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Form 20-F ☐ Form 40-F ☐ Explanatory Note ☐ On February 3, 2025, Perion Network Ltd. (the "Registrant" or "Perion") issued a press release titled "Perion Announces Transformational "Perion One"™ Strategy, Unifying All of Its Technologies and Brands". A copy of this press release with the open CEO letter enclosed therein is furnished as Exhibit 99.1 herewith. ☐ Signature ☐ Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. ☐ PERION NETWORK LTD. ☐ By: ☐ /s/ Elad Tzubery Name: Elad Tzubery Title: ☐ Chief Financial Officer ☐ Date: February 3, 2025 ☐ EX-99.1 2 exhibit 99-1.htm EXHIBIT 99.1 Exhibit 99.1 Perion Announces Transformational "Perion One"™ Strategy, Unifying All of Its Technologies and Brands Strengthening Leadership Team and Optimizing the Company Structure to Better Capture Growth Opportunities NEW YORK & TEL AVIV ☐ February 3, 2025 "Perion" Network Ltd. (NASDAQ & TASE: PERI), a leader in advanced technology solving for the complexities of modern advertising, announced today the launch of its "Perion One" strategy. This strategy will unify the Company's brands and technologies into one advanced platform named "Perion One", further supporting its position as the partner of choice for brands, agencies, and retailers navigating the complexities of modern advertising. The Perion One transformation will harness AI to help solve modern marketing challenges for which a unified solution has never been possible until now, while optimizing the Company's cost structure and setting it up for successful scale in the years to come. ☐ The transformation at Perion extends beyond a new brand and a unified platform, enhancing leadership capabilities with the addition of these exceptional new team members: ☐ — Stephen Yap, a Google veteran with extensive experience, is the new Chief Revenue Officer and will lead the company's global sales force for advertisers. ☐ — Kenny Lau, Undertone's CPO, has been promoted to Perion's new Chief Product Officer. With vast experience from companies such as PubMatic, Criteo, AdTheorent, and more, Lau will lead all of Perion's product innovations. ☐ — Mina Naguib, Hivestack's CTO, has been promoted to Perion's new Chief Technology Officer and will oversee all technologies. Mina's experience is rooted in the AdTech industry, being the Chairman of the Prebid.org DOOH Committee and was part of the leading Samsung Ads Architecture team. ☐ — Adi Shpak has been promoted to lead Perion's AI Labs and will lead future development on advanced deep learning and AI algorithms under Mina's tech organization. ☐ Tal Jacobson, Perion's CEO said, "Perion One represents a significant transformation for our company, which will unify our diversified brands and advanced technologies into one leading platform. Chief Marketing Officers (CMOs) and their marketing teams need seamless, nimble, and comprehensive solutions that can connect the dots across the media ecosystem, empowering them to deploy advertising dollars with confidence and report on actual impact " Perion One will be that solution." ☐ Mr. Jacobson continued, "Perion's growth is rooted in innovation " from the strength of our technological capabilities to our acquisitions of market-leading technologies. With Perion One, our customers will have access to the full breadth of our capabilities in one platform, and our sales leaders can reach markets with pre-existing relationships. Our new journey is just beginning, and we believe we will become a premier solutions provider in our industry, which will help us drive long-term value for all our stakeholders," concluded Mr. Jacobson. ☐ The Perion One Platform harnesses the exceptional technologies of Hivestack, expanding upon the capabilities of one of the most advanced pieces of technology AdTech has today. Perion will continue to unify all its existing and new solutions under this platform and advance the Perion One offering, giving CMOs a clearer view across the entire ecosystem. Perion is one of the only technology providers in the industry that provides solutions along every part of the marketing funnel. Thus, the company believes it is perfectly positioned to lead the industry forward, benefitting from significant long-term growth opportunities. The unified Perion One offering can achieve greater customer retention, longer duration contracts, more large-scale customers, increased recurring revenue per customer, and a more efficient business structure. ☐ Today, Tal Jacobson, Perion's CEO, shared an open letter with investors, clients, and employees. It is available on the Perion Website at: <https://perion.com/news/ceo-open-letter/> ☐ About Perion Network Ltd. ☐ Perion is helping agencies, brands and retailers get better results with their marketing investments by providing advanced technology across all major digital channels. Through the Perion One platform, we are making digital advertising more effective by building solutions that continuously adapt to connect the dots between data, creative and channels. ☐ For more information, visit Perion's website at www.perion.com ☐ ### ☐ Forward Looking Statements ☐ This press release and the enclosed open CEO letter contain forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995 with respect to Perion One platform, long-term growth opportunities, company structure optimization, the business, financial condition and results of operations of Perion. The words "will," "believe," "expect," "intend," "plan," "should," "estimate" and similar expressions are intended to identify forward-looking statements. Such statements reflect the current views, assumptions and expectations of Perion with respect to future events and are subject to risks and uncertainties. Many factors could cause the actual results, performance or achievements of Perion to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, or financial information, including, but not limited to, the current war between Israel and Hamas and any worsening of the situation in Israel (such as further mobilizations), the failure to realize the anticipated benefits of companies and businesses we acquired and may acquire in the future, risks entailed in integrating the companies and businesses we acquire, including employee retention and customer acceptance; the risk that such transactions will divert management and other resources from the ongoing operations of the business or otherwise disrupt the conduct of those businesses, potential litigation associated with such transactions, and general risks associated with the business of Perion including intense and frequent changes in the markets in which the businesses operate and in general economic and business conditions, loss of key customers, data breaches, cyber-attacks and other similar incidents, unpredictable sales cycles, competitive pressures, market acceptance of new products, changes in applicable laws and regulations as well as industry self-regulation, inability to meet efficiency and cost reduction objectives, changes in business strategy and various other factors, whether

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2_#J,L;RM*UKX3\3!:9&YFF>6X^S>:\$M(FBL;7_)M^ GP<\5_M\$?'#X0? M 7P+\$9?&/QF^)?
@GX8>&LV]Q=10:QXX\1Z=X\$/ASX4TVRM8K*S MT_PWX)V/Z?X:T.RM;.#]S:V]MIF6T,-
O%^^[AC18T^517@YY4]RA1OJY2\? MX5RQ?77FE:W9WZT604GSUZ[6BBJ2>NKDU.27HHPO?NK=3OZ***^=/IC\+/\^
M"XG_1<^'W_5?^!T-YX6GV_P_:Z^%5C=77P7^*>H62II_B*S1+RYG^
M'\$Q,OK2TN=5D^'WB*N7N=:/U:SBN]3!>)6A\2:79.KIL_B?PKXI_P HGXT_M! ?XJ_LZ_%7QU\\$/C?X%U[X:_%;X:Z]
<^&O&O@KQ+;+;:KHNJVRQS)\,D]EJ_M.FZC93VNK:%KNDW5_H7B+0K_[\$7M!\U+4M%U*PO[C_ =)K\^O^"TO_!#OX(?
 \ M%7_A];^*K&:Q^%?[7/P[T"^L/A;9K6SC6T\2:=">7=C\,/B[#;VTUWK_@" M75[E[W2=2@1_\$?
@+4KJ^U+PW++INK^*?#?B?ULNS%X9^QK7="3T=KNDWU75P_M?VENOBCU3\?,\L^M_OJ-HXA))INT:L5LFWHII?
#+9KW9:6T>2>XATOQ=X1U?RTL_\$ MW@[7TM9KCO_\$.F/+8WLV< \U:7=K-);W5K
M=6\BS6]S;7\$3)+!/*B2PS1.LD4BJZ,K*",<10CB*,Z,]IK1VORR^S)>.:>OF
MKK9F^&Q\$\-7IUH7O"2NMN:+TE%_XE=>3L]T?[R-%?E7_,\$6/VXI_P#@H- P M3C_9\^/NOWJWGQ,M="N/A?\
&@F2V:X;XK?#21/#GB/6+J&T8Q63>-.;2/B M%:V!"!/:;XNL860;0S?]I7PXRIS"2M*\$G&2[+_L_Q1]"<:D(5(ZQG&,XO
MO&24D_N84445)04444 %%%%!1110 5XI^TG:-_9Q_9Y^.?Q_ \4R^3X=^" MGPD^(?Q3U=A%)
<.]EX\$%:KXEEMX;>)7FN;BZ_LX6UM;0HTMS>2QP1*?TDB@^ MUU_.9_P=?.?M' P#"A? _@D=V_ "FG:S<:/XH_:4??
#OX"\$]G%YMQSM97;=G9?C*O55&C5J]NW[NG.:O5QBVENM6]*ZNV9^5QXJ]3Z_MXW\3^ (_&?
BO4[C6_%B[7M8(3^)-9N_+^UZOK^OZA<:KK&IW7E)%%][HO]1N[MF[FJ_./S)6V(BX48-%?>=I6225DM\$DK));)
(_/6VVV[MMW;>K;>[;[A1110 M(**** "OWJ_X)Y_ \^%W_46_81\2:8;[\3?]\ VIO@3: ^=!K/P3^.OB6_U
M^8VD\UK)Y_@GXJ:E:ZYX^ \#:I8QVTEKI-NMYK_@FVAO[U[WP-J5R+&XL?P5H MK*K1I5X\E6G&<=?
B6JONXO>+ \XM/S:->MAY<]&I.G+2[B]V=TI1^&2O]F2_M:75^UW_,\$_?^"@7[/ '_127]G?
P]^T5^SKXAFO=%O)O[\>"]:^RVOCX7 M>.+6UM[G5?_CC2K:XNH]/5K..Z@NK*)M9[K2-?
TBZL=;T2^O-.O(9J^W:_R M:\ @VW_&_M?_8D_P""D7PPV'ZAJUQ%)\% VM]< \,?L_?%1LRM9?V[XEU9]
M,^\$'C(PQ1N%O_"7CS6X+![Z4>59>%?%?B_>4\31?ZR?](X["O"5W35W3DN> MG)[N+Z-
K3FBTT^ZM*RYK'VN7XSZYAU4:2J1;A5BME)6=UUY91:.[.];OENVN MZQJSNRHB*7=W(54502S,Q("JH!))(
))Q7^*;P4Q_.;?\ :T_X*_M??M" MQZI9:UHWQ&^/'CVZ&ZIIV6LKOX" @3XULO!&H:DV_M+6/XD^-+'A
_AI\$T8F@>XDN?OB;P];Q6D4T[G5DO1*\$%;YU_HHHKZ^`"BBB@ HHHH_*P] M'_@EM^SC_P_D_!\.[]CK]GZXTK3-
&U[P%!_S>-[1XJFGCX>]*-7QK] M3]Y\$S;VDERU_ \O0\$?B6^FO9["YOI[F2N8HYYY'^2=_P_O_V?
@;\:Z3JZ&73K_X;>%=43QK4+;YM_LJ(REV)/AW MX;\3B.RFB%O>S>7:7.UO:S2W\$7^U_%50_<_# @_#@_#*^>SRKK0
MHKHI59+U?+!_A,^ER"EIB*[ZN-*R7/\Z8M?XL/!4W]H[_(:U_P""BO[9_M/[0%OJNDZYH7CKX]>.;?P/K&AR_-
+U/X9^#-1/@'X67UK="ZO(KW[1\./ _MA:6>_MIA9W]PTUY906EI/#:P_P"ME_P4[_._P"&2\ @GM^V%^T-;ZKI.C: M[\.?
@-X]N[/!]KDOE:6?B9XBTf3PA)++&Z_NK*6Y_M7XC^(/"VEP6%M>6MYJ_M5Q>0Z?
93Q7=S"X_Q4Z,CIZUZS6RC2B_5]T_R@&?U=,/13WTS4]2T74M/UC1]0OM)U?2;ZTU/2M5TRZGL-2
MTS4K">_ZL=0T^ ^M9(KFSOK.ZBBN;2[M18Y[>>...&1)\$5A_1_P#[\$TO^#F_] MO#]BC6]"\'?KQ9XB_;
(_9V6YMK;4O"OQ5\0S:I6_ ">FRW]S/J&H>_ /B_J_M>H>*+ZY@AO,6GACX@WWB?
PVEGIFFZ%X?;P99F: ^7^;*BL:U"CB(N%:G&:Z-K MWH^<9+WHOT:ZIZ-HVH8BMAY]=I*#6]G[LO*47[LEY-/H]TF?
[=_[&?[9_ /] M_P"WM!\"/[1G[-_C*+Q9X"\51&&[M+E8+/Q3X+\26T4+ZQX)\=:%'ZGHFHZ;J=Y]4U_D8_P#!
K_@J'XE_P"";?];_MO@<^)%/'V#]E_P"/6OZ!\-OV-B^U.>*/OM'TK5;M]-\,_%E)KS4-/L=&U#X9_M:UJ,6L:SK\$K3K+X#?
Q=I9LKB\NM,N+#_ \$S=9%5T971U#HZ\$,KJP]5E8\$AE_M8\$\$\$@(@@XKY+'826#K>W+4@
MU&K#HI6NI1Z\DO LWU33CKRW;JR/\$&NZ9X8T^*_ \$NMW*66C>'M(U+7-7O)"!_M:~9I-G-?W]S(6*J\$@M;>65B6
"H22!S6O7XZ?%\^OVAO^&:O^"1O[:'C*VFN_M8M< \;?#-O@;X<^Q7?
V*^&I_'75M/^%MW=V=R'CDCFT7P_P)"]; \0DP,+@PZ1_M*("LFUUY:<4]0IK>1BH1C&*LHI12\DK+\\$?GDI.4I2EJY2L_
/X2:Q?OCI\%O@1X>NTT_7_C7\6?AS)\-#OY+5KV.QUCX_MC^,-& \;:>26:36SW:6U[K,;S6R7\$#3JAB6:(N'7_&-(\^%?
#/@SP] M:I9:!X1VZ-X8T.RC54CM-'T#3;;2M,M8T1514M[*TAB545554_50!7^5-_MP:X?L^ _\+U_X*_\
P7URY:%M&_9V\#?\$W]H+6K.:S^U?;?["T2'X=^&%BD.J_M+8S:=X^ ^)GA'7\$NWCN/^04;6.*.YBNK;_5YKYG.ZG-
7I4NE.FY/RE4>JV_E_MA%[M:]&G?ZO(:7+AZU7K5J]/;M..CW_)IS6R>G56"BBOEGJLC]LSJ]GW]@W_MX\$>*OVB?
VD_&]MX,^' AE8[:WBC1;WQ)XO_\$5VDITGP=X*T%98KKQ#XIUEX_M919Z=;%(X+&
[U75+G3]&T_4=1M/&2B2W/<;44Y2
M:22;;;LDEJVV]\$DM6WL>^ ^'./@OX9>#_ \$OQ"^ (WBWPWX#!\^#=&OO\$7BWQG_MXPUK3O#?A;PSH.EP/
+3X[>=.GO-(E^ \1H=2TGX,6%[S02WO@C_MPE:S;XN^),\$,RRQP:IJ-YX(VSO^#J.E2^*M'GBDN/Y8?\ @KE_P6]_:@_X
M*!>/M2TG6=4U^X5_LK:'K'VCX;_L[:!J]723'83RG3?%OQ/U"VN3QQWX]N(S_M%.SWK-X;_B6WA/2+&8ZGJVM?
BG7T.#R>*2J8KWI.S5%.T8[.TVM6^C47RK_MO(^:QN=R;E3P=HQ5TZTE>3=]Z<7HH]G).3O\,6C[E_:]_P""E7[='[=VL76I
M?M2?M*\$GXEZ5,DMOX";5_ ^\$:%>E&"]FO[1M)^%GA.+1/-G=6DTRK'JP\

M/OK4\5M9)>ZE=&RMFB&^J**JR\$(4XJ-.\$816T8Q45]RZ^9X\$ZE2I)SJ3E.3W ME-N3^JW^X****H@****
"OW. 8) X.'O^"E?["6I:%H]I\8+ _P#:(^#&G:/V MM \!C]H*]U+QQIJ:.E]8R7\$ '@WQWFZ# '8: ?^# =+: - MWJ'@???
LEG;1?AC16=6C2K1Y:M.-2/:2O: 6+WB --,UI5ZU"7/1J3IRTNXM MJ]M;26TE?I)->1_KV \! *C_ (+I L> \ %3M%M?
