4"@#\U_AU_P4K^#7Q'_M &0?B!^VAI'PG_:]T7PO*=-G'BOX&>,?
V8_B3X<_:.G\4"U\-W%EX+\+_": M^LA!XTU[4KK5-"\-Z1K_,/_!'JWPKM_$%YKESK/C&QTO1?$%]I/\,7[_[M5GQA_9%_X+:?
MD?\%'?&/_!-_P#X*1ZW^S[^U!??M5)HV@^%OV7_!/_,+= M\"Z9\:_C/HWQ:\)ZOK/A76]-
L?!.IZLC^%+'2_$N@:9\2+2VT^7Q#/JEOXR\ M2PZ-<:!K_P#IAHA;]VCOM25I"^WR"-X_V8OV@?#'[4'P>\"_'7P5X6^)W@SPO
M\0+;4[BQ\(_&CP!XC^%_Q0*W6G:E?Z7J^E>+_!7BNW76-'U)=5TRZ73XK1[MCPWJ.@QV.O:!JVIZ-J>C75]]#S[?
*8LB2!"D@$A4(&C=721F;(01,HE,@#-' MLWHK.JJ8HUVNJ*FP1@ HKR+%&NTA0B+$D+Y/5\$^%-0\-C5]0GAOUUSX?
7WA'Q#X5U;]O[S_(/+ M?^"6!\/)>:/*_VW=4\17ES<6]EX3C^$OPECUBXO1,/[-N;ZYB_:#72/L5W= M)%');V6L7-
]+;221G1U62*W/]:%Q9I=9BN;6*:.>4R3B2WAD;S5B;R%>WFM[MJRE=+<^3+>">)B(8806^2*J$7A/PS!.EY;^%]
@O8G#1WT6CZ3%?QR'"F2*5 M+$!7VL0&#@%21D T ?PS_L,_L>_M^_\ !;'_(*P>"/^"OO[?/P0\1_LC?L[M?LL:
[X+N_P!FGX*ZYX;\0^#?"C)OA3XKOOB]\$/ 6A7/BW1_!WBGQ7X**^ M._%Z_%SXG_'__,1Z OAKXE>(M0O/AE\+_#>G: -
=T7X#_P!#?_!?_P#9M^+7 M[67_2$_;+^#'P4\(:I\0?BE=>%?AUXY\+>#](LKJ]\3>-%^$'Q?^&7Q4\4 M67AC2-
)L+J_UCQIJG@WP9XKTSPGX/TO3[S5O%7B*71]#TBT-[J%I W[+VZ3O M('G$JF+Y0[A8C,I#@%EMKR2&0KN)_>P(3NC16
*V+J)9H61D,GSPR(D,C) M+%-'+#,BW :'S+>5$GC9E)1XU= 7510!_GL_\$._^#A_X2?L,?LH?#+_()G
M_'[]CC]LOQ!\)7TB+2K>V\:CC*? M&OX;IXP\4?#?PYJ?B#6-*N@=5^'OB76?"'AVW\0>)?!7ACQG=ZUX\TK1]/\ M 7C34-&_L-
:W#CYH$9FDAF\U;:*6:62-H_(O9EF@MX(;H2+&6 BEDA1 8WA" MJZ3R"5!B.'+F0-((4!"O(I\V20S36R7(=#L7&1"^W='*$"J ?
PZ_L,?\'?/[M''P^_9@@^"GP@_:5^*![4R_';X9?#CX??"35[CX2:1\/?BQX<^)&I^!/!.A># M8/'5IJOC+XE?"C7;'5_'^H6#ZM>^#-
;T&^O/#=[/'I%WXU\2FWBO[;X-_;H_M;/\ VO/A[_P56_9'_P""]'QB_P""6/[4/P9_9&^'OA?5?A/X.TCQW?VNE^-/
M$_@KPYJWQ8^'%CX\^+<8\(S:C^S[XJ\42_&31=9\#?#SXNZ3;0_$@:/!!\._MB;XG\+7J>*K'_1EB\-Z)%8K/
M&ZPO(K&01M,%+;=#;?PA^-GP9_X*_\$X]>^(_PKT7XA:5\$_VP/@[\/^"B'[+7[1N@WGQCM_AZT^B>%?"NAR>//"_B
M[X1WWQ!\+Z-+I/ASQIXK^'GA;Q_\/_&]EXTUB:V\<^#O'=_I&H6^@:!>>%[G MQ+IFLW-[8?
ZAJ64"IL6S6UB>]E:6WBM+62,F>>1W62,02*(;Z29KVYFMV,B7 MES/-/-
@SD6F@WC:8SEB$WJ]PLD!W;RK77FI/)"&?]VD"J@;@E$5G4_%KX;? M%;P9_P %S?V0_P!KWX-?$C]C+]K?]F/X"_$;PY8?#?
P7XR_:H^&WA[P#XC^(MZ>*O!]QK.G_%GX7>"MG^*/#/@S^,K]@O]N#]O7_@U\^*OQ8_9G_;9_9-\?>,?
V8OB+\3='NFU#3M M9\4Z-X7N?$^@Q6MEJWQ;_9A^(EYIL?PF^(]KXM\#76G77C'P/>KIWB[77\+^ M!?
#/B[6OAI=^%/$6GQ?Z;9B?*.\8>10D;R)X)EC>1XT,F$ M8_D_P##/_!VI^RI\>4UOPG^QS^P=_P4=_:;^.5GX?N]5\,_"/P_\(?
AXECJ MRVTT<,A\3:W\-?B5\;O%7A?PRSW,,&H:X/ /B>STM7@E6PCE$#K^XUY^U]\1 M/A3^PZ/VP?VL/V0_C/\
";XGZ1X=GU+QO^R3\$]3TG]K'XOZ+KLGCC4O"GAG MP_X.OOAI/X?\(>,]7\9:5<:'XBDU:S'A2ST'3=9N=/\
%NIZ2VE:C)8_>.F: M#H^C[1I&CZ;ID1+"""PTV#3X8U:1I9&*6MI P22ZD$QMIW*+*BSQDNB;=K8= M[%03*PQ+,"$
Y"HLB2*PRNT_*< YSZ '^9Y\)/VK_C+X;_X.#_B1_P5L\3_M /!-C_@HM#^S_P"++_QY;V'@S0_V6/%^J?
&:QT75/@!%\%O#FHMITT&D^"[?
M7[JXT^VUG5M*B\:I:6%OJE]:GQ/KLUE%$_"%\NBZC\"M1_9>^(]A^U%=>+6U/2K2+PUH'PFO[:)-<74;SQ#H;V/B
MK3O&&J]?#2& ZG]K\7:9_PBGB%M-_3$(R\Q,Y&Y2ZJL,9.#D];92_0\AE8YXP M<4>2S!548B5F=&5UC(R#\C6X@\EQN).9
Q5SYB_,!0!_F(O@Q^U?+\=8])@\"_LP>,;[XB> -.^(_QT'Q>\ M-W&N^%]>T_0_#>J2PV^GZ?I?
B&TTOQYY6G37%Q>V%]X@AM_[+N/[DOB9_P % M._A#\//V/"'[:-\#_VT/B1X9\;ZGI>BZ#\'_AU^RS\0]0_:075;BZEMM9T
M_4_A=XD_X1&?P=#I,MA>3:CKGB;Q%9>";^VMK:7PQK'B-M8TF+5/TU*2(5P9 M'PP)4"$;0"-Q^6V4'"D' ;(M6\&GQU\?
['XHV=SXRT75I/#5MI^A6.B)-!J<'A&Y\4ZFNH+Y M6DV%P'BN4_9G_@YB_P""8GQ,_P""@GP$_9Z_X*"_L3?
#SQ;XY^.'P>\/6M_K M/@C1/"NI>&?BYXR^#GB*TMO%FDZII7P\U?PW9_$K6?BE\./$UO93:9\.;O4+ M?
Q5I>FZGXATBP*ZQXC\O2A_8X\3[3'O+AQ@JRPA2O1@1Y#*>.@;@],$ @PS M1/*@5"4CV!-XFNXV"K]
[;#;&W8/@$*ZRIVQQ\M '\)G[(_\ P=_>!/A%\-K? MX(_\%*/V4OVC?2"OQ_P#A3IGA_P $>*/%GPIT_2->U?QQXD\.075AJFO_!"^
M&OQE^(/PF\7?##QM-!!I5YXCDB\4>,[CQ'XBN=9U-D\+1M8Z2G[/?L=?\%Q_M'_\ P4-^-
'PLT#]CS_@F!^V#KW[+'B>Y$GQ9_:Z^/M[X(^ O@KX;Z.VH2V\$F MJ> -
'74_B+X7^-9;7>K:%X.^).E>,&@^TM%X0NXH'OT_?Z[\/:1>S1W- M[H>E7UQD$2WNFV5S-&R(0)[>>6RN;AIG^4-
]JF!&#DGG.G':^4(T3,2)"L:1 M;90B[@5*M!:O'8+C) ,<)VXW9S@T ?S8?\'"/[;W_"(_LO?M*?L$$^"?V2OVV
M/CE\7/VD/@+J&F^'O''P-_9VU[QI\$_"<_BB_BL;6T\>?$FSU2:XDUN&UTZ\ MOYM&\)>'=>GM[9[2WU=-*;4;:=OS+_X-S/\
@H)'^PE^RKX+_8;_&G?V)?^ M"BW@#Q;J_P :O'WBB#XMV?['7Q-U_P"#-K:>/)M$31+/5[[1;:/XB:7"GTOQ)8!Q\1?&NFR27F
MF7]W;VLLVD:5I/A34]4>+%U)<6%O+'>U\[_\$ O^"BVE?"O]E[][D[_@G;\:/ MV./^"A7P;^*A?1]5\'3_%+QW^R5XUA^
NHZMJ'B/4]5TJV?QU!)>ZWX: /X=_^#MW]E3]IO4_B-^Q)^W+ M\$/A/KOQ-\%?LU6.N6/C>+PKX9\3^*%\ ZMHOC?
1OBAX>\2>-].*6-U?Z9\ M.YDTB;2]3UZSN],CL+D&VN=9L1/;RO\ 9'[(?_!TY*_VS=/\#^_O@U_P3S_M &Y_BU^T]J%CX0M?
B7X&^#7@/P+XN^#W@?4M?URTTC6]:U3XPKXW?7O#WP\L M7EO]2SB,*3FVGAA2ZCNKJ%'N%NY+*:>SGND8E)YDE>
(R*1&;@_P"E MON4S:WF!MPVA2-O.221UYQVX/X8[T^@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **1F5
6=E51U9B% M R<#). ,D@?4XIIEC5TC,B"20,8XRZAW" %RBD[F"!E+%0=H()QD4 /HI&94 M5G=E1%4LS,0JJJC+,S' "@ DDD
9/%-\R/ /F)@XP=RX.5+#!SSE06&.J@D M< 0002.H!'7H?RH 6BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M
"BBB@ H_P_GTHJ.8[8W;LJEB=S+@+R3N0%N "< "30!%=A)+>6(S+" M9%9$D+[=CCHV R;PC8+QE@DB@QR?
(S"OY"/^"@O[37[87_!4?_@I+)_P1_\ M^"<_[37CS]E/XC\0?#VQ\:^)QKEKJ?C37__H,-HW[M_MV?\ !57]A'_@
MFO;^#F_;_P#CA;_#+7/B+:Z]JO@7PQIO@WQUXV\6^,HO#(B2[NET7X;>'O$U MWI.EW%Q\62S?45N(6CC_B)_X-Y/\ @JK_
,$Y?V0_BW_P M4-_:3_;<_:E\6_#_.,G[3'Q2@3PG)KW@#X[?$\>(_AM;:UX@\70^(+BY^" MPJ\>ZC8ZV-
:UK[!=IX@\76LCZ?:6ELFC,MNUVX!]Z?L,?\&T/[6O_!/;_@KQ M^SK\=O!O[16L?&/]F30- \6^//BK\<+*UTWX0:SKGB._M;3[?
X#>*_UE\: MO&?CWQC!XMO9=)\6ZMXJCTO6O"-\NG"#7(++4E4P?9?_7K_:]_X+D? C]K
MC]FGX7_\$KOA9\6/$/PU\9>#;#7_!EJW@;]F'2OC?X3\7?$/4_'>H:6_A'Q MY\2?%/@+Q;HWP\T>ST72[.?4EM?
%/P\O=$T#49O$>H:UI.FK8ZE:_OAXT_X* M ?LC?#?]D*R_;Z\;%VU\+?LGZ[X6\+>,],^*>J>"/B':WFJZ#X[U"UT[PO? M-\.(?
AW>?%4WM]?W=HMEH[^$Y-7\J2:[U+3H+6VGDB^-?V(_^"\O_!/+_@H) M^TSKG[+'[,7C7XJ^*/'.B^ 9_B-HOBGQ9_$_@?P-

\1M$M%ME\20>%KO5_L MNOV&I>%9+C3DU*+QQX%\#Z7?G4(U\$ZGK[Q7\: 'ZZ^!;SQ/_P (IX6N_'EE M9Z;XMF\.Z'-XNM;-
[:.TTSQ)<:+:7'B*V5GO=2C6RT[5$O+2U%MXD\2O)910 M7!U74H6^UUWHFB*&02QF-
069PZ[%5<[F+9V@#!R2<#!S7Q/^VK^WS^R=_P $ M[_AGH/Q=_:^^*DGP>\ Z_P"*;;P9X*+_3[S5UT>V\._#/P
MQXJU01IINGWTSZCJ>GP6,#0L&NX[F2V$_P)__S_(. ?^":_P (_& MOQ0\6Q:WI-U++ING7?@O2?'*6^G:]JUQH,.D>'=;O+$
J>.K7QWJ/AS4M/\0VOA*^\-W<=Y, ?L.'0\AU(W,F0 MP/SJ2&7@>4@AEZ@@Y'!I#)&-F9$'F$"/+J-Y/0)S\Q/8+G-?S?_+)__!S)
M^PA^U#^U-X<_8MO?A%^V;^SU\?O$&MZGX/TG1OV@_@5X>TQD\96#?:/^$#U; M2/AEX_\ &WC/PQXFELX+JX_XJ/P-
H_A_2/[/N&UG6[5HX#>?J9^V]_P49_8P M_P""%_&&KB'2H;K2SJGB*]T:'1[*34=,TF[O;*_UC3!(?>HD0IY@=#'@MO# M
IM'5MV=N!W.<4;T+F,.ID4*Q3<-X5MP5BN=P#%'"DC!VMC.TX_SNO\ @EW_M
,%V_P!@^X_X*J_\%+O^"@_[;OQ$A^!;_'#P_P##CX??LK76J_!OXE^/?$^E M?![PGJ&NZ3=>&=0N?A-
X*^*U]H6L1^$/!WPKOO&3376GZ'XGUV&YO[=V?3Q; MVG]U?])_[5GP'_;6^"O@_P#:_9@\<3?$OX(^-[WQ18>%?
&8*>+_!5OJ$GA M+Q%JWA7Q$B^&_B#X;\#^++(67B;1]2TB">[\/RPW$>FFXMF:*Y^TN ?3G^?S
MZ4TN@(4NH8AB%+#)"8#D#.2$+_,1]W(SC(J.?S/*/E(CN6C&UY&B7:TBB1MR M0W!W)&6=$,3)(ZK'(T<;M(GX9?
MR_P#!P?\ \$O/^"?/C;XF?!+XT?%KQWXB M^/WPK?PJ?$_P,^%OP8\<:WXP>X\4:#X5\6^'X=)\5^*]&\+? >2\M?!_BK1/
M%%_%)\4--^S)%/:"%?$0BT&8__<_SHBVP2QEP_EE-Z[A(4,@3;G._P M6?;C
M=L!;&T$T&6)2P:2,%2BL"Z@JTK!8U8$\&1F54!Y=B N217X1_M<_\'#W_!*? M]CSPQHNI^.?
V@H/B7X\\5_#+P=\4O"WP6_9_\,M\6OB/K'@?XG:;X=\2^$GN M]2M[^T^$'@&ZU/P1KNG>.Y/#_P 1?B7X0O-?\'7%AXE\.-J-
CJGA]=9[/_@F M-_P7_8?_P""K_B+QQ\/V/V<)/BI\/_B9X$T.W\4:G\+/C?X9T'P9XNU#X?QM MIFCZAXX\%R>!O&_Q/\
(:IH^D:GXBT'2]1LK;Q)I>O:+>ZII]UJNFQV%Y:W%V M ?M'>+%-;SVSOM\Z(QL4/[R-)?PP\.?&;]L#XM#X+?
#GQ5X]L/ASH.OKX M'^)?CJ6]\<:UX;\3>+]/T ^&_A1X7\=ZNCIX;*:WJ5[KFH:6=_,]D+.;4+* M]O\ 3+=_E?\ X)P?\%G_-
C#_@J=X[^.OP__&5/^%LRW'P'M?#NL>(==^(7 M@I/!?
ASQQX=\9WGB71[77OAUI\7B_6_$LEC:WWAR1]0C\6^%?"=Y:OJ6FQ)I MYOK^Y:Q /ULLMJ-%L6*) B1^29"7BB?S#
4>41W2PB836R6%U!&T,RRK"$CM M@IUA+$3@21DXD. ZYQ"P28XSTBW^%_P 5/B2?%\GPRE\+Q>-=/B7X6^$?
&EMH4EO/ MX[\&+O\ %*:<;H7VJPV4JWBW%QIWR]*_P#@O]_P2S^(7[+__(_;_U3]HNP M^%_P1\$?'#5_@E>7GQ**ZSH?
Q"\7>-=/C\.1VNJ?#SX2>'[7QO\7_B%9Z_X M<\4^'O%&FR>&O"DFH^'O 5WJLWB_3_#K> /&J>'P#]OS)&%WF1 F-V\NH7;M
M+[MQ.,; 6SG&T%N@S3?/ASM\Z+=YOD8\Q,^<4\P0XSGS?+_>>7]_9\V-O-?S M$?"'_@[,_P""1?Q;^.EE\%9?
%/QW^$VAZOXF_P"$5T+X_P#QB^'6@^%?@3JN MI'6+.R\.7>]^)M(^(VO?$?
P3X;UR67S8_$WQ1\!>#/#.A:4VH:G\0M0*Z3I M^IM;?TPPL_FF2XV6TBQ+'*VXB1$9KF*0-)(I%W")[5)+&YN+>VD-
JSR%MQN(MW -O(]?;\3T'XY%-#H> RDY(P&!Y')'!Z@U#0[#5[+X;?#O3([[QAXYN+ M#4/$OAFR\33^'M"O]/\ !MKXCL-
=\8ZOX9\/_:="#3;0^$_"/BR1[F\B:YT^ST^&\O[<_K&6:%RH26-RPD*A75BPA<1S%0" M*] \=Z/X6\<^$/$OASQ MKX/\
<>&='\7^$/&GA#6X/$_A#Q9X2UW3$U?0O$/AOQ#IQN='U?1=6M]6&H^$
MM=TN^FT[Q+X6O5U"UFOXK6&Z7O+M5:WE#;-F 7,AC"!%8,Y7)D#D;'S]UL,-Q;CS^)OQ<^ M(?CSXX_"CQ9I7@WQ[\&?
A5\&_'_B'Q)IFHW;Z=-JTQ\2>.- \#_!:>#1-+U: M]U#Q,-&^(T^HR:5:ZA9:;;:CXCM[;0TZ?]N[_@X+_P""6_\ P3[U#4O GQ3^
M.=Q\5/C!HFC^%/$S?!/]G;PW)\5O&=QIGBBO44DTU9O%DM]I'P6\':EII3QB M/"7C;XM^$_%4'@W^Q/$&DZ=?VNO>%(=;
/W&+HK!6=59AE5+ ,PW*N0"/XF4=6&4,L2G#21J=Z1X+J#OD(")R?ON2 B]6) -?SU_LO?\ !RO__$I M/VC__(4?%;XKZM\?
I_V:W^#9CE\6?#7]I^R\._#WXM:U97UG:+I]GXI\'V+^,?"VJ:[X1X<_X. MXO\ @D/K7QXM?@W%XA_:&T?
P/>ZI>Z%IW[1^O?!1++X(Z@T5N;C3-6@A@\;_M /"\M'T+5+I%\-V3ZM\!-*DT[5KN#4/$*:)X!RZK-$S1@-(
MJR(3&I>2,,X!)0&2&9 6P"\4B_>1@'AT;!#*0P# A@#KR[73?#UE?C5-7\8>+M46ZLK5M M+\#> ?"=EK/C[QK>VDFH6-
QK2^&="U&V\.Z3+)KGB672?#MI?:I;@'V065>6 M8*.3R0._D\^@Y/H*9YT62/-CR&12-ZY#28\M2,\-)D; >6R-N:_E5^'/_!X
M)_P2/^(GQ*M/AWKZ?M1?"?0[S4+ZPC^,Q(^#_AM/A<([83?8Y;R'X>?%SQ__M\2K*VU]XX[73=0OOA];PZ9-
>VUYXH30].M]0N+7^G;PUXM\,>-_#OAOQ=X/\ M2:3XQ\)^+O#5CXN*>+/"FI1^)/"/BOPMKMII^KZ/XC\+>>(]&N;JSUO2-
>TC M5;&]\/ZQHUY?6%]IMV+JPEO;5E9@#M?,CPA\Q,28\L[EQ)D;AL.<-E06&W.1 MSTIP920 RDD%@ 025& 6'J 2
2..1ZBOY[_C1_P.OB7I'Q6;X+^/O#_@+X(?%2U'@/Q5I?BVZ\'>)9-9\:^,/#'PP\-:CX>\
M,ZO%J+SZUX0USQ#=3V&GW6HZ#9ZYY\$-Q>_;6_X.3/\ @E!^PYXD\1>!/$?Q MRUWX[_%OPOK-
MI7BWX8_LK>%;+XH:IIE[]IN+:^MK_X@ZWJ?@[X'P7_AJXM[MBP\5^&!\3SX[T#48FTO4M(34+62WH_H $D; %9$8,6
(92"5;8P&#R5_9#_P"" MJWP_\9^/_P!ES4?'L%S\.[K0;#XJ>_B;X'N?!7CGP!<>*[?7)O":ZU)I>I^ M(O!WB.#5]/\ #VL7-
M/X0\9>,(;5TC.H7>E331P*_P#X*#_\%8?V+O\ @FC: M^%+'][JGXL7?@7Q?\3/#OC;Q#*_UE\-OBWXPO?B,?!C6-
OJFC:;K_PT*>* MM!\(WDVJ:WH%M%J'BRXM4@COI;E;:Z1+D0@'ZA%E"[RRA,9W$@+@]#NSC!]<
MXKP[]I/X4:E\>/@7\4O@[H7Q>^*?P*UCQ]X3U'PW9_%KX(>([3PI\5_-SJ$ M16VU[P;XBN;:Y.BZK;R(-E[;/I^H+;F==-
U;2KUH=0M_X1O^")7_7=_83\ M%?M!_P#!3+]LW_@H/3QR_; ^+7PTUOP-9:1\&OC%\4-0TWX8>%_#. MNV)\&P^-
/AG\&?%L\>D:-;0^$;/5H]0GT&/Q5KWAX>(X?#]E B-%_=9^SG^T M+\)/VK?@U\/OVA?
@#XKG\=?!7XG:3=ZWX&\9S>&_$7A*'6M!L=7U'1I[D^&_ M'&A^$/%FCJ^IZ5?6\2:KX;B>:RM8;N BVO(;B4_@L_X([?
#;]JO]G#_(.= MOBE^S9\2OVIOC1^U??\ PL^&GQ7\#?%[XT>+-<^(FH)X[\)+\-[/QWX&?QU: M^*O%WC.
[L+2Q\9^(]%N+70M:\3>(],L/&:/>Z1JEY>7,=Q'_*)6]!*N\H'9 MW6/]X >$YPA()+*,X 8[%_$NIQ6:W5W+IXME^T0?LIX'_X.V?\
@D;XV^/,'P-L-7_: M.T30-7UX>%M$^//B'X-+:_!W7+QG2UT:YL+?1O'%[\;-%TO7[J:#3-,EUCX'
M:!+I]Q*MWXCMM&TZ.XO(@#^HD30EB@EC+C@J)%+ [@N"N<_>95Z?>8#J0*4R M1J=K2(IP#@NH.&.
<$YP3P#T)X'-5&B>W1X9;8S31>9-H 5BC$&^\AF^THXAR]?EO^WC_P60_8S_X)Z^-?!OP;\?WWQ+^,/[27
MCP6$O@7]DG]ESX<77Q>^/_BK3=7O!:VVK6?A>TU[P_X4\/03L\VJ:=8^,?%&
MAZ]XKTRRU.7P5I7B&6PO!;@'ZV;EQG<,>N1CC.>>G8_D::DL M3M()4JU &C1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%%
!1110 4444 %1S;?+;> 5. P(# @L!R"D@/T*'\.HDJ M.5@L;$@D (]+U?Q!X3N M9/[1:YMI/#FHZ0?M B82#;YJ?E/_
,&N/_!.O]BGXR_\$M].^+WQY_9,_9U^ M/OQ \>?'7XK?:]<^.'P6^'?Q7 7,DDQUI_P=U>.=1\+?\ !('6]-TO5[O2Y?&_Q^^#_AJ^
MMK=BK:OH2KXFU?4["^5EVR6&=#\)^*=+^!7A/6_&&G:(NFS02>*?%L$GB/6=6N;ZRE,=[J>LO MJ4$^I7B&=I;K"-3\!ZQX
M;T.Y\ WW@1M.;3+[PYJ/AEM!L/#L>@-I072SHDED^A-I,"1);;1(!_!;_P & MH?[/_@KQY_P4D_X*
(_M4^#OA7JGPN\!_";_A(/A9\'?#_@>3Q-=_"CPS:?$O MQ_J\NN^#8$GC2?7-6\0:IX=\,#O"]_I5A?>-+[4]+L-
3>_N[&>"^TP0_VE M?\%(?C7X?_9W_8&_;!^!7?,?B+Q7<>";+P9^SW\3VL?%-B-7-]HWBC7?"]_X9\%
M3V+:!:7VL6]_+XQUK0K:QNK*V:6SNYX;IG@BADGB_GO_.#.CX.:SX-_X)P? M$OXUZSK":K=?M(?M(?M(>+_!-:I-
#=C7+2U^'NGZ=\/M0;6-5F#'6YM0UW3=4U M(SX5(Y+Z474CWQEE<_HL_;D\+?!SQ+^QY^TD/C_/"?PU\=OA+X>^"GQ)\
< M>-OA?XQMK9='\9:;X#\':OXHEL8]1GM9KSPMKLPT=?[_\8:.(M7\):RMCXDT M>:/4=-@DK^ 3_@VA_P"".[*/_!2WP;^T7\
<_P!K"S^(/C?X'_"WXRW/A#X9 M?LJV7Q&^('@_X?V/B;Q)X3TKQ%J'C_Q%XK\#>(]_Z]XFTKPM>>&O#FAC1; MS0)[Q-
%$WB:_\0V-UIFEZ1_9E_P7H^+_(G^#?#\ P2!_;L\?^!-=CT7Q*@Z MOA32M4A6*Y!T[X@^/#'@'7[>+?
NMWDU#PUXCUNUB8ABHDD>/>T)4?*/_!K; M^SY'\!?^"07[/NI7NA:#I_BCX]:SXW^-VM:MH:R&Z\0:5XEUVY@\&7OB*],:
M+<:KI_@VST32#;$%+:&VBM(Y':UD<@'Z??L0?\$Z/V1_^")_$&N6UK!8:1I]M M;6IU!$MKX/?R+EIIE_AR^ O[>GAC_@CE_P
'&/\ P42N_P!N7X?Z9I/@O]I# MXF>.K?4/C9)X&F\7_$7X8^&/'BT?$7P!X^\'0^$UUKQ!_PJ_P")^AZGI]QX M_P#"7A;1-
2\3:TMEX'N/[.L;_P %SZ3=?Z(_Q/\ 'W@[X6?#?#?QW\3?B#?#K=AX M=_#WPEK_C3QMK^I+<3:?
H_A/PQIESK/B+4+N"RT_5KVZAM=(L[N5[.QTV^ MO[P+]ELK6:ZFA0_E-^VO_P $Z?V!!?^"V?[,/AGQ3XFTKP]XAN/''PYMO$7[,
M_P"UWX#LIX/B;X1T+Q3IM_JWA/5-#U.[.BZMKW@*\N=9O-0U'X3>*9[CPEJM MM<7US-I7A;Q)_9NMZ&
>G:_^QG^Q5^VO^T9^QI_P5"\%ZWI?C+XA_73?$.L