#/@_ 4G^ ^#O[3&FZ%;ZKXP_ M9Q\>:G;R:\ "D_ M;4OAEXH^RZ9IGQ5\+6%S%<>9?:19;:XGTS3_LFH>+!OA
M>+4+))OVKK_""(>,%?WP^4:.#XX!>?*?@CQIX5U2TUSPOXO\ "&MZGX:\ M4>&]:T^59[#6-
!U 1K]RU;1]4LIT6:TU#3[NWN[;55DAF1P#7^G? P_&U _
MP7=7_@H]X+E_9C_:90M+TG]M#X5^&H+Z#Q%\$MEI>E_M(^!M-C-O>^-. *TFU2 MWMM(^(_AM([90B7X9T^W@T?
4\$O;;QMX.M[72;KQ#X7\?"-YAECpz=:BW*C?W MHO65.^VOVH7TO\4=+\VLCZG+W^M?.\$NL2>-/B%I;IK6[
MM[2RUCX3^_O'FBWNH7:P1P]J:.06=Y;:U=Z2S:T;K5:5)7_>5(PTZ*4DF]G: MRNV[.R5[&5>JJ-&K5=OW=.
<]>KC%M+=:MV25U=NR\JGQIXQ2_ \$3QCXL^(' MC359M>\8^.? \$VO>,%?FN7,50#<:SXE\3:I=UKNK3PV<-
M:13:CJE[=7DL=K M;P6R/,RP0Q1I47F:.*^ (2LDDK:))622V21^>MMMMW;;NV]6V]VWW"BBB@04 M444 ?T\$?
\&V7_!09OV%_ ^"CG@7P[XOU_ ^R/@7^U7_9WP(^*.W+2G3-_U_6+Y MS_'!K<)%#((I?#WCZ[M=!O-3N'ALM\')>-
/%VH7";[PYXMO[C3K9M*A\2W_B/1+2XEFT2[2'YW.L:-4,5%:2M
M3JV_F2]R3]8KE;V7+!;L^FR+%7C/'3>L;U*5_P"5O]Y!>DFII+5\TWLC]KZ* M**\ \$^B"BBB@#\UO^"P_[2\A
PR9_P3%_:4^_UKKLOAKQ%HWP-\4^\$/ FN6UK M]NO--^)7Q66W^%7PVOK.S-K>QSW% CXX\::#>Ynk2?
3K6*VEO=61=MKV1\ M&OK_ \$B/^#R?]I,> ?V)OV?/V9=)UZ33]>_&^-.QXQU_2(+;SQKGPS^!_A]
M[O5+*_N7MIX= /MD^ (WCOX7ZO: 7%EJ&H76A.ED]S86>N0C_-WKZC):7)AIU&
MM:M1V=MX07*NB^TY]6NUG<^2SVMSXJ%)/2C35UVG4? ,^KWA[=/=)^JL% %%%>P M>(%%%>'!+_
/9R/[6O_!0S]CO]GR;2]-UK1/B!>? @_:Z3]Z&73K_.&W MA75\$ \: %"VN;?[/LI** %G^M; P_ \$N?V:X?V3?^"= P"QS^S_ 'FB
MZ1I.O^ ?@-X%/C>RTJ]18+\2?%6FKXV^)]S [VUK+7,.,<\B@K[Z_ "@*H & . !P !P .E%?!RDY2E*6KE)R;[MN[_ M
! /T.\$5",81^&\$5&/1%)+\$?YX7_>HRRG]I;]B2\$R2&&/X&_ \$B6.(NQB26 M;Q]IZ2R)&3M6258(5D<_ ,ZPQ!B1&@'\4M?
W\$ _P#!Z]X3DL_BO_P3^=\ \$R>5X MC^'G[0'A-+@Q"3P7XD^%FL2,D?D*R2,OCV(2,;F42*L2K!;F)I+K^':OK\K M_P!PH?
\<3_T[4/BW_Y&.([A?^F*04445WGFA1110 4444 %%% % !117H7 MPF^% 'Q%^ .GQ,\ " !SX1^\$=6>?
\$WXE^)]]>!_"&B1Q/J6O>(M;NX[/3[&% M[F6WL[2(RR>;>:CJ-U9Z7I=E'^<:CJE[9Z?:W-
U\$FTDVVDDFVWHDEJVV]\$DMV M-)R:C%-MM))M MO1)):MMZ)+<_JK_P"#13]@B]^_ P"V3XL_:9\8Z&TWPT_9 M-T6]T?
P/>W2SI::M>?B%HUUI%BEH 1:ZB/_ P /K_Q%K.IP3!VTO6/\$?@74 MXD\$ _D2Q?Z5=?G_ \ \$POV^# /!/_!
W]B_X0_LN>#GLM3UGPU] /JO_ !3\86=N M]O\)\ [7/\$D5O>> /!%9691+E;"?4D72?#EM=2S3Z9X3TG0=):5Q8!C^@%??
MXW\$?6L1.JK!GP4T^D([>I;[S:Z.3/N!AEA,-3]6\ _XZK[U]6YM5H^5)03ZQ MBGN% %%%(9[2Z\
[1[^XM+&;Q!X0U>&^>(>[L-E]J& MG&_ T_2]0L\ +Y_X*F? \$5?VO_ \ @EAXTD_X63H%Q\3O@%J]U)'X(_ :4!Z#
MJA^ ^J*UW':V>C^.(-VHO\+ _!M_ \$;PEX; >>_ &6C7WAWQ;X;\8:)IWB3PMXFT'5
M('MM1T;7M!U>VN],U;3+ZW=X;JROK:>WGC8K)&PKNP>/K81V7OTF_>I-Z>L' MKRR]-
'I]1KS;EU'&QNU[.LE[M6*U_PS6G/'M?WH_9:5T_)\ "BO]!W_ (*D M? \&C/@WQ]>>(OC+_ , \$SO\$NE?
#/Q+=OJ&KZI^S# \0M1NO^%=ZQ?W5Y! *H=< ,2W4MC9:=XA\#Z+: ""OX8OVD/V5?VC/V0?B'
M??'K]ICX.>_O@UX[L7F4:/XST>2SM]5A@/GS=0_: [M=>'O%NCC[1"%UOPO
MJVKZ1(TBK'>NQQ7T^&QN'Q27LYI3M=TI:5%WT^TEWBVEU:>A\GBL!B<(W[6# M<+Z587E3=]O>M[KZ_ P
&5'QHUFXT;]NW M]G>^NX&VZ1]P<^-'A>Q*#ES!K/B*U\8>! 'EV4:XWSP75EX7^\$*M!:!+2 M2S<75PQO;.-?
[N: @>_XJ?@]XG&M MT_ ^[TJ[M_!K:5\ (O@]H&N.T8L-7\ M3I=^*?&GB_2K=
S3/=^='D\$?7=X[K%]'#XHL!\$T]RS"W_OAKX[.[?7L1RVM M>&W?V<.:Y\U]G<^WRER>7X?
FO>T[7WY55FH_+EM;RLPHHHK#/1"BBB@_HHH MH ***** "O\^;_@]':_:/_+7^+_ [7]FDZS<"#P-
X"\:?'KQMHD<7^@SZE\0 MM;B\ " #ZN;AHLJ.D?X!\?B&VAG#6]GXD,]U"PO+)Q_H,U_D ?'_ [1_ M TW_P %G Q122
MZ?>?\$#1_&>OP7+F5;Q]:EN[>9K.:W5?4RBE[3&*36E*\$I[:7:Y(K9ZWES+9^
M[=/2QY&=5O9X*4\$]:TX4]);^TD]T[>XHO=>]9K4_&:BBBOK#XX*]5^&'P)^ M-
QNDUJ+X,?!OX]%V7PVEA)XBC^&'P\7>/I-!CU5KQ=+?6D*:1JS:6FI- MI^H+8-?!"!;QK&\%N9#;3;/ *J_P!*_P#X,Z?V3-
#&T<=E\0]8^*R6]HDDT2*YN=XDN MGBBY;BOJE!U5%2DYQA&+;2;=V]NT5) ([V: M-I]NADN+[5M:U;PO::;IUG
@+S75Y]0 MR&W%Q_9@OEB:+=O7_ =LK2&PL]2QMPPM]*V@M([%F\$-M\$D,09CRS!\$7+=SD MU\]GK7-
AE]U5O36S=/EU]5*WS[GTW#ZERXIZKE12[ZUI,S;[_4_ AM\&-)E\5ZW+9 MPK-
&R1V7Q#UCX4O<7;QS1(KBVV"2Z26+_-0K^LG_ (/!VC_ /A: ' !1OX?? M /3-6L+[0?V8_@3X?LM3T^U;S+K2/B3\7;Z?
QYXEBOY?F9(Y+KP%\)[B&T\ MF.6& /]_ (\JW<:P_R;5Z&54_9X*F[6=1RJO\ [>=H_?" ,3S,WJ^UQU5)W5)1I
M+_MU7DOE.4PHHHKT3S HK^U+_ @TR_P""?:[7[5_A3]L#X?M4_?X7?'+P- MH?B'X;_ "/X79\2?# =EXKM]
(\666FZYXR^)-];=JEI]9V4XT?7OAK;VU!+ M+HP21VL4:->?V(?7_ /@D[_TCT_9/ P_#.#_ \$ _D&OQ&;4L/6G1=*
MFGO)E:9?:#^S+!]9;2KZ[C\4-&^)7QDU*P5X-%R4L<_ MTI3DDTFY/2R>ND5%:]C^2W_@ \+ _.:_X5E_P3J^&O[\A
IFJZ3;Z[^T[>M"M M]7T> \ESJFI?#X-Z=X^ \17VCVJ74\$I_LKXCR_!V+4+^2&]L[6WU1;."6".[U
M33]JW_S.: KV_P"#Q[]H8?#\$]O7X&_L]6\$UG<:5^SM\!8];U,PS^;>6?CKXV_MZ_)K6LZ=>PK\ML\$ \ \$^#
(:ZE:H^)I(]5>9AY+VY;^0FOIJI^SP5-VUJ.51 M_-L?OA& \ OG%7VF/JJ]U34*:WZ14I+Y3E+PHHHKT3RPHHK_6V_99_X-
?^ M"9@S]FCX_>%/C%^QO\ !?XC_%O0/@W\ -M, ^/C[7-U>/5?&/Q\$MO".DIXU M\1WD)UMS;2:MXD_M*6TWO\
9(I4MM[^5N\%C.;#]JFYQE-U*RC9:1Y;O73 M[2] ?6W?@:S>?L5W?C+]E7XQZ_M5I=]/X2T_4?&_B_XJ?![Q1JGFVES!I?
CK3_B+JGBOX@:7#<0VEQI&G^('/?C M2T70'U;:6]4\+^ -1I]MHTG)3SK#2:4X5:=W;F:C* \Y6?-]T9^94R+%Q3<)T
MJME*_/%'P\=^&K]>RNKKP[XR\%ZY?>&_ %&A7-UIMS>Z=UM[:YEE@BM+5(Q;Q?XK5?)7_1#T*Z\ M. \!)#_ ()]:?
>;C+[V]&+3/A;X'4,Q,<=ND?F952]IC*;>U)2JO_MU6CJTY1?_5SU?%!1110!_H" _\!EA^S[]A^&O[:W[55ZT,W_ "4 M^.?
A_P#L^&^E^&Q[:C3O^\$ "T"?XC>-V^WF5O.AUG_ (61V\A]DCAA^S/H/G2R MW/VJ%+3^Y.OQ2_X-X/V??
^&=O^"O['.AW+OS:S\3_U]^T%K5Y#9_8OM7_ " M];U#XB>&%EC,LS2S:9X!UKPCH;W;R?
Z9_90NHXK:&6*U]:_VOB<4;]KBZ\^ MCJ.*?> ,/X^E['X>GU5*,GY2]?O)+=[2DUH[=K+0/R^_
MQC^&_P"SY!*?_ QM^,'BK3O! /PR^&'AC5/%_C3Q1]JLA2TTK1=)@_T[A%#37= M[W4\$,G^1\A
\%B/^"L_Q9_X*N_M)7OQ"UM= M6V? 7P'<:IH?/[GP>N;F% E(\ (^)[A1+XC\3I8S3:??_!'\8);VM_XIOX)K
MRVTY4L_#.DWUWI.C6UY>?N]_P=L_ \ %3[KXH?%;3O^":?P>\0W47P^ ^#&]Z1X
MO_:3O=,N+^TM_&'Q8FTV5/"7P\NY89X;76?#OPZTG5+?Q!K%A+?':)\0-0 MTWSE@U[X?
0FW_BNKVIP2A!8J]&]2:O237P0?VU_>FMGNHVL_>9X&Z]U!1117MG@A1179?#SX=^//BW\XW\+_T^
M%_@ [Q]\0/B#XUU>UT#PEX,\(:?/:X\D\1:S>MMMM.TG2-.AN+R\N9,,Y6*)A
M%"DL\I2&*214VDFVTDE=MZ));MM[)#2::23;;222;;T226[;V1QM%?V>?L4
M_P#!G+^T9\3=%T#QO^VQ\>O#G[.EAJ4=EJ, PB^&^BV_Q1^*\$-A=6/G2Z7XD
M\5SZII/P_P#!GB"TNISCE71!\4]\#9%*CS1S.!#^K7_ \$&- P3X^Q>7_PTO^V5 M_:D;?M7]O?!+[%]IVX[^S_ /A2_G^1O^
[_:7F;?E^U9^>O/GFN^Q)QI M*=MW" #<;]D] \$_5779GIPR?'SBI>RC"^RG.,96TWBKM>DK/1Z;7_S:.*_MJ_:
M^_X,S,C)X-T^Q)XN_8L_:=T+XQ_8HUO=&^\$ /QD\+Q?#OQC=6T%HGKV3;#XE: M+J^K>#]?UR[NHY9=-&K>%?
AYI(CN8K&\U&)K5]2O/XUOBM*B3\#/B-XQ^\$
M7Q@\\$^(OAS\3/A_K=UX= \9>"O">G3:5KV@:O::6>VO+2<#='!)#>6%];M-8 MZGIUS::EIUS=:?=VUS+T8?%X?

\$W]C44FE>46G&2V^S))M*]G)7C?2YRXC!XG M"6]O3<5)M1DG&47;^)%M)O=1E:5M;'GU%%%=)RA7KOP#^.? Q, 9G^- 'PR^/W MP<\1WGA/XF "7QCHWC7PAK=G<7< CU+1[E9GT 4DLKFSEU#P_KEF;K00\$VB2 M7"V6O^'=2U30]12;3]0NH9/(J*32DG&2NI)II[--6:~?JAQDXM2BVI1::T: M=TUYIZG^VM^P)^V%X' _V_9"^^!O[5G@['/::=\\O!EGJ.O:#!.,> M71?WR@JYD;JXTWA7Q=I^KZ.DJJ;ZTMK;48@UO>0N_V%7%? _F!^U _J-R32Z-%:YN_A%>V&D0Q6 M&HRSR@~)40:K;K>OI!ZE?_XN@~B*E'5j+O!OK"2YH^MDJ-[TS[W!XA8K#4 MJW64;37:~]6A^~7PLU2XU"2U*B]TNV\% _%NWB^T^SODDCM=?-WJU MFT=UH4X T J_R% ^#B#]I' AIC @KQ^UUKNGZ[+K?A/X4>+M. 9Y\^QO: 98 M-%M?@GH]GX+\\9Z78E[6VN+RRE^+%G\\1- :BU"=KN.]?6))],O)=%?3%3KRBE[M3&*36E*\$I[:7:Y(K9ZWE\$+9^=[/2QQ9U6]G@I03UK3A3WULG[23W3M[BB]U[MUFM3\\3Z***^L/C@HHHH **** "OZ+O\\ @V3 _."ALG[\$/_!1/PQ\\-O%^JO:~? M _\\;+?P[\\O'D;AC::\\1+C59U^!7C>5+? 2[V]E?3/&6MWO@2Z+WFEZ-I?A M[XF^(\$?NL\$O'H%MY?Z-3VMU=6-U;7MEJVE'TE%N+\\FS_>1HK\\A/^"? _!0JU_X^\\ _!KX3 _%6]4@O/C M-X\$@7X/_ +0%HK1BZ3XH>"K"PAN\$DUO&%6&#X@^\\[G1/'ELL2?9K:37[O2H MG>72[@]^O=? #3A*G.5:~M*\$G&2[-.S X'^<^ _ISC4A"!!WC.,9Q?=25U^#~"BB MH;BX@M+>>ZNI8[>VMH9;BXGF81Q000HTDLTKL0J1QQJSN[\$*JJ22 *DL_P P M7_@[G_:0_P"%N_\\!4"Q^"^^EZW- >^?V6_@CX&\\\$7NC?9_+LM,^ (OQ#%U\\5O M%5];7+VZ/>7&H^\$O%^PUTZ_>^YN+*VET!+)%)M]0M]41OY9Z^N/V^\\VB)_P!K M3]M;JJ?I!M6NM:T[XP?'3XC>+ _"M[>VC6-Q'X!NO\$M _;_#K3&LWM[2>VCT3 MP':^'= %@ANX\$ODM]/B%^9+WSY7^1Z^XPE+V.&H4[6<:<>96M[[7-/HOM-[J _M?6Y!C*WM\\57JWNIU)?[./ "S/ M^"B/Q. _!U/2M,OM! 9E^ ^LMI5]=Q^=J&C?*\$KXR:E#X*.76EH]N\\<#7/P] ML/B[8WEZMS!-771]7MH]VI:E~? @UID/@K0+74[E[>*0+IWQ%OOBX;*R26ZMH M;(QKM)4N-0NK>#SLUJ^SP51;~.HXTE V\\ [R7SA&1Z>44O:XZE?:DI57_VZK1 _M\\GE_K=HHHKY^U/YE/^#L#]E?4OV@?^"6^J?[\$[PWI]U?^)_V4?BAX6^,TL- ME##=3^ M2M]0^'OC^~A)B9+#2K/Q9I?C/4Y+=MT5EX0EFE1X8I"G^6E7^\\[+ M\\10A]X/^+7P^\\<_"SXA:%8^)_7Q\\ (>)/_?C7PW]<*7&G;[X4\\6Z]>:~#X@T M>]@D5DEM=2TF_N[2=&4@QS-Q7^,_ _P %0/V ?B' _,\$T_P!LKXH_LP>~.EN+[M1=)O9/%OP?\\ &\$\\T-P?B'\\\$ _\$>J:JGP^\\8RR06>G0)K\$UGIMWH7B^SM[&"TT MOQQH/B;2;!KNPL;6_NOHLEQ"Y*F&D >4O:0OUBTE)+ _"TI6_O-[(^9S[#-3I MXJ]*? +)>RJ6Z25W!O _\$FXWV]U+=Z_GU1117O'SH4444 %%%!!1110_5_H_\\M _!L1_P \$19/V9;!NC_\\ !0;JJKP+I_\\1OQ\$T&X_X4+X'\\5Z:D>L? _X<>; M.>TN&=J]PTDFC?*\$XEZ!~M;I%<16NN^\$/>I7.@7J:~?J? BGQ3I^\\IH_P#! MO= _P;?ZEINH^\\V/\\^"AG@9K&>T_LWQ?_?V8 _%FGS0ZE974YN]^%^(_QLT#_M4+>)K*[M?*M=6\\(? #B_C>X@EEM=7\\9VUK>6T7AZ/^\\>OG,SS%33PU"5XWM5J_M]Z3 _+D6MX_S/[5K+W;\\WU&4Y8Z;6*Q?? M>C3DM87U]I)=) _P_L7K"[7; ME****(^@"BBB@_HHHH **** "O%/CU^S?\\^_D!W?PP_:+^#_P^~^'_@M&E2X? PS\\0 _#&F>)+_UO8RIAU+2VO[>6YT;5KQU.V(S!=QFO:Z* M.;335TT[IK1IK9I]Q-)III--6::NFGNFGNF?QM?MB?\\ !G'^R=\\2KBY_1_L9_M?'+QW^S+JTDZ3'P#X_L[GXW?#)K=(+Q38:-J.HZWH/Q*V23W,EC^*JZUXL^ M(*Q0VMS!'I#/>QW%C_-)]<_#5O_ (+_ _!VZMT\\+ _"X9_M\$:9*+HW.N? SX MP^%7M=/_V;R5N-'^,!^\$/BZZ- _Y\\WV4Z3X;U)8_L-S _&@UB9+'[9_J\$45Z_M%+<925O:*JETJ]KF?7[2<9OOK]+SOYM;*_%6=_9NC)[NB^1=/_L-2IK;I!;N M^MFO\\:75/^~"W_\\6;1 _&.E>!;O_X]?M43:WK%L+NTOM+^%_B'7/!T,1DOX_M[FJ_ \$31+?4/A_H5SNTVX)LM;\\3Z? >".2PE,BU72WO/TG_8R_P"#5; @IO_MM#^~=*Q]!%:-^R#\\(X[C3;G7_&'Q'\\1^&/\$GC>_TFY6YDO+7P5\\-?!N:] MLVOVHAMHIH?'EWX#TR_A'-#?ZC/97FFK_J9T5M/.L5*/+&~*#:LYJ,FT^\\5 M*3BO22D80R+~"1DI2G6J)2NHRE1T1]V7+\\2>M]8RCI9+=OY\$_88_8F^!_P#P_M3V_9I^' .RY^S_I5_9^"/!\$%U=W^MZYM-TGPHY^DZ59?7=%>3*4I2S&*A&,8I1C%*,8I62B\$E9)+HDE9(****OPHHHH **** "BBB@#Q_M3]I/XT:~!^SC^SS\\<_C_XIE\\GP[\\%A)\\0_BGJ]"*2X=[+P]X4U7Q++;PV\\2O_M-/OAW!!=">SB\\VXN=- U#59OB#X[LY2_M8I8[?3]4^'_P_P#\$V@7]S*(U":U':0S1WEW:M7^4U7TF24K4JU9K6YDN?'OB;Q%<2W)/#<C:V<<\\(? M'?*U_P"">GPK_9[TO5=,M]<_~8^/~D-K&D7, MF[4M2^&OP:TR;QKK]UIELEQ%(T[XBWWPC%]>O%=6T\$- XMH\\27&H6MQ!_FB5_MT9+3Y%?@YK.N_M#^+5NCF*P@^\$>C7&M>"]1_M\\K!^T/%5Y_AY D)PFZY\$LFZ.)T;_7/=UC5G=E1\$4N[N0JHJ]@EF9B0%50"22_M0_23BOX)?_@RR_9Q\\W5/VTOVN-5TFP=;~.R\\!L[>I- ;9?;U*&6JEF^'Q3_MTV,M"!;6DD5I\\(AS'.S7?SYI\\K])/_V.405#+U4GHINI6D^T5J]_M?IRPYETL[j6?Y]W_4Q_:~?J]K3_(* _M??M"QZI9:UHWQ&^/'CVZ\\&ZIIV_M6LKOXD4HK\\\$?(U)NI.=27Q3G*;J9-R?XL***[X:~?#Q])6OB\\^_X5>#_M;~& [\\7_\$SQMX4^'WA2TN)'A@NO\$GC/7;#PYH5O/,D*9M-CPVK+\\3=;D_P"\$_U/4+AK>VENM1;X0+\\.;2X: M5'%j+1- /MY[FTL[>XD_>JO./@\\[,O#?P4^\$GPN^#G@VQMM,\\(_"X>>"_AOX_M8T^RA6WM++O/!AS3?#6D6UO_@Q0PV&F0(B #~:H_ZUZ/7PE6HZM6I4>]2O+%1O/[7"BBLSO****^O^"CW[0 _R?M^P9^UQ^T/#/:6^K_N^ WQ\$USPH;^X^RVEQX[NLNM%^\\JA/_/G7^T_&^\\ZM^IR+%F>62Z2*W!F>_%Q3E)12N_Y 12[V[+\\12DHIREHHIMOLDKM_#M_NW:(F#S)G\$!, (C-?G=117WE."ITX4UM"\$8+TBE%?@C\\J]3= M2I4J/>I.4WZSDY/HNK[+T"BBBK(T/?_ ^"07[/?_U+_P_%.\\)O@K,MO)I_M>O?'KPCXI\\36UW:~.;>^\\% _"MKGXL>.-- DMRZ*W]I^#_1K>G]A:~*%[E9Y_MHIHHWA? _&>:_P_VS_@S9_9[_P"\$__F:~":)O5MYM+_9]^_UOX6T^*2U\\V MX@|:?'>Q(+>2-2MKLOMM?(_#WXA:~;BQ-+:%>_\\!9G]N^;PZ(AIZ?*\$KPG:7_A:-T_MW M3_A+V;#Q06,051,WB:VU8DYD28M*KL?QBKU+XX_%CQ#|>OC5|8/CGX_MMBMX?%7QG^*7Q_ ^+'B:&T:1K6+Q!|1? %FK>,-9BMFES*UOJ6L7*0M)^\\,84_MO|V:|MK|JA|TZ%&F]Z=*G|^L8*+V;73N_4_/_L1456O6J]K:16J5%OM.(? &/CGQ+H7@_PGH%CYO0=<|3>) MM4M=%T'1[0SR0P"ZU/5+VULK?SI8HO_~G3S)\$3+~#_ '%OV?_X1:~!^S_\\!_@K_M|/"D M_#P6^\$WPZ^\$ _AZ_3W5UY>B_#SPA_H_A+3%:[OI;B]NW^QZ1"7NKV>_M>|N7+3W4TL\\DDC?YEG_!K- _P3^N_VMO^"A6C?'WQ9HJ7GP: 8M&E?%?5I[^S_M6XT[6/C!=R7L/P8VPF9=GV[1]=L+_XEK<0^8UC-X#T^&=8SJUJ]? ZF%?;YU_M74ZU.A%Z48N4]_CJ6:3Z.T4FM-.9H^KR+~N%&I7DM:TE&%UKR4[W:>]J2;3U ML^1,R/&N&Z9X8T'6_#NWM*66C>'M(U+7-7O)!":~:9I-G-?W]S(6*]\$_M;~>6_M5B6_"H22!S7^A^TY\\:M3_:1_:/^/? [0>LQW&I?&[XQ_ \$GXJW-I?W1O+K3O_M^\\8:OXFATI@LP=-)@U*+38C(@B@M8HK=4@2-%_UF_P#@OU^T- _PS5_P2_M-_:0|96TUS\$KGC;X9M|~?#GV*[^Q7PU/XZZMI_PMN[NSN0|\$= <2[>_X_Y!1M8XHYKF*ZML<14]C0K5>L*5EJFN^AOAJ_M7ML11I=*E6\$9?X7)'K5++O/"A_1O# M&AV4;JD=IH^@:~;~:5IEK&B*~*EO96D,2JB]J]@~"J_~*+O|_@IK^VEH7_!O_M]AOJ]H_JU; [/'K'P]|%7%K|.J]&OEGDM_ \$GQ7\\53P^%_AGH,|K#<7#V%[X_MQU;29;EBA86.@6^JZE<-#:V4||?WC7| 7_!YQ^V(=7|9_LO?L'^^;_?8^\$= M/OOVF?BC:"WW1MXCUJ-<^GPEMDO/, 'E7FC^X_BA?:A9^2V^S\\7:'<>~;~;* M^_P=#ZSB.5)WY7*~?R1]Z6O2Z7*GT;6^QJOC<1j6PM:LK348Z/>_MS?;UU2>RU\\XA_&/B_P3?~\$'Q=XI>^~-- :OO\$GC'QOXCUSQ?XL|1:G()M2U[Q_M-XEU.ZUG7M:U"4*~@EOM4U2]NKZ[D'J'GGD8* <#G***^W2LDDK:))622V21 M|\$V\\V\\W=MN[;U;~;W;?<****|%[3_-U+6M2T_1]T^~^U;5j6OK33-*TK3+2>_U M+4]2OYX[6QT_3[&UCEN;R^O+j6*VM+2VBDGN)Y(X88WD=5/^JU_P0_X(F>!_M_P#@FM|#M|^~'Q=|+6VJ?MQ? %_PC87GQ\$UG6T[4+GX):!K=O;~:BWP5|&S6= MQJ&GV5QIK>3#1?~\$6DWUTWBOQ%:R6T&I3^&=*T6!~? Y_~^#4K_@G9: M8?MQZ_MA^U!1M!@U3X_?L6V^C^~-.M-4L4NM+\\3_ '\$SQ*=0A^%ECY.H:1=Z??P>_H-, MU[XEW_UE]5CK'A[Q;H7PUN3%/8:O,*_T_~*=SC%R4FXT;KX8K24U_>D[Q3W24ND@HHHKP3Z\$*_CJ_X.MY_| @G9X.^*/[~NE?\\%|/!|A]SL?C#^SOJ_A_P|4M9TS3P+[QK]|%&6NV_A_MC31KCVD7G7]YX

l;Z[H5SI% =EETWPYKGBB*:46T=J+;^Q6OSJ X*]>';+Q1 MP \$K \ @HIIE ;VJS!;?L7 +1 B*.Y3?
&M[X/^%/BCQ;ILZC:V+BUU'1+ M6ZM&P-EU#"^Y-NX=&%J2I8BC.+:J03MI>+DE*+|I;3J3GQ=*;#5Z3 M3-
\$^Y^*7PG|86BK9^5KVC^*?A1XQO=#TBXDND+Q1Q \$'1/!.M1-92VJY+=Z M;6RO/!/<65U K9U BZ |\$C !'K7A; (*F?
|Z=3T" ETV^NOVV?V9?#LJ MQ"D+O)HOC#XP^\$?"7B2P*SQRH(M5\ZWJNESNJB:.&|DDMY(:A8ID_VBJ^8S MN-
L33GI|Q)Z:MQG+5J]])+TMT1J9D,[X6K#6]:[>NR4HOLE|Y)M;:WZL|D^ M/WQ@|~?LJ
KXS?'GQG<"U")!;X5 \$#XK>)9S#--5FU|QCX M\Y3:|XQ|6:Y2QVMO!;(1S+!# M%\$%1?J5;_ @Z(_ :1_X9)_X)#
!IT+3M=ET+Q9^T?XN^W|/[AF2VM?M<]]: ^M)=8D|:.\$?+2V#6MW;VEEK'PG!|>/-
%O=0NU@C@34T@L[RVUJ|TEF R@ZZ|DI6 MI5JS6LYJ"NND%=M;:-SL[-IN.RY=>+Z/W-6H44_X<)5)6?
6H|)-7W2A=72:4 M[W:84445[AX 4444 %%% % !1110! 3A P:S /!1&^ 8\ ;WA^ 7CW6DT[X
M* MI)H/PRU&6^N%AT P|)9M+N;Y @UXA>2>>.&W36M2UC6/AS=B./-Q<>-=& MO;N1;?1%V_ZE%X.5A?
WVE7UEJFEWMWINIZ;=VU_IVHV%Q-9WUA?6V M5W;O'<6MW:W\$<<JM%D M >IWG3O_ "
^J' MV3OZ3|([4^OS+ X+*?M(?L G P#1+ | ;4^-%KKZBHT^VNG7|.* CE X|* VD/^\$% 8P_9S_9ETK6YK#6OV@/C=?>-
J?TNW MM -36?AU|\$/#QDO[& N&MY8K.W'C P"(PZU>U19K6|O;K06^S--9V>JQ5Y> M\$I>VQ-
"G:ZE4CS*U <3YI|J'E/=6[Z7/7QE;V&%KU;V<:+ "&K*-UIJNFL9+.Z6YT76[32?;\$6FZMH|A|LU MZ?M: L5?LN?MT?#&
MX^\$7[57P;|)?%WP:TDJUI(UVUFM?\$7A+59|=[5M>|#\$^,-*FL%/@O7A;NT#: MKX:U?3;JXM7DL;M|BPGGM9?XROVR?
^#,C5#?ZUXH_8;_@TPV\$|JSZ7|(VE MM.O;62P\$VH7\$MW!9_ &3P#I6IM=VJKITMO;Z/I^J "Q+J2:S)U7Q5*;UKFT^D
MPV<4:B4<1^ZGHG))NG|)]+RA?LTXXK(^6Q625ZK46U&K%=G>T9^3 MBU) RG|(%%?O|1 ^#9S @LJ|V-
>OM)M P!DD?;\$3+;XB@LO%GPX^+OP9US0 M=966W\$YN+&SU+Q|H?BVS@A<2VLIU P +Z+*+B\$E(GMY|.XNO-[#
(-Y/^"S M6I3-!; L(\$>-UOCY: |7 "+2H3.KHAD6XU3XB6=N]CF12-325M-9 [K=E(MY&7T5C,(TG|9H:ZZU::?