M?"'XN?!GQ/X0U3P;\8?!OC+PQKOA6'3/'^L6WA7Q=JOC7P_X)CUG7[[P>ND: M_P"%=1TKQ;(FN_$'PWO-9\ MZ#JMMX_\
(^#_!7]?A^]UK7K6WUI/$5SX7T[7[/][?\ @ZG^-.B_"O\ X(S_M !Y\-:S9:C>7'Q_\<_!_X,^&I+>6$0Z=XAG\;P?%DW>I>8
T.G0Z+\)-6M$? M=&&N=0M5.5#T ?EK_P &G/\ P3H_9R^+_P#P3L^)GQB_:F_8]_9N^.,WQ$_: M9\7'X8>-OC-\$_A7\6-
:O_AUX/\ "/@GPC/%X?N_'/A_Q!J6B:'HWQ$TOQU' M%HCVFE/)J"WVH16\\=Q;>?\ VG> /A[X]^%_AW1?
_PT\#>$OAQX'\.P26NA M>#O WA[3?"OA#P_I[I&RZ?X?\.:%8Z/HNDV\DQ:>2"PL?(299G,2RW3/'^4W M_!OO\'="^"7_1Y_8/\-
:!/J5W:>+?@MHWQDN[C57AGD&O_!PN+WXL>([:
MT\A5\C3['6O%U]:::MQNG%G%'O9BQQ^RJ21R*K1NCJZAU9&5E9#T92I(93V8
M$@]C0!%=A6MIP\:RH8G#Q/&TR2I@[HWB17>577*M&J2,X)412DB-OX:?^#T[M0/V:-&^!?[[(_C/Q#\,K-?VN/&7Q\0>'_
_Q5T^S33/$C_L^_#[PK)>?$CX> M>*_$.G3%%=9A@\=_$GP%KG@G2]9L];TOPUZ-/XD\6Z5XX_N9GV>4 MWF?
<^7/RLQ)W#:%5/G9RV BJ"Q/\ @D?_M ,$ZKW3-2G^'_BFW\)ZWJ=[X-L+C4/&MI8?M(_M_P#"M/BMJJ6T,%T]OI_@ M_P"'?
P3M/%*WUQ;FQT^"/7-5O7CL+6YF4_HC_X)S?\ !&S]A;]F+]D3]G3P
MIXM_8L_97\6?'2U^#7PZD^_GQ.\0_"+P_P#$GQ1XE^^*&L>&-$NOB+X@LO'GQ MA\
(ZKXZATG7/&::CJNE^$)SH/A[PM#_9VD:5X1\-:1:A+?\ G6_X-_O@TGAG M_@X[_J^'6A^"_@=\#;K]KGX,V>@^%
(=%\.>$O EQXD_;&*'X9^ M#/#/A7P\ND?V5X;O-'^%7C9M+TO3/#ESX1\&:7H":?<36LUQH"W7]NWQY^+? MAW]FS]G_
.,GQV\16&I:IX4_9^^#7Q%^*^MZ1I'E7&N:IH/PD\#ZSXSU/3=- MWB2$ZCJ&DZ)=V=JDRAFGFB/[MF^7^0?_
(,N_AMKVN_!W_@H+^V'XN\6W?BC MQ+\>?VD/"WPSUTZNPOM:FU[X4>$K_P"*&K>*[S65+F]N_%MW^TA,-3S(5>[T
M&.YR6G)H_K?_:3\#_'Q]\ /BKX<_:H*?#[QC^SDW@[4]>^,VC?&$3 MA];^!_4?_"9:AXD\30:W#_PC]I_PADF@6?BK3?
%7VK3;CPY?:#IWBG3-3@U M#P]87*_QM?\ !DO\&_$.E_"7OG]I.XLM#F*?$?XG?!WX+Z%!$]Y+XDT_7_M
(.>$O&OQ!^($%S#?@V\&BZG;_'?X<0Z-=OKNIZEJ&HZ/J::EING6UM;WM?T MD_\ !=?XXZ5\ /\
@D%_P4)HIJ_[./C#X+6D.G310W-GK_P"T>=/_M &?/#>I/(\D:PV^A:U\4],0Q=CTNPN)D!^6O@?\ X-.O@OH'PO\ ^"+_M
,&O&>DP7=MJG[0_Q1_:^+_(O%%XD[NVM6'Q&U+X&Z1+:NZHEO88OX+^"WA2 MX1E06\\DMQ>1J#(/"WB&PU+1-5T?Q]X-
\06Q.J: M-;>/? ?B?P5\2]&T75+^VT76K.\&F:U8_P KG_IG_P2>_9*^--W]/Q8;0_M:O\ V8O#WOL\<>,/C-XM^$7PJ?\ :%^^B?
$'X3-\(O"?AWX:7]_XP^&?P\^ M(/AS4O"6N>)=4^4^*EWXS\&>(OB>+77=2TJ\ AI<>!/!NIZ*9/BEIGBG]W/\
M@Y[^*Q^%W_!$[]LKVVD:EXN7Q9\?&_P1=S!X(Y&&OU^'_CG MP2)5$;&&=3';R3P1P3R@'\S?_!TI^Q3^S%XD_;;(Y_X)"?/"LL?
LR?#G]GCX"?&/ M]I[Q[XR^&7C^3X5^"O '@C6;S0?BA\4OV=??A9\#_!A\1-!\#Z5H6I7^@V>L M7'Q-3PJIFMZ;#I]U)H_C'2?
#VHW;Z)J5O9_Z"LK@YDB(=I&A9=VR/*[U54#R M@ PE$NGD*AY!#)))#''*QC23^'KXB>#M?_;O__.#R/PYX=\7^&_"7BKX:?
\$W M?@KX)\9/!-++?:;+1A_\(='^+O@/Q2\@=SJOB3P$P\-V!#+$)+YA+M4ZZN(-(=(==\(?
\$V/^"B7B?PIK6K>&/%'A;]A3]K#7/#B/B M3PQJ-YHFHM^']:7:JTG#XA:CHFM/J>G7$EG[FK%RA[HKO/IBGFNZ^Q8Z$B/]Y_C&$#H
H$JB2KKJ+HJVGFBZ.*CG$)3#14$SJ8Q&JH(GN_Q9#/TGHJ]S0G&4G+H5'&[@I>&ODQ_S\5DAS8CP8>-P_1[^?EZG#3"$+L>C?76K(
8<=0RS1ZPAG@AY<<75GGM#&SE(5%<E1B2@"R)*;G>&E=5D@WH>PNZ.25SZZI1R!,$QQD^$3L*GT<!<6N(^62HZ:GV-C_A-4JQ,;_T\+&M5[Z,T
MN5NXBT8!_(7_,$^]!^'/_!>#_@I[^VE_P %6?V[^P[9Y^/=&^# [2?"/[.6L_"2QN_BUXG\)ZS\:O8$GQ.MKG1_$EC\)_A=_^"P_Q
_9'_P"5G_! M-V+P3^V#^TE)\>;GX@ZK\:?8Z?2&-^>TO6_!&A_$B/2]0*^*_M!GB70_$1^)OO9\2^!/%C^
/#6G_"+2]N1XO\;7=U:> ?F/_(-F/^"W[!W M_!1+!EWXH?M0?M?Q$_D/?&X=VM?7B*.F_G)WU8ZAAKX8_/OS
MHGBV\M? $'@WXD7OCJ&\^('B3PW-?0_"O*MI5QI=O)X+:_7^WK/^[O]GS]MF;]A+M;F] R:W>K^
!]Q+I*Z-X4NO'/CK6M=T;X7?#F M+OQX[U^YE\5%+%+XA^_%%'BOP]X&Z]A6;B'6X; M>X
.Q_8_^!MU^S+^RQ^R_P#LY7NNP^+[K]GK]G/X*/X*_RY\72X6_M#7PSXX'N?Q^Q]KIMQJ%%_9TT?
P'^Q+K\WPGTB'JWXC^//B&FE?%71=&MK7Q1]P?!^&A;0(_%P_P , MO&6N:?]O> %U_PWDL0!L6F^,X/ &J^'8]5Z?X__
*8/ M@- P1)_X)3?L\'?#30OAOH?\ P3J_9;\2V\F6DDVM>)?)(=3>S
ML[K7)K_X@_&;1_&GC74=*O;^*6ZT[1$U/2=+TBYME7P_X8L=&\RVA_G$_P"" M[^M7G[7'_!Q1_P P$ $;?V&=&T'P??\ %3P9\
(/$'PC^)OQ\#Q/IFLW%C:_$3XX M+XV^/OAKQ[I;RRK8VEK^SC\ /"WCU="U**WOKKPKIKW]MVUM)9:[IMS< UR?M MV?
Q#^SG^PW^V-V\^?O#5QI]QXP^#7[+??QZK%A[%%PN/%?@3X;>,O$WAVT MN[>WDE46HUNRTVRD9)I'FB:9^T7\3_']]\(;
[5?!'C.7QCX M0\17G@@GX.?#GQ5X5NK7XBZEXMDL0E\1Z+9^*M"]&_X.[_V9 MOV?=:_X)U^&V?
V8OA/\&/B+\5=:^^%EJ$?P ^%O@#X;6/#5U\%^-*/ MZ+XG/\)^ /!&C7OB?Q@#I6J>(+33_ASJB3K>:-
I$WBSPZVGWIUB&6/]8/^#-3X M43^"_P#@F#/(F<LS72)?GHZSZ7Z7Z7<>//AMX'^'7PN\/!!
M9:E>6D4>L>&M$\=2?%?0[75-.:\T_3=:E\5V;W2ZCINI6EK\D?MR'P5^V7P7_P M> ?L*_^77O%5I17[_[*^_@:X;X[PM[B[TDW N-/M?
/[CA%;Z1HL5M/<7"VNE:9%1!R\&-L8C3XC+J(^SQ3\Q/<#6^C*.R"Q(/W9 MTYX6-37XSTRW#PA9@BZY<@JZ,AZNJ"QQ,G:?-
/[CA%;Z1HL5M/<7"VNE:9%!=7,!M\J'Y^PZ>B))=-M)F1&M8))'DM6-R 9!9,+KRJ_@;_.."?[>^&VM0P7 MNIZ3XC\/>"]
<^+GQ4T_Q1.:_,7>],TOP=XR\):AI$\I4"'Z-_=!\;9;^U^" M_P 7KC2;U[!*^F8.TK+P1I2+S"X/FQ"_S6Q^7:N'WQ8>?
(WYL;QV&SRYQHQ(C:2WAA58L-)(%158 M?Q-_\&/1T]/AE_P4<4%H#CEFtT&SWR^SWAA58L-)(%158 M?Q-_\&/1T]/AE_P4
MIVEK+'I.D^([7XE?$"/7+$K[PM=+!:SQ//XITBWNC%%=J)OO#_(()?7Q/^SQ_P $@_V'OAGXN&GV
MGB:]^$UQ\3]4&&BW]W(L%K\#O&F@VVVHQ$Q+#K=C M=VR(=C2R '\KO_!W!\#O@KXT_;E_X)^?2X^?CX^@V(@DX([7J)
%&_P#A MWINI1_%_XCZ-<^(_AE\\V/A%IOCW3O#%Q)?\ C.:5H$\4Z)X8I6ZAI=QXO LS MPO!X:T36$T;PX-/K^O'PM_P2E_X);
WX/ZIX1\+?L$?LI0^"O#GP^O-#U74 M-;^!'P\6>,O$^@:#IU[.TOB[XC>*M$U;XA>*]]7%K;O*+_4=0N;F/M4+?
4HIY(KB/^77]I4>#_-LW_@\?_9H^'BOK>F6O[*GA?P$^JW((,%XW^__MP_\ '?[4[EQ6$AWHNC7TWBCPOINH+&
(V>X6ZC?EE=_ZF/^"O/[4D'[&O_!-G M]KWX^_\ "06?A?Q3X7^$/2;2[AQJ>KZ9JFLV_VQ8JI9S\J9Q8K*Q/@:Q22(8$!2
(UWK&K7$L.OS?M!_P'%O@;]E.U_P""6O5[_P:5J*5A_GY2B23E9T5SJ%Q_;H+K 'J!#!;H8SKS*SW*VBFSW3<
(^*O%7@K5M1\27^ MEM_:FCZIHK:;J%%O:ZG/JNDW%I?%%VW@7_:4?-7*&#QS.*J79H/+EIZE_M>6)/TG*WI0%%;*?P5]E4@/OY[S%
(1R:5\-M/M-72>WCCTW58=>\">++@6]I)<0?8=2 MA?SY)KMUA_X/*/C5XB^W3V7>:]M+\&7/$]UZYG^[RS#/KA'#+H?
9+=HWJJMI M/P_T#7?3B3ILVD([*C3Q)X>T6&#<_,IX%D+B8T&Z>%6JQ&A%IOCW3O#%Q)?\
QW\+}!\/1>+SX,T3P MA9^)_&Z7A37?$,^@:)'KO5]/M+[41}f/H=Q>R:)GLBF*2%Z:VJ&9X3-=OIUTF$+1R/CXM!O^!4\WT
M;HPH(=SJNKK-%PP.MSH.X.R>;%/FMFP9I"+&O$]4U=4JLZ[^>R55IQM"2_
@JROOI%R)2;@"RJ5ID%5X%,-V"3!FW"3CJ_+EFJ8)K'-0P+FEPG@6<#Z!X-:#4ZO'\PPF1*S+6P7^RZ$<"*[D%OQ$D-D:-
#?4)EUCQ7X;NM*U?QCX*NKS3;F::3PA)8FUGW_P"#[IS]H]'GO^"\9%PPD\FT\1
M*O$.B^$O#GB#Q5XGIU;PTC{?/U_E]XYG$<6*GK(S@Z69NF+^84^"K[5XI.YJO28"K^,G2J#'H^$P^EW_`?;Z`O:[
\$Z_^"[7'O@SQ?KGAO0_BM\-OB-B]^!}CQV8D*V2T}@W?V*D2ZFD%7V8D*|AVK<6>'RHPSRJ#$S@1H1F
MT6#PKXI:2+5/$VAWT<6D@@'H_B7]FK]@[_@I/K?Z9[<<B77AOXQ7[P-4Z9 M\5OV=OCI*\+[[0KMM3TT-
<^=X#\47MQIVH:]J_A"SU>:XN-;\:P(=9\+>+[3 M45-IX;URVU.RK]+K3&?V@?\ @A#_ ,%\M"_X)F>*?C3KGQ9^!!!!Q
M.)OB#X>OKGX4?G5O NI7_B>/P/XS\-GHMQHVNIHWB6\UJYTD_V4=;+$$S*"^S?2'(R+OA#1XC>2-0?."C*D@D#\
%VBBB@ HHHH * M****"BBB@ HHHH ****"BBB@ HHHH ****"BBB@ HHHH ****"BBB@ HH MHH ****"BBB@ HHHH
****"BBB@ HHHH ****"BBB@ HHHH ****"BBB M@ HHHH
/_GTJN\\)23;+&Y0X95G1"&5PFUF#KL/F81@2.3M().TNN!N@E'S M8*$$(%9F'= &5EPXRI)& &)RN-P_D]_:^_X.M/V7?
V)OV\OCQ^R-\5OV?OBS MXX\!?!$V7AMOBM\'M4\)ZYXINOB?#IUK/XC\(ZA\,OB*OPNT[3O#^BW%T^F+ MXIT?XD:_)=_9S-

!83BX:.R /D;_@\>O++XGVW_!-/]E;1?%UA8^.OB?\?/$N MWP[+J2B6#2/%(\(?
#O0_%&L:0ES%//I]CXEU'4;:TU"2%+19(;F&"8R^^,CKD_A[Q;J,"WUEX>UGP@_B6YL-.\4V.D+^+?!GA73? &M>/+^T
MTW1Y5U;P[?A/[>H1(LL8ECF $C&,R(TSQ1ON$:?:(UFSO*E[AIIV"Y3+C"[/Q1K4WAS1=7U32O M%?
AWQ0^BW&N):7D6GSZ[8:'>:-IL]\MMHYU2_LX];U71='>^UBQ_FJ_X(D_\ M$>_^"W'P3UO]F71?VN/CG8?LL?L7?LL?
$_QW\5-$_9%\">.O!WB;XA?%#QQX MF&J.9O'/B+X+S7WA76O!.H7NOSZ@@\6^U;2IUTQM(NK61H7F6!IHH[B#[<_X)I?L
M_$#]D[]@S]DS]FGXIKX>;XA_ SX+>"?AWXOG\&ZMJ>L>&+C7M#TP0ZA@>*K32;GPC MK^HZ39ZM=:;HVO7VH#0M?
2U?1;_^5']A_P"&?_!V/_P38^'UE^QC*_V2/V2 M?VDO@9X"\7:EH_PO^+GQE^+W@77]
(\'^$]8O[1V3PO?:3^T=\#OBI>?"C2M0 M:]\1:9H7C+X17'Q"T>QN)] T&QLM(L/#WABP_N#/ MVY/B3_P5>_X*7?%3X4?
&G]N[XAV-_P"&?"7A#X#^%K6R_9_^!WA%])TOPOHD MGA;4/&O@[1O'6J^+M"\":%8^!-*\1LEOK.F^'-2\06.O:Y\2-
2U>]\63=A_P M<;?L ?M*?\%&_P#@G5_PI+]E7PUH_B[XJ^$OCG\./B]#X*\1>,-+\$2>--$\ M.Z#\0?#6KZ'X5U_Q-=:3XK;^Q-6\
(W-QI=O*;CXI?';Q"NC>-= M!T+QU-\)?%&L:%I&JVO]PUA!);B&,)/?%C?$OPWX2T;]GYO"O
MB*WTOP(_@63PI8^9\6]>\5Z]'#;>-TDFM[]]6:,7LK6:?U144 ?'G[>OP3\: M?M*?L1?M;? /X/OC/\ LZ_%_P"&?@3_(2>YNM-
T)O$WC7P%JND:(GB M"ZMTDEM+";6+BWAO9;FTOK)(9&_M/2M4T\W6FW/\>'_!'G_@AO\ \%E? NF^ M /@7^UG\2+/]B_\
84^#W[4_A/\ :Z\1_WX?^,/A3X*_[4'QK\#7/@#5? M"4'B/Q/\,+GQEHT'P8AU+P'H-
QJ/ASQSXP;3K/4O#/AW44^#^N^)+'0OB'X- M_O2HH__3_@XI_X)[?M.?\%(O^"?4'P2_96DT#5/B-X/^.?A+XTW7@/Q-XBM
M_!D'Q1\+^$_!GQ6\/WGP^T+Q!X@@FT*S\7WVL^-?#>LZ-<>-]6\,>#X[CPY: MS?VYHKV\;GXU_P""*7_!-O\
X+$_#_Q%^R_X^_X*6_M(ZA\-/@C^Q1\,_$GP MV_9@_86^$NO?#JSM]3DU3PEJGPE'B+]IS5O@;H\7PY\?6?A?
P,UKKWPXAOO' M?Q5\;7GBC5(_$>K>*?!.IV'CO2/B=_6+10!_.K_P<6?\$U_VP/\ @J/^S/\
M!7]F[]EE/@U:VF@?'@_&WXD^*^/BQXVUSP/-;7WA?X>^*/ ?@K1]$L_#_ (\ M7IK]EJ%M\2?$]
[K$]W+:W6FR>&]#BMI+M[J3[)^MO["OP:\;_L[?L4?L>? # MX@C2%\>_ ?\ 9=_9Y^#?C-O#>H:AK/AN;Q5\+?
A9X1\$^)9=&NY[+0GO;&^U M33=6-E>SV<:/;I8:A+O#? MQ,^,>A>)=/\ $^@^'_ASJ6I:/\
=:$'BN&\NM%U6T\#SMXZK^PSX&_L/Z7X! M_8-T?]@_X_%?XJ?M<:'K7P4\7_!3XV_%WXR:]X@_P"%D?&72/B=8:]H?Q->
M\\0:5K%YXE\+Z/)HOC'4?!WPZLD\6ZKXK\%> -'\+Z'<>/\ Q/<>%1XKU3[\ MHH_SI?@U_P26_X.<_\ @C_\3?B?
X%_X)I:QX(^,WP0^)-_I?B+4O%6B^(/V M7++PWXI7PO-XV\,^"YO%/PU_:JUS3?%7PP^*4'A?4+35?&-A*]9\1^"97OO
M#GAP_%3XEZ+X2T^/1_V5_9#__."/W_!4S]HGX[_LY_M??\%MOVY]1^)8_9M\ M6_#/XV?!K]B7X(S:?H?PP\-
%KX<3:EXL^'/BWXF6OPST'X7!I?B+*O$/B MO7=&U"Z\$>#/B3K'C72[:U\/-\=M5^'UJ?"6I?UBT4 4HHW5XEF9Y9% ?S0K
MQQM*D(BGF*JWEQB=I?DM3E=RO.@9@72>X+B%]B&0G:"@1'+(S_.-LDL*'Y"W M608'(5R C344 ?R?W'_!&3]L_7?^#D;_
(>WZIJ'P2M/V9-/\56$MGX;B\>^ M*IOBQ+H^@_L6PO;EK:QO__M -B?^"OO[,W[1?[8O_!.KI7]ES]EG7O"/ACXQ?
&OP_X6\&Z7K_CO5KSP_X7 MB\(:A\1?"VH?$_1]5U/3_#OBN]@A\1_#6P\4^&%-KHMQ.T^L0@2V!8:A:?IO M10!^0W_!$W]B?
XU?\$]_^";?P2_94^/3>#=2^*'PWUWXJZIK/_"O==O=?\,S MP>-?
BQXI\=:2UAJFJZ/X>$UU%8:S'&T4FF6Z6UR8\7MG^\N$_G:_;&_X)-?\ M%P[7_@NW\ M#_AIXDT[Q%\//&_A7XC?%>R\;2W?
@N[TJ+Q%X1^#?C*34K/Q#:G5]?N;36?& M4-I_<]10!^?W[!7[&WB#]D']C_X;_LV?$SXQ>//VE/%VAV/C_5?BQ\7OB;JF
MJZ]XB^)GC+XO>+]>^)'Q,N+B'5KK7;V[TK4?%GC#Q*EA<^(-:UWQ,ME-=I<: MQ<7VOZC?'^1WP+_P1Y_X+H_\$5OVQ?
BC\4?^"1&E?"G]I_\ 9G^+UYXPM8?@ MYXP^(/A_1M'F\%P/)=_#70_V@_!_Q8^+?P0O)?&OPXF\2W^F?#SXE_!?XJ:W
MKEW9^&-4OO$J^%]&^(?BKX>Z[_?'10!_'M\)?^"+O_!17_@H[^UM\'OV[_\ M@NA\1?A)H/A[X-
7^A^(/A1_P3R^#.DP^//AKX?ALM:O=5\0^#O'RZCJ?C7X7 MZ+HGBGQ/H'@KQ/X\72=?_:&\7?&;P]<0^%/$GQ)\"Z5X(\-
:+I7]=-I%<*LH MEL[A$FFDDD7"*T3I<,DLX%OJ;Q&:^1QJ"2Z?:VIWF>>XMXM3D^Q+T%% '\D' M[-?_1R_;\\/?\
!P9XQ_X*R_&2;]GRP^!_B?QG\:)+'P]X2^(_C37/B-;^ M#-9^".O_9^%5U/H.O?#;2[:+4KC2K?PO=^*=+?Q5''H\]
[>Q6:7$6E0PR_MJ;_P7G_8R^.W[>W_3$^.G[-W[.&DZ-X@^+NOZS_%GAWPWK7B33O"2^)T M^'GQ$\/>-=2T#2=?
UR2U\.V7B'5K#1I;30)/$VJ:%X=?5'MDUC7]&LC)?P_L ME10!_')_P1E_X)5_\%FO EW^RGJ7[?'[26K_+-/[-G[$NJ:]_PI/]B#X,^)
M_!%[X@^(=W>)K\IF^.7C_P""E]<>$->\"7VI>(;B\72?%?C'XJ76I:9<^)?# MEOX>^%T.LRZGJ/U!_P '-?\ P3#_&L?^"D?
[,'P3T?]D'P9HGQ!^(GP:^+M MUXJU+X=ZOXU\-> KWQ%X9U_PI>>&YY]#U7QQJOA_P5>ZUH5Y?07LUKKOB?1=
M,.@QZC;Z;/JNH>3HUU_3W10!_'Y_P3U_X)J_\%XOBCXX_9$\5_\ !3_]KC1O MA'^S/^R/XC\$>+O
'[&WPEE^%H\2^(-6^#2Z)I_PN\,?%*;X&^ ;/X7:OX(M MQXLWL>MZ;^G7_7M_82_:G_X*.?L.?\
M#*7[+#_%TG@36+G5/"\^J+XAUO4U?1M5U*P\/7MU;_9KVT7S
MKO2K)&D,T4R(BK<'^4K]I+_@DA_P78'_P#!;G]H;]LK]@*S^%W@3PI^T%K, MT7A_]JGQ5XR^"VM:/\-
O!GC+PAH/ASQ+:^(/ ?Q(TSQ;\5K?Q'HR:"UL9/"W MPI\8621W%]VCW-XLMTUA_>110!^-.G?\$U?B[X6_X)#_!$_X)R:?
^T]KOC; MXU^/OA#\5?"=U^TGXOTCQ%IMK/\ $#XI:_K7B34];;0K'7_$.K>'?#NWUS;)=ZCK[V$D]]+ID?\ /7^QE\
O^#J[_@D?\.;_/9%_9Z_9C_9 M!_;'^"NE:[-X@\&>.?%WQ;\/ZEX;\)R:_&U?1?!-SXQ_:%_9:^)-GX:@U&*
M/4;CP]X@^&4]M:7,MTWAB_M5O+U;G^ZJB@#^^9C]AG_@C]^UOKG_!0B^_X*T_ M\%4?
BQ\$_&W[4T/A&+PW\)/@)^SOX*N3\%/@SH0TI+'2DNO%OC'1$\2:KXA\ M&6^IZWIFA6&E2:OJMEJ.
[6[OXO>.K"\6UC_I'M:U33M=U_PKH6NZ]H7[6\@"AFN)78'R@2K/# M;2PZ='*Q8C?;VSA\8<\ UJT44 %%%% !1110 4444
%%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%- M,;34-0\)V7Q@^*_@KX=WGB6QTB>VMM5O="M/%.M:7-J]IIMU>6L%]-8I-%;3 MW$$<[(\J
_/G_#X?_@E'_P!))?V'_P#Q)7X0_P#S74 ?I'YB?WA1YB?WA7YN M?\/A_P#@E'_TDE_8?_\ $E?A#_\ -=1_P^'_."4?_227]A__P
25^$/_P U MU 'Z1^8G]X4>8G]X5^;G_#X?_@E'_P!))?V'_P#Q)7X0_P#S74?\/A_^"4?_M $DE_8?_/$E?A#_/-=0!^D8D0G 89/
IV1ZC\Q7YM?\/AO^"4?_227]AX_M7]I7X0@?B?\ A+NE>N?!/_@H-
^PC^TCXZ@^&W[/G[8W[,OQN^(D^F:AK._%DFC:4(CJFJKH7AGQ!J6I#3]/6X@-[>FV$%N)HO-D7>F0#[*HH MHH ****
"BBB@ HI"0!DG '>D+*%W$@+QR3@?,0%_,D >I(% #J*9YB $[UP M#M/(X.<8/H<\?
7BA98V8HKJ7"JQ4$;@K9"L1UPVUL'H<''0T /) !)X &2?0 M"F"1#M(8$, 5.?O D $>H)
(Z>H]:\N^+/QM^#GP.\'ZYX\^,OQ9^&OPC\%^'
M([677O%WQ,\9^&_!GAG14O+BWM[0ZMJ_B35=)TZP%Y/VQ^"6E>._CWI(C!6)X
M+OQ)\%_"/C3P[I5S^\$D=I=Z_9W;HKE494=* /V^+*,Y(&.N3C'&?Y O ?@/7+R*(FVQJ/C+QM;?$2QLI)0$NY]5\!-
C%H0CDM:374T8 MP##/',D1 !_H4^8F0-PR5W@9Y*YQNQZ9[TXD 9/_P BO\PSQ%_P>E?\%-+S
M5]1N?"GP*_8G\.Z#+>23Z9I.M>!/C;XIUFTMFRJ6UYKD/QV\/6-_(H;+SVVA M:.C;?0=3^'>O\ +K/_>??\%6B#_Q:O\ 81W_
.&B?Q_2I(_^#T+_(*L+C=\(_V%WQAMK_";XUJ&VY.&:/\ :1B;MD $ M%C\O?! /]0\R(" 6) (!."03@''U('U.*/,3O M..E?
YNWPO_X/:OVL=(T]X/C9^QA^SW\3-0-PDZ7GPX\X?L^;MZM<16C?\))XU MT/PQXB^'6C:;8^%&1_V+^
W[:_[(7[3$VL+^SU^ MU'^S_P#&V3P_'+<>)+;X4_&+P)\0[CP_$LYMK>XUD>']?U*YTRSOE:.>U%W! M:JS#?&[JT@H
^KZ*8)$)90REE8*P!&58A&"D=B5DC.#V=3T(I!+&5W"1"N"V MX,"-JYR21P_')/'!]*)**:&5L;6!W#<,'.5XY'MR.?<4Z@ HHHH
**** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBD) &2< =Z M L%&2<#IS3?,3^*\8^.?[1WP
9G\'Q>/\ ]HCXU"SX&>")M7M=!@\7?%C MQQX;\">'9M;O5G>TTF'5?$NI:;92ZC/^&EOA .<8SD^+3ZGC'- 'Z2T5\]?
#]K']F']JK3M>UG M]FG]H3X-?M :7X6O+;3/$VI_!WXB>%/B'8^'M0NX/M5K8:S=^%=5U2'3KJYM ML3V]O=R12S1
RQHR9(^A: "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "F28V-