S3DFGY/5=3S7@L8FUJ4Q.CMI1J-?)J+3J4|/H?C! M17|.7P* X-*O^"L Q4.FW7Q(T/X'?LW:7<7JMJ*?
\$ _XLZ;XH|16ND|,OVK4 M;'1 @O8 \$ _3;R|2TWS6>D:EXBT.6>Y|JSU"YTD--<6W|&'& P#P9|?L4 !Z
M|TGQ5^UM|5 B|^UCXDL=|TO@S2|9_@S|Y)S'FBDBMH.>KF>#I) O?:2 EI+GO_V|I# R;TNCHHY3CJS7
M|ITHNUY56H6O;|.L[V N]+.S/X\$?V//V&?VJ?VJOB;|) V5|@JXG^*GB:|M M/E|17^G0Q6'A#P-
IFI7\$MO;:YX|9:G|>'/'_DR;W;6|^L.C;SZDUE=6VC MVVHWT7V5O|)%W @CC P &T?P% 8!N/#OQ| :?N #?
[2|'6MI'8ZCHW^@27?P8 M^".JQ 3F7X=:1K5C:WWB|Q=:W+\$)|1 %FG6SE|)^%/"5|'?E|W|&7P M8^!P8_9T|!:5|+?
@)|*_/P=^'.B-<2:9X+^"A71O"AVVN+R>2ZOKTZ;H MEI9V|^HZC=RS7FI:E337=]|B|TK8E2A#|JU1>G*G>B****|P]8*
M*** "BBB@ HKPGJ|J|IGX% LA?'|SQA|/VC/B-H'PO| A9X'L&O=:|Z|(-7 MGF8,++1-!TFTCN=7|3>)]9N
MEH/AC0+4'=UN_DBLJ-L&F=PE?YRO| P5F MX.COVE VOKOQ#|'?V+;KQ7^RM^@SD;FXL+GQAI6J?V9|??
BG|JH8C+J B72)3 M|);!O'+2+X;|\$ZFMVW%NB1ZXWNXN[*|O-|BZL+@Z^+E:G&T4|2J2TA'ROUE M=5WU=E|U>-
*.M272Z5U_:C|Z34=&DW*R?| :A^WY P7A_X) MP |! ^ZUCPA|5OC(GQ\$^-.DP7/F? ?X(6UK|0_B+97|\$6GSII?BZ:VO|/P;
M|-KZ>WU6PO|>R^(GBGPQJ= I";P=X#|+7 V-7N|4T.|T M#X@6L5|/#:6VNW-
K82W&J_QL45|)%0RC"TDG43K\$ZN;:C?;2\$7:WE)SL|;[6^ M9Q&=8NLVJ;6'A?10|Z=M/BJ25|W6|
(PNM&FC|:_BK_P7>_X*_P#QDMY+7Q=^ MW|>|)(CEN(|F^%6L:|+|K@2P'*+>?!#1/A[=PV|?| +:TAG2TN|Q/#("17
MS?!_P4O_ "CUK-'<6O_4|_;;MKB)M|4|'5GQVAFB;INCEC|>*Z->GE6!
MYKXDHKOC0H15HT:45O:-."7W*)YTL3B|.J|:3VO*K-O|W(W.KZ=|0=,UW4K^#[1JN]WPN;]+O^GS|@3_@V| @O|
\$C4O#7P| P"" M@'P=E^ ^OZG+;;;< ' +X1C5O%WP>BN_L,LDN|>*O NH3ZC|2|!&E7- "EC;? MV#>?
%1K>6 MIM4DT|2K: P!4MO|.|HKFK9=A*R=Z;.% B+V?&6E6^M^\$ &O@O7-.|2>&/\$6D7:DP:AI&M:3<75A?
6SX9|;\$|^7^D MD,@26-T7M*_R" | @CU_P6G_&A?^"4WQ:LUT 4-=^)|[*WC#6;1OC%^SY>Z
MIYFG3P.S07/CGX8'49&L_!GQ+TVWE,QN;|K#2|/%O:6>@^-%N;|/0-8|?ZR M7|/
?A1^U%|&AS^T!|#0%MEXX^%7Q4|,V'BOP=XDLHY|LV5|J.IVMM?6<|*?8W!5;-'*3YZ62|7::U3W2^J/P|XV#
<5R586|I3;O: ^THO[4'M?1IZ22T;|BHHH MKB.|**** "BBB@ HHHH **** ^/F X/1_VC [7^+ [7|)FDZS<"#P-X"|
M:?'KQMHD<7^@SZE|0M;B|)" #Z|N;AHL/J.D:?'X!|?B&VAG#6|GXD,JU"PO+) MQ_\$!7L_|' [1_ TW_P %G Q122Z?>?
\$#1_&>OP7+F5;Q|:EN|>9K:W5?QFK|3 4O98.A& MUFX<|M-
;U'SV>BU7,HZZJUKNUSX3;:WML;B)IW2G|..MU:FE3NM6K2Y7+31W MO97"BBBNPXC|V| @W@ :?| V-?V,|
@H(G[3|':GC^+X?># AS|& B%;?# M+55|'^|OB|J3?%;QE+H7@^!K#3?/A3Q1>::4KSC-R;EO=QJ|16R26FR/W;_X+|?|
!6S1?^"K?|5/AGQ|!+M"USP|^SK| M!O#>K^!O@[%XIAAL \$WBRYU_4K;4O&_Q'UC2H'N%|VCQ57= MKX>|-.1?
ZHUAK.J:EHVE A)11791I0H4X4J:M""LKZO5MMM|VVV -NR1Q5ZU_M3\$59UJKO.;NVE9:)))=
(Q22ZV6K;U"BBONS_@FK^Q#XR X*(?MI_|JE;PG M#J|UOIGCKQ5;7WQ;|4:3|(S^OA|X=9-
7^)|7C*2|2J6T|3;S3_#5O=6'A:36 M|4:1JGCG5/"WAN>59|_|!M%^S1)^S;_P2'_9TDU32=|TSQ7|I?;\$_P"TEXTFEL4??
JEO|3M0 M?#O4;Z:6WMI9|R7X0:).TERCQO>6+6VGN;|^&*YF^!|^?#Q;|H_|X5Q^P#|_M_P!G?
2J6L+;7VD CM87NM:3_V^ U/X;?|C292?%>MRV<*S1LD=E|0J8^%+W% MVD:78P(D%I8:?.V|J;0H L<,2(H
45 FE |'@G[1_|PM#_(*_M_#|X|Z9JUA?:#^S|'"?#JE|>GVK>9=:1|2?B|?3^//\$L5_(LS)')=> H A/<
M0VGDQRPQ_OY'E6|C6'Y3_IXK,8U)+_EY.O+K:SU. MGAXO;FO:\$OFX*;>_7U/Y-J***^M/C J|IFIZEHNI:?
K&CZA?:3J^DWUIJ>E: MKIEU/8:EIFI6\$|=U8ZAI|]:R17-G?6=U%|>./&^L'?3X|:CI@S4_&WC3Q'XPN|!.OA M)HEGX?
MGL|/?U" 72HY/B#K/Q'M+F*S|MKPZ;:S732+':K#_)CU?|0W_!7 M|G#_ (9, P"";|/&?P)N='MM"U PM| " !^M>.-
_M3O2W^)'Q|M7^ (GQ(#S84 MW\$Q|<^*)?|R<@!R/W86(1HOCYRX4Z%.G&\$ (RJ5+W44GRP6MK)=7#Y'MY&JE3
M\$5*DISE&E2M9RDUSU))1O=V^&_SZ'Z)5_*? P_?7|0 ^&7_!GPQ|%[-X7 MU3|L;X^!^ #5|;|=B"<>#/AG!?!
Q3UC48;:RY'O5M?% AWX?6J9ACA&K). M|V|(8) ZL* S;A @|F :\$ _X3S|N;|JGW|G:R:WFTO|GSX#7BG4)8|KS;B#Q M|.
[OXSW'PV MN|72|-*:X=T/PDVD0?"OQP;ZWTB|MO\$&LP:B^K6^Z3Q+/%MK M8SP6:ZIX@U1|&TZ2">|I^&O"
[Z|J=D=W^0M%.E@,)|1FITZ,5;-RG.S|KGE) M)^L_FMF.-KP=.I7DX/>,8P@I|)]>SC%R7D|KR"BBOT%_88_P"">OB|O/6
MY?"G@K|J7C+X';W|00>|=&|&?M:?'&76?A5XC|6W%U:6J:S:W7@ZUMO ?BBV
M|3PW,DLUA%8Z3=W&NF^LKB)M'6PFO>F=2%+G-|L5N|,R|);_>HZ M9K?Q%|5W'B;Q|J^@ZW
L>G2CP[X6|"Z|;6CW-SI_B"UO9|::P KP_97_&/? MV9_V)?AA9?|
[JEKX.>#/@YX#MGMKF^L?"^G;=6|3ZM:Z?:Z4OB/QOXGOI+OQ M-XY|4S:?
96EI=>)O%FK:QK=Q:VT\$M|T,4:>1B\$R2M*<98JU.FG=|TU)2J2MTO%N,4^KYG*VB2>J|= _X)M?| M|/?X, |
!_JEGP;^S3|K=+|K|V|2?KQ_K; M>K;|/J(QC",80BHQBE&,4K))>)>1_=\$_P>C_+0W|B?|[JCG|E>PFN1|A0_B
M9XU^_7B06|JWY4,6F?"WPHYX)|-VFH6J_.NH=7U+XHZY>V@D1K>*Y|+M*09T@ M:| SV*!|_XJ?VAO|_A=____
5R^)'@VSFN9-#_&:OAG|,O@:8;KOSK&?4 MQI-S|4O%-W:6R.T=K-#X@^|E|X>OB56XFF|.H9B8X|=____
(_P";ZOK|MI>RP=%= M9IU7Y^T=X_|DG*OE|CXK-.OM<=7:V@U27E|_*_O_)^9A1117>>><%?Z O_!E
MA^S|J|A^&O|:W|55ZT,W_E/CGX?_L^&^E^Q|:C3O^\$ "T"?XC>-V^WF5O.AU MG_A9P^V2.&|,^@^=++
< :H4M^|JHJ>O_(-X/V?^&=O^"0|'.AW+OS M:S|3_ U|^T%K5Y#9_8OM7_"|;U#XB>%&EC,LS2S:9X|UKPCH;W;R?
Z9_90N MHXK&6*U@(|:G)A)M%K5J1BU_=C|I>S^U&5/7LFCV#=/U^6VMH_(BO=6N|3WDC27MS_*VW M|>?
QPN/V:V)OVM/C_8P_:=5^&|'.WQ?|?;:&X^QB|2^? NMW_AFP:~+|7X|_M'NUMKEK99C.MM<~&7_P
1FN/(Z=YUZS7PQC3C_P|O/FEUZ MFM|'NGW9_5:AAZ*?Q2G4DO|_E&'36_/9|5LT4445|)\$?;!117M|/-OPAN? MV@_VB?
@'|_.|ET^|^-_QI^%GP@M+^"(3SV-S|2O'.A>#(+R&!@5FEMI=:6: M.)@1(Z|""#2E)13D|JHIM^B5V.*R" ?

XXZ=I4OP\C07EQ,+6/30A\I7P^LIK2P MCL].JQZKJ,=JUWJ[->WG[T5C>=' TKPIX?T+PMH-G%I^A^&]&TS0-&L(\$5(M; '2='LH-.TZSA1%5\$BMK.VAAC5%551 %4 5LU)5J2JU)U)7YISE)WUW=[M-
ME9)66B2/T.E35&E311 ^&G",%96ORI*]KO5[N[;N]6WJ% % % %9F@5^K=DN[: M1 E44445]T?GP4444 ?II P1A|
7/Q* _X*P |\$| #MI>/82Z=^UE|& 'I\$18 M2:BSVWPH|7: ?4KVS-O%/:M&FHV?@V?3Y+|R-I<=TVIRP745F]M+_LR5_D^
M P#!KE|(KWXH P#!9| 9|UN)XET\$X+^# C+|7=CD0L]G: ?#77OA_I,=N< M[8Y80%OQ"|-W;.X8?
9[:= "R.CI K15|OG4[XFG&^D*;KM*4YM ^2J/|7/K MU^
MRP: +: !/1/[P7XSTNQ+VMM<7EE+|6+XB:U%)\$[7<=Z^L23Z9>2Z*^F*GXGU M[F I>RP="K-
PY: WJ/GL%]N91UU5K7=KGS^8UO;8W\$33NE/V<=;JU-*G= M:M6ERN6FCO>RN% % % %AQ!7ZU?|\$1 P!@SPY P4;
."@WPX 9R|V[-=?"J; MP5|5O&OQ1N=-U.JTG4M|. >'O .M6GA[5|"ZT^:WN6NK;XEZSX"ACM .6VN/ MM!COX[BP-S;3?
DK7]UO 99 LX?:?W\$:|7&K:; %)-T;P'^SQX\$UQSON1 M/K=Y-|1OBCIT*8Q D<&B "6>2; .^;[4(DVT).)/UG1PE:
<6XRY5"+3LU*; M4;Q?>;DK:JUUL=V7457QM"\$HJ4%+GFI*|7&FG.TD[IJ32BTU9WL|#^,G]I[M]GCXA_LF?
M" &'|FSXK6!T Q|I&?'FN^IM?"Q2Q6NHG2KIAIGB^2Q.%EET/Q M1H\FG^)- N6 ^V.)JMA=:9A7A%?
W374C^89X3\$U^V+|U-] MZO[*O[-=Q^R[|0O\$ATWX, MG MV^F^#-,74KY(-%V?M!:(T)OPKU,-?
ZK:V6GOX|ANM: ^%|L>G: ?>ZOXD|4^(M/AS9R|;2!)! +)6GHFMZSX:UG2? \$?
AS5M3T#Q#H&IV&MZ%KNB7]UI6LZ+K. ME745]I>K:3JEC+!>Z;J>FWT\$%Y87]G/#=6=U%<6|LW1[
MRXU^PEXH^&NG7[PW-Q96TN@)9(MOJ%OJB- >9 P2. ;WTO| X*! /!KX'? MM0:E.;GPY=>\$/CGIUL;6TM?
Q=^K^0 _LXL8M1U3^QM%|1S6D^C_P MQ87M _?6W@OQ5X??4"ETTT:Y*?|?'[1\$ |6G|:W[4 |2#:M=UIWQ@^GQ&
M|7^%;V]M&L;B/P#=>); ^W^6F-9O;VD]M^HG@.U.Z+!#>P?) ;Z? \$+|R7OG MRO| /Y10DL95^C*+|JDI=I^EQJ%U M;P?
UNU|=F=7VN-K/I|JDO+D5I+ P/F/M]I>RP-'O43JO N[|Q |DY HHHK@ M/1"BOY8?^" ^W !PM) P36UNR 9;
&7=!*^OVL];|.Z;XF|6^(O%|_QJW@ M?X&^';D671]J>@V-U8R>) B|XDTN.XU+1] N=2L=-V:7=-.XFUZ#6;/4K#
M0M3 (% C' P5O| ^"G^QZ|23^*?B7^W9^TW>W|XC^JF^%/BMXG^&7A"V;;2 M,LFG^ ?AC>^# _VES\$RL))|-VLTR"-
)9'2&)4]+ "Y7B,3|5+QI4W|+G?FD MN|8I?#YMJ^Z36IY>+S;#X6HZ5IU:D;E77BZ? M2]8LF(,5UIFK65[IM]:R36=J:W%I/-
#)^N |-|P=9?| %8 @9?65O| \$?QS M|- VI|"BZGITU|H QE^ND:7X@31H9\$75--T+QK|+1X|U2UU#4+7S1::OXIM
MO&L>G7Q@NGTN_M(Y)-NMIY+B8J)|TJGE>4)?*ZY?ODC"GGN%D[5*=6GYVC./MSY7S?=%Z?)K M|?
\$3X^7=U+>7,%FL^Q.T32=(UKP^9[. _UOK^?QOX"- ^'='ENI+(^*=22U_M M^Y_J%|"/>_ OQ2(|>' B#|, &?A7XA>
_ %FF6NM>% &G@G7]*4^%? \$>CWT2 MSV>J: 'X@T2|OM^U6PNH726"[LKJ>"5&#(Y!KS^M^M0ERUJ,E
MYQ;1ZM^\$4<1^FHU(5% _=>J_Q1=I1^E))>1UM% % % %9P4444 % % % % !1110 5| MD_MO?MK? G @G |LY^/?
VEOV@O\$::X0|Z;FWU9Q:OXO|475N;33K>6YMM/L81=:SKE I>@:9JFJ6?T+|0_B#X+^\$ M _@/QG|3 (D>)=*& #
."OAC7/&?C7Q9KMTEEH _ASQX;TVXU?6]9U*ZD(M6&ST 3K2XN9FY;9&516VD^)^7BNQD|J% _B+|0K>VMM4UA?
(*>|)+.F^ M#;&XOXJ&N];UOMP.#EC^MOAI0LZL * PQ _O2L[=E>3O: SX,PQT,%2YOBJSNJ M4.[6I?W8W5^K;45:
|:|O X^F?| !6;J|3 @|K|:&^(7QHQB^%A86FC:#:Z? MHME^7% % % %?84Z<*,
(TZ<5"\$5917ZMZMOJVVV]6VSXJK5J5JDJM63G.3O*3 _!) M^R22T2222T22"BBBK,PHHHH **** "O[-?| @T?
."G&L "KX|ZI_P3@^)V MMW-S|+ _CY)KWC+X\$RZA>W(? "FGPO;SV]AH?Q,|*:/J.H[6 MO=/LK;QGX:L8;.SO-7|;WDM?
QE5Z^|/BGXJ^! ?Q=^%?QM| "26<7C?X. \$?P M|4 _!LNHPSW&GQ^*OA]XGTOQ:X>DO[>UNK^YGLTU?2+KJ&WO+2>6
.D5U;R M,LJ<^*H1Q-"I2DM6FX/^6: ^"7WZ|:|6U?4Z<'B987\$4ZT6|^24U_-3;7/YK M5=I)/H?|J-%>=?"#XF^&_C5|)OA?
|8 !MY|J^A#XL?#SP7|2O"U :SK/OAW|!=">SB|VXN=-U#59OB#X[LY28I8[?3]4^' _P _M|3:!?W,HC4)K4=I#-
'>7=JU:T.;K5:5)7 _>5(PTZ*4DF]G:RNV|.R5[&5>JJ M-&K5=OW=.<|>KC%M+=:MV25U=NR|KCQ5XGU_P;^)_ \$?
C/Q?J=QK?BCQ=KV ML>) _FLW?E:]7U 7|0N-5UC4[KRDBB^T7^HW=S=S>5""YDK;|1<*&BBON
MTK)"R6B25DDMD?GK;;=VV[MO5MO=M]PHHKM AQ, B1|8O&NA?#;X1 _#| MQO|(%XB^*)KJW|, ^ ?
AQX4U|QQXU17%C87>JWL&A>%?#-AJFNZO-9Z787V M|746GV%P|O865W>2JEO;S2(-V3;T2U;>B26[;!)MI)-
MNR25VV]DEU;.(HK[MS X=7?| !3| *1P MY ^(@?M! _#O*/^5W |3| I^#^WG P"(@?M! P#S MO*S]M2 Y^T
./^9I[&M SZJ ^"Y?Y>: ^| ^#** 7 X? | ! K (\$ \$RU MT^||. ?L\$&?38=3M;>|MD^(#^#/A=10W4&66)' 9]E? (,XOVT?
B|J&FZK^UC| ^ ^-'Q-DA^T%M5TJ2*S_X1CX?+=&T00V>LVGC3Q?;074 GR:/>0VQ@NL* MF.PE-7EB*;MTA)5)?^
PYG|Z|JDS>GE^_JNT<-55[.SC|.GK?FJ\$?A1|)?!B+XA \$CQYK5KX>|^" "FFW&K:|K^KW>XQ
MVMC96RLY\$<22W5YVLK6XN(| 56_X(| \$6-! P""5?P2 MU;QA|3&T;Q5^V%|=,TMOBMMXGTUC>Z5V?"JMY6H:9|/!E|
[%+C3M,U,QJ? MC^Q#9Q6P|8>(|H|^+C1O#^ADP_7G |.C @CK^PW , \$Q=#W?L| #3^T B|J& ME2:1XI^/_P 1GL?
%/QD|1V5VNG-J>F1^ (UT^QL " ?AK4;G2K"[NO^7@G3/#O MAZZNK2UO-0L;_4(1>M^I-/?YAF3Q2]E24H4;WE>W-
4:=US)7M%-)J-W=ZO5) M+Z3+J66M:-|1OCQX|NO M!NJ:=EK*
[^|. @:O+X3^&3P2&683JGP]T^PS\$URKB.ZD+=N(XX8Y5A3_6Q_P"" MK'[1_P#PR7_P3D;
(^/EMJUAHFO>_" @3XULO^&H:DV+6/XD^=-+ (0X:1- M&)^H^N)+GQ[XF|.V|5I%-'+=22+!&Z,X8?XM5=61T]:J9K91I1?
J^-?Y0.3/Z MNF^H|N=62|\$H0=OG4"BBBOH3YH*|[SX6?#GQ+|8?B=|. ?A^X+AMKCQC|4 _' MGA#X<^\$X+R66"TG|2^_
_&G^&="ANIH8+F:VDU34[5]Y8K:XD CB9G2^5@ (V
_M_P| #R+ @R^ 8>\$48G :M :L:81H)FB7X1)\$TNT>8T:/\9'2,ODHK2.RK@,| M\$%CR8G&T,*X*LY)S3:48N6BLKOMOIZ,
|,+@<1C%-T8Q:@TI.4N57E?17WLE= M]M.Y_G#T5_H^?|07_P"PS T=7^UA_P"8@_| G=4?|07_.PS_P!'5_M8?^8@
M_P#G=5S?VO@OYJG_ (+^?9U_V)COY: ? (,7^7J6|+_ PM?| !- _JG23|K7]O
M3]DC]G9|+AUK2/B=|=_A_I/C#3KAVC@F^>FZW;^(?B7)*5!9DM/A_H_B6|, M28>;R/)1E9PP_P|KZ.-
(HTBB1(XHT6...-0D<=: *B(B@*B(H"JJ@*H K M^VVMZMK.F6C2732]>^/7B[PMX9N;2Z^VV])X+^%
M;6WPG| #ZE^IQ^"M-DN@LC0#5/%L^BZ<)8X MY95:Z|BBEDV1M_B3UV9'3]^O6?2,;|>?+&KTY8;KKH|&<?<?
U;0P] %?:E.K M)=N5; B&O X+@ |1DG _LE^R+ _/AKFO M? |MW P6M|&:-=Z[J |#7B6|LK^WFN9H/"GQ? 9U|>:R|
<";W6T|. ^| B_XB M|0:A<.;(2PTRYNKE W=O#+)|M8_6|+ _!.'| |U|_.2_-J>, P"@3\$ ^ M""O _,@A]175>- _OC?
X9>*];| \$CP:XJ^WCCPU=BP1|^#& A|5 "GBO MP _&^X%KE?AW7K.PU?2KL V|,XMK^S@F, T4NS9(C^E:\$Z[I-
|ZIK5-/9I MG.TTVFFFG9J|S36Z:[A1110(H/ _."1/_PG^U5_P \$V?\$OAOX>? \$77%W| M17|?7D:5K^P?| \$B&;5? \$PS|0?
V?ILFI? C7-?N)3X: ?0J&M^"G?#.? M4-/ ^6LSQO;"/PKJ.IW/B|V_U1?A^6A| |=OA?X ^,WPG|36^C/X: \$ _P)_MZ)XW|\$>*
_,|T6>M^|/\$-A#J.F7J|17\$<-U:3;SJEW87L%O?Z?=I/8W]M;WEO M|/! (5=?Z.' |FO^U7K7Q& 9+ _:-_9_|17NI7
S1|2 _#OCCP&|U#9)IV MF> /CW!XEOKKPOI,ML\$NY?|+^(G@3QMXJU_ZG&T@G|Q)97ES;QO9Z7X;.X.
M^I_6J<5&2DE525E)2:BI66BDI63LES(=TSPQH.M^)=;N4LM&V:1J6N:O>2\$".TTS2 M;.: O(F0L54)!|V|LK\$
%0DD#FM>OQT_P"" 7|0W_#_7 _!(W]M#QE;37,6N M>-OAFWP-|. ?8KO| %?#4 CKJVG _V[N|.Y#QR1S:+X?|
\$^M^ (28&%P8=(E\$! M63:Z^|3@ZE2%;SG&"]9-17XL^CJ35.G+X:<)3EZ1BY| ^!^3)^TY: M3_M_:1 _|A
CW^T^K,=Y|J7QN^,?Q)^*MS:7JT;RZT| A/?&&K^H)=*>X+,'328 M-2BTV|8R((H+6**W5(\$C1?
#:*^|C%0C&,5912BEY)67X(/)2#M-O)+-)K9|M+:JUF&9K9+B|IU0Q+.\$7#K_N/^\$O#&D>?"OAGP9 MX>M4LM |
(^&|.;'91J|1VFCZ!IMMI6F6L:(HJ]6]E:OQ*J^J^J ^H K ^_MF_X!OB;^T%K5G-9 _OMO|A:)|#|_#"Q2 M&5%L9M.|??
\$SPCKB7;QW' (*K^'-C3OJ7D+EP|KUJU5^ MVG|1[_S3FMD|JL?@?| |'-OCO5? O|
MP1< :T.BZA/IE XQNO@MX\$YMI^632O\$7QQ^B^ (J/W^M)"PZOX:M=7TF|^28 MO97US\$J(T@N(?
|E>O|J|+ @|L|5V_AW @DHFD3:JMJ)|X| :@^#|A2TNM/MDG MM-&N+2/B!XX;4M=E>6-K/2I;7P;,.^#>ME)
W!67DQTG^!XEK_GU)?*2Y M7^#9V9>E+&X5/_G|! _+YE^*1 _IRT445|4?>|1110 5 _GX_|HO|3AU;XH?L M??

L>Z+K4PM !7@ QA^T\0-#BMHVL[G5?'.IKX!^&-U<7KQ-*NHZ)IG@[XF%
M+"VGA"V7BR.ZU"&X\ 2I+; 0%O;VTTZSN]0U"Y@LK"PMI[V]O;J5(+6TM+6)
MY[FZN9Y66.&"WA1Y9I9&5(XT9W8*": QBO\ @K9^V%)^W= P40 :B :1L[Z2
M\]&^*/B+>^&OA; IEW=6<7PG^'EM; > AWKD\VF+JHU[M&+GTMS27)%:] =925MG&]^_CYW7]G@_9K
MXJ\XP6\^6+4YO\{Q:ZJ>VJOSEHHHKZL ^\BBB@# ^X \ X,M/V!/?V?O _B.6X8VTJWXWUJ,XA?%O2[6R2Z,9O--MO
WPNN+B^N M\{3QVVN1VNEW@BO:-@?^Z[X ?&#PU^SW\ "OC-l>?&=P+7PE\%OA70/BMXEG M,-S]UO\
:@\6S6]W=WOVZT^)<6FV?PRN#)=D M"TW _.:. ?#]>?3+&*WTZTU*XU*6..XO:N _U* _Y _@Z(:1_X9)_X)# _!IT
M+3M=ET+Q9^T?XN^'W\[/AF2VM?M<J]: ^)=8D\.:?&+2V#6MW;VEEK'PG\!>/-
M%O=0NU@C@34T@L[RVUJ[TEF^/Q+>+S&45=J=: -&-KZ1BU3YE\5EHYMVZN5EL
M?;85+!99&323A0E7E>VLIIU%#_#>6J@M;Z**;T9 E4^&-/B7XB>,%GQ \: M:K-KWC'QSXFU[QCXLURYBMX;C6?
\$OB;5+K6M=U:>&SAMK2*;4=4O:J]ECM;> M^'V1YF6"&*(B[S117V"5DDE9+1)*R26R2/BFVVV[MMW;>K;>J;
[A1110(* _U MD \ @V_ 9P_X9Z_X)" /4=0T>VTGQ5^T'K/C? \: '13-"?EU&#QOK\B^ M-1N9<#+W?PH*> IUA7Y+=9?
*YD\$KO\ Y3GP\|(^)/BCX \ WPR\&V:ZCXO M^(OC#PSX\$!*Z>TGDK?>)/%VM67A_0\ -I2&\$2W6IZA:P&QJP0/N(.,5_N_!+
MX5^& @7\&OA-!%!/UI!8>\$ A#|-O PRI-6=LA2"VT+P+X9TSPQI<4:GYM]V M6F0 , ^9'.6D+.S\$^%GE6U.C23^_K7K-
?!"--> MLWS.WHH* P#B\|V>\$KN^6SL;V M^|:-S\J7WA/QMH<6IVUY8IXD\|^*+[1?&'AJYN+6>.TUW1-/N6B<1;3_ (KW
M\0?P^*(W\,7QP^*W\7/Q;T=M#^)'P<|=-^ (_A_P"+K\$17Z6'=1FL?5T6 M74K'3;O4/#>O6\
<&N^%J9:QMH=|,ZCI>LVNB&TOX&: ZX= _D^)\JE6="3JRM\95%M_X&O=|
MVHH\<[POM:"Q\$5]\#XN[I2>OKR2M)=DYL AJHHHKZ@^2"BBB@#JQ?^"3/ !7 M+Q5_P3Y^"^\ P4 ^MSK6LV7A?!\
:: 9L^(MK\)+W3K:74F^' [4"^\\$; P + M>!?!%MI9F&ZM;2VUO2-8N+/7+VXM9[=]1\, ^""U!5TRPNW7\J**RA1A3J5:D
M5:59P<]M7"/*K:7VWU>K;W;OM.O4J4Z-*;O"@IJGO=*Y2[\$GP\|^)Q'931"WO9O+M+F:WMYL;B*9S5.\$ZDMH1E M-
^D4V_P1=.#J5(4X_%4G&"]9245^+/\ 6Q_X);?LX \ #)/_ 3N_8Z_9^N- M*TS1M>|!/? ?
P,WC>QT>/9IX^7BO35\:_ \$^ZAV@N M;Z>YDO+F*.>>1!|T@ 4!5 P !P...!TI: ^#E)RE*4M7*3DWW;=
MW^)^APBH1C"/PPBHQ\I)?@HHHJ2C_%4_X*@_\$?Q3\6O^"CG\<_CSQCJ5SJ MFM:K^U7\
<(!)KJ1)I+/0O#/Q#U[PKX4T.*1(8%:R\|^%=%T7P]IW[I&&GZ9; M*X+AF/PE7ZE?%L?@)JG\W
59 ;H^'.HEWM]3^/WC+XK^'IO\,?2K=O"G MQSN4^,OAJTLX3)+%:1=31VUB6:PM?RUK[K#N+H47
M&W*Z5/ELK*W(K66EM.GO /<OI+\$5U_ JU3FN[OFYW>[UO=];N^]PHHHK8Q"
MOO?JA3_@IK^VA_P3D\;IXP_9: ^,NO>%(N[Z2^4_ "O6Y[KQ\&O'F65A#XKTU-*!::98PFTT;Q)IL,LRR?!%>%3.\$*D7"i&
MXO>=E/Y\^A<*DZ4E.G*4)QIU8?#KQ_J#6DFA^(\J1N19 M^3X\^V^EW,YJ\^GZ)X1\2>.]0%V;? \ IU!# ,I!!
(.00>001P01R".M?X M-%?U7? \!&G (.:/CE^Q)/X4_9^ _; 'O'%O[0 [* ,=Q!I.D^*KR_FU[XU? S M2Y&
<0MX>U359FN_B)X\$TMVCA7P+K^J1.CX>T95@|\\$.S;.:?I%AX,U'Y &90XI
MU,) >2W=%N\DO^GU>VL==V:S:7NCZWIUAJ=G=6D7KM M>\$TTVFFFG9]JS36Z:[GT*::33335TUJFGLTUNF%>%%
(8445XQ^T9\< !?[,G MP\$^,G[0_Q\$GDM !'P5^&WC^XE^)^3 I>[N=-|(:>ZS)IVGQ,UQJ>JO:INNF
M6R*7N=0N\;W0%Y%-%JMI)-MNR25VVJDEW\NR;>B6K;T22W;9_%/_ , '=7_!4 MJ>RCV\
_!,+X+^+!#/=Q:%\1\VL[G1;V\$SI8S16FO?#X.XZJT0DEMAJ"2Z=
M\3_\$VGLJ\I=/8I\26FTO5;^VG @FKVGJHWX\^/VH/CU\7 VA_B=J5SJGCOX MS?