D9&"",$Y!X(P M.<$9!(Z#GM3B0!D\ 5FZIJ^EZ3I6I:QJEY;VFE:587NIZE>3NHM[33].AEN+ MZYG8Y"PVT$,LDS'A%1B>E
'^6-_P=Z_M)2?&'_@I_:_!S2_%5MKOA']F/X1> M%?!T.AVT=NJ>%/'WC,3>*?'EC)-'FZFGN;!/!DZYH@C72]2\):;KEYX=\$
MSZ<\6446@:IH.BVK^+_$5QH=U- +N;4-/UBYL].U1K>X:V\D0QS1"9":_SSQP M02,CT_S_)]J_P!E+_@@)^R/=_L9?
\$L_P!ESX9ZU;7UGXQ\;^%YOCCX[@O- M1T_5?LWBGXL/#XGEL+*[TJ,6C:9!HCZ*;827%U/$Q>&6=Y ZH ?M+1110 44
M4$@=3CZT (2%!)('4GIZ4UI(U&6=5&<9) &2"V,^N 3CT&:KSS0F*;:*NZ- M&D(20*W[LDX+8)4,R%&.#QN'6OS=_;V_X*K?
L,?\$UO#L6I_M6?''1?"?BS4 M]*GUSPA\)- 6Y\2_%CQC8O'J"VC:#\/_V9M6M]&O\ 4].FT.W\7^(HM.\+ M6>K[DU36K"!);B,_2?
SH)%XD1E8 C##D$KMP0>)Y]#TW^U=2TGP1X9$LOB3Q MKXCAT\I/;^'/"FE:OKEZTUM#:6TEQK?YZ'_!1S_@[Y_:I^-
^L:MX,_X)^Z M$O[)WPFV6#6GQ%\7Z%X6\8?M#^(Y6-R^JO+OO_%7PZ^'VG:E%?%SX@ZE%:VNH^-
M_B7XT\0^./%=_;6GF):VUQK/BO4-5UB>VMHSY=A;I=)9Z;:*L"(ID"* ?Z'W M[9?_>;?LJ?##6)_#7[$?P'\8?M-
W,$EW;W/Q,^(6H7OP,^'!\W3(I-%U3P MWH]WX;U?XG^*+;3M0EN++5]#\4^#_AZTD%K'+8:Q*TL^M-+^/'A/\
9S\,ZCH,OAZ]\)?LZ_#S1?#5G=17#S+)K$7C'Q_>?$3X MHZ)K[QN(QJOASQGHCVJ8DM8+-PKM_.I10!Z3\3_BS\3_
(T^+=1^('QC^)7Q M!^+/Q U2*VM=1\;_!*\;^(/'OBR]AL4\BUCO_$_BK4M9UO4888"T<$V%U:W,D5[87]NZ/:7$-
\!ITEM<0W*Q2P7MG*MQ8LOVRWE2:!' M&/10!^^7[*?_YUKQ[<7V@?
&^\DCOED_LNS;XLWNBZ7I.IW.EV5C':6*VJ_UE_L%?\'A MO[)'QIU&T\#?MO?#;7/V1?%]QI?&'X*ZY<^7H]M=7&OW&BZ;
MIOQ!^'TEUKMSJ%UI-M=Z'XU\(:-X9M[AM:^(49C3S?\ -"J>UE:&X@G4QAH) M4G4RPP7$>Z$B5=]O(O#>H7^EZG_9F
MM6&HZ%?6@G:;3=6T^[M;B-;BU<0^J":(E)$)D"F,;AEPR.ZE>>=R1R,,=51 MB.%-?X@/[%?_4@_;4_X)\>,[GQ1^R?
^T#XL^%L-]J5I/XJ\'K=6&O_O\ M:_9;JVFEN/%WPZUB+5?"WB/49[.P.E_\)/'81>++'1YKK3-"\1V,>J>2_P#H M=?\ !'[_
(.C/V:_VZ]7^&'[/_[5\6G?LT_MA^*[BV\)Z1<1*UO^SS\9_%FH MK=R:1IW@SQ9J6I:QJ?@'Q1K4EN-
/TGP!\0=0M+34O$^IZ)X6\(^,/&_BC7=* MT*T /ZQP0K'L.I[4 *6"XR0,D*,]R>@^I M[5\Q_M??M;_;]B3]G_Q]^TC^T7XWL_!?
PP^'EFL^IW'R76M>(=7N Z:+X+\ M(Z.LT-UK_C'Q-?".PT'1K)A--<,UU=2V6EVFH:A:=Y\>OC;\)_V=?A'XZ^-G MQN\>:1\-_A;\.-
#NO$GC+Q9K-TEK::?I=HK?N4&&N+J_O[@QV6F:;8QS:AJ> MH2V^GV4%Q<7"0O\ Y*G_
7*_P""UGQ1_P""KOQMGT[P[=>)? O[)/PXU2XL M_@_\)[JY6T?6!$S0M\2OB):VKBWN?%WB%5CGLM+D-Q9>$]-
,6G64K7;WMS. M>#_\%@O^"N'QS_X*R?M#7?Q&\<7%WX-^"W@Z[U#3?@/\";349+K1/A]X7F<* MFKZO/ RV?
B'XA^(X(XKCQ;XC:,*EP5T;14M="L;2W7\BZD=]Q;"J@;:"J\CY M>F"23UR>OIUJ.@ HHHH **** "G*"22!G:-Q&"1@$$#G';)].
<=Z;4D+B.0. M'? WA_6]#CC9A87>IZS?>)K:>[> ?;_#]O\ M9XI"KO$?Y[TI4Q@(R*B+N$0??
L+*D3D,Q!=YF!DD501$,;0%&!3HHH **** M "BBG)RR\9YZ#()^A'(/H>W4\4 ?6?["'[/&K_M6?MF_LR_LZ:5866H7/Q9^
M,W@?PM>6&J7#V5C=:'+K%M?>)8;FX6.1XE;PY::F5PF6;8A:,/YB_P"X_P"% MO#VD^$?#OA[PCX?
T^/3/#WA31M*\.Z%%IUNLD=OI^AZ)8PZ=HUE#OPS):Z?;6 MUNRG.TQ $<5_FE?\&;W[*.E_%W]N?XJ?M*^+O#=WJ.D?
LR_"U(?!&J77A^TO M?#$/Q)^(]X=ZE?6[-;^+])\,P:AJ.D7%BPNH(9KB?="K0.?\ 39H *0D M$D@ =2>E*2 "2< ??$_XG?
#KX1^ ?$_Q(^*/C;PMX!\!>$M)O=:\1>+?%^L6>B^'](T_M3X6N+BXO=0O'6- JQX1(1+=22LD=K#-N+XJ^)&M6]POPI^
OAG5=*_X6-\1M:>(FUN#:W-RLOAGP38781/$'BZ\M MI;;3;3S$L+36-4>ST:_RO_@J!_P %>?VM/^"J/Q1?QE\'?A?HUV) M?
AK^SQX0U;5+?X6_#RRA:Y6SN6T]7MAXM\9SQ7ET=4\;ZY:2:Y(MP]CI[:'H M:6N@V@!_3E_P52_X.\-3Z5Z5XS^"?_!,?
PWJ/@BTEF;2[S]J_P"(FFZ>WB>: MVM+^<2W_,&?]A]JMK?VEA::Q;0Q36?BWXCNOB%(+^^&G^"+'4XK/5+7^'_XH
M_%3XA_&3Q9JGC[XM?$/QC\5?B!K0A?6O'GC__,3Z_P"+_%.L/ HA@34-<\2W M>IZK=Q6MJD-MIT;W%K!8V<2VZ6Z$
'S^1PZ/E\XVC);(;9Q%%%&Q#QQ(I;#' M(X (4D"JE !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !5
MBU=4N(B[.D98QRM'@N(I5,Z\4^./@]?W4EQ?\ ASQ&LM]XE^$NH3VWAZXN-7^&,NFP?#O_$@M#UC2
M=2.$2QF62%%DFCC# N\,;R0I)*BY:.-Y8U=PJ MLZ@EA_<-_P &M7_!+;>V\- LD>/_&?B&XU"
M7X:^.TN[2PTKX"W.IWB&TG^'GC6V B^&;76HV_\ PAOBW3]+\"^'+2^TGQ]];
MP>%0#_1JWH"H++EV*J_>90S%1ZD*K,1UPI/0&G54C"K+M3";7*2)&%6-_W* MR&4IU7#,J\$\D!MW6K= !1110 4444
%%%% !1110 4444 %%%% !1110 44 M4UW2-=SL%7IDG H 4D#&3C) 'N3T'XUQGC_QSX/^'G@CQ=X\\A:-
HFKZWKFM:9HNAZ'IMSK.MZSJ>H6NF:9I&D65K+>W>IZEJ=W-!:986M MI!+=3ZA=316UM#$\T[B)'-?
Y>'_!Q+_P7OU+]OOQKJW[*?[+.MWNA_L:> => MEM_$GC2RU"_L+G]I+Q-IDKV2Z]?PV#0,_P
M+N8Y3X2T41RC7)E/B>X6.UF ML; ^/M$ABMGTZ^_LY6M_"WA*\U;7-*\/V3O=R+::Y?ZB$_G1N)4DC
MP,L8V(C8[$'EEB78Q)+)B:20[GPS1[,% !BI+F6%;<10;5)?#]DB/^[5@97 M^S1-.\DH,J,LA$$$8$#QHW7-H ****
"BBB@ HHHH *]=_9_^&*_&SX\?!3X, MOJ+Z.OQ<^+?PW^&+:O'$)Y=*7Q[XST7PJVI10'*SR6(U8W*0LK"0Q[2O.1Y% M@G.
3@9/L/4^@Y%?MU_P;H_!&[^./_!8C]C?29?!%SXW\+^!?>N_%/QO;I8 MR7EAX?
T+P+X4UB]TWQ1K!166TT_2/&]SX/1;N4I''J=YIL>]9)HS0!_L*^#_M]#X5\.^'?#L-Q)=+X>\-Z'X=BN''E_:
(=$T^#3TF,/2*27R#(R@G <#)4* M:ZFJR"-K=I)?]4W_(*%_M'Z;^R1^Q'^U)^T5J+32_\ "K/@MX\\2Z;:
MVFH6NEZA>:]%H5W!H-AI5Y>,D":K]N+^ZDN+B>X9V M>::X9V9FD.0#"HHHH **** "I(MOF)N(5=PR3G&,]R""
>A((P#GM4=?2G[' MO[.?BS]K/]J7X"?LV>#]+N]4U[XR]?%#PIX(CM+6]L=+N!IVIZE"VOW46HZHR
M:=9/I_A^+4]0$]VQAC%MEDDXC8_TZ_^#3W]D:Y_9M_X)>>'OB5XF\//H7CC M]JWQUK/Q?O9)=4:]?4/ UC'_,(W\-I9;-
P'TJ<:3:W\SV$@$Q%S'=R*#*&; M^GFO/?AUX!T?X9>!_OPY\-PW"^'/AYX0\+^!M":Y:,W3:-X2TBRT32FN9X(
MH'N)S:6,;W.84MI)Y)9_,;:]"H @N<&"0,"P*X*A0^[) VLICE!1L[7S&X"% MCCBOYN?^"X7_7_/@[_P $N/"6L?![X47_
(4^*O[<.J:7IUQH?PWN9[N] M\/\ PST+68[H1>,OB5>:-:+;0:CI]N+?4O#WPZU"\TC4?$=I<6MZ\]IITD=S
M/_1YJ]M+>Z7J%G!=WVGS7=I/:QZAIC6::EI[W$;1+?6#ZA#<6"WMF7^TVIO;
M:ZM1/$GGVMS%N@D_Q5O^"P'[,'Q=_9&_X*(_M5?!_P"-/C+Q7\2O%:_$++4/&
M]A\4/&MZM[XE^)OA/Q[<2>)?"_C;6[R>YN;BYU'4=.O%MKQRR;KRTFC@M[*U M6" 'QI^T-^T+\7OVIOBQBQXU^.OQ[^(.M?
$_XJ>/M6GU/Q%XHU^>4W;&21VM= M/TZTB*Z7I&@Z7"5L])T#2+>VTK2;6..TT^"*VBC+>&444 %%%% !1110 444 M4
%%%%'7I0 44_P M_P"XWW_+Z'[_/<_WO;K2;'P3M; !).#C (!.<=B0#Z$ M@&@!M%&#C.#@=3VHH **4*S'"@D^@!)_2EV.6"
[&W$[0NTY+<<8QG/(XZ\B@ M!M%*5920P(()!!!!!P1]0>".U)0 4444 %%%% !1110 5/;:?/CW $$D8;9
ML8E2%61I&1$C9L"64L/*C+2#)4 P5)%GS%(*KMR^6*X&Q2YP'(5GPOR(3\[[M4)8 @'^N]_P;D?
\%3=1_P""FG[$6GO\4_$<>J_M1_LPW.F?!_\ : FF5;/4 M/&5I>0W4_P)/C'*-*_9N^-FD)]J=E9:)?Z#\4[NW\/>"?
$>MSWKM8V%K\.?B3 MJOA7QS?:T[07=KHFE>*-)@NK>VU.^2;_&#XVD:YRTFT*)4:'AOF9+.5 SKA M=\8\U@OS$I*S#"C-
%ZBBB@ HHHH **** "BBB@ HHHH **** "BBD9E4%F(M '4GH* $9U0 NP4$A02<99C@#ZD\ >M4-1OK2SLY[VYO;2RM[-
&NI[]\N5M+ M2WAMT::::YG8JD<$4*222M(1&J*2Y"@FGW#P7,$D0(F#I&QCCEE1V23+1LKP M$2J&VD[D(^4-
D[7&F>+]3@VJXM--C:Y_BQNYC)&(S.L_DN0K'>6PWW MF0N<$-A1(%R%:-1$3"0:2:/ .!P2" M/[6_^#*3X):-
XF_:^_:P^.NI6VI#6_A'\#?#'@KPU,LC?V4Q^*_BV^G\21W" M[1$U[';> -*:"//G6\%Q*[8CO%+_
,4D+M&Y9=N[:Z@LH<#>I0G:0P)*L57(MX8A@00"/].W_(,Q_@AXB_\$[OC%\7M\U2 M\\-?
#SP_I/@._M]3:.,36:6OB[2_$(L;21RLUNRW\1VW)"@'@BC!)/);DD# MC P /R_/FG444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 5',56)V92RA22H5F)_X"H+$=R%!.,X%
M25"\T(C=FE5$56+N7"!%0$NY9N%$84LS'Y5"DMQ0!_#M_P 'H_[7VH^"?V>_
MV;/V*O#>HZE:R_'#Q;JGQB^(WV2;2)=)U/P7\,GM+70O#VJ).&UF.6Y\3QUK^TO_@S0_8YG M^)'[7/QB_";"UVPG;PO\ LX>")/
7A2^:YTY[*\^(WQ1AF2:SFTBY5]1CDTWP M=97VJVVI6R1)!>RHCS.[_)_%L4>-\.KQLI4MP0R@X8''!!P01TZBO]B'_@WI
M_8B3]AS_()D_L_>%=6\/6FD_$[XQ:3#\=OBU= :%+J;ZS\0+:+4_#>EZEK. MD!IM9L]\)*MI$>C6US<3S:*]U?
6DNQC<*0#]TZ*** (;B,RPR1J<,RX!VJ^# MD8RC@JRY^\I'*Y ()!'\3O\ P>!?\$X+7K?L\^$_P#@H7\/M!OA\2?@ =.^
M'GQABT72898]?^#NN:FW]D^*]8DL;\!_M!?![XE_!+XHZ-;ZY\).OBQX)\0> M!_%ND7MA87RMI?
B+3Y]/GNK>'5+2_L8]2TZ2:/4])NKBRN?L&J6EG?QH9;=& M !_@RE&4D%6!'7(/' //X$'\13:^V?\ @H-

^QYXN_8)_:Z^._P"RAXU^WSZC M\)O&5YIF@Z]=Z?=V%OXP\&W;F_\ "?BO3VU.PTFZGL=9\/W%A+!(W)8!&)4$L #D L2?0
G/H*ZOP3X$\9_$/Q'IWA3P+X2\2>,O$>K7UG MI>GZ%X7T6_US5KN^U.YCL+&V@L-/MKJ>2>YO)XK>!/+!DG=8U978$?
U%?L)? M\&EO_!0W]I_3?#GC;X_W'AS]C/X>WVJ0"XT?XI:;J6K?&NXT53+]IU33OACI MMOG3+R&>&WB&B?$'7?"@DAF-
PK$>4' /Y2-K8!P<'.#C@X.#^1('UK;T/PUX MA\2W$EMX>T+6==G@0230Z-I6H:K-$K;A&9(M/M[B2,2NIC1G4*7X)P&Q_J8?
MLB?\&CO_3,_9]-CK'QU@^(W[8GC2*UOX+NX^(6IR^_AE+=R7\5]97UG\- M_FHV6L6M[9QP"S4:GX^U_1;N&28W-B#-Y:?
T5_![]F+]G7]GJ"YM?@/\ /@ M]\&1>V.FZ9?W/PP^&WA;P/J.J65C"B6\>NZKX:TK3]1UTPM#$6EU*^O9Y)-T M]S+)*7D<
_R"/V=_^"$?_!6?]IU=/G^&W[%'Q>TW1M5T&#Q)HWBSXGZ58_"/ MP9JVDWDL1LI-+\6?$2;P]I.K3W"/YXM8+O[0L"-
(R!2H/Z.?"?\ X-#O^"O? MQ!U*XTWX@>'?@;\"],M;9WM-6\;_!CT'Q;87,\DBN\-G8?"[_A/]0M9& P\
ML]M;Q,03OZ$_ZI\:S"0&0,2'VB3:@)0@D)\K3.(\\DNZ?-CUQ5V@#_,^B_X, MH?\ @H.8E27]J7]CF
RCYXX]4^.$J@C#$.1\)EBR,#J-I8 *2<&E/_!DW_P4 M 7YA^U3^QWD>E]\;2>>/X?A.3^0_2O\ 3 HH_S'/$/_99_P#!2#1M/O[K
M1/C[^R+XLN;>RN;BUTO3_$7Q/TV]U"ZBB=[>QM[G7?AAIUC;SW$H2..:ZO;> MUC9MTT\<89A\0^(?^#5__@MCX?
MM0U*3]F7PIKD6FP74K-H7QY^#>M:AJ*6U MK/<%[+36\8-J-Z\K6X%I9+IZ7<\\T%M'"TSY7_7!J*9-\93!.2G39D?.IW?O M
5^7&X@@D@';\V* /\+GX^_L3_M@_LO:A::!^T3^S-\;_@UJ=YI][K-E;^/? MAYXFT&"_TJRG,5WJUG)>:"4%D;\'_V^?\ @W_X)I?
MMTZ)?:C;?!W3/V8_BQ;Z)=Z?X?\ B9^SQI&D^![2UU*+2;S3]$7Q/\+]/TNW M\"^+_#FC7]S#K,UAI]EX4UWQ!+9)82>++"*
[FO$ /\@QXY(V=)$9'C9DD5E(M*.C;65@1P5;Y2#R#P>:97[H_\%@/^"%/[5?_2=UZU\1>)Y1\9OV;?&.MWV MF^#_
(_^"M'U9-%M;S^U+W_A'_"OQ7L94G3P)XYU#1/L=_;6US>W6A:_='4; M;POK&M/H>IS1?AI);S1*CR1.B2#9-
#D9_Z:V\Z8.#NB-U=9%*LLD9$D;*P!5T(=" RGXAO];^*WPAT&[\?W,6D/H=E%\8?"#:A\./C7:: M/IDC2R6^DZ;\6?"?C2PT2;?Y-
]H9MKJW9H9$%?XA41 <;L;<,&R <*5(8J&X MWA23'_M[<IH "0!DG JC;
@);RQO'&WYL4Z6XBE25(ID:1"H*KEF#,"44;0S*S;20RJ[* 2$8C%? MR!_\'G_7TOOV%/"EQ^QO^RAXBTZ3]K'XC^'KN#XC?
$#2M1TZ_?]G'PE>* MUN1ID-K)-Y7Q6\4VT[2^'9+R&2V\-V32:]>QQ:O%8V+ '@G_6ZGEN) MYC-<7$EU,[O))=2,T]Q<,S7-
U<%GGVC&9=:U&76+R_UC4-1OM7UG5+^XO]4U
M74[BXO=1U6^O)I;R^U74;R]EGN[C4M0NYWFNYI9IVFF\Z:6X>27+8E !1110 M 4444 %%%% !1110 4444
21$*V\C/EX<*5+*Y5E.UL$84C.3^'>O]I3_@AS M\&X_@1_P2?\ V%? ,?'-NWBSQ+=ZI;NJ MO%?
WVHZM)7D;26=IJGCGQ+IGA:PNKM59&^SVUSJL<\I#JVV,A65B&'^[O\-_#:^"O M!'@KP4DENW_"(^#O#/AB1;6'RK8MX?
T6QTC?; 858-]HX1 /E&$/*D [RBB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@
HHHH **** (Y25C /A'%]=F-66^^*GCZU;PQX1L!I4$UM/=:?%=WG]I:
MFZ2XL["&XO9I(X(9'C_5B49B<<\]1P=I&>,Y[8ZY[5_G ?\ !Y;^W?X?^)GQ
MH^"'["'@3Q+INM6WP!74/BA\:+*TMXIY=%^*OB[28=.\':)+J*,9;2\TOP)? MZKJ%_HDT46VT\3Z%J 9_-C) /XF9)$,?
E&4.$@50=BX0J[R+'%@1EF61V5YL M/O261@ H&:%%% !1110 4Y!N91C.2.,X)]@?4]![FFU)$<2(HQSQ0!^O'_0V_8EA_;[_
."EO[._P1U^U:[^'VC^(9/BG\4HY"4$ MW@#X;"/Q%J.EB8PS1&;6KN"QT@0W V7$=S+"N_B-O]F/3]/@T^"SL["UCL=/
MLXH;.RL;6UBL[2QT^TB6&RLK*VA2**SL[6&..%+9(U38BK&%554?QH_\&=O[M MQ\'OV:/B-^W;XRL-
3LO%O[3.HGP#\.8KV&^MK9/@YX&U199];MK2[2ZB\ M7^,8KF6PU2U=XXK;1+BVE5>/,_M'H **** "JM\C2VD\:
[,NF"9"ZH%)&]F\ MM68A4W';M*OC9)\C-5JHY1F-QM#@C!4@D,O\0P 225R "2<4 ?PW?\ !XS_M
,$[8/'GP:^&/_!0OX=^&H)O&'P@N[?X5_'2?2-/Q>ZI\.M>>6?P+XKU0:9H M_F3_/"):N)='O\ 5=;OUM;/1]7TBPLF58=K?
YT#Q2Q_?C=,8SN4C!8;E!R. M"5YP><1VNJ:1<+&WDZE96DA5PI4_P")3^VO^S#XW_8S_:F^ M.W[/C^">#Q%\
(/B)K_AA))&FE36=%@O))O#_B"WO7@M8[^+5]$EL+S[5;PB MVG>1_LSLD0) /E, L0%!)/0 9)[\"E*." 58%@I
QR0XRN!U.X=/6I(0_F(R M*20-/C5XRBN](^%7P\D,-P4\1^*[6QN9[K6[E&\VP\-Z-!?ZY>1[I; M.RE6&WM+#3+".6[NKB2::*-
(HHV8LZC!)P?[#?\ @F+_,&C/[1W[1%II7Q1_;XU_M_P 0_LE> 3-H6H:/*]"L+#4_CGXKTY'M;N^BURWO[J];3OA-
/67P\\,W%VDJQV>FBXUV]LF6#6M=O8$B M5/VFA657&?,="\AWR941*S
^4JD[WZ'$LG4QU+QC;:>-3^(WB]8Q;SW$OC7Q]K$5[XMU>2ZU(W5X MUC+?/HUK-+,^F:5IEN\,$?VI'#*+@/L "G[S$"-%=
<7"1#/FO))*B2F:9?G& M2"">=&B@ HHHH **** "BBB@ HHHH *@N=_D2[$\Q@N1'E@9,$$Q@IAE+@%0 MPX4D,
<@$5/10!Y1\6?A/\/CC\.?''PD^+G@30/B%\,OB-XZ=<0WUA;/;?X[_\ P6^_MX)MW/_!+G]O7XC?L^Z-=:YKGP;\4Z-H?Q?\
V>O%GB26TN->UKX3^+[G4;:W MTO6[NUF87>M>!_%NF>+/A_J=]>06.I:\OA2P\6G2=(T[Q#:62?[.4P)B< $D MK@ -
L9LG&U6R-KMG",2 K$$D8K^)W_@]B^#OA;7OV*_V1?VA;MKT>-_AE^U3 MK'P7T-4F$=A-X5^.?PC\3>.O%$FI6;)O?4[;4?
V>/!$6F3!T2"UN-798V_M+ M,8!_FW4444 %%%% !1110 Y 2W&. QY&1A5+$D#/)/'O7^EM_P9-^*M+N_MV#?VK/ D%_
^M^&_VMSXOU722X^UV6F^-_@W\.]'T;4&@^]%;:I+X#U2&UG(M"SOI5[&A/DG'^:5&H:15/0GG'7'4X' * %)"C)(
'4D@#\S5>> M3=#((2CR9\L E@N\@'#,@8J,,"6P0H(+<9--NF1HAR&!:-BNZ,*R%L_/YORF M,C[XX8KG:0<&OP4_X+G?\%I?
AM_P2I^ 6I:=X8U[PMXB_;(^(F@M#\#?AG>1 M'75T=KCS('^)'Q'T6UOK%[#P5HL3R2>(=1FBT6T5;S_*
[\;^+_$/Q"\1>)O'/C7Q M/K/B[QGXJUF\UWQ%XB\1Z@VJZ]KNMZG=-H^-?B7\2_%NL^_&/BC6+J[N]2UG6=
M:OI+F>1Y;RXO)TMX0YM].LVFBMM,TJVL-/MX0D421>2T %%%% !112JI8A5! M)/ ZF@)S@$X!)QV ZGZ"G>7(
#L;#;@/E/.S[W;^'OZ5-:DQSJQ&&4LJE MD#HCD;2SH0VY4!+$*"X(!49%?RJZDHNW_2\1"I !;:N_=NZN6P<@^@.>/<8]*
)]*** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@
HHJ.9F6*1E"LRHQ"NVU3@="W8'IGM0!Y-\>/C/X&_9\^"WQ5^.7Q M%UK3M"\#_"7P)XG\>^)]5U.8P65II?AG2KC4Y_/D5)'
G:&.VC$<_;28]6U M%I-%\/1WLUM;O>:9X5\/1:;X8T<>3!(+'2[0NB,-B_Z"O_!Y%^W1-\+_-E[MX2_L.^!_$QL?&/[1?
B*7QS\4M.M'C^U+\%OAW,EYINFWMS#=PWFE?\)/XZDT M9H[*:"2#6],\.ZW9NKQ>8I_S8 0 .OVP?
VFO@C^S+\/+8OXL^_O$T'P/I\TCQPPZ M?!J%W&=8U:XFGQ!#;Z-
I"WFI323E80MN%=P&S7SE"S)+&RDA@XP0S)WP064A M@",@[2#@D YK^^;_(,U?^">%I?:M\5?^"D_CK3(I8M(N-
7^!/P#,DB,JZK< M6T$_Q3\4PPPW1>'[)IUS8^$[!;Z&0RQZEJ$\+(T6X@']S'[.GP)\'?LT?_X M1? 'X<6%OIW@?X/>
O#/@308K73K?28KF/0;%;34-7?3[4&"TN]?O1=ZSJ4: M%EDO[^>2.0AB3[M110 4444 %%%% $%R UO.I7<&B<;?G&
[*D!'DCU#P_?VOP.^.^KVIMHUDT&_M\V^^&/B/5+-+9=:U>ZM;H:SX>FU-Y9(-/TVVTFSE&Z>W-?WEW(8P2! 2^WY M
3\X(*9 R=N[&['(7)KQKXX?_X_#"SN+9Y- M4\2:S9M;IJ.KA)=&\)VMU)$/@+^SO\ M,M"^%_PJ\$PA-
&\.:/$9Y+B[GCW:AX@US5KXR:EJ_B34+OS)=2U:_NKN_O&D M4^9'"BQ)UGP0^"OPX_9[^'/@[X0?!WP#X=^&_P -?
^CVNC:!X4*Z78:-I- MG':QXDOY+2TA1;G5-4E9[G5M5FDGU+5;YYK_%.9[J=Y6]GH **** "BBB@ MHHHH **** "BBB@
HHHH ***:S*BL[$*J@LS'H .23[=: &3LJ0R,W%7+G M.W"@C

DZCIGB/4= M)^$OB@QQ%KV\^$NG2K2\M9'51=6L.N:!K%B98R\:W=O=19$R3*O^7A&, ML>OW)3P%/2-
S_%QCCDCY@.5^8"O]E?\ X-\O@;K7[/7_1U_8*\!^)+ZPU' M6O$'PBO?
C9+>:='<1K+I'[1GCGQM\>_"5MJ"7D<4ZZSI/A#XDZ'H6K%U,JW^ MDW%HLCV=I;T ?L]1110 4444 %%%% !1110 UW5
"Y"@LJC/=F.%''24E6\H>8!G)#(<@@#DLIY P>1TJ>0X7O\S*I(." Q)_=NIK\S/^"H M/_!3[]GO_@EA^SMJ7QM^-NI_;?
$6L+J&D_"'X5Z*']O\ \)=\4/&4%L9K?2-, M61\V>DPEX;CQ%X@G06.BZ2YEM;6< \3_P""S/\ P5W^$/\ P2=_9RU;
MQ;K%SH/B_P#:*\;Z7]%G\ O@MJ.HP1:CXRU9+FUTZ?QEKL"2Q7D7P^\(7NHV
M]UXCE@,=S=Q*NFZ=NN[@20_Y&7[4O[3GQD_;%^-OC__:)^/_CO4?B!!\5/B) MK U77=9OHH[2U@MS&LMT+2X7-IH?
A[P_"(]+T/0[!$M;+3X59?-GFNKFX] M$_;J_A^_\ P4'_&@?&G[1W[0GB^7QM\W3C0]$2:[_X1_X>^&!=SOI7
M@3P=ITKF"PT/1+8K&DP7S]1ESK.I M/;Z=: RS%D /;/\ @E!_P2M^/7_!53>$WPE@MM'\"^$YO#?B'XX?$N_N
MUL=+^'7P_P!4U46EY<6:S12_VIXIOX8IX- T>U2XO;N[*W$D*Z=:WMS#_9__M ,')'A[X'?\ !+_((K?##]@[]F7PG>?
#GPA\9/BQX?\&67]C&&6?7M+\%V MA\9_$35/'^IW4BWNKZSXQNSIEQ?7\23"6_T58K*UBA5/Z8/8Z^"=W_!/CX ?\
M$TOV/"W[.?P'\,K!:6,,&K?$/Q_=VD*^>+_BQX\EMHK75_&OBV_5?.FN[EU: MWTC2UD%EH.CI;Z?8110)*TW\5?\ P>U_&?