\$+Q3\0O\$4US>W=^EI=>)-5N; ^#1-.FO)))H="1.6,MKX? \Z+Q:OM<'AUADJE9(HHHKJ.0**** "BBB@ HHHH **** /JA?
_@- M\3XOB\ P1T_8)5PI?QII/P;G^&!74HXXK@R !'QOXM^#[\$QK%?:BIL)9_ ,
MDFE2&XCDDET M.6:QTN9WTRT_8&OPV_XLO#6N>\$ _^)W\#FE^(:M.O[K0OC M5XFM[=IK:X,FA^_
/VE/C+XQ\,WX>TFGB5=4\ZJL\I"KZ4Y6UZZ>=>I^@X5R>&PSDK2="BY*UK-TXWTZ:] MHHHK\$W"BBB@ HHHH
* SYO\ @J' _&C _U_B \ L=?LF:3K-P(/W@+Q\> MO&VB1Q?Z#J7Q"UN+P+VKRYN&BP^HZ1I_@'Q^(:&<;V?
B0SW4+^\LG^@ MS7^0! P<# M' P# #3? \ P5Q ;#15V.LW&K^% AWX^A^ OA!)HO)M],TWX(Z5 M9?#
[Q\9Z<#%%) +I]Y10- \9Z_!7,MG[MT]+ 'D9U6]G@I03UK3A3WULG[23W3M[BB]U[UFM3\9J]***
M^L/C@K^LG_@S_9Q_P"%"H? \!1OX@_ 'S4])L+[0?V8_@3X@O=,U"Z7S+K2/B M3\7;Z#P'X:EL(VA9(Y+KP%'\6+>:
[Z.6&]/Q&DJWUQU* M^U)2JO\ [=5H_P#D\H']=-%>%%?(VH4444 %>%% '\BW_!XM^T? , *X_8!^ M#_ [.^EZM86VN?
M) 'PO=:TF9M]_J?PV^&#DR^*];ELX5FC9([+XAZQ*7N+ MMXYHD5Q;!)=)+%_FH5_63_P>"?M' \ "T/^"C?P^&
>F:M87V@_LQ_GP_9 M:GIJWF76D?\$GXNWT CSQ+%?R+,R1R77@*/X3W\$-IY,B> M8?O%_P
&UG\./_ #1G_!7JF=; 2M,U?PM\|V\5 M&>*X=3C\Y;5?ACHDO _""
M:G8V[6\4NHZ; \7; ^&JW:M,JL+,Q/J\$YN\ WMY_P#6VK^" _P#X,L?V<!C)JSK3G5[: M0C]Z@I+R?FPHHHKS#U0HHHH
E?#O'JH+ A5O_!+S2_@W9K#J7[3OQZ^ M'O@N^A>[_^SS6_A#X<->?&+5=5@MQ%U_JG\5^"O
>ERP\$V\42ZV+MKCS>+&V MNO\ ,K^Q+ _@M _:" X3C[MOJG#]G.S6&33?@%\!M1\;7UTEWYDT?B_X\>*= MVJZ5/9"
(+ : 9/"?PO\!ZG%;AY;Q=;*M;P1VD,MW_';7UV4T_9X*#ZU93J/Y MOECU> \81?
3>S5[W^+SBK[3'5%N]484E\ESR6RVG.2UOMH[62****](L* TQ MO^#/3JG' A6/ !.KXE?M :GI6DP:[^T\>M=N-
(UBSBSJFI?#/X-Z=|X\|.V M.L73VL\$I_LKXCR_&*73[".:]L[6WU-KR*>.[U34+6W_S.: _VI_ | @EY^SM_P MR? \|\$V-_V?[C2-
+T+7/A_ | O ">-M.T6,1Z:OQ* \3:1%XQ^*Y ?LUFJP M^J? \$7Q#XGU2ZOI[6"ZU"[O)
[Z[C6ZN]J\;JO+AZ=);U:EWYQIJ\ P#)I09\ MF0TN;\$U*K6E^E9/M.H\+ _P EC-'WC1117S\]8?R_P#|W=^PA\+?B-^Q;IO\
M=ND^'M&T+XX_L\>,O OA7Q/XOLJ-2+5?P>^?(B&+P7#X1U^ [M?]?49/"WC
MKQ%X9U[PI?;J;Q=|LKCAIFG1P_)\/(G^+;7^I- P_';QETKX;?|\\$D=>^' MUW%/@Y\--(2V6U86G _"+ZKJ'QLU#5+_
.T3Q31Z=#;_ J72VEL M4N;D:GK.E0O MG/=W-O _);-?5Y,YO\OF;:5::A?I#E@ [+RYW+YW/C\|4%C?
M<23=&#J6ZSYI\|^10^5NMPHHHKU3QPK^X _ (G\>=OBA_P4%NEBO^#_,JGF3P1^Q
MG^TO^TCJ>C3V&I_ 'OXY:1X'T34KB9W36O OP\,R8+ZPM_M\$D-O;1^ _B7\ M0-)GF6"VNKR[T>1+HW%M8Z:T?FYM-
1P-1/>C M#?V\|&OV.'V5\';Y\$ M_P O_B9XU^_7B06\WY4,6F?"WPY%X\)-VFH6J.'NH=7U+XHZY>V@D1K>*Y\+
MM*09T@:/^W&O\JC_ (J?VAO^%W_! /7+XD>#;.:YDT\IFKX9_#&X&V&Z\IZ
MQGU_:3<_%+Q3=VELCM':S0^ (B9> ^KXE5N)IO#J&8F..W2/PLJ\>TQE-O:D MI57_-NJT?
NG*+_JY\#G%7V6\JK9U7"E'_MY\TOOA&2/YOJ***^O/B@HHHH M_P!_7_@RP_9\^P_#7JM;|JJ\&:_ (2GQSV_P!GWPTOV;
<:=_P@6@3_\$;Q MNWV\RMYT.L_ |+ (^'P^R1PP_9GT'SI9;G[5"EI_Y%[+>,5NK][O4^JP%+V
M.#P\JJ49/RE4_>26(VE)K1V\66A_! P=:Z#>ZQ_P \$;OB_J%N2(? "OQ: ^
MVO7W[MWS:W'Q%TSPP@++Q%_IWB2S/F\I(\$0^>5* P_J:O\ 9F_X+*?LJ2?M M2? \!+GJMSX-6>@W/B?7M5^!?
B;QEX.T&RN)K: ^U3Q\])9;+XM> ;*QE@N+5 MFN[CQCX(T2&&UEG2SU\G_L_45FT^ZNH9\9FO\JP^U&MS/TG""CY[PE
MTMII?6WS^?P:Q-&I;W9T>5/7XH3FY>6BG^KZ^91117M'A!7J]&G_ |JY\<-(^#_M?
_!7_P"%.A:VSP6GQ\^&/Q7^!JO> ^=%#;6FKZCHUG\1]6\,L\FIJNM?#2P MT"SAC6XEEU;5].5(#S+#_.778?
#WQJXP^%C/P\A4\A[KESX8]?#;QAX:|? M>! \$ME';37GA/QAX.UJR\1>+MA5I7M[2\$HI]\$VO=;|D\ -
J\;8:K\ "O1K6N]=2,FENXI^E?2[5TO_M_P\VBBOQ<_XJ? ? \!;FO\ X*B? _PI#>+O"W@ \J'K#2/#Z+ \6OV>M5UFTL
M/\$T>KZ0EK;W\XO\ AWIU\]'> ^,?ASJ-Q<6M _::KI*7LWAP:I:Z'XF%EJD:FZ M _:OB*D)TIRA4BX3B\+6O\
P5V:NFM4VC\^G4A5A&I3DIPDKQE'5\ 5/NG M9IZ-)A117XY? \!5? ^"V\]'_ 2V^'^N1^,O\$^D? \$J\I2[T1KKX=?LS^\$M=L

MW::SJ%ZDT>BZKXJGMUOS\ / +W,4DU[XHUZS:|OK*SU"+PCHOB?6+<:6Y3A M.K.*<7.4I:)?JWV2NVJ\$FSX8 P"#
MG |X*@:=^Q7^Q?J7[-/PY|0 9OVD?VP="USP5ID6G3SJ?@3X)R!-, ^) CJ MXGM&1]+N>L;QO 'A%I9[6[NK[6M/?
VEÖVB0C>*OB1X^OQ+*EK%-9>&O"?A^T+Q>' W@C19;F|&@>#?"UBRV M&BZ9JJN[N0"?5:-U'6/\$.I:OK.H?,E?
88#"+"4>1V=2;YJLEM?I%=>6*T5JW MS2TO9?\$YAC7C:[FDU2@N6E%JJ/64NG--ZNV48W?+=E%%%=IP!7VK P3K_8|
M|1 M|?M|?L| LH^FO[6#XJ^;,"S|9:U|I6.|,?#30HI \$OQ,|46MQ-IVJW M=OJ&A^!=(UZJT8ZA83V-SKD>F6%RA6[
/Q57^B) P:"| \$XYOAN|OB% P % M%Y/B;X=>T|7?*"&| ^&P"74K4QW6G | 0-7C?QKXQLEE DB3X^~M*M|&LI7C
M20Z/X#^W64TNF>)0TW^CL3J6PTYIVF +3 M| ^22.UU|W>K6;1W6A3C_0^K_(7_#B#J|_AIC @KQ^UUKNGZ[+K?
A/X4> M+M. 9Y|'QO: 98-%M?@GHJGX+|9Z78E[6VN+RRE^+%G|1:-BU"=KN.]?6))J M,O)=%?3%3Y **7M,8I-
:4H2GMI=KDBMGK>7,MG[MT]+ 'T>=5O9X*4\$J:TX4] M|;)^TDJT[>XHO=>]9K4_ \$^BBBOK#XX****/W'_X-
R/VV*:3HW@/JGCP)KCG?O=L*^5/VX?V4/ _[<7|)OQV 95^(*
MV|>@ &/P#JWANSU>XL;747|*^*XA'JG@CQK8VUW#/\$VI>#/&%AHGB;3V\$8D% MUI<8C>-
B"U717FIN+4HMIQ::W33NFO-,J624DXR2<9)QDGLTU9I^36A A: M?&CX0^/?V?| XN?\$KX' !2T2;P[|1?A-XW|2?#_ ,9Z-
 ,LO^A>("VJW6D: MB+.:26%*KO3YY[5KG3+J(U@U'3IK6 MB]O- 6F77A MVZNI6^SI< #O3_.,[=K0|_|
BEK|;"8A8G#TZJW:M=IQTDOOU7JUH^"QF&> M\$Q%2B]5%W@ YJ?|./ LS M @HC|3OV@=3TK3+[0?V9?@/K+:5?
7KWBD"Z=|1;|XN&RLDENK: M"&|:[25+C4+JW@|/-:OL|46SJ.-)?|;SO)?.\$9'IY12|KCJ5J]2E5?_jM
M' R>4#^MVBBOD# [4****/X1?! @|> 8&OM0M/@A P49|'Z+<0Z%967|/7 MQ[>T21UL],GU/4M;^#WC&
[AC7RH8\$U?50%|@G6=5N&DUSJGP_T|DCC" P0 MU_N4 M*?
L|_#|/J X'_%JG+XQ:) %X@^& Q@|&:QX+|3V+!1<06^IP\$66LZ5 M.06L-?|
#NIQV60^'=4AVW&E:YINGZC:.DJM&P QE V| P|BSXL?|\$^OVJ?B MM^RQ|8+2X;7OAYKLJ^'O% ^9<^EZ1|1_
6HL|SX, ^ (AN*6>|C;1O%>C&&[M:V@U'4CH>KQZMX7U|,6="U.&Z;)|5STGAI/WZ5Y0OUMZKS<)/ P |E%+2
M+M|KGF\$=JL5!>Y6M&L;[-6*LG*Y<4O^WHR;=Y(^/J***JH|\$**** "BBB@# M]=?^"2G_6)_X)0?%J77/-
S<>/O@+XTU.VN/C% ^S|K.J26OAKQ?Y5M] M@B|3^'+MX+W_
(0_X@Z9:>2EIXCTZV*.O:V=GHWB6UU73+6P33 J6W|BGJ M| M|G/ (* ?
GPW^T#^S3XJTWQEX0UE(;7M(%S:)XO^7BP6-K?:EX#^(GA^" MYN;KPOXOTB*|MI;C3KLF&^T^YL-&7 MEO+
[P'XMFL;RY|.WM[JED8KC0?\$B+2M4|G,,NCB4ZU)?M* L |BB'Q|. B'I\$-['K-;IK?A?7(HXQKW@GQ?IUO/Z/
MKDU)*46FFDIT[|IIZI|K1K5-;A7|H |P=Z?M3R !K @G)X0 9JT35K6S|2 MM9_#^IZ? :36>K7?
PN^\$R6WQ#|8WFGVD,B7%|:0>-(A5HVLLP>QBLO\$ M8M;P%J0M4?|JXK_#C?^#S_+MUK_|:?[*P-%IC3?
AA^S1J7Q*34/M4C> M=K'QE^|)GB3P|J6G?8&LXU@^P;| %M O/M|=]=K??VO| 93;V;Z6|WG;EM/VN M-
HIJZC)U' W#3E'U|J]150/56N<&:572P->2=I2B|; [B249='9|CDT|)WL? MQLT445J|D?A|1110 4444 %%% %!1110
445^AW_!#J|DRZ ;= X*?'LJ LZM MI?| :OACQ7|5-#UWXDQ3:=J-A'!O ;/XX^)"ZE'\$C10V^H^\$?#^J.);2WK
M163ZKJNG6DTF;I\$>*DU3ISJ2^&\$93?I%- H72IRJU*=/Q5)QA'UDTE?RUU| MC 6Q P"";P;U;JGO @GW^Q;| %?;\$-
K;^)OAU^S)|&/#WBV"Q\$GV.+QA#X#T M2X|7);--#;3S0KXDN-4"7\$J M;7%RN+B>VMY7A3[9J|*L;JB*J(BA\$1%"JBJ M
%55 55 &*=7P*?M) &C0/V?CG|? !3+Y/AWX*?"3XA_ %/5V\$4EP[V7@ M3PIJOB66WAMXE>:YN+K^SA;6UM"C2W-
Q+!'\$K22*#_AX>*O\$^O| C?Q/XC|9 M^*J3N-;|4>+M>UCQ/XDUF|O|7J^OZ_J%QJNL:G=>4D47VB_U&[N;N;RHHX_
M,E;8B+A1_JC_!TY^T? P %* X)'%|PIIVLW&C^*VE/'WP|^NA/9Q>;< M7.FZAJLWQ!|=V1\$9RH_R3O| @F=^
MSF_6G_!0|D'|GJ32[+6M&^(WQX|!6OC+3-!-E= #G0-7B|6?\$U)XQ%,)U
M7X>Z#XFE6V9!'=.BV|DD," @3XULO!&H:DV+6/XD^-+' A AI\$T8F@>XDN?'OB;P|:Q M6D4T/'MUX-U33LM97?
PYT#5Y?'?PR>" MORS"=4^'N@^&8FN5<1W3HUQ"#*L*?#=%%?>0@J<(4X|0C&")|(I17X(/?D MW4G.I+XISE-
^LFY|6% %% %40?TR |JJO^#CW7O| @EC^RE?:LP^'V_?Q* M|WX@>?B/XG^(5|)5-5|&ZKXL|0^*VTZSCN=4TC3_
.MQ&XTCPWH7A|PS;W4 MFIW,LVG:|9*1#"!!!^DG \$:|6/^D?_//_ \$@/\$G SK: AVHKAGENJ3E4 MG1YISDY2?
M*JO*3NW95\$EKT226R5CT(9ICJ<(4X5^6\$(J\$8^RHNT8JR5W3;> MBW;;>|:9 <3_1KWQ8 Z1_ | |2 |2?| SK:/^(U|XL?)
(|X>?^)>) M/ G6U_#M7U=^PK^SW< M8?MF?LO?LX0Z;>:K9_&XY?#CP3XBMK";JETLL\$EM'H?@N+7M:N)X)|X6-
&SGEN7PA*J5+9=6D:0S3JDX4XXB|IRC"*JE0UE)I+:DWN^B|JGOJF?XC^./C M#^SM|?#BW|2O
JO|O'WQ0^\$ @'XA>+?AS;:G)K4?@37/&?AC3?\$5|X0;5Y+ M>T;4KCP[+J)TF[O?LMNMQ=6DTJ0QHRH;/ZKVEK;6%K;6-
G|;6=G;PVEK;PJ M\$BM|:WC6&""!)PL<42+&BCA54 =*^6/V|?V@/V^&5/V+ -J?JHZ***XU'X,? M ;XG^/O#JE/>?
V=%JGBS00"6J7'A#1VO_)N39?VSXH LC2ENDM;J2W:|L=K M|N)+* ^/OBWP/H,D%Y|NBO/"?P<%|&^ !^I
MK<."),ZMX5| Z|J;01B2*T>[:TBN+J*!+F;|T***^|IP5.G3IK:G",%OM&*B MMV^B[OU/SRK4=6I4J2WJ3G-
^LY.3V26[Z]>B"BBBK(/O#_@E P#LY|K7_@H M9^QW^SY-I>FZUHGQ ^/|@0>=)U=#+IU P##;PKJB>-?BA;7-O|
9|E+L2?# MOPWXG\$=E-\$>|JF|NTN9K>WFEN(OJ<* J@ 8 X ' ' Z5 F> |M|GG^SC PLS @HC|3OV@=3TK3+[0?V9?
@/K+:5?7KZIHNE #CQ M>|>1|DL?%3%1D.?MXV Q5^R'|?|JHC_(:5_P"NN7|9?BZSUFUX?PWX\$^R M?
SPHLHD6UTW3?@AI&G_ WUFSTM)8HF&GW?C;0/%>N1RJ'AO+C6+F MY98+ MJ.1OQOK[3 4_98.A&UF*JY M::5--
:O27*Y::WO97L% %%%=AQ!7^RC P13_9X7JEW @E?^Q+*)J)%NO#^NGX M)>'OB-XQTJ =Y-2LO"QCDNOBSXNM-
1,C.T=U8:[XSO=-.KN*:%9Q?#B"U MC4Y) [\$G|/JW^U7^V!^S+^SC;66H7T'QG^.'PV| ZTFEMY=[:>%-=|4Z;;>
M,M8CFR/L|>@^\$ [:UNZN1DVMKI|UP WEX| MVV-E::96>G6%O':6-A:VJE M96L*[8::TM8D@MK>)?
X8X88TC1>RJ!7S^>5?X%/%^:I)?^2P=K_XJ6O1[GTF M04O|XKM?RT8NW_ ;|U>W_ %|V?
JMBEX@UW3/#&@ZWXEUNY2RT;P|J|I.YJY(M0(|33-)LYK^_N9"Q50D%K;RRL2P 5"20.: P/VG/C5J?|2/[1_Q|_:#UF.|
M@U+XW?&XD_ %6YM+^Z-Y:= PGOC#5_ \$T.E/<%F#|I,|I1.; L9\$ \$4K%%;J MD"1HO^LW P
% ^OVAO^&:O^"1O|:'C*VFN8M<|;?#-O@;X<^Q7?V*^&I_ '75M M/^%MW=V=R'CDCFT7P_XGUOQ"3
PN##1\$H@*R;77_!J>1TO=KUGU<:4?DN> M7W|T/NZJ%G|7WL/1713JR7^)|D/ \$F?WA1117OGS@5ZS|
A)K'Q^~.GP6^M'AZ[3J]?^?Q9^/PDT DM6O8[6/B/XPT;P=IMY)9I-;/=I;7NLP5-);< M0-.J&|9HBX=?|J_H?_X-
!OB;^T%K5G-9 M:OMO|A|)#|. -#?Q2&5%L9M.|??\$SPCKB7;QW' (*K'^ZVC=[I]M3_ %6?"7AC
M2!/A7PSX,V6J66@>\$?#<^&#<LHU5|[31] TVVTK3+6-\$545+>RM(8E5%5 M55_4_5T%?%?"GZ"13P0W,,UM?
\$;X(RI" |M5C?_ 5^(5|>Z[X\$BT]Y+F[DN4|+0/> ^-3NI)5?:Q!X0UAO*A4+&O| LPU_ M-K PLPFU_X2KX>I>K(| \$5M|J?
A^SFTV/QMJEZOHY9BEAL0N=VI M55R3;VB[WA-^2>C>RC*3Z(|S-<(|5AGR*J6BW4I|7O)6|^" |Y+6.EW*,5HFS
M_*QHJ>ZM;JQNKFRO;:>SO;.:UN[2ZADM|JUNK>1H;BVN;>54E@G@E1XIH94 M62*161U5E(\$%?7W/B@HHHH
TM'UC5_#NKZ5X@VZIJ6A:JH6I6.L:)K>CWUU MIFKZJ^F7,5|INJZ5J5E+!>.:J6GWD\$-W8WUI-#%_!7|>7QHO-
(L5G2U'Q'A'XSZG%|.JPT7|O?&+PQX|UYX M86G,G8TIUJU*|I M5:E)O1NG.4+^O*U?9'ZZ?%C
(+S_P#17[XU>&KOPEXW_ P^E|HM^D\$=VOP MY3P;|&=4GBMYS<"!O\$/P=|^*!/\$ MYV)BOH%U18=2M";4\$N;
(FWK|FJ6U;5 M=>U34M>1Y79CGT40I4J5_9TJ=. ^)",+^O*E<*E:M5M[6K4JVV] MI.4|>G,W8****T,PHHKZO_8Q_8G_
&COV^_CIX6_9| 9F^'^H^~?&OB&Z@;5 MM6>&|MO!7P||F=

(J2|= \$KQ1|9WEKX1|&: +&QDN|1N8IKW4KMK3P_X:TW7O M0%6K;)H.I3*<81\$O@SI|OK.D_!P=)8>.?VC?B+8VDOV7P?
|,["03:]9ZFZBR MM "Q#GBE|+>|1.KB|6YEUNQ3_9>HZ'X0|0"W_V" A|X|^??"CP'X, ^&PY M|.:7X| P|+Z%X*| %>%-
%MDL| |> %O#R F6VC #HFF6J?+>9;IEG;6EY MQ\$<2EF9B6Q+ P3_ X|P_!#_@F#^S)X<_9Y^#L)UC4WE7Q%|5/B?
J5A:V?B M?XJ_ \$&Z@2/4?\$VLBVW_9=/(M(U72O"N@XNH?#OAZUL[75]>F U_ P#T*KY#
M'XQXNK=75%*U3B_QF_.5EIK9)+NWJMEV!6"HV=I5JEG5FOPA%_RQ[Z?&=P+7PE| %OA7|0/BMXEG,-S,?

\$OQ\$|8^+/B\XTU6;7O M&/CGQ-KWC'Q9KES%;PW&L^)?\$VJ76M:[JT]-G#;6D4VHZI>W5Y+':V\%LCS,
ML\$,405%_U5O^#HC|I' AGW @D\ &G0M.UV700%G[1 B[X?^L|^&9+:U^USW MUKXEUB3QI\0M+8:-W=O:66L??"
P%X|T6JU"[6".!-32"SO+;6KO26; *#KU< MDI6I5JS6LYJ"NND%=M:-.SL[-IN.RY=?&S^MS5J%%\ APE4E9]:CLDU?=%
MU=)I3O=IA1117N\@!1178?#SP+XD^*/C P #?#P;9KJ/B XB^,/##/3PKI[M2>2M]XD|7:U9>]'#LVE(81+=:GJ%K
9"K! ^X@XQ2;23;T25VWT2W8TFVDE= MMI)=V\$JC_5C_#8S|G#_AGK @D+|]1U#1[:2?%7|0>L^_ VA_\$S0GS)=1@
M\$.80@#4;F7 RJW|*]"G@*=85^2W67RN9!*" T"UYA|&OA7X;^!?:P:~\$WP M4|'6D%AX3^\$/PV|_#_#+PU9VR%(+;0O
OAG3/#&EQ1J?FVK9:9#|SYD|2\$/'FF/'K7@#QI: MQY#M/X6|7Z?H^KM"C|JNM::YTZ9C;7DZ- BQ_ \$[X=>+?
@|J2OB%|)\VFG1 M'7PM|<^+/ASXTT@R+,*=|6>".?U#PSXCTTRI\DIL=8TR|M?,7Y7|K|J0=IZ:NG-I?/DG9VZ*4I75G?
M^.&BBBOICY,**** "BBB@ K &H?^"6W|./ R3 P \$[OV.OV?KC2M,T;7O M 7P|_#_XWL='CV:>/B5XKTU?&OQ/NH7-
O:27+7_Q"|^1^);Z:]GMH+F^GN9+R MYBCGGD0?Y)W_2_9R/[6O_4_8|_&?)M+TW6M\$^('QY)"#QKI.KH9=
MO_AMX5U1/&OQ0MKFW^SW*78D^'?AOQ.([*:(6|[-Y=I+ !I|TTVFNJ;3,ZM%*>G.E5CS0FK27SNFGT:: M33Z-
)G^#|X@VZ_X2U|6_"OBK1-7|,^*#.KZEX?2>&_ \$&FWNC:|X?U|1KV M;3M8T36|'U&&VU#2M7TK4+:XL-
2TV_M|>|L;VWFM;J&*>)T7(K_22_X..?| M@@@1#^UGHOB?)|NG|CCP>W_#4GA[3HK|XP_"WP|:P1K^T|X9T>S\$,GB31+ "
(1>_M;|8/#^FVT*+#!ON/"^C6::6(I_\$UGI"ZG_FZ75K=6-U,IXNGSQ|V:TJ4V| M8O| 6+^S^VNSLTTOB;,@JN"J|D_>A*
[IU\$M)K|]K|4>FZO%IN"BBBNLX@HHH MH **** /W@_X|,|_A?\$_P#P2R_:9AL/'VLZYJG|'7QJU#3|&^/|@NV@N-73
MPG?9CL|#^_WA/2(\$FOE|3^#(V-OXCL&22;QGX(DO|)GTS5|?TCP/H?^M|X M>|0Z'XMT#1/%7A?
5|.|0>O\$NDZ=KWA_7=(NX:_2M9T75|2&_ P|+U73;ZW>2 MWO+#+4+*X@N|2Y@=XIX)8Y8V96|K_ ?
Z_P|"W_@TC_X*:A|3?|&M_|!,_X MV>(FO/%OPFT")|;?LP:WK&I7EW|?B#X8P7DLWC3X5^;>QR^TGPSN+VSUOP99
MKJ,T|>|M3U;1M.TS3M_ ^4|D|'!&G'ZW37O1LJR76.BC4|8Z1EO>+3T46W|
M%DN.:E|3JOW97=|OI+>5/TEK*.UI7CJYQ2 MKK_+ P#^#OMW?_@K|H2L[L7 M|)OP>2-68D1H?% Q6D*
("2\$4R222%5P"[NV-S\$G_ %*_P VW_@|R^\$^M^O MV|_V:_C*Z68|+?%#|EBS|%:>T;N-0?Q7|)_B=X|O_\$WVJ|(6D<
M%T+XF^!18 MW_O;JZEF_M"&>"TM|6R:ZX,H:6-@GUA42|WRWM|JR;^1Z.=)O_5&EM.DWY+G2 MO|
[2^9_'S1117U|8%|%|!1110 4444 %|%|!7|_?_9R_L_7&@^%?C/_M,%&_'VA3077CB*^ ^?|/L|]%/LWA'2-6M-
1^/_C+3E^UM:7MKJ_BW1_#_@_M;3M1-BEYIUWX*|<:=;W9MM3OH7_CG_X)S?L*?%" (*-_M:_O_&6_A=&U MI-
XLU\$;OX|]7/"|NG_#KX7:)|SD|M-9|3ZCH.@ MB>"358YD_P|EKX"?_X<_LT_|X7?_#X1:|(#OPT^\$^@GP_X|_|%Z0;B:|N+?
M0_#MA#86TM_?W+|=EJM|8WO|7U6|DDO-4U2ZO-0NY9+FYE=O\$SC%*-8:|
M^I:52WV::=TGVR3".=5XN:JRE>-. VJK5G+S4(M_|.|BT M|Q9ZW1117S1|4%|%|!1110 4444 ?Y|W_!Z/^T?:_Q?
_8Z_9,TG6;@0>|O R3|X|>-M\$CB_P!|GU+XA:W%X%|^UYS|2&>Z MA87EDX_B K^N+_@NA_P3=_X*L_MQ?|%/OVE?
C;|.OV^?CKXY^\$=OJ_AKX' P#Y?U|;@*N&HX2A|UZX^ER|DZM- M24JCYV|)M/FCS*FKJR5W:Y|;F-_%U|;7FL-
B"GY(-4:CBXTTH)Q:334K'_/Y?T?|_#AO_ (+_P#1@GQV_M_P#!=X?_ /E_79|;PO|T\$t/_|U/_P"2|UJYQ?
4|7_T"XG_P15_ ^1|UJY^K/_M_!GW^SC_+,+0_P""C?Q|^/FIZ387V@_LQ_GQ!>Z9J%TOF76D?\$GXNWT'@/P
MU+81M"R1R77@*/XL6|UWYT?:PW=S&MM>)=,Z3W4L\$|_4_+7RF8UE7Q=649*4(L(-.Z:BE=IK1IR
MYFFM+,_^ORN@Z&"I1E%QG+FJ33333F|\$T|-044T|;IA1117">@%|%|!7|BW_M_!XM^T?_,*X_8|^#_|.^EZM86VN?
M)_':PO=:TF9M|_J?PV^#&DR^*|;ELX_M5FC9(|+XAZQ|*7N+MXHYHD5Q;|!)=+_%_737|'W_!T7^Q3_P4?;_O_+^#VF_
MLX?LJ?%/XM?_OX'? ^VTS3/%7AC2++^R|GXE>|_Q-JFN>/1;7NHZO9?;8H/_M#^D_#G3V-
K:_^3;WVGW|+W4TPDAM>S+U|XNBZDH0A"7.Y3DH|]\$W|7DTKN:CH_M<.9.I|2KQ|0G.74_@HHK|)%_Z":'_(I
M_P#R7FOO/COJ>+_Z|<3_."*O_R/FOO/R/HK|:~V|>_M+_Z|<3_XJ_"/FOO/R/HK|&I;LG_0@K?GA_P_&_|@L#_M_-
&"?";_%WA_|^7|?VR_|&|/_3=^W|WP6_.|L|_M0?|Q=|&?C%|7_MOBCX-|'Z9X9|;+9Q:C+|/_AEX3?
6M)UVPM|*|O8HK+6?%Q|3Z?/,91)=3^&M(T:-5LXV?BS#M?TJE:-.M2G:.4%&%2\$G:32EI&5[-HRJT_M*M._-
NHY5*4X|)%>"3E+U^?E?>VJ|=|'J8=?RU?|_!W7^T|_PJO|X)8V_P_(M+2**YU'J|X|)?#7P#>Q/>?9I;|PGV|W|XU:IK\$,AF;4?
L_BCX>^!J'DM2U_MK'&NOB^:Z|RSBL|S^I6OX>_ ^#|;JCK_@H+^W;^T7^S%X-_9C_9-^*/Q@^\$GP
M)^\$7BS6;CX@>%8+^72I?B|_ %_Q7:0^*?#=\$=OJ%WYW:%X8^%_P_U"34+>:Y_MBNYO\$,MBT=M+I#M<_ /X|0>+H.I*,
(0G|1RG)12<\$Y15W*.KFHI*[WV:31|)F_M+J+!5U2A_.D?17ZX?|&_P#@L#_T8|)=O_!=X?|_E_1_M_P_&_|@L#_&"?";
%,WA|^7|'UO"_J|_#_P_4_|Y+S7WA|3Q?|_MT"XG_P_\$5?|_Y'S7WG|I?_!G?^SC_P*_U_X)Z?%3|JH35-*TRWUS|JICX|:NNC
MZO:1|M2U+X:_!K3(?|6@6NIW+V|4@73OB+??%PV5DDMU;00WC7:2I<:A=6|'M|;M?""_!;|'F>X_8_|X|)?