7;_P",G[&/[/T.L64WA?P]\./' M'Q9U/2($C:YM_%OB'Q'#X7L[NX=7,L,11&,R978./F8LJA3GCG=C
MW.!WJ*IK=VCE5T"D@,#N4,NQU*/N!! !5B"V,KG<,$ T ?Z5_P#P96_!.* M?L4_M*?'#6/!K:5=?%CX]V_A[PMXON+8I+XF\'?
#WPCI=A=VUC, M[_Q#;2J"5CU);Q0%*G=_:'7XQ?\ !OI\)/#_ ,&/^"/_ .PQH.AZ9/I$OC#X
M/67Q5UZVN%F6:;Q1\2[RZ\7:_=3+,JR1-/=ZD)$C8 1H4C0!$45^SM !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% ! M1110 4444 %.M6M-+\!/:7T]E%]J.D:SK[6DDTEA*B '\#?_!5/]N?Q
M%_P45_;D^/7[4NJ7EV/#GBOQ_AOX5Z'=R7,A\.?"'P@)M$\":=!#?QK+8-J M.GP7'B;5M.^1[77]=U>1-
P937YOUHR31RQRD.$+8=4VQQ'S%C"N!LR%A6$F. M&/(+N2#DALYU !1110 4 $\ 9/H**DB!:1 6).,*<,?H1DY^G)Z4 >P_L^?
M!'QS^T;\<_A/\!OAQI5[J_CGXM>/?#/@7PY86%J+VZ>_\0ZC;V@N4M/,B$\= MC;2S:C/&98U:WMI=SJ
37^V7^PO^QU\/V#_-ESX+?LK?"Q%D\)_"7PO::9 M)K[4/%GC'5YK:"$R:CX@UVZO[K#QR20::;"P6ZDCM$(_A[_M .#//_@F?
#XP^(7CO_@I!\4_#NK]I7PMO;GX:_L[6^IZ/!#X:\0^+M=TIX?& MWQ!L+G48)6U-_"&G/;:'IKZ1@B J"S M'"CZOXI\<^)=+\-
:/:6FE027VH MRB[U2X@BNI+&UMI[F6SA6XED2!XV@=2Z'^$S_@KQ_P ';\SR>,/V?O\ @F**/ MLZPW^N^&_%'[7?
B#38B+ZQFTRZM&/P(*7<1*O#J-S,^D_$7Q7 \0;2[/4M* M\/WUAK:ZA ?JK_P<&_\%Z?"W_!.+P'K?[*/[/VHS:[^VC\4?
A%J(L=>T*^M M;G2/V9-(\2S?\([8^-O$-[=22WDGQ&-O%K>J?#WPK,D]QIE_I6F^)?%]FNC:
MYH]MJW^6[K6O:KKMQJ>I:WJEUKFKZQJEYK&K:KJMY/J6KZAJ^H74UJ.IZAJ M5T9+K4M1U*Y:6\OM3GFEN+N2X=
[Z2XF,#PWO&/B[Q%X[UK4_%OC3Q/KWC/Q? MKLIU#7_%'BG6=2\1>(M=U.XD5YM0UG6M6N;K5-
3U3:&MI;R_N)Y)+:WA(E97 MA5./H **** "BBB@ HHIR]><]&Z'&/E//T'4CN 1WH]S_9C^!>O?M-?M'?
M']G3PYJ%KHNN_'OXU_"SX+:-K>HP3W&FZ+JOQ1\;:1X,T_T]2@MDDN'T[3+C M5?[0QQ%&[+9VVD[;3C!_W9-
!TG2/#NFZ7X)>\/Z?8Z-X?T&PL-"T'1=,MH[#3M M'TG3-.M[33]]L;"&&..&UL["RM+:*RMH42*"U*1QH](%'^8'_&A'[#>H_M#
M?\%"=<_:IU^!&^'G[$$\2Z@V0O+33KVRUKXT_&G0O$G@@7X1-)<6NB M>'K3XB>/H]4L&:[\/^)_"?
@AP;:35(YA_J&6T15T8"542+RT5ALRCQVZAI03 MEIHS:[\-Z9<#PYX5@O+>>+Q3\1_%C1-_8G@KP?
92313W>KZQ?"&W:XC'D:5;- M-J-[+#;V[N/\>#_@H]_P43_:!_X*:?M&^*/VB/V@/V@/$$;7-R&TSX=_#O2+N\D
M\%_"CP.+DS:=X)\)V--H7P[\(37+,L]\RLL>L M>.-;CBM[CQ-X@DCQ/-BQL$@TVTME?\HJ "BBB@ HHHH *559B%4%F)P
!DD^ M@'A_L?? MLC_'']MO]H/P%^S?\ /"=SXF^(_CW4DL[4N]8-&\-:8CK_:OBSQ5J:PRQ:-X M:T&U9[K5-
1N%*J%2UA26\N+>"3_7R_X)&?\ !)WX#_\ !*'GK3OA;\.K:S\ M5?%Q-;65_\ &_XVW>G0VWB+XC^*HH3)+9VX>-KO1?
^@32RVWA3PXL[>3:H M+_5#<:M=SS'Y_P#^"&7_1C\ ?\$G_@)-'KMW8^-
OVJOBSIVD:G\!+PQM=VWA;0KB68:A?))N\3:O%_:\RI!90Q?NU L@*!H]N MT%2&;?M4 A61\$.[XQ+SGIVH EN#MB8\G
Y48&\8(V$DC:'Z%NJ]>U?Y&O\ MP=,?&#PW\6_^"QW[04[04/AR6YF3X6>&/AA\'M7%Q;RP)#XD\%^&EUR*T,K.)[
M..YU<*DT9C29RQ*;XWS_*W6OZUI7AK0]8I\1ZY>P:9HOA[2[_7=7U&Y<1VEK]A MI>D6DVH:C>?7$AX2"VL[>>:9S]V-
';M7^%G^V%\5]5^*G4[E^G[4/[0GQAUKQ+)XPK M_B/\:OB9XKXQ-)*)UU?3]1\6:E_8SJ;SJ%%6:U:C1:>EJY4'[+' "222P!\U4 M444
%%%% !7;?#7P)K_Q2^Q(7@??X8X8$XK6?G5\2/%_AGP%X8XAO;C[]:R^(O&& MN6A[1(KBZ*NMK;RZEJ%M'&[_,*2>+?#?V@?
$R\\?^)[+[+]JM-.TKP/X9UW7+36] M17D0V>F^)!;0F$[<)>26BCYG6@#_&#@#[X,?%X=_"[X9^ GMK2RD\%?#WP=X
M3GMM-2.'3X[CP]X>T[2KD6\:1QQM +FUF\AX5",F'.=X)]/G!!)9YC4 MKS'S^\+]>6!U/%ZX-FJ@XXQ\W-TM@%
\3^.O&FO:=X=\'^$O#FL>*_$VOZI.TM@/[?/"_P#FL_P^"C_P#!/X6:FJ_%G]]] M;PN=?^&KZ9J+&6F_Y=FJJ@FJ_\3
!'H]S;I(DBK\8==M=5\.QNOFVTWA30?%\5V(M[N329#_FMR2Q%&_>NY$)C579OWJJ3
H$0V1^0@\X(Y*OP/="\&Z2L'DQI8Q7]Y% M_:VLW5Q=206=K9:%I(N]7O;F[G@@MH;;U9YI44@U\^B!UE"2@I@(S<;B%D560
MX!YWATZ'(# FO]%%?_@SP_P"":\G@/X;>,_\ @H]\6/"DL/BXXL?;?AY^SF^K M0;'LOAU832VGCGQWID-S;*T3^(]5MO\ A&-
*UBVN&:[TG3?$%CY9BNM[']A M'[*G[-'P_P#V/V?V=_@K^S5*-/2U_\#_!GP5I/@K29!#+;;J+6\9NO$'B.\MF
MN+SRM2\3^(IM2\0WT27D%YJ,D4#BWCB4?25%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 44C,%&6.
.9/U.!^I_QJ/SXG'ZG_6FB1#C##YAE1SEA@-D#&2 ""<#C(KX_:E_;Y_M8P_8ZT5=1_:;_:8^%'P:2XQXM,MK'Q-
XJL%\1W.HFQGUF*QM/#=C)=Z\UU<: M=93SVS-IXA($;;FWQI(?8 N(3C$B$%G0$'(W(P5ER. 0Q"X)R6(R:4S1#.
M7&0@D(P2VUB0I"@;B6(PJ@%B< D@'^*S]LL+_@\O_9$$^'.ER:+^^QA\&/'O[[1 M/BLV6FW%%IXI^)
<5Q*OA[8WZ:I+;ZG:7]D4NO&FHWPT99+VTU"PT^"PFU":R MC>6%8YI8_P"6Q]K?K?
_@YG_P""KW[51U33;3XYV_[/W@;4!XML#X)^ FC6O@\W M&@>*P;73>=>\4WAU;Q)K
'^H%%^UO_P4_8_8G*ZUK_P"TE^-TO_AU-IL-K0_\Q(Q_PDEAJWQ!O]2TO2YM6N-!T7P7_P
V7IDFGQ2WETT4489FQ7\!/^">'P!MT M\BZU2PL_C5\>H,V,EO9:UIDNDZUX:^%FC7%O<3V^O:-]]\8^*M4TN[TN\U
M"SN%AG-K*)/X,?$GB?7%/NJZSXD\6:_K]BCQ5KU]->ZSXC\0:G=:]K>M7LC6 M[SW^K:UJD]SJ=_=7#HT7C75S=7&HTLSL5:
+/(P"M*R[Q7T]?.<[Q0 B?+[G(>O7O:^\'I[:QU\(7?7)\W:1\W[O^;9%^%:DHB]GCWC7OP3
MU*6*&V4MZV3YO8(5^80]1@8U^YT]7B5G02K*1[!!&D@WQ5X8%L_*O<25S^3&B Y,R>1I'H#Q)+18%$(E
\[Q&$H]IAB5+K0-\C2:&L#7WT/5TAO4^1+L7[M]"#&O=K5L6C#X3D$9-.Y[#6B!"19Z&T5.F
```
3P!D^@JY;V\AD(:,$;+A26VE8SM,/FN=PV+!+ M(CM)G$84RX94(->$9D7Y6;&6(0X&Y]0_9J_9"O?#?C?Q19RV=E_PC_P
3OBW?:T-5^&?PFU&TOSMU MCPQ)_8VL^-/B796=QJ2'PMX9TCP1]J]M:6_Q)T^\(!_=Q_P_&^7_!"7_()S M?
\$X/A#\/_%EIJMA\;OC0R_M%?'W3-;MC9:EX7^(?Q%%\,>'(K/X;R6$]K;7V MCO\ "WP7I'ACP?
KVBW$M];KX^A\;:Y8S10ZV;>']QZS+6&:";RRK>5NG;S/D M )!1E9PB(K27DD\]S, % >K$#T"<@4YF"C+' R!D^I.!^9KSOXJ]?
%;X=?!CX;^_BO\4O&.B^!OAU M\./"NL^O&_B_7+M;32/#AK0[.6\U++5;^X(;;;'!!11$_E11J]Q=S;;:TBFN'2 M,@',_M!??X_LR_
[QW\<_CIXXT?P!\+?AUHYUOQ5XHUFXX6"TL[RV^FZ380AKB^U"[MK6!3),F?\B7__(+'M
M*%OHFDF%%)=2GU+Z%_P""]'_!LV.E6<-Y\1OBMIRWQ=W"-(?,9]T@'$A)XR$8Q[_=J<@>P!7R,$8Y/?TQV_'O^'- M)110 4444
%'^?RZT5H6%I*_''BKPYX*\&>'=+\44>+O%^K6&@>>%_#??A_3 M[G5-
:\0ZWJT\5KIFDZ38V<'TU']N#XL>%U/C"\NI;*]'P5\.:VB7?#?W-"9UMJ< MDM%@_P"$UUF%_.O+N1](MIOLEG(]Q\S?\&X__!
;0??V0/_A[]M#K?P=9:O M^UGXST^WU[X3:]=;I?V>P!VO:>MW8ZA%%:,:BV/Q5\0Z?>-)K-U+?I%?^(/[9 MSHEBD5[-?
3I_7EI\$D95GB",(@F_9Y9>,;?*4C%_@%\0+*ST]KJ.U>^U/3ZHDWA2PMK>262(&[$VNQW$,(;S)/*("D!L?XBS MEMB94!2
5QM.W(R3S\Y.XG!&?2O]1__(/$?C7H'P^_X)>^'A1<7UKX@^ M/7O@/FST>.S1Q;W5E\HK[Q;XF34Y8F 6*2+^S@D4H,
MIW$'< BO["O^#,OXZGXU_X**&GXW175%C%IH'P2_9UU?2KVRFMR]W<:K\7/ M$>FZ;H]S82D[8UL[7PEJ_P!HRA=EO
]LH$$@?^/6+;*!^\"/:-Y'XL^Q^1=TQ^+=3S0*TQH[(W29HB( 9\D]D_%G<N;VL+>$=IY:D$ _L\?9U+NP+Q^B%='
JLH$@?^/6+;O!;D#G&[8#CD@MVW*! MCG<17*E3_P_&6W[-EOX, 8]_:$\W:$0UR(P!
MPNTF&W?2[FU&V*V%GXU-U7Q!*IP\DZR)(9 N$ !_:##RX_=R(%0E"PVC#,5V, M.[*$$##/0-GO5JBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH 1F"@LQP ,D^@KQ+]HSX_?#G]F#X#_&#]H;
MXJ:C/8?#SX*_#[Q/\1O&4UA!]LU3^P_"^EW>IW5MING@K)?:G?BT:RTNR3]Y M?
7LL5O#N=Q7M+33XE\*3:CJ>F)>7&F:@-7TJYAU33+ZOOHKC0M=BMM8LO/ MFN+.:2!8KFRGMS) X!_B\?M^_MH?
$+]OW]K7XY?M4_$=KB"[^*'BF:[\-&3 M<"ZLO OP_P!*M9M%%^'/@C3TW"WM[;PMX;M[M[&SO&L4L4&TMK74+S6WSQ!OJ:=KKRGMS)
M)BK#J/R(/;/8GMUK_30^/\/W;:PJFOWCH+4(P3HV5RV_Y%!XE:[@QL[5>Y8>=UA^L77MON@^^=&90((4R%==DK
NV9)F#)_]^U/_P &?W_!2CX%!9FP;NJQ^=UPNRTZW\Q?U3T:+!&C=4M]:&AP4*&U2W3'\S*3@,0''^RG.6D,;3FM4$*M1AK
[EHX%D;>9$ /Y+L'&<'KV_BOL?X]J?\$_VVV^TKO\_VJ)V"7Y^,W%KDP)L$/\_/G'R
N9-JD$_'.TG MH"<#/'/ )Z>@(SZ=\4 )3D&749QEEYXXY]R!^9% 1CT5CT' )Y;H..Y[##O5 MB&VGDEM42WEG:YG2*&&%#+Z
<2,\:B&**,EWDD,B(B*-SLX5,D\ 'ZF?\$@/^ M";OC;_@J)%^%VM\?/V!V=M&EET;P'I@N_'_QI\?7164M[;Z$2%(1/@D11Y)!2R
M^)+J6S\)^'UFDCB?5M5M_G$$:NU?[+!+7PT^&D[Y%F\!3^@O\ !!P]!4"O1! T_I?'PP^)A\QB3V0+X)R\!+^!%*N&9(*R[W!Z,7:FAGFMB3NN.AJ&HE
UI%G';:5HOA_1+2N:NRTVGA(U5A1+/#55X]1$3RNAYROBC[OHHAKYO[K/QS.W>,Q*Z,J0TIF+LIOG:MDC.FCG]3@_
<_[%^B>.O&>DR#]IO]J/2/#'Q%^+!/AEITK0)J5C::9H=_%K?B73KUH+IO$^HM9ZA9)-H%I(/Z+: "BBB@ HHH MH ****
"BBB@ HHHH ***1F"@LQP%!)/H!R>G/Y M.20!ZDXJ,SPCJXZ@8YY8H,@#(!8%02,$@C/%<=XY\?>!?37J/&^LXQE]6QF
X0#_$Y_VOO^"E_["G[#.G+@#'#+)%!^#?D#X,-JO/EK9NFW@_RNMG3NCD-W@0F_J3CJL7 NFS=1H\6RM%H%3KYIG!CAC
```

```
M'#/CS'C_)AOVMO^#S_]E'P7:ZIH?['G[/OQ!^..O)9Z9BV@,AM)9Y(_\Y_Q;XL\0^-M M6U3Q-XO\3ZYXN\2ZI-#)>Z]XFUG5?
$.NZDD ^S0M?:OK$]WJ,YMK:&W@B2ZN MI&\A8L86%%'(4 ?O/^U-_P ')/\ P5H_:GL]0T75CY_@]X.O[+6=)N?!_P
M&T.Q^'=E>Z3J[ BSU/58/MGB&\EL8!]EMM1@U6QND#23@F5QY7XA^+O&?B?Q M[K%YXE\;>)?$?C+Q/?BW^W>
(_%>O:MXDUN\$$2Q*EUJFLW-W?7!4#Y&FN'6- M (XE5>G*44 %%%% !1110 4444 %%%% !110 3P 2>>!STY/Y#DT
%.1&D=4 M0;F=@JC@99C@#)P!DGJ2 .YIS12* S*0"\D8Y'WX@ID! .1M#J22 .>"<''W M%_P3V_X)]?M#?\%(OVD_!/[.?[/_
(:N+N_US4].?QMX]O["]F\"_"CP;.TD M^]>-_'>IVL;166FV.FVM]/8:4)5U;Q/?VZZ#H5O=:IP)(&3@#J2!S3F95&6.!
MD#/N>>!^9K,U*]M(;&ZFEN+=88(99KAI9XXH$AAB$\YN)7S'%"ENPEN&?'EVQ M:9AL!-
%'Q)XCT/PYX>UKQ'KNLZ1H.AZ!I-UKVLZ]KU_;Z5HFA:/I]K/?WNM MZUJ5[+;VFG:5IMG:W%[?7EW-%!;VUO+),Z*C$?
Y;7_!P]P_P7VU[_(*#>.]2 M_9?_&6O$^L:%^Q/X&NXH-:U>S2?0K_]HWQ182I+/XCUB,B*Z3P!I5VIA\&:
M#*BIJ0$WB'4(=MY86MG[S_P--?TW]FCPIK>NZ M'\>/^EM)I2?M!>*]!!UEM,C\.Z5?PW!N[[X,;+>6-[>0HSC3_B!=-INI7/F:
M/9VT5S_'3>SI<^=.\YEFED+@[*,I(K2H_EJ?G*N$(^\.)0K@JS*#R=I."O- #HHY89H M6:(]R!%%&\3/YV6*
(NP*MM:^+KZV2)?"?AF\ MM[N/3=+N3K^IQQZM+816?Q3_,&VG_!OOK?QN\0> O\ @HA^V#X7FTKX->'] M0M/%O[-
OP@\2VA-W\7_$&C7:SZ7\1_&VFWD$\L?PNL;V&XTC1;B%)/'%[Y= MV!'X:A235O\ 1JLX)8IP?L_EPK&D43$1+^[\I0H6&+
M_*\E(_+"HF)-J +& M 0 LH[F.;$IEF21IIBB@ J*8X3TR0. M6VC)Z9/H3QV]<\5+5>Z&87R.KQO&PR%E] @Y)S@@>U '^>K_
,'N?QE\0R>/ M/V'_-GV*>P_X1&U\(_$7XQ7EJD"_P!HKXJO-7LO!MK++."&6S_L>VNA%%$RG M?
(YE4@/^"P'Q^TNWCUBTTGX#:7X,^!-K8ZIJ)N[5 M]4\)Z+'J7B#6=%L580Z98ZQJ6LNTD:1++++;!YGERCU_.W0 4444
%%%% #D M!)X!.,'(_AY W'D 8)')('/)K_8>_P"#;/X*VWP0_P""-_['>GPZB=3F^)GA
M;7_C==S,FPV]U\5/$6H>)O[/'RKO_LZVGM[3?@EEB4[F^\?\A_X4> ]2^*OQ M.^GPMT:=++76?B9XXY\(?
#W2+J8.]O:ZGXS\1Z9X=L;FXBC9'F@AN-1C>2%70 MN!@,I -?[K_P/^'&D_!WX2?"[X3Z+IUAI6E_#?
X>>#_!&GV6DVL5CI<,7AO0 M+#3939V4($=M')/!*X11SNR2Q)8@'K-%%% !1110 4444 %%%% !1110 444 M4 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %,D4.CHPRK M*5(YY!&"."#W['-/HH PKS2K;4]-N=(U73[34M+O(9+&
[TZ_M;2\L;NR(VF& MYL;F*XM)[>6/*20S1R>8"%93V_,/]J?_((M?\$S?VQ=(N[7XR?LA_#"#7;C M1+C2-\:_#?0X?AEXPT""Y?
S))M)U3PBFGP1:@LFV2.XOM,OSOY9'"\?]S10 M!_$G^T=_P98?LQ>Y*?$>L?LO_M.?%3X1:A)IZ-X8\'?$K2(>)^A*UU:))/) M?
4/$ML=/'\5R6#R[?M$4<$DXCP(N0D7B7_!);_@U2^^-G^G[G_!0/3OC/\ MKS? M##XA?!!!+X#)^#1P?(/#Y=MJ=5+?T[4!=5:FQ-2S'EDJ`O8M+
^$;F\8>#]7M8=5T70M >>6\\22 M6VI17-QJ5_H^G:;/$UM>2>5_>S10!B6MO9_%7S_M E^"G@75E1\71OP1X-
^&7@32+2XN5M0\6>-]=T_P[H]M%%8?V1SEHKE0S_ M_[@T_FUNK ME+>&6:.RM1-=R=S^&4O@5BF@FCZT1^P5+P/E!=WK3RXKB=@=;N\:GK
LH_L4WVJ_"S]E6+0_P!K?X%V_V_MC:QIVK7VVBZ^R_WX+/$6EK))XPU.%8=0-OI'A*1H*+*:,YUJ6_M.[5#_GK_+>'_!3#K_(*0?
$:3XC?M3?%O4QO%%HLXH8/#'@#%25ET#X9^#[.M,SE;;POX)L;AM)LIH_GDDU.]%WJUY-[W5X_F%%/[??^"D?!W[!W[\$OA#+X
MI^%O!/3P/;_!!]\<60N-*_X7YXX^V:9(&=(N6BU.PGN0!?AI3%XC\=+;7D& MDZMI=]]?RZ;H-\DMY&\J X_AM_;*_P""C?
[9'[?'BNZ\6_M3_M >./BZ5X+EU&72OAMX6BFU++4^+3O#G@C3V@T&TM+"2_E&D/]EFOK2VD:WDO'V9;MX?
GE1]YWLY98P_Y!) V,3&%0&)?W>S&.6.2>*I4 7)?*56590L.VL\*%P=B ME&1V<@AE;@'^>@')/0#D\5)Y$VX+Y!BK,%
(P65=^X@'!.#XXR2R[1EB 9(;>0E78^ M5"98X9)2P'EB;SE)*@ERNR"??A2 $(;[RA@")8I'("(S%B54 9)90"5'JV", M*.6)
4$D"K$%L_VM+;9;LTYM))+B0PQ6TKL8#)/(,[([=VWRG! 5"&X-?J3 M^P=_P1S_."@?_!1U3J_[-
'P,U6]\%1&Y@G^+/C.Z'@#X5VVHV<<\::=9^+- M5@D@U>Y*6TDSRZ):ZF@NH'TU[BVU&2)'_P! 3_@G#_P:N L3?
L;:GX7^*/[0 M?F_M>_'?PY_8GB##3[OQ??I(TSX.>$/%E7F:]&?2"WP^2:4Z_%I_B/2);S2;S MQ?/>RFRNY-,U*PNK*^^:(
'\:W_!)K_@W/_;*_P"""B_B7PIX]\\>>%/$_[,'[]) MMWJ#W,M_&'Q=ID5CXL\2:-%!XBBBA^%/@G6A;7'B.^@U_P .VVDWFI:JFFZ)
M:6^N6FL++J=K"8)/].O\A']@;#@G3\$]"^ /[,W@&&P/MX3TZ:_OM<\3:G M+:ZIX_
'NK7.KZ]J9UCQ]XM2TM=0\2W%K)K<\.@V]\7@T+2KB2/2],AM;6R*
M/]C66GPVDL;6]O'!#%V5O%$$@ALXQ:Q21P!-MM+)-'"( MXW*5KT %%%% !1110 4UF5
"QP"RJ#S]YF"J..]20,]!U) H=UC&YR%7*KD] M,L0HSZ DCD\#J2!S5>Y8/!*B;'=PT2H^[:SD8V2;2GYR,,$)<<#- $4TT
M%U;O'%,?WPDC4QY1W*2/$ZQ,VW#[HW574274Y4#4+J_SWA\ @Y$_X.(HO&,O MC+_@GS^P^#G@S^PUNVNM5\.?2'-M_M#=>#
[QT'BG4;6GTO6/@[\-M:TV6%O*5E$ M\-CXXV\=:1:K>EAJOPJ]\#:Q83!!;/X@7=MO-<=_ #QU/09-3Q6\KROQQ[
&E8HHDVKSCN'9<8R""Q M)[G]%ASA-.-"V[Q?&]W(/TB7QPRXH*=2/AVBVL[:8T0TZ[;)EH9YPAW[]JH Q(&F5#FI!*RF?1VRQ`?6>
[&GPPO8M0\$:'JD8M-*_:*^(6D:F8QHL=LXCN-7^'?AF\ MM[BX\6:G;D66]WT5MX3MI[F.75L?G/_(-]O^"&'BK_(*@?
%>P^,GQETG7 M-__8B^&GB">S\=Z[97];V%[\6?%6C0V]_-\+O#-ZCO#(V+_E=_-^/=2+-5+&HDNA(+!^=7BCCK(*+B6)%!(=J+$+1R\(%QC:
<7]U!M_U:/AWX")_"SPCX4^''P]\%AB2W&VT"7E3AB=AQ'QQSHBG8C)* MRH!NF1^)LE5YA8Z_'#&[\3Y9.>7_(A1/*)=LG 9J']I6IV.-*&J4P.J+)
MM-.TG3;6'3M+T^PLX+.QTZQM;>W@M+&PMK98X+2QLK>$6UK##%%'$D(C@BCCA MA1!NT44 %%%% !5#5-
0M=)T^\U2_N(;33]-MKC4-0NYW$<-K8V,,EU=W$CGA M4A@A>1R< (K,2 "1==UC4NY"]J,9)Z#) '3W(KX5_X*;_
!NTS]GC_@GO^V1\ M9M2M)M1M/_[/ Q)E:SMY/)FENM9\/W?AFR$7*T ?X MS'[;?Q1UWXU_M??W?%?%Q'KTOB?
5/'/QX^*&M-X@EEBE;4]/?Q??JMOHTBTBO%^ M[DACTBBVL8;L;/1S+?P7KX5R?'&0GS44PN4&MSHG97?$N>WGXK_
C!9#MQDO*X5R?'<1+\/K+4O'>FW4T\ M*GR;"'7'?#FEB_DD(V(0/YV^NTCD[7-@Y(4SSBCY`IT^%'4PP7!.7.=?<*(C$2YI%0Z4H%1[
+\_X,W_@?KWC[_@I3X_^)M'1/OBE=:FNID%%KOQ/U;3;/_#_H (7??2!)=HV#(D6@)^(!,_=",GMFHY+B$Q.?-C
*$J[D+'DH9$.Y\)C"[P_M7X3_ #0=0:/Q)X@FN!/;6' MB+OE>*LR>$? D=Y$7N=5N(A?ZC;Q26^AVEY.XEA
/OOJLK]MK]F7]@SX-ZE\ M;OVI/BEHGPR\#V\DEAI9OE>_U[Q9K8MI;N'PYX0\-VH?4_$6MW44+".SLHMD
M(99;RYLX#YZ_YD??_5K_P"#EK]JW_@H#-XJ^#WP0U+5+P!F:E%;]E&%O M#.JW8^(WQ@\,W-S)#:3?%KQ3#,)HK>]T](?
M'A#PY-::+:^9-=!2ZEN=V_(# MJO'_(*(_M11\%&?BQ?J/Q>_:<^<')NM>,+YK[59O!_@F@&F&F&F&ADM/ /PTTK4+LRQ^'' MQ_AT&-
GI>G6\*QV\EVXFU34!$EQ?WD\S,1\4 :K2PRVC*98@Z)EE$7E/)* MSJL4:"(!9(HD61\N%5/,Y#.RD95%%% !1110 4444 %%%%
!112@$G ]">H' M!)Z^PH 2BG^6^ =IPV-OJV69!A>I^9&7('##!Y(R[R9<*=N0X4@@J1AF**6( M/R98$?/MY^HH
BQG]3^0S3@C$@ ')( SQR2!U.!U(^F]FCFM M;:5TMK:>9U$44C+^^_['O_!LW_P56_:XXTSK??PSXN_X4QI7P$^'GB%M%M%N[;Q-\>
M=87P;K5UX:U=;:2?FUA;@Q(@[F!J:&;'@_*@K6&C)MUT(BBAEB[H%VG%*O%=K@T0!0F&L,ZS+I0)+3%YOZ@4B%X3@&^*L=@(6O;X
@A=A_MI"_L;?\ !F^RW\,;S0?%G[8_P W,>([(=(8Q_49^S=^P5^OS^R)8RV7[_M-'[,GP@^#"3ZE=:P;
[P;X0TVTUY:^]T[^R)Y5UZ]COM1J26[6[ MS(8R)IQ ?YF'[#O_!K9_P %-/VP=&T?QEXV\-^'/V3OAIK;5U?:1K'QU:_7 MQE?0G2-
+U;1[RR^&.D";Q(NC:I-?FQ&IZK<:9<1.+R>;2D\F,/\ V=_L*_\ M!K=_P36_9#E\*^,/B#X-US]JJXM7Z)9F:7Q9\9KJ.7P;;ZOB+0-
>L-;T3X8V M:Q:!INJ>'GT.VL=(U"]4Y[K29M3MM5BN)+[A^' M-'L="T72;2XN)KNYM[+2]/AM[&P6\OI4O9XK."-;BY\ZX?
YBQ;KJ** "BBB@ M HHHH *0D+RQ !( )(&2Q 4<]R2 !U) YI&945G=E1%!9F8A550,EF8D # MDDD #DU2N;BUDBDB:5<-Y:.-
VQT\T!@%%)&1<"(^:D2CSP"C*H+(2 27$J/"/ M+DC?S2/+(D0)(%%.YQO.5= @9I$!RT:N.!DC^/C_@X]]_X.!+#]C3PYXX_8C_8
MZ^($D'[9&K0:/I_Q6\=Z-9W%Q!^S[X*Z+Y9C96_P :M5TV7P_!=#TV0'B[^[0VI*K%N'S9^N8=#^/NH5V?KJ'KL*9-!VJ0K+/_JW?G
%Y?"O_!-KX?ZY^SU\ =6MM;.;MG^)7AZK.XL(H+K2@Q#Y=^D^W(7:]^!21.?ER5GE^7TI'!G=!\=3YRYF^=7@C7/K8>^RT`4RJ'X
&C3OXA^\.2>*/&/C;Q)]C'QGAZ/HLUIA]HUH_LR2/Sd1S&ARW$T/[-
>7D\CSO.V;AQ;RH(TMUC(!B:OJUSJ]Q?:AJ M6HZCJNJ:CJ5[J-[?:EWE_*+B_U34+RXDEN+S4]1N,27=S+([SRK+^-
'Q9U&VF/A3X5^!!> M+%>:I?W46T7GB350LMAX/\ V4AU/6]5/FH+72=/U;5=.,P!A_P#9&@9#^W_M$'P$U\%-L_L]LY #_3?
7PZ\%V"6D<=G#$=5\1ZRMI;QZEXO\ %6IHD:8K;O6]LL<*@'3_LW?LZ?!W]E'X0>!?@\_A_IGPW^GPGPZT
M:#2/#GAW28PD?EB(-<:IJMV^Z[UGQ%JMR)+O7M8OY)=0U*_E;ZNYY&\M8 ?*^M** "BBB@ HHHH BF)" \8W ",
[E[J/0GL3P*_E@ P"#O#XWV?PT_P""4 ]\ M/8O$=YH/B/XZ_&KX>^$-ML_-L^ P'6%XYXL.R?4 &,%HUEZ#IVP<Y_HJTC?#IJ
M%8IHE"N'VK&3=4\^BKXYHZE\(?K2?MNPEPEIRLL9^ZDUFNOK0-2UJKE\Z0S
[7ZJ/0GL3P*_E@_P"#KV6^0GRDCI:WZ=P:A$DA5_T50"UI4\CHFQ4_F_^9(%V[=>9^HP@$XYH>5F45+=02U_=8Y3KR_3_JNHZ]4IZJYQX8B\L
```