LA_LXZGHNG>'_%PV^!_@RW^(&E:5&\$LH/BEXC ML?|
A,/BK+&WD6KW,EW|1O\$'B>|N+V:WAN+ZXGEO+B))YY%'W?7QN|J^VQ%:
MKNIU)/^&|H_=%)'V^\$|>QPU"E:SA2@I+^_:|_ODVPKQ3|I|XT:|^SC^SS|<_M_C_XIE|GP|(%A)|0_BGJ|""2X=
[+P)X4U7Q+;PV|2O-[\$^Y>17+^|K>TMRES_M=0R)G3BIU*(<-)14YQB-V45*23DV|I)W::=MS6K*4*=2<8N'_)?T?
|&_P#@L#_T8|)=O_!=X?|_E_7VJQ6%226(PZ2LDE5IV2T_MLDN;TM|CX-X3&-W>%Q+;=VW1JMMOK?EU;O|_B?D?
17ZX?|&_P#@L#_T8|)=O_!=X?|_E_1_P_&_|@L#_&"?";_%,WA_|^7|ZWA?^@FA_P"#J|_M|EYK|P^X|O|_Z|
<3_P""O|_|CYK|S|_#O^#2K|G+_A77A_M|JEWX_\$+XF1ZBIVZ9;>-O%|O:_"7PKI|_P_O:FZTKQQXP|UO2|?'_QX9DO,
M@V0#?ZC5?R>?|&J/_!-WX|?L?|;|JSQ_P#M0?|Q=|&?C%|7_OBCX-|'Z9X9_M|;+9Q:C+|/_AEX3?6M)UVPM|*|O8HK+6?
%/Q*|3Z?/,91)=3^&(T:-5LXV?^ML.OE4K6_,^NR|A*A@J<9Q<9S)!;MW?E0Q:9|+?#D7@GPW::A:HX>ZAU?
4OBCKE|:"1&MXKGPNTI|G2|H_P#/8K^V_M3_@Y%_8&P""F?|>7_|276O&?P_8Z^_GQ#^"GPG^\$GPY^\$7P_|
&6D6VEOX_M<|4&VAU3Q_XMUK1+;|UFUEABB|7>|=7|,W%P|K%)?OX9CN%>:S^Q/7X%_P##_MAO|_X+_J&"?";_P7>'
'Y?U[F75,/0PE*J|&_Y7G-.K333F|I-'_)?T?|&_P#@L#_T8|)=O_!=X?|_E_7=|;PO_030_|M|U/_2|U|YP?4|7_P|_N|_|5\$?
)S7WGY'U_H"_|_!EA^S|J|A^&O|:W|5_M5ZT,W_"4^?_A_P#L^&^E^Q|;C3O^\$^T"XC>-V^WF5O.AUG_(61|V|A|DCAA
M^S/H/G2RW/VJ%+3^6K_APW_P6|_Z,\$^_W_@N|_P_OZ_TJ_P#@A%^Q|XR_M8?|_ ^7O|_WP2^)|V@W^AGXLW-
EXO^)'Q2T&^LHK#4|)%|7?%?QEK?B:/P|J|_M-S>(^J^?%#-WX=|)W|PMU*ES<:.\$|P0216T/F9KB|4L+|.E5IU'4J034)QF
MU&OW?+>WO*|.]^JNCU-O_WC;X>*=|!_?P=P_XI^'_CGPO?|I?B;P9XV|ZM_MX4|5^'=2C1|).UWP[KMI8:OI|)"]&
[VFH6=O<^DB,T8#*3_NWU|^:7_4%M_P""1_|#|_12_P_-P|G_M*"6WD|>6%AZ_M3:D?XRE%?
V5_ME_|&^&B#XB^"Q;B6YB<#Q|_K;Q= MX':YA-K)+UO+BWBM+VSFG|^EC<+62<*T+O|,I*\$UW|V5GIW5U
MV;5F?5L#BZ#;J4*ED_CC%S@^WOPO'7LVGT:3NC|J*GNK6ZL;JYLVVGL|V
MSGFM;NTNH9+>ZM;JWD:&XMKFWE5)8)X4>*:5%DBD5D=592!!75: #:VEAJ,4UIJ=_ZC|8Z7+;W|JHW-JMM.T|?A-
XTGGNHF;R\$TOQ;K7@>22='WW\$M\$2=_P"L+|@_@U5_P""=G|*4N@^,?CQ9ZG^VK|5M*QD+>C;MK9GHX?
*,:7LW3|A#K*M|KZ7M3LYWL|+QC%|ZYINO^%O#5U|_P|F_P_QSKG|2?Q*T&_3PK<1120|)8_#7PV|
MQLK_%776\$LCI'H=U8^%+)|K.YMO\$'C+0;V2PMK|_\$_|^>7_|-OJE|_(|G_M?|_R^#?|_.'@|;2>|BL+GXB?
\$[7X|.]^7Q7|164,B?V_XVU^WM;4SK#)4O-Z+|,5=W^FP674,\$KP3G5:M*K/XK:744M(1OK97D_M2E96****X
MCO|_P|_X/2_VD?|0^?(|&|/(VD:|*L?A?PCXZ_&|>^(|7-K<77C/5H?AU_M|+4N-0DM2HO=+MO!|?Q;MXM/L|Y)
([77S=ZM9M'=:%.X:._KV_X+S?|X_X_ ^M"JW|QG;2&TZ.+|>?^#?_!8'_HP_M3X|?^"|P_P#_"_KZW
5<-1PE*#KT%+EYY)U::DI5'SM23?:'F4|-75DKNU_MSXW,;+KXVO-8;./R0:HU'VQII03BTFFI6YDT|FOU/R/HK|)%_Z":'
(.I_M_P#R7FOO+ZGB_|H%Q|_@BK_P#|^:~^|(^OW'_X-RVU_5_%OQ.GT^R.N|V&*Q2|)(?#
M:&29IEGEE\$D2HD4;F:DQV,HK"5_9UZ4YRARC"1"4GSM1;24F|(RS7.DW**7O-1276Z/[5]***^1/M_HHHH_*^%?M^"E?
[%7AC_@H3^Q+|>OV4O\$SC)6:~JFT?X2/COP1XK^&7C?QE|_ 'FB7?AKQ_MQV|O%7B'P1XS|.7YA-JX?|5^%-7O-

!|1.)>FWEGMS=Z5JJA>6%R8)IH3- E M2R)M<|K7JQ _ : ^\R^IXO| Z!<3 P""*O| |CYK
M[S|CZ* 7# APW P6! Z,\$ ^.W @N\ | R H X<- |%@?^C!/CM X+O# _ \ M+ ^CZWA?^@FA_X.I _)>: ^\VJ>+ _Z!<3
."*O R/FOO\UE X,| V "/XX & XX)<7'A _7K>VC|6)|+?AWX2TK3/L6NRVYE1(P#A*O\$/Q-U/
M2K*&|O+>&QU9+P2Q76HW=K; _ -/?*9C65?%U91DI0CRP@T[IJ*5VFM&G+F: M:TLSZ_*Z#H8*E&47&) VN/V'?
#GA_P & M66EM>ZS|0?A/81Z7X<|*_M M(3&?|7=:G:W<| ^G:-X7^ ,#I)=RC6[JX-|'=W'D6?B6[TS4G'B,?UUT5K1KU,
M/4C5I2Y91 ^Z2ZQDNL7U7S5FDUC7H4L32E2JQYH2^ ^+Z2B^DET?JFFFT \GQ M=X0|6^ /\$ ^N^"?GA?
Q%X)|9^%M3N|\$|3>\$?%VB:EX;|3 ^'=9L)6@OM(UW0= M9MK+5=(U.RF5H;NPU"TM[JWE5HYHD<\$5SM?
ZW7_!83 @S^S5 P52|OXVM9 M,3X'?M9^'M.:W|)'?70-(BN+;Q3:VT\$RV?@WXQ:;! ;<^,/ #FNAT 6[>:U|9
M>\$YTBETC5+O16U?PKKO^8K^W# P3| :N P""=GQ9E^\$|5/PNU+P+JJY)K\$W M@OQ5:R+K/P| ^)VA:/?BQE|3 _
Z|8VBC3]?TJ19M/O+BPF73 _%AZ'5M,M?% M A|P|JU _9J?
68/,*6+BE=0K)>J2;W|N# ^TM+NVL>JM9OX|'9;6P,DXR3V<9*S3J4[%1E*\$HSBW&49*49+=2B|IK MS35S _=-
^#Q9|?'GX1?#XV?#S4HM7| _%KP%X3^(WA'4H7#I= ^'O&.AV6O MZ5(Q &V46E)\$D|,*KQ3K)% (B.C*YD?
^#NO|D" ^.W _! /7PA^T9X6T3^U?%O M[(/Q+B|1ZU+;:9-?ZM#|(/BC%8^#O'AM6M4DN8;+3 _%%K|-\$NMRNAL;/0M
MU/5;YX(-:/=H7 @U= ^/5U|;? ^"0?PLT#4M8NM:UC|GKXG?%X'ZA/=PW"36 M5KI6IZ?|2O"NCK/-!# '>6VC^! ?B?
X6TZQFM'N;>"QM|;3FG^U6-S!! ^ GQ, ^ M& @KXQ?#KQW|) B1X?L/%?P^ ^)7A'Q#X%|: ^&M3B6>PUWPOXJTJZT77-
+NHV M!!BO-.O;B\$LN'C+B2-ED16'Q2J^%(9 MCXJ^# 'Q"O;:*&W^)?PFUFYN!X:|21O;*EI :|BT%UX;|6V4\$<*Z?XJT;5H8(
M!|I[6\$]Q^=%?9TZD:L(U/FA_*E%^3_)K9IZIW3U1|+4ISHU)TJD7&<.),D^Z M| [= &GNFM&FFKIA1115D!1110 4444
%=E|. AYXX^+?CSP=|+ AIX7U?QK|0? MB!XDT?PAX,|):!M>ZSXB|2:]?0Z=I&DZ=;+CS+F|O+B*)2|)#\$&,L|D4*22
M+K ! P"#WQ1 : ^)O@OX, !;P+XC^)7Q2^(>M0>!' !O@CPI|FI:WKFJ31RS MND\$*,8[>SL;*WNM3U?5;Z6UTK1-
'LK _6=8O;'2K"|O(/J/S ((2 P#! /P# M P \$SO#MG|>OC- ^)?|:WBS0XXKC5H((=0|+ _ 32=5L475?!/P|NI&FCU+Q M)
<^;/8>+ /B)\$MO|)5H&T+P[%8Z%)J=QXCXL;C:>#AK:562?LZ? ?IS2|03^+ _ !?
>ZMK;SC0H|/"FCZ#^ZU%%?"U*DZU252H^:3 K1)*R26B221 M|K2I0HTX4J<>6\$ \$HQ7EYOJV[MO=MML****@T"BBB@
HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@#F-<|\$ ^#/\$YW>)?"/ACQ"PZ-
KF@:5JQ P!7Y76 M+@ ZH"/ KG|GW>* M|P X9< 9E_Z-T^!/_ AHOA | _J7NU%%P/-] ^#?PA|)K&GA;X5?#?PTD+2M
M\$F@>!O#&C+\$UP)V_C73M+M@C3 D2E0#("0^[->C@!0%4 # 'X X M '2EHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KP;|I+JF'X! ?M? _ "7Q+|#/?
MVD_A=X7^+7PP|5VKV^I^/\$MK*7M;@QNEOK/AW6["SU_P) ^)M-+F;1 _%/A M?5-(|1:-- #VK^%/?A^ ^,5P++6
M _#NO6=AJ^E79MYX9Q;7JG|,89HI=FR1&/^'=7QC^U | |\$| V+ _V|/#4/|AK| MJ | 9| ^' P 6S86%|IWA_P
5:IITFD_\$3PC;:BUO+>X.) ^)AZ?2?"AB.YG MM+.XN[71]>M;& _EL[8:C:W<40CKV,+G%6E:&(3K0_G5E57K|F?
SY9:MN3T1X MF+R2C5;GAI>PEU@TW2?I|J#|..B2BM6?XFM?%W|?M= |&8GA'4Y=8|_L.? MM5:GX5ED35;S3?
A9^TAHH|0Z-JLF+7&F:79_%CP#86&LZ-HMK) _Q+T?5/AMX MRU=;-H;F|U34+NWG: ^ _G@ :.* P"#; | X*Q_LW7-
JXA^! _@GQSX2L;.*: ^/C M_P""WQN^\$|GANYCM8KBXO(|?3?/BKP+XZ\$UI;VYGD%SX-MXY%DC2UEN)O,B
MC]FEE.#J|6K1@_Y:O|MKRO*T7_V|) _>>%5RS'47KAYS725)>U3^4+R7 _&|% M?./B|1M-M;J=UT"|14>!=4U;P-V|
UZ"&TGN=?TKQ7 MXF|4II-Y-86VB^'M:==5TBZF.PE*#G*O3E;:-.49S;[*6WKM=VBNK2U(I9?
MC*LU".JQN_BJ0E3A%=6Y326F|E>3^RF| ^#^A; @TV^!|B'X-?| \$D?#_BCQ%; MZC92?M% 'KXK?';2-
/U2RFL+BUV26'@SX:/-!#<0P32:=KEK|'QXFTJ|82 M0ZCINMVM_932V%S:N?Z8*Y7P+X&|?'#P5X2^"P|,Z+X,|! ^
_#FC>\$|G MA'PY80;7H'AGPQX=T^WTK0|"T;3;5(|>QTW2]-M;>SL[:%%2**%\$ XKJJ^/K MU76K5*K5O:3E*W9-
Z+Y*R^1J|O0I*A1I45K|.G&|[6NXI)RM _>=W|S|OO^"KG M _!*WX%?| %6 V=) _@|4+B?P7|0O"L|
[XB^""QIT>Q6_U_P"" C6:T^S-/<:6 M_UW|7BOP3KT216'C3P5>WUG#K-@D%[I6I:|XJTG|XET;_*D_P""@_ | P34
M:M_X)I?%^Y^%/[27@*[T|3|Z:XE^' Q4T*WOM1 ^%OQ1T>%V_U'P;XJ>U@MIK MZWCV-K7A?
4!9>*/#S2VYU;2K>UO=-N|[_ :AA MX& ^+ P -? \$BVPUP1|0_#6E>*O#E|+97,5|I|VVFZO;7,\$.HZ9?V|OJ&E;G;
M+#J&EZA;V|_IJS;7EO#;G7@LPJX3W;>THMW<'HXMVO*#Z/R?NOR>IQ8|+:-6- M|^_LZZ5E42NI)7M<<>JU^)6DM-
6ERG^%U17^D?| M< _|&= /&'Q1NKK7_P|D M;XT?\$CJE;5)5M _+|&>);6X^/'PRC\$+S&9+?%\$OB/0?
B7IT|XCQ(UYJ/Q#|30 M6Q@#Q:4 F.M?B1|0/^#.# @I1H&LZA%X ^,G|(WQ"|.1S1C2=1N_&WQ.|&>(
M+RW9%WRZGX>O_AJFEZ7/' +Y@-O9^+ -:C: 12K=&622V@|^GFF"J+6JZ; EJ
M1<7TZKFAUV4K|Z6/G*N48ZF[*D]J FI24E|SY9KU<4O, DGHK^J33 | @S| _M."K5Y<>3<^+?V0=)CVEOM>H?%
[Q]);@AE 3;I7PK>(|FY+6|@EL?# P 2 MOB%JOA:*Q\$-VT3QZKJ/PHU'|1,QR1MHUK),LL%RS+!15W7B|[*;92;|M(NU^
MC;2|R(97CYNRP|EMK.4(I>?O25[7U2N (_A;KJO _/@FG_P0\$;V_P""D=[H M/BS0O JS|!_VI11
MZA9ZWX0|":%JUG(/BIX@TV"R^(?Q^|XT^WOUB^KX.|(/=6T5S#X,|*Q: ?I#30VUYJQUG5X3JLGZF445X4Y
MSJ227GJ^|U>H4445)044 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
%%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 %44 ?_JD!
end