-A_QC-$%;7O!_@;PK;7-UIUC- MN+2V&E>*M:U2-\A=MZ\P&[:37]M-?@%_P;'?!35/@C_P1N_98L]6O;*]N?BA M!XS^-
UN;*!H_LVC_!,\47VL:+8W@SGX5_"J6;S[;PS9W#-MR0I\3/BFEO.LNG>#M.D(;1=",4>I>,=5B^QPM:Z1;W]Y#_E#?'OX_?
%?]I[X MK^/OCI\=?'>M_$7XI_$76;G6_%'BC7IS/>WMW/,7M[>QB;]SI>BZ?!ML=.T: MP6WL-,L(+6SLX(X(E03_
+0OQ]^*'[4/Q<\?_'GXU^.=9\=_%'XC>(=0U_Q' MK>MW=WJ%P[7DY:WTRSN+J:7[-HND6OE6&C:;"L5MI^GV\-G!$B1C/A=
!111 M0 4444 %%%% !12@$G &3_AR?R')]!3O*D&TE"H<,R,PVJZKG<59L*P&",@G MGCK0-T DX'H3R0.
"3R<#H/QZ#FI!#*6">6P<@,%8;25.,\V/EP<[N@7+$A M02+VF:3JFJWEK8Z587>HZA>WUCI=AIUA UWJ5_J>J.T&G6-
AIT2R7E]=7DX$ M,%O:P322RO'J^9+'_=K]BC_@W&_P""J'[9\V@ZS8?-B^^!?PP\01:;>GXE M_'RXF\!6::)=:PFE:E=Z-
X3F2Y\9ZS?Z=9&ZOTT:ZT;2/[2M(2EO?0>?#/0! M^"YAF4*6C=0X0J64@$2@F,Y. !(H+)G&Y?F7*X->@_#?X1?
%/XOZO+H/PI^& MWCOXEZS D#7&E^ ?".N^,+^U6]=K:REO+70+&_ELX;BYQ
EQC>)OVL/B#\0_P!JCQK:VWA[4+_P]:SGX9_"V'Q#HU]/ M>:A%;Z5HKGQ+K_A[5HA9V$NE>)M7G1K2"6+EVVCZ=IGP_\
(:'X;5;""5KB*W;ZTZUCU*YBA:65"E[> MW(9I)2>N: /AOS]C'_@U0_X*A?M0F#4OB=X6\.?LA>!!)*Z:[\9KH7_BN\W:
M5I^HZ;=Z/\/?"EY?ZC-IUQ<7,ED=0U#5])N(IEG:?3U6_-_],/[*_P#P9H_L M,?#.TT_5/VH_BQ\7/VB_$KZ-ID6J:'X=OX/A9X#L]?
CO!+J%UI0T(2^*]0TJ MY@S9O9ZUJK,;9W<.LIPG]BJB0S;FB*KN7:1)N4G8^Y_*_'E')(8EGW$C/K5N M@#Y%_9V_8=_9-
_9/\.:+X6_9W_9Q^$_PETSP]%>2:7+X4)(:)!KT%_>Q3V]S MJ/\ PEMS:7'B.;4;Z.YO5NKJ34"[I?7
EWK/(I^J+6W,4N_RVRRA7ED8O-(\ M0>W$DKDGS&:&&##@*6!W$ DUI44 %%%% !1110 4444 %%%% !2,P4 DXR54
M<$\L0H'&>I(YZ#J<"EJK>JKVTL;G$<@6*;[V3!(ZI.J["'#M$SJI0[U8AE#, M I (;R>)K:X1)%8B,-)M1I?W1?;
(D87Y'N&4,D,)))F:,.A5L_/1_P7=_X+ M@^#_/@DO\-/#OA7PQH&G_$'|K'XV:+XJG^&?@J>]LI-!^'^EZ;8-IL/Q<^) M=K&
[7\WAVT\2WMIH_@[PR(K%_&\]EXAO4U1(O#-];)[A_P %F/\ @LI\%/\ M@DK\ T\4ZXFB>/OVF/B+I.H0?-+X##I?
XN]8UI&GM[COQ\0/[.GAOM$^$W@R^ M,=MK&H0FUU7Q;JL+^%-EAOI=0U;0_\ (S-:(_:&^+W[4WQ7\;?'+X[^/]:^
M(_Q1\?ZY=:YXC\2ZW=O<2RSW,SS_-F-9;!8[71O#>E_:!;>'?#^F06ND:+8 MQM96%K%"B;@#D/B/B?
\3?'7QC\:^+/BE\4O&WB/XC?$QQ]KMWXB\-O&&J7NN M>*?$FMWTTDMYJ.L:S?S3W%W(Y$0BRRHL'V>UB2X8SYS110
4444 %%%% M"JK.P5069B JJ"22>@ ')K[>X)_?L!??2M_\%'/VDO!_P"SA\ ?#%Y]>KZQ M O%C6S2^'?
AA\/6UO3M%U_XC>+)UEB\OP]H+ZG)([>1[O4KR6VTS3X MKB]NH8F\T_9'_94^_'<?'ZRBC\D3D/D
(TMIH+2RLM-TV MTGU7Q%XAUBZNI(H[;0_#6@VFH:YK;J>;D_"[P%%967B/XO^+K'2]:__&@?C3<6BG7?B-XV2T_?:=87$RBY
MTCX?>%9IY;#P5X:@$5M%;?:]:U*.?Q'JNJW]T->Y_P#!.C_@GA\/^":'[-7 MA;]G7X>'5M++*R,K_$#QY?
06[>+_BQX[FL$MM5\9^+[Z.,2+)*Z;(+J]G'U#3R#HX+!-*P39*UVLj_OKD=1K*KH8;
T8-=2;PBB%KB%AVR*9-?Z75G{I9*`A!C}+_K-L[IBE&N%o/E2N0H)gnRzpF<1b|R-wQBQ@$1#$\f_7gFIb(E
M$;NJYR.:_P C/_@Z8^ 6@_&3_@L=\?[;0K?24(%^$'A'X;_!75FO@JB[U_P % MZ$$]]JMW9@$_Z"\WB#RX;_ %RKMX8K>6:X=
([:%#-<22%5CC@A M'F222,Q55CC52[L3PBL0"<_X;W_41^+?B?X^?MS?MM'8QI=:[XDU2TT;2+=Y0"84 MDO[V-+M?
8.=C=*Y>OTF_P""/P4L_VAO^"H7[[#?PFU#4KK2;/7OVVA/!&LW% M_9)')<11^!+F7X@&&-5E!3R[H^%A:SMC>D$\CQD2*I
!_L?\ [(WP5_LW??L MV? ?X >$]*L70/@_P#";P&W8\E/$)W_ M8%$UGx?VEDUFTI/AVQ$\$O)_WET)+[LELD*Q/
M"9VCZ3JE'\UR)%250T)R)$=%4&1S@!L 3,^6D!&=FS!(()NT %%%% !112,0 MH+'. "3@%CQZ*H+,?15!)/ !)Q0
M%,#JQV@G."<%64X#%3C XRF[ )/0@'S_\ M5_M0??!C]D/X ?%'|H7XY>+-'M'\+ _Z^&&?
A:^UW5[G5+V.U.JW@AE71/"DAHYI+SQ#XIU00:H6G6L%S=W= M]_M/>+?VB_C#!#PPSG>3P(P4A'\#JEB5M
M\+/AO9WE_8.^/B/5'\^_P"S1XBBO(_BG?V>i:GTN2X;4`GbQ>I7I`CVP%4\j`/RB\ENcL
MXL9I]"T_[1>M%)XAGU6Y&G6DEG!+)+'Y04^4J\PQ9%7!@J8iPW9`Y.SBp0KsY
%4L<#DG/<#H"3R2!T'X]!IS3_*DVERNU1L.6*H2'W;2H8@LI MV\R@J.8)!(S-$DD.\;2(Z%%&W#C#(RABKLI!.$9?*E?
F13C@@U^M7_I+;_@ MCM^UW_P58^(JQX:^".@IX-^%6@H+CQ]\?O'>FZQ;_#3PY"TYM!IEA/;PK-XO
M\673B61?"OAV[>;SMHY;C4[C2T,+R@'Y0:1I.IZMJ^FZ IEA?W^KZI?VNNF:7 MIFGV-
SJ&IZAJ=].MI86AIUHDE[>WMY>216MM;VD;MS,/+'%#%)*R(W]67_!M.+_@U!;?
:KUCPQXX:TE_X8^^!VIV\1]_+::H|KH*QUUR*.*%]/CT3P*1<: M?H*7@O!V'@+3Z[MH;Z#1]M
@65)+>*47\=Y'/+^UMO!)N1RB1#>\K;$,%[*]OI]MK^/3-!LK5;;;,:^.S<6MQ#YDGF?
KQ!%=)O3O<+96_P+\+^=6T#X.Z/H%E/#: MR:9X?TWX?VGA^&QM'L[6>[F^UZKJ]2ZY>7]UM)10!T&@>>*?
M$7A34XM<*^(=\:U")5@U7P_J]_HVIP1W$+V\V]PD.H:=/-7D\DD$JI,2% MDAD>*0,A*GOC\??CH4/
!>KXL'YBX!^(/C/=EN&RO\;:TD]|VX)'4GI7D%%MAM'K7^"_/CI_T6?XL2?^'&\&\9?,%%H_P"%%^%?^'3
M7_"_/CI_T6?XL?\ AQO&7_RZH_X7Y\=/^BS_%8^BS_X7Y\=/^BS_%C_%%C_|_PSXJH_XX_4&*
XR_^75>2T4 >M?\A"_"C-MT6?XL?^&\9?_^R3XA_X7Y\=/^4-%5_^7/^BS_PXWC+Q(#_M'
\9OBNT4@,OS_'WXWL2T4 >M?\++\^.G_19_BS_ -PQE_TPWC+4<75>2T4 >M?
\+\^.G_19_BS_P"'\&\9?_+J_(%?\$X#8+8+8]*Z@:3R@1CK)@VP11TMLLW%9M6+P%Z7BOY8DX%Z6QFCUJdz&4X>4?
MW5G:Q&66)%DE1S(FW->!5^H/!%?X)1_M#?V\%6/V$?AA/J?]DVUW^T)X0 M%WMB<#R\#^[-;,WK'C
(%YE&60*P/]B_\ 97^#NG_L_P#[M P&&C^"FCR:W+I/PM^$@;P;/;'B7B75KKCTO$$%R^@^-M'M-+B769NDNKW46NXY
MWN[R>226ZES M_"3X"W B6P:ZT7Q)JMA <^(O&&ML)] OK!SX\&5ZVPQKD_@ (;! M&~ & =q_)% %d*W -~u{?
'UN_LKA1\1/&MO)%I6F2RG M7O%$,UC%%%>?:GM;/28?L=\;6YUW4=5UG5-6OM;UG6M0O\ 5=9U M?4YG>^U?5=1G;4+
[4[R2437%Q=W=]/<2W,US<2R7$\C3$QERHYRBB@ HHHH M**** %)(!)) R23P .22>@J=('#YDC?RXV7S2,X"G) ++G'F
$(1G=@ ME=VTTVW?9/$V"<.!M#^7N!^4J7RNP,"59@RD DAE/S#^I'_@W7_X(87'_!2; MXGS?M&?M
V<]G^QO\&O%=OI^I:/)'J%I<_'OQM8"+4E\"Z1?3Q0VUWX1T@F% M/&6HV4SF8Q_\(XRP7%U(#!+I7AI(MK6VN-3;
$Q/A!\&?AS\!O 7@_X4?!KP#X4^&?PP\$:=%I'AKP5X2T:VT31- M&TZRC, G%;6-I\GVDQ_/=7CO)
<7MR\]S>2S2RJ4[#PIX5TGP7HNA>%?"FAZ1 MX9\(^&&]++M%T'PYHEA;:7I&A:/IMGP]1Q6]1Z*9M2*(NUF&WJ4*Z*[6)$N(X2
MBH=W74 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 13@F) M\!20 RELX5E8,KD $GRR X
&6*@#DU_9_P=L &O2OA3_P $;?B;X O;&;]N+ MOJ]I3XW? GX,Z]M'$T.G;IHGC.#J]H>]U#6C(X9;231/@'JVBQ)"6D:ZU&RB:
M]K=II(?Z=)L[>KQJ>2/E;1%8<G)4D ="2 <#)K^#C_(/?C1K]A\O.V / MV=] UNQ'AKQ=XQ^./QI\
<^'$CADU%_$/PWT/X=^!!AAKDK>:+FSTY .^+'Q? ML("'\'D;A=/,D-QDPNSM)Y*DM^[D4K$LUXLD:*(VBEO9B;9
MRY<);$,JY7 "BB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH ****
'+_$>,@9&3@@Y'*^I'IZ9K^KW_(,^ M?@&_Q/\ ^"I.N?%B^\&'7_#'[/OP"\;^(X_$ES#;S1>#?B%XTU#1/"/@Z]B6
M65)$U+5M#G\?VVGR01S(MO:ZC%<-%YL7G?RBPH78@$ [6/*[N.CG;@YVH6*_'/QG\+?"2._NA"
[+Q+9OI*S(L\B>)/'WB*+4+BV+#S(8K65@]F40_MXB63>"[.<*2" M0%W[SC;(J\%X@HP1ASCJ<6:** "BBB@ HHHH ****
"BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ J.7!C?/ M(VG.<],'=2DTOXC^,?
#\7P<^%US&EI)>1^-/B,DF@VNJ M)!=S1O=P>']FU/4KFXM!-+;[(IPV55U_P_;&YF:5WD,EP\LLTCRS%C<2-*
MVZ22X9MO>29R9"QDD8G.\DDU_97_,'D/[:NL_$[]K7X5_L4Z4JL<_@+]G/P M;8?$+Q%%&%Ac!:`'G#)9pvNMGG|OG+w
(U3PIX3BCTG^R[FX61!KDDLD(<-MQX_C)H **** "BBB@ H)X)// YZ* $N%X8!M MH.TLK(#@NI3<* /LG]@#]C?XB?MY?M?
0_98^'=E?OJ?Q\965AX@UJPCF MEB\(^!:!UOO''B^[O;>RU*VL8!=7!TZ35WTS3KEP;Y$;_:;_93_M&7_(6?
LW,BQQPPI%&/Y+/\ @SM_X)]Z/X#_&?_(A?\% O MB!X%L+;XC_&?Q!J!'P]^"?B/45OGUC1_@MX9%%M:>
(WTJ#4+.U_LZ+QGXSM)99 M 0M)+N/7]$T;2G\\OO"*/^V.@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@
HHHH @N59K>98SMD: O$W]V4@B)LCH5DVL#V(SVK)Z X. MV?CQJ?QA_P""QWQ1\#W%KI\&C_LR_"#X'-
WP_=:??/='6+75?""_-6]0OX MT+6UMJEEXI^.6K>&+Z%&+I%XG[:GOW\)-=>)_!OO: :K_:!\<>"=>N;F[N/[5\">M(?
BOXIU7P+):?VA';WT.G6O@NZ\,V>F6EQ:VKVEA;V]LEK;QVWD0@'Q;1110 M 4444 %%%% !1110 4444 %%%% !1110 4444
%%%%*!DX&.?4@#\R0!^)H 2 MBG,K(0&5E) 8!@02IY!&0,@CH>A[4V@ HHHH ***55+,%498+'.O%OAKP X.TV?
6/%GC37]%\)^&=(MF@CN=5\1>(=4M *T'3 M+>:ZE@MK>?4 8NK*RAGN+BW@BDG5IIXH][C_'2OV4O@GX8 9N 9O^

WP$\' M:9 $TR_O9-1O[2Q\-^'=/L/L]U>R/(;FZAN4G%Q*))@[$, M)"I7(!]#4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% 2 ,D@#U/ KD_''C#1O 7@ MKQ?XZU]KA="\%^%?
$/B[6FMH1)/I([77-;^Q?#L&HWUW!;;'%NY+NJX5 MP#_*^_;P_;;U;]LK]K_]HW]J#5HHK>?XU?%7Q'XPLK5;2.RGM?#S21Z?
X5@N M[< *L5U'X8L=)2[B@E:#[VMM3\9Z_8>';&YN8H TSVUO$?BI\+/%NL>
B)X$UJU\0>$/&/A^Y:SUOPYK5F6^S:IIET@+P7=OO8Q2(M RDDK@X'^Z+^S;\%?
#7[.7P)^#OP&\&Z5I>A^%_A#\./!W@'2=+T 94TV* M/P]H5I8W;P0W# (D4]_%=7:,SM*?M&9/F.*]VK_%GD_X+F?
\%>7R1_P42_:D MWB65PX^)FKQJT;A4$;0(/+!!3>G&$W-C!8U%_P /S/\ @K[__)$_P!J/_PY MFKT ?[3M%?
XL7_#\S_@K[_TD3_:C_P##F:O1_P /S/\ @K[__)$_P!J/_PY MFKT ?[3M%?XL7_#\S_@K[_TD3_:C_P##F:O1_P /S/\ @K[__
)$_P!J/_PY MFKT ?[3M%?XL7_#\S_@K[_TD3_:C_P##F:O1_P /S/\ @K[__)$_P!J/_PY MFKT ?[3M%?
XL7_#\S_@K[_TD3_:C_P##F:O1_P /S/\ @K[__)$_P!J/_PY MFKT ?[3M%?XL7_#\S_@K[_TD3_:C_P##F:O1_P /S/\ @K[__
)$_P!J/_PY MFKT ?[3M%?XL7_#\S_@K[_TD3_:C_P##F:O1_P /S/\ @K[__)$_P!J/_PY MFKT ?[3M%?
XL7_#\S_@K[_TD3_:C_P##F:O1_P /S/\ @K[__)$_P!J/_PY MFKT ?[3M%?XL7_#\S_@K[_TD3_:C_P##F:O1_P /S/\ @K[__
)$_P!J/_PY MFKT ?[3M%?XL7_#\S_@K[_TD3_:C_P##F:O1_P /S/\ @K[__)$_P!J/_PY MFKT ?[3;NJ ,QP"R(."?FD=8T&
">791GH,Y8@ D1I<122-&C%G7<& 1\(R+ M"S*[;=JN%N(B$8AR&; /ER;?\6I/^"Y?
_!7TN!_P\1_:EXZE:#4+"\L&DN(4O;>6TDEM;B6TN8XKA3#*]O=V[QW%K,L;N8[BVEB MN87 D@EBE5'7^<\?
\&I'_!%"54>7]FWXA%VBBC(E_;,^.;.D<2;(D<_\)V0& M2)(HVC4M%%L5(?D0$_T>T4 ?SA?\0H?_1+_P"C;/'O_B17QS_^;JC_
(A0 M_P#@B7_T;9X]_P#$BOCG_P#-U7]'M% '\X7_!"A_P#!$O\ Z L\>_\ B17Q MS_\ FZH_XA0_^")?
_1MGCW_Q(KXY_P#S=5_1[10!_%_Q"A_\$2_^C;/'O\ MXD5\<_\ YNJ/^(4/_@B7_P!&V>/?_$BOCG_\W5?T>T4 ?SA?\0H?
_!$O_HVS MQ[_XD5\<_P#YNJ/^(4/_((E_P#1MGCW M_P 2*^.?_P W5?T>T4 ?SA?\0H?_ M 1+_P"C;/'O_B17QS_^;JC_
(A0_P#@B7_T;9X]_P#$BOCG_P#-U7]'M% ' M\X7_!"A_P#!$O\ Z L\>_\ B17QS_\ FZH_XA0_^")?_1MGCW_Q(KXY_P#S
M=5_1[10!_%_Q"A_\$2_^C;/'O\ XD5\<_\ YNJ/^(4/_@B7_P!&V>/?_$BO MCG_\W5?T>T4 ?SA?\0H?_!$O_HVSQ[_XD5\
<_P#YNJ/^(4/_((E_P#1MGCW M_P 2*^.?_P W5?T>T4 ?S@/_,&HO_!$F-6=OV;/'H5023_PT3\=#@ $DX'C MHDX)P
3QT/2OQ9_X+Z?\$.?^"5W_!S_@F_\0?VC?2V>/@+K^@_%Z+QW\/! M/A'6?$/QQ^,OB"UTT>,=>6UU34+?
0=7\97&G:K=V>D1W Q%;7MO) C!9)@ O MER?WO7*;X]I *;E,@)*@Q@Y8<$9.!P,@'H37\%W_>V?M 2V7@G]BG]F"WM M
31O$&O>/_C?JFLQ7QMM+O+3PY;0>!['1;O2XF5;R5+S6Y 4M;B42QP+;JT6 MUY Y /\
/LGN%D21%DD(,BREI51I9Y2"KL\JA651G/C3^V?\&_&?C.70OC#IO@GX5: MSIGQ!^(\'PZTFYT&P\)VE[XE^QQ^#=;T.TUM[?
Q!W+(X: ? MZ6/^(4/_((E_P#1MGCW_P 2*^.?_P W5>Q_\&V7P4T[X) \$ZU/:0Q+'&HM;6*.WAM&PV8>0[;V)_=J@#^<+
M_B%%#_P"")?\ T;9X]_\ $BOCG_\ -U1_Q"A_\$2_^C;/'O\ XD5\<_\ YNJ_ MH]HH_G"_P"(4/\ X(E_]&V>/?\A Q(KXY_\ S=4?\0H?
_!$O_HVSQ[_XD5\< M_P#YNJ_H]HH_GN_\ !L%%%_P1T+\$_CWP\CBX>?\$[]_M_C]\9M1CL?
$OA#Q!IWB#0[V?3M2\;36%_P2M(-P[`&*$=%V"`$1:S $3F,G/@R.9$6WA;1UIMSIW2A_>+D4]PS$R1&QUGREWQAS>-DWN^"FFZ-]T(6AKZA6($F[]WG{L=P.^?/=JEH%
Y6)&M_E;E22%"$O]&#FBR@^$+C8E(-/FZ,*S1:VTNT]UXJX4(HU9&XQ;(0&J@)5+8\+2@3^XI_G\D8+6H1]T
@6&"9%1JUQ24I9O_^H1S!C/G?P/\(FGT6I8C'#5T)+8]/%;^!;%%\QJ"2DZKH.=@D^U2?JD*@%NJ3G(Q_
+1E+)>8UQ^-DBBY(*&FUR<O^0<<@NV.J%E=2:BTVKV2.B`!H8V$1;F>6?U:F'R+ML!DXDH)J/ZI@I*C)\06$_S
**** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH ****
"BBB@"*=UCAD=SA54LQSMP!SG((/X Y/09) K_/=_X/9OVB;G M4/%'[&7[+6G:AX;NM+TC1?&WQV\2V=O<0S>*
+UW4)X?!/AI=1MC-YUCIFI: M+-JUU81S0+<7+PS3J#':L4_T(Y@QB=5QN9=JY8KRW PY#<_*1@[L8-?Y!O_ M Y-)3X\
[U*\L#E1SDL.5 V@DDL !U) R,Y !^B'_!([X-ZE\>O^"HG[?P MKL_!\?CNRUG]K7X'ZOXQ*SM9BTU#X:>!O'VC>._BS-
J"WUS:P3Z9I7PS\,> M+=7U.U25KJ\T^PN;6P@N[Z:VM9O]MB)]\R'!R(Y5)0_NFE\W;<##?,3!)&@ M; !\X[<_M_RK?\
@T1_9[OOBS_P5Z\+?%%%;[4[#2?2V6/@9\:OC"\T.CS3Z+ MXBU+QAX>MOV<='\.76JF8=/N;VU^^?,?
B3Q5IZRLEU=#P)J$%O$X34C;__JN ML820%58+F9<#&TSF>64Y.2&D4* !D,Q. IR "Q1110 4444 %%%% !1110 M4444
%%%% !1110 4444 %%%% %>ZW>0^T@..5)4NH/^T@(W*1D$%;'04NX+BS\(>) =75/$?BJ
MPAA@9S:WMZ+K1[G4(9&!&RW8HF]#)_JKW)"QY9S&H92\@%QJ F8':.*"ZB3/RD4 ?F_1110 4444 %;'A[
M0=7\4Z_HGACP_92:GKWB/5M T#0] B:%)=0U?6;R#3=_L8GN)(H$DNKRYA@C M>:6*)'<_)(B L,E$9V"KC)R?F95' +'+,54<
]2,]!R0*_1W @D5^SY? M M\%+?V+_@[!<7VF0: P#'3P5KVHZI:Z7-7]GZ1X&U!/' [=7%ND;JEE 'X?6 MRFNYMEO +Q'DD
QD V7OV7/AU:?"/\ 9P^ ?PPL]&@\/+X"^#??PY*SZ ;O MQI%IMWHWA/2K34+51 TEN&344NC)Y]U4A>1IY2O =L%\I6
M5UP/GP,D,I^7E2?5L' JW0 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4 M444 %%% 9@BLQ(4$DL0H&/5CP![G@4 6O@KPAX ME\77 I&XCDNH/#>BWNLS6Z2,"J/ '9
&KL"%9@Q! K_"0^,_Q 'Q6^+OQ>^* M20R:>GQ ^)/COXAKITUQ]HFL!XT\4:GXB%E=2"&19[B! 4 HTB2C]_%)(S[2 MI/\
LS_\%DOB[XC^"'_!+?\;L^)?@O68]&\5^'?V=?'@T#59$66.UU/6K / M#\,:!@8I+F9 5ECB@8[BS*Q4)EA_BCR
&5VAO,"+LB.TH1ALEF &#OR67+$@ M<-R!0!7HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M****
"BBB@ HHHH *FMR5F1U;8R;I X?8T916<2QMYD698RN^) X,DJH@W%@ MIAJ6 D2H0RJ5)8.YPJ%06$AP&+;"-X0*
[.5"*CE@I /]$3_@R%^$/B33_A5_ MP4! :&U"&QE)\)_$#XD_ P"#7A2Z5IEU6#7_(3>&_B'X]\?13VI@6SL]*N[M'XW_
[N+,6EW<22WJWZ36UI#;VTU[_=?7\SG_!I5\$M%^$_ !&KX3^ = O M4GU']I'XQ?'OXW>(K'4 JII6I:7XXE_9\TV"Q0A6:PN/"?
P%\-:LDH!5[S6+ MV2/,$D35_3'0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1137 M<(,D$C('_9CSWPH)X'M]<=:
/DW]O/XR^'OV>_V+/VIOC1XIO[C2]#^'GP(^ M)>OW>H6D5[%M1L["6WCT^WNKUIAJ W:"+[/!)*KD.H&TLO^&3?7$]W M
)=75U)>W=S))=75U/+<7,]U2';?Q%\?=5\)? [2M,U>Z07FKZ3XHUF&X\: H M=JFZ>YO]%\ V%SJ$K1H5MH099"3B O\
(X=P5"K@+NW!>24(4C<1C#GYB!Q MD^#/[//CR[U^[GES0(R+B>VU M&)W9PRJ!LCE24F/^3.)49\
<+@\;@NX\87<>!SR2>,#MU'^A!_P9% !338_" M7[MKE XF^'?P5CL0BC3#I6F:7=>=>.)K^\+ON_MNIQ6K[3(HB$$9PF
M2T@!_>1"LP=<>Q"DA7[A#?.MR#DA3E93(BG=C8(N2;E%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 M4444 %%%% !1TZT55OKN*PLKR^G$Y@L[6>ZF%K:W]=&&WB>63[/96<-Q=WD
M^Q&\JUM+>>YN) L O#+*Z1L 6-Z?WE_[Z'^)YD?_/1^^E_QK\XT_X*G?ZLI MR1I 'X<_;DDADCAECD3 ()8?
\%.VCDBN$,D$B.O['FUHYXP7B=6*R("R$CF MG?\ #TW]E3_H6OVY?_%5_P#P4]_^@]H_1KS(_\ GHG_'TO^'F1_\ /1/^
M^E_QK\Y?^'IO[*G_$+7[B?\ ?2 XT>9'_P#_Q[Z&OSE_X>F_L LJ??\ 0M?M MR \ BJ__(*>_P#T'T'M']_94_Z%%K]N7_Q5?/5?\
_H//:/T:_\R/\^/_ M_P#Q5_Q BJ__X>F_L LJ??\ 0M?MR_\ BJ__ M (*>_P#T'T'M']
_94Y_P"*9_@EZ'I_2P2P_X*>@YQQ@@&C]CPXQZX 'XL_\ M!X%%^<@U[[]W^C;/'O\P&=X%ZTNS_'MP4MO+/#')_%5@@]-E_\$_?NWRM
O#>B3:8S0VTOHGB2ZTNS\,Z!!#VGQ4^ G@:]U4W M^EWFJ7HNM(@U"UM"LSPW4MO+/#')_'%_PZ*_X*8*?]]<=]?W2]([?VZ_!$CX_?
_#OZ M /A:BONG_AUY_P %,/\ I';~W3_XB1\?O_MC]_\W*[^@#X6HK$_O[!RY DG?_ [6ZI]>?:?7%^%^@
O\ YW]'_#KS @IA_P!([[O]][Y?_X^S]2;T?HB'*2_@VQ]WOMC%_2R_@YH_(E]K*@^W_V#GS_M__BD8!YLPQ7[^^HXI]H#/#R@6<[P6\!!=
^%J*^*Z^Z\.0\OX_7?G'YWNO(5_G]JO*Y5JL/[M^_P_TD4Y\7GJ9\OS_@LMX5$I5[M+_GAXJ1*J;5H41^9.BHS2@I-1!K(VK^F+FP)B\'XG[XAP
M_P .O\ @I?\ 2._/_ /R-\ E_V[3'[G/;P5)U!C\O7O#P1_T]9__X#ZQ3/H&B/XLWGHT7B5@RJ_7O\'0R1:G^8J5O0NI/VLS77_@2MH9%K+3\
;%B\NZ]\F4XC<2>5(A/X8P/^?_#/"_;H^\R2FG^)(R=YLWG3<9D^?__BQ15_ /[UP_I3N_N5W2G8]%?S[6*1+W#\R3_^<9I/79#SR-@+2_
W_'1_DAC6I<@V^Q8$PZ#E:N9G/'<\^J2`8$?W]/ZQ&5`CUT%G7`5C9\2!O&XL/@X@W5,.MXU5.&VIS,6^+VOSDZ.)<H6/QS<!>@<'O2/^!!
&OSB7_@J;^RNP1Y/#'[<2R;)#' _$L?*C_"G[*Y ,_&3_)+/1/R^\XU)/C4*8J?M<ZR/RR_F\P_L/<_6C74>)8_9_XQV
#T3 M_OI?\/,C_C_YZ)_~WTO^/R?T;C5E/M_!KJK&/C@_F^H1;/W_YZJM_S>?'+Z%XTO@!D;_>Z(T[L_O_1_N4HYR
/1/^^E_QH/_X&HX-N:T]?O_FLO/"YS"(&W4S^%;?C6;/)^NO1"G,PGW)A%BCDL1_X^_!C'OF1QKJ;KS5LMO^/M4JW0M

X*>__0>T ?HUYD?__#T3_OI?\:/,C_YZ)_WT MO^-?G+_P]-_94_Z%K]N7_P 57_\ !3W__.@]H_X>F_LJ?]"U^W+__.*K_P#@ MI[_]!
[0!^C7F1_\ /1/^^E_QH\R/_GHG_?2_XU^9'_P_]$_[Z7_&C MS(_^>B?]]+_C7YR_\/3?V5/^A:_;E_\ %5__4]_P#H/:/^'IO[*G_0M?
MR M_P#BJ_\ X*>__0>T ?HUYD?__#T3_OI?\:/,C_YZ)_WTO^-?G+_P]-_94_Z% MK]N7_P 57_\ !3W__.@]H_X>F_LJ?]"U^W+_
.*K_P#@I[_]![0!^C7F1_\ M/1/^^E_QH\R/_GHG_?2_XU^9'_P_]$_[Z7_&HIY$\LX97Y'RJREV[M[8_WB#S#CY,MC(Z'I7YU?\/3?
V5/^A:_;E_\57_\%/?_*#VD/\ P5_94./ M^*9_;E."&'_&K#_@IZ/F'0Y_X8\/3/H?I0!_)G_P>Y?&WR?#O[#W[XTB1CJ
M6L_$CXZ/X@:]5HHDTBSL? %MH4=F(0Q:4:W<<:B]PTJK$8FA F:7_9Z^'GP7\(^$O&N?\\,?M;^!K:K:V M\3:A>>:MJ_P
0881!^(WP5\'>*(WDOVT:.2XFT9;&X^R![!F0,1_.1_PZ_X_M*^*8/]*?VZ?\ Q$CX_?\ SOZ /A:BONG__(=>?
\%,/^D=_B)'Q^Q^_=_1__MPZ_X*8?2__!$CX_?_@HZ_#OZ /A:BONG_AUY_P %/__ !$CX_?_@IR[_&?2_XGS_?
VZ?_$2/C]__[#^@@#TD#)PXR%.%/+_)RK@J00 MV,8[Y[9K_74_X-=/@-)\"_\ @CS^SO?7PTN34OC9?>-OC=_O
MVZ]!B^$7P;\">#+O1Y_^"8'__4VU2;3]9T_0K1_$ I ?V?[(EU97SQ:] J0 M Y:75S;3D^;!<31.DK '[>^9'_ST3_OI?\:/,C_YZ)_WTO\
C7YR_P##TW]E M3_H6OVY?_%5__!3W_P"@]H_X>F_LJ?\ 0M?MR_\ BJ__(*>_P#T'M 'Z->9'_ST3_OI?\:/,C_YZ)_WTO\
C7YR_P##TW]E3_H6OVY?_%5__!3W_P"@]H_X M>F_LJ?\ 0M?MR_\ BJ__(*>_P#T'M 'Z->9'_ST3_OI?\:/,C_YZ)_WTO\
MC7YR_P##TW]E3_H6OVY?_%5__!3W_P"@]H_X>F_LJ?\ 0M?MR_\ BJ__(*> M_P#T'M 'Z->9'_ST3_OI?\:/,C_YZ)_WTO\
C7YR_P##TW]E3_H6OVY?_%5_ M_!3W_P"@]H_X>F_LJ?\ 0M?MR_\ BJ__(*>_P#T'M 'Z->9'_ST3_OI?\:/ M,C_YZ)_WTO\
C7YR_P##TW]E3_H6OVY?_%5__!3W_P"@]H_X>F_LJ?\ 0M?M MR_\ BJ__(*>_P#T'M 'Z-
>8AZ,&/HIW'\ER<>_2E#JQP.YQG[K =NY '?IG M/Y&OSB;_(*F?LIE2Q\?MRE4&\]B?^"67_!3^(,A=[,Q[['G RP7G RP&
E\=6WAS6VU2.RL?B5*_BE\%/&L#:-K6H:!>MJ_P MU^-/@SX?_$G0$.I:5>I82Z_X4TV+5K-(M5TI[W2[NTOIP#U.BBB@
HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ J*>/SH98LX\Q&7.V-NH MQ]V6.6(_1XW7U1AQ4M%
&4L%P71S$(I/.$CE',N)"CB5WN'=#<1&%A:VX>T2 M2 @87RPK)=VS_P!YO^^XO_D>K%% %?;/_>;__+[B_P#D>C;/_>;__+
[B_P#D M>K%% %?;/_>;_ON+_P"1Z L_]YO^^XO_)'JQ10!7VS__YO^^XO_D>C;/\ MWF_[[B_^1ZL44 5]L_\
>;_ON+_Y'HVS_P!YO^^XO_D>K%% %?;/_>;__+[B M_P#D>C;/_>;__+[B_P#D>K%% %?;/_>;_ON+_P"1Z L_]YO^^XO_
)'JQ10! M7VS__YO^^XO_D>C;/\ WF_[[B_^1ZL44 5]L_\ >;_ON+_Y'HVS_P!YO^^X MO_D>K%% %?;/_>;__+[B_P#D>C;/_>;_
_+[B_P#D>K%% %?;/_>;_ON+_P"1 MZ L_]YO^^XO_)'JQ10!7VS__YO^^XO_D>C;/\ WF_[[B_^1ZL44 5]L_\
M>;_ON+_Y'HVS_P!YO^^XO_D>K%% %?;/_>;__+[B_P#D>C;/_>;__+[B_P#D M>K%% %?;/_>;_ON+_P"1Z L_]YO^^XO_
)'JQ10!7VS__YO^^XO_D>C;/\ WF_[[B_^1ZL44 5]L_\ M>;_ON+_Y'HVS_P!YO^^XO_D>K%% %?;/_>;__+[B M_P#D>C;/_>;_
_+[B_P#D>K%% %?;/_>;_ON+_P"1Z L_]YO^^XO_)'JQ10! M7VS__YO^^XO_D>C;/\ WF_[[B_^1ZL44 5]L_\ >;_ON+_Y'HVS_P!YO^^X MO_D>K%% %?;/_>;__+[B_P#D>C;/_>;_
_+[B_P#D>K%% %?;/_>;_ON+_P"1 MZ L_]YO^^XO_)'JQ10!7VS__YO^^XO_D>C;/\ WF_[[B_^1ZL44 5]L_\
M>;_ON+_Y'HVS_P!YO^^XO_D>K%% %?;/_>;__+[B_P#D>C;/_>;__+[B_P#D M>K%%
%*:*62,J68'@HP%O*T<@(,&-6$2@#)>0J@R 6!9R*1XI7)PD4D;R1NLKG MY8]LD3H2Y4;PJ@DN@8 LT57-U
I(>3RR%E/A_*.&!*RX!\E@.5F.1B)L2$G 4GBI6D1 "[!003EN !DEB>% '4 MM@#H>: 'T5#]HBRPW,
@4EVCD6/#C*D2L@C8$=U<@')!(%)]I@\PQ&0+(H+ M%'#1G;O\O< X7A. W\)- M/H **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ J*?/E/B0PG M
->*44IR,D,\H# MLKYEU+_@XY_9W^'.K>#Y/VGOV#O^"L?[%7PW\4>);'PC/\??VMOV)[KX8?!; MPQJVJ+*=.3Q
XFT[XE^*]=@BN9$$031O#'B"\B#F\FM(K""[N[?P_P#;5^,__MP:_9_P#^#BW]@CXD?'KXQ?##X)^_+?\ 87_:_T_4/'OQ<\=>'?
ACX2MM8UB9 M;33;+4/$WC+7 "TBTN]5N"(M+TJYN[5Y)XVCLXWNV_=^Q_\ !6/_(*S?\$L MYO\ @GW^TQX#C_:@_9C
&MO%7Q<^&7B/X5^ OV?/@E^T!X8^+/C'XC^-%E MH=/\):2EC\&I_&VO:*L&L&RU,>(.;TBUTB.
[L8=+NM:CDU&$2@']!>A>)O#__M (LT?1/$/AO6++7 #U[2=.\1:'J^E2_;M+UC0M6LX 0TK5M.O8%>WO /U.QN
M8+K3[N!WANXI5:W>3DC:>6 D9%7^(?P3^&LWBSP99>.M*OM8\'W&J1^(M%TQ(M:L M (UK2+O4([F'4+@6EM!JVG723?
9S<,J JX!E_P#!2O\ ;ID_X)^? 7P;\:Q\ M+%^+ \6?M#?!?X$$3>&HOB1>_#TZ7%\7O$K^&F\B8P\>+Y[Y_$V">+1[G
M1[.2[99&DF? V$WT@2YD.)A:@ M'Y?YD?2\ @X(\?>.?%?\ P2#>&BG8>']\4 !B!P!\4>F1^ N@WP4@'K\+['+DH 4'?:GNS@P-P
M()^@BI.%U'0@ %44+Z@3;-66B2X6OGBK@Y7$UP-ES=ZT]GZD#@'/O9N '!!&.E
_?P!@%-)@ <9)EW N _P^^2IH#MGC\9I@W$D@O@9N*+GL M[,Z/>IBA9:3W9C]
M(<>)V-NBMY<P2?W\^ (>C\B=@?>FN'N<:7Y%?<4M_7:\.4K%\7'QL-VC-Q< MH5<Y?MMC(M\I\V,Y_+2@?MN@@G%>N%!A'2=K5<!X
VOB6T\/VNI:YJUV?"VCZKKMTFE17]-K_N!$$$4MRV M[^T=9_\ !P_XFWEF>V&:[_K7ZP)A8\'[>:J=
(7=4H(#V:2EY@+0 M%-V@\W5'C^!2]%QVR@29_0Y+#ZWL]9-9P_>)+*ZJ8%E9?7[KW KKY*G.6G; PI@>?QB?8WE(K@2U^)F8*
#TQ=!)?5#(ZC#KDPA\5*_9H9MEK;UHXX[W1 K8BTWN?N75!1RJ*E@OF*"U R7D M6>'L];>4!]!Q,.1+T^M5RD 6"RY](.R PQ$
)X9?]B!*)#3N(V?%0'%Y,&/R3"^ M1ME2V_S>H=6GV@\M3Y1AQ/%:9?_FK+\X::%D$BMQMJ=O)Y9AJ(_-/6>B[FXK8. B-X
B[1!)N5UDF;*5CCSE2^FF&V]6C/L+&Q=,I$_GDZ&8B]B+R(?C.M\W2B]3O/<ITFTY*^\UF=?!<+1ZBU=OD:X,Z[$W
D!2[L75I-Q?[A$<[#B7&TC1KT]4YCIO5<W8PG #GYS2&H&&T\96RB16PVSU@ M=,D2&=;MJJTY[8*#MS_>8U<JXH7.C6&H/AOE
[1%EM>#0HH+(B(UT&Z;<Z(]*?)X^8YW1<O?(-8WDY*-!8R]7M"CQXQH\Z"M&3&2PW$Q<
H7X,_?.4E?4G*0XPNB1_A&G*>T"0TP#YN?&<"*]>6WUEHA]NE:"+9V3PO/J M#NOLLEE#N;;^W^=9)SO0<7:68>)C/XW,&YS!)
M*2+V,R)>ORO.KF6T%.-=%*-O>/E"_Q4:H#8^A!M,_E)A1SMLAUJS9UB"!LCTZ)D=WH
M>%2C%9/H;E2?_XE/EN9,.4OP"'Q0>A?]V M$]B;N=PV"S_P/\+P2G3;3VSH1B&.R^\O?(6!NL9/?OOO!OO
M/OX(JQW'BHL/ I]3'IFMSQ-)YW_D1:EBVB BHHP@=3/8#TD!8U>F?K?@0 M7! 4SR
#9N_&H#=[B9P0 @?FA)J5_>+&_9\$PJ&!-M)*BIV7Q:0[R/F@A;O8X&I4PSP
)?YB'2WG!U/X)@T!_!=BP_LFKW6=:*CDKZ=F5]8Q%ISYV)^^E>!IB+V2L_SZ MN6EQ)W-D0AN^>6;3Y[LAK!C M-^=9!*)I?W=-%@MMO9D$?^X%BXLG+G_I4Z*C^LRBE
\<*"+JI/?Y;Y4<:JV^OB0W0V9OWH^9NG\JGZP, MWG5P9EI:M17^M!9<;?7:(99P6+
?SZ$Q7E0/@R>:BA3<)E=6AH3/!O&_*8M\P"&>KS>L:Q(W*%3$:E$=>FY9(>
MI(-(?4)2WP3UFL*8;2=)%R6@&Z!FS!N$:*HE7SE60*-\ML<P0A:G=%(%^*UO
X\@BBS"O(R:F6\ZR5\-B2^O8KUGQ:SX%@>]1+?UAAI!M(N@6R'&GBUR'J0[1&
@=3>%?UE*-/XGUB\$*6%?GA.)7\?)RNU^X@)9G=A65O<'L>*8R5(4CQBN%-O
ZU]ZQ^)C#B\;I?EGQ>O*T,;&YHH8T)#)#O@5O#;X_QV@'(UXN"=!=KJZ:[I(0
[+@[!]2&,'>M^&/S4T&-S=Y(9>2%/3+I%Q.4RM1M]8W$J92/8.NT-Q_BW9
MNVD]%^'73!(G]8H=:I ^\9;J3!8>GWN2TY+28U#N%4Q6XYXIVXO(JV]5IZ@
SSM44-.1XF3!H+2*/XOV?*9_R,`QSJ;UO@MZ</QO$PG<^;!U
[Y,W+T!5!E&5!H&/M4+:(#KI-,JH:Y"HF*4:?IAK3:N2FOO.@PB7%5V4J#</EO4/OV:XP
=SWP[[G+&6PK$_R/OP=5*_GA36\$Q=4U?U5GA;H
&?,8$EF6A,$Y,&2X.M:BB%W9BZJ[%X?9J\6_B,&BY%QO!ZKA)9V\=TF1;[3+4*O\5SR?*2O(#*%_.1MN$K2V%Y2BJ4,Y*(]Y
[L@&+K>0C@T\=2FB?5I2U9S/DZ;?!$G2*MJ0T>SE!I>DIQ%"6GIDB>?H*H$P
_0^@]YW\$Q?Z%5Z7A7X3#KOS=X_WGN$I.C:N0@&\WH'M<G05M=\@<<LVZF&D\
(K?VF\=IV\UDM:#SS6FQU\&>#Q<UQ@&?%7.%&DJ^0^'ZN7^^(QZM5/>8NAQSY=6\WG+[B\^FOSQV/@T@F*3\^S
PSSWWDB%\?+OMR\1,H<^9=<W^3*%JB!<%1/DO\3Z6BM%H9M<[X]@%^/Z3<`G\9%8A6@
&\PLVJ?C>M<LR*?8@(GYL4?P>2[J=\LP4QWY
X(7,-%94UN&T5%M>Z]-F?<,X3<H)*FKD^;VQ<=_3*/`6]Q3`_S4>_Z>]U=>AP?G
FU\'F<0+%%X4&;HZ8(F8\2#@G^G5S*,G%<!1!=C2R<?N_.R*%UN-GXC<YZ<,M(@A@
3Y*[(2T0;VFKA7J*8'?]1_Z`7-&OO'GRFD3@/IB1_VTV5C=<-<O(5GT,J+JR?6BC
+S<,FPXC;>=&T97%6&-J^?NBY>/$&RAW_>3P3SEW5&>N&D3Y)L[Z=J@!&U@%<?:VL
(MAA=V9K<K'>!*VS<7MAH#"M1SBQ$U[<*'=`B>DGQ>W78^MIJGK>>%BK3;R`@
J>A'%`UV(LDXVH?]<GB`[TG=*#0>F3J^E7<E3-Z;Y<Q\]SUF<L)>U;NU_`X\Y`
A-)O1H/<W07LN=NX,%1!I+/:@&-<:A_AWS<CG8\[6WT^`(?1I9[MV0<@9O$_NY,8]

Q/H47AOQ/X0MHO%%K]G/[JO] MMS]E3_@H/\!O^"=O[*OV,?VS/ OP:*? [XB:S\ M>?@1<1>._BS\#_C'*OAM\2/%7P_T'2OA_\
"8Q:_H'C&R\)^#%U6:;0-#35 M_$'B6;Q:OAT _H266-SM1U8_,< @G"%0QX]"R_7((R#FF72));S1RHDL3QLD
MT+Q>>LT+#$T)BR/,.T1>)5.X%G&4D&4;\UOA3^VC^T!XV_X*4?'?]A[7_P!A MCXR^_V>_@[\'M$^)G@K]O/Q%>>.S\
(/C7XIU;1/@KJ5]\-/"=MK/P@L/"B^ M(]*OOBUXLTN\M]-^-WBS4+>;X1>(U;1;>2/5;30OTBU-7>PNE2!+IFB(^RR_
MZFY7(W6]QBWNV^S3KNBN3':70Q6MS+L@D /RM_;^_P""L_[-?_!/?QO\
M'_A%XY*_&O]I[#]I/XYRW_PF_94-9.^'.F_&G]HSQ+X;LK#59K_.)D_@I_M$7AE-"\"1:EHFJ>&-
(>2^BU[O5J6E>)KCP=HGBS3_!'Q$N_!OSO\#O\ @NOX M=^*'QX^"?P"^)?\ P33_."MG[+.O_M!>.[GX:_#++QG\??
V.]7\._#34/%T/ MA7Q'XN>QU;7+;7]7\26*V^B^&=5U+5-4T[POJOA[P=H5EJOCGXC:KX0^&WAG MQ=XRT"\2/V7_/@HA\:)?
^"P?_!;[XH?#S]C/XF?MR?ME:7\6_"[%O[,W@# MPCJEY_A?\ !G]F;]F_Q5\:?"_Q1U3XC_M-?$C4=9^%W[-GP^^(6I_"3PK\
M1;_3+BZLX?BQ^T);S67A3PSX>G\4:EJ/AC]3;O\ X+&?M_LZ>__@[_P4R_MX)&7W['?[,OQ4^*7AGX0^*OVJ-#_&U?
@G^T'X#^"NH^-6N/"GA'Q/\ %KPE MX0TV2Q\(?#=O&6L:'IGC3QWXI\>^ M+T?1[N]N;:Z\5Z]::9X,\0 ']'TC%U
MG@(%PX/DR*%&Z:!H5F,##S((!>2QL457DB\I95NFC6W;#?EY^WA_P5L_97_X M)V?&_P#9!^"?[3DGCG06_:_U_P
0^'_!WQ1L;+P./A/.G\,:WX'\.ZAK?QB M\1>)?$_A_5/"7A2];XAZ7B6EE>7>LR:1I,%WJ47Z@6JB.XD0N
MKN#'&?,*_"NN66E^*O!GB.Q1=6\+^+=%T7Q'HL]MJVEV5S$?U"".Z1=YB22Z82S
MF,7$YM_M2&.$!;N6.7R+60!6D@:&26%0SVL,\L+"OCC]BG]N/X1_MPZ7^T1K M?P@\?$3PY8_LU?M7?&'I]D+XC#X@Z-
X4T2?5_BI\%[/PM>>*_$WA2#PMXF\5 M#5O ^LQ^+=.71M8UB?0?$MQ/:SI?>$M*A!DF_+/()&_M=_$CX'_%QQ;_P1 M?
_X*!_$6TUW]K?\ 9GTRUD_8X^,FN>&KKP19?MV?L76_AR2X^'OQ \$W=W>W MVB>./BC_#&C:KH/Q'M-
'U/5/$2Z/X=UY[W7/B3XM^&/[1'C^UYO_@WX\0: M%X:^#W_!87Q-
K^JZ=IF@Z%_P6V_X*$>)]3U>^NX(M+T[1M"\/_!74[_5[^_\ MNZAL-L;>W-U=ZDZ;.U7[8CKB*0@']
(J7MK)YFR9'$0/_%/@V0?M>?$O7]5UW5_@ZVM>)_5YH%P?V;?5]5 MTKP[K.O75A8O=Z#X4UOQ#]&_LG_\%(_VL_VO?
V+OV[O"FC_#OX=^%/\ @KC^ MP+J7Q9^&OQ*^!^C>$-5D^$/B#XPZ OC/4-@7JO@%/'/%;4-3^%GQOT?PG?> M#=A6>
(/BM87\U_I'B3Q-V$'A?5?"-UJ0!_05]HBW!=S EG7F.0#(H)$F*R(?(=%FYQLR"! M^2'[$?\ P4[^%/[1W_!*[P__%'?&OC#0M"T?
PE^S_K7C3]I$:/INIW6F_# M[X@_!OPMJ4WQJT8^#=!U;QGJ]I9IKN@:UXB\,>&K6WU#QO>_#S7/!=XEC-+K M&ESS?
#T'_!7;]HW]FG_@B+X)_P""D?[<AOX1S_M&_'VUT[4/@'\$/_^D7WP M\\,ZM?\ QCU.2V^_ARZI??%/QWJ.KV5QX$@E^-OC36
+U?0=:T_X6WDFD1Z M(GB PEJE_P"*@#^DU[RVC=(Y)5221'D2)PRRF*,QB68QE0ZP1 $DT[*L43R
MQI(ZNZ@H;VU5&D,N$1MLAV2'RL3/;EY0$W11"6.0-(%A5(Y)2XB1G'\Q?Q< M\1_\%D?V'V'/@9\5?VVVZOB##_P
%&/V+OVJM.^'O@B\^*WQ?_833]E+PA\/A-X= M\+:/#;^)/BSH/[O1\[1'@WXD:=\:O&/B3P'H6E^*/#7.*/7@R]8XQ4:+JD/C3[,&\:
M;!9:T52U]U_X*+ \%6/C7\(OV-?^"?"[4Q]#[#[/PW\#_%%/6 VXOCI^SIX/\,?"L.M;XPZ@ND7WVDPE=/.^\L^) /\#Q^)K3QA'X<\|&>
C?PZ9X6U'Q%JE_J7AGP]J M4&NZK<0ZI! L=R ?T K=0NJL#("X&U'AFCE/7CR9(UE#_*692FY4*R,C*Q@
MFO;5@\2W$2RK(8LMSY,ZJK[&#%!YR(RSF NDAMSYP'E$.?Y+_P!L[]I7_@OG M P $NO!?A'_@H!^T1\7OV,?
VI_@5J7B3PCX._:(_8=^X?&7PVU#X->%%/@QJ/CC MQ7X>\(^$;:KX"?'K6]/\ $WQ<\>76K:BXA\0>)_BK?:YI A+6_$<_V3X7>./#
ML5MK'AP_;P^ O_!?#_@GG\$D P""EOQ$_:D D\^\(*_8=^&7PVU#X->%%/@QJ/CC MQ7X>\(^$;:KX"?'K6]/\ $WQ<\>76K:BXA\0>)_BK?:YI_A+6_$<_V3X7>./#
PAJ0!^O'_!6_\ X*8-P $M_@?\/C:WP7E^.0^(7Q MI\&_!N/PX/B>OPR.B2>+5O9F\2_;I/A_\0;2_CTHV"I]B.D"2>6=(QJ5B/,D
M/ZI1A5O%/,5V,#L2,B)UFF99%2*61(IX5@6TC(C:4[D++7\C/_!T=\1_M.^*G_!+S]C/XM_#A_P"T $^)?
[3W[./Q%^'K:Y'>6AN=+\:>#M2\4>$QJK[H M]4TQ)[&]L9-52:SO]26:XE.%ECW#W?\ :VMO^#AS]EKX<>_V]L#]C'XO
MV'PJT?Q?\1/B]_P3K_LUZG:?";1/AIH5KJUW=:+\:VCH-)]3I3XJ]>.QI MAINL+'XI'PDLI_$<^K3QK&]9 /Z?&N[5/ WW$,?
D*'G\R18_)0ABK MS;ROE*RH[(S[0ZH[*2JL0QK^S1RC7$8<()"N22$8%E)P#C$7OK M?6_"<>LPS6GRS\>?
B9_P6&_X]K?!GQ9^VO\ &/\ X*_LL_M\^&?!DWA'Q+\ M>?V E_9<^&?P+TOX:_#[[4/$$&C7OQ5J:]GCXW^$/B?X?
^)7C'4/AM87_QIW@Z M;XI^"_$VI>+__U;)K__X'NO%,MM82@']1C7MLCM&9"TBQF7RHXY)9'C5++=
MH8XT=YQ&Y"2^2LAB9E$@4LN52]M),^7<0R8;8"CJX9_GS&A4D/(#&X,:%G!4 M@J#@@5^"O_43_S'V+2+1F$_N+ZTJJAA1]
BM^R_\.1+^,/AW]M7X[^!!O!S^#++GPC MK>J^/??$7$7@Q'Q_\,IQEEO+K2!!H5]ZAJ(0%TJPDO((M*BN5 M$R
<_P"PC'_P4T#PK$-IkU@I;=?L:2oi...

MA^UFC61+S[+<6LMU]G?\%)->T_P"'FAS?#3P_I\6K^.M:T72=1L_!6C75W)]D_M?79+*)E^T-M9M--"5'] ,UHTP3S+9"
(4:*W"&+0?$#2$TS3]3T*.YT'5--AU;PU=WFIV'[8R6]R_E,"(M760[F226=@"&*D3--;%X48Y:WFMYT9B J
8E2%K&=T&6E\P(BJ#>7JQA8Y"Z MI))]JGD9BS,TLL4<4MU$$M9ID@4QD _B=T;Q!_P2Z_9D_P""BO[?VF_\%L/V M9-?
UW]I3]H7]I#6M<_9D^,?[2GP"\=?MH_"7XW_L_->)KN+1_@SX4_9D\.^ O MAM\4(/"FI^&+&+26UT+4/#-OX>?7+>XN-
)T*S\6:)>:=%\,?!7TA_P0E\">#O" M7_!57_@K=K?PT_8F^(^['"'P;\8?#;]D_Q3_@K\1_"=UX%O[-'0-3C\<:K/X
MEO/!K"ZL_A5>^+FN$\6O\((KRVF^'R:@/#VH:5I5QIT]AIW];T5M<1(0C29W
M/(S9AA=YF+&>988<6[FY/[Q%G;:LLC.X3;M+#;W\GEF1DBV$LB0+%*49"]N[CPI/:Q^,=,O?#L'T/^WO\(OC!X]_X."O^"+'
MQN\)?!;XO:M\)?!GPR^*R^//B'8_#'QK<^"OA]>ZOX/^+CZ/HWQ"\66.AW?A M/P9J\DNJV4)TK6M6L]2AEOHE-
N%GM6D_IJCTZ9!=(@DA2>:2/-\LTGG+ M*_EVR"*U$X97DN(-TDTCM>/9PZ@?/"+I\\4D*K'YEL/ED0S(A\LN[)"T:HBO
M:VOFO';6K-,LL4LDMQ(9[>!)0#^9C]JOQ1X_P""57_!73XF_P#!2'Q]\OB M[XJ_X)V_M<_LV?#;X;_M5?%'X>^"8?
B39_L[_&+X-/-X6^'/B?Q?X;T!M5^(M]E\,8/"FE_\ $R\6CPK__&)<>(?'=A8)?76IV\6D7'$:%\>;O_@M)_P56_8
M^//[)/PR^(NJ_P#!/[_@GM'\-T$GER,H!^!/[)GPQ^)WAW_@X%_X* MT_%S7/AKX^T;X2_$+X_L5Z5X#^)VM>"_$6D?#
[QQ]_A[X5:'9ZUHW@GQI]> MG6OAOQ=?:5=07-IK$'AS4=3?2[VUNM/U-6UY;7$,?BW[=/P9^,/BK_@Y(_X(
M_%_PQ\)_B7XC^$GP]^"'QYL?'WQ/T'P%XHUGX>>!+_4?_Q_L;"P\8^.=,T
MJZ\+^&KJ\O=8TBRLK36=5LI9[G4K"&!'DOK=9/Z7TAO$=8]B/$LGF%FD:%52
M269ECC&Z[,K6Z&,&,P6<+.D;12*@\F*:&V>)P-S%/,VX QC+0HDJS+%<*DL MTT^^X,A@,7S-E?-/G,
6YFV1L^UV"88B,,SX5@6*HAWO@ DH@=W *K'*Q$;? MQS_LR?M3_";_(-\/VC?VZ_V5?VZOACX_P#A#^S%^T]^UW\2?
VOOV,?VK_!O MA?X@_&WX)^-O#OQ-T?PKIEM\"]1M]"\.:SXWT?XJ_#K3/#FDPZM!/'K^HZMJ M"Z_-
JEQIWA6#P!XV^)W]BUQ$)HBA_OQ./EB;YHI4E7(FBF0#<@RWEF1!EX2D MRHZX_P!GU.(*T2H7>3SY-
]P,A1*H^SMY4=OY\T5O':K%<7#7+7,=M)8RRV2W M)U%0#^3[]@^R^/?Q?_X.1?VGOVX?$_[)O[1'P%_9D^,O_!/"#PS\%?
B!\8/A M;K/@=?&.G:/X_P#V-?' Y\./&_B7PC\+O&T AGXMQ_# MRTT+5]<\$:/Y\<:ˌ'?P=A_X)I?LG_MR?
\%)]_X+F_LSZMJ7[4/[3W[=7Q$\ M5?LG?%;]H[]D[XI?M;_#WX___+ GBZ/3(/@]X5_9>N_!/@3XT:%+J_@ ^(8M
M/\2Z/HWAOPKK^A6'C+X3?#:Y6W\5^ 2\!?#3^XR.RE12Y#/++Y9E!D*IN]B M2210)#.9MD2^7+$,C^5"XCA!&)9%MUW/
M"JR,[P/']BMC*_F7C3+,8RP!_)M_P;U>#/#O@_\ X*!_\%Q=;\%?Q-\%Q" MA=XJU??\ 89\;_#/]G?XC:*B^B:_X%\'++^O ?Q[\
<6^H:OHY632_AK>>-4\06? MQ,UWX'Z7>W$'P'NO%5O\&[2.UL/AY;0#@/V._P!NOX5?\$DOVW/^"LG[[: MW@KX]>#?
BW^U;_P4D^('5W[GACX>?_P_"(/Q@O_P!JOX;__+2?B:B7 M$+?X?>$_%6E6^)_$D2Z7I6FZ_:7VK:7Y?B+6=4%%%:<[?
$;PAXI\:7_8&EIJ M *AY%=!>RW">9,]S+#'+>7 R_P"]9;5754EM[:QMEAB.GPP2&2]U& C93L@L
M+J)98D06\1=&'=Y\S273B.*!8X#'/ASX.\<:WX E\+^)_B'X.^ GB7X7^!H .UKQEX9T
MO7(M1^)OC%M%U"Y;5_#G@[2+GZR X)Y?$'_@EU\??VVIOAIXP_P"";;;;'!*CPG M#\(O"_@/XI^*9O\@I?X?_9(_LX?
#3P'XTO)8=-T_X9_#37__'_,/??AW\1 M/BSXJUF&Y\>>&_B7X)CLT^%%=FVF>%=/E\4_#[Q/XMU+PA_1Q!97%LUN(8HX
MHXVC23R2R V-K;VL$$<'VK[+%%%HD?$$#!-)%!_@=\%_A+8_%+P7^W#K&J]^+ P#A5OOK\2^A_74M0^ M'&@:=
<_!S0_!T^MZ++\<==TN[GL?C+XQUD3_GU2[U/0[>[N[S^Q_TPO0AM MI3(RK$@62;>$*&")UDG2O20W"F XD=)
(BY1F$;PR;9DK6L-U%(B2!S$@=0[M7$MP6$4EQMFEE>>(-->1W$$AA73UCM9;>ZB-Q/&-/D%VXC\Z(QX4J[1AU>-) M$>
(2(98W23*%)8P\'!958LBLZJ" ?R>?&.U^)?_0>_P""C7[77[='@[]E M+XK__+2__!.+_@H3H/ASXJ M<>(OV?O##M[\0/C?
^R5^T)\%-&^)_C'7OB)JG MAO4?%$6A7?P.^(!K#X8>%?A]\7__M_"W]K/_E'__<)^+'_'_@FQ_P $Z/@=\/B3^R;\2OC'\,H/VW_
/@H3XQ\ M!:Q\+/@W\,O@Q_'_P:^*^MZ\ 1XOU&&XUKXZZCJ.G:>EAX<^)?AG1O$NG MZ#HUQ:Z+\-/&WA[QYJOQ?
^'O]@CQ7JMYL48:57WRJ[!FN%RTZ6\%W'/:E;> MO-
!$EY9R#S)02JQ>9,98+>ZCFS*ZRPJSB)7=I#$N)66=&E$EPMR_G&VF62ZN M8G@B6: V.^6SD-%"2122W$L1"JK.S1/->2-
''+-((5C,0FZ2"=(X(Y':0M:* M/*M[8S_@[^V_*OB9XP_X+F?\$+_ (E>%_AQX]\3_#/X6^#_/@I"OQ1^(GA
MWPCXCUCP)\.5\6_LU1^%_#(\<^,]*T^X\/>$6\1^([JV\/Z#_;FJ:>^JZW=6 MNF:?Y]]!*P B3;.5W!B(_DR^T&M
M%#+')#^[=4C A9C,TI>&$726[N?/A525*O*#;W#/)<1 Y N9H@#\EO\ @K!
MP3U\ ME?"SP)\7/V/'^L?!C]OC]C3Q)J_QQ 8K^+FBR:9=V]J]E\01*+>)O M@[XVM],-OK*+-2]^G>'+K7?#_(D\'6?
C'P)X_P#S M1 X \?@/\:BQ:/BQ P3M X*.^\/VYOV>?B\" %?[9O= '[_C#X@?#?X*?]D DN>C[U*7I+?R@EQ-GHO+\5?
#XUM/"=SJ^L>)O#7A:4$U/6]0TZ^T36_6LX[CC.BR!DD&PLH#%5Q02T;)(%8 M92V#LPD,")/LBB>>=WN+@0QO)"\$%Z9S>!&@"R0S*]Ĭ)%/+ &A+'/=3W=J M#^07 @G5 P %%?
/_!$[]D P1 P2^ X*0_X[X[#?]IGC]GCQ <4?"GP!LOA5
M\)/B'\=_!G !0WP\0OB/XN^*OA74 V0 &>A^&K/PQJVN:OJOO,T3P)=>%?' M&J>$4T?5M1\
Z/XNU'PUXIO/%_@7X6 H+ P0[9V_ :5T-OVYO^"@G[7 _(%U M P""WQ /YT6XRU67[(B6^TF37 (&__KP!I?BS2O@1X/
'EK8?#[P M#K,'Q)A\,^*M=TGQ78;MICZW<>&O#/@OQ)K_(<\)?$O5?'OARP ?FWLI;9G M N%A$A!=
\QMBX"JTD=J+E;>U,CR75Q-':00&ZD>&>>43I(DBQ6MU&-@=C$O
MF"%6^S@6R2EC%'%';I;6TL=H(XE6&XMFD17+)J%PP: @#^$K]K3]F#]LOPA\ M7_V\/^"-'PR_9H_:/U;]E'_@I+_P4E_9F-
<\(_M:^&?@W+XV^%OP:^$OQV\ M0:3XS_:SUGQKXI[\ 0Z/X7T.T\?SX9>$O"G@KX9^*M/\ 9?##POXYO_$&KM M7,>H^%
[OQ7^ZW_!<[[_@FSXB;;!;X\>!OA3^S+X%ZEXO\ V/\ XB_"WXT? M GX#WEAX?M/7O@"T?
X2:)J_@&X^"#:3XHT^J/S6&H_"S7O$]CX4TBY.EZ;J M/B2R\):3?+3:G8:%51&8(Y+I8;2WB)A"!KK?*Q; M[.D;[R ?QEV/[9'
:_$+26^&/[.W_19T'XN?M_ :MIZ/I7 3QUA MX)O^%? /QJT+QUI\\&BPZ3\7/&^N_##6/A9*? FDW4 GKWQ"^)4'BW7$\$>
M#DU7Q+KNAW&HC5O#UQ][_P#!3?^C4V?!]P_ /_S8S8Z^!]M/HP_Q@_ (%Q4_%3U7H#P
M;\0/B)^SC\!O!R^/_#G[/;:F/&GH#DC&F#C&:Hp"K\ZVK4IK^F4HJ6(%N M5L@QH@JB^G MAVBO7O) ;^%NH4 :SJWP*WKZ
[$E]_1VD&HJ40L1RLCNK1O'OC*^;YC1/8_;MO+G$< M5K9)%,E[YLLT$T=M<3/;7,F "(W4_ [22F @V6C,D5O);R3>2=T?
V5IUA6.7 M>D\C@K0!^%__<=?#/XE?&'_@E \7O OPC^'OC[XK>. +GXL?L[:Q: ^"_AQX
M/\0>./%MSI'ASX_>!M8\0:I9^&O#&FZGK=YIVAZ3:W&HZM>6MC/!IVGVTM[= MR16T,TJ]#_P<"_#CXD?%
[_@C]^U1\OA)V//ӭ_Q2^(6N>%OAU;Z/X#^&G@WQ M%XY\:ZG> :>_"MU?0V7A;PSIFIFJ:Y^&7@KP!XAU#OAX4N?#GP.T^S
MUM/&^F265LG@6TT;4+=M)UW5O'_AO0_#=Z0GB'4]*6D"\ M_"#XN_L4?L_LI_G]LS5?
^"HOQ=\$>//A'X=_9#US]FW5-&^?)?P$\4^(J'N-)' MCOXOZ KMW'\&H_A3IUO(/%VJ>(]?
LK2XCMXWO[9I)M2LO[(Q#,Z)R(F61 M'"*(XT"*Y81/&POH@R]6DA*.QLDC(R&/#,%5$6=HEE#B-9W5R%/FMF5KP2. MC-
^[BA\U(57,& ?J.XV*1-/;P7'[Q?+2;%NQD>5@$CN%5V6-(PS%$WN1,R MHD;*QG:TD8F-
S,\4FYG"W4Z\DECF1;F.8ESM"P8,"1*8=^ULTGDW8*((P8BF M25F1%,F.(IH6CE$5JJ#RU^S23/N(94CP9*
/YH_^#D9/C+XX^%G[(?P,T+X- M?ML_&7]F3XF?M QWG[:WA']A[X5:Q\1/BMXI^#/@S1Y-27PA&=+TZ?3M"CUO
MQ$UK>Q6NIZ]H-AKT=K(MQ?#["@%SX/?%G?A-\I?AQX)^#/P9_X(:%%9%9^&O W@#P#P7_P37AT?
0]"TZUDFD$%O;Q_'28W,UY/<7%_JE[;$D3%&&6;(^ZDD\3'V$@G!3_>'('8]* /PT ;[^"/B_P#X++*?\$H+Z M+X0^"/C#^S?
\8_$%_P"&_C9\#O ?[[47@JR^$?2O/X1>+++V_*:%%4=G M3QY8^%!XAN]+FB$LUS=VAL;[2&O9]ÌMKJZN;?Y$!\!_\
!QQ\+_A!X*TS]GK\ MM7]E7]M'X6_\%)??!?!OA3PWX9N P!D[2_@AJOC+Q3^T;ȡ4(!M,35_V?/%?@#$C2^TQ 0M-
:NK/PG8J+V]A\(P^+]ƚL8;O4OZ>>(]*4'>\&5Y3)+Y;
M)&C2$!1()%07$BM$%BD\UR#M(:"1"%#TAO%B(01JJN4%J(888?)S@>4(YIL9 M5B7,D@\PCY([8G--'\V?_!
(S]F3]ICX2Z7 P43 X*F?M8 *#X6?MF?MFZ[X MD^)NA?L]:6^IZYXE\%_#3P9X5F\1^ /AMJ&FZ/XT\67M]KGC2C2]LM&-
SH%]X> MT?XBZ1J%M>:3+H.B2ZBFC6'Y)?\ !)#]K.X_8RMOB \ 'S]K+_@B[P6^^O M !0?X_?%_P")/CWXE?M%^$_V
_%'Q.UJW\ ^+ 4$GA7P#X%^(_ Q5\?>$OB M7\V6C1V=EK&A6=HFE:DVG:9'=SQ#IFF/9 W; :WA<*K?NARI9PAC,8(C ;
M$X8?=*BW@L2%4^9+*OP;,45E3($QAN0\R $O\,9"SRBZ);<1(SP>6A4*A)9 M5 /Q5^" !1;PU P4>#-3M=0U!0 ME]%+

DD,WS7*_\ @VT^%?P+\&Z9\-O@O_P51_X+:_!;X%OAYX+TVYU&8W5_+I7A/P?
\!M&T&SGO[R2>ZO)+>R@FOKAGN[CS+F:2OZ2% M1E.2V1Z9D_\ 9I6'Z4V=6>-E3J>#R0=I!W!>5!9ERH!="V[>I--'\CO_!!
MK_@E+\3_ (?^%)?CG\5/VI_^"KOPM\1_#C]KO]HR;3/V7?B%\;?$W@3]GGXN-M^%;'QKK.GZ#\0?BG\"O&'PST?
4O'K_$NRO%\4^*?$EOK-A:>,?$!CUF'[",Q-MC^MJVBE1\O%&@"% 1C=MR&14VDA(ER5%N GRAPHIC 5
tm2427526d1_ex99-1img002.jpg GRAPHIC begin 644 tm2427526d1_ex99-1img002.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!#
$! 0$! 0$! 0$! 0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0'_ MVP!# 0$! 0$! 0$! 0$! 0$! 0$! 0$!
0$! 0$! 0$! 0$! 0$! 0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0'_P 1" I &0# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0
M1 @$#.P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D*
M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-
76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#!<%! 0 0)W $" M
Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D .$E\1<8&1HF M)R@I*C4V-S@Y.D
$149'2$E*4U155E=865IC9&5F9VAI:G T=79W>'EZ@H.$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;;WN+FZPL/$Q<;'R,G*TM/4 MU=;7V G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H #_,! (1
Q$ /P#^]?Q3XJ\. M^"/#FO\ C#QAKNC^&/"GA;1]2\0^)/$FOZA:Z3H>@Z%H]G-J&K:SK&J7TL%E MIVF:;86\]Y?WUW-
%;6EM#+/ (D:,P C._;5 X.^/ _@/QYK/@7]B#X Z?\9-M T*YN+%_C3\7-:USPKX6\1WEO*\37'A#X>Z-
:VWBB]\.R;1)::WXC\1>%M3N MQN4^%[:#R;R?N/\ @[G_&T?$WP[9\^"_[(/@#7+G3(OCYXT\5:S\8I=/FD MM[BY\'?";3/
&N:/X(OG4KYFE>)O$'Q$\/\ B2\CBR9CX,MK*=_LEU=6]Q_G MPUI&-]7\D7&-]7MT P S^UOX%?\ !Y#\5;?
Q7IUO^TS^R!\/=7\#W-W#%JVK M_ KQ9XD\.^*]$L6D_?WVG^'?']]XJTCQ1=0Q?ZK2;GQ/X0BN'^]K-J!@_P!H
M/[)/[7_P"_;@@^"?AKX__+_ CNQ\=_#[Q&9K.65(I+'7/#'B&&RC@?5O"/C#0 M;DB_\.>*=&-
S;_;M+O4Q);7%EJNFW&H:+J6F:E>?XL=?U+?\&GG[6?B3X2?\ M%]5 9@N=4NI?AY^U5\/?%*J]RZV%I\4/A1H]1H&J?
$'P[XE@@=FBCNF\%Z1X M^T"[$,2WXU/3'N9732+2 7**2;0Y025UTW/]]W>?0?Y_&C>?0?K_C3,]OK_M
)_^OZG&>E5;V_LM MIKW4;RUL+.W0RW%W>3Q6UM!&" 9)IYF2*) 2 7D=5! M(&:R,R[O/H/U_P :-Y]!^O\
C5);ZS=+>5+NW>*\\LVDBS1M'PZ?JFGW\VFS_9=1AL[RWNI;"Z +&WO8
MX)'>UG"@DPSB.0#G;BOD?]]E;]L30/VHO&W[67@S2O"L_A6?]EC]I/Q'^^SI>W
M=WK]GK"^.+OP]X0\'>+9EV]K8W]3VBT9I6IMS%XOBEL4BT^9]0EBEL)9GO6681QQ@ M'V;O/H/U_P : Y]!^O\
C6:;:KIEY2V>159D6949E4E00#2W.J;9W%I9WFH6-K=W[O'8VMS=007%Z\8#2)9 MP2R+)_LH:_=^!_P!G
M']]KGPMI=S>^'O#OCSQOX!^*]U!!)/_9%[\0/"WPVM/AYJET8PWV32&/PKUC1 M++F^G6.W76=9T'3'3,^^TZC:QR_P?U_MP?
&_P""WPQ_:*^%%7CSX(^&7CCX8PCI?COX8 M_$KP]]>&/&'A76$D-G]>EWBHP:..^"2&[T_4K"ZBM]2T[_6-GM=5T35[.QU?2:)
M;RTU*OM;E++*^ 3]N3_@TO :S=W>A>"?"BG0/ MAU]\8F:"L4DKR0:%KJ;J:J,I>Y-(Y=
%^'7B^WM(3'!#XHA\0>%;N^DR+KPI8I8H%IB8L7C(?I(M_?BJ:OIY!E!AY\?X^LM_#?X)_$Z7B_!/!*QXB^_\XL\HZ-
MO$FJB L7]M?$&PAKOP@\)^'9)URL>HZLOC7QKUE!)C[18^$8KX]-F_%Z
;/BWQE\2/!7Q(Q=1=.W1BYD\ M%*?/@_P"(!$K/X?2TQ^E1?=P$P(,_*TF(X(|Mc\$5JH.$
A!\&?@+\6O7P7\!%Z\&X\7.:MX \?2!1\W_QWXLPZ#5.W('ESA-*%$O8I_\?9E4
ANW\&_#SPG!IS:5IUWXSU7QKXU\6TWS7BOOZ=_ MK%MW]U6=]^R1_KJ_X]?RXY/OS_3O_.'_,%7+7XP_&K_(*/L*?
LJ6GPJ^" M7QP^#6N?!?X]?&;3@@3^TK\3/%7PR^!7QP^,G@K4?#VD 9>,%\,_#3XL)\1M M7^$W@74Y/&7ACP%KGA&70-
^N:MXBU"Z%QI%C:7?Y\?\!K9_P5<_:8_Q\?<?_M !:_8M_:9^(/B?XTR^"_A5+\?A?2\2_'.H7,O^.]T7P_P"+/"_@[Q:X\3^
M+;XSZQXMM+B[\<^'M7(\.AXCO+W6M++^^O:YI/E7IWNF3Z18Z/ @%@?1\@M_MB>&^$J?_'_&!]
\)7:>$O$$/B[P3K^C^C_\'@\Z\?QZYX!\(S*T=?7^B@C@!\-&F+BCC\8ZJ WK]Z\& F=E[-KHD!#P@BV>A&C@2B
!>>+5_"OP M3Q9\ '%WFWZ?/A!7E&QYAM+NUU3KC2IW1]#UOH@&QNR[!ZXP?%T/G=EWY= SB>1R,P+$/$\;4&&#|@]+|ML5NDQ
$7P/^"PHTPL7!?&D_B"^\>:;=7L^*7*]Z9+5Q\:K9+2_/N8HP*&N9Z6!#?JK^+Q SCTGGOMB=+=C]L[#HM<\;]4
ZQXHUW5=>0>PC@T^*>*QMK:WBG^"'['!'[M?[/47]P?+\A+X?\L]IOC'1]CX8:C< SXTT75=*^(%[JU_XTL/$-WXZU
M/Q+K7B:U\1S:[JD6HP^(=4U 9/N5TE_FEVUK9PH1^(O[2@[^*7[!,'_!/XS? M\$I/'/[!_@C0?
A'\2OBM^V3*_V8O&VG_#W4+J67]HK]F/XD^%%?%=Q\8M7^+ M,$%]_PM6?P;8Z?H7Q MOB+XH&L:CH&LBPOTU-
[S3/*^1O@\"OA?\-LI?! MK_@X'ZX*/*9;^"@SP5^T!^R]\:?VI??7?]-7[/?C'PQH('B+X4^ =,9X^&^NMI? MA$+YWV?
3/#ES>:MXML]/>&>W?4K9FCCEA:6(_P! O[/?_!1D!'E_XDZ7T\7*M/A%\(M1M/'WAC1=1_ #_6/&_P_B 3:B0:B0:>
6FI^?A%I7Q1\);) M^%^DWUD'TVY@\$6.B22Z1+-HS2G2)6L3WOAS]@??]ESP^TM0OVM/"O@/5O# M_P
8_BUI=QIOQ1ETSOJ]X_@^'OQ!>ZT>WVW&L>+/A#_PDS?"S5_$4NCVL5E) MX@G\(?VM)NN;F2ZJ>]O\ 4+JZ
/YY_P!GG]DKXX?"G6/^;'O[^&7PG_X)R_L MFW&K?$;X;X*^B=-O^B]GQ*^0Q/5\-R/JA'^OCS3%$W[/A+3+?3
MC]/BYX=O;^X%GG]C@7M8T?&@:#IVH%^%0T^%_TUH@ M^"I'QU_S;5MKD'Q3\6?
AW^V;^TU9OBCXG\5WWA_Q9O^R!\$Q@'+9P?NY^#^F*M^Q[X&TA\2ZUKFIZIXB?7-/AN;$?
J5\%/^"3W[__M[/GQ7T7XS_ZTF%XT7XT\S:U)'EDU^3X-2?#KQOX_MQ\0^OA2^IM/,OOX$\$.\:%)96LTNGZ6UAILLEFS?
CM_P2<_8 .2^*^M_&GXM_M__P:SXZ\8)H$$7Q(?0?B'\4/ OA?XO0^%!'#,/QB\#>!!>?P?ASP9\DDT-+:V@
MM#XWT+6I)@VMM.O9+O2[>RC_MGX/R^&IOA7\.7\&_$X*^ A)O^OA ^&? MB=>>>)=.\9WOQ#\VGPYIC:+XXQ?
%VD)%I?BB[\6Z8;7Q#<>(M.C2QUN746U.T M1;>ZB4%=IH^E:;H6EV&BZ)I]CI&CZ39VNFZ5I6FVD%CINF:=86\5I8Z?I]C:
MI#:V5C96L,5M:6EM%'!;011PPI&BJ"@"\RL22!Z8Y Z?C2;&]/U'^ 344 0 M[&]/Y?XU_%'_%U_P#@W1^*_P"T+>>M:_Y_8_
\.EXU\=_&76X]0^ WP7E MUKX8^%%LO%$=G:6*^H?$G0/%_P 1/B)X&UX@&X>:[X76R[UJXE\1C5C5=<@U
M.TM]633+7^V*BFFT[H;BJ9 /)_P0;_X(M:?_P $Q_'BGXX_$M@(^Q5'_U'7_J|_J; MXT^'];T+T+0A#>OARUT_X5>#M/O\ TW^'GA^?
POXJ\::9KDNKZ;6:&N>)O$T M7B&6VU5J*\VCI6D'1[V:%Z%=A[#]1T(5+W'T\UI:3=W?N)N^I#L;T 4? MXT;&]/U'^ 344
0[&]/U'^ &QO3]1_C4U%$.QO3]1_C1L;T_4?XU 10 Q00 ,,$'K[>WO13Z* /_9 end GRAPHIC 6 tm2427526d1_ex99-
2img001.jpg GRAPHIC begin 644 tm2427526d1_ex99-2img001.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# $! 0$! 0$! 0$! 0$!
0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0'_ MVP!# 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$!
0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0'_P 1" ": NT# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$#.P($ P4%
M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D*
M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-
76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#!<%! 0 0)W $" M
Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D .$E\1<8&1HF M)R@I*C4V-S@Y.D
$149'2$E*4U155E=865IC9&5F9VAI:G T=79W>'EZ@H.$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;;WN+FZPL/$Q<;'R,G*TM/4 MU=;7V G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H #_,! (1
Q$ /P#^_BBBBB@ H_KZVR6@:\7V1SV.F?WL]S:2R?/!;P%SWCPH8YB_&XV%FP&H;_{WSQNFPWL1ZH=7&7WDMQ1T8;WU0!1D@QI
(_FKX=\/ZHT(1VE5%5B/YF/VD?^#P7]?F7]F]YZY*V'\'\[/GP%\'[3> MCV^H ;66NCXI^^\X,C4+4 /V661IG8Z[^(
?I/!'@_X MF^(THO@W@O/,XPTG-1S)82> R9RIMJHV A M^TAX<@_9,6\B4/=W7B/XJ?BVM;R0A(!:>?
P=^SGHUM%"9"%DOY[B"TA4F25 MT168?TI? S]HWX!_M.>#8_B%^SQ9\9/AM\<.>#8_B%^SQ9\9/AM\<.O!;R1P2^(?AKXPT/Q=86%Y
MINKG1[RZFT35XXSNGTC5XK'4[8@K<6D3JRCCXT\+O$+P[KRH\9\(9YD4%4C2
MCCL3@:]7**U62O&GA\ZPM++9\$9/B*CLTH4LOYW)2C&%1QDHUA\;A,6KX?!$4JKM M?E4DJB7=TI-5$O
PMYKK[11117P1U!1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%

~~!1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%<#XQ^*GPV^'NN?~~
~~#OPSXY\<^%_"?B'XN>+9O ?PQT77M8LM U+QWXRM M_#FN>+Y_#?~~
~~A>TN98YM7U:+PUX:UW6)+2U21UL].F8_.T22"+F75-/L([^^ M\/MJ^G+V45XSXT_:*^__PY^)/A+X/>/OB]\/O M!OQ0\>>$?~~
~~&WCWPAX'\2^*-*T;Q!KW@OX<6L%]XZ\465G?W,!_L3PO8W OM6O MYFB@@LK;4;L.UOI>I26GH/@_QIX.^(?~~
~~AO2O&7@#Q9X:\<^$-=A>YT3Q7X/UW M2_$WAO6+>*>6VDN-*UW1;J]TO4(8[F":W>6TNIHTGAEB9A)&Z@ Z6BBH;BYM~~
~~M[2%[F[N(;6WB_D]Q+'!#&"0H+RRLJ("Q"@LP!) ZD4 344 @C(.0>01T(]: M* "BF1R1RH)(I$E0E@'C=70E&*.~~
~~RD@E75E89RK*5.""*5W2, R.J!F1 78* M"\C!(T!) +.[*B*.68A0"2!0 ZBBB@ HHHH **** "BLG3]>T/5KS6-TK6M~~
~~M)U/4/#M[%IOB"QT_4;.]O-"U&>RM]2@L 8M;::2?3+V;3KRTOXK6]2">2RNK M>Z2-H)XI&UJ "BBFO(D84R.B!G6-~~
~~2[!0SN0J(N2,N[$*JCEB0 ": '445##< M6]QYOV>>&?R97MYO)E27RIXPI>&78S>7*@92\;X=0RDJ,B@":BHVFA65(6EB~~
~~M6:0$QQ (HED"@EBD9(9@H5B2H. I)X!ILMQ;P&%9YX86N)EM[<2RI&9[AD>1 M8(0[*99FCBD=8DW.4C=@NU&( )J*\M^ ?~~
~~QM^$W[./PM\8_&WXZ>/O#GPO^$_ MP_TZ#5?&7COQ9>C3]!T&RNM0L](LGN[@))(\U_JVHZ?I6G6=M%/>:CJ=]9Z?~~
~~M96]Q>74$+\S^SO\ M1?LZ?M;> O^%H?LR_&KX;_'+P"FISZ)=>)OAMXJTOQ/ M8:9K=K#;W QH>M)I\\EUH>MP6MW:760~~
~~]XHJ%; MBW>:6V2>%[B!8WG@65&FA2;<8FEB#%XUE",8V=0'VMM)P<34 %?S#?\ !??_M (+WZ?\ \$Y-~~
~~*D_9D_9HDTCQ+^VAXNT&RU;4=7U2P@UCPK\ /".NV\TFF^(] MT#]C#] MD3]H7]J/Q'%#=6?~~
~~P8^&/B+Q9IVFSL4BUWQ6(%TOP/X:>0/&8QXG\::CH'A\2 MAU\IM2$F?EK_!COCA\:OB;^T9\7?B%\=/C)XKO_~~
~~!M\4/BCXHU+Q=XS\3ZB M8UGU+5]3EWNL%M D5IIVFV$"P.;HVCV$-OINBZ19V.DZ9;6UA9VT$?\ 9WT/ M? 3+?~~
~~%3B',N+N+\+'&\&<'XC"T%E55SC1X@XBQ%)8W#8+%J/*ZN49=A(+&YG M0C5A]=K5\OR^I*.&J8V-;Y[/\TG@J4,/AYU2-~~
~~/&FKW6MZYJ4D M,,=M:0-=7+L+;3].M(8;'2M+LDMM,TK3X+?3] M+6R@A@3RTDGKCUZ=$H4<+A<+AZ,(TZ-##8;#TJ-~~
~~"A1I4XQI MTJ5&C3ITX1480BKW^!;_')^O M^>PKZI_9"_;8_:<_85^*UC\8OV7OBQXC^&'BR)[.'6[33;DW'A7QOH]G="\'~~
~~MAKQ]X3NC)H7C#P[-*&;^SM:L[D6<\GV_2Y;#4XK>]A^5**PS/*\MSO+\7E.< MY?@LURO'T)X;'9=F.%H8W~~
~~XO#U$N>CB,+B:=6C5@VHR2E%2A.,*M.I2K4Z5: MDX3G3DJE.4J=2+4HSA)QE&2V:<6FFOR;3NFT_P#70_X(Q?\ !8KX7_\~~
~~!5_X M(WNHR6.C?#C]IKX96]I;_&SX-VNHS7-O## GU#;J.I_#WQ+*H0Q MS-=ZCX,UQW\.:Y>7Z/H/B+Q-^T%?XOG_~~
~~35_;5\9?\ !/W]M'X'_M.^%=0U M2'2?!OB[3-/^)^AZ;)SXU^#VO7MKI_Q*\'7%J["VO'U3PVUSD^)?#FMZ=*)]/U MG0==L+?5-~~
~~(U6QG7B:SU#3[JWN[:4<20S(XX-?XI_2M\#,)X-<;X2OP[3K1X) MXPHXO,,BHU95*SR?&X2M"&:\/O$U)3J5Z.$>~~
~~(P^,RRI7G/$RRS%1I5ZE:K@7 M7J_HF1YE+,,.)5FOK.'<856K+VD9+W*O*MG*SC-)*/.KI)2LMRBBBOY9/:"B MBB@ HHHH~~
~~**** "BBB@ HKC_ K\0_'CJ?6;;P3XY\'^,;GPY=1V7B&W*^ M)M%\0SZ#>3/WDFEW4KV5XD=O?+!*[VERJH3!*$["@ HHHH~~
~~*** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH~~
~~**** "BBB@ HHHH ***Y3QYX,T3 MXC^!_&?P\\3?VI_PC?CSPIXB\&>(/[$UO5_#.M?V)XHTB\T/5O[(\1^'[W3=~~
~~M>\/ZI]@OKC^S];T34;#5]*N_*O\ 3;VUO;>&>, _@O\ ^"N__!2+_@H1\-O^ M"K/C'QS9^!?~~
~~V&/#]O_P2$^&WQF^*OP>TWXI_$'Q9J]CXT*_M3:;H7@/P?XC MU#PW8>*O!NK^*?VB-9^&XTJ?PW\-O#~~
~~[VUAX2&MZ]J=W?7VGB/5*_4C_@VJ^" M_P"WOX'_&=/A/XS\2_M6?L1_%']D'X@6'CWXL^+_/P9TS4OB+\=HOC9\:7~~
~~MMOB3J6G?%?XO:?J6G^'-$^)_@[4/%%GI?C[PW);^)9-%L]+M/"8ADF%OXCM/ MCC]I'_@TFTOXI^$?^"@?C#PEXK\)7?~~
~~[2'Q;__&@_"^M_L6>*/B1\7OCYXB\. M_"?X'1^(__E_XML_BMK%YHWB/Q'XN\?ZUH+^/-#AEU+2?B/I>DP6_A][/7[>~~
~~MZNKJ_P##_P#6W^R5^QW^SG^Q)*8?A%^S3\'_OP;\(W>I+XG\2Z/X#TR:PL M_$/C6XT;1]%U7Q1JES>3W>J:IJ=~~
~~[9:'IEF+W5+RZNEL+"RM0ZQ6Z(H!_!9_P M6?\ BY^S1^T/_P %0/V^?VEOVL_#7Q_^-'[*7_!,7X:?!']CWX<_";X0:W>> M$M-~~
~~^,'[4/Q13QKXWL_A]\6O'>CRPZKX0^&5AXUT?XW:7\3] ->\ >+O$;>.?'W@ MS4HK'4='U#PYXHT?7=,U.6YO)4M/JO\ 9Z_X(??~~
~~LA?LIZ?\ M8^$/@'XQ_:1 M\#_!K]KCX1^-?A#XG_9UG^-6L>)O@1\-.\?Z3<:/XE\6?";P9XCL-1U+0O' M-~~
~~U;7=VMOXB\0^(_%,^G6]Y>Z9ID=GI%R;!0#^W/[<^N>__VE/V MUO /_!5BQ^)5SXQ\0?~~
~~M@>&OBUXT^+^L>"/V#OB+J%S\6K/Q=\/O"GPX\-#O! M%X]\1I>6]]:^-EC2(^']=@TGQ(DVI?V##I5OK'Z0_P#!5_\ 9C^&?~~
~~[:'_!;S M_@G#^RK^V=J7C#Q5^QK\6OV5?VA]8\ ?!/2O'WC#P+X7\9?M,?"G4=0\6>(] M0URX\&ZSH6J374/PRO?~~
~~#L]I+:ZE9WR HD=C!=):ZC?VE_P#5?[!G_!!^P_9- M\>? OQU\<_VZ?VH?VS;/]D[2Y]&_9.^%'Q%U0>#?~~
~~@9\#+=M%O/#&G:UIGPUT MG6M?BU_Q?X>\+W]YX<\.:WJ&LP:=I&D7)MX_)L-"?1UN?\ @DM^U5X__P""~~
~~MNWP__;N^.O[:X^)7[+O[.WQ#^+WQ;_9@_9WNO",O_"9_#SQ+\;?A-X7^&?BG MP0?&#M%#IGPWT>X\+Z3XBTO3+*~~
~~[U6VO;S3)91H.B:KXK\6:OJ !^2O[_"C]C%]9TSXA_%OXX^ M*="\-~~
~~^+O#FF^*OBC:^'/%VM^&OAQX6^%7BO2)/%.J>*;F_T"QLO!EKJEY9"[MEU?Q'8?MC_P6$_;GT_\ X)~~
~~(_\$U([GP#XN34OC9K.C^!OV7OV8K__.+OC.?4 M]=U?QUJ.DV?A@?$SQ]XPUF0W>LW'P^\'V&K_~~
~~!+\8>*_$$T%CK&OZ79VNOZE M92^)8YF^=/VO/^""[07Q?\ ^"D?C3]O#]E?_@H-XM_8]M/VAO"_PH\%_M.: M1X&^'.F7_P~~
~~5M1\/_":T\)Z7:)\(_BK)]L-]X(N?%N@>"/#>BZNUM9V#VJV^ MI?VO<>-/#6N7_@L_??[5G_!,'X8_MF_MK_LP?M)?M#?\(9\7?~~
~~@G^S9\(/C?X M.LOV8?BA\/M'^('@+Q+\2OBU=>$K2T^(^I:;XF?4/#%R^C^&M(U*U>SU#PU> MW4>L6/A35M.O;6737*~~
~~'Y#_\&I7Q!.G_8_;U_9(TSX]V?[27@+]E/]L/6+ M7X4?%?3=9EU[1_$_P]^)VC/?PZWX;OY+BYC/AGQ3XN\(^,/&5G%!.*C:QXDU~~
~~M^\>6:2\>1OP3_P""IO[0WQ2_X+.?\%L/'G[)?[/Q9\YB\.:; MX?\ OA>32++Q'JVD_8O$=W=6]VOP#^RK_P;K_L^?%W_()*?~~
~~LM?#KX[Z%XK M^"?[=#6$'[2^H_M:>$-&O/!7[5/PM^_O,UR3XD7&G>(M:UG3M \87LG@ZTU M+1_~~
~~_B+P1XJ:TET_4O#3ZGIL^A^,;*S\36H!^KO__6&_;K^)'[$7[/A&V_ M9UT#0_&7[8/[4_QI^'?[*W]/A#Q'']HT.Z^+_Q4U,V~~
~~OXEU^V\V&-]#\&Z+ M!J.L.U[(FD2Z\?#VFZRZ:;J5P:T_V./^V#^PU\$_CW\2/^"A7_4 NOVT MK'3_~~
~~=#\8K^_F^!_A7X81_!>3P=X5\3^(_C IGAC5?"VHM<>-?!.IB'3)O" M>GZCX>\, X=M_#MP;#2[5?$,^GZ?X]^U9_P2"\4?M7?~~
~~L7_LP? ;QC^VY\8X? MVL/V0_B#X<^+OP<_;WN_#&D7_P 4K?XF>';K5A'KGB+PCIFN^';'5[*XTG4K M/33~~
~~GBBTUIKKPUX;UO4O$6KW]OJ_]M^D?"/_()D^//A_P#L"_M0?L@?$;]N MC]I7]I7XK_M5?#?XN>#/&7[3?QZ\2:~~
~~[XUU+PEJ_Q0^&FH?#BWNOAE\ M5\6W M^F>!?!/A>"\76K3P/I?B=[C4M1>^_]XI*RZ;_9(!__/__,$]O^"G/Q?_&\/ M'G_! S]E?~~
~~6_BQ^V%;?$:?XU_M9?M"_M3?%/Q5#XU^&WA?XYV_P)?#?Q8^*W MP[^'6A^/[*^M;/XT_#;0[;_L/!/BOPMMO/#UMH-~~
~~IHFA:];NT]IY?Z>_\%F?^ M"VWQ,_X)K_\ \!1O_()]?!'17*_\,X^,_*A^(G[:4FI^%KO6]9T+X/^/_B? M:?!~~
~~[P_XU37845_"MGX(OK#Q3XDT]K"=7\1:[96FA:PDEE/[/7_!)# M3/A!K/\ P28\<^(_C1?^(/&__!+O]G+XJ_6TM-#\)II7@[XM-~~
~~\6/AEX;^'6 MH^(GL;_7M1O/!]QH<6AW%_&]HVIW?B-KNWBU*>SBLHHC\L/__,$H+W]L;]N+~~
~~M_@M'XI_;FTR7Q5\&OVE/A5^SC^S!^S1?6VGZW::GX$^$WAOPC!\1M>U;P'JW MB#PQ9^'DUCPO\:7PAXWTZZT&Z\4Z;;_~~
~~!%T'5W\0*ZR2:;<@''?\$SO^"I7 M[1?QU_8L_P""P7_!1/XP^,="=\=? [X$?'3]K#5_V1?2#EKX6T/18M(^#/P ^%~~
~~MG_"=Z+I":QX>L].F\8:'K5G=>'+*WU?59M0URX\06OBJXEUB6*^M;33_)[_M .#;][7]N5'_ ."A7Q6-X*#?MQ\ [4?~~
~~[5'@#2CX"^+OPX\5:QXB^'O['GP^U MKXAZ'J W9^!/"'PX3PGH/A;QYX@\&^'#:7>OZCHM_P#\(WI?BR^M/$ MH3R7 M?~~
~~AWQ#??L[^S3_P $G/@=^S+_,$P?%7_ 2\\+^*/%&N?#;Q[*/CC\-?''Q M(U6TTNW\:>~~
~~(K[X^67BJR\7>,);*S1=*MM2TZ#Q0+/P]9H)(;'3-#T2SN+B[E MMYKR?Y^_X(^?\$M?VM/^"=9UW2?V@/V^=9_:6^&?~~
~~AKX8Z%\%/@'\#_"GPZTW MX4_"7X>^#M UYM;3QSK?AS3[R[7Q'\6=3B6#1)?% XUUK\6AMJ&G^(/%GC2* M30O^$: /QX^~~
~~'[4'C#]E#]HC_@Y"\'_87$O[5G[3_[1'_!/O]FK]D3P=HM_M'8>)?$GO_:8_9LN "@U?PO)+=VL AJW@_1]0\0?~~
~~$:37+N2UTNPO="T[^U+V M-+FW4_3G_!0_X<_%'_@DQ_P;8:1^R)\/&WCSXA_'[7 *^&O[,VB^+='U+7+ M_P 9:]\4?VC?~~
~~BY+XG^)FF>!9=):#O#-;RQ>(/B!X2^&NF6;/JD&C'P[8RF^N M89_M/WEH'_!$;X9/_P %GOBI_P %?/B%\0QXSU;7-~~
~~$\#GX0?!!?"*66C?#WX M@^'?@SX3^#&J_$C7O$5SK>H1^*M970?#5Y=>%+:V\/·(N@ZCKSZI)=WFIZ+I~~
~~M=ROUO_P4[_X)]:9_P4D_9QT?X'2?&;QO^S[XL]\$_&#XUO4 *N=*\ M&ZSXC^(G@_X=^']WACU*^_ES~~
~~M_;N_:#^.7_!:C_@N3X0_9_\ @9\6/&#^&_V<_P!LWPA\.?@;\,"O)]&\$^# MOAC\$];>7]HG]][4]:O-~~
~~5TW3+KQ;/X]\/G5O"*:+8:KXIU+P3ID6G>58R:H M! $AU.W\(>#8O&-Y]KL/"6B0^(=6OM8U(PQW ME[!%I&E67P+\$_\~~
~~@WB_9J^,W_!*O]BOX:?$7P]XD_9N_;8\#?#[P5\;'_:Q M^'&BR^"_VH?A]^T!X[/_L[QG;^,?$&J6&A>-?$:Z)XI\1W>@7_(4\97-E~~

MJOA^71+,:'=^%M?%K3?^"0?[?&J_!+Q/K/@[Q]HOP*U+ M7!XB\/WMSINLV/@G1-?
T#5OBK%8:A9O%=64VH_"NS\9Z8;FVEBGACO7>*6-U M#KYC^RC_,$I_P!@RW_X)EW_.S_/L8^+OCW\$/@5^V?
X0^%_QJUKXY?!KX MV^+-(^/'BXZ]I'@7Q3I_C'3?'OB9O%5IX9G\9^&M%TS0/%F@Z+X&]
M6\0:&V@VO]I7#KRW_!0G_@F;^W]^TS^R?^SM^SE\!?\ @I)XA\'Z[X/^'GQ/ M^"?[4_CKXL^"K#5[7]J_X:?
&+X<0_#7Q7JGCOPOX7M!HTWBK0M&DUZ3PK;S6 MOFP:AXDF\0#Q;I_B_2++Q+-^GG[-7[+NE?LQ_L;_>_9!\'^,=8U/3?
@[\! M_#7P3T?X@:A9PPZUJ$OA[PA#X9_X3&;2X+IK:SO+N]CDUN/28+U[>Q:1-/AN MWAA2<@'\R/\ P;M?
\$K/V(/%UG\3/^"BC^#__!U\4/'7A?\ ;P_:7T[]BWXR M?$/XM?$?5_$6G?L^_#K4O^%6^!=9UK3M+\0Z%X,\8>)-;N;?
QQ?:YK'B'PK? MB:ZOHXK.WLH;"VBCSOVT_@7X_X*[?%#_@H=^UQ^UC\=/BE\&_\ @GY_P2FG M^)_P2_9:L/A=XQL_
,OB3]I3X,^&%UK]H3X^ZSJ^J:7JL>HW/ASX@II7PP^' M/]AH)/$LNEPZ?I5_I^HV6KV7B3^@G_@DQ^PMKG_! G]@?X(?L:>
(_B+I'Q7U MGX37'Q,N;SQUH?AJY\)Z;K!^(/Q8\ZU#XN^+-#^/O[;?Q+^-7_!/"3]I;XC?M5>!_\ M@GI'X
T+P/X$N_B3\2/'E]\2[G3OCC\1=)U^\\1_&[P-X;\7ZC+J.D^#]=TS M3]+O;BULKF[%O$^L6&L 'YM?\%_&?[1VO?\&O?[
/P5^(6M>(?%_P"TM^W% MJG[#'P&BD\4:W/ XL\9ZOXWNA\6_! GXMUS4KLWUSK&I:+X!\+6OBC5-'&\
(^&ENKF;P[=W5U]_P#!7K]D/XL?M1?%;_@D-I_PP\/VEU\/_@'_M ,%(_@]\=OBRR:/XEOM/\.^!OA3I>I>(HI)[7PYXN>'KS6
#U(_%S_(-E/V,_V-]!_8Q^$/\ P4+^&FC^+O%/[7_[M0WPU\:>!/VE/C5\0/B%X\]\4>+]7\4V'Q4E?XD^$KW0-;U^?
PSI5O#XX\!Z/> M6NHQ>'XO$NIZ;IVDZCJ&M7W]IW+O'GQ+^(?C^VT->%M'UCQS\2/$$^OZU#X=\/?;+Y]-T+2D>TTJR,
MMPLVI-9SZQ)9:2=1_LBP_2J@#^8K_@[9^(6H>"_^"3G_C=E<2PV_Q<_.:^ M#GP\U:..1D2ZT_3M)\??
%6.WG5>)8EU3X9:;YZ_UK_45_X.POA;J?Q#_P""2?B#Q-IUG-=Q_!3X_P#P;^*6J&%#(;33+V3Q M+\))+R15!80Q77Q4M%E<
B-)#(^V)79?\NINO?WSCG\N/;CT]:_V1^@A+ 2\ M#:T<-R_7*?'?%"S/EMS>VG2R&>"=17O?^S?9J#:7N*R;LT?G_$RG_:%
MH^?3/7U'^?3'^O7_P0&^(>]?$_M_@CS^PGXEUB>2YO=.^%6K_#]))9&E<:=\)OB+XU^%>C1;V)8)!HW@RP@B3I%
M%&D:_*HK_(43&??L?3KG]/\ (K_8(_X(5?"C6?@M_P $COV%?_B"SN-/U:X M^#2_$&XLKN%%K>ZMH_C#XL\3?%VSBN('
D@F6R\%7E_M"?'E66"3:YUAZ?#&8+,7%;V<*F 4VM/@3;=DOIN%5+Z[BF MO@^]I3_Q.M'D_*=OF?K-1117^2I]T0W
S;V=O/=W<\-K:6L,MS=75S*D%O;6 M\"-+-//*RQPPPQJTDLLC*D:*SNP4$C\[?$?_!6O_@G9X5\52^#M5_;>\(2Z
MM;W4EG/=:)H7CKQ-X;BN(Y#$P/C#PWX5U7PI+$'# W4&LRVJA6=YD0;C\: \ M%]_VB/%GPH_9J\!_"#PEJO\ PC_
T3XMU7PJXQUI#.MPG@+PE::9J.NZ3#-M+;*US;P;QJ6L:#%JTEN&ENM$M]3TAH9[?5+B-N:^#??[2'_!"SX/_2TKX(6-M?
C3X2^*-"30%TGQ9K'BGX%?$G6=?\<:E"QT5;&TLK2*$_'O$?POM_#>]J^+F\
M;^&;^/Q)H4A[1+2ZO=6U&TN="M!KX;?!8W@@N;6RCN+U+BVFL_LQQ$: NI=^+?AM9:F9'E MQ(O"EY#KQA&6
L[1B\UCX5^-GU'4;B),7@\QB>7=:VT0 /WE^_[4_[/_[_M]WX,T_XV_$S1?2 .H?$.[Q['P58:A::SJ%]XBN],ETR&^AT^ST/3-
4N6:";6= M+AS+%$LDU[#%"TC[E7K_(O?&WX2? /PC/X[^,WQ"\+?#CPG#.MHNL>*-4@T
M^.\OGCDFCTW2K4E[[6=4EAAFFBTO2;6]U"6&":6.V:.&1E_GF\?Z7#^W)_P7 M:T'P;>FX\0?"G]COP[IFI:G;PH3I4&L>
(X/$MW%=HS>2[3?&+Q1HGAS61(C M/J-CH9T]XI+2!9!D?%+0;7_@I?\ \%E=6_9^^)K:C>_L^?LG>&=;NKCP=8:E M%?
VE/"T>O7][I'I^G1^*M!\;^!--U&ZF;9!':Z] MXV\,>']"+7$N(;=9=1BDGG>*&)'DFB5_K7XU?'GX1?LZ^"Q\1/C5XXTSP!X*
M;5[#0E\0:K!J5S:'5]4CN9;"R$>E66H77F7=G1Y0$+;Y%RN?BW]MW_@ MGE^S+\9_V9OB3X,/"O@CQ#XB^&GB?P%X-
\.^$=;T'Q1X'M,T+2M7\":A?6WB.TU* MSNM3T.RUO5?#.GWKVZWMMMIFD6\;2.TCW%P ? O\ P2_;4_9<^ 'Q#_;KU;X MQ?
&'P]X%T[XH?%W0->\ W6IV/B&&X3Q+H[GKGQ6N;F_LDTS1KZ2&**'7M)D*W ML=K*WVU-L;%9-G]0NK_%??X.^'?
ARGQ=\1^./#7AOX8OX?TWQ3_PG'B/5+;0/ M#T>@ZQ;6UUI6HSW^KO91VZ:A%>6@M(;CR[F>>Y@M8X6NI4A/\W__
1A_9^^ M_Q.^)7_4%L?B1\%/A+\0++P;\9O#>>F>$+/QK\.?!_BFU\+:;-KWQ@AFT_MPY;ZYH]]%HEE-#ING12VNFI;0R1Z?
8QNC):6ZQT?^"OOQC^&'B7]L7]ES]B[-MXL^)Q*_V2/AUIWAGQ]\6Y?#UGJUM;!;/V6;;3=$MM+\+Z;J=S;VNC^#]%L]
M#\,G2M&E?2)O&>HSK%'!:0O$?KOX<_X*U_\$[?%/BN'P;I7[3WA"+5[FZCL M[:YUO0O'7ACPY<22>4H7Q?
XD*Z3X4CB.B,F%%U-K,5JP(=)F3YJ_1*VN;>\M MX+NTGANK2ZABN;:YMI4GM[FWG1989X)HF:.:&:-
EDBEC9DD1E=&*D$_@+\4_MVD_^"%'Q2^">J? J[\8?"7PWX7F\/MHOAS4?#'P+^)&D>(O!M];VGV?2/$7A
M_6[/X8P:K'K6F7"07;W$U[*=:*36NN?VC:7U]!<+_P $6_VM];U;]B'XV:+X+ MXU$>++7]CM]>;0-
91IH9]5^&47AG6/%N@Z;++=K]I'IG3Z'XAT_2Y+B*,VF@ M_P!C:<(%73MI /U=_:##_&U/V6OV5Y-/M?
CU\9_"O@#5=6M6OM-\/3C5=>\4 MW=@K/&-03PMX6T[7/$*=)-%+!!J,VFQ6$]Q#-!%G[4FAZ9\8?'FN?%._\(>$;3QQ
M96OB'PUH5[#HVE>)/$.H6/AS5H[W3RFGV7B;P]X>\(130M:>&-+TVYMM)MX9 M&BEMOT5^,/\ P2>^%7B[IKX2_M1?
SQA([.+?'NU+PQK7]G^(=+.]=FHZ9:OGY:_Q MF/VLOV7??BY^QE^T/\4OV\HB:+\2/A1X4XCET'6%M7FFTG6;*6*7'4%\+
M.W=Q#;2W_AGQ9X?O=,\1^KV2WMII[])U*T-S;6MT)[:'_;EK\$?2;?'^?VO_0Z;M^&/:/ 53\!6GCKP7?2Z\/VPQ[HKZ=\/_B??
6L__"/^-] MWNKR#X9_%-=.
MAFOIO#S7US<3^'_%%G::AK7@N^O+N>TL=6TJ]U+1;S^N_HE^/V#\'^)Y7+'T85:"3Q5#FY8MV]K3EK*G=M+G4DITVVE?
FA=E M%?5/[6_[%'[3O[#7Q2U;X0_M/?"7Q/\ #+Q7I]S+'I][J-F]WX1\76:)'+'K M/@7QE9B;PYXPT6>&6-
OM^AZC>+:3F73]22RU2UO+&V^6"N #Z_I7^R^69IEN M=Y?A,UR;,%FN5XZA#$X+,/6OT;_X)Y_\
!*W]L3_@I=\0H_"7[.OP[N3X.TR]MX?'?QJ)\7)=:%\)/ MA_:22P),^M>*'MIAJVMI%.MQ;>#?"UOKGBZ_@62[M]&&G6U[?
VO+G_$&1<*Y M3C,]XES?+\CR;; 4I5L7F.9XJC@\+1A%-I<]<75K5&N2AA\/3Q&*Q-5QHX;#
M8BK)03I4JM>HJ5&G.K5D[1A"+DV_DM$MVVU%+5R2_-\X)"?L!>*_P#@HW^W M
^(/Q_UR/SX;+PY\%?"NK:?<^,!I^*XY+P M1X8*9E6U6SMKR>W_V)K"STW1[/3]&TVVL].L+"S@L*TRSBAM+6TL
M+"".WMK.QM(@D<-K9VT<4,,$$:Q00HB*JHJ@?YR?[?\^U%%X<_X()?#/5?\
M@D]_P3A\17UG^T7CXCT7QTPV 0&\X#KQ ;7@BH^=Q-X8OO@.%Q1F-q$W#5K2XF1-
"O9/'>L^)O&)_E+\4_%KXI>./%4WCKQKQ\2 M/'WC#QO<7/VR?QCXI\8^(O$'BF:[#F074WB#5M1N]7DN!
(Q<3/>&0.2P8,0X/!UZ]*C+'*@OI,+F%#(HSPWL7BL9.47BYP MG&%*E**M'#PFXRE4=)2?/))0=24DKJ-S_M"?
@A^U[\6/&'Q?\ V/\ QOJ&G>$KS5?B)KE[XK\4_"ZU"ZCM-,\;^&_$VKM
M>^(KGP+I4LL4/BSP5=98>'Q/K'A2SLM5TZ73M>_TWXI8KB**>"6.:"_ M)89HG62*6*10\"'$F'R/B.>%S#!
M9GAZF,R+B#+88B&6YOAJ-2+$PA3O45B,'C\#5G2IX[-8B4ZE%5L/7I5<1A, M12KKZG+QH9E1=6DI0E!J-6E-
QMOV?/&^K:MXQL#;;WM6]P,=C?B'TWM]A>M:JT]"C&$KU@#CW+2RP4E#@ M"?6?-M+R
M&A6NH>.K##Q))[G6=%L(Y=*4KK8#G-Q;%9=#K=M!]Z4;U7H#%B.TE06IHD+7M]I$!
[9W$$TGZA:MI.EZ]I>I:KFFFV&LZ+A2<V&:LA7&2`ATFU#*0A;TG:]AZ;^R6T:Z2'J2
:WMC>VLEMM+Y$5L.GF3)F20%QV[9.+%9Y4&R8JK6VRN5MIWU%&&R]T=6L6XDYM%</
O+%GUGP_H[:].JK/I]\ M%6K9/V.OV[/!.K2*\O*8MXVCW#@I/GSBJ-5
MNI>)/AGX@U[K.UEN+<!\&GP2\\!:NJ<,N*;6IC:QO6%MWDV[>JL=LT@
M!=C<37BZ3HL<[RWNH7*QI<<1>QE&JU8U1$50*3M8NMDJ=?:(!!
[]K[X;1?"GXVZ;1M=>BVKIP^H*[;B6DYI;8;&]PRHDJ?=YU]UY)*;L@)&#]P6DT""%
Q'X6_:)_J;=15TGN=6EA*]3B`;Z@R=4&-Y4Q*R`8BVD+I`W=
_]KCPGXD5>KS.>PU!J`2_93[YGW7"*Q%9Z\R?ZK?+`;%G>8%7LH1P6+3+>@O_7K2
HW@3P)IT^FZ!CT;-!OFS0.E=M1=(<[*Y"AAQ\,+.U+2=?`;)$*&8)/>AW6HGC_P
/03RWFF#4/M5GJV@ZA+"8'U+P M]K^EW%EK6AWK1$)++IM];BZC1(;Q+B!?*H \'_;E_;&^"O\ P3;_`;*^$/_`PS!ZU_
J_BSX?>)],^%&C:C3K6F:MJGCGQ+K\>A;V7AJOAcS':O]N1VK3!6I<r*2OEK>4@@HSD8S!3=@`PS=XX=3&7
=2\8^,M'O]"U#XW?$$D<.T.JVJ@?13FDNWJ^GD*J>:+>Z5?VRM:W4,_:!;M?#/
((8_L"_#CQE;^,;KPKX]^Z2]TWPM\2_&4>M>#[*XA=I(!)H@0IOC:+MX<=DUJVB9ANT_Q+>+:W1UR%"WMI=*6#?K_&MK;6-
M;V5E;P6=G0VMI;MPI"6-*IJ!$JP8K%4VOSJTL<;<SIBZIJYJ7P+X$_:4*
M!/T]Z%T:BYG3XIZU]M2QS7+%!I=ORN)QKBLNM6E?PYYJ6J.A^5Y2V!%RJT^?
8Q'UV=UJ(OWOD6/L!PDF>BUN9GTS.'?6MW;^+\=L_Q*ZI^=*V&F/TEPBSO;D*;$7K
M;,X5GPTTCAYAR(A:<*G'0Z3=MO1H&E'8>@WNR/$D]VEQWG>8>.JBR8IG9M-1L`
(&3=]]/[R7QDFB;KN+N3>M9"NYI:>0G*V+V%+QZ*M=H@WRM*OIKXP5L0K_&`AA
NI0/3T[5+W,]X8NP>N+?$R_KJ(!'AOB`>7U$FX`\M2+@BL8ANM.@@$>W0*VT;WEHGYB
M?6VK+;;6+5V;?T/-CEP[L^N&1N=;T&N^NK+N-!1BZ;=\;@_-%C]_J^L>M+3AL&
HG2LX_4YD5^"NJ6=@_Z'5R$<9JZG5*4VNPOPY!*77XHN$8ABV`K(W;$U+D8ZD)WT
_C`-FTL1.+Q`Y%3-O&WF_M8&6:(9JD.-A^C-(WDB>LXM.4&:M8BR.EZ:MHG*]CQ@
M>\HG75S4>;WHDBT#>@?.L3'&/]CO;W;PH<?U5Y*$\OEXX7D5^2,=JXBEO>%#T[M$`
I2+(;4I72PE#F\D+^*3QP0^G`[S?.HC12MW^/=\.O&F'87TU7-:.D\UU.8;C-/+
PP:3&3X'>]TVGJD-4:JV?8;&JHKTS;&VV=@&99,6RO^[;RV-R%)ST3`6`VPXV1&
/3^;5\.,9T&)D5E;8=?_A,8)\>NZ_D3N:S2KUZ5:HQXC"U4&IA0O6Q1M&3UVC
1F[Y[<%$%EDT`XT"FMSNLC,@-`.Y\=>%K.@&W<G`EQM/(EY%;$GSK*?4,Y@G:>KL
*7V:)K6Z4A#RQA-TK[?P?O4.+!_L)AS8QM,\U_@?)&[;\?A:]4D3A#M4NZD$+Q
(WE@_QL(+1K)QYL,N-7[@3CB+A&!\<EE;NJA*L1W?`TQG=U%'=VQ7:I(H'F/*`
`

M+_#SQMXMT#PCXUUGXR6NJ:1X<\2ZI:)J6IV?A;Q=\7;'Q(UA#J,MN+J70KG M5M-35+:)FN+1;V&62(0[Y$YK_@JKX,\._O_
(*'_LJ?MN_$OPAI/Q"_9E\7 M6WAWP/\ $B*_\/:;XWT-+[2[?Q%I]\E]H.HQW>EZLEWX'URT\2^%X)8I6O[[MPOJLMB#N:GI?
B#PKXIMX-8U'Y6U*ZTC^S(]0N5?4+R"?4KB[O+C[W\0 M_L\?"'QM\%M)_9^^(/@[3?B%\+])\>'/"D>A>+X8]0>XL?"NFVFF:
?R7=M M'936FN6T G%-%K&D_P!FWEM=EY[)[0L%4 ^-_%VN?\$F_!?PA3XZZSX2_8OD M^&]UI*ZMI6K:;\
OA'J=_KPEM5NX-+T30;70)-.USI^FZ=XON+.([5\F] M\7W33HNR[DN%>42?KYX7\+>&O!'AW1O"/@[0=
(\+^%O#NGV^DZ#X>T'3[;2] M'TC3;1!';6.GZ?9QPVUK;0H,)%#&JY)8@LQ) /YJ/^"'7[17A+]G0?';]A[]
MH36],^$OQ0T+XOZEXE\.:7XYO+;P]!J^KSZ+I?A?Q7X;M-2U.2ULWU2PD\'Z
M7J6FV;S+)K=EJDUWI'VN.";;^F/[0'_!53X+?!_X_P#PF_9Q^'WAK7/VD/B+ M\0]=ATCQ!HWP;USPUJM]X*%_Y<6D6[M?
W]IH.K>(;Z9VN;C0[KQ%H$>BZ-;S M:OK>J6$,EG'=>D?M9_\ !,[]DO\ ;+U:+Q5\6/!.HZ7\0([2WT]OB X U;_A
M%O%]Y86B&.UM 8E:TU'1 ?6T01QV=QKVB:G>V5O!!:6=U!9Q_9RW]DS_()F M_LE?L::F_BCX4^"=0U?X@ #=6L?
Q)^(.J1^*/&5C8WD/V:YLM'GCL=+T30(I M[=IK>YGT'0] O[VUN;BSOKRYM)/(!]S>'=5GU[P_H6N76AZQX9N=9T;3-5N
M/#?B) .C\0>'Y]1LH+R;0]=CTC4=8TE 8TF29K#4TTO5]4TY;VWG6RU&^MA% M?
_$SX3_"WXT^$[WP'\8OAMX"^*W@C4F5]0\'_!(\(>'_M !OX8O9$5TCDN=!\2Z?J>ES2QK)((I9+5I(M[>6RDFOQ,^)W_!LM_P
$<_B9 MK^H>(U_9JUCX>W^J7;WM[:?#+XL_$WPOH'G2??73_#$OB;4_#FAVI- EAH&E MZ7808 M[:)<@_OG17U?#?'?
&W!WMEPGQ?Q/PU#$-2Q%+(\]S3+*%>2M:=;#8 M7%QPE6>B_>3PCJM1BG5E&,81PK8;#8BWM\/1K*]%_9,T7XAZ_8[?
LL_QL\7>-/BWHL95UD#R^"/&.NW_@ M"\DWHK++?>%;F6/;B)XU9PW[0>&_#'AOP;H>F^&/"'A[0_"GAK1K9;/2/#WA
MO2;#0]#TJT0DI:Z;I.EV]K86-LA)*P6MO%$I)PHR:W**PXBXQXNXOK4L1Q7Q M1Q#Q+6H)JA//AATU0H
MTJ*>ZI4X0OZN,4W\V_0_QF?^"L\7CJ+_(*=?M]I\1TOD\5']KCX\O*+]9%D M;0YOB-K\WA"2T$HW?V-
+X/DT*30"N8CH;:>8/W!CK\]:_P!$/_@X]_X()?$[M]K3QK=?MX?L7^'AXP^,\GA_2-'^.WP4LY+6UUSXD6'A/2DTK0?
B'X"FO;F"W MU+QKI'AO3],\ZUX.WQW7B;1](T:X\K/XCM+G2_$7^?]XW^$WQ2^&OC6]^'
M'Q%^&WCSP'\0M.O/[/U#P)XR\(Z_X8\8V5_N"_8KKPUK5A9:S!=%B%6"2R$C M$C:IR,_[D?
1_\5.$/$CPXX6ED>99=3S?).',ERC/^'(XC#T,KJK";IU*M2I M2K--PJQJ5)U%[R3CSKG<90*H_V)OV M/(_'2W*^-
T_99_9]3QBMZK+>+XJ7X2^$5\0K=JWS+"=6^82AP> MKVRDMKO0O!UAX,O7MO%NC_#[5I7AU#Q XLU;3=*M =\-
QRZ/X1N;RYU>76-" M_P!,&**.".&&-(8842***)%CCBCC4)"'&@"HB*J(H"JH %?PO].WQ2
MX2XMS+@_@CAK'X'.\7PGB,YS//O6I86K+!4*E5XM5Z6'^EX9P6(H1Q&)K0E2C75.G2IS3C*482E U M'%I-
)N2C!M)R2DTN6SD^BBBO\^SZH**** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M*
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M*
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HKY_;'_&Y?V6OV /AC MH7QD_:X^*'_"I?
AOXE\>:9\,]$\1_P#"$_$3QY]M\;ZSX?\ %'BG3=$_LCX9 M^$?&>O6WVG0?!GB6_P#[2N]+@TB'^S?LL]_%>7EA;W7YJ_\
$3%_P1'__.CU MO_(PLH0Q_M".+P6$K4)5L/.I3A7IJ;G2E.$9J+DD^>KB\)1G[.MB\=>(?^*A\=?"3PQX5T_^S_"OAC7 5 XF
MNN6/VO[#]AL?M.I7-G9W'ZRU\AQ!PQQ+PGC*>7<4\/YUPWF%;#0QE' Y[E>- MRG%U<)4J5:/%4\/CJ-
"M/#SK4*U*%;,'3E4HU8*3E"26]*M1KQS3ZGYY_\%*_^":GP*_X*G? KPI^S[^T%XL^+/@[P M9X.^+.A?&33 3^#>N^#_
_XGG\3^'O!_CSP396%_>^ O ?Q"TJ709=*^(6M M7%U:V^BVNH/J%KL;:^3XVI M[3$5*.*=5NNXN5./+""NGA7R[
XFHZN(PM*K4<8Q6?\ MT.!_8^5_] .'_P# 9_\ RX_DU_X@XO\ @F1_T73]N[_PYO[/W_T,%'_$'%_P M3(_Z+I^W=_X6?\ T.!_8^5_]
.'_P# 9_\ RX_DU_X@XO\ M@F1_T73]N[_PYO[/W_T,%'_$'%_P3(_Z+I^W=_X6?\ T.!_M8^5_] .'_P# 9_\ RX_DU_X@XO\
@F1_T73]N[_PYO[/W_T,%'_$'%_P3(_Z M+I^W=_X6?\ T.!_8^5_] .'_P# 9_\ RX_DU_X@XO\ @F1_
MT73]N[_PYO[/W_T,%'_$'%_P3(_Z+I^W=_X6?\ T.!_8^5_M] .'_P# 9_\ RX_DU_X@XO\
@F1_T73]N[_PYO[/W_T,%'_$'%_P3(_Z+I^W M=_X6?\ T.!_8^5_] .'_P# 9_\ RX_DU_X@XO\ @F1_T73]
MN[_PYO[/W_T,%'_$'%_P3(_Z+I^W=_X6?\ T.!_8^5_] .' M_P# 9_\ RX_DU_X@XO\
@F1_T73]N[_PYO[/W_T,%'_$'%_P3(_Z+I^W=_X< MW]G[_P"A@K^LJBC_(F8\?_H[?&7_A7EG_-#@?V/E?_0#A_\ P&?_,N/
MY-?^(.+_ ()D?]%T_;N_\.;^S]_]#!\$R/^BZ?MW?^'_ 9^_\ H8*_MK*HH_P")F/'_/Z.WQE_X5Y9_P#0X']CY7_T X?
:!G_P#+C^37_B#B_P"" M9'_1=/\ 1=/[/V_TK9%WZ.KYR9QS?_@_Q(^TR*
OZZ-KL8_GEJS_X' P_8P1SHFRBU?ADGLHL@F*I]D#X@J#X?%W0H(M#GCQMR ^%_SS?^*??>6?\ T.!_8^5_]
T.!_8^5_] .'_P# 9_\ RX_DU_X@XO\ @F1_T73]N[_P MYO[/W_T,%'_$'%_P3(_Z+I^W=_X6?\ T.!_8^5_] .'_P# M9_\
RX_DU_X@XO\ @F1_T73]N[_PYO[/W_T,%'_$'%_P3(_Z+I^W=_X6?\ T.!_8^5_] .'_P# 9_\ RX_DU_X@XO\ @F1_T73]N[_PYO[/
MW_T,%'_$'%_P3(_Z+I^W=_X6?\ T.!_8^5_] .'_P# 9_\ MRX_DU_X@XO\ @F1_T73]N[_PYO[/W_T,%'_$'%_P3(_Z+I^W=_X6?\
T.!_8^5_] .'_P# 9_\ RX_DU_X@XO\ @F1_T73]N[_PYO[/W_T, M%'_$'%_P3(_Z+I^W=_X6?\ T.!_8^5_] .'_P# 9_\ RX_D
MU_X@XO\ @F1_T73]N[_PYO[/W_T,%'_$'%_P3(_Z+I^W=_X M6?\ T.!_8^5_] .'_P# 9_\ RX_DU_X@XO\
@F1_T73]N[_PYO[/W_T,%'_$ M'%_P3(_Z+I^W=_XC]AK_(J?V'J%V%OV /VI?A?^UQ\&_BO^GXE_3;_(C)_A';-_A'$_^)'GCK
MX/:SX(O?^$\^?B[X9ZO_;>F^%O@1X,UZY^S:#XSU2[TW[!XETWR=7@L)[K[M99Q7%A=?
T+T45^<<8<<\8'PV'PL'3P]*%&#DYN,$TG)I)R=Y *2=VHI;[):'_V0$! end GRAPHIC 7 tm2427526d1_ex99-2img002.jpg
GRAPHIC begin 644 tm2427526d1_ex99-2img002.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# $! 0$! 0$! 0$! 0$! 0$! M 0$!
0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0'_ MVP!# 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! 0$! M 0$!
0$! 0$! 0$! 0$! 0$! 0$! 0'_P 1" U NL# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(#
01!1(A,4$&$$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D*
M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-
76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M
Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-
$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1
Q$ /P#^_BBBOY%_M^"OG_!T3X+_8Y^)'B;]FK]BGP9X%^/GQC\)&73/'_P 6/%>LWVH_!SX=^*K>
MYN+74O!EAHOA:\TS5/B)XJT1H3%X@EM/%GA[0/#6JE=(FN/$&J6FMZ5I/W7A M[X;<9^*6?
QX;X(R6KF^8JB\5BINK2PF7Y;@XSC3EC]VU=K**UE**U? M]=%%?Y4=_P#\'1/_69N_%3^(;?]H_P7I>DF"?V?/^"@O@/X?
M?###5?'6JP>'/"_[1WP]N=1_#JTUR\0P:+8?%%'PAXDU/79?#%OK6H+%I[^. M=*'2GP]I^HW]HVK^&O#_(?
BU'7]/_=^,OH7&7@>^-_ !R1ULQC:NR+!"5,,:F"_F.
M#X7S>KC\UP6'H4Y5L1..78O+,OK9DL/3A4G564SQ=7DI5)T<+B%%P/+PW$66 MXBJJ7-
6HRE)1A*O34*,Y*/,VDN=15VDY+<_M9HI 00"""" 00<@@\ M@@C@@CH:6OY./="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 _[_@KY^TMX@_9"_P"":/[8?Q_\(7KZ7XR\(_"6ZT+P5K$3.D^A M^_/B;KFB_"KPAK]JR$$7>A>)/&VEZO:9)0W-

```
E$) T993_C:S222R/+*SR2R, MTDDDCM))([L6=W=B69F8EF9CN+$DDDU_L7_\%G_V=?$G[5?_ 2Y_;/^"7@S M3[G6/&&N?"
<^+O"FB62[[[7O$GPC\4>'?C!H?A^PCP?-U#7M4\!VNCV,)VB: M[O88BZ!RZ_XY\@P1GKR/R/\ G-?ZO_L]X9*N O$"K0]F^()
<88"GFFD?;+*8 MY!2GDBO;VBH2Q$L[E'7V;Q,:G_+U2M\/Q4ZOUO")W]C]7FX=O:.J_:>5[*FG
MUM;H1TY3@CC/]/4_@,^WK3:\4?M1?\ !)[X#ZMXYU:ZU[QE\&]3\7?L_:WK=[/-<7NI67PWOK=O!#WD M]Q)+//=V?
PWUSP9IEU,=.NM'\0_'/Q)XX_:#ETN\1H[BWT#Q[?6>F> [QD8#;%X@^'GA?PGXHM
ME'(M=;A$@642*/WYK_GJ\9Z>3TO%SQ-IY J"R:''?%$\SA05+]VJ48J%HI*/ZIESJ/ 8)U;^T^JT.;FOS7]G&W-?7FY>2] M];
[ZA17Y-?\ !8__(*B?\.EOV8_O[1O_"C?^%__P#":_'?PQ\$_P#A#?\ MA9G__JK^S?^$C^'_P 3_'7__DW_"0_\*_^)'VS['_PK?\
LK^QO[#M?M'] ML_;O[6@_L[['??S6?\1K_P#UC0_\W+____"4Z][@;Z/7B_P")/#]+BG@OA+^V M6U:-
'&TOJ^99KA,4O8U,12CSRHJG4Y[TISC&366) MS7 8.JZ.(K^SJJ,9N/LZLO=FFXN\(2CJD]+W74_NXHK^$?\ XC7__/K&A_YN
M7_\ DIT?\1K__/UC0_\ -R___,E.OK_^)/?I%?\ 1O?__#:.#_\ Y_&']OY3 M_P!!7_E'$?\ RH_NXHK^$?\ XC7__/K&A_YN7_\ DIT?\1K_
/UC0_\ -R___M_,E.C_B3WZ17_1O?_-HX/_\ G\']OY3__!7_E'$?_*C^[BBOX1_^(U__K&A M_P";E_\ Y*='_$:__P!8T/\ STPF*H5?
W5>?)S\D^6I&48^EA\12Q5 M*%>A/GI3YN67+*-^63C+W9*,E:46M4MKK0*_BA_X+"_\&L,_QO\ B+XC_:/__M_."<%QX
\!Z_XK>[UOXA?LV>*;ZY\,>$]8\67EY-=:EXC^$_B1H[W1O"$N?_ZQ<$YM_9^+ MJT?JN/P>(HQN4YM@^?
G6$S3+JM2G1Q5.G4O5P]53HXO!UFZV$Q5&!9OV$/C%#=:\27OBS1+ M>\TZYUO1[-Y[?4?]+"OE_P#;3_9:\'?ML?
LJ?'3]E;QY?W&C^'/C5X#U'PHV MOVEK%?W7AC7$FMM8\)>++73YI;>'4+GPIXLTS1/$<%A+<6T=]+I:6KW-NLQF
M3^GL7].+Q(XFQ.2Y/G.%X?X8X9Q6:Y30XOQO"N#S3^W<5P_/,&\'152I3=6O6C3J/#PKRA
M[*-7DDZ3G&$$II5.1^_>%TG*$HIQ?^4+XG_X+<_\%7/$OQ$_X62/VY_CWX8U M&*
[AGTWPCX%\7W'@CX4:1:VA5+'1],^#WAI-/^&4>BV,$<-K!IUSX6NH9;:) M%OC=NTLDG^CG_P $%O\ @I!XY_X*;?
L(:=\7_BY9:5;__!I^&?Q$\0_!3XJ: MEH6GQ:/HOB[7O#NA^%_%.D^-M.T:W9[726\0>%O&6A_VU86/DZ;'XHL]?DTB
MPTK1Y=/TNS_S]OC#_P &_'_!2'X7_M7R?LQZ)\$OB!\3]%G\1Z5HVE?M'^!__M@W\>-2_9Y?
3M;:V>SUW7/'UG\+KVTT:VTVWO(SXH2V36(-%O+>_M8[[4X[5; MF;_1Q_X)$_\ !-OP_P#\$M/V.M__9OL?%T7Q!\9:MXLUSXG_
!8\(?B)XGL-$TJ]30M.FEGO(/#^@Z!X;\/>&M(DOIOMFHP:0VLW5KIMQJRQ*S5YM+*,/AY4
M,)7IU<%2P^!SR$,T68P]M'"T94<76J<>01S58VO]:>)]A&$X5EB)3:=>Z]G[ M/G;3DFIN4J=X: M9\3-$\.?\)M\1/ ?
V+QOHWA_Q1X6TW6_[7^&?B[P9KUS]FT'QGXEL/[-N]4G MTB;^TOM4]A+>6=A<6OYJ_P#$,[_P1'_Z,I_\V\VMO_)_-?
NY17\%Y%XD> M(?#&7QRGAKCOC#A_*X5J^)AEN2\29QE> AB,5*$\37CA,%BZ-"-;$3ITYUZB
M@IU90A*;DXIKZBKA,)6G[2MAL/5FTDYU*-._X7#__,(9_P +&_XN1\6_B#_PD7_"OO\ A*_^$0_Y M*GX]\;_V1_9'_";^*/\ D!?
V9]O__+3__.)G]M^Q:?\ 9/NZBBOALXSK..(L MQQ&<9_FN99WFV+]E];S/-L;BQP]*E0I>TJ2]G
M1ITZ<;0A%+IITZ=*"ITH0ITXWY84XJ$(W;;M&*25VVW9:MMA1117F%A1110 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! "_]D! end "
```